

GEELY



Annual Report 年報

2003



吉利汽車控股有限公司
GEELY AUTOMOBILE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立之有限公司)
Formerly known as Guorun Holdings Limited 前稱國潤控股有限公司

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AVVO
我的跑車



造老百姓買得起的好車
讓吉利轎車走遍全世界

CHAIRMAN'S STATEMENT 主席報告書

本人現代表吉利汽車控股有限公司（前稱國潤控股有限公司）（「本公司」）董事會（「董事會」）欣然向各股東提呈本公司及其附屬公司（「本集團」）截至二零零三年十二月三十一日止年度之業績報告。

財務回顧

截至二零零三年十二月三十一日止年度，本集團的營業額為港幣39,872,000元，較去年下降約44.5%。股東應佔盈利為港幣57,486,000元，而上年度則為虧損淨額港幣105,981,000元。每股基本盈利約港幣1.6仙（二零零二年：每股基本虧損港幣4.3仙）。

董事會不建議派發截至二零零三年十二月三十一日止年度之末期股息（二零零二年：無）。

本公司於本年度成功轉虧為盈，全賴浙江吉利國潤汽車有限公司（「吉利國潤」）七個月營運期及上海華普國潤汽車有限公司（「華普國潤」）一個月營運期，為本集團提供攤分港幣68,027,000元之稅後溢利淨額。

業務概覽

自重組轉型後，本集團的汽車製造業務已步入正軌，成功躋身國內龐大轎車市場，二零零三年業績轉虧為盈。

On behalf of Geely Automobile Holdings Limited (formerly known as Guorun Holdings Limited) (the "Company"), I am pleased to present to the shareholders the results report of the Company and its subsidiaries (the "Group") for the year ended 31 December 2003.

Financial Review

The Group's turnover amounted to HK\$39,872,000 for the year ended 31 December 2003, representing a decrease of approximately 44.5% as compared to the previous year. The earnings attributable to shareholders amounted to HK\$57,486,000, compared to a net loss of HK\$105,981,000 in previous year. Basic earnings per share was approximately HK1.6 cents (2002: basic loss per share HK4.3 cents).

The Board does not recommend any payment of final dividend for the year ended 31 December 2003 (2002: nil).

The Company successfully returned to profitability during the year, mainly due to the net profit after tax attributable of HK\$68,027,000 to the Group from Zhejiang Geely Guorun Automobile Company Limited ("Geely Guorun") during the seven-month operating period and from Shanghai Maple Guorun Automobile Company Limited ("Maple Guorun") during the one-month operating period.

Business Overview

After reorganization and transformation, the Group's automobile manufacturing business has returned to its track, and successfully penetrated into the robust sedan market in China, thus a turnaround for 2003 results was recorded.

CHAIRMAN'S STATEMENT 主席報告書



本集團於二零零三年三月三十日成功與中國著名汽車製造企業—浙江吉利控股集團有限公司（「吉利控股」）及其附屬公司簽訂合資協議，組建名為吉利國潤之中外合資公司。本集團擁有吉利國潤約 46.8% 的註冊資本，而吉利國潤之主要業務是於浙江省寧波市北侖經濟開發區生產經濟型轎車。於二零零三年十月十日，雙方達成增加吉利國潤的總投資及註冊資本的協議，雙方持股比例不變。吉利國潤已於二零零四年三月二十三日改名為浙江吉利汽車有限公司。

集團於二零零三年十月十日與吉利控股及其附屬公司上海華普汽車有限公司（「上海華普」）簽訂合資協議，組建華普國潤。本集團持有華普國潤 46.8% 股權，上海華普則持有 53.2%。華普國潤主要於上海市金山區楓涇工業區生產經濟型轎車。

二零零三年十二月五日，本集團與浙江省福林汽車零部件有限公司簽訂協議，組建名為浙江省福林國潤汽車零部件有限公司之合營公司。該合營公司由本集團持有 51% 股權，於浙江省台州市生產汽車零部件。

On 30 March 2003, the Group successfully entered into a joint venture agreement with Zhejiang Geely Holding (Group) Company Limited ("Geely Holding"), a renowned automobile manufacturing enterprise, and its subsidiaries for the establishment of a sino-foreign joint venture company named as Geely Guorun. The Group held approximately 46.8% of the registered capital of Geely Guorun which was principally engaged in the manufacturing of economic class sedans in Beilun Economic and Technological Development Zone, Ningbo, Zhejiang Province. On 10 October 2003, both parties entered into an agreement to increase the total investment in Geely Guorun and its registered capital, with their shareholdings remained unchanged. Geely Guorun has changed its name to Zhejiang Geely Automobile Company Limited on 23 March 2004.

On 10 October 2003, the Group entered into a joint venture agreement with Geely Holding and its subsidiary Shanghai Maple Automobile Company Limited ("Shanghai Maple") for the establishment of Maple Guorun which is owned as to 46.8% and 53.2% by the Group and Shanghai Maple respectively. Maple Guorun was principally engaged in the manufacturing of economic class sedans in Shanghai Jinshan Fengjing Industrial Zone.

On 5 December 2003, the Group entered into an agreement with Zhejiang Fulin Automobile Parts & Components Company Limited for the establishment of a joint venture company named as Zhejiang Fulin Guorun Automobile Parts & Components Company Limited which the Group held 51% of its equity interest, to manufacture automobile parts and components in Taizhou, Zhejiang Province.

兩間聯營公司及一間附屬公司的設立，奠定了本集團投資中國汽車產業的基本佈局，也使本集團之業務成功轉型並定位於汽車製造及相關業務。

前瞻

憑藉於合營公司的投資，可令本集團受惠於中國具龐大發展潛力的汽車製造及銷售業務。本集團將繼續全力發展汽車產業，並期望進一步擴大與吉利控股在汽車領域的合作。董事會深信明確的業務策略加上管理層的努力開拓，預計集團未來的盈利能力將可進一步提高，為股東爭取更理想的回報。

致謝

最後，本人謹代表董事會向所有客戶、商業伙伴及顧問在過去一年對本集團之鼎力支持表示感謝，並感謝各員工和管理人員努力不懈的服務，以及各股東的信任和支持。

承董事會命

主席
賀學初

香港，二零零四年四月十五日

The establishment of the above two associated companies and one subsidiary has not only consolidated the foundation of the Group's investments in the PRC automobile industry, but also enabled the business of the Group to be successfully transformed to and positioned in automobile manufacturing and its related businesses.

Prospects

Looking forward, with the investment in the joint venture companies, the Group will be able to benefit from the giant growth potential of the automobile manufacturing and sales business in the PRC. In anticipation of further expanding the scope of co-operation in automobile business with Geely Holding, the Group will continue to devote its entire effort to develop the automobile business. By capitalizing on the Group's precise business strategies and the management's dedication to exploring business opportunities, the Board believes that future profitability of the Group will further be enhanced, thereby maximizing shareholders' return.

Appreciation

Lastly, I would like to express my sincere gratitude, on behalf of the Board, to all our clients, business partners and consultants for their continuous support to the Group during the year. Conveying also our cordial thanks to our staff and management for their dedicated service to the Group and the trust and support of our shareholders.

By order of the Board,

He Xuechu
Chairman

Hong Kong, 15 April 2004

FINANCIAL HIGHLIGHTS 財務摘要

兩家主要聯營公司（即浙江吉利汽車有限公司及上海華普國潤汽車有限公司，其在中國經營轎車及相關之汽車零部件研究、開發、生產、推廣及銷售業務）之合併業績如下：

The combined results of the key associates, namely Zhejiang Geely Automobile Company Limited and Shanghai Maple Guorun Automobile Company Limited for the businesses of research, development, production, marketing and sales of sedans and related automobile components in the PRC are as follows:-

截至二零零三年十二月三十一日止年度之合併收益賬 Combined Income Statement for the period ended 31 December 2003

		二零零三年 2003 港幣千元 HK\$'000
營業額	Turnover	1,032,004
銷售成本	Cost of Sales	(872,938)
營業稅	Sales Tax	(553)
毛利	Gross Profit	158,513
其他營運收入	Other operation income	19
分銷及銷售費用	Distribution and selling expenses	(58)
行政費用	Administrative expenses	(9,299)
營運溢利	Profit from operations	149,175
財務費用	Finance costs	(2,868)
		146,307
非營運收入	Non-operating income	31
非營運費用	Non-operating expenses	(474)
稅前溢利	Profit before tax	145,864
所得稅	Income tax	(507)
本年度溢利淨額	Net profit for the year	145,357
毛利率	Gross Profit Margin	15.4%
淨利率	Net Profit Margin	14.1%

於二零零三年十二月三十一日之綜合資產負債表
Combined Balance Sheet as at 31 December 2003

		二零零三年 2003 港幣千元 HK\$'000
非流動資產	Non-current assets	
物業、廠房及設備	Property, plant and equipment	821,408
在建工程	Construction in progress	824
其他無形資產	Other intangible assets	233,380
		<hr/> 1,055,612
流動資產	Current assets	
現金	Cash	567,687
其他流動資產	Other current assets	432,353
		<hr/> 1,000,040
流動負債	Current liabilities	
銀行借貸	Bank borrowings	75,330
其他流動負債	Other current liabilities	277,841
		<hr/> 353,171
流動資產淨值	Net current assets	646,869
		<hr/> 1,702,481
資本及儲備	Capital and reserves	
股本	Share capital	1,047,546
本期間溢利	Profit for the period	145,357
		<hr/> 1,192,903
非流動負債	Non-current liabilities	509,578
		<hr/> 1,702,481



敬業、創新、溝通、拼搏

MANAGEMENT DISCUSSION & ANALYSIS 管理層討論及分析

行業趨勢分析

根據中國汽車工業協會的統計，二零零三年，中國生產汽車4,443,700輛及銷售4,390,800輛，其中轎車生產約2,003,200輛及銷售約1,971,900輛。中國已成為全球第四的汽車產銷國。

隨著中國國民收入和生活水平的提高，轎車正在由奢侈品逐步轉變為普通消費品進入中國家庭。中國超逾人民幣10萬億元的居民儲蓄存款，由住房改革形成的高住房擁有率和低家庭負債率，刺激中國居民在擁有住房和家電後，消費意欲轉向轎車。農村城鎮化的推進，汽車消費信貸的逐步開放和普及，全球第二的高速公路里程，令轎車市場產生龐大而持續增長的消費需求。

中國政府鼓勵汽車產業成為國民經濟新的支柱產業，並藉此將中國變成全球重要的汽車生產國。

與汽車整車生產密切相關的基礎工業：如鋼鐵、橡膠、工程塑料、玻璃、電子電器等產業日漸成熟。跨國車廠及跨國汽車零部件工業進入中國，帶動了中國汽車產業的發展及提升了整體技術水平。

Analysis of Industry Overview

According to the statistics of the PRC Association of Automobile Industry, the production and sale volume of automobile in the PRC were about 4,443,700 units and about 4,390,800 units respectively, of which sedan represented about 2,003,200 units and 1,971,900 units respectively. In terms of production and sales of automobile, China has been ranked fourth over the world.

With significant growth of average income and living standards of the PRC citizens, sedan has been regarded as common consumer goods penetrating into most Chinese families rather than durable goods. There are over RMB10,000 billions of saving deposits among the PRC citizens, coupled with a high housing commodity occupancy rate and a low household liability ratio resulting from the reform of housing commodity, the PRC citizens are more stimulated to consume sedans as they have already owned premises and home appliances. While the urbanization process accelerates, automobile financing is liberalized and becomes more popular, as well as the total length of expressway has been ranked second in the world, the market demand for consumption of sedan continued to escalate and soar.

In view of the encouragement from the Chinese Government to promote the automobile industry to be the new core industry to the economy, China becomes an important automobile production country in the world.

The fundamental industries closely related to the production of automobile, such as steel and iron, rubber, plastic material for engineering use, glass, electronic appliances, have developed as niche markets. Moreover, multinational automobile factories and industries of automobile parts and components penetrated into China, thereby accelerating the development of automobile industry in the PRC and enhancing the overall technological level.

MANAGEMENT DISCUSSION & ANALYSIS 管理層討論及分析

過去幾年，中、高端轎車獲得較低端產品更快的發展速度，這是轎車進入家庭初期，最富裕階層購買力優先釋放的結果，並非一種長期的趨勢。之後，中低收入家庭的購買力將逐步釋放，低端轎車將逐步成為中國轎車市場的主流產品，獲得最快的增長速度，擁有最廣泛的空間。

在未來五年的中國本地市場，跨國車廠的產品在中高端領域具有品牌和技術優勢，在低端市場，中國本土企業則具有成本優勢。消費者從初期追求外國品牌到逐步信賴本土產品。中國本土汽車企業特別是私營企業較外國車商更具有成本控制能力和市場觸覺，具有生存和成長空間。

根據中國汽車工業協會的統計，二零零三年，有 12 間轎車企業年銷量超過 50,000 輛。龐大的市場需求讓中國可以容納更多的汽車制造商，並讓轎車生產企業獲得較國際同業更高的利潤率及在較低銷量時亦能獲取利潤。根據中國加入世貿的承諾，中國會於二零零五年取消進口汽車的配額限制，進口汽車的綜合進口稅率將逐步降低至二零零六年七月一日不高於 25%。全球主要的轎車制造商已經或

Over the past few years, the medium and high-end products were developed faster than those low-end products. This was the outcome of the first release of purchasing power of rich people when sedan has started to venture into families. However, the situation had not sustained for a long time. Upon the gradual release of purchasing power of those medium and low-income households afterwards, the low-end sedan eventually became the core product of the PRC sedan market and achieved the most rapidly growth and nationwide development.

Looking forward the domestic market for future five years, the brand recognition and technological strength of the products from multinational automobile factories would be built up among the medium and high-end markets. For the low-end market, domestic enterprises in the PRC would enjoy the cost-effective advantage. Currently, consumers are more relied on the domestic products while they have been in pursuit of those foreign-branded automobiles initially. Compared to foreign automobile factories, the domestic automobile enterprises in the PRC especially private enterprises, by leveraging on their higher level of cost control and faster market response, would have robust development and growth potential.

According to the statistics of the PRC Association of Automobile Industry, there were 12 sedan enterprises with annual sale volume of over 50,000 units in 2003. Capitalizing on the tremendous market demand, more and more automobile manufacturers operate in the PRC, and the sedan manufacturing enterprises also gain much higher profit margin than those international players and earn profit even though the sale volume is comparatively lower. Upon China's accession into the WTO, the quota imposed on imported automobile will be eliminated by 2005 and the combined import tax rate on imported automobile will gradually be decreased to 25% or below on 1 July 2006. Since most of the global leading

正在進入中國市場，預期中國更多的本土企業也會進入這一市場，競爭將日趨激烈。汽車售價的下降和新車型的不斷推出，是這種競爭的表現，同時也是推動中國汽車消費市場成長的強大動力。競爭的結果將使中國的汽車製造業成為全球汽車產業中最具競爭力的一員，產品品質達到國際水平，成本卻更低，從而逐步出口至全球市場。

當然，汽車市場的蓬勃發展，同時會給能源、基礎設施、道路安全、環境等方面帶來壓力，中國政府和市場需要在這相關領域取得平衡及協調。

業務回顧

截至二零零三年十二月三十一日止年度，本集團的營業額為港幣39,872,000元（二零零二年：港幣71,820,000元），較去年同期下降約44.5%。股東應佔盈利為港幣57,486,000元，而上年度則為虧損淨額港幣105,981,000元；每股基本盈利約港幣1.6仙（二零零二年：每股基本虧損港幣4.3仙）。

董事會不建議派發截至二零零三年十二月三十一日止年度之末期股息（二零零二年：無）。

sedan manufacturers have entered or are entering the PRC market, coupled with numerous domestic enterprises are expected to come to share the market, competition will be more fierce. The decrease in selling prices and the continuous launch of new models, which are the outcome under keen competition, have greatly motivated the automobile consumption market to grow. As a result of the competition, the automobile manufacturing industry in the PRC will become one of the most competitive player in the global automobile industry, by quality of international level and advantage of lower costs, the domestic products are exported to the global market.

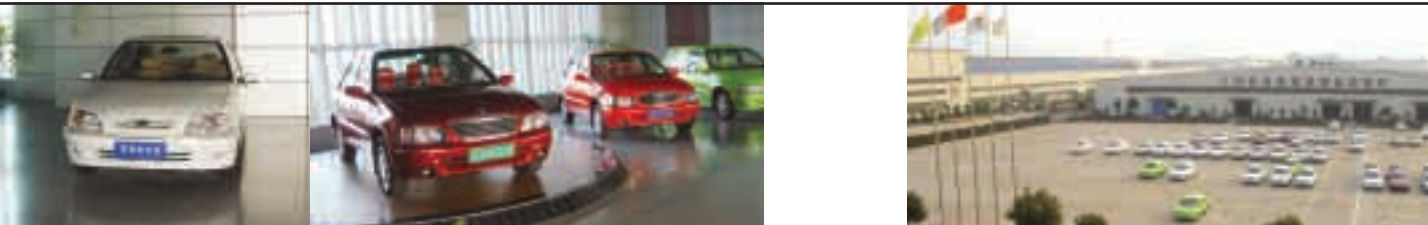
In view of the dramatic development of automobile market, which will bring much pressure to the aspects such as energy, fundamental facilities, road safety and environment, the Chinese Government and the PRC market would have to balance on and coordinate with these related aspects.

Business Review

For the year ended 31 December 2003, the Group recorded a turnover of HK\$39,872,000 (2002: HK\$71,820,000), representing a decrease of approximately 44.5%. Profit attributable to shareholders reached HK\$57,486,000, compared to a net loss of HK\$105,981,000 last year. The basic earnings per share was HK\$1.6 cents (2002: basic loss per share HK\$4.3 cents).

The Board resolved not to pay the final dividend for the year ended 31 December 2003 (2002: nil).

MANAGEMENT DISCUSSION & ANALYSIS 管理層討論及分析



二零零三年，是本集團進行業務重組的重要一年。成功轉虧為盈，全賴年度內新成立的聯營公司吉利國潤七個月營運期及華普國潤一個月營運期，組裝及售出轎車 27,594 輛，錄得稅後溢利淨額港幣 145,357,000 元，為本集團提供攤分港幣 68,027,000 元之稅後溢利淨額之盈利貢獻。

浙江吉利國潤汽車有限公司

二零零三年三月三十日，本集團與吉利控股及其附屬公司達成協議，組建合資公司 吉利國潤，在浙江省寧波市北侖經濟技術開發區組裝吉利系列經濟型轎車。二零零三年十月十日，雙方就合資公司達成增資協議。本集團佔 46.8% 股權，吉利控股佔 53.2% 股權。合營企業為本集團之聯營公司。

合資企業吉利國潤於二零零三年五月二十七日獲註冊成立，並於二零零三年六月一日起開始營運。增資協議於二零零三年十一月三日獲中國政府批准並生效。吉利國潤已於二零零四年三月二十三日改名為浙江吉利汽車有限公司。

合資企業註冊資本為 82,802,824 美元（約合人民幣 684,641,000 元）。

Year 2003 is an important year of the Group under business reorganization. The Company successfully returned to profitability during the year was the outcome of net profit after tax attributable to the Group of HK\$68,027,000 from Geely Guorun during its seven-month operating period and from Maple Guorun during its one-month operating period. Both associates are newly established by the Company during the year which have assembled and sold an aggregate of 27,594 units of sedan and recorded net profit after tax of HK\$145,357,000.

Zhejiang Geely Guorun Automobile Company Limited

On 30 March 2003, the Group entered into an agreement with Geely Holding and its subsidiaries for the establishment of Geely Guorun to engage in the assembly of sedan of economic class under Geely series in Beilun Economical and Technological Development Zone, Ningbo, Zhejiang Province. On 10 October 2003, both parties reached a capital increase agreement in respect of the joint venture company, which is owned as to 46.8% by the Group and as to 53.2% by Geely Holding. The joint venture is an associate company of the Group.

The joint venture company, Geely Guorun, was incorporated on 27 May 2003 and commenced its operation on 1 June 2003. The capital increase agreement came into effect on 3 November 2003 upon approval of the Chinese Government. Geely Guorun has changed its name to Zhejiang Geely Automobile Company Limited on 23 March 2004.

The registered capital of the joint venture company was US\$82,802,824 (equivalent to approximately RMB684,641,000).



本集團先後向合資企業支付現金港幣 301,020,000 元（約合人民幣 320,550,000 元）認繳註冊資本。吉利控股先後向合資企業注入 547,000 平方米土地、157,000 平方米廠房，設計能力為單班年產 60,000 台套的發動機、變速箱生產綫、單班年產 60,000 台之整車沖壓、焊接、塗裝、總裝生產綫，排量為 1.3L、1.5L、1.6L、1.8L 之四款發動機，吉利•美日、吉利•優利歐、吉利•美人豹都市跑車三款基本車型及相關的模具、卡具、檢具等資產，以帳面資產值及累積開發成本為基礎作價人民幣 806,886,000 元，其中人民幣 364,091,000 元認繳註冊資本，超出部份計人民幣 442,795,000 元作為股東信貸。

The Group has paid up the registered capital to the joint venture company of HK\$301,020,000 (equivalent to approximately RMB320,550,000) in cash. Geely Holding has contributed to the joint venture company of its assets, including a land of 547,000 square meters, a factory of 157,000 square meters, the engine and gearbox production line with a designed annual production capacity (single shift) of 60,000 units, the production line of automobile stamping, welding, paint dressing and overall assembly with a designed annual production capacity (single shift) of 60,000 units, four types of engines with a gas emission level of 1.3L, 1.5L, 1.6L and 1.8L respectively, three fundamental models of leisure sports sedan namely "Geely Merrie", "Geely Ulion" and "Mybo (Beauty Leopard)" and their related mould, jigs and test facilities. The consideration based on carrying value of the assets and accumulated development costs was RMB806,886,000, of which RMB364,091,000 was the paid-up registered capital and the exceeding portion of RMB442,795,000 was shareholders' loan.



MANAGEMENT DISCUSSION & ANALYSIS 管理層討論及分析



上海華普國潤汽車有限公司

二零零三年十月十日，本集團與吉利集團及其附屬公司上海華普達成協議，合資組建華普國潤，在上海市金山區楓涇工業區生產華普系列經濟型轎車。本集團佔 46.8% 股權，吉利控股佔 53.2% 股權。合資企業華普國潤於二零零三年十一月二十四日註冊，並於二零零三年十二月一日起開始營運。合資企業註冊資本為美元 51,696,871.35 美元（約合人民幣 427,259,000 元）。合資企業為本集團之聯營公司。

本集團向合資企業支付現金港幣 188,053,000 元（約合人民幣 200,000,000 元）認繳註冊資本。

Shanghai Maple Guorun Automobile Company Limited

On 10 October 2003, the Group entered into an agreement with Geely Holding and its subsidiary, Shanghai Maple for the establishment of Maple Guorun to engage in the production of sedan of economic class under Maple series in Shanghai Jinshan Fengjing Industrial Zone. The joint venture company is owned as to 46.8% by the Group and as to 53.2% by Geely Holding. The joint venture company, Shanghai Maple, was incorporated on 24 November 2003 and commenced its operation on 1 December 2003. The registered capital of the joint venture company was US\$51,696,871.35 (equivalent to approximately RMB427,259,000). The joint venture is an associate company of the Group.

The Group has paid up the registered capital to the joint venture company of HK\$188,053,000 (equivalent to approximately RMB200,000,000) in cash.



上海華普向合資企業注入403,000平方米土地、62,122平方米廠房，一條設計能力為單班年產約40,000輛轎車之沖壓、焊接、塗裝、總裝生產綫，上海華普•颶風、華普M203二款基本車型及相關之模具、卡具、檢具等資產，以帳面資產值及累積開發成本為基礎作價人民幣325,436,000元，其中人民幣227,259,000元認繳註冊資本，超出部份計人民幣98,177,000元作為股東信貸。

浙江省福林國潤汽車零部件有限公司

二零零三年十二月五日，本集團與浙江省福林汽車零部件有限公司（「浙江福林」）達成協議，合資組建浙江省福林國潤汽車零部件有限公司（「福林國潤」），在浙江省台州市生產轎車用剎車片，並開發電動助力系統等零部件。本集團佔51%股權，浙江福林佔49%股權。

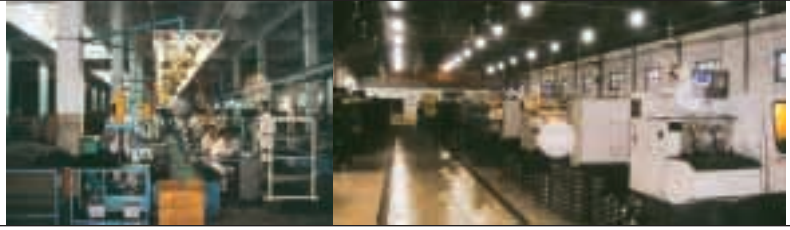
Shanghai Maple has contributed to the joint venture company of its assets, including a land of 403,000 square meters, a factory of 62,122 square meters, a production line of automobile stamping, welding, paint dressing and overall assembly with a designed annual production capacity (single shift) of 40,000 units, two fundamental models of "Gale Wind" and "Maple M203" of Shanghai Maple and their related mould, jigs and test facilities. The consideration based on carrying value of the assets and accumulated development costs was RMB325,436,000, of which RMB227,259,000 was the paid-up registered capital and the exceeding portion of RMB98,177,000 was the shareholders' loan.

Zhejiang Fulin Guorun Automobile Parts & Components Company Limited

On 5 December 2003, the Group entered into an agreement with Zhejiang Fulin Automobile Parts & Components Company Limited ("Zhejiang Fulin") and its subsidiaries for the establishment of Zhejiang Fulin Guorun Automobile Parts & Components Company Limited ("Fulin Guorun") to engage in the production of brake slice for sedan in Taizhou, Zhejiang Province and the development of parts and components such as electrical power system. The joint venture company is owned as to 51% by the Group and as to 49% by Zhejiang Fulin.



MANAGEMENT DISCUSSION & ANALYSIS 管理層討論及分析



合資公司已於二零零三年十二月十九日註冊成立，並於二零零三年十二月二十二日起開始營運。合資企業福林國潤註冊資本為人民幣 10,000,000 元。

本集團向合資企業支付現金港幣 4,792,000 元（約合人民幣 5,100,000 元）認繳註冊資本。浙江福林向合資企業注入相當於人民幣 4,900,000 元之資產認繳註冊資本。福林國潤為本公司之附屬公司，於本會計年度不足一個月的營運期間，錄得輕微虧損，本集團按合併帳處理。

兩間聯營公司及一間附屬公司的設立，奠定了本集團投資中國汽車產業的基本佈局，也使本集團之業務成功轉型並定位於汽車製造及其相關業務。

資金用途、技術改造及產能提升

本集團投入吉利國潤及華普國潤之資金共計港幣 489,073,000 元，主要用於以下資本性支出：

吉利國潤增加一條 2,000 噸沖壓生產綫，增加柔性發動機缸體缸蓋生產綫，自動變速箱生產綫，焊接、塗裝、總裝生產綫瓶頸工位的技術改造及其它技術改造。

The joint venture company was incorporated on 19 December 2003 and commenced its operation on 22 December 2003. The registered capital of the joint venture company, Fulin Guorun, was RMB10,000,000.

The Group has paid up the registered capital to the joint venture company of HK\$4,792,000 (equivalent to approximately RMB5,100,000) in cash by Zhejiang Fulin has contributed to the joint venture company a registered capital of RMB4,900,000. As a subsidiary of the Company, Fulin Guorun recorded slight loss which would be dealt in combined accounts during its less than one-month operating period for the current financial year.

The establishment of the above two associated companies and one subsidiary has not only consolidated the foundation of the Group's investments in the PRC automobile industry, but also enabled the business of the Group to be successfully transformed to and positioned in automobile manufacturing and its related businesses.

Use of Proceeds, Enhancement in Technology and Capacity

Fund contributed by the Group to Geely Guorun and Maple Guorun amounted to HK\$489,073,000 and were principally applied to as capital expenditure for the following purposes:

Addition of a 2,000-tonne stamping production line, a high-flexibility engine cylinder and cover production line, an automatic gearbox production line, technological enhancement at bottlenecks in welding, painting, overall assembly production lines and other sections at Geely Guorun.

華普國潤增加一條2,000噸沖壓生產綫，及新建發動機廠，用於生產GL16(1.587L)、GL18(1.762L)發動機。

兩間聯營公司，現時之設計生產能力合共為單班年產100,000輛轎車。上述技術改造措施於本年度已開始實施，預期在二零零五年年初會全面完成。屆時，兩間聯營公司將可達至合共年產250,000輛轎車及相配套的發動機和變速箱的綜合生產能力。

產品和市場

本集團首先生產低端轎車產品進入中國經濟型轎車市場，在取得相當的市場佔有率和研發生產經驗後，逐步向中端產品發展，並逐步進入國際市場，以提高品牌形象及獲取更高的邊際利潤。

1. 零部件

剎車片： 附屬公司生產汽車剎車片，開始供應予吉利及華普系列轎車使用。

動力總成： 聯營公司生產四款發動機及相匹配的變速箱：MR479Q(1.342L)及手動變速箱供應予吉利•美日、優利歐、美人豹及華普颯風。

Addition of a 2,000-tonne stamping production line and a new engine plant for the GL16(1.587L) and GL18(1.762L) engines at Maple Guorun.

These two associated companies have a total capacity in one shift of 100,000 sedans per year. The above technological enhancements had been implementing in the year and were expected to complete by early 2005. By then, combined capacity of these two associated companies will reach 250,000 sedans with corresponding engines and gearboxes.

Products and Markets

At the beginning, the Group entered the PRC bargain sedan market by manufacture of low-end sedans. Having seized a sizeable market and gained more experience in research and development, the Group began its development focused to mid-end products and also opened the international market with a view to enhance our brand image and earn a higher profit margin.

1. Parts and components

brake slice: The subsidiaries were supplying brake slices for the Geely and Maple sedans.

Power assembly: The associated companies were supplying four models of engines and corresponding gearboxes: MR479Q(1.342L) and hand-controlled gearboxes (for Geely Merrie, Uliou, Mybo (Beauty Leopard) and Maple Gale Wind).

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MR479QA(1.498L)及手動變速箱供應予吉利•美人豹及華普M203。GL16(1.587L)、GL18(1.762L)及手動變速箱已完成研發，預計由二零零四年下半年開始逐步投入工業化生產。將供應予吉利•美人豹及新車型CI-1。

自行生產動力總成的主要目標是要掌控汽車生產的核心技術及降低成本。目前規劃的產能是為自身終端產品配套，並無銷售予其它同業的計劃。

2. 轎車

聯營公司生產的吉利•美日、吉利•優利歐、華普•颶風、華普M203四款基本型號及其演變車型，裝備1.3L、1.5L低排氣量發動機，零售價介乎人民幣36,000至人民幣80,000元之間，適合中國小康家庭的要求。主要消費者包括私營小企業業主、公務員、工薪族，在中國市場頗受歡迎。吉利•美日在本年度已小量試驗性出口至中東市場。

3. 都市跑車

聯營公司生產的吉利•美人豹都市跑車，裝備1.3L、1.5L低排量發動機，售價介乎人民幣130,000元至人民幣150,000元之

MR479QA(1.498L) and hand-controlled gearboxes (for Mybo (Beauty Leopard) and Maple M203). Research and development for GL16(1.587L), GL18(1.762L) and the hand-controlled gearbox were finished and commercial production was expected to commence gradually from the second half of 2004. The products would be supplied for Mybo (Beauty Leopard) and the new CI-1 model.

The Group manufactures its own power assembly with a view to own the core technological know-how in automobile production and to reduce costs. Currently, the planned capacity of parts is for the Group's own end products. There is no plan to commence sales to other automobile manufacturers.

2. Sedans

The associated companies manufactured 4 basic models of sedans: Geely Merrie, Geely Ulion, Maple Gale Wind and Maple M203 as well as their variation models. These sedans equipped with 1.3L or 1.5L low exhaust emission engines with retail prices ranged from RMB36,000 to RMB80,000 and were suitable for families with mid-level income in the PRC. Main customers of these sedans were private enterprise owners, civil servants and executives. These sedans were rather popular in the PRC. Geely Merrie had also begun export to Middle East market in small quantity on a trail basis.

3. Sports Car

Mybo (Beauty Leopard), the sports car manufactured by the associated company, equipped with 1.3L or 1.5L low exhaust emission engines and with retail prices ranged from RMB130,000 to RMB150,000. They commenced sales in the market in

間，在二零零三年十二月份開始於市場銷售，迎合時尚一族的口味。美人豹也是中國汽車行業的第一款跑車，面對市場空檔，獲得業界和消費者的極度關注，其設計屢獲殊榮，並被中國國家博物館永久收藏。現在正計劃裝備1.6L、1.8L發動機及改進其底盤技術，以使其運動功能更加突出。

4. 新車型

每年均會對現有車型進行改良，推出年度新款。

華普M203：是一款被譽為性價比之王的經濟型轎車，於二零零四年一月二日正式推出市場，預期帶來重大增長。

中韓一號(CK-1)：由吉利汽車研究院設計，南韓大宇國際、宇信、塔金屬、CES工程公司進行工程驗證，並提供模具和生產線關鍵工程設備，採用優利歐底盤和動力總成的一款全新車型，預期於二零零四年八月在寧波投入生產並推出市場。

中意一號(CI-1)：由吉利汽車研究院與意大利Maggiore SPA-Auto Projects Group聯合設計，並由外方提供全套模具，採

December 2003 and were targeted at customers with a fashionable life-style. Mybo (Beauty Leopard) was also the first sports car made by the PRC automobile industry. As this car fills the gap in market, it has drawn much attention from the industry as well as the consumers. Its critically acclaimed design has been selected by the National Museum in PRC as a permanent item. The Group is contemplating to install the 1.6L and 1.8L engines and to improve its chassis technology in order to achieve more outstanding driving performance.

4. New models

The Group will introduce new versions modified on the basis of existing models every year.

Maple M203: a bargain price sedan which gained high regards from the market because of its great value and high quality. Launched to the market on 2 January 2004, it is expected to make significant contribution to our growth.

CK-1: it is a new model designed by Geely's automobile research centre, with its construction had been examined by Daewoo International Corporation, Wooshin Systems Company Limited, Top Metal Company Limited and CES Company Limited, and the same had provided the modules and essential equipment for the production line. The car uses chassis and power assembly from Geely Ulion. It is expected that its production to be commenced at Ningbo in August 2004 and launch to the market.

CI-1: it is a new mid-sized model designed by Geely's automobile research centre in collaboration with Maggiore SPA-Auto Projects Group of Italy, and the complete modules had been provided by the external parties. It adopts GL16 (1.587L)

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用GL16(1.587L)、GL18(1.762L)發動機的一款全新中級車型，預期二零零五年年初在上海投入生產並推出市場。

新車型會令到本集團汽車產品之外觀形象和整體品質得到重大改善。

吉利控股之背景

吉利控股是一間於中國浙江省註冊的大型民營企業集團，有近二十年的歷史，汽車產業為其核心業務。

吉利於十年前開始研發汽車，一九九八年八月，其自行設計的第一輛「豪情轎車」在浙江臨海生產基地下綫。從一九九九年至二零零三年，其轎車銷量分別為約2,000輛、8,000輛、21,000輛、48,000輛、80,000輛，呈高速增長。二零零三年佔中國轎車市場份額約4%，成為中國本土主流車廠之一。

吉利汽車生產及營運基地位於浙江省及毗鄰的上海市金山區，浙江是中國最活躍的長江三角洲經濟圈中最重要製造業基地，私營經濟尤為發達，也是中國汽車零部件工業的重要集中地。

吉利在浙江寧波、臨海、路橋及上海金山區建立了四個汽車生產基地，其中臨海、寧波、上海基地已先後投入

or GL18 (1.762L) engine and it is expected that its production to be commenced at Shanghai in early 2005 and launched to the market.

The new models will further enhance the image of our automobile products.

Background information of Geely Holding

Geely Holding is a private group company incorporated in Zhejiang, PRC with 20 years of history and its core business is of automobile industry.

Geely began research and development of automobile a decade ago. The first sedan being designed by Geely itself (i.e. "Haoqing sedan") came out of factory in August, 1998. From 1999 to 2003, sales of Geely sedans had shown strong growth with sedans sold amounted to 2,000 units, 8,000 units, 21,000 units, 48,000 units and 80,000 units respectively. With a market share of approximately 4% in the PRC sedan market in 2003, Geely has become one of the leading domestic automobile enterprises in the PRC.

Production facilities of Geely Automobile are located in Zhejiang Province and the nearby Jinshan District, Shanghai. Zhejiang is the most important industrial base within the Yangzi River Delta economic zone, the most active economic development region in the PRC. Zhejiang has a particularly active private economy and is also the key hub of automobile parts industry in the PRC.

Geely has established four production bases for automobiles at Ningbo, Linhai, Luqiao of Zhejiang and Jinshan of Shanghai, amongst which the Linhai, Ningbo and Shanghai bases have

正常生產，路橋基地將於二零零四年年底開始試生產，現時亦正在開始進行寧波和上海基地的二期擴展工程。在全部工程建設完成後，可於二零零七年形成年產約650,000輛汽車的綜合生產能力。此外，吉利已初步建立了由426間零部件供應商、156間4S汽車專賣店、181間汽車經銷商及604家售後服務站組成的供應和銷售體系，並正在國外一些潛在的市場建立銷售體系。

吉利已逐步推出市場銷售的包括吉利•豪情、吉利•美日、吉利•優利歐、華普•颶風、華普M203五款經濟型轎車以及吉利•美人豹都市跑車，配備1.0L、1.3L、1.5L低排氣量發動機，轎車零售價介乎人民幣33,000元至元人民幣80,000元之間，跑車零售價為人民幣130,000元至人民幣150,000元之間。

吉利的自主開發能力正在不斷成熟和提高，掌握發動機、變速箱、底盤等汽車核心技術，在排氣量為1.8L及以下的汽車領域已不存在任何技術障礙。繼所有已推出車型均是在吸收汽車界同業先進公開技術的基礎上自主設計以外，吉利新開發的皮卡和輕型貨車也已獲得中國政府銷售許可，即將推出市場。吉利汽車研究院現正配合韓國大宇國際研發中韓一號(CK-1)、配合意大利Maggiore SPA-Auto研發中意一號(CI-1)、配

commenced commercial production and the Luqiao base will commence trial production by the end of 2004. The second phase expansion work has also begun in Ningbo and Shanghai bases. Upon completion of all construction and expansion work, the combined production capacity of Geely will reach 650,000 automobiles per year in 2007. Furthermore, Geely had established a supply and sales network initially comprised of 426 parts suppliers, 156 4S automobile exclusive stores, 181 automobile dealers and 604 after-sale service centers. It is also in the process of building other sales networks in some potential overseas markets.

The models which have been launched to the market by Geely include the five bargain sedan models: Geely Haoqing, Geely Merrie, Geely Ulion, Maple Gale Wind, Maple M203 and the sports car Mybo (Beauty Leopard), all of them are equipped with low exhaust emission engines with sizes of either 1.0L, 1.3L and 1.5L. Retail prices of the sedans range from RMB33,000 to RMB80,000, and the racing car is priced at around RMB130,000 and RMB150,000.

The development capability of Geely continues to strengthen and grow. It has owned the know-how in such core automobile parts like engine, gearbox and chassis, and there is no technological obstacle for Geely in manufacture of automobiles with sizes under 1.8L. Other than the models Geely has launched so far which are of its own design based on open technology of other automobile manufacturers, Geely's newly developed pick-up truck and light-sized truck have also received sales permission from the PRC authority and will be launched to the market shortly. In collaboration with Daewoo International Corporation of Korea, Maggiore SPA-Auto of Italy and Ruecker AG of Germany, Geely's automobile research center is in the process of research and

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合德國呂克公司研發中德一號 (CG-1)三款全新升級車型。吉利即將完成自動變速箱的路面試驗，也正在研發 2.0L 及 2.4L 排氣量發動機及相關的全新車型以及 SRV 產品。

吉利於二零零四年計劃產銷汽車 160,000 輛。

吉利屬下寧波、上海汽車基地全部生產性汽車資產以及臨海基地內的美人豹專用生產綫已置於本集團的聯營公司之內，這些生產設施於二零零三年合資前後共銷售汽車 43,365 輛。

本集團與吉利控股之關係

根據本集團於二零零三年三月三十日與吉利控股簽訂的合資協議，本集團擁有優先權，可於該簽約日起兩年內逐步向吉利控股收購或投資其它整車生產設施、發動機廠、變速箱廠、研發機構、銷售及售後服務網絡。

本集團的目標是希望吉利控股之全部汽車資產均進入與本集團之合資企業，及在中國法律允許的前提下，本集團增持合資企業股權至超過 50%。

development of three new supreme class models, namely CK-1, CI-1 and CG-1. Road test for its automatic gearbox is almost completed, while research and development of 2.0L and 2.4L engines and related new automobile models as well as SRV products is also in process.

Geely is now planning to manufacture 160,000 automobiles in 2004.

The automobile manufacture-related assets of Geely's Ningbo and Shanghai bases and the Mybo (Beauty Leopard) production line in its Linhai base had all been allocated under the associated companies of the Group. Under corporation, these production facilities sold an aggregate of 43,365 units of automobile in 2003.

Relationship between the Group and Geely Holding

Pursuant to a joint venture agreement entered into between the Group and Geely Holding on 30 March 2003, the Group should have the pre-emptive right to acquire or make further investment in other automobile production facilities, engine and gearbox factories, research organizations, sales and after-sales service network of Geely Holding within two years from the date of signing the agreement.

The goal of the Group is to have all automobile assets of Geely Holding be injected into the joint venture company of the Group and, subject to compliance with the PRC law, to increase its shareholding in the joint venture company to over 50%.

吉利創始人及控股股東李書福先生在二零零四年一月五日成為本公司之重要股東以及本公司於二零零四年三月一日更改名稱以後，本集團與吉利控股在發展汽車產業方面擁有完全一致的共同利益。

前瞻

二零零四年中國經濟將繼續保持較高增長。根據國家統計局預測，二零零四年汽車產量將有機會達到5,500,000輛，其中轎車產量可能達到2,800,000輛以上。

本集團將致力完成兩間聯營公司為提升綜合生產能力而進行的技術改造，在全綫車系逐步增加ABS、EBD、自動變速箱及其他較高端配置，盡早推出改進車型及中韓一號(CK-1)全新車型，藉以增加市場佔有率，提高平均售價及邊際利潤。聯營公司二零零四年計劃於中國內地及國際市場銷售汽車超過100,000輛，其中吉利•美人豹都市跑車超過8,000輛。

展望未來，憑藉於合營公司的投資，可令本集團受惠於中國汽車產業及市場之增長勢力，本集團將把握機遇，專心經營及擴展汽車業務。董事深信：吉利和華普品牌的物超所值、高性價比汽車產品，不僅能在中國蓬勃發展的本土市場取得成功，也有機會在國際市場取得成功。本集團亦會在

With Mr. Li Shu Fu, founder and controlling shareholder of Geely, becoming a significant shareholder of the Company since 5 January 2004 and change of the Company name on 1 March 2004, interest of the Group in development in automobile industry has been able to reconcile further with that of Geely Holding.

Outlook

It is expected that the PRC economy will continue to register strong growth. According to the State Statistical Department, automobile production volume may reach 5,500,000 units in 2004, with production volume of sedans of more than 2,800,000 units.

The Group is committed to complete the technological enhancement plans in the two associated companies in order to increase the combined production capacity. ABS, EBD, automatic gearboxes and other high-end components will eventually be added to all lines of models. The Group is in full speed to prepare the launch of various modified models and the new CK-1 with the aim of increase its market share, the average price level and the profit margin. The associated companies plans to sell 100,000 automobiles in domestic and overseas markets in 2004, amongst which Mybo (Beauty Leopard), sports cars to account for over 8,000 of them.

Looking forward, with the investment in the joint venture company, the Group shall be able to take advantage of the growth potential of the PRC automobile industry. In order to capitalize on the opportunity, the Group intends to focus in the operation and expansion of its automobile business. The Directors believe that, taking the advantage of great value and value for money offered by the automobile products of the Geely and Maple brands, they could achieve successful results not only in the robust domestic

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汽車產業領域積極尋求其它收購及合作機會。已建立的合營公司及可能進行的併購於未來對本集團的盈利貢獻預計亦相應增加，藉此增加股東回報。

發行股份融資

本集團於二零零三年進行了兩項補足配售交易。第一項交易於二零零三年三月十八日進行，按每股港幣 0.55 元價格配售 100,000,000 股股份，集資淨額約為港幣 53,421,000 元。第二項交易於二零零三年九月十七日進行，按每股港幣 0.7 元價格配售 680,000,000 股股份，集資淨額約為港幣 462,371,000 元。該等集資淨額乃作為吉利國潤增資及華普國潤投資之用途。

其他事項

於二零零四年一月五日，李書福先生透過其全資擁有的私人公司吉利集團有限公司（前稱智慧集團有限公司及於英屬處女群島註冊成立）向王興國先生及 Venture Link Assets Ltd 購入吉利汽車之控股股東 Proper Glory Holding Inc（「Proper Glory」）32% 股權，其後成為 Proper Glory 之最大股東之一。Proper Glory 持有吉利汽車 2,500,000,000 股股份，即吉利汽車已發行股本約 60.68%，此項收購令李書福先生間接持有吉利汽車股份約 19.42% 權益。

market of the PRC but also in the international market. The Group will actively seek for opportunity in acquisition and joint venture within the automobile industry, and contribution from already established joint ventures and future possible acquisitions to the Group's revenue is expected to increase accordingly, thereby enhance the shareholders' return of the Company.

Equity financing activities

The Group entered into two top-up placing transactions in 2003. The first transaction took place on 18 March 2003, with 100,000,000 shares being placed at HK\$0.55 per share and raised net proceeds of about HK\$53,421,000. In the second transaction dated 17 September 2003, 680,000,000 shares were placed at HK\$0.7 per share and raised net proceeds of about HK\$462,371,000. The net proceeds had been used for further capital injection into Geely Guorun and investment of Maple Guorun.

Other events

On 5 January 2004, Mr. Li Shu Fu, through his wholly-owned private company, Geely Group Limited (formerly named as Sapient Group Limited and incorporated in British Virgin Island) acquired a 32% equity interest in Proper Glory Holding Inc ("Proper Glory"), the controlling shareholder of Geely Automobile, from Mr. Wong Hing Kwok and Venture Link Assets Ltd, and consequently became one of the largest shareholders of Proper Glory. Proper Glory held 2,500,000,000 shares of Geely Automobile, representing about 60.68% of the issued share capital of Geely Automobile. As a result of the acquisition, Mr. Li Shu Fu was indirectly interested in about 19.42% of shares of Geely Automobile.

於二零零四年三月一日，本公司已通過特別決議案，將其名稱「國潤控股有限公司」易名為「吉利汽車控股有限公司」，以反映集團最近於中國汽車業作出之重大投資。

於二零零四年三月三十日，本集團根據日期為二零零二年四月二十二日之認購協議行使認沽權，以訂立一項買賣協議，按港幣5,500,000元之代價向 Fook Cheung 出售其所擁有之 Deep Treasure 全部已發行股本。

於應屆股東週年大會上將提呈一項決議案，藉增加港幣60,000,000元（分為3,000,000,000股每股面值港幣0.02元之股份，並與所有現有股份享有同等權益），將本公司之法定股本由港幣100,000,000元增加至港幣160,000,000元。

流動資金及財政資源

流動資產淨值

於二零零三年十二月三十一日，本集團約有流動資產淨值港幣14,681,000元。於二零零三年十二月三十一日，流動資產包括存貨約港幣7,358,000元、現金及銀行結餘約港幣15,823,000元及應收賬款及其他流動資產約港幣12,582,000元。流動負債包括銀行借款約港幣2,537,000元、應付賬款及其他流動負債約港幣18,545,000元。本集團賬面淨值約為港幣2,419,000元之若干樓宇已予抵押，以取得本集團所獲之銀行信貸。

On 1 March 2004, a special resolution was passed to change the Company's name from "Guorun Holdings Limited" to "Geely Automobile Holdings Limited" to signify the Group's recent major investment in the PRC automobile industry.

Pursuant to a subscription agreement on 22 April 2002, the Group exercised a put option on 30 March 2004 by entering into a sale and purchase agreement for disposal of the entire issued share capital of Deep Treasure owned by it to Fook Cheung for a consideration of HK\$5,500,000.

A resolution will be submitted to the forthcoming annual general meeting to increase the authorised capital of the Company from HK\$100,000,000 to HK\$160,000,000 by the addition thereto of HK\$60,000,000, divided into 3,000,000,000 shares of HK\$0.02 each and rank pari passu with all existing shares.

Liquidity and financial resources

Net current assets

As at 31 December 2003, the Group had net current assets of about HK\$14,681,000. As at 31 December 2003, the current assets included inventories of about HK\$7,358,000, cash and bank balance of about HK\$15,823,000 and receivables and other current assets of about HK\$12,582,000. Current liabilities included bank borrowings of about HK\$2,537,000, payables and other current liabilities of about HK\$18,545,000. Certain of the Group's buildings with net book value of about HK\$2,419,000 were pledged to secure the banking facilities granted to the Group.

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董事對財政資源之意見

本集團之財政狀況較二零零二年大有改善。於二零零三年十二月三十一日，流動比率（即流動資產／流動負債）由1.5增加至1.7。本集團的股東資金加少數股東權益由負數港幣-5,534,000元上升至正數港幣571,435,000元。

僱員之薪酬政策

於二零零三年十二月三十一日，本集團（包括聯營公司）職員總人數約2,864人。僱員的薪酬組合以個別員工之履歷及經驗為基準，管理層每年對員工的整體表現及市場情況作出薪酬檢討。本集團並參加了香港的強制性公積金計劃及中國的國家退休福利計劃。

Directors' opinions on the financial resources

Financial position of the Group had improved compared to 2002. As at 31 December 2003, the current ratio (current asset/current liabilities) increased from 1.5 to 1.7. The shareholder equity plus minority interests had changed from a negative figure, -HK\$5,534,000 to a positive figure, HK\$571,435,000.

Employees' remuneration policy

As at 31 December 2003, the total number of employees of the Group including associates was about 2,864. Employees' remuneration packages are based on individual experience and work profile. The packages are reviewed annually by the management who takes into account the overall performance of the working staff and market condition. The Group also participates in the Mandatory Provident Fund Scheme in Hong Kong and state-managed retirement benefit scheme in the PRC.

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

茲通告吉利汽車控股有限公司（「本公司」）謹定於二零零四年五月十八日（星期二）下午三時正假座香港灣仔港灣道1號香港君悅酒店特首廳II及III召開股東週年大會，以便處理下列事項：

作為普通股事項

1. 省覽及考慮截至二零零三年十二月三十一日止年度之董事會報告書、經審核財務報表及核數師報告書。
2. 重選退任董事及授權董事會釐定董事酬金。
3. 續聘核數師及授權董事會釐定核數師酬金。

作為特別事項

考慮及酌情通過下列決議案為本公司之普通決議案或特別決議案：

普通決議案

4. 「動議」：

- (a) 在下文(c)段之規限下，一般性及無條件批准本公司董事會於有關期間內行使本公司一切權力，購回

NOTICE IS HEREBY GIVEN that the annual general meeting of GEELY AUTOMOBILE HOLDINGS LIMITED (the “**Company**”) will be held at the Chief Executive Suites II and III, Grand Hyatt Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 18 May 2004 at 3:00 p.m. for the following purposes:

As Ordinary Business

1. To receive and consider the report of the directors, audited financial statements and auditors’ report for the year ended 31 December 2003.
2. To re-elect retiring directors and to authorise the directors to fix the remuneration of the directors.
3. To re-appoint auditors and to authorise the directors to fix the remuneration of the auditors.

As Special Business

To consider and, if thought fit, pass the following resolutions as an ordinary resolution or special resolution of the Company:

Ordinary resolutions

4. “That:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to purchase issued shares of HK\$0.02 each in the capital of the Company subject

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本公司股本中每股面值港幣0.02元之已發行股份，惟此項權力必須根據在此方面之所有適用法律及香港聯合交易所有限公司證券上市規則（經不時修訂）之規定行使；

(b) 以上(a)段之批准將附加於本公司董事會所獲授之任何其他授權之上，並將授權董事會代表本公司於有關期間內促使本公司按董事會釐定之價格購回股份；

(c) 本公司董事會獲授權依據(a)段之批准所購回之股份面值總額，不得超過本公司於本決議案通過之日已發行股本面值總額之百分之十，而上述批准亦須受此限制；及

(d) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列最早日期止：

(i) 本公司下屆股東週年大會結束之日；

to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors;

(c) the aggregate nominal amount of the shares which are authorised to be purchased by the directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

- | | |
|---|---|
| <p>(ii) 根據法例或本公司細則規定本公司須舉行下屆股東週年大會之期限屆滿之日；或</p> | <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company's Articles of Association to be held; or</p> |
| <p>(iii) 本決議案所述之授權經在本公司之股東大會上通過普通決議案予以撤銷或修訂之日。」</p> | <p>(iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.</p> |

5. 「動議：

- (a) 在下述(c)段之規限下，一般性及無條件授權本公司董事會在有關期間內行使本公司一切權力，以配發、發行及處理本公司股本中之新增股份，並作出或授予可能需要行使該等權力之建議、協議、購股權及轉換或換股權；
- (b) 以上(a)段之批准將附加於本公司董事會所獲授之任何其他授權之上，並將授權本公司董事會在有關期間內作出或授予須於有關期間結束後行使該等權力之建議、協議、購股權及轉換或換股權；

5. "THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

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(c) 本公司董事會依據以上 (a) 段之批准而配發或同意有條件或無條件配發 (不論是否依據購股權或其他原因而配發) 之股本面值總額，不得超過本公司於本決議案通過日期之已發行股本面值總額百分之二十，而上述批准亦須受此限制；惟根據 (i) 配售新股，或 (ii) 本公司獲香港聯合交易所有限公司批准之購股權計劃，或 (iii) 本公司組織章程細則實行之任何以股代息計劃或類似安排以供配發股份代替本公司股份全部或部份股息則除外；及

(d) 就本決議案而言：

「有關期間」之涵義與大會通告 (本決議案為其中一部份) 所載第 4 項決議案內賦予此詞之涵義相同；及

「配售新股」乃指本公司董事會於指定期間內，向於指定記錄日期名列股東名冊之股份持有人，按彼等當時之持股比例提呈配發股份之建議，惟本公司董事會有權就零碎股權或就本港以外任何地區之法律

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as that ascribed to it under resolution no.4 as set out in the notice convening the meeting of which this resolution forms part; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any

或任何認可監管機構或證券交易所規定之任何限制或責任，作出必須或權宜之豁免或其他安排。」

restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

6. 「**動議**在大會通告（本決議案為其中一部份）第4及第5項決議案獲得通過之情況下，批准將本公司董事會根據大會通告（本決議案為其中一部份）第5項決議案所獲之一般性授權擴大，使該項一般授權所涉及之股份面值總額增加，而加幅等於董事會根據大會通告（本決議案為其中一部份）第4項決議案所購回本公司股份之面值總額，惟所購回之股份面值總額不得超過本公司於本決議案通過之日已發行股本面值總額百分之十。」
6. “**THAT** conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the directors of the Company pursuant to the resolution no. 5 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”
7. 「**動議**藉增加港幣 60,000,000 元（分為 3,000,000,000 股每股面值港幣 0.02 元並與所有現有股份享有同等地位之股份），將本公司之法定股本由港幣 100,000,000 元增至港幣 160,000,000 元。」
7. “**THAT** the authorised capital of the Company be increased from HK\$100,000,000 to HK\$160,000,000 by the addition thereto of HK\$60,000,000, divided into 3,000,000,000 shares of HK\$0.02 each and rank pari passu with all existing shares.”

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特別決議案

8. 「動議對本公司組織章程細則（「細則」）作出以下修訂：

(a) 於細則第 2 條加入下列釋義：

「聯繫人士 與任何董事有關之「聯繫人士」，具有上市規則賦予該詞之涵義；」

(b) 將「附屬公司及控股公司」之釋義整個刪除，並以以下細則第 2 條之新釋義取代：

「控股公司 「控股公司」具有公司條例賦予該詞之涵義；」

附屬公司 「附屬公司」具有上市規則賦予該詞之涵義，或倘若公司條例另有規定，則具有公司條例項下之涵義；」；

Special resolution

8. “**THAT** the Articles of Association (the “Articles”) of the Company be and are hereby amended by:

(a) adding the following definition in Article 2:

“associate(s) “associate(s)” in relation to any Director, has the meaning ascribed to it under the Listing Rules;”

(b) deleting the definition “subsidiary and holding company” in its entirety and substituting the following new definitions in Article 2:

“holding company “holding company” shall the meanings attributed to it under the Companies Ordinance;”

subsidiary “subsidiary” shall have the meaning as ascribed to it under the Listing Rules or if the Companies Ordinance provides otherwise, the meaning under the Companies Ordinance;”;

(c) 將以下細則第 2 條之釋義
整個刪除並以下列新釋義
取代：

「公司法」/
該法例 「公司法」或
「該法例」指
當時生效之
開曼群島法
例第 22 章公
司法(二零零
三年修訂本)
及其任何修
訂或重訂，
並包括與之
綜合或將其
取代之所有
其他法例；

公司 「公司」或「本
公司」指吉利
汽車控股有
限公司；

香港 「香港」指中
華人民共和
國香港特別
行政區及其
附屬地；

(c) deleting the following definitions in their entirety and
substituting the following new definitions in Article 2:

Law/the Law (2003 Revision), Cap. 22 of the
Cayman Islands and any
amendments thereto or re-
enactments thereof for the time being
in force and includes every other law
incorporated therewith or substituted
therefor;

the Company “the Company” or “this Company”
shall mean Geely Automobile
Holdings Limited;

Hong Kong “Hong Kong” shall mean the Hong
Kong Special Administrative Region of
the People’s Republic of China and
its dependencies;

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<p>認可結算所「認可結算所」指證券及期貨條例(香港法例第571章)所指定之認可結算所，或本公司股份上市或掛牌之證券交易所屬司法權區之法例所認可之結算所或認可股份託管處；</p>	<p>recognised clearing house</p>	<p>“recognised clearing house” shall mean a recognised clearing house as referred to in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised share depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;</p>
<p>股份 「股份」指公司股本中之股份；」；</p>	<p>share</p>	<p>“share” shall mean a share in the capital of the Company;”;</p>
<p>(d) 將現有之細則第3條整條刪除並以下列之新細則第3條取代：</p>	<p>(d) deleting the existing Article 3 in its entirety and replace with the following new Article 3:</p>	
<p>「3. 於採納本細則之日本公司之股本為港幣160,000,000元，分為8,000,000,000股每股面值港幣0.02元之股份；」；</p>	<p>“3. The capital of the Company at the date of the adoption of these Articles is HK\$160,000,000 divided into 8,000,000,000 shares of HK\$0.02 each;”;</p>	

(e) 將現有之細則第16條整條刪除並以下列之新細則第16條取代：

「16. 每名作為股東在股東名冊內記有其姓名之人士，在配發或提交過戶文件後，於該法例規定或交易所可不時釐定之有關時限內（以較短者為準，或按簽發條件可能規定之其他期間內），均有權在無需付款下接收一張代表其全部某個類別股份之股票，或在彼提出要求下，假如配發或過戶之股份數目超過當時構成一個交易所完整買賣單位之數目，就過戶而言，於繳付相等於交易所可不時釐定就首張股票後每一張股票所需最高款項（或董事會可不時釐定之較低款項）後，接收該等數目之股票（每張以交易所買賣單位或按彼要求以交易所買賣單位之倍數為單位），及一張代表所涉及股份餘數（如有）之股票。倘若涉及由

(e) deleting the existing Article 16 in its entirety and replace with the following new Article 16:

“16 Every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or

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多名人士聯名持有之股份，概無限定公司須向該等人士每人簽發一張或多張股票。向多名聯名持有人其中一人簽發及交付股票，將等同向所有該等持有人充份交付。所有股票將會以專人交付或按股東名冊上所示之登記地址以郵遞方式寄予有權接收之股東。」；

certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.”;

- (f) 將下段加至細則第 75(c) 條最後部份「退任」二字之後：

「除非獲董事會推薦，否則除退任董事外，概無任何人士具備資格於任何股東大會上膺選出任董事職務；惟倘若部份有權出席大會並於會上投票之股東（並非獲提名之人士）發出書面通知（該通知乃就該大會而發出），表示擬提議該名人士膺選出任董事，及該名人士以書面通知，表示其願意獲選，而有關通知須於指定就有關選舉召開之股東大會舉行日期前最少七天交予公司，則作別論。根據本條

- (f) adding the following to the end of Article 75(c) after the word “retiring”:

“No person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing by some member (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company at least 7 days before the date of the general meeting appointed for such election. The period for lodgment of the notice required under this article shall commence

細則可提交該通知之期間，不得先於指定就有關選舉召開之股東大會之通告寄發翌日開始，及不得後於該大會日期前七天結束，惟該段期間最少須為七天。」；

- (g) 將整條現有細則第80條刪除，並以下列新細則第80條取代：

「80. 於任何股東大會上，任何提呈大會表決之決議案均須以舉手方式表決，惟（於宣佈以舉手方式表決所得結果之前或之時，或撤回以任何其他投票方式表決之要求之前或之時）於接獲正式要求或上市規則規定須以票選方式表決則除外。以下人士可要求以票選方式表決：

(a) 大會主席；或

(b) 最少五位親身或委派代表出席並有權投票之股東或其受委代表；
或

no earlier than the day after the despatch of the notice of the meeting appointed for such election and no later than 7 days prior to the date of such meeting, provided that such period shall be at least 7 days.”;

- (g) deleting the existing Article 80 in its entirety and replace with the following new Article 80:

“80. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or otherwise required under the Listing Rules. A poll may be demanded by:

(a) the Chairman of the meeting; or

(b) at least five members present in person or by proxy and entitled to vote; or

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(c) 任何親身出席，且佔全體有權出席並於大會上投票之股東之投票權總額最少十分之一之一位或多位股東（或如為公司，則為其正式授權之代表）或其受委代表；或

(d) 任何親身出席，且持有附有權利出席大會並於會上投票之股份之繳足股款總額不少於全部附有該權利之股份之繳足股款十分之一之一位或多位股東（或如為公司，則為其正式授權之代表）或其受委代表。

除非須進行或應要求進行票選，（如為後者）且要求未被撤回，大會主席根據舉手表決之結果宣佈決議案或一致或以大多數票通過或否決，並將此記錄在載有會議議程之本公司會議紀

(c) any member or members present in person or in the case of a corporation, by its duly authorised representative or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or

(d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so required or demanded and, in the latter case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be

錄中，作為最終之依據，而毋須證明該決議案之贊成或反對票數或其比例。

conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”;

- (h) 於細則第 85 條內「... 透過委任代表可就股東名冊內登記於其名下之每股股份投一票」等字之後但「於投票表決時有權投超過一票之一名股東...」等字之前，加入以下句子：

- (h) adding the following sentence in Article 85 after the words “.....by proxy shall have one vote for each share registered in his name in the register.” but before the words “On a poll a member entitled to more than one vote.....”:

「儘管有本細則內之規定，惟倘若一名本公司股東（其為結算所或其代理人）委任超過一名代表，則每名代表於舉手表決時可各投一票。」；

“Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member of the Company which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.”;

- (i) 於細則第 85 條後加入下列新細則第 85A 條：

- (i) adding the following new Article 85A immediately after Article 85:

「85A 倘根據上市規則，任何股東須就任何特定決議案放棄投票或受限制只可投票贊成或反對該項特定決議案，由其親身或其代表作出違反該等規定或限制之投票，將不被計算入有關之投票結果內。」；

“85A Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;

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- (j) 刪除現有細則第 96(b) 條，並以下列新細則第 96(b) 條取代：
- 「(b) 倘結算所（或其代理人）為本公司股東，則其董事或其他監管團體可在適用法例容許之情況下以授權書之方式委任其認為合適之一名或多名人士，作為其於本公司任何股東大會或本公司任何類別之股東大會受委代表或代表，惟倘委任多於一名人士，則代表委任表格或授權書上必須註明有關受委人士所代表之股份數目及類別。根據本條文獲委任之人士有權代表其所代表之結算所（或其代理人）行使該結算所（或其代理人）有權行使之相同權力，包括（但不限於）以個人身份舉手表決之權力，猶如彼等為持有代表委任表格或授權書所註名股份數目及類別之本公司個人股東。」；
- (j) deleting the existing Article 96(b) and substituting the following new Article 96(b):
- “(b) If a clearing house (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, appoint such person or persons as it thinks fit to act as its proxy or proxies or representative(s), to the extent permitted by applicable laws, at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so appointed, the proxy form or authorisation shall specify the number and class of shares in respect of which each such person is so appointed. A person so appointed pursuant to this provision shall be entitled to exercise the same powers on behalf of the clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise if it were an individual member of the Company holding the number and class of shares specified in such proxy form or authorisation including without limitation the right to vote individually on a show of hands.”;

(k) 將現有細則第 107(c)條刪除，並以下列新細則第 107(c)條取代：

「(c) 除細則另有指明外，董事不得就明知有關其或其聯繫人士有重大利益關係之任何合約或安排或建議之任何董事會決議案投票（或被計入會議法定人數內）。惟此項限制不適用於任何下列建議、合約或安排：

(i) 就以下其中一項提供任何抵押或賠償保證：

(a) 董事或其聯繫人士應本公司或其任何附屬公司之要求或為本公司或其附屬公司之利益而借出款項或引致或承擔責任，而向該董事或其聯繫人士提供；或

(b) 就董事或其聯繫人士本身根據一項擔保或賠償保證或藉提供抵押單獨或共同承擔全部或部份責任之本公司或其任何附屬公司之負債或承擔，而向第三者提供；

(k) deleting the existing Article 107(c) and substituting therefor the following new Article 107(c):

“(c) Save as otherwise provided by the Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Directors approving any contract or arrangement or any other proposal in which he or any of his associates has to the knowledge of such Director a material interest, but this prohibition shall not apply to any of the following proposals, contracts or arrangements, namely:-

(i) the giving of any security or indemnity either:-

(a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

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- (ii) 任何有關提呈發售或由本公司或任何其他本公司可能創立或擁有權益之公司提呈發售本公司或本公司可能創立或擁有權益之公司之股份或債券或其他證券以供認購或購買，而董事或其聯繫人士因參與發售之包銷或分包銷而於其中擁有或將擁有權益；
- (iii) 任何有關董事或其聯繫人士僅因作為高級人員、行政人員或股東而直接或間接於其中擁有權益，或董事或其聯繫人士實益持有該公司股份（惟董事及其任何聯繫人士合共實益擁有之股份不得超過有關公司（或彼或其聯繫人士可藉此取得利益之第三公司）任何類別已發行股本或投票權5%或以上）之任何其他公司之建議；
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5 per cent or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;

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| <p>(iv) 任何有關本公司或其附屬公司僱員利益之建議或安排，包括：</p> <p>(a) 採納、修訂或執行任何董事或其聯繫人士可從中受惠之僱員股份計劃或任何股份獎勵或購股權計劃；或</p> <p>(b) 採納、修訂或執行與董事、其聯繫人士及本公司或其任何附屬公司之僱員均有關之退休基金或退休、身故或傷殘福利計劃，而並無給予任何董事或其聯繫人士任何與該計劃或基金有關之人士一般未獲賦予之特權或利益；及</p> <p>(v) 董事或其聯繫人士因其在本公司股份或債券或其他證券擁有之權益而與本公司股份或債券或其他證券之其他持有人以同一方式在其中擁有權益之任何合約或安排。」</p> | <p>(iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:-</p> <p>(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or</p> <p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company."</p> |
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(l) 刪除現有細則第107(e)條，並以下列新細則第107(e)條取代：

「(e) 倘若於董事會議上提出任何有關一名董事（會議主席除外）或其聯繫人士之重大權益，或任何董事（主席除外）投票權之問題，且並未能因該董事自願放棄投票或不計入投票人數內而解決有關問題，則該問題須交由大會主席定奪，而主席就有關其他董事或其聯繫人士之決定乃最終及決定性，除非根據該董事所知，該董事或其聯繫人士之權益性質或範圍並無公平地向其他董事披露。如任何上述問題發生在大會主席或其聯繫人士身上，有關問題須由董事決議案決定（就此而言，主席不得計入會議法定人數內且不得投票），而決議案之決定為最終及決定

(l) deleting the existing Article 107(e) and substituting therefor the following new Article 107(e):

“(e) If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than the chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director or his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his associate(s) concerned as known to such Director has not been fairly disclosed to the other Directors. If any question as aforesaid shall arise in respect of the chairman of the meeting or his associate(s), such question shall be decided by a resolution of the Directors (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his associate(s) as known to such chairman has not

性，除非根據主席所知，其權益性質或範圍並無公平地向其他董事披露。就本段及有關替任董事而言，在並無抵觸替任董事之其他權益之情況下，其委任人或委任人之聯繫人士之權益，將被視作替任董事之權益。」；

(m) 將整條現有細則第 107(f) 條刪除，並以下列新細則第 107(f) 條取代：

「(f) 已刪除」；

並動議授權本公司董事在彼等全權酌情認為屬合宜之情況下作出進一步行動，並代表本公司落實前述對現有細則進行修訂。」

9. 處理其他事務。

承董事會命
吉利汽車控股有限公司
主席
賀學初

香港，二零零四年四月十五日

been fairly disclosed to the other Directors. For the purposes of this paragraph and in relation to an alternate Director, an interest of his appointor or his associate(s) shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.”;

(m) deleting the existing Article 107(f) in its entirety and replace with the following new Article 107(f):

“(f) Deleted”;

and **THAT** any director of the Company be and is hereby authorised to take such further action as he/she may, in his/her sole and absolute discretion, think fit for and on behalf of the Company to implement the aforesaid amendments to the existing Articles.”

9. To transact any other business.

By Order of the Board
GEELY AUTOMOBILE HOLDINGS LIMITED
He Xue Chu
Chairman

Hong Kong, 15 April 2004

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

附註：

- 1) 本公司將於二零零四年五月十一日（星期二）至二零零四年五月十八日（星期二）（包括首尾兩日）暫停辦理股份過戶登記手續，以確定有權在上述通告召開的會議上投票之股東，期間將不會辦理股份過戶登記手續。如欲享有投票權，所有本公司股份的過戶文件連同有關股票，必須於二零零四年五月十日（星期一）下午四時正前送達本公司在香港的股份過戶登記分處，標準證券登記有限公司（地址為香港灣仔告士打道56號東亞銀行港灣中心地下）辦理過戶登記手續。
- 2) 凡有權出席上述大會並於會上投票之股東，均可委派一位或以上代表出席，並代其投票。委任代表無需為本公司之股東。
- 3) 指定格式之代表委任表格連同委任人簽署之授權書或其他授權文件（如有），最遲須於大會指定舉行時間四十八小時前，送達本公司在香港之總辦事處，地址為香港灣仔港灣道23號鷹君中心23樓2301室，方為有效。
- 4) 就通告第4項決議案所載決議案而言，本公司已尋求股東批准授予董事會一般性授權，以購回本公司股份。
- 5) 就通告第5及第6項決議案所載決議案而言，本公司已尋求股東批准授予董事會一般性授權，以按照香港聯合交易所有限公司證券上市規則配發、發行及處理本公司股份。
- 6) 一份載有關於大會通告第4至第6項決議案之資料之說明函件，將隨同二零零三年度年報一併寄予股東。

Notes:

- 1) The Register of Members of the Company will be closed from Tuesday, 11 May 2004 to Tuesday, 18 May 2004 (both days inclusive), for the purpose of establishing the entitlement of members to vote at the meeting convened by the above notice. During this period, no transfer of shares of the Company will be registered. In order to qualify for voting, all transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Registrar in Hong Kong, Standard Registrars Limited at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Hong Kong not later than 4:00 p.m. on Monday, 10 May 2004.
- 2) Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- 3) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's principal office in Hong Kong at Room 2301, 23/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- 4) With respect to the resolution set out in resolution no. 4 of the notice, approval is being sought from shareholders for a general mandate to be given to the directors to purchase shares of the Company.
- 5) With respect to the resolutions set out in resolution nos. 5 and 6 of the notice, approval is being sought from shareholders for general mandates to be given to the directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- 6) An explanatory statement containing the information with respect to the resolutions set out in resolution nos. 4 to 6 of the notice of the meeting will be sent to the shareholders together with the 2003 Annual Report.



快樂人生，吉利相伴

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

董事

執行董事

賀學初先生，41歲，為本公司之主席，負責本集團整體策略規劃及制定公司政策。彼於一九八三年畢業於中國安徽財貿學院獲得經濟學學士學位，一九九七年創立其私人業務之前，曾出任香港華潤（集團）有限公司財務部副總經理，在財務管理及投資領域擁有20年之豐富經驗。

徐興堯先生，66歲，二零零三年三月六日加入本集團，為本公司執行董事兼副主席，負責本集團汽車業務之規劃。徐先生一九六三年畢業於吉林工業大學，其後一直在中國最大的汽車工業企業—中國第一汽車集團公司（「中國一汽集團」）服務，超逾35年，歷任技術員、研究所所長、副廠長、副總經理兼總工程師等職。徐先生現時亦擔任中國汽車工程學會常務理事等多家專業學會之重要職務及多間大學之客座教授。徐先生於汽車研發、設計、製造、管理方面擁有逾40年之豐富經驗，在中國汽車業界享有盛譽。

洪少倫先生，43歲，於二零零四年二月二十三日加入本集團為執行董事，主要負責本集團之國際業務發展及投資者關係。彼持有香港中文大學頒授之物理及電子計算理學士學位及工商管理碩士學位。加入本集團前，

DIRECTORS

Executive Directors

Mr HE Xuechu, aged 41, is the chairman of the Company and responsible for the overall strategic planning and formulation of the corporate policies of the Group. Mr He graduated from Anhui Finance and Trade College in the PRC in 1983 and has obtained a bachelor degree in Economics. Prior to establishment of his own business in 1997, he was the deputy manager in the finance department of China Resources Holdings Company Limited and has over 20 years of furnish experience in the field of financial management and investment.

Mr XU Xing Yao, aged 66, joined the Group in 6 March 2003 as the executive director and vice-chairman of the Company, he is responsible for the strategic planning of automobile business. Mr Xu graduated from Jilin Industrial University in 1963 and worked with China First Automobiles Group Corporation ("China First Automobile"), one of the largest automobile corporations in the PRC, for more than 35 years. He served as the technician, head of research institute, deputy head of plant operation, vice-president and chief engineer of China First Automobile. Mr Xu is the general manager of the Society of Automobile Engineers of China, an official of a number of professional bodies and a visiting professor for various universities. He has over 40 years of automobile manufacturing experience and is renowned in research and development, design, manufacturing and management in the automobile industry in the PRC.

Mr ANG Siu Lun, Lawrence, aged 43, joined the Group on 23 February 2004 as the executive director and is mainly responsible for the international business development and investors relationship of the Group. He holds a Bachelor of Science degree in Physics and Computer Science and a Master of Business Administration degree from the Chinese University of Hong Kong.

彼曾任職於多間主要國際投資銀行，具有十七年證券研究、投資銀行及財務分析之廣泛經驗，主要負責有關於中國資產市場、汽車業及投資銀行業務。

顧衛軍先生，42歲，為本公司執行董事，負責本公司之投資管理。其亦為一間涉及中國國際貿易、物業發展、電子軟件業務之私人公司之執行董事。顧先生於這些範疇累積超過10年之經驗。顧先生畢業於中國北京體育大學，持有教育學士學位，並於一九八四年至一九九零年期間擔任南昌大學之講師。

周騰先生，40歲，為本公司之執行董事，負責本公司之財政管理。周先生畢業於中國湖南財經學院，持有經濟學學士學位。於一九八五年至一九九七年期間，周先生為華潤集團屬下兩間分別在澳門及中國從事皮革及皮革製品之私人公司之主要管理層。於一九九七年，周先生自行創業，主要從事飲食、貿易及投資活動，於這些範疇累積20年經驗。

南陽先生，56歲，於二零零三年十二月十八日加入本集團為執行董事，亦為吉利控股集團董事副總裁，合資企業浙江吉利國潤及上海華普國潤之董事。南先生畢業於上海鐵道大學，曾於德國康茨坦斯大學培訓。彼為汽車工業資深專業人士，擁有二十餘年

Prior to joining the Group, he worked in a number of major international investment banks for seventeen years with extensive experience in equity research, investment banking and financial analysis, focusing on China asset market, automobile industry and investment banking business.

Mr KU Wai Kwan, aged 42, is the executive director of the Company. He is responsible for managing the investment of the Group. He is also an executive director of a private company in the PRC which is engaged in the businesses of international trades, property development and electronic software. Mr Ku has more than 10 year experience in these fields. He graduated from the Beijing University of Physical Education in the PRC with a Bachelor Degree in education and was a lecturer of Nan Chang University between 1984 and 1990.

Mr ZHOU Teng, aged 40, is an executive Director of the Company and is responsible for the financial affairs of the Group. Mr Zhou graduated from Hunan Finance and Economy College in the PRC with a bachelor degree in economics. Between 1985 and 1997, Mr Zhou was a key management of two private companies under China Resources Holdings Company and the private companies were engaged in the manufacturing of fur and leather products in Macau and the PRC. In 1997, Mr Zhou set up his own business, which is principally engaged in food catering, trading and investment activities and he has over 20 year experience in these fields.

Mr NAN Yang, aged 56, joined the Group on 18 December 2003 as an executive director. He is also the director and vice-president of Geely Holdings as well as the director of the joint ventures, namely Geely Guorun and Maple Guorun. Mr Nan graduated from Shanghai Railway University and had received training in Konspanv University Germany. He is a professional expertise in automobile industry and has over 20 years of working experience in

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層簡介

製造業工作經歷，並有十五年擔任汽車工業高級管理職務的經驗，曾任上海納鐵福轉動軸公司董事總經理，上海大眾汽車有限公司總經理。南先生主要負責集團汽車產業製造、及對外合作方面的管理工作。

張詰先生，40歲，於二零零三年九月五日加入本集團為執行董事。彼亦為吉利控股集團之董事副總裁，合資企業吉利國潤及華普國潤之董事。彼於上海社會科學院研究生畢業及現正攻讀清華大學之行政及工商管理碩士學位。彼曾於新加坡國立大學接受培訓。財務以及金融業資深專業人士，二十年投資及財務管理從業經驗。

王興國先生，59歲，為本公司之執行董事，負責本公司之行政管理。王先生畢業於中國南昌航空工業專科學校。彼亦為中國一家私人投資公司之董事及中國一家私人房地產發展公司之總經理。之前，王先生為一家涉及在上海發展大規模住宅物業項目之私人公司之董事。王先生於經營及管理電子、物業及建築業務累積超過21年經驗。

manufacturing industry and 15 years of senior management experience in automobile industry. He had worked as the managing director of Shanghai Volkswagen Automobile Company Limited and the general manager of 上海納鐵福轉動軸公司. Mr Nan is responsible for the automobile manufacturing business of the Group and the management of overseas business cooperation.

Mr ZHANG Zhe, aged 40, joined the Group on 5 September 2003 as the executive director. He is also the executive director and vice president of Geely Holdings, as well as the director of the joint ventures, namely Geely Guorun and Maple Guorun. Mr Zhang graduated from the postgraduate school of Shanghai Social Science College and is currently studying in Qinghua University for a Master Degree in Executive, Business and Administration. He had received training in National University of Singapore. He is a professional expertise in the field of corporate and finance, and has 20 year's experience in investment and corporate management.

Mr WONG Hing Kwok, aged 59, is an executive Director of the Company and is responsible for the management of operation of the Group. Mr Wong graduated from Nancheng Aviation Institute in the PRC. He is also a director of a private company which is principally engaged in investment activities in the PRC and a general manager of a private property development company in the PRC. Prior to that, he was a director of a private company involved in the development of large-scale residential property project in Shanghai. Mr Wong has over 21 years of experience on operation and management of electronics, property and construction businesses.

董顯銓博士，64歲，二零零三年四月三日加入本集團，為本公司之執行董事，負責汽車業務之技術管理。董先生一九六二年畢業於北京航空航天大學力學系，一九八三年獲德國柏林工業大學工學博士。董先生在一九八一年以前，於中國科學院及中國計量科學院從事研究工作；一九八六加入國際著名汽車企業德國寶馬汽車公司任研發中心工程師；一九九三年起轉任寶馬汽車公司中國項目經理；一九九七年至加入本公司之前，為德國寶馬汽車公司中國首席代表。董博士是汽車行業的資深專家，在國際汽車業界享有盛譽。彼已於二零零三年六月三十日辭任。

獨立非執行董事

李卓然先生，33歲，於二零零二年七月二日加入本集團為獨立非執行董事。彼於美國德州A&M大學畢業，亦為香港會計師公會及美國特許會計師公會會員。李先生現任偉誠煙草（集團）有限公司之董事，在會計及審計界積逾十年經驗。

劉明輝先生，40歲，於二零零二年七月二日加入本公司擔任非執行董事。劉先生現為中國燃氣控股有限公司董事總經理，曾在國內政府機關擔任過多個職務並在多家涉及環保、石油化工、數據通訊等不同行業的大型企業擔任主要管理職務，擁有超過15年之中國企業管理的豐富經驗。

Dr DONG Xing Quan, aged 64, joined the Group in 3 April 2003 as the executive director of the Company who is responsible for the management of the technology in automobile business. Dr Dong graduated from the Institute of Mechanics in Beijing University of Aeronautics and Astronautics in 1962 and obtained his doctoral degree from Technique University of Berlin in Germany in 1983. Prior to 1981, Dr. Dong worked as the researcher with the Chinese Academy of Sciences & National Institute of Metrology. In 1986, he joined BMW Concessionaries Ltd. ("BMW"), an multinational automobile enterprise, as engineer in its research and development center and subsequently being appointed as the PRC project manager in 1993. From 1997 and prior to joining the Company, he served as the PRC chief representative of BMW. Dr. Dong is a renowned specialist in the international automobile industry. He has resigned on 30 June 2003

Independent non-executive Directors

Mr LEE Cheuk Yin, Dannis, aged 33, joined the Group as independent non-executive director on 2 July 2002. He was graduated from Texas A & M University in the USA and is an associate member of the Hong Kong Society of Accountants and a member of the American Institute of Certified Public Accountants. He works as the director of Victory Honest Tobacco (Holdings) Limited currently and has over 10 years of experience in accounting and auditing field.

Mr LIU Ming Hui, aged 40, joined the Company as non-executive director on 2 July 2002. He is currently the Managing Director of China Gas Holdings Limited. He has held several major positions with the China Bureau and large corporations in the environment, petrochemical and digital communication fields. He has over 15 years of experience in china corporate management.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

高層管理人員

李書福先生，41歲，現任吉利控股集團董事局主席，亦為合資企業吉利國潤及華普國潤之董事長，全國政協委員。李先生畢業於哈爾濱理工大學，亦是吉利集團創始人及控股股東，彼於汽車制造、高等教育、房地產等行業擁有超逾20年之投資及管理經驗，亦被中國有關機構評選為「中國汽車工業50周年50位最具影響力的人」之一，負責吉利集團中、長期發展戰略及方針決策。

徐剛先生，43歲，現任吉利控股集團副董事長、總裁，亦為合資企業吉利國潤及華普國潤之董事。徐先生畢業於台州學院，現就讀於北京大學光華管理學院行政及工商管理碩士。經濟管理資深專業人士，有二十三年各級政府部門經濟管理及組織領導經驗。徐先生被中國有關機構評選為「中國民營企業最佳CEO」，全面負責吉利集團日常經營及管理工作。

苗立國先生，44歲，於二零零三年十一月十五日加入本集團為投資發展總監，負責項目發展與監督。苗先生在一九八四年畢業於中國北京商學院之財務及會計學系，並獲頒授經濟學士學位。彼亦於一九八八年獲北京對外經濟貿易大學頒授外貿專業證書。

SENIOR MANAGEMENT

Mr LI Shufu, aged 41, is currently the chairman of the board of Geely Holdings and the president of the joint ventures, namely Geely Guorun and Maple Guorun. He is also a member of the Chinese People's Political Consultative Conference. Mr Li graduated from Harbin Polytechnic University and has been the promoter and controlling shareholder of Geely Group. He has over 20 years of investment and management experience in the industries of automobile manufacturing, higher education and real estate. He was accredited as one of "中國汽車工業50周年50位最具影響力的人" (Fifty Influential for the Fifty Anniversary of China Automobile Industry) from the pertinent institutions in China, and is responsible for formulating the medium and long-term strategies and policies of Geely Group.

Mr XU Gang, aged 43, is currently the vice-chairman and chief executive of Geely Holdings and the director of the joint ventures, namely Geely Guorun and Maple Guorun. He graduated from Taizhou College and is studying EMBA in Guanghua Management College, University of Peking. Mr Xu is a professional expertise in economic management, has 23 years experience in economic management and coordination for each level of government authorities. Mr Xu was accredited as "中國民營企業最佳CEO" (The Most Outstanding CEO among the Chinese Private Enterprises) from the pertinent institutions in China, and is responsible for the overall operation and management of Geely Group.

Mr MIAO Liguu, aged 44, joined the Group as the chief investment officer on 15 November 2003 and is responsible for project development and supervision. Mr Miao graduated from Beijing Commercial College, Financial and Accounting specialty in the PRC in 1984 and obtained a bachelor degree in Economics. He also obtained a diploma on international business from the University of International Business and Economics in Beijing in 1988.

彼於一九八五年至二零零零年期間於華潤（集團）有限公司任職高級經理，亦曾出任華潤集團多間附屬公司之董事副總財務總監，負責項目評估、併購及監督。加入本集團之前，苗先生為軟媒科技有限公司任董事會主席及行政總裁。彼具有近 20 年大型集團公司的項目管理經驗。

謝煥英小姐，於二零零三年十月二十日加入本集團，為財務總監及公司秘書。彼畢業於香港理工大學，並持有廣州暨南大學頒授之中國會計碩士學位。彼為香港會計師公會之會員及英國特許公認會計師公會之資深會員。彼於多個工商行業之財務管理積逾二十年經驗。彼曾於香港上市公司出任集團財務總監及公司秘書。

He served as a senior manager in China Resources Holdings Company during 1985 - 2000, and was the directors and deputy chief financial controllers of several subsidiaries under China Resources Holdings Company, responsible for project assessment, mergers and acquisitions, and supervision. Mr Miao has been the Chairman and chief executive of the Board of Duo Technology (Holdings) Ltd before joining the Group. He has about 20 years of project management experience in large-scaled group companies.

Ms TSE Wun Ying, Aster joined the Group on 20 October 2003 as the financial controller and the company secretary. She graduated from Hong Kong Polytechnic University and holds a Master Degree in China Accountancy from Guangzhou Jinan University. She is an associate member of the Hong Kong Society of Accountants and a fellow member of Association of the Chartered Certified Accountants. She has had more than 20 years' experience in financial management in various commercial and industrial sectors. She was previously a Group financial controller and company secretary of a public listed company in Hong Kong.

FIVE YEAR FINANCIAL SUMMARY 五年財務摘要

以下為本集團過去五個財政年度之業績及資產與負債概要，乃摘錄自經審核財務報表：

A summary of the results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements, is set out below:

業績

RESULTS

		二零零三年 2003 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	一九九九年 1999 港幣千元 HK\$'000
營業額	Turnover	39,872	71,820	112,572	63,603	5,745
除稅前溢利 (虧損)	Profit (loss) before taxation	55,620	(111,711)	(105,970)	(49,139)	(53,705)
所得稅開支	Income tax expense	(237)	(52)	(106)	-	1,034
未計少數股東 權益前溢利 (虧損)	Profit (loss) before minority interests	55,383	(111,763)	(106,076)	(49,139)	(52,671)
少數股東權益	Minority interests	2,103	5,782	3,260	1,048	883
本年度溢利 (虧損) 淨額	Net profit (loss) for the year	57,486	(105,981)	(102,816)	(48,091)	(51,788)
資產與負債	ASSETS AND LIABILITIES					
總資產	Total assets	603,188	23,725	567,797	522,058	472,075
總負債及少數 股東權益	Total liabilities and minority interests	(34,142)	(29,136)	(541,283)	(400,811)	(300,234)
股東資金	Shareholders' equity	569,046	(5,411)	26,514	121,247	171,841

DIRECTORS' REPORT 董事會報告書

董事會謹此提呈截至二零零三年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本公司為投資控股公司，而其附屬公司之主要業務載於財務報表附註 12。

更改公司名稱

根據於二零零四年三月一日舉行之股東特別大會上通過之特別決議案，本公司之名稱由國潤控股有限公司更改為吉利汽車控股有限公司。

業績

本集團截至二零零三年十二月三十一日止年度之業績載於第 66 頁之綜合收益賬。

物業、廠房及設備

年內本集團物業、廠房及設備之變動詳情載於財務報表附註 11。

股本

年內本公司股本變動詳情載於財務報表附註 22。

The Directors present their annual report together with the audited financial statements for the year ended 31 December 2003.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Company's subsidiaries are set out in note 12 to the financial statements.

CHANGE OF THE COMPANY'S NAME

Pursuant to a special resolution passed at an extraordinary general meeting held on 1 March 2004, the name of the Company was changed from Guorun Holdings Limited to Geely Automobile Holdings Limited.

RESULTS

The results of the Group for the year ended 31 December 2003 are set out in the consolidated income statement on page 66.

PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in the property, plant and equipment of the Group and the Company are set out in note 11 to the financial statements.

SHARE CAPITAL

Details of the movements during the year in the share capital of the Company are set out in note 22 to the financial statements.

DIRECTORS' REPORT 董事會報告書

儲備

年內本集團及本公司儲備之變動詳情分別載於第 70 頁之綜合股本變動表及財務報表附註 23。

董事

年內及截至本報告日期之本公司董事如下：

執行董事：

賀學初先生，主席

顧衛軍先生

周騰先生

王興國先生

徐興堯先生（於二零零三年三月六日獲委任）

張詰先生（於二零零三年九月五日獲委任）

南陽先生（於二零零三年十二月十八日獲委任）

洪少倫先生（於二零零四年二月二十三日獲委任）

董顯銓先生（於二零零三年四月三日獲委任並於二零零三年六月三十日辭任）

RESERVES

Details of the movements during the year in the reserves of the Group and of the Company are set out in the consolidated statement of changes in equity on page 70 and in note 23 to the financial statements, respectively.

DIRECTORS

The directors of the Company during the year and up to the date of this report were:

Executive directors:

Mr. He Xuechu, Chairman

Mr. Ku Wai Kwan

Mr. Zhou Teng

Mr. Wong Hing Kwok

Mr. Xu Xing Yao (appointed on 6 March 2003)

Mr. Zhang Zhe (appointed on 5 September 2003)

Mr. Nan Yang (appointed on 18 December 2003)

Mr. Ang Siu Lun, Lawrence (appointed on 23 February 2004)

Mr. Dong Xing Quan (appointed on 3 April 2003 and resigned on 30 June 2003)

董事 (續)**獨立非執行董事：**

李卓然先生
劉明輝先生

根據本公司之組織章程細則第 99 條及 116 條，張喆先生、南陽先生、洪少倫先生、顧衛軍先生及周騰先生將於應屆股東週年大會任滿告退，惟符合資格並願膺選連任。

獨立非執行董事並無固定任期，並須根據本公司之組織章程細則在本公司股東週年大會上輪流告退及膺選連任。

董事之服務合約

將於應屆股東週年大會膺選連任之董事概無與本公司或其附屬公司訂立任何本集團於一年內不付賠償（法定賠償除外）則不得終止之服務合約。

DIRECTORS (Continued)**Independent non-executive directors:**

Mr. Lee Cheuk Yin, Dannis
Mr. Liu Ming Hui

In accordance with Articles 99 and 116 of the Company's Articles of Association, Messrs. Zhang Zhe, Nan Yang, Ang Siu Lun, Lawrence, Ku Wai Kwan and Zhou Teng shall retire from office at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The independent non-executive directors have no fixed term of office and will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Articles of Association.

DIRECTORS' SERVICE CONTRACTS

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REPORT 董事會報告書

董事及主要行政人員於本公司及其相聯法團之權益及淡倉

於二零零三年十二月三十一日，董事於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之證券中擁有根據證券及期貨條例第XV部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例有關條文彼等被視為或當作擁有之權益及淡倉）；或根據證券及期貨條例第352條須記入該條所述登記冊之權益及淡倉；或根據聯交所證券上市規則（「上市規則」）所載之上市公司董事進行證券交易標準守則須知會本公司及聯交所之權益及淡倉如下：

(1) 股份之好倉

董事名稱 Name of director	身份 Capacity	本公司之 股份數目 Number of shares in the Company	股權百分比 Shareholding percentage (%)
賀學初先生（附註） Mr. He Xuechu (Note)	公司 Corporate	2,500,000,000	60.68%
顧衛軍先生（附註） Mr. Ku Wai Kwan (Note)	公司 Corporate	2,500,000,000	60.68%
周騰先生（附註） Mr. Zhou Teng (Note)	公司 Corporate	2,500,000,000	60.68%
王興國先生（附註） Mr. Wong Hing Kwok (Note)	公司 Corporate	2,500,000,000	60.68%
徐興堯先生 Mr. Xu Xing Yao	-	-	-
張詰先生 Mr. Zhang Zhe	-	-	-
南陽先生 Mr. Nan Yang	-	-	-

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SECURITIES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2003, the interests and short positions of the directors in the securities of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Part XV of the SFO, including interests and short positions which they were deemed or taken to have under such provisions of the SFO, or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Rules Governing the Listing of Securities on The Stock Exchange (the "Listing Rules") to be notified to the Company and the Stock Exchange were as follows:

(1) Long position in shares:

董事及主要行政人員於本公司及其相聯法團之權益及淡倉 (續)

(1) 股份之好倉 (續)

附註：Proper Glory Holdings Inc. (「Proper Glory」) 為於英屬處女群島註冊成立之私人公司，並由賀學初先生、Fortune Door Investment Limited、Venture Link Assets limited 及王興國先生分別實益擁有 32%、28%、25% 及 15%。Fortune Door Investment Limited 為於英屬處女群島註冊成立之私人公司，其全部已發行股本由顧衛軍先生實益擁有。Venture Link Assets Limited 為於英屬處女群島註冊成立之私人公司，其全部已發行股本由周騰先生實益擁有。賀學初先生為本公司主席兼本公司董事，而王興國先生、顧衛軍先生及周騰先生則為本公司董事。

(2) 股本衍生工具相關股份之好倉

於二零零三年十二月三十一日，本公司並無任尚未行使之購股權或其他股本衍生工具。

(3) 淡倉

於二零零三年十二月三十一日，概無任何董事、行政總裁或彼等之聯繫人士擁有本公司或其相聯法團之股份或相關股份或相關股份之權益或淡倉。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SECURITIES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

(1) Long position in shares: (Continued)

Note: Proper Glory Holdings Inc. ("Proper Glory") is a private company incorporated in the British Virgin Islands and is beneficially owned as to 32% by Mr. He Xuechu, as to 28% by Fortune Door Investment Limited, as to 25% by Venture Link Assets Limited and as to 15% by Mr. Wong Hing Kwok. Fortune Door Investment Limited is a private company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Ku Wai Kwan. Venture Link Assets Limited is a private company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Zhou Teng. Mr. He Xuechu is the chairman of the Company and a director of the Company, and Messrs. Wong Hing Kwok, Ku Wai Kwan and Zhou Teng are directors of the Company.

(2) Long position in underlying shares of equity derivatives:

As at 31 December 2003, the Company had no share options or other equity derivatives outstanding.

(3) Short position

None of the directors, chief executive nor their associates had any interest on short position in any shares or underlying shares of the Company or any of its associated corporations as at 31 December 2003.

DIRECTORS' REPORT 董事會報告書

主要股東

除下文所披露者外，於二零零三年十二月三十一日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，本公司並不知悉有任何其他人士（本公司董事及行政總裁除外）於本公司之股份及相關股份中擁有權益或淡倉：

股份之好倉：

SUBSTANTIAL SHAREHOLDERS

Save as disclosed below, as at 31 December 2003, the Company had not been notified of any other person (other than the directors or the chief executive of the Company) who had an interest or a 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:

Long position in shares:

名稱 Name	身份 Capacity	股份數目 Number of shares		
		直接權益 Direct interest	視作擁有之權益 Deemed interest	股權百分比 Shareholding percentage (%)
Proper Glory	實益擁有人（附註） Beneficial owner (Note)	2,500,000,000	-	60.68

附註：Proper Glory 為於英屬處女群島註冊成立之私人公司，並由賀學初先生、Fortune Door Investment Limited、Venture Link Assets limited及王興國先生分別實益擁有32%、28%、25%及15%。Fortune Door Investment Limited 為於英屬處女群島註冊成立之私人公司，其全部已發行股本由顧衛軍先生實益擁有。Venture Link Assets Limited 為於英屬處女群島註冊成立之私人公司，其全部已發行股本由周騰先生實益擁有。賀學初先生為本公司主席兼本公司董事，而王興國先生、顧衛軍先生及周騰先生則為本公司董事。

Note: Proper Glory is a private company incorporated in the British Virgin Islands and is beneficially owned as to 32% by Mr. He Xuechu as to 28% by Fortune Door Investment Limited, as to 25% by Venture Link Assets Limited and as to 15% by Mr. Wong Hing Kwok. Fortune Door Investment Limited is a private company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Ku Wai Kwan. Venture Link Assets Limited is a private company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Zhou Teng. Mr. He Xuechu is the chairman of the Company and a director of the Company, and Messrs. Wong Hing Kwok, Ku Wai Kwan and Zhou Teng are directors of the Company.

董事可收購股份或債券之權利

本公司或其任何控股公司或附屬公司之董事及僱員均可參與本公司於二零零二年五月三十一日採納之購股權計劃。自採納該購股權計劃以來，概無根據該購股權計劃授出或行使購股權。該購股權計劃之詳情載於財務報表附註 31。

除上文所披露者外，年內，本公司或其任何控股公司或附屬公司概無參與訂立任何安排，致使本公司董事可藉收購本公司或任何其他法人團體之股份或債券而獲益；而董事或彼等之任何配偶或未滿十八歲之子女亦無獲授任何可認購本公司或任何其他法人團體股本之權利。

董事之重大合約之權益

年內本集團與賀學初先生控制之其他公司進行之交易詳情載於財務報表附註 32。

除上文所披露者外，本公司或其任何控股公司或附屬公司並無參與訂立本公司董事直接或間接擁有重大權益且於年終或年內任何時間仍然生效之重大合約。

關連交易

年內，本集團進行若干關連人士交易，而根據上市規則，該等交易亦屬關連交易。該等交易之詳情載於財務報表附註 32。

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURE

The directors and employees of the Company, or any of its holding companies or subsidiaries, are entitled to participate in the share options scheme adopted by the Company on 31 May 2002. No share options was granted or exercised under this scheme since its adoption. Particulars of this scheme are set out in note 31 to the financial statements.

Save as disclosed above, at no time during the year was the Company, or any of its holding company or subsidiaries, a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors or any of their spouses or children under the age of 18, was granted any right to subscribe for the equity of the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Details of transactions between the Group and other companies under the control of Mr. He Xuechu during the year are set out in note 32 to the financial statements.

Save as disclosed above, no contracts of significance to which the Company, or any of its holding company or subsidiaries, was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONNECTED TRANSACTIONS

During the year, the Group entered into certain related party transactions which also constitute connected transactions under the Listing Rules. Details of these transactions are set out in note 32 to the financial statements.

DIRECTORS' REPORT 董事會報告書

購買、出售或贖回上市證券

本公司或其任何附屬公司於截至二零零三年十二月三十一日止年度內並無購買、出售或贖回本公司之上市證券。

優先購買權

本公司組織章程細則或開曼群島法例並無任何有關優先購買權之規定，使本公司須按比例向現有股東發售新股。

主要客戶及供應商

本集團向五大供應商之採購額佔年內本集團總採購額不足 30%。本集團五大客戶及最大客戶之應佔銷售額百分比分別為 37% 及 27%。

於年內任何時間，概無董事、彼等之聯繫人士或（就董事所知擁有本公司股本 5% 或以上）本公司股東於本集團任何五大供應商或客戶中擁有權益。

企業監管

本公司於截至二零零三年十二月三十一日止整個年度一直遵守上市規則附錄 14 所載之最佳應用守則（「守則」）。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2003.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association, or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of purchases attributable to the Group's five largest suppliers is less than 30% of the Group's total purchases for the year. The percentage of sales attributable to the Group's five largest customers and the largest customer are 37% and 27% respectively.

At no time during the year did the directors, their associates, or shareholders of the Company, which to the knowledge of the directors own more than 5% of the Company's share capital, have an interest in any of the Group's five largest customers.

CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31 December 2003 with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Listing Rules.

審核委員會

本公司已根據守則之規定成立審核委員會，以審閱及監督本集團財務申報程序及內部監控。審核委員會之成員包括本公司獨立非執行董事李卓然先生及劉明輝先生。

結算日後事項

結算日後發生之重大事項詳情載於財務報表附註 33。

核數師

除安達信公司於截至二零零一年十二月三十一日止年度擔任本公司之核數師外，本公司於截至二零零三年十二月三十一日止兩個年度各年之核數師均由德勤•關黃陳方會計師行出任。股東週年大會上將提呈有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

賀學初

主席

二零零四年四月十五日

AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code for the purpose of reviewing and providing supervision over the Group's financial reporting processes and internal controls. The audit committee comprises Messrs. Lee Cheuk Yin, Dannis and Liu Ming Hui, who are the independent non-executive directors of the Company.

POST BALANCE SHEET EVENTS

Details of the significant events occurred after the balance sheet date are set out in note 33 to the financial statements.

AUDITORS

Except for the year ended 31 December 2001 in which Messrs. Arthur Andersen & Co. acted as auditors of the Company, Messrs. Deloitte Touche Tohmatsu have acted as auditors of the Company for each of the two years ended 31 December 2003. A resolution will be submitted to the annual general meeting to re-appoint them.

On behalf of the Board

He Xuechu

Chairman

15 April 2004

AUDITORS' REPORT 核數師報告書

德勤 • 關黃陳方會計師行

Certified Public Accountants
26/F, Wing On Centre
111 Connaught Road Central
Hong Kong

香港中環干諾道中111號
永安中心26樓

**Deloitte
Touche
Tohmatsu**

致吉利汽車控股有限公司
(前稱國潤控股有限公司) 列位股東
(於開曼群島註冊成立之有限公司)

TO THE SHAREHOLDERS OF GEELY AUTOMOBILE HOLDINGS LIMITED
吉利汽車控股有限公司
(FORMERLY KNOWN AS GUORUN HOLDINGS LIMITED)
(incorporated in the Cayman Islands with limited liability)

本行已完成審核第 66 至 121 頁所載
根據香港普遍採納會計原則所編撰之
財務報表。

We have audited the financial statements on pages 66 to 121
which have been prepared in accordance with accounting
principles generally accepted in Hong Kong.

董事及核數師之個別責任

董事須負責編撰真實與公平之財務報
表。於編撰該等財務報表時，董事必
須貫徹採用合適之會計政策。

Respective responsibilities of directors and auditors

The Company's directors are responsible for the preparation of
financial statements which give a true and fair view. In preparing
financial statements which give a true and fair view, it is
fundamental that appropriate accounting policies are selected
and applied consistently.

本行之責任為根據本行審核工作之結
果，對該等財務報表發表獨立的意
見，並僅向全體股東作出報告，除此
以外不可用作其他用途。本行概不就
本報告書之內容承擔責任或對任何其
他人士負責。

It is our responsibility to form an independent opinion, based on
our audit, on those financial statements and to report our opinion
solely to you, as a body, and for no other purpose. We do not
assume responsibility towards or accept liability to any other person
for the contents of this report.

意見之基礎

本行按照香港會計師公會頒佈之核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關之憑證，亦包括評估董事於編撰該等財務報表時所作之重大估計及判斷、所釐定之會計政策是否適合 貴公司及 貴集團之具體情況及是否貫徹採用並充份披露該等會計政策。

本行於策劃及進行審核工作時，均以取得一切本行認為必需之資料及解釋為目標，使本行能獲得充份之憑證，就該等財務報表是否存有重要錯誤陳述，作出合理之確定。於表達意見時，本行亦已衡量該等財務報表所載之資料在整體上是否足夠。本行相信，本行之審核工作已為下列意見建立合理之基礎。

意見

本行認為財務報表均真實與公平地反映 貴公司及 貴集團於二零零三年十二月三十一日之財政狀況及 貴集團截至該日止年度之溢利及現金流動狀況，並已按香港公司條例之披露規定妥善編撰。

德勤·關黃陳方會計師行
執業會計師

香港，二零零四年四月十五日

Basis of opinion

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 December 2003 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 15 April 2004

CONSOLIDATED INCOME STATEMENT 綜合收益賬

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

			二零零三年 2003	二零零二年 2002
		附註 NOTES	港幣千元 HK\$'000	港幣千元 HK\$'000
營業額	Turnover	4	39,872	71,820
銷售成本	Cost of sales		(31,900)	(51,879)
毛利	Gross profit		7,972	19,941
其他營運收入	Other operating income		644	2,466
分銷及銷售費用	Distribution and selling expenses		(1,165)	(6,627)
行政費用	Administrative expenses		(19,271)	(29,417)
其他營運費用	Other operating expenses		(757)	(10,895)
營運虧損	Loss from operations	6	(12,577)	(24,532)
財務費用	Finance costs	7	(153)	(10,330)
應佔聯營公司業績	Share of results of associates		68,350	(2,022)
貸款予聯營公司之撥備	Allowance for advance to an associate		-	(75,000)
出售附屬公司之收益	Gain on disposal of subsidiaries		-	173
稅前溢利（虧損）	Profit (loss) before taxation		55,620	(111,711)
所得稅開支	Income tax expense	9	(237)	(52)
未計少數股東權益前溢利（虧損）	Profit (loss) before minority interests		55,383	(111,763)
少數股東權益	Minority interests		2,103	5,782
本年度溢利（虧損）淨額	Net profit (loss) for the year		57,486	(105,981)
每股盈利（虧損）—基本	Earnings (loss) per share – basic	10	港幣 1.6 仙 HK1.6 cents	港幣(4.3)仙 HK(4.3) cents

CONSOLIDATED BALANCE SHEET 綜合資產負債表

於二零零三年十二月三十一日 AT 31 DECEMBER 2003

			二零零三年	二零零二年
			2003	2002
		附註	港幣千元	港幣千元
		NOTES	HK\$'000	HK\$'000
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	11	8,589	5,887
聯營公司權益	Interests in associates	13	558,836	-
			567,425	5,887
流動資產	Current assets			
存貨	Inventories	14	7,358	7,216
貿易及其他應收款項	Trade and other receivables	15	11,114	8,099
應收少數股東款項	Amounts due from minority shareholders	16	1,130	-
應收聯營公司款項	Amount due from an associate	17	338	-
銀行結餘及現金	Bank balances and cash		15,823	2,523
			35,763	17,838
流動負債	Current liabilities			
貿易及其他應付款項	Trade and other payables	18	10,535	9,657
應付關連公司款項	Amount due to a related company	19	-	419
應付少數股東款項	Amounts due to minority shareholders	20	8,010	796
銀行借貸	Bank borrowings	21	2,537	1,125
			21,082	11,997
流動資產淨值	Net current assets		14,681	5,841
			582,106	11,728

CONSOLIDATED BALANCE SHEET 綜合資產負債表

於二零零三年十二月三十一日 AT 31 DECEMBER 2003

			二零零三年	二零零二年
			2003	2002
		附註	港幣千元	港幣千元
		NOTES	HK\$'000	HK\$'000
資本及儲備	Capital and reserves			
股本	Share capital	22	82,405	66,805
儲備	Reserves		486,641	(72,216)
			569,046	(5,411)
少數股東權益	Minority interests		2,389	(123)
非流動負債	Non-current liabilities			
最終控股公司墊款	Advance from ultimate holding company	24	-	3,000
少數股東墊款	Advances from minority shareholders	25	9,646	13,042
銀行借貸	Bank borrowings	21	1,025	1,220
			10,671	17,262
			582,106	11,728

第66至121頁之財務報表已於二零零四年四月十五日獲董事會批准及授權刊發，並由下列代表簽署：

The financial statements on pages 66 to 121 were approved and authorised for issue by the Board of Directors on 15 April 2004 and are signed on its behalf by:

HE Xuechu

賀學初

DIRECTOR

董事

Ku Wai Kwan

顧衛軍

DIRECTOR

董事

BALANCE SHEET 資產負債表

於二零零三年十二月三十一日 AT 31 DECEMBER 2003

			二零零三年 2003	二零零二年 2002
		附註 NOTES	港幣千元 HK\$'000	港幣千元 HK\$'000
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	11	149	143
附屬公司權益	Interests in subsidiaries	12	497,055	444
			497,204	587
流動資產	Current assets			
其他應收款項	Other receivables		206	309
應收聯營公司款項	Amount due from an associate	17	338	-
銀行結餘及現金	Bank balances and cash		6,515	625
			7,059	934
流動負債	Current liabilities			
其他應付款項	Other payables		1,681	815
應付關連公司款項	Amount due to a related company	19	-	419
應付少數股東款項	Amount due to a minority shareholder	20	5,000	-
			6,681	1,234
流動資產（負債）淨額	Net current assets (liabilities)		378	(300)
			497,582	287
資本及儲備	Capital and reserves			
股本	Share capital	22	82,405	66,805
儲備	Reserves	23	415,177	(74,518)
			497,582	(7,713)
非流動負債	Non-current liabilities			
最終控股公司墊款	Advance from ultimate holding company	24	-	3,000
少數股東墊款	Advance from a minority shareholder	25	-	5,000
			-	8,000
			497,582	287

HE Xuechu

賀學初

DIRECTOR

董事

Ku Wai Kwan

顧衛軍

DIRECTOR

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本變動表

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

		股本	股份溢價	股本儲備	累計 換算調整 Cumulative translation adjustments	法定儲備 Statutory reserve	累計虧損 Accumulated losses	總計 Total
		Share capital	Share premium	Special reserve	Cumulative translation adjustments	Statutory reserve	Accumulated losses	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
本集團	THE GROUP							
於二零零二年一月一日	At 1 January 2002	68,053	276,724	214,095	2,072	15	(534,445)	26,514
財務重組之影響	Effect of Financial Restructuring	(61,248)	(248,952)	(224,245)	-	-	534,445	-
發行認購股份	Issue of subscription shares	60,000	6,000	-	-	-	-	66,000
出售附屬公司時撇銷	Eliminated on disposal of subsidiaries	-	-	10,150	(2,079)	(15)	-	8,056
本年度虧損淨額	Net loss for the year	-	-	-	-	-	(105,981)	(105,981)
於二零零二年十二月三十一日	At 31 December 2002	66,805	33,772	-	(7)	-	(105,981)	(5,411)
滙兌香港以外地區之業務時之滙兌 差額及未於綜合收益賬確認之收益	Exchange difference on translation of operations outside Hong Kong and gain not recognised in the consolidated income statement	-	-	-	1,179	-	-	1,179
發行認購股份	Issue of subscription shares	15,600	515,400	-	-	-	-	531,000
股份發行開支	Share issue expense	-	(15,208)	-	-	-	-	(15,208)
本年度溢利淨額	Net profit for the year	-	-	-	-	-	57,486	57,486
於二零零三年十二月三十一日	At 31 December 2003	82,405	533,964	-	1,172	-	(48,495)	569,046

於二零零三年十二月三十一日，本集團之累計虧損包括其聯營公司保留之溢利港幣 68,350,000 元（二零零二年：無）。

本集團之特別儲備指所收購附屬公司股份面值及股份溢價與根據一九七七年集團重組而發行之本公司股份面值及股份溢價之差額。

根據於二零零二年六月二十八日完成之財務重組（「財務重組」），有關詳情載於二零零二年六月七日刊發之通函，本集團於二零零一年十二月三十一日之累計虧損已與二零零一年十二月三十一日本公司股本與股份溢價結餘及本集團特別儲備對銷。

At 31 December 2003, the accumulated losses of the Group included profits of HK\$68,350,000 (2002: Nil) retained by its associates.

The special reserve of the Group represented the difference between the nominal value and share premium of the shares of the acquired subsidiaries and the nominal value and share premium of the Company's shares issued pursuant to the group reorganisation in 1977.

Pursuant to a financial restructuring completed on 28 June 2002 ("Financial Restructuring") as detailed in the circular dated 7 June 2002, the accumulated losses of the Group at 31 December 2001 had been eliminated against the share capital and share premium balance of the Company and the special reserve of the Group at 31 December 2001.

CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

		二零零三年 2003 附註 NOTE 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000
經營業務	OPERATING ACTIVITIES		
稅前虧損	Loss from operations	(12,577)	(24,532)
下列調整：	Adjustments for:		
折舊及攤銷	Depreciation and amortisation	1,233	1,886
利息收入	Interest income	(37)	(662)
出售物業、廠房及設備之虧損	Loss on disposal of property, plant and equipment	42	-
投資物業重估減值	Deficit on revaluation of investment properties	-	1,882
待售物業撥備	Allowance for properties held for sale	-	4,784
待發展土地之已確認減值虧損	Impairment losses recognised in respect of land pending development	-	4,229
營運資金變動前之營運 現金流量	Operating cash flow before movements in working capital	(11,339)	(12,413)
存貨增加	Increase in inventories	(142)	(1,852)
貿易及其他應收款項（增加）減少	(Increase) decrease in trade and other receivables	(3,015)	16
貿易及其他應付款項增加	Increase in trade and other payables	878	1,836
應收聯營公司款項增加	Increase in amount due from an associate	(338)	-
應收少數股東款項增加	Increase in amounts due from minority shareholders	(1,130)	-
經營業務所用之現金 退回所得稅	Cash used in operations Income tax refunded	(15,086) -	(12,413) 213
經營業務所用之現金淨額	NET CASH USED IN OPERATING ACTIVITIES	(15,086)	(12,200)
投資活動	INVESTING ACTIVITIES		
已收利息	Interest received	37	662
購入聯營公司	Acquisition of associates	(489,544)	-
購入物業、廠房及設備	Purchase of property, plant and equipment	(3,977)	(1,305)
出售附屬公司所得款項 （已扣除已出售現金及 現金等值）	Disposal of subsidiaries (net of cash and cash equivalents disposed of)	26	(4,465)
聯營公司償還墊款	Repayment of advances to associates	-	4,724
投資活動所用現金淨額	NET CASH USED IN INVESTING ACTIVITIES	(493,484)	(384)

CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

		二零零三年 2003 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000
融資	FINANCING ACTIVITIES		
發行股份所得款項淨額	Net proceeds from issue of shares	515,792	66,000
附屬公司少數股東之注資	Capital contributions from minority shareholders of subsidiaries	4,615	-
少數股東墊款	Advances from minority shareholders	3,818	13,838
新增銀行借貸	New bank borrowings raised	2,500	16,790
最終控股公司（還款）墊款	(Repayment to) advance from ultimate holding company	(3,000)	3,000
償還銀行借貸	Repayment of bank borrowings	(1,283)	(10,508)
關連公司（還款）墊款	(Repayment to) advance from a related company	(419)	419
已付利息	Interest paid	(153)	(10,330)
居間控股公司（還款）墊款	(Repayment to) advance from an intermediate holding company	-	(63,471)
融資所得現金淨額	NET CASH FROM FINANCING ACTIVITIES	521,870	15,738
現金及現金等值之增加	INCREASE IN CASH AND CASH EQUIVALENTS	13,300	3,154
於一月一日之現金及現金等值	CASH AND CASH EQUIVALENTS AT 1 JANUARY	2,523	(631)
於十二月三十一日之現金及現金等值	CASH AND CASH EQUIVALENTS AT 31 DECEMBER REPRESENTING		
銀行結餘及現金	Bank balances and cash	15,823	2,523

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

1. 一般資料

本公司為於開曼群島註冊成立之受豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。

本公司為一間投資控股公司，其附屬公司之主要業務載於附註 12。

董事認為，本公司之最終控股公司為於英屬處女群島註冊成立之 Proper Glory Holding Inc.（「Proper Glory」）。

2. 採納香港財務報告準則

於本年度，本集團首次採納以下香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括獲香港會計師公會認可之會計實務準則（「會計實務準則」）及詮釋。

所得稅

於本年度，本集團採納會計實務準則第 12 號（經修訂）所得稅（「會計實務準則第 12 號（經修訂）」）。採用會計實務準則第 12 號（經修訂）之主要影響與遞延稅項有關。會計實務準則第 12 號（經修訂）規定，除少數例外情況外，須採納資產負債表負債法，就財務報表內資產及負債賬面值與計算應課稅溢利所用之相關稅基產生的一切暫時差異來確認遞延稅項。採納此項會計實務準則對本會計期間及過往會計期間之本集團業績並無重大影響。因此，毋須作出前期調整。

1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted limited company. Its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of the Company's subsidiaries are set out in note 12.

In the opinion of the directors, the Company's ultimate holding company is Proper Glory Holding Inc. ("Proper Glory"), a company incorporated in the British Virgin Islands.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted, for the first time, the following Hong Kong Financial Reporting Standard ("HKFRS") issued by the Hong Kong Society of Accountants ("HKSA"). The term of HKFRS is inclusive of Statements of Standard Accounting Practice ("SSAP(s)") and Interpretations approved by the HKSA.

Income Taxes

In the current year, the Group has adopted SSAP 12 (Revised) Income Taxes ("SSAP 12 (Revised)"). The principal effect of the implementation of SSAP 12 (Revised) is in relation to deferred tax. SSAP 12 (Revised) requires the adoption of a balance sheet liability method, whereby deferred tax is recognised in respect of all temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit, with limited exceptions. The adoption of this SSAP had no material effect on the Group's results for the current or prior accounting periods. Accordingly, no prior period adjustment is required.

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

3. 主要會計政策

本財務報表乃根據香港普遍採納會計原則按過往成本法而編撰，所用之主要會計政策如下：

綜合基準

綜合財務報表包括本公司及其附屬公司截至每年十二月三十一日止之財務報表。

年內所收購或出售附屬公司之業績由實際收購日起或截至實際出售日止（視乎情況而定）計入綜合收益賬。

負商譽

負商譽指本集團所擁有聯營公司於收購當日之可識別資產及負債公平值超逾收購成本之差額。

因收購聯營公司所產生之負商譽自該聯營公司之賬面值作出扣減。倘負商譽來自預期於收購日期產生之虧損或開支，則會於產生之虧損或開支期間撥回至收入。其餘負商譽乃按已收購可識別之可折舊資產尚餘平均可使用年期以直線法確認為收入。倘負商譽超逾已收購可識別非金錢資產之公平值總額，則會即時確認為收入。

附屬公司之投資

附屬公司之投資乃按成本減任何已確認減值虧損計入本公司之資產負債表。

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Negative goodwill

Negative goodwill represents the excess of the Group's interest in the fair value of the identifiable assets and liabilities of an associate at the date of acquisition over the cost of acquisition.

Negative goodwill arising on the acquisition of an associate is deducted from the carrying value of that associate. To the extent that such negative goodwill is attributable to losses or expenses anticipated at the date of acquisition, it is released to income in the period in which those losses or expenses arise. The remaining negative goodwill is recognised as income on a straight line basis over the remaining average useful life of the identifiable acquired depreciable assets. To the extent that such negative goodwill exceeds the aggregate fair value of the acquired identifiable non-monetary assets, it is recognised in income immediately.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

3. 主要會計政策 (續)

聯營公司權益

綜合收益賬包括本年度本集團分佔聯營公司於收購後之業績。在綜合資產負債表內，聯營公司權益乃按本集團分佔聯營公司資產淨值減收購時產生而尚未攤銷之負商譽減任何已確認減值虧損入賬。

收益確認

銷售軟硬件及提供系統集成服務之收入於交付貨品及提供有關集成服務時確認。

銷售汽車零部件之收入於交付產品及擁有權移交時確認。

經營租約物業之租金收入按有關租約年期以直線法確認。

銀行存款之利息收入按時間基準根據尚餘本金及適用利率計算。

物業、廠房及設備

物業、廠房及設備按成本減折舊及攤銷及累計減值虧損入賬。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interests in associates

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates less the negative goodwill on acquisition in so far as it has not already been amortised, less any identified impairment loss.

Revenue recognition

Income from sales of software and hardware and provision of system integration services is recognised when the merchandise is delivered and the related integration services are rendered.

Income from sales of automobile parts and components is recognised when the products are delivered and title has been passed.

Rental income from properties under operating leases is recognised on a straight line basis over the term of the relevant lease.

Interest income from bank deposits is accrued on a time basis by reference to the principal outstanding and at the interest rate applicable.

Property, plant and equipment

Property, plant and equipment are stated at cost less depreciation and amortisation and accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

3. 主要會計政策 (續)

物業、廠房及設備 (續)

物業、廠房及設備乃按其估計可使用年期並計入其估計剩餘價值後以直線法按下列年率作出折舊準備，以撇減其成本：

樓宇	2% 至 5%
廠房及機器	10% 至 33.3%
租賃物業裝修	20% 至 33.3%
傢俬及裝置、辦公室 設備及汽車	20% 至 33.3%

資產因出售或報廢而產生之收益或虧損按銷售所得款項與資產賬面值之差額計算，並於收益賬確認。

存貨

存貨乃按成本及可變現淨值兩者之較低者入賬。成本按加權平均法計算。

減值

於每年結算日，本集團會檢討資產之賬面值，以確定有否任何跡象顯示該等資產出現減值虧損。倘資產之可收回金額估計少於賬面值，則該項資產之賬面值將減至可收回金額。減值虧損即時確認為開支。

倘減值虧損於其後撥回，則該項資產之賬面值將增至經修訂之估計可收回金額，惟所增加之賬面值不得超逾假設該項資產於過往年度並無確認減值虧損而計算之賬面值。減值虧損撥回即時確認為收入。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual values, using the straight line method, at the following rates per annum:

Buildings	2% to 5%
Plant and machinery	10 to 33.3%
Leasehold improvements	20% to 33.3%
Furniture and fixtures, office equipment and motor vehicles	20% to 33.3%

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

3. 主要會計政策 (續)

外幣

外幣交易原先按交易日之匯率入賬。外幣結算之貨幣資產及負債乃按結算日之匯率重新換算為港幣。匯兌產生之盈虧均計入收益賬。

於綜合賬目時，以外幣計算之本集團業務之資產及負債乃按結算日之匯率換算。收支項目乃按年內之平均匯率換算。產生之匯兌差額均計入儲備。該等換算差額均於出售業務當年確認為收入或開支。

稅項

所得稅開支指現時應付稅項及遞延稅項。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與收益賬中所報純利不同，此乃由於前者不包括在其他年度應課稅或可扣稅收入或開支，並且不包括從未課稅及扣稅之收入或開支項目。本集團之本期稅項負債按於結算日已生效或基本上已生效之稅率計算。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

Transactions in foreign currencies are initially recorded at the rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated at the rates ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

On consolidation, the assets and liabilities of the Group's operations in foreign currencies are translated at the exchange rate prevailing on the balance sheet date. Income and expense items are translated at the average exchange rate for the year. Exchange differences arising are dealt with in the reserves. Such translation differences are recognised as income or as expenses in the year which the operation is disposed of.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

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3. 主要會計政策 (續)

稅項 (續)

遞延稅項為就財務報表資產及負債賬面值及用以計算應課稅溢利相應稅基之差額而須支付或可收回之稅項，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅臨時差異確認，而遞延稅項資產乃按可能出現可利用臨時差異扣稅之應課稅溢利時確認。若於一項交易中，因商譽（或負商譽）或因企業合併以外原因初次確認其他資產及負債而引致之臨時差異既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項負債乃按因於附屬公司及聯營公司之投資而引致之應課稅臨時差異而確認，惟若本集團可令臨時差額撥回及臨時差額有可能不會於可見將來撥回之情況除外。

遞延稅項資產之賬面值於每個結算日作檢討，並在沒可能於會有足夠應課稅溢利恢復全部或部分資產價值時作調減。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項乃按預期於負債償還或資產變現期間適用之稅率計算。遞延稅項於收益賬中扣除或計入收益賬，惟倘遞延稅項直接在股本權益中扣除或計入股本權益之情況（在此情況下遞延稅項亦會於股本權益中處理）除外。

退休福利成本

本集團對強制性公積金計劃（「強積金」計劃）及國家管理退休福利計劃之供款均於到期時列作開支。

經營租約

經營租約之應付租金按有關租約年期以直線法自收益賬扣除。

4. 營業額

營業額指資訊科技相關業務、銷售汽車零部件及租金收入所產生之銷售收益總額，並分析如下：

資訊科技相關業務
所得銷售收益
— 系統集成服務收入

— 軟硬件之銷售
汽車零部件之銷售
租金收入
其他

Sales revenue from information
and technology related businesses:
— service income from system
integration services
— sales of software and hardware
Sales of automobile parts and components
Rental income
Others

	二零零三年 2003 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000
	39,500	45,531
	-	22,397
	372	-
	-	3,650
	-	242
	39,872	71,820

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Retirement benefit costs

Payments to the Group's Mandatory Provident Fund Scheme ("MPF" Scheme) and the state-managed retirement benefit scheme are charged as expenses as they fall due.

Operating leases

Rentals payable under operating leases are charged to the income statement on a straight line basis over the term of the relevant lease.

4. TURNOVER

Turnover represents the aggregate of the sales revenue arising from information and technology related business, sales of automobile parts and components and rental income and is analysed as follows:

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

5. 業務及地區分類

業務分類

就管理而言，本集團分為四個營運部門：汽車及相關汽車零件之製造及貿易、資訊科技、投資控股、地產發展及物業投資。本集團乃按該等部門作為呈報主要分類資料之基準。

主要業務如下：

- | | |
|------|---------------------|
| 汽車 | — 汽車部件及相關汽車零件之製造及貿易 |
| 資訊科技 | — 資訊科技及相關業務 |
| 投資控股 | — 投資控股及其他 |

於過往年度，本集團亦曾涉足下列主要分類：

- | | |
|------|--------|
| 地產發展 | — 物業銷售 |
| 物業投資 | — 物業租務 |

該等業務已於二零零二年六月二十八日終止。

於結算日後，繼出售 Deep Treasure Investments Limited (「Deep Treasure」) 及其附屬公司之全部 51% 權益後，資訊科技業務已於二零零四年三月三十日終止，詳情載於附註 33。

5. BUSINESS AND GEOGRAPHICAL SEGMENTS

Business segments

For management purposes, the Group is organised into four operating divisions – manufacturing and trading of automobile and related automobile components, information technology, investment holding, property development and property investment. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

- | | |
|------------------------|---|
| Automobile | – manufacturing and trading of automobile parts and related automobile components |
| Information technology | – information technology and related business |
| Investment holding | – investment holding and others |

In prior years, the Group was also involved in the following primary segments:

- | | |
|----------------------|-------------------------|
| Property development | – sale of properties |
| Property investment | – leasing of properties |

These operations were discontinued with effect from 28 June 2002.

Subsequent to the balance sheet date, following the disposal of the entire 51% interest in Deep Treasure Investments Limited (“Deep Treasure”) and its subsidiaries, the operations of information technology was discontinued from 30 March 2004, details of which are set out in note 33.

5. 業務及地區分類 (續)

業務分類 (續)

有關持續經營及已終止業務之分類資料呈列如下：

截至二零零三年十二月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENTS

(Continued)

Business segments (Continued)

Segment information about the continuing and discontinuing businesses is presented below.

For the year ended 31 December 2003

		持續經營業務		已終止業務	綜合
		Continuing operations	Discontinuing operations	Information technology	
		汽車	投資控股	資訊科技	綜合
		Automobile	Investment holding	technology	Consolidated
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
收益	REVENUE				
對外銷售	External sales	372	-	39,500	39,872
業績	RESULT				
分類業績	Segment result	(55)	(14)	(2,012)	(2,081)
未能分配之企業開支	Unallocated corporate expenses				(10,496)
營運虧損	Loss from operations				(12,577)
財務費用	Finance costs	(4)	-	(149)	(153)
應佔聯營公司業績	Share of results of associates	68,358	-	(8)	68,350
稅前溢利	Profit before taxation				55,620
所得稅開支	Income tax expense				(237)
未計少數股東權益前溢利	Profit before minority interests				55,383

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截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

5. 業務及地區分類 (續)

業務分類 (續)

資產負債表

5. BUSINESS AND GEOGRAPHICAL SEGMENTS

(Continued)

Business segments (Continued)

BALANCE SHEET

		持續經營業務		已終止業務	
		Continuing operations		Discontinuing operations	
		汽車	投資控股	資訊科技	綜合
		Automobile	Investment holding	Information technology	Consolidated
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
資產	ASSETS				
分類資產	Segment assets	568,614	10,494	24,080	<u>603,188</u>
負債	LIABILITIES				
分類負債	Segment liabilities	(642)	(7,128)	(20,421)	(28,191)
未能分配之負債	Unallocated liabilities				<u>(3,562)</u>
					<u>(31,753)</u>
其他資料	OTHER INFORMATION				
資本增加	Capital additions	3,685	73	219	3,977
折舊	Depreciation	36	65	1,132	1,233
出售物業、廠房及設備之虧損	Loss on disposal of property, plant and equipment	-	2	40	<u>42</u>

5. 業務及地區分類 (續)

業務分類 (續)

截至二零零二年十二月三十一日止年度

5. BUSINESS AND GEOGRAPHICAL SEGMENTS
(Continued)

Business segments (Continued)

For the year ended 31 December 2002

		持續經營業務		已終止業務			綜合
		Continuing operations		Discontinuing operations			
		汽車	投資控股	資訊科技	地產發展	物業投資	綜合
		Automobile	Investment holding	Information technology	Property development	Property investment	Consolidated
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
收益	REVENUE						
對外銷售	External sales	—	—	67,928	—	3,892	71,820
業績	RESULT						
分類業績	Segment result	—	(5,097)	(1,055)	(9,013)	2,727	(12,438)
未能分配之企業開支	Unallocated corporate expenses						(12,094)
營運虧損	Loss from operations						(24,532)
財務費用	Finance costs						(10,330)
應佔聯營公司業績	Share of results of associates	—	3,407	—	(5,429)	—	(2,022)
貸款予一聯營公司之撥備	Allowance for advance to an associate	—	—	—	(75,000)	—	(75,000)
出售附屬公司之收益	Gain on disposal of subsidiaries						173
稅前虧損	Loss before taxation						(111,711)
所得稅開支	Income tax expense						(52)
未計少數股東權益前虧損	Loss before minority interests						(111,763)

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

5. 業務及地區分類 (續)

業務分類 (續)

資產負債表

資產	ASSETS
分類資產	Segment assets
負債	LIABILITIES
分類負債	Segment liabilities
未能分配之企業開支	Unallocated corporate liabilities

其他資料

資本增加	Capital additions	—	—	1,305	—	—	1,305
折舊	Depreciation	—	323	1,563	—	—	1,886
待售物業撥備	Allowance for properties held for sale	—	—	—	4,784	—	4,784
貸款予一聯營公司之撥備	Allowance for advance to an associate	—	—	—	75,000	—	75,000
已確認減值虧損	Impairment losses recognised	—	—	—	4,229	—	4,229
投資物業重估減值	Deficit on revaluation of investment properties	—	—	—	—	1,882	1,882

地區分類

本集團之業務均位於中國人民共和國(「中國」)(包括香港)，故此並無呈列地區市場分析。

5. BUSINESS AND GEOGRAPHICAL SEGMENTS

(Continued)

Business segments (Continued)

BALANCE SHEET

持續經營業務		已終止業務				綜合
Continuing operations		Discontinuing operations				
汽車	投資控股	資訊科技	地產發展	物業投資	綜合	
Automobile	Investment holding	Information technology	Property development	Property investment	Consolidated	
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
—	1,521	22,204	—	—	23,725	
—	(9,234)	(17,680)	—	—	(26,914)	
—	—	—	4,784	—	(2,345)	
—	—	—	75,000	—	(29,259)	
—	—	—	4,229	—	—	
—	—	—	—	1,882	1,882	

Geographical segments

The Group's activities and operations are based in the People's Republic of China (the "PRC"), including Hong Kong. Accordingly, a geographical analysis is not presented.

6. 營運虧損

6. LOSS FROM OPERATIONS

		二零零三年 2003 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000
營運虧損已扣除（計入）：	Loss from operations has been arrived at after charging (crediting):		
僱員成本（包括董事酬金）	Staff costs, including directors' emoluments	8,343	13,680
退休福利計劃供款	Retirement benefits scheme contributions	206	223
僱員成本總額	Total staff costs	8,549	13,903
核數師酬金	Auditors' remuneration	483	280
折舊及攤銷	Depreciation and amortisation	1,233	1,886
出售物業、廠房及設備之虧損	Loss on disposal of property, plant and equipment	42	-
投資物業重估減值	Deficit on revaluation of investment properties	-	1,882
待售物業撥備	Allowance for properties held for sale	-	4,784
待發展土地已確認減值虧損	Impairment loss recognised in respect of land pending development	-	4,229
利息收入：	Interest income from:		
銀行存款	bank deposits	(37)	(10)
墊付予聯營公司	advances to associates	-	(652)

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

7. 財務費用

7. FINANCE COSTS

		二零零三年 2003 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000
利息：	Interest on:		
須於下列期間全數償還			
之銀行借貸	Bank borrowings wholly repayable		
— 五年內	- within five years	73	1,328
— 五年後	- after five years	76	1,371
居間控股公司墊款	Advance from an intermediate holding company	-	7,628
其他	Others	4	3
		153	10,330

8. 董事及最高酬金人士之酬金

8. DIRECTORS' AND HIGHEST PAID INDIVIDUALS' EMOLUMENTS

董事酬金

Directors' emoluments

		二零零三年 2003 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000
袍金	Fees		
執行董事	Executive directors	229	-
獨立非執行董事	Independent non-executive directors	240	130
		469	130
其他酬金	Other emoluments		
執行董事	Executive directors		
— 薪金及其他酬金	- Salaries and other emoluments	2,590	2,796
— 退休福利計劃供款	- Retirement benefits scheme contributions	48	30
		2,638	2,826
		3,107	2,956

8. 董事及最高酬金人士之酬金 (續)

董事酬金 (續)

董事酬金範圍如下：

執行董事	Executive directors
零至港幣 1,000,000 元	Nil to HK\$1,000,000
獨立非執行董事	Independent non-executive directors
零至港幣 1,000,000 元	Nil to HK\$1,000,000

於截至二零零三年十二月三十一日止年度內，概無董事放棄收取任何酬金（二零零二年：放棄酬金總額為港幣 370,000 元）。

最高酬金人士酬金

應付予五名最高酬金人士（包括董事及其他僱員）之酬金詳情如下：

基本薪金及津貼	Basic salaries and allowances
退休福利計劃供款	Retirement benefits scheme contributions

8. DIRECTORS' AND HIGHEST PAID INDIVIDUALS' EMOLUMENTS (Continued)

Directors' emoluments (Continued)

Emoluments of the directors are within the following bands:

董事人數	
Number of directors	
二零零三年	二零零二年
2003	2002
8	9
2	4

No director waived any emoluments during the year ended 31 December 2003 (2002: Emoluments of HK\$370,000 were waived by the directors).

Highest paid individuals' emoluments

Details of the emoluments payable to the five highest paid individuals (including directors and other employees) are as follows:

二零零三年	二零零二年
2003	2002
港幣千元	港幣千元
HK\$'000	HK\$'000
2,787	2,797
48	34
2,835	2,831

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

8. 董事及最高酬金人士之酬金 (續)

最高酬金人士酬金 (續)

五名最高酬金人士包括四名(二零零二年：四名)本公司執行董事，其酬金詳情載於上文。按人數及酬金範圍劃分之五名最高酬金人士分析如下：

零至港幣 1,000,000 元 Nil – HK\$1,000,000

於截至二零零三年十二月三十一日止年度內，五名最高酬金人士並無收取任何酬金作為加入本集團之獎勵或離職賠償(二零零二年：無)。

9. 所得稅開支

附屬公司之中國所得稅
— 聯營公司應佔稅項

PRC income tax of subsidiaries
Share of taxation attributable to an associate

由於本集團屬下各公司年內在香港並無估計應課稅溢利，故此並無作出香港利得稅撥備。

8. DIRECTORS' AND HIGHEST PAID INDIVIDUALS' EMOLUMENTS (Continued)

Highest paid individuals' emoluments (Continued)

The emoluments paid to the five highest paid individuals included four (2002: four) executive directors of the Company, details of whose emoluments have been included above. An analysis of five highest paid individuals by number of individuals and emolument range is as follows:

人數	
Number of individuals	
二零零三年	二零零二年
2003	2002
<u>5</u>	<u>5</u>

No emolument of the five highest paid individuals was incurred as inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2003 (2002: Nil).

9. INCOME TAX EXPENSE

二零零三年	二零零二年
2003	2002
港幣千元	港幣千元
HK\$'000	HK\$'000
–	52
<u>237</u>	<u>–</u>
<u>237</u>	<u>52</u>

Hong Kong Profits Tax has not been provided for the year as the companies within the Group had no estimated assessable profits in Hong Kong.

9. 所得稅支出 (續)

根據中國有關法例及規例，本集團之中國附屬公司及聯營公司有權於首個獲利年度起計兩年豁免繳付中國所得稅，並可於隨後三年獲減免50%中國所得稅。

截至二零零二年十二月三十一日止年度之稅項支出指營運業務位於中國之附屬公司根據其應課稅溢利按有關適用稅率作出之企業所得稅撥備。

本年度稅項支出與收益賬之溢利（虧損）對賬如下：

		二零零三年 2003		二零零二年 2002	
		港幣千元 HK\$'000	%	港幣千元 HK\$'000	%
除稅前溢利（虧損）	Profit (loss) before taxation	55,620		(111,711)	
按本港利得稅稅率 計算之稅項	Tax at the domestic income tax rate	18,355	33.0	(36,865)	(33.0)
就計算應課稅溢利而言 毋須課稅收入之稅務影響	Tax effect of income not taxable in determining taxable profit	(13)	-	(9)	-
就計算應課稅溢利而言 不可扣稅費用之稅務影響	Tax effect of expenses not deductible in determining taxable profit	473	0.8	31,962	28.6
未確認稅損之稅務影響	Tax effect of tax losses not recognised	6,109	11.0	5,813	5.1
估聯營公司業績 之稅務影響	Tax effect of share of result of associates	(11,041)	(19.9)	-	-
其他附屬公司之 稅率差異影響	Effect of different tax rates of subsidiaries	(2,267)	(4.1)	(498)	(0.4)
授予中國附屬公司之稅務 豁免影響	Effect of tax exemption granted to PRC subsidiaries	(11,379)	(20.4)	(351)	(0.3)
本年度稅務支出及實際稅率	Tax expense and effective tax rate for the year	237	0.4	52	-

於年內或結算日並無任何重大未撥備遞延稅項。

9. INCOME TAX EXPENSE (Continued)

Pursuant to the relevant laws and regulations in the PRC, the Group's PRC subsidiaries and associates are entitled to an exemption from PRC income tax for the two years starting from their first profit-making year, followed by a 50% reduction for the next three years.

The charge for the year ended 31 December 2002 represents enterprise income tax provided by the subsidiaries with operations in the PRC at the applicable rates on their assessable profits.

The tax charge for the year can be reconciled to the profit (loss) per the income statement as follows:

		二零零三年 2003		二零零二年 2002	
		港幣千元 HK\$'000	%	港幣千元 HK\$'000	%
除稅前溢利（虧損）	Profit (loss) before taxation	55,620		(111,711)	
按本港利得稅稅率 計算之稅項	Tax at the domestic income tax rate	18,355	33.0	(36,865)	(33.0)
就計算應課稅溢利而言 毋須課稅收入之稅務影響	Tax effect of income not taxable in determining taxable profit	(13)	-	(9)	-
就計算應課稅溢利而言 不可扣稅費用之稅務影響	Tax effect of expenses not deductible in determining taxable profit	473	0.8	31,962	28.6
未確認稅損之稅務影響	Tax effect of tax losses not recognised	6,109	11.0	5,813	5.1
估聯營公司業績 之稅務影響	Tax effect of share of result of associates	(11,041)	(19.9)	-	-
其他附屬公司之 稅率差異影響	Effect of different tax rates of subsidiaries	(2,267)	(4.1)	(498)	(0.4)
授予中國附屬公司之稅務 豁免影響	Effect of tax exemption granted to PRC subsidiaries	(11,379)	(20.4)	(351)	(0.3)
本年度稅務支出及實際稅率	Tax expense and effective tax rate for the year	237	0.4	52	-

There is no significant unprovided deferred taxation during the year or at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

10. 每股盈利（虧損）

每股基本盈利（虧損）乃按本年度溢利淨額約港幣57,486,000元（二零零二年：年度虧損淨額港幣105,981,000元）及年內已發行股份加權平均數3,614,785,000股（二零零二年：2,474,719,000股）計算。

由於截至二零零三年十二月三十一日止年度並無出現潛在攤薄普通股，故此並無呈列本年度之每股攤薄盈利。

由於購股權之行使價高於每股股份平均市值，故此並無呈列截至二零零二年十二月三十一日止年度之每股攤薄虧損。

10. EARNINGS (LOSS) PER SHARE

The calculation of the basic earnings (loss) per share is based on the net profit for the year of HK\$57,486,000 (2002: net loss for the year of HK\$105,981,000) and on the weighted average number of 3,614,785,000 (2002: 2,474,719,000) shares in issue during the year.

No diluted earnings per share for the year ended 31 December 2003 is presented as there is no dilutive potential shares in existence during the year.

No diluted loss per share for the year ended 31 December 2002 had been presented as the exercise price of the share options were higher than the average market value per share.

11. 物業、廠房及設備

11. PROPERTY, PLANT AND EQUIPMENT

		樓宇	廠房 及機器	租約 物業裝修	傢具及 裝置、辦公室 設備及汽車 Furniture and fixtures, office equipment and motor vehicles	合計
		Buildings	Plant and machinery	Leasehold improvements		Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
本集團	THE GROUP					
成本	COST					
於二零零三年一月一日	At 1 January 2003	2,698	-	585	4,535	7,818
新增	Additions	-	3,596	12	369	3,977
出售	Disposals	-	-	-	(84)	(84)
於二零零三年十二月三十一日	At 31 December 2003	2,698	3,596	597	4,820	11,711
折舊及攤銷	DEPRECIATION AND AMORTISATION					
於二零零三年一月一日	At 1 January 2003	180	-	41	1,710	1,931
年內撥備	Charge for the year	99	34	20	1,080	1,233
出售	Disposals	-	-	-	(42)	(42)
於二零零三年十二月三十一日	At 31 December 2003	279	34	61	2,748	3,122
賬面淨值	NET BOOK VALUES					
於二零零三年十二月三十一日	At 31 December 2003	2,419	3,562	536	2,072	8,589
於二零零二年十二月三十一日	At 31 December 2002	2,518	-	544	2,825	5,887

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

11. 物業、廠房及設備 (續)

11. PROPERTY, PLANT AND EQUIPMENT (Continued)

		租約 物業裝修 Leasehold improvements 港幣千元 HK\$'000	傢具、裝置及 辦公室設備 Furniture, fixtures and office equipment 港幣千元 HK\$'000	合計 Total 港幣千元 HK\$'000
本公司	THE COMPANY			
成本	COST			
於二零零三年一月一日	At 1 January 2003	63	103	166
新增	Additions	13	60	73
出售	Disposals	-	(4)	(4)
於二零零三年十二月三十一日	At 31 December 2003	76	159	235
折舊及攤銷	DEPRECIATION AND AMORTISATION			
於二零零三年一月一日	At 1 January 2003	8	15	23
年內撥備	Charge for the year	21	43	64
出售	Disposals	-	(1)	(1)
於二零零三年十二月三十一日	At 31 December 2003	29	57	86
賬面淨值	NET BOOK VALUES			
於二零零三年十二月三十一日	At 31 December 2003	47	102	149
於二零零二年十二月三十一日	At 31 December 2002	55	88	143

11. 物業、廠房及設備 (續)

本集團之樓宇包括：

按中期租約在中國持有之樓宇
Buildings in the PRC held
under medium-term lease

上述樓宇已按揭作為本集團銀行信貸之抵押品
(附註 30)。

11. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group's buildings comprises:

二零零三年	二零零二年
2003	2002
港幣千元	港幣千元
HK\$'000	HK\$'000

2,419	2,518
--------------	-------

The buildings are mortgaged as collateral for the Group's banking facilities (note 30).

12. 附屬公司權益

非上市股份之成本值
Unlisted shares, at cost

貸款予附屬公司
Advances to subsidiaries

12. INTERESTS IN SUBSIDIARIES

本公司
THE COMPANY

二零零三年	二零零二年
2003	2002
港幣千元	港幣千元
HK\$'000	HK\$'000

1	1
497,054	443
497,055	444

貸款予附屬公司之款項為無抵押及免息。董事認為該款項毋須在結算日起計十二個月內償還，故此已在資產負債表列作非流動項目。

Advances to subsidiaries are unsecured and interest-free. In the opinion of the directors, the amounts will not be repayable within the next twelve months from the balance sheet date and are therefore shown in the balance sheet as non-current.

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

12. 附屬公司權益 (續)

附屬公司於二零零三年十二月三十一日之詳情如下：

12. INTERESTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries at 31 December 2003 are set out below:

公司名稱 Name of company	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足股本/ 註冊資本 Issued and fully paid share/ registered capital	所持股權 百分比 Percentage of equity interest held		主要業務 Principal activities
			直接 Directly	間接 Indirectly	
Centurion Industries Limited	英屬處女群島 British Virgin Islands	1 美元 US\$1	100%	-	投資控股 Investment holding
Deep Treasure Investments Limited	英屬處女群島 British Virgin Islands	100 美元 US\$100	51%	-	投資控股 Investment holding
Value Century Group Limited	英屬處女群島 British Virgin Islands	1 美元 US\$1	100%	-	投資控股 Investment holding
Genion Limited	香港 Hong Kong	港幣 2 元 HK\$2	-	100%	投資控股 Investment holding
Janful Limited	香港 Hong Kong	港幣 2 元 HK\$2	-	100%	投資控股 Investment holding
南京南華擎天資訊科技有限公司* South China Skytech Company Limited*	中國 PRC	人民幣 6,000,000 元 RMB6,000,000	-	66.7%	資訊科技相關業務 Information and technology related business

12. 附屬公司權益 (續)

12. INTERESTS IN SUBSIDIARIES (Continued)

公司名稱 Name of company	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足股本/ 註冊資本 Issued and fully paid share/ registered capital	所持股權 百分比 Percentage of equity interest held		主要業務 Principal activities
			直接 Directly	間接 Indirectly	
重慶南華中天信息技術有限公司* South China Zenith Information Technology Company Limited*	中國 PRC	人民幣 7,000,000 元 RMB7,000,000	-	60%	資訊科技相關業務 Information and technology related business
浙江省福林國潤汽車零部件 有限公司* (附註)	中國	1,209,200 美元	-	51%	研究、生產、營銷 及銷售汽車零件 及相關配件
Zhejiang Fulin Guorun Automobile Parts & Components Company Limited* (Note)	PRC	USD1,209,200			Research, production, marketing and sales of automobile parts and related components

* 本公司於中國之附屬公司為 15 至 50 年期之中外股份合營企業，於二零一五年至二零五零年到期。

* The Company's subsidiaries in the PRC are sino-foreign equity joint ventures established for periods of 15 to 50 years expiring from 2015 to 2050.

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

12. 附屬公司權益 (續)

附註：

於二零零三年十二月五日，本集團透過其全資附屬公司Centurion Industries Limited(「Centurion」)與浙江省福林汽車零部件有限公司(「浙江福林」)訂立合營協議，在中國成立一間中外合資經營企業浙江省福林國潤汽車零部件有限公司(「福林國潤」)，主要在中國從事生產及營銷汽車零部件。

福林國潤之總投資額及註冊資本分別為1,727,400美元(相等於約港幣13,473,000元)及1,209,200美元(相等於約港幣9,431,000元)。合營夥伴Centurion及浙江福林之權益分別為51%及49%。

概無附屬公司於年內或於年底時曾發行任何債務證券。

13. 聯營公司權益

應佔資產淨值
減：負商譽 (附註(iii))

Share of net assets
Less: Negative goodwill (note (iii))

12. INTERESTS IN SUBSIDIARIES (Continued)

Note:

On 5 December 2003, the Group entered into a joint venture agreement with Zhejiang Fulin Automobile Parts & Components Company Limited ("Zhejiang Fulin") through a wholly owned subsidiary, Centurion Industries Limited ("Centurion"), to establish a sino- foreign equity joint venture, Zhejiang Fulin Guroun Automobile Parts & Components Company Limited ("Fulin Guorun"), in the PRC which will principally engage in the production and marketing of automobile parts & components in the PRC.

The total investment and registered capital of Fulin Guorun are US\$1,727,400 (equivalent to approximately HK\$13,473,000) and US\$1,209,200 (equivalent to approximately HK\$9,431,000) respectively. The interest of the joint venture partners, Centurion and Zhejiang Fulin, are 51% and 49% respectively.

None of the subsidiaries had issued any debt securities during the year or at the end of the year.

13. INTERESTS IN ASSOCIATES

		本集團 THE GROUP	
		二零零三年 2003	二零零二年 2002
		港幣千元 HK\$'000	港幣千元 HK\$'000
		559,213	-
		(377)	-
		558,836	-

13. 聯營公司權益 (續)

於二零零三年十二月三十一日，本集團擁有以下聯營公司權益：

公司名稱 Name of company	註冊及 營業地點 Place of registration and operations	繳足股本 Paid-up capital	本公司間接持有之 註冊資本面值比例 Proportion of nominal value of registered capital held indirectly by the Company	主要業務 Principal activities
浙江吉利國潤汽車有限公司 (「吉利國潤」) * (附註(i))	中國	82,803,000 美元	46.8%	在中國研究、開發、生產、營銷 及銷售轎車及相關之汽車零部件
Zhejiang Geely Guorun Automobile Company Limited ("Geely Guorun")* (Note (i))	PRC	USD82,803,000		Research, development, production, marketing and sales of sedans and related automobile components in the PRC
上海華普國潤汽車有限公司 (「華普國潤」) * (附註(ii))	中國	51,697,000 美元	46.8%	在中國研究、開發、生產、營銷及銷售 轎車及相關之汽車零部件
Shanghai Maple Guorun Automobiles Company Limited ("Maple Guorun")* (Note (ii))	PRC	USD51,697,000		Research, development, production, marketing and sales of sedans and related automobile components in the PRC
重慶金通泰信息技術有限公司 *	中國 PRC	人民幣 2,000,000 元 RMB2,000,000	50%	資訊及科技 Information and technology

* 本公司於中國之聯營公司為 30 年期之中外股份合營企業。

13. INTERESTS IN ASSOCIATES (Continued)

As at 31 December 2003, the Group had interests in the following associates:

* The Company's associates in the PRC are sino-foreign equity joint ventures established for periods of 30 years.

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

13. 聯營公司權益 (續)

附註：

- (i) 於二零零三年三月三十日，本公司之全資附屬公司 Centurion、吉利控股集團有限公司（「吉利控股」）與浙江吉利汽車有限公司（「浙江吉利」）訂立合營協議（「合營協議」），成立合營公司吉利國潤，以在中國從事轎車及相關配件之研究與開發、生產、營銷及銷售，以及提供相關售後服務。根據合營協議，Centurion 同意投資人民幣 50,550,000 元（相等於約港幣 47,599,000 元）現金作為吉利國潤之出資額。吉利國潤之註冊資本為人民幣 108,000,000 元（相等於約港幣 101,695,000 元），並會由浙江吉利及本公司分別擁有 53.2% 及 46.8%。

於二零零三年十月十日，本公司與浙江吉利訂立協議，以增加吉利國潤之投資總額及註冊資本（「增資協議」）。根據增資協議，吉利國潤之投資總額及註冊資本分別自 24,096,000 美元（相等於約人民幣 200,000,000 元或港幣 187,952,000 元）增至 137,545,000 美元（相等於約人民幣 1,136,766,000 元或港幣 1,072,849,000 元）及自 13,012,000 美元（相等於約人民幣 108,000,000 元或港幣 101,494,000 元）增至 82,803,000 美元（相等於約人民幣 684,341,000 元或港幣 645,862,000 元）。增資後，合營夥伴 Centurion 及浙江吉利於吉利國潤之權益仍分別為 46.8% 及 53.2%。

13. INTERESTS IN ASSOCIATES (Continued)

Notes:

- (i) On 30 March 2003, Centurion, a wholly-owned subsidiary of the Company, Geely Holding Limited ("Geely Holding") and Zhejiang Geely Automobiles Limited ("Zhejiang Geely") entered into a Joint Venture Agreement ("JV Agreement") to establish a joint venture company, Geely Guorun, to engage in the research and development, production, marketing and sales of sedans and related accessories as well as the provision of related after-sales services in the PRC. Pursuant to the JV Agreement, Centurion agreed to invest a sum of RMB50,550,000 (equivalent to approximately HK\$47,599,000) in cash as capital contribution to Geely Guorun. The registered capital of Geely Guorun is RMB108,000,000 (equivalent to approximately HK\$101,695,000) and will be owned beneficially as to 53.2% by Zhejiang Geely and as to 46.8% by Centurion respectively.

On 10 October 2003, Centurion entered into an agreement with Zhejiang Geely for the increase in the total investment and the registered capital in the Geely Guorun ("Capital Increase Agreement"). Pursuant to the Capital Increase Agreement, the total investment and registered capital of Geely Guorun was increased from US\$24,096,000 (equivalent to approximately RMB200,000,000 or HK\$187,952,000) to US\$137,545,000 (equivalent to approximately RMB1,136,766,000 or HK\$1,072,849,000) and from US\$13,012,000 (equivalent to approximately RMB108,000,000 or HK\$101,494,000) to US\$82,803,000 (equivalent to approximately RMB684,341,000 or HK\$645,862,000) respectively. The interests of the joint venture partners, namely Centurion and Zhejiang Geely, in the Geely Guorun will remain unchanged after the capital increase at 46.8% and 53.2% respectively.

13. 聯營公司權益 (續)

附註：(續)

- (ii) 於二零零三年十月十日，本公司(透過其全資附屬公司 Value Century Group Limited (「Value Century」))與吉利控股集團有限公司(「吉利控股」)(透過其 90% 附屬公司上海華普汽車有限公司(「上海華普」))在上海成立一間新合營公司華普國潤，以在中國從事轎車及相關之汽車零部件之研究與開發、生產、營銷及銷售，以及提供相關售後服務。

華普國潤之投資總額及註冊資本分別為 63,576,000 美元(相等於約人民幣 527,436,000 元或港幣 495,892,000 元)及 51,697,000 美元(相等於約人民幣 427,259,000 元或港幣 403,236,000 元)。增資後，華普國潤之註冊資本由上海華普及 Value Century 分別擁有 53.2% 及 46.8%。

- (iii) 聯營公司之負商譽來自於截至二零零三年十二月三十一日止年度內收購重慶金通泰信息技術有限公司。負商譽總值港幣 471,000 元，並於五年內攤銷，其中港幣 94,000 元於本年度解除作收入，並已計入收益賬內應佔聯營公司業績項下。

13. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

- (ii) On 10 October 2003, the Company, through its wholly-owned subsidiary, Value Century Group Limited ("Value Century"), and Geely Holding Limited ("Geely Holding"), through its 90% owned subsidiary, Shanghai Maple Automobile Company Limited ("Shanghai Maple"), established a new joint venture company, Maple Guorun, in Shanghai to engage in the research and development, production, marketing and sales of sedans and related components as well as the provision of related after-sales services in the PRC.

The total investment and the registered capital of Maple Guorun is US\$63,576,000 (equivalent to approximately RMB527,436,000 or HK\$495,892,000) and US\$51,697,000 (equivalent to approximately RMB427,259,000 or HK\$403,236,000) respectively. The registered capital of the Maple Guorun is owned as to 53.2% by Shanghai Maple and as to 46.8% by Value Century respectively.

- (iii) The negative goodwill of the associates was derived from the acquisition of 重慶金通泰信息技術有限公司 during the year ended 31 December 2003. The gross negative goodwill is HK\$471,000 and is amortised over a period of 5 years. The amount of HK\$94,000 is released to income in the current year and has been included in the share of results of associates in the income statement.

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截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

13. 聯營公司權益 (續)

下列資料乃摘錄自本集團主要聯營公司之經審核財務報表。

期內業績

營業額	Turnover
除稅後溢利	Profit after taxation
本集團應佔除稅後溢利	Profit after taxation attributable to the Group

13. INTERESTS IN ASSOCIATES (Continued)

The following details have been extracted from the audited financial statements of the Group's significant associates.

Results for the period

華普國潤 二零零三年 十一月二十四日 (成立日期) 至二零零三年 十二月三十一日 Maple Guorun 24.11.2003 (date of establishment) to 31.12.2003 港幣千元 HK\$'000	吉利國潤 二零零三年 五月二十七日 (成立日期) 至二零零三年 十二月三十一日 Geely Guorun 27.5.2003 (date of establishment) to 31.12.2003 港幣千元 HK\$'000
34,972	997,032
1,370	143,987
641	67,386

13. 聯營公司權益 (續)

財務狀況

非流動資產	Non-current assets	305,408	750,204
流動資產	Current assets	215,958	784,082
流動負債	Current liabilities	(25,236)	(327,935)
非流動負債	Non-current liabilities	(92,121)	(417,457)
資產淨值	Net assets	<u>404,009</u>	<u>788,894</u>
本集團應佔資產淨值	Net assets attributable to the Group	<u>189,076</u>	<u>369,202</u>

簡明綜合現金流量表

經營業務 (所用)	Net cash (used in) from	(20,095)	100,549
所得現金淨額	operating activities		
投資活動 (所用)	Net cash (used in) from	(903)	141
所得現金淨額	investing activities		
融資所得現金淨額	Net cash from financing activities	188,159	299,837
於十二月三十一日之現金 及現金等值	Cash and cash equivalents at 31 December	<u>167,161</u>	<u>400,527</u>

13. INTERESTS IN ASSOCIATES (Continued)

Financial position

		華普國潤 Maple Guorun 二零零三年 2003 港幣千元 HK\$'000	吉利國潤 Geely Guorun 二零零三年 2003 港幣千元 HK\$'000
非流動資產	Non-current assets	305,408	750,204
流動資產	Current assets	215,958	784,082
流動負債	Current liabilities	(25,236)	(327,935)
非流動負債	Non-current liabilities	(92,121)	(417,457)
資產淨值	Net assets	<u>404,009</u>	<u>788,894</u>
本集團應佔資產淨值	Net assets attributable to the Group	<u>189,076</u>	<u>369,202</u>

Condensed cash flow statement

		華普國潤 二零零三年 十一月二十四日 (成立日期) 至二零零三年 十二月三十一日 Maple Guorun 24.11.2003 (date of establishment) to 31.12.2003 港幣千元 HK\$'000	吉利國潤 二零零三年 五月二十七日 (成立日期) 至二零零三年 十二月三十一日 Geely Guorun 27.5.2003 (date of establishment) to 31.12.2003 港幣千元 HK\$'000
經營業務 (所用)	Net cash (used in) from	(20,095)	100,549
所得現金淨額	operating activities		
投資活動 (所用)	Net cash (used in) from	(903)	141
所得現金淨額	investing activities		
融資所得現金淨額	Net cash from financing activities	188,159	299,837
於十二月三十一日之現金 及現金等值	Cash and cash equivalents at 31 December	<u>167,161</u>	<u>400,527</u>

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

14. 存貨

14. INVENTORIES

		本集團 THE GROUP	
		二零零三年 2003	二零零二年 2002
		港幣千元 HK\$'000	港幣千元 HK\$'000
按成本值	At costs		
原材料	Raw materials	2,770	2,097
在製品	Work in progress	4,588	5,119
		7,358	7,216

15. 貿易及其他應收款項

貿易及其他應收款項包括貿易應收款項港幣5,612,000元（二零零二年：港幣3,851,000元）。

於結算日之貿易應收款項賬齡分析如下：

0至60日	0 – 60 days
61至90日	61 – 90 days
超過90日	Over 90 days

除了新客戶外，銷售軟硬件及提供系統集成服務大部份以記賬形式進行。本集團一般要求收取貿易按金。貿易應收賬款之信貸期於有關銷售協議訂明，一般付貨前至付貨後90日內收取現金。

15. TRADE AND OTHER RECEIVABLES

Included in trade and other receivables are trade receivables of HK\$5,612,000 (2002: HK\$3,851,000).

The following is an aged analysis of trade receivables at the balance sheet date:

		本集團 THE GROUP	
		二零零三年 2003	二零零二年 2002
		港幣千元 HK\$'000	港幣千元 HK\$'000
		4,480	1,246
		170	63
		962	2,542
		5,612	3,851

Sales of software and hardware and the provision of system integration services are largely on credit except for new customers. Trade deposits are normally required. The credit terms of trade debtors are defined in the respective sales agreements, usually from cash before delivery to 90 days after delivery.

16. 應收少數股東款項

應收本集團少數股東款項為無抵押及免息，且須於要求時償還。

17. 應收聯營公司款項

應收本集團及本公司聯營公司款項為無抵押及免息，且須於要求時償還。

18. 貿易及其他應付款項

貿易及其他應付款項包括貿易應付款項港幣 5,273,000 元（二零零二年：港幣 1,481,000 元）。

於結算日之貿易應付款項賬齡分析如下：

0 至 60 日	0 - 60 days
61 至 90 日	61 - 90 days
超過 90 日	Over 90 days

19. 應付關連公司款項

在二零零二年十二月三十一日應付本集團及本公司關連公司款項指應付上海世紀控股有限公司款項，該公司為於百慕達註冊成立之公司，而本公司董事賀學初先生在當時持有其 36.94% 公司權益。該結餘為無抵押及免息，已於年內悉數償還。

16. AMOUNTS DUE FROM MINORITY SHAREHOLDERS

The amounts due from minority shareholders of the Group is unsecured, interest-free and repayable on demand.

17. AMOUNT DUE FROM AN ASSOCIATE

The amount due from an associate of the Group and the Company is unsecured, interest-free and repayable on demand.

18. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables of HK\$5,273,000 (2002: HK\$1,481,000).

The following is an aged analysis of trade payables at the balance sheet date:

本集團 THE GROUP	
二零零三年 2003 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000
3,826	775
254	39
1,193	667
5,273	1,481

19. AMOUNT DUE TO A RELATED COMPANY

The amount due to a related company of the Group and the Company at 31 December 2002 represented an amount due to Shanghai Century Holdings Limited, a company incorporated in Bermuda in which Mr. He Xuechu, a director of the Company, held a 36.94% corporate interest. The balance was unsecured, interest-free and was fully repaid during the year.

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

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20. 應付少數股東款項

應付本集團及本公司少數股東款項為無抵押及免息，且須於要求時償還。

20. AMOUNTS DUE TO MINORITY SHAREHOLDERS

The amounts due to minority shareholders of the Group and the Company are unsecured, interest-free and repayable on demand.

21. 銀行借貸

21. BANK BORROWINGS

		本集團 THE GROUP	
		二零零三年 2003 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000
長期銀行貸款，有抵押	Long-term bank loans, secured	1,025	1,220
短期銀行貸款，有抵押	Short-term bank loans, secured	183	1,125
短期銀行貸款，無抵押	Short-term bank loans, unsecured	2,354	-
		3,562	2,345
上述借貸之到期日如下：	The maturity of the above borrowings is as follows:		
不超過一年	Not exceeding one year	2,537	1,125
一年以上但不超過兩年	More than one year, but not exceeding two years	182	183
兩年以上但不超過五年	More than two years, but not exceeding five years	548	548
五年以上	Over five years	295	489
		3,562	2,345
減：列作流動負債之 一年內到期款項	Less: Amount due within one year shown under current liabilities	(2,537)	(1,125)
		1,025	1,220

22. 股本

22. SHARE CAPITAL

		股份數目 Number of shares	面值 Nominal value 港幣千元 HK\$'000
法定股本：	Authorised:		
每股普通股面值港幣 0.02 元	Ordinary shares of HK\$0.02 each		
— 於二零零二年一月一日 之結餘	— Balance at 1 January 2002	10,000,000,000	1,000,000
— 股份合併	— Shares consolidation	(5,000,000,000)	—
— 削減股本	— Capital reduction	—	(900,000)
— 於二零零二年十二月 三十一日及二零零三年 十二月三十一日之結餘	— Balance at 31 December 2002 and 31 December 2003	<u>5,000,000,000</u>	<u>100,000</u>
已發行及繳足股本：	Issued and fully paid:		
每股普通股面值港幣 0.02 元	Ordinary shares of HK\$0.02 each		
— 於二零零二年一月一日 之結餘	— Balance at 1 January 2002	680,529,805	68,053
— 股份合併	— Share consolidation	(340,264,903)	—
— 削減股本	— Capital reduction	—	(61,248)
— 股份認購	— Share subscription	<u>3,000,000,000</u>	<u>60,000</u>
— 於二零零二年十二月 三十一日之結餘	— Balance at 31 December 2002	3,340,264,902	66,805
— 股份認購 (註(i))	— Share subscription (note (i))	100,000,000	2,000
— 股份認購 (註(ii))	— Share subscription (note (ii))	<u>680,000,000</u>	<u>13,600</u>
— 於二零零三年 十二月三十一日之結餘	— Balance at 31 December 2003	<u>4,120,264,902</u>	<u>82,405</u>

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

22. 股本 (續)

註：

- (i) 於二零零三年三月十八日，Proper Glory 訂立一項協議，按每股股份港幣 0.55 元之價格向獨立第三方配售 100,000,000 股本公司普通股。於同日，Proper Glory 與本公司訂立一項認購協議，按每股股份港幣 0.55 元之價格認購 100,000,000 股每股面值港幣 0.02 元之本公司新普通股（「認購」）。認購價每股股份港幣 0.55 元較股份於截至二零零三年三月十七日止（包括該日）最後十個交易日在聯交所所報之平均收市價每股港幣 0.577 元折讓約 4.68%。

認購已於二零零三年三月完成。根據認購協議之認購所得款項淨額約為港幣 53,421,000 元，其中港幣 47,599,000 元用作支付與浙江吉利投資合營公司之資金所需（附註 13(i)），而餘額港幣 5,822,000 元則用作本集團之一般營運資金。

- (ii) 於二零零三年九月十七日，Proper Glory 訂立一項協議，按每股股份港幣 0.7 元之價格向獨立投資者配售 680,000,000 股本公司普通股。於同日，Proper Glory 與本公司訂立一項認購協議，按每股股份港幣 0.7 元之價格認購 680,000,000 股每股面值港幣 0.02 元之本公司新普通股（「第二次認購」）。第二次認購價每股股份港幣 0.7 元較股份於截至二零零三年九月十六日止（包括該日）最後十個交易日在聯交所所報之平均收市價每股港幣 0.754 元折讓約 7.16%。

第二次認購已於二零零三年九月完成。所得款項淨額約港幣 442,872,000 元乃用作擴展於吉利國潤及華普國潤之投資（附註 13(i) 及 (ii)），而約港幣 19,499,000 元則用作本集團之一般營運資金。

年內發行之股份與當時之現有股份在各方面享有同等權利。

22. SHARE CAPITAL

Notes:

- (i) On 18 March 2003, Proper Glory entered into an agreement to place out 100,000,000 ordinary shares of the Company to independent third parties at HK\$0.55 per share. On the same date, Proper Glory entered into a subscription agreement with the Company to subscribe for 100,000,000 new ordinary shares of HK\$0.02 each of the Company, at a price of HK\$0.55 per share ("Subscription"). The Subscription price of HK\$0.55 per share represent a discount of approximately 4.68% to the average closing price of HK\$0.577 per share as quoted on the Stock Exchange for the last ten trading days up to and including 17 March 2003.

The Subscription was completed in March, 2003. The net proceeds from the Subscription pursuant to the subscription agreement of approximately HK\$53,421,000 was used as to approximately HK\$47,599,000 to satisfy the funding requirement in respect of the investment in a joint venture company with Zhejiang Geely (note 13(i)) and the remaining balance of HK\$5,822,000 as general working capital of the Group.

- (ii) On 17 September 2003, Proper Glory entered into an agreement to place out 680,000,000 ordinary shares of the Company to independent investors at HK\$0.7 per share. On the same date, Proper Glory entered into a subscription agreement with the Company to subscribe for 680,000,000 new ordinary shares of HK\$0.02 each of the Company, at a price of HK\$0.7 per share ("Second subscription"). The Second subscription price of HK\$0.7 per share represent a discount of approximately 7.16% to the average closing price of HK\$0.754 per share as quoted on the Stock Exchange for the last 10 trading days up to and including 16 September 2003.

The Second subscription was completed in September, 2003. The net proceeds of approximately HK\$442,872,000 was used for expansion of the investment in Geely Guorun and in Maple Guorun (note 13(i) and (ii)) and approximately HK\$19,499,000 as general working capital of the Group.

Shares issued during the year rank pari passu with the then existing shares in all respects.

23. 儲備

23. RESERVES

		股份溢價 Share premium 港幣千元 HK\$'000	累計虧損 Accumulated losses 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
本公司	THE COMPANY			
於二零零二年一月一日	At 1 January 2002	276,724	(318,263)	(41,539)
財務重組之影響	Effect of Financial Restructuring	(248,952)	310,200	61,248
發行認購股份	Issue of subscription shares	6,000	-	6,000
年內虧損淨額	Net loss for the year	-	(100,227)	(100,227)
於二零零二年 十二月三十一日	At 31 December 2002	33,772	(108,290)	(74,518)
發行認購股份	Issue of subscription shares	515,400	-	515,400
股份發行開支	Share issue expense	(15,208)	-	(15,208)
年內虧損淨額	Net loss for the year	-	(10,497)	(10,497)
於二零零三年 十二月三十一日	At 31 December 2003	533,964	(118,787)	415,177

根據財務重組（詳情載於日期為二零零二年六月七日之通函內），本集團於二零零一年十二月三十一日之累計虧損已與本公司於二零零一年十二月三十一日之股本及股份溢價賬對銷。

根據開曼群島法例第22章公司法（經修訂），本公司之股份溢價可用作派付分派或股息予股東，惟須受其公司組織章程大綱或細則之規定所制約，且於緊隨本公司作出分派或股息後仍能支付其於日常業務過程中到期繳付之債項。於二零零三年十二月三十一日，董事認為本公司可供分派之儲備為港幣415,177,000元（二零零二年：無）。

Pursuant to the Financial Restructuring as detailed in the circular dated 7 June 2002, the accumulated losses of the Company at 31 December 2001 had been eliminated against the share capital and share premium of the Company at 31 December 2001.

Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution or dividend the Company is able to pay its debts as they fall due in the ordinary course of business. At 31 December 2003, the directors are of the opinion that the reserves of the Company available for distribution is HK\$415,177,000 (2002: Nil).

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

24. 最終控股公司墊款

來自本集團及本公司最終控股公司之墊款為無抵押及免息，且已於年內悉數償還。

25. 少數股東墊款

來自本集團及本公司少數股東之墊款為無抵押及免息。該款項毋須於結算日起計十二個月內償還，故此已在資產負債表列作非流動項目。

24. ADVANCE FROM ULTIMATE HOLDING COMPANY

The advance from ultimate holding company of the Group and the Company was unsecured, interest-free and was fully repaid during the year.

25. ADVANCES FROM MINORITY SHAREHOLDERS

The advances from minority shareholders of the Group and the Company are unsecured and interest-free. The amounts will not be repayable within the next twelve months from the balance sheet date and are therefore shown in the balance sheet as non-current.

26. 出售附屬公司

26. DISPOSAL OF SUBSIDIARIES

		二零零三年 2003 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000
出售資產淨值包括：	NET ASSETS DISPOSED OF:		
物業、廠房及設備	Property, plant and equipment	-	4,169
投資物業	Investment properties	-	146,430
聯營公司權益	Interests in associates	-	167,356
待發展土地	Land pending development	-	46,047
存貨	Inventories	-	6,405
待售物業	Properties held for sales	-	41,453
貿易及其他應收賬款	Trade and other receivables	-	21,479
應收關連公司款項	Amount due from a related company	-	2,580
應收聯營公司款項	Amount due from an associate	-	2,000
銀行結餘及現金	Bank balances and cash	-	5,465
銀行借貸	Bank borrowings	-	(108,703)
貿易及其他應付賬款	Trade and other payables	-	(44,421)
應付同系附屬公司款項	Amount due to a fellow subsidiary	-	(8,700)
應付稅項	Taxation payable	-	(315)
少數股東權益	Minority interests	-	(50,474)
出售資產淨值	Net assets disposed of	-	230,771
變現特別儲備	Realisation of special reserve	-	10,150
變現法定儲備	Realisation of statutory reserve	-	(15)
變現外匯儲備	Realisation of exchange reserve	-	(2,079)
出售附屬公司之收益	Gain on disposal of subsidiaries	-	173
代價	Consideration	-	239,000
以下列方式支付：	Total satisfied by:		
現金	Cash	-	1,000
應付聯營公司款項	Amount due to an associate	-	4,636
應付居間控股公司款項	Amount due to an intermediate holding company	-	233,364
		-	239,000
出售附屬公司之淨現金流出如下：	Net cash outflow from disposal of subsidiaries is as follows:		
已收現金代價	Cash consideration received	-	1,000
出售之銀行結餘及現金	Bank balances and cash disposed of	-	(5,465)
出售附屬公司之現金流出淨額	Net cash outflow from disposal of subsidiaries	-	(4,465)

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

26. 出售附屬公司 (續)

於截至二零零二年十二月三十一日止年度內出售之附屬公司為本集團帶來約港幣37,248,000元營業額及約港幣18,604,000元營運虧損。

27. 資本承擔

於二零零三年十二月三十一日，本集團及本公司並無任何資本承擔（二零零二年：無）。

28. 經營租約安排

本集團作為承租人

本集團在收益賬確認年內根據經營租約應付之最低租金數額關乎以下項目：

物業

Premises

26. DISPOSAL OF SUBSIDIARIES (Continued)

The subsidiaries disposed of during the year ended 31 December 2002 contributed approximately HK\$37,248,000 to the Group's turnover and had loss from operations of approximately HK\$18,604,000.

27. CAPITAL COMMITMENTS

At 31 December 2003, the Group and the Company did not have any capital commitments (2002: Nil).

28. OPERATING LEASE ARRANGEMENT

The Group as lessee

Minimum lease payments under operating lease of the Group recognised in the income statement during the year in respect of:

本集團	
THE GROUP	
二零零三年	二零零二年
2003	2002
港幣千元	港幣千元
HK\$'000	HK\$'000
1,036	2,066

28. 經營租約安排 (續)

本集團作為承租人 (續)

於結算日，本集團及本公司根據不可撤銷之經營租約日後最低租金承擔如下：

一年內	Within one year
二至五年內 (包括首尾兩年)	In the second to fifth year inclusive

本集團作為出租人

截至二零零二年十二月三十一日止年度並無賺取物業租金收入 (二零零二年：物業租金收入約港幣 3,650,000 元連小數目支銷)。所有持有作收租用途之本集團物業已計入截至二零零二年十二月三十一日止年度內所出售之部份資產淨值內 (附註 26)。

28. OPERATING LEASE ARRANGEMENT (Continued)

The Group as lessee (Continued)

At the balance sheet date, the Group and the Company had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

本集團		本公司	
THE GROUP		THE COMPANY	
二零零三年	二零零二年	二零零三年	二零零二年
2003	2002	2003	2002
港幣千元	港幣千元	港幣千元	港幣千元
HK\$'000	HK\$'000	HK\$'000	HK\$'000
1,034	1,432	1,022	890
629	290	629	-
1,663	1,722	1,651	890

The Group as lessor

No property rental income was earned during the year ended 31 December 2003 (2002: property rental income of approximately HK\$3,650,000 with negligible outgoings). All of the Group's properties held for rental purposes were included as part of the net assets disposed of during the year ended 31 December 2002 (note 26).

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

29. 退休福利計劃

本集團參與於二零零零年十二月根據強制性公積金條例設立之強積金計劃。該等計劃之資產與本集團資產分開處理，由託管人管理之基金持有。

本集團須為參加強積金計劃之僱員作出相等於其薪金成本 5% 之金額作為供款，而僱員及僱主之供款總額以每月收入港幣 20,000 元為上限。

本集團之中國附屬公司之僱員參與國家管理之退休金計劃，由附屬公司按僱員基本薪金 12% 至 30% 供款。本集團於該退休金計劃之責任僅為定時供款。

本年度於收益賬扣除之本集團僱主供款總額為港幣 206,000 元（二零零二年：港幣 223,000 元）。

30. 資產抵押

於二零零三年十二月三十一日，本集團獲授之銀行信貸由本集團賬面淨值為港幣 2,419,000 元（二零零二年：港幣 2,518,000 元）之樓宇作為抵押。

29. RETIREMENT BENEFITS SCHEME

The Group participates in MPF Scheme established under the Mandatory Provident Fund Ordinance in December 2000. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees.

For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the scheme, which is matched by the employee. Both the employer's and the employees' contributions are subject to a maximum of monthly earnings of HK\$20,000 per employee.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute 12% to 30% of the employee's basic salary to the retirement benefit scheme to fund the benefit. The only obligation of the Group with respect of the retirement benefit scheme is to make the specified contributions.

The aggregate employer's contributions made by the Group and charged to the income statement are HK\$206,000 (2002: HK\$223,000).

30. PLEDGE OF ASSETS

At 31 December 2003, the Group's buildings with a net book value of HK\$2,419,000 (2002: HK\$2,518,000) were pledged to secure banking facilities granted to the Group.

31. 購股權計劃

本公司及其附屬公司之董事及僱員可參與之購股權計劃如下：

(a) 原有計劃

本公司於一九九七年十月十三日採納之購股權計劃（「原有計劃」）於二零零二年五月三十一日終止。根據原有計劃，董事可酌情向本集團部份僱員（包括董事）授出購股權，供彼等認購本公司股份，總數最多佔本公司當時已發行股份 10%。原有計劃目的在於給予承授人取得本公司股權之機會。董事向任何承授人授出之購股權數目不得超出所有可授出購股權之 25%。購股權建議授出後，承授人可於 21 日內接納。購股權之代價為港幣 1.00 元，行使價則由董事釐定，並可相等於股份面值或購股權授出日期前五個營業日股份在聯交所之平均收市價 80%，以較高者為準。

31. SHARE OPTION SCHEMES

The directors and employees of the Company and its subsidiaries are entitled to participate in share option schemes detailed as follows:

(a) The Old Scheme

On 13 October 1997, the Company adopted share option scheme (the "Old Scheme") which was terminated on 31 May 2002, pursuant to which the directors may, at their discretion to grant to selective employees of the Group including the directors to subscribe for shares of the Company up to a maximum aggregate number of shares equal to 10% of the total issued shares of the Company. The purpose of the Old Scheme is to allow grantee the opportunity to obtain equity interest in the Company. No grantee would be granted option which would exceed 25% of the total options available. The grant is subject to acceptance within 21 days of the offer. The consideration payable for the options is HK\$1.00. The exercisable price of the option is determined by the directors which may be the higher of the nominal value of share or 80% of the average five business days' closing price of the shares on the Stock Exchange immediate preceding the date of the grant.

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31. 購股權計劃 (續)

(a) 原有計劃 (續)

本公司根據原有計劃向僱員（包括董事）授出之購股權於截至二零零二年十二月三十一日止年度之變動情況披露如下：

授出日期	行使期	每股行使價	於二零零二年一月一日尚未行使	年內授出	年內註銷	於二零零二年十二月三十一日尚未行使
Date of grant	Exercisable period	Exercise price per share	Outstanding at 1.1.2002	Granted during the year	Cancelled during the year	Outstanding at 31.12.2002
二零零零年二月	二零零一年二月二十三日至二零零七年十月十二日	1.28	2,500,000	-	(2,500,000)	-
February 2000	23.2.2001 - 12.10.2007					
二零零零年四月	二零零一年四月十四日至二零零七年十月十二日	1.28	500,000	-	(500,000)	-
April 2000	14.4.2001 - 12.10.2007					
二零零零年八月	二零零一年八月二十二日至二零零七年十月十二日	0.51	32,000,000	-	(32,000,000)	-
August 2000	22.8.2001 - 12.10.2007					
二零零零年九月	二零零一年九月十八日至二零零七年十月十二日	0.80	1,950,000	-	(1,950,000)	-
September 2000	18.9.2001 - 12.10.2007					
二零零一年二月	二零零二年二月十五日至二零零七年十月十二日	0.80	300,000	-	(300,000)	-
February 2001	15.2.2002 - 12.10.2007					
二零零一年二月	二零零二年二月十九日至二零零七年十月十二日	0.80	200,000	-	(200,000)	-
February 2001	19.2.2002 - 12.10.2007					
二零零一年二月	二零零二年二月二十六日至二零零七年十月十二日	0.80	240,000	-	(240,000)	-
February 2001	26.2.2002 - 12.10.2007					
二零零一年五月	二零零二年五月二十二日至二零零七年十月十二日	0.80	10,000,000	-	(10,000,000)	-
May 2001	22.5.2002 - 12.10.2007					
二零零一年六月	二零零二年六月一日至二零零七年十月二日	0.80	330,000	-	(330,000)	-
June 2001	1.6.2002 - 2.10.2007					
二零零一年六月	二零零二年六月七日至二零零七年十月十二日	0.80	290,000	-	(290,000)	-
June 2001	7.6.2002 - 12.10.2007					
			48,310,000	-	(48,310,000)	-

31. SHARE OPTION SCHEMES (Continued)

(a) The Old Scheme (Continued)

The following table discloses details of the Company's options under the Old Scheme held by employees including directors and movements in such holdings during the year ended 31 December 2002:

授出日期	行使期	每股行使價	於二零零二年一月一日尚未行使	年內授出	年內註銷	於二零零二年十二月三十一日尚未行使
Date of grant	Exercisable period	Exercise price per share	Outstanding at 1.1.2002	Granted during the year	Cancelled during the year	Outstanding at 31.12.2002
二零零零年二月	二零零一年二月二十三日至二零零七年十月十二日	1.28	2,500,000	-	(2,500,000)	-
February 2000	23.2.2001 - 12.10.2007					
二零零零年四月	二零零一年四月十四日至二零零七年十月十二日	1.28	500,000	-	(500,000)	-
April 2000	14.4.2001 - 12.10.2007					
二零零零年八月	二零零一年八月二十二日至二零零七年十月十二日	0.51	32,000,000	-	(32,000,000)	-
August 2000	22.8.2001 - 12.10.2007					
二零零零年九月	二零零一年九月十八日至二零零七年十月十二日	0.80	1,950,000	-	(1,950,000)	-
September 2000	18.9.2001 - 12.10.2007					
二零零一年二月	二零零二年二月十五日至二零零七年十月十二日	0.80	300,000	-	(300,000)	-
February 2001	15.2.2002 - 12.10.2007					
二零零一年二月	二零零二年二月十九日至二零零七年十月十二日	0.80	200,000	-	(200,000)	-
February 2001	19.2.2002 - 12.10.2007					
二零零一年二月	二零零二年二月二十六日至二零零七年十月十二日	0.80	240,000	-	(240,000)	-
February 2001	26.2.2002 - 12.10.2007					
二零零一年五月	二零零二年五月二十二日至二零零七年十月十二日	0.80	10,000,000	-	(10,000,000)	-
May 2001	22.5.2002 - 12.10.2007					
二零零一年六月	二零零二年六月一日至二零零七年十月二日	0.80	330,000	-	(330,000)	-
June 2001	1.6.2002 - 2.10.2007					
二零零一年六月	二零零二年六月七日至二零零七年十月十二日	0.80	290,000	-	(290,000)	-
June 2001	7.6.2002 - 12.10.2007					
			48,310,000	-	(48,310,000)	-

31. 購股權計劃 (續)

(a) 原有計劃 (續)

董事於截至二零零二年十二月三十一日止年度內所持有之購股權詳情已載入上表內，列載如下：

於二零零二年 一月一日 尚未行使 Outstanding at 1 January 2002	年內授出 Granted during the year	年內註銷 Cancelled during the year	於二零零二年 十二月三十一日 尚未行使 Outstanding at 31 December 2002
43,750,000	-	(43,750,000)	-

所有購股權已於二零零二年五月三十一日當原有計劃終止時註銷。

(b) 新計劃

根據本公司於二零零二年五月三十一日舉行之股東週年大會通過之普通決議案，本公司已採納新購股權計劃（「新計劃」）。新計劃取代原有計劃。採納新計劃後，原有計劃已終止，不得再行授出購股權。

採納新計劃旨在向合資格參與者提供購入本公司股權之機會，從而鼓勵參與者盡心工作，以提升本公司及其股份之價值，為本公司及其整體股東爭取利益。董事會全權認為曾經或將會對本集團作出貢獻之所有董事、全職僱員及任何其他人士，均合資格參與新計劃。

31. SHARE OPTION SCHEMES (Continued)

(a) The Old Scheme (Continued)

Details of the share options held by the directors during the year ended 31 December 2002 included in the above table were as follows:

於二零零二年 一月一日 尚未行使 Outstanding at 1 January 2002	年內授出 Granted during the year	年內註銷 Cancelled during the year	於二零零二年 十二月三十一日 尚未行使 Outstanding at 31 December 2002
43,750,000	-	(43,750,000)	-

All options were cancelled on 31 May 2002 when the Old Scheme was terminated.

(b) The New Scheme

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 31 May 2002, a new share option scheme (the "New Scheme") was adopted by the Company. The New Scheme replaced the Old Scheme. After the adoption of the New Scheme, the Old Scheme was terminated and no further options can be granted under it.

The New Scheme was adopted for the purpose of providing eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. All directors, full-time employees and any other persons who, in the sole discretion of the board of directors, have contributed or will contribute to the Group are eligible to participate in the New Scheme.

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31. 購股權計劃 (續)

(b) 新計劃 (續)

因行使根據新計劃及本公司任何購股權計劃之已授出及尚未行使購股權而發行之股份最高數目，合共不得超過本公司不時之已發行股本 30%。

因可能行使根據新計劃或本公司採納之任何其他購股權計劃授出之所有購股權而發行之股份，合共不得超過本公司於採納當日之已發行股份 10%。

因行使根據新計劃或本公司採納之任何購股權計劃而向每名合資格參與者授出之購股權（包括已行使及尚未行使者）而發行之股份，在任何十二個月期間均不得超過本公司已發行股本 1%，惟獲本公司股東批准則除外。

本公司將於授出購股權時訂明購股權之行使期限，有關期限將由授出日期起計十年後屆滿。本公司於授出購股權時或會訂明購股權可行使前之等待期。購股權須於建議授出日期起計五個營業日內接納，有關建議將送交參與者，而接納購股權時須支付港幣 1.00 元。

31. SHARE OPTION SCHEMES (Continued)

(b) The New Scheme (Continued)

The maximum number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

Shares which may be issued upon exercise of all options to be granted under the New Scheme or any other share option schemes adopted by the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of adoption.

Unless approved by shareholders of the Company, the total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant (including both exercised and unexercised options) under the New Scheme or any other share option schemes adopted by the Company in any twelve month period must not exceed 1% of the issued share capital of the Company.

The period within which the options must be exercised will be specified by the Company at the time of grant. This period must expire no later than 10 years from the date of grant of the options. At the time of grant of the options, the Company may specify a minimum period for which an option must be held before it can be exercised. The offer of a grant of share options may be accepted within 5 business days from the date of offer, the offer is delivered to that participant and the amount payable on acceptance of options is HK\$1.00.

31. 購股權計劃 (續)

(b) 新計劃 (續)

新計劃股份之認購價由董事釐定，惟將不低於(i)股份於建議授出購股權當日在聯交所之收市價；(ii)股份於建議授出購股權日期前五個交易日在聯交所每日報價表之平均收市價，及(iii)股份面值，以最高者為準。

採納新計劃滿十週年之日後，不得根據新計劃授出購股權。

自採納新計劃以來，並無根據新計劃授出購股權。

32. 關連及關連人士交易

- (a) 根據本公司、南華工業有限公司(「南華工業」)及 Proper Glory 於二零零二年四月二十二日訂立，並於二零零二年六月二十七日(「完成日期」)完成之協議(「認購協議」)，南華工業給予本公司認沽期權以向 Fook Cheung Development Limited (「Fook Cheung」) 出售 Deep Treasure 及其附屬公司之全部 51% 股權，而該認沽期權可由完成日期起計 549 日內(本公司與南華工業於二零零三年十二月十八日同意延長至 733 日)，按行使價港幣 5,500,000 元行使。該認沽期權已其後於二零零四年三月三十日獲行使(附註 33)。

因出售而產生之部分銷售所得款項為數港幣 5,000,000 元將用作全數抵銷本集團結欠南華工業本金額為港幣 9,600,000 元之股東貸款中港幣 5,000,000 元之尚餘欠款。餘下之銷售所得款項港幣 500,000 元將用作本公司之額外營運資金。

31. SHARE OPTION SCHEMES (Continued)

(b) The New Scheme (Continued)

The subscription price for the shares under the New Scheme shall be a price determined by the directors, but not less than the highest of (i) the closing price of shares as stated on the Stock Exchange on the date of the offer grant; (ii) the average closing price of the shares as stated on the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

No options may be granted under the New Scheme after the date of the tenth anniversary of its adoption.

No options was granted under the New Scheme since its adoption.

32. CONNECTED AND RELATED PARTY TRANSACTIONS

- (a) In accordance with an agreement entered into between the Company, South China Industries Limited ("SCI") and Proper Glory on 22 April 2002 (the "Subscription Agreement") completed on 27 June 2002 ("Completion Date"), SCI granted a put option to the Company to dispose of its entire 51% equity interest in Deep Treasure and its subsidiaries to Fook Cheung Development Limited ("Fook Cheung") which is exercisable at an exercise price of HK\$5,500,000 within 549 days from the Completion Date (extended to 733 days as agreed between the Company and SCI on 18 December 2003). Such put option was exercised subsequently on 30 March 2004 (note 33).

Part of the sale proceeds in the sum of HK\$5,000,000 generated from the disposal will be used to set off in full against the remaining balance of HK\$5,000,000 of a shareholder's loan with a principal sum of HK\$9,600,000 owing by the Group to SCI. The remaining sale proceeds of HK\$500,000 will be utilised as additional working capital of the Company.

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

32. 關連及關連人士交易 (續)

- (b) 根據本公司與南華工業於二零零二年四月二十二日訂立之協議(「管理協議」)，南華工業須向本集團從事資訊科技相關業務之附屬公司提供管理服務，由完成日期起計，為期六年。根據管理協議，本集團須於完成日期後首549日(本公司與南華工業於二零零三年十二月十八日同意延長至733日)支付前期管理費港幣2,000,000元，而其後每年上調，升幅相等於該十二個月期間之綜合消費物價指數之升幅，另加相等於該十二個月期間營業額升幅之0.5%。

截至二零零三年十二月三十一日止年度，應付予南華工業之管理費為港幣1,330,000元(二零零二年：港幣681,000元)並已於財務報表中作出撥備。

根據管理協議，南華工業須無條件及不可撤回地向本集團承諾，向從事資訊科技相關業務之本集團附屬公司提供營運資金，並就由完成日期起計之549日(本公司與南華工業於二零零三年十二月十八日同意延長至733日)期間出現之經營虧損單獨承擔責任。

32. CONNECTED AND RELATED PARTY TRANSACTIONS

(Continued)

- (b) Pursuant to the management agreement entered into by the Company with SCI on 22 April 2002 ("Management Agreement"), SCI is required to provide the Group with management services for those subsidiaries engaged in information and technology related businesses for a term of six years from the Completion Date. Under the Management Agreement, the Group is required to pay a management fee in arrears in the sum of HK\$2,000,000 for the first 549 days after the Completion Date (extended to 733 days as agreed between the Company and SCI on 18 December 2003) and thereafter to be increased annually at the rate equivalent to the increase in the Composite Consumer Price Index of the 12-month period plus an increase equivalent to 0.5% of the increase in the turnover over such 12-month period.

For the year ended 31 December 2003, management fee payable to SCI of HK\$1,330,000 (2002: HK\$681,000) had been provided for in the financial statements.

Under the Management Agreement, SCI shall unconditionally and irrevocably undertake with the Group for the provision of working capital to the Group's subsidiaries that are engaged in the information and technology related businesses and be solely responsible for their operating losses for a period of 549 days from the Completion Date (extended to 733 days as agreed between the Company and SCI on 18 December 2003).

32. 關連及關連人士交易 (續)

由完成日期起計之 549 日屆滿後開始，至終止管理協議起計之 549 日止期間，本公司在南華工業要求下須提供或安排他人以向該等附屬公司提供貸款之方式提供財政資助，惟規定下列各期間應付之財政資助額不得超過下列數額（由 549 日延長至 733 日之前）：

期間	數額
Period	Amount
(完成日期後之日數)	港幣千元
(No. of days after Completion Date)	HK\$'000
550 至 914	8,000
915 至 1,279	10,000
1,280 至 1,644	12,000
1,645 至 2,009	14,000
2,010	16,000

上述附屬公司之貸款並無預定期限，惟本集團承諾不會於管理協議期間要求償還有關貸款。南華工業有意在該等附屬公司需要時方會要求作出財政資助。

除上述者外，本集團於年內曾與關連人士進行重大交易。

32. CONNECTED AND RELATED PARTY TRANSACTIONS

(Continued)

For the period commencing from the expiration of 549 days from the Completion Date and ending on the date of termination of 549 days from the Management Agreement, if requested by SCI, the Company shall provide or procure the provision of funding support by way of loan to these subsidiaries provided that the amount of funding support payable during each of the following periods shall not exceed the following amounts (before adjustments of extension from 549 days to 733 days):

There are no predetermined terms of such loans to the subsidiaries except that the Group has undertaken not to call for repayment of such loans during the term of the Management Agreement. It is the intention of SCI that it would only make request for funding support when the subsidiaries require financial support.

In addition to the above, the Group also entered into significant transactions with related parties during the year.

NOTES TO THE FINANCIAL STATEMENT 財務報表附註

截至二零零三年十二月三十一日止年度 FOR THE YEAR ENDED 31 DECEMBER 2003

32. 關連及關連人士交易 (續)

(a) 與關連人士之重要交易概述如下：

32. CONNECTED AND RELATED PARTY TRANSACTIONS

(Continued)

(a) Significant transactions with related parties are summarised below:

交易性質	Nature of transactions	二零零三年 2003 港幣千元 HK\$'000	二零零二年 2002 港幣千元 HK\$'000
一間附屬公司之少數股東 Minority shareholder of a subsidiary	附屬公司少數股東收取之管理費 (註 i) Management fee charged by a minority shareholder of a subsidiary (note i)	1,330	681
關連公司 Related company	收購物業、廠房及儲備 (註 i) Acquisition of property, plant and equipment (note i)	-	167
居間控股公司 Intermediate holding company	已付利息開支 (註 ii) Interest expense paid (note ii)	-	7,628
聯營公司 Associates	利息收入 (註 iii) Interest income (note iii)	-	(652)

註：

Notes:

(i) 該等交易乃按各訂約方釐定及同意之條款進行。

(i) These transactions were carried out on terms determined and agreed by both parties.

(ii) 利息開支按商業利率計算。

(ii) Interest was charged at commercial rates.

(iii) 聯營公司未償還貸款之利息按年利率0.5厘計算。

(iii) Interest was charged at 0.5% per annum on the outstanding advance to an associate.

(b) 於結算日與關連公司之結餘詳情載於附註 16、17、19、20、24 及 25。

(b) Details of the balances with related companies at the balance sheet date are set out in notes 16, 17, 19, 20, 24 and 25.

33. 結算日後事項

於二零零四年三月三十日，本公司根據認購協議行使認沽期權，方式為訂立一項協議（「出售協議」），以按港幣 5,500,000 元之代價向 Fook Cheung 出售其於 Deep Treasure 及其附屬公司之全部 51% 股本權益。Deep Treasure 及附屬公司乃從事系統集成及軟件開發業務。出售協議已於簽訂出售協議之時完成。

資訊科技業務於年內之業績，以及資產與負債於結算日之賬面值載於附註 5 中。

於截至二零零三年十二月三十一日止年度內，Deep Treasure 及其附屬公司佔本集團之經營現金流出淨額港幣 1,757,000 元，就投資活動支付港幣 784,000 元，以及就融資活動收取港幣 2,420,000 元。

33. POST BALANCE SHEET EVENTS

On 30 March 2004, the Company exercised the put option under the Subscription Agreement by entering into an agreement to dispose of its entire 51% equity interest in Deep Treasure and its subsidiaries to Fook Cheung ("Disposal Agreement") at a total consideration of HK\$5,500,000. Deep Treasure and its subsidiaries is engaged in the system integration and software development businesses. The completion of the Disposal Agreement took place simultaneously upon the signing of the Disposal Agreement.

The results of the information technology business for the year and the carrying amounts of the asset and liabilities at the balance sheet date are set out in note 5.

Deep Treasure and its subsidiaries contributed HK\$1,757,000 to the Group's net operating cash outflows, paid HK\$784,000 in respect of investing activities and received HK\$2,420,000 in respect of financing activities for the year ended 31 December 2003.

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