

其他資料

OTHER INFORMATION

購股權

於回顧期內，本公司設立了兩項購股權計劃，即「新計劃」及「舊計劃」（二零零一年之年報已界定兩者之涵義）。舊計劃已於二零零二年一月三十一日終止。下述於二零零二年一月三十一日或以後授出之購股權乃根據新計劃發行，其餘為根據舊計劃發行。於一九九九年一月一日以前根據舊計劃授出之若干購股權之歸屬期，由授出當日起計直至二零零二年九月十六日為止。於一九九九年一月一日以後根據舊計劃授出之購股權及根據新計劃授出之購股權之歸期為緊隨授出當日起計十年。根據新舊計劃授出的購股權，可於緊隨授出之日起計十年內行使，或於接納授出購股權後每年可予行使有關購股權可認購之股份之20%至33%。

除下文所披露者外，於回顧期內，本公司之董事、行政總裁、主要股東或彼等各自之聯繫人及本集團之貨品及服務供應商（並非新計劃下的合資格參與者），均未曾獲授（或獲授超出個人上限之）其他購股權及未曾行使其他購股權，及並無其他購股權根據有關購股權計劃之條款而註銷或失效。

Share Options

During the period under review, the Company operates two share option schemes, namely the “Old Scheme” and “New Scheme” which were defined in the 2001 Annual Report. The Old Scheme terminated on 31st January 2002. Share options disclosed below and granted on or after 31st January 2002 are issued under the New Scheme while the remaining options are under the Old Scheme. Certain share options granted before 1st January 1999 under the Old Scheme are vested from the date of grant to 16th September 2002. For share options granted after 1st January 1999 under the Old Scheme and for share options granted under the New Scheme, these share options are vested for a period of 10 years immediately after the date of grant. Share options granted under the Old Scheme and the New Scheme are generally either exercisable within a period of 10 years immediately after the date of grant or between 20% and 33% of shares to be subscribed under relevant share options will commence to be exercisable in each calendar year after the acceptance of a grant.

Save disclosed below, no other share options have been granted (or granted in excess of individual limit) and exercised, cancelled or lapsed in accordance with the terms of the relevant share option scheme during the period under review in relation to each of the directors, chief executive, substantial shareholder of the Company or their respective associates and the suppliers of goods and service of the group (which is not an eligible participant under the New Scheme).

購股權 (續)

(甲) 董事

於二零零二年六月三十日，下列董事持有根據本公司之新舊購股權計劃而可認購股份之購股權權益。根據該兩項購股權計劃授予董事而仍然生效之購股權如下：

Share Options (continued)

(a) Directors

As at 30th June 2002, the following directors had interests in respect of options to subscribe for shares under both share option schemes of the Company. Share options granted to directors under both share option schemes are set out below:

董事姓名	Name of directors	授出日期 Date of grant	行使價 Exercise price 港幣元 HK\$	於二零零二年 一月一日 尚未行使 Outstanding at 1/1/2002	購股權數目 Number of share options			於本期間 失效 Lapsed during the period	於二零零二年 六月三十日 尚未行使 Outstanding at 30/6/2002	本公司股份價格 ¹ Price of Company's shares ¹	
					於本期間 授出 Granted during the period	於本期間 行使 Exercised during the period	於本期間 註銷 Cancelled during the period			已授出之 購股權 For options granted 港幣元 HK\$	已行使之 購股權 For options exercised 港幣元 HK\$
寧高寧	Ning Gaoning	11/05/1996	3.856	3,300,000	—	—	—	—	3,300,000	—	—
		17/11/1997	14.30	1,200,000	—	—	1,200,000	—	—	—	—
		20/06/2000	7.190	3,300,000	—	—	—	—	3,300,000	—	—
		07/02/2002	7.170	—	1,200,000	—	—	—	1,200,000	7.100	—
宋 林	Song Lin	20/06/2000	7.190	200,000	—	—	—	—	200,000 [*]	—	—
		07/02/2002	7.170	—	2,000,000	—	—	—	2,000,000	7.100	—
陳樹林	Chen Shulin	21/11/2000	7.080	1,186,000	—	—	—	—	1,186,000	—	—
		21/11/2000	10.86	442,000	—	—	442,000	—	—	—	—
		21/11/2000	11.95	884,000	—	—	884,000	—	—	—	—
		07/02/2002	7.170	—	1,326,000	—	—	—	1,326,000	7.100	—
喬世波	Qiao Shibo	02/04/2001	8.430	1,800,000	—	—	1,800,000	—	—	—	—
		07/02/2002	7.170	—	1,800,000	—	—	—	1,800,000	7.100	—
閻 颺	Yan Biao	11/05/1996	3.856	1,700,000	—	—	—	—	1,700,000	—	—
		17/11/1997	14.30	1,000,000	—	—	1,000,000	—	—	—	—
		20/06/2000	7.190	3,000,000	—	—	—	—	3,000,000	—	—
		07/02/2002	7.170	—	1,000,000	—	—	—	1,000,000	7.100	—
姜智宏	Keung Chi Wang, Ralph	17/11/1997	14.30	500,000	—	—	500,000	—	—	—	—
		20/06/2000	7.190	1,400,000	—	—	—	—	1,400,000	—	—
		07/02/2002	7.170	—	500,000	—	—	—	500,000	7.100	—
劉百成	Lau Pak Shing	17/11/1997	14.30	500,000	—	—	500,000	—	—	—	—
		20/06/2000	7.190	1,000,000	—	—	—	—	1,000,000	—	—
		07/02/2002	7.170	—	500,000	—	—	—	500,000	7.100	—
陳威武	Chan Wai Mo	13/10/1999	8.480	300,000	—	—	300,000	—	—	—	—
		20/06/2000	7.190	800,000	—	—	—	—	800,000	—	—
		07/02/2002	7.170	—	300,000	—	—	—	300,000	7.100	—
王 群	Wang Qun	11/05/1996	3.856	40,000	—	—	—	—	40,000	—	—
		06/01/2000	9.790	400,000	—	—	400,000	—	—	—	—
		20/06/2000	7.190	400,000	—	—	—	—	400,000	—	—
		07/02/2002	7.170	—	400,000	—	—	—	400,000	7.100	—
鍾 義	Zhong Yi	11/05/1996	3.856	80,000	—	—	—	—	80,000	—	—
		20/06/2000	7.190	1,500,000	—	—	—	—	1,500,000	—	—
鄭文謙	Kwong Man Him	07/02/2002	7.170	—	2,000,000	—	—	—	2,000,000	7.100	—
蔣 偉	Jiang Wei	08/03/2002	7.500	—	600,000	—	—	—	600,000	7.650	—
謝勝喜	Xie Shengxi	08/03/2002	7.500	—	380,000	—	—	—	380,000	7.650	—
盧海安 (於二零零二年 一月十四日 離任)	Lu An (Resigned on 14th January 2002)	07/12/1998	8.980	200,000	—	—	—	200,000	—	—	—
		20/06/2000	7.190	770,000	—	392,000	—	378,000	—	—	—
許志明 (於二零零一年 十一月十三日 離任)	Xu Zhiming (Resigned on 13th November 2001)	13/10/1999	8.480	1,500,000	—	—	—	1,500,000	—	—	—

購股權 (續)

* 根據證券(披露權益)條例(「披露權益條例」)第三十一條，宋林先生被視為擁有本公司授予其妻之200,000股普通股購股權。

(乙) 僱員及其他參與者

除所有非執行董事外，本公司之所有董事均為本集團之僱員，彼等各自之購股權總數已於上文(a)段披露。以下是本公司授出予本集團僱員及其他參與者的購股權概況。

(i) 僱員 (不包括董事)

授出日期 Date of grant	行使價 Exercise price 港幣元 HK\$	購股權數目 Number of share options						本公司股份價格 ¹ Price of Company's shares ¹	
		於二零零二年 一月一日 尚未行使 Outstanding at 1/1/2002	於本期間 授出 Granted during the period	於本期間 行使 Exercised during the period	於本期間 註銷 Cancelled during the period	於本期間 失效 Lapsed during the period	於二零零二年 六月三十日 尚未行使 Outstanding at 30/6/2002	已授出 之購股權 For options granted 港幣元 HK\$	已行使 之購股權 For options exercised 港幣元 HK\$
舊計劃 Old Scheme									
11/05/1996	3.856	3,030,000	—	610,000	—	2,112,000	308,000	—	8,346
17/11/1997	14.300	700,000	—	—	—	—	700,000	—	—
07/12/1998	8.980	2,278,000	—	—	1,540,000	388,000	350,000	—	—
13/10/1999	8.480	20,000	—	—	20,000	—	—	—	—
06/01/2000	9.790	170,000	—	—	170,000	—	—	—	—
18/02/2000	9.590	2,000,000	—	—	2,000,000	—	—	—	—
20/06/2000	7.190	6,843,000	—	134,000	—	992,000	5,717,000	—	9,122
17/07/2000	8.860	922,000	—	—	922,000	—	—	—	—
14/08/2000	9.670	1,000,000	—	—	—	1,000,000	—	—	—
22/08/2000	9.720	240,000	—	—	240,000	—	—	—	—
21/11/2000	7.080	6,118,000	—	1,013,000	—	503,000	4,602,000	—	8,532
21/11/2000	9.290	214,000	—	—	214,000	—	—	—	—
21/11/2000	10.820	1,026,000	—	—	980,000	46,000	—	—	—
21/11/2000	10.860	46,000	—	—	46,000	—	—	—	—
21/11/2000	11.730	800,000	—	—	666,000	134,000	—	—	—
21/11/2000	11.950	798,000	—	—	798,000	—	—	—	—
11/01/2001	8.730	400,000	—	—	400,000	—	—	—	—
02/04/2001	8.430	7,778,000	—	—	6,846,000	932,000	—	—	—
30/07/2001	9.120	400,000	—	—	400,000	—	—	—	—
		34,783,000	—	1,757,000	15,242,000	6,107,000	11,677,000		
新計劃 New Scheme									
07/02/2002	7.170	—	18,100,000	122,000	—	—	17,978,000	7.100	9,283
19/04/2002	7.400	—	15,742,000	490,000	—	12,000	15,240,000	7.450	9,280
23/05/2002	8.900	—	300,000	—	—	—	300,000	8.900	—
		—	34,142,000	612,000	—	12,000	33,518,000		

Share Options (continued)

* By virtue of Section 31 of the Securities (Disclosure of Interests) Ordinance (“SDI Ordinance”), Mr. Song Lin is deemed to be interested in the share option for 200,000 ordinary shares granted by the Company to his wife.

(b) Employees and other participants

Except for all non-executive directors, all directors of the Company are employees of the Group and their respective aggregate share options are disclosed in paragraph (a) above. Summary of options granted to employees of the Group and other participants are set out below.

(i) Employees (other than directors)

購股權 (續)

(ii) 其他參與者

授出日期 Date of grant	行使價 Exercise price 港幣元 HK\$	購股權數目 Number of share options					本公司股份價格 ¹ Price of Company's shares ¹		
		於二零零二年 一月一日 尚未行使 Outstanding at 1/1/2002	於本期間 授出 Granted during the period	於本期間 行使 Exercised during the period	於本期間 註銷 Cancelled during the period	於本期間 失效 Lapsed during the period	於二零零二年 六月三十日 尚未行使 Outstanding at 30/6/2002	已授出 之購股權 For options granted 港幣元 HK\$	已行使 之購股權 For options exercised 港幣元 HK\$
05/03/2002	7.350	—	24,720,000	—	—	112,000	24,608,000	7,200	—
23/05/2002	8.900	—	80,000	—	—	—	80,000	8,900	—
		—	24,800,000	—	—	112,000	24,688,000		

1 就已授出之購股權所披露之本公司股份價格，為緊接各購股權授出日期前一個交易日股份於聯交所之收市價。就行使購股權所披露之本公司股份價格，為緊接購股權行使日期前股份於聯交所之收市價之加權平均數。

Share Options (continued)

(ii) Other Participants

1 The price of the Company's shares disclosed for options respective granted is the closing price quoted on the Stock Exchange on the trading day immediately before the date of the grant of the respective options. The price of the Company's shares disclosed for the exercise of options is the weighted average of the closing prices quoted on the Stock Exchange immediate before the date of exercises of options.

董事之證券權益

於二零零二年六月三十日，陳普芬博士個人實益擁有本公司506,000股普通股，及以受託人身份持有本公司70,000股普通股。宋林先生因其妻擁有之本公司200,000股普通股而被視為擁有該等股份權益。

同日，若干董事於根據本公司的購股權計劃所授出可認購股份之購股權中擁有權益。根據本公司之購股權計劃授予各董事之購股權已於上文「購股權」一節內列載。

Directors' Interests in Securities

As at 30th June 2002, Dr. Chan Po Fun, Peter was personally beneficially interested in 506,000 ordinary shares and held 70,000 ordinary shares as trustee in the Company. Mr. Song Lin is deemed to have interest in 200,000 ordinary shares of the Company by virtue of his wife's interest in these shares.

At the same date, certain directors had interests in respect of options to subscribe for shares under the share option schemes of the Company. Options granted to respective directors are set out under the section headed "Share Options" above.

董事之證券權益 (續)

除上述者外，並無任何董事、行政總裁或彼等之聯繫人士實益或非實益擁有有關本公司現有購股權計劃下可認購股份之購股權權益，或本公司或其相聯法團之任何股本權益及債務證券權益，而須按證券(披露權益)條例第二十九條記錄於董事權益登記冊內，或根據上市公司董事進行證券交易之標準守則知會本公司及香港聯合交易所有限公司(「聯交所」)。

主要股東

根據按證券(披露權益)條例第十六(一)條而設立之權益登記冊所載，於二零零二年六月三十日申報持有本公司已發行股本10%或以上權益之股東如下：

名稱	Name	普通股數目 No. of ordinary shares
中國華潤總公司 (「中國華潤」)*	China Resources National Corporation (“CRNC”)*	1,153,776,475
華潤(集團)有限公司 (「華潤集團」)*	China Resources (Holdings) Company Limited (“CRH”)*	1,153,776,475

* 華潤集團是本公司之直屬控股公司，而中國華潤則為華潤集團之控股公司。因此，根據證券(披露權益)條例第八條，中國華潤和華潤集團兩者均被視為擁有本公司同等股本權益。

Directors' Interests in Securities (continued)

Apart from the foregoing, none of the directors, chief executives or their associates had any beneficial or non-beneficial interest in respect of options to subscribe for shares under the existing share options schemes of the Company, in the share capital and debt securities of the Company or its associated corporation which is required to be recorded in the Register of Directors' Interests pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (“the Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

Substantial Shareholders

As at 30th June 2002, the following declaration of interests by shareholders holding 10% or more of the issued share capital of the Company has been recorded in the Register of Interests pursuant to Section 16(1) of the Securities (Disclosure of Interests) Ordinance:

Name	普通股數目 No. of ordinary shares
China Resources National Corporation (“CRNC”)*	1,153,776,475
China Resources (Holdings) Company Limited (“CRH”)*	1,153,776,475

* CRH is the immediate holding company of the Company. CRNC is the holding company of CRH. Therefore both CRNC and CRH are deemed to have the same interests in the share capital of the Company by virtue of Section 8 of the Securities (Disclosure of Interests) Ordinance.

控股股東之強制履行責任

根據一項貸款協議，華潤集團須繼續實益擁有本公司有投票權之股份最少35%，及或繼續為本公司之唯一最大股東（不論直接或間接透過其附屬公司）。於二零零二年六月三十日，該等須於五年內悉數償還之備用額為港幣2,900,000,000元，已經全數動用。

購買、出售或贖回上市證券

本公司或其附屬公司於截至二零零二年六月三十日止六個月內，概無購買、出售或贖回本公司任何上市證券。

最佳應用守則

除了非執行董事並無指定委任任期而需輪值退任外，董事概無獲悉任何資料可合理顯示本公司現時並無，或於截至二零零二年六月三十日止六個月內並無遵守聯交所證券上市規則附錄十四所載之最佳應用守則。

Specific Performance Obligations on controlling Shareholder

According to a loan agreement, CRH is required to remain as a beneficial owner of at least 35% of the voting shares of the Company and or remain as a single largest shareholder (whether directly or indirectly through its subsidiaries) of the Company. As at 30th June 2002, the amount of such facility was HK\$2,900 million and was fully drawn down. Such facility is wholly repayable within five years.

Purchase, Sale or Redemption of Listed Securities

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30th June 2002.

Code of Best Practice

With the exception that non-executive directors have no set term of office but retire from office on a rotational basis, none of the directors is aware of any information that would reasonably indicate that the Company is not, or was not during the six months ended 30th June 2002 in compliance with the code of Best Practice set out in Appendix 14 to the Rules Governing the Listing of Securities on the Exchange.