

The directors submit herewith their annual report together with the audited accounts for the year ended 31 December 2000.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in note 13 on the accounts.

The analysis of the principal activities and geographical locations of the operations of the Company and its subsidiaries (the “Group”) during the financial year are set out in note 3 on the accounts.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group’s sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

The largest customer	最大客戶
Five largest customers in aggregate	五大客戶合計
The largest supplier	最大供應商
Five largest suppliers in aggregate	五大供應商合計

Two of the major suppliers, Sino State Industries Limited and China Everbright Trading Development Co Ltd, are wholly owned subsidiaries of China Everbright Holdings Company Limited (“CEH”, the ultimate holding company). Save as the above, at no time during the year have the directors, their associates or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company’s share capital) had any interests (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”)) in these major customers and suppliers.

董事會謹此提呈截至二零零零年十二月三十一日止年度之報告及經審核賬項。

主要業務

本公司之主要業務為投資控股。各附屬公司之主要業務及其他詳情載於賬項附註十三。

本公司及其附屬公司（「本集團」）於本財政年度內之主要業務及按地域劃分之分析載於賬項附註三。

主要客戶及供應商

本集團於本年度內來自主要客戶及供應商之銷售額及採購額之資料如下：

Percentage of the Group’s total 本集團總數百分比	
Sales 銷售	Purchases 採購

The largest customer	最大客戶	33%	
Five largest customers in aggregate	五大客戶合計	51%	
The largest supplier	最大供應商		56%
Five largest suppliers in aggregate	五大供應商合計		93%

其中兩大主要供應商中盛實業有限公司及中國光大貿易發展有限公司均為中國光大集團有限公司（「光大集團」，最終控股公司）之全資附屬公司。除上文所披露者外，本公司董事、其聯繫人士或本公司任何股東（據董事所知擁有本公司股本超過5%者）於本年度內任何時間概無於此等主要客戶及供應商擁有任何權益（定義見聯交所證券上市規則（「上市規則」））。

CONNECTED TRANSACTIONS

- (a) On 29 November 2000, the Group entered into an agreement with 廈門市高速公路建設開發有限公司, a connected party of the Company. Pursuant to the agreement, the Group disposed of its entire 80% equity interest in Xiamen Xiazhang Expressway Company Limited (“Xiazhang Expressway”) for a cash consideration of RMB268 million (approximately HK\$250.4 million). Xiazhang Expressway is principally engaged in the development, construction, investment, management and operation of the toll road linking between Xiamen and Zhangzhou in the PRC. The transaction was completed in December 2000.

This transaction constituted a connected transaction as defined by the Listing Rules and was announced by way of a press announcement by the Company on 29 November 2000. Details of the transaction have been included in the circular to shareholders dated 14 December 2000.

- (b) In accordance with the terms of a discloseable and connected transaction duly approved by the shareholders of the Company at an extraordinary general meeting on 29 June 1999, the Group acquired the entire issued share capital of, and the shareholder’s loan to, Sino Villa Holdings Limited (“Sino Villa”) at a consideration of HK\$142 million from CEH. Sino Villa holds certain commercial properties and carparks in the PRC. The transaction was completed in December 1999.

As CEH was unable to obtain a real estate ownership certificate in respect of the carparking spaces under the name of Sino Villa, the Company has exercised the option to transfer the interest of the carparking spaces to CEH at the agreed price of HK\$9.7 million in accordance with the agreement. The transaction constituted a connected transaction as defined by the Listing Rules and was announced by way of a press announcement by the Company on 15 March 2001.

關連交易

- (a) 於二零零零年十一月二十九日，本集團與本公司之關連人士廈門市高速公路建設開發有限公司訂立協議。根據協議，本集團出售全部80%廈門廈漳高速公路有限公司（「廈漳高速公路」）權益。代價為現金人民幣**268,000,000**元（約港幣**250,400,000**元）。廈漳高速公路之主要業務為開發、興建、投資、管理及經營貫通中國廈門與漳州之收費公路。交易已於二零零零年十二月完成。

根據上市規則之規定，是項交易構成一項關連交易及本公司已於二零零零年十一月二十九日透過報章公告予以公佈。交易詳情載於在二零零零年十二月十四日致予股東之通函內。

- (b) 根據本公司股東在一九九九年六月二十九日舉行之股東特別大會上正式通過之須予披露及關連交易之條款，本集團向光大集團收購**Sino Villa Holdings Limited**（「**Sino Villa**」）之全部已發行股本及股東貸款，代價為港幣**142,000,000**元。**Sino Villa**於中國持有若干商用物業及停車場。交易已於一九九九年十二月完成。

由於光大集團未能以**Sino Villa**之名義取得停車位之房地產擁有權證，本公司已按照協議之規定行使選擇權，按議定價格港幣**9,700,000**元轉讓停車位權益予光大集團。根據上市規則之規定，是項交易構成一項關連交易及本公司已於二零零一年三月十五日透過報章公告予以公佈。

ACCOUNTS

The loss of the Group for the year ended 31 December 2000 and the state of the Company's and the Group's affairs as at that date are set out in the accounts on pages 31 to 93.

The directors do not recommend the payment of any dividend in respect of the year ended 31 December 2000.

FIXED ASSETS

The movements in fixed assets during the year are set out in note 12 on the accounts.

SHARE CAPITAL

Details of share capital of the Company are set out in note 24 on the accounts.

RESERVES

The movements in reserves of the Group and of the Company during the year are set out in note 25 on the accounts.

賬項

本集團截至二零零零年十二月三十一日止年度之虧損，以及本公司與本集團於該日之財政狀況載於第31頁至第93頁之賬項內。

董事會不建議就截至二零零零年十二月三十一日止年度派發任何股息。

固定資產

於本年度內固定資產之變動詳情載於賬項附註十二。

股本

本公司之股本詳情載於賬項附註二十四。

儲備

本集團及本公司於本年度內之儲備變動詳情載於賬項附註二十五。

DIRECTORS

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

Executive directors

Wang Mingquan, *Chairman*
(appointed on 15 June 2000)
Zhu Yanlan, *Chief Executive Officer*
Fan Yan Hok, Philip, *General Manager*
Yi Zhenqiu
Zhang Weiguo
Yeung Chi Wai, Jason
Wang Zhongze
(appointed on 17 March 2000)
Xu Jian Jun
(resigned on 17 March 2000)
Liu Mingkang
(resigned on 15 June 2000)
Kong Dan
(resigned on 15 June 2000)
Wang Xiangfei
(resigned on 30 June 2000)
Chen Dagang
(resigned on 11 August 2000)

Independent non-executive directors

Sir David Akers-Jones
Lee Ka Sze, Carmelo
Li Kwok Sing, Aubrey

In accordance with articles 77, 78 and 79 of the Company's articles of association, Messrs Zhang Weiguo, Yeung Chi Wai, Jason and Sir David Akers-Jones retire from the board by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

董事

於本財政年度內及截至本報告日期止之董事如下：

執行董事

王明權 (主席)
(二零零零年六月十五日獲委任)
朱妍蘭 (行政總裁)
范仁鶴 (總經理)
易振球
張偉國
楊志威
王中澤
(二零零零年三月十七日委任)
徐建軍
(二零零零年三月十七日辭任)
劉明康
(二零零零年六月十五日辭任)
孔丹
(二零零零年六月十五日辭任)
王翔飛
(二零零零年六月三十日辭任)
陳大剛
(二零零零年八月十一日辭任)

獨立非執行董事

鍾逸傑爵士
李嘉士
李國星

依據本公司之公司章程細則第七十七、七十八及七十九條規定，張偉國先生、楊志威先生及鍾逸傑爵士須於即將舉行之股東週年大會上依章輪值告退，而彼等已表示願意膺選連任。

DIRECTORS (continued)

The independent non-executive directors are subject to retirement in accordance with the Company's Articles of Association as indicated above.

DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

At 31 December 2000, no directors nor chief executives of the Company had any beneficial interests in the issued share capital of the Company, its holding company, subsidiaries and other associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance) as recorded in the register required to be kept under section 29 of the Securities (Disclosure of Interests) Ordinance.

ARRANGEMENT TO PURCHASE SHARES

(a) The Company

Pursuant to an ordinary resolution passed on 30 September 1993, a share option scheme was adopted whereby the directors of the Company, at their discretion, are authorised to invite employees of any member of the Group, including directors of any member of the Group, to take up options to subscribe for shares not exceeding 10% of the issued share capital of the Company. The options are exercisable for a period up to ten years following the date of grant or 29 September 2003, whichever is earlier.

董事 (續)

獨立非執行董事乃如上文所述根據本公司之公司章程細則告退。

董事之服務合約

本公司或其任何附屬公司並無與在即將舉行之股東週年大會上提名連任之董事訂立不可於一年內免付賠償（一般法定賠償除外）予以終止之未屆滿董事服務合約。

董事及主要行政人員持有之股份權益

於二零零零年十二月三十一日，根據本公司遵照證券（公開權益）條例第29條規定須予存置之名冊所載，概無任何本公司董事或主要行政人員於本公司、其控股公司、附屬公司及其他聯繫公司（定義見證券（公開權益）條例）之已發行股本中持有任何實益權益。

購買股份之安排

(a) 本公司

根據一九九三年九月三十日通過之普通決議案，本公司採納一項優先認股權計劃，據此本公司董事會獲授權可酌情邀請本集團任何成員公司之僱員（包括本集團任何成員公司之董事）接納優先認股權，以認購不超過本公司已發行股本百分之十之股份。優先認股權可於授出後十年內或二零零三年九月二十九日期間內行使（以較早者為準）。

ARRANGEMENT TO PURCHASE SHARES (continued)

購買股份之安排 (續)

(a) The Company (continued)

(a) 本公司 (續)

At 31 December 2000, the following directors of the Company had personal interests in options to subscribe for shares of the Company (market value per share is HK\$0.295 at the balance sheet date) granted under this scheme. Each option gives the holder the right to subscribe for one share.

於二零零零年十二月三十一日，下列董事根據此計劃於可認購本公司股份（每股股份於結算日之市價為港幣0.295元）之優先認股權持有個人權益。每份優先認股權給予持有人認購1股股份之權利。

Name of Director 董事名稱	Date granted 授出日期	Number of share options granted 授出優先 認股權數目	Exercise price 行使價 (HK\$) 港幣元	Total number of shares issuable under the options as at 31 December 2000 於二零零零年 十二月三十一日 根據優先認股權可予 發行股份之總數
Yi Zhenqiu 易振球	6 September 1997 一九九七年九月六日	6,417,000	5.22	6,417,000
Fan Yan Hok, Philip 范仁鶴	1 November 1997 一九九七年十一月一日	2,000,000	2.23	2,000,000
Yeung Chi Wai, Jason 楊志威	6 September 1997 一九九七年九月六日	926,900	5.22	926,900
	2 February 1998 一九九八年二月二日	2,000,000	0.758	2,000,000

The consideration paid by each director for the options granted was HK\$1. There has not been any grant or exercise of the above options during the year. The options of 17,825,000 and 9,269,000 shares previously granted to Mr Kong Dan (a director resigned on 15 June 2000) and Mr Wang Xiangfei (a director resigned on 30 June 2000) respectively were cancelled during the year. The options of 5,704,000 shares previously granted to Mr Chen Dagang (a director resigned on 11 August 2000) were cancelled in February 2001.

各董事已支付港幣1元作為獲授優先認股權代價。於本年度內概無授出或行使任何優先認股權。於本年度內，以往分別授予董事孔丹先生（於二零零零年六月十五日辭任）及董事王翔飛先生（於二零零零年六月三十日辭任）之17,825,000股及9,269,000股優先認股權已經註銷。以往授予董事陳大剛先生（於二零零零年八月十一日辭任）之5,704,000股優先認股權已於二零零一年二月註銷。

ARRANGEMENT TO PURCHASE SHARES (continued)

(b) Associated corporations

At 31 December 2000, the following director of the Company had personal interests in options to subscribe for shares of China Everbright Limited, a fellow subsidiary of the Company. The shares of China Everbright Limited are listed on The Stock Exchange of Hong Kong Limited.

	As at 1 January 2000 於 二零零零年 一月一日	Exercised during the year 於 本年度內 行使	Granted during the year 於 本年度內 授出	Cancelled during the year 於 本年度內 註銷	As at 31 December 2000 於 二零零零年 十二月 三十一日
Yeung Chi Wai, Jason 楊志威	1,500,000	800,000	2,000,000	-	2,700,000

Details of the above options are disclosed in the accounts of China Everbright Limited for the year ended 31 December 2000.

Apart from the foregoing, at no time during the year was the Company or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors or chief executives of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

購買股份之安排 (續)

(b) 聯繫公司

於二零零零年十二月三十一日，下列本公司董事個人持有優先認股權權益可認購本公司同系附屬公司中國光大控股有限公司之股份。中國光大控股有限公司之股份於香港聯合交易所有限公司上市。

上述優先認股權之詳情在中國光大控股有限公司截至二零零零年十二月三十一日止年度之賬項內披露。

除上文所述者外，在本年度內任何時間，本公司或任何其控股公司、附屬公司或同系附屬公司並無參與可使本公司之董事或主要行政人員或任何彼等之配偶或未滿十八歲之子女藉購買本公司或任何其他法人團體之股份或債券而取得利益之任何安排。

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

The Company had been notified of the following interests in the Company's issued shares at 31 December 2000 amounting to 10% or more of the ordinary shares in issue:

CEH (Note)

光大集團 (附註)

1,758,595,910

approximately 69.01%
約69.01%

Note: Out of the 1,758,595,910 shares, 1,758,215,910 shares are held by Guildford Limited ("Guildford"). Guildford is owned as to 55% by Datten Investments Limited ("Datten") and the remaining 45% by CEH. Datten is wholly-owned by CEH. The remaining 380,000 shares are held by Everbright Investment & Management Limited ("EIM") a wholly-owned subsidiary of CEH. Accordingly, CEH is deemed to be interested in the 1,758,215,910 shares held by Guildford and the 380,000 shares held by EIM.

附註: 在 1,758,595,910 股股份中，其中 1,758,215,910 股乃由 Guildford Limited (「Guildford」) 持有。Guildford 乃由 Datten Investments Limited (「Datten」) 擁有 55% 股權，其餘 45% 則由光大集團持有。Datten 為光大集團之全資附屬公司。其餘 380,000 股則由光大集團之全資附屬公司光大投資管理有限公司 (「光大投資管理」) 持有。故此，光大集團被視為持有 Guildford 所持有之 1,758,215,910 股股份及光大投資管理所持有之 380,000 股股份。

Save for the shares referred to above, no person or corporation had any interest in the share capital of the Company as recorded in the registers required to be kept under section 16(1) of the Securities (Disclosure of Interests) Ordinance.

除上述之股份外，根據證券(公開權益)條例第16(1)條之規定而存置之名冊所記錄，並無任何人士或公司擁有本公司股本任何權益。

DIRECTORS' INTEREST IN CONTRACTS

No contract of significance to which the Company, or any of its holding companies or subsidiaries or fellow subsidiaries was a party, in which a director of the Company had a material interest subsisted at the end of the year or at any time during the year.

董事於合約之權益

於年結日或本年度內任何時間，本公司、或任何其控股公司或附屬公司或同系附屬公司概無訂立任何本公司董事擁有重大利益之重要合約。

Woo, Kwan, Lee & Lo, a firm of solicitors of which Lee Ka Sze Carmelo is a partner, rendered professional services to the Group during the year and received normal remuneration for such services.

李嘉士先生為胡關李羅律師行之合夥人。於本年度內，胡關李羅律師行向本集團提供專業服務，並就該等服務收取一般費用。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at 31 December 2000 are set out in notes 20, 21 and 22 on the accounts.

FIVE YEAR SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 94 and 95 of the annual report.

PROPERTIES

Particulars of the major properties of the Group are shown on pages 96 and 97 of the annual report.

RETIREMENT SCHEMES

The Company provides retirement benefits to all local eligible employees under an approved defined contribution provident fund (the "ORSO Scheme"). The ORSO Scheme is administered by trustees, the majority of which are independent, with its assets held separately from those of the Company. The ORSO Scheme is funded by contributions from employees and employers at 5% each based on the monthly salaries of employees. Forfeited contribution may be used to reduce the existing level of contribution by the Company.

買賣或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購回、出售或贖回本公司之上市證券。

銀行貸款及其他借貸

本公司及本集團於二零零零年十二月三十一日之銀行貸款及其他借貸詳情載於賬項附註二十、二十一及二十二。

五年業績概要

本集團過去五個財政年度之業績及資產與負債概要載於年報第94頁及第95頁。

物業

本集團所持有之主要物業詳情載於年報第96頁及第97頁。

退休金計劃

本公司已為其所有本地合資格僱員設定認可公積金供款計劃（「職業退休計劃條例計劃」）。職業退休計劃條例計劃之資產與本公司之資產分開並由信託人（大部份為獨立信託人）管理。本公司及其僱員均須就職業退休計劃條例計劃供款，分別為僱員每月底薪的5%。沒收供款可用作抵銷本公司現需承擔之供款。

RETIREMENT SCHEMES (continued)

On 1 December 2000, the Group established Mandatory Provident Fund Scheme (“the MPF Scheme”) for employees not previously covered by the ORSO Scheme. Contributions to MPF Scheme are based on 5% of the relevant income of the relevant staff and in accordance with the requirement of Mandatory Provident Fund Scheme Ordinance (“MPF Scheme Ordinance”) and related guidelines. Members of the ORSO Scheme were given an option to join the MPF Scheme or to stay in the ORSO Scheme.

The Group obtained a certificate of exemption under MPF Scheme Ordinance in this regard during the year.

The employees of the subsidiaries in the PRC are members of the retirement schemes operated by the local authorities. The subsidiaries are required to contribute a certain percentage of their payroll to these schemes to fund the benefits. The only obligation of the Group with respect to these schemes is the required contributions under the schemes.

The Group’s total contributions to these schemes charged to profit and loss account during the year ended 31 December 2000 amounted to HK\$2,995,000.

退休金計劃 (續)

於二零零零年十二月一日，本集團為原先未包括在職業退休計劃條例計劃內之僱員提供強制性公積金計劃（「強積金計劃」）。強積金計劃供款乃按有關員工收入之5%計算，其符合強制性公積金計劃條例（「強積金條例」）及有關指引之規定。職業退休計劃條例計劃之參與者可選擇參加強積金計劃或繼續參與職業退休計劃條例計劃。

年內，本集團已就此取得在強積金條例下之豁免書。

在中國之附屬公司之僱員均參與當地政府管理之退休金計劃。該等附屬公司須按員工薪金之若干百分比向上述計劃作出供款。本集團除每年作上述供款外，毋須承擔支付其他福利金之責任。

本集團於截至二零零零年十二月三十一日止年度內總供款額為港幣2,995,000元，並已計入損益表內。

FINANCIAL ASSISTANCE TO ASSOCIATE AND JOINTLY CONTROLLED ENTITY
向聯營公司及合營公司提供財政資助

At 31 December 2000, the Group provided the following financial assistance to associate and jointly controlled entity:

於二零零零年十二月三十一日，本集團向聯營公司及合營公司提供以下財政資助：

Name of company	公司名稱	Advances HK\$'000 港幣千元	Corporate Guarantee HK\$'000 港幣千元	Outstanding committed capital injection
				已承擔但 未投入之注資 HK\$'000 港幣千元
Fuzhou Guang Min Road and Bridge Construction & Development Company Limited ("FGM") (Note 1)	福州光閩路橋建設開發有限公司 (「光閩路橋」) (附註一)	277,685	Nil 無	991,434
Hong Kong Shanghai Development Company Limited ("HKSD") (Note 2)	港滬發展有限公司 (「港滬發展」) (附註二)	486,909	95,621	Nil 無

Notes:
附註：

- (1) FGM is a sino-foreign co-operative joint venture between Greenway Venture Limited (a 80% owned subsidiary of the Company) and a PRC party. Under the relevant sino-foreign co-operative joint venture contract, Greenway Venture Limited is responsible for making contribution to FGM all the total investment (including FGM's registered capital) for the construction of a toll road and bridge in Fuzhou whilst the PRC party is only responsible for providing various services and assistance to FGM.
- (一) 光閩路橋乃本公司持有80%權益之附屬公司Greenway Venture Limited與中方合夥人成立之中外合作經營企業。根據有關之中外合作經營企業合同，Greenway Venture Limited須負責向光閩路橋注入所有投資額（包括光閩路橋之註冊資本）以建造位於福州的收費公路及橋，而中方合夥人僅須負責向光閩路橋提供各種服務及支援。
- (2) HKSD, a company incorporated in Western Samoa with limited liability, is a joint venture company between the Company and three other independent third parties. The Group made the above advances and guarantee to HKSD in the proportion to the Group's interest in HKSD, i.e. 25% of the issued share capital of HKSD.
- (二) 港滬發展乃一家於西薩摩亞註冊成立之有限公司，其為本公司與另外三個獨立第三者成立之合營公司。本集團按所佔權益比例向港滬發展提供墊款及公司擔保，即港滬發展已發行股本之25%。
- (3) The Group's advances to FGM and HKSD are unsecured and interest free.
- (三) 本集團向光閩路橋及港滬發展提供之墊款均為無抵押及免息。

FINANCIAL ASSISTANCE TO ASSOCIATE AND JOINTLY CONTROLLED ENTITY (continued)**向聯營公司及合營公司提供財政資助** (續)

The above advance made to HKSD was for its working capital purposes and has no maturity date for repayment. The corporate guarantee given were in respect of banking facilities utilised by HKSD for working capital purposes.

上述向港滙發展提供之墊款乃作為其營運資金之用，並無還款期限。已作出之公司擔保乃關於港滙發展所動用作為營運資金之銀行融資。

The source of funding for such advances and for the committed capital injection is by way of the Group's internal funding and bank borrowings.

該等墊款及已承擔之資本注資之資金來自本集團之內部資金及銀行借款。

Save as disclosed above, the Group has no other matters to disclose under the provisions of Practice Note 19 of the Listing Rules.

除上文所披露者外，根據上市規則第19項應用指引之規定，本集團並無其他須予披露之事項。

Proforma unaudited combined balance sheet of FGM and HKSD is set out as follows:

光閩路橋及港滙發展之備考未經審核合併資產負債表載列如下：

		<i>HK\$'000</i> 港幣千元
Fixed assets (Note 1)	固定資產 (附註一)	2,848,351
Current assets	流動資產	81,804
Current liabilities	流動負債	(319,132)
Long term liabilities (Note 2)	長期負債 (附註二)	(2,583,696)
Minority interests	少數股東權益	(11,400)
		<hr/>
Net assets	資產淨額	<u>15,927</u>

Notes:

附註：

- (1) Fixed assets mainly comprise investment properties, property under development and construction in progress.
- (2) Long term liabilities mainly comprise bank loans and loans from shareholders.

- (一) 固定資產主要由投資物業，發展中物業及在建工程所組成。
- (二) 長期負債主要由銀行貸款及股東貸款所組成。

COMPLIANCE WITH THE CODE OF BEST PRACTICE

The Company has complied throughout the year with the Code of Best Practice as set out by the Stock Exchange of Hong Kong Limited in Appendix 14 to the Listing Rules except that non-executive directors are not appointed for a specific term as they are subject to retirement in accordance with the Company's Articles of Association.

AUDITORS

KPMG retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of KPMG as auditors of the Company is to be proposed at the forthcoming annual general meeting.

By Order of the Board
Zhu Yanlan
Chief Executive Officer

Hong Kong, 25 May 2001

遵守最佳應用守則

本公司整個年度均遵守香港聯合交易所有限公司證券上市規則附錄14所載之「最佳應用守則」，惟非執行董事乃根據本公司之公司章程細則須依章告退，而並非以固定任期獲委任者除外。

核數師

畢馬威會計師事務所告退並願意膺選連任。本公司將於即將舉行之股東週年大會上提呈續聘畢馬威會計師事務所為本公司核數師之決議案。

承董事會命
朱妍蘭
行政總裁

香港，二零零一年五月二十五日