

## 董事會報告 Directors' Report

本公司董事（「董事」）謹此提呈截至二零零四年十二月三十一日止年度之報告及經審核財務報表。

### 主要業務

本公司為投資控股公司。各主要附屬公司、共同控制機構及聯營公司之業務分別載於財務報表附註33、14及15。

### 業績及分派

本集團截至二零零四年十二月三十一日止年度之業績載於第36頁之綜合收益表。

董事建議不派發截至二零零四年十二月三十一日止年度之末期股息。

### 財務概要

本集團過往五個財政期間之業績及資產與負債概要載於第84頁。

### 附屬公司、共同控制機構及 聯營公司

本公司各主要附屬公司、共同控制機構及聯營公司於二零零四年十二月三十一日之詳情分別載於財務報表附註33、14及15。

### 物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於財務報表附註11。

The directors of the Company (the "Directors") present their report and the audited financial statements for the year ended 31st December, 2004.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of the principal subsidiaries, jointly controlled entity and associate are set out in notes 33, 14 and 15 to the financial statements respectively.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2004 are set out in the consolidated income statement on page 36.

The Directors do not recommend the payment of a final dividend for the year ended 31st December, 2004.

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial periods is set out on page 84.

### SUBSIDIARIES, JOINTLY CONTROLLED ENTITY AND ASSOCIATE

Details of the Company's principal subsidiaries, jointly controlled entity and associate as at 31st December, 2004 are set out in notes 33, 14 and 15 to the financial statements respectively.

### PROPERTY, PLANT AND EQUIPMENT

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



## 股本及購股權

本公司股本及購股權於年內之變動詳情分別載於財務報表附註23及24。

於年內，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

## 儲備

本集團及本公司儲備於年內之變動詳情載於財務報表附註25。

## 借款

須於一年內或要求時償還之銀行貸款、透支及其他借款均歸類為流動負債。長期借款之詳情載於財務報表附註22。本集團於年內並無將利息撥作資本。

## 董事

本公司於年內及截至本報告刊發日期止之董事如下：

### 董事：

黃清海，總裁兼行政總裁

高成明，副總裁

李志剛

李兆忠 (於二零零四年二月四日獲委任)

許業榮 (於二零零四年五月二十日辭任)

### 獨立非執行董事：

陳靜 (於二零零四年九月二十七日獲委任)

金惠志 (於二零零四年十二月十四日獲委任)

李澤雄 (於二零零四年九月二十七日獲委任)

賴顯榮 (於二零零四年九月二十七日辭任)

勞偉安 (於二零零四年九月二十七日辭任)

徐溯經 (於二零零四年九月二十七日獲委任  
並於二零零四年十二月十四日辭任)

根據本公司細則第87(2)條之規定，高成明先生及李志剛先生須告退，並願意膺選連任。

## SHARE CAPITAL AND SHARE OPTIONS

Details of movements during the year in the share capital and share options of the Company are set out in notes 23 and 24 to the financial statements respectively.

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

Movements in the reserves of the Group and the Company during the year are set out in note 25 to the financial statements.

## BORROWINGS

Bank loans and overdrafts and other borrowings repayable within one year or on demand are classified under current liabilities. Details of long term borrowings are set out in note 22 to the financial statements. No interest was capitalised by the Group during the year.

## DIRECTORS

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

### Directors:

Ng Qing Hai, *President and Chief Executive Officer*

Ko Sing Ming, *Vice President*

Li Chi Kong

Lee Siu Chung, Steven (appointed on 4th February, 2004)

Hui Yip Wing, David (resigned on 20th May, 2004)

### Independent non-executive directors:

Chen Ching (appointed on 27th September, 2004)

Jin Hui Zhi (appointed on 14th December, 2004)

Li Chak Hung (appointed on 27th September, 2004)

Lai Hin Wing, Henry (resigned on 27th September, 2004)

Lo Wai On (resigned on 27th September, 2004)

Xu Su Jing (appointed on 27th September, 2004  
and resigned on 14th December, 2004)

In accordance with the bye-law 87(2) of the Company's Bye-laws, Mr. Ko Sing Ming and Mr. Li Chi Kong retire and, being eligible, offer themselves for re-election.



## 董事 (續)

根據本公司細則第86(2)條之規定，陳靜先生、金惠志先生及李澤雄先生於本公司上一屆股東週年大會後獲委任為本公司董事，任期至即將舉行之股東週年大會為止，並願意膺選連任。

各獨立非執行董事之任期為截至根據本公司細則規定輪流退任之期間為止。

擬於應屆股東週年大會上膺選連任之董事概無訂立本公司不付賠償(法定賠償除外)則不得於一年內終止之任何服務合約。

董事履歷之詳情載於第14及第15頁。

## 董事權益

根據證券及期貨條例(「證券及期貨條例」)第352條保存之登記名冊所載或根據上市公司董事進行證券交易的標準守則須通知本公司及香港聯合交易所有限公司(「聯交所」)之資料，董事於二零零四年十二月三十一日擁有本公司或其任何相聯法團(定義見證券及期貨條例XV部)之股份、債券或相關股份之權益及淡倉如下：

## 本公司

董事姓名	權益性質	根據購股權持有之相關股份數目	持有百分比		
Name of Director	Nature of interest	Number of underlying shares held pursuant to share options	Percentage of holding		
黃清海	Ng Qing Hai	個人	Personal	4,000,000	0.54%
高成明	Ko Sing Ming	個人	Personal	1,500,000	0.21%
李志剛	Li Chi Kong	個人	Personal	600,000	0.08%

董事及主要行政人員於本公司購股權之權益詳情載於下文購股權一節中。

## DIRECTORS (Continued)

In accordance with the bye-law 86(2) of the Company's Bye-laws, Messrs. Chen Ching, Jin Hui Zhi and Li Chak Hung, who were appointed as directors of the Company after the last annual general meeting of the Company, will hold office until the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The term of office of each independent non-executive Director is for a period up to his retirement as required by the Company's Bye-laws.

The Directors proposed for re-election at the forthcoming annual general meeting do not have any service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

The Directors' biographical details are set out on pages 14 and 15.

## DIRECTORS' INTERESTS

As at 31st December, 2004, the interests and short positions of the Directors in the shares, debentures or underlying shares of the Company or any of its associated corporations (within the meaning of the Part XV of the Securities and Futures Ordinance (the "SFO")) or which were required, pursuant to section 352 of the SFO to be entered in the register referred therein or which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Listing Rules") were as follows:

## The Company

董事姓名	權益性質	根據購股權持有之相關股份數目	持有百分比		
Name of Director	Nature of interest	Number of underlying shares held pursuant to share options	Percentage of holding		
黃清海	Ng Qing Hai	個人	Personal	4,000,000	0.54%
高成明	Ko Sing Ming	個人	Personal	1,500,000	0.21%
李志剛	Li Chi Kong	個人	Personal	600,000	0.08%

The interests of the Directors and chief executive in the share options of the Company are detailed in the share options section stating below.



## 董事權益 (續)

上述所有權益均為好倉。於二零零四年十二月三十一日，董事概無擁有載於董事及主要行政人員之權益及淡倉之登記名冊內之任何淡倉(定義見證券及期貨條例)。

## 購股權

本公司購股權計劃之詳情載於財務報表附註24。

根據購股權計劃所授出及於二零零四年十二月三十一日尚未行使之購股權詳情如下：

## DIRECTORS' INTERESTS (Continued)

All the interests stated above represent long positions. As at 31st December, 2004, none of the Directors held any short positions as defined under SFO as recorded in the register of directors and chief executives' interests and short positions.

## SHARE OPTIONS

Particulars of the Company's share option scheme are set out in note 24 to the financial statements.

Details of the options granted under the share option scheme and remain outstanding as at 31st December, 2004 are as follows:-

購股權 授出日期	行使期間	每股行使價	購股權數目 Number of share options				
			於二零零四年 一月一日 尚未行使 Outstanding at 1st January, 2004	年內授出 Granted during the year	年內失效 Lapsed during the year	於二零零四年 十二月三十一日 尚未行使 Outstanding at 31st December, 2004	
Date of Grant of share options	Exercisable period	Exercise price per share 港幣元 HK\$					
<b>董事姓名</b> Name of Director							
黃清海	二零零三年七月二十八日	二零零四年一月二十八日至 二零一三年七月二十七日	0.70	4,000,000	-	-	4,000,000
Ng Qing Hai	28th July, 2003	28th January, 2004 to 27th July, 2013					
高成明	二零零三年七月二十八日	二零零四年一月二十八日至 二零一三年七月二十七日	0.70	1,500,000	-	-	1,500,000
Ko Sing Ming	28th July, 2003	28th January, 2004 to 27th July, 2013					
李志剛	二零零三年七月二十八日	二零零四年一月二十八日至 二零一三年七月二十七日	0.70	600,000	-	-	600,000
Li Chi Kong	28th July, 2003	28th January, 2004 to 27th July, 2013					
許業榮*	二零零三年七月二十八日	二零零四年一月二十八日至 二零一三年七月二十七日	0.70	2,000,000	-	2,000,000	-
Hui Yip Wing, David*	28th July, 2003	28th January, 2004 to 27th July, 2013					
<b>僱員</b>	二零零三年七月二十八日	二零零四年一月二十八日至 二零一三年七月二十七日	0.70	15,600,000	-	-	15,600,000
<b>Employees</b>	28th July, 2003	28th January, 2004 to 27th July, 2013					
合計 Total				23,700,000	-	2,000,000	21,700,000

\* 許業榮先生已辭任主席兼董事，於二零零四年五月二十日起生效。

\* Mr. Hui Yip Wing. David resigned as Chairman and Director effective 20th May, 2004.



### 購股權 (續)

上述所有購股權均受六個月歸屬期規限。

截至二零零四年十二月三十一日止年度，概無根據購股權計劃授出、行使或註銷任何購股權。

### 認購股份或債券之安排

除上文「購股權」一段所披露者外，本公司、其任何控股公司、其任何附屬公司或其任何同系附屬公司於年內任何時間並無參與任何安排，致使董事可藉認購本公司或任何其他法人團體之股份或債務證券(包括債券)而獲益，而各董事、主要行政人員或彼等之配偶或十八歲以下之子女於年內亦無擁有或行使任何該等權利。

### 董事於競爭業務之權益

除本集團業務外，董事並無在與本集團業務存在競爭或極可能直接或間接存在競爭之任何業務擁有權益。

### 董事所擁有之合約權益

於年終時或年內任何時間概無存在任何由本公司、其任何控股公司、其任何附屬公司或任何同系附屬公司參與訂立，而本公司董事直接或間接擁有重大權益之重大合約。

### SHARE OPTIONS (Continued)

All share options referred to above are subject to 6 months vesting period.

No share options were granted, exercised or cancelled under the share option scheme during the year ended 31st December, 2004.

### ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the paragraph headed "Share Options" above, at no time during the year was the Company, any of its holding companies, any of its subsidiaries or any of its fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate, and none of the Directors, chief executive or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

### DIRECTORS' INTEREST IN COMPETING BUSINESSES

None of the Directors is interested in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

### DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which the Company, any of its holding companies, any of its subsidiaries or any of its fellow 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.



## 主要股東及其他人士權益

於二零零四年十二月三十一日，根據證券及期貨條例第336條本公司須予保存之登記名冊所載，下列人士擁有本公司股份之權益或淡倉：

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

At 31st December, 2004, the following persons had interests or short positions in the shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:-

姓名／名稱	Name	股份數目 Number of shares	附註 Notes	持有百分比 Percentage of holding
天安中國酒店房地產投資有限公司 (「天安中國酒店」)	Tian An China Hotel and Property Investments Company Limited ("TACHP")	500,000,000	1, 8	68.54%
Oasis Star Limited (「OSL」)	Oasis Star Limited ("OSL")	43,485,640	2	5.96%
天安工業投資有限公司 (「天安工業」)	Tian An Industrial Investments Company Limited ("TAIICL")	43,485,640	2	5.96%
天安中國投資有限公司 (「天安」)	Tian An China Investments Company Limited ("Tian An")	543,485,640	3	74.51%
新鴻基有限公司 (「新鴻基」)	Sun Hung Kai & Co. Limited ("SHK")	543,485,640	4	74.51%
聯合地產 (香港) 有限公司 (「聯合地產」)	Allied Properties (H.K.) Limited ("APL")	543,485,640	5	74.51%
聯合集團有限公司 (「聯合集團」)	Allied Group Limited ("AGL")	543,485,640	6	74.51%
Lee and Lee Trust (「LL Trust」)	Lee and Lee Trust ("LL Trust")	543,485,640	7	74.51%
Best Advantage Limited (「BAL」)	Best Advantage Limited ("BAL")	144,000,000	8	19.74%
吳小俊	Ng Siu Chun	144,000,000	8	19.74%
Honest Opportunity Limited (「HOL」)	Honest Opportunity Limited ("HOL")	72,858,680	9	9.99%
Classic Fortune Limited (「CFL」)	Classic Fortune Limited ("CFL")	72,858,680	10	9.99%
中國網絡資本有限公司 (「中國網絡」)	COL Capital Limited ("COL")	72,858,680	11	9.99%

附註：

Notes:

- 該數字指天安之全資附屬公司天安中國酒店所實益擁有之356,000,000股股份以及由吳小俊先生(「吳先生」)向BAL抵押而被認為擁有之144,000,000股股份權益之總和。
  - 由OSL持有之股份乃以實益擁有人之身份持有。OSL為天安工業之全資附屬公司，而天安工業則是天安之全資附屬公司。天安工業因此被視為於OSL持有的同一批43,485,640股股份中擁有權益。
  - 該數字指OSL所持有之43,485,640股股份，天安中國酒店所持有之356,000,000股股份，及由吳先生向BAL抵押而被認為擁有之144,000,000股股份之總和。
  - 新鴻基直接及間接擁有天安已發行股本約48.60%權益，因此被視為於天安持有之同一批543,485,640股股份中擁有權益。
- The figure referred to the aggregate holding of 356,000,000 shares beneficially held by TACHP, a wholly-owned subsidiary of Tian An, and also included the deemed interest in the 144,000,000 shares charged by Mr. Ng Siu Chun ("Mr. Ng") to BAL.
  - The shares held by OSL were held in the capacity of beneficial owner. OSL was a wholly-owned subsidiary of TAIICL which in turn was a wholly-owned subsidiary of Tian An. TAIICL was therefore deemed to have an interest in the same 43,485,640 shares held by OSL.
  - The figure referred to the aggregate holding of 43,485,640 shares held by OSL, 356,000,000 shares held by TACHP and also included the deemed interest in the 144,000,000 shares charged by Mr. Ng to BAL.
  - SHK owned approximately 48.60% interest directly and indirectly in the issued share capital of Tian An and was therefore deemed to have an interest in the same 543,485,640 shares held by Tian An.



主要股東及其他人士權益 (續)

5. 聯合地產透過AP Jade Limited及AP Emerald Limited (聯合地產直接及間接全資擁有之附屬公司) 擁有新鴻基已發行股本約74.99%權益，因此被視為於新鴻基所持有之同一批股份中擁有權益。
6. 聯合集團擁有聯合地產已發行股本約74.79%權益，因此被視為於聯合地產持有之同一批股份中擁有權益。
7. 全權信託LL Trust之信託人 (即李成輝先生、李淑慧女士及李成煌先生) 合共擁有聯合集團已發行股本約39.09%，因此被視為於聯合集團持有之同一批股份中擁有權益。
8. 於二零零一年十二月二十日，吳先生與天安中國酒店之全資附屬公司BAL 訂立股份抵押協議，吳先生同意將7,200,000,000股 (自二零零二年十二月二十日起因股份50合1而調整為144,000,000股) 本公司股份抵押予BAL，作為吳先生適當遵守及履行由 (其中包括) 吳先生與BAL所訂立買賣協議及補充協議之保證。
9. 由HOL持有之股份乃以實益擁有人之身份持有。
10. CFL擁有HOL已發行股本之全部權益，因此被視為於HOL持有之同一批股份中擁有權益。
11. 中國網絡擁有CFL已發行股本之全部權益，因此被視為於CFL持有之同一批股份中擁有權益。

上文所列之全部權益皆屬好倉。於二零零四年十二月三十一日，本公司根據證券及期貨條例第336條所存置之登記冊內並無淡倉紀錄。

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS (Continued)

5. Through AP Jade Limited and AP Emerald Limited, direct and indirect wholly-owned subsidiaries of APL respectively, APL owned approximately 74.99% interest in the issued share capital of SHK and was therefore deemed to have the same interest held by SHK.
6. AGL owned approximately 74.79% interest in the issued share capital of APL and was deemed to have the same interest held by APL.
7. Mr. Lee Seng Hui, Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of LL Trust, being a discretionary trust. They together owned approximately 39.09% interest in the issued share capital of AGL and were therefore deemed to have the same interest held by AGL.
8. On 20th December, 2001, Mr. Ng entered into a share charge with BAL, a wholly-owned subsidiary of TACHP whereby Mr. Ng charged his 7,200,000,000 shares (adjusted to 144,000,000 shares for the share consolidation of 50 to 1 with effect from 20th December, 2002) in the Company to BAL to secure the due observance and performance by Mr. Ng of his obligations under a sale and purchase agreement and a supplemental agreement entered among, inter alia, Mr. Ng and BAL.
9. The shares held by HOL were held in the capacity of beneficial owner.
10. CFL owned 100% interest in the issued share capital of HOL and was therefore deemed to have the same interest held by HOL.
11. COL owned 100% interest in the issued share capital of CFL and was therefore deemed to have the same interest held by CFL.

All the interests disclosed above represent long positions. At 31st December, 2004, no short positions were recorded in the register kept by the Company under section 336 of the SFO.





## 優先購買權

本公司章程細則或百慕達法例並無有關本公司須按比例向現有股東發售新股之優先購買權規定。

## 主要客戶及供應商

本集團五大客戶佔銷售總額約48%，而最大客戶則佔本集團年內總營業額約18%。

本集團五大供應商佔採購總額約40%，而最大供應商則佔本集團年內總採購額約10%。

各董事、其聯繫人士及就董事所知擁有本公司股本5%以上之股東概無擁有本集團五大客戶及五大供應商之任何權益。

## 持續關連交易

截至二零零四年十二月三十一日止年度，本公司進行以下持續關連交易，有關詳情載列如下：

1. 根據上海聯合水泥有限公司（「上海水泥」）（修訂其合營合同及合營細則後於二零零二年三月十四日成為本公司之附屬公司）及上海水泥之主要股東上海水泥廠（「上海水泥廠」）於一九九五年十二月十六日訂立之租約協議，上海水泥廠將若干器材及設施租予上海水泥使用。截至二零零四年十二月三十一日止年度之交易總額達港幣5,230,000元。本公司獲聯交所豁免，毋須就有關交易嚴格遵守上市規則之規定。

## PRE-EMPTIVE RIGHTS

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

## MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's five largest customers accounted for approximately 48% and the largest customer accounted for approximately 18% of the Group's total turnover for the year.

The aggregate purchases attributable to the Group's five largest suppliers accounted for approximately 40% and the largest supplier accounted for approximately 10% of the Group's total purchases for the year.

None of the Directors, their associates, or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) has any interest in the Group's five largest customers and five largest suppliers.

## CONTINUING CONNECTED TRANSACTIONS

During the year ended 31st December, 2004, the Company had the following continuing connected transactions, details of which are set out below:-

1. Pursuant to the leasing agreement dated 16th December, 1995 entered into between Shanghai Allied Cement Co., Ltd. ("Shanghai SAC"), which became a subsidiary of the Company on 14th March, 2002 subsequent to the amendment of its joint venture contract and joint venture articles, and Shanghai Cement Factory ("SCF"), a substantial shareholder of Shanghai SAC, certain equipments and facilities were leased from SCF for the use of Shanghai SAC. The aggregate amount of this transaction for the year ended 31st December, 2004 amounted to HK\$5,230,000. The Company has been granted a waiver by the Stock Exchange from the strict compliance of the requirements of the Listing Rules in respect of this transaction.





### 持續關連交易 (續)

獨立非執行董事已審閱於二零零四年之有關交易及確認有關交易乃：

- (i) 由本集團於日常及一般業務中進行；
- (ii) 按一般商業條款，並就本公司股東而言乃公平合理之條款進行；
- (iii) 根據規範有關交易之協議條款進行；及
- (iv) 低於聯交所同意之有關最高金額。

2. 根據本公司與天安於二零零二年七月八日訂立之協議（「總協議」），本公司與天安同意作出對應安排，促使彼等各自於中華人民共和國（「中國」）之附屬公司就其他中國附屬公司之借款提供擔保（「聯合水泥擔保」及「天安擔保」）。本公司之附屬公司每年就天安之附屬公司以聯合水泥擔保獲得之借款本金總額之1%作為擔保費，而天安之附屬公司亦就所提供之天安擔保收取相同比率之擔保費。本公司獲聯交所豁免，毋須就聯合水泥擔保嚴格遵守上市規則之規定。

獨立非執行董事已審閱於二零零四年之聯合水泥擔保及確認聯合水泥擔保乃：

- (i) 按一般商業條款，並就本公司股東而言乃公平合理之條款進行；

### CONTINUING CONNECTED TRANSACTIONS (Continued)

The independent non-executive Directors have reviewed this transaction for 2004 and confirmed that this transaction was:

- (i) entered into in the ordinary and usual course of business of the Group;
- (ii) conducted on normal commercial terms and fair and reasonable so far as the shareholders of the Company were concerned;
- (iii) entered into in accordance with the terms of the agreement governing such transaction; and
- (iv) was within the relevant maximum amount as agreed by the Stock Exchange.

2. Pursuant to the agreement dated 8th July, 2002 (the "Master Agreement") entered into between the Company and Tian An, the Company and Tian An agreed to have a reciprocal arrangement to procure their respective subsidiaries in the People's Republic of China (the "PRC") to provide guarantee(s) to secure the borrowings of other subsidiaries in the PRC (the "SAC Guarantees" and "Tian An Guarantees"). A guarantee fee of 1% per annum was charged by the Company's subsidiaries on the aggregate principal amount of borrowings by Tian An's subsidiaries secured by SAC Guarantees. The same rate of guarantee fee was also charged by Tian An's subsidiaries for Tian An's Guarantees provided vice versa. The Company has been granted a waiver by the Stock Exchange from the strict compliance of the requirements of the Listing Rules in respect of the SAC Guarantees.

The independent non-executive Directors have reviewed the SAC Guarantees for 2004 and confirmed that the SAC Guarantees were:

- (i) on normal commercial terms and fair and reasonable so far as the shareholders of the Company were concerned;



## 持續關連交易 (續)

- (ii) 根據總協議之條款進行；及
- (iii) 天安之附屬公司於年內任何時間因聯合水泥擔保而獲得之借款本金總額低於聯交所同意之有關最高金額人民幣100,000,000元。

總協議已於二零零四年十二月三十一日到期。於二零零四年十二月三十一日，本公司宣佈與天安訂立補充協議（「補充協議」）。根據補充協議，總協議之條款將延長至二零零七年十二月三十一日。補充協議及聯合水泥擔保構成本公司之非豁免持續關連交易。

批准（其中包括）補充協議、提供聯合水泥擔保以及有關上限金額之普通決議案已於二零零五年二月七日由本公司股東批准。

3. 於年內，本集團向天安多間附屬公司供應各種建材產品，包括石材及瓷磚。截至二零零四年十二月三十一日止年度之交易總額達港幣6,753,000元。本公司獲聯交所豁免，毋須就有關交易嚴格遵守上市規則之規定。

獨立非執行董事已審閱於二零零四年之有關交易及確認有關交易乃：

- (i) 由本集團於日常及一般業務中進行；
- (ii) 按一般商業條款，或就本公司股東而言乃公平合理之條款進行；

## CONTINUING CONNECTED TRANSACTIONS (Continued)

- (ii) provided in accordance with the terms of the Master Agreement; and
- (iii) the aggregate principal amount of borrowings of Tian An's subsidiaries covered by the SAC Guarantees at any time during the year was within the relevant maximum amount of RMB100 million as agreed by the Stock Exchange.

The Master Agreement expired on 31st December, 2004. On 31st December, 2004, the Company announced that it entered into a supplemental agreement (the "Supplemental Agreement") with Tian An. Pursuant to the Supplemental Agreement, the term of the Master Agreement would be extended to 31st December, 2007. The Supplemental Agreement and the SAC Guarantees constituted non-exempt continuing connected transactions of the Company.

The ordinary resolution to approve, inter alia, the Supplemental Agreement, the provision of SAC Guarantees and the relevant cap amount was approved by the shareholders of the Company on 7th February, 2005.

3. During the year, the Group had supplied a range of building material products including stones and ceramic tiles to a number of subsidiaries of Tian An. The aggregate amount of this transaction for the year ended 31st December, 2004 amounted to HK\$6,753,000. The Company has been granted a waiver by the Stock Exchange from the strict compliance of the requirements of the Listing Rules in respect of this transaction.

The independent non-executive directors have reviewed this transaction for 2004 and confirmed that this transaction was:

- (i) entered into in the ordinary and usual course of business of the Group;
- (ii) conducted either on normal commercial terms or on terms that are fair and reasonable so far as the shareholders of the Company were concerned;



### 持續關連交易 (續)

- (iii) 根據規範有關交易之協議條款進行；及
- (iv) 低於聯交所同意之有關最高金額。

### 公司監管

本公司於整個年度內已遵守上市規則附錄14所載之最佳應用守則之規定。

本公司已接獲由各獨立非執行董事根據上市規則第3.13條就其獨立性作出之年度確認。本公司認為，全部獨立非執行董事均為獨立。

本公司已採納有關由董事進行證券交易之操守守則，其有關條款並不寬鬆於上市規則附錄10之上市公司董事進行證券交易之標準守則（「標準守則」）所載標準所規定之守則。經本公司作出明確查詢後，所有董事確認，彼等由採納標準守則至二零零四年十二月三十一日止期間內已遵守標準守則所載之標準。

### 審核委員會

本公司之審核委員會成員包括四位非執行董事，其中三位為獨立非執行董事，而主席則具備合適之財務專業資格及經驗。

### 公眾持股量

於本報告刊發日期，根據本公司從公開獲得之資料及據董事所知，本公司已根據上市規則維持足夠之公眾持股量。

### CONTINUING CONNECTED TRANSACTIONS (Continued)

- (iii) entered into in accordance with the terms of the agreements governing such transaction; and
- (iv) was within the relevant maximum amount as agreed by the Stock Exchange.

### CORPORATE GOVERNANCE

The Company has complied throughout the year with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 – Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”), of the Listing Rules. Having made specific enquiry by the Company, all Directors confirmed that they have complied with the required standard set out in the Model Code during the period ended 31st December, 2004 from adoption of the Model Code.

### AUDIT COMMITTEE

The audit committee of Company consists of four non-executive directors, three of whom are independent, with the Chairman having appropriate professional qualifications and experience in financial matters.

### PUBLIC FLOAT

As at the date of this Report, the Company has maintained a sufficient public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of its Directors.



## 核數師

本公司將於應屆股東週年大會提呈決議案，  
續聘德勤•關黃陳方會計師行為核數師。

代表董事會

行政總裁  
黃清海

香港，二零零五年三月二十三日

## AUDITORS

A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint the auditors, Messrs. Deloitte Touche Tohmatsu.

On behalf of the Board

**Ng Qing Hai**  
Chief Executive Officer

Hong Kong, 23rd March, 2005

