

CHAIRMAN'S STATEMENT

主席報告書

By strengthening the tourism-related businesses, including but not limited to cruise ship and hotel investments in Asia Pacific Region as its core business and capturing the strong rebound in the Hong Kong property market, the Group achieved considerable growth in its profit for the year under review.

BUSINESS OVERVIEW

For the year ended 31 March 2005, the Group recorded a turnover of HK\$262,063,000 (2004: HK\$238,745,000). Net profit attributable to shareholders was HK\$148,331,000, representing a growth of 210% as compared with HK\$47,850,000 achieved in 2004. Earnings per share for the year ended 31 March 2005 were HK17.68 cents (2004: HK5.75 cents).

The significant growth in net profit was largely due to the stable contribution from chartering and sub-chartering two cruise ships namely "Leisure World" and "Amusement World" (the "Cruise Ships") and the share of profit of an associated company whose principal asset is the entire beneficial interest in the Cruise Ships together with an appreciation in value of investments in retail and office properties in Hong Kong.

DIVIDEND

The Board recommends the payment of a final dividend of HK1.8 cents per share payable to shareholders whose names appear on the register of members of the Company on 25 August 2005. Together with the interim dividend of HK1.2 cents per share paid on 28 February 2005, it makes a total dividend of HK3.0 cents per share for the year.

The final dividend will be payable in cash with an alternative to shareholders to elect to receive such final dividend (or part thereof) in the form of new shares in lieu of cash. The new shares to be issued pursuant to the scrip dividend scheme ("New Shares") are subject to listing thereof, and permission to deal therein, being granted by The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

憑著鞏固旅遊相關業務，包括(但不限於)亞太區之郵輪及酒店投資作為其核心業務，並乘著香港地產市場強勢反彈，本集團於回顧年度錄得大幅增長之溢利。

業務回顧

截至二零零五年三月三十一日止年度，本集團之營業額達262,063,000港元(二零零四年：238,745,000港元)，股東應佔溢利淨額為148,331,000港元，較二零零四年溢利淨額47,850,000港元增長210%。截至二零零五年三月三十一日止年度之每股盈利為17.68港仙(二零零四年：5.75港仙)。

溢利淨額顯著增長主要源自租賃及分租兩艘名為「Leisure World」及「Amusement World」之郵輪(「郵輪」)所帶來之穩定貢獻，以及攤佔一間聯營公司(其主要資產乃郵輪之全部實益權益)之溢利及香港零售及辦公室物業之投資升值。

股息

董事會建議向於二零零五年八月二十五日名列本公司股東名冊之股東派付每股1.8港仙之末期股息。連同於二零零五年二月二十八日派付之中期股息每股1.2港仙，年內之股息總額為每股3.0港仙。

末期股息將以現金支付，股東亦可選擇以收取新股份代替現金之方式收取末期股息(或其部分)。根據以股代息計劃發行之新股份(「新股」)，須待香港聯合交易所有限公司(「聯交所」)批准後，方可上市及買賣。

CHAIRMAN'S STATEMENT

主席報告書

In relation to the calculation of the number of New Shares to be allotted, shareholders should note that the issue price of a New Share will be the average closing price of the Company's shares on the Stock Exchange for the five consecutive trading days up to and including 25 August 2005.

A circular containing details of the scrip dividend scheme and the accompanying form of election will be posted to shareholders on or around 2 September 2005. It is expected that the final dividend and share certificates in respect of New Shares will be posted to shareholders entitled thereto at their risk on or around 26 September 2005.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 19 August 2005 to Thursday, 25 August 2005, both days inclusive, during which period no transfer of Company's shares will be registered. In order to qualify for the proposed final dividend, all share certificates with duly completed transfer forms must be lodged with the Company's branch registrar in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on Thursday, 18 August 2005.

OPERATIONS

Cruise Ship Charter Services

Starting from November 2002, the Company has been chartering the Cruise Ships from connected parties and then sub-chartering the Cruise Ships to an independent third party for providing cruise services in Asia Pacific Region. Based on past performances, the cruise ship charter services has been providing profitable and stable revenue to the Group since its commencement. For the year ended 31 March 2005, this business segment recorded a turnover of HK\$223,137,000 and an operating profit of HK\$47,656,000, representing an increase of 7.7% and 53.0% respectively as compared with the turnover of HK\$207,222,000 and the operating profit of HK\$31,108,000 in 2004. The increase was mainly due to progressive increment in yearly sub-charter charges and no allowances provided for the year under review to the sub-charterer (as opposed to the SARS period in 2003).

於計算將予配發之新股數目時，股東務須注意，新股之發行價將為截至二零零五年八月二十五日（包括該日）止連續五個交易日本公司股份於聯交所之平均收市價。

載有以股代息計劃詳情之通函及隨附之選擇表格將於二零零五年九月二日或相近日子寄發予股東。預期末期股息及新股之股票將於二零零五年九月二十六日或相近日子寄發予有權領取之股東，郵誤風險概由彼等承擔。

暫停辦理股東登記手續

本公司將由二零零五年八月十九日（星期五）至二零零五年八月二十五日（星期四）（包括首尾兩天）暫停辦理股東登記手續。於此期間，本公司將不會辦理任何股份過戶登記手續。為符合收取建議末期股息之資格，所有股票連同已填妥之過戶文件必須於二零零五年八月十八日（星期四）下午四時正前送達本公司於香港之股份過戶登記分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，辦理股東登記手續。

經營業務

郵輪租賃服務

自二零零二年十一月起，本公司向關連人士租賃郵輪，然後再將郵輪分租予一名獨立第三方於亞太區提供郵輪服務。根據過往之業績，郵輪租賃服務一直為本集團提供可觀而穩定之收入。截至二零零五年三月三十一日止年度，此業務分類錄得營業額223,137,000港元及經營溢利47,656,000港元，較二零零四年之營業額207,222,000港元及經營溢利31,108,000港元分別增長7.7%及53.0%。增長主要源自年度分租費用是按年遞增及於回顧年度內並無向分租商提供任何津貼（此與二零零三年爆發非典型肺炎期間不同）。

CHAIRMAN'S STATEMENT

主席報告書

Due to the expiry of the waiver at the end of March 2005, which was granted by the Stock Exchange on 22 November 2002 for the non exempt continuing connected transactions of chartering the Cruise Ships from connected parties, the Group entered into two new charter agreements with connected parties and two new sub-charter agreements with the independent third party on 8 March 2005. Pursuant to the ordinary resolution passed by the independent shareholders at a special general meeting held on 31 March 2005, the new charter agreements and the new sub-charter agreements came into effect on 1 April 2005 until 24 November 2007.

Because the Cruise Ships operate in areas not affected by the tsunami catastrophe in December 2004, the business of cruise ship charter services was hardly affected. The Directors believe that the cruise ship-charter services will continue to generate attractive returns for shareholders.

Hotel Operations

To compliment the Company's long term strategy in tourism-related businesses by offering a variety of cruise and ground resort services to tourists in Asia Pacific Region, the Group owns 50% equity interest in a hotel in Indonesia (the "Hotel"). For the year ended 31 March 2005, there was an increase of its turnover from HK\$16,706,000 to HK\$18,621,000. However, there was a drop in the occupancy rate in the first quarter of 2005 following the Indonesian tsunami disaster in the same period.

In order to attract more tourists and enhance its competitiveness in tourism industry in South Asia Region, the Group is now refurbishing the Hotel's rooms and upgrading the Hotel's facilities. The capital commitment of the renovation is approximately S\$6.6 million (equivalent to approximately HK\$30.0 million). The Directors strongly believe that the occupancy rate of the Hotel will improve after the renovation and the Hotel is being placed on the path to its profitability in the near future.

由於聯交所於二零零二年十一月二十二日就本公司向關連人士租賃郵輪之非豁免持續關連交易授出之豁免於二零零五年三月底屆滿，本集團於二零零五年三月八日與關連人士訂立兩份新租賃協議，以及與獨立第三方訂立兩份新分租協議。根據獨立股東於二零零五年三月三十一日舉行之股東特別大會通過之普通決議案，新租賃協議及新分租協議於二零零五年四月一日起生效，直至二零零七年十一月二十四日屆滿。

由於郵輪經營之地區未受二零零四年十二月海嘯災難波及，郵輪租賃服務之業務所受之影響甚微。董事相信郵輪租賃服務將會繼續為股東帶來可觀回報。

酒店業務

為配合本公司發展旅遊相關業務，以便於亞太區為遊客提供郵輪服務及陸上渡假服務之長期策略，本集團擁有印尼一所酒店（「酒店」）50%之股權。截至二零零五年三月三十一日止年度，酒店之營業額由16,706,000港元增至18,621,000港元。然而，由於同期發生印尼海嘯災難，二零零五年首季之入住率亦告下跌。

為吸引更多遊客及加強本集團於東南亞地區旅遊業之競爭力，本集團現正翻新酒店之房間及提升酒店之設施。翻新工程之資本承擔約為6,600,000新加坡元（相當於約30,000,000港元）。董事堅信，翻新後酒店之入住率將會獲得改善，並將於短期內令酒店賺取利潤。

CHAIRMAN'S STATEMENT

主席報告書

Property Investments

Due to the growth of local economy and positive business sentiment, all sectors of the Hong Kong property market rebounded sharply for the year under review. Property investors were optimistic and this was reflected in the property transaction volume and prices over the year under review.

Further fueled by the launch of Disneyland theme park in the near future and the implementation of the Individual Traveller Scheme, spending in retail market has increased and this in turn drove up the retail property rental and prices. During the year under review, the Group recorded an appreciation in value of approximately HK\$91,497,000 for its investment properties which led the average rental yield drop to 4.58% (2004: 5.3%).

In view of the growth in retail business and the robust retail property market, the Group continued to acquire certain quality properties during the year under review. On 6 February 2004, the Group entered into an agreement to acquire six retail shops, subject to existing tenancy, at Mandarin Plaza, Tsim Sha Tsui East, Kowloon at the consideration of HK\$53,000,000. The transaction was completed on 6 April 2004. On 14 July 2004, the Group entered into another agreement to acquire a retail shop, subject to existing tenancy, at Portland Street, Mongkok, Kowloon at the consideration of HK\$21,800,000. The acquisition was completed on 14 September 2004. On 25 August 2004, the Group entered into a sale and purchase agreement to acquire a retail shop at Cheung Sha Wan Road, Shamshuipo, Kowloon at the consideration of HK\$19,380,000. The acquisition was subject to its existing tenancy agreement and completed on 29 October 2004.

Subsequent to the balance sheet date, the Group entered into the other binding preliminary sale and purchase agreement on 15 June 2005 to acquire a retail shop at Dundas Street, Mongkok, Kowloon at the consideration of HK\$38,000,000. The acquisition is also subject to tenancy and expected to be completed in September 2005.

物業投資

由於本地經濟增長及市場氣氛好轉，香港地產市場於回顧年度內整體強勢反彈。從回顧年度物業成交量及成交價均告上升所見，地產投資者對市場感到樂觀。

此外，隨著迪士尼主題公園即將開幕，加上實施自由行計劃，零售市場之消費亦有所增加，繼而帶動零售物業租金及售價上升。於回顧年度內，本集團錄得其投資物業升值約91,497,000港元，使集團投資物業組合之平均租金回報率跌至4.58%（二零零四年：5.3%）。

鑑於零售業務持續增長，及零售地產市場興旺，本集團於回顧年度內繼續購買若干優質物業。於二零零四年二月六日，本集團訂立協議（受現有租約規限）購買九龍尖沙咀東部新文華中心六間零售店舖，代價為53,000,000港元。交易已於二零零四年四月六日完成。於二零零四年七月十四日，本集團訂立另一份協議收購九龍旺角砵蘭街一間零售店舖，代價為21,800,000港元。該收購事項受其現有租約規限，並於二零零四年九月十四日完成。於二零零四年八月二十五日，本集團訂立買賣協議，購買九龍深水埗長沙灣道一間零售商舖，代價為19,380,000港元。該收購事項受現有租約規限，並於二零零四年十月二十九日完成。

於結算日後，本集團於二零零五年六月十五日訂立另一份具約束力之初步買賣協議，收購九龍旺角登打士街一間零售商舖，代價為38,000,000港元。收購事項亦受租約規限，預期將於二零零五年九月完成。

CHAIRMAN'S STATEMENT

主席報告書

In view of the upward trend of the local property markets, the Directors deem all those acquisitions as sound investment opportunities with stable rental income sources yielding from 4.6% to 7.4% per annum based on the terms of the existing tenancy agreements and the acquisition prices.

Internet Services

Through the websites – <http://www.landsearch.com.hk>, <http://www.ipropertyguard.com.hk> (operated by a subsidiary, Land Search Online Limited (“Land Search Online”)) and <http://www.legalsearch.com.hk> (operated by an associate), the Group provided a wide range of valuable online public information including encumbrances and litigation information, market research analysis and risk and credibility assessment.

However, due to continuing keen competition from other operators in this industry, Land Search Online persistently operated at loss since its commencement of business.

In view of the substantial accumulated losses incurred in the internet services and no significant improvement in its operating performance, the Group entered into a sale and purchase agreement with an independent third party on 9 April 2005 for disposal of this business at the consideration of approximately HK\$2,000,000.

ASSOCIATED COMPANY

– NEW CENTURY MARITIME LIMITED

To improve and grow the Group's core business on tourism-related businesses, the Group entered into an agreement on 26 March 2004 (as supplemented on 30 March 2004) with connected parties to acquire 25% equity interest in New Century Maritime Limited (“NCML”), an investment holding company whose principal assets are the entire beneficial interests in the Cruise Ships, together with the rights and benefits of and in the sale loan of US\$10,562,693.75 (equivalent to approximately HK\$82,389,000) (the “First Acquisition”). The First Acquisition was completed on 20 July 2004 and the consideration was satisfied by the Company's issuance of a convertible bond in the principal amount of US\$10,565,193.75 (equivalent to approximately HK\$82,409,000) entitling the holder thereof to convert the outstanding principal amount into new ordinary shares at an exercise price of HK\$0.61 per share (subject to adjustment) or repayable on the second anniversary of its issuance.

鑑於本地地產市場向好，董事認為收購事項實屬良好之投資機會，能提供穩定之租金收入來源，按現有租約之條款及收購價計算，回報率達每年4.6%至7.4%。

互聯網服務

透過網站<http://www.landsearch.com.hk>、<http://www.ipropertyguard.com.hk> (由附屬公司查冊通互聯網有限公司(「查冊通」)經營)及<http://www.legalsearch.com.hk> (由一間聯營公司經營)，本集團向用戶提供各種寶貴網上公開資料，包括產權負擔及訴訟資料、市場調查分析及風險及信用評估。

然而，由於業內其他營運商之激烈競爭持續，查冊通自經營以來一直出現虧損。

鑑於互聯網服務累積大額虧損，及其業務表現未見明顯改善，本集團於二零零五年四月九日與獨立第三方訂立買賣協議，按代價約2,000,000港元出售此項業務。

聯營公司

– NEW CENTURY MARITIME LIMITED

為改善及發展本集團於旅遊相關業務之核心業務，本集團與關連人士於二零零四年三月二十六日訂立協議(於二零零四年三月三十日補充)，收購New Century Maritime Limited(「NCML」)(其主要資產為郵輪全部實益權益之投資控股公司)25%股權連同銷售貸款10,562,693.75美元(相當於約82,389,000港元)之權利及利益(「首次收購」)。首次收購於二零零四年七月二十日完成，代價乃以本公司發行本金額為10,565,193.75美元(相當於約82,409,000港元)之可換股債券方式支付，可換股債券之持有人有權將未償還本金額兌換為新普通股，行使價為每股0.61港元(可予調整)，否則，可換股債券須於發行後兩年屆滿時償還。

CHAIRMAN'S STATEMENT

主席報告書

On 23 November 2004, the Group entered into another agreement with the connected parties to acquire further 20% equity interest in NCML together with the rights of and benefits in the sale loan at an aggregate consideration of US\$9,219,586.30 (equivalent to approximately HK\$71,913,000) (the "Second Acquisition"). This Second Acquisition was completed on 1 March 2005 and the consideration was satisfied by the Group partly by cash of approximately US\$1,711,000 (equivalent to approximately HK\$13,346,000) and the remaining US\$8,450,155 (equivalent to approximately HK\$65,911,000) by the Company's issuance of another convertible bond entitling the holder thereof to convert the outstanding principal amount into new ordinary shares at an exercise price of HK\$0.62 per share (subject to adjustment) or repayable on the second anniversary of its issuance.

Following the First Acquisition and the Second Acquisition, the Group holds 45% equity interest in NCML. The results of NCML are shared by the Group under equity accounting method. For the year ended 31 March 2005, the Group's share of profits from NCML was approximately HK\$20,438,000. It is expected to be one of major engines for the Group's growth.

PROSPECTS

In the past few years, the management adopted strategies to liquidate unsound businesses and to strengthen the Group's investments with stable revenue generating power. The Group has chosen its core businesses on property investment and tourism-related business as its long term strategies, which includes but is not limited to the cruise ship and hotel investments in Asia Pacific Region. During the year under review, the Group made a great step on its chosen core businesses by acquiring 45% ownership in two cruise ships and several properties at prime location with attractive returns.

Looking ahead, the management deeply believes that built on the strong foundation of efficient management and sound financial controls, all the core businesses of New Century Group Hong Kong Limited will continue in sustained growth.

於二零零四年十一月二十三日，本集團與該等關連人士訂立另一份協議，以收購NCML之額外20%股權連同銷售貸款之權利及利益，總代價為9,219,586.30美元（相當於約71,913,000港元）（「第二次收購」）。第二次收購於二零零五年三月一日完成，本集團以現金約1,711,000美元（相當於約13,346,000港元）支付部分代價，餘額8,450,155美元（相當於約65,911,000港元）由本公司發行另一批可換股債券支付，可換股債券持有人有權將未償還本金額兌換為新普通股，行使價為每股0.62港元（可予調整），否則，可換股債券須於發行後兩年屆滿時償還。

在首次收購及第二次收購後，本集團持有NCML 45%之股權。本集團以權益會計法分佔NCML之業績。截至二零零五年三月三十一日止年度，本集團攤分NCML之溢利約為20,438,000港元，預期將會成為本集團主要增長動力之一。

前景

過去數年，管理層採取之策略為結束表現欠佳之業務及加強本集團具備穩定收益能力之投資。本集團選取以地產投資及旅遊相關業務作為核心業務，包括（但不限於）亞太區之郵輪及酒店投資業務，並以此作為長期策略。於回顧年度內，本集團憑藉收購兩艘郵輪45%之擁有權，以及位處黃金地段、回報理想之多項物業，大大鞏固其核心業務。

展望未來，管理層深信憑藉本集團穩固之根基，加上有效管理及良好之財務控制，新世紀集團香港有限公司之所有核心業務將能持續發展。

CHAIRMAN'S STATEMENT

主席報告書

APPRECIATION

The Group has made remarkable progress in its performance and is now on the path to a steady growth. I would like to take this opportunity express my thanks to all my colleagues on the board and the staff members of the Group for their hard work, loyal service and contributions as well as all business partners and shareholders for their continuous support to the Group.

Wilson Ng
Chairman

Hong Kong, 26 July 2005

鳴謝

本集團之業績大有改善，現正穩步增長。本人謹此向本集團各位竭誠盡力之董事及員工致以由衷謝意，亦感謝各業務夥伴及股東一直以來對本集團之支持。

主席
黃偉盛

二零零五年七月二十六日，香港