

# Other Information

## Directors' Interests and Short Positions in Shares and Underlying Shares

At 30 September 2004, the interests and short positions of the directors in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), were as follows:

Interest in ordinary shares of the Company:

Name of director	Number of shares held, capacity and nature of interest				Percentage of the Company's issued capital
	Directly, beneficially owned	Through spouse or minor children	Through controlled corporations	Total	
Poon Bun Chak ( <i>Note</i> )	29,720,000	168,800,104	505,200,000	703,720,104	53.1
Poon Kai Chak	7,802,800	—	—	7,802,800	0.6
Poon Kei Chak	21,477,200	—	—	21,477,200	1.6
Poon Kwan Chak	6,442,800	—	—	6,442,800	0.5
Ting Kit Chung	1,600,000	—	—	1,600,000	0.1
Au Son Yiu	—	—	—	—	—
Cheng Shu Wing	—	—	—	—	—
Wong Tze Kin, David	—	—	—	—	—
	<u>67,042,800</u>	<u>168,800,104</u>	<u>505,200,000</u>	<u>741,042,904</u>	<u>55.9</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 through his spouse or minor children in accordance with the SFO.

505,200,000 shares are owned by Giant Wizard Corporation in which Farrow Star Limited has an 87.51% equity interest. A 12.4% interest in Giant Wizard Corporation is owned by Messrs. Poon Bun Chak, Poon Kei Chak and Poon Kwan Chak.

Save as disclosed above, none of the directors had registered an interest or short position in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

# Other Information

Apart from the share option scheme as explained under “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’ and Other Person’s Interests in Shares and Underlying Shares

As 30 September 2004, the following interests of 5% or more of the issued capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

<b>Name</b>	<b>Capacity and nature of interest</b>	<b>Number of ordinary shares held</b>	<b>Percentage of the Company’s issued capital as at 30 September 2004</b>
State Street Corporation	Directly and beneficially owned	66,311,194	5.0

Save as disclosed above, the Company has not been notified by any person, other than the directors of the Company, whose interests are set out in the section “Directors’ Interests and Short Positions in Shares and Underlying Shares” above, who had interests or short positions in the shares or underlying shares of the Company as at 30 September 2004 which were required to be recorded pursuant to Section 336 of the SFO.

## Purchase, Redemption or Sale of Listed Securities of the Company

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

# Other Information

## Share Option Scheme

A share option scheme, in compliance with the requirements of Chapter 17 of the Listing Rules, was adopted by the Company on 27 August 2002 for a period of ten years, details of which have been set out in the 2004 annual report. As at 30 September 2004, the following share options were outstanding:

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	Closing price of the Company's share immediately before the date of grant of share options (Note (4)) HK\$
			At 1 April 2004	Exercised during the period (Note (3))	At 30 September 2004		
<b>Directors</b>							
Poon Bun Chak	11 September 2002	4.97	1,000,000	—	1,000,000	11 September 2002 to 10 September 2012	4.80
Poon Kai Chak	11 September 2002	4.97	7,500,000	—	7,500,000	11 September 2002 to 10 September 2012	4.80
	26 March 2004	5.6	3,000,000	—	3,000,000	26 March 2004 to 25 March 2014	5.55
			10,500,000	—	10,500,000		
Poon Kei Chak	11 September 2002	4.97	7,500,000	—	7,500,000	11 September 2002 to 10 September 2012	4.80
	26 March 2004	5.6	3,000,000	—	3,000,000	26 March 2004 to 25 March 2014	5.55
			10,500,000	—	10,500,000		
Poon Kwan Chak	11 September 2002	4.97	4,000,000	—	4,000,000	11 September 2002 to 10 September 2012	4.80
	26 March 2004	5.6	6,000,000	—	6,000,000	26 March 2004 to 25 March 2014	5.55
			10,000,000	—	10,000,000		
Ting Kit Chung	11 September 2002	4.97	4,000,000	—	4,000,000	11 September 2002 to 10 September 2012	4.80
	26 March 2004	5.6	6,000,000	—	6,000,000	26 March 2004 to 25 March 2014	5.55
			10,000,000	—	10,000,000		
Au Son Yiu	11 September 2002	4.97	200,000	—	200,000	11 September 2002 to 10 September 2012	4.80
	26 March 2004	5.6	200,000	—	200,000	26 March 2004 to 25 March 2014	5.55
			400,000	—	400,000		

# Other Information

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	Closing price of the Company's share immediately before the date of grant of share options (Note (4)) HK\$
			At 1 April 2004	Exercised during the period (Note (3))	At 30 September 2004		
Cheng Shu Wing	11 September 2002	4.97	200,000	—	200,000	11 September 2002 to 10 September 2012 26 March 2004 to 25 March 2014	4.80
	26 March 2004	5.6	200,000	—	200,000		5.55
			400,000	—	400,000		
Wong Tze Kin, David	26 March 2004	5.6	200,000	—	200,000	26 March 2004 to 25 March 2014	5.55
<b>Other employees</b> In aggregate	11 September 2002	4.97	3,070,000	(796,000)	2,274,000	11 September 2002 to 10 September 2012 1 April 2006 to 25 March 2014	4.80
	26 March 2004	5.6	7,650,000	—	7,650,000		5.55
			10,720,000	(796,000)	9,924,000		
			53,720,000	(796,000)	52,924,000		

## Notes:

- (1) The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
- (2) The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- (3) The weighted average closing price of the Company's shares immediately before the dates on which the share options were exercised was HK\$6.15.
- (4) The closing price of the Company's share refers to the closing price quoted on the Stock Exchange.
- (5) Subsequent to 30 September 2004, 304,000 share options were exercised by certain employees which resulted in the issue of 304,000 ordinary shares of the Company, new share capital of HK\$15,000 and share premium of HK\$1,496,000.

# Other Information

## Audit Committee

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

For the interim period under review, the Committee has reviewed and discussed with management the interim report and the internal controls of the Group and has 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.

## Model Code for Securities Transactions by Directors

During the interim period under review, the Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules. Following specific enquiry, the directors of the Company confirmed that they had complied with the required standard set out in the Model Code during the period under review.

By order of the Board  
**Poon Bun Chak**  
*Chairman*

Hong Kong, 17 December 2004