

## INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES

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

At 31 October, 2005, 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

Name of director	董事姓名	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				Total 總計	Percentage 百分比
		Personal interests 個人權益	Family interests 家屬權益	Corporate interests 公司權益	Other interests 其他權益		
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	
- Underwriting of rights issue (Note c)	- 包銷供股 (附註 c)	-	-	-	115,086,271	115,086,571	
Long position	好倉	<u>217,784,695</u>	<u>3,000,000</u>	<u>18,590,944</u>	<u>115,086,571</u>	<u>354,462,210</u>	<u>38.50 %</u>
Short position	淡倉	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Mr. Henry Cheng Hoi Tao (Note d)	鄭海滔先生 (附註 d)						
- 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	
Long position	好倉	<u>120,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>120,000</u>	<u>0.02%</u>
Short position	淡倉	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

## 根據上市規則提供之資料

### 董事擁有股份及相關股份之權益及淡倉

於二零零五年十月三十一日，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) 本公司

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

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

Notes:

- (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 sole shareholder of Solar Forward Company Limited which owns 15,492,454 shares and 3,098,490 underlying shares attached to warrants of the Company.
- (c) Pursuant to an underwriting agreement dated 26 October, 2005 in relation to a proposed rights issue of the Company, Mr. Li Tung Lok has agreed, by way of an irrevocable undertakings and by way of underwriting commitment, to take up a maximum of 115,086,271 shares under the rights issue.
- (d) Mr. Henry Cheng Hoi Tao has resigned from the Board commencing 1 January, 2006.
- (b) Associated corporation

## 根據上市規則提供之資料 (續)

### 董事擁有股份及相關股份之權益及淡倉 (續)

附註：

- (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之唯一股東，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。
- (c) 根據日期為二零零五年十月二十六日有關本公司建議供股之包銷協議，李同樂先生已同意以不可撤回承諾方式及以包銷承擔方式接納供股下最多115,086,271股股份。
- (d) 鄭海滔先生已自二零零六年一月一日辭任董事之職務。

(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	3,948,000	-	-	3,948,000	0.58%
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, 2005, 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，於二零零五年十月三十一日，本公司董事、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)

### SHARE OPTIONS

#### (a) The Company

There was no change in the particulars of the Company's share option scheme since 30 April, 2005.

All of the Company's share options were expired during the period as follows:

	Option type 購股權類別	Outstanding at 1 May, 2005 於二零零五年 五月一日 尚未行使	Expired during the period 期內失效	Outstanding at 31 October, 2005 於二零零五年 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 6,281,000	(6,281,000)	-
		B 100,000	(100,000)	-
Total	總計	6,381,000	(6,381,000)	-
Total all categories	所有類別總計	19,291,000	(19,291,000)	-

Details of specific categories of options are as follows:

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

## 根據上市規則提供之資料 (續)

### 購股權

#### (a) 本公司

本公司購股權計劃內容自二零零五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：

	Outstanding at 1 May, 2005 於二零零五年 五月一日 尚未行使	Expired during the period 期內失效	Outstanding at 31 October, 2005 於二零零五年 十月三十一日 尚未行使
Category 1: Directors			
Mr. Li Tung Lok	A 12,725,000	(12,725,000)	-
Mr. Henry Cheng Hoi Tao	A 185,000	(185,000)	-
Total	12,910,000	(12,910,000)	-
Category 2: Employees			
	A 6,281,000	(6,281,000)	-
	B 100,000	(100,000)	-
Total	6,381,000	(6,381,000)	-
Total all categories	19,291,000	(19,291,000)	-

各特定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)

### 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, 2005
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)	於二零零五年十月三十一日尚未行使之普通股購股權數目
				US\$ 美元	
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.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Except for the warrants and share options granted to certain directors of the Company and the underwriting arrangement with the rights issue 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.

## 根據上市規則提供之資料 (續)

### 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, 2005
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)	於二零零五年十月三十一日尚未行使之普通股購股權數目
	US\$ 美元	
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。

### 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，以及供股之包銷安排外，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。

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

### COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to building and maintaining high standards of corporate governance. The Company has adopted its own Code on Corporate Governance Practices ("QPL Code"), which incorporates the principles and requirements set out in the Code on Corporate Governance Practices (CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") in no less exacting terms than the CG Code. The Company set up a Remuneration Committee and a Nomination Committee on 23 January, 2006 with specific terms of references. Terms of references of the Audit Committee, the Remuneration Committee and the Nomination Committee and the QPL Code are available on the website of the Company.

The Company has complied with the CG Code as set out in Appendix 14 of the Listing Rules during the six months ended 31 October, 2005, except for the following deviations: –

- a. The appointment of non-executive directors for a specific term and subject to re-election

None of the existing independent non-executive directors of the Company is appointed for a specific terms. All directors, however, shall retire from office at every annual general meeting and shall be eligible for re-election in accordance with the provisions of the Bye-laws of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

## 根據上市規則提供之資料 (續)

### 遵守企業管治常規守則

本公司致力建立及維持高水平企業管治。本公司已採納自身之企業管治守則(「QPL守則」)。QPL守則已涵蓋證券上市規則(「上市規則」)附錄14所載之企業管治常規守則(「企業管治守則」)列示之準則及要求，而且條文之嚴謹度不遜於企業管治守則。本公司已於二零零六年一月二十三日成立薪酬委員會及提名委員會。該等委員會均有特定職權範圍。審核委員會、薪酬委員會及提名委員會之職權範圍，以及QPL守則均可於本公司網址查閱。

本公司於截至二零零五年十月三十一日止六個月已遵守上市規則附錄14所載之企業管治守則，惟下列者除外：—

- a. 獨立非執行董事獲委以固定任期及可予重選

本公司現時之獨立非執行董事均無固定任期。然而，所有董事須於每屆股東週年大會退任，並可根據本公司細則條文膺選連任。因此，本公司認為已採取充足措施確保本公司之企業管治常規並不較企業管治守則所載者寬鬆。

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

### COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

- b. The Company had not established a remuneration committee with specific written terms of reference

The Company set up a Remuneration Committee on 23 January, 2006, comprising three independent non-executive directors and one executive director of the Company.

### COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Company had adopted the Model Code as set out in Appendix 10 of the Listing Rules. All directors of the Company, following specific enquiry with by the Company, confirmed that they had complied with the required standard set out in the Model Code during the period under review.

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

At 31 October, 2005, the Group has an outstanding secured loan facilities of RMB47.5 million (approximately HK\$46 million) requiring an undertaking from Mr. Li Tung Lok, a director and a substantial shareholder of the Company, to maintain no less than 20% of the issued shares of the Company throughout the loan period. Details are as follows:

Type 類別	Outstanding amount 未償還金額	Tenure 年期
Other secured long term loans 其他有抵押長期貸款	(i) RMB17.5 million	3 years ending in August 2006
	(i) 人民幣17,500,000元	三年，於二零零六年八月到期
	(ii) RMB15 million	3 years ending in March 2007
	(ii) 人民幣15,000,000元	三年，於二零零七年三月到期
	(iii) RMB15 million	2 years ending in July 2007
	(iii) 人民幣15,000,000元	兩年，於二零零七年七月到期

## 根據上市規則提供之資料 (續)

### 遵守企業管治常規守則 (續)

- b. 本公司成立之薪酬委員會並無以書面訂立職權範圍

本公司已於二零零六年一月二十三日成立薪酬委員會，薪酬委員會由本公司三位獨立非執行董事及一位執行董事組成。

### 遵守董事進行證券交易之標準守則

於回顧期內，本公司已採納上市規則附錄10所載之標準守則。經本公司向所有本公司董事作出特定查詢後，彼等確認，於回顧期內一直遵守標準守則所載之必守標準。

### 根據上市規則第13章作出之披露

於二零零五年十月三十一日，本集團有未償還抵押備用貸款人民幣47,500,000元（約46,000,000港元），須由本公司董事兼主要股東李同樂先生承諾於整段貸款期內持有本公司已發行股份不少於20%。有關詳情如下：

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

### SUBSTANTIAL SHAREHOLDERS

At 31 October, 2005, 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.

### 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.

### 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.

## 根據上市規則提供之資料 (續)

### 主要股東

於二零零五年十月三十一日，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

本公司及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。

### 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、以及內部監控系統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。