



## **ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES**

### **Interim Dividend**

The Board of Directors has declared an interim dividend of HK0.8 cent per share to shareholders whose names appear on the register of members of the Company at the close of business on 2 January 2003. The dividend will be paid on or about 28 January 2003.

### **Closure of the Transfer Books and Register of Members**

The Transfer Books and Register of Members of the Company will be closed from 3 January 2003 to 9 January 2003, both days inclusive. During this period, no transfer of shares of the Company will be registered.

In order to qualify for the entitlement of the proposed interim dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Registrar, Tengis Limited, 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong, not later than 4:00 p.m. on 2 January 2003.



## ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES *(continued)*

### Directors' and Chief Executives' Interest in Shares

As at 30 September 2002, the directors and chief executives of the Company who held office had the following interests and in the issued share capital of the Company, its subsidiaries and other associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance")) as recorded in the register maintained by the Company under Section 29 of the SDI Ordinance or as notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions of Directors of Listed Companies were as follows:

Beneficial interests	Name of the company	Class of shares	Personal interests	Family interests	Corporate interests	Other interests
Mr Kwok Wing	Tack Fat Group International Limited	Ordinary shares of HK\$0.1 each	-	-	652,800,000 <i>(note 1)</i>	-
Mr Kwok Wing	Tack Fat Group International Limited	Ordinary shares of HK\$0.1 each	-	-	153,600,000 <i>(note 2)</i>	-
Mr Kwok Wing	Tack Fat International Holdings Limited	Non-voting deferred shares of HK\$1 each	5,000	-	-	-
Mr Kwok Wing	Chiu Wing Enterprise Company Limited	Non-voting deferred shares of HK\$1,000 each	1,500	-	-	-
Mr Kwok Wing	Tack Fat Swimwear Manufacturing Limited	Non-voting deferred shares of HK\$10,000 each	500	-	-	-



## **ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES (continued)**

### **Directors' and Chief Executives' Interest in Shares (continued)**

Notes:

- (1) The shares are owned by Efulfilment Enterprises Limited, a company incorporated in the BVI and 50% of the issued share capital of which is held by Mr Kwok Wing.
- (2) The shares are owned by Sharp Asset Holdings Limited, a company incorporated in the BVI and whose entire issued share capital is held by Mr Kwok Wing.

Save as disclosed above, none of the directors and chief executives (including their spouse and children under 18 years of age) had any other interests in the shares of the Company, its subsidiaries or any of its associated corporations (within the meaning of the SDI Ordinance) which had been entered in the register kept by the Company pursuant to Section 29 of the SDI Ordinance.

### **Share Option Scheme**

The Company has conditionally adopted a share option scheme approved by way of written resolution of the Company on 11 April 2002 under which the directors of the Company may invite any full-time employee, directors (including executive directors, non-executive directors and independent non-executive directors) and part-time employees of the Group with weekly working hours of 10 hours and above, any advisers (professional or otherwise) or consultants, distributors, suppliers, agents, customers, partners, joint venture partners, promoters, service providers to the Group from time to time to take up options to subscribe for shares of the Company.

The exercise price is determined by the Board of Directors at its absolute discretion and notified to each option holder but shall be no less than the highest of (i) the closing price of the shares as stated in the daily quotations sheets issued by the SEHK on the date of grant, (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the SEHK for the five business days immediately preceding the date of grant, and (iii) the nominal value of a share on the date of grant. The options may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be notified by the Board of Directors to each option holder but may not be exercised after the expiry of ten years from the date of grant. The Board of Directors may provide restrictions on the exercise of an option during the period an option may be exercised.



## ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES (continued)

### Share Option Scheme (continued)

The maximum number of shares which may be issued upon the exercise of all outstanding options and yet to be exercised under the Share Option Scheme shall not exceed 30% of the issued share capital of the Company from time to time. Subject always to the above overall limit, the Board of Directors may grant options under the Share Option Scheme, generally and without further authority, in respect of such number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme not exceeding 10% of the issued share capital of the Company as at 29 April 2002, being the date on which the Company's shares were listed on the SEHK. For the purpose of calculating the above, options lapsed in accordance with the Share Option Scheme shall not be counted. There is no option granted during the six months ended 30 September 2002.

On 7 November 2002, the Company has granted 132,800,000 options at a nominal consideration under the Share Option Scheme of the Company to certain employees of the Group to subscribe for shares of the Company. Each option gives the holder the right to subscribe for one share of the Company at HK\$0.465 with exercisable period from 7 November 2002 to 6 November 2004.

Up to the date of this report, none of the options is granted to the directors of the Company or options granted to the employees of the Group have been exercised.

### Directors' and Chief Executives' Benefits from Rights to Acquire Shares

Save as disclosed above, at no time during the six months ended 30 September 2002 was the Company, its subsidiaries or any of its fellow subsidiaries, a party to any arrangement to enable the directors and chief executives or their spouses or children under 18 years of age of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### Substantial Interest in the Share Capital of the Company

The register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance showed that as at 30 September 2002, the Company had been notified of the following substantial shareholders' interest, being 10% or more of the Company's issued share capital:

	Ordinary shares held	Percentage of total issued shares
Efulfilment Enterprises Limited (Note)	652,800,000	49.16%
Wisehead Group Limited (Note)	153,600,000	11.57%
Sharp Asset Holdings Limited (Note)	153,600,000	11.57%



## **ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES *(continued)***

### **Substantial Interest in the Share Capital of the Company *(continued)***

*Note:* The issued share capital of Efulfilment Enterprises Limited is beneficially owned by Messrs Kwok Chiu and Kwok Wing in the proportion of 50:50. The entire issued share capital of Wisehead Group Limited and Sharp Asset Holdings Limited is beneficially owned by Messrs Kwok Chiu and Kwok Wing respectively.

Save as disclosed above, the Company is not aware of any other registered shareholder who holds 10% or more of the issued share capital of the Company.

### **Purchase, Sale or Redemption of Shares in the Company**

Since the listing of the Company's shares on 29 April 2002, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the six months ended 30 September 2002.

### **Code of best practice**

The Company's shares were listed on the Main Board of the SEHK on 29 April 2002. Since that date, none of the directors of the Company is aware of any information which would indicate that the Group is not, or was not, in compliance with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the SEHK at any time during interim period ended 30 September 2002, except that the independent non-executive directors of the Company were not appointed for specific terms but are subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Company's articles of association.

### **Audit Committee**

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the interim report and the unaudited interim financial statements for the six months ended 30 September 2002 with the directors.

By order of the board  
**Kwok Wing**  
*Chairman*

Hong Kong, 12 December 2002