

Report of the Directors

董事會報告書

The directors submit their report together with the audited financial statements of Raymond Industrial Limited (the “Company”) and its subsidiaries (the “Group”) for the year ended 31st December 2005.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activities of the Company and its subsidiaries are investment holding, and manufacturing and sale of electrical home appliances in North America, Japan, Australia, Europe and the People's Republic of China (the “PRC”).

An analysis of the Group's performance for the year by geographical and business segments is set out in note 5 to the financial statements.

The Group's head office is in Hong Kong and all of its products are manufactured in the PRC. The principal activities and particulars of the Group's subsidiaries are set out in note 18 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on pages 37 and 38.

The directors declared an interim dividend of 5 HK cents per ordinary share (2004: 5 HK cents per ordinary share), totaling approximately HK\$18,904,000 (2004: HK\$18,535,000), which was paid on 18th October 2005.

The directors recommend the payment of a final dividend of 11 HK cents per ordinary share (2004: 11 HK cents per ordinary share) and a special dividend of 50 HK cents per ordinary share, totaling approximately HK\$234,619,000 (2004: HK\$40,782,000).

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 26 to the financial statements.

董事會謹此呈利民實業有限公司(「本公司」)及其附屬公司(「本集團」)截至二零零五年十二月三十一日止年度之董事會報表及經審核財務報表。

主要業務及營運地區之分析

本公司及其附屬公司之主要業務是投資控股及製造、在北美、日本、澳洲、歐洲及中華人民共和國(「中國」)銷售家用電器。

本年度按地區及業務分類之本集團業績表現分析載於財務報表附註5。

本集團之總部設在香港，所有產品均在中國製造。本集團附屬公司之主要業務及詳情載於財務報表附註18。

業績與分配

本集團本年度之業績載於第37頁及38頁之綜合損益表內。

董事會已宣佈中期股息每股港幣5仙(二零零四年：每股港幣5仙)，合共約港幣18,904,000元(二零零四年：港幣18,535,000元)，已於二零零五年十月十八日派發。

董事會現建議派發末期股息每股港幣11仙(二零零四年：每股港幣11仙)及特別股息每股港幣50仙，合共約港幣234,619,000元(二零零四年：港幣40,782,000元)。

儲備

本集團及本公司在本年度之儲備變動載於財務報表附註26。

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DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$50,000.

捐款

本集團在本年度作出之慈善及其他捐款合共港幣50,000元。

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and the Company are set out in note 15 to the financial statements.

物業，廠房及設備

本集團及本公司之物業，廠房及設備變動詳情載於財務報表附註15。

PRINCIPAL PROPERTIES

Details of the principal properties held for investment purposes are set out on page 116.

主要物業

用作投資之主要物業詳情載於第116頁。

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 25 to the financial statements.

股本

本公司之股本變動詳情載於財務報表附註25。

PENSION SCHEMES

Particulars of the pension schemes of the Group are set out in note 29 to the financial statements.

退休金計劃

本集團之退休金計劃詳情載於財務報表附註29。

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31st December 2005, calculated under section 79B of the Hong Kong Companies Ordinance, amounted to approximately HK\$159,954,000 (2004: HK\$165,601,000).

可供分派儲備

按照公司條例第79節B，本公司在二零零五年十二月三十一日之可供分派儲備為港幣159,954,000元（二零零四年：港幣165,601,000元）。

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association and there was no restriction against such rights under the laws of Hong Kong, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

股本優先購買權

本公司之組織章程中並無優先購股權之條文，而香港之法例亦無規定公司需按比例向現有股東發售新股之類的限制。

FIVE YEARS 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 pages 114 and 115.

五年財政摘要

本集團過去五個財政年度之業績及資產負債摘要載於第114及115頁。

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PURCHASE, SALE OR REDEMPTION OF SECURITIES

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

SHARE OPTIONS

Share options are granted to directors, employees and other eligible participants specified under the Share Option Scheme (the "Scheme") approved by shareholders of the Company at an extraordinary general meeting on 6th June 2003. Details of the Scheme are as follows:

| | |
|--------------|--|
| Purpose | To give eligible participants incentives or rewards for their contribution or potential contribution to the Group |
| Participants | <p>(i) Directors, employees of any member of the Group or any controlling shareholder of the Company ("Controlling Shareholder") or any company controlled by a Controlling Shareholder</p> <p>(ii) Holder of any securities issued by any member of the Group or any Controlling Shareholder of the Company or any company controlled by a Controlling Shareholder</p> <p>(iii) (a) any business or joint venture partner, contractor, agent or representative of,</p> <p>(b) any supplier of goods or services to, or</p> <p>(c) any customer or distributor of goods or services of,</p> <p>any member of the Group or any Controlling Shareholder or a company controlled by a Controlling Shareholder;</p> <p>and for the purpose of the Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of persons</p> |

購買、出售或贖回股份

本公司於年內並無贖回其股份。本公司及其任何附屬公司於年內亦無購買或出售本公司之股份。

購股權

根據本公司股東在二零零三年六月六日舉行之特別股東大會上批准之購股權計劃(「計劃」)，董事、僱員及其他合資格人士獲授予購股權。有關計劃之詳情如下：

| | |
|-----|--|
| 目的 | 旨在讓本集團向參與者授出購股權，作為對本集團已作出或未來將作出之貢獻的激勵或獎勵 |
| 參與者 | <p>(i) 本集團任何成員公司或本公司之控股股東(「控股股東」)或控股股東所控制之公司之董事、僱員；</p> <p>(ii) 持有本集團任何成員、控股股東或控股股東所控制之公司所發行之任何證券之持有人；</p> <p>(iii) (a) 任何業務或合作夥伴、承包商、代理及代表；或</p> <p>(b) 任何貨品或服務供應商；或</p> <p>(c) 任何客戶及分銷商</p> <p>乃本集團任何成員或控股股東或由控股股東控制之任何公司；</p> <p>並就該計劃而言，將包括由一位或多位隸屬以上任何合資格人士所控制之公司</p> |

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SHARE OPTIONS (Continued)

| | |
|--|--|
| Total number of shares available for issue and the percentage of the issued share capital that it represents as at the date of the annual report | 10,660,000 shares and 2.77% of the issued share capital |
| Maximum entitlement of each participant | 1% of the aggregate number of shares in issue any 12-month period up to the date of grant |
| Period within which the securities must be taken up under an option | Within a maximum period of 10 years commencing from the date of grant of such options |
| Minimum period for which an option must be held before it can be exercised | Not applicable |
| Amount payable on acceptance of the option | HK\$1.00 for each lot of share options granted |
| Period within which payments must be made | 21 days from the date of the offer |
| Basis of determining the exercise price | The higher of (i) the closing price of the shares on the offer date or (ii) the average closing price of the shares for the 5 trading days immediately preceding the offer of the option, provided that the exercise price is not less than the nominal value of the share |
| The remaining life of the Scheme | The Scheme remains in force until 5th June 2013 unless otherwise terminated under terms of the Scheme |

購股權 (續)

| | |
|------------------------------|---|
| 可供發行之普通股總數及於本年報之日期佔已發行股本之百分比 | 10,660,000股普通股，佔已發行股本2.77% |
| 每名參與者可享購股權上限 | 在任何十二個月期間參與者行使其所獲授之購股權，不得超過本公司已發行普通股股本之1% |
| 購股權必須認購普通股之期限 | 購股權可於授出之日行使，惟購股權之可行使期限不可超過十年 |
| 行使購股權前最少持有期限 | 不適用 |
| 接納購股權時須支付之金額 | 每批授出之購股權為港幣1元 |
| 接納購股權付款期間 | 授出日21日內 |
| 釐定行使價之基準 | 以下列兩者中之較高者：(i)有關購股權授出當日之收市價或(ii)有關購股權授出日前五個營業日之平均收市價。惟每股購股權之行使價不可低於每股普通股之面值 |
| 計劃之有效期 | 除非在計劃之條款下另作終止，否則計劃維持有效至二零一三年六月五日 |

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董事會報告書

SHARE OPTIONS (Continued)

購股權 (續)

Details of the share options outstanding as at 31st December 2005 which have been granted under the Scheme are as follows:

於二零零五年十二月三十一日，根據計劃授出而尚未行使的購股權的詳情如下：

| Name 姓名 | Number of options 購股權數目 | | | | Exercise price 行使價 HK\$ 港幣 | Grant date 授出日期 | Exercisable from 行使期由 | Exercisable until 行使期至 |
|---|---|---------------------------------------|---|--|-------------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| | Held at 1st January 2005 於二零零五年 一月一日之結餘 | Granted during the year 年內授出 | Exercised during the year 年內行使 (note) (附註) | Held at 31st December 2005 於二零零五年 十二月三十一日 之結餘 | | | | |
| <i>Executive directors</i> 執行董事 | | | | | | | | |
| Mr. Wong, Wilson Kin Lae 黃乾利先生 | - | 1,100,000 | 1,100,000 | - | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| Mr. Wong, John Ying Man 黃英敏先生 | 3,143,008 | - | 3,143,008 | - | 1.25 | 23rd June 2003 二零零三年 六月二十三日 | 23rd June 2003 二零零三年 六月二十三日 | 5th June 2013 二零一三年 六月五日 |
| | - | 605,000 | - | 605,000 | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| Mr. Wong, Kennedy Ying Ho 黃英豪先生 | 3,143,008 | - | 1,143,008 | 2,000,000 | 1.25 | 23rd June 2003 二零零三年 六月二十三日 | 23rd June 2003 二零零三年 六月二十三日 | 5th June 2013 二零一三年 六月五日 |
| | - | 607,000 | - | 607,000 | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| Mr. Wong, Raymond Man Hin 黃文顯先生 | - | 3,100,000 | 500,000 | 2,600,000 | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| <i>Non-executive directors</i> 非執行董事 | | | | | | | | |
| Dr. Wong, Philip Kin Hang 黃乾亨博士 | - | 3,588,000 | 600,000 | 2,988,000 | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| Mr. Huang, Zhouchang 黃宙昌先生 | - | 600,000 | - | 600,000 | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| Mr. Qiang, Wenyu 強文郁先生 | - | 600,000 | - | 600,000 | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |

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SHARE OPTIONS (Continued)

購股權 (續)

| Name 姓名 | Number of options 購股權數目 | | | Held at 31st December 2005 於二零零五年 十二月三十一日 之結餘 | Exercise price 行使價 HK\$ 港幣 | Grant date 授出日期 | Exercisable from 行使期由 | Exercisable until 行使期至 |
|---|---|---------------------------------------|---|--|--|-----------------------------------|-----------------------------------|--------------------------------|
| | Held at 1st January 2005 於二零零五年 一月一日之結餘 | Granted during the year 年內授出 | Exercised during the year 年內行使 (note) (附註) | | | | | |
| <i>Independent non-executive directors</i> 獨立非執行董事 | | | | | | | | |
| Mr. Leung, Michael Kai Hung 梁啟雄先生 | - | 330,000 | - | 330,000 | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| Mr. Fan, Anthony Ren Da 范仁達先生 | - | 330,000 | 330,000 | - | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| Mr. Ng, Yiu Ming 伍耀明先生 | - | 330,000 | 330,000 | - | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| <i>Alternate director</i> 代董事 | | | | | | | | |
| Mr. Xiong, Zhengfeng 熊正峰先生 | - | 330,000 | - | 330,000 | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| Other employees 其他僱員 | 50,000 | - | 50,000 | - | 1.25 | 23rd June 2003 二零零三年 六月二十三日 | 23rd June 2003 二零零三年 六月二十三日 | 5th June 2013 二零一三年 六月五日 |
| | - | 6,561,000 | 190,000 | 6,371,000 | 2.425 | 21st June 2005 二零零五年 六月二十一日 | 21st June 2005 二零零五年 六月二十一日 | 5th June 2013 二零一三年 六月五日 |
| Suppliers 供應商 | 100,000 | - | - | 100,000 | 1.25 | 23rd June 2003 二零零三年 六月二十三日 | 23rd June 2003 二零零三年 六月二十三日 | 5th June 2013 二零一三年 六月五日 |
| Other eligible persons 其他合資格人士 | - | 670,000 | - | 670,000 | 2.425 | 21st June 2005 二零零三年 六月二十三日 | 21st June 2005 二零零三年 六月二十三日 | 5th June 2013 二零一三年 六月五日 |
| | 6,436,016 | 18,751,000 | 7,386,016 | 17,801,000 | | | | |

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SHARE OPTIONS (Continued)

Note:

The weighted average closing price of the shares of the Company before the exercise dates on which the options were exercised is HK\$2.35.

The share options granted during the year have been recognised in the financial statements for the year ended 31st December 2005.

DIRECTORS

The directors during the year were:

Executive directors:

Mr. Wong, Wilson Kin Lae (*Chairman*)
Mr. Wong, John Ying Man
Mr. Wong, Kennedy Ying Ho
Mr. Wong, Raymond Man Hin

Non-executive directors:

Dr. Wong, Philip Kin Hang
Mr. Huang, Zhouchang
Mr. Qiang, Wenyu

Independent non-executive directors:

Mr. Leung, Michael Kai Hung
Mr. Fan, Anthony Ren Da
Mr. Ng, Yiu Ming

Alternate director:

Mr. Xiong, Zhengfeng

In accordance with Articles 95 and 112 of the Company's Articles of Association, Mr. Wong, Kennedy Ying Ho, Mr. Huang, Zhouchang and Mr. Fan, Anthony Ren Da will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election. The remaining directors will continue in office.

DIRECTORS' SERVICE CONTRACTS

None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or its subsidiaries which is not terminable within one year without payment of compensation, other than statutory compensation.

The non-executive directors do not have specific terms of appointment but are subject to retirement by rotation in accordance with the above articles.

購股權 (續)

附註：

於行使日前之本公司之普通股加權平均收市價為每股港幣2.35元。

於年內授予的購股權已於在二零零五年十二月三十一日年度止之財務報表確認。

董事

於年內在任之董事如下：

執行董事：

黃乾利先生 (主席)
黃英敏先生
黃英豪先生
黃文顯先生

非執行董事：

黃乾亨博士
黃宙昌先生
強文郁先生

獨立非執行董事：

梁啟雄先生
范仁達先生
伍耀明先生

代董事：

熊正峰先生

按照本公司組織章程第95及112條，黃英豪先生、黃宙昌先生和范仁達先生將於應屆股東週年大會輪值告休。惟他們願應選連任。其餘各董事繼續留任。

董事之服務合約

有意於應屆股東週年大會上連任之董事均無與本公司或其附屬公司簽訂任何不可於一年內免付賠償之服務合約 (法定補償除外) 而終止之服務合約。

非執行董事沒有特定的任期期限，但須根據以上條款輪任。

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DIRECTORS' INTERESTS IN CONTRACTS

Except for the transactions disclosed in note 34 to the financial statements, no contracts of significance in relation to the Group's business to which the Company or any of 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.

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

At 31st December 2005, the interests of the directors in the shares and underlying shares of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under section 352 of the SFO or as notified to the Company are as follows:

董事之合約權益

除財務報表附註34外，在年終或本年度任何時間內，均無訂立與本公司業務有關、及由本公司及其附屬公司概無簽訂任何涉及本集團之業務而本公司董事直接或間接在其中擁有重大權益之重要合約。

董事於本公司之股份及相關股份權益

於二零零五年十二月三十一日，各董事於本公司及其相聯法團(釋義見證券及期貨條例(「證券條例」))之股份及相關股份，根據本公司依證券條例第352條而設置之登記冊所載記錄，或根據本公司接獲通知之權益如下：

| Name of director 董事姓名 | Number of shares 股份數量 | | | | | Total 合計 | Percentage 百分率 |
|--|-------------------------------|-----------------------------|--------------------------------|----------------------------|-------------------------|-------------|-------------------|
| | Personal interests 個人權益 | Family interests 家屬權益 | Corporate interests 法團權益 | Other interests 其他權益 | Share options 購股權 | | |
| <i>Executive directors</i> | <i>執行董事</i> | | | | | | |
| Mr. Wong, Wilson Kin Lae | 4,576,008 | 150,000 (a) | 13,431,837 (b) | 77,881,760 (c) | - | 96,039,605 | 25.40% |
| Mr. Wong, John Ying Man | 4,568,448 | - | - | - | 605,000 (g) | 5,173,448 | 1.37% |
| Mr. Wong, Kennedy Ying Ho | 1,143,008 | - | 12,385,820 (d) | - | 2,607,000 (g) | 16,135,828 | 4.27% |
| Mr. Wong, Raymond Man Hin | 4,617,972 | - | - | - | 2,600,000 (g) | 7,217,972 | 1.91% |
| <i>Non-executive directors</i> | <i>非執行董事</i> | | | | | | |
| Dr. Wong, Philip Kin Hang | 600,000 | 421,000 (e) | 35,069,688 (f) | - | 2,988,000 (g) | 39,078,688 | 10.34% |
| Mr. Huang, Zhouchang | - | - | - | - | 600,000 (g) | 600,000 | 0.16% |
| Mr. Qiang, Wenyu | - | - | - | - | 600,000 (g) | 600,000 | 0.16% |
| <i>Independent non-executive directors</i> | <i>獨立非執行董事</i> | | | | | | |
| Mr. Leung, Michael Kai Hung | 2,164,300 | - | - | - | 330,000 | 2,494,300 | 0.66% |
| Mr. Fan, Anthony Ren Da | 644,300 | - | - | - | - | 644,300 | 0.17% |
| Mr. Ng, Yiu Ming | 330,000 | - | - | - | - | 330,000 | 0.09% |
| <i>Alternate director</i> | <i>代董事</i> | | | | | | |
| Mr. Xiong, Zhengfeng | - | - | - | - | 330,000 | 330,000 | 0.09% |

Report of the Directors

董事會報告書

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

(Continued)

- (a) These shares were held by Ms. Sun, Amelia Kwing Hai, spouse of Mr. Wong, Wilson Kin Lae.
- (b) These shares were held through Broadbridge Enterprises Limited, a company beneficially owned by Mr. Wong, Wilson Kin Lae and his spouse.
- (c) These shares were held under a trust, the beneficiaries of which include the children of Mr. Wong, Wilson Kin Lae.
- (d) These shares were held through Limin Corporation, a company controlled by Mr. Wong, Kennedy Ying Ho.
- (e) These shares were held by Mrs. Wong Cheng, Gertrude Kwok Cheung, spouse of Dr. Wong, Philip Kin Hang.
- (f) These shares were held through Ho Kit Man Inc., a company controlled by Dr. Wong, Philip Kin Hang and his spouse.
- (g) Share options are granted to the Directors under the Scheme approved by shareholders at an Extraordinary General Meeting on 6th June 2003 and a refreshment of share option mandate limit under the Scheme that was approved by shareholders at the Annual General Meeting on 3rd June 2005. Please refer to details disclosed under "Share Options" above.

All the interests disclosed under this section represent long positions in the shares and share options of the Company.

Saved as disclosed above, at no time during the year was the Company or its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its associated corporation.

董事於本公司之股份及相關股份權益 (續)

- (a) 該等股份乃透過黃乾利先生之配偶辛炯僖女士持有。
- (b) 該等股份乃透過黃乾利先生及其配偶實益擁有之 Broadbridge Enterprises Limited 持有。
- (c) 該等股份乃透過由包括黃乾利先生之子女實益擁有之信託基金持有。
- (d) 該等股份乃透過由黃英豪先生控制之 Limin Corporation 持有。
- (e) 該等股份乃透過黃乾亨博士之配偶黃鄭國璋女士持有。
- (f) 該等股份乃透過由黃乾亨博士及其配偶黃鄭國璋女士實益擁有之 Ho Kit Man Inc. 持有。
- (g) 根據本公司於二零零三年六月六日舉行之股東特別大會上批准之購股權計劃及於二零零五年六月三日舉行之股東週年大會上批准之更新認股權授權限額，董事獲授予購股權。詳情請參閱上列之「購股權」部份。

此部份所列之權益均為於本公司之股份及購股權中的好倉。

除上述外，於年內，本公司及其附屬公司並沒有參與任何協定，使本公司董事可藉收購本公司或其他法人集團之股份或債券而取得利益。

Report of the Directors

董事會報告書

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

According to the register of substantial shareholders maintained under section 336 of the SFO as at 31st December 2005, the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the directors.

主要股東於本公司之股份及相關股份之權益

除上述董事之股份權益外，於二零零五年十二月三十一日，根據證券條例第336條而設置之主要股東登記冊，本公司已接獲下列持有本公司已發行股本5%或以上權益之通知：

| Name of shareholders 股東名稱 | | Number of shares 股份數量 | | | | Total 合計 | Percentage 百分比 |
|---|----------------|-------------------------------|-----------------------------|--------------------------------|----------------------------|-------------|-------------------|
| | | Personal interests 個人權益 | Family interests 家屬權益 | Corporate interests 法團權益 | Other interests 其他權益 | | |
| Ms. Sun, Amelia Kwing Hai Haylee Inc. | 辛炯僖女士 | 150,000 | 82,457,768 (a) | 13,431,837 (b) | - | 96,039,605 | 25.40% |
| East Asia International Trustees Limited | 東亞國際信託 有限公司 | - | - | - | 77,881,760 (c) | 77,881,760 | 20.60% |
| Silver Talent Development Limited | 銀立發展有限公司 | - | - | 53,080,800 | - | 53,080,800 | 14.04% |
| Allianz AG | Allianz AG | - | - | 47,873,000 | - | 47,873,000 | 12.66% |
| Mrs. Wong Cheng, Gertrude Kwok Cheung | 黃鄭國璋女士 | 421,000 | 3,588,000 (e) | 35,069,688 (f) | - | 39,078,688 | 10.34% |
| Ho Kit Man Inc. | | - | - | 35,069,688 | - | 35,069,688 | 9.28% |

Notes:

附註：

- (a) These shares were held by Mr. Wong, Wilson Kin Lae, spouse of Ms. Sun, Amelia Kwing Hai, of which details are set out in the "Directors' interests in shares and underlying shares of the Company" section above.
- (a) 該等股份乃透過辛炯僖女士之配偶黃乾利先生持有。詳情請參閱上列之「董事於本公司之股份及相關股份權益」。
- (b) These shares were held through Broadbridge Enterprises Limited, a company beneficially owned by Ms. Sun, Amelia Kwing Hai and her spouse.
- (b) 該等股份乃透過辛炯僖女士及其配偶實益擁有之 Broadbridge Enterprises Limited 持有。
- (c) Haylee Inc. held the shares for the trust disclosed in Note (c) under "Directors' interests in shares and underlying shares of the Company" section above.
- (c) 該等股份乃透過 Haylee Inc. 為載於上列之「董事於本公司之股份及相關股份權益」附註(b)之信託基金持有。
- (d) The interests of its wholly-owned corporation, Haylee Inc., disclosed in Note (c) above were attributable to East Asia International Trustees Limited.
- (d) 該等股份乃透過東亞國際信託有限公司之全資擁有之公司 - Haylee Inc. 持有。詳情請參閱上列附註(c)。
- (e) These shares were held by Dr. Wong, Philip Kin Hang, spouse of Mrs. Wong Cheng, Gertrude Kwok Cheung, of which details are set out in the "Directors' interests in shares and underlying shares of the Company" section above.
- (e) 該等股份乃透過黃鄭國璋女士之配偶黃乾亨博士持有。詳情請參閱上列之「董事於本公司之股份及相關股份權益」。
- (f) These shares were held through Ho Kit Man Inc., a company controlled by Mrs. Wong Cheng, Gertrude Kwok Cheung and her spouse.
- (f) 該等股份乃透過黃鄭國璋女士及配偶控制之 Ho Kit Man Inc. 持有。

All the interests disclosed under this section represent long positions in the shares of the Company.

此部份所列之權益均為於本公司之股份中的好倉。

Report of the Directors

董事會報告書

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

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 | 16% |
| – five largest suppliers combined | 26% |
| Sales | |
| – the largest customer | 27% |
| – five largest customers combined | 69% |

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.

CONNECTED TRANSACTIONS

Significant related party transactions entered into by the Group during the year ended 31st December 2005, which do not constitute connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), are disclosed in note 34 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares at the date of the annual report.

SUBSEQUENT EVENT

Details of subsequent event are set out in the Chairman's Statement and note 35 to the financial statement.

管理合約

本集團於年內並無就整體業務或任何重要業務之管理或行政工作簽訂或存有任何合約。

主要客戶及供應商

本集團之主要供應商和客戶佔本集團是年度之採購額及銷售額之百分比如下：

| | |
|-----------|-----|
| 採購額 | |
| – 最大供應商 | 16% |
| – 五大供應商合計 | 26% |
| 銷售額 | |
| – 最大客戶 | 27% |
| – 五大客戶合計 | 69% |

董事、彼等之聯繫人士或任何股東(根據董事所知持有本公司5%以上股本權益之股東)並無於上述主要供應商或客戶中擁有任何權益。

關連交易

本集團於截至二零零五年十二月三十一日止之年內進行之重要關連交易不構成關連交易者(即根據香港聯合交易所有限公司之證券上市規則(《上市規則》)乃載於財務報表附註34。

足夠公眾持股量

董事根據所獲得之資料確定在此年報當日有足夠公眾持股量超過公司所發行股數25%。

結算後事項

結算後事項詳列在主席報告書及本財務報表之附註35。

Report of the Directors

董事會報告書

CORPORATE GOVERNANCE

Throughout the year, the Company was in compliance with the Code of Corporate Governance Practices (the “CG Code”) as set out in Appendix 14 of The Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), save for a deviation from code provision A.4.1 of the CG Code in respect of the service term of independent non-executive directors.

Under code provision A.4.1 of the CG Code, non-executive directors (including independent non-executive directors) should be appointed for a specific term and subject to re-election.

None of the existing independent non-executive directors of the Company is appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the CG Code. However, all independent non-executive directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company’s Articles of Association. The Company has also received the annual confirmation of independence from each independent non-executive director and has grounds to believe that independent non-executive director continues to be independent of the Company as long as they serve on the board of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the CG Code.

企業管治

於期內，除關於獨立非執行董事之服務任期偏離了常規守則A.4.1項條款外，本公司一直遵守《上市規則》附錄14所載之企業管治常規守則（「常規守則」）之規定。

根據常規守則A.4.1項條款規定，非執行董事（包括獨立非執行董事）應設有特定委任年期並須輪值告休。

本公司之現任獨立非執行董事均不設特定委任年期，此點偏離了常規守則A.4.1項條款之規定。然而，根據本公司之公司組織章程，獨立非執行董事均須在應屆股東週年大會輪值告休。本公司已收到各獨立非執行董事之年度獨立確認，深信各獨立非執行董事將繼續保持獨立，只要他們為董事會服務。因此，本公司認為已採取充份措施以確保本公司之企業管治水平並不較常規守則之要求寬鬆。

Report of the Directors

董事會報告書

AUDIT COMMITTEE

The written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted with reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Institute of Certified Public Accountants.

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the Group audit. It also reviews the effectiveness of both the external and internal audit and of internal controls and risk evaluation. The Committee comprises all independent non-executive directors and one non-executive director. Two meetings were held during the current financial year.

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, financial report process and internal control matters including a review of the audited financial statements for the year ended 31st December 2005.

AUDITORS

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

On behalf of the Board

Wong, Wilson Kin Lae
Chairman

Hong Kong, 12th April 2006.

審核委員會

審核委員會之職權和責任條文之預備及採用乃以香港會計師公會所發出之「成立審核委員會指引」作為藍本。

審核委員會擔任董事會和本公司核數師之間有關審計工作的重要橋樑。委員會審閱對外及內部審計及內部控制之效能及風險評估。委員會包括所有獨立非執行董事及一位非執行董事。委員會於本財政年度內共召開了兩次會議。

審核委員會已審閱於二零零五年十二月三十一日年度止之財務報表，審閱本集團之政策管理，採用之會計守則及商討審核，財務報表處理及內部控制事項。

核數師

本財務報表已由羅兵咸永道會計師事務所審核，該核數師任滿告退，但表示願意應聘連任。

承董事會命

主席
黃乾利

香港，二零零六年四月十二日