

INGRAM MICRO INC
Form 5
February 11, 2005

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
INGRAM ORRIN H II

(Last) (First) (Middle)

C/O INGRAM MICRO INC., ONE BELLE MEADE PLACE 4400 HARDING ROAD

(Street)

NASHVILLE, TN 37205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INGRAM MICRO INC [IM]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/01/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock				(A) or (D) Price	17,142	I (1)	See Footnote 1

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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process ended and Ping An Trust, the ultimate winning bidder, was transferred the Shares for RMB175,000,000, of which the winning price for the Guotai Junan Shares and the Guotai Management Shares was RMB173,813,600 and RMB1,186,400 respectively, giving an aggregate value of RMB175,000,000.

Pursuant to the Equity Transaction Contracts, the operating profit/loss from 31 December 2006 (the appraisal base day) to the transaction date of the asset and equity attributable to the Shares shall be attributed to or borne by the Company. Ping An Trust shall satisfy the aforementioned consideration for the Shares in a lump-sum payment to a bank account designated by the Company within 5 days upon issuance of the relevant asset and equity transaction certificates by the Shanghai United Assets and Equity Exchange.

As a result of the completion of the Transaction, the Company recorded a net income of approximately RMB165.56 million (before taxation) for the sale of the Shares to Ping An Trust, being the difference between the final consideration of RMB175,000,000 and the value of its initial investments in the Shares of RMB7,660,000 and the agency fees of approximately RMB1.78million. The Company is therefore pleased to announce that it has realized a relatively substantial investment gain through the Transaction. The Company intends to apply the sales proceeds as general working capital in its daily operations.

5. REASONS FOR THE TRANSACTION

Investment is not the Company's core business at all times. Through this transaction, the Company has, on the one hand, disposed of certain non-core business assets, and on the other hand, the Company will realize a relatively substantial investment gain that will positively impact the Company's profit and loss accounts. To enhance the effectiveness of the Company's operational strategy, selling the Shares will be a benefit to the Company, which will bring in funding for the development of the Company's core business. Upon completion of the Transaction, the Company has no plan to make any new investments in the financial industry.

The Board of the Company believes that the terms of the Transaction are of normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

6. DESPATCH OF SHAREHOLDERS' CIRCULAR

The Transaction constitutes a discloseable transaction of the Company under Rule 9.2 of the Shanghai Listing Rules and Rule 14.06(2) of the Hong Kong Listing Rules. In accordance with Rule 14.38 of the Hong Kong Listing Rules, the Company will despatch a circular in relation to the Transaction to the H Shareholders of the Company within 21 days of the publication of this announcement.

7. INFORMATION ABOUT THE PARTIES

The Company is a highly integrated petrochemical enterprise which processes crude oil into synthetic fibres, resins, plastics, intermediate petrochemicals and petroleum products.

Ping An Trust is a PRC non-bank financial institution approved by the People's Bank of China which runs the trust and investment business and controlled by Ping An Insurance (Group) of China, Ltd. Its basic information is as below:

Name	Ping An Trust & Investment Co., Ltd.
Address	Ping An Building, No. 3 Ba Gua Road, Ba Gua Ling, Shenzhen, PRC
Enterprise type	Company with limited liabilities
Legal representative	Tong Kai
Date of incorporation	19 November 1984
Registered capital	RMB4.2 billion

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Business

Trust business for capital, immovable assets, movable assets and other assets, fund investment business, trust business for public interests, trust business for lease, agency business such as reorganization of enterprise s assets, M&A and project finance, enterprise finance management, financial advisor, etc.

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Taxation registration number 440300100020009

Major shareholder Ping An Insurance (Group) of China, Ltd.

To the best of the knowledge of the Company and the Board, Ping An Trust is not connected to the Company and the Company's top 10 shareholders in respect of property rights, businesses, assets, liabilities and debts, personnel and so forth. Ping An Trust is not a connected person of the Company as defined by Chapter 10 of the Shanghai Listing Rules and Chapter 14A of the Hong Kong Listing Rules. Ping An Trust and its ultimate beneficial owner are third parties independent of the Company and its connected persons. Under PRC Accounting Standards and as audited by Ernst & Young Hua Ming Certified Public Accountants, as at 31 December 2006, Ping An Trust's total assets, net assets and net profit were RMB16,586,652,548, RMB4,869,902,094 and RMB576,174,007, respectively.

8. DEFINITIONS

In this announcement, unless the context otherwise requires the following expressions have the following meanings

Administrative Rules	Administrative Rules on the Assets and Equity Transaction Market of Shanghai
Board	the board of directors of the Company
Company	Sinopec Shanghai Petrochemical Company Limited, a company organized in the PRC and listed on the Main Board of the Hong Kong Stock Exchange as well as in Shanghai and New York
Director(s)	Director (s) of the Company, including independent non-executive directors
Equity Transaction Contracts	The two Shanghai Assets and Equity Transaction Contracts entered into between the Company and Ping An Trust and the relevant agencies on 12 December 2007, regarding the transfer of the Guotai Junan Shares and the Guotai Management Shares from the Company to Ping An Trust.
Guotai Junan	Guotai Junan Securities Co. Ltd., a joint-stock company with limited liabilities incorporated in the PRC
Guotai Junan Shares	the 7,604,140 shares of Guotai Junan owned by the Company, representing approximately 0.16% of the entire issued share capital of Guotai Junan
Guotai Management	Guotai Junan Asset Management Co. Ltd, a joint-stock company with limited liabilities incorporated in the PRC
Guotai Management Shares	the 617,917 shares of Guotai Management owned by the Company, representing approximately 0.16% of the entire issued share capital of Guotai Management
Hong Kong Stock Exchange	The Stock Exchange of Hong Kong Limited
IFRS	The International Financial Reporting Standards promulgated by the International Accounting Standards Board.
Hong Kong Listing Rules	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
Ping An Trust	China Ping An Trust & Investment Co., Ltd., a limited liability company incorporated in the PRC
PRC	The People's Republic of China, for the purpose of this announcement, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
RMB	Renminbi, the lawful currency of the PRC
Shanghai Equity Exchange	Shanghai United Assets and Equity Exchange, a platform for assets and equity transaction approved by Shanghai Municipal Government.
Shanghai Listing Rules	The Listing Rules of the Shanghai Stock Exchange

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Shares	the Guotai Junan Shares and the Guotai Management Shares
Shareholders	the shareholders of the Company
Transactions	the transfer of the Guotai Junan Shares and the Guotai Management Shares to Ping An Trust pursuant to the Equity Transaction Contracts

As at the date of this announcement, the executive directors of the Company are Rong Guangdao, Du Chongjun, Han Zhihao, Shi Wei, Li Honggen and Dai Jinbao; the non-executive directors of the Company are Lei Dianwu and Xiang Hanyin; and the independent non-executive directors of the Company are Chen Xinyuan, Sun Chiping, Jiang Zhiquan and Zhou Yunnong.

By Order of the Board
Zhang Jingming
Company Secretary

Shanghai, PRC, 20 December 2007