

**購 股 權 計 劃**

本公司購股權計劃（「該計劃」）之摘要如下：

**(1) 目的**

以鼓勵及獎勵對本集團作出貢獻或將可作出貢獻選定之合資格人士。

**(2) 合資格人士**

(i) (a) 任何董事或擬委任董事（不論是執行或非執行，包括任何獨立非執行董事）；僱員或擬聘請之僱員（不論是全職或兼職），或

(b) 其時借調之任何人，

屬於本集團任何成員或任何控股股東或由控股股東控制之任何公司；或

(ii) 持有本集團任何成員或任何控股股東或任何控股股東控制公司所發行之任何證券之持有人；或

(iii) (a) 任何業務或合作夥伴、特許經營權受讓人、承包商、代理或代表，

(b) 任何人士或個體提供研究、發展或其他技術支援或任何諮詢、顧問、專業或其他服務，

(c) 任何貨品或服務供應商，

(d) 任何客戶，或

(e) 任何業主及租客（包括分租租客）；

乃本集團任何成員或任何控股股東或由控股股東控制之任何公司；

並就該計劃而言，將包括由一位或多位隸屬以上任何合資格人士所控制之任何公司。

**SHARE OPTION SCHEME**

Summary of the share option scheme of the Company ("Scheme") is as follows:

**(1) Purpose**

As incentives or rewards for the contribution or potential contribution to the Group from the selected eligible persons.

**(2) Eligible persons**

(i) (a) any director or proposed director (whether executive or non-executive, including any independent non-executive director), employee or proposed employee (whether full time or part time) of, or

(b) any individual for the time being seconded to work for,

any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; or

(ii) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; or

(iii) (a) any business or joint venture partner, franchisee, contractor, agent or representative of,

(b) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to,

(c) any supplier of goods or services to,

(d) any customer of, or

(e) any landlord or tenant (including any sub-tenant) of,

any member of the Group or any controlling shareholder or a company controlled by a controlling shareholder;

and, for the purposes of the Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of eligible persons.

**(3) 股份數目上限**

可發行之股份數目上限為一億一千五百一十五萬二千八百五十一股，約相等於在本報告日本公司已發行股份之百分之八。

**(4) 每位合資格人士可獲授權益上限**

每位合資格人士在任何十二個月內(直至授出購股權當日止)，根據該計劃及本公司任何其他購股權計劃獲授之購股權(包括已註銷、已行使及尚未行使之購股權)予以行使時，所發行及將發行之股份上限不得超過本公司已發行股份之百分之一。

**(5) 購股權行使期**

購股權可根據該計劃條款之規定，於董事授出購股權時，決定授出之購股權當日或其後日子開始行使，直至董事授出購股權時已決定之日期營業時間結束時屆滿(惟於任何情況下，由授出購股權當日起計不可超過十年，而接受提供之購股權當日亦以授出購股權之日期計)。

**(6) 接受提供之購股權**

購股權獲授人必須於本公司提供授出購股權日期起三十天內(包括提供購股權當日)接受有關之提供。於接受提供授予之購股權時，須繳付港幣一元。

**(7) 釐定購股權行使價之基準**

行使購股權時須予支付之每股股份之購股權價將由董事決定，惟購股權價須至少為下列兩者中之較高者：

- (i) 於授出日期之股份收市價；及
- (ii) 授出日期前五個營業日之平均收市價，

惟每股股份之購股權價在任何情況下不可低於一股股份之面值。

**(8) 該計劃尚餘之有效期**

該計劃維持生效直至二零一二年一月二十四日屆滿。

**(3) Maximum number of shares**

The maximum number of shares available for issue is 115,152,851, representing approximately eight percent of the issued share capital of the Company as at the date of this report.

**(4) Maximum entitlement of each eligible person**

The maximum number of shares issued and to be issued upon exercise of options granted under the Scheme and any other share option schemes of the Company to any eligible person (including cancelled, exercised and outstanding options), in any 12-month period up to the date of grant shall not exceed one percent of the shares in issue.

**(5) Time of exercise of option**

An option may be exercised in accordance with the terms of the Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the directors may determine in granting the option and expiring at the close of business on such date as the directors may determine in granting the option but in any event shall not exceed ten years from the date of grant (which is the date of offer of grant if the offer for the grant of the option is accepted).

**(6) Acceptance of offers**

An offer for the grant of options must be accepted within 30 days inclusive of the day on which such offer was made. The amount payable on acceptance of the offer for the grant of an option is HK\$1.00.

**(7) Basis of determining the option exercise price**

The option price per share payable on the exercise of an option is to be determined by the directors provided always that it shall be at least the higher of:

- (i) the closing price of the shares on the date of offer; and
- (ii) the average closing price of the shares for the five business days immediately preceding the date of offer,

provided that the option exercise price per share shall in no event be less than the nominal amount of a share.

**(8) The remaining life of the Scheme**

The Scheme will remain in force until January 24, 2012.

## 購 股 權 之 變 動

## MOVEMENT OF SHARE OPTIONS

本年度內，本公司購股權之變動詳情載列如下：

During the year, movements of the Company's share options are set out below:

合資格人士 Eligible person	購股權數目 Number of Share Options				於二零零二年 十二月三十一日 之結餘 Balance	每股行使價 Exercise price per share	授出日期 Date of grant	行使期 Exercisable period
	於二零零二年 一月一日之結餘 Balance as at 01/01/2002	於本年度內 授出 Granted during the year	於本年度內 行使 Exercised during the year	於本年度內 註銷/失效 Cancelled/ Lapsed during the year				
劉國權 Lau Kwok Kuen, Peter 董事 Director	15,000,000	-	-	-	15,000,000	2.600	08/24/1995	02/24/1996 - 05/28/2005
	10,000,000	-	-	-	10,000,000	2.830	05/07/1996	05/07/1999 - 05/28/2005
	25,000,000	-	-	-	25,000,000			
馮永昌 Fung Wing Cheong, Charles 董事 Director	800,000	-	800,000	-	-	2.150	05/30/1995	05/30/1998 - 05/28/2005
	300,000	-	-	-	300,000	4.460	07/08/2000	07/08/2001 - 05/28/2005
	300,000	-	-	-	300,000	4.460	07/08/2000	07/08/2002 - 05/28/2005
	300,000	-	-	-	300,000	4.460	07/08/2000	07/08/2003 - 05/28/2005
	-	1,666,000	-	-	1,666,000	4.650	04/08/2002	04/08/2003 - 04/07/2012
	-	1,666,000	-	-	1,666,000	4.650	04/08/2002	04/08/2004 - 04/07/2012
	-	1,668,000	-	-	1,668,000	4.650	04/08/2002	04/08/2005 - 04/07/2012
	1,700,000	5,000,000	800,000	-	5,900,000			
馬灼安 Mah Chuck On, Bernard 董事 Director	468,000	-	-	-	468,000	0.878	12/05/1997	12/05/1999 - 05/28/2005
	472,000	-	-	-	472,000	0.878	12/05/1997	12/05/2000 - 05/28/2005
	300,000	-	-	-	300,000	4.460	07/08/2000	07/08/2001 - 05/28/2005
	300,000	-	-	-	300,000	4.460	07/08/2000	07/08/2002 - 05/28/2005
	300,000	-	-	-	300,000	4.460	07/08/2000	07/08/2003 - 05/28/2005
	-	1,666,000	-	-	1,666,000	4.650	04/08/2002	04/08/2003 - 04/07/2012
	-	1,666,000	-	-	1,666,000	4.650	04/08/2002	04/08/2004 - 04/07/2012
	-	1,668,000	-	-	1,668,000	4.650	04/08/2002	04/08/2005 - 04/07/2012
	1,840,000	5,000,000	-	-	6,840,000			
黃百全 Wong Pak Chuen, Paul 董事 Director	548,000	-	-	-	548,000	0.878	12/05/1997	12/05/2000 - 05/28/2005
	200,000	-	-	-	200,000	3.384	04/26/2001	04/26/2004 - 05/28/2005
	748,000	-	-	-	748,000			

購 股 權 之 變 動 (續)

MOVEMENT OF SHARE OPTIONS (continued)

合資格人士 Eligible person	購股權數目 Number of Share Options				於二零零二年 十二月三十一日 之結餘 Balance as at 12/31/2002	每股行使價 Exercise price per share	授出日期 Date of grant	行使期 Exercisable period
	於二零零二年 一月一日之結餘 Balance as at 01/01/2002	於本年度內 授出 Granted during the year	於本年度內 行使 Exercised during the year	於本年度內 註銷/失效 Cancelled/ Lapsed during the year				
連續合約僱員 Continuous contract employees	1,228,000	-	116,000	-	1,112,000	2.150	05/30/1995	05/30/1998 - 05/28/2005
	2,800,000	-	1,000,000	-	1,800,000	3.190	03/04/1996	09/04/1996 - 05/28/2005
	1,356,000	-	1,172,000	-	184,000	0.878	12/05/1997	12/05/1999 - 05/28/2005
	2,412,000	-	520,000	-	1,892,000	0.878	12/05/1997	12/05/2000 - 05/28/2005
	300,000	-	300,000	-	-	0.692	02/24/1999	02/24/2000 - 05/28/2005
	300,000	-	-	-	300,000	0.692	02/24/1999	02/24/2001 - 05/28/2005
	300,000	-	-	-	300,000	0.692	02/24/1999	02/24/2002 - 05/28/2005
	408,000	-	408,000	-	-	0.770	03/05/1999	03/05/2002 - 05/28/2005
	240,000	-	-	-	240,000	2.320	07/17/1999	08/01/2000 - 05/28/2005
	240,000	-	-	-	240,000	2.320	07/17/1999	08/01/2001 - 05/28/2005
	240,000	-	-	-	240,000	2.320	07/17/1999	08/01/2002 - 05/28/2005
	240,000	-	-	-	240,000	2.320	07/17/1999	08/01/2003 - 05/28/2005
	240,000	-	-	-	240,000	2.320	07/17/1999	08/01/2004 - 05/28/2005
	400,000	-	-	-	400,000	4.460	07/08/2000	07/08/2001 - 05/28/2005
	300,000	-	-	-	300,000	4.460	07/08/2000	07/08/2002 - 05/28/2005
	300,000	-	-	-	300,000	4.460	07/08/2000	07/08/2003 - 05/28/2005
	4,470,000	-	-	370,000	4,100,000	3.728	02/07/2001	02/07/2004 - 05/28/2005
	5,474,000	-	-	-	5,474,000	3.108	08/31/2001	08/31/2003 - 05/28/2005
	-	5,024,000	-	110,000	4,914,000	4.650	04/08/2002	04/08/2003 - 04/07/2012
	-	5,024,000	-	110,000	4,914,000	4.650	04/08/2002	04/08/2004 - 04/07/2012
	-	5,502,000	-	110,000	5,392,000	4.650	04/08/2002	04/08/2005 - 04/07/2012
	21,248,000	15,550,000	3,516,000	700,000	32,582,000			

附註：

Notes:

- 購股權授出日(即二零零二年四月八日)前一天之股份收市價為港幣四元五角五仙
- 有關馮永昌先生及連續合約僱員已行使之購股權於緊隨行使日前之加權平均股份收市價分別為港幣五元一角及港幣四元六角二仙
- The closing price of the share immediately before the options granted on April 8, 2002 is HK\$4.55
- The weighted average closing prices of the shares immediately before the dates of exercise are HK\$5.10 and HK\$4.62 respectively regarding the options exercised by Mr. Fung Wing Cheong, Charles and the Continuous Contract Employees

## 購 股 權 價 值

購股權授予時，在財務報表上並不會確認，但只會於行使時才確認。於二零零二年財政年度購股權授予之每股合理價值為港幣二元一角八仙。該合理價值乃採用柏力克·舒爾斯期權定價模式，並於授出日採用以下之假設數據計算：

無風險利率	：	百分之五點九（於授出日之十年期外匯基金債券的大約孳息）
預期股息	：	歷史股息每股為港幣一角四仙
預期波幅	：	歷史波幅為百分之四十六
預期有效期	：	十年

柏力克·舒爾斯期權定價模式的設計旨在評估並無授出限制且可以自由轉讓之公開買賣期權之合理價值。而且，該期權定價模式亦須視乎若干高度主觀假設數據，包括預期股價波幅。任何主觀假設數據倘出現任何變動均會對購股權之合理價值造成重大影響。

## VALUATION OF SHARE OPTIONS

The share options granted are not recognized in the financial statements until they are exercised. The fair value per share option granted during the fiscal year 2002 is HK\$2.18. The fair value of each option granted is estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	：	5.9 percent, being the approximate yield of 10-year Exchange Fund Note on the grant date
Expected dividend	：	historical dividends of 14 HK cents per share
Expected volatility	：	46 percent based on historical volatility
Expected life	：	10 years

The Black-Scholes option pricing model is developed to estimate the fair value of publicly traded options that have no vesting restrictions and are fully transferable. In addition, such option pricing model requires input of highly subjective assumptions, including the expected stock price volatility. Any changes in the subjective input assumptions may materially affect the estimation of the fair value of an option.