



董事會謹此提呈本公司及本集團截至二零零四年十二月三十一日止年度之董事會報告及經審核財務報表。

主要業務

本公司之主要業務為投資控股。本集團之主要業務為提供全程物流及運輸配套服務，以及相關資產及項目之投資、經營及管理。本公司屬下各主要附屬公司、聯營公司及共同控權合資公司之主要業務之詳情載於本年報第122至127頁。

分部資料

本集團截至二零零四年十二月三十一日止年度按主要業務及經營地區分類之營業額及業績貢獻分析載於財務報表附註五。

集團業績

本集團截至二零零四年十二月三十一日止年度之業績及本公司與本集團於該日之財務狀況載列於第61至121頁之財務報表內。

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之末期股息，每股港幣0.5仙（二零零三年：每股港幣0.4仙），合共港幣5,716萬元（二零零三年：港幣4,500萬元）。

財務資料概要

本集團過往五個財政年度已刊發之業績及資產與負債之概要（摘錄自經審核財務報表並已適當地重新分類）載於本年報第9至10頁。

The directors herein present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2004.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Group are the provision of total logistics and transportation ancillary services as well as investment, operation and management of related assets and projects. Details of the principal activities of the Company's principal subsidiaries, associates and jointly-controlled entities are set out on pages 122 to 127 of this Annual Report.

SEGMENT INFORMATION

An analysis of the Group's turnover and contribution to the results by principal activities and geographical area of operations for the year ended 31 December 2004 is set out in note 5 to the financial statements.

RESULTS OF THE GROUP

The Group's results for the year ended 31 December 2004 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 61 to 121.

DIVIDENDS

The board of directors recommended the payment of a final dividend of HK 0.5 cent per share (2003: HK 0.4 cent per share) amounting in aggregate to HK\$57.16 million (2003: HK\$45 million) in respect of the year ended 31 December 2004.

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and of the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on pages 9 to 10 of this Annual Report.





固定資產

本集團於本年度內固定資產之變動詳情載於財務報表附註十六。

投資物業

本集團於本年度內投資物業之變動詳情載於財務報表附註十七。

股本及購股權

本公司於本年度內股本及購股權變動之詳情(連同相關原因)載於財務報表附註三十二。

優先購股權

本公司之公司細則或百慕達公司法均無優先購股權(即本公司須就此按持股比例之基準向其現有股東優先發售新股)之規定。

購買、贖回或出售本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、贖回或出售本公司之任何上市證券。

儲備

本公司及本集團於本年度內儲備變動之詳情載於財務報表附註三十三。

FIXED ASSETS

Details of the movements in the fixed assets of the Group during the year are set out in note 16 to the financial statements.

INVESTMENT PROPERTIES

Details of the movements in the investment properties of the Group during the year are set out in note 17 to the financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the share capital and share options of the Company during the year, together with the reasons therefor, are set out in note 32 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws or the Companies Act of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in note 33 to the financial statements.





可供分派之儲備

於二零零四年十二月三十一日，本公司可用作股東分派之儲備包括繳入盈餘及保留盈利為港幣217,259,000元（二零零三年：港幣166,182,000元），而本公司之股份溢價賬可以繳足股款紅利股份之方式進行分配。

主要客戶及供應商

本集團之主要客戶及供應商佔本集團本年度之銷售額及採購額之百分比載列如下：

銷售額

— 最大客戶	11%
— 五位最大客戶合計	33%

採購額

— 最大供應商	29%
— 五位最大供應商合計	38%

其中一位主要客戶深圳南玻工程玻璃有限公司乃本集團擁有22.39%權益之聯營公司中國南玻集團股份有限公司之全資附屬公司。本公司的非執行董事杜志強先生亦擔任其中一位主要供應商中國南方航空股份有限公司（「中國南方航空」）的獨立非執行董事。此外，於二零零四年十二月三十一日，根據證券及期貨條例第XV部，李嘉誠先生、Li Ka-Shing Unity Trustee Corporation Limited、Li Ka-Shing Unity Trustcorp Limited、Li Ka-Shing Unity Trustee Company Limited及長江實業（集團）有限公司（均持有本公司已發行股本5%以上權益）各自均被視為持有中國南方航空之193,877,000股H股股份。

除上文所披露者外，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或以上股本權益之股東）並無於上述主要客戶或供應商中擁有任何權益。

DISTRIBUTABLE RESERVES

As at 31 December 2004, the Company's distributable reserves available for distribution to shareholders, comprising contribution surplus and retained earnings, amounted to HK\$217,259,000 (2003: HK\$166,182,000). The share premium of the Company may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year attributable to the Group's major customers and suppliers are as follows:

Sales

- the largest customer	11%
- five largest customers combined	33%

Purchases

- the largest supplier	29%
- five largest suppliers combined	38%

Shenzhen CSG Architectural Glass Company Limited, one of the major customers, is a wholly-owned subsidiary of CSG Holding Co., Ltd., which in turn is the Company's 22.39% owned associate. Mr. To Chi Keung, Simon, a non-executive director of the Company, is also an independent non-executive director of China Southern Airlines Company Limited ("China Southern Airlines"), one of the major suppliers. Moreover, each of Mr. Li Ka Shing, Li Ka-Shing Unity Trustee Corporation Limited, Li Ka-Shing Unity Trustcorp Limited, Li Ka-Shing Unity Trustee Company Limited and Cheung Kong (Holdings) Limited (all being interested in more than 5% of the Company's issued share capital) is deemed to be interested in the 193,877,000 H shares of China Southern Airlines as at 31 December 2004 under Part XV of the Securities and Futures Ordinance (the "SFO").

Save as disclosed above, none of the directors, their associates or any shareholder (which to the knowledge of the directors owns 5% or more of the Company's share capital) had an interest in the major customers or suppliers noted above.





董事

於本年度內及截至本報告日期止，本公司董事會成員如下：

執行董事

李黑虎先生
陳潮先生
李景奇先生
喬剛先生
劉軍先生 (於二零零四年五月二十四日獲委任)

非執行董事

杜志強先生
張曉莉女士 (於二零零四年五月二十四日獲委任及於二零零四年十二月三日辭任)
孫玉麟先生 (於二零零四年三月二十六日辭任)
黃傳奇先生 (於二零零四年三月二十六日辭任)

獨立非執行董事

梁銘源先生
丁迅先生
聶潤榮先生 (於二零零四年八月十六日獲委任)
王獻平先生 (於二零零四年四月三十日退任)

根據本公司之公司細則第109(A)條之規定(經公司細則第189(ix)條補充)，李景奇先生及丁迅先生須於即將舉行之股東週年大會上輪值告退，惟彼等符合獲重選連任之資格，並表示願意膺選連任。

根據本公司之公司細則第100條之規定(經公司細則第189(v)條補充)，劉軍先生及聶潤榮先生須於即將舉行之股東週年大會上告退，惟彼等符合獲重選連任之資格，並表示願意膺選連任。

DIRECTORS

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

Executive directors

Mr. Li Hei Hu
Mr. Chen Chao
Mr. Li Jing Qi
Mr. Qiao Gang
Mr. Liu Jun (appointed on 24 May 2004)

Non-executive directors

Mr. To Chi Keung, Simon
Ms. Zhang Xiao Li (appointed on 24 May 2004 and resigned on 3 December 2004)
Mr. Sun Yu Lin (resigned on 26 March 2004)
Mr. Huang Chuan Qi (resigned on 26 March 2004)

Independent non-executive directors

Mr. Leung Ming Yuen, Simon
Mr. Ding Xun
Mr. Nip Yun Wing (appointed on 16 August 2004)
Mr. Wang Xian Ping (retired on 30 April 2004)

In accordance with the Company's Bye-Law 109(A) (supplemented by Bye-Law 189(ix)), Messrs. Li Jing Qi and Ding Xun will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election as directors.

In accordance with the Company's Bye-Law 100 (supplemented by Bye-Law 189(v)), Messrs. Liu Jun and Nip Yun Wing will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election as directors.





董事 (續)

根據於二零零五年一月一日生效的香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四《企業管治常規守則》第A.4.2條(「守則條文」)的規定，每位董事應至少每三年輪值退任一次。由於陳潮先生於二零零二年五月二十四日舉行之本公司股東週年大會上輪值告退並獲重選連任，為符合守則條文的規定，陳先生已提出於即將舉行之股東週年大會上告退，惟彼符合獲重選連任之資格，並表示願意膺選連任。

根據非執行董事及獨立非執行董事之委任條款，彼等並無指定任期，惟須根據本公司之公司細則輪值告退。

本公司已接獲各獨立非執行董事之年度確認書，確認彼等符合上市規則第3.13條所載有關彼等的獨立性之規定。本公司認為全體獨立非執行董事均為獨立人士。

董事簡介

本公司董事簡介之詳情載於本年報第37至39頁。

董事之服務合約

任何擬於即將舉行之股東週年大會上重選連任之董事概無與本公司訂立任何不能由本公司於一年內終止而免付補償(法定補償除外)之服務合約。

DIRECTORS (continued)

Pursuant to Code A.4.2 of the Code on Corporate Governance Practices (the “Code Provision”) as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), which came into effect on 1 January 2005, every director should be subject to retirement by rotation at least once every three years. Since Mr. Chen Chao retired by rotation and was re-elected as a director in the Company’s annual general meeting held on 24 May 2002, Mr. Chen has offered to retire at the forthcoming annual general meeting and, being eligible, will offer himself for re-election as director in accordance with the Code Provision.

Under the terms of their appointments, the non-executive directors and the independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation in accordance with the Company’s Bye-Laws.

The Company has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

DIRECTORS’ BIOGRAPHIES

Biographical details of the directors of the Company are set out on pages 37 to 39 of this Annual Report.

DIRECTORS’ SERVICE CONTRACTS

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.





董事於合約之權益

於本年度內，各董事於本公司或其任何附屬公司所參與訂立而與本集團業務有重大關係之任何合約中概無直接或間接擁有重大權益。

董事於證券之權益

董事所持本公司購股權之權益於下文「購股權計劃」一節中另行披露。

於二零零四年十二月三十一日，根據證券及期貨條例第XV部第352條規定本公司需備存的登記冊所記錄或依據上市發行人董事進行證券交易的標準守則（「標準守則」），本公司各董事及主要行政人員須知會本公司及聯交所彼等於本公司或任何本公司相聯法團（定義見證券及期貨條例）的股份、相關股份及債權證的權益及淡倉載列如下：

於本公司普通股之好倉

董事名稱 Name of Directors	所持普通股數目 Number of ordinary shares held	身份 Capacity	權益性質 Nature of Interest	約佔本公司已發行股本之百分比 Approximate % of issued share capital of the Company
李黑虎 Li Hei Hu	35,000,000	實益擁有人 beneficial owner	個人 personal	0.31%
陳潮 Chen Chao	30,000,000	實益擁有人 beneficial owner	個人 personal	0.26%
李景奇 Li Jing Qi	30,000,000	實益擁有人 beneficial owner	個人 personal	0.26%
劉軍 Liu Jun	25,000,000	實益擁有人 beneficial owner	個人 personal	0.22%
杜志強 To Chi Keung, Simon	15,000,000	實益擁有人 beneficial owner	個人 personal	0.13%

DIRECTORS' INTERESTS IN CONTRACTS

None of the directors had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

DIRECTORS' INTERESTS IN SECURITIES

The interests of the directors in the share options of the Company are separately disclosed in the section headed "SHARE OPTION SCHEME" below.

As at 31 December 2004, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules were as follows:

Long positions in ordinary shares of the Company





董事於證券之權益 (續)

於相聯法團股份之好倉

深圳高速公路股份有限公司 (「深圳高速」)

DIRECTORS' INTERESTS IN SECURITIES (continued)

Long position in shares of an associated corporation

Shenzhen Expressway Company Limited (“Shenzhen Expressway”)

約佔深圳高速
已發行股本之百分比

Approximate % of
issued share capital
of Shenzhen Expressway

董事名稱 Name of Director	所持H股數目 Number of H shares held	身份 Capacity	權益性質 Nature of Interest	約佔深圳高速 已發行股本之百分比 Approximate % of issued share capital of Shenzhen Expressway
劉 軍 Liu Jun	100,000	實益擁有人 beneficial owner	個人 personal	0.01%

除上文及下一節之「購股權計劃」所披露者外，於二零零四年十二月三十一日，本公司之董事或主要行政人員概無其他須根據證券及期貨條例第XV部第352條規定本公司需備存的登記冊所記錄或依據標準守則彼等須知會本公司及聯交所於本公司或任何本公司相聯法團（定義見證券及期貨條例）的股份、相關股份及債權證中的權益或淡倉。

Save as disclosed above and in the section headed “SHARE OPTION SCHEME” below, as at 31 December 2004, none of the directors or chief executives of the Company had any interests or short positions in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事購入股份或債券之權利

除上文「董事於證券之權益」一節及下文「購股權計劃」一節所披露者外，於年內任何時間，任何董事、主要行政人員或彼等各自之配偶或十八歲以下之子女概無獲授予任何可藉購入本公司或任何其他公司之股份或債券而獲益之權利，以上各人亦無行使任何該等權利，本公司或其任何附屬公司亦無參與訂立任何安排，以使董事、主要行政人員、彼等之配偶或十八歲以下之子女取得有關任何其他公司之該等權利。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the sections headed “DIRECTORS' INTERESTS IN SECURITIES” above and “SHARE OPTION SCHEME” below, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any directors, chief executive or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the directors, chief executive, their spouse or children under 18 years of age to acquire such rights in any other body corporate.





購股權計劃

本公司設立一項購股權計劃（「已屆滿計劃」），以鼓勵及獎勵對本集團之業務成果有所貢獻之合資格參與人士。已屆滿計劃之有效期由一九九四年四月十六日起至二零零四年四月十五日止十年，合資格參與人士包括本公司或其附屬公司之任何僱員或董事。

任何合資格參與人士按已屆滿計劃獲授之購股權總數，概不得超過按已屆滿計劃已發行及可予發行之股份總數之25%。

提呈授出之購股權可於提呈日期後二十八日內接納，惟承授人須以現金支付港幣1元之代價。授出之購股權之行使期由董事會決定，並於為期一個月之授權期以後開始，至購股權獲承授人接納後一個月起計之五週年或已屆滿計劃之期滿日（以較早者為準）結束。

根據已屆滿計劃，購股權之行使價由董事會決定，惟不得低於：(i)本公司股份於緊接提呈日期前五個交易日在聯交所所報之平均收市價之80%之價格，或(ii)本公司股份之面值，以較高者為準。自二零零一年九月一日起，根據上市規則第17.03條之新規定，購股權之行使價不得低於(i)本公司股份於緊接提呈日期前五個交易日在聯交所所報之平均收市價，或(ii)本公司股份於提呈日期在聯交所所報之收市價，以較高者為準。

SHARE OPTION SCHEME

The Company had operated a share option scheme (the “Expired Scheme”) for 10 years from 16 April 1994 to 15 April 2004 for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Expired Scheme include any employees or directors of the Company or its subsidiaries.

No eligible participant of the Expired Scheme shall be granted an aggregate number of share options which exceed 25% of the aggregate number of shares issued and issuable under the Expired Scheme.

The offer of a grant of share options may be accepted within 28 days from the date of the offer with a cash consideration of HK\$1 payable by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a vesting period of one month and ends on a date which is not later than five years from one month after the share options are accepted by the grantee or the expiry date of the Expired Scheme, if earlier.

Under the Expired Scheme, the exercise price of the share options is determinable by the directors, and shall not be less than the higher of (i) a price being not less than 80% of the average closing price of the Company’s shares as quoted on the Stock Exchange for the five trading days immediately preceding the date of offer; and (ii) the nominal value of the shares of the Company. Effective from 1 September 2001, in accordance with the new rule 17.03 of the Listing Rules, the exercise price of the share options must not be less than the higher of (i) the average closing price of the Company’s shares as quoted on the Stock Exchange for the five trading days immediately preceding the date of the offer; and (ii) the closing price of the Company’s shares as quoted on the Stock Exchange at the date of the offer.





購股權計劃 (續)

下表載列根據已屆滿計劃授出但尚未行使之購股權於本年度內變動之詳情：

SHARE OPTION SCHEME (continued)

The following table lists the details of the outstanding share options which were granted under the Expired Scheme and their movements during the financial year: -

參與人士 之姓名及類別 Name and category of participant	購股權數目 Number of share options					購股權 授出日期* Date of grant of share options *	購股權 行使期 Exercise period of share options	購股權 行使價** Exercise price of share options** 港幣元 HK\$	本公司之股份價格*** Price of the Company's shares***	
	於二零零四年 一月一日 As at 1 January 2004	年內授出 Granted during the year	年內行使 Exercised during the year	年內註銷/ 失效 Cancelled/ lapsed during the year	於二零零四年 十二月 三十一日 As at 31 December 2004				於購股權 授出日期 As at date of grant of share options 港幣元 HK\$	於購股權 行使日期 As at date of exercise of share options 港幣元 HK\$
董事 Directors										
李黑虎先生 Mr. Li Hei Hu	35,000,000	—	35,000,000	—	—	二零零零年 十二月二十一日 21 December 2000	二零零一年一月二十二日 至二零零四年四月十五日 22 January 2001 to 15 April 2004	0.272	0.290	0.350
陳 潮先生 Mr. Chen Chao	30,000,000	—	30,000,000	—	—	二零零零年 十二月二十一日 21 December 2000	二零零一年一月二十二日 至二零零四年四月十五日 22 January 2001 to 15 April 2004	0.272	0.290	0.350
李景奇先生 Mr. Li Jing Qi	30,000,000	—	30,000,000	—	—	二零零零年 十二月二十一日 21 December 2000	二零零一年一月二十二日 至二零零四年四月十五日 22 January 2001 to 15 April 2004	0.272	0.290	0.350
喬 剛先生 Mr. Qiao Gang	15,000,000	—	15,000,000	—	—	二零零零年 十二月二十一日 21 December 2000	二零零一年一月二十二日 至二零零四年四月十五日 22 January 2001 to 15 April 2004	0.272	0.290	0.350
孫玉麟先生* Mr. Sun Yu Lin *	15,000,000	—	15,000,000	—	—	二零零零年 十二月二十一日 21 December 2000	二零零一年一月二十二日 至二零零四年四月十五日 22 January 2001 to 15 April 2004	0.272	0.290	0.350
杜志強先生 Mr. To Chi Keung, Simon	15,000,000	—	15,000,000	—	—	二零零零年 十二月二十一日 21 December 2000	二零零一年一月二十二日 至二零零四年四月十五日 22 January 2001 to 15 April 2004	0.272	0.290	0.335
黃傳奇先生* Mr. Huang Chuan Qi *	15,000,000	—	—	15,000,000	—	二零零二年 七月十七日 17 July 2002	二零零二年八月十八日 至二零零四年四月十五日 18 August 2002 to 15 April 2004	0.336	0.315	不適用 N/A
劉 軍先生** Mr. Liu Jun **	25,000,000	—	25,000,000	—	—	二零零零年 十二月二十一日 21 December 2000	二零零一年一月二十二日 至二零零四年四月十五日 22 January 2001 to 15 April 2004	0.272	0.290	0.350
	180,000,000	—	165,000,000	15,000,000	—					





購股權計劃 (續)

SHARE OPTION SCHEME (continued)

參與人士 之姓名及類別 Name and category of participant	購股權數目 Number of share options					購股權 授出日期* Date of grant of share options*	購股權 行使期 period of share options	購股權 行使價** price of share options** 港幣元 HK\$	本公司之股份價格*** Price of the Company's shares***		
	於二零零四年 一月一日 As at 1 January 2004		年內授出 Granted during the year	年內行使 Exercised during the year	年內註銷/ 失效 Cancelled/ lapsed during the year				於二零零四年 十二月 三十一日 As at 31 December 2004	於購股權 授出日期 As at date of grant of share options	於購股權 行使日期 As at date of exercise of share options
	40,200,000	—								40,200,000	—
合計 In aggregate	40,200,000	—	40,200,000	—	—	二零零零年 十二月三十一日 21 December 2000	二零零一年一月二十二日 至二零零四年四月十五日 22 January 2001 to 15 April 2004	0.272	0.290	0.365	
	2,000,000	—	2,000,000	—	—	二零零一年 五月十八日 18 May 2001	二零零一年六月十九日 至二零零四年四月十五日 19 June 2001 to 15 April 2004	0.308	0.400	0.350	
	4,300,000	—	4,100,000	200,000	—	二零零二年 二月五日 5 February 2002	二零零二年三月六日 至二零零四年四月十五日 6 March 2002 to 15 April 2004	0.310	0.300	0.360	
	4,500,000	—	4,300,000	200,000	—	二零零二年 七月十七日 17 July 2002	二零零二年八月十八日 至二零零四年四月十五日 18 August 2002 to 15 April 2004	0.336	0.315	0.393	
	51,000,000	—	50,600,000	400,000	—						
	231,000,000	—	215,600,000	15,400,000	—						

孫玉麟先生及黃傳奇先生均已於二零零四年三月二十六日辭任本公司非執行董事。

Both Mr. Sun Yu Lin and Mr. Huang Chuan Qi resigned as non-executive directors of the Company on 26 March 2004.

劉軍先生於二零零四年五月二十四日獲委任為本公司執行董事。授予劉先生之購股權於本年度內由「其他僱員」中重新分類。

Mr. Liu Jun was appointed as an executive director of the Company on 24 May 2004. The share options granted to Mr. Liu were reclassified from "Other employees" during the financial year.

* 購股權之授權期為一個月。

* The vesting period of the share options was one month.

** 如進行供股、發行紅股或本公司股本有任何類似之變動，購股權之行使價可予調整。

** The exercise price of the share options was subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

*** 所披露之購股權授出日期之本公司股份價格，為其於緊接購股權授出日期前之交易日於聯交所所報之收市價。而所披露之購股權行使日期之本公司股份價格，則為其於緊接所披露類別之購股權獲行使當日前一日之加權平均收市價。

*** The price of the Company's shares disclosed as at the date of the grant of the share options was the closing price as quoted on the Stock Exchange of the trading day immediately prior to the date of the grant of the share options. The price of the Company's shares disclosed as at the date of the exercise of the share options was the weighted average closing price of the shares immediately before the date on which the share options within the disclosure category were exercised.





購股權計劃 (續)

已屆滿計劃於二零零四年四月十五日日期滿後，本公司股東已於二零零四年四月三十日舉行的股東特別大會上批准及採納了一項新購股權計劃（「新計劃」）。新計劃之有效期由二零零四年四月三十日起計十年，是一項股份獎勵計劃，旨在嘉許及推動對本集團之長遠發展及盈利能力作出重要貢獻之合資格參與人士。

由董事會釐定之合資格參與新計劃者包括 (a) 本集團之任何全職僱員；(b) 本集團、聯營公司及共同控權合資公司之任何董事（包括執行、非執行或獨立非執行董事）；或(c) 本公司之任何主要股東。

根據新計劃可予發行之本公司股份總數為 1,143,281,162 股，相當於本年報日期之本公司已發行股本之 10%。根據新計劃，每名合資格參與者於任何十二個月內行使獲授之購股權（包括已行使及尚未行使之購股權）而發行及將予發行之本公司股份總數，不得超過本公司已發行股份之 1%。倘向一名合資格參與者進一步授出購股權，將導致該名合資格參與者於任何十二個月內行使獲授之購股權（包括已行使、已註銷及尚未行使之購股權）而發行及將予發行之本公司股份總數超過本公司已發行股份之 1%，該項進一步授出須經本公司股東在股東大會上另行批准。

SHARE OPTION SCHEME (continued)

After the expiration of the Expired Scheme on 15 April 2004, a new share option scheme (the “New Scheme”) was approved and adopted by the shareholders of the Company at a special general meeting held on 30 April 2004. The New Scheme is valid and effective for a period of 10 years commencing on 30 April 2004 and is a share incentive scheme to reward and motivate the eligible participants whose contributions are important to the long-term growth and profitability of the Group.

Eligible participants of the New Scheme include person being (a) any full-time employee of the Group, (b) any director (including executive, non-executive or independent non-executive directors) of the Group, associated companies and jointly-controlled entities of the Group or (c) any substantial shareholder of the Company, to be determined by the board of directors.

The total number of shares of the Company available for issue under the New Scheme is 1,143,281,162 shares which represent 10% of the issued share capital of the Company as at the date of this annual report. The total number of shares of the Company issued and to be issued upon exercise of the share options granted to each eligible participant (including both exercised and outstanding share options) under the New Scheme in any 12-month period must not exceed 1% of the shares of the Company in issue. Where any further grant of share options to an eligible participant would result in the shares of the Company issued and to be issued upon exercise of all share options granted and to be granted to such eligible participant (including exercised, cancelled and outstanding share options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares of the Company in issue, such further grant must be separately approved by the shareholders of the Company in general meeting.





購股權計劃 (續)

根據新計劃提呈授出之購股權可於提呈日期後七日內接納，惟承授人須以現金支付港幣1元之代價。授出之購股權之行使期由董事會決定，惟於任何情況下，該期間不得超逾授出日期起計五年。

根據新計劃，認購價為董事會全權釐定，且將不低於以下較高者：(i) 本公司股份於授出日期在聯交所日報表所報之收市價；(ii) 本公司股份於緊接授出日期前五個營業日在聯交所日報表所報之平均收市價；及(iii) 本公司股份於授出日期之面值。

自新計劃於二零零四年四月三十日採納以來，於年內概無任何購股權根據新計劃獲授出、行使、註銷或失效。

SHARE OPTION SCHEME (continued)

An offer of a grant of share options under the New Scheme may be accepted within 7 days from the date of the offer with a cash consideration of HK\$1 payable by the grantee to the Company. The period for the exercise of a share option is determined by the directors, but in any event such period shall not go beyond 5 years from the date of offer.

Under the New Scheme, the subscription price is solely determined by the board of directors and shall be at least the higher of: (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of offer; (ii) the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company on the date of offer.

Since the adoption of the New Scheme on 30 April 2004, no share options were granted, exercised, cancelled or lapsed under the New Scheme during the financial year.





主要股東於股份之權益

於二零零四年十二月三十一日，根據證券及期貨條例第XV部第336條規定備存的登記冊所記錄，本公司各主要股東（不包括董事或主要行政人員）於本公司的股份及相關股份的權益及淡倉載列如下：

於本公司普通股及相關股份之好倉

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 31 December 2004, the interests and short positions of the substantial shareholders, other than directors 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 Part XV of the SFO are set out below :

Long positions in ordinary shares and underlying shares of the Company

股東名稱 Name of shareholders	所持 普通股數目 Number of ordinary shares held	所持相關 股份數目 Number of underlying shares held	身份 Capacity	約佔本公司 已發行股本 之百分比 Approximate % of issued share capital of the Company
深圳市投資管理公司 （「深圳投資」）— 附註(1) Shenzhen Investment Holding Corporation (“SIHC”) – Note(1)	4,963,684,042	—	受控制公司之權益 interest of controlled corporations	43.42%
深圳投資— 附註(2) SIHC – Note (2)	—	904,109,589	實益擁有人 beneficial owner	7.91%
Ultrarich International Limited (“Ultrarich”)	4,836,363,636	—	實益擁有人 beneficial owner	42.30%

附註：

- (1) Ultrarich為深圳投資之全資附屬公司，故深圳投資被視作擁有上文所披露Ultrarich持有之4,836,363,636股股份。深圳投資持有之其餘股份權益乃由深圳投資另一全資附屬公司持有。
- (2) 深圳投資持有本公司發行面額港幣330,000,000元免利息之可換股票據，該可換股票據可按原定換股價每股港幣0.365元（可加以調整）轉換為904,109,589股本公司之普通股。於二零零四年十二月三十一日，深圳投資尚未行使該可換股票據。

Notes:

- (1) Ultrarich is a wholly-owned subsidiary of SIHC and accordingly SIHC was deemed to be interested in the 4,836,363,636 shares owned by Ultrarich as disclosed above. The balance of the shares in which SIHC was interested, were owned by another wholly-owned subsidiary of SIHC.
- (2) SIHC owns a non-interest bearing convertible note issued by the Company with a principal amount of HK\$330,000,000 carrying rights to convert into 904,109,589 ordinary shares of the Company at an initial conversion price of HK\$0.365 per share, subject to adjustment. As at 31 December 2004, SIHC has not exercised any conversion rights of the convertible note.





主要股東於股份之權益 (續)

除上文所披露者外，於二零零四年十二月三十一日，本公司並無獲悉尚有任何本公司主要股東(不包括董事或主要行政人員)持有本公司的股份及相關股份的權益或淡倉，而須登記於根據證券及期貨條例第XV部第336條規定備存的登記冊內。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES (continued)

Save as disclosed above, as at 31 December 2004, the Company had not been notified by any substantial shareholders, other than directors or chief executives of the Company, who had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept under section 336 of Part XV of the SFO.





其他人士於股份之權益

於二零零四年十二月三十一日，根據證券及期貨條例第XV部第336條規定備存的登記冊所記錄，其他人士於本公司的股份及相關股份的權益及淡倉載列如下：

於本公司普通股之好倉

OTHER PERSONS' INTERESTS IN SHARES

As at 31 December 2004, the interests and short positions of other persons in the shares and underlying shares of the Company, which are required to be recorded in the register kept by the Company under section 336 of Part XV of the SFO are set out below :

Long positions in ordinary shares of the Company

股東名稱 Name of shareholders	所持普通股數目 Number of ordinary shares held	身份 Capacity	約佔本公司已發行股本之百分比 Approximate % of issued share capital of the Company
李嘉誠 – 附註(1)及(2) Li Ka Shing – Notes (1)&(2)	803,485,000	全權信託之成立人及受控制公司之權益 founder of discretionary trusts and interest of controlled corporations	7.03%
Li Ka-Shing Unity Trustee Corporation Limited (“TDT1”) – 附註(1)及(2) – Notes (1)&(2)	803,485,000	信託人及信託受益人 trustee and beneficiary of a trust	7.03%
Li Ka-Shing Unity Trustcorp Limited (“TDT2”) – 附註(1)及(2) – Notes (1)&(2)	803,485,000	信託人及信託受益人 trustee and beneficiary of a trust	7.03%
Li Ka-Shing Unity Trustee Company Limited (“TUT1”) – 附註(1)及(2) – Notes (1)&(2)	803,485,000	信託人 trustee	7.03%
長江實業（集團）有限公司 （「長實」） – 附註(1)及(2) Cheung Kong (Holdings) Limited (“CKH”) – Notes (1)&(2)	803,485,000	受控制公司之權益 interest of controlled corporations	7.03%





其他人士於股份之權益 (續)

附註：

- (1) 該等本公司之股份包括：
- (a) 由Starcom Venture Limited (「Starcom」) 持有之266,835,000股股份，而Starcom為長實全資擁有之附屬公司Cheung Kong Investment Company Limited之全資附屬公司；及
- (b) 由 Campsie Developments Limited (「Campsie」) 持有之536,650,000股股份，而Campsie為和記黃埔有限公司 (「和黃」) 全資擁有之附屬公司 Hutchison International Limited 之全資附屬公司。
- (2) 李嘉誠先生、李澤鉅先生及李澤楷先生各自擁有Li Ka-Shing Unity Holdings Limited (「Unity Holdings」) 三分之一已發行股本，而該公司則擁有TUT1之全部已發行股本。TUT1以The Li Ka-Shing Unity Trust (「UT1」) 信託人之身份，連同若干公司合共持有長實三分之一以上之已發行股本，而TUT1以UT1信託人之身份有權在該等公司之股東大會上行使或控制行使三分之一以上之投票權。長實之若干附屬公司有權在和黃之股東大會上行使或控制行使三分之一以上之投票權。

此外，Unity Holdings亦擁有TDT1 (The Li Ka-Shing Unity Discretionary Trust (「DT1」) 之信託人) 以及TDT2 (另一項全權信託 (「DT2」) 之信託人) 之全部已發行股本。TDT1及TDT2均持有UT1之信託單位。

根據證券及期貨條例，李嘉誠先生 (身為財產授予人以及就證券及期貨條例而言可能被視為DT1及DT2之成立人)、TDT1、TDT2、TUT1及長實均被視為擁有由Starcom及Campsie所持有之合共803,485,000股本公司股份之權益。

除上文披露者外，於二零零四年十二月三十一日，本公司並無獲悉尚有任何其他人士持有公司的股份及相關股份的權益或淡倉，而須登記於根據證券及期貨條例第XV部第336條規定備存的登記冊內。

OTHER PERSONS' INTERESTS IN SHARES (continued)

Notes:

- (1) Such shares in the Company comprise:
- (a) the 266,835,000 shares held by Starcom Venture Limited ("Starcom"), a wholly-owned subsidiary of Cheung Kong Investment Company Limited, which in turn is a wholly-owned subsidiary of CKH; and
- (b) the 536,650,000 shares held by Campsie Developments Limited ("Campsie"), a wholly-owned subsidiary of Hutchison International Limited, which in turn is a wholly-owned subsidiary of Hutchison Whampoa Limited ("HWL").
- (2) Li Ka-Shing Unity Holdings Limited ("Unity Holdings"), of which each of Mr. Li Ka-Shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital, owns the entire issued share capital of TUT1. TUT1 as trustee of The Li Ka-Shing Unity Trust ("UT1"), together with certain companies which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, hold more than one-third of the issued share capital of CKH. Certain subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL.

In addition, Unity Holdings also owns the entire issued share capital of TDT1 as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and TDT2 as trustee of another discretionary trust ("DT2"). Each of TDT1 and TDT2 holds units in UT1.

By virtue of the SFO, each of Mr. Li Ka-Shing (being the settlor and may be regarded as a founder of DT1 and DT2 for the purpose of the SFO), TDT1, TDT2, TUT1 and CKH is deemed to be interested in the aggregate 803,485,000 shares of the Company held by Starcom and Campsie.

Save as disclosed above, as at 31 December 2004, the Company had not been notified by any other persons who had interests or short positions in the shares and underlying shares of the Company, which are required to be recorded in the register required to be kept under section 336 of Part XV of the SFO.





關連人士交易及關連交易

本集團之重大關連人士交易(但並不構成上市規則之關連交易及持續關連交易)之詳情載於財務報表附註三十八。

結算日後事項

本集團結算日後事項之詳情載於財務報表附註三十九。

最佳應用守則

各董事認為，本公司於本年度內均一直遵守上市規則附錄十四所載之最佳應用守則(「該守則」)之規定。然而，本公司之非執行董事及獨立非執行董事並無根據該守則第七段之要求，按指定之任期委任，惟根據本公司之公司細則，彼等須於本公司之股東週年大會上輪值退任及膺選連任。

標準守則

本公司已採納一套有關本公司董事進行證券交易之行為守則，該守則之條款不低於標準守則所要求之標準。本公司各董事於本年度內一直遵守標準守則。

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of significant related party transactions of the Group (which do not constitute connected transactions or continuing connected transactions under the Listing Rules) are set out in note 38 to the financial statements.

POST BALANCE SHEET EVENTS

Details of post balance sheet events of the Group are set out in note 39 to the financial statements.

CODE OF BEST PRACTICE

In the opinion of the directors, the Company complied with the Code of Best Practice (the “Code”) as set out in Appendix 14 of the Listing Rules throughout the financial year, except that the non-executive directors and the independent non-executive directors of the Company were not appointed for specific terms as required under paragraph 7 of the Code, but are subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Bye-Laws of the Company.

MODEL CODE

The Company has adopted a code of conduct regarding securities transactions by directors of the Company on terms no less exacting than the required standard set out in the Model Code. The directors of the Company have complied with the Model Code during the financial year.





審核委員會

本公司之審核委員會於一九九五年成立。於制定及採納審核委員會之職權範圍書時，董事已參照香港會計師公會頒佈之「成立審核委員會指引」。

審核委員會就集團審計範圍內的事項擔任董事會與本公司核數師之間的重要橋樑。審核委員會亦負責審核及監察集團的財務滙報及檢討公司外部審核工作，以及內部監控與風險評估等方面的效能。審核委員會由三位獨立非執行董事組成，成員包括梁銘源先生(主席)、丁迅先生及王獻平先生。王獻平先生於二零零四年四月三十日舉行的本公司股東週年大會結束時，退任本公司董事後，審核委員會剩下兩名成員。於二零零四年八月十六日，聶潤榮先生獲委任為本公司獨立非執行董事以及審核委員會成員。於本年度內，審核委員會舉行了三次會議。

薪酬委員會及提名委員會

為進一步加強本集團的內部監控制度及持續提升本集團的企業管治水平，以確保集團資產能有效運用及增值，使股東的利益得到更佳保障，董事會已於二零零三年十二月分別成立了薪酬委員會及提名委員會。

AUDIT COMMITTEE

The Company established the Audit Committee in 1995. In establishing and adopting the terms of reference of the Audit Committee, the directors have had regard to the “Guide for the Formation of an Audit Committee” issued by the Hong Kong Institute of Certified Public Accountants.

The Audit Committee performs the key link between the board of directors and the auditors of the Company in respect of the audit works of the Group. The Audit Committee is also responsible for the review and supervision of the financial reporting of the Group as well as the review of the efficiency of the external audit works, internal control and risk evaluation of the Company. The Audit Committee comprises three independent non-executive directors, namely Mr. Leung Ming Yuen, Simon (Chairman), Mr. Ding Xun and Mr. Wang Xian Ping. Following the retirement of Mr. Wang Xian Ping as a director of the Company at the conclusion of the annual general meeting on 30 April 2004, two members remain with the Audit Committee. On 16 August 2004, Mr. Nip Yun Wing was appointed as an independent non-executive director of the Company and also a member of the Audit Committee. Three Audit Committee meetings were held during the financial year.

REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

To further strengthen the internal control system and continuously improve the standard of corporate governance of the Group so as to ensure an efficient deployment and added value of the Group's assets, thereby provide comprehensive protection to shareholders' interests, the board of directors established the Remuneration Committee and the Nomination Committee in December 2003 respectively.





薪酬委員會及提名委員會 (續)

薪酬委員會的主要職能為設立正規而透明的程序及政策，以制定董事的薪酬；而提名委員會的職能則為確保本公司委任合適的董事及使董事連任的程序更具透明度。兩個委員會的成員相同，均由兩位獨立非執行董事及一位執行董事組成，成員包括丁迅先生(主席)、梁銘源先生及李景奇先生。於本年度內，薪酬委員會及提名委員會分別舉行了五次及四次會議。

公眾持股量

於本報告日期，以董事知悉的公開資料作基準，本公司維持充足公眾持股量。

核數師

安永會計師事務所在本公司於二零零二年五月二十四日舉行之股東週年大會上任滿告退，而羅兵咸永道會計師事務所於當日獲委任為本公司之核數師。除上文所述者外，本公司於過去三年內並無更換核數師。在即將舉行之股東週年大會上，羅兵咸永道會計師事務所將會依章告退，而本公司將提呈決議案，續聘羅兵咸永道會計師事務所為本公司之核數師。

承董事會命

主席
李黑虎

香港，二零零五年三月二十三日

REMUNERATION COMMITTEE AND NOMINATION COMMITTEE (continued)

The Remuneration Committee is responsible for the formulation of formal and transparent procedures and policies for the determination of directors' remuneration. The Nomination Committee is responsible for the appointment of suitable directors of the Company and to ensure the transparency of the re-election procedures of directors. The two committees comprise the same members (two independent non-executive directors and an executive director), namely, Mr. Ding Xun (Chairman), Mr. Leung Ming Yuen, Simon and Mr. Li Jing Qi. During the financial year, five and four meetings were held by the Remuneration Committee and Nomination Committee respectively.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained a sufficient public float.

AUDITORS

Messrs. Ernst & Young retired and Messrs. PricewaterhouseCoopers was appointed as the auditors of the Company at the annual general meeting of the Company held on 24 May 2002. Save as disclosed above, there have been no changes of the auditors of the Company during the past three years. Messrs. PricewaterhouseCoopers will retire and a resolution for their re-appointment as the auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Li Hei Hu
Chairman

Hong Kong, 23 March 2005

