

The directors herein present their report and the audited financial statements of the Company and the Group for the year ended 31 March 2006.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries comprise the manufacture, trading and distribution of garments, the operations of hotel, restaurant and food businesses and the property investment and development.

There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 March 2006 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 59 to 182.

The directors recommend the payment of a final dividend of HK1 cent per ordinary share in respect of the year, payable to the shareholders on the register of members of the Company on 22 August 2006. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the balance sheet.

SUMMARY OF FINANCIAL INFORMATION

The table set out below summarises the published results, assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the audited financial statements and restated as appropriate. This summary does not form part of the audited financial statements.

董事會謹此提呈本公司及本集團截至二零零六年三月三十一日止年度的董事會報告及經審核財務報告。

主要業務

本公司的主要業務為投資控股。各附屬公司的主要業務為成衣製造、貿易及分銷、經營酒店、酒樓及食品事業及物業的投資及發展。

年內本集團的主要業務並無任何重大改變。

業績及股息

集團截至二零零六年三月三十一日止年度的溢利，以及本公司及本集團於該日的財務狀況載於第59頁至182頁之財務報告。

董事會建議派發本年度末期股息每股港幣1仙予於二零零六年八月二十二日名列股東名冊之股東。該項建議已列入財務報告中，於資產負債表內資本及儲備一節下列為保留溢利分配。

財務資料概要

下表概列本集團過去五個財政年度之已公佈業績、資產、負債及少數股東權益，乃摘錄自本集團之經審核財務報告，並已適當重列。此摘要並不構成經審核財務報告之部份。

SUMMARY OF FINANCIAL INFORMATION

財務資料概要 (續)

(continued)

		Year ended 31 March 三月三十一日止年度				
		2006	2005	2004	2003	2002
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		二零零六年	二零零五年	二零零四年	二零零三年	二零零二年
		(重列)	(重列)	(重列)	(重列)	(重列)
		千港元	千港元	千港元	千港元	千港元
RESULTS	業績					
REVENUE	收益	595,339	680,995	607,972	597,267	641,453
PROFIT FROM OPERATING ACTIVITIES	經營溢利	*25,869	48,088	46,346	50,235	56,916
Finance costs	財務開支	(24,968)	(13,946)	(14,296)	(18,827)	(15,041)
Share of profits and losses of:	應佔溢利及虧損:					
A jointly-controlled entity	一間共同控權合資公司	-	-	-	(596)	(993)
Associates	聯營公司	69,135	19,189	(3,244)	-	(3,953)
PROFIT BEFORE TAX	除稅前溢利	70,036	53,331	28,806	30,812	36,929
Tax	稅項	(12,140)	(9,645)	(8,067)	(5,508)	(4,375)
PROFIT FOR THE YEAR	年內溢利	57,896	43,686	20,739	25,304	32,554
Attributable to:	應佔:					
Equity holders of the parent	母公司股份持有人	56,130	40,680	20,468	24,146	31,130
Minority interests	少數股東權益	1,766	3,006	271	1,158	1,424
		57,896	43,686	20,739	25,304	32,554
ASSETS, LIABILITIES AND MINORITY INTERESTS	資產、負債及少數股東權益					
TOTAL ASSETS	總資產	1,806,906	1,458,638	1,356,277	1,351,984	1,388,206
TOTAL LIABILITIES	總負債	(765,788)	(672,329)	(581,659)	(595,694)	(650,051)
MINORITY INTERESTS	少數股東權益	(25,014)	(21,614)	(23,342)	(26,314)	(28,174)
		1,016,604	764,695	751,276	729,976	709,981

* The impairment losses of property, plant and equipment and provision for doubtful debts and other receivables of HK\$12,693,000 and HK\$2,998,000, respectively, arising from the cessation of operation in Guatemala were included in the profit from operating activities.

* 經營溢利中包括危地馬拉停止業務而作出物業、廠房及設備之減值12,693,000港元及應收賬款、按金及預售款項之撥備2,998,000港元。

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Group during the year are set out in notes 14 and 15, to the financial statements, respectively.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 31 and 32 to the financial statements, respectively.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 33(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 March 2006, the Company's reserves available for distribution, calculated in accordance with the provision of The Bermuda Companies Act 1981, amounted to HK\$77,116,000. In addition, the Company's share premium account, in the amount of HK\$465,952,000, may be distributed in the form of fully paid bonus shares.

固定資產及投資物業

本集團的物業、廠房及設備及投資物業於年內的變動詳情，分別載於財務報告附註14及15。

股本及購股權

本公司的股本及購股權於年內之變動詳情分別載於財務報告附註31及32。

優先認股權

本公司的公司細則或百慕達之法例均無優先認股權的規定，致使本公司須按比例向現有股東發行新股份。

儲備

本公司及本集團的儲備於年內的變動詳情，分別載於財務報告附註33(b)及綜合權益變動表內。

可分派儲備

於二零零六年三月三十一日，根據百慕達1981年公司法的條例作計算，本公司可作分派用途的儲備為77,116,000港元。此外，本公司的股份溢價賬為465,952,000港元，可以繳足紅股的方式分派。

CONTINGENT LIABILITIES AND PLEDGE OF ASSETS

Details of the Group's contingent liabilities and pledge of assets are set out in notes 37 and 40, respectively, to the financial statements.

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling HK\$158,000 (2005: HK\$120,000).

DIRECTORS

The directors of the Company during the year were:

Executive Directors:

Ma Kai Cheung

Ma Kai Yum

Ng Yan Kwong

Non-Executive Director:

Yip Hing Chung

Independent Non-Executive Directors:

Lo Ming Chi, Charles

Yau Wing Keung

Lo Man Kit, Sam

In accordance with clause 99 of the Company's Bye-laws, Mr. Ng Yan Kwong and Mr. Yau Wing Keung will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

或然負債及資產抵押

本集團的或然負債及資產抵押的詳情分別載於財務報告附註37及40。

慈善捐款

年內，本集團共捐出158,000港元（二零零五年：120,000港元）作慈善用途。

董事

本公司本年度董事如下：

執行董事：

馬介璋

馬介欽

吳恩光

非執行董事：

葉慶忠

獨立非執行董事：

勞明智

游永強

盧文傑

根據本公司的公司細則第99條規定，吳恩光先生及游永強先生將輪值告退。吳先生及游先生具備資格並願意在即將舉行的股東週年大會上候選連任。

DIRECTOR AND SENIOR MANAGEMENT'S BIOGRAPHIES

Executive Directors

MA Kai Cheung, *PhD, BBS*, aged 64, is the Chairman and founder of the Group. Mr. Ma has more than 40 years' experience in the garment distribution and manufacturing business, over 20 and 10 years' experience in the restaurant business and property development respectively. He is responsible for the strategic planning and business development of the Group. He is a committee member of the Chinese People's Political Consultative Conference. He is the chairman of Shenzhen Overseas Chinese International Association, a Vice-President of the Foreign Investment Association in Shenzhen, Vice-President of Shenzhen General Chamber of Commerce. Mr. Ma also serves as President of Federation of Hong Kong Guangdong Community Organisations, Vice-Chairman of Chiu Chow Chamber of Commerce Limited and Chairman of Hong Kong & Kowloon Chiu Chow Public Association.

MA Kai Yum, *PhD*, aged 55, is Managing Director of the Group. He has been a Director of the Group since 1984 and has over 30 years' experience in the garment business. Mr. Ma is responsible for the daily operations and administration and, together with Mr. Ma Kai Cheung, for the strategic planning of the Group. Mr. Ma is a member of Guangdong Provincial Committee of Chinese People's Political Consultative Conference and also serves as a Director of the Chinese Manufacturers Association of Hong Kong and the Federation of Hong Kong Garment Manufacturers. Mr. Ma is a brother of Mr. Ma Kai Cheung.

NG Yan Kwong, aged 45, is Executive Director, Chief Financial Officer and Company Secretary of the Group. He holds a Bachelor's degree in Commerce of the University of Newcastle in Australia and is a member of the Hong Kong Institute of Certified Public Accountants and the CPA Australia. Before joining the Group in 2000, Mr. Ng was the finance director of a US beverage company operating in Mainland China. Mr. Ng has more than 10 years corporate and financial management experience with multinational consumer product companies in South East Asia and Greater China region. He also has substantial working experience in public accountancy practice with a major international accounting firm.

董事及高級管理人員簡歷

執行董事

馬介璋，*博士，銅紫荊星章*，現年64歲，本集團的主席兼創辦人。馬先生在成衣分銷及製造業方面有四十多年的經驗，並有二十多年經營酒樓及十多年物業發展經驗，現負責本集團的策劃及業務發展工作。馬先生現任全國政協委員、深圳市僑商國際聯合會會長、深圳市外商投資協會常務副會長、深圳市總商會副會長。馬先生同時出任廣東社團總會會長、香港潮州商會副會長及香港九龍潮州公會主席。

馬介欽，*博士*，現年55歲，本集團董事總經理，自一九八四年起出任本集團的董事，馬先生在成衣業有三十多年經驗。馬先生負責集團日常營運與行政工作，並與馬介璋先生共同策劃本集團的業務。馬先生現任廣東省政協委員、香港中華廠商聯合會及香港製衣業總商會會董。馬先生為馬介璋先生之胞弟。

吳恩光，現年45歲，現任本集團執行董事、首席財務主管及集團公司秘書。吳先生畢業於澳洲紐卡素大學，並獲取商業學士學位。吳先生為香港會計師公會及澳洲執業會計師公會會員。他於二零零零年加入本集團。在加入本集團前吳先生曾任職於一間美國著名飲料公司為中國業務財務董事。吳先生於東南亞及大中華地區跨國消費品集團有十多年的企業及財務管理經驗。吳先生亦曾在大型國際性的會計師事務所服務多年。

DIRECTOR AND SENIOR MANAGEMENT'S BIOGRAPHIES (continued)

Non-Executive Director

YIP Hing Chung, BBS, MBE, JP, aged 84, he joined the Group in 1994. Mr. Yip is Chairman and Managing Director of Gemmy Development Company Limited. Mr. Yip was a committee member of the Political Consultative Conference of Guangdong Province. He also serves as a President of the Hong Kong & Kowloon Chiu Chow Public Association, Honorary Permanent President of the Hong Kong Chiu Chow Chamber of Commerce Limited, Honorary-President of the Chinese Manufacturers Association of Hong Kong and a member of the executive committee of the New Territories Heung Yee Kuk. Mr. Yip is also a member of the First and Second Nominating Committee of the Special Administrative Region of Hong Kong, a committee member of the National Industrial and Commercial Association (Guangdong Province) and an Advisory Committee Member of The Special Economic Zone of Shantou.

Independent Non-Executive Directors

LO Ming Chi, Charles, JP, aged 56, he joined the Group in 1991. Mr. Lo is a member of the CPA Australia and a member of the Financial Services Institute of Australasia. He serves as a director of a number of listed companies in Hong Kong. He has more than 20 years of professional and business experience in financial and investment services in Australia, Hong Kong and other Asian countries.

YAU Wing Keung, aged 47, graduated from the University of Hong Kong with a Bachelor's Degree in Social Sciences. Mr. Yau has 20 years' extensive working experience in the banking and finance industry. He serves as a director of a number of listed companies in Hong Kong. Mr. Yau is Vice Chairman and Executive Director of Vanguard Express International Co., Ltd.. Previously he had held key positions at various leading financial institutions and top investment banks in Hong Kong, Australia, Shanghai and Beijing.

LO Man Kit, Sam, aged 45, is a practising solicitor in Hong Kong and the Senior Partner of Messrs. C.C. Lee & Co.. He has about 20 years of extensive experience in the areas of conveyancing, banking and commercial law. He is also admitted as solicitor in England and Singapore.

董事及高級管理人員簡歷 (續)

非執行董事

葉慶忠，銅紫荊星章、MBE、太平紳士，現年84歲，本公司非執行董事，他自一九九四年加入本集團。葉先生現任精棉發展有限公司之主席及董事總經理。葉先生為前廣東省政協委員，他現為香港九龍潮州公會會長、香港潮州商會永遠名譽會長、香港中華廠商聯合會名譽會長、新界鄉議局常務執行委員、香港特別行政區（第一、二屆）推選委員會委員、全國工商聯執行委員及汕頭經濟特區顧問委員。

獨立非執行董事

勞明智，太平紳士，現年56歲，自一九九一年加入本集團，勞先生為澳洲執業會計師公會會員及Financial Services Institute of Australasia的會員。他更為香港多間上市公司董事。勞先生在澳洲、香港及其他亞洲國家的財務及投資方面具有二十多年的專業及商業經驗。

游永強，現年47歲，畢業於香港大學，獲取社會科學學士學位。游先生於銀行及財務行業具有逾二十年豐富工作經驗。他更為香港多間上市公司董事。游先生現任富誠運通國際管理有限公司之副董事長及執行董事。他曾在香港、澳洲、上海及北京多家大型金融機構及著名投資銀行擔任要職。

盧文傑，現年45歲，盧先生是香港執業律師，現任李楚正律師事務所資深合夥人。盧先生在房地產、銀行及商業法律服務方面有接近二十年之豐富經驗。他亦同時擁有英國及新加坡之律師資格。

DIRECTOR AND SENIOR MANAGEMENT'S BIOGRAPHIES (continued)

Senior Management

MA Nelson, aged 45, is Managing Director of Amica Fashion Company (Pty) Limited in South Africa. He is in charge of the Group's sales and production operations in South Africa. He joined the Group in 1980. He has over 20 years' experience in garment manufacturing and marketing.

MA Hung Ming, John, PhD, BBS, aged 39, is Managing Director of Carrianna Holdings Limited and is responsible for the Group's restaurant and property development operations. He joined the Group in 1990. Mr. Ma graduated from the University of New York with a Bachelor's Degree in Business Management. He has extensive experience in the catering industry, as well as property management and development. He is the son of Mr. Ma Kai Cheung.

YUEN Wai Man, aged 49, is General Manager of the Group's Carrianna restaurants in the PRC. He has been serving the Group since 1991. Mr. Yuen has about 30 years' experience in restaurant operations and the catering industry.

WONG Michael, aged 50, is President of International Fashions Group Inc., the Group's subsidiary in Canada. Mr. Wong joined the Group in 1993. He has over 20 years of garment manufacturing and merchandising experience.

DIRECTORS' SERVICE CONTRACTS

Ma Kai Cheung had entered into a service contract with the Company. The contract has no fixed terms of engagement and is subject to termination by either party giving three months' notice in writing.

董事及高級管理人員簡歷 (續)

高級管理人員

馬介華，現年45歲，現任南非 Amica Fashion Company (Pty) Limited 的董事總經理。馬先生負責本集團在南非的銷售及製造業務。他自一九八零年加入本集團，在成衣製造管理方面有二十多年的經驗。

馬鴻銘，博士，銅紫荊星章，現年39歲，現任佳寧娜集團有限公司的董事總經理，負責酒樓及地產發展業務。他於一九九零年加入本集團。馬先生畢業於紐約大學，獲取工商管理學士學位。他在飲食業、物業管理及地產發展方面具有豐富的經驗。他是馬介璋先生之子。

袁偉文，現年49歲，現任本集團佳寧娜酒樓中國業務總經理。他自一九九一年加入本集團。袁先生於酒樓營運及飲食業有接近三十年的經驗。

王焯禮，現年50歲，現任本集團位於加拿大的附屬公司 International Fashions Group Inc. 的行政總裁。王先生於一九九三年加入本集團，他在成衣製造及採購方面有二十多年的經驗。

董事之服務合約

馬介璋與本公司訂有服務合約。該等合約並無特定的任期，可由任何一方給予三個月書面通知予以終止。

DIRECTORS' SERVICE CONTRACTS (continued)

Ng Yan Kwong had entered into service contract with the Company. The contract has no fixed terms of engagement and is subject to retirement by rotation as required by the Company's Bye-laws and termination by either party giving three months' notice in writing.

Ma Kai Yum had no service contract with the Company at the balance sheet date.

The non-executive directors have been appointed for a term subject to retirement by rotation as required by the Company's Bye-laws.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from as disclosed under the heading "Directors' interests in the securities of the Group", and in the share option scheme disclosures in note 32 to the financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse or minor children to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

董事之服務合約 (續)

吳恩光與本公司訂有服務合約。該等合約並無特定的任期，但須按照公司細則之規定輪值告退，可由任何一方給予三個月書面通知予以終止。

馬介欽與本公司於結算日未訂有服務合約。

有關非執行董事之任期須按照本公司的公司細則之規定輪值告退。

除上述者外，擬於即將舉行之股東週年大會上提名連任的董事，概無與本公司或其任何附屬公司訂立本公司不可於一年內終止而毋須作出賠償（法定賠償除外）的服務合約。

董事購買股份的權利

除下文「董事於本集團的證券權益」及財務報表附註32所述購股權計劃內所披露者外，本公司、其控股公司或其任何附屬公司於本年度內任何時間及截至本報告刊發日期並無參與任何安排，致使本公司董事或彼等之聯繫人士或彼等各自之配偶或未成年子女可藉購入本公司或任何其他法人團體之股份或債券而獲取利益。

DIRECTORS' INTERESTS IN THE SECURITIES OF THE GROUP

As at 31 March 2006, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or which (b) were required pursuant to Section 352 of the SFO to be entered in the register referred therein; or which (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") under the Listing Rules, were as follows:

Long positions in shares

(a) The Company

Name of director	Capacity	Number of ordinary shares held and nature of interest			Underlying shares pursuant to share options (note 1) 根據購股權之相關股份數目 (附註1)	Total	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
		Personal interests 個人權益	Family interests 家族權益	Other interests 其他權益			
董事姓名	身份	持有普通股股份數目及權益性質				合共	
Ma Kai Cheung 馬介璋	Beneficial owner, interest of spouse, beneficiary of trust 實益擁有人、配偶權益及信託受益人	29,510,000	8,100,000 (note 2) (附註2)	259,129,025 (note 3) (附註3)	7,000,000	303,739,025	40.85
Ma Kai Yum 馬介欽	Interest of spouse and beneficiary of trust 配偶權益及信託受益人	-	2,700,000 (note 4) (附註4)	101,201,040 (notes 5 & 6) (附註5和6)	7,000,000	110,901,040	14.91
Ng Yan Kwong 吳恩光	Beneficial owner 實益擁有人	4,000,000	-	-	7,000,000	11,000,000	1.48
Yip Hing Chung 葉慶忠	Beneficial owner 實益擁有人	1,770,000	-	-	300,000	2,070,000	0.28
Lo Ming Chi, Charles 勞明智	Beneficial owner 實益擁有人	-	-	-	300,000	300,000	0.04
Yau Wing Keung 游永強	Beneficial owner 實益擁有人	-	-	-	300,000	300,000	0.04
Lo Man Kit, Sam 盧文傑	Beneficial owner 實益擁有人	-	-	-	300,000	300,000	0.04

董事於本集團的證券權益

於二零零六年三月三十一日，本公司之董事及主要行政人員於本公司或本公司任何聯營公司（定義見《證券及期貨條例》第XV部），於相關股份及債券中擁有以下權益及淡倉。該等權益須(a)按《證券及期貨條例》第XV部第7分部及第8分部之規定知會本公司及香港聯合交易所有限公司（「聯交所」）包括按《證券及期貨條例》其擁有或被視為擁有之權益及淡倉。(b)根據記錄於《證券及期貨條例》第352條規定須予存置之登記冊內；或(c)根據上市規則之上市公司董事進行證券交易之標準守則（「標準守則」）須另行知會本公司及聯交所之權益如下：

於股份之好倉

(a) 本公司

DIRECTORS' INTERESTS IN THE SECURITIES OF THE GROUP (continued)

Long positions in shares (continued)

(a) *The Company* (continued)

Notes:

- (1) The underlying shares represent interests of options granted to the Directors under the Share Option Scheme to acquire for shares of the Company, further details of which are set out in note 32 to the financial statements under the heading "Share Option Scheme".
- (2) The shares were owned by Cheung Lin Kiu, the spouse of Ma Kai Cheung.
- (3) Ma Kai Cheung and his family are the objects of a discretionary trust which effectively owns the entire issued share capital of Regent World Investments Limited ("Regent World") and 70% of the entire issued share capital of Bond Well Investments Limited ("Bond Well"). At the balance sheet date, Regent World owned 184,121,625 shares and Bond Well owned 75,007,400 shares of the Company.
- (4) The shares were owned by Kwok Kit Mei, the spouse of Ma Kai Yum.
- (5) Ma Kai Yum and his family are the objects of a discretionary trust which effectively owns the entire issued share capital of Grand Wealth Investments Limited ("Grand Wealth") and Peaceful World Limited ("Peaceful World"). At the balance sheet date, Grand Wealth owned 74,651,040 shares and Peaceful World owned 19,050,000 shares of the Company.
- (6) Peaceful World owns the entire issued share capital of Real Potential Limited ("Real Potential"). At the balance sheet date, Real Potential owned 7,500,000 shares of the Company. The interests of Real Potential in the Company are therefore deemed to be the interests of Peaceful World in which Ma Kai Yum is also deemed to have interests for the reason as stated in note 5 above.

董事於本集團的證券權益 (續)

於股份之好倉 (續)

(a) **本公司** (續)

附註：

- (1) 相關股份乃指董事根據購股權計劃獲授之可認購本公司股份之購股權，有關詳情載於財務報表附註32「購股權計劃」一節。
- (2) 該等股份由馬介璋的妻子張蓮嬌擁有。
- (3) 馬介璋及其家人為一項全權信託的受益人。該項信託實際擁有 Regent World Investments Limited (「Regent World」) 之全部已發行股本及 Bond Well Investments Limited (「Bond Well」) 的 70% 已發行股本。於結算日，Regent World 擁有本公司 184,121,625 股之股份，而 Bond Well 則擁有本公司 75,007,400 股之股份。
- (4) 該等股份由馬介欽的妻子郭潔薇擁有。
- (5) 馬介欽及其家人為一項全權信託的受益人。該項信託實際擁有 Grand Wealth Investments Limited (「Grand Wealth」) 及 Peaceful World Limited (「Peaceful World」) 的全部已發行股本。於結算日，Grand Wealth 擁有本公司 74,651,040 股之股份，而 Peaceful World 則擁有本公司 19,050,000 股之股份。
- (6) Peaceful World 擁有 Real Potential Limited (「Real Potential」) 的全部已發行股本。於結算日，Real Potential 擁有本公司 7,500,000 股之股份。因此 Real Potential 於本公司的權益被視為 Peaceful World 的權益，而正如附註5所述，馬介欽亦被視為擁有 Peaceful World 的權益。

DIRECTORS' INTERESTS IN THE SECURITIES
OF THE GROUP (continued)

董事於本集團的證券權益 (續)

Long positions in shares (continued)

於股份之好倉 (續)

(b) Subsidiaries

(b) 附屬公司

Name of subsidiary	Name of director	Capacity	Number of shares held	Type of shares	Percentage of the subsidiary's issued share capital (ordinary shares)
附屬公司名稱	董事姓名	身份	所持 股份數目	股份類別	佔附屬公司 已發行股本百分比 (普通股份)
Amica Development Limited 亞美加發展有限公司	Ma Kai Yum 馬介欽	Beneficial owner 實益擁有人	10,000	Ordinary 普通股	10
Carrianna Chiu Chow Restaurant (T.S.T.) Limited 佳寧娜潮洲酒樓 (尖沙咀) 有限公司	Ma Kai Yum 馬介欽	Beneficiary of trust 信託受益人	15,000	Ordinary 普通股	1.5
Carrianna Chiu Chow Restaurant (T.S.T.) Limited 佳寧娜潮洲酒樓 (尖沙咀) 有限公司	Yip Hing Chung 葉慶忠	Beneficial owner 實益擁有人	100,000	Ordinary 普通股	10
Ginza Development Company Limited 金必多發展有限公司	Ma Kai Cheung 馬介璋	Beneficial owner 實益擁有人	15	Ordinary 普通股	2.5
Ginza Development Company Limited 金必多發展有限公司	Ma Kai Yum 馬介欽	Beneficiary of trust 信託受益人	18	Ordinary 普通股	3
Ginza Development Company Limited 金必多發展有限公司	Yip Hing Chung 葉慶忠	Beneficial owner 實益擁有人	30	Ordinary 普通股	5

DIRECTORS' INTERESTS IN THE SECURITIES
OF THE GROUP (continued)

董事於本集團的證券權益 (續)

Long positions in shares (continued)

於股份之好倉 (續)

(b) Subsidiaries (continued)

(b) 附屬公司 (續)

Name of subsidiary	Name of director	Capacity	Number of shares held	Type of shares	Percentage of the subsidiary's issued share capital (ordinary shares)
附屬公司名稱	董事姓名	身份	所持股份數目	股份類別	佔附屬公司已發行股本百分比 (普通股份)
Gartrend Development Limited 嘉堅發展有限公司	Ma Kai Cheung 馬介璋	Beneficial owner 實益擁有人	500,000	Non-voting deferred 無投票權 遞延股份	N/A 不適用
Gartrend Development Limited 嘉堅發展有限公司	Ma Kai Yum 馬介欽	Beneficial owner 實益擁有人	500,000	Non-voting deferred 無投票權 遞延股份	N/A 不適用
Tak Sing Alliance Limited	Ma Kai Cheung 馬介璋	Beneficial owner 實益擁有人	9,000	Non-voting deferred 無投票權 遞延股份	N/A 不適用
Tak Sing Alliance Limited	Ma Kai Yum 馬介欽	Beneficial owner 實益擁有人	1,000	Non-voting deferred 無投票權 遞延股份	N/A 不適用

In addition to the above, Ma Kai Cheung and Ma Kai Yum have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Group solely for the purpose of complying with their minimum company membership requirements.

除以上所述外，馬介璋及馬介欽代本集團持有若干附屬公司的非實益個人股本權益，此乃僅為符合公司股東數目的最低規定而持有。

DIRECTORS' INTERESTS IN THE SECURITIES OF THE GROUP (continued)

Long positions in shares (continued)

(c) Associated corporation

Name of associated corporations	Name of directors	Capacity	Number of ordinary shares held/ nature of interest 所持普通股之數量/ 權益類別	Percentage of the associated corporation's issued share capital (ordinary shares) 佔聯營公司已發行股本百分比 (普通股份)
聯營公司名稱	董事名稱	身份		
Carrianna (Thailand) Company Limited	Ma Kai Cheung	Beneficial owner	86,400/ Corporate	3
	馬介璋	實益擁有人	公司	
Carrianna (Thailand) Company Limited	Ma Kai Yum	Beneficial owner	54,000/ Corporate	2
	馬介欽	實益擁有人	公司	

All the interests stated above represent long positions. Save as disclosed above, as at 31 March 2006, none of the directors or chief executives of the Company, nor their associates had any interests or short positions in the shares, underlying shares or debentures of the Company, or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' INTERESTS IN CONTRACTS

Save as detailed in note 41 to the financial statements, no director had a beneficial interest in any material contract to which the Company or any of its subsidiaries was a party during the year.

董事於本集團的證券權益 (續)

於股份之好倉 (續)

(c) 聯營公司

上述之權益均為好倉。除上文所披露者外，於二零零六年三月三十一日，根據《證券及期貨條例》第352條須予備存之登記冊或根據標準守則向本公司及聯交所發出之通知，本公司之董事或主要行政人員，或彼等之聯繫人士概無於本公司或任何相關法團（按《證券及期貨條例》第XV部之定義）之股份、相關股份及債券中擁有任何權益或淡倉。

董事於合約的權益

除財務報告附註41所詳述者外，各董事於本年度概無於本公司或其任何附屬公司參與訂立的任何重大合約中擁有實益權益。

SHARE OPTION SCHEME

The directors have estimated the values of the share options granted during the year, calculated using the binomial model as at the date of grant of the options:

Grantee	授予者	Number of options granted during the year 於年內授予購股權數目	Theoretical value of share options HK\$ 購股權理論價值 港元
Ma Kai Cheung	馬介璋	7,000,000	770,000
Ma Kai Yum	馬介欽	7,000,000	770,000
Ng Yan Kwong	吳恩光	7,000,000	770,000
Lo Ming Chi, Charles	勞明智	300,000	33,000
Yau Wing Keung	游永強	300,000	33,000
Lo Man Kit, Sam	盧文傑	300,000	33,000
Yip Hing Chung	葉慶忠	300,000	33,000
Other employees	其他員工	12,000,000	1,320,000
		34,200,000	3,762,000

The values of share options calculated using the binomial model are subject to certain fundamental limitations, due to the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself.

The value of an option varies with different variables of certain subjective assumptions. Any change to the variables used may materially affect the estimation of fair value of an option.

購股權計劃

董事根據二項式方法於授出購股權日期之資料計算，估計於年內授出之購股權計劃之價值：

二項式購股權定價模型承受若干基本限制，因其需要運用非常主觀之假設，及有關日後表現之若干假設數據之不穩定性及此模型本身之若干內在限制。

購股權之價值隨着不同主觀假設而變動。各項主觀假設之變動均會對購股權公平價值之估計構成重大影響。

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2006, according to the register kept by the Company under Section 336 of the SFO and so far as was known to the Directors, the following persons or corporations (other than a Director or chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Long positions in shares

主要股東

於二零零六年三月三十一日，根據本公司按《證券及期貨條例》第336條存置之登記冊內所示，以及就董事所知，下列人士或公司（並非本公司董事或主要行政人員）在本公司之股份及相關股份擁有之權益及淡倉，並須根據證券及期貨條例第XV部第2分部及第3分部作出披露：

於股份之好倉

Name of shareholder	Capacity	Notes	Number of ordinary shares held 持有公司普通股數目	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
主要股東	身份	附註		
East Asia International Trustees Limited	Trustee 信託人	a	360,330,065	48.46
Golden Yield Holdings Limited	Interest in controlled corporations 受控公司權益	b	259,129,025	34.85
Wealthy Platform Limited	Interest in controlled corporations 受控公司權益	c	101,201,040	13.61
Regent World Investments Limited	Holding corporation 直接控股公司	b	184,121,625	24.76
Bond Well Investments Limited	Holding corporation 直接控股公司	b	75,007,400	10.09
Grand Wealth Investments Limited	Holding corporation 直接控股公司	c	74,651,040	10.04

SUBSTANTIAL SHAREHOLDERS (continued)

Long positions in shares (continued)

Notes:

- a. East Asia International Trustees Limited (“EAIT”) is the trustee of a discretionary trust of which Mr. Ma Kai Cheung and his family are the objects and through its wholly-owned subsidiary, Golden Yield Holdings Limited (“Golden Yield”), EAIT was indirectly interested in 259,129,025 shares of the Company. EAIT is also the trustee of a discretionary trust of which Mr. Ma Kai Yum and his family are the objects and through its wholly-owned subsidiary, Wealthy Platform Limited (“Wealthy Platform”), EAIT was indirectly interested in 101,201,040 shares in the Company. As at the balance sheet date, EAIT was effectively interested in a total of 360,330,065 shares of the Company.
- b. Golden Yield owns the entire issued share capital of Regent World and 70% of the entire issued share capital of Bond Well, was indirectly interested in a total of 259,129,025 shares of the Company. The total shares held by both Regent World and Bond Well are the same block of shares as disclosed in “Other interests” of Mr. Ma Kai Cheung under the section headed “Directors’ Interests in the Securities of the Group” set out above.
- c. Wealthy Platform owns the entire issued share capital of Grand Wealth and Peaceful World and indirect owns the entire issued share capital of Real Potential through Peaceful World, was indirectly interested in 101,201,040 shares of the Company. The total shares held by Grand Wealth, Peaceful World and Real Potential are the same block of shares as disclosed in “Other interests” of Mr. Ma Kai Yum under the section headed “Directors’ Interests in the Securities of the Group” set out above.

Save as disclosed above, the directors of the Company are not aware of any other persons who, as at 31 March 2006, had registered an interest or short position in the shares or underlying shares of the Company that was required to be kept under Section 336 of the SFO.

主要股東 (續)

於股份之好倉 (續)

附註:

- a. East Asia International Trustees Limited (“EAIT”) 為馬介璋先生及其家族作為受益人而成立的一項全權信託的信託人，並透過其全資附屬公司 Golden Yield Holdings Limited (“Golden Yield”) 而間接擁有本公司 259,129,025 股之股份。此外，EAIT 亦同時為馬介欽先生及其家族作為受益人而成立的一項全權信託的信託人，並透過其全資附屬公司 Wealthy Platform Limited (“Wealthy Platform”) 而間接擁有本公司 101,201,040 股之股份，於結算日，EAIT 實益擁有本公司共 360,330,065 股之股份。
- b. Golden Yield 藉持有 Regent World 全部已發行股份及 Bond Well 70% 已發行股份而間接擁有本公司合共 259,129,025 股之股份。Regent World 及 Bond Well 合共持有的股份為上文「董事於本集團的證券權益」中所述馬介璋先生之「其他權益」中所披露的同一批股份。
- c. Wealthy Platform 藉持有 Grand Wealth 及 Peaceful World 全部已發行之股份及透過 Peaceful World 間接擁有全部 Real Potential 已發行之股份而間接擁有本公司 101,201,040 股之股份，Grand Wealth, Peaceful World 及 Real Potential 合共持有的股份為上文「董事於本集團的證券權益」中所述馬介欽先生之「其他權益」中所披露的同一批股份。

除上述披露者外，就本公司董事所知，並無任何人士於二零零六年三月三十一日根據《證券及期貨條例》第336條須予備存之登記冊，擁有本公司股份及相關股份之權益或淡倉。

CONTINUING DISCLOSURE OBLIGATIONS
OF THE LISTING RULES

In compliance with continuing disclosure obligations of the Listing Rules, the following information is disclosed:

(a) Financial Assistance provided to and Guarantees given for Affiliated Companies (Rule 13.16 of Chapter 13)

Financial assistance, and guarantees given for facilities granted, to the Company's affiliated company by the Group which in aggregate exceeded 8% of the relevant percentage ratios under Rule 13.16 of the Listing Rules as at 31 March 2006 are as follows:

Name of affiliated company	% of interest indirectly held by the Group	Amount due from affiliated company (A) HK\$'000 應收聯屬公司款項(A) 千港元	Guarantees given (B) HK\$'000 提供之擔保(B) 千港元	Extent of guaranteed facilities utilised HK\$'000 已動用之擔保融資額 千港元	Aggregate of advances and guarantees given (A + B) HK\$'000 貸款及提供之擔保總額(A+B) 千港元
China South City Holdings Limited 華南城控股有限公司	20	17,160	11,000	11,000	28,160

The amounts due from the affiliated company are unsecured, interest-free and have no fixed repayment terms.

The above financial assistance provided to the affiliated company is funded by internal resources of the Group.

上市規則之持續披露責任

根據上市規則之持續披露責任，作出下列披露：—

(a) 向聯屬公司提供財務資助及擔保（第十三章第13.16條）

本集團於二零零六年三月三十一日向本公司之聯屬公司提供之財務資助及就本公司之聯屬公司獲授融資所提供之擔保，合計金額超過《上市規則》第13.16條規定之有關百分比8%之財務資助及擔保如下：

聯屬公司之欠款為無抵押、不計利息及無固定還款期。

上述向聯屬公司提供之財務資助乃由本集團內部資金撥付。

CONTINUING DISCLOSURE OBLIGATIONS
OF THE LISTING RULES (continued)

上市規則之持續披露責任 (續)

(a) Financial Assistance provided to and Guarantees given
for Affiliated Companies (Rule 13.16 of Chapter 13)
(continued)

(a) 向聯屬公司提供財務資助及擔保 (第十三
章第13.16條) (續)

Pursuant to Rule 13.22 of the Listing Rules, the pro forma unaudited combined balance sheet of the affiliated company and the Group's pro forma attributable interests in this affiliated company based on its latest financial statements are set out as follows:

根據上市規則第13.22條，該等聯屬公司之備考合併資產負債表及集團備考應佔權益乃按其最近期財務報表編製，如下：

Pro forma combined balance sheet:	備考合併資產負債表:	HK\$'000 千港元
Non-current assets	非流動資產	1,107,049
Current assets	流動資產	250,176
Current liabilities	流動負債	(572,841)
Non-current liabilities	非流動負債	(297,337)
Minority interests	少數股東權益	(6,051)
		<u>480,996</u>
Group's pro forma attributable interests	本集團備考應佔權益	<u>96,199</u>

CONTINUING DISCLOSURE OBLIGATIONS OF THE LISTING RULES (continued)

- (b) Loan agreement with covenants relating to specific performance obligation of the controlling shareholders (Rule 13.18 of Chapter 13)

The agreement for the following loan to the Group imposes specific performance obligations on the controlling shareholders of the Company:

Outstanding balance of banking facilities as at 31 March 2006 (HK\$'000) 於二零零六年三月三十一日 未償還銀行貸款餘額 千港元	Final maturity of banking facilities 銀行貸款最後到期日	Specific performance obligations 特定履行責任
73,149	20 September 2006 二零零六年九月二十日	(Note 1) (附註1)

Note:

- (1) Mr. Ma Kai Cheung, the Chairman and the controlling shareholder of the Company, in which he holds 40.85% shareholding interest in the Company, and Mr. Ma Kai Yum, the managing director of the Company, in which he holds 14.91% shareholding interest in the Company, undertakes to maintain for a total of at least 51% of the shares of the Company.

上市規則之持續披露責任 (續)

- (b) 於若干貸款協議中，控權股東須特定履行責任之契諾（第十三章第13.18條）

下列給予本集團貸款之協議規定本公司之控權股東須特定履行責任：

Outstanding balance of banking facilities as at 31 March 2006 (HK\$'000) 於二零零六年三月三十一日 未償還銀行貸款餘額 千港元	Final maturity of banking facilities 銀行貸款最後到期日	Specific performance obligations 特定履行責任
73,149	20 September 2006 二零零六年九月二十日	(Note 1) (附註1)

附註：

- (1) 本公司之主席及控權股東馬介璋先生持有本公司40.85%之股本權益，及本公司之董事總經理馬介欽先生持有本公司14.91%之股本權益，其承諾將保持其持股量合共不少於本公司股份51%。

PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S LISTED SECURITIES

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

SUFFICIENCY OF PUBLIC FLOAT

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

MAJOR CUSTOMERS AND SUPPLIERS

Customers

Percentage of sales attributable to the Group's five largest customers
Percentage of sales attributable to the Group's largest customer

客戶

本集團五大客戶應佔營業額百分比
本集團最大客戶應佔營業額百分比

26.14%
8.27%

Suppliers

Percentage of purchases attributable to the Group's five largest suppliers
Percentage of purchases attributable to the Group's largest supplier

供應商

本集團五大供應商應佔採購額百分比
本集團最大供應商應佔採購額百分比

23.65%
2.57%

None of the directors of the Company or any of their associates or any shareholders (which to the best knowledge of the directors own more than 5% of the Company's issued share capital) had any beneficial interests in these customers or suppliers referred to above.

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於年內概無購買、贖回或出售本公司任何上市證券。

足夠公眾持股量

根據本公司可取得之公開資料及就董事所知悉，於本報告日期，本公司已按上市規則之規定維持足夠公眾持股量。

主要客戶及供應商

For the year ended

31 March 2006

截至二零零六年

三月三十一日止年度

本公司各董事、彼等之聯繫人士或任何股東（指據董事所知擁有本公司已發行股本5%以上權益之股東），概無於上述客戶及供應商中擁有任何權益。

EMPLOYEES AND REMUNERATION POLICY

The Group's staff consists of approximately 200 employees in Hong Kong and approximately 3,000 employees outside Hong Kong. Employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system.

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the code for securities transactions by directors of the Company. Following specific enquiry by the Company, the directors have confirmed that they have complied with the required standard under the Model Code for the year ended 31 March 2006.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the "Corporate Governance Report" on pages 12 to 23.

AUDIT COMMITTEE

The Audit committee comprises of three independent non-executive directors and one non-executive director of the Company.

The Audit committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the audited financial statements for the year ended 31 March 2006.

僱員及薪酬政策

本集團有約200名本港僱員及約3,000名海外僱員。僱員的薪酬及花紅在本集團的制度下按僱員的個別表現釐定。

董事進行證券交易的守則

本公司已採納載列於上市規則附錄十之標準守則，作為本公司董事進行證券交易的守則。因應本公司之特定查詢，各董事確認已於截至二零零六年三月三十一日止年度內均遵守標準守則之標準要求。

企業管治

本公司致力維持高水平之企業管治。本公司採納之企業管治守則資料已載於「企業管治報告」12至23頁內。

審核委員會

審核委員會由本公司三名獨立非執行董事及一名非執行董事組成。

審核委員會與管理層已審閱本集團所採用之會計政策及慣例，並商討審核、內部監控及財務申報程序，包括審閱截至二零零六年三月三十一日止年度之經審核財務報告。

REMUNERATION COMMITTEE

According to the Code on Corporate Governance Practices, the Company has established its Remuneration Committee in April 2005. The Remuneration Committee comprises three independent non-executive directors, namely Mr. Lo Man Kit, Sam (Chairman), Mr. Lo Ming Chi, Charles and Mr. Yau Wing Keung. A set of written terms of reference, which described the authority and duties of the remuneration committee, was adopted by the Board on 1 April 2005.

The Remuneration Committee's objectives are to establish and maintain an appropriate and competitive level of remuneration to attract, retain and motivate directors and key executives to run the Company successfully. The Remuneration Committee will ensure that the remuneration policies and systems of the Group support the Group's objective and strategies.

The remuneration details of directors during the year are set out in note 8 to the financial statements.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

LIQUIDITY AND FINANCIAL RESOURCES

At 31 March 2006, the Group had outstanding bank borrowings of approximately HK\$508,105,000, cash, bank balances and deposits amounting to approximately HK\$123,043,000. Netting off pledged time deposits of HK\$7,490,000, the Group's net borrowings and available cash and bank balances were HK\$500,615,000 and HK\$115,553,000 respectively. Taking into account the availability of banking facilities, the directors believe that the Group has adequate cash resources to meet its commitments and working capital requirements.

薪酬委員會

根據企業管治常規守則，本公司已於二零零五年四月成立其薪酬委員會。薪酬委員會由三名獨立非執行董事盧文傑先生（主席）、勞明智先生及游永強先生組成。董事會已於二零零五年四月一日採納詳述薪酬委員會權力及職責之職權範圍書。

薪酬委員會之宗旨為建立及維持適當及具競爭力之薪酬水平，以吸引、挽留及鼓勵董事及行政要員，藉此帶領本公司邁向成功。薪酬委員會將確保本集團之薪酬政策及制度均支持本集團之目標及策略。

年內董事之酬金詳情載於財務報告附註8。

獨立非執行董事之獨立性

董事局確認本公司已根據《上市規則》第3.13條接獲其獨立非執行董事各自發出有關其獨立性而作出的年度確認書，並認為所有獨立非執行董事均屬獨立人士。

流動資金及財政資源

於二零零六年三月三十一日，本集團擁有之尚未償還銀行貸款約為508,105,000港元，現金、銀行結存及定期存款約為123,043,000港元。扣減已抵押定期存款7,490,000港元，本集團之借貸淨值及可動用之現金及銀行結存分別為500,615,000港元及115,553,000港元。在計算可動用之銀行貸款後，董事相信本集團有足夠之現金資源以供其承擔及營運資本所需。

Particular of the Group's interest-bearing bank and other borrowings are set out in note 28 to the financial statements.

AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Ma Kai Yum

Managing Director

Hong Kong, 21 July 2006

有關本集團之附息之銀行貸款及其他借款已詳載於財務報告附註28。

核數師

安永會計師事務所任滿告退，即將舉行之股東週年大會上將會提呈續聘其為本公司的核數師的決議案。

承董事會命

馬介欽

董事總經理

香港，二零零六年七月二十一日