



## 董事及行政總裁於股份、相關股份及債券擁有之權益及淡倉

於二零零六年六月三十日，本公司董事及行政總裁根據證券及期貨條例（「證券及期貨條例」）第XV部第7及第8分部已知會本公司及香港聯合交易所有限公司（「聯交所」）其於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份，相關股份及債券中擁有之權益或淡倉（包括根據證券及期貨條例之該等規定被認為或視作擁有之權益或淡倉），或必須列入根據證券及期貨條例第352條予以存置之登記冊內，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）必須知會本公司及聯交所之權益或淡倉載列如下：

### (I) 於股份之好倉

董事姓名	Name of Directors
朱孟依先生(a)	Mr. Chu Mang Yee (a)
歐偉建先生(b)	Mr. Au Wai Kin (b)
蕭燕霞女士	Ms. Xiao Yan Xia
施盛勳先生	Mr. Steven Shafran

附註：

- 朱孟依先生透過其全資擁有的新達置業有限公司及香港中央結算(代理人)有限公司持有本公司686,400,000股股份。
- 歐偉建先生透過其全資擁有的公司持有本公司34,500,000股股份。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30th June 2006, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

### (I) Long positions in shares

本公司股份數目  
Number of shares of the Company

個人權益	家屬權益	公司權益	其他權益	合計	佔已發行 股份百分比 Percentage of shares outstanding
Personal interests	Family interests	Corporate interests	Other interests	Total	
-	-	686,400,000	-	686,400,000	56.28%
-	-	34,500,000	-	34,500,000	2.83%
30,000	-	-	-	30,000	0.002%
1,000,000	-	-	-	1,000,000	0.08%

Notes:

- Mr. Chu Mang Yee held 686,400,000 shares of the Company through Sounda Properties Limited, a company wholly-owned by him, and HKSCC Nominees Limited.
- Mr. Au Wai Kin held 34,500,000 shares of the Company through a company wholly-owned by him.



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## (2) 於購股權之好倉

於截至二零零五年十二月三十一日止財政年度內，本公司根據於二零零二年十一月四日採納之購股權計劃（「新計劃」）向武捷思先生、譚禮寧先生及施盛勳先生授出購股權。於二零零六年六月三十日之詳情如下：

## (2) Long positions in share options

During the financial year ended 31st December 2005, the Company granted options to Mr. Wu Jiesi, Mr. Tam Lai Ling and Mr. Steven Shafran to subscribe for shares under the Company's share option scheme adopted on 4th November 2002 (the "New Scheme"), details of which as at 30th June 2006 are stated as follows:

姓名	授出日期	每股行使價	行使期	購股權數目			
				期初	期內授出	期內行使	期終
Name	Date of grant	Exercise price per share	Exercise period	Beginning of period	Granted during the period	Exercised during the period	End of period
武捷思先生 Mr. Wu Jiesi	二零零五年 四月二十九日 29th April 2005	HK\$4.30港元	二零零五年四月二十九日 至二零一零年四月二十八日 29th April 2005 to 28th April 2010	5,000,000	-	3,000,000	2,000,000
	二零零五年 九月十五日 15th September 2005	HK\$8.20港元	二零零五年九月十五日 至二零一零年九月十四日 15th September 2005 to 14th September 2010	2,036,000	-	-	2,036,000
譚禮寧先生 Mr. Tam Lai Ling	二零零五年 四月二十九日 29th April 2005	HK\$4.30港元	二零零五年四月二十九日 至二零一零年四月二十八日 29th April 2005 to 28th April 2010	5,000,000	-	3,000,000	2,000,000
施盛勳先生 Mr. Steven Shafran	二零零五年 八月十一日 11th August 2005	HK\$6.20港元	二零零五年八月十一日 至二零一零年八月十日 11th August 2005 to 10th August 2010	4,500,000	-	-	4,500,000
				16,536,000	-	6,000,000	10,536,000

## 附註：

1. 緊接武捷思先生行使購股權日期前股份之加權平均收市價為14.58港元。
2. 緊接譚禮寧先生行使購股權日期前股份之加權平均收市價為14.58港元。
3. 期內並無根據新計劃失效或註銷的購股權。

## Notes:

1. The weighted average closing price of the shares immediately before the date of exercise by Mr. Wu Jiesi was HK\$14.58.
2. The weighted average closing price of the shares immediately before the date of exercise by Mr. Tam Lai Ling was HK\$14.58.
3. No share options lapsed or were cancelled under the New Scheme during the period.



除上文所披露者外，於二零零六年六月三十日，本公司董事，行政總裁及彼等之聯繫人概無於根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所有關於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有任何個人、家族、公司及其他權益或淡倉（包括根據證券及期貨條例之該等規定被認為或視作擁有之權益或淡倉），或必須列入根據證券及期貨條例第352條予以存置之登記冊內，或根據標準守則必須知會本公司及聯交所之任何個人、家族、公司及其他權益或淡倉。

除上述者外，於期內任何時間，本公司或其任何附屬公司並無訂立任何安排，以使董事或彼等之任何配偶或十八歲以下之子女有權透過購買本公司或任何其他法人團體之股份或債券而從中獲益，以及概無董事或行政總裁或彼等各自之配偶或十八歲以下之子女已獲授任何權利以認購本公司股本或債務證券或已行使該等權利。

本公司使用二項式期權定價模式評估購股權於授出日期之公平值，詳情載於簡明綜合財務資料附註10。二項式期權定價模式旨在評估美式期權的公平值，是其中一種普遍採用的期權定價模式，以評估可於購股權限期前行使的購股權的公平值。購股權的價值會視乎若干主觀假設之變數而計算出不同的估價。倘任何已採用的變數出現變動，或會對購股權公平值之評估造成重大影響。

Save as disclosed above, as at 30th June 2006, none of the Directors or chief executives of the Company and their associates had any personal, family, corporate and other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

Apart from the foregoing, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or any of their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, and no Directors or chief executives or their respective spouses or children under 18 years of age had been granted any right to subscribe for equity or debt securities of the Company nor exercised any such right.

The Company had used the Binomial Option Pricing Model to determine the fair value of the options granted as at the date of grant, details of which are set out in Note 10 to the condensed consolidated financial information. The Binomial Option Pricing Model was developed to estimate the fair value of American style options. It is one of the commonly used models to estimate the fair value of an option which can be exercised before the expiry of the option period. The value of an option varies with different variables of certain subjective assumptions. Any change in the variables so adopted may materially affect the estimation of the fair value of an option.