

截至二零零六年六月三十日止六個月半年度會計報表
(按照中華人民共和國會計準則及制度編制)

For the six months ended 30 June 2006
(Prepared under the PRC Accounting Rules and Regulations)

三、董事、監事及高級管理人員情況

(一) 董事、監事及高級管理人員變動情況

本公司於二零零六年四月十日召開臨時股東大會，選舉劉寶瑛先生、朱雷波先生、張少傑先生、朱留欣先生、姜宏先生、丁建洛先生、席升陽先生、董超先生、郭愛民先生及張戰營先生為本公司第五屆董事會成員；對空缺的一名董事，本公司將盡快召開股東會補選；選舉陶善武先生、宋飛女士、李靜宜女士、顧美鳳女士為本公司第五屆監事會由股東代表出任的成員；馬世信先生為本公司職工代表大會選舉的職工監事。原董事王捷先生、戴志良先生、鍾朋榮先生離職，原監事程榮法先生離職。

本公司第五屆董事會於二零零六年四月二十五日召開會議：一、選舉劉寶瑛先生為本公司第五屆董事會董事長；二、選舉朱雷波先生為本公司第五屆董事會副董事長；三、聘任劉寶瑛先生、朱雷波先生、姜宏先生、丁建洛先生、席升陽先生為董事會戰略委員會委員，其中劉寶瑛先生為主任委員。聘任劉寶瑛先生、郭愛民先生、席升陽先生為董事會提名委員會委員，其中郭愛民先生為主任委員。聘任郭愛民先生、董超先生、張佔營先生為董事會審計委員會委員，其中董超先生為主任委員。聘任劉寶瑛先生、席升陽先生、張佔營先生為董事會薪酬與考核委員會委員。其中席升陽先生為主任委員；四、聘任丁建洛先生為本公司總經理，聘期至二零零九年四月十日止；五、聘任王和平先生、曹華先生為本公司副總經理，曹明春先生為本公司財務總監，聘期至二零零九年四月十日止；六、鑒於原董事會秘書王捷先生因個人原因辭去董事會秘書職務，聘任曹明春先生為本公司董事會秘書，聘期至二零零九年四月十日止。原副總經理謝軍先生和馬世信先生離職。

本公司第五屆監事會於二零零六年四月二十五日召開會議，會議選舉陶善武先生為本公司監事會主席。

3. DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

(1) Change in directors, supervisors and senior management

The Extraordinary General Meeting of the Company was held on 10 April 2006 for election of Mr. Liu Baoying, Mr. Zhu Leibo, Mr. Zhang Shaojie, Mr. Zhu Liuxin, Mr. Jiang Hong, Mr. Ding Jianluo, Mr. Xi Shengyang, Mr. Dong Chao, Mr. Guo Aimin and Mr. Zhang Zhanying as members of the fifth session of the Board of the Company (The Company will arrange election for the vacancy of a Director as soon as practicable), and the election of Mr. Tao Shanwu, Ms. Sung Fei, Ms. Li Jingyi and Ms. Gu Meifeng as Supervisors of fifth session of Supervisory Committee of the Company. Mr. Ma Shixin was the Supervisor for Staff elected at the labours' representative union of the Company. Mr. Wang Jie, Mr. Dai Zhiliang and Mr. Zhong Pengrong, the former Directors, and Mr. Cheng Rongfa, the former Supervisor, had resigned.

The Company convened a meeting for the fifth session of the Board of the Company on 25 April 2006, at which: 1. Mr. Liu Baoying was elected as Chairman of the fifth session of the Board of the Company; 2. Mr. Zhu Leibo was elected as Vice Chairman of the fifth session of the Board of the Company; 3. Mr. Liu Baoying, Mr. Zhu Leibo, Mr. Jiang Hong, Mr. Ding Jianluo and Mr. Xi Shengyang were appointed the members of the Strategic Committee under the Board and Mr. Liu Baoying was the Chairman of the committee; Mr. Liu Baoying, Mr. Guo Aimin and Mr. Xi Shengyang were appointed the members of the Nomination Committee under the Board and Mr. Guo Aimin was the Chairman of the committee; Mr. Guo Aimin, Mr. Dong Chao and Mr. Zhang Zhanying were appointed the members of the Audit Committee under the Board and Mr. Dong Chao was the Chairman of the committee; Mr. Liu Baoying, Mr. Xi Shengyang and Mr. Zhang Zhanying were appointed the members of the Remuneration and Review Committee under the Board and Mr. Xi Shengyang was the Chairman of the committee; 4. Mr. Ding Jianluo was elected as General Manager of the Company for a term of office expired on 10 April 2009; 5. Mr. Wang Heping and Mr. Cao Hua were elected as Deputy General Manager and Financial Controller of the Company respectively for a term of office expired 10 April 2009; 6. Mr. Wang Jie, the former Secretary to the Board, was resigned as Secretary to the Board due to personal reason and Cao Mingchun was appointed as Secretary to the Board of the Company for a term of office expired 10 April 2009. Mr. Xie Jun and Mr. Ma Shixin, the former Deputy General Manager of the Company, were resigned.

The meeting for the fifth session of the Supervisory Committee was held on 25 April 2006, at which Mr. Tao Shanwu was elected as Chairman of the Supervisory Committee of the Company.



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(二) 報告期內本公司董事、監事、高級管理人員之股本權益

(2) Shareholding of directors, supervisors and senior management during the reporting period

屬於個人權益持有之A股股數

Number of A shares held in the interest of individuals

姓名	職務	報告期初 持股數(股) Shareholdings at the beginning of the year (share)	報告期末 持股數(股) Shareholdings at the end of the year (share)	變動原因
Name	Position			Reasons for change
劉寶瑛 Liu Baoying	董事長 Chairman	2,000	2,840	股權分置改革增加 Increase due to implementation of Share Reform
朱雷波 Zhu Leibo	副董事長 Vice Chairman	2,000	2,840	股權分置改革增加 Increase due to implementation of Share Reform
丁建洛 Ding Jianluo	董事總經理 Managing Director	0	0	
張少傑 Zhang Shaojie	董事 Director	1,700	2,414	股權分置改革增加 Increase due to implementation of Share Reform
朱留欣 Zhu Liuxin	董事 Director	1,700	2,414	股權分置改革增加 Increase due to implementation of Share Reform
姜宏 Jiang Hong	董事 Director	1,800	2,556	股權分置改革增加 Increase due to implementation of Share Reform
王捷 Wang Jie	董事 (2006年4月10日任期屆滿) 董事會秘書 (2006年4月25日不再續聘) Independent Director (his term of office expired on 10 April 2006) Secretary to the Board (ceased appointment on 25 April 2006)	2,000	2,840	股權分置改革增加 Increase due to implementation of Share Reform
戴志良 Dai Zhiliang	獨立董事 (2006年4月10日任期屆滿) Independent Director (his term of office expired on 10 April 2006)	0	0	
鍾朋榮 Zhong Pengrong	獨立董事 (2006年4月10日任期屆滿) Independent Director (his term of office expired on 10 April 2006)	0	0	
郭愛民 Guo Aimin	獨立董事 (2006年4月10日獲委任) Independent Director (appointed on 10 April 2006)	0	0	
張佔營 Zhang Zhanying	獨立董事 (2006年4月10日獲委任) Independent Director (appointed on 10 April 2006)	0	0	
席升陽 Xi Shengyang	獨立董事 Independent Director	0	0	
董超 Dong Chao	獨立董事 Independent Director	0	0	
陶善武 Tao Shanwu	監事會主席 Chairman of Supervisor Committee	0	0	
程榮法 Cheng Rongfa	監事 (2006年4月10日任期屆滿) Supervisor (his term of office expired on 10 April 2006)	0	0	
馬世信 Ma Shixin	監事 (2006年4月10日獲委任) Supervisor (appointed on 10 April 2006)	0	0	
宋飛 Sung Fei	監事 Supervisor	0	0	
李靜宜 Li Jingyi	獨立監事 Independent Supervisor	0	0	
顧美鳳 Gu Meifeng	獨立監事 Independent Supervisor	0	0	

洛 陽 玻 璃 股 份 有 限 公 司

LUOYANG GLASS COMPANY LIMITED

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謝軍 Xie Jun	副總經理 (2006年4月25日不再續聘) Deputy General Manager (ceased appointment on 25 April 2006)	0	0	
馬世信 Ma Shixin	副總經理 (2006年4月25日不再續聘) Deputy General Manager (ceased appointment on 25 April 2006)	0	0	
王和平 Wang Heping	副總經理 Deputy General Manager	1,700	2,414	股權分置改革增加 Increase due to implementation of Share Reform
曹華 Cao Hua	副總經理 (2006年4月25日獲聘任) Deputy General Manager (appointed on 25 April 2006)	0	0	
曹明春 Cao Mingchun	財務總監兼董事會秘書 (2006年4月25日獲聘任董事會秘書) Financial Controller and Secretary to the Board (appointed as Secretary to the Board on 25 April 2006)	0	0	

註：

- (1) 除上述披露外截至二零零六年六月三十日止，本公司各董事、監事或高級管理人員在本公司或其任何相關法團（定義見《證券及期貨條例》（香港法例第571章）第XV部分）的股份、股本衍生工具中的相關股份或債權證中概無任何根據《證券及期貨條例》第352條規定須存置之披露權益登記冊之權益或淡倉；或根據《上市公司董事進行證券交易的標準守則》所規定的需要通知本公司和香港聯合交易所有限公司。
- (2) 於二零零六年六月三十日，本公司未授予本公司董事、監事或其配偶或十八歲以下子女認購本公司或其任何相關法團的股份或債權證的任何權利。

notes:

- (1) Save as disclosed above, as at 30 June 2006, none of the Directors, Supervisors and senior management of the Company had any interest nor short position in the underlying shares or debentures in the shares, equity derivatives of the Company or its associated corporations (within the meaning as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Hong Kong Ordinance)) which was required to be entered in the register of interest maintained by the Company pursuant to section 352 of the Securities and Futures Ordinance; or required to be notified to the Company or the Stock Exchange pursuant to the Model Code on Securities Transactions by Directors of Listed Issuers.
- (2) As at 30 June 2006, the Company did not grant the Company's Directors, Supervisors or their spouses or children under 18 with any right to subscribe for the shares or debentures of the Company or any of its associated corporations.