## REPORT OF THE DIRECTORS

# The Directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 March 2006

#### PRINCIPAL PLACE OF BUSINESS

Tian Teck Land Limited (the "Company") is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at Room 502, Euro Trade Centre, 21-23 Des Voeux Road Central, Hong Kong.

#### PRINCIPAL ACTIVITIES

The principal activities of the Company are property investment and investment holding. The principal activities and other particulars of the subsidiaries are set out in note 15 to the financial statements.

The analysis of the principal activities of the Company and its subsidiaries during the financial year is set out in note 4 to the financial statements.

#### **MAJOR CUSTOMERS AND SUPPLIERS**

During the year, the five largest suppliers and five largest customers of the Group accounted for less than 30% by value of the Group's total purchases and sales respectively.

#### **FINANCIAL STATEMENTS**

The profit of the Group for the year ended 31 March 2006 and the state of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 36 to 113.

An interim dividend of HK\$0.02 (2005: HK\$0.03) per share was paid on 12 January 2006. The Directors now recommend the payment of a final dividend of HK\$0.03 (2005: HK\$0.03) per share in respect of the year ended 31 March 2006.

#### **CHARITABLE DONATIONS**

Donations made by the Group during the year amounted to HK\$5,000 (2005: HK\$608,000).

# 董事會報告書

董事會謹將截至二零零六年三月三十一日止年度的年報及 經審核財務報表呈覽。

#### 主要營業地點

天德地產有限公司(「本公司」)是一間在香港註冊及成立的公司·其註冊辦事處和主要營業地點設於香港德輔道中 21至23號歐陸貿易中心502室。

#### 主要業務

本公司的主要業務為物業投資及投資控股。各附屬公司的主要業務及其他詳情載於財務報表附註15。

本公司及各附屬公司於本財政年度的主要業務分析載於財務報表附註4。

#### 主要客戶及供應商

於本年度內·本集團向其五大供應商所進行的採購及向五 大客戶所作出的銷售均分別低於總採購額及總銷售額的 30%。

#### 財務報表

本集團截至二零零六年三月三十一日止年度的溢利及本公司和本集團於該日的財政狀況載於財務報表內第36至第 113頁。

本公司已於二零零六年一月十二日派發中期股息每股港幣 2仙(二零零五年:港幣3仙)。董事會現建議派發截至二零 零六年三月三十一日止年度末期股息每股港幣3仙(二零 零五年:港幣3仙)。

#### 慈善捐款

本集團於本年度內的慈善捐款為港幣5,000元(二零零五年:港幣608,000元)。

## 董事會報告書 (續)

#### **FIXED ASSETS**

Movements in fixed assets are set out in note 14 to the financial statements.

固定資產

固定資產的變動詳情列載於財務報表附註14。

The investment properties of the Group are as follows:

本集團的投資物業如下:

#### **Property under redevelopment**

重建中物業

				Expected			
	Intended	Term	Stage of	date of		Gross	Group's
Location	use	of lease	completion	completion	Site area	floor area	interest
地點	計劃用途	租賃年期	落成進度	預計落成日期	地盤面積	樓面面積	集團權益
67 Nathan Road,	Commercial	Medium	Under	2009	4,044 sq m	53,048 sq m	50.01%
Kowloon			demolition				
(Kowloon Inland							
Lot No. 7425)							
九龍彌敦道六十七號	商業	中期	正在拆卸中	2009年	4,044平方米	53,048平方米	50.01%
(九龍內地段7425號)							

### Properties held for leasing and capital appreciation

#### 租賃及待資本增值物業

Location 地點	Existing use 現有用途	Term of lease 租賃年期
Good Luck Industrial Building Unit A on the Ground and 1st Floor, and Car Parking Spaces Nos. L1, L2, L3 & L4 on the Ground Floor, 105 How Ming Street, Kwun Tong, Kowloon	Workshops and car parking spaces	Medium
(Kwun Tong Inland Lot No. 22) 好運工業大廈 地下A單位、一樓A單位及 地下L1、L2、L3及L4停車位 九龍觀塘巧明街一百零五號 (觀塘內地段22號)	工場及停車位	中期

## 董事會報告書 (續)

### **FIXED ASSETS** (continued)

固定資產(續)

**Properties held for leasing and capital appreciation** (continued)

租賃及待資本增值物業(續)

Location 地點	Existing use 現有用途	Term of lease 租賃年期
PTD 58065 to 58149 and PTD 58151, Mukim of Tebrau, Johor Bahru, Johor, Malaysia	Undetermined 未確定	Freehold 永久
Goodluck Industrial Centre Ground, 2nd, 3rd and 4th Floors, 808 Lai Chi Kok Road, Cheung Sha Wan, Kowloon (New Kowloon Inland Lot No. 5780)	Petrol filling station, showrooms, car parking spaces and car workshops	Medium
好運工業中心 地下、二樓、三樓及四樓 九龍長沙灣荔枝角道 八百零八號 (新九龍內地段5780號)	油站·陳列室· 停車位及車房	中期
Yi An Plaza Unit 1 to 14, 8th Floor, No. 33 Jianshe 6 Road, Dong Shan District, Guangzhou, PRC	Office	Medium
宜安廣場 八樓一至十四單位 中國廣州市東山區 建設六馬路三十三號	辦公室	中期

#### **DIRECTORS**

The Directors during the financial year were:

#### **Executive directors**

Cheong Hooi Hong

Cheong Kheng Lim

Cheong Keng Hooi

Cheong Sim Lam

Cheong Been Kheng

#### Non-executive directors

Sin Cho Chiu, Charles Lau Wah Sum

#### Independent non-executive directors

Chow Wan Hoi, Paul Yau Allen Lee-Nam Tse Pang Yuen

In accordance with articles 103, 104 and 109 of the Company's Articles of Association, Mr Cheong Hooi Hong, Miss Cheong Been Kheng and Mr Lau Wah Sum shall retire from the board by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

#### **DIRECTORS' SERVICE CONTRACTS**

The executive directors were appointed to their respective executive offices in the Company's subsidiary, Associated International Hotels Limited ("AIHL"), for an initial period of two years effective on 1 January 1986 and their appointments shall continue after the said period unless and until either party giving to the other three months' notice in writing.

No director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

#### 董事會報告書(續)

#### 董事會

本財政年度的董事會成員如下:

#### 執行董事

鍾輝煌

鍾瓊林

鍾烱輝

鍾燊南

鍾敏卿

#### 非執行董事

冼祖昭

劉華森

#### 獨立非執行董事

周雲海

姚李男

謝鵬元

根據本公司的公司章程第103、104及109條,鍾輝煌先生、 鍾敏卿小姐及劉華森先生須於即將召開的股東周年大會上 輪值告退,惟願膺選連任。

#### 董事服務合約

執行董事分別獲本公司的附屬公司一凱聯國際酒店有限公司(「凱聯」)聘任為有關行政職位,最初任期由一九八六年一月一日起計為期二年。其後,該任期可延續直至任何一方給予對方三個月之書面通知為止。

擬於即將召開的股東周年大會中候選連任的董事概無訂立 本公司或其任何附屬公司於一年內不可在不予賠償(一般 法定賠償除外)的情況下終止的尚未屆滿的服務合約。

### 董事會報告書(續)

# INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES

The directors and chief executives of the Company who held office at 31 March 2006 had the following interests in the shares of the Company, any of its holding companies, subsidiaries, fellow subsidiaries or any other associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register of directors' and chief executives' interests and short positions required to be kept under section 352 of the SFO:

## 董事及最高行政人員擁有的股份、相關股份 和債權證的權益及淡倉

遵照《證券及期貨條例》第352條而備存的董事及最高行政人員權益及淡倉登記冊記錄顯示·於二零零六年三月三十一日在任的本公司董事及最高行政人員於該日擁有本公司、其任何控股公司、附屬公司、同系附屬公司或任何其他相聯法團(須符合《證券及期貨條例》所載的定義)股份的權益如下:

#### (a) The Company

#### (a) 本公司

#### Number of shares of HK\$0.25 each 每股面值港幣0.25元股份股數

		Personal interests	Family interests	Corporate interests	Total beneficial interests 實益權益	% of total issued shares 佔已發行 股份總數
Name	姓名	個人權益	家屬權益	公司權益	總數	的百分比
Cheong Hooi Hong	鍾輝煌	4,625,792	_	_	4,625,792	0.97%
Cheong Kheng Lim	鍾瓊林	46,023,872	115,292	_	46,139,164	9.72%
Cheong Keng Hooi	鍾烱輝	26,912,036	1,002,384	_	27,914,420	5.88%
Cheong Sim Lam	鍾燊南	1,099,504	_	_	1,099,504	0.23%
Cheong Been Kheng	鍾敏卿	300,100	_	_	300,100	0.06%
Sin Cho Chiu, Charles	冼祖昭	2,000	-	115,200 (Note)(註)	117,200	0.02%
Lau Wah Sum	劉華森	_	_	_	_	_
Chow Wan Hoi, Paul	周雲海	_	_	_	_	_
Yau Allen Lee-Nam	姚李男	_	_	_	_	_
Tse Pang Yuen	謝鵬元	_	_	_	_	_

Note: The corporate interests of 115,200 shares represent 115,200 shares held by Chason Limited where Mr Sin Cho Chiu, Charles is taken to be interested in such shares under the SFO.

註: 公司權益下的115,200股為昭英有限公司所持有的 115,200股股份。根據《證券及期貨條例》,洗祖昭先生 被視為擁有此等股份的權益。

### 董事會報告書 (續)

## INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

(b) Associated International Hotels Limited

董事及最高行政人員擁有的股份、相關股份 和債權證的權益及淡倉(續)

#### (b) 凱聯國際酒店有限公司

#### Number of ordinary shares of HK\$1 each 每股面值港幣1元普通股股數

		Personal interests	Family interests	Corporate interests	Total beneficial interests	% of total issued shares 佔已發行
					實益權益	股份總數
Name	姓名	個人權益	家屬權益	公司權益	總數	的百分比
Cheong Hooi Hong	鍾輝煌	2,073,992	_	_	2,073,992	0.58%
Cheong Kheng Lim	鍾瓊林	26,089,715	34,000	_	26,123,715	7.26%
Cheong Keng Hooi	鍾烱輝	15,275,839	275,280	_	15,551,119	4.32%
Cheong Sim Lam	鍾燊南	1,807,155	24,000	_	1,831,155	0.51%
Cheong Been Kheng	鍾敏卿	3,931,198	_	_	3,931,198	1.09%
Sin Cho Chiu, Charles	冼祖昭	242,000	_	120,000	362,000	0.10%
				(Note)(註)		
Lau Wah Sum	劉華森	_	_	_	_	_
Chow Wan Hoi, Paul	周雲海	_	_	_	_	_
Yau Allen Lee-Nam	姚李男	_	_	_	_	_
Tse Pang Yuen	謝鵬元	_	_	_	_	_

Note: The corporate interests of 120,000 shares represent 120,000 註: 公司權益下的120,000股為昭英有限公司所持有的 ordinary shares held by Chason Limited where Mr Sin Cho Chiu, 120,000股普通股。根據《證券及期貨條例》·冼祖昭先 Charles is taken to be interested in such shares under the SFO.

生被視為擁有此等股份的權益。

#### 董事會報告書(續)

# INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

(c) Austin Hills Country Resort Bhd.

董事及最高行政人員擁有的股份、相關股份 和債權證的權益及淡倉(續)

(c) Austin Hills Country Resort Bhd.

# Number of ordinary shares of Malaysian Ringgit 1 each 毎股面值馬幣1元普通股股數

		Personal interests	Family interests	Corporate interests	Total beneficial interests 實益權益	% of total issued shares 佔已發行 股份總數
Name	姓名	個人權益	家屬權益	公司權益	<b>奥</b> 血作 血 總數	的百分比
Cheong Hooi Hong	鍾輝煌	_	_	_	_	_
Cheong Kheng Lim	鍾瓊林	1	-	_	1	0.00001%
Cheong Keng Hooi	鍾烱輝	-	_	_	_	_
Cheong Sim Lam	鍾燊南	_	3	_	3	0.00003%
Cheong Been Kheng	鍾敏卿	_	-	_	_	_
Sin Cho Chiu, Charles	冼祖昭	_	_	_	_	_
Lau Wah Sum	劉華森	-	_	_	_	_
Chow Wan Hoi, Paul	周雲海	-	_	_	_	_
Yau Allen Lee-Nam	姚李男	_	_	_	_	_
Tse Pang Yuen	謝鵬元	_	_	_	_	_

#### (d) Tian Teck Investment Holding Co., Limited

#### (d) 天德有限公司

# Number of ordinary shares of HK\$1 each 毎股面值港幣1元普通股股數

		Personal interests	Family interests	Corporate interests	Total beneficial interests 實益權益	% of total issued shares 佔已發行 股份總數
Name	姓名	個人權益	家屬權益	公司權益	總數	的百分比
Cheong Hooi Hong	鍾輝煌	25	_	_	25	25%
Cheong Kheng Lim	鍾瓊林	25	_	_	25	25%
Cheong Keng Hooi	鍾烱輝	25	_	_	25	25%
Cheong Sim Lam	鍾燊南	25	_	_	25	25%
Cheong Been Kheng	鍾敏卿	_	_	_	_	_
Sin Cho Chiu, Charles	冼祖昭	-	_	_	_	_
Lau Wah Sum	劉華森		_	_	_	_
Chow Wan Hoi, Paul	周雲海	-	_	_	_	_
Yau Allen Lee-Nam	姚李男	_	_	_	_	_
Tse Pang Yuen	謝鵬元	_	_	_	_	-

## 董事會報告書(續)

# INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

(e) Yik Fok Investment Holding Company, Limited

董事及最高行政人員擁有的股份、相關股份 和債權證的權益及淡倉(續)

#### (e) 益福有限公司

# Number of ordinary shares of HK\$1 each 毎股面值港幣1元普通股股數

Name	姓名	Personal interests 個人權益	Family interests 家屬權益	Corporate interests 公司權益	Total beneficial interests 實益權益 總數	% of total issued shares 佔已發行 股份總數 的百分比
Cheong Hooi Hong		10	_	_	10	0.00005%
Cheong Kheng Lim	鍾瓊林	10	_	_	10	0.00005%
Cheong Keng Hooi	鍾烱輝	10	_	_	10	0.00005%
Cheong Sim Lam	鍾燊南	10	_	_	10	0.00005%
Cheong Been Kheng	鍾敏卿	1,350	_	_	1,350	0.00675%
Sin Cho Chiu, Charles	冼祖昭	_	_	_	_	-
Lau Wah Sum	劉華森	_	_	_	_	-
Chow Wan Hoi, Paul	周雲海	_	_	_	_	_
Yau Allen Lee-Nam	姚李男	_	_	_	_	-
Tse Pang Yuen	謝鵬元	_	_	_	_	-

Apart from the foregoing, none of the directors and chief executives of the Company or any of their spouses or children under eighteen years of age as at 31 March 2006 has interests or short positions in the shares, underlying shares or debentures of the Company, any of its holding companies, subsidiaries, fellow subsidiaries or any other associated corporations, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

遵照《證券及期貨條例》第352條而備存的登記冊記錄,或按照《上市發行人董事進行證券交易的標準守則》以其他方式向本公司申報的資料顯示,除上述所披露者外,於二零零六年三月三十一日,本公司董事及最高行政人員或他們的配偶或未滿十八歲的子女均沒有擁有本公司、其任何控股公司、附屬公司、同系附屬公司或任何其他相聯法團的股份、相關股份或債權證的權益或淡倉。

# INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES

The Company has been notified of the following interests in the Company's issued shares at 31 March 2006 amounting to 5% or more of the shares in issue:

#### 董事會報告書(續)

# 主要股東及其他人士擁有的股份和相關股份的權益及淡倉

本公司獲知下列公司或人士於二零零六年三月三十一日擁有本公司已發行股份5%或以上的權益:

		Number of shares of HK\$0.25 each 每股面值 港幣0.25元股份股數	Percentage of total issued shares 佔已發行股份 總數的百分比
Tian Teck Investment Holding Co., Limited	天德有限公司	237,370,032	50.001%
Cheong Kheng Lim	鍾瓊林	46,139,164	9.72%
		(Note 1)(註1)	
Cheong Keng Hooi	鍾烱輝	27,914,420	5.88%
		(Note 2)(註2)	
Lim Yoke Soon	林育遜	46,139,164	9.72%
		(Note 3)(註3)	
Wu Soo Huei	巫惠惠	27,914,420	5.88%
		(Note 4)(註4)	

#### Notes:

- (1) Out of the 46,139,164 shares in which Mr Cheong Kheng Lim is interested, 46,023,872 shares were held by Mr Cheong Kheng Lim himself, and 115,292 shares were held by his spouse, Ms Lim Yoke Soon.
- (2) Out of the 27,914,420 shares in which Mr Cheong Keng Hooi is interested, 26,912,036 shares were held by Mr Cheong Keng Hooi himself, and 1,002,384 shares were held by his spouse, Ms Wu Soo Huei.
- (3) Out of the 46,139,164 shares in which Ms Lim Yoke Soon is interested, 115,292 shares were held by Ms Lim Yoke Soon herself, and 46,023,872 shares were held by her spouse, Mr Cheong Kheng Lim.
- (4) Out of the 27,914,420 shares in which Ms Wu Soo Huei is interested, 1,002,384 shares were held by Ms Wu Soo Huei herself, and 26,912,036 shares were held by her spouse, Mr Cheong Keng Hooi.

Apart from the foregoing, as at 31 March 2006 no other interests or short positions in the shares and underlying shares of the Company required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

#### 註:

- (1) 鍾瓊林先生擁有之46,139,164股股份中的46,023,872股為 鍾瓊林先生個人持有·115,292股則為其配偶林育遜女士持 有。
- (2) 鍾烱輝先生擁有之27,914,420股股份中的26,912,036股為 鍾烱輝先生個人持有·1,002,384股則為其配偶巫惠惠女士 持有。
- (3) 林育遜女士擁有之46,139,164股股份中的115,292股為 林育遜女士個人持有·46,023,872股則為其配偶鍾瓊林先生 持有。
- (4) 巫惠惠女士擁有之27,914,420股股份中的1,002,384股為 巫惠惠女士個人持有·26,912,036股則為其配偶鍾烱輝先生 持有。

除上述所披露者外·於二零零六年三月三十一日·本公司並 無獲通知有關任何其他因遵照《證券及期貨條例》第336條 而須備存於登記冊的本公司股份和相關股份的權益及淡倉 記錄。

#### **DIRECTORS' INTERESTS IN CONTRACTS**

No contract of significance to which the Company, its holding company, subsidiaries, fellow subsidiaries or any other associated corporations was a party, in which a director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

#### MANAGEMENT CONTRACTS

- (a) A management agreement exists between the Company's subsidiary, AIHL, and Hyatt International – Asia Pacific, Limited under which Hyatt International – Asia Pacific, Limited has complete responsibility for the day-to-day operations of the Group's hotel, Hyatt Regency Hong Kong Hotel. The management agreement expired on 31 December 2005. Management fees paid by the subsidiary for the year ended 31 March 2006 amounted to HK\$15,877,000 (2005: HK\$19,330,000).
- (b) Agreements exist between the Company and AIHL, a 50.01% owned subsidiary, whereby AIHL agrees to provide administrative (company secretarial) services and non-administrative services (office facilities and staff) to the Company. The aggregate fees paid to AIHL for the year ended 31 March 2006 amounted to HK\$1,200,000 (2005: HK\$1,200,000).

Apart from the foregoing, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

# PURCHASE, SALE OR REDEMPTION BY THE COMPANY AND ITS SUBSIDIARIES OF ITS LISTED SECURITIES

There were no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries during the year.

#### **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 pages 114 to 116 of the annual report.

#### 董事會報告書(續)

#### 董事在合約的利益

本公司、其任何控股公司、附屬公司、同系附屬公司或任何 其他相聯法團於年結時或本年度任何時間,均沒有訂立任 何本公司董事擁有關鍵性利益關係的重要合約。

#### 管理合約

- (a) 根據本公司的附屬公司—凱聯與凱悦國際(亞太區)有限公司簽訂的管理協議·凱悦國際(亞太區)有限公司全權負責本集團之酒店—香港凱悦酒店的日常經營運作。該管理協議已於二零零五年十二月三十一日屆滿。附屬公司於本年度內已付的管理費為港幣15,877,000元(二零零五年:港幣19,330,000元)。
- (b) 本公司擁有50.01%權益的附屬公司—凱聯與本公司 訂有協議。根據該等協議、凱聯同意為本公司提供行 政服務(公司秘書)及非行政服務(辦公室設施及職 員)。本公司於截至二零零六年三月三十一日止年度 內支付予凱聯的服務費用總額為港幣1,200,000元 (二零零五年:港幣1,200,000元)。

除上述所披露者外,本公司於本年度內並無任何或簽訂任 何有關全盤業務或其中重大部分的管理合約。

# 本公司及其附屬公司購回、出售或贖回其上市證券

本年度內,本公司或其任何附屬公司並無購回、出售或贖回 本公司之上市證券。

#### 五年財務概要

本集團於過去五個財政年度的業績及資產與負債概要載於 本年報第114至第116頁。

#### **RETIREMENT SCHEMES**

Particulars of the retirement schemes are set out in note 25 to the financial statements.

#### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

#### **CONFIRMATION OF INDEPENDENCE**

The Company has received from each of the independent non-executive directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive directors to be independent.

#### **AUDITORS**

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming annual general meeting.

By order of the board

#### **Cheong Kheng Lim**

Deputy Chairman

Hong Kong, 6 July 2006

#### 董事會報告書(續)

#### 退休計劃

本集團的退休計劃詳情載於財務報表附註25。

#### 足夠公眾持股量

基於公開予本公司查閱之資料及據本公司董事會所知悉, 截至本年報日期為止,本公司一直維持上市規則訂明之公 眾持股量。

#### 獨立性的確認

根據上市規則第3.13條·本公司已收到每位獨立非執行董事有關獨立性的周年確認書。本公司認為全體獨立非執行董事均為獨立人士。

#### 核數師

畢馬威會計師事務所即將告退·惟願膺選連任。由畢馬威會計師事務所連任本公司核數師的決議·將於即將召開的股東周年大會上提出。

承董事會命

副主席

鍾瓊林

香港,二零零六年十月六日