

Save as disclosed above, as at 30th September 2006, none of the Directors or any chief executive of the Company had an interest or short position in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the Company's share option scheme, at no time during the period was the Company, its subsidiaries or its holding company a party to any arrangement to enable the directors or chief executives of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

### SUBSTANTIAL SHAREHOLDERS

As at 30th September 2006, so far as is known to the Directors, the following persons (other than a Director or chief executive of the Company) had interest in the share capital of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

<b>Name</b>	<b>Number of Shares</b>	<b>Nature of interest</b>	<b>Percentage of shareholding</b>
Aberdare	10,580,475 (Note 1)	Corporate interest	22.30%
Maroc (Note 2)	3,598,498	Beneficial owner	7.59%
Rich Winner Investments Limited	3,199,500 (Note 3)	Beneficial owner	6.74%
Chan Foo Wing	3,199,500 (Note 3)	Corporate interest	6.74%
Lu Wing Yee, Wayne	2,876,000	Beneficial owner	6.06%
Yuen Tsui Ying	2,876,000	Family interest	6.06%
Poon Suet Mui	3,837,250	Beneficial owner	8.09%

Notes:

1. These Shares were beneficially owned by Sum Tai Holdings Limited, which is wholly owned by Aberdare. Aberdare is wholly owned by Mr. Yip How Yin, Maurice as trustee of a discretionary trust established for the benefit of Mr. Yip Sum Yin, Madam Yu Hung Min and their family.
2. Maroc is wholly owned by Mr. Yip Sum Yin as trustee of a discretionary trust established for the benefit of Mr. Yip How Yin, Maurice and his family.
3. These Shares were beneficially owned by Rich Winner Investments Limited. It is a controlled corporation of Mr. Chan Foo Wing.

Save as disclosed above, as at 30th September 2006, according to the register of interests required to be kept by the Company under section 336 of the SFO, there was no person who had any interest or short position in the shares or underlying shares of the Company.

## **CORPORATE GOVERNANCE**

None of the directors of the Company is aware of any information which would reasonably indicate that the Company is not, or was not in compliance with the Code of Corporate Governance Practices, as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange at any time during the six months ended 30th September 2006.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code for Securities Transactions by Directors as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company (the "Code"). The Company had made specific enquiry of the directors of the Company. All the directors confirmed that they had complied with the required standards as set out in the Code during the six months ended 30th September 2006.

## **REVIEW BY AUDIT COMMITTEE**

The Audit Committee of the Company comprises Mr Lai Wing Leung, Peter, Mr Lam Kwok Cheong and Madam Lee Mei Ling, all of whom are independent non-executive directors of the Company. The Audit Committee has reviewed with the management of the Group the accounting principles and practices adopted by the Group, its internal controls and financial reporting matters and the interim report for the six months ended 30th September 2006.