

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30th September, 2003, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange were as follows:

(1) Interests and short positions in the shares, underlying shares and debenture of the Company

董事於股份、相關股份及債券之權益及淡倉

於二零零三年九月三十日，本公司董事及主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第十五部）之股份、相關股份及債券中持有必須列入根據證券及期貨條例第352條予以存置之本公司登記冊內或根據聯交所證券上市規則中上市公司董事進行證券及交易的標準守則（「標準守則」）必須向本公司及聯交所申報之權益及淡倉如下：

(1) 本公司股份、相關股份及債券之權益及淡倉

Name of director 董事姓名	Capacity 身份	Long position/ short position 好倉／淡倉	No. of shares of the Company held 所持本公司 股份數目	Approximate % of the issued share capital of the Company 佔本公司已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation/ interest of concert party (Note) 受控制法團權益／ 一致行動人士權益 (附註)	Long position 好倉	685,220,227	63.88%
	Beneficial owner 實益擁有人	Long position 好倉	11,318,000	1.06%
Cheung Hon Kit 張漢傑	Beneficial owner 實益擁有人	Long position 好倉	400	0.00%
Law Man Wah, Conrad 羅文華	Beneficial owner 實益擁有人	Long position 好倉	6,445	0.00%

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

(1) Interests and short positions in the shares, underlying shares and debenture of the Company (continued)

Note: Dr. Chan Kwok Keung, Charles was deemed to be interested in 685,220,227 shares in the Company by virtue of his shareholding in Chinaview International Limited ("Chinaview"). Galaxyway Investments Limited ("Galaxyway"), a wholly-owned subsidiary of Chinaview, owned approximately 34.82% of the issued ordinary share capital of ITC Corporation Limited ("ITC") which in turn owned the entire issued share capital of ITC Investment Holdings Limited ("ITC Investment"). Hollyfield Group Limited ("Hollyfield"), a wholly-owned subsidiary of ITC Investment, owned these shares. Out of the aforesaid 685,220,227 shares in the Company, 685,202,227 shares in the Company were pledged.

Pursuant to a loan agreement dated 28th October, 2002 between ITC as borrower and Dr. Chan Kwok Keung, Charles as lender ("Concert Party Agreement"), Dr. Chan Kwok Keung, Charles has interest of concert party in 434,979,402 shares in the Company out of the aforesaid 685,220,227 shares in the Company held by Hollyfield.

(2) Interests and short positions in the shares, underlying shares and debenture of ITC

董事於股份、相關股份及債券之權益及淡倉 (續)

(1) 本公司股份、相關股份及債券之權益及淡倉 (續)

附註：陳國強博士由於擁有 Chinaview International Limited (「Chinaview」) 之股權而被視作擁有 685,220,227 股本公司股份之權益。Galaxyway Investments Limited (「Galaxyway」) 為 Chinaview 之全資附屬公司，並擁有約 34.82% 德祥企業集團有限公司 (「德祥企業」) 已發行普通股本，而德祥企業繼而擁有 ITC Investment Holdings Limited (「ITC Investment」) 全部已發行股本。ITC Investment 之全資附屬公司 Hollyfield Group Limited (「Hollyfield」) 則擁有該等股份。於上述之 685,220,227 股本公司股份中，685,202,227 股本公司股份已作抵押。

根據德祥企業 (作為借方) 與陳國強博士 (作為貸方) 於二零零二年十月二十八日訂立之貸款協議 (「一致行動人士協議」)，陳國強博士於上述 Hollyfield 所持之 685,220,227 股本公司股份中之其中 434,979,402 股本公司股份中擁有一致行動人士權益。

(2) 於德祥企業股份、相關股份以及債券之權益及淡倉

Name of director 董事姓名	Capacity 身份	Long position/ short position 好倉/淡倉	No. of underlying shares (in respect of the convertible notes (unlisted equity derivatives)) of ITC held		Approximate % of the issued ordinary share capital of ITC 佔德祥企業已發行普通股本概約百分比
			No. of ordinary shares of ITC held 所持有德祥企業普通股票數目	No. of ITC held (non-listed equity derivatives) 所持有德祥企業之可換股票據 (非上市股本衍生工具) 之相關股份	
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note a) 受控制法團權益 (附註 a)	Long position 好倉	219,681,911	—	34.82%
	Beneficial owner 實益擁有人	Long position 好倉	—	833,333,333 (Note b) (附註 b)	132.07%

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

(2) Interests and short positions in the shares, underlying shares and debenture of ITC (continued)

Notes:

- a. Dr. Chan Kwok Keung, Charles was deemed to be interested in 219,681,911 ordinary shares in ITC by virtue of his shareholding in Chinaview. Galaxyway, a wholly-owned subsidiary of Chinaview, owned these shares.
- b. Dr. Chan Kwok Keung, Charles owned convertible notes issued by ITC in the principal amount of HK\$250,000,000 carrying rights to convert into 833,333,333 ordinary shares of ITC at an initial conversion price of HK\$0.30 per share, subject to adjustment. Out of the aforesaid convertible notes of HK\$250,000,000, HK\$120,000,000 convertible notes (representing 400,000,000 underlying shares) were pledged.

(3) Interests and short positions in the shares, underlying shares and debenture of China Strategic

董事於股份、相關股份及債券之權益及淡倉 (續)

(2) 於德祥企業股份、相關股份以及債券之權益及淡倉 (續)

附註：

- a. 陳國強博士由於擁有Chinaview之股權而被視作擁有219,681,911股德祥企業普通股權益。該等股份由Chinaview之全資附屬公司Galaxyway所擁有。
- b. 陳國強博士擁有由德祥企業發行本金額為250,000,000港元之可換股票據，附有可按初步換股價每股0.30港元（可予調整）轉換成833,333,333股德祥企業普通股之權利。於上述250,000,000港元之可換股票據中，其中120,000,000港元之可換股票據（相當於400,000,000股相關股份）已作抵押。

(3) 於中策之股份、相關股份及債券之權益及淡倉

Name of director 董事姓名	Capacity 身份	Long position/ short position 好倉／淡倉	No. of underlying shares (in respect of the warrants (listed equity derivatives)) of China Strategic held		Approximate % of the issued share capital of China Strategic 佔中策已發行股本概約百分比
			No. of shares of China Strategic held 所持中策股份 股份數目	所持有中策之認股權證（上市股本衍生工具）之相關股份數目	
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 受控制法團權益 (附註)	Long position 好倉	258,819,795	—	31.20%
	Interest of controlled corporation (Note) 受控制法團權益 (附註)	Long position 好倉	—	24,142,950	2.91%

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

(3) Interests and short positions in the shares, underlying shares and debenture of China Strategic (continued)

Note : Dr. Chan Kwok Keung, Charles was deemed to be interested in 258,819,795 shares in China Strategic and warrants for 24,142,950 shares in China Strategic by virtue of his shareholding in Chinaview, which in turn, indirectly owned approximately 34.82% of the issued ordinary share capital of ITC, ITC indirectly owned approximately 63.88% of the issued share capital of the Company. Calisan Developments Limited, an indirect wholly-owned subsidiary of the Company, owned these share and warrants.

ITC and China Strategic are associated corporations, within the meaning of Part XV of the SFO, of the Company.

Save as disclosed above, as at 30th September, 2003, none of the Directors or chief executives of the Company had any interest and short position in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code .

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURE

The following table discloses movements in the share options of the Company during the period:

Name of director 董事姓名	Date of grant 批授日期	Exercise price per share 每股行使價 港元 HK\$	Number of shares of the Company to be issued upon exercise of the share options 購股權獲行使時將予發行之本公司股份數目		
			At 1/4/2003 於二零零三年 四月一日	Lapsed during the period 於期內失效	At 30/9/2003 於二零零三年 九月三十日
Lau Ko Yuen, Tom 劉高原	17th December, 1999 一九九九年十二月十七日	0.5552	5,000,000	(5,000,000)	-
Chan Fut Yan 陳佛恩	17th December, 1999 一九九九年十二月十七日	0.5552	5,000,000	(5,000,000)	-
Chau Mei Wah, Rosanna 周美華	17th December, 1999 一九九九年十二月十七日	0.5552	6,100,000	(6,100,000)	-
			16,100,000	(16,100,000)	-

Save as disclosed herein, 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 spouse or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right during the period.

董事於股份、相關股份及債券之權益及淡倉 (續)

(3) 於中策之股份、相關股份及債券之權益及淡倉 (續)

附註：陳國強博士由於擁有Chinaview之股權而被視作擁有258,819,795股中策股份及可認購24,142,950股中策股份之認股權證之權益。Chinaview繼而間接擁有約34.82%德祥企業已發行普通股本。德祥企業間接擁有約63.88%本公司已發行股本。本公司間接全資附屬公司Calisan Developments Limited擁有該等股份及認股權證。

德祥企業及中策為本公司之相聯法團(定義見證券及期貨條例第十五部)。

除上文所披露者外，於二零零三年九月三十日，各董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第十五部)之股份、相關股份或債券中擁有任何必須列入根據證券及期貨條例第352條予以存置之本公司登記冊內或根據標準守則必須向本公司及聯交所申報之權益及淡倉。

董事購買股份或債券之權利

下表披露本公司購股權於期內之變動詳情：

Number of shares of the Company to be
issued upon exercise of the share options
購股權獲行使時將予發行之本公司股份數目

Name of director 董事姓名	Date of grant 批授日期	Exercise price per share 每股行使價 港元 HK\$	Number of shares of the Company to be issued upon exercise of the share options 購股權獲行使時將予發行之本公司股份數目		
			At 1/4/2003 於二零零三年 四月一日	Lapsed during the period 於期內失效	At 30/9/2003 於二零零三年 九月三十日
Lau Ko Yuen, Tom 劉高原	17th December, 1999 一九九九年十二月十七日	0.5552	5,000,000	(5,000,000)	-
Chan Fut Yan 陳佛恩	17th December, 1999 一九九九年十二月十七日	0.5552	5,000,000	(5,000,000)	-
Chau Mei Wah, Rosanna 周美華	17th December, 1999 一九九九年十二月十七日	0.5552	6,100,000	(6,100,000)	-
			16,100,000	(16,100,000)	-

除本文所披露者外，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務證券(包括公司債券)而獲益，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。