

Condensed Consolidated Profit and Loss Account

		Unaudited Six months ended 30th June	
	<i>Note</i>	2001 <i>HK\$'000</i>	2000 <i>HK\$'000</i>
Turnover	2	106,547	161,220
Cost of sales		(19,244)	(30,828)
Gross profit		87,303	130,392
Administrative expenses		(18,765)	(18,410)
Other operating expenses (net)		(13,120)	(17,696)
Operating profit	3	55,418	94,286
Finance costs	4	(15,567)	(17,310)
Profit before taxation		39,851	76,976
Taxation	5	(2,840)	(3,324)
Profit after taxation		37,011	73,652
Minority interests		(1,575)	(1,831)
Profit attributable to shareholders		35,436	71,821
Interim dividend of HK 9 cents (2000: HK 10 cents & special dividend of HK 5 cents) per share	6	25,890	43,150
Earnings per share			
– Basic	7	HK 12.3 cents	HK 25.0 cents
– Diluted	7	N/A	N/A

Condensed Consolidated Balance Sheet

		Unaudited 30th June 2001 <i>HK\$'000</i>	Audited & restated 31st December 2000 <i>HK\$'000</i>
	<i>Note</i>		
Non-current assets			
Fixed assets	8	2,430,347	2,499,993
Investment securities		32,915	32,915
		<u>2,463,262</u>	<u>2,532,908</u>
Current assets			
Land and buildings for resale		116,093	115,836
Receivables and prepayments	9	26,531	14,889
Tax recoverable		593	588
Bank balances and cash		57,799	52,659
		<u>201,016</u>	<u>183,972</u>
Current liabilities			
Rental and other deposits		28,800	28,962
Payables and accruals	10	34,039	39,901
Tax payable		2,592	3,230
Short term bank loans and overdrafts			
– secured		84,862	42,100
– unsecured		—	226
Current portion of long term bank loan			
– secured	13	23,480	35,371
		<u>173,773</u>	<u>149,790</u>
Net current assets		<u>27,243</u>	<u>34,182</u>
Total assets less current liabilities		<u><u>2,490,505</u></u>	<u><u>2,567,090</u></u>

Condensed Consolidated Balance Sheet (Continued)

		Unaudited 30th June 2001 HK\$'000	Audited & restated 31st December 2000 HK\$'000
	Note		
Representing:			
Share capital	11	287,670	287,670
Reserves	12	1,728,763	1,792,738
Proposed dividends	1	25,890	23,013
Shareholders' funds		<u>2,042,323</u>	<u>2,103,421</u>
Minority interests		<u>85,193</u>	<u>84,901</u>
Non-current liabilities			
Long term bank loan – secured	13	340,307	356,086
Deferred gain		22,682	22,682
		<u>362,989</u>	<u>378,768</u>
		<u>2,490,505</u>	<u>2,567,090</u>

Condensed Consolidated Cash Flow Statement

Unaudited
Six months ended
30th June 2001
HK\$'000

Net cash inflow from operating activities	31,693

Net cash outflow from returns on investments and servicing of finance	(37,365)

Net tax paid	(3,483)

Net cash outflow from investing activities	(571)

Net cash outflow before financing	(9,726)
Net cash outflow from financing	(27,670)

Decrease in cash and cash equivalents	(37,396)
Cash and cash equivalents at 1st January 2001	10,333

Cash and cash equivalents at 30th June 2001	(27,063)
	=====
Analysis of the balances of cash and cash equivalents	
Bank balances and cash	57,799
Bank loans and overdrafts – secured	(84,862)

	(27,063)
	=====

Condensed Consolidated Statement of Recognised Gains and Losses

		Unaudited Six months ended 30th June	
	<i>Note</i>	2001 HK\$'000	2000 HK\$'000
Net revaluation deficit on investment properties		<u>(67,956)</u>	<u>—</u>
Net losses not recognised in the consolidated profit and loss account		(67,956)	—
Profit for the period	12	35,436	71,821
Less: Realisation of revaluation reserve on sale of investment property		<u>(5,563)</u>	<u>(531)</u>
Total recognised (losses)/gains		<u>(38,083)</u>	<u>71,290</u>

1. Accounting policies

These unaudited consolidated condensed interim accounts (“interim accounts”) are prepared in accordance with Statement of Standard Accounting Practice 2.125, “Interim Financial Reporting”, issued by the Hong Kong Society of Accountants.

The accounting policies and methods of computation used in the preparation of these interim accounts are consistent with those adopted in the report and accounts for the year ended 31st December 2000, except for the recognition of proposed dividends.

Following the revised HKSSAP 9 “Events after the balance sheet date”, the Group no longer recognise dividends proposed or declared after the balance sheet date as a liability at the balance sheet date. This change in accounting policy has been applied retrospectively. As a result, the 2000 proposed final dividend amounting to HK\$23,013,574 previously recorded as current liability as at 31st December 2000 has been restated and shown under capital and reserves.

The comparative cash flow statement for the six months ended 30 June 2000 has not been prepared as permitted by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Notes to Condensed Consolidated Financial Statements (Continued)

2. Turnover

The principal activities of the Group are investment holding, property investment, property rental, property development and estate management and agency. An analysis of the Group's turnover and contribution to profit before taxation by principal activities and markets is as follows:

	Turnover		Contribution to profit before taxation	
	Six months ended 30th June		Six months ended 30th June	
	2001	2000	2001	2000
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hong Kong				
Property rental	61,562	64,934	43,545	46,370
Property sales	6,600	1,500	6,163	1,120
Property related services	4,683	4,766	2,076	2,250
Others	1,205	1,394	1,205	1,394
Less: Administrative and interest expenses			(24,697)	(27,286)
	<u>74,050</u>	<u>72,594</u>	<u>28,292</u>	<u>23,848</u>
North America				
Property rental	31,629	25,792	20,326	14,531
Property sales	—	62,400	—	46,597
Others	868	434	868	434
Less: Administrative and interest expenses			(9,635)	(8,434)
	<u>32,497</u>	<u>88,626</u>	<u>11,559</u>	<u>53,128</u>
Total	<u><u>106,547</u></u>	<u><u>161,220</u></u>	<u><u>39,851</u></u>	<u><u>76,976</u></u>

Note: Certain comparative figures have been reclassified to conform with the current period's presentation. The change relates to a more meaningful classification of turnover, cost of sales and administrative expenses.

Notes to Condensed Consolidated Financial Statements (Continued)

3. Operating profit

	Six months ended 30th June	
	2001	2000
	HK\$'000	HK\$'000
Operating profit is stated after crediting and charging the following:		
Crediting		
Gross rental income from		
– investment properties	83,412	80,863
– other properties	9,779	9,863
Gain on disposal of investment property	6,163	1,120
Dividend from investment securities	648	619
Interest income	1,426	1,209
	<u> </u>	<u> </u>
Charging		
Outgoings in respect of		
– investment properties	14,422	15,349
– other properties	1,816	1,840
Cost of sale of land and buildings for resale	—	12,519
Depreciation	2,788	2,508
Operating lease rental for land and buildings	876	884
Staff costs	16,353	17,369
	<u> </u>	<u> </u>

4. Finance costs

	Six months ended 30th June	
	2001	2000
	HK\$'000	HK\$'000
Interest expenses		
– bank loans and overdrafts wholly repayable within five years	8,331	12,109
– bank loans not wholly repayable within five years	6,809	4,587
Other incidental borrowing costs	427	614
	<u> </u>	<u> </u>
	15,567	17,310
	<u> </u>	<u> </u>

Notes to Condensed Consolidated Financial Statements (Continued)

5. Taxation

Hong Kong profits tax has been provided at the rate of 16% (2000: 16%) on the estimated assessable profits for the period. No overseas taxation has been provided, as there is no estimated taxable profit of the overseas subsidiaries for the period.

The amount of taxation charged to the condensed consolidated profit and loss account represents:

	Six months ended 30th June	
	2001	2000
	HK\$'000	HK\$'000
Hong Kong profits tax	2,840	2,915
Overseas taxation	—	409
	2,840	3,324

6. Dividends

	Six months ended 30th June	
	2001	2000
	HK\$'000	HK\$'000
Interim, proposed, of HK 9 cents (2000: HK 10 cents) per ordinary share	25,890	28,767
Special dividend, proposed, of nil (2000: HK 5 cents) per ordinary share	—	14,383
	25,890	43,150

7. Earnings per share

The calculation of basic earnings per share is based on profit attributable to shareholders of HK\$35,436,412 (2000: HK\$71,821,380) and on the weighted average number of 287,669,676 (2000: 287,669,676) ordinary shares in issue during the period.

No diluted earnings per share is presented for the six months ended 30th June 2001 and 2000 as there are no dilutive instruments outstanding during the period.

Notes to Condensed Consolidated Financial Statements (Continued)

8. Fixed assets

	Leasehold land and buildings in Hong Kong			Overseas freehold land and buildings		
	Investment properties HK\$'000	Properties under development HK\$'000	Other properties HK\$'000	Investment properties HK\$'000	Other fixed assets HK\$'000	Total HK\$'000
Cost or valuation						
At 1st January 2001	1,671,050	204,630	95,067	524,160	54,260	2,549,167
Additions	—	239	—	2,436	5,768	8,443
Disposals	(6,000)	—	—	—	(5,052)	(11,052)
Revaluation deficit	—	—	—	(67,956)	—	(67,956)
At 30th June 2001	1,665,050	204,869	95,067	458,640	54,976	2,478,602
Accumulated Depreciation						
At 1st January 2001	—	—	12,963	—	36,211	49,174
Charge for the period	—	—	1,133	—	1,655	2,788
Disposals	—	—	—	—	(3,707)	(3,707)
At 30th June 2001	—	—	14,096	—	34,159	48,255
Net book value						
At 30th June 2001	1,665,050	204,869	80,971	458,640	20,817	2,430,347
At 31st December 2000	1,671,050	204,630	82,104	524,160	18,049	2,499,993

8. Fixed Assets (Continued)

- (a) Certain of the Group's investment properties with an aggregate net book value of HK\$1,587,640,000 (at 31st December 2000: HK\$1,659,160,000) have been pledged to financial institutions to secure credit facilities of the Group totaling HK\$595,287,200 (at 31st December 2000: HK\$574,276,200) of which HK\$445,948,419 (at 31st December 2000: HK\$433,557,472) were utilised as at 30th June 2001.
- (b) The investment properties in Hong Kong of the Group were valued on an open market basis at 30th June 2001 and 31st December 2000 by AA Property Services Limited, an independent professional property valuer.
- (c) The Group's overseas investment properties were valued on an open market basis at 30th June 2001 and 31st December 2000 by Mr. David K Bohegian, Member of The Appraisal Institute, of Martoana Bohegian & Company.

9. Receivables and prepayments

Included in receivables and prepayments are trade receivables which are rental and management fee receivables and their ageing analysis was as follows:

	Current	30-60 days	60-90 days	Over	Total
	HK\$'000	HK\$'000	HK\$'000	90 days HK\$'000	HK\$'000
Balance at					
30th June 2001	240	1,288	64	486	2,078
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Balance at					
31st December 2000	3,574	61	73	179	3,887
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

10. Payables and accruals

Included in payables and accruals are trade payables and their ageing analysis was as follows:

	Current <i>HK\$'000</i>	30-60 days <i>HK\$'000</i>	60-90 days <i>HK\$'000</i>	Over 90 days <i>HK\$'000</i>	Total <i>HK\$'000</i>
Balance at					
30th June 2001	1,455	113	16	601	2,185
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Balance at					
31st December 2000	4,192	376	—	629	5,197
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

11. Share capital

	30th June 2001 <i>HK\$'000</i>	31st December 2000 <i>HK\$'000</i>
Authorised :		
400,000,000 ordinary shares of HK\$1 each	400,000	400,000
	<u> </u>	<u> </u>
Issued and fully paid :		
287,669,676 ordinary shares of HK\$1 each	287,670	287,670
	<u> </u>	<u> </u>

Notes to Condensed Consolidated Financial Statements (Continued)

12. Reserves

	Investment properties revaluation reserve	Share premium	Exchange reserve	Retained profits	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1st January 2001	1,174,683	129,651	6,941	481,463	1,792,738
Net deficit on revaluation of investment properties	(67,956)	—	—	—	(67,956)
Realisation of revaluation reserve on sale of investment property	(5,563)	—	—	—	(5,563)
Exchange translation	—	—	(2)	—	(2)
Profit for the period	—	—	—	35,436	35,436
Dividends (note 6)	—	—	—	(25,890)	(25,890)
At 30th June 2001	<u>1,101,164</u>	<u>129,651</u>	<u>6,939</u>	<u>491,009</u>	<u>1,728,763</u>

13. Long term bank loans - secured

	30th June 2001 HK\$'000	31st December 2000 HK\$'000
Bank loans	363,787	391,457
Amounts due within one year included under current liabilities	(23,480)	(35,371)
	<u>340,307</u>	<u>356,086</u>

	30th June 2001 HK\$'000	31st December 2000 HK\$'000
An analysis of the above long term bank loans is as follows:		
– wholly repayable within five years	152,287	273,457
– not wholly repayable within five years	211,500	118,000
	<u>363,787</u>	<u>391,457</u>

	30th June 2001 HK\$'000	31st December 2000 HK\$'000
The maturity of the above long term bank loans is as follows:		
– within one year	23,480	35,371
– in the second year	32,668	115,558
– in the third to fifth year, inclusive	252,139	170,528
– after the fifth year	55,500	70,000
	<u>363,787</u>	<u>391,457</u>

The long term bank loans of HK\$363,787,200 (at 31st December 2000: HK\$391,457,200) are secured on certain properties (note 8) and rental income thereon.

Notes to Condensed Consolidated Financial Statements (Continued)

14. Contingent liabilities

	30th June 2001 HK\$'000	31st December 2000 HK\$'000
Other guarantees	<u>1,181</u>	<u>1,181</u>

15. Commitments

(a) Capital commitments for fixed assets

	30th June 2001 HK\$'000	31st December 2000 HK\$'000
Contracted but not provided for		
– properties under development	39,271	5,967
– other fixed assets	<u>—</u>	<u>764</u>
	<u>39,271</u>	<u>6,731</u>

(b) Commitments under operating leases

Operating lease commitments at 30th June 2001 payable in the next twelve months, analysed according to the period in which the lease expires, are as follows:

	30th June 2001 HK\$'000	31st December 2000 HK\$'000
Land and buildings		
– within one year	366	334
– in the second to fifth years, inclusive	977	951
	<u>1,343</u>	<u>1,285</u>

Interim Dividend and Record Date

The directors have resolved to declare an interim dividend of HK 9 cents (2000: HK 10 cents and special dividend of HK 5 cents) per share, payable on 15th October 2001 to shareholders whose names standing on the register of members at the close of business on 3rd October 2001 (the “Record Date”). In order to qualify for the interim dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Registrars, Central Registration Hong Kong Limited at 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 3rd October 2001.

Business Review and Prospects

For the first half of 2001, the Group achieved a profit of HK\$35.4 million. Profit for the same period in 2000 was HK\$71.8 million including a gain of HK\$46 million on disposal of property in USA. A gain on disposal of property in Hong Kong included in the first half year 2001 profit was HK\$6.2 million whereas that of 2000 was HK\$1.1 million.

In USA, higher rates of rental renewed during 1999 and 2000 contributed an increase of HK\$5.9 million or 23% over the corresponding period last year. Occupancy is over 90%. The property market has softened but remains steady.

In Hong Kong, although nearly full occupancy was attained in all sectors of our property except on office building, the continuing economic slowdown affected the market prices and reduced our recurrent rental income by HK\$3.4 million or 5.2% as compared to the same period last year. Re-development of No. 1 Barker Road at the Peak will commence shortly following completion of lease modification in the second half of 2001.

Overall, the Group's total recurrent rental income was HK\$93.2 million in the first half of 2001 as against HK\$90.7 million in 2000. However, the effects of world uncertainty and difficult local market condition might continue to affect our recurrent income.

The continuing downturn particularly on technology and communication sectors in USA and Europe impairs the global economies, and Hong Kong is not impervious to the effects.

To move forward, Hong Kong needs to sharpen its competitive edge at home and abroad in order to break into its major overseas markets especially with USA and China where their performances substantially influence our economic prospects.

The recent measures announced by The Government of the Hong Kong Special Administrative Region as stimulus to promote tourism augurs well to improve the domestic economy.

The Group will look for good investment opportunities in China where the market is encouraging while at the same time the Group will endeavour to maintain stable income for the year under review.

Management Discussion and Analysis

1. The Group's liquidity and financial resources

During the relevant period, the Group's total bank borrowings increased by HK\$14.9 million to HK\$448.6 million. The shareholders' funds decreased by HK\$61.1 million to HK\$2,042.3 million and long term bank loans outstanding as at 30th June 2001 amounted HK\$363.8 million (at 31st December 2000: HK\$391.5 million). The debt to equity ratio was 22% (at 31st December 2000: 21%).

The banking facilities now available are sufficient for the Group's working capital. Except for commitment detailed in paragraph 3 below, there is no other major capital commitment as at 30th June 2001. The Group's financial flexibility remains healthy.

2. Capital structure of the Group

The capital structure of the Group had not changed materially from the last annual report. The Group borrowings are primarily denominated in Hong Kong and US Dollars, there was no significant exposure to foreign exchange fluctuation. The Group's total bank borrowings are secured by certain properties with an aggregate net book value of HK\$1,588 million (at 31st December 2000: HK\$1,659 million).

3. Significant investment held and their performance and future prospects

The lease modification premium has been agreed with The Government of the Hong Kong Special Administrative Region for HK\$37.5 million for the Group's prime residential property at No. 1 Barker Road, The Peak, Hong Kong. Bank financing for the re-development of this project has been arranged.

4. Details of future plans for material investments

In continuous pursuit of a conservative and prudent business policy, the Group will consider to invest in profitable projects wherever arising in the future.

Directors' Interests in Equity Securities

At 30th June 2001, the interests of the directors and chief executive in the shares of the Company as recorded in the register maintained under Section 29 of the Securities (Disclosure of Interests) Ordinance or as notified to the Company were as follows:

Ordinary shares of HK\$1 each

	Personal interests	Corporate interests	Joint interests	Total
		<i>(note a & b)</i>	<i>(note c)</i>	
Directors:				
William Ma Ching Wai	3,644,013	158,246,459	38,115	161,928,587
Alfred Ma Ching Kuen	57,200	nil	nil	57,200
Amy Ma Ching Sau	20,570	nil	nil	20,570
Katy Ma Ching Man	74,726	nil	nil	74,726
Ruth Ma Ching Keung	2,772	nil	nil	2,772
Patrick Ma Ching Hang	261	8,726,513	38,115	8,764,889
Ida Ma Ching Kwai	19,712	nil	nil	19,712
Philip Ma Ching Yeung	3,157,522	nil	nil	3,157,522
Edward Cheung Wing Yui	nil	nil	nil	nil
Kevin Chau Kwok Fun	nil	nil	nil	nil
Chief Executive:				
Ted Mok Tat Hung	nil	nil	nil	nil
General Manager:				
Tan Soo Kiu	nil	nil	nil	nil

Notes:

- (a) Kam Chan & Company, Limited and its associates, and Holston Investment Limited directly or indirectly owned 137,108,222 and 21,138,237 ordinary shares in the Company respectively. Mr. William Ma Ching Wai is a substantial shareholder of these companies.
- (b) Tai Sang International Limited directly owned 8,726,513 ordinary shares in the Company. Mr. Patrick Ma Ching Hang is a substantial shareholder of this company.
- (c) Mr. William Ma Ching Wai and Mr. Patrick Ma Ching Hang jointly held 38,115 ordinary shares in the Company.
- (d) Mr. Alfred Ma Ching Kuen beneficially held 9,886 shares (or 0.1765%) in the issued share capital of a subsidiary company, Tai Sang Cold Storage & Godown Company Limited.
- (e) Mr. William Ma Ching Wai indirectly held beneficial interest in 150,000 shares in the issued share capital of a subsidiary company, GYB Properties, Inc.
- (f) Mr. Patrick Ma Ching Hang and Ms. Katy Ma Ching Man jointly beneficially held 47 shares (or 0.94%) in the issued share capital of a subsidiary company, Kam Hang Company Limited.
- (g) In addition, certain directors of the Company held non-beneficial interests in subsidiary companies in trust to the absolute benefit of the Company, the details of which are available for inspection at the Company's registered office.
- (h) Except as mentioned in Notes (d), (e), (f) and (g) above, none of the directors of the Company nor their respective associates had any interest in the share capital of the Company's subsidiaries.

Directors' Rights to Acquire Shares or Debentures

At no time during the period was the Company or any of its subsidiary companies a party to any arrangements to enable the directors of the Company or their associated corporations as defined in Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

At no time during the period, the directors or chief executives (including their spouses and children under 18 years of age) had been granted any right to subscribe for shares or debentures of the Company and its associated corporations as defined in the SDI Ordinance.

Substantial Shareholders

The register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance shows that, as at 30th June 2001, the Company had not been notified of any substantial interest, being 10% or more of the Company's issued share capital, other than those of the directors and chief executives as disclosed above.

Substantial Shareholders

Purchase, Sale or Redemption of Shares

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiary companies has purchased or sold any of the Company's issued shares during the period.

Compliance with the Code of Best Practice

Throughout the period, the Company was in compliance with the Code of Best Practice as set out in the Listing Rules of The Stock Exchange of Hong Kong Limited except as detailed below.

The independent non-executive directors of the Company are not appointed for a specific term as they are subject to retirement by rotation and re-election at Annual General Meeting of the Company in accordance with the Company's Articles of Association.

Audit Committee

Mr. Edward Cheung Wing Yui and Mr. Kevin Chau Kwok Fun, both of whom are independent non-executive directors, have been appointed as committee members of the Audit Committee which was established on 9th April 1999.

The Audit Committee has reviewed the interim result of the Company with the assistance of an external firm of professional accountants and is satisfied with the contents of the Company's unaudited interim financial statements for the six months ended 30th June 2001.

By order of the Board

William Ma Ching Wai
Chairman

Hong Kong, 7th September 2001