

## OTHER INFORMATION

### DIRECTORS' INTERESTS

As at 30 June 2005, the interests or short positions of the Directors and their respective associates of the Company in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") or as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified by the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors (the "Model Code") of Listed companies, were as follows:

Long positions in the ordinary shares of HK\$0.01 each of the Company

Name of Director 董事姓名	Number of ordinary shares held 持有之普通股數目		Total 總額	Percentage of Company's issued share capital 所持普通股數目 佔公司股本百分比
	Personal Interest 個人權益	Corporate Interest 公司權益		
Lam Kwok Hing 藍國慶	3,474,667	250,516,000 (Note) (附註)	253,991,167	59.56

Note:

These 250,516,000 shares composed of 48,520,666 and 201,995,834 shares of the Company that were held by Medusa Group Limited and Karfun Investments Limited respectively. Medusa Group Limited is a company wholly owned by Mr. Lam Kwok Hing. Karfun Investments Limited is a wholly owned subsidiary of Karl Thomson Holdings Limited which Mr. Lam Kwok Hing is a substantial shareholder.

## 其他資料

### 董事之權益

於二零零五年六月三十日，根據證券及期貨條例第352條，本公司須存置之登記冊所記錄或根據上市公司董事進行證券交易之標準守則（「標準守則」），須知會本公司及香港聯合交易所有限公司（「聯交所」），董事及彼等之聯繫人士於本公司及其聯營法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券之權益或淡倉如下：

於本公司每股面值0.01港元之普通股之好倉

附註：

此250,516,000股份，當中包括分別由Medusa Group Limited持有48,520,666股份及佳帆投資有限公司持有201,995,834股份。Medusa Group Limited是由藍國慶先生全資擁有。佳帆投資有限公司是高信集團控股有限公司之全資附屬公司，而藍國慶先生為高信集團控股有限公司的主要股東。

Save as disclosed above, as at 30 June 2005, except for nominee shares in certain subsidiaries held in trust of the Company by certain directors, none of the directors, or their associates had any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) or as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified by the Company and the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors (the “Model Code”) of Listed companies.

## SHARE OPTION SCHEME

At the annual general meeting of the Company held on 13 June 2005, the shareholders of the Company approved the adoption of a new share option scheme (the “New Scheme”) and the termination of the old share option scheme (the “Old Scheme”). The Old Scheme was adopted by the Company on 1 January 2001 and remained in force for a period of ten years from the date of its adoption. Pursuant to the Old Scheme, the Company granted options on 30 August 2001 but all options have been lapsed before the termination of the Old Scheme and no option was outstanding under the Old Scheme.

The New Option Scheme is in line with the prevailing requirements of Chapter 17 of the Listing Rules in relation to share option schemes. No share option has been granted by the Company under the New Scheme since adoption.

於二零零五年六月三十日，除上文所披露及部份董事以本公司代理人身份持有本公司某些附屬公司股份之外，概無董事或彼等之聯繫人士於本公司或其聯營法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部），根據證券及期貨條例第352條，本公司須存置之登記冊所記錄或根據上市公司董事進行證券交易之標準守則（「標準守則」），須知會本公司及香港聯合交易所有限公司（「聯交所」），持有任何股份、相關股份或債券之權益或淡倉。

## 購股權計劃

於二零零五年六月十三日之週年股東大會，本公司之股東批准通過採納一新購股權計劃（「新計劃」），並終止舊有之購股權計劃（「舊計劃」）。舊計劃是於二零零一年一月一日獲採納，並自採納日起計十年期間持續有效。根據舊計劃，本公司於二零零一年八月三十日授出購股權，但該批購股權已於舊計劃被終止前全部失效，而在舊計劃下，並沒任何未行使之購股權。

新計劃符合上市規則第十七章有關認股權計劃之規定。自新計劃被採納後，本公司並無授出任何購股權。

## SUBSTANTIAL SHAREHOLDERS

As at 30 June 2005, the following persons (other than the Directors of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

Long positions in the ordinary shares of HK\$0.01 each of the Company

Name of shareholder 股東姓名	Capacity 身份	Number of ordinary shares held 持有普通股數目	Percentage of Company's issued share capital 佔本公司已發行股本 之百分比
Karfun Investment Limited 佳帆投資有限公司	Interest of controlled corporation 受控制之公司權益	201,995,834	47.37
Medusa Group Limited	Interest of controlled corporation 受控制之公司權益	48,520,666	11.38

Please refer to the note under the section heading "Director's Interests" above

Save as disclosed above, as at 30 June 2005, no person (other than the Directors of the Company whose interests are set out under the heading "Directors' Interests" above) had an interest or a short position in the shares and underlying shares of the Company that was required to be recorded under Section 336 of SFO.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2005.

## 主要股東

於二零零五年六月三十日，以下人士（本公司董事除外）於本公司股份或相關股份中擁有權益或淡倉而記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊中：

於本公司每股面值0.01港元之普通股之好倉

請參考「董事之權益」一節下之附註。

除上文所披露者外，於二零零五年六月三十日，概無其他人士（於「董事股份權益」一節所載之本公司董事除外）於本公司股份或相關股份中擁有權益或淡倉而記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊中。

## 購買、出售及贖回本公司之上市證券

本公司及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、出售或贖回本公司任何上市證券。

## MODEL CODE FOR SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies (the “Code”) set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all Directors of the Company have confirmed that they have complied with the required standard set out in the Code throughout the six months ended 30 June 2005.

## AUDIT COMMITTEE

The Audit Committee comprises three Independent Non-executive Directors, Mr. Cheung Kin Wai, Mr. Kwan Wang Wai Alan and Mr. Ng Chi Kin David. The Audit Committee has reviewed with the management of the Company the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters including the review of the unaudited interim financial statements for the six months ended 30 June 2005.

## CORPORATE GOVERNANCE

The Company has complied with the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 June 2005, with deviations from code provisions A.2.1, A.4.1 and A.4.2 of the Code in respect of the separate roles of chairman and chief executive officer, service term and rotation of directors.

Under the code provision A.2.1, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Under the code provision A.4.1 and A.4.2 of the Code, (a) non-executive directors should be appointed for a specific term and subject to re-election; and (b) all directors

## 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。在本公司作出查詢後，所有本公司董事均已確認，彼等於截至二零零五年六月三十日止六個月期間一直遵守標準守則所列明之要求標準。

## 審核委員會

審核委員會的成員包括本公司的三位獨立非執行董事張健偉先生、關宏偉先生和伍志堅先生。審核委員會已與管理層檢討本集團所採用之會計政策及慣例，並商討有關審核、內部監控和財務申報事宜，當中包括檢討截至二零零五年六月三十日止六個月之未經審核財務報表。

## 企業管治

本公司截至二零零五年六月三十日止六個月內一直遵守上市規則附錄十四所載之企業管治守則（「守則」），惟只有守則條文A.2.1、A.4.1及A.4.2規定關於主席及行政總裁所擔當之角色須明確劃分、董事服務任期及重新選舉有所偏差。

根據守則條文第A.2.1，主席及行政總裁之角色應分立，並應由不同人士擔任。根據守則條文A.4.1及A.4.2，(a)非執行董事的委任應有指定任期，並需接受新選舉；及(b)所有因填補臨時空缺而獲委任之董事應於獲委任後之首次股東大會上接

appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment, and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

#### **Code Provision A.2.1**

The Company does not have a separate Chairman and Chief Executive Officer and Mr. Lam Kwok Hing currently holds both positions. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person provides the Group with strong and consistent leadership and allows for more effective planning and execution of long-term business strategies. In addition, through the supervision of the Board which comprised of three independent non-executive directors, representing more than half of the Board, the interests of the shareholders are adequately and fairly represented.

#### **Code Provision A.4.1**

None of the existing non-executive directors of the Company is appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the Code. In accordance with the provisions of the Bye-laws of the Company, any Director appointed by the Board during the year shall retire and submit themselves for re-election at the first general meeting immediately following his/her appointment. Further, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. The directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment. At such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are similar to those in the Code.

受股東選舉，每名董事(包括指定任期獲委任之董事)應輪值告退，至少每三年一次。

#### **守則條文 A.2.1**

本公司之主席及董事總經理並非由不同人士擔任，現時由藍國慶先生出任此兩個職位。董事會相信由同一人擔任主席兼董事總經理之職，能令本集團之領導更具強勢及貫徹，在策劃及落實長期商業策略方面更有效率。此外，通過董事會之監督，而董事會當中已包括佔超過董事會一半議席的三位獨立非執行董事，股東利益應有充份之保障及受到公平的重視。

#### **A.4.1 守則條文**

本公司現任非執行董事並無指定任期，構成與守則條文A.4.1有所偏差。根據本公司細則之條文，董事會年內獲委任之任何董事須於緊隨其獲委任後首次股東週年大會上輪值告退及膺選連任。此外，於每屆股東週年大會上，當時三分之一董事(或倘人數並非三或三之倍數時，則為最接近者，但不得多於三分之一的人數)應輪值告退。輪值告退之董事須為自上次獲委任以來任期最長之董事。因此，本公司認為已採取足夠措施，確認本公司之企業管治與守則內所載者相若。

#### **Code Provision A.4.2**

According to Bye-laws of the Company, the Chairman or Managing Director are not subject to retirement by rotation or taken into account on determining the number of Directors to retire. This constitutes a deviation from code provision A.4.2 of the Code. As continuation is a key factor to the successful implementation of any long term business plans, the Board believes, together with the reasons for deviation from code provision A.2.1, that the present arrangement is most beneficial to the Company and the Shareholders as a whole.

#### **BOARD OF DIRECTORS**

As at the date of this report, the executive directors of the Company are Messrs. Lam Kwok Hing and Nam Kwok Lun, and the Independent Non-executive Directors are Messrs. Cheung Kin Wai, Kwan Wang Wai, Alan and Ng Chi Kin, David.

#### **A.4.2守則條文**

根據本公司之公司細則，本公司之主席或董事總經理均無須輪值告退，於釐定董事退任人數時亦無須計算在內，構成與守則條文A.4.2有所偏差。由於持續性是成功執行任何長遠業務計劃的主要因素，董事會相信，連同於上述解釋與守則條文A.2.1有所偏差的原因，現有的安排對於本公司以致股東的整體利益最為有利。

#### **董事會**

於本報告日期，本公司之執行董事為藍國慶先生及藍國倫先生，而本公司之獨立非執行董事為張健偉先生、關宏偉先生及伍志堅先生。