

# Other Information

## Directors' Interests in Share Capital

At 30th September 2002, the interests of the directors and their associates in the share capital of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance") were as follows:

Name of director	Number of shares of the Company held and nature of interest			Total
	Personal Interests	Family Interests	Corporate Interests	
Poon Bun Chak ( <i>Note</i> )	29,720,000	168,800,104	571,200,000	769,720,104
Poon Kai Chak	7,802,800	—	—	7,802,800
Poon Kei Chak	21,477,200	—	—	21,477,200
Poon Kwan Chak	6,442,800	—	—	6,442,800
Ting Kit Chung	1,600,000	—	—	1,600,000
Au Son Yiu	—	—	—	—
Cheng Shu Wing	—	—	—	—
	<u>67,042,800</u>	<u>168,800,104</u>	<u>571,200,000</u>	<u>807,042,904</u>

*Note:* 168,800,104 shares are owned by Farrow Star Limited, which is wholly-owned by Perfection Inc. as trustee for The Evergreen Trust, a discretionary trust, the beneficiaries of which include the family members of Mr. Poon Bun Chak. These shares are held as family interests under the SDI Ordinance.

571,200,000 shares are owned by Giant Wizard Corporation in which Farrow Star Limited has an 87.51% equity interest, and are held as corporate interests under the SDI Ordinance. A 12.4% interest in Giant Wizard Corporation is owned by Mr. Poon Kei Chak, Mr. Poon Kwan Chak and Mr. Poon Kai Chak.

Save as disclosed above, none of the directors, or their respective spouses or children under 18 years of age of any of the directors or chief executives or their associates, had any personal, family, corporate or other interests in the share capital of the Company or any of its associated corporations, as defined in the SDI Ordinance.

# Other Information

Apart from the share option scheme as detailed below under the heading “Share Option Scheme”, at no time during the period was the Company or any of its subsidiaries a party to any arrangement to enable the Company’s directors, their respective spouses, 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

As 30th September 2002, the following interests of 10% or more of the share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance:

Name	Number of shares of the Company held	Percentage of issued share capital as at 30th September 2002
The Capital Group Companies, Inc.	174,162,700	13.16%

Save as disclosed above, no person, other than Mr. Poon Bun Chak, whose interests are set out in the section “Directors’ Interests in Share Capital” above, had registered an interest in the share capital of the Company that was required to be recorded under Section 16(1) of the SDI Ordinance.

## Arrangements to Purchase, Redeem and Sell Shares

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

# Other Information

## Share Option Scheme

The share option scheme adopted on 15th July 1992 expired on 14th July 2002 and all the outstanding share options granted thereunder lapsed before the expiry of the scheme. A new share option scheme, in compliance with the requirements of Chapter 17 of the Listing Rules, was adopted by the Company on 27th August 2002 for a period of ten years. During the interim period, the following share options were outstanding :

								Closing price of the Company's share immediately before the date of grant of share options* HK\$
Name or category of participant	Date of grant of share options	Exercise price of share options HK\$	Number of share options				Exercise period of share options	
			At 1st April 2002	Granted during the period	Lapsed during the period	At 30th September 2002		
Directors								
Poon Bun Chak	11th September 2002	4.97	—	1,000,000	—	1,000,000	11th September 2002 to 10th September 2012	4.80
Poon Kai Chak	11th September 2002	4.97	—	7,500,000	—	7,500,000	11th September 2002 to 10th September 2012	4.80
Poon Kei Chak	11th September 2002	4.97	—	7,500,000	—	7,500,000	11th September 2002 to 10th September 2012	4.80
Poon Kwan Chak	11th September 2002	4.97	—	4,000,000	—	4,000,000	11th September 2002 to 10th September 2012	4.80
Ting Kit Chung	11th September 2002	4.97	—	4,000,000	—	4,000,000	11th September 2002 to 10th September 2012	4.80
Au Son Yiu	11th September 2002	4.97	—	200,000	—	200,000	11th September 2002 to 10th September 2012	4.80
Cheng Shu Wing	11th September 2002	4.97	—	200,000	—	200,000	11th September 2002 to 10th September 2012	4.80
Other employees								
In aggregate	26th February 1998	0.72	200,000	—	(200,000)	—	26th February 1998 to 27th May 2002	0.93
	11th September 2002	4.97	—	4,200,000	—	4,200,000	11th September 2002 to 10th September 2012	4.80
			200,000	28,600,000	(200,000)	28,600,000		

\* The closing price of the Company's share refers to the price quoted on the Stock Exchange.

# Other Information

## *Notes:*

- (1) The vesting period of the above share options is from the date of grant of share options to the commencement of the exercise period.
- (2) No share options were granted, exercised, cancelled or lapsed subsequent to 30th September 2002.

## **Audit Committee**

The Audit Committee (the “Committee”) of the Group comprises the two independent non-executive directors, Messrs. Au Son Yiu and Cheng Shu Wing. At the time of establishment, the terms of reference and duties have been laid down as guideline for the Committee. The duties of the Committee include the review and supervision of the financial reporting process and internal controls.

For the interim period, the Committee has reviewed and discussed with management the interim report and the internal controls of the Group and made recommendations to the Board.

## **Code of Best Practice**

In the opinion of the directors, the Company complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules of the Stock Exchange throughout the accounting period covered by the interim report.

By order of the Board

**Poon Bun Chak**

*Chairman*

Hong Kong, 18th December 2002