

購 股 權 計 劃

本公司購股權計劃(「該計劃」)之摘要如下：

(1) 目的

該計劃旨在鼓勵或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，

而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) 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的：

(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)；

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

於二零零六年三月二十一日，可發行之股份數目上限為一億零四百三十一萬四千八百五十一股，約相等於本公司已發行股份之百分之七。

(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日內(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。

(3) Maximum number of shares

As at March 21, 2006, the maximum number of shares available for issue is 104,314,851, representing approximately seven percent of the issued share capital of the Company.

(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 canceled, 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) 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，惟購股權價須以下列較高者釐定：

- (i) 於授出日期之股份收市價；
- (ii) 授出日期前五個營業日之平均收市價；及
- (iii) 每股股份之面值。

(8) 該計劃尚餘之有效期

該計劃有效期至二零一二年一月二十四日屆滿。

(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;
- (ii) the average closing price of the shares for the five business days immediately preceding the date of offer; and
- (iii) the nominal amount of a share.

(8) The remaining life of the Scheme

The Scheme remains in force until January 24, 2012.

購 股 權 資 料
SHARE OPTION INFORMATION

購 股 權 之 變 動

MOVEMENT OF SHARE OPTIONS

於本年度內，本公司並無根據該購股權計劃授出購股權，而有關於本年度內購股權變動資料載列如下：

During the year, no share option was granted pursuant to the Share Option Scheme and movements in the number of share options are set out below:

合資格人士 Eligible person	購股權數目 Number of share options				於二零零五年 十二月三十一日 之結餘 Balance as at 12/31/2005	每股行使價 Exercise price per share	授出日期 Date of grant	行使期 Exercisable period
	於二零零五年 一月一日之結餘 Balance as at 01/01/2005	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 Canceled/ lapsed during the year				
董事 Director						港元 HK\$	(月/日/年) (MM/DD/YYYY)	(月/日/年) (MM/DD/YYYY)
劉國權 LAU Kwok Kuen, Peter	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	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
	5,900,000	-	900,000	-	5,000,000			
馬灼安 MAH Chuck On, Bernard	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
	5,900,000	-	900,000	-	5,000,000			

購 股 權 資 料

SHARE OPTION INFORMATION

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				於二零零五年 十二月三十一日 之結餘 Balance as at 12/31/2005	每股行使價 Exercise price per share	授出日期 Date of grant (月/日/年) (MM/DD/YYYY)	行使期 Exercisable period (月/日/年) (MM/DD/YYYY)
	於二零零五年 一月一日之結餘 Balance as at 01/01/2005	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 Canceled/ lapsed during the year				
	港元 HK\$							
連續合約僱員 Continuous Contract Employees	760,000	-	220,000	540,000	-	2.150	05/30/1995	05/30/1998 - 05/28/2005
	1,800,000	-	1,800,000	-	-	3.190	03/04/1996	09/04/1996 - 05/28/2005
	1,540,000	-	1,540,000	-	-	0.878	12/05/1997	12/05/2000 - 05/28/2005
	300,000	-	300,000	-	-	0.692	02/24/1999	02/24/2002 - 05/28/2005
	300,000	-	300,000	-	-	4.460	07/08/2000	07/08/2001 - 05/28/2005
	200,000	-	200,000	-	-	4.460	07/08/2000	07/08/2002 - 05/28/2005
	200,000	-	200,000	-	-	4.460	07/08/2000	07/08/2003 - 05/28/2005
	1,290,000	-	1,210,000	80,000	-	3.728	02/07/2001	02/07/2004 - 05/28/2005
	200,000	-	200,000	-	-	3.384	04/26/2001	04/26/2004 - 05/28/2005
	1,493,000	-	1,433,000	60,000	-	3.108	08/31/2001	08/31/2003 - 05/28/2005
	3,484,000	-	1,038,000	282,000	2,164,000	4.650	04/08/2002	04/08/2003 - 04/07/2012
	3,484,000	-	832,000	270,000	2,382,000	4.650	04/08/2002	04/08/2004 - 04/07/2012
	3,856,000	-	856,000	344,000	2,656,000	4.650	04/08/2002	04/08/2005 - 04/07/2012
	666,000	-	-	-	666,000	2.795	02/05/2003	02/05/2004 - 02/04/2013
	832,000	-	-	-	832,000	2.795	02/05/2003	02/05/2005 - 02/04/2013
	836,000	-	-	-	836,000	2.795	02/05/2003	02/05/2006 - 02/04/2013
	66,000	-	66,000	-	-	2.625	03/31/2003	03/31/2005 - 03/30/2013
	68,000	-	-	68,000	-	2.625	03/31/2003	03/31/2006 - 03/30/2013
	200,000	-	200,000	-	-	2.200	05/02/2003	05/02/2005 - 05/01/2013
	200,000	-	-	-	200,000	2.200	05/02/2003	05/02/2006 - 05/01/2013
	1,146,000	-	512,000	66,000	568,000	2.650	06/10/2003	06/10/2004 - 06/09/2013
	1,924,000	-	958,000	188,000	778,000	2.650	06/10/2003	06/10/2005 - 06/09/2013
	2,422,000	-	-	362,000	2,060,000	2.650	06/10/2003	06/10/2006 - 06/09/2013
	148,000	-	64,000	-	84,000	2.785	08/20/2003	08/20/2004 - 08/19/2013
	8,000	-	-	-	8,000	2.785	08/20/2003	08/20/2005 - 08/19/2013
	8,000	-	-	-	8,000	2.785	08/20/2003	08/20/2006 - 08/19/2013
	90,000	-	52,000	-	38,000	3.300	09/19/2003	09/19/2004 - 09/18/2013
	122,000	-	26,000	16,000	80,000	3.300	09/19/2003	09/19/2005 - 09/18/2013
	132,000	-	-	36,000	96,000	3.300	09/19/2003	09/19/2006 - 09/18/2013
	198,000	-	66,000	-	132,000	4.150	01/27/2004	01/27/2005 - 01/26/2014
	198,000	-	-	-	198,000	4.150	01/27/2004	01/27/2006 - 01/26/2014
	204,000	-	-	-	204,000	4.150	01/27/2004	01/27/2007 - 01/26/2014
	1,314,000	-	166,000	66,000	1,082,000	4.500	06/16/2004	06/16/2005 - 06/15/2014
	1,338,000	-	-	66,000	1,272,000	4.500	06/16/2004	06/16/2006 - 06/15/2014
	1,348,000	-	-	68,000	1,280,000	4.500	06/16/2004	06/16/2007 - 06/15/2014
	10,000	-	-	-	10,000	4.850	07/07/2004	07/07/2005 - 07/06/2014
	10,000	-	-	-	10,000	4.850	07/07/2004	07/07/2006 - 07/06/2014
	10,000	-	-	-	10,000	4.850	07/07/2004	07/07/2007 - 07/06/2014
	28,000	-	-	-	28,000	4.235	08/17/2004	08/17/2005 - 08/16/2014
	34,000	-	-	-	34,000	4.235	08/17/2004	08/17/2006 - 08/16/2014
	1,000,000	-	-	-	1,000,000	4.305	09/30/2004	09/30/2004 - 09/29/2014
	434,000	-	-	-	434,000	4.875	12/30/2004	12/30/2004 - 12/29/2014
	33,901,000	-	12,239,000	2,512,000	19,150,000			
其他 Others	1,840,000	-	-	60,000	1,780,000	4.150	01/27/2004	01/27/2005 - 01/26/2014
	2,100,000	-	-	40,000	2,060,000	4.975	12/29/2004	12/29/2004 - 12/28/2014
	3,940,000	-	-	100,000	3,840,000			
合計 Total	74,641,000	-	39,039,000	2,612,000	32,990,000			

購 股 權 之 變 動 (續)

MOVEMENT OF SHARE OPTIONS (continued)

附註：

Notes:

1. 董事及連續合約僱員已行使之購股權於緊接行使日前之加權平均股份收市價分別為港幣五元七角及港幣五元四角七仙。
 2. 於二零零五年十二月三十一日之每股市價為港幣四元三角五仙。
 3. 於本年度內，本公司無授出購股權，故毋須作出評估授出購股權的公平值。本公司購股權計劃授出的購股權之公平值是以柏力克·舒爾斯期權訂價模式評估，並計入一些因素，如行使價、購股權年期、市價、有關股票之波幅及無風險利率等。該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公平值。此外，它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公平值造成重大影響。
1. The weighted average closing prices of the shares immediately before the date on which the options were exercised by the Directors and the Continuous Contract Employees were HK\$5.70 and HK\$5.47 respectively.
 2. The market value per share as at December 31, 2005 was HK\$4.35.
 3. As no share option was granted by the Company during the year, thus the estimation of fair value of share options granted was not applicable. For share options granted under share option scheme of the Company, the fair value of the options shall be estimated by applying the Black-Scholes option pricing model, taking into account a number of factors such as the exercise price, the life of the option, the market price and volatility of the underlying shares, and the risk-free interest rate for the expected life of the option. The Model is developed to estimate the fair value of publicly traded options that have no vesting restrictions and are fully transferable. In addition, it 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.