

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES

根據上市規則提供之資料

DIRECTORS' INTERESTS IN SHARES AND WARRANTS

董事擁有股份及認股權證之權益

At 31 October, 2002, the interests of the directors of the Company and their associates in the share capital and the warrants of the Company as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance (“SDI Ordinance”) were as follows:

於二零零二年十月三十一日，按證券(披露權益)條例(「披露權益條例」)第29條而設立之登記名冊所載，本公司董事及彼等之聯繫人士所擁有本公司之股本及認股權證權益如下：

| Name of director 董事姓名 | | Number of issued ordinary shares and warrants held 所持有已發行普通股及認股權證數目 | | | |
|--------------------------|--------|--|--------------------------|-----------------------------|-------------------------|
| | | Personal interests 個人權益 | Family interests 家屬權益 | Corporate interests 公司權益 | Other interests 其他權益 |
| Mr. Li Tung Lok | 李同樂先生 | | | | |
| - Shares | — 股份 | 156,422,246 | 2,500,000 (Note 註 a) | 11,557,454 (Note 註 b) | — |
| - Warrants | — 認股權證 | 37,297,449 | 500,000 (Note 註 a) | 2,810,491 (Note 註 b) | — |
| Mr. Henry Cheng Hoi Tao | 鄭海滔先生 | | | | |
| - Shares | — 股份 | 100,000 | — | — | — |
| - Warrants | — 認股權證 | 20,000 | — | — | — |

DIRECTORS' INTERESTS IN SHARES AND WARRANTS (Continued)

Notes:

- (a) The family interests of 2,500,000 shares and 500,000 warrants represent the interest of the wife of Mr. Li Tung Lok.
- (b) Mr. Li Tung Lok is the controlling shareholder of Solar Forward Company Limited which owns 11,557,454 shares and 2,810,491 warrants of the Company.

Save as disclosed herein and for shares in subsidiaries held by the directors in trust for their immediate holding companies, at 31 October, 2002, none of the directors or chief executives of the Company, nor their associates, had any interest in any securities of the Company or any of its associated corporations as defined in the SDI Ordinance.

SHARE OPTIONS

(a) The Company

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 14 April, 2000 for the primary purpose of providing incentives to directors and eligible employees, and will expire on 13 April, 2005. Under the Scheme, the Board of Directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

董事擁有股份及認股權證之權益 (續)

註：

- (a) 家屬權益之2,500,000股股份及500,000份認股權證乃李同樂先生配偶之權益。
- (b) 李同樂先生乃Solar Forward Company Limited之控權股東，而該公司持有本公司11,557,454股股份及2,810,491份認股權證。

除上文所披露者及董事以信託方式代直接控股公司持有附屬公司之股份外，於二零零二年十月三十一日，本公司各董事、主要行政人員或彼等之聯繫人士概無擁有本公司或任何聯營公司(定義見披露權益條例)之任何證券權益。

購股權

(a) 本公司

本公司於二零零零年四月十四日通過決議案採納購股權計劃(「計劃」)，主要目的在於給予董事及合資格僱員獎勵，而計劃將於二零零五年四月十三日屆滿。根據計劃，本公司董事會可向合資格僱員(包括本公司及各附屬公司之董事)授出購股權，以認購本公司股份。

SHARE OPTIONS (Continued)

購股權 (續)

(a) The Company (Continued)

(a) 本公司 (續)

The following table discloses movements in the Company's share options during the period:

下表披露本公司購股權於期內之變動：

| | | | Outstanding at 1 May, 2002 | Granted/ Exercised during the period | Lapsed during the period | Outstanding at 31 October, 2002 |
|-------------------------|----------------|--------|----------------------------------|---|--------------------------------|--|
| | Option type | | 於 二零零二年 五月一日 尚未行使 | 期內授出 ／行使 | 期內 失效 | 於 二零零二年 十月 三十一日 尚未行使 |
| | 購股權 類別 | | | | | |
| Category 1: Directors | | 第一類：董事 | | | | |
| Mr. Li Tung Lok | A | 李同樂先生 | 12,725,000 | - | - | 12,725,000 |
| Mr. Henry Cheng Hoi Tao | A | 鄭海滔先生 | 185,000 | - | - | 185,000 |
| Total | | 總計 | 12,910,000 | - | - | 12,910,000 |
| Category 2: Employees | | 第二類：僱員 | | | | |
| | A | | 11,888,000 | - | 66,000 | 11,822,000 |
| | B | | 119,000 | - | 19,000 | 100,000 |
| Total | | 總計 | 12,007,000 | - | 85,000 | 11,922,000 |
| Total all categories | | 所有類別總計 | 24,917,000 | - | 85,000 | 24,832,000 |

Details of specific categories of options are as follows:

個別類別購股權之詳情如下：

| Option type 購股權類別 | Date of grant 授出日期 | Exercise period 行使期 | Exercise price 行使價 HK\$ 港元 |
|----------------------|-------------------------------|---|-------------------------------------|
| A | 28 April, 2000 二零零零年四月二十八日 | 28 April, 2000 to 25 May, 2005 二零零零年四月二十八日至 二零零五年五月二十五日 | 7.97 |
| B | 31 May, 2000 二零零零年五月三十一日 | 31 May, 2000 to 25 June, 2005 二零零零年五月三十一日至 二零零五年六月二十五日 | 8.40 |

SHARE OPTIONS (Continued)*(b) Associated corporation*

Pursuant to a share option scheme of ASAT, the details of certain share options previously granted to Mr. Li Tung Lok with nil consideration and exercisable from the date of acceptance to the date of expiry are as follows:

| Date of grant | Date of acceptance | Date of expiry | Vesting period from date of grant | Subscription price per ADS (Note) | Number of ordinary share options outstanding at 31 October, 2002 |
|---------------------------------------|--------------------------------------|---------------------------------------|-----------------------------------|-----------------------------------|--|
| 授出日期 | 接納日期 | 屆滿日期 | 自授出日期起計之權利賦予期 | 每份美國預託證券之認購價(註) US\$ 美元 | 於二零零二年十月三十一日尚未行使之普通股購股權數目 |
| 11 July, 2000 二零零零年 七月十一日 | 2 August, 2001 二零零一年 八月二日 | 11 July, 2010 二零一零年 七月十一日 | 4 years 4年 | 12.00 | 20,261,375 |
| 27 September, 2000 二零零零年 九月二十七日 | 2 August, 2001 二零零一年 八月二日 | 27 September, 2010 二零一零年 九月二十七日 | 1 year 1年 | 7.69 | 2,026,440 |
| 24 August, 2001 二零零一年 八月二十四日 | 25 February, 2002 二零零二年 二月二十五日 | 24 August, 2011 二零一一年 八月二十四日 | 1 year 1年 | 4.31 | 4,254,920 |

Note: One American Deposit Share (“ADS”) represents 5 ordinary shares of ASAT.

No options were exercised during the period.

購股權(續)*(b) 聯營公司*

根據樂依文之購股權計劃，先前李同樂先生以無償代價獲授並可於接納當日至屆滿日期行使之購股權詳情如下：

| Vesting period from date of grant | Subscription price per ADS (Note) | Number of ordinary share options outstanding at 31 October, 2002 |
|-----------------------------------|-----------------------------------|--|
| 自授出日期起計之權利賦予期 | 每份美國預託證券之認購價(註) US\$ 美元 | 於二零零二年十月三十一日尚未行使之普通股購股權數目 |
| 4 years 4年 | 12.00 | 20,261,375 |
| 1 year 1年 | 7.69 | 2,026,440 |
| 1 year 1年 | 4.31 | 4,254,920 |

註：一份美國預託證券(「美國預託證券」)相等於5股樂依文普通股。

期內概無購股權行使。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Except for the warrants and share options granted to certain directors of the Company as described in the sections headed “Directors’ Interests in Shares and Warrants” and “Share Options” and the share subscription agreement with Mr. Li Tung Lok as described in note 26 to the condensed financial statements, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors or chief executives, nor their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period.

DISCLOSURE PURSUANT TO PRACTICE NOTE 19 OF THE LISTING RULES

As at 31 October, 2002, the Company has two secured long term borrowings requiring an undertaking from Mr. Li Tung Lok, a director and a substantial shareholder of the Company, to maintain no less than a 35% shareholding of the Company or such other percentage shareholding which a mandatory offer would be triggered under the Hong Kong Code on Takeovers and Mergers, throughout the loan period. Details are as follows:

| Type 種類 | Outstanding amount 未償還金額 | Tenure 年期 |
|--|-------------------------------------|--|
| Secured long term bank loan 有抵押長期銀行貸款 | (i) US\$6.1 million 6,100,000美元 | 3 years ending in July 2005 三年，於二零零五年七月到期 |
| | (ii) US\$12 million 12,000,000美元 | 4 ¹ / ₂ years ending in April 2006 四年半，於二零零六年四月到期 |

購買股份或債券之安排

除「董事擁有股份及認股權證之權益」及「購股權」兩節所述本公司若干董事獲授之認股權證及購股權，以及簡明財務報告附註26所述與李同樂先生訂立之股份認購協議外，本公司或其任何附屬公司於期內任何時間概無訂立任何安排，使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益，而各董事、主要行政人員、彼等之配偶或18歲以下之子女於期內亦無擁有或行使可認購本公司證券之權利。

根據上市規則應用指引第19項作出之披露

於二零零二年十月三十一日，本公司兩項有抵押之長期借貸，須由本公司董事兼主要股東李同樂先生於整個借貸期間作出承諾，持有本公司股權不少於35%或根據香港公司收購及合併守則觸發強制收購之其他百分比之股權。有關詳情如下：

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed above in respect of Mr. Li Tung Lok, the Company had not been notified of any other interests representing 10% or more of the Company's issued share capital as at 31 October, 2002.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

There was no purchase, sale or redemption by the Company or any of its subsidiaries of listed securities of the Company during the period.

AUDIT COMMITTEE

The Audit Committee meets and communicates regularly with the Group's senior management and the external auditors to consider and review the Group's financial statements, the nature and scope of audit and review, and the effectiveness of internal control system and its compliance. The members consist of Mr. Robert Sze Tsai To, Mr. Robert Charles Nicholson and Mr. Alex Wong Chun Bong.

CORPORATE GOVERNANCE

None of the directors of the Company is aware of any information that would reasonably indicate that the Company is not, or was not for any part of the six months ended 31 October, 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 of Hong Kong Limited except that the non-executive directors were not appointed for a specific term.

主要股東

於二零零二年十月三十一日，除上述有關李同樂先生之權益外，就本公司所知，概無其他權益佔本公司已發行股本10%或以上。

購買、出售或贖回上市證券

本公司及其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

審核委員會

審核委員會與本集團之高級管理層及外界核數師定期舉行會議及溝通，以省覽及審閱本集團之財務報告、審核及審閱之性質及範圍、以及內部監控是否有效及遵守有關規例。委員會成員包括史習陶先生、黎高信先生及王振邦先生。

公司監管

除非執行董事並無指定任期外，本公司於截至二零零二年十月三十一日止六個月一直遵守香港聯合交易所有限公司證券上市規則附錄14所載之最佳應用守則。