

SHARE OPTIONS SCHEMES

Pursuant to a share option scheme of the Company adopted on 19 April 1994 (the "1994 Scheme") and another share option scheme of the Company adopted on 7 September 1999 (the "1999 Scheme"), the Board may, at its discretion, grant options to any employees (including executive directors) of the Company and its subsidiaries, to subscribe for shares in the Company subject to terms and conditions stipulated in the two schemes.

On 23 May 2002, the 1994 Scheme and 1999 Scheme were terminated and a new share option scheme (the "2002 Scheme") was adopted by shareholders to comply with the new requirements of chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). No further option shall be granted under the 1994 Scheme and the 1999 Scheme and the options which have been granted during the life of the 1994 Scheme and the 1999 Scheme shall continue to be exercisable. Under the 2002 Scheme, the Directors may, at their discretion, grant options to eligible persons including Directors and employees to subscribe shares in the Company.

During the period, options carrying the rights to subscribe for up to total of 4,400,000 shares in the Company were granted on 3 March 2003 under the 2002 Scheme.

As at 30 June 2003, the number of shares in respect of which options could be exercisable under the terms of the 1994 Scheme, the 1999 Scheme and the 2002 Scheme was 28,512,600 shares representing 10.57% of the shares of the Company in issue at that date.

購股權計劃

根據於一九九四年四月十九日採納之本公司購股權計劃（「一九九四年計劃」），以及於一九九九年九月七日採納之另一項本公司購股權計劃（「一九九九年計劃」），董事會可根據兩項計劃所規定之條款及條件酌情向本公司及其附屬公司之任何僱員（包括執行董事），授予購股權以認購本公司之股份。

為遵守聯交所證券上市規則（「上市規則」）第17章之新規定，股東於二零零二年五月二十三日終止一九九四年計劃及一九九九年計劃，並採納新購股權計劃（「二零零二年計劃」）。本公司將不再根據一九九四年計劃及一九九九年計劃授出任何購股權，惟於一九九四年計劃及一九九九年計劃已授出之購股權仍可予行使。根據二零零二年計劃，董事可酌情決定向合資格人士（包括董事及僱員）授予購股權，以認購本公司股份。

期內，根據二零零二年計劃附帶認購合共最多4,400,000股本公司股份權利之購股權已於二零零三年三月三日授出。

於二零零三年六月三十日，根據一九九四年計劃、一九九九年計劃及二零零二年計劃條款可予行使之購股權相關之股份數目為28,512,600股，佔本公司於該日已發行股份之10.57%。

The following table discloses movements in the Company's share options during the period: 下表披露本公司於期內之購股權變動：

(A) DIRECTORS

(A) 董事

Name	Date of grant	Exercisable period	Exercise price	Balance at	Granted during the period	Cancelled/	Balance at
				31 December 2002		lapsed during the period	30 June 2003
姓名	授出日期	行使期間	行使價	於二零零二年十二月三十一日之結餘	期內授出	期內註銷/失效	於二零零三年六月三十日之結餘
			HK\$ 港元				
Peter F Amour 區沛達	27/6/2000	27/6/2001-26/6/2004	0.567	2,400,000	-	-	2,400,000
	4/12/2002	4/12/2002-3/12/2007	0.292	1,500,000	-	-	1,500,000
	3/3/2003	3/3/2003-2/3/2008	0.385	-	1,100,000	-	1,100,000
Sir Keith Bright Keith Bright 爵士	27/6/2000	27/6/2001-26/6/2004	0.567	300,000	-	-	300,000
	4/12/2002	4/12/2002-3/12/2007	0.292	50,000	-	-	50,000
Malcolm Paton	6/6/1997	6/6/1997-18/4/2004	14.333	799,200	-	-	799,200
	30/6/2000	30/6/2001-29/6/2004	0.567	2,385,000	-	-	2,385,000
	4/12/2002	4/12/2002-3/12/2007	0.292	1,500,000	-	-	1,500,000
	3/3/2003	3/3/2003-2/3/2008	0.385	-	1,100,000	-	1,100,000

Name	Date of grant	Exercisable period	Exercise price	Balance at 31 December 2002 於二零零二年十二月三十一日 之結餘	Granted during the period 期內授出	Cancelled/lapsed during the period 期內註銷／失效	Balance at 30 June 2003 於二零零三年六月三十日 之結餘
姓名	授出日期	行使期間	行使價 HK\$ 港元				
Leung Shek Kong 梁錫光	6/6/1997	6/6/1997-18/4/2004	14.333	799,200	-	-	799,200
	30/6/2000	30/6/2001-29/6/2004	0.567	2,250,000	-	-	2,250,000
	4/12/2002	4/12/2002-3/12/2007	0.292	1,500,000	-	-	1,500,000
	3/3/2003	3/3/2003-2/3/2008	0.385	-	1,100,000	-	1,100,000
Mak Chee Bun 麥致賁	19/10/2000	13/7/2001-18/10/2004	0.567	750,000	-	-	750,000
	5/6/2001	13/7/2001-4/6/2005	0.434	1,500,000	-	-	1,500,000
	4/12/2002	4/12/2002-3/12/2007	0.292	1,500,000	-	-	1,500,000
	3/3/2003	3/3/2003-2/3/2008	0.385	-	1,100,000	-	1,100,000
Sub-total 小計				<u>17,233,400</u>	<u>4,400,000</u>	<u>-</u>	<u>21,633,400</u>

(B) EMPLOYEES

(B) 僱員

Date of grant	Exercisable period	Exercise price	Balance at 31 December 2002 於二零零二年十二月三十一日 之結餘	Granted during the period 期內授出	Exercised during the period 期內行使	Cancelled/lapsed during the period 期內註銷/ 失效	Balance at 30 June 2003 於二零零三年六月三十日 之結餘
授出日期	行使期間	行使價 HK\$ 港元					
6/6/1997	6/6/1997-18/4/2004	14.333	355,200	-	-	-	355,200
5/1/2000	5/1/2001-4/1/2004	1.579	600,000	-	-	-	600,000
23/6/2000	23/6/2001-22/6/2004	0.567	225,000	-	-	-	225,000
27/6/2000	27/6/2001-26/6/2004	0.567	57,000	-	-	-	57,000
29/6/2000	29/6/2001-28/6/2004	0.567	120,000	-	-	22,500	97,500
30/6/2000	30/6/2001-29/6/2004	0.567	493,500	-	22,500	27,000	444,000
1/7/2000	1/7/2001-30/6/2004	0.567	37,500	-	-	-	37,500
2/7/2000	2/7/2001-1/7/2004	0.567	705,000	-	105,000	-	600,000
3/7/2000	3/7/2001-2/7/2004	0.567	441,000	-	-	-	441,000
4/7/2000	4/7/2001-3/7/2004	0.567	867,000	-	-	-	867,000
5/7/2000	5/7/2001-4/7/2004	0.567	157,500	-	-	-	157,500
1/10/2000	13/7/2001-30/9/2004	0.567	750,000	-	-	-	750,000
2/10/2000	13/7/2001-1/10/2004	0.567	150,000	-	-	-	150,000
10/10/2000	13/7/2001-9/10/2004	0.567	37,500	-	-	-	37,500
4/12/2002	4/12/2002-3/12/2007	0.292	3,300,000	-	1,210,000	30,000	2,060,000
Sub-total 小計			<u>8,296,200</u>	<u>-</u>	<u>1,337,500</u>	<u>79,500</u>	<u>6,879,200</u>
Total 總計			25,529,600	4,400,000 (Note 1) (附註1)	1,337,500 (Note 2) (附註2)	79,500 (Note 3) (附註3)	28,512,600

Notes:

1. The closing price immediately before the date on which the options were granted was HK\$0.38. The fair value of the options granted in the period totalled approximately HK\$1,380,000. The following significant assumptions were used to derive the fair value, using the Black Scholes option pricing model:
 - a) an expected volatility of 115% based on historical volatility;
 - b) no annual dividends based on historical dividends;
 - c) the estimated expected life of the options granted during the period is five years; and
 - d) a risk-free interest rate of 2.98% based on the Hong Kong Exchange Fund Notes interest rate at the date the options were granted.

For the purpose of the calculation of fair value, no adjustment has been made in respect of options expected to be forfeited due to lack of historical data.

The Black Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share price. Because changes in subjective input assumptions can materially affect the fair value estimate, in the opinion of directors, the existing model does not necessarily provide a reliable single measure of the fair value of the share options.

2. The weighted average closing price immediately before the dates on which the options were exercised was HK\$0.70.
3. Options lapsed in accordance with the terms of the relevant option schemes due to resignation of employees.

附註：

1. 緊接購股權授出日期前之收市價為0.38港元。期內授出之購股權公平值合共約為1,380,000港元。利用布萊克－蘇爾司期權價格公式計算公平價值時，作以下主要假設：
 - a) 按過往之波動情況計算，預期波幅為115%；
 - b) 按過往之股息計算並無年度股息；
 - c) 期內授出購股權之估計年期為五年；及
 - d) 根據於購股權授出日期之香港外匯基金票據利率計算，無風險利率為2.98%。

就計算公平價值而言，由於缺乏歷史數據，故並無就預期將予沒收之購股權作出任何調整。

布萊克－蘇爾司期權價格公式須作高度主觀假設，包括股價波動。由於主觀假設之變動可對公平價值估計構成重大影響，故董事認為，現有公式未必是計算購股權公平值之唯一可靠方法。

2. 緊接該等購股權獲行使日期前之加權平均收市價為0.70港元。
3. 因僱員離職，購股權已根據有關購股權計劃之條款失效。