



## OTHER INFORMATION

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2003, the interests or short positions of the Directors in the shares, underlying shares and debentures of the Company as recorded in the register required to be kept by the Company under Section 352 of Part XV of the Securities and Futures Ordinance (“SFO”) or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the “Model Code”) were as follows:

#### Long positions in Shares of the Company

Name	Capacity	Number of ordinary shares				Total no. of shares	% of issued share capital
		Personal interests	Family interests	Corporate interests	Other interests		
Cha Mou Sing, Payson	Beneficial owner, interest of controlled corporation & beneficiary of discretionary trusts	294,107	—	328,075 <i>Note (a)</i>	66,728,489 <i>Note (b)</i>	67,350,671	23.74%
Cha Mou Daid, Johnson	beneficiary of discretionary trusts	—	—	—	67,701,613 <i>Note (b)</i>	67,701,613	23.87%
Cha Yiu Chung, Benjamin	beneficiary of discretionary trusts	—	—	—	66,728,489 <i>Note (b)</i>	66,728,489	23.52%
Wong Sue Toa, Stewart	Beneficial owner & interest of controlled corporation	2,379,783	—	1,807,224 <i>Note (a)</i>	—	4,187,007	1.48%
Tai Sai Ho	Beneficial owner	1,200	—	—	—	1,200	0.0004%
Shen Tai Hing	Beneficial owner	5,250	—	—	—	5,250	0.0019%



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### *Notes:*

- (a) The shares are held by a corporation in which the relevant director is deemed to be interested by virtue of Part XV of the SFO.
- (b) These shares are held under certain discretionary trusts, of which Mr. Cha Mou Sing, Payson, Mr. Cha Mou Daid, Johnson and Mr. Cha Yiu Chung, Benjamin are members of the class of discretionary beneficiaries comprising issue of Mr. Cha Chi Ming (the founder and the chairman of HKR International Limited).

Save as disclosed above, as at 30 September 2003, none of the Directors of the Company or their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or to the Model Code, or which were recorded in the register required to be kept by the Company under Section 352 of Part XV of the SFO.

### **DIRECTORS' RIGHTS TO ACQUIRE SECURITIES**

The Company currently has a share option scheme adopted on 3 January 2002 which permits the Directors of the Company to grant options to all directors (including independent non-executive Directors), full-time employees and consultants of the Company, its subsidiaries and associates to subscribe for shares in the Company. No options have yet been granted under this scheme during the period since its adoption.

Save as disclosed above, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate, and none of the directors, or their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights during the period.



## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 September 2003, in addition to those interests as disclosed above in respect of the Directors, the interests or short positions of the substantial shareholders in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of Part XV of the SFO were as follows:

### Long positions in Shares of the Company

Name	Capacity	Number of ordinary shares	% of issued share capital
Great Wisdom Holdings Limited (Note 1)	Beneficial owner	138,998,833	49.0%
HKR International Limited ("HKRI") (Note 1)	Interest of controlled corporation	138,999,013	49.0%
LBJ Regents Limited ("LBJ Regents") (Note 2)	Trustee and interest of controlled corporations	207,599,143	73.18%

#### Notes:

- (1) Great Wisdom Holdings Limited is a wholly-owned subsidiary of HKRI and therefore HKRI is deemed to be interested in the 138,998,833 shares held by Great Wisdom Holdings Limited.
- (2) These share interests include 138,999,013 shares held by HKRI. LBJ Regents is the holder of 50.31% of shares in HKRI and pursuant to the SFO, LBJ Regents is deemed to be interested in the 138,999,013 shares held by HKRI. LBJ Regents is the trustee of certain irrevocable discretionary trusts of which members of the Cha Family (comprising for this purpose Mr. Cha Chi Ming, Ms. Wong May Lung, Madeline (being a daughter of Mr. Cha Chi Ming), Mr. Cha Mou Sing, Payson, Mr. Cha Mou Zing, Victor and Mr. Cha Mou Daid, Johnson (being the sons of Mr. Cha Chi Ming), Mr. Cha Yiu Chung, Benjamin (being a grandson of Mr. Cha Chi Ming) together with their respective associates, excluding, as the case may be, HKRI) are among the discretionary objects.

Other than as disclosed above, as at 30 September 2003, the Company has not been notified by any persons (other than Directors of the Company) who had any interests or short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under Section 336 of Part XV of the SFO.



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### **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

During the period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### **EMPLOYEES AND REMUNERATION POLICY**

As of 30 September 2003, the Group had over 470 employees. The Group offers competitive remuneration packages, including a discretionary bonus and share option scheme to its employees, commensurable to market level and their qualifications. The Group also provides retirement schemes, medical benefits and both in-house and external training courses for staff.

### **REVIEW OF INTERIM RESULTS**

The interim financial report of the Group for the six months ended 30 September 2003 has not been audited, but has been reviewed by the Audit Committee of the Board and the Group's auditors, Messrs. Deloitte Touche Tohmatsu.

### **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 six months ended 30 September 2003, in compliance with the Code of Best Practice as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange.

The term of office of each independent non-executive director is the period up to his retirement by rotation in accordance with the Company's Articles of Association.

By order of the Board  
**Cha Mou Sing, Payson**  
*Chairman*

Hong Kong, 26 November 2003