



Directors' interests in Shares

Immediately following the listing of the Shares on the Main Board of the Stock Exchange on 9 May 2001 to the date of this report, the interests of the Directors and their associates in the share capital of the Company and its associated corporations as required to be recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance, Chapter 396 of the Laws of Hong Kong ("SDI Ordinance") were set out as follows:

Name	Number of Shares			
	Personal interest	Family interest	Corporate interest	Other interest
Mr. Wong Yin Sen	-	-	438,000,000 (Note 1)	-
Mr. Hon Lik	-	-	438,000,000 (Note 1)	-
Mr. Wong Hei Lin	-	-	-	438,000,000 (Note 1)
Ms. Cheng Kong Yin	-	438,000,000 (Note 2)	-	-

Notes:

- Messrs. Wong Yin Sen, Hon Lik and Wong Hei Lin are beneficially interested in 46.25 per cent., 42.50 per cent. and 11.25 per cent. of the entire issued share capital of the major shareholder, Absolute Target Limited, which holds 438,000,000 Shares representing 75 per cent. of the entire issued Shares.
- As Ms. Cheng Kong Yin is the spouse of Mr. Wong Yin Sen, she will be taken to have a family interest in these Shares.



Substantial Interests in the Share Capital of the Company

Save that Absolute Target Limited holds 438,000,000 Shares as disclosed above under, the Section “Directors’ Interests In Shares”, no other person, other than the Directors or Chief Executive of the Company has any interest in any equity securities of the Company as recorded in the register kept by the Company under Section 16(1) of the SDI Ordinance representing 10 per cent. or more of the issued share capital of the Company.

Directors’ Rights to Acquire Shares or Debentures

Under the terms of a share option scheme (the “Scheme”) adopted by the Company on 6 April 2001, the Board is authorised, at its absolute discretion, to grant options to employees, including executive Directors, of the Company or any of its subsidiaries to subscribe for the Shares. The Scheme became effective upon the listing of the Shares on the Main Board of the Stock Exchange on 9 May 2001. As at the date of this report, no options have been granted to any Director or employee of the Company under the Scheme.

At no time during the period from 9 May 2001 to the date of this report was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouses or children under 18 years of age to acquire the Shares or debentures of the Company.

Purchase, Sale and Redemption of Securities

Neither the Company nor any of its subsidiaries purchased, sold and redeemed any of the Company’s securities during the Review Period.

Code of Best Practice

During the Review Period, the Company complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.



Audit Committee

The audit committee of the Company (the “Audit Committee”) and the management of the Company have reviewed the accounting principles and practices adopted by the Group and have discussed the matters related to auditing, financial reporting procedures and internal control, including the review of the interim financial report for the Review Period.

The review of the interim financial report of the Company for the Review Period has been conducted by Company’s auditors Deloitte Touche Tohmatsu on behalf of the Audit Committee in accordance with the Statement of Auditing Standards 700 “Engagements to Review Interim Financial Reports” issued by the Hong Kong Society of Accountants.

By Order of the Board
Golden Dragon Group (Holdings) Limited
Wong Yin Sen
Chairman

Hong Kong, 26 September 2001