

# Disclosure of Further Corporate Information

Set out below is information disclosed pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"):

## (A) BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGERS

### (I) Directors

**Peter K C Woo**, GBS, JP, Chairman (Age: 57)

Mr Woo has resumed the role of Chairman since 2002 after having formerly served as Chairman of the Company from 1986 to 1994. He is also the chairman of Wheelock and Company Limited ("Wheelock").

Mr Woo was appointed a Justice of the Peace in 1993 and awarded the Gold Bauhinia Star in 1998 by the Hong Kong SAR Government. He has for many years been actively engaged in community and related services, both locally and in the international arena, and has held various Government appointments. He has been the Government-appointed chairman of the Hong Kong Trade Development Council since October 2000 and had served as the chairman of Hospital Authority from 1995 to 2000 and the council chairman of Hong Kong Polytechnic University from 1993 to 1997. He is currently the chairman of the Hong Kong Environment and Conservation Fund Committee set up in 1994 which he co-funded with the Government. He also served as a deputy chairman in 1991 to Prince of Wales Business Leaders Forum, and as a member of the International Advisory Council of J.P. Morgan Chase & Co., National Westminster Bank, Banca Nazionale del Lavoro, Elf Aquitaine of France and General Electric of America. He has received Honorary Doctorates from various universities in the USA, Australia and Hong Kong.

**Gonzaga W J Li**, Senior Deputy Chairman (Age: 74)

Mr Li joined Wharf in 1980 as a Director and was appointed as the general manager in 1982. He became Deputy Chairman and Managing Director in 1989, appointed Chief Executive in 1992 and became Chairman in 1994. He relinquished the title of Chairman and Chief Executive and assumed the title of Senior Deputy Chairman of the Company since 2002. He is also the senior deputy chairman of Wheelock and the chairman of Harbour Centre Development Limited ("HCDL"), New Asia Realty and Trust Company, Limited ("New Asia") and Marco Polo Developments Limited ("MPDL") in Singapore and also the chairman and chief executive officer of Wharf China Limited. He is also a director of Joyce Boutique Holdings Limited ("Joyce").

**Stephen T H Ng**, Deputy Chairman and Managing Director (Age: 51)

Mr Ng joined Wharf in 1981 and became Managing Director in 1989. He has been a director, deputy chairman, president and chief executive officer of i-CABLE Communications Limited ("i-CABLE") since 1999 and became its chairman since 2001. He is also the deputy chairman of Wheelock, a director of Joyce and the chairman, president and chief executive officer of Wharf T&T Limited ("Wharf T&T"). He serves as a member of the Hong Kong - United States Business Council and the General Committee of The Hong Kong General Chamber of Commerce.

**David J Lawrence**, Executive Director (Age: 57)

Mr Lawrence has been appointed as Executive Director of the Company since 2002. He joined the Group in 1992 and spent one year with the Group in Hong Kong before transferring to a new appointment in 1993 to expand MPDL of which he is now the chief executive officer and managing director. He formerly worked for Richard Ellis International Property Consultants which he joined in 1981, with various responsibilities including appointments as an Asia Regional Director for Richard Ellis International, Managing Director of Richard Ellis Singapore, Director of Richard Ellis Bangkok and Chief Technical Advisor to Richard Ellis Indonesia. He is a Fellow of The Hong Kong Institute of Surveyors, The Royal Institution of Chartered Surveyors, the Singapore Institute of Surveyors and Valuers and the Singapore Institute of Directors.

**Edward K Y Chen**, GBS, CBE, JP, Director (Age: 59)

Professor Chen has been a Director of the Company since 2002. He is currently the president of Lingnan University in Hong Kong. He is also an honorary professor and a distinguished fellow of the Centre of Asian Studies at the University of Hong Kong, an honorary professor of Shantou University, and a visiting professor of Jinan University. He was a member of the Legislative Council of Hong Kong in 1991 and 1992, and a member of the Executive Council of Hong Kong from 1992 to 1997. He was also a member of the Hong Kong SAR Basic Law Consultative Committee from 1985 to 1990. He is a director of First Pacific Co. Ltd. and Asia Satellite Telecommunications Holdings Ltd. and a trustee of Eaton Vance Management Funds. He is currently chairman of the Hong Kong Committee for Pacific Economic Cooperation.

**Paul M F Cheng**, JP, Director (Age: 67)

Mr Cheng has been a Director of the Company since 2002. He is currently a non-executive director of Esprit Holdings Limited and Sino Land Company Limited. Mr. Cheng is a member of the executive committee of the PRC-based All China Federation of Industry and Commerce and serves as an advisor to the China National Committee for Pacific Economic Co-operation and China Center for Economic Research of the Peking University. In Hong Kong, he is a member of the Chinese University of Hong Kong Council and an adjunct professor of Management of Organisations at the Hong Kong University of Science and Technology. He is also a steward of the Hong Kong Jockey Club. He was formerly the chairman of Inchcape Pacific Limited, N M Rothschild and Sons (Hong Kong) Limited and a founding partner of China Key Consultants Ltd. He served as the chairman of the American Chamber of Commerce in Hong Kong in 1987 and was the chairman of the Hong Kong General Chamber of Commerce from 1992 to 1994. He had been a member of the Legislative Council of Hong Kong prior to the handover and also served on

the Provisional Legislature after 1997. He was also a member of the preparatory committee, appointed by the PRC Government, to prepare for the establishment of the Hong Kong SAR on July 1, 1997.

**Raymond K F Ch'ien**, GBS, CBE, JP, Director (Age: 52)

Dr Ch'ien has been a Director of the Company since 2002. He is the executive chairman of chinadotcom corporation as well as chairman of hongkong.com corporation, a subsidiary of chinadotcom corporation. He is also the non-executive chairman of MTR Corporation Limited and HSBC Private Equity (Asia) Limited and a director of Convenience Retail Asia Limited, HSBC Holdings plc, Inchcape plc, The Hongkong and Shanghai Banking Corporation Limited and VTech Holdings Ltd. From 1992 to 1997, Dr Ch'ien was a member of the Executive Council of Hong Kong, then under British administration. He was appointed a member of the Executive Council of the Hong Kong SAR on July 1, 1997 and served until June 2002. He holds a number of public offices, namely, the chairman of the Hong Kong/Japan Business Cooperation Committee and the Advisory Committee on Corruption of the Independent Commission Against Corruption. He is also an honorary president and the past chairman of the Federation of Hong Kong Industries and president of Hong Chi Association, Hong Kong's leading non-governmental organization helping mentally handicapped persons.

**Erik B Christensen**, Director (Age: 56)

Mr Christensen has been a Director of the Company since 2003. He has since 1997 been the managing director of Modern Terminals Limited ("Modern Terminals"), a 55.34% owned subsidiary of the Company, being one of the world's most efficient container terminal operators. He formerly joined The East Asiatic Company Limited ("EAC") in Denmark as a management trainee in 1965. Between 1970 and 1990, he spent eight years in China and 12 years in Hong Kong - from 1983 as the managing director and chief executive officer for the EAC's group activities in China and Hong Kong. In 1990, Mr Christensen returned to Copenhagen, and in 1995 he became a member of the EAC's group management board.

**Vincent K Fang**, Director (Age: 60)

Mr Fang has been a Director of the Company since 1993. He is the chief executive officer of Topy Co. (HK) Ltd., a director of Fantastic Garments Limited and also the chairman of the Association of Better Business & Tourism Services.

**Hans Michael Jebsen**, BBS, Director (Age: 47)

Mr Jebsen has been a Director of the Company since 2001. He is the chairman of Jebsen & Co. Ltd. and also a director of Hysan Development Co., Ltd. He currently holds a number of public offices, namely, the vice-president of World Wide Fund for Nature Hong Kong, the chairman of the Friend's Committee of the Asian Cultural Council Hong Kong, an honorary fellow and court member of the Hong Kong University of Science & Technology, as well as a member of the Council for Sustainable Development, Hong Kong European Union Business Co-operation Committee of the Hong Kong Trade Development Council, World Wide Fund for Nature International Board of Trustees, Asian Cultural Council Board of Trustees and Advisory Board of the Hong Kong Red Cross. He was awarded the Bronze Bauhinia Star of the Hong Kong SAR in 2001.

**Christopher P Langley**, OBE, Director (Age: 59)

Mr Langley has been a Director of the Company since 2001. He began his career with HSBC group in 1961. He was appointed an executive director of The Hongkong and Shanghai Banking Corporation Ltd. in 1998 and retired from the HSBC group in February 2000. He is now a director of Winsor Properties Holdings Ltd., Lei Shing Hong Ltd., Techtronic Industries Co. Ltd. and Dickson Concepts (International) Ltd. and also a director of Wing Tai Holdings Ltd., a Singapore publicly-listed company. He was awarded an OBE in 1996.

**Quinn Y K Law**, Director (Age: 51)

Mr Law joined the Company in 1983 and has been a Director of the Company since 1998. He is also a director of i-CABLE, Modern Terminals and Wharf T&T.

**Doreen Y F Lee**, Director (Age: 47)

Ms Lee joined the Company in 1984 and has been a Director of the Company since 2003. She is also an executive director of Wharf Estates Limited, Harbour City Estates Limited and Times Square Limited and is responsible for the leasing and operation of the two core properties of the Group in Hong Kong, namely, Harbour City and Times Square.

**T Y Ng**, Director (Age: 56)

Mr Ng joined the Company in 1985 and has been a Director of the Company since 1998. He is also a director of HCDL, Joyce, New Asia and MPDL in Singapore.

**James E Thompson**, GBS, Director (Age: 64)

Mr Thompson has been a Director of the Company since 2001. He established his company, Crown Worldwide, in Japan in 1965. He is the member of the American Chamber of Commerce in Hong Kong ("ACC") and was appointed as the chairman of ACC in 2003. He also serves on the Hong Kong - United States Business Council, the Hong Kong Japan Business Co-operation Committee, and the Hong Kong Korea Business Roundtable.

*Note: Wheelock, WF Investment Partners Limited, Wheelock Corporate Services Limited (formerly known as Wheelock Properties Limited), New Asia and Star Attraction Limited (of which Mr P K C Woo, Mr G W J Li, Mr S T H Ng and/or Mr T Y Ng is/are director(s)) have interests in the share capital of the Company discloseable to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (the "SFO").*

**(II) Senior Management**

Various businesses of the Group are respectively under the direct responsibility of the Chairman, the Senior Deputy Chairman, the Deputy Chairman and Managing Director, and the Executive Director of the Company, as named under (A) (I) above. Only those four Directors are regarded as members of the Group's senior management.

## (B) DIRECTORS' INTERESTS IN SHARES

At December 31, 2003, Directors of the Company had the following personal beneficial interests, all being long position, in the ordinary shares of the Company and of a subsidiary of the Company, namely, i-CABLE, and the percentages which the shares represented to the issued share capital of the Company and i-CABLE respectively:

	<b>Number of Shares (percentage of issued capital)</b>
<b>The Company</b>	
Mr Gonzaga W J Li	686,549 (0.0281%)
Mr Stephen T H Ng	650,057 (0.0266%)
Mr Erik B Christensen	25,000 (0.0010%)
Mr T Y Ng	178,016 (0.0073%)
<b>i-CABLE</b>	
Mr Gonzaga W J Li	68,654 (0.0034%)
Mr Stephen T H Ng	1,065,005 (0.0527%)
Mr Erik B Christensen	2,500 (0.0001%)
Mr T Y Ng	17,801 (0.0009%)

Set out below are particulars of interests (all being personal interests) in options to subscribe for ordinary shares of the Company granted under the Executive Share Incentive Scheme (the "Scheme") of the Company held by Directors of the Company during the financial year (no movements in such options recorded throughout the period from January 1, 2003 to June 16, 2003 on which day all such options lapsed):

<b>Name of Director</b>	<b>Date granted (Day/Month/ Year)</b>	<b>No. of ordinary shares represented by unexercised options outstanding as at 01/01/2003 (all such options lapsed on 16/6/2003)</b>	<b>Period during which rights exercisable (Day/Month/ Year)</b>	<b>Price per share to be paid on exercise of options (HK\$)</b>	<b>Consideration paid for the options granted (HK\$)</b>
Mr Gonzaga W J Li:	22/06/1993	210,000	17/06/1997 to 16/06/2003	19.00	1.00
Mr Quinn Y K Law:	22/06/1993	100,000	17/06/1996 to 16/06/2003	19.00	1.00
Mr Stephen T H Ng:	22/06/1993	200,000	17/06/1996 to 16/06/2003	19.00	1.00
Mr T Y Ng:	22/06/1993	100,000	17/06/1996 to 16/06/2003	19.00	1.00

Except as disclosed above, as recorded in the register kept by the Company under section 352 of the SFO in respect of information required to be notified to the Company and the Stock Exchange pursuant to the SFO or to the Model Code for Securities Transactions by Directors of Listed Companies:

- (i) there were no interests, both long and short positions, held as at December 31, 2003 by any of the Directors or Chief Executive of the Company in shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO); and
- (ii) there existed during the financial year no rights to subscribe for any shares, underlying shares or debentures of the Company which were held by any of the Directors or Chief Executive of the Company or any of their spouses or children under 18 years of age nor had there been any exercises during the financial year of any such rights by any of them.

### (C) SUBSTANTIAL SHAREHOLDERS' INTERESTS

Given below are the names of all parties, other than person(s) who is/are Director of the Company, who/which were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital of the Company, the respective relevant numbers of shares in which they were, and/or were deemed to be, interested as at December 31, 2003 as recorded in the register kept by the Company under section 336 of the SFO and the percentages which the shares represented to the issued share capital of the Company:

Names	No. of Ordinary Shares (percentage of issued capital)
(i) Woodenfield Limited	140,136,675 (5.73%)
(ii) Lynchpin Limited	171,974,029 (7.03%)
(iii) Star Attraction Limited	171,974,029 (7.03%)
(iv) New Asia Realty and Trust Co., Ltd.	173,652,029 (7.10%)
(v) Myers Investments Limited	173,652,029 (7.10%)
(vi) Wheelock Corporate Services Limited (formerly known as Wheelock Properties Limited)	173,652,029 (7.10%)
(vii) Diplock Holdings Limited	1,050,087,051 (42.90%)
(viii) WF Investment Partners Limited	1,051,765,051 (42.97%)
(ix) Wheelock and Company Limited	1,223,739,080 (50.00%)
(x) Bermuda Trust (Guernsey) Limited	1,223,739,080 (50.00%)
(xi) J.P. Morgan Chase & Co.	132,323,704 (5.41%)

*Note: For the avoidance of doubt and double counting, it should be noted that duplication occurs in respect of the shareholdings stated against parties (i) to (x) above to the extent that the shareholding stated against party (i) above was entirely duplicated or included in that against party (ii) above, with the same duplication of the shareholdings in respect of (ii) in (iii), (iii) in (iv), (iv) in (v), (v) in (vi), (vi) in (vii), (vii) in (viii), (viii) in (ix) and (ix) in (x).*

All the interests stated above represented long positions and as at December 31, 2003, there were no short positions recorded in the said register.

## **(D) PENSION SCHEMES**

Set out below are certain particulars regarding pension schemes operated by the Group:

### **(I) Nature of Schemes**

The Group currently operates a number of pension schemes. The schemes are available to the employees of the Group. The assets of the schemes are held separately by independently administered funds.

### **(II) Funding of the Principal Schemes**

The Group's principal defined contribution schemes are funded by contributions from employees and employers. The employees and employers contribute respectively to the schemes sums which represent percentages of the employees' salaries as defined under the relevant trust deeds.

The Group's principal defined benefit schemes are funded by contributions from the employers which are in accordance with recommendations made by the actuaries based on their valuation.

### **(III) Forfeited Contributions**

For the defined contribution scheme, the contributions are expensed as incurred and may be reduced by contributions forfeited by those employees who have left the scheme prior to vesting fully in the contributions.

### **(IV) Cost of all Schemes**

The Group's total retirement costs, including the cost related to the Mandatory Provident Fund which is not operated by the Group, charged to profit and loss account during the year ended December 31, 2003 amounted to HK\$104 million after a forfeiture of the Group's contributions of HK\$4 million.

**(V) Results of Valuation**

The outline of results of valuation of the Group's principal defined benefit schemes are set out below with details are set out in Note 29 to the Accounts on pages 102 and 103.

<b>Name of valuers</b>	<b>Method of valuation</b>	<b>Date of valuation</b>	<b>Funding ratio</b>
a) HSBC Life	Projected unit credit method	December 31, 2003	109%
b) HSBC Life	Projected unit credit method	December 31, 2003	92%
c) Watson Wyatt Hong Kong Limited	Projected unit credit method	December 31, 2003	140%

**(E) EXECUTIVE SHARE INCENTIVE SCHEME OF THE COMPANY****(I) Summary of the Scheme****(a) Purpose of the Scheme:**

To give executives of the Group the opportunity of acquiring an equity participation in the Company, to continue to provide them with the motivation and incentive to give their best contribution towards the Company's continued growth and success.

**(b) Participants of the Scheme:**

Any employee of the Company or any of its subsidiaries holding an executive, managerial, supervisory or similar position, including a Director of the Company or any of its subsidiaries holding executive office, who accepts the offer of the grant of an option in accordance with the terms of the Scheme.

**(c) (i) Total number of ordinary shares of HK\$1 each in the capital of the Company (the "Shares") available for issue under the Scheme as at December 31, 2003:**

106,732,831

**(c) (ii) Percentage of the issued share capital that it represents as at December 31, 2003:**

4.36%



**(d) Maximum entitlement of each participant under the Scheme as at December 31, 2003:**

Not more than:

- (i) 10% of the maximum number of Shares available for subscription under the terms of the Scheme; and
- (ii) in terms of amount of the aggregate subscription price, such amount of aggregate subscription price in respect of all the Shares for which an employee is granted options in any financial year as would exceed five times his or her gross annual remuneration.

**(e) Period within which the Shares must be taken up under an option:**

Within 10 years from the date on which the option is granted or such shorter period as the Board of Directors may approve.

**(f) Minimum period for which an option must be held before it can be exercised:**

One year from the date on which the option is granted.

**(g) (i) Price payable on application or acceptance of the option:**

HK\$1.00

**(ii) The period within which payments or calls must or may be made or loans of such purposes must be repaid:**

Seven days after the offer date of an option.

**(h) Basis of determining the exercise price:**

Pursuant to rule 17.03 (9) of the Listing Rules, the exercise price must be at least the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; and
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant.

**(i) The remaining life of the scheme:**

Four years

**(II) Details of Share Options Granted**

Details of share options granted to Directors of the Company are set out in section (B) above.

Set out below are particulars and movements during the financial year of the Company's outstanding share options which were granted to 12 employees (some of whom are Directors of the Company), who are all working under employment contracts that are regarded as "continuous contracts" for the purposes of the Employment Ordinance and are participants with options not exceeding the respective individual limits:

	Date granted (Day/Month/Year)	No. of ordinary shares represented by unexercised options outstanding as at Jan. 1 '03	No. of ordinary shares represented by options lapsed/ exercised during the financial year	No. of ordinary shares represented by unexercised options outstanding as at Dec. 31 '03	Period during which rights exercisable (Day/Month/Year)	Price per share to be paid on exercise of options (HK\$)
(i)	22/06/1993	1,781,000	(1,781,000)	–	17/06/1996 to 16/06/2003	19.00
(ii)	01/08/1996	330,000	(330,000)	–	01/08/2002 to 31/07/2003	25.00
(iii)	01/08/1996	440,000	(40,000)	400,000	01/08/2005 to 31/07/2006	25.00
		2,551,000	(2,151,000)	400,000		

All the share options per (i) and (ii) above lapsed on June 16, 2003 and July 31, 2003 respectively. Except as disclosed above, no share option of the Company was issued, exercised, cancelled, lapsed or outstanding throughout the financial year.

**(F) MAJOR CUSTOMERS AND SUPPLIERS**

For the year ended December 31, 2003:

- (I) the aggregate amount of purchases (not including the purchases of items which are of a capital nature) attributable to the Group's five largest suppliers represented less than 30% of the Group's total purchases; and
- (II) the aggregate amount of turnover attributable to the Group's five largest customers represented less than 30% of the Group's total turnover.

## (G) DIRECTORS' INTERESTS IN COMPETING BUSINESS

Set out below is information disclosed pursuant to paragraph 8.10 of the Listing Rules of the Stock Exchange.

Four Directors of the Company, namely, Mr P K C Woo, who is also the chairman and a substantial shareholder of the Company's substantial shareholder, Wheelock, and Messrs G W J Li, S T H Ng and T Y Ng, who are also directors of Wheelock and/or subsidiaries of Wheelock, are considered as having an interest in Wheelock under paragraph 8.10 of the Listing Rules.

Ownership of property for letting and development of properties for sale and/or investment carried on by Wheelock and subsidiaries of Wheelock constitute competing businesses of the Group.

The ownership of commercial premises by the Wheelock group for rental purposes is considered as competing with the commercial premises owned by the Group. Since the Group's commercial premises are not in the vicinity of those owned by the Wheelock group, and are targeted at different customers and would attract different tenants compared to those of the Wheelock group, the Group considers that its interest regarding the business of owning and letting of commercial premises is adequately safeguarded.

The development of properties for sale and/or investment purposes by the Wheelock group is also considered as a competing business of the Group. However, the Group itself has under its own employment a strong and independent property development team. The Group is therefore capable of carrying on its property development business independently of the Wheelock group.

For safeguarding the interests of the Group, the independent non-executive Directors and the Audit Committee of the Company would on a regular basis review the business and operational results of the Group to ensure, *inter alia*, that the Group's development of properties for sale and/or investment and property leasing businesses are and continue to be run on the basis that they are independent of, and at arm's length from, those of the Wheelock group.

### **(H) PURCHASE, SALE OR REDEMPTION OF SHARES**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the financial year.

### **(I) FREQUENCY OF DIRECTORS' MEETINGS**

During the financial year under review, four Directors' Meetings were held.

### **(J) COMPLIANCE WITH CODE OF BEST PRACTICE**

The Company has complied throughout the year the Code of Best Practice as set out in Appendix 14 of the Listing Rules on the Stock Exchange. Nevertheless, a connected transaction in relation to the acquisition of a 39.08% equity interest in City Super (as disclosed in the Company's annual report for the year ended December 31, 2002), being a matter involving conflict of interest for Wheelock, the Company's substantial shareholder, was not approved by a meeting of the Company's Directors in accordance with the provisions of paragraph 11 of the abovementioned Code of Best Practice, but instead was duly approved by Resolutions in Writing of the Board of Directors of the Company.