

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS

As at 30 September 2005, the interests/short positions of each of the directors (the "Directors") of PYI Corporation Limited (the "Company"), the chief executive and their respective associates in the shares, underlying shares and debentures of the Company or any of the Company's 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 Part XV of the SFO, are set out below:

### (1) The Company

		Number of shares / underlying shares held 持有股份／相關股份數目 (Note 附註1)						
Name of Director/ chief executive 董事／ 主要行政人員姓名	Capacity 身份	Personal Interests 個人權益	Family Interests 家族權益	Corporate Interests 公司權益	Other Interests 其他權益	Total 總數	% of issued share capital 佔已發行股本 的百分比	
Chow Ming Kuen, Joseph 周明權	Beneficial owner 實益持有人	1,300,000 (Note 附註2)	—	—	—	1,300,000	0.096	
Tom Ko Yuen Lau 劉高原	Beneficial owner 實益持有人	13,000,000 (Note 附註2)	—	—	—	13,000,000	0.957	
Chan Kwok Keung, Charles 陳國強	Beneficial owner & Interest of controlled corporation 實益持有人及 受控制法團 權益	11,840,896	—	678,791,961 (Note 附註3)	—	690,632,857	50.831	
Kwok Shiu Keung, Ernest 郭少強	Beneficial owner 實益持有人	1,300,000 (Note 附註2)	—	—	—	1,300,000	0.096	
Chan Shu Kin 陳樹堅	Beneficial owner 實益持有人	1,300,000 (Note 附註2)	—	—	—	1,300,000	0.096	

#### Notes:

- All the above interests in the shares and underlying shares of the Company were long positions. None of the Directors and chief executive or their associates held any short positions in the shares and underlying shares of the Company as at 30 September 2005.
- All these interests held by such Directors/chief executive represented underlying shares in respect of share options granted to them on 28 December 2004 pursuant to the share option scheme of the Company, further details of which are set out in the section headed "Share Option Scheme" below.
- 678,791,961 shares were owned by Hollyfield Group Limited, a wholly-owned subsidiary of ITC Corporation Limited ("ITC"). By virtue of his deemed interests in approximately 33.55% of the issued ordinary share capital of ITC, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares. On 28 September 2005, ITC entered into a placing agreement to unconditionally dispose of 150,000,000 shares in the Company and the disposal of such shares were settled on 4 October 2005.

## 董事及主要行政人員的權益及淡倉

於二零零五年九月三十日，根據《證券及期貨條例》第352條規定而存置之登記冊所載，每名保華集團有限公司（「本公司」）之董事（「董事」）、主要行政人員及其各自的聯繫人在本公司或《證券及期貨條例》下所指的任何本公司相聯法團的股份、相關股份及債權證的權益／淡倉載列如下：

### (1) 本公司

#### 附註：

- 上述本公司股份及相關股份的權益均為好倉，於二零零五年九月三十日，董事及主要行政人員或彼等之聯繫人概無於本公司股份及相關股份中擁有淡倉。
- 由該等董事／主要行政人員持有之此等權益均指根據本公司購股權計劃於二零零四年十二月二十八日授予該等董事／主要行政人員的購股權所涉及之相關股份，有關詳情已載列於下文題為「購股權計劃」。
- 678,791,961股股份是由德祥企業集團有限公司（「德祥企業」）的一家全資附屬公司Hollyfield Group Limited擁有，由於陳國強博士被視作擁有約33.55%德祥企業已發行普通股股本，故此陳博士亦被視作擁有此等股份之權益。於二零零五年九月二十八日，德祥企業已簽訂一項配售協議，無條件地出售150,000,000股本公司股份，而該等股份之出售已於二零零五年十月四日交收。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS – continued**
**(2) Associated corporations**
**董事及主要行政人員的權益及淡倉 – 續**
**(2) 相聯法團**

Name of Corporation 法團名稱	Name of Director/ chief executive 董事/ 主要行政人員姓名	Capacity 身份	Number of shares / underlying shares held 持有股份/相關股份數目 (Note附註 1)				Total 總數	% of issued share capital 佔已發行 股本的百分比
			Personal Interests 個人權益	Family Interests 家族權益	Corporate Interests 公司權益	Other Interests 其他權益		
Paul Y. Engineering Group Limited 保華建業集團有限公司	Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation 受控制法團權益	-	-	475,826,317 (Note附註2)	-	475,826,317	82.51
China Strategic Holdings Limited 中策集團有限公司	Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation 受控制法團權益	-	-	258,819,795 (Note附註3)	-	258,819,795	29.36

**Notes:**

- All the above interests in the shares and underlying shares of these associated corporations were long positions. None of the Directors and chief executive or their associates held any short positions in the shares and underlying shares of the associated corporations as at 30 September 2005.
- Such interests in Paul Y. Engineering Group Limited ("Paul Y Engineering") comprise:
  - 375,826,317 shares held by Paul Y. Investments Limited, an indirect wholly-owned subsidiary of the Company; and
  - 100,000,000 underlying shares directly held by the Company by virtue of a loan facility under which convertible note(s) will be issued by Paul Y Engineering to the Company upon draw down of the facility.
- The shares in China Strategic Holdings Limited ("China Strategic") were held by Calisan Developments Limited, an indirect wholly-owned subsidiary of the Company. By virtue of his deemed interests in approximately 33.55% of the issued ordinary share capital of ITC and hence in the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares and underlying shares of Paul Y Engineering.

By virtue of his deemed interests in approximately 33.55% of the issued ordinary share capital of ITC and hence in the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares and underlying shares of Paul Y Engineering.

The Company entered into a conditional share sale agreement for the disposal of 135,000,000 shares of China Strategic on 10 March 2005. The disposal was not yet completed as at 30 September 2005.

**附註:**

- 上述該等相聯法團股份及相關股份的權益均為好倉，於二零零五年九月三十日，董事及主要行政人員或彼等之聯繫人概無於相聯法團股份及相關股份中擁有淡倉。
- 該等保華建業集團有限公司（「保華建業」）權益包括：
  - 375,826,317 股股份是由本公司一家間接全資附屬公司 Paul Y. Investments Limited 持有；及
  - 100,000,000 股相關股份是由本公司因一項貸款融資而直接持有，據此保華建業在提用該筆融資後將會向本公司發行可轉換票據。
- 此等中策集團有限公司（「中策集團」）股份是由本公司一家間接全資附屬公司 Calisan Developments Limited 持有。由於陳國強博士被視作擁有約 33.55% 德祥企業已發行普通股，彼亦藉此擁有本公司的權益而被視作擁有此等保華建業股份及相關股份之權益。

由於陳國強博士被視作擁有約 33.55% 德祥企業已發行普通股，彼亦藉此擁有本公司的權益而被視作擁有此等保華建業股份及相關股份之權益。

此等中策集團有限公司（「中策集團」）股份是由本公司一家間接全資附屬公司 Calisan Developments Limited 持有。由於陳國強博士被視作擁有約 33.55% 德祥企業已發行普通股，彼亦藉此擁有本公司的權益而被視作擁有此等中策股份及相關股份之權益。

本公司於二零零五年三月十日訂立一項出售 135,000,000 股中策股份之有條件股份銷售協議，此項出售在二零零五年九月三十日尚未完成。

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS – continued

Save for those disclosed above, no interests and short positions were held or deemed or taken to be held under Part XV of the SFO by any Director or the chief executive or their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") or which are required pursuant to Section 352 of the SFO to be entered in the register referred to therein. Nor any of the Directors and the chief executive (including their spouses and children under the age of 18) had, as at 30 September 2005, any interest in, or had been granted any right to subscribe for the securities and options of the Company and its associated corporations within the meaning of the SFO, or had exercised any such rights.

### SHARE OPTION SCHEME

On 27 August 2002, the Company adopted a new share option scheme (the "Share Option Scheme") under which the Directors may, at their discretion, offer to any employees, executives or officers, directors of the Company and its subsidiaries (the "Group") or any invested entity and any celebrity, consultant, adviser or agent of any member of the Group or any invested entity, who have contributed or will contribute to the growth and development of the Group or any invested entity, options to subscribe for shares in the Company subject to the terms and conditions stipulated in the Share Option Scheme.

As at 30 September 2005, the total number of shares available for issue under the Share Option Scheme was 135,867,543, representing the 10% scheme mandate limit refreshed by shareholders at the annual general meeting held on 8 September 2005.

### 董事及主要行政人員的權益及淡倉 – 續

除上述披露者外，任何董事或主要行政人員又或其各自的聯繫人概無持有任何股份及淡倉權益，或根據《證券及期貨條例》第XV部被視為或當作持有本公司或其任何相聯法團（按《證券及期貨條例》第XV部所界定者）的股份、相關股份及債券的權益而須根據《證券及期貨條例》第XV部或根據《上市發行人董事進行證券交易的標準守則》（「標準守則」）通知本公司及聯交所又或須根據《證券及期貨條例》第352條記入該條所提及的登記冊。此外，任何董事及主要行政人員（包括其配偶及未滿18歲的子女），於二零零五年九月三十日均沒有（亦不曾獲授）任何可認購本公司及其相聯法團（按《證券及期貨條例》所界定者）的證券及購股權的利益或權利，亦從未行使過任何有關權利。

### 購股權計劃

於二零零二年八月二十七日，本公司採納新購股權計劃（「購股權計劃」），根據此計劃，董事可酌情向對或將會對本公司及其附屬公司（「本集團」）或任何投資機構作出貢獻之本集團或任何投資機構之任何僱員、行政人員或高級職員、董事以及本集團任何成員公司或任何投資機構之著名人士、諮詢人、顧問或代理，授予可按購股權計劃的條款及條件認購本公司股份的購股權。

於二零零五年九月三十日，根據購股權計劃可予發行的股份總數為135,867,543股，為股東於二零零五年九月八日舉行之股東週年大會上更新之10%計劃授權限額。

**SHARE OPTION SCHEME – continued**

Details of the share options outstanding as at 30 September 2005 under the Share Option Scheme are as follows:

**購股權計劃 – 續**

於二零零五年九月三十日，根據購股權計劃授出而尚未行使之購股權詳情如下：

Grantee	Date of grant	Exercise price	Number of shares issuable under the options granted 根據獲授購股權可發行的股份數目					As at 30.9.2005	Exercise period
			As at 1.4.2005	Granted during the period	Issued upon exercise during the period	Lapsed during the period	As at 30.9.2005		
承授人	授出日期	行使價 HK\$ 港元	於 1.4.2005	本期間內 授出	本期間內 因行使 而發行	本期間內 失效	於 30.9.2005	行使期	
<b>Directors</b>									
<b>董事</b>									
Chow Ming Kuen, Joseph	28.12.2004	1.94	650,000	–	–	–	650,000	28.12.2004 – 26.08.2012	
周明權	28.12.2004	2.20	650,000	–	–	–	650,000	28.12.2004 – 26.08.2012	
Tom Ko Yuen Lau	28.12.2004	1.94	6,500,000	–	–	–	6,500,000	28.12.2004 – 26.08.2012	
劉高原	28.12.2004	2.20	6,500,000	–	–	–	6,500,000	28.12.2004 – 26.08.2012	
Kwok Shiu Keung, Ernest	28.12.2004	1.94	650,000	–	–	–	650,000	28.12.2004 – 26.08.2012	
郭少強	28.12.2004	2.20	650,000	–	–	–	650,000	28.12.2004 – 26.08.2012	
Chan Shu Kin	28.12.2004	1.94	650,000	–	–	–	650,000	28.12.2004 – 26.08.2012	
陳樹堅	28.12.2004	2.20	650,000	–	–	–	650,000	28.12.2004 – 26.08.2012	
<b>Former Directors (Note)</b>									
<b>前任董事 (附註)</b>									
Chan Fut Yan	28.12.2004	1.94	6,500,000	–	–	–	6,500,000	28.12.2004 – 26.08.2012	
陳佛恩	28.12.2004	2.20	6,500,000	–	–	–	6,500,000	28.12.2004 – 26.08.2012	
Chau Mei Wah, Rosanna	28.12.2004	1.94	6,500,000	–	–	–	6,500,000	28.12.2004 – 26.08.2012	
周美華	28.12.2004	2.20	6,500,000	–	–	–	6,500,000	28.12.2004 – 26.08.2012	
Cheung Ting Kau, Vincent	28.12.2004	1.94	650,000	–	–	–	650,000	28.12.2004 – 26.08.2012	
張定球	28.12.2004	2.20	650,000	–	–	–	650,000	28.12.2004 – 26.08.2012	

Note: Mr. Chan Fut Yan, Ms. Chau Mei Wah, Rosanna, executive Directors and Mr. Cheung Ting Kau, Vincent, a non-executive Director, retired by rotation at the annual general meeting of the Company held on 8 September 2005.

No option granted under the Share Option Scheme was cancelled during the six months ended 30 September 2005.

附註：執行董事陳佛恩先生、周美華女士及非執行董事張定球先生已於二零零五年九月八日舉行之本公司股東週年大會上輪席退任董事。

截至二零零五年九月三十日止六個月內，概無根據購股權計劃授出的購股權被註銷。

## INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS

So far as is known to any Director or chief executive, as at 30 September 2005, the following persons had an interest/short position in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO:

### (1) Substantial shareholders

## 股東權益及淡倉

就董事或主要行政人員所知，於二零零五年九月三十日，下列人士於本公司股份及相關股份中擁有根據《證券及期貨條例》第336條置存的登記冊內之權益／淡倉：

### (1) 主要股東

<i>Name of shareholder</i>	<i>Capacity</i>	<i>Number of shares held</i>	<i>% of issued share capital</i>
股東名稱	身份	持有股份數目 (Note附註1)	佔已發行股本的百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation 受控制法團權益	678,791,961 (Note附註2)	49.96
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益持有人	11,840,896	0.87
Ng Yuen Lan, Macy 伍婉蘭	Interest of spouse 配偶權益	690,632,857 (Note附註2)	50.83
Chinaview International Limited	Interest of controlled corporation 受控制法團權益	678,791,961 (Note附註2)	49.96
Galaxyway Investments Limited	Interest of controlled corporation 受控制法團權益	678,791,961 (Note附註2)	49.96
ITC 德祥企業	Interest of controlled corporation 受控制法團權益	678,791,961 (Note附註2)	49.96
ITC Investment Holdings Limited	Interest of controlled corporation 受控制法團權益	678,791,961 (Note附註2)	49.96
Hollyfield Group Limited	Beneficial owner 實益持有人	678,791,961 (Note附註2)	49.96

## INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS – continued

### (1) Substantial shareholders – continued

Notes:

- All the above interests in the shares of the Company were long positions.
- Hollyfield Group Limited (“Hollyfield”), a wholly-owned subsidiary of ITC Investment Holdings Limited (“ITC Investment”), which was in turn a wholly-owned subsidiary of ITC, owned 678,791,961 shares in the Company. Galaxyway Investments Limited (“Galaxyway”), a wholly-owned subsidiary of Chinaview International Limited (“Chinaview”), owned 33.55% of the issued ordinary share capital of ITC. Dr. Chan Kwok Keung, Charles owned the entire issued share capital of Chinaview. Dr. Chan Kwok Keung, Charles, Chinaview, Galaxyway, ITC and ITC Investment were therefore all deemed to be interested in the said 678,791,961 shares in the Company held by Hollyfield. Ms. Ng Yuen Lan, Macy, the spouse of Dr. Chan Kwok Keung, Charles, was deemed to be interested in the said 678,791,961 shares in the Company held by Hollyfield and 11,840,896 shares in the Company held directly by Dr. Chan Kwok Keung, Charles.

On 28 September 2005, ITC entered into a placing agreement to unconditionally dispose of 150,000,000 shares in the Company and the disposal of such shares were settled on 4 October 2005.

### (2) Other persons

Name	Capacity	Number of shares held	% of issued share capital
名稱	身份	持有股份數目 (Note附註)	佔已發行股本的百分比
Aeneas Capital Management LP	Investment manager 投資經理	119,355,009	8.78
Deutsche Bank Aktiengesellschaft 德意志銀行	Beneficial owner 實益持有人	51,178,470	3.77
Deutsche Bank Aktiengesellschaft 德意志銀行	Security interest 保證權益	98,577,189	7.26
Gandhara Advisors Asia Ltd. a/c Gandhara Master Fund Ltd.	Investment manager 投資經理	88,294,800	6.50
Toggenburger Christian Emil	Beneficial owner 實益持有人	82,027,653	6.04
OZ Management, L.L.C.	Investment manager 投資經理	81,646,000	6.01

Note: All the above interests in the shares of the Company were long positions.

Save as disclosed above, as at 30 September 2005, the Company has not been notified by any persons (other than Directors or chief executives) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## 股東權益及淡倉 – 續

### (1) 主要股東 – 續

附註：

- 上述於本公司股份的權益均為好倉。
- ITC Investment Holdings Limited (「ITC Investment」)之全資附屬公司 Hollyfield Group Limited (「Hollyfield」)擁有678,791,961股本公司股份，而ITC Investment則為德祥企業之全資附屬公司。Chinaview International Limited (「Chinaview」)之全資附屬公司Galaxyway Investments Limited (「Galaxyway」)擁有33.55%德祥企業已發行普通股本，陳國強博士擁有Chinaview全部已發行股本，故此陳國強博士、Chinaview、Galaxyway、德祥企業及ITC Investment均被視作於上述Hollyfield持有之678,791,961股本公司股份中擁有權益。陳國強博士之配偶伍婉蘭女士被視作於上述Hollyfield持有之678,791,961股本公司股份中及陳國強博士直接持有之11,840,896股本公司股份中擁有權益。

於二零零五年九月二十八日，德祥企業已簽訂一項配售協議，無條件地出售150,000,000股本公司股份，而該等股份之出售已於二零零五年十月四日交收。

### (2) 其他人士

附註：上述於本公司股份的權益均為好倉。

除上文所披露者外，於二零零五年九月三十日，概無任何人士(董事或主要行政人員除外)曾知會本公司擁有根據《證券及期貨條例》第XV部第2及第3分部之條文須向本公司披露或記載於本公司按《證券及期貨條例》第336條置存之登記冊內的本公司股份或相關股份之權益或淡倉。

## PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

During the period under review, the Company purchased a total of 10,520,000 ordinary shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at an aggregate price of HK\$14,477,780, representing an average price of HK\$1.38 paid for each share purchased. All of these shares were cancelled upon repurchase.

## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has, throughout the period ended 30 September 2005, complied with the code provisions and, where applicable, the recommended best practices of the Code of Corporate Governance Practices (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") except for the following deviation from code provision A.4.2 of the Code:

Under code provision A.4.2 of the Code, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The rotation of Directors at the annual general meeting of the Company held on 8 September 2005 was in accordance with the Company's previous bye-laws which stipulate, inter alia, that one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything therein, the Chairman of the board of Directors and/or the Managing Director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. This deviated from the requirements of code provision A.4.2.

To fully comply with code provision A.4.2, relevant amendments to the Company's bye-laws were proposed and approved by shareholders at the same annual general meeting of the Company, pursuant to which every Director shall be subject to retirement by rotation at least once every three years at the annual general meeting in future.

## MODEL CODE

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

All Directors have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in the Model Code during the six months ended 30 September 2005.

## AUDIT COMMITTEE

The Audit Committee of the Company has reviewed with the management and the Company's auditors the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the audited financial statements for the six months ended 30 September 2005. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Chan Shu Kin, Dr. Chow Ming Kuen, Joseph and Mr. Kwok Shiu Keung, Ernest.

The terms of reference of the Audit Committee have been revised and approved by the board of Directors on 31 March 2005 in order to comply with the code provisions of the Code as set out in Appendix 14 to the Listing Rules.

## SECURITIES IN ISSUE

As at the period end, there were 1,358,675,436 shares of the Company in issue.

## 購買、出售及贖回上市證券

期內，本公司於香港聯合交易所有限公司（「聯交所」）以14,477,780港元之總價格（為購回每股股份所支付之1.38港元平均價格）購買合共10,520,000股本公司普通股，全部該等股份均已於購回後註銷。

## 企業管治常規守則

本公司已於截至二零零五年九月三十日止期間內一直遵守《聯交所證券上市規則》（「《上市規則》」）附錄十四所載之《企業管治常規守則》（「《守則》」）之守則條文及（如適用）建議最佳守則，惟對《守則》第A.4.2條守則條文有以下偏離：

根據《守則》第A.4.2條守則條文，每名董事（包括按特定任期委任之董事）應每三年最少輪值退任一次。

於二零零五年九月八日舉行之本公司股東週年大會上進行之董事輪值退任乃按照本公司之過往公司細則而進行，本公司之過往公司細則規定（其中包括）當時三分之一（或如董事人數並非三（3）之倍數，則以最接近但不超過三分之一之數為準）之在任董事須輪值退任，惟不論本公司之過往公司細則所規定，本公司之董事局主席及／或董事總經理在任時毋須輪值退任或計入釐定每年須退任之董事人數內。此規定偏離第A.4.2條守則條文之規定。

為了完全遵守第A.4.2條守則條文，本公司已建議對公司細則作出有關修訂，並已獲股東於同一屆本公司股東週年大會上批准，據此日後每名董事均須最少每三年於股東週年大會上輪值退任一次。

## 標準守則

本公司已採納《上市規則》附錄十所載《標準守則》，作為本身有關董事進行證券交易之操守準則。

全體董事在本公司作出具體查詢後得知，彼等於截至二零零五年九月三十日止六個月內一直符合《標準守則》所規定之標準。

## 審核委員會

本公司審核委員會已與管理層及本公司核數師檢討本集團所採納之會計原則及慣例，並討論審核、內部監控及財務報告事宜（包括截至二零零五年九月三十日止六個月之經審核財務報表）。審核委員會現時由三位獨立非執行董事（分別為陳樹堅先生、周明權博士及郭少強先生）組成。

董事局已於二零零五年三月三十一日修訂及批准審核委員會之職權範圍，以遵守《上市規則》附錄十四所載《守則》之守則條文。

## 已發行證券

於期結日，本公司之已發行股份為1,358,675,436股。

**DISCLOSURE PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES**

The following disclosure is made by the Company pursuant to Rules 13.20 and 13.22 of the Listing Rules:

**(1) Advances to entities**

Pursuant to Rule 13.20 of the Listing Rules, details of the advances (“Advances”) to and trading balances due from entities as at 30 September 2005 which individually exceeded 8% of one or more of the relevant ratios as set out in Rule 14.07 of the Listing Rules are as follows:

**《上市規則》第13.20及13.22條規定之披露**

本公司茲根據《上市規則》第13.20及13.22條作出以下披露：

**(1) 為若干實體提供貸款**

根據《上市規則》第13.20條，於二零零五年九月三十日，有關本集團向實體提供貸款（「該等貸款」）及應收實體之貿易結餘，該等貸款或結餘個別均超逾《上市規則》第14.07條所載之一個或以上之有關百分比比率之8%，詳情如下：

Entities 實體	Amount of Advances 貸款金額 HK\$'000 千港元	Interest rate in relation to the Advances 貸款利率 (Note 附註 1)	Amount of trading balances 貿易結餘 金額 HK\$'000 千港元 (Note 附註 2)	Total 總計 HK\$'000 千港元	% of total assets 佔總資產 之百分比 (Note 附註 3)	% of market capitalisation 佔市值 之百分比 (Note 附註 4)
Hanny Holdings Limited, its subsidiaries (the “Hanny Group”) and its affiliated companies, including the China Strategic Group (Note 5) 錦興集團有限公司、其附屬公司（「錦興集團」）及其聯屬公司（包括中策集團） (附註 5)	384,262	Best Lending Rate + 2% 最優惠利率 + 2%	3,132	387,394	6.6	18.4
China Strategic, its subsidiaries (the “China Strategic Group”) and its affiliated companies, including China Velocity Group Limited (“China Velocity”) and Wing On Travel (Holdings) Limited and its subsidiaries (“Wing On Group”) (Note 6) 中策、其附屬公司（「中策集團」）及其附屬公司（包括中國高速（集團）有限公司（「中國高速」）及永安旅遊（控股）有限公司及其附屬公司（「永安集團」） (附註 6)	348,616	Best Lending Rate + 2% (for the China Strategic Group and the Wing On Group) 最優惠利率 + 2%	5,654	354,270	6.0	16.8
China Velocity Group Limited (“China Velocity”) and Wing On Travel (Holdings) Limited and its subsidiaries (“Wing On Group”) (Note 6) 中國高速（集團）有限公司（「中國高速」）及永安旅遊（控股）有限公司及其附屬公司（「永安集團」） (附註 6)		Best Lending Rate + 0.25% (for China Velocity) 最優惠利率 + 0.25% (中國高速)				



## DISCLOSURE PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES – continued

### (1) Advances to entities – continued

Notes:

1. Best Lending Rate represents Hong Kong Dollar Best Lending Rate as quoted by a designated bank.
2. All of the trading balances are interest free.
3. Total assets amounted to HK\$5,876,798,000 which is calculated based on total assets of the Group of HK\$5,897,178,000 as at 30 September 2005 according to the Group's consolidated balance sheet as at 30 September 2005, net of interim dividend declared for the six months then ended of HK\$20,380,000.
4. Market capitalisation refers to the average closing price of the Company as stated in the daily quotation sheets of the Hong Kong Stock Exchange for the five business days immediately preceding 30 September 2005.
5. The Company does not have any interest in Hanny Holdings Limited.
6. China Strategic is owned as to 29.4% by the Company and is also an affiliated company of the Company (as defined in rule 13.11 (2)(a) of the Listing Rules). Wing On and China Velocity are indirectly owned as to 27.7% and 22.7% respectively by China Strategic as at 30 September 2005.

The amounts are unsecured and are repayable on demand.

## 《上市規則》第13.20及13.22條規定之披露－續

### (1) 為若干實體提供貸款－續

附註：

1. 最優惠利率指一家指定銀行所報之港元最優惠利率。
2. 所有貿易結餘均為免息。
3. 總資產合共5,876,798,000港元乃按照本集團截至二零零五年九月三十日之綜合資產負債表所示本集團截至二零零五年九月三十日之總資產5,897,178,000港元，扣除就截至該日止六個月宣派之中期股息20,380,000港元。
4. 市值指香港聯交所每日報價表所示緊接二零零五年九月三十日前五個營業日之本公司股份平均收市價。
5. 本公司並無持有錦興集團有限公司之權益。
6. 中策由本公司擁有29.4%，亦為本公司之聯屬公司（定義見《上市規則》13.11 (2)(a)條）。於二零零五年九月三十日，永安與中國高速分別由中策間接擁有27.7%及22.7%。

該等款項為無抵押及須於要求時償還。

**DISCLOSURE PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES – continued**
**(1) Advances to entities – continued**

The Group made the Advances to these entities for their general working capital purpose in return of interest income. The trading balances above represent amounts arising from rental and related building management services, share of administrative services and staff secondment services rendered to the respective entities as follows:

		<b>Rental and related building management services</b> 租務及相關樓宇管理服務 HK\$'000 千港元	<b>Share of administrative services</b> 分佔行政服務 HK\$'000 千港元	<b>Staff secondment services</b> 員工借調服務 HK\$'000 千港元	<b>Total</b> 總計 HK\$'000 千港元
The Hanny Group and its affiliated companies, including the China Strategic Group	錦興集團及其聯屬公司，包括中策集團	1,282	5	1,845	3,132
The China Strategic Group and its affiliated companies, including China Velocity and the Wing On Group	中策集團及其聯屬公司，包括中國高速及永安集團	2,245	1,894	1,515	5,654

As at 30 September 2005, the Group had trading balances including retention monies (the "Trade Receivables") due from two trade customers, their subsidiaries and their affiliated companies, which individually exceeded 8% of the consideration ratio as set out in Rule 14.07 of the Listing Rules.

Details of which are set out as below:

		<b>Amount of Trade Receivables</b> 應收賬款之金額 HK\$'000 千港元	<b>% of total assets</b> 佔總資產之百分比	<b>% of market capitalisation</b> 佔市值之百分比
Cheung Kong (Holdings) Limited, its subsidiaries and its affiliated companies, including the Hutchison Group	長江實業(集團)有限公司、其附屬公司及其聯屬公司 (包括和黃集團)	209,613	3.6	10.0
Hutchison Whampoa, its subsidiaries (the "Hutchison Group") and its affiliated companies	和記黃埔、其附屬公司 (「和黃集團」) 及其聯屬公司	188,790	3.2	9.0

The Trade Receivables, which are unsecured, interest free and with payment terms ranging from 30 days to 90 days, mainly arose from construction services rendered by the Group to the relevant customers.

**《上市規則》第13.20及13.22條規定之披露 – 續**
**(1) 為若干實體提供貸款 – 續**

本集團向以上實體提供貸款，以便有關實體用作一般營運資金，並就此收取利息收入。上列貿易結餘代表向有關實體提供租務及相關樓宇管理服務、分佔行政服務及員工暫調服務而產生應收有關實體之款項，詳情如下：

截至二零零五年九月三十日，本集團有兩名應收貿易客戶、彼等之附屬公司及彼等之聯屬公司之貿易結餘(包括保留金)(「應收賬款」)，在上述兩方面之應收賬款均超逾《上市規則》第14.07條所載代價比率之8%。

詳情載列如下：

應收賬款為無抵押及免息，還款期介乎30日至90日不等。應收賬款主要由本集團向有關客戶提供之建築服務產生。

## DISCLOSURE PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES – continued

### (2) Financial assistance given to and other balances due from affiliated companies

As at 30 September 2005, the aggregate amount of the financial assistance provided by the Group to its associated companies and jointly controlled entities (collectively the “Affiliated Companies” within the meaning under Chapter 13 of the Listing Rules) and the guarantees given by the Group for facilities granted to the Affiliated Companies exceeded the relevant percentage ratios of 8% under the Listing Rules.

In accordance with the requirements under Rule 13.22 of the Listing Rules, a pro-forma balance sheet of the Affiliated Companies, to which the provision of financial assistance and/or guaranteed by the Group are subject to disclosure under Rule 13.16, is set out below:

## 《上市規則》第13.20及13.22條規定之披露－續

### (2) 向聯屬公司提供財務資助及應收聯屬公司之其他結餘

於二零零五年九月三十日，本集團向其聯營公司及共同控制機構（統稱「聯屬公司」，定義見上市規則第13章）提供財務資助及本集團就授予聯屬公司之信貸提供擔保之總額超逾上市規則之有關百分比率之8%。

根據《上市規則》第13.22條之規定，根據第13.16條須予披露本集團向其提供財務資助及／或擔保之聯屬公司之備考資產負債表如下：

<b>Proforma combined balance sheet as at 30 September 2005</b>		<b>The Group's attributable interest</b>	
<b>備考合併資產負債表</b>		<b>本集團之 應佔權益</b>	
<b>於二零零五年九月三十日</b>		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
Non-current assets	非流動資產	1,018,410	300,298
Current assets	流動資產	1,039,910	305,201
Current liabilities	流動負債	(395,932)	(122,038)
Non-current liabilities	非流動負債	(103,667)	(43,398)
Minority interests	少數股東權益	(323,088)	(94,859)
<b>Net assets</b>	<b>資產淨值</b>	<b>1,235,633</b>	<b>345,204</b>