

## Other Information

### DIVIDEND

The Board of Directors did not recommend payment of any interim dividend for the six months ended 30 June 2006. (Same period of 2005: Nil)

### SHARE OPTION SCHEME

For the six months ended 30 June 2006, the Company does not have any share option scheme.

### DIRECTORS' AND SUPERVISORS' INTERESTS IN SHARES

As at 30 June 2006, none of the Directors, Supervisors or their associates has any interests in the shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which will have to be notified to the Company and the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any Director or Supervisor is deemed or taken to be under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register required to be kept by the Company or which will be required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

### SHARE CAPITAL

The table below sets out the structure of share capital of the Company as at 30 June 2006:

Class of shares	Number of shares	Proportion (%)
Domestic shares	1,739,500,000	63.81
H shares	986,700,000	36.19
Total	2,726,200,000	

Details of the movements in share capital of the Company during the six months ended 30 June 2006 are shown in note 10 to the unaudited condensed consolidated financial statements.

## Other Information

### SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 June 2006, so far as was known to the Directors, the following persons (other than Directors or Supervisors) had an interest or short position in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of shareholder	Class of shares	Number of shares	Capacity	As a percentage of the relevant class of share capital	As a percentage of the total share capital
Xiamen Port Holding Group Co. Ltd. <i>(Note 1)</i>	Domestic Shares	1,666,300,000 (Long Position)	Beneficial owner	95.79%	61.12%
China Shipping (Group) Co. <i>(Note 2)</i>	H Shares	146,762,000 (Long Position)	Interest of controlled corporation	14.87%	5.38%
China Shipping (Hong Kong) Holdings Co, Limited <i>(Note 2)</i>	H Shares	146,762,000 (Long Position)	Beneficial owner	14.87%	5.38%
China Shipping Terminal Development (Hong Kong) Company Limited <i>(Note 3)</i>	H Shares	130,460,000 (Long Position)	Beneficial owner	13.22%	4.79%
Platinum Asset Management Limited	H Shares	69,733,000 (Long position)	Trustee	7.07%	2.56%
ING Groep N.V.	H Shares	49,800,837 (Long position)	Investment manager	5.05%	1.83%

**Note 1:** Xiamen Port Holding Co. Ltd. changed its name to Xiamen Port Holding Group Co. Ltd. on 4 April 2006.

**Note 2:** The 146,762,000 shares referred to the same batch of shares.

**Note 3:** The 130,460,000 shares formed part of the 146,762,000 shares referred to in Note 2 above.

Save as disclosed above, as at 30 June 2006, so far as was known to the Directors, no other persons (other than the Directors or Supervisors) had an interest or short position in the shares of the Company which would fall to be disclosed to the Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company under section 336 of the SFO.

## Other Information

### PURCHASE, SALE AND REDEMPTION OF SECURITIES

For the six months ended 30 June 2006, none of the Company and any of its subsidiaries purchased, sold or repurchased any interests in the listed securities of the Company.

### ACQUISITION AND DISPOSAL

For the six months ended 30 June 2006, apart from the following, the Group did not enter into major acquisitions or disposals with its subsidiaries, jointly controlled entities and associates.

On 7 July 2006, a resolution was passed by the Board of Directors of the Company to sell the 30% equity interests of Fujian Electron Port Inc. (福建電子口岸股份有限公司) held by the Company to its controlling shareholder, Xiamen Port Holding Group Co. Ltd. The consideration was RMB4,648,269 and the net operating results generated by Fujian Electron Port Inc. after 1 January 2006 attributable to the 30% share interests in Fujian Electron Port Inc. shall be belonged to or borne by Xiamen Port Holding Group Co., Ltd. Please refer to the Company's announcement dated 7 July 2006 for further details.

### CORPORATE GOVERNANCE

The Company is committed to high standards of corporate governance and has taken actions to comply with the relevant code provisions as set out in the Code on Corporate Governance Practices (the "Code on Corporate Governance Practices") stipulated in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), for the purpose of continuously improving the Company's internal control system. At the fourteenth meeting of the first session of the Board of Directors of the Company, it was resolved that the Company will establish an internal audit department, with Qualified Accountant Zhang Yibing acting as the department's deputy manager, in order to further strengthen the Company's corporate governance. For the six months ended 30 June 2006, the Company complied with the relevant code provisions as set out in the Code on Corporate Governance Practices.

### BOARD OF DIRECTORS

As at 30 June 2006, the Board of Directors of the Company comprises twelve Directors, details of which are as follows:

Chairman:	Mr. ZENG Yingguo
Executive Directors:	Mr. ZENG Yingguo, Mr. CHEN Dingyu, Mr. FANG Yao, Mr. HUANG Zirong, Mr. LIN Kaibiao
Non-Executive Directors:	Mr. ZHENG Yongen, Mr. FU Chengjing, Ms. MIAO Luping, Mr. KE Dong
Independent Non-Executive Directors:	Mr. HUANG Shizhong, Mr. ZHEN Hong, Mr. HUI Wang Chuen

## Other Information

### AUDIT COMMITTEE

The Audit Committee proposes the retention, oversees the performance and approves the remuneration of the independent auditors, reviews the Company's financial data and oversees the Company's financial reporting procedure and internal control procedure, and provides the Board with opinions and suggestions. The Audit Committee comprises Mr. Huang Shizhong (chairman), Mr. Zhen Hong and Mr. Fu Chengjing.

The unaudited condensed consolidated interim financial statements set out in the interim report have been reviewed by the Audit Committee.

### REMUNERATION COMMITTEE

The primary role of the Remuneration Committee is to regularly review human resource management policies, make recommendations on the compensation and benefit plans of Directors and senior executives, as well as setting performance goals for senior executives of the Group. The Remuneration Committee comprises Mr. Hui Wang Chuen (chairman), Mr. Zheng Yongen and Mr. Huang Shizhong.

### BUSINESS STRATEGY COMMITTEE

The Business Strategy Committee is primarily responsible for the following: evaluating long-term strategic development plans, evaluating major investment and financing requiring Board approvals under the Articles of Association of the Company ("the Articles"), evaluating major capital and asset management requiring Board approval under the Articles, evaluating other major business which may affect development of the Company, monitoring implementation of the above activities and any other business authorised by the Board. The Business Strategy Committee comprises Mr. Zhen Hong (chairman), Mr. Chen Dingyu and Ms. Miao Luping.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has originally adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code. With regard to the Company's actual circumstances, the Company prepared a Model Code for Securities Transactions by Directors for Xiamen International Port Co., Ltd. (the "Code") in accordance with the terms of the Model Code. The Code has been approved at the fourteenth meeting of the first session of the Board of Directors of the Company and is now effective as the code of conduct for securities transactions by the Directors, Supervisors and senior management of the Company.

Upon the Company's detailed enquiries, all Directors and Supervisors confirmed that they have complied with the standards set out in the Model Code during the period from 1 January 2006 to 30 June 2006.

### POST BALANCE SHEET EVENTS

Details of the post balance sheet events are set out in note 20 to the unaudited condensed consolidated interim financial statements.

By Order of the Board  
**Xiamen International Port Co., Ltd**  
**Zeng Yingguo**  
*Chairman*

Xiamen, the PRC, 29 August 2006