

Report of the Directors

董事會報告

The directors present to the shareholders the annual report on the affairs of the Company and of the Group together with the audited financial statements for the year ended 31 March 2006.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the Group is principally engaged in trading of securities, property investment and trading, holding of vessel for sand mining and other strategic investments including investments in associated companies whose shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Singapore Exchange Limited and investments in long term convertible notes issued by companies listed on the Stock Exchange.

During the year, the Group, through its non-wholly owned subsidiary, Memorex International Inc. (the "Vendor"), entered into agreements with Imation Corp., a company organized under the laws of the State of Delaware, the United States of America with its shares listed on the New York Stock Exchange, in connection with the very substantial disposal transaction, whereby the Vendor disposed of (i) its entire interests in Hanny Magnetics Europe Limited, Memorex Canada Ltd., Memorex Products Europe Limited, Memorex Products S.A.S., Memorex Products GmbH, Memorex Products (Taiwan) Inc. and Memorex Products, Inc. (the "Disposed Companies") and (ii) Vendor's trademark license and other assets relating to the trading of computer related product business under the trade name "Memorex®", which include the business of design, development, marketing, distribution and sale of hardware, media and accessories used for the storage of electronic data conducted by the Vendor and the Disposed Companies (the "Disposed Business").

Following the completion of disposal of the Disposed Business on 28 April 2006, the Group discontinued the Disposed Business and will be concentrating on trading of securities, property investment and trading and other strategic investments. The Group also continues to explore potential investments to enhance the revenue base of the Group.

RESULTS

Details of the results of the Group for the year are set out in the consolidated income statement on page 43 to 44.

董事謹向各股東提呈有關本公司及本集團業務狀況之年報，以及截至二零零六年三月三十一日止年度之經審核財務報表。

主要業務

本公司為一家投資控股公司，而本集團主要從事證券買賣、物業投資及買賣、擁有採砂船隻，以及其他策略性投資，包括其股份於香港聯合交易所有限公司（「聯交所」）及新加坡證券交易所有限公司上市的聯營公司之投資及於聯交所上市的公司所發行之長期可兌換票據之投資。

年內，本集團透過其非全資擁有之附屬公司 Memorex International Inc.（「賣方」）與 Imation Corp.（根據美國德拉華州法律組成之公司，其股份於紐約證券交易所上市）就非常重大出售交易訂立協議。據此，賣方出售 (i) 其於 Hanny Magnetics Europe Limited、Memorex Canada Ltd.、Memorex Products Europe Limited、Memorex Products S.A.S.、Memorex Products GmbH、美瑞思科技股份有限公司及 Memorex Products, Inc.（「出售公司」）之全部權益，及 (ii) 賣方之商標許可證及其他以「Memorex®」商用名稱經營買賣電腦相關產品業務之資產（包括賣方及出售公司進行之電子數據儲存所用硬件、媒體及配件之設計、開發、市場推廣、分銷及銷售之業務（「出售業務」））。

隨著於二零零六年四月二十八日出售業務之交易完成後，本集團不再從事出售業務，並將專注證券買賣、物業投資及買賣，以及其他策略性投資。本集團亦將繼續發掘具潛力之投資，藉以擴大本集團之收益來源。

業績

本集團本年度之業績詳情載於第43至44頁之綜合收益表。

DIVIDENDS

The directors recommend the payment of a final dividend at the rate of HK6 cents per share in cash with a scrip option payable on or around Friday, 29 September 2006 to all persons registered as holders of shares on Friday, 1 September 2006. The Register of Members will be closed from Tuesday, 29 August 2006 to Friday, 1 September 2006, both days inclusive.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent approximately HK\$15 million on the acquisition of property, plant and equipment for the purpose of expanding the Group's business. Details of this and other movements in the property, plant and equipment of the Group during the year are set out in note 21 to the financial statements.

INVESTMENT PROPERTIES

Details of revaluation of the investment properties of the Group during the year are set out in note 22 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 41 to the financial statements.

股息

董事建議派發現金末期股息每股6港仙(可選擇以股代息),末期股息大約在二零零六年九月二十九日星期五向於二零零六年九月一日星期五登記為股份持有人之所有人士派發。本公司將於二零零六年八月二十九日星期二至二零零六年九月一日星期五(首尾兩天包括在內)止期間暫停辦理股份過戶登記手續。

物業、機器及設備

本集團於年內動用約15,000,000港元購買物業、機器及設備,以擴展本集團之業務。有關此項及本集團於年內物業、機器及設備之其他變動詳情載於財務報表附註第21項。

投資物業

本集團於年內投資物業之變動詳情載於財務報表附註第22項。

股本

本公司本年度股本變動詳情載於財務報表附註第41項。

Report of the Directors

董事會報告

DIRECTORS

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

Executive Directors:

Dr. Chan Kwok Keung, Charles (*Chairman*)
 Dr. Yap, Allan (*Managing Director*)
 Mr. Lui Siu Tsuen, Richard (*Deputy Managing Director*)
 Mr. Chan Kwok Hung (*retired on 1 September 2005*)

Non-executive Directors:

Mr. Fok Kin-ning, Canning (*retired on 1 September 2005*)
 Mr. Ip Tak Chuen, Edmond (*retired on 1 September 2005*)
 Mr. Cheung Hon Kit (*retired on 1 September 2005*)
 Ms. Shih, Edith (*Alternate to Mr. Fok Kin-ning, Canning*)
 (*ceased to be an alternate to Mr. Fok Kin-ning, Canning*
on 1 September 2005)

Independent Non-executive Directors:

Mr. Yuen Tin Fan, Francis
 Mr. Kwok Ka Lap, Alva
 Mr. Wong King Lam, Joseph
 Mr. Sin Chi Fai (*appointed on 12 December 2005*)

In accordance with bye-laws 87(2) and 87(3) of the Company's Bye-laws, Dr. Yap, Allan and Mr. Yuen Tin Fan, Francis will retire from office by rotation at the forthcoming annual general meeting ("AGM"). Dr. Yap, being eligible, will offer himself for re-election and Mr. Yuen will not offer himself for re-election at the AGM.

In accordance with bye-law 86(2) of the Company's Bye-laws, Mr. Sin Chi Fai who was appointed during the period from the last AGM to the date of this report, will retire and, being eligible, offer himself for re-election at the AGM.

The non-executive directors are subject to retirement by rotation in accordance with the above clauses of the Company's Bye-laws.

None of the directors proposed for re-election at the AGM has a service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事

於本年度及截至本報告刊發之日，本公司之各董事為：

執行董事：

陳國強博士（主席）
 Yap, Allan博士（董事總經理）
 呂兆泉先生（副董事總經理）
 陳國鴻先生（於二零零五年九月一日退任）

非執行董事：

霍建寧先生（於二零零五年九月一日退任）
 葉德銓先生（於二零零五年九月一日退任）
 張漢傑先生（於二零零五年九月一日退任）
 施熙德女士（霍建寧先生之替任董事）
 （於二零零五年九月一日不再出任為霍建寧先生之替任董事）

獨立非執行董事：

袁天凡先生
 郭嘉立先生
 黃景霖先生
 冼志輝先生（於二零零五年十二月十二日獲委任）

按本公司之公司細則第87(2)及87(3)條規定，Yap, Allan博士及袁天凡先生將於應屆股東週年大會（「股東週年大會」）上輪值退任。Yap博士符合資格並於股東週年大會上願膺選連任，而袁先生則不會膺選連任。

按本公司之公司細則第86(2)條規定，於上屆股東週年大會至本報告日期期間獲委任之冼志輝先生，將於股東週年大會上退任，並符合資格願膺選連任。

非執行董事須依上述本公司之公司細則條款輪值退任。

擬於股東週年大會上膺選連任之董事，概無與本集團訂有不可於年內毋須支付補償（法定賠償除外）而終止之服務合約。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2006, the interests and short positions of the directors of the Company in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), or (b) were required to be entered in the register kept by the Company pursuant to Section 352 of the SFO, were as follows:

(a) Interests in the shares of the Company

Name of Director 董事名稱	Long position/ Short position 好倉／淡倉	Capacity 身份	Nature of interest 權益性質	Number of shares held in the Company 持有本公司 股份數目	Approximate % of the issued share capital of the Company 本公司已發行 股本概約百分比
Dr. Chan Kwok Keung, Charles ("Dr. Chan") (Notes 1 & 2) 陳國強博士 (「陳博士」) (附註1及2)	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	1,600,000	0.67%
	Long position 好倉	Interest of controlled corporation 受控公司之權益	Corporate interest 公司權益	57,614,948	24.28%
Dr. Yap, Allan ("Dr. Yap") (Note 3) Yap, Allan博士 (「Yap博士」) (附註3)	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	1,600,000	0.67%
	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	3,350,000	1.41%
Mr. Lui Siu Tsuen, Richard ("Mr. Lui") 呂兆泉先生 (「呂先生」)	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益		

Notes:

- This interest does not include interests in underlying shares of equity derivatives of the Company. This interest needs to be aggregated with those set out in sub-paragraph (b) below to give the total interest of Dr. Chan in the Company.

董事於股份、相關股份及債券之權益及淡倉

於二零零六年三月三十一日，本公司董事於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有(a)根據證券及期貨條例第XV部第7及8分部（包括根據證券及期貨條例之有關條文彼等被視作或當作擁有之權益及淡倉）或根據上市公司董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉；或(b)根據證券及期貨條例第352條規定須載於本公司存置之登記冊之權益及淡倉如下：

(a) 於本公司股份之權益

附註：

- 該權益不包括本公司之股本衍生工具之相關股份權益。該權益須與下文(b)分段所載權益合併，以計算陳博士於本公司之權益總額。

Report of the Directors

董事會報告

2. Dr. Chan is deemed to have a corporate interest in 57,614,948 shares of the Company by virtue of his interest in Chinaview International Limited ("Chinaview"). This interest was detailed and duplicated with the interests as shown in the paragraph "Interests and Short Positions of Shareholders discloseable under the SFO" below.
2. 陳博士因在Chinaview International Limited (「Chinaview」) 擁有權益而被視為擁有本公司57,614,948股股份之公司權益。該權益已在下文「根據證券及期貨條例須予披露之股東權益及淡倉」一段詳述，並與該段所述之權益重複。
3. This interest does not include interests in underlying shares of equity derivatives of the Company. This interest needs to be aggregated with those set out in sub-paragraph (b) below to give the total interest of Dr. Yap in the Company.
3. 該權益不包括本公司之股本衍生工具之相關股份權益。該權益須與下文(b)分段所載權益合併，以計算Yap博士於本公司之權益總額。

(b) Interests in equity derivatives (as defined in the SFO) of the Company

(b) 於本公司股本衍生工具(定義見證券及期貨條例)之權益

Name of Director	Long position/ Short position	Capacity	Nature of interest	Exercisable period	Number of share options	Exercise price per share HK\$	Approximate % of the issued share capital of the Company
董事名稱	好倉/淡倉	身份	權益性質	行使期間	購股權數目	每股行使價 港元	本公司已發行股本概約百分比
Dr. Chan 陳博士	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	31 August 2001 to 30 August 2006 二零零一年 八月三十一日至 二零零六年八月三十日	4,000,000	2.9888	1.69%
Dr. Yap Yap博士	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	31 August 2001 to 30 August 2006 二零零一年 八月三十一日至 二零零六年八月三十日	3,250,000	2.9888	1.37%

(c) Interests in associated corporation (as defined in the SFO) of the Company

Interests in share options of PSC Corporation Ltd ("PSC")

Name of Director	Long position/ Short position	Capacity	Nature of interest	Exercisable period	Number of share options held in PSC	Exercise price per share S\$	Approximate % of the issued share capital of PSC
董事名稱	好倉/淡倉	身份	權益性質	行使期間	持有普威集團購股權數目	每股行使價新加坡元	普威集團已發行股本概約百分比
Dr. Yap Yap博士	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	20 August 2004 to 19 August 2013 二零零四年 八月二十日至 二零一三年八月十九日	5,000,000	0.086	0.27%
Mr. Lui 呂先生	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	20 August 2004 to 19 August 2013 二零零四年 八月二十日至 二零一三年八月十九日	2,000,000	0.086	0.11%

Save as disclosed above, as at 31 March 2006, none of the directors of the Company had (a) under Divisions 7 and 8 of Part XV of the SFO, nor were they taken or deemed to have under such provisions of the SFO, any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO); (b) any interests which are required to be entered into the register kept by the Company pursuant to Section 352 of the SFO; or (c) any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTION SCHEMES

Details of the share option schemes of the Company are set out in note 47 to the financial statements.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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.

(C) 於本公司相聯法團(定義見證券及期貨條例)之權益

於普威集團有限公司(「普威集團」)之購股權權益

除上文所披露者外,於二零零六年三月三十一日,本公司董事概無(a)根據證券及期貨條例第XV部第7及8分部或根據證券及期貨條例之有關條文被視作或當作於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有任何權益或淡倉;(b)根據證券及期貨條例第352條規定須載於本公司存置之登記冊之任何權益;或(c)根據標準守則須知會本公司及聯交所之任何權益。

購股權計劃

本公司購股權計劃之詳情載於財務報表附註第47項。

購買股份或債券之安排

除上文所披露者外,本公司或其任何附屬公司於年內任何時間概無訂立任何安排,致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

董事於競爭業務之權益

Interests of directors of the Company in competing businesses during the year required to be disclosed pursuant to Rule 8.10 of the Listing Rules were as follows:

本公司董事於年內在競爭業務之權益按上市規則第8.10條規定披露如下：

Name of Director 董事名稱	Name of entity businesses of which are considered to compete or likely to compete with the businesses of the Group 其業務現與或可能與 本集團業務 相競爭之實體名稱	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group 現與或可能與 本集團業務相 競爭之業務描述	Nature of interest of the director in the entity 董事於該實體 之權益性質
Dr. Chan 陳博士	China Strategic Holdings Limited ("CSHL") (Note) 中策集團有限公司(「中策」) (附註)	Property investment and development in the PRC 在中國從事物業投資及開發	Chairman and chief executive officer (Resigned on 16 June 2006) 主席兼行政總裁 (於二零零六年六月十六日辭任)
	PYI Corporation Limited (formerly known as Paul Y.-ITC Construction Holdings Limited) ("PYI") (Note) 保華集團有限公司 (前稱「保華德祥建築集團有限公司」)(「保華」)(附註)	Property investment and development in the PRC 在中國從事物業投資及開發	Substantial shareholder and non-executive director 主要股東兼非執行董事
	PYI (Note) 保華	Property investment in Hong Kong 在香港從事物業投資	Substantial shareholder and non-executive director 主要股東兼非執行董事
Dr. Yap Yap博士	CSHL (Note) 中策(附註)	Property investment and development in the PRC 在中國從事物業投資及開發	Vice chairman (Resigned on 16 June 2006) 副主席(於二零零六年六月十六日辭任)
	Wing On Travel (Holdings) Limited ("Wing On") (Note) 永安旅遊(控股)有限公司 (「永安」)(附註)	Property investment in Hong Kong and the PRC 在香港及中國從事物業投資	Executive director 執行董事

Name of Director 董事名稱	Name of entity businesses of which are considered to compete or likely to compete with the businesses of the Group 其業務現與或可能與 本集團業務 相競爭之實體名稱	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group 現與或可能與 本集團業務相 競爭之業務描述	Nature of interest of the director in the entity 董事於該實體 之權益性質
Mr. Lui 呂先生	CSHL (Note) 中策 (附註)	Property investment and development in the PRC 在中國從事物業投資及開發	Alternate director to Dr. Yap, vice chairman (Ceased to be an alternate to Dr. Yap on 16 June 2006) 副主席Yap博士之替任董事 (於二零零六年六月十六日 不再出任為Yap博士之替任 董事)
	Wing On (Note) 永安 (附註)	Property investment in Hong Kong and the PRC 在香港及中國從事物業投資	Executive director 執行董事

Note: Such businesses may be made through its subsidiaries, associated companies or by way of other forms of investments.

附註：該等業務可透過附屬公司、聯營公司或以其他投資方式進行。

The changes in details of the directors' interests in competing business previously disclosed in the annual report of the Company for the year ended 31 March 2005 were set out as follows:

誠如先前於截至二零零五年三月三十一日止年度之本公司年報所披露董事於競爭業務權益之變動詳情如下：

- | | |
|---|---|
| 1. Mr. Chan Kwok Hung ceased to have an interest in competing business after his retirement as an Executive Director of the Company at the annual general meeting of the Company held on 1 September 2005 ("AGM"); | 1. 陳國鴻先生於二零零五年九月一日舉行之本公司股東週年大會（「股東週年大會」）退任本公司執行董事一職後，彼於競爭業務中再無擁有權益； |
| 2. Messrs. Fok Kin-ning, Canning ("Mr. Fok"), Cheung Hon Kit and Ip Tak Chuen, Edmond ceased to have interests in competing business after their retirement as Non-executive Directors of the Company at AGM held on 1 September 2005; | 2. 霍建寧先生（「霍先生」）、張漢傑先生及葉德銓先生於二零零五年九月一日舉行之股東週年大會退任本公司非執行董事一職後，彼等於競爭業務中再無擁有權益； |
| 3. Ms. Shih, Edith ceased to be an alternate director to Mr. Fok following Mr. Fok's retirement as a Non-executive Director of the Company on 1 September 2005. She ceased to have an interest in competing business on 1 September 2005; | 3. 施熙德女士在霍先生於二零零五年九月一日退任本公司非執行董事一職後，不再出任為霍先生之替任董事。彼於二零零五年九月一日於競爭業務中再無擁有權益。 |
| 4. During the year, the Company commenced its business in property investment in Hong Kong; and | 4. 年內，本公司開始其香港物業投資業務；及 |
| 5. During the year, the Company ceased its business in property development and investment in the PRC. | 5. 年內，本公司終止其中國物業開發及投資業務。 |

Save as disclosed above, none of the directors is interested in any business apart from the Group's businesses, which competes or is likely to compete, either directly or indirectly, with the Group's businesses.

除上文所披露者外，概無董事擁有與本集團業務具有直接或間接競爭或可能出現競爭之任何業務之權益。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of 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.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

So far as is known to the directors of the Company, as at 31 March 2006, the following persons had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of Shareholder	Long position/ Short position	Capacity	Number of shares held	Number of underlying shares (unlisted equity derivatives of the Company) held 持有相關股份 數目(本公司 非上市股本 衍生工具)	Approximate % of the issued share capital of the Company 本公司已 發行股本 概約百分比
股東名稱	好倉／淡倉	身份	持有股份數目		
Ms. Ng Yuen Lan, Macy (Note) 伍婉蘭女士(附註)	Long position 好倉	Interest of spouse 配偶權益	57,614,948	–	24.28%
Ms. Ng Yuen Lan, Macy (Note) 伍婉蘭女士(附註)	Long position 好倉	Interest of spouse 配偶權益	1,600,000	4,000,000	2.36%
Dr. Chan (Note) 陳博士(附註)	Long position 好倉	Interest of controlled corporation 受控公司之權益	57,614,948	–	24.28%
Dr. Chan (Note) 陳博士(附註)	Long position 好倉	Beneficial owner 實益擁有人	1,600,000	4,000,000	2.36%
Chinaview (Note) Chinaview(附註)	Long position 好倉	Interest of controlled corporation 受控公司之權益	57,614,948	–	24.28%
Galaxyway Investments Limited ("Galaxyway") (Note) Galaxyway Investments Limited ("Galaxyway")(附註)	Long position 好倉	Interest of controlled corporation 受控公司之權益	57,614,948	–	24.28%
ITC Corporation Limited ("ITC") (Note) 德祥企業集團有限公司 ("德祥企業")(附註)	Long position 好倉	Interest of controlled corporation 受控公司之權益	57,614,948	–	24.28%

董事之重大合約權益

於本年終或本年內任何時間，本公司或其任何附屬公司並無訂立任何重大合約，及本公司董事均無直接或間接持有該等重大合約之重大權益。

根據證券及期貨條例須予披露之股東權益及淡倉

就本公司董事所知，於二零零六年三月三十一日，下列人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文而須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條規定須載於本公司存置之登記冊之權益或淡倉：

Name of Shareholder	Long position/ Short position	Capacity	Number of shares held	Number of underlying shares (unlisted equity derivatives of the Company) held 持有相關股份 數目(本公司 非上市股本 衍生工具)	Approximate % of the issued share capital of the Company 本公司已 發行股本 概約百分比
股東名稱	好倉／淡倉	身份	持有股份數目		
ITC Investment Holdings Limited ("ITC Investment") (Note)	Long position	Interest of controlled corporation	57,614,948	–	24.28%
ITC Investment Holdings Limited ([ITC Investment]) (附註)	好倉	受控公司之權益			
Mankar Assets Limited ("Mankar") (Note)	Long position	Interest of controlled corporation	57,614,948	–	24.28%
Mankar Assets Limited ([Mankar]) (附註)	好倉	受控公司之權益			
Famex Investment Limited ("Famex") (Note)	Long position	Beneficial owner	57,614,948	–	24.28%
其威投資有限公司([其威]) (附註)	好倉	實益擁有人			
Deutsche Bank Aktiengesellschaft Deutsche Bank Aktiengesellschaft	Long position 好倉	Security interest 證券權益	20,642,434	–	8.70%
Deutsche Bank Aktiengesellschaft Deutsche Bank Aktiengesellschaft	Long position 好倉	Beneficial owner 實益擁有人	2,774,585	–	1.17%
Christian Emil Toggenburger Christian Emil Toggenburger	Long position 好倉	Beneficial owner 實益擁有人	16,944,541	–	7.14%
Christian Emil Toggenburger Christian Emil Toggenburger	Long position 好倉	Interests held jointly with another persons 與其他人士共同持有之權益	4,400,464	–	1.85%
Aeneas Capital Management LP Aeneas Capital Management LP	Long position 好倉	Investment manager 投資經理	11,896,000	–	5.01%

Note:

Famex is a wholly-owned subsidiary of Mankar. Mankar is a wholly-owned subsidiary of ITC Investment, which in turn is a wholly-owned subsidiary of ITC. Galaxyway, a wholly-owned subsidiary of Chinaview, owns more than one-third of the issued ordinary share capital of ITC. Dr. Chan owns the entire issued share capital of Chinaview. Ms. Ng Yuen Lan, Macy is the spouse of Dr. Chan. Mankar, ITC Investment, ITC, Galaxyway, Chinaview, Dr. Chan and Ms. Ng Yuen Lan, Macy are deemed to be interested in 57,614,948 shares of the Company which are held by Famex. Ms. Ng Yuen Lan, Macy is deemed to be interested in 1,600,000 shares and 4,000,000 underlying shares (in respect of unlisted equity derivatives) of the Company held by Dr. Chan.

附註:

其威為Mankar之全資附屬公司。Mankar為ITC Investment之全資附屬公司，而ITC Investment則為德祥企業之全資附屬公司。Chinaview之全資附屬公司Galaxyway擁有德祥企業已發行普通股本三分之一以上。陳博士擁有Chinaview全部已發行股本。伍婉蘭女士為陳博士之配偶。Mankar、ITC Investment、德祥企業、Galaxyway、Chinaview、陳博士及伍婉蘭女士被視為於其威持有之57,614,948股本公司股份中擁有權益。伍婉蘭女士被視為於陳博士持有本公司1,600,000股股份及4,000,000股相關股份(有關非上市股本衍生工具)中擁有權益。

Report of the Directors

董事會報告

Save as disclosed above, as at 31 March 2006, there was no other person (other than the directors) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2006:

- (i) The Group's largest customer and five largest customers accounted for approximately 20.6% and 57.2% respectively of the Group's total turnover.
- (ii) The Group's largest supplier and five largest suppliers accounted for approximately 26.8% and 75.0% respectively of the Group's total purchases (not including purchases of items which are of capital nature).

So far as the directors are aware, none of the directors, their associates or any shareholders who owned more than 5% of the Company's share capital had any interests in the five largest customers or suppliers of the Group.

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

During the year ended 31 March 2006, there were no purchases, sales or redemptions by the Company, or any of its subsidiaries, of the Company's listed shares.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to the existing shareholders.

除上文所披露者外，於二零零六年三月三十一日，概無其他人士（董事除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文而須向本公司披露或根據證券及期貨條例第336條規定載於本公司存置之登記冊之權益或淡倉。

主要客戶及供應商

截至二零零六年三月三十一日止年度：

- (i) 本集團之最大客戶及五大客戶分別約佔本集團總營業額之20.6%及57.2%。
- (ii) 本集團之最大供應商及五大供應商分別約佔本集團總購貨額（不包括屬資本性質之貨品採購）之26.8%及75.0%。

據董事所知，各董事、彼等之聯繫人士或任何擁有本公司股本5%以上之股東，概無於本集團之五大客戶或供應商中擁有任何權益。

購買、出售或贖回本公司之上市股份

截至二零零六年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市股份。

優先購買權

本公司之公司細則或百慕達法例並無任何有關優先購買權之條款，規定本公司須按比例向現有股東提呈發售新股份。

CORPORATE GOVERNANCE

Information on Corporate Governance Practices adopted by the Company is set out in the Corporate Governance Report on pages 21 to 28 of the Annual Report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, as at the date of this report, the Company has maintained sufficient public float as required under the Rules Governing the Listing of Securities on the Stock Exchange.

POST BALANCE SHEET EVENTS

Details of the significant post balance sheet events are set out in note 51 to the financial statements.

AUDITORS

A resolution will be proposed at the AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

Dr. Chan Kwok Keung, Charles
Chairman

Hong Kong, 28 July 2006

企業管治

本公司採納之企業管治常規之資料載於本年報第21至第28頁之企業管治報告內。

公眾持股量之充足性

根據可公開查閱之本公司資料，就董事所知，於本報告刊發日期，本公司按聯交所證券上市規則所規定維持充足公眾持股量。

結算日後事項

有關重大結算日後事項之詳情載於財務報表附註第51項。

核數師

董事會將於股東週年大會上提呈重聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

主席
陳國強博士

香港，二零零六年七月二十八日