

董事會謹向股東提呈董事會報告及本公司及其附屬公司（「本集團」）截至二零零四年十二月三十一日止年度經審核之財務報告。

主要業務

本公司之主要業務為物業投資、物業出租、土地和物業開發、零售商業、經營酒店及餐飲業。附屬公司之主要業務是在中國北京進行物業發展及投資。

業績及財務狀況

本集團按香港普遍採納之會計準則之截至二零零四年十二月三十一日止年度業績及於該日之財務狀況載於年報第 35 頁至第 39 頁。

股息

董事會建議派發截至二零零四年十二月三十一日止年度末期股息，每股人民幣0.15元。合共人民幣 280,053,000 元。

財務摘要

本集團於過往五年之合併業績、資產及負債摘要載於年報第 3 頁至第 4 頁。

主要客戶及供應商

本年度內，本集團從其五位最大供應商購入之貨品及服務少於百分之三十，向其五位最大客戶售出之貨品及服務亦少於百分之三十。

概無董事、彼等之聯繫人士或任何股東（指據董事所知擁有本公司百分之五以上股本權益之股東）於上述之主要供應商或客戶中擁有任何權益。

固定資產

本集團在本年度的固定資產變動情況分別載於財務報表附註 14。

The Board is pleased to present to the shareholders their report together with the audited accounts of the Company and its subsidiaries (the “Group”) for the year ended 31st December 2004.

Principal Activities

The Company is principally engaged in property investment, property leasing, land and property development, retail operation, hotel operation and the provision of food and beverage services. The subsidiaries are mainly engaged in property development and investment in Beijing, the PRC.

Results and Financial Position

The results of the Group for the year ended 31st December 2004 and its financial position as at the same date prepared in accordance with the accounting principles generally accepted in Hong Kong are set out on pages 35 to 39 of the annual report.

Dividends

The Board recommends the payment of a final dividend of RMB0.15 per share for the year ended 31st December 2004 totalling RMB280,053,000.

Financial Highlights

The Group's consolidated results and summaries of assets and liabilities for the last five years are set out on pages 3 to 4 of the annual report.

Major Customers and Suppliers

During the year, the Group purchased less than 30% of goods and services from its five largest suppliers and sold less than 30% of its goods and services to its five largest customers.

None of the directors, their associates or any shareholders (which to the knowledge of the directors own more than 5% of the Company's share capital) had an interest in the major suppliers or customers mentioned above.

Fixed Assets

Details of the movement of fixed assets of the Group during the year are set out in note 14 to the accounts.

主要物業

本集團擁有之主要物業概要載於年報第88頁至第89頁。

儲備

於本年度內本集團及本公司儲備之變動情況載於財務報表附註24。

購買、出售及贖回本公司之股份

本公司於本年度內並無贖回本公司的股份。本公司及其附屬公司於本年度內並無購買或出售本公司的股份。

董事及監事

於本年度內及截至本報告日期之董事及監事芳名如下：

執行董事

趙惠芝	董事長
賀江川	董事
李岩嶺	董事
劉建平	董事

獨立非執行董事

孟焰	董事
余勁松	董事
符耀文	董事

監事

沈倚山	監事長
周燕榮	監事
柳耀中	監事

董事、監事及高級管理人員之簡介載於年報第18頁至第19頁。

Principal Properties

The summary of principal properties owned by the Group is set out on pages 88 to 89 of the annual report.

Reserves

Details of movements of reserves of the Group and the Company during the year are set out in note 24 to the accounts.

Purchase, Sale and Redemption of Shares

The Company had not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's issued shares during the year.

Directors and Supervisors

The directors and supervisors for the year and up to the date of this report are as follows:

Executive Directors

ZHAO Hui-Zhi	Chairman
HE Jiang-Chuan	Director
LI Yan-Ling	Director
LIU Jian-Ping	Director

Independent Non-Executive Directors

MENG Yan	Director
YU Jing-Song	Director
FU Yiu-Man, Peter	Director

Supervisors

SHEN Yi-Shan	Chairman
ZHOU Yan-Rong	Supervisor
LIU Yao-Zhong	Supervisor

The biographical details of directors, supervisors and senior management are set out on pages 18 to 19 of the annual report.

合資格會計師

本公司仍未按香港聯交所證券上市規則(「上市規則」)第3.24條聘用一名合資格會計師。本公司現正尋找適當人選以盡快出任該職位。

董事及監事換屆事宜

本公司現任董事、監事於二零零三年五月二十日舉行的股東週年大會(「股東週年大會」)上換屆選舉產生。

本公司已接獲李岩岭先生(「李先生」)提出由股東週年大會結束時起辭任本公司執行董事之函件。是項辭任須待股東於股東週年大會上通過普通決議案批准。於股東週年大會上將提呈普通決議案以接納李先生辭任執行董事職務，並授權董事會終止與李先生訂立之現有服務合同。

北京北辰集團公司已建議提名陳冀先生(「陳先生」)為候選人參選為本公司執行董事以替代李先生，由股東週年大會結束時生效。於股東週年大會上將提呈普通決議案以選舉陳先生為執行董事，並授權董事會與陳先生訂立服務合同。

董事酬金

董事酬金情況載於財務報表附註8。

最高酬金人士

本年度本集團獲最高酬金之首五名人士均非本公司董事。

管理合約

除本報告中提到的關連交易所簽訂之合約外，本年度內，本公司並無就整體業務或任何重要業務之管理或行政工作簽訂或存在任何合約。

Qualified Accountant

The Company has not yet employed a Qualified Accountant pursuant to Rule 3.24 of the Rules Governing the Listing of Securities on the SEHK (the "Listing Rules"). The Company is in the process of locating a suitable candidate to assume such position as soon as possible.

Election of Directors and Supervisors

The existing directors and supervisors were elected on the Annual General Meeting ("AGM") held on 20th May 2003.

The Company has received a letter from Mr. LI Yan-Ling ("Mr. Li") tendering his resignation as an executive director of the Company with effect from the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to accept the resignation of Mr. Li as an executive director and to authorise the Board to terminate the existing service contract with Mr. Li.

BNS Group Company has proposed to nominate Mr. CHEN Ji ("Mr. Chen") as a candidate for an executive director of the Company in place of Mr. Li with effect from the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to elect Mr. Chen as an executive director and authorise the Board to enter into service contract with Mr. Chen.

Directors' Emoluments

Details of directors' emoluments are set out in note 8 to the accounts.

Highest Paid Individuals

During the year, the five individuals with the highest remuneration in the Group are all not the directors of the Company.

Management Contracts

Except for the connected transactions as stated in this report, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

董事及監事所佔股本權益

於二零零四年十二月三十一日，本公司董事、監事及高級行政人員概無在本公司或其相關法團（定義見證券及期貨條例第 XV 部（「證券及期貨條例」））的股份、相關股份及債權證中，擁有任何根據證券及期貨條例第 352 條規定須予備存的登記冊所記錄或依據上市公司董事進行證券交易的標準守則通知本公司或香港聯交所的權益或淡倉。於本年度內，本公司董事、監事及高級行政人員或彼等之配偶或 18 歲以下子女概無持有可認購本公司股本或債務證券之權利，彼等亦無行使任何該項權利。

董事及監事之合約權益

於本年度末及本年度內任何時間，除有關本公司業務之服務合約外，本公司、其控股公司、任何本公司之附屬公司或同系集團之附屬公司概無訂有本公司各董事及監事直接或間接擁有重大利益之重要合約。

董事於競爭性業務之利益

於年內及截至本報告日期止，按上市規則規定，本公司之董事及管理層股東無與本集團業務有所競爭或可能競爭之業務中持有權益。

股票發行與上市情況

股份類別	H 股
上市地點	香港
發行價格	港幣 2.40 元
上市日期	一九九七年 五月十四日
發行股數	707,020,000 股
二零零四年最高成交價	港幣 2.02 元
二零零四年最低成交價	港幣 1.20 元
二零零四年最初交易日 開盤價	港幣 1.58 元
二零零四年最後交易日 收盤價	港幣 1.79 元
二零零四年 交易總股數	1,043,971,647 股

Directors' and Supervisors' Interests in Shares

As at 31st December 2004 none of the directors, supervisors and chief executives of the Company has any interest or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (as defined under the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of SFO or as otherwise notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Companies. None of the directors, supervisors and chief executives of the Company, their spouses or children under the age of 18 years had been granted any rights to subscribe for equity or debt securities of the Company, nor has any of them exercised such rights during the year.

Interests of Directors and Supervisors in Contracts

Apart from service contracts in relation to the Company's business, no contract of significance to which the Company, its holding company, any of its subsidiaries or its fellow subsidiaries was a party, and in which a director or supervisor had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Interests of Directors in Competing Business

During the year and up to the date of this report, none of the directors or management shareholders has any interest in business which competes or may compete with the business of the Group under the Listing Rules.

Details of Share Offering and Listing

Class of shares	H shares
Listing place	Hong Kong
Offer price	HK\$2.40 per share
Listing date	14th May 1997
Number of issued shares	707,020,000 shares
The highest trading price during the year	HK\$2.02 per share
The lowest trading price during the year	HK\$1.20 per share
The opening price on the first trading day of the year	HK\$1.58 per share
The closing price on the last trading day of the year	HK\$1.79 per share
Total number of shares traded during the year	1,043,971,647 shares

股本

本公司於二零零四年十二月三十一日之已發行股份總數為 1,867,020,000 股，包括：

內資股	1,160,000,000	佔 62.131%
H 股	707,020,000	佔 37.869%

主要股東持股情況

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 條規定須予備存的登記冊所記錄，本公司董事、監事及高級行政人員以外的股東在本公司的股份及相關股份中擁有的權益及淡倉如下：

本公司股份的好倉情況：

股東名稱	股份類別	股份數目	身份	權益性質	佔有關類別的股本比率	佔總股本比率
Name of shareholders	Class of shares	No. of shares held	Status	Nature of interest	Percentage of the relevant share class	Percentage of total shares
北京北辰實業集團公司 Beijing North Star Industrial Group Company	內資股 Domestic shares	1,160,000,000	實益持有人 Beneficial owner	法團權益 Corporate interest	100.00%	62.13%
陳楚輝 CHEN Chu-Hui	H 股 H shares	60,846,000	實益持有人 Beneficial owner	個人權益 Personal Interest	8.6%	3.26%

除上述所披露者外，根據證券及期貨條例第 336 條規定須予備存的登記冊所示，本公司並無接獲任何有關於二零零四年十二月三十一日在本公司股份及相關股份中擁有的權益或淡倉的通知。

Share Capital

The Company's total number of issued shares as at 31st December 2004 was 1,867,020,000 shares, comprising:

Domestic shares	1,160,000,000	Representing 62.131%
H shares	707,020,000	Representing 37.869%

Substantial Shareholders' Shareholding

As at 31st December 2004, the interests or short positions of the shareholders, other than a director, supervisor or chief executives of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions in the shares of the Company:

Save as disclosed above, the register required to be kept under Section 336 of the SFO showed that the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company as at 31st December 2004.

發行H股募集所得資金運用情況

本公司於一九九七年五月發售H股並於一九九七年五月十四日在香港聯交所掛牌上市，共籌集資金淨額（扣除費用後）約為人民幣1,730,440,000元。

籌集資金淨額之運用乃根據公司於一九九七年五月六日發行之招股說明書中「所得款項用途」一欄所述，本公司前次募集資金已全部使用完畢。

委託存款及逾期定期存款

截至二零零四年十二月三十一日，本集團並無任何委託存款放於中國金融機構，本集團之所有現金存款現均存放在中國之商業銀行，並符合適用之法例及規則。本集團並未遇到銀行存款到期而未能取回的情況。

僱員

截至二零零四年十二月三十一日，本公司僱員人數為4,416人；實行企業工資總額與企業經濟效益掛鈎的僱員酬金政策。除上述酬金政策外，本公司未向僱員提供認股權計劃，本公司定期對經營管理者提供的培訓包括：經營管理、外語、計算機、業務知識及政策法規等。培訓方式包括：講座、參觀學習、訪問、考察等。

員工宿舍

本年度本集團並無向員工提供任何員工宿舍。

Use of Proceeds of H Share Issue

The Company issued H shares in May 1997. The H shares commenced trading on the SEHK on 14th May 1997. The net proceeds of the issue (after deducting expenses) amounted to approximately RMB1,730,440,000.

The net proceeds have been utilised in accordance with the section headed “Use of Proceeds” in the Company’s prospectus dated 6th May 1997. All the net proceeds from the previous issue have been fully utilised.

Designated Deposit and Due Fixed Deposit

As at 31st December 2004, the Group had no designated deposits placed with financial institutions in the PRC. All of the Group’s cash deposits are placed with commercial banks in the PRC and are in compliance with relevant laws and regulations. The Group has not experienced any incident of not being able to withdraw bank deposits when due.

Employee

As at 31st December 2004, the Company has 4,416 employees. The remuneration policy of the Company is implemented from total salary paid with reference to its economic efficiency. Save from the remuneration disclosed above, the Company does not maintain any share option scheme for its employees. The Company regularly provides for its administrative personnel trainings on various subjects, including operation management, foreign languages, computers skills, industry know-how and policies and laws, in different forms, such as seminars, site visits and study tours.

Staff Housing Quarters

During the year, the Group did not provide any housing quarters to its staff.

關連交易

截至二零零四年度止，本公司與北辰集團公司進行的交易列示如下：於一九九七年十月六日，香港聯交所已有條件豁免本公司遵守上市規則第十四條規定的責任。據此，本公司毋須以新聞通告形式及／或通函方式披露該等關連交易的詳情及／或事前取得獨立股東的批准。

- 1、根據於一九九七年四月十一日與北辰集團公司簽訂的一項土地租賃協議及二零零三年七月二十八日簽署的《土地使用權協定》，北辰集團公司承諾將原《國有土地使用權租賃合同》中集團公司出租給本公司使用的國有土地使用權面積，從195,165.42平方米變更為167,165.42平方米，承租國有土地使用權年租金從人民幣15,000,000元變更為人民幣12,848,000元。雙方同意自二零零四年度開始按照新的租金標準支付。本公司已於二零零四年十二月三十一日前支付予北辰集團公司。

Connected Transactions

During the year 2004, the Company entered into the following business transactions with its controlling shareholder, BNS Group Company to which the SEHK has, subject to certain conditions, granted a waiver on 6th October 1997 to the Company from compliance with the requirements stipulated in Chapter 14 of the Listing Rules to disclose details of such connected transactions by press notice and/or to obtain prior independent shareholders' approval.

1. According to a land leasing agreement signed on 11th April 1997 and the "Land Use Right Agreement" dated 28th July 2003 entered into with BNS Group Company, BNS Group Company has undertaken to modify the area of the land represented by the state-owned land use right leased to the Company by a member company of the Group under the "Lease of State-owned Land Use Right" from the original 195,165.42 sq. m. to 167,165.42 sq. m. and the annual rent for such land use right from the original RMB15,000,000 to RMB12,848,000, effective from 2004. The Company had already paid the rent for 2004 to BNS Group Company before 31st December 2004.

- 2、根據本公司與北辰集團公司於一九九七年四月十一日簽訂的一項綜合服務協議，截至二零零四年十二月三十一日止年度，與北辰集團公司之間就該協議所收取及支付之款項詳情如下：

北辰集團公司提供予本公司的主要服務項目：

		定價基準	Pricing basis	人民幣總值 千元 Gross amount RMB'000
熱力	Heating	國家價	State price	3,920
保安	Security	市場價	Market price	—
總計	Total			<u>3,920</u>

本公司提供予北辰集團公司的主要服務項目：

		定價基準	Pricing basis	人民幣總值 千元 Gross amount RMB'000
電力	Electricity	市場價	Market price	12
電話	Telephone	市場價	Market price	12
總計	Total			<u>24</u>

除協議另有訂明者外，本公司或北辰集團公司所提供的各種服務的代價均按現行政府所定的價格而計算。然而，如並無可供使用的政府所定價格，則有關價格將按可供比較的當地市價，如無當地市價，則按本公司或北辰集團公司於提供有關服務時所出現的合理成本（視情況而定）計算。

除上文披露者外，並無其他須予披露的交易。

2. Pursuant to a miscellaneous service agreement dated 11th April 1997 entered into with BNS Group Company, the amount settled with BNS Group Company for the year ended 31st December 2004 is as follows:

Principal services provided by BNS Group Company to the Company:

		定價基準	Pricing basis	人民幣總值 千元 Gross amount RMB'000
熱力	Heating	國家價	State price	3,920
保安	Security	市場價	Market price	—
總計	Total			<u>3,920</u>

Principal services provided by the Company to BNS Group Company:

		定價基準	Pricing basis	人民幣總值 千元 Gross amount RMB'000
電力	Electricity	市場價	Market price	12
電話	Telephone	市場價	Market price	12
總計	Total			<u>24</u>

Save as provided otherwise in the relevant agreement, the services provided by the Company or BNS Group Company were charged in accordance with the pricing scheme determined by the government. Where there is no such pricing scheme, the service charge would be determined by reference to comparable local market rate. If no such market rate is available, the price shall be determined on the basis of the reasonable cost incurred by the Company or BNS Group Company (as appropriate) in providing the services.

Save as disclosed above, the Company had not entered into any other disclosable transactions.

銀行貸款

於二零零四年十二月三十一日，本集團之銀行貸款詳情載於財務報表附註 21 及 22。

優先購買權

根據本公司的章程及有關法律，並無規定本公司發行新股時須先讓現有股東按其持股比重購買新股。

附屬公司

本公司各附屬公司之詳細資料載於財務報表附註 15。

重大訴訟

本年內本集團概無重大訴訟或仲裁事項。

經營業績

二零零四年財政年度與二零零三年財政年度之比較：

Bank Loans

As at 31st December 2004, the bank loans of the Group are set out in notes 21 and 22 to the accounts.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Articles and related laws which oblige the Company to offer new shares on pro-rata basis to existing shareholders.

Subsidiaries

Details of the Company's subsidiaries are set out in note 15 to the accounts.

Major Litigation

The Group is not involved in any litigation or arbitration of material importance during the year.

Results of Operations

Comparison of Financial Year 2004 to Financial Year 2003:

		二零零四年 比二零零三年 上升／(下跌)		
		Increase/ (decrease) compared to		
		二零零四年 2004 (人民幣千元) (RMB'000)	二零零三年 2003 (人民幣千元) (RMB'000)	2003 (%)
營業額	Turnover	2,395,825	2,326,810	3.0
股東應佔溢利	Profit attributable to shareholders	261,908	287,271	(8.8)
分部經營溢利／(虧損)：	Segment operating profit/(loss):			
物業及土地銷售	Properties and land sales	178,981	234,847	(23.8)
購物中心業務	Shopping centre operations	41,302	48,300	(14.5)
租金收入	Rental income	135,168	111,106	21.7
酒店業務	Hotel operations	50,010	(2,401)	—
其他業務	Other operations	80	(9,855)	—

所得稅政策

本公司及其附屬公司遵照中國法律及法規，按應納稅所得的 33% 交納企業所得稅。

財政資源及流動資金狀況

於二零零四年十二月三十一日之股東權益較二零零三年十二月三十一日的股東權益上升 3.9%。本集團在二零零四財政年度結束日之借款淨額為人民幣 330,000,000 元。本集團借款來自銀行。本集團流動資產主要是銀行存款及現金、持作出售的土地及發展中物業，流動資產的數額為人民幣 2,203,465,000 元，而流動負債數額則為人民幣 2,024,638,000 元。於二零零四年十二月三十一日，銀行存款及現金的餘額為人民幣 500,879,000 元。

本集團截至二零零四年十二月三十一日止無資產抵押，集團的資產與負債比率為 33.2%（計算方式為總負債除以總資產）。

本集團為若干物業買家安排銀行融資，並提供擔保保證有關買家的還款責任。於二零零四年十二月三十一日，尚未履行的擔保為人民幣 1,045,438,000 元。集團並無滙率波動風險及對其進行對沖。

Policies on Income Tax

The Company and its subsidiaries, paid the PRC enterprise income tax at a rate of 33%.

Financial Resources and Liquidity

At 31st December 2004, the shareholders' funds of the Group were increased by 3.9% from that of 31st December 2003. The Group's total borrowing from banks as at 31st December 2004 was RMB330,000,000 which is wholly repayable within one year. Current assets of the Group, which mainly comprised of cash at bank and on hand, and land and properties under development held for sale, amounted to RMB2,203,465,000, whereas the Group's current liabilities amounted to RMB2,024,638,000. As at 31st December 2004, cash at bank and on hand amounted to RMB500,879,000.

As at 31st December 2004, there were no pledge on the Group's assets. Gearing ratio for the Group was 33.2%, calculated by dividing total liabilities over total assets.

The Group has arranged bank financing for certain purchases of our properties and provided guarantee to secure the repayment obligations of such purchasers. The outstanding guarantees amounted to RMB1,045,438,000 as at 31st December 2004. The Group has no exposure to exchange rate fluctuation and hedging.

最佳應用守則

董事會已按照上市規則附錄 14 之「最佳應用守則」（「最佳應用守則」）第 14 段（由二零零五年一月一日起由《企業管治常規守則》C.3 所取代），於二零零四年九月成立一個旨在檢討及監察本公司的財務匯報程序及內部控制的審核委員會（「審核委員會」）。該審核委員會乃受到由香港會計師公會刊發的《審核委員會有效運作指引》所載的指引方針制定的職權範圍所約束。董事會於二零零五年一月二十六日採納經修訂後的審核委員會職權範圍以包括《企業管治常規守則》規定的條文。審核委員會由三名現任獨立非執行董事孟焰先生、余勁松先生及符耀文先生組成，孟焰先生為審核委員會主席。

截至二零零四年十二月三十一日年度止，本公司均有遵守於二零零五年一月一日前有效之最佳應用守則。

標準守則

就董事之證券交易，本公司已採納上市規則附錄 10 所載之標準守則為本公司董事進行證券交易之守則（「標準守則」）。本公司向所有董事作出特定查詢後，確認所有董事均已完全遵守標準守則列示所有要求的標準。

公眾持股量

就可提供本公司之公開資料及本公司董事所知，於本報告日，本公司已發行股份有足夠並超過上市規則規定 25% 之公眾持股量。

其他重大事項

二零零四年三月，本公司發行人民幣普通股（A 股）經中國證監會股票發行審核委員會第 13 次會議審核通過。

Code of Best Practice

The Board has established an audit committee (the “Audit Committee”) to review and supervise the Company’s financial reporting process and internal control pursuant to paragraph 14 of the Code of Best Practice (the “Code of Best Practice”) (which has been replaced by C.3 of the “Code on Corporate Governance Practices” with effect from 1st January 2005) set out in Appendix 14 to the Listing Rules. The Company’s Audit Committee is bound by the terms of reference formulated guidelines as stipulated in the “A Guide for Effective Audit Committees” issued by Hong Kong Institute of Certified Public Accountants. The Board has adopted a revised term of reference of the Audit Committee to include the prescribed provisions in “Code on Corporate Governance Practices” on 26th January 2005. The Audit Committee consists of three independent non-executive directors, including Mr. MENG Yan, Mr. YU Jing-Song and Mr. FU Yiu-Man, Peter, with Mr. MENG Yan as the chairman.

The Company has complied with the Code of Best Practice which was in force prior to 1st January 2005 throughout the year ended 31st December 2004.

Model Code

The Company has adopted the Model Code set out in Appendix 10 to Listing Rules as the code of conduct regarding securities transactions by the directors (the “Model Code”). Having made specific enquiry of all directors, the Company confirmed that all directors have complied with the required standard set out in the Model Code.

Public Float

Based on the information that is publicly available to the Company and within the knowledge of the directors, as at the date of this report, there is sufficient public float of more than 25% of the Company’s issued shares as required under the Listing Rules.

Other Major Events

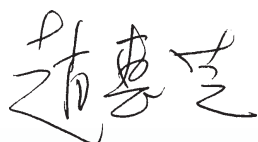
The Company’s issuance of ordinary shares (A shares), traded in Renminbi, was approved by the Listing Committee of the China Securities Regulatory Commission (“CSRC”) at its 13th meeting in March 2004.

核數師

本公司帳目經由羅兵咸永道會計師事務所審核。彼等依章告退，但願繼續受聘為本公司之核數師。股東周年大會上將提程決議案重新委任羅兵咸永道會計師事務所為本公司核數師。

承董事會命

By Order of the Board



趙惠芝

ZHAO Hui-Zhi

董事長

Chairman

中國•北京 二零零五年一月二十六日

Beijing, PRC, 26th January 2005