

公司其他資料

Other Corporate Information

1. 主要股東

由於本公司股份於二零零二年七月二十五日才開始於香港聯合交易所有限公司(「聯交所」)上市及交易，因此，在二零零二年七月二十五日前，本公司無須根據《證券(公開權益)條例》第16(1)條的規定備存主要股東登記冊。下表載列於二零零二年六月三十日及二零零二年七月二十五日持有本公司已發行股份10%以上的股東資料以供參考：

1. Substantial shareholders

As the shares of the Company was listed and commenced trading on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 25 July 2002, the Company was not required to maintain a register of substantial shareholders under Section 16(1) of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") prior to 25 July 2002. For information purposes, the following shareholders had an interest of 10% or more in the share capital of the Company as at 30 June 2002 and 25 July 2002 respectively:

股東名稱 Name of Shareholder	於二零零二年六月三十日 實益持有股份數目(附註1) No. of shares beneficially held as at 30 June 2002 (Note a)	於二零零二年七月二十五日 實益持有股份數目 No. of shares beneficially held as at 25 July 2002
中國銀行 Bank of China ("BOC")	45,966,026,020 (86.95%)	8,292,345,266 (78.44%) (附註2) (Note b)
中銀香港(集團)有限公司 (「中銀香港集團」) BOC Hong Kong (Group) Limited ("BOCHKG")	45,966,026,020 (86.95%)	6,894,770,204 (65.22%)
BOC Hong Kong (BVI) Limited (「BOC (BVI)」) (附註3) (Note c)	45,966,026,020 (86.95%)	6,894,770,204 (65.22%)
華僑商業有限公司 (「華僑」)(附註4) Hua Chiao Commercial Limited (「Hua Chiao」) (Note d)	6,897,875,310 (13.05%)	1,379,575,062 (13.05%)

公司其他資料 (續)

Other Corporate Information (*continued*)

1. 主要股東 (續)

附註：

1. 於二零零二年七月十日前，本公司的已發行股本為52,863,901,330港元，已發行股數為52,863,901,330股，每股面值1.00港元。於二零零二年七月十日，本公司股東通過普通決議案，批准將本公司已發行股本中每股面值1.00港元的普通股合併為每股面值5.00港元，合併後的已發行股數為10,572,780,266股。
2. 所示的股份數目，已包括中銀集團保險有限公司及中銀集團人壽保險有限公司(兩者均為中國銀行的全資附屬公司)各自實益持有的9,000,000股本公司股份。
3. BOC (BVI)為中銀香港集團的全資附屬公司，而中銀香港集團則為中國銀行的全資附屬公司。因此，根據《證券(公開權益)條例》，中銀香港集團與中國銀行被視為於本公司股本中擁有與BOC (BVI)相同的股本權益。
4. 中國銀行實益擁有華僑93.64%的股權。因此，根據《證券(公開權益)條例》，中國銀行被視為於本公司股本中擁有與華僑相同的股本權益。

2. 董事及行政總裁於本公司股份中之權益

假設本公司於二零零二年六月三十日已於聯交所上市，於二零零二年六月三十日，概無任何董事、行政總裁或彼等各自的聯繫人於本公司或其任何聯營公司(定義詳見《證券(公開權益)條例》)之股份中，擁有須列入根據《證券(公開權益)條例》第29條所備存的登記冊內的權益，或根據《上市公司董事進行證券交易的標準守則》須知會本公司及聯交所的權益。

1. Substantial shareholders (*continued*)

Notes:

- a. Prior to 10 July 2002, the issued share capital of the Company was HK\$52,863,901,330 divided into 52,863,901,330 shares of HK\$1.00 each. By an ordinary resolution passed by the shareholders on 10 July 2002, the issued share capital of the Company was consolidated and divided into 10,572,780,266 shares of HK\$5.00 each.
- b. The number of shares shown includes 9,000,000 shares in the Company beneficially held by each of Bank of China Group Insurance Company Limited and BOC Group Life Assurance Company Limited, both of which are wholly owned subsidiaries of BOC.
- c. BOC (BVI) is a wholly owned subsidiary of BOCHK, which in turn is a wholly owned subsidiary of BOC. Accordingly, BOCHK and BOC are deemed to have the same interests in the shares of the Company as BOC (BVI) for the purpose of the SDI Ordinance.
- d. BOC beneficially owns 93.64% of Hua Chiao. Accordingly, BOC is deemed to have the same interests in the shares of the Company as Hua Chiao for the purpose of the SDI Ordinance.

2. Directors and Chief Executive's interests in the Company's shares

As at 30 June 2002, none of the Directors, the Chief Executive or their respective associates has any interests in shares of the Company or any of its associated corporations within the meaning of the SDI Ordinance, which, if the Company were listed on 30 June 2002, would have been required to be recorded in the register required to be kept under Section 29 of the SDI Ordinance or as otherwise would have been required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

公司其他資料(續)
Other Corporate Information (continued)
3. 董事及行政總裁認購本公司股份的權利

於二零零二年六月三十日，概無董事、行政總裁或彼等各自的聯繫人擁有認購本公司證券的權利。於二零零二年七月五日，BOC (BVI)向下列董事及另外約60名本集團高級管理人員授予認股權，彼等可據此向BOC (BVI)購入合共31,132,600股BOC (BVI)所持有的本公司股份，認購價為每股8.5港元。

3. Directors and Chief Executive's rights to subscribe for the Company's shares

As at 30 June 2002, none of the Directors, the Chief Executive or their respective associates has any right to subscribe for shares of the Company. On 5 July 2002, the following Directors together with approximately 60 senior management personnel of the Group were granted options by BOC (BVI) to purchase an aggregate of 31,132,600 existing issued shares of the Company at a price of HK\$8.50 per share.

<u>董事姓名</u>	<u>Name of Director</u>	<u>授予認股權的 相關股份數目 No. of underlying shares in respect of which options were granted</u>
劉明康	LIU Mingkang	1,735,200
孫昌基	SUN Changji	1,590,600
劉金寶	LIU Jinbao	1,735,200
平岳	PING Yue	1,446,000
華慶山	HUA Qingshan	1,446,000
李早航	LI Zaohang	1,446,000
和廣北	HE Guangbei	1,446,000
周載群	ZHOU Zaiqun	1,446,000
張燕玲	ZHANG Yanling	1,446,000
合計：	Total：	<u>13,737,000</u>

上述認股權自二零零二年七月二十五日起一年內不得行使。該等認股權自二零零二年七月二十五日起四年內歸屬，該等認股權的25%股份數目將於每年年底歸屬，有效行使期間為10年。

None of these options may be exercised within one year from 25 July 2002. These options have a vesting period of four years from 25 July 2002 with a valid exercise period of ten years. 25% of the number of shares subject to such options will vest at the end of each year.

公司其他資料 (續)

Other Corporate Information (*continued*)

4. 購買、出售或贖回本公司股份

於回顧期間內，本公司及其任何附屬公司概無購買、出售或贖回本公司任何股份。

5. 稽核委員會

因應本公司稽核委員會之要求，本集團外部核數師已按照香港會計師公會頒佈的核數準則第七百號對此中期報告進行審閱。稽核委員會跟管理層審閱集團所採用之會計準則及做法，並已就有關內部監控及財務報告等事項(包括審閱中期報告)進行商討。

6. 最佳應用守則之遵守

雖然本公司股份於二零零二年七月二十五日才開始於聯交所上市及交易，除本公司非執行董事仍依據本公司組織章程細則於股東周年大會上輪值告退而並無指定任期外，並無董事知悉任何足以合理指出本公司在截至二零零二年六月三十日止期間之會計時段內任何時間，未有遵照聯交所證券上市規則附註14隨附之最佳應用守則的規定行事。

7. 披露要求之遵守

於編製本集團截至二零零二年六月三十日止期間的中期業績報告時，本集團已完全遵照香港金融管理局於二零零一年十一月頒佈之監管政策手冊內有關本地註冊認可機構披露財務資料指引之各項要求。

4. Purchase, sale or redemption of the Company's shares

During the period under review, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

5. Audit Committee

At the request of the Audit Committee of the Company, the Group's external auditors have carried out a review of the unaudited financial statements in accordance with the Statement of Auditing Standards ("SAS") 700 issued by the Hong Kong Society of Accountants. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited interim financial statements.

6. Compliance with the Code of Best Practice

Although the shares of the Company was only listed and commenced trading on the Stock Exchange on 25 July 2002, none of the Directors is aware of any information which would reasonably indicate that the Company is not, or was not, for any part of the accounting period for the period ended 30 June 2002, 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 except that non-executive Directors were not appointed for a specific term but are subject to retirement by rotation at annual general meetings pursuant to the Company's Articles of Association.

7. Compliance with disclosure requirements

In preparing its interim report for the period ended 30 June 2002, the Group has fully complied with the guideline on "Interim Financial Disclosure by Locally Incorporated Authorised Institutions" under the Supervisory Policy Manual issued by the Hong Kong Monetary Authority in November 2001.