

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

### (a) The Company

On 16 April 2002, the Board of Directors granted certain options to the Directors under the 1997 Share Option Scheme. Details of the options granted are set out below.

As at 30 June 2002, the number of outstanding options granted by the Company under the 1997 Share Option Scheme to the Directors to subscribe for shares of the Company, as recorded in the register required to be kept under Section 29 of the SDI Ordinance was as follows:

Name of director	Date of grant	Tranche	Exercise period	Exercise price	Number of option shares of the Company
Mr KUOK Khoon Loong, Edward	11/04/1997	N/A	11/04/1999 – 26/03/2007	HK\$15.50	2,822,579
	27/11/1999	I	27/05/2000 – 26/03/2007	HK\$10.01	412,787
		II	27/05/2001 – 26/03/2007	HK\$10.01	412,787
					825,574
	01/06/2000	I	01/06/2001 – 31/05/2010	HK\$6.96	337,000
		II	01/06/2002 – 31/05/2010	HK\$6.96	337,000
		III	01/06/2003 – 31/05/2010	HK\$6.96	335,568
					1,009,568
	16/04/2002	I	16/04/2003 – 15/04/2012	HK\$7.10	500,000
		II	16/04/2004 – 15/04/2012	HK\$7.10	500,000
				1,000,000	
				<u>5,657,721</u>	
Mr ANG Keng Lam	11/04/1997	N/A	11/04/1999 – 26/03/2007	HK\$15.50	1,693,547
	27/11/1999	I	27/05/2000 – 26/03/2007	HK\$10.01	412,787
		II	27/05/2001 – 26/03/2007	HK\$10.01	412,787
					825,574
	01/06/2000	I	01/06/2001 – 31/05/2010	HK\$6.96	337,000
		II	01/06/2002 – 31/05/2010	HK\$6.96	337,000
		III	01/06/2003 – 31/05/2010	HK\$6.96	335,568
					1,009,568
	16/04/2002	I	16/04/2003 – 15/04/2012	HK\$7.10	500,000
		II	16/04/2004 – 15/04/2012	HK\$7.10	500,000
				1,000,000	
				<u>4,528,689</u>	

Name of director	Date of grant	Tranche	Exercise period	Exercise price	Number of option shares of the Company	
Mr WONG Siu Kong	11/04/1997	N/A	11/04/1999 – 26/03/2007	HK\$15.50	1,129,031	
	27/11/1999	I	27/05/2000 – 26/03/2007	HK\$10.01	206,393	
		II	27/05/2001 – 26/03/2007	HK\$10.01	206,393	
					412,786	
	01/06/2000	I	01/06/2001 – 31/05/2010	HK\$6.96	172,000	
		II	01/06/2002 – 31/05/2010	HK\$6.96	172,000	
		III	01/06/2003 – 31/05/2010	HK\$6.96	171,085	
					515,085	
	16/04/2002	I	16/04/2003 – 15/04/2012	HK\$7.10	500,000	
		II	16/04/2004 – 15/04/2012	HK\$7.10	500,000	
					1,000,000	
					<u>3,056,902</u>	
	Mr HO Shut Kan	11/04/1997	N/A	11/04/1999 – 26/03/2007	HK\$15.50	790,322
		27/11/1999	I	27/05/2000 – 26/03/2007	HK\$10.01	134,155
II			27/05/2001 – 26/03/2007	HK\$10.01	134,156	
					268,311	
01/06/2000		I	01/06/2001 – 31/05/2010	HK\$6.96	121,000	
		II	01/06/2002 – 31/05/2010	HK\$6.96	121,000	
		III	01/06/2003 – 31/05/2010	HK\$6.96	118,560	
					360,560	
02/03/2001		I	02/03/2002 – 01/03/2011	HK\$12.03	34,000	
		II	02/03/2003 – 01/03/2011	HK\$12.03	34,000	
		III	02/03/2004 – 01/03/2011	HK\$12.03	33,662	
					101,662	
16/04/2002		I	16/04/2003 – 15/04/2012	HK\$7.10	75,000	
		II	16/04/2004 – 15/04/2012	HK\$7.10	75,000	
				150,000		
				<u>1,670,855</u>		

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (continued)

### (a) The Company (continued)

Name of director	Date of grant	Tranche	Exercise period	Exercise price	Number of option shares of the Company
Mr Thaddeus Thomas BECZAK	27/11/1999	I	27/05/2000 – 26/03/2007	HK\$10.01	103,196
		II	27/05/2001 – 26/03/2007	HK\$10.01	103,196
					206,392
	01/06/2000	I	01/06/2001 – 31/05/2010	HK\$6.96	69,000
		II	01/06/2002 – 31/05/2010	HK\$6.96	69,000
		III	01/06/2003 – 31/05/2010	HK\$6.96	68,034
					206,034
					<u>412,426</u>

### (b) Associated Corporations

#### (i) Kerry Group Limited

Pursuant to a share option scheme adopted by Kerry Group Limited, the ultimate holding company of the Company, on 17 November 1999, the directors of Kerry Group Limited granted options in favour of the following Directors to subscribe for shares in Kerry Group Limited as follows:

Name of director	Date of grant	Exercise period	Exercise price	Number of option shares of Kerry Group Limited
Mr KUOK Khoon Loong, Edward	04/05/2000	04/11/2000 – 03/05/2007	HK\$4.20	10,000,000
Mr ANG Keng Lam	04/05/2000	04/11/2000 – 03/05/2007	HK\$4.20	6,000,000
Mr WONG Siu Kong	04/05/2000	04/11/2000 – 03/05/2007	HK\$4.20	5,000,000
Mr HO Shut Kan	04/05/2000	04/11/2000 – 03/05/2007	HK\$4.20	1,000,000
Mr Thaddeus Thomas BECZAK	04/05/2000	04/11/2000 – 03/05/2007	HK\$4.20	5,000,000

**(ii) Shangri-La Asia Limited**

Pursuant to a share option scheme adopted by Shangri-La Asia Limited on 16 December 1997, the directors of Shangri-La Asia Limited granted options in favour of the following Directors to subscribe for shares in Shangri-La Asia Limited as follows:

Name of director	Date of grant	Tranche	Exercise period	Exercise price	Number of option shares of Shangri-La Asia Limited
Mr ANG Keng Lam	01/05/1998	I	01/05/1999 – 30/04/2008	HK\$8.00	100,000
		II	01/05/2000 – 30/04/2008	HK\$8.00	100,000
		III	01/05/2001 – 30/04/2008	HK\$8.00	100,000
					300,000
	15/01/2000	I	15/01/2001 – 14/01/2010	HK\$8.55	150,000
		II	15/01/2002 – 14/01/2010	HK\$8.55	150,000
					300,000
	29/05/2002	I	29/05/2003 – 28/05/2012	HK\$6.81	100,000
		II	29/05/2004 – 28/05/2012	HK\$6.81	100,000
				200,000	
				<u>800,000</u>	
Mr WONG Siu Kong	29/05/2002	I	29/05/2003 – 28/05/2012	HK\$6.81	100,000
		II	29/05/2004 – 28/05/2012	HK\$6.81	100,000
				200,000	

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (continued)

### (b) Associated Corporations (continued)

#### (ii) Shangri-La Asia Limited (continued)

Name of director	Date of grant	Tranche	Exercise period	Exercise price	Number of option shares of Shangri-La Asia Limited	
Mr Thaddeus Thomas BECZAK	01/05/1998	I	01/05/1999-30/04/2008	HK\$8.00	400,000	
		II	01/05/2000-30/04/2008	HK\$8.00	400,000	
		III	01/05/2001-30/04/2008	HK\$8.00	400,000	
						1,200,000
	15/01/2000	I	15/01/2001-14/01/2010	HK\$8.55	250,000	
		II	15/01/2002-14/01/2010	HK\$8.55	250,000	
						500,000
	15/01/2001	I	15/01/2002-14/01/2011	HK\$7.94	50,000	
		II	15/01/2003-14/01/2011	HK\$7.94	50,000	
					100,000	
29/05/2002	I	29/05/2003-28/05/2012	HK\$6.81	75,000		
	II	29/05/2004-28/05/2012	HK\$6.81	75,000		
					150,000	
					<u>1,950,000</u>	

Apart from the aforesaid, at no time during the six months ended 30 June 2002 was the Company or any of its Associated Corporations a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors or their spouses or children under 18 years of age was granted any right to subscribe for any shares in, or debentures of, the Company or any of its Associated Corporations.