

## OTHER INFORMATION

### *DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES*

As at 30th June 2001, the interests of directors of the Company in the equity or debt securities of the Company and Guangzhou Investment Company Limited ("GZI"), the ultimate holding company of the Company, as recorded in the register maintained under Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance") were as follows :

	Personal Interests	Family Interests
<b>The Company</b>		
(Ordinary shares of HK\$0.10 each)		
Mr Yin Hui	390,000	–
Mr Liang Ningguang	220,000	–
Mr Li Xinmin	264,000	–
Mr Chen Jiahong	314,000	–
Mr Zhong Ming	314,000	–
Mr He Zili	120,000	–
 <b>GZI</b>		
(Ordinary shares of HK\$0.10 each)		
Mr Liu Jinxiang	360,000	–
Mr Liang Ningguang	200,000	60,000
Mr Cai Hanxiang	300,000	–
Mr He Zili	240,000	–
Mr Zhang Siyuan	210,000	–

As at 30th June 2001, the following directors of the Company had interests recorded in the register maintained under Section 29 of the SDI Ordinance being options granted under the share option schemes of (1) the Company and (2) GZI to subscribe for ordinary shares in the respective companies :

(1) *The Company*

Name of Director	Exercise price per share HK\$	Balance	Number of	Balance
		outstanding as at 1st January 2001	options exercised during the period	outstanding as at 30th June 2001
Mr Liu Jinxiang	0.9984	10,000,000	324,000	9,676,000
Mr Yin Hui	2.4080	600,000	–	600,000
Mr Liang Ningguang	0.9984	4,000,000	390,000	3,610,000
	2.4080	500,000	–	500,000
Ms Cao Shuzhao	0.9984	8,670,000	270,000	8,400,000
	2.4080	500,000	–	N/A
Mr Xiao Boyan	0.9984	3,000,000	628,000*	N/A
	2.4080	500,000	–	500,000
Mr Chen Jiahong	2.4080	500,000	–	500,000
	0.9984	3,000,000	628,000	2,372,000
Mr Cai Hanxiang	2.4080	500,000	–	500,000
Mr He Zili	2.4080	2,000,000	–	2,000,000
	0.7632	3,000,000	–	3,000,000
	0.7520	450,000	120,000	330,000
Mr Zhang Siyuan	2.4080	980,000	–	980,000
	0.7632	980,000	–	980,000
Mr Fung Ka Pun	2.4080	400,000	–	400,000
Mr Lau Hon Chuen Ambrose	2.4080	400,000	–	400,000
Mr Poon Jing	2.4080	400,000	–	400,000

\* Movement up to 19th June 2001, date of resignation of Ms Cao Shuzhao as director of the Company.

The share options are exercisable from the first anniversary of the date of grant to the business day preceding the sixth anniversary of the date of grant, of which a maximum of 30 per cent, 60 per cent and 100 per cent thereof are exercisable from the first, second and third anniversaries of the date of grant respectively. The consideration paid by each director of the Company for each grant of option by the Company was HK\$10.

## (2) GZI

Name of Director	Exercise price per share HK\$	Balance	Number of options		Balance	
		outstanding as at 1st January 2001	expired during the period	exercised during the period	outstanding as at 30th June 2001	
Mr Liu Jinxiang	0.5008	1,400,000	–	360,000	1,040,000	(c) & (d)
Mr Liang Ningguang	1.0016	550,000	550,000	–	–	(a)
	0.7344	1,000,000	–	–	1,000,000	(b)
	0.5008	1,200,000	–	360,000(e)	840,000	(c) & (f)
Mr Xiao Boyan	0.7344	1,000,000	–	–	1,000,000	(b)
	0.5008	1,000,000	–	–	1,000,000	(c)
Mr Cai Hanxiang	1.0016	550,000	550,000	–	–	(a)
	0.5008	1,000,000	–	300,000	700,000	(c)
Mr He Zili	0.5008	560,000	–	–	560,000	(c)
Mr Zhang Siyuan	0.5008	700,000	–	210,000	490,000	(c)

*Notes:*

- (a) The share options were expired on 5th March 2001.
- (b) The share options are exercisable from the date of grant to the business day preceding 21st November 2002.
- (c) The share options are exercisable from the first anniversary of the date of grant to the business day preceding the sixth anniversary of the date of grant, of which a maximum of 30 per cent and 100 per cent thereof are exercisable from the first and second anniversaries of the date of grant respectively.
- (d) These interests include options to subscribe for 200,000 shares in GZI held by his spouse.
- (e) These interests include options to subscribe for 60,000 shares in GZI exercised by his spouse during the period.
- (f) These interests include options to subscribe for 140,000 shares in GZI held by his spouse.
- (g) The consideration paid by each director of the Company for each grant of option by GZI was HK\$10.

Save as disclosed herein, none of the directors of the Company (including their spouse and children under 18 years of age) had, as at 30th June 2001, any interests in the equity or debt securities of the Company or its associated corporations (within the meaning of the SDI Ordinance) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Section 28 of the SDI Ordinance (including interests which they were deemed or taken to have under Section 31 or Part I of the Schedule to the SDI Ordinance) or which were required, pursuant to Section 29 of the SDI Ordinance, to be entered in the register referred to therein or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

Save as disclosed herein, no right to subscribe for equity or debt securities of the Company has been granted by the Company to, nor has any such right been exercised by, any directors of the Company (including their spouse and children under 18 years of age) during the period.

### ***SUBSTANTIAL SHAREHOLDERS***

As at 30th June 2001, those persons or corporations having an interest in 10 per cent or more of the issued share capital of the Company as recorded in the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance were as follows: -

<b>Substantial shareholders</b>	<b>Number of ordinary shares held</b>
Yue Xiu Enterprises (Holdings) Limited ("Yue Xiu")	772,312,076 (a)
GZI	750,394,000 (b)
First Dynamic Limited	750,000,000 (b)
Round Table Holdings Limited	750,000,000 (b)
GZI Transport (Holdings) Limited	750,000,000 (b)
Housemaster Holdings Limited	367,500,000 (b)(c)
Power Head Limited	157,500,000 (b)(c)
Delta Force Holdings Limited	112,500,000 (b)(c)
Lawson Enterprises Limited	112,500,000 (b)(c)

*Notes:*

- (a) This interest represents the total number of ordinary shares of the Company held by subsidiaries and investee companies of Yue Xiu where Yue Xiu is taken to be interested in such shares under Section 8 of the SDI Ordinance.
- (b) Investee companies and subsidiary of Yue Xiu and their interests in the ordinary shares of the Company are duplicated in the interest of Yue Xiu.
- (c) Subsidiaries of GZI Transport (Holdings) Limited and their interests in the ordinary shares of the Company are duplicated in the interest of GZI Transport (Holdings) Limited.

Save as disclosed herein, no other person is recorded in the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance as having an interest in 10 per cent or more of the issued share capital of the Company.

### *PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES*

The Company has not redeemed any of its shares during the six months ended 30th June 2001. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

### *CODE OF BEST PRACTICE*

None of the Directors is aware of information that would reasonably indicate that the Company is not, or was not for any part of the relevant period, in compliance with the Code of Best Practice as stipulated in Appendix 14 of the Listing Rules. The non-executive directors of the Company are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Bye-laws.

### *AUDIT COMMITTEE*

The unaudited interim accounts for the six months ended 30th June 2001 had been reviewed by the Audit Committee.

### *CLOSURE OF REGISTER OF MEMBERS*

The register of members of the Company will be closed from Tuesday, 6th November 2001 to Wednesday, 7th November 2001, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfers of shares accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Abacus Share Registrars Limited at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, not later than 4:00 p.m. on Monday, 5th November 2001.

By order of the Board

**Liu Jinxiang**

*Chairman*

Hong Kong, 18th September 2001