

持有本公司股本重大股權之股東

本公司遵照證券(公開權益)條例(「公開權益條例」)第16條規定而存置之名冊所載，於二零零一年三月三十一日持有本公司已發行股份權益之股東資料披露如下：

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

The interests in the company's issued shares at 31 March 2001 as recorded in the register required to be kept under Section 16 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") are as follows:

	直接及／或間接 持有之股份 Shares directly and/or indirectly held	所佔已發行股份 總數之百分比 Percentage of total issued shares
(i) 金偉順有限公司 Jumbo Easy Limited	519,842,799	43.16%
(ii) Neblett	519,842,799	43.16%
(iii) Winning Spirit International Corp	519,842,799	43.16%
(iv) HSBC International Trustee Limited	519,887,799	43.16%
(v) HSBC Investment Bank Holdings B.V.	519,887,799	43.16%
(vi) HSBC Holdings B.V.	519,887,799	43.16%
(vii) HSBC Finance (Netherlands)	519,887,799	43.16%
(viii) HSBC Holdings plc	519,887,799	43.16%

附註：由於羅開揚先生全資擁有之公司金偉順有限公司乃實益擁有Neblett之信託之酌情權益對象，故被視作擁有Neblett之有關持股量之權益。

Note: Jumbo Easy Limited, a wholly owned company of Mr Dennis Lo Hoi Yeung was deemed to be interested in the relevant shareholdings of Neblett by virtue of its being a discretionary object of the trust which beneficially owns Neblett.

為免產生疑問及重覆計算，務須注意上述有關519,842,799股股份之持股量出現之重覆。上述(i)公司持有之全部股份與上述(ii)公司所持有之股份乃全部重覆或已包括在(ii)內。其餘上述公司，即(ii)與(iii)、(iii)與(iv)、(iv)與(v)、(v)與(vi)、(vi)與(vii)及(vii)與(viii)持有之股份同樣重覆。根據公開權益條例，上列所有公司均被視作於二零零一年三月三十一日擁有相關股份之權益。

For the avoidance of doubt and double counting, it should be noted that duplication occurs in respect of 519,842,799 shares of the above-stated shareholdings to the extent that the shareholdings stated against party (i) above are entirely duplicated or included in the shareholdings stated against party (ii) above, with the same duplication of the shareholdings in respect of (ii) in (iii), (iii) in (iv), (iv) in (v), (v) in (vi), (vi) in (vii) and (vii) in (viii); all of the above-mentioned parties were deemed to be interested in the relevant shareholdings under the SDI Ordinance as at 31 March 2001.

持有本公司股本重大股權之股東 (續)

除上述者外，根據公開權益條例第16條規定而存置之名冊所載，概無其他人士持有本公司已發行股本百分之十或以上之權益。

董事合約權益

- (i) 本年度內，大快活快餐有限公司向羅芳祥先生之夫人李貴鳳女士租賃一項物業。本集團就該物業所支付之租金及按金詳情如下：

本年度租金
Rent for the year
於三月三十一日之租金按金
Rental deposits at 31 March

- (ii) 本年度內，Pengto根據一項不定限期協議，向本公司提供顧問服務。截至二零零一年三月三十一日止年度就此協議支付之款項為港幣24,000元（二零零零年：港幣24,000元）。

除上文所述者外，本公司或其任何附屬公司於本年度終結或本年度任何時間，概無訂立任何本公司董事佔重大權益的重要合約。

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY (Continued)

Save for the aforesaid, no other person was recorded in the register kept pursuant to Section 16 of the SDI Ordinance as having an interest in 10 per cent or more of the issued share capital of the company.

DIRECTORS' INTERESTS IN CONTRACTS

- (i) During the year, Fairwood Fast Food Limited leased a property from Ms Lee Kwee Fuen, the wife of Mr Lo Fong Seong. Details of rent and deposits paid by the group relating to the property are as follows:

二零零一年 2001 千元 HK\$'000	二零零零年 2000 千元 HK\$'000
996	996
<u>172</u>	<u>172</u>

- (ii) During the year, there existed an agreement for an indefinite period whereby consultancy services were provided to the company by Pengto. The fee charged in this connection for the year ended 31 March 2001 was HK\$24,000 (2000: HK\$24,000).

Apart from the foregoing, no contract of significance to which the company or any of its subsidiaries was a party, in which a director of the company had a material interest, subsisted at the end of the year or at any time during the year.

董事服務合約

本年度內，羅芳祥先生及羅開揚先生均與本公司訂立服務合約，任何一方可給予三個月通知終止合約。

購買、出售或贖回本公司之上市證券

本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

優先購買權

本公司之公司章程細則及百慕達法例均無優先購買權之規定。

銀行貸款

有關本集團於二零零一年三月三十一日之銀行貸款詳情，詳載於賬項附註17。

五年財務概要

本集團於過去五個財政年度之業績及資產與負債概要，詳載於本年報第91頁。

投資物業

有關本集團之投資物業詳情，詳載於本年報第92頁。

退休計劃

本年度內，本集團實施強制性公積金計劃，該計劃涵蓋本集團所有員工。根據計劃於損益賬扣除之強積金供款為港幣3,724,000元（二零零零年：無）。

遵守最佳應用守則

本公司在整個年度內均有遵守香港聯合交易所有限公司所頒佈《證券上市規則》附錄十四所列的最佳應用守則。

DIRECTORS' SERVICE CONTRACTS

During the year, Mr Lo Fong Seong and Mr Dennis Lo Hoi Yeung had service contracts with the company which may be terminated by either party to the contracts on three months' notice.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, neither the company nor any of its subsidiaries has purchased, sold or redeemed any of the company's listed securities.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the company's Bye-Laws and the law in Bermuda.

BANK LOANS

Particulars of bank loans of the group at 31 March 2001 are set out in note 17 on the accounts.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the group for the last five financial years is set out on page 91 of the annual report.

INVESTMENT PROPERTIES

Particulars of the investment properties of the group are shown on page 92 of the annual report.

RETIREMENT SCHEMES

During the year, the group operates a mandatory provident fund scheme which covers all the employees of the group. The provident fund contribution under the scheme charged to the profit and loss account amounted to HK\$3,724,000 (2000: Nil).

COMPLIANCE WITH THE CODE OF BEST PRACTICE

The company has complied throughout the year with the Code of Best Practice as set out by The Stock Exchange of Hong Kong Limited in Appendix 14 to the Listing Rules.

核數師

畢馬威會計師事務所退任，惟有資格膺選連任。由畢馬威會計師事務所連任本公司核數師的決議將於即將召開之股東週年大會上提出。

AUDITORS

KPMG retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of KPMG as auditors of the company is to be proposed at the forthcoming annual general meeting.

承董事會命

By Order of the Board



羅開揚

主席兼行政總裁

香港，二零零一年七月十二日

Dennis Lo Hoi Yeung

Chairman and Chief Executive

Hong Kong, 12 July 2001