



DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

董事於本公司及相聯法團的股份、相關股份及債券之權益及淡倉

As at 30th June, 2006, the interests and short positions of the directors of the Company 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")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "SEHK") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the directors and the chief executives of the Company were deemed or taken to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Rules Governing the Listing of Securities on SEHK ("Listing Rules") as follows:

於二零零六年六月三十日，本公司董事於本公司及其相聯法團（定義見證券及期貨條例第XV部（「證券及期貨條例」））之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之該等條文本公司董事及最高行政人員被視為或被當作擁有之權益及淡倉），或須列入而已列入按證券及期貨條例第352條存置之登記冊內，或根據聯交所證券上市規則（「上市規則」）之上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

(a) INTERESTS IN SHARES OF THE COMPANY

(a) 於本公司股份權益

Name of directors	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total	% of total issued shares
董事姓名	身份	個人權益	家屬權益	法團權益	其他權益	總額	百分比
Fung Wing Cheung, Tony 馮永祥	Interest of children under 18 18歲以下子女之權益	3,328,000	-	-	724,926,258 (Note 1) (附註1)	728,254,258	43.06%
Lee Seng Hui 李成輝	Interest in controlled corporation 受控制公司的權益	-	-	379,291,800 (Note 2) (附註2)	-	379,291,800	22.42%
Fung Yiu Fai, Peter 馮耀輝	Beneficial owner 實益擁有人	6,500,000	-	-	-	6,500,000	0.38%
Lee Yip Wah, Peter 李業華	Beneficial owner 實益擁有人	1,550,000	-	-	-	1,550,000	0.09%
Albert Ho 何振林	Beneficial owner 實益擁有人	572,000	-	-	-	572,000	0.03%



(a) INTERESTS IN SHARES OF THE COMPANY (continued)

Note 1: Goldfield Venture Limited ("Goldfield") and Megaland Development Limited ("Megaland") hold 245,000,000 and 479,926,258 shares respectively. Since Goldfield is wholly owned by Megaland, Megaland is deemed to be interested in 724,926,258 shares in total. Megaland is also wholly-owned by Oyster Services Limited, the trustee of the Oyster Unit Trust, which in turn Oyster Services Limited is deemed to be interested in 724,926,258 shares.

The trust property of the Oyster Unit Trust comprises the entire issued capital of Megaland. The beneficiary of Oyster Unit Trust is HSBC International Trustee Limited which holds the trust property (including the beneficial interest under the Oyster Unit Trust) on trust for the beneficiaries of The Alyssa Js 1 Trust. The beneficiaries of The Alyssa Js 1 Trust are, inter alia, Fung Wing Cheung, Tony's children under 18.

As such, Fung Wing Cheung, Tony is deemed to be interested in 724,926,258 shares in which his children under 18 have ultimate beneficial interest under the above arrangement.

Note 2: Lee Seng Hui is one of the trustees of Lee and Lee Trust ("LLT") which owns 40.72% interests in Allied Group Limited ("AGL") which holds 379,291,800 shares of the Company. Accordingly, Lee Seng Hui and LLT are deemed to have an interest in the said shares in which AGL is interested.

(a) 於本公司股份權益(續)

附註1: Goldfield Venture Limited (「Goldfield」)及Megaland Development Limited (「Megaland」)分別持有245,000,000股及479,926,258股股份。由於Goldfield由Megaland全資擁有，Megaland被視為擁有合共724,926,258股股份之權益。Megaland亦由Oyster Unit Trust之信託人Oyster Services Limited全資擁有，因此Oyster Services Limited被視為擁有724,926,258股股份之權益。

Oyster Unit Trust之信託財產包括Megaland之全部已發行股本。Oyster Unit Trust之受益人為HSBC International Trustee Limited，其以信託方式代表The Alyssa Js 1 Trust之受益人持有信託財產(包括Oyster Unit Trust之實益權益)。The Alyssa Js 1 Trust之受益人為(其中包括)馮永祥18歲以下之子女。

因此，馮永祥被視為擁有724,926,258股股份之權益，而其18歲以下之子女則根據上述安排擁有該等股份之最終實益權益。

附註2: 李成輝為Lee and Lee Trust (「LLT」)之其中一位信託人，LLT擁有聯合集團有限公司(「聯合集團」)之40.72%權益，聯合集團則持有本公司之379,291,800股股份。因此，李成輝及LLT均被視作於聯合集團擁有權益之上述股份中擁有權益。

(b) INTERESTS IN SHARES OF ASSOCIATED CORPORATIONS

Name of director	Name of corporations	Capacity	Personal interests	Number of shares			Total
				Family interests	Corporate interests	Other interests	
董事姓名	法團名稱	身份	個人權益	家屬權益	法團權益	其他權益	總額
Fung Wing Cheung, Tony 馮永祥	Honnex Development Limited 康恩發展有限公司	Beneficial owner 實益擁有人	100,000 (10.20%)	-	-	-	100,000 (10.20%)
	Long Vocation Investments Limited	Beneficial owner 實益擁有人	5 (5.55%)	-	-	-	5 (5.55%)

Save as disclosed above, at no time during the six months ended 30th June, 2006 was the Company, its subsidiaries or its associated companies a party to any arrangement to enable the directors or the chief executives of the Company, or their spouses or children under the age of 18, to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its associated corporation.

Save as disclosed above, none of the directors or the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (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 as otherwise notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

(b) 於相聯法團股份權益

Name of director	Name of corporations	Capacity	Personal interests	Number of shares			Total
				Family interests	Corporate interests	Other interests	
董事姓名	法團名稱	身份	個人權益	家屬權益	法團權益	其他權益	總額
Fung Wing Cheung, Tony 馮永祥	Honnex Development Limited 康恩發展有限公司	Beneficial owner 實益擁有人	100,000 (10.20%)	-	-	-	100,000 (10.20%)
	Long Vocation Investments Limited	Beneficial owner 實益擁有人	5 (5.55%)	-	-	-	5 (5.55%)

除上述披露者外，於截至二零零六年六月三十日止六個月內之任何時間，本公司、其附屬公司或其聯營公司概無訂立任何安排，令本公司之董事或主要行政人員或其配偶或其未滿十八歲之子女可藉購入本公司或其他相聯法團之股份或債券而獲益。

除上文所披露者外，本公司各董事或主要行政人員並無於本公司或其相聯法團（定義見證券及期貨條例第十五部份）之股份、相關股份或債券擁有權益或淡倉，而須登記於根據證券及期貨條例第352條規定須存置之登記冊內，或根據上市規則所載上市公司董事進行證券交易的標準守則須知會本公司及聯交所之任何權益及淡倉。