

Other Information

Directors' Interests in shares

As at 30 September 2006, the interests or short positions of the Directors and chief executives of the Company and their associates in the issued share capital 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 required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

(1) *Interests in the Company*

	Ordinary shares of HK\$1 each					Percentage of total issued shares
	Personal interests	Family interests	Corporate interests	Other interests	Total	
Dennis Lo Hoi Yeung	3,451,105	-	-	51,984,279 <i>(note 1)</i>	55,435,384	43.78%
Ng Chi Keung	1,004,000	-	-	-	1,004,000	0.79%
Chan Chee Shing	200,000	-	-	-	200,000	0.16%

Note 1: These shares were held by Neblett Investments Limited ("Neblett"), a company beneficially owned by a trust of which Mr. Dennis Lo Hoi Yeung is a discretionary object. Mr. Dennis Lo Hoi Yeung, by virtue of his interest in the trust as a discretionary object and as the Chairman and Chief Executive of the Company, was deemed to be interested in the shares held by Neblett.



(2) *Interests in Fairwood Fast Food Limited*

	Non-voting deferred shares of HK\$10 each				
	Personal interests	Family interests	Corporate interests	Other interests	Total
Dennis Lo Hoi Yeung	11,500	–	–	279,357 <i>(note 2)</i>	290,857

Note 2: These shares were held by Pengto International Limited (“Pengto”), a company beneficially owned by a trust of which Mr. Dennis Lo Hoi Yeung is a discretionary object. Mr. Dennis Lo Hoi Yeung, by virtue of his interest in the trust as a discretionary object and as the Chairman and Chief Executive of the Company, was deemed to be interested in the shares held by Pengto.

All the interests stated above represent long positions.

Apart from the foregoing and those disclosed under the section “Share option scheme” below, as at 30 September 2006, none of the Directors or chief executives of the Company had any other interests or short positions in the shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Share option scheme

As at 30 September 2006, the Directors and employees of the Company had the following interests in options to subscribe for shares of the Company pursuant to the share option scheme of the Company:

	No. of options outstanding at 1 April 2006	No. of options granted during the period	Date granted	Exercisable period	No. of options cancelled during the period	No. of options exercised during the period	No. of options outstanding at 30 September 2006	Exercise price per share (HK\$)	Closing price per share immediately before date of grant of options (HK\$)	Closing price per share immediately before date of exercise of options* (HK\$)
Ng Chi Keung (Director)	500,000	–	7 February 2003	1 January 2004 to 31 December 2008 (Note 1)	–	250,000	250,000	1.00	0.75	6.25
Chan Chee Shing (Director)	500,000	–	7 February 2003	1 January 2004 to 31 December 2008 (Note 1)	–	250,000	250,000	1.00	0.75	7.40
Employees	737,500	–	7 February 2003	1 January 2004 to 31 December 2008 (Note 1)	12,500	97,000	628,000	1.00	0.75	6.67
Employee	700,000	–	2 August 2004	1 January 2006 to 31 December 2008 (Note 2)	–	–	700,000	2.075	2.10	–
Employee	600,000	–	1 September 2004	23 September 2005 to 22 September 2009 (Note 3)	–	–	600,000	2.325	2.35	–
Employee	600,000	–	25 April 2005	14 June 2006 to 13 June 2013 (Note 4)	–	120,000	480,000	3.50	3.50	7.40

* being the weighted average closing price of the Company's ordinary shares immediately before the dates on which the options were exercised.



Notes:

- (1) These options shall be exercisable in the following four batches:
 - (i) One-fourth of the options is exercisable during the period from 1 January 2004 to 31 December 2008;
 - (ii) One-fourth of the options is exercisable during the period from 1 January 2005 to 31 December 2008;
 - (iii) One-fourth of the options is exercisable during the period from 1 January 2006 to 31 December 2008; and
 - (iv) One-fourth of the options is exercisable during the period from 1 January 2007 to 31 December 2008.

- (2) These options shall be exercisable in the following three batches:
 - (i) 500,000 options are exercisable during the period from 1 January 2006 to 31 December 2008;
 - (ii) 500,000 options are exercisable during the period from 1 January 2007 to 31 December 2008; and
 - (iii) 200,000 options are exercisable during the period from 1 January 2008 to 31 December 2008.

- (3) These options shall be exercisable in the following four batches:
 - (i) One-fourth of the options is exercisable during the period from 23 September 2005 to 22 September 2006;
 - (ii) One-fourth of the options is exercisable during the period from 23 September 2006 to 22 September 2007;
 - (iii) One-fourth of the options is exercisable during the period from 23 September 2007 to 22 September 2008; and
 - (iv) One-fourth of the options is exercisable during the period from 23 September 2008 to 22 September 2009.

- (4) These options shall be exercisable in the following five batches:
- (i) One-fifth of the options is exercisable during the period from 14 June 2006 to 13 June 2009;
 - (ii) One-fifth of the options is exercisable during the period from 14 June 2007 to 13 June 2010;
 - (iii) One-fifth of the options is exercisable during the period from 14 June 2008 to 13 June 2011;
 - (iv) One-fifth of the options is exercisable during the period from 14 June 2009 to 13 June 2012; and
 - (v) One-fifth of the options is exercisable during the period from 14 June 2010 to 13 June 2013.

Apart from the foregoing, at no time during the six months ended 30 September 2006 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of acquisition of shares in or debentures of the Company or any of its associated corporations within the meaning of the SFO.



Substantial interests in the share capital of the Company

As at 30 September 2006, the interests or short positions of every person, other than the Directors and chief executives of the Company, 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, or as otherwise notified to the Company, were as follows:

		<i>Note</i>	Shares directly and/or indirectly held	Percentage of total issued shares
(i)	Neblett	(1)	51,984,279	41.06%
(ii)	Jumbo Easy Limited	(1)	51,984,279	41.06%
(iii)	Winning Spirit International Corp	(1)	51,984,279	41.06%
(iv)	HSBC International Trustee Limited	(1)	51,984,279	41.06%
(v)	Lloyd George Investment Management (Bermuda) Limited		11,876,000	9.38%
(vi)	Veer Palthe Voute NV	(2)	10,157,000	8.02%
(vii)	Dresdner Bank Aktiengesellschaft	(2)	10,157,000	8.02%
(viii)	Allianz Aktiengesellschaft	(2)	10,157,000	8.02%

Notes:

- (1) These interests represent the same block of shares and were held by Neblett. Neblett was a company wholly-owned by Winning Spirit International Corp, which in turn was a company wholly-owned by HSBC International Trustee Limited in the capacity of trustee. Jumbo Easy Limited was deemed to be interested in these shares by virtue of its capacity of a discretionary object of the trust which beneficially owned Neblett and being a wholly-owned company of Mr. Dennis Lo Hoi Yeung. HSBC International Trustee Limited was deemed to be interested in the shares held by Neblett in the capacity of trustee of the trust which beneficially owned Neblett.

- (2) These interests represent the same block of shares and were shares in which Veer Palthe Voute NV was interested as an investment manager. Veer Palthe Voute NV was a wholly owned subsidiary of Dresdner Bank Aktiengesellschaft which was in turn a subsidiary in which Allianz Aktiengesellschaft indirectly held 81.10 per cent controlling interests. Dresdner Bank Aktiengesellschaft and Allianz Aktiengesellschaft were thereby deemed to have an interest in the shares in which Veer Palthe Voute NV was interested.

All the interests stated above represent long positions.

Save as disclosed above, no other interest or short position in the shares or underlying shares of the Company were recorded in the register required to be kept under Section 336 of the SFO as at 30 September 2006.

Interim dividend distribution

The Board declared an interim dividend distribution of HK16.0 cents (2005: HK10.0 cents and a special dividend distribution of HK8.0 cents) per share for the six months ended 30 September 2006 to the shareholders whose names appear on the Register of Members of the Company at the close of business on Monday, 18 December 2006. This represents a distribution of approximately 50% of the Group's profit attributable to equity shareholders. The interim dividend distribution will be paid on or before Friday, 22 December 2006.



Closure of register of members

The Register of Members of the Company will be closed from Friday, 15 December 2006 to Monday, 18 December 2006 both days inclusive, during which no transfer of shares will be effected. In order to qualify for the interim dividend distribution, all transfer of shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong Branch Share Registrars, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:00 p.m. on Thursday, 14 December 2006.

Purchase, sale or redemption of the Company's listed securities

During the six months ended 30 September 2006, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Corporate governance

To ensure stricter compliance with certain code provision of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules and the amendment to Appendix 3 of the Listing Rules, a special resolution was proposed to and had been duly passed at the 2006 annual general meeting of the Company to amend the Bye-Laws of the Company to the effect that: (i) each Director (other than any Director holding office as Chairman or Managing Director) including those appointed for a specific term shall be subject to retirement by rotation at least once every three years; and (ii) the Company may by an ordinary resolution at a general meeting remove any Director.

During the six months ended 30 September 2006, the Company has complied with the CG Code, save and except that (i) the roles of the Chairman and Chief Executive are vested in the same person (Code Provision A.2.1); and (ii) the Chairman and/or Managing Director is not subject to retirement (Code Provision A.4.2). Reasons for the deviations were set out in the Corporate Governance Report of 2005/2006 Annual Report.

Compliance with the Model Code

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules for securities transactions by Directors of the Company. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code throughout the period ended 30 September 2006.

Audit committee

The audit committee comprises three Independent Non-Executive Directors and reports to the Board. The audit committee has reviewed with the management and the Company's external auditors the unaudited financial information and interim results for the six months ended 30 September 2006.

Appreciation

I would like to take this opportunity to thank my fellow directors for their invaluable advice and guidance, and to each and every one of our staff for their hard work and loyalty to the Group.

By Order of the Board
Dennis Lo Hoi Yeung
Chairman and Chief Executive

Hong Kong, 29 November 2006