

Report of the Directors

董事會報告

The Directors present their report and the audited financial statements of the Group for the year ended 31 December 2005.

CHANGE OF COMPANY NAME

Pursuant to the special resolution passed at a special general meeting held on 4 February 2005 and the approval by the Registrar of Companies in Bermuda, the name of the Company has been changed from “Global China Group Holdings Limited” to “Sing Tao News Corporation Limited” with effect from 4 February 2005.

The Company has also adopted the new Chinese name “星島新聞集團有限公司” in place of the previous Chinese name “泛華集團控股有限公司” for identification purpose only.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the Company's principal subsidiaries are set out in note 46 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2005 and the state of affairs of the Company and the Group at that date are set out in this annual report on pages 49 to 193.

The Directors recommend the payment of a final dividend of HK0.5 cents per ordinary share and a special final dividend of HK1.0 cent per ordinary share in respect of the year ended 31 December 2005 payable on 24 May 2006 to shareholders whose names appear on the register of members of the Company on 17 May 2006. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the balance sheet. Together with the interim dividend of HK0.5 cents per ordinary share paid to shareholders on 25 October 2005, the total annual dividend will be HK2.0 cents per ordinary share for the financial year (2004: Nil).

董事謹提呈本集團截至二零零五年十二月三十一日止年度之年報及經審核財務報表。

更改公司名稱

根據於二零零五年二月四日舉行之股東特別大會上通過之特別決議案，以及百慕達公司註冊處之批准，本公司之名稱由「Global China Group Holdings Limited」更改為「Sing Tao News Corporation Limited」，由二零零五年二月四日起生效。

本公司已採納新中文名稱「星島新聞集團有限公司」，以代替前中文名稱「泛華集團控股有限公司」，為僅供識別之用。

主要業務

本公司之主要業務為投資控股，其主要附屬公司之主要業務載於財務報表附註46內。本集團之主要業務性質在本年度內並無重大變動。

業績及股息

本集團截至二零零五年十二月三十一日止年度之溢利及本公司與本集團於當日之業務狀況載於本年報第49至193頁。

董事建議於二零零六年五月二十四日向於二零零六年五月十七日名列於本公司股東名冊內之股東派發截至二零零五年十二月三十一日止年度之末期股息每股普通股0.5港仙及特別末期股息每股普通股1.0港仙。此項建議已記錄在財務報表中，並在資產負債表內之股本項下列作保留溢利之分配。連同於二零零五年十月二十五日向股東派發中期股息每股普通股0.5港仙，本財政年度之全年股息總額將為每股普通股2.0港仙（二零零四年：無）。

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SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and minority interests of the Group for the last five financial years/period, as extracted from the audited financial statements and restated as appropriate, is set out on page 198 of this annual report. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment of the Company and the Group, and investment properties of the Group during the year are set out in notes 16 and 17 to the financial statements, respectively. Further details of the Group's investment properties are set out on page 197 of this annual report.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 35 and 36 to the financial statements, respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda, which would oblige the Company to offer new shares on a pro rata basis to the existing shareholders.

財務資料概要

本集團過去五個財政年度／期間之已公佈業績以及資產負債以及少數股東權益概要（乃摘錄自經審核財務報表並於適當情況下重列）載於本年報第198頁內。此概要並不屬於經審核財務報表之一部份。

物業、廠房與設備及投資物業

本公司與本集團之物業、廠房與設備及本集團之投資物業於本年度之變動詳情分別載於財務報表附註16及17內。本集團投資物業之詳細資料載於本年報第197頁。

股本及購股權

本公司之股本及購股權於本年度之變動詳情分別載於財務報表附註35及36內。

優先購買權

本公司之公司細則或百慕達法例中並無優先購買權之規定，強制本公司須按比例向現時股東提呈發售新股。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year, the Company repurchased certain of its shares on the Stock Exchange and these shares were subsequently cancelled by the Company. Further details of these transactions are set out in note 35 to the financial statements.

Except as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 37 to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 December 2005, the Company's reserves available for cash distribution and/or distribution in specie, calculated in accordance with accounting principles generally accepted in Hong Kong, amounted to approximately HK\$603,259,000 (2004: approximately HK\$551,871,000), of which HK\$26,611,000 has been proposed as final and special final dividends for the year. In addition, the Company's share premium account, in the amount of approximately HK\$3,946,000 (2004: approximately HK\$4,504,000), may be distributed in the form of fully paid bonus shares.

購買、贖回或出售本公司之上市證券

於年內，本公司在聯交所購回其若干股份，而該等股份其後由本公司註銷。該等交易之詳細資料載於財務報表附註35。

除上文所披露者外，本公司或其任何附屬公司於本年度並無購買、贖回或出售本公司任何上市證券。

儲備

本公司與本集團於本年度之儲備變動詳情分別載於財務報表附註37及綜合權益變動表內。

可供分派儲備

於二零零五年十二月三十一日，本公司根據香港公認會計準則而可供現金分派及／或實物分派之儲備為約603,259,000港元（二零零四年：約551,871,000港元），其中26,611,000港元已擬作本年度之末期及特別末期股息。此外，本公司之股份溢價賬合共約3,946,000港元（二零零四年：約4,504,000港元）可以繳足紅股之方式進行分派。

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CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling approximately HK\$1,089,000 (2004: approximately HK\$1,114,000).

MAJOR CUSTOMERS AND SUPPLIERS

For the year under review, the aggregate amount of turnover attributable to the Group's five largest customers represented less than 30% of the Group's total turnover. The aggregate amount of purchases attributable to the Group's five largest suppliers represented about 53% of the Group's total purchases and the purchase attributable to the Group's largest supplier was about 19% of the Group's total purchases.

As one of the Group's five largest suppliers is a jointly-controlled entity of the Group, Mr. Ho Tsu Kwok, Charles, being an executive director of the Company and controls a company which is the controlling shareholder of the Company, is deemed to have interest in the said supplier. Save as disclosed herein, none of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

慈善捐款

本集團於本年度合共捐出約1,089,000港元慈善捐款（二零零四年：約1,114,000港元）。

主要客戶及供應商

於回顧年度，本集團五大客戶之營業總額佔本集團營業總額不足30%。本集團五大供應商之採購總額佔本集團採購總額約53%，而本集團最大供應商之採購額佔本集團採購總額約19%。

因屬於本集團五大供應商之一之供應商為本集團之共同控制公司，而執行董事何柱國先生因同時控制一間為本公司控股股東之公司，故何柱國先生被視為擁有上述供應商之權益。除本文所披露外，董事、彼等之聯繫人士或據董事所知任何擁有本公司已發行股本5%以上之股東，一概無擁有本集團五大客戶或供應商之任何實益權益。

DIRECTORS

The Directors during the year were:

Executive directors:

Mr. Ho Tsu Kwok, Charles
Mr. Jia Hongping
Mr. Jim Sui Hing
Mr. Lai Ting Yiu
Mr. Lau Chung Man, Louis (appointed on 1 June 2005)
Mr. Lo Wing Hung
Mrs. Sy Wong Chor Fong
Mr. Yang Yiu Chong, Ronald Jeffrey
Mr. Wong Wai Ming (resigned on 12 April 2005)

Non-executive director:

Mr. Leung Chun Ying

Independent non-executive directors:

Mr. Timothy David Dattels
Ms. Ho Chiu King, Pansy Catilina
Mr. King Richard Yun Zing
Mr. Lee Cho Jat (appointed on 27 May 2005)
Mr. Tung Chee Chen
Dr. Tong Yuk Lun, Paul (resigned on 27 May 2005)

According to bye-law 86(2) of the Company's bye-laws, Mr. Lau Chung Man, Louis and Mr. Lee Cho Jat shall hold office until the forthcoming annual general meeting of the Company ("AGM") and shall then be eligible for re-election at that meeting.

According to bye-law 87(1) of the Company's bye-laws, Mr. Jim Sui Hing, Mr. Leung Chun Ying and Mr. Lo Wing Hung shall retire at the AGM. Mr. Jim Sui Hing does not seek for re-election. Mr. Leung Chun Ying and Mr. Lo Wing Hung being eligible, will offer themselves for re-election at the AGM.

董事

本年度之董事如下：

執行董事：

何柱國先生
賈紅平先生
詹瑞慶先生
黎廷瑤先生
劉仲文先生（於二零零五年六月一日獲委任）
盧永雄先生
施黃楚芳女士
楊耀宗先生
黃偉明先生（於二零零五年四月十二日辭任）

非執行董事：

梁振英先生

獨立非執行董事：

Timothy David Dattels先生
何超瓊女士
金元成先生
李祖澤先生（於二零零五年五月二十七日獲委任）
董建成先生
唐玉麟博士（於二零零五年五月二十七日辭任）

根據本公司之公司細則第86(2)條，劉仲文先生及李祖澤先生將留任至本公司應屆股東週年大會（「股東週年大會」）為止，並符合資格於應屆股東週年大會上膺選連任。

根據本公司之公司細則第87(1)條，詹瑞慶先生、梁振英先生及盧永雄先生將於股東週年大會上退任。惟詹瑞慶先生不再膺選連任，而梁振英先生及盧永雄先生均符合資格並願意在股東週年大會上膺選連任。

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DIRECTORS *(continued)*

The Company has received annual confirmations of independence from Mr. Timothy David Dattels, Ms. Ho Chiu King, Pansy Catilina, Mr. King Richard Yun Zing, Mr. Lee Cho Jat and Mr. Tung Chee Chen and considers them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 19 to 25 of this annual report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

The Directors' fees are subject to shareholders' approval at general meetings of the Company every year. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 43 to the financial statements, none of the Directors had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

董事 (續)

本公司已接獲Timothy David Dattels先生、何超瓊女士、金元成先生、李祖澤先生及董建成先生之年度獨立確認書，認為彼等均為獨立人士。

董事及高級管理層履歷

董事及本集團高級管理層之履歷載於本年報第19至25頁。

董事之服務合約

董事概無與本公司或其任何附屬公司訂立本集團不可於一年內不作補償(法定補償除外)而終止之服務合約。

董事薪酬

董事之袍金須在本公司每年股東大會上獲股東批准後方可作實。其他報酬乃由本公司董事會參照董事職務、責任與表現以及本集團業績而釐定。

董事之合約權益

除財務報表附註43所披露外，董事概無在本公司或其任何附屬公司於本年度訂立並對本集團業務有重大影響之合約中，直接或間接擁有任何重大權益。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2005, the interests and short positions of the Directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in Appendix 10 of the Listing Rules, were as follows:

Long positions:

Name of director	Notes	Number of ordinary shares held, capacity and nature of interest 所持普通股數目、身份及權益性質			Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
		Personal interests	Corporate interests	Total	
董事姓名	附註	個人權益	公司權益	總數	
Mr. Ho Tsu Kwok, Charles	何柱國先生 (1)	-	852,395,000	852,395,000	46.53%
Mrs. Sy Wong Chor Fong	施黃楚芳女士 (2)	1,250,000	163,919,000	165,169,000	9.02%

Notes:

- (1) Of these shares, 849,896,000 and 2,499,000 shares were held by Luckman Trading Limited ("Luckman") and Yosham Limited, respectively, which were beneficially owned by Mr. Ho Tsu Kwok, Charles.
- (2) The corporate interests of 163,919,000 shares were held by Stagelight Group Limited ("Stagelight"), which was beneficially owned by Mrs. Sy Wong Chor Fong and her family members.

董事所持股份及相關股份權益及淡倉

於二零零五年十二月三十一日，董事於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中，擁有根據證券及期貨條例第352條存置之登記冊所記錄或根據上市規則附錄10所載之標準守則須知會本公司及聯交所之權益或淡倉如下：

好倉：

Number of ordinary shares held, capacity and nature of interest 所持普通股數目、身份及權益性質

Name of director	Notes	Number of ordinary shares held, capacity and nature of interest 所持普通股數目、身份及權益性質			Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
		Personal interests	Corporate interests	Total	
董事姓名	附註	個人權益	公司權益	總數	
Mr. Ho Tsu Kwok, Charles	何柱國先生 (1)	-	852,395,000	852,395,000	46.53%
Mrs. Sy Wong Chor Fong	施黃楚芳女士 (2)	1,250,000	163,919,000	165,169,000	9.02%

附註：

- (1) 該等股份當中，849,896,000股及2,499,000股分別由Luckman Trading Limited（「Luckman」）及Yosham Limited持有。該兩間公司均由何柱國先生實益擁有。
- (2) 公司權益之股份163,919,000股由Stagelight Group Limited（「Stagelight」）持有，該公司由施黃楚芳女士及其家庭成員實益擁有。

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DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

The interests of the Directors in the share options of the Company are separately disclosed in note 36 to the financial statements.

In addition to the above, certain Directors have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Group solely for the purpose of complying with the minimum company membership requirements.

Save as disclosed above, as at 31 December 2005, none of the Directors had registered an interest or short position in shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed in the share option schemes disclosures in note 36 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

董事所持股份及相關股份權益及淡倉 (續)

董事持有本公司購股權之權益另獨立披露於財務報表附註36內。

除上述者外，若干董事為本集團之利益於若干附屬公司持有非實益個人股本權益，此舉僅為符合最低公司成員之規定。

除上文所披露者外，於二零零五年十二月三十一日，概無董事於本公司或任何相聯法團之股份中有任何權益或淡倉而須記入根據證券及期貨條例第352條存置之登記冊或根據標準守則須知會本公司及聯交所。

董事收購股份之權利

除財務報表附註36購股權計劃所披露外，本公司於本年度並無向任何董事或彼等各自之配偶或未滿十八歲之子女授出任何權利，可藉購入本公司之股份或債權證而獲益，而彼等於本年度亦無行使該等權利，而且本公司或其任何附屬公司亦無訂立任何安排，致使董事可獲得適用於任何其他法人團體之該等權利。

SHARE OPTION SCHEMES

The Directors have estimated the values of the share options granted during the year, calculated using the Black-Scholes option pricing model as at the date of grant of the options:

購股權計劃

董事估計於年內授出之購股權價值時，使用柏力克舒爾購股權定價模式於授出購股權日期當日計算，詳情如下：

Grantee	Date of grant	Number of options granted during the year	Theoretical value of share options
獲授人士	授出日期	於年內授出之購股權數目	購股權之理論價值
			<i>HK\$</i>
Jia Hongping 賈紅平	28 October 2005 二零零五年十月二十八日	4,000,000	520,000
Jim Sui Hing 詹瑞慶	28 October 2005 二零零五年十月二十八日	6,000,000	780,000
Lai Ting Yiu 黎廷瑤	28 October 2005 二零零五年十月二十八日	4,000,000	520,000
Lau Chung Man, Louis 劉仲文	23 May 2005 二零零五年五月二十三日	6,000,000	840,000
Lo Wing Hung 盧永雄	4 May 2005 二零零五年五月四日	36,000,000	5,040,000
Sy Wong Chor Fong 施黃楚芳	28 October 2005 二零零五年十月二十八日	754,000	98,020
Yang Yiu Chong, Ronald Jeffrey 楊耀宗	28 October 2005 二零零五年十月二十八日	2,360,000	306,800
Other employee 其他僱員	3 May 2005 二零零五年五月三日	18,345,000	2,568,300
Other employee 其他僱員	22 July 2005 二零零五年七月二十二日	2,000,000	280,000
Other employees (in aggregate) 其他僱員(合共)	28 October 2005 二零零五年十月二十八日	17,410,000	2,263,300
		96,869,000	13,216,420

The Black-Scholes option pricing model is a generally accepted method of valuing options. The significant assumptions used in the calculation of the values of the share options are further detailed in note 36 to the financial statements. The measurement dates used in the valuation calculations were the dates on which the options were granted or approved.

柏力克舒爾購股權定價模式是被普遍採用以估計購股權價值之方法。於計算購股權價值時所採用之重大假設之進一步詳情，載於財務報表附註36。在計算估值時所採用之計量日期，乃授出或批准購股權的日期。

The value of an option varies with different variables of certain subjective assumptions. Any change to the variables used may materially affect the estimation of the fair value of an option.

購股權之價值，須視乎若干主觀假設之變數而計算出不同之估值。倘已採用之變數出現任何變動，則可能會對購股權公平價值之評估造成重大影響。

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SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 December 2005, the following interests and short positions of 5% or more of the issued share capital of the Company were recorded in the registers required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

Name	Notes	Capacity and nature of interest 身份及權益性質	Number of ordinary shares held 所持普通股數目	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
名稱	附註			
Luckman	(1)	Beneficial owner 實益擁有人	849,896,000	46.39%
Hong Kong Tobacco Company Limited ("HK Tobacco")	(2)	Deemed interest 視為擁有之權益	849,896,000	46.39%
Stagelight	(3)	Beneficial owner 實益擁有人	163,919,000	8.95%
Great Diamond Developments Limited		Beneficial owner 實益擁有人	137,919,000	7.52%

Notes:

- (1) The interest of Mr. Ho Tsu Kwok, Charles, held through a controlled corporation, duplicates to those disclosed in the section "Directors' interests and short positions in shares and underlying shares" above.
- (2) Pursuant to an option agreement dated 20 June 2001 and two supplemental agreements entered into between Luckman and HK Tobacco on 19 July 2002 and 19 July 2003, respectively, HK Tobacco was granted an option to purchase from Luckman 66,000,000 ordinary shares of the Company. Under Sections 317 and 318 of the SFO, HK Tobacco is deemed to be interested in all the 849,896,000 ordinary shares of the Company held by Luckman.
- (3) The interest of Mrs. Sy Wong Chor Fong, held through a controlled corporation, duplicates to those disclosed in the section "Directors' interests and short positions in shares and underlying shares" above.

主要股東與其他人士之股份及相關股份權益及淡倉

按本公司根據證券及期貨條例第336條存置之登記冊所紀錄，下列人士於二零零五年十二月三十一日擁有本公司已發行股本5%或以上之權益及淡倉：

好倉：

附註：

- (1) 此與何柱國先生披露於上文「董事所持股份及相關股份權益及淡倉」一節內其透過一控制法團持有之權益相同。
- (2) 根據Luckman與香港煙草於二零零一年六月二十日訂立之購股權協議及分別於二零零二年七月十九日及二零零三年七月十九日訂立之兩份補充協議，香港煙草獲授購股權，可向Luckman收購本公司普通股66,000,000股。根據證券及期貨條例第317及318條，香港煙草被視為擁有Luckman所持有之全部849,896,000股本公司普通股之權益。
- (3) 此與施黃楚芳女士披露於上文「董事所持股份及相關股份權益及淡倉」一節內其透過一控制法團持有之權益相同。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES *(continued)*

Save as disclosed above, as at 31 December 2005, the Company has not been notified by any person, other than the Directors, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, who has interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

CONNECTED TRANSACTION

During the year, the Group had a connected transaction, the details of which are disclosed below in compliance with the requirements of Chapter 14A of the Listing Rules.

On 8 July 2005, a provisional sale and purchase agreement (the "Provisional Agreement") was entered into by and among Global China Properties Holdings Limited, an indirect wholly-owned subsidiary of the Company, as the vendor (the "Vendor"), Billion Development & Project Management Limited or its nominees as the purchaser (the "Purchaser") and DTZ Debenham Tie Leung Limited as the agent ("DTZ"), whereby the Vendor conditionally agreed to sell the property at Sing Tao Building, No. 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong (the "Property") to the Purchaser at a consideration of HK\$370,000,000 (the "Consideration") subject to the terms and conditions stipulated therein. The Vendor agreed to pay DTZ an agency fee of HK\$2,500,000, representing 0.676% of the Consideration upon successful sale of the Property (the "Agency Fee"). DTZ, being a company in the equity capital of which Mr. Leung Chun Ying, a non-executive director of the Company, his family and trustees taken together are directly or indirectly interested so as to exercise or control the exercise of more than 30% of the voting power at general meetings of DTZ, is a connected person of the Company under the Listing

主要股東與其他人士之股份及相關股份權益及淡倉 (續)

除上文所披露者外，於二零零五年十二月三十一日，按本公司根據證券及期貨條例第336條存置之登記冊所紀錄，本公司並無任何人士（董事（其權益詳情載於上文「董事所持股份及相關股份權益及淡倉」一節內）除外）擁有本公司股份或相關股份之權益或淡倉。

關連交易

於年內，本集團曾進行一項關連交易，有關詳情須按上市規則第14A章之規定披露如下。

於二零零五年七月八日，本公司之間接全資附屬公司Global China Properties Holdings Limited（作為賣方（「賣方」））、億京發展及策劃有限公司或其代理人（作為買方（「買方」））以及戴德梁行有限公司（（「戴德梁行」）作為代理）訂立一項臨時買賣協議（「臨時協議」），據此，按照其規定之條款及條件，賣方附有條件地同意以370,000,000港元之代價（「代價」）向買方出售位於香港九龍九龍灣宏光道1號星島大廈之物業（「該物業」）。於成功出售該物業後，賣方同意向戴德梁行支付代理費2,500,000港元（「代理費」），佔代價0.676%。鑑於戴德梁行之股本乃由本公司非執行董事梁振英先生、其家人及受託人共同直接或間接持有，從而可於戴德梁行之股東大會上行使或控制行使30%以上之表決權，因此根據上市規則之規定，戴德梁行乃本公司之關連人士。由於根據上市規則，給予戴德梁行之代理費按有關比率計算

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CONNECTED TRANSACTION (continued)

Rules. Since the Agency Fee to DTZ exceeds 0.1% but less than 2.5% of the applicable ratios under the Listing Rules, the entering into the Provisional Agreement by DTZ as the agent with, among other party, the Vendor for the sale of the Property constitutes a connected transaction under Rule 14A.32 of the Listing Rules, which is subject to the reporting and announcement requirements and is exempted from approval requirements of the shareholders of the Company. Full details of the transaction have been disclosed in the announcement of the Company dated 12 July 2005.

Save as disclosed above, there were no connected transactions, which were required to be disclosed under the Listing Rules, entered into between the Company or its subsidiaries and a connected person during and subsequent to the financial year.

DISCLOSURES PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES

In accordance with the disclosure requirements of Rules 13.20 and 13.22 of the Listing Rules, the following disclosures are included in respect of financial assistance and guarantees to affiliated companies. As at 31 December 2005, the Group had provided to affiliated companies financial assistance and guarantees amounting, in aggregate, to approximately HK\$92,765,000 which exceeded 8% of the market capitalisation of the Company. Further details of such financial assistance and guarantees are disclosed in the announcement of the Company dated 25 June 2004.

Included therein is an interest-free loan granted to Greater China Media Services Limited (大華媒體服務有限責任公司) in the amount of HK\$48,200,000 which exceeded 8% of the market capitalisation of the Company at 31 December 2005. Further details of this advance are disclosed in the announcement of the Company dated 29 December 2005.

關連交易 (續)

超過0.1%但少於2.5%，按照上市規則第14A.32條之規定，賣方與戴德梁行（作為代理）等訂立臨時協議以出售該物業乃構成一項關連交易，並須遵守有關申報及公佈規定，但可獲豁免有關獲本公司股東批准之規定。有關交易之全部詳情已在本公司於二零零五年七月十二日刊登之公告內披露。

除上文所披露者外，於本財政年度內及其後，本公司或其附屬公司並無與關連人士訂立根據上市規則須予披露之關連交易。

根據上市規則第13.20及13.22條予以披露

根據上市規則第13.20及13.22條之披露規定，下文披露有關給予聯屬公司之財務資助及擔保。於二零零五年十二月三十一日，本集團為聯屬公司提供合共約92,765,000港元之財務資助及擔保，超逾本公司之市值8%。有關該等財務資助及擔保之詳情，本公司已於二零零四年六月二十五日之公佈中披露。

當中包括授予大華媒體服務有限責任公司一筆為數48,200,000港元的免息款項，該筆款項超過本公司於二零零五年十二月三十一日之市值8%。有關此筆墊款之詳情，已於本公司在二零零五年十二月二十九日發表之公佈中披露。

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DISCLOSURES PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES (continued)

The pro forma combined balance sheet of these affiliated companies as at 31 December 2005 and the Group's attributable interest therein are set out as follows:

根據上市規則第13.20及13.22條予以披露 (續)

於二零零五年十二月三十一日，該等聯屬公司之備考合併資產負債表及本集團其中應佔權益載列如下：

		Pro forma combined	Group's attributable interest
		備考合併	本集團 應佔權益
		HK\$'000	HK\$'000
		千港元	千港元
Non-current assets	非流動資產	341,121	146,324
Current assets	流動資產	275,486	138,924
Current liabilities	流動負債	(277,068)	(125,564)
Net current assets/(liabilities)	流動資產／(負債)淨額	(1,582)	13,360
Total assets less current liabilities	總資產減流動負債	339,539	159,684
Non-current liabilities	非流動負債	(156,168)	(77,127)
Net assets	資產淨值	183,371	82,557
Capital and reserves	資本及儲備	160,274	71,240
Minority interests	少數股東權益	23,097	11,317
		183,371	82,557

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

充足之公眾持股量

按照本公司公開可得之資料及就董事所知，於本報告日期，本公司最少25%之已發行股本總額乃由公眾人士持有。

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POST BALANCE SHEET EVENTS

Details of the significant post balance sheet events of the Group are set out in note 45 to the financial statements.

AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the AGM.

ON BEHALF OF THE BOARD

Mr. Ho Tsu Kwok, Charles

Chairman

Hong Kong
18 April 2006

結算日後事項

本集團結算日後重大事項詳情載於財務報表附註45內。

核數師

安永會計師事務所將於應屆股東週年大會上退任，會上將提呈一項決議案續聘安永會計師事務所為本公司之核數師。

承董事會命

主席

何柱國先生

香港
二零零六年四月十八日