

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND CONVERTIBLE BONDS

At 31 August 2004, the interests or short positions of the directors and their associates in the shares, underlying shares and convertible bonds of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

(a) The Company

Name of directors	Number of ordinary shares held as personal interests	Approximate percentage of the issued share capital of the Company %
Kazumasa ISHII	80,000	0.031
Kozo MURATA	8,000	0.003
WONG Mun Yu	18,000	0.007
LAM Man Tin	50,000	0.019
Motoya OKADA	100,000	0.038
Tatsuichi YAMAGUCHI	22,000	0.008
SHAO You Bao	200,000	0.077
LAM PEI Peggy	200,000	0.077
	678,000	0.260

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND CONVERTIBLE BONDS (continued)

(b) AEON Co., Ltd., the Company's ultimate holding company

Name of directors	Number of shares held		Total	Approximate percentage of interest %
	Personal interests	Family interests		
Kazumasa ISHII	14,000	–	14,000	0.0019
Kozo MURATA	6,000	–	6,000	0.0008
Toshiji TOKIWA	4,000	–	4,000	0.0006
Motoya OKADA (Note)	406,696	8,742	415,438	0.0573
Tatsuichi YAMAGUCHI	22,000	–	22,000	0.0030
	<u>452,696</u>	<u>8,742</u>	<u>461,438</u>	<u>0.0636</u>

Note:

The family interest of Mr. Motoya OKADA is held by his spouse. In addition, Mr. Motoya OKADA also has a personal interest in the debentures of AEON Co., Ltd. with a total nominal value of ¥2,000,000.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND CONVERTIBLE BONDS (continued)

(c) Other associated corporations

	Kozo MURATA		Toshiji TOKIWA		Motoya OKADA		SHAO You Bao	
	Approximate Number of shares	percentage of interest %	Approximate Number of shares	percentage of interest %	Approximate Number of shares	percentage of interest %	Approximate Number of shares	percentage of interest %
AEON Credit Service (Asia) Company Limited	-	-	-	-	110,000	0.026	330,000	0.079
AEON Fantasy Co., Ltd.	-	-	-	-	24,200	0.211	-	-
AEON Forest Co., Ltd.	-	-	-	-	3,000	0.038	-	-
AEON Kyushu Co., Ltd.	-	-	-	-	2,400	0.015	-	-
AEON Techno Service Co., Ltd.	-	-	-	-	15,000	0.139	-	-
AEON Thana Sinsap (Thailand) Plc.	-	-	500,000	0.200	1,500,000	0.600	-	-
Aeonmall Co., Ltd.	-	-	-	-	1,200	0.004	-	-
Certo Co., Ltd.	-	-	-	-	2,000	0.033	-	-
Jaya JUSCO Stores Bhd.	-	-	-	-	75,000	0.085	-	-
Laura Ashley Japan Co., Ltd.	1	0.012	-	-	10	0.119	-	-
Maxvalu Tohoku Co., Ltd.	-	-	-	-	6,000	0.050	-	-
Reform Studio Co., Ltd.	-	-	-	-	5	0.208	-	-
Ryukyuu JUSCO Co., Ltd.	-	-	-	-	500	0.089	-	-
The Talbots, Inc.	-	-	-	-	44,000	0.079	-	-
Zwei Co., Ltd.	-	-	-	-	4,000	0.111	-	-

All the shares held are personal interests.

Other than as disclosed above, at 31 August 2004, none of the directors, chief executives nor their associates had any interests or short positions in any shares, underlying shares and convertible bonds of the Company or any of its associated corporations.