

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，本公司董事歐文柱先生、馮永昌先生及鄺其志先生將於二零零五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：

歐文柱先生 (獨立非執行董事)，現年五十四歲，於二零零零年十二月十一日加入本公司；彼亦為本公司審核委員會成員。歐先生持有加拿大阿伯特大學商業學士學位，及為加拿大特許會計師公會會員。彼擁有超過二十五年財務及管理的經驗。歐先生於一九九五年十二月一日至二零零三年十二月三十一日期間為 Noble Group Limited (一間於新加坡上市之公司) 之執行董事；並自二零零四年一月一日起為該公司其中一位非執行董事。

歐先生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。於二零零五年三月二十二日，彼亦無持有(按證券及期貨條例第 XV 部之涵義) 本公司任何股份之權益。

本公司與歐先生之間並無任何服務合約，而彼亦須按本公司之細則輪值告退及膺選連任。歐先生每年之董事酬金為港幣二十七萬五千元。

馮永昌先生 (執行董事)，現年四十三歲，於一九八八年加入本集團，並自一九九七年二月十一日起在本公司擔任現職銜。馮先生亦為本集團台灣業務之總經理及出任本集團若干附屬公司之董事。彼持有香港大學學士學位及新加坡國立大學工商管理碩士學位。於加入本集團前，馮先生有五年房地產業務經驗。

馮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。於二零零五年三月二十二日，除持有本公司九十二萬二千股股份及擁有購股權可認購本公司五百九十萬股股份(合共約佔本公司現時已發行股本百分之零點四七)外，彼並無於本公司擁有按證券及期貨條例第 XV 部中所指之任何其他股份之權益。

In accordance with the Bye-Laws of the Company, Mr. Au Man Chu, Milton, Mr. Fung Wing Cheong, Charles and Mr. Kwong Ki Chi, Directors of the Company, will retire from office at the 2005 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. AU Man Chu, Milton (*Independent Non-executive Director*), aged 54, joined the Company on December 11, 2000 and is a member of the Audit Committee of the Company. Mr. Au holds a Bachelor of Commerce degree from the University of Alberta in Canada and is a member of the Canadian Institute of Chartered Accountants. He has over 25 years of experience in finance and management. Mr. Au was an executive director of Noble Group Limited, a company listed in Singapore, from December 1, 1995 to December 31, 2003 and since January 1, 2004, he has been appointed as one of its non-executive directors.

Mr. Au is not connected with any directors, senior management or substantial shareholders of the Company, and, as at March 22, 2005, 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 Mr. Au. He is subject to retirement by rotation and re-election pursuant to the Bye-Laws of the Company. He is entitled to receive an annual director's fee of HK\$275,000.

Mr. FUNG Wing Cheong, Charles (*Executive Director*), aged 43, joined the Group in 1988 and has assumed the current position in the Company since February 11, 1997. Mr. Fung is also the General Manager of the Group's operations in Taiwan and director of certain subsidiaries of the Group. He holds a bachelor degree from the University of Hong Kong and an MBA degree from the National University of Singapore. Before joining the Group, Mr. Fung had worked for five years in the real estate business.

Mr. Fung did not hold any directorships in other listed company in the last three years. He is not connected with any directors, senior management or substantial shareholders of the Company. As at March 22, 2005, apart from holding 922,000 shares and an interest in the options to subscribe for 5,900,000 shares of the Company (in aggregate representing about 0.47% of the existing issued share capital of the Company), Mr. Fung 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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本公司與馮先生之間並無任何服務合約，惟馮先生須按本公司之細則輪值告退及膺選連任。彼現時之薪酬為每年港幣一百八十萬元。若彼能達到既定表現指標時，可獲額外獎金。彼亦可獲發酌情酬金、享有僱主繳納之公職金供款及房屋津貼。

鄺其志先生，GBS，JP (獨立非執行董事)，現年五十四歲，於二零零四年四月二十六日加入本公司為獨立非執行董事；彼亦為本公司審核委員會成員。鄺先生在香港大學畢業，持有物理及數學理學士學位，亦在英國劍橋大學獲取經濟及政治發展 (Economics and Politics of Development) 哲學碩士學位。彼在香港政府服務二十七年，主要擔任經濟及金融事務之職位。彼於一九九五年至一九九八年擔任庫務司/庫務局局長，主要負責公共財政事務；及於一九九八年至二零零零年三月擔任資訊及廣播局局長，主要負責資訊科技、電信及廣播事務。隨著香港聯合交易所、香港期貨交易所及其相關結算所改革及合併，鄺先生於二零零零年三月離開香港政府加入香港交易及結算所有限公司擔任執行董事及首位行政總裁；彼於二零零三年四月卸任。於二零零四年一月至七月期間，鄺先生受聘為新昌國際集團之董事總經理；並分別於二零零四年一月至八月及二零零四年一月至九月期間出任新昌營造集團有限公司 (「新昌營造」) 及新昌管理集團有限公司 (「新昌管理」) 之替代董事，該兩間公司均於香港聯合交易所上市。鄺先生現時為偉新 (國際) 有限公司之董事總經理、新昌營造及新昌管理之非執行董事及於納斯達克 (NASDAQ) 上市之 chinadotcom corporation 之獨立非執行董事。

鄺先生為香港非官守太平紳士及獲香港特別行政區政府頒授金紫荊星章。彼亦擔任多項公職，包括香港中文大學校董會校董及香港公益金董事會董事。

There is no service contract entered into between the Company and Mr. Fung. He is subject to retirement by rotation and re-election in accordance with the Bye-Laws of the Company. The current remuneration of Mr. Fung is HK\$1,800,000 per annum. He is also entitled to an additional bonus upon achieving certain performance targets, discretionary bonus, provident fund contributed by employer and housing allowance.

Mr. KWONG Ki Chi, GBS, JP (*Independent Non-executive Director*), aged 54, joined the Company as an Independent Non-executive Director on April 26, 2004 and is a member of the Audit Committee of the Company. Mr. Kwong graduated from The University of Hong Kong with a Bachelor of Science degree in Physics and Mathematics and was awarded a Master of Philosophy degree in Economics and Politics of Development by the University of Cambridge, England. He has served in the Government of Hong Kong for 27 years and held positions principally in the economic and financial fields. He was the Secretary for the Treasury from 1995 to 1998, with responsibility for the public finances, and Secretary for Information Technology and Broadcasting from 1998 to March 2000, with responsibility for information technology, telecommunications and broadcasting. He left the Government of Hong Kong in March 2000 to join the Hong Kong Exchanges and Clearing Limited as its executive director and first Chief Executive, following the demutualization and merger of the Stock Exchange of Hong Kong ("Stock Exchange"), the Hong Kong Futures Exchange and their associated clearing houses. He retired in April 2003. From January to July 2004, he was the managing director of Hsin Chong International Holdings Ltd.. He was also an alternate director of Hsin Chong Construction Group Ltd. ("Hsin Chong") from January to August 2004 and Synergis Holdings Limited ("Synergis") from January to September 2004, the shares of both Hsin Chong and Synergis are listed on the Stock Exchange. Mr. Kwong is currently the managing director of Hongkong Sales (Int'l) Limited. He is also a non-executive director of both Hsin Chong and Synergis and an independent non-executive director of chinadotcom corporation, the shares of which are listed on the NASDAQ.

Mr. Kwong is a non-official Justice of the Peace in Hong Kong and has been awarded the Gold Bauhinia Star by the Government of the Hong Kong Special Administrative Region. He holds a number of public service positions, including Council Member of the Chinese University of Hong Kong and Board Director of the Hong Kong Community Chest.

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鄭先生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。於二零零五年三月二十二日，彼亦無持有（按證券及期貨條例第XV部之涵義）本公司任何股份之權益。

本公司與鄭先生之間並無任何服務合約，而彼亦須按本公司之細則輪值告退及膺選連任。鄭先生每年之董事酬金為港幣十三萬七千五百元。

Mr. Kwong is not connected with any directors, senior management or substantial shareholders of the Company, and, as at March 22, 2005, 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 Mr. Kwong. He is subject to retirement by rotation and re-election pursuant to the Bye-Laws of the Company and is entitled to receive an annual director's fee of HK\$137,500.