Peace Mark (Holdings) Limited

Notes:

- a. Mr. Chau Cham Wong, Patrick was deemed to be interested in 68,416,795 shares for the purposes of section 317 of the SFO, representing the deemed interests in United Success Enterprises Limited ("United Success") in respect of its holdings pursuant to a placing and subscription completed in April 2004 (the "Placing and Top Up"). As a result of the foregoing, Mr. Chau Cham Wong, Patrick was deemed to be interested in a total of 420,788,331 shares of the Company.
- b. Mr. Leung Yung has 49.55% voting control of A-ONE INVESTMENTS LIMITED and 100% voting control of United Success, both of which are vendors acting in concert with him in the Placing and Top Up. He was deemed to be interested in 65,631,077 shares of the Company for the purposes of section 317 of the SFO. Consequently, Mr. Leung Yung was deemed to be interested in a total of 420,788,331 shares of the Company.
- c. Mr. Cheng Kwan Ling's interests in 47,000 shares of the Company arose through holding warrants of the Company.
- d. Mr. Tang Yat Kan was deemed to be interested in 120,000 shares of the Company as these shares are held by his spouse (who was not a director of the Company).

Save as disclosed above and other than certain nominee shares in subsidiaries of the Company being held by the directors in trust for the Company, as at 30th September, 2004, none of the directors of the Company or their associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) and during the six months ended 30th September, 2004, none of the directors of the Company, or their spouse or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights by any of them, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTION SCHEME

Share options are granted to the directors, employees and other eligible persons under the share option scheme (the "Scheme") of the Company adopted on 24th January, 2002. Particulars of the share options outstanding during the period and as at 30th September, 2004 are as follows:

Participants	Number of share options as at 31st March, 2004 and as at 30th September, 2003	Date of grant of share options	Exercise period of share options	Exercise price of share options HK\$	Price of Company's shares at grant date of options <i>HK\$</i>
Employees in aggregate	20,000	23/08/2002	23/02/2003 to 23/02/2006	0.2	0.202

No options was granted, exercised, cancelled or lapsed under the Scheme during the period.