

**DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)**

Notes:

1. All the above interests in the shares and underlying shares of the Company were long positions. None of the directors of the Company or their associates held any short positions in the shares or underlying shares of the Company at 30 September 2003. Interests in underlying shares of the Company represented share options granted to such directors, further details of which are set out in the section headed "Share Options" below.
2. 60,000 shares were owned by the wife of Mr. ZENG Maochao.
3. The aggregate percentages of holding were calculated on the basis of 858,749,331 shares of the Company in issue at 30 September 2003.

Save as disclosed above, at 30 September 2003, none of the directors and chief executives of the Company or their associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of the SFO) which were required to be recorded 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.

**SHARE OPTIONS**

The old share option scheme of the Company was adopted on 14 May 2001 (the "2001 Share Option Scheme") and terminated on 18 July 2002. Upon termination, no further options shall be granted under the 2001 Share Option Scheme but the provisions of the 2001 Share Option Scheme shall remain in full force and effect in all other respects to govern all outstanding options granted thereunder prior to termination. The new share option scheme of the Company was adopted on 18 July 2002 (the "2002 Share Option Scheme").

**SHARE OPTIONS (continued)****2001 Share Option Scheme**

The following table shows the movements in the Company's share options under the 2001 Share Option Scheme during the six months ended 30 September 2003 and options outstanding at the beginning and end of the period:

Grantee	Outstanding at 01/04/03	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30/09/03	Subscription price HK\$ (Note 2)	Date of grant	Exercisable period (Note 1)
<b>Directors</b>								
GUO Wei	2,800,000	—	—	—	2,800,000	3.180	12/07/01	12/07/02– 11/07/09
	2,800,000	—	—	—	2,800,000	1.976	31/08/01	31/08/02– 30/08/09
LIN Yang	1,500,000	—	—	—	1,500,000	3.180	12/07/01	12/07/02– 11/07/09
	1,500,000	—	—	—	1,500,000	1.976	31/08/01	31/08/02– 30/08/09
HUA Zhinian	1,100,000	—	—	—	1,100,000	3.180	12/07/01	12/07/02– 11/07/09
	1,100,000	—	—	—	1,100,000	1.976	31/08/01	31/08/02– 30/08/09
<b>Other employees</b> (Note 3)	34,784,000	—	—	846,000	33,938,000	3.604	08/06/01	08/06/02– 19/06/09
	1,100,000	—	—	—	1,100,000	3.180	12/07/01	12/07/02– 11/07/09
	21,074,000	—	45,000	55,000	20,974,000	1.976	31/08/01	31/08/02– 30/08/09

Notes:

- All options granted are subject to a vesting period of 4 years with 25% becoming exercisable on the first anniversary, 25% on the second anniversary, 25% on the third anniversary and 25% on the fourth anniversary of the respective date of grant.
- The subscription price of the options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

## SHARE OPTIONS (continued)

3. Options in respect of 1,100,000 shares exercisable at HK\$3.180 per share and another 1,100,000 shares exercisable at HK\$1.976 per share, which were previously disclosed as options held by a director of the Company, were grouped under the category of "Other employees" following the retirement of such director at the annual general meeting of the Company held on 8 August 2003.

## 2002 Share Option Scheme

No share options have been granted under the 2002 Share Option Scheme from its adoption on 18 July 2002 up to 30 September 2003.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS

At 30 September 2003, the following persons, not being a director or chief executive of the Company, had the following interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name	Notes	Long position held in shares	Short position held in shares	Percentage of holding of long/ short position in shares (%) (Note 6)
Legend Holdings Limited	1,2	426,785,314	11,920,200	49.70/1.39
Employees' Shareholding Society of Legend Holdings Limited	1,3	426,785,314	11,920,200	49.70/1.39
GAP Coinvestment Partners II, L.P.	4	111,774,000	—	13.02/—
GAP (Bermuda) Limited	4	111,774,000	—	13.02/—
General Atlantic Partners (Bermuda), L.P.	4	111,774,000	—	13.02/—
General Atlantic Partners, LLC	4	111,774,000	—	13.02/—
GapStar, LLC	4	111,774,000	—	13.02/—
J.P. Morgan Chase & Co.	5	86,839,700	—	10.11/—