

董事會報告書

Directors' Report

董事會(「董事會」)欣然向股東呈報其報告書與本公司及其附屬公司(統稱「本集團」)截至二零零五年三月三十一日止年度之財務報表。

主要業務

本公司之主要業務為投資控股，其主要附屬公司、聯營公司及合營公司之業務載於財務報表附註40。

業績及股息

本集團截至二零零五年三月三十一日止年度之業績詳情載於第31頁之綜合收益表內，及本集團與本公司於二零零五年三月三十一日之財政狀況分別載於第32頁至第33頁及第34頁之綜合資產負債表與資產負債表內。

董事會建議就截至二零零五年三月三十一日止年度向於二零零五年八月十日名列本公司股東名冊之股東宣派末期股息每股7港仙(二零零四年：每股5港仙)。如建議於應屆股東週年大會上獲股東批准，末期股息將於二零零五年九月一日派發。連同中期股息每股3港仙(二零零四年：無)，本年度之股息總額為每股10港仙(二零零四年：每股5港仙)。

五年財務概要

本集團最近五個財政年度之業績與資產及負債之概要載於第107頁。此概要並不構成財務報表之一部份。

分部資料

分部資料詳情載於財務報表附註4。

董事

本公司於本年度內及截至本報告書日期之董事如下：

非執行主席

查濟民 (於二零零四年十二月二日調任)

執行董事

查懋聲 (副主席)
查懋成 (董事總經理)
張昌明
鍾心田 (兼任查懋聲之替代董事)

何柏貞
鄧滿華 (於二零零四年十二月二日委任)

The directors (the "Board" or the "Directors") have pleasure in presenting to shareholders their report and the financial statements of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 March 2005.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding, and the activities of its principal subsidiaries, associates and jointly controlled entities are set out in note 40 to the financial statements.

RESULTS AND DIVIDEND

Details of the results of the Group for the year ended 31 March 2005 are set out in the consolidated income statement on page 31 and the state of affairs of the Group and the Company at 31 March 2005 are set out in the consolidated balance sheet and balance sheet on pages 32 to 33 and 34 respectively.

The Directors have recommended the declaration of a final dividend of HK7 cents (2004: HK5 cents) per share for the year ended 31 March 2005 to shareholders whose names appear on the register of members of the Company on 10 August 2005. Subject to shareholders' approval at the forthcoming annual general meeting of the Company, the final dividend will be paid on 1 September 2005. Together with the interim dividend of HK3 cents per share (2004: nil), total dividend for the year will amount to HK10 cents (2004: HK5 cents) per share.

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 107. This summary does not form part of the financial statements.

SEGMENT INFORMATION

Details of segment information are set out in note 4 to the financial statements.

DIRECTORS

The directors of the Company during the year and up to the date of this report were:

Non-executive Chairman

CHA Chi Ming (re-designated on 2 December 2004)

Executive Directors

CHA Mou Sing Payson (Deputy Chairman)
CHA Mou Zing Victor (Managing Director)
CHEUNG Tseung Ming
CHUNG Sam Tin Abraham (also as alternate to CHA Mou Sing Payson)
HO Pak Ching Loretta
TANG Moon Wah (appointed on 2 December 2004)

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非執行董事

查懋德 (於二零零四年十二月二日調任)
王查美龍 (於二零零四年十二月二日調任)
夏佳理 (於二零零五年六月二十三日調任)

獨立非執行董事

鄭家純
張建東 (於二零零四年九月十六日委任)

鄭家純博士及張建東博士已根據香港聯合交易所有限公司證券上市規則(「上市規則」)第3.13條向本公司呈交有關其獨立性之週年確認書。董事會認為鄭家純博士及張建東博士均繼續保持其獨立性。

按照本公司之組織章程細則(「公司細則」)第99條之規定，張建東博士及鄧滿華先生之任期將於應屆股東週年大會屆滿。按照公司細則第116條之規定，查濟民博士、夏佳理先生、張昌明先生及鍾心田先生將於本公司應屆股東週年大會上輪值告退。所有即將退任之董事皆符合資格，並願膺選連任。本公司餘下之其他董事均繼續留任。

於本公司應屆股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立不可於一年內在毋須支付賠償之情況下(法定賠償除外)由本公司終止之服務合約。

本公司之非執行董事及獨立非執行董事均無指定任期，但須按照公司細則於本公司之股東週年大會上輪值告退及膺選連任。

Non-executive Directors

CHA Mou Daid Johnson (re-designated on 2 December 2004)
WONG CHA May Lung
Madeline (re-designated on 2 December 2004)
Ronald Joseph ARCULLI (re-designated on 23 June 2005)

Independent Non-executive Directors

CHENG Kar Shun Henry
CHEUNG Kin Tung Marvin (appointed on 16 September 2004)

Dr CHENG Kar Shun Henry and Dr CHEUNG Kin Tung Marvin have provided to the Company their annual confirmations of independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Directors consider that both Dr CHENG Kar Shun Henry and Dr CHEUNG Kin Tung Marvin continue to be independent.

In accordance with Article 99 of the Company's articles of association (the "Articles"), Dr CHEUNG Kin Tung Marvin and Mr TANG Moon Wah shall hold office until the forthcoming annual general meeting of the Company. In accordance with Article 116 of the Articles, Dr CHA Chi Ming, Mr Ronald Joseph ARCULLI, Mr CHEUNG Tseung Ming and Mr CHUNG Sam Tin Abraham shall retire by rotation at the forthcoming annual general meeting of the Company. All the retiring directors, being eligible, have offered themselves for re-election. Other remaining directors of the Company will continue in office.

None of the directors offering themselves for re-election at the forthcoming annual general meeting of the Company has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

The non-executive directors and independent non-executive directors of the Company were not appointed for a specific term but their respective terms of office are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

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董事及高層管理人員之履歷

非執行主席

查濟民 *GBM, JP, DBA (Hons), DSSc (Hons) (九十一歲)*

查博士為本集團之創辦人。查博士於一九八九年起出任為董事會主席，並於二零零四年十二月調任為本公司之非執行董事。自本集團於一九七七年成立以來，查博士已擔任若干附屬公司之董事。查博士於物業發展方面具有逾25年的經驗，並於紡織業方面具有逾65年的經驗。查博士於一九九七年榮獲香港特別行政區政府頒授大紫荊勳章。查博士為王查美龍女士、查懋聲先生、查懋成先生及查懋德先生之父親。查博士亦為CDW Holdings Limited之董事，此公司根據證券及期貨條例（「證券條例」）第XV部為本公司之主要股東。

執行董事

查懋聲 *JP, DSSc (Hons) (六十二歲)*

查先生於一九八九年獲委任為本公司之董事，並於二零零一年九月出任董事會副主席。查先生自本集團於一九七七年成立以來已擔任本集團若干附屬公司之董事。查先生同時擔任本集團之一家相聯法團興勝創建控股有限公司（「興勝創建」）之主席兼非執行董事，及新世界發展有限公司之獨立非執行董事，此兩家公司均在香港聯合交易所有限公司（「聯交所」）上市。查先生在物業發展方面具有逾40年的經驗。查先生為中國人民政治協商會議全國委員會委員。查先生為查濟民博士之兒子及王查美龍女士、查懋成先生及查懋德先生之兄弟。查先生亦為LBJ Regents Limited、CDW Holdings Limited及Novantenor Limited之董事，此等公司根據證券條例第XV部均為本公司之主要股東。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Non-executive Chairman

CHA Chi Ming *GBM, JP, DBA (Hons), DSSc (Hons) (Aged 91)*

Dr CHA is the founder of the Group. He became the chairman of the Board in 1989 and was re-designated as non-executive director of the Company in December 2004. He has been director of a number of subsidiaries of the Group since its inception in 1977. Dr CHA has over 25 years experience in property development and more than 65 years experience in the textile industry. He was awarded the Grand Bauhinia Medal by the Government of the HKSAR in 1997. Dr CHA is the father of Ms WONG CHA May Lung Madeline, Mr CHA Mou Sing Payson, Mr CHA Mou Zing Victor and Mr CHA Mou Daid Johnson. He is also a director of CDW Holdings Limited which is a substantial shareholder of the Company under Part XV of the Securities and Futures Ordinance (“SFO”).

Executive Directors

CHA Mou Sing Payson *JP, DSSc (Hons) (Aged 62)*

Mr CHA was appointed director of the Company in 1989 and the deputy chairman of the Board in September 2001. He has been serving as director of a number of subsidiaries of the Group since its inception in 1977. Mr CHA is also the chairman and non-executive director of the Company's associated corporation, Hanison Construction Holdings Limited (“Hanison”), and an independent non-executive director of New World Development Company Limited, both of which are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). He has over 40 years experience in property development. Mr CHA is a member of the National Committee of the Chinese People's Political Consultative Conference. He is a son of Dr CHA Chi Ming and brother of Ms WONG CHA May Lung Madeline, Mr CHA Mou Zing Victor and Mr CHA Mou Daid Johnson. Mr CHA is also a director of LBJ Regents Limited, CDW Holdings Limited and Novantenor Limited, all of which are substantial shareholders of the Company under Part XV of the SFO.

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查懋成 BA, MBA (五十五歲)

查先生於一九八九年獲委任為本公司之董事，並於二零零一年九月出任本公司之董事總經理。查先生亦於一九九六年獲委任為HKR Asia-Pacific Pte Ltd之董事總經理及自一九七八年起已擔任本集團其他若干附屬公司之董事。查先生負責本集團之整體及日常管理工作。查先生於紡織製造及房地產業務具有逾15年的經驗。查先生為中國網通集團(香港)有限公司之獨立非執行董事，此公司於聯交所上市。查先生為查濟民博士之兒子及王查美龍女士、查懋聲先生及查懋德先生之兄弟。查先生亦為Novantenor Limited之董事，此公司根據證券條例第XV部為本公司之主要股東。

張昌明 BSc, MBA, MAcc, MICE, MI Struct.E, CPA (六十三歲)

張先生於二零零一年九月獲委任為本公司之董事。張先生亦為新加坡HKR Asia-Pacific Pte Ltd駐當地之董事，並為本集團其他若干附屬公司之董事。張先生自一九九五年起已於本集團服務，現為高級總經理負責管理本公司位於亞太區從事酒店業務之附屬公司及其有關投資。張先生為英國結構及土木工程學會之會員，亦為香港及澳洲會計師公會之會員。

鍾心田 FCPA (五十九歲)

鍾先生於一九九四年獲委任為本公司之董事，亦為本集團若干附屬公司之董事。鍾先生自一九七八年起已於本集團服務，現為高級總經理負責本集團之財務及公司秘書事務。鍾先生為一位執業會計師及香港會計師公會之資深會員，於財務管理及香港物業發展方面具有逾25年的經驗。

何柏貞 FCIH (五十八歲)

何女士於一九九四年獲委任為本公司之董事，亦為本集團若干附屬公司之董事。何女士早於一九七九年已加入本集團，並於本集團服務達17年。何女士為高級總經理，負責本集團房地產業務。何女士乃英國特許屋宇經理學會香港分會之資深會員，於物業發展、投資及管理方面具有逾35年的經驗。

CHA Mou Zing Victor BA, MBA (Aged 55)

Mr CHA was appointed director of the Company in 1989 and the managing director of the Company in September 2001. He was also appointed the managing director of HKR Asia-Pacific Pte Ltd in 1996 and has been serving as director of a number of other subsidiaries of the Group with the earliest appointment back to 1978. Mr CHA is responsible for the overall and day to day management of the Group. He has been involved in the textile manufacturing and real estate businesses for over 15 years. Mr CHA is an independent non-executive director of China Netcom Group Corporation (Hong Kong) Limited which is listed on the Stock Exchange. He is a son of Dr CHA Chi Ming and brother of Ms WONG CHA May Lung Madeline, Mr CHA Mou Sing Payson and Mr CHA Mou Daid Johnson. Mr CHA is also a director of Novantenor Limited which is a substantial shareholder of the Company under Part XV of the SFO.

CHEUNG Tseung Ming BSc, MBA, MAcc, MICE, MI Struct.E, CPA (Aged 63)

Mr CHEUNG was appointed director of the Company in September 2001. He is also the resident director of HKR Asia-Pacific Pte Ltd in Singapore and director of a number of other subsidiaries of the Group. Mr CHEUNG has been serving in the Group since 1995 and is the senior general manager responsible for the management of the Company's hospitality subsidiaries and related investments in the Asia-Pacific region. He is a member of the Institute of Structural and Civil Engineers in the United Kingdom and a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia.

CHUNG Sam Tin Abraham FCPA (Aged 59)

Mr CHUNG was appointed director of the Company in 1994 and is also director of a number of subsidiaries of the Group. Mr CHUNG has been serving in the Group since 1978 and is the senior general manager responsible for the Group's financial and corporate secretarial matters. He is a certified public accountant (practising) and a fellow of the Hong Kong Institute of Certified Public Accountants, and has over 25 years experience in financial management and property development in Hong Kong.

HO Pak Ching Loretta FCIH (Aged 58)

Ms HO was appointed director of the Company in 1994 and is also director of a number of subsidiaries of the Group. She firstly joined in 1979 and has been serving in the Group for 17 years. Ms HO is the senior general manager responsible for the Group's real estate business. She is a fellow of the Chartered Institute of Housing, Hong Kong Branch, and has over 35 years experience in property development, investment and management.

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鄧滿華 *BA(Arch Studies), BArch (五十一歲)*

鄧先生於二零零四年十二月獲委任為本公司之董事，亦為本集團若干附屬公司之董事。鄧先生自一九八五年起已於本集團服務，並為本集團之項目發展部門之高級總經理，負責香港及中國房地產發展項目之管理。鄧先生在物業發展業務方面具有逾25年之廣泛經驗。鄧先生自一九八一年起已成為香港建築師學會會員，自一九八二年起成為香港註冊建築師認可人士及自一九九一年起成為註冊建築師。

非執行董事

夏佳理 *GBS, CVO, OBE, JP (六十六歲)*

夏佳理先生於一九八九年獲委任為本公司之董事，於一九九三年成為獨立非執行董事，繼而於二零零五年六月二十三日調任為本公司之非執行董事。夏佳理先生為香港律師行夏佳理律師事務所的主管合夥人。夏佳理先生亦為恒隆地產有限公司、SCMP集團有限公司、信和酒店(集團)有限公司、信和置業有限公司，及尖沙咀置業集團有限公司之獨立非執行董事，以及香港電燈集團有限公司及和記港陸有限公司之非執行董事。上述各公司均在聯交所上市。夏佳理先生亦擔任其他多家香港及海外公眾及私人公司之董事。

查懋德 *BA, MBA (五十三歲)*

查先生於一九八九年獲委任為本公司之董事，並於二零零四年十二月調任為本公司之非執行董事。查先生早自一九七八起已擔任本集團若干附屬公司之董事。查先生亦出任為本集團一家於聯交所上市之相聯法團興勝創建之非執行董事、多家香港及中國之公眾及私人公司之董事／非執行董事，及積極參與多家非牟利機構之職務。查先生具有逾25年投資於矽谷及亞洲的投資管理經驗。查先生為查濟民博士之兒子，及王查美龍女士、查懋聲先生及查懋成先生之弟弟。查先生亦為LBJ Regents Limited之董事，此公司根據證券條例第XV部為本公司之主要股東。

TANG Moon Wah *BA (Arch Studies), BArch (Aged 51)*

Mr TANG was appointed director of the Company in December 2004 and is also director of a number of subsidiaries of the Group. He has been serving in the Group since 1985 and is the senior general manager of the Group's project division responsible for project management of real estate development in Hong Kong and the People's Republic of China. Mr TANG has over 25 years extensive experience in the property development industry. He has been a member of the Hong Kong Institute of Architects since 1981, an Authorised Person since 1982 and a Registered Architect since 1991.

Non-executive Directors

Ronald Joseph ARCULLI *GBS, CVO, OBE, JP (Aged 66)*

Mr ARCULLI was appointed director of the Company in 1989 and became an independent non-executive director since 1993 before he was re-designated as non-executive director of the Company on 23 June 2005. He is the managing partner of Arculli and Associates, a firm of solicitors in Hong Kong. Mr ARCULLI is an independent non-executive director of Hang Lung Properties Limited, SCMP Group Limited, Sino Hotels (Holdings) Limited, Sino Land Company Limited and Tsim Sha Tsui Properties Limited and a non-executive director of Hongkong Electric Holdings Limited and Hutchison Harbour Ring Limited, all of which are listed on the Stock Exchange. He also hold directorships in other public and private companies in Hong Kong and overseas.

CHA Mou Daid Johnson *BA, MBA (Aged 53)*

Mr CHA was appointed director of the Company in 1989 and re-designated as non-executive director of the Company in December 2004. He has been serving as director of a number of subsidiaries of the Group with the earliest appointment back to 1978. Mr CHA is also a non-executive director of Hanison, an associated corporation of the Company listed on the Stock Exchange, director/non-executive director of a number of other public and private companies in Hong Kong and China, and is actively participating in many non-profit making organisations. He has over 25 years investment management experience in Silicon Valley and Asia. Mr CHA is a son of Dr CHA Chi Ming and brother of Ms WONG CHA May Lung Madeline, Mr CHA Mou Sing Payson and Mr CHA Mou Zing Victor. He is also a director of LBJ Regents Limited which is a substantial shareholder of the Company under Part XV of the SFO.

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王查美龍 (六十五歲)

王女士於一九八九年獲委任為本公司之董事，並於二零零四年十二月調任為本公司之非執行董事。自本集團於一九七七年成立以來，王女士已擔任本集團若干附屬公司之董事。王女士亦擔任多家香港及海外公眾及私人公司之董事，當中包括於聯交所上市之漢國置業有限公司及建業實業有限公司。王女士為查濟民博士之女兒，及查懋聲先生、查懋成先生及查懋德先生之姊姊。王女士亦為CDW Holdings Limited及Novantenor Limited之董事，此等公司根據證券條例第XV部為本公司之主要股東。

獨立非執行董事

鄭家純 GBS, BA, MBA, DBA (Hons), LLD (Hons) (五十八歲)

鄭博士於一九八九年獲委任為本公司之董事，並於一九九三年調任為本公司之獨立非執行董事。鄭博士為於聯交所上市之新世界發展有限公司之董事總經理，亦為多家香港及海外公眾及私人公司之董事。

張建東 SBS, OBE, JP, DBA (Hons) (五十七歲)

張博士於二零零四年九月獲委任為本公司之獨立非執行董事。張博士為英格蘭及威爾斯特許會計師公會及香港會計師公會之資深會員。張博士曾任聯交所上市委員會主席至二零零五年四月十七日止，並於二零零五年四月十二日起出任為在聯交所上市之香港交易及結算所有限公司之獨立非執行董事。張博士亦為恒生銀行有限公司及瑞安建業有限公司之獨立非執行董事，此等公司均在聯交所上市。

高層管理人員

Gary Michael BROWN (五十一歲)

BROWN先生於一九九五年加入本集團，現為本集團會所管理部門之總經理，並為本集團若干附屬公司之董事。BROWN先生負責愉景灣內之高爾夫球會、遊艇會及康樂會之管理工作。BROWN先生於高爾夫球、會所及酒店業務具有逾30年的經驗。

WONG CHA May Lung Madeline (Aged 65)

Ms WONG was appointed director of the Company in 1989 and re-designated as non-executive director of the Company in December 2004. She has been serving as director of a number of subsidiaries of the Group since its inception in 1977. Ms WONG is also director of a number of other public and private companies in Hong Kong and overseas, including Hon Kwok Land Investment Company, Limited and Chinney Investments, Limited which are listed on the Stock Exchange. She is a daughter of Dr CHA Chi Ming and sister of Mr CHA Mou Sing Payson, Mr CHA Mou Zing Victor and Mr CHA Mou Daid Johnson. She is also director of CDW Holdings Limited and Novantenor Limited, which are substantial shareholders of the Company under Part XV of the SFO.

Independent Non-executive Directors

CHENG Kar Shun Henry GBS, BA, MBA, DBA (Hons), LLD (Hons) (Aged 58)

Dr CHENG was appointed director of the Company in 1989 and re-designated as independent non-executive director of the Company in 1993. Dr CHENG is the managing director of New World Development Company Limited which is listed on the Stock Exchange, and director of a number of other public and private companies in Hong Kong and overseas.

CHEUNG Kin Tung Marvin SBS, OBE, JP, DBA (Hons) (Aged 57)

Dr CHEUNG was appointed an independent non-executive director of the Company in September 2004. He is a fellow of both the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. Dr CHEUNG was the chairman of the Listing Committee of the Stock Exchange up to 17 April 2005 and became an independent non-executive director of Hong Kong Exchanges and Clearing Limited with effect from 12 April 2005, which is listed on the Stock Exchange. He is also an independent non-executive director of Hang Seng Bank Limited and Shui On Construction and Materials Limited, both of which are also listed on the Stock Exchange.

Senior Management

Gary Michael BROWN (Aged 51)

Joined the Group in 1995, Mr BROWN is the general manager of the recreation division and director of a number of subsidiaries of the Group. He is responsible for the management of the golf, marina and residents clubs in Discovery Bay. He has over 30 years experience in golf, clubs and hospitality businesses.

董事會報告書

Directors' Report

陳子明 *BSc (四十八歲)*

陳先生於一九八零年加入本集團，現為發展及市務部門之總經理，並為本集團若干附屬公司之董事。陳先生負責本集團香港物業組合之發展及市場推廣工作。陳先生於物業發展、房地產銷售及市場推廣具有逾20年的經驗。

陳銳麟 *FCIH, FHKIH, RPHM, BBS (六十七歲)*

陳先生於一九九九年加入本集團，現為愉景灣及愉景新城屋苑管理之總經理，並為本集團若干附屬公司之董事。陳先生負責為愉景灣、愉景新城及其他本集團管理之地產物業維持具質素的物業管理服務。陳先生為香港特別行政區政府之註冊專業房屋事務經理，於物業管理方面累積逾40年的經驗。

朱家諾 *BSc (Hons), HKIE (五十三歲)*

朱先生於一九八八年加入本集團，現為本集團交通運輸部門之總經理，並為本集團若干附屬公司之董事。朱先生負責愉景灣海陸交通及隧道之營運。朱先生為香港工程師學會之會員。

Rolando P GOSIENGFIAO *MBA (五十五歲)*

GOSIENGFIAO先生於二零零零年加入本集團，現為本集團策略投資組之高級總經理，並擔任本集團若干附屬公司之董事。GOSIENGFIAO先生負責監督GenRx Healthcare集團、英陶潔具集團及資訊科技部門之運作。GOSIENGFIAO先生於投資銀行、酒店及建立新業務方面具有逾20年的經驗。

Michael Gerald KEEGAN *(五十七歲)*

KEEGAN先生於一九九四年加入本集團，現為英陶潔具集團之董事總經理，負責英陶潔具(中國)、Impulse Bathroom Products Ltd(英國)及Bathroom & Kitchen Supplies Pty Ltd(澳洲)之日常營運。KEEGAN先生為英國材料礦物及採礦學會之資深會員，並持有管理學文憑。KEEGAN先生於浴室用品行業具有逾30年的經驗。

CHAN Chi Ming *BSc (Aged 48)*

Joined the Group in 1980, Mr CHAN is the general manager of development and marketing division and director of a number of subsidiaries of the Group. He is responsible for the development and marketing of the Group's property portfolios in Hong Kong. He has over 20 years experience in property development, sales and marketing of real estate.

CHAN Yui Loon Edward *FCIH, FHKIH, RPHM, BBS (Aged 67)*

Joined the Group in 1999, Mr CHAN is the general manager of city management in Discovery Bay and Discovery Park and director of a number of subsidiaries of the Group. He is responsible for maintaining quality property management services in Discovery Bay, Discovery Park and other estate property managed by the Group. He is a Registered Professional Housing Manager of the Government of the HKSAR with over 40 years experience in property management.

CHU Ka Lok *BSc (Hons), HKIE (Aged 53)*

Joined the Group in 1988, Mr CHU is the general manager of the transportation division and director of a number of subsidiaries of the Group. He is responsible for the operation of the land and sea transport and tunnel services in Discovery Bay. He is a member of the Hong Kong Institution of Engineers.

Rolando P GOSIENGFIAO *MBA (Aged 55)*

Joined the Group in 2000, Mr GOSIENGFIAO is the senior general manager of the strategic investments unit and director of a number of subsidiaries of the Group. He is responsible for overseeing the GenRx Healthcare group, the Imperial Bathroom Products group and the information technology department. He has over 20 years experience in investment banking, hotels and entrepreneurial businesses.

Michael Gerald KEEGAN *(Aged 57)*

Joined the Group in 1994, Mr KEEGAN is the managing director of the Imperial Bathroom Products group and is responsible for the day to day operations of Imperial Bathroom Products (China), Impulse Bathroom Products Ltd (UK) and Bathroom & Kitchen Supplies Pty Ltd (Australia). He is a fellow of the Institute of Materials, Minerals and Mining of the United Kingdom and holds a Diploma in Management Studies. He has over 30 years experience in the bathroom products industry.

董事會報告書

Directors' Report

王慕妤 *FIHRM (HK) (五十九歲)*

王女士於二零零二年加入本集團，現為人力資源及行政部門之總經理。王女士負責之範圍包括人力資源運作、招聘、補償及福利、培訓及發展，以及辦公室管理。王女士為香港人力資源管理學會之資深會員及多項專業管理課程之註冊培訓導師。王女士於人力資源管理方面具有逾30年的經驗。

Kenneth Joseph WOODHOUSE *BSc, MSc (六十一歲)*

WOODHOUSE先生於二零零五年加入本集團，現為本集團愉景灣營運部門之總經理。WOODHOUSE先生負責協調及監督愉景灣之社區管理、康樂及交通運輸部門之運作。WOODHOUSE先生曾於香港特別行政區政府多個職位累積逾20年之工作經驗及於加拿大私人機構工作逾8年。

(附註：部份上述之董事及高層管理人員於本公司之附屬公司及/或聯營公司中持有董事職銜。)

董事酬金

董事酬金詳情載於財務報表附註10。

董事於股份、相關股份及債券之權益

於二零零五年三月三十一日，下列之本公司董事及彼等之聯繫人於本公司或其任何相聯法團(定義見證券條例)之股份、股票衍生工具之相關股份及債券中擁有或被視為擁有下列之好倉權益而(a)根據證券條例第XV部第7及第8分部須知會本公司及聯交所；或(b)根據證券條例第352條須記入其指定之登記冊內；或(c)根據上市規則所載之上市公司董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所：

WONG Mo Shu Shirley *FIHRM (HK) (Aged 59)*

Joined the Group in 2002, Ms WONG is the general manager of the human resources and office administration division. She is responsible for full spectrum of human resources function, recruitment, compensation and benefits, training and development, and office administration. She is a fellow of the Hong Kong Institute of Human Resource Management and Certified Trainer for various professional management programmes. She has over 30 years experience in the human resources management field.

Kenneth Joseph WOODHOUSE *BSc, MSc (Aged 61)*

Joined the Group in 2005, Mr WOODHOUSE is the general manager of the Group's Discovery Bay operations. He is responsible for coordinating and overseeing the operation of the city management, recreation and transportation divisions of Discovery Bay. He has over 20 years working experience in various positions in the Government of the HKSAR and over 8 years in the private sector in Canada.

(Note: Some of the above directors and senior management hold various directorships in the Company's subsidiaries and/or associated companies.)

DIRECTORS' EMOLUMENTS

Particulars of directors' emoluments are set out in note 10 to the financial statements.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 March 2005, the following directors of the Company and their respective associates were interested, or were deemed to be interested, in the following long positions in the shares, underlying shares of equity derivatives and debentures of the Company or any of its associated corporations (within the meaning of the SFO) which (a) were required, pursuant to Divisions 7 and 8 of Part XV of the SFO, to be notified to the Company and the Stock Exchange; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Listing Rules, to be notified to the Company and the Stock Exchange:

董事會報告書

Directors' Report

(1) 本公司

於每股面值0.25港元股份之好倉

董事名稱 Name of Director	身份 Capacity	普通股數目 Number of Ordinary Shares				總數 Total	佔已發行股本 之百分比 Percentage of Issued Share Capital
		個人權益 Personal Interests	家族權益 Family Interests	公司權益 Corporate Interests	其他權益 Other Interests		
查濟民 CHA Chi Ming	配偶權益及信託受益人 Interest of spouse and beneficiary of trust	-	130,000 (附註a) (Note a)	-	524,194,475 (附註c) (Note c)	524,324,475	45.30
查懋聲 CHA Mou Sing Payson	實益擁有人、受控法團 權益及信託受益人 Beneficial owner, interest of a controlled corporation and beneficiary of trust	2,352,860	-	2,624,600 (附註b) (Note b)	567,323,978 (附註c) (Note c)	572,301,438	49.45
查懋成 CHA Mou Zing Victor	信託受益人 Beneficiary of trust	-	-	-	567,323,978 (附註c) (Note c)	567,323,978	49.02
查懋德 CHA Mou Daid Johnson	信託受益人 Beneficiary of trust	-	-	-	575,108,970 (附註c) (Note c)	575,108,970	49.69
王查美龍 WONG CHA May Lung Madeline	信託受益人 Beneficiary of trust	-	-	-	574,512,120 (附註c) (Note c)	574,512,120	49.64
夏佳理 Ronald Joseph ARCULLI	實益擁有人 Beneficial owner	241,472	-	-	-	241,472	0.02
鍾心田 CHUNG Sam Tin Abraham	實益擁有人 Beneficial owner	270,072	-	-	-	270,072	0.02
何柏貞 HO Pak Ching Loretta	實益擁有人 Beneficial owner	54,424	-	-	-	54,424	0.005
鄧滿華 TANG Moon Wah	實益擁有人 Beneficial owner	121,312	-	-	-	121,312	0.01

附註：

- (a) 股份乃由查濟民博士之妻子劉璧如女士持有。
- (b) 股份乃由查懋聲先生100%擁有之公司Accomplished Investments Limited持有。
- (c) 該等股份屬於若干不同之酌情信託及由名為LBJ Regents Limited及Novantenor Limited之法團受託人直接及／或間接持有。有關之董事及其個別之聯繫人屬於該等酌情信託之酌情受益人成員。上述法團受託人所持股份數目之進一步詳情，請參閱下文名為「主要股東」之段落。

Notes:

- (a) The shares were held by Ms LIU Bie Ju, the wife of Dr CHA Chi Ming.
- (b) The shares were held by Accomplished Investments Limited, a corporation 100% owned by Mr CHA Mou Sing Payson.
- (c) These shares were belonged to certain but not identical discretionary trusts and were held directly and/or indirectly by corporate trustees namely, LBJ Regents Limited and Novantenor Limited, of which the relevant directors and their respective individual associates were members of the class of discretionary beneficiaries of such discretionary trusts. Please refer to the paragraph headed "Substantial Shareholders" below for further details of the numbers of shares held by the corporate trustees.

董事會報告書

Directors' Report

(2) 相聯法團－興勝創建

於每股面值0.10港元股份之好倉

董事名稱 Name of Director	身份 Capacity	普通股數目 Number of Ordinary Shares				總數 Total	佔已發行股本 之百分比 Percentage of Issued Share Capital
		個人權益 Personal Interests	家族權益 Family Interests	公司權益 Corporate Interests	其他權益 Other Interests		
查濟民 CHA Chi Ming	配偶權益及信託受益人 Interest of spouse and beneficiary of trust	-	20,312 (附註a) (Note a)	-	76,671,627 (附註c) (Note c)	76,691,939	21.63
查懋聲 CHA Mou Sing Payson	實益擁有人、受控法團權益 及信託受益人 Beneficial owner, interest of a controlled corporation and beneficiary of trust	367,633	-	410,093 (附註b) (Note b)	83,410,611 (附註c) (Note c)	84,188,337	23.74
查懋成 CHA Mou Zing Victor	信託受益人 Beneficiary of trust	-	-	-	83,410,611 (附註c) (Note c)	83,410,611	23.52
查懋德 CHA Mou Daid Johnson	信託受益人 Beneficiary of trust	-	-	-	84,627,016 (附註c) (Note c)	84,627,016	23.87
王查美龍 WONG CHA May Lung Madeline	信託受益人 Beneficiary of trust	-	-	-	84,533,757 (附註c) (Note c)	84,533,757	23.84
夏佳理 Ronald Joseph ARCULLI	實益擁有人 Beneficial owner	37,730	-	-	-	37,730	0.01
鍾心田 CHUNG Sam Tin Abraham	實益擁有人 Beneficial owner	42,197	-	-	-	42,197	0.01
何柏貞 HO Pak Ching Loretta	實益擁有人 Beneficial owner	8,503	-	-	-	8,503	0.002

附註：

- (a) 股份乃由查濟民博士之妻子劉璧如女士持有。
- (b) 股份乃由查懋聲先生100%擁有之公司Accomplished Investments Limited持有。
- (c) 該等股份屬於若干不同之酌情信託及由名為LBJ Regents Limited及Novantenor Limited之法團受託人直接及／或間接持有。有關之董事及其個別之聯繫人屬於該等酌情信託之酌情受益人成員。上述法團受託人所持股份數目之進一步詳情，請參閱下文名為「主要股東」之段落。

(2) Associated Corporation – Hanison

Long positions in shares of HK\$0.10 each

董事名稱 Name of Director	身份 Capacity	普通股數目 Number of Ordinary Shares				總數 Total	佔已發行股本 之百分比 Percentage of Issued Share Capital
		個人權益 Personal Interests	家族權益 Family Interests	公司權益 Corporate Interests	其他權益 Other Interests		
查濟民 CHA Chi Ming	配偶權益及信託受益人 Interest of spouse and beneficiary of trust	-	20,312 (附註a) (Note a)	-	76,671,627 (附註c) (Note c)	76,691,939	21.63
查懋聲 CHA Mou Sing Payson	實益擁有人、受控法團權益 及信託受益人 Beneficial owner, interest of a controlled corporation and beneficiary of trust	367,633	-	410,093 (附註b) (Note b)	83,410,611 (附註c) (Note c)	84,188,337	23.74
查懋成 CHA Mou Zing Victor	信託受益人 Beneficiary of trust	-	-	-	83,410,611 (附註c) (Note c)	83,410,611	23.52
查懋德 CHA Mou Daid Johnson	信託受益人 Beneficiary of trust	-	-	-	84,627,016 (附註c) (Note c)	84,627,016	23.87
王查美龍 WONG CHA May Lung Madeline	信託受益人 Beneficiary of trust	-	-	-	84,533,757 (附註c) (Note c)	84,533,757	23.84
夏佳理 Ronald Joseph ARCULLI	實益擁有人 Beneficial owner	37,730	-	-	-	37,730	0.01
鍾心田 CHUNG Sam Tin Abraham	實益擁有人 Beneficial owner	42,197	-	-	-	42,197	0.01
何柏貞 HO Pak Ching Loretta	實益擁有人 Beneficial owner	8,503	-	-	-	8,503	0.002

Notes:

(a) The shares were held by Ms LIU Bie Ju, the wife of Dr CHA Chi Ming.

(b) The shares were held by Accomplished Investments Limited, a corporation 100% owned by Mr CHA Mou Sing Payson.

(c) These shares were belonged to certain but not identical discretionary trusts and were held directly and/or indirectly by corporate trustees namely, LBJ Regents Limited and Novantenor Limited, of which the relevant directors and their respective individual associates were members of the class of discretionary beneficiaries of such discretionary trusts. Please refer to the paragraph headed "Substantial Shareholders" for further details of the numbers of shares held by the corporate trustees.

董事會報告書

Directors' Report

除上文所披露者及由若干董事以代理人名義持有本公司部份附屬公司股本之非實益權益外，於二零零五年三月三十一日，本公司之董事及彼等之聯繫人於本公司或其任何相聯法團（定義見證券條例）之股份、股票衍生工具之相關股份及債券中概無擁有或被視為擁有好倉及淡倉之權益而(a)根據證券條例第XV部第7及第8分部須知會本公司及聯交所；或(b)根據證券條例第352條須記入其指定之登記冊內；或(c)根據標準守則須知會本公司及聯交所。

購股權計劃

本公司現時之購股權計劃（「二零零二年計劃」）乃於二零零二年一月三日採納並於二零零二年一月十八日生效。根據上市規則須披露有關二零零二年計劃之詳情載列如下：

(1) 二零零二年計劃之摘要

(a) 目的

目的是為已根據二零零二年計劃獲授購股權以認購本公司股份之參與者提供購買本公司資本權益之機會，並鼓勵參與者為本公司及其股東之整體利益，努力提高本公司及其股份之價值。

(b) 參與者

所有本公司、其附屬公司及/或其聯營公司之所有董事（包括獨立非執行董事）、全職僱員及顧問均符合參與二零零二年計劃之資格。

(c) 最多可予發行之股份數目

因行使根據二零零二年計劃授出或將予授出之購股權而可發行之股份最多為115,737,802股。

Save as disclosed above and for certain directors holding non-beneficial interests in the share capital of some of the subsidiaries of the Company as nominee shareholders, at 31 March 2005, none of the directors of the Company and their respective associates were interested, or were deemed to be interested, in long and short positions in the shares, underlying shares of equity derivatives and debentures of the Company or any of its associated corporations (within the meaning of the SFO) which (a) were required, pursuant to Divisions 7 and 8 of Part XV of the SFO, to be notified to the Company and the Stock Exchange; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

SHARE OPTION SCHEME

The Company's existing share option scheme (the "2002 Scheme") was adopted on 3 January 2002 and came into effect on 18 January 2002. Particulars of the 2002 Scheme as required to be disclosed under the Listing Rules are set out below:

(1) Summary of the 2002 Scheme

(a) Purpose

The purpose is to provide the participants who have been granted options under the 2002 Scheme to subscribe for ordinary shares in the Company with the opportunity to acquire proprietary interests in the Company and to encourage the participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

(b) Participants

All directors (including independent non-executive directors), full-time employees and consultants of the Company, its subsidiaries and/or its associated companies are eligible to participate in the 2002 Scheme.

(c) Maximum number of shares available for issue

A maximum number of 115,737,802 shares of the Company may be issued upon exercise of all options granted or to be granted under the 2002 Scheme.

董事會報告書

Directors' Report

(d) 每名參與者可獲權益上限

除獲本公司股東另行批准外，於任何12個月期間內行使根據二零零二年計劃或本公司採納之任何其他購股權計劃(如有)授出之購股權(包括已行使及尚未行使之購股權)而向各參與者發行及將予發行之本公司股份總數不可超出本公司已發行股份之1%。

倘向本公司之主要股東或獨立非執行董事或其各自之聯繫人(定義見上市規則)授出購股權，而將會導致於截至授出日期(包括該日)止之任何12個月期間向該人士已授出及將授出之一切購股權獲行使而發行及將予發行之本公司股份：

- (i) 合共佔本公司已發行股份之0.1%以上；及
- (ii) 總值超過5百萬港元(根據於授出日期聯交所發出之每日報價表所述本公司股份之收市價計算)，

則授出該項購股權須取得本公司股東(並非本公司之關連人士(定義見上市規則))事先批准。

(e) 根據購股權可認購股份之期限

每項購股權須於其授出日期起計10年內或由董事會(或有關之委員會)於授出購股權時所指定的較短期限內行使。

(f) 購股權行使前必須持有之最短期限(如有)

於授出購股權時，董事會或有關之委員會必須指明購股權於可予行使前必須持有之最短期限(如有)。

(g) 給予接納購股權之期限及接納時須繳付之金額

授出購股權(授出日期必須為聯交所之營業日)的要約必須在向參與者發出要約函起計14天內獲接納，及在接納時須繳付代價1.0港元。

(d) *Maximum entitlement of each participant*

The total number of shares of the Company issued and to be issued upon exercise of the options granted to each participant (including both exercised and unexercised options) under the 2002 Scheme or any other share option scheme (if any) adopted by the Company in any 12-month period must not exceed 1% of the shares of the Company in issue unless otherwise approved by the shareholders of the Company.

Where any grant of options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates (as defined in the Listing Rules), would result in the shares of the Company issued and to be issued upon exercise of all options already granted and to be granted to such person in any 12-month period up to and including the date of the grant:

- (i) representing in aggregate over 0.1% of the shares of the Company in issue; and
- (ii) having an aggregate value, based on the closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant in excess of HK\$5 million,

such grant of option shall be subject to prior approval of the shareholders of the Company who are not connected persons of the Company as defined in the Listing Rules.

(e) *Period within which the shares must be taken up under an option*

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board (or the relevant committee thereof) may specify at the time of grant.

(f) *Minimum period, if any, for which an option must be held before it can be exercised*

At the time of the grant of an option, the Board or the relevant committee thereof must specify the minimum period(s), if any, for which an option must be held before it can be exercised.

(g) *Period open for acceptance of an option and amount payable upon acceptance*

The offer of the grant of an option (of which the date of grant must be a Stock Exchange business day) must be accepted within 14 days from the date on which the offer letter is delivered to the participant and a consideration of HK\$1.0 must be paid upon acceptance.

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(h) 購股權認購價之釐定基準

購股權之認購價必須不低於下列所述之較高者：

- (i) 根據聯交所於授出日期發出之每日報價表所述本公司股份之收市價；
- (ii) 根據聯交所於緊接授出日期前五個聯交所營業日發出之每日報價表所述本公司股份之平均收市價；及
- (iii) 本公司股份於授出日期之面值。

(i) 餘下之年期

除根據二零零二年計劃之條款被另行終止外，二零零二年計劃之有效年期為10年，將於二零一二年一月三日期滿。

(2) 已授出及可供授出之購股權詳情

二零零二年計劃自生效以來，並無授出任何認購權。根據二零零二年計劃可供授出購股權之本公司股份為115,737,802股，相等於本公司於本年報刊發當日（即二零零五年六月二十三日）已發行股本之10%。

董事於競爭業務中之權益

於本年度內，本公司董事於與本集團業務直接或間接競爭或可能存在競爭之業務中，擁有須根據上市規則作出披露之權益如下：

- (1) 王查美龍女士為建業實業有限公司及漢國置業有限公司之董事，該兩家公司之集團業務均包括物業發展及物業投資。因此，王女士於本年度內被視為於與本集團業務競爭之業務中擁有權益。建業實業有限公司及漢國置業有限公司均於聯交所上市。

(h) *Basis of determining the subscription price of an option*

The subscription price of an option shall be no less than the higher of:

- (i) the closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant;
- (ii) the average closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange for the five Stock Exchange business days immediately preceding the date of grant; and
- (iii) the nominal value of a share of the Company on the date of grant.

(i) *Remaining life*

The 2002 Scheme has a life of 10 years and will expire on 3 January 2012 unless otherwise terminated in accordance with the terms of the 2002 Scheme.

(2) *Details of options granted and available for grant*

No option was granted under the 2002 Scheme since its inception. The total number of shares of the Company available for grant of options under the 2002 Scheme is 115,737,802 shares which represents 10% of the issued share capital of the Company as at the date of this annual report (i.e. 23 June 2005).

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, the interests of the directors of the Company in businesses which competed or were likely to compete, either directly or indirectly, with the businesses of the Group as required to be disclosed pursuant to the Listing Rules are set out as follows:

- (1) Ms WONG CHA May Lung Madeline is a director of each of Chinney Investments, Limited and Hon Kwok Land Investment Company, Limited whose groups' businesses consist of property development and property investment. In this respect, Ms WONG was regarded as having interests in competing businesses of the Group during the year. Chinney Investments, Limited and Hon Kwok Land Investment Company, Limited are both listed on the Stock Exchange.

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(2) 查懋聲先生及查懋德先生分別為興勝創建之主席兼非執行董事及非執行董事，及兩人均為CDW Building Limited之董事。興勝創建及CDW Building Limited之業務包括物業投資及／或物業發展及物業管理。因此，查懋聲先生及查懋德先生於本年度內均被視為於與本集團業務競爭之業務中擁有權益。興勝創建於聯交所上市。

除上文所披露者外，本公司董事概無於本集團業務以外任何與本集團業務直接或間接競爭或可能存在競爭之業務中擁有權益。

董事認購股份或債券之權利

本公司擁有一項於二零零二年一月三日採納並於二零零二年一月十八日生效之購股權計劃，可授出購股權予（當中包括）本公司董事。該購股權計劃之詳情載於上文「購股權計劃」該段內及財務報表附註27。

於本年度內本公司董事並無根據本公司之上述購股權計劃獲授或行使任何購股權。

除上文所披露者外，本公司或其任何附屬公司概無於本年度內任何時間作為任何安排之參與方，而使本公司董事可藉購買本公司或任何其他法人團體之股本或債券而獲利。

持續關連交易及董事於合約中之權益

於截至二零零五年三月三十一日止年度內，本集團進行以下交易，此等交易在上市規則第14A章下構成本公司之持續關連交易，而由於在該第14A章生效前聯交所已給予有條件豁免（「豁免」）嚴格遵守有關披露及／或股東批准之規定，因此該豁免仍適用於本年度內進行之此等交易：

(2) Mr CHA Mou Sing Payson and Mr CHA Mou Daid Johnson are the chairman and non-executive director of Hanison respectively and both are directors of CDW Building Limited. The businesses of Hanison and CDW Building Limited consist of property investment and/or property development and property management. In this respect, both Mr CHA Mou Sing Payson and Mr CHA Mou Daid Johnson were regarded as having interests in competing businesses of the Group during the year. Hanison is listed on the Stock Exchange.

Save as disclosed above, none of the directors of the Company were interested in any business apart from the Group's businesses which competed or was likely to compete, either directly or indirectly, with the businesses of the Group during the year.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

The Company has a share option scheme adopted on 3 January 2002 and effected on 18 January 2002 under which options may be granted, inter alia, to directors of the Company. Details of the share option scheme are set out in the paragraph headed "Share Option Scheme" above and note 27 to the financial statements.

There was no grant to, and no exercise by, the directors of the Company of any options under the Company's said share option scheme during the year.

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CONTINUING CONNECTED TRANSACTIONS AND DIRECTORS' INTERESTS IN CONTRACTS

During the year ended 31 March 2005, the Group entered into the following transactions which constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules, of which conditional waivers (the "Waivers") from strict compliance with the relevant disclosure and/or shareholders' approval requirements have been granted by the Stock Exchange prior to the said Chapter 14A coming into effect and hence the Waivers remain applicable to these transactions conducted in the year:

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(1) 經修訂參與協議下的交易

根據本公司之全資附屬公司 Broad Base International Limited (「Broad Base」) 與 Cagen Holdings Limited (「Cagen」) 及 Mingly Global Holdings Limited (「Mingly Global」) (Cagen 及 Mingly Global 均為本公司主席查濟民博士之聯繫人) 於二零零零年十一月九日訂立之經修訂參與協議 (「經修訂參與協議」)，Cagen 獲委任為 (其中包括) 一筆由 Broad Base 於一九九四年已交予 Cagen 原本數額為 100 百萬美元之保留基金組合 (「保留基金」) 之管理人，任期固定至於二零零六年十二月三十一日屆滿。Cagen 於經修訂參與協議下有權享有之參與權益如下：

- (a) 相等於保留基金 1% 之管理人附帶權益 (見附註)；及
- (b) 相等於保留基金每年產生之收益 10% 之獎勵附帶權益，惟該收益必須超出保留基金按最近期 180 日美國國庫債券息率加 1% 計算之金額 (見附註)。

附註：根據經修訂參與協議，於任何一年 (適用於二零零六年十二月三十一日) 應付予 Cagen 之管理人附帶權益及獎勵附帶權益之總額不得超出緊接之上年度已刊發經審核綜合賬項所披露本集團有形資產賬面淨值之 3%。

於截至二零零五年三月三十一日止年度，Broad Base 在經修訂參與協議下支付予 Cagen 之管理人附帶權益及獎勵附帶權益之總額 (包括其他由 Broad Base 交託管理的另加款額或權益 (如有) 而產生的權益) 分別為 10.4 百萬港元及 4.2 百萬港元 (二零零四年：分別為 10.0 百萬港元及 12.1 百萬港元)。

(2) 建築交易及裝修交易

由於本公司主席查濟民博士及其後嗣乃若干酌情信託之酌情受益人，而該等酌情信託的受託人為本公司及興勝創建之主要股東，因此興勝創建成為本公司之關連人士 (定義見上市規則)，而興勝創建及其附屬公司 (「興勝創建集團」) 與本集團之間進行之 (a) 多項建築項目 (「建築交易」) 及 (b) 多項內部裝修及翻新項目 (「裝修交易」) 則構成上市規則下本公司之持續關連交易。

(1) Transactions under the Revised Participation Agreement

Pursuant to the revised participation agreement dated 9 November 2000 (the "Revised Participation Agreement") entered into between Broad Base International Limited ("Broad Base"), a wholly-owned subsidiary of the Company, Cagen Holdings Limited ("Cagen") and Mingly Global Holdings Limited ("Mingly Global"), both of Cagen and Mingly Global are associates of Dr CHA Chi Ming, chairman of the Company, Cagen was appointed for a fixed period expiring on 31 December 2006 as the manager of, inter alia, the retained portfolio of a fund in the original amount of US\$100 million placed by Broad Base with Cagen in 1994 (the "Retained Fund"). Cagen is entitled to participation interest under the Revised Participation Agreement as follows:

- (a) a manager's carried interest equals to 1% of the value of the Retained Fund (*see note*); and
- (b) an incentive carried interest equals to 10% of the gain generated by the Retained Fund for each year provided that such gain exceeds an amount which the Retained Fund would have gained at the rate of the last quoted 180 days US Treasury Bill rate plus 1% (*see note*).

Note: The manager's carried interest and incentive carried interest payable to Cagen under the Revised Participation Agreement for any one year shall not in aggregate exceed an amount calculated by reference to 3% (applicable up to 31 December 2006) of the book value of the net tangible assets of the Group as disclosed in the immediate preceding year's published audited consolidated accounts.

For the year ended 31 March 2005, the aggregate manager's carried interest and aggregate incentive carried interest (including those arising from further sum or interest, if any, placed by Broad Base) payable by Broad Base to Cagen under the Revised Participation Agreement amounted to HK\$10.4 million and HK\$4.2 million respectively (2004: HK\$10.0 million and HK\$12.1 million respectively).

(2) Construction Transactions and Renovation Transactions

By virtue of Dr CHA Chi Ming, chairman of the Company, and his issue being discretionary beneficiaries of certain discretionary trusts of which the trustees are the substantial shareholders of both the Company and Hanison, Hanison constitutes a connected person (as defined in the Listing Rules) of the Company, and the (a) various construction projects (the "Construction Transactions") and (b) various interior and renovation projects (the "Renovation Transactions") conducted between Hanison and its subsidiaries (the "Hanison Group") and the Group have constituted continuing connected transactions of the Company under the Listing Rules.

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於截至二零零五年三月三十一日止年度，建築交易及裝修交易各自之交易總額分別為180.8百萬港元及1.4百萬港元（二零零四年：分別為126.6百萬港元及0.9百萬港元）。

董事會（包括本公司之獨立非執行董事）於收到本公司核數師就上述(1)及(2)之持續關連交易（統稱「該等持續關連交易」）的據實調查結果所發出之函件後，已檢討及批准該等持續關連交易並確認：

(i) 於本年度內進行之該等持續關連交易乃按下列原則進行：

- 在本集團日常及一般業務過程中；
- 按一般商業條款或不遜於給予（或提供自）獨立第三者之條款；
- 按規管該等持續關連交易之協議所訂立之條款；及
- 按公平及合理之基礎並符合本公司及其股東之整體利益。

(ii) 於截至二零零五年三月三十一日止年度，該等持續關連交易之各相關金額總數並未有超出下文所列豁免所設定之各上限金額：

- 於本年度內除保留基金以外由Broad Base交託Cagen管理之所有另加款額或收益（如有），以及全部應由Broad Base支付予Cagen之附帶權益並未有超出本公司不時之最近期經審核有形資產淨值之3%。
- 於本年度內本集團就有關建築交易應付之金額總數並未有超出：(i)興勝創建集團上財政年度（即截止二零零四年三月三十一日止年度）經審核綜合營業額之50%；或(ii)800百萬港元，兩者中之較高者。
- 於本年度內本集團就有關裝修交易應付之金額總數並未有超出10百萬港元。

The aggregate transaction value in respect of each of the Construction Transactions and the Renovation Transactions for the year ended 31 March 2005 amounted to HK\$180.8 million and HK\$1.4 million respectively (2004: HK\$126.6 million and HK\$0.9 million respectively).

The Directors (including the independent non-executive directors of the Company), upon receiving a letter from the Company's auditors in respect of the factual findings on the continuing connected transactions described in (1) and (2) above (collectively, the "Continuing Connected Transactions"), have reviewed and approved the Continuing Connected Transactions and confirmed that:

(i) The Continuing Connected Transactions conducted in the year were carried out in accordance with the following principles:

- in the ordinary and usual course of business of the Group;
- on normal commercial terms or terms no less favourable than terms available to (or from) independent third parties;
- in accordance with the terms of the relevant agreements governing the Continuing Connected Transactions; and
- on a fair and reasonable basis and in the interest of the Company and its shareholders as a whole.

(ii) The respective aggregate amounts of the Continuing Connected Transactions for the year ended 31 March 2005 did not exceed the following caps as prescribed in the Waivers:

- All further sums or interests (if any) placed by Broad Base under the management of Cagen in addition to the Retained Fund and all carried interests payable by Broad Based to Cagen in the year did not exceed 3% of the latest audited net tangible assets value of the Group from time to time.
- The aggregate amount payable by the Group in respect of the Construction Transactions in the year did not exceed the higher of (i) 50% of the audited consolidated turnover of the Hanison Group for the previous financial year (i.e. the financial year ended 31 March 2004;) or (ii) HK\$800 million.
- The aggregate amount payable by the Group in respect of the Renovation Transactions in the year did not exceed HK\$10 million.

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除上文所披露者外，本公司或其任何附屬公司概無訂立董事於其中直接或間接擁有重大權益而於結算日或本年度內任何時間仍然生效之任何重大合約。

上市規則第13章第13.22條之持續披露規定

根據上市規則第13章第13.22條之規定，下列為於二零零五年三月三十一日提供予本公司聯屬公司之財務資助及擔保的詳情。

於二零零五年三月三十一日，本集團向Tung Chung Station Development Company Limited (「TCS DCL」) 提供合共2,373.1百萬港元之墊款，並就TCS DCL之銀行信貸提供18.6百萬港元之擔保，即本集團為TCS DCL之銀行信貸1,080.0百萬港元提供之個別性擔保。於二零零五年三月三十一日，TCS DCL已動用之銀行信貸為60.0百萬港元。

TCS DCL承包發展香港大嶼山東涌站上蓋第二期發展項目，本集團持有當中的31%權益。本集團按於TCS DCL之股權比例，以後償股東貸款之方式向TCS DCL授出該筆墊款，作為TCS DCL之營運資金。該筆墊款為無抵押，年息按香港銀行同業拆息加2.0%至2.5%計算，且無固定還款期。根據所有TCS DCL之實益股東於二零零三年六月三日簽訂之一份免除契約，並在銀行的同意下，於截至二零零三年三月三十一日止年度TCS DCL之資產淨值中已免除TCS DCL在後償股東貸款的應計利息。所有TCS DCL於未償還股東貸款的應付利息自二零零二年一月一日起被免除直至所有實益股東於其後時間另有決定為止。墊款連同有關應計利息(如有)已如上文所述以後償方式授予向TCS DCL提供銀行信貸的銀行。

此外，於二零零五年三月三十一日，本集團亦向若干聯屬公司墊款合共103.4百萬港元。

於二零零五年三月三十一日，本集團為該等聯屬公司提供之墊款及作出之擔保合共為2,460.0百萬港元，相等於本集團於二零零五年三月三十一日之綜合有形資產淨值6,648.6百萬港元之37%。

Save as disclosed above, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONTINUING DISCLOSURE REQUIREMENTS UNDER RULE 13.22 OF CHAPTER 13 OF THE LISTING RULES

In accordance with the requirements of rule 13.22 of Chapter 13 of the Listing Rules, the followings are the details of financial assistance and guarantees to affiliated companies of the Company at 31 March 2005.

At 31 March 2005, the Group advanced to Tung Chung Station Development Company Limited (「TCS DCL」) an aggregate amount of HK\$2,373.1 million and a guarantee of HK\$18.6 million was provided by the Group in respect of TCS DCL's banking facilities, representing the several guarantee by the Group in respect of TCS DCL's banking facilities of HK\$1,080.0 million. The amount of banking facilities utilised by TCS DCL at 31 March 2005 amounted to HK\$60.0 million.

TCS DCL is engaged in the development of Tung Chung Station Package II Project in Lantau Island, Hong Kong in which the Group has 31% interest. The advances were provided by the Group in the form of subordinated shareholders' loans in proportion to the Group's shareholding interest in TCS DCL, for the purpose of funding the working capital requirements of TCS DCL. The advances are unsecured, bear interest at the rate of HIBOR plus 2.0% to 2.5% per annum, and have no fixed term of repayment. As agreed by all the beneficial shareholders of TCS DCL in a deed of release and discharge entered into on 3 June 2003 and with the consent from the banks, the interests accrued by TCS DCL on the subordinated shareholders' loans were released and discharged in the net asset value of TCS DCL during the year ended 31 March 2003. All interests payable by TCS DCL on outstanding shareholders' loans due by TCS DCL were released and discharged as from 1 January 2002 until further determined by all its beneficial shareholders at a later time. The advances together with the accrued interests thereon, if any, are subordinated to the banks providing the banking facilities to TCS DCL as mentioned above.

In addition, at 31 March 2005, the Group also advanced to several affiliated companies at an aggregate amount of HK\$103.4 million.

At 31 March 2005, the aggregate amount of advances provided to and guarantees given for these affiliated companies by the Group amounted to HK\$2,460.0 million and represented 37% of the consolidated net tangible assets of the Group of HK\$6,648.6 million at 31 March 2005.

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於二零零五年三月三十一日，該等聯屬公司之備考合併資產負債表及本集團應佔該等聯屬公司之權益概列如下：

A pro forma combined balance sheet of these affiliated companies and the Group's attributable interest in these affiliated companies at 31 March 2005 were as follows:

		備考合併資產負債表 Pro forma combined balance sheet 百萬港元 (HK\$'M)	本集團應佔權益 Group's attributable interest 百萬港元 (HK\$'M)
非流動資產	Non-current assets	1,088.9	346.3
流動資產	Current assets	1,292.1	405.0
流動負債	Current liabilities	(156.3)	(51.5)
流動資產淨值	Net current assets	1,135.8	353.5
非流動負債	Non-current liabilities	(7,886.0)	(2,456.6)
股東虧損	Shareholders' deficits	(5,661.3)	(1,756.8)

主要股東

於二零零五年三月三十一日，根據本公司於證券條例第XV部第336條規定下須存置之登記冊所記錄，下列人士(非本公司之董事或最高行政人員)於本公司之股份及相關股份中擁有之好倉權益如下：

於每股面值0.25港元股份之好倉

SUBSTANTIAL SHAREHOLDERS

At 31 March 2005, the following persons (not being a director or chief executive of the Company) had the following interests in the long positions in shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO:

Long positions in shares of HK\$0.25 each

股東 Shareholder	身份 Capacity	普通股數目 Number of Ordinary Shares	佔已發行股本 之百分比 Percentage of Issued Share Capital
LBJ Regents Limited (附註a) (Note a)	受託人及受控法團權益 Trustee and interest of a controlled corporation (附註b) (Note b)	148,749,876 (附註a) (Note a)	12.85
CDW Holdings Limited (附註b) (Note b)	實益擁有人 Beneficial owner	72,405,057 (附註b) (Note b)	6.26
Novantenor Limited	受託人 Trustee	433,547,236 (附註c) (Note c)	37.46

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附註：

- (a) LBJ Regents Limited擁有權益或被視為擁有權益之148,749,876股股份乃以法團受託人身份為若干不同且不可撤回之酌情信託持有(包括透過其擁有52.24%的附屬公司CDW Holdings Limited間接持有之72,405,057股股份)，而該等酌情信託之酌情受益人成員包括查濟民博士及其後嗣。
- (b) LBJ Regents Limited擁有CDW Holdings Limited 52.24%之權益。根據證券條例，CDW Holdings Limited為LBJ Regents Limited之受控法團，因此CDW Holdings Limited持有之72,405,057股股份構成LBJ Regents Limited所持有或被視為持有之148,749,876股股份權益的一部份。
- (c) 433,547,236股股份乃由Novantenor Limited以法團受託人身份為若干不可撤回之酌情信託持有，而該等酌情信託之酌情受益人成員包括查濟民博士及其後嗣。

除上文所披露者外，於二零零五年三月三十一日，概無於本公司股份或相關股份之其他權益或淡倉記錄於本公司根據證券條例第336條須存置之登記冊內。

可換股證券、認購權、認股權證或類似權利

除上文「購股權計劃」該段所述及載於財務報表附註27之購股權計劃外，本公司於二零零五年三月三十一日並無任何尚未行使之可換股證券、認購權、認股權證或類似權利。於本年度內概無任何可換股證券、認購權、認股權證或其他類似權利獲發行或行使。

管理合約

本年度內，本公司並無就全盤業務或其中任何重要部份簽訂或存有任何管理及行政合約。

股本

本年度內，本公司之股本並無任何變動。股本之詳情載於財務報表附註26。

購買、出售或贖回本公司之上市證券

本年度內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

Notes:

- (a) The 148,749,876 shares in which LBJ Regents Limited was interested or deemed to be interested (including the 72,405,057 shares held indirectly through its 52.24% owned subsidiary namely CDW Holdings Limited) were shares held by it as corporate trustee for certain but not identical irrevocable discretionary trusts of which members of the class of discretionary beneficiaries of such discretionary trusts comprised Dr CHA Chi Ming and his issue.
- (b) CDW Holdings Limited is 52.24% owned by LBJ Regents Limited. By virtue of the SFO, CDW Holdings Limited is a controlled corporation of LBJ Regents Limited and the 72,405,057 shares held by CDW Holdings Limited therefore formed part of the 148,749,876 shares in which LBJ Regents Limited was interested or deemed to be interested.
- (c) The 433,547,236 shares were held by Novantenor Limited as corporate trustee for certain irrevocable discretionary trusts, of which members of the class of discretionary beneficiaries of such discretionary trusts comprised Dr CHA Chi Ming and his issue.

Save as disclosed above, at 31 March 2005, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Other than the share option scheme described in the paragraph headed "Share Option Scheme" above and in note 27 to the financial statements, the Company had no outstanding convertible securities, options, warrants or similar rights at 31 March 2005. There was no issue or exercise of any convertible securities, options, warrants or similar rights during the year.

MANAGEMENT CONTRACT

No contract for the management and administration of the whole or any substantial part of any business of the Company was entered into or existed during the year.

SHARE CAPITAL

There was no movement in the share capital of the Company during the year. Details of the share capital of the Company are set out in note 26 to the financial statements.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

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儲備

本年度內，本集團及本公司之儲備變動詳情分別載於財務報表附註28及第35頁之綜合權益變動報表內。

主要客戶及供應商

本集團五大客戶合共之營業額佔本集團營業總額少於30%。

本集團五大供應商合共之採購額佔本集團採購總額少於30%。

本公司之董事、彼等之任何聯繫人或股東(據董事所知擁有本公司股份多於5%者)概無於本集團五大客戶中擁有任何權益。

投資物業與物業、廠房及設備

本集團及本公司之投資物業與物業、廠房及設備於本年度內之變動詳情分別載於財務報表附註14及15。

持作待發展／發展中、出售及投資等用途之物業

本集團之待發展／發展中物業於本年度內之變動詳情載於財務報表附註16。

持作待發展／發展中、出售及投資等用途之主要物業摘要載於第108頁至第124頁。

捐款

本年度內，本集團之慈善及其他捐款合共約4.2百萬港元(二零零四年：約為0.6百萬港元)。

人力資源

於二零零五年三月三十一日，本集團在香港及海外的僱員總人數約為3,000名(二零零四年：2,280名)。

RESERVES

Details of movements in the reserves of the Group and of the Company during the year are set out in note 28 to the financial statements and the consolidated statement of changes in equity on page 35 respectively.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate turnover attributable to the Group's five largest customers was less than 30% of the total value of the Group's turnover.

The aggregate purchases attributable to the Group's five largest suppliers were less than 30% of the total value of the Group's purchases.

None of the directors, any of their associates, or shareholders of the Company (which to the knowledge of the directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers.

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

Details of changes in the investment properties and property, plant and equipment of the Group and of the Company during the year are set out in notes 14 and 15 to the financial statements respectively.

PROPERTIES HELD FOR/UNDER DEVELOPMENT, SALE AND INVESTMENT PURPOSES

Details of changes in properties held for/under development of the Group during the year are set out in note 16 to the financial statements.

A summary of major properties held for/under development, sale and investment purposes is set out on pages 108 to 124.

DONATIONS

During the year, the Group made charitable and other donations amounting to approximately HK\$4.2 million (2004: approximately HK\$0.6 million).

HUMAN RESOURCES

At 31 March 2005, the Group employed a total of approximately 3,000 (2004: 2,280) staff in Hong Kong and overseas.

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本集團透過安排僱員同樂日，週年聚餐及刊佈內部新聞通訊與僱員保持良好關係及溝通。本集團提供有系統的發展及培訓課程以結合本集團之人力資源管理及提升僱員整體的技能及知識。

股份優先認購權

公司細則並無有關股份優先認購權之條文，惟開曼群島之法例亦無限制此等權利。

企業管治

本公司董事認為，本公司於截至二零零五年三月三十一日止年度內一直遵守上市規則附錄14所載之最佳應用守則（於二零零五年一月一日前仍具效力及適用於回顧之財政年度），惟本公司之非執行董事及獨立非執行董事並無指定任期，但須根據公司細則於本公司之股東週年大會上輪值告退及膺選連任。

此外，載有企業管治常規守則（「管治守則」）之經修訂附錄14已於二零零五年一月一日生效，並適用於二零零五年一月一日開始之會計期間。本公司已採納之企業管治常規包括下列各項：

(1) 董事會的組成

本公司擁有一個有效的董事會，負起領導及監控的責任，並集體負責統管和監督本公司之事務，董事會於每個財政年度最少開會4次，但亦會因應需要開更多會議。董事會於本年度內開會5次。

董事會共有12名董事，其名稱已載列於上文「董事」之段落內。

董事會由均衡的執行董事及非執行董事（包括獨立非執行董事）組成，彼等具備本集團業務所需之合適才幹與經驗。

The Group continues to maintain good relationship and communication with its staff by organising staff day, annual dinner and publishing internal newsletters. Structured staff development programmes and training sessions are provided to integrate the Group's human resources management and enhance staff skill and knowledge as a whole.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles although there is no restriction against such rights under the laws of the Cayman Islands.

CORPORATE GOVERNANCE

In the opinion of the directors of the Company, the Company has complied throughout the year ended 31 March 2005 with the Code of Best Practice set out in Appendix 14 to the Listing Rules, which was still in force prior to 1 January 2005 and remains applicable to the financial year under review, except that the non-executive directors and independent non-executive directors of the Company were not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles.

Besides, the amended Appendix 14 containing the code on corporate governance practices (the "CG Code") has come into effect on 1 January 2005 and is applicable to accounting period commencing 1 January 2005. The corporate governance practices already adopted by the Company include the following:

(1) Composition of the Board

The Company has an effective Board to assume responsibility for leadership and control, and be collectively responsible for directing and supervising the Company's affairs. The Board will meet at least 4 times in each financial year and will meet more as necessary. The Board met 5 times in the year.

The Board has 12 directors whose names are set out in the paragraph headed "Directors" above.

The Board has a balanced composition of executive directors and non-executive directors (including independent non-executive directors) who possess skills and experience appropriate for the requirements of the businesses of the Group.

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於二零零五年六月二十三日夏佳理先生調任為本公司非執行董事前，董事會由6名執行董事、3名非執行董事及3名獨立非執行董事組成。僅由於夏佳理先生於二零零五年六月二十三日起由本公司之獨立非執行董事調任為非執行董事，董事會變為由6名執行董事、4名非執行董事及2名獨立非執行董事組成。董事會清楚了解上市規則第3.10條規定一家上市公司必須擁有最少3名獨立非執行董事。董事會現正物色合適人選及將會在適當時候委任多1名獨立非執行董事。

Before the re-designation of Mr Ronald Joseph ARCULLI as a non-executive director of the Company with effect from 23 June 2005, the Board was composed of 6 executive directors, 3 non-executive directors and 3 independent non-executive directors. Only as a result of the re-designation of Mr Ronald Joseph ARCULLI from an independent non-executive director to a non-executive director of the Company on 23 June 2005, the composition of the Board was changed to 6 executive directors, 4 non-executive directors and 2 independent non-executive directors. The Board is fully aware of the requirement of rule 3.10 of the Listing Rules which prescribes that a listed company must have at least 3 independent non-executive directors. The Board is now looking for a right person and will appoint one additional independent non-executive director in due course.

(2) 主席、副主席及董事總經理之職責劃分

董事會由非執行董事查濟民博士擔任主席，並由執行董事查懋聲先生及查懋成先生分別擔任副主席及董事總經理。查濟民博士乃查懋聲先生及查懋成先生之父親。

(2) Separate Roles of Chairman, Deputy Chairman and Managing Director

The Board has non-executive director, Dr CHA Chi Ming, to take the role as chairman, and executive directors, Mr CHA Mou Sing Payson and Mr CHA Mou Zing Victor, to take the roles as deputy chairman and managing director, respectively. Dr CHA Chi Ming is the father of Mr CHA Mou Sing Payson and Mr CHA Mou Zing Victor.

(3) 薪酬委員會

本公司之薪酬委員會於二零零四年十二月二日組成，並由經董事會批准之權責範圍所規管。根據其權責範圍，薪酬委員會成員須包括本公司之董事總經理及3名獨立非執行董事。於本報告日期，薪酬委員會成員為本公司董事總經理查懋成先生，及獨立非執行董事鄭家純博士與張建東博士。夏佳理先生曾出任薪酬委員會之主席及成員直至二零零五年六月二十三日，但在其於二零零五年六月二十三日調任為非執行董事後，已停止擔任薪酬委員會之成員。薪酬委員會於本年度內開會一次。於截至二零零五年三月三十一日止年度之董事袍金及其他酬金已經由薪酬委員會進行檢討。

(3) Remuneration Committee

The remuneration committee of the Company was established on 2 December 2004 and is regulated by the terms of reference approved by the Board. According to its terms of reference, the members of the remuneration committee shall comprise the managing director and three independent non-executive directors of the Company. At the date of this report, the members of the remuneration committee are Mr CHA Mou Zing Victor, the managing director of the Company, and the two independent non-executive directors namely, Dr CHENG Kar Shun Henry and Dr CHEUNG Kin Tung Marvin. Mr Ronald Joseph ARCULLI was the chairman and member of the remuneration committee up to 23 June 2005 but he ceased to be a remuneration committee member thereof subsequent to his re-designation as a non-executive director on 23 June 2005. The remuneration committee met once in the year. The directors' fees and other emoluments for the year ended 31 March 2005 have been reviewed by the remuneration committee.

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(4) 審核委員會

本公司之審核委員會於一九九八年七月十七日組成，並由經董事批准之權責範圍所規管。根據其權責範圍，審核委員會成員須為非執行董事，而當中以獨立董事(包括主席)佔多數。於本報告日期，審核委員會成員為鄭家純博士(獨立非執行董事及審核委員會主席)、張建東博士(獨立非執行董事)及夏佳里先生(非執行董事)。審核委員會於本年度內共開會兩次，並就其發現向董事會提出建議。其職責(當中包括)檢討及監管本集團之財務呈報及內部監控程序。本集團截至二零零五年三月三十一日止年度之財務報表已經由審核委員會進行檢討。

(5) 修改公司細則建議

為符合管治守則內的若干建議，董事會已建議修改公司細則內的若干條文，使之能與管治守則所述一致，有關修改須於本公司應屆股東週年大會上獲股東批准，方可作實。修改公司細則之詳情已另行載列於致股東通函內。

本公司董事進行證券交易的標準守則

本公司已採納上市規則附錄10之標準守則(包括不時予以生效之修訂)，作為其本身規管本公司董事及指定僱員(根據其職位及職務有可能擁有本集團未經公佈之股價敏感資料者)之證券交易的常規守則。

足夠的公眾持股量

根據本公司現有的資料顯示，公眾人士持有本公司股份之百分比超過本公司已發行股份總數的25%。

(4) Audit Committee

The audit committee of the Company was established on 17 July 1998 and is regulated by the terms of reference approved by the Board. According to its terms of reference, the members of the audit committee shall be non-executive directors with a majority (including the chairman) be independent. At the date of this report, the members of the audit committee are Dr CHENG Kar Shun Henry (independent non-executive director and chairman of the audit committee), Dr CHEUNG Kin Tung Marvin (independent non-executive director) and Mr Ronald Joseph ARCULLI (non-executive director). The audit committee met twice in the year and made recommendations to the Board on its findings. Its duties include, inter alia, the review and supervision of the Group's financial reporting and internal control procedures. The financial statements of the Group for the year ended 31 March 2005 have been reviewed by the audit committee.

(5) Proposed Amendments to the Articles

In order to meet certain recommendations in the CG Code, the Board has proposed to amend, subject to shareholders' approval at the forthcoming annual general meeting of the Company, certain provisions of the Articles to bring them in line with the CG Code. Details of the amendments to the Articles were set out in a separate circular to shareholders.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF THE COMPANY

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules (including amendments as effected from time to time) as its own code of conduct to regulate securities transactions by directors of the Company and specified employees who, by reference to their positions and duties, are likely to be in possession of unpublished price sensitive information of the Group.

SUFFICIENCY OF PUBLIC FLOAT

According to information available to the Company, the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares.

董事會報告書

Directors' Report

結算日後事項

於結算日後，發生之結算日後事項如下：

- (1) 於二零零五年四月二十六日，本公司發行本金總額共1,410.0百萬港元並於二零一零年到期之零息可換股債券。每份債券可按持有人之意願，以初步換購價每股6.5港元轉換為本公司每股面值0.25港元之已繳足股款普通股。
- (2) 本集團訂立兩份獨立買賣協議，藉此收購及出售投資物業。

有關上述結算日後事項之詳情載於財務報表附註39。

核數師

本公司將於應屆股東週年大會上提呈決議案，續聘合符資格且願膺選連任之德勤•關黃陳方會計師行為本公司之核數師。

承董事會命

董事總經理
查懋成

香港，二零零五年六月二十三日

POST BALANCE SHEET EVENTS

Subsequent to the balance sheet date, the following post balance sheet events took place:

- (1) On 26 April 2005, the Company issued zero coupon convertible bonds due 2010 in the aggregate principle amount of HK\$1,410.0 million. Each bond may, at the option of the holder, be converted into fully paid ordinary shares of the Company with a par value of HK\$0.25 each at an initial conversion price of HK\$6.5 per share.
- (2) The Group entered into two separate sale and purchase agreements for acquisition and disposal of investment properties, respectively.

Further details of the above post balance sheet events are set out in note 39 to the financial statements.

AUDITORS

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Deloitte Touche Tohmatsu, being eligible and offering themselves for re-appointment, as the auditors of the Company.

On behalf of the Board

CHA Mou Zing Victor
Managing Director

Hong Kong, 23 June 2005