

DIRECTORS' INTERESTS IN SHARES AND SHARE OPTIONS

As at 30th June 2002, the interests of the Company's directors in the share capital and share options of the Company and its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) as recorded in the register required to be kept under Section 29 of the SDI Ordinance or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to Section 28 of the SDI Ordinance and the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

Interests in ordinary shares of the Company

| Name of director | Nature of interests | Number of ordinary shares held |
|-----------------------------|---------------------|--------------------------------|
| Mr. KWONG Che Keung, Gordon | Personal | 250,000 |
| Mr. WONG Tin Yau, Kelvin | Personal | 50,000 |
| Dr. LI Kwok Po, David | Personal | 258,000 |
| Mr. LEE Yip Wah, Peter | Personal | 100,000 |

Interests in share options granted by the Company

On 30th November 1994, a share option scheme (the "Share Option Scheme") was approved by the shareholders of the Company under which the directors of the Company may, at their discretion, grant to any director, executive and/or employee who are in full time employment with any company in the Group, share options to subscribe for the Company's shares, subject to the terms and conditions stipulated therein. A summary of the movement of directors' share options for the six months ended 30th June 2002 is as follows:

| Name of director | Number of share options | | | | | | Note |
|-----------------------------|-------------------------|---------------------|-------------------|-----------------------------|--------------------------|-------------------|------|
| | Exercise price HK\$ | Outstanding | Granted | Exercised during the period | Lapsed during the period | Outstanding | |
| | | at 1st January 2002 | during the period | | | at 30th June 2002 | |
| Mr. LI Jianhong | 3.584 | 250,000 | - | - | (250,000) | - | (3) |
| Mr. SHI Qin | 3.584 | 500,000 | - | - | (500,000) | - | (3) |
| Mr. KWONG Che Keung, Gordon | 3.584 | 250,000 | - | (250,000) | - | - | (3) |
| Mr. XU Lirong | 3.584 | 250,000 | - | - | (250,000) | - | (3) |
| Mr. LU Zhiming | 5.53 | 1,500,000 | - | - | - | 1,500,000 | (1) |
| | 3.584 | 250,000 | - | - | (250,000) | - | (3) |
| Mr. WONG Tin Yau, Kelvin | 8.80 | 5,000,000 | - | - | - | 5,000,000 | (2) |
| | 3.584 | 150,000 | - | (150,000) | - | - | (3) |
| Mr. LU Chenggang | 3.584 | 350,000 | - | - | (350,000) | - | (3) |
| Mr. QIN Fuyan | 5.53 | 1,500,000 | - | - | - | 1,500,000 | (1) |
| | 3.584 | 350,000 | - | - | (350,000) | - | (3) |
| Mr. YANG Bin # | 3.584 | 250,000 | - | - | (250,000) | - | (3) |

The share options of Mr. YANG Bin were lapsed on 12th March 2002 due to his resignation as a director of the Company on 12th March 2002.

Notes:

- (1) The share options were granted on 1st July 1996 under the Share Option Scheme. The options are exercisable at any time within ten years from the date of grant.
- (2) The share options were granted on 20th May 1997 (the "Offer Date") under the Share Option Scheme. The options are exercisable at any time within ten years from the date of grant, subject to the following conditions:
 - (i) For those grantees who have completed one year full-time service in the Group may exercise a maximum of 20% of share options granted in each of the first five anniversary year from the Offer Date.
 - (ii) For those grantees who have not completed one year full-time service in the Group as at the Offer Date, a maximum of 20% of options granted may be exercisable in each of the first five anniversary years of the Offer Date after completion of one year full-time service.
- (3) The share options were granted on 6th April 2000 under the Share Option Scheme. The options were exercisable at any time from the first day of the thirteenth month from the date of grant to the end of the twenty-fourth month from the date of grant. These options, which were remained unexercised on the last day of the exercisable period, were lapsed on 6th April 2002.

Interests in share options granted by associated corporation

| Number of director | Name of associated corporation | Exercise price HK\$ | Number of share options | | | | Outstanding at 30th June 2002 |
|-----------------------------|--------------------------------------|---------------------|---------------------------------|---------------------------|-----------------------------|--------------------------|-------------------------------|
| | | | Outstanding at 1st January 2002 | Granted during the period | Exercised during the period | Lapsed during the period | |
| Mr. KWONG Che Keung, Gordon | COSCO International Holdings Limited | 0.656 | 4,500,000 | - | - | (4,500,000) | - |

The share options were granted on 20th March 2000 under the share option scheme adopted by COSCO International Holdings Limited on 17th January 1992 and were exercisable at any time between the period from 20th March 2001 and 16th January 2002. These options, which were remained unexercised on the last day of the exercisable period, were lapsed on 16th January 2002.

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 the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Save as disclosed above, as at 30th June 2002, none of the directors and chief executives had any interests in the share capital of the Company and its associated corporations required to be disclosed pursuant to the SDI Ordinance and the Model Code, and none of the directors and chief executives or their respective spouses or children under 18 years of age, had any right to subscribe for the shares of the Company, or had exercised any such right during the period.