

# 董事會報告書

## Directors' Report



董事會欣然提呈截至二零零四年十二月三十一日止年度的年報及經審核財務報告。

### 主要業務

本公司的主要業務是經營一般保險業務。

### 財務報告

本公司截至二零零四年十二月三十一日止年度的溢利和本公司於該日的財政狀況載於第9至28頁的財務報告內。

本年度內並無宣派中期股息(二零零三年：零澳門幣)。董事會現建議派發截至二零零四年十二月三十一日止年度的末期股息每股普通股2.3027澳門幣(二零零三年：零澳門幣)。

### 固定資產

年內本公司的固定資產變動詳情載於財務報告附註7。

### 董事會

本財務年度及截至本報告刊發日期止的董事如下：

林 帆

姜宜道

彭 偉 (於二零零四年十一月二十六日委任)

王 錚 (於二零零四年十一月二十六日辭任)

由於本公司的公司章程並無規定董事輪值退任，因此所有董事均可於下一個期間連任。

### 董事在股份擁有的權益

根據同系附屬公司中保國際控股有限公司(「中保國際」)的認股權計劃，本公司一名董事獲授若干認股權：

	於年初及年末 尚未行使的 認股權數目
林帆	1,970,000

每份認股權賦予持有人認購一股中保國際股份的權利。

該等股權薪酬福利乃就上述董事受僱於中保國際而向其授出。

The directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 December 2004.

### PRINCIPAL ACTIVITY

The principal activity of the company is the underwriting of general insurance business.

### FINANCIAL STATEMENTS

The profit of the company for the year ended 31 December 2004 and the state of the company's affairs as at that date are set out in the financial statements on pages 9 to 28.

No interim dividend was declared during the year (2003: MOPNil). The directors now recommend the payment of a final dividend of MOP2.3027 (2003: MOPNil) per ordinary share in respect of the year ended 31 December 2004.

### FIXED ASSETS

Details of the movements in fixed assets of the company during the year are set out in note 7 on the financial statements.

### DIRECTORS

The directors during the financial year and up to the date of this report are:

Lin Fan

Jiang Yidao

Pan Wei (appointed on 26 November 2004)

Wang Zheng (resigned on 26 November 2004)

As the company's Articles of Association do not provide for the retirement of directors by rotation, all directors continue in office for the ensuing period.

### DIRECTORS' INTERESTS IN SHARES

Under the share option scheme of a fellow subsidiary, China Insurance International Holdings Company Limited ("CIIH"), certain share options were granted to a director of the company:

	於年初及年末 尚未行使的 認股權數目	No. of options outstanding at beginning and end of the year
林帆	1,970,000	1,970,000

Each option gives the holder the right to subscribe for one share in CIIH.

These equity compensation benefits were granted to the above-mentioned director for his employment in CIIH.

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除上文所述者外，本公司、其任何控股公司、同系附屬公司或附屬公司於年內概無訂立任何安排，使本公司董事可透過認購本公司或任何其他法人團體的股份或債券而獲取利益。

### 董事在合約擁有的權益

本公司、其任何控股公司、同系附屬公司或附屬公司於年結時或本年度任何時間，概無訂立任何本公司董事直接或間接擁有重大權益的重要合約。

### 核數師

德勤•關黃陳方會計師行退任後，畢馬威會計師事務所獲委任為本公司的核數師。

畢馬威會計師事務所即將告退，惟願膺選連任。本公司將於即將召開的股東週年大會上提出續聘畢馬威會計師事務所出任本公司核數師的決議案。

承董事會命  
董事長  
林帆  
澳門

Apart from the foregoing, at no time during the year was the company, any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements 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.

### DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance, to which the company, any of its holding companies, fellow subsidiaries or subsidiaries was a party and in which a director of the company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### AUDITORS

KPMG were appointed as auditors of the company upon the retirement of Deloitte Touche Tohmatsu.

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the board  
Chairman  
Lin Fan  
Macau