

其他資料 OTHER INFORMATION

購股權計劃

於回顧期內，本公司設立購股權計劃，旨在提高參與者對本公司之承擔，致力實踐本公司之目標（「新計劃」）。除此以外，根據本公司一項已於二零零二年一月三十一日終止但於當日仍然生效的購股權計劃，仍然持有若干份購股權尚未行使（「舊計劃」）。

截至二零零九年六月三十日止六個月內，新計劃的條款並無改變。新舊計劃的條款詳情已於二零零八年年報披露。

以下根據新舊計劃授出，但於二零零九年六月三十日尚未行使的購股權詳情：

(甲) 董事或其聯繫人

Share Option Schemes

During the period under review, the Company operates a share option scheme for the purpose of promoting additional commitment and dedication to the objectives of the Company by the participants (the “New Scheme”). In addition, certain outstanding share options were still held under a share option scheme which subsisted until 31 January 2002 and was terminated on 31 January 2002 (the “Old Scheme”).

There are no changes in any terms of the New Scheme during the six months ended 30 June 2009. Detailed terms of the Old Scheme and the New Scheme were disclosed in the 2008 annual report.

Details of the share options outstanding as at 30 June 2009 which have been granted under the Old Scheme and the New Scheme are as follows:

(a) Directors or their associates

| 董事姓名 Name of director | 授出日期 Date of grant | 行使價 港幣元 Exercise Price HK\$ | 購股權數目 ¹ Number of share options ¹ | | | | | | 於二零零九年 六月三十日 尚未行使 Outstanding at 30/6/2009 | 就已行使之 購股權之 本公司 股份價格 ² 港幣元 Price of Company's shares for options exercised ² HK\$ |
|--|-----------------------|--------------------------------------|--|---|---|---|--|---|--|--|
| | | | 於二零零九年 一月一日 尚未行使 Outstanding at 1/1/2009 | 於本期間 授出 Granted during the period | 於本期間 行使 Exercised during the period | 於本期間 註銷 Cancelled during the period | 於本期間 失效 Lapsed during the period | 於本期間 授出 Granted during the period | | |
| 獨立非執行董事 Independent Non-executive Directors | | | | | | | | | | |
| 陳普芬 Chan Po Fun, Peter | 02/06/2004 | 9.55 | 200,000 | - | - | - | - | 200,000 | - | |
| 黃大寧 Houang Tai Ninh | 02/06/2004 | 9.55 | 200,000 | - | - | - | - | 200,000 | - | |
| 李家祥 Li Ka Cheung, Eric | 02/06/2004 | 9.55 | 200,000 | - | - | - | - | 200,000 | - | |
| 合計 Total | | | 600,000 | - | - | - | - | 600,000 | | |

購股權計劃(續)

(乙) 僱員及其他參與者

除所有非執行董事外，本公司之所有董事均為本集團之僱員，彼等持有之購股權數目已於上文(甲)段披露。以下是本集團僱員(不包括本公司董事)及其他參與者授出購股權的概況。

(i) 僱員(不包括本公司董事)

Share Option Schemes (continued)

(b) Employees and other participants

Except for all non-executive directors, all directors of the Company are employees of the Group and details of share options held by them are disclosed in paragraph (a) above. Summary of share options granted to employees of the Group (other than directors of the Company) and other participants are set out below.

(i) Employees (other than directors of the Company)

| 授出日期 Date of grant | 行使價 港幣元 Exercise Price HK\$ | 購股權數目 ¹ Number of share options ¹ | | | | | 於二零零九年 六月三十日 尚未行使 Outstanding at 30/6/2009 | 就已行使之 購股權之 本公司 股份價格 ² 港幣元 Price of Company's shares for options exercised ² HK\$ |
|-------------------------------|--------------------------------------|--|---|---|---|--|--|--|
| | | 於二零零九年 一月一日 尚未行使 Outstanding at 1/1/2009 | 於本期間 授出 Granted during the period | 於本期間 行使 Exercised during the period | 於本期間 註銷 Cancelled during the period | 於本期間 失效 Lapsed during the period | | |
| 舊計劃³ | | | | | | | | |
| Old Scheme³ | | | | | | | | |
| 20/06/2000 | 7.19 | 248,000 | - | 20,000 | - | - | 228,000 | 11.600 |
| 21/11/2000 | 7.08 | 461,000 | - | 23,000 | - | - | 438,000 | 12.675 |
| 小計 Sub-total | | 709,000 | - | 43,000 | - | - | 666,000 | |
| 新計劃 | | | | | | | | |
| New Scheme | | | | | | | | |
| 07/02/2002 | 7.17 | 284,000 | - | 100,000 | - | - | 184,000 | 15.860 |
| 19/04/2002 | 7.40 | 244,000 | - | - | - | - | 244,000 | - |
| 02/08/2002 | 8.32 | 250,000 | - | - | - | - | 250,000 | - |
| 14/04/2003 | 6.29 | 4,000 | - | - | - | - | 4,000 | - |
| 01/08/2003 | 7.10 | 30,000 | - | - | - | - | 30,000 | - |
| 08/10/2003 | 8.90 | 122,000 | - | - | - | - | 122,000 | - |
| 14/01/2004 | 9.72 | 3,628,000 | - | 32,000 | - | - | 3,596,000 | 17.040 |
| 20/04/2004 | 9.89 | 840,000 | - | - | - | - | 840,000 | - |
| 25/05/2004 | 9.15 | 1,098,000 | - | 100,000 | - | - | 998,000 | 14.558 |
| 22/07/2004 | 9.80 | 110,000 | - | 110,000 | - | - | - | 12.760 |
| 04/10/2004 | 10.35 | 8,788,000 | - | - | - | - | 8,788,000 | - |
| 17/01/2005 | 11.40 | 40,000 | - | - | - | - | 40,000 | - |
| 22/07/2005 | 12.50 | 250,000 | - | - | - | - | 250,000 | - |
| 小計 Sub-total | | 15,688,000 | - | 342,000 | - | - | 15,346,000 | |

其他資料
OTHER INFORMATION

購股權計劃(續)

(乙) 僱員及其他參與者(續)

(ii) 其他參與者

Share Option Schemes (continued)

(b) Employees and other participants (continued)

(ii) Other Participants

| 授出日期 Date of grant | 行使價 港幣元 Exercise Price HK\$ | 於二零零九年 一月一日 尚未行使 Outstanding at 1/1/2009 | 於本期間 授出 Granted during the period | 購股權數目 ¹ Number of share options ¹ | | | | 於二零零九年 六月三十日 尚未行使 Outstanding at 30/6/2009 | 就已行使之 購股權之 本公司 股份價格 ² 港幣元 Price of Company's shares for options exercised ² HK\$ |
|-----------------------|---|--|---|--|---|--|--|--|--|
| | | | | 於本期間 行使 Exercised during the period | 於本期間 註銷 Cancelled during the period | 於本期間 失效 Lapsed during the period | 於本期間 失效 Lapsed during the period | | |
| 新計劃 New Scheme | | | | | | | | | |
| 05/03/2002 | 7.35 | 605,000 | – | 50,000 | – | – | 555,000 | 11.580 | |
| 小計 Sub-total | | 605,000 | – | 50,000 | – | – | 555,000 | | |

附註：

- 購股權數目指購股權所涉及之本公司相關股份。
- 就期內已行使購股權所披露之本公司股份價格，為緊接購股權行使日期前，股份於聯交所報之收市價之加權平均數。
- 舊計劃已於二零零二年一月三十一日予以終止，自此以後，本公司概無根據舊計劃授出任何購股權。
- 上文所述已授出之購股權全部將於授出日期後滿十年之日屆滿，而每次授出購股權之代價為港幣1元。
- 由於回顧期內並無授出購股權，故披露價格並不適用。
- 購股權一般即時全部賦予或於接納授出購股權後最長為四年之期限內賦予，並緊隨授出之日起計不超過十年內行使。

Notes:

- Number of share options refers to the number of underlying shares in the Company covered by the share options.
- The price of the Company's shares disclosed for the options exercised during the period is the weighted average of the closing prices quoted on the Stock Exchange immediately before the date of exercise of options.
- The Old Scheme was terminated on 31 January 2002, and therefore no options have been granted under the Old Scheme since then.
- All the share options granted as mentioned above will expire on the date falling ten years from the date of grant and consideration for each grant is HK\$1.00.
- As no share options were granted during the period under review, no price disclosure is applicable.
- Share options are generally either fully vested or vested over a period of time up to a maximum of four years after the acceptance of a grant and exercisable within a period of not more than 10 years immediately after the date of grant.

董事之證券權益

於二零零九年六月三十日，本公司董事及最高行政人員於本公司及其相聯法團（定義見香港法例第五百七十一章《證券及期貨條例》第XV部）的股份、相關股份及債券中擁有須根據《證券及期貨條例》第XV部第七及第八分部知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》的條文規定被列為或視作擁有的權益或淡倉），或須根據《證券及期貨條例》第三百五十二條規定將會或已經記錄在該條規定須予存置的登記冊內的權益及淡倉，或根據上市規則所載《上市公司董事進行證券交易的標準守則》須知會本公司及聯交所的權益及淡倉如下：

(甲) 於本公司已發行普通股及相關股份中擁有的權益

Directors' Interests in Securities

As at 30 June 2009, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations, within the meaning of Part XV of The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO"), which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests and short positions which the directors and chief executive of the Company are taken or deemed to have under such provisions of the SFO, or which are required to be and are recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules were as follows:

(a) Interests in issued ordinary shares and underlying shares of the Company

| 董事姓名 Name of Director | 好倉／淡倉 Long position/ Short position | 股份數目 Number of shares | 相關 股份數目 ¹ Number of underlying shares ¹ | 共佔權益 百分比 ² Aggregate percentage of interest ² (%) |
|--|---|--------------------------|--|---|
| 喬世波 Qiao Shibo | 好倉 Long position | 1,120,000 | — | 0.05 |
| 陳朗 Chen Lang | 好倉 Long position | 800,000 | — | 0.03 |
| 王群 Wang Qun | 好倉 Long position | 60,000 | — | 0.01 |
| 劉百成 Lau Pak Shing | 好倉 Long position | 360,000 | — | 0.02 |
| 鄺文謙 ⁵ Kwong Man Him ⁵ | 好倉 Long position | 294,000 | — | 0.01 |
| 蔣偉 Jiang Wei | 好倉 Long position | 240,000 | — | 0.01 |
| 閻飈 Yan Biao | 好倉 Long position | 500,000 | — | 0.02 |
| 杜文民 Du Wenmin | 好倉 Long position | 100,000 | — | 0.01 |
| 陳普芬 Chan Po Fun, Peter | 好倉 Long position | 336,000 | 200,000 | 0.03 |
| | 好倉 Long position | 170,000 ³ | — | — |

其他資料

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董事之證券權益(續)

(甲) 於本公司已發行普通股及相關股份中擁有的權益(續)

Directors' Interests in Securities (continued)

(a) Interests in issued ordinary shares and underlying shares of the Company(continued)

| 董事姓名 Name of Director | 好倉／淡倉 Long position/ Short position | 股份數目 Number of shares | 相關 股份數目 ¹ Number of underlying shares ¹ | 共佔權益 百分比 ² Aggregate percentage of interest ² (%) |
|---------------------------|---|--------------------------|--|---|
| 黃大寧 Houang Tai Ninh | 好倉 Long position | — | 200,000 | 0.01 |
| 李家祥 Li Ka Cheung, Eric | 好倉 Long position | — | 200,000 | 0.01 |

附註：

- 指上文「購股權計劃」一節詳述已授出購股權所涉及的本公司相關股份，該等購股權是屬於非上市以實物交付的股本衍生工具。
- 指本公司股份及相關股份中的好倉總數佔本公司於二零零九年六月三十日已發行股本總數的百分比。
- 該權益由陳晉芬博士擁有88.25%已發行股本之公司持有。
- 除附註3另有所指者外，本報告內披露之權益由各董事以實益擁有人之身份持有。
- 鄭文謙先生辭任為本公司董事，由二零零九年六月三十日起生效。

Notes:

- This refers to underlying shares of the Company covered by share options granted as detailed above under the section headed "Share Option Schemes", such options being unlisted physically settled equity derivatives.
- This represents the percentage of the aggregate long positions in shares and underlying shares of the Company to the total issued share capital of the Company as at 30 June 2009.
- Such interest is held by a company of which Dr. Chan Po Fun, Peter is interested in 88.25% of its issued share capital.
- Save as otherwise specified under note 3, interests disclosed hereunder are being held by each director in his capacity as beneficial owner.
- Mr. Kwong Man Him resigned as director of the Company with effect from 30 June 2009.

董事之證券權益(續)

(乙) 於相聯法團已發行普通股及相關股份中擁有的權益

同日，若干位董事擁有相聯法團(定義見《證券及期貨條例》)的已發行普通股及根據購股權計劃所授出可認購股份之購股權中擁有權益，該等購股權是屬於非上市以實物交收的股本衍生工具：

- (i) 於一間相聯法團-華潤置地有限公司(「華潤置地」)已發行普通股及根據華潤置地購股權計劃尚未行使購股權之權益：

Directors' Interests in Securities (continued)

(b) Interests in issued ordinary shares and underlying shares of associated corporations

As at the same date, certain directors had interests in the issued ordinary shares and underlying shares covered by options granted under the share option schemes of associated corporations (within the meaning of the SFO), such options being unlisted physically settled equity derivatives:

- (i) Interests in issued ordinary shares and options outstanding under the share option schemes of an associated corporation, China Resources Land Limited ("CR Land"):

| 董事姓名 Name of Director | 好倉/淡倉 Long position/ Short position | 股份數目 Number of shares | 尚未行使 購股權數目 ¹ Number of share options outstanding ¹ | 行使價 港幣元 Exercise Price HK\$ | 授出日期 Date of grant | 共佔權益 百分比 ⁵ Aggregate percentage of interest ⁵ (%) |
|---|---|-----------------------------|--|---|-------------------------|---|
| 喬世波 Qiao Shibo | 好倉 Long position | 700,000 | — | — | — | 0.01 |
| 劉百成 Lau Pak Shing | 好倉 Long position | — | 150,000 | 1.270 | 02/06/2005 ² | 0.01 |
| 蔣偉 Jiang Wei | 好倉 Long position | 892,000 | — | — | — | 0.02 |
| 王帥廷 ⁷ Wang Shuaiting ⁷ | 好倉 Long position | 200,000 | 540,000 | 1.590 | 04/03/2002 ⁴ | 0.01 |
| 閻颺 Yan Biao | 好倉 Long position | 1,992,000 | — | — | — | 0.04 |
| 李福祚 Li Fuzuo | 好倉 Long position | 750,000 | 250,000 | 1.230 | 01/06/2005 ³ | 0.02 |
| 杜文民 Du Wenmin | 好倉 Long position | 790,000 | 250,000 | 1.230 | 01/06/2005 ³ | 0.02 |

附註：

- 購股權數目指購股權所涉及的華潤置地相關股份總數。
- 購股權可分四期賦予，可分別由二零零六、二零零七、二零零八及二零零九年六月二日至二零一五年六月一日止期間行使。授出的代價為港幣1元。
- 購股權可分四期賦予，可分別由二零零六、二零零七、二零零八及二零零九年六月一日至二零一五年五月三十一日止期間行使。授出的代價為港幣1元。
- 購股權可於二零零二年三月四日至二零一二年一月三十一日止期間行使。授出的代價為港幣1元。
- 指好倉所涉及的華潤置地股份及相關股份總數佔華潤置地於二零零九年六月三十日已發行股本總數的百分比。
- 上文所披露之權益全部由各董事以實益擁有人之身份持有。
- 王帥廷先生辭任為本公司董事，由二零零九年九月三日起生效。

Notes:

- The number of share options refers to the number of underlying shares of CR Land covered by the share options.
- Options are vested in four tranches and exercisable over a period from 2 June 2006, 2007, 2008 and 2009, respectively to 1 June 2015. Consideration for the grant is HK\$1.00.
- Options are vested in four tranches and exercisable over a period from 1 June 2006, 2007, 2008 and 2009, respectively to 31 May 2015. Consideration for the grant is HK\$1.00.
- Options are exercisable from 4 March 2002 to 31 January 2012. Consideration for the grant is HK\$1.00.
- This represents the percentage of the aggregate long positions in shares and underlying shares of CR Land to the total issued share capital of CR Land as at 30 June 2009.
- All interests disclosed above are being held by each director in his capacity as beneficial owner.
- Mr. Wang Shuaiting resigned as director of the Company with effect from 3 September 2009.

其他資料

OTHER INFORMATION

董事之證券權益(續)

(乙) 於相聯法團已發行普通股及相關股份中擁有的權益(續)

- (ii) 於一間相聯法團-華潤燃氣控股有限公司(「華潤燃氣」)已發行普通股及根據華潤燃氣購股權計劃尚未行使購股權之權益：

Directors' Interests in Securities (continued)

(b) Interests in issued ordinary shares and underlying shares of associated corporations (continued)

- (ii) Interests in issued ordinary shares and options outstanding under the share option schemes of an associated corporation, China Resources Gas Group Limited ("CR Gas"):

| 董事姓名 Name of Director | 好倉／淡倉 Long position/ Short position | 股份數目 Number of shares | 尚未行使 購股權數目 ¹ Number of share options outstanding ¹ | 行使價 港幣元 Exercise Price HK\$ | 授出日期 Date of grant | 共佔權益 百分比 ² Aggregate percentage of interest ² (%) |
|---|---|-----------------------------|--|---|-----------------------|---|
| 喬世波 Qiao Shibo | 好倉 Long position | 400,000 | — | — | — | 0.03 |
| 陳朗 Chen Lang | 好倉 Long position | 600,000 | — | — | — | 0.04 |
| 劉百成 Lau Pak Shing | 好倉 Long position | 250,000 | — | — | — | 0.02 |
| 王帥廷 ⁴ Wang Shuaiting ⁴ | 好倉 Long position | 54,000 | — | — | — | 0.01 |
| 李福祚 Li Fuzuo | 好倉 Long position | 51,000 | — | — | — | 0.01 |
| 杜文民 Du Wenmin | 好倉 Long position | 54,000 | — | — | — | 0.01 |

附註：

- 購股權數目指購股權所涉及的華潤燃氣相關股份總數。
- 指好倉所涉及的華潤燃氣股份及相關股份總數佔華潤燃氣於二零零九年六月三十日之已發行股本總數的百分比。
- 上文所披露之權益全部由各董事以實益擁有人之身份持有。
- 王帥廷先生辭任為本公司董事，由二零零九年九月三日起生效。

Notes:

- The number of share options refers to the number of underlying shares of CR Gas covered by the share options.
- This represents the percentage of the aggregate long positions in shares and underlying shares of CR Gas to the total issued share capital of CR Gas as at 30 June 2009.
- All interests disclosed above are being held by each director in his capacity as beneficial owner.
- Mr. Wang Shuaiting resigned as director of the Company with effect from 3 September 2009.

董事之證券權益(續)

(乙) 於相聯法團已發行普通股及相關股份中擁有的權益(續)

(iii) 於一間相聯法團—華潤電力控股有限公司(「華潤電力」)已發行普通股及根據華潤電力購股權計劃尚未行使購股權之權益：

Directors' Interests in Securities (continued)

(b) **Interests in issued ordinary shares and underlying shares of associated corporations** (continued)

(iii) Interests in issued ordinary shares and options outstanding under the share option schemes of an associated corporation, China Resources Power Holdings Company Limited (“CR Power”):

| 董事姓名 Name of Director | 好倉／淡倉 Long position/ Short position | 股份數目 Number of shares | 尚未行使 購股權數目 ¹ Number of share options outstanding ¹ | 行使價 港幣元 Exercise Price HK\$ | 授出日期 Date of grant | 共佔權益 百分比 ⁷ Aggregate percentage of interest ⁷ (%) |
|---|---|-----------------------------|--|---|---|---|
| 喬世波 Qiao Shibo | 好倉 Long position | 891,000 ⁸ | 122,160 203,600 | 2.750 3.919 | 12/11/2003 ² 18/03/2005 ³ | 0.03 |
| 陳朗 Chen Lang | 好倉 Long position | — | 305,400 ⁹ 152,700 ⁹ 203,600 ⁹ | 2.750 4.641 6.924 | 12/11/2003 ² 18/11/2005 ⁴ 05/09/2006 ⁵ | 0.02 |
| 王群 Wang Qun | 好倉 Long position | — | 509,000 | 2.750 | 12/11/2003 ² | 0.01 |
| 劉百成 Lau Pak Shing | 好倉 Long position | — | 101,800 | 2.750 | 12/11/2003 ² | 0.01 |
| 蔣偉 Jiang Wei | 好倉 Long position | 840,000 | 203,600 366,480 | 2.750 3.919 | 12/11/2003 ² 18/03/2005 ³ | 0.03 |
| 王帥廷 ¹¹ Wang Shuaiting ¹¹ | 好倉 Long position | 3,795,000 | 916,200 549,720 | 2.750 3.919 | 06/10/2003 ⁶ 18/03/2005 ⁶ | 0.12 |
| 閻鵬 Yan Biao | 好倉 Long position | — | 244,320 325,760 | 2.750 3.919 | 12/11/2003 ² 18/03/2005 ³ | 0.01 |
| 李福祚 Li Fuzuo | 好倉 Long position | 528,000 | 91,620 183,240 | 2.750 3.919 | 12/11/2003 ² 18/03/2005 ³ | 0.02 |
| 杜文民 Du Wenmin | 好倉 Long position | 297,000 | 183,240 | 2.750 | 12/11/2003 ² | 0.01 |

董事之證券權益(續)

(乙) 於相聯法團已發行普通股及相關股份中擁有的權益(續)

附註：

1. 購股權數目指購股權所涉及的華潤電力相關股份總數。
2. 購股權分五期授出，每期百分之二十，可由授出日期首個週年起計，於授出日期每一週年授出，全部購股權將於二零一三年十月六日屆滿。上述每次授出的代價為港幣1元。
3. 購股權分五期授出，每期百分之二十，可由授出日期首個週年起計，於授出日期每一週年授出，全部購股權將於二零一五年三月十八日屆滿。上述每次授出的代價為港幣1元。
4. 購股權分五期授出，每期百分之二十，可由授出日期首個週年起計，於授出日期每一週年授出，全部購股權將於二零一五年十一月十八日屆滿。上述每次授出的代價為港幣1元。
5. 購股權分五期授出，每期百分之二十，可由授出日期首個週年起計，於授出日期每一週年授出，全部購股權將於二零一六年九月五日屆滿。上述每次授出的代價為港幣1元。
6. 購股權可於授出有關購股權日期起計十年期間內行使。
7. 指好倉所涉及的華潤電力股份及相關股份總數佔華潤電力於二零零九年六月三十日之已發行股本總數的百分比。
8. 喬世波先生被視為擁有其配偶之33,000股股份之權益。
9. 陳朗先生被視為擁有其配偶之661,700股相關股份之權益。
10. 除附註8及9另有所指者外，上文所披露之所有權益由各董事以實益擁有人之身份持有。
11. 王帥廷先生辭任為本公司董事，由二零零九年九月三日起生效。

Directors' Interests in Securities (continued)

(b) Interests in issued ordinary shares and underlying shares of associated corporations (continued)

Notes:

1. The number of share options refers to the number of underlying shares of CR Power covered by the share options.
2. Options are vested in 5 tranches of 20% each on each anniversary of the date of grant commencing from the first anniversary of the date of grant. All options expire on 6 October 2013. Consideration for each of the grants mentioned above is HK\$1.00.
3. Options are vested in 5 tranches of 20% each on each anniversary of the date of grant commencing from the first anniversary of the date of grant. All options expire on 18 March 2015. Consideration for each of the grants mentioned above is HK\$1.00.
4. Options are vested in 5 tranches of 20% each on each anniversary of the date of grant commencing from the first anniversary of the date of grant. All options expire on 18 November 2015. Consideration for each of the grants mentioned above is HK\$1.00.
5. Options are vested in 5 tranches of 20% each on each anniversary of the date of grant commencing from the first anniversary of the date of grant. All options expire on 5 September 2016. Consideration for each of the grants mentioned above is HK\$1.00.
6. Options are exercisable within a period of 10 years from date of grant of the relevant options.
7. This represents the percentage of the aggregate long positions in shares and underlying shares of CR Power to the total issued share capital of CR Power as at 30 June 2009.
8. Mr. Qiao Shibo was deemed to be interested in 33,000 shares through interests of his spouse.
9. Mr. Chen Lang was deemed to be interested in 661,700 underlying shares through interests of his spouse.
10. Save as otherwise specified under notes 8 and 9, all interests disclosed above are being held by each director in his capacity as beneficial owner.
11. Mr. Wang Shuaiting resigned as director of the Company with effect from 3 September 2009.

董事之證券權益 (續)

(乙) 於相聯法團已發行普通股及相關股份中擁有的權益 (續)

- (iv) 於一間相聯法團—華潤微電子有限公司(「華潤微電子」)已發行普通股及根據華潤微電子購股權計劃尚未行使購股權之權益：

Directors' Interests in Securities (continued)

(b) Interests in issued ordinary shares and underlying shares of associated corporations (continued)

- (iv) Interests in issued ordinary shares and options outstanding under the share option schemes of an associated corporation, China Resources Microelectronics Limited (“CR Microelectronics”):

| 董事姓名 Name of Director | 好倉／淡倉 Long position/ Short position | 股份數目 Number of shares | 尚未行使 購股權數目 ¹ Number of share options outstanding ¹ | 行使價 港幣元 Exercise Price HK\$ | 授出日期 Date of grant | 共佔權益 百分比 ² Aggregate percentage of interest ² (%) |
|---|---|-----------------------------|--|---|-----------------------|---|
| 陳朗 Chen Lang | 好倉 Long position | 10,800,000 | — | — | — | 0.18 |
| 黎汝雄 Lai Ni Hium | 好倉 Long position | 14,650,605 | — | — | — | 0.25 |
| 蔣偉 Jiang Wei | 好倉 Long position | 537,614 | — | — | — | 0.01 |
| 王帥廷 ⁴ Wang Shuaiting ⁴ | 好倉 Long position | 972,000 | — | — | — | 0.02 |
| 李福祚 Li Fuzuo | 好倉 Long position | 918,000 | — | — | — | 0.02 |
| 杜文民 Du Wenmin | 好倉 Long position | 972,000 | — | — | — | 0.02 |

附註：

1. 購股權數目指購股權所涉及的華潤微電子相關股份總數。
2. 指好倉所涉及的華潤微電子股份及相關股份總數佔華潤微電子於二零零九年六月三十日之已發行股本總數的百分比。
3. 上文所披露之權益全部由各董事以實益擁有人之身份持有。
4. 王帥廷先生辭任為本公司董事，由二零零九年九月三日起生效。

Notes:

1. The number of share options refers to the number of underlying shares of CR Microelectronics covered by the share options.
2. This represents the percentage of the aggregate long positions in shares and underlying shares of CR Microelectronics to the total issued share capital of CR Microelectronics as at 30 June 2009.
3. All interests disclosed above are being held by each director in his capacity as beneficial owner.
4. Mr. Wang Shuaiting resigned as director of the Company with effect from 3 September 2009.

其他資料

OTHER INFORMATION

擁有須具報權益的股東

於二零零九年六月三十日，除上文所披露的權益及淡倉外，以下人士於本公司的股份及相關股份中擁有須根據《證券及期貨條例》第XV部第二及第三分部向本公司披露或已記錄在本公司須存置的登記冊內的權益或淡倉：

Shareholders with notifiable interests

As at 30 June 2009, other than the interests and short positions as disclosed above, the following persons have interests or short positions in the shares and underlying shares of the Company as they fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company:

| 持有權益方名稱 | Name of interested party | 好倉／淡倉 Long position/ Short position | 持有權益方 被視為擁有 權益的股份數目 Number of shares in which the interested party is deemed to have interests | 持股量百分比 Percentage of shareholding (%) |
|------------------------------------|---|---|---|---|
| 中國華潤總公司 (「華潤總公司」) | China Resources National Corporation (“CRNC”) | 好倉 Long position | 1,232,764,380 | 51.59 |
| 華潤股份有限公司 (附註1) | China Resources Co., Limited (Note 1) | 好倉 Long position | 1,232,764,380 | 51.59 |
| CRC Bluesky Limited (附註1) | CRC Bluesky Limited (Note 1) | 好倉 Long position | 1,232,764,380 | 51.59 |
| 華潤(集團)有限公司 (「華潤集團」) (附註1) | China Resources (Holdings) Company Limited (“CRH”) (Note 1) | 好倉 Long position | 1,232,764,380 | 51.59 |
| 澳洲聯邦銀行(附註2) | Commonwealth Bank of Australia (Note 2) | 好倉 Long position | 151,787,567 | 6.35 |
| J. P. Morgan Chase & Co.(附註3) | J. P. Morgan Chase & Co. (Note 3) | 好倉 Long position | 144,934,169 | 6.07 |
| | | 淡倉 Short position | 256,600 | 0.01 |
| Genesis Asset Managers,LLP(附註4) | Genesis Asset Managers, LLP (Note 4) | 好倉 Long position | 121,675,645 | 5.09 |

擁有須具報權益的股東(續)

附註：

1. 華潤集團為CRC Bluesky Limited的全資附屬公司，而CRC Bluesky Limited為華潤股份有限公司全資擁有的公司，而華潤股份有限公司則由華潤總公司持有99.98%權益。
2. 根據《證券及期貨條例》第XV部第二及第三分部規定向本公司披露的資料顯示，該等股份由澳洲聯邦銀行直接或間接擁有100%控制權之法團所有。
3. 根據《證券及期貨條例》第XV部第二及第三分部規定向本公司披露的資料顯示，該等股份由J.P. Morgan Chase & Co.及其直接或間接擁有100%控制權之法團以下列身份持有：

| 身份 | Capacity | 股份數目 Number of shares | |
|--------|------------------------|--------------------------|----------------------|
| | | 好倉 Long position | 淡倉 Short position |
| 實益擁有人 | Beneficial owner | 1,917,045 | 256,600 |
| 投資經理 | Investment manager | 65,666,000 | — |
| 認可放款代理 | Approved lending agent | 77,351,124 | — |

4. Genesis Asset Managers, LLP以投資經理身份持有股份。

控股股東之強制履行責任

根據若干貸款協議，華潤集團須實益擁有本公司最少35%具有表決權之股份或維持其作為本公司單一最大股東之身份(不論直接或透過其附屬公司間接持有有關權益)。於二零零九年六月三十日，須控股股東履行上述責任之備用額總額為港幣80億元，該等備用額將於二零一三年四月之前屆滿。

企業管治

本公司明白，公司方面必須長期付出努力，經常保持警覺，才能發展與維繫一個良好而穩固、符合本集團需要的企業管治結構。董事堅信，合理的企業管治常規，對本集團健康而穩定的成長，是非常重要的。

本公司自二零零三年十一月起已實行本身的企業管治規範及目標。於二零零五年四月八日，董事會通過本公司的「企業管治常規手冊」(以下簡稱「企業管治手冊」)，當中包含差不多所有上市規則附錄十四「企業管治常規守則」(以下簡稱「企業管治守則」)所載的守則條文及部份建議最佳常規。於二零零九年三月三十一日修訂的企業管治手冊在本集團的網站可供下載，亦可向公司秘書索取。

Shareholders with notifiable interests (continued)

Notes:

1. CRH is a 100% subsidiary of CRC Bluesky Limited, which is in turn owned as to 100% by China Resources Co., Limited, which is in turn held as to 99.98% by CRNC.
2. According to the information disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, these shares were held by corporations controlled directly or indirectly as to 100% by Commonwealth Bank of Australia.
3. According to the information disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, these shares were held by J.P. Morgan Chase & Co. and corporations controlled directly or indirectly as to 100% by it in the respective following capacity:

4. Genesis Asset Managers, LLP held the shares in the capacity of investment manager.

Specific Performance Obligations on Controlling Shareholder

According to certain loan agreements, CRH is required to remain as a beneficial owner of at least 35% of the voting shares of the Company or remain as a single largest shareholder (whether directly or indirectly through its subsidiaries) of the Company. As at 30 June 2009, the aggregate amount of the facilities subject to such obligation were HK\$8 billion. Such facilities will expire before the end of April 2013.

Corporate Governance

The Company recognises that the development and maintenance of a good and solid framework of corporate governance suitable to the needs of the Group requires commitment and continuous vigilance. The Directors firmly believe that sensible corporate governance practice is essential to vigorous but steady growth of the Group.

The Company has implemented its own corporate governance standards and objectives since November 2003. On 8 April 2005, the Board approved the Company's "Corporate Governance Practice Manual" ("Corporate Governance Manual") which incorporates almost all of the Code Provisions and some of the Recommended Best Practices set out in the Code on Corporate Governance Practices ("CG Code") in Appendix 14 of the Listing Rules. The Corporate Governance Manual, which has been revised on 31 March 2009, can be downloaded from our website and copies are available on request to the Company Secretary.

企業管治(續)

除以下所述情形外，本公司於中期報告期間一直遵守企業管治守則所載守則條文：本公司所有非執行董事均無固定任期。

董事會認為，指定任期意義不大。現行制度已提供充分的靈活性予本公司組織一個能夠配合本集團需求的董事會班子。此外，本公司組織章程細則規定，三分之一的董事(包括執行董事及非執行董事)須每年退任，而每名董事須最少三年輪值退任一次。每年退任的董事須為董事會於年內委任的董事及自獲選或重選以來在任最長的董事。退任董事可重選連任。

於二零零五年四月八日，本公司採納本身的道德與證券交易守則(「道德守則」)，適用於董事及包括本集團高級管理人員及可接觸本集團股價敏感資料的個別指定人士。本公司於二零零六年四月六日、二零零七年四月四日及二零零九年三月三十一日因應改善實際操作的效率，對道德守則的內容作出了一些輕微的修改(「新道德守則」)。道德守則與新道德守則的條款均不低於上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)所要求標準。經向全體董事特定查詢後，本公司並無發現董事於中期報告期間曾作出任何不符合道德守則、新道德守則及標準守則的事宜。

購買、出售或贖回上市證券

本公司或其附屬公司於截至二零零九年六月三十日止六個月，概無購買、出售或贖回本公司任何上市證券。

暫停辦理股東過戶登記手續

本公司將於二零零九年十月五日(星期一)至二零零九年十月九日(星期五)(包括首尾兩天)暫停辦理股份過戶登記。為符合獲派中期股息之資格，所有填妥之過戶表格連同有關股票，必須於二零零九年十月二日(星期五)下午四時三十分之前送達本公司之股份過戶處-卓佳標準有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

Corporate Governance (continued)

Throughout the interim period, the Company has complied with the Code Provisions set out in the CG Code, save and except that all the Non-Executive Directors were not appointed for a fixed term.

The Board does not believe in any arbitrary term of office. The current arrangement will give the Company sufficient flexibility to organize the composition of the Board to serve the needs of the Group. Further, the Articles of Association of the Company requires that one-third of the Directors (including Executive and Non-Executive Directors) shall retire each year and every director shall be subject to retirement by rotation at least once every three years. The Directors to retire each year shall be those appointed by the Board during the year and those who have been longest in office since their election or re-election. A retiring Director is eligible for re-election.

On 8 April 2005, the Company adopted its own Code of Ethics and Securities Transactions ("Code of Ethics"), which applied to the Directors and other specified individuals including the Group's senior management and persons who were privy to price sensitive information of the Group. To further improve the effectiveness in the actual application of the Code of Ethics, the Company has since fine-tuned the Code of Ethics on 6 April 2006, 4 April 2007 and 31 March 2009 ("New Code of Ethics"). Both the Code of Ethics and the New Code of Ethics are on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") in Appendix 10 of the Listing Rules. Having made specific enquiry of all Directors, the Company is not aware of any non-compliance with the standards set out in the Code of Ethics, the New Code of Ethics and the Model Code by any Director throughout the interim period.

Purchases, Sale or Redemption of Listed Securities

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2009.

Closure of Register

The Register of Members will be closed from 5 October 2009 (Monday) to 9 October 2009 (Friday), both days inclusive. In order to be eligible for the interim dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrars of the Company, Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 2 October 2009 (Friday).