

## 其他資料 Other Information

### 購股權計劃

於回顧期內，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（「新計劃」）。除此以外，根據本公司一項已於二零零二年一月三十一日終止但於當日仍然生效的購股權計劃，仍然持有若干份購股權尚未行使（「舊計劃」）。

截至二零零四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二零零三年年報披露。

以下根據新舊計劃授出，但於二零零四年六月三十日尚未行使的購股權詳情如下：

#### （甲）董事

### Share Option Schemes

During the period under review, the Company operates a share option scheme for the purpose of promoting additional commitment and dedication to the objectives of the Company by the participants (the “New Scheme”). In addition, certain outstanding share options were still held under a share option scheme which subsisted until 31 January 2002 and was terminated on 31 January 2002 (the “Old Scheme”).

There are no changes in any terms of the New Scheme during the six months ended 30 June 2004. Detailed terms of the Old Scheme and the New Scheme were disclosed in the 2003 annual report.

Details of the share options outstanding as at 30 June 2004 which have been granted under the Old Scheme and the New Scheme are as follows:

#### （a）Directors

| 董事姓名 | Name of directors        | 授出日期<br>Date of grant | 購股權數目 <sup>1</sup><br>Number of share options <sup>1</sup> |  |   |   |   |  | 本公司股份價格 <sup>2</sup><br>Price of Company's shares <sup>2</sup> |  |  |
|------|--------------------------|-----------------------|--|--|---|---|---|--|--|--|--|
|      |                          |                       | 行使價<br>港幣元<br>Exercise Price<br>HK\$                       | 於二零零四年<br>一月一日<br>尚未行使<br>Outstanding<br>at 1/1/2004 | 於本期間<br>授出<br>Granted<br>during<br>the period | 於本期間<br>行使<br>Exercised<br>during<br>the period | 於本期間<br>註銷<br>Cancelled<br>during<br>the period | 於本期間<br>失效<br>Lapsed<br>during<br>the period | 於二零零四年<br>六月三十日<br>尚未行使<br>Outstanding<br>at 30/6/2004         | 已授出<br>之購股權<br>港幣元<br>For options<br>granted<br>HK\$ | 已行使<br>之購股權<br>港幣元<br>For options<br>exercised<br>HK\$ |
|      |                          |                       |  |  |   |   |   |  |  |  |  |
| 執行董事 | Executive Directors      |                       |  |  |   |   |   |  |  |  |  |
| 寧高寧  | Ning Gaoning             | 20/06/2000            | 7.190  | 3,300,000  | —   | —   | —   | —  | 3,300,000  | 9.550  | N/A <sup>4</sup>                                       |
|      |                          | 07/02/2002            | 7.170  | 1,200,000  | —   | —   | —   | —  | 1,200,000  | 7.100  | N/A <sup>4</sup>                                       |
| 宋 林  | Song Lin                 | 20/06/2000            | 7.190  | 200,000*   | —   | —   | —   | —  | 200,000*   | 9.550  | N/A <sup>4</sup>                                       |
|      |                          | 07/02/2002            | 7.170  | 2,000,000  | —   | —   | —   | —  | 2,000,000  | 7.100  | N/A <sup>4</sup>                                       |
| 陳樹林  | Chen Shulin              | 14/01/2004            | 9.720  | —  | 2,500,000                                     | —   | —   | —  | 2,500,000  | 9.700  | N/A <sup>4</sup>                                       |
|      |                          | 21/11/2000            | 7.080  | 1,186,000  | —   | —   | —   | —  | 1,186,000  | 9.050  | N/A <sup>4</sup>                                       |
|      |                          | 07/02/2002            | 7.170  | 1,326,000  | —   | —   | —   | —  | 1,326,000  | 7.100  | N/A <sup>4</sup>                                       |
|      |                          | 14/01/2004            | 9.720  | —  | 2,000,000                                     | —   | —   | —  | 2,000,000  | 9.700  | N/A <sup>4</sup>                                       |
| 喬世波  | Qiao Shibo               | 02/06/2004            | 9.550  | —  | 1,500,000                                     | —   | —   | —  | 1,500,000  | 9.400  | N/A <sup>4</sup>                                       |
|      |                          | 07/02/2002            | 7.170  | 1,800,000  | —   | —   | —   | —  | 1,800,000  | 7.100  | N/A <sup>4</sup>                                       |
| 閻 颺  | Yan Biao                 | 14/01/2004            | 9.720  | —  | 2,000,000                                     | —   | —   | —  | 2,000,000  | 9.700  | N/A <sup>4</sup>                                       |
|      |                          | 20/06/2000            | 7.190  | 3,000,000  | —   | —   | —   | —  | 3,000,000  | 9.550  | N/A <sup>4</sup>                                       |
| 姜智宏  | Keung Chi<br>Wang, Ralph | 07/02/2002            | 7.170  | 1,000,000  | —   | —   | —   | —  | 1,000,000  | 7.100  | N/A <sup>4</sup>                                       |
|      |                          | 20/06/2000            | 7.190  | 1,400,000  | —   | —   | —   | —  | 1,400,000  | 9.550  | N/A <sup>4</sup>                                       |
| 劉百成  | Lau Pak Shing            | 07/02/2002            | 7.170  | 500,000  | —   | —   | —   | —  | 500,000  | 7.100  | N/A <sup>4</sup>                                       |
|      |                          | 14/01/2004            | 9.720  | —  | 216,000                                       | —   | —   | —  | 216,000  | 9.700  | N/A <sup>4</sup>                                       |
|      |                          | 02/06/2004            | 9.550  | —  | 850,000                                       | —   | —   | —  | 850,000  | 9.400  | N/A <sup>4</sup>                                       |
|      |                          | 20/06/2000            | 7.190  | 1,000,000  | —   | —   | —   | —  | 1,000,000  | 9.550  | N/A <sup>4</sup>                                       |
| 王 群  | Wang Qun                 | 07/02/2002            | 7.170  | 500,000  | —   | 500,000   | —   | —  | —  | 7.100  | 10.569   |
|      |                          | 14/01/2004            | 9.720  | —  | 500,000                                       | —   | —   | —  | 500,000  | 9.700  | N/A <sup>4</sup>                                       |
|      |                          | 02/06/2004            | 9.550  | —  | 1,000,000                                     | —   | —   | —  | 1,000,000  | 9.400  | N/A <sup>4</sup>                                       |
|      |                          | 20/06/2000            | 7.190  | 400,000  | —   | —   | —   | —  | 400,000  | 9.550  | N/A <sup>4</sup>                                       |
| 鍾 義  | Zhong Yi                 | 07/02/2002            | 7.170  | 400,000  | —   | —   | —   | —  | 400,000  | 7.100  | N/A <sup>4</sup>                                       |
|      |                          | 20/06/2000            | 7.190  | 1,500,000  | —   | 1,500,000                                       | —   | —  | —  | 9.550  | 10.588   |
| 鄭文謙  | Kwong Man Him            | 02/06/2004            | 9.550  | —  | 300,000                                       | —   | —   | —  | 300,000  | 9.400  | N/A <sup>4</sup>                                       |
|      |                          | 07/02/2002            | 7.170  | 2,000,000  | —   | —   | —   | —  | 2,000,000  | 7.100  | N/A <sup>4</sup>                                       |
|      |                          | 14/01/2004            | 9.720  | —  | 222,000                                       | —   | —   | —  | 222,000  | 9.700  | N/A <sup>4</sup>                                       |
|      |                          | 02/06/2004            | 9.550  | —  | 772,000                                       | —   | —   | —  | 772,000  | 9.400  | N/A <sup>4</sup>                                       |
| 小計   | Sub-total                |                       |  | 22,712,000   | 11,860,000                                    | 2,000,000                                       | —   | —  | 32,572,000   |  |  |

## (甲) 董事 (續)

## (a) Directors (continued)

| 董事姓名    | Name of directors                   | 授出日期<br>Date of grant | 購股權數目 <sup>1</sup><br>Number of share options <sup>1</sup> |             |            |            |              |        |             | 本公司股份價格 <sup>2</sup><br>Price of Company's shares <sup>2</sup> |                  |
|---------|-------------------------------------|-----------------------|--|-------------|------------|------------|--------------|--------|-------------|--|------------------|
|         |                                     |                       | 行使價  | 於二零零四年      | 於本期間       | 於本期間       | 於本期間         | 於本期間   | 於二零零四年      | 已授出  | 已行使              |
|         |                                     |                       | 港幣元  | 一月一日        | 授出         | 行使         | 註銷           | 失效     | 六月三十日       | 之購股權   | 之購股權             |
|         |                                     |                       | Exercise   | 尚未行使        | Granted    | Exercised  | Cancelled    | Lapsed | 尚未行使        | For options  | For options      |
|         |                                     |                       | Price  | Outstanding | during     | during     | during       | during | Outstanding | granted  | exercised        |
| HK\$    | at 1/1/2004                         | the period            | the period   | the period  | the period | the period | at 30/6/2004 | HK\$   | HK\$        |  |                  |
| <hr/>   |                                     |                       |  |             |            |            |              |        |             |  |                  |
| 非執行董事   | Non-Executive Directors             |                       |  |             |            |            |              |        |             |  |                  |
| 蔣 偉     | Jiang Wei                           | 08/03/2002            | 7.500  | 600,000     | —          | —          | —            | —      | 600,000     | 7.650  | N/A <sup>4</sup> |
| 謝勝喜     | Xie Shengxi                         | 08/03/2002            | 7.500  | 380,000     | —          | —          | —            | —      | 380,000     | 7.650  | N/A <sup>4</sup> |
| <hr/>   |                                     |                       |  |             |            |            |              |        |             |  |                  |
| 小計      | Sub-total                           |                       |  | 980,000     | —          | —          | —            | —      | 980,000     |  |                  |
| <hr/>   |                                     |                       |  |             |            |            |              |        |             |  |                  |
| 獨立非執行董事 | Independent Non-Executive Directors |                       |  |             |            |            |              |        |             |  |                  |
| 陳普芬     | Chan Po Fun, Peter                  | 02/06/2004            | 9.550  | —           | 200,000    | —          | —            | —      | 200,000     | 9.400  | N/A <sup>4</sup> |
| 黃大寧     | Houang Tai Ninh                     | 02/06/2004            | 9.550  | —           | 200,000    | —          | —            | —      | 200,000     | 9.400  | N/A <sup>4</sup> |
| 李家祥     | Li Ka Cheung, Eric                  | 02/06/2004            | 9.550  | —           | 200,000    | —          | —            | —      | 200,000     | 9.400  | N/A <sup>4</sup> |
| <hr/>   |                                     |                       |  |             |            |            |              |        |             |  |                  |
| 小計      | Sub-total                           |                       |  | —           | 600,000    | —          | —            | —      | 600,000     |  |                  |
| <hr/>   |                                     |                       |  |             |            |            |              |        |             |  |                  |
| 合計      | Total                               |                       |  | 23,692,000  | 12,460,000 | 2,000,000  | —            | —      | 34,152,000  |  |                  |

\* 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。

\* 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.

## (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，彼等持有之購股權詳情已於上文(甲)段披露。以下是本公司向本集團僱員(不包括公司董事)及其他參與者授出購股權的概況。

## (b) Employees and other participants

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

## (i) 僱員(不包括公司董事)

## (i) Employees (other than directors of the Company)

| 購股權數目 <sup>1</sup> |                        |                                      |                                 |                                   |                                   |                                | 本公司股份價格 <sup>2</sup>                   |                                |                                  |
|--------------------|------------------------|--------------------------------------|---------------------------------|-----------------------------------|-----------------------------------|--------------------------------|--|--------------------------------|----------------------------------|
|                    |                        | Number of share options <sup>1</sup> |                                 |                                   |                                   |                                | Price of Company's shares <sup>2</sup> |                                |                                  |
|                    | 行使價<br>港幣元             | 於二零零四年<br>一月一日<br>尚未行使               | 於本期間<br>授出                      | 於本期間<br>行使                        | 於本期間<br>註銷                        | 於本期間<br>失效                     | 於二零零四年<br>六月三十日<br>尚未行使                | 已授出之購股權<br>港幣元                 | 已行使之購股權<br>港幣元                   |
| 授出日期               | Exercise Price<br>HK\$ | Outstanding<br>at 1/1/2004           | Granted<br>during<br>the period | Exercised<br>during<br>the period | Cancelled<br>during<br>the period | Lapsed<br>during<br>the period | Outstanding<br>at 30/6/2004            | For options<br>granted<br>HK\$ | For options<br>exercised<br>HK\$ |
| Date of grant      | HK\$                   | at 1/1/2004                          | the period                      | the period                        | the period                        | the period                     | at 30/6/2004                           | HK\$                           | HK\$                             |
| 舊計劃                |                        |                                      |                                 |                                   |                                   |                                |  |                                |                                  |
| Old Scheme         |                        |                                      |                                 |                                   |                                   |                                |  |                                |                                  |
| 20/06/2000         | 7.190                  | 4,187,000                            | N/A <sup>3</sup>                | 664,000                           | —                                 | —                              | 3,523,000                              | 9.550                          | 10.588                           |
| 21/11/2000         | 7.080                  | 4,157,000                            | N/A <sup>3</sup>                | 276,000                           | —                                 | —                              | 3,881,000                              | 9.050                          | 10.344                           |
|                    |                        | 8,344,000                            | N/A <sup>3</sup>                | 940,000                           | —                                 | —                              | 7,404,000                              |                                |                                  |
| 新計劃                |                        |                                      |                                 |                                   |                                   |                                |  |                                |                                  |
| New Scheme         |                        |                                      |                                 |                                   |                                   |                                |  |                                |                                  |
| 07/02/2002         | 7.170                  | 13,524,000                           | —                               | 2,380,000                         | —                                 | 370,000                        | 10,774,000                             | 7.100                          | 10.569                           |
| 19/04/2002         | 7.400                  | 11,500,000                           | —                               | 1,799,000                         | —                                 | 100,000                        | 9,601,000                              | 7.450                          | 10.301                           |
| 23/05/2002         | 8.900                  | 300,000                              | —                               | 114,000                           | —                                 | —                              | 186,000                                | 8.700                          | 10.792                           |
| 02/08/2002         | 8.320                  | 13,368,000                           | —                               | 2,950,000                         | —                                 | 1,360,000                      | 9,058,000                              | 8.550                          | 10.071                           |
| 07/11/2002         | 7.700                  | 1,932,000                            | —                               | 122,000                           | —                                 | —                              | 1,810,000                              | 7.650                          | 10.132                           |
| 24/01/2003         | 7.250                  | 1,620,000                            | —                               | 276,000                           | —                                 | —                              | 1,344,000                              | 7.250                          | 10.264                           |
| 14/04/2003         | 6.290                  | 9,014,000                            | —                               | 234,000                           | —                                 | 400,000                        | 8,380,000                              | 6.250                          | 10.283                           |
| 01/08/2003         | 7.100                  | 1,896,000                            | —                               | 486,000                           | —                                 | —                              | 1,410,000                              | 7.050                          | 9.800                            |
| 08/10/2003         | 8.900                  | 5,000,000                            | —                               | 48,000                            | —                                 | 702,000                        | 4,250,000                              | 9.100                          | 10.400                           |
| 02/12/2003         | 9.000                  | 1,500,000                            | —                               | —                                 | —                                 | —                              | 1,500,000                              | 9.150                          | N/A <sup>4</sup>                 |
| 14/01/2004         | 9.720                  | —                                    | 41,870,000                      | 97,000                            | —                                 | 300,000                        | 41,473,000                             | 9.700                          | 10.751                           |
| 20/04/2004         | 9.890                  | —                                    | 5,600,000                       | —                                 | —                                 | —                              | 5,600,000                              | 9.500                          | N/A <sup>4</sup>                 |
| 25/05/2004         | 9.150                  | —                                    | 42,384,000                      | —                                 | —                                 | —                              | 42,384,000                             | 9.250                          | N/A <sup>4</sup>                 |
|                    |                        | 59,654,000                           | 89,854,000                      | 8,506,000                         | —                                 | 3,232,000                      | 137,770,000                            |                                |                                  |

## (ii) 其他參與者

|               |                |             | 購股權數目 <sup>1</sup>                   |            | 本公司股份價格 <sup>2</sup>                   |              |             |                  |  |
|---------------|----------------|-------------|--------------------------------------|------------|--|--------------|-------------|------------------|--|
|               |                |             | Number of share options <sup>1</sup> |            | Price of Company's shares <sup>2</sup> |              |             |                  |  |
|               | 於二零零四年<br>一月一日 | 於本期間        | 於本期間                                 | 於本期間       | 於本期間                                   | 於二零零四年       | 已授出之購股權     | 已行使之購股權          |  |
|               | 行使價            | 授出          | 行使                                   | 註銷         | 失效                                     | 六月三十日        | 港幣元         | 港幣元              |  |
|               | 港幣元            | 尚未行使        | Granted                              | Exercised  | Cancelled                              | 尚未行使         | For options | For options      |  |
| 授出日期          | Exercise price | Outstanding | during                               | during     | during                                 | Outstanding  | granted     | exercised        |  |
| Date of grant | HK\$           | at 1/1/2004 | the period                           | the period | the period                             | at 30/6/2004 | HK\$        | HK\$             |  |
| 05/03/2002    | 7.350          | 24,078,000  | —                                    | 2,428,000  | —                                      | 10,000       | 7.200       | 9.975            |  |
| 23/05/2002    | 8.900          | 30,000      | —                                    | —          | —                                      | 30,000       | 8.700       | N/A <sup>4</sup> |  |
| 14/04/2003    | 6.290          | 620,000     | —                                    | —          | —                                      | 620,000      | 6.250       | N/A <sup>4</sup> |  |
|               |                | 24,728,000  | —                                    | 2,428,000  | —                                      | 10,000       |             |                  |  |

1. 購股權數目指購股權所涉及之本公司相關股份。

2. 就已授出購股權所披露之本公司股份價格，為緊接期權各自授出日期前一個交易日，股份在香港聯合交易所有限公司（「聯交所」）所報之收市價。就期內已行使購股權所披露之本公司股份價格，為緊接購股權行使日期前，股份於聯交所所報之收市價之加權平均數。

董事認為，評估購股權的價值涉及多方面主觀及不肯定之假設，因此，不宜披露截至二零零四年六月三十日止六個月內授出之購股權的價值。董事相信，基於預測性的假設以評估購股權的價值意義不大，且對股東有所誤導。

3. 舊計劃已於二零零二年一月三十一日予以終止，自此以後，本公司概無根據舊計劃授出任何購股權。

4. 由於授出之有關購股權於回顧期間內並無行使，故披露價格規定並不適用。

5. 上文所述已授出之購股權全部將於授出日期後滿十年之日屆滿，而每次授出購股權之代價為港幣1元。

6. 購股權一般為一次全數授出，於授出後即可行使；或分為五批授出，可由授出日期起計四年內行使。

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

2. The price of the Company's shares disclosed for options granted is the closing price quoted on 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. The price of the Company's shares disclosed for the options exercised during the period is the weighted average of the closing prices quoted on the Stock Exchange immediately before the date of exercise of options.

The Directors consider that it is not appropriate to disclose the value of options granted during the six months ended 30 June 2004, 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.

3. The Old Scheme was terminated on 31 January 2002, and therefore no options have been granted under the Old Scheme since then.

4. As the relevant share options granted have not been exercised during the period under review, no price disclosure is applicable.

5. All the share options granted as mentioned above will expire on the date falling ten years from the date of grant and consideration for each grant is HK\$1.00.

6. Share options are generally either fully vested and exercisable immediately after the date of grant or vested in five tranches and exercisable over a period of 4 years from date of grant.

## 董事之證券權益

於二零零四年六月三十日，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、有關股份及債券中擁有須根據《證券及期貨條例》第XV部第七及第八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》須知會本公司及聯交所的權益或淡倉如下：

### （甲）於本公司已發行普通股及相關股份中擁有的權益

| 董事姓名<br>Name of Directors    | 好倉／淡倉<br>Long position/<br>Short position | 股份數目<br>Number of shares | 相關股份數目 <sup>1</sup><br>Number of<br>underlying shares <sup>1</sup> | 共佔權益百分比 <sup>2</sup><br>Aggregate percentage<br>of interest <sup>2</sup><br>(%) |
|------------------------------|---|--------------------------|--|---|
| 寧高寧<br>Ning Gaoning          | 好倉<br>Long position                       | 1,630,000                | 4,500,000  | 0.29  |
| 宋 林<br>Song Lin              | 好倉<br>Long position                       | 200,000 <sup>3</sup>     | 200,000 <sup>3</sup>   | 0.23  |
|                              | 好倉<br>Long position                       | —                        | 4,500,000  |   |
| 陳樹林<br>Chen Shulin           | 好倉<br>Long position                       | —                        | 6,012,000  | 0.29  |
| 喬世波<br>Qiao Shibo            | 好倉<br>Long position                       | —                        | 3,800,000  | 0.18  |
| 閻 颺<br>Yan Biao              | 好倉<br>Long position                       | 900,000                  | 4,000,000  | 0.23  |
| 姜智宏<br>Keung Chi Wang, Ralph | 好倉<br>Long position                       | —                        | 2,966,000  | 0.14  |
| 劉百成<br>Lau Pak Shing         | 好倉<br>Long position                       | 200,000                  | 2,500,000  | 0.13  |
| 王 群<br>Wang Qun              | 好倉<br>Long position                       | 40,000                   | 800,000  | 0.04  |

## Directors' Interests in Securities

As at 30 June 2004, 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 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 contained in the Listing of Securities on the Stock Exchange, were as follows:

### (a) Interests in issued ordinary shares and underlying shares of the Company

## (甲) 於本公司已發行普通股及相關股份中擁有的權益 (續)

## (a) Interests in issued ordinary shares and underlying shares of the Company (continued)

| 董事姓名<br>Name of Directors | 好倉／淡倉<br>Long position/<br>Short position | 股份數目<br>Number of shares | 相關股份數目 <sup>1</sup><br>Number of<br>underlying shares <sup>1</sup> | 共佔權益百分比 <sup>2</sup><br>Aggregate percentage<br>of interest <sup>2</sup> |
|---------------------------|---|--------------------------|--|--|
|                           |   |                          |  | (%)  |
| 鍾 義<br>Zhong Yi           | 好倉<br>Long position                       | 420,000                  | 300,000  | 0.03   |
| 鄺文謙<br>Kwong Man Him      | 好倉<br>Long position                       | —                        | 2,994,000  | 0.14   |
| 蔣 偉<br>Jiang Wei          | 好倉<br>Long position                       | —                        | 600,000  | 0.03   |
| 謝勝喜<br>Xie Shengxi        | 好倉<br>Long position                       | —                        | 380,000  | 0.02   |
| 陳普芬<br>Chan Po Fun, Peter | 好倉<br>Long position                       | 336,000                  | 200,000  | 0.03   |
|                           | 好倉<br>Long position                       | 170,000 <sup>4</sup>     |  |  |
| 黃大寧<br>Houang Tai Ninh    | 好倉<br>Long position                       | —                        | 200,000  | 0.01   |
| 李家祥<br>Li Ka Cheung, Eric | 好倉<br>Long position                       | —                        | 200,000  | 0.01   |

1. 指上文「購股權計劃」一節詳述已授出購股權所涉及的本公司相關股份，該等購股權是屬於非上市以實物交付的股本衍生工具。

2. 指本公司股份及相關股份中的好倉總數於二零零四年六月三十日所佔本公司已發行股本總數的百分比。

3. 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。

4. 該權益由陳普芬先生擁有88.25%已發行股本之公司持有。

5. 除附註3及4另有所指者外，本報告內披露之權益由各董事以實益擁有人之身份持有。

1. 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.

2. 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 2004.

3. Mr. Song Lin was deemed to be interested in the 200,000 ordinary shares and 200,000 underlying shares through interests of his spouse.

4. Such interest is held by a company of which Mr. Chan Po Fun, Peter is interested in 88.25% of its issued share capital.

5. Save as otherwise specified under note 3 and 4, interests disclosed hereunder are being held by each director in his capacity as beneficial owner.

## (乙) 於相聯法團已發行普通股及相關股份中擁有的權益

同日，若干位董事擁有相聯法團（定義見《證券及期貨條例》）的已發行普通股股份及購股權計劃所授出可認購股份之期權中擁有權益，該等期權是屬於非上市以實物交收的股本衍生工具：

- (i) 根據一間相聯法團——華潤置地有限公司（「華潤置地」）已發行普通股及購股權計劃尚未行使期權：

## (b) Interest in issued ordinary shares and underlying shares of associated corporations

As at the same date, certain directors had interests in the issued ordinary shares and 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:

- (i) Interests in issued ordinary shares and options outstanding under the share option schemes of an associated corporation, China Resources Land Limited ("CR Land"):

| 董事姓名<br>Name of Directors       | 好倉／淡倉<br>Long position/<br>Short position | 股份數目<br>Number<br>of shares | 尚未行使<br>購股權數目 <sup>1</sup><br>Number of<br>share options<br>outstanding <sup>1</sup> | 行使價<br>港幣元<br>Exercise Price<br>HK\$ | 授出日期 <sup>2</sup><br>Date of grant <sup>2</sup> | 共佔權益<br>百分比 <sup>3</sup><br>Aggregate<br>percentage<br>of interest <sup>3</sup><br>(%) |
|---------------------------------|---|-----------------------------|--|--------------------------------------|---|--|
| 寧高寧<br>Ning Gaoning             | 好倉<br>Long position                       | —                           | 2,500,000  | 4.592                                | 27/06/1997                                      | 0.33   |
|                                 | 好倉<br>Long position                       | —                           | 2,500,000  | 0.990                                | 20/07/2000                                      |  |
| 閻飈<br>Yan Biao                  | 好倉<br>Long position                       | —                           | 2,300,000  | 4.592                                | 27/06/1997                                      | 0.31   |
|                                 | 好倉<br>Long position                       | —                           | 2,400,000  | 0.990                                | 20/07/2000                                      |  |
| 姜智宏<br>Keung Chi Wang,<br>Ralph | 好倉<br>Long position                       | —                           | 2,000,000  | 4.592                                | 27/06/1997                                      | 0.22   |
|                                 | 好倉<br>Long position                       | —                           | 1,300,000  | 0.990                                | 20/07/2000                                      |  |
| 鍾義<br>Zhong Yi                  | 好倉<br>Long position                       | —                           | 2,000,000  | 0.990                                | 20/07/2000                                      | 0.13   |
| 蔣偉<br>Jiang Wei                 | 好倉<br>Long position                       | —                           | 720,000  | 1.590                                | 04/03/2002                                      | 0.05   |
| 謝勝喜<br>Xie Shengxi              | 好倉<br>Long position                       | —                           | 460,000  | 1.590                                | 04/03/2002                                      | 0.03   |

(i) 根據一間相聯法團 — 華潤置地有限公司(「華潤置地」)已發行普通股及購股權計劃尚未行使期權：(續)

1. 購股權數目指購股權所涉及的華潤置地相關股份總數。
2. 華潤置地二零零二年三月四日授出的購股權可於自授出之日起計十年期間內行使。除此以外，上述所有其他購股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港幣1元。
3. 指好倉所涉及的華潤置地股份及相關股份總數於二零零四年六月三十日佔華潤置地已發行股本總數的百分比。
4. 上文所披露之權益全部由各董事以實益擁有人之身份持有。

(ii) 根據一間相聯法團 — 華潤勵致有限公司(「華潤勵致」)已發行普通股及購股權計劃尚未行使期權：

(i) Interests in issued ordinary shares and options outstanding under the share option schemes of an associated corporation, China Resources Land Limited ("CR Land"): (continued)

1. The number of share options refers to the number of underlying shares of CR Land covered by the share options.
2. 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.
3. This represents the percentage of the aggregate long positions in shares and underlying shares of CR Land to the total issued share capital of CR Land as at 30 June 2004.
4. All interests disclosed above are being held by each director in his capacity as beneficial owner.

(ii) Interests in issued ordinary shares and options outstanding under the share option schemes of an associated corporation, China Resources Logics Limited ("CR Logic"):

| 董事姓名<br>Name of Directors | 好倉／淡倉<br>Long position/<br>Short position | 股份數目<br>Number<br>of shares | 尚未行使<br>購股權數目 <sup>1</sup><br>Number of<br>share options<br>outstanding <sup>1</sup> | 行使價<br>港幣元<br>Exercise Price<br>HK\$ | 授出日期<br>Date of grant                              | 共佔權益<br>百分比 <sup>2</sup><br>Aggregate<br>percentage<br>of interest <sup>2</sup><br>(%) |
|---------------------------|---|-----------------------------|--|--------------------------------------|--|--|
| 寧高寧<br>Ning Gaoning       | 好倉<br>Long position                       | —                           | 2,000,000<br>1,000,000   | 0.570<br>0.479                       | 02/10/2002 <sup>3</sup><br>09/04/2003 <sup>3</sup> | 0.11   |
| 宋 林<br>Song Lin           | 好倉<br>Long position                       | 3,600,000                   | 6,900,000<br>2,000,000   | 0.590<br>0.906                       | 21/09/2000 <sup>3</sup><br>13/01/2004 <sup>3</sup> | 0.47   |
| 閻 颺<br>Yan Biao           | 好倉<br>Long position                       | —                           | 6,000,000  | 0.790                                | 04/12/2001 <sup>3</sup>                            | 0.23   |
| 蔣 偉<br>Jiang Wei          | 好倉<br>Long position                       | —                           | 720,000  | 0.820                                | 09/04/2002 <sup>4</sup>                            | 0.03   |
| 謝勝喜<br>Xie Shengxi        | 好倉<br>Long position                       | —                           | 450,000  | 0.820                                | 09/04/2002 <sup>4</sup>                            | 0.02   |



(ii) 根據一間相聯法團 — 華潤勵致有限公司(「華潤勵致」)已發行普通股及購股權計劃尚未行使期權：(續)

1. 購股權數目指購股權所涉及的華潤勵致相關股份總數。
2. 指好倉所涉及的華潤勵致股份及相關股份總數於二零零四年六月三十日佔華潤勵致已發行股本總數的百分比。
3. 購股權可於授出有關購股權日期起計十年期間內行使。
4. 該購股權或全部隨即賦予並由二零零二年四月九日起至二零一二年四月八日止期間行使，或分為四期賦予，可由二零零二年四月九日、二零零三年、二零零四年及二零零五年一月一日起至二零一二年四月八日止期間行使。上述每次授出的代價為港幣1元。
5. 上文所披露之權益全部由各董事以實益擁有人之身份持有。

(iii) 根據一間相聯法團 — 華潤水泥控股有限公司(「華潤水泥」)已發行普通股及購股權計劃尚未行使期權：

(ii) Interests in issued ordinary shares and options outstanding under the share option schemes of an associated corporation, China Resources Logics Limited ("CR Logic"): (continued)

1. The number of share options refers to the number of underlying shares of CR Logic covered by the share options.
2. This represents the percentage of the aggregate long positions in shares and underlying shares of CR Logic to the total issued share capital of CR Logic as at 30 June 2004.
3. Options are exercisable within a period of 10 years from the date of grant of the relevant options.
4. Options are either vested immediately and exercisable from 9 April 2002 to 8 April 2012 or vested in 4 tranches and exercisable on 9 April 2002, 1 January 2003, 2004 and 2005 to 8 April 2012. Consideration for each of the grants mentioned above is HK\$1.00.
5. All interests disclosed above are being held by each director in his capacity as beneficial owner.

(iii) Interests in issued ordinary shares and options outstanding under the share option scheme of an associated corporation, China Resources Cement Holdings Limited ("CR Cement"):

| 董事姓名<br>Name of Directors | 好倉／淡倉<br>Long position/<br>Short position | 股份數目<br>Number of shares | 尚未行使<br>購股權數目 <sup>1</sup><br>Number of<br>share options<br>outstanding <sup>1</sup> | 行使價<br>港幣元<br>Exercise Price<br>HK\$ | 授出日期 <sup>2</sup><br>Date of grant <sup>2</sup> | 共佔權益<br>百分比 <sup>3</sup><br>Aggregate<br>percentage<br>of interest <sup>3</sup><br>(%) |
|---------------------------|---|--------------------------|--|--------------------------------------|---|--|
| 寧高寧<br>Ning Gaoning       | 好倉<br>Long position                       | 163,000                  | —  | —                                    | —   | 0.04   |
| 喬世波<br>Qiao Shibo         | 好倉<br>Long position                       | —                        | 3,000,000  | 2.325                                | 05/12/2003                                      | 0.83   |
| 閻飏<br>Yan Biao            | 好倉<br>Long position                       | 90,000                   | —  | —                                    | —   | 0.02   |

(iii) 根據一間相聯法團 — 華潤水泥控股有限公司（「華潤水泥」）已發行普通股及購股權計劃尚未行使期權：（續）

(iii) Interests in issued ordinary shares and options outstanding under the share option scheme of an associated corporation, China Resources Cement Holdings Limited (“CR Cement”): (continued)

| 董事姓名<br>Name of Directors    | 好倉／淡倉<br>Long position/<br>Short position | 股份數目<br>Number<br>of shares | 尚未行使<br>購股權數目 <sup>1</sup><br>Number of<br>share options<br>outstanding <sup>1</sup> | 行使價<br>港幣元<br>Exercise Price<br>HK\$ | 授出日期 <sup>2</sup><br>Date of grant <sup>2</sup> | 共佔權益<br>百分比 <sup>3</sup><br>Aggregate<br>percentage<br>of interest <sup>3</sup><br>(%) |
|------------------------------|---|-----------------------------|--|--------------------------------------|---|--|
| 姜智宏<br>Keung Chi Wang, Ralph | 好倉<br>Long position                       | —                           | 800,000  | 2.325                                | 05/12/2003                                      | 0.22   |
| 王 群<br>Wang Qun              | 好倉<br>Long position                       | 4,000                       | —  | —                                    | —   | 0.01   |
| 鄺文謙<br>Kwong Man Him         | 好倉<br>Long position                       | —                           | 300,000  | 2.325                                | 05/12/2003                                      | 0.08   |
| 陳普芬<br>Chan Po Fun, Peter    | 好倉<br>Long position                       | 50,600 <sup>4</sup>         | —  | —                                    | —   | 0.01   |

1. 購股權數目指購股權所涉及的華潤水泥相關股份總數。

2. 購股權分五期授出，每期百分之二十，可由授出日期首個週年起計，於授出日期每一週年授出，全部購股權將於二零一三年十二月四日屆滿。上述每次授出的代價為港幣1元。

3. 指好倉所涉及的華潤水泥股份及相關股份總數於二零零四年六月三十日佔華潤水泥已發行股本總數的百分比。

4. 就該等 50,600 股股份當中，17,000 股股份由陳普芬先生擁有 88.25% 已發行股本之公司持有。

5. 除附註4另有所指者外，上文披露之所有其他權益由各董事以實益擁有人身份持有。

1. The number of share options refers to the number of underlying shares of CR Cement covered by the share options.

2. Options are vested in 5 tranches of 20% each on each anniversary of the date of grant commencing from the first anniversary of the date of grant. All options expire on 4 December 2013. Consideration for each of the grants mentioned above is HK\$1.00.

3. This represents the percentage of the aggregate long positions in shares and underlying shares of CR Cement to the total issued share capital of CR Cement as at 30 June 2004.

4. Out of these 50,600 shares, 17,000 shares are held by a company of which Mr. Chan Po Fun, Peter is interested in 88.25% of its issued share capital.

5. Save as otherwise specified in note 4, all other interests disclosed above are being held by each director in his capacity as beneficial owner.

(iv) 根據一間相聯法團 — 華潤電力控股有限公司（「華潤電力」）已發行普通股及購股權計劃尚未行使期權：

(iv) Interests in issued ordinary shares and options outstanding under the share option scheme of an associated corporation, China Resources Power Holdings Company Limited (“CR Power”):

| 董事姓名<br>Name of Directors | 好倉／淡倉<br>Long position/<br>Short position | 股份數目<br>Number<br>of shares | 尚未行使<br>購股權數目 <sup>1</sup><br>Number of<br>share options<br>outstanding <sup>1</sup> | 行使價<br>港幣元<br>Exercise Price<br>HK\$ | 授出日期 <sup>2</sup><br>Date of grant <sup>2</sup> | 共佔權益<br>百分比 <sup>3</sup><br>Aggregate<br>percentage<br>of interest <sup>3</sup><br>(%) |
|---------------------------|---|-----------------------------|--|--------------------------------------|---|--|
| 寧高寧<br>Ning Gaoning       | 好倉<br>Long position                       | —                           | 1,000,000  | 2.8                                  | 12/11/2003                                      | 0.03   |
| 宋林<br>Song Lin            | 好倉<br>Long position                       | —                           | 2,000,000  | 2.8                                  | 12/11/2003                                      | 0.05   |
| 陳樹林<br>Chen Shulin        | 好倉<br>Long position                       | —                           | 600,000  | 2.8                                  | 12/11/2003                                      | 0.02   |
| 喬世波<br>Qiao Shibo         | 好倉<br>Long position                       | —                           | 600,000  | 2.8                                  | 12/11/2003                                      | 0.02   |
|                           |   | —                           | 30,000 <sup>4</sup>  | 2.8                                  | 12/11/2003                                      |  |
| 閻颺<br>Yan Biao            | 好倉<br>Long position                       | —                           | 600,000  | 2.8                                  | 12/11/2003                                      | 0.02   |
| 劉百成<br>Lau Pak Shing      | 好倉<br>Long position                       | —                           | 500,000  | 2.8                                  | 12/11/2003                                      | 0.01   |
| 王群<br>Wang Qun            | 好倉<br>Long position                       | —                           | 500,000  | 2.8                                  | 12/11/2003                                      | 0.01   |
| 蔣偉<br>Jiang Wei           | 好倉<br>Long position                       | —                           | 1,000,000  | 2.8                                  | 12/11/2003                                      | 0.03   |
| 謝勝喜<br>Xie Shengxi        | 好倉<br>Long position                       | —                           | 400,000  | 2.8                                  | 12/11/2003                                      | 0.01   |

(iv) 根據一間相聯法團 — 華潤電力控股有限公司（「華潤電力」）已發行普通股及購股權計劃尚未行使期權：（續）

1. 購股權數目指購股權所涉及的華潤電力相關股份總數。
2. 期權分五期授出，每期百分之二十，可由授出日期首個週年起計，於授出日期每一週年授出，全部期權將於二零一三年十月五日屆滿。上述每次授出的代價為港幣1元。
3. 指好倉所涉及的華潤電力股份及相關股份總數於二零零四年六月三十日佔華潤電力已發行股本總數的百分比。
4. 喬世波先生被視為擁有其配偶之30,000股相關股份之權益。
5. 除附註4另有所指者外，本報告內披露之權益由各董事以實益擁有人之身份持有。

(iv) Interests in issued ordinary shares and options outstanding under the share option scheme of an associated corporation, China Resources Power Holdings Company Limited (“CR Power”): (continued)

1. The number of share options refers to the number of underlying shares of CR Power covered by the share options.
2. Options are vested in 5 tranches of 20% each on each anniversary of the date of grant commencing from the first anniversary of the date of grant and all options expire on 5 October 2013. Consideration for each of the grants mentioned above is HK\$1.00.
3. This represents the percentage of the aggregate long positions in shares and underlying shares of CR Power to the total issued share capital of CR Power as at 30 June 2004.
4. Mr. Qiao Shibo was deemed to be interested in the 30,000 underlying shares through interests of his spouse.
5. Save as otherwise specified in note 4, interests disclosed hereunder are being held by each director in his capacity as beneficial owner.

### 擁有須具報權益的股東

於二零零四年六月三十日，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部第二及第三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：

### Shareholders with notifiable interests

As at 30 June 2004, 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<br>擁有權益的股份數目<br>Number of shares in<br>which the interested<br>party is deemed<br>to have interests | 持股量百分比<br>Percentage of<br>shareholding<br>(%) |
|------------------------------|--|--|--|
| 中國華潤總公司（「華潤總公司」）             | China Resources National Corporation<br>（“CRNC”）               | 1,165,821,822  | 55.42  |
| 華潤股份有限公司（附註1）                | China Resources Co., Limited (Note 1)                          | 1,165,821,822  | 55.42  |
| CRC Bluesky Limited（附註1）     | CRC Bluesky Limited (Note 1)                                   | 1,165,821,822  | 55.42  |
| 華潤（集團）有限公司<br>（「華潤集團」）（附註1）  | China Resources (Holdings) Company<br>Limited (“CRH”) (Note 1) | 1,165,821,822  | 55.42  |
| 澳洲聯邦銀行（附註2）                  | Commonwealth Bank of Australia (Note 2)                        | 169,218,567  | 8.04   |
| J.P. Morgan Chase & Co.（附註3） | J.P. Morgan Chase & Co. (Note 3)                               | 126,676,171  | 6.00   |

**擁有須具報權益的股東 (續)**

附註：

1. 華潤集團為 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。
2. 根據證券及期貨條例第XV部第2及第3分部規定向本公司披露的資料顯示，該等股份由澳洲聯邦銀行直接或間接擁有100%控制權之法團持有。
3. 根據證券及期貨條例第XV部第2及第3分部規定向本公司披露的資料顯示，該等股份由 J.P. Morgan Chase & Co. 及其受控法團(附註4)持有如下：

| 身份     | 股份數目       |
|--------|------------|
| 實益擁有人  | 8,072,640  |
| 投資經理   | 66,718,000 |
| 認可放款代理 | 51,885,531 |

4. 根據證券及期貨條例第XV部第2及第3分部向本公司披露的資料顯示，除下列由 J.P. Morgan Chase & Co. 以下述方式持有的法團外，所有該等法團均由 J.P. Morgan Chase & Co. 直接或間接擁有100%控制權。

| 法團名稱                                 | J.P. Morgan Chase & Co. 直接或間接持有權益百分比 |
|--------------------------------------|--------------------------------------|
| Robert Fleming Asset Management Ltd. | 95.96%                               |
| Robert Fleming Holdings Ltd.         | 96%                                  |
| JF Asset Management Limited          | 99.99%                               |
| J.P. Morgan Securities Ltd.          | 90%                                  |

**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)。於二零零四年六月三十日，該等須於四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1,800,000,000元。

**購買、出售或贖回上市證券**

本公司或其附屬公司於截至二零零四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。

**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，或於截至二零零四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。

**Shareholders with notifiable interests (continued)**

Notes:

1. 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.
2. According to the information disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, these shares were held by corporations controlled directly or indirectly as to 100% by Commonwealth Bank of Australia.
3. According to the information disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, these shares were held by J.P. Morgan Chase & Co. and corporations controlled by it (Note 4) in the respective following capacity:

| Capacity               | No. of shares |
|------------------------|---------------|
| Beneficial owner       | 8,072,640     |
| Investment manager     | 66,718,000    |
| Approved lending agent | 51,885,531    |

4. According to the information disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, other than the following corporations which were held by J.P. Morgan Chase & Co. in the manner described below, all these corporations were controlled directly or indirectly as to 100% by J.P. Morgan Chase & Co.:

| Name of corporation                  | Percentage interest (direct or indirect) held by J.P. Morgan Chase & Co. |
|--------------------------------------|--|
| Robert Fleming Asset Management Ltd. | 95.96%   |
| Robert Fleming Holdings Ltd.         | 96%  |
| JF Asset Management Limited          | 99.99%   |
| J.P. Morgan Securities Ltd.          | 90%  |

**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 2004, the amount of such facility was HK\$3,000 million and HK\$1,800 million was drawn down. Such facility is wholly repayable within four 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 2004.

**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 2004 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.