

## 公司其他资料 Other Corporate Information

### 1. 主要股东

由于本公司股份于二零零二年七月二十五日才开始于香港联合交易所有限公司(「联交所」)上市及交易，因此，在二零零二年七月二十五日前，本公司无须根据《证券(公开权益)条例》第16(1)条的规定备存主要股东登记册。下表载列于二零零二年六月三十日及二零零二年七月二十五日持有本公司已发行股份10%以上的股东资料以供参考：

### 1. Substantial shareholders

As the shares of the Company was listed and commenced trading on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 25 July 2002, the Company was not required to maintain a register of substantial shareholders under Section 16(1) of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") prior to 25 July 2002. For information purposes, the following shareholders had an interest of 10% or more in the share capital of the Company as at 30 June 2002 and 25 July 2002 respectively:

股东名称 Name of Shareholder	于二零零二年六月三十日 实益持有股份数目(附注1) No. of shares beneficially held as at 30 June 2002 (Note a)	于二零零二年七月二十五日 实益持有股份数目 No. of shares beneficially held as at 25 July 2002
中国银行 Bank of China ("BOC")	45,966,026,020 (86.95%)	8,292,345,266 (78.44%) (附注2) (Note b)
中银香港(集团)有限公司 (「中银香港集团」) BOC Hong Kong (Group) Limited ("BOCHKG")	45,966,026,020 (86.95%)	6,894,770,204 (65.22%)
BOC Hong Kong (BVI) Limited (「BOC (BVI)」) (附注3) (Note c)	45,966,026,020 (86.95%)	6,894,770,204 (65.22%)
华侨商业有限公司 (「华侨」) (附注4) Hua Chiao Commercial Limited (「Hua Chiao」) (Note d)	6,897,875,310 (13.05%)	1,379,575,062 (13.05%)

公司其他资料 (续)

Other Corporate Information (continued)

1. 主要股东 (续)

附注：

1. 于二零零二年七月十日前，本公司的已发行股本为52,863,901,330港元，已发行股数为52,863,901,330股，每股面值1.00港元。于二零零二年七月十日，本公司股东通过普通决议案，批准将本公司已发行股本中每股面值1.00港元的普通股合并为每股面值5.00港元，合并后的已发行股数为10,572,780,266股。
2. 所示的股份数目，已包括中银集团保险有限公司及中银集团人寿保险有限公司（两者均为中国银行的全资附属公司）各自实益持有的9,000,000股本公司股份。
3. BOC (BVI)为中银香港集团的全资附属公司，而中银香港集团则为中国银行的全资附属公司。因此，根据《证券（公开权益）条例》，中银香港集团与中国银行被视为于本公司股本中拥有与BOC (BVI)相同的股本权益。
4. 中国银行实益拥有华侨93.64%的股权。因此，根据《证券（公开权益）条例》，中国银行被视为于本公司股本中拥有与华侨相同的股本权益。

2. 董事及行政总裁于本公司股份中之权益

假设本公司于二零零二年六月三十日已于联交所上市，于二零零二年六月三十日，概无任何董事、行政总裁或彼等各自的联系人于本公司或其任何联营公司（定义详见《证券（公开权益）条例》）之股份中，拥有须列入根据《证券（公开权益）条例》第29条所备存的登记册内的权益，或根据《上市公司董事进行证券交易的标准守则》须知会本公司及联交所的权益。

1. Substantial shareholders (continued)

Notes:

- a. Prior to 10 July 2002, the issued share capital of the Company was HK\$52,863,901,330 divided into 52,863,901,330 shares of HK\$1.00 each. By an ordinary resolution passed by the shareholders on 10 July 2002, the issued share capital of the Company was consolidated and divided into 10,572,780,266 shares of HK\$5.00 each.
- b. The number of shares shown includes 9,000,000 shares in the Company beneficially held by each of Bank of China Group Insurance Company Limited and BOC Group Life Assurance Company Limited, both of which are wholly owned subsidiaries of BOC.
- c. BOC (BVI) is a wholly owned subsidiary of BOCHK, which in turn is a wholly owned subsidiary of BOC. Accordingly, BOCHK and BOC are deemed to have the same interests in the shares of the Company as BOC (BVI) for the purpose of the SDI Ordinance.
- d. BOC beneficially owns 93.64% of Hua Chiao. Accordingly, BOC is deemed to have the same interests in the shares of the Company as Hua Chiao for the purpose of the SDI Ordinance.

2. Directors and Chief Executive's interests in the Company's shares

As at 30 June 2002, none of the Directors, the Chief Executive or their respective associates has any interests in shares of the Company or any of its associated corporations within the meaning of the SDI Ordinance, which, if the Company were listed on 30 June 2002, would have been required to be recorded in the register required to be kept under Section 29 of the SDI Ordinance or as otherwise would have been required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

公司其他资料 (续)

Other Corporate Information (*continued*)

3. 董事及行政总裁认购本公司股份的权利

于二零零二年六月三十日，概无董事、行政总裁或彼等各自的联系人拥有认购本公司证券的权利。于二零零二年七月五日，BOC (BVI)向下列董事及另外约60名本集团高级管理人员授予认股权，彼等可据此向BOC (BVI)购入合共31,132,600股BOC (BVI)所持有的本公司股份，认购价为每股8.5港元。

3. Directors and Chief Executive's rights to subscribe for the Company's shares

As at 30 June 2002, none of the Directors, the Chief Executive or their respective associates has any right to subscribe for shares of the Company. On 5 July 2002, the following Directors together with approximately 60 senior management personnel of the Group were granted options by BOC (BVI) to purchase an aggregate of 31,132,600 existing issued shares of the Company at a price of HK\$8.50 per share.

<u>董事姓名</u>	<u>Name of Director</u>	<u>授予认股权的 相关股份数目 No. of underlying shares in respect of which options were granted</u>
刘明康	LIU Mingkang	1,735,200
孙昌基	SUN Changji	1,590,600
刘金宝	LIU Jinbao	1,735,200
平岳	PING Yue	1,446,000
华庆山	HUA Qingshan	1,446,000
李早航	LI Zaohang	1,446,000
和广北	HE Guangbei	1,446,000
周载群	ZHOU Zaiqun	1,446,000
张燕玲	ZHANG Yanling	1,446,000
合计：	Total：	<u>13,737,000</u>

上述认股权自二零零二年七月二十五日起一年内不得行使。该等认股权自二零零二年七月二十五日起四年内归属，该等认股权的25%股份数目将于每年年底归属，有效行使期间为10年。

None of these options may be exercised within one year from 25 July 2002. These options have a vesting period of four years from 25 July 2002 with a valid exercise period of ten years. 25% of the number of shares subject to such options will vest at the end of each year.

公司其他资料 (续)

Other Corporate Information (*continued*)

4. 购买、出售或赎回本公司股份

于回顾期间内，本公司及其任何附属公司概无购买、出售或赎回本公司任何股份。

4. Purchase, sale or redemption of the Company's shares

During the period under review, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

5. 稽核委员会

因应本公司稽核委员会之要求，本集团外部核数师已按照香港会计师公会颁布的核数准则第七百号对此中期报告进行审阅。稽核委员会跟管理层审阅集团所采用之会计准则及做法，并已就有关内部监控及财务报告等事项(包括审阅中期报告)进行商讨。

5. Audit Committee

At the request of the Audit Committee of the Company, the Group's external auditors have carried out a review of the unaudited financial statements in accordance with the Statement of Auditing Standards ("SAS") 700 issued by the Hong Kong Society of Accountants. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited interim financial statements.

6. 最佳应用守则之遵守

虽然本公司股份于二零零二年七月二十五日才开始于联交所上市及交易，除本公司非执行董事仍依据本公司组织章程细则于股东周年大会上轮值告退而并无指定任期外，并无董事知悉任何足以合理指出本公司在截至二零零二年六月三十日止期间之会计时段内任何时间，未有遵照联交所证券上市规则附注14随附之最佳应用守则的规定行事。

6. Compliance with the Code of Best Practice

Although the shares of the Company was only listed and commenced trading on the Stock Exchange on 25 July 2002, none of the Directors is aware of any information which would reasonably indicate that the Company is not, or was not, for any part of the accounting period for the period ended 30 June 2002, in compliance with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange except that non-executive Directors were not appointed for a specific term but are subject to retirement by rotation at annual general meetings pursuant to the Company's Articles of Association.

7. 披露要求之遵守

于编制本集团截至二零零二年六月三十日止期间的中期业绩报告时，本集团已完全遵照香港金融管理局于二零零一年十一月颁布之监管政策手册内有关本地注册认可机构披露财务资料指引之各项要求。

7. Compliance with disclosure requirements

In preparing its interim report for the period ended 30 June 2002, the Group has fully complied with the guideline on "Interim Financial Disclosure by Locally Incorporated Authorised Institutions" under the Supervisory Policy Manual issued by the Hong Kong Monetary Authority in November 2001.