

FORM 3D – DIRECTOR/CHIEF EXECUTIVE NOTICE

NOTIFICATION OF INTERESTS IN DEBENTURES OF ASSOCIATED CORPORATION OF A
LISTED CORPORATION

General Notes

1. This Form 3D is for use by a director or chief executive of an associated corporation of a Hong Kong listed corporation of which he/she is a director or chief executive under Part XV of the Securities and Futures Ordinance (Cap. 571) ("SFO"). You must complete the notice in accordance with the directions and instructions in these Notes and then file the notice with the Stock Exchange of Hong Kong Limited ("SEHK").
2. Use :

Form 1	if you are an individual with an interest of 5% or more of the voting shares of a listed corporation making a disclosure (and are not a director or chief executive of the listed corporation).
Form 2	if you are a corporation with an interest of 5% or more of the voting shares of a listed corporation making a disclosure.
Form 3A	if you are notifying interests in shares of the listed corporation of which you are a director or chief executive.
Form 3B	if you are notifying interests in shares of an associated corporation of the listed corporation of which you are a director or chief executive.
Form 3C	if you are notifying interests in debentures of the listed corporation of which you are a director or chief executive.
Form 4	if you are a listed corporation that is required by section 330(1) or 333(1) of the SFO to notify the SEHK of information received in pursuance of a requirement imposed by the listed corporation under section 329 of the SFO or to deliver a report prepared under section 332 of

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- or you exercise or assign such rights.
- (v) When the nature of your interest in such debentures changes.
 - (vi) If you have an interest in debentures of an associated corporation of a listed corporation at a time when it becomes a listed corporation.
 - (vii) If you have an interest in debentures of an associated corporation when you become a director or chief executive of that corporation.
 - (viii) If you have an interest in debentures of an associated corporation when it becomes an associated corporation.

A notification of relevant events (vi) to (viii) is described in Form 3D and these Notes as an "Initial Notification".

Timing of notification

7.

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Box 11 State the place where the associated corporation was incorporated and give the number on the Certificate of Incorporation. Please fill in "N/A" if there is no Certificate of Incorporation number.

Box 12 If the associated corporation is a listed corporation, state the name of the exchange on which it is listed. If the associated corporation is listed on several exchanges, give the primary listing.

Boxes 13 to
19

30. Details of relevant event

Brief description of relevant event		Capacity in which debentures were/are held				Currency of debentures	Denominat ion unit size of debentures	Amount of debentures bought/sold or involved	On Exchange		Off Exchange		
		Before relevant event		After relevant event					Highest price (per unit)	Average price (per unit)	Average consideration (per unit)	Nature of consideration	
Enter code or double click below	*	Enter code or double click below		Enter code or double click below	*	HKD	5,000	400,000			4,500	Enter code or double click below	*
1101				2101								3101	

*Due to limited space in these Notes, the description of relevant event, capacity in which debentures were/are held and nature of consideration are not shown but will be displayed in the Form

The second example demonstrates for the case of initial Notification. Assume that you are a person who, prior to 1 September 2003 owns debentures of an associated corporation of the listed corporation, of a principal amount of HK\$4,500,000. On 31 December 2003 you are appointed a director of the listed corporation. On 15 September 2003 you had purchased (directly from the associated corporation) bonds of a principal amount of HK\$400,000 for HK\$360,000 paid in cash (all such debentures to be held in cash). The relevant date to be inserted in Box 1 would be "31.12.2003" and you should complete Box 30 in the following manner.

30. Details of relevant event

Brief description of relevant event		Capacity in which debentures were/are held				Currency of debentures	Denominat ion unit size of debentures	Amount of debentures bought/sold or involved	On Exchange		Off Exchange		
		Before relevant event		After relevant event					Highest price (per share)	Average price (per share)	Average considerati on (per share)	Nature of consideration	
Enter code or double click below	*	Enter code or double click below		Enter code or double click below	*	HKD	5,000	400,000			4,500	Enter code or double click below	*
1701				2301								3101	

*Due to limited space in these Notes, the description of relevant event, capacity in which debentures were/are held and nature of consideration are not shown but will be displayed in the Form

Box 31

State the total amount of debentures of the associated corporation concerned in which you were interested immediately before the relevant event in column 2. State the total amount of debentures in the associated corporation concerned in which you were interested immediately after the relevant event in column 3. Both of these total include all joint interests and deemed interests (See General Note 9.4 in column 2 and 3 of the Form).

in the column which applies to you. In the "Amount of Debentures involved" column state the amount of debentures involved.

If the debentures were granted to any of the persons mentioned in General Note 9 by the associated corporation, and the relevant event is the grant, the exercise of rights under or the assignment of those debentures, then you must give the details mentioned in the preceding paragraphs.

Box 34

If your spouse (or child under 18) is interested in debentures in the same associated corporation, your spouse's interest/your child's interest is taken to be your interest. Details of that interest must also be taken into account in completing Box 31.

If this is an Initial Notification, you must complete Box 34 if your spouse/child has debentures in the associated corporation. State the name of the spouse (or child under 18), his/her address and the amount of debentures in which you are interested through your spouse (or child und

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Code No. (Level 1)	Code No. (Level 2)	Code No. (Level 3)	Description of event (Box 30)
	1308		steps have been taken to enforce a security interest in the debentures, or rights to such debentures held as security, against you
	1309		

Table 3 – Codes of Nature of Consideration

Code No.	Description of consideration for df-exchange transactions (Box 30)
3101	Cash
3102	Assets other than cash
3103	Surrender of rights to shares/debentures
3104	Services

Table 4 – Codes of Status in relation to a Trust

Code No.	Status in relation to a trust (Box 37)
5101	Trustee of a trust
5102	Beneficiary of a trust (other than a discretionary interest)

Table 5 – Codes of Class of Debentures

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