

## SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30th September, 2004, the following persons (other than the directors of the Company) were substantial shareholders of the Company (as defined in the Listing Rules) and had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Name of shareholder	Note	Total	Percentage of issued share capital
United Success Enterprises Limited	a	420,788,331	50.43%
A-ONE INVESTMENTS LIMITED ("A-ONE")	b	420,788,331	50.43%
Arisaig Greater China Fund ("Arisaig")	c	44,553,964	5.34%
Arisaig Partners (Mauritius) Limited ("Arisaig Mauritius")	d	44,553,964	5.34%
Cooper Lindsay William Ernest ("Mr. Cooper")	e	44,553,964	5.34%

*Notes:*

- a. United Success was wholly-owned by Mr. Leung Yung. United Success was one of the parties acting in concert under the Placing and Top Up and so was deemed to be interested in 420,788,331 shares of the Company pursuant to section 317 of the SFO.
- b. Mr. Chau Cham Wong, Patrick and Mr. Leung Yung controlled 50.45% and 49.55% of A-ONE respectively. A-ONE was one of the parties acting in concert under the Placing and Top Up, and was deemed to be interested in 420,788,331 shares of the Company pursuant to section 317 of the SFO.
- c. This represented a direct holding by Arisaig of the shares of the Company.
- d. Arisaig Mauritius was the investment manager of Arisaig. This represented an interest in the shares arising by virtue of Arisaig Mauritius acting as discretionary investment manager of Arisaig pursuant to the SFO.
- e. Mr. Cooper was deemed to be interested, through his indirect 33.33% beneficial interest, in Arisaig Mauritius.

Save as disclosed above, the Company has not been notified of any other person (other than the directors of the Company) who had an 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 pursuant to Section 336 of the SFO as at 30th September, 2004.

## PRACTICE NOTE 19 OF THE LISTING RULES

In accordance with the disclosure requirements of paragraph 3.7.1 of Practice Note 19 of the Listing Rules, the following disclosures are included in respect of a facility agreement dated 14th October, 2003 relating to a 3.5-year term loan facility of HK\$380 million (the "Facility") made available to the Company (the "Facility Agreement").

The Facility Agreement contains certain events of default including:

- a. if Mr. Chau Cham Wong, Patrick ceases at any time during the subsistence of the Facility Agreement to be the Chairman of the Company and the Group; and
- b. if Mr. Chau Cham Wong, Patrick and Mr. Leung Yung collectively are no longer the single largest shareholder of the Company, holding beneficially (direct or indirect) more than 35% of the voting share capital of the Company; or no longer control the Board of the Company.

Upon the occurrence of an event of default under the Facility Agreement and so long as it is continuing, BNP Paribas Hong Kong Branch as agent may, inter alia, upon instructions from the majority lenders declare that all or part of the Facility, together with accrued interest, and all other amounts accrued under the finance documents as referred to under the Facility Agreement be immediately due and payable.