

其他資料

OTHER INFORMATION

購股權計劃

本公司設立購股權計劃，旨在提高參與者對本公司之承擔，致力實踐本公司之目標。截至二零零三年六月三十日，尚未行使的購股權均根據本公司的兩項購股權計劃授出，即「新計劃」及「舊計劃」。

舊計劃已於二零零二年一月三十一日終止，同日採納新計劃。截至二零零三年六月三十日止六個月內，新計劃的條款並無改變。新舊計劃的條款詳情已於二零零二年年報披露。

以下是根據新舊計劃授出，但於二零零三年六月三十日尚未行使的購股權詳情：

(甲) 董事

於二零零三年六月三十日，下列董事持有可認購本公司股份之購股權權益。

SHARE OPTION SCHEMES

The Company operates share option schemes for the purpose of promoting additional commitment and dedication to the objectives of the Company by the participants. As at 30 June 2003, share options which are outstanding have been granted under two share option schemes, namely the “Old Scheme” and “New Scheme”.

The Old Scheme was terminated on 31 January 2002, on which date the New Scheme was adopted. There are no changes in any terms of the New Scheme during the six months ended 30 June 2003. Detailed terms of the Old Scheme and the New Scheme were disclosed in the 2002 annual report.

Details of the share options outstanding as at 30 June 2003 which have been granted under the Old Scheme and the New Scheme are as follows:

(a) Directors

As at 30 June 2003, the following directors had interests in respect of options to subscribe for shares of the Company.

購股權計劃續

SHARE OPTION SCHEMES *continued*

(甲) 董事續

(a) Directors *continued*

| 董事姓名 | Name of director | 授出日期 Date of grant | 購股權數目 ¹ Number of share options ¹ | | | | | | 本公司股份價格 ² Price of Company's shares ² | | |
|---------------------------|--|-----------------------|--|----------------------------------|---|---|---|--|--|--------------------------------|----------------------------------|
| | | | 於二零零三年 一月一日 行使價 尚未行使 港幣元 | | 於本期間 授出 Granted during the period | 於本期間 行使 Exercised during the period | 於本期間 註銷 Cancelled during the period | 於本期間 失效 Lapsed during the period | 於二零零三年 六月三十日 尚未行使 港幣元 | 已授出之 購股權 港幣元 | 已行使之 購股權 港幣元 |
| | | | Exercise Price HK\$ | Outstanding as at 1/1/2003 | | | | | Outstanding as at 30/6/2003 | For options granted HK\$ | For options exercised HK\$ |
| 寧高寧 | Ning Gaoning | 20/06/2000 | 7.190 | 3,300,000 | — | — | — | — | 3,300,000 | — | — |
| | | 07/02/2002 | 7.170 | 1,200,000 | — | — | — | — | 1,200,000 | — | — |
| 宋 林 | Song Lin | 20/06/2000 | 7.190 | * 200,000 | — | — | — | — | * 200,000 | — | — |
| | | 07/02/2002 | 7.170 | 2,000,000 | — | — | — | — | 2,000,000 | — | — |
| 陳樹林 | Chen Shulin | 21/11/2000 | 7.080 | 1,186,000 | — | — | — | — | 1,186,000 | — | — |
| | | 07/02/2002 | 7.170 | 1,326,000 | — | — | — | — | 1,326,000 | — | — |
| 喬世波 | Qiao Shibo | 07/02/2002 | 7.170 | 1,800,000 | — | — | — | — | 1,800,000 | — | — |
| 閻 颺 | Yan Biao | 20/06/2000 | 7.190 | 3,000,000 | — | — | — | — | 3,000,000 | — | — |
| | | 07/02/2002 | 7.170 | 1,000,000 | — | — | — | — | 1,000,000 | — | — |
| 姜智宏 | Keung Chi Wang, Ralph | 20/06/2000 | 7.190 | 1,400,000 | — | — | — | — | 1,400,000 | — | — |
| | | 07/02/2002 | 7.170 | 500,000 | — | — | — | — | 500,000 | — | — |
| 劉百成 | Lau Pak Shing | 20/06/2000 | 7.190 | 1,000,000 | — | — | — | — | 1,000,000 | — | — |
| | | 07/02/2002 | 7.170 | 500,000 | — | — | — | — | 500,000 | — | — |
| 王 群 | Wang Qun | 20/06/2000 | 7.190 | 400,000 | — | — | — | — | 400,000 | — | — |
| | | 07/02/2002 | 7.170 | 400,000 | — | — | — | — | 400,000 | — | — |
| 鍾 義 | Zhong Yi | 20/06/2000 | 7.190 | 1,500,000 | — | — | — | — | 1,500,000 | — | — |
| 鄭文謙 | Kwong Man Him | 07/02/2002 | 7.170 | 2,000,000 | — | — | — | — | 2,000,000 | — | — |
| 蔣 偉 | Jiang Wei | 08/03/2002 | 7.500 | 600,000 | — | — | — | — | 600,000 | — | — |
| 謝勝喜 | Xie Shengxi | 08/03/2002 | 7.500 | 380,000 | — | — | — | — | 380,000 | — | — |
| 陳威武 (於二零零三年 三月一日離任) | Chan Wai Mo (resigned on 1 March 2003) | 20/06/2000 | 7.190 | 600,000 | — | — | — | 600,000 | — | — | — |
| | | 07/02/2002 | 7.170 | 300,000 | — | — | — | 300,000 | — | — | — |
| | | | 24,592,000 | | — | — | — | 900,000 | 23,692,000 | | |

購股權計劃續

(甲) 董事續

- * 根據《證券及期貨條例》第三百四十四條，宋林先生被視為擁有本公司授予其配偶之200,000股普通股購股權之權益。

(乙) 僱員及其他參與者

除所有非執行董事外，本公司之所有董事均為本集團之僱員，彼等各自之購股權總數已於上文(甲)段披露。以下是本公司向本集團僱員(不包括董事)及其他參與者授出購股權的概況。

(i) 僱員(不包括董事)

SHARE OPTION SCHEMES *continued*(a) Directors *continued*

- * By virtue of Section 344 of the Securities and Futures Ordinance ("SFO"), Mr. Song Lin is deemed to be interested in the share option for 200,000 ordinary shares granted by the Company to his spouse.

(b) Employees and other participants

Except for all non-executive directors, all directors of the Company are employees of the Group and their respective aggregate share options are disclosed in paragraph (a) above. Summary of options granted to employees (other than directors) of the Group and other participants are set out below:

(i) Employees (other than directors)

| 授出日期 Date of grant | 購股權數目 ¹ Number of share options ¹ | | | | | | | 本公司股份價格 ² Price of Company's shares ² | |
|-----------------------|--|--|---|---|---|--|--|--|--|
| | 行使價 港幣元 Exercise Price HK\$ | 於二零零三年 一月一日 尚未行使 Outstanding at 1/1/2003 | 於本期間 授出 Granted during the period | 於本期間 行使 Exercised during the period | 於本期間 註銷 Cancelled during the period | 於本期間 失效 Lapsed during the period | 於二零零三年 六月三十日 尚未行使 Outstanding at 30/6/2003 | 已授出之 購股權 港幣元 For options granted HK\$ | 已行使之 購股權 港幣元 For options exercised HK\$ |
| | | | | | | | | | |
| | | | | | | | | | |
| 舊計劃 Old Scheme | | | | | | | | | |
| 20/06/2000 | 7.190 | 5,591,000 | — | — | 80,000 | 102,000 | 5,409,000 | — | — |
| 21/11/2000 | 7.080 | 4,602,000 | — | — | — | — | 4,602,000 | — | — |
| | | 10,193,000 | — | — | 80,000 | 102,000 | 10,011,000 | | |
| 新計劃 New Scheme | | | | | | | | | |
| 07/02/2002 | 7.170 | 17,864,000 | — | — | — | — | 17,864,000 | — | — |
| 19/04/2002 | 7.400 | 15,020,000 | — | — | — | 2,500,000 | 12,520,000 | — | — |
| 23/05/2002 | 8.900 | 300,000 | — | — | — | — | 300,000 | — | — |
| 02/08/2002 | 8.320 | 25,500,000 | — | — | — | 3,400,000 | 22,100,000 | — | — |
| 07/11/2002 | 7.700 | 2,000,000 | — | — | — | — | 2,000,000 | — | — |
| 24/01/2003 | 7.250 | — | 1,800,000 | — | — | — | 1,800,000 | 7.25 | — |
| 14/04/2003 | 6.290 | — | 9,740,000 | — | — | — | 9,740,000 | 6.25 | — |
| | | 60,684,000 | 11,540,000 | — | — | 5,900,000 | 66,324,000 | | |

購股權計劃續

SHARE OPTION SCHEMES *continued*

(乙) 僱員及其他參與者續

(b) Employees and other participants *continued*

(ii) 其他參與者

(ii) Other Participants

| 授出日期 Date of grant | 行使價 港幣元 Exercise Price HK\$ | 於二零零三年 一月一日 尚未行使 Outstanding at 1/1/2003 | 於本期間 授出 Granted during the period | 購股權數目 ¹ Number of share options ¹ | | | | 本公司股份價格 ² Price of Company's shares ² | |
|-----------------------|--------------------------------------|--|---|--|---|--|--|--|--|
| | | | | 於本期間 行使 Exercised during the period | 於本期間 註銷 Cancelled during the period | 於本期間 失效 Lapsed during the period | 於二零零三年 六月三十日 尚未行使 Outstanding at 30/6/2003 | 已授出之 購股權 港幣元 For options granted HK\$ | 已行使之 購股權 港幣元 For options exercised HK\$ |
| 05/03/2002 | 7.350 | 24,608,000 | — | — | — | 140,000 | 24,468,000 | — | — |
| 23/05/2002 | 8.900 | 80,000 | — | — | — | — | 80,000 | — | — |
| 14/04/2003 | 6.290 | — | 720,000 | — | — | — | 720,000 | 6.25 | — |
| | | 24,688,000 | 720,000 | — | — | 140,000 | 25,268,000 | | |

1. 購股權數目指購股權所涉及之本公司相關股份。

1. Number of share options refers to the number of underlying shares in the Company covered by the share options.

2. 就已授出購股權所披露之本公司股份價格，為緊接期內授出之各購股權授出日期前一個交易日股份於香港聯合交易所有限公司（「聯交所」）之收市價。就行使購股權所披露之本公司股份價格，為緊接期內授出之購股權行使日期前股份於聯交所之收市價之加權平均數。

2. The price of the Company's shares disclosed for options granted is the closing price quoted on the The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the trading day immediately before the date of the grant of the respective options granted during the period under review. The price of the Company's shares disclosed for the exercise of options is the weighted average of the closing prices quoted on the Stock Exchange immediately before the date of exercises of options granted during the period under review.

董事會認為評估認股權的價值涉及多方面主觀及不肯定的假設，因此不宜披露於截至2003年6月30日止6個月內授出之認股權的價值。董事會相信基於揣測性的假設以評估認股權的價值意義不大，且對股東有所誤導。

The Directors consider that it is not appropriate to disclose the value of options granted during the six months ended 30 June 2003, since any valuation of the options would be subject to a number of assumptions that would be subjective and uncertain. The Directors believe that the evaluation of options based on speculative assumptions would not be meaningful and would be misleading to shareholders.

董事之證券權益

於二零零三年六月三十日，本公司董事及最高行政人員於本公司及其相聯法團（定義見《證券及期貨條例》第XV部的股份、相關股份及債券中擁有須根據《證券及期貨條例》第XV部第7及第8分部知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》的條文規定被列為或視作擁有的權益或淡倉），或須根據《證券及期貨條例》第352條規定將會或已經記錄在該條規定須予存置的登記冊內的權益或淡倉，或根據上市規則所載《上市公司董事進行證券交易的標準守則》（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

DIRECTORS' INTERESTS IN SECURITIES

As at 30 June 2003, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests and short positions which the directors and chief executive of the Company are taken or deemed to have under such provisions of the SFO, or which are required to be and are recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Listing Rules, were as follows:

於本公司已發行普通股及相關股份中擁有的權益

Interests in issued ordinary shares and underlying shares of the Company

| 董事姓名 Name of Directors | 好倉／淡倉 Long positions/ Short positions | 股份數目 Number of shares | 相關股份數目 ³ Number of underlying shares ³ | 身份 Capacity | 共佔權益百分比 ⁴ Aggregate percentage of interest ⁴ (%) |
|---------------------------------|---|-----------------------------|---|----------------------------|---|
| 寧高寧 Ning Gaoning | 好倉 Long positions | 1,630,000 | 4,500,000 | 實益擁有人 Beneficial Owner | 0.29 |
| 宋林 Song Lin | 好倉 Long positions | 200,000 ¹ | 200,000 ¹ | 配偶權益 Interest of spouse |) 0.12 |
| | 好倉 Long positions | — | 2,000,000 | 實益擁有人 Beneficial Owner |) |
| 陳樹林 Chen Shulin | 好倉 Long positions | — | 2,512,000 | 實益擁有人 Beneficial Owner |) 0.12 |
| 喬世波 Qiao Shibo | 好倉 Long positions | — | 1,800,000 | 實益擁有人 Beneficial Owner | 0.09 |
| 閻颺 Yan Biao | 好倉 Long positions | 900,000 | 4,000,000 | 實益擁有人 Beneficial Owner | 0.24 |
| 姜智宏 Keung Chi Wang, Ralph | 好倉 Long positions | — | 1,900,000 | 實益擁有人 Beneficial Owner | 0.09 |
| 劉百成 Lau Pak Shing | 好倉 Long positions | — | 1,500,000 | 實益擁有人 Beneficial Owner | 0.07 |
| 王群 Wang Qun | 好倉 Long positions | 40,000 | 800,000 | 實益擁有人 Beneficial Owner | 0.04 |
| 鍾義 Zhong Yi | 好倉 Long positions | — | 1,500,000 | 實益擁有人 Beneficial Owner | 0.07 |
| 鄭文謙 Kwong Man Him | 好倉 Long positions | — | 2,000,000 | 實益擁有人 Beneficial Owner | 0.10 |
| 蔣偉 Jiang Wei | 好倉 Long positions | — | 600,000 | 實益擁有人 Beneficial Owner | 0.03 |
| 謝勝喜 Xie Shengxi | 好倉 Long positions | — | 380,000 | 實益擁有人 Beneficial Owner | 0.02 |
| 陳普芬博士 Dr. Chan Po Fun, Peter | 好倉 Long positions | 506,000 | — | 實益擁有人 Beneficial Owner |) 0.03 |
| | 好倉 Long positions | 70,000 ² | — | 信託受託人 Trustee of trust |) |

董事之證券權益續

1. 宋林先生被視為擁有其配偶之200,000股普通股及200,000股相關股份之權益。
2. 陳普芬博士以受托人身份持有70,000股普通股。
3. 指上文「購股權計劃」一節詳述已授出購股權所涉及之本公司相關股份，該等購股權是屬於非上市以實物交收的股本衍生工具。
4. 指好倉所涉及之本公司股份及相關股份總數於二零零三年六月三十日佔本公司已發行股本總數的百分比。

於相關法團的相關股份權益

同日，若干位董事在根據相聯法團（定義見〈證券及期貨條例〉）的購股權計劃所授出可認購股份之購股權中擁有權益，該購股權是屬於非上市以實物交收的股本衍生工具：

DIRECTORS' INTERESTS IN SECURITIES

continued

1. Mr. Song Lin was deemed to be interested in the 200,000 ordinary shares and 200,000 underlying shares through interests of his spouse.
2. The 70,000 ordinary shares were held by a trust of which Dr. Chan Po Fun, Peter is the trustee.
3. This refers to underlying shares of the Company covered by share options granted as detailed above under the section headed "Share Option Schemes", such options being unlisted physically settled equity derivatives.
4. This represents the percentage of the aggregate long positions in shares and underlying shares of the Company to the total issued share capital of the Company as at 30 June 2003.

Interest in underlying shares of associated corporations

As at the same date, certain directors had interests in underlying shares covered by options granted under the share option schemes of associated corporations (within the meaning of SFO), such options being unlisted physically settled equity derivatives:

董事之證券權益續

DIRECTORS' INTERESTS IN SECURITIES

continued

(甲) 根據一間相聯法團—華潤置地有限公司（「華潤置地」）僱員股份認購權計劃可認購該相聯法團普通股的尚未行使僱員股份認購權：

(a) Options outstanding under the share option schemes of an associated corporation, China Resources Land Limited ("CR Land"), for subscription of ordinary shares in such associated corporation:

於二零零三年六月三十日

共佔華潤置地已發行

股本的權益百分比

尚未行使
僱員股份

認購權數目²Aggregate percentage
of interest to the

issued share capital

of CR Land as at

30 June 2003

(%)

| 董事姓名 | Name of Directors | 身份 Capacity | 授出日期 ¹ Date of grant ¹ | 行使價 (港元) Exercise Price (HK\$) | Number of share options outstanding ² | |
|------|--------------------------|---------------------------|---|--------------------------------------|--|------|
| 寧高寧 | Ning Gaoning | 實益持有人 Beneficial Owner | 27/06/1997 20/07/2000 | 4.592 0.990 | 2,500,000 2,500,000 | 0.33 |
| 閻 颺 | Yan Biao | 實益持有人 Beneficial Owner | 27/06/1997 20/07/2000 | 4.592 0.990 | 2,300,000 2,400,000 | 0.31 |
| 姜智宏 | Keung Chi Wang, Ralph | 實益持有人 Beneficial Owner | 27/06/1997 20/07/2000 | 4.592 0.990 | 2,000,000 1,300,000 | 0.22 |
| 鍾 義 | Zhong Yi | 實益持有人 Beneficial Owner | 20/07/2000 | 0.990 | 2,000,000 | 0.13 |
| 蔣 偉 | Jiang Wei | 實益持有人 Beneficial Owner | 04/03/2002 | 1.590 | 720,000 | 0.05 |
| 謝勝喜 | Xie Shengxi | 實益持有人 Beneficial Owner | 04/03/2002 | 1.590 | 460,000 | 0.03 |

董事之證券權益續

1. 華潤置地有限公司二零零二年三月四日授出的僱員股份認購權可於自授出之日起計十年期間內行使。除此以外，上述所有其他僱員股份認購權將於二零零七年五月二十七日屆滿。上述每次授出的代價均為1.00港元。

2. 僱員股份認購權數目指僱員股份認購權所涉及的華潤置地相關股份總數。

(乙) 根據一間相聯法團—華潤勵致有限公司（「華潤勵致」）僱員股份認購權計劃可認購該相聯法團普通股的尚未行使僱員股份認購權：

DIRECTORS' INTERESTS IN SECURITIES

continued

1. Except for options granted by CR Land on 4 March 2002 which are exercisable within a period of 10 years from the date of grant, the expiry date for all other share options mentioned above is 27 May 2007. Consideration for each of the grants mentioned above is HK\$1.00.

2. The number of share options refers to the number of underlying shares of CR Land covered by the share options.

(b) Options outstanding under the share option schemes of an associated corporation, China Resources Logic Limited ("CR Logic"), for subscription of ordinary shares in such associated corporation:

| | | | | | | 於二零零三年六月三十日 共佔華潤勵致已發行 股本的權益百分比 |
|------|-------------------|---------------------------|---|-------------------------------------|--|--|
| | | | | | | 尚未行使 僱員股份 認購權數目 ² Aggregate percentage of interest to the issued share capital of CR Logic as at 30 June 2003 (%) |
| 董事姓名 | Name of Directors | 身份 Capacity | 授出日期 ¹ Date of grant ¹ | 行使價(港元) Exercise Price (HK\$) | Number of share options outstanding ² | |
| 寧高寧 | Ning Gaoning | 實益持有人 Beneficial Owner | 02/10/2002 | 0.570 | 2,000,000 | 0.11 |
| | | | 09/04/2003 | 0.479 | 1,000,000 | |
| 宋 林 | Song Lin | 實益持有人 Beneficial Owner | 21/09/2000 | 0.590 | 8,000,000 | 0.40 |
| | | | 02/10/2002 | 0.570 | 1,500,000 | |
| | | | 09/04/2003 | 0.479 | 1,000,000 | |
| 閻 颺 | Yan Biao | 實益持有人 Beneficial Owner | 04/12/2001 | 0.790 | 6,000,000 | 0.23 |
| 蔣 偉 | Jiang Wei | 實益持有人 Beneficial Owner | 09/04/2002 | 0.820 | 720,000 | 0.03 |
| 謝勝喜 | Xie Shengxi | 實益持有人 Beneficial Owner | 09/04/2002 | 0.820 | 450,000 | 0.02 |

1. 上表所載的所有購股權均可於授出有關購股權日期起計十年期間內行使。以上每次授出購股權的代價為港幣1元。

2. 僱員股份認購權數目指僱員股份認購權所涉及的華潤勵致相關股份總數。

1. All options referred to in the above table are exercisable within a period of ten years from the date of grant of the relevant options. Consideration for each of the grants mentioned above is HK\$1.00.

2. The number of share options refers to the number of underlying shares of CR Logic covered by the share options.

擁有須具報權益的股東

於二零零三年六月三十日，除上文所披露的權益及淡倉外，以下人士於本公司的股份及有關股份中擁有須根據<證券及期貨條例>第XV部第2及第3分部向本公司披露或已紀錄在本公司須存置的登記冊內的權益或淡倉如下：

SHAREHOLDERS WITH NOTIFIABLE INTERESTS

As at 30 June 2003, other than the interests and short positions as disclosed above, the following persons have interests or short positions in the shares and underlying shares of the Company as fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company:

| 持有權益方名稱 | Name of interested party | 持有權益方 被視為擁有權益 的股份數目 Number of shares in which the interested party is deemed to have interests | 持股量百分比 Percentage of shareholding |
|--|--|---|---|
| 中國華潤總公司 (「華潤總公司」)(附註1) | China Resources National Corporation ("CRNC") (Note 1) | 1,177,305,875 | 56.59 |
| 華潤股份有限公司(附註2) | China Resources Co. Limited (Note 2) | 1,177,305,875 | 56.59 |
| CRC Bluesky Limited(附註2) | CRC Bluesky Limited (Note 2) | 1,177,305,875 | 56.59 |
| 華潤(集團)有限公司 (「華潤集團」)(附註2) | China Resources (Holdings) Company Limited ("CRH") (Note 2) | 1,177,305,875 | 56.59 |
| 澳洲聯邦銀行(附註3) | Commonwealth Bank of Australia (Note 3) | 137,144,667 | 6.59 |
| Colonial Ltd(附註3) | Colonial Ltd (Note 3) | 137,144,667 | 6.59 |
| Colonial Holding Company Pty Ltd(附註3) | Colonial Holding Company Pty Ltd (Note 3) | 137,144,667 | 6.59 |
| Colonial Holding Company (No. 2) Pty Limited(附註3) | Colonial Holding Company (No. 2) Pty Limited (Note 3) | 137,144,667 | 6.59 |
| The Colonial Mutual Life Assurance Society Ltd (附註3) | The Colonial Mutual Life Assurance Society Ltd (Note 3) | 137,144,667 | 6.59 |
| Colonial First State Group Ltd (附註3) | Colonial First State Group Ltd (Note 3) | 137,144,667 | 6.59 |

擁有須具報權益的股東續

附註：

1. 包括華潤(集團)根據金融票據的條款有責任認購的合共23,529,400股股份。
2. 華潤(集團)有限公司為 CRC Bluesky Limited 的全資附屬公司，而 CRC Bluesky Limited 為華潤股份有限公司全資擁有的公司，而華潤股份有限公司則由華潤總公司持有99.98%權益。
3. 根據<證券及期貨條例>第316條，澳洲聯邦銀行被視為擁有 Colonial Ltd、Colonial Holding Company Pty Ltd、Colonial Holding Company (No. 2) Pty Limited、The Colonial Mutual Life Assurance Society Ltd 以及 Colonial First State Group Ltd 於股份及有關股份中同等權益或淡倉。

控股股東之強制履行責任

根據一項貸款協議，華潤集團須實益擁有本公司最少35%具有表決權之股份或維持其作為本公司單一最大股東之身份(不論直接或間接透過其附屬公司間接持有有關權益)。於二零零三年六月三十日，該等須於五年內悉數償還之備用額總額為港幣3,000,000,000元，已經動用港幣1,500,000,000元。

購買、出售或贖回上市證券

本公司或其附屬公司於截至二零零三年六月三十日止六個月，概無購買、出售或贖回本公司任何上市證券。

SHAREHOLDERS WITH NOTIFIABLE INTERESTS *continued*

Notes:

1. This included up to a total of 23,529,400 shares of the Company which CRH has an obligation to take up pursuant to the terms of a financial instrument.
2. CRH is a 100% subsidiary of CRC Bluesky Limited, which is in turn owned as to 100% by China Resources Co., Limited, which is in turn held as to 99.98% by CRNC.
3. Commonwealth Bank of Australia was deemed to have the same interests in the shares and underlying shares as those of Colonial Ltd, Colonial Holding Company Pty Ltd, Colonial Holding Company (No. 2) Pty Limited, The Colonial Mutual Life Assurance Society Ltd and Colonial First State Group Ltd pursuant to Section 316 of the SFO.

SPECIFIC PERFORMANCE OBLIGATIONS ON CONTROLLING SHAREHOLDER

According to a loan agreement, CRH is required to remain as a beneficial owner of at least 35% of the voting shares of the Company or remain as a single largest shareholder (whether directly or indirectly through its subsidiaries) of the Company. As at 30 June 2003, the amount of such facility was HK\$3,000 million and HK\$1,500 million was drawn down. Such facility are wholly repayable within five years.

PURCHASES, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2003.

最佳應用守則

除了非執行董事並無指定委任任期而需輪值退任外，董事概無獲悉任何資料可合理顯示本公司現時並無，或於截至二零零三年六月三十日止六個月內並無遵守聯交所證券上市規則附錄十四所載之最佳應用守則。

CODE OF BEST PRACTICE

With the exception that non-executive directors have no set term of office but retire from office on a rotational basis, none of the directors is aware of any information that would reasonably indicate that the Company is not, or was not, during the six months ended 30 June 2003 in compliance with the Code of Best Practice as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange.