

Additional Information 其他資料

DIRECTORS

The directors of the Company during the Interim Period and up to the date of this report were:

Executive Directors:

Mr. Ip Ki Cheung (*Chairman*)
Mr. Cheung Shui Kwai (*Managing Director*)
Mr. Chan Siu Chung

Independent non-executive directors:

Mr. Wong Tat Tong
Mr. Chan Wing Yau, George

The directors of the Company, excluding the Chairman and Managing Director and including the independent non-executive directors are subject to retirement by rotation and re-election in accordance with the provisions of the Company's articles of association.

DIRECTORS' SERVICE CONTRACTS

Each of the executive directors has entered into a service agreement with the Company for an initial term of three years commencing from 1 April 2002 and which will continue thereafter until the agreement is terminated by not less than six calendar months' notice in writing served by either party on the other. Such notice of termination is agreed not to be issued earlier than 31 March 2005.

All non-executive directors have each been appointed for an initial term of one year. No service agreement has been or will be entered in between the Company and either of the independent non-executive directors.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No director had a significant beneficial interest, either direct or indirect, in any contracts of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the Interim Period.

董事

於中期期間及截至本報告日期止，本公司董事如下：

執行董事：

葉紀章先生 (主席)
張瑞貴先生 (董事總經理)
陳兆忠先生

獨立非執行董事：

黃達堂先生
陳永祐先生

根據本公司之公司組織章程細則之條文，本公司董事(不包括主席及董事總經理但包括獨立非執行董事)須輪值告退並可膺選連任。

董事之服務合約

各執行董事已與本公司訂立服務合約，自二零零二年四月一日起初步為期三年，並於其後繼續生效，直至協議任何一方向另一方發出不少於六個月之書面通知終止協議為止，並已同意有關終止通知不得於二零零五年三月三十一日前發出。

所有非執行董事各自之委任期初步為一年。本公司概無亦不會與任何獨立非執行董事訂立服務合約。

除上述者外，擬於即將舉行之股東週年大會上膺選連任之董事，概無與本公司訂立本公司不得於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

董事之合約權益

於中期期間，董事概無於任何由本公司、其控股公司或其任何附屬公司訂立而對本集團業務有重大影響之合約中擁有任何重大直接或間接實益權益。

DIRECTORS' INTERESTS IN SHARE

At 30 September 2003, the interests and short positions of directors in the share capital and securities of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they are taken or deemed to have taken under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to in that section, or will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, to be notified to the Company and the Stock Exchange are as follow:

Long position in the shares of the Company

Name of directors	董事名稱	Number of shares interested 持有權益之股份數目
Mr. Ip Ki Cheung (a)	葉紀章先生 (a)	108,000,000
Mr. Cheung Shui Kwai (b)	張瑞貴先生 (b)	32,400,000
Mr. Chan Siu Chung (c)	陳兆忠先生 (c)	21,600,000

Notes:

- (a) Mr. Ip Ki Cheung is beneficially interested in 50% of the entire issued share capital of Capital Concord Profits Limited ("Capital Concord") which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2003. Accordingly, Mr. Ip Ki Cheung is deemed to be interested in these 108,000,000 shares under the SFO.
- (b) Mr. Cheung Shui Kwai is beneficially interested in 30% of the entire issued share capital of Capital Concord, which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2003. The interest in 32,400,000 shares represents the proportionate attributable interest through Capital Concord's shareholding in the Company.
- (c) Mr. Chan Siu Chung is beneficially interested in 20% of the entire issued share capital of Capital Concord which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2003. The interest in 21,600,000 shares represents the proportionate attributable interest through Capital Concord's shareholding in the Company.

Save as disclosed in the above, as at 30 September 2003, none of the Directors had any beneficial interests (including interests or short positions in the shares, underlying shares or debentures) in the shares and securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

董事於股份之權益

於二零零三年九月三十日，董事於本公司及其聯營公司（具有香港法例第571章證券及期貨條例第XV部所賦予之涵義）之股本及證券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文彼等擁有或被視為擁有之權益或淡倉）或根據證券及期貨條例第352條須記錄於該條例所述之登記冊或根據上市規則之上市公司董事進行證券交易之標準守則須知會本公司及聯交所之權益及淡倉如下：

於本公司股份之好倉

Capacity 身份	Approximate percentage holding of shares 持股量概約百分比
Interest of controlled corporation 擁有受控制公司之權益	50.05%
Interest of controlled corporation 擁有受控制公司之權益	15.01%
Interest of controlled corporation 擁有受控制公司之權益	10.00%

附註：

- (a) 於二零零三年九月三十日，葉紀章先生實益擁有Capital Concord Profits Limited（「Capital Concord」）全部已發行股本之50%權益，而該公司則持有本公司108,000,000股股份，佔本公司全部已發行股份之50.05%。因此，根據證券及期貨條例，葉紀章先生被視為擁有該108,000,000股股份之權益。
- (b) 於二零零三年九月三十日，張瑞貴先生實益擁有Capital Concord全部已發行股本之30%權益，而該公司則持有本公司108,000,000股股份，佔本公司全部已發行股本之50.05%。所持有之32,400,000股股份乃透過Capital Concord於本公司之股權按比例計算之應佔權益。
- (c) 於二零零三年九月三十日，陳兆忠先生實益擁有Capital Concord全部已發行股本之20%權益，而該公司則持有本公司108,000,000股股份，佔本公司全部已發行股本之50.05%。所持有之21,600,000股股份乃透過Capital Concord於本公司之股權按比例計算之應佔權益。

除上文所披露者外，於二零零三年九月三十日，各董事於本公司或其任何聯營公司（具有證券及期貨條例第XV部所賦予之涵義）之股份及證券中概無擁有任何實益權益（包括於股份、相關股份或債券之權益或淡倉）。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the share option scheme disclosure in note 18 to the consolidated financial statements, at no time during the Interim Period was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

At 30 September 2003, the following interests of 10% or more of the issued share capital of the Company were recorded to have an interest or short position which is discloseable under Division 2 and 3 of Part XV of the SFO and substantial shareholders (as defined in the Listing Rules) of other members of the group comprising the Company and its subsidiaries:

Long position in the shares of the Company

Name	名稱	Number of shares interested 持有權益之股份數目	Capacity 身份	Approximate percentage holding of shares 持股量概約百分比
Capital Concord (1)	Capital Concord (1)	108,000,000	Beneficial owner 實益擁有人	50.05%
Best Aims Finance Limited ("Best Aims") (1, 2 and 5)	Best Aims Finance Limited ("Best Aims") (1、2及5)	108,000,000	Interest of controlled corporation 擁有受控制公司之權益	50.05%
Harbour Rich Finance Limited ("Harbour Rich") (1, 3 and 6)	Harbour Rich Finance Limited ("Harbour Rich") (1、3及6)	32,400,000	Interest of controlled corporation 擁有受控制公司之權益	15.01%
Pace Maker Finance Limited ("Pace Maker") (1, 4 and 7)	Pace Maker Finance Limited ("Pace Maker") (1、4及7)	21,600,000	Interest of controlled corporation 擁有受控制公司之權益	10.00%
Mr. Ip Ki Cheung (1, 2, 5 and 8)	葉紀章先生 (1、2、5及8)	108,000,000	Interest of controlled corporation 擁有受控制公司之權益	50.05%
Mr. Cheung Shui Kwai (1, 3, 6 and 9)	張瑞貴先生 (1、3、6及9)	32,400,000	Interest of controlled corporation 擁有受控制公司之權益	15.01%
Mr. Chan Siu Chung (1, 4, 7 and 10)	陳兆忠先生 (1、4、7及10)	21,600,000	Interest of controlled corporation 擁有受控制公司之權益	10.00%
Value Partners Limited	惠理基金管理公司	25,318,000	Investment manager 投資經理	11.73%
Mr. Cheah Cheng Hye (11)	謝清海先生 (11)	25,318,000	Interest of controlled corporation 擁有受控制公司之權益	11.73%

董事收購股份或債券之權利

除於綜合財務報表附註18「購股權計劃」一節所披露者外，於中期期間內任何時間，本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使本公司董事、彼等各自之配偶或18歲以下之子女可藉收購本公司或任何其他法人團體之股份或債券而得益。

主要股東

於二零零三年九月三十日，以下於本公司已發行股本10%或以上之權益已記錄為根據證券及期貨條例第XV部第2及3分部須予披露之權益或淡倉及包括本公司及其附屬公司之集團之其他成員公司之主要股東(定義見上市規則)：

於本公司股份之好倉

SUBSTANTIAL SHAREHOLDERS (continued)

Notes:

1. The entire issued share capital of Capital Concord is beneficially owned as to 50% by Best Aims, 30% by Harbour Rich and 20% by Pace Maker.
2. The entire issued share capital of Best Aims is beneficially owned by Mr. Ip Ki Cheung.
3. The entire issued share capital of Harbour Rich is beneficially owned by Mr. Cheung Shui Kwai.
4. The entire issued share capital of Pace Maker is beneficially owned by Mr. Chan Siu Chung.
5. These shares are attributable to Best Aims in respect of its 50% interest in Capital Concord, which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2003. Best Aims is deemed to be interested in these 108,000,000 shares under the SFO.
6. These shares are attributable to Harbour Rich in respect of its 30% interest in Capital Concord, which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2003.
7. These shares are attributable to Pace Maker in respect of its 20% interest in Capital Concord, which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2003.
8. These shares are attributable to Mr. Ip Ki Cheung in respect of his 100% interest in Best Aims. Accordingly, Mr. Ip Ki Cheung is deemed to be interested in the 108,000,000 shares (in which Best Aims is deemed to be interested) under the SFO.
9. These shares are attributable to Mr. Cheung Shui Kwai in respect of his 100% interest in Harbour Rich.
10. These shares are attributable to Mr. Chan Siu Chung in respect of his 100% interest in Pace Maker.
11. Mr. Cheah Cheng Hye is deemed to be interested in the shares through his 32.53% interest in Value Partners Limited.

Save as disclosed in the above, as at 30 September 2003, none of the directors are aware of any other person, not being a director or chief executive of the Company, has an interest or short position in the shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or are directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the group comprising the Company and its subsidiaries.

主要股東 (續)

附註：

1. Capital Concord之全部已發行股本中，Best Aims實益擁有50%、Harbour Rich實益擁有30%及Pace Maker實益擁有20%。
2. Best Aims之全部已發行股本乃由葉紀章先生實益擁有。
3. Harbour Rich之全部已發行股本乃由張瑞貴先生實益擁有。
4. Pace Maker之全部已發行股本乃由陳兆忠先生實益擁有。
5. 該等股份乃屬於Best Aims所有，此乃由於在二零零三年九月三十日，Best Aims擁有Capital Concord之50%權益，而該公司擁有本公司108,000,000股股份，佔本公司全部已發行股份之50.05%。根據證券及期貨條例，Best Aims被視為持有該108,000,000股股份之權益。
6. 該等股份乃屬於Harbour Rich所有，此乃由於在二零零三年九月三十日，Harbour Rich擁有Capital Concord之30%權益，而該公司擁有本公司108,000,000股股份，佔本公司全部已發行股份之50.05%。
7. 該等股份乃屬於Pace Maker所有，此乃由於在二零零三年九月三十日，Pace Maker擁有Capital Concord之20%權益，而該公司擁有本公司108,000,000股股份，佔本公司全部已發行股份之50.05%。
8. 該等股份乃屬於葉紀章先生所有，此乃由於葉紀章先生擁有Best Aims之100%權益。因此，根據證券及期貨條例，葉紀章先生被視為持有108,000,000股股份 (Best Aims被視為持有權益) 之權益。
9. 該等股份乃屬於張瑞貴先生所有，此乃由於張瑞貴先生擁有Harbour Rich之100%權益。
10. 該等股份乃屬於陳兆忠先生所有，此乃由於陳兆忠先生擁有Pace Maker之100%權益。
11. 謝清海先生透過其於惠理基金管理公司所擁有之32.53%權益被視為擁有股份權益。

除上文所披露者外，於二零零三年九月三十日，董事並不知悉有任何其他人士 (並非本公司董事或行政總裁) 於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文規定須向本公司披露之權益或淡倉；或直接或間接擁有附有可在所有情況下於包括本公司及其附屬公司之集團之任何其他成員公司之股東大會上投票之權利之任何類別股本面值10%或以上之權益。

PRE-EMPTIVE RIGHT

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Interim Period.

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 Interim Period, except that the independent non-executive directors of the Company were 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 Company's articles of association.

AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code, for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the two independent non-executive directors of the Company.

ON BEHALF OF THE BOARD

Ip Ki Cheung
Chairman

Hong Kong
8 December 2003

優先購買權

本公司之公司組織章程細則或開曼群島(本公司註冊成立所處之司法權區)法例概無載有關於優先購買權之條文，而令本公司須按比例向現有股東發售新股份。

購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司概無於中期期間內購買、贖回或出售任何本公司之上市證券。

最佳應用守則

董事認為，於中期期間內，本公司一直遵守上市規則附錄十四所載之最佳應用守則(「守則」)，惟本公司獨立非執行董事並非如守則第7段之規定以指定年期委任，而須按照本公司之公司組織章程細則之規定於股東週年大會上輪值告退並膺選連任。

審核委員會

本公司已按照守則之規定成立審核委員會，以審閱及監察本集團之財務申報程序及內部監控。審核委員會由本公司兩名獨立非執行董事組成。

代表董事會
主席
葉紀章

香港
二零零三年十二月八日