

董事會報告書

董事會同寅欣然呈覽截至二零零四年三月三十一日止年度，本公司及其附屬公司（統稱為「本集團」）之週年報告及經審核財務報表予本公司股東。

主要業務

本公司之主要業務為投資控股，其主要附屬公司、聯營公司及合營公司之主要業務載於財務報表附註41。

分項資料

詳細分項資料載於財務報表附註4。

業績及分配

本集團截至二零零四年三月三十一日止年度之業績及本公司分配之詳情，載於第31頁之綜合收益表及有關之財務報表附註內。

董事會建議派發末期股息每股5港仙（二零零二／二零零三年：無），於二零零四年九月一日派發於於二零零四年七月二十六日股東登記名冊上所載之股東。

五年財務概要

本集團最近五個財務年度之業績及資產負債之概要載於第116頁。

投資物業與物業、廠房及設備

本集團及本公司投資物業與物業、廠房及設備於本年度內之變動詳情，分別載於財務報表附註15及16。

待發展／發展中、出售及投資等用途之物業

本集團待發展／發展中物業於本年度內之變動詳情載於財務報表附註17。

待發展／發展中、出售及投資等用途之主要物業摘要載於第117頁至第127頁。

Directors' Report

The directors have pleasure in submitting to shareholders their annual report and the audited financial statements of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 March 2004.

Principal Activities

The principal activity of the Company is investment holding and the activities of its principal subsidiaries and associates and jointly controlled entities are set out in note 41 to financial statements.

Segment Information

Details of segment information are set out in note 4 to the financial statements.

Results and Appropriations

Details of the results of the Group and appropriations of the Company for the year ended 31 March 2004 are set out in the consolidated income statement on page 31 and the accompanying notes to the financial statements.

The directors recommend a final dividend of HK\$0.05 per share (2002/2003: nil) payable on 1 September 2004 to shareholders who are registered in the register of members on 26 July 2004.

Five-year Financial Summary

A summary of the results and assets and liabilities of the Group for the past five financial years is set out on page 116.

Investment Properties and Property, Plant and Equipment

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

Properties Held for/under Development, Sale and Investment Purposes

Details of changes during the year in properties held for/under development of the Group are set out in note 17 to the financial statements.

A summary of major properties held for/under development, sale and investment purposes is set out on pages 117 to 127.

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股本

本年度內本公司之股本並無任何變動。股本之詳情載於財務報表附註27。

儲備

本集團及本公司之儲備於本年度內之變動詳情分別載於第35頁內之綜合權益變動報表及財務報表附註29。

董事

本公司於本年度內及截至本報告書日期之董事會成員如下：—

查濟民 (主席)
查懋聲 (副主席)
查懋成 (董事總經理)
夏佳理 (獨立非執行董事)
鄭家純 (獨立非執行董事)
查懋德
張昌明
鍾心田 (兼查懋聲之替代董事)
何柏貞
王查美龍

按照本公司之公司組織章程細則第116條之規定，查懋聲先生、查懋德先生及何柏貞女士須輪席退任，惟彼等合符資格，願膺選連任。所有其他董事均繼續留任。

即將舉行之股東週年大會上膺選連任之董事，概無與本公司或其任何附屬公司訂立不可於一年內在免付賠償之情況下(法定賠償除外)由本集團終止之服務合約。

各獨立非執行董事之任期，按照本公司之公司組織章程細則規定，為截至須輪席退任前為止。

Directors' Report

Share Capital

There was no change in the share capital of the Company during the year. Details of the share capital are set out in note 27 to the financial statements.

Reserves

Details of movements during the year in the reserves of the Group and of the Company are set out in Consolidated Statement of Changes in Equity on page 35 and in note 29 to the financial statements respectively.

Directors

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

CHA Chi Ming (*Chairman*)
CHA Mou Sing Payson (*Deputy Chairman*)
CHA Mou Zing Victor (*Managing Director*)
Ronald Joseph ARCULLI (*Independent Non-executive Director*)
CHENG Kar Shun Henry (*Independent Non-executive Director*)
CHA Mou Daid Johnson
CHEUNG Tseung Ming
CHUNG Sam Tin Abraham (*Also alternate to CHA Mou Sing Payson*)
HO Pak Ching Loretta
WONG CHA May Lung Madeline

In accordance with Article 116 of the Company's Articles of Association, Mr CHA Mou Sing Payson, Mr CHA Mou Daid Johnson and Ms HO Pak Ching Loretta shall retire from office by rotation and, being eligible, offer themselves for re-election. All other directors continue in office.

None of the directors offering themselves 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 independent non-executive director is the period up to his retirement by rotation in accordance with the Company's Articles of Association.

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董事酬金

按香港聯合交易所有限公司證券上市規則(「上市規則」)附錄16須予披露之董事酬金詳情已載於財務報表附註11。

管理合約

本公司於本年度內概無訂立或存在任何整體或任何主要業務部份之管理或行政合約。

董事及高級管理人員履歷

I 董事

查濟民 *GBM, JP, DBA (Hon), DSSc (Hon)* (九十歲)

查博士自一九八九年起為本公司之創辦人及董事會主席，並為本集團若干附屬公司之董事。查博士在物業發展方面積逾25年經驗，在紡織工業方面更積逾65年經驗。查博士於一九九七年榮獲香港特區政府頒授大紫荊勳章。彼為王查美龍女士，查懋聲先生，查懋成先生及查懋德先生之父親，並為CDW Holdings Limited(根據證券及期貨條例(「證券條例」)第XV部被視為本公司之主要股東)之董事。

查懋聲 *JP, DSSc (Hon)* (六十一歲)

查先生自一九八九年起為本公司董事及於二零零一年九月獲委任為本公司董事會之副主席，並為本集團若干附屬公司之董事。彼為興勝創建控股有限公司(本集團之一家上市相聯法團)之董事會主席兼非執行董事。查先生在物業發展方面積逾40年經驗。彼現任中國人民政治協商會議全國委員會之委員。查先生為查濟民博士之兒子及王查美龍女士、查懋成先生及查懋德先生之兄弟，並為CDW Holdings Limited(根據證券條例第XV部被視為本公司之主要股東)之董事。

Directors' Report

Directors' Emoluments

Particulars of the directors' emoluments disclosed pursuant to Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") are set out in note 11 to the financial statements.

Management Contract

No contract for the management and administration of the whole or any substantial part of any business of the Company was entered into or existed during the year.

Biographical Details of Directors and Senior Management

I Directors

CHA Chi Ming *GBM, JP, DBA (Hon), DSSc (Hon)* (Aged 90)

Founder and chairman of the board of directors of the Company since 1989 and director of a number of subsidiaries of the Group. Dr CHA has over 25 years experience in property development and more than 65 years experience in the textile industry. He was awarded the Grand Bauhinia Medal by the Government of HKSAR in 1997. He is the father of Ms WONG CHA May Lung Madeline, Mr CHA Mou Sing Payson, Mr CHA Mou Zing Victor and Mr CHA Mou Daid Johnson. He is also a director of CDW Holdings Limited which is deemed a substantial shareholder of the Company under Part XV of the Securities and Futures Ordinance ("SFO").

CHA Mou Sing Payson *JP, DSSc(Hon)* (Aged 61)

Director since 1989 and appointed as the deputy chairman of the board of directors of the Company in September 2001 and director of a number of subsidiaries of the Group. He is the chairman and non-executive director of Hanison Construction Holdings Limited, a listed associate of the Group. Mr CHA has over 40 years experience in property development. He is a member of The National Committee of the Chinese People's Political Consultative Conference. He is a son of Dr CHA Chi Ming and brother of Ms WONG CHA May Lung Madeline, Mr CHA Mou Zing Victor and Mr CHA Mou Daid Johnson. He is also a director of CDW Holdings Limited which is deemed a substantial shareholder of the Company under Part XV of the SFO.

董事會報告書

董事及高級管理人員履歷 — 續

I 董事 — 續

查懋成 *BA, MBA (五十四歲)*

查先生自一九八九年起為本公司董事，於一九九六年獲委任為HKR Asia-Pacific Pte Ltd之董事總經理及於二零零一年九月獲委任為本公司之董事總經理，並為本集團若干附屬公司之董事。查先生負責本集團業務之整體及日常管理工作。其參與紡織製造及房地產業務逾15年。彼為查濟民博士之兒子及王查美龍女士、查懋聲先生及查懋德先生之兄弟。

查懋德 *BA, MBA (五十二歲)*

查先生自一九八九年起為本公司董事及本集團若干附屬公司之董事。彼為興勝創建控股有限公司(本集團之一家上市相聯法團)之非執行董事，並為香港及中國若干公眾及私人公司之董事／非執行董事，及積極參與多家非牟利機構之業務。查先生在美國矽谷及亞洲從事投資管理業務逾25年經驗。彼為查濟民博士之兒子及王查美龍女士、查懋聲先生及查懋成先生之弟弟，並為LBJ Regents Limited(根據證券條例第XV部被視為本公司之主要股東)之董事。

張昌明 *MBA, MAcc, MICE, MI Struct.E, CPA (Aust)* (六十二歲)

張先生自二零零一年九月起為本公司董事，彼為HKR Asia-Pacific Pte Ltd 駐當地之董事及本集團若干附屬公司之董事。張先生負責管理本公司亞太區之附屬公司及其區內之投資。張先生為英國結構及土木工程師學會之會員，亦是澳洲會計師公會之高級會員。

Directors' Report

Biographical Details of Directors and Senior Management — continued

I Directors – continued

CHA Mou Zing Victor *BA, MBA (Aged 54)*

Director of the Company since 1989 and appointed as managing director of HKR Asia-Pacific Pte Ltd since 1996 and managing director of the Company in September 2001 and director of a number of subsidiaries of the Group. Mr CHA is responsible for the overall and day to day management of the Group. He has been involved in the textile manufacturing and real estate businesses for over 15 years. He is a son of Dr CHA Chi Ming and brother of Ms WONG CHA May Lung Madeline, Mr CHA Mou Sing Payson and Mr CHA Mou Daid Johnson.

CHA Mou Daid Johnson *BA, MBA (Aged 52)*

Director of the Company since 1989 and director of a number of subsidiaries of the Group. He is a non-executive director of Hanison Construction Holdings Limited, a listed associate of the Group and director/non-executive director of a number of public and private companies in Hong Kong and China and is actively participating in many non-profit making organisations. Mr CHA has over 25 years of investment management experience in Silicon Valley and Asia. He is a son of Dr CHA Chi Ming and brother of Ms WONG CHA May Lung Madeline, Mr CHA Mou Sing Payson and Mr CHA Mou Zing Victor. He is also a director of LBJ Regents Limited which is deemed a substantial shareholder of the Company under Part XV of the SFO.

CHEUNG Tseung Ming *MBA, MAcc, MICE, MI Struct.E, CPA(Aust)* (Aged 62)

Director of the Company since September 2001, Mr CHEUNG is the resident director of HKR Asia-Pacific Pte Ltd and director of a number of subsidiaries of the Group. He is responsible for the management of the Company's subsidiaries and investments in Asia-Pacific region. He is a member of the Institute of Structural and Civil Engineers in the United Kingdom and a certified practising accountant of the CPA Australia.

董事及高級管理人員履歷 — 續

I 董事 — 續

鍾心田 *CPA, FHKSA (五十八歲)*

鍾先生自一九九四年起為本公司董事，並為本集團若干附屬公司之董事，負責本集團之財務及企業事宜。鍾先生為一名執業會計師，亦是香港會計師公會資深會員。彼於財務管理及香港之物業發展積逾25年經驗。

何柏貞 *FCIH (五十七歲)*

何女士自一九九四年起為本公司董事，並為本集團若干附屬公司之董事。彼負責本集團之房地產業務。何女士為英國特許屋宇經理學會香港分會之資深會員。彼於物業發展、投資及管理方面積逾30年經驗。

王查美龍 *(六十四歲)*

王女士自一九八九年為本公司董事，並為本集團若干附屬公司之董事。彼亦擔任多家香港及海外公眾及私人公司之董事，其中包括於香港聯合交易所有限公司上市之漢國置業有限公司及建業實業有限公司。王女士為查濟民博士之女兒及查懋聲先生、查懋成先生及查懋德先生之姊姊，並為CDW Holdings Limited (根據證券條例第XV部被視為本公司之主要股東)之董事。

Biographical Details of Directors and Senior Management — continued

I Directors — continued

CHUNG Sam Tin Abraham *CPA, FHKSA (Aged 58)*

Director of the Company since 1994 and director of a number of subsidiaries of the Group, he is responsible for the Group's financial and corporate affairs. Mr CHUNG is a certified public accountant and a fellow member of the Hong Kong Society of Accountants. He has over 25 years experience in financial management and property development in Hong Kong.

HO Pak Ching Loretta *FCIH (Aged 57)*

Director of the Company since 1994 and director of a number of subsidiaries of the Group. Ms HO is responsible for the Group's real estate business. She is a fellow member of the Chartered Institute of Housing, Hong Kong Branch. She has over 30 years experience in property development, investment and management.

WONG CHA May Lung Madeline *(Aged 64)*

Director of the Company since 1989 and director of a number of subsidiaries of the Group. Ms WONG is also a director in a number of public and private companies in Hong Kong and overseas, including Hon Kwok Land Investment Company, Limited and Chinney Investments, Limited which are listed on The Stock Exchange of Hong Kong Limited. She is a daughter of Dr CHA Chi Ming and sister of Mr CHA Mou Sing Payson, Mr CHA Mou Zing Victor and Mr CHA Mou Daid Johnson. She is also a director of CDW Holdings Limited which is deemed a substantial shareholder of the Company under Part XV of the SFO.

董事會報告書

董事及高級管理人員履歷 — 續

II 獨立非執行董事

夏佳理 **GBS, CVO, OBE, JP** (六十五歲)

夏先生自一九八九年起為本公司董事，並由一九九四年起獲委任為獨立非執行董事。夏先生為夏佳理律師事務所之資深合伙人，亦擔任多家香港及全球公眾上市及私人公司之董事。

鄭家純 **GBS, BA, MBA, DBA (Hon), LLD (Hon)** (五十七歲)

鄭博士自一九八九年起為本公司董事，並由一九九四年起獲委任為獨立非執行董事。鄭博士為新世界發展有限公司之董事總經理，兼任香港多家公眾及私人公司之董事。

根據上市規則第3.13條，本公司已從夏佳理先生及鄭家純博士收到有關其獨立性之週年書面確認，並認為兩位獨立非執行董事均保持其獨立性。

III 高級管理人員

Gary Michael BROWN (五十歲)

BROWN先生於一九九五年加入本集團，現為本集團會所管理科總經理，並為本集團若干附屬公司之董事。彼於高爾夫球、會所及酒店業務積逾30年經驗。

陳子明 (四十七歲)

陳先生於一九八零年加入本集團，現為發展及市務科之總經理，並為本集團若干附屬公司之董事。陳先生於物業發展、房地產銷售及市場推廣積逾20年經驗。

Directors' Report

Biographical Details of Directors and Senior Management — continued

II Independent non-executive directors

Ronald Joseph ARCULLI **GBS, CVO, OBE, JP** (Aged 65)

Director of the Company since 1989 and appointed as an independent non-executive director in 1994, Mr ARCULLI is the managing partner of Arculli and Associates, a firm of solicitors in Hong Kong, and a director of several public listed and private companies in Hong Kong and worldwide.

CHENG Kar Shun Henry **GBS, BA, MBA, DBA(Hon), LLD(Hon)**(Aged 57)

Director of the Company since 1989 and appointed as an independent non-executive director in 1994, Dr CHENG is the managing director of New World Development Company Limited and a director of a number of public and private companies in Hong Kong.

Annual confirmations have been received from Mr Ronald ARCULLI and Dr Henry CHENG respectively regarding their independence pursuant to rule 3.13 of the Listing Rules. The Company considers both independent non-executive directors to be independent.

III Senior Management

Gary Michael BROWN (Aged 50)

Joined in 1995, Mr BROWN is the general manager of the Group's recreation division and director of a number of subsidiaries of the Group. He has over 30 years experience in golf, clubs and hospitality businesses.

CHAN Chi Ming (Aged 47)

Joined in 1980, Mr CHAN is the general manager of development and marketing division and director of a number of subsidiaries of the Group. He has over 20 years experience in property development, sales and marketing of real estate.

董事會報告書

董事及高級管理人員履歷 — 續

III 高級管理人員 — 續

陳家良 *BSc, MBA (四十七歲)*

陳先生於一九八八年加入本集團，現為本集團項目發展科總經理，並為本集團若干附屬公司之董事。彼於土木／結構工程顧問行內擔任項目工程師逾8年經驗。

陳銳麟 *FCIH, FHKIH, RPHM, BBS (六十六歲)*

陳先生於一九九九年加入本集團，現為負責愉景灣屋苑管理之愉景灣服務管理有限公司之董事及總經理。陳先生為香港特別行政區政府之註冊專業房屋事務經理，於物業管理方面積逾40年經驗。

朱家諾 *BSc(Hons) (五十二歲)*

朱先生於一九八八年加入本集團，現為本集團交通運輸科總經理，並為本集團若干附屬公司之董事，負責愉景灣交通及隧道之營運，彼為香港工程師學會會員。

Rolando P GOSIENGFIAO *MBA (五十四歲)*

GOSIENGFIAO先生於二零零零年加入本集團，現為本集團策略投資組高級總經理、GenRx Healthcare集團及英陶潔具集團之董事及負責管理其業務。彼於投資銀行、酒店及建立新業務方面積逾20年經驗。

Michael Gerald KEEGAN *(五十六歲)*

KEEGAN先生於一九九四年加入本集團，現為英陶潔具集團之董事總經理，負責英陶潔具(中國)、Impulse Bathroom Products Ltd(英國)及Bathroom & Kitchen Supplies Pty Ltd(澳洲)之業務。彼為英國礦業原料及物料學會之資深會員及持有英國管理學文憑並於國際浴室用品行業積逾30年經驗。

Directors' Report

Biographical Details of Directors and Senior Management — continued

III Senior Management – continued

CHAN Ka Leung *BSc, MBA (Aged 47)*

Joined in 1988, Mr CHAN is the general manager of the Group's projects division and director of a number of subsidiaries of the Group. He has been a Project Engineer with over 8 years experience in Civil/Structural Consultancy.

CHAN Yui Loon Edward *FCIH, FHKIH, RPHM, BBS (Aged 66)*

Joined in 1999, Mr CHAN is a director and general manager of Discovery Bay Services Management Limited, the estate manager of Discovery Bay. He is a Registered Professional Housing Manager of the Government of HKSAR, with over 40 years experience in property management.

CHU Ka Lok *BSc (Hons)(Aged 52)*

Joined in 1988. Mr CHU is the general manager of the Group's transportation division and director of a number of subsidiaries of the Group. He is responsible for the operation of the transport and tunnel services in Discovery Bay. He is a member of the Hong Kong Institute of Engineers.

Rolando P GOSIENGFIAO *MBA (Aged 54)*

Joined in 2000, Mr GOSIENGFIAO is the senior general manager of the strategic investments unit. He is a director and is responsible for overseeing the GenRx Healthcare Group and the Imperial Bathroom Products Group. He has over 20 years experience in investment banking, hotels and entrepreneurial business.

Michael Gerald KEEGAN *(Aged 56)*

Joined in 1994, Mr KEEGAN is the managing director of the Imperial Bathroom Products group, responsible for Imperial Bathroom Products (China), Impulse Bathroom Products Ltd (UK) and Bathroom & Kitchen Supplies Pty Ltd (Australia). He is a fellow of the Institute of Mining, Minerals and Materials and holds a Diploma in Management Studies. He has over 30 years experience in the bathroom products industry.

董事會報告書

董事及高級管理人員履歷 — 續

III 高級管理人員 — 續

蕭杰 *MBA, CPA (五十三歲)*

蕭先生於二零零二年加入本集團，現為上海辦事處高級總經理，並為本集團若干附屬公司之董事。彼為夏威夷大學土木工程學士、史丹福大學工商管理（財務及會計）碩士。彼亦為加利福尼亞州及紐約之執業會計師，並為美國執業會計師公會會士，於美國、尼日利亞及中國等地積逾25年專業經驗。

鄧滿華 *BA(Arch Studies), BArch (五十歲)*

鄧先生於一九八五年加入本集團，現為項目發展科高級總經理及本集團若干附屬公司之董事，並負責香港及中國之物業發展。鄧先生為香港建築師學會會員、香港註冊建築師認可人士及註冊建築師。

王慕好 *FIHRM (HK) (五十八歲)*

王女士於二零零二年加入本集團，現為人力資源及行政管理總經理。彼為香港人力資源管理學會資深會員及多項專業管理課程之註冊培訓導師，於人力資源管理積逾30年經驗。

附註：部份上述之董事及高級管理人員亦兼任本公司附屬公司及／或聯營公司之董事職務。

可換股證券、認購權、認股權證或類似權利

除下文所述之認購股權計劃外，本公司於二零零四年三月三十一日並無任何尚未行使之可換股證券、認購權、認股權證或類似權利。本年度內並無發行或行使任何可換股證券、認購權、認股權證或其他類似權利。

Directors' Report

Biographical Details of Directors and Senior Management — continued

III Senior Management – continued

SHIU Jee Michael *MBA, CPA (Aged 53)*

Joined in 2002, Mr SHIU is the senior general manager of the Shanghai office and director of a number of subsidiaries of the Group. He is a graduate of the University of Hawaii, Bachelor of Science in Civil Engineering and Stanford University, Master of Business Administration (Finance & Accounting). He is an associate and a CPA in States of California and New York and an associate of American Institute of Certified Public Accountants. He has over 25 years professional experience in the States, Nigeria and China.

TANG Moon Wah *BA(Arch Studies), BArch (Aged 50)*

Joined in 1985, Mr TANG is the senior general manager of the Group's projects division and director of a number of subsidiaries of the Group. He is responsible for property development in Hong Kong and the People's Republic of China. He is a member of the Hong Kong Institute of Architects, an Authorised Person and a Registered Architect.

WONG Mo Shu Shirley *FIHRM(HK) (Aged 58)*

Joined in 2002, Ms WONG is the general manager of human resources & office administration. She is a fellow member of Hong Kong Institute of Human Resources Management and Certified Trainer for various professional management programmes. She has over 30 years experience in the human resources management field.

Note: some of the above members of directors and senior management hold various directorships in the Company's subsidiaries and/or associates.

Convertible Securities, Options, Warrants or Similar Rights

Other than the share option scheme described below, the Company had no outstanding convertible securities, options, warrants or similar rights as at 31 March 2004. There has been no issue or exercise of any convertible securities, options, warrants or similar rights during the year.

董事之證券權益

於二零零四年三月三十一日，下列董事持有或被視作持有下列本公司或任何相聯法團之股份、股票衍生工具之相關股份及債券中之好倉權益(具證券及期貨條例(香港法例第571章)(「證券條例」)之涵義)。該等權益及根據(a)證券條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)；或(b)證券條例第352條須存置於指定之登記冊內；或(c)上市公司董事進行證券交易的標準守則須知會本公司及聯交所：—

(1) 本公司

股份好倉

Directors' Interests in Securities

As at 31 March 2004, the following directors were interested, or were deemed to be interested in the following long positions in the shares, underlying shares of equity derivatives and debentures of the Company or any associated corporation (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange:—

(1) The Company

Long positions in the shares

董事	Director	普通股數目				總數	佔已發行股本百分比 Percentage of Issued Share Capital
		個人權益 Personal Interests	家族權益 Family Interests	公司權益 Corporate Interests	其他權益 Other Interests		
查濟民	CHA Chi Ming	—	130,000 (附註a) (Note a)	— (附註b) (Note b)	524,194,475 (附註d) (Note d)	524,324,475	45.30
查懋聲	CHA Mou Sing Payson	2,352,860	—	2,624,600 (附註c) (Note c)	567,323,978 (附註d) (Note d)	572,301,438	49.45
查懋成	CHA Mou Zing Victor	—	—	—	567,323,978 (附註d) (Note d)	567,323,978	49.02
查懋德	CHA Mou Daid Johnson	—	—	—	575,108,970 (附註d) (Note d)	575,108,970	49.69
王查美龍	WONG CHA May Lung Madeline	—	—	—	574,512,120 (附註d) (Note d)	574,512,120	49.64
鍾心田	CHUNG Sam Tin Abraham	270,072	—	—	—	270,072	0.02
何柏貞	HO Pak Ching Loretta	54,424	—	—	—	54,424	0.005
獨立非執行董事	Independent Non-executive Director						
夏佳理	Ronald Joseph ARCULLI	241,472	—	—	—	241,472	0.02

董事會報告書

董事之證券權益 – 續

(1) 本公司 – 續

附註：—

- (a) 有關股份為查濟民博士之妻子劉璧如女士所有擁有。
- (b) 已由受控之公司權益重新歸類為酌情信託權益。
- (c) 該等股份由一家名為Accomplished Investments Limited之法團持有。該名有關董事擁有該法團100%之權益。
- (d) 該等本公司股份由公司受託人LBJ Regents Limited為若干不可撤回酌情信託而持有，其中509,560,455股本公司股份由該公司直接持有，331,600股本公司股份透過其全資附屬公司Owen Gate Holdings Limited間接持有，72,405,057股本公司股份透過其擁有52.24%權益之附屬公司CDW Holdings Limited間接持有，有關董事及其個別聯繫人士均為若干不同酌情信託之酌情受益人成員，其中包括查濟民博士及其家族成員。

Directors' Report

Directors' Interests in Securities – continued

(1) The Company – continued

Notes:—

- (a) The shares in the Company are held by Ms LIU Bie Ju, the wife of Dr CHA Chi Ming.
- (b) Reclassification of interest under controlled corporation to interest under discretionary trusts.
- (c) The shares in the Company are held by a corporation namely Accomplished Investments Limited in which the relevant director is 100% interested.
- (d) The shares in the Company are held by a corporate trustee namely LBJ Regents Limited for certain irrevocable discretionary trusts directly for 509,560,455 shares and indirectly via its wholly-owned subsidiary namely Owen Gate Holdings Limited holding 331,600 shares and its 52.24% owned subsidiary namely CDW Holdings Limited holding 72,405,057 shares in the Company of which the relevant director and his individual associates are members of the class of discretionary beneficiaries comprising Dr CHA Chi Ming and his issue under certain but not identical discretionary trusts.

董事之證券權益—續

(2) 相聯法團 — 興勝創建控股有限公司

股份好倉

Directors' Interests in Securities – continued

(2) Associated corporation — Hanison Construction Holdings Limited

Long positions in the shares

董事	Director	普通股數目				總數	佔已發行股本 百分比 Percentage of Issued Share Capital
		個人權益 Personal Interests	家族權益 Family Interests	公司權益 Corporate Interests	其他權益 Other Interests		
查濟民	CHA Chi Ming	—	16,250 (附註a) (Note a)	— (附註b) (Note b)	61,337,302 (附註d) (Note d)	61,353,552	21.63
查懋聲	CHA Mou Sing Payson	294,107	—	328,075 (附註c) (Note c)	66,728,489 (附註d) (Note d)	67,350,671	23.74
查懋成	CHA Mou Zing Victor	—	—	—	66,728,489 (附註d) (Note d)	66,728,489	23.52
查懋德	CHA Mou Daid Johnson	—	—	—	67,701,613 (附註d) (Note d)	67,701,613	23.87
王查美龍	WONG CHA May Lung Madeline	—	—	—	67,627,006 (附註d) (Note d)	67,627,006	23.84
鍾心田	CHUNG Sam Tin Abraham	33,758	—	—	—	33,758	0.01
何柏貞	HO Pak Ching Loretta	6,803	—	—	—	6,803	0.002
獨立非執行董事	Independent Non-executive Director						
夏佳理	Ronald Joseph ARCULLI	30,184	—	—	—	30,184	0.01

董事會報告書

董事之證券權益 — 續

(2) 相聯公司 — 興勝創建控股有限公司 — 續

附註：—

- (a) 該等興勝創建控股有限公司(「興勝創建」)之股份為查濟民博士之妻子劉璧如女士所擁有。
- (b) 已由受控之公司權益重新歸類為酌情信託權益。
- (c) 該等興勝創建之股份由一家名為Accomplished Investments Limited 之法團持有。該名有關董事擁有該法團100%之權益。
- (d) 該等興勝創建股份由公司受託人LBJ Regents Limited為若干不可撤回酌情信託而持有，其中59,508,048股興勝創建股份由該公司直接持有，41,450股興勝創建股份透過其全資附屬公司Owen Gate Holdings Limited間接持有，9,050,632股興勝創建股份透過其擁有52.24%權益之附屬公司CDW Holdings Limited間接持有，有關董事及其個別聯繫人士均為若干不同酌情信託之酌情受益人成員，其中包括查濟民博士及其家族成員。

除上文所列者外，若干董事以代理人名義持有本公司部份附屬公司股本中之非實益權益。

除上文所披露者外，概無董事於二零零四年三月三十一日持有或被視作持有本公司或任何相聯法團之股份、股票衍生工具之相關股份及債券中之好倉及淡倉權益(具證券條例之涵義)。該等權益及根據(a)證券條例第XV部第7及第8分部須知會本公司及聯交所；或(b)證券條例第352條須存置於指定之登記冊內，或(c)上市公司董事證券交易的標準守則須知會本公司及聯交所。

董事於競爭業務中之權益

於本年度內，本公司董事於與本集團業務直接或間接競爭或可能存在競爭之業務中，擁有須根據上市規則作出披露之權益如下：—

Directors' Report

Directors' Interests in Securities – continued

(2) Associated corporation — Hanison Construction Holdings Limited – continued

Notes:—

- (a) The shares in Hanison Construction Holdings Limited (“Hanison”) are held by Ms LIU Bie Ju, the wife of Dr CHA Chi Ming.
- (b) Reclassification of interest under controlled corporation to interest under discretionary trusts.
- (c) The shares in Hanison are held by a corporation namely Accomplished Investments Limited in which the relevant director is 100% interested.
- (d) The shares in Hanison are held by a corporate trustee namely LBJ Regents Limited for certain irrevocable discretionary trusts directly for 59,508,048 shares and indirectly via its wholly-owned subsidiary namely Owen Gate Holdings Limited holding 41,450 shares and its 52.24% owned subsidiary namely CDW Holdings Limited holding 9,050,632 shares in the Hanison of which the relevant director and his individual associates are members of the class of discretionary beneficiaries comprising Dr CHA Chi Ming and his issue under certain but not identical discretionary trusts.

In addition to the above, certain directors hold non-beneficial interests in the share capital of some of the subsidiaries of the Company as nominee shareholders.

Save as disclosed above, as at 31 March 2004, none of the directors were interested, or were deemed to be interested in the long and short positions in the shares, underlying shares of equity derivatives and debentures of the Company or any associated corporation (within the meaning of 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; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

Directors' Interests in Competing Business

During the year, the interests of directors of the Company in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group as required to be disclosed pursuant to the Listing Rules were set out as follows:—

董事於競爭業務中之權益—續

王查美龍女士為建業實業有限公司(「建業實業」)及漢國置業有限公司(「漢國置業」)之董事，該兩家公司之集團業務均涉及物業發展及物業投資。因此，王女士被認為於該等與本集團業務競爭之業務中擁有權益。建業實業及漢國置業均於聯交所上市。

查懋聲先生及查懋德先生分別為興勝創建控股有限公司(「興勝創建」)之董事會主席兼非執行董事及非執行董事並均為CDW Building Limited之董事，該兩家公司之業務均涉及物業發展及／或物業投資、屋苑管理及物業服務。因此，兩位查先生被認為於該等與本集團業務競爭之業務中擁有權益。興勝創建於聯交所上市。

除上文所披露者外，概無本公司董事於本集團業務以外與本集團業務直接或間接競爭或可能存在競爭之任何業務中擁有權益。

認購股權計劃

本公司現時之認購股權計劃(「二零零二年計劃」)已於二零零二年一月三日採納並於二零零二年一月十八日生效。根據上市規則之規定有關二零零二年計劃之詳情載列如下：—

I 二零零二年計劃之摘要

(a) 目的

為根據二零零二年計劃已獲授認購權以認購本公司股份(「股份」)之參與者提供收購本公司資本權益之機會，並鼓勵參與者為本公司及其股東之整體利益，提高本公司及其股份之價值而努力。

(b) 參與者

所有本公司、其附屬公司及／或其聯營公司之董事(包括獨立非執行董事)、全職僱員及顧問均符合參與二零零二年計劃之資格。

Directors' Interests in Competing Business – continued

Ms WONG CHA May Lung Madeline is a director of each of Chinney Investments, Limited ("Chinney") and Hon Kwok Land Investment Company, Limited ("Hon Kwok") whose groups' businesses consist of property development and property investment. In this respect, Ms WONG is regarded to be interested in such competing businesses of the Group. Chinney and Hon Kwok are listed on the Stock Exchange.

Mr CHA Mou Sing Payson and Mr CHA Mou Daid Johnson who are chairman and non-executive director and non-executive director of Hanison Construction Holdings Limited ("Hanison") respectively and directors of CDW Building Limited whose businesses consist of property development and/or property investment, estate management and property services. In this respect, both Mr CHA Mou Sing Payson and Mr CHA Mou Daid Johnson are regarded to be interested in such competing businesses of the Group. Hanison is listed on the Stock Exchange.

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

Share Option Scheme

The Company's existing share option scheme (the "2002 Scheme") was adopted on 3 January 2002 and became effective on 18 January 2002. Particulars of the 2002 Scheme as required under the Listing Rules are set out below:—

I Summary of the 2002 Scheme

(a) Purpose

To provide the participants who have been granted options under the 2002 Scheme to subscribe for ordinary shares in the Company ("Shares") with the opportunity to acquire proprietary interests in the Company and to encourage them to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole.

(b) Participants

All directors (including independent non-executive directors), full-time employees and consultants of the Company, its subsidiaries and/or its associates are eligible to participate in the 2002 Scheme.

認購股權計劃－續

I 二零零二年計劃之摘要－續

(c) 最多可予發行股份之數目

根據二零零二年計劃於採納日期(即二零零二年一月三日)可予發行之股份總數為115,737,802股，即為於該日已發行股份之10%。

(d) 每名參與者可獲權益上限

除獲本公司股東另行批准外，根據二零零二年計劃或本公司於任何十二個月期間採納之任何其他認購股權計劃授予各參與者之認購權(包括已行使及尚未行使之認購權)而已發行及將予發行之股份總數不得超過已發行股份之1%。

(e) 可根據認購權認購股份之期限

賦予認購權之日起計十年或董事會或有關之委員會於授出認購權時所指定的較短期限。

(f) 認購權行使前必須持有的最短期限(如有)

於授出認購權時，董事會或有關之委員會必須指明認購權於可予行使前必須持有之最短期限(如有)。

(g) 接納認購權須付金額及付款的期限

須於發出認購權建議十四日內繳付1港元。

Share Option Scheme – continued

I Summary of the 2002 Scheme – continued

(c) Maximum number of Shares available for issuance

A total of 115,737,802 Shares is available for issue under the 2002 Scheme which represents 10% of the issued share capital of the Company as at the date of adoption of the 2002 Scheme (i.e. 3 January 2002).

(d) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the option granted to each participant (including both exercised and unexercised options) under the 2002 Scheme or any other share option scheme adopted by the Company in any 12-month period must not exceed 1% of the Shares in issue unless otherwise approved by shareholders of the Company.

(e) Period within which the Shares must be taken up under an option

Within ten years from the date on which option is granted or such shorter period as the board of directors or the relevant committee thereof may specify at the time of grant.

(f) Minimum period, if any, for which an option must be held before it can be exercised

At the time of granting an option, the board of directors or the relevant committee thereof must specify the minimum period(s), if any, for which an option must be held before it can be exercised.

(g) Amount payable upon acceptance of the option and the period within which the payment must be made

HK\$1.00 shall be paid within 14 days from the offer date of the option.

認購股權計劃—續

I 二零零二年計劃之摘要—續

(h) 認購權行使價的釐定基準

認購權之行使價必須不低於下列所述之較高者：

- (i) 聯交所於授出日期發出之每日報價表所述之股份收市價(當日須為交易日)；
- (ii) 聯交所於緊接授出日期前五個聯交所交易日發出之每日報價表所述之股份平均收市價；及
- (iii) 股份於授出日期之面值。

(i) 餘下之年期

除根據二零零二年計劃另行結束外，二零零二年計劃之有效年期為十年並於二零一二年一月三日屆滿。

II 已授出之認購權之詳情

二零零二年計劃自生效以來，並無授出任何認購權。

董事認購股份或債券之權利

本公司於本年度內並無根據本公司之認購股權計劃，向本公司董事發行任何認購股權，亦無本公司董事根據本公司之認購股權計劃行使任何認購股權。

除上文所披露者外，本公司或其任何附屬公司於本年內任何時間並無作為任何安排之參與方，致使本公司董事藉購入本公司或任何其他法人團體之股本或債券而獲益。

Share Option Scheme – continued

I Summary of the 2002 Scheme – continued

(h) Basis of determining the exercise price of the option

The exercise price of the option shall be no less than the higher of:—

- (i) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, which must be a business day;
- (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Stock Exchange business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share on the date of grant.

(i) Remaining life

The 2002 Scheme has a life of 10 years and will expire on 3 January 2012 unless otherwise terminated in accordance with the terms of the 2002 Scheme.

II Details of options granted

No option was granted under the 2002 Scheme since its inception.

Directors' Right to Acquire Shares or Debentures

There has been no issue to, or exercise by, the directors of the Company of share options under the Company's share option scheme during the year.

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.

董事會報告書

董事於合約及關連交易中之權益

本集團與關連人士於截至二零零四年三月三十一日止年度內進行之重大交易詳情載於財務報表附註43。

根據上市規則，以下於截至二零零四年三月三十一日止年度內進行之交易為關連交易，並根據上市規則第14A章需作披露：—

(I) 經修訂參與協議

根據本公司之全資附屬公司Broad Base International Limited (「Broad Base」) 與Cagen Holdings Limited (「Cagen」) 及Mingly Global Holdings Limited (「Mingly Global」) (Cagen 及Mingly Global均為本公司主席查濟民博士之聯繫人士) 於二零零零年十一月九日訂立之經修訂參與協議，Cagen獲委任為(其中包括)一筆由Broad Base於一九九四年已交予Cagen原本數額為1億美元之保留組合(「保留基金」)之管理人，任期為一固定期間並將於二零零六年十二月三十一日屆滿，Cagen於經修訂參與協議可享有之參與權益如下：—

- (a) 相等於保留基金1%之管理人附帶權益(附註)。
- (b) 保留基金每年產生之收益10%之獎勵附帶權益，惟該收益必須超出保留基金按最近期180日美國國庫債券息率加1厘計算之金額(附註)。

附註：根據經修訂參與協議於任何一年直至二零零六年十二月應付予Cagen之總管理人附帶權益及獎勵附帶權益不得超出上年度年報所披露本集團之有形資產賬面淨值之3%。

截至二零零四年三月三十一日止年度，支付予Cagen之參與權益為10.0百萬港元(二零零二/二零零三年：9.6百萬港元)。本年度應付予Cagen之獎勵附帶權益為12.1百萬港元(二零零二/二零零三年：無)。

Directors' Report

Directors' Interests in Contracts and Connected Transactions

Significant transactions with related parties entered into by the Group during the year ended 31 March 2004 are disclosed in note 43 to the financial statements.

During the year ended 31 March 2004 the following constituted connected transactions under the Listing Rules and are required to be disclosed in accordance with Chapter 14A of the Listing Rules:—

(I) Revised Participation Agreement

Pursuant to the Revised Participation Agreement dated 9 November 2000 entered into between Broad Base International Limited ("Broad Base"), a wholly-owned subsidiary of the Company, Cagen Holdings Limited ("Cagen") and Mingly Global Holdings Limited ("Mingly Global"), both of Cagen and Mingly Global are associates of Dr CHA Chi Ming, the chairman of the Company whereby Cagen was appointed as the manager for a fixed period expiring on 31 December 2006, inter alia, of the retained portfolio of funds in the original amount of US\$100 million placed by Broad Base with Cagen in 1994 (the "Retained Fund"), Cagen is entitled to participation interest under the Revised Participation Agreement as follows:—

- (a) a manager's carried interest equal to 1% of the value of the Retained Fund (note).
- (b) an incentive carried interest equals to 10% of the gain generated by the Retained Fund for each year provided that such gain exceeds an amount which the Retained Fund would have gained at the rate of the last quoted 180 days US Treasury Bill rate plus 1% (note).

Note: The aggregate manager's carried interest and incentive carried interest payable to Cagen under the Revised Participation Agreement for any one year shall not exceed an amount calculated by reference to (3% this applies up to December 2006) of the book value of the net tangible assets of the Group as disclosed in the immediate preceding year's annual report.

The participation interest payable to Cagen for the year ended 31 March 2004 amounted to HK\$10.0 million (2002/2003: HK\$9.6 million). An incentive carried interest payable to Cagen amounted to HK\$12.1 million (2002/2003: nil).

董事於合約及關連交易中之權益—續

(II) 建築交易及裝修交易

由於本公司主席查濟民博士及其後人乃若干酌情信託之列內受益人，該等信託遂構成本公司及興勝創建有限公司（「興勝創建」）之主要股東。對於興勝創建及其附屬公司（「興勝創建集團」）及本公司及其附屬公司（「本集團」）之間訂立之(a)多項建築交易（「建築交易」）；及(b)多項室內設計及裝修項目交易（「裝修交易」）而言，興勝創建集團乃本公司關連人士而該等交易亦按上市規則被視為本公司關連交易。

截至二零零四年三月三十一日止年度，建築交易及裝修交易之交易總額分別為126.6百萬港元及0.9百萬港元（二零零二／二零零三年：分別為516.5百萬港元及2.6百萬港元）。

年內，本公司與興勝創建集團按持續基準進行之上述交易(I)及(II)已獲聯交所豁免嚴格遵守有關二零零四年經修訂之上市規則第14A章（前為第14章）之披露要求。

因上述交易(I)及(II)一直並將按持續基準進行，嚴格遵守上市規則第14A章（前為第14章）對該等關連交易之規定（「規定」）並不切實可行。本公司為此申請豁免，並獲聯交所所有條件授出截至二零零七年三月三十一日止期間就上述交易（「關連交易」）嚴格遵守規定之豁免。

本公司董事（包括獨立非執行董事）已審閱上述之持續關連交易包括取得本公司核數師為該等關連交易據實調查結果後所發之函件，董事確認：—

Directors' Interests in Contracts and Connected Transactions — continued

(II) Construction Transactions & Renovation Transactions

By virtue of Dr CHA Chi Ming, the chairman of the Company, and his issue being among the discretionary beneficiaries of certain discretionary trusts which together constitute a substantial shareholder of both the Company and Hanison Construction Holdings Limited ("Hanison"). Hanison and its subsidiaries ("Hanison Group") constitute connected persons of the Company in respect of (a) various construction projects ("Construction Transactions") and (b) various interior and renovation projects ("Renovation Transactions") made between Hanison Group and the Company and its subsidiaries (the "Group") and such transactions constitute connected transactions of the Company in accordance with the Listing Rules.

The aggregate transaction value in respect of each of the Construction Transactions and Renovation Transactions for the year ended 31 March 2004 amounted to HK\$126.6 million and HK\$0.9 million respectively (2002/2003: HK\$516.5 million and HK\$2.6 million respectively).

During the year, the Company and Hanison Group have been transacting the above transactions (I) and (II) on a continuous basis that waived from strict compliance with the relevant disclosure requirements under the formerly Chapter 14 and currently Chapter 14A of the Revised Listing Rules 2004.

In anticipation of the above transactions (I) and (II) have been and will be conducted on an ongoing basis, it is considered that strict compliance with the relevant requirements relating to such connected transactions under the formerly Chapter 14 and currently Chapter 14A of the Listing Rules ("Requirements") would be impractical. On applications by the Company, the Stock Exchange has further granted conditional waivers from strict compliance with the Requirements in respect of the aforesaid transactions ("Connected Transactions") for the period ending 31 March 2007.

The directors, including the independent non-executive directors of the Company, have reviewed the Connected Transactions described above including obtaining a letter from the Company's auditors in respect of the factual findings on the Connected Transactions confirmed that:—

董事會報告書

董事於合約及關連交易中之權益－續

(A) 該等持續關連交易是：－

- (i) 於本集團日常及一般業務過程內進行；
- (ii) 按一般商業條款或不遜於給予(或提供自)獨立第三者之條款進行；
- (iii) 按規管此等關連交易之協議所訂立之條款進行；及
- (iv) 對本公司股東而言屬公平合理。

(B) 各項持續關連交易不超過如下文所列各自有關類別於截至二零零四年三月三十一日止年度所設定之上限金額：－

(I) 經修訂參與協議

本公司不時之最新經審核綜合有形資產淨值3% (或按上市規則而作出調整)

(II) 建築交易及裝修交易

建築交易

以下金額較高者：－

- (i) 興勝創建集團前一個財務年度經審核綜合營業額50%；及
- (ii) 450百萬港元

裝修交易

7百萬港元

Directors' Report

Directors' Interests in Contracts and Connected Transactions – continued

(A) The Connected Transactions were:—

- (i) carried out in the ordinary and usual course of business of the Group;
- (ii) conducted on normal commercial terms or terms no less favourable than terms available to (or from) independent third parties;
- (iii) entered into in accordance with the terms of the relevant agreement governing the Connected Transactions; and
- (iv) on a fair and reasonable basis and in the interest of the shareholders of the Company as a whole.

(B) In respect of each of the Connected Transactions, the aggregate amount of Connected Transactions within each such category for the year ended 31 March 2004 of the Company did not exceed the relevant cap amounts stated below:—

(I) Revised Participation Agreement

3% of the latest audited consolidated net tangible assets (or adjusted in accordance with the Listing Rules) of the Company from time to time.

(II) Construction Transactions and Renovation Transactions

Construction Transactions

The higher of:—

- (i) 50% of the audited consolidated turnover of Hanison Group for the previous financial year; and
- (ii) HK\$450 million

Renovation Transactions

HK\$7 million

董事於合約及關連交易中之權益—續

(III) 其他

本公司之全資附屬公司D.B.Properties Inc. (「DBPI」)與Castro Valley Properties, Inc. (「CVPI」)同意終止一份有關合作發展位於美國加利福尼亞州聖大克拉拉縣名為The Castro Valley Ranch之物業之認購權協議。CVPI同意將根據一九九七年七月二十九日CVPI與DBPI簽訂之選擇權及協議而支付之首年認購權費償還予DBPI，有關之詳情已載列於財務報表附註23(c)。CVPI乃一項酌情信託之聯繫人，該信託之酌情託管對象包括本公司主席查濟民先生及其家族，故該等安排構成本公司之關連交易。

本公司對若干非全資附屬公司作出財務資助，然而當中並不涉及本公司之關連人士(按上市規則第14A.11(1)至(4)條之定義，單獨或共同有權於本公司股東大會上行使10%或以上之投票權之人士)。

除上文所披露者外，本公司或其任何附屬公司概無訂立董事於其中直接或間接擁有重大權益而於結算日或本年度內任何時間仍然生效之任何重大合約。

主要股東

據董事所知，截至二零零四年三月三十一日止年度，除於上文披露之董事權益外，下列人士持有以下根據證券條例第XV部2及第3分部須向本公司披露之本公司股份及股票衍生工具之相關股份好倉權益，或直接或間接持有面值5%或以上的任何類別股份(附有在一切情況下於本集團任何其他成員公司的股東大會上投票的權利)：—

Directors' Interests in Contracts and Connected Transactions – continued

(III) Others

D.B. Properties Inc. ("DBPI"), a wholly-owned subsidiary of the Company, and Castro Valley Properties, Inc. ("CVPI") have agreed to terminate an option agreement in a joint development project known as The Castro Valley Ranch in Santa Clara County, California, United States of America. CVPI has agreed to repay to DBPI the initial fee previously paid by reference to an Election and Agreement made between CVPI and DBPI on 29 July 1997, details of which are set out in note 23(c) to the financial statements. As CVPI is an associate of a trust, the discretionary objects of which include Dr CHA Chi Ming, the chairman of the Company, and his issue. Such arrangement constitutes connected transaction of the Company.

The Company has a number of transactions in relation to the provision of financial assistance to non-wholly owned subsidiaries but none of such transactions involved connected persons of the Company as defined under rule 14A.11(1) to (4) of the Listing Rules is/are (individually or together) entitle to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company.

Save as disclosed above, no contracts of significance to which the Company or any of 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.

Substantial Shareholders

So far as is known to the directors, as at 31 March 2004, in addition to those interests as disclosed above in respect of the directors, the following persons, had an interest in the following long positions in the shares and underlying shares of equity derivatives which would fall to be disclosed to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group:—

董事會報告書

主要股東 – 續

本公司股份好倉

股東 Shareholder	身份 Capacity	普通股數目 Number of Ordinary Shares	佔已發行 股本百分比 Percentage of Issued Share Capital
LBJ Regents Limited	受託人及受控法團之權益持有人 Trustee and interest holder in controlled corporation	582,297,122 (附註a) (Note a)	50.31
CDW Holdings Limited (附註b) (Note b)	實益擁有人 Beneficial owner	72,405,057 (附註c) (Note c)	6.26

附註：

- (a) 該等權益乃一個以受託人身份持有之若干不可撤回酌情信託之權益組合，其中包括受託人所控制之法團權益。
- (b) 該公司為LBJ Regents Limited所控制之法團。
- (c) 基於上文附註(b)段所載之理由，LBJ Regents Limited被視為擁有該等72,405,057股股份（該等股份乃上述582,297,112股股份之一部份）。

捐款

本年度內，本集團之慈善及其他捐款合共約為0.6百萬港元。

人力資源

於二零零四年三月三十一日，本集團在香港及海外的僱員總數約為2,280名。

自二零零四年，本集團已於二月份推出並派發按工作表現而定的花紅，以獎勵表現出色之員工。為增進團隊精神，集團已推行一系列包括室內課程及戶外活動之培訓計劃。來年之目標，將是提高競爭力及促進員工間之關係。

Directors' Report

Substantial Shareholders – continued

Long positions in the Company's shares

身份 Capacity	普通股數目 Number of Ordinary Shares	佔已發行 股本百分比 Percentage of Issued Share Capital
受託人及受控法團之權益持有人 Trustee and interest holder in controlled corporation	582,297,122 (附註a) (Note a)	50.31
實益擁有人 Beneficial owner	72,405,057 (附註c) (Note c)	6.26

Notes:

- (a) The interest is a combination of interests held as trustee of certain irrevocable discretionary trusts including interest of corporations controlled by the trustee.
- (b) The Company is a corporation controlled by LBJ Regents Limited.
- (c) By virtue of the reason stated in note (b), LBJ Regents Limited is deemed to have an interest in the 72,405,057 shares which forms part of the aforesaid 582,297,112 shares.

Donations

During the year, the Group made charitable and other donations amounting to approximately HK\$0.6 million.

Human Resources

As at 31 March 2004, the total number of employees of the Group was approximately 2,280 in Hong Kong and overseas.

In 2004, performance related bonus was introduced and issued in February to reward outstanding performers. A series of training programs were conducted to enhance teamwork which included classroom sessions and outdoor activities. Our goals for the coming year will be to leverage our competitiveness and to enhance employee relations.

董事會報告書

購買、出售或贖回上市證券

本公司或其任何附屬公司於年內概無購入、贖回或出售任何本公司之上市證券。

主要客戶及供應商

本集團五大客戶合共佔本集團營業總額30%以下。

本集團五大供應商佔本集團採購總額30%以下。

股份優先認購權

本公司之公司組織章程細則並無有關股份優先認購權之條文，而開曼群島之法例亦無限制此等權利。

最佳應用守則及公司管治

董事認為本公司於截至二零零四年三月三十一日止年度內，已一直遵守上市規則附錄14所載之最佳應用守則。為配合經修訂之上市規則內即將實行之企業管治常規守則，本公司已作好準備應付更嚴格之常規，從而繼續符合監管架構規定。

足夠的公眾持股量

據本公司現有的資料顯示，公眾人士持有之本公司股份之百分比超過本公司已發行股本總數的25%。

Directors' Report

Purchase, Sale or Redemption of Listed Securities

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

Major Customers and Suppliers

The aggregate turnover attributable to the Group's five largest customers was less than 30% of the total value of the Group's turnover.

The aggregate purchases attributable to the Group's five largest suppliers were less than 30% of the total value of the Group's purchases.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's Articles of Association although there is no restriction against such rights under the laws in the Cayman Islands.

Code of Best Practice and Corporate Governance

In the opinion of the directors, the Company has complied throughout the year ended 31 March 2004 with the Code of Best Practice as set out in Appendix 14 to the Listing Rules. In anticipation of the implementation of the Code on Corporate Governance Practices under the Revised Listing Rules shortly, the Company is prepared to cope with the enhanced practices to stay in the regulatory framework.

Sufficiency of Public Float

According to information that is available to the Company, the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares.

董事會報告書

審核委員會

董事會之審核委員會於一九九八年七月成立，目前由兩位獨立非執行董事鄭家純博士(主席)及夏佳理先生組成。委員會於年內開會三次，就其發現向董事會提出建議。委員會之主要職責包括檢討及監管本集團之財務呈報進度及內部控制制度。

根據上市規則，審核委員會在二零零四年九月三十日前重組並將由三位成員組成。

給予聯屬公司之財務資助、及為其融資所作之擔保

於二零零四年三月三十一日，本集團向Tung Chung Station Development Company Limited (「TCSDCL」) TCSDCL墊支合共2,311.1百萬港元，並就TCSDCL之銀行融資提供擔保483.7百萬港元，即為本集團為TCSDCL之銀行融資1,560.0百萬港元提供之個別性擔保。於二零零四年三月三十一日，TCSDCL已動用之銀行融資為1,560.0百萬港元。

TCSDCL承包發展香港大嶼山東涌站上蓋第二期發展項目，本集團則持有31%權益。本集團按於TCSDCL之股權比例，以後償股東貸款之方式向TCSDCL授出該筆墊款，為TCSDCL提供營運資本所需資金。該筆墊款為無抵押，年息按香港銀行同業拆息加2.0厘至2.5厘計算，且無固定還款期。於二零零三年六月三日，所有TCSDCL之實益權益股東同意並簽署一免除契約，在得到銀行的同意下，於截至二零零三年三月三十一日止年度TCSDCL的資產淨值中將TCSDCL於後償還股東貸款應計的利息免除。所有TCSDCL自未償還股東貸款的應付利息自二零零二年一月一日起免除直至所有實益權益股東於其後時間另有決定。墊款連同有關應計利息(如有)以後償方式授予前述向TCSDCL提供銀行貸款的銀行。

此外，於二零零四年三月三十一日，本集團亦向若干聯屬公司墊款合共104.3百萬港元。

Directors' Report

Audit Committee

The Audit Committee of the Board has been established since July 1998 and currently comprises two independent non-executive directors, Dr CHENG Kar Shun Henry (Chairman) and Mr Ronald Joseph ARCULLI. The Committee met 3 times in the year and made its recommendations to the board on its findings. Its main duties include the review and supervision of the Group's financial reporting process and internal control systems.

Pursuant to the Listing Rules, the Audit Committee is going to be reformed to comprise at least 3 members latest by 30 September 2004.

Financial Assistance given to, and Guarantees given for Facilities granted to Affiliated Companies

As at 31 March 2004, the Group advanced to Tung Chung Station Development Company Limited (「TCSDCL」), an aggregate amount of HK2,311.1 million and a guarantee of HK\$483.7 million were provided by the Group in respect of TCSDCL's banking facilities, representing the several guarantee by the Group in respect of TCSDCL's banking facilities of HK\$1,560.0 million. The amount of banking facilities utilised by TCSDCL as at 31 March 2004 amounted to HK1,560.0 million.

TCSDCL is engaged in the development of Tung Chung Station Package II Project in Lantau Island, Hong Kong in which the Group has 31% interest. The advances were provided by the Group in the form of subordinated shareholders' loans in proportion to the Group's shareholding interest in TCSDCL, for the purpose of funding the working capital requirements of TCSDCL. The advances are unsecured, bear interest at the rate of HIBOR plus 2.0% to 2.5% per annum, and have no fixed term of repayment. As agreed by all equitable shareholders of TCSDCL in a Deed of Release and Discharge entered on 3 June 2003, and with the consent from the banks, the interests accrued by TCSDCL on the subordinated shareholders' loans were released and discharged in the net asset value of TCSDCL during the year ended 31 March 2003. All interests payable by TCSDCL on outstanding shareholders' loan due by TCSDCL were released and discharged as from 1 January 2002 until further determined by all equitable shareholders at a later time. The advances together with the accrued interest thereon, if any, are subordinated to the banks providing the banking facilities to TCSDCL as mentioned above.

In addition, the Group also advanced to several affiliated companies at an aggregate amount of HK\$104.3 million as at 31 March 2004.

董事會報告書

給予聯屬公司之財務資助、及為其融資所作之擔保一續

於二零零四年三月三十一日，本集團為這些聯屬公司提供之墊款及作出之擔保合共為2,864.1百萬港元，相等於本集團於二零零四年三月三十一日之綜合有形資產淨值5,870.3百萬港元之49%。

下列為此等聯屬公司於二零零四年三月三十一日之備考合併資產負債表及集團應佔此等聯屬公司之權益概列如下：

非流動資產	Non-current assets
流動資產	Current assets
流動負債	Current liabilities
流動資產淨值	Net current assets
非流動負債	Non-current liabilities
股東虧損	Shareholders' deficits

核數師

本公司將於股東週年大會上提呈建議續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

承董事會命

董事總經理
查懋成

二零零四年六月二十三日

Directors' Report

Financial Assistance given to, and Guarantees given for Facilities granted to Affiliated Companies – continued

As at 31 March 2004, the aggregate amount of advances provided to and guarantee given for these affiliated companies by the Group amounted to HK2,864.1 million and represented 49% of the consolidated net tangible assets of the Group of HK\$5,870.3 million at 31 March 2004.

The pro forma combined balance sheet of these affiliated companies and the Group's attributable interest as at 31 March 2004 is as follows:

備考合併資產負債表 Pro forma Combined Balance Sheet	本集團應佔權益 Group's Attributable Interest
百萬港元 HK\$'M	百萬港元 HK\$'M
1,267.3	406.9
1,640.0	510.0
(298.0)	(95.6)
1,342.0	414.4
(9,199.1)	(2,866.7)
<u>(6,589.8)</u>	<u>(2,045.4)</u>

Auditors

A resolution will be proposed to the annual general meeting to re-appoint Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

CHA Mou Zing Victor
Managing Director

23 June 2004