

# Share Option and Share Award Scheme

## 認股權及股份獎勵計劃

### SHARE OPTION SCHEME

At the extraordinary general meeting of the Company held on 7 January 2003, the shareholders of the Company approved the adoption of the New Scheme and the termination of the Old Scheme. The New Scheme is in line with the prevailing requirements of Chapter 17 of the Listing Rules in relation to share option schemes. All options granted under the Old Scheme shall continue to be valid and exercisable in accordance with the terms of the Old Scheme.

As of 30 June 2011, the directors and employees of the Company had the following interests in options to subscribe for shares of the Company (market value per share at 30 June 2011 was HK\$17.58) granted at nominal consideration under the Old Scheme and the New Scheme, respectively. Each unit of option gives the holder the right to subscribe for one share.

### 認股權計劃

於本公司在二零零三年一月七日舉行的股東特別大會上，本公司股東批准採納新計劃，並終止舊計劃。新計劃符合上市規則第十七章有關認股權計劃當時的規定。根據舊計劃授出的所有認股權將繼續有效，並可根據舊計劃的條款行使。

於二零一一年六月三十日，本公司的董事及僱員分別根據舊計劃及新計劃以名義價款獲賦予可認購本公司股份(於二零一一年六月三十日每股市價為17.58港元)的認股權中擁有以下權益。每份認股權賦予持有人認購一股股份的權利。

Directors 董事	No. of options outstanding at the beginning of the Period 於期初未行使的認股權數目	No. of options outstanding at the end of the Period 於期末未行使的認股權數目	Date granted 賦予日期	Period during which options exercisable 可行使認股權期間	No. of options granted during the Period 期內已授出的認股權數目	No. of shares acquired in exercise of options during the Period 期內行使認股權購入的股份數目	No. of options cancelled/reclassified during the Period 期內取消/重新分類認股權數目	Price per share to be paid on exercise of options 行使認股權時應付的每股股價	<sup>1</sup> Market value per share at date of grant of options during the Period <sup>1</sup> 於期內授出認股權日期的每股股價	<sup>2</sup> Market value per share on exercise of options during the Period <sup>2</sup> 於期內行使認股權日期的每股股價
Lin Fan 林帆	700,000	700,000	12/09/2002	12/09/2002-11/09/2012	-	-	-	HK\$3.225	-	-
	2,500,000	2,500,000	02/11/2005	23/11/2005-22/11/2015	-	-	-	HK\$2.875	-	-
Song Shuguang 宋曙光	800,000	800,000	02/11/2005	23/11/2005-22/11/2015	-	-	-	HK\$2.875	-	-
Xie Yiqun 謝一群	500,000	500,000	02/11/2005	23/11/2005-22/11/2015	-	-	-	HK\$2.875	-	-
Peng Wei 彭偉	400,000	400,000	02/11/2005	23/11/2005-22/11/2015	-	-	-	HK\$2.875	-	-
Ng Yu Lam Kenneth 吳俞霖	400,000	-	12/09/2002	12/09/2002-11/09/2012	-	400,000	-	HK\$3.225	-	HK\$19.68
	1,000,000	1,000,000	02/11/2005	23/11/2005-22/11/2015	-	-	-	HK\$2.875	-	-
Shen Koping Michael 沈可平	175,000	175,000	29/12/2006	29/12/2006-28/12/2016	-	-	-	HK\$9.800	-	-
	175,000	175,000	29/06/2007	29/06/2007-28/06/2017	-	-	-	HK\$14.220	-	-
	175,000	175,000	31/12/2007	31/12/2007-30/12/2017	-	-	-	HK\$21.400	-	-
	175,000	175,000	30/06/2008	30/06/2008-29/06/2018	-	-	-	HK\$19.316	-	-
	175,000	175,000	31/12/2008	31/12/2008-30/12/2018	-	-	-	HK\$11.920	-	-
	350,000	350,000	31/12/2009	31/12/2009-30/12/2019	-	-	-	HK\$25.10	-	-
	175,000	175,000	30/06/2010	30/06/2010-29/06/2020	-	-	-	HK\$25.91	-	-
	175,000	175,000	31/12/2010	31/12/2010-31/12/2020	-	-	-	HK\$24.18	-	-
	-	175,000	30/06/2011	30/06/2011-29/06/2021	175,000	-	-	HK\$17.58	HK\$17.36	-
Lau Siu Mun Sammy 劉少文	600,000	300,000	02/11/2005	23/11/2005-22/11/2015	-	300,000	-	HK\$2.875	-	HK\$19.403
Employees 僱員	4,477,000	4,017,000	02/11/2005	23/11/2005-27/11/2015	-	460,000	-	HK\$2.875	-	HK\$22.428
	800,000	800,000	26/02/2007	26/02/2007-25/02/2017	-	-	-	HK\$9.49	-	-

#### Notes:

- <sup>1</sup> Being the closing price quoted on the Stock Exchange immediately before the dates on which the options were granted during the Period.
- <sup>2</sup> Being the weighted average closing price quoted on the Stock Exchange immediately before the dates on which the options were exercised during the Period.

#### 註:

- <sup>1</sup> 期內緊接認股權授出日期前於聯交所所報的收市價。
- <sup>2</sup> 期內緊接認股權行使日期前於聯交所所報的加權平均收市價。

## Share Option and Share Award Scheme 認股權及股份獎勵計劃

Share options were granted as part of a service condition. This service condition does not take into account the fair value measurement of the share options to be granted. There were no market conditions associated with the share option granted.

Apart from the foregoing, at no time during the Period was the Company, any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors or chief executives of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### SHARE AWARD SCHEME

The Share Award Scheme of the Company was adopted by the Board on 10 September 2007 ("Adoption Date"). Unless terminated earlier by the Board, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the Adoption Date, and after such period no new award of Shares shall be granted.

As at 30 June 2011, the net total number of Shares held under Share Award Scheme is 1,568,200 Shares (31 December 2010: 4,403,000 shares). As at 30 June 2011, 618,000 Shares were awarded to selected employees (31 December 2010: 3,465,800 shares) subject to the terms of the Share Award Scheme, but have not yet vested in such selected employees.

Details of the Shares awarded to the Directors are set out below:

認股權的授予為服務條件之一。該服務條件並未納入計算授出認股權的公允價值。並無市場條件與授予認股權有關。

除上述者外，本公司、任何其控股公司、附屬公司或同系附屬公司均沒有在本財務期任何時間參與任何安排，致使本公司董事或最高行政人員或任何他們的配偶或未滿十八歲的子女，可以透過收購本公司或任何其他法團的股份或債權證而獲益。

### 股份獎勵計劃

董事會已於二零零七年九月十日（「採納日」）採納本公司的股份獎勵計劃。除非董事會提早終止該計劃，否則，該計劃由採納日期起十年內有效，於該期間後不得獎授新股份。

於二零一一年六月三十日，根據股份獎勵計劃持有之股份淨額為1,568,200股（二零一零年十二月三十一日：4,403,000股）。於二零一一年六月三十日，當中618,000股已根據股份獎勵計劃的條款獎授但未歸屬予選定僱員（二零一零年十二月三十一日：3,465,800股）。

董事獲獎授股份的資料載列如下：

Name of Directors 董事名稱	Date of award 獎授日期 (Note 1) (註1)	Number of awarded shares 獎授股份數目	Historical acquisition cost 歷史購入成本	Average fair value per share 每股平均公允價值 (Note 2) (註2)	Number of shares 股份數目		Period during which awarded shares to be vested 可獲歸屬獎授股份之期間
					Lapsed during the Period 於期內失效	As at 30 June 2011 於二零一一年六月三十日	
Ng Yu Lam Kenneth 吳俞霖	11/11/2010	30,400	HK\$23.10	HK\$28.85	—	30,400	31/12/2012- 30/12/2017
Lau Siu Mun Sammy 劉少文	11/11/2010	21,000	HK\$23.10	HK\$28.85	—	21,000	31/12/2012- 30/12/2017

Notes:

- The date of award refers to the date on which the selected employees agree to undertake to hold the awarded shares on the terms on which they are granted and agree to be bound by the rules of the Share Award Scheme.
- The average fair value of the awarded shares are based on the closing price at the date of award and any directly attributable incremental costs.

註：

- 獎授日是指選定僱員同意承擔持有根據股份獎勵計劃獎授的股份，並受到該等條款約束當日。
- 獎授股份每股平均公允價值是根據授出日的收市價及任何直接有關增量成本。