

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

As at 30th September, 2006, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules") were as follows:

(a) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

Name of Director	Capacity	Long position/ Short position	No. of ordinary shares of the Company held	Approximate % of the issued ordinary share capital of the Company 佔本公司已 發行普通股股本 概約百分比
董事姓名	身份	好倉／淡倉	所持本公司 普通股數目	
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	642,939,242	34.99%

Note: Galaxyway Investments Limited was a wholly-owned subsidiary of Chinaview International Limited which was, in turn, wholly owned by Dr. Chan Kwok Keung, Charles. Dr. Chan Kwok Keung, Charles was deemed to be interested in 642,939,242 ordinary shares of the Company held by Galaxyway Investments Limited.

附註：Galaxyway Investments Limited為Chinaview International Limited之全資附屬公司，而Chinaview International Limited則由陳國強博士全資擁有。陳國強博士被視為於Galaxyway Investments Limited所持之642,939,242股本公司普通股中擁有權益。

(b) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF TRASY

Name of Director	Capacity	Long position/ Short position	No. of shares of Trasy held	Approximate % of the issued share capital of Trasy 佔卓施已發行 股本概約百分比
董事姓名	身份	好倉／淡倉	所持卓施股份數目	
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	1,568,681,139	56.45%

Note: The shares of Trasy were held by an indirect wholly-owned subsidiary of the Company. By virtue of his deemed interests in approximately 34.99% of the issued ordinary share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of Trasy.

附註：該等卓施股份由本公司之一間間接全資附屬公司持有。鑑於陳國強博士被視作擁有本公司已發行普通股股本約34.99%權益，故陳國強博士被視作擁有該等卓施股份之權益。

董事於股份、相關股份及債券之權益及淡倉

於二零零六年九月三十日，本公司董事及主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第十五部）之股份、相關股份及債券中持有根據證券及期貨條例第352條須登記於本公司所保存登記冊內之權益及淡倉，或根據香港聯交所證券上市規則（「上市規則」）之上市公司董事進行證券交易之標準守則（「標準守則」）而須另行知會本公司及香港聯交所之權益及淡倉如下：

(a) 於本公司之股份、相關股份及債券之權益及淡倉

(b) 於卓施之股份、相關股份及債券之權益及淡倉

(c) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF PYI

(c) 於保華之股份、相關股份及債券之權益及淡倉

Name of Director	Capacity	Long position/ Short position	No. of shares of PYI held	No. of underlying shares (in respect of the share options (unlisted equity derivatives)) of PYI held 所持保華之相關 股份(有關購股權 (非上市股本 衍生工具))數目	Approximate % of the issued share capital of PYI 佔保華 已發行 股本概約 百分比
董事姓名	身份	好倉／淡倉	所持保華 股份數目		
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	399,859,768	-	27.34%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	11,840,896	-	0.81%
Cheung Hon Kit 張漢傑	Beneficial owner 實益擁有人	Long Position 好倉	400	-	0.00%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	7,186,000	0.49%
Chan Fut Yan 陳佛恩	Beneficial owner 實益擁有人	Long position 好倉	-	4,500,000	0.31%
Shek Lai Him, Abraham 石禮謙	Beneficial owner 實益擁有人	Long position 好倉	2,000	-	0.00%

Note: The shares of PYI were held by an indirect wholly-owned subsidiary of the Company. By virtue of his deemed interests in approximately 34.99% of the issued ordinary share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of PYI.

附註：該等保華股份由本公司之一間間接全資附屬公司持有。鑑於陳國強博士被視作擁有本公司已發行普通股股本約34.99%權益，故陳國強博士被視作擁有該等保華股份之權益。

(d) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF HANNY

(d) 於錦興之股份、相關股份及債券之權益及淡倉

Name of Director	Capacity	Long position/ Short position	No. of shares of Hanny held	No. of underlying shares (in respect of the unlisted equity derivatives) of Hanny held 所持錦興之相關 股份(有關購股權 (非上市股本 衍生工具))數目	Approximate % of the issued share capital of Hanny 佔錦興 已發行 股本概約 百分比
董事姓名	身份	好倉 / 淡倉	所持錦興 股份數目		
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporations (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	84,376,919 (Note 1) (附註1)	-	33.41%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporations (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	-	157,721,743 (Note 1) (附註1)	62.45%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	1,627,697	-	0.64%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	-	315,756 (Note 2) (附註2)	0.13%
Chan Kwok Hung 陳國鴻	Beneficial owner 實益擁有人	Long position 好倉	1,600,000	-	0.63%
Cheung Hon Kit 張漢傑	Beneficial owner 實益擁有人	Long position 好倉	6	-	0.00%
Shek Lai Him, Abraham 石禮謙	Beneficial owner 實益擁有人	Long position 好倉	32	-	0.00%



(d) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF HANNY (continued)*Notes:*

1. The 61,564,560 shares of Hanny were held by indirect wholly-owned subsidiaries of the Company. The Company, through its indirect wholly-owned subsidiary, also holds the 2% convertible bonds of Hanny due 2011 with aggregate principal amount of HK\$95,966,280. Upon full conversion of such convertible bonds at an initial conversion price of HK\$9.0 per share (subject to adjustments), 10,662,920 new shares of Hanny will be issued to an indirect wholly-owned subsidiary of the Company.

Pursuant to a subscription agreement dated 27th June, 2006 (as supplemented by a supplemental agreement dated 30th August, 2006), the Company conditionally agreed to subscribe at completion the Hanny Notes with a principal amount of US\$75,000,000 which entitled its holder to convert such convertible exchangeable notes into 147,058,823 new shares of Hanny at an initial conversion price of US\$0.51 per share (subject to adjustments).

Pursuant to a sale and purchase agreement dated 17th August, 2006 (as supplemented by supplemental agreements dated 28th August, 2006 and 4th October, 2006), an indirect wholly-owned subsidiary of the Company conditionally agreed to acquire 22,812,359 shares of Hanny. The sale and purchase agreement was completed on 7th November, 2006.

By virtue of his deemed interests in approximately 34.99% of the issued ordinary share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares and underlying shares of Hanny.

2. Dr. Chan Kwok Keung, Charles owns the 2% convertible bonds of Hanny due 2011 with principal amount of HK\$2,841,810. Upon full conversion of such convertible bonds at an initial conversion price of HK\$9.0 per share (subject to adjustments), 315,756 new shares of Hanny will be issued to Dr. Chan Kwok Keung, Charles.

(d) 於錦興之股份、相關股份及債券之權益及淡倉 (續)*附註：*

1. 該61,564,560股錦興股份由本公司之間接全資附屬公司持有。本公司透過其間接全資附屬公司亦持有本金總值95,966,280港元於二零一一年到期之錦興2厘可兌換債券。待該等可兌換債券以初步兌換價每股股份9.0港元(可予調整)悉數兌換後，本公司之一間間接全資附屬公司將獲發行10,662,920股新錦興股份。

根據日期為二零零六年六月二十七日之認購協議(經日期為二零零六年八月三十日之補充協議予以補充)，本公司已有條件同意於完成時認購本金額為75,000,000美元錦興票據，有關持有人有權以初步兌換價每股0.51美元(可予調整)將該等可兌換可交換票據兌換為147,058,823股新錦興股份。

根據日期為二零零六年八月十七日之買賣協議(經日期為二零零六年八月二十八日及二零零六年十月四日之補充協議予以補充)，本公司之一間間接全資附屬公司已具有條件同意收購22,812,359股錦興股份。買賣協議已於二零零六年十一月七日完成。

鑑於陳國強博士被視作擁有本公司已發行普通股股本約34.99%權益，故彼被視作於該等錦興股份及相關股份擁有權益。

2. 陳國強博士擁有本金額2,841,810港元於二零一一年到期之錦興2厘可兌換債券。待該等可兌換債券以初步兌換價每股9.0港元(可予調整)悉數兌換後，陳國強博士將獲發行315,756股新錦興股份。

(e) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF BURCON**(e) 於BURCON之股份、相關股份及債券之權益及淡倉**

Name of Director	Capacity	Long position/ Short position	No. of shares of Burcon held	No. of underlying shares (in respect of the share options (unlisted equity derivatives)) of Burcon held	Approximate % of the issued share capital of Burcon
董事姓名	身份	好倉／淡倉	所持Burcon 股份數目	所持Burcon之相關 股份(有關購股權 (非上市股本 衍生工具))數目	佔Burcon 已發行 股本概約 百分比
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	321,074	-	1.33%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	61,000	0.25%

Trasy, PYI, Hanny and Burcon are associated corporations of the Company within the meaning of Part XV of the SFO.

根據證券及期貨條例第十五部之定義，卓施、保華、錦興及Burcon乃本公司之相聯法團。

Dr. Chan Kwok Keung, Charles was, by virtue of his deemed interest in approximately 34.99% of the issued ordinary share capital of the Company, deemed to be interested in the shares and underlying shares (in respect of equity derivatives), if any, of the associated corporations (within the meaning of Part XV of the SFO) of the Company held by the Group under Part XV of the SFO.

鑑於陳國強博士被視作擁有本公司已發行普通股股本約34.99%權益，故根據證券及期貨條例第十五部，陳國強博士被視作擁有本集團持有之本公司相聯法團(定義見證券及期貨條例第十五部)之股份及相關股份(有關股本衍生工具)(如有)之權益。

Save as disclosed above, as at 30th September, 2006, none of the directors and chief executives of the Company had any interests and short positions in the 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 of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零零六年九月三十日，本公司董事及主要行政人員概無於本公司或任何相聯法團(定義見證券及期貨條例第十五部)之股份、相關股份或債券中擁有根據證券及期貨條例第352條須登記於本公司所保存登記冊內之任何權益或淡倉，或根據標準守則而須另行知會本公司及香港聯交所之權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate, and none of the directors, chief executives or their spouse or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right during the period.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS RECORDED IN THE REGISTER KEPT UNDER SECTION 336 OF THE SFO

As at 30th September, 2006, so far as is known to the directors and the chief executives of the Company, the interests or short positions of substantial shareholders/other persons in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO were as follows:

(a) INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

董事購買股份或債券之權利

本公司或其任何附屬公司於期內概無訂立任何安排，以使本公司董事可藉購買本公司或任何其他法人團體之股份或債務證券（包括債券）而獲益，而董事、主要行政人員或彼等之配偶或十八歲以下之子女於期內概無擁有可認購本公司證券之權利，亦無行使任何該等權利。

根據證券及期貨條例第336條保存之登記冊所記錄之主要股東／其他人士之權益及淡倉

於二零零六年九月三十日，就本公司董事及主要行政人員所知，根據證券及期貨條例第336條保存之本公司登記冊所記錄之主要股東／其他人士於本公司之股份及相關股份之權益或淡倉如下：

(a) 主要股東於本公司股份及相關股份之權益及淡倉

Name	Capacity	Long position/ Short position	No. of ordinary shares of the Company held	Approximate % of the issued ordinary share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 普通股數目	佔本公司 已發行普通股 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	642,939,242	34.99%
Chinaview International Limited	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	642,939,242	34.99%
Galaxyway Investments Limited	Beneficial owner (Note 1) 實益擁有人(附註1)	Long position 好倉	642,939,242	34.99%

(a) INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

(a) 主要股東於本公司股份及相關股份之權益及淡倉 (續)

Name	Capacity	Long position/ Short position	No. of ordinary shares of the Company held	Approximate % of the issued ordinary share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 普通股數目	佔本公司 已發行普通股 股本概約百分比
Ng Yuen Lan, Macy 伍婉蘭	Interest of spouse (Note 1) 配偶權益 (附註1)	Long position 好倉	642,939,242	34.99%
PMA Capital Management Limited	Investment manager 投資經理	Long position 好倉	271,300,000 (Note 2) (附註2)	14.76%

Notes:

- Galaxyway Investments Limited was a wholly-owned subsidiary of Chinaview International Limited which was in turn wholly owned by Dr. Chan Kwok Keung, Charles. Ms. Ng Yuen Lan, Macy was the spouse of Dr. Chan Kwok Keung, Charles. Chinaview International Limited, Dr. Chan Kwok Keung, Charles and Ms. Ng Yuen Lan, Macy were deemed to be interested in the ordinary shares of the Company held by Galaxyway Investments Limited.
- So far as known to the directors of the Company, Diversified Asian Strategies Fund is managed by PMA Capital Management Limited and the interests in ordinary shares of the Company held by PMA Capital Management Limited include the ordinary shares of the Company held by Diversified Asian Strategies Fund as mentioned in the sub-section headed "Interests and short positions of other persons in shares and underlying shares of the Company" below.

附註：

- Galaxyway Investments Limited為Chinaview International Limited之一間全資附屬公司，而Chinaview International Limited則由陳國強博士全資擁有。伍婉蘭女士為陳國強博士之配偶。Chinaview International Limited、陳國強博士及伍婉蘭女士均被視作於由Galaxyway Investments Limited所持之本公司普通股中擁有權益。
- 據本公司董事所悉，由PMA Capital Management Limited管理之Diversified Asian Strategies Fund及由PMA Capital Management Limited持有於本公司之普通股之權益乃包括下文「其他人士於本公司股份及相關股份之權益及淡倉」分節所述由Diversified Asian Strategies Fund持有之本公司普通股。

(b) INTERESTS AND SHORT POSITIONS OF OTHER PERSONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

(b) 其他人士於本公司股份及相關股份之權益及淡倉

Name	Capacity	Long position/ Short position	No. of ordinary shares of the Company held	No. of underlying shares (in respect of listed equity derivatives) of the Company held	Approximate % of the issued ordinary share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 普通股數目	所持本公司之相關 股份(有關上市 股本衍生工具)數目	佔本公司 已發行普通股 股本概約百分比
CEF Holdings Limited ("CEF Holdings") 加拿大怡東集團有限公司 ("加怡集團")	Interest of controlled corporations (Note) 於受控制法團之權益 (附註)	Long position 好倉	2,773,046	-	0.15%
CEF Holdings 加怡集團	Interest of controlled corporations (Note) 於受控制法團之權益 (附註)	Long position 好倉	-	213,015,153	11.59%
Canadian Imperial Bank of Commerce 加拿大帝國商業銀行	Interest of controlled corporations (Note) 於受控制法團之權益 (附註)	Long position 好倉	2,773,046	-	0.15%
Canadian Imperial Bank of Commerce 加拿大帝國商業銀行	Interest of controlled corporations (Note) 於受控制法團之權益 (附註)	Long position 好倉	-	213,015,153	11.59%
Cheung Kong (Holdings) Limited ("CKH") 長江實業(集團)有限公司 ("長實")	Interest of controlled corporations (Note) 於受控制法團之權益 (附註)	Long position 好倉	2,773,046	-	0.15%
CKH 長實	Interest of controlled corporations (Note) 於受控制法團之權益 (附註)	Long position 好倉	-	213,015,153	11.59%
Li Ka-Shing Unity Trustee Company Limited ("TUT1")	Trustee (Note) 信託人(附註)	Long position 好倉	2,773,046	-	0.15%
TUT1	Trustee (Note) 信託人(附註)	Long Position 好倉	-	213,015,153	11.59%
Li Ka-Shing Unity Trustee Corporation Limited ("TDT1")	Trustee & beneficiary of a trust (Note) 信託人及信託受益人 (附註)	Long position 好倉	2,773,046	-	0.15%

(b) INTERESTS AND SHORT POSITIONS OF OTHER PERSONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY
(continued)

(b) 其他人士於本公司股份及相關股份之權益及淡倉 (續)

Name	Capacity	Long position/ Short position	No. of ordinary shares of the Company held	No. of underlying shares (in respect of listed equity derivatives) of the Company held	Approximate % of the issued ordinary share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 普通股數目	所持本公司之相關 股份(有關上市 股本衍生工具)數目	佔本公司 已發行普通股 股本概約百分比
TDT1	Trustee & beneficiary of a trust (Note) 信託人及信託受益人 (附註)	Long position 好倉	-	213,015,153	11.59%
Li Ka-Shing Unity Trustcorp Limited ("TDT2")	Trustee & beneficiary of a trust (Note) 信託人及信託受益人 (附註)	Long position 好倉	2,773,046	-	0.15%
TDT2	Trustee & beneficiary of a trust (Note) 信託人及信託受益人 (附註)	Long position 好倉	-	213,015,153	11.59%
Li Ka-shing 李嘉誠	Interest of controlled corporations & founder of discretionary trusts (Note) 於受控制法團之權益 及全權信託之成立人 (附註)	Long position 好倉	2,773,046	-	0.15%
Li Ka-shing 李嘉誠	Interest of controlled corporations & founder of discretionary trusts (Note) 於受控制法團之權益 及全權信託之成立人 (附註)	Long position 好倉	-	213,015,153	11.59%
Deutsche Bank Aktiengesellschaft	Security interest 抵押權益	Long position 好倉	255,324,000	-	13.90%
Gandhara Advisors Asia Ltd. a/c Gandhara Master Fund Ltd.	Investment manager 投資經理	Long position 好倉	98,844,000	-	5.38%
Diversified Asian Strategies Fund	Beneficial owner 實益擁有人	Long position 好倉	126,505,333	-	6.88%

(b) INTERESTS AND SHORT POSITIONS OF OTHER PERSONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY
(continued)

Note: So far as known to directors of the Company, the number of ordinary shares and underlying shares (in respect of listed equity derivatives) of the Company held by Asialand Investment Limited ("Asialand") and CEF (Capital Markets) Limited ("CEF Capital Markets") were 50,849,968 and 164,938,231 respectively. CEF Capital Markets was wholly owned by CEF Holdings. Asialand was wholly owned by CEF M B Investments Limited which was in turn wholly owned by CEF Holdings.

Each of CKH and CIBC Holdings (Cayman) Limited was entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of CEF Holdings. CIBC Holdings (Cayman) Limited was wholly owned by Canadian Imperial Bank of Commerce. CEF M B Investments Limited was deemed to be interested in ordinary shares of the Company and/or underlying shares (in respect of listed equity derivatives) of the Company held by Asialand. CEF Holdings, CIBC Holdings (Cayman) Limited and Canadian Imperial Bank of Commerce were all deemed to be interested in ordinary shares and underlying shares (in respect of listed equity derivatives) of the Company held by Asialand and CEF Capital Markets.

Li Ka-Shing Unity Holdings Limited, of which each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard was interested in one-third of the entire issued share capital, owned the entire issued share capital of TUT1. TUT1 as trustee of The Li Ka-Shing Unity Trust, together with certain companies which TUT1 as trustee of The Li Ka-Shing Unity Trust was entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, held more than one-third of the issued share capital of CKH.

In addition, Li Ka-Shing Unity Holdings Limited also owned the entire issued share capital of TDT1 as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and TDT2 as trustee of another discretionary trust ("DT2"). Each of TDT1 and TDT2 held units in The Li Ka-Shing Unity Trust.

By virtue of the SFO, each of Mr. Li Ka-shing being the settlor and may being regarded as a founder of each of DT1 and DT2 for the purpose of the SFO, CKH, TUT1, TDT1 and TDT2 was deemed to be interested in ordinary shares and underlying shares (in respect of listed equity derivatives) of the Company held by Asialand and CEF Capital Markets.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 30th September, 2006.

(b) 其他人士於本公司股份及相關股份之權益及淡倉 (續)

*附註：*就本公司董事所知，由 Asialand Investment Limited (「Asialand」) 及 CEF (Capital Markets) Limited (「CEF Capital Markets」) 所持本公司之普通股及相關股份 (有關上市股本衍生工具) 數目分別為 50,849,968 股及 164,938,231 股。CEF Capital Markets 由加怡集團全資擁有。Asialand 由 CEF M B Investments Limited 全資擁有，而 CEF M B Investments Limited 則由加怡集團全資擁有。

長實及 CIBC Holdings (Cayman) Limited 各自有權在加怡集團之股東大會上行使或控制行使三分之一或以上之投票權。CIBC Holdings (Cayman) Limited 由加拿大帝國商業銀行全資擁有。CEF M B Investments Limited 被視為於由 Asialand 所持本公司之普通股及/或本公司之相關股份 (有關上市股本衍生工具) 中擁有權益。加怡集團、CIBC Holdings (Cayman) Limited 及加拿大帝國商業銀行被視為於由 Asialand 及 CEF Capital Markets 所持本公司之普通股及相關股份 (有關上市股本衍生工具) 中擁有權益。

Li Ka-Shing Unity Holdings Limited (由李嘉誠先生、李澤鉅先生及李澤楷先生各自擁有其三分之一全部已發行股本) 擁有 TUT1 之全部已發行股本。TUT1 作為 The Li Ka-Shing Unity Trust 之信託人連同若干公司 (其中 TUT1 作為 The Li Ka-Shing Unity Trust 之信託人有權於彼等之股東大會上行使或控制行使三分之一以上之投票權) 合共持有長實三分之一以上之已發行股本。

此外，Li Ka-Shing Unity Holdings Limited 亦擁有 TDT1 (作為 The Li Ka-Shing Unity Discretionary Trust (「DT1」) 之信託人) 及 TDT2 (作為另一個全權信託 (「DT2」) 之信託人) 之全部已發行股本。TDT1 及 TDT2 各自持有 The Li Ka-Shing Unity Trust 之單位。

根據證券及期貨條例，李嘉誠先生 (作為財產授予人以及就證券及期貨條例而言可能被視為 DT1 及 DT2 各自之成立人)、長實、TUT1、TDT1 及 TDT2 各自被視為於由 Asialand 及 CEF Capital Markets 所持本公司之普通股及相關股份 (有關上市股本衍生工具) 中擁有權益。

除上文所披露者外，於二零零六年九月三十日，根據證券及期貨條例第 336 條本公司須保存之登記冊所記錄，概無其他人士擁有本公司之股份或相關股份之權益或淡倉。

DISCLOSURE PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES

The following disclosure is made by the Company pursuant to Rules 13.20 and 13.22 of the Listing Rules:

(1) ADVANCES TO ENTITIES

Pursuant to Rule 13.20 of the Listing Rules, the details of the advances ("Advances") to the entities as at 30th September, 2006 which exceeded 8% under the assets ratio as set out in the Rule 14.07 of the Listing Rules are as follows:

Entities	Amount of Advances	Interest rate	Percentage of Total Assets
實體	貸款金額 HK\$'000 千港元	貸款之利率	佔總資產之百分比 (Note 1) (附註1)
Hanny, its subsidiaries and affiliated companies (Notes 2 & 3)	錦興、其附屬公司及 聯屬公司 (附註2及3)	281,925 Prime rate + 2% 最優惠利率加2厘	10.9%

Notes:

- "Total Assets" means the total assets of the Group of HK\$2,593.1 million as at 30th September, 2006 according to the Group's consolidated balance sheet as at 30th September, 2006.
- Hanny was owned as to 24.4% by the Company as at 30th September, 2006.
- The Advances have been granted by the Group as of its treasury management activities.

The Advances are unsecured and repayable on demand.

(2) FINANCIAL ASSISTANCE AND GUARANTEES GIVEN TO AFFILIATED COMPANIES

Pursuant to Rule 13.22 of the Listing Rules, the combined balance sheet of the affiliated companies and the Group's attributable interest in these affiliated companies based on their latest financial statements available are presented below:

	Combined balance sheet	Group's attributable interest	
	合併 資產負債表 HK\$'000 千港元	本集團 應佔權益 HK\$'000 千港元	
Non-current assets	非流動資產	2,739,065	710,869
Current assets	流動資產	1,754,152	428,085
Current liabilities	流動負債	(712,166)	(189,712)
Non-current liabilities	非流動負債	(869,673)	(240,123)
Minority interests	少數股東權益	(564,681)	(137,669)
		<u>2,346,697</u>	<u>571,450</u>

上市規則第13.20及13.22條規定之披露

本公司茲根據上市規則第13.20及13.22條作出以下披露：

(1) 向實體提供貸款

根據上市規則第13.20條，於二零零六年九月三十日，有關本集團向實體提供貸款（「貸款」），該等貸款超逾上市規則第14.07條所載之資產比率之8%，詳情如下：

附註：

- 「總資產」指參照本集團於二零零六年九月三十日之綜合資產負債表而得出本集團於二零零六年九月三十日之總資產2,593,100,000港元。
- 於二零零六年九月三十日，錦興由本公司擁有24.4%。
- 貸款已由本集團作為其庫務管理活動授出。

貸款為無抵押及須於要求時償還。

(2) 給予聯屬公司之財務資助及擔保

根據上市規則第13.22條，按聯屬公司提供之最近期財務報表之該等聯屬公司之合併資產負債表及本集團應佔此等聯屬公司之權益載列如下：

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

During the six months ended 30th September, 2006, there were no purchases, sales or redemptions by the Company, or any of its subsidiaries, of the Company's listed securities.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has, throughout the period ended 30th September, 2006, complied with the code provisions of the code on corporate governance practices as set out in Appendix 14 of the Listing Rules except that the Chairman of the Board could not attend the annual general meeting of the Company held on 13th September, 2006 due to a business trip abroad. Despite of that, representatives of the Board including executive directors and independent non-executive directors of the Company were present at the meeting to answer questions on the Group's businesses.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company. All directors of the Company have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in Model Code during the six months ended 30th September, 2006.

AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, financial reporting process and internal control matters including a review of the unaudited interim financial report for the six months ended 30th September, 2006.

The interim financial report of the Company for the six months ended 30th September, 2006 has been reviewed by the auditors, Deloitte Touche Tohmatsu in accordance with Statement of Auditing Standards 700 "Engagements to Review Interim Financial Reports" issued by the Hong Kong Institute of Certified Public Accountants and an unmodified review report is issued.

On Behalf of the Board

Dr. Chan Kwok Keung, Charles
Chairman

Hong Kong, 27th December, 2006

購買、出售或贖回本公司上市證券

於截至二零零六年九月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

企業管治常規守則

本公司已於截至二零零六年九月三十日止期間內一直遵守上市規則附錄14所載之企業管治常規守則之守則條文，惟董事局主席因海外公幹，未能出席本公司於二零零六年九月十三日舉行之股東週年大會。儘管如此，董會局代表包括本公司執行董事及獨立非執行董事已出席會議，以解答對本集團業務之提問。

董事證券交易標準守則

本公司採用載於上市規則附錄10的標準守則作為本公司有關其董事證券交易之行為守則。於本公司進行指定諮詢後，本公司所有董事已確認彼等均遵守截至二零零六年九月三十日止六個月期間載於標準守則之所需標準。

審核委員會

審核委員會與管理層已審閱本集團採納之會計原則及慣例，並就審計、財務申報過程及內部監控事項，包括審閱截至二零零六年九月三十日止六個月之未經審核中期財務報告作商討。

本公司截至二零零六年九月三十日止六個月之中期財務報告已經由核數師德勤•關黃陳方會計師行根據香港會計師公會頒佈之核數準則第700號「審閱中期財務報告」進行審閱，並發出無保留意見審閱報告。

代表董事局

陳國強博士
主席

香港，二零零六年十二月二十七日