

ADDITIONAL INFORMATION

其他資料

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 6 January 2003 to Friday, 10 January 2003, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration, not later than 4:00 p.m. on Friday, 3 January 2003.

DIRECTORS' INTERESTS IN SHARES AND WARRANTS

At 30 September 2002, the interests of the directors in the share capital and warrants of the Company and its associated corporations (as defined in the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")), as required to be recorded in the register maintained by the Company pursuant to Section 29 of the SDI Ordinance or, as otherwise notified the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Model Code"), were as follows:

(A) Shares

(a) The Company

Name of director 董事姓名	Number of shares held 所持股份數目			Total 總數
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	
Lo Lin Shing, Simon 魯連城	1,000,000	–	70,616,222 (Note 1) (附註1)	71,616,222
Wong Shiu Hoi, Peter 黃紹開	12,700,000	–	–	12,700,000
Lee Yiu Wing, William 李耀榮	300,000	–	–	300,000
Chan Chi On, Derek 陳志安	460,000	–	–	460,000
Chan Wing Luk 陳永陸	2,000,000	–	–	2,000,000
Wong Kwok Kin, Andrew 黃國堅	–	390,000 (Note 2) (附註2)	–	390,000

暫停辦理股東登記手續

本公司將於二零零三年一月六日(星期一)至二零零三年一月十日(星期五)(包括首尾兩天)暫停辦理股東登記,期間將不辦理股份過戶手續。為確保享有領取中期股息之資格,所有過戶表格連同有關之股票,必須於二零零三年一月三日(星期五)下午四時前交回本公司於香港之股份過戶登記分處香港中央證券登記有限公司,地址為香港皇后大道東183號合和中心17樓1712-1716室,辦理手續。

董事之股份及認股權證權益

於二零零二年九月三十日,按本公司根據證券(披露權益)條例(「披露權益條例」)第29條規定保存之登記冊所載,或根據香港聯合交易所有限公司證券上市規則內上市公司董事進行證券交易之標準守則(「標準守則」)須向本公司及香港聯合交易所有限公司(「聯交所」)作出之呈報顯示,董事於本公司及其相聯法團(定義見披露權益條例)之股本及認股權證中所擁有之股份及認股權證權益如下:

(A) 股份

(a) 本公司

ADDITIONAL INFORMATION

其他資料

DIRECTORS' INTERESTS IN SHARES AND WARRANTS (continued)

董事之股份及認股權證權益 (續)

(A) *Shares* (continued)

(A) 股份 (續)

(b) The associated corporation

(b) 相聯法團

Name of director 董事姓名	Class of shares 股份類別	Name of associated corporation 相聯法團名稱	Number of shares held (Corporate interests) 所持股份數目 (公司權益)
Lo Lin Shing, Simon	Non-voting deferred shares	Tai Fook Finance Company Limited (Note 3)	47,670,000 (Note 1)
魯連城	無投票權 遞延股份	大福財務有限公司 (附註3)	47,670,000 (附註1)

Notes:

附註：

- (1) These shares are held by Wellington Equities Inc., a company beneficially wholly-owned by Mr. Lo Lin Shing, Simon.
- (2) These shares are held by Mrs. Wong Li Chak Wing, Winnie, the spouse of Mr. Wong Kwok Kin, Andrew.
- (3) Tai Fook Finance Company Limited is an indirect wholly-owned subsidiary of the Company.

- (1) 該等股份乃由魯連城先生實益全資擁有之公司 Wellington Equities Inc. 所持有。
- (2) 該等股份乃由黃國堅先生之配偶黃李澤永女士所持有。
- (3) 大福財務有限公司為本公司之間接全資附屬公司。

(B) *Warrants*

(B) 認股權證

Name of director 董事姓名	Personal interests 個人權益	Number of warrants held 所持認股權證數目		Total 總數
		Family interests 家族權益	Corporate interests 公司權益	
Lo Lin Shing, Simon 魯連城	200,000	—	14,123,244 (Note) (附註)	14,323,244
Wong Shiu Hoi, Peter 黃紹開	2,480,000	—	—	2,480,000
Chan Chi On, Derek 陳志安	92,000	—	—	92,000
Chan Wing Luk 陳永陸	400,000	—	—	400,000

Note:

附註：

These warrants are held by Wellington Equities Inc., a company beneficially wholly-owned by Mr. Lo Lin Shing, Simon.

該等認股權證乃由魯連城先生實益全資擁有之公司 Wellington Equities Inc. 所持有。

DIRECTORS' INTERESTS IN SHARES AND WARRANTS (continued)

In addition to the above, a director has a non-beneficial personal equity interest in a subsidiary held for the benefit of the Group solely for the purpose of complying with the minimum company membership requirements.

Save as disclosed above, none of the directors or their associates had any personal, family, corporate or other interests in the equity or debt securities of the Company and any of its associated corporations (as defined in the SDI Ordinance), as required to be recorded in the register maintained by the Company pursuant to Section 29 of the SDI Ordinance, or as otherwise notified the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the sections headed "Directors' interests in shares and warrants" above and "Share option scheme" below, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

On 23 August 2002, the shareholders of the Company approved the adoption of a new share option scheme (the "2002 Share Option Scheme") which complies with the new requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and termination of the share option scheme adopted by the Company at its special general meeting on 17 July 1996 and amended by resolution of the directors on 30 July 1996 (the "1996 Share Option Scheme") to the effect that no further share options shall be granted under the 1996 Share Option Scheme. The 2002 Share Option Scheme was adopted for the purpose of attracting, retaining and motivating talented employees and executive directors of the Company and its subsidiaries to strive towards long term performance targets set by the Company and its subsidiaries and at the same time allowing the participants to enjoy the results of the Company attained through their effort and contribution.

At 30 September 2002, options to subscribe for a total of 35,400,000 shares were still outstanding under the 1996 Share Option Scheme. No share options have been granted under the 2002 Share Option Scheme.

董事之股份及認股權證權益 (續)

除上述者外，一名董事代本集團持有一間附屬公司之權益，並非個人實益擁有，乃為符合最少公司成員之要求而持有。

除上文所披露者外，按本公司根據披露權益條例第29條規定保存之登記冊所載，或根據標準守則須向本公司及聯交所作出之呈報顯示，各董事或彼等各自之聯繫人士概無在本公司及其相聯法團（定義見披露權益條例）之股本或債務證券中擁有任何個人、家族、公司或其他權益。

董事購買股份或債券之權利

除上文「董事之股份及認股權證權益」一節及下文「購股權計劃」一節所披露者外，於本年度內任何時間，概無任何董事或彼等各自之配偶或18歲以下之子女獲授可藉購買本公司之股份或債券而獲得利益之權利；而彼等亦無行使任何該等權利；本公司或其任何附屬公司亦無訂立任何安排，致使董事可於任何其他法人團體中獲得該等權利。

購股權計劃

於二零零二年八月二十三日，本公司股東批准採納符合香港聯合交易所有限公司證券上市規則（「上市規則」）新規定之新購股權計劃（「二零零二購股權計劃」）及終止本公司於一九九六年七月十七日舉行之股東特別大會上採納，並於一九九六年七月三十日經董事議決修訂之購股權計劃（「一九九六購股權計劃」），以致不能再根據一九九六購股權計劃授出購股權。採納二零零二購股權計劃旨在吸引、挽留及鼓勵本公司及其附屬公司能幹之員工及執行董事以達成本公司制定的長遠表現目標，同時讓參與者共同分享他們為本公司業務付出的貢獻帶來之成果。

於二零零二年九月三十日，根據一九九六購股權計劃尚有可認購35,400,000股股份之購股權尚未行使。根據二零零二購股權計劃，並無授出任何購股權。

ADDITIONAL INFORMATION

其他資料

SHARE OPTION SCHEME (continued)

購股權計劃 (續)

Movements of the share options under the 1996 Share Option Scheme during the period are listed below:

以下為根據一九九六購股權計劃之購股權於本期間內之變動:

Name or category of participant	At 1 April 2002	Granted during the period	Number of share options			At 30 September 2002
			Exercised during the period	Lapsed during the period	購股權數目	
參與者之姓名或類別	於二零零二年四月一日	於本期間內授出	於本期間內行使	於本期間內註銷		於二零零二年九月三十日
Directors						
董事						
Lo Lin Shing, Simon	4,500,000	–	–	–		4,500,000
魯連城						
Wong Shiu Hoi, Peter	4,500,000	–	–	–		4,500,000
黃紹開						
Lee Yiu Wing, William	2,500,000	–	–	–		2,500,000
李耀榮						
Chan Chi On, Derek	2,500,000	–	–	–		2,500,000
陳志安						
Luo Gang	1,000,000	–	–	–		1,000,000
羅剛						
	<u>15,000,000</u>	<u>–</u>	<u>–</u>	<u>–</u>		<u>15,000,000</u>
Other employees						
其他僱員						
In aggregate	21,400,000	–	–	1,000,000		20,400,000
總計				(Note)		(附註)
	<u>36,400,000</u>	<u>–</u>	<u>–</u>	<u>1,000,000</u>		<u>35,400,000</u>

Date of grant of share options*	Exercise period of share options	Exercise price of share options** HK\$ 購股權 行使價** 港元	Price of Company's shares *** 本公司股價***	
			Immediately preceding the grant date of share options	Immediately preceding the exercise date of share options
			HK\$ 緊接購股權 授出日期前 港元	HK\$ 緊接購股權 行使日期前 港元
15 May 2001 二零零一年 五月十五日	16 November 2001 – 16 November 2004 二零零一年十一月十六日至 二零零四年十一月十六日	0.93	1.12	N/A 不適用
15 May 2001 二零零一年 五月十五日	16 November 2001 – 16 November 2004 二零零一年十一月十六日至 二零零四年十一月十六日	0.93	1.12	N/A 不適用
15 May 2001 二零零一年 五月十五日	16 November 2001 – 16 November 2004 二零零一年十一月十六日至 二零零四年十一月十六日	0.93	1.12	N/A 不適用
15 May 2001 二零零一年 五月十五日	16 November 2001 – 16 November 2004 二零零一年十一月十六日至 二零零四年十一月十六日	0.93	1.12	N/A 不適用
15 May 2001 二零零一年 五月十五日	16 November 2001 – 16 November 2004 二零零一年十一月十六日至 二零零四年十一月十六日	0.93	1.12	N/A 不適用
15 May 2001 二零零一年 五月十五日	16 November 2001 – 16 November 2004 二零零一年十一月十六日至 二零零四年十一月十六日	0.93	1.12	N/A 不適用

ADDITIONAL INFORMATION

其他資料

SHARE OPTION SCHEME (continued)

Note:

The share options were lapsed during the period in accordance with rule 7(b) of the 1996 Share Option Scheme.

- * The vesting period of the share options is from the date of the grant until the commencement of the exercise period. All share options referred to above are subject to a six-month vesting period.
- ** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- *** The price of the Company's shares disclosed as immediately preceding the grant date of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of the grant of the share options. The price of the Company's shares disclosed as immediately preceding the exercise date of the share options is the weighted average of the Stock Exchange closing prices over all the exercises of share options within the disclosure category.

The financial impact of the share options granted is not recorded in the Company's or the Group's balance sheet until such time as the share options are exercised, and no charge is recorded in the profit and loss account or balance sheet for their cost. Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Share options which are cancelled prior to their exercise date are deleted from the register of outstanding share options.

購股權計劃 (續)

附註：

根據一九九六購股權計劃規則第7(b)條，該購股權已於本期間內註銷。

- * 購股權之既定期限由授出日期起至行使期開始之時。以上所有的購股權均有六個月之既定期。
- ** 購股權之行使價須就供股、發行紅利或其他類似之本公司股本變動而予以調整。
- *** 本公司於緊接購股權授出日期前披露之股價為緊接購股權授出當日之前一個交易日在聯交所之收市價。於緊接購股權行使日期前披露之本公司股價乃就披露類別中全數行使購股權而在聯交所的收市價之加權平均數。

已授出購股權之財務影響於該等購股權獲行使之前概無記錄於本公司或本集團之資產負債表內，且並無於損益表或資產負債表內就其成本記錄支出。待購股權獲行使後，其後發行之股份均由本公司按股份面值記錄為額外股本，而每股行使價與股份面值之差額則由本公司記錄於股份溢價賬內。於行使日期前註銷之購股權已在未行使購股權登記冊中刪除。

SUBSTANTIAL SHAREHOLDERS

At 30 September 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:

主要股東

於二零零二年九月三十日，按本公司根據披露權益條例第 16(1) 條規定保存之登記冊所載，下列股東擁有本公司股本百分之十或以上之權益：

Name 名稱	Notes 附註	Number of shares held 所持有股份數目		Percentage 百分比率
		Direct interests 直接權益	Deemed interests 視作擁有權益	
Chow Tai Fook Nominee Limited 周大福代理人有限公司	(1)	107,140,540	–	22.51
Chow Tai Fook Enterprises Limited 周大福企業有限公司	(2)	30,977,916	97,624,340	27.02
New World Development Company Limited (“NWD”) 新世界發展有限公司 (「新世界發展」)	(3)	–	97,624,340	20.51
Citiplus Investment Limited (“CIL”)	(4)	–	97,624,340	20.51
New World Services Limited (incorporated in the Cayman Islands) (“NWS (Cayman)”) 新世界創建有限公司 (於開曼群島註冊成立) (「新世界創建」)	(5)	–	97,624,340	20.51
New World Services Limited (incorporated in the British Virgin Islands) (“NWS (BVI)”) New World Services Limited (於英屬處女 群島註冊成立) (「NWS (BVI)」)	(6)	–	97,624,340	20.51
NWS Financial Management Services Limited		97,624,340	–	20.51
Wellington Equities Inc.	(7)	70,616,222	–	14.84

Notes:

- (1) Mr. Cheng Yu Tung beneficially owns all of the issued shares in Chow Tai Fook Nominee Limited.
- (2) Chow Tai Fook Enterprises Limited and its subsidiaries have interests in more than one-third of the issued shares of NWD and is accordingly deemed to have an interest in the shares deemed to be interested by NWD.

附註：

- (1) 鄭裕彤先生實益擁有周大福代理人有限公司之全部已發行股份。
- (2) 周大福企業有限公司及其附屬公司擁有三分之一以上新世界發展已發行股份，因而被視為於新世界發展被視為擁有之股份中擁有權益。

ADDITIONAL INFORMATION

其他資料

SUBSTANTIAL SHAREHOLDERS (continued)

Notes (continued)

- (3) CIL is a wholly-owned subsidiary of NWD and its interests in the Company is deemed to be held by NWD.
- (4) NWS (Cayman) is a 51% owned subsidiary of CIL and its interests in the Company is deemed to be held by CIL.
- (5) NWS (BVI) is a wholly-owned subsidiary of NWS (Cayman) and its interests in the Company is deemed to be held by NWS (Cayman).
- (6) NWS Financial Management Services Limited is a wholly-owned subsidiary of NWS (BVI) and its interests in the Company is deemed to be held by NWS (BVI).
- (7) These shares were shown in the corporate interests in the Company of Mr. Lo Lin Shing, Simon as set out in the section headed “Directors’ interests in shares and warrants”.

Save as disclosed above, no person, other than the directors of the Company, whose interests are set out in the section headed “Directors’ interests in shares and warrants” 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.

主要股東 (續)

附註 (續)

- (3) CIL為新世界發展之全資附屬公司，故其於本公司之權益被視為由新世界發展所持有。
- (4) 新世界創建為CIL擁有百分之五十一之附屬公司，故其於本公司之權益被視為CIL所持有。
- (5) NWS(BVI)為新世界創建之全資附屬公司，故其於本公司之權益被視為由新世界創建所持有。
- (6) NWS Financial Management Services Limited為NWS(BVI)之全資附屬公司，故其於本公司之權益被視為由NWS(BVI)所持有。
- (7) 該等股份已於「董事之股份及認股權證權益」一節詳列為魯連城先生於本公司之公司權益。

除上文所披露者外，概無任何人士(本公司董事除外，其權益已載於上文「董事之股份及認股權證權益」一節內)登記擁有根據披露權益條例第16(1)條規定須記錄之本公司股本權益。

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

購買、出售或贖回本公司之上市證券

During the period, the Company repurchased a total of 4,396,000 of its listed shares on the Stock Exchange. Details of the repurchase are summarized as follows:

本公司在本期間內於聯交所購回其上市股份合共 4,396,000 股。購回之詳情摘要如下：

Month		Number of shares repurchased	Purchase price per share		Total Cost
			Highest	Lowest	
			HK\$	HK\$	HK\$
月份		已購回股份之數目	每股股份購買價格最高	最低	總成本
			港元	港元	港元
2002	二零零二年				
April	四月	4,000	1.02	N/A	4,080
May	五月	112,000	1.00	N/A	112,000
June	六月	4,000	1.02	N/A	4,080
July	七月	1,320,000	1.01	0.97	1,313,380
August	八月	2,690,000	1.01	0.94	2,658,900
September	九月	266,000	0.98	0.91	249,460
		<u>4,396,000</u>			<u>4,341,900</u>
Total expenses on shares repurchased	已購回股份之總支出				<u>16,676</u>
					<u>4,358,576</u>

The repurchased shares were cancelled during the period and the issued share capital of the Company was reduced by the par value thereof. The directors considered that the shares were repurchased for the purpose of enhancing the net asset value and earnings per share of the Company.

購回之股份已於本期間內被註銷，而本公司之已發行股本亦已按該等被註銷股份之面值減少。董事認為購回股份之目的在於提升本公司之資產淨值及每股盈利。

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the period other than as an agent for clients of the Company or its subsidiaries.

除上文所披露者外，本公司或其任何附屬公司在本期間內概無購買、出售或贖回本公司之任何上市證券，惟代表本公司或其附屬公司之客戶以代理人身份進行買賣者除外。

ADDITIONAL INFORMATION

其他資料

CODE OF BEST PRACTICE

In the opinion of the directors, the Company complied with the Code of Best Practice (the “Code”) as set out in Appendix 14 of the Listing Rules, throughout the accounting period covered by the interim report, except that the non-executive directors of the Company are not appointed for specific terms as required by paragraph 7 of the Code, but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company’s bye-laws.

AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code, for the purposes of reviewing with the management the accounting principles and practices adopted by the Group and providing supervision over the Group’s financial reporting process and internal controls, including reviewing connected transactions and unaudited interim results for the six months ended 30 September 2002. The audit committee comprises two independent non-executive directors and a non-executive director of the Company.

最佳應用守則

董事認為，在本中期報告所涵蓋之會計期間內，本公司已遵守上市規則附錄 14 所載之最佳應用守則（「守則」），惟根據守則第 7 段之規定本公司之非執行董事並無指定任期，並須根據本公司之公司組織章程細則之條文於本公司之股東週年大會上輪值告退及膺選連任除外。

審核委員會

本公司已按照守則之規定成立審核委員會。審核委員會之主要職責是與管理層檢討本集團採納之會計政策及實務，與及監察本集團之財務申報進度及內部監控程序，包括審核關連交易及截至二零零二年九月三十日止六個月之未經審核中期業績。審核委員會由本公司兩名獨立非執行董事及一名非執行董事組成。