

INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 31 October 2005.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 October 2005, the interests or short positions of the Directors or their associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register maintained by the Company pursuant to 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, are set out below:

Name	Company	Capacity	Interest in shares
Vong Tat leong David (note 1)	The Company	Indirect beneficial owner through a controlled corporation	4,062,000,000 ordinary shares
Wong Chi Man (note 2)	The Company	Direct beneficial owner and through a controlled corporation	59,524,000 ordinary shares
Wong See Sum J.P. (note 3)	The Company	Direct beneficial owner	2,735,000 ordinary shares

Notes:

1. The interest of Mr Vong is held by Vongroup Holdings Limited, of which he is the ultimate beneficial owner.
2. The interest of Wong Chi Man includes 48,299,000 shares held by Cambo Enterprises Limited (“Cambo”), 8,563,000 shares held by New Top Investment Limited (“New Top HK”), and 2,662,000 shares held by Wong Chi Man. Cambo is approximately 48.61% owned by New Top HK, approximately 2.89% owned by Wong Chi Man, approximately 14.64% by Wong See Sum, J.P., and the remaining approximately 33.86% is beneficially owned by holders holding less than 10% each. New Top HK’s ultimate beneficial owner is Wong Chi Man.
3. The interest of Wong See Sum, J.P. is his direct personal interest.

Save as disclosed above, as at 31 October 2005, none of the Directors or their associates had any personal, family, corporate or other interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as defined in SFO.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under “SHARE OPTION SCHEME” below, at no time during the six months ended 31 October 2005 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; nor was the Company, its holding company, its fellow subsidiary or any of its subsidiaries a party to any arrangement to enable the Company’s Directors, their respective spouse or children under 18 years of age to acquire such rights in or any other body corporate.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 15 September 2001 (“the Share Option Scheme”). Pursuant to the Share Option Scheme, the Directors of the Company, at their discretion, may grant options to Directors, officers and employees (whether full time or part-time) of the Company or a subsidiary and any other groups or classes of suppliers, customers, sub-contractors or agents of the Group from time to time determined by the Directors as having contributed or may contribute to the development and growth of the Group. However, no share options were outstanding nor granted during the period of six months ended 31 October 2005.

SUBSTANTIAL SHAREHOLDERS

As at 31 October 2005, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO.

	Interest in shares (Note)	Nature of interest	Percentage of the Company's issued share capital
Vongroup Holdings Limited	4,062,000,000	Direct beneficial owner	73.85
Vong Tat leong David	4,062,000,000	Indirect beneficial owner through a controlled corporation	73.85

Note: The relationship between Vongroup Holdings Limited and Mr Vong is disclosed under "DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES" above.

Save as disclosed above, no person had registered an interest in the issued share capital of the Company that was required to be recorded under Section 336 of the SFO.

POST BALANCE SHEET EVENT

Subsequent to the balance sheet date, the Company had the following post balance sheet event:

On 12 December 2005, Vongroup Holdings Limited (the “Vendor”) entered into a Placing Agreement with Shun Loong Securities Company Limited (the “Placing Agent”), pursuant to which the Placing Agent placed 11,045,000 existing shares (the “Placing Shares”) at a price of HK\$1.50 per share on behalf of the Vendor. On the same day, the Vendor entered into a conditional agreement with the Company for the subscription of 11,045,000 shares (the “Top-Up Subscription Shares”) at the same price per share. The net price of the Top-Up Subscription Shares amounted to approximately HK\$1.45 per share. The Placing Shares represent approximately 0.201% of the then existing issued share capital of the Company and approximately 0.20% of the total issued share capital of the Company as enlarged by the Top-Up Subscription.

The Placing Shares were placed by the Placing Agent to not less than six independent professional, institutional and/or individual investors. The shareholding of the Vendor in the issued share capital of the Company was reduced from approximately 73.85% to approximately 73.65% upon completion of the Placing but before completion of the Top-Up Subscription, and was increased to approximately 73.71% upon completion of the Placing and the Top-Up Subscription. The Placing and the Top-Up Subscription were completed on 23 December 2005.

The Placing and the Top-Up Subscription are effected to enable the Company to raise funds. The Company intends to use the net proceeds of the Top-Up Subscription of approximately HK\$15.9 million for the Company’s working capital.