

# R E P O R T   O F   T H E D I R E C T O R S

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**T**he directors submit their report together with the audited accounts for the year ended 31st December 2004.

## **Principal Activities and Segment Analysis of Operations**

The principal activity of the Company is investment holding. The activities of its jointly controlled entities and principal subsidiaries are shown in notes 13 and 27 to the accounts respectively.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 2 to the accounts.

## **Results and Appropriations**

The results of the Group for the year ended 31st December 2004 are set out in the consolidated profit and loss account on page 21.

The directors recommend the payment of a final dividend of HK\$0.30 per share, totalling approximately HK\$13,529,000. Subject to the approval at the Annual General Meeting, the final dividend will be paid on 25th May 2005.

## **Reserves**

Movements in the reserves of the Group and the Company during the year are set out in note 19 to the accounts.

## **Distributable Reserves**

Distributable reserves of the Company at 31st December 2004, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted to HK\$ 399,568,000 (2003: HK\$405,324,000).

## **Fixed Assets**

Details of the movements in fixed assets of the Group are set out in note 11 to the accounts.

## **Principal Properties**

Details of the principal properties of the Group are set out on page 59.

## **Share Capital**

Details of the movements in share capital of the Company are set out in note 18 to the accounts.

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### **Five Year Financial Summary**

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 4.

### **Directors**

The names of the directors of the Company who held office during the year and up to the date of this report are set out on page 2. The biographical details of the directors are set out on pages 9-10.

Mr. Robert Tsai To Sze retires by rotation in accordance with Bye-Law 109(A) of the Bye-Laws of the Company and, being eligible, offers himself for re-election.

The non-executive directors are subject to rotation in accordance with Bye-Law 109(A) of the Bye-Laws of the Company.

None of the directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### **Directors' Interests**

As at 31st December 2004, the interests of the Directors and Chief Executive in the share capital of the Company as recorded in the Register of Directors'/Chief Executive's Interests and Short Positions maintained under Section 352 of the Securities and Futures Ordinance (the "SFO") were as follows:

Name	Shares of HK\$0.10 each of the Company				% of issued share capital
	Personal interests	Family interests	Corporate interests	Total	
Yun Cheng Wang	3,625,446	-	-	3,625,446	8.040%
Hung Ching Yung	10,701,944	30,000	5,500,000	16,231,944	35.995%
				(Note)	
Lincoln C. K. Yung	2,240,000	10,000	-	2,250,000	4.989%
Rudolf Bischof	100,000	-	-	100,000	0.222%

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### **Directors' Interests** (*con't*)

Note : As stated below, Mr Hung Ching Yung is taken to be interested in the same 5,500,000 shares owned by a substantial shareholder, Tankard Shipping Co. Inc. pursuant to the SFO.

During the year, the Company has not granted to any Directors, Chief Executive or their respective spouses and children under 18 years of age any rights to subscribe for shares of the Company.

No contracts of significance in relation to the business of the Group to which the Company or its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

At no time during the year was the Company or its subsidiaries a party to any arrangement to enable the Directors or Chief Executive or any of their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### **Substantial Shareholders**

As at 31st December 2004, the Register of Substantial Shareholders' Interest and Short Positions maintained under Section 336 of the SFO shows that the following party, other than the Directors as disclosed above, was interested in 5 per cent or more of the issued share capital of the Company :

	No. of shares	% of issued share capital
Tankard Shipping Co. Inc.	5,500,000 (Note)	12.214%

Note : Mr. Hung Ching Yung is taken to be interested in the same 5,500,000 shares owned by Tankard Shipping Co. Inc. pursuant to the SFO.

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### **Purchase, Sale or Redemption of Shares**

During the year, the Company repurchased 555,500 of its shares on The Stock Exchange of Hong Kong Limited, all of which have been cancelled. The Directors believe that share buy-backs will be beneficial to the shareholders as the shares are traded at a discount to the net asset value per share. Details of the shares repurchased are as follows:

Month of repurchase		Price per share		Aggregate price
		Highest HK\$	Lowest HK\$	HK\$
<b>2004</b>				
February	32,000	7.60	-	243,200
March	44,000	7.60	-	334,400
April	113,000	7.80	-	881,400
May	100,500	7.80	7.30	758,900
June	33,000	7.30	-	240,900
July	9,500	7.30	-	69,350
September	76,500	7.50	-	573,750
October	77,500	7.50	-	581,250
November	20,500	7.70	-	157,850
December	49,000	7.90	7.80	386,550
	<hr/>	<hr/>	<hr/>	<hr/>
	555,500			4,227,550
	<hr/>	<hr/>	<hr/>	<hr/>

Except as disclosed above, neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

### **Pre-emptive Rights**

No pre-emptive rights exist under Bermuda law in relation to the issue of new shares by the Company.

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### **Management Contracts**

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### **Major Suppliers and Customers**

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

#### Purchases

- the largest supplier	67%
- five largest suppliers combined	93%

The five largest customers for the year are tenants of the Group's investment properties. Income from the largest and five largest customers combined constitutes 17% and 31% of the Group's total income from investment properties for the year.

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

### **Corporate Governance**

Throughout the year, the Company was in compliance with the Code of Best Practice (applicable for the financial year ended 31st December 2004) as set out in Appendix 14 of the Listing Rules of The Stock Exchange of Hong Kong Limited, except that the non-executive directors have not been appointed for a specific term but are subject to retirement by rotation in accordance with the Bye-Laws of the Company.

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**Audit Committee**

Pursuant to the Listing Rules, an audit committee was established on 25th September 1998. The audit committee of the Company comprises of three independent non-executive directors, namely Mr. Rudolf Bischof, Mr. Robert Tsai To Sze and Mr. James Julius Bertram (appointed on 21st May 2004).

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

**Related Party Transactions**

Details of related party transactions are set out in note 25 to the accounts. None of the transactions constitute a connected transaction as defined in the Listing Rules.

**Auditors**

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

On behalf of the Board

**Rudolf Bischof**

Chairman

Hong Kong, 6th April 2005