

Report of the Directors

The directors of the Company (the "Directors") submit their report together with the audited financial statements for the year ended 30th April 2006.

Principal Activities

The principal activities of the Company and the Group are property investment, development and investment holding.

Results and Appropriations

The results of the Group for the year are set out in the profit and loss account on page 16. An analysis of the performance of the Group for the year by business and geographical segments is set out in note 7 to the financial statements.

The Directors do not recommend the payment of a dividend in respect of the year ended 30th April 2006.

Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group and of the Company are set out in note 13 to the financial statements.

Reserves

Details of the movements in the reserves of the Group and the Company during the year are set out in note 25 to the financial statements.

Directors

The Directors during the year and at the date of this report are:

Mr. Chan Kien Sing (*Chairman*)
 Mr. Chin Chee Seng, Derek
 Ms. Tan Ee Ling
 Mr. Wong Man Hong
 Dato' Lee Ah Hoe ¹
 Mr. Tan Tee Yong ¹
 Mr. Leou Thiam Lai ¹

¹ *Independent Non-executive Directors*

In accordance with Articles 110 and 111 of the Articles of Association of the Company, Mr. Chan Kien Sing and Mr. Leou Thiam Lai retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

The Directors do not have any service contracts with the Company or any of its subsidiary companies which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

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Public Float

As at the date of this report, the Company has maintained the prescribed public float under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"), based on the information that is publicly available to the Company and within the knowledge of the Directors.

Directors' Interests in Contracts

No contracts of significance in relation to the Group's business to which the Company or any of its subsidiary 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.

Interests of Directors and Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation

At no time during the year was the Company or any of its subsidiary companies a party to any arrangements to enable the Directors or their associates to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors, nor their associates, had any interests or short positions in any shares and underlying shares of the Company or any of its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as at 30 April 2006.

Interest of Substantial Shareholders and Short Positions in the Shares, Underlying Shares of the Company

The register of Substantial Shareholders maintained under Section 336 of the SFO shows that as at 30th April 2006, the Company had been notified of the following interest of the Substantial Shareholders and short positions, being 5% or more of the issued share capital of the Company. These interests are in addition to those disclosed above in respect of the Directors.

Name	Number of shares	Percentage
Berjaya Corporation Berhad (<i>Notes 1 and 3</i>)	292,149,475	49.43%
Berjaya Group Berhad (<i>Notes 2 and 3</i>)	292,149,475	49.43%
Berjaya Group (Cayman) Limited (<i>Notes 2 and 3</i>)	252,149,475	42.66%
Grandgroup Investments Limited (<i>Note 3</i>)	126,245,000	21.36%
Berjaya Leisure (Cayman) Limited (<i>Notes 2 and 3</i>)	40,000,000	6.77%

Note 1: Berjaya Corporation Berhad is the parent company of Berjaya Group Berhad and is deemed to be interested in the shares held by Berjaya Group Berhad.

Note 2: The interests of Berjaya Group Berhad in the issued share capital of the Company refer to the interests of Berjaya Group (Cayman) Limited and Berjaya Leisure (Cayman) Limited, both being subsidiary companies of Berjaya Group Berhad.

Note 3: None of the Directors is the ultimate shareholder of these companies.

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Directors' Interests in Competing Business

None of the Directors is interested in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

Purchase, Sale or Redemption of Shares

The Company had not redeemed any of its shares during the year. Neither the Company nor any of its subsidiary companies had purchased or sold any of the Company's shares during the year.

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.

Major Customers and Suppliers

The aggregate turnover during the year attributable to the five largest customers of the Group was 80.18% of the Group's total turnover, of which 73.31% was made to the largest customer.

The Group had no significant supplier during the year.

None of the Directors, their associates or any shareholder who to the knowledge of the Directors owns more than 5% of the Company's share capital has an interest in the suppliers or customers disclosed above.

Corporate Governance

The Company has complied throughout the year ended 30th April 2006 with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules with certain deviations. For details, please refer to the Corporate Governance Report of this annual report.

Auditors

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

On behalf of the board

Chan Kien Sing

Chairman

Hong Kong, 12th July 2006