

## Other Information

### Substantial Shareholders' Interests (continued)

5. JPMorgan Chase & Co. was deemed to be interested in an aggregate of 77,093,100 shares by virtue of the SFO. Those interests comprised direct interests in 74,753,200 shares and 1,704,000 shares held by JF Asset Management Limited and JF International Management Inc. respectively, both of which were subsidiaries and controlled corporations of JPMorgan Asset Management (Asia) Inc. which itself was a subsidiary and a controlled corporation of JPMorgan Asset Management Holdings Inc. was then a subsidiary and a controlled corporation of JPMorgan Chase & Co.. In addition, JPMorgan Chase Bank, N.A. also had a direct interest in 635,900 shares of the Company.
6. The percentages of aggregate holding of long/short positions in shares were calculated on the basis of 863,085,081 shares of the Company in issue at 30 September 2005.

Save as disclosed above, at 30 September 2005, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept under Section 336 of Part XV of the SFO.

### Share Option Schemes

The Company has two share option schemes. 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. Despite termination and no further options can be granted under the 2001 Share Option Scheme, the provisions of the 2001 Share Option Scheme remain in full force and effect in all other respects to govern all outstanding options granted prior to termination. The new share option scheme of the Company was adopted on 18 July 2002 (the **"2002 Share Option Scheme"**).

#### (i) 2001 Share Option Scheme

The following table shows the movements in share options under the 2001 Share Option Scheme during the six months ended 30 September 2005 and the options outstanding at the beginning and end of the period:

Grantee	Outstanding at 1/04/05	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30/09/05	Subscription price per share 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>	27,390,000	—	—	1,755,000	25,635,000	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
	16,838,000	—	1,828,750	403,750	14,605,500	1.976	31/08/01	31/08/02-30/08/09

Notes:

1. 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.
2. 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.
3. No options were cancelled under the 2001 Share Option Scheme during the period.

(ii) **2002 Share Option Scheme**

The following table shows the movements in share options under the 2002 Share Option Scheme during the six months ended 30 September 2005 and the options outstanding at the beginning and end of the period:

Grantee	Outstanding at 1/04/05	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30/09/05	Subscription price per share HK\$ (Note 2)	Date of grant	Exercisable period (Note 1)
<b>Directors</b>								
LI Qin	2,500,000	–	–	–	2,500,000	2.068	24/06/04	24/06/05-23/06/12
GUO Wei	5,000,000	–	–	–	5,000,000	2.750	13/10/03	13/10/04-12/10/11
LIN Yang	2,500,000	–	–	–	2,500,000	2.750	13/10/03	13/10/04-12/10/11
HUA Zhinian	2,000,000	–	–	–	2,000,000	2.750	13/10/03	13/10/04-12/10/11
<b>Other employees</b>	48,572,000	–	–	2,316,000	46,256,000	2.750	13/10/03	13/10/04-12/10/11

Notes:

1. 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.
2. 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.
3. No options were cancelled under the 2002 Share Option Scheme during the period.

**Compliance with Chapter 13 of the Listing Rules**

In compliance with the continuing disclosure requirements under Rule 13.21 of Chapter 13 of the Listing Rules (as amended on 31 March 2004), the directors of the Company reported below details of a facility agreement which included conditions relating to the specific performance of the controlling shareholder of the Company.

On 24 March 2003, the Company entered into a facility agreement (the “**2003 Facility Agreement**”) with a syndicate of banks (the “**Banks**”) for a 4-year transferable loan facility of up to US\$70 million. The said loan facility has been used by the Company to repay in full the outstanding amounts under a previous facility agreement entered by the Company on 25 March 2002 and thereafter, finance its general working capital.

The 2003 Facility Agreement includes a condition to the effect that Legend Holdings Limited, the controlling shareholder of the Company, is to beneficially hold not less than 40% of the issued share capital of the Company throughout the term of the 2003 Facility Agreement. A breach of such condition, if not remedied within 30 days after the agent of the Banks has given written notice to the Company, shall constitute an event of default under the 2003 Facility Agreement and, upon such occurrence, all amounts outstanding under the 2003 Facility Agreement shall immediately become due and payable.

At 30 September 2005, the loan facility under the 2003 Facility Agreement had been fully drawn and the outstanding loan balance was repaid in full on 14 November 2005.