

The Board of Directors of the Company (the “Board”) is pleased to present its Report together with the audited consolidated financial statements of the Company and its subsidiaries (altogether the “Group”) for the year ended 31st December, 2004 and the Auditors’ Report thereon.

PRINCIPAL ACTIVITIES

The principal activities of the Group during the year were property development and investment, and securities investment.

During the year under review, the Company acted as an investment holding company while the principal activities and other particulars of the Company’s principal subsidiaries are listed out in Note 11 to the financial statements on pages 61 and 62.

RESULTS AND APPROPRIATIONS

Details of the Group’s results for the year ended 31st December, 2004 are set out on pages 37 to 74. As the Group’s operation was attributable to the property development and investment, no analysis on business segment is presented. An analysis by geographical segments is set out in Note 4 to the financial statements on pages 51 to 54.

No interim dividend was paid during the year (2003: Nil) and the Board does not recommend the payment of a final dividend for the year ended 31st December, 2004 (2003: Nil).

RESERVES

Movements in reserves of the Group and of the Company during the year are shown in Note 20 to the financial statements on pages 69 to 71.

MAJOR CUSTOMERS AND SUPPLIERS

Of the turnover of the Group for the year, less than 30% was attributable to the Group’s five largest customers.

本公司董事局(「董事局」)欣然向各股東提呈本報告書，以及本公司及其附屬公司(統稱「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表及核數師報告書。

主要業務

本集團在年內主要經營物業發展及投資，以及證券投資。

本公司在回顧年度內作為一間投資控股公司，而其主要附屬公司之主要業務及其他資料載於第61及第62頁財務報表附註11。

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詳情載於第37至第74頁。由於本集團之所有業務均為物業發展及投資，故並無呈列按業務分類之分析，而按經營地區分類之分析載於第51至第54頁財務報表附註4。

年內並無派付中期股息(二零零三年：無)及董事局不建議派發截至二零零四年十二月三十一日止年度之末期股息(二零零三年：無)。

儲備

本集團及本公司年內之儲備變動載於第69至第71頁財務報表附註20。

主要客戶及供應商

本集團前五大客戶佔本集團年內的營業額不足30%。

During the year, 68% of the Group's purchases were attributable to the Group's five largest suppliers with the largest supplier accounting for 36% of the Group's purchases. None of the Directors of the Company, their associates or any shareholders (which to the knowledge of the Board own more than 5% interest in the Company's issued share capital) have any interest in the Group's five largest suppliers.

DONATIONS

No donations for charitable or other purposes were made by the Group during the year.

FIXED ASSETS

During the year ended 31st December, 2004, the Group acquired fixed assets amounting to approximately HK\$378,000 and disposed of assets with an aggregate net book value of approximately HK\$52,000.

Movements in fixed assets of the Group and of the Company during the year are shown in Note 10 to the financial statements on pages 59 and 60.

A schedule of the principal properties held by the Group, either under development or for sale, is set out on pages 75 and 76.

BORROWINGS AND DEBENTURES

There were no bank loans and other borrowings of the Group as at 31st December, 2004.

No debentures of any class were issued by the Company or any of its subsidiaries, or were in issue, at any time during the year.

None of interest expenses of the Group were capitalised during the year.

SHARE CAPITAL

As at 31st December, 2004, 2,608,546,511 ordinary shares of HK\$0.05 each in the capital of the Company were in issue and the Company has not issued any new shares in the capital during the year under review.

Details of the share capital of the Company are shown in Note 19 to the financial statements on page 68.

年內，本集團之前五大供應商共佔本集團採購之68%，其中最大供應商佔本集團採購之36%。本公司各董事及其聯繫人士或任何股東（董事局獲知其擁有本公司已發行股本5%或以上權益者）概無佔有該五大供應商之任何權益。

捐款

年內本集團並無為慈善或其他用途作出捐款。

固定資產

於截至二零零四年十二月三十一日止年度內，本集團購入為數約378,000港元之固定資產，及撇銷總賬面淨值約52,000港元之資產。

在年內本集團及本公司之固定資產之變動情況載於第59及第60頁財務報表附註10。

一項列有本集團持有之主要物業（發展中或作出售用途）之附表載於第75及第76頁。

借貸及債券

本集團在二零零四年十二月三十一日並沒有銀行貸款及其他借貸。

本公司或其任何附屬公司於年內任何時間概無發行或已發行任何類別之債券。

於本年度內本集團並沒有利息支出被資本化。

股本

於二零零四年十二月三十一日，本公司股本中共有2,608,546,511股每股面值0.05港元之已發行普通股股份。本公司於回顧年度內並未發行任何新股份。

本公司之股本詳情載於第68頁財務報表附註19。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31st December, 2004, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

DIRECTORS

The Directors of the Company as at the date of this Report and those who were in office during the year are:

Name of Directors

Mr Chen Jianbo (*Chairman*)

Madam Hsu Feng

Mr Lu Yihao (appointed on
30th September, 2004)

Mr Tung Ming-Hsun

Mr Tong Albert

Madam Xu Mei (appointed on
15th February, 2005)

Mr Liang Jung-chi

(*Independent non-executive Director*)

Ms Hou Chun

(*Independent non-executive Director*)

Mr Zhang Hong Bin (appointed on
Independent non-executive Director 1st April, 2005)

Mr Hua Ming (retired on 28th May, 2004)

Mr Sun Yong (appointed on
Independent non-executive Director 30th September, 2004 and
resigned on 1st April, 2005)

Mr Tong Cun Lin (deceased and vacated office
on 14th October, 2004)

Mr Ji Jie Ping (resigned on
1st February, 2005)

A profile of the existing Directors of the Company is shown on pages 18 to 20.

購買、出售或贖回上市證券

於截至二零零四年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

董事

於本報告書刊發之日及於年內在任之本公司董事局成員如下：

董事姓名

陳劍波先生 (*主席*)

徐 楓女士

陸怡皓先生 (於二零零四年
九月三十日獲委任)

董明遜先生

湯子同先生

許 玫女士 (於二零零五年
二月十五日獲委任)

梁榮基先生

(*獨立非執行董事*)

郝 君小姐

(*獨立非執行董事*)

章宏斌先生 (於二零零五年
獨立非執行董事 四月一日獲委任)

花 明先生 (於二零零四年
五月二十八日退任)

孫 勇先生 (於二零零四年
獨立非執行董事 九月三十日獲委任及於
二零零五年四月一日辭任)

湯君年先生 (於二零零四年
十月十四日辭世並停任)

季界平先生 (於二零零五年
二月一日辭任)

本公司現任董事之簡介載於第18至第20頁。

Information relating to emoluments paid to the Company's Directors during the year is set out in Note 6 to the financial statements on pages 55 and 56.

Pursuant to Article 73 of the Company's Articles of Association, Mr Lu Yihao, Madam Xu Mei and Mr Zhang Hong Bin, being Directors appointed by the Board, should hold office only until the next following annual general meeting of the Company after their appointments and will therefore retire at the forthcoming annual general meeting. Being eligible, they offer themselves for re-election.

All Directors of the Company, including the non-executive Directors, are subject to retirement by rotation at annual general meetings of the Company in accordance with the Company's Articles of Association. Articles 77 to 79 provide that at each annual general meeting one-third of the Directors of the Company for the time being shall retire from office and the Directors to retire in every year shall be those who have been longest in office since their last election and shall be eligible for re-election. In this connection, Mr Tung Ming-Hsun and Ms Hou Chun will retire by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

The re-election of the retiring Directors of the Company is subject to shareholders' approval at the forthcoming annual general meeting and details of those Directors are disclosed in Note 3 to the notice of annual general meeting of the Company on pages 6 and 7.

None of the Directors of the Company proposed for re-election at the forthcoming annual general meeting have an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

The Company has received from each of its independent non-executive Directors a written confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules") and considers all of the independent non-executive Directors to be independent.

有關於本年度內支付予本公司董事之酬金之資料載於第55及第56頁財務報表附註6。

根據本公司之《公司組織章程細則》第73條細則之規定，陸怡皓先生、許玫女士及章宏斌先生乃獲董事局委任為董事，彼等之任期須在獲委任後之本公司來屆股東週年大會上屆滿；故彼等將於應屆股東週年大會上退任，惟合資格並願競選連任。

根據本公司之《公司組織章程細則》，本公司所有董事(包括非執行董事)均須於本公司之股東週年大會上輪值告退。按第77至第79條細則之規定，於每屆股東週年大會上，本公司當時三分之一之董事須依章退任；而每年退任之董事須為自其上次獲選連任董事以來任期最長者；退任董事均可在膺選後連任。因此，董明遜先生及郝君小姐將於本公司應屆股東週年大會上依章輪值退任，惟合資格並願意在膺選後連任。

本公司之退任董事之連任事宜須待股東於應屆股東週年大會上審批，有關該等董事之資料已於第6及第7頁之股東週年大會通告附註3內披露。

獲提名在應屆股東週年大會上連任之本公司董事與本公司或其任何附屬公司並無尚未屆滿之服務合約，且聘用公司於一年內不作出賠償(法定賠償除外)則不得終止者。

本公司已收到每一位獨立非執行董事根據香港聯合交易所有限公司之《證券上市規則》(「上市規則」)第3.13條之規定就有關彼等之獨立性發出的書面確認書，並認為全體獨立非執行董事均屬獨立人士。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31st December, 2004, the interests and short positions of the Directors of the Company in shares, debentures and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein (including interests and short positions which they were taken to have under Section 344 of the SFO) or which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Listing Rules, were as follows:

- (1) **The Company:**
Shares of HK\$0.05 each

董事之證券權益及淡倉

於二零零四年十二月三十一日，本公司各董事於本公司或其任何相聯法團（按《證券及期貨條例》第XV部之定義詮釋）之股份、債權證及相關股份中擁有須遵照《證券及期貨條例》第352條之規定記載入該條例所述的登記冊內（包括根據《證券及期貨條例》第344條被視為擁有的權益及淡倉），或須遵照《上市規則》之規定知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

- (1) **本公司：**
每股面值0.05 港元之股份

Number of shares in the Company 於本公司之股份數目

Name of Directors	董事姓名	Personal Interests 個人權益	Family Interests 家屬權益	Corporate Interests 公司權益	Other Interests 其他權益
Mr Chen Jianbo	陳劍波先生	Nil 無	Nil 無	Nil 無(A)	Nil 無
Madam Hsu Feng (B)	徐 楓女士(B)	31,000,000	Nil 無	Nil 無	725,478,488(C)
Mr Lu Yihao	陸怡皓先生	Nil 無	Nil 無	Nil 無(A)	Nil 無
Mr Ji Jie Ping (D)	季界平先生(D)	200,000	Nil 無	Nil 無	Nil 無
Mr Tong Albert (B)	湯子同先生(B)	Nil 無	Nil 無	Nil 無(C)	Nil 無

(2) The Company's associated corporation :
Shanghai Zhangjiang Micro-electronics Port Co. Ltd.
 ("SZMP")
Registered capital

(2) 本公司之聯營公司：
上海張江微電子港有限公司
 (「張江微電子港」)
註冊資本

Amount of registered capital of SZMP
張江微電子港之註冊資本額

Name of Directors	董事姓名	Personal Interests 個人權益	Family Interests 家屬權益	Corporate Interests 公司權益	Other Interests 其他權益
Mr Chen Jianbo	陳劍波先生	Nil 無	Nil 無	Nil 無(E)	Nil 無
Madam Hsu Feng (B)	徐 楓女士(B)	Nil 無	Nil 無	Nil 無	RMB50,000,000(F)
Mr Lu Yihao	陸怡皓先生	Nil 無	Nil 無	Nil 無(E)	Nil 無
Mr Tong Albert (B)	湯子同先生(B)	Nil 無	Nil 無	Nil 無(F)	Nil 無

Notes:

(A) As at 31st December, 2004, a total of 779,955,407 shares of the Company was beneficially held by Best Central Developments Limited which was a wholly-owned subsidiary of Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. ("Zhangjiang Hi-Tech"), of which Mr Chen Jianbo and Mr Lu Yihao were directors.

(B) Mr Tong Albert is the son of Madam Hsu Feng.

(C) Madam Hsu Feng, being the executrix of the estate of her late husband, Mr Tong Cun Lin, was taken to be interested in a total of 725,478,488 shares of the Company.

Amongst the said shares, 255,676,326 shares were beneficially held by Cosmos Success Development Limited, a wholly-owned subsidiary of Tomson Group Limited ("TGL"). Madam Hsu and Mr Tong Albert were directors of TGL.

(D) Mr Ji Jie Ping has resigned as an executive Director of the Company with effect from 1st February, 2005.

(E) Shanghai Zhangjiang (Group) Co., Ltd. and Zhangjiang Hi-Tech held in aggregate an interest of RMB183.55 million (being 49.50%) in the registered capital of SZMP. Mr Chen Jianbo was the general manager of Shanghai Zhangjiang (Group) Co., Ltd. while he and Mr Lu Yihao were directors of Zhangjiang Hi-Tech.

附註：

(A) 於二零零四年十二月三十一日，合共779,955,407股本公司股份由上海張江高科技園區開發股份有限公司(「張江股份」)之全資附屬公司 — Best Central Developments Limited實益擁有，陳劍波先生及陸怡皓先生均為張江股份之董事。

(B) 湯子同先生為徐楓女士之子。

(C) 徐楓女士作為其先夫湯君年先生之遺產執行人，被視為擁有本公司合共725,478,488股股份之權益。

於該等股份中，255,676,326股股份乃由湯臣集團有限公司(「湯臣集團」)之全資附屬公司 — 國勝發展有限公司實益擁有，而徐女士及湯子同先生均為湯臣集團之董事。

(D) 季界平先生已於二零零五年二月一日起辭任本公司之執行董事一職。

(E) 上海張江(集團)有限公司及張江股份於張江微電子港之註冊資本中合共持有人民幣183,550,000元(即49.50%)之權益。陳劍波先生為上海張江(集團)有限公司之總經理，而彼與陸怡皓先生均為張江股份之董事。

(F) TGL held an interest of RMB50 million (being 13.48%) in the registered capital of SZMP through its wholly-owned subsidiary. Madam Hsu Feng, in her capacity as the executrix of the estate of the late Mr Tong Cun Lin, was taken to be interested in such interest.

Madam Hsu and Mr Tong Albert were directors of TGL.

Save as disclosed above, none of the Directors of the Company and their associates had any interests or short positions in the shares or debentures or underlying shares of the Company or any of its associated corporations as at 31st December, 2004, which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein (including interests or short positions which they were taken to have under Section 344 of the SFO) or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Scheme”) on 29th May, 2002 and under the Scheme, there were no options granted, exercised, cancelled or lapsed during the year ended 31st December, 2004, or outstanding at the beginning and at the end of the year. The major terms of the Scheme are as follows:

Purpose

The purpose of the Scheme is to provide incentives or rewards to selected persons for their contribution to the Group or any entity in which the Group holds any equity interest (“Invested Entity”).

Participants

The participants of the Scheme include:

- (i) any employee or proposed employee (whether full time or part time) of any member of the Group or any Invested Entity, including any executive director of any member of the Group or any Invested Entity; or

(F) 湯臣集團透過其全資附屬公司於張江微電子港之註冊資本中持有人民幣50,000,000元(即13.48%)之權益。徐楓女士作為已故湯君年先生之遺產執行人之身份被視為擁有該等權益。

徐女士及湯子同先生均為湯臣集團之董事。

除上文所披露者外，於二零零四年十二月三十一日，本公司各董事及彼等之聯繫人士概無於本公司或其任何相聯法團之股份、債權證或相關股份中擁有須遵照《證券及期貨條例》第352條之規定記載入該條例所述的登記冊內(包括根據《證券及期貨條例》第344條被視為擁有的權益或淡倉)，或須遵照《上市規則》之規定知會本公司及聯交所的任何權益或淡倉。

購股權計劃

本公司已於二零零二年五月二十九日採納一項購股權計劃(「該計劃」)。根據該計劃，於截至二零零四年十二月三十一日止年度內，並無購股權授出、獲行使、註銷或失效。在年度開始及終結時，在該計劃下亦無尚未行使之購股權。該計劃之主要條文如下：

目的

該計劃之目的為就經甄選之人士對本集團或本集團持有任何股權之任何機構(「所投資機構」)之貢獻作出獎勵或回報。

參與者

該計劃之參與者包括：

- (i) 本集團任何成員公司或任何所投資機構之任何僱員或準僱員(不論全職或兼職)，包括本集團任何成員公司或任何所投資機構之任何執行董事；或

- (ii) any non-executive director (including independent non-executive director) of any member of the Group or any Invested Entity; or
- (iii) any customer and supplier of goods or services to any member of the Group or any Invested Entity who have contributed to the Group; or
- (iv) any adviser or consultant of any member of the Group or any Invested Entity who provides business advice and business consultancy service to any member of the Group or any Invested Entity; or
- (v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

The maximum number of shares available for issue

The maximum number of shares of the Company in respect of which options may be granted under the Scheme must not exceed 160,854,651 shares, being 6.2% of the total number of shares of the Company in issue as at the date of this Report, unless shareholders' approval of the Company has been obtained.

Maximum entitlement of each participant

The total number of shares of the Company issued and to be issued upon exercise of the options granted and to be granted to each participant (including exercised and outstanding options) in any 12-month period up to the date of grant shall not exceed 1% of the shares of the Company in issue at the date of grant (the "Individual Limit"). Any further grant of options in excess of the Individual Limit must be subject to shareholders' approval in general meeting with such participant and his or her associates abstaining from voting.

Exercise period of options

An option may be exercised at any time during a period as the Board may determine which shall not be more than 10 years commencing from the date of grant of the option.

- (ii) 本集團任何成員公司或任何所投資機構之任何非執行董事(包括獨立非執行董事);或
- (iii) 曾經對本集團作出貢獻之任何客戶及向本集團任何成員公司或任何所投資機構提供貨物或服務之供應商;或
- (iv) 向本集團任何成員公司或任何所投資機構提供業務諮詢及業務顧問服務之本集團任何成員公司或任何所投資機構之諮詢人或顧問;或
- (v) 本集團任何成員公司或任何所投資機構之股東,或本集團任何成員公司或任何所投資機構所發行任何證券之持有人。

可發行股份之最高限額

除非獲本公司股東之批准,根據該計劃可授出之購股權而發行之本公司股份最高限額總數不得超過160,854,651股,即本報告書刊發之日本公司之已發行股份總數之6.2%。

每名參與者可獲授權之上限

每名參與者在截至授出購股權當日止任何十二個月內,因行使獲授或將獲授之購股權(包括已行使及尚未行使者)而發行及將發行之本公司股份總數,不得超過授出購股權當日之本公司已發行股份數目之1%(「個別上限」)。倘向參與者再行授出超逾個別上限之購股權,則須經股東在股東大會上批准,而有關參與者及其聯繫人士均須在會上放棄投票權。

購股權之行使期間

購股權可於董事局釐定之期間內隨時行使,惟該期間不得自授出購股權日期起計超過十年。

Minimum period for which an option must be held before it can be exercised

Save as determined by the Board and provided in the offer of the relevant options, there is no minimum period for which an option must be held before it can be exercised.

Payment on acceptance of an option

The acceptance of an offer of granting an option must be made within 28 days from the date on which such offer is made with a non-refundable payment of HK\$1 from the grantee to the Company by way of consideration for the grant thereof.

Basis of determining the subscription price

The subscription price of a share of the Company in respect of any option granted under the Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of :

- (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant of the option, which must be a business day;
- (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheets on the 5 business days immediately preceding the date of grant of the option; and
- (iii) the nominal value of the shares on the date of grant.

Remaining life of the Scheme

Subject to earlier termination by the Company in general meeting or by the Board, the Scheme shall be valid and effective till 28th May, 2012. After the expiry of such valid period, no further options will be granted but in all other respects the provisions of the Scheme shall remain in full force and effect.

購股權行使之前必須持有的

最短期限

除董事局另有決定及根據有關購股權授出時所規定者外，並無設有購股權行使之前必須持有的最短期限。

接納購股權時之繳款

承授人須於授出購股權之日起計28日內，提出接納購股權，並向本公司支付1港元，作為獲授購股權之代價，此款項將不可退回。

認購價之釐定基準

根據該計劃所授出之任何購股權項下之本公司每股份之認購價將由董事局全權釐定，惟該認購價不得低於以下三者之最高者：

- (i) 授出購股權當日(必須為營業日)在聯交所每日報價表所列股份之收市價；
- (ii) 截至授出購股權日期前5個營業日在聯交所每日報價表所列股份之平均收市價；及
- (iii) 股份於授予購股權當日之面值。

計劃尚餘之有效期

倘本公司並無在股東大會提早終止或董事局並無提早終止該計劃，該計劃將有效至二零一二年五月二十八日止，於有效期限屆滿後將不會再行授出購股權，惟該計劃之條款在各方面將仍全面有效。

Apart from the Scheme, at no time during the year nor at the end of the year ended 31st December, 2004, was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or of any other body corporate.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

The Group is principally engaged in property development and investment in Zhangjiang Hi-Tech Park, Pudong, Shanghai, hence, the following Directors of the Company are considered to have interests in business which may compete or is likely to compete, either directly or indirectly, with the said business of the Group, other than those business where the Directors have been appointed/were appointed as directors to represent the interests of the Company and/or the Group, pursuant to the Listing Rules:

- (1) Mr Chen Jianbo is a director of Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. ("Zhangjiang Hi-Tech") while Mr Lu Yihao is both a director and general manager of Zhangjiang Hi-Tech. Property development and investment in Zhangjiang Hi-Tech Park, Pudong, Shanghai is one of the major businesses of Zhangjiang Hi-Tech.
- (2) Madam Hsu Feng and Mr Tong Albert are directors of Tomson Group Limited ("TGL") whereas Madam Hsu Feng, being the executrix of the estate of the late Mr Tong Cun Lin, is taken to be a substantial shareholder of TGL. One of the principal businesses of TGL and its subsidiaries has been property development and investment in Shanghai, in particular Pudong, for years.

除該計劃外，於截至二零零四年十二月三十一日止年度內任何時間或年度終結日時，本公司或其任何附屬公司概無參與任何安排，致使本公司董事可透過認購本公司或任何其他法人團體之股份或債券而獲益。

董事在競爭業務之權益

本集團主要於上海浦東張江高科技園區從事物業發展及投資，故此，根據《上市規則》，以下本公司董事除因已獲委任或曾獲委任為董事以代表本公司及／或本集團權益之業務外，被視為與本集團之該等業務直接或間接地構成或可能構成競爭之業務中擁有權益如下：

- (1) 陳劍波先生為上海張江高科技園區開發股份有限公司（「張江股份」）之董事，而陸怡皓先生則為張江股份之董事及總經理。張江股份之其中一項主要業務為於上海浦東張江高科技園區從事房地產發展及投資。
- (2) 徐楓女士及湯子同先生為湯臣集團有限公司（「湯臣集團」）之董事，而徐楓女士作為已故湯君年先生之遺產執行人，被視為湯臣集團之主要股東。多年來，湯臣集團及其附屬公司之其中一項主要業務為在上海（尤其在浦東）從事房地產發展及投資。

The business of Zhangjiang Hi-Tech and TGL in property sector (the “Excluded Business”) may potentially compete with the Group’s business. Zhangjiang Hi-Tech is a listed company in Shanghai while TGL is a listed company in Hong Kong. The Excluded Business is managed by independent management and administration of Zhangjiang Hi-Tech and TGL respectively. Besides, the Board is independent of the boards of directors of Zhangjiang Hi-Tech and TGL and the independent non-executive Directors of the Company would assist in monitoring the operation of the Group, the Group is therefore capable of carrying on its business independent of, and at an arm’s length from, the Excluded Business.

SIGNIFICANT CONTRACTS

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31st December, 2004.

PENSION SCHEMES

The Company participates in a pension scheme, which was registered under the Mandatory Provident Fund Schemes Ordinance (the “MPF Ordinance”), for all its employees in Hong Kong. The scheme is a defined contribution scheme effective from November 2002 and is funded by contributions from employer and employees according to the provisions of the MPF Ordinance. Should there be the employer’s voluntary contributions to the scheme, forfeited contributions in this nature can be applied to reduce the amount of future voluntary contributions payable by the employer.

On the other hand, the employees of the Group in mainland China are members of respective state-managed defined contribution retirement benefits schemes operated by the local governments. The employer and the employees are obliged to make contributions at a certain percentage of the payroll under rules of the schemes.

張江股份及湯臣集團之房地產業務（「除外業務」）可能與本集團之業務構成潛在的競爭。張江股份為一家上海上市公司，而湯臣集團則為一家香港上市公司。除外業務由張江股份及湯臣集團之獨立管理層及行政架構所分別管理。此外，本公司董事局獨立於張江股份及湯臣集團之董事局，而本公司之獨立非執行董事將協助監察本集團之營運，因此，本集團能獨立於除外業務，並基於各自利益經營其本身業務。

重大合約

於截至二零零四年十二月三十一日止年度終結日時或年度內任何時間，本公司或其任何附屬公司概無訂立任何本公司董事直接或間接地擁有重大權益之重大合約。

退休金計劃

本公司為其所有於香港之僱員參與了一個於《強制性公積金計劃條例》（「強積金條例」）下註冊之退休金計劃。該退休金計劃為界定供款計劃，並由二零零二年十一月起生效。該計劃乃根據《強積金條例》之條款由僱主及僱員作出供款。如僱主對該計劃作出自願性之供款，則此性質之已被沒收之供款可用作抵銷僱主將來應付而未付之自願性供款款額。

另一方面，本集團在中國國內之僱員乃由各個別地區政府營辦之國家管理界定供款退休福利計劃之成員，僱主及僱員均須根據該等計劃之規定按薪酬之若干百分比作出供款。

During the year under review, the total amount contributed by the Company to the above pension schemes and charged to the income statement amounted to approximately HK\$251,000 (2003: HK\$152,000) and no contributions were forfeited.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at 31st December, 2004, the following shareholders (other than a Director of the Company) were interested, directly or indirectly, in 5% or more of the total issued share capital and underlying shares of the Company and those interests were required to be recorded in the register required to be kept under Section 336 of the SFO:

於回顧年度內，本公司對上述退休金計劃作出之供款及計入利潤表之款項總額約為251,000港元（二零零三年：152,000港元），且並無已被沒收之供款。

主要股東之權益及淡倉

於二零零四年十二月三十一日，下列股東（本公司董事除外）直接或間接地擁有本公司全部已發行股本及相關股份中之5%或以上的權益，而該等權益須遵照《證券及期貨條例》第336條之規定載錄於須予備存之登記冊內：

Name of substantial shareholders	主要股東名稱	Number of shares held (proportion to the total issued share capital of the Company) 所持有股份數目 (佔本公司全部已發行股本之百分比)
Shanghai Zhangjiang (Group) Co., Ltd. (a)	上海張江（集團）有限公司(a)	779,955,407 (29.90%)
Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (a)	上海張江高科技園區 開發股份有限公司(a)	779,955,407 (29.90%)
Tomson Group Limited (“TGL”) (b)	湯臣集團有限公司（「湯臣集團」）(b)	255,676,326 (9.80%)

Notes:

- (a) The references to 779,955,407 shares were related to the same block of shares in the capital of the Company which was beneficially held by Best Central Developments Limited (“Best Central”). Best Central was a wholly-owned subsidiary of Shanghai (Z.J.) Hi-Tech Park Limited which was in turn wholly owned by Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (“Zhangjiang Hi-Tech”) in which Shanghai Zhangjiang (Group) Co., Ltd. (“Zhangjiang Group”) held a 64.51% interest. Therefore, Best Central, Shanghai (Z.J.) Hi-Tech Park Limited, Zhangjiang Hi-Tech and Zhangjiang Group were interested or were taken to be interested in those shares pursuant to the SFO.
- (b) The 255,676,326 shares were beneficially held by Cosmos Success Development Limited (“Cosmos Success”). Cosmos Success was a wholly-owned subsidiary of Hoffman Enterprises Corp. which was in turn wholly owned by Tomson Corporation in which TGL held the entire interest. Therefore, Cosmos Success, Hoffman Enterprises Corp., Tomson Corporation and TGL were interested or were taken to be interested in those shares pursuant to the SFO.

附註：

- (a) 上述所提及之779,955,407股股份乃指本公司股本中之同一批股份，該等股份由Best Central Developments Limited（「Best Central」）實益擁有。Best Central為Shanghai (Z.J.) Hi-Tech Park Limited之全資附屬公司，而後者由上海張江高科技園區開發股份有限公司（「張江股份」）全資擁有，上海張江（集團）有限公司（「張江集團」）則持有張江股份之64.51%權益。因此，Best Central、Shanghai (Z.J.) Hi-Tech Park Limited、張江股份及張江集團根據《證券及期貨條例》擁有或被視為擁有該等股份的權益。
- (b) 該等255,676,326股股份為國勝發展有限公司（「國勝」）實益持有。國勝為Hoffman Enterprises Corp.之全資附屬公司，後者由Tomson Corporation全資擁有，而湯臣集團則持有Tomson Corporation之全部權益。因此，國勝、Hoffman Enterprises Corp.、Tomson Corporation及湯臣集團根據《證券及期貨條例》擁有或被視為擁有該等股份之權益。

The aforesaid shares constituted part of the total interest of Madam Hsu Feng disclosed in the above paragraph headed "Directors' Interests and Short Positions in Securities" in this Report.

Save for the above interests, the Directors of the Company are not aware of any person (other than Directors of the Company) who had, directly or indirectly, interests or short positions in the total issued share capital and the underlying shares of the Company and those interests or short positions were required to be recorded in the register kept under Section 336 of the SFO as at 31st December, 2004.

MANAGEMENT CONTRACTS

No contracts for the management and administration of the whole or any substantial part of any business of the Company were entered into or subsisted during the year ended 31st December, 2004.

FINANCIAL SUMMARY

A summary of the results and financial position of the Group for the preceding five financial years is set out on pages 78 and 79.

AUDITORS

The financial statements of the Company for the year have been audited by Messrs Deloitte Touche Tohmatsu who were the Auditors of the Company for the preceding three financial years.

They will retire at the conclusion of the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-appointment.

CORPORATE GOVERNANCE

Model Code for Securities Transactions by Directors

The Company has adopted its own code of practice for securities transactions by the Directors on terms no less exacting than the standard of the Model Code set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, the Company confirmed that they have complied with the standard set out in both codes throughout the year.

上述股份構成載於本報告書內前述標題為「董事之證券權益及淡倉」一節內披露之徐楓女士持有之權益總數之一部份。

除上文所披露者外，據本公司董事所知，概無任何本公司董事以外的人士於二零零四年十二月三十一日直接或間接地擁有本公司全部已發行股本及相關股份中之權益或淡倉，而該等權益或淡倉須遵照《證券及期貨條例》第336條載錄於須予備存之登記冊內。

管理合約

在截至二零零四年十二月三十一日止年度內，本公司概無訂立或存在任何涉及管理和處理本公司全部或任何重大部份業務之合約。

財務概要

本集團過往五個財政年度之業績及財務狀況概要載於第78及第79頁。

核數師

本公司本年度的財務報表由德勤•關黃陳方會計師行審核，該會計師行為本公司於過往三個財政年度之核數師。

該會計師行將於本公司應屆股東週年大會散會時退任，惟合資格並願意在膺選後連任。

公司管治

董事進行證券交易的標準守則

本公司已對董事進行證券交易的行為採納其本身的守則，而該守則之條文不遜於《上市規則》附錄十所載之標準守則之標準。本公司已向所有董事作出特定查詢，並確認彼等於年內已遵守該兩項守則所訂之標準。

Code of Best Practice

In the opinion of the Board, the Company has complied with the Code of Best Practice set out in Appendix 14 to the Listing Rules then in force throughout the year ended 31st December, 2004.

Audit Committee

An Audit Committee has already been set up by the Board to review and supervise the Group's financial reporting process and internal controls. The Committee is now composed of three independent non-executive Directors of the Company, Mr Liang Jung-chi, Ms Hou Chun and Mr Zhang Hong Bin and holds regular meetings to review the results of the Group together with the Auditors.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this Report, the Company maintains the minimum public float as prescribed by the Listing Rules.

On behalf of the Board

Tong Albert

Executive Director

Hong Kong, 15th April, 2005

最佳應用守則

董事局認為，本公司於截至二零零四年十二月三十一日止年度內一直遵守當時有效之《上市規則》附錄十四所載之《最佳應用守則》。

審核委員會

董事局已成立一個審核委員會，負責審閱及監察本集團之財務匯報程序及內部監控運作。委員會現由本公司三位獨立非執行董事梁榮基先生、郝君小姐及章宏斌先生所組成，及定期與核數師舉行會議，以審閱本集團之業績。

足夠公眾持股量

本公司根據於本報告書刊發之日之公開資料及就各董事所知，本公司維持《上市規則》規定下之最低公眾持股量。

代表

董事局

執行董事

湯子同

香港，二零零五年四月十五日