

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

The Directors submit their report together with the audited financial statements for the year ended 31st December 2005.

Principal Activities and Segment 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 16 and 32 to the financial statements respectively.

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

Results and Appropriations

The results of the Group for the year ended 31st December 2005 are set out in the consolidated income statement on page 25.

The Directors recommend the payment of a final dividend of HK\$0.35 per share, totalling approximately HK\$15.47 million. Subject to the approval at the Annual General Meeting, the final dividend will be paid on 24th May 2006.

Reserves

Movements in the reserves of the Group and the Company during the year are set out in Note 23 to the financial statements.

Distributable Reserves

Distributable reserves of the Company at 31st December 2005, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted to HK\$ 395,078,000 (2004: HK\$399,568,000).

Fixed Assets

Details of the movements in property, plant and equipment, and investment properties of the Group are set out in Notes 13 and 14 to the financial statements respectively.

Principal Properties

Details of the principal properties of the Group are set out on page 80.

Share Capital

Details of the movements in share capital of the Company are set out in Note 22 to the financial statements.

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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 pages 9 to 11.

Ms. Jennie Chen retires by rotation in accordance with Bye-Law 109(A) of the Bye-Laws of the Company and, being eligible, offers herself for re-election.

Mr. Lincoln C. K. Yung retires voluntarily in accordance with the Company's Code on Corporate Governance Practices and, being eligible, offers himself for re-election.

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 2005, the interests of the Directors and Chief Executive in the share capital of the Company as recorded in the Register of Directors'/Chief Executive's Interests and Short Positions maintained under Section 352 of the Securities and Futures Ordinance (the "SFO") were as follows:

Name	Shares of HK\$0.10 each of the Company				% of issued share capital
	Personal interests	Family interests	Corporate interests	Total	
Yun Cheng Wang	3,625,446	-	-	3,625,446	8.111%
Hung Ching Yung	10,701,944	30,000	5,500,000	16,231,944	36.317%
			(Note)		
Lincoln C. K. Yung	2,240,000	10,000	-	2,250,000	5.034%
Rudolf Bischof	100,000	-	-	100,000	0.224%

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Directors' Interests *(con't)*

Note : As stated below, Mr Hung Ching Yung is taken to be interested in the same 5,500,000 shares owned by a substantial shareholder, Tankard Shipping Co. Inc. pursuant to the SFO.

During the year, 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 arrangement 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 2005, the Register of Substantial Shareholders' Interest and Short Positions maintained under Section 336 of the SFO shows that the following party, other than the Directors as disclosed above, was interested in 5 per cent or more of the issued share capital of the Company :

	No. of shares	% of issued share capital
Tankard Shipping Co. Inc.	5,500,000 (Note)	12.306%

Note : Mr. Hung Ching Yung is taken to be interested in the same 5,500,000 shares owned by Tankard Shipping Co. Inc. pursuant to the SFO.

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Purchase, Sale or Redemption of Shares

During the year, the Company repurchased 400,000 of its shares on The Stock Exchange of Hong Kong Limited, all of which have been cancelled. The Directors believe that share buy-backs will be beneficial to the shareholders as the shares are traded at a discount to the net asset value per share. Details of the shares repurchased are as follows:

Month of repurchase	Number of shares	Price per share HK\$	Aggregate price HK\$
2005			
March	66,000	9.00	594,000
April	6,000	9.00	54,000
May	37,500	9.00	337,500
July	39,500	9.00	355,500
September	97,000	9.60	931,200
October	154,000	9.40	1,447,600
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	400,000		3,719,800
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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 the issue 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.

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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	70%
- five largest suppliers combined	95%

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 17% and 31% 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.

Related Party Transactions

Details of related party transactions are set out in Note 31 to the financial statements. None of the transactions constitute a connected transaction as defined in the Listing Rules.

Sufficiency of public float

Based on the information that is publicly available and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares at 4th April 2006.

Auditors

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Rudolf Bischof
Chairman

Hong Kong, 4th April 2006