

Disclosure of Further Corporate Information

Set out below is certain information disclosed pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"):-

(A) EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID DIRECTORS/EMPLOYEES

(I) Directors

(a) Aggregate emoluments

Details of emoluments of the Directors of the Company are set out in Note 2 to the Accounts on page 81.

(b) Bandings

Information on the bandings of emoluments in respect of the year ended December 31, 2000 of all the Directors of the Company in office during the year as set out in Note 2 to the Accounts on page 81.

(II) Independent Non-executive Directors' Emoluments

Details of the Directors' fees and other reimbursements or emoluments payable to independent non-executive Directors of the Company are set out in Note 2 to the Accounts on page 81.

(III) Employees

Analyses of the emoluments (excluding amounts, if any, paid or payable by way of commissions on sales generated by the employees concerned) for the year ended December 31, 2000 of two employees of the Group who, not being Directors of the Company, are among the top five highest paid individuals (including Directors of the Company and other employees of the Group) employed by the Group are set out in Note 2 to the Accounts on pages 81 and 82.

(B) BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGERS

(I) Directors

Gonzaga W J Li, Chairman and Chief Executive (Age: 71)

Mr Li joined Wharf in 1980 as a Director and was appointed as general manager in 1982. He became Deputy Chairman and Managing Director in 1989. He was appointed Chief Executive in September 1992 and became Chairman in 1994. Mr Li is also the chairman of Wheelock and Company Limited ("Wheelock"), Harbour Centre Development Limited ("HCDL"), i-CABLE Communications Limited ("i-CABLE"), New Asia Realty and Trust Company, Limited ("New Asia"), Realty Development Corporation Limited ("RDC"), Wharf China Limited and Marco Polo Developments Limited ("MPDL") in Singapore and a director of Joyce Boutique Holdings Limited ("Joyce"). Furthermore, he is a director of WF Investment Partners Limited ("WF Investment"), which, as well as Wheelock, are each deemed under the Securities (Disclosure of Interests) Ordinance of Hong Kong (the "SDI Ordinance") to have an interest in the share capital of the Company discloseable to the Company under the provisions of Part II of the SDI Ordinance.

Stephen T H Ng, Deputy Chairman and Managing Director (Age: 48)

Mr Ng joined Wharf in 1981 and became a Managing Director in 1989. He is the deputy chairman, president and chief executive officer of i-CABLE and the chairman, president and chief executive officer of both New T&T Hong Kong Limited ("New T&T") and Hong Kong Cable Television Limited ("HKC"). He led the successful bid for and subsequent implementation of Hong Kong's first cable TV licence. Mr Ng is also the vice chairman of Wheelock and a director of Joyce. Mr Ng serves as a member of the Hong Kong - United States Business Council. Furthermore, he is a director of WF Investment, which, as well as Wheelock are each deemed under the SDI Ordinance to have an interest in the share capital of the Company discloseable to the Company under the provisions of Part II of the SDI Ordinance.

John T Hung, SBS, JP, Executive Director (Age: 62)

Mr Hung joined Wharf in 1967 and became a Director of the Company in 1989. He oversees the Group's corporate affairs. Mr Hung is the managing director of Wheelock which is deemed under the SDI Ordinance to have an interest in the share capital of the Company discloseable to the Company under the provisions of Part II of the SDI Ordinance. He is also a director of i-CABLE, Joyce and MPDL in Singapore. He serves as the Government appointed chairman of the Hong Kong Sports Development Board.

Disclosure of Further Corporate Information (continued)

Paul Y C Tsui, Executive Director (Age: 54)

Mr Tsui has been an Executive Director of the Company since September 2000. Mr Tsui is also a director of Wheelock, HCDL, i-CABLE, Joyce and MPDL in Singapore, as well as being the group financial controller of the Company and Wheelock. Furthermore, he is a director of WF Investment, which, as well as Wheelock are each deemed under the SDI Ordinance to have an interest in the share capital of the Company discloseable to the Company under the provisions of Part II of the SDI Ordinance.

Robert H Burns, Director (Age: 71)

Mr Burns has been a Director of the Company since 1995. He is one of the founders of the Regent Hotels group and is also the chairman of Robert H Burns Holdings Limited.

Vincent K Fang, Director (Age: 57)

Mr Fang has been a Director of the Company since 1993. He is also a director of Fantastic Garments Limited.

Quinn Y K Law, Director (Age: 48)

Mr Law has been a Director of the Company since June 1998. He is also a director of Wheelock, which is deemed under the SDI Ordinance to have an interest in the share capital of the Company discloseable to the Company under the provisions of Part II of the SDI Ordinance.

K H Leung, Director (Age: 56)

Mr Leung has been a Director of the Company since June 1998. He is also the finance director of Wheelock and a director of New Asia. Furthermore, he is a director of Deakin Limited, Diplock Holdings Limited and WF Investment, which, as well as Wheelock, are each deemed under the SDI Ordinance to have an interest in the share capital of the Company discloseable to the Company under the provisions of Part II of the SDI Ordinance.

Ian H Melrose, Director (Age: 61)

Mr Melrose has been a Director of the Company since 1996. He is also the chairman of COL Limited.

T Y Ng, Director (Age: 53)

Mr Ng has been a Director of the Company since June 1998. He is also a director of Wheelock, HCDL, Joyce, New Asia, RDC and MPDL in Singapore. Furthermore, he is a director of WF Investment, which, as well as Wheelock, are each deemed under the SDI Ordinance to have an interest in the share capital of the Company discloseable to the Company under the provisions of Part II of the SDI Ordinance.

(II) Senior Management

Various businesses of the Group are respectively under the direct responsibility of the four Directors holding executive offices of the Company as named under (B)(I) above. Only those four Directors are regarded as members of the Group's senior management.

(C) PENSION SCHEMES

Set out below are certain particulars regarding pension schemes operated by the Group:-

(I) Nature of Schemes

The Group currently operates a number of pension schemes. The schemes are available to the employees of the Group. The assets of the schemes are held separately by independently administered funds.

(II) Funding of the Principal Schemes

The Group's principal defined contribution schemes are funded by contributions from employees and employers. The employees and employers contribute respectively to the schemes sums which represent percentages of the employees' salaries as defined under the relevant trust deeds.

The Group's principal defined benefit schemes are funded by contributions from the employers which are in accordance with recommendations made by the actuaries based on their valuation.

(III) Cost of all Schemes

The Group's total retirement costs charged to profit and loss account during the year ended December 31, 2000 amounted to HK\$87 million after a forfeiture of the Group's contributions of HK\$22 million.

Disclosure of Further Corporate Information (continued)

(IV) Results of Valuation

The outline of results of valuation of the Group's principal defined benefit schemes are set out below:-

Name of valuers	Method of valuation	Date of valuation	Adopted salary increase	Adopted investment return	Funding ratio
a) HSBC Life	Individual Entry Age Normal Cost Method	April 30, 2000	6%	7%	119%
b) Watson Wyatt Hong Kong Limited	Attained Age Method	December 31, 1998	8%	9%	94%

(D) MAJOR CUSTOMERS & SUPPLIERS

For the year ended December 31, 2000:-

- (I) the aggregate amount of purchases (not including the purchases of items which are of a capital nature) attributable to the Group's five largest suppliers represented less than 30 per cent of the Group's total purchases; and
- (II) the aggregate amount of turnover attributable to the Group's five largest customers represented less than 30 per cent of the Group's total turnover.

(E) DIRECTORS' INTERESTS IN COMPETING BUSINESS

Set out below is information disclosed pursuant to paragraph 8.10 of the Listing Rules of the Stock Exchange.

Seven Directors of the Company, namely, Messrs. G W J Li, S T H Ng, J T Hung, P Y C Tsui, K H Leung, Q Y K Law and T Y Ng, being also directors of the Company's substantial shareholder, Wheelock, and/or subsidiaries of Wheelock, are considered as having an interest in Wheelock under paragraph 8.10 of the Listing Rules.

Ownership of property for letting and development of properties for sale and/or investment carried on by Wheelock and subsidiaries of Wheelock constitute competing businesses of the Group.

The ownership of commercial premises by Wheelock group for rental purposes is considered as competing with the commercial premises owned by the Group. Since the Group's commercial premises are not in the vicinity of those owned by the Wheelock group's and are targeted at different customers and would attract different tenants compared to those for the Wheelock group, the Group considers that its interest regarding the business of owning and letting of commercial premises is adequately safeguarded.

The development of properties for sale and/or investment purposes by the Wheelock group is also considered as a competing business of the Group. However, the Group itself has under its own employment a strong and independent property development team. The Group is therefore capable of carrying on its property development business independently of the Wheelock group.

For safeguarding the interests of the Group, the independent non-executive Directors and the Audit Committee of the Company would on a regular basis review the business and operational results of the Group to ensure, *inter alia*, that the Group's development of properties for sale and/or investment and property leasing businesses are and continue to be run on the basis that they are independent of, and at arm's length from, those of the Wheelock group.

(F) COMPLIANCE WITH CODE OF BEST PRACTICE

The Company has complied throughout the year the Code of Best Practice as set out in Appendix 14 of the Listing Rules on the Stock Exchange. Nevertheless, a matter regarding the sale by the Group of a 39.91% effective interest in City Super Limited as announced on June 29, 2000, being a matter involving conflict of interest for the Company's substantial shareholder, namely, Wheelock and Company Limited, a subsidiary of which is the counter-party, i.e. the buyer, in relation to such a transaction, was approved by resolutions in writing of the Directors of the Company (being technically as valid as and equivalent to resolutions passed at a Directors' meeting), and not approved by resolutions passed at a full board meeting of the Company as stipulated under paragraph 11 of the abovementioned Code of Best Practice.