

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2004, the Directors and the chief executive of the Company and their respective associates had the following interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to the Company and the Stock Exchange:

董事及行政總裁於股份、相關股份及債券之權益及淡倉

於二零零四年九月三十日，本公司各董事及行政總裁及彼等各自之聯繫人士於本公司及其聯營公司（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股份、相關股份及債券須根據證券及期貨條例第352條須保存之登記冊所記載，或根據上市規則所載上市公司董事進行證券交易之標準守則須另行知會本公司及聯交所之權益及淡倉如下：

| Name of director | Notes | Capacity/ nature of interest | Number of shares held 所持股份數目 | | No. of underlying shares (in respect of the share options) of the Company held 所持本公司 相關股份 (有關購股權) 數目 | Percentage of holding 持股百分比 |
|--------------------------|-------|---------------------------------|---------------------------------|----------------------|--|--------------------------------|
| | | | Long position 好倉 | Short position 淡倉 | | |
| Lam Man Chan 林文燦 | 1 | Family interest 家族權益 | 277,923,176 | - | - | 35.05% |
| Ting Lai Ling 丁麗玲 | 1 | Family interest 家族權益 | 277,923,176 | - | - | 35.05% |
| Ting Lai Wah 丁麗華 | 1 | Corporate interest 公司權益 | 277,923,176 | - | - | 35.05% |
| Hui King Chun 許經振 | 2 | Family interest 家族權益 | 40,640,000 | - | - | 5.12% |
| Yeung Cheuk Kwong 楊卓光 | 3 | Personal interest 個人權益 | 300,000 | - | 4,700,000 | 0.63% |
| Hari Naroomal Harilela | - | Personal interest 個人權益 | 100,000 | - | - | 0.01% |

Notes:

- (1) The 277,923,176 shares of the Company are held by and registered in the name of Goodchamp Holdings Limited, which is 100% owned by Sinowin Inc. as trustee of The Sinowin Unit Trust. The Sinowin Unit Trust is a unit trust owned by Banque Paribas International Trustee Limited as trustee of a discretionary trust. The family members of Mr. Lam Man Chan and Ms. Ting Lai Ling, both directors of the Company, are the discretionary objects of the discretionary trust. Ms. Ting Lai Wah, a director of the Company, is the sole shareholder of Sinowin Inc.
- (2) The 40,640,000 shares of the Company are held by and registered in the name of Grandlink Holdings Limited, which is 100% owned by Basab Inc. as trustee of The Basab Unit Trust. The Basab Unit Trust is a unit trust owned by Guardian Trustee Limited as trustee of a discretionary trust. The family members of Mr. Hui King Chun, are the beneficiaries of the discretionary trust.
- (3) The personal interest of Mr. Yeung Cheuk Kwong ("Mr. Yeung") comprises 300,000 ordinary shares and 4,700,000 underlying shares in respect of share options granted by the Company to him on 10 July 2003. The options are exercisable at a subscription price of HK\$2.475 for each share during the period from 2 August 2003 to 28 February 2008. The percentage of holding is calculated on the basis (i) that the options are fully exercised; and (ii) the number of issued share capital of the Company when the options are exercised is the same as that as at 30 September 2004. On 30 September 2004, Mr. Yeung entered into a contract to dispose of 150,000 shares of the Company. Completion of the disposal of shares took place on 5 October 2004.

In addition to the above, certain Directors have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of compliance with the minimum company membership requirements.

Save as disclosed above, as at 30 September 2004, none of the Directors or the chief executive of the Company and their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

附註：

- (1) 本公司之 277,923,176 股股份乃以 Goodchamp Holdings Limited 之名義持有及登記，而該公司乃由 Sinowin Inc. (作為 The Sinowin Unit Trust 之信託人) 擁有 100% 權益。The Sinowin Unit Trust 乃一項由 Banque Paribas International Trustee Limited (作為一項全權信託之信託人) 擁有之單位信託。本公司董事林文燦先生及丁麗玲女士之家族成員為該全權信託之全權受益人。本公司董事丁麗華女士為 Sinowin Inc. 之唯一股東。
- (2) 本公司之 40,640,000 股股份乃以 Grandlink Holdings Limited 之名義持有及登記，而該公司乃由 Basab Inc. (作為 The Basab Unit Trust 之信託人) 擁有 100% 權益。The Basab Unit Trust 乃一項由 Guardian Trustee Limited (作為一項全權信託之信託人) 擁有之單位信託。許經振先生之家族成員為該全權信託之受益人。
- (3) 楊卓光先生 (「楊先生」) 之個人權益包括 300,000 股普通股及本公司於二零零三年七月十日向楊先生授出之購股權涉及之 4,700,000 股相關股份。該等購股權可於二零零三年八月二日至二零零八年二月二十八日止期間內，按每股 2.475 港元之行使價予以行使。持股百分比乃根據 (i) 該等購股權已獲悉數行使；及 (ii) 於該等購股權獲行使時之本公司已發行股本數目與於二零零四年九月三十日之數目相同。於二零零四年九月三十日，楊先生訂立一項合約以出售 150,000 股本公司股份。出售股份已於二零零四年十月五日完成。

除上文所述者外，若干董事為本公司之利益而於若干附屬公司持有非實益個人股份權益，惟此舉僅為符合公司股東人數最低規定。

除上述披露者外，於二零零四年九月三十日，概無本公司董事及行政總裁及彼等各自之聯繫人士於本公司及其聯營公司 (具有證券及期貨條例第 XV 部所賦予之涵義) 之股份、相關股份及債券須根據證券及期貨條例第 352 條須保存之登記冊所記載，或根據上市規則所載上市公司董事進行證券交易之標準守則須另行知會本公司及聯交所之權益及淡倉。