

Dransfield Holdings Limited

DIRECTORS' INTERESTS IN SHARES

As at 30 September 2000, the interests of the directors or their associates in the share capital of the Company and DFCT, as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance (“SDI Ordinance”), were as follows:

(i) In the Company

Director	Notes	Nature of interest	Number of shares
Sir Kenneth Fung Ping Fan	1	Other	740,171,122
Horace Yao Yee Cheong	2	Other	596,714,838
		Personal	20,545,031

Notes:

1. Sir Kenneth Fung Ping Fan's spouse is a beneficiary of a discretionary trust, the trustees of which own the entire issued share capital of Grandom Asia Trading Limited which is deemed to be interested in more than one-third of the voting shares of Dransfield Holdings (International) Limited and Grandom Overseas Limited. At the balance sheet date, Grandom Asia Trading Limited, Dransfield Holdings (International) Limited and Grandom Overseas Limited held 238,859,945, 439,539,920 and 61,771,257 shares, respectively, in the issued share capital of the Company.
2. Certain family members of Mr. Horace Yao Yee Cheong are the objects of a discretionary trust, the trustees of which own the entire issued share capital of Maktavy Holdings Limited, which owns the entire issued share capital of Grandom Inc.. Grandom Inc. is deemed to be interested in more than one-third of the voting shares of Dransfield Holdings (International) Limited and Grandom Overseas Limited. At the balance sheet date, Dransfield Holdings (International) Limited, Grandom Inc. and Grandom Overseas Limited held 439,539,920, 95,403,661 and 61,771,257 shares, respectively, in the issued share capital of the Company.

(ii) In DFCT

Director	Nature of interest	Number of shares
Thomas John Kenan	Family	3,303
Robert Fung Hing Piu	Personal	22,500
Warren Ma Kwok Hung	Personal	10,700

Save as disclosed above, none of the directors or their associates had any personal, family, corporate or other interests in any securities of the Company or any of its associated corporations, as defined in the SDI Ordinance.

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DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

(i) In the Company

Pursuant to the Company's share option scheme approved by shareholders at the extraordinary general meeting on 3 April 1993, the Company granted options in favour of the following directors, all of which remained unexercised at 30 September 2000, as set out below:

Name of director	Number of options outstanding as at 30 September 2000	Exercise price per share	Exercise period
Horace Yao Yee Cheong	12,000,000	HK\$0.20	6 March 2001 to 5 March 2002
		or HK\$0.18	or 6 March 2002 to 2 April 2003

During the period, 20,000,000 share options were exercised by Mr. Horace Yao Yee Cheong at HK\$0.10 per share.

Robert Fung Hing Piu	2,000,000	HK\$0.20	6 March 2001 to 5 March 2002
		or HK\$0.18	or 6 March 2002 to 2 April 2003

During the period, 2,500,000 share options were exercised by Mr. Robert Fung Hing Piu at HK\$0.10 per share.

Warren Ma Kwok Hung	5,000,000	HK\$0.20	6 March 2001 to 5 March 2002
		or HK\$0.18	or 6 March 2002 to 2 April 2003

During the period, 5,000,000 share options were exercised by Mr. Warren Ma Kwok Hung at HK\$0.10 per share.

Andy Pang Kwong Wah	5,000,000	HK\$0.20	6 March 2001 to 5 March 2002
		or HK\$0.18	or 6 March 2002 to 2 April 2003

During the period, 5,000,000 share options were exercised by Mr. Andy Pang Kwong Wah at HK\$0.10 per share.

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The exercise price is adjustable in accordance with the provisions of the share option scheme, as detailed in note 20 to the audited financial statements for the year ended 31 March 2000.

(ii) In an associate

Pursuant to the share option scheme of DFCT, which was approved in a directors' resolution on 20 November 1996, DFCT, an associate of the Company, granted options in favour of the following directors to subscribe for common stock of DFCT, which remained unexercised at 30 September 2000, as set out below:

Name of director	Number of options outstanding as at 30 September 2000	Exercise price per share	Exercise period
Horace Yao Yee Cheong	52,500	US\$ 2.80	31 October 1999 to 23 April 2001
	52,500	US\$ 2.80	31 October 2000 to 23 April 2001
	82,500	US\$ 1.75 *	3 January 2001 to 2 April 2003
	82,500	US\$ 1.75 *	3 January 2002 to 2 April 2003
	37,500	US\$ 1.75 *	4 March 2001 to 2 April 2003
	37,500	US\$ 1.75 *	4 March 2002 to 2 April 2003
	<u>345,000</u>		
Robert Fung Hing Piu	7,500	US\$ 2.80	31 October 2000 to 23 April 2001
	5,000	US\$ 1.75 *	3 January 2001 to 2 April 2003
	5,000	US\$ 1.75 *	3 January 2002 to 2 April 2003
	5,000	US\$ 1.75 *	4 March 2001 to 2 April 2003
	5,000	US\$ 1.75 *	4 March 2002 to 2 April 2003
	<u>27,500</u>		
Warren Ma Kwok Hung	50	US\$ 2.80	31 October 1999 to 23 April 2001
	11,250	US\$ 2.80	31 October 2000 to 23 April 2001
	30,000	US\$ 1.75 *	3 January 2001 to 2 April 2003
	30,000	US\$ 1.75 *	3 January 2002 to 2 April 2003
	7,500	US\$ 1.75 *	4 March 2001 to 2 April 2003
	7,500	US\$ 1.75 *	4 March 2002 to 2 April 2003
	<u>86,300</u>		

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Name of director	Number of options outstanding as at 30 September 2000	Exercise price per share	Exercise period
Thomas John Kenan	12,500	US\$ 2.80	31 October 1998 to 23 April 2001
	6,250	US\$ 2.80	31 October 1999 to 23 April 2001
	6,250	US\$ 2.80	31 October 2000 to 23 April 2001
	5,000	US\$ 1.75 *	3 January 2001 to 2 April 2003
	5,000	US\$ 1.75 *	3 January 2002 to 2 April 2003
	2,500	US\$ 1.75 *	4 March 2001 to 2 April 2003
	2,500	US\$ 1.75 *	4 March 2002 to 2 April 2003
	40,000		
Andy Pang Kwong Wah	30,000	US\$ 1.75 *	3 January 2001 to 2 April 2003
	30,000	US\$ 1.75 *	3 January 2002 to 2 April 2003
	7,500	US\$ 1.75 *	4 March 2001 to 2 April 2003
	7,500	US\$ 1.75 *	4 March 2002 to 2 April 2003
	75,000		

* On 20 June 2000, the board of directors invited the grantees of share options issued between January to May 2000 to surrender their share options by 30 June 2000 in exchange of the same number of share options at an exercise price of US\$1.75 per share, being the market closing price of DFCT's shares on 19 June 2000. All share options were surrendered and exchanged for new share options on 30 June 2000.

The exercise price is adjustable in accordance with the provisions of the share option scheme, as detailed in note 20 to the audited financial statements for the year ended 31 March 2000.

Apart from the aforementioned, 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 children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company, any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS

At 30 September 2000, the following interests of 10% or more of the share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance:

Name	Notes	Number of shares	%
Dransfield Holdings (International) Limited		439,539,920	24.1
Grandom Asia Trading Limited	1	740,171,122	40.6
Grandom Inc.	2	596,714,838	32.7
Makdavy Holdings Limited	3	596,714,838	32.7

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Notes:

1. Grandom Asia Trading Limited is interested in more than one-third of the voting shares of Dransfield Holdings (International) Limited and Grandom Overseas Limited. Accordingly, the interest of Grandom Asia Trading Limited stated above includes the interests of Dransfield Holdings (International) Limited and Grandom Overseas Limited.
2. Grandom Inc. is interested in more than one-third of the voting shares of Dransfield Holdings (International) Limited and Grandom Overseas Limited. Accordingly, the interest of Grandom Inc. stated above includes the interests of Dransfield Holdings (International) Limited and Grandom Overseas Limited.
3. Makdavy Holdings Limited owns the entire issued share capital of Grandom Inc.. Accordingly, the interest of Makdavy Holdings Limited stated above includes the interests of Grandom Inc., Dransfield Holdings (International) Limited and Grandom Overseas Limited.

Save as disclosed above, no person other than the directors of the Company, whose interests are set out above, had registered an interest in the share capital of the Company that was required to be recorded under Section 16(1) of the SDI Ordinance.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

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

AUDIT COMMITTEE

The Audit Committee and the Company's auditor have reviewed with management the accounting principles and practices adopted by the Group and financial reporting matters including the review of the unaudited interim condensed financial statements.

CODE OF BEST PRACTICE

In the opinion of the directors, the Company complied with the Code of Best Practice as set in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout this interim period, except that the independent non-executive directors of the Company are not appointed for specific terms. Independent non-executive directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's articles of association.

APPRECIATION

On behalf of the board, I would like to extend our gratitude and sincere appreciation to all management and staff members for their hardworking and dedication, the continuing support of its business partners, the financial creditors and the Company's shareholders.