

ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE MAIN BOARD LISTING RULES

根據主板上市規則所需提供之額外資料

INTERIM DIVIDEND

The Board has declared an interim dividend of HK2.8 cents per share for the year ending 31st March, 2005 (2004: HK2.8 cents per share), to shareholders whose names appear on the Register of Members at the close of business on Wednesday, 29th December, 2004. Dividend warrants will be sent to shareholders on or about Monday, 10th January, 2005.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Thursday, 30th December, 2004 to Friday, 31st December, 2004, both days inclusive, during which period no transfers of shares will be effected. To determine entitlement to the interim dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited of 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 29th December, 2004.

中期股息

董事會宣派截至二零零五年三月三十一日止年度之中期股息每股港幣 2.8 仙（二零零四年：每股港幣 2.8 仙）予於二零零四年十二月二十九日（星期三）辦公時間結束時名列股東名冊之股東。股息單將約於二零零五年一月十日（星期一）寄予各股東。

暫停辦理過戶登記手續

本公司將由二零零四年十二月三十日（星期四）至二零零四年十二月三十一日（星期五）（首尾兩日包括在內）暫停辦理股份之過戶登記手續，期間內將不會進行任何股份之過戶登記。為確定符合資格收取派發之中期股息之股東名單，所有過戶文件連同有關股票必須於二零零四年十二月二十九日（星期三）下午四時前送交本公司之股份過戶登記處香港中央證券登記有限公司（地址為香港灣仔皇后大道東 183 號合和中心 17 樓）辦理登記手續。

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DIRECTORS' INTERESTS IN SHARES

The Directors of the Company who held office at 30th September, 2004 had the following interests in the shares or underlying shares of the Company at that date as recorded in the register of Directors' interests and short positions required to be kept under section 352 of the Securities and Futures Ordinance ("SFO"):

(1) Interests in issued shares

董事之股份權益

根據證券及期貨條例（「證券及期貨條例」）第352條而保存之本公司權益及淡倉登記冊所記錄，本公司於二零零四年九月三十日之在職董事當日在本公司已發行股份或相關股份中擁有下列權益：

(1) 於已發行股份之權益

Name 姓名	Number of ordinary shares of HK\$0.25 each (long position) 每股面值港幣 0.25 元之普通股數目 (好倉)				% of total issued shares 佔已發行 股份總數 之百分比
	Personal interests 個人權益	Family interests 家族權益	Trusts and similar interests 信託及 同類權益	Total interests 權益總數	
Mr. Winston Yau-lai LO (Notes 1 & 5) 羅友禮先生 (附註 1 及 5)	46,489,800	28,702,500	72,678,300	147,870,600	14.94
Mr. Frank Yau-yee LO (Notes 2 & 5) 羅友義先生 (附註 2 及 5)	461,250	–	112,140,750	112,602,000	11.38
Ms. Yvonne Mo-ling LO (Notes 3 & 5) 羅慕玲女士 (附註 3 及 5)	31,866,450	843,750	72,678,300	105,388,500	10.65
Ms. Myrna Mo-ching LO (Notes 4 & 5) 羅慕貞女士 (附註 4 及 5)	–	–	100,653,000	100,653,000	10.17
Mr. Chi-kian SHIU 邵志堅先生	3,281,400	–	–	3,281,400	0.33
Mr. John Shek-hung LAU 劉錫鴻先生	19,000	–	–	19,000	0.00
Mr. Eric Fat YU 余發先生	1,593,000	–	–	1,593,000	0.16
Mr. Fransis Ming-yin KONG 江明彥先生	3,000	–	–	3,000	0.00
Dr. The Hon. David Kwok-po LI 李國寶博士	6,000,000	–	–	6,000,000	0.61

DIRECTORS' INTERESTS IN SHARES (continued)

(1) Interests in issued shares (continued)

Notes:

1. Mr. Winston Yau-lai LO is deemed to be interested in 28,702,500 shares through interests of his wife.
2. Mr. Frank Yau-yee LO is interested in 39,462,450 shares held by Benson Corporation which is the trustee of the Benson Unit Trust, the beneficiaries of which are members of his family.
3. Ms. Yvonne Mo-ling LO is interested in 843,750 shares held in the name of Yvonne WONG who holds the shares in trust for Ms. Yvonne Mo-ling LO's daughter who is under the age of 18.
4. Ms. Myrna Mo-ching LO is interested in 27,974,700 shares held by Supreme Luck Holdings Limited which in turn holds such shares in trust for Myrna Lo Trust (formerly known as The Lo Kwee Seong 1987 Trust).
5. Each of Mr. Winston Yau-lai LO, Mr. Frank Yau-yee LO, Ms. Yvonne Mo-ling LO and Ms. Myrna Mo-ching LO is interested in 72,678,300 shares held by The Bank of East Asia (Nominees) Limited which holds such shares as a nominee for the K. S. Lo Foundation, a charitable trust. Each of them is a trustee of the K. S. Lo Foundation and is therefore deemed to be interested in such shares.

(2) Interests in underlying shares

Certain Directors of the Company have been granted options under the Company's share option schemes, details of which are set out in the section "Share Option Schemes" below.

All interests in the shares and underlying shares of the Company are long positions.

Save as disclosed above and other than certain nominee shares in subsidiaries held by the Directors in trust for the Company, none of the Directors or their respective associates had any interest in shares, underlying shares or debentures of the Company or any of its associated companies within the meaning of the SFO.

董事之股份權益(續)

(1) 於已發行股份之權益(續)

附註：

1. 羅友禮先生由於其妻室擁有 28,702,500 股股份，故被視為擁有該等股份之權益。
2. 羅友義先生擁有 Benson Corporation 所持有之 39,462,450 股股份之權益，該公司為 Benson Unit Trust 之受託人，其家族成員為 Benson Unit Trust 之受益人。
3. 羅慕玲女士擁有 Yvonne WONG 名義持有之 843,750 股股份之權益，Yvonne WONG 以託管人身份代羅慕玲女士未滿十八歲之女兒持有該等股份。
4. 羅慕貞女士擁有由 Supreme Luck Holdings Limited 持有之 27,974,700 股股份之權益，該公司以託管人身份為 Myrna Lo Trust (前稱 The Lo Kwee Seong 1987 Trust) 持有該等股份。
5. 羅友禮先生、羅友義先生、羅慕玲女士及羅慕貞女士均擁有由東亞銀行受託代管有限公司以代理人名義代慈善基金 K. S. Lo Foundation 持有之 72,678,300 股股份。彼等均為 K. S. Lo Foundation 之受託人，故被視為擁有該等股份之權益。

(2) 於相關股份之權益

本公司若干董事根據本公司之購股權計劃獲授購股權，詳情載於「購股權計劃」一節。

於本公司股份及相關股份中之全部權益均為好倉。

除上文所披露者及董事以託管人身份代本公司持有若干附屬公司之代理人股份外，各董事或彼等各自之聯繫人士概無在本公司或其任何相聯公司（按證券及期貨條例之涵義）之股份、相關股份或債券中擁有任何權益。

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SHARE OPTION SCHEMES

Particulars of share options outstanding during the period and as at 30th September, 2004 are as follows:

購股權計劃

於期內及於二零零四年九月三十日尚未行使之購股權詳情如下：

Participants 參與者	Date granted 授出日期	Period during which options are exercisable 購股權行使期	Price per share on exercise of options HK\$ 行使購 股權時須付 之每股價格 港元	Number of options outstanding at the beginning of the period 尚未行使之 購股權數目	Number of options granted during the period 期內授出之 購股權數目	Number of options exercised during the period 期內行使 之購股權 數目	Number of options expired or forfeited during the period 於期內到期 或沒收之 購股權數目	Number of options outstanding at the period end 期終時尚 未行使之 購股權數目	Weighted average market price per share on exercise of option HK\$ 行使購股權 時之每股加 權平均市價 港元
Directors 董事									
Mr. Winston Yau-lai LO 羅友禮先生	4/7/2000 (Note 附註1)	7/9/2000 – 31/8/2005	1.193	3,450,000	-	-	-	3,450,000	-
	1/4/2003 (Note 附註2)	1/4/2004 – 31/3/2013	1.688	2,220,000	-	-	-	2,220,000	-
	1/4/2004 (Note 附註3)	1/4/2005 – 31/3/2014	1.904	-	1,700,000	-	-	1,700,000	-
Mr. Eric Fat YU 余發先生	4/7/2000 (Note 附註1)	7/9/2000 – 31/8/2005	1.193	1,953,000	-	1,518,000	-	435,000	1.82
	1/4/2003 (Note 附註2)	1/4/2004 – 31/3/2013	1.688	738,000	-	-	-	738,000	-
	1/4/2004 (Note 附註3)	1/4/2005 – 31/3/2014	1.904	-	450,000	-	-	450,000	-
Mr. John Shek-hung LAU 劉錫鴻先生	4/7/2000 (Note 附註1)	7/9/2000 – 31/8/2005	1.193	1,953,000	-	-	-	1,953,000	-
	1/4/2003 (Note 附註2)	1/4/2004 – 31/3/2013	1.688	820,000	-	-	-	820,000	-
	1/4/2004 (Note 附註3)	1/4/2005 – 31/3/2014	1.904	-	500,000	-	-	500,000	-
Mr. Fransis Ming-yin KONG 江明彥先生	4/7/2000 (Note 附註1)	7/9/2000 – 31/8/2005	1.193	2,331,000	-	-	-	2,331,000	-
	1/4/2003 (Note 附註2)	1/4/2004 – 31/3/2013	1.688	1,526,000	-	-	-	1,526,000	-
	1/4/2004 (Note 附註3)	1/4/2005 – 31/3/2014	1.904	-	978,000	-	-	978,000	-
Eligible employees working under employment contracts 根據僱傭合約工作之合資格僱員	4/7/2000 (Note 附註1)	7/9/2000 – 31/8/2005	1.193	4,731,000	-	1,392,000	135,000	3,204,000	1.83
	1/4/2003 (Note 附註2)	1/4/2004 – 31/3/2013	1.688	8,650,000	-	782,000	620,000	7,248,000	1.92
	1/4/2004 (Note 附註3)	1/4/2005 – 31/3/2014	1.904	-	4,928,000	-	-	4,928,000	-
	3/8/2004 (Note 附註4)	3/8/2006 – 2/8/2014	1.910	-	900,000	-	-	900,000	-

SHARE OPTION SCHEMES (continued)

Notes:

- Options granted in the year of 2000 were granted under the share option scheme adopted by the Company on 9th March, 1994 (the "Old Share Option Scheme"). The Old Share Option Scheme was terminated on 4th September, 2002 and no further options will be granted under this scheme. However, all outstanding options granted thereunder shall continue to be valid and exercisable in accordance with the terms of the Old Share Option Scheme.
- Options granted on 1st April, 2003 were granted under the share option scheme adopted by the Company on 4th September, 2002 (the "New Share Option Scheme").
- Options granted on 1st April, 2004 were granted under the New Share Option Scheme. The closing price of the shares of the Company quoted on The Stock Exchange of Hong Kong Limited on 31st March, 2004, being the business date immediately before the date on which share options were granted, was HK\$1.92. The options become exercisable after one year of the date of grant.
- Options granted on 3rd August, 2004 were granted under the New Share Option Scheme. The closing price of the shares of the Company quoted on The Stock Exchange of Hong Kong Limited on 2nd August, 2004, being the business date immediately before the date on which share options were granted, was HK\$1.91. The options become exercisable after two years of the date of grant.

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 options granted during the period, since it would not be meaningful and, to a certain extent, would be misleading to shareholders if the value of the options is calculated based on a set of speculated assumptions.

Apart from the above, at no time during the period was the Company or any of its subsidiaries a party to any arrangement to enable the Directors of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

購股權計劃 (續)

附註：

- 於二零零零年度授出之購股權乃根據本公司於一九九四年三月九日採納之購股權計劃（「舊購股權計劃」）授出。舊購股權計劃已於二零零二年九月四日終止，且將不會根據該購股權計劃授出其他購股權。然而，所有已授出之未行使購股權將仍然有效及可根據舊購股權計劃之條款行使。
- 於二零零三年四月一日授出之購股權乃根據本公司於二零零二年九月四日採納之購股權計劃（「新購股權計劃」）授出。
- 於二零零四年四月一日授出之購股權乃根據新購股權計劃授出。本公司股份於二零零四年三月三十一日（即緊接購股權授出日期前之營業日）在香港聯合交易所有限公司所報之收市價為港幣 1.92 元。購股權可於授出日期起計一年後行使。
- 於二零零四年八月三日授出之購股權乃根據新購股權計劃授出。本公司股份於二零零四年八月二日（即緊接購股權授出日期前之營業日）在香港聯合交易所有限公司所報之收市價為港幣 1.91 元。購股權可於授出日期起計兩年後行使。

授出之購股權於獲行使前將不會在財務報表予以確認。董事認為不宜披露期內授出之購股權之價值，理由是倘購股權之價值乃根據推定假設計算，則該等價值並無意義，且在某程度上將對股東造成誤導。

除上文所披露者外，在本期間之任何時間，本公司或其任何附屬公司概無參與任何安排，致使本公司董事或其任何配偶或未滿十八歲之子女可藉購入本公司或任何其他公司之股份或債券而獲益。

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SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30th September, 2004, the register of substantial shareholders maintained under section 336 of the SFO shows that the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the Directors.

主要股東權益

於二零零四年九月三十日，根據證券及期貨條例第 336 條保存之主要股東登記冊所示，本公司已獲知會下列主要股東權益，佔本公司已發行股本之 5% 或以上。該等權益不包括上文所披露之董事權益。

Name of shareholders 股東姓名	Number of ordinary shares of HK\$0.25 each (long position) 每股面值港幣 0.25 元之普通股數目 (好倉)				Trusts and similar interests 信託及同類權益	Total interests 權益總數	% of total issued shares 佔已發行股份總數之百分比
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益				
Ms. Irene CHAN (Notes 1 & 2) 陳羅慕連女士 (附註 1 及 2)	27,974,700	750,000	–	72,678,300	101,403,000	10.25	
Mr. Kai-tun LO (Note 2) 羅開敦先生 (附註 2)	18,508,950	–	–	72,678,300	91,187,250	9.22	
Mr. Peter Tak-shing LO (Note 2) 羅德承先生 (附註 2)	750,000	–	–	72,678,300	73,428,300	7.42	
Arisaig Greater China Fund ("Arisaig") (Note 3) (附註 3)	71,925,500	–	–	–	71,925,500	7.27	
Arisaig Partners (Mauritius) Limited ("Arisaig Mauritius") (Note 4) (附註 4)	–	–	71,925,500	–	71,925,500	7.27	
Mr. Lindsay William Ernest COOPER ("Cooper") (Note 5) (附註 5)	–	–	71,925,500	–	71,925,500	7.27	
Commonwealth Bank of Australia (Note 6) 澳洲聯邦銀行 (附註 6)	–	–	52,699,000	–	52,699,000	5.33	
Matthews International Capital Management LLC (Note 7) (附註 7)	–	–	50,653,750	–	50,653,750	5.12	

SUBSTANTIAL SHAREHOLDERS' INTERESTS (continued)

Notes:

1. Ms. Irene CHAN is interested in 750,000 shares held for her daughter Alexandra CHAN who is under the age of 18.
2. Each of Ms. Irene CHAN, Mr. Kai-tun LO and Mr. Peter Tak-shing LO is interested in 72,678,300 shares held by The Bank of East Asia (Nominees) Limited which holds such shares as a nominee for the K. S. Lo Foundation, a charitable trust. Each of them is a trustee of the K. S. Lo Foundation and is therefore deemed to be interested in such shares.
3. These interests are held by Arisaig in the capacity of beneficial owner.
4. These interests are held by Arisaig Mauritius in the capacity of investment manager of Arisaig. These interests are duplicated by the interests described in Note 3 above.
5. These interests represented Cooper's interests through his indirect 33% interest in Arisaig Mauritius. These interests are duplicated by the interests disclosed in Notes 3 and 4 above.
6. These interests represented Commonwealth Bank of Australia's interests through its indirect 100% interest in First State Investment Management (UK) Limited (which holds 43,731,000 shares of the Company's ordinary shares) and First State Investments (Hong Kong) Limited (which holds 8,968,000 shares of the Company's ordinary shares).
7. These interests are held in the capacity of investment manager.

Apart from the foregoing, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

主要股東權益 (續)

附註：

1. 陳羅慕連女士擁有代其未滿十八歲女兒 Alexandra CHAN 持有之 750,000 股股份之權益。
2. 陳羅慕連女士、羅開敦先生及羅德承先生均擁有由東亞銀行受託代管有限公司以代理人名義代慈善基金 K. S. Lo Foundation 持有之 72,678,300 股股份。彼等均為 K. S. Lo Foundation 之受託人，故被視為擁有該等股份之權益。
3. 該等權益乃由 Arisaig 以實益擁有人身份持有。
4. 該等權益乃由 Arisaig Mauritius 以 Arisaig 之投資經理身份持有。該等權益與上文附註 3 所述者為同一份權益。
5. 該等權益乃 Cooper 透過間接持有 Arisaig Mauritius 之 33% 權益而擁有之權益。該等權益與上文附註 3 及 4 所披露者為同一份權益。
6. 該等權益乃澳洲聯邦銀行透過間接持有 First State Investment Management (UK) Limited (該公司持有本公司 43,731,000 股普通股) 及首域投資 (香港) 有限公司 (該公司持有本公司 8,968,000 股普通股) 之全部權益而擁有之權益。
7. 該等權益乃以投資經理身份持有。

除上述者外，本公司並不獲知會有任何須紀錄在根據證券及期貨條例第336條而保存之登記冊內之其他權益。

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PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30th September, 2004.

AUDIT COMMITTEE

In compliance with the Code of Best Practice, the Company established an Audit Committee with written terms of reference in November 1998. The Committee comprises three Independent Non-executive Directors.

The Audit Committee has reviewed the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters, including the review of the interim financial report, which has not been audited.

COMPLIANCE WITH CODE OF BEST PRACTICE

None of the Directors is aware of information that would reasonably indicate that the Company is not, or was not for any part of the accounting period for the six months ended 30th September, 2004, in compliance with the Code of Best Practice set out by The Stock Exchange of Hong Kong Limited in Appendix 14 of the Main Board Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Main Board Listing Rules on 9th September, 2004.

By Order of the Board

Winston Yau-lai LO
Executive Chairman

Hong Kong, 14th December, 2004

購回、出售或贖回本公司之上市證券

本公司或其任何附屬公司於截至二零零四年九月三十日止六個月內概無購回、出售或贖回本公司之任何上市證券。

審核委員會

為遵守最佳應用守則，本公司於一九九八年十一月成立審核委員會，並以書面制定職權範圍，該委員會由三名獨立非執行董事組成。

審核委員會已審閱本集團採納之會計準則及慣例，並磋商有關審核、內部監控及財務申報等事宜，包括審閱未經審核之中期財務報告。

遵守最佳應用守則

各董事並不知悉任何資料，足以合理地顯示本公司於現時或截至二零零四年九月三十日止六個月會計期間之任何時間，未有遵守香港聯合交易所有限公司主板上市規則附錄 14 所載列之最佳應用守則。

上市發行人董事進行證券交易的標準守則

本公司已於二零零四年九月九日採納主板上市規則附錄 10 所載上市發行人董事進行證券交易之標準守則。

承董事會命

羅友禮
執行主席

香港，二零零四年十二月十四日