

# Additional Information

## Directors' and Chief Executive's Interests in Shares

As at June 30, 2002, the interests of the directors, the chief executive and their associates in the shares 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 (the "SDI Ordinance") were as follows:-

### *Interests in the Company:*

Name of director	Number of issued ordinary shares of HK\$1.00 each				
	Personal	Family	Corporate	Other	Total
YANG Fan Shing, Andrew	–	–	75,495,242 <sup>1</sup>	–	75,495,242
SO Wing Hung, Peter	–	–	–	276,000 <sup>2</sup>	276,000
ALLEN Peter Anthony	360,000	–	–	–	360,000

The directors' and chief executive's interests in the Company's share options are disclosed in the section "Directors' and Chief Executive's Rights to Acquire Shares" below.

### *Interests in associated corporations:*

#### *I. Pacific Century Regional Developments Limited ("PCRD")*

Name of director	Number of issued ordinary shares of S\$0.10 each				
	Personal	Family	Corporate	Other	Total
ALLEN Peter Anthony	5,010,000	–	–	–	5,010,000
CHUNG Cho Yee, Mico	8,000,000	–	–	–	8,000,000
TO Peter	8,858,000	–	–	–	8,858,000

#### *II. Pacific Century CyberWorks Limited ("PCCW")*

Name of director	Number of issued ordinary shares of HK\$0.05 each				
	Personal	Family	Corporate	Other	Total
SO Wing Hung, Peter	–	–	–	453,305 <sup>2</sup>	453,305
ALLEN Peter Anthony	300,000	–	–	–	300,000
ARENA Alexander Anthony	201,000 <sup>3</sup>	–	–	–	201,000
CHUNG Cho Yee, Mico	5,881,300	92,276	–	–	5,973,576
TO Peter	5,500,000	–	–	–	5,500,000
CHANG Hsin Kang	70,000	–	–	–	70,000

## Additional Information

### III. Pacific Century CyberWorks Japan Co., Ltd.

Number of issued ordinary shares of Yen50.00 each					
Name of director	Personal	Family	Corporate	Other	Total
BONNER John Todd	480,000	–	–	–	480,000

### IV. iLink Holdings Limited (“iLink”)

Number of issued ordinary shares of HK\$0.02 each					
Name of director	Personal	Family	Corporate	Other	Total
CHEUNG Sum, Sam	–	–	–	400,500,000 <sup>4</sup>	400,500,000
CHUNG Cho Yee, Mico	–	–	–	400,500,000 <sup>4</sup>	400,500,000

#### Notes:

- 1 Mr. YANG Fan Shing, Andrew is deemed to be interested in 75,495,242 shares of the Company held by a company which is owned by him and his spouse.
- 2 Shares are held by a trust, beneficiaries of which are family members of Mr. SO Wing Hung, Peter.
- 3 1,000 shares of which are held in the form of 100 ADRs (American Depository Receipts), each representing 10 ordinary shares.
- 4 Each of Mr. CHEUNG Sum, Sam and Mr. CHUNG Cho Yee, Mico is deemed to be interested in 400,500,000 ordinary shares of iLink by virtue of being a beneficiary under a trust.

Save as disclosed above, none of the directors or the chief executive or their associates had any personal, family, corporate or other interests in the shares of the Company or any of its associated corporations as defined in the SDI Ordinance.

## Additional Information

### Directors' and Chief Executive's Rights to Acquire Shares

- (a) Pursuant to the Company's share option scheme, the Company has granted options on the Company's shares in favour of the following directors of the Company, the details of which are as follows:-

Name of director	Date of grant of share options	Exercisable period	Exercise price HK\$	Number of share options outstanding as at January 1 and June 30, 2002
YUEN Tin Fan, Francis	July 7, 1999	July 7, 2000 to July 6, 2009	5.233	19,440,000
YANG Fan Shing, Andrew	July 7, 1999	July 7, 2000 to July 6, 2009	5.233	4,560,000
ALLEN Peter Anthony	July 7, 1999	July 7, 2000 to July 6, 2009	5.233	600,000
BONNER John Todd	July 7, 1999	July 7, 2000 to July 6, 2009	5.233	16,560,000
CHUNG Cho Yee, Mico	July 7, 1999	July 7, 2000 to July 6, 2009	5.233	2,280,000
LEE Ho Sang *	July 7, 1999	July 7, 2000 to July 6, 2009	5.233	2,280,000
	July 7, 1999	July 7, 2000 to July 6, 2007	4.187	583,200
LUK Kin Yu, Peter *	July 7, 1999	July 7, 2000 to July 6, 2009	5.233	2,280,000
	July 7, 1999	July 7, 2000 to July 6, 2007	4.187	874,800

\* Messrs. LEE Ho Sang and LUK Kin Yu, Peter resigned as directors of the Company on March 15, 2002 and continued to work as consultants up to June 30, 2002. Their share options were lapsed on July 31, 2002.

No share option of the Company has been granted to or exercised by the directors during the period ended June 30, 2002. No share option of the directors has been cancelled or lapsed during the period.

## Additional Information

- (b) Certain of the Company's directors have options to subscribe for shares in PCR.D. Details of the outstanding options granted to them by PCR.D are as follows:-

Name of director	Date of grant of share options	Exercisable period	Exercise price S\$	Number of share options outstanding as at January 1 and June 30, 2002
ARENA Alexander Anthony	November 24, 1999	October 25, 2001 to October 24, 2009	0.7584	15,300,000
BONNER John Todd	November 24, 1999	October 25, 2001 to October 24, 2009	0.7584	5,000,000

No share option of PCR.D has been granted to or exercised by the Company's directors during the period. No share option of the Company's directors has been cancelled or lapsed during the period.

- (c) Certain of the Company's directors have options to subscribe for shares in PCCW. Details of the outstanding options granted to them by PCCW are as follows:-

Name of director	Date of grant of share options	Exercisable period	Exercise price HK\$	Number of share options outstanding as at January 1 and June 30, 2002
YUEN Tin Fan, Francis	August 28, 1999	August 17, 2003 to August 17, 2009	2.356	10,670,000
	August 26, 2000	August 26, 2001 to August 26, 2010	12.024	16,000,000
	February 20, 2001	August 26, 2001 to January 22, 2011	3.368	16,000,000
CHEUNG Sum, Sam	January 22, 2001	August 22, 2001 to May 26, 2011	3.368	3,000,000
ALLEN Peter Anthony	August 28, 1999	August 17, 2000 to August 17, 2009	2.356	1,360,000
	August 26, 2000	August 26, 2001 to August 26, 2010	12.024	893,000
	February 20, 2001	August 26, 2001 to January 22, 2011	3.368	893,000
ARENA Alexander Anthony	August 28, 1999	August 17, 2000 to August 17, 2009	2.356	16,000,000
	August 26, 2000	August 26, 2001 to August 26, 2010	12.024	8,000,000
	February 20, 2001	August 26, 2001 to January 22, 2011	3.368	8,000,000

## Additional Information

Name of director	Date of grant of share options	Exercisable period	Exercise price HK\$	Number of share options outstanding as at January 1 and June 30, 2002
BONNER John Todd	November 13, 1999	August 17, 2000 to October 25, 2009	4.552	5,000,000
	August 26, 2000	August 26, 2001 to August 26, 2010	12.024	2,400,000
	February 20, 2001	August 26, 2001 to January 22, 2011	3.368	2,400,000
CHUNG Cho Yee, Mico	August 28, 1999	August 17, 2001 to August 17, 2009	2.356	17,876,000
	August 26, 2000	August 26, 2001 to August 26, 2010	12.024	5,300,000
	February 20, 2001	August 26, 2001 to January 22, 2011	3.368	5,300,000
TO Peter	August 28, 1999	August 17, 2001 to August 17, 2009	2.356	21,800,000

No share option of PCCW has been granted to or exercised by the Company's directors during the period. No share option of the Company's directors has been cancelled or lapsed during the period.

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

## Additional Information

### Substantial Shareholders

As at June 30, 2002, the following interests of 10% or more of the share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance:-

Name	Notes	Number of issued shares held		Percentage of total issued shares
		Direct interest	Deemed interest	
Pacific Century Regional Developments Limited	(1)	370,352,700	–	44.94%
Li Tzar Kai, Richard	(1)	–	370,352,700	44.94%
Pacific Century Group Holdings Limited	(1)	–	370,352,700	44.94%
Pacific Century International Limited	(1)	–	370,352,700	44.94%
Pacific Century Group (Cayman Islands) Limited	(1)	–	370,352,700	44.94%
Anglang Investments Limited	(1)	–	370,352,700	44.94%
Million Profits Enterprises Inc.	(2)	–	101,060,000	12.26%
The Ming An Insurance Company (Hong Kong), Limited	(2)	–	101,060,000	12.26%
China Insurance H.K. (Holdings) Company Limited	(2)	–	101,060,000	12.26%

Notes:

- (1) Each of Mr. Li Tzar Kai, Richard, Pacific Century Group Holdings Limited, Pacific Century International Limited, Pacific Century Group (Cayman Islands) Limited and Anglang Investments Limited is taken to have an interest under the SDI Ordinance in the same 370,352,700 shares held by Pacific Century Regional Developments Limited.
- (2) Each of Million Profits Enterprises Inc., The Ming An Insurance Company (Hong Kong), Limited and China Insurance H.K. (Holdings) Company Limited is taken to have an interest under the SDI Ordinance in the same 101,060,000 shares, in aggregate, beneficially owned by Joyful Box Inc. and King System Limited.

Save as disclosed above, no person, other than the directors of the Company, whose interests are set out in the section "Directors' and Chief Executive's Interests in Shares" above, had registered an interest in the share capital of the Company that was required to be recorded pursuant to Section 16(1) of the SDI Ordinance.

## Additional Information

### Share Option Scheme (the “Scheme”)

As at June 30, 2002, the Company had 62,111,430 (as at December 31, 2001: 65,529,330) outstanding share options. Details of outstanding share options under the Scheme during the period ended June 30, 2002 were as follows:-

Name or category of participant	Date of grant of share options	Exercisable period	Exercise price HK\$	Number of share options					
				Outstanding at January 1, 2002	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	Outstanding at June 30, 2002
(i) Directors, chief executive and their associates									
In aggregate	July 7, 1999	July 7, 2000 to July 6, 2007	4.187	1,458,000	-	-	-	-	1,458,000 <sup>1</sup>
	July 7, 1999	July 7, 2000 to July 6, 2009	5.233	48,000,000	-	-	-	-	48,000,000 <sup>2</sup>
				49,458,000	-	-	-	-	49,458,000

#### Notes:

- 1 These share options were granted to Messrs. LEE Ho Sang and LUK Kin Yu, Peter who resigned as directors of the Company on March 15, 2002 and continued to work as consultants up to June 30, 2002. These share options were lapsed on July 31, 2002.
- 2 These share options included 4,560,000 share options granted to Messrs. LEE Ho Sang and LUK Kin Yu, Peter which were lapsed on July 31, 2002.

For individual details, please refer to the section “Directors’ and Chief Executive’s Rights to Acquire Shares” above.

## Additional Information

Name or category of participant	Date of grant of share options	Exercisable period	Exercise price HK\$	Number of share options					
				Outstanding at January 1, 2002	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	Outstanding at June 30, 2002
(ii) Options granted in excess of the individual limit									
Nil	-	-	-	-	-	-	-	-	-
(iii) Other employees									
In aggregate	July 7, 1999	July 7, 2000 to July 6, 2007	4.187	2,809,200	-	-	64,800	-	2,744,400
	July 7, 1999	July 7, 2000 to July 6, 2009	4.448	835,800	-	-	403,800	-	432,000
				3,645,000	-	-	468,600	-	3,176,400
(iv) Suppliers of goods or services									
Nil	-	-	-	-	-	-	-	-	-
(v) Others (Agents)									
In aggregate	July 7, 1999	July 7, 2000 to July 6, 2007	4.187	7,478,790	-	-	1,626,600	-	5,852,190
	July 7, 1999	July 7, 2000 to July 6, 2009	4.448	4,533,300	-	-	1,087,260	-	3,446,040
	July 7, 1999	July 7, 2000 to July 6, 2009	5.233	414,240	-	-	235,440	-	178,800
				12,426,330	-	-	2,949,300	-	9,477,030



## Additional Information

The vesting period of the share options is as follows:-

20% to 60% of the holders' entitlements to the outstanding share options granted became exercisable commencing on the first anniversary of the date of grant, and on subsequent second to fifth anniversaries of the date of grant, further 20% tranches of the holders' entitlements, as applicable, become exercisable.

During the period, no share options were granted, cancelled or exercised and 3,417,900 share options had lapsed.

### Purchase, Sale or Redemption of Shares

Details of the repurchases of the Company's shares during the six months ended June 30, 2002 are set out in Note 7 to the unaudited condensed interim financial statements.

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

### Code of Best Practice

No director is aware of any information which would indicate that the Company is not, or was not, in compliance with the Code of Best Practice as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited at any time during the six months ended June 30, 2002.

### Audit Committee

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters for the six months ended June 30, 2002.

On behalf of the Board

YUEN Tin Fan, Francis

*Chairman*

Hong Kong, August 30, 2002