

## 董事及最高行政人員於股份、相關股份及債券擁有之權益及淡倉

於二零零四年六月三十日，本公司董事及最高行政人員根據證券及期貨條例（「證券及期貨條例」）第XV部第7及第8分部已知會本公司及聯交所其於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中擁有之權益或淡倉（包括根據證券及期貨條例之該等規定被認為或視作擁有之權益或淡倉），或必須列入根據證券及期貨條例第352條予以存置之登記冊內，或根據上市公司董事進行證券交易之標準守則必須知會本公司及聯交所之權益或淡倉載列如下：

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30th June 2004, the interests or short positions of the Directors and chief executives of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange, were as follows:

### (1) Long positions in shares 股份好倉

Name of directors	董事姓名	Number of shares of the Company				Total	Percentage of shares outstanding
		Personal interests	Family interests	Corporate interests	Other interests		
		個人權益	家屬權益	公司權益	其他權益	合計	佔已發行股份百分比
Mr. Chu Mang Yee (a)	朱孟依先生(a)	-	-	637,500,000	-	637,500,000	63.56%
Mr. Au Wai Kin (b)	歐偉建先生(b)	-	-	37,500,000	-	37,500,000	3.74%
Mr. Xiang Bin	項斌先生	1,000,000	-	-	-	1,000,000	0.10%
Ms. Xiao Yan Xia	蕭燕霞女士	100,000	-	-	-	100,000	0.01%

附註：—

Notes:—

- a. 朱孟依先生透過其全資擁有之新達置業有限公司及香港中央結算(代理人)有限公司持有本公司637,500,000股股份。
- b. 歐偉建先生透過其全資擁有及控制之公司持有本公司37,500,000股股份。

- a. Mr. Chu Mang Yee held 637,500,000 shares of the Company through Sounda Properties Limited, a company wholly-owned by him, and HKSCC Nominees Limited.
- b. Mr. Au Wai Kin held 37,500,000 shares of the Company through a company wholly-owned and controlled by him.

## (2) 購股權好倉

根據本公司於一九九八年四月四日採納之購股權計劃（「舊計劃」），本公司執行董事項斌先生於二零零二年四月三十日獲授購股權以按每股1.17港元認購本公司股份，其於二零零四年六月三十日之詳情載列如下：

Date of grant 授出日期	Exercise price per share 每股行使價	Exercise period 行使期	Number of share options 購股權數目			End of period 期末
			Beginning of period 期初	Granted during the period 期內授出	Exercised during the period 期內行使	
30th April 2002 二零零二年四月三十日	HK\$1.17 1.17港元	30th April 2002 to 29th April 2007 二零零二年 四月三十日至 二零零七年 四月二十九日	1,000,000	-	1,000,000	-
			1,000,000	-	1,000,000	-

本公司股份於緊接購股權行使日之前之加權平均收市價為2.38港元。

除上文所披露者外，於二零零四年六月三十日，本公司董事，最高行政人員或彼等之聯繫人概無擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所有關本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中任何個人、家族、公司或其他權益或淡倉（包括根據證券及期貨條例之該等規定被認為或視作擁有之權益或淡倉），或必須列入根據證券及期貨條例第352條予以存置之登記冊內，或根據上市公司董事進行證券交易之標準守則必須知會本公司及聯交所之任何個人、家族、公司或其他權益或淡倉。

## (2) Long positions in share options

Pursuant to the share option scheme adopted by the Company on 4th April 1998 (the "Old Scheme"), Mr. Xiang Bin, an Executive Director of the Company, was granted share options on 30th April 2002 to subscribe for the shares of the Company at HK\$1.17 per share, details of which as at 30th June 2004 are stated as follows:

The weighted average closing price of the Company's shares immediately before the date on which the share options were exercised was HK\$2.38.

Save as disclosed above, as at 30th June 2004, none of the Directors, chief executives of the Company and their associates had any personal, family, corporate or other 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) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange.

除上述者外，於期內任何時間，本公司及其任何附屬公司並無訂立任何安排，以使董事或彼等之任何配偶或十八歲以下之子女有權透過購買本公司或任何其他法人團體之股份或債券而從中獲益，以及概無董事或最高行政人員或彼等各自之配偶或十八歲以下之子女已獲授任何權利以認購本公司股份或債務證券或已行使該等權利。

## 主要股東

除上文「董事及最高行政人員於股份、相關股份及債券擁有之權益及淡倉」一節所披露之權益外，於二零零四年六月三十日，按本公司根據證券及期貨條例第336條須存置之登記冊之記錄，下列實體於本公司股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉：

Apart from the foregoing, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or any of their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, and no Directors or chief executives or their respective spouses or children under 18 years of age had been granted any right to subscribe for equity or debt securities of the Company nor exercised any such right.

## SUBSTANTIAL SHAREHOLDERS

Other than interests disclosed in the section headed "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures" above, as at 30th June 2004, according to the register of interests kept by the Company under section 336 of the SFO, the following entity has interests or short positions in the shares of the Company which fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

Name of shareholders 股東名稱	Capacity and nature of interest 身分及權益性質	Number of issued shares 已發行股份數目	Percentage of shares outstanding 佔已發行股份百分比
Sounda Properties Limited (Long positions) 新達置業有限公司(好倉)	Beneficial owner 實益擁有人	637,500,000	63.56%

除上文所披露者外，於二零零四年六月三十日，就董事所知，概無任何其他人士於本公司或任何相關法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉。

Save as disclosed above, as at 30th June 2004, the Directors are not aware of any other persons who have interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.