

## CLOSURE OF REGISTER

The Register of Members will be closed from 11th April, 2002 to 17th April, 2002, both dates inclusive, during which period no transfers of shares will be effected. The record date for the interim dividend is at the close of business on 17th April, 2002.

In order to qualify for the interim dividend, shareholders should ensure all transfers, accompanied by the relevant share certificates, are lodged with the Company's Principal Registrars, Friendly Registrars Limited, 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong by not later than 4:00 p.m. on 10th April, 2002.

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

During the interim period, the Company and its subsidiary companies had not purchased, sold or redeemed any of the listed shares of the Company.

## DIRECTORS' INTERESTS IN SHARES AND DEBT SECURITIES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31st December, 2001, the Directors and their associates held the following interests, which were beneficial unless otherwise stated, in shares and debt securities of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance"):

Name of Director	Number of ordinary shares held				Total interests
	Personal interests	Family interests	Corporate interests	Other interests	
Mr. Robert Ng Chee Siong	213,420	633,273	—	—	846,693
Mr. Ronald Joseph Arculli, GBS, OBE, JP	275,244	—	—	—	275,244
Mr. Paul Cheng Ming Fun, JP	65,945	—	—	—	65,945
Mr. Gilbert Lui Wing Kwong	—	—	—	—	—
Ms. Doreen Fong Lai Min	115,200	—	—	—	115,200
Mr. Eric Ip Sai Kwong	—	6,050	—	—	6,050
Mr. Ivan Lee Wank-hay	—	—	—	—	—
Ms. Florence So Yeo Guat Eng	—	—	—	—	—
Mr. Raymond Tong Kwok Tung	—	—	—	—	—

Save as disclosed herein, neither the Directors nor any of their associates had any beneficial and non-beneficial interests in shares or debt securities of the Company or its associated corporations as defined in the SDI Ordinance. Furthermore, none of the Directors or any of their spouses or children under the age of 18 were granted any rights or options to subscribe for shares or debt securities of the Company and its associated corporations.

### **SUBSTANTIAL SHAREHOLDER**

As at 31st December, 2001, the following shareholder of the Company was interested in 10% or more of the issued share capital of the Company as recorded in the register kept under Section 16(1) of the SDI Ordinance:

<b>Name of Shareholder</b>	<b>Number of ordinary shares held</b>
Mr. Ng Teng Fong	372,308,217

Save as disclosed herein, no other person is recorded in the register as having an interest in 10% or more of the issued share capital of the Company as at 31st December, 2001.

### **PRACTICE NOTE 19 TO THE LISTING RULES**

#### **(A) Specific performance obligations on controlling shareholders**

Pursuant to paragraph 3.7.1 of Practice Note 19 (“PN 19”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the Company discloses that in January, 1997, a wholly-owned subsidiary of the Company obtained a banking facility of HK\$600,000,000 for a term of 60 months. It will be an event of default under the facility if Mr. Ng Teng Fong, the controlling shareholder of the Company, and his family cease to be the major shareholder of the Company or if there should occur a material change in the management and/or control of the Company without the prior written consent of the lenders. The loan was subsequently fully repaid on maturity in January 2002.

(B) Financial assistance and guarantees to affiliated companies *(Note)*

In accordance with paragraph 3.10 of PN 19 of the Listing Rules, the Company discloses the following statement of indebtedness, capital commitments and contingent liabilities reported by the affiliated companies as at the end of the most recent financial period:

	<b>At 31st December, 2001 HK\$</b>	<b>At 30th June, 2001 HK\$</b>
The Group's share of total indebtedness of its affiliated companies		
Bank loans	<b>144,000,000</b>	152,000,000
Net advances from the Group	<b>497,047,566</b>	867,021,735
	<b><u>641,047,566</u></b>	<b><u>1,019,021,735</u></b>
The Group's share of capital commitments of its affiliated companies		
Authorised but not contracted for	<b>1,494,500</b>	9,213,500
Contracted but not provided for	<b>5,254,000</b>	1,076,000
	<b><u>6,748,500</u></b>	<b><u>10,289,500</u></b>
The Group's share of contingent liabilities of its affiliated companies		
	<b><u>Nil</u></b>	<b><u>Nil</u></b>

*Note: "Affiliated companies" mentioned above refers to associates of the Group.*

## **CODE OF BEST PRACTICE**

None of the Directors is aware of information that would reasonably indicate that the Company is not, or was not for any part of the accounting period covered by the interim report, 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 of Hong Kong Limited.

The term of office for each Independent Non-Executive Director is the period up to his retirement by rotation and re-election at the Annual General Meeting in accordance with the Company's Articles of Association.

By Order of the Board  
**Eric IP Sai Kwong**  
*Secretary*

Hong Kong, 19th March, 2002