

The directors present their report and the audited financial statements of the Company for the year ended 30 September 2006.

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 principally engage in property investment.

Segmental Information

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

By business segment:

(In HK\$'000)	(以港幣千元為單位)	Property development 物業發展	Business park 商業園	Other operations 其他業務	Corporate 企業服務	Group 本集團
Revenue	收益	143,074	71,439	-	-	214,513
Operating profit /(loss)	經營溢利/(虧損)	(1,328)	172,595	(1,160)	(20,104)	150,003

By geographical segment:

(In HK\$'000)	(以港幣千元為單位)	Revenue 收益	Operating (loss)/profit 經營(虧損)/溢利
Hong Kong	香港	5,474	(18,187)
China	中國	209,039	168,190
		214,513	150,003

董事會謹提呈本公司截至二零零六年九月三十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收益及經營溢利如下：

按業務分部劃分：

按地區分部劃分：

Subsidiaries and Associated Companies

Details of the Company's subsidiaries and associated companies as at 30 September 2006 are set out in notes 21 and 22, respectively, to the financial statements.

Results and Appropriations

The results of the Group for the year ended 30 September 2006 are set out in the consolidated income statement on page 64 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 30 September 2006.

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 19 of the annual report.

Property, Plant and Equipment

Details of movements in property, plant and equipment of the Group during the year are set out in note 15 to the financial statements.

Major Interests in Properties

Particulars of major interests in properties held by the Group as at 30 September 2006 are set out on pages 167 to 170 of the annual report.

Investment Properties

Details of movements in investment properties of the Group during the year are set out in note 16 to the financial statements.

Bank Borrowings and Interest Capitalised

The Group's bank borrowings as at 30 September 2006 and the amount of interest capitalised by the Group during the year are set out in notes 29 and 8 to the financial statements respectively.

附屬公司及聯營公司

本公司於二零零六年九月三十日之附屬公司及聯營公司之詳情分別載於財務報告附註21及22。

業績及分配

本集團截至二零零六年九月三十日止年度之業績載於年報第64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二零零六年九月三十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19頁。

物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於財務報告附註15。

主要物業權益

本集團於二零零六年九月三十日持有之主要物業權益詳情載於年報第167至第170頁。

投資物業

年內，本集團投資物業變動之詳情載於財務報表附註16。

銀行貸款及撥充資本之利息

本集團於二零零六年九月三十日之銀行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29及8。

Share Capital

Details of movements in share capital of the Company during the year are set out in note 26(a) to the financial statements.

Reserves

Details of movements in reserves during the year are set out in note 27 to the financial statements.

Warrants, Options or Similar Rights

Other than the share option scheme of the Company as explained in note 26(b) to the financial statements, the Company had no outstanding warrants, options or similar rights as at 30 September 2006.

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 of Hong Kong Limited (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 Director:

Mr. Ang Ah Lay (Chief Executive Officer)

Non-executive Directors:

Dr. Han Cheng Fong (Chairman)
 Mr. Goh Yong Chian, Patrick
 Mr. Lim Ee Seng (appointed on 2 May 2006)
 Mr. Tang Kok Kai, Christopher (appointed on 2 May 2006)

股本

本公司股本於年內之變動詳情載於財務報告附註26(a)。

儲備

儲備於年內之變動詳情載於財務報告附註27。

認股權證、認股權或類似權利

除已於財務報告附註26(b)說明之本公司認股權計劃外，本公司於二零零六年九月三十日概無任何尚未行使之認股權證、認股權或類似權利。

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香港聯合交易所有限公司（「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)
 吳榮鈿先生
 林怡勝先生 (於二零零六年五月二日獲委任)
 鄧國佳先生 (於二零零六年五月二日獲委任)

Ms. Chong Siak Ching
Ms. Wang Poey Foon, Angela
Mr. Yee Hsien Wee (appointed as alternate director to Ms. Chong Siak Ching on 2 May 2006)
Mr. Lew Syn Pau (retired on 16 January 2006)
Mr. Goh Toh Sim (ceased to be alternate director to Mr. Lew Syn Pau on 16 January 2006)
Mr. Hui Choon Kit (ceased to be alternate director to Dr. Han Cheng Fong on 2 May 2006)
Mr. Goh Kok Huat (ceased to be alternate director to Ms. Chong Siak Ching on 2 May 2006)

Independent Non-executive Directors:

Mr. Alan Howard Smith, J.P.
Mr. Kwong Che Keung, Gordon
Mr. Hui Chiu Chung, J.P.
Mr. Chong Kok Kong (appointed on 2 May 2006)

According to bye-law 100 of the bye-laws of the Company, Mr. Lim Ee Seng, Mr. Tang Kok Kai, Christopher and Mr. Chong Kok Kong will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

According to bye-law 109(A) and bye-law 189(vii) of the bye-laws of the Company, three directors, namely, Mr. Kwong Che Keung, Gordon, Ms. Wang Poey Foon, Angela, and Mr. Ang Ah Lay, will retire by rotation at the forthcoming annual general meeting of the Company and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

張雪倩女士
王培芬女士
余賢偉先生 (於二零零六年五月二日獲委任為張雪倩女士之替任董事)
劉信保先生 (於二零零六年一月十六日退任)
吳多深先生 (於二零零六年一月十六日不再擔任劉信保先生之替任董事)
許遵傑先生 (於二零零六年五月二日不再擔任韓禎豐博士之替任董事)
吳國發先生 (於二零零六年五月二日不再擔任張雪倩女士之替任董事)

獨立非執行董事：

Alan Howard Smith先生，太平紳士
鄭志強先生
許照中先生，太平紳士
張國光先生 (於二零零六年五月二日獲委任)

林怡勝先生、鄧國佳先生及張國光先生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週年大會退任及符合資格，願於即將召開之本公司股東週年大會上膺選連任。

鄭志強先生、王培芬女士及洪亞歷先生三位董事將依照本公司之公司細則第109(A)條及第189(vii)條於即將召開之本公司股東週年大會輪值告退及符合資格，願於即將召開之本公司股東週年大會上膺選連任。

The 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 30 September 2006, there were 36,204,392 share options outstanding under the Share Option Scheme. Based on these outstanding share options, the total number of shares available for issue is 36,204,392, which represents approximately 0.53% 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.

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.

本公司之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。

於二零零六年九月三十日，認股權計劃有36,204,392份尚未行使之認股權。根據該等尚未行使之認股權，合共可發行股份36,204,392股，佔本公司於本報告日期現有已發行股本約0.53%。

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、貨品或服務供應商、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。

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。

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.

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.

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之認股權(無論已行使或未行使之認股權)獲行使而發行之股份最高數目，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。

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。

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 quotations 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 quotations sheet for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Company's share.

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。

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

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 參與者之姓名或類別	Number of share options 認股權數目										
	Outstanding as at 1/10/2005 於二零零五年十月一日尚未行使		Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效		Outstanding after adjustment 二零零六年九月三十日 調整後於 尚未行使 (附註4)	Date of grant of share options 授出日期	Exercise period of share options 認股權行使期	Exercise price per share option (Note 3) 每份認股權之行使價(附註3)	
	1/10/2005	1/10/2005			Before adjustment 調整前	After adjustment 調整後 (附註4)				Before adjustment 調整前	After adjustment 調整後 (附註4)
	1/10/2005	1/10/2005	Before adjustment	After adjustment	Before adjustment	After adjustment	Before adjustment	After adjustment	Before adjustment	After adjustment	
Directors 董事											
Dr. Han Cheng Fong 韓禎豐博士	1,500,000	-	-	-	-	1,619,159	31/12/2003	31/12/2004-30/12/2013 (Note 1)(附註1)	0.1706	0.1580	
	1,500,000	-	-	-	-	1,619,159	31/12/2004	31/12/2005-30/12/2014 (Note 2)(附註2)	0.1670	0.1547	
Mr. Ang Ah Lay 洪亞歷先生	2,500,000	-	-	-	-	2,698,598	31/12/2003	31/12/2004-30/12/2013 (Note 1)(附註1)	0.1706	0.1580	
	2,500,000	-	-	-	-	2,698,598	31/12/2004	31/12/2005-30/12/2014 (Note 2)(附註2)	0.1670	0.1547	
	-	2,500,000	-	-	-	2,698,598	30/12/2005	30/12/2006-29/12/2015 (Note 2)(附註2)	0.1450	0.1343	
Mr. Goh Yong Chian, Patrick 吳榮鈞先生	1,000,000	-	-	-	-	1,079,439	31/12/2004	31/12/2005-30/12/2014 (Note 2)(附註2)	0.1670	0.1547	

Directors' Report 董事會報告書

Frasers Property (China) Limited 星獅地產(中國)有限公司

Name or category of participant 參與者之姓名或類別	Number of share options 認股權數目						Date of grant of share options 授出日期	Exercise period of share options 認股權行使期	Exercise price per share option (Note 3) 每份認股權之行使價(附註3)					
	Outstanding as at 1/10/2005 於二零零五年十月一日尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效		Outstanding as at 30/9/2006 after adjustment 二零零六年九月三十日尚未行使 調整後於 (Note 4) (附註4)			Before adjustment 調整前	After adjustment 調整後 (Note 4) (附註4)	Before adjustment 調整前	After adjustment 調整後 (Note 4) (附註4)		
				Before adjustment 調整前	After adjustment 調整後								Before adjustment 調整前	After adjustment 調整後
				HK\$ 港幣元	HK\$ 港幣元								HK\$ 港幣元	HK\$ 港幣元
Ms. Chong Siak Ching① 張雪倩女士①	1,000,000	-	-	-	-	1,079,439	31/12/2003	31/12/2004-30/12/2013 (Note 1)(附註 1)	0.1706	0.1580				
	1,000,000	-	-	-	-	1,079,439	31/12/2004	31/12/2005-30/12/2014 (Note 2)(附註 2)	0.1670	0.1547				
	-	1,600,000	-	-	-	1,727,103	30/12/2005	30/12/2006-29/12/2015 (Note 2)(附註 2)	0.1450	0.1343				
Ms. Wang Poey Foon, Angela① 王培芬女士①	1,000,000	-	-	-	-	1,079,439	31/12/2003	31/12/2004-30/12/2013 (Note 1)(附註 1)	0.1706	0.1580				
	1,000,000	-	-	-	-	1,079,439	31/12/2004	31/12/2005-30/12/2014 (Note 2)(附註 2)	0.1670	0.1547				
	-	1,600,000	-	-	-	1,727,103	30/12/2005	30/12/2006-29/12/2015 (Note 2)(附註 2)	0.1450	0.1343				
Mr. Alan Howard Smith, J.P.② Alan Howard Smith 先生·太平紳士②	1,000,000	-	-	-	-	1,079,439	31/12/2003	31/12/2004-30/12/2013 (Note 1)(附註 1)	0.1706	0.1580				
	1,000,000	-	-	-	-	1,079,439	31/12/2004	31/12/2005-30/12/2014 (Note 2)(附註 2)	0.1670	0.1547				
	-	1,600,000	-	-	-	1,727,103	30/12/2005	30/12/2006-29/12/2015 (Note 2)(附註 2)	0.1450	0.1343				
Mr. Kwong Che Keung, Gordon② 鄺志強先生②	1,000,000	-	-	-	-	1,079,439	31/12/2003	31/12/2004-30/12/2013 (Note 1)(附註 1)	0.1706	0.1580				
	1,000,000	-	-	-	-	1,079,439	31/12/2004	31/12/2005-30/12/2014 (Note 2)(附註 2)	0.1670	0.1547				
	-	1,600,000	-	-	-	1,727,103	30/12/2005	30/12/2006-29/12/2015 (Note 2)(附註 2)	0.1450	0.1343				
Mr. Hui Chiu Chung② 許照中先生②	-	1,600,000	-	-	-	1,727,103	30/12/2005	30/12/2006-29/12/2015 (Note 2)(附註 2)	0.1450	0.1343				
Mr. Lew Syn Pau①③ 劉信保先生①③	1,000,000	-	-	-	-	-	31/12/2003	31/12/2004-30/12/2013 (Note 1)(附註 1)	0.1706	-				
	1,000,000	-	-	-	-	-	31/12/2004	31/12/2005-30/12/2014 (Note 2)(附註 2)	0.1670	-				
	-	1,600,000	-	-	-	-	30/12/2005	30/12/2006-29/12/2015 (Note 2)(附註 2)	0.1450	-				
Sub-total 小計	19,000,000	12,100,000	-	-	-	29,684,578								

Name or category of participant 參與者之姓名或類別	Number of share options 認股權數目						Date of grant of share options 授出日期	Exercise period of share options 認股權行使期	Exercise price per share option (Note 3) 每份認股權之 行使價(附註3)			
	Outstanding as at 1/10/2005 於二零零五年 十月一日 尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效		Outstanding as at 30/9/2006 after adjustment 調整後於 二零零六年 九月三十日 尚未行使 (附註4)			Before adjustment 調整前	After adjustment 調整後 (附註4)	Before adjustment 調整前	After adjustment 調整後 (附註4)
				Before adjustment 調整前	After adjustment 調整後 (附註4)							
	Before adjustment 調整前	After adjustment 調整後 (附註4)	Before adjustment 調整前	After adjustment 調整後 (附註4)	Before adjustment 調整前	After adjustment 調整後 (附註4)			Before adjustment 調整前	After adjustment 調整後 (附註4)	HK\$ 港幣元	HK\$ 港幣元
Other employees 其他僱員												
In aggregate 合計	3,600,000	-	-	(2,060,000)	(539,720)	1,122,617	31/12/2003	31/12/2004-30/12/2013 (Note 1)(附註 1)	0.1706	0.1580		
	2,000,000	-	-	(1,000,000)	(323,832)	755,608	31/12/2004	31/12/2005-30/12/2014 (Note 2)(附註 2)	0.1670	0.1547		
	-	1,000,000	-	-	(323,832)	755,608	30/12/2005	30/12/2006-29/12/2015 (Note 2)(附註 2)	0.1450	0.1343		
Sub-total 小計	5,600,000	1,000,000	-	(3,060,000)	(1,187,384)	2,633,833						
Ex-employees 前僱員												
In aggregate ^③ 合計 ^③	-	-	-	-	-	1,079,439	31/12/2003	31/12/2004-30/12/2013 (Note 1)(附註 1)	0.1706	0.1580		
	-	-	-	-	-	1,079,439	31/12/2004	31/12/2005-30/12/2014 (Note 2)(附註 2)	0.1670	0.1547		
	-	-	-	-	-	1,727,103	30/12/2005	30/12/2006-29/12/2015 (Note 2)(附註 2)	0.1450	0.1343		
Sub-total 小計	-	-	-	-	-	3,885,981						
Total 合共	24,600,000	13,100,000	-	(3,060,000)	(1,187,384)	36,204,392						

① Non-executive Director

② Independent Non-executive Director

③ Mr. Lew Syn Pau retired as Non-executive Director of the Company on 16 January 2006. The lapsed period of the share options entitled to him was extended pursuant to the terms in the Share Option Scheme.

① 非執行董事

② 獨立非執行董事

③ 劉信保先生於二零零六年一月十六日退任本公司非執行董事。向其授予之認股權之失效期根據認股權計劃之條款而展期。

Notes:

附註：

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

1. 認購權之歸屬期如下：

Vesting Schedule	歸屬時間表	Percentage of shares over which a share option is exercisable 可行使認股權佔股份之百分比 (%)
Before the first anniversary of the date of grant	授出日期之一周年前	Nil 無
On or after the first but before the second anniversary of the date of grant	授出日期之一周年或之後但兩周年前	25
On or after the second but before the third anniversary of the date of grant	授出日期之兩周年或之後但三周年前	25
On or after the third but before the fourth anniversary of the date of grant	授出日期之三周年或之後但四周年前	25
On or after the fourth anniversary of the date of grant	授出日期之四週年或之後	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.

就認股權而言，倘合資格參與者於上述任何指定期間行使之認股權涉及該等股份數目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股權所涉及之股份數目中。

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

2. 認股權之歸屬期如下：

Vesting Schedule	歸屬時間表	Percentage of shares over which a share option is exercisable 可行使認股權佔股份之百分比 (%)
Before the first anniversary of the date of grant	授出日期之一周年前	Nil 無
On or after the first but before the second anniversary of the date of grant	授出日期之一周年或之後但兩周年前	40
On or after the second but before the third anniversary of the date of grant	授出日期之兩周年或之後但三周年前	30
On or after the third anniversary of the date of grant	授出日期之三周年或之後	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 prices on the day prior to the date of grant of the share options on 31 December 2003, 31 December 2004 and 30 December 2005 were HK\$0.1547, HK\$0.1547 and HK\$0.1343 (share price adjusted to reflect the Rights Issue on 12 September 2006) respectively.
4. Pursuant to the provisions of the Share Option Scheme, adjustments made to the exercise price of and the number of shares falling to be allotted and issued upon full exercise of the outstanding share options as a result of the issue of the shares for the Rights Issue on 12 September 2006.

Apart from the foresaid, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

就認股權而言，倘合資格參與者於上述任何指定期間行使之認股權涉及該等股份數目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所報收市價。因此，本公司股份於緊接二零零三年十二月三十一日、二零零四年十二月三十一日及二零零五年十二月三十日授出認股權日期前之收市價分別為港幣0.1547元、港幣0.1547元及港幣0.1343元（股價已調整以反映於二零零六年九月十二日之供股）。
4. 由於二零零六年九月十二日以供股發行股份，根據認股權計劃之規定，未行使之認股權獲行使時之行使價及將予配發及發行之股份數目已作出調整。

除上文所提及者外，本公司或其任何附屬公司於年內任何時間並無參與任何安排，致使本公司董事及最高行政人員得以藉購入本公司或任何其他法人團體之股份或債券取得利益。

Directors' Interests

As at 30 September 2006, the directors and the chief executive of the Company and/or any of their respective associates had the following interests and short positions in the shares, the underlying shares and debentures of the Company or any of its associated corporations (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 Issuers (the "Model Code") contained in the Listing Rules:

(a) Interests and short positions in the shares, underlying shares and debentures of the Company

(i) Long position in the shares

Name of director 董事姓名	Number of ordinary shares beneficially held 實益持有之普通股數目	Nature of interest 權益性質	Approximate percentage of total shareholding 佔股權總額 之概約百分比 (%)
Ms. Chong Siak Ching⊙ 張雪倩女士⊙	5,210,536	Personal 個人	0.08

董事之權益

於二零零六年九月三十日，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權益及淡倉；或根據證券及期貨條例第XV部或上市規則載列之上市發行人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權益及淡倉如下：

(a) 於本公司股份、相關股份及債權證之權益及淡倉

(i) 於股份之好倉

(ii) Long position in the underlying shares of equity derivatives – share options

(ii) 於股本衍生工具之相關股份之好倉－認股權

Name of director 董事姓名	Date of grant of share options 認股權授出日期	Exercise period of share options 認股權行使期	Exercise price per share option 每份認股權 之行使價 HK\$ 港幣元	Number of share options outstanding 尚未行使認 股權數目	Number of total underlying shares 相關股份總數	Approximate
						percentage of total shareholding 佔股權總額 之概約百分比 (%)
Dr. Han Cheng Fong [Ⓞ] 韓禎豐博士 [Ⓞ]	31/12/2003 31/12/2004	31/12/2004–30/12/2013 31/12/2005–30/12/2014	0.1580 0.1547	1,619,159 1,619,159	3,238,318	0.05
Mr. Ang Ah Lay 洪亞歷先生	31/12/2003 31/12/2004 30/12/2005	31/12/2004–30/12/2013 31/12/2005–30/12/2014 30/12/2006–29/12/2015	0.1580 0.1547 0.1343	2,698,598 2,698,598 2,698,598	8,095,794	0.12
Mr. Goh Yong Chian, Patrick [Ⓞ] 吳榮鈿先生 [Ⓞ]	31/12/2004	31/12/2005–30/12/2014	0.1547	1,079,439	1,079,439	0.02
Ms. Chong Siak Ching [Ⓞ] 張雪倩女士 [Ⓞ]	31/12/2003 31/12/2004 30/12/2005	31/12/2004–30/12/2013 31/12/2005–30/12/2014 30/12/2006–29/12/2015	0.1580 0.1547 0.1343	1,079,439 1,079,439 1,727,103	3,885,981	0.06
Ms. Wang Poey Foon, Angela [Ⓞ] 王培芬女士 [Ⓞ]	31/12/2003 31/12/2004 30/12/2005	31/12/2004–30/12/2013 31/12/2005–30/12/2014 30/12/2006–29/12/2015	0.1580 0.1547 0.1343	1,079,439 1,079,439 1,727,103	3,885,981	0.06
Mr. Alan Howard Smith, J.P. [Ⓞ] Alan Howard Smith先生，太平紳士 [Ⓞ]	31/12/2003 31/12/2004 30/12/2005	31/12/2004–30/12/2013 31/12/2005–30/12/2014 30/12/2006–29/12/2015	0.1580 0.1547 0.1343	1,079,439 1,079,439 1,727,103	3,885,981	0.06
Mr. Kwong Che Keung, Gordon [Ⓞ] 鄭志強先生 [Ⓞ]	31/12/2003 31/12/2004 30/12/2005	31/12/2004–30/12/2013 31/12/2005–30/12/2014 30/12/2006–29/12/2015	0.1580 0.1547 0.1343	1,079,439 1,079,439 1,727,103	3,885,981	0.06
Mr. Hui Chiu Chung [Ⓞ] 許照中先生 [Ⓞ]	30/12/2005	30/12/2006–29/12/2015	0.1343	1,727,103	1,727,103	0.03

Directors' Report 董事會報告書

Fraser Property (China) Limited 星獅地產(中國)有限公司

(b) Interests and short positions in the shares, underlying shares and debentures of an associated corporation – Fraser and Neave Limited

(b) 於聯營公司花莎尼有限公司之股份、相關股份及債權證之權益及淡倉

(i) Long position in the shares

(i) 於股份之好倉

Name of director 董事姓名	Number of ordinary shares beneficially held 實益持有之普通股數目	Nature of interest 權益性質	Approximate percentage of total shareholding 佔股權總額之概約百分比 (%)
Mr. Goh Yong Chian, Patrick [Ⓞ]	221,040	Personal 個人	0.019
吳榮鈿先生 [Ⓞ]	35,000	Corporate [Ⓞ] 公司 [Ⓞ]	0.003
	256,040		0.022

(ii) Long position in the underlying shares of equity derivatives – share options

(ii) 於股本衍生工具之相關股份之好倉 – 認股權

Name of director 董事姓名	Date of grant of share options 認股權授出日期	Exercise period of share options 認股權行使期	Exercise price per share option 每份認股權之行使價 S\$ 新加坡元	Number of share options outstanding 尚未行使認股權數目	Number of total underlying shares 相關股份總數	Approximate percentage of total shareholding 佔股權總額之概約百分比 (%)
Dr. Han Cheng Fong [Ⓞ] 韓禎豐博士 [Ⓞ]	2/7/2002	3/4/2005–2/6/2012	1.56	541,800	3,502,350	0.30
	1/10/2002	1/7/2005–31/8/2012	1.51	541,800		
	8/10/2003	8/7/2006–7/9/2013	2.12	774,000		
	8/10/2004	8/7/2007–7/9/2014	2.82	774,000		
	10/10/2005	10/7/2008–9/9/2015	3.46	870,750		
Mr. Goh Yong Chian, Patrick 吳榮鈿先生	1/10/2002	1/7/2005–31/8/2012	1.51	125,000	1,363,400	0.12
	8/10/2003	8/7/2006–7/9/2013	2.12	309,600		
	8/10/2004	8/7/2007–7/9/2014	2.82	464,400		
	10/10/2005	10/7/2008–9/9/2015	3.46	464,400		
Mr. Lim Ee Seng [Ⓞ] 林怡勝先生 [Ⓞ]	10/10/2005	10/7/2008–9/9/2015	3.46	619,200	619,200	0.05
Mr. Tang Kok Kai, Christopher [Ⓞ] 鄧國佳先生 [Ⓞ]	1/10/2002	1/7/2005–31/8/2012	1.51	3,610	541,850	0.05
	8/10/2003	8/7/2006–7/9/2013	2.12	135,760		
	8/10/2004	8/7/2007–7/9/2014	2.82	185,760		
	10/10/2005	10/7/2008–9/9/2015	3.46	216,720		

(c) Interests and short positions in the shares, underlying shares and debentures of an associated corporation – Frasers Centrepoint Trust

Long position in the units

(c) 於聯營公司Frasers Centrepoint Trust之股份、相關股份及債權證之權益及淡倉

於單位之好倉

Name of director 董事姓名	Number of units beneficially held 實益持有之 單位數目	Nature of interest 權益性質	Approximate percentage of total units 佔單位總額 之概約百分比 (%)
Mr. Goh Yong Chian, Patrick ^① 吳榮鈿先生 ^①	300,000	Personal 個人	0.05
Mr. Tang Kok Kai, Christopher ^① 鄧國佳先生 ^①	200,000	Personal 個人	0.03

① Non-executive Director

② Independent Non-executive Director

③ Deemed interest in ordinary shares held by Fraser & Neave (Singapore) Ltd Staff Provident Fund whereby Mr. Goh Yong Chian, Patrick is a trustee of the fund.

① 非執行董事

② 獨立非執行董事

③ 視為於Fraser & Neave (Singapore) Ltd 員工公積金所持普通股之權益，而吳榮鈿先生為該基金之一名受託人。

Save as disclosed above, as at 30 September 2006, none of the directors and the chief executive of the Company and/or any of their respective associates had any interest and short position in the shares, the underlying shares and debentures of the Company or any of its associated corporations (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 contained in the Listing Rules.

除上文所披露外，於二零零六年九月三十日，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)之股份、相關股份及債權證中擁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權益及淡倉；或根據證券及期貨條例第XV部或上市規則載列之標準守則須另行知會本公司及聯交所之權益及淡倉。

Substantial Shareholders' Interests

As at 30 September 2006, the following persons had interests or short positions in the shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long position in the shares

主要股東權益

於二零零六年九月三十日，以下人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司披露，或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權益及淡倉：

於股份之好倉

Name of shareholder 股東名稱	Notes 附註	Nature of interest 權益性質	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 (%)
Fraser and Neave Limited ("F&N") 花莎尼有限公司(「花莎尼」)	1	Corporate 公司	3,847,509,895	56.23
Fraser and Neave Investments (Hong Kong) Limited ("F&N Investments")	2	Corporate 公司	1,175,168,505	17.17
Vision Century Limited ("VCL")		Corporate 公司	1,175,168,505	17.17
Frasers Centrepoint Limited (formerly Centrepoint Properties Ltd) (前稱先得坊產業有限公司) ("FCL")	3	Corporate 公司	2,672,341,390	39.06
FCL (China) Pte. Ltd. (formerly CPL (China) Pte. Ltd.) (前稱CPL (China) Pte. Ltd.) ("FCL China")		Corporate 公司	2,672,341,390	39.06
Ascendas Pte. Ltd. ("Ascendas") 騰飛私人有限公司(「騰飛」)	4	Corporate 公司	1,175,168,505	17.17
Ascendas Land International Pte. Ltd. ("Ascendas Land")	5	Corporate 公司	1,175,168,505	17.17
Riverbook Group Limited ("Riverbook")		Corporate	1,175,168,505	17.17
Mr. Ng Poh Meng ("Mr. Ng") 黃寶明先生(「黃先生」)	6	Personal and Corporate 個人及公司	397,753,826	5.81
Newmark Capital Holdings Limited ("NCH")	7	Corporate 公司	345,606,781	5.05

Notes:

1. The interest disclosed comprised 1,175,168,505 shares beneficially owned by F&N Investments through VCL and 2,672,341,390 shares beneficially owned by FCL through FCL China. Both F&N Investments and FCL are wholly-owned subsidiaries of F&N.
2. The interest disclosed comprised 1,175,168,505 shares held by VCL, which is a wholly-owned subsidiary of F&N Investments.
3. The interest disclosed comprised 2,672,341,390 shares held by FCL China, which is a wholly-owned subsidiary of FCL.
4. The interest disclosed comprised 1,175,168,505 shares beneficially owned by Ascendas Land through Riverbook. Ascendas Land is a wholly-owned subsidiary of Ascendas.
5. The interest disclosed comprised 1,175,168,505 shares held by Riverbook, which is a wholly-owned subsidiary of Ascendas Land.
6. The interest disclosed comprised 52,147,045 shares held by Mr. Ng, 188,636,100 shares held by NCH and 156,970,681 shares held by Newmark Capital Corporation Limited ("NCC"). Under the provisions of Part XV of the SFO, Mr. Ng was deemed to control or have an interest in NCH and NCC.
7. The interest disclosed comprised 188,636,100 shares held by NCH and 156,970,681 shares held by NCC.

Save as disclosed above, as at 30 September 2006, there was no other person who had any interest or short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

附註：

1. 所披露之權益包括由F&N Investments透過VCL實益擁有之1,175,168,505股股份及由FCL透過FCL China實益擁有之2,672,341,390股股份。F&N Investments及FCL兩者乃花莎尼之全資附屬公司。
2. 所披露之權益包括由VCL持有之1,175,168,505股股份。VCL乃F&N Investments之全資附屬公司。
3. 所披露之權益包括由FCL China持有之2,672,341,390股股份。FCL China乃FCL之全資附屬公司。
4. 所披露之權益包括由Ascendas Land透過Riverbook實益擁有之1,175,168,505股股份。Ascendas Land乃騰飛之全資附屬公司。
5. 所披露之權益包括由Riverbook持有之1,175,168,505股股份。Riverbook乃Ascendas Land之全資附屬公司。
6. 所披露之權益包括由黃先生持有之52,147,045股股份、由NCH持有之188,636,100股股份及由Newmark Capital Corporation Limited(「NCC」)持有之156,970,681股股份。根據證券及期貨條例第XV部之規定，黃先生被視為可控制或擁有於NCH及NCC中之權益。
7. 所披露之權益包括由NCH持有之188,636,100股股份及由NCC持有之156,970,681股股份。

除上文所披露外，於二零零六年九月三十日，概無其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司披露或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權益或淡倉。

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 30 September 2006 or at anytime during the year ended 30 September 2006.

1. On 29 May 2002, Vision (Shenzhen) Business Park Co., Ltd. ("VSBP"), a 95% owned subsidiary of the Company, entered into an agreement with the Company whereby the Company agreed to provide a fixed deposit charge and a corporate guarantee to a bank in favour of VSBP to secure loan facilities from the bank for VSBP. VSBP 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 RMB52,000,000 (approximately HK\$50,856,000) were utilised by VSBP.

During the year, a total fee of approximately RMB1,530,000 (approximately HK\$1,496,000) was charged to VSBP.

2. On 7 May 2003, the Company entered into a connected transaction pursuant to a Marketing Agency Agreement with Ascendas Services Pte. Ltd. ("Ascendas Services"). 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 for a term of 36 months from the date of the Marketing Agency Agreement.

董事之合約權益及關連交易

除下文所披露外，於二零零六年九月三十日或於截至二零零六年九月三十日止年度之任何時間，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。

1. 於二零零二年五月二十九日，本公司擁有95%權益之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銀行作出固定存款押記及公司擔保，以取得銀行給予深圳威新之抵押貸款備用額。深圳威新同意在抵押品仍然有效時向本公司支付有抵押貸款數額5%的總擔保費。年內，深圳威新動用之貸款備用額達人民幣52,000,000元（約港幣50,856,000元）。

年內，深圳威新支付之總費用約為人民幣1,530,000元（約港幣1,496,000元）。

2. 於二零零三年五月七日，本公司與Ascendas Services Pte. Ltd.（「Ascendas Services」）簽訂市場推廣代理協議，因而進行了一項關連交易。根據市場推廣代理協議，Ascendas Services為Vision Business Park Marketing Services Ltd.（「VBPMS」）提供非專利市場推廣代理服務，於市場推廣代理協議之日起計36個月內向中國國內及國外之客戶推廣及吸納客戶，推廣商業園內已興建設施及量身訂造之設施之單位。

Ascendas Services is an indirect wholly-owned subsidiary of Ascendas, a substantial shareholder of the Company. As such, Ascendas Services is a connected person of the Company under the Listing Rules. During the year, no fee was charged to VBPMs.

- On 17 November 2004, VSBP and JURONG International Constructors (Suzhou) Co., Ltd. ("JIC (Suzhou)"), 100% beneficially owned by JTC Corporation, which also owns a 100% beneficial interest in Ascendas, a substantial shareholder of the Company, 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, VSBP 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\$168,000). The consultancy fee has been determined after an arm's length negotiation 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 VSBP upon signing the Design Audit Contract, with the balance payable in accordance with the progress of work which was estimated for a period of eight months.

Ascendas Services為騰飛之間接全資附屬公司，騰飛為本公司之主要股東。因此，根據上市規則，Ascendas Services為本公司之關連人士。年內，概無收取VBPMs任何費用。

- 於二零零四年十一月十七日，深圳威新與裕廊國際工程(蘇州)有限公司(「裕廊國際(蘇州)」)訂立設計審核合約及工料測量合約。裕廊國際(蘇州)乃JTC Corporation全資實益擁有之公司，JTC Corporation擁有本公司之主要股東騰飛全部實益權益，根據上市規則，其為本公司之關連人士)。

根據設計審核合約，深圳威新委任裕廊國際(蘇州)為顧問，為於深圳威新軟件科技園興建之一幢6層高及一幢7層高附設半層地庫停車場之大樓，以及一幢2層高康樂中心(「第2A期項目」)提供設計審核服務，顧問費為人民幣175,000元(約港幣168,000元)。顧問費乃由合約方參照深圳相關機構釐定設計審核服務價格而公佈之市場指標，按公平基準磋商釐定。深圳威新於簽訂設計審核合約時支付顧問費之20%作首期，餘額乃根據工程之進度，預期於八個月期內支付。

Pursuant to the Quantity Surveying Contract, VSBP appointed JIC (Suzhou) as consultant to provide quantity surveying services for Project Phase 2A for a consultancy fee of RMB780,000 (approximately HK\$750,000). The consultancy fee was determined after an arm's length negotiation between the parties thereto with reference to the fee quote made by another independent quantity surveyor was 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 VSBP upon signing the Quantity Surveying Contract, with the balance payable in accordance with the progress of work. The quantity surveying services to be rendered under Project Phase 2A was estimated for a period of 23 months. For continual consultancy services to be rendered beyond the stipulated durations, if required, an additional monthly fee of RMB33,900 (approximately HK\$33,000) for Project Phase 2A will be payable by VSBP to JIC (Suzhou).

During the year, consultancy fees for design audit services and quantity surveying services of RMB70,000 (approximately HK\$68,000) and RMB144,000 (approximately HK\$141,000) respectively were charged to VSBP.

On 12 April 2006, Jurong Consultants Pte. Ltd. ("Jurong") accepted an offer letter dated 12 April 2006 from Pacificwide Holdings Limited ("Pacificwide") whereby Jurong shall provide consultancy services for the development site of about 250,000 sm in Shenzhen for a fee of S\$126,000 (approximately HK\$604,000). VSBP and Pacificwide are 95% and 100% owned by the Company respectively. Both JIC (Suzhou) and Jurong are 100% beneficially owned by JTC Corporation, which also owns a 100% beneficial interest in Ascendas, a substantial shareholder of the Company. Accordingly, JIC (Suzhou) and Jurong are connected persons of the Company under the Listing Rules.

根據工料測量合約，深圳威新委任裕廊國際(蘇州)為顧問，就第2A期項目提供工料測量服務，顧問費為人民幣780,000元(約港幣750,000元)。該顧問費透過雙方商議並參考由另一獨立工料測量師作出之費用報價並經公平磋商後釐定，為不遜於由獨立測量師所報之費用報價。深圳威新於簽訂工料測量合約時支付第2A期項目顧問費之10%作首期，餘額乃根據工程進度支付。第2A期項目提供之工料測量服務預期於23個月完成。如需要於超過指定期限提供工料測量服務，深圳威新將就第2A期項目向裕廊國際(蘇州)額外支付月費人民幣33,900元(約港幣33,000元)。

年內，向深圳威新支付設計審核合約及工料測量之顧問費為人民幣70,000元(約港幣68,000元)及人民幣144,000元(約港幣141,000元)。

於二零零六年四月十二日，Jurong Consultants Pte. Ltd. (「Jurong」)接納Pacificwide Holdings Limited (「Pacificwide」)日期為二零零六年四月十二日之報價函件，據此，Jurong將為深圳約250,000平方米之發展地盤提供顧問服務，費用為126,000新加坡元(約港幣604,000元)。深圳威新及Pacificwide分別由本公司擁有95%及100%權益。裕廊國際(蘇州)及Jurong均由JTC Corporation全資實益擁有，而JTC Corporation亦於本公司一名主要股東騰飛擁有全部實益權益。因此，根據上市規則，裕廊國際(蘇州)及Jurong均為本公司之關連人士。

Pursuant to Rule 14A.25, the Design Audit Contract, the Quantity Surveying Contract and the Offer Letter should be aggregated and treated as if they were one transaction for the purpose of Chapter 14A of the Listing Rules.

During the year, a consultancy fee of S\$126,000 (approximately HK\$623,000) was charged to VSBP.

4. On 16 July 2004 and 1 April 2005 respectively, Vision Huaqing (Beijing) Development Co. Ltd. ("Vision Huaqing"), a 60% owned subsidiary of the Company, and THSP Property Management Corp. ("THSP") entered into two Property Management Contracts whereby Vision Huaqing has agreed to appoint THSP as the property manager to provide property management services for Vision International Centre ("VIC") during the periods from 15 September 2004 to 31 March 2005 and from 1 April 2005 to 14 September 2006 respectively at a fee which is calculated as to 8% of the total monthly gross management fees received from the tenants of VIC.

On 12 April 2006, VSBP, a 95% owned subsidiary of the Company, and Beijing Huaqing S.D. Real Estate Consulting Co., Ltd. ("Beijing Huaqing") entered into the Cooperation Agreement whereby VSBP has agreed to appoint Beijing Huaqing as the consultant to provide coordination and liaison services for the development site of about 250,000 sm in Shenzhen during the period from 15 April 2006 to 14 October 2006 at a consideration of RMB200,000 (approximately HK\$193,000).

根據規則第14A.25條，設計審核合約、工料測量合約及報價函件應根據上市規則第14A章視作一項交易而須合併計算。

年內，向深圳威新收取之顧問費為126,000新加坡元（約港幣623,000元）。

4. 分別於二零零四年七月十六日及二零零五年四月一日，威新華清（北京）置業發展有限公司（「威新華清」），本公司擁有60%權益之附屬公司與北京華清物業管理有限責任公司（「華清物業」）訂立兩份物業管理合約，據此，威新華清同意委任華清物業為物業管理人，分別於二零零四年九月十五日至二零零五年三月三十一日期間及於二零零五年四月一日至二零零六年九月十四日期間為威新國際大廈（「威新國際大廈」）提供物業管理服務，費用為威新國際大廈收取租客之總管理月費之8%。

於二零零六年四月十二日，深圳威新（本公司擁有95%權益之附屬公司）與北京華清科建房地產顧問有限責任公司（「北京華清」）訂立合作協議，據此，深圳威新同意委聘北京華清為顧問，於二零零六年四月十五日至二零零六年十月十四日期間為深圳發展面積約250,000平方米之地盤提供溝通及協調服務，代價人民幣200,000元（約港幣193,000元）。

Vision Huaqing and VSBP are 60% and 95% owned by the Company respectively. Both THSP and Beijing Huaqing are 80% beneficially owned by Tsinghua Science Park Co., Ltd. ("TSP"), which is a 40% substantial shareholder of Vision Huaqing. Accordingly, THSP and Beijing Huaqing are connected persons of the Company under the Listing Rules. Pursuant to Rule 14A.25 of the Listing Rules, the Property Management Contracts and the Cooperation Agreement should be aggregated and treated as if they were one transaction for the purpose of Chapter 14A of the Listing Rules.

According to the announcement on 4 April 2005, the Directors have set the annual cap fee payable by Vision Huaqing to THSP under the Property Management Contract to be RMB1.2 million for the Company's financial year ended 31 December 2006. As the Company's financial year end date has been changed to 30 September 2006, the annual cap fee under the Property Management Contract for the years ended 30 September 2006 and the year ending 30 September 2007 should therefore be adjusted to RMB900,000 and RMB300,000 respectively.

Since the Cooperation Agreement covers the period from 15 April 2006 to 14 October 2006, the annual cap fee under this Agreement for the years ended 30 September 2006 and the year ending 30 September 2007 should therefore be approximately RMB190,000 and RMB17,000 respectively.

Accordingly, the Directors propose to set the annual caps for the aggregate consideration pursuant to the Property Management Contract and the Cooperation Agreement at approximately RMB1,090,000 (approximately HK\$1,052,000) and RMB317,000 (approximately HK\$306,000) for the Company's financial years ended 30 September 2006 and the year ending 30 September 2007 respectively.

威新華清及深圳威新分別由本公司擁有60%及95%權益。華清物業及北京華清由擁有威新華清40%權益之主要股東啓迪控股股份有限公司(「啓迪」)實益擁有80%權益。因此，根據上市規則，華清物業及北京華清為本公司之關連人士。根據上市規則第14A.25條，物業管理合約及合作協議應根據上市規則第14A章視作一項交易而須合併計算。

根據二零零五年四月四日之公佈，董事根據物業管理合約設定威新華清就本公司截至二零零六年十二月三十一日止財政年度應付華清物業之年度上限費用為人民幣1,200,000元。由於本公司之財政年度年結日已改為二零零六年九月三十日，因此，根據物業管理合約就截至二零零六年九月三十日及二零零七年九月三十日止年度之年度上限費用應分別調整至人民幣900,000元及人民幣300,000元。

由於合作協議涵蓋二零零六年四月十五日至二零零六年十月十四日期間，因此，根據合作協議就截至二零零六年九月三十日及二零零七年九月三十日止年度之年度上限費用應分別為約人民幣190,000元及人民幣17,000元。

因此，董事擬根據物業管理合約及合作協議就本公司截至二零零六年九月三十日及二零零七年九月三十日止財政年度之代價總額設定年度上限分別約人民幣1,090,000元(約港幣1,052,000元)及人民幣317,000元(約港幣306,000元)。

During the year, fees of RMB804,000 (approximately HK\$786,000) and RMB132,000 (approximately HK\$129,000) were charged to Vision Huaqing and VSBP, respectively.

The independent non-executive directors of the Company had reviewed the continuing connected transactions made during the year ended 30 September 2006 and confirmed that:

- (1) the continuing connected transactions had been entered into in the ordinary and usual course of business of the Company;
- (2) the continuing connected transactions had been conducted on normal commercial terms;
- (3) the continuing connected transactions had been entered into in accordance with the agreement governing the transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole; and
- (4) the continuing connected transactions had been entered into such that the aggregate amount for the year ended 30 September 2006 did not exceed the annual cap disclosed in the previous announcement.

The auditors of the Company had also been confirmed to the Board of Directors of the Company that:

- (1) the continuing connected transactions had been approved of the Company's Board of Directors;
- (2) the continuing connected transactions had been entered into in accordance with the agreement governing the transactions; and
- (3) the continuing connected transactions had been entered into such that the aggregate amount for the year ended 30 September 2006 did not exceed the annual cap disclosed in the previous announcement.

年內，威新華清及深圳威新分別支付之費用為人民幣804,000元（約港幣786,000元）及人民幣132,000元（約港幣129,000元）。

本公司獨立非執行董事已審閱於截至二零零六年九月三十日止年度期間進行之持續關連交易及確認：

- (1) 持續關連交易乃於本公司日常及一般業務過程中訂立；
- (2) 持續關連交易乃按一般商業條款進行；
- (3) 持續關連交易乃根據監管此等交易之協議訂立，均公平合理及符合本公司股東整體利益；及
- (4) 持續關連交易截至二零零六年九月三十日止年度之總金額並不超出先前公佈披露之年度上限。

本公司核數師亦已向本公司董事會確認：

- (1) 持續關連交易已獲本公司董事會批准；
- (2) 持續關連交易乃根據監管該等交易之協議訂立；及
- (3) 持續關連交易截至二零零六年九月三十日止年度之總金額並不超出先前公佈披露之年度上限。

5. Since 1 October 2004, the Company has from time to time engaged Angela Wang & Co ("AW&Co"), a firm of solicitors in Hong Kong, as the legal advisers to the Company in various matters including corporate, litigation and attestation of documents. There has been no written retainer agreement or exclusivity of service agreement between the Company and AW&Co. Terms of service have been negotiated on a case-to-case basis and the Directors believe that the services have been provided on normal commercial terms which are not more favourable to AW&Co than those to any other independent third parties.

During the period from 1 October 2004 to 9 June 2006, the Company has been billed in an aggregate fee of approximately HK\$1,644,000 to AW&Co. Ms. Wang Poey Foon, Angela is the senior partner of AW&Co. She has been appointed as a non-executive director of the Company since 1 October 2004. Accordingly, AW&Co is a connected person of the Company under the Listing Rules.

Pursuant to Rule 14A.25, it was considered that the various transactions handled by AW&Co for the Company should be aggregated and treated as if they were one transaction for the purpose of Chapter 14A of the Listing Rules.

During the year, a services fee of HK\$663,000 was charged to the Company.

6. During the period from 1 October 2005 to 31 March 2006, Shanghai Zhong Jun Real Estate Development Co. Ltd. ("Shanghai Zhong Jun"), a subsidiary of the Company, has engaged Shanghai Frasers Management Consultancy Co. Ltd. ("SFMC") for the provision of management consultancy services. Shanghai Zhong Jun has paid the sum of RMB1,008,000 (approximately HK\$973,000) as the management consultancy fees as disclosed in the Company's 2005/06 Interim Report ("Previous Transactions").

5. 由二零零四年十月一日起，本公司不時委聘一家香港律師事務所王培芬律師事務所（「王培芬律師事務所」）擔任本公司之法律顧問，就包括公司、訴訟及文件證明在內之多方面事項提供意見。本公司與王培芬律師事務所之間並無任何書面留任協議或獨家服務協議。服務條款乃按個別情況磋商釐定，董事相信，該等服務乃按一般商業條款提供，給予王培芬律師事務所之條款並不優於向任何其他獨立第三方所提供之條款。

於二零零四年十月一日至二零零六年六月九日期間，王培芬律師事務所向本公司開列合計費用約港幣1,644,000元之賬單。王培芬女士為王培芬律師事務所之高級合夥人。彼自二零零四年十月一日起獲委任為本公司非執行董事。因此，根據上市規則，王培芬律師事務所為本公司之關連人士。

根據規則14A.25條，由王培芬律師事務所為本公司處理之多項交易，應根據上市規則第14章視作一項交易而須合併計算。

年內，向本公司收取之服務費為港幣663,000元。

6. 於二零零五年十月一日至二零零六年三月三十一日期間，本公司附屬公司上海仲駿房地產開發有限公司（「上海仲駿」）聘請上海星獅管理諮詢有限公司（「SFMC」）提供管理顧問服務。正如本公司二零零五／零六年中期報告所披露，上海仲駿已支付管理顧問費合共人民幣1,008,000元（約港幣973,000元）（「先前交易」）。

On 28 July 2006, Shanghai Zhong Jun and SFMC entered into the following agreements:

- (1) Project Management Agreement whereby Shanghai Zhong Jun appointed SFMC as the sole and exclusive project manager for the proposed residential development project situated at Plot No. 2 Si Chen Road, Songjiang District and Plot No. 1 Gu Lang Road, Songjiang District of which Shanghai Zhong Jun is the registered owner and developer (the "Project") for a project management fee calculated at 3% of the total construction cost of the Project; and
- (2) Corporate Management Services Agreement whereby Shanghai Zhong Jun appointed SFMC as the consultant to provide or cause to provide certain corporate management services to Shanghai Zhong Jun for a total corporate management services fee of RMB2,000,000 (approximately HK\$1,934,400) for a period of 6 months from 1 April 2006 to 30 September 2006.

Shanghai Zhong Jun is owned as to 52.04% by the Company, 42.96% by Fraser and Neave Limited ("F&N"), a substantial shareholder of the Company, and 5% by an independent third party. SFMC is 100% beneficially owned by F&N. Accordingly, SFMC is a connected person of the Company under the Listing Rules.

Pursuant to Rule 14A.25, the Previous Transactions, Project Management Agreement and the Corporate Management Services Agreement should be aggregated and treated as if they were one transaction for the purpose of Chapter 14A of the Listing Rules.

During the year, a total fee of approximately RMB3,473,000 (approximately HK\$3,396,000) was charged to Shanghai Zhong Jun.

於二零零六年七月二十八日，上海仲駿與SFMC訂立下列協議：

- (1) 項目管理協議，據此，上海仲駿委任SFMC為位於松江區泗陳公路2號地塊及松江區鼓浪路1號地塊之計劃住宅發展項目之唯一及獨家項目經理，上海仲駿為登記業主及發展商（「該項目」），項目管理費按該項目總建築成本之3%計算；及
- (2) 公司管理服務協議，據此，上海仲駿委任SFMC為顧問，於二零零六年四月一日至二零零六年九月三十日之六個月期間向上海仲駿提供或促成提供若干公司管理服務，公司管理服務費用總額為人民幣2,000,000元（約港幣1,934,400元）。

上海仲駿分別由本公司、本公司主要股東花莎尼有限公司（「花莎尼」）及一名獨立第三方擁有52.04%、42.96%及5%。SFMC由花莎尼全資實益擁有。因此，根據上市規則，SFMC為本公司之關連人士。

根據規則第14A.25條，先前交易、項目管理協議及公司管理服務協議應根據上市規則第14A章視作一項交易而須合併計算。

年內，向上海仲駿收取之總費用約為人民幣3,473,000元（約港幣3,396,000元）。

7. As at 30 September 2006, the Company, through its wholly-owned subsidiaries, advanced a total sum of approximately HK\$138,000,000 as shareholder's loans to VSBP. VSBP 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 VSBP's working capital requirement. With an interest rate of 5% per annum, the shareholder's loans are repayable on demand.

During the year, an interest income of approximately HK\$6,927,000 was charged to VSBP.

Directors' Interests in Competing Businesses

The following directors of the Company are considered to have interests in businesses 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 the Group Chief Executive Officer of Fraser and Neave Limited ("F&N"), and a Director and Deputy Chairman of the Board of Directors of Frasers Centrepoint Limited ("FCL") which is a property investment and development company in Singapore. FCL engages in the development and marketing of housing units, management of offices, shopping malls and serviced apartments both locally and abroad.

Mr. Goh Yong Chian, Patrick is a Director of FCL. He is also an Alternate Director to Dr. Han Cheng Fong of the Board of F&N.

Mr. Lim Ee Seng is the Chief Executive Officer and a Director of FCL.

7. 於二零零六年九月三十日，本公司透過其全資附屬公司向深圳威新墊付股東貸款總額約港幣138,000,000元。深圳威新分別由本公司及三九工程開發總公司實益擁有95%及5%權益，三九工程開發總公司為與本公司或其任何附屬公司之主要股東、董事及最高行政人員或彼等各自之聯繫人概無關連之獨立第三方。該等股東貸款乃用作應付深圳威新之營運資金。股東貸款按年利率5%計息，須在要求時償還。

年內，向深圳威新收取之利息約為港幣6,927,000元。

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：

韓禎豐博士為花莎尼有限公司(「花莎尼」)之集團行政總裁及 Frasers Centrepoint Limited(「FCL」)董事會之董事及副主席，該公司乃新加坡一間物業投資及發展公司。FCL於新加坡及海外從事房屋單位發展及營銷、辦公室、購物商場及服務式公寓之管理。

吳榮鈿先生為FCL之董事。彼亦為花莎尼董事會董事韓禎豐博士之替任董事。

林怡勝先生為FCL之行政總裁及董事。

Ms. Chong Siak Ching is the President, the Chief Executive Officer and a Director of Ascendas Pte. Ltd. ("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 and its subsidiaries are developers, managers and marketers 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 a 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 anytime (including during any such initial term). As at 30 September 2006, 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.

Major Customers and Suppliers

For the year ended 30 September 2006, the five largest suppliers and the largest supplier of the Group accounted for approximately 67% and 24% of the total value of the Group's purchases respectively.

The aggregate revenue attributable to the Group's five largest customers was approximately 15% of the Group's revenue.

張雪倩女士為騰飛私人有限公司(「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。騰飛及其附屬公司乃新加坡、中國、印度及菲律賓之科學園、商業園及工業園之發展、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(包括任何有關初期任期)向對方發出不少於六個月之書面通知而予以終止為止。於二零零六年九月三十日，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無償(法定賠償除外)終止之服務合約。

主要客戶及供應商

截至二零零六年九月三十日止年度，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67%及24%。

本集團五大客戶所佔總收益約為本集團收益之15%。

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.

Directors' Remuneration

The directors' fee are subject to shareholders' approval at general meeting. Other emoluments are determined by the Company's Board of Directors with reference to directors' duties, responsibilities and performance and the results of the Group.

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 of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Employee Information

As at 30 September 2006, the Company and its subsidiaries had 185 employees (2005: 190). Salaries of employees are maintained at competitive levels while bonuses may be granted on a discretionary basis. Other employee benefits include a 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.

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。

董事之酬金

董事之袍金須在股東大會獲股東批准。其他酬金由本公司董事會參考董事之職責、責任及表現及本集團業績釐定。

優先認股權

本公司之公司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

於二零零六年九月三十日，本公司及其附屬公司共僱用185名員工(二零零五年：190名)。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。

Corporate Governance Report

Details of the Corporate Governance Report are set out on pages 171 to 190 of the annual report.

Auditors

During the year, PricewaterhouseCoopers resigned as auditors of the Company and Ernst & Young were appointed by the directors to fill the casual vacancy so arising. There have been no others changes of auditors in the past three years.

A resolution for the reappointment of Ernst & Young 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, 3 November 2006

企業管治報告


企業管治報告詳情列載於本年報第171至第190頁。

核數師

年內，羅兵咸永道會計師事務所辭任本公司核數師及安永會計師事務所獲董事會委任填補由此產生之空缺。於過往三年內概無轉換其他任何核數師。

本公司將於應屆股東週年大會提呈決議案，續聘安永會計師事務所為本公司核數師，直至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，二零零六年十一月三日