



DIRECTORS' INTERESTS IN SHARE CAPITAL OF THE COMPANY

As at 30 June 2004, the directors and their associates have the following interests or short positions in shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept 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 the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"):

Name of director	Nature of interests	Number of shares held	Percentage
But Ching Pui	Personal (<i>Note 1</i>)	14,000,000	7.00%
But Ka Wai	Corporate (<i>Note 2</i>)	60,500,000	30.25%
But Chai Tong	Corporate (<i>Note 3</i>)	57,000,000	28.50%
Leung Wai Ling	Personal (<i>Note 4</i>)	14,000,000	7.00%

Notes:

- (1) The interest disclosed comprises (i) own interest of Mr. But Ching Pui in 7,000,000 ordinary shares and (ii) the deemed interest in 7,000,000 ordinary shares held by his spouse, Ms. Leung Wai Ling.
- (2) The interest in these shares are held through Able Success Group Limited ("ASG"), the entire issued share capital of which is beneficially owned by Mr. But Ka Wai. Mr. But Ka Wai is also the sole director of ASG.
- (3) The interest in these shares are held through National Chain International Limited ("NCI"), the entire issued share capital of which is beneficially owned by Mr. But Chai Tong. Mr. But Chai Tong is also the sole director of NCI.
- (4) The interest disclosed comprises (i) own interest of Ms. Leung Wai Ling in 7,000,000 ordinary shares and (ii) the deemed interest in 7,000,000 ordinary shares held by her spouse, Mr. But Ching Pui.

SUBSTANTIAL SHAREHOLDERS' INTEREST

As at 30 June 2004, the following persons (other than directors of the Company) were substantial shareholders of the Company and had interests or short positions



in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Name of substantial shareholder	Capacity	Number of shares held Long position	Percentage of share holding
ASG	beneficial owner (<i>note 1</i>)	60,500,000	30.25%
NCI	beneficial owner (<i>note 2</i>)	57,000,000	28.50%
Ms. Chan Yuk Ha	Interest of spouse (<i>note 3</i>)	60,500,000	30.25%
Ms. Chang Tei Wah, Teresa	Interest of spouse (<i>note 4</i>)	57,000,000	28.50%

Notes:

- (1) The entire issued share capital of ASG is beneficially owned by Mr. But Ka Wai.
- (2) The entire issued share capital of NCI is beneficially owned by Mr. But Chai Tong.
- (3) Ms. Chan Yuk Ha is the wife of Mr. But Ka Wai and is deemed to be interested in the shares in which Mr. But Ka Wai is interested under the provisions of Divisions 2 and 3 of Part XV of the SFO.
- (4) Ms. Chang Tei Wah, Teresa is the wife of Mr. But Chai Tong and is deemed to be interested in the shares in which Mr. But Chai Tong is interested under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, the Company has not been notified of any other person (other than directors of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO as at 30 June, 2004.

SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme (the "Share Option Scheme") approved by way of written resolution of the Company on 3 June 2003 under which the directors of the Company may invite any employee (either full time or part time), directors (including executive directors, non-executive directors