

DIRECTORS' INTERESTS

At 30 September 2002, the interests of the directors and their associates in the securities of the Company and its associated corporations (including their rights to subscribe for shares), as recorded in the register required to be kept pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance") were as follows:

(i) Interests in shares

| Name of director | 董事姓名 | Number of shares of HK\$0.10 each of the Company 本公司每股面值港幣0.10元股份數目 | | |
|----------------------|------|--|-------------------------|-------------------------|
| | | Personal interests 個人權益 | Other interests 其他權益 | Total interests 合計權益 |
| Chan Sik Ming, Harry | 陳錫明 | 34,480,000 | 48,754,417 (Note) (附註) | 83,234,417 |
| Lau Wing Hung | 劉學宏 | 68,078,000 | — | 68,078,000 |

Note: Chan Sik Ming, Harry and his family are the objects of a discretionary trust, which has appointed Earnwell Limited as its trustee. At 30 September 2002, Earnwell Limited held 48,754,417 shares representing approximately 10.5% of the issued share capital of the Company.

附註：陳錫明及其家屬為一全權信託基金之受益人，而該基金委任 Earnwell Limited 為其信託人。於二零零二年九月三十日，Earnwell Limited 持有股份 48,754,417 股，約佔本公司已發行股本之 10.5%。

(ii) Interests in share options to subscribe for shares

| Name of director 董事姓名 | Number of share options at beginning and end of period 本月初及期終之股票期權數目 | Exercise period of share options 股票期權之行使期 | Exercise price of each share option |
|-----------------------------|---|---|-------------------------------------|
| | | | 股票期權之行使價 HK\$ 港幣元 |
| Chan Sik Ming, Harry 陳錫明 | 6,000,000 | 2 March 2000 to 1 March 2005 二零零零年三月二日至二零零五年三月一日 | 0.50 |
| Lau Wing Hung 劉學宏 | 6,000,000 | 2 March 2000 to 1 March 2005 二零零零年三月二日至二零零五年三月一日 | 0.50 |
| Lo Sun Wah 勞新華 | 2,000,000 | 2 March 2000 to 1 March 2005 二零零零年三月二日至二零零五年三月一日 | 0.50 |

Save as disclosed above, none of the directors or their associates had any interests, whether personal, family, corporate or other, in the securities of the Company or of any of its associated corporations as defined in the SDI Ordinance.

董事權益

於二零零二年九月三十日，依據證券（公開權益）條例（「公開權益條例」）第二十九條本公司須保存之登記冊所載，董事及彼等之聯繫人士持有本公司及其聯繫公司之證券權益（包括認購股份之權利）如下：

(i) 股份權益

(ii) 可認購股份之股票期權權益

除上文披露者外，各董事或彼等之聯繫人士概無於本公司或其任何聯繫公司（定義見公開權益條例）之證券中擁有任何個人、家族、公司或其他權益。

SUBSTANTIAL SHAREHOLDERS

At 30 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 | 姓名 | Number of shares 股份數目 | Percentage 百分比 |
|-------------------------|-------------------|--------------------------|-------------------|
| Lau Wing Hung | 劉學宏 | 68,078,000 | 14.6 |
| Daisho Denshi Co., Ltd. | 大昌電子株式會社 | 50,000,000 | 10.7 |
| Earnwell Limited | Earnwell Limited | 48,754,417 | 10.5 |
| Easy Gain Limited | Easy Gain Limited | 47,984,416 | 10.3 |

Save as disclosed herein, no person 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.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the period, there was no purchase, sale or redemption by the Company or any of its subsidiary companies of the Company's listed securities.

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 accounting period for the 6 months ended 30 September 2002, in compliance with the Code of Best Practice set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, except that the independent non-executive directors of the Company are not appointed for specific terms and are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's bye-laws.

主要股東

於二零零二年九月三十日，依據公開權益條例第十六(一)條本公司須保存之權益登記冊所載，持有本公司股本10%或以上權益之股東如下：

| Number of shares 股份數目 | Percentage 百分比 |
|--------------------------|-------------------|
| 68,078,000 | 14.6 |
| 50,000,000 | 10.7 |
| 48,754,417 | 10.5 |
| 47,984,416 | 10.3 |

除本文披露者外，概無任何人士持有根據公開權益條例第十六(一)條須予以記錄之本公司股本權益。

購買、出售或贖回本公司之上市證券

在本期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

最佳應用守則

本公司獨立非執行董事之委任並非有指定年期，而是按本公司之公司細則於本公司之股東週年大會上輪值告退及膺選連任。除此之外，各董事概無知悉任何資料，足以合理地顯示本公司現時或截至二零零二年九月三十日止之六個月結算期內之任何時間，未有遵守香港聯合交易所有限公司在證券上市規則附錄十四載列之最佳應用守則。