

## **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Apart from as disclosed under the heading "Directors' Interests in Securities" above and "Share Options Scheme" below, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## **SHARE OPTIONS SCHEME**

The Company adopted a share options scheme (the "Scheme") at the Annual General Meeting held on 22 September 1998 under which the Directors may, at their discretion, grant options to Directors and employees of the Company and its subsidiaries to subscribe for shares in the Company. The maximum number of shares issued upon exercise of options granted under the Scheme shall not exceed 10% of the share capital of the Company in issue from time to time (excluding the shares issued upon exercise of options granted pursuant to the Scheme). The Scheme will remain in force for a period of ten years from 22 September 1998 to 21 September 2008.

Pursuant to a resolution of the Directors passed on 30 March 2001, share options entitling the holders to subscribe at the price of HK\$0.1491 per share for 21,225,000 shares, 32,325,000 shares and 11,100,000 shares within the three years commencing from 1 July 2001, 1 October 2001 and 31 March 2002 respectively were granted under the Scheme.

**SHARE OPTIONS SCHEME (Continued)**

The following share options were outstanding under the Scheme during the period:

Name or category of participant	Number of share options				Date of grant of share options	Exercise period of share options	Exercise price of share options HK\$
	At 1 April 2002	Exercised during the period	Lapsed during the period	At 30 September 2002			
Directors, chief executives and substantial shareholders, and their associates							
YUEN Wai	6,500,000	-	(6,500,000)	-	30/03/01	01/10/01 to 30/09/04	0.1491
CHUNG Ho	4,000,000	-	-	4,000,000	30/03/01	01/07/01 to 30/06/04	0.1491
	4,000,000	-	-	4,000,000	30/03/01	01/10/01 to 30/09/04	0.1491
	8,000,000	-	-	8,000,000			
Mongkon	2,000,000	-	-	2,000,000	30/03/01	01/07/01 to 30/06/04	0.1491
CHERLOEM- CHOEDCHOO	2,000,000	-	-	2,000,000	30/03/01	01/10/01 to 30/09/04	0.1491
	4,000,000	-	-	4,000,000			
WU Yuehua	2,000,000	-	(2,000,000)	-	30/03/01	01/10/01 to 30/09/04	0.1491
	2,000,000	-	(2,000,000)	-	30/03/01	31/03/02 to 30/03/05	0.1491
	4,000,000	-	(4,000,000)	-			

## SHARE OPTIONS SCHEME (Continued)

Name or category of participant	Number of share options				Date of grant of share options	Exercise period of share options	Exercise price of share options HK\$
	At 1 April 2002	Exercised during the period	Lapsed during the period	At 30 September 2002			
Other employees							
In aggregate	2,725,000	-	(500,000)	2,225,000	30/03/01	01/07/01 to 30/06/04	0.1491
	2,725,000	-	(500,000)	2,225,000	30/03/01	01/10/01 to 30/09/04	0.1491
	6,575,000	(850,000)	(4,050,000)	1,675,000	30/03/01	01/10/01 to 30/09/04	0.1491
	6,575,000	(850,000)	(4,050,000)	1,675,000	30/03/01	31/03/02 to 30/03/05	0.1491
	<u>18,600,000</u>	<u>(1,700,000)</u>	<u>(9,100,000)</u>	<u>7,800,000</u>			
	<u>41,100,000</u>	<u>(1,700,000)</u>	<u>(19,600,000)</u>	<u>19,800,000</u>			

In accordance with the provisions of the Scheme, share options will deem to be lapsed upon the grantee ceasing to be an employee (including a director) of the Company after one month following the date of such cessation.

## SUBSTANTIAL SHAREHOLDERS

At 30 September 2002, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance shows that the following shareholders had an interest of 10% or more in the issued share capital of the Company:

Name of shareholder	Number of shares
Mr. Yuen Wai	6,500,000
Mr. Yuen Wai	512,663,500 (Note)
Magnificent Fortune Limited	512,663,500 (Note)
Pan Pacific Traders Limited	512,663,500 (Note)

Note: The 512,663,500 shares are held by Pan Pacific Traders Limited which is 70% owned by Magnificent Fortune Limited, wholly-owned by Mr. Yuen Wai. Therefore, Magnificent Fortune Limited and Mr. Yuen Wai are deemed to be interested in the 512,663,500 shares pursuant to the SDI Ordinance.

Save as disclosed above, no person had registered an interest in the share capital of the Company that was required to be recorded under Section 16(1) of the SDI Ordinance.