

Corporate Governance and Other Information

Directors' and Chief Executive's Interests

As at June 30, 2022, the interests and short positions of the directors and the chief executive 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 Securities and Futures Ordinance ("SFO")) which have been notified to the Company pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director or chief executive was taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept under section 352 of the SFO or otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") were as follows:

Name of directors	Capacity/ Nature of interests	Interests in shares (other than pursuant to equity derivatives) ⁽¹⁾	Interests in underlying shares pursuant to equity derivatives ⁽¹⁾	Total interests in shares/ underlying shares	Approximate aggregate percentage of interests
Mr Horst Julius Pudwill	Beneficial owner	146,309,000 ⁽²⁾	55,500	363,284,294	19.80%
	Interests of spouse	760,000	–		
	Interests of controlled corporation	216,159,794 ⁽³⁾	–		
Mr Stephan Horst Pudwill	Beneficial owner	5,159,500 ⁽⁴⁾	5,750,000	44,917,000	2.45%
	Beneficiary of a trust	34,007,500 ⁽⁵⁾	–		
Mr Joseph Galli Jr	Beneficial owner	16,806,000 ⁽⁶⁾	–	16,806,000	0.92%
Mr Kin Wah Chan	Beneficial owner	691,000 ⁽⁷⁾	4,450,000	5,141,000	0.28%
Mr Chi Chung Chan	Beneficial owner	1,050,000 ⁽⁸⁾	4,750,000	5,800,000	0.32%
Prof Roy Chi Ping Chung GBS BBS JP	Beneficial owner	49,178,448 ⁽⁹⁾	426,000	86,679,478	4.72%
	Interests of controlled corporation	37,075,030 ⁽¹⁰⁾	–		
Mr Camille Jojo	Beneficial owner	203,000 ⁽¹¹⁾	226,000	429,000	0.02%
Mr Peter David Sullivan	Beneficial owner	519,500 ⁽¹²⁾	79,000	598,500	0.03%
Mr Johannes-Gerhard Hesse	Beneficial owner	22,500 ⁽¹³⁾	411,000	433,500	0.02%
Mr Robert Hinman Getz	Beneficial owner	68,174 ⁽¹⁴⁾	154,000	222,174	0.01%
Ms Virginia Davis Wilmerding	Beneficial owner	12,500 ⁽¹⁵⁾	29,500	42,000	0.00%

Notes:

(1) Interests in shares and underlying shares stated above represent long positions of the Company.

The interests of the directors of the Company in the underlying shares pursuant to equity derivatives, which were held as beneficial owner, represent share options granted to them respectively pursuant to the share option schemes adopted by the Company, details of which are separately disclosed in the section headed "Share Options" below. These share options are physically settled and unlisted.

(2) These included Mr Horst Julius Pudwill's interests in 300,000 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022. Details of Mr Horst Julius Pudwill's awarded shares are set out in the section headed "Share Award Scheme" below.

(3) These shares were held by the following companies in which Mr Horst Julius Pudwill has a beneficial interest:

	No. of shares
Sunning Inc.	179,084,764
Cordless Industries Company Limited *	37,075,030
	216,159,794

Directors' and Chief Executive's Interests (continued)

Notes: (continued)

- (4) These included Mr Stephan Horst Pudwill's interests in 50,000 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022. Details of Mr Stephan Horst Pudwill's awarded shares are set out in the section headed "Share Award Scheme" below.
- (5) These shares were held by a trust of which Mr Stephan Horst Pudwill is one of the beneficiaries.
- (6) These included Mr Joseph Galli Jr's interests in 4,000,000 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022; 2,000,000 awarded shares of which were agreed to be granted to Mr Galli in the year between 2023 to 2024 in two equal tranches (i.e. 1,000,000 awarded shares each year) provided the Company meets certain performance criteria; and the agreement for the 4,000,000 shares might be granted subject to, inter alia, the achievement of performance criteria for the years between 2023 to 2026. Details of Mr Joseph Galli Jr's awarded shares are set out in the section headed "Share Award Scheme" below.
- (7) These included Mr Kin Wah Chan's interests in 50,000 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022. Details of Mr Kin Wah Chan's awarded shares are set out in the section headed "Share Award Scheme" below.
- (8) These included Mr Chi Chung Chan's interests in 50,000 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022. Details of Mr Chi Chung Chan's awarded shares are set out in the section headed "Share Award Scheme" below.
- (9) These included Prof Roy Chi Ping Chung GBS BBS JP's interests in 17,500 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022. Details of Prof Roy Chi Ping Chung GBS BBS JP's awarded shares are set out in the section headed "Share Award Scheme" below.
- (10) These shares were held by Cordless Industries Company Limited* in which Prof Roy Chi Ping Chung GBS BBS JP has a beneficial interest.
* Cordless Industries Company Limited is owned as to 70% by Mr Horst Julius Pudwill and as to 30% by Prof Roy Chi Ping Chung GBS BBS JP.
- (11) These included Mr Camille Jojo's interests in 17,500 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022. Details of Mr Camille Jojo's awarded shares are set out in the section headed "Share Award Scheme" below.
- (12) These included Mr Peter David Sullivan's interests in 17,500 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022. Details of Mr Peter David Sullivan's awarded shares are set out in the section headed "Share Award Scheme" below.
- (13) These included Mr Johannes-Gerhard Hesse's interests in 17,500 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022. Details of Mr Johannes-Gerhard Hesse's awarded shares are set out in the section headed "Share Award Scheme" below.
- (14) These included Mr Robert Hinman Getz's interests in 17,500 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022. Details of Mr Robert Hinman Getz's awarded shares are set out in the section headed "Share Award Scheme" below.
- (15) These included Ms Virigina Davis Wilmerding's interests in 12,500 awarded shares which remained unvested under the share award schemes of the Company as of June 30, 2022. Details of Ms Virigina Davis Wilmerding's awarded shares are set out in the section headed "Share Award Scheme" below.

Save as disclosed above, none of the directors and the chief executive of the Company was interested or had any short position in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as at June 30, 2022.

Share Options

The following tables disclose movements in the Company's share options during the six-month period ended June 30, 2022:

Share option holders	Date of share options granted	Share option scheme category	Outstanding at beginning of the period	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at end of the period	Subscription price HK\$	Exercise period
Directors									
Mr Horst Julius Pudwill	22.12.2020	E	47,000	-	(23,500)	-	23,500	105.500	22.12.2021 - 21.12.2030
	30.12.2021	E	32,000	-	-	-	32,000	154.900	30.12.2022 - 29.12.2031
Mr Stephan Horst Pudwill	20.3.2014	D	750,000	-	-	-	750,000	21.600	20.3.2015 - 19.3.2024
	11.9.2015	D	250,000	-	-	-	250,000	29.650	11.9.2016 - 10.9.2025
	17.3.2017	D	500,000	-	-	-	500,000	32.100	17.3.2018 - 16.3.2027
	14.3.2018	E	250,000	-	-	-	250,000	47.900	14.3.2019 - 13.3.2028
	20.5.2019	E	500,000	-	-	-	500,000	51.080	20.5.2020 - 19.5.2029
	15.5.2020	E	500,000	-	-	-	500,000	65.250	15.5.2021 - 14.5.2030
	22.12.2020	E	2,000,000	-	-	-	2,000,000	105.500	22.12.2021 - 21.12.2030
	30.12.2021	E	1,000,000	-	-	-	1,000,000	154.900	30.12.2022 - 29.12.2031
Mr Kin Wah Chan	17.3.2017	D	200,000	-	-	-	200,000	32.100	17.3.2018 - 16.3.2027
	14.3.2018	E	250,000	-	-	-	250,000	47.900	14.3.2019 - 13.3.2028
	20.5.2019	E	500,000	-	-	-	500,000	51.080	20.5.2020 - 19.5.2029
	15.5.2020	E	500,000	-	-	-	500,000	65.250	15.5.2021 - 14.5.2030
	22.12.2020	E	2,000,000	-	-	-	2,000,000	105.500	22.12.2021 - 21.12.2030
	30.12.2021	E	1,000,000	-	-	-	1,000,000	154.900	30.12.2022 - 29.12.2031
Mr Chi Chung Chan	17.3.2017	D	500,000	-	-	-	500,000	32.100	17.3.2018 - 16.3.2027
	14.3.2018	E	250,000	-	-	-	250,000	47.900	14.3.2019 - 13.3.2028
	20.5.2019	E	500,000	-	-	-	500,000	51.080	20.5.2020 - 19.5.2029
	15.5.2020	E	500,000	-	-	-	500,000	65.250	15.5.2021 - 14.5.2030
	22.12.2020	E	2,000,000	-	-	-	2,000,000	105.500	22.12.2021 - 21.12.2030
	30.12.2021	E	1,000,000	-	-	-	1,000,000	154.900	30.12.2022 - 29.12.2031
Prof Roy Chi Ping Chung GBS BBS JP	11.9.2015	D	150,000	-	(150,000)	-	-	29.650	11.9.2016 - 10.9.2025
	17.3.2017	D	150,000	-	-	-	150,000	32.100	17.3.2018 - 16.3.2027
	14.3.2018	E	100,000	-	-	-	100,000	47.900	14.3.2019 - 13.3.2028
	20.5.2019	E	97,000	-	-	-	97,000	51.080	20.5.2020 - 19.5.2029
	22.12.2020	E	47,000	-	-	-	47,000	105.500	22.12.2021 - 21.12.2030
	30.12.2021	E	32,000	-	-	-	32,000	154.900	30.12.2022 - 29.12.2031
Mr Camille Jojo	14.3.2018	E	50,000	-	-	-	50,000	47.900	14.3.2019 - 13.3.2028
	20.5.2019	E	97,000	-	-	-	97,000	51.080	20.5.2020 - 19.5.2029
	22.12.2020	E	47,000	-	-	-	47,000	105.500	22.12.2021 - 21.12.2030
	30.12.2021	E	32,000	-	-	-	32,000	154.900	30.12.2022 - 29.12.2031

Share Options (continued)

Share option holders	Date of share options granted	Share option scheme category	Outstanding at beginning of the period	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at end of the period	Subscription price HK\$	Exercise period
Directors (continued)									
Mr Peter David Sullivan	22.12.2020	E	47,000	-	-	-	47,000	105.500	22.12.2021 – 21.12.2030
	30.12.2021	E	32,000	-	-	-	32,000	154.900	30.12.2022 – 29.12.2031
Mr Johannes-Gerhard Hesse	19.6.2017	E	135,000	-	-	-	135,000	36.300	19.6.2018 – 18.6.2027
	14.3.2018	E	100,000	-	-	-	100,000	47.900	14.3.2019 – 13.3.2028
	20.5.2019	E	97,000	-	-	-	97,000	51.080	20.5.2020 – 19.5.2029
	22.12.2020	E	47,000	-	-	-	47,000	105.500	22.12.2021 – 21.12.2030
	30.12.2021	E	32,000	-	-	-	32,000	154.900	30.12.2022 – 29.12.2031
Mr Robert Hinman Getz	15.5.2020	E	75,000	-	-	-	75,000	65.250	15.5.2021 – 14.5.2030
	22.12.2020	E	47,000	-	-	-	47,000	105.500	22.12.2021 – 21.12.2030
	30.12.2021	E	32,000	-	-	-	32,000	154.900	30.12.2022 – 29.12.2031
Ms Virginia Davis Wilmerding	19.8.2021	E	29,500	-	-	29,500	167.200	19.8.2022 – 18.8.2031	
Total for directors			16,504,500	-	(173,500)	-	16,331,000		
Employees									
Employees	17.3.2017	D	110,000	-	(20,000)	-	90,000	32.100	17.3.2018 – 16.3.2027
	19.6.2017	E	100,000	-	-	-	100,000	36.300	19.6.2018 – 18.6.2027
	14.3.2018	E	150,000	-	-	-	150,000	47.900	14.3.2019 – 13.3.2028
	20.5.2019	E	194,000	-	-	-	194,000	51.080	20.5.2020 – 19.5.2029
	22.12.2020	E	94,000	-	-	-	94,000	105.500	22.12.2021 – 21.12.2030
Total for employees			648,000	-	(20,000)	-	628,000		
Total for all categories			17,152,500	-	(193,500)	-	16,959,000		

Notes:

- Scheme D was the share option scheme adopted by the Company on May 29, 2007 and expired on May 28, 2017, though its provisions shall remain in full force and effect in all other respects. Following the expiry of Scheme D, Scheme E was adopted on May 19, 2017 and will expire on May 18, 2027.
- The share options are vested in parts over 1 to 3 years from the date of grant. No option was granted during the period.
- The weighted average closing price of the Company's shares immediately before various dates during the period on which the share options were exercised was HK\$87.96.
- The Group recognized a total expense of US\$7,783,000 for the six-month period ended June 30, 2022 in relation to share options granted by the Company.
- The Company had 16,959,000 share options outstanding, which represented approximately 0.92% of the issued share capital of the Company as at June 30, 2022. No option was cancelled and no share option was lapsed during the period.
- The total number of shares available for issue in respect of which options may be granted under Scheme D is 117,281,565 shares, which represented approximately 6.39% of the issued shares of the Company as at June 30, 2022. The total number of shares available for issue in respect of which options may be granted under Scheme E is 168,012,694 shares, which represented approximately 9.16% of the issued shares of the Company as at June 30, 2022.

Arrangements to Purchase Shares or Debentures

Other than as disclosed above and for satisfying the awarded shares granted under the Company's share award schemes (details of which are set out in this Interim Report), 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 neither the directors or the chief executive, nor any of 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.

Director's Interests in Transactions, Arrangements and Contracts of Significance

No transactions, arrangements and contracts of significance, to which the Company, or any of its subsidiaries, was a party and in which a director or a connected entity of a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

Directors' Indemnities

Pursuant to the Company's Articles of Association, every director of the Company shall be entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance) which he/she may sustain or incur in or about the execution of the duties of his/her office. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Company.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the period.

Equity-linked Agreements

Other than as disclosed above and for satisfying the awarded shares granted under the Company's share award schemes (details of which are set out in this Interim Report), the Group has not entered into any equity-linked agreements during the period.

Share Award Scheme

The Board has adopted two share award schemes, namely the 2008 Share Award Scheme and the 2018 Share Award Scheme. The 2008 Share Award Scheme was adopted on January 9, 2008 (the "2008 Adoption Date") and expired from January 9, 2018 and all awards granted thereunder have been duly vested. Following the expiry of the 2008 Share Award Scheme, the 2018 Share Award Scheme was adopted with effect from January 17, 2018 (the "2018 Adoption Date").

The scheme rules of both the 2008 Share Award Scheme and the 2018 Share Award Scheme are substantially identical and a summary of the principal terms of both schemes is set out below:

Any employee or Director (including, without limitation, any Executive, Non-executive or Independent Non-executive Director) of any member of the Group (the "Eligible Person") will be entitled to participate the schemes. Unless terminated earlier by the Board in accordance with the respective scheme rules, the effective term of each scheme is 10 years commencing on the adoption date of the relevant scheme provided that no contribution to the trust will be made by the Company on or after the 10th anniversary date of the adoption date of the relevant scheme. Details of both schemes were announced by the Company on the respective adoption date of the schemes.

The Board may, from time to time, at their absolute discretion select any Eligible Person for participation in any scheme as a selected grantee (the "Selected Grantee") and determine the number of shares to be awarded or make reference to a nominal amount. The relevant number of shares awarded will be purchased by the trustee of the schemes from the market or new shares will be subscribed for by the trustee at the cost of the Company and be held in trust until they are vested. When the Selected Grantee has satisfied all vesting conditions specified by the Board, the trustee will transfer the relevant vested shares together with the income derived therefrom (net of accrued interest) to the Selected Grantee.

The maximum number of shares which can be awarded under each scheme is 10% of the issued share capital of the Company as at the adoption date thereof, and the maximum number of shares which can be awarded under each scheme to a Selected Grantee, at any one time, shall not in aggregate exceed 1% of the issued share capital of the Company as at the adoption date thereof. The total issued share capital of the Company as at the 2008 Adoption Date and the 2018 Adoption Date are 1,501,252,152 shares and 1,835,021,941 shares, respectively.

Share Award Scheme (continued)

Since the 2018 Adoption Date and up to June 30, 2022, a total of 11,647,500 shares had been awarded under the 2018 Share Award Scheme, representing 0.63% of the issued share capital of the Company as at the 2018 Adoption Date. Recognition of share-based payment expenses under the 2018 Share Award Scheme during the period was US\$30,268,000. During the period ended June 30, 2022, a total of 2,000,000 shares had been awarded under the 2018 Share Award Scheme to one Director of the Company, representing 0.11% of the issued share capital of the Company as at the 2018 Adoption Date. The total payout, including related expenses, amounted to US\$33,512,000. In addition, during the period ended June 30, 2022, 1,641,000 shares were transferred to six Directors and a Selected Grantee upon vesting under the 2018 Share Award Scheme. As at June 30, 2022, details of the awarded shares granted to the Directors of the Company under the 2018 Share Award Scheme were as follows:

Name of Directors	Date of Award	Share award scheme category	Number of awarded shares	Number of shares					As at June 30, 2022	Vesting Period	Closing price at the Date of Award
				As at January 1, 2022	Awarded during the period	Vested during the period	Lapsed during the period	As at June 30, 2022			
Mr Horst Julius Pudwill	21.3.2018	2018	500,000	125,000	-	(125,000)	-	-	15.3.2019 - 15.3.2022	HK\$47.00	
	20.5.2019	2018	300,000	100,000	-	(100,000)	-	-	20.5.2020 - 20.5.2022	HK\$50.20	
	21.12.2020	2018	1,000,000	-	-	-	-	-	21.12.2020 - 21.12.2021	HK\$107.00	
	30.12.2021	2018	300,000	300,000	-	-	-	300,000	30.12.2022 - 30.12.2023	HK\$154.90	
Mr Stephan Horst Pudwill	21.3.2018	2018	50,000	12,500	-	(12,500)	-	-	15.3.2019 - 15.3.2022	HK\$47.00	
	21.12.2020	2018	100,000	-	-	-	-	-	21.12.2020 - 21.12.2021	HK\$107.00	
	30.12.2021	2018	50,000	50,000	-	-	-	50,000	30.12.2022 - 30.12.2023	HK\$154.90	
Mr Joseph Galli Jr ^{(4)/(5)}	21.3.2018	2018	514,000	128,500	-	(128,500)	-	-	15.3.2019 - 15.3.2022	HK\$47.00	
	3.1.2020	2018	1,000,000	1,000,000	-	-	-	1,000,000	On or about 1.1.2025	HK\$64.70	
	21.12.2020	2018	1,000,000	-	-	-	-	-	21.12.2020	HK\$107.00	
	4.3.2021	2018	1,000,000	-	-	-	-	-	4.3.2021	HK\$121.40	
	4.3.2021	2018	1,000,000	1,000,000	-	-	-	1,000,000	On or about 1.1.2025	HK\$121.40	
	31.12.2021	2018	1,000,000	1,000,000	-	-	-	1,000,000	On or about 1.1.2025	HK\$155.20	
	3.3.2022	2018	1,000,000	-	1,000,000	(1,000,000)	-	-	3.3.2022	HK\$136.10	
3.3.2022	2018	1,000,000	-	1,000,000	-	-	1,000,000	On or about 3.3.2023	HK\$136.10		
Mr Kin Wah Chan	21.3.2018	2018	50,000	12,500	-	(12,500)	-	-	15.3.2019 - 15.3.2022	HK\$47.00	
	21.12.2020	2018	100,000	-	-	-	-	-	21.12.2020 - 21.12.2021	HK\$107.00	
	30.12.2021	2018	50,000	50,000	-	-	-	50,000	30.12.2022 - 30.12.2023	HK\$154.90	
Mr Chi Chung Chan	21.3.2018	2018	50,000	12,500	-	(12,500)	-	-	15.3.2019 - 15.3.2022	HK\$47.00	
	21.12.2020	2018	100,000	-	-	-	-	-	21.12.2020 - 21.12.2021	HK\$107.00	
	30.12.2021	2018	50,000	50,000	-	-	-	50,000	30.12.2022 - 30.12.2023	HK\$154.90	
Prof Roy Chi Ping Chung GBS BBS JP	21.12.2020	2018	10,000	5,000	-	-	-	5,000	21.12.2021 - 21.12.2022	HK\$107.00	
	30.12.2021	2018	12,500	12,500	-	-	-	12,500	30.12.2022	HK\$154.90	
Mr Camille Jojo	2.1.2019	2018	10,000	-	-	-	-	-	2.1.2019	HK\$41.10	
	20.5.2019	2018	150,000	50,000	-	(50,000)	-	-	20.5.2020 - 20.5.2022	HK\$50.20	
	3.1.2020	2018	12,500	-	-	-	-	-	3.1.2020	HK\$64.70	
	21.12.2020	2018	10,000	5,000	-	-	-	5,000	21.12.2021 - 21.12.2022	HK\$107.00	
	31.12.2020	2018	10,500	-	-	-	-	-	31.12.2020	HK\$110.60	
	30.12.2021	2018	18,000	12,500	-	-	-	12,500	30.12.2021 - 30.12.2022	HK\$154.90	

Name of Directors	Date of Award	Share award scheme category	Number of awarded shares	Number of shares					As at June 30, 2022	Vesting Period	Closing price at the Date of Award
				As at January 1, 2022	Awarded during the period	Vested during the period	Lapsed during the period	As at June 30, 2022			
Mr Peter David Sullivan	21.12.2020	2018	10,000	5,000	-	-	-	5,000	21.12.2021 – 21.12.2022	HK\$107.00	
	30.12.2021	2018	12,500	12,500	-	-	-	12,500	30.12.2022	HK\$154.90	
Mr Johannes-Gerhard Hesse	21.12.2020	2018	10,000	5,000	-	-	-	5,000	21.12.2021 – 21.12.2022	HK\$107.00	
	30.12.2021	2018	12,500	12,500	-	-	-	12,500	30.12.2022	HK\$154.90	
Mr Robert Hinman Getz	21.12.2020	2018	10,000	5,000	-	-	-	5,000	21.12.2021 – 21.12.2022	HK\$107.00	
	30.12.2021	2018	12,500	12,500	-	-	-	12,500	30.12.2022	HK\$154.90	
Ms Virginia Davis Wilmerding	30.12.2021	2018	12,500	12,500	-	-	-	12,500	30.12.2022	HK\$154.90	
Total			10,527,500	3,991,000	2,000,000	(1,441,000)	-	4,550,000			

Notes:

- All the awarded shares are purchased from the market.
- At the end of the period, the average fair value per share is HK\$92.05. The average fair value of the awarded shares is based on the average purchase cost.
- During the reporting period, a total of 500,000 shares were purchased at an aggregate consideration of US\$6,158,000 for satisfying the awards granted pursuant to the 2018 Share Award Scheme.
- As to the agreement for the separate 5,000,000 awarded shares to be granted to Mr Joseph Galli Jr between 2020 to 2024 in five equal tranches (i.e. 1,000,000 awarded shares per year) provided the Company meets certain performance criteria each year, the first, second and third tranches of 1,000,000 shares each were awarded to Mr Galli on January 3, 2020, March 4, 2021 and December 31, 2021 respectively. Details of the remaining 2,000,000 awarded shares to be granted as disclosed above are not included.
- As to the agreement for the 4,000,000 shares might be granted subject to, inter alia, the achievement of performance criteria for the years between 2023 to 2026 as disclosed above are not included.

Substantial Shareholders' Interests

As at June 30, 2022, the interests and short positions of the following persons, other than directors and chief executive of the Company, in the shares, underlying shares and debentures of the Company which have been disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO have been recorded in the register kept by the Company pursuant to section 336 of the SFO:

Name	Total interests in shares	(L/S/LP)*	Approximate aggregate percentage of interests
JPMorgan Chase & Co. ⁽¹⁾	145,685,696	(L)	7.94%
	6,653,877	(S)	0.36%
	50,964,254	(LP)	2.78%
The Bank of New York Mellon Corporation ⁽²⁾	91,822,534	(L)	5.00%
	35,813,385	(S)	1.95%
	53,690,030	(LP)	2.93%

* (L/S/LP) represents (Long position/Short position/Lending pool)

Substantial Shareholders' Interests (continued)

Notes:

(1) The following is a breakdown of the interests in shares in the Company held by JPMorgan Chase & Co.:

Name	Remarks	Total interests in shares				Approximate percentage of interests
		Direct interests	(L/S/LP)*	Deemed interests	(L/S/LP)*	
JPMorgan Chase & Co.	(1a)	–	–	145,685,696	(L)	7.94%
		–	–	6,653,877	(S)	0.36%
		–	–	50,964,254	(LP)	2.78%
China International Fund Management Co., Ltd.	(1b)	130,000	(L)	–	–	0.01%
JPMorgan Asset Management (Taiwan) Limited	(1b)	355,500	(L)	–	–	0.02%
J.P. Morgan SE	(1b)	3,000	(L)	–	–	0.00%
J.P. Morgan Securities LLC	(1b)	749,646	(L)	–	–	0.04%
		442,586	(S)	–	–	0.02%
JPMORGAN CHASE BANK, N.A. - LONDON BRANCH	(1b)	50,964,254	(L)	–	–	2.78%
JPMORGAN ASSET MANAGEMENT (UK) LIMITED	(1b)	6,440,072	(L)	–	–	0.35%
J.P. Morgan Investment Management Inc.	(1b)	60,295,155	(L)	–	–	3.29%
J.P. Morgan Prime Inc.	(1b)	18,500	(L)	–	–	0.00%
		18,500	(S)	–	–	0.00%
JPMorgan Asset Management (Japan) Limited	(1b)	1,408,700	(L)	–	–	0.08%
J.P. Morgan Trust Company of Delaware	(1b)	87,020	(L)	–	–	0.00%
JPMorgan Chase Bank, National Association	(1b)	6,118,906	(L)	–	–	0.33%
JPMorgan Asset Management (Asia Pacific) Limited	(1b)	10,585,500	(L)	–	–	0.58%
J.P. MORGAN SECURITIES PLC	(1b)	8,529,443	(L)	–	–	0.46%
		6,192,791	(S)	–	–	0.34%
JPMORGAN ASSET MANAGEMENT (UK) LIMITED	(1b)	–	–	130,000	(L)	0.01%
JPMORGAN ASSET MANAGEMENT INTERNATIONAL LIMITED	(1b)	–	–	6,570,072	(L)	0.36%
JPMorgan Asset Management Holdings Inc.	(1b)	–	–	79,214,927	(L)	4.32%
JPMorgan Chase Holdings LLC	(1b)	–	–	80,070,093	(L)	4.36%
		–	–	461,086	(S)	0.03%
JPMorgan Asset Management (Asia) Inc.	(1b)	–	–	12,349,700	(L)	0.67%
J.P. Morgan International Finance Limited	(1b)	–	–	8,532,443	(L)	0.47%
		–	–	6,192,791	(S)	0.34%
JPMorgan Chase Bank, National Association	(1b)	–	–	59,496,697	(L)	3.24%
		–	–	6,192,791	(S)	0.34%
J.P. Morgan Broker-Dealer Holdings Inc.	(1b)	–	–	768,146	(L)	0.04%
		–	–	461,086	(S)	0.03%
J.P. Morgan Securities LLC	(1b)	–	–	18,500	(L)	0.00%
		–	–	18,500	(S)	0.00%
J.P. Morgan Equity Holdings, Inc.	(1b)	–	–	87,020	(L)	0.00%
J.P. MORGAN CAPITAL HOLDINGS LIMITED	(1b)	–	–	8,529,443	(L)	0.46%
		–	–	6,192,791	(S)	0.34%

Remarks:

- (1a) JPMorgan Chase & Co. is listed on New York Stock Exchange. The capacity of JPMorgan Chase & Co. in holding the 145,685,696 shares of long position, 6,653,877 shares of short position and 50,964,254 shares of lending pool respectively was as controlled corporation.
- (1b) China International Fund Management Co., Ltd., JPMorgan Asset Management (Taiwan) Limited, J.P. Morgan SE, J.P. Morgan Securities LLC, JPMORGAN CHASE BANK, N.A. - LONDON BRANCH, JPMORGAN ASSET MANAGEMENT (UK) LIMITED, J.P. Morgan Investment Management Inc., J.P. Morgan Prime Inc., JPMorgan Asset Management (Japan) Limited, J.P. Morgan Trust Company of Delaware, JPMorgan Chase Bank, National Association, JPMorgan Asset Management (Asia Pacific) Limited, J.P. MORGAN SECURITIES PLC, JPMORGAN ASSET MANAGEMENT (UK) LIMITED, JPMORGAN ASSET MANAGEMENT INTERNATIONAL LIMITED, JPMorgan Asset Management Holdings Inc., JPMorgan Chase Holdings LLC, JPMorgan Asset Management (Asia) Inc., J.P. Morgan International Finance Limited, JPMorgan Chase Bank, National Association, J.P. Morgan Broker-Dealer Holdings Inc., J.P. Morgan Securities LLC, J.P. Morgan Equity Holdings, Inc. and J.P. MORGAN CAPITAL HOLDINGS LIMITED were all directly or indirectly owned by JPMorgan Chase & Co. and by virtue of the SFO, JPMorgan Chase & Co. was deemed to be interested in the shares held by these subsidiaries.
- (2) The following is a breakdown of the interest in shares in the Company held by The Bank of New York Mellon Corporation:

Name	Remarks	Total interests in shares				Approximate percentage of interests
		Direct interests	(L/S/LP)*	Deemed interests	(L/S/LP)*	
The Bank of New York Mellon Corporation	(2a)	–	–	91,822,534	(L)	5.00%
		–	–	35,813,385	(S)	1.95%
		–	–	53,690,030	(LP)	2.93%
The Bank of New York Mellon	(2b)	91,765,694	(L)	–	–	5.00%
		35,813,385	(S)	–	–	1.95%
BNY Mellon, National Association	(2b)	56,415	(L)	–	–	0.00%
B.N.Y. Holdings (Delaware) Corporation	(2b)	–	–	425	(L)	0.00%
BNY Mellon Trust of Delaware	(2b)	425	(L)	–	–	0.00%

Remarks:

- (2a) The Bank of New York Mellon Corporation is listed on New York Stock Exchange. The capacity of The Bank of New York Mellon Corporation in holding the 91,822,534 shares of long position, 35,813,385 shares of short position and 53,690,030 shares of lending pool respectively was as controlled corporation.
- (2b) The Bank of New York Mellon, BNY Mellon, National Association, B.N.Y. Holdings (Delaware) Corporation and BNY Mellon Trust of Delaware were all directly or indirectly owned by The Bank of New York Mellon Corporation and by virtue of the SFO, The Bank of New York Mellon Corporation was deemed to be interested in the shares held by these subsidiaries.

Save as disclosed above, no other person was interested in or had a short position in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of the Part XV of the SFO as at June 30, 2022.

Compliance with the Corporate Governance Code of the Listing Rules

The Board has reviewed the Company's corporate governance practices and is satisfied that the Company has complied with all the code provisions of the Corporate Governance Code set out in Appendix 14 of the Listing Rules throughout the six-month period ended June 30, 2022, save that none of the Directors are appointed for a specific term since they are subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Under Article 107(A) of the Articles of Association of the Company, one-third of the Board must retire by rotation at each annual general meeting of the Company, and if eligible, offer themselves for re-election.

Compliance with the Model Code of the Listing Rules

The provisions of the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the “Model Code”) has been adopted by the Board. In response to the specific enquiries made, all Directors have confirmed that they have fully complied with the required standards as set out in the Model Code during the six-month period ended June 30, 2022.

The Company has also adopted another code of conduct on terms no less onerous than the Model Code that applies to securities transactions of all relevant employees who may be in possession of unpublished price sensitive information in relation to the Company (the “Code for Securities Transactions by Relevant Employees”). During the period, no incident of non-compliance was noted by the Company.

Both the Model Code and the Code for Securities Transactions by Relevant Employees have been published on the Company’s website (www.ttigroup.com).

Change in Directors’ Emoluments

The new remuneration framework for Non-executive Directors and Independent Non-executive Directors which has been taken effect from April 1, 2022 (all on a per annum basis):

Board	
– Basic fee (cash)	US\$100,000
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Audit Committee	
– Chairman	US\$40,000
– Other members	US\$20,000
Nomination Committee	
– Other members	US\$10,000
Remuneration Committee	
– Chairman	US\$25,000
– Other members	US\$10,000

Ms Virginia Davis Wilmerding, an Independent Non-executive Director, was appointed as member of the Nomination Committee with effect from August 10, 2022. Ms Virginia Davis Wilmerding is entitled to the Nomination Committee fee which has been fixed by the Board.

Review of Accounts

Disclosure of financial information in this report complies with Appendix 16 of the Listing Rules. The Audit Committee has reviewed this report with the Company’s independent auditor, Deloitte Touche Tohmatsu, and the senior management of the Group, the accounting principles and practices adopted by the Group and the internal controls and financial reporting matters. The Board acknowledges its responsibility for the preparation of the accounts of the Group.

Purchase, Sales or Redemption of Securities

Other than 500,000 shares of the Company purchased on-market for satisfying the awarded shares granted under the Company's share award schemes (details of which are set out in the "Share Award Scheme" section), neither the Company nor any of its subsidiaries has, during the period, purchased, sold or redeemed any listed securities of the Company.

By order of the Board

Horst Julius Pudwill

Chairman

Hong Kong

August 10, 2022