

- ***Positioned at the forefront of Mainland China's future communication market***
把握時機，為在中國發展電訊業務作出了適時的佈局
- ***Power and Civil Infrastructure produce reliable revenue and cash flow***
基礎設施以及發電業務提供了穩定的收入及可靠的現金流量
- ***Business improvement in the Aviation, Trading and Property sectors***
航空業、貿易和物業之經營環境改善
- ***Unrivalled financial strength and flexibility to grasp future opportunities***
財力充足，足以因應未來的投資機會

in HK\$ million

1999

1998

Change 變動

以港幣百萬元計算

Profit Attributable to Shareholders	2,966	2,808	6%	股東應佔溢利
Shareholders' Funds	38,178	41,899	-9%	股東資金
Net Debt	10,519	21,175	-50%	淨負債

Per Share (HK cents)

每股 (港幣仙)

Earnings	139.4	132.0	6%	盈利
Dividend				股息
regular	75	70	7%	普通
special	200	-	-	特別
	<hr/> 275	<hr/> 70	293%	

In 1999 CITIC Pacific earned a profit of HK\$2,966 million with earnings per share of 139.40 cents, an increase of 6% compared with 1998. The Board recommends a final dividend of 55 cents per share to give a total of 75 cents for the year, an increase of 7%. In addition, a special dividend of 200 cents a share was paid in 1999 following the sale of CLP shares.

CITIC Pacific's core business of civil and power infrastructure contributed stable revenue and reliable cash flow in 1999 as it has in past years; the aviation sector improved dramatically, our trading business faced difficult market conditions for most of the year, while revenues from both property development and investment increased. The contribution from CLP Holdings was half that of 1998 due to the sale of a 15% interest in October.

Infrastructure

Communications

CITIC Pacific is in cooperation with requisite parties in the construction of a 32,000km nation-wide fiber backbone network. In January 2000, CITIC Pacific announced its 60% interest in this backbone network, which will cover 23 provinces and municipalities and over 200 cities, reaching over 80% of the population in China with Beijing, Wuhan, Guangzhou, and Shanghai as its center ring. The network will be operational in the third quarter of this year, with the state-of-the-art optical transmission and interconnection equipment. Specifically, the backbone network will adopt the latest technologies such as IP (Internet Protocol) over DWDM (Dense Wave Division Multiplexing), and gigabit switching routers. When completed, this 400G high speed broadband network will be capable of providing a seamless platform for a range of integrated telecom services including data, voice, video and other value-added services. Additionally, it will facilitate the development of the Central and Western region of China, as well as the transmission of the Chinese news, culture, art and its 5,000-year history to the rest of the world through internet.

中信泰富一九九九年度盈利為港幣二十九億六千六百萬元，每股盈利則為139.40仙，比一九九八年增長6%。董事會建議派發末期息每股55仙，全年度普通股息總共為每股75仙，增長7%。另外，公司在一九九九年出售部份中電控股之權益之後，已派發了每股200仙作為特別股息。

一九九九年中信泰富之核心業務中，基礎設施以及發電廠與往年相同，為公司提供了穩定的收入及可靠的現金流量；航空業之經營環境已大幅改善，貿易及分銷業務則幾乎全年均處於艱難的經營環境中，而本公司之地產投資和物業發展收入都錄得了增長。公司於去年十月出售了中電控股15%之權益之後，來自中電控股的盈利貢獻與一九九八年相比下降了50%。

基本建設

信息業

中信泰富與有關方面合作共建一條全國總長為32,000公里的光纖網絡，中信泰富二〇〇〇年一月宣佈佔有60%的權益。此網絡覆蓋23個省、自治區及超過200個城市，佔全國人口的80%，並以北京、武漢、廣州、上海為核心，此骨幹環路將於今年第三季度開通，現正訂購世界最先進的光傳輸設備，這網絡是基於IP技術的高速寬帶網，採用世界上先進的密集波分復用（DWDM）光纖通信技術與千兆路由交換技術。其400G（千兆）的幹線帶寬將承載包括數據、語音、圖像等等的綜合電信業務，將為我國中西部的開發及把中國的新聞、文化、藝術、五千年的悠久歷史等等，通過有線互聯網傳送到世界各地創造條件。

The CITIC Guo An group of CITIC in Beijing has been in cable television, electronic commerce, communications and network businesses in various provinces and cities of China since 1990. Subject to the approval of the relevant authorities, CITIC Beijing will inject 50% of CITIC Guo An into CITIC Pacific to complement its telecommunications business. CITIC Pacific was the first company with Mainland background to become listed in Hong Kong. The injection of 50% of Guo An into CITIC Pacific by CITIC Beijing is part of the adjustment and restructuring of the businesses of CITIC Beijing under new circumstances.

The abovementioned two projects will have significance in the future development of CITIC Pacific. Once the telecommunications market in China becomes liberalised, our company will have an advantageous market position to compete and cooperate with new entrants.

In Mainland China, our investment in telecommunications will continue to proceed on full scale in the backbone network, connecting networks as well as cable television networks. At the same time we shall be developing various value added services. The wide scope of the telecommunications industry has provided our company with a new direction in business development.

In Hong Kong, we will invest in a high-speed interconnection platform, which will establish Hong Kong as the converging point for telecommunications traffic between China and the rest of the world.

The mobile phone and internet businesses of CTM in Macau have developed rapidly. In 1999, mobile phone users have increased by 58% and now exceed 120,000, whilst internet customers have doubled to nearly 20,000. Internet training courses sponsored by CTM have been well received, evidencing the overall general interests of the public in this regard. It is expected that these businesses of CTM will continue to grow rapidly.

中信北京國安公司自一九九〇年已在全國多個省市開展有線電視、電子商貿、信息及網絡服務業務。有待於獲得政府有關部門的批准，中信北京會將中信國安的50%之權益注入中信泰富以配合中信泰富的電訊業務。中信泰富是中國第一家在香港上市的中資背景公司。中信北京把國安公司50%注入中信泰富，是中信北京的業務在新形勢下的調整及重組。

上述兩項目對中信泰富未來的發展有重要的意義。一旦中國電訊市場開放，本公司可佔據有利的市場地位，與外來者競爭與合作。

在中國的電訊業投資，我們將在骨幹網絡及接入網絡，及有線電視網等領域，全面繼續進行。同時並將發展各類增值服務。電訊業範圍廣闊，為本公司提供了新的業務發展方向。

在香港，我們將投資建立一綜合寬帶數據業務管理平台，以香港為中心，建立與中國大陸及世界各國的聯繫。

澳門電訊公司之流動電話及互聯網業務發展迅速。於一九九九年，流動電話用戶已超過120,000人，增幅達58%，而互聯網用戶亦比去年同期增長一倍至接近二萬戶。由該公司贊助舉辦之互聯網訓練課程甚受歡迎，反映公眾對此方面的興趣。預期澳門電訊此等業務，將繼續迅速增長。

發電

中信泰富已投資的三間發電廠：利港、鄭州和開封電廠本年度共發電92.1億千瓦小時。歸功於我們優秀的電力管理隊伍，我公司所

Power

A total of 9,210 million Kwh of electricity was generated by CITIC Pacific's three power plants operating at Ligang, Zhengzhou and Kaifeng. Thanks to the skill of our power management team, our power plants, particularly the largest at Ligang, Jiangsu province, are among the most efficient power producers in the Mainland.

Construction work on a 400 MW (2 x 200 MW) power station in Huhhot, Inner Mongolia was started in late 1999 for completion by the end of 2002. Approval for the acquisition of a power station (2 x 125 MW) in Kaifeng and the development of phase III of the Xinli power station (2 x 300 MW) in Zhengzhou is awaited.

During the year, CITIC Pacific acquired equity interests in two thermal power plants providing heat and power to Weihai and Shouguang, both in Shandong province. Active discussions continue for investment in a number of existing power projects. CITIC Pacific remains committed to the power business in China and will continue to expand our power generation capacity in the coming years.

In October 1999, CLP Holdings bought back 15% of its share capital from CITIC Pacific. CITIC Pacific now has a 6.3% of share interest in CLP and values the continuing relationship between the two companies.

Civil Facilities

Our bridges, tunnels and roads in Shanghai and Chongqing continue to have good traffic growth and contribute stable cash flow to the Company.

CITIC Pacific will continue to invest in civil infrastructure projects with sound fundamentals, focusing on major cities such as Shanghai and Chongqing where the population is large and the economy is strong.

In Hong Kong, CITIC Pacific increased its ownership in the Eastern Harbour tunnels and now owns 50% of the rail tunnel and 69% of the road tunnel. The Western Harbour Tunnel ("WHT") had a steady increase in traffic flow during 1999, but a significant

擁有的電廠，特別是最大規模之江蘇利港電廠，現為中國營運效益最高的發電廠之一。

在內蒙古呼和浩特興建一座四十萬千瓦（兩台各為20萬千瓦）的發電站工程已於一九九九年破土動工，預計將於二〇〇二年底完工。收購開封電廠（兩台各為12.5萬千瓦）以及鄭州新力三期（兩台各為30萬千瓦）的擴建計劃仍在審批程序當中。

中信泰富於一九九九年先後收購了位於山東威海及山東壽光的兩座熱電廠，這些電廠以供熱為主、發電為副。中信泰富亦正積極與數間現已運行中的電廠探討尋求合作投資的機會。本公司將一如既往，繼續致力於發展在中國的發電業務，在未來幾年內不斷擴大我公司的發電裝機容量。

中電控股於一九九九年十月從中信泰富購回了15%之股權。目前中信泰富仍持有中電控股6.3%的股本權益，並保持與該公司的良好關係。

基礎設施

我公司在上海和重慶的橋樑、隧道及公路項目之交通流量均錄得理想增長，此等項目繼續為本公司提供穩定的現金收入。

中信泰富將會繼續投資於經濟效益良好的基礎設施項目，並會繼續側重於投資在上海及重慶這類人口眾多，經濟實力強盛的城市。

在香港，中信泰富增加了對東區海底隧道的擁有權，目前分別持有50%之鐵路隧道權益及69%之公路隧道權益。西區海底隧道（「西隧」）之交通流量雖於一九九九年有穩步增長，但任何大幅度的增長仍有賴於相連公路系統的完善以及各過海隧道之

improvement must await better connecting road systems and toll balancing among the tunnels. In August, the WHT shareholders won a contract to manage the Central Cross Harbour Tunnel on behalf of the Government.

Aviation

Cathay Pacific and Dragonair were early indicators of Asia's improved economic fundamentals and the load factor increased from mid year. Forward bookings are strong going into the year 2000 and the airlines are currently addressing the fortunate problem of a lack of capacity. Both airlines are expanding their fleet to meet growing market demands.

In particular, the new Air Services Agreement between China Central Government and HKSAR Government will have a positive impact on Dragonair's business in the future as it allows Dragonair to further expand its route network and frequencies to and from the Mainland.

Trading and Distribution

Dah Chong Hong's markets were challenging for most of 1999. Overall, the unit sales of motor vehicles in Hong Kong declined by 16% compared with 1998, a great improvement from the one-third decline in June 1999. The non-motor trading divisions all felt the pressure of weak consumer demand in Hong Kong and the Mainland. DCH Jiangnanfeng (chicken) and DCH Jinshan (pig) have established themselves firmly in the Shanghai market. DCH is also moving downstream into retail outlets in Shanghai such as barbecue chain shops and rainforest theme restaurant.

In March 2000 DCH announced the acquisition of Swire Loxley Limited, a substantial distributor of medical and health care products in Hong Kong, Macau and the Mainland. The company has since been renamed DCH Healthcare Products Limited.

Trading condition improved greatly towards the end of 1999 and DCH looks forward positively to 2000.

間的收費平衡。在八月間，由西隧各股東組成之專營公司獲取了代表特區政府管理香港中區海底隧道的合約。

航空

自從年中開始，國泰航空及港龍航空之運載量都有所提高，此乃亞洲經濟轉向復甦的早期徵兆。進入二〇〇〇年，旅客預定指標繼續保持強勁，趨勢有增無減。目前該兩家航空公司均準備進一步擴充機隊以滿足市場增長之需求。

特別值得指出的是，中央政府與香港特區政府新近簽定的民航協議將對港龍航空之業務發展產生積極作用。新協議將允許港龍進一步擴大其飛往中國大陸的航線及航班。

貿易及分銷

大昌行的業務於一九九九年遇到了諸多挑戰。總體來說，在香港的汽車銷售量比一九九八年下降了16%，但相比一九九九年六月時銷售量下滑了三分之一之多，情況已有顯著改善。非汽車貿易業務亦面臨香港及中國內地消費意念持續低迷之壓力。然而，大昌行於上海經營的農業項目(雞和豬)均已在上海市場建立起自己的優良品牌。大昌行繼續其向零售業發展的策略，於上海建立燒味連鎖店及「雨林」餐館。

於二〇〇〇年三月，大昌行宣佈向太古集團收購了太古洛士利有限公司，並易名為大昌行保健藥業有限公司，該公司為一家在香港、澳門及中國內地頗具規模的醫藥及健康物品代理商。

時至一九九九年年底，整體貿易市場環境已獲大幅改善，大昌行對二〇〇〇年的業務前景充滿信心。

Property

In late 1999 the land premium was agreed to develop Discovery Bay's Master Plan 6 to provide an additional floor area of over 2 million sq.ft. Construction work has already started with the objective of making the first sales in 2001. At the end of February 2000 the Discovery Bay phase 9 "La Serene" was released for sale and the result was successful. The phase 10 "Neo Horizon" will be launched for sale soon.

The tunnel connecting Discovery Bay with the Lantau expressway road system will open in April to make Discovery Bay an even more attractive place to live. The planned "Disney" theme park nearby will further stimulate the development in that area and the design of further phases of development at Discovery Bay are already underway.

The Festival Walk shopping complex is proving a great success and there is now no retail or office space available. CITIC Tower and DCH Commercial Centre are both over 90% let. Skyway House, an office building near the MTR Olympic station, was completed during the year and over 60% of the building has been let.

Finance

The sale of 15% of CLP Holdings generated cash of HK\$12.8 billion for CITIC Pacific. In February 2000, placement of 100 million CITIC Pacific's shares to institutional investors raised almost HK\$4 billion. Our additional and substantial over subscribed 5 years term loan of HK\$2.2 billion has also increased liquidity giving your company unrivalled strength and flexibility to grasp future opportunities.

Outlook

The stable market environment and sustained economic growth in the Mainland China have served as a powerful engine for the recovery of Hong Kong's economy. Today, it can be stated with confidence that the economic crisis that began in late 1997 is over, and Hong Kong is once again entering into a period of

物業

有關愉景灣「第六整體發展規劃」之補地價事宜已於一九九九年底落實。該規劃將包括興建超過二百萬平方呎的建築樓面面積，興建工程已經展開，並預計於二〇〇一年推出銷售第一期樓宇。愉景灣第九期「海藍居」於二〇〇〇年二月底推出市場，反應不俗。第十期「時峰」亦將於近期內開始銷售。

連接愉景灣與大嶼山高速公路的隧道將於二〇〇〇年四月正式通車，屆時愉景灣將會成為一個更加具有吸引力的住宅區。計劃興建的「迪士尼」樂園鄰近愉景灣，無疑將促進該地區的繁榮發展。進一步開發愉景灣的規化工作已經展開。

「又一城」購物中心極為成功，零售樓面及寫字樓現已全部租出。中信大廈及大昌行商業中心的出租率均已超過90%。毗鄰機鐵奧運站的新寫字樓「嘉運大廈」也已於一九九九年完工，並已租出超過60%的樓面。

公司財務

出售15%的中電控股權益為中信泰富貢獻了港幣一百二十八億元之現金收入。中信泰富於二〇〇〇年二月向機構投資者配售了一億股中信泰富股票，融資近港幣四十億元。本公司現正在籌組的一項五年期港幣二十二億元的銀團貸款，已獲得了銀行大額超額認購。該項銀團貸款將進一步增加公司的財務資源。如今，中信泰富的財力充足，足以因應未來的投資機會。

前瞻

中國大陸穩定的市場環境及持續高速的經濟增長乃是香港經濟得以全面恢復的強大動力。由一九九七年底開始的經濟危機已成過去，香港

expansion and growth.

The momentum of development in the fields of telecommunications, computerisation and internet will have a profound effect on business and private life, and these changes present us with exciting opportunities.

CITIC Pacific has positioned itself to be in the forefront of the future communications market in Mainland China and I am confident that prospects are excellent for good returns in future years. Our strategy is first to focus on developing a state of the art modern telecommunications network in China. Once the infrastructure is developed, we will be able to utilise it in a wide range of applications and value-added services.

While considerable attention is being given by management to these developing areas, we continue to see new opportunities in our other core businesses of infrastructure, trading and distribution as well as property investment. CITIC Pacific has been and will continue to be diversified businesses focused on clear lines of business.

Our financial objective remains the same: to enhance our shareholders' value by increasing earnings per share and providing a superior return on capital.

I take this opportunity to thank our shareholders, financiers and business associates for their unfailing support which is the basis of CITIC Pacific's success. I am also delighted to welcome to the Board as Executive Directors Mr Yao Jinrong, Mr Chang Zhenming, Mr Li Shilin, Mr Zhang Yichen and Mr Carl Yung. Mr Peter Mak will be leaving the Board to take up an important position in DCH and I thank him and other fellow directors and all the Company's staff and its subsidiaries for their hard work and dedication.

Larry Yung Chi Kin *Chairman*

Hong Kong, 16 March 2000

正進入一個嶄新的經濟發展和增長週期。

以電訊、電腦及互聯網為核心的科技發展正在對人民生活以及商業發展產生巨大的影響，而這些發展變化亦為我們提供了令人振奮的商機。

中信泰富把握時機，為在中國發展電訊業務作出了適時的佈局，本人堅信這些投資將來前景無限，回報豐厚。我們的策略是首先在中國集中發展一個最先進的電訊網絡系統。在此基礎設施完成之後便可利用該網絡系統發展各種相關業務及具有附加值的服務。

雖然公司管理層將投放許多精力在高科技領域的發展，我們將會繼續注重發展本公司現有的核心業務：基本建設、貿易分銷以及物業發展。中信泰富將一如既往，貫徹一個多元化的、業務清晰的發展戰略。

本公司既定的財務目標仍將是通過提高每股盈利及資本回報率來不斷增加股東價值。

「飲水思源」，本人願借此機會向一貫支持中信泰富的各股東、金融機構及商業夥伴表示衷心的感謝，您們的堅定支持是中信泰富取得成功的基礎。本人並借此機會歡迎姚進榮先生、常振明先生、李士林先生、張懿宸先生及榮明杰先生加入為本公司之執行董事。麥社安先生將離開中信泰富董事會，調往大昌行擔任重要職位，本人謹對麥先生的服務深表感謝，並謹此對各位董事、本公司及附屬公司和聯營公司之全體同仁之竭誠投入與不懈努力致以衷心感謝。

榮智健 主席

香港，二〇〇〇年三月十六日

CITIC Pacific's business continues to be concentrated in Hong Kong, Macau and Mainland China. The Company's long term objective remains in developing a large diversified business that focuses on infrastructure in its broadest sense including communications, power generation, civil facilities and environmental projects supported by trading and distribution, and property development. At the end of 1999, CITIC Pacific took important steps to position itself prominently in the communications market in the Mainland.

The recession in 1999 presented many challenges, particularly for the consumer market, but as the year progressed, the general outlook became more and more positive. CITIC Pacific's core businesses such as power generation and operation of civil facilities remain stable. Strong and reliable income and cash flow generated from these businesses served the Company well. The aviation sector improved dramatically in the second half of 1999. The Company's development and investment properties all recorded better results. The trading business operated under an extremely difficult market conditions which improved by the end of 1999. The Company's financial position strengthened, and with much reduced net debt level and substantial amount of cash and available facilities on hand, CITIC Pacific is well positioned to grasp investment opportunities in the coming years.

Infrastructure

COMMUNICATIONS

	<i>Location</i> 地點		<i>Ownership</i> 擁有權
Optical Fibre Backbone Network	PRC	中國	60%
CTM (Macau Telecom)	Macau	澳門	20%

中信泰富之業務繼續集中於香港、澳門及中國大陸。本公司之長遠目標乃繼續發展以信息、發電、基礎設施及環境保護項目等大型基本建設為重心，以貿易分銷及物業發展為輔助之多元化業務。於一九九九年年底，中信泰富就發展中國信息業市場作出了重要部署，使其能夠佔據有利位置。

一九九九年經濟衰退，帶來了不少挑戰，其中以消費市場尤甚，然而，於年內整體經濟前景已逐漸樂觀。中信泰富之核心業務如發電及基礎設施之營運狀況仍然保持穩定。該等業務繼續為本公司帶來穩定的現金收入。航空業務於一九九九年下半年有顯著改善。本公司之物業發展及投資均錄得理想成績。貿易業務於逆境下經營，而市況於一九九九年年底已有改善。本公司之財政狀況強健，配合淨負債大幅降低，手頭現金與備用信貸充裕，中信泰富已作好充份準備迎接來年的投資機會。

基本建設

信息業

Contribution to earnings

Year 年度	HK\$ million 港幣百萬元	Proportion of total earnings 佔總盈利比例
1999	51	1%
1998	65	2%

盈利貢獻

一九九九年
一九九八年

CITIC Pacific has long recognised the potential of communications business in the Mainland, but only in the last quarter of the year - following the WTO agreement with the United States - was it feasible to begin implementing our strategy.

In January 2000, CITIC Pacific announced its 60% interest in the construction of a 32,000km nation-wide fibre backbone network that will reach over 200 major cities and cover areas attributable for about 80% of the population in China. The next stage of development is to equip the backbone network with the latest optical transmission and interconnection technologies such as IP (Internet Protocol) over DWDM (Dense Wave Division Multiplexing), the gigabit switching routers. When completed, this backbone network will be one of the biggest in the world, both in terms of bandwidth and coverage, and capable of providing a seamless platform for a range of integrated telecom services including data, voice, video and other value-added services.

To complement the investment in cable network, subject to the approval of the relevant authorities, CITIC Pacific will also acquire a 50% interest in the CITIC Guo An Group, currently a wholly owned subsidiary of CITIC Beijing, which owns Cable TV networks in Liaoning, Hubei, Hebei and Shanxi, and other ventures in e-commerce, information and network services.

These acquisitions position CITIC Pacific at the forefront of the liberalisation of communications in Mainland China.

Communications, or information technology in a more broader sense, is not new to CITIC Pacific. The Company was one of the

中信泰富早已意識到中國信息業之潛力，惟僅於去年之最後一季，在中國與美國達成世貿協議之後，方能切實推行其策略。

中信泰富於二〇〇〇年一月宣佈興建一條全國性的，總長為三萬二千公里的光纖骨幹網絡的60%權益，此網絡覆蓋二百多個主要城市，路經之處涵蓋中國全國人口約80%。至於下一步之發展，乃在骨幹網絡上裝置最先進的光傳輸設備，該網絡是基於IP技術的高速寬帶網，採用世界上先進的密集波分復用(DWDM)光纖通信技術與千兆路由交換技術。此骨幹網絡完成後，無論在帶寬及覆蓋範圍方面，將會是世界最大之一，可承載包括數據、語音、圖像等等的綜合電信業務及其他增值服務。

為配合有線網絡的投資，中信泰富亦將會收購中信國安公司50%權益，惟須獲得有關機構之批准。該公司現為中信北京總公司之全資附屬公司，擁有遼寧、湖北、河北及山西的有線電視網，以及其他從事電子商貿、資訊及網絡服務業務的合營公司。

此等收購有利於中信泰富於中國信息業開放時佔據最優先之位置。

信息業或泛指資訊科技業對中信泰富而

major shareholders in Cable & Wireless HKT, formerly known as Hongkong Telecom, and was involved in its business for many years. Today, CITIC Pacific is still a major shareholder of Macau Telecom and holding an equity interest of 20%.

CITIC Pacific Communications Limited, a wholly owned subsidiary, was formed in January 2000 as the flagship for all of the Company's information technology businesses. CITIC Pacific is actively recruiting a management and professional team both in Hong Kong and in the Mainland.

Neticom, a wholly owned subsidiary, has launched its first e-commerce venture "CarNet" which is "All About Cars". This will be followed by a business-to-business "food portal" in China and other e-commerce initiatives that will cover both Hong Kong and the Mainland.

CITIC Beijing has been involved in the communications sector in the Mainland for over a decade and it has a strong professional team and excellent reputation in this field. This is very important, for at present the PRC regulations impose various restrictions for a foreign entity such as CITIC Pacific operating communications business in the Mainland. CITIC Pacific has the advantage of utilising the extensive experience of CITIC Beijing.

Macau Telecom ("CTM") has been awarded a new franchise until 2011 which provides it with exclusive rights for certain public telecommunications services in Macau, including fixed international and domestic telephone services, leased circuits, fixed telegram services, fixed telex and data transmissions services. CTM also provides, on a non-exclusive basis, mobile telephone services, mobile international services, value-added services, internet and network services, and is highly regarded for its state of the art equipment and services.

CTM reported a net profit after tax of MOP265 million for the year ended 31 December 1999 compared with MOP337 million in

言並不陌生。本公司曾經是香港電訊(英文名為 Cable & Wireless HKT, 前名為 Hongkong Telecom)之主要股東之一, 並曾參與其業務多年。中信泰富目前仍然是澳門電訊的主要股東, 持有20%股本權益。

全資附屬公司中信泰富信息科技有限公司於二〇〇〇年一月成立, 為本公司整體資訊科技業務之旗艦。中信泰富正積極為香港及中國之管理及專業隊伍招聘人才。

全資附屬公司Neticom推出首個電子商貿網站「CarNet」, 汽車資料包羅萬有。該公司隨後將會推出商業對商業之中國「食品網站」及其他針對中港兩地之創新電子商貿。

中信北京涉足中國信息業已逾十年, 其擁有一支龐大專業隊伍, 並於業內享有盛名。以現時中國法例對外資企業限制繁多之情況下, 中信泰富則可利用中信北京之廣泛經驗, 此等條件對中信泰富在中國從事信息業務而言乃相當有利。

澳門電訊獲發新專營權至二〇一一年, 可在澳門提供公共電訊服務, 其中包括固定國際及本地電話、線路租賃、固定電報服務、固定電傳系統及數據傳送服務。澳門電訊亦以專營方式提供流動電話服務、國際流動電話服務、增值服務、互聯網及網絡服務, 並以設備先進及服務優質見稱。

澳門電訊於一九九九年十二月三十一日止年度錄得除稅後純利為澳門幣二億六千五百萬元, 而一九九八年為澳門幣三億三

1998. The decrease was mainly due to significant overall price cuts in service charges in 1999. However, the company's mobile phone and internet services businesses continue to grow. The company's mobile customers base has increased by 58% and the number of internet customers has doubled. CTM will launch broadband internet services in the first half of 2000.

POWER GENERATION

			Ownership	Installed Capacity 裝機容量 (in Megawatts) (兆瓦)	
	Location	地點	擁有權		
Ligang	Jiangsu	江蘇	56.3%	1,400	利港
Xinli	Henan	河南	50%	600	新力
Kaifeng	Henan	河南	50%	125	開封
Huhot	Inner Mongolia	內蒙古	35%	-	呼和浩特
Weihai	Shandong	山東	49%	12	威海
Shouguang	Shandong	山東	49%	24	壽光
CLP Holdings	Hong Kong	香港	6.3%	8,263	中電控股

Contribution to earnings

Year 年度	HK\$ million 港幣百萬元	Proportion of total earnings 佔總盈利比例	
1999	1,199	29%	一九九九年
1998	1,870	45%	一九九八年

The Ligang coal-fired power station located near the city of Wuxi in Jiangsu province in the PRC has a total design capacity of over 3,000 Megawatts ("MW"). A total of 6,113 million Kwh of electricity was generated in 1999, 23% higher than the previous year, as the two units in phase II had their first full year of operation. Feasibility study and planning for phase III are in progress.

The Xinli coal-fired power station is located in Zhengzhou, Henan province. The station has a design capacity of 1,200 MW.

千七百萬元。有關減少主要是由於一九九九年服務費整體大幅下調所致。然而，該公司之流動電話及互聯網服務業務均有持續增長，流動電話用戶增加58%，而互聯網用戶亦有雙倍增長。澳門電訊將會於二〇〇〇年上半年推出寬頻互聯網服務。

發電

盈利貢獻

利港燃煤發電廠位於中國江蘇省、鄰近無錫市。該廠之總設計發電容量超過300萬千瓦。於一九九九年之總發電量為61.13億千瓦小時，較去年增加23%，此乃由於第二期的兩台機組乃首個整年度全面投入運作。第三期之可行性研究及計劃現正進行中。

河南省鄭州新力燃煤發電廠之設計發電容量為120萬千瓦，目前的總裝機容量為60

Currently, total installed capacity is 600 mw consisting of phase I (2 x 200 mw) and phase II (1 x 200 mw). A total of 2,864 million Kwh of electricity was generated from the Xinli plant in 1999. The phase III development plan (2 x 300 mw) has been approved by the relevant government agencies and feasibility study is in progress.

Kaifeng power station, which is located also in Henan province, has a design capacity of 725 mw. The phase I (1 x 125 mw) station generated 540 million Kwh of electricity in 1999. Plan for the development of phase II (2 x 300 mw) is under preparation.

The construction of a 2 x 200 mw power station in Huhhot, Inner Mongolia commenced in the last quarter of 1999 and is scheduled to complete by the middle of 2002. CITIC Pacific has 35% equity interest in this project.

During 1999 CITIC Pacific acquired 49% equity interest in two thermal power plants, both located in Shandong province. Their principal business is heat generation for consumer and industrial usage, supplemented by electricity generation. Both of them are already in operation and thus contributing immediately to the Company's results. They also have potential for future expansion.

Power generation is an important part of CITIC Pacific's business and the Company remains committed to continue expanding its power generation capacity in China in the coming years.

In October 1999, CLP Holdings ("CLP") bought back 15% of its share capital from CITIC Pacific. After the transaction, CITIC Pacific still has a 6.3% of share interest in CLP and remains an important shareholder in that company.

In the 15-month period from 1 October 1998 to 31 December 1999, CLP's net profit reached HK\$8.33 billion including its share of HK\$520 million arising from the sales of phase 2 of Laguna Verde, the former power station site at Hok Un.

萬千瓦，包括第一期(兩台各為20萬千瓦之發電機組)及第二期(一台20萬千瓦之發電機組)。新力發電廠於一九九九年之總發電量為28.64億千瓦小時。第三期(兩台各為30萬千瓦之發電機組)之發展建議書已獲有關政府機構批准。現正進行可行性研究。

同樣位於河南省之開封電廠之設計發電容量為72.5萬千瓦。第一期(一台12.5萬千瓦之發電機組)於一九九九年之發電量為5.4億千瓦小時。發展第二期(兩台各為30萬千瓦之發電機組)之計劃現正籌備中。

於內蒙古呼和浩特市興建兩台20萬千瓦之發電機組已於一九九九年最後一季動工，預計將於二〇〇二年中完工。中信泰富持有該項目35%之權益。

於一九九九年，中信泰富收購了兩台同樣位於山東省之熱電廠49%權益，這些電廠以供熱予用戶及作工業用途為主，發電為副。由於兩台電廠經已投產，故能即時為本公司業績帶來貢獻，並具備未來發展之潛力。

發電業務佔中信泰富業務相當重要之位置，而本公司會一如既往，於未來繼續致力擴大在中國之發電裝機容量。

中電控股(「中電」)於一九九九年十月向中信泰富購回15%股本。於該項交易後，中信泰富仍然持有中電6.3%股權，並繼續為該公司之主要股東。

於一九九八年十月一日至一九九九年十二月三十一日止之十五個月內，中電錄得淨溢利達港幣八十三億三千萬元，其中包括因出售位於鶴園電力站舊址之海逸豪園第二期所帶來之港幣五億二千萬元收益。

CIVIL FACILITIES

	<i>Location</i>	<i>地點</i>	<i>Ownership</i> <i>擁有權</i>
Yang Pu bridge	Shanghai	上海	45%
Nan Pu bridge	Shanghai	上海	45%
Xu Pu bridge	Shanghai	上海	45%
Da Pu Lu tunnel	Shanghai	上海	45%
Yanan East Road tunnel	Shanghai	上海	50%
Hu Jia toll road	Shanghai	上海	45%
Chongqing Chang Jiang LIT bridge	Chongqing	重慶	50%
Western Harbour Crossing	Hong Kong	香港	35%
Eastern Harbour Crossing	Hong Kong	香港	
- road (Note)			64%
- rail			50%

Note: In early 2000, CITIC Pacific acquired a 5.36% additional interest in Eastern Harbour Crossing road tunnel.

基礎設施

楊浦大橋
南浦大橋
徐浦大橋
打浦路隧道
延安東路隧道
滬嘉高速公路
重慶長江李家沱大橋
西區海底隧道
東區海底隧道
- 公路 (附註)
- 鐵路

附註：二〇〇〇年初，中信泰富已增持東區海底隧道公路部份5.36%權益。

Contribution to earnings

<i>Year</i> <i>年度</i>	<i>HK\$ million</i> <i>港幣百萬元</i>	<i>Proportion of total earnings</i> <i>佔總盈利比例</i>
1999	1,234	29%
1998	1,318	32%

盈利貢獻

一九九九年
一九九八年

CITIC Pacific has an interest in all the cross Huangpu River facilities which consist of two tunnels and three bridges connecting Pu Dong, the government designated Special Economic Development Area, and Pu Xi, the old part of the city in Shanghai. In 1999, average daily traffic throughput of these facilities was 197,177 vehicles compared to 178,328 vehicles in 1998, an increase of 10.6%. The continued expansion of the road network on both sides of the Huangpu River and the opening of the new international airport in Pu Dong in late 1999 contributed to the increase in cross river traffic.

中信泰富現時擁有所有橫跨黃浦江連接浦東(政府指定之經濟開發特區)與浦西(上海市舊區)之設施，包括兩條隧道及三座橋樑之權益。該等設施於一九九九年之平均每日交通流量為十九萬七千一百七十七架次，較一九九八年之十七萬八千三百二十八架次，增長10.6%。於黃浦江兩岸之公路網不斷擴大，及浦東新國際機場於一九九九年底啟用，均帶來橫跨黃浦江之交通流量之增長。

CITIC Pacific also has a 45% interest in a joint venture company owning a 20-year franchise to operate the 21km Hu Jia toll road linking Shanghai and the municipality of Jia Ding. Daily average traffic throughput for the year ended 31 December 1999 increased by 43% compared to the previous year.

CITIC Pacific has a 50% interest in a 20-year franchise to operate the Chongqing Chang Jiang LRT Bridge (“Chang Jiang” means “Long River” or known as “Yangtze River”). This bridge is composed of a 10.2km, dual two-lane main bridge and approaching roads which includes 5 bridges, 4 interchanges and 2 tunnels. The bridge links the Sichuan Chengyu Expressway in the north and Sichuan-Guizhou Highway in the south. For the year ended 31 December 1999, average daily traffic throughput increased by 16.8% compared to 1998.

In early 1999, CITIC Pacific sold its interest in the water plants in Nanjing and Wuxi as well as the toll road in Wuxi to our partners of these projects.

CITIC Pacific’s strategy of investment in civil facilities in the Mainland has been to focus on completed facilities or projects which are near completion, thus minimising construction risks and realising return and cash flow immediately or within a short period of time. The Company has concentrated its investments in and around large cities such as Shanghai and Chongqing. In selecting projects for investment, sound economic fundamentals are essential so that stable income and reliable cash flow can be ensured during the life of the franchise. Over the long term, however, investing in greenfield projects may be feasible as skills in the development of large civil projects continue to improve in the Mainland China.

CITIC Pacific is one of the major shareholders (35%) in a consortium to Build-Operate-Transfer (“BOT”) the Western Harbour Crossing (“WHC”) for which it has a 30-year franchise. This US\$1 billion project is the only private investment project amongst ten core projects of the Hong Kong’s new airport. WHC is also a key section of the Route 3 highway which links Hong Kong and Mainland China.

中信泰富亦擁有一間合營公司45%之權益，該公司擁有全長二十一公里連接上海與嘉定市之滬嘉高速公路之二十年專營權。截至一九九九年十二月三十一日止年度，每日平均交通流量較去年增長43%。

中信泰富擁有重慶長江李家沱大橋二十年專營權之50%權益(「長江」又名「揚子江」)。該橋全長10.2公里，由雙線雙程行車之主幹橋以及相連之五座橋、四個交匯處和兩條隧道組成。該橋北連四川成渝高速公路，南接川黔公路。截至一九九九年十二月三十一日止年度，每日平均交通流量較一九九八年增長16.8%。

於一九九九年初，中信泰富出售了在南京及無錫之自來水廠，以及在無錫之公路之權益予此等項目之合作夥伴。

中信泰富於中國大陸基礎設施之投資策略是著重於已完成或接近完成之設施項目，因此，本公司能夠減少建築期風險並能即時或於短期內取得投資回報及現金流量。本公司投資集中於上海、重慶等大城市及其鄰近地區。在選擇投資項目時，本公司會著重健全之經濟狀況，以便確保於專營期內取得穩定收入及可靠之現金流量。然而，隨著中國大陸發展大型土木工程之技術日趨成熟，長遠而言，投資於新開發之項目亦屬可行。

中信泰富為一個擁有興建、經營及轉回西區海底隧道(「西隧」)三十年專營權之財團之主要投資者，持有35%權益。這個耗資十億美元的項目是香港新機場十項核心工程中唯一一個私人投資項目，西隧亦同時為連接香港及中國大陸的三號幹線之重

Traffic flow continues to grow steadily, and at the end of 1999, daily traffic throughput has exceeded 43,000 vehicles. In September 1999, tolls for private cars and motorcycles at the Central Cross Harbour Tunnel were increased narrowing the toll difference from the whc. However, traffic volume at whc is still much below the original projections, and any significant improvement must await further narrowing of the toll difference comparing to other cross harbour tunnels, and resolving the congestion in the road network leading to the whc.

In August 1999, a company controlled by the whc shareholders won a two-year contract to manage the Central Cross Harbour Tunnel on behalf of the HKSAR Government.

CITIC Pacific increased its controlling shareholding interest in the Eastern Harbour Crossing (“EHC”) road tunnel in January 2000 from 64% to 69%. This tunnel has a design capacity of 80,000 vehicles per day, and in 1999, its daily traffic throughput was around 69,000 cars. With the direct link to the tunnel from the proposed Western Coast Road and Route T2 being planned by Government, and the anticipated increase in traffic from the development projects in south-east Kowloon and the Tseung Kwan O area, it is expected that strong earnings and stable cash flows will continue to be generated from EHC. In 1999, CITIC Pacific also increased its shareholding in the EHC rail tunnel from 10% to 50%, making the Company the largest owner and operator of cross harbour facilities in Hong Kong.

ENVIRONMENT

	Location	地點	Ownership	擁有權
South East N T Landfill ("Green Valley Landfill")	Hong Kong	香港	30%	新界東南部之堆填區(「翠谷工程」)
Chemical Waste Treatment Plant ("Enviropace")	Hong Kong	香港	20%	化學廢料處理中心(「衡和」)
West Kowloon Transfer Station	Hong Kong	香港	30%	西九龍廢物轉運站
North Lantau Transfer Station	Hong Kong	香港	50%	北大嶼山之廢物轉運站

要組成部份。交通流量繼續有穩定增長，至一九九九年底，每日交通流量已超過四萬三千架次。於一九九九年九月，中區海底隧道之私家車及電單車之收費提高，收窄與西隧收費之差距。然而，西隧之交通流量仍達不到預期數字，須待與其他過海隧道之收費差距收窄，以及連接西隧道路網之交通擠塞情況舒緩，方會有顯著改善。

於一九九九年八月，由西隧股東控制之一間公司取得了兩年合約，代表香港特別行政區政府管理中區海底隧道。

中信泰富於二〇〇〇年一月增加所持64%東區海底隧道(「東隧」)公路部份控制性之股權至69%。該隧道之設計交通流量為每日八萬架次，而於一九九九年之每日平均交通流量約為六萬九千架次。預期配合政府計劃將該隧道與建議中的西岸公路及二號幹線連接，以及東、南九龍及將軍澳各項發展項目帶來之交通量增長，東隧將繼續提供豐厚之盈利及穩定之現金流量。於一九九九年，中信泰富亦將其所持東隧鐵路部份之股權由10%增至50%，使本公司成為擁有及經營全港過海設施最大之公司。

環境保護

Contribution to earnings

<i>Year</i>	<i>HK\$ million</i>	<i>Proportion of total earnings</i>
<i>年度</i>	<i>港幣百萬元</i>	<i>佔總盈利比例</i>

1999	58	1%
1998	64	1%

盈利貢獻

一九九九年
一九九八年

The Green Valley Landfill at Junk Bay, in the South East New Territories of Hong Kong, is a landfill of 100 hectares. In 1999, over 3 million tonnes of waste was processed, an average of 8,359 tonnes per day and 7% higher than last year.

Enviropace, located on Tsing Yi Island, is the only chemical waste treatment plant in Hong Kong. More than 62,000 tonnes of waste was treated, and over 15,000 tonnes of treated and reusable material was sold in 1999.

The West Kowloon Transfer Station has a design capacity of 2,500 tonnes per day. More than 560,000 tonnes of waste was processed in 1999, an increase of 6% compared to 1998.

CITIC Pacific also has a 50% interest in a 17-year contract to build and operate a waste transfer station in North Lantau, with a capacity of 1,200 tonnes per day, serving the Chek Lap Kok Airport, Discovery Bay and nearby areas. Operations commenced in late 1998 and more than 33,000 tonnes of waste was processed during 1999.

All these environmental projects are in partnership with Waste Management, Inc., one of the world's leading companies in the environmental protection business, who contributes technical expertise while CITIC Pacific contributes local knowledge about infrastructure and construction.

翠谷工程位於香港新界東南部之將軍澳佔地一百公頃之堆填區。於一九九九年，該工程共處理了逾三百萬公噸廢料，即每日平均為八千三百五十九公噸，較去年高出7%。

衡和位於青衣島，是香港唯一的化學廢料處理中心。於一九九九年，該中心處理逾六萬二千公噸之廢料，出售了逾一萬五千公噸經處理可再用之廢料。

西九龍廢物轉運站之每日設計容量為二千五百公噸，該站於一九九九年處理逾五十六萬公噸廢料，較一九九八年增加6%。

中信泰富亦擁有一項為期十七年之合約50%權益，於北大嶼山興建及經營每日容量可達一千二百公噸之廢物轉運站以應付赤鱗角新機場、愉景灣及鄰近地區之需求。該站已於一九九八年底開始運作，於一九九九年處理廢料逾三萬三千公噸。

上述各項環境保護項目皆與一間世界著名之環境保護業務公司Waste Management, Inc.合夥經營，該公司提供專業科技知識，而中信泰富提供本地之基本建設及建築工程經驗。

AVIATION

航空

	<i>Location</i>	<i>地點</i>	<i>Ownership</i> 擁有權	
Cathay Pacific	Hong Kong	香港	25.4%	國泰航空
Dragonair	Hong Kong	香港	28.5%	港龍航空
HK Air Cargo Terminals	Hong Kong	香港	10%	香港空運貨站

Contribution to earnings

盈利貢獻

<i>Year</i> 年度	<i>HK\$ million</i> 港幣百萬元	<i>Proportion of total earnings</i> 佔總盈利比例	
1999	659	16%	一九九九年
1998	(11)	-	一九九八年

Based in Hong Kong, Cathay Pacific is an international passenger and freight carrier serving major cities in Europe, the Middle East, North America, South Africa and major destinations in Asia. CITIC Pacific has 25.4% equity interest in Cathay Pacific and is the second largest shareholder of the company.

Cathay Pacific's performance had a dramatic turn around in 1999, especially in the second half, reflecting the recovery of economies in the region and the increase in demand for travel. The company reported attributable profit for the year ended 31 December 1999 of HK\$2.2 billion compared with a loss of HK\$542 million in the previous year. Turnover reached HK\$28.7 billion which was 7.9% higher than in 1998. The number of passengers carried increased to 10.5 million while cargo and mail turnover increased by 23.2% from 1998.

To meet the expected growth in demand as market conditions continue to improve, Cathay Pacific will expand its fleet by buying three new A330s and leasing four new A340s. The company will also purchase two new Boeing 747-400 freighter aircraft which will substantially increase its cargo capacity. Cathay Pacific now has one of the most modern fleets in the world and the average age of its passenger fleet is 4.5 years.

以香港為基地之國泰航空為一間國際客運及貨運航空公司，航線遍及歐洲、中東、北美洲、南非及亞洲等地之主要城市。中信泰富持有國泰航空25.4%之股權，為該公司之第二大股東。

國泰航空於一九九九年，尤其是下半年度，業績顯著改善轉虧為盈，反映亞洲經濟復甦，乘座需求增加。該公司於截至一九九九年十二月三十一日止年度錄得應佔溢利港幣二十二億元，相較去年則為虧損港幣五億四千二百萬元；營業額達港幣二百八十七億元，較一九九八年上升7.9%。與一九九八年相比，載客人數增加至一千零五十萬，而貨運及郵遞營業額則上升23.2%。

由於預期航空市場仍將持續改善，國泰航空將購入三架新A330型客機及租用四架新A340型客機以擴大其機隊，迎接增長之需求。該公司亦將會購入兩架波音747-400貨機，從而大大提升其載貨量。國泰航空目前擁有世界最先進之機隊之一，客機之平均年齡為4.5年。

Dragonair is a major regional airline in which CITIC Pacific, its second largest shareholder, has 28.5% equity interest. Dragonair provides service to 17 cities in China and remains the airline of choice for passengers travelling to and from Mainland China. Dragonair also operates scheduled and charter services to 9 cities in North and South East Asia. The airline has one of the youngest fleets of aircraft of the world's airlines comprising 5 Airbus 320s, 2 Airbus 321s and 5 Airbus 330s aircraft. The airline also has firm orders for delivery of one A320 and one A321 in 2000, and two A330s in 2001. For the year 2002 and beyond, 7 more A320s have been ordered.

Dragonair carried 2.3 million passengers in 1999, 13.3% more than last year. However, due to keen market competition, passenger yield was 8.7% less than 1998. Cargo operation reported excellent growth. The airline uplifted 65,900 tonnes of cargo in 1999, 51% increase over 1998. Overall, the company achieved a similar profit to previous year. Taking into consideration the extremely difficult market conditions in the first half of 1999, the airline's achievement is remarkable.

As Hong Kong's market conditions continue to improve and China's economy continues to expand, demand for air services between Hong Kong and China is expected to grow. Dragonair's management remains very optimistic about the future of the airline.

The new Air Services Agreement signed recently between the Central Government of China and HKSAR Government will have a positive impact on Dragonair's business development in the future, as Dragonair will be able to expand its route network further and increase the frequency of flights to and from the Mainland.

Dragonair House, the airline's own headquarters building at Chek Lap Kok, will be completed by mid 2000.

HACTL, in which CITIC Pacific has 10% interest, operates a new terminal named "Super Terminal 1" at the new Hong Kong

港龍航空為一間主要之地區性航空公司，而中信泰富為其第二大股東，擁有28.5%股權。港龍航空之航線遍及中國十七個城市，為旅客往來中國大陸之首選航空公司。港龍航空亦提供來往北亞及東南亞九個城市之定期及包機服務。港龍航空擁有全球最年青機隊之一，擁有五架320型空中巴士、兩架321型空中巴士及五架330型空中巴士。港龍航空亦已訂下定單，將於二〇〇〇年購入A320型及A321型客機各一架，於二〇〇一年購入兩架A330型客機；而於二〇〇二年及往後年度則再訂購七架A320型客機。

一九九九年，選乘港龍航空之旅客人數為二百三十萬，較去年增加13.3%。然而，由於市場競爭激烈，故客運收益較一九九八年減少8.7%。貨運業務錄得理想增長。港龍航空於一九九九年之貨運量達六萬五千九百公噸，較一九九八年增加51%。整體而言，該公司之盈利與去年相若，但若考慮其在一九九九年上半年之嚴峻的經營環境，港龍航空之表現乃相當出色。

由於香港市道持續改善，而且中國經濟將繼續增長，預期往來香港及中國之航空服務需求會有所增長。港龍航空管理層對公司之未來仍然十分樂觀。

中國中央政府與香港特別行政區政府新近簽定的新民航協議將對港龍航空之業務發展帶來正面影響。該協議允許港龍航空進一步擴大其往來中國大陸的航線及航班數目。

港龍航空設於赤鱗角的公司總部「Dragonair House」將於二〇〇〇年中落成。

中信泰富擁有10%權益之香港空運貨站於赤鱗角香港新機場經營「超級一號貨站」。該

airport at Chek Lap Kok. It consists of an air-cargo handling facility with a capacity of 2.4 million tonnes per year, plus a 200,000 tonnes per year express freight centre. During 1999, a total of 1.6 million tonnes of cargo was handled, an increase of 8% compared with 1998.

Trading and Distribution

	Location	地點	Ownership 擁有權	
Dah Chong Hong	Hong Kong	香港	100%	大昌行

Contribution to earnings

Year 年度	HK\$ million 港幣百萬元	Proportion of total earnings 佔總盈利比例	
1999	230	5%	一九九九年
1998	330	8%	一九九八年

Dah Chong Hong Holdings Limited (“DCH”), a 100% owned subsidiary of CITIC Pacific, is a major Hong Kong based trading company with substantial operations in Hong Kong and Mainland China, and business in Japan, Canada and Singapore.

DCH is one of the largest motor distributors in Hong Kong. Its motor business includes the distribution of motor vehicles, the provision of after-sale service and the sale of accessories and parts. It markets a diversified range of passenger vehicles and commercial vehicles in Hong Kong, Mainland China and Macau, representing Acura, Audi, DAF, Honda, ISUZU, IVECO, MAN, Nissan, Nissan Diesel PACCAR and Volkswagen. In addition, DCH operates 3 purpose-built motor service centres in Hong Kong. The total gross floor area of these service centres approximate 1,300,000 sq.ft.

貨站包括每年可處理二百四十萬公噸空運貨物之設施，以及二十萬公噸貨物之快運中心。於一九九九年，超級一號貨站處理合共一百六十萬公噸貨物，較一九九八年增加8%。

貿易及分銷

盈利貢獻

大昌貿易行集團有限公司（「大昌行」）為中信泰富全資擁有，以香港為基地，乃本港之大型貿易公司；其主要業務在香港及中國大陸，並遍及日本、加拿大及新加坡。

大昌行為香港最大汽車分銷商之一，其汽車業務包括汽車分銷、售後服務及銷售零件及配件。大昌行在香港、中國大陸及澳門經銷多種系列之客車及商用汽車，包括極品、雅迪、大富、本田、五十鈴、依維柯、猛獅、日產、大實力PACCAR及福士。此外，大昌行在香港經營三間汽車服務中心。該等服務中心之樓面總面積約為一百三十萬平方呎。

Over the last several years, DCH has established joint venture companies for vehicle sales, vehicle maintenance and spare parts supply facilities in over ten major cities throughout Mainland China. DCH also signed a number of distributorship and agency agreements for a wide range of branded automobiles in Mainland China, including locally produced vehicles such as Qingling and Isuzu Beijing light bus. As economic development continues to advance rapidly in China, car distribution and related business poses good growth potential.

DCH's trading division imports, exports and re-exports a large number of items including rice and cereals, edible oils, Chinese foodstuffs, meat and produce, cosmetics, building materials, home electrical appliances and audio-visual equipment.

DCH supplies food to retailers, wholesalers and the catering industry in Hong Kong and Mainland China. DCH also operates a chain of DCH Food Marts in Hong Kong and is developing barbecue chain restaurants as well as rainforest theme restaurants in China.

DCH's operating environment was very difficult for most of 1999. Consumer spending was very weak and the vehicle market in Hong Kong contracted year-on-year by as much as 30% at mid 1999, although the decline had improved to 16% by the end of the year. Profit margins were generally lower due to keen competition, and stronger Yen which was unfavourable for DCH as most of the vehicles were imported from Japan.

The Mainland China vehicle market was also weak but progress continues to be made in the sale of domestically manufactured vehicles.

Food trading, engineering business and electrical appliances sales were all adversely affected by the weak consumer market in Hong Kong and Mainland China. However, cosmetics sales were satisfactory. DCH's joint venture with Shiseido achieved a good result under difficult market conditions.

In 1999, DCH continued its drive to expand its businesses in Mainland China. DCH's barbecue chain restaurant has established its

過去數年，大昌行已在中國大陸十多個大城市設立了合營汽車公司，作為汽車銷售、汽車保養維修及零件供應中心。大昌行亦已簽訂多項於中國大陸經銷及代理各種品牌汽車之合約，包括當地生產之汽車，例如慶鈴及五十鈴北京輕型巴士。鑑於中國經濟將繼續迅速發展，汽車銷售及相關業務定擁有良好之發展潛力。

大昌行之貿易部門經營進口、出口及轉口業務，貨品種類繁多，包括大米穀類、食油、中國食品、肉類及農產品、化粧品、建築材料、家庭電器及視聽器材等。

大昌行為香港及中國大陸之零售商、批發商及飲食行業供應各類食品，大昌行亦在香港經營連鎖式大昌食品市場，同時亦在中國發展燒味連鎖店及「雨林」餐館。

大昌行於一九九九年大部份時間均處於艱難之經營環境，消費力疲弱，於一九九九年中期，香港汽車市場較去年萎縮30%，儘管於年底下降率已改善至16%。鑑於市場競爭劇烈，導致整體邊際溢利下跌，而大昌行主要從日本進口汽車，日元強勢對公司業務亦構成不利影響。

雖然中國大陸之汽車市場亦疲軟，但當地生產之汽車銷售業務繼續獲得進展。

食品貿易、工程承包及電器銷售業務因香港及中國大陸之消費市場疲弱而受到不利影響。然而，化粧品銷售則令人滿意。大昌行與資生堂合作成立之合營公司，於逆境下仍錄得理想業績。

大昌行於一九九九年繼續擴展於中國大陸之業務。大昌行之燒味連鎖店已為人熟識，並會進一步於上海開設分店，以配合公

reputation, and DCH will continue to expand this chain restaurant in Shanghai as part of the long-term strategy to develop a nation-wide cooked food distribution network in China. Production and sales at DCH Jiangnanfeng (chicken) and DCH Jinshan (pig) continue to increase. These ventures will provide synergy to DCH's existing food trading and distribution capabilities. DCH sees great business potentials for domestic food market in and around Shanghai.

As the general economic condition continues to improve, it should flow through to DCH's results in the year 2000. In March 2000, DCH acquired 100% equity interest in Swire Loxley, a substantial distributor of pharmaceuticals, health products and medical equipment in Hong Kong, Macau and the Mainland. The company has been renamed "DCH Healthcare Products Limited".

Property

	Type	類別	Location	地點	Ownership	擁有權
CITIC Tower	Office	寫字樓	Central	中環	40%	中信大廈
Festival Walk	Office	寫字樓	Tat Chee Avenue	達之路	50%	又一城
DCH Commercial Centre	Office	寫字樓	Quarry Bay	鰂魚涌	100%	大昌行商業中心
Discovery Bay	Residential Township	住宅區	Lantau Island	大嶼山	50%	愉景灣
Tierra Verde	Residential	住宅	Tsing Yi MTR	青衣地鐵站上蓋	20%	盈翠半島
Not Named Yet	Residential	住宅	Canton Road	廣東道	15%	暫未命名
Investment properties	Various	多類	Various	多個	100%	投資物業

Note : Except for properties in Japan and Singapore that DCH owns mainly for operational purposes, the properties are in Hong Kong.

附註：除大昌行於日本及新加坡所擁有主要供經營用途之物業外，所有物業均在香港。

Contribution to earnings

Year	HK\$ million	Proportion of total earnings
年度	港幣百萬元	佔總盈利比例
1999	740	18%
1998	270	6%

司在中國建立一個全國性連鎖熟食店之策略。大昌江南鳳(雞)及大昌金山(豬)之產量及銷售額持續上升。該兩家合營公司可進一步加強大昌行現時之食品貿易及分銷能力。大昌行於上海及鄰近地區之食品市場業務發展，極具潛力。

隨着整體經濟環境持續改善，相信此情況可從大昌行二〇〇〇年度之業績反映出來。於二〇〇〇年三月，大昌行已收購太古洛士利之100%權益。該公司為一家於香港、澳門及中國內地頗具規模之醫藥、健康物品及醫療設備代理商，現已易名為「大昌行保健藥業有限公司」。

物業

盈利貢獻

Year	1999	1998
年度	1999	1998
1999	740	270
1998	18%	6%

CITIC Pacific has a property development team capable of managing large-scale residential and commercial development.

CITIC Pacific's headquarters - CITIC Tower - is a landmark on the Hong Kong waterfront. The building comprises 562,000 sq.ft. of offices, restaurants and retail shops, with a footbridge linking it to the Admiralty MTR station. The whole project was completed in just two years from the date when the land was acquired to the issue of occupation permit, and the skill of CITIC Pacific's property development team was demonstrated. The building is currently 93% occupied.

Discovery Bay is a well-planned residential development on a site of over 1,500 acres on the island of Lantau, Hong Kong. This development is strategically located with Lantau Island being one of the future growth areas in Hong Kong following the opening of the new Hong Kong airport. In 1999, the HKSAR Government announced its plan to develop a "Disney" theme park near Discovery Bay which will further stimulate development in that area. Significant infrastructure (reservoir, sewage system, roads etc.) at Discovery Bay has the capacity to support 25,000 residents.

The first units of "La Serene" (phase 9), consisting of 181 flats and a total floor areas of 183,000 sq.ft., were put on sale in March 2000 and were well received by the market. Sales of the 219 units of "Neo Horizon" (phase 10) will proceed later in the year. In 1999, the land premium was agreed for Master Plan 6 to build additional floor areas of over 2 million sq.ft. at Discovery Bay. Construction work has commenced with the target of making the first sale in 2001. The tunnel connecting Discovery Bay to the new airport road system has been completed and will be opened for traffic in April 2000 making Discovery Bay a more convenient and even more attractive place to live in. Completion of the tunnel will also facilitate water and electricity supply and waste disposal for the future development at Discovery Bay.

Discovery Bay Transportation Services Ltd., of which CITIC Pacific

中信泰富擁有一支能夠興建並管理大型住宅及商業發展的物業發展隊伍。

中信泰富之總部「中信大廈」是香港海濱的標誌，大廈包括寫字樓、酒樓及零售商店共五十六萬二千平方呎。該大廈與金鐘地鐵站有行人天橋相連。整項計劃於投得土地後至取得入伙紙僅兩年便落成，充份顯示中信泰富物業發展隊伍之能力。該大廈目前出租率已達93%。

位於香港大嶼山的愉景灣乃是一個超過一千五百英畝面積，計劃完善的住宅區發展項目。此發展項目之地理位置十分優越，香港新機場落成後，大嶼山將會成為香港未來發展地區之一。於一九九九年，香港特別行政區政府宣佈了於鄰近愉景灣興建「迪士尼」樂園的計劃，將會進一步刺激該地區的發展。愉景灣現有的主要基礎設施(水塘、污水系統及道路等)可應付二萬五千名居民的基本需求。

該發展項目第九期 - 「海藍居」第一期乃由一百八十一個單位組成，總樓面面積為十八萬三千平方呎，於二〇〇〇年三月發售，市場反應良好，而第十期 - 「時峰」的二百一十九個單位將於年內稍後推出銷售。有關愉景灣「第六整體發展規劃」興建額外逾二百萬平方呎樓面面積之補地價事宜已於一九九九年落實，並已開始動工，以達到於二〇〇一年推出第一批銷售的目標。連接愉景灣至新機場道路系統的隧道工程經已完成，將於二〇〇〇年四月啟用，使愉景灣成為交通便利更具吸引力的住宅區。隧道落成後亦有助日後愉景灣

has 50% interest, was awarded a franchise for the Central/Tsimshatsui East inner harbour ferry services. Operation commenced on 1 April 1999.

CITIC Pacific is an equal partner with the Swire Group in the development of a 1.2 million sq.ft. shopping and office complex named "Festival Walk". The site of the complex is favourably positioned at the intersection of the Kowloon Canton Railway and Mass Transit Railway Stations in Tat Chee Avenue, Kowloon. The shopping mall has been a great success attracting very large crowds since opening. Both retail and office space at Festival walk is now fully occupied.

Following the completion of a 600,000 sq.ft. motor service centre at Ap Lei Chau which replaced the Quarry Bay Motor Service Centre, a high quality 389,000 sq.ft. office block named DCN Commercial Centre was built at the old site and almost 100% of its lettable floor area has been leased.

CITIC Pacific has 20% interest in a consortium led by the Cheung Kong Group which has development rights above the Tsing Yi MTR station on the line to the new airport. The sale in 1998 of Tierra Verde of over 3,000 residential units was a great success. Profit for the sales of this development was recorded in 1999 following the receipt of the occupation permit.

CITIC Pacific is part of a consortium led by the Cheung Kong Group which acquired a land site at Canton Road in Kowloon for residential / commercial development. The project is expected to be completed in 2002.

Preparation work continues for other residential development projects and in particular the potential development at Hung Shui Kiu in New Territories (planned GFA of 537,000 sq.ft.) and Tung Chau Street in West Kowloon (planned GFA of 300,000 sq.ft.). As the sites are re-development from agricultural land and old godown respectively, land cost is minimal. These potential projects, together with the development at Discovery Bay, will provide CITIC Pacific with an ample landbank in the coming years.

之水電供應及污水處理之發展。

中信泰富擁有50%權益之愉景灣航運服務有限公司取得了來往中環/尖東之小輪服務專營權，已於一九九九年四月一日起投入服務。

中信泰富與太古集團以各佔半數權益之方式合作發展了樓面面積達一百二十萬平方呎名為「又一城」之購物及寫字樓綜合商場。該商場位於九龍達之路九廣鐵路及地下鐵路車站之交匯處，地理位置極為優越。該購物商場自啟用以來人流不絕。目前，「又一城」之商場及寫字樓單位已全部租出。

於佔地六十萬平方呎之鴨脷洲汽車服務中心落成並取代鰂魚涌汽車服務中心後，其舊址已興建了一幢面積達三十八萬九千平方呎之高級寫字樓大廈，取名為「大昌行商業中心」，該中心已租出接近100%之可供出租總面積。

以長江集團為首而中信泰富持有20%權益之財團擁有新機場沿線之青衣地鐵站上蓋之發展權益。於一九九八年成功售出盈翠半島逾三千個住宅單位。有關出售該發展項目之溢利於入伙紙發出後已於一九九九年入賬。

中信泰富參與了一項由長江集團為首之財團，收購一幅位於九龍廣東道之住宅 / 商業用地。該項目預計於二〇〇二年竣工。

其他住宅項目之籌備工作亦正在進行中。其中特別是新界洪水橋(預計建築面積為五十三萬七千平方呎)及西九龍通州街(預計建築面積為三十萬平方呎)擬發展項目，因兩幅土地乃分別由農地及舊貨倉改建，故地價較低。此等項目連同愉景灣之發展項目將為中信泰富於未來年度提供充裕的土地儲備。

Industrial Manufacturing

工業製造

	Location	地點	Ownership	擁有權
Jiangyin Xing Cheng Steel Works	Wuxi	無錫	55%	江陰興澄鋼鐵
Jiangyin Xingcheng Special Steel Works	Wuxi	無錫	55%	江陰興澄特種鋼鐵
Wuxi Huada Motors	Wuxi	無錫	55%	無錫華達電機
Wuxi Tong Ling Cable (Note)	Wuxi	無錫	34%	無錫通菱電纜 (附註)

Note : Wuxi is a major industrial city in Jiangsu province, PRC.
In January 2000, CITIC Pacific sold 16.3% equity interest in Wuxi Tong Ling Cable to a partner in this project.

附註：無錫乃中國江蘇省之主要工業城市。二〇〇〇年一月，中信泰富出售所持無錫通菱電纜16.3%權益予該項目之合作夥伴。

Contribution to earnings

盈利貢獻

Year	HK\$ million	Proportion of total earnings	
年度	港幣百萬元	佔總盈利比例	
1999	22	1%	一九九九年
1998	23	1%	一九九八年

Jiangyin Xing Cheng Steel Works produces many grades of carbon and alloy steel. Under a very challenging market situation for the steel industry in China due to weak demand and keen competition, the company reported a pre-tax net profit of RMB60 million for the year ended 31 December 1999.

Jiangyin Xingcheng Special Steel Works is a new 600,000 tonnes per year steel mill which commenced production in 1998. In 1999, total sales reached RMB437 million and break-even profit was achieved. This new steel mill is equipped with the most modern production facilities from Germany, and is one of the most efficient special steel plant in China. A Technology Transfer Contract with Voest-Alpine Industrial Services of Austria, a well-known leading steel producer, was signed in late 1999. The contract is expected to further improve technical standard of the workers at the plant enabling it to develop higher end special steel products.

江陰興澄鋼鐵公司生產各級碳鋼及合金鋼。鑑於需求減少及競爭激烈，中國鋼鐵業的市場環境嚴峻，而該公司截至一九九九年十二月三十一日止年度取得除稅前淨溢利人民幣六千萬元。

江陰興澄特種鋼鐵公司為年產量可達六十萬公噸之新鋼廠，於一九九八年開始投產。於一九九九年，該新鋼廠之總銷售額達人民幣四億三千七百萬元，達至收支平衡。新鋼廠配備從德國進口之最先進生產設備技術，為全中國最高效率的特種鋼廠之一。一九九九年底，新鋼廠與奧地利主要鋼鐵生產商Voest-Alpine Industrial Services簽訂技術轉讓合約。該合約預期可進一步提高廠內工人之技術水平，使能生產更高質量之特種鋼材產品。

Wuxi Huada Motors Company produces small to medium range electrical motors for industrial and agricultural applications. In 1999, Huada Motors expanded the sales of its products to the European market and generated a reasonable profit.

Wuxi Tong Ling Cable produces both copper and optical cables for the video broadcast and telecommunications industries. Pirelli Cable, an Italian industrial group with extensive experience in cable manufacturing, is a partner in this company. In January 2000, CITIC Pacific sold a 16.3% of its equity interest in Wuxi Tong Ling Cable to Pirelli Cable and remains as a 17.7% shareholder in the joint venture company. The plant reported a loss of RMB24 million for the year ended 31 December 1999 due to poor sales and decrease in profit margin as a result of competition.

無錫華達電機公司生產中小型電機用作工業及農業用途。於一九九九年，華達電機將產品銷售擴展至歐洲市場，並帶來合理利潤。

無錫通菱電纜為視像廣播業及電訊業製造所需之銅質及光纖電纜。意大利工業集團 Pirelli Cable 成為該公司之合作夥伴，其於製造電纜方面具豐富經驗。中信泰富於二〇〇〇年一月出售所持無錫通菱電纜 16.3%權益予 Pirelli Cable 後，仍然為持有該合營公司 17.7% 股權之股東。因競爭劇烈導致銷售疲弱及邊際溢利減少，該廠於截至一九九九年十二月三十一日止年度虧損人民幣二千四百萬元。

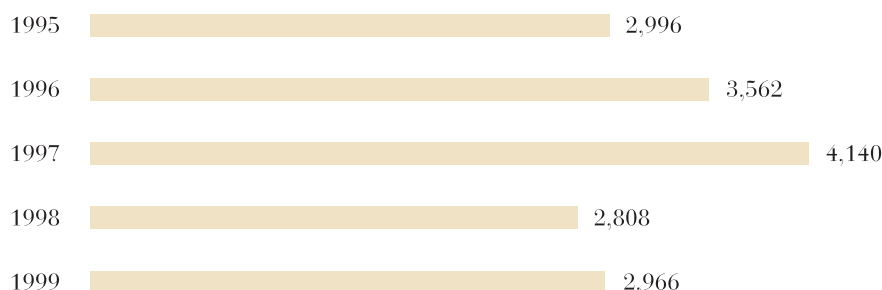
Review of 1999 Consolidated Financial Results

Attributable Profit

一九九九年綜合財政業績回顧

應佔溢利

HK\$million 港幣百萬元



The net profit attributable to shareholders in 1999 was HK\$2,966 million, an increase of 6% compared with HK\$2,808 million achieved in 1998.

一九九九年之股東應佔淨溢利為港幣二十九億六千六百萬元，較一九九八年錄得之港幣二十八億零八百萬元增加6%。

Contribution

This chart shows the contribution each business made to corporate interest and overhead expenses. The profit on the sale of Hong Kong Telecom and Dragonair in 1996 and 1997 are excluded for ease of year to year comparison.

溢利貢獻

下表顯示各項業務比對於公司利息及營運開支所帶來之溢利。一九九六年及一九九七年出售香港電訊及港龍航空之溢利並無計算在按年比較之列內。

		1995		1996		1997		1998		1999	
		HK\$'m	%	HK\$'m	%	HK\$'m	%	HK\$'m	%	HK\$'m	%
基礎設施	Civil Infrastructure	467	13	800	21	1,099	20	1,382	33	1,292	30
發電	Power Generation	186	5	186	5	1,166	22	1,870	45	1,199	29
物業	Property	734	21	602	16	1,587	30	270	6	740	18
航空	Aviation	707	20	1,054	28	702	13	(11)	0	659	16
貿易及分銷	Trading & Distribution	277	8	330	9	360	7	330	8	230	5
信息業	Communications	974	28	648	17	322	6	65	2	51	1
製造及其他	Manufacturing & Others	63	2	72	2	16	0	50	2	43	1
消費信用	Consumer Credit	78	3	89	2	84	2	167	4	0	0

Compared with the contribution in 1998:

- Civil infrastructure decreased mainly due to the disposal in the first half of 1999 of the Wuxi toll road and waterplants in Wuxi and Nanjing.
- Power generation decreased because of the disposal of a 15% shareholding in CLP in the second half of 1999, offset in part by a profit on the sale of a power station in Shanghai.
- Property increased its contribution due to the profit recognition of Phase 1 and Phase 2 of the Tierra Verde development and a full year of revenue from the Festival Walk shopping centre which opened in December 1998.
- Aviation increased due to much improved passenger and cargo loads at Cathay Pacific offset by a decrease in the contribution from HACTL.
- Trading and Distribution was adversely affected by a weak consumer market in both the motor and non-motor trading sectors.
- Communications decreased due to a reduction in IDD and mobile charges faced by Macau Telecom.

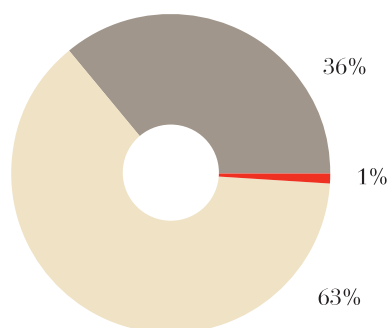
與一九九八年溢利貢獻比較:

- 基礎設施溢利貢獻減少主要是由於一九九九年上半年出售無錫公路，以及無錫及南京自來水廠所致。
- 由於於一九九九年下半年出售所持之中電15%股權以致發電業務溢利貢獻減少，惟部份已藉出售上海發電廠之溢利所抵銷。
- 因盈翠半島住宅項目第一期及第二期之溢利入賬，以及於一九九八年十二月啟用之「又一城」購物中心之全年收益，故物業業務之溢利貢獻增加。
- 雖然香港空運貨站溢利貢獻減少，但國泰航空的載客及載貨量均有相當改善，故航空業務之溢利貢獻有所增長。
- 貿易及分銷業務因汽車及非汽車貿易消費市場疲弱而受到不利影響。
- 信息業務之溢利貢獻減少乃由於澳門電訊之長途電話及流動電話收費下降。

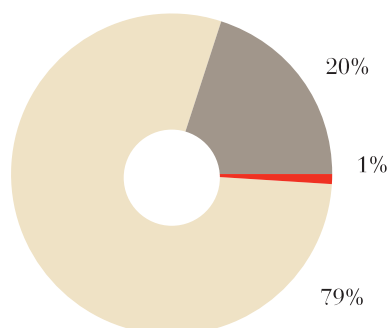
Geographical Distribution 地區分佈

as at 31 December 1999

一九九九年十二月三十一日結算



Attributable Profit % 應佔溢利



Assets at Book Value % 賬面資產值



Property Valuation

A property valuation of CITIC Pacific's investment properties was performed in 1999 by independent qualified valuers. There was a net surplus for the year of HK\$385 million mainly as a result of improvements in the valuation of retail and commercial properties offset by a reduction in the value of other properties.

Taxation

The level of tax has decreased owing to decrease in taxation charge for Dah Chong Hong and our disposal of a 15% shareholding in CLP during the year. About 76% of tax charged to the Profit and Loss Account was paid by associated companies compared to 74% in 1998. The increase is mainly due to a decrease in level of taxation charge and an increase in taxation charge for Tierra Verde and Cathay Pacific following its recovery from a loss position in 1998 which offset the decrease in taxation charge of CLP following our disposal.

Shareholders' Returns

CITIC Pacific's primary objective is to increase shareholder value for which it has used earnings per share as a proxy.

The Company expects its businesses to provide return on investment over their lives that will provide shareholders with an adequate return on equity.

物業估值

獨立認可估值師已於一九九九年就中信泰富之投資物業進行物業估值。雖然部份物業價值下跌，惟年內錄得估值盈餘淨額港幣三億八千五百萬元，主要是由於零售及商業物業估值改善所致。

稅項

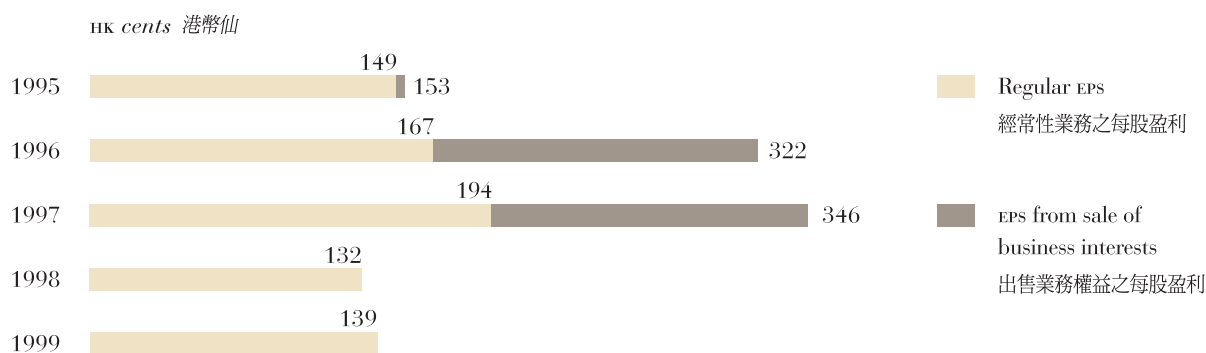
由於年內大昌行之稅項支出減少及出售所持之中電15%股權，故導致稅項下降。於損益賬中，約76%之稅項支出為所佔聯營公司，而一九九八年則為74%。此增幅主要是由於整體稅項支出相對下降、以及盈翠半島稅項支出上升及國泰航空由一九九八年虧損轉為盈利而導致稅項支出增加，但抵銷其中因出售中電後所減少之稅項支出。

股東回報

中信泰富之主要目標乃增加股東價值，並以每股盈利作為指引。本公司期望其業務於營運期間所提供之投資回報能為股東帶來足夠之股本報酬。

Earnings Per Share

Earnings per share were 139 HK cents in 1999, an increase of 6% compared to 1998. There was no change in the weighted average number of shares in both years.

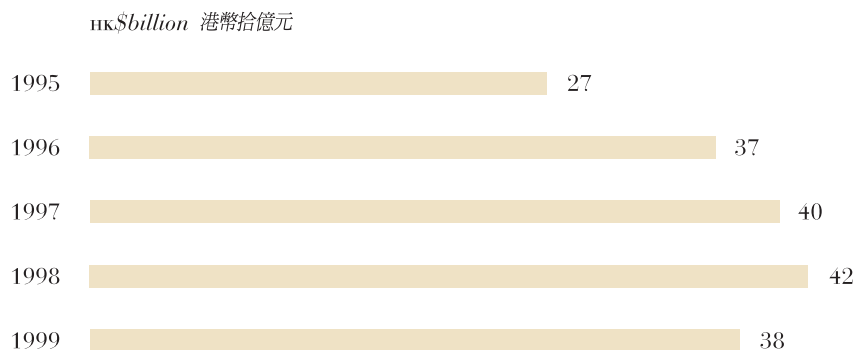


每股盈利

一九九九年之每股盈利為港幣139仙，較一九九八年增加6%，而兩個年度之加權平均股份數目並無變動。

Shareholders' Equity

Shareholders' equity was HK\$38 billion as at 31 December 1999, a decrease of 9% as compared to 1998. The change was mainly due to the payment of HK\$4.3 billion as a special dividend during the year.

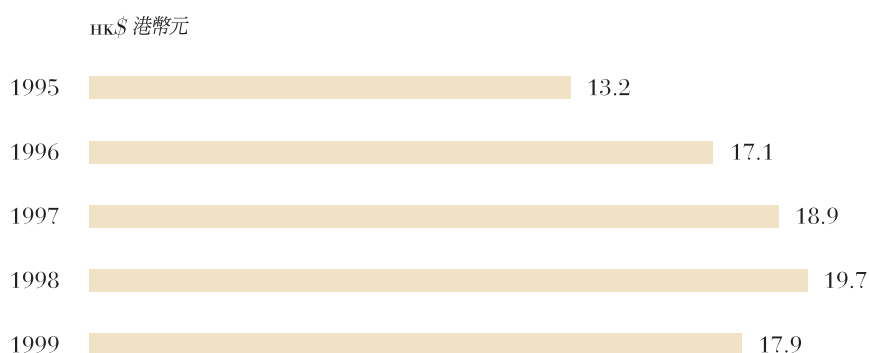


股東權益

於一九九九年十二月三十一日之股東權益為港幣三百八十億元，較一九九八年減少9%。有關變動主要是由於年內派發特別股息港幣四十三億元。

Shareholders' Equity Per Share

Shareholders' equity per share was HK\$17.9 as compared to HK\$19.7 in 1998. The decrease was mainly due to the payment of a special dividend of 200 HK cents per share during the year.

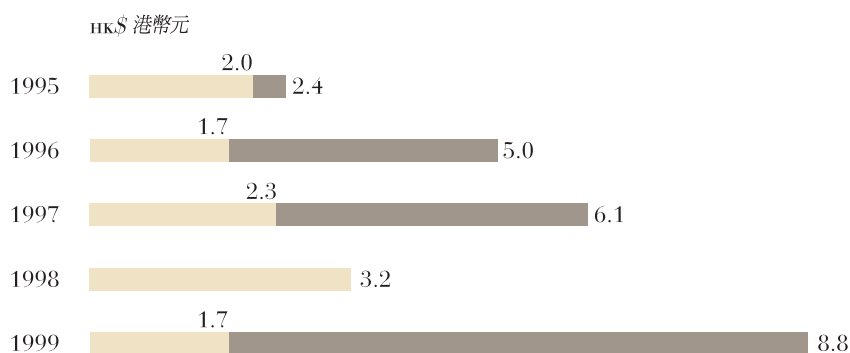


每股股東權益

每股股東權益為港幣17.9元，而一九九八年則為港幣19.7元。減少主要是由於年內派發特別股息每股港幣200仙所致。

Cash Flow Per Share

Cash flow per share was HK\$8.8 for 1999, an increase of 174% as compared to 1998. The increase was mainly due to cash received on the disposal of a 15% shareholding in CLP, and four infrastructure projects in the Mainland China.



每股現金流量

一九九九年每股現金流量為港幣8.8元，較一九九八年上升174%。有關增幅主要是來自出售所持之中電15%股權及中國大陸四個基本建設項目所收取之現金收入。

Regular Cash Flow Per Share
經常性收入之每股現金流量

Cash Flow Per Share from
the sale of business interests
由出售業務權益之每股現金流量

Dividend Per Share

In addition to the interim dividend of 20 HK cents paid in September 1999 and the special of 200 HK cents in November 1999, it is proposed to pay a final dividend for 1999 of 55 HK cents per share on 7 June 2000.

The total recurring dividend of 75 HK cents, an increase of 7% as compared to 1998, amounts to HK\$1.6 billion.

每股股息

除一九九九年九月派發中期股息港幣20仙，以及一九九九年十一月派發特別股息港幣200仙外，茲建議於二〇〇〇年六月七日派發一九九九年末期股息每股港幣55仙。

經常性股息總額港幣75仙，較一九九八年上升7%，達港幣十六億元。



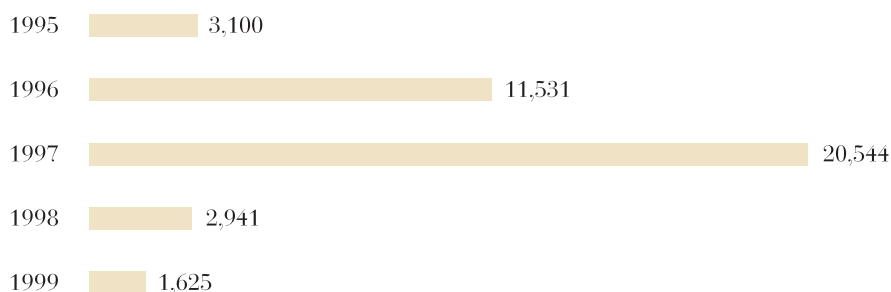
Capital Expenditure

Capital expenditure for 1999 was incurred mainly on the development of Discovery Bay and the acquisition of 40% additional interest in the Eastern Harbour Rail Tunnel.

資本開支

一九九九年之資本開支主要是用於發展愉景灣及收購東區海底隧道鐵路部份40%額外權益所致。

HK\$million 港幣百萬元



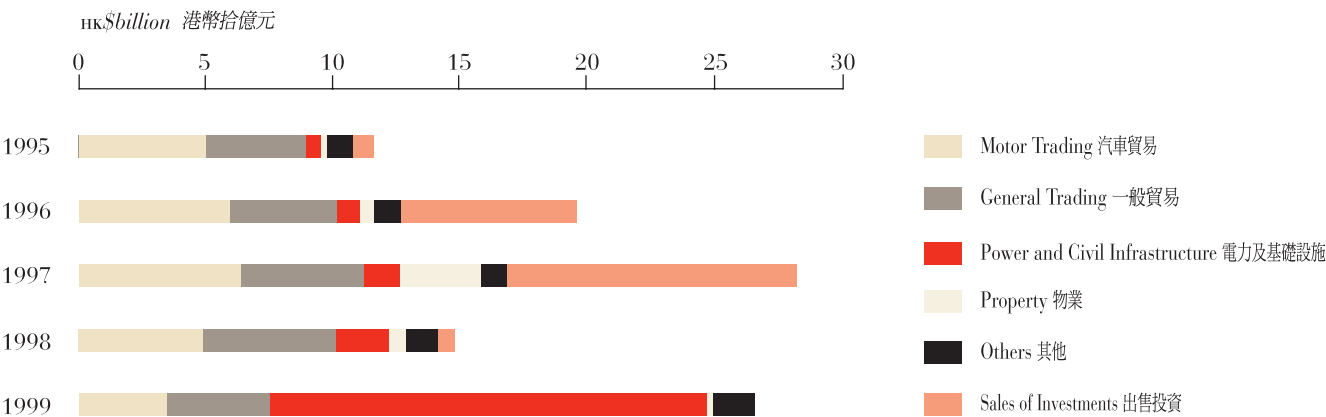
		1995	1996	1997	1998	1999
		HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m
		%	%	%	%	%
航空	Aviation	0	6,310	58	52	6
		0	55	1	2	1
發電	Power Generation	220	150	16,283	0	164
		7	1	79	0	10
基礎設施	Civil Infrastructure	950	2,995	1,864	255	427
		31	26	9	9	26
物業發展	Property Development	1,790	1,604	1,728	2,170	634
		58	14	8	74	39
貿易、製造及其他	Trading, Manufacturing & Others	140	472	611	464	394
		4	4	3	15	24

Turnover

The weak consumer market in 1999 reduced motor and non-motor trading turnover by 29% and 22% respectively. Turnover from power and civil infrastructure increased by 735% due to the disposal of a 15% shareholdings in CLP and a toll road in Wuxi, waterplants in Wuxi and Nanjing and a power plant in Shanghai. Property turnover decreased because most properties sales in 1999 were made by associated companies whose turnover is not recorded in CITIC Pacific's accounts.

營業額

一九九九年消費市場疲弱，導致汽車及非汽車貿易之營業額分別減少29%及22%。電力及基礎設施之營業額上升735%乃由於出售所持之中電15%股權、無錫公路、無錫及南京自來水廠，以及上海電廠。鑑於一九九九年大部份之物業銷售額均來自聯營公司，而該等聯營公司之營業額並不列入中信泰富之賬目內，故物業業務之營業額減少。



Group Liquidity

CITIC Pacific aims to finance its business with liabilities appropriate to the cash flows from each business, employing limited or non-recourse project finance when it is available. Financing and cash management activities of the Group are centralized at the corporate level except that operating businesses such as Dah Chong Hong may be delegated authority to arrange short term trade finance.

CITIC Pacific maintains borrowing relationships with about 80 financial institutions all over the world and aims to diversify its funding source through utilization of both the banking and capital markets.

Currency risks are closely managed by financing non Hong Kong dollar assets as far as possible with matching debt. For instance the us\$ cash flows arising from most infrastructure projects in Mainland China are matched against us\$ debt. The denomination of the Group's liabilities at 31 December 1999 after currency swaps were:

負債面額	Denomination of liabilities	HK\$ 港幣	us\$ 美元	Yen 日元	Reminbi 人民幣	Other 其他	Total 總計
港幣百萬元	HK\$million	7,822	9,540	562	520	119	18,563
百份率	Percentage	42%	51%	3%	3%	1%	100%

CITIC Pacific employs a combination of financial instruments to manage the fixed and floating interest rate and currency mix of its total debt portfolio with a view to minimising the overall cost of borrowing.

At the end of 1999, the Group's total debt amounted to HK\$18.5 billion, deposit with banks were HK\$8.0 billion to give

集團之財務狀況

中信泰富之融資策略的特點為融資形式須根據有關業務之現金流量，在可能情況下安排有限或無追索權項目融資。除部份業務如大昌行可能獲授權自行安排短期貿易融資外，本集團之融資及現金管理運作均集中在總公司層次進行。

中信泰富與全球約八十餘間財務機構維持借貸關係，並致力透過銀行及資本市場分散集資途徑。

本集團一向盡量以配對債務平衡非港幣資產融資，從而嚴謹控制外幣風險。舉例而言，大部份中國大陸基本建設項目之美元現金流轉均以美元債務作為配對。本集團於一九九九年十二月三十一日經外幣掉期後之負債面值為：

中信泰富以不同形式之金融工具調配定息及浮息負債，並以各種貨幣組成債項組合，從而盡量減低整體借貸成本。

截至一九九九年底，本集團之負債總額為港幣一百八十五億元，而銀行存款為港幣八十億元，即淨負債為港幣一百零五億

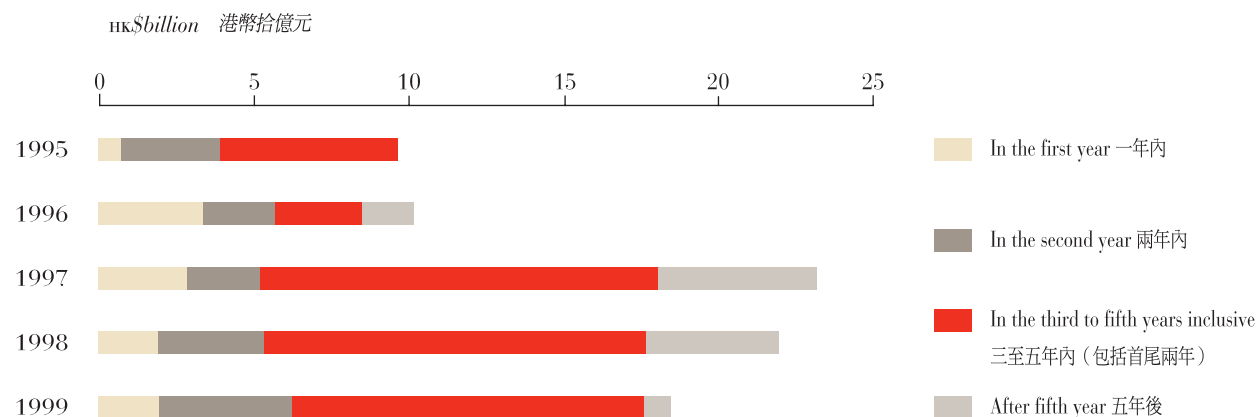
net debt of HK\$10.5 billion. This represented a HK\$10.7 billion net debt reduction compared to the end of 1998. Undrawn facilities available to the Group totalled HK\$4.1 billion of which approximately HK\$1.6 billion were committed revolving facilities. HK\$1.7 billion were money market lines and the balance were trade facilities.

The total nominal amount of interest rate swaps, interest rate caps and forward rate agreement outstanding at 31 December 1999 was HK\$5 billion. Approximately 9% of the Group's total outstanding debt was effectively hedged into fixed rate of interest beyond one year ahead.

The Company launched a HK\$1.5 billion 5-year syndicated facility in January 2000. The market response was overwhelming and the facility was more than 100% over subscribed. The final facility amount was increased to HK\$2.2 billion with 20 banks participated. In February 2000, CITIC Pacific placed 100 million Company's shares to institutional investors raising almost HK\$4 billion.

Total Debt

Decreased due to the repayment of bank facilities.



元，較一九九八年底之淨負債減少港幣一百零七億元。本集團擁有但尚未動用之備用信貸達港幣四十一億元，其中約港幣十六億元為已承諾之循環貸款，港幣十七億元為貨幣市場借貸額，而餘額則為貿易信貸額。

截至一九九九年十二月三十一日，本集團未到期之利率掉期、利率上限合約及遠期利率協議總額共港幣五十億元，而經利率對沖後一年以上的定息借貸則佔集團總負債額約9%。

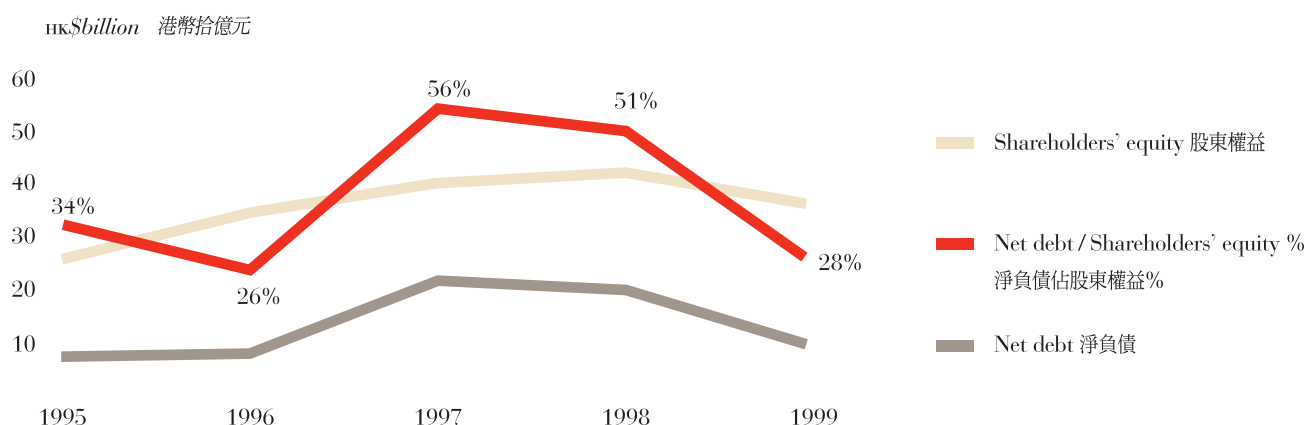
本公司於二〇〇〇年一月已開始籌組一項五年期港幣十五億元的銀團貸款，市場反應甚為熱烈，貸款獲超額認購超過一倍。最終之借貸款額增加至港幣二十二億元，二十間銀行加入了該項銀團貸款。於二〇〇〇年二月，中信泰富配售了一億股公司股份予機構投資者，集資近港幣四十億元。

負債總額

由於償還銀行借貸導致減少。

Leverage

Leverage as at December 1999 was 28% compared with 51% at the end of 1998. The decrease was mainly due to a cash inflow of HK\$12.8 billion arising from the disposal of a 15% shareholding in CLP.

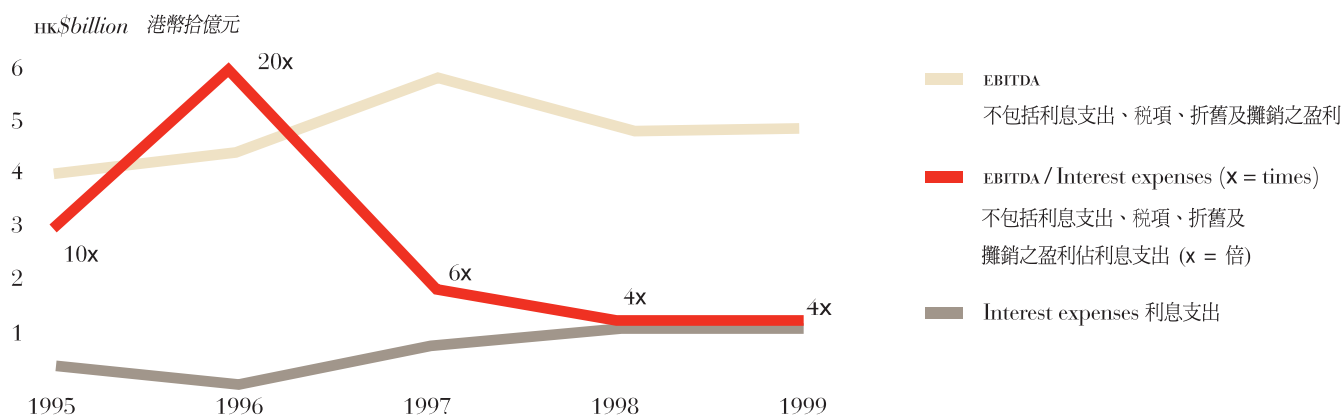


槓桿比率

於一九九九年十二月之槓桿比率為28%，而一九九八年底則為51%。有關跌幅主要是由於出售所持之中電15%股權而產生現金流入港幣一百二十八億元。

Interest Cover

Interest cover was 4.0 at 1999 compared to 3.9 in 1998, mainly due to increased profit for 1999.



利息倍數

一九九九年利息倍數為4倍，而一九九八年則為3.9倍，主要是由於一九九九年溢利增加。

Cash Flow

Cash contributed from all business to the Company in 1999 amounted to HK\$5.9 billion. In addition, the disposal of a 15% interest in CLP yielded CITIC Pacific a cash flow of approximately HK\$12.8 billion. The infrastructure sector contributed approximately HK\$5 billion, from Mainland China power generation, civil facilities, dividend from CLP and the disposal proceeds of a toll road in Wuxi, water plants in Wuxi and Nanjing and a power plant in Shanghai. The cash contribution from Dah Chong Hong was similar to the level in 1998. The property sector contributed cash flow of HK\$600 million which was lower than the level in 1998 since most of the proceeds from the sales of two the major projects - “The Paragon” and “Tierra Verde” - were received in 1998.

The excess of cash flow over the capital expenditure and payment of interest and dividends was used to reduce net debt by approximately HK\$10.7 billion.

現金流量

於一九九九年，來自本公司所有業務之現金貢獻總額達港幣五十九億元。此外，出售所持之中電控股15%股權，為中信泰富帶來現金流入約港幣一百二十八億元。基本建設業務提供了約港幣五十億元，乃來自中國大陸發電、基礎設施、中電控股之股息及出售無錫公路、無錫及南京自來水廠，以及上海電廠所得款項。大昌行之現金貢獻與一九九八年相約。物業業務帶來現金流量港幣六億元，較一九九八年為低，此乃由於出售兩個主要項目「悠然山莊」及「盈翠半島」之大部份所得款項乃於一九九八年收取。

於支付資本開支、利息及股息後所餘之現金流入已用作償還債務，令本集團淨負債減少約港幣一百零七億元。

CITIC Pacific is committed to excellent standards of governance and first class business practices.

Board of Directors

The Board, consisting of eleven executive and seven non-executive directors, meets four times a year to review financial and operating performance and discuss future strategy.

The Audit Committee of the Board reviews the system of internal controls throughout the Group, the completeness and accuracy of its financial statements, and liaises on behalf of the Board with external and internal auditors. The Committee was established in 1995 and comprises three independent non-executive directors. It met four times in 1999, together with management and auditors, to review internal and external audit reports and the interim and final financial statements of the Group.

The Board has established an Executive Committee of executive directors and senior managers who meet monthly to review operational matters.

Codes

To ensure the highest standards of integrity the Group adopted in 1995 a Code of Conduct defining the ethical standards expected of employees and the Group's non-discriminatory employment practices. The Code was revised in January 1998. Training course on the Code is held regularly for employees, and the Audit Committee receives a report on its operation every year.

The Company has issued its own Code for Securities Transactions by Directors and certain senior staff that follows the Stock Exchange of Hong Kong's Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Exchange's Listing Rules. Throughout 1999 the Group has complied with the Code of Best Practice contained in Appendix 14 of the Listing Rules.

中信泰富切實執行最佳之管理標準及第一等級之商業守則。

董事會

董事會由十一位執行董事及七位非執行董事組成，每年舉行四次會議，檢討財政及營運之表現，並商討未來之發展策略。

董事會之審核委員會負責檢討本集團之內部監管情況、財務報告之完整性及準確性，及代表董事會聯絡核數師及公司內部稽核部。該委員會於一九九五年成立，由三位獨立非執行董事組成。於一九九九年間，該委員會與管理層及核數師舉行了四次會議，檢討本集團內部稽核部之報告、核數師報告以及中期及末期財務報告。

董事會成立了常務委員會，由執行董事及高級經理組成。該委員會每月舉行一次會議以檢討一般營運事宜。

守則

為確保最高之操守標準，本集團於一九九五年訂立「紀律守則」，為員工界定操守之標準及確定本集團之平等僱傭政策。本集團曾於一九九八年一月修訂此守則，並定期安排有關訓練課程予員工，而每年審核委員會亦收到有關此等工作之報告。

本公司亦按香港聯合交易所上市規則附錄十所載之「上市公司董事進行證券交易的標準守則」為董事及若干高級人員制定了本公司之「證券交易守則」。於一九九九年間，本集團已遵守上市規則附錄十四所載之「最佳應用守則」。

The Group has endorsed the guide to good employment practices issued by the Employers' Federation of Hong Kong to promote good and responsible employment standards.

Financial Reporting

CITIC Pacific prepares its financial statements in accordance with generally accepted accounting standards published by the Hong Kong Society of Accountants. Hong Kong accounting standards broadly follow international accounting standards. No changes were made to the Group's accounting policies in 1999 except the adoption of newly published standards on investment securities, revised standards on presentation of financial statement and treatment of fundamental errors and changes in accounting policies. Their adoption had an immaterial effect on the results of the Group.

本集團已響應「香港僱主聯合會」所制定之良好僱傭行為指引，以便提高良好及負責任之僱傭標準。

財務報告

中信泰富所編制之財務報告乃根據香港會計師公會公佈而普遍被採用之會計準則。香港所採用之會計準則大致遵從國際會計標準。除採納新公佈有關投資證券之準則、財務報表呈報之經修訂準則，以及對基本錯誤及更改會計政策之會計處理外，本集團於一九九九年並無就其所採用之會計政策作出任何更改。採用上述新編制之準則對本集團業績並沒有重大影響。

Larry Yung Chi Kin, aged 58, has been the Chairman of the Board of Directors of CITIC Pacific Limited (“CITIC Pacific”) since China International Trust & Investment Corporation Hong Kong (Holdings) Limited (“CITIC HK”) became its principal shareholder in 1990. He is the Chairman of CITIC Pacific Communications Limited (“CITIC Pacific Communications”) and Dah Chong Hong Holdings Limited (“Dah Chong Hong”). Mr Yung is also the Vice Chairman and Managing Director of CITIC HK, an Executive Director of China International Trust and Investment Corporation (“CITIC”). He worked for 14 years with the Ministry of Electric Power in the People’s Republic of China (“PRC”) before coming to Hong Kong in 1978, and had extensive management experience before establishing CITIC HK in 1987. Mr Yung is a Steward of The Hong Kong Jockey Club and President of The Hong Kong Golf Club.

Henry Fan Hung Ling, aged 51, is the Managing Director of CITIC Pacific. He is a Deputy Chairman of Cathay Pacific Airways Limited (“Cathay”), a director of CITIC Pacific Communications, Hong Kong Dragon Airlines Limited (“Dragonair”), Dah Chong Hong and Hong Kong Resort Company Limited (“HKR”) as well as a Deputy Managing Director of CITIC HK. He is also a non-executive director of the Securities and Futures Commission. Before joining CITIC HK in 1987, Mr Fan has held senior management positions and also practised law as a barrister. He joined CITIC Pacific in 1990.

Vernon Francis Moore, aged 53, is a Deputy Managing Director of CITIC Pacific and the Chief Financial Officer of CITIC Pacific Group. He is a director of Cathay and CLP Holdings Limited and the Chairman of New Hong Kong Tunnel Company Limited, Hong Kong Tunnels and Highways Management Company Limited and Western Harbour Tunnel Company Limited. Mr Moore is an Executive Director of CITIC HK which he joined in

榮智健，現年五十八歲，自一九九〇年中國國際信托投資（香港集團）有限公司（「中信香港」）成為中信泰富有限公司（「中信泰富」）之主要股東至今，一直為中信泰富董事會主席。彼為中信泰富信息科技有限公司（「中信泰富信息科技」）及大昌貿易行集團有限公司（「大昌行」）主席。榮先生亦為中信香港之副主席兼董事總經理，以及中國國際信托投資公司（「中信北京」）之常務董事。彼於一九七八年來港前，在中華人民共和國（「中國」）電力部工作十四年。彼於一九八七年中信香港成立前，已具有豐富之管理經驗。榮先生為香港賽馬會之董事及香港高爾夫球會主席。

范鴻齡，現年五十一歲，為中信泰富之董事總經理。彼為國泰航空有限公司（「國泰」）副主席，中信泰富信息科技、港龍航空有限公司（「港龍」）、大昌行及香港興業有限公司（「香港興業」）之董事，以及中信香港之副董事總經理。彼亦為證券及期貨事務監察委員會之非執行董事。范先生於一九八七年加入中信香港前，曾擔任高級管理職位，並為執業大律師。彼於一九九〇年加入中信泰富。

莫偉龍，現年五十三歲，為中信泰富之副董事總經理兼中信泰富集團之首席財務主管。彼為國泰及中電控股有限公司之董事，亦為新香港隧道有限公司、香港隧道及高速公路管理有限公司及香港西區隧道有限公司之主席，並為中信香港之執行董事。莫先生於一九八七年加入中信香港

1987 after holding senior management positions with a number of financial institutions. He joined CITIC Pacific in 1990.

Peter Lee Chung Hing, aged 46, is a Deputy Managing Director of CITIC Pacific and the Group Chief Executive of Dah Chong Hong Group. He is also a director of CITIC Pacific Communications. Before joining CITIC 香港 in 1988, Mr Lee was with major banking and shipping groups in Hong Kong. He joined CITIC Pacific in 1990 and joined the Board in 1991.

Robert Ernest Adams, aged 56, has been an Executive Director of CITIC Pacific since 1992. He is a director of Cathay, Dragonair, Hong Kong Air Cargo Terminals Limited, LSC Lufthansa Service Hong Kong Limited and the corporate representative of CITIC Pacific on the Board of Companhia de Telecomunicacoes de Macau S.A.R.L. Before joining CITIC Pacific in 1992, Mr Adams worked in Hong Kong in the management consulting and banking industries, and is a past Chairman of the American Chamber of Commerce in Hong Kong.

Patrick W S Chung, aged 51, joined CITIC Pacific in 1992 as Executive Director. He is an Executive Director of HKR and a director of other Group companies concerned with property and environment projects in Hong Kong. Before joining CITIC Pacific, Mr Chung was involved in property development matters with major Hong Kong companies.

Zhang Yichen, aged 36, joined CITIC Pacific as Executive Director in March 2000. He is also the President of CITIC Pacific Communications. Prior to joining CITIC Pacific, Mr Zhang was a Managing Director at Merrill Lynch, and had extensive experience in the investment banking industry in both the United States and the Greater China Region.

前，曾於多間財務機構擔任高級管理職位。彼於一九九〇年加入中信泰富。

李松興，現年四十六歲，為中信泰富之副董事總經理，亦為大昌行集團之集團行政總裁。彼亦為中信泰富信息科技之董事。在一九八八年加入中信香港前，李先生曾服務於香港之主要銀行及航運集團。彼於一九九〇年加入中信泰富，並於一九九一年加入董事會。

羅安達，現年五十六歲，自一九九二年起出任中信泰富之執行董事。彼為國泰、港龍、香港空運貨站有限公司、LSC Lufthansa Service Hong Kong Limited 之董事，並為中信泰富於澳門電訊有限公司之董事會之公司代表。在一九九二年加入中信泰富前，羅先生任職於香港之管理顧問業及銀行業，並為香港美國商會之前任主席。

鍾偉森，現年五十一歲，於一九九二年加入中信泰富出任執行董事。彼為香港興業之執行董事，並為本集團其他有關香港物業及環保項目之公司董事。在加入中信泰富前，鍾先生曾參與香港多間大公司之物業發展事宜。

張懿宸，現年三十六歲，於二〇〇〇年三月加入中信泰富出任執行董事。彼亦為中信泰富信息科技之總裁。在加入中信泰富前，張先生曾任美林集團之常務董事，並在美國及大中華地區之投資銀行界具豐富經驗。

Yao Jinrong, aged 60, has been an Executive Director of CITIC Pacific since March 2000. He will be the Managing Director of CITIC Pacific China Holdings Limited upon its incorporation. He had served in China's non-governmental friendship organizations for more than 20 years before he joined CITIC in early 1985. Having joined CITIC Group, he once served as executive secretary to CITIC's former Chairman Mr Rong Yiren, and concurrently director of CITIC's general office. Since 1992 to date, he has been President of China International Economic Consultants Co., Ltd., a wholly owned subsidiary of CITIC. He is now an Executive Director and Vice President of CITIC.

Chang Zhenming, aged 43, has been an Executive Director of CITIC Pacific since March 2000. He joined CITIC in 1983 and had extensive experience in finance, banking and securities business. Mr Chang is also an Executive Director and Vice President of CITIC, the Chairman of CITIC Securities Co., Ltd. and a director of CITIC 香港. He is also the Chairman of The Securities Association of China. Formerly, he was a Vice President of CITIC Industrial Bank.

Li Shilin, aged 50, has been an Executive Director of CITIC Pacific since March 2000. He is also the Director and Group Assistant President of CITIC. He took the position of Chairman of CITIC Guoan Co., Ltd. in 1997. Mr Li's current posts also include Director of China United Telecommunications Corporation, Chairman of CITIC Communication Project Management Co., Ltd., Chairman of CITIC Guoan Information Industry Co., Ltd., Chairman of CITIC Ocean Helicopters Co., Ltd., Vice Chairman of Beijing Football Association and Vice Chairman of Beijing Golf Association.

Carl Yung Ming Jie, aged 31, is an Executive Director of CITIC Pacific and was formerly the General Manager, Corporate Development of CITIC Pacific Group. He is a director of Cathay

姚進榮，現年六十歲，自二〇〇〇年三月起出任中信泰富之執行董事。待中信泰富（中國）投資有限公司成立後，彼將出任該公司之董事總經理。彼於一九八五年初加入中信北京前，曾在中國對外民間友好機構任職二十餘年。加盟中信北京集團後，彼曾任榮毅仁先生（前中信北京董事長）秘書兼中信北京辦公廳主任。一九九二年迄今任中國國際經濟諮詢公司（中信北京之全資附屬公司）總經理。現為中信北京常務董事兼副總經理。

常振明，現年四十三歲，自二〇〇〇年三月起出任中信泰富之執行董事。彼於一九八三年加入中信北京，於財務、銀行和証券業均具有豐富經驗。常先生亦為中信北京之常務董事兼副總經理、中信証券有限責任公司之董事長，以及中信香港之董事。彼亦為中國証券業協會理事長，之前曾任中信實業銀行副行長。

李士林，現年五十歲，自二〇〇〇年三月起出任中信泰富之執行董事。彼亦為中信北京之董事及協理。於一九九七年出任中信國安總公司董事長。李先生亦任中國聯合通信有限公司董事、中信通信項目管理有限責任公司董事長、中信國安信息產業股份有限公司董事長、中信海洋直升機股份有限公司董事長、北京市足球協會副主席及北京市高爾夫球運動協會副主席等職。

榮明杰，現年三十一歲，為中信泰富之執行董事，前任中信泰富集團之企業發展總經理。彼為國泰之董事，亦為本集團其

and other Group companies concerned with infrastructure and industrial projects in the PRC. He joined CITIC Pacific in 1993 and joined the Board in 2000. He is the son of Mr Larry Yung Chi Kin.

Willie Chang, aged 56, has been a director of CITIC Pacific since 1987. He is the senior partner of Willie Chang & Co., Solicitors, with over 30 years' experience in legal practice, including as a partner of Johnson, Stokes and Master. Mr Chang is a member of the Board's Audit Committee.

Hamilton Ho Hau Hay, aged 49, joined the Board of CITIC Pacific in 1992. He is a director of Dah Chong Hong, an Executive Director of Honorway Investments Limited ("Honorway") and Tak Hung (Holding) Company Limited ("Tak Hung"). He is the brother of Mr Norman Ho Hau Chong.

Alexander Reid Hamilton, aged 58, has been a director of CITIC Pacific since May 1994. He was a partner of Price Waterhouse with which he practised for 16 years. He is a non-executive director of a number of Hong Kong companies including cosco Pacific Limited, cosco International Holdings Limited, Esprit Holdings Limited and Kwong On Bank Ltd. Mr Hamilton is Chairman of the Board's Audit Committee.

Hansen Loh Chung Hon, aged 62, joined the Board of CITIC Pacific in May 1994. He is the Managing Director of Wyler Textiles, Limited, the Chairman of Farrington Travel Limited, a non-executive director of The Hongkong and Shanghai Banking Corporation Limited and a non-executive director of Farrington American Express Travel Services Limited. Mr Loh is a member of the Board's Audit Committee.

Norman Ho Hau Chong, aged 44, has been a director of CITIC Pacific since May 1994. He is an Executive Director of Honorway and Tak Hung. He is also a director of Hong Kong Ferry (Holdings) Company Limited, Lee Hing Development Company

他有關中國基建及工業項目之公司董事。榮先生於一九九三年加入中信泰富，並於二〇〇〇年加入董事會。彼為榮智健先生之子。

張偉立，現年五十六歲，自一九八七年起一直為中信泰富之董事。彼為張偉立律師行之高級合夥人，執業超過三十年，包括曾為孖士打律師行合夥人。張先生為董事會之審核委員會成員。

何厚滸，現年四十九歲，於一九九二年加入中信泰富董事會。彼為大昌行之董事，並為恒威投資有限公司（「恒威」）及德雄（集團）有限公司（「德雄」）之執行董事。彼為何厚鏘先生之兄長。

韓武敦，現年五十八歲，自一九九四年五月起一直為中信泰富之董事。彼曾為羅兵咸會計師事務所合夥人，執業達十六年。彼現為香港多間公司包括中遠太平洋有限公司、中遠國際控股有限公司、思捷環球控股有限公司及廣安銀行有限公司之非執行董事。韓先生為董事會之審核委員會主席。

陸鍾漢，現年六十二歲，於一九九四年五月加入中信泰富董事會。彼為偉倫紡織有限公司董事總經理、富聯旅遊有限公司主席、香港上海滙豐銀行有限公司之非執行董事，以及富聯美國運通旅遊有限公司之非執行董事。陸先生為董事會之審核委員會成員。

何厚鏘，現年四十四歲，自一九九四年五月起一直為中信泰富之董事。彼為恒威及德雄之執行董事，亦為香港小輪（集團）

Limited, and a number of other quoted companies. He is the brother of Mr Hamilton Ho Hau Hay.

Chau Cham Son, aged 67, joined the Board of CITIC Pacific in June 1995. He is a director of China Overseas Land & Investment Limited and other Hong Kong companies. He has 30 years' experience in the field of town planning, building and land development in Hong Kong including being the first Director of Buildings and Lands with the Hong Kong Government. He is a Steward of The Hong Kong Jockey Club.

André Desmarais, aged 43, joined the Board of CITIC Pacific in December 1997. He is the President and Co-Chief Executive Officer of Power Corporation of Canada. He is also a member of the Chief Executive's Council of International Advisers of The Government of the Hong Kong Special Administrative Region and member of the CITIC International Advisory Council.

有限公司、利興發展有限公司及多間上市公司之董事。彼為何厚浹先生之弟。

周湛桑，現年六十七歲，於一九九五年六月加入中信泰富董事會。彼為中國海外發展有限公司及其他香港公司之董事，於香港城市規劃、建築及土地發展方面具有三十年經驗，曾為香港政府首任屋宇地政署署長。彼為香港賽馬會之董事。

德馬雷，現年四十三歲，於一九九七年十二月加入中信泰富董事會。彼為加拿大鮑爾公司之總裁兼聯席行政首長。彼亦為香港特別行政區政府行政長官特設國際顧問委員會成員及中信國際顧問委員會成員。

Bi Yupu, aged 58, is the General Manager, Power Project Department of CITIC Pacific Limited (“CITIC Pacific”). He is a Deputy Managing Director of China International Trust & Investment Corporation Hong Kong (Holdings) Limited (“CITIC HK”). He has been the chief representative of CITIC Pacific Beijing Office since 7 December 1993. Before joining the CITIC Group in 1987, he worked for 20 years with the Ministry of Electric Power in the People’s Republic of China (“PRC”) as a senior engineer and deputy director of North China Electric Power Research Institute. He joined CITIC Pacific in 1993.

Chau Chi Yin, aged 44, is the Financial Controller of CITIC Pacific Group. He is a director of Hong Kong Resort Company Limited and other Group companies concerned with industrial projects in the PRC. He joined CITIC HK in 1987 after experience in public accounting and in financial management with a major Hong Kong listed company, and joined CITIC Pacific in March 1990.

Leslie Chang Li Hsien, aged 45, is the General Manager, Finance of CITIC Pacific Group. He is a director of CITIC Pacific Communications Limited (“CITIC Pacific Communications”), Hong Kong Tunnels and Highways Management Company Limited (“HKTHMC”) and Western Harbour Tunnel Company Limited (“WHT”). Before joining CITIC Pacific in 1994, Mr Chang was a partner at KPMG Peat Marwick specializing in financial services industry. He was also the Director of Chinese Practice of the firm in the United States.

Frances Yung Ming Fong, aged 28, is the General Manager, Technology Development of CITIC Pacific Group. She joined CITIC Pacific in 1995 and is now responsible for the development of technology based projects. She is a Vice-President of CITIC Pacific Communications, a director of New Hong Kong Tunnel Company Limited (“NHKT”) and other Group companies concerned with communications projects. She is the daughter of Mr Larry Yung Chi Kin.

畢玉璞，現年五十八歲，為中信泰富有限公司（「中信泰富」）電力部之總經理，彼為中國國際信托投資（香港集團）有限公司（「中信香港」）之副董事總經理。畢先生自一九九三年十二月七日起一直為中信泰富北京代表處之首席代表。在一九八七年加入中信集團前，畢先生曾在中華人民共和國（「中國」）電力部工作二十年，曾出任華北電力試驗研究所高級工程師及副所長。彼於一九九三年加入中信泰富。

周志賢，現年四十四歲，為中信泰富集團之財務總監，彼為香港興業有限公司之董事，亦為本集團其他有關中國工業項目之公司董事。彼於一九八七年加入中信香港前，曾從事執業會計事務及於香港一間具規模之上市公司負責財務管理，並於一九九〇年三月加入中信泰富。

張立憲，現年四十五歲，為中信泰富集團之財務總經理。彼為中信泰富信息科技有限公司（「中信泰富信息科技」）、香港隧道及高速公路管理有限公司（「紅隧管理公司」）及香港西區隧道有限公司（「西隧」）之董事。在一九九四年加入中信泰富前，張先生曾為畢馬域會計師行之合夥人，專職於金融服務業方面，彼亦曾為該會計師行於美國之中國業務總經理。

榮明方，現年廿八歲，為中信泰富集團之科技發展總經理。榮小姐於一九九五年加入中信泰富，現負責集團內的科技發展項目。彼為中信泰富信息科技之副總裁及新香港隧道有限公司（「新隧」）之董事，亦為本集團其他有關信息項目之公司董事。彼為榮智健先生之女。

Milton Law Ming To, aged 36, is the General Manager, Business Development. He is a director of Hong Kong Dragon Airlines Limited, HKTHMC, NHKTC, WHT and other Group companies concerned with infrastructure, environment and industrial projects in Hong Kong and the PRC. Before joining CITIC Pacific in 1992, he worked in the banking industry.

Polly Lawrence, aged 53, is the General Manager, Group Human Resources and Administration of CITIC Pacific Group, responsible for those functions in the Group. She was head of human resources and communications of a Hong Kong listed company before she joined CITIC Pacific in 1993.

Chu Hon Fai, aged 54, is Dah Chong Hong's Group Deputy Chief Executive. He joined Dah Chong Hong Group in 1964 and is now Executive-in-charge of the Group's trading businesses.

Hui Ying Bun, aged 53, is a Group Deputy Chief Executive of Dah Chong Hong Group and the Executive-in-charge of the Motor Group, and concurrently as the Managing Director of Triangle Motors Limited, holder of the Isuzu franchise. He joined Dah Chong Hong Group in 1966.

Peter Mak Shair On, aged 51, has been a Group Deputy Chief Executive of Dah Chong Hong Group since March 2000. He joined CITIC Pacific in 1996 and before joining the Group, he had extensive experience in shipping, property and China business activities.

Mak Kwing Tim, aged 51, is the Managing Director of Reliance Motors, Limited which holds the Honda, Acura and Nissan Diesel franchises, and of Harmony Motors Limited which holds the Volkswagen franchise. He joined Dah Chong Hong Group in 1967.

羅銘韜，現年三十六歲，為業務發展總經理。彼為港龍航空有限公司、紅隧管理公司、新隧、西隧之董事，亦為本集團其他有關香港和中國基建、環境保護及工業項目之公司董事。在一九九二年加入中信泰富前，彼任職於銀行界。

杜寶賢，現年五十三歲，為中信泰富集團人力資源及行政部門之總經理，負責本集團之人力資源及行政等工作。彼於一九九三年加入中信泰富前，曾是一間香港上市公司人力資源及傳訊部門的主管。

朱漢輝，現年五十四歲，為大昌行之集團副行政總裁。彼於一九六四年加入大昌行集團，現時主管綜合貿易集團業務。

許應斌，現年五十三歲，為大昌行集團之集團副行政總裁，主管集團汽車業務，亦為持有五十鈴特許經營權之合眾汽車有限公司之董事總經理。彼於一九六六年加入大昌行集團。

麥社安，現年五十一歲，自二〇〇〇年三月起出任大昌行之集團副行政總裁。彼於一九九六年加入中信泰富。在加入本集團前，彼於航運、地產及中國業務方面均具豐富經驗。

麥炯添，現年五十一歲，為合群汽車有限公司及合泰汽車有限公司之董事總經理（合群汽車有限公司持有本田、極品及大實力之特許經營權，而合泰汽車有限公司持有福士之特許經營權）。彼於一九六七年加入大昌行集團。

Kenneth Tsang Yu Kit, aged 51, is the Managing Director of Honest Motors, Limited, holder of the Nissan franchise, which he joined in January 1996. He had extensive experience in the motor trade in Hong Kong before joining Dah Chong Hong Group.

Yip Moon Tong, aged 47, is the Managing Director of Dah Chong Hong (Motor Service Centre) Limited. He joined Dah Chong Hong Group in 1992 after many years experience with the Government in the area of mechanical services and engineering.

曾宇傑，現年五十一歲，於一九九六年一月加入持有日產特許經營權之合誠汽車有限公司，為該公司之董事總經理。彼於加入大昌行集團前，在汽車貿易方面具有豐富經驗。

葉滿堂，現年四十七歲，為大昌貿易行汽車服務中心有限公司之董事總經理。彼於一九九二年加入大昌行集團前，曾任職於政府機械服務及工程部門多年，具有豐富經驗。

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Directors' Report

董事會報告

The Directors have pleasure in presenting to shareholders their report for the year ended 31 December 1999.

Principal Activities

The principal activity of the Company is holding its subsidiary companies and the principal activities of its subsidiary companies and associated companies and their major areas of operation are set out in the Review of Operations on pages 8 to 25.

Results and Appropriations

The results of the Group for the year ended 31 December 1999 are set out in the consolidated profit and loss account on page 64.

The following tables give an analysis by principal activity of turnover and contribution to the Group's profit from consolidated activities before net finance charges as required in the Listing Rules. It should be noted that these figures excluded income from associated companies which form a substantial part of the Company's business:

董事會欣然將截至一九九九年十二月三十一日止年度之年報送呈各股東省覽。

主要業務

本公司之主要業務為持有其附屬公司，而其附屬公司及聯營公司之主要業務及主要營運範圍載於第8至25頁之業務回顧內。

業績及股息分派

本集團截至一九九九年十二月三十一日止年度之業績載於第64頁之綜合損益賬內。根據上市規則之規定，下表提供按主要業務劃分之本集團營業額及對本集團未計財務支出淨額前綜合業務溢利之貢獻之分析。惟請注意，以下所提供之數據不包括聯營公司所提供之溢利，該等業務為本公司業務重要部份：

Directors' Report

董事會報告

	<i>Group Turnover</i> 集團營業額		<i>Profit from Consolidated Activities before Net Finance Charges</i> 未計財務支出淨額前綜合業務溢利		
<i>in HK\$ million</i>	1999	1998	1999	1998	以港幣百萬元計算
<hr/>					
<i>By principal activity :</i>					按主要業務分析：
Trading & Distribution					貿易及分銷
Motor vehicles and related services	3,343	4,785	165	320	汽車及有關服務
Trading	4,113	5,402	114	179	貿易
Power and Civil Infrastructure	17,079	2,045	2,208	2,045	發電及基礎設施
Property	232	476	143	66	物業
Consumer Credit	-	835	-	167	消費信用
Others	1,657	1,193	151	127	其他
Less : General & Administration Expenses	-	-	(522)	(475)	減：一般及行政費用
	26,424	14,736	2,259	2,429	
<hr/>					
	<i>Group Turnover</i> 集團營業額				
<i>in HK\$ million</i>	1999	1998			以港幣百萬元計算

The Directors declared an interim dividend of 20 cents per share and a special interim dividend of 200 cents per share in respect of the year ended 31 December 1999 which were paid on 22 September 1999 and 3 November 1999 respectively. The Directors recommended, subject to the approval of the shareholders at the forthcoming Annual General Meeting, the payment of a final dividend of 55 cents per share in respect of the year ended 31 December 1999 payable on 7 June 2000 to shareholders on the Register of Members at the close of business on 31 May 2000.

Reserves

The amounts and particulars of transfer to and from reserves during the year are set out in note 17 to the accounts.

Donations

Donations made by the Group during the year amounted to HK\$2 million.

Fixed Assets

Movements of fixed assets are set out in note 11 to the accounts.

Major Customers and Suppliers

The percentage of purchases and sales attributable to the Group's suppliers and customers are as follows:

	1999 %	1998 %
Purchases		
- the largest supplier	10	9
- five largest suppliers combined	26	33

The aggregate percentage of sales attributable to the Group's five largest customers is less than 30%.

董事會已宣派截至一九九九年十二月三十一日止年度之中期股息為每股20仙及特別中期股息每股200仙，該等股息已分別於一九九九年九月二十二日及一九九九年十一月三日派發。董事會建議於二〇〇〇年六月七日向於二〇〇〇年五月三十一日營業時間結束時名列股東名冊內之股東派發截至一九九九年十二月三十一日止年度之末期股息，每股可獲派55仙，惟須獲股東於即將舉行之股東週年大會上批准方可作實。

儲備

本年度撥入及撥自儲備之金額及詳情載於賬目附註17。

捐款

本集團年內之捐款為港幣二百萬元。

固定資產

固定資產之變動情況載於賬目附註11。

主要客戶及供應商

本集團之供應商及客戶之應佔購買及銷售百分比率如下：

購買
- 最大供應商
- 五大供應商合計

本集團五大客戶之應佔銷售總百分比率少於30%。

Directors' Report

No Directors, their associates or shareholders (which to the knowledge of the Directors own more than 5% of the Company's share capital) were interested at any time in the year in the above suppliers or customers.

Subsidiary Companies

The names of the principal subsidiary companies, their principal places of operation, their countries of incorporation and particulars of their issued share capital are set out in note 26 to the accounts.

Issue of Debt Securities

On 15 February 1996, the Company issued and sold us\$100 million aggregate principal amount of its 7.37% Senior Notes due 2006 ("Senior Notes") to financial institutions pursuant to note purchase agreements dated 15 February 1996. All of the Senior Notes remained outstanding at the end of the year.

On 20 August 1997, the Company issued and sold Japanese Yen 9.5 billion floating rate bond due 2002 ("Yen Bond"), for general working capital purposes, to an investor pursuant to the subscription agreement dated 15 August 1997. All of the Yen Bond remained outstanding at the end of the year.

In October 1998, CITIC Pacific Finance Limited, a wholly owned subsidiary of the Company, issued and sold us\$125 million commercial paper notes ("Commercial Paper Notes"), for general working capital purposes, to investors pursuant to the commercial paper dealer agreement dated 30 September 1998. All of the Commercial Paper Notes remained outstanding at the end of the year.

Save as aforesaid, none of the other subsidiary companies have issued any debt securities.

董事會報告

各董事、其關連人士及股東（就董事所知擁有超過5%本公司股本者）於該年內任何時間在上述供應商或客戶概無擁有任何權益。

附屬公司

主要附屬公司之名稱、主要營運地點、註冊成立地點及已發行股本之詳情載於賬目附註26。

發行債務證券

於一九九六年二月十五日，本公司根據一九九六年二月十五日之票據購買協議，發行及出售本金共值一億美元之7.37%之票據（「票據」）予金融機構，該等票據於二〇〇六年屆滿，全部票據於本年底時仍未被註銷或贖回。

於一九九七年八月二十日，本公司根據一九九七年八月十五日之認購協議，發行及出售共值九十五億日元之浮息債券（「日元債券」）予一個投資者，以作一般營運資金，該等債券將於二〇〇二年屆滿，全部日元債券於本年底時仍未被註銷或贖回。

於一九九八年十月，本公司之全資附屬公司 CITIC Pacific Finance Limited 根據一九九八年九月三十日之商業票據交易協議，發行及出售共值一億二千五百萬美元之商業票據（「商業票據」）予投資者，以作一般營運資金，該等商業票據於本年底時仍未被註銷或贖回。

除上述者外，其他附屬公司概無發行任何債務證券。

Borrowings

Particulars of borrowings of the Group are set out in note 18 to the accounts.

Directors

The Directors in office during the financial year ended 31 December 1999 were:

Mr Larry Yung Chi Kin

Mr Henry Fan Hung Ling

Mr Vernon Francis Moore

Mr Peter Lee Chung Hing

Mr Robert Ernest Adams

Mr Patrick W S Chung

Mr Peter Mak Shair On (resigned on 16 March 2000)

Mr Willie Chang

Mr Hamilton Ho Hau Hay

Mr Alexander Reid Hamilton

Mr Hansen Loh Chung Hon

Mr Norman Ho Hau Chong

Mr Chau Cham Son

Mr André Desmarais

In accordance with Article 95 of the New Articles of Association of the Company, Messrs Zhang Yichen, Yao Jinrong, Chang Zhenming, Li Shilin and Carl Yung Ming Jie, being Directors appointed by the Board since the last Annual General Meeting, hold office only until the forthcoming Annual General Meeting and are then eligible for re-election.

Pursuant to Article 104(A) of the New Articles of Association of the Company, Messrs Henry Fan Hung Ling, Robert Ernest Adams, Alexander Reid Hamilton and Hansen Loh Chung Hon shall retire by rotation in the forthcoming Annual General Meeting and all, being eligible, shall offer themselves for re-election.

Biographical details of directors in office at the date of the report may be found on pages 40 to 44.

借貸

本集團之銀行貸款詳情載於賬目附註18。

董事

於截至一九九九年十二月三十一日止財政年度內任職董事之人士如下：

榮智健先生

范鴻齡先生

莫偉龍先生

李松興先生

羅安達先生

鍾偉森先生

麥社安先生 (二〇〇〇年三月十六日辭任)

張偉立先生

何厚浹先生

韓武敦先生

陸鍾漢先生

何厚鏘先生

周湛榮先生

德馬雷先生

根據本公司新組織章程細則第95條，張懿宸先生、姚進榮先生、常振明先生、李士林先生及榮明杰先生自上屆股東週年大會後獲董事會委任為董事，任期至即將舉行之股東週年大會，並合符資格膺選連任。

根據本公司新組織章程細則第104(A)條，范鴻齡先生、羅安達先生、韓武敦先生及陸鍾漢先生於即將舉行之股東週年大會上輪值告退，惟各人均合符資格連任，並已表示願意膺選連任。

於本報告刊行之日之在任董事之個人詳細資料載於第40至44頁。

Directors' Report

Management Contract

The Company entered into a management agreement with China International Trust & Investment Corporation Hong Kong (Holdings) Limited (“CITIC HK”) on 11 April 1991 but with retrospective effect from 1 March 1990 pursuant to which CITIC HK agreed to provide management services to the Company and its subsidiary companies for a management fee calculated on cost basis to CITIC HK payable quarterly in arrears. The management agreement is terminable by two months' notice by either party. Messrs Larry Yung Chi Kin, Henry Fan Hung Ling and Vernon Francis Moore had indirect interests in the management agreement as they are directors of CITIC HK. A copy of the management agreement will be available for inspection at the Annual General Meeting of the Company to be held on 31 May 2000.

Directors' Interests in Contracts of Significance

None of the Directors of the Company has or at any time during the year had, an interest which is or was material, either directly or indirectly, in any contract with the Company or any of its subsidiary companies, which was significant in relation to the business of the Company, and which was subsisting at the end of the year or which had subsisted at any time during the year.

Connected Transactions

Connected transactions disclosed in accordance with Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) are as follows:

1. Pursuant to the agreement dated 9 October 1996 made between the Company, CITIC HK, Kerry Trading Co. Limited, The Development Bank of Singapore Limited (collectively “the Parties”) and Cheer First Limited (“Cheer First”), the Parties being the shareholders of Cheer First agreed to make loans to Cheer First from time to time for developing CITIC Tower. CITIC HK being a substantial shareholder of the Company and

董事會報告

管理合約

本公司與中國國際信托投資（香港集團）有限公司（「中信香港」）於一九九一年四月十一日訂立管理協議，其效力可追溯至一九九〇年三月一日。據此，中信香港同意向本公司及其附屬公司提供管理服務，而管理費則根據成本基準按季下期付予中信香港。該管理協議可由任何一方給予兩個月之通知予以終止。由於榮智健先生、范鴻齡先生及莫偉龍先生為中信香港之董事，彼等於該管理協議中擁有間接權益。該管理協議之副本將於二〇〇〇年五月三十一日舉行之股東週年大會上可供查閱。

董事於重大合約之權益

本公司之任何董事現時或於該年內任何時間並無在本公司或其任何附屬公司所訂立之任何合約（對本公司業務而言屬於重大並於年終或年內任何時間仍屬有效之合約）中直接或間接擁有任何重大權益。

關連交易

根據香港聯合交易所有限公司（「聯交所」）上市規則第十四章而須披露之關連交易如下：

1. 根據於一九九六年十月九日由本公司、中信香港、嘉里貿易有限公司、新加坡發展銀行有限公司（統稱「各方」）及 Cheer First Limited（「Cheer First」）訂立之協議，各方作為 Cheer First 之股東議定，定期貸款予 Cheer First 以發展中信大廈。中信香港作為本公司之主要股東及其之關連人士持有 Cheer First 25% 之權益。該等貸款乃按一般商業條款及根據各

Directors' Report

December 1999 had not exceeded 0.2% of the net asset value of the Group as disclosed in the Company's 1998 annual report.

3. On 15 June 1999, Prime Star Enterprises Limited ("Prime Star"), an indirect wholly owned subsidiary of the Company, entered into an agreement ("the Sale and Purchase Agreement") with Eastway Venture Limited (a wholly owned subsidiary of Cheung Kong Infrastructure Holdings Limited) both as purchasers ("the Purchasers"), and Kumagai Gumi Company Limited and Kumagai International Limited both as sellers ("the Sellers") in respect of the sale and purchase of 90% of the issued share capital of Eastern Harbour Crossing Company Limited ("EHCC").

On 11 August 1999, the date of completion of the Sale and Purchase Agreement, a deed of tax covenant was entered into between the Sellers, the Purchasers and EHCC whereby the Sellers jointly and severally agreed to indemnify the Purchasers and EHCC against 90% of any tax liabilities arising on or before completion of the Sale and Purchase Agreement.

Kumagai International Limited is a connected person of the Company by virtue of its being a substantial shareholder of a subsidiary of the Company and Kumagai Gumi Company Limited and EHCC are also connected persons of the Company by virtue of their being associates of Kumagai International Limited.

Pursuant to the Sale and Purchase Agreement, Prime Star (i) acquired 40% of the issued share capital of EHCC and (ii) provided a loan to EHCC for prepayment of certain portion of its loan facilities at an aggregate amount of approximately HK\$368 million (after making the adjustment in accordance with the Sale and Purchase Agreement).

董事會報告

逾本公司一九九八年年報中所披露之本集團資產淨值之0.2%。

3. 於一九九九年六月十五日，本公司之間接全資附屬公司Prime Star Enterprises Limited (「Prime Star」)就買賣Eastern Harbour Crossing Company Limited (「東隧公司」)已發行股本百分之九十與Eastway Venture Limited (長江基建集團有限公司之全資附屬公司)同為買方(「買方」)，以及熊谷組株式會社與Kumagai International Limited同為賣方(「賣方」)簽訂一份協議(「買賣協議」)。

於一九九九年八月十一日(即買賣協議完成日期)，賣方、買方及東隧公司簽訂一項稅務契據，據此，賣方同意就於買賣協議完成時或之前產生之任何稅務責任共同及個別向買方及東隧公司作出百分之九十之賠償保證。

Kumagai International Limited 為本公司一附屬公司之主要股東，屬於本公司之關連人士，而熊谷組株式會社與東隧公司為Kumagai International Limited 之聯繫人士，亦同樣屬於本公司之關連人士。

根據買賣協議，Prime Star(i)收購東隧公司已發行股本百分之四十及(ii)提供一項貸款予東隧公司作為預早支付信貸之若干部份款項之總金額約為港幣三億六千八百萬元(已根據買賣協議作出調整)。

4. On 12 July 1999, the Company, Kerry Properties Limited (“Kerry”), The Cross-Harbour Tunnel Company Limited and China Merchants Holdings (Hong Kong) Company Limited entered into a performance guarantee (“the Performance Guarantee”) in favour of the HKSAR Government. Under the Performance Guarantee, each of the parties jointly and severally guaranteed to the HKSAR Government the due and punctual performance by Hong Kong Tunnels and Highways Management Company Limited (“HKTHMC”) of its obligations under the contract for the management, operation and maintenance of the Cross Harbour Tunnel. Each party in turn had pursuant to the joint venture agreement dated 9 April 1999 agreed to indemnify each other in respect of their portion of liability under the Performance Guarantee in proportion to their respective ultimate beneficial interest in the share capital of HKTHMC. Kerry owns 30% interest of a subsidiary of the Company and is regarded as a connected person of the Company. The maximum exposures of the Company under the Performance Guarantee and the related indemnity were estimated to represent, in each case more than 0.03% but less than 3% of the book value of the net tangible assets of the Group as at 31 December 1998 as disclosed in the Group’s 1998 audited consolidated accounts.

Directors’ Interests in Securities of the Company

As at 31 December 1999, the following were the interests in shares of the Company or associated corporations as recorded in the register required to be kept under section 29 of the Securities (Disclosure of Interests) Ordinance (the “SDI Ordinance”):

4. 於一九九九年七月十二日，本公司、嘉里建設有限公司（「嘉里」）、香港隧道有限公司及招商局集團(香港)有限公司訂立以香港特別行政區政府為受益人之履約擔保(「履約擔保」)。根據履約擔保，各方共同及個別向香港特別行政區政府擔保香港隧道及高速公路管理有限公司(「紅隧管理公司」)妥善及依時履行其於管理、經營及保養海底隧道之協議項下之責任。而各方已就於一九九九年四月九日訂立之合營協議同意按照彼等各自於紅隧管理公司股本分佔之最終實益擁有權比例，就彼等於履約擔保項下承擔之責任部份互相向對方作出賠償保證。嘉里擁有本公司一間附屬公司30%權益，因此屬於本公司之關連人士。對於履約擔保及相關賠償保證，估計本公司在各情況下所承擔之最高風險超過本集團一九九八年經審核綜合賬目中所披露本集團於一九九八年十二月三十一日之有形資產之賬面淨值0.03%但少於3%。

董事於本公司證券之權益

於一九九九年十二月三十一日，根據證券(披露權益)條例(「披露權益條例」)第29條須予保存之登記名冊內記錄，董事於本公司或其相聯法團之證券權益如下：

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董事會報告

Name	Number of Shares of the Company 本公司之股份數目					姓名
	Personal interests 個人權益	Corporate interests 法團權益	Family interests 家族權益	Other interests 其他權益	Total 總數	
Larry Yung Chi Kin		400,381,000			400,381,000	榮智健
Henry Fan Hung Ling		43,000,000			43,000,000	范鴻齡
Vernon Francis Moore				3,200,000 (Note 1) (附註1)	3,200,000	莫偉龍
Peter Lee Chung Hing	500,000				500,000	李松興
Robert Ernest Adams	550,000				550,000	羅安達
Patrick W S Chung	550,000				550,000	鍾偉森
Peter Mak Shair On	100,000				100,000	麥社安
Hansen Loh Chung Hon	1,050,000	500,000 (Note 2) (附註2)	500,000 (Note 2) (附註2)		1,550,000	陸鍾漢
André Desmarais	13,800	76,807,000			76,820,800 (Note 3) (附註3)	德馬雷

Note 1: Deemed interests held by the relevant Director and his family as contingent beneficiaries of a discretionary trust.

Note 2: The corporate interests and the family interests of the relevant Director duplicate each other as the 500,000 shares are held through a company in which the relevant Director and his family are interested.

Note 3: In addition to the aforesaid, the relevant Director is also one of the trustees of a Canadian discretionary trust which controls a Canadian company which owns 24,000 shares of the Company.

附註 1: 有關董事及其家族作為一全權信託之或然受益人而被視作持有之權益。

附註 2: 有關董事持有之法團權益與其家族權益重疊，因 500,000 股股份為透過一間由該董事及其家族擁有之公司之權益。

附註 3: 除上述所載外，有關董事亦為一個加拿大全權信託之受託人之一。該全權信託控制一間擁有本公司 24,000 股股份之加拿大公司。

As at 31 December 1999, none of the Directors has any other interests in the equity or debt securities of the Company or any associated corporations (within the meaning of the SFO Ordinance) which have been entered in the register kept by the Company pursuant to section 29 of the SFO Ordinance or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

Substantial Shareholders

As at 31 December 1999, the interests of substantial shareholders, other than the Directors of the Company, in the equity securities of the Company as recorded in the register required to be kept under section 16(1) of the SFO Ordinance are as follows:

於一九九九年十二月三十一日，各董事於本公司或其任何相聯法團（定義見披露權益條例）之股本或債務證券中，概無擁有依據披露權益條例第29條於本公司予以保存之登記名冊內記錄，或根據上市公司董事進行證券交易的標準守則已通知本公司及聯交所之任何其他權益。

主要股東

於一九九九年十二月三十一日，根據披露權益條例第16(1)條須予保存之登記名冊內記錄主要股東（本公司董事除外）於本公司股本證券之權益如下：

<i>Name</i>	<i>Number of Shares of the Company</i> 本公司之股份數目	名稱
China International Trust and Investment Corporation	638,721,285	中國國際信托投資公司
CITIC HK	638,721,285	中信香港
Heedon Corporation	518,424,285	Heedon Corporation
Honpville Corporation	310,988,221	Honpville Corporation
Rockhampton Investments Limited	292,000,000	Rockhampton Investments Limited
Bloomfield Enterprises Corp	292,000,000	Bloomfield Enterprises Corp
Earnplex Corporation	292,000,000	Earnplex Corporation

CITIC HK is a substantial shareholder of the Company indirectly through the following wholly owned subsidiary companies by virtue of section 8(2) of the SBI Ordinance as follows:

按披露權益條例第8(2)條，中信香港透過下列全資附屬公司間接成為本公司之主要股東：

<i>Name of Subsidiary Companies of CITIC HK</i>	<i>Number of Shares of HK\$0.40 each</i> 每股面值港幣0.40元之股份數目	中信香港之附屬公司名稱
Affluence Limited	43,266,000	Affluence Limited
Winton Corp	30,718,000	Winton Corp
Westminster Investment Inc	101,960,000	Westminster Investment Inc
Jetway Corp	42,500,000	Jetway Corp
Cordia Corporation	32,258,064	Cordia Corporation
Honpville Corporation	310,988,221	Honpville Corporation
Hainsworth Limited	67,031,000	Hainsworth Limited
Southpoint Enterprises Inc	10,000,000	Southpoint Enterprises Inc

Each of Affluence Limited, Winton Corp, Westminster Investment Inc (“Westminster”), Jetway Corp, Cordia Corporation, Honpville Corporation, Hainsworth Limited and Southpoint Enterprises Inc holds the shares of the Company

Affluence Limited、Winton Corp、Westminster Investment Inc (「Westminster」)、Jetway Corp、Cordia Corporation、Honpville Corporation、

Directors' Report

beneficially. Accordingly, Honpville Corporation is a substantial shareholder of the Company.

China International Trust and Investment Corporation is the direct holding company of CITIC HK. CITIC HK is the direct holding company of Heedon Corporation, Hainsworth Limited, Affluence Limited and Barnsley Investments Limited. Heedon Corporation is the direct holding company of Winton Corp, Westminster, Jetway Corp, Kotron Company Ltd and Honpville Corporation and Kotron Company Ltd is the direct holding company of Cordia Corporation. Barnsley Investments Limited is the direct holding company of Southpoint Enterprises Inc. Accordingly, the interests of China International Trust and Investment Corporation in the Company duplicate the interests of CITIC HK in the Company. The interests of CITIC HK in the Company duplicate the interests in the Company of all its direct and indirect subsidiary companies as described above. The interests of Heedon Corporation in the Company duplicate the interests in the Company of all its direct and indirect subsidiary companies as described above. The interests of Barnsley Investments Limited in the Company duplicate the interests in the Company of its direct subsidiary company as described above and the interests of Kotron Company Ltd in the Company duplicate the interests in the Company of its direct subsidiary company as described above.

Rockhampton Investments Limited is a wholly owned subsidiary company of Bloomfield Enterprises Corp, which in turn is a wholly owned subsidiary company of Earnplex Corporation. Accordingly, the interests of Earnplex Corporation duplicate the interests in the Company of its direct and indirect subsidiary companies as described above. Mr Larry Yung Chi Kin is the owner of the entire issued share

董事會報告

Hainsworth Limited 及 Southpoint Enterprises Inc 分別實益持有本公司之股份。因此，Honpville Corporation 亦為本公司之主要股東。

中國國際信托投資公司為中信香港之直接控股公司。中信香港為 Heedon Corporation、Hainsworth Limited、Affluence Limited 及 Barnsley Investments Limited 之直接控股公司。Heedon Corporation 為 Winton Corp、Westminster、Jetway Corp、Kotron Company Ltd 及 Honpville Corporation 之直接控股公司，而 Kotron Company Ltd 為 Cordia Corporation 之直接控股公司。Barnsley Investments Limited 為 Southpoint Enterprises Inc 之直接控股公司。因此，中國國際信托投資公司於本公司之權益，與中信香港於本公司之權益重疊。中信香港於本公司之權益又與其上述所有直接及間接擁有之附屬公司於本公司之權益重疊。Heedon Corporation 於本公司之權益，與其上述所有直接及間接擁有之附屬公司於本公司之權益重疊。Barnsley Investments Limited 於本公司之權益，與其上述直接擁有之附屬公司於本公司之權益重疊，而 Kotron Company Ltd 於本公司之權益與其上述直接擁有之附屬公司於本公司之權益重疊。

Rockhampton Investments Limited 乃 Bloomfield Enterprises Corp 之全資附屬公司，因而亦是 Earnplex Corporation 之全資附屬公司。因此，Earnplex Corporation 於本公司之權益，與其上述直接及間接擁有之附屬

capital of Earnplex Corporation. The interests in the Company of Rockhampton Investments Limited represent part of the corporate interests of Mr Larry Yung Chi Kin as mentioned in the above section of “Directors’ Interests in Securities of the Company”.

Purchase, Sale or Redemption of Shares

Neither the Company nor its subsidiary companies has purchased or sold any of the Company’s shares during the year ended 31 December 1999 and the Company has not redeemed any of its shares during the year ended 31 December 1999.

Service Contracts

As at 31 December 1999, there were no service contracts which were not determinable by the employer within one year without payment of compensation (other than statutory compensation) between any company in the Group and any Director proposed for re-election at the forthcoming Annual General Meeting.

Arrangements for Acquisition of Shares or Debentures

At no time during the year was the Company or any of its subsidiary companies a party or parties 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.

Other Matters

The following are particulars of other matters which may be material for the appreciation of the state of the Company’s affairs by its members:

On 5 January 2000, a wholly owned subsidiary of the Company formed a joint venture, Lucky Zone Enterprises Inc. (“Lucky Zone”), with China International Trust and Investment Corporation and Mr Larry Yung Chi Kin in the

公司於本公司之權益重疊。榮智健先生乃 Earnplex Corporation全部已發行股本之擁有人。Rockhampton Investments Limited於本公司之權益乃以上「董事於本公司證券之權益」一節中所載榮智健先生之法團權益之其中一部份。

購買、出售或贖回股份

本公司或其任何附屬公司概無於截至一九九九年十二月三十一日止年度內購買或出售任何本公司之股份，而本公司亦無於截至一九九九年十二月三十一日止年度內贖回其任何股份。

服務合約

於一九九九年十二月三十一日，本集團屬下任何公司概無與擬於即將召開之股東週年大會上膺選連任之任何董事簽訂任何不可以由其僱主於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

購入股份或債券之安排

本公司或其任何附屬公司於本年度內概無參與任何安排，使本公司之董事可藉購買本公司或任何其他法人團體之股份或債券而獲得利益。

其他事項

下列為對股東瞭解本公司業務狀況而言屬重要之其他事項詳情：

於二〇〇〇年一月五日，本公司一間全資附屬公司與中國國際信托投資公司及榮智健先生成立一間合營公司Lucky Zone Enterprises Inc.（「Lucky Zone」），各自之股權比例分別為60%、20%及20%，而 Lucky Zone 之一間全資附屬公司Bright

Directors' Report

proportions 60/20/20 and Lucky Zone's wholly owned subsidiary, Bright Generation Holdings Inc. ("Bright Generation"), in turn on the same day agreed to invest in a fixed optical fibre network installation in the People's Republic of China aggregating 32,099km when completed for an aggregate amount of RMB2,000 million (approximately HK\$1,887 million) pursuant to two agreements both dated 5 January 2000 entered into by Bright Generation with 廣州軍區通信支援國家經濟建設辦公室, and Glory Supreme Engineering Limited, both of which are independent third parties.

On 10 February 2000, the Company entered into a top-up subscription agreement with Westminster, a wholly owned subsidiary of CITIC HK, pursuant to which Westminster subscribed for 100,000,000 new shares of the Company, being the same amount of shares which were sold by Westminster pursuant to the placement agreement dated 10 February 2000 made between CITIC HK, Westminster and BNP Prime Peregrine Securities Limited and BOCI Asia Limited, at a price of HK\$40.38 per share. The 100,000,000 new shares of the Company were allotted and issued on 24 February 2000. The net proceeds of such subscription amounted to about HK\$3,941 million.

Auditors

The accounts for the year have been audited by PricewaterhouseCoopers who shall retire and, being eligible, shall offer themselves for re-appointment. PricewaterhouseCoopers replaced Price Waterhouse in 1999 following their merger with Coopers & Lybrand.

董事會報告

Generation Holdings Inc. (「Bright Generation」) 則於同日同意，根據兩份同於二〇〇〇年一月五日分別與同為獨立第三者之廣州軍區通信支援國家經濟建設辦公室及Glory Supreme Engineering Limited簽訂之協議，以總金額人民幣二十億元(約港幣十八億八千七百萬元)投資在中華人民共和國一項固定光纖網絡建設工程，該網絡在建成後之總長度為32,099公里。

於二〇〇〇年二月十日，本公司與中信香港之全資附屬公司Westminster訂立一項上調認購協議，據此，Westminster同意按每股作價港幣40.38元認購本公司100,000,000股新股份，相當於Westminster根據中信香港、Westminster、法國國家巴黎百富勤證券有限公司及中銀國際亞洲有限公司於二〇〇〇年二月十日訂立之配售協議出售股份之數目。本公司已於二〇〇〇年二月二十四日配發及發行上述100,000,000股新股份。該項認購所得款項淨額約為港幣三十九億四千一百萬元。

核數師

本年度之賬目已由羅兵咸永道會計師事務所審核。該會計師事務所將依章告退，惟彼等符合資格，願意膺聘連任。羅兵咸會計師事務所於一九九九年與永道會計師事務所合併後，由羅兵咸永道會計師事務所接任核數師職位。

Corporate Governance

During the year, the Company was in compliance with the Code of Best Practice as set out in the Rules Governing the Listing of Securities on the Stock Exchange.

By Order of the Board

Larry Yung Chi Kin *Chairman*

Hong Kong, 16 March 2000

公司管理

於該年內，本公司已遵守聯交所上市規則所載之最佳應用守則。

承董事會命

榮智健 主席

香港，二〇〇〇年三月十六日

Consolidated Profit and Loss Account				綜合損益賬
<i>for the year ended 31 December 1999</i>				截至一九九九年十二月三十一日止年度
<i>in HK\$ million</i>	Note 附註	1999	1998	以港幣百萬元計算
Turnover	2	26,424	14,736	營業額
Profit from Consolidated Activities	3	2,259	2,429	綜合業務溢利
Share of Profits less Losses of Associated Companies		2,223	2,134	所佔聯營公司溢利減虧損
Net Finance Charges	6	(1,090)	(1,201)	財務支出淨額
Profit before Taxation		3,392	3,362	除稅前溢利
Taxation	7	(322)	(445)	稅項
Profit for the Year		3,070	2,917	年內溢利
Minority Interests		(104)	(109)	少數股東權益
Profit Attributable to Shareholders	8	2,966	2,808	股東應佔溢利
Dividends	9	(5,904)	(1,490)	股息
Transfer to Reserves	17	(4)	(1)	撥入儲備
Earnings per Share	10	139.4 cents	132.0 cents	每股盈利 (仙)

Consolidated Balance Sheet				綜合資產負債表
as at 31 December 1999				一九九九年十二月三十一日結算
in HK\$ million	Note 附註	1999	1998	以港幣百萬元計算
Fixed Assets	11	11,916	11,765	固定資產
Associated Companies	13	23,167	40,145	聯營公司
Investments	14	14,560	11,574	投資
Current Assets				流動資產
Properties held for sale	11	341	341	待售物業
Inventories	15	1,307	1,498	存貨
Debtors, accounts receivable, deposits and prepayments		2,355	2,190	應收賬項、應收賬款、按金 及預付款項
Cash and bank deposits		8,044	900	現金及銀行存款
		12,047	4,929	
Current Liabilities				流動負債
Bank loans, other loans and overdrafts				銀行貸款、其他貸款及透支
– secured		191	78	– 有抵押
– unsecured		1,761	1,860	– 無抵押
Creditors, accounts payable, deposits and accruals		2,011	1,800	應付賬項、應付賬款、按金 及應付款項
Provision for taxation		79	44	稅項準備
Proposed final dividend		1,224	1,064	建議末期股息
		5,266	4,846	
Net Current Assets		6,781	83	淨流動資產
		56,424	63,567	
Financed by :				資金來源 :
Share Capital	16	851	851	股本
Reserves	17	37,327	41,048	儲備
Shareholders' Funds		38,178	41,899	股東資金
Long Term Borrowings	18	16,611	20,137	長期借款
Deferred Taxation	19	254	262	遞延稅項
Minority Interests		1,381	1,269	少數股東權益
		56,424	63,567	
Larry Yung Chi Kin Director				榮智健 董事
Henry Fan Hung Ling Director				范鴻齡 董事

Balance Sheet				資產負債表
<i>as at 31 December 1999</i>				一九九九年十二月三十一日結算
<i>in HK\$ million</i>	Note 附註	1999	1998	以港幣百萬元計算
Fixed Assets	11	68	80	固定資產
Subsidiary Companies	12	35,869	49,091	附屬公司
Associated Companies	13	2,281	2,326	聯營公司
Current Assets				流動資產
Debtors, accounts receivable, deposits and prepayments		192	92	應收賬項、應收賬款、按金 及預付款項
Cash and bank deposits		7,075	164	現金及銀行存款
		7,267	256	
Current Liabilities				流動負債
Bank loans, other loans and overdrafts – unsecured		281	1,231	銀行貸款、其他貸款及透支 – 無抵押
Creditors, accounts payable, deposits and accruals		238	192	應付賬項、應付賬款、按金 及應付款項
Proposed final dividend		1,224	1,064	建議末期股息
		1,743	2,487	
Net Current Assets/(Liabilities)		5,524	(2,231)	淨流動資產/(負債)
		43,742	49,266	
Financed by :				資金來源 :
Share Capital	16	851	851	股本
Reserves	17	30,891	34,122	儲備
Shareholders' Funds		31,742	34,973	股東資金
Long Term Borrowings	18	12,000	14,293	長期借款
		43,742	49,266	
Larry Yung Chi Kin <i>Director</i>				榮智健 董事
Henry Fan Hung Ling <i>Director</i>				范鴻齡 董事

Consolidated Cash Flow Statement			綜合現金流量表
<i>for the year ended 31 December 1999</i>			截至一九九九年十二月三十一日止年度
<i>in HK\$ million</i>	1999	1998	以港幣百萬元計算
Net Cash Inflow from Consolidated Activities			來自綜合業務之現金流入淨額
(note a)	1,149	2,320	(附註 a)
Returns on Investments and			
Servicing of Finance			投資回報及財務收支
Dividend income from associated companies	1,252	1,196	從聯營公司所得股息收益
Income from investments	1,403	1,288	從各項投資所得收益
Interest received	93	62	已收利息
Interest paid	(1,310)	(1,526)	已付利息
Dividends paid	(5,744)	(1,490)	已派股息
Net Cash Outflow from Returns on			投資回報及財務收支之現金流出
Investments and Servicing of Finance	(4,306)	(470)	淨額
Taxation			稅項
Hong Kong profits tax and overseas tax paid	(88)	(158)	已付香港利得稅及海外稅項
Investing Activities			投資業務
Purchase of fixed assets	(380)	(1,099)	購入固定資產
Investment in associated companies	(114)	-	於聯營公司之投資
Increase in investments	(138)	(243)	投資之增加
Proceeds on disposal of fixed assets	38	32	出售固定資產所得
Proceeds on disposal of an associated company	12,781	835	出售聯營公司所得
Proceeds on disposal of investments	2,335	78	出售投資所得
Loans (to)/from associated companies	(633)	107	(予)/欠負聯營公司之貸款
Net Cash Inflow/(Outflow) from			
Investing Activities	13,889	(290)	投資業務之現金流入/(流出)淨額
Net Cash Inflow before Financing	10,644	1,402	融資前之現金流入淨額

Consolidated Cash Flow Statement**綜合現金流量表**

<i>in HK\$ million</i>	1999	1998	以港幣百萬元計算
Financing (note b)			融資 (附註 b)
New borrowings	122	1,495	新借款項
Repayment of loans	(3,536)	(2,838)	償還貸款
Increase in minority interests	2	7	少數股東權益之增加
Net Cash Outflow from Financing	(3,412)	(1,336)	融資之現金流出淨額
Increase in Cash and Cash Equivalents	7,232	66	現金及等同現金之增加
Cash and Cash Equivalents			
at 1 January	301	231	於一月一日之現金及等同現金
Effect of Foreign Exchange Rate			
Changes	10	4	外幣匯率變動之影響
Cash and Cash Equivalents			於十二月三十一日之現金及
at 31 December	7,543	301	等同現金
Analysis of the Balances of Cash and			
Cash Equivalents			現金及等同現金結存之分析
Cash and bank deposits	8,044	900	現金及銀行存款
Bank loans and overdrafts (note c)	(501)	(599)	銀行貸款及透支 (附註 c)
	7,543	301	

Notes to Consolidated Cash Flow Statement

綜合現金流量表附註

a Reconciliation of profit from consolidated activities to net cash inflow from consolidated activities

a 綜合業務溢利與來自綜合業務之現金流入淨額對賬

<i>in HK\$ million</i>	1999	1998	以港幣百萬元計算
Profit from consolidated activities after net finance charges	1,169	1,228	扣除財務支出淨額後 綜合業務溢利
Net interest expense	1,053	1,171	利息開支淨額
Income from investments	(1,493)	(1,549)	來自投資之收益
Depreciation and amortisation	356	307	折舊及攤銷
Profit on disposal of an associated company	-	(167)	出售聯營公司之溢利
Profit on disposal of investments	(225)	(60)	出售投資之溢利
Loss/(profit) on disposal of fixed assets	6	(4)	出售固定資產之虧損/(溢利)
Decrease in properties held for sale	-	336	待售物業減少
Decrease/(increase) in inventories	191	(60)	存貨減少/(增加)
(Increase)/decrease in debtors, accounts receivable, prepayments and deposits	(87)	1,380	應收賬項、應收賬款、預付款 項及按金之(增加)/減少
Increase/(decrease) in creditors, accounts payable and accruals	217	(228)	應付賬項、應付賬款及應付款 項之增加/(減少)
Effect of foreign exchange rates	(38)	(34)	外幣匯率影響
	1,149	2,320	

Notes to Consolidated Cash Flow Statement

綜合現金流量表附註

b Analysis of changes in financing during the year

b 年內融資變動分析

in HK\$ million	Long term borrowings 長期借款		Minority interests 少數股東權益		以港幣百萬元計算
	1999	1998	1999	1998	
Balance at 1 January	21,476	22,823	1,269	1,162	於一月一日之結存
Effect of foreign exchange difference	-	(4)	6	-	外幣兌換差額之影響
Net cash (outflow)/inflow from financing	(3,414)	(1,343)	2	7	來自融資之現金(流出)/流入淨額
Minority interests' share of retained profit for the year	-	-	104	100	少數股東佔年內保留溢利之權益
Balance at 31 December	18,062	21,476	1,381	1,269	於十二月三十一日之結存

c Reconciliation of the balance of cash and cash equivalents in respect of bank loans, other loans and overdrafts

c 有關銀行貸款、其他貸款及透支之現金與等同現金結存之對賬

in HK\$ million	1999	1998	以港幣百萬元計算
Bank loans, other loans and overdrafts	1,952	1,938	銀行貸款、其他貸款及透支
Bank loans, other loans and overdrafts over three months to maturity	(1,451)	(1,339)	三個月後期滿之銀行貸款、其他貸款及透支
Bank loans, other loans and overdrafts within three months to maturity	501	599	三個月內到期之銀行貸款、其他貸款及透支

Consolidated Statement of Recognised Gains and Losses			綜合已確認損益報表
<i>for the year ended 31 December 1999</i>			截至一九九九年十二月三十一日止年度
<i>in HK\$ million</i>	Note 附註	1999	1998 以港幣百萬元計算
Revaluation Surplus on Investment Properties	17	385	57 投資物業重估盈餘
Exchange Differences Arising on Translation of Subsidiary Companies and Associated Companies	17	(9)	(6) 附屬公司及聯營公司換算產生之兌換差額
Net Gains Not Recognised in the Profit and Loss Account		376	51 未於損益賬確認之收益淨額
Profit Attributable to Shareholders	17	2,966	2,808 股東應佔溢利
Total Recognised Gains and Losses		3,342	2,859 已確認損益總額
Dividends	9	(5,904)	(1,490) 股息
(Reserves Realised)/Goodwill Written Back on Disposal	17	(1,262)	297 因出售產生之(儲備回撥)/商譽撥回
Reserves on Acquisition/Goodwill Written Off against Reserves	17	103	8 收購產生之儲備/儲備之商譽撇賬
		(3,721)	1,674

Notes to The Accounts*for the year ended 31 December 1999***1 Significant Accounting Policies****a BASIS OF PREPARATION**

The accounts have been prepared in accordance with generally accepted accounting principles in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants. The accounts are prepared under the historical cost convention as modified by the revaluation of investment properties as explained in the accounting policies set out below.

b BASIS OF CONSOLIDATION

The consolidated accounts incorporate the accounts of the Company and all its subsidiary companies made up to the balance sheet date. The results of subsidiary companies acquired or disposed of during the year are included as from the effective dates of acquisition or up to the effective dates of disposal respectively.

c GOODWILL AND CAPITAL RESERVE

Goodwill represents the excess of purchase consideration over the fair values ascribed to the net assets of subsidiary companies and associated companies acquired and is written off to reserves in the year of acquisition or amortised over a period no longer than its estimated useful life to the Group.

Where the fair values of net assets of subsidiary companies and associated companies exceed the purchase consideration, such differences, being discounts on acquisition, are taken to capital reserve in the year of acquisition.

d SUBSIDIARY COMPANIES

Investments in subsidiary companies are carried at cost less provision.

e ASSOCIATED COMPANIES

Associated companies are companies, other than subsidiary companies, in which the Group holds not more than 50 per cent of their equity share capital for the long term and can exercise significant influence in their management.

賬目附註*截至一九九九年十二月三十一日止年度***1 主要會計政策****a 編製準則**

本賬目已按照香港普遍採納之會計原則編製，並符合香港會計師公會公佈之會計準則。本賬目乃根據實際成本編製及因應重估投資物業而作出修訂。有關闡釋載於下文之會計政策內。

b 綜合賬目之準則

綜合賬目乃綜合本公司及其全部附屬公司截至結算日止之賬目。於本年度收購或出售之附屬公司之業績分別由其收購之生效日期起計或計至其出售之生效日期為止。

c 商譽及資本儲備

商譽乃收購附屬公司及聯營公司之收購代價較該等公司資產淨值之公平價值超逾之數額，並於收購年度之儲備內撇銷或按其對本集團之估計可使用年期攤銷。

倘附屬公司及聯營公司資產淨值之公平價值超逾其收購代價，此等收購時之折價所帶來之差額於收購年度撥入資本儲備內。

d 附屬公司

於附屬公司之投資乃以成本減去減值準備入賬。

e 聯營公司

聯營公司乃指除附屬公司外，由本集團長期持有不多於百分之五十股權，而又能對其管理運用顯著影響力之公司。

The consolidated profit and loss account includes the Group's share of the results of associated companies for the year, and the consolidated balance sheet includes the Group's share of net assets of the associated companies, after attributing fair values to the net assets at the date of acquisition.

In the Company's balance sheet the investments in associated companies are stated at cost less provision. The results of associated companies are accounted for by the Company on the basis of dividends received and receivable.

f DEPRECIATION

All fixed assets except investment properties and properties held for development are carried at cost less accumulated depreciation.

Changes in the value of investment properties reflecting market conditions, depreciation and other factors are incorporated in the annual accounts on the basis set out in note 1(g).

Freehold land is not amortised. Leasehold land is depreciated over the remaining portion of the relevant lease.

Amortisation of vehicular tunnel (including land and buildings) is provided for over the franchise period on the basis of a sinking fund calculation whereby annual amounts compounded at the rate of 7% per annum will equal the net cost of the tunnel.

Other fixed assets are depreciated at rates sufficient to write off their cost or valuation over their estimated useful lives on a straight line basis at the following annual rates:

Buildings	2%-4% or the remaining lease period of the land
Other fixed assets, comprising traffic equipment, cargo lighters, computer installations, motor vehicles, plant and machinery, furniture, fixtures and equipment	10%-25%

綜合損益賬包括本集團在該年度所佔聯營公司之業績，綜合資產負債表內包括本集團所佔聯營公司之資產淨值，及已包括於收購日所佔其資產淨值之公平價值。

在本公司資產負債表內聯營公司之投資以成本減去減值準備入賬。聯營公司之業績則以已收及應收股息計算在本公司之內。

f 折舊

除投資物業及待發展之物業外，所有固定資產均以成本減去累積折舊入賬。

反映物業市道、折舊及其他因素之投資物業價值之變化皆按附註1(g)所述基準編入年度賬目。

永久業權之土地不作攤銷。租約土地按有關租約之餘期折舊。

行車隧道（包括土地及樓宇）於經營期內的攤銷是以償還基金方式計算，因此以年利率7%複利計算，其總額將等於隧道的成本淨額。

其他固定資產用直線法按在估計使用年期內足以撇銷其成本或估值之折舊率折舊，年率如下：

- 樓宇：2% - 4% 或該土地之租約餘期
- 其他固定資產，包括交通設備、貨運駁船、電腦裝備、汽車、機器、傢俬、裝置及設備：10% - 25%

Notes to the Accounts

1 Significant Accounting Policies *continued*

g INVESTMENT PROPERTIES

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are held for their investment potential.

Investment properties held on leases with unexpired periods greater than twenty years are valued at intervals of not more than three years by independent valuers; in each of the intervening years, valuations are undertaken by professionally qualified personnel. The valuations are on an open market value basis related to individual properties and separate values are not attributed to land and buildings. The valuations are incorporated in the annual accounts. Increases in valuation are credited to the investment property revaluation reserve; decreases are first set off against increases on earlier valuations on a portfolio basis and thereafter are charged to operating profit.

Investment properties held on leases with unexpired periods of twenty years or less are depreciated over the remaining portion of the leases.

Upon the disposal of an investment property, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the investment property revaluation reserve to the profit and loss account.

h PROPERTIES HELD FOR DEVELOPMENT

Properties held for development consist of investments in land for future development and buildings under construction and properties under development pending any positive intention either to retain them for investment purposes or to sell them for proceeds. The investments are stated at cost less provision for diminution in value.

i CAPITALISATION OF DEVELOPMENT COSTS

Property development expenditure, inclusive of interest and professional fees, is capitalised as cost of development.

賬目附註

1 主要會計政策 續

g 投資物業

投資物業乃指建築及發展工程皆已完成而因有投資潛質而持有之土地及樓宇權益。

凡未屆滿租約之投資物業而租期超過二十年者，每隔不超過三年須由獨立估值師估值；在期間之每一年度皆由具有專業資格之人員進行估值。估值乃按各項物業之公開市值基準進行，土地與樓宇並無分開評估其價值。各項估值列入年度賬目內。估值之增值列入投資物業重估儲備，減值則先按整體為準以較早估值之增值抵銷，然後在經營溢利中扣除。

凡未屆滿租約之投資物業而租期為二十年或短於二十年者，則按租約餘期加以折舊。

待出售投資物業後，過往估值之重估儲備已變現之有關部份，會由投資物業重估儲備撥回損益賬。

h 待發展物業

待發展物業包括留待日後發展之土地、建築期內之樓宇及於發展中惟未決定是否保留作投資用途或出售以賺取收入之物業。此等投資以成本減去減值準備入賬。

i 撥作發展成本之支出

物業發展支出包括利息及專業費用皆撥作發展成本。

需要長時間籌備方能擬作使用或出售之

Borrowing costs incurred on assets under development that take a substantial period of time to get ready for their intended use or sale are capitalised into the carrying value of the assets under development.

The capitalisation rate applied to funds borrowed for the development of the assets is based on the attributable cost of funds to the Group.

All other borrowing costs are charged to the profit and loss account in the period in which they are incurred.

j REVENUE RECOGNITION

(i) Motor vehicles

Revenue arising from the sale of motor vehicles is recognised when the registration document is issued or on delivery of motor vehicles, whichever is earlier, which are taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes any government taxes and is after deduction of any trade discounts.

(ii) Sales of properties under development and properties held for sale

Income from sales of properties under development is recognised when the properties developed for sale are sold in advance of completion and the outcome of projects can be ascertained with reasonable certainty by reference to the construction progress. Profit is recognised over the course of the development and is computed in each year as a proportion of the total estimated profit of the development. The proportion used is calculated by reference to the proportion of construction costs incurred to date to the estimated total construction costs to completion of the development and the extent of the sales proceeds received, after taking into account due allowance for contingencies.

發展中資產所產生之借貸成本，皆撥作發展中資產之賬面價值。

發展中資產所借貸資金之資本化率乃根據本集團之借貸成本所釐定。

其他借貸成本皆於該期內之損益賬支銷。

j 收益認算

(i) 汽車

來自汽車銷售之收益乃於簽發登記文件或將車輛付運時 (以較早為準則) 及當顧客接收該貨品及有關之風險和擁有權時入賬。收益扣除任何政府稅項及減去任何貿易折扣。

(ii) 出售發展中物業及待售物業

來自出售發展中物業之收益乃於發展供出售之物業在竣工前售出及項目之結果可按照建築工程進度合理地確認時入賬。溢利在該項發展期間內每年以該項發展之估計溢利總額按比例入賬。所用之比例經計入或然事項之適當準備後，參照於結算日已支出之建築成本與該項發展竣工之估計總建築成本之比例及已收銷售所得款項計算。

Notes to the Accounts

1 Significant Accounting Policies *continued*

Income from properties held for sale is recognised at the date when sale agreement is signed.

(iii) Income from co-operative joint venture

Where the Group has been guaranteed a minimum rate of return on its investment in co-operative joint ventures, income is accrued at the minimum rate of return, and any return in excess of the minimum is recognised in the year in which it is received, or becomes receivable.

Other income or dividend from co-operative joint venture is recognised when the right to receive is established.

Income from disposal of co-operative joint venture is recognised at the date when sale agreement is signed.

(iv) Other goods

Revenue arising from the sale of other goods is recognised on the delivery of goods to customers. Revenue is determined after deduction of any trade discounts.

(v) Rendering of services

Commission income and revenue arising from the rendering of repairing services are recognised when the goods concerned are sold to customers and when the relevant work is completed respectively.

(vi) Dividend income

Dividend income is recognised when the right to receive the dividend is established.

k PROPERTIES HELD FOR SALE

Properties held for sale are classified under current assets and are stated at the lower of cost and net realisable value.

l INVESTMENTS

Co-operative joint ventures in the People's Republic of China are stated at cost (net of capital repayment) less provision for permanent diminution in value or where appropriate, amortised

賬目附註

1 主要會計政策 續

來自待售物業之收益於簽訂買賣合約日期時入賬。

(iii) 合作合營公司收益

就本集團已獲最低回報率保證之合作合營公司權益而言，收益應以最低回報率計算。任何超逾最低回報率之收益，均於該年度作已收款項或應收款項入賬。

其他來自合作合營公司所得之收入或股息，均於收取之權利確定時入賬。

出售合作合營公司之收益於簽訂買賣合約日期時入賬。

(iv) 其他貨品

來自貨品銷售之收益乃於交貨予顧客時入賬。收益經已扣除任何貿易折扣。

(v) 提供服務

來自佣金收益及提供維修服務之收入乃分別於有關貨物售予顧客及有關工作完成時入賬。

(vi) 股息收益

股息收益乃於收取股息之權利確定時入賬。

k 待售物業

待售物業歸入流動資產一類，並以成本值及可變現淨值之較低者入賬。

l 投資

於中華人民共和國之合作合營公司以成本(資本歸還淨額)減去永久減值準備入賬或(如適用)按不超過本集團估計可使用之年期而予以攤銷。

over a period no longer than its estimated useful life to the Group.

Interest in other listed and unlisted investments held for the long term are stated at cost less provision for permanent diminution in value. The carrying amounts of individual listed investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such securities should be reduced to its fair value. The amount of the reduction is recognised as an expense in the profit and loss account.

m OPERATING LEASES

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases. Rentals payable and receivable under operating leases are accounted for on a straight line basis over the respective periods of the leases.

n INVENTORIES

Inventories comprising mainly motor vehicles, spare parts, electrical appliances, food, trading items and steels are valued at the lower of cost and net realisable value. Cost represents the actual cost of purchase and is calculated on the first-in first-out, specific identification or weighted average basis as appropriate. Net realisable value is determined by reference to the sale proceeds of items sold in the ordinary course of business after the balance sheet date, and in other cases, to management's estimates based on prevailing market conditions and net replacement costs.

o FOREIGN CURRENCIES

Transactions arising in foreign currencies during the year are translated into Hong Kong dollars at rates ruling at the transaction dates. Monetary assets and liabilities in foreign currencies are translated into Hong Kong dollars at market rates ruling at the balance sheet date. Exchange differences arising in

其他長期持有之上市及非上市投資之權益，乃以成本減去永久減值準備入賬。於結算日個別上市投資之賬面值會作出檢討以評估其公平價值是否低於賬面值。倘跌值非屬暫時性質，該等證券之賬面值將須減低至其公平價值。減少之金額會列入損益賬內之支出項目下。

m 營業租約

資產擁有權之全部利益及風險絕大部份保留於出租公司之租約，列為營業租約處理。營業租約之應付及應收租金按各租期以直線法計算。

n 存貨

存貨主要包括汽車、零件、電器用品、食品、貿易項目及鋼鐵，乃以成本值及可變現淨值之較低者入賬。成本指購置之實質成本，並適當地以先進先出法、個別鑑定法或加權平均法計算。可變現淨值乃參照結算日後日常業務往來出售貨品所得銷售收入計算，而在其他情況下，則參照管理層根據現行市場情況及重置成本淨值所作估計計算。

o 外幣

年內以外幣為單位之各項交易均按照交易日之匯率換算為港幣，以外幣為單位之貨幣資產及負債則按結算日之市場匯率換算為港幣。因此而引致之滙兌盈虧已包括於損益賬內。

Notes to the Accounts**1 Significant Accounting Policies** *continued*

these cases are dealt with in the profit and loss account.

The accounts of subsidiary companies and associated companies expressed in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Exchange differences arising are dealt with as a movement in reserves.

p DEFERRED TAXATION

Deferred taxation is accounted for at the current tax rate in respect of material timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or asset is expected to be payable or receivable in the foreseeable future.

賬目附註**1 主要會計政策** 續

附屬公司及聯營公司賬目而以外幣結算者概按結算日之滙率換算。所引致之滙兌盈虧已包括於儲備之變動內。

p 遞延稅項

遞延稅項乃以在可預見將來預料應付或應收之負債或資產為計入準則，為按課稅目的而計算之溢利與賬目中所載溢利之間之重大時差而以現行稅率計算。

2 Turnover

The principal activity of the Company is holding its subsidiary companies and the principal activities of its principal subsidiary companies are set out in Note 26 to the accounts.

Turnover of the Group comprises the total invoiced value of goods supplied net of government taxes where applicable, and services rendered to customers, gross proceeds from sale of investments and properties, amounts received and receivable in respect of dividends, income from co-operative joint ventures, toll income, gross property rental and godown and cold storage income, analysed as follows :

2 營業額

本公司之主要業務為持有其附屬公司，而其附屬公司之主要業務載於本賬目附註26。

本集團之營業額包括向顧客供應貨品（如適用，經扣除政府稅項）及提供服務之總發票值、出售投資及物業所得總額、就股息已收及應收之款項、來自合作合營公司之收益、隧道收費、總物業租金，以及貨倉及冷藏倉庫收入如下：

<i>in HK\$ million</i>	<i>Group 集團</i>		<i>以港幣百萬元計算</i>
	1999	1998	
Sale of goods	8,430	10,561	貨品銷售
Sale of investments			出售投資
– interest in power generation in Hong Kong	12,781	-	– 於香港發電業務之權益
– interest in consumer credit	-	835	– 於消費信用之權益
Sale of properties	-	270	出售物業
Services rendered to customers	447	509	提供予顧客之服務
Dividend income and income from co-operative joint ventures	3,808	1,549	股息收益及合作合營公司收益
Others	958	1,012	其他
	26,424	14,736	

Notes to the Accounts

賬目附註

3 Profit from Consolidated Activities

3 綜合業務溢利

	Group 集團		
in HK\$ million	1999	1998	以港幣百萬元計算
<i>The profit from consolidated activities is arrived at</i>			
<i>after charging :</i>			綜合業務溢利已扣除：
Cost of sales (note)	22,520	10,548	銷售成本(附註)
– including cost of inventories of HK\$6,802 million(1998 : HK\$8,995 million)			– 包括存貨成本港幣六十八 億零二百萬元(一九九八年: 港幣八十九億九千五百萬元)
Distribution costs (note)	363	383	分銷成本(附註)
Other operating costs (note)	1,282	1,376	其他營運成本(附註)
Auditors' remuneration	9	9	核數師酬金
Contributions to staff retirement schemes	31	34	僱員退休金計劃供款
Depreciation and amortisation	356	307	折舊及攤銷
Management fee payable to China International Trust & Investment Corporation Hong Kong (Holdings) Limited	2	8	支付予中國國際信托投資 (香港集團)有限公司之管理費
Operating lease rentals			營業租約租金
– land and buildings	80	75	– 土地及樓宇
<i>note:</i>			
<i>Included in cost of sales, distribution costs and other operating costs are staff costs of HK\$991 million (1998 : HK\$1,115 million)</i>			
<i>and after crediting :</i>			
Dividend income from listed investments	164	22	來自上市投資之股息收益
Dividend income from unlisted investments	254	132	來自非上市投資之股息收益
Rental income from			租金收益
– investment properties			– 投資物業
Gross income	183	156	總收益
Less: Direct outgoings	(68)	(56)	減：直接支出
	115	100	
– other operating leases	80	72	– 其他營業租約

4 Directors' Emoluments

<i>in HK\$ million</i>	<i>Group 集團</i>	
	1999	1998
Fees	1.5	1.5
Salaries	7.2	7.6
Bonuses	57.5	50.7
	66.2	59.8

4 董事酬金

以港幣百萬元計算

袍金
薪金
花紅

The Directors' emoluments are analysed as follows :

董事酬金分析如下：

	<i>Number of directors 董事人數</i>	
	1999	1998
<i>Emoluments Bands</i>		
HK\$ 0 - HK\$1,000,000	7	7
HK\$ 2,500,001 - HK\$3,000,000	1	1
HK\$ 4,500,001 - HK\$5,000,000	1	1
HK\$ 5,000,001 - HK\$5,500,000	1	1
HK\$ 8,500,001 - HK\$9,000,000	-	1
HK\$ 10,000,001 - HK\$10,500,000	1	1
HK\$ 12,000,001 - HK\$12,500,000	1	-
HK\$ 12,500,001 - HK\$13,000,000	-	1
HK\$ 14,000,001 - HK\$14,500,000	1	-
HK\$ 15,000,001 - HK\$15,500,000	-	1
HK\$ 16,500,001 - HK\$17,000,000	1	-

酬金範圍

港幣0 元至港幣1,000,000 元
港幣2,500,001元至港幣3,000,000 元
港幣4,500,001元至港幣5,000,000 元
港幣5,000,001元至港幣5,500,000 元
港幣8,500,001元至港幣9,000,000 元
港幣10,000,001元至港幣10,500,000 元
港幣12,000,001元至港幣12,500,000 元
港幣12,500,001元至港幣13,000,000 元
港幣14,000,001元至港幣14,500,000 元
港幣15,000,001元至港幣15,500,000 元
港幣16,500,001元至港幣17,000,000 元

Emoluments paid to independent non-executive directors during the year amounted to HK\$0.8 million (1998 : HK\$0.8 million).

The five highest paid individuals of the Group during the year were also directors and their emoluments are reflected in the analysis presented above.

本年內，獨立非執行董事之酬金為港幣八十萬元（一九九八年：港幣八十萬元）。

本集團於本年度獲最高薪酬之五位人士皆為董事，而他們的酬金亦已載於以上分析。

Notes to the Accounts**5 Retirement Benefits**

Dah Chong Hong Holdings Group (“DCH Group”) operates a defined contribution scheme in Hong Kong and a defined benefit scheme in Japan. New Hong Kong Tunnel Company Limited (“NHKTC”) operates a retirement scheme in Hong Kong which is primarily a defined contribution scheme.

Contributions to the defined contribution schemes by DCH Group and NHKTC represent amounts payable at rates specified in the terms of the schemes. Assets of the schemes are held separately from those of DCH Group and NHKTC in funds under the control of trustees. Forfeited contributions of DCH Group are credited to the remaining members of the scheme in proportion to their respective balances. Forfeited contributions of NHKTC are to be used at the absolute discretion of the trustees for settlement of all or part of the future contributions payable by NHKTC.

The scheme of NHKTC also contains a defined benefit element in the case where the relevant employee deceases under employment. However, the relevant benefit payable has been underwritten by an outsider insurer through a group life policy.

For the defined benefit scheme in Japan, members’ benefits are determined based on the employees’ latest month of pay and length of service. Part of the portion for the employees is funded through a contract with an insurance company which acts as trustee. The remaining portion for the employees together with the portion for the directors of the DCH Group’s subsidiary company in Japan are unfunded and have been provided for in the accounts.

賬目附註**5 退休福利**

大昌貿易行控股集團（「大昌行集團」）分別於香港設立有界定供款退休金計劃及於日本設立有界定利益退休金計劃。新香港隧道有限公司（「新隧」）亦於香港設立有界定供款退休金計劃。

大昌行集團及新隧乃按退休金計劃中條款所指定之比率，支付界定供款退休金計劃中之供款。退休金計劃之資產乃由受託人管理，並與大昌行集團及新隧之資產分開。大昌行集團沒收之供款將按退休金計劃餘下成員之各自結餘比例分配。新隧沒收之供款將按受託人以絕對酌情權用於處理新隧將支付之全部或部份供款。

新隧之退休金計劃亦包括一項以供僱員在受僱時死亡之界定利益，但此等應付的利益已透過集團人壽保險計劃由集團外的保險公司承保。

於日本設立之界定利益退休金計劃，成員可享有之退休金福利乃按該僱員最近期之每月薪金及服務年期而計算。僱員之部份退休金透過與保險公司簽訂之合同提供資金，保險公司為該退休金計劃之受託人。僱員退休福利之餘下部份，及大昌行集團日本附屬公司董事之退休金尚未出資者，已於賬目內撥備。

6 Net Finance Charges

<i>in HK\$ million</i>	<i>Group 集團</i>	
	1999	1998
<i>Interest expense</i>		
Bank loans and overdrafts wholly repayable within five years	1,063	980
Bank loans not wholly repayable within five years	16	281
Less : Amount capitalised	(95)	(308)
	984	953
Other loans wholly repayable within five years	204	224
Other loans not wholly repayable within five years	58	73
	1,246	1,250
<i>Interest income</i>	(193)	(79)
	1,053	1,171
<i>Other finance charges</i>	37	30
	1,090	1,201

6 財務支出淨額

以港幣百萬元計算

利息開支

須於五年內全部償還之銀行貸款及透支

不須於五年內全部償還之銀行貸款

減：已撥充資本之款項

須於五年內全部償還之其他貸款

不須於五年內全部償還之其他貸款

利息收入

其他財務支出

7 Taxation

Hong Kong profits tax has been calculated at the rate of 16% (1998 : 16%) on the estimated assessable profit for the year. Overseas taxation has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

7 稅項

香港利得稅乃以年內估計應課稅溢利按16%之稅率(一九九八年：16%)計算。海外稅項乃以年內估計應課稅溢利按集團經營業務之地區之現行稅率計算。

<i>in HK\$ million</i>	<i>Group 集團</i>	
	1999	1998
<i>Company and subsidiary companies :</i>		
Hong Kong profits tax	66	87
Overseas taxation	33	22
Deferred taxation (Note 19)	(21)	5
	78	114
<i>Associated companies :</i>		
Hong Kong profits tax	94	286
Overseas taxation	52	63
Deferred taxation	98	(18)
	244	331
	322	445

以港幣百萬元計算

本公司及其附屬公司：

香港利得稅

海外稅項

遞延稅項 (附註19)

聯營公司：

香港利得稅

海外稅項

遞延稅項

Notes to the Accounts

賬目附註

8 Profit Attributable to Shareholders

The Group's profit attributable to shareholders is dealt with in the accounts of the Company to the extent of HK\$2,673 million (1998 : HK\$1,536 million).

8 股東應佔溢利

股東應佔集團溢利已列入本公司賬目者為港幣二十六億七千三百萬元 (一九九八年 : 港幣十五億三千六百萬元)。

9 Dividends

9 股息

<i>in HK\$ million</i>	1999	1998
1999 Interim dividend paid : 20 cents (1998 : 20 cents) per share	426	426
1999 Final dividend proposed : 55 cents (1998 : 50 cents) per share	1,224	1,064
1999 Special dividend paid : 200 cents (1998 : nil) per share	4,254	-
	5,904	1,490
Dividends per share (cents)	275	70

以港幣百萬元計算

已派發一九九九年中期股息 :
每股 20 仙 (一九九八年 : 20仙)
建議派發一九九九年末期股息 :
每股 55 仙 (一九九八年 : 50仙)
已派發一九九九年特別股息 :
每股 200 仙 (一九九八年 : 無)

每股股息 (仙)

note :

Subsequent to the year ended 31 December 1999 the Company repurchased and cancelled 1,041,000 shares and issued 100,000,000 new shares (as explained in Note 16). As a result, the number of issued shares increased from 2,127,367,160 shares to 2,226,326,160 shares. The proposed final dividend is payable to shareholders on the register of members at the close of business on 31 May 2000. Based on the issued share capital of 2,226,326,160 shares the total final dividend payable is HK\$1,224 million. The amount of additional final dividend payable of HK\$54 million is also reflected in this accounts.

附註：

截至一九九九年十二月三十一日止年度後，本公司購回及註銷股份1,041,000股，另發行新股份100,000,000股(詳見附註16)。故此，已發行股份數目由2,127,367,160股增加至2,226,326,160股。建議之末期股息將派發予於二〇〇〇年五月三十一日營業時間結束時名列於股東名冊內之股東。以已發行股本之股份2,226,326,160股計算，須支付之末期股息總額為港幣十二億二千四百萬元。額外支付之末期股息港幣五千四百萬元已於本賬目內反映。

10 Earnings per Share

10 每股盈利

The calculation of earnings per share is based on profit attributable to shareholders of HK\$2,966 million (1998 : HK\$2,808 million), and on 2,127,367,160 shares in issue throughout the year (1998 : 2,127,367,160 shares in issue).

每股盈利乃按股東應佔溢利港幣二十九億六千六百萬元 (一九九八年 : 港幣二十八億零八百萬元)及該年內之已發行股份2,127,367,160股 (一九九八年 : 已發行股份2,127,367,160股)計算。

11 Fixed Assets

a GROUP

in HK\$ million

	Investment properties 投資物業	Self-used properties 自用物業	Properties held for development 待發展之物業	Vehicular tunnel 行車隧道	Others (note ii) 其他(附註ii)	Total 總額
<i>Cost or valuation</i>						
At 1 January 1999	5,299	2,755	246	1,983	3,130	13,413
Exchange adjustments	32	7	-	-	11	50
Additions/cost adjustment	(3)	56	16	-	322	391
Disposals	-	(7)	-	-	(94)	(101)
Revaluation surplus (Note 17a)	46	-	-	-	-	46
Reclassification	-	445	-	-	(445)	-
At 31 December 1999	5,374	3,256	262	1,983	2,924	13,799
<i>Accumulated depreciation</i>						
At 1 January 1999	-	360	-	331	957	1,648
Exchange adjustments	-	1	-	-	3	4
Charge for the year	-	63	-	51	174	288
Written back on disposals	-	(2)	-	-	(55)	(57)
At 31 December 1999	-	422	-	382	1,079	1,883
<i>Net book value</i>						
At 31 December 1999	5,374	2,834	262	1,601	1,845	11,916
At 31 December 1998	5,299	2,395	246	1,652	2,173	11,765
<i>The analysis of cost or valuation of the above assets is as follows :</i>						
At cost	-	3,256	262	1,983	2,924	8,425
At professional valuation - 1999	5,374	-	-	-	-	5,374
	5,374	3,256	262	1,983	2,924	13,799

note :

- (i) Interest capitalised in fixed assets other than investment properties amounts to HK\$35 million (1998 : HK\$105 million).
- (ii) Other fixed assets comprise traffic equipment, cargo lighters, computer installations, motor vehicles, plant and machinery, furniture, fixtures and equipment.
- (iii) Fixed assets with net book value of HK\$1,609 million (1998 : HK\$1,662 million) have been pledged to secure bank loans and other loans of a subsidiary company totalling HK\$605 million (1998 : HK\$675 million).

11 固定資產

a 集團

以港幣百萬元計算

成本或估值

一九九九年一月一日
兌換調整
添置/成本調整
出售
重估產生之盈餘(附註17a)
重新分類
一九九九年十二月三十一日

累積折舊

一九九九年一月一日
兌換調整
本年度折舊
因出售撥回
一九九九年十二月三十一日

賬面淨值

一九九九年十二月三十一日
一九九八年十二月三十一日

上述資產之成本或估值分析如下：

成本
專業估值 — 一九九九年

附註：

- (i) 除投資物業外，在固定資產內已撥充資本之利息總額為港幣三千五百萬元(一九九八年：港幣一億零五百萬元)。
- (ii) 其他固定資產包括交通設備、貨運駁船、電腦裝備、汽車、機器、傢俬、裝置及設備。
- (iii) 固定資產中賬面淨值為港幣十六億零九百萬元(一九九八年：港幣十六億六千二百萬元)，已作為其中一間附屬公司之銀行貸款及其他貸款總值港幣六億零五百萬元(一九九八年：港幣六億七千五百萬元)之抵押。

Notes to the Accounts

賬目附註

11 Fixed Assets *continued*

11 固定資產 續

b COMPANY

b 公司

<i>in HK\$ million</i>	<i>Self-used property</i> 自用物業	<i>Motor vehicles, equipment, furniture and fixtures</i> 汽車、設備、傢俬及裝置	<i>Total</i> 總額	<i>以港幣百萬元計算</i>
<i>Cost</i>				<i>成本</i>
At 1 January 1999	3	90	93	一九九九年一月一日
Additions	-	2	2	添置
Disposals	(3)	(1)	(4)	出售
At 31 December 1999	-	91	91	一九九九年十二月三十一日
<i>Accumulated depreciation</i>				<i>累積折舊</i>
At 1 January 1999	-	13	13	一九九九年一月一日
Charge for the year	-	11	11	本年度折舊
Written back on disposals	-	(1)	(1)	因出售撥回
At 31 December 1999	-	23	23	一九九九年十二月三十一日
<i>Net book value</i>				<i>賬面淨值</i>
At 31 December 1999	-	68	68	一九九九年十二月三十一日
At 31 December 1998	3	77	80	一九九八年十二月三十一日

c The tenure of the properties of the Group is as follows:

c 本集團物業之年期如下：

<i>in HK\$ million</i>	<i>Investment properties</i> 投資物業	<i>Self-used properties</i> 自用物業	<i>Properties held for development</i> 待發展之物業	<i>Total</i> 總額	<i>以港幣百萬元計算</i>
Leasehold properties held in Hong Kong					香港租約物業
- Long term lease	668	31	-	699	- 長期租約
- Medium term lease	4,425	2,118	262	6,805	- 中期租約
- Short term lease	-	76	-	76	- 短期租約
Properties held overseas					海外物業
- Freehold	281	236	-	517	- 永久業權
- Medium term lease	-	795	-	795	- 中期租約
	5,374	3,256	262	8,892	

d Property valuation

The Group's investment properties have been independently revalued on an open market value basis as at 31 December 1999. The details of the independent qualified valuers are as follows :

Properties located in	Valuers 估值師	物業位於
Hong Kong	Knight Frank 簡福飴測量行	香港
Japan	Tekko Building Co., Limited	日本

e Fixed assets and properties held for sale under current assets of the Group let under operating leases to generate rental income are as follows :

	Investment properties	Self-used properties	Other fixed assets	Fixed assets total	Properties held for sale	
in HK\$ million	投資物業	自用物業	其他固定資產	總額	待售物業	以港幣百萬元計算
Cost or valuation	5,374	32	172	5,578	316	成本或估值
Accumulated depreciation	-	(4)	(103)	(107)	-	累積折舊
Net book value at						賬面淨值
31 December 1999	5,374	28	69	5,471	316	一九九九年十二月三十一日

12 Subsidiary Companies

	Company 公司		
in HK\$ million	1999	1998	以港幣百萬元計算
Unlisted shares, at cost less amounts written off	169	169	非上市股份，成本減撇銷款額
Amounts due by subsidiary companies	44,659	57,130	附屬公司欠負金額
Amounts due to subsidiary companies	(8,959)	(8,208)	欠附屬公司金額
	35,869	49,091	

Particulars of the principal subsidiary companies are shown in Note 26.

d 物業估值

本集團之投資物業已由獨立估值師於一九九九年十二月三十一日按公開市值標準重新估值。獨立認可估值師之詳情如下：

e 本集團持作營業租約用途以產生租金收入之固定資產及於流動資產項目下之待售物業如下：

12 附屬公司

主要附屬公司資料載於賬目附註26。

Notes to the Accounts

賬目附註

13 Associated Companies

13 聯營公司

<i>in HK\$ million</i>	<i>Group 集團</i>		
	1999	1998	
Share of net assets other than goodwill	16,587	32,687	除商譽外所佔資產淨值
Discount on acquisitions	695	2,360	收購折價
	17,282	35,047	
Loans due from associated companies (note b)	7,478	6,593	聯營公司欠負之貸款 (附註 b)
Loans due to associated companies (note b)	(1,593)	(1,495)	欠負聯營公司之貸款 (附註 b)
	23,167	40,145	
Investment at cost:			投資成本:
Unlisted shares	5,595	5,363	非上市股份
Shares listed in Hong Kong	8,591	24,846	香港上市股份
	14,186	30,209	
Market value of listed shares	11,902	25,827	上市股份之市值
<i>in HK\$ million</i>	<i>Company 公司</i>		
	1999	1998	
Investment at cost :			投資成本 :
Unlisted shares	337	337	非上市股份
Shares listed in Hong Kong	931	931	香港上市股份
	1,268	1,268	
Loans due from associated companies	2,593	2,544	聯營公司欠負之貸款
Loans due to associated companies	(1,580)	(1,486)	欠負聯營公司之貸款
	2,281	2,326	
Market value of listed shares	992	551	上市股份之市值

Dividend income from associated companies during the year is as follows :

年內從聯營公司獲取之股息收益如下：

in HK\$ million	Group 集團		以港幣百萬元計算
	1999	1998	
Listed associated companies	825	1,171	上市聯營公司
Unlisted associated companies	366	234	非上市聯營公司
	1,191	1,405	

note :

附註：

(a) Included in associated companies are Hong Kong Resort Company Limited ("HKR") and Western Harbour Tunnel Company Limited ("WHT") whose year ends are 31 March and 31 July respectively which are not coterminous with the Group. The results of HKR and WHT have been equity accounted for based on their management accounts for the period from 1 January 1999 to 31 December 1999.

(a) 聯營公司中包括香港興業有限公司（「香港興業」）及香港西區隧道有限公司（「西隧」），該兩間公司之財政年度結算日分別為三月三十一日及七月三十一日，與本集團之結算日不同。香港興業及西隧之業績已按其由一九九九年一月一日至一九九九年十二月三十一日期間之管理層賬目以權益法入賬。

(b) Loans due from associated companies and loans due to associated companies are interest bearing at market rates except an amount of approximately HK\$4,100 million loans to associated companies, which are non-interest bearing. These loans have no fixed repayment terms.

(b) 除包括在聯營公司欠負之貸款內之港幣四十一億元為免息貸款外，其餘聯營公司欠負及欠負聯營公司之貸款均為按市場利率計算之有息貸款。該等貸款並沒有固定之還款期。

(c) During the year, the Group disposed of 367,275,500 shares (approximately 15% interest) in CLP Holdings Limited, details referred to the Circular dated 15 September 1999.

(c) 本集團於年內出售所持中電控股有限公司股份367,275,500股（約15%權益），有關詳情可參閱一九九九年九月十五日之通函。

(d) Particulars of the principal associated companies are shown in Note 27.

(d) 主要聯營公司資料載於賬目附註 27。

Notes to the Accounts

賬目附註

14 Investments

14 投資

<i>in HK\$ million</i>	<i>Group 集團</i>		
	1999	1998	
<i>Co-operative joint ventures</i>			以港幣百萬元計算 合作合營公司
Unlisted investments, at cost	7,235	8,876	非上市投資成本
Amounts due by co-operative joint ventures	1,943	2,289	合作合營公司欠款
	9,178	11,165	
Less: Amortisation	(320)	(301)	減：攤銷
	8,858	10,864	
<i>Listed investments, at cost</i>			上市投資成本
Shares listed in Hong Kong	5,029	-	香港上市股份
Shares listed outside Hong Kong	611	611	香港以外地區上市股份
	5,640	611	
<i>Unlisted investments</i>			非上市投資
Shares, at cost	55	81	股份成本
Add: Advances made	47	58	加：預付款項
	102	139	
Less: Provision	(37)	(37)	減：準備
	65	102	
Less: Advances received	(3)	(3)	減：已收款項
	62	99	
	14,560	11,574	
Market value of listed shares	5,014	218	上市股份之市值

Particulars of the principal co-operative joint ventures are shown in Note 28.

主要合作合營公司資料載於賬目附註28。

15 Inventories

At 31 December 1999, the carrying amount of inventories that are carried at net realisable value amounted to HK\$431 million (1998 : HK\$440 million).

16 Share Capital

	<i>Number of shares of HK\$0.40 each</i>	<i>HK\$ million</i>
	<i>每股面值港幣0.40元之股份數目</i>	<i>港幣百萬元</i>

Authorised :

At 31 December 1998 and 1999	2,500,000,000	1,000
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Issued and fully paid :

At 31 December 1998 and 1999	2,127,367,160	851
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Changes subsequent to the year end :

(i) The Company repurchased a total of 1,041,000 of its own shares on The Stock Exchange of Hong Kong Limited, all of which have been cancelled, as follows :

<i>Month/Year</i>	<i>Number of shares repurchased</i>	<i>Total price HK\$ million</i>	<i>Purchase price per share</i>	
			<i>Highest HK\$</i>	<i>Lowest HK\$</i>
			<i>每股購回價</i>	
<i>年/月</i>	<i>購回股份數目</i>	<i>價格總額 港幣百萬元</i>	<i>最高 港幣元</i>	<i>最低 港幣元</i>
January 2000	1,041,000	34	33.10	32.90

(ii) In February 2000, 100,000,000 shares were issued at HK\$40.38 per share for a total consideration of HK\$4,038 million to finance the acquisition of the telecommunication equipments and the construction of auxiliary facilities to complement the fixed optical fibre network and for future possible acquisitions in the People's Republic of China.

15 存貨

於一九九九年十二月三十一日，按可變現淨值列賬之存貨賬面值為港幣四億三千一百萬元（一九九八年：港幣四億四千萬元）。

16 股本

法定 :

一九九八年及一九九九年十二月三十一日

已發行並繳足 :

一九九八年及一九九九年十二月三十一日

年結日後之變動 :

(i) 本公司於香港聯合交易所有限公司購回其本身之股份合共1,041,000股，該等股份已全部被註銷，詳情如下：

二〇〇〇年一月

(ii) 於二〇〇〇年二月，本公司按每股作價港幣40.38元發行股份100,000,000股，以換取合共港幣四十億三千八百萬元，用作購買電訊設備及建設配套設施，以輔助已收購之固定光纖網絡，以及日後在中華人民共和國可能進行之收購。

Notes to the Accounts

賬目附註

17 Reserves

17 儲備

a GROUP

a 集團

<i>in HK\$ million</i>	<i>Share premium</i>	<i>Capital redemption reserve</i>	<i>Capital reserve</i>	<i>Goodwill</i>	<i>Investment property revaluation reserve</i>	<i>Exchange fluctuation reserve</i>	<i>General reserve</i>	<i>Retained profits</i>	<i>Total</i>	
	股份溢價	贖回儲備	資本儲備	商譽	重估儲備	匯率波動儲備	普通儲備	保留溢利	總額	以港幣百萬元計算
At 1 January 1998	20,881	3	5,225	(2,454)	268	21	122	15,308	39,374	一九九八年一月一日
Goodwill on consolidation written off	-	-	-	5	-	-	-	-	5	綜合賬目產生之商譽撇賬
Share of reserves/(deficit) of associated companies	-	-	2	-	(265)	(9)	1	-	(271)	所佔聯營公司儲備/(虧損)
Surplus on revaluation of properties	-	-	-	-	310	-	-	-	310	物業重估產生之盈餘
Exchange translation differences	-	-	-	-	12	3	-	-	15	外幣換算差額
Goodwill written off upon disposal	-	-	-	297	-	-	-	-	297	出售投資所引起之商譽撇賬
Transfer from profit	-	-	-	-	-	-	1	(1)	-	撥自溢利
Profit attributable to shareholders	-	-	-	-	-	-	-	2,808	2,808	股東應佔溢利
Dividends (Note 9)	-	-	-	-	-	-	-	(1,490)	(1,490)	股息(附註9)
At 31 December 1998	20,881	3	5,227	(2,152)	325	15	124	16,625	41,048	一九九八年十二月三十一日

Retained by :

由下列公司保留之款項：

Company and subsidiary companies	20,881	3	5,223	(2,152)	117	22	121	14,355	38,570	本公司及附屬公司
Associated companies	-	-	4	-	208	(7)	3	2,270	2,478	聯營公司
	20,881	3	5,227	(2,152)	325	15	124	16,625	41,048	

At 1 January 1999	20,881	3	5,227	(2,152)	325	15	124	16,625	41,048	一九九九年一月一日
Goodwill on consolidation written off	-	-	-	(2)	-	-	-	-	(2)	綜合賬目產生之商譽撇賬
Share of reserves of associated companies	-	-	-	-	329	-	-	-	329	所佔聯營公司儲備
Reserves on acquisition	-	-	105	-	-	-	-	-	105	收購產生之儲備
Surplus on revaluation of properties (Note 11a)	-	-	-	-	46	-	-	-	46	物業重估產生之盈餘 (附註 11a)
Exchange translation differences	-	-	-	-	10	(9)	-	-	1	外幣換算差額
Reserves realised upon disposal	-	-	(1,262)	-	-	-	-	-	(1,262)	出售投資所引起之儲備回撥
Transfer from profit	-	-	-	-	-	-	4	(4)	-	撥自溢利
Profit attributable to shareholders	-	-	-	-	-	-	-	2,966	2,966	股東應佔溢利
Dividends (Note 9)	-	-	-	-	-	-	-	(5,904)	(5,904)	股息(附註9)
At 31 December 1999	20,881	3	4,070	(2,154)	710	6	128	13,683	37,327	一九九九年十二月三十一日

Retained by :

由下列公司保留之款項：

Company and subsidiary companies	20,881	3	4,065	(2,154)	173	13	123	11,820	34,924	本公司及附屬公司
Associated companies	-	-	5	-	537	(7)	5	1,863	2,403	聯營公司
	20,881	3	4,070	(2,154)	710	6	128	13,683	37,327	

(Loss)/profit for the year retained by :

年內保留(虧損)/溢利：

<i>in HK\$ million</i>	1999	1998	
Company and subsidiary companies	(3,730)	919	本公司及附屬公司
Associated companies	788	398	聯營公司
	(2,942)	1,317	

b COMPANY

<i>in HK\$ million</i>	<i>Capital redemption reserve</i> 資本贖回儲備	<i>Share premium</i> 股份溢價	<i>Retained profits</i> 保留溢利	<i>Total</i> 總額
At 1 January 1998	3	20,881	13,192	34,076
Profit for the year available for distribution (Note 8)	-	-	1,536	1,536
Dividends (Note 9)	-	-	(1,490)	(1,490)
At 31 December 1998	<u>3</u>	<u>20,881</u>	<u>13,238</u>	<u>34,122</u>

At 1 January 1999	3	20,881	13,238	34,122
Profit for the year available for distribution (Note 8)	-	-	2,673	2,673
Dividends (Note 9)	-	-	(5,904)	(5,904)
At 31 December 1999	<u>3</u>	<u>20,881</u>	<u>10,007</u>	<u>30,891</u>

Distributable reserves of the Company at 31 December 1999, calculated under section 79B of the Hong Kong Companies Ordinance, amounted to HK\$10,007 million (1998 : HK\$13,238 million).

b 公司

以港幣百萬元計算

一九九八年一月一日
年內可供分派溢利 (附註8)
股息 (附註9)
一九九八年十二月三十一日

一九九九年一月一日
年內可供分派溢利 (附註8)
股息 (附註9)
一九九九年十二月三十一日

根據香港公司條例第79B條計算之本公司可供分派儲備於一九九九年十二月三十一日為港幣一百億零七百萬元 (一九九八年 : 港幣一百三十二億三千八百萬元)。

Notes to the Accounts

賬目附註

18 Long Term Borrowings

18 長期借款

a

a

<i>in HK\$ million</i>	<i>Group 集團</i>		<i>Company 公司</i>		<i>以港幣百萬元計算</i>
	1999	1998	1999	1998	
Bank loans					銀行貸款
- unsecured	14,991	18,224	10,879	14,122	– 無抵押
- secured	512	556	-	-	– 有抵押
	15,503	18,780	10,879	14,122	
Other loans					其他貸款
- unsecured	2,434	2,546	1,402	1,402	– 無抵押
- secured	125	150	-	-	– 有抵押
	18,062	21,476	12,281	15,524	
Loans due within one year					
included under current					一年內到期之貸款
liabilities	(1,451)	(1,339)	(281)	(1,231)	列入流動負債內
	16,611	20,137	12,000	14,293	

note :

(i) Bank loans and other loans of the Group and the Company not wholly repayable within five years amounted to HK\$1,118 million (1998 : HK\$4,557 million) and HK\$780 million (1998 : HK\$4,080 million) respectively.

(ii) Included in the secured bank loans and secured other loans were amounts of HK\$480 million and HK\$125 million respectively, which were drawn under the facilities made available by a consortium of banks and financial institutions ("the Lenders") to a subsidiary company up to a maximum aggregate amount of HK\$1,700 million. These facilities are secured by fixed and floating charges on all of the assets of the subsidiary company amounting to HK\$1,966 million at 31 December 1999.

In addition, two designated bank accounts of the subsidiary company with a total balance of HK\$340 million at 31 December 1999 have been assigned in favour of the Lenders. Certain receipts by the subsidiary company are required to be banked into these accounts while withdrawals are subject to restrictions in that minimum balances as computed under various formulae are required to be maintained in these bank accounts.

(iii) The Company has issued a US\$100,000,000 Senior Note due 2006 (the "Notes"). The Notes will rank in right of payment *pari passu* to all other indebtedness of the Company. Interest on the Notes is payable semi-annually in arrear at 7.37% per annum. The Notes will mature on 15 February 2006 unless previously prepaid by the Company.

(iv) The Company has issued a Japanese Yen 9,500,000,000 Floating Rate Bond due 2002 (the "Bonds"). Interest on the Bonds is payable semi-annually in arrears at six-month London Inter-Bank Offered Rate for Japanese Yen minus 0.35% per annum.

(v) A subsidiary company has issued US\$125,000,000 commercial paper (the "Commercial Paper"). The Commercial Paper, which bears interest at prevailing market rate, is supported by a letter of credit issued by Bank of America National Trust and Savings Association. Pursuant to the Reimbursement and Credit Agreement (the "Agreement") dated 30 September 1998, a group of financial institutions committed to lend up to US\$125,000,000 to that subsidiary company if there occurs a market disruption event in the United States commercial paper market during the two years' term of the Agreement effective from 30 September 1998.

(vi) Bank loans and other loans, other than the Notes and the Bonds, are fully repayable up to 2007 and bear interest at the prevailing market rate.

附註：

(i) 本集團及本公司無須於五年內完全償還之銀行貸款及其他貸款分別為港幣十一億一千八百萬元（一九九八年：港幣四十五億五千七百萬元）及港幣七億八千萬（一九九八年：港幣四十億八千萬）。

(ii) 在有抵押銀行貸款及有抵押其他貸款中，分別包括港幣四億八千萬及港幣一億二千五百萬元由一批銀行及財務機構（「貸款方」）提供予一附屬公司之融資，該融資之款額上限為港幣十七億元。該附屬公司之所有資產於一九九九年十二月三十一日總額為港幣十九億六千六百萬元已按固定及浮動抵押方式抵押予貸款方。

除此之外，該附屬公司開立兩個指定銀行戶口並抵押予貸款方，於一九九九年十二月三十一日該等銀行戶口之總結餘為港幣三億四千萬元。該附屬公司之部份收入需存於該等銀行戶口內，戶口需保留最低結餘，不能提取。

(iii) 本公司發行一億美元於二〇〇六年屆滿之票據（「票據」）。該票據享有與本公司其他債務同等之收款權利，票據利息將每隔半年期末支付，年息為7.37%。票據將於二〇〇六年二月十五日期到，本公司提早償還者除外。

(iv) 本公司發行九十五億日元於二〇〇二年屆滿之浮息債券（「債券」），債券利息將每隔半年期末支付，年息按日元六個月倫敦銀行同業拆息減0.35%計算。

(v) 一間附屬公司發行一億二千五百萬美元之商業票據（「商業票據」）。該商業票據之息率按市場利率計算，並由 Bank of America National Trust and Savings Association 所發出之信用證擔保。根據於一九九八年九月三十日所訂立之償還及信用協議（「協議」），一銀團承諾若美國商業票據市場由一九九八年九月三十日協議生效日起計兩年內出現混亂，該銀團會貸出不多於一億二千五百萬美元予該附屬公司。

(vi) 除票據及債券外，銀行貸款及其他貸款需於二〇〇七年或之前全部償還，息率按市場利率計算。

Notes to the Accounts

賬目附註

18 Long Term Borrowings *continued*

18 長期借款 續

b The maturity of the Group's and the Company's long term liabilities is as follows :

b 本集團及本公司之長期負債到期情況如下：

<i>in HK\$ million</i>	<i>Group 集團</i>		<i>Company 公司</i>		<i>以港幣百萬元計算</i>
	1999	1998	1999	1998	
Bank loans are repayable					銀行貸款之償還期
- in the first year	443	1,306	281	1,231	— 一年內
- in the second year	4,288	2,722	1,023	2,491	— 二年內
- in the third to fifth years inclusive	10,692	11,346	9,575	7,100	— 三至五年內 (包括首尾兩年)
- after the fifth year	80	3,406	-	3,300	— 五年後
	15,503	18,780	10,879	14,122	
Other loans are repayable					其他貸款之償還期
- in the first year	1,008	33	-	-	— 一年內
- in the second year	33	1,009	-	-	— 二年內
- in the third to fifth years inclusive	738	762	622	622	— 三至五年內 (包括首尾兩年)
- after the fifth year	780	892	780	780	— 五年後
	2,559	2,696	1,402	1,402	
	18,062	21,476	12,281	15,524	

19 Deferred Taxation

<i>in HK\$ million</i>	<i>Group 集團</i>	
	1999	1998
Balance at 1 January	262	254
Exchange adjustments	13	3
Net (written back) / provision for the year (Note 7)	(7)	14
Effect of change in tax rate (Note 7)	(14)	(9)
Balance at 31 December	254	262
Provided in the accounts in respect of :		
Accelerated depreciation allowances	254	262

Potential deferred tax liability has not been quantified for the surplus on the revalued investment properties in Hong Kong as this does not constitute a timing difference for deferred taxation purposes.

19 遞延稅項

<i>以港幣百萬元計算</i>
一月一日之結存
兌換調整
年內(撥回)/撥備淨額 (附註7)
稅率轉變之影響(附註7)
十二月三十一日之結存
賬目中之撥備乃源於：
加速折舊免稅額

由於重估香港投資物業之盈餘就遞延稅項而言並不構成時差，故可能引致之遞延稅項負債不予計算。

20 Capital Commitments

<i>in HK\$ million</i>	<i>Group 集團</i>	
	1999	1998
Authorised but not contracted for (note)	-	151
Contracted but not provided for (note)	236	84

note :

The capital commitments of authorised but not contracted for and contracted but not provided for in respect of plant, property and equipment amount to HK\$ nil (1998 : HK\$5 million) and HK\$26 million (1998 : HK\$84 million) respectively.

20 資本承擔

<i>以港幣百萬元計算</i>
已批准但未簽約(附註)
已簽約但未撥備(附註)

附註：

已批准但未簽約及已簽約但未撥備之資本承擔涉及機器、物業及設備，分別為無（一九九八年：港幣五百萬元）及港幣二千六百萬元（一九九八年：港幣八千四百萬元）。

Notes to the Accounts

賬目附註

21 Operating Lease Commitments

21 營業租約承擔

Operating lease commitments of the Group at 31 December 1999 payable in the next twelve months, analysed according to the period in which the lease expires, are as follows :

於一九九九年十二月三十一日，本集團須於未來十二個月支付之營業租約承擔，按租約屆滿期限分列如下：

in HK\$ million	Group 集團		以港幣百萬元計算
	1999	1998	
Properties commitments expiring			物業承擔屆滿期
- in the first year	20	22	– 一年內
- in the second to fifth years inclusive	56	80	– 二至五年內 (包括首尾兩年)
- after the fifth year	10	11	– 五年後
	<u>86</u>	<u>113</u>	
Other commitments expiring			其他承擔屆滿期
- in the first year	-	1	– 一年內
- in the second to fifth years inclusive	1	1	– 二至五年內 (包括首尾兩年)
	<u>1</u>	<u>2</u>	
	<u>87</u>	<u>115</u>	

22 Contingent Liabilities

22 或然負債

a The Company has provided a guarantee for a credit facility of HK\$3,800 million (1998 : HK\$3,800 million) in favour of a subsidiary company. The facility used amounted to HK\$3,800 million (1998 : HK\$3,800 million).

a 本公司為一間附屬公司作出一項港幣三十八億元 (一九九八年 : 港幣三十八億元) 之信貸擔保。該信貸款項港幣三十八億元已被動用 (一九九八年 : 港幣三十八億元)。

b The Group, through its subsidiary company, Adwood Company Limited (“Adwood”), has a 35% effective interest in Western Harbour Tunnel Company Limited (“WHTCL”). WHTCL has been established and contracted to construct the Western Harbour Crossing (“Crossing”) for The Government of the Hong Kong Special Administrative Region (“Hong Kong SAR”).

b 本公司透過其附屬公司Adwood Company Limited (「Adwood」)，擁有香港西區隧道有限公司(「西隧」)35%實際權益。西隧已成立及簽訂合約為香港特別行政區政府(「香港特別行政區」)承建西區海底隧道(「隧道」)。

Pursuant to the deed of guarantee dated 2 September 1993 as amended by the deed of novation dated 27 June 1995 and the second deed of novation dated 12 October 1998 (“the Guarantee”), the Group together with the other beneficial shareholders of WHTCL have agreed jointly and severally to guarantee The Government of the Hong Kong SAR that WHTCL will complete the Crossing within budget of approximately HK\$7.5 billion including repair costs to be incurred after the operation date of the Crossing but before the issuance of the Maintenance Certificate.

Pursuant to a shareholders agreement dated 30 December 1992 as amended by the supplemental deed dated 8 September 1994 and the second supplemental deed dated 12 October 1998 in respect of WHTCL, the beneficial shareholders comprising the Group, Kerry Properties Limited (“Kerry”), The Cross-Harbour Tunnel Company, Limited (“CHT”) and China Merchants Holdings (Hong Kong) Company Limited (“CMH”), have agreed that in relation to any claim made or asserted under the Guarantee, as between themselves, the total of all liabilities in respect of a claim thereunder and of all costs, charges and expenses suffered or incurred by any of them resulting therefrom or attributable thereto shall be shared by them in the proportion to their respective ultimate ownership of the issued capital of WHTCL, whether in the case of CHT and CMH, directly or, in the case of the Group and Kerry, attributable by way of their direct or indirect proportionate shareholdings in Adwood.

● The Company has provided a guarantee to The Export-Import Bank of the United States (“Eximbank”) for an export credit up to a maximum of US\$134 million to a co-operative joint venture company, Jiangsu Ligang Electric Power Company, Limited (“Ligang”) pursuant to an agreement dated 3 July 1995 between Ligang, the Company and Eximbank, by which Eximbank

根據於一九九三年九月二日所訂立之擔保契據(「該擔保」, 該契據於一九九五年六月二十七日經約務更替契據修訂, 並於一九九八年十月十二日經第二次約務更替契據修訂), 本集團連同西隧其他持有實益股權之股東經已同意共同及個別向香港特別行政區政府擔保, 西隧將會於約港幣七十五億元以內之預算完成隧道, 包括由隧道開始運作後所產生之維修費用直至其保用證明書發出為止。

根據一項於一九九二年十二月三十日之西隧股東協議(該協議於一九九四年九月八日經補充契據修訂, 並於一九九八年十月十二日經第二次補充契據修訂), 本集團、嘉里建設有限公司(「嘉里」)、香港隧道有限公司(「海隧」)以及招商局集團(香港)有限公司(「招商局」)作為實益股東, 已經同意彼等之間倘就該擔保作出或聲稱之索償, 則有關索償之全部負債, 以及彼等因而產生之全部成本、費用及開支之負擔及損失, 將按彼等各自於西隧已發行股本中之最終控股比例攤分, 就海隧及招商局而言, 將直接分擔, 而就本集團及嘉里而言, 則按彼等於Adwood之直接或間接控股比例分擔。

● 本公司已為其合作合營公司江蘇利港電力有限公司(「利港」)向美國進出口銀行(「進出口銀行」)就提供最高為一億三千四百萬美元之出口信貸作出擔保。此乃根據一九九五年七月三日由利港、本公司及進出口銀行所訂立之協議。據此, 進出口銀行為利港設立為期十五年而不多於一億三千四百萬美元之信

Notes to the Accounts

22 Contingent Liabilities *continued*

established a credit not exceeding us\$134 million in favour of Ligang for a period of 15 years, repayable by 24 semi-annual instalments beginning 15 October 1998 at an interest rate of 5.95% per annum and the Company guaranteed the repayment of the amounts outstanding under such contract. Each equity participant in Ligang has agreed in the joint venture agreement dated 19 September 1988 as amended on 28 February 1995 to share in financial assistance to Ligang in proportion to their respective equity interests in Ligang.

d The Company has provided a guarantee to Kreditanstalt für Wiederaufbau, a German state-owned bank, for an export credit up to a maximum of us\$34 million granted to a subsidiary company, Jiangyin Xingcheng Special Steel Works Co., Ltd.

e The Company has provided a several guarantee up to a maximum amount of HK\$1,600 million to support a loan facility of HK\$2,400 million granted by a group of financial institutions to an associated company, Treasure Trove Limited.

f The Company, through its associated company, Swire Aviation Limited, has a 10% effective interest in Hong Kong Air Cargo Terminals Limited (“HACTL”). Pursuant to the shareholders agreement dated 29 January 1996 and the deed of shareholders support dated 29 January 1996, the Company together with other shareholders of HACTL have agreed severally to give funding support to HACTL. The Company’s liability under the shareholders agreement and the deed of shareholders support is a several liability and will not be liable for more than its effective interest (10%) in HACTL of aggregate calls, or amounts payable, by HACTL.

g The Company has provided a guarantee in respect of suppliers’ credit to a subsidiary company, Jiangyin Xingcheng Special Steel Works Co., Ltd. with total principal amount of us\$5,049,850 together with related interest.

賬目附註

22 或然負債 續

貸，還款期以半年計算，由一九九八年十月十五日起開始分二十四期攤還，利率為 5.95%，本公司並擔保所有剩餘還款能按有關合約交付。各擁有利港權益者均於一九八八年九月十九日訂立之合營協議及於一九九五年二月二十八日之修訂協議，同意按各自於利港之權益比例，分擔利港之財政資助。

d 本公司為其附屬公司江陰興澄特種鋼鐵有限公司向德國國營之德國重建貸款銀行就提供最多為三千四百萬美元之出口信貸作出擔保。

e 本公司為其聯營公司 Treasure Trove Limited 於一項由多個財團給予之信貸額港幣二十四億元而提供最高為港幣十六億元之個別擔保。

f 本公司透過其聯營公司 Swire Aviation Limited 持有香港空運貨站有限公司（「空運貨站」）之 10% 實際權益。根據一九九六年一月二十九日之股東協議及一九九六年一月二十九日之股東支援契據，本公司連同其他空運貨站之股東同意個別向空運貨站提供資金支援。按股東協議及股東支援契據，本公司之負債乃個別承擔，將不負責超逾其於空運貨站之 10% 實際權益之合共股款，或空運貨站之應付款項。

g 本公司為其附屬公司江陰興澄特種鋼鐵有限公司就提供供應商信貸額合共本金五百零四萬九千八百五十美元及有關利息作出擔保。

h The Company has provided a guarantee for us\$125 million commercial paper issued by a subsidiary company.

i The Company, through its subsidiary company Adwood, has a 35% effective interest in Hong Kong Tunnels and Highways Management Company Limited (“HKTHMC”).

Pursuant to the contract for the management, operation and maintenance of the Cross Harbour Tunnel (“the CHT Agreement”), HKTHMC has furnished to the Government of the Hong Kong SAR a first demand banker’s guarantee in the sum of HK\$30 million as security for the due performance of the CHT Agreement. Each of Kerry, CHT, CMH and the Company, being the beneficial owners of HKTHMC, in turn has provided a several guarantee to The Hongkong and Shanghai Banking Corporation Limited in proportion to their respective beneficial interest in HKTHMC. The maximum liability of the Company under the guarantee is HK\$10.5 million plus any default interest and the expenses of The Hongkong and Shanghai Banking Corporation Limited in enforcing such guarantee.

23 Post Balance Sheet Event

In January 2000, a subsidiary of the Company has formed a joint venture, in which it holds 60% interest, to invest in a fixed optical fibre network installation in the People’s Republic of China.

24 Comparative Figures

Certain comparative figures have been reclassified to conform with the current presentation as required under Hong Kong SSAP 1 (revised) “Presentation of financial statements”.

25 Approval of Accounts

The accounts were approved by the Board of Directors on 16 March 2000.

h 本公司為一間發行一億二千五百萬美元商業票據之附屬公司作出擔保。

i 本公司透過其附屬公司Adwood擁有香港隧道及高速公路管理有限公司(「紅隧管理公司」) 35%實際權益。

根據管理、經營及保養海底隧道之協議(「管理合同」)，紅隧管理公司向香港特別行政區政府提供為數港幣三千萬元之銀行擔保作為妥善履行管理合同之保證。紅隧管理公司之實益擁有人嘉里、海隧、招商局及本公司按照彼等各自於紅隧管理公司之實益權益比例分別向香港上海滙豐銀行有限公司作出擔保。根據該項擔保，本公司承擔之債項上限為港幣一千零五十萬元，另加欠款利息及香港上海滙豐銀行有限公司執行此擔保之有關支出。

23 年結日後之事項

於二〇〇〇年一月，本公司之附屬公司成立一間持有60%權益之合營公司，以投資於中華人民共和國建設固定光纖網絡。

24 比較數字

若干比較數字經已重新分類，以符合根據香港會計實務準則1(經修訂)「財務報表的呈報」規定本年度採用之呈報方式。

25 批核賬目

本賬目經已於二〇〇〇年三月十六日經董事會批核。

Notes to the Accounts

賬目附註

26 Principal Subsidiary Companies

The following are the principal subsidiary companies of the Group which in the opinion of the directors, principally affect the results and net assets of the Group. To give details of other subsidiary companies would in the opinion of the directors result in particulars of excessive length.

Name	Place of incorporation/ Principal place of operation	Particulars of issued shares		Interest in equity		Principal activities
		No. of ordinary shares	Par value	shares held by		
				Company %	Subsidiary %	
Aviation						
Collinson Company Limited	Republic of Liberia/Bermuda	498	-	100	-	Investment holding
Custain Limited	Hong Kong	2	HK\$10	-	100	Investment holding
Easerich Investments Inc.	British Virgin Islands/Bermuda	1	US\$1	-	100	Investment holding
Hilldun Limited	Hong Kong	3	HK\$10	-	100	Investment holding
Jade Wonder Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Koston Corporation	Republic of Liberia/Bermuda	1	-	100	-	Investment holding
Motive Link Holdings Inc.	British Virgin Islands/Bermuda	1	US\$1	-	100	Investment holding
Sidewinder Holdings Limited	British Virgin Islands/Bermuda	1	US\$1	-	100	Investment holding
Smooth Tone Investments Ltd.	British Virgin Islands/Bermuda	1	US\$1	-	100	Investment holding
Power Generation						
Classabove Holdings Limited	Hong Kong	2	HK\$1	-	100	Investment holding
Daybreak Holdings Limited	Hong Kong	2	HK\$1	-	100	Investment holding
Kong Yuen Investments Limited	Hong Kong	2	HK\$1	-	100	Investment holding
Premier Gold Holdings Corp.	British Virgin Islands	1	US\$1	-	100	Investment holding
Rising Star Enterprises Corp.	British Virgin Islands	1	US\$1	-	100	Investment holding
Sterling Lake Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Sunspark Power Investment Company Limited	Hong Kong	10,000	HK\$1	-	100	Investment holding
Roads, Bridges and Tunnels						
Adwood Company Limited	Hong Kong	10	HK\$10	20	50	Investment holding
Artford Pacific Investment Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Avon Pacific Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Bloomingshire Investment Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Bold Wave International Development Ltd.	British Virgin Islands	1	US\$1	-	100	Investment holding
Cinta Company Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Crystalime Company Limited	Hong Kong	2	HK\$10	-	100	Investment holding
Eastern Unicom Development Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Express Link Holdings Ltd.	British Virgin Islands	1	US\$1	-	100	Investment holding
Golden Race International Investment Ltd.	British Virgin Islands	1	US\$1	-	100	Investment holding
Gradius Company Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Joyson Investment Limited	British Virgin Islands	1	US\$1	-	100	Investment holding

Name	Place of incorporation/ Principal place of operation	Particulars of Issued shares		Interest in equity shares held by		Principal activities
		No. of ordinary shares	Par value	Company %	Subsidiary %	
New Hong Kong Tunnel Company Limited	Hong Kong	75,000,000	HK\$10	-	64.02	Tunnel operation
Prime Star Enterprises Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Rank Dragon Investment Ltd.	British Virgin Islands	1	US\$1	-	100	Investment holding
Rich Creation Investments Ltd.	British Virgin Islands	1	US\$1	-	100	Investment holding
Triangle Peak Development Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Yan Wing Investments Limited	Hong Kong	2	HK\$1	-	100	Investment holding
Environment						
Athens Investments, Inc.	British Virgin Islands	1	US\$1	-	100	Investment holding
Estoril Corp.	British Virgin Islands	1	US\$1	-	100	Investment holding
Unitex Holdings Corp.	British Virgin Islands	1	US\$1	-	100	Investment holding
Trading & Distribution						
Adachi Trading Company Limited	Japan	250	JPY50,000	-	100	Trader of motor vehicle spare parts
Confidence Motors Limited	Hong Kong	1,000	HK\$100	-	100	Motor vehicle distributor
Dah Chong Hong (Canada) Ltd.	Canada	650,000	-	-	100	General import/export
Dah Chong Hong (China) Limited	Hong Kong	1,000	HK\$100	-	100	Investment holding
Dah Chong Hong - Dragonair Airport GSE Service Limited	Hong Kong	10,000	HK\$1	-	70	Provision of airport ground support equipment
Dah Chong Hong (Engineering) Limited	Hong Kong	10,000	HK\$100	-	100	Engineering services
Dah Chong Hong Holdings Limited	Hong Kong	21,031,837	HK\$10	-	100	Investment holding
Dah Chong Hong, Limited	Hong Kong	50,000	HK\$1,000	-	100	Investment holding; general importers, retailers and exporters dealing in foodstuffs, electrical appliances and other products
Dah Chong Hong (Japan) Limited	Japan	480,000	JPY1,000	-	100	Importer and exporter of foodstuffs, motor vehicles and garments; property investment
Dah Chong Hong (Motor Service Centre) Limited	Hong Kong	2,000	HK\$100	-	100	Motor vehicle repairing and servicing
Dah Chong Hong Trading (Singapore) Pte. Ltd.	Singapore	3,500,000	S\$1	-	100	Investment holding and trading of foodstuffs
DCH Food Industries Limited	Hong Kong	2	HK\$10	-	100	Investment holding
DCH - Glory Foodstuffs Company Limited	Hong Kong	200,000	HK\$10	-	100	Investment in food industry and related business

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賬目附註

26 Principal Subsidiary Companies *continued*

Name	Place of incorporation/ Principal place of operation	Particulars of issued shares		Interest in equity		Principal activities
		No. of ordinary shares	Par value	shares held by		
				Company %	Subsidiary %	
DCH Motors Ltd.	Canada	100	CAN\$1	-	100	Motor vehicle distributor
Gentech Vehicle Engineering Limited	Hong Kong	166,000	HK\$1	-	60	Trading of special function vehicles
Harmony Motors Limited	Hong Kong	1,000	HK\$100	-	100	Motor vehicle distributor
Honest Motors, Limited	Hong Kong	3,000	HK\$1,000	-	100	Motor vehicle distributor
Japan Auto Parts Company Limited	Hong Kong	100	HK\$100	-	100	Trader of motor vehicle spare parts
Premium Motors Limited	Hong Kong	2	HK\$1	-	100	Motor vehicle distributor
Regal Motors, Limited	Hong Kong	2,000	HK\$100	-	100	Motor vehicle distributor
Reliance Motors, Limited	Hong Kong	3,000	HK\$1,000	-	100	Motor vehicle distributor
Shanghai DCH Jinshan Co., Ltd.	People's Republic of China	N /A	N /A	-	38.5	Production and selling of meat and related food products
Shanghai DCH Jiangnanfeng Co., Ltd.	People's Republic of China	N /A	N /A	-	46.06	Production and selling of chickens and related food products
Tai Ping Advertising Company, Limited	Hong Kong	100	HK\$100	-	100	Advertising agent
Triangle Auto Pte Ltd	Singapore	3,000,000	S\$1	-	100	Motor vehicle distributor
Triangle Motors Limited	Hong Kong	30,000	HK\$100	-	100	Motor vehicle distributor
Property						
Admarch Limited	Hong Kong	2	HK\$10	-	100	Property investment
Admarch Property Management Company, Limited	Hong Kong	2	HK\$1	-	100	Property management
Baylink Investments Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Borgia Limited	Hong Kong	2	HK\$10	-	100	Property investment
Broadway Centre Property Management Company Limited	Hong Kong	2	HK\$1	-	100	Property management
Campbellton Development Limited	Hong Kong	2	HK\$1	-	100	Property development
Famous Land Limited	Hong Kong	2	HK\$1	-	100	Property investment
Glenridge Company Limited	Hong Kong	2	HK\$10	-	100	Property investment
Goldenburg Properties Limited	Hong Kong	1,000	HK\$10	-	70	Property investment
Hang Luen Chong Investment Company, Limited	Hong Kong	80,000	HK\$100	-	100	Property investment
Hang Luen Chong Property Management Company, Limited	Hong Kong	2	HK\$1	-	100	Property management
Hang Wah Chong Investment Company Limited	Hong Kong	50,000	HK\$100	-	100	Property investment
Jewril Limited	Hong Kong	2	HK\$1	-	100	Investment holding
Kendorm Corporation	Republic of Liberia/Bermuda	1	-	-	100	Investment holding
Kimble Investment Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Kowill Investments Inc.	British Virgin Islands	1	US\$1	-	100	Investment holding
Lindenford Limited	Hong Kong	2	HK\$10	-	100	Property investment

Name	Place of incorporation/ Principal place of operation	Particulars of issued shares		Interest in equity		Principal activities
		No. of ordinary shares	Par value	Company %	Subsidiary %	
Neostar Investment Limited	Hong Kong	2	HK\$1	-	100	Property investment
Newmarket Holdings Limited	British Virgin Islands/ Bermuda	2	US\$1	-	100	Investment holding
Pacific Grace Limited	Hong Kong	2	HK\$1	-	100	Property investment
Sun King Fung Development Limited	Hong Kong	152,343,165	HK\$0.10	100	-	Investment holding
Supreme Luck Investments Ltd.	British Virgin Islands	1	US\$1	-	100	Investment holding
Tendo Limited	Hong Kong	2	HK\$10	-	100	Property investment
Yee Lim Godown & Cold Storage Limited	Hong Kong	1,000,000	HK\$1	-	100	Operate a dry and cold storage godown
Finance						
Balgonie Limited	Hong Kong	2	HK\$1	100	-	Financing
CITIC Pacific Finance Limited	Cayman Islands	1,000	US\$1	100	-	Financing
Hartland Finance Corp.	British Virgin Islands/ Bermuda	1	US\$1	100	-	Financing
Idealand Investment Inc.	Republic of Panama	100	US\$1	-	100	Financing
Industrial Manufacturing						
Crown Sky Investment Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Jiangyin Xingcheng Special Steel Works Co., Ltd.	People's Republic of China	N /A	N /A	-	55	Steel making
Jiangyin Xingcheng Steel Products Co., Ltd.	People's Republic of China	N /A	N /A	-	55	Steel making
Jiangyin Xing Cheng Steel Works Co., Ltd.	People's Republic of China	N /A	N /A	-	55	Steel making
Joyce Court Holdings Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Maxy Rich Investments Limited	British Virgin Islands	1	US\$1	-	100	Investment holding
Shine Mass Holdings Ltd.	British Virgin Islands	1	US\$1	-	100	Investment holding
Wuxi Huada Motors Co., Ltd.	People's Republic of China	N /A	N /A	-	55	Industrial motors manufacturing

Notes to the Accounts

賬目附註

26 主要附屬公司

下列乃董事會認為主要影響本集團之業績及資產淨值之本集團主要附屬公司。董事會認為列出其他附屬公司之詳情會令本報表過於冗長。

名稱	註冊成立地點 / 主要營運地點	已發行股份資料		持有股權		主要業務
		普通股 數目	面值	本公司 %	附屬公司 %	
航空						
Collinson Company Limited	利比里亞共和國 / 百慕達	498	-	100	-	控股投資
Custain Limited	香港	2	港幣10元	-	100	控股投資
Easerich Investments Inc.	英屬處女羣島 / 百慕達	1	1美元	-	100	控股投資
Hilldun Limited	香港	3	港幣10元	-	100	控股投資
Jade Wonder Limited	英屬處女羣島	1	1美元	-	100	控股投資
Koston Corporation	利比里亞共和國 / 百慕達	1	-	100	-	控股投資
Motive Link Holdings Inc.	英屬處女羣島 / 百慕達	1	1美元	-	100	控股投資
Sidewinder Holdings Limited	英屬處女羣島 / 百慕達	1	1美元	-	100	控股投資
Smooth Tone Investments Ltd.	英屬處女羣島 / 百慕達	1	1美元	-	100	控股投資
發電						
超寶控股有限公司	香港	2	港幣1元	-	100	控股投資
晨光控股有限公司	香港	2	港幣1元	-	100	控股投資
光元投資有限公司	香港	2	港幣1元	-	100	控股投資
Premier Gold Holdings Corp.	英屬處女羣島	1	1美元	-	100	控股投資
Rising Star Enterprises Corp.	英屬處女羣島	1	1美元	-	100	控股投資
誠利有限公司	英屬處女羣島	1	1美元	-	100	控股投資
新宏電力投資有限公司	香港	10,000	港幣1元	-	100	控股投資
公路、橋樑及隧道						
Adwood Company Limited	香港	10	港幣10元	20	50	控股投資
藝豐太平洋投資有限公司	英屬處女羣島	1	1美元	-	100	控股投資
Avon Pacific Limited	英屬處女羣島	1	1美元	-	100	控股投資
Bloomingshire Investment Limited	英屬處女羣島	1	1美元	-	100	控股投資
濤輝國際發展有限公司	英屬處女羣島	1	1美元	-	100	控股投資
Cinta Company Limited	英屬處女羣島	1	1美元	-	100	控股投資
晶立有限公司	香港	2	港幣10元	-	100	控股投資
協東發展有限公司	英屬處女羣島	1	1美元	-	100	控股投資
Express Link Holdings Ltd.	英屬處女羣島	1	1美元	-	100	控股投資
金浪國際投資有限公司	英屬處女羣島	1	1美元	-	100	控股投資
Gradius Company Limited	英屬處女羣島	1	1美元	-	100	控股投資
莊信投資有限公司	英屬處女羣島	1	1美元	-	100	控股投資

名稱	註冊成立地點 / 主要營運地點	已發行股份資料		持有股權		主要業務
		普通股 數目	面值	本公司 %	附屬公司 %	
新香港隧道有限公司	香港	75,000,000	港幣10元	-	64.02	隧道經營
Prime Star Enterprises Limited	英屬處女羣島	1	1美元	-	100	控股投資
宏龍投資有限公司	英屬處女羣島	1	1美元	-	100	控股投資
Rich Creation Investments Ltd.	英屬處女羣島	1	1美元	-	100	控股投資
創高峰發展有限公司	英屬處女羣島	1	1美元	-	100	控股投資
仰榮投資有限公司	香港	2	港幣1元	-	100	控股投資
環境保護						
Athens Investments, Inc.	英屬處女羣島	1	1美元	-	100	控股投資
Estoril Corp.	英屬處女羣島	1	1美元	-	100	控股投資
Unitex Holdings Corp.	英屬處女羣島	1	1美元	-	100	控股投資
貿易與分銷						
安達貿易株式會社	日本	250	50,000日圓	-	100	汽車零件貿易
合信汽車有限公司	香港	1,000	港幣100元	-	100	汽車經銷商
大昌貿易行 (加拿大) 有限公司	加拿大	650,000	-	-	100	一般進出口
大昌貿易行 (中國) 有限公司	香港	1,000	港幣100元	-	100	控股投資
大昌 - 港龍機場地勤設備 服務有限公司	香港	10,000	港幣1元	-	70	提供機場地勤儀器
大昌貿易行工程有限公司	香港	10,000	港幣100元	-	100	工程服務
大昌貿易行集團有限公司	香港	21,031,837	港幣10元	-	100	控股投資
大昌貿易行有限公司	香港	50,000	港幣1,000元	-	100	控股投資； 進出口及零售食品、 電器用品及其他產品
株式會社大昌貿易行	日本	480,000	1,000日圓	-	100	食品、汽車及 成衣進出口；物業 投資
大昌貿易行汽車服務中心有限公司	香港	2,000	港幣100元	-	100	汽車維修服務
大昌貿易行 (新加坡) 私人有限公司	新加坡	3,500,000	1新加坡元	-	100	控股投資及食品貿易
大昌行食品工業有限公司	香港	2	港幣10元	-	100	控股投資
大昌鵬利食品有限公司	香港	200,000	港幣10元	-	100	食品工業及 其有關業務投資

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26 主要附屬公司 續

名稱	註冊成立地點 / 主要營運地點	已發行股份資料		持有股權		主要業務
		普通股 數目	面值	本公司 %	附屬公司 %	
DCH Motors Ltd.	加拿大	100	加幣1元	-	100	汽車經銷商
紳迪汽車機械有限公司	香港	166,000	港幣1元	-	60	經銷特種用途汽車
合泰汽車有限公司	香港	1,000	港幣100元	-	100	汽車經銷商
合誠汽車有限公司	香港	3,000	港幣1,000元	-	100	汽車經銷商
捷高汽車零件行有限公司	香港	100	港幣100元	-	100	汽車零件貿易
合迪汽車有限公司	香港	2	港幣1元	-	100	汽車經銷商
合德汽車有限公司	香港	2,000	港幣100元	-	100	汽車經銷商
合群汽車有限公司	香港	3,000	港幣1,000元	-	100	汽車經銷商
上海大昌金山有限公司	中華人民共和國	不適用	不適用	-	38.5	生產及出售肉類及 有關食品
上海大昌江南鳳有限公司	中華人民共和國	不適用	不適用	-	46.06	生產及出售雞肉及 有關食品
太平廣告有限公司	香港	100	港幣100元	-	100	廣告代理
合眾汽車私人有限公司	新加坡	3,000,000	1新加坡元	-	100	汽車經銷商
合眾汽車有限公司	香港	30,000	港幣100元	-	100	汽車經銷商
物業						
加文有限公司	香港	2	港幣10元	-	100	物業投資
加文物業管理有限公司	香港	2	港幣1元	-	100	物業管理
Baylink Investments Limited	英屬處女羣島	1	1美元	-	100	控股投資
Borgia Limited	香港	2	港幣10元	-	100	物業投資
百匯中心管理有限公司	香港	2	港幣1元	-	100	物業管理
金醇發展有限公司	香港	2	港幣1元	-	100	物業發展
貴地有限公司	香港	2	港幣1元	-	100	物業投資
Glenridge Company Limited	香港	2	港幣10元	-	100	物業投資
Goldenburg Properties Limited	香港	1,000	港幣10元	-	70	物業投資
恒聯昌置業有限公司	香港	80,000	港幣100元	-	100	物業投資
恒聯昌物業管理有限公司	香港	2	港幣1元	-	100	物業管理
恒華昌置業有限公司	香港	50,000	港幣100元	-	100	物業投資
Jewril Limited	香港	2	港幣1元	-	100	控股投資
Kendorm Corporation	利比里亞共和國 / 百慕達	1	-	-	100	控股投資
Kimble Investment Limited	英屬處女羣島	1	1美元	-	100	控股投資
Kowill Investments Inc.	英屬處女羣島	1	1美元	-	100	控股投資
Lindenford Limited	香港	2	港幣10元	-	100	物業投資

名稱	註冊成立地點 / 主要營運地點	已發行股份資料		持有股權		主要業務
		普通股 數目	面值	本公司 %	附屬公司 %	
嶺星投資有限公司	香港	2	港幣1元	-	100	物業投資
Newmarket Holdings Limited	英屬處女羣島 / 百慕達	2	1美元	-	100	控股投資
超儀有限公司	香港	2	港幣1元	-	100	物業投資
新景豐發展有限公司	香港	152,343,165	港幣0.10元	100	-	控股投資
Supreme Luck Investments Ltd.	英屬處女羣島	1	1美元	-	100	控股投資
Tendo Limited	香港	2	港幣10元	-	100	物業投資
裕林貨倉凍房有限公司	香港	1,000,000	港幣1元	-	100	經營凍房貨倉
財務						
Balgonie Limited	香港	2	港幣1元	100	-	融資安排
CITIC Pacific Finance Limited	開曼羣島	1,000	1美元	100	-	融資安排
Hartland Finance Corp.	英屬處女羣島 / 百慕達	1	1美元	100	-	融資安排
Idealand Investment Inc.	巴拿馬共和國	100	1美元	-	100	融資安排
工業製造						
廣天投資有限公司	英屬處女羣島	1	1美元	-	100	控股投資
江陰興澄特種鋼鐵有限公司	中華人民共和國	不適用	不適用	-	55	鋼鐵生產
江陰興澄鋼鐵有限公司	中華人民共和國	不適用	不適用	-	55	鋼鐵生產
江陰興澄鋼材有限公司	中華人民共和國	不適用	不適用	-	55	鋼鐵生產
科捷有限公司	英屬處女羣島	1	1美元	-	100	控股投資
萬富投資有限公司	英屬處女羣島	1	1美元	-	100	控股投資
光懋控股有限公司	英屬處女羣島	1	1美元	-	100	控股投資
無錫華達電機有限公司	中華人民共和國	不適用	不適用	-	55	工業電機製造

Notes to the Accounts**賬目附註****27 Principal Associated Companies**

The following are the principal associated companies of the Group which in the opinion of the directors, principally affect the results and net assets of the Group. To give details of other associated companies would in the opinion of the directors result in particulars of excessive length.

<i>Name</i>	<i>Place of incorporation</i>	<i>Group equity interest %</i>	<i>Principal activities</i>
Aviation			
Cathay Pacific Airways Limited (note)	Hong Kong	25.39	Airlines and related services
Hong Kong Dragon Airlines Limited	Hong Kong	28.50	Aviation
Swire Aviation Limited	Hong Kong	33.33	Investment holding in Hong Kong Air Cargo Terminals Limited
Communications			
Companhia de Telecomunicacoes de Macau S.A.R.L.	Macau	20	Telecommunications services
Tunnels			
Eastern Harbour Crossing Company Limited	Hong Kong	50	Tunnel operation
Hong Kong Tunnels and Highways Management Company Limited	Hong Kong	35	Management, operation and maintenance of the Cross Harbour Tunnel
Western Harbour Tunnel Company Limited	Hong Kong	35	Franchise to construct and operate the Western Harbour Crossing
Environment			
Ecoserve Limited	Hong Kong	50	Design, construction and operation of refuse transfer station
Enviropace Limited	Hong Kong	20	Design, construction, operation and management of chemical waste treatment plant

<i>Name</i>	<i>Place of incorporation</i>	<i>Group equity interest %</i>	<i>Principal activities</i>
Green Valley Landfill, Limited	Hong Kong	30	Landfill construction and operation
South China wmi Transfer Limited	Hong Kong	30	Design, construction and operation of transfer station
Property			
Cheer First Limited	Hong Kong	40	Financing
CITIC Tower Property Management Company Limited	Hong Kong	40	Property management
Danton Investment Limited	British Virgin Islands	40	Investment holding
Festival Walk Holdings Limited (Formerly Benbecula Limited)	Hong Kong	50	Property investment
Goldon Investment Limited	Hong Kong	40	Property investment
Hong Kong Resort Company Limited	Hong Kong	50	Property development
Kido Profits Limited	British Virgin Islands	15	Property development
Shinta Limited	Hong Kong	20	Property investment
Sun Kong Investment Company, Limited	Hong Kong	40	Property development
Treasure Trove Limited	Hong Kong	50	Financing
Industrial Manufacturing			
Upper Bright Limited	British Virgin Islands	50	Investment holding
Wuxi Tong Ling Cable Co., Ltd	People's Republic of China	34.01	Telecommunications cables manufacturing
Others			
Shiseido Dah Chong Hong Cosmetics Limited	Hong Kong	50	Trading in cosmetics products
Way Chong Finance Limited	Hong Kong	50	Provision of hire purchase and leasing finance

note : Extract from the published accounts of Cathay Pacific Airways Limited, a significant associated company of the Group, is shown on pages 118-119.

Notes to the Accounts

賬目附註

27 主要聯營公司

下列乃董事會認為主要影響本集團之業績及資產淨值之本集團主要聯營公司。董事會認為列出其他聯營公司之詳情會令本報表過於冗長。

名稱	註冊地點	集團持有之股權%	主要業務
航空			
國泰航空有限公司 (附註)	香港	25.39	航空及有關服務
港龍航空有限公司	香港	28.50	航空業務
Swire Aviation Limited	香港	33.33	控股投資於香港空運貨站有限公司
信息業			
澳門電訊有限公司	澳門	20	電訊傳訊服務
隧道			
Eastern Harbour Crossing Company Limited	香港	50	隧道經營
香港隧道及高速公路管理有限公司	香港	35	管理、經營及保養海底隧道
香港西區隧道有限公司	香港	35	以專營權方式興建及經營西區海底隧道
環境保護			
衡業廢物轉運有限公司	香港	50	設計、興建及經營廢物轉運站
衡和化學廢料處理有限公司	香港	20	設計、興建、經營及管理化學廢料處理廠
翠谷工程有限公司	香港	30	興建及經營廢物堆填區
南華惠民廢物轉運有限公司	香港	30	設計、興建及經營廢物轉運站
物業			
Cheer First Limited	香港	40	融資安排
中信大廈管理有限公司	香港	40	物業管理
Danton Investment Limited	英屬處女羣島	40	控股投資
又一城控股有限公司 (前稱 Benbecula Limited)	香港	50	物業投資
金蓬投資有限公司	香港	40	物業投資
香港興業有限公司	香港	50	物業發展
Kido Profits Limited	英屬處女羣島	15	物業發展
康富達有限公司	香港	20	物業投資
新港置業有限公司	香港	40	物業發展
Treasure Trove Limited	香港	50	融資安排
工業製造			
宏亮有限公司	英屬處女羣島	50	控股投資
無錫通菱電纜有限公司	中華人民共和國	34.01	通訊電纜製造
其他			
資生堂大昌行化粧品有限公司	香港	50	化粧品貿易
滙昌財務有限公司	香港	50	提供租購及租賃融資

附註：本集團之主要聯營公司國泰航空有限公司之已公佈賬目摘錄載於第118至119頁。

28 Principal Co-operative Joint Ventures

The following are the principal co-operative joint ventures of the Group, which in the opinion of the directors, principally affect the results and net assets of the Group. To give details of other co-operative joint ventures would in the opinion of the directors result in particulars of excessive length. All of the principal co-operative joint ventures have their place of incorporation and operations in the People's Republic of China.

Name 名稱	Co-operative joint venture period 合作合營公司期限	Group equity interest % 集團持有之權益 %	Principal activities 主要業務
Jiangsu Ligang Electric Power Company Limited (“Ligang”) 江蘇利港電力有限公司 (「利港」)	(note a) (附註 a)	56.31	Electric power plant construction and operation 發電站建築及經營
Zhengzhou Xinli Electric Power Co., Ltd. (“Xinli”) 鄭州新力電力有限公司 (「新力」)	(note b) (附註 b)	50	Electric power plant construction and operation 發電站建築及經營
Shanghai Citic Tunnel Development Co., Ltd. (note c) 上海中信隧道發展有限公司 (附註c)	31 years from 7 October 1993 一九九三年十月七日 起計三十一年	50	Tunnel construction, management and operation 隧道建築、管理及經營
Shanghai Huang Pu River Tunnel and Bridges Development Co., Ltd. (note c) 上海浦江隧橋發展有限公司 (附註c)	20 years from 1 January 1995 一九九五年一月一日 起計二十年	45	Tunnel and bridges management and operation 隧道及橋樑之管理及經營
Shanghai Jian Tai Co., Ltd. (note c) 上海建泰有限公司 (附註c)	20 years from 1 January 1996 一九九六年一月一日 起計二十年	45	Toll road management and operation 收費公路之管理及經營
Shanghai Xupu Bridge Development Co., Ltd. (note c) 上海徐浦大橋發展有限公司 (附註c)	20 years from 1 July 1996 一九九六年七月一日 起計二十年	45	Bridge management and operation 橋樑之管理及經營

Notes to the Accounts

賬目附註

28 Principal Co-operative Joint Ventures *continued*

28 主要合作合營公司 續

<i>Name</i> 名稱	<i>Co-operative joint venture period</i> 合作合營公司期限	<i>Group equity interest %</i> 集團持有之權益%	<i>Principal activities</i> 主要業務
Chongqing Chang Jiang LJT Bridge Co., Ltd. (note c) 重慶長江李家沱大橋有限公司 (附註c)	20 years from 1 December 1997 一九九七年十二月一日 起計二十年	50	Bridge management and operation 橋樑之管理及經營
Chongqing Qiao Gao Infrastructure Co., Ltd. (note c) 重慶橋高基建有限公司 (附註c)	20 years from 1 December 1997 一九九七年十二月一日 起計二十年	50	Bridge management and operation 橋樑之管理及經營
Chongqing Qiao Feng Infrastructure Co., Ltd. (note c) 重慶橋峰基建有限公司 (附註c)	20 years from 1 December 1997 一九九七年十二月一日 起計二十年	50	Bridge management and operation 橋樑之管理及經營
Chongqing Qiao Xin Infrastructure Co., Ltd. (note c) 重慶橋信基建有限公司 (附註c)	20 years from 1 December 1997 一九九七年十二月一日 起計二十年	50	Bridge management and operation 橋樑之管理及經營
Chongqing Cheng Fu Infrastructure Co., Ltd. (note c) 重慶城富基建有限公司 (附註c)	20 years from 1 December 1997 一九九七年十二月一日 起計二十年	50	Bridge management and operation 橋樑之管理及經營
Chongqing Cheng Tai Infrastructure Co., Ltd. (note c) 重慶城泰基建有限公司 (附註c)	20 years from 1 December 1997 一九九七年十二月一日 起計二十年	50	Bridge management and operation 橋樑之管理及經營
Chongqing Cheng Xin Infrastructure Co., Ltd. (note c) 重慶城信基建有限公司 (附註c)	20 years from 1 December 1997 一九九七年十二月一日 起計二十年	50	Bridge management and operation 橋樑之管理及經營

note :

a Ligang Phase I and II are accounted for as investments of the Group as the Group's interests therein will revert to the joint venture partners in the People's Republic of China after fifteen years and twenty years respectively from the date on which the electricity generators became operational. Accordingly their results are accounted for to the extent of dividends received and receivable, less amounts amortised.

b Xinli is accounted for as investment of the Group as the Group's interest therein will revert to the joint venture partners in the People's Republic of China after fifteen years from the date on which the electricity generators became operational. Accordingly its results are accounted for to the extent of dividends received and receivable, less amounts amortised.

c The Group is guaranteed a fixed return on the investment amount of the co-operative joint ventures. Upon the expiration of the co-operation period, all the Group's interests in Shanghai Citic Tunnel Development Co., Ltd. and other co-operative joint ventures will revert to Shanghai People's Government/Chongqing People's Government and the joint venture partners in the People's Republic of China respectively.

附註：

a 利港之第一期及第二期均作為本集團之投資入賬，因為該等發電站投產後分別於十五年及二十年屆滿時，本集團於該等項目之權益將會歸屬中華人民共和國之合營夥伴所有。故此，該等投資項目之業績僅計算已收及應收股息，減攤銷款額。

b 新力作為本集團之投資入賬，因為於該等發電站投產後十五年屆滿時，本集團於該項目之權益將會歸屬中華人民共和國之合營夥伴所有。故此，該投資項目之業績僅計算已收及應收股息，減攤銷款額。

c 本集團獲得於該等合作合營公司之固定投資回報之保證。合作期屆滿後，本集團於上海中信隧道發展有限公司及在其他合作合營公司之一切權益將分別會歸屬上海市人民政府／重慶市人民政府及中華人民共和國之合營夥伴所有。

Auditors' Report**核數師報告****Auditors' Report****核數師報告****To the Shareholders of CITIC Pacific Limited***(Incorporated in Hong Kong with limited liability)*

We have audited the accounts on pages 64 to 115 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

Respective responsibilities of directors and auditors

The Hong Kong Companies Ordinance requires the directors to prepare accounts which give a true and fair view. In preparing accounts which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

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 accounts. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the Company's and the Group's circumstances, 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 accounts are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts. We believe that our audit provides a reasonable basis for our opinion.

致中信泰富有限公司*(於香港註冊成立之有限公司)***全體股東**

本核數師已完成審核第64至第115頁的財政報告，該財政報告乃按照香港普遍採納的會計原則編製。

董事及核數師各自的責任

香港公司條例規定董事須編製真實兼公平的財政報告。在編製該等真實兼公平的財政報告時，董事必須採用適當的會計政策，並且貫徹應用該等會計政策。

本核數師的責任是根據審核之結果，對該財政報告作出獨立意見，並向各股東報告。

意見的基礎

本核數師已按照香港會計師公會所頒佈的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政報告所載數額及披露事項有關的憑證，亦包括評審董事於編製財政報告時所作出的重大估計和判斷，所採用的會計政策是否適合貴公司與貴集團的具體情況，及有否貫徹應用並足夠披露該等會計政策。

本核數師在策劃和進行審核工作時，均以取得所有本核數師認為必需的資料及解釋為目標，以便獲得充分憑證，就該等財政報告是否存有重大錯誤陳述，作出合理的確定。在作出意見時，本核數師亦已評估該財政報告所載的資料在整體上是否足夠。本核數師相信我們的審核工作已為下列意見提供合理的基礎。

Opinion

In our opinion the accounts give a true and fair view, in all material respects, of the state of affairs of the Company and the Group as at 31 December 1999 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 16 March 2000

意見

本核數師認為，上述財政報告在各重大方面足以真實兼公平地顯示 貴公司與貴集團於一九九九年十二月三十一日結算時的財務狀況，及 貴集團截至該日止年度的溢利及現金流量，並按照香港公司條例妥為編製。

羅兵咸永道會計師事務所

執業會計師

香港，二〇〇〇年三月十六日

**Extract from Published Accounts of
Cathay Pacific Airways Limited**
**國泰航空有限公司
已公佈賬目之摘要**
a CONSOLIDATED PROFIT AND LOSS ACCOUNT
for the year ended 31 December 1999
in HK\$ million
1999
1998
a 綜合損益賬
截至一九九九年十二月三十一日止年度
港幣百萬元
Turnover

Passenger services

18,979

18,532

Cargo services

8,391

6,955

Catering and other services

1,332

1,123

Total turnover
28,702

26,610

營業額

客運服務

貨運服務

航空飲食及其他服務

營業總額
Expenses

Staff

(7,299)

(7,786)

Route

(6,352)

(6,476)

Fuel

(3,641)

(3,612)

Aircraft maintenance

(2,714)

(2,891)

Depreciation and operating leases

(3,875)

(4,275)

Commissions

(663)

(717)

Others

(1,336)

(1,510)

開支

員工

航線

燃料

飛機維修

折舊及營業租賃

佣金

其他

Operating expenses
(25,880)

(27,267)

營業開支
Operating profit/(loss)
2,822

(657)

營業溢利 / (虧損)

Finance charges

(2,775)

(2,605)

財務支出

Finance income

1,857

2,294

財務收入

Net finance charges

(918)

(311)

財務支出淨額

Profit on sale of investments

482

185

出售投資之溢利

Share of profits of associated companies

108

172

應佔聯屬公司溢利

Profit/(loss) before taxation
2,494

(611)

除稅前溢利 / (虧損)

Taxation

(219)

104

稅項

Profit/(loss) after taxation
2,275

(507)

除稅後溢利 / (虧損)

Minority interests

(84)

(35)

少數股東權益

Profit/(loss) attributable to shareholders
2,191

(542)

股東應佔溢利 / (虧損)

Dividends

(1,016)

(339)

股息

Retained profit/(loss) for the year
1,175

(881)

本年度保留溢利 / (虧損)

**Extract from Published Accounts of
Cathay Pacific Airways Limited**

**國泰航空有限公司
已公佈賬目之摘要**

b CONSOLIDATED BALANCE SHEET

b 綜合資產負債表

at 31 December 1999

一九九九年十二月三十一日結算

in HK\$ million

	1999	1998
ASSETS AND LIABILITIES		
Non-current assets and liabilities		
Fixed assets	48,354	47,792
Investments in associated companies	1,367	1,325
Other long-term receivables and investments	2,181	2,310
	<u>51,902</u>	<u>51,427</u>
Long-term liabilities	(39,380)	(39,436)
Related pledged security deposits	16,622	14,578
Net long-term liabilities	(22,758)	(24,858)
Deferred taxation	(6,714)	(6,359)
	<u>(29,472)</u>	<u>(31,217)</u>
Net non-current assets	<u>22,430</u>	<u>20,210</u>
Current assets and liabilities		
Stock	648	694
Trade and other receivables	3,832	3,502
Liquid funds	11,595	12,326
	<u>16,075</u>	<u>16,522</u>
Current portion of long-term liabilities	(2,588)	(3,401)
Related pledged security deposits	563	1,061
Net current portion of long-term liabilities	(2,025)	(2,340)
Trade and other payables	(6,052)	(5,796)
Unearned transportation revenues	(1,741)	(1,783)
Taxation	(659)	(673)
Proposed dividend	(914)	(237)
	<u>(11,391)</u>	<u>(10,829)</u>
Net current assets	<u>4,684</u>	<u>5,693</u>
Total assets less current and non-current liabilities	<u>27,114</u>	<u>25,903</u>
Minority interests	(86)	(108)
Net assets	<u>27,028</u>	<u>25,795</u>
CAPITAL AND RESERVES		
Share capital	676	676
Reserves	26,352	25,119
Shareholders' funds	<u>27,028</u>	<u>25,795</u>

港幣百萬元

資產及負債

非流動資產及負債

固定資產
於聯屬公司之投資
其他長期應收款項及投資

長期負債
相關已抵押存款
長期負債淨額
遞延稅項

非流動資產淨額

流動資產及負債

存貨
貿易及其他應收款項
流動資金

長期負債之流動部分
相關已抵押存款
長期負債之流動部分淨額
貿易及其他應付款額
未獲運輸收益
稅項
建議之股息

流動資產淨值

資產總額減流動及非流動負債

少數股東權益

資產淨值

資本及儲備

股本
儲備
股東資金

5 Year Statistics						五年統計
	1995	1996	1997	1998	1999	
<i>At year end (HK\$M):</i>						年終 (港幣百萬元) :
Shareholders' equity -	26,641	36,528	40,225	41,899	38,178	股東權益 -
per share (HK\$)	13.23	17.12	18.91	19.70	17.95	每股 (港幣元)
Debt -						負債 -
debt less bank deposits	9,092	9,649	22,592	21,175	10,519	負債減銀行存款
net debt/shareholders' equity	34%	26%	56%	51%	28%	淨負債佔股東權益
net debt/stockmarket value	17%	10%	34%	60%	17%	淨負債佔市值
interest cover (times)	10	20	6	4	4	利息倍數 (倍)
Capital employed	36,347	46,771	63,527	63,974	56,741	資金運用
Fixed assets	9,045	9,929	10,472	11,765	11,916	固定資產
Associated companies	20,754	26,256	40,210	40,145	23,167	聯營公司
Investments	5,670	9,208	11,196	11,574	14,560	投資
Stockmarket capitalization	53,000	95,800	65,520	35,530	62,230	市值
EBITDA	4,150	4,412	5,881	4,919	4,994	不包括利息支出、稅項、折舊及攤銷之盈利
<i>For the year (HK\$M) :</i>						年度 (港幣百萬元) :
Earnings -						盈利 -
Earnings	3,073	6,860	7,376	2,808	2,966	盈利
per share - (HK cents)	153	322	346	132	139	每股 - (港幣仙)
Dividends -						股息 -
per share - (HK cents)						每股 - (港幣仙)
regular	55	62	70	70	75	普通
special	-	30	30	-	200	特別
cover (times)	2.8	2.7	2.8	1.9	1.9	倍數 (倍)
Number of shareholders	6,545	6,215	8,642	14,987	13,506	股東總數
Number of employees	11,500	11,750	11,800	11,871	10,490	員工總數

GLOSSARY

詞彙

Terms:

Capital employed	Capital employed represents shareholders' funds plus total borrowings
Cash contributed from all business	Cash inflow to CITIC Pacific from all its subsidiary companies, associated companies and other investments
Total debt	Short term and long term loans, notes and bonds
Net debt	Total debt less cash and bank deposits
EBITDA	Total earning before interest expenses, taxation, depreciation and amortisation
Contribution	Net income from each business before corporate interest and overheads.

詞語：

資金運用	資金運用乃代表股東資金加上借款總數
所有業務之現金貢獻	中信泰富來自所有附屬公司、聯營公司及其他投資之現金流入
負債總額	短期及長期貸款、票據及債券
淨負債	總負債減現金及銀行存款
EBITDA	不包括利息支出、稅項、折舊及攤銷之總盈利
溢利貢獻	未計公司利息及營運開支前來自各項業務之淨收益

Ratios:

Earnings per share	$= \frac{\text{Profit attributable to shareholders}}{\text{Weighted average number of shares (by days) in issue for the year}}$
Shareholders' equity per share	$= \frac{\text{Shareholders' equity}}{\text{Total issued and fully paid shares at end of the year}}$
Leverage	$= \frac{\text{Net debt}}{\text{Shareholders' equity}}$
Cashflow per share	$= \frac{\text{Cash contributed from all business}}{\text{Shareholders' equity}}$
Interest cover	$= \frac{\text{EBITDA}}{\text{Interest expenses}}$

比率：

每股盈利	$= \frac{\text{股東應佔溢利}}{\text{年內已發行股份之加權平均股數(按日)}}$
每股股東權益	$= \frac{\text{股東權益}}{\text{年底已發行並繳足股份總數}}$
槓桿比率	$= \frac{\text{淨負債}}{\text{股東權益}}$
每股現金流量	$= \frac{\text{來自所有業務之現金貢獻}}{\text{股東權益}}$
利息倍數	$= \frac{\text{不包括利息支出、稅項、折舊及攤銷之總盈利}}{\text{利息支出}}$

Major Properties held by the Group

as at 31 December 1999

Major Properties Held For Investment

Address / Lot No.	Leasehold Expiry	Group's Interest %	Approximate Gross Floor Area (sq. ft.)	Existing Use
* 1. Skyway House, 3 Sham Mong Road, Kowloon 2604/2700th shares of KIL, No.9706 & the extension thereto	2041	100	294,158	Commercial
2. Block C of Yee Lim Industrial Centre, 2-28 Kwai Lok Street, and 2-6 Kwai Hei Street, Kwai Chung 4000/9000th shares of KCTL No.333	2047	100	320,195	Cold Storage & Godown
3. Honest Motors Building, 9-11, Leighton Road, Causeway Bay, Hong Kong IL No. 5431 and 5432	2880	100	47,487	Commercial
4. Wyler Centre 1, Basement 1 & 2 and Parking Spaces Nos P50 and P51 on 2nd Floor of Wyler Centre 2, 192-210 Tai Lin Pai Road, Kwai Chung, New Territories 5779/11152th shares of and in the Remaining Portion of Kwai Chung Town Lot No.130 and the extension thereto	2047	100	393,488	Industrial
5. Broadway Centre, No.93 Kwai Fuk Road, Kwai Chung, New Territories KCTL No.435	2047	100	343,000	Godown
6. DCH Commercial Centre, No.25, Westlands Road, Quarry Bay, Hong Kong IL8854	2047	100	389,000	Commercial
7. CITIC Tower, No.1 Tim Mei Avenue, Central, Hong Kong IL No.8822	2047	40	562,000	Commercial
8. Festival Walk, Tat Chee Avenue, Yau Yat Tsuen, Kowloon NKIL No.6181	2047	50	1,200,000	Commercial
9. Hiro-o Garden Hills, West Hill I-1204, Hiro-o 4-chome, Shibuya-ku, Tokyo, Japan	Freehold	100	873	Residential
10. Hiro-o Garden Hills, Centre Hill H-1403, Hiro-o 4-chome, Shibuya-ku, Tokyo, Japan	Freehold	100	2,012	Residential
11. Hiro-o Garden Hills, South Hill D-507, Hiro-o 4-chome, Shibuya-ku, Tokyo, Japan	Freehold	100	2,264	Residential
12. Dah Chong No.1 Building, 12-6, Roppongi, 3-chome, Minato-ku, Tokyo, Japan	Freehold	100	34,528	Commercial & Restaurants, etc.
13. Dah Chong No.2 Building, B1/F-4/F, 18-2, Roppongi, 5-chome, Minato-ku, Tokyo, Japan	Freehold	100	13,067	Commercial & Restaurants, etc.
14. Torizaka House 14-19, Roppongi, 5-chome, Minato-ku, Tokyo, Japan	Freehold	100	7,352	Residential & Office

* excluding a petrol filling station on the ground floor with an ancillary storage tank in part of the basement and a storeroom on the first floor

Major Properties Held For Development

Location / Lot No	Stage of Completion	Estimated Completion Date	Classification	Leasehold Expiry	Group's Interest %	Approximate Site Area (sq. ft.)	Approximate Gross Floor Area (sq.ft.)	Existing Use
1. Lot Nos.390, 394, 395, 396, 397, 399, 400, 401, 402, 405, 406, 407, 409, 410Rp, 412Rp, 413Rp, 414Rp, 416, 417, 418, 419 and 424 in D.D. No.121 and Lot Nos 274Rp, 278, 279, 282, 283, 284, 285, 286sB Rp, 286sB ssl and 286Rp in D.D. No.127 Yuen Long, New Territories	N/A	N/A	N/A	2047	100	193,652	N/A	Construction Site
2. Lot No.3723 sD Rp in D.D. No.104 and Lot Nos.43A and 50 in D.D. No.101 and Lot Nos. 1266Rp, 1267 and 1268 in D.D. No.105, Yuen Long, New Territories	N/A	N/A	N/A	2047	40	2,460,637	N/A	Agricultural Land
3. No.500 and 502, Tung Chau Street, Cheung Sha Wan, Kowloon NKIL No.4751 & 4752	N/A	N/A	N/A	2047	100	20,258	N/A	Construction Site

Major Properties Held For Sale

Address / Lot No.	Leasehold Expiry	Group's Interest %	Approximate Gross Floor Area (sq.ft.)	Existing Use
Grand Court, 109-135 Kadoorie Avenue, Kowloon Subsections 1 and 2 and the Remaining Portion of Section D of KIL No.2657	2006	100	135,340	Residential

集團持有之主要物業

一九九九年十二月三十一日結算

主要投資物業

地點 / 地段號數	租契屆滿期	集團權益%	概約樓面面積 (平方呎)	現今用途
* 1. 九龍深田道3號嘉運大廈 九龍內地段第9706號及其展延部份2700份之2604份	2041	100	294,158	商業
2. 葵涌葵樂街2-28號與葵喜街2-6號裕林工業中心C座 葵涌市地段第333號9000份之4000份	2047	100	320,195	冷藏倉庫及貨倉
3. 香港銅鑼灣禮頓道9-11號 合誠汽車大廈內地段第5431及5432號	2880	100	47,487	商業
4. 新界葵涌大連排道19-2-210號偉倫中心第一期， 偉倫中心第二期第1及第2地庫及2樓第P50及P51號車位 葵涌市地段第130號及其伸延部份之餘段11152份之5779份	2047	100	393,488	工業
5. 新界葵涌葵福路93號百匯中心葵涌市地段第435號	2047	100	343,000	貨倉
6. 香港鰂魚涌華蘭路25號大昌行商業中心 內地段第8854號	2047	100	389,000	商業
7. 香港中環添美道1號中信大廈內地段第8822號	2047	40	562,000	商業
8. 九龍又一村達之路又一城新九龍內地段第6181號	2047	50	1,200,000	商業
9. Hiro-o Garden Hills, West Hill I-1204, Hiro-o 4-chome, Shibuya-ku, Tokyo, Japan	永久業權	100	873	住宅
10. Hiro-o Garden Hills, Centre Hill H-1403, Hiro-o 4-chome, Shibuya-ku, Tokyo, Japan	永久業權	100	2,012	住宅
11. Hiro-o Garden Hills, South Hill D-507, Hiro-o 4-chome, Shibuya-ku, Tokyo, Japan	永久業權	100	2,264	住宅
12. Dah Chong No.1 Building, 12-6, Roppongi, 3-chome, Minato-ku, Tokyo, Japan	永久業權	100	34,528	商業及餐廳等
13. Dah Chong No.2 Building, B1/F-4/F, 18-2, Roppongi, 5-chome, Minato-ku, Tokyo, Japan	永久業權	100	13,067	商業及餐廳等
14. Torizaka House 14-19, Roppongi, 5-chome, Minato-ku, Tokyo, Japan	永久業權	100	7,352	住宅及寫字樓

* 除地下之油站連同地庫部份之附屬儲油箱以及一樓之儲物室外

待發展之主要物業

地點 / 地段號數	竣工階段	估計 竣工日期	類別	租契 屆滿期	集團權益%	概約地盤面積 (平方呎)	概約樓面面積 (平方呎)	現今用途
1. 新界元朗 第121號丈量約份第390、394、395、396、 397、399、400、401、402、405、406、407、 409、410號地段之餘段、412號地段之餘段、413號地段 之餘段、414號地段之餘段、416、417、418、419及 424號地段及丈量約份第127號第274號地段之餘段、第278、 279、282、283、284、285、286號B段之餘段、 第286號B段第一分段及第286號地段之餘段	不適用	不適用	不適用	2047	100	193,652	不適用	建築地盤
2. 新界元朗 第104號丈量約份第3723號地段D段之餘段、第101號 丈量約份第43A及50號地段與第105號丈量約份第1266號 地段之餘段、1267及1268號地段	不適用	不適用	不適用	2047	40	2,460,637	不適用	農地
3. 九龍長沙灣通州街500及502號 新九龍內地段第4751號及4752號	不適用	不適用	不適用	2047	100	20,258	不適用	建築地盤

待發售之主要物業

地點 / 地段號數	租契屆滿期	集團權益%	概約樓面面積 (平方呎)	現今用途
九龍嘉道理道109-135號嘉陵大廈 九龍內地段第2657號D段第1及第2分段及餘段	2006	100	135,340	住宅

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Registrars

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Telephone: 2846 9666
Fax: 2810 8185

Company Secretary

Alice Tso Mun Wai

Key Dates

Closure of Register: 25 May 2000 to 31 May 2000
Annual General Meeting: 31 May 2000, 10:30 am
Island Ballroom, Level 5
Island Shangri-La Hotel
Supreme Court Road
Two Pacific Place
Hong Kong
Final Dividend payable: 7 June 2000

註冊辦事處

香港中環添美道一號
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香港夏慤道十號
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公司秘書

曹敏慧

重要日期

截止過戶日期: 二〇〇〇年五月二十五日至
二〇〇〇年五月三十一日
股東週年大會: 二〇〇〇年五月三十一日
上午十時三十分
香港法院道太古廣場
第二期港島香格里拉酒店
五樓香島殿
派發末期股息: 二〇〇〇年六月七日