

## DIRECTORS' INTERESTS IN SECURITIES

As at 30th September, 2002, the interests of the directors of the Company in the securities of the Company or any of its associated corporations, within the meaning of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance"), as recorded in the register kept by the Company under Section 29 of the 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 in the Listing Rules (the "Model Code") were as follows:

## 董事於證券之權益

於二零零二年九月三十日，根據本公司按證券（披露權益）條例（「披露權益條例」）第29條規定本公司置存之登記冊所載，本公司董事持有本公司或其任何相聯法團（按披露權益條例界定）之證券權益，或按上市規則所定上市公司董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益如下：

Name of director	Nature of interest	Number of shares of the Company held	Number of 2003 Warrants held	Number of shares of the Company to be issued upon exercise of the share options of the Company
董事姓名	權益性質	所持本公司股份數目	所持二零零三年認股權證數目	因行使本公司購股權而須發行之股份數目
Chan Kwok Keung, Charles 陳國強	Corporate interest 公司權益	441,579,452 (note) (附註)	86,465,812 (note) (附註)	-
	Personal interest 個人權益	-	-	-
Lau Ko Yuen, Tom 劉高原	Personal interest 個人權益	-	-	5,000,000
Chan Fut Yan 陳佛恩	Personal interest 個人權益	-	-	5,000,000
Chau Mei Wah, Rosanna 周美華	Personal interest 個人權益	-	-	6,100,000
Cheung Hon Kit 張漢傑	Personal interest 個人權益	400	80	-

Note: Dr. Chan Kwok Keung, Charles was deemed to be interested in 441,579,452 shares in the Company and 2003 Warrants for 86,465,812 shares in the Company by virtue of his shareholding in Chinaview International Limited. Galaxyway Investments Limited, a wholly owned subsidiary of Chinaview International Limited, owned more than one-third of the issued share capital of ITC Corporation which in turn owned the entire issued share capital of ITC Investment Holdings Limited ("ITC Investment"). Hollyfield, a wholly owned subsidiary of ITC investment, owned these shares and 2003 Warrants.

附註：陳國強博士由於擁有 Chinaview International Limited 之股權而被視作擁有 441,579,452 股本公司股份及可認購 86,465,812 股本公司股份之二零零三年認股權證之權益。Galaxyway Investments Limited 為 Chinaview International Limited 之全資附屬公司，並擁有三分之一以上德祥企業已發行股本，而德祥企業擁有 ITC Investment Holdings Limited（「ITC Investment」）全部已發行股本。ITC Investment 之全資附屬公司 Hollyfield 則擁有該等股份及二零零三年認股權證。

## DIRECTORS' INTERESTS IN SECURITIES (continued)

Save as disclosed above, as at 30th September, 2002, none of the directors of the Company had any personal, family, corporate or other interests in any securities of the Company or any of its associated corporations, within the meaning of the SDI Ordinance, as recorded in the register kept by the Company under Section 29 of the SDI Ordinance or as otherwise notified the Company and the Stock Exchange pursuant to the Model Code.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

As at 30th September, 2002, the following directors of the Company had share options granted by the Company to subscribe for its shares:

## 董事於證券之權益 (續)

除上文所披露者外，於二零零二年九月三十日，根據本公司按披露權益條例第29條所置存之登記冊所載，本公司董事概無於本公司或其任何相聯法團（按披露權益條例界定）之任何證券中持有任何個人、家族、公司或其他權益或按標準守則須知會本公司及聯交所之權益。

## 董事購買股份或債券之權利

於二零零二年九月三十日，本公司已授予以下本公司董事可認購本公司股份之購股權：

Name of director	Date of grant	Exercise price per share HK\$	Number of shares to be issued upon exercise of the share options
董事姓名	授出日期	每股股份之行使價 港元	因行使購股權而須發行之股份數目
Lau Ko Yuen, Tom 劉高原	17.12.1999 一九九九年十二月十七日	0.5552	5,000,000
Chan Fut Yan 陳佛恩	17.12.1999 一九九九年十二月十七日	0.5552	5,000,000
Chau Mei Wah, Rosanna 周美華	17.12.1999 一九九九年十二月十七日	0.5552	6,100,000

The share options can be exercised at any time during a period of three years commencing on the expiry of six months after the date of acceptance of the options.

購股權可於接納購股權之日起計滿六個月後之三年內隨時行使。

The above directors did not exercise any of their options during the period.

上述董事於本年內並無行使任何彼等之購股權。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (continued)

Save as disclosed above, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate, and none of the directors, chief executives or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period.

## SUBSTANTIAL SHAREHOLDERS

Save as disclosed under the section headed "Directors' Interests in Securities" 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 30th September, 2002 as shown on the register of substantial shareholders maintained by the Company under Section 16(1) of the SDI Ordinance and so far as is known to the directors of the Company.

## 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 30th September, 2002, in compliance with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

There were no purchases, sales or redemptions by the Company, or any of its subsidiaries, of the Company's listed securities during the period.

On behalf of the Board

**Dr. Chan Kwok Keung, Charles**  
Chairman

Hong Kong, 18th December, 2002

## 董事購買股份或債券之權利 (續)

除上文所披露者外，本公司或其任何附屬公司於期內並未訂立任何安排，使本公司董事從購買本公司或任何其他公司之股份或債券中獲益，而董事、主要行政人員或彼等之配偶或未滿十八歲之子女於期內概無任何可認購本公司證券之權利，亦無行使任何該等權利。

## 主要股東

除上文「董事於證券之權益」一節所披露者外，就本公司董事所知及根據本公司按披露權益條例第16(1)條所置存之登記冊所載，本公司並未獲知會有任何其他人士擁有本公司於二零零二年九月三十日之已發行股本10%或以上之權益。

## 最佳應用守則

各本公司董事概無知悉任何資料，足以合理顯示本公司於截至二零零二年九月三十日止六個月任何時間未有遵守香港聯合交易所有限公司之證券上市規則附錄14所載之最佳應用守則。

## 購買、出售或贖回本公司之上市證券

期內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

代表董事局

主席  
陳國強博士

香港，二零零二年十二月十八日