

## 董事會報告

董事會欣然提呈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之週年報告及經審核財務報表。

### 主要業務

本集團從事生產及銷售五十鈴輕型商用車、多功能汽車、皮卡車、重型車、其他汽車和汽車零件及部件。有關本公司於二零零四年十二月三十一日附屬公司之詳情載於財務報表附註18。

### 分析資料

有關本集團業務及地區分析資料之詳情載於財務報表附註5。

### 業績及分配

有關本集團本年度內業績及本公司分配之詳情載於年報第29頁之綜合損益表及附屬的財務報表附註。董事建議派發末期股息每股人民幣0.05元予於二零零五年五月二十四日名列本公司股東名冊之股東。

### 物業、機器及設備

本集團於本年度內添置物業、機器及設備約人民幣18,980,000元，以用作擴充生產設施。有關本集團及本公司物業、機器與設備之變動詳情載於財務報表附註16。

## DIRECTORS' REPORT

The directors have pleasure in presenting their annual report and audited financial statements of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2004.

### PRINCIPAL ACTIVITIES

The Group is engaged in the production and sale of Isuzu light-duty trucks, multi-purposes vehicles, pick-up trucks, heavy-duty trucks, other vehicles and automobile parts and accessories. Details of the Company's subsidiaries as at 31st December, 2004 are set out in note 18 to the financial statements.

### SEGMENTAL INFORMATION

Details of segmental information are set out in note 5 to the financial statements.

### RESULTS AND APPROPRIATIONS

Details of the results of the Group and appropriations of the Company during the year are set out in the consolidated income statement on page 29 of the annual report and the accompanying notes to the financial statements. The directors recommend the payment of a final dividend of RMB0.05 per share to the shareholders whose names appear on the register of shareholders on 24th May, 2005.

### PROPERTY, PLANT AND EQUIPMENT

During the year, the Group incurred approximately RMB18,980,000 on acquisition of property, plant and equipment for expansion of its production facilities. Details of movements in property, plant and equipment of the Group and the Company during the year are set out in note 16 to the financial statements.

## 董事會報告

## DIRECTORS' REPORT

### 董事及監事

於本年度內及本報告截至日之本公司董事及監事之名單如下：

#### 執行董事：

吳雲 (董事長)  
高建民  
望月義人  
宋振遠  
劉光明  
潘勇  
樂華強

#### 獨立非執行董事：

龍濤  
宋小江  
徐秉金 (於二零零四年  
九月二十二日  
獲委任)

#### 監事：

劉琦  
周紅  
馮嘉陵

除二零零四年九月二十二日獲委任的徐秉金先生外，所有在任董事均與本公司於二零零三年六月十七日更新為期三年的服務合約。

按本公司章程的條例，董事長和其他董事任期為三年，自授任或連選之日起計，可連選連任。所有在任董事服務年期在股東週年大會召開前均未到期，因此繼續留任。

### DIRECTORS AND SUPERVISORS

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

#### Executive directors:

Wu Yun (Chairman)  
Gao Jianmin  
Yoshito Mochizuki  
Song Zhenyuan  
Liu Guangming  
Pan Yong  
Yue Huaqiang

#### Independent non-executive directors:

Long Tao  
Song Xiaojiang  
Xu Bingjin (appointed on 22nd September, 2004)

#### Supervisors:

Liu Qi  
Zhou Hong  
Feng Jialing

All directors, except Mr. Xu Bingjin who was appointed on 22nd September, 2004, had renewed their service contracts with the Company for a term of three years commencing on 17th June, 2003.

In accordance with the provision of the Company's Articles of Association, the term of office of the Chairman and other directors shall be three years renewable upon re-appointment or re-election. None of the directors' terms of office will expire at the forthcoming annual general meeting and all directors continue in office.

## 董事會報告

### 董事及監事(續)

按中華人民共和國(「中國」)公司法，監事任期亦為三年，可連選連任。所有在任監事服務年期在股東週年大會前均未到期，因此繼續留任。

無任何董事或監事與本公司或其附屬公司訂有若於一年內本集團如終止即須作出賠償(法定賠償除外)之服務合約。

### 董事、監事及最高行政人員之股份權益

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於本公司或其相聯法團(定義見香港證券及期貨條例(「證券及期貨條例」))之股份，相關股份及債權證中擁有根據證券及期貨條例第352條規定須予備存之名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及香港聯合交易所有限公司的權益或淡倉。

## DIRECTORS' REPORT

### DIRECTORS AND SUPERVISORS (Cont'd)

In accordance with the provisions of the Companies Law in the People's Republic of China (the "PRC"), the term of office of supervisors shall also be three years and renewable upon re-appointment or re-election. None of the supervisors' terms of office will expire at the forthcoming annual general meeting and all supervisors continue in office.

None of the directors or supervisors has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' 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 Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

## 董事會報告

## DIRECTORS' REPORT

### 股東人數及主要股東

於二零零四年十二月三十一日，本公司股東名冊上的股東人數為179名及根據證券及期貨條例第336條規定須由本公司備存的股份權益及淡倉登記冊所記錄，本公司董事、監事或最高行政人員以外之股東擁有佔本公司有關類別已發行股本5%或以上的權益及淡倉如下：

本公司股份的好倉情況：

### NUMBER OF SHAREHOLDERS AND SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2004, there were 179 shareholders recorded in the register of shareholders of the Company and the shareholders other than a director, supervisor or chief executive of the Company, having an interest and short positions in 5% or more of the issued share capital of the relevant classes as recorded in the register of interests in the shares and short position required to be kept by the Company under Section 336 of SFO were as follows:

Long positions in the shares of the Company:

股東名稱 Name of shareholders	股份類別 Class of shares	股份數目 Number of shares	權益性質 Nature of interests	身份 Capacity	佔有關類別的股本比率 Percentage of the relevant class of share capital	佔總股本比率 Percentage of entire share capital
慶鈴汽車(集團)有限公司 ([慶鈴集團]) Qingling Motors (Group) Company Limited ("Qingling Group")	內資股 Domestic shares	1,243,616,403股 1,243,616,403 shares	法團權益 Corporate interest	實益擁有人 Beneficial owner	100.00%	50.10%
五十鈴汽車有限公司 Isuzu Motors Ltd.	外資股(H股) Foreign shares (H shares)	171,493,254股 171,493,254 shares	法團權益 Corporate interest	實益擁有人 Beneficial owner	13.85%	6.91%

## 董事會報告

### 股東人數及主要股東(續)

除上文所披露者外，根據證券及期貨條例第336條規定須予備存的登記冊所示，本公司截至二零零四年十二月三十一日並無接獲任何有關本公司股份及相關股份的權益或淡倉的通知。

### 購入股份或債券之權利

本公司、其附屬公司、其最終控股公司或同系附屬公司概無於本年度內任何時間訂立任何安排，使本公司之董事、監事及最高行政人員可藉此購入本公司或任何其他法人團體之股份或債券而得益。

### 董事及監事之合約權益

本公司、其附屬公司、其最終控股公司或同系附屬公司於結算日或本年度內任何時間概無簽訂任何董事及監事於其中擁有直接或間接重大利益關係之重要合約。

## DIRECTORS' REPORT

### NUMBER OF SHAREHOLDERS AND SUBSTANTIAL SHAREHOLDERS (Cont'd)

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.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its subsidiaries, its ultimate holding company or fellow subsidiaries, a party to any arrangements to enable the directors, supervisors and chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS

No contract of significance to which the Company, its subsidiaries, its ultimate holding company or fellow subsidiaries, was a party and in which a director or supervisor of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## 董事會報告

### 與股東之合約

於本年度內，本集團與慶鈴集團，其附屬公司及聯繫人，及五十鈴汽車有限公司（「五十鈴」）及其全資附屬公司，五十鈴（中國）投資有限公司（統稱「五十鈴集團」）均有交易。慶鈴集團及五十鈴分別於二零零四年十二月三十一日持有本公司發行股本之50.10%及6.91%。此等交易之詳情如下：

- (1) 與慶鈴集團，其附屬公司及其聯繫人等之重要交易：

在本公司載入財務報表附註1所述之重組時，本集團與慶鈴集團已簽訂一份有關提供服務給慶鈴集團及由慶鈴集團向本集團提供服務之服務協議書。此服務協議書已於二零零四年七月一日到期。除此以外，本集團與慶鈴集團也簽訂一份有關慶鈴集團向本集團提供為本集團生產所需之若干零部件與配件之零部件供應協議書。

於二零零零年八月二十一日，本公司亦簽訂一份關於本公司出租若干模具及夾具設備予慶鈴集團之租約。該租約為期一年，而每月之租金等於本公司所發生之折舊額。於二零零三年及於本年內，本公司分別更新了此租約一年，所有細則維持不變。

## DIRECTORS' REPORT

### CONTRACTS WITH SHAREHOLDERS

During the year, the Group had transactions with Qingling Group, its subsidiaries and its associate, Isuzu Motors Limited ("Isuzu") and its wholly-owned subsidiary, Isuzu (China) Holding Co., Ltd. (collectively "Isuzu Group"). Qingling Group and Isuzu held 50.10% and 6.91% of the issued share capital of the Company respectively as at 31st December, 2004. Details of these transactions are as follows:

- (a) Significant transactions with Qingling Group, its subsidiaries and its associate:

At the time of reorganisation of the Company as described in note 1 to the financial statements, the Group had entered into a service agreement in relation to the provision of services to Qingling Group and vice versa. The service agreement was expired on 1st July, 2004. In addition, the Group had also entered into a parts supply agreement with Qingling Group whereby Qingling Group agreed to provide the Group with certain parts and components produced by Qingling Group and which are required in the production processes of the Group.

On 21st August, 2000, the Company also entered into a rental agreement with Qingling Group whereby the Company agreed to rent certain moulds and tooling equipment to Qingling Group for a period of one year. The monthly rental was calculated based on the actual depreciation cost incurred by the Company. The Company has renewed the rental agreement in 2003 and 2004 for another year upon the expiration of the relevant agreement with the terms of the agreement remained unchanged.

## 董事會報告

## DIRECTORS' REPORT

### 與股東之合約(續)

於本年度內與慶鈴集團之交易詳情載於財務報表附註28(1)。

本年度內，本公司與數間慶鈴集團擁有權益之中外合資公司發生交易。這些公司包括重慶慶鈴鑄造有限公司(慶鈴集團及五十鈴分別擁有60.38%及36.16%權益)，重慶慶鈴鍛造有限公司(慶鈴集團及五十鈴分別擁有55.03%及28.79%權益)，重慶慶鈴車橋有限公司(慶鈴集團及五十鈴分別擁有49.64%及25.00%權益)，重慶慶鈴日發座椅有限公司(慶鈴集團及五十鈴分別擁有50.80%及3.00%權益)，重慶慶鈴塑料有限公司(慶鈴集團及五十鈴分別擁有53.15%及25.00%權益)及重慶慶鈴鑄鋁有限公司(慶鈴集團及五十鈴分別擁有58.40%及25.00%權益)。有關此等交易詳情載於財務報表附註28(2)至28(7)。

與慶鈴集團無關之本公司獨立非執行董事已察閱及確認以上交易是按照監管此等交易的協議內條款進行，如無有關協議，則按不遜於獨立第三者可得／給予的條款進行，並在本集團一般正常業務下進行。

### CONTRACTS WITH SHAREHOLDERS (Cont'd)

Details of transactions with Qingling Group during the year are set out in note 28(a) to the financial statements.

During the year, the Company also had certain transactions with certain sino-foreign joint venture companies in which Qingling Group has certain interest. These companies include 重慶慶鈴鑄造有限公司 (in which Qingling Group and Isuzu have 60.38% and 36.16% interest respectively), 重慶慶鈴鍛造有限公司 (in which Qingling Group and Isuzu have 55.03% and 28.79% interest respectively), 重慶慶鈴車橋有限公司 (in which Qingling Group and Isuzu have 49.64% and 25.00% interest respectively), 重慶慶鈴日發座椅有限公司 (in which Qingling Group and Isuzu have 50.80% and 3.00% interest respectively), 重慶慶鈴塑料有限公司 (in which Qingling Group and Isuzu have 53.15% and 25.00% interest respectively) and 重慶慶鈴鑄鋁有限公司 (in which Qingling Group and Isuzu have 58.40% and 25.00% interest respectively). Details of these transactions are set out in note 28(b) to 28(g) to the financial statements respectively.

Independent non-executive directors of the Company, who are not connected with Qingling Group, have reviewed and confirmed that the above transactions had been conducted in accordance with the terms of the relevant agreements governing these transactions or, if there was no such agreement, on terms being no less favourable than those terms available to/from independent third parties and in the ordinary and normal course of business of the Group.

## 董事會報告

## DIRECTORS' REPORT

### 與股東之合約(續)

### CONTRACTS WITH SHAREHOLDERS (Cont'd)

(2) 與五十鈴集團之重要交易：

(b) Significant transactions with Isuzu Group:

人民幣千元  
RMB'000

銷售貨車及其他車輛產生之提成費	Royalties on sale of trucks and other vehicles	24,088
銷售套裝零部件	Sales of accessory sets	31,430
銷售模具	Sales of moulds	<u>1,494</u>

另外，五十鈴集團亦透過某日本貿易公司供應零件及部件與機器及設備予本集團，該等交易乃按照日本一般正常商業程序進行。於本年度內該等交易詳情如下：

Isuzu Group also supplies parts and components and plant and equipment to the Group through a Japanese trading company in accordance with normal commercial practices in Japan. Details of such transactions during the year are as follows:

人民幣千元  
RMB'000

供應零件及部件	Supply of parts and components	<u>2,030,632</u>
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除上述外，本集團有相當部份之交易乃與其它中國國營企業進行。該等交易乃按照與中國有關機構商訂之條款進行。

Other than the above, a significant portion of transactions undertaken by the Group have been effected with other state-owned enterprises in the PRC and on such terms as have been determined with the relevant PRC authorities.



## 董事會報告

### 五大供應商及經銷商

於二零零四年十二月三十一日止年度內，本集團的前五大供應商佔總採購額79%，而最大供應商佔總採購額65%。慶鈴集團，一間慶鈴集團之聯營公司與五十鈴透過其供應零件及部件予本集團的某日本貿易公司均屬本集團之五大供應商。與慶鈴集團，其附屬公司及其聯繫人等，及五十鈴集團交易詳情載於上文「與股東之合約」一節內披露。除上述披露外，於二零零四年十二月三十一日止年度內，本公司董事及監事，其聯繫人或任何股東（據董事會所知擁有5%以上本公司之股本者），並沒有擁有本集團五大供應商任何權益。

於二零零四年十二月三十一日止年度內，本集團與五大經銷商所發生之總銷售額低於本集團總銷售額之30%。

### 可換股證券、購股權、認股權證或類似權利

本公司於本年度內並無發行任何可換股證券、購股權、認股權證或類似權利。

### 購買、出售或贖回本公司之上市證券

本公司及其附屬公司於本年度內並無購買、出售、贖回或註銷本公司之上市證券。

## DIRECTORS' REPORT

### FIVE LARGEST SUPPLIERS AND CUSTOMERS

For the year ended 31st December, 2004, the five largest suppliers accounted for 79% of the total purchases of the Group. The largest supplier accounted for 65% of the total purchases. Qingling Group, an associate of Qingling Group and the Japanese trading company through which Isuzu channels its supply of parts and components to the Group are included in the five largest suppliers of the Group. Details of transactions with Qingling Group, its subsidiaries and associate and with Isuzu Group are set out in the section "Contracts with Shareholders" above. Other than disclosed above, the Company's directors and supervisors, their associates or any shareholders (which to the knowledge of the directors own more than 5% of the Company's share capital), did not have any interests in the Group's five largest suppliers for the year ended 31st December, 2004.

For the year ended 31st December, 2004, the aggregate sales attributable to the Group's five largest customers were less than 30% of the Group's total sales.

### CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

There were no outstanding or conversion of convertible securities, options, warrants or similar rights during the year.

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

There were no purchase, sale, redemption or cancellation of the Company's listed securities by the Company and its subsidiaries during the year.

## 董事會報告

### 優先購股權

本公司之公司組織章程並無有關優先購股權之條款。

### 公司管治

本公司於截至二零零四年十二月三十一日止年度內一直遵守香港聯合交易所證券上市規則（「上市規則」）附錄14當時所載之最佳應用守則，惟於二零零四年九月二十二日前未有遵守最佳應用守則第14段所載之指引。本公司於二零零四年九月二十二日前並未按上市規則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。

本公司已採納上市規則附錄10所訂之標準守則作為有關董事及監事進行證券交易的守則。在經向所有董事及監事作出特定查詢之後，本公司確認所有董事及監事均有遵守該標準守則所訂的準則。

本公司仍未按上市規則第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。

本公司已取得各獨立非執行董事每年確認其獨立地位的確認函。本公司亦認為每位獨立非執行董事就本公司而言，其地位是獨立的。但本公司仍未按上市規則第19A.18(1)條聘用一名香港居民為獨立非執行董事。本公司現正尋找適當人選以盡快出任該職位。

## DIRECTORS' REPORT

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association.

### CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31st December, 2004 with the Code of Best Practice as was then set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") except that the guidelines set out in paragraph 14 of the Code were not complied with prior to 22nd September, 2004. Prior to 22nd September, 2004, the Company had not established an audit committee to review and supervise the Company's financial reporting process and internal controls according to the Listing Rules.

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

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

The Company has received annual confirmation from each of the independent non-executive directors as regards to their independence to the Company and considers that each of the independent non-executive directors is independent to the Company. However, the Company has not yet employed an ordinary Hong Kong resident as an independent non-executive director pursuant to Rule 19A.18(1) of the Listing Rules. The Company is in the process of locating a suitable candidate to assume such position as soon as possible.

## 董事會報告

### 公眾持股量

在本年度報告刊發之日，根據本公司取得的公開資料及就董事所知悉，於本公司的公眾持股量是足夠的，此乃因為公眾持股量並不少於本公司已發行的股本百分之二十五。

### 核數師

在最近三個會計年度，德勤華永會計師事務所有限公司及德勤•關黃陳方會計師行分別為本公司之國內及境外核數師。

有關續聘德勤華永會計師事務所有限公司及德勤•關黃陳方會計師行為本公司之核數師之決議案將於本公司之股東週年大會上提呈。

承董事會命

吳雲  
董事長

重慶，二零零五年四月二十日

## DIRECTORS' REPORT

### PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its directors, as at the date of this annual report, there is sufficient public float, as not less than 25% of the Company's issued shares are held by the public.

### AUDITORS

Messrs. Deloitte Touche Tohmatsu CPA Ltd. and Messrs. Deloitte Touche Tohmatsu have acted as auditors of the Company for PRC and international reporting purposes respectively for the past three financial years.

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu CPA Ltd. and Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

WU YUN  
Chairman

Chongqing, 20th April, 2005