

Directors' Report

董事會報告書

董事會謹此提呈彼等截至二零零五年十二月三十一日止年度的年報及經審核財務報表。

主要業務

本公司為投資控股公司，其主要附屬公司的業務載於財務報表附註39。

本集團已於年內終止傢具業務，詳情載於財務報表附註10。

業績

本集團截至二零零五年十二月三十一日止年度業績載於第69頁的綜合收入報表內。

股本及購股權

本公司股本及購股權於年內的變動詳情分別載於財務報表附註30及附註31。

儲備

本集團於年內之儲備變動載於財務報表第72頁的綜合股本權益變動表。

本公司於二零零五年十二月三十一日可供分派予股東的儲備為392,476,000港元（二零零四年：324,602,000港元）。

分配

年內向股東派付每股1.0港仙中期股息合共26,681,000港元。

董事建議派付末期股息每股2.0港仙。

The Directors present their annual report and the audited financial statements for the year ended 31st December, 2005.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in Note 39 to the financial statements.

During the year, the Group discontinued its furniture operation, details are set out in Note 10 to the financial statements.

RESULTS

The results of the Group for the year ended 31st December, 2005 are set out in the consolidated income statement on page 69.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital and share options of the Company during the year are set out in Note 30 and Note 31 to the financial statements respectively.

RESERVES

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 72 to the financial statements.

The Company's reserves available for distribution to shareholders at 31st December, 2005, amounted to HK\$392,476,000 (2004: HK\$324,602,000).

APPROPRIATIONS

An interim dividend of 1.0 HK cent per share, totalling HK\$26,681,000 was paid to shareholders during the year.

The Directors recommend the payment of a final dividend of 2.0 HK cents per share.

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銀行貸款及其他借貸

本集團於二零零五年十二月三十一日的銀行貸款及其他借貸詳情載於財務報表附註27。

財務概要

本集團過去五個財政期間的財務概要載於第144頁。

物業、廠房及設備與投資物業

本集團於年內的物業、廠房及設備與投資物業變動詳情分別載於財務報表附註15及附註16。

無形資產

本集團於年內的商譽、負商譽及技術知識變動詳情分別載於財務報表附註17、19及22。

主要客戶及供應商

截至二零零五年十二月三十一日止年度，本集團五大客戶合佔本集團營業總額約34%，而本集團最大客戶則佔本集團營業總額約18%。

截至二零零五年十二月三十一日止年度，本集團五大供應商合佔本集團採購總額不足30%。

董事、彼等的聯繫人士或據董事所知任何擁有本公司股本5%以上的股東概無擁有本集團五大客戶或供應商的任何權益。

BANK LOANS AND OTHER BORROWINGS

The particulars of bank loans and other borrowings of the Group as at 31st December, 2005 are set out in Note 27 to the financial statements.

FINANCIAL SUMMARY

A financial summary of the Group for the last five financial periods is set out on page 144.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of the movements in the property, plant and equipment and investment properties of the Group during the year are set out in Note 15 and Note 16 to the financial statements respectively.

INTANGIBLE ASSETS

Details of the movements in the goodwill, negative goodwill and technical know-how of the Group during the year are set out in Notes 17, 19 and 22 to the financial statements respectively.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st December, 2005, the aggregate turnover attributable to the five largest customers accounted for 34% and the Group's largest customer accounted for 18% of the Group's total turnover respectively.

For the year ended 31st December, 2005, the aggregate purchases attributable to the five largest suppliers accounted for were less than 30% of the Group's total purchase.

None of the Directors, their associates or any shareholders (which to the knowledge of the Directors owns more than 5% of the Company's share capital) has any interest in any of the Group's five largest customers or suppliers.

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董事及服務合約

本公司於年內及截至本報告刊發當日的董事為：

執行董事：

宋林先生
(於二零零六年二月二十八日辭任)
朱金坤先生
王國平先生
王添根先生
戴振華先生
(於二零零五年三月二十二日逝世)
俞宇先生
俞敏先生
(於二零零六年二月二十八日辭任)

非執行董事：

陳朗先生
(於二零零六年四月十一日辭任)

獨立非執行董事：

黃得勝先生
陸志昌先生
高秉強教授

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出的年度確認，確認其於本公司之獨立性，且本公司仍認為該等董事為本公司獨立人士。

按照本公司的公司細則第110(A)條，黃得勝先生、高秉強先生及陸志昌先生須在即將舉行的股東週年大會上輪流退任。上述所有退任董事均符合資格並願意膺選連任。其餘董事則繼續留任。

DIRECTORS AND SERVICE CONTRACTS

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

Executive Directors:

Mr. Song Lin
(resigned on 28th February, 2006)
Mr. Zhu Jinkun
Mr. Wang Guoping
Mr. Ong Thiam Kin
Mr. Dai Zhenhua
(passed away on 22nd March, 2005)
Mr. Yu Yu
Mr. Yu Min
(resigned on 28th February, 2006)

Non-executive Directors:

Mr. Chen Lang
(resigned on 11th April, 2006)

Independent Non-executive Directors:

Mr. Wong Tak Shing
Mr. Luk Chi Cheong
Professor Ko Ping Keung

The Company has received an annual confirmation from each Independent Non-executive Director with each confirming his independence pursuant to Rule 3.13 of the Listing Rules and the Company still considers such Directors are independent of the Company.

In accordance with Clause 110(A) of the Company's Bye-laws, Messrs. Wong Tak Shing, Ko Ping Keung and Luk Chi Cheong shall retire by rotation at the forthcoming annual general meeting. All the above retiring Directors, being eligible, offer themselves for re-election. The remaining Directors shall remain in office.

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概無任何董事（包括擬於即將舉行的股東週年大會膺選連任的董事）與本公司或其任何附屬公司訂有本集團不可於一年內不付補償（法定補償除外）而終止的服務合約。

各非執行董事（包括獨立非執行董事）的任期為三年，而根據本公司的公司細則，三分之一的董事須於每次股東週年大會輪流退任。

董事所佔之合約權益

本公司、其附屬公司、控股公司或同系附屬公司概無訂有於本財政年度內或完結時仍然生效而本公司董事於其中直接或間接擁有重大權益的重大合約。

董事薪酬

應付各董事的薪酬乃根據(i)各人相關的資格、經驗及專業知識、(ii)職責及責任及(iii)本公司的業績而定，同時亦會考慮當時的市況。本公司可能授予個別董事花紅或購股權，以表揚其對本集團所作的貢獻。上述各項構成本公司董事的薪酬政策及長期獎勵。

None of Directors, including Directors proposed for re-election at the forthcoming annual general meeting, has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

The term of office of each Non-executive Director, including Independent Non-executive Director, is for a period of three years subject to requirement that one-third of all the Directors shall retire from office by rotation at each annual general meeting pursuant to the Bye-laws of the Company.

DIRECTORS' INTERESTS IN CONTRACTS

There was no contract of significance (to which the Company or its subsidiary or its holding company or its fellow subsidiary was a party) subsisting during or at the end of the financial year in which a Director of the Company is or was materially interested, either directly or indirectly.

DIRECTORS' REMUNERATION

The emolument payable to each Director is based on (i) his relevant qualifications, experience and expertise, (ii) his duties and responsibilities and (iii) performance of the Company. The current market situation will also be taken into account. Bonus and share options may be granted to individual Directors in recognition of their contribution to the Group. All the aforesaid form the emolument policy and long term incentive for Directors of the Company.

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董事所佔之證券權益

除下文所披露者外，於二零零五年十二月三十一日，各董事及本公司行政總裁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）的股份、相關股份或債券中，概無擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯交所的權益或淡倉（包括根據證券及期貨條例有關條文當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所指登記冊的權益或淡倉，或根據上市公司董事進行證券交易的標準守則須知會本公司及香港聯交所的權益或淡倉。

(a) 於本公司已發行普通股及相關股份的權益：

DIRECTORS' INTEREST IN SECURITIES

Save as disclosed below, as at 31st December, 2005, none of the Directors, chief executive of the Company and their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the HK Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are deemed or taken to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to the Company and the HK Stock Exchange.

(a) Interests in issued ordinary shares and underlying shares of the Company:

董事姓名 Name of Directors	身份 Capacity	好倉或淡倉 Long or short position	股份數目 Number of shares	購股權數目 ¹ Number of share options ¹	所佔權益總額 百分比(%) ² Aggregate percentage of interest (%) ²
宋林先生 Mr. Song Lin*	實益擁有人 Beneficial owner	好倉 Long position	3,600,000	8,900,000	0.47
朱金坤先生 Mr. Zhu Jinkun	實益擁有人 Beneficial owner	好倉 Long position	2,370,000	6,100,000	0.32
	配偶權益 Interest of spouse	好倉 Long position	160,000	—	
王添根先生 Mr. Ong Thiam Kin	實益擁有人 Beneficial owner	好倉 Long position	1,100,000	4,500,000	0.21
王國平先生 Mr. Wang Guoping	實益擁有人 Beneficial owner	好倉 Long position	1,108,000	3,000,000	0.15
俞宇先生 Mr. Yu Yu	實益擁有人 Beneficial owner	好倉 Long position	100,000	4,000,000	0.16
	配偶權益 Interest of spouse	好倉 Long position	60,000	—	
俞敏先生 Mr. Yu Min*	實益擁有人 Beneficial owner	好倉 Long position	1,180,000	1,060,000	0.08

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董事姓名 Name of Directors	身份 Capacity	好倉或淡倉 Long or short position	股份數目 Number of shares	購股權數目 ¹ Number of share options ¹	所佔權益總額 百分比(%) ² Aggregate percentage of interest (%) ²
陳朗先生 Mr. Chen Lang*	實益擁有人 Beneficial owner	好倉 Long position	1,500,000	6,000,000	0.30
	配偶權益 Interest of spouse	好倉 Long position	500,000	—	
陸志昌先生 Mr. Luk Chi Cheong	實益擁有人 Beneficial owner	好倉 Long position	—	900,000	0.03
黃得勝先生 Mr. Wong Tak Shing	實益擁有人 Beneficial owner	好倉 Long position	—	500,000	0.02
高秉強先生 Mr. Ko Ping Keung	實益擁有人 Beneficial owner	好倉 Long position	—	900,000	0.03

附註：

1. 購股權數目指根據本公司購股權計劃已授出購股權所涉及的本公司相關股份數目，詳情載於下文附註3。
2. 此為於二零零五年十二月三十一日所持股份及相關股份好倉總額佔本公司全部已發行股本的百分比。

Notes:

1. The number of share options refers to the number of underlying shares of the Company covered by the share options granted under the share option schemes of the Company, particulars of which are set out in Note 3 below.
2. This represents the percentage of aggregate long position in shares and underlying shares to the total issued share capital of the Company as at 31st December, 2005.

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3. 上文附註1所述的購股權詳情：

3. Particulars of share options referred to in Note 1 above:

購股權數目								
				Number of share options				
			於二零零五年 一月一日					於二零零五年 十二月三十一日
			每股行使價 尚未行使					尚未行使
	授出日期	Exercise Price	Outstanding	於年內授出	於年內行使	於年內註銷	於年內失效	Outstanding
董事姓名	Date of	per share	as at	Granted	Exercised	Cancelled	Lapsed	as at
Name of Directors	grant	港元	1st January,	during	during	during	during	31st December,
		HK\$	2005	the year	the year	the year	the year	2005
宋林先生	21/09/2000 ¹	0.590	6,900,000	—	—	—	—	6,900,000
Mr. Song Lin*	13/01/2004 ¹²	0.906	2,000,000	—	—	—	—	2,000,000
朱金坤先生	25/04/2001 ³	0.547	1,000,000	—	—	—	—	1,000,000
Mr. Zhu Jinkun	02/10/2002 ⁹	0.570	800,000	—	—	—	—	800,000
	09/04/2003 ¹¹	0.479	2,800,000	—	—	—	—	2,800,000
	13/01/2004 ¹²	0.906	1,500,000	—	—	—	—	1,500,000
王添根先生	25/04/2001 ³	0.547	2,000,000	—	—	—	—	2,000,000
Mr. Ong Thiam Kin	02/10/2002 ⁹	0.570	1,000,000	—	—	—	—	1,000,000
	09/04/2003 ¹¹	0.479	500,000	—	—	—	—	500,000
	13/01/2004 ¹³	0.906	1,000,000	—	—	—	—	1,000,000
王國平先生	09/04/2003 ¹¹	0.479	3,000,000	—	1,000,000	—	—	2,000,000
Mr. Wang Guoping	13/01/2004 ¹³	0.906	1,000,000	—	—	—	—	1,000,000
俞宇先生	04/12/2001 ⁵	0.790	1,500,000	—	—	—	—	1,500,000
Mr. Yu Yu	02/10/2002 ⁹	0.570	1,000,000	—	—	—	—	1,000,000
	09/04/2003 ¹¹	0.479	500,000	—	—	—	—	500,000
	13/01/2004 ¹³	0.906	1,000,000	—	—	—	—	1,000,000
俞敏先生	21/09/2000 ²	0.590	1,000,000	—	1,000,000	—	—	—
Mr. Yu Min*	22/05/2002 ⁷	0.920	500,000	—	—	—	—	500,000
	09/04/2003 ¹¹	0.479	200,000	—	140,000	—	—	60,000
	13/01/2004 ¹³	0.906	500,000	—	—	—	—	500,000
陳朗先生	04/12/2001 ⁴	0.790	6,000,000	—	—	—	—	6,000,000
Mr. Chen Lang*								
陸志昌先生	22/05/2002 ⁶	0.920	300,000	—	—	—	—	300,000
Mr. Luk Chi Cheong	02/10/2002 ⁸	0.570	200,000	—	—	—	—	200,000
	09/04/2003 ¹⁰	0.479	200,000	—	—	—	—	200,000
	13/01/2004 ¹²	0.906	200,000	—	—	—	—	200,000
黃得勝先生	22/05/2002 ⁶	0.920	300,000	—	—	—	—	300,000
Mr. Wong Tak Shing	13/01/2004 ¹²	0.906	200,000	—	—	—	—	200,000
高秉強先生	22/05/2002 ⁶	0.920	500,000	—	—	—	—	500,000
Mr. Ko Ping Keung	09/04/2003 ¹⁰	0.479	200,000	—	—	—	—	200,000
	13/01/2004 ¹²	0.906	200,000	—	—	—	—	200,000
戴振華先生**	25/04/2001 ³	0.547	1,600,000	—	—	—	—	1,600,000
Mr. Dai Zhenhua**	22/05/2002 ⁷	0.920	1,000,000	—	—	—	300,000	700,000
	09/04/2003 ¹¹	0.479	1,000,000	—	—	—	600,000	400,000
	13/01/2004 ¹³	0.906	1,000,000	—	—	—	600,000	400,000

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附註：

1. 購股權可於二零零零年九月二十一日至二零一零年九月二十日期間予以行使。
 2. 行使期分為三個期間，分別由二零零一年、二零零二年及二零零三年九月二十一日至二零一零年九月二十日止期間予以行使。緊接購股權獲行使之日前股份的加權平均收市價為0.880港元。
 3. 行使期分為三個期間，分別由二零零二年、二零零三年及二零零四年四月二十五日至二零一一年四月二十四日止期間予以行使。
 4. 購股權可於二零零一年十二月四日至二零一一年十二月三日期間予以行使。
 5. 行使期分為三個期間，分別由二零零二年、二零零三年及二零零四年十二月三日至二零一一年十二月三日止期間予以行使。
 6. 購股權可於二零零二年五月二十二日至二零一二年五月二十一日期間予以行使。
 7. 行使期分為三個期間，分別由二零零三年、二零零四年及二零零五年五月二十二日至二零一二年五月二十一日止期間予以行使。
 8. 購股權可於二零零二年十月二日至二零一二年十月一日期間予以行使。
 9. 行使期分為三個期間，分別由二零零三年、二零零四年及二零零五年十月二日至二零一二年十月一日止期間予以行使。
 10. 購股權可於二零零三年四月九日至二零一三年四月八日期間予以行使。
 11. 行使期分為三個期間，分別由二零零四年、二零零五年及二零零六年四月九日至二零一三年四月八日止期間予以行使。緊接購股權獲行使之日前股份的加權平均收市價為0.920港元。
 12. 購股權可於二零零四年一月十三日至二零一四年一月十二日期間予以行使。
 13. 行使期分為三個期間，分別由二零零五年、二零零六年及二零零七年一月十三日至二零一四年一月十二日止期間予以行使。
 14. 於各情況下，須於接納所獲的授購股權時支付1.00港元。
- * 宋林先生及俞敏先生於二零零六年二月二十八日辭任。陳朗先生於二零零六年四月十一日辭任。
- ** 戴振華先生於財政年度為董事，直至其於二零零五年三月二十二日辭世。

Notes:

1. The period during which the options may be exercised is from 21st September, 2000 to 20th September, 2010.
 2. The exercisable period is divided into 3 tranches exercisable during the periods from 21st September, 2001, 2002 and 2003 to 20th September, 2010. The weighted average closing price of all the shares immediately before the date on which the options were exercised was HK\$0.880.
 3. The exercisable period is divided into 3 tranches exercisable during the periods from 25th April, 2002, 2003 and 2004 to 24th April, 2011.
 4. The exercisable period during which the options may be exercised is from 4th December, 2001 to 3rd December, 2011.
 5. The exercisable period is divided into 3 tranches exercisable during the periods from 3rd December, 2002, 2003 and 2004 to 3rd December, 2011.
 6. The exercisable period during which the options may be exercised is from 22nd May, 2002 to 21st May, 2012.
 7. The exercisable period is divided into 3 tranches exercisable during the periods from 22nd May, 2003, 2004 and 2005 to 21st May, 2012.
 8. The exercisable period during which the options may be exercised is from 2nd October, 2002 to 1st October, 2012.
 9. The exercisable period is divided into 3 tranches exercisable during the periods from 2nd October, 2003, 2004 and 2005 to 1st October, 2012.
 10. The exercisable period during which the options may be exercised is from 9th April, 2003 to 8th April, 2013.
 11. The exercisable period is divided into 3 tranches exercisable during the periods from 9th April, 2004, 2005 and 2006 to 8th April, 2013. The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$0.920.
 12. The exercisable period during which the options may be exercised is from 13th January, 2004 to 12th January, 2014.
 13. The exercisable period is divided into 3 tranches exercisable during the periods from 13th January, 2005, 2006 and 2007 to 12th January, 2014.
 14. In each case, HK\$1.00 is payable upon acceptance of the options granted.
- * Mr. Song Lin and Mr. Yu Min resigned on 28th February, 2006. Mr. Chen Lang resigned on 11th April, 2006.
- ** Mr. Dai Zhenhua was a Director during the financial year up to his death on 22nd March, 2005.

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(b) 於本公司相聯法團華潤創業有限公司(「華創」)已發行普通股及相關股份的權益：

(b) Interests in issued ordinary shares and underlying shares of China Resources Enterprise, Limited ("CRE"), an associated corporation of the Company:

						於二零零五年 十二月三十一日 所佔權益 總額百分比 ² Aggregate percentage of interest as at 31st December, 2005 ²
董事姓名 Name of Directors	好倉／淡倉 Long position/ Short position	股份數目 Number of shares	購股權數目 ¹ Number of share options ¹	每股行使價 Exercise Price per share 港元 HK\$	授出日期 Date of grant	
宋林先生 Mr. Song Lin*	好倉 Long position	— — 200,000 ⁶	2,000,000 2,500,000 200,000 ⁶	7.170 9.720 7.190	07/02/2002 ³ 14/01/2004 ³ 20/06/2000 ³	0.22
朱金坤先生 Mr. Zhu Jinkun	好倉 Long position	— 100,000 ⁶	78,000 ⁶ 200,000 ⁶	9.720 10.350	14/01/2004 ⁴ 04/10/2004 ³	0.02
陳朗先生 Mr. Chen Lang*	好倉 Long position	— —	1,500,000 800,000	6.290 9.150	14/04/2003 ⁵ 25/05/2004 ³	0.10

附註：

- 購股權數目指華創購股權計劃所涉及的相關股份數目。
- 此為於二零零五年十二月三十一日所持華創股份及相關股份好倉總額佔華創全部已發行股本的百分比。
- 購股權可於有關購股權授出日期起計10年內行使。
- 購股權可分為四批，分別自二零零四年一月十四日、二零零五年、二零零六年及二零零七年一月一日至二零零四年一月十三日止期間予以行使。
- 購股權可分為四批，分別自二零零三年四月十四日、二零零四年、二零零五年及二零零六年一月一日起至二零零三年四月十三日止期間予以行使。
- 有關董事視為透過彼等相關配偶權益擁有普通股及相關股份。
- 除附註6另有註明者外，本文所披露的權益現由各董事以實益擁有人身份持有。
- 於各情況下，須於接納所獲授的購股權時支付1.00港元。
- * 宋林先生於二零零六年二月二十八日辭任。陳朗先生於二零零六年四月十一日辭任。

Notes:

- The number of share options refers to the number of underlying shares of CRE covered by its share option schemes.
- This represents the percentage of aggregate long position in shares and underlying shares of CRE to the total issued share capital of CRE as at 31st December, 2005.
- The share options are exercisable within a period of 10 years from the date of grant of the relevant options.
- The share options are exercisable in 4 tranches, from 14th January, 2004 and from 1st January, 2005, 2006 and 2007 to 13th January, 2014.
- The share options are exercisable in 4 tranches, from 14th April, 2003 and from 1st January, 2004, 2005 and 2006 to 13th April, 2013.
- The Directors concerned were deemed to be interested in the ordinary shares and the underlying shares through the interests of their respective spouses.
- Save as otherwise specified under note 6, interests disclosed hereunder are being held by each Director in his capacity as beneficial owner.
- In each case, HK\$1.00 is payable upon acceptance of the options granted.
- * Mr. Song Lin resigned on 28th February, 2006. Mr. Chen Lang resigned on 11th April, 2006.

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(c) 於本公司相聯法團華潤電力控股有限公司(「華潤電力」)已發行普通股及相關股份的權益：

(c) Interests in issued ordinary shares and underlying shares of China Resources Power Holdings Company Limited ("CRP"), an associated corporation of the Company:

董事姓名 Name of Directors	好倉／淡倉 Long position/ Short position	股份數目 Number of shares	購股權數目 ¹ Number of share options ¹	每股行使價 Exercise Price per share 港元 HK\$	授出日期 Date of grant	於二零零五年十二月三十一日所佔權益總額百分比 ² Aggregate percentage of interest as at 31st December, 2005 ²
宋林先生 Mr. Song Lin*	好倉 Long position	—	2,000,000	2.800	12/11/2003 ³	0.08
	好倉 Long position	—	900,000	3.990	18/03/2005 ⁴	
朱金坤先生 Mr. Zhu Jinkun	好倉 Long position	—	500,000	2.800	12/11/2003 ³	0.01
王添根先生 Mr. Ong Thiam Kin	好倉 Long position	—	250,000	2.800	12/11/2003 ³	0.01
王國平先生 Mr. Wang Guoping	好倉 Long position	—	450,000	2.800	12/11/2003 ³	0.01
俞宇先生 Mr. Yu Yu	好倉 Long position	—	250,000	2.800	12/11/2003 ³	0.01
陳朗先生 Mr. Chen Lang*	好倉 Long position	—	500,000	2.800	12/11/2003 ³	0.03
	好倉 Long position	200,000 ⁶	400,000 ⁶	2.800	12/11/2003 ³	
	好倉 Long position		150,000 ⁶	4.725	18/11/2005 ⁵	

附註：

- 購股權數目指華潤電力購股權計劃所涉及的相關股份數目。
- 此為於二零零五年十二月三十一日所持華潤電力股份及相關股份好倉總額佔華潤電力全部已發行股本的百分比。
- 購股權可分為五批，分別自二零零四年、二零零五年、二零零六年、二零零七年及二零零八年十月六日起至二零一三年十月五日止期間予以行使。
- 購股權可分為五批，分別自二零零六年、二零零七年、二零零八年、二零零九年及二零一零年三月十八日起至二零一五年三月十七日止期間予以行使。
- 購股權可於有關購股權授出日期起計10年內予以行使。
- 陳朗先生透過其配偶的權益被視為擁有200,000股普通股及550,000股相關股份的權益。
- 除附註6另有註明者外，本文所披露的權益現由各董事以實益擁有人身份持有。
- 於各情況下，須於接納所獲授的購股權時支付1.00港元。
- * 宋林先生於二零零六年二月二十八日辭任。陳朗先生於二零零六年四月十一日辭任。

Notes:

- The number of share options refers to the number of underlying shares of CRP covered by its share option scheme.
- This represents the percentage of aggregate long position in shares and underlying shares of CRP to the total issued share capital of CRP as at 31st December, 2005.
- The options are exercisable in 5 tranches, from 6th October, 2004, 2005, 2006, 2007 and 2008 to 5th October, 2013.
- The options are exercisable in 5 tranches, from 18th March, 2006, 2007, 2008, 2009 and 2010 to 17th March, 2015.
- The options are exercisable within a period of 10 years from the date of grant of the relevant options.
- Mr. Chen Lang was deemed to be interested in the 200,000 ordinary shares and 550,000 underlying shares through the interests of his spouse.
- Save as otherwise specified in note 6, interests disclosed hereunder are being held by each Director in his capacity as beneficial owner.
- In each case, HK\$1.00 is payable upon acceptance of the options granted.
- * Mr. Song Lin resigned on 28th February, 2006. Mr. Chen Lang resigned on 11th April, 2006.

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(d) 於本公司相聯法團華潤置地有限公司(「華潤置地」)已發行普通股及相關股份的權益：

(d) Interests in issued ordinary shares and underlying shares of China Resources Land Limited ("CRL"), an associated corporation of the Company:

董事姓名 Name of Directors	好倉／淡倉 Long position/ Short position	股份數目 Number of shares	購股權數目 ¹ Number of share options ¹	每股行使價 Exercise Price per share 港元 HK\$	授出日期 Date of grant	於二零零五年 十二月三十一日 所佔權益 總額百分比 ² Aggregate percentage of interest as at 31st December, 2005 ²
宋林先生 Mr. Song Lin*	好倉 Long position	—	900,000	1.230	01/06/2005 ³	0.03

附註：

1. 購股權數目指華潤置地購股權計劃所涉及的相關股份數目。
 2. 此為於二零零五年十二月三十一日所持華潤置地股份及相關股份好倉總額佔華潤置地全部已發行股本的百分比。
 3. 購股權可於有關購股權授出日期起計10年內予以行使。
 4. 本文所披露的權益現由該董事以實益擁有人身份持有。
 5. 於各情況下，須於接納所獲授的購股權時支付1.00港元。
- * 宋林先生於二零零六年二月二十八日辭任。

Notes:

1. The number of share options refers to the number of underlying shares of CRL covered by its share option scheme.
 2. This represents the percentage of aggregate long position in shares and underlying shares of CRL to the total issued share capital of CRL as at 31st December, 2005.
 3. The options are exercisable within a period of 10 years from the date of grant of the relevant options.
 4. The interests disclosed hereunder are being held by the Director in his capacity as beneficial owner.
 5. In each case, HK\$1.00 is payable upon acceptance of the options granted.
- * Mr. Song Lin resigned on 28th February, 2006.

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購股權計劃

舊購股權計劃旨在促進參與者對本公司的承擔及鼓勵參與者盡心效力本公司。參與者為本公司或其任何附屬公司的僱員（包括執行董事）。由於舊購股權計劃已被終止，故此不得再根據舊購股權計劃發行任何購股權，惟舊購股權計劃的所有其他條文仍然有效。每名參與者可享有的最高權益不得超過根據舊購股權計劃可授出購股權所涉股份總數的25%。根據購股權接納股份的期限不得超越授出購股權之日起計十年。並無規定購股權於行使前必須持有的最短期限。承授人可於購股權授出後二十八日內接納購股權，並須於接納時繳付1.00港元。認購價為下列兩者中之較高者：(i)股份面值；及(ii)截至購股權授出之日前五個交易日股份在香港聯交所的平均收市價的80%。

新購股權計劃旨在促進參與者的專注及鼓勵參與者盡心效力本集團，以助本集團達致目標。參與者為董事會全權決定的本集團任何成員公司的任何董事（或任何建議委任為董事者）和僱員；本集團任何成員公司的任何僱員或董事成立的全權信託的任何全權信託對象；本集團任何成員公司的任何業務顧問、業務夥伴、專業和其他顧問（或任何建議委任者）的任何行政人員或僱員；本集團任何成員公司的任何主要股東；本公司董事或主要股東的任何聯繫人；以及本公司主要股東的任何僱員或該等主要股東的附屬公司或聯營公司的任何僱員。

於二零零五年四月二十五日舉行的股東週年大會上，股東通過普通決議案更新及重新授出新購股權計劃的計劃授權上限，據此可授出更多可認購不超過265,591,407股股份（即上述日期已發行股份的10%）的購股權。

SHARE OPTION SCHEMES

The purpose of the Old Share Option Scheme is to promote commitment by its participants and to encourage its participants to perform their best for the Company. The participants are the employees (including Executive Directors) of the Company or any of its subsidiaries. As the Old Share Option Scheme has been terminated, no more option can be issued pursuant to the Old Share Option Scheme but in all other respects the provisions of the Old Share Option Scheme shall remain in force. The maximum entitlement of each participant shall not exceed 25% of the maximum number of shares in respect of which options may be granted under the Old Share Option Scheme. The period within which the shares must be taken up under an option shall not be later than 10 years from the date the option is granted. There is no minimum period for which an option must be held before it can be exercised. HK\$1.00 is payable on acceptance of the option within 28 days from its date of grant. The subscription price is the higher of (i) the nominal value of a share and (ii) 80% of the average of the closing prices of the share on the HK Stock Exchange on the five trading days immediately preceding the date of grant of the options.

The purpose of the New Share Option Scheme is to promote dedication by its participants and to encourage its participants to perform their best in achieving the goals of the Group. The participants are any Director (or any persons proposed to be appointed as such) and employee of each member of the Group; any discretionary object of a discretionary trust established by any employee or Director of each member of the Group; any executive or employee of any business consultant, business partner, professional and other advisers to each member of the Group (or any persons proposed to be appointed as such); any substantial shareholder of each member of Group; any associates of Director or substantial shareholder of the Company; and any employee of the Company's substantial shareholder or any employee of such substantial shareholder's subsidiaries or associated companies, as absolutely determined by the Board.

The scheme mandate limit under the New Share Option Scheme was refreshed and renewed by ordinary resolution passed by the shareholders at the annual general meeting held on 25th April, 2005 which enabled the grant of further share options to subscribe up to 265,591,407 shares representing 10% of the shares in issue as at the said date.

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本年報刊發當日，根據新購股權計劃可供發行的股份為275,458,633股，佔本公司已發行股本約10.32%。每名參與者可享有的最高權益以因行使任何十二個月期間獲授的購股權（包括已行使、已註銷和尚未行使者）而已發行及將發行的股份總數為限，即不得超過已發行股份總數的1%。

根據購股權接納股份的期限不得超越授出購股權之日起計十年。並無規定購股權於行使前必須持有的最短期限。承授人可於購股權授出後二十八日內接納購股權，並須於接納時繳付1.00港元。認購價為下列三者中之最高者：(i)購股權授出當日股份在香港聯交所每日報價表所報的收市價；(ii)截至購股權授出之日前五個營業日股份在香港聯交所每日報價表所報的平均收市價；及(iii)股份面值。新購股權計劃由二零零一年十一月二十六日起生效，為期十年。二零一一年十一月二十五日後不得再根據新購股權計劃授出任何購股權。

(a) 董事購買股份之權利

董事購買股份之權利詳情載於第46至49頁「董事所佔之證券權益」一節。

As at the date of the annual report, the total number of shares available for issue pursuant to the New Share Option Scheme was 275,458,633, representing respectively about 10.32% of the issued share capital of the Company. The maximum entitlement for any one participant is that the total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue.

The period within which the shares must be taken up under an option shall not be later than 10 years from the date the option is granted. There is no minimum period for which an option must be held before it can be exercised. HK\$1.00 is payable on acceptance of the option within 28 days from its date of grant. The subscription price is the highest of (i) the closing price of the shares as stated in the HK Stock Exchange's daily quotations sheet on the date of grant, (ii) a price being the average of the closing prices of the shares as stated in the HK Stock Exchange's daily quotations sheet on the 5 business days immediately preceding the date of grant and (iii) the nominal value of a share. The New Share Option Scheme is valid for 10 years from 26th November, 2001. No further options may be granted pursuant to the New Share Option Scheme after 25th November, 2011.

(a) Directors' right to acquire shares

Details of Directors' right to acquire shares are set out on pages 46 to 49 under the section headed "Directors' Interest in Securities".

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(b) 僱員及其他參與者購買股份之權利

- (i) 年內，根據舊購股權計劃有關本集團僱員（不包括本公司董事）的購股權變動概述如下：

(b) Employees and other participants' right to acquire shares

- (i) A summary of the movements of the share options in relation to the employees (excluding Directors of the Company) of the Group under the Old Share Option Scheme during the year is as follows:

授出日期 Date of grant	每股行使價 Exercise Price per share 港元 HK\$	於二零零五年 一月一日 尚未行使 Outstanding as at 1st January, 2005	購股權數目 Number of share options				於二零零五年 十二月三十一日 尚未行使 Outstanding as at 31st December, 2005
			於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內註銷 Cancelled during the year	於年內失效 Lapsed during the year	
21/09/2000 ¹	0.590	1,900,000	–	550,000	–	–	1,350,000
25/04/2001 ²	0.547	12,800,000	–	200,000	–	–	12,600,000
		14,700,000	–	750,000	–	–	13,950,000

附註：

- 授出的購股權分為三期歸屬，可自二零零一年、二零零二年及二零零三年九月二十一起至二零一零年九月二十日止期間予以行使。截至購股權獲行使之日前股份的加權平均收市價為0.758港元。
- 授出的購股權分為三期歸屬，可自二零零二年、二零零三年及二零零四年四月二十五日起至二零一一年四月二十四日止期間予以行使。截至購股權獲行使之日前股份的加權平均收市價為0.870港元。

Notes:

- The options granted are vested in 3 tranches and exercisable from 21st September, 2001, 2002 and 2003 to 20th September, 2010. The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$0.758.
- The options granted are vested in 3 tranches and exercisable from 25th April, 2002, 2003 and 2004 to 24th April, 2011. The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$0.870.

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- (ii) 年內，根據新購股權計劃有關本集團僱員（不包括本公司董事）、前董事與業務夥伴的購股權變動概述如下：

- (ii) A summary of the movements of the share options in relation to the employees (excluding Directors of the Company), a former Director and a business partner of the Group under the New Share Option Scheme during the year is as follows:

授出日期 Date of grant	購股權數目 Number of share options						於二零零五年 十二月三十一日 尚未行使 Outstanding as at 31st December, 2005
	每股行使價 Exercise Price per share 港元 HK\$	於二零零五年 一月一日 尚未行使 Outstanding as at 1st January, 2005	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內註銷 Cancelled during the year	於年內失效 Lapsed during the year	
04/12/2001 ¹	0.790	7,020,000	–	–	–	–	7,020,000
02/10/2002 ²	0.570	13,686,000	–	6,425,000	–	60,000	7,201,000
09/04/2003 ³	0.479	27,780,000	–	11,730,000	–	150,000	15,740,000 ⁸
03/11/2003 ⁴	0.800	500,000	–	–	–	–	500,000
13/01/2004 ⁵	0.906	21,240,000	–	–	–	270,000	20,670,000 ⁹
07/12/2004 ⁶	0.910	800,000	–	–	–	800,000	–
09/06/2005 ⁷	0.910	–	500,000	–	–	–	500,000
		71,026,000	500,000	18,155,000	–	1,280,000	51,631,000

附註：

- 僱員獲授的購股權分為三期歸屬，可自二零零二年、二零零三年及二零零四年十二月三日起至二零一一年十二月三日止期間予以行使。業務夥伴獲授的購股權總數為6,000,000股，全部即時歸屬，並可於二零一一年十二月三或以前予以行使。業務夥伴獲授的6,000,000股購股權全部仍未行使。

Notes:

- The option granted to employees are vested in 3 tranches and exercisable on 3rd December, 2002, 2003 and 2004 to 3rd December, 2011. The total number of options granted to business partner are 6,000,000 and vested immediately and exercisable on or before 3rd December, 2011. All the 6,000,000 options granted to the business partner are still outstanding.

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2. 購股權分為三期歸屬，可自二零零三年、二零零四年及二零零五年十月二日起至二零一二年十月一日止期間予以行使。截至購股權獲行使之日前股份的加權平均收市價為0.873港元。前董事獲授的購股權總數為2,000,000股，全部即時歸屬，並可於二零一二年十月一日或以前行使。前董事獲授的2,000,000股購股權已於年內行使。
3. 購股權分為三期歸屬，可自二零零四年、二零零五年及二零零六年四月九日起至二零一三年四月八日止期間予以行使。截至購股權獲行使之日前股份的加權平均收市價為0.902港元。前董事獲授的購股權總數為1,000,000股，全部即時歸屬，並可於二零一三年四月八日或以前予以行使。前董事獲授的1,000,000股購股權已於年內行使。
4. 購股權分為三期歸屬，可自二零零四年、二零零五年及二零零六年十一月三日起至二零一三年十一月二日止期間予以行使。
5. 購股權分為三期歸屬，可自二零零五年、二零零六年及二零零七年一月十三日起至二零一四年一月十二日止期間予以行使。
6. 購股權分為三期歸屬，可自二零零五年、二零零六年及二零零七年十二月七日起至二零一四年十二月六日止期間予以行使。
7. 購股權分為三期歸屬，可自二零零六年及二零零七年六月九日起至二零一五年六月八日止期間予以行使。截至購股權授出日期之前一日(即二零零五年六月九日)股份的收市價為0.920港元。
8. 不包括本集團前僱員獲授的160,000股尚未行使購股權，而有關人士於二零零五年十二月三十日成為主要股東及其附屬公司及聯營公司的僱員。
9. 不包括本集團前僱員獲授的300,000股尚未行使購股權，而有關人士於二零零五年十二月三十日成為主要股東及其附屬公司及聯營公司的僱員。
2. The options are vested in 3 tranches and exercisable on 2nd October, 2003, 2004 and 2005 to 1st October, 2012. The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$0.873. The total number of options granted to a former Director are 2,000,000 and vested immediately and exercisable on or before 1st October, 2012. All the 2,000,000 options granted to the former Director were exercised during the year.
3. The options are vested in 3 tranches and exercisable on 9th April, 2004, 2005 and 2006 to 8th April, 2013. The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$0.902. The total number of options granted to a former Director are 1,000,000 and vested immediately and exercisable on or before 8th April, 2013. All the 1,000,000 options granted to the former Director were exercised during the year.
4. The options are vested in 3 tranches and exercisable on 3rd November, 2004, 2005 and 2006 to 2nd November, 2013.
5. The options are vested in 3 tranches and exercisable on 13th January, 2005, 2006 and 2007 to 12th January, 2014.
6. The options are vested in 3 tranches and exercisable on 7th December, 2005, 2006 and 2007 to 6th December, 2014.
7. The options are vested in 2 tranches and exercisable on 9th June, 2006 and 2007 to 8th June, 2015. The closing price of the shares immediately before the date of grant (i.e. 9th June, 2005) was HK\$0.920.
8. This excludes the outstanding options of 160,000 to former employees of the Group and the persons concerned became the employees of substantial shareholder and its subsidiaries and associated companies on 30th December, 2005.
9. This excludes the outstanding options of 300,000 to former employees of the Group and the persons concerned became the employees of substantial shareholder and its subsidiaries and associated companies on 30th December, 2005.

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(iii) 年內，根據新購股權計劃有關主要股東及其附屬公司和聯營公司僱員（不包括本集團僱員和本公司董事）的購股權變動概述如下：

(iii) A summary of the movements of the share options in relation to the employees of substantial shareholder and its subsidiaries and associated companies (other than employees of the Group and Directors of the Company) under the New Share Option Scheme during the year is as follows:

授出日期 Date of grant	每股行使價 Exercise Price per share 港元 HK\$	購股權數目 Number of share options					於二零零五年 十二月三十一日 尚未行使 Outstanding as at 31st December, 2005
		於二零零五年 一月一日 尚未行使 Outstanding as at 1st January, 2005	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內註銷 Cancelled during the year	於年內失效 Lapsed during the year	
09/04/2002 ¹	0.820	27,616,000	–	888,000	–	660,000	26,068,000
09/04/2003 ²	0.479	–	–	–	–	–	160,000
13/01/2004 ³	0.906	–	–	–	–	–	300,000
		27,616,000	–	888,000	–	660,000	26,528,000

附註：

- 購股權全部即時歸屬，可自二零零二年四月九日起至二零一二年四月八日止期間予以行使，或分為四期歸屬，可自二零零二年四月九日、二零零三年、二零零四年及二零零五年一月一日起至二零一二年四月八日止期間行使。截至購股權獲行使之日前股份的加權平均收市價為0.891港元。
- 購股權分為三期歸屬，可自二零零四年、二零零五年及二零零六年四月九日起至二零一三年四月八日止期間予以行使。有關人士為本集團前僱員，於二零零五年十二月三十日成為主要股東及其附屬公司及聯營公司的僱員。
- 購股權分為三期歸屬，可自二零零五年、二零零六年及二零零七年一月十三日起至二零一四年一月十二日止期間予以行使。有關人士為本集團前僱員，於二零零五年十二月三十日成為主要股東及其附屬公司及聯營公司的僱員。

Notes:

- The options are either vested immediately and exercisable from 9th April, 2002 to 8th April, 2012 or vested in 4 tranches and exercisable on 9th April, 2002, 1st January, 2003, 2004 and 2005 to 8th April, 2012. The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$0.891.
- The options are vested in 3 tranches and exercisable on 9th April, 2004, 2005 and 2006 to 8th April, 2013. The persons concerned are former employees of the Group and became the employees of substantial shareholder and its subsidiaries and associated companies on 30th December, 2005.
- The options are vested in 3 tranches and exercisable on 13th January, 2005, 2006 and 2007 to 12th January, 2014. The persons concerned are former employees of the Group and became the employees of substantial shareholder and its subsidiaries and associated companies on 30th December, 2005.

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關連交易

本公司與一名關連人士進行交易，詳情如下：

- A. 於二零零五年十一月八日，本公司與 Emax Capital Limited (「Emax」) 就出售 Palazzo Inc. (「Palazzo」) 全部已發行股本訂立買賣協議。Palazzo 為本公司全資附屬公司，為本集團所有從事辦公室傢具業務成員公司的控股公司。Emax 由本公司主要股東兼控股股東華潤集團全資擁有。因此，Emax 為本公司關連人士。

出售 Palazzo 的代價為 183,000,000 港元，由 Emax 以現金支付。出售辦公室傢具業務可讓本集團專注發展半導體及空調機壓縮機兩大主要發展中業務。

B. 持續關連交易

年內，本集團成員公司曾與關連人士進行持續關連交易，詳情於下文概述。董事會已委任本公司核數師就持續關連交易進行若干協定程序，以協助董事會評估持續關連交易是否遵照上市規則第 14A.38 條之規定進行。核數師已將有關該等程序之實際結果向董事會報告。獨立非執行董事已審閱持續關連交易，並確認該等持續關連交易乃：

- (i) 於本集團一般和日常業務中進行；
- (ii) 按一般商業條款進行，如無足夠可資比較交易以判斷該等交易是否按一般商業條款進行，則以不遜於本集團提供或獲自(如適用)獨立第三方的條款及按公平原則而進行；
- (iii) 遵照監管相關交易的協議；

CONNECTED TRANSACTIONS

The Company has entered into a transaction with a connected person, details of which are set out below:

- A. On 8th November, 2005, the Company entered into a sale and purchase agreement with Emax Capital Limited (「Emax」) for the sale of the entire issued share capital of Palazzo Inc. (「Palazzo」). Palazzo is a wholly owned subsidiary of the Company and is the holding company of all members of the Group which are engaged in the office furniture business. Emax is wholly owned by CRH, which is both a substantial and controlling shareholder of the Company. Emax is therefore a connected person of the Company.

The consideration for the sale of Palazzo is HK\$183 million, which have been satisfied by Emax by cash. The disposal of the office furniture business will allow the Group to focus on its two major growing businesses namely, semiconductor and air-conditioner compressor businesses.

B. On-going Connected Transactions

During the year, members of the Group have entered into on-going connected transactions with connected persons, details of which are summarised herein below. The Board engaged the Auditors of the Company to perform certain agreed upon procedures in respect of the on-going connected transactions to assist the Board to evaluate if the on-going connected transactions are in accordance with the requirements of Rule 14A.38 of the Listing Rules. The Auditors have reported their factual findings on these procedures to the Board. The Independent Non-executive Directors have reviewed the on-going connected transactions and confirmed that the on-going connected transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties and on arm's length basis;
- (iii) in accordance with the relevant agreement governing them;

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(iv) 按公平合理並符合股東整體利益的條款進行；及

(v) 不超逾先前有關公佈披露的有關金額上限。

上述持續關連交易詳情概述如下：

(i) 關連人士向本集團成員公司提供的貨品和服務。

(a) 與沈陽華潤三洋及沈陽盛潤三洋有關

性質

(1) 沈陽華潤三洋及沈陽盛潤三洋向三洋電機採購生產所需的物料(附註1)。

(2) 根據沈陽華潤三洋與三洋電機於二零零四年七月六日訂立的技術特許協議及沈陽盛潤三洋與三洋電機於二零零四年七月六日訂立的技術特許協議，就向三洋電機取得若干生產不同型號先進壓縮機產品的技術使用權應付予三洋電機的專利權費。

(3) 沈陽華潤三洋及沈陽盛潤三洋根據於二零零四年七月六日訂立的商標特許協議，就使用三洋電機的「三洋」及「Sanyo」商標應付予三洋電機的特許權費。

(iv) on terms that are fair and reasonable and in the interest of the shareholders as a whole; and

(v) without exceeding the relevant cap disclosed in previous relevant announcements.

Details of the above-mentioned on-going connected transactions are summarized as follows:

(i) Goods and services provided by connected persons to members of the Group.

(a) In relation to CR Shenyang Sanyo and CR Shengrun Sanyo

Nature

千港元
HK\$'000

(1) Purchase of materials by CR Shenyang Sanyo and CR Shengrun Sanyo from Sanyo Electric required in their production (Note 1). Nil
零

(2) Royalties payable to Sanyo Electric pursuant to the technology licence agreement dated 6th July, 2004 entered into between CR Shenyang Sanyo and Sanyo Electric and the technology licence agreement dated 6th July, 2004 between CR Shengrun Sanyo and Sanyo Electric for obtaining from Sanyo Electric the right to use certain technologies to produce different models of advanced compressor products. 28,661

(3) Licence fee payable by CR Shenyang Sanyo and CR Shengrun Sanyo to Sanyo Electric for use of Sanyo Electric's trademarks "三洋" and "Sanyo" in the formers' compressor products pursuant to the trademark licence agreement dated 6th July, 2004. 14,331

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(b) 與本公司有關

性質

根據本公司與華潤物業管理有限公司（「華潤物業管理」）日期為二零零三年三月二十一日之租賃協議，就租用香港灣仔港灣道26號華潤大廈40樓4003-06室作為本公司主要營業地點而應付予華潤物業管理的租金（附註2）。

- (ii) 本集團成員公司向關連人士提供的貨品和服務。

性質

- (1) 沈陽華潤三洋根據其與三洋電機各聯繫人於二零零四年十二月二十日訂立的協議向三洋電機聯繫人出售壓縮機產品（附註3）。
- (2) 沈陽華潤三洋與沈陽盛潤三洋根據於二零零三年六月十一日訂立的銷售協議向三洋電機出售C-R15F及C-R20F系列旋轉式壓縮機（附註4）。
- (3) 沈陽華潤三洋根據於二零零三年六月十一日訂立的銷售協議向三洋電機出售C-R25F及C-R33F系列旋轉式壓縮機（附註5）。

(b) In relation to the Company

Nature

Rental payable to China Resources Property Management Limited ("CRPML") pursuant to a tenancy agreement dated 21st March, 2003 between the Company and CRPML for renting Rooms 4003-06 on 40/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, which is used as the principal place of business of the Company (Note 2).

- (ii) Goods and services provided by member of the Group to connected persons.

Nature

- (1) Sale of compressor products to Sanyo Electric's associates by CR Shenyang Sanyo pursuant to agreements between the latter and each of Sanyo Electric's associate dated 20th December, 2004 (Note 3). 150,860
- (2) Sale of C-R15F and C-R20F series rotary compressor products to Sanyo Electric by CR Shenyang Sanyo and CR Shengrun Sanyo pursuant to a sales agreement dated 11th June, 2003 (Note 4). Nil
- (3) Sale of C-R25F and C-R33F series rotary compressor products to Sanyo Electric by CR Shenyang Sanyo pursuant to a sales agreement dated 11th June, 2003 (Note 5). Nil

千港元
HK\$'000

千港元
HK\$'000

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附註：

1. 三洋電機為瀋陽華潤三洋和瀋陽盛潤三洋壓縮機有限公司（「瀋陽盛潤三洋」）的主要股東，而本公司分別擁有該兩家公司的63.75%股權。上述交易並無訂立任何書面協議。此外，於二零零五年全年間並無進行該等交易。
2. 華潤物業管理由本公司的主要及控股股東華潤集團間接全資擁有。根據上市規則第14A.33條，該項交易獲豁免遵守申報、公佈及取得獨立股東批准的規定。
3. 三洋電機的聯繫人為廣東三洋空調機有限公司、瀋陽三洋空調有限公司、大連三洋冷鏈有限公司、大連三洋壓縮機有限公司及大連三洋空調機有限公司。三洋電機全資擁有廣東三洋空調機有限公司，並實益擁有上述其他四家公司各自55%的權益。
4. 規管該等交易的協議於二零零五年十二月三十一日到期，而於二零零五年全年間並無進行該等交易。
5. 規管該等交易的協議於二零零五年十二月三十一日到期，而於二零零五年全年間並無進行該等交易。
6. 上文所披露於二零零五年訂立的關連交易及所有持續關連交易屬於財務報表附註37所載的有關連人士交易。

Notes:

1. Sanyo Electric is a substantial shareholder of both CR Shenyang Sanyo and Shenyang Shengrun Sanyo Compressor Co., Ltd. ("CR Shengrun Sanyo"), in both of which the Company owns a 63.75% equity interest. There were no written agreements governing such transactions. Further, no such transactions were carried out during the whole of year 2005.
2. CRPML is indirectly wholly owned by CRH, which is both a substantial and controlling shareholder of the Company. Pursuant to Rule 14A.33 of the Listing Rule, the transaction is exempted from reporting, announcement and independent shareholders' approval requirements.
3. The Sanyo Electric's associates are Guangdong Sanyo Air Conditioner Co., Ltd., Shenyang Sanyo Air Conditioning Co., Ltd., Dalian Sanyo Cold-Chain Co., Ltd., Dalian Sanyo Compressor Co., Ltd. and Dalian Sanyo Air Conditioner Co., Ltd. Sanyo Electric wholly owns Guangdong Sanyo Air Conditioner Co., Ltd. and owns a beneficial interest of 55% in respect of each of the other four companies mentioned above.
4. The agreement governing the transactions expired on 31st December, 2005. There were no such transactions during the whole of year 2005.
5. The agreement governing the transactions expired on 31st December, 2005. There were no such transactions during the whole of year 2005.
6. The connected transaction and all the ongoing connected transactions which have been carried out in 2005 and disclosed above constitute related party transactions set out in Note 37 to the financial statements.

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主要股東

除下文所披露者外，於二零零五年十二月三十一日，董事及本公司行政總裁並不知悉任何人士（並非董事或本公司行政總裁）於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部規定須向本公司披露的權益或淡倉，或記錄於本公司遵照證券及期貨條例第336條存置之股東名冊的權益或淡倉：

於本公司的好倉

SUBSTANTIAL SHAREHOLDERS

Save as disclosed below, the Directors and chief executive of the Company are not aware that there was any party (other than a Director or chief executive of the Company), who, as at 31st December, 2005 had an interest or short position in the shares and 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 maintained by the Company pursuant to Section 336 of the SFO:

Long position in the Company

				於二零零五年十二月三十一日所持股份的好倉總額佔本公司已發行股本的百分比
				Percentage of aggregate long position in shares to the issued share capital of the Company as at 31st December, 2005
股東名稱 Name of Shareholders	身份 Capacity	權益性質 Nature of Interests	股份數目 Number of Shares	
Gold Touch Enterprises Inc. ("Gold Touch")	實益擁有人 Beneficial Owner	實益權益 Beneficial Interest	297,229,604	11.15
Waterside Holdings Limited ("Waterside")	實益擁有人 Beneficial Owner	實益權益 Beneficial Interest	535,347,743	20.09
Splendid Time Investments Inc. ("Splendid Time")	實益擁有人 Beneficial Owner	實益權益 Beneficial Interest	1,109,688,810	41.64
華潤(集團)有限公司(「華潤集團」) China Resources (Holdings) Company Limited ("CRH")	實益擁有人 Beneficial Owner	實益權益 Beneficial Interest	4,836,000	0.18
華潤(集團)有限公司(「華潤集團」) China Resources (Holdings) Company Limited ("CRH")	受控制公司的權益 Interest of Controlled Corporation	公司權益 Corporate Interest	1,942,266,157	72.88
CRC Bluesky Limited ("CRC Bluesky")	受控制公司的權益 Interest of Controlled Corporation	公司權益 Corporate Interest	1,947,102,157	73.06
華潤股份有限公司(「華潤股份」) China Resources Co., Limited ("CRCL")	受控制公司的權益 Interest of Controlled Corporation	公司權益 Corporate Interest	1,947,102,157	73.06
中國華潤總公司(「中國華潤」) China Resources National Corp. ("CRN")	受控制公司的權益 Interest of Controlled Corporation	公司權益 Corporate Interest	1,947,102,157	73.06

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Gold Touch、Waterside及Splendid Time分別直接持有本公司297,229,604股、535,347,743股及1,109,688,810股股份。Gold Touch、Waterside及Splendid Time均為華潤集團全資附屬公司，因此華潤集團視為擁有1,942,266,157股本公司股份。此外，華潤集團直接擁有4,836,000股本公司股份。華潤集團為CRC Bluesky全資附屬公司。CRC Bluesky為華潤股份全資附屬公司，而華潤股份的99.98%權益由中國華潤擁有。中國華潤被視為擁有1,947,102,157股股份的權益。

控股股東的特定履約責任

於二零零四年九月十六日，本公司全資附屬公司CRL Finance Limited（「CRL Finance」，作為借款人）及本公司（作為CRL Finance之擔保人）與多家銀行訂立融資協議（「第二份融資協議」）。據此，CRL Finance獲授一項金額最多達500,000,000港元之3年期循環信貸／定期貸款備用額。CRL Finance可將上述貸款備用額用於本身及／或本公司之一般企業用途。上述貸款備用額為無抵押及計息貸款，任何結欠金額須於融資協議日期後滿三十六個月之日悉數償還。

融資協議載有一項條款，規定本公司須促使控股股東華潤集團繼續作為本公司全部已發行股本之大多數實益擁有人，以及繼續擁有本公司之管理控制權（「有關華潤集團之特定履約責任」）。

於二零零二年十二月十日，本公司（作為借款人）與多家銀行訂立融資協議（「第一份融資協議」）。據此，本公司獲授一項金額最多達800,000,000港元之5年期循環信貸／定期貸款備用額。該項融資協議亦同樣訂明上述有關華潤集團之特定履約責任。上述貸款備用額為無抵押及計息貸款，結欠金額須分期償還，而最後一期還款須於二零零二年十二月十日後滿六十個月之日償還。

Gold Touch, Waterside and Splendid Time each directly holds 297,229,604 shares, 535,347,743 shares and 1,109,688,810 shares respectively in the Company. Gold Touch, Waterside and Splendid Times are wholly owned subsidiaries of CRH, which is therefore deemed to own 1,942,266,157 shares of the Company. In addition, CRH directly owns 4,836,000 shares in the Company. CRH is a wholly owned subsidiary of CRC Bluesky. CRC Bluesky is a wholly owned subsidiary of CRCL, which in turn is 99.98% owned by CRN. CRN is deemed to have interest in 1,947,102,157 shares.

SPECIFIC PERFORMANCE OBLIGATIONS ON CONTROLLING SHAREHOLDER

On 16th September, 2004, CRL Finance Limited (“CRL Finance”), a wholly owned subsidiary of the Company, as borrower and the Company as guarantor for CRL Finance entered into a facility agreement (the “2nd Facility Agreement”) with certain banks in which a 3-year revolving credit/term loan facility of up to HK\$500 million was granted to CRL Finance for its and/or the Company's general corporate purposes. The loan facility is unsecured and interest bearing with any outstanding amounts to be repaid in full on the date falling thirty-six months after the date of the Facility Agreement.

The Facility Agreement contains a term which requires the Company to procure CRH, the controlling shareholder of the Company, to remain the majority beneficial owner of the entire issued share capital of the Company and shall maintain management control over the Company (the “Specific Performance Obligation on CRH”).

On 10th December, 2002, the Company as borrower has entered into a facility agreement (the “1st Facility Agreement”) with certain banks in which the Company was granted a 5-year revolving credit/term loan facility of up to HK\$800 million and the facility agreement contains the same Specific Performance Obligation on CRH. The loan facility is unsecured, interest bearing and repayable by installments, the last of which will fall due on the date falling on sixty months after 10th December, 2002.

Directors' Report

董事會報告書

就第一份融資協議及第二份融資協議而言，如有關華潤集團之特定履約責任不獲履行，即作違約事項處理，或會導致借款銀行分別限令第一份融資協議及第二份融資協議之全數或部分貸款（連同累計利息）即時到期支付。

購回、出售或贖回本公司之上市證券

年內，本公司按總代價3,666,560港元在香港聯交所購回合共4,500,000股本公司股份，並全部予以註銷，詳情如下：

購回月份 Month of Repurchase	購回股份數目 Number of Shares Repurchased	每股價格 Price per Share		已付總代價 Aggregate Consideration Paid 港元 HK\$
		最高 Highest 港元 HK\$	最低 Lowest 港元 HK\$	
二零零五年九月 September, 2005	3,132,000	0.85	0.83	2,624,560
二零零五年十月 October, 2005	1,368,000	0.80	0.73	1,042,000
合計 Total	4,500,000			3,666,560

董事認為，購回上述股份使本公司價值、其資產淨值及每股盈利增加。

除本報告所披露者外，年內本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

優先購買權

雖然百慕達法例並無任何對優先購買權之限制，惟本公司之公司細則並無為此等權利作出規定。

In respect of the 1st Facility Agreement and 2nd Facility Agreement, it will be an event of default if there is a breach of the Specific Performance Obligation on CRH, which may lead to the lending banks to demand all or part of the loans, together with accrued interest, to be immediately due and payable under respectively the 1st Facility Agreement and the 2nd Facility Agreement.

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

During the year, the Company had repurchased a total of 4,500,000 shares of the Company at an aggregate consideration of HK\$3,666,560 on the HK Stock Exchange and all of these shares were cancelled. Details were as follows:

The Directors considered that the repurchase of the aforesaid shares would result in an enhancement of the value of the Company and its net assets and its earnings per share.

Save as disclosed herein, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities during the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws although there are no restrictions against such rights under the laws of Bermuda.

Directors' Report

董事會報告書

公眾持股量

根據本公司所獲的公開資料及就其董事所知，於本報告刊發日期，本公司符合上市規則的公眾持股量規定，即公眾人士持有本公司已發行股份不少於25%。

核數師

本年度的財務報表已經由德勤•關黃陳方會計師行審核，並將於本公司應屆股東週年大會提呈決議案，續聘德勤•關黃陳方會計師行為本公司核數師。

代表董事會

華潤勵致有限公司

主席

朱金坤

香港，二零零六年四月十一日

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

AUDITORS

The financial statements for the year have been audited by Messrs Deloitte Touche Tohmatsu. A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint Messrs Deloitte Touche Tohmatsu as the auditors of the Company.

On behalf of the Board

ZHU JINKUN

Chairman

CHINA RESOURCES LOGIC LIMITED

Hong Kong, 11th April, 2006