

Other Information 其他資料

DIRECTORS' INTERESTS IN SHARES

As at 30th June 2006, the directors and their associates had the following interests or short positions in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code"):

(i) Interest in the Company

Directors 董事	Personal interests in shares 股份中之個人權益	Number of underlying shares held pursuant to share options 根據購股權持有 之相關股份數目	Total interests 總權益	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
Wang Guanghao 王廣浩	–	1,000,000	1,000,000 ¹	0.10%
Ren Xuefeng 任學鋒	–	900,000	900,000 ¹	0.09%
Yu Rumin 于汝民	–	900,000	900,000 ¹	0.09%
Zhang Hongru 張鴻儒	–	800,000	800,000 ^{1,2}	0.08%
Nie Jiansheng 聶建生	–	700,000	700,000 ¹	0.07%
Wang Jiandong 王建東	450,000	600,000	1,050,000 ¹	0.11%
Sun Zengyin 孫增印	–	300,000	300,000 ¹	0.03%
Pang Jinhua 龐金華	–	300,000	300,000 ^{1,2}	0.03%
Ye Disheng 葉迪生	–	300,000	300,000 ^{1,2}	0.03%
Hu Chengli ³ 胡成利 ³	120,000	–	120,000 ¹	0.01%

Notes:

- ¹ These interests are held in the capacity as a beneficial owner.
- ² The share options lapsed one month after Dr. Zhang Hongru, Dr. Pang Jinhua and Mr. Ye Disheng had resigned as directors of the Company on 10th July 2006.
- ³ Mr. Hu Chengli was appointed as director of the Company on 10th July 2006.

Details of the Directors' interests in share options granted by the Company are set out under the section Share Option Scheme of the Company.

董事於股份中之權益

於二零零六年六月三十日，董事及其聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」))股份、相關股份及債權證中，擁有須登記於本公司根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或須根據上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及香港聯合交易所有限公司(「聯交所」)之權益或淡倉如下：

(i) 於本公司之權益

附註：

- ¹ 此等權益以實益擁有人身份持有。
- ² 此等購股權於張鴻儒博士、龐金華博士及葉迪生先生於二零零六年七月十日辭任本公司董事一個月之後失效。
- ³ 胡成利先生於二零零六年七月十日獲委任為本公司董事。

董事於本公司授出之購股權中所擁有權益之詳情載於「本公司購股權計劃」一節。

Other Information 其他資料

(ii) Long positions in shares of associated corporations

Tianjin Port Development Holdings Limited

Name of Director 董事姓名	Capacity 身份	Nature of interests 權益性質	No. of shares held 所持有之股份數目	Approximate percentage of shares in issue 佔已發行股份概約百分比
Hu Chengli 胡成利	Beneficial owner 實益擁有人	Personal interest 個人權益	7,574	0.0004%
Wang Jiandong 王建東	Beneficial owner 實益擁有人	Personal interest 個人權益	28,402	0.002%

(ii) 於相聯法團股份之好倉

天津港發展控股有限公司

Dynasty Fine Wines Group Limited

王朝酒業集團有限公司

Name of Director 董事姓名	Capacity 身份	Nature of interests 權益性質	No. of shares held 所持有之股份數目	Approximate percentage of shares in issue 佔已發行股份概約百分比
Hu Chengli 胡成利	Beneficial owner 實益擁有人	Personal interest 個人權益	4,615	0.0004%
Wang Jiandong 王建東	Beneficial owner 實益擁有人	Personal interest 個人權益	17,307	0.001%

Other Information 其他資料

(iii) Share options in associated corporations of the Company

Tianjin Port Development Holdings Limited

Subsequent to the period ended 30th June 2006, the following share options of Tianjin Port Development Holdings Limited were granted to Mr. Wang Guanghao and Mr. Nie Jiansheng on 1st August 2006.

Name of Director 董事姓名	Capacity 身份	Nature of interests 權益性質	No. of shares over which options are exercisable 可行使購股權所涉及的股份數目	Approximate percentage of shares in issue 佔已發行股份概約百分比
Wang Guanghao 王廣浩	Beneficial owner 實益擁有人	Personal interest 個人權益	2,300,000	0.13%
Nie Jiansheng 聶建生	Beneficial owner 實益擁有人	Personal interest 個人權益	2,100,000	0.12%

(iii) 於本公司相聯法團之購股權

天津港發展控股有限公司

於二零零六年六月三十日止結算日後，天津港發展控股有限公司發行購股權並於二零零六年八月一日授予有關購股權予王廣浩先生及聶建生先生。

*Dynasty Fine Wines Group Limited**王朝酒業集團有限公司*

Name of Director 董事姓名	Capacity 身份	Nature of interests 權益性質	No. of shares over which options are exercisable 可行使購股權所涉及的股份數目	Approximate percentage of shares in issue 佔已發行股份概約百分比
Wang Guanghao 王廣浩	Beneficial owner 實益擁有人	Personal interest 個人權益	900,000	0.07%
Nie Jiansheng 聶建生	Beneficial owner 實益擁有人	Personal interest 個人權益	1,950,000	0.16%
Bai Zhisheng 白智生	Beneficial owner 實益擁有人	Personal interest 個人權益	1,100,000	0.09%

Other Information 其他資料

DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' RIGHTS TO ACQUIRE SHARES

Share Option Scheme of the Company

During the six months ended 30th June 2006, no share option has been granted under the current share option scheme of the Company.

Pursuant to the Company's share option scheme, the Company has granted options in the Company's ordinary shares in favour of certain directors and employees on 23rd December 2004, with an exercise price of HK\$3.10 and exercisable from 28th December 2004 to 21st November 2007, the details of which are as follows:

Directors	董事	Held at 1st January 2006 於二零零六年 一月一日持有	Lapsed during the period 期內失效	Exercised during the period 期內行使	Held at 30th June 2006 於二零零六年 六月三十日 持有
Wang Guanghao	王廣浩	1,000,000	—	—	1,000,000
Ren Xuefeng	任學鋒	900,000	—	—	900,000
Yu Rumin	于汝民	900,000	—	—	900,000
Zhang Hongru (Note 2)	張鴻儒(附註2)	800,000	—	—	800,000
Nie Jiansheng	聶建生	700,000	—	—	700,000
Wang Jiandong	王建東	600,000	—	—	600,000
He Xiuheng (Note 1)	何秀恒(附註1)	300,000	300,000	—	—
Yang Liheng (Note 1)	楊力恒(附註1)	300,000	300,000	—	—
Sun Zengyin	孫增印	300,000	—	—	300,000
Pang Jinhua (Note 2)	龐金華(附註2)	300,000	—	—	300,000
Ye Disheng (Note 2)	葉迪生(附註2)	300,000	—	—	300,000
Continuous contract employees (Note 3)	持續合約僱員 (附註3)	500,000	—	500,000	—

Notes:

- The share options of Mr. He Xiuheng and Mr. Yang Liheng lapsed on 31st January 2006 and 19th April 2006 respectively following their resignation.
- The share options of Dr. Zhang Hongru, Dr. Pang Jinhua and Mr. Ye Disheng lapsed on 9th August 2006 following their resignation.
- 500,000 share options were exercised by an employee in May 2006. The weighted average closing price of the shares immediately before the dates on which the options were exercised were HK\$6.16.

During the period under review, none of the directors had exercised any share option in the Company.

董事、主要行政人員及僱員收購股份之權利

本公司購股權計劃

截至二零零六年六月三十日止六個月內，概無根據本公司現行購股權計劃授出任何購股權。

根據本公司購股權計劃，本公司於二零零四年十二月二十三日已授予部分董事及僱員可認購本公司普通股的購股權，行使價為3.10港元，可於二零零四年十二月二十八日至二零零七年十一月二十一日行使。詳情如下：

Number of options 購股權數目

Directors	董事	Held at 1st January 2006 於二零零六年 一月一日持有	Lapsed during the period 期內失效	Exercised during the period 期內行使	Held at 30th June 2006 於二零零六年 六月三十日 持有
Wang Guanghao	王廣浩	1,000,000	—	—	1,000,000
Ren Xuefeng	任學鋒	900,000	—	—	900,000
Yu Rumin	于汝民	900,000	—	—	900,000
Zhang Hongru (Note 2)	張鴻儒(附註2)	800,000	—	—	800,000
Nie Jiansheng	聶建生	700,000	—	—	700,000
Wang Jiandong	王建東	600,000	—	—	600,000
He Xiuheng (Note 1)	何秀恒(附註1)	300,000	300,000	—	—
Yang Liheng (Note 1)	楊力恒(附註1)	300,000	300,000	—	—
Sun Zengyin	孫增印	300,000	—	—	300,000
Pang Jinhua (Note 2)	龐金華(附註2)	300,000	—	—	300,000
Ye Disheng (Note 2)	葉迪生(附註2)	300,000	—	—	300,000
Continuous contract employees (Note 3)	持續合約僱員 (附註3)	500,000	—	500,000	—

附註：

- 何秀恒先生及楊力恒先生的購股權於彼等請辭後，分別於二零零六年一月三十一日及二零零六年四月十九日失效。
- 張鴻儒博士、龐金華博士及葉迪生先生的購股權於彼等請辭後，於二零零六年八月九日失效。
- 一名僱員於二零零六年五月行使該等500,000份購股權。緊接購股權獲行使之日前股份的加權平均收市價為6.16港元。

於回顧期內，董事概無行使本公司任何購股權。

Other Information 其他資料

Save as disclosed above, none of the directors of the Company or their spouses or children under the age of 18 had any rights to subscribe for the securities of the Company, or had exercised any such right during the period.

SUBSTANTIAL SHAREHOLDERS

As at 30th June 2006, the following persons or corporations, other than the directors or chief executives of the Company as disclosed above, had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name of Shareholder 股東姓名	Capacity 身份	Number of Shares/underlying Shares held 所持有之股份/ 相關股份數目	Approximate percentage of issued Shares 佔本公司已發行 股份概約百分比
Tsinlien Group Company Limited (Note 2) 津聯集團有限公司(附註2)	Interest of controlled corporations 受控制法團權益	581,855,143 (L)	60.01%
ABN AMRO Holding N.V.	Interest of controlled corporation(s) 受控制法團權益 Custodian/approved lending agent 託管人/獲批准放款代理	103,402,025 (L) 384,000 (P)	10.66% 0.04%

Notes:

- The letter "L" stands for the shareholder's long position (within the meaning of the SFO) in Shares. The letter "P" stands for lending pool.
- As at 30th June 2006, Tianjin Investment Holdings Limited ("Tianjin Investment") and Tsinlien Venture Capital Company Limited ("Tsinlien Venture"), both being wholly-owned subsidiaries of Tsinlien Group Company Limited ("Tsinlien"), held 579,833,143 shares and 2,022,000 shares respectively. Mr. Wang Guanghao acted as trustee of Tianjin Investment held 10 shares. By virtue of the SFO, Tsinlien is taken to have interest in the shares held by Tianjin Investment and Tsinlien Venture.

Save as disclosed herein, the Company has not been notified by any other person or corporation, other than the directors or chief executives of the Company, who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at 30th June 2006.

除上文所披露者外，於回顧期內，本公司董事或其配偶或18歲以下之子女概無認購本公司證券之任何權利，亦概無於期內行使任何該等權利。

主要股東

於二零零六年六月三十日，以下人士或法團(上文所披露之本公司董事或主要行政人員除外)於本公司股份及相關股份擁有須登記於本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

Name of Shareholder 股東姓名	Capacity 身份	Number of Shares/underlying Shares held 所持有之股份/ 相關股份數目	Approximate percentage of issued Shares 佔本公司已發行 股份概約百分比
Tsinlien Group Company Limited (Note 2) 津聯集團有限公司(附註2)	Interest of controlled corporations 受控制法團權益	581,855,143 (L)	60.01%
ABN AMRO Holding N.V.	Interest of controlled corporation(s) 受控制法團權益 Custodian/approved lending agent 託管人/獲批准放款代理	103,402,025 (L) 384,000 (P)	10.66% 0.04%

附註：

- [L]指股東於股份之好倉(定義見證券及期貨條例)。「P」指可供借出的股份。
- 截至二零零六年六月三十日，天津投資控股有限公司(「天津投資」)及津聯創業投資有限公司(「津聯創投」)(兩者皆為津聯集團有限公司之全資附屬公司)分別持有579,833,143股及2,022,000股股份。王廣浩先生出任天津投資信託人，持有10股股份。根據證券及期貨條例，津聯被視為於天津投資及津聯創投所持有之股份中擁有權益。

除本報告所披露者外，本公司並無獲通知有任何其他人士或法團(本公司董事或主要行政人員除外)於二零零六年六月三十日在本公司股份及相關股份擁有須登記於本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

Other Information 其他資料

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance. The Board of Directors of the Company (the “Board”) has adopted its own code on corporate governance practices (the “CG Code”) which in addition to applying the principles as set out in the Code on Corporate Governance Practices (the “SEHK Code”) contained in Appendix 14 to the Listing Rules, also incorporates the local and international best practices. The CG code set out the corporate governance principles to be applied by the Company and its subsidiaries (the “Group”) and the Company considers that effective corporate governance makes an important contribution to corporate success and to enhancement of shareholders value.

Throughout the accounting period covered by these interim results, the Company has complied with the SEHK Code, except for the following:

1. The non-executive Directors have not been appointed for any specific terms as they are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's Articles of Association.
2. The Directors have not been required by the Company's Articles of Association to retire by rotation at least once every three years. However, in accordance with the Company's Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation at each annual general meeting; it is therefore considered that the Code Provision under A.4.2 was followed with in practice.

AUDIT COMMITTEE

An audit committee currently comprising three independent non-executive directors, namely Mr. Kwong Che Keung, Gordon, Mr. Lau Wai Kit and Dr. Cheng Hon Kwan was established in 1998.

At the request of the Audit Committee of the Company, the Group's auditors have carried out a review of the unaudited financial statements in accordance with the Statement of Auditing Standards 700 issued by the Hong Kong Institute of Certified Public Accountants. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited interim financial statements.

企業管治

本公司致力保持高水準之企業管治。本公司董事會(「董事會」)已採納本身的企業管治常規守則(「企業管治守則」)，該守則不僅採用載於上市規則附錄十四中企業管治常規守則(「聯交所守則」)的原則，亦載入國內和國際的最佳應用守則。企業管治守則載列本公司及其附屬公司(「本集團」)將採用之企業管治準則，本公司認為有效的企業管治對企業成功及增加股東價值有著重大貢獻。

於此等中期業績所述之會計期間內，本公司已遵照聯交所守則載列之守則條文規定，惟下列情況則除外：

1. 由於非執行董事須遵照本公司組織章程細則在本公司股東周年大會上輪席告退及重選，故彼等並無任何特定任期。
2. 本公司組織章程細則並無規定董事須至少每三年輪席告退一次。然而，根據本公司組織章程細則，董事會當時三分之一的董事，或倘董事人數並非三或三之倍數，則最接近三分之一的董事人數，須於各屆股東周年大會上輪席告退。故此守則條文第A.4.2的規定已被認為在實際上已在執行。

審核委員會

本公司已於一九九八年成立審核委員會，目前由三名獨立非執行董事鄺志強先生、劉偉傑先生及鄭漢鈞博士所組成。

本集團的核數師受本公司審核委員會委託，根據香港會計師公會頒佈的核數準則第700號審閱未經審核財務報表。審核委員會與管理層檢討本集團所採用的會計政策及實務準則，並討論核數、內部監控及財務申報等事宜，包括審閱未經審核中期財務報表。

Other Information 其他資料

COMPLIANCE WITH THE MODEL CODE OF THE LISTING RULES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 of the Listing Rules as the codes of conduct regarding securities transactions by directors. All directors have confirmed, following specific enquiry by the Company, that they fully complied with the Model Code throughout this period.

The Company has also established written guidelines regarding securities transaction on no less exacting terms of the Model Code for senior management and specific individual who may have access to price sensitive information in relation to the securities of the Company.

INTERIM DIVIDEND

The Board has resolved to declare an interim dividend of HK4.6 cents per share in cash for the six months ended 30th June 2006 to shareholders whose names appear on the Register of Members of the Company on 13th October 2006.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 9th October 2006 to 13th October 2006, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all share certificates with completed transfer forms either overleaf or separately, must be lodged with the Company’s Registrar, Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 6th October 2006.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s shares during the period.

By Order of the Board
Wang Guanghao
Chairman

Hong Kong SAR, 13th September 2006

遵守上市規則之標準守則

本公司已採納上市規則附錄十所載有關上市發行人董事進行證券交易的標準守則（「標準守則」）為有關董事證券交易之操守準則。本公司作出具體查詢後，所有董事已確認，彼等已於本期間充分遵守標準守則。

本公司亦已為可能接觸本公司證券價格敏感資料之高級管理人員及特定個人制定嚴格程度不遜於標準守則之書面證券交易指引。

中期股息

董事會已決議向所有於二零零六年十月十三日名列本公司股東名冊的股東，以現金宣派截至二零零六年六月三十日止六個月的中期股息每股4.6港仙。

暫停辦理股東登記

公司將自二零零六年十月九日至二零零六年十月十三日（包括首尾兩天）暫停辦理股份過戶登記手續。於此段期間，概不會辦理股份過戶登記。為確保股東符合獲取中期股息的資格，所有股票連同填妥載於背頁或獨立的過戶表格，最遲須於二零零六年十月六日下午四時三十分前送達本公司的股份過戶登記處登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，方為有效。

購買、出售或贖回股份

本公司或其任何附屬公司於期內概無買賣或贖回本公司任何股份。

承董事會命
主席
王廣浩

香港特別行政區，二零零六年九月十三日