

SUPPLEMENTARY INFORMATION

其他資料

Corporate Governance

Throughout the six months ended 30 September 2023 and up to the date of this interim report, we have complied with all but one of the code provisions under the Corporate Governance Code, Appendix 14 of the Listing Rules.

Code Provision C.2.1

The roles of chairman and chief executive should be separate and should not be performed by the same individual under code provision C.2.1 of the Corporate Governance Code. We have deviated from the code in that Dr KWOK Siu Ming Simon is both the chairman and CEO of the Company. The division of responsibilities between the two roles are, however, clearly established and set out in writing in the respective terms of reference for the chairman and the chief executive officer. Dr Kwok, being one of the founders of the Group, has superior knowledge of our business and is a veteran of the retail industry. The Board is therefore of the view that vesting the roles of chairman and chief executive officer in the same person facilitates the execution of the Group's business strategies and maximises the effectiveness of our operations. We will, nevertheless, periodically review the Board's structure going forward in light of the evolving needs of the Group and consider segregation of the two roles if and when appropriate.

Model Code

We have adopted our own model codes regarding securities transactions by directors and relevant employees on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules. Our model codes are extended to certain "relevant employees" who, because of their office or employment, are likely to possess inside information in relation to the Company or its securities. We have received confirmation from all Directors and relevant employees that they have complied with the Company's model codes throughout the period under review.

Audit Committee

The unaudited interim results of the Group for the six months ended 30 September 2023 have not been reviewed by the independent auditor, but have been reviewed by the Audit Committee of the Company.

Interim Dividend

The Board has resolved not to pay any interim dividend for the six months ended 30 September 2023 (2022: Nil).

企業管治

截至2023年9月30日止六個月及直至本中期報告日期，除未能遵守其中一項守則條文，我們已遵守上市規則附錄十四之《企業管治守則》的所有守則條文。

守則條文第C.2.1條

就《企業管治守則》的守則條文第C.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。由於郭少明博士現身兼本公司主席及行政總裁兩職，我們偏離了守則條文。主席及行政總裁各自的職責已清楚載於主席及行政總裁職權範圍內。郭博士作為本集團之創辦人，對我們的業務擁有卓越的知識及為零售界之翹楚。因此，董事會認為由同一人身兼公司主席及行政總裁兩職，有利執行本集團的商業策略和發揮其最高營運效益，惟董事會會不時檢討此架構，並於適當時候，考慮將兩職分開。

標準守則

我們已採納不遜於上市規則附錄十所載列的上市公司董事進行證券交易標準守則的有關董事及有關僱員進行證券交易所需標準的標準守則。我們的標準守則已伸延至因職務或工作而可能擁有與本公司或其股份有關的內幕資料的若干有關僱員。我們已收到全體董事及有關僱員確認他們於報告期內已遵守本公司的標準守則。

審核委員會

本集團截至2023年9月30日止六個月之未經審核中期業績未經獨立核數師審閱，惟已由本公司審核委員會審閱。

中期股息

董事會決議不派發截至2023年9月30日止六個月之中期股息(2022年：無)。

Board of Directors

Ms KWOK Sea Nga Kitty was appointed as an executive director of the Company with effect from the conclusion of the AGM held on 31 August 2022. In accordance with Article 99 of the articles of association of the Company, she may hold office only until the first AGM after her appointment. In accordance with Article 116 of the Company's articles of association, Mr TAN Wee Seng, Mr CHAN Hiu Fung Nicholas and Ms KWOK Sze Wai Melody retired from office by rotation at the AGM held on 24 August 2023. 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 2023 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: 31 August 2022

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: 31 August 2022

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: 24 August 2023

Mr HO Danny Wing Fi (CFO)

- date of appointment as a Director: 30 June 2022*
- date of last re-election in AGM as a Director: 31 August 2022

Ms KWOK Sea Nga Kitty

- date of appointment as a Director: 31 August 2022*
- date of last re-election in AGM as a Director: 24 August 2023

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: 31 August 2022
- term of directorship: three years commencing on 22 August 2022*

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

董事會

郭詩雅小姐於2022年8月31日舉行的股東週年大會完結時獲委任為執行董事。根據本公司組織章程細則第99條，她的任期僅至其委任後的第一個股東週年大會止。根據本公司組織章程細則第116條，陳偉成先生、陳曉峰先生及郭詩慧女士於2023年8月24日舉行之股東週年大會上輪值告退本公司董事。以上所有董事均符合膺選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2023年9月30日六個月內，董事會成員為：

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：2022年8月31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：2022年8月31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：2023年8月24日

何榮輝先生 (首席財務總監)

- 委任為董事日期：2022年6月30日*
- 上一次獲重選之股東週年大會日期：2022年8月31日

郭詩雅小姐

- 委任為董事日期：2022年8月31日*
- 上一次獲重選之股東週年大會日期：2023年8月24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：2022年8月31日
- 董事任期：由2022年8月22日起計3年*

* 須按照本公司章程細則輪值告退。

SUPPLEMENTARY INFORMATION 其他資料

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 2021*

Mr TAN Wee Seng

- date of appointment as a Director: 11 March 2010
- date of last re-election in AGM as a Director: 24 August 2023
- term of directorship: three years commencing on 26 August 2022*

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: 24 August 2023
- term of directorship: three years commencing on 27 August 2023*

Changes in Directors' Particulars

- Dr KWOK LAW Kwai Chun Eleanor became the Honorary President of All-China Women's Federation Hong Kong Delegates Association in June 2023.
- Changes to Ms KI Man Fung Leonie's biographical information:
 - appointed as a member of the Culture Commission by Culture, Sports and Tourism Bureau, HKSAR with effect from 1 March 2023; and
 - conferred Honorary University Fellowship by the Hong Kong Baptist University (HKBU) on 21 September 2023.
- Changes to Mr CHAN Hiu Fung Nicholas's biographical information:
 - conferred Honorary Fellowship by the Hong Kong University of Science and Technology (HKUST) on 22 September 2023;
 - appointed as a member of the audit committee of Pangaea Connectivity Technology Limited, whose shares are listed on the Main Board of the Stock Exchange, with effect from 1 October 2023; and
 - appointed as the chairman of the Risk Management Committee of Chinese University of Hong Kong with effect from 1 November 2023.

Related Party Transaction

The transactions with related parties 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 2023.

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

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2021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：2023年8月24日
- 董事任期：由2022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：2023年8月24日
- 董事任期：由2023年8月27日起計3年*

董事詳情變動

- 郭羅桂珍博士由2023年6月起擔任港區婦聯代表聯誼會名譽會長。
- 紀文鳳小姐的資料有以下變更：
 - 獲委任為文化體育及旅遊局的文化委員會委員，自2023年3月1日起生效；及
 - 於2023年9月21日獲香港浸會大學頒授榮譽大學院士榮銜。
- 陳曉峰先生的資料有以下變更：
 - 於2023年9月22日獲香港科技大學頒授榮譽大學院士；
 - 獲委任為環聯連訊科技有限公司(其證券於香港聯交所主板上市)的審核委員會成員，自2023年10月1日起生效；及
 - 獲委任為香港中文大學的風險管理委員會主席，自2023年11月1日起生效。

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所披露之關聯人士之交易並不構成任何須予披露的關連交易。

發行股份

於截至2023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。

Share Options

(I) 2012 Share Option Scheme

The 2012 Share Option Scheme was adopted on 23 August 2012 and became unconditional and effective on 27 August 2012. The 2012 Share Option Scheme expired on 23 August 2022. Upon expiration of the 2012 Share Option Scheme, no option was available for grant as at 1 April 2023 and 30 September 2023 and no further options were granted during the six months period from 1 April 2023 to 30 September 2023 but its provisions continued to govern options granted under this scheme up to and including 23 August 2022. The total number of shares which may be issued upon exercise of all options granted under the scheme was 300,000 Shares, which represented 0.01% of the total issued share capital of the Company as at 30 September 2023. 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

(I) 2012年購股權計劃

本公司於2012年8月23日採納2012年購股權計劃，該計劃於2012年8月27日無條件生效。2012年購股權計劃已於2022年8月23日失效。隨著2012年購股權計劃失效，於2023年4月1日及2023年9月30日，再無購股權可予以授出及於2023年4月1日至2023年9月30日的六個月期間並無購股權根據此計劃予以授出，惟該購股權計劃之條文繼續對截至並包括2022年8月23日根據此計劃已授出的購股權具有約束力。於2023年9月30日，當根據此計劃所有已授出並予以行使的可予發行的購股權股份總數為300,000股，佔本公司當時已發行股本0.01%。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 2023 於2023年 9月30日 未獲行使
				Outstanding as at 1 April 2023 於2023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 KWOK Sea Nga Kitty 郭詩雅小姐	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	100,000	-	-	(100,000)	-
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
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⁾	2,569,000	-	-	(2,569,000)	-
			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⁾	120,000	-	-	(120,000)	-
				3,209,000	-	-	(2,909,000)	300,000

Share Options (continued)

(I) 2012 Share Option Scheme (continued)

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.

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, Mr KWOK Siu Hung Vincent, is an associate of the chief executive and directors of the Company.
- (3) The grantee, Mr KWOK Siu Keung Paul, is an associate of the chief executive and directors of the Company.
- (4) The grantee, Mr LAW Kin Ming Peter, is an associate of the chief executive and directors of the Company.

(II) 2022 Share Option Scheme

Following the expiration of the 2012 Share Option Scheme, the Company adopted a new share option scheme (the "2022 Share Option Scheme") on 31 August 2022. The number of options available for grant under the 2022 Share Option Scheme as at 1 April 2023 and 30 September 2023 was both 310,318,945. The number of options available for grant under the Service Provider Sublimit as at 1 April 2023 and 30 September 2023 was both 31,031,894 shares. No share options have been granted under the 2022 Share Option Scheme.

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 2023, a total of 6,982,000 awarded Shares had been granted pursuant to the Share Award Scheme, all awarded Shares were vested. During the period, no awarded Shares lapsed and remained part of the trust fund under the Share Award Scheme.

購股權(續)

(I) 2012年購股權計劃(續)

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。

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(即郭少雄先生)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(即郭少強先生)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(即羅建明先生)為本公司行政總裁及董事之聯繫人。

(II) 2022年購股權計劃

隨著2012年購股權計劃失效，本公司於2022年8月31日採納了一個新購股權計劃(「2022年購股權計劃」)。於2023年4月1日及2023年9月30日可授出的購股權數目為310,318,945。而於2023年4月1日及2023年9月30日，根據服務提供者分項限額可授出的購股權數目為31,031,894。2022年購股權計劃並無授出任何購股權。

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2023年9月30日，根據股份獎勵計劃授出合共6,982,000股獎勵股份，所有獎勵股份已歸屬。於期內，根據股份獎勵計劃，並無獎勵股份失效及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 six months ended 30 September 2023 are set out below:

Name 姓名	Date of award 授予日期	Average fair value [#] 每股平均 公平值 [#] (HK\$) (港元)	Closing price of the Shares immediately before the date on which the awarded Shares were vested 緊接獎勵股份 歸屬日期之前 的收市價 (HK\$) (港元)	Vesting period* 歸屬期*	Number of awarded Shares 獎勵股份數目				
					Outstanding as at 1 April 2023 於2023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	Outstanding as at 30 September 2023 於2023年 9月30日未歸屬
Director 董事									
Mr HO Danny Wing Fi 何榮輝先生	20 Dec 2022 2022年12月20日	1.89	1.91	20 Dec 2022 to 18 Apr 2023 2022年12月20日至2023年4月18日	200,000	-	(200,000)	-	-
					200,000	-	(200,000)	-	-

The fair value of awarded Shares was determined with reference to market price of the Shares at the grant date.

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

There are no awarded Shares cancelled during the period.

Buy-back, Sale or Redemption of Shares

During the six months ended 30 September 2023, there was no buy-back, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries.

股份獎勵計劃(續)

股份獎勵計劃授出之獎勵股份詳情及於截至2023年9月30日六個月內之變動載列如下：

Name 姓名	Date of award 授予日期	Average fair value [#] 每股平均 公平值 [#] (HK\$) (港元)	Closing price of the Shares immediately before the date on which the awarded Shares were vested 緊接獎勵股份 歸屬日期之前 的收市價 (HK\$) (港元)	Vesting period* 歸屬期*	Number of awarded Shares 獎勵股份數目				
					Outstanding as at 1 April 2023 於2023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	Outstanding as at 30 September 2023 於2023年 9月30日未歸屬
Director 董事									
Mr HO Danny Wing Fi 何榮輝先生	20 Dec 2022 2022年12月20日	1.89	1.91	20 Dec 2022 to 18 Apr 2023 2022年12月20日至2023年4月18日	200,000	-	(200,000)	-	-
					200,000	-	(200,000)	-	-

獎勵股份的公平值乃參考授予日期股份市價釐定。

* 為達成所有獎勵股份歸屬條件之期間。

年內並無獎勵股份被註銷。

回購、出售或贖回股份

本公司及其任何附屬公司於截至2023年9月30日止六個月內概無回購、出售或贖回本公司任何上市證券。

SUPPLEMENTARY INFORMATION 其他資料

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

As at 30 September 2023, 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:

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2023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)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) Long Position in the Shares, Underlying Shares and Debentures of the Company

(II) 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					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	Total interests 總權益	
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%
Ms KWOK Sze Wai Melody 郭詩慧女士	110,000	6,000	–	–	116,000	0.0037%
Mr HO Danny Wing Fi 何榮輝先生	200,000	–	–	–	200,000	0.0064%
Ms KWOK Sea Nga Kitty 郭詩雅小姐	110,000	–	–	–	110,000	0.0035%
Ms LEE Yun Chun Marie-Christine 利蘊珍女士	–	–	–	100,000 ⁽³⁾	100,000	0.0032%
Ms KI Man Fung Leonie 紀文鳳小姐	–	–	–	100,000 ⁽³⁾	100,000	0.0032%
Mr TAN Wee Seng 陳偉成先生	–	–	–	100,000 ⁽³⁾	100,000	0.0032%

Notes:

- (1) Based on 3,103,189,458 Shares in issue as at 30 September 2023.
- (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 the derivatives interests in the shares of the Company of the non-executive directors (including INEDs) for the six months ended 30 September 2023 are disclosed in the share options section on page 59 of this report.

附註：

- (1) 根據於2023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) 有關非執行董事(包括獨立非執行董事)於截至2023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59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 2023 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2023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)

(II) 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	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					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%	

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」)持有鵬日二股遞延股份。郭少明博士及郭羅桂珍博士各持有威威及茂傑50%權益，而威威和茂傑各持有一股鵬日遞延股份。
- 郭少明博士透過容良偉先生(作為其代理人股東)持有美福三股遞延股份。
- 郭羅桂珍博士透過郭麗儀小姐(作為其代理人股東)持有美福三股遞延股份。

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，本公司各董事及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 page 59, 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 2023, 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 shareholding ⁽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 2023.
- (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.

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

As at 30 September 2023, 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.

董事購買股份或債券權利之利益

除於第59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2023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(本公司任何董事或最高行政人員除外)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2023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。

其他人士於股份及相關股份之權益及淡倉

於2023年9月30日，本公司並無知悉任何人士(本公司任何董事或最高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。