

## **OTHER INFORMATION**

The Directors submit their interim report together with the unaudited financial results of PORTS DESIGN LIMITED (“PORTS” or the “Company”) and its subsidiaries (the “Group”) for the six months ended 30 June 2005.

### **Interim Dividend and Closure of Register of Members**

The earnings for the Group for the six months ended 30 June 2005 are RMB66.6 million (US\$8.05 million). The Directors have declared an interim dividend of RMB0.075 per share for the six months ended 30 June 2005, totaling RMB40.74 million (US\$4.92 million) to be payable to shareholders registered as at 30 September 2005 (2004: 27 September 2004).

The interim dividend will be payable on 5 October 2005 to shareholders whose names appear on the register of members of the Company on 30 September 2005. The register of members will be closed from 27 September 2005 to 30 September 2005, both days inclusive, during which period no transfer of shares can be effected.

In order to qualify for the above dividend, all transfer of shares accompanied by the requisite share certificates must be lodged with the Company's Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. on 26 September 2005.

### **Directors**

The Directors of PORTS during the six months ended 30 June 2005 were:

#### **Executive Directors**

Mr. Edward Tan Han Kiat  
Mr. Alfred Chan Kai Tai  
Mr. Pierre Frank Bourque

#### **Non-Executive Directors**

Mr. Kunnasagaran Chinniah

#### **Independent Non-Executive Directors**

Mr. Rodney Ray Cone  
Ms. Valarie Fong Wei Lynn  
Ms. Lara Magno Lai

## Directors' and Chief Executives' Interests and Short Positions

As at 30 June 2005, the interests of each Director, chief executive of the Company and their respective associates in the shares, underlying shares and debentures of the Company or any associated corporations of the Company (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 pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, are as follows:

### (i) Shares of the Company of HK\$0.0025 each ("Shares")

	Personal Interest	Corporate Interest	Family Interest	Other interest	Total interest
Mr. Edward Han Kiat Tan	0	251,091,276	0	0	251,091,276
Mr. Alfred Kai Tai Chan	0	251,091,276	0	0	251,091,276
Mr. Pierre Frank Bourque	0	0	0	0	0
Mr. Kunnasagaran Chinniah	0	0	0	0	0
Mr. Rodney Ray Cone	0	0	0	0	0
Ms. Valarie Fong Wei Lynn	0	0	0	0	0
Ms. Lara Magno Lai	0	0	0	0	0

*Note: 3,491,276 Shares are owned by Ports International Enterprise Limited ("PIEL"), the issued share capital of which is owned as to 50% by Mr. Tan and Mr. Chan. 247,600,000 Shares are owned by CFS International Inc., a direct subsidiary of PIEL. Mr. Tan and Mr. Chan are deemed to be interested in 46.22% of the issued share capital of the Company by virtue of their respective interests in PIEL pursuant to Part XV of the SFO.*

### (ii) Share options in the Company

	Number of outstanding share options	Percentage of issued share capital
Mr. Pierre Frank Bourque	45,000	0.03%
Mr. Rodney Ray Cone	15,000	0.01%
Ms. Valarie Fong Wei Lynn	15,000	0.01%

Other than the holdings disclosed above, during the first half of 2005 no interests and short positions were held or deemed taken to be held under Part XV of the SFO by any Director or chief executive of the Company or their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Stock Exchange pursuant to Part XV of the SFO or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies or which were required pursuant to section 352 of the SFO to be entered in the register referred to therein.

## Share Options Scheme

Details of the share options outstanding as at 30 June 2005 under the Scheme were as follows:

	Options held at 1/1/2005	Options granted during the period	Options exercised during the period	Options lapsed during the period	Exercise Price (HK\$)	Grant Date	Exercisable from	Exercisable until
Mr. Edward Tan Han Kiat	0	0	0	0	10.50	N/A	N/A	N/A
Mr. Alfred Chan Kai Tai	0	0	0	0	10.50	N/A	N/A	N/A
Mr. Pierre Frank Bourque	45,000	0	0	0	10.50	Nov-3-2003	Nov-3-2003	Nov-2-2013
Mr. Kunnasagaran Chinniah	0	0	0	0	10.50	N/A	N/A	N/A
Mr. Rodney Ray Cone	15,000	0	0	0	10.50	Nov-3-2003	Nov-3-2003	Nov-2-2013
Ms. Valarie Fong Wei Lynn	15,000	0	0	0	10.50	Nov-3-2003	Nov-3-2003	Nov-2-2013
Continuous contract employees	3,410,200	0	4,964	8,236	10.50	Nov-3-2003	Nov-3-2003	Nov-2-2013

*Note: On and subject to the terms of the Share Option Scheme, the Options shall only be exercisable in respect of such part thereof that has been vested in accordance with the following manner:*

**Fraction of the shares covered under the option**      **Vesting date**

1/3	First anniversary of the offer date
1/3	Second anniversary of the offer date
1/3	Third anniversary of the offer date

*The Board may in its absolute discretion relax or accelerate all or any of the above vesting periods in such manner as it may deem fit.*

## Substantial Shareholders

As at 30 June 2005, the interests or short positions of the shareholders, other than a Director or Chief Executive of the Company, 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:

Names of shareholders	Class of shares	Capacity	Number of shares of the Company	Total number of shares of the Company	Percentage of the issued share capital
CFS International Inc.	Ordinary	Beneficial Owner	247,600,000	247,600,000	45.58%
Ports International Enterprises Limited	Ordinary	Beneficial Owner	3,491,276	251,091,276	46.22%
		Interest of Controlled Corporation	247,600,000		
Arisaig Partners (Mauritius) Limited	Ordinary	Beneficial Owner	42,556,000	42,556,000	7.83%
Cooper Lindsay William Ernest	Ordinary	Interest of Controlled Corporation	42,556,000	42,556,000	7.83%
Baring Asset Management	Ordinary	Investment Manager	33,358,000	33,358,000	6.14%
Tetrad Ventures Pte. Limited	Ordinary	Beneficial Owner	32,620,724	32,620,724	6.00%
GIC Special Investments Pte. Ltd.	Ordinary	Interest of Controlled Corporation	32,620,724	32,620,724	6.00%
Government of Singapore Investment Corp. Pte. Ltd.	Ordinary	Interest of Controlled Corporation	32,620,724	32,620,724	6.00%
Government of Singapore Investment Corporation (Ventures) Pte. Ltd.	Ordinary	Interest of Controlled Corporation	32,620,724	32,620,724	6.00%
Minister for Finance (Incorporated), Singapore	Ordinary	Interest of Controlled Corporation	32,620,724	32,620,724	6.00%
Lloyd George Investment Management (Bermuda) Ltd	Ordinary	Beneficial Owner	27,477,500	27,477,500	5.06%

*Note: All interests disclosed are long positions of the relevant entities in the shares of the Company.*

Save as disclosed above, the register required to be kept under section 336 of the SFO showed that the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company as at 30 June 2005.

## **Directors' Interests in Contracts of Significance**

There were no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, at the end of the period ended 30 June 2005.

## **Purchase, Sale or Redemption of Group's Listed Securities**

During the six months ended 30 June 2005, the Company has not redeemed, and neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed securities.

## **Pre-emptive Rights**

There is no provision regarding pre-emptive rights under the Bye-Laws of the Company and the laws of Bermuda.

## **Retirement Scheme**

The Group participates in the Pension Plan benefit scheme mandated by the PRC government for its employees based in the PRC and the Mandatory Provident Plan mandated by the Hong Kong Government for its employees in Hong Kong.

## **Pledging of shares by controlling shareholders**

The controlling shareholder of the issuer has not pledged any of its interests in shares of the Group to any third-party.

## **Statement of Sufficiency of Public Interest**

As at 31 August 2005, based on the information publicly available to the Company and within the knowledge of the Directors, 44.41% of the Shares were publicly held.



On Behalf of the Board  
**Edward Tan Han Kiat**  
*Chairman*

31 August 2005 Xiamen, China