

## DIRECTORS' INTERESTS IN SHARE CAPITAL

As at 30th June, 2003, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) of the Company, which (a) are as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance ("SFO"); or (b) are 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 in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), were as follows:

	Name of Director	Class of shares held	Number of Shares Held				Total (Approximate percentage of the issued shares)
			Personal interests	Family interests	Corporate interests	Other interests	
1. The Company	Mr. Lo Yuk Sui	Ordinary (i) issued	442,765	—	2,733,024,977 (Notes a(ii) & b)	—	2,733,467,742
		(ii) unissued	4,562,500 (Note f(i))	—	1,990,000,000 (Notes a(iii) & d)	100,000,000 (Note c)	2,094,562,500
	Total (i) & (ii): 4,828,030,242 (127.78%)						
		Preference (issued)	—	—	1,990,000,000 (Notes a(iii) & d)	—	1,990,000,000 (100%)
	Mr. Cheng Yuk Lun (Note r)	Ordinary (i) issued	2,325,000	—	—	—	2,325,000
		(ii) unissued	1,250,000 (Note f(i))	—	—	—	1,250,000
	Total (i) & (ii): 3,575,000 (0.09%)						
	Mr. Donald Fan Tung	Ordinary (i) issued	2,718	—	—	—	2,718
		(ii) unissued	5,000,000 (Note f(i))	—	—	—	5,000,000
	Total (i) & (ii): 5,002,718 (0.13%)						
Mrs. Kitty Lo Lee Kit Tai	Ordinary (issued)	100,000	—	—	—	100,000 (0.003%)	
Mr. Jimmy Lo Chun To	Ordinary (issued)	284,000	—	—	—	284,000 (0.008%)	
Mr. Kenneth Ng Kwai Kai	Ordinary (unissued)	1,000,000 (Note f(i))	—	—	—	1,000,000 (0.026%)	
Mr. Ng Siu Chan	Ordinary (issued)	—	536,500	—	—	536,500 (0.014%)	





Name of Associated Corporation	Name of Director	Class of shares held	Number of Shares Held				Total (Approximate percentage of the issued shares)
			Personal interests	Family interests	Corporate interests	Other interests	
2. Century City International Holdings Limited ("CCIHL")	Mr. Lo Yuk Sui	Ordinary (i) issued	543,344,843	—	1,395,994,246	—	1,939,339,089
		(ii) unissued	—	—	11,000,000,000 (Note a(i))	400,000,000 (Note c)	11,400,000,000
	Total (i) & (ii):						13,339,339,089 (349.49%)
	Mrs. Kitty Lo Lee Kit Tai	Ordinary (issued)	2,510,000	—	—	—	2,510,000 (0.066%)
	Mr. Jimmy Lo Chun To	Ordinary (issued)	1,659,800	—	—	—	1,659,800 (0.043%)
	Mr. Ng Siu Chan	Ordinary (issued)	—	15,453,000	—	—	15,453,000 (0.40%)
3. Regal Hotels International Holdings Limited ("RHIHL")	Mr. Lo Yuk Sui	Ordinary (issued)	220,000	—	4,777,070,277 (Notes a(iv) & e)	—	4,777,290,277 (73.18%)
		Preference (issued)	—	—	3,440 (Note a(iv))	—	3,440 (20.54%)
	Mr. Cheng Yuk Lun	Ordinary (issued)	600,000	—	—	—	600,000 (0.009%)
	Mr. Donald Fan Tung	Ordinary (unissued)	2,280,000 (Note f(ii))	—	—	—	2,280,000 (0.035%)
	Mrs. Kitty Lo Lee Kit Tai	Ordinary (issued)	2,370,000	—	—	—	2,370,000 (0.036%)
4. 8D International (BVI) Limited ("8D-BVI")	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	1,000 (Note g)	—	1,000 (100%)
5. 303 Company Limited	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	10,000 (Note h)	—	10,000 (100%)
6. Century Matrix Limited	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	2,666,667 (Note i)	—	2,666,667 (100%)
7. Dragonlink Ventures (BVI) Limited	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	100 (Note j)	—	100 (100%)
8. Evermax Technologies Limited	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	2 (Note k)	—	2 (100%)
9. Foremost Technology Limited	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	1 (Note l)	—	1 (100%)

Name of Associated Corporation	Name of Director	Class of shares held	Number of Shares Held				Total (Approximate percentage of the issued shares)
			Personal interests	Family interests	Corporate interests	Other interests	
10. Full Master Technology Limited	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	1 (Note m)	—	1 (100%)
11. Leading Technology Holdings Limited	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	100 (Note n)	—	100 (100%)
12. Mira Technology Limited	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	937,500 (Note o)	—	937,500 (100%)
13. Network Sky Limited	Mrs. Kitty Lo Lee Kit Tai	Ordinary (issued)	—	—	50,000	—	50,000 (25%)
14. Top-Most Technology Limited	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	10,000 (Note p)	—	10,000 (100%)
15. World Momentum Limited	Mr. Lo Yuk Sui	Ordinary (issued)	—	—	130 (Note q)	—	130 (100%)

**Notes:**

- (a) (i) The interests in these shares of CCIHL are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Net Community Limited	Task Master Technology Limited	33.33
Century Digital Holdings Limited	Net Community Limited	100.00
Grand Modern Investments Limited	Century Digital Holdings Limited	100.00
(b) Name of corporation	Controlled by	% of control
Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Net Community Limited	Secure Way Technology Limited	66.67
Net Community Limited	Task Master Technology Limited	33.33
Century Digital Holdings Limited	Net Community Limited	100.00
Grand Modern Investments Limited	Century Digital Holdings Limited	100.00

- (ii) The shares were held through companies wholly owned by CCIHL, in which Mr. Lo Yuk Sui holds 50.81% shareholding interests.





(iii) The interests in these shares of the Company are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a)	Name of corporation	Controlled by	% of control
	Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
	Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
	8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
	Task Master Technology Limited	8D International (BVI) Limited	100.00
	Net Community Limited	Task Master Technology Limited	33.33
	Century Digital Holdings Limited	Net Community Limited	100.00
	Grand Modern Investments Limited	Century Digital Holdings Limited	100.00

  

(b)	Name of corporation	Controlled by	% of control
	Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
	Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
	8D International (BVI) Limited	Manyways Technology Limited	60.00
	Task Master Technology Limited	8D International (BVI) Limited	100.00
	Net Community Limited	Secure Way Technology Limited	66.67
	Net Community Limited	Task Master Technology Limited	33.33
	Century Digital Holdings Limited	Net Community Limited	100.00
	Grand Modern Investments Limited	Century Digital Holdings Limited	100.00

(iv) The shares were held through companies wholly owned by the Company, in which, as at 30th June, 2003, CCIHL held 72.33% shareholding interests.

- (b) Including the retained balance, i.e. 6,444,444 shares, (the "Retained Shares") of the consideration shares agreed to be sold at HK\$4.50 per share for the acquisition of the remaining 51% shareholding interest in The New China Hong Kong Financial Services Limited (now known as Century City Financial Services Limited) by a wholly-owned subsidiary of Century from a wholly-owned subsidiary of The New China Hong Kong Group Limited (the "NCHK Company") pursuant to the conditional agreement dated 7th September, 1998 in respect of the said acquisition, which was completed on 17th September, 1998 (the "Completion Date"). The Retained Shares are retained by the Century City Group until the first anniversary of the Completion Date in connection with the indemnity given by the NCHK Company under the said agreement.
- (c) Mr. Lo Yuk Sui is the trustee for Select Wise Trust, of which Select Wise Holdings Limited, a substantial shareholder of CCIHL and the Company, is the beneficiary.
- (d) 1,990,000,000 convertible preference shares of the Company ("Paliburg Preference Shares") are convertible into 1,990,000,000 ordinary shares of the Company on the basis of one Paliburg Preference Share for one ordinary share of the Company.
- (e) 1,706,500,000 shares (the "Exchange Property") were charged by a wholly-owned subsidiary of the Company in favour of a trustee for the holders of the Series B Bonds issued as part of the restructuring and settlement proposal in respect of the then existing bonds of the Group which closed on 31st October, 2002 (the "Closing Date") to form the initial exchange property in respect of the Series B Bonds. The Exchange Property is to be released to the holders of the Series B Bonds in four quarterly tranches (with the first tranche comprising 284,125,000 shares and the other three tranches each comprising 474,125,000 shares) on each dates falling 12, 15, 18 and 21 months after the Closing Date, subject to certain early release provisions.

- (f) (i) Details of Directors' interests in share options granted by the Company are set out in note 21 to the condensed consolidated financial statements.
- (ii) Details of Directors' interests in share options granted by RHIHL are set out in note 21 to the condensed consolidated financial statements.
- (g) 400 shares were held through companies controlled by CCIHL and 600 shares were held through a company controlled by Mr. Lo Yuk Sui.
- (h) The interests in these shares of 303 Company Limited are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
Venture Perfect Investments Limited	Paliburg Development BVI Holdings Limited	100.00
Leading Technology Holdings Limited	Venture Perfect Investments Limited	50.00
World Momentum Limited	Leading Technology Holdings Limited	100.00
Century Matrix Limited	World Momentum Limited	100.00

(b) Name of corporation	Controlled by	% of control
Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Net Community Limited	Secure Way Technology Limited	66.67
Net Community Limited	Task Master Technology Limited	33.33
Century Digital Holdings Limited	Net Community Limited	100.00
Grand Modern Investments Limited	Century Digital Holdings Limited	100.00
Leading Technology Holdings Limited	Grand Modern Investments Limited	50.00
World Momentum Limited	Leading Technology Holdings Limited	100.00
Century Matrix Limited	World Momentum Limited	100.00

- (i) The interests in these shares of Century Matrix Limited are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
Venture Perfect Investments Limited	Paliburg Development BVI Holdings Limited	100.00
Leading Technology Holdings Limited	Venture Perfect Investments Limited	50.00
World Momentum Limited	Leading Technology Holdings Limited	100.00





(b)	Name of corporation	Controlled by	% of control
	Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
	Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
	8D International (BVI) Limited	Manyways Technology Limited	60.00
	Task Master Technology Limited	8D International (BVI) Limited	100.00
	Net Community Limited	Secure Way Technology Limited	66.67
	Net Community Limited	Task Master Technology Limited	33.33
	Century Digital Holdings Limited	Net Community Limited	100.00
	Grand Modern Investments Limited	Century Digital Holdings Limited	100.00
	Leading Technology Holdings Limited	Grand Modern Investments Limited	50.00
	World Momentum Limited	Leading Technology Holdings Limited	100.00

(j) The interests in these shares of Dragonlink Ventures (BVI) Limited are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a)	Name of corporation	Controlled by	% of control
	Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
	Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
	Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
	Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
	Venture Perfect Investments Limited	Paliburg Development BVI Holdings Limited	100.00
	Leading Technology Holdings Limited	Venture Perfect Investments Limited	50.00

(b)	Name of corporation	Controlled by	% of control
	Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
	Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
	8D International (BVI) Limited	Manyways Technology Limited	60.00
	Task Master Technology Limited	8D International (BVI) Limited	100.00
	Net Community Limited	Secure Way Technology Limited	66.67
	Net Community Limited	Task Master Technology Limited	33.33
	Century Digital Holdings Limited	Net Community Limited	100.00
	Grand Modern Investments Limited	Century Digital Holdings Limited	100.00
	Leading Technology Holdings Limited	Grand Modern Investments Limited	50.00

(c)	Name of corporation	Controlled by	% of control
	Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
	Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
	Delightful Thought Limited	Century City BVI Holdings Limited	100.00

(d)	Name of corporation	Controlled by	% of control
	Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
	Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
	Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
	Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
	Regal Hotels International Holdings Limited	Paliburg Development BVI Holdings Limited	73.18
	Regal International (BVI) Holdings Limited	Regal Hotels International Holdings Limited	100.00
	Richtech Holdings Limited	Regal International (BVI) Holdings Limited	100.00
	Ultimate Process Technology Limited	Richtech Holdings Limited	100.00

- (k) The interests in these shares of Evermax Technologies Limited are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
Venture Perfect Investments Limited	Paliburg Development BVI Holdings Limited	100.00
Leading Technology Holdings Limited	Venture Perfect Investments Limited	50.00
Dragonlink Ventures (BVI) Limited	Leading Technology Holdings Limited	60.00
Full Master Technology Limited	Dragonlink Ventures (BVI) Limited	100.00

(b) Name of corporation	Controlled by	% of control
Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Net Community Limited	Secure Way Technology Limited	66.67
Net Community Limited	Task Master Technology Limited	33.33
Century Digital Holdings Limited	Net Community Limited	100.00
Grand Modern Investments Limited	Century Digital Holdings Limited	100.00
Leading Technology Holdings Limited	Grand Modern Investments Limited	50.00
Dragonlink Ventures (BVI) Limited	Leading Technology Holdings Limited	60.00
Full Master Technology Limited	Dragonlink Ventures (BVI) Limited	100.00

(c) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Dragonlink Ventures (BVI) Limited	Century City BVI Holdings Limited	40.00
Full Master Technology Limited	Dragonlink Ventures (BVI) Limited	100.00

- (l) The interests in these shares of Foremost Technology Limited are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
Venture Perfect Investments Limited	Paliburg Development BVI Holdings Limited	100.00
Leading Technology Holdings Limited	Venture Perfect Investments Limited	50.00
Dragonlink Ventures (BVI) Limited	Leading Technology Holdings Limited	60.00





(b) Name of corporation	Controlled by	% of control
Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Net Community Limited	Secure Way Technology Limited	66.67
Net Community Limited	Task Master Technology Limited	33.33
Century Digital Holdings Limited	Net Community Limited	100.00
Grand Modern Investments Limited	Century Digital Holdings Limited	100.00
Leading Technology Holdings Limited	Grand Modern Investments Limited	50.00
Dragonlink Ventures (BVI) Limited	Leading Technology Holdings Limited	60.00

(c) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Dragonlink Ventures (BVI) Limited	Century City BVI Holdings Limited	40.00

(m) The interests in these shares of Full Master Technology Limited are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
Venture Perfect Investments Limited	Paliburg Development BVI Holdings Limited	100.00
Leading Technology Holdings Limited	Venture Perfect Investments Limited	50.00
Dragonlink Ventures (BVI) Limited	Leading Technology Holdings Limited	60.00

(b) Name of corporation	Controlled by	% of control
Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Net Community Limited	Secure Way Technology Limited	66.67
Net Community Limited	Task Master Technology Limited	33.33
Century Digital Holdings Limited	Net Community Limited	100.00
Grand Modern Investments Limited	Century Digital Holdings Limited	100.00
Leading Technology Holdings Limited	Grand Modern Investments Limited	50.00
Dragonlink Ventures (BVI) Limited	Leading Technology Holdings Limited	60.00

(c) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Dragonlink Ventures (BVI) Limited	Century City BVI Holdings Limited	40.00



(n) The interests in these shares of Leading Technology Holdings Limited are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
Venture Perfect Investments Limited	Paliburg Development BVI Holdings Limited	100.00

  

(b) Name of corporation	Controlled by	% of control
Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Net Community Limited	Secure Way Technology Limited	66.67
Net Community Limited	Task Master Technology Limited	33.33
Century Digital Holdings Limited	Net Community Limited	100.00
Grand Modern Investments Limited	Century Digital Holdings Limited	100.00

(o) The interests in these shares of Mira Technology Limited are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
Venture Perfect Investments Limited	Paliburg Development BVI Holdings Limited	100.00
Leading Technology Holdings Limited	Venture Perfect Investments Limited	50.00
Dragonlink Ventures (BVI) Limited	Leading Technology Holdings Limited	60.00
Foremost Technology Limited	Dragonlink Ventures (BVI) Limited	100.00

  

(b) Name of corporation	Controlled by	% of control
Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Net Community Limited	Secure Way Technology Limited	66.67
Net Community Limited	Task Master Technology Limited	33.33
Century Digital Holdings Limited	Net Community Limited	100.00
Grand Modern Investments Limited	Century Digital Holdings Limited	100.00
Leading Technology Holdings Limited	Grand Modern Investments Limited	50.00
Dragonlink Ventures (BVI) Limited	Leading Technology Holdings Limited	60.00
Foremost Technology Limited	Dragonlink Ventures (BVI) Limited	100.00

  

(c) Name of corporation	Controlled by	% of control
Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
Dragonlink Ventures (BVI) Limited	Century City BVI Holdings Limited	40.00
Foremost Technology Limited	Dragonlink Ventures (BVI) Limited	100.00





(p) The interests in these shares of Top-Most Technology Limited are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a)	Name of corporation	Controlled by	% of control
	Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
	Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
	Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
	Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
	Venture Perfect Investments Limited	Paliburg Development BVI Holdings Limited	100.00
	Leading Technology Holdings Limited	Venture Perfect Investments Limited	50.00
	World Momentum Limited	Leading Technology Holdings Limited	100.00

(b)	Name of corporation	Controlled by	% of control
	Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
	Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
	8D International (BVI) Limited	Manyways Technology Limited	60.00
	Task Master Technology Limited	8D International (BVI) Limited	100.00
	Net Community Limited	Secure Way Technology Limited	66.67
	Net Community Limited	Task Master Technology Limited	33.33
	Century Digital Holdings Limited	Net Community Limited	100.00
	Grand Modern Investments Limited	Century Digital Holdings Limited	100.00
	Leading Technology Holdings Limited	Grand Modern Investments Limited	50.00
	World Momentum Limited	Leading Technology Holdings Limited	100.00

(q) The interests in these shares of World Momentum Limited are held through corporations controlled by Mr. Lo Yuk Sui as detailed below:

(a)	Name of corporation	Controlled by	% of control
	Century City International Holdings Limited	Mr. Lo Yuk Sui	50.81
	Century City BVI Holdings Limited	Century City International Holdings Limited	100.00
	Paliburg Holdings Limited	Century City BVI Holdings Limited	72.33
	Paliburg Development BVI Holdings Limited	Paliburg Holdings Limited	100.00
	Venture Perfect Investments Limited	Paliburg Development BVI Holdings Limited	100.00
	Leading Technology Holdings Limited	Venture Perfect Investments Limited	50.00

(b)	Name of corporation	Controlled by	% of control
	Manyways Technology Limited	Mr. Lo Yuk Sui	100.00
	Secure Way Technology Limited	Mr. Lo Yuk Sui	92.50
	8D International (BVI) Limited	Manyways Technology Limited	60.00
	Task Master Technology Limited	8D International (BVI) Limited	100.00
	Net Community Limited	Secure Way Technology Limited	66.67
	Net Community Limited	Task Master Technology Limited	33.33
	Century Digital Holdings Limited	Net Community Limited	100.00
	Grand Modern Investments Limited	Century Digital Holdings Limited	100.00
	Leading Technology Holdings Limited	Grand Modern Investments Limited	50.00

Save as disclosed herein, as at 30th June 2003, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) of the Company, which (a) are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (b) are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules to be notified to the Company and the Stock Exchange.

Save as disclosed in note 21 to the condensed consolidated financial statements, during the period, no right has been granted to, or exercised by, the following persons, to subscribe for shares in or debentures of the Company and no option granted to such persons has been cancelled and lapsed:

- (i) any Director, chief executive or substantial shareholders of the Company, or their respective associates;
- (ii) any participant with options granted in excess of the individual limit;
- (iii) any employee working under employment contract that is regarded as "continuous contract" for the purpose of the Employment Ordinance;
- (iv) any supplier of goods or services; and
- (v) any other participants.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARE CAPITAL

As at 30th June, 2003, the following persons (not being a Director or chief executive of the Company) had an interest or short position 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 shareholder	Number of issued ordinary shares held	Number of underlying ordinary shares (unissued) held	Total number of ordinary shares (issued and unissued) held	Approximate percentage of the issued ordinary shares
Century (Notes i, ii and iii)	2,733,024,977	1,990,000,000	4,723,024,977	125%
Century City BVI Holdings Limited (Notes ii and iii)	2,733,024,977	1,990,000,000	4,723,024,977	125%
Almighty International Limited (Notes ii and iii)	1,360,000,000	1,990,000,000	3,350,000,000	88.66%
Century City Holdings Limited (Notes ii and iii)	769,458,989	—	769,458,989	20.36%
Gold Concorde Holdings Limited (Notes ii and iii)	224,145,656	—	224,145,656	5.93%
Meylink Limited (Notes ii and iii)	201,364,332	—	201,364,332	5.33%





Name of shareholder	Number of issued ordinary shares held	Number of underlying ordinary shares (unissued) held	Total number of ordinary shares (issued and unissued) held	Approximate percentage of the issued ordinary shares
Manyways Technology Limited (Notes iv and v)	—	2,750,000,000	2,750,000,000	72.78%
8D International (BVI) Limited (Notes iv, v and vi)	—	2,750,000,000	2,750,000,000	72.78%
Task Master Technology Limited (Notes iv, v and vi)	—	2,750,000,000	2,750,000,000	72.78%
Secure Way Technology Limited (Notes iv and v)	—	2,750,000,000	2,750,000,000	72.78%
Net Community Limited (Notes iv, v and viii)	—	2,750,000,000	2,750,000,000	72.78%
Century Digital Holdings Limited (Notes iv, v and ix)	—	2,750,000,000	2,750,000,000	72.78%
Grand Modern Investments Limited (Notes iv, v and x)	—	2,750,000,000	2,750,000,000	72.78%
Miss Lo Po Man (Note xi)	103,546,000	600,000,000	703,546,000	18.62%
Wealth Master International Limited (Notes xi, xii and xiv)	103,546,000	600,000,000	703,546,000	18.62%
Mr. Anthony Ng (Notes xi and xv)	103,546,000	600,000,000	703,546,000	18.62%
Miss Cindy Ng (Notes xi and xv)	103,767,125* *(221,125 shares beneficially owned by Miss Cindy Ng)	600,000,000	703,767,125*	18.63%
Splendid Success Investment Limited (Notes xi, xiii, xiv and xv)	103,546,000	600,000,000	703,546,000	18.62%
Select Wise Holdings Limited (Notes xi and xiv)	103,546,000	600,000,000	703,546,000	18.62%

**Notes:**

- (i) Mr. Lo Yuk Sui directly and indirectly holds 50.81% shareholding interests in CCIHL and the interests in these shares of the Company held by CCIHL through its wholly owned subsidiaries were included in the corporate interests of Mr. Lo Yuk Sui in the Company as disclosed under the section headed "Directors' Interests in Share Capital" above.
- (ii) These companies are wholly owned by CCIHL and their interests in the shares of the Company were included in the interests held by CCIHL.
- (iii) Including the retained balance of 6,444,444 issued ordinary shares as disclosed under Note (b) in the section headed "Directors' Interests in Share Capital" above.

- (iv) These companies are controlled by Mr. Lo Yuk Sui and their interests in shares of the Company were included in the corporate interests of Mr. Lo Yuk Sui in the Company as disclosed under the section headed "Directors' Interests in Share Capital" above.
- (v) The interests in these underlying shares are directly held by Grand Modern Investments Limited ("Grand Modern").
- (vi) 8D International (BVI) Limited ("8D BVI") is 60% owned by Manyways Technology Limited.
- (vii) Task Master Technology Limited ("Task Master") is wholly owned by 8D BVI.
- (viii) Net Community Limited ("Net Community") is 33.33% owned by Task Master and 66.67% owned by Secure Way Technology Limited.
- (ix) Century Digital Holdings Limited ("CDHL") is wholly owned by Net Community.
- (x) Grand Modern is wholly owned by CDHL.
- (xi) The interests in 3,546,000 issued shares and 500,000,000 unissued shares are directly held by Select Wise Holdings Limited ("Select Wise") and 100,000,000 issued shares and 100,000,000 unissued shares are directly held by Select Wise Trust, of which Select Wise is the beneficiary.
- (xii) Wealth Master International Limited ("Wealth Master") is wholly owned by Miss Lo Po Man.
- (xiii) As at 30th June, 2003, Splendid Success Investment Limited ("Splendid Success") was owned as to 50% by each of Mr. Anthony Ng and Miss Cindy Ng.
- (xiv) As at 30th June, 2003, Select Wise was owned as to 50% by each of Wealth Master and Splendid Success. Select Wise became wholly owned by Wealth Master on 5th August, 2003.
- (xv) On 5th August, 2003, Mr. Anthony Ng, Miss Cindy Ng and Splendid Success ceased to be substantial shareholders of the Company.

Save as disclosed herein, there is no person who, as at 30th June, 2003, had an interest or short position in the shares and underlying shares of the Company which are recorded in the register required to be kept under section 336 of the SFO.



## DISCLOSURE PURSUANT TO PRACTICE NOTE 19

The following disclosure is made by the Company in compliance with the continuing disclosure requirements under Practice Note 19 ("PN19") of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). For the purpose of this section, Regal Hotels International Holdings Limited ("RHIHL") (in which the Company holds a 63.5% shareholding interest) and its subsidiary companies will be referred to as the "RHIHL Group"; the Company and its subsidiary companies, excluding the RHIHL Group, will be referred to as the "PHL Group"; the Company and its subsidiary companies, including the RHIHL Group, will be referred to as the "PHL/RHIHL Group" or the "Group".

### **Advances to an Entity (Paragraph 3.2.1 of PN19)**

Details of the advances made to Chest Gain Development Limited ("Chest Gain"), a jointly controlled entity owned as to 70% by RHIHL and 30% by China Overseas Land & Investment Limited, which is independent of, and not connected with the Company and RHIHL, the respective directors, chief executive and substantial shareholders of the Company and RHIHL and any of their respective subsidiary companies or any of their respective associates (as defined in the Listing Rules), by the RHIHL Group as at 30th June, 2003 are set out below:

<b>Advances</b>	<b>RHIHL Group (HK\$'million)</b>
(A) Principal Amount of Advances	2,705.0
(B) Interest Receivable	379.2
(C) Several Guarantees for:	
(a) Principal Amount of Bank Facilities	2,359.0
(b) Amount of Bank Facilities Drawdown	2,114.9
Total: (A)+(B)+(C)(a)	<u>5,443.2</u>
(A)+(B)+(C)(b)	<u>5,199.1</u>



The above advances to Chest Gain, including interest receivable thereon, in an aggregate sum of HK\$3,084.2 million (before a provision of HK\$1,633.3 million) included an amount of HK\$1,701.1 million, before a provision of HK\$933.3 million, which represented the gross amount of the advances attributable to the additional 40% interest in Chest Gain acquired from the PHL Group in 2002 as detailed in last year's audited consolidated financial statements. Such contribution of funds to Chest Gain are required to be provided in the form of shareholders' loans in proportion to the respective shareholding interests of the shareholders of Chest Gain. The advances are unsecured and have no fixed term of repayment, and related interest had been accrued at prime rate up to 31st December, 1998. The provision of financial assistance to Chest Gain is for the purpose of facilitating Chest Gain in the development of its property project at Rural Building Lot No.1138, Wong Ma Kok Road, Stanley, Hong Kong (the "Stanley Site"). The Stanley Site was acquired by Chest Gain at the government land auction held on 3rd June, 1997. A guarantee was provided by RHIHL on a several basis in proportion to its 70% shareholding interests in Chest Gain and was given in respect of the bank loan facilities of HK\$3,370.0 million made available to Chest Gain for the purposes of refinancing part of the consideration for the acquisition of the Stanley Site and financing the estimated construction costs required for the luxury residential development at the Stanley Site. In addition, the Company continued to provide a limited guarantee in respect of those bank loan facilities to Chest Gain attributable to the 40% interest in Chest Gain sold to RHIHL Group in 2002.

Calculated on the basis shown above, the aggregate of advances and other financial assistance as at 30th June, 2003 provided by the RHIHL Group to Chest Gain in the respective sums of (a) HK\$5,443.2 million (based on the total available amount of the bank facilities) and (b) HK\$5,199.1 million (based on the amount of bank facilities drawdown) represented (a) 309.0% and (b) 295.2% of the consolidated net tangible assets of the Company of HK\$1,761.5 million (the "Paliburg NTA"), by reference to its latest unaudited condensed consolidated financial statements for the six months ended 30th June, 2003.



**Financial Assistance provided to and Guarantees given for Affiliated Companies  
(Paragraph 3.3 of PN19)**

Details of the financial assistance provided to and guarantees given for affiliated companies (including Chest Gain) by the PHL Group and the RHIHL Group as at 30th June, 2003 are set out below:

Name of Affiliated Companies	Principal Amount of Advances (HK\$'million)	Interest Receivable (HK\$'million)	Guarantee given for Bank Facilities	
			(i) Principal Amount of Bank Facilities (HK\$'million)	(ii) Amount of Bank Facilities Drawdown (HK\$'million)
Chest Gain	(A) 2,705.0	(B) 379.2	(C)(i) 2,359.0	(C)(ii) 2,114.9
Cheerjoy Development Limited	(D) 147.7 (Interest Rate: Prime Rate)	(E) 7.5	Nil	Nil
Talent Faith Investments Ltd.	(F) 78.6	–	Nil	Nil
8D International (BVI) Limited	(G) 28.7	–	Nil	Nil
8D Matrix Limited	(H) 0.5	–	Nil	Nil
Bright Future (HK) Limited	(I) 5.6	–	Nil	Nil
Network Sky Limited	(J) 0.7	–	Nil	Nil
		Total:	(A)+(B)+(C)(i)+(D) to (J)	5,712.5
			(A)+(B)+(C)(ii)+(D) to (J)	5,468.4

Relevant details in respect of the financial assistance provided to and guarantees given for Chest Gain are disclosed above under Paragraph 3.2.1 of PN19 of the Listing Rules.

Cheerjoy Development Limited ("Cheerjoy") was a wholly owned subsidiary company of the Company and became a 30% owned associate of the Company during 1999. Cheerjoy owns the development property at Ap Lei Chau Inland Lot No.129, Ap Lei Chau East, Hong Kong. The remaining 70% shareholding interest in Cheerjoy is owned by a third party, which is independent of, and not connected with the Company, the Directors, chief executive and substantial shareholders of the Company and any of its subsidiary companies or any of their respective associates (as defined in the Listing Rules). The advances were provided by the PHL Group in the form of shareholder's loans and, according to the terms of the shareholders' agreement in respect of this joint venture, would not be in proportion to the Company's shareholding interest in Cheerjoy. The advances were provided for the purpose of funding the working capital requirements of Cheerjoy, are unsecured and have no fixed term of repayment.





Talent Faith Investments Ltd. ("Talent Faith") was previously a wholly owned subsidiary company of the Company. Talent Faith owns a 65% interest in a joint venture company which, in turn, owns a 70% interest in an equity joint venture in the People's Republic of China involved in a property development project in Beijing. Talent Faith became a 50% owned associate of the Company during 2000. The remaining 50% shareholding interest in Talent Faith is owned by a third party, which is independent of, and not connected with the Company, the Directors, chief executive and substantial shareholders of the Company and any of its subsidiary companies or any of their respective associates (as defined in the Listing Rules). The advances were provided by the PHL Group in the form of shareholder's loans and, in accordance with the terms in the agreement entered into with the said third party in relation to the disposal of the Group's 50% interest in Talent Faith, would not be in proportion to the Company's shareholding interest in Talent Faith. The advances were provided for the purpose of funding the working capital requirements of Talent Faith, are unsecured, interest free and have no fixed terms of repayment.

8D International (BVI) Limited ("8D-BVI") is a 30% owned associate of RHIHL, which is involved in information technology businesses in connection with a broadband fibre optic network project in The People's Republic of China and the development and distribution of technologically advanced security and building related systems and software development, and promotions businesses. The remaining shareholding interests in 8D-BVI are indirectly owned as to 10% by CCIHL and 60% by Mr. Lo Yuk Sui. The advances were provided by the RHIHL Group in the form of shareholder's loans in proportion to RHIHL's shareholding interest in 8D-BVI, for the purpose of financing the working capital of 8D-BVI. The advances are unsecured, interest free and have no fixed term of repayment.

8D Matrix Limited ("8D Matrix") is a 30% owned associate of RHIHL (RHIHL also holds an additional 6% attributable interest through its holding in 8D-BVI), which is involved in promotions businesses. The remaining shareholding interests in 8D Matrix are owned as to 10% indirectly by CCIHL and 60% indirectly by Mr. Lo Yuk Sui through his associates (as defined in the Listing Rules), including 8D-BVI. The advances were provided by the RHIHL Group in the form of shareholder's loans in proportion to RHIHL's shareholding interest in 8D Matrix, for the purpose of financing the working capital of 8D Matrix. The advances are unsecured, interest free and have no fixed term of repayment.

Bright Future (HK) Limited ("Bright Future"), a 50% owned associate of RHIHL, owns a 90% effective equity interest in a foreign enterprise engaged in the operation of a hotel in Qinghai in The People's Republic of China. The remaining 50% shareholding interest in Bright Future and the remaining 10% equity interest in the aforesaid foreign enterprise are owned by third parties respectively, which are independent of, and not connected with RHIHL, the directors, chief executive and substantial shareholders of RHIHL and any of its subsidiary companies or any of their respective associates (as defined in the Listing Rules). The advances to Bright Future were provided by the RHIHL Group in the form of shareholder's loans in proportion to RHIHL's shareholding interest in Bright Future, for the purpose of funding the working capital requirements of Bright Future. The advances to Bright Future are unsecured, interest free and have no fixed term of repayment.



Network Sky Limited (“Network Sky”) is a 25% owned associate of the Company, which through its wholly-owned subsidiary company is engaged in the carrying on of a light refreshment operation. The other shareholding interests in Network Sky are owned as to 25% indirectly by RHIHL, 25% indirectly by Mrs. Kitty Lo Lee Kit Tai, a director of the Company and RHIHL, through her associate (as defined in the Listing Rules) and 25% directly by a third party which is independent of, and not connected with the Company, the directors, chief executive and substantial shareholders of the Company and any of its subsidiary companies or any of their respective associates (as defined in the Listing Rules). The advances to Network Sky were provided by the Group in the form of shareholder’s loans in proportion to the Company’s shareholding interest in Network Sky, for the purpose of financing the working capital of Network Sky. The advances are unsecured, interest free and have no fixed term of repayment.

Calculated on the basis shown above, as at 30th June, 2003, the aggregate amount of financial assistance provided to and guarantees given for affiliated companies by the PHL/ RHIHL Group in the respective sums of (a) HK\$5,712.5 million (based on the total available amount of the bank facilities to Chest Gain) and (b) HK\$5,468.4 million (based on the drawdown amount of bank facilities to Chest Gain) represented (a) 324.3% and (b) 310.4% of the Paliburg NTA.

A pro-forma combined balance sheet of the abovenamed affiliated companies and the Group’s attributable interest in these affiliated companies are presented below:

	<b>Pro-forma combined balance sheet (HK\$’million)</b>	<b>Group’s attributable interest (HK\$’million)</b>
Non-current assets	1,071.4	375.4
Current assets	4,975.9	1,637.8
Current liabilities	(3,380.2)	(1,123.9)
Non-current liabilities	(6,582.8)	(2,174.9)
Net liabilities	<u>(3,915.7)</u>	<u>(1,285.6)</u>



**Loan agreements with covenants relating to specific performance obligation of the controlling shareholders (Paragraphs 3.7.1 and 3.7.2 of PN19)**

**Paragraph 3.7.1 of PN19**

The agreements for the following loans to the RHIHL Group impose specific performance obligations on the controlling shareholders of the Company and RHIHL:

		<b>Outstanding Balance of Bank Facilities as at 30th June, 2003 (HK\$'million)</b>	<b>Final Maturity of Bank Facilities</b>	<b>Specific Performance Obligations</b>
<b>RHIHL Group</b>	(a)	1,054.2	July 2007	Note (i)
	(b)	3,732.5	September 2004	Note (ii)
Total:		<u>4,786.7</u>		

**Notes:**

- (i) Mr. Lo Yuk Sui, the Chairman and the controlling shareholder of CCIHL which owns a 66.9% shareholding interest in the Company (which in turn holds a 63.5% shareholding interest in RHIHL), and/or members of his immediate family, or a trust or trusts under which they are beneficially interested (collectively, "Mr. Lo") shall not cease to maintain controlling interest (directly or indirectly) in respect of shareholding (as defined under the Listing Rules) and management control in RHIHL.
- (ii) Mr. Lo shall not cease to maintain controlling interest (whether directly or indirectly) in RHIHL.

Breach of the above specific performance obligations will constitute events of default of the bank facilities. As a result, the bank facilities may become immediately due and payable on demand by the relevant lenders according to the respective terms and conditions of the bank facilities.

**Paragraph 3.7.2 of PN19**

Details of the financial restructuring proposal relating to the above loan agreements are set out in note 2 to the condensed consolidated financial statements.



## CORPORATE GOVERNANCE

The Directors of the Company are not aware of any information that would reasonably indicate that the Company is not, or was not for any part of the accounting period covered by this interim report, in compliance with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), except that the independent Non-Executive Directors of the Company were not appointed for specified terms. However, they were appointed to their offices for such terms and subject to retirement in accordance with the provisions of the Bye-laws of the Company.

In compliance with the requirement in the Code of Best Practice of the Listing Rules in respect of the establishment of an audit committee, the Company has formed an Audit Committee, which currently comprises Dr. Alex Wu Shu Chih (Chairman of the Committee), Mr. Ng Siu Chan and Mr. Abraham Shek Lai Him, all of whom are independent Non-Executive Directors of the Company. The Audit Committee is established with reference to "A Guide for the Formation of an Audit Committee" issued by the Hong Kong Society of Accountants.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited condensed consolidated financial statements for the six months ended 30th June, 2003.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiary companies has purchased, sold or redeemed any listed securities of the Company during the period under review.

