

SUPPLEMENTARY INFORMATION**DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES**

At 30 September 2006, the interests of the directors in the share capital and underlying shares of the Company or 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 by the Company pursuant to 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 Issuers of the Rules Governing the Listing of Securities on the Stock Exchange (the "Model Code"), were as follows:

Long positions in ordinary shares of the Company:

補充資料**董事於股份及相關股份之權益**

於二零零六年九月三十日，董事於本公司或其相聯法團（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）之股本及相關股份中，擁有本公司遵照證券及期貨條例第352條存置之登記冊所記錄之權益，或根據香港聯合交易所有限公司（「聯交所」）證券上市規則中有關上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益如下：

於本公司普通股之好倉：

Name of director 董事姓名	Number of shares held, capacity and nature of interest 持股數目、身份及權益性質		Total 合計	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
	Directly beneficially owned 直接實益擁有	Through controlled corporation 透過 受控法團擁有		
Mr. LAW Ka Sing 羅家聖先生	1,063,091,098	30,000,000	1,093,091,098	69.67

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

The interests of the directors in the share options of the Company are separately disclosed hereunder.

Save as disclosed above, at 30 September 2006, none of the directors had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' interests in shares and underlying shares" above and the heading "Share option scheme" below, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the period.

董事於股份及相關股份之權益

董事於本公司購股權之權益另行在下列披露。

除上文所披露者外，於二零零六年九月三十日，董事概無於本公司或其任何相聯法團之股份或相關股份中，擁有須遵照證券及期貨條例第352條予以記錄之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

董事購買股份或債券之權利

除於上述「董事於股份及相關股份之權益」及下述「購股權計劃」之披露事項所披露者外，本公司於期內任何時間概無授予任何董事或彼等各自之配偶或未成年子女藉收購本公司之股份或債券而取得利益之權利，而彼等亦無行使任何該等權利；本公司或其任何附屬公司概無參與訂立任何安排，致使董事可於任何其他法人團體獲得此等權利。

董事於合約中之權益

期內概無董事在本公司或其任何附屬公司簽訂而對本集團業務有重大影響之任何合約中直接或間接擁有重大權益。

SHARE OPTION SCHEME

Share options were granted to the directors and employees under the Share Option Scheme (the "Scheme") adopted by the Company on 27 November 2003. There was no change in any terms of the Scheme during the six months ended 30 September 2006. The details of the Scheme were disclosed in the 2005/06 annual report.

Details of the share options of the Company granted and outstanding under the Scheme during the period are set out below.

購股權計劃

本公司根據於二零零三年十一月二十七日採納之購股權計劃(「計劃」)授出購股權予董事及員工。截至二零零六年九月三十日止之六個月內，此計劃之條款並無更改。此計劃詳情已於二零零五／零六年年報中披露。

根據計劃授出而於期內尚未行使之購股權詳情如下：

Name or category of participants	Number of share options 購股權數目			Date of grant of share options	Exercise period of share options	Exercise price of share options
	At 1 April 2006 於二零零六年四月一日	Forfeited during the period 期內沒收	At 30 September 2006 於二零零六年九月三十日			
Directors 董事						
Ms. CHAN So Kuen 陳素娟女士	1,332	-	1,332	2 December 2003 二零零三年十二月二日	2 December 2004 to 1 December 2013 二零零四年十二月二日至二零零三年十二月一日	0.175
	3,333,334	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2006 to 1 December 2013 二零零六年十二月二日至二零零三年十二月一日	0.175
	3,333,334	-	3,333,334	2 December 2003 二零零三年十二月二日	2 December 2008 to 1 December 2013 二零零八年十二月二日至二零零三年十二月一日	0.175
	<u>6,668,000</u>	<u>-</u>	<u>6,668,000</u>			

SHARE OPTION SCHEME

購股權計劃

Name or category of participants	Number of share options 購股權數目			Date of grant of share options	Exercise period of share options	Exercise price of share options
	At 1 April 2006 於二零零六年 四月一日	Forfeited during the period 期內沒收	At 30 September 2006 於二零零六年 九月三十日			
姓名或參與人士類別				授出購股權日期 (note 1) (附註1)	購股權行使期	購股權行使價 (note 2) (附註2) HK\$ 港幣元
Directors 董事						
Mr. Dickie FU Shing Kwan 傅成坤先生 (note 3) (附註3)	1,332	(1,332)	-	2 December 2003 二零零三年十二月二日	2 December 2004 to 1 December 2013 二零零四年十二月二日至 二零一三年十二月一日	0.175
	3,333,334	(3,333,334)	-	2 December 2003 二零零三年十二月二日	2 December 2006 to 1 December 2013 二零零六年十二月二日至 二零一三年十二月一日	0.175
	3,333,334	(3,333,334)	-	2 December 2003 二零零三年十二月二日	2 December 2008 to 1 December 2013 二零零八年十二月二日至 二零一三年十二月一日	0.175
	6,668,000	(6,668,000)	-			

SHARE OPTION SCHEME

購股權計劃

Name or category of participants	Number of share options 購股權數目			Date of grant of share options	Exercise period of share options	Exercise price of share options
	At 1 April 2006 於二零零六年 四月一日	Forfeited during the period 期內沒收	At 30 September 2006 於二零零六年 九月三十日			
姓名或參與人士類別				授出購股權日期 (note 1) (附註1)	購股權行使期	購股權行使價 (note 2) (附註2) HK\$ 港幣元
Other employees 其他僱員						
In aggregate 合共 (note 4) (附註4)	7,996	-	7,996	2 December 2003 二零零三年十二月二日	2 December 2004 to 1 December 2013 二零零四年十二月二日至 二零一三年十二月一日	0.175
	16,000,002	-	16,000,002	2 December 2003 二零零三年十二月二日	2 December 2006 to 1 December 2013 二零零六年十二月二日至 二零一三年十二月一日	0.175
	16,000,002	-	16,000,002	2 December 2003 二零零三年十二月二日	2 December 2008 to 1 December 2013 二零零八年十二月二日至 二零一三年十二月一日	0.175
	<u>32,008,000</u>	<u>-</u>	<u>32,008,000</u>			
	<u>45,344,000</u>	<u>(6,668,000)</u>	<u>38,676,000</u>			

SHARE OPTION SCHEME

Notes:

1. The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
2. The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital, and was adjusted for the issue of bonus shares on 14 September 2004 from HK\$0.35 to HK\$0.175 each.
3. Mr. Dickie FU Shing Kwan resigned as a director of the Company on 26 June 2006. All unexercised share options held by him lapsed on 26 September 2006 in accordance with the Scheme.
4. Ms. Pansy CHAU Wai Man and Mr. Simon ORR Kuen Fung resigned as executive directors of the Company on 12 January 2006 but remain as senior management of the Group. Therefore, they are under the category of other employees.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No share options were granted, exercised or expired during the period.

At the balance sheet date, the Company had 38,676,000 share options outstanding under the Scheme, which represented approximately 2.5% of the Company's shares in issue as at that date. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 38,676,000 additional ordinary shares of the Company and additional share capital of approximately HK\$3,868,000 and share premium of approximately HK\$2,901,000 (before issue expenses).

購股權計劃

附註：

1. 購股權歸屬期間為自授出日期起計直至行使期間開始為止。
2. 購股權之行使價可根據供股或發行紅股、或本公司股本之其他類似變動而予以調整，並已於二零零四年九月十四日就發行紅股由每股港幣0.35元調整至港幣0.175元。
3. 傅成坤先生已於二零零六年六月二十六日辭任本公司董事，其所持有之所有未行使購股權已根據計劃於二零零六年九月二十六日失效。
4. 周慧雯女士及柯權峯先生已於二零零六年一月十二日辭任本公司執行董事，惟繼續留任本集團高級管理層。故此，彼等屬其他僱員類別。

購股權並無賦予持有人獲派股息或於股東大會上投票之權利。

期內概無任何購股權獲授出，行使或屆滿。

於結算日，本公司於計劃項下之尚未行使之購股權有38,676,000份，相當於該日本公司已發行股份約2.5%。按本公司現有股本結構悉數行使購股權，將導致本公司發行約38,676,000股額外普通股股份，而股本及股份溢價將分別增加約港幣3,868,000元及約港幣2,901,000元(扣除發行開支前)。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 30 September 2006, the following interests of 5% or more of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

主要股東於股份及相關股份之權益

於二零零六年九月三十日，本公司遵照證券及期貨條例第336條存置之權益登記冊顯示，下列人士於本公司已發行股本及購股權中擁有5%或以上權益：

好倉：

Name of Substantial Shareholder	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital 佔本公司已發行股本百分比	Number of share options held
主要股東姓名	身份及權益性質	所持普通股數目	股本百分比	所持購股權數目
Mr. LAW Ka Sing 羅家聖先生	Directly beneficially owned 直接實益擁有	1,063,091,098	67.76	-
	Through controlled corporation 透過受控法團擁有	30,000,000	1.91	-
		<u>1,093,091,098</u>	<u>69.67</u>	<u>-</u>

Save as disclosed above, at 30 September 2006, no person, other than the directors of the Company, whose interests are also set out in the section "Directors' interests in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

除上文所披露者及上文「董事於股份及相關股份之權益」一節所載本公司董事之權益外，於二零零六年九月三十日，概無人士於本公司之股份或相關股份中，擁有須遵照證券及期貨條例第336條予以記錄之權益或淡倉。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

AUDIT COMMITTEE

The Company has an audit committee which was established in compliance with Rule 3.21 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. It has formulated its written terms of reference in accordance with the provisions set out in Appendix 14 – Code on Corporate Governance Practices (the "CG Code") of the Listing Rules. The audit committee has reviewed the unaudited interim financial results for the six months ended 30 September 2006. The audit committee comprises four Independent Non-executive Directors of the Company, namely Ms. LEUNG Mei Han, Mr. Raymond LEE Man Chun, Mr. WONG Wai Kay and Prof. SIN Yat Ming.

CODE ON CORPORATE GOVERNANCE PRACTICES

Pursuant to the special resolution passed at the annual general meeting of the Company held on 28 August 2006 to amend the bye-laws of the Company to effect that, including but not limited to, every Director (other than any Director holding office as Chairman or Managing Director), including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

審核委員會

本公司設有審核委員會，該委員會乃遵照聯交所證券上市規則（「上市規則」）第3.21條之規定而成立，以審閱及監管本集團之財務匯報程序及內部監控。審核委員會已根據上市規則附錄十四－企業管治常規守則（「企業管治常規守則」）所載之條文制定書面職權範圍。審核委員會已審閱截至二零零六年九月三十日止六個月之未經審核中期財務業績。審核委員會包括本公司四名獨立非執行董事，分別為梁美嫻女士、李文俊先生、王維基先生及冼日明教授。

企業管治常規守則

根據本公司於二零零六年八月二十八日舉行之股東週年大會所通過之特別決議案以修訂本公司章程細則，使（包括但不限於）每位董事（擔任主席或董事總經理之董事除外）包括有指定任期之董事，須最少每三年輪值退任一次。

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company was in compliance with the code provisions as set out in the CG Code during the six months ended 30 September 2006, except for the following deviations:

- a. The Company does not have a separate Chairman and Chief Executive Officer and Mr. LAW Ka Sing currently holds both positions. The Board considers that the present structure provides the Group with strong and consistent leadership and allows for more effective planning and execution of long-term business strategies. It also enables the Group to make and implement decisions promptly and efficiently to the best benefit of the Group and its shareholders.
- b. The Chairman and the Chief Executive Officer of the Company are not subject to retirement by rotation. The Board considers that the continuity of the Chairman and Chief Executive Officer of the Company and his leadership are crucial in maintaining the stability of the Group's business operations.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the Company's code of conduct for dealings in securities of the Company by the Directors. Based on specific enquiry of the Company's Directors, the Directors have complied with the required standard set out in the Model Code, throughout the accounting period covered by the interim report.

By Order of the Board
LAW Ka Sing
Chairman

Hong Kong, 7 December 2006

企業管治常規守則

本公司於截至二零零六年九月三十日止六個月期間已遵守企業管治常規守則所載之守則條文，惟下列之偏離事項除外：

- a. 本公司並無分開設置主席與行政總裁之職務，羅家聖先生現時兼任兩個職位。董事局認為現時之架構為本集團提供穩固及貫徹之領導，且能夠更有效策劃及執行長遠業務策略，亦有助本集團可迅速及有效地作出及執行對本集團及其股東最有利之決策。
- b. 本公司之主席及行政總裁並不受輪值退任之規定所規限。董事局認為本公司主席兼行政總裁之持續性及其領導，乃維持本集團業務穩定性之關鍵要素。

進行證券交易之標準守則

本公司已採納標準守則作為本公司董事買賣證券之操守守則。根據本公司向董事作出具體查詢後，董事於中期報告所涵蓋之會計期間一直遵守標準守則所規定之標準。

承董事局命
 主席
羅家聖

香港，二零零六年十二月七日