

董事會報告

董事會欣然提呈本公司及其附屬公司(「本集團」)截至二零零三年十二月三十一日止年度之週年報告及經審核財務報表。

主要業務

本集團從事生產及銷售五十鈴輕型商用車、多功能汽車、皮卡車、重型車、其他汽車和汽車零件及部件。有關本公司於二零零三年十二月三十一日附屬公司之詳情載於財務報表附註18。

分析資料

有關本集團業務及地區分析資料之詳情載於財務報表附註5。

業績及分配

有關本集團本年度內業績及本公司分配之詳情載於年報第30頁之綜合損益表及附屬的財務報表附註。董事建議派發末期股息每股人民幣0.05元予於二零零四年五月二十四日名列本公司股東名冊之股東，為數共人民幣124,113,000元，並保留本年度的餘下溢利人民幣33,452,000元。

物業、機器及設備

本集團於本年度內添置物業、機器及設備約人民幣1.56億元，以用作擴充生產設施。有關本集團及本公司物業、機器與設備之變動詳情載於財務報表附註16。

DIRECTORS' REPORT

The directors have pleasure in presenting their annual report and audited financial statements of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2003.

PRINCIPAL ACTIVITIES

The Group is engaged in the production and sale of Isuzu light-duty trucks, multi-purposes vehicles, pick-up trucks, heavy-duty trucks, other vehicles and automobile parts and accessories. Details of the Company's subsidiaries as at 31st December, 2003 are set out in note 18 to the financial statements.

SEGMENTAL INFORMATION

Details of segmental information are set out in note 5 to the financial statements.

RESULTS AND APPROPRIATIONS

Details of the results of the Group and appropriations of the Company during the year are set out in the consolidated income statement on page 30 of the annual report and the accompanying notes to the financial statements. The directors recommend the payment of a final dividend of RMB0.05 per share to the shareholders whose names appear on the register of shareholders on 24th May, 2004, amounting to RMB124,113,000 and the retention of the remaining profit for the year of RMB33,452,000.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group incurred approximately RMB156 million on acquisition of property, plant and equipment for expansion of its production facilities. Details of movements in property, plant and equipment of the Group and the Company during the year are set out in note 16 to the financial statements.

董事會報告

DIRECTORS' REPORT

董事及監事

於本年度內及本報告截至日之本公司董事及監事之名單如下：

執行董事：

吳雲(董事長)
高建民
望月義人 (於二零零三年
十月二十二日
獲委任)

宋振遠
劉光明
潘勇
樂華強
內海純 (於二零零三年
十月二十二日
離任)

獨立非執行董事：

龍濤
宋小江

監事：

劉琦
周紅
馮嘉陵

所有在任董事均與本公司於二零零三年六月十七日更新為期三年的服務合約。

按本公司章程的條例，董事長和其他董事任期為三年，自授任或連選之日起計，可連選連任。所有在任董事服務年期在股東週年大會召開前均未到期，因此繼續留任。

DIRECTORS AND SUPERVISORS

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

Executive directors:

Wu Yun (*Chairman*)
Gao Jianmin
Yoshito Mochizuki (appointed on 22nd October, 2003)

Song Zhenyuan
Liu Guangming
Pan Yong
Yue Huaqiang
Utsumi Jun (resigned on 22nd October, 2003)

Independent non-executive directors:

Long Tao
Song Xiaojiang

Supervisors:

Liu Qi
Zhou Hong
Feng Jialing

All directors had renewed their service contracts with the Company for a term of three years commencing on 17th June, 2003.

In accordance with the provision of the Company's Articles of Association, the term of office of the Chairman and other directors shall be three years renewable upon re-appointment or re-election. None of the directors' terms of office will expire at the forthcoming annual general meeting and all remaining directors continue in office.

董事會報告

董事及監事(續)

按中華人民共和國(「中國」)公司法，監事任期亦為三年，可連選連任。所有在任監事服務年期在股東週年大會前均未到期，因此繼續留任。

無任何董事或監事與本公司或其附屬公司訂有若於一年內本集團如終止即須作出賠償(法定賠償除外)之服務合約。

董事、監事及最高行政人員之股份權益

於二零零三年十二月三十一日，本公司董事、監事及高級行政人員概無於本公司或其相聯法團(定義見香港證券及期貨條例(「證券及期貨條例」))之股份，相關股份及債權證中擁有根據證券及期貨條例第352條規定須予備存之名冊所記錄或依據上市公司董事進行證券交易的標準守則通知本公司及香港聯合交易所有限公司的權益或淡倉。

DIRECTORS' REPORT

DIRECTORS AND SUPERVISORS (Cont'd)

In accordance with the provisions of the Companies Law in the People's Republic of China (the "PRC"), the term of office of supervisors shall also be three years and renewable upon re-appointment or re-election. None of the supervisors' terms of office will expire at the forthcoming annual general meeting and all supervisors continue in office.

None of the directors or supervisors 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', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 31st December, 2003, none of the directors, supervisors and chief executives of the Company has any interest or short positions in the shares, underlying shares or debentures of the Company or its associated corporations as defined under the Securities and Futures Ordinance ("SFO") as recorded in the register required to be kept under section 352 of SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

董事會報告

DIRECTORS' REPORT

股東人數及主要股東

於二零零三年十二月三十一日，本公司股東名冊上的股東總數為163名及根據證券及期貨條例第336條規定須予備存的股份及相關股份權益及淡倉登記冊所記錄，本公司董事、監事或最高行政人員以外的股東佔本公司有關類別已發行股本5%或以上中擁有的權益及淡倉如下：

本公司股份的好倉情況：

NUMBER OF SHAREHOLDERS AND SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2003, there were 163 shareholders recorded in the register of shareholders of the Company and the shareholders, other than a director, supervisor or chief executive of the Company, having an interest and short positions in 5% or more of the issued shares capital of the relevant classes as recorded in the register of interests in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of SFO were as follows:

Long positions in the shares of the Company:

股東名稱 Name of shareholders	股份類別 Class of shares	股份數目 Number of shares	權益性質 Nature of Interest	身份 Capacity	佔有關類別的股本比率 Percentage of share capital of the relevant class
慶鈴汽車(集團)有限公司 Qingling Motors (Group) Co. Ltd ("Qingling Group")	內資股 Domestic shares	1,243,616,403股 1,243,616,403 shares	實益權益 Beneficial Interest	實益擁有人 Beneficial owner	100.00%
五十鈴汽車有限公司 Isuzu Motors Ltd.	外資股(H股) Foreign shares (H shares)	171,493,254股 171,493,254 shares	實益權益 Beneficial Interest	實益擁有人 Beneficial owner	13.85%
J.P. Morgan Chase & Co.	外資股(H股) Foreign shares (H shares)	135,520,000股 135,520,000 shares	法團權益 Corporate Interest	6,364,000股 為實益擁有人， 116,600,000股 為投資經理及 12,556,000股 為核准借出代理人 6,364,000 shares as beneficial owner, 116,600,000 shares as investment manager and 12,556,000 shares as approved lending agent	10.94%

股東人數及主要股東(續)

NUMBER OF SHAREHOLDERS AND SUBSTANTIAL SHAREHOLDERS (Cont'd)

附註：

Note:

下列為 J.P. Morgan Chase & Co. 所持有之股份權益細節：

The following is a breakdown of the interests in shares held by J.P. Morgan Chase & Co.:

受控法團的名稱 Name of controlled corporation	控權股東的姓名或名稱 Name of controlling shareholder	控制百分率 Percentage of control	H股股份權益總數 Total interest in H shares	
			直接權益 Direct interest	當作持有的權益 Deemed interest
JP Morgan Chase Bank	J.P. Morgan Chase & Co.	100%	12,556,000	—
J.P. Morgan Whitefriars Inc.	J.P. Morgan Overseas Capital Corporation	100%	5,948,000	—
J.P. Morgan Overseas Capital Corporation	J.P. Morgan International Finance Limited	100%	—	5,948,000
J.P. Morgan Securities Ltd.	J.P. Morgan Holdings (UK) Limited	90%	416,000	—
J.P. Morgan Holdings (UK) Limited	J.P. Morgan International Finance Limited	100%	—	416,000
J.P. Morgan International Finance Limited	J.P. Morgan International Inc.	100%	—	6,364,000
J.P. Morgan International Inc.	JP Morgan Chase Bank	100%	—	6,364,000
JP Morgan Chase Bank	J.P. Morgan Chase & Co.	100%	—	6,364,000
JF Asset Management Limited	J.P. Morgan Fleming Asset Management (Asia) Inc.	99.99%	116,600,000	—

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DIRECTORS' REPORT

股東人數及主要股東(續)

NUMBER OF SHAREHOLDERS AND SUBSTANTIAL SHAREHOLDERS (Cont'd)

受控法團的名稱 Name of controlled corporation	控權股東的姓名或名稱 Name of controlling shareholder	控制百分率 Percentage of control	H股股份權益總數 Total interest in H shares	
			直接權益 Direct interest	當作持有的權益 Deemed interest
J.P. Morgan Fleming Asset Management (Asia) Inc.	J.P. Morgan Fleming Asset Management Holdings Inc.	100%	—	116,600,000
J.P. Morgan Fleming Asset Management Holdings Inc.	J.P. Morgan Chase & Co.	100%	—	116,600,000

除上文所披露者外，根據證券及期貨條例第336條規定須予備存的登記冊所示，本公司並無接獲任何有關本公司股份及相關股份的權益或淡倉的通知。

Save as disclosed above, the register required to be kept under section 336 of the SFO showed that the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company as at 31st December, 2003.

購入股份或債權證之權利

本公司、其附屬公司、其最終控股公司或同系附屬公司概無於本年度內任何時間訂立任何安排，使本公司之董事、監事及最高行政人員可藉此購入本公司或任何其他法人團體之股份或債權證而得益。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its subsidiaries, its ultimate holding company or fellow subsidiaries, a party to any arrangements to enable the directors, supervisors and chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事及監事之合約權益

本公司、其附屬公司、其最終控股公司或同系附屬公司於結算日或本年度內任何時間概無簽訂任何董事及監事於其中擁有直接或間接重大利益關係之重要合約。

DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS

No contract of significance to which the Company, its subsidiaries, its ultimate holding company or fellow subsidiaries, was a party and in which a director or supervisor 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.

董事會報告

DIRECTORS' REPORT

與股東之合約

於本年度內，本集團與慶鈴集團，其附屬公司及聯繫人，及五十鈴汽車有限公司（「五十鈴」）及其全資附屬公司，五十鈴（中國）投資有限公司（統稱「五十鈴集團」）均有交易。慶鈴集團及五十鈴分別於二零零三年十二月三十一日持有本公司發行股本之50.10%及6.91%。此等交易之詳情如下：

- (1) 與慶鈴集團，其附屬公司及其聯繫人等之重要交易：

在本公司載入財務報表附註1所述之重組時，本集團與慶鈴集團已簽訂一份有關提供服務給慶鈴集團及由慶鈴集團向本集團提供服務之服務協議書。除此以外，本集團與慶鈴集團也簽訂一份有關慶鈴集團向本集團提供為本集團生產所需之若干零部件與配件之零部件供應協議書。

於二零零零年八月二十一日，本公司亦簽訂一份關於本公司出租若干模具及夾具設備予慶鈴集團之租約。該租約為期一年，而每月之租金等於本公司所發生之折舊額。於二零零二年及於本年內，本公司分別更新了此租約一年，所有細則維持不變。

於本年度內與慶鈴集團之交易詳情載於財務報表附註31(1)。

CONTRACTS WITH SHAREHOLDERS

During the year, the Group had transactions with Qingling Group, its subsidiaries and its associate, Isuzu Motors Limited ("Isuzu") and its wholly-owned subsidiary, Isuzu (China) Holding Co., Ltd. (collectively "Isuzu Group"). Qingling Group and Isuzu held 50.10% and 6.91% of the issued share capital of the Company respectively as at 31st December, 2003. Details of these transactions are as follows:

- (a) Significant transactions with Qingling Group, its subsidiaries and its associate:

At the time of reorganisation of the Company as described in note 1 to the financial statements, the Group had entered into a service agreement in relation to the provision of services to Qingling Group and vice versa. In addition, the Group had also entered into a parts supply agreement with Qingling Group whereby Qingling Group agreed to provide the Group with certain parts and components produced by Qingling Group and which are required in the production processes of the Group.

On 21st August, 2000, the Company also entered into a rental agreement with Qingling Group whereby the Company agreed to rent certain moulds and tooling equipment to Qingling Group for a period of one year. The monthly rental was calculated based on the actual depreciation cost incurred by the Company. The Company has renewed the rental agreement in 2002 and 2003 for another year upon the expiration of the relevant agreement with the terms of the agreement remained unchanged.

Details of transactions with Qingling Group during the year are set out in note 31(a) to the financial statements.

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DIRECTORS' REPORT

與股東之合約(續)

本年度內，本公司與數間慶鈴集團擁有權益之中外合資公司發生交易。這些公司包括重慶慶鈴鑄造有限公司(慶鈴集團及五十鈴分別擁有60.38%及36.16%權益)，重慶慶鈴鍛造有限公司(慶鈴集團及五十鈴分別擁有55.03%及28.79%權益)，重慶慶鈴車橋有限公司(慶鈴集團及五十鈴分別擁有49.64%及25.00%權益)，重慶慶鈴日發座椅有限公司(慶鈴集團及五十鈴分別擁有50.80%及3.00%權益)，重慶慶鈴塑料有限公司(慶鈴集團及五十鈴分別擁有53.15%及25.00%權益)及重慶慶鈴鑄鋁有限公司(慶鈴集團及五十鈴分別擁有58.40%及25.00%權益)。有關此等交易詳情載於財務報表附註31(2)至31(7)。

與慶鈴集團無關之本公司獨立非執行董事已察閱及確認以上交易是按照監管此等交易的協議內條款進行，如無有關協議，則按不遜於獨立第三者可得／給予的條款進行，並在本集團一般正常業務下進行。

CONTRACTS WITH SHAREHOLDERS (Cont'd)

During the year, the Company also had certain transactions with certain sino-foreign joint venture companies in which Qingling Group has certain interest. These companies include 重慶慶鈴鑄造有限公司 (in which Qingling Group and Isuzu have 60.38% and 36.16% interest respectively), 重慶慶鈴鍛造有限公司 (in which Qingling Group and Isuzu have 55.03% and 28.79% interest respectively), 重慶慶鈴車橋有限公司 (in which Qingling Group and Isuzu have 49.64% and 25.00% interest respectively), 重慶慶鈴日發座椅有限公司 (in which Qingling Group and Isuzu have 50.80% and 3.00% interest respectively), 重慶慶鈴塑料有限公司 (in which Qingling Group and Isuzu have 53.15% and 25.00% interest respectively) and 重慶慶鈴鑄鋁有限公司 (in which Qingling Group and Isuzu have 58.40% and 25.00% interest respectively). Details of these transactions are set out in note 31(b) to 31(g) to the financial statements respectively.

Independent non-executive directors of the Company, who are not connected with Qingling Group, have reviewed and confirmed that the above transactions had been conducted in accordance with the terms of the relevant agreements governing these transactions or, if there was no such agreement, on terms being no less favourable than those terms available to/from independent third parties and in the ordinary and normal course of business of the Group.

董事會報告

DIRECTORS' REPORT

與股東之合約(續)

(2) 與五十鈴集團之重要交易

銷售貨車及其它車輛
產生之提成費
銷售貨車及套裝零部件
銷售模具
員工培訓費
技術協助費

另外，五十鈴集團亦透過某日本貿易公司供應零件及部件與機器及設備予本集團，該等交易乃按照日本一般正常商業程式進行。於本年度內該等交易詳情如下：

供應零件及部件
供應機器及設備

除上述外，本集團有相當部份之交易乃與其他中國國營企業進行。該等交易乃按照與中國有關機構商訂之條款進行。

CONTRACTS WITH SHAREHOLDERS (Cont'd)

(b) Significant transactions with Isuzu Group:

人民幣千元
RMB'000

Royalties on sale of trucks and other vehicles	27,319
Sales of trucks and accessory sets	15,901
Sales of moulds	712
Staff training fee	2,475
Technical assistance fee	19,749

Isuzu Group also supplies parts and components and plant and equipment to the Group through a Japanese trading company in accordance with normal commercial practices in Japan. Details of such transactions during the year are as follows:

人民幣千元
RMB'000

Supply of parts and components	1,304,020
Supply of plant and equipment	122,343

Other than the above, a significant portion of transactions undertaken by the Group have been effected with other state-owned enterprises in the PRC and on such terms as have been determined with the relevant PRC authorities.

董事會報告

五大供應商及經銷商

於二零零三年十二月三十一日止年度內，本集團的前五大供應商佔總採購額64.6%，而最大供應商佔總採購額47.1%。兩間慶鈴集團之附屬公司及一間慶鈴集團之聯營公司與五十鈴透過其供應零件及部件予本集團的某日本貿易公司均屬本集團之五大供應商。與慶鈴集團，其附屬公司及其聯繫人等，及五十鈴集團交易詳情載於上文「與股東之合約」一節內披露。除上述披露外，於二零零三年十二月三十一日止年度內，本公司董事及監事，其聯繫人或任何股東（據董事會所知擁有5%以上本公司之股本者），並沒有擁有本集團五大供應商任何權益。

於二零零三年十二月三十一日止年度內，本集團與五大經銷商所發生之總銷售額低於本集團總銷售額之30%。

可換股證券、購股權、認股權證或類似權利

本公司於本年度內並無發行任何可換股證券、購股權、認股權證或類似權利。

購買、出售或贖回本公司之上市證券

本公司及其附屬公司於本年度內並無購買、出售、贖回或註銷本公司之上市證券。

DIRECTORS' REPORT

FIVE LARGEST SUPPLIERS AND CUSTOMERS

For the year ended 31st December, 2003, the five largest suppliers accounted for 64.6% of the total purchases of the Group. The largest supplier accounted for 47.1% of the total purchases. Two subsidiaries and an associate of Qingling Group and the Japanese trading company through which Isuzu channels its supply of parts and components to the Group are included in the five largest suppliers of the Group. Details of transactions with Qingling Group, its subsidiaries and associate and with Isuzu Group are set out in the section "Contracts with Shareholders" above. Other than disclosed above, the Company's directors and supervisors, their associates or any shareholders (which to the knowledge of the directors own more than 5% of the Company's share capital), did not have any interests in the Group's five largest suppliers for the year ended 31st December, 2003.

For the year ended 31st December, 2003, the aggregate sales attributable to the Group's five largest customers were less than 30% of the Group's total sales.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

There were no outstanding or conversion of convertible securities, options, warrants or similar rights during the year.

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

There were no purchase, sale, redemption or cancellation of the Company's listed securities by the Company and its subsidiaries during the year.

董事會報告

優先購股權

本公司之公司組織章程並無有關優先購股權之條款。

最佳應用守則

本公司尚未根據香港聯合交易所有限公司證券上市規則附錄14之最佳應用守則(「最佳應用守則」)之第14段，成立一個旨在檢討及監察本公司的財務匯報程式及內部控制的審核委員會(「審核委員會」)。自本公司成立以來，本公司的組織架構內已設立一個職能與審核委員會相近的監事會，所不同的為本公司監事會成員由三人組成，其中兩人由股東大會選出及罷免，另一人須為本公司員工，並由本公司職工選出和罷免及監事會向股東大會負責而非向董事會負責，而審核委員會的成員則由公司的非執行董事選任。

除此以外，本公司在截至二零零三年十二月三十一日止年度內均遵守最佳應用守則。

DIRECTORS' REPORT

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association.

CODE OF BEST PRACTICE

The Company has not established an audit committee (the "Audit Committee") to review and supervise the Company's financial reporting process and internal controls pursuant to paragraph 14 of the Code of Best Practice (the "Code of Best Practice") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Since its establishment, the Company's organisational structure has, in lieu, a Supervisory Committee which carries out functions similar to that of an Audit Committee, the differences are that the Company's Supervisory Committee comprises three members, of whom two are elected and can be removed by shareholders in general meetings and the other one must be an employee of the Company and is elected and can be removed through democratic election by the staff and workers of the Company. The Supervisory Committee is responsible to report to shareholders in General Meeting instead of the Board of Directors whereas members of an Audit Committee are elected among Non-Executive Directors of the Company.

Except for the above, the Company has complied throughout the year ended 31st December, 2003 with the Code of Best Practice.

董事會報告

DIRECTORS' REPORT

核數師

在最近三個會計年度，德勤華永會計師事務所有限公司及德勤•關黃陳方會計師行分別為本公司之國內及境外核數師。

有關續聘德勤華永會計師事務所有限公司及德勤•關黃陳方會計師行為本公司之核數師之決議案將於本公司之股東週年大會上提呈。

承董事會命

吳雲
董事長

重慶，二零零四年四月二十七日

AUDITORS

Messrs. Deloitte Touche Tohmatsu CPA Ltd. and Messrs. Deloitte Touche Tohmatsu have acted as auditors of the Company for PRC and international reporting purposes respectively for the past three financial years.

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu CPA Ltd. and Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

WU YUN
Chairman

Chongqing, 27th April, 2004