

Other Information

其他資料

As at 30th September 2001

於二零零一年九月三十日

DIRECTORS' INTEREST IN SECURITIES

As at 30th September 2001, the interests of the directors and their associates in the share capital of the Company or any of its associated corporations as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") were as follows:

(I) The Company

Name of directors 董事姓名	Notes 附註	Number of ordinary shares held 所持普通股數目		
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益
Mr. Ho Tsu Kwok, Charles 何柱國先生	(1)	—	—	739,396,000
Mrs. Sy Wong Chor Fong 施黃楚芳女士	(2)	1,250,000	—	163,919,000
Mr. Wong Wai Ming 黃偉明先生		186,000	—	—
Ms. Judy Inn 邢珠迪小姐		100,000	—	—

Name of director 董事姓名	Notes 附註	Number of preference shares held 所持優先股數目		
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益
Mr. Ho Tsu Kwok, Charles 何柱國先生	(1)	—	—	1,159,486,908

Notes:

- (1) These share are held by Luckman Trading Limited, a company whose entire issued share capital is owned by Mr. Ho Tsu Kwok, Charles. On 20th June 2001, Luckman Trading Limited entered into an option agreement with Hong Kong Tobacco Company Limited in which Mr. Ho Tsu Kwok, Charles is the controlling shareholder and chairman.

Under section 9 and 10 of the SDI Ordinance, Hong Kong Tobacco Company Limited is also deemed to be interested in the 739,396,000 ordinary shares and 1,159,486,908 preference shares held by Luckman Trading Limited.

董事於證券之權益

於二零零一年九月三十日，根據本公司依照證券(披露權益)條例(「披露權益條例」)第29條存置之登記冊所記錄，董事與彼等之聯繫人士在本公司或本公司任何相聯法團之股本中擁有以下權益：

(I) 本公司

Name of director 董事姓名	Notes 附註	Number of preference shares held 所持優先股數目		
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益
Mr. Ho Tsu Kwok, Charles 何柱國先生	(1)	—	—	1,159,486,908

附註：

- (1) 此等股份由 Luckman Trading Limited 持有。該公司的全部已發行股本由何柱國先生擁有。於二零零一年六月二十日，Luckman Trading Limited與香港煙草有限公司訂立一份購股權協議，而何柱國先生為香港煙草有限公司的控權股東兼主席。

根據披露權益條例第9及第10條，香港煙草有限公司亦被視作擁有 Luckman Trading Limited 所持之739,396,000股普通股及1,159,486,908股優先股的權益。

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As at 30th September 2001

於二零零一年九月三十日

DIRECTORS' INTEREST IN SECURITIES (continued)**董事於證券之權益** (續)**(I) The Company** (continued)**(I) 本公司** (續)

- (2) These shares are held by Stagelight Group Limited, a company whose entire issued share capital is owned by Fine Garden Group Limited, which is in turn wholly owned by Mrs. Sy Wong Chor Fong and her family members.

- (2) 此等股份由 Stagelight Group Limited 持有。該公司的全部已發行股本由施黃楚芳女士及其家族成員全資擁有的 Fine Garden Group Limited 擁有。

(II) The 74.5% subsidiary, Sing Tao Holdings Limited**(II) 本公司擁有 74.5% 權益的附屬公司 Sing Tao Holdings Limited**

Name of director 董事姓名	Notes 附註	Number of ordinary shares held 所持普通股數目		
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益
Mr. Ho Tsu Kwok, Charles 何柱國先生	(1)	—	—	314,052,443

Note:

附註：

- (1) Of these shares, (i) 312,624,443 shares are beneficially owned by Global China Multimedia Limited, a wholly-owned subsidiary of the Company in which Luckman Trading Limited, a company wholly-owned by Mr. Ho Tsu Kwok, Charles is the controlling shareholder; and (ii) 1,428,000 shares are beneficially owned by Yosham Limited, a company wholly-owned by Mr. Ho Tsu Kwok, Charles.

- (1) 於該批股份中，(i) 312,624,443 股由本公司全資附屬公司 Global China Multimedia Limited 實益擁有，而本公司之控權股東 Luckman Trading Limited 則由何柱國先生全資擁有；及(ii) 1,428,000 股由何柱國先生全資擁有的公司 Yosham Limited 實益擁有。

Save as disclosed above and other than certain nominee shares in subsidiaries held by Mrs. Sy Wong Chor Fong and Mr. Wong Wai Ming in trust for the Group, as at 30th September 2001, none of the directors of the Company or their associates had any interests in the share capital of the Company or its associated corporations as defined in the SDI Ordinance.

除上述所披露以及由施黃楚芳女士與黃偉明先生為本集團以信託形式持有之附屬公司之若干股名義股份外，於二零零一年九月三十日，本公司之董事或彼等之聯繫人士概無擁有本公司或其相聯法團(定義見披露權益條例)之任何股本權益。

As at 30th September 2001

於二零零一年九月三十日

DIRECTORS' RIGHT TO ACQUIRE SHARES**董事收購股份之權利**

At 30th September 2001, the directors of the Company who held share options granted under the Company's share option scheme were as follows:

於二零零一年九月三十日，根據本公司的購股權計劃獲授而持有購股權之本公司董事如下：

Name of directors	Number of share options at 1st April 2001	Number of share options granted/ (lapsed) during the period	Number of share options exercised during the period	Number of share options at 30th September 2001	Exercise period of share options	Notes	Exercise price per share	Date of grant
董事姓名	於二零零一年四月一日之購股權數目	期內授出/ (失效)之購股權數目	期內行使之購股權數目	於二零零一年九月三十日之購股權數目	購股權之行使期限	附註	每股行使價 HK\$ 港元	授出日期
Ms. Judy Inn 邢珠迪小姐	10,000,000	—	—	10,000,000	24-10-00 to 23-10-10	(1)	0.8704	23-10-00
	—	3,000,000	—	3,000,000	20-09-02 to 19-09-11	(2)	0.3528	31-08-01
Mr. Jia Hong Ping, Michael 賈紅平先生	3,500,000	—	—	3,500,000	01-12-00 to 23-10-10	(3)	0.8704	23-10-00
Mrs. Sy Wong Chor Fong 施黃楚芳女士	2,500,000	(2,500,000)	—	—	01-10-99 to 30-09-01		2.60	08-09-97
	1,250,000	(1,250,000)	—	—	01-10-01 to 30-09-01		0.83	01-04-98
	3,500,000	—	—	3,500,000	01-01-01 to 31-12-02	(4)	1.35	03-01-00
	754,000	—	—	754,000	24-10-00 to 23-10-10	(1)	0.8704	23-10-00
	—	400,000	—	400,000	20-09-02 to 19-09-11	(2)	0.3528	31-08-01
Mr. Terrence Young 楊宏暢先生	2,000,000	—	—	2,000,000	24-10-00 to 23-10-10	(1)	0.8704	23-10-00
Mr. Wong Wai Ming 黃偉明先生	30,000,000	—	—	30,000,000	24-10-00 to 23-10-10	(5)	0.8704	23-10-00
	—	6,000,000	—	6,000,000	20-09-02 to 19-09-11	(2)	0.3528	31-08-01
Mr. Yang Yiu Chong, Ronald 楊耀宗先生	1,960,000	—	—	1,960,000	25-09-00 to 24-09-10	(1)	0.9184	24-09-00
	—	2,700,000	—	2,700,000	20-09-02 to 19-09-11	(2)	0.3528	31-08-01

Notes:**附註：**

- At 30th September 2001, 50% of these share options was exercisable and 50% of the share options was exercisable from 21st July 2002.
- 50% of these share options was exercisable from 20th September 2002 and 50% of the share options was exercisable from 20th September 2003.

- 於二零零一年九月三十日，此等購股權已經有50%可予行使，另外50%則可於二零零二年七月二十一日起行使。
- 此等購股權有50%可由二零零二年九月二十日起行使，另外50%則可於二零零三年九月二十日起行使。

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於二零零一年九月三十日

DIRECTORS' RIGHT TO ACQUIRE SHARES (continued)**董事收購股份之權利** (續)

- At 30th September 2001, 50% of these share options was exercisable and 50% of the share options was exercisable from 1st September 2002.
- At 30th September 2001, 50% of these share options was exercisable and 50% of the share options was exercisable from 1st January 2002.
- At 30th September 2001, 33.4% of these share options was exercisable, 33.3% of the share options was exercisable from 18th September 2002 and 33.3% of the share options was exercisable from 18th September 2003.

- 於二零零一年九月三十日，此等購股權已經有50%可予行使，另外50%則由二零零二年九月一日起行使。
- 於二零零一年九月三十日，此等購股權已經有50%可予行使，另外50%則由二零零二年一月一日起行使。
- 於二零零一年九月三十日，此等購股權已經有33.4%可予行使，有33.3%可由二零零二年九月十八日起行使，另外的33.3%則由二零零三年九月十八日起行使。

At 30th September 2001, the directors of the Company who held share options granted under the share option scheme of Sing Tao Holdings Limited, a 74.5% subsidiary of the Company, were as follows:

於二零零一年九月三十日，根據本公司擁有74.5%股權的附屬公司 Sing Tao Holdings Limited 的購股權計劃獲授而持有購股權之本公司董事如下：

Name of directors	Number of share options at 1st April 2001	Number of share options granted/ (lapsed) during the period	Number of share options exercised during the period	Number of share options at 30th September 2001	Exercise period of share options	Notes	Exercise price per share	Date of grant
董事姓名	於二零零一年四月一日之購股權數目	期內授出/ (失效)之購股權數目	期內行使之購股權數目	於二零零一年九月三十日之購股權數目	購股權之行使期限	附註	每股行使價 HK\$ 港元	授出日期
Ms. Judy Inn 邢珠迪小姐	—	2,500,000	—	2,500,000	30-08-02 to 02-09-09	(1)	0.845	31-08-01
Mr. Wong Wai Ming 黃偉明先生	—	6,000,000	—	6,000,000	30-08-02 to 02-09-09	(1)	0.845	31-08-01

Note:

附註：

- 50% of these share options was exercisable from 30th August 2002 and 50% of the share options was exercisable from 30th August 2003.

- 此等購股權有50%可於二零零二年八月三十日起行使，另外50%由二零零三年八月三十日起行使。

As at 30th September 2001

於二零零一年九月三十日

DIRECTORS' RIGHT TO ACQUIRE SHARES (continued)

Save as disclosed above, at no time during the period was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse, or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

At 30th September 2001, the register of shareholders maintained under Section 16(1) of the SDI Ordinance showed that the following shareholders had an interest in 10% or more in the issued share capital of the Company:

Name 名稱	Number of shares held 所持股份數目	%
Luckman Trading Limited	739,396,000	50.29
Stagelight Group Limited	163,919,000	11.15

Save as disclosed above, the register of shareholders maintained by the Company pursuant to Section 16(1) of the SDI Ordinance discloses no person as having an interest of 10% or more in the issued share capital of the Company at 30th September 2001.

CONNECTED TRANSACTION

On 6th August 2001, Global China Media Technology Limited ("GC Media"), a wholly owned subsidiary of the Company, entered into a JV contract for the establishment of a PRC joint venture, with Xinhua Media (新華音像中心) (the "JV Contract"). The registered capital of the PRC joint venture is RMB13 million to which GC Media shall contribute RMB6.37 million, representing 49% of the registered capital. Xinhua Media is an affiliate of Xinhua News Agency.

董事收購股份之權利 (續)

除上文所披露外，本公司、其控股公司或本公司任何附屬公司於期內並無訂立任何安排，使本公司之董事、彼等之配偶或未滿十八歲之子女可藉購入本公司或其他任何法人團體之股份或債權證而獲益。

主要股東

根據本公司依照披露權益條例第16(1)條存置之股東名冊所載，以下股東於二零零一年九月三十日擁有本公司已發行股本10%或以上之權益：

Name 名稱	Number of shares held 所持股份數目	%
Luckman Trading Limited	739,396,000	50.29
Stagelight Group Limited	163,919,000	11.15

除上文所披露外，根據本公司依照披露權益條例第16(1)條存置之股東名冊所載，並無其他人士於二零零一年九月三十日擁有本公司已發行股本10%或以上之權益。

關連交易

於二零零一年八月六日，本公司之全資附屬公司泛華媒體技術有限公司(「泛華媒體」)與新華音像中心為成立一中國合營企業而訂立合營企業合同(「合營企業合同」)。此中國合營企業之註冊資本為人民幣13,000,000元，泛華媒體須出資人民幣6,370,000元，佔註冊資本49%。新華音像中心為新華社之聯屬公司。

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於二零零一年九月三十日

CONNECTED TRANSACTION (continued)

The JV Contract is a disclosable connected transaction because the Group has formed another PRC joint venture with China Economic Information Service (“CEIS”) (中國經濟信息社) in January 2001 which CEIS is also an affiliate of Xinhua News Agency. Therefore Xinhua Media is an associate (as defined in the Listing Rules) of CEIS.

The independent non-executive directors of the Company have reviewed and confirmed that the connected transaction entered into by the Group was in ordinary course of the Group’s business and in normal commercial terms that are fair and reasonable.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the period.

CODE OF BEST PRACTICE

In the opinion of the Board, the Company had complied with the Code of Best Practice as set out in Appendix 14 of the “Listing Rules” throughout the accounting period covered by the interim report, except that the independent non-executive directors of the Company are not appointed for specific terms as they are subject to retirement by rotation at annual general meeting in accordance with the Company’s bye-laws.

REVIEW OF INTERIM FINANCIAL STATEMENTS

The Audit Committee had reviewed with management of the Company the accounting principles, accounting standards and discussed matters relating auditing, internal controls and financial reporting, including unaudited condensed consolidated financial statements for the six months ended 30th September 2001.

關連交易 (續)

鑑於本集團已於二零零一年一月與新華社轄下另一聯屬公司中國經濟信息社(「中國經濟信息社」)組成另一間中國合營企業，因此新華音像中心屬於中國經濟信息社之聯營公司(定義見上市規則)，故合營企業合同屬於須予披露之關連交易。

本公司之獨立非執行董事已審閱是項關連交易，並確認本集團進行之關連交易屬於本集團進行之一般業務，且就一般商業條款而言乃公平合理。

購買、出售或贖回證券

本公司或其任何附屬公司於期內並無購買、出售或贖回本公司任何上市證券。

最佳應用守則

董事會認為，本公司在本中期報告涵蓋之會計期間內，一直遵守上市規則附錄十四所載之最佳應用守則；惟本公司之獨立非執行董事並無固定任期，而須根據本公司之公司細則，於股東週年大會上輪值告退。

審閱中期財務報表

審核委員會已經與本公司管理層審閱會計原則及準則，且已討論有關審計、內部監管及財務報告之事宜，當中包括截至二零零一年九月三十日止六個月之未經審核簡明綜合財務報表。

As at 30th September 2001

於二零零一年九月三十日

CHANGE OF ACCOUNTING YEAR-END DATE

As approved by the Board on 19th November 2001, the Group will change its accounting year-end date from 31st March to 31st December with immediate effect. Accordingly, the financial year 2001 will end on 31st December 2001 with nine months operation and the results announcement for the financial year 2001 will be issued and the directors' report and audited financial statement will be dispatched to shareholders before 30th April 2002.

The reason of the change is to cope with the statutory year-end date of PRC entities where significant investment, in the form of jointly controlled entities, have been made by the Group which represent approximately 12% of the Group's audited net asset as at 31st March 2001 and such consistency will facilitate the preparation of the Group's consolidated account.

The Board does not foresee any material financial impact on the Company and the Group after the change.

On behalf of the Board

Ho Tsu Kwok, Charles

Chairman

Hong Kong, 19th November 2001

更改會計年度年結日

經董事會於二零零一年十一月十九日批准後，本集團的會計年度年結日將會由三月三十一日更改為十二月三十一日，即時生效。因此，二零零一財政年度將於二零零一年十二月三十一日完結，為期九個月。二零零一財政年度之業績公佈將於二零零二年四月三十日前發出，而董事會報告及經審核財務報表將於二零零二年四月三十日前寄發予各股東。

更改年結日是為了配合中國公司之法定年結日。本集團於國內投資及擁有數間共同控制公司，投資額佔本集團於二零零一年三月三十一日止年度之經審核資產淨值約12%。將兩地各公司之年結日統一，有助本集團編製綜合賬目。

董事會預期在作出是項變動後，不會對本公司及本集團帶來任何重大財務影響。

代表董事會

何柱國

主席

香港，二零零一年十一月十九日