

**OTHER INFORMATION****DIRECTORS**

The directors during the period and up to the date of this report were:

**Executive directors**

Mr. Chan Yum Kit  
 Ms. Tsui How Kiu, Shirley  
 Mr. Chui Hing Yee  
 Mr. Chan Sze Chun

**Independent non-executive directors**

Ms. Yu Yuk Ying, Vivian  
 Mr. Chu Chun Kit, Sidney  
 Ms. Wong Shuk Ying, Helen

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES**

As at 30 September 2005, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Rules Governing the Listing of Securities ("Listing Rules") on the Stock Exchange were as follows:

<b>Name of director</b>	<b>Number of shares</b>	<b>Nature of interest</b>
Mr. Chan Yum Kit	190,000,000	Corporate/Family (Notes (1) and (2))
Ms. Tsui How Kiu, Shirley	190,000,000	Corporate/Family (Notes (1) and (2))

*Notes:*

- (1) These shares are held by Super Result Consultants Limited ("Super Result"). The share capital of Super Result is beneficially owned by Mr. Chan Yum Kit ("Mr. Chan"), Ms. Tsui How Kiu, Shirley ("Ms. Tsui") and Mr. Chui Hing Yee as to 46.7%, 46.7% and 6.6% respectively. Each of Mr. Chan and Ms. Tsui will therefore be deemed to be interested in the 190,000,000 shares held by Super Result as corporate interest.
- (2) Since Mr. Chan and Ms. Tsui are married to the other, Mr. Chan will be deemed to be interested in the shares which Ms. Tsui will be deemed to be interested in as family interest and vice versa.

In addition to the above, certain director has non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Group. Certain directors also have beneficial interests in non-voting deferred shares practically carrying no rights to dividends or to receive notice of or to attend or vote at any general meeting or to participate in any distribution or winding up in a subsidiary.

Apart from the foregoing, as at 30 September 2005, none of the directors or the chief executive of the Company or their respective associates had any 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, as recorded in the register kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### SHARE OPTION SCHEME

Pursuant to the share option scheme adopted on 25 January 2002, the Company has granted certain directors and employees of the Company and other participant options to subscribe for shares of the Company. A summary of the movements of the outstanding share options during the six months ended 30 September 2005 is set out below.

Eligible person	Number of share options				Balance as at 30/09/2005	Exercise price per share HK\$	Date of grant (DD/MM/YYYY)	Exercisable period (DD/MM/YYYY)
	Balance as at 01/04/2005	Granted during the period	Exercised during the period	Lapsed/cancelled during the period				
<i>Director</i>								
Mr. Chan	2,100,000	-	-	-	2,100,000	1.15	02/04/2002	23/04/2002-01/04/2012
Ms. Tsui	2,100,000	-	-	-	2,100,000	1.15	02/04/2002	23/04/2002-01/04/2012
Chui Hing Yee	500,000	-	-	-	500,000	1.15	02/04/2002	23/04/2002-01/04/2012
Chan Sze Chun	900,000	-	-	-	900,000	1.15	02/04/2002	23/04/2002-01/04/2012
Yu Yuk Ying, Vivian	100,000	-	-	-	100,000	1.15	02/04/2002	23/04/2002-01/04/2012
<i>Continuous contract employees in aggregate</i>	250,000	-	-	-	250,000	1.15	02/04/2002	02/04/2003-01/04/2012
<i>Suppliers of services in aggregate</i>	200,000	-	-	-	200,000	1.15	02/04/2002	23/04/2002-01/04/2012
	<b>6,150,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,150,000</b>			

Apart from the foregoing, at no time during the period ended 30 September 2005 was the Company, its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors or the chief executive of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

As at 30 September 2005, the interests or short positions of the following shareholders, other than the directors and the chief executive of the Company, in the shares or underlying shares of the Company which have been disclosed to the Company pursuant to Part XV of the SFO have been recorded in the register kept by the Company under section 336 of the SFO:

Name of shareholder	Aggregate long position in shares	Approximate percentage of aggregate interests to total issued share capital
Super Result	190,000,000	67.42% <i>(Note 1)</i>
Ixis Asset Management Asia Ltd	28,098,000	9.97% <i>(Note 2)</i>

*Notes:*

- 1 The share capital of Super Result is beneficially owned by Mr. Chan, Ms. Tsui and Mr. Chui Hing Yee as to 46.7%, 46.7% and 6.6% respectively.
- 2 The capacity of Ixis Asset Management Asia Ltd in holding the 28,098,000 shares was an investment manager.

Apart from the foregoing, and other than the directors and the chief executive of the Company whose interests are set out in the sections "Directors' and chief executive's interests in securities" and "Share option scheme" above, no person was recorded in the register kept by the Company under section 336 of the SFO as having an interest or a short position in the shares or underlying shares of the Company as at 30 September 2005.

**PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

There were no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries during the period.

**CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company has complied with the code provisions listed in the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules throughout the period, with the exception of the following deviations:

- a. Mr. Chan is the chairman of the Board and also assumes the role of chief executive officer. The Board considers that the current management structure ensures consistent leadership and optimal efficiency for the operation of the Company.
- b. Pursuant to the articles of association of the Company prior to 23 August 2005, at each annual general meeting of the Company, one-third of the directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) should retire from office by rotation, provided that the chairman of the Board and the managing director of the Company were not subject to the retirement by rotation. Moreover, any director appointed to fill a casual vacancy or as addition to the Board should hold office until the next following annual general meeting and would then be eligible for re-election. These constitute deviations from the code provision A.4.2 of the CG Code.

To comply with the code provision, relevant amendments to the articles of association of the Company were proposed and approved by the shareholders at the annual general meeting of the Company held on 23 August 2005.

**MODEL CODE FOR SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, the directors have complied with the required standard set out in the Model Code, throughout the period of six months ended 30 September 2005.

### **AUDIT COMMITTEE**

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises three independent non-executive directors of the Company.

The audit committee of the Company has reviewed with the management the accounting principles and practices adopted by the Group and the unaudited consolidated financial statements of the Group for the six months ended 30 September 2005.

### **REMUNERATION COMMITTEE**

To comply with the CG Code, a remuneration committee was established on 27 May 2005. The members of the remuneration committee comprises two independent non-executive directors of the Company, Ms. Yu Yuk Ying, Vivian and Mr. Chu Chun Kit, Sidney, and one executive director, Mr. Chan Sze Chun.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 4 January 2006 to 6 January 2006, both days inclusive, during which period no transfer of shares will be registered. To qualify for the interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on Tuesday, 3 January 2006.

By Order of the Board  
**Chan Yum Kit**  
*Chairman*

Hong Kong SAR, 16 December 2005