

OTHER INFORMATION

INTERIM DIVIDEND

The Board resolved not to declare the payment of an interim dividend for the six months ended 30 June 2006 (six months ended 30 June 2005: Nil).

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2006, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV 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 Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules, were as follows:-

(1) Long positions in shares

(a) The Company

Name of director	Capacity	Number of ordinary shares	Approximate percentage of shareholding
Mr. Ng Hung Sang ("Mr. Ng")	Interests of controlled corporations	396,621,357 (Note a)	74.79%

(b) Associated Corporations

(i) South China Holdings Limited ("SCH") (Note b)

Name of director	Capacity	Number of ordinary shares	Total number of ordinary shares	Approximate percentage of shareholding
Mr. Ng	Beneficial owner Interests of controlled corporations	71,652,200 1,272,529,612 (Note c)	1,344,181,812	73.72%
Mr. Richard Howard Gorges ("Mr. Gorges")	Interests of controlled corporations	487,949,760 (Note c)	487,949,760	26.76%
Ms. Cheung Choi Ngor ("Ms. Cheung")	Interests of controlled corporations	487,949,760 (Note c)	487,949,760	26.76%

(ii) South China Brokerage Company Limited ("SCB") (Note d)

Name of director	Capacity	Number of ordinary shares	Total number of ordinary shares	Approximate percentage of shareholding
Mr. Ng	Beneficial owner Interests of controlled corporations	7,378,000 3,637,302,500 (Note e)	3,644,680,500	72.82%
Mr. Gorges	Beneficial owner	12,174,000	12,174,000	0.24%

(iii) Nority (*Note f*)

Name of director	Capacity	Number of ordinary shares	Approximate percentage of shareholding
Mr. Ng	Interests of controlled corporations	255,885,561 (<i>Note g</i>)	95.35%

(iv) South China Financial Credits Limited (“SCFC”) (*Note h*)

Name of director	Capacity	Number of ordinary shares	Approximate percentage of shareholding
Mr. Ng Yuk Fung Peter	Beneficial owner	250,000	0.59%

(v) The Express News Limited (“Express News”) (*Note i*)

Name of director	Capacity	Number of ordinary shares	Approximate percentage of shareholding
Mr. Ng	Interests of controlled corporations	30 (<i>Note j</i>)	30%

(2) Interests in underlying shares of SCB

Name of director	Capacity	Number of underlying shares*	Approximate percentage of shareholding
Mr. Gorges	Beneficial owner	30,000,000	0.60%
Ms. Cheung	Beneficial owner	30,000,000	0.60%
Mr. Ng Yuk Fung, Peter	Beneficial owner	50,000,000	1.00%

* Represents underlying shares subject to share options granted to the directors, details of which are as follows:–

Name of director	Date of Grant	Subscription Price	No. of share options granted	Exercise Period
Mr. Gorges	16/03/2006	HK\$0.128	10,000,000	16/03/2007 – 15/03/2009
			10,000,000	16/03/2008 – 15/03/2010
			10,000,000	16/03/2009 – 15/03/2011
Ms. Cheung	16/03/2006	HK\$0.128	10,000,000	16/03/2007 – 15/03/2009
			10,000,000	16/03/2008 – 15/03/2010
			10,000,000	16/03/2009 – 15/03/2011
Mr. Ng Yuk Fung Peter	16/03/2006	HK\$0.128	10,000,000	16/03/2007 – 15/03/2009
			10,000,000	16/03/2008 – 15/03/2010
			10,000,000	16/03/2009 – 15/03/2011
	26/04/2006	HK\$0.128	6,666,667	26/04/2007 – 25/04/2009
			6,666,667	26/04/2008 – 25/04/2010
			6,666,666	26/04/2009 – 25/04/2011

Notes:

- (a) The 396,621,357 shares in the Company are held by certain wholly-owned subsidiaries of SCH. By virtue of the interests in the shares of SCH in relation to which Mr. Ng has a duty of disclosure under the SFO in the issued share capital of SCH as described in Note (c) below and as a director of SCH, Mr. Ng is taken to have a duty of disclosure in relation to the said shares of the Company under the SFO.
- (b) SCH owns 74.79% shareholdings in the Company and is the ultimate holding company of the Company.
- (c) Mr. Ng, Ms. Cheung and Mr. Gorges, through companies wholly-owned and controlled by them, have interests in 487,949,760 shares in SCH. Mr. Ng personally owns 71,652,200 shares and through companies wholly-owned and controlled by him, beneficially owns 784,579,852 shares in SCH.
- (d) SCH owns 72.67% in the issued share capital of SCB.
- (e) The 3,637,302,500 shares in SCB are held by certain wholly-owned subsidiaries of SCH. By virtue of the interests in the shares of SCH in relation to which Mr. Ng has a duty of disclosure under the SFO in the issued share capital of SCH as described in Note (c) above and as a director of SCH, Mr. Ng is taken to have a duty of disclosure in relation to the said shares of SCB under the SFO.
- (f) Nority is a 95.35% owned subsidiary of the Company.
- (g) The 255,885,561 shares in Nority are held by an indirect wholly-owned subsidiary of the Company. By virtue of the interests in the shares of SCH in relation to which Mr. Ng has a duty of disclosure under the SFO in the issued share capital of SCH as described in Note (c) above and as a director of SCH, Mr. Ng is taken to have a duty of disclosure in relation to the said shares of Nority under the SFO.
- (h) SCFC is a 97.44% owned subsidiary of SCB.
- (i) Express News is a 70% owned subsidiary of SCH.
- (j) Mr. Ng and his family, through a company wholly owned and controlled by them, have interests in 30 shares in Express News.

Save as disclosed above, none of the directors or chief executive of the Company had, as at 30 June 2006, any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of 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 pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2006, other than the interests and short positions of the directors and chief executives of the Company as disclosed above, the following persons had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of SFO:—

Long positions in shares

Name of shareholder	Capacity	Number of ordinary shares	Approximate percentage of shareholding
SCH	Interests of controlled corporations	396,621,357	74.79%