

## SUPPLEMENTARY INFORMATION

## 補充資料

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

## 董事於股份及相關股份之權益及淡倉

As at 30 September 2004, the interests and short positions of the directors in the share capital and underlying shares 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 of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

於二零零四年九月三十日，董事於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股本及相關股份中，擁有本公司遵照證券及期貨條例第352條存置之登記冊所記錄之權益及淡倉，或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）所載上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

Long positions in ordinary shares of the Company:

於本公司普通股之好倉：

Name of directors 董事姓名	Number of shares held, capacity and nature of interest 持股數目、身份及權益性質		Total 合計	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
	Directly beneficially owned 直接 實益擁有	Through spouse or minor children 透過配偶或 未成年子女擁有		
Mr. LAW Ka Sing 羅家聖先生	1,093,091,098	–	1,093,091,098	70.8
Ms. Pansy CHAU Wai Man 周慧雯女士	3,100,000	–	3,100,000	0.2
Mr. Simon ORR Kuen Fung 柯權峯先生	–	6,000,000	6,000,000	0.4
Mr. FUNG Ping Chuen 馮炳全先生	4,628,000	–	4,628,000	0.3
Mr. Dickie FU Shing Kwan 傅成坤先生	1,200,000	–	1,200,000	0.1
Ms. CHAN So Kuen 陳素娟女士	5,000,000	–	5,000,000	0.3
	<u>1,107,019,098</u>	<u>6,000,000</u>	<u>1,113,019,098</u>	<u>72.1</u>

### **DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES**

The interests of the directors in the share options of the Company are separately disclosed hereunder.

Save as disclosed above, as at 30 September 2004, none of the directors had registered an interest or short position in the shares, underlying shares or debentures 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.

### **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed in the share option scheme disclosures hereunder, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

### **DIRECTORS' INTERESTS IN CONTRACTS**

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the period.

### **董事於股份及相關股份之權益及淡倉**

董事於本公司購股權之權益另行在下披露。

除上文所披露外，董事概無於二零零四年九月三十日，於本公司或其任何相聯法團之股份、相關股份或債券中，擁有須遵照證券及期貨條例第352條予以記錄之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

### **董事購買股份或債券之權利**

除下述所披露於購股權之披露事項外，本公司於期內任何時間概無授予任何董事或彼等各自之配偶或未成年子女藉收購本公司之股份或債券而取得利益之權利，而彼等亦無行使任何該等權利；本公司或其任何附屬公司概無參與訂立任何安排，致使董事可於任何其他法人團體獲得此等權利。

### **董事於合約中之權益**

期內概無董事在本公司或其任何附屬公司簽訂而對本集團業務有重大影響之任何合約中直接或間接擁有重大權益。

**SHARE OPTION SCHEME**

Share options were granted to the directors and employees under the Share Option Scheme (the "Scheme") adopted by the Company on 27 November 2003. There was no change in any terms of the Scheme during the six months ended 30 September 2004. The details of the Scheme were disclosed in the 2004 annual report.

Details of the share options of the Company granted and outstanding under the Scheme during the period are set out below.

**購股權計劃**

本公司根據於二零零三年十一月二十七日採納之購股權計劃(「計劃」)授出購股權予董事及員工。截至二零零四年九月三十日止之六個月內此計劃之條款並無更改。此計劃詳情已於二零零四年年報中披露。

根據計劃授出而於二零零四年九月三十日尚未行使之購股權詳情如下：

Name or category of participants 姓名或參與人士類別	Number of share options 購股權數目			Date of grant of share options 授出購股權日期 (Note 2) (附註二)	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價 (Note 3) (附註三) HK\$ 港幣元	Price of Company's share at grant date of options 授出購股權日期之公司股價 (Note 4) (附註四) HK\$ 港幣元
	As at 1 April 2004 於二零零四年四月一日	Adjustment for bonus issue 發行紅股調整 (Note 1) (附註一)	As at 30 September 2004 於二零零四年九月三十日				
<b>Executive Directors</b> 執行董事							
Ms. Pansy CHAU Wai Man 周慧雯女士	1,666,666	1,666,666	3,333,332	2 December 2003 二零零三年十二月二日	2 December 2004 to 1 December 2013 二零零四年十二月二日至二零零三年十二月一日	0.175	0.173
	1,666,667	1,666,667	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2006 to 1 December 2013 二零零六年十二月二日至二零零三年十二月一日	0.175	0.173
	1,666,667	1,666,667	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2008 to 1 December 2013 二零零八年十二月二日至二零零三年十二月一日	0.175	0.173
	<u>5,000,000</u>	<u>5,000,000</u>	<u>10,000,000</u>				

## SHARE OPTION SCHEME

## 購股權計劃

Name or category of participants 姓名或參與人士類別	Number of share options 購股權數目			Date of grant of share options 授出購股權日期 (附註二)	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價 (附註三) HK\$ 港幣元	Price of Company's share at grant date of options 授出購股權日期之公司股價 (附註四) HK\$ 港幣元
	As at 1 April 2004 於 二零零四年 四月一日	Adjustment for bonus issue 發行紅股 調整 (Note 1) (附註一)	As at 30 September 2004 於 二零零四年 九月三十日				
<b>Executive Directors</b> <b>執行董事</b>							
Mr. Simon ORR Kuen Fung 柯權峯先生	1,666,666	1,666,666	3,333,332	2 December 2003  二零零三年 十二月二日	2 December 2004 to 1 December 2013  二零零四年 十二月二日至 二零一三年 十二月一日	0.175	0.173
	1,666,667	1,666,667	3,333,334	2 December 2003  二零零三年 十二月二日	2 December 2006 to 1 December 2013  二零零六年 十二月二日至 二零一三年 十二月一日	0.175	0.173
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	<u>5,000,000</u>	<u>5,000,000</u>	<u>10,000,000</u>				

## SHARE OPTION SCHEME

## 購股權計劃

Name or category of participants 姓名或參與人士類別	Number of share options 購股權數目		As at 30 September 2004 於 二零零四年 九月三十日	Date of grant of share options 授出購股權日期 (Note 2) (附註二)	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價 (Note 3) (附註三) HK\$ 港幣元	Price of Company's share at grant date of options 授出購股權日期之公司股價 (Note 4) (附註四) HK\$ 港幣元
	As at 1 April 2004 於 二零零四年 四月一日	Adjustment for bonus issue 發行紅股調整 (Note 1) (附註一)					
<b>Executive Directors</b> <b>執行董事</b>							
Mr. FUNG Ping Chuen 馮炳全先生	1,666,666	1,666,666	3,333,332	2 December 2003  二零零三年 十二月二日	2 December 2004 to 1 December 2013  二零零四年 十二月二日至 二零一三年 十二月一日	0.175	0.173
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	<u>5,000,000</u>	<u>5,000,000</u>	<u>10,000,000</u>				

## SHARE OPTION SCHEME

## 購股權計劃

Name or category of participants 姓名或參與人士類別	Number of share options 購股權數目		As at 30 September 2004 於 二零零四年 九月三十日	Date of grant of share options 授出購股權日期 (附註二)	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價 (附註三) HK\$ 港幣元	Price of Company's share at grant date of options 授出購股權日期之公司股價 (附註四) HK\$ 港幣元
	As at 1 April 2004 於 二零零四年 四月一日	Adjustment for bonus issue 發行紅股調整 (附註一)					
<b>Executive Directors</b> 執行董事							
Mr. Dickie FU Shing Kwan 傅成坤先生	1,666,666	1,666,666	3,333,332	2 December 2003  二零零三年 十二月二日	2 December 2004 to 1 December 2013  二零零四年 十二月二日至 二零一三年 十二月一日	0.175	0.173
	1,666,667	1,666,667	3,333,334	2 December 2003  二零零三年 十二月二日	2 December 2006 to 1 December 2013  二零零六年 十二月二日至 二零一三年 十二月一日	0.175	0.173
	1,666,667	1,666,667	3,333,334	2 December 2003  二零零三年 十二月二日	2 December 2008 to 1 December 2013  二零零八年 十二月二日至 二零一三年 十二月一日	0.175	0.173
	<u>5,000,000</u>	<u>5,000,000</u>	<u>10,000,000</u>				

## SHARE OPTION SCHEME

## 購股權計劃

Name or category of participants 姓名或參與人士類別	Number of share options 購股權數目			Date of grant of share options 授出購股權日期 (Note 2) (附註二)	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價 (Note 3) (附註三) HK\$ 港幣元	Price of Company's share at grant date of options 授出購股權日期之公司股價 (Note 4) (附註四) HK\$ 港幣元
	As at 1 April 2004 於 二零零四年 四月一日	Adjustment for bonus issue 發行紅股 調整 (Note 1) (附註一)	As at 30 September 2004 於 二零零四年 九月三十日				
<b>Executive Directors</b> 執行董事							
Ms. CHAN So Kuen 陳素娟女士	1,666,666	1,666,666	3,333,332	2 December 2003  二零零三年 十二月二日	2 December 2004 to 1 December 2013  二零零四年 十二月二日至 二零一三年 十二月一日	0.175	0.173
	1,666,667	1,666,667	3,333,334	2 December 2003  二零零三年 十二月二日	2 December 2006 to 1 December 2013  二零零六年 十二月二日至 二零一三年 十二月一日	0.175	0.173
	1,666,667	1,666,667	3,333,334	2 December 2003  二零零三年 十二月二日	2 December 2008 to 1 December 2013  二零零八年 十二月二日至 二零一三年 十二月一日	0.175	0.173
	<u>5,000,000</u>	<u>5,000,000</u>	<u>10,000,000</u>				

## SHARE OPTION SCHEME

## 購股權計劃

Name or category of participants 姓名或參與人士類別	Number of share options 購股權數目			Date of grant of share options 授出購股權日期 (附註二)	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價 (附註三) HK\$ 港幣元	Price of Company's share at grant date of options 授出購股權日期之公司股價 (附註四) HK\$ 港幣元
	As at 1 April 2004 於 二零零四年 四月一日	Adjustment for bonus issue 發行紅股 調整 (Note 1) (附註一)	As at 30 September 2004 於 二零零四年 九月三十日				
<b>Other employees</b> 其他僱員							
In aggregate 合共	4,666,666	4,666,666	9,333,332	2 December 2003 二零零三年 十二月二日	2 December 2004 to 1 December 2013 二零零四年 十二月二日至 二零一三年 十二月一日	0.175	0.173
	4,666,667	4,666,667	9,333,334	2 December 2003 二零零三年 十二月二日	2 December 2006 to 1 December 2013 二零零六年 十二月二日至 二零一三年 十二月一日	0.175	0.173
	4,666,667	4,666,667	9,333,334	2 December 2003 二零零三年 十二月二日	2 December 2008 to 1 December 2013 二零零八年 十二月二日至 二零一三年 十二月一日	0.175	0.173
	<u>14,000,000</u>	<u>14,000,000</u>	<u>28,000,000</u>				
	<u>39,000,000</u>	<u>39,000,000</u>	<u>78,000,000</u>				



**SHARE OPTION SCHEME***Notes:*

1. Pursuant to the Annual General Meeting held on 30 August 2004, an aggregate of 771,461,697 ordinary shares of HK\$0.10 each were issued on 14 September 2004 on the basis of one bonus share, credited as fully paid, for every one existing share of HK\$0.10 each in the capital of the Company (the "Bonus Issue"), the holders of the share options granted on 2 December 2003 were entitled to adjustments to the number of shares of HK\$0.10 each by (i) doubling the amount of share options and (ii) reducing by half of the exercise price to HK\$0.175 per share.
2. The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
3. The exercise price of the share options was adjusted for the Bonus Issue made on 14 September 2004 from HK\$0.35 to HK\$0.175.
4. The price of the Company's shares disclosed as at the date of the grant of the share options is the closing price on the Stock Exchange on the trading day immediately prior to the date of the grant of the share options and was adjusted for the Bonus Issue in September 2004 from HK\$0.345 to HK\$0.173.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

**購股權計劃***附註：*

1. 根據二零零四年八月三十日召開之股東週年大會，合共771,461,697股每股面值港幣0.10元之普通股，列作繳足股款之股份，按於本公司之資本每股面值港幣0.10元之現有股份可獲發行一股紅股之基準已於二零零四年九月十四日發行（「發行紅股」），故於二零零三年十二月二日授出之購股權持有人享有(i)將購股權之數目加倍及(ii)將行使價下調一半至每股港幣0.175元之調整。
2. 購股權歸屬期間為自授出日期起計直至行使期間開始。
3. 購股權行使價已就二零零四年九月十四日發行紅股由港幣0.35元調整至港幣0.175元。
4. 於購股權授出日期披露之本公司股份價格為緊接授出購股權日期前交易日之聯交所收市價，並按二零零四年九月之派發紅股，由港幣0.345元調整至港幣0.173元。

購股權並無賦予持有人獲派股息或於股東大會上投票之權利。

## SHARE OPTION SCHEME

The directors do not consider it appropriate to disclose a theoretical value of the share options granted, because a number of factors crucial for the valuation cannot be determined. Accordingly, the directors believe that any valuation of the share options based on various speculative assumptions would not be meaningful, but would be misleading to the shareholders of the Company.

No share option was granted, exercised, lapsed or cancelled during the period.

As at the balance sheet date, the Company had 78,000,000 share options outstanding under the Scheme, which represented approximately 5.1% of the Company's shares in issue as at that date. The exercise in full of these share options would, under the present capital structure of the Company, result in the issue of 78,000,000 additional ordinary shares of the Company and additional share capital of HK\$7,800,000 and share premium of HK\$5,850,000 (before issue expenses).

## 購股權計劃

董事局認為，由於未能確定若干有關估值之關鍵因素，故不宜披露已授出購股權之理論價值。因此，董事局相信，任何根據猜測假設進行之購股權估值概無意義，且會誤導本公司股東。

期內概無任何購股權獲授出、行使、失效或註銷。

於結算日，本公司於計劃下尚未行使之購股權有78,000,000份，相當於該日本公司已發行股份約5.1%。按本公司現有股本結構悉數行使購股權，將導致本公司發行78,000,000股額外普通股股份，而股本及股份溢價將分別增加港幣7,800,000元及港幣5,850,000元（扣除發行開支前）。

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES**

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

Long position:

**主要股東及其他人士於股份及相關股份之權益**

於二零零四年九月三十日，本公司遵照證券及期貨條例第336條存置之權益登記冊顯示，下列人士於本公司已發行股本及購股權中擁有5%或以上權益：

好倉：

Name of substantial shareholder	Nature of interest	Number of ordinary shares held	Percentage of	Number of share options held
			the Company's issued share capital	
主要股東姓名	權益性質	所持普通股數目	佔本公司已發行股本百分比	所持購股權數目
Mr. LAW Ka Sing 羅家聖先生	Directly beneficially owned 直接實益擁有	1,093,091,098	70.8%	—

Save as disclosed above, no 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, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

除上文所披露者及上文「董事於股份及相關股份之權益及淡倉」一節所載本公司董事之權益外，概無人士於本公司之股份或相關股份中，擁有須根據證券及期貨條例第336條記錄之權益或淡倉。

### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

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

### **CODE OF BEST PRACTICE**

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 30 September 2004, in compliance with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Listing Rules, except that one of the independent non-executive directors of the Company is not appointed for a specific term as required under paragraph 7 of the Code. Each of the other two independent non-executive directors of the Company has been appointed for a term of one year which will be automatically renewed subject to early termination by mutual consent or three months' prior notice. All the independent non-executive directors of the Company are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Company's bye-laws.

### **購買、出售或贖回本公司上市證券**

本公司或其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

### **最佳應用守則**

本公司各董事概無獲悉任何資料足以合理地顯示本公司未有或於截至二零零四年九月三十日止六個月之任何時間未有遵從上市規則附錄十四所載之最佳應用守則（「守則」），惟本公司一名獨立非執行董事並無按守則第7段之要求設有特定任期除外。本公司其餘兩位獨立非執行董事各自之委任期為一年，除非經雙方同意或三個月事先通知提早終止，否則將自動續期。本公司各獨立非執行董事均須按本公司之公司章程細則，於股東週年大會上輪值退任及重選連任。

## AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Listing Rules, for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee has reviewed the unaudited interim financial statements for the six months ended 30 September 2004. The audit committee comprises three independent non-executive directors of the Company.

By Order of the Board  
**LAW Ka Sing**  
*Chairman*

Hong Kong, 30 November 2004

## 審核委員會

本公司設有審核委員會，該委員會乃根據上市規則之規定而成立，目的為審查及監管本集團之財務匯報過程及內部監控。審核委員會已審閱截至二零零四年九月三十日止六個月之未經審核中期財務報表。審核委員會包括本公司三名獨立非執行董事。

承董事局命  
主席  
羅家聖

香港，二零零四年十一月三十日