

### INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSABLE UNDER THE SFO

So far as is known to any director or chief executive of the Company, as at 30 September 2003, other than the interests and short positions of the directors or chief executive of the Company as disclosed above, the following persons had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

### 根據證券及期貨條例須予披露之股東 權益及淡倉

就本公司任何董事或行政總裁所知，於二零零三年九月三十日，除上文所披露本公司董事或行政總裁之權益及淡倉外，以下人士擁有根據證券及期貨條例第XV部第2及第3分部之規定須向本公司披露於本公司之股份或相關股份之權益或淡倉，或根據證券及期貨條例第336條規定記入本公司須保存登記冊之權益或淡倉：

股東名稱 Name of Shareholder	所持股份數目 Number of shares held	附註 Notes	佔本公司已發行 股本百分比 Percentage of the Company's issued share capital
Huang Group (BVI) Limited Huang Group (BVI) Limited	470,376,952	8	56.58%
黃昭麟先生 Mr. Ng Cheow Leng	470,376,952	9	56.58%
簡家驄先生 Mr. Kan Ka Chong, Frederick	470,376,952	10	56.58%

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

上文披露之所有權益均指於本公司股份之好倉。

*Notes:*

*附註：*

- The personal interest of Mr. Wilson Ng represents the interest in 36,000,000 shares and interest in 5,000,000 underlying shares in respect of share options granted by the Company to him, details of which are stated in the following section "Share Options".
- 470,376,952 shares are deemed to be held by Huang Group (BVI) Limited which is ultimately owned by a discretionary trust under which Mr. Wilson Ng, Ms. Lilian Ng, Mr. Ng Wee Keat, Ms. Ng Siew Lang, Linda and Ms. Sio Ion Kuan are discretionary beneficiaries. Accordingly, Mr. Wilson Ng, Ms. Lilian Ng, Mr. Ng Wee Keat, Ms. Ng Siew Lang, Linda and Ms. Sio Ion Kuan are all deemed to be interested in 470,376,952 shares held by New Century Worldwide Capital Limited.

- 黃偉盛先生之個人權益乃指於36,000,000股股份之權益及於本公司向其授出之購股權所涉及5,000,000股相關股份之權益，詳情載於下文「購股權」一節。
- 470,376,952股股份被視為由Huang Group (BVI) Limited持有，Huang Group (BVI) Limited由一個全權信託最終擁有，而黃偉盛先生、黃莉蓮小姐、黃偉傑先生、黃琇蘭小姐及蕭潤群小姐為該全權信託之全權受益人。因此，黃偉盛先生、黃莉蓮小姐、黃偉傑先生、黃琇蘭小姐及蕭潤群小姐均被視為擁有由New Century Worldwide Capital Limited所持470,376,952股股份之權益。

## INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSABLE UNDER THE SFO (continued)

Notes: (continued)

3. The personal interest of Ms. Lilian Ng represents the interest in 36,000,000 shares and interest in 5,000,000 underlying shares in respect of share options granted by the Company to her, details of which are stated in the following section "Share Options".
4. The personal interest of Ms. Sio Ion Kuan represents the interest in 38,156,000 shares and interest in 5,000,000 underlying shares in respect of share options granted by the Company to her, details of which are stated in the following section "Share Options".
5. The personal interest of Mr. Ng Wee Keat represents the interest in 5,000,000 underlying shares in respect of share options granted by the Company to him, details of which are stated in the following section "Share Options".
6. The personal interest of Mr. Lo Ming Chi, Charles represents the interest in 5,000,000 underlying shares in respect of share options granted by the Company to him, details of which are stated in the following section "Share Options".
7. The personal interest of Ms. Chen Ka Chee represents the interest in 5,000,000 underlying shares in respect of share options granted by the Company to her, details of which are stated in the following section "Share Options".
8. Huang Group (BVI) Limited is the ultimate holding company of New Century Worldwide Capital Limited which held 470,376,952 shares. Accordingly, Huang Group (BVI) Limited is deemed to be interested in 470,376,952 shares held by New Century Worldwide Capital Limited.
9. Mr. Ng Cheow Leng is the founder of the discretionary trust referred to in notes 2 and 10.
10. Mr. Kan Ka Chong, Frederick held 470,376,952 shares as trustee of a discretionary trust of which Mr. Wilson Ng, Ms. Lilian Ng, Mr. Ng Wee Keat, Ms. Ng Siew Lang, Linda and Ms. Sio Ion Kuan are discretionary beneficiaries.

## 根據證券及期貨條例須予披露之股東 權益及淡倉 (續)

附註：(續)

3. 黃莉蓮小姐之個人權益乃指於36,000,000股股份之權益及於本公司向其授出之購股權所涉及5,000,000股相關股份之權益，詳情載於下文「購股權」一節。
4. 蕭潤群小姐之個人權益乃指於38,156,000股股份之權益及於本公司向其授出之購股權所涉及5,000,000股相關股份之權益，詳情載於下文「購股權」一節。
5. 黃偉傑先生之個人權益乃指於本公司向其授出之購股權所涉及5,000,000股相關股份之權益，詳情載於下文「購股權」一節。
6. 勞明智先生之個人權益乃指於本公司向其授出之購股權所涉及5,000,000股相關股份之權益，詳情載於下文「購股權」一節。
7. 陳格緻小姐之個人權益乃指於本公司向其授出之購股權所涉及5,000,000股相關股份之權益，詳情載於下文「購股權」一節。
8. Huang Group (BVI) Limited 為 New Century Worldwide Capital Limited 之最終控股公司，而 New Century Worldwide Capital Limited 持有 470,376,952 股股份。因此，Huang Group (BVI) Limited 被視為擁有 New Century Worldwide Capital Limited 所持 470,376,952 股股份之權益。
9. 黃昭麟先生為附註2及10所述全權信託之創辦人。
10. 簡家驄先生以一個全權信託之信託人名義持有 470,376,952 股股份，而黃偉盛先生、黃莉蓮小姐、黃偉傑先生、黃琇蘭小姐及蕭潤群小姐為該全權信託之全權受益人。

### INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSABLE UNDER THE SFO (continued)

Save as disclosed above, as at 30 September 2003, there was no other person (other than the directors or chief executive of the Company) who was recorded in the register of the Company as having interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### SHARE OPTIONS

As at 30 September 2003, details of share options in relation to the share option scheme of the Company adopted on 23 September 2002, as required under Rules 17.07 and 17.09 of Chapter 17 of the Listing Rules are disclosed in note 13 to the condensed consolidated financial statements.

No share options were granted during the six months ended 30 September 2003 and accordingly, a valuation of share options granted was not necessary.

At no time during the six months ended 30 September 2003 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, their spouses or their 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 six months ended 30 September 2003.

### 根據證券及期貨條例須予披露之股東 權益及淡倉 (續)

除上文所披露者外，於二零零三年九月三十日，概無於本公司登記冊記錄之其他人士(本公司董事或行政總裁除外)於本公司之股份或相關股份擁有根據證券及期貨條例第XV部第2及第3分部之規定須知會本公司之權益或淡倉，或根據證券及期貨條例第336條規定須登記於本公司所保存登記冊之權益或淡倉。

### 購股權

於二零零三年九月三十日，根據上市規則第十七章第17.07及第17.09條所規定，有關本公司於二零零二年九月二十三日採納之購股權計劃之購股權詳情於簡明綜合財務報表附註13內披露。

並無購股權於截至二零零三年九月三十日止六個月內授出，因此，毋須就所授出購股權進行估值。

於截至二零零三年九月三十日止六個月內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可透過購買本公司或任何其他法人團體之股份或債券而獲益，而董事、彼等之配偶或彼等之十八歲以下子女於截至二零零三年九月三十日止六個月內亦概無可認購本公司證券之任何權利，而彼等亦無行使任何該等權利。

#### **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

During the six months ended 30 September 2003, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

#### **CODE OF BEST PRACTICE**

In the opinion of the directors, the Company has 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 independent 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 in accordance with the Company's Bye-laws.

#### **AUDIT COMMITTEE**

The Audit Committee has reviewed the Group's financial process and internal controls including the review of the unaudited interim financial statements for the period under review.

On behalf of the Board

**Wilson Ng**  
*Chairman*

Hong Kong, 19 December 2003

#### **購買、出售或贖回上市證券**

於截至二零零三年九月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

#### **最佳應用守則**

董事認為，除本公司之獨立非執行董事並無按上市規則附錄14所載之最佳應用守則（「應用守則」）第7段之規定訂明任期，而須按本公司之公司細則輪席退任外，本公司於本中期報告所涵蓋之整段會計期間內均一直遵守應用守則。

#### **審核委員會**

審核委員會已審閱本集團之財務申報程序及內部監控工作，包括審閱於回顧期間之未經審核中期財務報表。

代表董事會

*主席*  
**黃偉盛**

香港，二零零三年十二月十九日