

DIRECTORS' INTERESTS IN SECURITIES

As at 30th September, 2002, the interests of the directors of the Company in securities of the Company or any of its associated corporations, within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance"), as recorded in the register kept by the Company under section 29 of the SDI Ordinance or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") pursuant to Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules") were as follows:

(a) Interest in the Company

Name of director	Nature of interest	Number of ordinary shares of the Company held	Amount of 2002 convertible notes held	Amount of 2003 convertible notes held
董事姓名	權益性質	所持本公司普通股數目	所持二零零二年可換股票據款額	所持二零零三年可換股票據款額
Chan Kwok Keung, Charles 陳國強	Corporate interest 公司權益	219,681,911	HK\$50,000,000 (note) (附註)	HK\$200,000,000 (note) (附註)

Note: Dr. Chan Kwok Keung, Charles was deemed to have a corporate interest in 219,681,911 ordinary shares of the Company, the 2002 convertible notes with a principal amount of HK\$50,000,000 and in the 2003 convertible notes with a principal amount of HK\$200,000,000 by virtue of his indirect shareholding in Galaxyway which owned these shares and convertible notes.

董事於證券之權益

於二零零二年九月三十日，根據證券（披露權益）條例（「披露權益條例」）第29條規定本公司置存之登記冊所載，本公司董事擁有本公司或其任何相聯法團（按披露權益條例界定）證券之權益，或按香港聯合交易所有限公司（「香港聯交所」）證券上市規則（「上市規則」）所定上市公司董事進行證券交易之標準守則（「標準守則」）須知會本公司及香港聯交所之權益如下：

(a) 本公司之權益

附註：由於陳國強博士間接持有 Galaxyway 之股權，而 Galaxyway 持有該等股份及可換股票據，故彼被視作擁有 219,681,911 股本公司普通股、本金額 50,000,000 港元之二零零二年可換股票據及本金額 200,000,000 港元之二零零三年可換股票據之公司權益。

(b) Interest in Paul Y. - ITC

Name of director	Nature of interest	Number of shares of Paul Y. - ITC held	Amount of warrants of Paul Y. - ITC held	Number of share options of Paul Y. - ITC held
董事姓名	權益性質	所持保華德祥股份數目	所持保華德祥認股權證款額	所持保華德祥購股權數目
Chan Kwok Keung, Charles 陳國強	Corporate interest 公司權益	441,579,452 (note) (附註)	HK\$34,586,324.80 (note) (附註)	-
Lau Ko Yuen, Tom 劉高原	Personal interest 個人權益	-	-	5,000,000
Chau Mei Wah, Rosanna 周美華	Personal interest 個人權益	-	-	6,100,000
Chan Fut Yan 陳佛恩	Personal interest 個人權益	-	-	5,000,000
Cheung Hon Kit 張漢傑	Personal interest 個人權益	400	HK\$32	-

Note: The shares and warrants were held by a wholly owned subsidiary of the Company. By virtue of his deemed interest in the ordinary share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares and warrants under the SDI Ordinance.

附註：該等股份及認股權證由本公司之一間全資附屬公司持有。由於陳國強博士被視作擁有本公司普通股股本之權益，故根據披露權益條例，亦被視作擁有該等股份及認股權證之權益。

(c) Interest in Hanny

(c) 錦興之權益

Name of director 董事姓名	Nature of interest 權益性質	Number of shares of Hanny held 所持錦興股份數目	Number of share options of Hanny held 所持錦興購股權數目
Chan Kwok Keung, Charles 陳國強	Corporate interest 公司權益	1,811,952,504 (note) (附註)	-
	Personal interest 個人權益	-	160,000,000
Chan Kwok Hung 陳國鴻	Personal interest 個人權益	-	70,000,000
Cheung Kwok Wah, Ken 張國華	Personal interest 個人權益	-	30,000,000

Note: The shares were held by a wholly owned subsidiary of the Company. By virtue of his deemed interest in the ordinary share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares under the SDI Ordinance.

附註：該等股份由本公司之一間全資附屬公司持有。由於陳國強博士被視作擁有本公司普通股股本之權益，故根據披露權益條例，亦被視作擁有該等股份之權益。

(d) Interest in Burcon

(d) Burcon之權益

Name of director 董事姓名	Nature of interest 權益性質	Number of common shares of Burcon held 所持Burcon普通股數目	Number of warrants of Burcon held 所持Burcon認股權證數目	Number of share options of Burcon held 所持Burcon購股權數目
Chan Kwok Keung, Charles 陳國強	Corporate interest 公司權益	3,860,000 (note) (附註)	460,000 (note) (附註)	-
	Personal interest 個人權益	280,000	-	40,000

Note: The common shares and warrants were held by wholly owned subsidiaries of the Company. By virtue of his deemed interest in the ordinary share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares and warrants under the SDI Ordinance.

附註：該等普通股及認股權證由本公司之全資附屬公司持有。由於陳國強博士被視作擁有本公司普通股股本之權益，故根據披露權益條例，亦被視作擁有該等普通股及認股權證之權益。

(e) Interest in Star East

(e) 東方魅力之權益

Name of director 董事姓名	Nature of interest 權益性質	Number of shares of Star East held 所持東方魅力股份數目	Number of share options of Star East held 所持東方魅力購股權數目
Chan Kwok Keung, Charles 陳國強	Corporate interest 公司權益	635,082,479 (note) (附註)	-
	Personal interest 個人權益	382,000	-
Chau Mei Wah, Rosanna 周美華	Personal interest 個人權益	-	19,400,000
Wong Kun To 黃勤道	Personal interest 個人權益	-	22,400,000

Note: The shares were held by a wholly owned subsidiary of the Company. By virtue of his deemed interest in the ordinary share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares under the SDI Ordinance.

附註：該等股份由本公司之一間全資附屬公司持有。由於陳國強博士被視作擁有本公司普通股股本之權益，故根據披露權益條例，亦被視作擁有該等股份之權益。

Paul Y. - ITC, Hanny, Burcon and Star East were associated corporations, within the meaning of the SDI Ordinance, of the Company.

Save as disclosed herein, as at 30th September, 2002, none of the directors of the Company had any personal, family, corporate or other interests in any securities of the Company or any of its associated corporations, within the meaning of the SDI Ordinance, as recorded in the register kept by the Company under section 29 of the SDI Ordinance or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

As at 30th September, 2002, there were no outstanding share options granted by the Company pursuant to the share option scheme of the Company adopted on 23rd January, 2002. No share options were granted, exercised, cancelled or lapsed during the period.

Save as disclosed herein, 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 debt securities including debentures of, the Company or any other body corporate, and none of the directors, chief executives or their spouses or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right during the period.

保華德祥、錦興、Burcon及東方魅力均為本公司之相聯法團(按披露權益條例界定)。

除本文所披露者外，於二零零二年九月三十日，根據披露權益條例第29條規定本公司置存之登記冊所載，本公司董事概無在本公司或其任何相聯法團(按披露權益條例界定)之證券中擁有任何個人、家庭、公司或其他權益，或根據標準守則須知會本公司及香港聯交所之權益。

董事購買股份或債券之權利

於二零零二年九月三十日，本公司並無根據於二零零二年一月二十三日採納之本公司購股權計劃授出尚未行使之購股權。期內並無購股權獲授出、行使、註銷或失效。

除本文所披露者外，本公司或其任何附屬公司於期內並未訂立任何安排，使本公司董事從購買本公司或任何其他公司之股份或債務證券(包括債券)中獲益，而董事、主要行政人員或彼等之配偶或未滿十八歲之子女於期內概無任何可認購本公司證券之權利，亦無行使任何該等權利。