



Pacific Basin Shipping Limited

太平洋航運集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 2343)

www.pacbasin.com

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2004

The Directors of Pacific Basin Shipping Limited (the “Company”) are pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2004 (the “Period”) as follows:

Key Highlights

- **Net Profits for the Period increased to US\$43.1 million (2003: \$7.1 million)**
- **Earnings per share of 4.74 US cents or 36.97 HK cents (2003: 0.90 US cents or 7.02 HK cents)**
- **Revenues in the Period reached US\$71.6 million (2003: US\$21.1 million)**
- **Average size of owned and chartered fleet expanded by 50% to 21 vessels**
- **Average daily charter rate for the six months ended 30 June 2004 was US\$18,000 (2003: US\$8,300)**
- **Listing achieved on The Hong Kong Stock Exchange Limited on 14 July 2004**
- **Additional acquisitions since Listing have expanded the owned and chartered fleet to 39 vessels today and six newbuildings on order**

CHAIRMAN’S AND CHIEF EXECUTIVE’S STATEMENT

Overview

For the six months ended 30 June 2004, Group profits increased to US\$43.1 million from US\$7.1 million in 2003 on revenues of US\$71.6 million in 2004 compared with US\$21.1 million in 2003. Earnings per share were 4.74 US cents (as compared with 0.90 US cents in 2003). The strong growth achieved in both profits and revenues reflects two key factors: the expansion of our fleet of modern Handysize vessels, which increased from an average of 14 owned and chartered vessels in the first half of 2003 to an average of 21 vessels in the first half of 2004; and the strong improvement in freight markets, which saw those vessels earn an average of approximately US\$18,000 per day, a substantial increase over the average of approximately US\$8,300 per day achieved in the first half of 2003.

As our initial public offering on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) was only completed on 14 July 2004 (the “Listing”), these results do not include any revenues or earnings from the deployment of around US\$72 million (net of listing expenses) of proceeds raised in that offering. We have sought to deploy those funds by expanding the fleet as quickly as possible to benefit from the continuing strong market conditions, whilst ensuring that we buy vessels of the right age, size and design specification at appropriate prices. In addition to the four vessels and two newbuildings identified for acquisition at the time of our Listing, we have acquired another five second hand vessels and one newbuilding for delivery in 2006, including the two vessel acquisitions announced earlier today. Accordingly, we have been able to reinforce our position as one of the world’s leading dry bulk shipping companies and now command a fleet of 44 vessels (39 owned and chartered, and five managed) with an average age of five years.

Dividend

As set out in our prospectus dated 30 June 2004 (the “Prospectus”), our current dividend policy is that not less than 50% of profits available for distribution in each financial year will be paid out as dividends by way of interim and final dividends.

These interim results cover a period that falls entirely before the Listing of the Company and interim dividends were paid from retained earnings to 31 May 2004 to shareholders prior to the reorganisation of the Group and the Listing. Consequently, no further interim dividend is being paid from these earnings. As stated in the Prospectus, our final dividend payment for the year 2004 will be based on and will not be less than 50% of the results of the period 1 June 2004 to 31 December 2004. The final dividend for the year will be declared when the year end results are announced.

Market Review

Strong demand for dry bulk commodities resulted in a steady improvement in charter rates throughout 2003. As we entered 2004, the demand for tonnage and the supply available to meet that demand was already finely balanced. Increased Chinese demand for bulk commodities, iron ore and coal in particular, resulted in freight rates reaching unprecedented levels during the first quarter of 2004. Rates in the second quarter moderated but remained well above the levels reached in 2003 and the underlying strong, upward trend that started last year remains intact. Indeed, we are greatly encouraged by the substantial strengthening in rates that has occurred in the last few weeks. Rates have improved steadily throughout July and August and we are now regularly seeing our vessels earn in the region of US\$18,000 to US\$20,000 per day. Market strength over the summer is unusual as this is a period that is traditionally quiet and rate improvements more typically occur in the autumn. Sustained strength of this magnitude so early bodes well for a strong finish to the year.

On the supply side, the handysize market remains constrained. With a limited number of vessels on order and yard capacity generally full through 2007, the world handysize fleet, which already has an average age of 19 years, is only likely to grow older and less efficient. Even if older vessels are not scrapped, we do not foresee any material increase in the supply of vessels for the foreseeable future.

Business Review

In addition to the substantial effort involved in preparing the Company for the Listing, the first half of 2004 was a period of significant growth for the Group. Our International Handybulk Carriers pool strengthened its position as the leading provider of Handysize vessels to the major commodities companies in the Asia Pacific region, offering modern tonnage backed by flexible and reliable services. This enabled us to expand our fleet of owned vessels from an average of 12 in the first half of 2003 to 16 in the same period of 2004 and our chartered fleet from two vessels to five vessels over those periods. As a result the number of revenue days generated by our fleet in the first half of 2004 grew to around 3,800 (2003: 2,500 days).

With the successful completion of the Listing, further significant growth in the fleet has been achieved. The four second hand vessels that had been acquired conditionally upon the Listing, as disclosed in the Prospectus, have now all been delivered and we have purchased a further five vessels in the second hand market since then, three of which have already been delivered with the other two arriving in the fourth quarter of 2004. Our fleet now stands at 44 vessels, of which 31 are owned, eight are chartered in and five are managed on behalf of third parties. This fleet expansion means that we now capture a significantly greater proportion for our own account of the revenues that we generate through the IHC pool and we expect to have approximately 6,100 revenue days in the second half of the year, an increase of about 60% over the first half.

Furthermore, our newbuilding programme remains active and will provide further growth going forward. We now have four handysize vessels on order (including the one announced today), three of which we own and one of which is on long term charter to us. Two of these vessels will deliver in 2005 and two deliver in 2006. We are also just about to take delivery of our first handymax vessel which is on period charter to a major Chinese shipping group with a second sister vessel scheduled to arrive in the early part of next year. A third handymax newbuilding is expected to enter our managed fleet in the spring.

In addition to expanding the fleet, we have also expanded and strengthened our sales and marketing capabilities around the region. In particular, our Shanghai office is growing rapidly and we have opened a new office in Melbourne, Australia to complement existing operations in Hong Kong, London and Tokyo. With plans to open in Vancouver, Canada at an advanced stage, we now have the ability to service all of our major customers in their own markets and in their own time zones.

Outlook and Prospects

The rebound in rates that has occurred since the end of June has come sooner and has been stronger than we had anticipated. Accordingly, we are increasingly optimistic about our prospects for the second half of this year and for 2005. In particular, the recent strengthening in the charter market, together with a greater number of vessel revenue days in the second half, following the expansion of the fleet, are expected to translate into another period of strong earnings performance in the second half of this year.

The market for handysize bulk carriers continues to be very buoyant, supported by broadly based, strong demand for the minor bulk commodities that we carry and positive economic indicators in our main delivery destinations of China, Japan and Korea. We are now approaching the key season for negotiation and renewal of cargo contracts for 2005 and beyond and, whilst we are still at an

early stage, we are seeing a healthy level of inquiry that should allow us to set firm pricing for a significant portion of our fleet capacity for 2005 and provide an adequate volume of booked cargoes upon which to base our operations and maintain our fleet utilisation levels.

Based on our expanded owned and chartered fleet, we expect to see a 60% increase in revenue days from approximately 3,800 days in the first half of 2004 to approximately 6,100 days in the second half of 2004. With the months of July and August now complete and cargo cover for 55% for the balance of the year, some 68% of those 6,100 revenue days are already confirmed at an average rate of about US\$15,700 per day.

Looking into 2005, our current owned and chartered fleet plus scheduled new deliveries should see revenue days expand to approximately 14,100, an increase of over 40% from the 9,900 days expected in 2004. Currently, some 22% of those days are already fixed at an average rate of approximately US\$15,600 as we approach the 2005 cargo contract renewal season.

The current buoyant level of demand in the market and the positive economic news, both regionally and globally, give us increasing confidence about the prospects for next year. Rates have already moved up, driven by robust cargo demand with no realistic prospect of this being alleviated by additional vessel supply. 2005 cargo contract renewals provide the opportunity for both us and our customers to reduce exposure to volatility in rates. Shippers exposed to the spot market, however, face the possibility of increasing freight costs and, as the prospect of rate volatility remains high, the likelihood of further freight rate spikes occurring should not be dismissed.

Finally, 2004 has been a year of considerable achievement and expansion for the Group and we would like to take this opportunity to thank everyone involved for their unstinting hard work, commitment and enthusiasm.

Christopher R. Buttery
Chairman

Mark M. Harris
Chief Executive

Hong Kong, 15 September 2004

CONDENSED CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE SIX MONTHS ENDED 30 JUNE 2004

	<i>Note</i>	Unaudited	
		Six months ended 30 June	
		2004	2003
		<i>US\$'000</i>	<i>US\$'000</i>
Turnover	3	71,628	21,099
Direct costs		(24,327)	(11,297)
General and administrative expenses		(2,445)	(140)
Operating profit	4	44,856	9,662
Finance costs		(2,436)	(2,515)
Share of profits less losses of jointly controlled entities		800	—
Profit before taxation		43,220	7,147
Taxation	5	(147)	—
Profit attributable to shareholders		<u>43,073</u>	<u>7,147</u>
Dividends	6	<u>49,812</u>	<u>—</u>
Basic earnings per share		<u>US 4.74 cents</u>	<u>US 0.90 cents</u>

CONDENSED CONSOLIDATED BALANCE SHEET
AS AT 30 JUNE 2004 AND 31 DECEMBER 2003

		Unaudited 30 June 2004 US\$'000	Audited 31 December 2003 US\$'000
	<i>Note</i>		
Non-current assets			
Fixed assets		320,226	200,777
Goodwill		26,142	—
Interests in jointly controlled entities		9,112	—
Interest in an associated company		11	—
Investment securities		200	—
Deferred loan arrangement fees		1,207	633
Pension assets		116	—
Restricted bank deposits		3,250	2,400
		<u>360,264</u>	<u>203,810</u>
Current assets			
Inventories		4,772	528
Amounts due from related companies		422	2,252
Trade receivables	7	8,053	—
Deposits, prepayments and other receivables		4,502	368
Bank balances and cash			
— pledged		2,138	—
— unpledged		46,843	5,744
		<u>66,730</u>	<u>8,892</u>
Current liabilities			
Trade payables	8	4,447	—
Accruals and other payables		40,325	3,655
Amounts due to the then shareholders		24,231	24,231
Amounts due to related companies		633	69
Current portion of long-term bank loans	9	17,273	10,869
Dividend payable		12,563	—
Taxation payable		2,318	—
		<u>101,790</u>	<u>38,824</u>
Net current liabilities		<u>(35,060)</u>	<u>(29,932)</u>
Total assets less current liabilities		<u>325,204</u>	<u>173,878</u>
Financed by:			
Share capital		101,701	79,502
Reserves		26,422	(40,618)
Shareholders' funds		128,123	38,884
Non-current liabilities			
Long-term bank loans	9	197,054	134,994
Deferred tax liabilities		27	—
		<u>325,204</u>	<u>173,878</u>

CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE SIX MONTHS ENDED 30 JUNE 2004

	Unaudited	
	Six months ended 30 June	
	2004	2003
	<i>US\$'000</i>	<i>US\$'000</i>
Net cash inflow from operating activities	62,850	9,132
Net cash used in investing activities	(22,945)	(13,873)
Net cash inflow from financing activities	1,151	2,816
	<hr/>	<hr/>
Increase/(decrease) in cash and cash equivalents	41,056	(1,925)
Cash and cash equivalents at beginning of period	5,744	6,132
Effect of foreign exchange rate changes	43	—
	<hr/>	<hr/>
Cash and cash equivalents at end of period	46,843	4,207
	<hr/>	<hr/>

NOTES:

1. Reorganisation and basis of preparation

The Company was incorporated in Bermuda on 10 March 2004 as an exempted company with limited liability under the Companies Act 1981 of Bermuda.

Pursuant to the transfer of PB Vessels Holding Limited and all its subsidiaries into the Company through an exchange of shares as detailed in the Prospectus (the “Exchange of Shares”), which was completed on 30 March 2004, the Company became the holding company of those companies.

The Exchange of Shares is accounted for using merger accounting as permitted by the Hong Kong Statement of Standard Accounting Practice (“SSAP”) No. 27 “Accounting for group reconstructions” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The condensed interim accounts of the Group for the period ended 30 June 2004, including comparative figures, are prepared as if the Company had been the holding company of the Group from the beginning of the earliest period presented.

Subsequent to the Exchange of Shares, the Company entered into further transactions (the “Further Acquisitions”) to complete the group reorganisation (the “Reorganisation”) in preparation for the listing of the shares of the Company. These transactions comprise primarily acquisitions of interests in certain vessel holding companies and ship management companies as set out in the Prospectus. The results of these companies are included in the condensed profit and loss account from the effective date of acquisition, being 31 March 2004.

The shares of the Company were listed on the Main Board of the Stock Exchange of Hong Kong Limited on 14 July 2004 (the “Listing Date”).

These unaudited condensed consolidated accounts are prepared in accordance with SSAP No. 25 “Interim Financial Reporting” issued by the HKICPA.

2. Principal accounting policies

The accounting policies and methods of computation used in the preparation of these condensed interim accounts are consistent with those used in the preparation of the Accountants’ Reports as set out in Appendices IA and IB of the Prospectus.

The accounting policy of goodwill which was not previously disclosed is set out below:

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net assets of the acquired subsidiaries at the date of acquisition.

Goodwill on acquisitions is amortised using the straight-line method over 15 years. Where an indication of impairment exists, the carrying amount of goodwill is assessed and written down immediately to its recoverable amounts and the impairment loss is charged to the profit and loss account.

3. Turnover

The Group is principally engaged in the provision of ship chartering services and ship management services.

An analysis of the Group's revenues and results for the period by business segment is as follows:

	Unaudited			
	6 months ended 30 June 2004			
	Ship chartering US\$'000	Ship management US\$'000	Inter- segment elimination US\$'000	Group US\$'000
Revenues	<u>68,034</u>	<u>6,836</u>	<u>(3,242)</u>	<u>71,628</u>
Segment results	<u>44,501</u>	<u>355</u>	<u>—</u>	<u>44,856</u>
Finance costs				(2,436)
Share of profits less losses of jointly controlled entities				<u>800</u>
Profit before taxation				<u>43,220</u>
Taxation				<u>(147)</u>
Profit attributable to shareholders				<u>43,073</u>

No business segment analysis is presented for the period ended 30 June 2003 as all of the Group's revenues and results were primarily attributable to the provision of ship chartering services.

4. Operating profit

Operating profit is stated after charging the following:

	Unaudited	
	Six months ended 30 June	
	2004	2003
	US\$'000	US\$'000
Amortisation of goodwill	443	—
Crew costs	3,427	2,644
Cost of marine products sold	496	—
Depreciation	5,332	3,792
Drydocking expenses	1,743	190
Operating lease expenses on		
— vessels	6,944	2,174
— land and buildings	170	—
Staff costs	<u>3,758</u>	<u>—</u>

5. Taxation

Hong Kong profits tax has been provided at the rate of 17.5% (2003: 17.5%) on the estimated assessable profit for the Period.

Taxation on overseas profits has been calculated on the estimated assessable profit for the Period at the rates of taxation prevailing in the countries in which the Group operates.

The amount of taxation charged to the condensed consolidated profit and loss account represents:

	Unaudited	
	Six months ended 30 June	
	2004	2003
	<i>US\$'000</i>	<i>US\$'000</i>
Hong Kong profits tax	135	—
Overseas tax	9	—
Deferred taxation relating to the origination and reversal of temporary differences	3	—
	147	—

6. Dividends

	Unaudited	
	Six months ended 30 June	
	2004	2003
	<i>US\$'000</i>	<i>US\$'000</i>
Dividend declared by companies now comprising the Group to the then shareholders (Note (a))		
— paid	18,902	—
— payable	12,563	—
Interim, of US\$0.02 (2003: US\$Nil) per ordinary share (Note (b))	18,347	—
	49,812	—

Notes:

- (a) The dividend rates and the number of shares ranking for the dividend in respect of the dividend declared by companies now comprising the Group under the Exchange of Shares as set out in Note 1 to the then shareholders of the Company before the Reorganisation are not presented as such information is not considered meaningful for the purpose of these condensed accounts.
- (b) Subsequent to the balance sheet date, on 14 July 2004, the Directors declared an interim dividend of US\$0.02 per share payable to the Company's shareholders of record as at 6:03 a.m. on the morning of the Listing Date, not including the public shareholders. This dividend is not reflected as a dividend payable in these condensed accounts, but will be reflected as an appropriation of retained profits for the year ending 31 December 2004.

7. Trade receivables

The aging analysis of trade receivables is as follows:

	Unaudited 30 June 2004 <i>US\$'000</i>	Audited 31 December 2003 <i>US\$'000</i>
Less than 30 days	4,706	—
31–60 days	826	—
61–90 days	673	—
Over 90 days	<u>1,848</u>	<u>—</u>
	<u>8,053</u>	<u>—</u>

No credit terms are normally given to customers. However, final settlement dates are subject to the finalisation of the calculation of balances due.

8. Trade payables

The aging analysis of trade payables is as follows:

	Unaudited 30 June 2004 <i>US\$'000</i>	Audited 31 December 2003 <i>US\$'000</i>
Less than 30 days	2,753	—
31–60 days	467	—
61–90 days	344	—
Over 90 days	<u>883</u>	<u>—</u>
	<u>4,447</u>	<u>—</u>

9. Long-term bank loans

	Unaudited 30 June 2004 <i>US\$'000</i>	Audited 31 December 2003 <i>US\$'000</i>
Secured bank loans	214,327	145,863
Current portion of long-term bank loans	<u>(17,273)</u>	<u>(10,869)</u>
	<u>197,054</u>	<u>134,994</u>

At 30 June 2004, the Group's bank loans were repayable as follows:

	Unaudited 30 June 2004 <i>US\$'000</i>	Audited 31 December 2003 <i>US\$'000</i>
Within one year	17,273	10,869
In the second year	17,273	10,869
In the third to fifth year	51,820	32,604
After the fifth year	<u>127,961</u>	<u>91,521</u>
	<u><u>214,327</u></u>	<u><u>145,863</u></u>

MANAGEMENT DISCUSSION AND ANALYSIS

Introduction

The Company was incorporated in Bermuda on 10 March 2004 as an exempted company with limited liability under the Companies Act 1981 of Bermuda. In preparation for the Listing of the shares of the Company, the Company has completed a number of transactions, as described in Note 1 to the accounts above.

The Group's interim profit and loss account therefore consists of results for the six months to 30 June 2004 in the case of the companies subject to the Exchange of Shares and consolidated results for the three month period from 1 April to 30 June 2004 for PB Management Holding Limited and its subsidiaries and the vessel holding companies acquired through the Further Acquisitions. The comparative profit and loss account for the six months ended 30 June 2003 consists only of the consolidated results of the companies subject to the Exchange of Shares.

Review of Income

During the six months ended 30 June 2004, the Group's consolidated turnover was US\$71.6 million as compared with the corresponding period last year of US\$21.1 million. The Group is principally engaged in the provision of ship chartering services and ship management services. Ship chartering services contributed to the Group's turnover and segment results of US\$68.0 million and US\$44.5 million respectively for first half 2004. Net profit attributable to shareholders increased to US\$43.1 million from US\$7.1 million.

The average number of owned vessels grew to 16 in the first half of 2004 from 12 in 2003 as a result of the acquisition of three vessels pursuant to the Reorganisation and the delivery of two newbuildings into the Group in May 2004.

The average number of chartered-in vessels in the first half of 2004 was five as compared to two in the first half of 2003. This fleet expansion gave rise to increases of US\$13.7 million and US\$7.7 million in the Group's consolidated turnover and net profit attributable to shareholders respectively.

The average daily charter rate of approximately US\$18,000 in the first half of 2004 was more than double that of approximately US\$8,300 in the first half of 2003.

Review of Costs

Direct costs in the first half of 2004 were US\$24.3 million (2003: US\$11.3 million). Direct costs include crew costs, vessel operating expenses, drydocking expenses, depreciation, vessel operating lease expenses and cost of marine products sold.

Vessel operating lease expenses increased to US\$6.9 million in the first half of 2004 from US\$2.2 million in the first half of 2003. This increase was firstly a result of the increase in the number of vessels chartered in and secondly a result of the increase in the average daily charter hire rate to approximately US\$7,815 in the first half of 2004 from approximately US\$6,520 in first half 2003.

The increase in other vessel operating costs, including crew costs and depreciation, of US\$6.7 million reflects the expansion in the number of the Group's owned vessels.

Five vessels were dry-docked during the six months to 30 June 2004 as compared to just one in the same period in 2003, thus giving rise to a US\$1.6 million increase in docking costs.

General and administrative expense was US\$2.4 million in first half 2004 as compared with US\$0.1 million in the same period in 2003. This was the result of the acquisition (pursuant to the Reorganisation) of the PB Management Holding Limited group, effective 31 March 2004, and represents three months of costs which include Directors, senior management and administrative staff costs of US\$1.4 million, amortisation of goodwill of US\$0.4 million and other administrative and office expenses of US\$0.6 million.

Finance costs, predominantly interest payments on bank borrowings, were US\$2.4 million in 2004 as compared to US\$2.5 million in 2003. These bank loans carried floating interest rates which ranged from approximately 2.5% to 3.4% in the first half of 2004, as compared to 2.7% to 3.9% in the first half of 2003.

Liquidity, Financial Resources and Capital Structure

Net cash flow from operating activities during the six months ended 30 June 2004 amounted to US\$62.9 million. As at 30 June 2004, the Group had US\$46.8 million of cash and cash equivalents, primarily denominated in United States Dollars. However, in July 2004, dividends of US\$12.6 million and US\$18.3 million were paid to the shareholders of the Company prior to the Reorganisation and to the shareholders of the Company prior to the Listing respectively.

The indebtedness of the Group solely comprises bank borrowings which the Group monitors closely to ensure a smooth repayment schedule to maturity. The Group's bank borrowings increased to US\$214.3 million as at 30 June 2004 from US\$145.9 million as at 31 December 2003. The increase was due to the acquisition of three vessels pursuant to the Reorganisation and a further delivery of two newbuildings in May 2004. The Group's bank borrowings are floating-interest bearing and denominated in United States Dollars. Subsequent to 30 June, we hedged US\$186 million of our interest rate exposure at the end of July as follows:

- a) US\$124 million over three years through caps at approximately 4.9%
- b) US\$62 million over five years through a knock out swap at 5% with a cap at 7% at a fixed rate of approximately 3.5%

At 30 June 2004, the Group's assets with a net book value of US\$289 million were pledged to banks to secure the above-mentioned bank borrowings.

Subsequent to 30 June 2004 and up to the date of this announcement, the Group has drawn down bank borrowing facilities of US\$285.1 million, of which US\$195.8 million was used to settle existing bank borrowings, US\$29.7 million was used to settle part of the consideration for the acquisition of the vessel companies as part of the Reorganisation, and US\$58.7 million was used for the acquisitions of five vessels delivered in July and August 2004.

As at the date of this announcement, the Group has unutilised committed bank borrowing facilities of US\$56.6 million. The facilities will be used to finance the Group's newbuilding commitments and other vessel acquisitions to which the Group has committed.

At 30 June 2004, the Group's gearing ratio expressed as net debt (calculated as total bank borrowings net of cash) as a percentage to fixed assets based on net book value was 0.51:1 (2003: 0.69:1). This drop in gearing ratio is due to the increase in cash balances as a result of the inclusion of the cash held by the companies acquired through the Further Acquisitions and the cash generated during the period.

As at 30 June 2004, the Group, had a foreign exchange facility of US\$11.0 million which was for a newbuilding contract denominated in Japanese yen and was secured by pledged bank deposits of US\$2.0 million.

At 30 June 2004, the Group had outstanding bunkers swap contracts to buy approximately 53,000 metric tonnes ("mt") of bunkers at fixed prices, which will expire through December 2005. These commitments were made to hedge for fluctuation in bunker prices in connection with the Group's long-term cargo contract commitments.

Staff

Including the Executive Directors, the Group employed a total of 181 full-time shore-based employees as at 30 June 2004. Personnel are remunerated on a fixed salary basis and are entitled to a discretionary bonus based on both the Group and individual performance of that year and/or to performance related bonuses if certain financial targets, which are set annually by the Board, are achieved.

The Company has also adopted a share option scheme, the terms of which were approved by a written resolution of the shareholders of the Group dated 17 June 2004 subject to the Stock Exchange granting permission of listing of the shares of the Group. The detailed terms of the scheme were disclosed in the Prospectus. Subsequent to 30 June 2004 and up to the date of this announcement, options to subscribe for 56,700,000 shares at HK\$2.50 per share were granted on 14 July 2004. All options may be exercised over a period of 10 years and vest over a period of three years.

Purchase, Sale or Redemption of Shares

Pursuant to a resolution passed on 11 May 2004, the Company re-purchased 53,329.40 Class A shares, 63,990.96 Class B shares and 2,682.64 Class C shares at purchase prices of US\$1 per class of shares.

No pre-emptive rights exist under Bermuda Law in relation to the issue of new shares by the Company.

Compliance with the Code of Best Practice

None of the Directors are aware of any information that would reasonably indicate that the Company is not, or was not, in compliance with the Code of Best Practice as set out in Appendix 14 of The Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), during the accounting period covered by these interim results except that the non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation and election of the annual general meeting of the Company in accordance with the provisions of the Company’s Bye-laws.

Audit and Remuneration Committees

The Company established an audit committee on 10 June 2004 (the “Audit Committee”) with written terms of reference, comprising exclusively the three Independent Non-Executive Directors of the Company, namely The Rt. Hon. The Earl of Cromer, Patrick Blackwell Paul (chairman) and Robert Charles Nicholson. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls of the Company. A meeting of the Audit Committee was held to review the Group’s interim results for the period ended 30 June 2004 before they were presented to the Board of Directors for approval.

The Company established a remuneration committee on 10 June 2004 (the “Remuneration Committee”). The Remuneration Committee shall consist of not less than three members, a majority of whom shall be independent. The Remuneration Committee initially comprised the three Independent Non-Executive Directors of the Company, namely The Rt. Hon. The Earl of Cromer, Patrick Blackwell Paul and Robert Charles Nicholson (chairman). At a board meeting held on 15 September 2004, Mr. Lee Kwok Yin, Simon and Mr. Brian Paul Friedman, both Non-Executive Directors were appointed as members of the Remuneration Committee in addition to the three Independent Non-Executive Directors. The terms of reference of the Remuneration Committee were approved by the Board of Directors on 15 September 2004. The primary duties of the Remuneration Committee are to make recommendations to the Board on the Company’s policy and structure for all remuneration, including specifically that of Directors and senior management, and on the establishment of a formal and transparent procedure for developing policy on such remuneration.

Adoption of Code of Conduct regarding Directors’ Securities Transactions

The Company has adopted a code of conduct regarding Directors’ securities transactions on terms no less than the required standard set out in Appendix 10 — Model Code of Securities Transactions by Directors of Listing Companies of the Listing Rules. The Directors have complied with such code of conduct throughout the accounting period covered by these interim results.

Interim Report and Disclosure of Information on Stock Exchange’s Website

This announcement of interim results containing all the information required by paragraphs 46(1) to 46(9) of Appendix 6 of the Listing Rules is published on the Stock Exchange’s website at www.hkex.com.hk and on the Pacific Basin website at www.pacbasin.com.

The Company’s 2004 Interim Report will be circulated to shareholders by 30 September 2004. An electronic copy of the Interim Report will also be available on the Company’s website at www.pacbasin.com from the date when the printed copy is dispatched to shareholders.

The Interim Report has been reviewed by our auditors, PricewaterhouseCoopers, in accordance with the Statement of Auditing Standards 700 issued by the Hong Kong Institute of Certified Public Accountants.

Directors

As at the date of this announcement, the Executive Directors of the Company are Christopher Richard Buttery, Mark Malcolm Harris and Paul Charles Over, the Non-Executive Directors of the Company are Lee Kwok Yin, Simon, James John Dowling and Brian Paul Friedman, and the Independent Non-Executive Directors of the Company are Robert Charles Nicholson, Patrick Blackwell Paul and Rt. Hon. The Earl of Cromer.

* *For identification purposes only*

Please also refer to the published version of this announcement in the (South China Morning Post)