



DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31st December 2003, the interests and short positions held by the directors in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"), were as follows:

(a) Long positions in shares of the Company

Name of director	No. of ordinary shares	Capacity and nature of interest	% of issued share capital
Mr. Yang Long-san, Rowell	245,862,724	Beneficial owner of 21,152,000 shares and interest of controlled corporation on 224,710,724 shares (<i>Note</i>)	38.35%
Mr. Wang Ming-chun, Morris	5,638,000	Beneficial owner	0.88%
Mr. Lai Chen-chu, Jack	2,575,000	Beneficial owner	0.40%
Mr. Chang Su-pong, Steve	1,500,000	Beneficial owner	0.23%
Mr. Yeh Pei-chu, Ivan	1,620,000	Beneficial owner	0.25%
Mr. Wong Kui-ming, Luffer	3,230,000	Beneficial owner	0.50%
Mr. Lee Chiu-kang, Alex	500,000	Beneficial owner	0.08%
Mr. Chan Mo-po, Paul	906,896	Beneficial owner of 300,000 shares and spouse interest in 606,896 shares	0.14%

Note: These shares are registered in the name of, and beneficially owned by, Peipus International Ltd., a company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Yang Long-san, Rowell.



(b) Long positions in underlying shares and debentures and short positions in shares, underlying shares and debentures

Other than as disclosed under the section headed "SHARE OPTIONS", there were no long positions in the underlying shares and debentures or any short positions in the shares, underlying shares and debentures of the Company and its associated corporations, which were recorded in the register as required to be kept under Section 352 of Part XV of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

Save as disclosed therein, neither the directors nor any of their associates had any interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations as at 31st December 2003 as defined in Section 352 of the SFO.

DIRECTORS' INTEREST IN CONTRACTS

Save as disclosed in note 9 to the interim financial report, no director had a beneficial interest, either direct or indirect, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries and fellow subsidiaries was a party at the balance sheet date or during the period.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed under the section headed "SHARE OPTIONS", 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 debentures of, the Company or any other body corporate. None of the directors or chief executives, nor any of their spouses or children under the age of eighteen, had any rights to subscribe for the securities of the Company, or had exercised any such rights during the period.

SHARE OPTIONS

Pursuant to an ordinary resolution passed at the Special General Meeting of the Company held on 12th February 2003, the share option scheme adopted by the Company on 26th May 1997 (the "Old Scheme") was terminated and a new share option scheme (the "New Scheme") was adopted. Upon termination of the Old Scheme, no further share options can be granted thereunder but in all other respects, the provisions of the Old Scheme remained in force and all share options granted prior to such termination continued to be valid and exercisable in accordance therewith.