

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES

DIRECTORS' INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES

At 31 October, 2003, the interests and short position of the directors of the Company and their associates in the share capital and underlying shares attached to derivatives of the Company or any of its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO") were as follows:

(a) The Company

根據上市規則提供之資料

董事於股份及相關股份之權益及淡倉

於二零零三年十月三十一日，本公司根據證券及期貨條例（「證券及期貨條例」）第352條而存置之登記冊所載，本公司董事及彼等之聯繫人士於本公司或其任何相聯法團之股本及衍生工具隨附相關股份之權益及淡倉如下：

(a) 本公司

Number of issued ordinary shares/underlying shares from derivatives

已發行普通股/衍生工具隨附相關股份之數目

Name of director 董事姓名		Personal interests 個人權益	Family interests 家屬權益	Corporate interests 公司權益	Other interests 其他權益	Total 總計	Percentage 百分比
Mr. Li Tung Lok 李同樂先生							
- Ordinary shares in issue	- 已發行普通股	181,487,246	2,500,000 (Note附註 a)	15,492,454 (Note附註 b)	-	199,479,700	
- Listed warrants	- 上市認股權證	37,965,644	508,957 (Note附註 a)	2,860,841 (Note附註 b)	-	41,335,442	
- Unlisted share options	- 非上市購股權	12,725,000	-	-	-	12,725,000	
Long position	好倉	<u>232,177,890</u>	<u>3,008,957</u>	<u>18,353,295</u>	<u>-</u>	<u>253,540,142</u>	<u>40%</u>
Short position	淡倉	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Mr. Henry Cheng Hoi Tao 鄭海滔先生							
- Ordinary shares in issue	- 已發行普通股	100,000	-	-	-	100,000	
- Listed warrants	- 上市認股權證	20,358	-	-	-	20,358	
- Unlisted share option	- 非上市購股權	185,000	-	-	-	185,000	
Long position	好倉	<u>305,358</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>305,358</u>	<u>0.05%</u>
Short position	淡倉	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES

DIRECTORS' INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES (Continued)

(a) The Company (Continued)

Notes:

- (a) The family interests of 2,500,000 shares and 508,957 underlying shares from warrants represent the interest of the wife of Mr. Li Tung Lok.
- (b) Mr. Li Tung Lok is the controlling shareholder of Solar Forward Company Limited which owns 15,492,454 shares and 2,860,841 underlying shares from warrants of the Company.

(b) Associated corporation

根據上市規則提供之資料

董事於股份及相關股份之權益及淡倉 (續)

(a) 本公司(續)

附註：

- (a) 家屬權益2,500,000股股份及508,957股認購權證隨附相關股份乃李同樂先生配偶之權益。
- (b) 李同樂先生乃Solar Forward Company Limited之控股股東，而該公司持有本公司15,492,454股股份及2,860,841股認購權證隨附相關股份。

(b) 相聯法團

Number of issued ordinary shares/underlying shares from derivatives of ASAT

樂依文已發行普通股/衍生工具隨附相關股份之數目

Name of director 董事姓名		Personal interests 個人權益	Family interests 家屬權益	Corporate interests 公司權益	Other interests 其他權益	Total 總計	Percentage 百分比
Mr. Li Tung Lok	李同樂先生						
- Ordinary shares in issue	- 已發行普通股	1,448,000	-	-	-	1,448,000	
- Unlisted share options	- 非上市購股權	2,500,000	-	-	-	2,500,000	
Long position	好倉	3,948,000	-	-	-	3,948,000	0.59%
Short position	淡倉	-	-	-	-	-	-

Save as disclosed herein and for shares in subsidiaries held by the directors in trust for their immediate holding companies, at 31 October, 2003, none of the directors or chief executives of the Company, nor their associates, had any interest in any securities of the Company or any of its associated corporations as defined in the SFO.

除上文所披露者及董事以信託方式代直接控股公司持有附屬公司之股份外，於二零零三年十月三十一日，本公司各董事、主要行政人員或彼等之聯繫人士概無擁有本公司或其任何相聯法團(定義見證券及期貨條例)之任何證券權益。

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES

SHARE OPTIONS

(a) The Company

There was no change in the particulars of the Company's share option scheme since 30 April, 2003.

The following table discloses movements in the Company's share options during the period:

根據上市規則提供之資料

購股權

(a) 本公司

本公司購股權計劃內容自二零零三年四月三十日以來並無變動。

下表披露本公司購股權於期內之變動：

		Option type	Outstanding at 1 May, 2003 於二零零三年五月一日 購股權類別	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	Outstanding at 31 October, 2003 於二零零三年十月三十一日 尚未行使
Category 1: Directors	第一類：董事						
Mr. Li Tung Lok	李同樂先生	A	12,725,000	-	-	-	12,725,000
Mr. Henry Cheng Hoi Tao	鄭海滔先生	A	185,000	-	-	-	185,000
Total	總計		12,910,000	-	-	-	12,910,000
Category 2: Employees	第二類：僱員						
		A	9,485,000	-	-	(1,139,000)	8,346,000
		B	100,000	-	-	-	100,000
Total	總計		9,585,000	-	-	(1,139,000)	8,446,000
Total all categories	所有類別總計		22,495,000	-	-	(1,139,000)	21,356,000

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Except for the warrants and share options granted to certain directors of the Company as described in the sections headed “Directors’ Interests and Short Position in Shares and Underlying Shares” and “Share Options”, 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 debentures of, the Company or any other body corporate, and none of the directors or chief executives, nor their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period.

DISCLOSURE PURSUANT TO PRACTICE NOTE 19 OF THE LISTING RULES

At 31 October, 2003, the Group has several borrowings requiring an undertaking from Mr. Li Tung Lok, a director and a substantial shareholder of the Company, to maintain a certain minimum shareholding of the Company and/or such other percentage shareholding which a mandatory offer would be triggered under the Hong Kong Code on Takeovers and Mergers, throughout the loan period. Details are as follows:

Type 種類	Outstanding amount 未償還金額	Tenure 年期	Minimum shareholding 最低規定股權
Secured long term bank loan 有抵押長期銀行貸款	(i) US\$8 million 8,000,000美元	3 years ending in July 2005 三年，於二零零五年七月到期	30%
	(ii) US\$10 million 10,000,000美元	4 ¹ / ₂ years ending in April 2006 四年半，於二零零六年四月到期	30%
Other unsecured long term loan 其他無抵押長期貸款	Renminbi 25 million 人民幣25,000,000元	3 years ending in August 2006 三年，於二零零六年八月到期	20%

根據上市規則提供之資料

購買股份或債券之安排

除「董事於股份及相關股份之權益及淡倉」及「購股權」兩節所述本公司若干董事獲授之認股權證及購股權，本公司或其任何附屬公司於期內任何時間概無訂立任何安排，使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益，而各董事、主要行政人員、彼等之配偶或18歲以下之子女於期內亦無擁有或行使可認購本公司證券之權利。

根據上市規則應用指引第19項作出之披露

於二零零三年十月三十一日，本集團有數筆借貸須由本公司董事兼主要股東李同樂先生於整個借貸期間作出承諾，彼必須持有若干最低規定之本公司股權及/或根據香港公司收購及合併守則觸發強制收購之其他百分比之股權。有關詳情如下：

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SUBSTANTIAL SHAREHOLDERS

At 31 October, 2003, to the best knowledge of the directors, the following parties (other than directors or chief executives of the Company) were recorded in the register kept by the Company under Section 336 of SFO and have relevant interests in the issued share capital of the Company:

Name of shareholders 股東名稱	Number of shares 股份數目	Approximate % of shareholding 股權概約之百分比
Value Partners Limited 惠理基金管理公司 (Note 附註 1)	38,065,000	5.95
Mr. Cheah Cheng Hye 謝清海先生 (Note 附註 2)	38,065,000	5.95

Notes:

1. Value Partners Limited holds the shares in a capacity of investment manager.
2. Mr. Cheah Cheng Hye holds a 32.53% equity interest in Value Partners Limited and is accordingly deemed to be interested in the shares.

Save as disclosed above, the Company has not been notified of any other interest representing 5% or more of the issued share capital of the Company and recorded in the register of substantial shareholders maintained under Section 336 of the SFO as at 31 October, 2003.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

There was no purchase, sale or redemption by the Company or any of its subsidiaries of listed securities of the Company during the period.

根據上市規則提供之資料

主要股東

於二零零三年十月三十一日，就董事所知及本公司根據證券及期貨條例第336條存置之登記冊所示，以下人士(本公司董事或主要行政人員除外)於本公司已發行股本中擁有相關權益：

Name of shareholders 股東名稱	Number of shares 股份數目	Approximate % of shareholding 股權概約之百分比
Value Partners Limited 惠理基金管理公司 (Note 附註 1)	38,065,000	5.95
Mr. Cheah Cheng Hye 謝清海先生 (Note 附註 2)	38,065,000	5.95

附註：

1. 惠理基金管理公司以投資經理身分持有該等股份。
2. 謝清海先生持有惠理基金管理公司32.53%之股本權益，故被視為擁有該等股份。

除以上披露外，於二零零三年十月三十一日，本公司並不知悉有任何其他人士擁有5%或以上本公司已發行股本，並記錄於根據證券及期貨條例第336條存置之主要股東名冊內。

購買、出售或贖回上市證券

本公司或其任何附屬公司於本期內概無購買、出售或贖回本公司任何上市證券。

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AUDIT COMMITTEE

The Audit Committee meets and communicates regularly with the Group's senior management and the external auditors to consider and review the Group's financial statements, the nature and scope of audit and review, and the effectiveness of internal control system and its compliance. The members consist of Mr. Robert Sze Tsai To, Mr. Robert Charles Nicholson and Mr. Alex Wong Chun Bong.

CORPORATE GOVERNANCE

None of the directors of the Company is aware of any information that would reasonably indicate that the Company is not, or was not for any part of the six months ended 31 October, 2003 in compliance with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited except that the non-executive directors were not appointed for a specific term.

根據上市規則提供之資料

審核委員會

審核委員會與本集團之高級管理層及外界核數師定期舉行會議及溝通，以省覽及審閱本集團之財務報告、審核及審閱之性質及範圍、以及內部監控是否有效及遵守有關規例。委員會成員包括史習陶先生、黎高信先生及王振邦先生。

公司管治

就本公司董事所知，除非執行董事並無指定任期外，並無任何資料可合理顯示本公司於截至二零零三年十月三十一日止六個月任何時間曾不遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載之最佳應用守則。