

The directors are pleased to present their report together with the audited financial statements for the year ended 31st March 2006.

## **PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS**

The principal activity of the Company is investment holding. The activities of the principal subsidiaries are shown in note 17 to the consolidated financial statements.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 5 to the consolidated financial statements.

## **RESULTS AND APPROPRIATIONS**

The results of the Group for the year are set out in the consolidated income statement on page 26.

The directors have declared an interim dividend of HK2 cents per ordinary share, totaling HK\$9,337,720, which was paid on 17th January 2006.

The directors recommend the payment of a final dividend of HK4 cents per ordinary share totaling HK\$18,675,440.

## **RESERVES**

Movements in the reserves of the Group and the Company during the year are set out in note 24 to the consolidated financial statements.

## **PROPERTY, PLANT AND EQUIPMENT**

Details of the movements in property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

## **SHARE CAPITAL**

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

## **DISTRIBUTABLE RESERVES**

Distributable reserves of the Company are set out in note 24 to the consolidated financial statements.

## **FIVE YEAR FINANCIAL SUMMARY**

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 74.

## **DIRECTORS**

The directors during the year were:

Mr. Joey Fan  
Mr. Fu Hau Chak, Adrian  
Mr. George Ho  
Mr. George Joseph Ho  
Mr. Kwok Chi Hang, Lester  
Mr. Leung Kwok Kit  
Mr. Li Kwok Sing, Aubrey  
Mr. David Miao  
Mr. Tse Chi Hung, Michael  
Ms. Yeung Shuk Kwan, Patricia

In accordance with the Company's Bye-laws 103 and 104, Messrs. George Ho, Tse Chi Hung, Michael and Ms. Yeung Shuk Kwan, Patricia retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

None of the directors proposed for re-election has a service contract with the Company or its subsidiaries which is not determinable by the Company or its subsidiaries within a year without payment of compensation other than statutory compensation.

## BIOGRAPHICAL INFORMATION ON DIRECTORS

### *(a) Non-executive directors*

Mr. Tse Chi Hung, Michael, aged 73, is currently Chairman of the Group. He has been a director of ABC Communications Limited since 1971 and Managing Director of the Group from October 1984 to September 1998. Mr. Tse is a non-executive director of Hong Kong Commercial Broadcasting Company, Limited and H.C.B.C. Enterprises Limited which has discloseable interests under the provisions of Part XV of the Securities and Futures Ordinance in the Company (please refer to the paragraph headed "Substantial shareholders' interests in the Company" below for details).

Mr. George Ho, GBS, OBE, JP, aged 87, is the founder of the Group. Mr. Ho is the Honorary Chairman of Hong Kong Commercial Broadcasting Company, Limited and Chairman of H.C.B.C. Enterprises Limited. He has over 40 years' experience in the broadcasting and telecommunications fields. Mr. Ho is the father of Mr. George Joseph Ho, an executive director of the Company.

Mr. David Miao, aged 94, has been a director of ABC Communications Limited since 1971 and has been a non-executive director of the Company since September 1991. He is a non-executive director of H.C.B.C. Enterprises Limited. Mr. Miao is also a non-executive director of Hong Kong Commercial Broadcasting Company Limited.

Mr. Leung Kwok Kit, aged 60, joined ABC Communications Limited in 1977. He is currently a non-executive director of the Group and a member of the Audit Committee and Remuneration Committee. He is also a non-executive director of Hong Kong Commercial Broadcasting Company, Limited and of H.C.B.C. Enterprises Limited. He is a fellow of the Hong Kong Institute of Certified Public Accountants and an associate of The Australian Society of Certified Practising Accountants.

### *(b) Independent non-executive directors*

Mr. Fu Hau Chak, Adrian, aged 58, has been an independent non-executive director of the Company since September 1991. Mr. Fu is also Chairman of the Audit Committee and a member of the Remuneration Committee of the Company. He holds several executive positions on the boards of companies in Hong Kong and in South East Asia.

## BIOGRAPHICAL INFORMATION ON DIRECTORS (CONTINUED)

### *(b) Independent non-executive directors (Continued)*

Mr. Kwok Chi Hang, Lester, JP, aged 56, an independent non-executive director of the Company since September 2004, is the Deputy Chairman and Managing Director of Wing On International Holdings Limited, the Deputy Chairman and Chief Executive Officer of Wing On Company International Limited, which is listed on The Stock Exchange of Hong Kong Limited. He is a Steward of the Hong Kong Jockey Club. He has served as a member of the Administrative Appeals Board, the Inland Revenue Board of Review, the Town Planning Appeal Board, the Securities and Futures Appeals Panel of the Securities and Futures Commission and the Consumer Council. He graduated from Stanford University with a Bachelor of Arts degree in economics and was later called to the Bar of England and Wales, and to the Hong Kong Bar. He practiced as a barrister-at-law until 1985 when he retired from the bar and joined the Wing On group of companies as an executive director.

Mr. Li Kwok Sing, Aubrey, aged 56, an independent non-executive director of the Company since October 2003, is a member of the Audit Committee and Remuneration Committee. He is director of Management Capital Limited, a Hong Kong-based financial advisory and direct investment firm, and has over 30 years' experience in merchant banking and commercial banking. He is a non-executive director of The Bank of East Asia, Limited, Cafam de Coral Holdings Limited, China Everbright International Limited, CNPC (Hong Kong) Limited, Pokfulam Development Company Limited, Kowloon Development Co. Ltd. and Value Partners China Greenchip Fund Limited, and non-executive Chairman of Atlantis Asian Recovery Fund plc. Mr Li has a Master of Business Administration from Columbia University and a Bachelor of Science in Civil Engineering from Brown University.

### *(c) Executive directors*

Ms. Yeung Shuk Kwan, Patricia, aged 56, has been an executive director of the Group since March 1990 following 13 years' association with ABC Communications Limited as a non-executive director. She is currently Managing Director of the Group and Company Secretary of the Company. She holds a Bachelor of Arts degree from the University of Hong Kong and is also a Chartered Secretary.

Mr. George Joseph Ho, aged 56, has been an executive director of the Group since October 1992. He holds a Bachelor of Arts degree from the University of California, Berkeley, a Master of Laws degree from New York University and a Doctoral degree in Jurisprudence from Harvard University. Mr. Ho is currently Chairman of Hong Kong Commercial Broadcasting Company Limited and Managing Director of H.C.B.C. Enterprises Limited. Mr. Ho is also a non-executive director of Dairy Farm International Holdings Ltd. Mr. Ho is the son of Mr. George Ho, a director of the Company.

## BIOGRAPHICAL INFORMATION ON DIRECTORS (CONTINUED)

### *(c) Executive directors (Continued)*

Mr. Joey Fan, aged 41, an Executive Director of the Group since 30th September 2004, has been a director of a Group subsidiary since late 1999. He has over 18 years' industry experience in financial information technology, having held key positions at Reuters and Telerate. Mr. Fan holds a Master of Engineering degree from Cornell University.

## BIOGRAPHICAL INFORMATION ON MANAGEMENT TEAM

Mr. Tang Siu Ling, aged 44, is the General Manager of QuotePower International Limited ("QuotePower"). Mr. Tang has over 20 years' experience in the financial services industry and joined QuotePower in February 2006. Prior to joining QuotePower, he had taken various sales, marketing and project management roles with major financial information and technology providers including Reuters, CSK Micrognosis, Dow Jones Telerate and IQ Financial Systems. Mr. Tang graduated from the Hong Kong Polytechnic University with a Higher Diploma in Marine Electronics and from the Southeastern University with a Master in Business Administration degree.

Mr. Joey K H Pong, aged 41, is the Chief Technology Officer of ABC QuickSilver Limited. He graduated from the University of Warwick with a Master of Science Degree in Information Technology and from the Chinese University of Hong Kong with a Master of Science Degree in Computer Science. Mr. Pong has over 16 years' experience in the information technology and telecommunications industry. His association with the Group spans over a decade, having held various key positions with other Group subsidiaries and with a business associate of the Group.

Ms. Ho Sze Ngar, aged 32, is the Finance and Administration Manager of the Group. She graduated from Hong Kong University of Science & Technology with a bachelor's degree (Honours) in Business Administration-Accounting. An associate of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants, Ms. Ho has over 10 years' experience in audit and finance. She joined the Group in April 2005 and is responsible for overseeing the accounting, finance and corporate functions of the Group.

## SHARE OPTION SCHEMES

### *(a) Expired Scheme*

Under the share option scheme of the Company adopted on 12th September 1991 (the "Expired Scheme"), the Directors may, at their discretion, invite full-time employees of the Group, including executive directors, to take up options to subscribe for shares in the Company at a price equal to the higher of the nominal value of the shares or not less than 80% of the average of the closing prices of the shares of the Company for the five trading days immediately preceding the date of offer of the option. The maximum number of shares in respect of which options may be granted may not exceed 10% of the issued share capital of the Company at the time of granting of the options.

The Expired Scheme expired on 11th September 2001 ("Expiration Date") without prejudice to the rights and benefits of and attached to those options granted there under which are outstanding as at that date. No further grants were made after the Expiration Date. Following the expiration, the provisions of the Expired Scheme remain in force and effect to the extent necessary to give effect to the exercise of any option granted prior to the Expiration Date.

The share options granted are not recognised in the financial statements until they are exercised. As at 31st March 2006, the total number of shares which may be issued pursuant to exercise of options granted under the Expired Scheme was 2,500,000 shares, which represented approximately 0.5% of the total issued share capital of the Company as at 31st March 2006.

## SHARE OPTION SCHEMES (CONTINUED)

### (a) Expired Scheme (Continued)

Details of the share options outstanding at 31st March 2006 which have been granted to and accepted by the directors under the Expired Scheme are as follows:

Name of director	Date of share options granted	Outstanding options as at 31st March 2006	Exercise price HK\$	Exercise period
Ms. Yeung Shuk Kwan, Patricia	23rd February 2000	1,000,000	1.41	23rd March 2000 to 22nd February 2010
	23rd February 2000	1,000,000	1.41	23rd February 2001 to 22nd February 2010
Mr. George Joseph Ho	23rd February 2000	250,000	1.41	23rd March 2000 to 22nd February 2010
	23rd February 2000	250,000	1.41	23rd February 2001 to 22nd February 2010
		<u>2,500,000</u>		

No options were exercised by the directors during the year.

## SHARE OPTION SCHEMES (CONTINUED)

### *(b) Existing Scheme*

Under the share options scheme (the "Existing Scheme") approved by the shareholders at a Special General Meeting of the Company held on 27th March 2002 ("Adoption Date"), the Directors may, at their discretion, invite any participants to take up options to subscribe for fully paid ordinary shares ("Shares") in the Company subject to the terms and conditions stipulated therein.

Details of the Existing Scheme are as follow:

#### (i) Purpose

The purpose of the Existing Scheme is to provide incentives or rewards to Participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any invested entity.

#### (ii) Participants

The Directors may, at their discretion, invite any Participant including any executive director, non-executive director or employee (whether full time or part time), shareholder, supplier, customers, consultant, adviser, other service provider or any joint venture partner, business or strategic alliance partner, in each case, of the Company, any subsidiary of the Company or any Invested Entity, to take up options to subscribe for Shares in the Company.

#### (iii) Maximum number of shares

##### *(1) 30% Limit*

The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Existing Scheme and Expired Scheme of the Company must not exceed 30% of the Shares in issue from time to time (the "Scheme Limit").

##### *(2) 10% Limit*

In addition to the Scheme Limit, and subject to the following, the total number of shares which may be issued upon exercise of all options granted under the Existing Scheme and Expired Scheme of the Company must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Scheme (excluding any options which have lapsed) (the "Scheme Mandate Limited").

## SHARE OPTION SCHEMES (CONTINUED)

### (b) Existing Scheme (Continued)

#### (iii) Maximum number of shares (Continued)

##### (2) 10% Limit (Continued)

The Company may, from time to time, renew the Scheme Mandate Limit by obtaining the approval of its shareholders in general meeting. The Company may also seek separate approval by its shareholders in general meeting for granting options beyond the renewed Scheme Mandate Limit provided the options in excess of such limit are granted only to Participants specifically identified.

#### (iv) Maximum Entitlement of Each Participant

Unless approved by shareholders of the Company, the total number of securities issued and to be issued upon exercise of the options granted to each Participant (including both exercised and outstanding options) in any 12 month period must not exceed 1% of the Shares in issue. Where any further grant of options to a Participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12 month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of securities in issue, such further grant must be separately approved by shareholders of the Company in general meeting with such Participant and his associates abstaining from voting.

#### (v) Price of Shares

The exercise price must be at least the higher of: (a) the nominal value of a Share at the date of grant; (b) the closing price of a Share as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day and (c) the average closing price of a Share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant.

#### (vi) Amount payable upon acceptance of the option

Acceptance of an offer of the grant of an option shall be by the delivery to and receipt by the Company at its registered office of the form of acceptance sent to the Participant duly completed and signed by the Participant together with a remittance of HK\$10.

## SHARE OPTION SCHEMES (CONTINUED)

### *(b) Existing Scheme (Continued)*

#### (vii) Time of Exercise of Option

An option shall be exercisable at such time(s) or during such period(s) and subject to such terms, as the Directors may, at their discretion specify, provided that no option shall be exercisable no earlier than one month after and no later than ten years after its date of grant. Unless otherwise determined by the Directors at their sole discretion, there is no requirement of a minimum period for which an option must be held or a performance target which must be achieved before an option can be exercised.

#### (viii) The remaining life of the Existing Scheme

The life of the Existing Scheme is 10 years commencing on the Adoption Date and will end on 26th March 2012.

#### (ix) Shares available for issue under the Existing Scheme

As at 31st March 2006, the total number of shares available for issue under the Existing Scheme was 44,188,600 shares which represented approximately 9.5% of the total issued share capital of the Company.

No options were granted or exercised during the year.

## DIRECTORS' INTERESTS

At 31st March 2006, the interests of the directors in the shares and options of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as notified to the Company were as follows:

Name	Number of Ordinary Shares			Total interests	Percentage
	Personal interests	Corporate interests	Family interests		
Mr. George Ho <sup>#</sup>	7,530,000	265,331,600	–	272,861,600	58.44%
Mr. Tse Chi Hung, Michael	10,000,006	–	–	10,000,006	2.14%
Ms. Yeung Shuk Kwan, Patricia <sup>##</sup>	6,450,000	–	–	6,450,000	1.38%
Mr. Leung Kwok Kit	1,306,600	–	–	1,306,600	0.28%
Mr. Li Kwok Sing, Aubrey	186,000	–	–	186,000	0.04%
Mr. George Joseph Ho <sup>##</sup>	3,500,000	–	–	3,500,000	0.75%
Mr. Joey Fan	13,040,000	–	–	13,040,000	2.79%

<sup>#</sup> H.C.B.C. Communications (International) Limited and its parent, H.C.B.C. Enterprises Limited, together held 265,331,600 shares of the Company. Mr George Ho is deemed to have interests in the voting shares of H.C.B.C. Communications (International) Limited and H.C.B.C. Enterprises Limited as a result of his holdings in H.C.B.C. Enterprises (BVI) Limited, the ultimate holding company of H.C.B.C. Enterprises Limited.

<sup>##</sup> Ms. Yeung Shuk Kwan, Patricia and Mr. George Joseph Ho have been granted certain share options, details of which are set out under the paragraph Share Option Schemes.

As at 31st March 2006, the directors' interests in associated corporations of the Company (within the meaning of the "SFO") were as follows:

- (a) Mr. George Ho held 18,112 non-voting "B" shares in H.C.B.C. Communications (International) Limited. H.C.B.C. Enterprises Limited held all the issued 312,000 "A" voting shares and 12,488 non-voting "B" shares in H.C.B.C. Communications (International) Limited.
- (b) Mr. George Ho was beneficially interested in 100,000 Management Shares and 795,600 Ordinary Shares, in H.C.B.C. Enterprises (BVI) Limited. Mr George Ho has beneficial interest of 16.67% in the issued share capital of Goddard & Company Limited. Goddard & Company Limited held 5,000 Management Shares and 933,250 Ordinary Shares of H.C.B.C. Enterprises (BVI) Limited. H.C.B.C. Enterprises (BVI) Limited held all the issued share capital of H.C.B.C. Enterprises Limited.

## DIRECTORS' INTERESTS (CONTINUED)

- (c) Those directors set out below were personally interested in the following numbers of non-voting Deferred Shares in the capital of ABC Communications Limited, a subsidiary of the Company:

<b>Name</b>	<b>Number of Deferred Shares</b>
Mr. George Ho #	10,605
Mr. Tse Chi Hung, Michael	11,642
Ms. Yeung Shuk Kwan, Patricia	4,000
Mr. Leung Kwok Kit	5,900

- # Mr. George Ho also held corporate interests through H.C.B.C. Enterprises Limited in 190,690 non-voting Deferred Shares in the capital of ABC Communications Limited.

All the interests stated above represent long positions. Save as disclosed in the above paragraphs, as at 31st March 2006 none of the directors or any chief executive of the Company or any of their spouse or children under the age of 18 years had any (nor was deemed under the "SFO" to have any) interests in the securities of the Company or any associated corporation (within the meaning of the "SFO") which were required to be entered in the register kept by the Company pursuant to the "SFO".

No contracts of significance in relation to the Group's business to which the Company, its subsidiaries, its fellow subsidiaries or its holding companies 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.

At no time during the year was the Company, its subsidiaries, its fellow subsidiaries or its holding companies 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 any other body corporate, with the exception of the Employee Share Option Scheme, details of which are described above.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE COMPANY

As at 31st March 2006, the register of substantial shareholders maintained under Section 336 of the "SFO" shows that the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital.

<b>Name</b>	<b>Number of Ordinary Shares held</b>
H.C.B.C. Enterprises (BVI) Limited	265,331,600

*Note:* For the avoidance of doubt and double counting, it should be noted that the above shareholding has already been included in the shareholding stated against Mr George Ho shown above under Directors' Interests.

All the interests stated above represent long positions. Save as disclosed herein, there is no person known to the directors who, as at 31st March 2006, was directly or indirectly interested in 5% or more of the nominal value of any class of share capital of the Company which are required to be recorded in the register kept pursuant to Section 336 of the "SFO".

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's securities during the year and the Company has not redeemed any of its securities during the year.

## PRE-EMPTIVE RIGHTS

No pre-emptive rights exist under the laws of Bermuda in relation to issues of new shares by the Company.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

# Directors' Report

## MAJOR CUSTOMERS AND SUPPLIERS

The percentage of the Group's purchases and sales for the year attributable to major suppliers and customers are as follows:

Purchases	
– the largest supplier	81%
– five largest suppliers combined	92%
Sales	
– the largest customer	34%
– five largest customers combined	56%

No directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) had an interest in the major suppliers or customers noted above.

## SUFFICIENCY OF PUBLIC FLOAT

The public float of shares in the Company has remained above the minimum percentage required by the Exchange throughout the year.

## AUDITORS

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for reappointment.

On behalf of the Board

**Tse Chi Hung, Michael**

*Chairman*

Hong Kong, 14th July 2006