

SUBSTANTIAL SHAREHOLDERS 主要股東

As at 30th June, 2003, the following corporations, other than the interest disclosed above in respect of the directors, interest in 5% or more in the shares and underlying shares of the Company have been notified to the Company and recorded in the register of substantial shareholders' interests in shares and short positions required to be kept under Section 336 of Part XV of the SFO:

於二零零三年六月三十日，根據本公司按證券及期貨條例第XV部第336條規定而設置之主要股東權益及淡倉登記冊紀錄所顯示，以下公司(除上述披露有關董事所持之權益外)持有本公司已發行股本及相關股份百分之五或以上之股份權益：

Name of shareholders 股東名稱	Notes 附註	No. of shares 股份數目	% of total issued shares 佔已發行股份總數百分比
Sun Hung Kai Venture Capital Limited ("SHK Venture")	1	254,716,000	15.06
Shipshape Investments Limited ("Shipshape")	1	254,716,000	15.06
Sun Hung Kai & Co. Limited ("SHK & Co.") 新鴻基有限公司(「新鴻基」)	1	361,151,800	21.36
AP Emerald Limited ("AP Emerald")	2	361,151,800	21.36
AP Jade Limited ("AP Jade")	2	361,151,800	21.36
Allied Properties (H.K.) Limited ("APL") 聯合地產(香港)有限公司(「聯地」)	2	361,151,800	21.36
Allied Group Limited ("AGL") 聯合集團有限公司(「聯集」)	2	361,151,800	21.36
Continental Mariner Investment Company Limited ("CMIC") 新海康航業投資有限公司(「新海康」)	3	119,380,000	7.05
FCPR Matignon Investissements ("FCPR")	4	87,821,000	5.19

Notes:

附註：

- SHK Venture is a wholly owned subsidiary of Shipshape which in turn is wholly owned by SHK & Co.. Therefore SHK & Co. and Shipshape are deemed to have an interest in the shares in which SHK Venture is interested.
- SHK & Co. is a subsidiary of AP Emerald. AP Emerald is wholly owned by AP Jade which in turn is a wholly-owned subsidiary of APL. APL is a subsidiary of AGL. Accordingly, AGL, APL, AP Jade and AP Emerald are deemed to have an interest in the shares in which SHK & Co. is interested.
- The interest of CMIC was attributable on account through a number of wholly-owned subsidiaries.
- The interest was held by FCPR as a founder of a discretionary trust.

- SHK Venture乃Shipshape之全資附屬公司，而Shipshape則為新鴻基之全資附屬公司。因此，新鴻基及Shipshape均被視為擁有該等由SHK Venture擁有之股份權益。
- 新鴻基乃AP Emerald之附屬公司。AP Emerald乃AP Jade之全資附屬公司，而AP Jade則為聯地之全資附屬公司，而聯地為聯集之附屬公司。因此，聯集、聯地、AP Jade及AP Emerald均被視為擁有該等由新鴻基所擁有之股份權益。
- 新海康之權益乃透過多間全資附屬公司而持有。
- 由FCPR持有之權益乃作為酌情信託之創辦人。

Save as disclosed above, as at 30th June, 2003, the Directors are not aware of any other persons who have interests or short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would be required to be disclosed to the Company pursuant to Part XV of the SFO.

除上文所披露者外，於二零零三年六月三十日，董事並不知悉有任何其他人士於本公司或任何聯營公司(定義見證券及期貨條例第XV部)之股份、相關股份股本衍生工具或債券中擁有根據證券及期貨條例第XV部，須向本公司披露之權益或淡倉。

INTERIM DIVIDEND 中期股息

The directors have resolved not to declare an interim dividend for the period (2002: HK2 cents per share).

董事會已議決不派發本期間之中期股息(二零零二年：每股2港仙)。

AUDIT COMMITTEE 審核委員會

The Company has established an audit committee in accordance with paragraph 14 of the Code of Best Practice.

本公司已遵照最佳應用守則第十四段成立審核委員會。

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 general review of the unaudited interim financial report for the six months ended 30th June, 2003. In carrying out this review, the audit committee has relied on the review by the Group's external auditors as well as obtaining explanations from management. At the request of the directors, the Group's external auditors have carried out a review of the unaudited interim financial report in accordance with the Statement of Auditing Standards 700 issued by the Hong Kong Society of Accountants.

審核委員會已與管理層檢討本集團所採用之會計政策及慣例，並商討內部監控及財務申報事宜，其中包括一般審閱截至二零零三年六月三十日止六個月之未經審核中期財務報告。於進行本審閱時，審核委員會曾倚賴本集團向外聘用之核數師，以及由管理層取得有關解釋。應董事要求，本集團向外聘用之核數師曾根據香港會計師公會發出之核數準則第700號審閱未經審核中期財務報告。

COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES**符合上市規則之最佳應用守則**

None of the directors of the Company is aware of any information that would reasonably indicate that the Company is not, or was not, during the period, in compliance with the Code of Best Practice as set out in Appendix 14 of 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 a specific term as they are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Articles of Association.

據本公司之董事所知，並無任何資料可合理顯示本公司現時沒有或於本期間內曾經沒有遵守香港聯合交易所有限公司證券上市規則附錄十四之最佳應用守則；惟本公司之獨立非執行董事並無明確指定之任期，因按照本公司組織章程細則，彼等須於本公司之股東週年大會上輪值告退及膺選連任。

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES 購買、出售或贖回上市股份

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

本公司並無在本期間內贖回本身之股份。本公司及其附屬公司在本期間內概無購買或出售本公司任何股份。

By order of the Board
Lee Yip Wah, Peter
Secretary

承董事會命
秘書
李業華

Hong Kong, 3rd September, 2003

香港，二零零三年九月三日