

Supplementary Information

其他資料

Interim Dividend

The Board has resolved not to pay any interim dividend for the six months ended 30 September 2021 (2020: Nil).

Board of Directors

Dr LOOK Guy, Ms KI Man Fung Leonie and Mr TAN Wee Seng retired from office by rotation at the AGM held on 15 September 2021. All of the aforesaid Directors, being eligible, offered themselves for re-election by the Shareholders at the AGM. All voting by the Shareholders were conducted by way of poll and all of the said Directors were duly re-elected at the AGM.

The Directors who held office during the six months ended 30 September 2021 were:

Executive Directors

Dr KWOK Siu Ming Simon, *SBS, JP* (Chairman and CEO)

- date of appointment as a director: 3 December 1996*
- date of last re-election in AGM as a Director: 27 August 2020

Dr KWOK LAW Kwai Chun Eleanor, *BBS, JP* (Vice-chairman)

- date of appointment as a director: 3 December 1996*
- date of last re-election in AGM as a Director: 27 August 2020

Dr LOOK Guy (CFO)

- date of appointment as a director: 10 September 2002*
- date of last re-election in AGM as a Director: 15 September 2021

Ms KWOK Sze Wai Melody, *MH*

- date of appointment as a director: 2 September 2019*
- date of last re-election in AGM as a Director: 27 August 2020

Non-executive Director

Ms LEE Yun Chun Marie-Christine

- date of appointment as a director: 26 February 2013
- date of last re-election in AGM as a Director: 27 August 2020
- term of directorship: three years commencing on 22 August 2019*

* Subject to the provisions on rotation and retirement in the articles of association of the Company.

中期股息

董事會決議不派發截至2021年9月30日止六個月之中期股息(2020年：無)。

董事會

於2021年9月15日舉行之股東週年大會上，陸楷博士、紀文鳳小姐及陳偉成先生輪值告退本公司董事。所有輪值告退的董事符合膺選連任資格並願獲股東於股東週年大會上重選連任。股東之所有投票均以書面投票方式進行，而所有上述董事均於該股東週年大會上獲選連任。

於2021年9月30日止六個月內出任董事之人士如下：

執行董事

郭少明博士，*銀紫荊星章，太平紳士*(主席及行政總裁)

- 委任為董事日期：1996年12月3日*
- 上一次獲重選之股東週年大會日期：2020年8月27日

郭羅桂珍博士，*銅紫荊星章，太平紳士*(副主席)

- 委任為董事日期：1996年12月3日*
- 上一次獲重選之股東週年大會日期：2020年8月27日

陸楷博士(首席財務總監)

- 委任為董事日期：2002年9月10日*
- 上一次獲重選之股東週年大會日期：2021年9月15日

郭詩慧女士，*榮譽勳章*

- 委任為董事日期：2019年9月2日*
- 上一次獲重選之股東週年大會日期：2020年8月27日

非執行董事

利蘊珍女士

- 委任為董事日期：2013年2月26日
- 上一次獲重選之股東週年大會日期：2020年8月27日
- 董事任期：由2019年8月22日起計3年*

* 須按照本公司章程細則輪值告退。

Board of Directors (continued)

Independent Non-executive Directors

Ms Ki Man Fung Leonie, *GBS, SBS, JP*

- date of appointment as a director: 15 December 2006
- date of last re-election in AGM as a Director: 15 September 2021
- term of directorship: three years commencing on 15 December 2018**

Mr TAN Wee Seng

- date of appointment as a director: 11 March 2010
- date of last re-election in AGM as a Director: 15 September 2021
- term of directorship: three years commencing on 26 August 2019*

Mr CHAN Hiu Fung Nicholas, *MH, JP*

- date of appointment as a director: 2 September 2019
- date of last re-election in AGM as a Director: 27 August 2020
- term of directorship: three years commencing on 27 August 2020*

Related Party Transaction

The rental paid to an entity wholly owned by executive directors disclosed in Note 26 to the condensed consolidated interim financial information do not constitute discloseable connected transaction under the Listing Rules.

Issue of Shares

No new shares were issued during the six months ended 30 September 2021.

* Subject to the provisions on rotation and retirement in the articles of association of the Company.

Ms Ki's current three-year term of appointment shall expire on 14 December 2021. Following the recommendation of the Nomination Committee, the Company offered to re-appoint Ms Ki as an independent non-executive director for a further term of three years commencing on 15 December 2021.

董事會(續)

獨立非執行董事

紀文鳳小姐, *金紫荊星章, 銀紫荊星章, 太平紳士*

- 委任為董事日期: 2006年12月15日
- 上一次獲重選之股東週年大會日期: 2021年9月15日
- 董事任期: 由2018年12月15日起計3年**

陳偉成先生

- 委任為董事日期: 2010年3月11日
- 上一次獲重選之股東週年大會日期: 2021年9月15日
- 董事任期: 由2019年8月26日起計3年*

陳曉峰先生, *榮譽勳章, 太平紳士*

- 委任為董事日期: 2019年9月2日
- 上一次獲重選之股東週年大會日期: 2020年8月27日
- 董事任期: 由2020年8月27日起計3年*

關聯方交易

根據上市規則, 於簡明綜合中期財務資料附註26所披露之租金付予執行董事全資擁有之公司並不構成任何須予披露的關連交易。

發行股份

於截至2021年9月30日止六個月期間, 本公司並無發行股份。

* 須按照本公司章程細則輪值告退。

紀小姐現時三年之任期將於2021年12月14日屆滿。董事會根據提名委員會的建議, 給予紀小姐續任為本公司獨立非執行董事, 三年任期由2021年12月15日開始。

Share Options

(I) 2002 Share Option Scheme

A share option scheme was approved by the Shareholders at the AGM held on 29 August 2002 (the “2002 Share Option Scheme”). The 2002 Share Option Scheme was terminated and a new share option scheme was adopted pursuant to resolutions passed by the Shareholders on 23 August 2012 (the “2012 Share Option Scheme”). The 2012 Share Option Scheme became unconditional and effective on 27 August 2012. Upon termination of the 2002 Share Option Scheme, no further options could be granted under it but its provisions continued to govern options granted under this scheme up to and including 23 August 2012.

Details of the share options granted under the 2002 Share Option Scheme and their movements during the period are set out below:

Name 姓名	Date of grant 授予日期	Subscription price per Share 每股股份認購價 (HK\$) (港元)	Exercise period 行使期	Number of Share Options 購股權數目				Outstanding as at 30 September 2021 於2021年9月30日未獲行使
				Outstanding as at 1 April 2021 於2021年4月1日未獲行使	Granted during the period 於期內授予	Exercised during the period 於期內獲行使	Lapsed during the period 於期內失效	
Directors 董事								
Dr LOOK Guy 陸楷博士	1 Mar 2012 2012年3月1日	4.77	28 Feb 2014 to 28 Feb 2022 2014年2月28日至2022年2月28日	4,690,998	-	-	-	4,690,998
			28 Feb 2015 to 28 Feb 2022 2015年2月28日至2022年2月28日	4,690,998	-	-	-	4,690,998
			1 Sep 2013 to 28 Feb 2022 ⁽¹⁾ 2013年9月1日至2022年2月28日 ⁽¹⁾	3,381,996	-	-	-	3,381,996
			1 Sep 2014 to 28 Feb 2022 ⁽¹⁾ 2014年9月1日至2022年2月28日 ⁽¹⁾	4,690,998	-	-	-	4,690,998
Ms KWOK Sze Wai Melody 郭詩慧女士	17 Jun 2011 2011年6月17日	4.95	17 Jun 2014 to 16 Jun 2021 2014年6月17日至2021年6月16日	50,000	-	-	(50,000)	-
			29 Jun 2012 2012年6月29日	4.85	29 Jun 2015 to 28 Jun 2022 2015年6月29日至2022年6月28日	70,000	-	-

購股權

(I) 2002購股權計劃

購股權計劃於2002年8月29日舉行之股東週年大會上獲股東通過採納(「2002年購股權計劃」)。本公司之股東於2012年8月23日通過決議終止2002購股權計劃，並採納一個新購股權計劃(「2012年購股權計劃」)。2012年購股權計劃於2012年8月27日無條件生效。2002年購股權計劃經終止後，再無購股權可根據此計劃予以授出，惟該計劃之條文繼續對截至並包括2012年8月23日根據此計劃已授出的購股權具有約束力。

按2002年購股權計劃授出之購股權詳情及於期內之變動載列如下：

Share Options (continued)

(I) 2002 Share Option Scheme (continued)

Name 姓名	Date of grant 授予日期	Subscription price per Share 每股股份 認購價 (HK\$) (港元)	Exercise period 行使期	Number of Share Options 購股權數目				Outstanding as at 30 September 2021 於2021年 9月30日 未獲行使
				Outstanding as at 1 April 2021 於2021年 4月1日 未獲行使	Granted during the period 於期內授予	Exercised during the period 於期內獲行使	Lapsed during the period 於期內失效	
Employees 僱員	17 Jun 2011 2011年6月17日	4.95	17 Jun 2014 to 16 Jun 2021 ⁽⁴⁾ 2014年6月17日至2021年6月16日 ⁽⁴⁾	1,394,000	-	-	(1,394,000)	-
			17 Jun 2014 to 16 Jun 2021 ⁽⁵⁾ 2014年6月17日至2021年6月16日 ⁽⁵⁾	40,000	-	-	(40,000)	-
			17 Jun 2014 to 16 Jun 2021 ⁽⁵⁾ 2014年6月17日至2021年6月16日 ⁽⁵⁾	40,000	-	-	(40,000)	-
			17 Jun 2014 to 16 Jun 2021 ⁽⁶⁾ 2014年6月17日至2021年6月16日 ⁽⁶⁾	50,000	-	-	(50,000)	-
	29 Jun 2012 ⁽⁷⁾ 2012年6月29日 ⁽⁷⁾	4.85	29 Jun 2015 to 28 Jun 2022 2015年6月29日至2022年6月28日	2,164,000	-	-	(112,000)	2,052,000
			29 Jun 2015 to 28 Jun 2022 ⁽⁹⁾ 2015年6月29日至2022年6月28日 ⁽⁹⁾	40,000	-	-	-	40,000
			29 Jun 2015 to 28 Jun 2022 ⁽⁹⁾ 2015年6月29日至2022年6月28日 ⁽⁹⁾	50,000	-	-	-	50,000
			29 Jun 2015 to 28 Jun 2022 ⁽⁶⁾ 2015年6月29日至2022年6月28日 ⁽⁶⁾	120,000	-	-	-	120,000
			29 Jun 2015 to 28 Jun 2022 ⁽⁸⁾ 2015年6月29日至2022年6月28日 ⁽⁸⁾	200,000	-	-	-	200,000
				26,363,988	-	-	(1,686,000)	24,677,988

There are no share options cancelled during the period.

The vesting period of all the outstanding share options and share options granted is the period beginning on the date of grant and ending on the date immediately before commencement of the exercise period.

期內並無購股權被註銷。

未獲行使的購股權及授予的購股權的歸屬期為由授予日開始直至行使期開始的前一天止。

Share Options (continued)

(I) 2002 Share Option Scheme (continued)

Notes:

- (1) The exercise of the share options is subject to certain performance targets that must be achieved by the director. The share options shall be exercised by the director not later than 28 February 2022.
- (2) On 30 September 2010, the Company granted share options to certain employees of the Company in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the Group.
- (3) The grantee, Ms KWOK Lai Kwan Anna, is an associate of the chief executive and directors of the Company.
- (4) On 17 June 2011, the Company granted share options to certain employees of the Company in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the Group.
- (5) The grantee, Mr KWOK Siu Hung Vincent, is an associate of the chief executive and directors of the Company.
- (6) The grantee, Ms KWOK Sea Nga Kitty, is an associate of the chief executive and directors of the Company.
- (7) On 29 June 2012, the Company granted 7,567,000 share options to certain employees of the Company in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the Group. The exercise of 150,000 share options out of the outstanding balance of 2,462,000 share options as at 30 September 2021 is subject to certain performance targets that must be achieved by the related employees.
- (8) The grantee, Mr LAW Kin Ming Peter, is an associate of the chief executive and directors of the Company.

購股權(續)

(I) 2002購股權計劃(續)

附註：

- (1) 該名董事必須達到若干表現指標才符合資格行使購股權。該等購股權必須不遲於2022年2月28日行使。
- (2) 本公司於2010年9月30日授出購股權予本公司若干僱員，以獎賞該等僱員對本集團業務長線發展作出貢獻及鼓勵和推動該等僱員對本集團業務繼續作出貢獻。
- (3) 該名獲授購股權之人士(即郭麗群小姐)為本公司行政總裁及董事之聯繫人。
- (4) 本公司於2011年6月17日授出購股權予本公司若干僱員，以獎賞該等僱員對本集團業務長線發展作出貢獻及鼓勵和推動該等僱員對本集團業務繼續作出貢獻。
- (5) 該名獲授購股權之人士(即郭少雄先生)為本公司行政總裁及董事之聯繫人。
- (6) 該名獲授購股權之人士(即郭詩雅小姐)為本公司行政總裁及董事之聯繫人。
- (7) 本公司於2012年6月29日授出7,567,000股購股權予本公司若干僱員，以獎賞該等僱員對本集團業務長線發展作出貢獻及鼓勵和推動該等僱員對本集團業務繼續作出貢獻。於2021年9月30日之2,462,000股購股權餘額內，其中150,000股購股權須待有關僱員達到若干表現指標，才符合資格行使該等購股權。
- (8) 該名獲授購股權之人士(即羅建明先生)為本公司行政總裁及董事之聯繫人。

Share Options (continued)

(II) 2012 Share Option Scheme

The 2012 Share Option Scheme was adopted on 23 August 2012 and became unconditional and effective on 27 August 2012. Details of the share options granted under the 2012 Share Option Scheme and their movements during the period are set out below:

購股權(續)

(II) 2012年購股權計劃

本公司於2012年8月23日採納2012購股權計劃，該計劃於2012年8月27日無條件生效。按2012年購股權計劃授出之購股權詳情及於期內之變動載列如下：

Name 姓名	Date of grant 授予日期	Subscription price per Share 每股股份 認購價 (HK\$) (港元)	Exercise period 行使期	Number of Share Options 購股權數目				Outstanding as at 30 September 2021 於2021年 9月30日 未獲行使
				Outstanding as at 1 April 2021 於2021年 4月1日 未獲行使	Granted during the period 於期內授予	Exercised during the period 於期內獲行使	Lapsed during the period 於期內失效	
Directors 董事								
Ms KWOK Sze Wai Melody 郭詩慧女士	21 Jun 2013 2013年6月21日	8.07	21 Jun 2016 to 20 Jun 2023 2016年6月21日至 2023年6月20日	50,000	-	-	-	50,000
Ms LEE Yun Chun Marie-Christine 利蘊珍女士	13 Apr 2018 2018年4月13日	4.65	13 Apr 2020 to 12 Apr 2028 2020年4月13日至 2028年4月12日	100,000	-	-	-	100,000
Ms KI Man Fung Leonie 紀文鳳小姐	13 Apr 2018 2018年4月13日	4.65	13 Apr 2020 to 12 Apr 2028 2020年4月13日至 2028年4月12日	100,000	-	-	-	100,000
Mr TAN Wee Seng 陳偉成先生	13 Apr 2018 2018年4月13日	4.65	13 Apr 2020 to 12 Apr 2028 2020年4月13日至 2028年4月12日	100,000	-	-	-	100,000

Share Options (continued)

購股權(續)

(II) 2012 Share Option Scheme (continued)

(II) 2012年購股權計劃(續)

Name 姓名	Date of grant 授予日期	Subscription price per Share 每股股份 認購價 (HK\$) (港元)	Exercise period 行使期	Number of Share Options 購股權數目				Outstanding as at 30 September 2021 於2021年 9月30日 未獲行使
				Outstanding as at 1 April 2021 於2021年 4月1日 未獲行使	Granted during the period 於期內授予	Exercised during the period 於期內獲行使	Lapsed during the period 於期內失效	
Employees 僱員	21 Jun 2013 2013年6月21日	8.07	21 Jun 2016 to 20 Jun 2023 ⁽¹⁾ 2016年6月21日至 2023年6月20日 ⁽¹⁾	3,394,000	-	-	(275,000)	3,119,000
			21 Jun 2016 to 20 Jun 2023 ⁽²⁾ 2016年6月21日至 2023年6月20日 ⁽²⁾	50,000	-	-	-	50,000
			21 Jun 2016 to 20 Jun 2023 ⁽³⁾ 2016年6月21日至 2023年6月20日 ⁽³⁾	20,000	-	-	(20,000)	-
			21 Jun 2016 to 20 Jun 2023 ⁽⁴⁾ 2016年6月21日至 2023年6月20日 ⁽⁴⁾	100,000	-	-	-	100,000
			21 Jun 2016 to 20 Jun 2023 ⁽⁵⁾ 2016年6月21日至 2023年6月20日 ⁽⁵⁾	50,000	-	-	-	50,000
			21 Jun 2016 to 20 Jun 2023 ⁽⁶⁾ 2016年6月21日至 2023年6月20日 ⁽⁶⁾	20,000	-	-	-	20,000
			21 Jun 2016 to 20 Jun 2023 ⁽⁷⁾ 2016年6月21日至 2023年6月20日 ⁽⁷⁾	120,000	-	-	-	120,000
				4,104,000	-	-	(295,000)	3,809,000

There are no share options cancelled during the period.

期內並無購股權被註銷。

The vesting period of all the outstanding share options and share options granted is the period beginning on the date of grant and ending on the date immediately before commencement of the exercise period.

未獲行使的購股權及授予的購股權的歸屬期為由授予日開始直至今行使期開始的前一天止。

Share Options (continued)

(II) 2012 Share Option Scheme (continued)

Notes:

- (1) On 21 June 2013, the Company granted share options to certain employees of the Company in order to reward them for contributing to the long term success of the business of the Group and to encourage and motivate them to continue to contribute to the success of the Group.
- (2) The grantee, Ms KWOK Lai Kwan Anna, is an associate of the chief executive and directors of the Company.
- (3) The grantee, Ms KWOK Lai Ying Ann, is an associate of the chief executive and directors of the Company.
- (4) The grantee, Ms KWOK Sea Nga Kitty, is an associate of the chief executive and directors of the Company.
- (5) The grantee, Mr KWOK Siu Hung Vincent, is an associate of the chief executive and directors of the Company.
- (6) The grantee, Mr KWOK Siu Keung Paul, is an associate of the chief executive and directors of the Company.
- (7) The grantee, Mr LAW Kin Ming Peter, is an associate of the chief executive and directors of the Company.

Share Award Scheme

The share award scheme was adopted by the Board on 11 April 2014 (the "Share Award Scheme"). Under the Share Award Scheme, the Board may, from time to time, at its absolute discretion, select any eligible employees as selected employees and grant awarded Shares to them at no consideration. The awarded Shares were acquired by the independent trustee, at the costs of the Company, and held under a trust on and subject to, among others, the terms and conditions of the Share Award Scheme. Awarded Shares will be vested in the selected employees according to the terms of grant determined by the Board.

As at 30 September 2021, a total of 6,652,000 awarded Shares had been granted pursuant to the Share Award Scheme, out of which 335,000 awarded Shares remained unvested. During the period, a total of 15,000 awarded Shares lapsed and remained part of the trust fund under the Share Award Scheme.

購股權(續)

(II) 2012年購股權計劃(續)

附註：

- (1) 本公司於2013年6月21日授出購股權予本公司若干僱員，以獎賞該等僱員對本集團業務長線發展作出貢獻及鼓勵和推動該等僱員對本集團業務繼續作出貢獻。
- (2) 該名獲授購股權之人士(即郭麗群小姐)為本公司行政總裁及董事之聯繫人。
- (3) 該名獲授購股權之人士(即郭麗英小姐)為本公司行政總裁及董事之聯繫人。
- (4) 該名獲授購股權之人士(即郭詩雅小姐)為本公司行政總裁及董事之聯繫人。
- (5) 該名獲授購股權之人士(即郭少雄先生)為本公司行政總裁及董事之聯繫人。
- (6) 該名獲授購股權之人士(即郭少強先生)為本公司行政總裁及董事之聯繫人。
- (7) 該名獲授購股權之人士(即羅建明先生)為本公司行政總裁及董事之聯繫人。

股份獎勵計劃

董事會於2014年4月11日採納股份獎勵計劃(「股份獎勵計劃」)。根據股份獎勵計劃，董事會可不時全權酌情決定甄選任何合資格僱員為經甄選僱員，並無償向他們授出獎勵股份。獨立受託人將購入股份(費用由本公司承擔)並根據股份獎勵計劃將其作為信託基金的一部分持有。獎勵股份將根據董事會釐定的授出條款歸屬予經甄選僱員。

於2021年9月30日，根據股份獎勵計劃授出合共6,652,000股獎勵股份，其中335,000股獎勵股份尚未歸屬。於期內，根據股份獎勵計劃，合共15,000股獎勵股份已失效，並將其作為信託基金的一部分持有。

Share Award Scheme (continued)

Details of the awarded Shares granted under the Share Award Scheme and their movements during the period are set out below:

股份獎勵計劃(續)

股份獎勵計劃授出之獎勵股份詳情及於期內之變動載列如下：

Name 姓名	Date of award 授予日期	Average fair value per Share 每股平均 公平值 (HK\$) (港元)	Vesting period* 歸屬期*	Number of awarded Shares 獎勵股份數目				Outstanding as at 30 September 2021 於2021年 9月30日未歸屬
				Outstanding as at 1 April 2021 於2021年 4月1日未歸屬	Awarded during the period 於期內授予	Vested during the period 於期內歸屬	Lapsed during the period 於期內失效	
Employees 僱員	29 Jun 2018 2018年6月29日	4.98	29 Jun 2018 to 23 May 2021 2018年6月29日至 2021年5月23日	15,000	-	(15,000)	-	-
	21 Jun 2019 2019年6月21日	2.25	21 Jun 2019 to 30 Jun 2022 2019年6月21日至 2022年6月30日	200,000	-	(75,000)	-	125,000
	30 Sep 2019 2019年9月30日	1.74	30 Sep 2019 to 26 Mar 2022 2019年9月30日至 2022年3月26日	60,000	-	(15,000)	(15,000)	30,000
	9 Oct 2020 2020年10月9日	1.31	9 Oct 2020 to 30 Sep 2023 2020年10月9日至 2023年9月30日	180,000	-	-	-	180,000
				455,000	-	(105,000)	(15,000)	335,000

* The period during which all the specified vesting conditions of the awarded Shares are to be satisfied.

* 為達到所有獎勵股份歸屬條件之期間。

Buy-back, Sale or Redemption of Shares

During the six months ended 30 September 2021, there was no buy-back, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries.

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 September 2021, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code, are set out below:

(I) Long Position in the Shares, Underlying Shares and Debentures of the Company

購回、出售或贖回股份

本公司或其任何附屬公司於截至2021年9月30日止六個月內概無購回、出售或贖回本公司任何上市證券。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2021年9月30日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券條例第XV部)的股份、相關股份及債券中擁有記載於本公司按證券條例第352條須置存之登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉如下：

(I) 擁有本公司股份、相關股份及債券之好倉

Name of Director 董事姓名	Number of Shares in the Company 本公司之股份數目					Total 總權益	Approximate percentage of the Shares in issue ⁽¹⁾ 約佔已發行 股份百分比 ⁽¹⁾
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Derivatives interests 衍生工具權益			
Dr KWOK Siu Ming Simon 郭少明博士	40,728,000	-	1,946,734,297 ⁽²⁾	-		1,987,462,297	64.0458%
Dr KWOK LAW Kwai Chun Eleanor 郭羅桂珍博士	-	40,728,000	1,946,734,297 ⁽²⁾	-		1,987,462,297	64.0458%
Dr LOOK Guy 陸楷博士	450,000	-	-	22,145,988 ⁽³⁾		22,595,988	0.7282%
Ms KWOK Sze Wai Melody 郭詩慧女士	110,000	6,000	-	120,000 ⁽⁴⁾		236,000	0.0076%
Ms LEE Yun Chun Marie-Christine 利蘊珍女士	-	-	-	100,000 ⁽⁵⁾		100,000	0.0032%
Ms KI Man Fung Leonie 紀文鳳小姐	-	-	-	100,000 ⁽⁵⁾		100,000	0.0032%
Mr TAN Wee Seng 陳偉成先生	-	-	-	100,000 ⁽⁵⁾		100,000	0.0032%

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

(I) Long Position in the Shares, Underlying Shares and Debentures of the Company (continued)

Notes:

- (1) Based on 3,103,189,458 Shares in issue as at 30 September 2021.
- (2) These Shares are held as to 1,506,926,594 Shares by Sunrise Height Incorporated, as to 438,407,703 Shares by Green Ravine Limited and as to 1,400,000 Shares by Million Fidelity International Limited. All these companies are owned as to 50% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor.
- (3) Details of Dr LOOK Guy's derivatives interests in the shares of the Company for the six months ended 30 September 2021 are disclosed in the share options section on page 53 of this report.
- (4) Details of Ms KWOK Sze Wai Melody's derivatives interests in the shares of the Company for the six months ended 30 September 2021 are disclosed in the share options section on pages 53 & 56 of this report.
- (5) Details of the derivatives interests in the shares of the Company of the non-executive directors (including INEDs) for the six months ended 30 September 2021 are disclosed in the share options section on page 56 of this report.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉(續)

(I) 擁有本公司股份、相關股份及債券之好倉(續)

附註：

- (1) 根據於2021年9月30日的已發行股份3,103,189,458股計算。
- (2) 該等股份其中1,506,926,594股由Sunrise Height Incorporated持有，438,407,703股由Green Ravine Limited持有，而1,400,000股由萬揚國際有限公司持有。郭少明博士及郭羅桂珍博士各持有50%權益。
- (3) 有關陸楷博士於截至2021年9月30日止六個月期間擁有股份之衍生工具權益的詳情已於本報告第53頁之購股權部份披露。
- (4) 有關郭詩慧女士於截至2021年9月30日止六個月期間擁有股份之衍生工具權益的詳情已於本報告第53頁及56頁之購股權部份披露。
- (5) 有關非執行董事(包括獨立非執行董事)於截至2021年9月30日止六個月期間擁有股份之衍生工具權益的詳情已於本報告第56頁之購股權部份披露。

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

董事及主要行政人員於股份、相關股份及債券之權益及淡倉(續)

(II) Long Position in the Shares, Underlying Shares and Debentures of Associated Corporations

(II) 擁有相聯法團股份、相關股份及債券之好倉

Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor are each taken to be interested in all the issued non-voting deferred shares (the "Deferred Shares") of Base Sun Investment Limited ("Base Sun"), Matford Trading Limited ("Matford"), Sa Sa Cosmetic Company Limited and Sa Sa Investment (HK) Limited, all of which are wholly-owned subsidiaries of the Company. Details of interests in the Deferred Shares as at 30 September 2021 are set out below:

郭少明博士及郭羅桂珍博士分別被視為擁有鵬日投資有限公司(「鵬日」)、美福貿易有限公司(「美福」)、莎莎化粧品有限公司及莎莎投資(香港)有限公司之全部已發行無投票權遞延股份(「遞延股份」)之權益，前述公司均為本公司全資附屬公司。於2021年9月30日，遞延股份之權益詳情載列如下：

Name of associated corporation 相聯法團名稱	Dr KWOK Siu Ming Simon: Number of Deferred Shares in associated corporation 郭少明博士：相聯法團之遞延股份數目					Total interests 總權益	Percentage of shareholding to all the Deferred Shares of associated corporation 佔相聯法團之所有遞延股份百分比
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益			
Base Sun Investment Limited 鵬日投資有限公司	–	–	2 ⁽¹⁾	–	2	100%	
Matford Trading Limited 美福貿易有限公司	3 ⁽²⁾	–	–	–	3	50%	
Sa Sa Cosmetic Company Limited 莎莎化粧品有限公司	1	–	–	–	1	50%	
Sa Sa Investment (HK) Limited 莎莎投資(香港)有限公司	1	–	–	–	1	50%	

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

董事及主要行政人員於股份、相關股份及債券之權益及淡倉(續)

(II) Long Position in the Shares, Underlying Shares and Debentures of Associated Corporations (continued)

(III) 擁有相聯法團股份、相關股份及債券之好倉(續)

Name of associated corporation 相聯法團名稱	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	Total interests 總權益	Percentage of shareholding to all the Deferred Shares of associated corporation 佔相聯法團之所有遞延股份百分比
Dr KWOK LAW Kwai Chun Eleanor: Number of Deferred Shares in associated corporation 郭羅桂珍博士：相聯法團之遞延股份數目						
Base Sun Investment Limited 鵬日投資有限公司	–	–	2 ⁽¹⁾	–	2	100%
Matford Trading Limited 美福貿易有限公司	3 ⁽²⁾	–	–	–	3	50%
Sa Sa Cosmetic Company Limited 莎莎化粧品有限公司	1	–	–	–	1	50%
Sa Sa Investment (HK) Limited 莎莎投資(香港)有限公司	1	–	–	–	1	50%

Notes:

- Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor together hold two Deferred Shares in Base Sun through Win Win Group International Limited ("Win Win") and Modern Capital Investment Limited ("Modern Capital"). Win Win and Modern Capital are companies beneficially owned as to 50% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor and each of Win Win and Modern Capital holds one Deferred Share in Base Sun.
- Dr KWOK Siu Ming Simon holds three Deferred Shares in Matford through Mr YUNG Leung Wai Tony who acts as a nominee shareholder.
- Dr KWOK LAW Kwai Chun Eleanor holds three Deferred Shares in Matford through Ms KWOK Lai Yee Mabel who acts as a nominee shareholder.

附註：

- 郭少明博士及郭羅桂珍博士透過威威集團國際有限公司(「威威」)及茂傑投資有限公司(「茂傑」)合共持有鵬日2股遞延股份。郭少明博士及郭羅桂珍博士各實益持有威威及茂傑50%權益，而威威和茂傑各持有1股鵬日遞延股份。
- 郭少明博士透過容良偉先生(作為其代理人股東)持有美福3股遞延股份。
- 郭羅桂珍博士透過郭麗儀小姐(作為其代理人股東)持有美福3股遞延股份。

Save as disclosed above, no director or chief executive of the Company has any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，各董事及本公司主要行政人員概無在本公司或其相聯法團(定義見證券條例第XV部)的股份、相關股份及債券中擁有記載於本公司按證券條例第352條須置存之登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

Directors' Benefits from Rights to Acquire Shares or Debentures

Save as disclosed under the share options section on pages 53 and 56, at no time during the period was the Company or its subsidiaries, a party to any arrangements which enabled the Directors (including their spouses or children under 18 years of age), to acquire benefits by means of acquisition of shares in or debenture of the Company or any other body corporate.

Interests and Short Positions in Shares and Underlying Shares of Substantial Shareholders

As at 30 September 2021, Shareholders, other than a director or chief executive of the Company, who had interests and short positions in the Shares and underlying Shares of the Company which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO are as follows:

Long Position of Substantial Shareholders in the Shares

Name of company 公司名稱	Capacity 身份	No. of Shares held 持股量	Approximate percentage of the Shares in issue ⁽¹⁾ 約佔已發行股份之 百分比 ⁽¹⁾
Sunrise Height Incorporated ⁽²⁾	Beneficial owner 實益擁有人	1,506,926,594	48.56%
Green Ravine Limited ⁽²⁾	Beneficial owner 實益擁有人	438,407,703	14.13%

Notes:

- (1) Based on 3,103,189,458 Shares in issue as at 30 September 2021.
- (2) Both Sunrise Height Incorporated and Green Ravine Limited are owned as to 50% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor.

董事購買股份或債券權利之利益

除於第53頁及56頁之購股權部分所披露者外，本公司或其附屬公司於期內任何時間概無成為任何安排之其中一方，令董事（包括彼等之配偶或18歲以下之子女）可藉收購本公司或任何其他法人團體之股份或債券而獲得利益。

主要股東於股份及相關股份之權益及淡倉

於2021年9月30日，根據證券條例第336條須置存之登記冊內所載，下列人士（本公司任何董事或主要行政人員除外）為股東，並於本公司的股份及相關股份中擁有權益或淡倉：

主要股東擁有本公司股份之好倉

附註：

- (1) 根據於2021年9月30日的已發行股份3,103,189,458股計算。
- (2) 郭少明博士及郭羅桂珍博士各擁有Sunrise Height Incorporated及Green Ravine Limited 50%股權。

Interests and Short Positions in Shares and Underlying Shares of Other Persons

As at 30 September 2021, the Company has not been notified of any persons (other than the directors or chief executives or substantial shareholders of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register to be kept under Section 336 of the SFO.

Specific Performance Obligation on Controlling Shareholder

As disclosed in the Company's announcement dated 7 August 2020, Sa Sa Cosmetic Company Limited (an indirect wholly-owned subsidiary of the Company) as borrower obtained general banking facilities from a bank to finance the working capital requirements of the Group. Such banking facilities are provided by way of two revolving loan facilities up to an aggregate amount of HK\$80,000,000 with no specific tenor, which may be modified, cancelled or suspended at any time without prior notice at the bank's sole discretion.

It is a condition of the banking facilities, among others, that Dr KWOK Siu Ming Simon and/or his family members shall maintain (whether directly or indirectly) not less than 51% shareholding of the Company, and Dr KWOK Siu Ming Simon shall remain as chairman of the Board.

其他人士於股份及相關股份之權益及淡倉

於2021年9月30日，本公司並無知悉任何人士(本公司董事或主要行政人員或主要股東除外)擁有根據證券條例第336條須置存之登記冊內所載之本公司的股份及相關股份中擁有權益或淡倉。

控股股東之特定履行責任

誠如本公司於2020年8月7日刊發的公告所披露，本公司之間接全資附屬公司莎莎化粧品有限公司作為借方獲得由銀行提供的銀行融資以資助本集團之營運資金，此銀行融資將以兩項循環貸款提供，總額為八千萬港元，沒有特定期限，但銀行可隨時在未經事先通知之情況下全權酌情修改、取消或中止該融資。

該銀行融資有一項條款，除其他外，郭少明博士及／或其家庭成員需要(直接或間接)持有本公司不少於51%的股份及郭少明博士需繼續擔任本公司董事會主席。