

# 董事局報告

## REPORT OF THE DIRECTORS

董事欣然提呈截至二零零七年六月三十日止年度其報告及已審核財務報表以供省覽。

### 主要業務

本公司之主要業務為控股投資，並透過其附屬公司發展物業以供銷售及租賃，投資物業以供收租，以及其他投資。本集團其他業務包括停車場管理及物業管理，並透過合營公司經營乾洗服務。

財政年度內按業務及地域性分析之本公司及其附屬公司（統稱「本集團」）之營業額及業績載於財務報表附註第二項內。

### 主要附屬公司及合營公司

主要附屬公司及合營公司，其營業及註冊地點、已發行股本/註冊資本等資料載於財務報表附註第三十五及三十六項內。

### 業績

本集團截至二零零七年六月三十日止年度之溢利以及本公司與本集團於該日之財務狀況載於財務報表第八十二至一百五十頁內。

### 十年財務概覽

本集團過去十個財政年度之業績、資產及負債概要載於本年報第一百五十一頁內。

The directors have pleasure in submitting their report together with the audited Financial Statements for the year ended 30 June 2007.

### Principal Activities

The principal activities of the Company are investment holding, and through its subsidiaries, property development for sales and leasing, property investment for rental income, and other investments. The Group also operates in car park management and property management, and through its jointly controlled entities, the Group is involved in the operation of dry-cleaning.

An analysis of the turnover and trading results of the Company and its subsidiaries (collectively referred to as the 'Group') by business and geographical segments during the financial year is set out in Note 2 on the Financial Statements.

### Principal Subsidiaries and Jointly Controlled Entities

A list of principal subsidiaries and jointly controlled entities, together with their places of operations and incorporation and particulars of their issued share capital/registered capital, is set out in Notes 35 and 36 on the Financial Statements.

### Financial Results

The profit of the Group for the year ended 30 June 2007, and the state of affairs of the Company and of the Group at that date are set out in the Financial Statements on pages 82 to 150.

### Ten-year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last ten financial years is set out on page 151 of the annual report.

## 股息

董事現建議派發末期股息每股四角六仙半，連同於二零零七年四月二十日已派發之中期股息每股一角四仙半，截至二零零七年六月三十日止年度之全年派息將合共為每股六角一仙。擬派發之末期股息倘於二零零七年十一月五日舉行之股東週年大會中獲股東通過，將於二零零七年十一月二十三日派發予二零零七年十一月二日名列股東名冊之股東。

## 主要供應商及客戶

年內本集團向五大供應商合共所佔之購貨額百分比及本集團五大客戶合共所佔之營業額或銷售額百分比各不超過本集團總購貨額及總營業額或銷售額百分之三十。

## 儲備

年內本公司及本集團之儲備變動情況載於財務報表附註第二十三項內。

## 捐款

年內本集團之捐款為港幣六百三十萬元（二零零六年：港幣六百萬元）。

## 固定資產

年內固定資產之變動詳情載於財務報表附註第十一項內。

## 銀行貸款

本集團於二零零七年六月三十日之銀行貸款情況載於財務報表附註第十七項內。

## Dividends

The directors now recommend a final dividend of 46.5 cents per share which, together with the interim dividend of 14.5 cents per share paid on 20 April 2007, makes a total of 61 cents per share in respect of the year ended 30 June 2007. The proposed final dividend, if approved by the shareholders at the Annual General Meeting on 5 November 2007, will be paid on 23 November 2007 to shareholders whose names appear on the Register of Members on 2 November 2007.

## Major Suppliers and Customers

During the year, both the percentage of purchases attributable to the Group's 5 largest suppliers combined and the percentage of turnover or sales attributable to the Group's 5 largest customers combined were less than 30% of the total purchases and turnover or sales of the Group respectively.

## Reserves

Movements in the reserves of the Company and of the Group during the year are set out in Note 23 on the Financial Statements.

## Donations

Donations made by the Group during the year amounted to HK\$6.3 million (2006: HK\$6.0 million).

## Fixed Assets

Details of movements in fixed assets during the year are set out in Note 11 on the Financial Statements.

## Bank Loans

Particulars of bank loans of the Group as at 30 June 2007 are set out in Note 17 on the Financial Statements.

### 資本化之借貸支出

年內本集團資本化之借貸支出款項為港幣一億三千九百四十萬元（二零零六年：港幣六千零六十萬元）。

### 集團主要物業

於二零零七年六月三十日本集團主要物業之詳情載於本年報第二十六至三十一頁內。

### 股本

於本年度內，由於根據本公司股份期權計劃行使股份期權而發行股份，已發行及繳足股本因而增加一百一十八萬二千股（二零零六年：四百二十六萬六千五百股）每股港幣一元之股份。

年內本公司股本之變動詳情載於財務報表附註第二十二項內。

### 本公司之上市附屬公司之股本

於本年度內，由於根據本公司之上市附屬公司恒隆地產有限公司（「恒隆地產」）股份期權計劃行使股份期權而發行股份，恒隆地產之已發行及繳足股本因而增加發行一百二十三萬七千股（二零零六年：四百一十九萬二千股）每股港幣一元之股份。

於二零零六年十一月七日，本公司與恒隆地產訂立配售及認購協議（「配售協議」）。根據配售協議，本公司以每股港幣十六元三角（「配售價」）促使出售四億一千萬股恒隆地產現有股份，而其後本公司向恒隆地產按每股港幣十六元三角（與配售價相同）認購四億一千萬股新股份。

### Borrowing Costs Capitalisation

Borrowing costs capitalised by the Group during the year amounted to HK\$139.4 million (2006: HK\$60.6 million).

### Major Group Properties

Details of major properties of the Group as at 30 June 2007 are set out on pages 26 to 31 of the annual report.

### Share Capital

During the year, the issued and fully paid share capital was increased by the issue of 1,182,000 (2006: 4,266,500) shares of HK\$1.00 each as a result of the exercise of share options under the Company's share option schemes.

Details of movements in share capital of the Company during the year are set out in Note 22 on the Financial Statements.

### Share Capital of the Company's Listed Subsidiary

During the year, the issued and fully paid share capital of the Company's listed subsidiary, Hang Lung Properties Limited ('HLP') was increased by the issue of 1,237,000 (2006: 4,192,000) shares of HK\$1.00 each as a result of the exercise of share options under HLP's share option scheme.

On 7 November 2006, the Company and HLP entered into a placing and subscription agreement (the 'Placing Agreement'). Under the Placing Agreement, the Company procured the sale of 410,000,000 existing shares of HLP at a price of HK\$16.30 per share (the 'Placing Price') and the Company subsequently subscribed from HLP for 410,000,000 new shares at HK\$16.30 per share, being the same as the Placing Price.

## 董事

於本報告日之本公司董事芳名載於本年報第一百五十三頁內，而彼等之簡歷則載於第六十五至六十八頁內。彼等之薪酬詳情載於財務報表附註第六項內。

遵照本公司組織章程細則第一百零三、一百零四及一百一十八條規定，鄭漢鈞先生、葉錫安先生及吳士元先生輪值告退，惟願膺選連任。

## 董事之服務合約

非執行董事及獨立非執行董事之任職屆滿日期（不超過三年）與彼等遵照本公司組織章程細則之條文之預期輪值告退日期一致。執行董事概無與本公司訂立一年內倘終止則須作出賠償（法定賠償除外）之服務合約。

擬於將舉行之週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立於一年內倘終止則須作出賠償（法定賠償除外）之服務合約。

## 董事之合約權益

於年內任何時間或年結日，概無任何董事在本公司或其任何附屬公司之任何重要合約中直接或間接擁有重大權益。

## 董事之競爭業務權益

年內，概無任何董事在與本公司業務直接或間接出現競爭或可能出現競爭之業務（本公司業務除外）中擁有任何根據上市規則須予披露的權益。

## Directors

The directors of the Company as at the date of this report are listed on page 153 and their brief biographical details are set out on pages 65 to 68 of the annual report. Details of their remuneration are set out in Note 6 on the Financial Statements.

In accordance with Articles 103, 104 and 118 of the Company's Articles of Association, Mr H.K. Cheng, Mr Simon S.O. Ip and Mr Terry S. Ng retire from the Board by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

## Directors' Service Contracts

The appointments of non-executive director and independent non-executive directors are for specific terms (not exceeding 3 years) which coincide with their expected dates of retirement by rotation in accordance with the provisions of the Company's Articles of Association. The executive directors do not have any service contract with the Company which is not determinable within one year without payment of compensation (other than statutory compensation).

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 determinable within one year without payment of compensation (other than statutory compensation).

## Directors' Interests in Contracts

No contract of significance to which the Company or any of its subsidiaries was a party, and in which a director of the Company was materially interested, whether directly or indirectly, subsisted at any time during the year or at the end of the year.

## Directors' Interests in Competing Business

During the year, no director has been interested in any business apart from the Company's business, which competes or is likely to compete, either directly or indirectly, with the Company's business, which is required to be disclosed pursuant to the Listing Rules.

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董事於股份、相關股份及債權證之權益及淡倉

根據證券及期貨條例（「證券條例」）第XV部或根據上市公司董事進行證券交易的標準守規須知會本公司及香港聯合交易所有限公司，或根據證券條例第三百五十二條規定須予備存之登記冊所記錄，各董事於二零零七年六月三十日持有本公司及其相聯法團之股份、相關股份及債權證之權益或淡倉如下：

Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 June 2007, the interests or short positions of each of the directors in the shares, underlying shares and debentures of the Company and its associated corporations which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to Part XV of the Securities and Futures Ordinance ('SFO') or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies or which were recorded in the register required to be kept by the Company under Section 352 of the SFO are as follows:

董事姓名	身份	Name of Directors	Capacity	本公司 The Company			恒隆地產有限公司 Hang Lung Properties Limited		
				每股面值港幣一元 之股份 Shares of HK\$1.00 each	未行使之 股份期權 (附註1)	每股面值港幣一元 之股份 Shares of HK\$1.00 each	未行使之 股份期權 (附註2)		
					Share Options Outstanding (Note 1)			Share Options Outstanding (Note 2)	
				已發行股本 之百分比	股份數目 No. of Shares		已發行股本 之百分比	股份數目 No. of Shares	
				股份權益 Interests in Shares	% of Issued Capital		股份權益 Interests in Shares	% of Issued Capital	
陳啟宗	個人	Ronnie C. Chan	Personal	—	—	11,790,000	—	—	7,090,000
殷尚賢	—	S.S. Yin	—	—	—	—	—	—	—
袁偉良	個人	Nelson W.L. Yuen	Personal	—	—	8,000,000	—	—	12,926,000
陳樂宗	—	Gerald L. Chan	—	—	—	—	—	—	—
鄭漢鈞	—	H.K. Cheng	—	—	—	—	—	—	—
陳樂怡	—	Laura L.Y. Chen	—	—	—	—	—	—	—
葉錫安	—	Simon S.O. Ip	—	—	—	—	—	—	—
廖約克	—	York Liao	—	—	—	—	—	—	—
吳士元	個人	Terry S. Ng	Personal	—	—	4,338,000	—	—	6,539,000

附註1:

Note 1:

姓名	Name	未行使之 股份期權股數 No. of Option Shares Outstanding	授出日期 Date Granted	每股行使價 (港幣) Exercise Price per Share (HK\$)	股份期權行使期 Period during which options exercisable
陳啟宗	Ronnie C. Chan	5,090,000	20/5/2004	\$9.45	20/5/2005 to 19/5/2014*
		6,700,000	20/11/2006	\$20.52	20/11/2007 to 19/11/2016 <sup>Δ</sup>
袁偉良	Nelson W.L. Yuen	2,500,000	24/2/2000	\$6.12	24/2/2001 to 23/2/2010 <sup>#</sup>
		3,000,000	20/5/2004	\$9.45	20/5/2005 to 19/5/2014*
		2,500,000	20/11/2006	\$20.52	20/11/2007 to 19/11/2016 <sup>Δ</sup>
吳士元	Terry S. Ng	1,250,000	1/11/2001	\$5.87	1/11/2002 to 31/10/2011 <sup>#</sup>
		1,388,000	20/5/2004	\$9.45	20/5/2005 to 19/5/2014*
		1,700,000	20/11/2006	\$20.52	20/11/2007 to 19/11/2016 <sup>Δ</sup>

# 該等股份期權乃根據本公司之股份期權計劃授予上述董事。有關期權可由現時起至各自之行使期屆滿前行使。

\* 該等股份期權乃根據本公司之股份期權計劃授予上述董事。有關期權可分四期行使：即於二零零五年五月二十日起可行使首個百分之二十五，二零零六年五月二十日起可行使第二個百分之二十五，二零零七年五月二十日起可行使第三個百分之二十五，以及二零零八年五月二十日起可行使餘下之百分之二十五，而全部股份期權之行使期將於二零一四年五月十九日屆滿。

<sup>Δ</sup> 該等股份期權乃根據本公司之股份期權計劃授予上述董事。有關期權可分四期行使：即於二零零七年十一月二十日起可行使首個百分之十，二零零八年十一月二十日起可行使下一個百分之二十，二零零九年十一月二十日起可行使下一個百分之三十，以及二零一零年十一月二十日起可行使餘下之百分之四十，而全部股份期權之行使期將於二零一六年十一月十九日屆滿。

# These share options were granted to the named directors under the Share Option Scheme of the Company, all of which are now exercisable until their respective expiry dates.

\* These share options were granted to the named directors under the Share Option Scheme of the Company, exercisable in 4 tranches, i.e. the first 25% from 20 May 2005, the second 25% from 20 May 2006, the third 25% from 20 May 2007 and the balance 25% from 20 May 2008, all expiring on 19 May 2014.

<sup>Δ</sup> These share options were granted to the named directors under the Share Option Scheme of the Company, exercisable in 4 tranches, i.e. the first 10% from 20 November 2007, the next 20% from 20 November 2008, the next 30% from 20 November 2009 and the balance 40% from 20 November 2010, all expiring on 19 November 2016.

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附註2:

Note 2:

姓名	Name	未行使之 股份期權股數 No. of Option Shares Outstanding	授出日期 Date Granted	每股行使價 (港幣) Exercise Price per Share (HK\$)	股份期權行使期 Period during which options exercisable
陳啟宗	Ronnie C. Chan	5,090,000	20/5/2004	\$9.20	20/5/2005 to 19/5/2014*
		2,000,000	20/11/2006	\$17.14	20/11/2007 to 19/11/2016 <sup>#</sup>
袁偉良	Nelson W.L. Yuen	7,126,000	20/5/2004	\$9.20	20/5/2005 to 19/5/2014*
		5,800,000	20/11/2006	\$17.14	20/11/2007 to 19/11/2016 <sup>#</sup>
吳士元	Terry S. Ng	3,239,000	20/5/2004	\$9.20	20/5/2005 to 19/5/2014*
		3,300,000	20/11/2006	\$17.14	20/11/2007 to 19/11/2016 <sup>#</sup>

\* 該等股份期權乃根據恒隆地產有限公司之股份期權計劃授予上述董事。有關期權可分四期行使：即於二零零五年五月二十日起可行使首個百分之二十五，二零零六年五月二十日起可行使第二個百分之二十五，二零零七年五月二十日起可行使第三個百分之二十五，以及二零零八年五月二十日起可行使餘下之百分之二十五，而全部股份期權之行使期將於二零一四年五月十九日屆滿。

# 該等股份期權乃根據恒隆地產有限公司之股份期權計劃授予上述董事。有關期權可分四期行使：即於二零零七年十一月二十日起可行使首個百分之十，二零零八年十一月二十日起可行使下一個百分之二十，二零零九年十一月二十日起可行使下一個百分之三十，以及二零一零年十一月二十日起可行使餘下之百分之四十，而全部股份期權之行使期將於二零一六年十一月十九日屆滿。

除以上所披露外，並無本公司董事或彼等之任何聯繫人持有本公司或任何相聯法團之股份、相關股份或債權證中之權益或淡倉。

除以上所述外，於年內任何時間，本公司或其任何附屬公司概無作出任何安排使本公司董事（包括彼等之配偶及未滿十八歲之子女）可藉購入本公司或任何其他機構之股份或債權證而獲益。

\* These share options were granted to the named directors under the Share Option Scheme of Hang Lung Properties Limited, exercisable in 4 tranches, i.e. the first 25% from 20 May 2005, the second 25% from 20 May 2006, the third 25% from 20 May 2007 and the balance 25% from 20 May 2008, all expiring on 19 May 2014.

# These share options were granted to the named directors under the Share Option Scheme of Hang Lung Properties Limited, exercisable in 4 tranches, i.e. the first 10% from 20 November 2007, the next 20% from 20 November 2008, the next 30% from 20 November 2009 and the balance 40% from 20 November 2010, all expiring on 19 November 2016.

Save as disclosed above, none of the directors of the Company, nor any of their associates, had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation.

Other than as stated above, at no time during the year was the Company, nor any of its subsidiaries a party to any arrangement to enable the Directors of the Company (including their spouses and children under 18 years of age) to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## 主要股東及其他人士於股份及相關股份之權益及淡倉

根據證券條例第三百三十六條規定須予備存之登記冊所記錄，主要股東及依據證券條例第XV部須披露其權益之其他人士於二零零七年六月三十日持有本公司之股份及相關股份之權益以及淡倉之詳情如下：

### (a) 股份權益

姓名	Name	附註 Note	持有股份數目 No. of Shares Held	已發行股本之百分比 % of Issued Capital
陳譚慶芬	Chan Tan Ching Fen	1	493,463,580	37.00
Cole Limited	Cole Limited	1	493,463,580	37.00
Cole Enterprises Holdings Limited	Cole Enterprises Holdings Limited	1	493,463,580	37.00
Rosenior Limited	Rosenior Limited	1	493,463,580	37.00
Merssion Limited	Merssion Limited	1	493,463,580	37.00
Kingswick Investment Limited	Kingswick Investment Limited	2	93,000,000	6.97
Commonwealth Bank of Australia	Commonwealth Bank of Australia	-	81,305,000	6.10

附註：

1. 此等股份與一信託基金所持有之股份為同一批股份。陳譚慶芬女士為該信託基金之成立人。

2. Kingswick Investment Limited所持有之九千三百萬股股份已包括在上述陳譚慶芬女士/Cole Limited/Cole Enterprises Holdings Limited/Rosenior Limited/Merssion Limited 所持有之四億九千三百四十六萬三千五百八十股股份之數目內。

### (b) 股份及相關股份之淡倉

除以上(a)段所披露者外，根據證券條例第三百三十六條規定須予備存之登記冊所記錄，並無已知會本公司之其他權益。

## Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2007, details of substantial shareholders' and other persons' (who are required to disclose their interests pursuant to Part XV of the SFO) interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO are as follows:

### (a) Interests in Shares

Notes:

1. These shares were the same parcel of shares held by a trust of which Ms Chan Tan Ching Fen was the founder.

2. The 93,000,000 shares held by Kingswick Investment Limited were included in the above-mentioned number of 493,463,580 shares held by Ms Chan Tan Ching Fen/Cole Limited/Cole Enterprises Holdings Limited/Rosenior Limited/Merssion Limited.

### (b) Short Positions in Shares and Underlying Shares

Save as disclosed in paragraph (a) above, no other interest required to be recorded in the register kept under Section 336 of the SFO has been notified to the Company.



### 關連人士交易

在日常業務中進行的重大關連人士交易詳情載於財務報表附註第二十九項內。該等關連人士交易並不構成上市規則界定的須予披露關連交易。

### 管理合約

年內本公司並無就本公司全部或任何主要業務訂立或現存任何管理及行政合約。

### 購回、出售或贖回上市證券

年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任何上市證券。

### 足夠公眾持股量

截至本年報日期，根據本公司可以得悉而本公司董事亦知悉之公開資料，本公司已維持上市規則訂明之公眾持股量。

### 公司管治

本公司之公司管治原則及常規載於本年報第四十六至六十四頁之公司管治報告內。

### 核數師

本公司將於即將舉行之股東週年大會上提出決議案，建議再度委任畢馬威會計師事務所為本公司核數師，直至下屆股東週年大會結束為止。

承董事局命

秘書

李蕙蘭謹啟

香港，二零零七年八月十五日

### Related Party Transactions

Details of the significant related party transactions undertaken in the usual course of business are set out in Note 29 on the Financial Statements. None of these related party transactions constitutes a discloseable connected transaction as defined under the Listing Rules.

### Management Contracts

No contract for 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 of Listed Securities

During the year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### 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.

### Corporate Governance

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 46 to 64 of the annual report.

### Auditors

A resolution for the re-appointment of KPMG as auditors of the Company until the conclusion of the next Annual General Meeting is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board

**Velencia Lee**

Secretary

Hong Kong, 15 August 2007