

## 購股權計劃之資料

於二零零二年十一月四日，本公司採納一項新購股權計劃（「新計劃」），該計劃符合上市規則第17章之規定。自新計劃採納以來概無據此授出購股權。新計劃之主要條款載於本公司截至二零零三年十二月三十一日止年度之年報之董事會報告中。

根據舊計劃（已於採納新計劃時於二零零二年十一月四日終止）授出之購股權已於回顧期間內註銷及失效。於二零零四年六月三十日，舊計劃下概無未行使之購股權。根據舊計劃售出而由本公司執行董事行使之購股權詳情載於上文「董事及最高行政人員於股份、相關股份及債券擁有之權益及淡倉」一節「(2)購股權好倉」一段。

## 其他資料

### 外匯波動

本集團的主要收入為人民幣，並以人民幣支付成本及費用。本集團並無面對任何重大外匯波動，而董事預計在可見之未來亦不會因港元兌人民幣的匯率變動而產生重大外匯虧損。

### 管理合約

期內，就本公司整體或任何重要環節業務方面並無訂立或存在管理及行政合約。

### 僱員

於二零零四年六月三十日，本集團（不包括其聯營公司及共同控制實體）共僱用3,398名（二零零三年十二月三十一日：2,859名）職員，其中大部份駐中國大陸。

## INFORMATION ON SHARE OPTION SCHEME

On 4th November 2002, the Company adopted a new Share Option Scheme (the "New Scheme") which is in compliance with Chapter 17 of the Listing Rules. No option shares have been granted under the New Scheme since its adoption. The principal terms of the New Scheme are set out in the Report of the Directors as included in the Annual Report of the Company for the year ended 31st December 2003.

No share options granted under the Old Scheme, which was terminated on 4th November 2002 upon the adoption of the New Scheme, were cancelled or lapsed during the period under review. As at 30th June 2004, there were no options outstanding under the Old Scheme. Details of the share options granted under the Old Scheme and exercised by an Executive Director of the Company are set out above under the paragraph headed "(2) Long positions in share options" under the section headed "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures".

## OTHER INFORMATION

### Foreign Exchange Fluctuations

The Group earns revenue and incurs costs and expenses mainly in Renminbi. The Group experienced no significant foreign exchange movement and the Directors do not anticipate any significant foreign exchange loss as a result of changes in exchange rate between Hong Kong dollars and Renminbi in the foreseeable future.

### Management Contract

No contract concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the period.

### Employees

As at 30th June 2004, the Group, excluding its associate and jointly controlled entity, employed a total of 3,398 (as at 31st December 2003: 2,859) staff, the great majority of which were employed in mainland China.

本集團之薪酬政策與截至二零零三年十二月三十一日止年度之年報所披露者相同。

## 最佳應用守則

本公司董事認為，除並無設定本公司獨立非執行董事的特定委任期限外，概無任何資料顯示本公司於截至二零零四年六月三十日止六個月內任何時間並無或從無遵守上市規則附錄14所載的最佳應用守則（「守則」）。然而，除主席及董事總經理外，其他所有董事須根據本公司的公司細則於本公司的股東週年大會上輪值退任。董事認為，此安排符合守則的目標。

## 購買、贖回及出售本公司之上市證券

本公司或其任何附屬公司於截至二零零四年六月三十日止六個月內概無購買、贖回或出售本公司任何上市證券。

## 審核委員會

本公司之審核委員會由本公司之所有三名獨立非執行董事組成。審核委員會已與管理層審閱本集團所採納之會計原則及慣例，並已商討有關內部控制及財務報告事宜，包括與董事審閱截至二零零四年六月三十日止六個月之未經審核中期簡明綜合賬目。

代表董事會  
主席  
朱孟依

香港，二零零四年九月六日

The remuneration policies remained the same as revealed in the Annual Report for the year ended 31st December 2003.

## Code of Best Practice

None of the Directors of the Company is aware of any information which would indicate that the Company is not, or was not, in compliance with the Code of Best Practice (the "Code") as set out in Appendix 14 to Listing Rules at any time during the six months period ended 30th June 2004, except that the independent Non-executive Directors of the Company are not appointed for specific terms. However, all Directors except the Chairman and the Managing Director are subject to retirement by rotation at annual general meetings of the Company in accordance with the Company's Bye-laws. In the opinion of the Directors, this meets the objective of the Code.

## Purchase, Redemption and Sale of the Company's Listed Securities

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the six months period ended 30th June 2004.

## Audit Committee

The Company's audit committee is composed of all the three independent Non-executive Directors of the Company. The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the unaudited condensed consolidated accounts for the six months ended 30th June 2004 with the Directors.

On behalf of the Board of Directors  
**CHU MANG YEE**  
Chairman

Hong Kong, 6th September 2004