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The English text of this Annual Report shall prevail over the Chinese text.

## Corporate Information

### PLACE OF INCORPORATION

Cayman Islands

### EXECUTIVE DIRECTORS

Deacon Te Ken CHIU, J.P. (*Chairman*)

David CHIU, Dato', B.Sc. (*Deputy Chairman and Chief Executive Officer*)

Steven Ying Wai KWAN, A.C.A.(*Aust.*)  
(*Managing Director*)

Craig Grenfell WILLIAMS, B. ENG. (*CIVIL*)

Dennis CHIU, B.A.

### NON-EXECUTIVE DIRECTORS

Ching Lan JU CHIU, J.P.

Dick Tat Sang CHIU, M.A.

Daniel Tat Jung CHIU

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Kee Leong CHEE, Datuk

David Kwok Kwei LO

### COMPANY SECRETARY

Kwok Wor CHOW, F.C.S., F.H.K.S.A.

### AUTHORIZED REPRESENTATIVE

David CHIU

Steven Ying Wai KWAN

### SOLICITORS

Hong Kong

Woo, Kwan, Lee & Lo

David Lo & Partners

Malaysia

Shearn Delamore & Co.

Wong Lu Peen & Tunka Alina

Australia

Freehill, Hollingdale & Page

Herbert Geer & Rundle

### AUDITORS

Deloitte Touche Tohmatsu

*Certified Public Accountants*

Hong Kong

### PRINCIPAL BANKERS

Hong Kong

Bank of China (Hong Kong) Limited

Banque Nationale de Paris

Citic Ka Wah Bank Limited

Hang Seng Bank Limited

Nanyang Commercial Bank Limited

Far East Consortium International Limited

Orix International Finance Limited

The Hongkong and Shanghai Banking Corporation Limited

Wing Hang Bank Limited

Malaysia

Alliance Bank Malaysia Berhad

Arab-Malaysian Bank Berhad

Citibank Berhad

Hong Leong Bank Berhad

HSBC Bank Malaysia Berhad

Southern Bank Berhad

Standard Chartered Bank Malaysia Berhad

Singapore

The Development Bank of Singapore Limited

Australia

Commonwealth Bank of Australia

National Australia Bank Limited

China

Agricultural Bank of China

Bank of Communications

Bank of Shanghai

China Merchants Bank

Construction Bank of China

Industrial and Commercial Bank of China

### REGISTERED OFFICE

P.O. Box 1043, Ground Floor,

Caledonian House, Mary Street,

George Town,

Grand Cayman, Cayman Islands,

British West Indies.

### PRINCIPAL OFFICE

16/F., Far East Consortium Building,

121 Des Voeux Road Central,

Hong Kong.

### SHARE REGISTRARS

Standard Registrars Limited

G/F, BEA Harbour View Centre,

56 Gloucester Road,

Wanchai,

Hong Kong.

### LISTING INFORMATION

Ordinary Shares (Code:035)

The Stock Exchange of Hong Kong Limited

### WEBSITE

<http://www.fareastconsortium.com.hk>



## Chairman's Statement

Hong Kong is facing its heavy challenge to date ever since late 1997 as a self-governing administration after a long-history of British rules. The aftermaths of Asian Financial crisis in the past six years, the "911" in New York in 2001, the US-led war in Iraq in March 2003 and the SARS-epidemics in Hong Kong, China, Singapore and Taiwan weaken the Hong Kong tourism and its related consumers and services industries at large. Internally, Hong Kong has also been suffering from falls in property prices; in local consumers spendings; in interest rates in bank deposits; in government capital expenditures and inevitably in demands and supplies of consumables and capital assets which lead to the drop in profits for companies supplying or producing these related goods and materials. This factor leads to the continuing increase in unemployment which is standing in its historical high in the last twenty years. Hong Kong is currently hard hit by this economic recession.

Hong Kong being an important city for China has the support from the Central Government to meet this challenge, particularly after the SARS-epidemics which drew Hong Kong and China closer together to resolve this crisis. During the months of June and July 2003, the Central Government make two initiatives to alleviate the economic concerns of Hong Kong by issuing the Closer Economic Partnership Arrangement ("CEPA") pact and the granting of Hong Kong visitors permit to PRC residents initially from the four most-populous cities in the Guangdong province and later on extended to the cities of Shanghai and Beijing.

The CEPA gives Hong Kong the definite competitive advantage to access the China market with free tax concession, free trade and value-added trade pact with international partners to strengthen the products and services with the Hong Kong base and branding of manufactured, made, provided and/or designed goods and services. The liberalisation of this relationship in production and manufacturing, servicing (professional or specialisation), banking and financial industries will all be benefited. This hopefully will open a new era of economic revival for Hong Kong in the next decade.

The liberalisation of exit permits to allow PRC residents to visit Hong Kong at their free wills certainly supports many industries in Hong Kong. The tourism and related businesses form a very significant critical mass in the Hong Kong economy. Hong Kong will be anticipating additional 5 to 8 millions visitors from this program annually in the forthcoming years. With the efficient and sophisticated transport system, the availability of hotel and accommodation facilities and our well-trained work force and services, Hong Kong will continue to be benefited from our tourism industry. Our hotel division has been fortunate to take this advantage of maintaining good occupancy rate. We have planned to add more 3 and 4 stars hotels in our investment portfolio to cater for this sector of business and are optimistic of its future.

## Chairman's Statement

Personally, I am confident that the business community and the Hong Kong Administration will make everything possible to achieve the aforesaid initiatives and to maintain the momentum to draw closer the relationship between Hong Kong and the Mainland. Hong Kong will survive with the huge emerging market of the century, China, as its driving force.

Finally, I take this opportunity to express my appreciation to all directors and colleagues for their efforts and contribution during the year and our shareholders continuing support to our Company.

### **Deacon Te Ken Chiu**

Chairman

Hong Kong, 25th July, 2003

### EXECUTIVE DIRECTORS

#### **Mr. Deacon Te Ken CHIU, J.P.** *(Chairman)*

Mr. Chiu, aged 78, is the founder of the Far East Group. He has been the Chairman of Far East Consortium Limited, the predecessor of the Company, since 1972. He is now the Chairman of the Company, Far East Technology International Limited and Far East Hotels and Entertainment Limited. He has more than 50 years of business experience in financial and property investment and development, operation of entertainment; broadcast and tourism related business and hotel and industrial ownership and management. Mr. Chiu was a member of the Chinese People's Political and Consultative Conference. He is the founder of Yan Chai Hospital which was opened in 1973 and the founder and the Chairman of Ju Ching Chu Secondary School since 1966. In addition, he is the founder and permanent Honorary Chairman of The New Territories General Chamber of Commerce and the Vice-Patron of the Community Chest. Mr. Chiu is the husband of Madam Ching Lan Ju Chiu, the father of Messrs. Dick Tat Sang Chiu, David Chiu, Dennis Chiu and Daniel Tat Jung Chiu.

#### **Y. Bhg Dato' David CHIU, B.Sc.** *(Deputy Chairman & Chief Executive Officer)*

Dato' Chiu, aged 49, joined the Group in 1973. He had been the Managing Director of Far East Consortium Limited, the predecessor of the Company, since 1978 and was appointed Deputy Chairman and Chief Executive Officer of the Company on 8th December, 1994 and 8th October, 1997 respectively. He is also a Director of Far East Technology International Limited and a Non-executive Director of Far East Hotels and Entertainment Limited. He holds a double degree of Bachelor of Science in Business Administration and Economics at Sophia University, Japan.

Dato' Chiu is the Vice-Chairman and a substantial shareholder of Malaysia Land Holdings Berhad, Malaysia. He is also the Chairman of Tokai Kanko Ltd., which is listed on the Tokyo Stock Exchange. Presently, Dato' Chiu is a member of the Guangxi Chinese People's Political and Consultative Conference in China and the Honorary Chairman of the Food, Biscuit and Beverage Association in Hong Kong. He has also been conferred an honorary award in Malaysia which carries the title "Dato" by His Majesty, the King of Malaysia, in July 1997. He is the son of Mr. Deacon Te Ken Chiu and Madam Ching Lan Ju Chiu, the brother of Messrs. Dick Tat Sang Chiu, Dennis Chiu and Daniel Tat Jung Chiu.

#### **Mr. Steven Ying Wai KWAN, A.C.A. (Aust.)** *(Managing Director)*

Mr. Kwan, aged 56, joined the Company as Managing Director in August 2000. Prior to joining the Company, he was an executive director for several other publicly listed companies in Hong Kong. Mr. Kwan had also held executive positions in the field of investment banking and finance for over 15 years in Hong Kong and Asia (1978–1993). Mr. Kwan has been a chartered accountant since 1977 and served as advisor and independent non-executive director for many publicly listed companies in Hong Kong in the past 20 years. Currently, he is an independent non-executive director of Quam Ltd. in Hong Kong.

## Profile of Directors and Senior Management

### **Mr. Craig Grenfell WILLIAMS, B.ENG. (CIVIL)**

Mr. Williams, aged 51, was appointed as a Director of the Company in 2000. He is responsible for all property development in Australia. He resides in Melbourne, Australia. He holds a degree of Bachelor of Civil Engineering from Melbourne University and before joining the Australian operations, was a Director of all development companies within Australia's largest property developer, the Lend Lease Group. Mr. Williams has extensive experience in all facets of property development and is the President of the St. Kilda Road Campaign Inc.

### **Mr. Dennis CHIU, B.A.**

Mr. Chiu, aged 44, joined Far East Consortium Limited, the predecessor of the Company, in 1978. He is now an Executive Director of the Company and also the Managing Director of Far East Technology International Limited and a Non-executive Director of Far East Hotels and Entertainment Limited. He is also a Non-executive Director of London-listing Fortune Oil Plc and is actively involved in the business development in China, Singapore and Malaysia. Mr. Chiu is the son of Mr. Deacon Te Ken Chiu and Madam Ching Lan Ju Chiu, the brother of Messrs. Dick Tat Sang Chiu, David Chiu and Daniel Tat Jung Chiu.

## **NON-EXECUTIVE DIRECTORS**

### **Madam Ching Lan JU CHIU, J.P.**

Madam Chiu, aged 64, was appointed as a Director of Far East Consortium Limited, the predecessor of the Company, in 1972. She is now a Non-executive Director of the Company and Far East Hotels and Entertainment Limited. Since 1975, she is the Honorary Vice-President of Hong Kong Girl Guides Association. She has been active in social circles and was Lady Chairman of Yan Chai Hospital for 1977/78. Madam Chiu is the founder and Honorary Chairman of New Territories Women's and Juveniles Welfare Association. She is a committee member and Supervisor of Ju Ching Chu Secondary School and the Chairman of Kowloon Women's Welfare Club. She is the member of Shanghai Standing Committee Chinese People's Political Consultative Conference since 1982. Since 1997, she is also the Honorary Vice-President of Hong Kong Federation of Women. She is the wife of Mr. Deacon Te Ken Chiu, the mother of Messrs. Dick Tat Sang Chiu, David Chiu, Dennis Chiu and Daniel Tat Jung Chiu.

### **Mr. Dick Tat Sang CHIU, M.A.**

Mr. Chiu, aged 52, was appointed as a Director of Far East Consortium Limited, the predecessor of the Company, in 1972. He is now a Non-executive Director of the Company and Far East Hotels and Entertainment Limited. He graduated from the University of Cambridge with an honour Master of Arts degree in Economics. He is the son of Mr. Deacon Te Ken Chiu and Madam Ching Lan Ju Chiu, the brother of Messrs. David Chiu, Dennis Chiu and Daniel Tat Jung Chiu.

### **Mr. Daniel Tat Jung CHIU**

Mr. Chiu, aged 42, was appointed as a Director of Far East Consortium Limited, the predecessor of the Company, in 1984. He is now a Non-executive Director of the Company and Far East Technology International Limited. He was appointed as Vice-Chairman (Non-executive) of Far East Hotels and Entertainment Limited in 1999. He is the major shareholder and Vice-Chairman of London-listing Fortune Oil Plc and has extensive experience in China trade, petroleum trading and infrastructures investment and also takes an active part in several kinds of projects in Hong Kong and China. Mr. Chiu is the son of Mr. Deacon Te Ken Chiu and Madam Ching Lan Ju Chiu, the brother of Messrs. Dick Tat Sang Chiu, David Chiu and Dennis Chiu.

## **INDEPENDENT NON-EXECUTIVE DIRECTORS**

### **Datuk Kee Leong CHEE**

Datuk Chee, aged 61, was appointed as an Independent Non-executive Director of the Company in 1997. He has been appointed as Chairman, Managing Director and Director of various companies in Malaysia, Singapore and Hong Kong. He is currently the Director of CCL Management Services Limited, Patmi Investments Limited, China Cashmere Trading Limited, Paciasia Sdn Bhd, Chewen Holding Sdn Bhd and Pakar Hydro Sdn Bhd.

### **Mr. David Kwok Kwei LO**

Mr. Lo, aged 44, holds the degrees of bachelor of laws and bachelor of jurisprudence from University of New South Wales, Australia. He was admitted as a solicitor of the Supreme Court of New South Wales, Australia in 1984. He has been a member of The Law Society of Hong Kong since 1987. He has been practising as a solicitor in Hong Kong for over 13 years and is a partner in David Lo & Partners. He joined the Board of Directors of the Company in 2000.

## **SENIOR MANAGEMENT**

### **Ms. Eva Yin Fun HUI**

Ms. Hui, aged 50, joined the Company in 1985. In 1994, she was promoted as the Group's General Manager in Malaysia. She is responsible for all property development in Malaysia. She also sits on the Board of Directors of various Malaysian subsidiaries of the Group.

### **Mr. Teng Tatt YEOH, B.Sc.**

Mr. Yeoh, aged 47, is an Executive Director and heads the project management team of the Mayland Group. Mr. Yeoh has over 20 years' experience in project management of various developments. Mr. Yeoh graduated with a Bachelor of Science (Civil Engineering) from the University of Manitoba, Canada in 1979 and upon graduation, he joined the Ministry of Housing. From 1982-1994, Mr. Yeoh joined several companies as project engineer and project manager. In 1995, Mr. Yeoh was appointed as a Senior Project Manager of the companies of the Far East Group within Malaysia, where he assumed a variety of roles

## Profile of Directors and Senior Management

including project planning, acquisition of land, coordination of the project with architects and consultants, liaising with the authorities, monitoring of project schedules, cost control and site management. Mr. Yeoh is a corporate member of Malaysia Institute of Engineers (M.I.E.M.) and is a registered Professional Engineer (P.E.) with Malaysia Board of Engineers.

### **Mr. Kei Kon CHAN, B.A.**

Mr. Chan, aged 57, joined the Company in 1996 as the General Manager of China Division responsible for the Group's industrial and property development project in China. He holds a degree of Bachelor of Political Science from Zhongshan University, Guangzhou in 1969.

Before joining the Group, he was the Managing Director of Tenmar International Ltd, an investment company specializing on China trade. He was also the Chairman of a number of industrial production companies in various parts of China.

### **Mr. Eddie Yu Cheung LEUNG, M Arch, Registered Architect, Authorized Person (Architect)**

Mr. Leung, aged 31, is a Project Manager of the Company and is the head of project department. He is responsible for all new property development, renovation and re-development of existing properties of the Company in Hong Kong. He graduated with a degree of Bachelor of Arts in Architectural Studies and Master of Architecture from the University of Hong Kong. Mr. Leung is now the Registered Architect and Authorized Person (Architect) in Hong Kong. He has extensive experience in both architect's firm and developer, dealt with various kinds of property development such as residential building, luxury house, hotel, commercial building, grand shopping mall, railway station and school. Mr. Leung's major role in the Company includes project planning and coordination, architectural design, cost control and acquisition of land. He joined the Company in January, 2000.

## Five-Year Financial Summary

	For the year ended 31st March,				
	1999	2000	2001	2002	2003
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>RESULTS</b>					
Turnover	668,858	621,675	510,353	691,590	<b>796,057</b>
Profit (loss) before taxation	39,606	58,627	57,117	(207,915)	<b>(116,547)</b>
Taxation	(10,628)	(24,758)	(12,403)	(4,343)	<b>(25,324)</b>
Profit (loss) before minority interests	28,978	33,869	44,714	(212,258)	<b>(141,871)</b>
Minority interests	(3,923)	(125)	3,198	8,128	<b>10,154</b>
Net profit (loss) for the year	25,055	33,744	47,912	(204,130)	<b>(131,717)</b>
Earnings (loss) per share	3 cents	4 cents	5 cents	(21 cents)	<b>13 cents</b>
<b>ASSETS AND LIABILITIES</b>					
Total assets	3,958,688	3,898,844	4,192,066	4,318,107	<b>4,745,337</b>
Total liabilities	(1,540,160)	(1,372,171)	(1,713,388)	(1,856,739)	<b>(2,287,615)</b>
Minority interests	(39,127)	(71,445)	(65,821)	(64,984)	<b>(60,298)</b>
Shareholders' funds	2,379,401	2,455,228	2,412,857	2,396,384	<b>2,397,424</b>

## CORPORATE RESULTS

During the financial year under review, the turnover was HK\$796 million, an increase of 15% as compared to HK\$692 million of the corresponding period in 2002. The company incurred a loss attributable to shareholder of HK\$132 million in the year 2003. Included in the loss for the year ended 31st March, 2003 of our share of loss amounting to approximately HK\$52 million in a listed associate in Hong Kong, Far East Technology International Limited in which the Group owns 28.2% during the year; loss on disposal of a rental property amounting to HK\$22 million; and government profit tax assessments on prior year transactions on a rental property in a fully-owned subsidiary of HK\$16 million. The aggregate of the aforesaid totalling HK\$90 million which in the opinion of the management are "one-off" exceptional items and are non-recurring in nature. However, the operation of the hotel division in Hong Kong continued to yield good return in the year under review.

## FINANCIAL RESOURCES AND LIQUIDITY

Business activities of the Group are funded mainly by bank borrowing and cash generated from operating activities. As at 31st March, 2003, the Group total borrowing amounted to HK\$1,594 million (2002 – HK\$1,209 million) with HK\$520 million repayable within one year and HK\$1,074 million repayable beyond one year. The majority of such increase was due to an acquisition during the year under review of our proposed 460 rooms hotel property in Queen's Road East, Wanchai, Hong Kong for approximately HK\$350 millions inclusive of refurbishment and renovation costs.

As at the year end, all the Group's borrowings bear interest rates charged were in line with the best lending rates either at prime or based on the Hong Kong Inter-bank offer rate. As a result of the abovesaid acquisition of the 460 rooms hotel, the Group's gearing ratio increased to 0.66 as at 31st March, 2003 from the previous year of 0.5 based on total borrowing of HK\$1,594 million over the Group's shareholder's fund of HK\$2,397 million.

### Current Ratio

The current ratio (current assets/current liabilities) of the Group at 31st March, 2003 was 1.3 (2002 – 1.1)

### Exchange rate

The group was not exposed to material exchange rates fluctuation during the year.

### Pledge of assets

As at 31st March, 2003, certain of the Group's properties and bank deposits with an aggregate value of HK\$2,225 million (2002 – HK\$1,707 million) have been pledged to bank to secure credit facilities to the Group.

### Contingent Liabilities

As at the balance sheet date, total contingent liabilities of the Group in respect of guarantees issued to secure the banking facilities made available to the subsidiaries, third parties and an investee company were approximately HK\$78 million (2002 – HK\$82 million)

### Acquisition and disposals

During the year under review the Group acquired an existing building in Wanchai which is to be refurbished into a 460 rooms 4 star hotel. This is in line with the Group's overall strategy to focus on 3 to 4 star hotel as well as property development and property investment in Hong Kong and China. The Group also continues to dispose off several overseas assets and non performing assets in Hong Kong during the year under review.

## REVIEW OF OPERATION, OUTLOOK AND STRATEGY

### 1. Property Development Division

#### *Hong Kong*

*Baker Street, Hung Hom* – This is a 32-storey commercial-residential development with a gross floor area of approximately 55,000 sq.ft. comprises of 104 residential units, 26 car parks and 2 floors of commercial shopping units. The building was completed and occupancy permit obtained at the end of the year 2002. Over 75 units have been sold to date.

*Pak Shek Wo, Sai Kung* – This is a 15 units detached house development with a total gross floor area of 18,000 sq.ft built on a 30,000 sq.ft. site. Construction started in the year 2002 and due for completion by the end of the year 2003. The sales launch is scheduled in August/September 2003.

*Chuk Kok, Sai Kung* – This is a 10 units detached house development with a gross floor area of 12,000 sq.ft built on a 30,000 sq.ft. site. The construction is currently in progress and the completion is expected by end of the year 2004. The sales launch is scheduled in the middle of the year 2004.

*Tan Kwai Tsuen, Yuen Long* – This project is a 4-storey apartment development with 62 units with a total gross floor area of approximately 52,000 sq.ft. The company is in the process of applying land exchange and access road formation.

*Sheung Yeung, Sai Kung* – This project is a development of 24 village houses with a total gross floor area of approximately 50,000 sq.ft. Building work on phase 1 with 4 houses has commenced in July, 2002 and due for completion by end of the year.

*Hung Shui Kiu, Yuen Long* – This is a 7-storey residential development project with a total gross floor area of approximately 38,000 sq.ft. The company is currently in the process of applying for land exchange.

*Fung Lok Wai, Yuen Long* – This is a raw land investment for residential estate development with a total land area of approximately 8,610,000 sq.ft. The Group holds an approximately 21.66% beneficial interest in this project. The controlling shareholder in this joint venture being Cheung Kong (Holdings) Ltd. is the agent and project manager of this project.

### *China*

*California Garden, Shanghai* – New China Homes Ltd. has completed 2,388 units of residential and commercial property sitting on a total land area of approximately 4.5 million sq.ft. with a gross floor area of approximately 3.6 million sq.ft. over 98% of the units have been sold to date. The Group decided to privatise New China Homes Ltd. pursuant to an announcement to the Company's shareholders dated 24th January, 2003 and the privatisation was completed on the 23rd of April, 2003 with over 95% of New China Homes Ltd. shareholders accepted the proposal.

*Bauhinia Garden, Shanghai* – This is a 390 units of townhouse development with a total gross floor area of approximately 0.92 million sq.ft and sitting on a total land area of 1.15 million sq.ft. The construction is currently in progress. The completion is expected by beginning of the year 2004. The sales is expected to launch in the fourth quarter or by the end of the year 2003.

*New Time Plaza, Guangzhou* – The Group owns 45% of this development comprises of an auxiliary building completed with 8,000 sq.m. and a proposed 29-storey residential tower with a gross floor area of approximately 27,000 sq.m. Construction work is in progress.

### *Malaysia*

*Karunmas Ehsan* – This project consists of a total of 812 units of terrace house, condominium, low cost flats and shop offices. Occupancy Permits for Phase 1, 2 and 3 totaling 426 units of terrace houses, 240 units of condominiums and 41 units of shop houses have been obtained. More than 80% of the completed units have been sold to date. There are 105 units of low cost apartment still under construction and expected completion by end of the year 2003.

*Taman Teluk Gedong Ludah* – This project consists of 628 units of terrace houses and 200 units of low cost flats. The terrace houses have been completed and occupancy permit obtained while the low cost flats are still under construction.

### *Australia*

*Flinder Wharf, Melbourne* – The Group owns 50% of this high-class residential development with 301 units located on the Yarra River in the city of Melbourne next to the Melbourne Exhibition and Convention Centre and The Crown Casino. The project has achieved over 90% sold to date. Construction commenced in February 2002 and as of to date the project is over 70% completed and it is scheduled for full completion by the fourth quarter of 2003.

## **2. Hotel Division**

*Dorsett Garden Hotel and Dorsett Seaview Hotel* – The Group operates two 3-stars hotels in Hong Kong with a total of 368 rooms. The two hotels maintain an average occupancy rate of over 90% throughout the period under review and provide a steady income to the Group.

*Dorsett Regency Hotel, Kuala Lumpur* – This 320 rooms hotel is located right at the Centre Business District of the busy Kuala Lumpur. The hotel continues to perform well with an average occupancy rate of close to 80% for the period under review, maintaining its status as one of the top 4-star hotel in Kuala Lumpur.

*387 Queen's Road East, Wanchai* – This is a 21 storey 4 star hotel refurbishment project with a total of 460 rooms and a gross floor area of approximately 183,000 sq.ft. The refurbishment started at the beginning of this year and is expected to complete by December 2003.

*Kau U Fong, Central* – This is a hotel development site for approximately 167 rooms in a 34-storey building with a total gross floor area of approximately 63,000 sq.ft. Building plans have been submitted for government approval. Completion date for this hotel is scheduled by the end of the year 2004.

*Anchor Street, Tai Kok Tsui* – a 21-storey hotel development with approximately 137 rooms with a gross floor area of 46,000 sq.ft. With the town planning application approved, construction has commenced in November 2002 and is scheduled for completion by the middle of the year 2004.

*Dallas Grand Hotel, Dallas, USA* – after the 911 event in the USA, the Group has decided to tie up this hotel with an international 'Brand' and is currently reviewing the franchise arrangement with the prospective Brand. The refurbishment and upgrading program of this hotel will commence when the franchise agreement is finalised and the financing of the refurbishment project is obtained.

### 3. Industrial and Infrastructure Division

The boiler factory in Guangzhou had a moderate performance. The Board believes that the operation of the boiler factory will gradually improve.

The Company has completed construction of a 68% interest in the 44km of the National Highway 311 in Henan Province, which has been fully operational since January 2001 with two-ways toll road collections. This investment yields a good return (approximately HK\$12.5 millions) for the Group in the period under review.

### 4. Recurrent Income

The Group's rental income comes mainly from commercial/office buildings in Hong Kong. The occupancy rate of leased tenants maintains at an average of more than 85% during this review period. The current annually recurring rental revenue is approximately HK\$75 million with a potential to increase to more than HK\$100 million a year once the renovation of Mongkok building is completed by end of 2003. The Group's hotel division also provides a steady cash flow from its operation.

### 5. Corporate Overview

Despite the unfavourable economic environment in Hong Kong during the year under review, the Group was fortunate to maintain growth in both turnovers and quality assets. We have achieved this objective by taking advantage of the changing market conditions in both China and Hong Kong for the past five years in property acquisitions in Hong Kong, timely investment in hotel industries in Hong Kong and property investment and development in Mainland China.

The Group's three residential projects at Pak Shek Wo, Chuk Kok and Sheung Yeung which will be launching for sales in the next six months together with the completed project Bakerview in Hung Hom currently on sales in the market, are expected to be fully sold at reasonable prices would contribute total sales in excess of HK\$300 million in the ensuing year. The Group will be benefited from this sector as these land properties were bought in post-1997 when the prices were reasonable.

The Group commenced its hotel division in Hong Kong, in early 2001 with the acquisition of two 3-star hotel (with 368 rooms) and has contributed satisfactory yield to the Group. To date, the Group has one 4-star hotel with 460 rooms under refurbishment which will be ready for operation in early 2004 and two new-built hotels (with 304 rooms) under construction which will be completed in 2005. Your directors are confident that the hotel division will provide steady cash flow and good recurring income to the Group in the ensuing years.

With the satisfactory results and experience in the California Garden residential project in Shanghai, the Group will continue to explore and to develop residential projects in Shanghai and other selected cities in Mainland China to take advantage of the upsurging economy and the huge emerging market of the decade.

Your directors will remain cautious in evaluating markets conditions and investment opportunities, with the principal aim to maintain a healthy cash flow position and a solid foundation for future expansion of the Group.

**David Chiu**

*Deputy Chairman and Chief Executive Officer*

Hong Kong, 25th July, 2003

## Directors' Report

The directors have pleasure in presenting to shareholders their annual report together with the audited financial statements of the Company and its subsidiaries (the "Group") for the year ended 31st March, 2003.

### **PRINCIPAL ACTIVITIES**

The Company acted as an investment holding company and its subsidiaries were engaged in property investment and development, investment holding, securities trading, hotel operations and manufacture of boiler products.

### **PRINCIPAL SUBSIDIARIES, ASSOCIATES AND A JOINTLY CONTROLLED ENTITY**

Details of the Company's principal subsidiaries, associates and a jointly controlled entity at 31st March, 2003 are set out in notes 50, 51 and 20 respectively to the financial statements.

### **RESULTS AND APPROPRIATIONS**

The results of the Group for the year ended 31st March, 2003 are set out in the consolidated income statement on page 24.

The directors recommend a final dividend for the year ended 31st March, 2003 of 2 cents (2002: 2 cents) per share to shareholders whose names appear on the Company's Register of Members on 29th August, 2003 amounting to HK\$19,703,000. The final dividend will take the form of a scrip dividend with shareholders being given an option to elect to receive cash in lieu of all or part of their scrip dividend entitlements ("Scrip Dividend Scheme").

The Scrip Dividend Scheme will be subject to (i) the approval of the proposed final dividend at the annual general meeting to be held on 29th August, 2003; and (ii) The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting listing of and permission to deal in the new shares to be allotted thereunder. For the purpose of determining the number of new shares to be allotted, the market value of new shares will be calculated as the average of the closing prices of the existing shares of the Company on the Stock Exchange for the five trading days prior to and including 29th August, 2003. Full details of the Scrip Dividend Scheme will be set out in a circular to shareholders together with a form of election on or about 5th September, 2003. Dividends warrants or new shares certificates will be posted on or about 30th September, 2003.

### **FINANCIAL SUMMARY**

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 9.

## **INVESTMENT PROPERTIES**

Details of movements during the year in the investment properties of the Group are set out in note 15 to the financial statements.

## **PROPERTY, PLANT AND EQUIPMENT**

During the year, the Group acquired hotel property at a consideration of HK\$256,992,000.

Details of this and other movements during the year in the property, plant and equipment of the Group are set out in note 16 to the financial statements.

## **PROPERTIES UNDER DEVELOPMENT**

Details of movements during the year in the properties under development of the Group are set out in note 17 to the financial statements.

## **MAJOR PROPERTIES**

Details of the major properties of the Group at 31st March, 2003 are set out on pages 82 to 91 of the annual report.

## **SHARE CAPITAL**

Details of movements during the year in the share capital are set out in note 34 to the financial statements.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES IN THE COMPANY**

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

## **BORROWINGS AND INTEREST CAPITALISED**

Obligations under finance leases and bank and other borrowings are set out in notes 29 and 30 to the financial statements respectively.

Interest capitalised by the Group during the year amounted to HK\$7,394,000.

### ANALYSIS OF THE GROUP'S LIQUIDITY

The Group's total bank and other borrowings as at 31st March, 2003 were approximately HK\$1,594 million (2002: HK\$1,209 million).

The directors consider that with the continuing support of the Group's bankers and lenders of the other loans in respect of the existing secured facilities, the Group will be able to meet in full its financial obligations as they fall due for the foreseeable future.

### DIRECTORS

The Directors of the Company during the year and up to the date of this report were:

#### Executive Directors

Mr. Deacon Te Ken Chiu, *Chairman*

Dato' David Chiu, *Deputy Chairman and Chief Executive Officer*

Mr. Steven Ying Wai Kwan, *Managing Director*

Mr. Craig Grenfell Williams

Mr. Dennis Chiu

#### Non-executive Directors

Madam Ching Lan Ju Chiu

Mr. Dick Tat Sang Chiu

Mr. Daniel Tat Jung Chiu

Mr. Kohei Ogawa (resigned on 21st May, 2003)

#### Independent Non-executive Directors

Datuk Kee Leong Chee

Mr. David Kwok Kwei Lo

In accordance with the provisions of the Company's Articles of Association, Mr. Dick Tat Sang Chiu, Mr. Daniel Tat Jung Chiu and Mr. Craig Grenfell Williams shall retire by rotation and, being eligible, offer themselves for re-election.

The term of office for each of the non-executive directors is the period up to his or her retirement by rotation in accordance with the Company's Articles of Association.

## DIRECTORS' INTERESTS IN SHARES

### (a) Shares

At 31st March, 2003, the interests of the directors in the shares of the Company as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance") were as follows:

Name of Directors	Number of ordinary shares held		Total
	Personal interests	Corporate interests	
Deacon Te Ken Chiu	9,688,973	106,764,126 (Note i)	116,453,099
David Chiu	589,399	296,426,439 (Note ii)	297,015,838
Dennis Chiu	7,862	4,937,163 (Note iii)	4,945,025
Ching Lan Ju Chiu	1,108,018	–	1,108,018
Dick Tat Sang Chiu	770,697	–	770,697
Daniel Tat Jung Chiu	36,250	3,877,218 (Note iv)	3,913,468

*Note i:* These shares are held by various companies controlled by Mr. Deacon Te Ken Chiu.

*Note ii:* These shares are held by Sumptuous Assets Limited, a company controlled by Dato' David Chiu.

*Note iii:* These shares are held by Chiu Capital N.V., a company controlled by Mr. Dennis Chiu and First Level Holdings Limited, a company controlled by Mr. Dennis Chiu and Mr. Daniel Tat Jung Chiu.

*Note iv:* These shares are held by First Level Holdings Limited, a company controlled by Mr. Dennis Chiu and Mr. Daniel Tat Jung Chiu and are entirely duplicated and included in the corporate interests of Mr. Dennis Chiu.

### (b) Options

#### (i) The Company's option scheme

The Company adopted a new share option scheme on 28th August, 2002 (the "New Share Option Scheme") and terminated the old share option scheme adopted on 28th September, 2000 (the "Old Scheme") in line with the amended Chapter 17 (Share Option Scheme) of 1st September, 2001 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). No options were granted, exercised or lapsed under the Old Scheme during the year.

Pursuant to the New Share Option Scheme, the Company may grant options to any employees, executive or officers, directors (including executive and non-executive directors) of the Company or any of its subsidiaries and any business consultants, agents, financial or legal advisers of the Company or any of its subsidiaries subject to a maximum of 10% of the issued share capital of the Company from time to time. The Company has not granted any options under the New Share Option Scheme.

Details of the Company's option schemes are set out in note 36 to the financial statements.

### DIRECTORS' INTERESTS IN SHARES (continued)

#### (b) Options (continued)

##### (ii) *The option scheme of the Company's subsidiary*

New China Homes, Ltd. ("NCH") has adopted a 1999 Stock Option and Restricted Stock Purchase Plan (the "Option Plan"). It is intended that options to purchase an aggregate of 600,000 common shares in NCH ("NCH Shares") will be granted under the Option Plan. The Option Plan is administered by the compensation committee of the board of NCH. The compensation committee has complete discretion to determine which eligible individuals are to receive option grants, the number of shares subject to each such grant, the status of any granted option as either an incentive stock option or a non-statutory option, the vesting schedule to be in effect for the option grant and the maximum term of which any granted option is to remain outstanding. Each option granted under the Option Plan will have a maximum term of ten years, subject to earlier termination following the optionee's cessation of service with NCH. No options have been granted and exercised under the Option Plan since its adoption. The Company will comply with the requirements of the amended Chapter 17 of the Listing Rules if options under the Option Plan will continue to be granted.

#### (c) Shares in associated corporations

As at 31st March, 2003, the interests of the Directors in the share capital of the Company's associated corporations were as follows:

Name of Directors	Name of associated corporation	Number of ordinary shares held
Deacon Te Ken Chiu	Far East Technology International Limited	110,926,800 ( <i>Note i</i> )
Ching Lan Ju Chiu	Far East Technology International Limited	6,110,000
David Chiu	Oi Tak Enterprises Limited	250,000
Dennis Chiu	Far East Technology International Limited	47,010,200 ( <i>Note ii</i> )
Daniel Tat Jung Chiu	Far East Technology International Limited	41,400,000 ( <i>Note ii</i> )

*Note i:* Includes 6,110,000 shares held by Madam Ching Lan Ju Chiu, the spouse of Mr. Deacon Te Ken Chiu.

*Note ii:* Includes 30,400,000 shares held by Cape York Investments Limited, a company beneficially owned by Mr. Dennis Chiu and Mr. Daniel Tat Jung Chiu.

Other than disclosed above, none of the directors nor their associates, had any interests in any securities of the Company or any of its associated corporations as defined in the SDI Ordinance, and none of the directors nor their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year as recorded in the register required to be kept under Section 29 of the SDI Ordinance or otherwise notified to the listed issuer and the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Companies.

## **DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE**

No contract of significance, 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.

## **MANAGEMENT AND SERVICE CONTRACTS OF DIRECTORS**

None of the directors of the Company has a contract of service with the Company or any of its subsidiaries not terminable by the employing company within one year without payment of compensation (other than statutory compensation).

## **SUBSTANTIAL SHAREHOLDERS**

Other than the interests disclosed in "Directors' interests in shares" above, in respect of certain directors, the register of substantial shareholders maintained by the Company pursuant to Section 16(1) of the SDI Ordinance discloses no person as having an interest of 10% or more in the issued share capital of the Company as at 31st March, 2003.

## **DONATIONS**

During the year, the Group made charitable donations amounting to HK\$554,000.

## **POST BALANCE SHEET EVENTS**

Details of significant post balance sheet events are set out in note 47 to the financial statements.

## **MAJOR CUSTOMERS AND SUPPLIERS**

The aggregate purchases attributable to the Group's five largest suppliers were less than 30% of total purchases.

The aggregate turnover attributable to the Group's five largest customers was less than 30% of total turnover.

## **EMPLOYEES AND REMUNERATION POLICIES**

The total number of employees of the Group as at 31st March, 2003 was approximately 1,500.

Employees are remunerated according to nature of jobs and market conditions. The Group has not adopted any training scheme for employees during the year.

Details of retirement benefits schemes are set out in note 49 to the financial statements.

## **CORPORATE GOVERNANCE**

The Company has complied throughout the year ended 31st March, 2003 with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.

## **AUDITORS**

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

## **PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Memorandum and Articles of Association of the Company and the Companies Law of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

On behalf of the Board

**David Chiu**

*Deputy Chairman and Chief Executive Officer*

Hong Kong, 25th July, 2003

## 德勤·關黃陳方會計師行

Certified Public Accountants  
26/F, Wing On Centre  
111 Connaught Road Central  
Hong Kong

香港中環干諾道中111號  
永安中心26樓

**Deloitte  
Touche  
Tohmatsu**

### **TO THE MEMBERS OF FAR EAST CONSORTIUM INTERNATIONAL LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

We have audited the financial statements on pages 24 to 81 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

The Directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### **BASIS OF OPINION**

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### **OPINION**

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31st March, 2003, and of the loss and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**

Hong Kong, 25th July, 2003

# Consolidated Income Statement

For the year ended 31st March, 2003

	NOTES	2003 HK\$'000	2002 HK\$'000
Turnover	4	<b>796,057</b>	691,590
Cost of sales		<b>(655,948)</b>	(521,944)
Gross profit		<b>140,109</b>	169,646
Other operating income		<b>10,229</b>	35,390
Selling and distribution expenses		<b>(2,554)</b>	(4,427)
Administrative expenses		<b>(137,424)</b>	(130,869)
Other operating expenses	6	<b>(13,591)</b>	(28,347)
(Loss) profit on disposal of investment properties		<b>(22,590)</b>	392
Unrealised holding losses on investments in securities		<b>(2,000)</b>	(2,464)
Impairment losses recognised in respect of overseas properties and investments	7	<b>(13,602)</b>	(177,078)
Loss on profit guarantee	8	–	(18,145)
Profit on disposal of a subsidiary		<b>890</b>	–
Loss on disposal of an associate		<b>(1,708)</b>	–
Share of results of a jointly controlled entity		<b>12,487</b>	3,124
Share of results of associates		<b>(45,050)</b>	(7,927)
Finance costs	9	<b>(41,743)</b>	(47,210)
Loss before taxation	10	<b>(116,547)</b>	(207,915)
Taxation	12	<b>(25,324)</b>	(4,343)
Loss before minority interests		<b>(141,871)</b>	(212,258)
Minority interests		<b>10,154</b>	8,128
Net loss for the year		<b>(131,717)</b>	(204,130)
Dividend	13	<b>19,703</b>	19,355
Loss per share	14	<b>(13 cents)</b>	(21 cents)

# Balance Sheets

At 31st March, 2003

	NOTES	THE GROUP		THE COMPANY	
		2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
<b>Non-current assets</b>					
Investment properties	15	908,651	1,022,177	–	–
Property, plant and equipment	16	1,141,997	737,313	–	–
Properties under development	17	299,311	652,941	–	–
Interests in subsidiaries	18	–	–	2,198,551	2,087,148
Interests in associates	19	165,980	217,236	–	–
Interest in a jointly controlled entity	20	65,128	56,073	–	–
Investments in securities	21	82,969	86,854	–	–
Amounts due from investee companies	22	177,759	177,710	–	–
Other assets		14,815	14,815	–	–
Loans receivable	23	256,403	259,343	–	–
Amount due from a minority shareholder	37	563	563	–	–
Amounts due from associates	24	52,776	56,589	–	–
Pledged bank deposits		–	11,058	–	–
		<b>3,166,352</b>	<b>3,292,672</b>	<b>2,198,551</b>	<b>2,087,148</b>
<b>Current assets</b>					
Completed properties for sale – at cost		160,834	42,980	–	–
Properties under development for sale	25	1,092,709	725,245	–	–
Deferred compensation cost		–	58	–	–
Debtors, deposits and prepayments	26	174,578	147,391	–	–
Loans receivable	23	651	411	–	–
Investments in securities	21	13,375	34,934	–	–
Inventories	27	3,802	7,142	–	–
Amounts due from associates	24	22,632	19,700	–	–
Taxation recoverable		11,175	6,216	–	–
Pledged bank deposits		19,822	2,357	–	–
Bank balances and cash		79,407	39,001	368	350
		<b>1,578,985</b>	<b>1,025,435</b>	<b>368</b>	<b>350</b>
<b>Current liabilities</b>					
Creditors and accruals	28	224,953	246,518	5,525	2,065
Customers' deposits received		345,523	275,957	–	–
Obligations under finance leases	29	428	201	–	–
Bank and other borrowings	30	520,578	413,469	20,380	4,800
Amount due to a director	31	18,372	30,858	–	–
Amounts due to related companies	32	13,467	12,266	–	–
Amounts due to associates	33	25,077	24,097	–	–
Taxation payable		45,687	18,205	–	–
		<b>1,194,085</b>	<b>1,021,571</b>	<b>25,905</b>	<b>6,865</b>
Net current assets (liabilities)		<b>384,900</b>	<b>3,864</b>	<b>(25,537)</b>	<b>(6,515)</b>
		<b>3,551,252</b>	<b>3,296,536</b>	<b>2,173,014</b>	<b>2,080,633</b>

## Balance Sheets

At 31st March, 2003

	NOTES	THE GROUP		THE COMPANY	
		2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
<b>Capital and reserves</b>					
Share capital	34	<b>98,513</b>	96,775	<b>98,513</b>	96,775
Share premium and reserves	35	<b>2,298,911</b>	2,299,609	<b>1,835,971</b>	1,849,258
		<b>2,397,424</b>	2,396,384	<b>1,934,484</b>	1,946,033
<b>Minority interests</b>		<b>60,298</b>	64,984	–	–
<b>Non-current liabilities</b>					
Obligations under finance leases	29	<b>218</b>	308	–	–
Bank and other borrowings	30	<b>1,073,501</b>	795,362	<b>238,530</b>	134,600
Amount due to a minority shareholder	37	<b>19,811</b>	19,811	–	–
Deferred taxation	38	–	19,687	–	–
		<b>1,093,530</b>	835,168	<b>238,530</b>	134,600
		<b>3,551,252</b>	3,296,536	<b>2,173,014</b>	2,080,633

The financial statements on pages 24 to 81 were approved and authorised for issue by the Board of Directors on 25th July, 2003 and are signed on its behalf by:

**David Chiu**  
DIRECTOR

**Steven Ying Wai Kwan**  
DIRECTOR

# Consolidated Statement of Changes in Equity

For the year ended 31st March, 2003

	Share	Share	Capital	Investment		Special	Investment		Retained	Total	
	capital	premium	redemption	Other	Assets		properties	Exchange			revaluation
	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	profits		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1st April, 2001	95,245	653,128	253	169,352	169	171,809	869,357	(188,417)	(56,073)	698,034	2,412,857
Revaluation increase (decrease) during the year	-	-	-	-	275,581	(16,551)	-	-	(4,532)	-	254,498
Share of associate's reserves movement during the year	-	-	-	-	-	(87,442)	-	(1,512)	-	-	(88,954)
Exchange difference arising on translation of overseas operation	-	-	-	-	-	-	-	13,585	-	-	13,585
Net gains (losses) not recognised in the income statement	-	-	-	-	275,581	(103,993)	-	12,073	(4,532)	-	179,129
Issued pursuant to scrip dividend scheme	1,530	-	-	-	-	-	-	-	-	-	1,530
Credit arising on scrip dividend	-	5,524	-	-	-	-	-	-	-	-	5,524
Realised on disposal of assets	-	-	-	-	-	-	-	20,523	-	-	20,523
Net loss for the year	-	-	-	-	-	-	-	-	-	(204,130)	(204,130)
Dividends paid	-	-	-	-	-	-	-	-	-	(19,049)	(19,049)
At 1st April, 2002	96,775	658,652	253	169,352	275,750	67,816	869,357	(155,821)	(60,605)	474,855	2,396,384
Revaluation increase (decrease) during the year	-	-	-	-	131,664	(98,981)	-	-	(3,930)	-	28,753
Share of associate's reserves movement during the year	-	-	-	-	-	(9,540)	-	10,029	-	-	489
Exchange difference arising on translation of overseas operation	-	-	-	-	-	-	-	16,756	-	-	16,756
Net gains (losses) not recognised in the income statement	-	-	-	-	131,664	(108,521)	-	26,785	(3,930)	-	45,998
Issued pursuant to scrip dividend scheme	1,738	-	-	-	-	-	-	-	-	-	1,738
Credit arising on scrip dividend	-	5,059	-	-	-	-	-	-	-	-	5,059
Realised on disposal of assets	-	-	-	-	-	96,680	-	-	-	-	96,680
Realised on disposal of a subsidiary	-	-	-	-	-	-	-	2,637	-	-	2,637
Net loss for the year	-	-	-	-	-	-	-	-	-	(131,717)	(131,717)
Dividends paid	-	-	-	-	-	-	-	-	-	(19,355)	(19,355)
At 31st March, 2003	98,513	663,711	253	169,352	407,414	55,975	869,357	(126,399)	(64,535)	323,783	2,397,424

The special reserve of the Group represented the difference between the nominal value of the share capital issued by the Company and the aggregate of the share capital and the share premium of the subsidiaries acquired pursuant to the group reorganisation in 1991.

The other reserve of the Group represented share premium attributable to subsidiaries pursuant to the group reorganisation in 1991.

The retained profits of the Group include HK\$30,370,000 (2002: HK\$80,282,000) retained by associates of the Group and HK\$20,586,000 (2002: HK\$8,099,000) retained by a jointly controlled entities.

# Consolidated Cash Flow Statement

For the year ended 31st March, 2003

	2003 HK\$'000	2002 HK\$'000
<b>OPERATING ACTIVITIES</b>		
Loss before taxation	<b>(116,547)</b>	(207,915)
Adjustments for:		
Share of results of a jointly controlled entity	<b>(12,487)</b>	(3,124)
Share of results of associates	<b>45,050</b>	7,927
Depreciation	<b>11,387</b>	9,882
Interest income	<b>(8,370)</b>	(13,466)
Interest expenses	<b>47,218</b>	55,943
Allowance for bad and doubtful debts	<b>24,707</b>	11,456
Allowance for advances to associates	–	2,981
Loss on revaluation of hotel properties	<b>5,540</b>	–
Loss on profit guarantee	–	18,145
Profit on disposal of a subsidiary	<b>(890)</b>	–
Loss on disposal of an associate	<b>1,708</b>	–
Impairment losses recognised in respect of overseas properties and investments	<b>13,602</b>	177,078
Unrealised holding losses on investments in securities	<b>2,000</b>	2,464
Amortisation of interest in a jointly controlled entity	<b>2,904</b>	2,905
Amortisation of deferred compensation cost	<b>58</b>	2,178
Profit on disposal of property, plant and equipment	<b>(356)</b>	(4,252)
Loss (profit) on disposal of investment properties	<b>22,590</b>	(392)
Operating cash flow before movements in working capital	<b>38,114</b>	61,810
(Increase) decrease in completed properties for sale	<b>(117,854)</b>	54,873
Decrease in properties under development for sale	<b>97,251</b>	116,185
(Increase) decrease in debtors, deposits and prepayments	<b>(64,930)</b>	150,476
Decrease (increase) in investments in securities	<b>19,509</b>	(18,873)
Decrease in inventories	<b>3,340</b>	9,529
(Increase) decrease in amounts due from associates	<b>(8,943)</b>	36,005
Increase in creditors and accruals	<b>8,093</b>	39,314
Increase (decrease) in customers' deposits received	<b>69,566</b>	(2,191)
Increase in amounts due to related companies	<b>1,201</b>	9,495
Increase (decrease) in amounts due to associates	<b>980</b>	(4,220)
Increase in amount due to a jointly controlled entity	<b>528</b>	7,206
Effect on foreign exchange	<b>1,147</b>	27,757
Cash generated from operations	<b>48,002</b>	487,366
Hong Kong Profits Tax paid	<b>(12,068)</b>	(2,403)
Tax paid for other jurisdictions	<b>(9,561)</b>	(11,477)
Tax refund	<b>68</b>	1,213
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>26,441</b>	474,699

## Consolidated Cash Flow Statement

For the year ended 31st March, 2003

	NOTES	<b>2003</b> <b>HK\$'000</b>	2002 HK\$'000
<b>INVESTING ACTIVITIES</b>			
Interest received		<b>8,370</b>	13,466
Dividends received from associates		<b>5,314</b>	13,646
Proceeds from disposal of a subsidiary	41	<b>34,787</b>	1,007
Proceeds from disposal of an associate		<b>125</b>	–
Proceeds from disposal of investment properties		<b>23,146</b>	1,571
Proceeds from disposal of property, plant and equipment		<b>604</b>	12,735
Purchase of property, plant and equipment		<b>(265,980)</b>	(3,515)
Purchase of property under development		<b>(96,253)</b>	(86,732)
Purchase of investment properties		<b>(9,950)</b>	(3,286)
Purchase of subsidiaries (net of cash and cash equivalents acquired)	40	–	(223,567)
Additional investment in an associate		–	(429)
Proceeds from disposal of investment in securities		<b>5</b>	–
Additional investment in securities		–	(892)
Repayment from (advanced of) loans receivable		<b>2,700</b>	(6,581)
Advanced to investee companies		<b>(49)</b>	(120,055)
Repayment from associates		<b>9,824</b>	1,475
(Increase) decrease in pledged bank deposits		<b>(6,407)</b>	26,778
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(293,764)</b>	(374,379)
<b>FINANCING</b>			
Interest paid		<b>(49,741)</b>	(54,230)
Dividends paid		<b>(12,558)</b>	(11,995)
Dividends paid to minority shareholders		<b>(3,895)</b>	–
New loans raised		<b>730,099</b>	526,183
Repayments of loans		<b>(345,756)</b>	(304,118)
Repayments of capital element of finance leases		<b>(501)</b>	(230)
Repayment to directors		<b>(12,486)</b>	(242)
Repayment to associates		–	(245,448)
<b>NET CASH FROM (USED IN) FINANCING</b>		<b>305,162</b>	(90,080)
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>37,839</b>	10,240
<b>CASH AND CASH EQUIVALENTS AT 1ST APRIL</b>		<b>15,665</b>	4,737
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>		<b>1,662</b>	688
<b>CASH AND CASH EQUIVALENTS AT 31ST MARCH</b>		<b>55,166</b>	15,665
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Bank balances and cash		<b>79,407</b>	39,001
Bank overdrafts		<b>(24,241)</b>	(23,336)
		<b>55,166</b>	15,665

# Notes to the Financial Statements

For the year ended 31st March, 2003

## 1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands with its shares listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activities of the Group are property investment and development, investment holding, securities trading, hotel operations, manufacture of boiler products and loan financing.

## 2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE

In the current year, the Group has adopted, for the first time, a number of new and revised Statements of Standard Accounting Practice ("SSAPs") issued by the Hong Kong Society of Accountants. Adoption of these SSAPs has led to a number of changes in the Group's accounting policies. The revised accounting policies are set out in note 3. In addition, the adoption of these SSAPs has resulted in a change in the format of presentation of the consolidated cash flow statement and the inclusion of a consolidated statement of changes in equity. Comparative amounts for the prior year have been restated in order to achieve a consistent presentation.

### Foreign currencies

The revisions to SSAP 11 "Foreign Currency Translation" have eliminated the choice of translating the income statements of overseas operations at the closing rate for the year, the policy previously followed by the Group. They are now required to be translated at an average rate. This change in accounting policy has not had any material effect on the results for the current or prior accounting periods.

### Cash flow statement

In the current year, the Group has adopted SSAP 15 (Revised) "Cash Flow Statements". Under SSAP 15 (Revised), cash flows are classified under three headings—operating, investing and financing, rather than the previous five headings. Interest and dividends received, and interest and dividend paid which were previously presented under a separate heading, are classified as investing and financing cash flows respectively. Cash flows arising from taxes on income are classified as operating activities, unless they can be separately identified with investing or financing activities. The presentation in the prior year's cash flow statement has been reclassified in order to achieve a consistent presentation.

### Employee benefits

In the current year, the Group has adopted SSAP 34 "Employee Benefits", which introduces measurement rules for employee benefits. Because the Group participates only in defined contribution retirement benefit schemes, the adoption of SSAP 34 has not had any material impact on the financial statements of the Group for the current or prior accounting periods.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention as modified for the revaluation of certain properties and investments in securities.

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

#### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st March each year.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant intercompany transactions and balances within the Group have been eliminated on consolidation.

#### **Goodwill**

Goodwill arising on consolidation represents the excess of the cost of an acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the acquired subsidiary, associate or jointly controlled entity at the date of acquisition.

Goodwill arising on acquisition prior to 1st April, 2001 continues to be held in reserves, and will be charged to the income statement at the time of disposal of the relevant subsidiary, associate or jointly controlled entity at such time as the goodwill is determined to be impaired.

Goodwill arising on acquisition on or after 1st April, 2001 is capitalised and amortised on a straight-line basis over its useful economic life. Goodwill arising on the acquisition of an associate or a jointly controlled entity is included within the carrying amount of the associate or jointly controlled entity.

On disposal of a subsidiary, associate or jointly controlled entity, the attributable amount of unamortised goodwill/goodwill previously eliminated against or credited to reserves is included in the determination of the profit or loss on disposal.

### 3. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### Negative goodwill

Negative goodwill represents the excess of the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, associate or jointly controlled entity at the date of acquisition over the cost at acquisition.

Negative goodwill arising on acquisition prior to 1st April, 2001 continues to be held in reserves and will be credited to income at the time of disposal of the relevant subsidiary, associate or jointly controlled entity.

Negative goodwill arising on acquisition on or after 1st April, 2001 is presented as deduction from assets. To the extent that the negative goodwill is attributable to losses or expenses anticipated at the date of acquisition, it is released to income in the period in which those losses or expenses arise. The remaining negative goodwill is recognised as income on a straight-line basis over the remaining average useful life of the identifiable acquired depreciated assets. To the extent that such negative goodwill exceeds the aggregate fair value of the acquired identifiable non-monetary assets, it is recognised in income immediately.

Negative goodwill arising on the acquisition of an associate or a jointly controlled entity is deducted from the carrying value of that associate or jointly controlled entity.

#### Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

#### Interests in associates

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates in so far as it has not already been amortised, less any identified impairment loss.

When the Group transacts with its associates, unrealised profits and losses are eliminated to the extent of the Group's interest in the relevant associates, except where unrealised losses provide evidence of an impairment of the asset transferred.

#### Investments in jointly controlled entities

Joint venture arrangements which involve the establishment of a separate entity in which each venturer has an interest are referred to as jointly controlled entities.

### 3. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### Investments in jointly controlled entities (*continued*)

The Group's interests in jointly controlled entities are included in the consolidated balance sheet at the Group's share of the net assets of the jointly controlled entities less any identified impairment loss. The Group's share of the post-acquisition results of jointly controlled entities is included in the consolidated income statement.

When the Group transacts with its jointly controlled entities, unrealised profits and losses are eliminated to the extent of the Group's interest in the joint venture, except where unrealised losses provide evidence of an impairment of the asset transferred.

#### Investments in jointly controlled assets

Where a group company undertakes its activities under joint venture arrangements directly, constituted as jointly controlled assets, the Group's share of jointly controlled assets and any liabilities incurred jointly with other venturers are recognised in the financial statements of the relevant company and classified according to their nature. Liabilities and expenses incurred directly in respect of interests in jointly controlled assets are accounted for on an accrual basis.

Income from the sale or use of the Group's share of the output of jointly controlled assets, together with its share of joint venture expenses, are recognised when it is probable that the economic benefits associated with the transaction will flow to/from the Group.

#### Investment properties

Investment properties are completed properties which are held for their investment potential, any rental income being negotiated at arm's length.

Investment properties are stated at their open market value based on independent professional valuations at the balance sheet date. Any revaluation increase or decrease arising on the revaluation of investment properties is credited or charged to the investment property revaluation reserve unless the balance on this reserve is insufficient to cover a revaluation decrease, in which case the excess of the revaluation decrease over the balance on the investment property revaluation reserve is charged to the income statement. Where a decrease has previously been charged to the income statement and a revaluation increase subsequently arises, this increase is credited to the income statement to the extent of the decrease previously charged.

On disposal of an investment property, the balance on the investment property revaluation reserve attributable to that property is transferred to income statement.

No depreciation is provided on investment properties except where the unexpired term of the relevant lease is 20 years or less.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 3. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### Properties under development held for long term purposes

Properties under development held for long term purposes are classified as non-current assets and are stated at cost less any impairment loss recognised. Cost comprises land costs and development costs including attributable interest and professional charges capitalised during the development period.

Advantage has been taken of the transitional relief provided by paragraph 80 of SSAP 17 "Property, Plant and Equipment" issued by the Hong Kong Society of Accountants from the requirement to make regular revaluations of the Group's properties under development held for long term purposes which had been carried at revalued amounts prior to 30th September, 1995, and accordingly no further revaluation of properties under development held for long term purposes is carried out. In previous years, the revaluation increase arising on the revaluation of an asset included in properties under development held for long term purposes was credited to the assets revaluation reserve. Any future decreases in value of these assets will be dealt with as an expense to the extent that they exceed the balance, if any, on the assets revaluation reserve relating to a previous revaluation of the same asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

No depreciation is provided in respect of properties under development held for long term purposes.

#### Property, plant and equipment

Property, plant and equipment are stated at cost or valuation less depreciation and accumulated impairment losses.

No depreciation is provided in respect of land held on freehold.

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives from the date on which they become fully operational using the straight-line method, at the following rates per annum:

Land in Hong Kong	Over unexpired lease term
Buildings on land in Hong Kong held under long lease	2%
Buildings on freehold land held outside Hong Kong	2%
Buildings on land outside Hong Kong held under medium-term lease (lease with 10 to 50 years to run)	Shorter of lease terms or 50 years
Plant and machinery	10 – 20%
Motor vehicles	20%
Furniture, fixtures and equipment	10 – 20%
Motor vessels	20%

### 3. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### Property, plant and equipment (*continued*)

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the terms of the leases.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

Hotel property comprises interests in land and buildings and its integral fixed plant which are collectively used in the operation of a hotel and are stated at their open market values on the basis of ongoing periodic professional valuations. Any increase arising on revaluation of hotel property is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case, this surplus is credited to the income statement to the extent of the deficit previously charged. A decrease in net carrying amount arising on revaluation of hotel property is charged to the income statement to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that hotel property. On subsequent sale or retirement of a revalued hotel property, the attributable revaluation surplus is transferred to retained profits. Depreciation is provided to write off the valuation of hotel properties over the lease term.

#### Completed properties for sale

Completed properties for sale are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to estimated sales proceeds less estimated selling expenses.

#### Properties under development for sale

Properties under development for sale are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

The cost of properties under development for sale includes land cost, construction cost, borrowing costs capitalised and other direct development expenditure.

When the property under development is sold in advance of completion, profit is recognised and calculated on a percentage of completion basis when the construction has progressed beyond the preliminary stage of development. The percentage used is based on the proportion of construction cost incurred up to the balance sheet date to estimated total construction costs.

### 3. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### Investments in securities

Investments in securities are recognised on a trade-date basis and are initially measured at cost.

All securities other than held-to-maturity debt securities are measured at subsequent reporting dates at fair value.

Where securities are held for trading purposes, unrealised gains and losses are included in net profit or loss for the period. For other securities, unrealised gains and losses are dealt with in equity, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in net profit or loss for the period.

#### Other assets

Other assets represent club memberships and are stated at cost less any identified impairment loss.

#### Deferred compensation cost

Deferred compensation cost represents those cost paid to the consultants in respect of management service agreement provided by the consultants to the Group. These costs are recognised over the periods of the service and any unearned portion is shown as an asset in the balance sheet.

#### Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that other standard.

### 3. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average cost method.

#### Foreign currencies

Transactions in currencies other than Hong Kong dollars are initially recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities denominated in currencies other than Hong Kong dollars are re-translated at the rates prevailing on the balance sheet date. Profits and losses arising on exchange are included in net profit or loss for the period.

On consolidation, the assets and liabilities of the Group's overseas operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are classified as equity and transferred to the Group's exchange reserve. Such exchange differences are recognised as income or as expenses in the period in which the operation is disposed of.

#### Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effect of timing differences, computed using the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or an asset will crystallise in the foreseeable future.

#### Leases

Leases are classified as finance leases when the terms of the leases transfer substantially all the risks and rewards of ownership of the assets concerned to the Group. Assets held under finance leases are capitalised at their fair values at the date of acquisition. The corresponding liability to the lessor, net of interest charges, is included in the balance sheet as a finance lease obligation. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the income statement over the period of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

All other leases are classified as operating leases and the annual rentals are charged to the income statement on a straight-line basis over the relevant lease term.

### 3. SIGNIFICANT ACCOUNTING POLICIES (*continued*)

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

#### Revenue recognition

When property under development is sold in advance of completion, profit is recognised and calculated on a percentage of completion basis and when construction has progressed beyond the preliminary stages of development. The percentage used is based on the proportion of construction costs incurred at the balance sheet date to estimated total construction costs. Profit recognised on this basis is limited to the amount of sales deposits received.

Sales of goods are recognised when goods are delivered and title has passed.

Revenue arising from hotel operations is recognised when the relevant services are provided.

Rental income arising from properties is recognised on a straight-line basis over the periods of the respective tenancies.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

Management fee income is recognised when the relevant services are provided.

#### Retirement benefits scheme

The retirement benefit costs charged in the income statement represent the contributions payable in respect of the current year to the Mandatory Provident Fund Scheme and other retirement benefit scheme.

#### 4. TURNOVER

Turnover represents the aggregate amount of gross rental and management fee income, proceeds from sales of properties and investments, loan interest income and commitment fees received, income from hotel operations, and sales of boiler products, less returns and discounts, during the year as follows:

	2003 HK\$'000	2002 HK\$'000
Sale of properties	612,659	469,604
Rental income and management fee income	74,365	97,895
Hotel operations	42,076	41,908
Sale of shares	40,257	50,217
Manufacture of boiler products	26,700	26,745
Loan interest income and commitment fees	–	5,221
	796,057	691,590

#### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS

##### Business segments

For management purposes, the Group is currently organised into five operating divisions– securities investment, property development and investment, hotel operations, industries, and treasury. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Property development and investment	–	properties development, investment in properties and property rental
Hotel operations	–	hotel operation and management
Securities investment	–	securities investment
Industries	–	boiler manufacturing
Treasury	–	loan financing

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Segment information about these businesses is presented below.

2003

	Property development and investment	Hotel operations	Securities investment	Industries	Treasury	Other operations	Eliminations	Consolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>TURNOVER</b>								
External sales	687,024	42,076	40,257	26,700	-	-	-	796,057
Inter-segment sales	27,560	-	-	-	-	-	(27,560)	-
Total turnover	<u>714,584</u>	<u>42,076</u>	<u>40,257</u>	<u>26,700</u>	<u>-</u>	<u>-</u>	<u>(27,560)</u>	<u>796,057</u>

Inter-segment sales are charged at prevailing market rates.

#### RESULT

Segment results	18,976	1,771	(168)	(3,881)	(20,091)	(6,264)	-	(9,657)
Other operating income	2,732	1,438	486	2,166	(1,661)	5,068	-	10,229
Unrealised holding losses on investments in securities	-	-	(2,000)	-	-	-	-	(2,000)
Impairment losses recognised in respect of properties and investments	(13,602)	-	-	-	-	-	-	(13,602)
Loss on disposal of investment properties	(22,590)	-	-	-	-	-	-	(22,590)
Loss on disposal of an associate	-	-	-	-	-	(1,708)	-	(1,708)
Profit on disposal of a subsidiary	890	-	-	-	-	-	-	890
Share of results of a jointly controlled entity	-	-	-	-	-	12,487	-	12,487
Share of results of associates	(2,217)	-	(32,243)	-	249	(10,839)	-	(45,050)
Finance costs								(41,743)
Unallocated corporate expenses								<u>(3,803)</u>
Loss before taxation								(116,547)
Taxation	(25,283)	-	941	-	(980)	(2)	-	<u>(25,324)</u>
Loss after taxation								<u><u>(141,871)</u></u>

**5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)**

2003 (continued)

	Property development and investment	Hotel operations	Securities investment	Industries	Treasury	Other operations	Consolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>BALANCE SHEET</b>							
ASSETS							
Segment assets	3,580,606	399,809	46,168	26,194	247,555	194,167	4,494,499
Interests in associates	36,505	–	46,781	–	452	82,242	165,980
Interest in a jointly controlled entity	–	–	–	–	–	65,128	65,128
Taxation recoverable	8,933	–	–	–	2,242	–	11,175
Unallocated corporate assets							8,555
Consolidated total assets							<u>4,745,337</u>
LIABILITIES							
Segment liabilities	538,653	19,392	5,345	26,786	14,560	1,182	605,918
Borrowings							1,594,725
Taxation payable liabilities	40,471	–	–	–	72	5,144	45,687
Unallocated corporate liabilities							41,285
Consolidated total liabilities							<u>2,287,615</u>
<b>OTHER INFORMATION</b>							
Capital additions	115,262	257,170	–	155	–	234	372,821
Depreciation and amortisation	8,519	1,879	–	953	–	36	11,387
Loss on revaluation of hotel properties	–	(5,540)	–	–	–	–	(5,540)

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

2002

	Property development and investment	Hotel operations	Securities investment	Industries	Treasury	Other operations	Eliminations	Consolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>TURNOVER</b>								
External sales	567,499	41,908	50,217	26,745	5,221	-	-	691,590
Inter-segment sales	30,112	-	-	-	-	-	(30,112)	-
Total turnover	<u>597,611</u>	<u>41,908</u>	<u>50,217</u>	<u>26,745</u>	<u>5,221</u>	<u>-</u>	<u>(30,112)</u>	<u>691,590</u>
Inter-segment sales are charged at prevailing market rates.								
<b>RESULT</b>								
Segment results	38,220	5,351	(4,290)	(17,825)	(7,288)	(2,327)	-	11,841
Other operating income	2,730	1,381	338	1,193	27,421	2,327	-	35,390
Profit on disposal of investment properties	392	-	-	-	-	-	-	392
Unrealised holding losses on investments in securities	-	-	(2,464)	-	-	-	-	(2,464)
Impairment losses recognised in respect of overseas properties and investments	(167,518)	-	(9,560)	-	-	-	-	(177,078)
Loss on profit guarantee	(18,145)	-	-	-	-	-	-	(18,145)
Share of results of a jointly controlled entity	-	-	-	-	-	3,124	-	3,124
Share of results of associates	3,186	-	(9,721)	-	256	(1,648)	-	(7,927)
Finance costs								(47,210)
Unallocated corporate expenses								<u>(5,838)</u>
Loss before taxation								(207,915)
Taxation	(3,371)	-	(180)	-	(308)	(484)	-	<u>(4,343)</u>
Loss after taxation								<u>(212,258)</u>

**5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)**

2002 (continued)

	Property development and investment	Hotel operations	Securities investment	Industries	Treasury	Other operations	Consolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>BALANCE SHEET</b>							
ASSETS							
Segment assets	2,975,576	536,560	33,281	37,545	255,040	190,606	4,028,608
Interests in associates	48,201	-	73,910	-	217	94,908	217,236
Interest in a jointly controlled entity	-	-	-	-	-	56,073	56,073
Taxation recoverable	6,216	-	-	-	-	-	6,216
Unallocated corporate assets							9,974
Consolidated total assets							<u>4,318,107</u>
LIABILITIES							
Segment liabilities	520,140	17,997	8,341	27,571	1,127	857	576,033
Borrowings							1,209,340
Taxation payable	31,970	-	-	-	777	5,145	37,892
Unallocated corporate liabilities							33,474
Consolidated total liabilities							<u>1,856,739</u>
<b>OTHER INFORMATION</b>							
Capital additions	87,829	316	-	1,858	-	12	90,015
Depreciation and amortisation	3,948	3,676	-	4,436	-	2,905	14,965

A geographical analysis of the Group's turnover by location of market, is as follows:

	Sales revenue by geographical market	
	2003 HK\$'000	2002 HK\$'000
By geographical		
Australia	355,198	188,137
Other regions in the People's Republic of China ("PRC")	156,305	104,525
Hong Kong	154,876	84,350
Malaysia	123,954	307,815
Singapore	5,722	5,379
United States of America	-	1,384
Others	2	-
	<u>796,057</u>	<u>691,590</u>

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

The following is an analysis of the carrying amount of segment assets and capital additions by geographical area in which the assets are located:

	Carrying amount of segment assets		Capital additions	
	2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
Hong Kong	2,179,152	1,915,811	328,578	47,250
Malaysia	1,281,967	1,129,473	3,299	2,491
Other regions in PRC	492,329	595,279	836	3,536
Australia	353,923	291,276	39,744	36,095
United States of America	235,768	221,212	–	–
Singapore	128,309	123,456	88	–
Others	73,889	41,600	276	643
	<b>4,745,337</b>	<b>4,318,107</b>	<b>372,821</b>	<b>90,015</b>

### 6. OTHER OPERATING EXPENSES

Included in other operating expenses is:

	2003 HK\$'000	2002 HK\$'000
Revaluation deficit of hotel properties	5,540	–
Loss on termination of a development project	–	8,698
Allowance for recoverability of advances to associates	–	2,981
	<b>5,540</b>	<b>11,679</b>

### 7. IMPAIRMENT LOSSES RECOGNISED IN RESPECT OF OVERSEAS PROPERTIES AND INVESTMENTS

	2003 HK\$'000	2002 HK\$'000
Impairment loss recognised on property, plant and equipment	13,002	–
Impairment loss recognised on interests in associates	–	53,925
Impairment loss recognised on properties under development	600	33,932
Impairment loss recognised on properties under development for sale	–	79,660
Impairment loss recognised on deposit for acquisition of an investment	–	9,561
	<b>13,602</b>	<b>177,078</b>

## 7. IMPAIRMENT LOSSES RECOGNISED IN RESPECT OF OVERSEAS PROPERTIES AND INVESTMENTS (*continued*)

During the year, the directors conducted a review of the Group's property, plant and equipment and determined that a number of those assets were impaired, due to the estimated recoverable amounts of the property, plant and equipment, represent the estimated value in use after discounting the estimated future cash flow at 6.5% per annum, is less than its carrying amounts. Accordingly, impairment loss of HK\$13,002,000 has been recognised in respect of land and buildings.

## 8. LOSS ON PROFIT GUARANTEE

The Group had entered into an agreement with the underwriters for the purpose of the listing of its subsidiary, New China Homes, Ltd. ("NCH"), on NASDAQ stock market in the United States of America. Pursuant to the agreement, the Group agreed that 25% of NCH shares held by the Group would be cancelled if the net income of NCH was less than US\$10 million in the first year and another 25% of NCH shares held by the Group would be cancelled if the net income of NCH was less than US\$20 million in the second year after listing on NASDAQ. Since the profit guarantee was not met during the two years, totalling 50% of the NCH shares held by the Group would be cancelled and accordingly, a loss of HK\$18,145,000 was made in last year.

## 9. FINANCE COSTS

	2003 HK\$'000	2002 HK\$'000
Interest on:		
Bank loans and overdrafts		
– wholly repayable within five years	34,066	31,325
– not wholly repayable within five years	5,999	5,988
Other loans		
– wholly repayable within five years	12,978	20,378
Finance leases	24	48
Other finance costs	1,545	2,141
Total borrowing costs	54,612	59,880
Less: amounts capitalised	(7,394)	(3,937)
Less: amounts included in cost of sale	(5,475)	(8,733)
	<u>41,743</u>	<u>47,210</u>

Borrowing costs capitalised during the year are calculated by applying a capitalisation rate of 4% (2002: 7%) to expenditure on qualifying assets.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 10. LOSS BEFORE TAXATION

	<b>2003</b> <b>HK\$'000</b>	2002 HK\$'000
Loss before taxation has been arrived at after charging (crediting):		
Staff costs including directors' remuneration	<b>37,312</b>	31,790
Allowance for bad and doubtful debts	<b>24,707</b>	11,456
Depreciation of		
– owned assets	<b>11,082</b>	9,705
– assets held under finance leases	<b>305</b>	177
	<b>11,387</b>	9,882
Auditors' remuneration	<b>3,150</b>	2,602
Amortisation of interest in a jointly controlled entity	<b>2,904</b>	2,905
Minimum lease payment in respect of operating lease charges of motor vehicles	<b>217</b>	217
Amortisation of deferred compensation cost	–	2,178
Cost of completed properties for sale recognised as an expense	<b>391,955</b>	398,043
Net rental income less outgoings of HK\$23,817,000 (2002: HK\$25,912,000)	<b>(44,658)</b>	(66,564)
Net foreign exchange (gains) losses	<b>(3,029)</b>	7,724
Interest income	<b>(8,370)</b>	(13,466)
Profit on disposal of property, plant and equipment	<b>(356)</b>	(4,252)

### 11. DIRECTORS' AND TOP FIVE EMPLOYEES' EMOLUMENTS

	<b>2003</b> <b>HK\$'000</b>	2002 HK\$'000
Directors' fees	<b>275</b>	275
Other emoluments		
– Salaries and other benefits	<b>6,251</b>	5,731
– Retirement benefits scheme contributions	<b>36</b>	39
Total emoluments	<b>6,562</b>	6,045

The amounts disclosed above include directors' fees of HK\$50,000 (2002: HK\$50,000) and other emoluments of Nil (2002: Nil) payable to independent non-executive directors.

**11. DIRECTORS' AND TOP FIVE EMPLOYEES' EMOLUMENTS (continued)**

The emoluments of the directors were within the following bands:

	<b>2003</b>	2002
	<b>No. of directors</b>	No. of directors
Nil to HK\$1,000,000	<b>8</b>	10
HK\$1,000,001 to HK\$1,500,000	<b>1</b>	–
HK\$1,500,001 to HK\$2,000,000	<b>1</b>	1
HK\$2,000,001 to HK\$2,500,000	<b>1</b>	1
	<u><b>1</b></u>	<u>1</u>

Of the five individuals with the highest emoluments in the Group, four (2002: two) were directors of the Company whose emoluments are included in the disclosures above. The emolument of the five individuals in aggregate was as follows:

	<b>2003</b>	2002
	<b>HK\$'000</b>	HK\$'000
Salaries and other benefits	<b>7,072</b>	7,159
Retirement benefits scheme contributions	<b>48</b>	75
	<u><b>7,120</b></u>	<u>7,234</u>

Their emoluments were within the following bands:

	<b>2003</b>	2002
	<b>No. of employees</b>	No. of employees
Nil to HK\$1,000,000	<b>2</b>	3
HK\$1,000,001 to HK\$1,500,000	<b>1</b>	–
HK\$1,500,001 to HK\$2,000,000	<b>1</b>	1
HK\$2,000,001 to HK\$2,500,000	<b>1</b>	1
	<u><b>1</b></u>	<u>1</u>

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 12. TAXATION

	<b>2003</b> <b>HK\$'000</b>	2002 HK\$'000
The charges (credit) comprise:		
For the year:		
Hong Kong	<b>411</b>	1,697
Other regions in the PRC	<b>2,426</b>	579
Other jurisdictions	<b>2,482</b>	6,208
	<b>5,319</b>	8,484
Prior years		
Hong Kong	<b>15,680</b>	(492)
Other regions in the PRC	<b>4,183</b>	15
Other jurisdictions	<b>594</b>	–
	<b>20,457</b>	(477)
Deferred taxation		
Other regions in the PRC (Note 38)	–	(5,173)
Taxation attributable to the Company and its subsidiaries	<b>25,776</b>	2,834
Share of taxation attributable to associates	<b>(452)</b>	1,509
	<b>25,324</b>	4,343

Hong Kong Profits Tax is calculated at 16% (2002: 16%) of the estimated assessable profit of each individual company, after making adjustments for taxation purposes and after deducting any available tax relief for losses brought forward. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Including in Hong Kong Profits Tax underprovided is an additional tax of HK\$11,820,000 in respect of years of assessment of 1995/96 to 2000/2001 agreed with the Inland Revenue Department during the year.

Details of the deferred taxation are set out in note 38.

### 13. DIVIDEND

Scrip dividend alternatives were offered in respect of the 2002 and 2001 final dividends. These scrip dividend alternatives were accepted by the shareholders, as follows:

	<b>2003</b> <b>HK\$'000</b>	2002 HK\$'000
Final dividend in respect of 2002 of HK2 cents (2001: HK2 cents) paid:		
Cash	<b>12,558</b>	11,995
Share alternative	<b>6,797</b>	7,054
	<b>19,355</b>	19,049

The final dividend in respect of 2003 of HK2 cents (2002: HK2 cents) per share, amounting to HK\$19,703,000, has been proposed by the directors and is subject to approval by the shareholders in general meeting.

**14. LOSS PER SHARE**

The calculation of loss per share is based on the net loss for the year of HK\$131,717,000 (2002: HK\$204,130,000) and on the weighted average number of 976,466,000 (2002 : 958,823,000) ordinary shares in issue during the year.

**15. INVESTMENT PROPERTIES**

	<b>THE GROUP</b>
	HK\$'000
VALUATION	
At 1st April, 2002	1,022,177
Exchange adjustments	4,505
Additions	9,950
Disposals	(29,000)
Revaluation decrease	(98,981)
At 31st March, 2003	<u>908,651</u>

All of the Group's investment properties are rented out under operating leases.

The carrying amount of investment properties comprises:

	<b>THE GROUP</b>	
	<b>2003</b>	2002
	<b>HK\$'000</b>	HK\$'000
Land in Hong Kong:		
Long lease	<b>385,750</b>	422,100
Medium-term lease	<b>374,263</b>	457,037
Land outside Hong Kong:		
Freehold	<b>40,593</b>	38,347
Long lease	<b>108,045</b>	104,693
	<u><b>908,651</b></u>	<u>1,022,177</u>

Investment properties in Hong Kong and Australia were revalued respectively by independent professional valuers, namely DTZ Debenham Tie Leung and Mr. D. Morton, on an open market basis at 31st March, 2003. Investment properties in Malaysia were revalued by the directors on 31st March, 2003 based on a professional valuation by Michael & Co., an independent professional valuer, on an open market value basis at 1st December, 2002. Investment properties in Singapore were revalued by the directors on 31st March, 2003 based on professional valuations by Premas International Limited, on an open market basis, on 16th December, 2002 and 19th May, 2003. The directors are of the opinion that the aggregate carrying amount of the investment properties in Malaysia and Singapore were not materially different from their aggregate estimated open market value as at 31st March, 2003. The valuation gave rise to revaluation decrease of HK\$98,981,000 which has been debited to the investment properties revaluation reserve.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 16. PROPERTY, PLANT AND EQUIPMENT

	<b>Land and buildings</b>	<b>Hotel properties</b>	<b>Other assets</b>	<b>Total</b>
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
THE GROUP				
COST OR VALUATION				
At 1st April, 2002	57,169	700,596	60,212	817,977
Exchange adjustments	(11)	2,241	60	2,290
Additions	38	256,992	9,588	266,618
Transfer from properties under development	34,254	–	–	34,254
Disposals	(963)	–	(2,537)	(3,500)
Revaluation increase	–	83,887	–	83,887
At 31st March, 2003	<u>90,487</u>	<u>1,043,716</u>	<u>67,323</u>	<u>1,201,526</u>
Comprising:				
At cost	90,487	–	67,323	157,810
At 2003 professional valuation	–	1,043,716	–	1,043,716
	<u>90,487</u>	<u>1,043,716</u>	<u>67,323</u>	<u>1,201,526</u>
DEPRECIATION AND IMPAIRMENT LOSSES				
At 1st April, 2002	3,635	39,356	37,673	80,664
Exchange adjustments	–	–	(35)	(35)
Impairment loss	13,002	–	–	13,002
Provided for the year	3,548	2,881	4,958	11,387
Eliminated on disposals	(884)	–	(2,368)	(3,252)
Eliminated on revaluation	–	(42,237)	–	(42,237)
At 31st March, 2003	<u>19,301</u>	<u>–</u>	<u>40,228</u>	<u>59,529</u>
NET BOOK VALUES				
At 31st March, 2003	<u>71,186</u>	<u>1,043,716</u>	<u>27,095</u>	<u>1,141,997</u>
At 31st March, 2002	<u>53,534</u>	<u>661,240</u>	<u>22,539</u>	<u>737,313</u>

Hotel properties in Hong Kong and the United States were revalued by independent professional valuers, namely DTZ Debenham Tie Leung and Lawson David & Sung Surveyors Limited, on an open market basis at 31st March, 2003. The hotel property in Malaysia was revalued by an independent professional valuer, Michael & Co., on an open market value basis at 1st December, 2002. The directors are of the opinion that the carrying amount of the hotel property in Malaysia was not materially different from its estimated open market value as at 31st March, 2003. The valuation gave rise to revaluation increase of HK\$131,664,000 which has been credited to the assets revaluation reserve and revaluation decrease of HK\$5,540,000 which has been charged to the income statement for the year ended 31st March, 2003.

**16. PROPERTY, PLANT AND EQUIPMENT (continued)**

The net book value of properties shown above comprises:

	<b>THE GROUP</b>	
	<b>2003</b> <b>HK\$'000</b>	2002 HK\$'000
Land in Hong Kong:		
Long lease	<b>13,879</b>	13,906
Medium-term lease	<b>375,000</b>	110,000
Land outside Hong Kong:		
Freehold	<b>670,762</b>	553,295
Medium-term lease	<b>55,261</b>	37,573
	<b>1,114,902</b>	714,774

Other assets with an aggregate net book value of HK\$816,000 (2002: HK\$483,000) were held under finance leases.

If the hotel properties had not been revalued, they would have been included in these financial statements at historical cost less accumulated depreciation of HK\$641,633,000 (2002: HK\$385,802,000).

**17. PROPERTIES UNDER DEVELOPMENT**

	<b>THE GROUP</b> HK\$'000
<b>COST</b>	
At 1st April, 2002	652,941
Exchange adjustments	4,630
Additions	96,253
Transferred to land and buildings	(34,254)
Transferred to properties under development for sales	(377,660)
Disposal of a subsidiary	(41,999)
Impairment loss recognised	(600)
At 31st March, 2003	<u>299,311</u>

During the year, the directors have assessed the recoverable amount of the properties under development and estimated that it is probable that one of the property is not able to generate positive cashflows to cover the cost of the property. Accordingly, an impairment loss of HK\$600,000 has been recognised.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 17. PROPERTIES UNDER DEVELOPMENT (*continued*)

The net book value of properties shown above comprises:

	THE GROUP	
	2003 HK\$'000	2002 HK\$'000
Land in Hong Kong:		
Long lease	64,647	56,094
Medium-term lease	118,821	208,396
Land outside Hong Kong:		
Freehold	78,843	314,995
Medium-term lease	37,000	73,456
	<u>299,311</u>	<u>652,941</u>

Included in development properties is interest capitalised of approximately HK\$53,590,000 (2002: HK\$46,196,000).

### 18. INTERESTS IN SUBSIDIARIES

	THE COMPANY	
	2003 HK\$'000	2002 HK\$'000
Unlisted shares, at cost	1,210,284	1,210,284
Advances thereto	988,267	876,864
	<u>2,198,551</u>	<u>2,087,148</u>

The advances are unsecured, interest free and the directors confirmed that the amounts are not repayable within one year and accordingly are shown as non-current assets.

Details of the Company's principal subsidiaries at 31st March, 2003 are set out in note 50.

## 19. INTERESTS IN ASSOCIATES

	THE GROUP	
	2003 HK\$'000	2002 HK\$'000
Share of net assets other than goodwill	179,465	284,255
Discount arising on acquisition of associates	(13,485)	(13,094)
Impairment loss recognised	–	(53,925)
	<u>165,980</u>	<u>217,236</u>
Market value		
Hong Kong listed investments	<u>10,289</u>	<u>31,804</u>

Details of the Group's principal associates at 31st March, 2003 are set out in note 51.

In current year, the premium arising on acquisition of associates to HK\$390,000 have been charged to income due to disposal of an associate during the year.

The following details have been extracted from the audited financial statements of the Group's significant associates.

As Far East Technology International Limited ("Far East Technology") is listed on the Stock Exchange, only published financial information for the year ended 31st December, 2002 is disclosed in the following table.

	Far East Technology		Bermuda Investment Limited	
	31.12.2002 Audited HK\$'000	31.12.2001 Audited HK\$'000	31.3.2003 Audited HK\$'000	31.3.2002 Audited HK\$'000
<b>Results for the year</b>				
Turnover	<u>90,124</u>	<u>147,197</u>	<u>18,266</u>	<u>21,397</u>
(Loss) profit from ordinary activities before taxation	<u>(184,695)</u>	<u>(58,188)</u>	<u>16,534</u>	<u>19,380</u>
(Loss) profit from ordinary activities before taxation attributable to the Group	<u>(52,084)</u>	<u>(16,409)</u>	<u>4,134</u>	<u>4,845</u>
<b>Financial position</b>				
Non-current assets	357,137	651,375	275,001	300,001
Current assets	59,713	76,144	959	2,381
Current liabilities	(236,473)	(332,414)	(4,241)	(5,597)
Non-current liabilities	(7,529)	(33,256)	–	–
Minority interests	(16,922)	(50,578)	–	–
Net assets	<u>155,926</u>	<u>311,271</u>	<u>271,719</u>	<u>296,785</u>
Net assets attributable to the Group	<u>43,971</u>	<u>87,778</u>	<u>67,930</u>	<u>74,196</u>

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 20. INTEREST IN A JOINTLY CONTROLLED ENTITY

		THE GROUP	
		2003	2002
		HK\$'000	HK\$'000
Share of net assets		72,862	63,279
Amount due to a jointly controlled entity		(7,734)	(7,206)
		<b>65,128</b>	<b>56,073</b>

  

Name of entity	Form of business structure	Country of registration	Principal place of operations	Proportion of nominal value of registered capital held by the Group	Nature of business
Shangqiu Yongyuan Development Company Limited 商丘永遠公路有限公司	Incorporated	PRC	PRC	68%	Construction and operation of highway

Under a joint venture agreement, the Group has an interest of 68% in Shangqiu Yongyuan Development Company Limited which is based on capital contribution from the Group, an equity joint venture company in the PRC with a term of 21 years commencing from 31st July, 1997. Upon the completion of the construction work, the Group is entitled to 85% of the profits earned until it has recovered dividends to an amount equivalent to all its contribution. Thereafter, the Group is entitled to 25% of the profits whereas the PRC joint venture partner is entitled to the remaining 75% until it has effectively recovered dividends equivalent to all its contribution for the agreed valuation of the relevant highway. Thereafter, the Group's entitlement to share of profits is then in proportion to its contribution. At the end of the 21 years, the joint venture will be dissolved and the Group's interest in the joint venture will be surrendered to the PRC party for no consideration. Therefore a HK\$2,904,000 investment cost of interest in a jointly controlled entity was amortised and the Group's share result of the joint venture project during the year is HK\$12,487,000 (2002: HK\$3,124,000).

The amount due to a jointly controlled entity is unsecured and interest free. In the opinion of directors, no repayment will be demanded within the next twelve months. Accordingly, the amount is classified as non-current.

**21. INVESTMENTS IN SECURITIES****THE GROUP**

	Trading securities		Other securities		Total	
	2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
Equity securities						
Listed	<b>13,348</b>	34,859	<b>13,451</b>	17,384	<b>26,799</b>	52,243
Unlisted	–	–	<b>69,545</b>	69,545	<b>69,545</b>	69,545
	<b>13,348</b>	34,859	<b>82,996</b>	86,929	<b>96,344</b>	121,788
Listed						
Hong Kong	<b>13,348</b>	34,859	<b>13,347</b>	17,237	<b>26,695</b>	52,096
Overseas	–	–	<b>104</b>	147	<b>104</b>	147
Unlisted	–	–	<b>69,545</b>	69,545	<b>69,545</b>	69,545
	<b>13,348</b>	34,859	<b>82,996</b>	86,929	<b>96,344</b>	121,788
Market value of listed securities	<b>13,348</b>	34,859	<b>13,451</b>	17,384	<b>26,799</b>	52,243
Carrying amount analysed for reporting purposes as:						
Current	<b>13,348</b>	34,859	<b>27</b>	75	<b>13,375</b>	34,934
Non-current	–	–	<b>82,969</b>	86,854	<b>82,969</b>	86,854
	<b>13,348</b>	34,859	<b>82,996</b>	86,929	<b>96,344</b>	121,788

**22. AMOUNTS DUE FROM INVESTEE COMPANIES**

The amounts are unsecured and non-interest bearing. In the opinion of the directors, no repayment will be demanded within the next twelve months. Accordingly, the amounts are classified as non-current assets.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 23. LOANS RECEIVABLE

	THE GROUP	
	2003	2002
	HK\$'000	HK\$'000
Long-term loans receivable bear interest at commercial rate		
– secured	256,761	259,461
– unsecured	293	293
	<u>257,054</u>	<u>259,754</u>
Less: Amount due within one year shown as current assets	(651)	(411)
	<u><u>256,403</u></u>	<u><u>259,343</u></u>

### 24. AMOUNTS DUE FROM ASSOCIATES

	THE GROUP	
	2003	2002
	HK\$'000	HK\$'000
Interest free advances to associates (net of allowance)	75,408	66,465
Interest bearing advances to associates (net of allowance)	–	9,824
	<u>75,408</u>	<u>76,289</u>
Less: Amount due within one year shown as current assets	(22,632)	(19,700)
	<u><u>52,776</u></u>	<u><u>56,589</u></u>

The advances are unsecured. The interest bearing advances as at 31st March, 2002 were bearing interest at prevailing market rates.

### 25. PROPERTIES UNDER DEVELOPMENT FOR SALE

	THE GROUP	
	2003	2002
	HK\$'000	HK\$'000
At cost	1,092,709	804,905
Impairment loss recognised	–	(79,600)
	<u>1,092,709</u>	<u>725,245</u>

Included in the properties under development for sale are amounts of HK\$377,660,000 (2002: HK\$153,754,000) and nil (2002: HK\$142,481,000) transferred from properties under development and investment properties, respectively.

**26. DEBTORS, DEPOSITS AND PREPAYMENTS**

The debtors, deposits and prepayments include trade debtors of HK\$59,554,000 (2002: HK\$70,693,000). The Group allows an average credit period of 60 days to its trade customers.

The following is an aged analysis of trade debtors at the balance sheet date.

	<b>THE GROUP</b>	
	<b>2003</b>	2002
	<b>HK\$'000</b>	HK\$'000
0 – 60 days	<b>42,044</b>	29,236
61 – 90 days	<b>2,301</b>	2,144
Over 90 days	<b>15,209</b>	39,313
	<b>59,554</b>	70,693

**27. INVENTORIES**

	<b>THE GROUP</b>	
	<b>2003</b>	2002
	<b>HK\$'000</b>	HK\$'000
Raw materials	<b>1,767</b>	2,997
Work in progress	<b>1,109</b>	3,019
Finished goods	<b>926</b>	1,126
	<b>3,802</b>	7,142

The cost of inventories recognised as an expense during the year was HK\$18,129,000 (2002: HK\$20,663,000).

Included above are work-in progress of HK\$1,109,000 (2002: HK\$3,019,000) which are carried at net realisable value.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 28. CREDITORS AND ACCRUALS

The creditors and accruals include trade creditors of HK\$76,130,000 (2002: HK\$96,259,000).

The following is an aged analysis of trade creditors at the balance sheet date:

	THE GROUP	
	2003	2002
	HK\$'000	HK\$'000
0 – 60 days	60,176	63,422
61 – 90 days	1,466	2,708
Over 90 days	14,488	30,129
	<b>76,130</b>	<b>96,259</b>

### 29. OBLIGATIONS UNDER FINANCE LEASES

#### THE GROUP

	Minimum lease payments		Present value of minimum lease payments	
	2003	2002	2003	2002
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Amounts payable under finance leases				
Within one year	481	245	428	201
Within second year	240	357	218	308
	<b>721</b>	<b>602</b>		
Less: Future finance charges	(75)	(93)		
Present value of lease obligations	<b>646</b>	<b>509</b>	<b>646</b>	<b>509</b>
Less: Amount due within one year shown under current liabilities			(428)	(201)
			<b>218</b>	<b>308</b>

It is the Group's policy to lease certain of its fixtures and equipment under finance leases. The average lease term is 2 years. For the year ended 31st March, 2003, the average effective borrowing rate was 5.15% to 8% per annum. Interest rates are fixed at the contract date and the assets were pledged to lessors. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

**30. BANK AND OTHER BORROWINGS**

	THE GROUP		THE COMPANY	
	2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
Bank overdrafts	24,241	23,336	–	–
Bank loans	1,214,372	752,497	148,010	–
Mortgage loans	259,466	324,998	14,900	31,400
Other loans	96,000	108,000	96,000	108,000
	<b>1,594,079</b>	<b>1,208,831</b>	<b>258,910</b>	<b>139,400</b>
Secured	1,484,883	1,085,755	162,910	31,400
Unsecured	109,196	123,076	96,000	108,000
	<b>1,594,079</b>	<b>1,208,831</b>	<b>258,910</b>	<b>139,400</b>

Other loans are unsecured, bear interest at 5% per annum and are repayable in May 2005.

	THE GROUP		THE COMPANY	
	2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
The maturity of the above loans and overdrafts is as follows:				
On demand or within one year	520,578	413,469	20,380	4,800
More than one year, but not exceeding two years	249,863	105,607	56,380	4,800
More than two years, but not exceeding five years	541,803	495,420	182,150	129,800
More than five years	281,835	194,335	–	–
	<b>1,594,079</b>	<b>1,208,831</b>	<b>258,910</b>	<b>139,400</b>
Less: Amount due within one year shown under current liabilities	(520,578)	(413,469)	(20,380)	(4,800)
	<b>1,073,501</b>	<b>795,362</b>	<b>238,530</b>	<b>134,600</b>

Details of the assets of the Group pledged to secure bank and other borrowings are set out in note 43.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 31. AMOUNT DUE TO A DIRECTOR

The amount due to a director is unsecured, interest bearing and has no fixed repayment term.

### 32. AMOUNTS DUE TO RELATED COMPANIES

The amounts due to related companies are unsecured, non-interest bearing and have no fixed repayment term. Certain directors have beneficial interest in these companies.

### 33. AMOUNTS DUE TO ASSOCIATES

	<b>THE GROUP</b>	
	<b>2003</b>	2002
	<b>HK\$'000</b>	HK\$'000
Amounts due to associates, interest free	<b>25,077</b>	–
Amounts due to associates, interest bearing	–	24,097
	<b>25,077</b>	24,097

The advances are unsecured. The interest bearing advances as at 31st March, 2002 were bearing interest at prevailing market rates.

### 34. SHARE CAPITAL

	Number of shares		Share capital	
	<b>2003</b>	2002	<b>2003</b>	2002
	<b>HK\$'000</b>		<b>HK\$'000</b>	HK\$'000
Authorised:				
Ordinary shares of HK\$0.10 each	<b>1,500,000,000</b>	1,500,000,000	<b>150,000</b>	150,000
Issued and fully paid:				
At beginning of year	<b>967,749,875</b>	952,451,881	<b>96,775</b>	95,245
Issued pursuant to scrip dividend scheme for 2002 and 2001 final dividend	<b>17,384,437</b>	15,297,994	<b>1,738</b>	1,530
At end of year	<b>985,134,312</b>	967,749,875	<b>98,513</b>	96,775

On 30th September, 2002, the Company issued and allotted a total of 17,384,437 shares of HK\$0.1 each in the Company at par to the shareholders who elected to receive shares in the Company for the 2002 final dividends pursuant to the scrip dividend scheme announced by the Company on 24th July, 2002. These shares rank pari passu in all respects with other shares in issue.

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

**35. SHARE PREMIUM AND RESERVES**

	Capital Redemption reserve HK\$'000	Share premium HK\$'000	Distributable reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
THE COMPANY					
At 1st April, 2001	253	653,129	1,165,620	23,888	1,842,890
Credit arising on scrip dividend	-	5,523	-	-	5,523
Net profit for the year	-	-	-	19,894	19,894
2001 final dividends paid	-	-	-	(19,049)	(19,049)
At 31st March, 2002	253	658,652	1,165,620	24,733	1,849,258
Credit arising on scrip dividend	-	5,059	-	-	5,059
Net profit for the year	-	-	-	1,009	1,009
2002 final dividends paid	-	-	-	(19,355)	(19,355)
At 31st March, 2003	253	663,711	1,165,620	6,387	1,835,971

The distributable reserve of the Company represents the difference between the underlying net tangible assets of the subsidiaries acquired by the Company and the nominal value of the share capital issued by the Company pursuant to the group reorganisation in 1991. Under the Companies Law (Revised) of the Cayman Islands, the distributable reserve is available for distribution to shareholders.

In the opinion of the Directors, the Company's reserves available for distribution were as follows:

	<b>2003</b>	2002
	<b>HK\$'000</b>	HK\$'000
Distributable reserve	<b>1,165,620</b>	1,165,620
Retained profits	<b>6,387</b>	24,733
	<b>1,172,007</b>	1,190,353

### 36. SHARE OPTION SCHEMES

#### The Company's option schemes

The share option scheme of the Company (the "Old Scheme") was adopted on 28th September, 2000 for the primary purpose of providing incentives to directors and eligible employees of the Company and its subsidiaries. Under the Old Scheme, the board of directors of the Company might grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

The maximum number of shares in respect of which options may be granted under the Old Scheme will not exceed 10% of the issued share capital of the Company from time to time. No option may be granted to any employee which if exercised in full would result in such employee becoming entitled to subscribe for such number of shares as, when aggregated with the total number of shares already issued and issuable to him or her under the Scheme, exceeding 25% of the aggregate number of shares for the time being issued and issuable under the Scheme.

The exercise price was not less than the higher of the nominal value of the Company's share and 80% of the average closing price of the Company's share on the Stock Exchange for the five trading days immediately preceding the date of grant and is subject to adjustment.

The Old Scheme was terminated due to the adoption of a new share option scheme (the "Scheme") on 28th August, 2002.

In accordance with the Company's Scheme which was adopted pursuant to an ordinary resolution passed on 28th August, 2002, the board of directors of the Company may grant options to eligible employees, including executive directors of the Company and its subsidiaries, to subscribe for shares in the Company.

#### Summary of the Scheme

- (a) The purpose of the Scheme is to motivate employees or executive or officers of the Company or any of its subsidiaries (including executive and non-executive directors) and business consultants, agents and legal or financial advisers who will contribute or have contributed to the Company or any of its subsidiaries ("Eligible Participants") and to allow them to participate in the growth of the Company.
- (b) The directors may, at their discretion, invite Eligible Participants to take up options at HK\$1 per option to subscribe for shares at a price calculated in accordance with paragraph (e) below.
- (c) The maximum number of shares in respect of which options may be granted (together with shares issued pursuant to options exercised and shares in respect of which any option remains outstanding) under the Scheme will not exceed 10% of the issued share capital of the Company (excluding any shares issued pursuant to the Scheme) from time to time.

### 36. SHARE OPTION SCHEMES (*continued*)

#### Summary of the Scheme (*continued*)

- (d) The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company then in issue.
- (e) The exercise price is determined by the directors of the Company at a price not less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.
- (f) An option may be exercised in accordance with the terms of the Scheme at any time during a period to be determined by the Board and notified to each grantee and in any event such period of time not exceeding a period of 10 years which shall commence immediately after the date on which the option is accepted in accordance with the Scheme and shall expire on the last day of such period.
- (g) The Scheme will remain in force for a period of 10 years commencing on 28th August, 2002 being the date on which it was adopted by a resolution of the Company in general meeting.

No option was granted under the Scheme since its adoption.

#### The option scheme of NCH

NCH has adopted a 1999 Stock Option and Restricted Stock Purchase Plan (the "Option Plan"). It is intended that options to purchase an aggregate of 600,000 common shares in NCH ("NCH Shares") will be granted under the Option Plan. The Option Plan is administered by the compensation committee of the board of NCH. Summary of the Option Plan are as follows:

- (a) The purpose of the Option Plan is to motivate employees of the Company or any subsidiary and to allow them to participate in the growth of the Company.
- (b) The directors may, at their discretion, invite employees of the Group, including executive directors of any member of the Group, to take up options to subscribe for shares at a price calculated in accordance with paragraph (f) below. The amount payable on acceptance of an option is to be determined from time to time.
- (c) The maximum number of shares in respect of which options may be granted (together with shares issued pursuant to options exercised and shares in respect of which any option remains outstanding) under the Option Plan will not exceed 10% of the issued share capital of NCH (excluding any shares issued pursuant to the Option Plan) from time to time.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 36. SHARE OPTION SCHEMES (continued)

The option scheme of NCH (continued)

- (d) No option may be granted to any employee which if exercised in full would result in such employee becoming entitled to subscribe for such number of shares as, when aggregated with the total number of shares already issued and issuable to him or her under the Option Plan, exceeding 25% of the aggregate number of shares for the time being issued and issuable under the Option Plan.
- (e) An option may be exercised in accordance with the terms of the Option Plan at any time during a period to be determined by the board and notified to each grantee and in any event such period of time not exceeding a period of 10 years which shall commence immediately after the date on which the option is accepted in accordance with the Option Plan and shall expire on the last day of such period.
- (f) The exercise price of the incentive stock options and non-statutory stock options must be at least 100% and 85% of the fair market value of the NCH Shares on the date of grant of option.
- (g) The Option Plan will remain in force for a period of 10 years commencing on 10th August, 1999 being the date on which it was adopted by resolution of the Company in general meeting.

No options have been granted and exercised under the Option Plan since its adoption. No charge is recognised in the income statement in respect of the value of options granted in the year.

### 37. AMOUNT DUE FROM (TO) A MINORITY SHAREHOLDER

The amount due from (to) a minority shareholder is unsecured, non-interest bearing and will not be demanded for repayment within the next twelve months. Accordingly, the amount is classified as non-current assets (liabilities).

### 38. DEFERRED TAXATION

	THE GROUP	
	2003 HK\$'000	2002 HK\$'000
Balance at beginning of year	19,687	5,063
Exchange difference	—	110
Credit for the year (note 12)	—	(5,173)
Transferred (to) from taxation payable	(19,687)	19,687
Balance at end of year	—	19,687

**38. DEFERRED TAXATION (continued)**

In the previous years, a subsidiary pre-sold a real estate development project and accrued the full amount of provisional foreign enterprises income tax on deemed profits arising from the pre-sales pursuant to the relevant tax regulations as deferred taxation. During the year, the subsidiary has completed the sales of properties, and accordingly, the taxation payable arising from the deemed profit tax in the previous years was transferred from deferred taxation to taxation payable.

At the balance sheet date, the major components of deferred taxation liabilities (assets), provided and unprovided, are as follows:

	Provided		Unprovided	
	2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
<b>THE GROUP</b>				
Tax effect of timing differences because of:				
Excess of tax allowances over depreciation	–	–	<b>5,537</b>	3,527
Tax effect of taxation losses	–	–	<b>(65,040)</b>	(66,786)
Others	–	19,687	–	–
	<u>–</u>	<u>19,687</u>	<u><b>(59,503)</b></u>	<u>(63,259)</u>

A deferred tax asset in respect of tax losses available to set off future profits has not been recognised in the financial statements as it is not certain that the tax losses will be utilised in the foreseeable future.

The amount of unprovided deferred tax charge (credit) for the year is as follows:

	THE GROUP	
	2003 HK\$'000	2002 HK\$'000
Tax effect of timing differences because of:		
Excess of tax allowances and depreciation	<b>2,010</b>	2,798
Tax losses utilised (arising)	<b>1,746</b>	(20,675)
	<u><b>3,756</b></u>	<u>(17,877)</u>

The Company did not have any material unprovided deferred taxation at the balance sheet date.

Deferred tax has not been provided on the revaluation surplus arising on the revaluation of properties as profits arising on the disposal of these assets would not be subject to taxation. Accordingly, the revaluation does not constitute a timing difference for tax purposes.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 39. JOINTLY CONTROLLED ASSETS

The Group has entered into a joint venture agreement in the form of a jointly controlled asset to develop a multi storey building. The Group has a 50% interest in the joint venture.

At the balance sheet date, the aggregate amounts of assets and liabilities recognised in the financial statements in relation to interests in jointly controlled assets are as follows:

	<b>THE GROUP</b>	
	<b>2003</b>	2002
	<b>HK\$'000</b>	HK\$'000
Properties under development for sales	<b>202,568</b>	–
Debtors, deposits and prepayments	<b>2,917</b>	–
Creditors and accruals	<b>(522)</b>	–
Bank and other borrowings	<b>(123,423)</b>	–
	<b>81,540</b>	–

### 40. PURCHASE OF SUBSIDIARIES

	<b>2003</b>	2002
	<b>HK\$'000</b>	HK\$'000
Net asset acquired		
Properties under development	–	288,976
Debtors, deposits and prepayments	–	135,925
Bank balance and cash	–	1,776
Creditors and accruals	–	(22,295)
Amounts due to former shareholders	–	(208,313)
	–	196,069
Assignment of amounts due to former shareholders	–	208,313
	–	404,382
Satisfied by:		
Cash consideration	–	225,343
Carrying value of associates	–	179,039
	–	404,382
Net cash outflow arising on acquisition:		
Cash consideration	–	225,343
Bank balance and cash acquired	–	(1,776)
Net cash outflow of cash and cash equivalents in respect of the purchase of subsidiaries	–	223,567

The subsidiaries acquired in prior year did not have any material impact on the Group's cash flow or results for that year.

**41. DISPOSAL OF A SUBSIDIARY**

	<b>2003</b> <b>HK\$'000</b>	2002 HK\$'000
Net assets disposed of		
Properties under development	<b>41,999</b>	–
Taxation recoverable	<b>14</b>	–
Debtors, deposits and prepayments	<b>13,036</b>	–
Bank balances and cash	<b>6,836</b>	–
Creditors and accruals	<b>(23,789)</b>	(5)
Interest in associate	–	1,012
Amount due to a holding company	<b>(15,178)</b>	(1,114)
	<b>22,918</b>	(107)
Exchange reserve realised	<b>2,637</b>	–
	<b>25,555</b>	(107)
Profit on disposal	<b>890</b>	–
Assignment of amount due to a holding company	<b>15,178</b>	1,114
Total consideration	<b>41,623</b>	1,007
Satisfied by:		
Cash consideration	<b>41,623</b>	1,007
Net cash inflow arising on disposal		
Cash consideration	<b>41,623</b>	–
Bank balances and cash disposed of	<b>(6,836)</b>	–
	<b>34,787</b>	–

The subsidiary disposed of during the year did not have any material impact on the Group's cash flow or results for the year.

**42. NON-CASH TRANSACTIONS**

During the year, the Group entered into finance lease arrangements in respect of asset with a total capital value at the inception of the leases of HK\$638,000 (2002: Nil).

During the year, the provision for loss on profit guarantee of HK\$10,740,000 (2002: HK\$7,405,000) included in creditors and accruals is transferred to minority interests upon the cancellation of the Group's 25% (2002: 25%) interest in NCH.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 43. PLEDGE OF ASSETS

- (a) The Group's properties, bank deposits and securities with an aggregate net book value of approximately HK\$2,203,780,000 (2002: HK\$1,688,611,000), HK\$19,853,000 (2002: HK\$13,415,000) and HK\$1,557,000 (2002: Nil) respectively, together with properties of associates and third parties were mortgaged or pledged to the Group's bankers and loan creditors to secure banking and loan facilities granted to the Group and its associates to the extent of approximately HK\$1,987,342,000 and HK\$5,000,000 (2002: HK\$1,390,471,000 and HK\$5,000,000) respectively.
- (b) The Group's listed investments of approximately HK\$20,335,000 (2002: HK\$38,337,000) were pledged to the Group's financial institutions to secure margin trading facilities granted to the Group in respect of securities transactions to the extent of approximately HK\$8,800,000 (2002: HK\$15,000,000), of which HK\$5,332,000 (2002: HK\$8,322,000) were utilised.
- (c) The Group has entered into agreements with certain banks in respect of mortgage loans provided to house buyers of properties project in the PRC. In accordance with those agreements, the Company deposits either 10% of the consideration of the properties sold and financed under the mortgage loans or between 10% and 20% of the amount of financing provided as a guarantee for settlement of the mortgage installments. Should mortgagors fail to pay mortgage installments, the bank can draw down the deposits up to the amount of mortgage installments not paid during the period from the mortgage drawdown date to the date of releasing such guarantees. The guarantees will be released when property title deeds are passed to the banks as security for the respective mortgage loans. At the balance sheet date, deposit of approximately HK\$7,671,000 (2002: HK\$698,000) was placed with banks to guarantee the above agreements.
- (d) Interests in certain subsidiaries have been pledged as part of the security to secure certain bank borrowings granted to the Group and its subsidiaries.
- (e) The Group's interest in jointly controlled assets with share of total assets of approximately HK\$205,485,000 (2002: Nil) have been pledged as the security to secure certain borrowings.
- (f) The Group has pledged its amount due from investee companies with carrying value of approximately HK\$177,670,000 (2002: Nil) to a financial institution to secure general credit facility granted to the investee companies.

**44. CAPITAL COMMITMENTS**

At the balance sheet date, the Group had the following capital commitments:

	<b>2003</b>	2002
	<b>HK\$'000</b>	HK\$'000
Contracted but not provided for:		
Property development projects	<b>507,000</b>	260,000
Authorised but not contracted for:		
Property development projects	<b>6,700</b>	217,000
Hotel refurbishment and upgrade	<b>152,000</b>	–
Jointly controlled property development project	<b>1,260</b>	–
	<b>159,960</b>	217,000
	<b>666,960</b>	477,000

**45. LEASE COMMITMENTS**

The Group as lessor

At the balance sheet date, investment properties and completed properties for sale with a carrying value of HK\$908,651,000 (2002: HK\$1,022,177,000) and HK\$11,000,000 (2002: HK\$11,000,000) respectively were let out under operating leases.

Gross rental income earned during the year is HK\$65,083,000 (2002: HK\$88,698,000) of which HK\$62,083,000 (2002: HK\$85,511,000) was derived from letting of investment properties. The property held has committed tenants for the next one to three years.

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

	<b>THE GROUP</b>	
	<b>2003</b>	2002
	<b>HK\$'000</b>	HK\$'000
within one year	<b>39,073</b>	45,730
In the second to fifth years inclusive	<b>21,574</b>	36,710
After five years	–	668
	<b>60,647</b>	83,108

Lease are negotiated and rentals are fixed for an average term of three years.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 45. LEASE COMMITMENTS (continued)

The Group as lessee

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	THE GROUP	
	2003 HK\$'000	2002 HK\$'000
Land and buildings:		
– within one year	4,969	354
– in the second to fifth years inclusive	1,440	–
	6,409	354
Motor vehicles:		
– within one year	217	217
– in the second to fifth years inclusive	18	235
	235	452

Leases are negotiated for an average term of two years and rentals are fixed over the period.

At 31st March, 2003, the Company had no commitments under non-cancellable operating leases.

### 46. CONTINGENT LIABILITIES

(a) At the balance sheet date, contingent liabilities of the Group and of the Company were as follows:

	THE GROUP		THE COMPANY	
	2003 HK\$'000	2002 HK\$'000	2003 HK\$'000	2002 HK\$'000
Guarantees issued to secure banking and other facilities made available to				
– subsidiaries	–	–	1,399,899	1,168,226
– third parties	–	11,000	–	11,000
– an investee company	44,793	44,793	44,793	44,793
	44,793	44,793	44,793	44,793

**46. CONTINGENT LIABILITIES (continued)**

- (b) The Group has given guarantee in respect of mortgage loans provided to the home buyers of a property project in the PRC. At 31st March, 2003, the total amount of mortgages outstanding which are subject to these guarantees was HK\$28,126,000 (2002: HK\$26,639,000).
- (c) During the year, NCH was sued by two consultants providing management, consulting and advisory service concerning business strategy and corporate finance activities of NCH. The two consultants entered into a consulting contract with NCH in 1999 in lieu of cash for service rendered. The two consultants alleges that NCH fraudulently misrepresented and concealed material facts regarding the proposed investment from them and claim for compensation of damages amounting to approximately HK\$5,843,000. Moreover, the two consultants also alleges that NCH owes them salaries, payment in lieu of notice for early termination of the contract and the reimbursement for expenses regarding to the employment contract as the board of directors of NCH amounting to approximately HK\$5,865,000. Motion of dismiss were filed to the United States court and the claim is still in progress. While the outcome of these proceedings cannot be estimated with certainty at this stage, based on independent legal advice obtained, the directors are of the opinion that the outcome of this case would not have a material adverse impact on the financial position of the Group.
- (d) During the year, the Group was sued by a contractor working on the property development project to develop the site at Nos. 60-66 Baker Street and Nos. 2-6 Baker Court, Hung Hom, Hong Kong. The contractor alleges that the Group owes it approximately HK\$8,321,000 for work performed. Of this amount, approximately HK\$3,440,000 related to work encompassed by the construction contract has been accrued by the Group in the financial statements as of 31st March, 2003. The directors are of the opinion that the contractor failed to comply with certain specifications of the construction contract and complete the project on schedule. As a result a counter claim was filed by the Group against the contractor for damages. While the outcome of these proceedings cannot be estimated with certainty at this stage, the directors are of the opinion that the outcome of this case would not have a material adverse impact on the financial position of the group.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 47. POST BALANCE SHEET EVENTS

- (1) On 17th January, 2003, the Company and NCH entered into a non-binding Letter of Intent in connection with a proposal for the privatisation of NCH. Subsequent to the balance sheet date, the Company expended approximately HK\$4.83 million for purchases of minority interest in NCH and the privatisation proposal was successfully implemented. Consequently, NCH becomes a wholly-owned subsidiary of the Company and its shares and warrants were delisted from NASDAQ.
- (2) Subsequent to the balance sheet date, the Group entered into agreements for the disposals of two subsidiaries in Malaysia at an aggregate consideration of approximately HK\$29,164,000.

### 48. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following significant transactions with related parties:

- (a) Directors and their associates

	<b>2003</b> <b>HK\$'000</b>	2002 HK\$'000
Interest expenses	<b>915</b>	1,088

This transaction has been entered into on terms agreed by the parties concerned with reference to prevailing market rates.

- (b) Associates

	<b>2003</b> <b>HK\$'000</b>	2002 HK\$'000
Dividend income	<b>(5,314)</b>	(13,646)
Interest income	<b>(6,485)</b>	(12,058)
Interest expenses	-	4,910
Building management fee expenses	<b>2,571</b>	2,101

These transactions have been entered into on terms agreed by parties concerned with reference to prevailing market rates for interest expenses and income and floor areas for building management.

Details of the balances with related parties as at the balance sheet date are set out in notes 24, 31, 32 and 33.

**49. RETIREMENT BENEFITS SCHEMES**

The Group operates a Mandatory Provident Fund Scheme ("the MPF Scheme") for all qualifying employees in Hong Kong under the rules and regulations of the Mandatory Provident Fund Authority. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. Contributions are made based on a percentage of the participating employees' relevant income from the Group and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. When an employee leaves the MPF Scheme, the mandatory contributions are fully vested with the employee. The retirement benefits scheme contributions charged to income statement during the year amounted to HK\$1,037,000 (2002: HK\$574,000).

According to the relevant laws and regulations in the PRC, the PRC subsidiary is required to contribute a certain percentage of the salaries of their employees to the state-managed retirement benefit scheme. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme.

**50. PARTICULARS OF PRINCIPAL SUBSIDIARIES**

Name of direct subsidiary	Issued share capital			Proportion of nominal value of issued capital/ registered capital held by the Group	Principal activities	Place of incorporation/ operation
	Number of shares	Par value per share	Class of shares held			
Far East Consortium (B.V.I.) Limited	50,000	US\$1	Ordinary	100	Investment holdings	British Virgin Islands

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Name of indirect subsidiary	Number of Shares	Issued share capital		Proportion of nominal value of issued capital/ registered capital held by the Group	Principal activities
		Par value per share/ registered capital	Class of shares held		
404577 Alberta Ltd.	2	Nil	Class A	100	Property investment
413643 Alberta Ltd.	100	Nil	Class A	100	Property investment
Accessway Profits Limited	1	US\$1	Ordinary	100	Investment holdings
Action Fulfilled Assets Limited	1	US\$1	Ordinary	100	Investment holdings
Amphion Investment Limited	2	HK\$1	Ordinary	100	Investment holdings
Aniwell Investment Limited	10,000	HK\$1	Ordinary	100	Hotel operation
Annick Investment Limited	2	HK\$1	Ordinary	100	Property investment
Arvel Company Limited	10,000	HK\$1	Ordinary	100	Property investment
Asia Land Pty Ltd. (formerly known as FEC Property Services Pty Ltd.)	1	A\$1	Ordinary	100	Loan financing
Bournemouth Estates Limited	2	HK\$10	Ordinary	100	Property development
Bradney Proprietary Ltd.	2	A\$1	Ordinary	100	Investment holdings
Capital Fortune Investment Limited	10,000	HK\$1	Ordinary	100	Property investment
Cathay General Inc.	1	Nil	Common	100	Investment holdings and share investment
Charter Joy Limited	2	HK\$1	Ordinary	100	Property development
Charter National International Limited	2	HK\$1	Ordinary	100	Property development
Cheong Sing Property Development Limited	500	HK\$100	Ordinary	100	Property development
China Web Incorporated	1	US\$1	Ordinary	100	Investment holdings
Ching Chu Property Management (Shanghai) Company Limited (i)	N/A	US\$9,000,000	N/A	100	Property management
Chun Wah Holdings Limited	200	HK\$1	Ordinary	100	Property development
Cosmopolitan Hotel Limited (formerly known as Aik Land Limited)	2	HK\$1	Ordinary	100	Hotel investment and operation
Coventry Investments Inc.	10	Nil	Common	100	Investment holdings
Detheridge Estates Limited	2	HK\$1	Ordinary	100	Property development
Dorsett Hotel Management Services Limited	2	HK\$1	Ordinary	100	Hotel management

## 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Name of indirect subsidiary	Issued share capital			Proportion of nominal value of issued capital/ registered capital held by the Group	Principal activities
	Number of Shares	Par value per share/ registered capital	Class of shares held		
Dorsett Hotels & Resorts (H.K.) Ltd	1,000,000	HK\$1	Ordinary	100	Investment holdings
Dorsett Regency Hotel (M) Sdn. Bhd.	5,000,000	M\$1	Ordinary	100	Hotel investment and operation
Dunball Limited	2	HK\$1	Ordinary	100	Property investment
Dunjoy Limited	2	HK\$1	Ordinary	100	Investment holdings
Dynahome Development Sdn. Bhd	1,255,000	M\$1	Ordinary	100	Investment holdings
E-Cash Ventures Limited	1	US\$1	Ordinary	100	Investment holdings
Elliott Investment Corporation	2	Nil	Ordinary	100	Investment holdings and share investment
Esmart Management Limited	2	HK\$1	Ordinary	100	Hotel management
Ever Liberty (M) Sdn. Bhd.	2	M\$1	Ordinary	100	Property investment
Everkent Development Limited	2	HK\$1	Ordinary	100	Property development
Far East Consortium China Infrastructure Company Limited	2	HK\$1	Ordinary	100	Investment holdings
Far East Consortium China Investments Limited	6,000	HK\$100	Ordinary	100	Property development and trading
Far East Consortium China Land Corporation Limited	1,000	HK\$100	Ordinary	100	Property development
Far East Consortium Holdings (Australia) Pty Limited	12 235	A\$1 A\$0.01	Ordinary Redeemable preference	100 100	Investment holdings
Far East Consortium Limited	830,650,000	HK\$1	Ordinary	100	Investment holdings and property investment
Far East Consortium Machinery Limited	2	HK\$1	Ordinary	100	Investment holdings
Far East Consortium (Malaysia) Limited	2	HK\$1	Ordinary	100	Investment holdings
Far East Consortium (Netherlands Antilles) N.V.	6,000	US\$1	Ordinary	100	Investment holdings

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Name of indirect subsidiary	Number of Shares	Issued share capital		Proportion of nominal value of issued capital/ registered capital held by the Group	Principal activities
		Par value per share/ registered capital	Class of shares held		
Far East Consortium Properties Pty Limited	12 225	A\$1 A\$0.01	Ordinary Redeemable preference	100 100	Investment holdings and property investment
Far East Consortium Property & Marketing Services Pty Limited	1	A\$1	Ordinary	100	Property development
Far East Real Estate and Agency (H.K.) Limited	60,000	HK\$100	Ordinary	100	Investment holdings and loan financing
Far East Rockman Hotels (Australia) Pty Limited	12 375	A\$1 A\$0.01	Ordinary Redeemable preference	100 100	Investment holdings
Far East Rockman Investments Pty Limited	12 125	A\$1 A\$0.01	Ordinary Redeemable preference	100 100	Investment holdings
Far East Supermarket Limited	500,000	HK\$1	Ordinary	100	Investment holdings
FEC Development (Malaysia) Sdn. Bhd.	2	M\$1	Ordinary	100	Investment holdings
FEC Financing Solutions Pty. Ltd.	1	A\$1	Ordinary	100	Investment holdings
FEC Properties Limited	1	US\$1	Ordinary	100	Property investment
FEC Strategic Investments (Netherlands) B.V.	120,000	DFL1	Ordinary	100	Investment holdings
Focus Venue Sdn. Bhd.	90	M\$1	Ordinary	90	Property investment
Fortune Plus (M) Sdn. Bhd.	935,000	M\$1	Ordinary	100	Property investment
FECFW 1 Pty Ltd.	1	A\$1	Ordinary	100	Investment holdings
FECFW 2 Pty Ltd.	1	A\$1	Ordinary	100	Investment holdings
Garden Resort Development Ltd.	100	HK\$1	Ordinary	100	Property development
Grandco Investment Limited	1	US\$1	Ordinary	100	Property investment
Guangzhou Pegasus Boiler Manufacture Company Limited (ii)	N/A	HK\$50,000,000	N/A	51	Operation of boiler factory
Hamsher International Ltd.	29,805,065	US\$1	Ordinary	100	Hotel investment and operation

## 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Name of indirect subsidiary	Number of Shares	Issued share capital			Principal activities
		Par value per share/ registered capital	Class of shares held	Proportion of nominal value of issued capital/ registered capital held by the Group	
Henrik Investment Limited	2	HK\$1	Ordinary	100	Property investment
Hero Housing Limited	880	HK\$1,000	Ordinary	100	Property investment
Karunmas Ehsan Sdn. Bhd.	250,000	M\$1	Ordinary	51	Property development
Kuala Lumpur Land Holdings Limited	100	£1	Ordinary	100	Investment holdings
Madison Lighters and Watches Company Limited	4	HK\$1	Ordinary	100	Investment holdings
Mayland Victory Sdn. Bhd.	2,340,000	M\$1	Ordinary	100	Land development
New China Homes, Ltd.	12,700,000	US\$1	Common	63.88	Investment holdings
New Time Plaza Development Limited	1,000	HK\$1	Ordinary	100	Investment holdings
New Union Investments (China) Limited	300	HK\$1	Ordinary	100	Investment holdings
N.T. Horizon Realty (Jordan) Limited	2	HK\$100	Ordinary	100	Property investment
Ocean Leader Development Limited	2	HK\$1	Ordinary	100	Property development
Oi Tak Enterprises Limited	1,000,000	HK\$1	Ordinary	75	Investment holdings
Pansy Development Limited	2	HK\$1	Ordinary	100	Property investment
Peacock Management Services Limited	2	HK\$1	Ordinary	100	Administration services
Polyland Development Limited	2	HK\$1	Ordinary	100	Property investment
Ready Town Limited	2	HK\$1	Ordinary	100	Property and share investment
Redleaf Properties Limited	20,000	US\$1	Ordinary	100	Investment holdings
Regency Hotels Proprietary Limited	100	A\$1	Ordinary	100	Investment holdings
Rich Diamond Holdings Limited	10	US\$1	Ordinary	70	Investment holdings
Ridon Investment Limited	2	HK\$1	Ordinary	100	Investment holdings and share investment
Roseville Enterprises Limited	6,000	HK\$100	Ordinary	100	Property investment
Royal Domain Plaza Pty. Ltd.	2	A\$1	Ordinary	100	Property investment
Royal Domain Towers Pty. Limited	2	A\$1	Ordinary	100	Property investment
Ruby Way Limited	2	HK\$1	Ordinary	100	Property investment
Scarborough Development Limited	2	HK\$1	Ordinary	100	Property investment
Sea Wave Properties Limited	1,000,000	HK\$1	Ordinary	100	Investment holdings

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Name of indirect subsidiary	Number of Shares	Issued share capital		Proportion of nominal value of issued capital/ registered capital held by the Group	Principal activities
		Par value per share/ registered capital	Class of shares held		
Shanghai Chingchu Property Development Company Limited (ii)	N/A	US\$9,000,000	N/A	98.2	Developing, selling and leasing properties
Sheen Profit Industries Limited	2	HK\$1	Ordinary	100	Property development
Shelborn Enterprises, Inc.	10	US\$1	Ordinary	100	Investment holdings
Singford Holdings Limited	1	US\$1	Ordinary	100	Share investment
Sovereign Land Company Limited	2	HK\$100	Ordinary	100	Property investment
Southsino Development Limited	100	HK\$1	Ordinary	100	Property development
Star Bridge Development Limited	2	HK\$1	Ordinary	100	Property investment
Stoneline Sdn. Bhd.	100	M\$1	Ordinary	100	Investment holdings
Teampearl Company Ltd	5,001 4,999	HK\$1	Class A Class B	100 100	Property development
Tomarta Sdn. Bhd.	1,000,000	M\$1	Ordinary	100	Property trading
Top Trend Developments Limited	2	US\$1	Ordinary	100	Property development
Turbulent Limited	2	HK\$10	Ordinary	100	Investment holdings
Upperace Development Limited	1,000,000	HK\$1	Ordinary	100	Investment holdings
Victoria Land Pty. Ltd.	12	A\$1	Ordinary	100	Management services
Vicco Development Limited	2	HK\$1	Ordinary	100	Investment holdings
Vico Overseas Inc.	4	US\$1	Ordinary	75	Property investment
Virgobee Limited	2	HK\$1	Ordinary	100	Property investment
Waldorf Development Pte Limited	2	S\$1	Ordinary	100	Property investment
Waldorf Holdings Pte Limited	1,000,000	S\$1	Ordinary	100	Property investment
Win Chance Engineering Limited	2	HK\$1	Ordinary	100	Engineering
Wonder China Investments Limited	1	US\$1	Ordinary	100	Investment holdings

(i) Foreign investment enterprise registered in the PRC

(ii) Sino-foreign equity joint venture registered in the PRC

None of the subsidiaries had issued any debt securities at the end of the year.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

**50. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)**

All the above indirect subsidiaries are incorporated and are operating in Hong Kong except the followings:

<b>Name of indirect subsidiary</b>	<b>Place of incorporation</b>	<b>Place of operation</b>
404577 Alberta Ltd.	Canada	Canada
413643 Alberta Ltd.	Canada	Canada
Accessway Profits Limited	British Virgin Islands	Hong Kong
Action Fulfilled Assets Limited	British Virgin Islands	Hong Kong
Asia Land Pty Ltd. (formerly known as FEC Property Services Pty Ltd.)	Australia	Australia
Bradney Proprietary Ltd.	Australia	Australia
Cathay General Inc.	Republic of Liberia	Hong Kong
China Web Incorporated	Cayman Islands	Hong Kong
Ching Chu Property Management (Shanghai) Company Limited	The PRC	The PRC
Coventry Investments Inc.	Republic of Liberia	Republic of Liberia
Dorsett Regency Hotel (M) Sdn. Bhd.	Malaysia	Malaysia
Dynahome Development Sdn. Bhd.	Malaysia	Malaysia
E-Cash Ventures Limited	British Virgin Islands	Hong Kong
Elliott Investment Corporation	Panama	Hong Kong
Ever Liberty (M) Sdn. Bhd.	Malaysia	Malaysia
Far East Consortium Holdings (Australia) Pty Limited	Australia	Australia
Far East Consortium (Netherlands Antilles) N.V.	Netherlands Antilles	Netherlands Antilles
Far East Consortium Properties Pty Limited	Australia	Australia
Far East Consortium Property & Marketing Service Pty Limited	Australia	Australia
Far East Rockman Hotels (Australia) Pty Limited	Australia	Australia
Far East Rockman Investments Pty Limited	Australia	Australia
FEC Development (Malaysia) Sdn. Bhd.	Malaysia	Malaysia
FEC Financing Solutions Pty Ltd.	Australia	Australia
FEC Properties Limited	British Virgin Islands	Hong Kong
FEC Strategic Investments (Netherlands) B.V.	The Netherlands	The Netherlands
Focus Venue Sdn. Bhd.	Malaysia	Malaysia
Fortune Plus (M) Sdn. Bhd.	Malaysia	Malaysia
FECFW 1 Pty Ltd.	Australia	Australia
FECFW 2 Pty Ltd.	Australia	Australia
Grandco Investment Limited	British Virgin Islands	The U.S.A.

## Notes to the Financial Statements

For the year ended 31st March, 2003

### 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

Name of indirect subsidiary	Place of incorporation	Place of operation
Guangzhou Pegasus Boiler Manufacture Company Limited	The PRC	The PRC
Hamsher International Ltd.	British Virgin Islands	The U.S.A.
Karunmas Ehsan Sdn. Bhd.	Malaysia	Malaysia
Kuala Lumpur Land Holdings Limited	Channel Islands	Malaysia
Mayland Victory Sdn. Bhd.	Malaysia	Malaysia
New China Homes, Ltd.	Cayman Islands	The PRC
Redleaf Properties Limited	British Virgin Islands	Malaysia
Regency Hotels Proprietary Limited	Australia	Australia
Rich Diamond Holdings Limited	British Virgin Islands	The Philippines
Royal Domain Plaza Pty. Ltd.	Australia	Australia
Royal Domain Towers Pty. Limited	Australia	Australia
Shanghai Chingchu Property Development Company Limited	The PRC	The PRC
Shelborn Enterprises, Inc.	British Virgin Islands	The U.S.A.
Singford Holdings Limited	British Virgin Islands	Hong Kong
Stoneline Sdn. Bhd.	Malaysia	Malaysia
Tomarta Sdn. Bhd.	Malaysia	Malaysia
Top Trend Developments Limited	British Virgin Islands	China
Vico Overseas Inc.	British Virgin Islands	Malaysia
Victoria Land Pty. Ltd.	Australia	Australia
Waldorf Development Pte Limited	Singapore	Singapore
Waldorf Holdings Pte Limited	Singapore	Singapore
Wonder China Investments Limited	British Virgin Islands	The PRC

## 51. PARTICULARS OF PRINCIPAL ASSOCIATES

Name of indirect associate	Class of shares held	Issued share capital		Principal activities
		Proportion of nominal value of issued capital/registered capital held by the Group		
Alicegate Pty. Ltd.	Ordinary	49		Investment holdings
Bermuda Investments Limited	Ordinary	25		Property investment
Far East Technology International Limited	Ordinary	28.2		Investment holdings, share and property investments
Flinders Wharf Management Pty. Ltd.	Ordinary	50		Property management
Gold Coin (Hong Kong) Limited	Ordinary	26		Investment holdings
Gold Coin Feedmill (China) Limited	Ordinary	26		Operation of feedmill factory
Guangdong Xin Shi Dai Real Estate Limited	N/A	45		Property development
Kanic Property Management Limited	Ordinary	50		Building management
Liuzhou Universe Compressor Company Limited	N/A	25.24		Operation of compressor factory
Naples Investments Limited	Ordinary	35		Investment holdings
Northleisure Proprietary Limited	Ordinary	50		Investment holdings
Peacock Estates Limited	Ordinary	25		Property investment
Philippine Dream Company, Inc.	Ordinary	25.2		Hotel operation
Young Heung International (BVI) Ltd	Ordinary	20		Manufacturing of steel products

The above table lists the associates of the Group which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other associates would, in the opinion of the Directors, result in particulars of excessive length.

All the above associates are incorporated and are operating in Hong Kong except the followings:

Name of indirect associate	Place of incorporation	Place of operation
Alicegate Pty. Ltd.	Australia	Australia
Flinders Wharf Management Pty. Ltd.	Australia	Australia
Gold Coin Feedmill (China) Limited	The PRC	The PRC
Guangdong Xin Shi Dai Real Estate Limited	The PRC	The PRC
Liuzhou Universe Compressor Company Limited	The PRC	The PRC
Naples Investments Limited	British Virgin Islands	The Philippine
Northleisure Proprietary Limited	Australia	Australia
Philippine Dream Company, Inc.	The Philippines	The Philippines
Young Heung International (BVI) Ltd	British Virgin Islands	The PRC

## List of Major Properties Held by the Group

Name of property and location	Lot number	Group's interest	Site area (m <sup>2</sup> )
<b>Hong Kong</b>			
1. 16th, 18th, 19th, 20th and 24th Floors, (including lavatories on 16th, 18th, 19th, 20th and 24th Floors and Flat Roof on 24th Floor), Far East Consortium Building, 121 Des Voeux Road Central	120/736 shares of and in IL 2198, 2200, 2201, Sec. A and RP of IL 2199 and Sec. A, B & C of ML 299	100%	–
2. Unit 1 on G/F and Unit 3 on Level 1 (known as Golden Palace Theatre) and Flats 1A, 1C Tung Wai Garden, 419G Queen 's Road West and 4 Sai On Lane, Sai Ying Pun	5598/25701 shares of and in RP of Sec. B of ML 205	100%	–
3. Unit B on 1/F, Cheong Kat Mansion, 98-100 Catchick Street and 21-23 Cadogan Street, Kennedy Town	8/180 shares of and in RP of Ss1 of Sec. A & RP of Sec. A of Ss1 of Sec. A of IL 1298	100%	–
4. Basement, Ground to 6th Floor (excluding Theatre Premises on Portions of Ground to 5th Floor and Flat A on 24/F and Roof, Far East Bank Mongkok Building, 240-244 Portland Street and 11 Nelson Street, Mongkok	95/400 shares of and in RP of KIL 1385-1386	100%	–
5. Far East Consortium Building, 204-206 Nathan Road, Tsim Sha Tsui, Kowloon	RP of KIL 10467 & RP of KIL 10468	100%	–
6. Far East Bank Tsuen Wa Building, 135-143 Castle Peak Road, Tsuen Wa	Lot 2158 in DD 449	100%	–
7. G/F, Garden Area and 1/F of Block 4, and carparking spaces nos. 1, 4, 25, 61 & 62, Rise Park Villas, Razor Hill Road, Sai Kung	69/1408 shares of and in Lot 1124 in DD 253	100%	–

## List of Major Properties Held by the Group

Approximate gross floor area (m <sup>2</sup> )	Type	Stage of completion	Expected completion date
2,473	O	Completed	Existing
658	C & R	Completed	Existing
91	C	Completed	Existing
4,280	S & R	Completed	Existing
3,579	S & O	Completed	Existing
9,076	S, R & C	Completed	Existing
598	R & CP	Completed	Existing

## List of Major Properties Held by the Group

Name of property and location	Lot number	Group's interest	Site area (m <sup>2</sup> )
<b>Hong Kong</b>			
8. Various shops on LG/F and UG/F, Tsuen Wan Gardens Phase 1, 15-23 Castle Peak Road, Tsuen Wan	241/4400 shares of and in TWTL 241	100%	–
9. Various lots, Pak Kong, Sai Kung	Lots 1134 RP, 1137 RP, 1138 & 1139 RP in DD 222	100%	3,525
10. Shops 17, 18 and 20 on G/F, commercial portion of 1/F - 3/F, Tung Fai Court, 2 Shui Che Kwun Street, Yuen Long	249/750 shares of and in YLTL 287 & 349	100%	–
11. Route TWISK, Chuen Lung	Various lots in DD 360, DD 433 and DD 435	100%	32,202
12. Shop 6 on G/F and whole of 1/F, Cheong Hung Mansion, 2-14 Mei Fong Street, Kwai Chung	119/1000 shares of and in KCTL 186 & 295	100%	–
13. Shop C on Ground Floor and 1/F to 3/F, Full Hang Court, Nos. 104-112 Ma Tau Wai Road, Hung Hom	213/527 shares of and in KIL 8480-8484, RP of KIL 6020	100%	–
14. Shop Nos. 10, 19-24, 44-46, 56-60 and Showcase Nos. 18, 18a, 18b on G/F, shops nos. 101-173 on 1/F, Come On Building, 387 Castle Peak Road, Castle Peak Bay, Tuen Mun	351/2485th shares of and in TMTL 151	100%	–
15. Shop Nos. 4, 5 and 6 on G/F, Toho Court, 18 Main Street Apleichau and No. 5 Ping Lan Street, Apleichau	29/1176th shares of and in Section A of Apleichau Inland Lot 47 and the extension thereto	100%	–

## List of Major Properties Held by the Group

Approximate gross floor area (m <sup>2</sup> )	Type	Stage of completion	Expected completion date
3,908	SA	Completed	Existing
Not yet determined	A	Planning stage	Vacant site
1,318	S, R&C	Completed	Existing
Not yet determined	A	Planning stage	Vacant site
570	C	Completed	Existing
1,667	C&S	Completed	Existing
1,471	C&S	Completed	Existing
57	S	Completed	Existing

## List of Major Properties Held by the Group

Name of property and location	Lot number	Group's interest	Site area (m <sup>2</sup> )
<b>Hong Kong</b>			
16. Yau Kam Tau, Tsuen Wan	Lot 232 RP in DD 354	100%	5,940
17. Sheung Yeung, Sai Kung	Lots 84, 85, 86, 89, 91, 92, 94, 95A, 99, 116RP, 137, 139, 141RP, 213, 221RP, 224RP, 229, 230, 231A, 231RP, 233, 234, 236, 258, 263RP and 746 in DD225	100%	7,136
18. Tai Hang Village, Tai Po	Lot 73 RP in DD7	100%	2,332
19. Bakerview, 66 Baker Street, Hung Hom, Kowloon	HHIL 235 SB, SC, SD, SE, Slss1, Slss2 and Slss3	100%	604
20. Pak Shek Wo, Sai Kung, N.T.	Lot 1265 in DD 253	100%	2,796
21. Tan Kwai Tsuen, Yuen Long, N. T.	Lot 3927 SB in DD 124	100%	4,849
22. 46-48 Anchor Street, Tai Kok Tsui, Kowloon	KIL 6374	100%	357
23. Dorsett Place, No.5B Chancery Lane, Mid-levels, Central	Lot No. 68 SASS5 R. P.	100%	–
24. Dorsett Garden Hotel, 30 Nanking Street, Jordan	KIL 7968, 8816	100%	289
25. Chuk Kok, Sai Kung	Lot 14 in DD231	100%	2,790
26. Hung Shui Kiu, Yuen Long	Lot 2959, 2960, 2972RP, 2973RP, 2969B3 in DD124	100%	2,817
27. 1 Kau U Fong, 3-9 Aberdeen Street and 1 Gough Street, Central	1L 1747, 8852	100%	377

## List of Major Properties Held by the Group

Approximate gross floor area (m <sup>2</sup> )	Type	Stage of completion	Expected completion date
–	A	Planning stage	Vacant site
4,682	R	Under construction	2003
3,121	R	Planning stage	Vacant site
5,444	S & R	Completed	Existing
1,672	R	Under construction	2003
4,849	R	Planning stage	2004
4,281	H	Under construction	2004
13,555	R	Completed	Existing
2,502	H	Completed	Existing
1,116	R	Under construction	2004
3,549	R	Planning stage	Vacant
5,853	H	Under construction	2004

## List of Major Properties Held by the Group

Name of property and location	Lot number	Group's interest	Site area (m <sup>2</sup> )
<b>Hong Kong</b>			
28. No. 387 Queen's Road East	Inland Lot 1578RP	100%	1,093
29. Car Parking Spaces Nos. 14, 16, 17, 24, 26, 27, 29, 30, 34, 35, 40, 41, 44, 46, 51, 53, 56, 58, 62, 71, 75, 77, 85, 86, 90, 91, 94, 96 and 97 on the Basement-1 Floor and Car Parking Spaces Nos. 98, 99, 114, 124, 125, 129, 139, 141, 144, 147, 149, 152, 154, 157, 159, 162, 164 and 167 on the Basement-2 Floor of Covent Garden, No. 88 Ma Tin Road, Yuen Long New Territories	1675/35313th shares of and in YLTL 419	100%	–
<b>Overseas</b>			
30. Section 67, Town of Kuala Lumpur, Wilayah Persekutuan	Lots 471 and 472	100%	1,860
31. Section 67, Town of Kuala Lumpur, Wilayah Persekutuan	Lot 908	100%	985
32. Mukim of Kajang, District of Hulu Langat, State of Selangor	Lot 6504	51%	203,403
33. State Land Plot 'E' Teluk Gedong Forest Reserve, Mukim and District of Kelang, State of Selangor	–	100%	185,874
34. 100A Eu Tong Sen Street, Waldorf Office Complex, Singapore	Lot 178-49-A/J of TS 22	100%	–

## List of Major Properties Held by the Group

Approximate gross floor area (m <sup>2</sup> )	Type	Stage of completion	Expected completion date
17,001	H	Under renovation	End 2003
871	CP	Completed	Existing
23,532	H	Completed	Existing
–	R	Completed	Existing
–	R	Under construction	2004
–	R	Under construction	2003
3,464	O&S	Completed	Existing

## List of Major Properties Held by the Group

Name of property and location	Lot number	Group's interest	Site area (m <sup>2</sup> )
<b>Overseas</b>			
35. Kelly Ramsey Building, 100A Street, #101A Avenue, Edmonton, Alberta, Canada	Lots 39 and 40, except thereout the most westernly 6 feet throughout of the said Lot 40	100%	1,310
36. Dallas Grand Hotel, 1914 Commerce Street, Dallas, Texas, U.S.A.	N/A	100%	6,849
37. 1954 Commerce Street, Dallas, Texas, USA	N/A	100%	2,322
38. Room 2603, Block 3, Dong-Jun Plaza, 836 Dong Feng Road East, Guangzhou, PRC	N/A	100%	–
39. Room 2604, Block 3, Dong-Jun Plaza, 836 Dong Feng Road East, Guangzhou, PRC	N/A	100%	–

## List of Major Properties Held by the Group

Approximate gross floor area (m <sup>2</sup> )	Type	Stage of completion	Expected completion date
4,307	O	Completed	Existing
–	H	Completed	Existing
11,918	CP & SA	Completed	Existing
91	O	Completed	Existing
91	C	Completed	Existing

All the above properties except items number 29 to 32 were held under long-term lease by the Group

O – Office

SA – Shopping Arcade

C – Commercial

S – Shops

R – Residential

A – Agricultural

H – Hotel

CP – Car Park

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the members of Far East Consortium International Limited (the "Company") will be held at the Penthouse, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on Friday, 29th August, 2003 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st March, 2003.
2. To declare a final dividend.
3. To re-elect directors and to fix the directors' fees.
4. To re-appoint auditors and to authorize the directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

A. "THAT :

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (c) an issue

of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (d) an issue of shares under any option scheme or similar arrangement for the grant or issue to employees and/or other eligible persons of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (iv) For the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

**B. “THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

## Notice of Annual General Meeting

- (iii) for the purposes of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
  - (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."
  
- C. "THAT subject to the passing of the Resolution Nos. 5A and 5B set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot and deal with additional shares pursuant to Resolution No. 5A set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5B set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the said Resolution."

By Order of the Board

**Chow Kwok Wor**

Company Secretary

Hong Kong, 25th July, 2003

*Notes:*

1. The register of members of the Company will be closed from Monday, 25th August, 2003 to Friday, 29th August, 2003, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Standard Registrars Limited of G/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Friday, 22nd August, 2003.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the principal office of the Company at 16th Floor, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. A circular containing further details regarding Resolutions Nos. 5A to 5C above will be sent to shareholders in due course.