

# R E P O R T O F T H E D I R E C T O R S

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**T**he directors submit their report together with the audited accounts for the year ended 31st December 2000.

## **Principal Activities and Geographical Analysis of Operations**

The principal activity of the Company is investment holding. The activities of its jointly controlled entities and subsidiaries are shown in notes 13 and 25 to the accounts respectively.

An analysis of the Group's turnover and contribution to Group loss before taxation for the year by principal activities and markets is set out in note 2 to the accounts.

## **Results and Appropriations**

The results of the Group for the year ended 31st December 2000 are set out in the consolidated profit and loss account on page 19 of the accounts.

The directors recommend the payment of a final dividend of HK\$0.10 per share totalling approximately HK\$4,675,000. Subject to the approval at the Annual General Meeting, the final dividend will be paid on 28th May 2001.

## **Reserves**

Movements in the reserves of the Group and the Company during the year are set out in note 19 to the accounts.

## **Distributable Reserves**

Distributable reserves of the Company at 31st December 2000, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted to HK\$414,920,000 (1999: HK\$415,443,000).

## **Fixed Assets**

Details of the movements in fixed assets are set out in note 11 to the accounts.

## **Principal Properties**

Details of the principal properties of the Group are set out on page 49.

## **Share Capital**

Details of the movements in share capital of the Company are set out in note 18 to the accounts.

# R E P O R T O F T H E D I R E C T O R S *(con't)*

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## **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 4.

## **Directors**

The names of the directors of the Company who held office during the year and up to the date of this report are set out on page 2. The biographical details of the directors are set out on page 9.

Mr. C. F. Ying retires by rotation in accordance with Bye-Law 109(A) of the Bye-Laws of the Company and, being eligible, offers himself for re-election.

The non-executive directors are subject to rotation in accordance with Bye-Law 109(A) of the Bye-Laws of the Company.

None of the directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## **Directors' Interests**

As at 31st December 2000, the interests of the directors and chief executive in the share capital of the Company as recorded in the Register of Directors' Interests maintained under Section 29 of the Securities (Disclosure of Interests) Ordinance were as follows:

Name	Shares of HK\$0.10 each of the Company			
	Personal interests	Family interests	Corporate interests	Total
Yun Cheng Wang	3,625,446	-	-	3,625,446
Hung Ching Yung	5,201,944	30,000	11,000,000	16,231,944
			(Note)	
Lincoln C. K. Yung	2,250,000	-	-	2,250,000
Sir Sidney Gordon	11,000	-	-	11,000
Rudolf Bischof	50,000	-	-	50,000

Note : As stated below, Mr Hung Ching Yung is taken to be interested in the same 11,000,000 shares owned by a substantial shareholder, Tankard Shipping Co. Inc., pursuant to Section 8(2), (3) and (4) of the Securities (Disclosure of Interests) Ordinance.

# R E P O R T O F T H E D I R E C T O R S *(con't)*

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## **Directors' Interests** *(con't)*

The Company has not granted to any directors, chief executive or their respective spouses and children under 18 years of age any rights to subscribe for shares of the Company.

No contracts of significance in relation to the business of the Group to which the Company or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

At no time during the year was the Company or its subsidiaries a party to any arrangements to enable the directors or chief executive or any of their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## **Substantial Shareholders**

As at 31st December 2000, the Register of Substantial Shareholders maintained under Section 16(1) of the Securities (Disclosure of Interests) Ordinance shows that the following person, in addition to those directors disclosed above, was interested in ten per cent or more of the issued share capital of the Company as follows:

	No. of shares
Tankard Shipping Co. Inc.	11,000,000 (Note)

Note : Mr. Hung Ching Yung is taken to be interested in the same 11,000,000 shares owned by Tankard Shipping Co. Inc. pursuant to Section 8(2), (3) & (4) of the Securities (Disclosure of Interests) Ordinance.

# R E P O R T O F T H E D I R E C T O R S *(con't)*

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## **Purchase, Sale or Redemption of Shares**

During the year, the Company repurchased 150,000 of its shares on The Stock Exchange of Hong Kong Limited. The directors consider that the repurchase of shares will benefit the shareholders by enhancing the net assets per share. Details of the shares repurchased are as follows:

Month of repurchase	Number of shares	Price per share		Aggregate price HK\$'000
		Highest HK\$	Lowest HK\$	
2000				
January	10,000	6.60	6.60	66
May	10,000	7.20	7.15	72
June	9,500	7.30	7.30	69
July	20,000	6.50	6.50	130
September	39,000	6.10	6.00	237
October	26,000	5.70	5.60	146
November	16,000	6.10	5.80	95
December	19,500	6.25	6.25	122
	150,000			937

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

## **Pre-emptive Rights**

No pre-emptive rights exist under Bermuda law 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.

# R E P O R T O F T H E D I R E C T O R S *(con't)*

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## **Major Suppliers and Customers**

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

### Purchases

- the largest supplier	54.5%
- five largest suppliers combined	85.3%

The five largest customers for the year are tenants of the Group's investment properties. Income from the largest and five largest customers combined constitutes 16% and 30% of the Group's total income from investment properties for the year.

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

## **Corporate Governance**

Throughout the year, the Company was in compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules of The Stock Exchange of Hong Kong Limited, except that the non-executive directors have not been appointed for a specific term but are subject to retirement by rotation in accordance with the Bye-Laws of the Company.

# R E P O R T   O F   T H E

## D I R E C T O R S   *(con't)*

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### **Audit Committee**

Pursuant to the Listing Rules, an audit committee, comprising two independent non-executive directors, namely Sir Sidney Gordon and Mr. Rudolf Bischof, was established on 25th September 1998.

By reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Society of Accountants, written terms of reference which describe the authority and duties of the audit committee were prepared and adopted by the Board of the Company on the same date. The principal activities of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls.

### **Related Party Transactions**

Details of related party transactions are set out in note 23 to the accounts. None of the transactions constitute a connected transaction as defined in the Listing Rules.

### **Auditors**

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment. PricewaterhouseCoopers replaced Price Waterhouse in June 1999 following their merger with Coopers & Lybrand.

On behalf of the Board

**Sir Sidney Gordon**

Chairman

Hong Kong, 2nd April 2001