

OTHER INFORMATION

Directors' Interests

As at 30 June 2004, the interests or short positions of the Directors and chief executives of the Company and/or any of their respective associates had the following interests and short positions in the shares and underlying shares of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors (the "Model Code") under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"):

(a) Interests and short positions in the shares and underlying shares of the Company

Long positions in the shares of the Company

其他資料

董事之權益

於二零零四年六月三十日，本公司董事及主要行政人員及／或彼等各自之任何聯繫人士於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份及相關股份中擁有以下權益或淡倉而記錄於本公司按證券及期貨條例第352條須置存之登記冊中，或根據證券及期貨條例第XV部或香港聯合交易所有限公司證券上市規則（「上市規則」）上市發行人董事進行證券交易的標準守則（「標準守則」）而須知會本公司及香港聯合交易所有限公司（「聯交所」）：

(a) 於本公司股份及相關股份之權益及淡倉

於本公司股份之好倉

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares held 所持普通股數目			Approximate % of shareholding 佔股權之 概約百分比
		Personal Interests 個人權益	Corporate Interests 公司權益	Total 總計	
Lam Kwok Yan 藍國恩	Beneficial owner and interest of controlled corporation 實益擁有人及受控制 公司之權益	3,475,167	97,041,333 (Note) (附註)	100,516,500	36.36%
Lam Kwok Hing 藍國慶	Beneficial owner and interest of controlled corporation 實益擁有人及受控制 公司之權益	3,474,667	97,041,333 (Note) (附註)	100,516,000	36.36%

Notes:

As at 30 June 2004, 97,041,333 shares are held by Optimist International Limited ("Optimist"), a wholly-owned subsidiary of Medusa Group Limited ("Medusa"). Medusa is beneficially owned by Messrs. Lam Kwok Yan and Lam Kwok Hing ("Messrs. Lam") equally and as such each is entitled to exercise or control the exercise of one-third or more of voting rights at general meeting of Optimist. Accordingly, under SFO, Messrs. Lam are each deemed to be interested in all the 97,041,333 shares of the Company held by Optimist.

附註：

於二零零四年六月三十日，Optimist International Limited (「Optimist」) 持有 97,041,333 股，而 Optimist 乃 Medusa Group Limited (「Medusa」) 之全資附屬公司。Medusa 由藍國恩先生及藍國慶先生 (「諸位藍先生」) 平均實益擁有，故各自有權在 Optimist 之股東大會上行使或控制三分之一或以上之投票權。因此，根據證券及期貨條例，諸位藍先生各自被視為擁有由 Optimist 所持之 97,041,333 本公司股份之權益。

Long positions in the underlying shares of equity derivatives of the Company

於本公司股本衍生權益之相關股份之好倉

– Convertible Note

一可換股票據

Name of Director 董事姓名	Capacity 身份	Description of equity derivatives 股本衍生權益概述	Number of total underlying shares 相關股份	Approximate % of shareholding 佔股權之概約百分比
Lam Kwok Hing 藍國慶	Interest of controlled corporation (Note) 受控制公司之權益 (附註)	HK\$30 million zero coupon convertible note due 2006 於二零零六年到期金額為港幣30,000,000元之零息可換股票據	150,000,000	54.26%

Note:

The HK\$30 million zero coupon convertible note due 2006 was held by Karfun Investments Ltd ("Karfun"), which is a corporation controlled by Mr. Lam Kwok Hing. This interest in the underlying shares has also been disclosed under the section heading "Substantial Shareholders' Interests" below.

附註：

於二零零六年到期金額為港幣30,000,000元之零息可換股票據由藍國慶先生控制之佳帆投資有限公司 (「佳帆」) 持有。此等相關股份權益亦已於下文「主要股東之權益」一節中披露。

On 29 July 2004, Karfun has converted the HK\$30 million convertible note into 150,000,000 shares of HK\$0.01 each in the Company at a conversion price of HK\$0.20 per share, representing about 35.17% of the enlarged issued share capital of the Company.

於二零零四年七月二十九日，佳帆以每股港幣0.20元之轉換價，轉換港幣30,000,000元之可換股票據為本公司每股港幣0.01元之150,000,000股，佔本公司已擴大發行股份約35.17%權益。

(b) Interests and short positions in the shares of an associated corporation – Asia Nice Art Production Ltd (“ANA”)

Long positions in the shares of ANA

(b) 於相聯法團股份之權益及淡倉 — 羚藝亞洲廣告有限公司 (「羚藝」)

於羚藝股份之好倉

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares held 所持普通股數目		Approximate % of shareholding 佔股權之 概約百分比
		Personal Interest 個人權益	Total 總計	
Lam Kwok Yan 藍國恩	Beneficial owner 實益擁有人	1,000	1,000	10%

Details of the share options held by the Directors and chief executives of the Company are shown in the section under the heading “Share Option Scheme” below.

本公司董事及主要行政人員持有之購股權資料已於下文「購股權計劃」一節中披露。

Save as disclosed above and certain nominee shares in certain subsidiaries held in trust for the Company, as at 30 June 2004, none of the Directors or chief executives of the Company and/or any of their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to Part XV or the Model Code.

除上文所披露者及以信託形式代本公司持有若干附屬公司若干代理人股份外，於二零零四年六月三十日，概無本公司董事或主要行政人員及／或彼等各自之任何聯繫人士於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有任何權益或淡倉而記錄於本公司按證券及期貨條例第352條須置存之登記冊中或根據證券及期貨條例第XV部或標準守則而須知會本公司及聯交所。