



## 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

於二零零五年六月三十日，本集團（不包括其聯營公司及共同控制實體）共僱用4,122名（二零零四年十二月三十一日：3,596名）職員，其中大部份駐中國大陸。截至二零零五年六月三十日止六個月員工成本（包括董事酬金）為66,900,000港元（二零零四年：57,300,000港元）。

### 標準守則

本公司於回顧期間內，採納了上市規則附錄十所載標準守則作為有關董事進行證券交易之操守守則。於本公司作出查詢後，所有董事已確認，彼等於截至二零零五年六月三十日止六個月均已遵守標準守則所規定之標準。

### 企業管治

於截至二零零五年六月三十日止六個月整段期間內，本公司一直遵守上市規則附錄14所載之企業管治常規守則（「守則」）內適用於本公司之回顧期間之守則條文，惟守則條文第A.4.1條就有關非執行董事之委任須有特定任期及須輪值退任之規定除外。除施盛勳先生之任期為三年外，本公司之非執行董事並無特定任期，此舉偏離守則條文A.4.1條。然而，由於所有非執行董事均須根據本公司之公司細則於本公司之股東週年大會上輪席告退，故董事認為，此安排符合守則之目標。

## 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 was entered into or existed during the period.

### Employees

As at 30 June 2005, the Group, excluding its associate and jointly controlled entity, employed a total of 4,122 (as at 31 December 2004: 3,596) staff, the great majority of which were employed in mainland China. Employees' costs (including Directors' emoluments) amounted to HK\$66.9 million (2004: HK\$57.3 million) for the six months ended 30 June 2005.

### Model Code

The Company adopted the Model Code as set out in Appendix 10 of the Listing Rules as the code of conduct regarding Directors' securities transactions during the period under review. Upon enquiry by the Company, all Directors have confirmed that they have complied with the required standards set out in the Model Code during the six months ended 30 June 2005.

### Corporate Governance

Throughout the six months ended 30 June 2005, the Company has complied with the code provisions set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 of the Listing Rules which became applicable to the Company in respect of the period under review, except for Code provision A.4.1 with respect to the appointment of Non-executive Directors for a specific term subject to re-election. The Non-executive Directors of the Company except for Mr. Steven Shafran who is appointed for a term of 3 years, are not appointed for specific terms. This constitutes a deviation from Code provision A.4.1. However, as all the Non-executive Directors are subject to retirement by rotation at the 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.



## 2005 中期業績報告

**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二零零五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二零零五年六月三十日止六個月之未經審核簡明綜合賬目。

**薪酬委員會**

本公司已根據守則之規定成立由三位獨立非執行董事組成之薪酬委員會。

**足夠公眾持股量**

根據本公司能夠取得之資料及董事之知情範圍以內，董事確認，本公司於回顧期間內之公眾持股量維持在上市規則所規定之水平。

承董事會命

朱孟依  
主席

香港，二零零五年九月十三日

**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 ended 30 June 2005.

**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 30 June 2005 with the Directors.

**Remuneration Committee**

The Company has established a remuneration committee comprising the three independent Non-executive Directors in accordance with the requirements of the Code.

**Sufficiency of Public Float**

Based on the information that is publicly available to the Company and within the knowledge of its Directors, the Directors confirm that the Company has maintained during the period under review the amount of public float as required under the Listing Rules.

On behalf of the Board of Directors

**CHU MANG YEE**  
Chairman

Hong Kong, 13 September 2005