

# additional information

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2003, the directors and chief executives or their associates had the following interests or short positions in shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of the Securities and Futures Ordinance (the "SFO") as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to 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 (the "Model Code"):-

### (A) Interests in shares/underlying shares of the Company

Name of director	Nature of interest	Number of shares/ underlying shares held and nature of interests			
		Number of shares/ underlying shares held	Notes	Total	Percentage of total issued shares
YUEN Tin Fan, Francis	Others	2,704,800	(a)	22,144,800	2.70%
	Personal	19,440,000	(b)		
CHAN Ping Kan, Raymond	Personal	8,000,000	(b)	8,000,000	0.97%
ALLEN Peter Anthony	Personal	360,000	(b)	960,000	0.12%
	Personal	600,000			
CHUNG Cho Yee, Mico	Personal	2,280,000	(b)	2,280,000	0.28%
SO Wing Hung, Peter	Others	276,000	(c)	276,000	0.03%

### (B) Interests in shares/underlying shares of the holding company of the Company

*Pacific Century Regional Developments Limited ("PCRD")*

Name of director	Nature of interest	Number of shares/ underlying shares held and nature of interests			
		Number of shares/ underlying shares held	Notes	Total	Percentage of total issued shares
ALLEN Peter Anthony	Personal	5,010,000		5,010,000	0.16%
ARENA Alexander Anthony	Personal	15,300,000	(b)	15,300,000	0.49%
CHUNG Cho Yee, Mico	Personal	8,000,000		8,000,000	0.26%

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## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

Notes:

- (a) These shares are held under T.F.Yuen Trust, a discretionary trust of which Mr.YUEN Tin Fan, Francis is a founder.
- (b) These interests represent the interest in the underlying shares in respect of the share options granted to the respective directors, details of which are set out below in section (C) under the heading "Directors' and chief executives' rights to acquire shares or debentures".
- (c) These shares are held by a trust, the beneficiaries of which are the family members of Mr.SO Wing Hung, Peter.

### (C) Directors' and chief executives' rights to acquire shares or debentures

As at 30 June 2003, details of share options granted to the directors under the share option schemes of the Company or its associated corporations were as follows:-

#### *Interests in the Company*

Name of director	Date of grant of share options	Exercisable period	Exercise price HK\$	Number of share options				
				Outstanding at 1 January 2003	Granted during the period	Exercised during the period	Lapsed/ cancelled during the period	Outstanding at 30 June 2003
YUEN Tin Fan, Francis	7 July 1999	7 July 2000 to 6 July 2009	5.233	19,440,000	—	—	—	19,440,000
<sup>1</sup> CHAN Ping Kan, Raymond	20 June 2003	20 June 2004 to 19 March 2011	1.62	—	8,000,000	—	—	8,000,000
ALLEN Peter Anthony	7 July 1999	7 July 2000 to 6 July 2009	5.233	600,000	—	—	—	600,000
CHUNG Cho Yee, Mico	7 July 1999	7 July 2000 to 6 July 2009	5.233	2,280,000	—	—	—	2,280,000
<sup>2</sup> BONNER John Todd	7 July 1999	7 July 2000 to 6 July 2009	5.233	16,560,000	—	—	(16,560,000)	—
<sup>3</sup> YANG Fan Shing, Andrew	7 July 1999	7 July 2000 to 6 July 2009	5.233	4,560,000	—	—	—	4,560,000
				43,440,000	8,000,000	—	(16,560,000)	34,880,000

No share options were exercised by the directors during the period. 8,000,000 share options were granted to Mr.CHAN Ping Kan, Raymond on 20 June 2003 at HK\$1.62 per share and the closing price of the shares on the date of grant was HK\$1.62.

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## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

### Interests in PCRD

Name of director	Date of grant of share options	Exercisable period	Exercise price S\$	Number of share options				
				Outstanding at 1 January 2003	Granted during the period	Exercised during the period	Lapsed/cancelled during the period	Outstanding at 30 June 2003
ARENA Alexander Anthony	24 November 1999	25 October 2001 to 24 October 2009	0.7584	15,300,000	—	—	—	15,300,000
<sup>2</sup> BONNER John Todd	24 November 1999	25 October 2001 to 24 October 2009	0.7584	5,000,000	—	—	(5,000,000)	—
				20,300,000	—	—	(5,000,000)	15,300,000

#### Notes:

- The share options granted to Mr.CHAN Ping Kan, Raymond shall be vested starting on 20 June 2004 and are exercisable at HK\$1.62 per share as follows:-

<u>No. of shares</u>	<u>Vesting Period</u>
2,700,000	20 June 2004 to 19 June 2009
2,700,000	20 June 2005 to 19 June 2010
2,600,000	20 March 2006 to 19 March 2011

- Mr. BONNER John Todd resigned as a director of the Company effective 1 May 2003.
- Mr. YANG Fan Shing, Andrew resigned as a director of the Company effective 9 June 2003. His share options were lapsed on 9 July 2003.

Apart from that disclosed above in section (C), 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 executives 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.

All the interests disclosed in sections (A) to (C) above represent long position in the shares of the Company and PCRD.

Save as disclosed herein, none of the directors and chief executives or their associates had any interests or short positions in any shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of the SFO) as recorded in the register to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

# additional information

## SUBSTANTIAL SHAREHOLDERS

As at 30 June 2003, the following persons (other than a director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO:-

Name	Notes	Number of Shares/ Underlying shares held	Percentage of total issued shares
Pacific Century Regional Developments Limited	(1)	370,352,700	45.09%
LI Tzar Kai, Richard	(1)	370,352,700	45.09%
Pacific Century Group Holdings Limited	(1)	370,352,700	45.09%
Pacific Century International Limited	(1)	370,352,700	45.09%
Pacific Century Group (Cayman Islands) Limited	(1)	370,352,700	45.09%
Anglang Investments Limited	(1)	370,352,700	45.09%
The Ming An Insurance Company (Hong Kong), Limited	(2)	101,060,000	12.30%
China Insurance H.K. (Holdings) Company Limited	(2)	101,060,000	12.30%
Andregina Holdings Limited		75,495,242	9.19%
YANG Fan Shing, Andrew	(3)	75,495,242	9.19%
Manulife (International) Limited		66,177,000	8.06%

Notes:

- (1) Each of Mr. LI Tzar Kai, Richard, Pacific Century Group Holdings Limited, Pacific Century International Limited, Pacific Century Group (Cayman Islands) Limited ("PCGCI") and Anglang Investments Limited ("Anglang") is taken to have an interest under the SFO in the same 370,352,700 shares held by Pacific Century Regional Developments Limited ("PCRD"). PCGCI holds the entire issued share capital of Anglang and holds approximately 37.5% of PCRD. Anglang holds approximately 37.8% of PCRD.
- (2) The Ming An Insurance Company (Hong Kong), Limited and China Insurance H.K. (Holdings) Company Limited are taken to have an interest under the SFO in the same 101,060,000 shares, in aggregate, beneficially owned by Joyful Box Inc. and King System Limited.
- (3) Mr. YANG Fan Shing, Andrew is taken to have an interest under the SFO in the same 75,495,242 shares held by Andregina Holdings Limited as he is holding 100% of Andregina Holdings Limited.

All the interests disclosed above represent long position in the shares of the Company.

Save as disclosed herein, no other person (other than a director or chief executive of the Company) had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

# additional information

## SHARE OPTION SCHEMES

As at 30 June 2003, the Company had 46,506,830 (as at 31 December 2002: 55,535,430) outstanding share options. Details of the share options outstanding during the period ended 30 June 2003 were as follows:-

Name or category of participants	Date of grant of share options	Exercisable period of share options	Exercise price of share options HK\$	Number of share options					
				Outstanding at 1 January 2003	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	Outstanding at 30 June 2003
(i) Directors, chief executive and their associates									
In aggregate	7 July 1999	7 July 2000 to 6 July 2009	5.233	43,440,000	—	—	(16,560,000)	—	26,880,000
	20 June 2003	20 June 2004 to 19 March 2011	1.62	—	8,000,000	—	—	—	8,000,000
				43,440,000	8,000,000	—	(16,560,000)	—	34,880,000
For individual details, please refer to the section "Directors' and chief executives' rights to acquire shares or debentures" above.									
(ii) Other employees									
In aggregate	7 July 1999	7 July 2000 to 6 July 2007	4.187	2,355,600	—	—	(172,800)	—	2,182,800
	7 July 1999	7 July 2000 to 6 July 2009	4.448	432,000	—	—	—	—	432,000
				2,787,600	—	—	(172,800)	—	2,614,800
(iii) Others (Agents)									
In aggregate	7 July 1999	7 July 2000 to 6 July 2007	4.187	5,730,990	—	—	(229,800)	—	5,501,190
	7 July 1999	7 July 2000 to 6 July 2009	4.448	3,398,040	—	—	(66,000)	—	3,332,040
	7 July 1999	7 July 2000 to 6 July 2009	5.233	178,800	—	—	—	—	178,800
				9,307,830	—	—	(295,800)	—	9,012,030
				55,535,430	8,000,000	—	(17,028,600)	—	46,506,830

## additional information

### **SHARE OPTION SCHEMES** (Continued)

The vesting period of the share options granted under the share option scheme adopted on 16 June 1999 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 cancelled or exercised and 17,028,600 share options were lapsed. 8,000,000 share options were granted under the share option scheme adopted on 6 May 2002. The share options granted are not recognised in the financial statements until they are exercised. The directors consider that it is not appropriate to disclose the value of the options granted during the six months ended 30 June 2003 since any valuation of the options would be subject to a number of assumptions that would be subjective and uncertain. The directors believe that the evaluation of options based upon speculative assumptions would not be meaningful and would be misleading.

Share options which are cancelled or which lapse prior to their exercise date are deleted from the register of outstanding share options and have no impact on the revenue and profit and loss accounts or the balance sheet.

### **PURCHASE, SALE OR REDEMPTION OF SHARES**

Details of the repurchases of the Company's shares during the six months ended 30 June 2003 are set out in Note 13 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 reasonably 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 at any time during the six months ended 30 June 2003.

### **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 30 June 2003.

On behalf of the Board

### **YUEN Tin Fan, Francis**

*Chairman*

Hong Kong, 20 August 2003