

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND RIGHTS TO ACQUIRE SHARES

As at 30 June 2005, the Directors had the following interests and long positions in shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "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 Issuers (the "Model Code"):

(i) Interests in shares of the Company and Jinhui Shipping

Name	Type of interests	No. of shares in the Company	Percentage of total issued shares of the Company	No. of shares in Jinhui Shipping	Percentage of total issued shares of Jinhui Shipping
Ng Siu Fai	Personal interests	6,956,000	1.31%	746,000	0.89%
	Family interests	21,340,000	4.01%	–	–
	Other interests	Note	Note	Note	Note
Ng Kam Wah Thomas	Other interests	Note	Note	Note	Note
Ng Ki Hung Frankie	Other interests	Note	Note	Note	Note

Note: Lorimer Limited, in its capacity as trustee of the Ng Hing Po 1991 Trust, is the legal owner of the entire issued share capital of Fairline Consultants Limited which is the legal and beneficial owner of 316,180,280 shares of the Company (representing 59.43% of the total issued shares of the Company) and 494,049 shares of Jinhui Shipping (representing 0.59% of the total issued shares of Jinhui Shipping) as at 30 June 2005. The Ng Hing Po 1991 Trust is a discretionary trust, the eligible beneficiaries of which include members of the Ng family. Both Messrs. Ng Siu Fai and Ng Kam Wah Thomas are directors of Fairline Consultants Limited.

(ii) Interests in share options of the Company

The Company adopted a share option scheme on 18 November 2004 (the "Share Option Scheme"). Details of the grant of share options and a summary of the movements of the outstanding share options including the interests of the Directors and chief executives of the Company during the period under the Share Option Scheme were as follows:

Name	Date of grant	Exercise price per share (Note 7)	Vesting schedule	Exercise period	Number of options		
					As at 1 January 2005 (Note 7)	Exercised during the period (Note 7)	As at 30 June 2005 (Note 7)
Directors							
Ng Siu Fai	23 December 2004	HK\$1.60	Note 1	1 March 2006 to 22 December 2014	31,570,000	–	31,570,000
Ng Kam Wah Thomas	23 December 2004	HK\$1.60	Note 1	1 March 2006 to 22 December 2014	21,050,000	–	21,050,000
Ng Ki Hung Frankie	23 December 2004	HK\$1.60	–	23 December 2004 to 22 December 2009	3,000,000	–	3,000,000
Ho Suk Lin	23 December 2004	HK\$1.60	–	23 December 2004 to 22 December 2009	5,000,000	–	5,000,000
Cui Jianhua	23 December 2004	HK\$1.60	–	23 December 2004 to 22 December 2009	1,000,000	–	1,000,000
Tsui Che Yin Frank	23 December 2004	HK\$1.60	–	23 December 2004 to 22 December 2009	1,000,000	–	1,000,000
William Yau	23 December 2004	HK\$1.60	–	23 December 2004 to 22 December 2009	500,000	–	500,000
In aggregate					63,120,000	–	63,120,000
Other employees	23 December 2004	HK\$1.60	–	23 December 2004 to 22 December 2009	5,374,000	3,310,000	2,064,000
	23 December 2004	HK\$1.60	Note 2	23 December 2004 to 22 December 2009	8,298,000	2,438,000	5,860,000
In aggregate					13,672,000	5,748,000	7,924,000
TOTAL					76,792,000	5,748,000	71,044,000

Notes:

1. *The grant of share options to each of Messrs. Ng Siu Fai and Ng Kam Wah Thomas had been approved by the shareholders of the Company at the extraordinary general meeting of the Company on 27 January 2005 and are subject to certain conditions including a performance target, whereby the share options will become exercisable upon the Group having recorded an audited consolidated net profit of not less than HK\$400 million for the financial year 2005. These share options may be exercised during the period commencing on 1 March 2006 or on the business day immediately after the day of the issue and publication of the audited consolidated results of the Group for the financial year of 2005, whichever is the later, and ending on 22 December 2014 being the end of the 10-year period from 23 December 2004, or the date on which the share options shall lapse in accordance with the terms of the Share Option Scheme, whichever is the earlier.*
2. *These share options were granted to employees of the Group, other than Directors, under vesting schedule, which began on 7 January 2005 with monthly exercisable limit of about 10% of the share options granted.*
3. *The closing price of the shares of the Company immediately before the options granted on 23 December 2004 was HK\$1.53.*
4. *The weighted average closing price of the shares immediately before the dates of exercise by the employees was HK\$2.55.*
5. *The closing price per share of the Company as at 30 June 2005 was HK\$2.35.*
6. *No share options were granted, cancelled or lapsed under the Share Option Scheme during the interim period under review.*
7. *As a result of the Share Subdivision (as disclosed hereinabove), all exercise prices of the options, number of options and market prices of the shares of the Company shown hereinabove have been adjusted accordingly.*

Save as disclosed above, as at 30 June 2005, none of the Directors, chief executive or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which is required to be recorded and kept in the register in accordance with Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed above, at no time during the period was the Company or any of its subsidiaries a party to any arrangement to enable any Director or chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the Directors nor chief executive of the Company or any of their spouses or children under the age of 18 had any interest in, or had been granted, any right to subscribe for the shares in or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO), or had exercised any such right during the period.

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2005, in accordance with the register kept under Section 336 of the SFO, the following persons (other than the Directors or chief executive of the Company) had interests representing 5% or more of the issued share capital of the Company:

Name of shareholders	No. of shares in the Company	No. of share options in the Company	Percentage of total issued shares of the Company
Fairline Consultants Limited	316,180,280	–	59.43%
Wong Yee Man Gloria	344,476,280 (Note 1)	–	64.75%
	–	31,570,000 (Note 2)	5.93%

Notes:

1. The interest in shares includes 21,340,000 shares of the Company in which Ms. Wong Yee Man Gloria is interested as a beneficial owner and 323,136,280 shares of the Company in which she is deemed to be interested through the interest of her spouse, Mr. Ng Siu Fai (as disclosed hereinabove).