

## 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, 2012, 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. <sup>(1)</sup>	147,648,536 (L)	8.10%
	4,350,500 (S)	0.24%
	141,891,635 (LP)	7.79%

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

Note:

(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)	Deemed interests	(L/S/LP)	
JPMorgan Chase & Co.	(1a)	—	—	147,648,536	(L)	8.10%
		—	—	4,350,500	(S)	0.24%
		—	—	141,891,635	(LP)	7.79%
JPMorgan Chase Bank, N.A.	(1b)	141,891,635	(L)	4,727,901	(L)	8.05%
		—	—	4,150,000	(S)	0.23%
J.P. Morgan Securities Ltd.	(1b)	4,205,500	(L)	—	—	0.23%
		3,650,000	(S)	—	—	0.20%
J.P. Morgan Chase International Holdings	(1b)	—	—	4,205,500	(L)	0.23%
		—	—	3,650,000	(S)	0.20%
J.P. Morgan Chase (UK) Holdings Limited	(1b)	—	—	4,205,500	(L)	0.23%
		—	—	3,650,000	(S)	0.20%
J.P. Morgan Capital Holdings Limited	(1b)	—	—	4,205,500	(L)	0.23%
		—	—	3,650,000	(S)	0.20%
J.P. Morgan International Finance Limited	(1b)	—	—	4,227,901	(L)	0.23%
		—	—	3,650,000	(S)	0.20%
Bank One International Holdings Corporation	(1b)	—	—	4,227,901	(L)	0.23%
		—	—	3,650,000	(S)	0.20%
J.P. Morgan International Inc.	(1b)	—	—	4,227,901	(L)	0.23%
		—	—	3,650,000	(S)	0.20%
JF Asset Management Limited	(1b)	622,500	(L)	—	—	0.03%
JPMorgan Asset Management (Asia) Inc.	(1b)	—	—	828,500	(L)	0.05%
JPMorgan Asset Management Holdings Inc.	(1b)	—	—	828,500	(L)	0.05%
J.P. Morgan Whitefriars Inc.	(1b)	22,401	(L)	—	—	0.00%
J.P. Morgan Overseas Capital Corporation	(1b)	—	—	22,401	(L)	0.00%
J.P. Morgan Markets Limited	(1b)	200,500	(L)	—	—	0.01%
		200,500	(S)	—	—	0.01%
Bear Stearns Holdings Limited	(1b)	—	—	200,500	(L)	0.01%
		—	—	200,500	(S)	0.01%
Bear Stearns UK Holdings Limited	(1b)	—	—	200,500	(L)	0.01%
		—	—	200,500	(S)	0.01%
The Bear Stearns Companies LLC	(1b)	—	—	200,500	(L)	0.01%
		—	—	200,500	(S)	0.01%
JPMorgan Chase Bank, N.A. - London Branch	(1b)	500,000	(L)	—	—	0.03%
		500,000	(S)	—	—	0.03%
JPMorgan Asset Management (Taiwan) Limited	(1b)	206,000	(L)	—	—	0.01%

## Substantial Shareholders' Interests *(continued)*

Note: *(continued)*

Remarks:

- (1a) JPMorgan Chase & Co. is listed on New York Stock Exchange. The capacity of JPMorgan Chase & Co. in holding the 147,648,536 shares of long position, 4,350,500 shares of short position and 141,891,635 shares of lending pool respectively was as controlled corporation.
- (1b) JPMorgan Chase Bank, N.A., J.P. Morgan Securities Ltd., J.P. Morgan Chase International Holdings, J.P. Morgan Chase (UK) Holdings Limited, J.P. Morgan Capital Holdings Limited, J.P. Morgan International Finance Limited, Bank One International Holdings Corporation, J.P. Morgan International Inc., JF Asset Management Limited, JPMorgan Asset Management (Asia) Inc., JPMorgan Asset Management Holdings Inc., J.P. Morgan Whitefriars Inc., J.P. Morgan Overseas Capital Corporation, J.P. Morgan Markets Limited, Bear Stearns Holdings Limited, Bear Stearns UK Holdings Limited, The Bear Stearns Companies LLC, JPMorgan Chase Bank, N.A. - London Branch and JPMorgan Asset Management (Taiwan) 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.

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, 2012.

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

The Company has complied with all the code provisions of the Code on Corporate Governance Practices (effective until March 31, 2012) and the Corporate Governance Code (effective from April 1, 2012) set out in Appendix 14 to the Listing Rules throughout the six months period ended June 30, 2012, except 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. Further, Mr Christopher Patrick Langley OBE (an Independent Non-executive Director) was unable to attend the annual general meeting of the Company held on May 18, 2012 as he had to attend another annual general meeting of which he is the chairman of the audit committee.

## Compliance with the Model Code of the Listing Rules

The Board has adopted 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"). The Company has made specific enquiries of the Directors regarding any non-compliance with the Model Code during the six months period ended June 30, 2012 and all of them confirmed that they have fully complied with the required standards as set out in the Model Code. The Board 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"). Both the Model Code and the Code for Securities Transactions by Relevant Employees have been published on the Company's website ([www.ttigroup.com](http://www.ttigroup.com)).

## Change in Director's Emoluments

The basic director's fee for Non-executive Director and Independent Non-executive Directors has been changed from USD32,000 (HKD250,000) per annum to USD38,000 (HKD300,000) per annum.