

## DIRECTORS' INTERESTS IN THE SHARE CAPITAL OF THE COMPANY AND ITS RESPECTIVE ASSOCIATED CORPORATIONS

As at 30 June 2004, save for the interest of the Directors in the shares and share options of the Company set out as below, none of the Directors had any interests and short positions in the shares, debentures or underlying shares of the Company or any of their associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was 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 therein or which were required to be disclosed herein pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

### Long Positions in shares

#### (a) Ordinary shares of HK\$0.1 each of the Company

Name of Director	Total number of shares held	% with respect to total number of issued share capital as at 30 June 2004	Capacity
Tang Cornor Kwok Kau ("Mr. Tang")	2,496,000	0.25%	Beneficial owner (Note)

*Note:* Those shares were beneficially owned by Mr. Tang and in which of 200,000 shares were also jointly owned by his wife.



## DIRECTORS' INTERESTS IN THE SHARE CAPITAL OF THE COMPANY AND ITS RESPECTIVE ASSOCIATED CORPORATIONS (continued)

### (b) Share options

As at 30 June 2004, there were a total of 163,960,000 outstanding share options of the Company granted to directors of the Company, details of which are summarized in the following table:

Name of director	Options to subscribe for shares of the Company					Date of grant (Note b)	Exercise period	Exercise price per share HK\$	Capacity in which interests are held	% of the issued share capital as at 30 June 2004
	Outstanding options at the beginning of the period	Number of options granted during the period	Number of options exercised during the period	Date of exercise	Outstanding options at the end of the period					
Cao Zhong	7,652,000	-	-	-	7,652,000	23/8/2002	23/8/2002 to 22/8/2012	0.295		
	57,350,000 (Note a)	-	-	-	57,350,000	2/10/2003	2/10/2003 to 1/10/2013	0.780		
	<u>65,002,000</u>	<u>-</u>	<u>-</u>		<u>65,002,000</u>				Beneficial owner	6.39
Li Shaofeng	7,652,000	-	-	-	7,652,000	23/8/2002	23/8/2002 to 22/8/2012	0.295		
	30,614,000 (Note a)	-	-	-	30,614,000	25/6/2003	25/6/2003 to 24/6/2013	0.365		
	<u>38,266,000</u>	<u>-</u>	<u>-</u>		<u>38,266,000</u>				Beneficial owner	3.76
Tong Yihui	7,652,000	-	-	-	7,652,000	23/8/2002	23/8/2002 to 22/8/2012	0.295		
	38,268,000 (Note a)	-	-	-	38,268,000	25/6/2003	25/6/2003 to 24/6/2013	0.365		
	<u>45,920,000</u>	<u>-</u>	<u>-</u>		<u>45,920,000</u>				Beneficial owner	4.51



## DIRECTORS' INTERESTS IN THE SHARE CAPITAL OF THE COMPANY AND ITS RESPECTIVE ASSOCIATED CORPORATIONS (continued)

### (b) Share options (continued)

Name of director	Options to subscribe for shares of the Company				Outstanding options at the end of the period	Date of grant (Note b)	Exercise period	Exercise price per share HK\$	Capacity in which interests are held	% of the issued share capital as at 30 June 2004
	Outstanding options at the beginning of the period	Number of options granted during the period	Number of options exercised during the period	Date of exercise						
Leung Shun Sang, Tony	4,592,000	-	-	-	4,592,000	23/8/2002	23/8/2002 to 22/8/2012	0.295		
	3,060,000	-	-	-	3,060,000	12/3/2003	12/3/2003 to 11/3/2013	0.325		
	4,592,000	-	-	-	4,592,000	25/8/2003	25/8/2003 to 24/8/2013	0.740		
	<u>12,244,000</u>	<u>-</u>	<u>-</u>		<u>12,244,000</u>				Beneficial owner	1.20
Mr. Tang	2,296,000	-	1,296,000	9/2/2004	-	23/8/2002	23/8/2002 to 22/8/2012	0.295		
			500,000	20/4/2004						
			500,000	31/5/2004						
	1,000,000	-	-	-	1,000,000	25/8/2003	25/8/2003 to 24/8/2013	0.740		
	<u>3,296,000</u>	<u>-</u>	<u>2,296,000</u>		<u>1,000,000</u>				Beneficial owner	0.10
Lai Kam Man	382,000	-	-	-	382,000	23/8/2002	23/8/2002 to 22/8/2012	0.295		
	382,000	-	-	-	382,000	25/8/2003	25/8/2003 to 24/8/2013	0.740		
	<u>764,000</u>	<u>-</u>	<u>-</u>		<u>764,000</u>				Beneficial owner	0.08
Yip Kin Man, Raymond	382,000	-	-	-	382,000	23/8/2002	23/8/2002 to 22/8/2012	0.295		
	382,000	-	-	-	382,000	25/8/2003	25/8/2003 to 24/8/2013	0.740		
	<u>764,000</u>	<u>-</u>	<u>-</u>		<u>764,000</u>				Beneficial owner	0.08
Chen, Kelvin Siu Min	-	-	-	-	-					
	<u>166,256,000</u>	<u>-</u>	<u>2,296,000</u>		<u>163,960,000</u>					

#### Notes:

- Share options granted were in excess of the individual limit and approval from shareholders of the Company was obtained in general meetings held on 25 June 2003 and 2 October 2003.
- The vesting period of the share option is from the date of grant to the end of the exercise period.



## DIRECTORS' INTERESTS IN THE SHARE CAPITAL OF THE COMPANY AND ITS RESPECTIVE ASSOCIATED CORPORATIONS (continued)

### (b) Share options (continued)

The above share options are unlisted cash settled options granted pursuant to the Company's share option scheme adopted on 7 June 2002 (the "Scheme"). Upon exercise of the share options in accordance with the Scheme, ordinary shares of HK\$0.10 each in the share capital of the Company are issuable. The share options are personal to the respective directors.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 June 2004, so far as was known to the Directors, the following had an interest or long position or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required pursuant to section 336 of the SFO, to be entered in the register referred therein:

#### Long position in shares

Name of shareholder	Total number of shares/ underlying shares held	% with respect to total number of issued share capital as at 30 June 2004	Capacity
Richson Limited ("Richson")	144,984,400	14.25	Beneficial owner
Fair Union Holdings Limited ("Fair Union")	279,797,400	27.50	Beneficial owner and deemed interest <sup>(1)</sup>
Shougang Concord International Enterprises Company Limited ("Shougang International")	279,797,400	27.50	Deemed interest <sup>(2)</sup>
Able Legend Investments Limited ("Able Legend")	126,984,000	12.48	Beneficial owner <sup>(3)</sup>
Shougang Holding (Hong Kong) Limited ("Shougang HK")	416,501,400	40.93	Deemed interest <sup>(4)</sup>
Morgan Stanley	105,531,000	10.37	Interests of controlled corporations <sup>(5)</sup>
JPMorgan Chase & Co. (formerly known as "J. P. Morgan Chase & Co.")	73,925,000	7.26	Approved lending agent <sup>(6)</sup>
Cao Zhong	65,002,000	6.39	Beneficial owner <sup>(7)</sup>



## **SUBSTANTIAL SHAREHOLDERS' INTERESTS (continued)**

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### **Long position in shares (continued)**

*Notes:*

- (1) Fair Union is beneficially interested in 132,475,000 shares and is deemed to be interested in the 144,984,400 shares held by Richson and the 2,338,000 shares held by Casula Investments Limited ("Casula") as Richson and Casula are its wholly owned subsidiaries.
- (2) Shougang International is deemed to be interested in the 132,475,000 shares held by Fair Union, the 144,984,400 shares held by Richson and the 2,338,000 shares held by Casula as Richson and Casula are wholly owned by Fair Union, a wholly owned subsidiary of Shougang International.
- (3) Able Legend is beneficially interested in 126,984,000 shares.
- (4) Shougang HK is deemed to be interested in the 126,984,000 shares and the 9,720,000 shares held by Able Legend and Prime Success Investment Limited ("Prime Success") respectively as Able Legend and Prime Success are its wholly owned subsidiaries and is also deemed to be interested in the 132,475,000 shares held by Fair Union, the 144,984,400 shares held by Richson and the 2,338,000 shares held by Casula as it is the holding company of Shougang International.



**SUBSTANTIAL SHAREHOLDERS' INTERESTS (continued)****Long position in shares (continued)***Notes (continued):*

- (5) Morgan Stanley is interested in 105,531,000 shares.

The following is a breakdown of the interests in shares of Morgan Stanley:

Controlled Corporation	Controlling Shareholder	% control	Total interest in shares		Approximate % of the issued share capital
			Direct interest	Deemed interest	
Morgan Stanley Capital Management, L.L.C.	Morgan Stanley	100	-	105,531,000	10.37
Morgan Stanley Domestic Capital, Inc.	Morgan Stanley Capital Management, L.L.C.	100	-	105,531,000	10.37
Morgan Stanley International Holdings Incorporated	Morgan Stanley	80	-	105,531,000	10.37
Morgan Stanley International Incorporated	Morgan Stanley	100	-	105,531,000	10.37
Morgan Stanley Asia Pacific (Holdings) Limited	Morgan Stanley International Incorporated	90	-	105,531,000	10.37
Morgan Stanley Asia Regional (Holdings) III LLC	Morgan Stanley Asia Pacific (Holdings) Limited	100	-	105,531,000	10.37
Morgan Stanley Dean Witter (Singapore) Holdings Pte Ltd	Morgan Stanley Asia Regional (Holdings) III LLC	100	-	105,531,000	10.37
Morgan Stanley Investment Management Company	Morgan Stanley Dean Witter (Singapore) Holdings Pte Ltd.	100	105,531,000	-	10.37

- (6) The capacity of JPMorgan Chase Bank in holding the 73,925,000 shares was as an approved lending agent. JPMorgan Chase & Co. was deemed to be interested in the 73,925,000 shares as it wholly owns JPMorgan Chase Bank.
- (7) Mr. Cao Zhong is deemed to be interested in 65,002,000 shares as he holds 65,002,000 underlying shares of the Company as attached share options granted to him by the Company. The details of his share options are set out under the heading "DIRECTORS' INTERESTS IN THE SHARE CAPITAL OF THE COMPANY AND ITS RESPECTIVE ASSOCIATED CORPORATIONS" hereabove.

