



INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES

根據上市規則提供之資料

DIRECTORS' INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES

At 31 October, 2004, 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:

董事擁有股份及相關股份之權益及淡倉

於二零零四年十月三十一日，本公司根據證券及期貨條例（「證券及期貨條例」）第352條而存置之登記名冊所載，本公司董事及彼等之聯繫人士擁有本公司或其任何相聯法團之股本及衍生工具所附相關股份之權益及淡倉如下：

(a) The Company

(a) 本公司

		Number of issued ordinary shares/underlying shares attached to derivatives 已發行普通股/衍生工具所附相關股份之數目				
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	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	36,297,449	500,000 (Note 附註a)	3,098,490 (Note 附註b)	39,895,939	
- Unlisted share options	- 非上市購股權	12,725,000	-	-	12,725,000	
Long position	好倉	<u>230,509,695</u>	<u>3,000,000</u>	<u>18,590,944</u>	<u>252,100,639</u>	<u>39.43%</u>
Short position	淡倉	<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	20,000	-	-	20,000	
- Unlisted share option	- 非上市購股權	185,000	-	-	185,000	
Long position	好倉	<u>305,000</u>	<u>-</u>	<u>-</u>	<u>305,000</u>	<u>0.05%</u>
Short position	淡倉	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES (Continued)

根據上市規則提供之資料 (續)

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

董事擁有股份及相關股份之權益及淡倉 (續)

Notes:

附註：

- (a) The family interests of 2,500,000 shares and 500,000 underlying shares attached to 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 3,098,490 underlying shares attached to warrants of the Company.

- (a) 家屬權益之2,500,000股股份及500,000份認股權證所附相關股份乃李同樂先生之妻子之權益。
- (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3,098,490份認股權證所附相關股份。

(b) Associated corporation

(b) 相聯法團

Number of issued ordinary shares/underlying shares attached to derivatives of ASAT  
樂依文已發行普通股/衍生工具所附相關股份之數目

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	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	<u>3,948,000</u>	<u>-</u>	<u>-</u>	<u>3,948,000</u>	<u>0.58%</u>
Short position	淡倉	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

Save as disclosed herein and for shares in subsidiaries held by the directors in trust for their immediate holding companies, at 31 October, 2004, none of the directors or chief executives of the Company, nor their associates, had any interest or short position in any securities or derivative 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，於二零零四年十月三十一日，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)之任何證券或衍生工具之任何權益或淡倉。

INFORMATION PROVIDED IN ACCORDANCE  
WITH THE LISTING RULES (Continued)

根據上市規則提供之資  
料 (續)

SHARE OPTIONS

(a) The Company

There was no change in the particulars of the Company's share option scheme since 30 April, 2004.

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

購股權

(a) 本公司

本公司購股權計劃內容自二零零四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, 2004 於二零零四年五月一日 尚未行使	Lapsed during the period 期內失效	Outstanding at 31 October, 2004 於二零零四年十月三十一日 尚未行使
	購股權類別			
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 7,375,000	(331,000)	7,044,000
		B 100,000	-	100,000
Total	總計	7,475,000	(331,000)	7,144,000
Total all categories	所有類別總計	20,385,000	(331,000)	20,054,000

Details of specific categories of options are as follows:

個別類別購股權之詳情如下：

Option type 購股權類別	Date of grant 授出日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元
A	28 April, 2000 二零零零年四月二十八日	28 April, 2000 to 25 May, 2005 二零零零年四月二十八日至 二零零五年五月二十五日	7.97
B	31 May, 2000 二零零零年五月三十一日	31 May, 2000 to 25 June, 2005 二零零零年五月三十一日至 二零零五年六月二十五日	8.40

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES (Continued)

根據上市規則提供之資料 (續)

SHARE OPTIONS (Continued)

(b) Associated corporation

Pursuant to a Stock Option Exchange Program offered by ASAT in prior years, 2,500,000 new stock options was granted to Mr. Li Tung Lok on 29 August, 2003 as follows:

Date of grant	Date of acceptance	Date of expiry	Vesting period from Vesting Commencement Date (i.e. 24 August, 2001)	Subscription price per ADS (Note)	Number of ordinary share options outstanding at 31 October, 2004
授出日期	接納日期	屆滿日期	自賦予開始日期 (即二零零一年八月二十四日) 起計之權利賦予期	每股美國預託證券之認購價 (附註) US\$ 美元	於二零零四年十月三十一日尚未行使之普通股購股權數目
29 August, 2003 二零零三年 八月二十九日	27 October, 2003 二零零三年 十月二十七日	28 August, 2013 二零一三年 八月二十八日	1 year 一年	1.44	2,500,000

Note: One American Depository Share ("ADS") represents 5 ordinary shares of ASAT.

No options were exercised during the period.

購股權 (續)

(b) 相聯法團

根據樂依文於前年提出之購股權交換計劃，李同樂先生於二零零三年八月二十九日獲授2,500,000份新購股權，詳情如下：

Vesting period from Vesting Commencement Date (i.e. 24 August, 2001)	Subscription price per ADS (Note)	Number of ordinary share options outstanding at 31 October, 2004
自賦予開始日期 (即二零零一年八月二十四日) 起計之權利賦予期	每股美國預託證券之認購價 (附註) US\$ 美元	於二零零四年十月三十一日尚未行使之普通股購股權數目
1 year 一年	1.44	2,500,000

附註： 一股美國預託證券 (「美國預託證券」) 相等於5股樂依文普通股。

期內概無購股權行使。



## INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES *(Continued)*

## 根據上市規則提供之資料 (續)

### 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.

### REQUIRED STANDARD OF SECURITIES DEALINGS BY DIRECTORS

During the period under review, the Company had adopted a code of conduct for directors' securities transactions on terms no less exacting than the required standard of dealing set out in Appendix 10 of the Rules Governing the Listing of Securities (the "Listing Rules").

Having made specific enquiry with all the directors, the directors of the Company confirmed that they had complied with the required standard of dealings and the code of conduct for directors' securities transactions during the period under review.

### 購買股份或債券之安排

除「董事擁有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。

### 董事證券交易之必守標準

於審閱期間內，本公司已採納一套不低於證券上市規則（「上市規則」）附錄10所規定之交易必守標準之董事證券交易守則。

經向所有董事作出特定查詢後，本公司董事確認，彼等於審閱期間內一直遵守交易之必守標準及董事證券交易守則。

**DISCLOSURE PURSUANT TO CHAPTER 13 OF THE  
LISTING RULES**

At 31 October, 2004, the Group has obtained a general banking facility up to an aggregate of HK\$100 million and unsecured loan facilities of RMB50 million (approximately HK\$48 million) requiring an undertaking from Mr. Li Tung Lok, a director and a substantial shareholder of the Company, to maintain no less than 30% and 20% respectively of the issued shares of the Company (or such other percentage shareholding (if any) as shall at the relevant time represent the then level at which a mandatory offer would be triggered under the Hong Kong Code on Takeovers and Mergers), throughout the facility period. Details are as follows:

**根據上市規則第13章作出之披露**

於二零零四年十月三十一日，本集團有一筆總額最多達100,000,000港元之一般銀行融資及一筆人民幣50,000,000元(約48,000,000港元)之無抵押貸款融資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，彼必須持有本公司已發行股份分別不少於30%及20%(或根據香港公司收購及合併守則於有關時間觸發強制收購水平之其他百分比之股權(如有))。有關詳情如下：

Type 種類	Outstanding amount 未償還金額	Tenure 年期
Secured long term bank loan 有抵押長期銀行貸款	(i) HK\$57 million (i) 57,000,000港元	5 years ending in July 2009 五年，於二零零九年七月到期
Bank overdraft 銀行透支	(ii) HK\$5 million (ii) 5,000,000港元	repayable on demand 於要求時償還
Bill payables and trust receipt loans 付款票據及信託收據貸款	(iii) HK\$16 million (iii) 16,000,000港元	repayable on or before the date specified in the relevant application 於有關申請中指定之日期或之前 償還
Other unsecured long term loan 其他無抵押長期貸款	(iv) RMB25 million (iv) 人民幣25,000,000元 (v) RMB25 million (v) 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 1 year repayable in January 2005 一年，於二零零五年一月償還



## INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES *(Continued)*

## 根據上市規則提供之資料 (續)

### SUBSTANTIAL SHAREHOLDERS

At 31 October, 2004, 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:

### 主要股東

於二零零四年十月三十一日，就董事所知及本公司根據證券及期貨條例第336條存置之登記名冊所示，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 <i>(Note 1)</i>	惠理基金管理公司(附註1)	37,302,000	5.83
Mr. Cheah Cheng Hye <i>(Note 2)</i>	謝清海先生(附註2)	37,302,000	5.83

Notes:

附註：

- Value Partners Limited holds the shares in a capacity of investment manager.
- Mr. Cheah Cheng Hye holds a 31.82% equity interest in Value Partners Limited and is accordingly deemed to be interested in the shares.

- 惠理基金管理公司以投資經理身分持有該等股份。
- 謝清海先生持有惠理基金管理公司31.82%之股本權益，故被視為擁有該等股份。

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, 2004.

除以上披露外，於二零零四年十月三十一日，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。

### 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.

### 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間內概無購買、出售或贖回本公司任何上市證券。

INFORMATION PROVIDED IN ACCORDANCE  
WITH THE LISTING RULES *(Continued)*

根據上市規則提供之資  
料 (續)

**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, 2004 in compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules on The Stock Exchange of Hong Kong Limited except that the non-executive directors were not appointed for a specific term.

**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二零零四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上市規則附錄14所載之最佳應用守則。