

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES *(Continued)*

Long positions in ordinary shares of the Company *(Continued)*

Notes:

1. These shares were held by F2 Consultant Limited as nominee on behalf of these directors who are acting in their capacity as the trustees of a discretionary trust for the employees of Founder Data Corporation International Limited ("FDC") and its subsidiaries. FDC is incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company.
2. Mr Yung Chih Shin, Richard is interested in these shares through Ricwinco Investment Limited ("Ricwinco"), a company which is beneficially owned by Mr Yung Chih Shin, Richard.

The interests of the directors in the share options of the Company are separately disclosed under the heading "Share option schemes" below.

In addition to the above, Mr Cheung Shuen Lung had non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

Save as disclosed above and under the heading "Share option schemes" below, none of the directors had registered an interest or short position in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed under the headings "Directors' interests and short positions in shares and underlying shares" above and "Share option schemes" below, at no time during the period were rights to acquire benefits by means of the acquisition of shares in the Company granted to any director or their respective spouse or minor children, 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 OPTION SCHEMES

On 24 May 2002, the Company adopted a share option scheme (the "2002 Scheme") in compliance with Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules").

The share option schemes adopted by the Company on 11 September 1991 (the "1991 Scheme") and 7 May 2001 (the "2001 Scheme") were terminated on 24 May 2002, however, the options granted under the 1991 Scheme and the 2001 Scheme remain in full force and effect.

SHARE OPTION SCHEMES (Continued)

The following share options were outstanding under the 1991 Scheme, the 2001 Scheme and the 2002 Scheme at 1 January 2004 and at the end of the period:

Name or category of participant	Number of outstanding share options as at 1 January 2004 and as at 30 June 2004	Date of grant of share options*	Exercise period of share options	Exercise price of share of options** HK\$
1991 Scheme				
<i>Directors</i>				
Mr Yung Richard, Jr.	2,700,000	18.5.2001	15.12.2001 to 14.12.2006	0.450
Total under the 1991 Scheme	<u>2,700,000</u>			
2001 Scheme				
<i>Directors</i>				
Mr Cheung Shuen Lung	2,000,000	18.5.2001	18.5.2001 to 17.5.2011	0.450
Professor Wei Xin	2,000,000	18.5.2001	18.5.2001 to 17.5.2011	0.450
Professor Zou Wei	2,000,000	18.5.2001	18.5.2001 to 17.5.2011	0.450
Subtotal	<u>6,000,000</u>			
<i>Other employees</i>				
In aggregate	1,900,000	18.5.2001	18.5.2001 to 17.5.2011	0.450
Subtotal	<u>1,900,000</u>			
Total under the 2001 Scheme	<u>7,900,000</u>			

SHARE OPTION SCHEMES (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 January 2004	Granted during the period	At 30 June 2004			
2002 Scheme						
<i>Directors</i>						
Mr Zhang Zhao Dong	-	8,000,000	8,000,000	6.2.2004	7.2.2004 to 5.2.2014	0.381
Mr Cheung Shuen Lung	-	8,000,000	8,000,000	6.2.2004	7.2.2004 to 5.2.2014	0.381
Professor Wei Xin	-	8,000,000	8,000,000	6.2.2004	7.2.2004 to 5.2.2014	0.381
Professor Zou Wei	-	8,000,000	8,000,000	6.2.2004	7.2.2004 to 5.2.2014	0.381
Subtotal	-	32,000,000	32,000,000			
<i>Other employees</i>						
In aggregate	-	38,000,000	38,000,000	2.1.2004	3.1.2004 to 31.12.2013	0.340
Subtotal	-	38,000,000	38,000,000			
Total under the 2002 Scheme	-	70,000,000	70,000,000			

* The vesting period of the share options is from the date of the grant until the commencement of the exercise period.

** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

The Directors do not consider it appropriate to disclose a theoretical value of the share options granted during the period because a number of factors crucial for the valuation cannot be determined. Accordingly, any valuation of the share options based on various speculative assumptions would not be meaningful, but would be misleading to the shareholders of the Company.