

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2004.

Principal Activities

The principal activity of the Company continues to be investment holding while the principal activities of its subsidiaries are property investment, development and management of residential and business park projects.

The Group's associated companies are principally engaged in property investment.

Segmental Information

The Group's turnover and contribution to operating profit for the year by business segments and geographical segments are as follows:

By business segments:

	Property development 物業發展	Business park 商業園	Infocomm technology 資訊科技	Other operations 其他業務	Corporate 企業服務	Group 本集團
(In HK\$'000)						
Turnover	527,835	14,145	5,416	-	-	547,396
Operating profit/(loss)	36,081	19,870	(75)	(957)	(24,389)	30,530

By geographical segments:

	Turnover 營業額	Operating profit 經營溢利
(In HK\$'000)		
Hong Kong	82,119	13,944
China	465,277	16,586
	547,396	30,530

Subsidiaries and Associated Companies

Details of the Company's subsidiaries and associated companies as at 31 December 2004 are set out in notes 15 and 16 to the financial statements.

董事會謹提呈本公司截至二零零四年十二月三十一日止年度之年報及經審核財務報告。

主要業務

本公司繼續以投資控股為主要業務，而其附屬公司之主要業務則為物業投資、住宅及商業園項目之開發及管理。

本集團之聯營公司主要從事物業投資業務。

分部資料

年內，本集團按業務分部及地區分部劃分之營業額及經營溢利如下：

按業務分部劃分：

(以港幣千元為單位)

營業額
經營溢利／(虧損)

按地區分部劃分：

(以港幣千元為單位)

香港
中國

附屬公司及聯營公司

本公司於二零零四年十二月三十一日之附屬公司及聯營公司之詳情載於財務報告附註15及16。

Results and Appropriations

The results of the Group for the year ended 31 December 2004 are set out in the consolidated income statement on page 70 of the annual report.

No interim dividend was paid during the year. The directors have resolved not to propose any final dividend for the year ended 31 December 2004.

Financial Summary

A summary of the results and assets and liabilities of the Group for the past five financial years is set out on page 18 of the annual report.

Fixed Assets

Details of movements in fixed assets of the Group during the year are set out in note 13 to the financial statements.

Major Interests in Properties

Particulars of major interests in properties held by the Group as at 31 December 2004 are set out on pages 136 to 138 of the annual report.

Borrowings and Interest Capitalised

The Group's bank and other borrowings as at 31 December 2004 and the amount of interest capitalised by the Group during the year are set out in notes 22 and 6 to the financial statements respectively.

Share Capital

Details of movements in share capital of the Company during the year are set out in note 23 to the financial statements.

Reserves

Details of movements in reserves during the year are set out in note 25 to the financial statements.

Warrants, Options or Similar Rights

Other than the share option scheme of the Company as explained in note 24 to the financial statements, the Company had no outstanding warrants, options or similar rights as at 31 December 2004.

業績及分配

本集團截至二零零四年十二月三十一日止年度之業績載於年報第70頁之綜合收益表。

年內，並無派付中期股息。董事會決議不就截至二零零四年十二月三十一日止年度派發任何末期股息。

財務摘要

本集團於過去五個財政年度之業績及資產與負債概要載於年報第18頁。

固定資產

本集團固定資產於年內之變動詳情載於財務報告附註13。

主要物業權益

本集團於二零零四年十二月三十一日持有之主要物業權益詳情載於年報第136頁至第138頁。

貸款及撥充資本之利息

本集團於二零零四年十二月三十一日之銀行及其他貸款及年內本集團將利息撥充資本之數額分別載於財務報告附註22及6。

股本

本公司股本於年內之變動詳情載於財務報告附註23。

儲備

儲備於年內之變動詳情載於財務報告附註25。

認股權證、認股權或類似權利

除已於財務報告附註24說明之本公司認股權計劃外，本公司於二零零四年十二月三十一日概無任何尚未行使之認股權證、認股權或類似權利。

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities on the Stock Exchange during the year.

Directors

The directors of the Company during the year and up to the date of this report were:

Executive Directors:

Mr. Ang Ah Lay (Chief Executive Officer)

Non-executive Directors:

Dr. Han Cheng Fong (Chairman)

Ms. Chong Siak Ching (Deputy Chairman)

Mr. Lew Syn Pau

Mr. Goh Yong Chian, Patrick (Resigned as Alternate Director to Dr. Han Cheng Fong and appointed as Non-executive Director on 4 June 2004)

Ms. Wang Poey Foon, Angela (Re-designated as Non-executive Director on 1 October 2004)

Mr. Hui Choon Kit (Resigned as Alternate Director to Mr. Lai Seck Khui on 4 May 2004 and appointed as Alternate Director to Dr. Han Cheng Fong on 4 June 2004)

Mr. Goh Kok Huat (Appointed as Alternate Director to Ms. Chong Siak Ching on 1 May 2004)

Mr. Goh Toh Sim (Appointed as Alternate Director to Mr. Lew Syn Pau on 27 January 2004)

Mr. Goh Tien Jin (Resigned as Alternate Director to Mr. Lew Syn Pau on 27 January 2004)

Mr. Tan Ser Ping (Resigned as Alternate Director to Ms. Chong Siak Ching on 15 April 2004)

Mr. Lai Seck Khui (Resigned as Deputy Chairman and Non-executive Director on 4 May 2004)

Independent Non-executive Directors:

Mr. Alan Howard Smith, J.P. (Deputy Chairman)

Mr. Kwong Che Keung, Gordon

Mr. Hui Chiu Chung, J.P. (Appointed on 17 December 2004)

購買、出售或贖回本公司之上市證券

於年內，本公司或其任何附屬公司概無於聯交所購買、出售或贖回本公司之上市證券。

董事

年內及截至本年報日期止本公司之董事如下：

執行董事：

洪亞歷先生 (行政總裁)

非執行董事：

韓禎豐博士 (主席)

張雪倩女士 (副主席)

劉信保先生

吳榮細先生 (於二零零四年六月四日辭任韓禎豐博士之替任董事並獲委任為非執行董事)

王培芬女士 (於二零零四年十月一日調任為非執行董事)

許遵傑先生 (於二零零四年五月四日辭任黎錫駒先生之替任董事，並於二零零四年六月四日獲委任為韓禎豐博士之替任董事)

吳國發先生 (於二零零四年五月一日獲委任為張雪倩女士之替任董事)

吳多深先生 (於二零零四年一月二十七日獲委任為劉信保先生之替任董事)

吳天仁先生 (於二零零四年一月二十七日辭任劉信保先生之替任董事)

陳思評先生 (於二零零四年四月十五日辭任張雪倩女士之替任董事)

黎錫駒先生 (於二零零四年五月四日辭任副主席及非執行董事)

獨立非執行董事：

Alan Howard Smith先生，太平紳士 (副主席)

鄭志強先生

許照中先生，太平紳士 (於二零零四年十二月十七日獲委任)

Directors (continued)

In accordance with bye-law 109(A) of the bye-laws of the Company, Mr. Ang Ah Lay and Mr. Alan Howard Smith, *J.P.*, will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

In accordance with bye-law 100 of the bye-laws of the Company, Mr. Goh Yong Chian, Patrick, and Mr. Hui Chiu Chung, *J.P.*, will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

The independent non-executive directors of the Company are not appointed for specific term and are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

Share Option Scheme

A share option scheme was adopted by the Company on 20 May 2003 (the "Share Option Scheme") to comply with the new amendments to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") in respect of share option schemes of a listed company.

As at 31 December 2004, there were 25,340,000 share options outstanding under the Share Option Scheme. Based on these outstanding share options, the total number of shares available for issue is 25,340,000, which represents approximately 0.89% of the existing issued share capital of the Company as at the date of this report.

The purpose of the Share Option Scheme is to attract and retain the best quality personnel for the development of the Company's businesses, to provide additional incentives to employees, consultants, agents, representatives, advisers, suppliers of goods or services, customers, contractors, business allies and joint venture partners, and to promote the long term financial success of the Company by aligning the interests of option holders to shareholders.

董事(續)

洪亞歷先生及Alan Howard Smith先生，太平紳士，將依照本公司之公司細則第109(A)條於即將召開之本公司股東週年大會輪值告退，惟符合資格並願膺選連任。

吳榮鈿先生及許照中先生，太平紳士，將依照本公司之公司細則第100條於即將召開之本公司股東大會告退，惟符合資格並願膺選連任。

本公司之獨立非執行董事並無特定任期，惟須依照本公司之公司細則於本公司之股東週年大會上輪值告退並膺選連任。

認股權計劃

於二零零三年五月二十日，本公司採納認股權計劃（「認股權計劃」）以符合聯交所證券上市規則（「上市規則」）有關上市公司認股權計劃之新修訂規定。

於二零零四年十二月三十一日，認股權計劃有25,340,000份尚未行使之認股權。根據該等尚未行使之認股權，合共有可發行股份25,340,000股，佔本公司於本報告日期現有已發行股本約0.89%。

認股權計劃旨在吸引及挽留優秀人才，協力發展本公司業務；向僱員、專家顧問、代理、代表、專業顧問、貨品及服務供應商、客戶、承辦商、業務夥伴及合營夥伴提供額外獎勵，以及透過令認股權持有人之利益與股東利益一致，促使本公司在財政上獲得長遠成功。

Share Option Scheme (continued)

Eligible participants of the Share Option Scheme include (i) any employee or any proposed employee (including an officer or director (whether executive or non-executive) or alternate director of the Company or any affiliate) or any legal or financial consultant, agent, representative or legal or financial adviser of the Company or any affiliate; or (ii) any person who provides goods or services to the Company or any affiliate; or (iii) any customer or contractor of the Company or any affiliate; or (iv) any business ally or joint venture partner of the Company or any affiliate.

The Share Option Scheme became effective on 20 May 2003 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

Pursuant to the Share Option Scheme, the maximum number of shares in respect of which share options may be granted is such number of shares, when aggregated with shares subject to any other share option scheme(s) of the Company, must not exceed 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme. The maximum number of shares issuable upon exercise of the share options granted under the Share Option Scheme and any other share option scheme(s) of the Company (whether exercised or outstanding share options) to each eligible participant in any 12-month period must not exceed 1% of the shares of the Company in issue as at the date of grant. Any further grant of share options to any eligible participant who in aggregate has over 1% of the shares of the Company in issue shall be subject to the issue of a circular by the Company and the shareholders' approval of the Company at a general meeting with the relevant eligible participant and his/her associates abstaining from voting.

認股權計劃(續)

認股權計劃之合資格參與者包括(i)本公司或任何聯屬公司之任何僱員或任何準僱員(包括本公司或任何聯屬公司之職員或董事(不論執行董事或非執行董事)或替任董事)或本公司或任何聯屬公司之任何法律或財務專家顧問、代理、代表或法律或財務專業顧問；或(ii)向本公司或任何聯屬公司提供貨品或服務之任何人士；或(iii)本公司或任何聯屬公司之任何客戶或承包商；或(iv)本公司或任何聯屬公司之任何業務夥伴或合營夥伴。

認股權計劃於二零零三年五月二十日生效，除非另行撤銷或修訂，否則將於該日起計十年內一直生效。

根據認股權計劃，可予授出認股權項下之股份數目上限加上本公司任何其他認股權計劃項下之股份數目總和，不得超過於採納認股權計劃當日本公司已發行股本之10%。向每名合資格參與者於任何十二個月期間根據認股權計劃及本公司任何其他認股權計劃授出可行使認股權(無論已行使或未行使之認股權)而發行股份之最高數目，不得超過本公司於授出日期已發行股份之1%。如欲進一步授出認股權予任何合資格參與者而總數超過本公司已發行股份1%限額，則須待本公司刊發通函並尋求本公司股東在股東大會上批准，而有關合資格參與者及其聯繫人須放棄投票，方可作實。

Share Option Scheme (continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, are subject to the approval in advance by the independent non-executive directors of the Company, excluding the independent non-executive director(s) of the Company who is/are the grantee(s) of the share options. In addition, any share option granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue as at the date of grant or with an aggregate value (based on the closing price of the Company's shares as at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to the issue of a circular by the Company and the approval of the shareholders of the Company in advance at a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Board, and commences on a specified date and ends on a date which is not later than 10 years from the date of grant of the share options.

The exercise price of the share options is determinable by the Board, but shall not be less than the highest of (i) the closing price of the Company's shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a trading day; (ii) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Company's share.

認股權計劃(續)

向本公司董事、最高行政人員或主要股東或彼等各自之任何聯繫人授出認股權，須獲本公司獨立非執行董事(惟本身亦為認股權承授人之本公司獨立非執行董事除外)事先批准後方可作實。此外，向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人所授出之任何認股權如於任何十二個月期間超過本公司於授出日期已發行股份0.1%或總值超過港幣5,000,000元(根據本公司股份於授出日期之收市價計算)，須待本公司事先刊發通函並尋求本公司股東在股東大會上批准後，方可作實。

授出認股權之建議可於建議日期起計28日內由承授人支付象徵式總代價港幣1元後接納。授出之認股權之行使期由董事會釐定，由指定之日期開始至終止該日不得超過授出認股權當日起計十年。

認股權之行使價由董事會釐定，惟該價格不得低於下列各項中之最高者：(i)本公司股份於授出日期(必須為交易日)在聯交所發出之日報表所列之收市價；(ii)本公司股份於緊接授出日期前五個交易日於聯交所發出之日報表所列之平均收市價；及(iii)本公司股份之面值。

Share Option Scheme (continued)

Details of the movements of the share options under the Share Option Scheme during the year were as follows:

認股權計劃(續)

認股權計劃下之認股權於年內之變動詳情如下：

Name or category of participant	Number of share options 認股權數目				Outstanding as at 31/12/2004	Date of grant of share options	Exercise period of share options	Exercise price per share option (Note 3) HK\$
	Outstanding as at 1/1/2004	Granted during the year	Exercised during the year	Lapsed/cancelled during the year				
參與者之姓名或類別	於二零零四年一月一日尚未行使	於年內授出	於年內行使	於年內失效/註銷	於二零零四年十二月三十一日尚未行使	認股權授出日期	認股權行使期	每份認股權之行使價(附註3)港元
Directors								
董事								
Dr. Han Cheng Fong # 韓禎豐博士 #	1,500,000	-	-	-	1,500,000	31/12/2003	31/12/2004 – 30/12/2013 (Note 1) (附註1)	0.1706
	-	1,500,000	-	-	1,500,000	31/12/2004	31/12/2005 – 30/12/2014 (Note 2) (附註2)	0.1670
Ms. Chong Siak Ching # 張雪倩女士 #	1,000,000	-	-	-	1,000,000	31/12/2003	31/12/2004 – 30/12/2013 (Note 1) (附註1)	0.1706
	-	1,000,000	-	-	1,000,000	31/12/2004	31/12/2005 – 30/12/2014 (Note 2) (附註2)	0.1670
Mr. Alan Howard Smith, J.P. ** Mr. Alan Howard Smith 先生 · 太平紳士 **	1,000,000	-	-	-	1,000,000	31/12/2003	31/12/2004 – 30/12/2013 (Note 1) (附註1)	0.1706
	-	1,000,000	-	-	1,000,000	31/12/2004	31/12/2005 – 30/12/2014 (Note 2) (附註2)	0.1670
Mr. Ang Ah Lay 洪亞歷先生	2,500,000	-	-	-	2,500,000	31/12/2003	31/12/2004 – 30/12/2013 (Note 1) (附註1)	0.1706
	-	2,500,000	-	-	2,500,000	31/12/2004	31/12/2005 – 30/12/2014 (Note 2) (附註2)	0.1670
Mr. Lew Syn Pau # 劉信保先生 #	1,000,000	-	-	-	1,000,000	31/12/2003	31/12/2004 – 30/12/2013 (Note 1) (附註1)	0.1706
	-	1,000,000	-	-	1,000,000	31/12/2004	31/12/2005 – 30/12/2014 (Note 2) (附註2)	0.1670
Mr. Goh Yong Chian, Patrick # 吳榮鈿先生 #	-	1,000,000	-	-	1,000,000	31/12/2004	31/12/2005 – 30/12/2014 (Note 2) (附註2)	0.1670
Ms. Wang Poey Foon, Angela # 王培芬女士 #	1,000,000	-	-	-	1,000,000	31/12/2003	31/12/2004 – 30/12/2013 (Note 1) (附註1)	0.1706
	-	1,000,000	-	-	1,000,000	31/12/2004	31/12/2005 – 30/12/2014 (Note 2) (附註2)	0.1670
Mr. Kwong Che Keung, Gordon ** 鄭志強先生 **	1,000,000	-	-	-	1,000,000	31/12/2003	31/12/2004 – 30/12/2013 (Note 1) (附註1)	0.1706
	-	1,000,000	-	-	1,000,000	31/12/2004	31/12/2005 – 30/12/2014 (Note 2) (附註2)	0.1670
Mr. Lai Seck Khui # (Note 4) 黎錫駒先生 # (附註4)	1,000,000	-	-	(1,000,000)	-	31/12/2003	31/12/2004 – 30/12/2013 (Note 1) (附註1)	0.1706
	10,000,000	10,000,000	-	(1,000,000)	19,000,000			
Other employees								
其他僱員								
In aggregate 合共	10,065,000	-	-	(5,725,000)	4,340,000	31/12/2003	31/12/2004 – 30/12/2013 (Note 1) (附註1)	0.1706
	-	2,000,000	-	-	2,000,000	31/12/2004	31/12/2005 – 30/12/2014 (Note 2) (附註2)	0.1670
	10,065,000	2,000,000	-	(5,725,000)	6,340,000			
	20,065,000	12,000,000	-	(6,725,000)	25,340,000			

Non-executive Director

** Independent Non-executive Director

非執行董事

** 獨立非執行董事

Share Option Scheme (continued)

Notes:

1. The vesting period of the share options is in the following manner:

Vesting Schedule	Percentage of shares over which a share option is exercisable (%)
Before the first anniversary of the date of grant	Nil
On or after the first but before the second anniversary of the date of grant	25
On or after the second but before the third anniversary of the date of grant	25
On or after the third but before the fourth anniversary of the date of grant	25
On or after the fourth anniversary of the date of grant	25

In relation to the share options, if the eligible participant, during any of the periods specified above, exercises that share options for such number of shares which, in aggregate, represents less than the number of shares for which the eligible participant may exercise in respect of such period, the balance of the shares comprised in that share option for which the eligible participant could have exercised (but did not exercise) in that period shall be carried forward and added to the number of shares which the eligible participant may exercise in the next succeeding period or periods.

認股權計劃 (續)

附註：

1. 認股權之歸屬期如下：

歸屬時間表	股份佔可行使 認股權之百分比 (%)
授出日期之一周年前	無
授出日期之一周年或 之後但兩周年前	25
授出日期之兩周年或 之後但三周年前	25
授出日期之三周年或 之後但四周年前	25
授出日期之四周年或 之後	25

就認股權而言，倘合資格參與者於上述任何指定期間行使涉及該等股份數目之認股權合共少於合資格參與者在該期間可行使認股權所涉及之股份數目，則合資格參與者於該期間可行使（但未行使）之該認股權所涉及之股份數目差額將結轉及納入合資格參與者於下一個隨後期間可行使認股權所涉及之股份數目中。

Share Option Scheme (continued)

2. The vesting period of the share options is in the following manner:

Vesting Schedule	Percentage of shares over which a share option is exercisable (%)
Before the first anniversary of the date of grant	Nil
On or after the first but before the second anniversary of the date of grant	40
On or after the second but before the third anniversary of the date of grant	30
On or after the third anniversary of the date of grant	30

In relation to the share options, if the eligible participant, during any of the periods specified above, exercises that share options for such number of shares which, in aggregate, represents less than the number of shares for which the eligible participant may exercise in respect of such period, the balance of the shares comprised in that share option for which the eligible participant could have exercised (but did not exercise) in that period shall be carried forward and added to the number of shares which the eligible participant may exercise in the next succeeding period or periods.

3. The price of the Company's shares as at the date of grant of the share options is the closing price of the Company's shares as listed on the Stock Exchange on the trading day immediately prior to the date of grant of the share options. Therefore, the Company's closing share price on the day prior to the date of grant of the share options on 31 December 2003 and 2004 were HK\$0.1720 and HK\$0.1670, respectively.
4. Mr. Lai Seck Khui resigned as Non-executive Director of the Company on 4 May 2004. Thus the share options entitled to him automatically lapsed pursuant to the terms in the Share Option Scheme.

認股權計劃 (續)

2. 認股權之歸屬期如下：

歸屬時間表	股份佔可行使 認股權之百分比 (%)
授出日期之一周年前	無
授出日期之一周年或 之後但兩周年前	40
授出日期之兩周年或 之後但三周年前	30
授出日期之三周年或 之後	30

就認股權而言，倘合資格參與者於上述任何指定期間行使涉及該等股份數目之認股權合共少於合資格參與者在該期間可行使認股權所涉及之股份數目，則合資格參與者於該期間可行使(但未行使)之該認股權涉及之股份數目差額將結轉及納入合資格參與者於下一個隨後期間可行使認購權所涉及之股份數目中。

3. 本公司股份於認股權授出日期之價格乃是本公司股份於緊接認股權授出日期前之交易日在聯交所上市之收市價。因此，本公司股份於緊接二零零三年及二零零四年十二月三十一日授出認股權日期前之收市價分別為港幣0.1720元及港幣0.1670元。
4. 黎錫駒先生於二零零四年五月四日辭任本公司非執行董事，因此根據認股權計劃之條款，他獲授之認股權已自動失效。

Share Option Scheme (continued)

The financial impact of the share options granted is not recorded in the Company's or the Group's balance sheet until such time as the share options are exercised, and no charge is recorded in the profit and loss account or balance sheet for their cost. Upon exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Share options which are lapsed or cancelled prior to their exercise date are deleted from the register of outstanding share options.

The directors of the Company do not consider it appropriate to disclose a theoretical value of the share options granted 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.

認股權計劃(續)

授出認股權之財務影響將不會於本公司或本集團之資產負債表內列賬，直至認股權獲行使為止，其費用亦不會於損益表或資產負債表內列賬。因行使認股權而發行之股份，均以股份面值列入本公司之額外股本，而每股行使價高於股份面值之部分，將於本公司之股份溢價賬內列賬。行使日期到期前失效或被註銷之認股權將於尚未行使認股權登記名冊上刪除。

本公司董事認為並不適宜披露授出認股權之理論價值，此乃由於多項對估值之關鍵性因素未能確定。因此，任何根據各種猜測性假設而作出對認股權之估值並無意義，並會對本公司股東構成誤導。

Directors' Interests

As at 31 December 2004, the following directors and the chief executive of the Company and/or any of their respective associates had the following interests or deemed interests in the long and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") under the Listing Rules:

(a) Long position in the shares of the Company:

Name of director	Number of ordinary shares beneficially held	Nature of interest	Approximate percentage of total shareholding
董事姓名	實益持有之普通股數目	權益性質	佔股權總額之概約百分比 (%)
Ms. Chong Siak Ching# 張雪倩女士#	1,157,897	Personal 個人	0.04
# Non-executive Director		# 非執行董事	

董事之權益

於二零零四年十二月三十一日，本公司董事及最高行政人員及／或彼等各自之任何聯繫人於或被視作於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之本公司股份、相關股份及債權證中持有根據證券及期貨條例第352條記錄於本公司須存置之登記冊之好倉及淡倉權益；或根據證券及期貨條例第XV部或根據上市規則之上市公司董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所之好倉及淡倉權益如下：

(a) 於本公司股份之好倉：

Directors' Interests (continued)

(b) Long position in the underlying shares of equity derivatives of the Company:

董事之權益 (續)

(b) 於本公司股本衍生工具中相關股份之好倉：

Name of director	Date of grant of share options	Exercise period of share options	Share options in the Company		Number of total underlying shares	Approximate percentage of total shareholding (%)
			Exercise price per share option	Number of share options outstanding		
董事姓名	認股權授出日期	認股權行使期	每份認股權之行使價 HK\$ 港元	尚未行使 認股權數目	相關股份總數	佔股權總額之 概約百分比 (%)
Dr. Han Cheng Fong #	31/12/2003	31/12/2004 – 30/12/2013	0.1706	1,500,000	3,000,000	0.11
韓禎豐博士 #	31/12/2004	31/12/2005 – 30/12/2014	0.1670	1,500,000		
Ms. Chong Siak Ching #	31/12/2003	31/12/2004 – 30/12/2013	0.1706	1,000,000	2,000,000	0.07
張雪倩女士 #	31/12/2004	31/12/2005 – 30/12/2014	0.1670	1,000,000		
Mr. Alan Howard Smith, J.P. **	31/12/2003	31/12/2004 – 30/12/2013	0.1706	1,000,000	2,000,000	0.07
Alan Howard Smith 先生, 太平紳士 **	31/12/2004	31/12/2005 – 30/12/2014	0.1670	1,000,000		
Mr. Ang Ah Lay	31/12/2003	31/12/2004 – 30/12/2013	0.1706	2,500,000	5,000,000	0.18
洪亞歷先生	31/12/2004	31/12/2005 – 30/12/2014	0.1670	2,500,000		
Mr. Lew Syn Pau #	31/12/2003	31/12/2004 – 30/12/2013	0.1706	1,000,000	2,000,000	0.07
劉信保先生 #	31/12/2004	31/12/2005 – 30/12/2014	0.1670	1,000,000		
Mr. Goh Yong Chian, Patrick #	31/12/2004	31/12/2005 – 30/12/2014	0.1670	1,000,000	1,000,000	0.04
吳榮鈿先生 #						
Ms. Wang Poey Foon, Angela #	31/12/2003	31/12/2004 – 30/12/2013	0.1706	1,000,000	2,000,000	0.07
王培芬女士 #	31/12/2004	31/12/2005 – 30/12/2014	0.1670	1,000,000		
Mr. Kwong Che Keung, Gordon **	31/12/2003	31/12/2004 – 30/12/2013	0.1706	1,000,000	2,000,000	0.07
鄭志強先生 **	31/12/2004	31/12/2005 – 30/12/2014	0.1670	1,000,000		

Non-executive Director

** Independent Non-executive Director

非執行董事

** 獨立非執行董事

Save as disclosed above, as at 31 December 2004, none of the directors and the chief executive of the Company and/or any of their respective associates had any interest or deemed interest in the long and short position in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

除上文所披露外，於二零零四年十二月三十一日，本公司董事及最高行政人員及／或彼等各自之任何聯繫人概無於或被視作於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之本公司股份、相關股份及債權證中持有根據證券及期貨條例第352條記錄於本公司須存置之登記冊之任何好倉及淡倉權益；或根據證券及期貨條例第XV部或標準守則須另行知會本公司及聯交所之好倉及淡倉權益。

Substantial Shareholders' Interests

As at 31 December 2004, the following persons (other than the directors or the chief executive of the Company) had an interest in the following long position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

Long position in the shares of the Company:

Name of shareholder	Notes	Nature of interest	Number of ordinary shares held 持有之普通股 數目	Approximate percentage of total shareholding 佔股權總額之 概約百分比 (%)
股東姓名／名稱	附註	權益性質		
Ascendas Pte. Ltd. ("Ascendas") 騰飛私人有限公司(「騰飛」)	1	Corporate 公司	1,566,891,340	55.25
Ascendas Land International Pte. Ltd. ("Ascendas Land")	2	Corporate 公司	1,566,891,340	55.25
Riverbook Group Limited ("Riverbook")	3	Corporate 公司	1,566,891,340	55.25
Fraser and Neave Limited ("F&N") 花莎尼有限公司(「花莎尼」)	4	Corporate 公司	1,566,891,340	55.25
Fraser and Neave Investments (Hong Kong) Limited ("F&N Investments")	5	Corporate 公司	1,566,891,340	55.25
Vision Century Limited ("VCL")		Corporate 公司	1,566,891,340	55.25
Mr. Ng Poh Meng ("Mr. Ng") 黃寶明先生(「黃先生」)	6	Personal, Family and Corporate 個人、家族及 公司	177,890,551	6.27
Ms. Ng Lee Ngo ("Mrs. Ng") 吳麗娥女士(「黃太太」)	6	Personal, Family and Corporate 個人、家族及 公司	177,890,551	6.27
Dr. Jiang Xiaoming, Simon 蔣小明博士		Personal 個人	158,884,553	5.60

主要股東之權益

於二零零四年十二月三十一日，以下人士(本公司董事或最高行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第336條記錄於本公司須存置之登記冊之好倉權益如下：

於本公司股份之好倉：

Substantial Shareholders' Interests (continued)

Notes:

1. The interest disclosed comprised 1,566,891,340 shares beneficially owned by Ascendas Land through the subsidiaries as disclosed in notes 2 and 3 below. Ascendas Land is a wholly-owned subsidiary of Ascendas.
2. The interest disclosed comprised 1,566,891,340 shares beneficially owned by Riverbook through VCL. Riverbook is a wholly-owned subsidiary of Ascendas Land.
3. The interest disclosed comprised 1,566,891,340 shares held by VCL, which is 50% owned by Riverbook.
4. The interest disclosed comprised 1,566,891,340 shares beneficially owned by F&N Investments through VCL. F&N Investments is a wholly-owned subsidiary of F&N.
5. The interest disclosed comprised 1,566,891,340 shares held by VCL, which is 50% owned by F&N Investments.
6. The interest disclosed comprised 34,764,697 shares held by Mr. Ng, 11,578,969 shares held by Mrs. Ng, 125,757,400 shares held by Newmark Capital Holdings Limited ("Newmark") and 5,789,485 shares held by Global Capital Ventures Limited ("Global"). Under the provisions of Part XV of the SFO, Mr. Ng was deemed to control or have an interest in Newmark and Global. Mr. Ng was also deemed to have an interest in the shares owned by his wife, Mrs. Ng, and vice versa. Mrs. Ng held 50% of the entire issued share capital of Newmark in trust for Mr. Ng and Mrs. Ng was otherwise not deemed to have an interest in Newmark.

主要股東之權益 (續)

附註：

1. 所披露之權益包括由Ascendas Land透過下文附註2及3所披露之附屬公司實益擁有之1,566,891,340股股份。Ascendas Land乃騰飛之全資附屬公司。
2. 所披露之權益包括由Riverbook透過VCL實益擁有之1,566,891,340股股份。Riverbook乃Ascendas Land之全資附屬公司。
3. 所披露之權益包括由VCL持有之1,566,891,340股股份。VCL由Riverbook擁有50%權益。
4. 所披露之權益包括由F&N Investments透過VCL實益擁有之1,566,891,340股股份。F&N Investments乃花莎尼之全資附屬公司。
5. 所披露之權益包括由VCL持有之1,566,891,340股股份。VCL由F&N Investments擁有50%權益。
6. 所披露之權益包括分別由黃先生、黃太太、Newmark Capital Holdings Limited (「Newmark」)及Global Capital Ventures Limited (「Global」)持有之34,764,697股、11,578,969股、125,757,400股及5,789,485股股份。根據證券及期貨條例第XV部條文規定，黃先生被視作控制或擁有Newmark及Global之權益。黃先生亦被視為擁有其妻子黃太太所持股份之權益，反之亦然。黃太太持有Newmark全部已發行股本之50%，該等股份乃代黃先生託管，故黃太太並無擁有Newmark之股份權益。

Substantial Shareholders' Interests (continued)

Save as disclosed above, as at 31 December 2004, no other person (other than the directors or the chief executive of the Company) had an interest in the long and short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

Directors' Interests in Contracts and Connected Transactions

Save as disclosed hereunder, there was no connected transaction or contract of significance to which the Company, its subsidiaries or its holding company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisting at 31 December 2004 or at any time during the year ended 31 December 2004.

- On 8 October 2001, Vision Century Real Estate Development (Dalian) Co. Ltd. (formerly known as Dalian Wanguo Amenity Centre Company Limited) ("VC Dalian"), a wholly-owned subsidiary of the Company, entered into a project supervision agreement (the "PS Agreement") with JTC International Consultants (Suzhou) Co. Ltd. (now known as JURONG International Constructors (Suzhou) Co. Ltd.) ("JIC (Suzhou)") whereby JIC (Suzhou) agreed to provide certain project supervision and consultancy services relating to a development project of a property located at Xinglin Street, ZhongShan District, Dalian, Liaoning Province, China (the "Dalian Project") during a 36-month period, for a consultancy fee of RMB1,900,000 (approximately HK\$1,792,000). The consultancy fee was determined after an arm's length negotiation between the parties. If the actual supervision period is longer than 36 months, JIC (Suzhou) will receive an additional consultancy fee for any additional services which will be calculated on the basis of time spent or may be mutually agreed between the parties as stipulated under the PS Agreement subject to a maximum cap of RMB500,000 (approximately HK\$472,000).

主要股東之權益(續)

除上文所披露外，於二零零四年十二月三十一日，概無其他人士(本公司董事或最高行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第336條記錄於本公司須存置之登記冊之好倉及淡倉權益。

董事之合約權益及關連交易

除下文所披露外，於二零零四年十二月三十一日或於截至二零零四年十二月三十一日止年度內之任何時間，本公司概無任何關連交易。此外，本公司、其附屬公司或其控股公司亦無參與訂立任何與本公司之董事直接或間接擁有重大權益之重大合同。

- 於二零零一年十月八日，本公司全資擁有之附屬公司威新房地產開發(大連)有限公司(前稱大連萬國娛樂中心有限公司)(「威新大連」)與裕廊國際顧問(蘇州)有限公司(現稱為裕廊國際工程(蘇州)有限公司)(「裕廊國際(蘇州)」)訂立一項項目監管協議(「項目監管協議」)，據此，裕廊國際(蘇州)同意於36個月期間就一項位於中國遼寧省大連中山區杏林街之物業發展項目(「大連項目」)提供若干項目監管及顧問服務，顧問費用為人民幣1,900,000元(約港幣1,792,000元)。顧問費乃經各訂約方按公平磋商釐定。倘實際監管期超過36個月，裕廊國際(蘇州)將可就任何額外服務收取額外顧問費，額外顧問費根據項目監管協議規定按所用時間或各訂約方均同意之基準計算，最高上限為人民幣500,000元(約港幣472,000元)。

Directors' Interests in Contracts and Connected Transactions (continued)

Besides, VC Dalian and JIC (Suzhou) also entered into a M&E Agreement (the "M&E Agreement") whereby JIC (Suzhou) agreed to provide certain mechanical and electrical consultancy service relating to the Dalian Project for a consultancy fee of RMB1,100,000 (approximately HK\$1,038,000). JIC (Suzhou) is indirectly wholly-owned by JTC Corporation, a statutory board incorporated in Republic of Singapore and wholly-owned by the government of Singapore. JTC Consultancy Services Holding Pte. Ltd., a wholly-owned subsidiary of JTC Corporation, is running the operation of JIC (Suzhou). JTC Corporation, through its wholly-owned subsidiary Ascendas Land International Pte. Ltd., indirectly owns 100% of Riverbook Group Limited, which in turn holds 50% of Vision Century Limited ("VCL"), the controlling shareholder of the Company.

2. On 28 May 2002, the Group completed the acquisition of the entire issued share capital of CyberCity Investments Limited ("CCI") (now known as Vision Century Infocomm Investments Ltd.) from CyberCity Holdings Limited ("CCH"). The Group entered into various connected transactions involving CCI and its subsidiaries as follows:-

(a) Connected Transactions with Shenzhen Cursor Software Technology Co. Ltd. ("SCST")

- (i) the technical support agreement dated 13 October 2001 made between CyberCity Cursor Media Co. Ltd. ("CCCM") and SCST, whereby CCCM agreed to provide technical support service to SCST for a period of 10 years. During the year, a total fee of approximately HK\$715,000 was charged to SCST;

董事之合約權益及關連交易 (續)

此外，威新大連與裕廊國際(蘇州)亦訂立一項機電協議(「機電協議」)，據此，裕廊國際(蘇州)同意就大連項目提供若干機電顧問服務，顧問費用為人民幣1,100,000元(約港幣1,038,000元)。裕廊國際(蘇州)由裕廊集團間接全資擁有。裕廊集團乃於新加坡共和國註冊成立之法定委員會，並由新加坡政府全資擁有。裕廊集團之全資附屬公司JTC Consultancy Services Holding Pte. Ltd.負責裕廊國際(蘇州)之業務。裕廊集團透過其全資附屬公司Ascendas Land International Pte. Ltd.間接擁有Riverbook Group Limited全部權益，Riverbook Group Limited則持有本公司控股股東Vision Century Limited(「VCL」)50%權益。

2. 於二零零二年五月二十八日，本集團完成向賽博控股有限公司(「賽博控股」)購入CyberCity Investments Limited(「CCI」)(現稱為Vision Century Infocomm Investments Ltd.)全部已發行股本。本集團曾訂立涉及CCI及其附屬公司之多項關連交易如下：

(a) 與深圳市智慧源軟件技術有限公司(「深圳市智慧源」)進行之關連交易

- (i) 賽博智慧源信息技術(深圳)有限公司(「賽博智慧源」)與深圳市智慧源於二零零一年十月十三日訂立之技術支援協議書，據此，賽博智慧源同意在10年期內，向深圳市智慧源提供技術支援服務。於年內，向深圳市智慧源收取一項總額約為港幣715,000元之費用；

Directors' Interests in Contracts and Connected Transactions (continued)

(a) Connected Transactions with Shenzhen Cursor Software Technology Co. Ltd. ("SCST") (continued)

- (ii) the co-operative agreement dated 13 October 2001 made between CCCM and SCST, whereby CCCM agreed to provide training funds and training related software and education services to SCST for a period of 10 years. During the year, no fee was charged to SCST; and
- (iii) the agency agreement and supplemental agreement dated 7 December 2001 and 25 September 2002 respectively made between CCCM and SCST, whereby CCCM agreed to provide exclusive agency services to SCST for a period of 20 years. During the year, no fee was charged to SCST.

(Item 2(a)(i), (ii) and (iii) above together called "Ongoing Connected Transactions I").

The Company had been granted a conditional waiver by the Stock Exchange from strict compliance with the requirement of the Listing Rules in respect of the Ongoing Connected Transactions I. The independent non-executive directors of the Company had reviewed the Ongoing Connected Transactions I made during the year ended 31 December 2004 and confirmed that:

- the Ongoing Connected Transactions I had been entered into in the ordinary and usual course of the Company's business;

董事之合約權益及關連交易 (續)

(a) 與深圳市智慧源軟件技術有限公司(「深圳市智慧源」)進行之關連交易(續)

- (ii) 賽博智慧源與深圳市智慧源於二零零一年十月十三日訂立之合作協議書，據此，賽博智慧源同意在10年期內，向深圳市智慧源提供培訓費用及與培訓相關的軟件及教育服務。於年內，並無向深圳市智慧源收取費用；及
- (iii) 賽博智慧源與深圳市智慧源分別於二零零一年十二月七日及二零零二年九月二十五日訂立代理協議書及補充協議，據此，賽博智慧源同意在20年期內，向深圳市智慧源提供獨家的代理服務。於年內，並無向深圳市智慧源收取費用。

(以上2(a)(i)、(ii)及(iii)項統稱「持續關連交易I」)。

本公司已獲聯交所有條件豁免嚴格遵守上市規則有關持續關連交易I之要求。本公司獨立非執行董事已審閱於截至二零零四年十二月三十一日止年度進行之持續關連交易I，並確定：

- 持續關連交易I乃按本公司日常業務過程中訂立；

Directors' Interests in Contracts and Connected Transactions (continued)

(a) Connected Transactions with Shenzhen Cursor Software Technology Co. Ltd. ("SCST") (continued)

- the Ongoing Connected Transactions I had been conducted on normal commercial terms;
- the Ongoing Connected Transactions I had been carried out in accordance with the terms of respective agreements; and
- the Ongoing Connected Transactions I had been entered into such that the aggregate amount for the year ended 31 December 2004 did not exceed the higher of HK\$10 million and 3% of the Group's net tangible assets respectively ("Cap Amount").

The auditors of the Company had also confirmed to the directors of the Company that:

- the Ongoing Connected Transactions I had received the approval of the Company's board of directors;
- the Ongoing Connected Transactions I had been entered into in accordance with the terms of the respective agreements; and
- the Ongoing Connected transactions I had been entered into such that the Cap Amount had not been exceeded.

董事之合約權益及關連交易 (續)

(a) 與深圳市智慧源軟件技術有限公司(「深圳市智慧源」)進行之關連交易(續)

- 持續關連交易乃按一般商業條款進行；
- 持續關連交易乃根據各自之協議條款進行；及
- 截至二零零四年十二月三十一日止年度之持續關連交易總額分別不超過港幣10,000,000元及本集團有形淨資產3%之較高者(「上限金額」)。

本公司核數師亦經已向本公司董事確認：

- 持續關連交易已取得本公司董事會批准；
- 持續關連交易已根據各自之協議條款進行；及
- 持續關連交易以不超過上限金額進行。

Directors' Interests in Contracts and Connected Transactions (continued)

(b) Connected Transaction with Shareholders of Xiao Dong Global Technology Co. Ltd. ("XDT")

XDT, a company incorporated in China and is beneficially owned as to 33% by Dr. Jiang Xiaoming, Simon, a then director of the Company, and 34% by Mr. Zhai Pu, a then director of various subsidiaries of the Company, and 33% by Mr. Yang Zhaohui, a director of CyberCity Investments (SZ) Ltd. (now known as Vision Century Investments Co. Ltd.), a subsidiary of the Company. Dr. Jiang Xiaoming, Simon, Mr. Zhai Pu and Mr. Yang Zhaohui (together called "Shareholders of XDT") are connected persons to the Group. On 6 December 2001, a loan agreement was made amongst Campusall Company Limited ("Campusall"), and the Shareholders of XDT, in which, Campusall agreed to provide a loan in the amount of US\$822,751 (approximately HK\$6,417,000) to the Shareholders of XDT, who pledged all the shares of XDT to the Group as security for the loan.

By a supplemental agreement dated 5 August 2002, an interest rate of 7% per annum was charged on the loan. During the year, an interest income of HK\$223,000 was charged to the Shareholders of XDT.

董事之合約權益及關連交易 (續)

(b) 與北京曉東環宇科技有限公司 (「曉東科技」) 股東進行之關連交易

曉東科技是一間於中國註冊成立之公司，由蔣小明博士(本公司當時之董事)實益擁有33%權益、翟普先生(本公司多間附屬公司當時之董事)實益擁有34%權益及楊朝暉先生(本公司一間附屬公司賽合投資諮詢(深圳)有限公司(現稱為威新世紀投資諮詢(深圳)有限公司)之董事)實益擁有33%權益。蔣小明博士、翟普先生及楊朝暉先生(統稱「曉東科技股東」)均為本集團之關連人士。曉東科技股東與全校網有限公司(「全校網」)於二零零一年十二月六日訂立一項貸款協議，全校網同意向曉東科技股東(已將所有曉東科技股份作為貸款抵押品抵押予本集團)提供一項822,751美元(約港幣6,417,000元)之貸款。

根據二零零二年八月五日之補充協議，所提供貸款之年利率為7%。於年內，向曉東科技股東收取一項港幣223,000元之利息收益。

Directors' Interests in Contracts and Connected Transactions (continued)

(c) Connected Transaction with Shareholders of SZ Nova Science Technology Development Co. Ltd. ("SZ Nova")

SZ Nova is owned as to 90% by Dr. Jiang Xiaoming, Simon, a then director of the Company, and 10% by Mr. Chen Shulin, a director and shareholder of Nova Network Holdings Limited ("Nova"). Dr. Jiang Xiaoming, Simon, Mr. Chen Shulin (together called "Shareholders of SZ Nova") and SZ Nova are connected persons to the Group. On 11 December 2001, a loan agreement was made amongst Jubilee Success Limited ("Jubilee"), a subsidiary of the Company, and the Shareholders of SZ Nova, in which, Jubilee agreed to provide a loan in the amount of US\$563,591 (approximately HK\$4,396,000) to the Shareholders of SZ Nova, who pledged all the shares of SZ Nova to the Group as security for the loan.

By a supplemental agreement dated 5 August 2002, an interest of 7% per annum was charged on the loan provided. During the year, an interest income of HK\$153,000 was charged to the Shareholders of SZ Nova.

董事之合約權益及關連交易 (續)

(c) 與深圳市南凌科技發展有限公司(「深圳市南凌」)股東進行之關連交易

深圳市南凌由蔣小明博士(本公司當時之董事)擁有90%權益及陳樹林先生(Nova Network Holdings Limited(「南凌」)之董事兼股東)擁有10%權益。蔣小明博士、陳樹林先生(統稱「深圳市南凌股東」)及深圳市南凌均為本集團之關連人士。深圳市南凌股東與Jubilee Success Limited(「Jubilee」)(本公司之附屬公司)於二零零一年十二月十一日訂立一項貸款協議，Jubilee同意向深圳市南凌股東(已將所有深圳市南凌股份作為貸款抵押品抵押予本集團)提供一項563,591美元(約港幣4,396,000元)之貸款。

根據二零零二年八月五日之補充協議，所提供貸款之年利率為7%。於年內，向深圳市南凌股東收取一項港幣153,000元之利息收益。

Directors' Interests in Contracts and Connected Transactions (continued)

(d) Connected Transactions with Nova and its subsidiaries ("Nova Group")

Nova is 90% beneficially owned by CCI and 8.1% by Mr. Chen Shulin, a director of Nova and 1.9% by independent parties not connected with any directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates. Nova Network Limited ("Nova HK") and Century Nova Cyber Technology (Shenzhen) Co., Ltd. ("Nova Cyber") are wholly-owned subsidiaries of Nova. The connected transactions with Nova Group were conducted on normal commercial terms and details of which are set out as follows:—

- (i) On 16 July 2002, the Company and Nova Cyber entered into an agreement, under which, the Company agreed to provide fixed deposit charge and a corporate guarantee to a bank in favour of Nova Cyber to secure a loan facility from the bank. Nova Cyber agreed to pay a total guarantee fee of 5% of the secured loan amount to the Company during the continuance of the securities. During the year, Nova Cyber has utilised a loan facility of up to HK\$7,522,000 and a guarantee fee of HK\$188,000 was charged to Nova Cyber;

董事之合約權益及關連交易 (續)

(d) 與南凌及其附屬公司(「南凌集團」)進行之關連交易

南凌由CCI實益擁有90%權益及陳樹林先生(南凌董事)實益擁有8.1%權益及獨立人士(與本公司或其附屬公司之董事、最高行政人員或主要股東或彼等各自之聯繫人概無關連)實益擁有1.9%權益。Nova Network Limited(「南凌香港」)與世紀南凌數碼科技(深圳)有限公司(「世紀南凌」)均為南凌之全資附屬公司。本集團與南凌集團之關連交易乃按一般商業條款進行，有關詳情如下：

- (i) 於二零零二年七月十六日，本公司與世紀南凌訂立一項協議，據此，本公司同意為世紀南凌向一間銀行提供定期存款抵押及公司擔保，以從一間銀行取得抵押借貸備用額。世紀南凌同意於已抵押品仍然有效之時，向本公司支付一筆以所抵押貸款之5%計算之擔保費。於年內，世紀南凌已動用港幣7,522,000元之借貸備用額，而向世紀南凌收取港幣188,000元之擔保費；

Directors' Interests in Contracts and Connected Transactions (continued)

(d) Connected Transactions with Nova and its subsidiaries ("Nova Group") (continued)

- (ii) On 23 September 2002, Nova and the Company entered into an agreement, pursuant to which the Company should advance a shareholder loan to Nova up to an amount of HK\$6,500,000 with interest at the rate of 7% per annum ("Shareholder Loan"). The Shareholder Loan was for Nova's general working capital. During the year, the amount of Shareholder Loan utilised was HK\$6,496,000 and an interest income of HK\$227,000 was charged to Nova; and
- (iii) On 7 October 2002, the Company and Nova HK entered into an agreement, in which, the Company agreed to replace CCH to provide a corporate guarantee in favour of Trilease International Limited relating to Nova HK's liabilities under a lease of equipment taken by Nova HK of total lease amount of approximately HK\$1,700,000 (the "Guarantee") of which HK\$290,000 has been utilised. Nova HK agreed to pay a guarantee fee of 2.5% per annum of the guaranteed principal of the leased equipment to the Company during the continuance of the Guarantee. During the year, a guarantee fee of HK\$6,000 was charged to Nova HK.

董事之合約權益及關連交易 (續)

(d) 與南凌及其附屬公司(「南凌集團」)進行之關連交易(續)

- (ii) 於二零零二年九月二十三日，南凌與本公司訂立一項協議，據此，本公司須向南凌墊付一筆最高額為港幣6,500,000元之股東貸款(「股東貸款」)，年利率為7%。該筆股東貸款用作南凌之一般營運資金。於年內，已動用股東貸款數額為港幣6,496,000元，而向南凌收取港幣227,000元之利息收益；及
- (iii) 於二零零二年十月七日，本公司與南凌香港訂立一項協議，本公司同意代替賽博控股就南凌香港之設備租約負債(租金總額約為港幣1,700,000元)向Trilease International Limited提供一項公司擔保(「擔保」)，其中已動用港幣290,000元。南凌香港同意於擔保仍然有效之時，每年向本公司支付一筆以所擔保之租賃設備本金之2.5%計算之擔保費。於年內，向南凌香港收取一項港幣6,000元之擔保費。

Directors' Interests in Contracts and Connected Transactions (continued)

3. On 28 May 2002, Campusall and the Company (the then holding company of Campusall) entered into an agreement, pursuant to which the Company should advance a shareholder loan to Campusall up to an amount of US\$120,000 (approximately HK\$934,000) with interest at the rate of 7% per annum ("Shareholder Loan"). The Shareholder Loan should be applied to the Campusall or its wholly-owned subsidiary, 8th Network China Co. Ltd. ("8th Network"), for general working capital purpose. During the year, an interest income of approximately US\$4,000 (approximately HK\$33,000) was charged to Campusall.
4. On 29 May 2002, Vision (Shenzhen) Business Park Co., Ltd. ("Vision (Shenzhen)"), a 95% owned subsidiary of the Company, and the Company entered into an agreement, under which, the Company agreed to provide fixed deposit charge and a corporate guarantee to a bank in favour of Vision (Shenzhen) to secure loan facilities from the bank for Vision (Shenzhen). Vision (Shenzhen) agreed to pay a total guarantee fee of 5% of the secured loan amount to the Company during the continuance of the securities. During the year, the loan facilities of up to RMB20,000,000 (approximately HK\$18,845,000) were utilised by Vision (Shenzhen). A total fee of approximately RMB1,934,000 (approximately HK\$1,822,000) was charged to Vision (Shenzhen) during the year.
5. On 26 July 2002, 8th Network and the Company entered into an agreement, under which, the Company agreed to provide fixed deposit charge and a corporate guarantee in favour of 8th Network to secure a facility from a bank for 8th Network. 8th Network agreed to pay a total guarantee fee of 5% of the secured loan amount to the Company during the continuance of the securities. During the year, 8th Network has utilised a total loan facility of RMB3,000,000 (approximately HK\$2,821,000). A total fee of approximately RMB86,000 (approximately HK\$81,000) was charged to 8th Network.

董事之合約權益及關連交易 (續)

3. 於二零零二年五月二十八日，全校網與本公司（當時全校網之控股公司）訂立一項協議，本公司須向全校網墊付一筆最高額為120,000美元（約港幣934,000元）之股東貸款（「股東貸款」），年利率為7%。該筆股東貸款須作為全校網或其全資附屬公司慧科管理諮詢有限公司（「慧科管理」）之一般營運資金用途。於年內，已向全校網收取一項約4,000美元（約港幣33,000元）之利息收益。
4. 於二零零二年五月二十九日，本公司之95%附屬公司深圳威新軟件科技園有限公司（「深圳威新」）與本公司訂立一項協議，據此，本公司同意為深圳威新向一間銀行提供定期存款抵押及公司擔保，以從一間銀行取得抵押貸款備用額。深圳威新同意於抵押品仍然有效期間，向本公司支付一筆以所抵押貸款之5%計算之總擔保費。於年內，深圳威新已動用人民幣20,000,000元（約港幣18,845,000元）之貸款備用額。本公司已於年內向深圳威新收取一項總額約人民幣1,934,000元（約港幣1,822,000元）之費用。
5. 於二零零二年七月二十六日，慧科管理與本公司訂立一項協議，據此，本公司同意為慧科管理提供定期存款抵押及公司擔保，以作為慧科管理獲授予一筆銀行信貸之抵押品。慧科管理同意於抵押品仍然有效期間，向本公司支付一筆以所抵押貸款之5%計算之總擔保費。於年內，慧科管理已動用總貸款備用額為人民幣3,000,000元（約港幣2,821,000元）。本公司已向慧科管理收取一項總額約人民幣86,000元（約港幣81,000元）之費用。

Directors' Interests in Contracts and Connected Transactions (continued)

6. On 7 May 2003, the Company entered into various connected transactions pursuant to a Marketing Agency Agreement with Ascendas Services Pte. Ltd. ("Ascendas Services"), a Co-operative Agreement with SZ Nova and a Marketing Arrangement Agreement with SZ Nova.

(a) Under the Marketing Agency Agreement, Ascendas Services will provide non-exclusive marketing agency services to Vision Business Park Marketing Services Ltd. ("VBPMS") in respect of marketing and solicitation of customers both inside and outside the PRC for the units in the ready built facilities and built-to-suit facilities to the business parks (the "Units") for a term of 36 months from the date of the Marketing Agency Agreement. Ascendas Services is an indirect wholly-owned subsidiary of Ascendas. As such, Ascendas Services is a connected person of the Company under the Listing Rules. The fee was calculated at rates on the monthly rental with reference to the lease period. During the year, a total fee of approximately HK\$17,000 was charged to VBPMs.

(b) Under the Co-operative Agreement, both Nova Cyber and SZ Nova will co-operate to provide integrated enterprise networking services to customers in the cities and provinces of, including but not limited to, Beijing, Shanghai, Zhejiang and Jiangsu for an initial term of 3 years from the date of the Co-operative Agreement. During the year, no commission fee was received from SZ Nova. Under the Marketing Arrangement Agreement, Nova Cyber will provide exclusive business development support and sales marketing services of system integration solutions to SZ Nova for an initial term of 3 years from the date of the Marketing Arrangement Agreement. During the year, no service fee was charged to SZ Nova.

The transactions set out in 6(a) and (b) above were defined as "Ongoing Connected Transactions II".

董事之合約權益及關連交易 (續)

6. 於二零零三年五月七日，本公司根據與 Ascendas Services Pte. Ltd. (「Ascendas Services」) 訂立之招商代理協議書以及與深圳市南凌訂立之合作協議書及銷售協議書而進行多項關連交易。

(a) 根據招商代理協議書，Ascendas Services將向威新市場推廣服務有限公司(「威新市場推廣」)提供有關在商業園內之現成標準廠房及定制廠房及有關設施之單位(「單位」)而向中國境內外客戶進行市場推廣及客戶招商之非獨家招商代理服務，自招商代理協議書日期起計為期36個月。Ascendas Services乃騰飛之間接全資附屬公司，因此，根據上市規則，Ascendas Services乃屬本公司之關連人士。收費乃按每月租金並參考租期而計算。年內已向威新市場推廣收取總收費約港幣17,000元。

(b) 根據合作協議書，世紀南凌及深圳市南凌將合作以向多個省市如(包括但不限於)北京、上海、浙江及江蘇等客戶提供綜合企業網絡服務，自合作協議日期起計初步為期三年。本公司於年內並無應收深圳市南凌之佣金。根據銷售協議書，世紀南凌將向深圳市南凌提供系統集成解決方案之獨家業務發展支援及銷售市場推廣服務，自銷售協議書日期起計初步為期三年。年內並無向深圳南凌收取服務費。

上文6(a)及(b)所載之交易已界定為「持續關連交易II」。

Directors' Interests in Contracts and Connected Transactions (continued)

The Company had been granted a conditional waiver by the Stock Exchange from strict compliance with the requirement of the Listing Rules in respect of the Ongoing Connected Transactions II. The independent non-executive directors of the Company had reviewed the Ongoing Connected Transactions II and confirmed that:

- the Ongoing Connected Transactions II had been entered into in the ordinary and usual course of business of the Group;
- the Ongoing Connected Transactions II had been conducted on normal commercial terms;
- the Ongoing Connected Transactions II had been carried out in accordance with the terms of respective agreements; and
- the Ongoing Connected Transactions II had been entered into such that the aggregate amount for the year ended 31 December 2004 did not exceed the higher of HK\$10 million or 3% of the net tangible assets value of the Group respectively ("Cap Amount").

The auditors of the Company had also confirmed to the directors of the Company that:

- the Ongoing Connected Transactions II had received the approval of the board of directors of the Company;
- the Ongoing Connected Transactions II had been entered into in accordance with the pricing policies as stated in the financial statement of the Company;
- the Ongoing Connected Transactions II had been entered into in accordance with the terms of the respective agreements; and
- the Ongoing Connected Transactions II had been entered into such that the Cap Amount had not been exceeded.

董事之合約權益及關連交易 (續)

本公司已獲聯交所授予有條件豁免嚴格遵守上市規則有關持續關連交易II之規定。本公司之獨立非執行董事已審閱持續關連交易II，並確認：

- 持續關連交易II乃於本集團之日常業務過程中訂立；
- 持續關連交易II乃按一般商業條款進行；
- 持續關連交易II乃根據各自之協議條款進行；及
- 本集團截至二零零四年十二月三十一日止年度之各項持續關連交易II之總額分別不超過港幣10,000,000元或本集團有形資產淨值之3%之較高者（「上限金額」）。

本公司之核數師亦經已向本公司董事確認：

- 持續關連交易II已獲得本公司董事會之批准；
- 根據本公司財務報表所載之定價政策訂立持續關連交易II；
- 持續關連交易II乃根據各自之協議條款進行；及
- 持續關連交易II以不超過上限金額進行。

Directors' Interests in Contracts and Connected Transactions (continued)

7. On 19 April 2002, Vision Business Park (TH) Limited ("Vision Business"), a wholly-owned subsidiary of the Company, and Beijing Tsinghua Science Park Construction Co. Ltd. (now known as Tsinghua Science Park Co., Ltd.) ("Tsinghua") entered into a conditional joint venture agreement ("JV Agreement") for establishment of Vision Huaqing (Beijing) Development Co. Ltd. ("Vision Huaqing") as a sino-foreign joint venture company. Pursuant to the JV Agreement, Vision Business and Tsinghua agreed to establish Vision Huaqing in China for a term of 50 years from the date of the business licence of Vision Huaqing to engage in developing, managing and operating a business park and other related business park services mainly for companies engaged in technology related businesses. The first development project of Vision Huaqing will be Plot B14 located within Phase 2 of Tsinghua Science Park. Vision Huaqing is 60% and 40% owned by Vision Business and Tsinghua respectively. The total investment of Vision Huaqing under the JV Agreement was up to RMB390 million (approximately HK\$367 million), including the registered capital of RMB130 million (approximately HK\$122 million).

Vision Business and Tsinghua also entered into a land development agreement for Plot B14 ("Land Development Agreement") simultaneously with the JV Agreement. Tsinghua was responsible for the resettlement and site clearance of Plot B14 by 30 June 2002 or such other dates mutually agreed by both parties. Vision Business should procure Vision Huaqing to pay to Tsinghua the land development fee (including the costs for resettlement, site clearance and levelling and infrastructure such as connection of basic utilities), incurred by Tsinghua (the "Land Development Fee") which was approximately RMB134 million (approximately HK\$126 million).

董事之合約權益及關連交易 (續)

7. 於二零零二年四月十九日，本公司之全資附屬公司Vision Business Park (TH) Limited (「Vision Business」)與北京清華科技園建設股份有限公司(現稱為啓迪控股股份有限公司)(「清華」)訂立一項有條件合營合同(「合營合同」)，藉以成立一家名為威新華清(北京)置業發展有限公司(「威新華清」)之中外合營企業，根據合營合同，Vision Business及清華同意在中國成立威新華清，為期自威新華清獲發營業執照之日起計50年，以從事開發、管理及經營商業園及提供其他有關商業園的服務，主要對象為從事科技相關業務之公司。威新華清之首個發展項目將會是位於清華科技園二期之B14地塊。威新華清將分別由Vision Business及清華各持有60%及40%權益。威新華清在合營合同下之總投資最高金額將為人民幣390,000,000元(約港幣367,000,000元)，包括註冊資本人民幣130,000,000元(約港幣122,000,000元)。

除合營合同外，Vision Business亦同時與清華訂立一項有關B14地塊之地塊開發合同(「地塊開發合同」)。清華負責在二零零二年六月三十日或經訂約方互相協定之其他日期前完成B14地塊之拆遷及安置。Vision Business應促使威新華清向清華支付土地開發費約為人民幣134,000,000元(約港幣126,000,000元)，以支付清華進行拆遷、安置、地盤平整及基建(如接駁基本公用設施)之用(「土地開發費」)。

Directors' Interests in Contracts and Connected Transactions (continued)

On 14 July 2003, the Company through its subsidiaries, Vision Business and Vision Huaqing, respectively entered into a Supplemental JV Agreement and a Supplemental Land Development Agreement with Tsinghua, pursuant to which certain terms in the JV Agreement and the Land Development Agreement entered into on 19 April 2002 have been amended accordingly.

Pursuant to the Supplemental JV Agreement, the financing commitments of both Vision Business and Tsinghua by way of shareholders' loan will be reduced to RMB30 million (approximately HK\$28 million) and RMB20 million (approximately HK\$19 million) respectively. The remaining amount of RMB210 million (approximately HK\$198 million) is intended to be financed by way of external financings to be obtained by Vision Huaqing.

Vision Huaqing will replace Vision Business as the party to sign the Supplemental Land Development Agreement with Tsinghua. Pursuant to the Supplemental Land Development Agreement, (a) both parties mutually agreed to postpone the resettlement and site clearance of Plot B14 to 30 January 2003 and the deadline for completion of the project development would be postponed to a later date mutually agreed by both parties; and (b) the payment schedule of the outstanding amount of RMB82 million (approximately HK\$77 million) would be changed, whereby the payments of the 1st and 2nd installments were deferred to 1 February 2003 and as for the 3rd installment, RMB20 million would be used to offset against the shareholder's loan of RMB20 million to be provided by Tsinghua under the Supplemental JV Agreement and the remaining amount would be payable 5 days before the execution of any bank financing agreements by Vision Huaqing should Vision Huaqing successfully arrange external financings.

董事之合約權益及關連交易 (續)

於二零零三年七月十四日，本公司已透過其附屬公司Vision Business及威新華清分別與清華訂立合營補充合同及地塊開發補充合同，據此，於二零零二年四月十九日訂立之合營合同及地塊開發合同內之若干條款已作出相應修訂。

根據合營補充合同，Vision Business及清華以股東貸款方式之融資承擔將分別減至人民幣30,000,000元（約港幣28,000,000元）及人民幣20,000,000元（約港幣19,000,000元）。餘款人民幣210,000,000元（約港幣198,000,000元）擬以威新華清將取得之對外融資撥付。

威新華清將取代Vision Business作為與清華訂立地塊開發補充合同之簽署方。根據地塊開發補充合同，(a)經訂約雙方同意延遲拆遷及安置B14地塊至二零零三年一月三十日，而項目開發之完工期限亦將押後至經訂約雙方互相協定之較後日期；及(b)尚未支付之人民幣82,000,000元（約港幣77,000,000元）之付款時間表將更改，第一及第二期之付款已遞延至二零零三年二月一日，而第三期付款人民幣20,000,000元將根據合營補充合同用於抵銷清華提供之股東貸款人民幣20,000,000元。倘威新華清成功安排對外融資，則餘款須於威新華清簽訂任何銀行融資合同前5日支付。

Directors' Interests in Contracts and Connected Transactions (continued)

As a result of the reduction in the shareholders' loan commitment to be provided by Vision Business from approximately RMB123 million to RMB30 million under the Supplemental JV Agreement, the Company would free up approximately RMB93 million (approximately HK\$88 million) of the net proceeds raised in the Rights Issue to be used as general working capital of the Group. Pursuant to the Supplemental Land Development Agreement, Vision Huaqing would be granted additional time for project master planning and design work and the payment of the Land Development Fee to Tsinghua would be postponed to be in line with the delay in resettlement and site clearance. Accordingly, the Company will be benefited from improved financial performance of Vision Huaqing in operating a better designed business park.

During the year, Tsinghua provided a shareholder's loan of RMB25 million (approximately HK\$23 million) and a short term facility of RMB10 million (approximately HK\$9 million) at a interest rate of 7% p.a. (which was supported by market quote) to Vision Huaqing for the payment of land cost and construction costs respectively (The Company did not contributed its pro-rata share of advance to Vision Huaqing). After the drawdown of the new bank loan in May 2004, Vision Huaqing repaid the temporary shareholder's loan provided by Tsinghua together with an interest payment of RMB2 million (approximately HK\$1.9 million).

In addition, Vision Huaqing had incurred RMB84,000 (approximately HK\$79,000) property management fee for the period from October 2004 to December 2004 payable to THSP Property Management Corp., a subsidiary of Tsinghua.

董事之合約權益及關連交易 (續)

鑑於 Vision Business 根據合營補充合同將會提供之股東貸款承擔由約人民幣 123,000,000 元減至人民幣 30,000,000 元，本公司供股所得款項淨額將多出約人民幣 93,000,000 元 (約港幣 88,000,000 元) 以用作本集團一般營運資金。根據地塊開發補充合同，威新華清將可獲得額外時間進行項目大綱規劃及設計工程，而向清華支付之地塊開發費用將按拆遷及安置押後而延遲。故此，本公司將受益於威新華清因商業園之經營規劃更完善而改善之財務表現。

於年內，清華向威新華清分別提供人民幣 25,000,000 元 (約港幣 23,000,000 元) 股東貸款及人民幣 10,000,000 元 (約港幣 9,000,000 元) 短期貸款 (利率每年 7%，獲得市場報價支持)，以支付土地成本及建築成本。(本公司並無向威新華清提供按比例貸款)。威新華清在二零零四年五月提取新銀行貸款後，已償還清華提供之臨時股東貸款，並且支付人民幣 2,000,000 元利息 (約港幣 1,900,000 元)。

此外，威新華清須向清華附屬公司北京華清物業管理有限責任公司支付二零零四年十月至二零零四年十二月期間之物業管理費人民幣 84,000 元 (約港幣 79,000 元)。

Directors' Interests in Contracts and Connected Transactions (continued)

8. On 17 November 2004, Vision (Shenzhen) Business Park Co., Ltd. ("Vision (Shenzhen)"), a 95% owned subsidiary of the Company, and JURONG International Constructors (Suzhou) Co., Ltd. ("JIC (Suzhou)"), 100% beneficially owned by JTC Corporation, which also owns 100% beneficially interest in Ascendas, a substantial shareholder of the Company through its interest in Vision Century Limited and thus a connected person of the Company under the Listing Rules, entered into a Design Audit Contract and a Quantity Surveying Contract.

Pursuant to the Design Audit Contract, Vision (Shenzhen) appointed JIC (Suzhou) as consultant to provide design audit services for the construction of one block 6-storey and one block 7-storey buildings with half basement car park and one block 2-storey amenity centre at the Vision (Shenzhen) Business Park ("Project Phase 2A") for a consultancy fee of RMB175,000 (approximately HK\$165,000). The consultancy fee was determined after arm's length negotiations between the parties thereto with reference to market indications released by relevant authority in Shenzhen for determining the fees for comparable design audit services. An initial payment of 20% of the consultancy fee was paid by Vision (Shenzhen) upon signing the Design Audit Contract, with the balance payable in accordance with the progress of work which was estimated for period of eight months.

董事之合約權益及關連交易 (續)

8. 二零零四年十一月十七日，本公司擁有95%之附屬公司深圳威新軟件科技園有限公司(「深圳威新」)與裕廊國際工程(蘇州)有限公司(「裕廊國際(蘇州)」)訂立設計審核合同及工料測量合同。裕廊國際(蘇州)由裕廊集團全部實益擁有，裕廊集團亦全部實益擁有騰飛，而騰飛則透過其於Vision Century Limited之權益為本公司之主要股東，因而根據上市規則為本公司之關連人士。

根據設計審核合同，深圳威新委任裕廊國際(蘇州)為顧問，就在深圳威新軟件科技園興建一幢六層高大廈及一幢七層高大廈(連半層地下停車場)以及一幢兩層高休閒中心(「第2A期工程」)提供設計審核服務，顧問費為人民幣175,000元(約港幣165,000元)。該顧問費乃經各訂約方參照深圳有關機關就可比較設計審核服務所釐訂之價格而公佈之市場指標及公平磋商後所決定。深圳威新於簽訂設計審核合同時首先支付20%顧問費，餘數將根據工程進度而支付，該工程估計將於八個月內完成。

Directors' Interests in Contracts and Connected Transactions (continued)

Pursuant to the Quantity Surveying Contract, Vision (Shenzhen) appointed JIC (Suzhou) as consultant to provide the quantity surveying services for Project Phase 2A for a consultancy fee of RMB780,000 (approximately HK\$736,000) and Project Phase 2B (The construction of two blocks 9-storey building with half basement car park and one block 5-storey building and one block 7-storey car park building at the Vision (Shenzhen) Business Park.) for a consultancy fee of RMB1,550,000 (approximately HK\$1,462,000). However, the services under Project Phase 2B shall be provided by JIC (Suzhou) only if Vision (Shenzhen) decides to avail itself of such services. The consultancy fee was determined after arm's length negotiations between the parties thereto with reference to the fee quote made by another independent quantity surveyor were not less favourable than those quoted by the independent surveyor. An initial payment of 10% of the consultancy fee for Project Phase 2A was paid by Vision (Shenzhen) upon signing the Quantity Surveying Contract, with the balance payable in accordance with the progress of work. If Vision (Shenzhen) decides to avail itself of the quantity surveying services for Project Phase 2B, an initial payment of 10% of the consultancy fee for Project Phase 2B will be paid upon Vision (Shenzhen)'s instruction to proceed, with the balance payable in accordance with the progress of work. The quantity surveying services to be rendered under Project Phase 2A and Project Phase 2B were estimated for periods of 23 months and 26 months, respectively. For continual consultancy services to be rendered beyond the stipulated durations, if required, an additional monthly fee of RMB33,900 (approximately HK\$32,000) and RMB59,600 (approximately HK\$56,000) for Project Phase 2A and Project Phase 2B respectively will be payable by Vision (Shenzhen) to JIC (Suzhou). In the event that Vision (Shenzhen) decides not to avail itself of the quantity surveying services for Project Phase 2B, the consultancy fee payable by Vision (Shenzhen) to JIC (Suzhou) for Project Phase 2A will remain unchanged and Vision (Shenzhen) will not be liable to JIC (Suzhou) for the consultancy fee for Project Phase 2B. During the year, Vision (Shenzhen) was charged a consultancy fee of HK\$138,000 by JIC (Suzhou).

董事之合約權益及關連交易 (續)

根據工料測量合同，深圳威新委任裕廊國際(蘇州)為顧問，就第2A期工程及第2B期工程提供工料測量服務，顧問費分別為人民幣780,000元(約港幣736,000元)及人民幣1,550,000元(約港幣1,462,000元)。第2B期工程為在深圳威新軟件科技園興建兩幢九層高大廈連半層地下停車場、一幢五層高大廈以及一幢七層高停車場。然而，第2B期工程之服務將由裕廊國際(蘇州)提供，惟須有待深圳威新決定利用該等服務方可。該顧問費乃經各訂約方參照另一名獨立工料測量師所報之價格以及公平磋商後所決定，惟該價格不可遜於獨立測量所報之價格。深圳威新於簽訂工料測量合同時首先支付第2A期工程10%顧問費，餘數將根據工程進度而支付。倘若深圳威新決定利用第2B期工程之工料測量服務，將會按深圳威新之進行指示而首先支付第2B期工程10%顧問費，餘數將根據工程進度而支付。根據第2A期工程及第2B期工程提供之工料測量服務估計分別需時23及26個月。倘若在指定期間後乃需要繼續提供顧問服務，深圳威新將要就第2A期工程及第2B期工程分別向裕廊國際(蘇州)支付額外月費人民幣33,900元(約港幣32,000元)及人民幣59,600元(約港幣56,000元)。倘深圳威新決定不利用第2B期工程之工料測量服務，深圳威新應付裕廊國際(蘇州)第2A期工程之顧問費用將維持不變，而深圳威新亦毋須向裕廊國際(蘇州)支付第2B期工程之顧問費用。於年內，裕廊國際(蘇州)向深圳威新徵收港幣138,000元顧問費。

Directors' Interests in Contracts and Connected Transactions (continued)

9. As at 31 December 2004, the Company, through its wholly-owned subsidiaries, advanced a total sum of approximately HK\$138,000,000 as shareholder's loans to Vision (Shenzhen). Vision (Shenzhen) is beneficially owned as to 95% by the Company and 5% by 3-9 Project Development Co., Ltd., which is an independent third party not connected with the substantial shareholders, directors and chief executives of the Company or any of its subsidiaries or their respective associates. Such shareholder's loans are for Vision (Shenzhen)'s working capital requirement. With an interest rate of 5% per annum, the shareholder's loans are repayable on demand on or before 15 July 2006. During the year, an interest income of approximately HK\$6,935,000 was charged to Vision (Shenzhen).

Directors' Interests in Competing Business

The following directors of the Company are considered to have interests in business which compete or are likely to compete, either directly or indirectly, with the business of the Group pursuant to the Listing Rules:

Dr. Han Cheng Fong is a Director and Deputy Chairman of Centrepoint Properties Limited ("Centrepoint Group") which is a property investment and development company in Singapore. The Centrepoint Group is engaged in the development and marketing of housing units, management of offices, shopping malls and serviced apartments both locally and abroad. He is also the Group Managing Director cum Group Deputy Chief Executive Officer of Fraser and Neave Limited.

Ms. Chong Siak Ching is President/Chief Executive Officer and Director of Ascendas. She is also a Director of various subsidiaries including Ascendas-MGM Funds Management Limited (a fund management company involving properties principally in Singapore). Ascendas Group is a developer, manager and marketer of science, business and industrial parks in Singapore, China, India and the Philippines.

董事之合約權益及關連交易 (續)

9. 於二零零四年十二月三十一日，本公司透過其全資附屬公司向深圳威新墊付了合共約港幣138,000,000元股東貸款。深圳威新由本公司實益擁有95%權益，其餘5%則由三九工程開發總公司實益擁有。三九工程開發總公司乃獨立第三者，與本公司或其任何附屬公司或彼等各自之聯營公司之主要股東、董事或最高行政人員概無關連。該等股東貸款乃用作深圳威新之營運資金，年利率為5%，需按要求或於二零零六年七月十五日前償還。於年內，深圳威新須付約港幣6,935,000元之利息。

董事於競爭業務之權益

本公司下列董事根據上市規則被視為與本集團業務存有或可能存有直接或間接競爭之業務中擁有權益：

韓禎豐博士為先得坊產業有限公司（「先得坊集團」）之董事兼副主席，該公司乃一間於新加坡從事物業投資及發展之公司。先得坊集團從事房屋單位發展及市場推廣、本地及外地辦公室、購物商場及旅館式公寓之管理。彼亦為花莎尼有限公司集團董事總經理兼集團副行政總裁。

張雪倩女士為騰飛之總裁／行政總裁兼董事。彼亦為騰飛屬下多家附屬公司包括Ascendas-MGM Funds Management Limited（一間以新加坡物業為主之基金管理公司）之董事。騰飛集團乃新加坡、中國、印度及菲律賓之科學園、商業園及工業園之開發、管理和營銷商。

Directors' Interests in Competing Business (continued)

Mr. Goh Yong Chian, Patrick is a Director of Centrepoint Properties Limited which is a property investment and development company in Singapore. He is also an Alternate Director to Dr. Han Cheng Fong on the Board of Fraser and Neave Limited.

Mr. Lew Syn Pau is the Chairman and a Director of Ascendas. Ascendas Group is a developer, manager and marketer of science, business and industrial parks in Singapore, China, India and the Philippines. He is also the Chairman and a Director of Ascendas-MGM Funds Management Limited (a fund management company involving properties principally in Singapore). His directorships in both companies are non-executive.

Mr. Goh Kok Huat is the Chief Operating Officer of Ascendas. Ascendas Group is a developer, manager and marketer of science, business and industrial parks in Singapore, China, India and the Philippines.

The Board of the Company is an independent entity and is independent of the abovementioned companies in which the directors cited have representations. The Group carries on its business independently and its businesses neither compete nor are likely to compete with the businesses of the abovementioned companies.

Directors' Service Contracts

Mr. Ang Ah Lay had entered into service contract with the Company with no specific term and the service contract will continue until determined by either party giving not less than six months' notice in writing to other party at any time (including during any such initial term). As at 31 December 2004, no contract had been terminated by either party.

During the year, no director had a service contract with any member of the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事於競爭業務之權益 (續)

吳榮鈿先生為先得坊集團之董事，該公司乃一間於新加坡從物業投資及發展之公司。此外，彼於花莎尼有限公司董事會亦為韓禎豐博士之替任董事。

劉信保先生為騰飛之主席兼董事。騰飛集團乃新加坡、中國、印度及菲律賓之科學園、商業園及工業園之開發、管理及營銷商。此外，彼亦為Ascendas-MGM Funds Management Limited(一間以新加坡物業為主之基金管理公司)之主席兼董事。彼於該兩公司所擔任之董事職務為非執行董事。

吳國發先生為騰飛之營運總監。騰飛集團乃新加坡、中國、印度及菲律賓之科學園、商業園及工業園之開發、管理及營銷商。

本公司董事會乃一獨立體，與上述董事任職之公司概無關連。本集團獨立自主運作其業務及其業務不會亦不可能會與上述公司之業務產生競爭。

董事之服務合約

洪亞歷先生與本公司訂立無特定任期之服務合約，並將持續生效，直至任何一方於任何時間(包括任何該等初期任期)向對方發出不少於六個月之書面通知而予以終止為止。於二零零四年十二月三十一日，概無任何一方終止服務合約。

於年內，概無董事與本公司之任何成員公司訂立不可於一年內由本公司釐定無償(法定賠償除外)終止之服務合約。

Major Customers and Suppliers

For the year ended 31 December 2004, the five largest suppliers and the largest supplier of the Group accounted for approximately 56% and 28% of the total value of the Group's purchases respectively.

The aggregate turnover attributable to the Group's five largest customers was less than 30% of the Group's turnover.

At no time during the year did the directors, their associates or any shareholders of the Company (which to the knowledge of the directors own more than 5% of the Company's issued share capital) have any beneficial interests in these suppliers or customers referred to above.

Retirement Benefits Scheme

Details of the Group's retirement benefits scheme are set out in note 11 to the financial statements.

Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's bye-laws although there are no restrictions against such rights under the laws in Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Employee Information

As at 31 December 2004, the Company and its subsidiaries had approximately 210 employees (2003: 404 employees). Salaries of employees are maintained at competitive levels while bonuses may be granted on a discretionary basis. Other employee benefits include mandatory provident fund, insurance and medical cover, subsidised educational and training programmes as well as a share option scheme.

Public Float

As at the date of this report, the Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors.

主要客戶及供應商

截至二零零四年十二月三十一日止年度，本集團之五大供應商及最大供應商分別佔本集團購貨總值約56%及28%。

本集團五大客戶所佔總營業額少於本集團營業額的30%。

於年內任何時間，概無本公司董事、彼等之聯繫人或任何股東（指據董事所知擁有本公司5%以上已發行股本之股東）於上述之供應商或客戶中擁有任何實益權益。

退休福利計劃

本集團退休福利計劃之詳情載於財務報告附註11。

優先認股權

本公司之細則中並無優先認股權之條文，而百慕達之法例亦無對此等權利之限制，致使本公司須按比例向現有股東發售新股。

僱員資料

於二零零四年十二月三十一日，本公司及其附屬公司共僱用約210名員工（二零零三年：404名員工）。僱員之薪酬維持於具競爭力之水平，而花紅則可按酌情基準授出。其他僱員福利包括強積金、保險及醫療保險、教育及培訓津貼計劃，以及認股權計劃。

公眾持股量

於本報告日期，按照本公司可公開查閱之資料及據董事所知悉，本公司已根據上市規則維持所訂明之公眾持股量。

Model Code for Securities Transactions by Directors

During the year, the Company has adopted its own Code for Securities Transactions by Officer (the "Code") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules. After specific enquiry, all directors of the Company confirmed that they have complied with the required standard set out in the Model Code and the Code during the year.

Compliance with the Code of Best Practice of the Listing Rules

In the opinion of the Board, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules throughout the accounting period covered by the annual report of the Company, except that the independent non-executive directors of the Company are not appointed for specific term as they are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

Independence of Independent Non-executive Directors

The Board confirmed that the Company has received from each of its independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considered all of the independent non-executive directors to be independent during the year.

董事進行證券交易的標準守則

於年內，本公司已按不低於上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）之條款，採納其自設之高級職員進行證券交易的標準守則（「守則」）。經作出特定查詢後，本公司所有董事均確認，彼等已於年內遵守標準守則及守則所載之規定標準。

遵守上市規則最佳應用守則

董事會認為，本公司於本公司年報所涵蓋之會計期間內一直遵守上市規則附錄14所載之最佳應用守則，惟本公司之獨立非執行董事並無特定任期，惟須按照本公司細則於本公司之股東週年大會上輪值告退及膺選連任。

獨立非執行董事之獨立性

董事會確認，本公司已根據上市規則第3.13條接獲其獨立非執行董事各自發出有關其獨立性之年度確認書，並認為年內所有獨立非執行董事均為獨立人士。

Audit Committee

The Audit Committee comprises four non-executive directors, three of whom are independent non-executive directors. It is chaired by an independent non-executive director. A set of new written terms of reference, which described the authority and duties of the Audit Committee, was adopted by the Board on 24 March 2005.

The Audit Committee is answerable to the Board of Directors and the principal duties of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls. The Audit Committee had reviewed with the management of the Company and PricewaterhouseCoopers, the auditors of the Company, the accounting principles and practices adopted by the Group and had discussed auditing, internal controls and financial reporting matters, including the review of the audited consolidation financial statements of the Group for the year ended 31 December 2004.

Remuneration Committee

The Company has established a Remuneration Committee comprising one independent non-executive director and two non-executive directors. A set of new written terms of reference, which described the authority and duties of the Remuneration Committee, was adopted by the Board on 24 March 2005.

The Remuneration Committee's objectives are to establish and maintain an appropriate and competitive level of remuneration to attract, retain and motivate directors and key executives to run the Company successfully. The Remuneration Committee will ensure that the remuneration policies and systems of the Group support the Group's objectives and strategies.

The remuneration details of directors during the year are set out in note 12 to the financial statements.

審核委員會

審核委員會由四名非執行董事組成，其中三名為獨立非執行董事。審核委員會由一名獨立非執行董事擔任主席。董事會已於二零零五年三月二十四日採納詳述審核委員會權力及職責之新職權範圍書。

審核委員會乃向董事會負責，其主要職責包括審閱及監督本集團之財務報告程序及內部監控。審核委員會已聯同本公司管理層及本公司核數師羅兵咸永道會計師事務所審閱本集團所採納之會計政策及慣例，並就審核、內部監控及財務報告等事宜（包括審閱本集團截至二零零四年十二月三十一日止年度之經審核綜合財務報告）進行磋商。

薪酬委員會

本公司已成立由一名獨立非執行董事及兩名非執行董事組成之薪酬委員會。董事會已於二零零五年三月二十四日採納詳述薪酬委員會權力及職責之新職權範圍書。

薪酬委員會之宗旨為建立及維持適當及具競爭力之薪酬水平，以吸引、挽留及鼓勵董事及行政要員，藉此帶領本公司邁向成功。薪酬委員會將確保本集團之薪酬政策及制度均支持本集團之目標及策略。

年內董事之酬金詳情載於財務報告附註12。

Auditors

A resolution for the re-appointment of PricewaterhouseCoopers as auditors of the Company until the conclusion of the next Annual General Meeting is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board



Dr. Han Cheng Fong

Chairman

Hong Kong, 24 March 2005

核數師

本公司將於應屆股東週年大會提呈決議案，續聘羅兵咸永道會計師事務所為本公司核數師，直至舉行下屆股東週年大會結束為止。

代表董事會



韓禎豐博士

主席

香港，二零零五年三月二十四日