

The Directors submit their report together with the audited financial statements for the year ended 31 March 2006.

Principal activities and geographical analysis of operations

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are the manufacture and sale of toys and moulds.

An analysis of the Group's turnover and segment information is set out in Note 5 to the financial statements.

Results and appropriations

The results of the Group for the year are set out in the consolidated income statement on page 36.

The Directors do not recommend the payment of final dividend (2005: HK 1 cent per ordinary share) for the year ended 31 March 2006.

Reserves

Movements in the reserves of the Group and of the Company during the year are set out in Note 27 to the financial statements.

Donations

Charitable and other donations made by the Group during the year amounted to HK\$423,000.

Property, plant and equipment

Details of the movements in property, plant and equipment are set out in Note 18 to the financial statements.

Information on subsidiaries

Particulars of the subsidiaries are set out in Note 19 to the financial statements.

Five year financial summary

The following is a summary of the consolidated results, assets and liabilities of the Group for each of the last five years ended 31 March 2006.





Five year financial summary (Continued)

	2006	2005	2004	2003	2002
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		Restated			
			(Note)	(Note)	(Note)
Turnover	750,620	774,710	743,918	716,714	657,433
Profit before income tax	15,244	24,337	45,506	38,617	31,911
Income tax credit/(expense)	565	(4,172)	(8,649)	(7,498)	(1,112)
Profit for the year	15,809	20,165	36,857	31,119	30,799
Attributable to:					
Equity holders of the Company	16,673	20,165	36,857	31,119	30,799
Minority interest	(864)	_	_	_	_
	15,809	20,165	36,857	31,119	30,799
Total assets	1,024,987	1,020,770	851,791	792,573	697,873
Total liabilities	586,481	605,190	462,094	436,621	368,469
Total equity	438,506	415,580	389,697	355,952	329,404

Note:

According to the Note 2 to the consolidated financial statements, the Group adopted the new/revised statements and interpretations of HKFRS for the year ended 31 March 2006. The figures as at and for the year ended 31 March 2005 have been restated as required. Figures as at and for each of the years ended 31 March 2002, 31 March 2003 and 31 March 2004 have not been adjusted as it is not practicable to restate the figures of earlier years for comparison purposes.

Distributable reserves

At 31 March 2006, the reserves of the Company available for distribution amounted to HK\$185,914,000 (2005: HK\$167,117,000). These were represented by share premium and retained profits of the Company. Under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, share premium of the Company is available for paying distributions and dividends to shareholders subject to the provisions of its memorandum and articles of association and provided that immediately following the distributions or dividend payments, the Company is able to pay its debts as they fall due in the ordinary course of business.





Purchase, sale or redemption of shares

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

Share option scheme

On 8 September 1997, a share option scheme (the "Old Scheme") was approved by the shareholders of the Company under which its Directors may, at their discretion, invite employees of the Group including any Executive Directors to take up options (the "Share Options") to subscribe for ordinary shares (each a "Share") of HK\$0.1 each in the Company subject to the terms and conditions stipulated therein.

On 3 September 2002, the shareholders of the Company approved the termination of the Old Scheme and the adoption of a new scheme ("2002 Scheme") as a result of the amendments of Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Upon termination of the Old Scheme, no further options can be granted thereunder, but in all other respects (each a "Share"), the provisions of the Old Scheme shall remain in force and all Share Options granted prior to such termination shall continue to be valid and exercisable in accordance therewith.

Details of the 2002 Scheme are as follows:

(1) Purpose

To recognise the contribution of employees, suppliers, consultants, agents and advisers of the Group.

(2) Eligible persons

Full-time employees of the Group (including Directors of the Company and its subsidiaries) suppliers, consultants, agents and advisers who have contributed or will contribute to the Group.

(3) Maximum number of shares

As at 31 March 2006 the maximum number of Shares that may be allotted and issued upon exercise in full of all Share Options available for issue under the 2002 Scheme is 28,940,000, representing approximately 6% of the issued share capital of the Company as at 31 March 2006.

The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other share option scheme of the Group must not in aggregate exceed 30 per cent. of the issued share capital of the Company from time to time. The total number of shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the 2002 Scheme and any other share option scheme of the Group) to be granted under the 2002 Scheme and any other share option scheme of the Group must not in aggregate exceed 10 per cent. of the Shares in issue on the day of adoption of the 2002 Scheme (namely, 3 September 2002). Subject to specific approval of the shareholders of the Company, the 10 per cent. limit may be refreshed with reference to the date of such specific approval of the shareholders of the Company.



Share option scheme (Continued)

(4) Maximum entitlement of each eligible person

Unless approved by shareholders, the total number of shares issued and to be issued upon exercise of the share options granted to each eligible person in any 12-months period must not exceed 1% of the shares of the Company in issue.

(5) Time of exercise of option

An option may be exercised during the periods to be determined and notified by the Directors to the grantees at the time of making offers to grant share options to them provided that such periods shall not exceed the period of ten years from the date of grant.

(6) Acceptance of offers

Offers for the grant of share options must be accepted within twenty-eight days, inclusive of the dates on which the offers are made. Offers for grant of share options have to be accepted together with remittance in favour of the Company of HK\$1.00.

(7) Basis of determining the option exercise price

The subscription price for the shares under the 2002 Scheme shall be a price determined by the Directors at its discretion, provided that it shall not be less than the higher of (i) the closing price of the shares stated in the daily quotation sheets issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of grant; (ii) the average closing price of the shares stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant of share options; and (iii) the nominal value of the Shares

(8) The remaining life of the 2002 Scheme

The 2002 Scheme will remain in force until 3 September 2012, being the date which falls ten years after the date of adoption of the 2002 Scheme.





Share option scheme (Continued)

No options have been granted under the 2002 Scheme.

Details of the share options outstanding as at 31 March 2006 which have been granted under the Old Scheme are as follows:

	Options held at 1 April 2005	Options granted during the year	Options exercised during the year	Options lapsed during the year	Options held at 31 March 2006	Exercise price (HKS)	Grant date	Exercisable from	Exercisable until
Directors									
Mr. LEUNG Lun	2,000,000	_	_	2,000,000	_	0.675	14 March 2000	1 October 2000	30 September 2005
Mr. LEUNG Chung Ming	2,000,000	_	_	2,000,000	_	0.675	14 March 2000	1 October 2000	30 September 2005
Mr. ZHONG Bing Quan	2,000,000	_	_	2,000,000	_	0.675	14 March 2000	1 October 2000	30 September 2005
Ms. CHENG Yun Tai	2,000,000	_	_	2,000,000	_	0.675	14 March 2000	1 October 2000	30 September 2005
Mr. WONG Tze On, Andy	2,000,000	_	_	2,000,000	_	0.675	14 March 2000	1 October 2000	30 September 2005
Continuous contract employees	800,000	_	_	800,000		0.675	14 March 2000	1 October 2000	30 September 2005
Total	10,800,000	_		10,800,000					

Note:

The above options granted are not recognised in the accounts until they are exercised. Rule 17.08 of the Listing Rules stipulates that the listed issuer is encouraged to disclose in its annual report the value of share options granted to the participants. The Directors consider it inappropriate to value the share options as a number of factors critical for the valuation cannot be determined accurately. Any valuation of the share options based on various speculative assumptions would be meaningless and could be misleading to the shareholders.

Directors

The Directors during the year were:

Mr LEUNG Lun
Mr LEUNG Chung Ming
Mr ZHONG Bing Quan
Ms CHENG Yun Tai
Mr WONG Tze On, Andy
Mr WONG Lam, O.B.E., J.P. #
Mr YE Tian Liu #
Mr KO Peter, Ping Wah 1
Mr LAI Yun Hung #



¹ Non-executive directors

[#] Independent non-executive directors



Directors (Continued)

In accordance with Article 116 of the Company's articles of association, the Directors who are to retire by rotation at the forthcoming annual general meeting are Mr Leung Chung Ming, Mr Zhong Bing Quan, Mr Ko, Peter Ping Wah and Mr Ye Tian Liu. All the retiring directors, being eligible, offer themselves for re-election as Directors at the forthcoming Annual General Meeting.

Biographical details of Directors and senior management are set out as follows:

Executive Directors

Mr LEUNG Lun, aged 57, is the Chairman of the Company and the founder of the Group. Mr Leung is responsible for the overall corporate policy and development strategy as well as overseeing the Group's overall management. He has 40 years of experience in the toys manufacturing industry. Mr Leung is a director of the Chinese Overseas Friendship Association, member of the committee of the Chinese People's Political Consultative Conference of JiangXi Province, a standing member of the committee of the Chinese People's Political Consultative Conference of Dongguan City. He is also an Honourable President of Dongguan Toys Association of China and Vice President of Hong Kong Economic & Trade Association. He was named an honourable citizen of Dongguan City by the local authority in 1996 for his contribution to the City.

Mr LEUNG Chung Ming, aged 46, is the Managing Director of the Company. He is the brother of Mr Leung Lun. He joined the Group in November 1979 and is responsible for the strategic planning, OEM sales and marketing functions of the Group. He is also in charge of the Group's ODM products development. He is currently a vice president of The Toys Manufacturer's Association of Hong Kong. Mr Leung is the President of Dongguan Toys Association of China and a director of China Children and Teenagers' Fund. He is also a member of the committee of the Chinese People's Political Consultative Conference of Guizhou Province and 2002 Young Industrialist of Hong Kong.

Mr ZHONG Bing Quan, aged 54, is one of the founders of Lung Cheong Toys Limited ("LC Toys") in September 1989. He is responsible for formulation of strategies and planning for the Mainland China production facilities. Mr Zhong is also responsible for liaison with local authorities in Mainland China. He is also general manager of Dongguan City Supply, Marketing and Trading Company since 1979.

Ms CHENG Yun Tai, aged 51, is responsible for overseeing the external relationship management of the Group's operations in Mainland China. She is also responsible for liaising with local authorities in Mainland China. Ms Cheng is in charge of liaison with local tax, commerce and foreign economic bureaus. She has been a director of a subsidiary of the Company since March 1995.

Mr WONG Tze On, Andy, aged 39, is responsible for the formulation of the corporate strategy, new business ventures and financial planning of the Group. He is also responsible for financier and investor relationship management as well as corporate communication of the Group. Mr Wong holds a business degree in accounting from the Curtin University of Technology, Western Australia. He joined the Group in June 1993. He is a member of the Australian Society of Certified Practising Accountants. Mr Wong was appointed as a Director in August 1997.





Non-executive Directors

Mr KO Peter, Ping Wah, aged 57, has been appointed as a Director since January 2003. He is now our non-executive Director. Mr Ko holds a master's degree of science in business administration from the University of Bath, England and bachelor degree of law (Chinese Law) from the University of Beijing, China and higher diploma in mechanical engineering from Hong Kong Polytechnic University. He has been registered Lead Auditor & Tutor of ISO9000 for 10 years and Quality Management Consultant and Trainer for 14 years. He is appointed as part-timer tutor of universities in Hong Kong and overseas for many years.

Independent Non-executive Directors

Mr WONG Lam, O.B.E., J.P., aged 87, is a former member of Hong Kong Legislative Council and former standing committee member of the Chinese People's Political Consultative Conference of Dongguan City. Mr Wong was appointed as an independent non-executive Director in November 1999.

Mr YE Tian Liu, aged 60, was appointed as an independent non-executive Director in November 1999. Mr Ye holds a master's degree in business administration. He was formally an executive director of a locally listed company for several years. He has extensive experiences in China trade and investment.

Mr LAI Yun Hung, aged 54, is a partner of Lai & Wong, Certified Public Accountants. He has over 25 years of working experience in audit and tax advice in audit firms, with exposure in listed and unlisted companies engaging in various industries including banks, financial institutions, manufacturing and trading companies, travel agencies and solicitors firms. Mr. Lai is an associate member of the Institute of Chartered Accountants in England and Wales (ACA), a fellow member of the Association of Chartered Certified Accountants (FCCA) in the United Kingdom and a fellow member of the Hong Kong Institute of Certified Public Accountants (FCPA (Practising)) in Hong Kong. Mr. Lai was appointed as an independent non-executive Director in September 2004.

Company Secretary

Mr MAK Yee Chuen, Vincent, aged 49, was appointed as company secretary in July 2000. Mr Mak holds a master's degree of laws from The University of Hong Kong in 2001 and master's degree in business administration from The Hong Kong Polytechnic University in 1994. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. He was the founder and partner of Vincent Mak & Company, Certified Public Accountants in 1987. He is now the principal of Vincent Mak & Co., Solicitors.





Senior management

Mr NG Ki Yin, Simon, age 52, is the director of operation and general manager in charge of the Group's Dongguan production facilities. He holds a bachelor of science degree in business management. He joined the Group in June 1994. Mr. Ng is responsible the daily operation in term of production, human resources, sourcing, material planning and logistic functions of the Group. He has over 20 years of experience in manufacturing resources planning and system management both in overseas corporates and PRC companies.

Mr SETO Sai Cheong Paul, aged 44, is the Group's chief accountant. He is a member of the Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and The Taxation Institute of Hong Kong and has over 22 years of experience in accounting and taxation. He is responsible for overall finance, accounting and taxation functions of the Group. He joined the Group in December 2000.

Mr WONG Sik Yiu, Rocky, aged 42, is the Group's quality director, A ISO 9000/14000 Lead Auditor, Trainer of ISO IS 8124-1. He is responsible for the Group's quality assurance and enhancement system and activities. Mr. Wong has 20 years quality control experience in other toy trading and manufacturing companies. He joined the Group in April 2006.

Mr LEUNG Yuk Hung, Paul, aged 31, is the associate director responsible for the management of the Group's information technology infrastructure. He is also responsible for the development of new business ventures. Mr. Leung is the son of the Group's Chairman. He holds a bachelor of engineering (I.T.) degree and a bachelor of commerce (accounting and finance) degree from the University of Western Australia. He is also a Certified Information Systems Auditor (CISA). He joined the Group in March 2003.

Mr. LI Cheung Hung, John, aged 46, is the general manager and responsible for the overall operation of STP, the engineering subsidiary of the Group. He has over 20 years of experience in product development. Mr. Li granduated from Hong Kong Polytechnic and attended Associateship in Productions and Industrial Engineering. He joined the Group in January 2006.

Mr. ORAVEC, Bruce, aged 63, is a director of Kid Galaxy Inc. since 2002. His career in the toy industry began in 1980 in Milton Bradley Company as its Senior Legal Counsel. In 1985 he joined Kenner-Parker Toys, Inc. as its Senior Vice President, General Counsel and Secretary. In 1990 he became Senior Vice President, General Counsel and Secretary of Fisher-Price, Inc. In 1996 Mr. Oravec founded a pre-school toy company, WB&N, Inc. He currently provides business consultation services for toy industry executives and is on the Board of Directors of the ToyTown Museum of East Aurora, New York. Mr. Oravec holds a degree of business administration from the University of Michigan and bachelor of laws (LL.B.) from Harvard Law School.





Directors' service contracts

Each of the executive Directors has entered into a service agreement with the Company for an initial fixed term of three years commencing from 1 September 1997 and shall continue thereafter unless and until terminated by either the Company or the Director giving to the other party not less than six months' notice in writing to determine the same. Under the agreements, the executive Directors will receive a fixed monthly salary. Certain of the executive Directors will also receive a year end bonus and a discretionary bonus under the agreements.

Apart from the above, none of the Directors has a service contract with the Company which is not terminable within one year without payment of compensation, other than statutory compensation.

Directors' interests in contracts

During the year, Fericle Holdings Limited ("Fericle"), a subsidiary of the Group, maintain separate insurance contracts for each of Mr. Leung Lun, Mr. Leung Chung Ming and Mr. Wong Tze On, Andy, all of whom are executive Directors, with insured amounts of US\$10,000,000 (HK\$78,000,000), US\$10,000,000 (HK\$78,000,000) and US\$5,000,000 (HK\$39,000,000) respectively. Each of the insurance contracts will mature on the date when the insured reaches the age of 100 or death of the insured, whichever is earlier. For each of the insurance contracts, Fericle and the beneficiary of the insured is entitled to 50% of the insured amount but Fericle is wholly entitled to any cash surrender value attached to the relevant insurance contracts during the period of the life insurance.

Save as mentioned above, no contracts of significance in relation to the Company's business to which the Company, its holding companies or 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.

Directors' interests in equity securities

Apart from the options granted under the Old Scheme, at no time during the year was the Company, its holding companies or its subsidiaries a party to any arrangements to enable the Directors, Chief Executives and their Associates to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Pursuant to the Term and Revolving facilities agreement entered into by the Company and a group of financial institutions on 7 December 2004 amounting to HK\$300 million, Mr Leung Lun and Mr Leung Chung Ming are required to jointly hold at least 45% of the issued share capital of the Company.





Directors' Interests in Equity Securities

As at 31 March 2006, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares or old bentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) ("SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules were as follows:

Name	Name of company	Capacity	Number and class of securities (note 1)	Percentage on the issued share capital of the same class of securities
Leung Lun	The Company	Interest of controlled corporation (note 2)	279,442,000 ordinary shares of HK\$0.10 each (each a "Share") (L)	57.76%
	Lung Cheong Investment Limited	Interest of controlled corporation (note 2)	1,000 ordinary shares of US\$1.00 each (each a "share") (L)	100%
	Rare Diamond Limited	Beneficial interest	70 ordinary shares of US\$1.00 each (each a "share") (L)	100%
Leung Chung Ming	The Company	Interest of controlled corporation (note 2)	279,442,000 Shares(L)	57.76%
	Lung Cheong Investment Limited	Interest of controlled corporation (note 2)	1,000 ordinary shares of US\$1.00 each (each a "share") (L)	100%
	Rare Diamond Limited	Beneficial interest	30 ordinary shares of US\$1.00 each (each a "share") (L)	100%

Notes:

- 1. The letter "L" represents the Director's interests in the shares and underlying shares of the Company.
- 2. These shares were held by Lung Cheong Investment Limited, a company wholly owned by Rare Diamond Limited. Rare Diamond Limited is beneficially owned as to 70% by Mr Leung Lun and 30% by Mr Leung Chung Ming.





Substantial Shareholders

As at 31 March 2006, the following persons, other than a director or chief executive of the Company, had an interest in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Name of shareholder	Number of ordinary shares of HK\$0.10 each (note 1)	Capacity	Approximate percentage of interest
Lung Cheong Investment Limited	279,442,000 (L)	Beneficial owner	57.76%
Rare Diamond Limited	279,442,000 (L) (note 2)	Interest of controlled corporation	57.76%

Notes:

- 1. The letter "L" represents the entity's interests in the shares.
- 2. These Shares were registered in the name of Lung Cheong Investment Limited, the entire issued share capital of which was owned by Rare Diamond Limited. Rare Diamond Limited is beneficially owned as to 70% by Mr. Leung Lun and 30% by Mr. Leung Chung Ming.





Pre-emptive rights

In the event that the Company issues, otherwise than pursuant to the Old Scheme and the 2002 Scheme, for cash consideration of any new shares or securities (including options and warrants) in the Company convertible into ordinary shares (the "New Issue Securities"), the holder of the Company's preference shares (the "Preference Shares") are entitled to subscribe, or procure subscribers to subscribe, for all or part of the New Issue Securities. Any New Issue Securities not subscribed for by the holders of Preference Shares may be subscribed for by the holders of ordinary shares in the Company upon terms and conditions no more favourable than those offered to the holder of Preference Shares.

The Company and the holder of all the Company's existing issued preference shares agreed on 18 July 2002 and the independent shareholders ratified at the extraordinary general meeting of the Company on 3 September 2002 that the afore-mentioned preemptive rights be granted only up to 20 July 2005.

Management contracts

Other than the contracts of service with the Directors or any persons engaged in the full-time employment of the Group, no contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

Connected transactions

At 31 March 2006, a wholly-owned subsidiary of the Company, Lung Cheong Toys Limited ("LC Toys"), had long-term loans and deferred trading balances amounted in aggregate to HK\$60,648,000, plus accrued interest, due by PT. Lung Cheong Brothers Industrial ("PTLC"), a 60% owned subsidiary of LC Toys. The balance of the 40% interest in PTLC is owned by independent third parties who are not connected with the Directors, Chief Executives or substantial shareholders of the Company and its subsidiaries, other than PTLC, or any of their respective associates. The long-term loans were advanced to finance the set up of the production facilities of PTLC. The amounts are unsecured, bearing interest at 3-month HIBOR per annum (2005: 3% per annum) and have no fixed repayment terms. LC Toys considers the uncertainties on the repayment of the advances and makes the full provision for the whole balance.

The Directors, including the Non-executive Directors, are of the opinion that the above transaction was entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms; and
- in accordance with the relevant agreement governing the transaction on terms that are fair and reasonable and in the interests of the shareholders of the Company listed issuer as a whole.





Major customers and suppliers

The percentage of sales and purchases attributable to the Group's largest customers and suppliers are as follows:

	2006	2005
	%	%
Sales		
— the largest customer	17	19
— five largest customers combined	68	76
Purchases		
— the largest supplier	8	5
— five largest suppliers combined	27	20

No Directors or their associates (as defined in the Listing Rules) and no shareholders (which to the knowledge of the Directors own more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

Audit Committee

Pursuant to the Listing Rules, an audit committee was established by the Company on 14 March 2000. The Committee comprises three Independent Non-executive Directors, namely Mr YE Tian Liu, Mr WONG Lam, O.B.E., J.P. and Mr LAI Yun Hung (newly appointed in September 2004) and a non-executive director, namely Mr KO Peter, Ping Wah.

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

Independence of Independent Non-Executive Directors

The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive Directors are independent.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of its Directors as at the latest practicable date prior to the issue of this report, the public float of the shares of the Company is sufficient to meet the minimum level as prescribed in the Listing Rules.





Auditors

The financial statements have been audited by PricewaterhouseCoopers whose term of appointment will end at the conclusion of the forthcoming Annual General Meeting and, being eligible, offer themselves for re-appointment at the forthcoming Annual General Meeting.

On behalf of the Board

Leung Lun

Chairman

Hong Kong, 28 July 2006

