

獲建議重選之退任董事資料

INFORMATION OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

根據本公司細則，本公司董事馬灼安先生及李鵬飛博士將於二零零六年股東週年大會上退任，並均願膺選連任。以下乃該等董事之個人資料簡介供股東參考：

馬灼安先生（執行董事），現年五十六歲，於一九九六年加入本集團，並於一九九九年六月十四日獲本公司委任現職銜。馬先生亦為本集團中國大陸業務之執行主席、海外業務拓展執行董事及若干附屬公司之董事。彼畢業於加拿大阿伯特大學，取得商業管理學士學位。彼亦為加拿大特許會計師公會會員。於加入本集團前，馬先生擁有豐富工商投資及商業管理經驗，及曾於加拿大政府之會計及核數部門出任高職達十五年。

馬先生於過往三年並無於其他上市公司擔任任何董事職務。彼與本公司之任何董事、高級管理人員或主要股東概無任何關連。馬先生並無根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第13.51(2)(h)條至第13.51(2)(v)條須予披露的資料，亦無涉及根據該等條文須予披露的事宜，且並無任何本公司股東需要知悉的其他事項。按證券及期貨條例第XV部之涵義，於二零零六年三月二十一日，彼除持有本公司一百六十一萬九千零八十六股股份和擁有購股權可認購本公司五百萬股股份（合計約佔本公司現時已發行股本百分之零點四四）外，並無持有本公司任何其他股份之權益。

In accordance with the Bye-Laws of the Company, Mr. Mah Chuck On, Bernard and Dr. Lee Peng Fei, Allen, Directors of the Company, will retire from office at the 2006 annual general meeting and will offer themselves for re-election. The following are the brief biographical particulars of each of these Directors for the shareholders' information:

Mr. MAH Chuck On, Bernard (*Executive Director*), aged 56, joined the Group in 1996 and was appointed to the current position of the Company on June 14, 1999. Mr. Mah is also the Executive Chairman of the Group's operations in Mainland China, Group Executive Director – Global Business Development and director of certain subsidiaries of the Group. He graduated from the University of Alberta in Canada with a bachelor degree in Business Administration and is a member of the Canadian Institute of Chartered Accountants. Prior to joining the Group, Mr. Mah had gained extensive experience in industrial and commercial investment sectors and had held senior government positions in accounting and auditing in Canada for 15 years.

Mr. Mah did not hold any directorships in other listed company in the last three years. He does not have any relationship with any directors, senior management or substantial shareholders of the Company. There is no information which is discloseable nor is/was Mr. Mah involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange"), and there is no other matter which needs to be brought to the attention of the shareholders of the Company. As at March 21, 2006, apart from holding 1,619,086 shares and an interest in the options to subscribe for 5,000,000 shares of the Company (in aggregate representing about 0.44% of the existing issued share capital of the Company), Mr. Mah does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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本公司與馬先生之間並無任何服務合約，惟彼與一附屬公司訂立了僱用合約，雙方均可給予對方不少於三個月的書面通知終止該合約。彼亦須按本公司之細則輪值告退及膺選連任。彼每年的薪酬和固定花紅合共約為港幣二百六十三萬二千元。彼亦可獲發酌情酬金、享有僱員福利、本集團繳納之公積金供款及提供的住所。

李鵬飛博士，JP (獨立非執行董事)，現年六十五歲，於一九九九年九月十日加入本公司；彼亦為本公司審核委員會及補償委員會成員。彼持有香港理工大學工程博士榮譽學位及香港中文大學法學博士榮譽學位。李博士現為下述於聯交所上市的公司之獨立非執行董事：進智公共交通控股有限公司、ITE (Holdings) Limited、彩星集團有限公司、三和集團有限公司、卓越金融有限公司及宏安集團有限公司。彼亦分別於二零零二年三月至二零零五年三月及二零零二年三月至二零零六年二月期間為慧峯集團有限公司的非執行董事及國中控股有限公司的獨立非執行董事，該兩間公司均於香港上市。

李博士為中華人民共和國第九及第十屆全國人民代表大會香港特別行政區代表。彼積極參與公共事務。

There is no service contract entered into between the Company and Mr. Mah; however, he has an agreement with a subsidiary, which is terminable by either party by giving to the other not less than three months' notice in writing. He is subject to retirement by rotation and re-election in accordance with the Bye-Laws of the Company. His annual salary together with a guaranteed bonus amounts to approximately HK\$2,632,000. He is eligible to receive a discretionary bonus and also entitled to other benefits in kind, participation in a provident fund scheme and quarters provided by the Group.

Dr. LEE Peng Fei, Allen, JP, (*Independent Non-executive Director*), aged 65, joined the Company on September 10, 1999. He is also a member of the Audit Committee and the Compensation Committee of the Company. He holds an honorary degree of Doctor of Engineering from The Hong Kong Polytechnic University and an honorary degree of Doctor of Laws from The Chinese University of Hong Kong. Dr. Lee is currently an independent non-executive director of AMS Public Transport Holdings Limited, ITE (Holdings) Limited, Playmates Holdings Limited, Sam Woo Holdings Limited, VXL Capital Limited and Wang On Group Limited, the shares of all of which are listed on the Stock Exchange. He was also a non-executive director of Vertex Communications & Technology Group Limited and an independent non-executive director of Interchina Holdings Company Limited during the period from March 2002 to March 2005 and March 2002 to February 2006 respectively, both of which are listed companies in Hong Kong.

Dr. Lee is a deputy of Hong Kong SAR, the 9th and 10th National People's Congress, PRC. He has taken an active role in public service.

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李博士與本公司之任何董事、高級管理人員或主要股東概無任何關連，亦並無於本公司或本集團其他公司擔當任何職位。李博士並無根據上市規則第13.51(2)(h)條至第13.51(2)(v)條須予披露的資料，亦無涉及根據該等條文須予披露的事宜，且並無任何本公司股東需要知悉的其他事項。按證券及期貨條例第XV部之涵義，於二零零六年三月二十一日，彼亦無持有本公司任何股份之權益。

本公司與李博士之間並無任何服務合約。彼出任董事的任期為一年，並須按本公司之細則輪值告退及膺選連任。李博士每年之董事酬金為港幣二十七萬五千元正。

Dr. Lee does not have any relationship with any directors, senior management or substantial shareholders of the Company nor hold any other position with the Company and other members of the Group. There is no information which is discloseable nor is/was Dr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company. As at March 21, 2006, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Dr. Lee. He is appointed for a specific term of one year and subject to retirement by rotation and re-election pursuant to the Bye-Laws of the Company. He is also entitled to receive an annual director's fee of HK\$275,000.