

## 購股權計劃

於股東週年大會上，本公司將提呈一項普通決議案，以終止現有購股權計劃以及批准採納新購股權計劃。

於一九九四年三月十八日，本公司採納現有購股權計劃。由於聯交所修訂上市規則第17章（該項修訂自二零零一年九月一日起生效），現有購股權計劃之若干條款，包括合資格參與者、行使價、授出購股權可認購股份數目之上限不再符合第17章內之經修訂規則，若本公司根據現有購股權計劃進一步授出任何購股權，將會違反第17章內之經修訂規則。據此，本公司建議採納新購股權計劃。新購股權計劃之概要如下：

### 1. 計劃之宗旨

新購股權計劃旨在鼓勵或嘉獎參與人對本集團所作出之貢獻，同時使本集團可招攬及挽留能幹之員工並吸引到對本集團之企業發展具有價值之人力資源。

### 2. 可參與人士

根據購股權計劃條款、上市規則規定及在其規限下，董事局可全權決定供給購股權予任何合資格參與人。

董事可不時因應參與人對本集團及投資實體之業務發展及增長所作出之貢獻而決定上述任何一類參與人是否符合獲授任何購股權資格之基準。

### 3. 發行之最高股份數目

(a) 按新購股權計劃及本公司之任何其他購股權計劃已授出全數尚有待行使之購股權獲行使而可發行之最高股份數目，合共不得超過本公司不時已發行股本之30%。

## SHARE OPTION SCHEME

At the Annual General Meeting, an ordinary resolution will be proposed for the Company to terminate the Existing Share Option Scheme and to approve and adopt the New Share Option Scheme.

On 18 March, 1994, the Company adopted the Existing Share Option Scheme. As a result of the Stock Exchange amending Chapter 17 of the Listing Rules, which became effective on 1 September, 2001, certain terms of the Existing Share Option Scheme, including the maximum number of shares in respect of which options may be granted, the maximum entitlement of each participant, subscription price for shares, are no longer in compliance with the amended rules of Chapter 17 and the Company can no longer grant any further options under the Existing Share Option Scheme without being in breach of the amended rules of Chapter 17. Accordingly, the Company proposes to adopt the New Share Option Scheme. A summary of the principal terms of the New Share Option Scheme is set out as below:

### 1. Purpose

The purpose of the New Share Option Scheme is to provide incentives or rewards to Participants for their contribution to the Group and /or to enable the Group to recruit and retain high-calibre employees and to attract human resources for the growth of the Group.

### 2. Who may join

On and subject to the terms of the New Share Option Scheme and the requirements of the Listing Rules, the Board may offer to grant an Option to any Participant as the Board may in its absolute discretion select.

The basis of eligibility of Participants to the grant of any Options shall be determined by the directors from time to time on the basis of their contribution to the development and growth of the Group.

### 3. Maximum number of Shares

(a) The maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

## 購股權計劃 (續)

## 3. 發行之最高股份數目 (續)

- (b) 按新購股權計劃及本公司之任何其他購股權計劃將授出之全數購股權(就此而言並不包括按照新購股權計劃及本公司之任何其他購股權計劃之條款已作廢之購股權)獲行使而可發行之股份總數，合共不得超過於普通決議案獲通過之日已發行股份之10%〔**一般計劃上限**〕。
- (c) 本公司可提請股東在股東大會上批准更新一般計劃上限及根據上市規則向股東發出有關通函，惟按新購股權計劃及本公司之任何其他購股權計劃將授出之全數購股權獲行使而可發行之股份總數，不得超過於該上限獲批准之日已發行股份之10%；而在計算該上限時，根據新購股權計劃及本公司之任何其他購股權計劃在此之前已授出之購股權(包括按照新購股權計劃及本公司之任何其他購股權計劃尚未行使、已註銷、已作廢或已行使之購股權)將不會計算在內。
- (d) 本公司可根據上市規則向股東發出通函要求股東於股東大會上另行批准授出超過一般計劃上限或(如適用)上文(c)項所述上限之購股權予本公司在尋求上述批准前指定之承授者。

## SHARE OPTION SCHEME (continued)

## 3. Maximum number of Shares (continued)

- (b) The total number of Shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the New Share Option Scheme and any other share option scheme of the Company) to be granted under the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed, being 10% of the Shares in issue as at the day of the passing of the Ordinary Resolution (the “**General Scheme Limit**”).
- (c) The Company may refresh the General Scheme Limit from time to time by obtaining approval of the shareholders of the Company in general meeting and the issue of a circular in compliance with Listing Rules to the shareholders of the Company in connection therewith, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme(s) of the Company under the limit as “refreshed” must not exceed 10% of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit as “refreshed”, options previously granted under the New Share Option Scheme or any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the New Share Option Scheme and any other share option scheme of the Company) will not be counted.
- (d) The Company may issue a circular in compliance with Listing Rules to the shareholders of the Company and seek separate approval by the shareholders of the Company in general meeting to grant Options beyond the General Scheme Limit or, if applicable, the limit referred to in (c) above to Grantees specifically identified by the Company before such approval is sought.

**購股權計劃** (續)**4. 各參與者可認購之最高股份數目**

於任何十二個月期間內，按新購股權計劃及本公司之任何其他購股權計劃授予各參與者之購股權(包括已行使、已註銷及尚未行使之購股權)獲行使而已發行及可發行之股份總數，不得超過本公司當時已發行股本之1%(「個人上限」)。如要在計至另行授出購股權之日止期間(包括該日在內)之任何十二個月內再授予某位參與者超過其個人上限之購股權，必須根據上市規則向股東發出通函及於本公司之股東大會上獲股東批准，而該參與者及其聯繫人士須放棄投票權。

**5. 行使時限**

購股期權可自接納該認股期權隨即按購股期權計劃之條款而行使，屆滿期於該三年後最後一日。

除非董事另行決定及向參與者提出授予購股權之時表明，否則概無期權行使之前必須持有之最短期限。

**6. 新購股權計劃之有效期**

購股期權計劃之有效期由採納該計劃日期起計三年。新購股權計劃將於該日期成為無附帶條件，而不得據此再授出購股權，已授出之購股權將仍有效及可據該計劃條款獲得行使。

**7. 購股權之接納**

接納購股權時繳付10港元作為代價。

**SHARE OPTION SCHEME** (continued)**4. Maximum entitlement of each Participant**

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the New Share Option Scheme and any other share option scheme of the Company (including exercised, cancelled or outstanding options) to each Participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being (the "Individual Limit"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant, shall be subject to the issue of a circular in compliance with Listing Rules to the shareholders of the Company and the shareholders' approval in general meeting of the Company with such Participant and his associates abstaining from voting.

**5. Exercise of an Option**

An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during the three-year period commencing immediately after the date on which the Option is accepted and expiring on the last day of the three-year period.

Unless the Directors otherwise determined and are stated in the offer of grant of Options to a Participant, there are no minimum period for which an option must be held before it can be exercised.

**6. Period of the New Share Option Scheme**

The New Share Option Scheme will be valid and effective for a period of 3 years commencing the date on which the New Share Option Scheme become unconditional, after which no further Options will be issued, and thereafter for so long as there are outstanding any unexercised Options granted pursuant thereto and in order to give effect to the exercise of any such Options or otherwise as may be required in accordance with the provisions of the New Share Option Scheme.

**7. Payment on acceptance of Option offer**

A consideration of HK\$10 is payable on acceptance of the offer of grant of an Option.

**購股權計劃** (續)**8. 股份認購價**

新購股權計劃之股份認購價由董事決定並於提出授予時通知參與人，惟認購價不得低於下列三者中之最高者：

- (i) 於提出授予購股權之日(該日須為交易日)聯交所每日報價表上註明之股份收市價；
- (ii) 於緊接提出授予購股權日期之前五個交易日內聯交所每日報價表上註明之股份收市價之平均數；及
- (iii) 股份面值。

**9. 新購股權計劃之有效期**

根據股東週年大會股東批准採納新購股權計劃，新購股權計劃維持生效直至二零零五年八月三十一日。

**SHARE OPTION SCHEME** (continued)**8. Subscription price for Shares**

The Subscription Price under the New Share Option Scheme shall be a price determined by the directors and notified to a Participant at the time of the offer of grant, and shall not be lower than the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day;
- (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of the offer of grant; and
- (c) the nominal value of the Shares for the time being.

**9. The life of the New Share Option Scheme**

The New Share Option Scheme will remain in force until 21 August 2005, subject to approval by shareholders to adopt the New Share Option Scheme at the annual general meeting.

## 購股權之變動

## MOVEMENT OF SHARE OPTIONS

本年度內，本公司購股權之變動情況載於下表： Following table discloses movements in the Company's share options during the year:

截至二零零二年三月三十一日止年度

For the year ended 31 March 2002

於購股權計劃下之股份數目

Number of shares under share option scheme

	年初尚未行使 Outstanding at the beginning of year	於本年度 內作廢 Lapsed during the year	因終止 受僱而作廢 Lapsed as a result of termination of employment		於本年度 內授出 Granted during the year	已於本年度 內行使 Exercised during the year	年末尚未行使 Outstanding and not yet exercised at the end of year	每股行使價 港元 Exercise price per share HK\$	授出日期 Grant Date	可行使購股權期間 Exercisable period of share options
尹楚輝先生								二零零零年一月十四日	二零零零年七月二十一日至 二零零二年七月二十日	
Mr. WAN Chor Fai	200,000	—	—	—	—	200,000	0.48	14 January 2000	21 July 2000 to 20 July 2002	
吳雲龍先生								二零零零年一月十四日	二零零零年七月二十一日至 二零零二年七月二十日	
Mr. NG Wan Loong	500,000	—	(500,000)	—	—	—	0.48	14 January 2000	21 July 2000 to 20 July 2002	
			附註1 Note 1							
連續性合約僱員								二零零零年一月十四日	二零零零年十月二十一日至 二零零二年十月二十日	
Continuous contract employees	1,010,000	—	(30,000)	—	—	980,000	0.48	14 January 2000	21 October 2000 to 20 October 2002	
			附註1 Note 1							
	<u>1,710,000</u>	<u>—</u>	<u>(530,000)</u>	<u>—</u>	<u>—</u>	<u>1,180,000</u>				

附註：

Note:

1. 於二零零零年一月授予本集團吳先生及僱員分別500,000及30,000股購股權因彼等於年內離職而作廢。

1. Share options granted in January 2000 to Mr. Ng and certain employees to subscribe for 500,000 and 30,000 Shares lapsed respectively upon their respective resignation during the year from the Group.