

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 30 September 2006, the interests or short positions of the directors and the chief executive of the Company in the equity or debt securities and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which (i) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the directors were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Rules Governing the Listing of Securities (the "Listing Rules"), were as follows:

(i) Ordinary shares of HK\$0.01 each of the Company

Name of Director 董事姓名	Note 附註	Nature of interest 權益性質	Total 總數	Approximate percentage or attribute percentage of shareholdings 持股概約百分比或應佔百分比 (%)
Mr. Liu Ming Hui ("Mr. Liu") 劉明輝先生 (「劉先生」)	1	Personal 個人	367,424,000 (L) 118,500,000 (S)	12.56 4.05
(L) Long position (S) Short position			(L) 長倉 (S) 短倉	

Note:

- These 367,424,000 Shares represent 248,924,000 beneficially owned by Mr. Liu, and 118,500,000 to be delivered to Hai Xia Finance Holdings Limited ("Hai Xia"). Pursuant to a sale and purchase agreement dated 8 March 2005 and entered into between Hai Xia and Mr. Liu, Mr. Liu agreed to sell and Hai Xia agreed to purchase 190,000,000 Shares from Mr. Liu in five tranches for a cash consideration in the aggregate amount of HK\$330,000,000. Details of the transaction were set out in the announcement of the Company dated 9 March 2005. As at 30 September 2006, the sale and purchase of 71,500,000 Shares had been completed.

## 董事及行政總裁於股份之權益

於二零零六年九月三十日，本公司董事及行政總裁於本公司或其相聯法團（按證券及期貨條例（「證券及期貨條例」）第XV部之涵義）之股本或債務證券及相關股份中擁有(i)根據證券及期貨條例第XV部第7及第8分部必須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益或短倉（包括根據證券及期貨條例有關條文該董事被視為或當作擁有之權益或短倉）；或(ii)根據證券及期貨條例第352條規定必須列入該條例所指之登記冊內之權益或短倉；或(iii)根據證券上市規則（「上市規則」）所載上市公司董事進行證券交易之標準守則必須通知本公司及聯交所之權益或短倉如下：

(i) 本公司每股面值0.01港元之普通股：

Total 總數	Approximate percentage or attribute percentage of shareholdings 持股概約百分比或應佔百分比 (%)
367,424,000 (L) 118,500,000 (S)	12.56 4.05
(L) 長倉 (S) 短倉	

附註：

- 該等367,424,000股股份乃指由劉先生實益擁有之248,924,000股股份及將予交付海峽金融控股有限公司（「海峽」）之118,500,000股股份。根據海峽與劉先生於二零零五年三月八日所訂立之買賣協議，劉先生已同意向海峽分五批出售而海峽已同意向劉先生分五批購買190,000,000股股份，所涉及之現金代價共值330,000,000港元。有關交易之詳情載於本公司於二零零五年三月九日刊發之公佈內。截至二零零六年九月三十日，71,500,000股股份之買賣已告完成。

(ii) Share options:

(ii) 購股權：

Name of Director	Number of options held	Nature of interest	Number of underlying Shares	Approximate percentage of the issued share capital of the Company
董事姓名	持有購股權數目	權益性質	相關股份數目	佔本公司已發行股本之概約百分比 (%)
Mr. Li Xiaoyun	5,000,000 (Note 1)	Personal	5,000,000	0.17
李小雲先生	5,000,000 (Note 5)	Personal	5,000,000	0.17
	5,000,000份 (附註1)	個人		
	5,000,000份 (附註5)	個人		
Mr. Xu Ying	5,000,000 (Note 1)	Personal	5,000,000	0.17
徐鷹先生	90,000,000 (Note 3)	Personal	90,000,000	3.08
	5,000,000份 (附註1)	個人		
	90,000,000份 (附註3)	個人		
Mr. Liu Ming Hui	5,000,000 (Note 1)	Personal	5,000,000	0.17
劉明輝先生	130,000,000 (Note 3)	Personal	130,000,000	4.45
	5,000,000份 (附註1)	個人		
	130,000,000份 (附註3)	個人		
Mr. Ma Jin Long	9,240,711 (Note 1)	Personal	9,240,711	0.32
馬金龍先生	9,240,711份 (附註1)	個人		
Mr. Zhu Wei Wei	4,000,000 (Note 1)	Personal	4,000,000	0.14
朱偉偉先生	6,000,000 (Note 2)	Personal	6,000,000	0.21
	4,000,000份 (附註1)	個人		
	6,000,000份 (附註2)	個人		
Mr. Mao Er Wan	1,000,000 (Note 1)	Personal	1,000,000	0.03
毛二萬先生	1,000,000份 (附註1)	個人		
Ms. Wong Sin Yue	1,000,000 (Note 1)	Personal	1,000,000	0.03
Cynthia	700,000 (Note 4)	Personal	700,000	0.02
黃倩如女士	1,000,000份 (附註1)	個人		
	700,000份 (附註4)	個人		
Mr. ZhaoYu Hua	1,000,000 (Note 1)	Personal	1,000,000	0.03
趙玉華先生	700,000 (Note 4)	Personal	700,000	0.02
	1,000,000份 (附註1)	個人		
	700,000份 (附註4)	個人		

Notes:

1. These options were granted under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 6 February 2003 and entitle the holders thereof to subscribe for Shares at an exercise price of HK\$0.80 per Share during the period from 1 September 2004 to 8 January 2014.
2. These options were granted under the Share Option Scheme and entitle the holders thereof to subscribe for Shares at an exercise price of HK\$0.71 per Share during the period from 20 March 2005 to 5 October 2014.
3. These options were granted under the Share Option Scheme and entitle the holders thereof to subscribe for Shares at an exercise price of HK\$0.71 per Share during the period from 22 November 2004 to 5 October 2014. The exercise of options will be subject to the condition that the consolidated net asset value of the Group which shall be certified by the auditors appointed by the Company as at the date of exercise of the options being not less than HK\$1 billion.
4. These options were granted under the Share Option Scheme and entitle the holders thereof to subscribe for Shares at an exercise price of HK\$0.71 per Share during the period from 1 January 2005 to 5 October 2014.
5. These options were granted under the Share Option Scheme and entitle the holders thereof to subscribe for Shares at an exercise price of HK\$1.50 per Share during the period from 20 October 2010 to 19 October 2015.

Save as disclosed above, as at 30 September 2006, none of the directors nor the chief executive 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 its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

附註：

1. 該等購股權乃根據本公司於二零零三年二月六日所採納之購股權計劃(「**購股權計劃**」)授出，其持有人獲賦予於二零零四年九月一日至二零一四年一月八日期間以行使價每股股份0.80港元認購股份之權利。
2. 該等購股權乃根據購股權計劃授出，其持有人獲賦予於二零零五年三月二十日至二零一四年十月五日期間以行使價每股股份0.71港元認購股份之權利。
3. 該等購股權乃根據購股權計劃授出，其持有人獲賦予於二零零四年十一月二十二日至二零一四年十月五日期間以行使價每股股份0.71港元認購股份之權利。行使購股權將附帶之條件為本集團於購股權行使當日之綜合資產淨值須經本公司所委派之核數師證明為不少於1,000,000,000港元。
4. 該等購股權乃根據購股權計劃授出，其持有人獲賦予於二零零五年一月一日至二零一四年十月五日期間以行使價每股股份0.71港元認購股份之權利。
5. 該等購股權乃根據購股權計劃授出，其持有人獲賦予於二零一零年十月二十日至二零一五年十月十九日期間以行使價每股股份1.50港元認購股份之權利。

除上文所披露者外，於二零零六年九月三十日，本公司董事及行政總裁概無於本公司或其相聯法團(按證券及期貨條例第XV部之涵義)之股份、相關股份或債券中擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及第8分部必須通知本公司及聯交所之權益或短倉(包括根據證券及期貨條例有關條文該等董事被當作或視為擁有之權益及短倉)；或(ii)根據證券及期貨條例第352條規定必須列入該條例所指之登記冊內之權益或短倉；或(iii)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必須通知本公司及聯交所之權益或短倉。