

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

At 31 August 2001, the interests of the directors and their associates in the share capital and the debentures of the Company and its associated corporations 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:

(a) The Company

Name of directors	Number of ordinary shares held as personal interests
Sozaburo YAMAZAKI	300,000
WONG Mun Yu	18,000
LAM Man Tin	50,000
Kazumasa ISHII	80,000
Motoya OKADA	100,000
Akihito TANAKA	50,000
SHAO You Bao	200,000
LAM Pei Peggy	200,000

(b) AEON Co., Ltd. (formerly known as JUSCO Co., Ltd.), the Company's ultimate holding company

Name of directors	Number of shares held	Family interests
	Personal interests	
Toshiji TOKIWA	2,000	—
Sozaburo YAMAZAKI	2,601	—
Motoya OKADA	202,248	4,371
Akihito TANAKA	6,000	—
Kazumasa ISHII	7,000	—
Shinobu WASHIZAWA	380	—

Mr. Motoya OKADA also has a personal interest in the debentures of AEON Co., Ltd. with a total nominal value of ¥2,000,000.

(c) Other associated corporations

	Number of shares held as personal interests				
	Toshiji TOKIWA	Sozaburo YAMAZAKI	Motoya OKADA	Akihito TANAKA	SHAO You Bao
AEON Credit Service (Asia) Company Limited	—	22,000	110,000	—	330,000
AEON Fantasy Co., Ltd.	—	—	10	1	—
AEON Forest Co., Ltd.	—	—	3,000	—	—
AEON Kosan Co., Ltd.	—	—	1,000	—	—
AEON Techno Service Co., Ltd.	—	—	5	—	—
AEON Thana Sinsap (Thailand) Plc.	100,000	—	300,000	20,000	—
Certo Co., Ltd.	—	—	2	—	—
Jaya JUSCO Stores Bhd.	—	—	75,000	150,000	—
Jus-Photo Co., Ltd.	—	—	2,000	—	—
Kyushu JUSCO Co., Ltd.	—	—	2,000	—	—
Laura Ashley Japan Co., Ltd.	—	—	10	—	—
Maxvalu Tohoku Co., Ltd.	—	—	5,000	—	—
Reform Studio Co., Ltd.	—	—	5	—	—
Ryukyu JUSCO Co., Ltd.	—	—	500	100	—
Taiwan JUSCO Co., Ltd.	1	—	1	—	—
The Talbots, Inc.	—	—	44,000	—	—
Zwei Co., Ltd.	—	—	4	—	—

Other than as disclosed above, at 31 August 2001, the register maintained by the Company pursuant to Section 29 of the SDI Ordinance recorded no other interests of the directors or chief executives or their associates in the share capital and debentures of the Company or its associated corporations as defined in the SDI Ordinance, and none of the directors or chief executives, nor their spouses or children under the age of 18, had rights to subscribe for the securities of the Company, or had exercised any such right during the period.

SUBSTANTIAL SHAREHOLDERS ■ ■ ■

At 31 August 2001, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance showed that the following shareholder had an interest of 10% or more in the issued share capital of the Company:

Name	Number of shares	%
AEON Co., Ltd.	186,276,000 (Note)	71.64

Note: These shares are held as to 167,500,000 shares by AEON Co., Ltd., 10,000,000 shares by JUSCO (Europe) B.V. and 7,000,000 shares by JUSCO (U.S.A.) Inc., which are wholly-owned subsidiaries of AEON Co., Ltd., and 1,776,000 shares by AEON Credit Service (Asia) Company Limited ("ACS"). AEON Co., Ltd. beneficially owns 66.22% of ACS and is accordingly deemed by the SDI Ordinance to be interested in the shares of the Company beneficially owned by ACS.

Other than as disclosed above, the Company has not been notified of any other interests representing 10% or more in the issued share capital of the Company as at 31 August 2001.

COMPLIANCE WITH CODE OF BEST PRACTICE ■ ■ ■

None of the directors of the Company is aware of any information that would reasonably indicate that the Company is not, or was not for any part of the six months ended 31 August 2001, in compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.