# TONGDA GROUP HOLDINGS LIMITED

# ADDITIONAL INFORMATION REQUIRED BY THE LISTING RULES Directors' interests in share capital

As at 30 June 2003, the directors and their associates have the following interests or short positions in shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"):

Name of director	Type of interest	Number of issued ordinary shares of HK\$0.01 each held in the Company
Mr. Wang Ya Nan	Corporate (Note 1)	1,698,750,000
Mr. Wang Ya Hua	Corporate (Note 1)	1,698,750,000
Mr. Wong Ah Yu	Corporate (Note 1)	1,698,750,000
Mr. Wong Ah Yeung	Corporate (Note 1)	1,698,750,000
Mr. Shi Bi Xi	Corporate (Note 2)	472,500,000
Mr. Choi Wai Sang	Corporate (Note 3)	78,750,000

#### Notes:

- 1. These shares are held by Landmark Worldwide Holdings Limited, the entire issued share capital of which is beneficially owned as to 25% by each of Messrs. Wang Ya Nan, Wang Ya Hua, Wong Ah Yu and Wong Ah Yeung (collectively referred to as the "Wong Brothers").
- 2. These shares are held by Jetwise Universal Limited, the entire issued share capital of which is held and beneficially owned by Mr. Shi Bi Xi.
- 3. These shares are held by Faye Limited, the entire issued share capital of which is held and beneficially owned by each of Mr. Choi Wai Sang and his father, Mr. Chua Hun Huy.

All the interests disclosed above represent long position in the shares of the Company.

None of the directors and their associates has any interests or short positions in any shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

# TONGDA GROUP HOLDINGS LIMITED

# Directors' rights to acquire shares or debentures

Under the terms of a share option scheme (the "Scheme") adopted by the Company on 10 June 2002, the board of directors may, at its absolute discretion, grant options to eligible employees, including executive directors, of the Company or any of its subsidiaries to subscribe for shares in the Company.

Apart from as disclosed under the heading "Directors' interests in share capital" and the foregoing, at no time during the period and up to the date of this report was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the directors of the Company or their associates, respective spouse or children under 18 years of age, to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### Substantial shareholders

As at 30 June 2003, the following persons (other than a director of the Company) who have interests or short positions in the shares and underlying shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name of shareholder	Notes	Number of ordinary shares held
Landmark Worldwide Holdings Limited	1	1,698,750,000
Jetwise Universal Limited	2	472,500,000

#### Notes:

- The entire issued share capital of Landmark Worldwide Holdings Limited is held and beneficially owned as to 25% by each of the Wong Brothers.
- 2. The entire issued share capital of Jetwise Universal Limited is held and beneficially owned by Mr. Shi Bi Xi, a director of the Company.

All the interests disclosed above represent long position in the shares of the Company.

Save as disclosed herein, the Company has not been notified or any other person (other than a director of the Company) who has an interest or a short position in the shares and underlying shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at 30 June 2003.

# TONGDA GROUP HOLDINGS LIMITED

# Purchase, redemption or sales of listed securities

Neither the Company, its holding company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the period.

# Compliance with the Code of Best Practice

None of the directors of the Company is aware of any information that would reasonably indicate that the Company is not, or was not for any part of the six months ended 30 June 2003, in compliance with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), except that the independent non-executive directors of the Company are not appointed for specific terms, but are subject to retirement by rotation at the annual general meeting in accordance with the Company's memorandum and articles of association.

## **Audit committee**

The Audit Committee has reviewed with management of the Company the accounting principles and practices adopted by the Company and discussed auditing, internal control and financial reporting matters including a review of the unaudited interim financial statements.

On behalf of the Board

Wang Ya Nan

Chairman

Hong Kong, 3 September 2003