

**DIRECTORS' INTERESTS**

As at 30 June 2006, the interests (including short positions) of the Directors and chief executive of the Company (including their respective spouses, infant children, related trusts and companies controlled by them) in the Shares, convertible securities, warrants, options or derivatives in respect of securities which carried voting rights of the Company and its associated corporations (within the meaning of the Securities & Futures Ordinance (“SFO”)), which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (“Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short position in which any such Director or chief executive was taken or deemed to have under such provisions of the SFO) or which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listing Companies in the Rules Governing the Listing of Securities (“Listing Rules”) on the Stock Exchange, were as follows:

**The Company**

Name of Director	Capacity/ Nature of interest	Number of Shares held		Percentage of shareholding (%)
		Long position	Short position	
Zen Wei Peu, Derek	Personal	106,391,421	–	13.62
David Howard Gem	Personal	140,000	–	0.02
Cheng Chi Pang, Leslie	Personal	1,170,000	–	0.15
Lam Wai Hon, Patrick	Personal	140,000	–	0.02

**DIRECTORS' INTERESTS** (continued)**Associated corporations**

Name of Director	Name of company	Capacity/ Nature of interest	Number of shares held		Percentage of shareholding (%)
			Long position	Short position	
Zen Wei Peu, Derek	Wai Kee Holdings Limited ("Wai Kee")	Personal	185,057,078 (Note 1)	–	23.33
	Wai Kee (Zens) Construction & Transportation Company Limited ("WKC&T")	Personal	2,000,000 (Note 2)	–	10.00
	Wai Luen Stone Products Limited	Personal	30,000 (Note 3)	–	37.50
David Howard Gem	Wai Kee	Personal	500,000 (Note 4)	–	0.06
	Kaden	Corporate	75,000 (Note 5)	–	1.15
Cheng Chi Pang, Leslie	Wai Kee	Personal	500,000 (Note 6)	–	0.06
Lam Wai Hon, Patrick	Wai Kee	Personal	300,000 (Note 7)	–	0.04

## Notes:

1. The number of shares taken to be interested or to have a long position by Mr. Zen Wei Peu, Derek was 185,057,078 ordinary shares of HK\$0.10 each in the capital of Wai Kee.
2. The number of shares taken to be interested or to have a long position by Mr. Zen Wei Peu, Derek was 2,000,000 non-voting deferred shares of HK\$1.00 each in the capital of WKC&T, a wholly owned subsidiary of the Company.

### **DIRECTORS' INTERESTS** (continued)

#### **Associated corporations** (continued)

3. The number of shares taken to be interested or to have a long position by Mr. Zen Wei Peu, Derek was 30,000 non-voting deferred shares of HK\$10.00 each in the capital of Wai Luen Stone Products Limited, a wholly owned subsidiary of Wai Kee.
4. The number of shares taken to be interested or to have a long position by Mr. David Howard Gem was 500,000 ordinary shares of HK\$0.10 each in the capital of Wai Kee.
5. The number of shares taken to be interested or to have a long position by Mr. David Howard Gem was 75,000 ordinary shares of £1.00 each in the capital of Kaden through his 100% interest in Transoceanic Ventures Limited.
6. The number of shares taken to be interested or to have a long position by Dr. Cheng Chi Pang, Leslie was 500,000 ordinary shares of HK\$0.10 each in the capital of Wai Kee.
7. The number of shares taken to be interested or to have a long position by Mr. Lam Wai Hon, Patrick was 300,000 ordinary shares of HK\$0.10 each in the capital of Wai Kee.

Save as disclosed above, as at 30 June 2006, none of the Directors or chief executive of the Company had any interests or short positions in any equity or debt securities of the Company or any associated corporations (within the meaning of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which any such Director or chief executive was taken or deemed to have under such provisions of the SFO) or which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

**SUBSTANTIAL SHAREHOLDERS**

As at 30 June 2006, so far as was known to the Directors or the chief executive of the Company, the following person (other than a Director or chief executive of the Company) had an interest or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of substantial Shareholder	Capacity/Nature of interest	Number of Shares held and percentage of shareholding			
		Long position		Short position	
		Number of Shares	%	Number of Shares	%
Top Horizon Holdings Limited ("Top Horizon") (Note 1(a))	Personal/ Beneficiary	592,421,270 (Notes 1 and 2)	75.81	–	–
Wai Kee (Zens) Holding Limited ("Wai Kee (Zens)") (Note 1(b))	Personal/ Beneficiary	5	0.00	–	–
	Corporate	592,421,270 (Notes 1 and 3)	75.81	–	–
Wai Kee (Note 1(c))	Corporate	592,421,275 (Notes 1 and 3)	75.81	–	–
Vast Earn Group Limited (Note 1(d))	Personal/ Beneficiary	59,883,040 (Note 1)	7.66	–	–
NWS Service Management Limited (incorporated in the British Virgin Islands) (Note 1(e))	Corporate	59,883,040 (Note 1)	7.66	–	–
NWS Service Management Limited (incorporated in the Cayman Islands) (Note 1(f))	Corporate	59,883,040 (Note 1)	7.66	–	–

**SUBSTANTIAL SHAREHOLDERS** (continued)

Name of substantial Shareholder	Capacity/Nature of interest	Number of Shares held and percentage of shareholding			
		Long position		Short position	
		Number of Shares	%	Number of Shares	%
NWS Holdings Limited (Note 1(g))	Corporate	59,883,040 (Note 1)	7.66	–	–
New World Development Company Limited (Note 1(h))	Corporate	59,883,040 (Note 1)	7.66	–	–
Chow Tai Fook Enterprises Limited (Note 1(i))	Corporate	59,883,040 (Note 1)	7.66	–	–
Centennial Success Limited (Note 1(j))	Corporate	59,883,040 (Note 1)	7.66	–	–
Cheng Yu Tung Family (Holdings) Limited (Note 1(k))	Corporate	59,883,040 (Note 1)	7.66	–	–

## Notes:

## I. Long position in the Shares

- (a) Top Horizon was a direct wholly owned subsidiary of Wai Kee (Zens).
- (b) Wai Kee (Zens) was deemed to be interested in the Shares through its interests in Top Horizon.
- (c) Wai Kee (Zens) was a direct wholly owned subsidiary of Wai Kee. Accordingly, Wai Kee was deemed to be interested in the Shares through its interests in its wholly owned subsidiaries, namely Wai Kee (Zens) and Top Horizon.
- (d) Vast Earn Group Limited was a wholly owned subsidiary of NWS Service Management Limited (incorporated in the British Virgin Islands).
- (e) NWS Service Management Limited (incorporated in the British Virgin Islands) was deemed to be interested in the Shares through its interests in its wholly owned subsidiary, namely Vast Earn Group Limited.
- (f) NWS Service Management Limited (incorporated in the Cayman Islands) was deemed to be interested in the Shares through its interests in its wholly owned subsidiary, namely NWS Service Management Limited (incorporated in the British Virgin Islands).

**SUBSTANTIAL SHAREHOLDERS** (continued)

- (g) NWS Holdings Limited was deemed to be interested in the Shares through its interests in its wholly owned subsidiary, namely NWS Service Management Limited (incorporated in the Cayman Islands).
  - (h) New World Development Company Limited was deemed to be interested in the Shares through its interests in its subsidiary, namely NWS Holdings Limited.
  - (i) Chow Tai Fook Enterprises Limited was deemed to be interested in the Shares through its interests in more than one-third of the issued share capital of New World Development Company Limited.
  - (j) Centennial Success Limited was deemed to be interested in the Shares through its interests in its wholly owned subsidiary, namely Chow Tai Fook Enterprises Limited.
  - (k) Cheng Yu Tung Family (Holdings) Limited was deemed to be interested in the Shares through its interests in its subsidiary, namely Centennial Success Limited.
2. The number of Shares taken to be interested or to have a long position by Top Horizon included (i) 422,421,270 Shares; (ii) derivative of 1,500,000,000 convertible and non-redeemable preference shares in the capital of the Company, which could be convertible into 150,000,000 Shares pursuant to the terms of issue of convertible and non-redeemable preference shares; and (iii) a creditor's put option whereby the creditors of the Company and/or the scheme administrators might, at their sole direction, sell all or part of 20,000,000 Shares to Wai Kee at a price of HK\$0.10 per Share exercisable within 90 days after the expiry of two years following completion of the Scheme of Arrangement (as defined in the circular dated 24 February 2004). The exercise right of such put option was expired on 24 July 2006.
3. The number of Shares taken to be interested or to have a long position by Wai Kee (Zens) and Wai Kee included (i) 422,421,275 Shares; (ii) derivative of 1,500,000,000 convertible and non-redeemable preference shares in the capital of the Company, which could be convertible into 150,000,000 Shares pursuant to the terms of issue of convertible and non-redeemable preference shares; and (iii) a creditor's put option whereby the creditors of the Company and/or the scheme administrators might, at their sole discretion, sell all or part of 20,000,000 Shares to Wai Kee at a price of HK\$0.10 per Share exercisable within 90 days after the expiry of two years following completion of the Scheme of Arrangement. The exercise right of such put option was expired on 24 July 2006.

Save as disclosed above, no other person (other than Directors or chief executives of the Company) had an interest or a short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.