

## Arrangements to Purchase Shares or Debentures

Other than as disclosed above, 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.

## Substantial Shareholders' Interests

As at June 30, 2014, 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
FIL Limited <sup>(1)</sup>	144,125,000	(L)	7.87%
FMR LLC <sup>(2)</sup>	91,517,000	(L)	5.00%
JPMorgan Chase & Co. <sup>(3)</sup>	157,579,993	(L)	8.61%
	5,165,500	(S)	0.28%
	136,055,312	(LP)	7.43%
Schroders Plc <sup>(4)</sup>	110,739,500	(L)	6.05%

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

Notes:

- (1) The capacity of FIL Limited in holding the 144,125,000 shares was as investment manager.
- (2) The following is a breakdown of the interests in shares in the Company held by FMR LLC:

Name	Remarks	Total interests in shares			Approximate percentage of interests
		Direct Interests	(L/S)	Deemed interests	
FMR LLC	(2a)	—	—	91,517,000	(L) 5.00%
Fidelity Management & Research Company	(2b)	—	—	58,704,000	(L) 3.21%
Fidelity Management Trust Company, Pyramis Global Advisors LLC	(2b)	—	—	32,813,000	(L) 1.79%

Remarks:

- (2a) The capacity of FMR LLC in holding the 91,517,000 shares of long position was as investment manager.
- (2b) Fidelity Management & Research Company and Fidelity Management Trust Company, Pyramis Global Advisors LLC were all direct or indirect owned by FMR LLC and by virtue of the SFO, FMR LLC was deemed to be interested in the shares held by these subsidiaries.

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

Total interests in shares						
Name	Remarks	Direct Interests	(L/S)	Deemed interests	(L/S/LP)	Approximate percentage of interests
JPMorgan Chase & Co.	(3a)	—	—	157,579,993	(L)	8.61%
		—	—	5,165,500	(S)	0.28%
		—	—	136,055,312	(LP)	7.43%
J.P. Morgan Clearing Corp	(3b)	3,142,430	(L)	—	—	0.17%
JF Asset Management Limited	(3b)	11,994,500	(L)	—	—	0.66%
JPMorgan Asset Management (Japan) Limited	(3b)	682,000	(L)	—	—	0.04%
J.P. Morgan Whitefriars Inc.	(3b)	674,988	(L)	—	—	0.04%
		165,500	(S)	—	—	0.01%
J.P. Morgan Securities plc	(3b)	5,000,133	(L)	—	—	0.27%
		5,000,000	(S)	—	—	0.27%
J.P. Morgan Securities plc	(3b)	5,000,133	(L)	—	—	0.27%
		5,000,000	(S)	—	—	0.27%
JPMorgan Chase Bank, N.A.	(3b)	136,085,942	(L)	—	—	7.43%
J.P. Morgan Capital Financing Limited	(3b)	—	—	5,000,133	(L)	0.27%
		—	—	5,000,000	(S)	0.27%
Bank One International Holdings Corporation	(3b)	—	—	5,675,121	(L)	0.31%
		—	—	5,165,500	(S)	0.28%
J.P. Morgan International Inc.	(3b)	—	—	5,675,121	(L)	0.31%
		—	—	5,165,500	(S)	0.28%
J.P. Morgan Chase International Holdings	(3b)	—	—	5,000,133	(L)	0.27%
		—	—	5,000,000	(S)	0.27%
J.P. Morgan Securities LLC	(3b)	—	—	3,142,430	(L)	0.17%
J.P. Morgan Broker-Dealer Holdings Inc	(3b)	—	—	3,142,430	(L)	0.17%
J.P. Morgan Capital Holdings Limited	(3b)	—	—	5,000,133	(L)	0.27%
		—	—	5,000,000	(S)	0.27%
JPMorgan Asset Management Holdings Inc	(3b)	—	—	12,676,500	(L)	0.69%
JPMorgan Asset Management (Asia) Inc.	(3b)	—	—	12,676,500	(L)	0.69%
J.P. Morgan Chase (UK) Holdings Limited	(3b)	—	—	5,000,133	(L)	0.27%
		—	—	5,000,000	(S)	0.27%
J.P. Morgan Overseas Capital Corporation	(3b)	—	—	674,988	(L)	0.04%
		—	—	165,500	(S)	0.01%
JPMorgan Chase Bank, N.A.	(3b)	—	—	5,675,121	(L)	0.31%
		—	—	5,165,500	(S)	0.28%
J.P. Morgan International Finance Limited	(3b)	—	—	5,675,121	(L)	0.31%
		—	—	5,165,500	(S)	0.28%

Remarks:

(3a) JPMorgan Chase & Co. is listed on New York Stock Exchange. The capacity of JPMorgan Chase & Co. in holding the 157,579,993 shares of long position, 5,165,500 shares of short position and 136,055,312 shares of lending pool respectively was as controlled corporation.

(3b) J.P. Morgan Clearing Corp, JF Asset Management Limited, JPMorgan Asset Management (Japan) Limited, J.P. Morgan Whitefriars Inc., J.P. Morgan Securities plc, J.P. Morgan Securities plc, JPMorgan Chase Bank, N.A., J.P. Morgan Capital Financing Limited, Bank One International Holdings Corporation, J.P. Morgan International Inc., J.P.

Morgan Chase International Holdings, J.P. Morgan Securities LLC, J.P. Morgan Broker-Dealer Holdings Inc, J.P. Morgan Capital Holdings Limited, JPMorgan Asset Management Holdings Inc, JPMorgan Asset Management (Asia) Inc., J.P. Morgan Chase (UK) Holdings Limited, J.P. Morgan Overseas Capital Corporation, JPMorgan Chase Bank, N.A. and J.P. Morgan International Finance Limited were all direct or indirect 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.

## Substantial Shareholders' Interests *(continued)*

Notes: *(continued)*

(4) The following is a breakdown of the interests in shares in the Company held by Schroders Plc:

Name	Remarks	Total interests in shares				Approximate percentage of interests
		Direct interests	(L/S)	Deemed interests	(L/S)	
Schroders Plc	(4a)	—	—	110,739,500	(L)	6.05%
Schroder Administration Limited	(4b)	—	—	110,739,500	(L)	6.05%
Schroder International Holdings Limited	(4b)	—	—	82,683,500	(L)	4.52%
Schroder Holdings (Bermuda) Limited	(4b)	—	—	82,683,500	(L)	4.52%
Schroder International Holdings (Bermuda) Limited	(4b)	—	—	82,683,500	(L)	4.52%
Schroder Investment Management Limited	(4b)	12,644,500	(L)	—	—	0.69%
Schroder & Co Limited	(4b)	142,000	(L)	—	—	0.01%
Schroder Investment Management Limited	(4b)	—	—	15,064,500	(L)	0.82%
Schroder Investment Management North America Limited	(4b)	15,064,500	(L)	—	—	0.82%
Schroder Investment Management (Guernsey) Limited	(4b)	205,000	(L)	—	—	0.01%
Schroder Investment Management (Singapore) Limited	(4b)	42,307,000	(L)	—	—	2.31%
Schroder Investment Management (Hong Kong) Limited	(4b)	40,376,500	(L)	—	—	2.21%

Remarks:

- (4a) Schroders Plc is listed on London Stock Exchange. The capacity of Schroders Plc in holding the 110,739,500 shares of long position was as investment manager.
- (4b) Schroder Administration Limited, Schroder International Holdings Limited, Schroder Holdings (Bermuda) Limited, Schroder International Holdings (Bermuda) Limited, Schroder Investment Management Limited, Schroder & Co Limited, Schroder Investment Management Limited, Schroder Investment Management North America Limited, Schroder Investment Management (Guernsey) Limited, Schroder Investment Management (Singapore) Limited and Schroder Investment Management (Hong Kong) Limited were all direct or indirect owned by Schroders Plc and by virtue of the SFO, Schroders Plc was deemed to be interested in the shares held by these subsidiaries.

Save as disclosed, 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, 2014.

## Compliance with the Corporate Governance Code of the Listing Rules

The Company has complied with all the code provisions of the Corporate Governance Code set out in Appendix 14 of the Listing Rules (the "Corporate Governance Code") throughout the six months period ended June 30, 2014, save that:

1. 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 103 of the Articles of Association of the Company, one-third of the Board must retire by rotation at each general meeting of the Company and if eligible, offer themselves for re-election.
2. Mr Joel Arthur Schleicher (an Independent Non-executive Director) and Mr Vincent Ting Kau Cheung (an Independent Non-executive Director) were unable to attend the annual general meeting of the Company held on May 23, 2014 due to prior engagements.
3. the Board is provided with quarterly updates instead of monthly updates. The Board agreed that quarterly updates give a balanced and understandable assessment of the performance, position and prospects of the Company in supporting the Directors to discharge their responsibilities.

The Company also voluntarily complied with a number of recommended best practices set out in the Corporate Governance Code for further enhancement of the Company's corporate governance standard and promote the best interests of the Company and shareholders as a whole.