

DIRECTORS' INTERESTS IN SHARES

As at 30 September 2003, the interests and short positions of the Company's directors and chief executives in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("the Stock Exchange") pursuant to the Model Code for Securities Transactions by Director's of Listed Companies (the "Model Code") were as follows:

Long positions in shares(a) *The Company*

Name of director	Number of ordinary shares held			Total
	Personal interests	Family interests	Corporate interests	
Chu David Yu Lin	1,712,153,930 (note 1)	246,025,668 (note 2)	152,000,000 (note 3)	2,110,179,598
Chu Ho Miu Hing	246,025,668	1,864,153,930 (note 4)	–	2,110,179,598
Chan King Hung	19,400,000 (note 5)	–	–	19,400,000
Chan Fook Lai	7,800,000 (note 6)	–	–	7,800,000
Lu Xin	11,600,000 (note 7)	–	–	11,600,000

Notes:

- (1) Out of all these shares, 676,353,930 ordinary shares were held by Mr. Chu David Yu Lin personally, 5,800,000 ordinary shares represented the underlying shares of options granted to Mr. Chu pursuant to the share option scheme of the Company and 1,030,000,000 ordinary shares represented the underlying shares of convertible redeemable non-voting preference shares of the Company held by Mr. Chu.
- (2) These shares represented the personal interest of Mrs. Chu Ho Miu Hing, the spouse of Mr. Chu David Yu Lin.

- (3) These shares were held by Quizzical Holdings Limited, a company which is 50% owned by Hunter Valley Group Limited. Hunter Valley Group Limited is 100% owned by Manta Corporation, a corporation which holds such shares as trustee on trust for the Manta Trust, a discretionary trust and the eligible beneficiaries of which include Mr. Chu David Yu Lin and his present children.
- (4) 1,712,153,930 shares represented the personal interest of Mr. Chu David Yu Lin, the spouse of Mrs. Chu Ho Miu Hing and 152,000,000 shares represented the corporate interest of Mr. Chu David Yu Lin.
- (5) Out of all these shares, 5,000,000 ordinary shares were held by Mr. Chan King Hung personally and 14,400,000 ordinary shares represented the underlying shares of options granted to Mr. Chan pursuant to the share option scheme of the Company.
- (6) These shares represented the underlying shares of options granted to Mr. Chan Fook Lai pursuant to the share option scheme of the Company.
- (7) These shares represented the underlying shares of options granted to Mr. Lu Xin pursuant to the share option scheme of the Company.

As at 30 September 2003, Mr. Chu David Yu Lin was interested in 103 convertible redeemable non-voting preference shares. Subject to the bye-laws of the Company, the Companies Act 1981 of Bermuda and other applicable laws and regulations from time to time, the convertible redeemable non-voting preference shares are convertible into ordinary shares of the Company at an initial conversion price per ordinary share equal to the lower of (i) HK\$0.40 and (ii) the average of the 10 lowest daily closing prices per ordinary share on the Stock Exchange during the 30 days immediately prior to the date of issue of the conversion notice (subject to adjustment).

(b) *Associated corporation*

The personal beneficial interests of a director in the non-voting deferred shares of the Company's subsidiary as at 30 September 2003 were as follows:

Name of subsidiary	Name of director	Capacity	Number of non-voting deferred shares
Calorie Limited	Chu David Yu Lin	Beneficial owner	20

Save as disclosed above and in the following section headed “Interests in share options”, and other than the nominee shares in subsidiaries held by a director on trust for the subsidiaries, as at 30 September 2003, none of the directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register 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.

(c) *Interests in share options*

As at 30 September 2003, the following directors had personal interests in options to subscribe for shares of the Company granted under the Old Share Option Scheme (as defined below under the section headed “Share Option Scheme”):

Name of directors	Date of grant	Exercisable period	Exercise price HK\$	Number of share options outstanding
Chu David Yu Lin	01.08.2001	01.02.2002 to 31.01.2005	0.255	5,800,000
Chan King Hung	02.03.2001	15.09.2001 to 14.09.2004	0.1	1,000,000
	16.05.2001	18.11.2001 to 17.11.2004	0.1	7,600,000
	01.08.2001	01.02.2002 to 31.01.2005	0.255	5,800,000
Chu Ho Miu Hing	01.08.2001	01.02.2002 to 31.01.2005	0.255	5,800,000
Chan Fook Lai	02.03.2001	15.09.2001 to 14.09.2004	0.1	2,000,000
	01.08.2001	01.02.2002 to 31.01.2005	0.255	5,800,000
Lu Xin	16.05.2001	18.11.2001 to 17.11.2004	0.1	5,800,000
	01.08.2001	01.02.2002 to 31.01.2005	0.255	5,800,000

Save as disclosed above, at no time during the period was the Company, or any of its subsidiaries a party to any arrangement, to enable the directors of the Company to acquire benefits by means of its acquisition of shares in, or debentures of, the Company or any other body corporate. In addition, save as disclosed above, none of the directors or their spouses or children under the age of 18 had any right to subscribe for the shares of the Company or had exercised any right during the period.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2003, those persons (other than directors and chief executives of the Company) who had interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:—

Long positions in shares

Name of shareholder	Capacity	Note	Number of ordinary shares held	Approximate percentage of shareholding
Sinochem Corporation (formerly known as China National Chemicals Import & Export Corporation)	Beneficial owner	(1)	250,000,000	6.84

Note:

- (1) These shares are held by Sinochem Hong Kong (Holdings) Company Limited, a company which is wholly owned by Sinochem Corporation.

Save as disclosed above, as at 30 September 2003, no other person (other than a director or chief executive of the Company) had notified to the Company any interest or short position in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO or which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.