

As at 30 September 2001, the Group still maintained a comfortable level of cash and bank balances at HK\$72 million. The ratio of current assets to current liabilities was 0.95 compared to 0.83 at 31 March 2001. The Board believed that the proven liquidity position and steady internal cash generation capability did not only satisfy the Group's various working capital requirements, but also provided a concrete base to the Group to exploit the growth opportunities in Hong Kong and China.

Subsequent to 30 September 2001 on 22 November 2001, the Company issued by way of rights issue a total of 1,384,518,000 new shares ("Rights Shares"), on the basis of two Right Shares for every one share held on 1 November 2001, with the proceeds before expenses amounting to approximately HK\$138 million.

DIRECTORS' INTERESTS IN SHARE CAPITAL

As at 30 September 2001, the interests of the Directors and chief executive of the Company in the equity or debt securities 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") or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

A. *The Company*

Ordinary shares

Name	Number of shares beneficially held			Shareholding (%)
	Personal	Corporate	Other interest	
Kwan Pak Hoo Bankee*	-	-	458,144,099	66.18
Khoo Ken Wee*	-	458,144,099	-	66.18

- * This refers to the same number of 458,144,099 shares beneficially held by Celestial Investment Group Limited ("CIGL") (a wholly-owned subsidiary of CASH). Both Mr Kwan and Mr Khoo are deemed to be interested in these shares as a result of their interests in CIGL through CASH as disclosed in the "Substantial Shareholders" below.

B. Associated corporations (within the meaning of SDI Ordinance)

(a) Interests in CASH

Ordinary shares

Name	Number of shares beneficially held			Shareholding (%)
	Personal	Corporate	Other interest	
Kwan Pak Hoo Bankee*	-	-	3,374,579,709	52.76
Li Yuen Cheuk Thomas	30,037,500	-	-	0.47
Law Ping Wah Bernard	54,249,828	-	-	0.85
Khoo Ken Wee**	30,000,000	2,692,019,826	-	42.56

* The shares are held as to 2,692,019,826 shares by Cash Guardian Limited ("Cash Guardian") and as to 682,559,883 shares by Suffold Resources Limited ("Suffold"). Mr Kwan is deemed to be interested in all these shares as a result of his interests in Cash Guardian and Suffold as disclosed in the "Substantial Shareholders" below.

** The shares are held as to 30,000,000 shares personally and as to 2,692,019,826 shares by Cash Guardian. Mr Khoo is deemed to be interested in the shares held by Cash Guardian as a result of his interests in Cash Guardian as disclosed in the "Substantial Shareholders" below.

For avoidance of doubt, the above interests held by Mr Kwan and Mr Khoo have taken into account the 2,692,019,826 shares held by Cash Guardian.

Warrants carrying rights to subscribe for shares in CASH at a subscription price of HK\$0.65 each (subject to adjustment) during the period from 20 July 2000 to 31 July 2002 (both days inclusive)

Name	Amount of warrants of CASH beneficially held		
	Personal (HK\$)	Corporate (HK\$)	Other interest (HK\$)
Kwan Pak Hoo Bankee*	-	-	159,976,285.30
Li Yuen Cheuk Thomas	1,952,437.50	-	-
Law Ping Wah Bernard	3,526,238.30	-	-
Khoo Ken Wee**	1,950,000.00	144,876,749.55	-

* The amount of warrants are held as to HK\$144,876,749.55 by Cash Guardian and as to HK\$15,099,535.75 by Suffold. Mr Kwan is deemed to be interested in all these warrants as a result of his interests in Cash Guardian and Suffold as disclosed in the "Substantial Shareholders" below.

** The amount of warrants are held as to HK\$1,950,000.00 personally and as to HK\$144,876,749.55 by Cash Guardian. Mr Khoo is deemed to be interested in the warrants held by Cash Guardian as a result of his interests in Cash Guardian as disclosed in the "Substantial Shareholders" below.

For avoidance of doubt, the above interest held by Mr Kwan and Mr Khoo have taken into account the HK\$144,876,749.55 amount of warrants held by Cash Guardian.

(b) Interests in CASH Financial Services Group Limited (formerly CASH on-line Limited)

Ordinary shares

Name	Number of shares beneficially held			Shareholding (%)
	Personal	Corporate	Other interest	
Kwan Pak Hoo Bankee*	-	-	1,086,619,945	53.92
Li Yuen Cheuk Thomas	3,003,750	-	-	0.15
Law Ping Wah Bernard	5,424,982	-	-	0.27
Khoo Ken Wee**	3,000,000	1,057,152,090	-	52.61

* The shares are held as to 1,009,264,783 shares by CIGL, as to 47,887,307 shares by Cash Guardian and as to 29,467,855 shares by Suffold. Mr Kwan is deemed to be interested in all these shares as a result of his interests in CIGL through CASH and Cash Guardian and Suffold as disclosed in the "Substantial Shareholders" below.

** The shares are held as to 3,000,000 shares personally, as to 1,009,264,783 shares by CIGL and as to 47,887,307 shares by Cash Guardian. Mr Khoo is deemed to be interested in all these shares as a result of his interests in CIGL through CASH and Cash Guardian as disclosed in the "Substantial Shareholders" below.

For avoidance of doubt, the above interests held by Mr Kwan and Mr Khoo have taken into account the 1,009,264,783 shares held by CIGL and 47,887,307 shares held by Cash Guardian.

Save as disclosed above, as at 30 September 2001, none of the Directors and chief executive of the Company had any personal, family, corporate or other beneficial interests in the equity or debt securities of the Company or any of its associated corporations.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

The Company has a share option scheme approved by the shareholders on 21 January 1994 under which the Directors may, at their discretion, invite any employee or executive Directors of the Group to take up options at a consideration of HK\$1.00 each to subscribe for ordinary shares in the Company.

No options were exercised by the Directors during the period. Details of options granted to certain Directors and the outstanding options held by the Directors as at 30 September 2001 were as follows:

Name	Date of options accepted	Number of options		Number of options outstanding as at 30 September 2001	Exercise period	Exercise price per share (\$)
		outstanding as at 1 April 2001	Number of options granted			
Kwan Pak Hoo Bankee	12/6/2000	10,000,000	-	10,000,000	13/6/2000 - 12/6/2002	0.58
Li Yuen Cheuk Thomas	15/6/2001	-	8,000,000	8,000,000	16/6/2001 - 15/6/2003	0.39
Leung Siu Pong James	12/6/2000	2,000,000	-	2,000,000	13/6/2000 - 12/6/2002	0.58
Law Ping Wah Bernard	15/6/2001	-	4,000,000	4,000,000	16/6/2001 - 15/6/2003	0.39
Khoo Ken Wee	15/6/2001	-	4,000,000	4,000,000	16/6/2001 - 15/6/2003	0.39

Save as disclosed above, during the six months ended 30 September 2001, none of the Directors and chief executive of the Company nor any of their spouse or children under 18 was granted or holding options to subscribe for shares in the Company (within the meaning of the SDI Ordinance), nor had exercised such rights.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2001, the following parties were interested in 10% or more of the issued share capital of the Company as recorded in the register kept by the Company under Section 16(1) of the SDI Ordinance:

Name of shareholder	Number of shares	Shareholding (%)
Kwan Pak Hoo Bankee (Note)	458,144,099	66.18
Khoo Ken Wee (Note)	458,144,099	66.18
CASH (Note)	458,144,099	66.18
CIGL (Note)	458,144,099	66.18

Note: This refers to the same number of 458,144,099 shares beneficially held by CIGL. CIGL is a wholly-owned subsidiary of CASH which is owned as to approximately 42.09% by Cash Guardian (which is 60% beneficially owned by Jeffnet Inc and 40% beneficially owned by Mr Khoo Ken Wee), approximately 10.67% by Suffolk (which is 100% beneficially owned by Jeffnet Inc) and approximately 0.47% by Mr Khoo. Jeffnet Inc held these shares as trustee of The Jeffnet Unit Trust, units of which are held by a discretionary trust established for the benefit of the family members of Mr Kwan. Pursuant to SDI Ordinance, CASH, Mr Kwan and Mr Khoo are deemed to be interested in the shares held by CIGL.

COMPLIANCE WITH 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 accounting period from 1 April 2001 to 30 September 2001, in compliance with Code of Best Practice as set out in Appendix 14 of The Rules Governing the Listing of Securities on the Stock Exchange, save that the independent non-executive Directors of the Company were not appointed for specific terms but subject to retirement by rotation at annual general meeting as specified by the Company's by-laws.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

During the six months ended 30 September 2001, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

On behalf of the Board
Bankee P Kwan
Chairman

Hong Kong, 28 November 2001