

## SUPPLEMENTARY INFORMATION

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

On 26 November 2001, the Company has repurchased 106,999,713 shares in the Company at HK\$50.00 per share pursuant to the conditional cash offer by the Company.

Save as disclosed above, during the period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares.

### DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 2001, the interests of the Directors in the securities of the Company and its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance")) as recorded in the register required to be kept under Section 29 of the SDI Ordinance or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies or as otherwise known to the Directors were as follows:

#### Interests in the shares of the Company

Director	Number of shares				
	Personal Interests	Family Interests	Corporate Interests	Other Interests	Total Interests
Quek Leng Chan	456,325	—	137,374,315*	—	137,830,640
Kwek Leng Hai	570,775	—	—	—	570,775
Sat Pal Khattar	391,125	—	—	—	391,125
Kwek Leng San	89,120	—	—	—	89,120
Tan Lim Heng	159,230	—	—	—	159,230
James Eng, Jr.	165,443	—	—	—	165,443
Tung Hsi Hui, Frank	200	—	—	—	200

\* These shares represented the interest of Guoline Overseas Limited (137,046,740 shares) and another company (327,575 shares) with respect to which Mr. Quek Leng Chan had a corporate interest pursuant to the SDI Ordinance.

## DIRECTORS' INTERESTS IN SECURITIES (CONT'D)

## Interests in the securities of associated corporations

Director	Name of Company	Number of shares				
		Personal Interests	Family Interests	Corporate Interests	Other Interests	Total Interests
Quek Leng Chan	imGO Limited	-	-	739,934,824 (Note 1)	-	739,934,824
	First Capital Corporation Ltd	662,261	-	201,660,299 (Note 1)	-	202,322,560
	First Capital Corporation Ltd (NCCPS**)	53,833	-	34,383,489 (Note 1)	-	34,437,322
	Hong Leong Credit Berhad	5,717,000	-	452,507,224 (Note 2)	-	458,224,224
	Guoco Holdings (Philippines), Inc. (now known as "Prime Orion Philippines, Inc.")	-	-	866,610,220 (Note 1)	-	866,610,220
Kwek Leng Hai	First Capital Corporation Ltd	1,180,261	-	-	-	1,180,261
	First Capital Corporation Ltd (NCCPS**)	53,833	-	-	-	53,833
	Hong Leong Credit Berhad	420,000	-	-	-	420,000
	Guoco Holdings (Philippines), Inc. (now known as "Prime Orion Philippines, Inc.")	5,000,000	-	-	-	5,000,000
Sat Pal Khattar	First Capital Corporation Ltd	-	-	100,000	-	100,000
	First Capital Corporation Ltd (NCCPS**)	-	-	3,494,908	-	3,494,908
Tan Lim Heng	imGO Limited	19,840,000	-	-	-	19,840,000
	Hong Leong Credit Berhad	136,500	-	-	-	136,500
James Eng, Jr.	imGO Limited	200,000	-	-	-	200,000

## Notes:

1. These shares represented the interest of the Company with respect to which Mr. Quek Leng Chan had a corporate interest pursuant to the SDI Ordinance.
2. These shares represented the interest of the Company and other companies to which Mr. Quek Leng Chan had a corporate interest pursuant to the SDI Ordinance.

\*\* NCCPS - Non-redeemable convertible cumulative preference shares

Certain directors hold qualifying shares in certain subsidiaries in trust for other subsidiaries of the Company.

## DIRECTORS' INTERESTS IN SECURITIES (CONT'D)

### Interests in share options granted by Hong Leong Credit Berhad ("HLCB")

Mr. Quek Leng Chan was granted an option on 6 January 2000 by HLCB to subscribe for 400,000 shares in HLCB at the subscription price of RM5.19 per share exercisable during the period from 24 December 1999 to 23 December 2004. In addition, Mr. Quek was also granted another option on 30 August 2001 by HLCB to subscribe for 20,000 shares in HLCB at the subscription price of RM4.94 during the period from 24 December 2000 to 23 December 2004. During the period, he did not exercise any option to acquire shares in HLCB.

Details of Directors' and Chief Executive's interests under the Company's share option scheme are set out in the section "Share Option Scheme" below.

## SHARE OPTION SCHEME

### Interest in share options granted by the Company

On 6 December 1999, the Directors and employees under continuous contracts ("Employees") were granted share options pursuant to the Company's Executive Share Option Scheme adopted on 30 July 1991. Such share options are exercisable at the subscription price of HK\$20.33 during the period from 12 November 1999 to 12 February 2004. The interests of Directors and Employees in the share options of the Company as at 1 July 2001 and as at 31 December 2001 were as follows:—

Director	No. of share options as at 1 July 2001	No. of share options as at 31 December 2001
Quek Leng Chan	3,000,000	1,200,000
Kwek Leng Hai	3,000,000	2,250,000
Sat Pal Khattar	300,000	300,000
Kwek Leng San	300,000	120,000
Tan Lim Heng	780,000	400,000
Harry Richard Wilkinson	180,000	180,000
James Eng, Jr.	1,000,000	400,000
Employees	480,000	240,000

**SHARE OPTION SCHEME (CONT'D)****Interest in share options granted by the Company (Cont'd)**

During the period under review, the following Directors and Employees had exercised share options in the Company at an exercise price of HK\$20.33 per share:—

<b>Director</b>	<b>No. of share acquired on exercise of options</b>	<b>Market value per share on exercise of options (HK\$)</b>
Quek Leng Chan	1,800,000	49.70
Kwek Leng Hai	750,000	49.30
Kwek Leng San	180,000	50.00
Tan Lim Heng	380,000	49.50
James Eng, Jr.	600,000	49.50
Employees	240,000	49.35

*Remark:* Mr. Randolph Gordon Sullivan resigned as a director of the Company on 23 July 2001. He exercised 40,000 share options on 12 July 2001, the outstanding 60,000 share options of exercise price of HK\$20.33 per share were lapsed following his resignation.

A new share option scheme was adopted by the Company on 29 November 2001. No option had been granted to the Directors and Employees pursuant to the aforesaid scheme.

Apart from the interests of Directors in the securities in and share options of the Company and its associated companies disclosed above, as at 31 December 2001, there was no other interest or right recorded in the register required to be kept under Section 29 of the SDI Ordinance.

## SUBSTANTIAL SHAREHOLDERS

As at 31 December 2001, those persons (other than the directors of the Company) having an interest of 10% or more in the Company's issued share capital as recorded in the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance or as otherwise known to the directors of the Company, were as follows:

Name	Number of shares held in the Company			Note
	Direct Interests	Deemed Interests	Total Interests	
Guoline Overseas Limited ("GOL")	137,046,740	–	137,046,740	
Government of Kuwait Investment Authority Kuwait Investment Office	71,172,395	–	71,172,395	
Guoline Capital Assets Limited ("GCA")	–	137,046,740	137,046,740	1
Hong Leong Company (Malaysia) Berhad ("HLCM")	–	137,374,315	137,374,315	1 & 2
HL Holdings Sdn. Bhd.	–	137,374,315	137,374,315	3
Hong Leong Investment Holdings Pte Ltd	–	137,374,315	137,374,315	3
Kwek Holdings Pte Ltd	–	137,374,315	137,374,315	4

*Notes:*

- GOL is a wholly-owned subsidiary of GCA which in turn is a wholly-owned subsidiary of HLCM. By virtue of Section 8 of the SDI Ordinance, both GCA and HLCM are deemed to have an interest in 137,046,740 shares held by GOL in the Company.
- The interests of HLCM represented the shares held by GOL and other companies to which HLCM had a corporate interest pursuant to the SDI Ordinance.
- HL Holdings Sdn. Bhd. and Hong Leong Investment Holdings Pte Ltd were deemed to be interested in 137,374,315 shares in the Company with respect to their interests in HLCM pursuant to Section 8 of the SDI Ordinance.
- Kwek Holdings Pte Ltd was deemed to be interested in 137,374,315 shares in the Company with respect to its interest in Hong Leong Investment Holdings Pte Ltd pursuant to Section 8 of the SDI Ordinance.

## CORPORATE GOVERNANCE

In compliance with the Code of Best Practice, the Company has established a Board Audit Committee with written terms of reference. The Board Audit Committee comprises Messrs Harry Richard Wilkinson and Sat Pal Khatter, the independent non-executive directors, and Mr. Kwek Leng Hai, the President, CEO and executive director of the Company. The Board Audit Committee has reviewed with the management the accounting principles and practices adopted by the Company and discussed the auditing, internal control and financial reporting matters including a review of the unaudited interim results for the six months ended 31 December 2001 of the Company.

## CORPORATE GOVERNANCE (CONT'D)

None of the Directors of the Company is aware of information which would reasonably indicate that the Company was not in compliance with the Code of Best Practice, as adopted by the Company, at any time during the six months ended 31 December 2001. The provisions in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited are in principle incorporated in the Code of Best Practice adopted by the Company, except that the independent non-executive directors are not appointed for a specific term but their terms of office are subject to retirement by rotation and re-election at the annual general meetings in accordance with the Company's Bye-Laws.

## CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 26 March 2002 to 28 March 2002, both days inclusive, during which period no transfer of shares can be effected.

In order to qualify for the above dividend, all share transfers accompanied by the requisite share certificates must be lodged with the Company's Branch Share Registrars in Hong Kong, Central Registration Hong Kong Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:00 p.m. on 25 March 2002.

By Order of the Board

**Stella Lo Sze Man**

*Company Secretary*

Hong Kong, 8 March 2002