

## DIRECTORS' INTERESTS IN SHARES OR DEBT SECURITIES

At 30th June, 2002, the beneficial interests of the directors and chief executive in the shares and share options of the Company and its associated corporations as recorded in the register maintained by the Company under section 29 of the Securities (Disclosure of Interests) Ordinance were as follows:

### 1. Company

#### (a) Ordinary shares of HK\$0.10 each

Name of directors	Personal interests	Number of ordinary shares			Total
		Family interests	Corporate interests	Other interests	
Fung Wing Cheung, Tony	3,328,000	–	–	581,525,258 (Note)	584,853,258
Fung Yiu Fai, Peter	6,500,000	–	–	–	6,500,000
Fabrice Jacob	1,000,000	–	–	–	1,000,000
Lee Yip Wah, Peter	1,150,000	–	–	–	1,150,000
Albert Ho	100,000	–	–	–	100,000

*Note:* Goldfield Venture Limited (“Goldfield”) and Megaland Development Limited (“Megaland”) hold 245,000,000 and 336,525,258 shares respectively. Since Goldfield is wholly owned by Megaland, Megaland is deemed to be interested in 581,525,258 shares in total.

Megaland was beneficially owned by Fung Wing Cheung, Tony. On 27th March 2002, Fung Wing Cheung, Tony transferred the entire issued capital of Megaland to Oyster Services Limited, the trustee of the Oyster Unit Trust.

The trust property of the Oyster Unit Trust comprises the entire issued capital of Megaland. The beneficiary of Oyster Unit Trust is HSBC International Trustee Limited which hold the trust property (including the beneficial interest under the Oyster Unit Trust) on trust for the beneficiaries of The Alyssa Js 1 Trust. The beneficiaries of The Alyssa Js 1 Trust are, inter alia, Fung Wing Cheung, Tony's children under 18.

As such, Fung Wing Cheung, Tony is deemed to be interested in 581,525,258 shares in which his children under 18 have ultimate beneficial interest under the above arrangement.

1. **Company** (continued)(b) *Share Options*

A share option scheme was adopted on 18th April, 2000 ("Share Option Scheme") as an incentive to the employees and the directors may, at their discretion, invite full time employees including directors of the Group, to take up options to subscribe for shares of the Company.

Name of directors	Date of acceptance	Number of share options			Outstanding as at 30th June, 2002
		Outstanding as at 1st January 2002	Granted	Exercised	
Fung Wing Cheung, Tony	10th May, 2000	42,000,000	-	-	42,000,000
Fung Yiu Fai, Peter	10th May, 2000	42,000,000	-	-	42,000,000
Lee Seng Hui	15th May, 2000	33,000,000	-	-	33,000,000
Fabrice Jacob	9th May, 2000	10,000,000	-	-	10,000,000
Xie Da Tong	15th May, 2000	10,000,000	-	-	10,000,000
So Shu Fai, Ambrose	16th May, 2000	10,000,000	-	-	10,000,000
Lee Yip Wah, Peter	12th May, 2000	10,000,000	-	-	10,000,000
Chow Yu Chun, Alexander	16th May, 2000	10,000,000	-	-	10,000,000
		<u>167,000,000</u>	<u>-</u>	<u>-</u>	<u>167,000,000</u>

The consideration paid by each director for the share options granted was HK\$1.00. The share options can be exercised at an exercise price of HK\$0.3184 per ordinary share during a period of three years commencing from the date of acceptance. During the six months ended 30th June, 2002, no share option was granted, exercised, lapsed or cancelled under the share option scheme.

The directors do not consider it appropriate to disclose a theoretical value of the share options granted. In the absence of a readily market value of the share options on the ordinary shares of the Company, the directors were unable to arrive at an assessment of the value of these share options.

## 2. Associated corporations

Name of director	Name of corporations	Number of shares				Total
		Personal interests	Family interests	Corporate interests	Other interests (Note)	
Fung Wing Cheung, Tony	Honnex Development Limited	–	–	–	500 (5%)	500 (5%)
	New Viking Limited	–	–	–	500 (5%)	500 (5%)
	Ocean Glorious Limited	–	–	–	500 (5%)	500 (5%)
	Long Vocation Investments Limited	–	–	–	5 (5.55%)	5 (5.55%)

*Note:* These shares are held through Oyster Services Limited, the trustee of the Oyster Unit Trust. The beneficiary of Oyster Unit Trust is HSBC International Trustee Limited which hold the trust property (including the beneficial interest under the Oyster Unit Trust) on trust for the beneficiaries of The Alyssa Js 1 Trust. The beneficiaries of The Alyssa Js 1 Trust are, inter alia, Fung Wing Cheung, Tony's children under 18.

As such, Fung Wing Cheung, Tony is deemed to be interested in these shares in which his children under 18 have ultimate beneficial interest under the above arrangement.

Apart from the share option scheme adopted by the Company on 18th April, 2000, at no time during the six months ended 30th June, 2002 was the Company or its subsidiaries a party to any arrangements to enable the directors or the chief executives of the Company, or their spouses or children under the age of 18, to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.