

Annual Report 2002



Continental Mariner Investment Company Limited

CMIC

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

WANG Jun (*Chairman*)
 HE Ping (*Vice-Chairman*)
 LI Shi Liang (*Managing Director*)
 XIE Da Tong
 CHAN Tak Chi, William

Independent Non-Executive Directors

YAO Kang, J.P.*
 IP Chun Chung, Robert *
 LAM Tak Shing*

* members of the Audit Committee

COMPANY SECRETARY

HO Kwok Pang, George

REGISTERED OFFICE

Room 2503, Admiralty Centre, Tower 1
 18 Harcourt Road
 Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
 BNP Paribas
 Bank of China, Beijing Branch
 Liu Chong Hing Bank Limited
 CITIC Ka Wah Bank Limited

PRINCIPAL LEGAL ADVISER

Siao, Wen and Leung

AUDITORS

Deloitte Touche Tohmatsu

INVESTOR RELATIONS CONSULTANT

Strategic Financial Relations (China) Limited
 Unit A, 29/F, Adminalty Centre I
 18 Harcourt Road
 Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
 Shops 1712-1716
 17th Floor, Hopewell Centre
 183 Queen's Road East
 Hong Kong

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Continental Mariner Investment Company Limited (the "Company") will be held at Aberdeen Room, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 28th May, 2003 at 11:00 a.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 December, 2002.
2. To elect directors and to authorise the board of directors to fix their remuneration.
3. To appoint auditors and to authorise the board of directors to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

(A) **"THAT:**

- (a) subject to paragraph (c) 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 in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of any option under the Share Option Scheme 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
- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

Notice of Annual General Meeting

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by any applicable laws to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

(B) “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares of HK\$0.50 each (the “Shares”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period 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
- (c) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by any applicable laws to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

Notice of Annual General Meeting

- (C) "THAT conditional upon the Resolutions numbered 4(A) and 4(B) respectively set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to the Resolution numbered 4(A) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the Resolution numbered 4(B), provided that such amount 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."
5. To consider as special business and, if thought fit, pass the following resolutions as Ordinary Resolutions:

"THAT subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of HK\$0.50 each (or of such other nominal amount as shall result from a sub-division, consolidation or reduction of the share capital of the Company from time to time) in the share capital of the Company ("Shares") to be issued upon the exercise of any options to be granted under the New Share Option Scheme (as hereinafter defined):

- (a) the new share option scheme of the Company (the "New Share Option Scheme"), a copy of which has been produced to the Meeting marked "A" and signed by the Chairman of the Meeting for the purpose of identification, be and is hereby approved and adopted;
- (b) the directors of the Company be authorised to grant options to subscribe for Shares under the New Share Option Scheme, to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options granted under the New Share Option Scheme, provided that the total number of Shares which would fall to be issued upon exercise of all options to be granted under the New Share Option Scheme shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this resolution, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme; and

Notice of Annual General Meeting

- (c) the existing share option scheme of the Company which was approved and adopted by an ordinary resolution of the shareholders of the Company at the extraordinary general meeting held on 16th June, 1993 be and is hereby terminated with effect from the adoption of the New Share Option Scheme provided that any options granted under such scheme shall not be, in any way, affected and prejudiced and shall continue to be valid and exercisable in accordance with such scheme."

By Order of the Board
HO Kwok Pang, George
Company Secretary

Hong Kong, 25th April, 2003

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with 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 office of the Company's share registrars, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (3) A circular containing further details regarding the above Resolutions numbered 4(A) to 4(C) and numbered 5 was sent to the shareholders together with this Annual Report.

Chairman's Statement

In 2002, the Group set a clearer picture for its development and identified property development and investment as well as thermal power generation as its core businesses. In addition to gradual adjustment and refinement on assets structure, the Group also strengthened its operation management. During the year the asset restructuring exercise of the Group saw substantial progress. The Group started to reap the benefits of its dedicated efforts on its core businesses development. For the year under review, the turnover reached HK\$441,051,000, representing a growth of 29% as compared to the previous year, whilst the net asset value per share as at the year end date recorded HK\$2.77, representing an increase of 1.4% as compared to last year.



Mr. WANG Jun
Chairman

Grasping opportunities to explore PRC businesses

PRC segments have taken up an increasing percentage of the Group's business. Turnover of the PRC segments grew from 59% to 72%, illustrating that the Group has fully capitalized on the general trend of the PRC economy boom by participating in the fast flourishing economic construction activities to enhance its own strength and has achieved notable results.

Active and prudent acquisition of new projects to strengthen core business assets



Mr. HE Ping
Vice-Chairman

The core business of the Group is property investment and development which accounts for 58% of its overall businesses. The Group possesses important landmark constructions in Beijing and Shanghai such as Poly Plaza and Shanghai Stock Exchange Building, which symbolize its leading positions in centers of the thriving PRC's property market. To expand the assets scale of its core business, the Group actively sought for suitable property projects in key cities and strengthened the portfolio and management of its property assets. The Group's acquisition of 40% equity interest in Shanghai Puly Real Estate Development Company Limited at a discount of 25% resulted in a more-than-double area ownership of the Group in Shanghai Stock Exchange Building and substantial rise in the rental income derived from rental property.

The second major business of the Group is the operation of thermal power cogeneration projects, which accounts for 15% of its overall business. Taking advantage of the concept of environmental power, thermal power plants enjoyed price and quantity guarantee in respect of their on-grid electricity output amid the electricity system reform and provided stable and reasonable investor returns. Having conducted a rigorous field study, the Group acquired 49% equity interests in each of Peixian Mine-Site Environment Cogen-power Co., Ltd and Dongtai Suzhong Environment Protection Cogeneration Company Limited in Yantze River Delta towards the end of last year to join its existing power plants in the area,

Chairman's Statement

Taicang Thermal Power Plant and Shengzhou Thermal Power Plant, in the construction of its thermal power segment for a synergistic effect. It will represent an approximately one-fold increase in both the scale of and income generated from the overall thermal power operations.

Enhancement of assets structure and timely disposal of under-performing assets

In view of the gloomy and turbulent performance of the Hong Kong stock market, the Group took a timely opportunity to dispose of its entire equity interests in Poly Investments Holdings Limited ("Poly"). As a result of the disposal of Poly, asset portfolio was enhanced, synergistic effect among the Group's businesses was strengthened and operating loss was reduced. Cash flow of the Group increased significantly as a result of the disposal, yet amortization was also provided for in respect of the book value of goodwill.

Taking opportunities to boost growth

While the Hong Kong economy was considerably affected by the continuous economic fluctuation around the world, the economy of the PRC has been showing a rosy picture of sustained, rapid and stable developments. The enormous population business opportunities together with an economic growth of over 7% a year, will boost market demand for property and power infrastructure and bring infinite growth potential to the Group. The Group will take full advantage of the resources and brand name of China Poly Group Corporation, its major shareholder, in the PRC to actively explore the PRC market. The Group will also continue to further realign its asset structure and business portfolio, strengthen, expand and enhance its property assets and power assets with the goal of bringing respectable returns to shareholders. We have utter confidence in the prospects of China, Hong Kong and the Group.

Lastly, on behalf of the Board, we would like to express our gratitude for the full support of our shareholders, and the dedication and hard work of our staff.

Management Discussion and Analysis

For the year ended 31st December, 2002, the Group recorded a turnover of approximately HK\$441,051,000, representing an increase of HK\$99,075,000 or approximately 29% as compared with the turnover of HK\$341,976,000 of the year 2001. The increase in turnover was mainly due to consolidate the full year contribution from the thermal power plant projects for the year 2002 amounted to HK\$147,840,000, representing a significant increase of HK\$111,221,000 as compared with that of HK\$36,619,000 last year.

The loss for the year was HK\$128,994,000, representing an increase in loss of HK\$114,169,000 as compared with the corresponding period last year. The increase in loss was mainly due to the HK\$46,226,000 revaluation deficit incurred during the year for certain investment properties acquired in previous years, and the HK\$43,164,000 net loss after the charge of goodwill previously written off in reserves amounted to HK\$118,195,000 arising from the disposal of the shares of Poly Investment Holdings Limited ("Poly"), and the HK\$20,419,000 impairment loss on long-term investment in securities. However, as charge of goodwill previously written off in reserves had no effect on net asset value, net asset value per share of the Group as at 31st December, 2002 still managed to reach HK\$2.77, representing an increase of approximately 1.4% as compared to that as at 31st December, 2001.

REVIEW OF CORE BUSINESSES

Property Investment and Development

The overall property market of the PRC underwent rapid development. Despite the indication that some of the markets were overheated, those in major cities were still considered under normal development. Property projects of the Group were mainly located in major cities such as Beijing and Shanghai, laying a sound foundation for the Group to grasp the tremendous business opportunities to be brought forth by the Olympic Game 2008 in Beijing and the World Expo 2010 in Shanghai.

Shanghai Stock Exchange Building

Shanghai Stock Exchange Building is the trading center for the PRC stock market and the place where the Shanghai Stock Exchange is situated. As a landmark construction, it has enormous market influence and a substantial inherent appreciation potential.

As at the end of 2002, rental income generated from the six floors of Shanghai Stock Exchange Building held directly by the Group was HK\$11,469,000, representing an increase of HK\$1,361,000 as compared with the year of 2001. Amidst fierce market competition and despite the drop in occupancy rate from full occupancy to 76%, the average daily rental rate still managed to increase by more than 30% from US\$ 0.26 per sq. metre to US\$ 0.38 per sq. metre.

In July 2002, the Company acquired 40% equity interests in Shanghai Puly Real Estate Development Company Limited ("Shanghai Puly") at a consideration of HK\$150 million (equivalent to approximately RMB160 million) as approved by the shareholders in an extraordinary general meeting. Shanghai Puly mainly holds a floor area of 35,351 sq. metres in Shanghai Stock Exchange Building. The property was valued by a Hong Kong valuer at approximately RMB500 million. The purchase price represented a discount of RMB40 million compared to the market

Management Discussion and Analysis

value of approximately RMB200 million of certain property held by the Group. After the acquisition, the total floor area of Shanghai Stock Exchange Building owned by the Group increased from 13,848 sq. metres to 27,988 sq. metres, thereby expanding the Group's property assets at Lujiazui financial centre in Shanghai.

Poly Plaza

The Group owns 75% equity interests in Poly Plaza in Beijing, which is a comprehensive multi-functional complex comprising a grade A office tower, a four-star ranking hotel tower, a theatre and other ancillary facilities and enjoys excellent reputation in Beijing.

For the year of 2002, the turnover of Poly Plaza reached RMB114,292,000 and a gross profit of RMB58,203,000, representing an increase of 11% and 24% respectively as compared with last year. The office tower achieved an average occupancy rate of 96.4% which is almost at the same level with the previous year. The occupancy rate of the hotel tower was 79%, which was 3% higher than the average occupancy rate of other similar ranking hotels in Beijing.

As approved by the shareholders of the Company in an extraordinary general meeting, renovation works for the exterior wall and hotel rooms of Poly Plaza commenced in 2003. The renovation would result in service suspension of the hotel rooms and cause a material impact on the office tower, thereby substantially reducing the operating income of the Group. It was also approved by the shareholders in an extraordinary general meeting that the "Basic Profit Guarantee" provided by the property management company of Poly Plaza to be suspended in 2003 and the terms of the Guarantee to be extended for a year correspondingly. The renovation works will upgrade Poly Plaza so as to attract more business travellers, tourists and office and commercial tenants, ultimately driving up operating profit. The renovation works are expected to be completed by September 2003.

Beijing Legend Garden Villas

For the year of 2002, the rental income of Beijing Legend Garden Villas amounted to RMB7,741,000, representing an increase of RMB2,249,000 as compared with that of last year. The Group owns 37 apartments and 20 houses in Beijing Legend Garden Villas, a residential development completed in 1992. The increase in market supply, coupled with the deterioration of furnishings and facilities, the competitiveness of Beijing Legend Garden Villas (especially the apartments) in the tenancy market was adversely affected. The Group has made sufficient provision of the property with reference to the current market value and will consider disposing portion of the property at reasonable market prices.

Thermal Power Plant Projects

The Group holds 52% and 51% equity interests in Shengzhou Xinzonggang Thermal Power Co., Ltd. ("Shengzhou Power Plant") and Taicang Xinhaikang Xiexin Thermal Power Co., Ltd. ("Taicang Power Plant") respectively. Both power plants achieved satisfactory results in 2002. Shengzhou Power Plant recorded a turnover of RMB65,901,000 and a net profit of RMB11,466,000. The turnover of Taicang Power Plant amounted to RMB91,036,000 and the net profit was RMB14,186,000.

Management Discussion and Analysis

After in-depth consideration, the Group was of the opinion that thermal power cogeneration operations were environmental projects consistently supported and encouraged by the state policy. Therefore, it is worthy of further development given the rapid growth of demand in the electricity and thermal power market. Having conducted a field trip to conduct an assessment, the Group acquired 49% equity interests in each of Peixian Mine-Site Environment Cogen-power Co., Ltd ("Peixian Plant") and Dongtai Suzhong Environment Protection Co-generation Company Limited ("Dongtai Plant") at a consideration of HK\$77.4 million and HK\$50.6 million respectively. The two plants are located at Peixian and Dongtai in Jiangsu Province along the Yantze River Delta where the economy is developing at a tremendous pace. Peixian Plant has a total capacity of 1x15 megawatts and 1x18 megawatts and a gas supply capability of 3x75 tonnes/hr. Dongtai Plant has a total capacity of 2x15 megawatts and a gas supply capability of 2x75 tonnes/hr. During the first 10 years of cooperation, Golden Concord group, the cooperative partner of the Group, will guarantee the Group an annual profit of not less than HK\$9,288,000 and HK\$6,072,000, representing a return rate of 12% per annum.

It was provided in the acquisition agreements that the Group is entitled to acquire 1.1% equity interests in the two plants at a consideration of HK\$1 so that the Group would acquire an absolute controlling interest of 50.1% in Peixian Plant and Dongtai Plant in the event that Golden Concord group, the cooperative partner of the Group, fails to arrange for the listings of the two plants within 2.5 years.

REVIEW OF OTHER BUSINESSES

Shipping

The shipping industry underwent dramatic changes during the year under review. The dry bulk carriers market was at a trough for a lengthy period during the year, but rental rates were suddenly driven up in September. This was mainly due to the deficiency of new bulk carriers which gradually balanced the demand of freight and the supply of tonnage of freighters. The turnover of this operation for 2002 amounted to USD5,985,000, representing a decrease of USD 3,078,000 as compared with last year which was mainly due to the disposal of M.V. Jin Feng in 2002.

After taking into consideration of the fluctuating nature of the shipping industry and the high maintenance cost associated with old carriers, the Group disposed of M.V. Jin Feng at USD 4,575,000 in June 2002, resulting in a book loss of USD3,006,000. However, full amount has been accounted for in last year.

With the optimistic expectation from the shipping industry of the market condition, the Group expected that the rental income of its two bulk carriers will be improved in 2003.

Cultural Media and New High Technology

Cultural media and new high technology were business sections explored by the Group in seeking new points of growth. It demonstrates the Group's effort in ensuring its sustainable growth.

Management Discussion and Analysis

Polystar Digidisc Co. Ltd. ("Polystar")

The Group owns 66% equity interests in Polystar. In 2002, Polystar recorded a turnover of RMB47,621,000 and a profit of RMB5,804,000. The existing designed annual production capacity of Polystar is 26,000,000 CDs and 9,000,000 DVDs, whilst the actual production volume for the year has reached 28,890,000 CDs and 8,370,000 DVDs, exceeding the designed production capability. As such, Polystar intends to expand four disc duplication lines and one master disc production line and related facilities, targeting the market of high-end customers.

The Operation of New Satellite TV Cartoon Channel ("Cartoon Channel")

Cartoon Channel is a strategic move of the Group in exploring the cultural media industries in the PRC. The plan was basically completed and the program proposal of Cartoon Channel was formulated in 2002. New programs have been launched since June, with a six-hour period for first-time broadcast and the remaining eighteen-hour for rotational broadcast daily. Contents of programs have been initially approved by the PRC authorities responsible for broadcasting and communication, laying a solid foundation for obtaining approval of the right to broadcast programs into authorised areas and channels in the PRC. The Group will carry on with its devotions in 2003 to improve broadcasting arrangement and programme content.

Value-added software business

The Group acquired 25% equity interests in Skywin China Limited ("Skywin") at the end of 2001. Skywin is primarily engaged in the development of application software for telecommunications in Guangdong Province. In 2002, Skywin achieved a turnover of RMB104,662,000 and a profit of RMB19,402,000. The Group received a dividend of RMB8,000,000 from its shareholdings of preference shares in Skywin. Despite the adversity of the global economic change and the downturn of the telecommunications industry, Skywin strived to establish its presence in other provinces in the PRC such as Eastern China region, as well as in other industries, such as banking and financial systems and data networks in addition to the consolidation of its competitive edge in existing markets.

Insurance and Strategic Investments

Insurance

The Group holds 48% equity interests in Winterthur Insurance (Asia) Limited ("Winterthur Insurance"), which principal business is through its holding of license for operating asset-based insurance businesses in Shanghai. The aggregate income from insurance fee for 2002 was RMB50,500,000, representing a 3.7% decrease as compared with the previous year. The reduction in net claims amount together with the investment income has enabled the Group to achieve a turnaround notwithstanding a drop in income from insurance fee. A net income of approximately HK\$3,200,000 from this operation was recorded. The operating effectiveness has improved as compared to the previous year.

Management Discussion and Analysis

Disposal of Poly

To adjust its asset structure, the Group disposed of its entire shareholding in Poly to an independent third party and Top Media Resources Limited, a non-related company incorporated in the British Virgin Islands respectively. A total amount of HK\$318,040,000 was received from the disposals and a profit of HK\$75,031,000 was generated. In spite of this, a book loss of HK\$43,164,000 was still recorded after taking into account of the loss on writing off the goodwill amounted to HK\$118,195,000. The Group has published a formal announcement regarding the details of the matter.

FINANCIAL REVIEW

Liquidity and Capital Structure

As at 31st December 2002, the shareholders' funds of the Group amounted to HK\$2,236,000,000 (2001: HK\$2,215,000,000), while the net asset value per share was HK\$2.77 (2001: HK\$2.73). As at 31st December 2002, the Group's gearing ratio (on the basis of the amount of total liabilities less total bank balances divided by shareholders' funds) was 24.3% (2001: 30.4%).

As at 31st December 2002, the Group had outstanding bank loans of HK\$501,682,000. In terms of maturity, the outstanding bank loans can be divided into HK\$355,662,000 (71%) to be repaid within one year, HK\$34,320,000 (7%) to be repaid after one year but within two years, HK\$66,460,000 (13%) to be repaid after two years but within five years, HK\$45,240,000 (9%) to be repaid more than five years. In terms of currency denomination, the outstanding bank loans can be divided into HK\$308,138,000 (61%) in Renminbi, HK\$119,340,000 (24%) in US dollars and HK\$74,204,000 (15%) in Hong Kong dollars.

About two third of the bank borrowings of the Group are subject to fixed interest rates and the remaining one third are subject to floating interest rates. Therefore, under circumstances of interest rates uncertainty or fluctuations or otherwise as appropriate, the Group will consider the use of hedging instruments (including interest rates swaps), in order to manage interest rate risks.

As at 31st December 2002, the Group had working capital of HK\$252,000,000 and total bank balances of HK\$433,000,000 (2001: HK\$61,000,000 and HK\$215,000,000 respectively). In view of the Group's current cash balances, available banking facilities and cash revenue from business operations, it is believed that the Group has sufficient resources to meet the foreseeable working capital demands and capital expenditure.

The monetary assets and liabilities and business transactions of the Group are mainly carried and conducted in Hong Kong dollars, Renminbi and US dollars. The Group maintains a prudent strategy in its foreign exchange risk management, where foreign exchange risks are minimised via balancing the monetary assets versus monetary liabilities, and foreign exchange revenue versus foreign exchange expenditures. Besides, as the Hong Kong dollar is linked to the US dollar, and the exchange rate between Hong Kong dollar and Renminbi also fluctuates slightly, the Group believes that its exposure to foreign exchange risks is not material.

Management Discussion and Analysis

Pledge of Assets

As at 31st December 2002, bank deposits amounting HK\$86,620,000 (2001: HK\$28,580,000), certain of the Group's investment properties of approximately HK\$352,000,000 (2001: HK\$312,000,000), other property interests and motor vessels with an aggregate net book value of approximately HK\$1,330,239,000 (2001: HK\$1,224,825,000) and shares in certain subsidiaries and an associate were pledged to secure credit facilities granted to the Group.

Contingent Liabilities

At 31st December, 2002, the Company had given guarantees of approximately HK\$194 million (2001: HK\$120 million) to certain banks in respect of banking facilities granted to certain subsidiaries of the Company.

In addition, at 31st December, 2002, the Group had given a guarantee of approximately HK\$14.3 million (2001: HK\$14.3 million) to a bank in respect of credit facilities granted to prospective purchasers of properties developed by a jointly controlled entity of the Group.

STAFF

As at 31st December, 2002, the Group employed about 1,000 staff with remuneration for the year amounting to HK\$63,394,000. The Group provides its staff with various benefits including year-end double-pay, discretionary bonus, contributory provident fund, share options and medical insurance. Staff training is also provided as and when required.

PROSPECTS

Despite the uncertainty of the global economy, the management of the Group is confident in the economic development of the PRC and the prospects of the Group's PRC projects. The Group will continually adopt an active and prudent operating strategy in strengthening corporate governance, reducing operating costs, fully utilizing the cashflow from the disposal of other assets, further optimising the Group's business structure and dedicating its efforts to actively develop its principal business of property operations to enhance operating effectiveness and maximise the return to shareholders.

Directors' Profile

EXECUTIVE DIRECTORS

WANG Jun, aged 62, has joined the Board since February 1993 and is the Chairman of the Company. He graduated from Harbin Engineering Institute in the People's Republic of China (the "PRC"). Mr. Wang is the Chairman of China International Trust and Investment Corporation ("CITIC") and China International Trust and Investment Corporation Hong Kong (Holdings) Limited.

HE Ping, aged 57, has joined the Board since February 1993 and is the Vice-Chairman of the Company. He graduated from Harbin Engineering Institute in the PRC and had previously worked for the Embassy of the PRC to the United States of America. Mr. He is currently a Vice-Chairman and the President of China Poly Group Corporation ("China Poly").

XIE Da Tong, aged 60, has joined the Board since February 1993 of the Company. He is a senior economist, and graduated from Beijing Foreign Trade Institute in the PRC. Prior to joining Poly Technologies, Inc., a wholly owned subsidiary of China Poly, in 1984, he had worked for the Foreign Trade Ministry of China and Business Trade Section of the Embassy of the PRC to the United Kingdom, Canada and the Netherlands respectively. Mr. Xie was a director and the Executive Vice-President of China Poly. He is also a director of Yu Ming Investments Limited ("Yu Ming").

LI Shi Liang, aged 57, has joined the Board since December 1999 and is the Managing Director of the Company. Mr. Li is a senior economist. Immediately prior to joining the Company, he had worked for Bank of China for 34 years. During that period, Mr. Li was the Manager of Bank of China, New York Branch for 5 years and had been the Deputy General Manager of Bank of China, Guangdong Province Branch since 1992. Mr. Li is a director of Ringo Trading Limited, a controlling shareholder of the Company. He is also currently a director of Yu Ming.

William CHAN Tak Chi, aged 54, He holds a Bachelor of Business Administration from Asia International Open University, Macau. He is the Deputy General Manager and Director of Shortridge Limited, a wholly-owned subsidiary of CITIC. Mr. Chan has over 12 years' experience in investment management.

Directors' Profile

INDEPENDENT NON-EXECUTIVE DIRECTORS

YAO Kang, J.P., aged 78, has joined the Board since March 1999 and is the Chairman of the Audit Committee of the Company. Mr. Yao was a director of John Swire & Sons (Hong Kong) Limited and Cathy Pacific Airways Limited. He is the Chairman of Thomas Melvin Laffin Charitable Foundation Ltd.

Robert IP Chun Chung, aged 46, has joined the Board since January 2001 and is a member of the Audit Committee of the Company. Mr. Ip is a practising solicitor. He is also an independent non-executive director of Sen Hong Resources (Holdings) Limited.

LAM Tak Shing, aged 42, has joined the Board since January 2001 and is a member of the Audit Committee of the Company. Mr. Lam holds a Bachelor's Degree and a Master's Degree in Business Administration. Mr. Lam has over 22 years' experience in accounting and finance field with wide exposure in different nature of business. Mr. Lam is an independent non-executive director of Star East Holdings Limited and Datronix Holdings Limited.

Directors' Report

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements of the Company and its subsidiaries (collectively the "Group") for the year ended 31st December, 2002.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 44 to the financial statements.

RESULTS

The results of the Group for the year ended 31st December, 2002 are set out in the consolidated income statement on page 24 of the annual report.

The directors do not recommend the payment of any dividend.

SHARE CAPITAL

During the year, the Company repurchased certain of its own shares through The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and these shares were subsequently cancelled by the Company, details of which are set out in note 26 to the financial statements. The directors considered that, as the Company's shares were trading at a discount to the net asset value per share, the repurchases would increase the net asset value per share of the Company.

Details of these and other movements in the share capital of the Company are set out in note 26 to the financial statements.

INVESTMENT PROPERTIES AND HOTEL PROPERTIES

At 31st December, 2002, the investment properties and hotel properties of the Group were revalued by an independent firm of professional property valuers on an open market value basis at HK\$728,974,000 and HK608,400,000 respectively. The deficit of HK\$46,226,000 arising on the revaluation of investment properties has been charged to the consolidated income statement. No surplus or deficit arose on revaluation of hotel properties.

Details of these and other movements in the investment properties and hotel properties of the Group for the year are set out in notes 12 and 13 to the financial statements, respectively.

PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in property, plant and equipment of the Group are set out in note 14 to the financial statements.

Directors' Report

PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES

In July 2002, the Group acquired the entire issued share capital of Johnsbury Limited ("Johnsbury") at a consideration of HK\$150,000,000 in cash. Johnsbury is an investment holding company which holds 40% equity interest in Shanghai Puly Real Estate Development Co. Ltd. ("Shanghai Puly"). Shanghai Puly is a sino-foreign joint venture company established in the People's Republic of China ("PRC") and is engaged in the business of property holding. The transaction constituted a connected transaction of the Company under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). Details of which are set out in note 42(I) to the financial statements.

In July 2002, the Group disposed of its entire 40.3% equity interest in Poly Investment Holdings Limited ("Poly"), a public limited company incorporated in Hong Kong with its shares listed on the Stock Exchange, at a total consideration of approximately HK\$293,095,000.

Details of the Company's principal subsidiaries and the Group's principal associates and jointly controlled entities at 31st December, 2002 are set out in notes 44, 18 and 19 to the financial statements, respectively.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive directors:

Wang Jun (<i>Chairman</i>)	
He Ping (<i>Vice-Chairman</i>)	
Li Shi Liang (<i>Managing Director</i>)	
Xie Da Tong	
Chan Tak Chi, William	(appointed on 31st March, 2003)
Li Tong Zhou	(resigned on 31st March, 2003)

Independent non-executive directors:

Yao Kang, J.P.
Ip Chun Chung, Robert
Lam Tak Shing

In accordance with Articles 99 & 116 of the Company's Articles of Association, Messrs. Wang Jun, He Ping and Chan Tak Chi, William will retire and, being eligible, offer themselves for re-election.

The term of office of each of the independent non-executive directors lasts until his retirement by rotation as required by the Company's Articles of Association.

Directors' Report

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

SHARE OPTIONS

Other than the Company's share options scheme, details of which are set out in note 27 to the financial statements, at no time during the year was the Company or any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate and none of the directors, or their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights.

Details of the directors' interest in share options to subscribe for shares in the Company are set out in note 27 to the financial statements.

DIRECTORS' INTERESTS IN SECURITIES

During the year ended 31st December, 2002, certain directors of the Company had share option granted by Poly, a former associate of the Group, pursuant to a share option scheme ("Poly Scheme") adopted by Poly on 5th December, 1990 to subscribe for shares in Poly as follows:

	Date of grant	Exercise price per Poly Share HK\$	Number of shares subject to Poly Scheme		
			Outstanding at 1.1.2002	Cancelled during the year	Outstanding at 31.12.2002
Wang Jun	3.9.1997	1.27	10,000,000	(10,000,000)	–
	5.6.1998	0.50	10,000,000	(10,000,000)	–
	30.11.2000	0.50	7,000,000	(7,000,000)	–
He Ping	3.9.1997	1.27	10,000,000	(10,000,000)	–
	5.6.1998	0.50	10,000,000	(10,000,000)	–
	30.11.2000	0.50	7,000,000	(7,000,000)	–
Li Shi Liang	30.11.2000	0.50	8,400,000	(8,400,000)	–
Xie Da Tong	3.9.1997	1.27	8,000,000	(8,000,000)	–
	5.6.1998	0.50	8,000,000	(8,000,000)	–
	30.11.2000	0.50	5,500,000	(5,500,000)	–

Options granted are exercisable during the period commencing on the date of grant and expiring in ten years after the date of grant.

Directors' Report

Save as disclosed above and in the section headed "Share Options", as at 31st December, 2002, none of the directors, chief executive or their associates had any personal, family, corporate or other interests in the securities of the Company or any of its associated corporations as defined in the Securities (Disclosure of interests) Ordinance (the "SDI Ordinance") which is required to be recorded in the register maintained under Section 29 of the SDI Ordinance or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules.

SUBSTANTIAL SHAREHOLDERS

At 31st December, 2002, according to the register of substantial shareholders maintained by the Company pursuant to Section 16(1) of the SDI Ordinance, the following persons were interested in 10% or more of the issued share capital of the Company:

Name of shareholder	Number of ordinary shares beneficially held
Congratulations Company Ltd.	169,745,000
Source Holdings Limited (<i>Note 1</i>)	328,485,560
Ting Shing Holdings Limited (<i>Note 2</i>)	498,230,560
Ringo Trading Limited (<i>Note 3</i>)	537,678,036
China Poly Group Corporation (<i>Note 4</i>)	537,678,036

Notes:

1. Source Holdings Limited is deemed by the SDI Ordinance to be interested in 328,485,560 shares of the Company as a result of its direct holding of the shares and indirect holdings of the shares through its wholly-owned subsidiaries.
2. Ting Shing Holdings Limited is deemed by the SDI Ordinance to be interested in 498,230,560 shares as a result of its indirect holding of the shares through its subsidiaries, representing Source Holdings Limited and Congratulations Company Ltd.
3. Ringo Trading Limited is deemed by the SDI Ordinance to be interested in 537,678,036 shares as a result of its direct holding of the shares and indirect holding of the shares through its wholly-owned subsidiary, Ting Shing Holdings Limited.
4. China Poly Group Corporation owns 100% of Ringo Trading Limited and is accordingly deemed by the SDI Ordinance to be interested in the shares directly and indirectly owned by Ringo Trading Limited.

Save as disclosed above, the Company has not been notified of any other interests representing 10% or more of the issued share capital of the Company at 31st December, 2002.

Directors' Report

CONNECTED TRANSACTIONS

Details of the discloseable connected transactions for the year are set out in note 42 to the financial statements. In the opinion of the directors who do not have any interest in these transactions, the transactions were carried out on normal commercial terms and in the ordinary and usual course of business of the Group.

DIRECTORS' INTERESTS IN CONTRACTS

There were no contracts of significance to which the Company or any of its holding companies, fellow subsidiaries or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisting at the end of the year or at any time during the year.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, both the aggregate sales attributable to the Group's five largest customers and the aggregate purchases attributable to the Group's five largest suppliers were less than 30% of the Group's sales and purchases respectively.

CORPORATE GOVERNANCE

In the opinion of the directors, the Company has complied throughout the year ended 31st December, 2002 with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.

POST BALANCE SHEET EVENTS

Details of significant events occurring after the balance sheet date are set out in note 43 to the financial statements.

AUDITORS

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

On behalf of the Board

LI Shi Liang

MANAGING DIRECTOR

Hong Kong, 25th April, 2003

Auditors' Report

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 SHAREHOLDERS OF
CONTINENTAL MARINER INVESTMENT COMPANY LIMITED
新海康航業投資有限公司
(incorporated in Hong Kong with limited liability)

We have audited the financial statements on pages 24 to 85 which have been prepared in accordance with accounting principles generally accepted in Hong Kong, other than as set out below.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Companies Ordinance requires the directors to prepare 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.

Auditors' Report

QUALIFIED OPINION ARISING FROM DISAGREEMENT ABOUT ACCOUNTING TREATMENT

As disclosed in note 9 to the financial statements, during the year, the Group disposed of its entire 40.37% equity interest in a listed associated company, Poly Investments Holdings Limited ("Poly"), and recognised a loss on disposal of approximately HK\$43.2 million after taking into account attributable goodwill which was previously dealt with in reserves when Poly was acquired.

At the time of acquisition of Poly in 1993, Poly held a 45% interest in Best Fulfil Inc. ("Best Fulfil"). Accordingly, the consideration paid by the Group (and consequentially the goodwill arising) therefrom was allocated as specified in the sale and purchase agreement between that paid in respect of the garment manufacturing and trading business of Best Fulfil and that paid in respect of the other businesses of Poly. However, on disposal of Best Fulfil and of part of the Group's interest in Poly during each of the two years ended 31st March, 1998, the aforesaid goodwill was retrospectively reallocated by the directors entirely to Poly. In the absence of any persuasive evidence or explanations as to why the original allocation of goodwill between Poly and Best Fulfil was fundamentally incorrect, in our opinion there was no supportable basis for any such retrospective reallocation. Had the allocation of goodwill made at the time of acquisition not been changed, the gain arising on the disposal of Poly during the year would have been approximately HK\$4.0 million after taking into account attributable goodwill determined on the basis of the original allocation. Accordingly, the loss for the year would have been decreased by approximately HK\$47.2 million.

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 December, 2002. Except for the effect of accounting for attributable goodwill on the disposal of the Group's entire interest in Poly in the manner described above, in our opinion the financial statements give a true and fair view of the loss and cash flows of the Group for the year ended 31st December, 2002 and have been properly prepared in accordance with the Companies Ordinance.

Deloitte Touche Tohmatsu

Hong Kong, 25th April, 2003

Consolidated Income Statement

For the year ended 31st December, 2002

	Notes	2002 HK\$'000	2001 HK\$'000
Turnover	4	441,051	341,976
Cost of sales		(264,542)	(158,766)
<hr/>		<hr/>	<hr/>
Gross profit		176,509	183,210
Other operating income		8,565	4,029
Administrative expenses		(141,907)	(132,218)
Amortisation of intangible assets		(4,967)	(5,748)
Amortisation of deferred licensing income		14,954	14,953
(Deficit) surplus arising on revaluation of investment properties		(46,226)	2,375
Surplus arising on revaluation of hotel properties		–	7,543
Impairment loss on investments in securities		(20,419)	–
Impairment loss on property, plant and equipment		–	(22,643)
Impairment loss on goodwill of a subsidiary		–	(6,948)
Unrealised holding loss on other investments		(8,745)	(3,461)
Allowance for short-term loans receivable		–	(5,923)
<hr/>		<hr/>	<hr/>
(Loss) profit from operations	5	(22,236)	35,169
Finance costs	8	(18,890)	(18,123)
Loss on disposal of an associate	9	(43,164)	–
Gain on dilution of interest in a subsidiary to an associate	34	4,552	–
Amortisation of goodwill arising on acquisition of an associate		(12,255)	–
Share of profits (losses) of associates		706	(11,695)
Share of losses of jointly controlled entities		(7,175)	(6,199)
Allowance for loans to jointly controlled entities		(12,278)	–
<hr/>		<hr/>	<hr/>
Loss before taxation		(110,740)	(848)
Taxation	10	(5,682)	(1,919)
<hr/>		<hr/>	<hr/>
Loss before minority interests		(116,422)	(2,767)
Minority interests		(12,572)	(12,058)
<hr/>		<hr/>	<hr/>
Loss for the year		(128,994)	(14,825)
<hr/>		<hr/>	<hr/>
Basic loss per share	11	(15.93) cents	(1.8) cents
<hr/>		<hr/>	<hr/>

Consolidated Balance Sheet

At 31st December, 2002

	Notes	2002 HK\$'000	2001 HK\$'000
Non-Current Assets			
Investment properties	12	728,974	775,200
Hotel properties	13	608,400	608,400
Property, plant and equipment	14	944,962	992,953
Intangible assets	15	399	12,948
Negative goodwill	17	(14,714)	(15,593)
Interest in associates	18	283,908	374,470
Interest in jointly controlled entities	19	20,669	47,654
Investments in securities	20	87,636	87,403
		2,660,234	2,883,435
Current Assets			
Stores		435	1,121
Inventories	21	21,354	14,843
Trade and other receivables	22	206,110	115,688
Short-term loans receivable		23,364	32,710
Amounts due from associates	23	45,253	–
Investments in securities	20	79,042	91,034
Pledged bank deposits		86,620	28,580
Bank balances, deposits and cash		347,123	187,245
		809,301	471,221
Current Liabilities			
Trade and other payables	24	195,873	241,983
Property rental deposits		3,133	3,474
Taxation		2,685	2,551
Bank borrowings – due within one year	25	355,662	162,042
		557,353	410,050
Net Current Assets		251,948	61,171
		2,912,182	2,944,606

Consolidated Balance Sheet

At 31st December, 2002

	Notes	2002 HK\$'000	2001 HK\$'000
Capital and Reserves			
Share capital	26	403,761	405,392
Reserves		1,832,658	1,809,282
		<hr/>	<hr/>
		2,236,419	2,214,674
		<hr/>	<hr/>
Minority interests		256,463	250,961
		<hr/>	<hr/>
Non-Current Liabilities			
Bank borrowings – due after one year	25	146,020	190,737
Other borrowings	29	30,290	30,290
Loan from a fellow subsidiary	31	168,224	168,224
Deferred licencing income	32	74,766	89,720
		<hr/>	<hr/>
		419,300	478,971
		<hr/>	<hr/>
		2,912,182	2,944,606
		<hr/>	<hr/>

The financial statements on pages 24 to 85 were approved and authorised for issue by the Board of Directors on 25th April, 2003 and are signed on its behalf by:

HE Ping
Vice-Chairman

LI Shi Liang
Managing Director

Balance Sheet

At 31st December, 2002

	Notes	2002 HK\$'000	2001 HK\$'000
Non-Current Assets			
Interest in subsidiaries	16	2,290,872	2,037,554
Investment in an associate	18	77,060	77,060
		<hr/>	<hr/>
		2,367,932	2,114,614
Current Assets			
Trade and other receivables		318	680
Investment in securities	20	20,563	26,786
Bank balances, deposits and cash		55,684	42,893
		<hr/>	<hr/>
		76,565	70,359
Current Liabilities			
Trade and other payables		5,501	2,700
Bank borrowings – due within one year	25	28,500	–
		<hr/>	<hr/>
		34,001	2,700
Net Current Assets			
		<hr/>	<hr/>
		42,564	67,659
		<hr/>	<hr/>
		2,410,496	2,182,273
Capital and Reserves			
Share capital	26	403,761	405,392
Reserves	28	1,588,314	1,573,843
		<hr/>	<hr/>
		1,992,075	1,979,235
Non-Current Liabilities			
Bank borrowings – due after one year	25	41,500	–
Other borrowings	29	30,290	30,290
Amounts due to subsidiaries	30	346,631	172,748
		<hr/>	<hr/>
		418,421	203,038
		<hr/>	<hr/>
		2,410,496	2,182,273

HE Ping
Vice-Chairman

LI Shi Liang
Managing Director

Consolidated Statement of Changes in Equity

For the year ended 31st December, 2002

	Share capital HK\$'000 (note 26)	Share premium HK\$'000	Hotel properties revaluation reserve HK\$'000	Exchange translation reserve HK\$'000	Capital redemption reserve HK\$'000	Goodwill reserve HK\$'000	PRC statutory reserves HK\$'000	Other capital reserve HK\$'000	Accumulated profits HK\$'000	Total HK\$'000
THE GROUP										
At 1st January, 2001	410,578	1,458,243	-	2,594	9,089	(59,089)	1,441	586	399,393	2,222,835
Reallocation	-	-	-	-	-	(124,946)	-	124,946	-	-
As restated	410,578	1,458,243	-	2,594	9,089	(184,035)	1,441	125,532	399,393	2,222,835
Surplus arising on revaluation	-	-	9,660	-	-	-	-	-	-	9,660
Share of translation of reserve of overseas operations	-	-	-	(48)	-	-	-	-	-	(48)
Net gains not recognised in the income statement	-	-	9,660	(48)	-	-	-	-	-	9,612
Shares repurchased and cancelled:										
- Repurchase of ordinary shares	(5,186)	-	-	-	-	-	-	-	-	(5,186)
- Premium on shares repurchased	-	-	-	-	-	-	-	-	(4,710)	(4,710)
- Transfer	-	-	-	-	5,186	-	-	-	(5,186)	-
Transfer	-	-	-	-	-	-	2,726	-	(2,726)	-
Impairment of goodwill recognised in income statement	-	-	-	-	-	6,948	-	-	-	6,948
Loss for the year	-	-	-	-	-	-	-	-	(14,825)	(14,825)
At 31st December, 2001 and 1st January, 2002	405,392	1,458,243	9,660	2,546	14,275	(177,087)	4,167	125,532	371,946	2,214,674
Share of translation of reserve of overseas operations not recognised in income statements	-	-	-	(458)	-	-	-	-	-	(458)
Shares repurchased and cancelled:										
- Repurchase of ordinary shares	(1,631)	-	-	-	-	-	-	-	-	(1,631)
- Premium on shares repurchased	-	-	-	-	-	-	-	-	(137)	(137)
- Transfer	-	-	-	-	1,631	-	-	-	(1,631)	-
Transfer	-	-	-	-	-	-	1,458	-	(1,458)	-
Deemed capital contribution arising on acquisition of an associate from holding company	-	-	-	-	-	-	-	38,605	-	38,605
Realised on disposal of an associate	-	-	-	(2,645)	-	118,195	(1,190)	-	-	114,360
Loss for the year	-	-	-	-	-	-	-	-	(128,994)	(128,994)
At 31st December, 2002	403,761	1,458,243	9,660	(557)	15,906	(58,892)	4,435	164,137	239,726	2,236,419

Consolidated Statement of Changes in Equity

For the year ended 31st December, 2002

Included in goodwill reserve as at 31st December, 2002 is goodwill of HK\$54,528,000 (2001: HK\$54,528,000) and HK\$4,364,000 (2001: HK\$122,559,000) arising on acquisition of subsidiaries and associates respectively.

Included in other capital reserve as at 31st December, 2002 is deemed capital contribution arising on acquisition of subsidiaries of HK\$124,946,000 (2001: HK\$124,946,000) and an associate of HK\$38,605,000 (2001: Nil).

The PRC statutory reserves are reserves required by the relevant PRC laws applicable to the Group's PRC subsidiaries, associates and jointly controlled entities.

The accumulated profits of the Group at 31st December, 2002 include a profit of approximately HK\$4,068,000 (2001: a loss of HK\$18,670,000) retained by associates and a loss of approximately HK\$48,580,000 (2001: HK\$41,405,000) attributable to jointly controlled entities.

For the year ended 31st December, 2001, the management of the Group reviewed the carrying amount of goodwill with reference to the business operated by a subsidiary. The subsidiary in question is engaged in the business of vessel charterhire and, in view of the impairment loss recognised in respect of the vessel, all of the goodwill relating to that subsidiary, amounting to HK\$6,948,000 was considered to have been impaired and therefore written off to the consolidated income statement.

Consolidated Cash Flow Statement

For the year ended 31st December, 2002

	2002 HK\$'000	2001 HK\$'000
OPERATING ACTIVITIES		
Loss before taxation	(110,740)	(848)
Adjustments for:		
Interest expenses	18,890	18,123
Depreciation and amortisation of property, plant and equipment	67,541	51,043
Amortisation of intangible assets	4,967	5,748
Amortisation of goodwill arising on acquisition of an associate	12,255	–
Amortisation in deferred licencing income	(14,954)	(14,953)
Impairment loss on goodwill of a subsidiary	–	6,948
Impairment loss on property, plant and equipment	–	22,643
Impairment loss on investments in securities	20,419	–
Loss on disposal of property, plant and equipment	2,449	1,403
Deficit (surplus) arising on revaluation of investment properties	46,226	(2,375)
Surplus arising on revaluation of hotel properties	–	(7,543)
Release of negative goodwill	(879)	(233)
Gain on dilution of interest in a subsidiary to an associate	(4,552)	–
Share of (profits) losses of associates	(706)	11,695
Loss on disposal of an associate	43,164	–
Share of losses of jointly controlled entities	7,175	6,199
Allowance for loans to jointly controlled entities	12,278	–
Unrealised holding loss on other investments	8,745	3,461
Allowance for short-term loans receivable	–	5,923
Operating cash flow before movements in working capital	112,278	107,234
Decrease in stores	686	139
Increase in inventories	(11,224)	(893)
(Increase) decrease in trade and other receivables	(97,106)	65,035
Decrease (increase) in short-term loans receivable	9,346	(28,037)
Decrease in amount due from an associate	–	94
Decrease (increase) in other investments	3,247	(67,439)
Decrease in trade and other payables	(33,992)	(27,016)
Decrease in property rental deposits	(341)	(3,980)
Cash (used in) generated from operations	(17,106)	45,137
PRC income tax paid	(5,165)	(2,712)
Hong Kong Profits Tax refunded	4	46
Interest paid	(18,890)	(18,123)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	(41,157)	24,348

Consolidated Cash Flow Statement

For the year ended 31st December, 2002

	Notes	2002 HK\$'000	2001 HK\$'000
INVESTING ACTIVITIES			
Purchase of subsidiaries (net of cash and cash equivalents acquired)	33	(150,000)	(8,957)
Purchase of property, plant and equipment		(57,789)	(54,548)
Proceeds from disposal of property, plant and equipment		35,328	308
Purchase of intangible assets		–	(13,116)
Investment in an associate		–	(76,227)
Advance to associates		(7,870)	–
Proceeds from disposal of an associate		293,095	–
Dividend received from an associate		13,084	–
Dilution of interest in a subsidiary to an associate	34	6,087	–
Refund from the holding company of an associate		–	1,042
Repayment from jointly controlled entities		7,532	7
Purchase of investments in securities		(20,868)	–
Proceeds from disposal of investments in securities		216	112
Increase in pledged bank deposits		(58,040)	(12,432)
Decrease (increase) in bank deposits with maturity over three months		27,052	(39,000)
NET CASH FROM (USED IN) INVESTING ACTIVITIES		87,827	(202,811)
FINANCING ACTIVITIES			
Borrowings raised		365,532	153,759
Repayment of borrowings		(216,629)	(198,951)
Repurchase of shares		(1,768)	(9,896)
Contribution from minority shareholders		–	20,623
Dividend paid to a minority shareholder of a subsidiary		(6,875)	(8,377)
NET CASH FROM (USED IN) FINANCING ACTIVITIES		140,260	(42,842)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		186,930	(221,305)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		148,245	369,550
CASH AND CASH EQUIVALENTS AT END OF THE YEAR		335,175	148,245
ANALYSIS OF THE BALANCE OF CASH AND CASH EQUIVALENTS			
Bank balances and cash		143,284	93,965
Short term bank deposits		191,891	54,280
		335,175	148,245

Notes to the Financial Statements

For the year ended 31st December, 2002

1. GENERAL

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

In the opinion of the directors, the Company's ultimate holding company is China Poly Group Corporation ("China Poly"), a state-owned enterprise established in the People's Republic of China (the "PRC"). China Poly and its affiliated companies, other than members of the Group, are hereinafter collectively referred to as the China Poly Group.

The Company is an investment holding company. The subsidiaries are engaged in shipping, hotel operations, property investment and management, securities investment, financial services and general trading.

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 ("SSAP(s)") issued by the Hong Kong Society of Accountants. The adoption of these new and revised SSAPs has resulted in a change in the format of presentation of the cash flow statement and the inclusion of the statement of changes in equity but has had no material effect on the results for the current or prior accounting periods. Accordingly, no prior period adjustment has been required. Further details of these new and revised SSAPs are as follows:

Foreign currencies

The revisions to SSAP 11 "Foreign Currency Translation" have eliminated the choice of translating the income statements of subsidiaries denominated in currencies other than Hong Kong dollars at the closing rate for the period, 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 years.

Cash flow statements

Under SSAP 15 (Revised) "Cash Flow Statement", cash flows are classified under three headings – operating, investing and financing, rather than the previous five headings. Interest income, interest expenses and dividends paid and received, which were previously presented under a separate heading, are classified as investing, operating or financing cash flows, as appropriate. Cash flows arising from taxes on income are classified as operating activities, unless they can be separately identified with investing or financing activities.

Notes to the Financial Statements

For the year ended 31st December, 2002

2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE (Continued)

Employee benefits

SSAP 34 "Employee Benefits" introduces measurement rules for employee benefits, including retirement benefit plans. 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.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention, as modified for the revaluation of investment properties, hotel properties and investments in securities and 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 December each year.

The results of subsidiaries, associates and jointly controlled entities 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 inter-company transactions and balances within the Group are eliminated on consolidation.

Goodwill

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

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

Goodwill arising on acquisitions after 1st January, 2001 is capitalised and amortised on a straight-line basis over its useful economic life. Goodwill arising on the acquisition of an associate is included within the carrying amount of the associate. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

Notes to the Financial Statements

For the year ended 31st December, 2002

3. SIGNIFICANT ACCOUNTING POLICIES

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 at the date of acquisition over the cost of acquisition.

Negative goodwill arising on acquisitions prior to 1st January, 2001 continues to be held in reserves, and will be credited to the income statement at the time of disposal of the relevant subsidiary.

Negative goodwill arising on acquisitions prior to 1st January, 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 depreciable 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.

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 plus the goodwill on acquisition, less any identified impairment loss.

The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year. In the Company's balance sheet, investments in associates are stated at cost, as reduced by any identified impairment loss.

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.

Notes to the Financial Statements

For the year ended 31st December, 2002

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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 on acquisition in so far as it has not already been written off, less any identified impairment loss. The Group's share of post-acquisition results of jointly controlled entities are included in the consolidated income statement.

Investments in securities

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

Investment securities, which are securities held for an identified long term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any impairment loss that is other than temporary.

Other investments are measured at fair value, with unrealised gains and losses included in net profit or loss for the year.

Revenue recognition

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

Service revenue is recognised when services are provided.

Sales of investments in securities are recognised on a trade date basis.

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

Rental income, including rental invoiced in advance, from properties let under operating leases is recognised on a straight line basis over the period of the respective leases.

Licence fees for the exclusive right of managing certain of the Group's assets by a third party are recognised on a straight line basis over the period of the respective licence agreement.

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

Notes to the Financial Statements

For the year ended 31st December, 2002

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue recognition *(Continued)*

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Charterhire income is recognised on a straight line basis over the charterhire period.

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 values based on independent professional valuations at the balance sheet date. Any surplus or deficit arising on the revaluation of investment properties is credited or charged to the investment properties revaluation reserve unless the balance on this reserve is insufficient to cover a deficit on a portfolio basis, in which case the excess of the deficit over the balance on the investment properties revaluation reserve is charged to the income statement.

On disposal of investment properties, the balance on the investment properties revaluation reserve attributable to the properties disposed of is transferred to the income statement.

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

Hotel properties

Hotel properties are interests in land and buildings and their integral fixed plant, and are stated at independent professional valuation at the balance sheet date. Changes in the value of hotel properties are dealt with as movements on the hotel properties revaluation reserve. Any surplus arising on revaluation of hotel properties is credited to the hotel properties revaluation reserve, except to the extent that it reverses a decrease in revaluation of the same hotel property previously recognised as an expense, when it is recognised as income. A decrease in net carrying amount arising on revaluation of hotel properties is charged to the income statement to the extent that it exceeds the balance, if any, on the hotel properties revaluation reserve relating to a previous revaluation of that hotel property.

The gain or loss arising from the disposal or retirement of a revalued hotel property is determined as the difference between the sale proceeds and the carrying amount of the hotel property and is recognised in the income statement.

Notes to the Financial Statements

For the year ended 31st December, 2002

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Hotel properties *(Continued)*

On the subsequent sale or retirement of a revalued hotel property, the attributable surplus is transferred to accumulated profits. No depreciation or amortisation are provided on hotel properties held on land use rights of more than 20 years. It is the Group's practice to maintain the properties in a continual state of sound repair and maintenance, and accordingly, the directors consider that depreciation and amortisation are not necessary due to their high residual value. The related maintenance expenditure is dealt with in the income statement in the year of expenditure.

Property, plant and equipment

Property, plant and equipment other than construction in progress and hotel properties, are stated at cost or valuation less depreciation and amortisation and accumulated impairment losses.

Land and buildings which were previously classified as investment properties are stated at their valuation immediately prior to transfer. No further valuation will be carried out on these land and buildings.

Construction in progress is stated at cost which includes all development expenditure and other direct costs attributable to such projects. It is not depreciated or amortised until completion of construction. Costs of completed construction works are transferred to the appropriate categories of property, plant and equipment.

Depreciation of motor vessels is calculated at a rate sufficient to write off their cost less estimated scrap value over their remaining estimated useful lives on a straight line basis of 25 years from the date of their first registration.

Depreciation is provided to write off the cost or valuation of other assets over their estimated useful lives, using the straight line method, at the following rates per annum:

Leasehold land	Over the term of the lease
Buildings	2% – 18%
Furniture, fixtures and equipment	20%
Motor vehicles	20%
Plant and machinery	6% – 23%

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

Notes to the Financial Statements

For the year ended 31st December, 2002

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 SSAP, in which case the impairment loss is treated as revaluation decrease under that SSAP.

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 SSAP, in which case the reversal of the impairment loss is treated as a revaluation increase under the relevant SSAP.

Intangible assets

Intangible assets are stated at cost less amortisation and any identified impairment loss. Amortisation is calculated to write off the cost of the intangible assets over their estimated useful lives, using the straight line method, up to a maximum period of eighteen months.

Stores

Stores which represent lubricants and bunkers on board are stated at cost.

Inventories

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

Retirement benefits scheme contributions

Payments to Group's defined contribution retirement benefits schemes and Mandatory Provident Fund Scheme are charged as an expenses as they fall due. Payments made to state-managed retirement benefits schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Notes to the Financial Statements

For the year ended 31st December, 2002

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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.

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 such currencies are retranslated 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 subsidiaries operate outside Hong Kong 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 translation reserve. Such translation differences are recognised as income or as expenses in the period in which the operation is disposed of.

Operating leases

Rentals payable under operating leases are charged to the income statement on a straight line basis over the period of the respective leases.

Notes to the Financial Statements

For the year ended 31st December, 2002

4. TURNOVER

Turnover represents the aggregate of the net amounts received and receivable from third parties, net of business tax payable in the PRC, and is summarised as follows:

	2002 HK\$'000	2001 HK\$'000
Sales of electricity and gas	147,840	36,619
Rental income and property management	72,732	63,736
Income from hotel operation	55,717	51,689
Sale proceeds from disposal of investment securities	47,479	26,014
Vessel charterhire income	46,680	70,685
Sales of goods	45,859	54,272
Interest income from investments	8,929	17,062
Management fees	7,500	12,000
Dividend income	6,202	5,661
Shipment handling fees	2,113	4,238
	<hr/> 441,051 <hr/>	<hr/> 341,976 <hr/>

Notes to the Financial Statements

For the year ended 31st December, 2002

5. (LOSS) PROFIT FROM OPERATIONS

	2002 HK\$'000	2001 HK\$'000
(Loss) profit from operations has been arrived at after charging:		
Staff costs		
– directors' emoluments (note 6)	1,678	3,932
– other staff costs	57,659	51,119
– other staff's retirement benefits scheme contributions, net of forfeited contribution of nil (2001: HK\$748,000)	<u>4,057</u>	<u>2,653</u>
	63,394	57,704
Auditors' remuneration		
– current year	1,144	1,086
– underprovision in a prior year	349	–
Depreciation and amortisation of property, plant and equipment	67,541	51,043
Loss on disposal of property, plant and equipment	2,449	1,403
Operating lease rentals in respect of land and buildings	3,486	3,705
and after crediting:		
Property rental income, net of outgoing of HK\$6,392,000 (2001: HK\$5,738,000)	57,272	45,382
Release of negative goodwill to other operating income	<u>879</u>	<u>233</u>

Notes to the Financial Statements

For the year ended 31st December, 2002

6. DIRECTORS' EMOLUMENTS

	2002 HK\$'000	2001 HK\$'000
Directors' fees:		
Executive	80	80
Independent non-executive	110	110
	<hr/> 190	<hr/> 190
Other emoluments of executive directors:		
Salaries and other benefits	1,394	3,538
Retirement benefits scheme contributions	94	204
	<hr/> 1,488	<hr/> 3,742
Total directors' emoluments	<hr/> 1,678	<hr/> 3,932

The emoluments of the directors were within the following bands:

	2002 Number of directors	2001 Number of directors
Nil to HK\$1,000,000	7	8
HK\$1,000,001 to HK\$1,500,000	1	1
HK\$1,500,001 to HK\$2,000,000	<hr/> —	<hr/> 1

7. EMPLOYEES' EMOLUMENTS

The aggregate emoluments of the five highest paid individuals included one (2001: three) executive director(s) of the Company, whose emoluments are included in note 6 above. The aggregate emoluments of the remaining four (2001: two) highest paid individuals are as follows:

	2002 HK\$'000	2001 HK\$'000
Salaries and other benefits	3,364	1,957
Retirement benefits scheme contributions	105	86
	<hr/> 3,469	<hr/> 2,043

Notes to the Financial Statements

For the year ended 31st December, 2002

7. EMPLOYEES' EMOLUMENTS (Continued)

The emoluments of the remaining four (2001: two) highest paid individuals were within the following bands:

	2002 Number of employees	2001 Number of employees
Nil to HK\$1,000,000	3	1
HK\$1,000,001 to HK\$1,500,000	<u>1</u>	<u>1</u>

During the year, no emoluments were paid by the Group to the five highest paid individuals, including directors and employees, as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the year.

8. FINANCE COSTS

	2002 HK\$'000	2001 HK\$'000
Interest on bank borrowings:		
– wholly repayable within five years	15,233	18,123
– repayable after five year	<u>3,657</u>	–
	<u>18,890</u>	<u>18,123</u>

9. LOSS ON DISPOSAL OF AN ASSOCIATE

This represents the loss on disposal of the Group's entire 40.37% equity interest in a listed associated company, Poly Investments Holdings Limited ("Poly"), for a total consideration of approximately HK\$293,095,000 after the realisation of goodwill of HK\$118,195,000 and other reserves of HK\$3,835,000 previously dealt with in the Group's reserves at the time of acquisition.

Notes to the Financial Statements

For the year ended 31st December, 2002

10. TAXATION

	2002 HK\$'000	2001 HK\$'000
The charge comprises:		
Hong Kong Profits Tax calculated at 16% of the estimated assessable profit for the year	3	3
PRC income tax	<u>5,292</u>	<u>1,809</u>
	5,295	1,812
Share of taxation of an associate	<u>387</u>	<u>107</u>
	5,682	1,919

PRC income tax is calculated in accordance with the relevant laws and regulations in the PRC.

Details of unrecognised deferred taxation are set out in note 36.

11. BASIC LOSS PER SHARE

The calculation of the basic loss per share is based on the loss for the year of HK\$128,994,000 (2001: HK\$14,825,000) and on the weighted average number of 809,685,704 shares (2001: 815,632,916 shares) in issue during the year.

No diluted loss per share has been presented because the exercise of the Company's outstanding share options would reduce the loss per share for the year.

12. INVESTMENT PROPERTIES

	HK\$'000
THE GROUP	
VALUATION	
At 1st January, 2002	775,200
Deficit arising on revaluation	<u>(46,226)</u>
At 31st December, 2002	728,974

Notes to the Financial Statements

For the year ended 31st December, 2002

12. INVESTMENT PROPERTIES (Continued)

The investment properties of the Group were revalued at 31st December, 2002 on an open market value existing use basis by AA Property Services Limited, an independent firm of professional property valuers. The deficit arising on revaluation has been charged to the consolidated income statement.

The carrying value of investment properties comprises:

	The Group	
	2002	2001
	HK\$'000	HK\$'000
Properties held under		
– long leases in Hong Kong	40,000	42,000
– long-term land use rights in the PRC (Note)	312,000	312,000
– medium-term land use rights in the PRC	376,974	421,200
	<hr/>	<hr/>
	728,974	775,200
	<hr/>	<hr/>

Note: The hotel properties and certain investment properties and other buildings with an aggregate net book value of approximately HK\$970.8 million (2001: HK\$981.7 million) comprise the Poly Plaza held by the Group in the PRC. The land on which Poly Plaza is situated is state-owned and the Group has been granted the right to use the land for a term of 17 years expiring on 8th July, 2003 at no cost. Pursuant to a deed dated 11th June, 1997 entered into between the Group and China Poly Group, China Poly Group has guaranteed the successful application for the extension of the joint venture term of the Company's subsidiary, Poly Plaza Limited ("PPL"), and the land use right of Poly Plaza up to the year 2053 on the same terms and at the payment of all premium, charges and fees for such extension by China Poly Group. China Poly Group further undertakes that if the joint venture term or the land use right is not so extended, the Group will have a put option exercisable before 31st March, 2004 to require China Poly Group to purchase back PPL at its consideration on acquisition together with interest at 12% per annum for the entire period of investment, less distribution of profits already received, if any. In the opinion of the directors, the joint venture term and the land use right can be extended upon expiration.

13. HOTEL PROPERTIES

THE GROUP	<i>HK\$'000</i>
VALUATION	
At 1st January, 2002 and at 31st December, 2002	608,400
	<hr/>

The hotel properties of the Group were revalued at 31st December, 2002 on an open market value existing use basis by AA Property Services Limited, an independent firm of professional property valuers.

Notes to the Financial Statements

For the year ended 31st December, 2002

13. HOTEL PROPERTIES (Continued)

If the Group's hotel properties had not been revalued, they would have been included on a historical cost basis at carrying value of HK\$595.5 million (2001: HK\$595.5 million).

All the hotel properties are situated in the PRC and held under long-term land use rights (Note 12).

14. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Motor vessels HK\$'000	Plant and machinery HK\$'000	Construction in progress HK\$'000	Total HK\$'000
THE GROUP							
COST OR VALUATION							
At 1st January, 2002	344,603	90,798	7,098	579,294	353,593	14,453	1,389,839
Additions	979	2,853	2,272	–	14,588	37,097	57,789
Transfer	287	3,894	–	–	32,309	(36,490)	–
Disposals	(3,965)	(1,897)	(1,562)	(115,050)	(862)	–	(123,336)
Disposals on dilution of interest in a subsidiary to an associate	–	(795)	(56)	–	–	–	(851)
At 31st December, 2002	<u>341,904</u>	<u>94,853</u>	<u>7,752</u>	<u>464,244</u>	<u>399,628</u>	<u>15,060</u>	<u>1,323,441</u>
Comprising:							
At cost	198,372	94,853	7,752	464,244	399,628	15,060	1,179,909
At valuation -1995	27,893	–	–	–	–	–	27,893
-1997	115,639	–	–	–	–	–	115,639
	<u>341,904</u>	<u>94,853</u>	<u>7,752</u>	<u>464,244</u>	<u>399,628</u>	<u>15,060</u>	<u>1,323,441</u>
DEPRECIATION AND AMORTISATION AND IMPAIRMENT							
At 1st January, 2002	41,870	73,636	5,105	217,272	59,003	–	396,886
Provided for the year	16,968	4,462	723	20,401	24,987	–	67,541
Eliminated on disposals	(1,489)	(1,578)	(1,562)	(80,167)	(763)	–	(85,559)
Eliminated on dilution of interest in a subsidiary to an associate	–	(334)	(55)	–	–	–	(389)
At 31st December, 2002	<u>57,349</u>	<u>76,186</u>	<u>4,211</u>	<u>157,506</u>	<u>83,227</u>	<u>–</u>	<u>378,479</u>
NET BOOK VALUE							
At 31st December, 2002	<u>284,555</u>	<u>18,667</u>	<u>3,541</u>	<u>306,738</u>	<u>316,401</u>	<u>15,060</u>	<u>944,962</u>
At 31st December, 2001	<u>302,733</u>	<u>17,162</u>	<u>1,993</u>	<u>362,022</u>	<u>294,590</u>	<u>14,453</u>	<u>992,953</u>

Notes to the Financial Statements

For the year ended 31st December, 2002

14. PROPERTY, PLANT AND EQUIPMENT (*Continued*)

	The Group	
	2002	2001
	HK\$'000	HK\$'000
The net book value of land and buildings shown above comprises:		
Properties held under		
– long leases in Hong Kong	126,430	129,301
– medium-term land use rights in the PRC	107,756	112,138
– long-term land use rights in the PRC (Note 12)	50,369	61,294
	<hr/>	<hr/>
	284,555	302,733
	<hr/>	<hr/>

The Group's land and buildings stated at 1995 and 1997 valuation were valued at 31st March, 1995 and 31st March, 1997 by independent firm of professional property valuers, on an open market value basis before being transferred from investment properties. No further valuation has been carried out on these properties.

If land and buildings had not been revalued, they would have been included in these financial statements at historical cost less accumulated depreciation and amortisation at approximately HK\$278,404,000 (2001: HK\$296,525,000).

All motor vessels are held for use under operating leases.

At 31st December, 2001, the management of the Group had reviewed the carrying amount of a motor vessel. An impairment loss of HK\$22,643,000, representing the difference between the estimated selling price and the carrying amount of that motor vessel, had been identified and recognised in the consolidated income statement for the year ended 31st December, 2001. The motor vessel was disposed of during the year ended 31st December, 2002.

Notes to the Financial Statements

For the year ended 31st December, 2002

15. INTANGIBLE ASSETS

	HK\$'000
THE GROUP	
COST	
At 1st January, 2002	18,696
Disposals on dilution of interest in a subsidiary to an associate	<u>(12,543)</u>
At 31st December, 2002	<u>6,153</u>
AMORTISATION	
At 1st January, 2002	5,748
Amortisation for the year	4,967
Eliminated on disposals on dilution of interest in a subsidiary to an associate	<u>(4,961)</u>
At 31st December, 2002	<u>5,754</u>
NET BOOK VALUE	
At 31st December, 2002	<u>399</u>
At 31st December, 2001	<u>12,948</u>

Intangible assets represent the publishing rights acquired from independent third parties.

The amortisation period adopted for intangible assets ranges from twelve to eighteen months.

In the opinion of the directors, the intangible assets are worth at least their carrying amount.

16. INTEREST IN SUBSIDIARIES

	The Company	
	2002	2001
	HK\$'000	HK\$'000
Unlisted shares, at cost	160,056	10,056
Amounts due from subsidiaries less impairment loss recognised	2,130,816	<u>2,027,498</u>
	<u>2,290,872</u>	<u>2,037,554</u>

Notes to the Financial Statements

For the year ended 31st December, 2002

16. INTEREST IN SUBSIDIARIES (Continued)

Details of the Company's principal subsidiaries at 31st December, 2002 are set out in note 44.

The amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment. In the opinion of the directors, the amounts will not be repayable within twelve months from the balance sheet date and are therefore shown as non-current.

None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.

17. NEGATIVE GOODWILL

	HK\$'000
THE GROUP	
GROSS AMOUNT	
At 1st January, 2002 and at 31st December, 2002	<u>15,826</u>
RELEASED TO INCOME	
At 1st January, 2002	233
Released to other revenue in the year	<u>879</u>
At 31st December, 2002	<u>1,112</u>
CARRYING AMOUNT	
At 31st December, 2002	<u>14,714</u>
At 31st December, 2001	<u>15,593</u>

The negative goodwill is released to income on a straight-line basis over an average period of 18 years, the remaining term of the subsidiaries established in the PRC from date of acquisition.

Notes to the Financial Statements

For the year ended 31st December, 2002

18. INTEREST IN ASSOCIATES

	The Group		The Company	
	2002	2001	2002	2001
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Unlisted shares, at cost	–	–	77,060	77,060
Share of net assets of associates:				
Listed	–	226,825	–	–
Unlisted	234,889	86,371	–	–
Goodwill arising on acquisition of an associate (<i>Note</i>)	49,019	61,274	–	–
	283,908	374,470	77,060	77,060
Market value of listed shares at the balance sheet date	–	144,602	–	–

Note: Goodwill arising on acquisition of an associate

	The Group	
	2002	2001
	HK\$'000	HK\$'000
COST		
Balance at 1st January and at 31st December	61,274	61,274
AMORTISATION		
Provided for the year and balance at 31st December	12,255	–
CARRYING AMOUNT		
At 31st December	49,019	61,274

The goodwill arising on acquisition of an associate was amortised over a period of five years.

Notes to the Financial Statements

For the year ended 31st December, 2002

18. INTEREST IN ASSOCIATES (Continued)

Details of the Group's associates at 31st December, 2002 are as follows:

Name of associate	Place of incorporation	Attributable		Principal activities
		proportion of nominal value of issued capital held by the Company directly	indirectly	
Shanghai Puly Real Estate Development Co. Ltd. ("Shanghai Puly")	PRC	–	40%	Property holding
Skywin China Limited	British Virgin Islands	–	25%	Investment holding, development and supply of software for telecommunication systems
Winterthur Insurance (Asia) Limited ("Winterthur")	Hong Kong	48%	–	Insurance business
東方聯合音像發展有限公司 United East Audio & Video Co., Ltd.	PRC	–	31.7%	Manufacturing and wholeselling of compact disc, video compact disc and digital video disc

Notes to the Financial Statements

For the year ended 31st December, 2002

18. INTEREST IN ASSOCIATES (Continued)

The following details have been extracted from the unaudited management accounts of Shanghai Puly, the Group's major associate, and the audited financial statements of Poly, the Group's former major associate:

Results for the period/year:

	31.7.2002	
	(date of acquisition) to	1.1.2001
	31.12.2002	to 31.12.2001
	Shanghai Puly	Poly
	HK\$'000	HK\$'000
Turnover	10,779	312,340
Profit (loss) before tax and after minority interests	5,328	(25,805)
Profit (loss) before tax and after minority interests attributable to the Group	2,131	(10,417)

Financial position:

	At 31.12.2002	At 31.12.2001
	HK\$'000	HK\$'000
Non-current assets	467,290	423,141
Current assets	92,700	507,749
Current liabilities	(209,769)	(314,870)
Non-current liability	-	(11,139)
Minority interests	-	(43,015)
Net assets	350,221	561,866
Net assets attributable to the Group	140,088	226,825

Notes to the Financial Statements

For the year ended 31st December, 2002

19. INTEREST IN JOINTLY CONTROLLED ENTITIES

	The Group	
	2002 HK\$'000	2001 HK\$'000
Share of net assets of jointly controlled entities	-	7,175
Loans to jointly controlled entities	32,947	40,479
Less: allowance for loans to jointly controlled entities	(12,278)	-
	<hr/> 20,669	<hr/> 47,654

The loans to the jointly controlled entities are unsecured, interest-free and have no fixed repayment terms. In the opinion of the directors, the amounts will not be repayable within twelve months from the balance sheet date and are therefore shown as non-current.

Details of the Group's principal jointly controlled entity which was indirectly held by the Company at 31st December, 2002 are as follows:

Name of jointly controlled entity	Place of establishment	Attributable proportion of nominal value of registered capital	Principal activities
天津華盛房地產發展有限公司 Tianjin Winson Real Estate Development Company Limited ("Tianjin Winson")	PRC	25%	Property development in Tianjin, the PRC

Notes to the Financial Statements

For the year ended 31st December, 2002

20. INVESTMENTS IN SECURITIES

	Investment securities		Other investments		Total	
	2002	2001	2002	2001	2002	2001
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
THE GROUP						
Equity securities:						
Listed	86,701	86,468	34,042	78,634	120,743	165,102
Unlisted	—	—	45,935	13,335	45,935	13,335
	86,701	86,468	79,977	91,969	166,678	178,437
Total:						
Listed in						
Hong Kong	86,701	86,468	34,042	78,634	120,743	165,102
Unlisted	—	—	45,935	13,335	45,935	13,335
	86,701	86,468	79,977	91,969	166,678	178,437
Market value of listed securities	44,020	52,480	34,042	78,634	78,062	131,114
Carrying amount analysed for reporting purposes as:						
Current	—	—	79,042	91,034	79,042	91,034
Non-current	86,701	86,468	935	935	87,636	87,403
	86,701	86,468	79,977	91,969	166,678	178,437
THE COMPANY						
Current investments:						
Listed equity securities	—	—	20,563	26,786	20,563	26,786
Market value of listed securities	—	—	20,563	26,786	20,563	26,786

Notes to the Financial Statements

For the year ended 31st December, 2002

20. INVESTMENTS IN SECURITIES (Continued)

During the year, the directors of the Company reviewed the carrying amount of certain investment securities in light of current economic conditions with reference to the market value of these listed securities. An impairment loss of HK\$20,419,000 has been recognised and charged to the income statement.

21. INVENTORIES

	2002 HK\$'000	2001 HK\$'000
Raw materials	20,675	12,675
Work in progress	305	29
Finished goods	374	2,139
	<hr/> 21,354 <hr/>	<hr/> 14,843 <hr/>

All inventories were carried at cost.

22. TRADE AND OTHER RECEIVABLES

The Group has a policy of allowing credit periods ranging from 30 days to 90 days to its trade customers. The following is an aged analysis of trade receivables at the balance sheet date:

	The Group	
	2002 HK\$'000	2001 HK\$'000
0 to 30 days	28,904	23,452
31 to 90 days	16,542	11,990
More than 90 days	6,479	19,468
	<hr/> 51,925 <hr/>	<hr/> 54,910 <hr/>
Total trade receivables	100,000	–
Receivables on disposal of an associate	54,185	60,778
	<hr/> 206,110 <hr/>	<hr/> 115,688 <hr/>

The receivables on disposal of an associate is secured by 29.5% shareholding in Poly.

Notes to the Financial Statements

For the year ended 31st December, 2002

23. AMOUNTS DUE FROM ASSOCIATES

The amounts are unsecured, interest-free and have no fixed term of repayment.

24. TRADE AND OTHER PAYABLES

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

	The Group	
	2002	2001
	<i>HK\$'000</i>	<i>HK\$'000</i>
0 to 30 days	7,004	26,043
31 to 90 days	753	1,685
More than 90 days	6,099	21,273
 Total trade payables	 13,856	 49,001
Other payables	182,017	192,982
 	 195,873	 241,983

Notes to the Financial Statements

For the year ended 31st December, 2002

25. BANK BORROWINGS

	The Group		The Company	
	2002 HK\$'000	2001 HK\$'000	2002 HK\$'000	2001 HK\$'000
Bank loans				
– secured	371,434	323,765	70,000	–
– unsecured	130,248	29,014	–	–
	501,682	352,779	70,000	–
The maturity of the above loans is as follows:				
On demand or within one year	355,662	162,042	28,500	–
More than one year, but not exceeding two years	34,320	149,436	19,500	–
More than two years, but not exceeding five years	66,460	41,301	22,000	–
More than five years	45,240	–	–	–
	501,682	352,779	70,000	–
<i>Less: Amounts due within one year shown under current liabilities</i>	355,662	162,042	28,500	–
	146,020	190,737	41,500	–

The bank borrowings bear interest at prevailing market rates and repayable in accordance with the terms in the respective loan agreements.

Notes to the Financial Statements

For the year ended 31st December, 2002

26. SHARE CAPITAL

	Number of ordinary shares	Amount HK\$'000
Ordinary share of HK\$0.50 each		
Authorised:		
At 1st January, 2001, 31st December, 2001 and 31st December, 2002	<u>1,200,000,000</u>	<u>600,000</u>
Issued and fully paid:		
At 1st January, 2001	821,155,200	410,578
Shares repurchased and cancelled (<i>note i</i>)	<u>(10,372,000)</u>	<u>(5,186)</u>
At 31st December, 2001	810,783,200	405,392
Shares repurchased and cancelled (<i>note ii</i>)	<u>(3,261,000)</u>	<u>(1,631)</u>
At 31st December, 2002	<u>807,522,200</u>	<u>403,761</u>

During the year, the following changes in the share capital of the Company took place:

- (i) During the year ended 31st December, 2001, the Company repurchased certain of its own shares through the Stock Exchange as follows:

Month of repurchase	Number of ordinary shares repurchased	Price per share			Aggregate consideration paid HK\$'000
		Highest HK\$	Lowest HK\$		
January 2001	1,435,000	1.18	1.04		1,608
March 2001	2,199,000	1.12	0.95		2,275
July 2001	3,688,000	1.02	0.89		3,413
August 2001	498,000	0.92	0.90		454
September 2001	316,000	0.73	0.71		228
October 2001	<u>2,236,000</u>	<u>0.93</u>	<u>0.70</u>		<u>1,918</u>
	<u>10,372,000</u>				<u>9,896</u>

The repurchased shares were subsequently cancelled upon repurchase and accordingly, the issued share capital of the Company was diminished by the nominal value thereof. The premium payable on repurchase was charged against the accumulated profits.

Notes to the Financial Statements

For the year ended 31st December, 2002

26. SHARE CAPITAL (Continued)

- (ii) During the year ended 31st December, 2002, the Company repurchased certain of its own shares through the Stock Exchange as follows:

Month of repurchase	Number of ordinary shares repurchased	Price per share		Aggregate consideration paid HK\$'000
		Highest HK\$	Lowest HK\$	
February 2002	144,000	0.800	0.750	113
July 2002	858,000	0.690	0.650	570
August 2002	411,000	0.680	0.600	263
September 2002	348,000	0.510	0.440	162
October 2002	1,500,000	0.445	0.440	660
		<u>3,261,000</u>		<u>1,768</u>

The repurchased shares were subsequently cancelled upon repurchase and accordingly, the issued share capital of the Company was diminished by the nominal value thereof. The premium payable on repurchase was charged against the accumulated profits.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during each of two years ended 31st December, 2002.

27. SHARE OPTIONS

The Company's share option scheme (the "CMIC Scheme") was adopted on 16th June, 1993 for the primary purpose of providing incentives to directors and eligible employees and will expire on 15th June, 2003. Under the CMIC scheme, the Company may grant options to the directors and the employees of the Company or its subsidiaries to subscribe for shares in the Company for a consideration of HK\$1 for each lot of share options granted. Options proposed to be granted should be accepted within 30 days from the date of offer. The granted options are exercisable during the period commencing on the date one year after the date of grant and expiring on the date four years after the date of grant or such other date as may be determined by the board of directors, which shall not be more than ten years after the date of grant. The maximum number of shares in respect of which options may be granted shall not exceed 10% of the issued share capital of the Company from time to time excluding the aggregate number of shares already allotted and issued pursuant to the CMIC Scheme.

Notes to the Financial Statements

For the year ended 31st December, 2002

27. SHARE OPTIONS (Continued)

The exercise price is determined by the directors of the Company, and shall not be less than the higher of the nominal value of the Company's shares on the date of grant, and 80% of the average closing price of the shares for the five business days immediately preceding the date of offer.

The total number of shares in respect of which may be granted to an eligible employee under the CMIC Scheme is not permitted to exceed 25% of the aggregate number of share options granted by the Company at any point in time.

At 31st December, 2002, the outstanding number of shares in respect of which options had been granted under the CMIC Scheme was 74,340,000 (2001: 74,405,000), representing 9.2% (2001: 9.2%) of the shares of the Company in issue at that date.

The following table discloses the total entitlements of the Company's directors and employees under the CMIC's share options scheme:

Year ended 31st December, 2002	Date of grant	Exercise price per share HK\$	Outstanding at 1.1.2002	Lapsed during the year	Outstanding at 31.12.2002
Category 1: Directors					
Wang Jun	3.9.1997	5.175	6,000,000	–	6,000,000
	5.6.1998	1.370	4,500,000	–	4,500,000
	30.11.2000	0.740	5,000,000	–	5,000,000
He Ping	3.9.1997	5.175	6,000,000	–	6,000,000
	5.6.1998	1.370	4,500,000	–	4,500,000
	30.11.2000	0.740	5,000,000	–	5,000,000
Li Shi Liang	30.11.2000	0.740	5,000,000	–	5,000,000
Xie Da Tong	3.9.1997	5.175	4,800,000	–	4,800,000
	5.6.1998	1.370	3,000,000	–	3,000,000
	30.11.2000	0.740	4,000,000	–	4,000,000
			47,800,000	–	47,800,000
Category 2: Employees	3.9.1997	5.175	14,400,000	–	14,400,000
	5.6.1998	1.370	5,000,000	–	5,000,000
	30.11.2000	0.740	7,205,000	(65,000)	7,140,000
			26,605,000	(65,000)	26,540,000
Total all categories			74,405,000	(65,000)	74,340,000

Notes to the Financial Statements

For the year ended 31st December, 2002

27. SHARE OPTIONS (Continued)

Year ended 31st December, 2001	Date of grant	Exercise price per share	Outstanding at 1.1.2001 HK\$	Lapsed during the year	Reclassifi- cation	Outstanding at 31.12.2001
Category 1: Directors						
Wang Jun	3.9.1997	5.175	6,000,000	–	–	6,000,000
	5.6.1998	1.370	4,500,000	–	–	4,500,000
	30.11.2000	0.740	5,000,000	–	–	5,000,000
He Ping	3.9.1997	5.175	6,000,000	–	–	6,000,000
	5.6.1998	1.370	4,500,000	–	–	4,500,000
	30.11.2000	0.740	5,000,000	–	–	5,000,000
Li Shi Liang	30.11.2000	0.740	5,000,000	–	–	5,000,000
Xie Da Tong	3.9.1997	5.175	4,800,000	–	–	4,800,000
	5.6.1998	1.370	3,000,000	–	–	3,000,000
	30.11.2000	0.740	4,000,000	–	–	4,000,000
			<u>47,800,000</u>	<u>–</u>	<u>–</u>	<u>47,800,000</u>
Category 2: Former director						
Ji Jun (Note)	3.9.1997	5.175	3,600,000	–	(3,600,000)	–
	5.6.1998	1.370	2,000,000	–	(2,000,000)	–
	30.11.2000	0.740	3,000,000	–	(3,000,000)	–
			<u>8,600,000</u>	<u>–</u>	<u>(8,600,000)</u>	<u>–</u>
Category 3: Employees	3.9.1997	5.175	11,760,000	(960,000)	3,600,000	14,400,000
	5.6.1998	1.370	3,000,000	–	2,000,000	5,000,000
	30.11.2000	0.740	4,935,000	(730,000)	3,000,000	7,205,000
			<u>19,695,000</u>	<u>(1,690,000)</u>	<u>8,600,000</u>	<u>26,605,000</u>
Total all categories			<u>76,095,000</u>	<u>(1,690,000)</u>	<u>–</u>	<u>74,405,000</u>

Note: Mr. Ji Jun resigned as a director of the Company with effect from 31st May, 2001 but he remains as a director of certain subsidiaries of the Company.

No share options were granted or exercised during each of the two years ended 31st December, 2002.

Notes to the Financial Statements

For the year ended 31st December, 2002

28. RESERVES

	Share premium HK\$'000	Capital redemption reserve HK\$'000	Accumu- lated profits HK\$'000	Total HK\$'000
THE COMPANY				
At 1st January, 2001	1,458,243	9,089	94,766	1,562,098
Shares repurchased and cancelled:				
– Premium on shares repurchased	–	–	(4,710)	(4,710)
– Transfer	–	5,186	(5,186)	–
Profit for the year	–	–	16,455	16,455
At 31st December, 2001 and at 1st January, 2002	1,458,243	14,275	101,325	1,573,843
Shares repurchased and cancelled:				
– Premium on shares repurchased	–	–	(137)	(137)
– Transfer	–	1,631	(1,631)	–
Profit for the year	–	–	14,608	14,608
At 31st December, 2002	<u>1,458,243</u>	<u>15,906</u>	<u>114,165</u>	<u>1,588,314</u>

The Company's reserves available for distribution to shareholders as at 31st December, 2002 represents its accumulated profits of approximately HK\$114.2 million (2001: HK\$101.3 million).

29. OTHER BORROWINGS

The amount is secured by 41.666% of the Company's interest in Winterthur, bears interest at 6% simple rate per annum and is repayable on 21st November, 2010.

30. AMOUNTS DUE TO SUBSIDIARIES

The amounts due to subsidiaries are unsecured, interest-free and have no fixed repayment terms. In the opinion of the directors, the amounts are unlikely to be repayable within twelve months from the balance sheet date and are therefore shown as non-current.

31. LOAN FROM A FELLOW SUBSIDIARY

The loan is unsecured, interest-free and repayable upon expiration of the joint venture term of PPL (Note 12). In the opinion of the directors, the joint venture term and the land use right can be extended upon expiration, the amount is therefore shown as non-current.

Notes to the Financial Statements

For the year ended 31st December, 2002

32. DEFERRED LICENCING INCOME

	The Group	
	2002 HK\$'000	2001 HK\$'000
Unamortised deferred licensing income brought forward	89,720	104,673
Less: Licence income recognised during the year	(14,954)	(14,953)
	<hr/>	<hr/>
Unamortised deferred licensing income carried forward	74,766	89,720
	<hr/>	<hr/>

The licencing income was received from China Poly Group, pursuant to an agreement whereby China Poly Group paid an amount of RMB160 million to the Group in January 1998 for the exclusive right to manage the Group's property interest in Poly Plaza, Beijing, the PRC for a period of 10 years.

33. PURCHASE OF SUBSIDIARIES

	2002 HK\$'000	2001 HK\$'000
Net assets acquired:		
Property, plant and equipment	–	321,811
Interest in an associate	188,605	–
Inventories	–	6,376
Trade and other receivables	–	95,815
Pledged bank deposits	–	2,741
Bank and cash balances	–	8,203
Trade and other payables	–	(97,362)
Taxation	–	(1,225)
Bank borrowings	–	(142,402)
Minority interests	–	(92,576)
Loans to jointly controlled entities	–	(39,425)
	<hr/>	<hr/>
Net assets	188,605	61,956
Deemed capital contribution	(38,605)	–
Negative goodwill	–	(15,826)
	<hr/>	<hr/>
	150,000	46,130
	<hr/>	<hr/>

Satisfied by:

Cash consideration paid	150,000	17,160
Share of net assets of jointly controlled entities	–	13,058
Short-term loans receivable	–	15,912
	<hr/>	<hr/>
	150,000	46,130
	<hr/>	<hr/>

Notes to the Financial Statements

For the year ended 31st December, 2002

33. PURCHASE OF SUBSIDIARIES (Continued)

	2002 HK\$'000	2001 HK\$'000
Analysis of net outflow of cash and cash equivalents in connection with the purchase of subsidiaries:		
Total cash consideration paid (including legal and professional charges)	150,000	17,160
Bank balances and cash acquired	—	(8,203)
 Net outflow of cash and cash equivalents in connection with the purchase of subsidiaries		
	150,000	8,957

During the year ended 31st December, 2002, no significant turnover and results were contributed by the subsidiary acquired for the period between the date of acquisition and the balance sheet date.

During the year ended 31st December, 2001, the subsidiaries acquired contributed approximately HK\$36.6 million to the Group's turnover and approximately HK\$6.5 million to the Group's profit from operations.

Notes to the Financial Statements

For the year ended 31st December, 2002

34. GAIN ON DILUTION OF INTEREST IN A SUBSIDIARY TO AN ASSOCIATE

	2002 HK\$'000	2001 HK\$'000
Net assets deconsolidated:		
Property, plant and equipment	462	–
Intangible assets	7,582	–
Inventories	4,713	–
Trade and other receivables	6,684	–
Bank overdraft	(6,087)	–
Trade and other payables	(12,576)	–
Minority interests	<u>(195)</u>	<u>–</u>
Net assets	583	–
Gain on dilution	<u>4,552</u>	<u>–</u>
	<u><u>5,135</u></u>	<u><u>–</u></u>
Satisfied by:		
Share of net assets of an associate	<u><u>5,135</u></u>	<u><u>–</u></u>
Net inflow of cash and cash equivalents in connection with dilution of interest in a subsidiary to an associate:		
Bank overdraft disposed of	<u><u>6,087</u></u>	<u><u>–</u></u>

During the year, the above company contributed HK\$436,000 (2001: HK\$14,469,000) to the Group's turnover and loss of HK\$1,639,000 (2001: HK\$1,628,000) to the Group's loss from operation.

35. MAJOR NON-CASH TRANSACTION

During the year ended 31st December, 2001, the Group capitalised a short-term loan of approximately HK\$15.9 million to a jointly controlled entity as investment cost in that entity.

Notes to the Financial Statements

For the year ended 31st December, 2002

36. UNRECOGNISED DEFERRED TAXATION

At 31st December, 2002, the Group other than its subsidiaries in the PRC had an unrecognised deferred tax asset of approximately HK\$7 million (2001: HK\$7.6 million) which represents the tax effect of timing differences arising as a result of tax losses available to set off against future assessable profits. The unprovided deferred tax charge for the year amounted to approximately HK\$0.6 million (2001: HK\$0.1 million).

In addition, at 31st December, 2002, the Group's PRC subsidiary had an unrecognised deferred tax asset of approximately HK\$27.8 million (2001: HK\$23.2 million), representing the maximum benefit from unutilised tax losses which can be carried forward up to five years from the year in which the loss was originated to offset future taxable profits. The unprovided deferred tax credit for the year amounted to approximately HK\$4.6 million (2001: HK\$15.7 million).

These deferred tax assets have not been recognised in the financial statements as it is not certain that the benefit will be realised in the foreseeable future.

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

The Company had no significant unprovided deferred taxation for the year or at the balance sheet date.

37. OPERATING LEASE ARRANGEMENTS

The Group as lessee:

	2002 HK\$'000	2001 HK\$'000
Operating lease rentals in respect of:		
– land and buildings	3,486	3,705
– satellite television channel	6,240	3,484
	<hr/>	<hr/>

Notes to the Financial Statements

For the year ended 31st December, 2002

37. OPERATING LEASE ARRANGEMENTS (Continued)

At the balance sheet date, the Group had outstanding commitments under non-cancellable operating leases, which fall due as follows:

	Satellite television channel	Office and factory premises	
	2002 HK\$'000	2001 HK\$'000	2002 HK\$'000
Within one year	6,240	6,240	3,556
In the second to fifth year inclusive	24,960	24,960	11,266
Over five years	31,200	37,440	23,454
	<hr/> 62,400	<hr/> 68,640	<hr/> 38,276
	<hr/>	<hr/>	<hr/> 44,390

Leases are negotiated for a term of fifteen years and rentals are fixed for an average of two years.

The Group as lessor:

Property rental income earned during the year was approximately HK\$57.3 million (2001: HK\$45.4 million). Significant leases are negotiated for a lease term of 1 to 10 years.

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

	2002 HK\$'000	2001 HK\$'000
Within one year	35,912	32,284
In the second to fifth year inclusive	27,209	29,491
Over five years	16,655	1,033
	<hr/> 79,776	<hr/> 62,808

Notes to the Financial Statements

For the year ended 31st December, 2002

38. CAPITAL COMMITMENTS

	2002 HK\$'000	2001 HK\$'000
THE GROUP		
Capital expenditure contracted for but not provided in the financial statements in respect of		
– acquisition of property, plant and equipment	6,890	35,268
– acquisition of interests in unlisted companies <i>(Note (i) and (ii))</i>	338,000	2,400
	344,890	37,668
Capital expenditure authorised but not contracted for in respect of:		
– acquisition of leasehold land	7,883	–
– acquisition of property, plant and equipment	27,791	–
– renovation works of hotel properties	56,075	–
	91,749	–

Notes:

- (i) In August 2002, the Group entered into an agreement ("Agreement") to subscribe for 49% equity interest in Tong Sun Limited ("Tong Sun"), a company incorporated in West Samoa, for a consideration of HK\$160 million. Pursuant to the Agreement, a procurement fee of HK\$50 million also has to be paid to the existing shareholder of Tong Sun upon completion of the Agreement. Tong Sun holds 66% of the registered capital of a sino-foreign cooperative joint venture established in Beijing, the PRC which holds a land use right in the PRC. At the date of approval of these financial statements by the directors, the Agreement is not yet completed.
- (ii) In November 2002, the Group entered into agreements to acquire 49% of the registered capital of each of Peixian Mine-Site Environment Cogen-power Co., Ltd. ("Peixian Mine-Site") and Dongtai Suzhong Environment Protection Cogeneration Company Limited ("Dongtai Suzhong") for an aggregate consideration of HK\$128 million. These transactions constituted connected transactions of the Company under the Listing Rules and were completed in January 2003. Further details are set out in note 43(a).

Notes to the Financial Statements

For the year ended 31st December, 2002

39. CONTINGENT LIABILITIES

At 31st December, 2002, the Company had given guarantees of approximately HK\$194 million (2001: HK\$120 million) to certain banks in respect of banking facilities granted to certain subsidiaries of the Company.

In addition, at 31st December, 2002, the Group had given a guarantee of approximately HK\$14.3 million (2001: HK\$14.3 million) to a bank in respect of credit facilities granted to prospective purchasers of properties developed by a jointly controlled entity of the Group.

40. PLEDGE OF ASSETS

At the balance sheet date, the net book value of the Group's assets which were pledged to secure credit facilities granted to the Group are as follow:

	The Group	
	2002	2001
	HK\$'000	HK\$'000
Hotel properties	608,400	608,400
Investment properties	352,000	312,000
Motor vessels	306,738	341,280
Other plant and equipment	232,509	230,333
Land and buildings	182,592	44,812
Bank deposit	86,620	28,580
	<hr/>	<hr/>
	1,768,859	1,565,405
	<hr/>	<hr/>

At the balance sheet date, shares in certain subsidiaries and an associate were also pledged to secure credit facilities granted to the Group.

41. RETIREMENT BENEFITS SCHEMES

The Company has a defined contribution retirement benefits scheme for its qualified employees. The assets of the scheme are held separately in a fund which is under the control of an independent trustee. The retirement benefits scheme contributions charged to the income statement represent the contributions payable by the Company to the fund at rates specified in the rules of the scheme. When there are employees who leave the scheme prior to becoming fully vested in the contributions, the amount of the forfeited contributions will be used to reduce future contributions payable by the Company.

Notes to the Financial Statements

For the year ended 31st December, 2002

41. RETIREMENT BENEFITS SCHEMES (Continued)

The Group also participates in a Mandatory Provident Fund scheme ("MPF Scheme") for its qualified employees in Hong Kong. The MPF scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. The only obligation of the Group with respect of MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

The retirement benefit scheme contributions arising from the MPF Scheme charged to the income statement represent contributions payable to the funds by the Group at rates specified in the rules of the schemes.

The employees in the subsidiaries in the PRC are members of state-managed retirement benefits schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

At the balance sheet date, there was no significant forfeited contributions, which arose upon employees leaving the retirement benefits scheme, available to reduce the contribution payable in the future years.

Notes to the Financial Statements

For the year ended 31st December, 2002

42. CONNECTED AND RELATED PARTY TRANSACTIONS AND BALANCES

During the year, the Group had significant transactions and balances with related companies, some of which are also deemed to be connected persons pursuant to the Rules Governing the Listing of Securities on the Stock Exchange. The significant transactions with these companies during the year, and significant balances with them at the balance sheet date, are as follows:

(I) Connected Persons

(A) Transactions and balances with China Poly Group

	The Group	
	2002 HK\$'000	2001 HK\$'000
Transactions:		
Property rental income (note i)	26,401	22,160
Manager remuneration paid (note ii)	13,968	11,093
Property leasing commission and management fees paid (note iii)	2,334	884
Acquisition of a subsidiary (note iv)	150,000	—
	<hr/>	<hr/>
	2002 HK\$'000	2001 HK\$'000
Balances:		
Trade and other receivables (note v)	10,490	11,345
Trade and other payables (note vi)	30,231	29,683
Long term loan payable (note vi)	168,224	168,224
	<hr/>	<hr/>

Notes:

- (i) Of this rental income, an amount of HK\$5,161,000 (2001: HK\$22,160,000) is related to tenancy agreement which were previously approved by independent shareholders of the Company, in extraordinary general meetings; and an amount of HK\$21,240,000 (2001: HK\$Nil) is related to tenancy agreements which were disclosed in the Company's press announcements in 2002.

The rentals were charged in accordance with the relevant tenancy agreements and the prevailing rent is equivalent or approximated to the market rentals as certified by an independent firm of professional property valuers at the time of these agreements were entered into.

Notes to the Financial Statements

For the year ended 31st December, 2002

42. CONNECTED AND RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

(I) Connected Persons (Continued)

(A) Transactions and balances with China Poly Group (Continued)

Notes: (Continued)

- (ii) The manager remuneration was calculated as a percentage of the gross profit before tax of a subsidiary of the Company managed by China Poly Group.
- (iii) The property leasing commission and management fees were calculated with reference to the rental income of certain of the Group's properties managed by China Poly Group.
- (iv) On 22nd May, 2002, the Company entered into an agreement with China Poly Group to acquire the entire equity interest in Johnsbury Limited ("Johnsbury") at a consideration of HK\$150 million. Johnsbury is an investment holding company which holds 40% equity interest in Shanghai Puly. Further details of the transaction are set out in a circular of the Company dated 13th June, 2002. The acquisition was approved by shareholders in an extraordinary meeting held on 4th July, 2002 and was completed in July 2002.
- (v) The balances are unsecured, interest-free and repayable on demand.
- (vi) Details of the terms are set out in note 31.

In addition, on 26th January, 2000, the Group and China Poly Group entered into an agreement (the "2000 Supplemental Agreement") supplemental to the management agreement dated 11th June, 1997 (the "Management Agreement") between the same parties. Pursuant to the Supplemental Agreement, the profit guarantee for the operation of Poly Plaza provided by China Poly Group under the Management Agreement would be suspended for the two years ended 31st December, 2001, but would be extended to cover the two years following its expiry on 31st December, 2007 such that it will end on 31st December, 2009, based on the mechanism provided in the Management Agreement. The 2000 Supplemental Agreement was approved by shareholders in an extraordinary general meeting on 17th March, 2000.

Notes to the Financial Statements

For the year ended 31st December, 2002

42. CONNECTED AND RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

(I) Connected Persons (Continued)

(A) Transactions and balances with China Poly Group (Continued)

Furthermore, on 31st December, 2002, the Group and China Poly Group entered into an agreement (the "2002 Supplemental Agreement") supplemental to the Management Agreement and the 2000 Supplemental Agreement (hereafter collectively "Agreements") between the same parties. Pursuant to the 2002 Supplemental Agreement, the profit guarantee for the operation of Poly Plaza provided by China Poly Group under the Agreements will be suspended for the year ending 31st December, 2003, but will be extended to cover the next year following its expiry on 31st December, 2009 such that it will end on 31st December, 2010 based on the mechanism provided in the Agreements. The 2002 Supplement Agreement was approved by shareholders in an extraordinary general meeting on 30th December, 2002.

(B) Proportional financing to a jointly controlled entity

Since May 1997, the Group has given a guarantee of approximately HK\$14.3 million to a bank in respect of credit facilities granted to prospective purchasers of properties developed by a jointly controlled entity of the Group, Tianjin Winson, in proportion to the Group's equity interest in Tianjin Winson. The Group has also made unsecured, interest-free advances to Tianjin Winson in proportion to its equity interest in Tianjin Winson. The balance of advances (before provision) at 31st December, 2002 amounted to approximately HK\$33 million (2001: HK\$40.5 million). During the year ended 31st December, 2001, all the shareholders of Tianjin Winson agreed to waive their interest receivable from Tianjin Winson. The amount waived by the Group was approximately HK\$43.1 million. China Poly Group also has a 20% indirect beneficial interest in Tianjin Winson other than that held by the Group.

Notes to the Financial Statements

For the year ended 31st December, 2002

42. CONNECTED AND RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

(I) Connected Persons (Continued)

(C) Transactions and balances with minority shareholders of non-wholly owned subsidiaries

Connected persons	Nature of transactions/ balances	The Group	
		2002 HK\$'000	2001 HK\$'000
(a) Shengzhou City and its affiliates (note i)	Non-trade receivables by the Group (note iii)	9,943	-
(b) Suzhou Power and its affiliates (note ii)	Payables by the Group (note iv)	<u>(40,497)</u>	<u>(22,884)</u>

Notes:

- (i) Shengzhou City Thermal Power Corporation ("Shengzhou City") is a 48% shareholder of Shengzhou Xinzonggang Thermal Power Co., Ltd. ("Shengzhou Xinzonggang"), one of the Company's non-wholly owned subsidiaries.
- (ii) Suzhou Power Investment Company ("Suzhou Power") is a 49% shareholder of Taicang Xinhaikang Xiejin Thermal Power Co., Ltd. ("Taicang Xinhaikang"), one of the Company's non-wholly owned subsidiaries.
- (iii) The balance is unsecured, interest bearing at 5.31% per annum and repayable on demand. At 31st December, 2002, Shengzhou City and its affiliates had given guarantees amounting to approximately HK\$63.4 million to bankers in respect of credit facilities granted to Shengzhou Xinzonggang.
- (iv) The balance is unsecured, interest-free and has no fixed repayment terms.

(II) Related Parties, Other Than Connected Persons

Related parties	Nature of transactions	The Group	
		2002 HK\$'000	2001 HK\$'000
Former associate	Management fees received (note i)	7,500	12,000
Jointly controlled entities	Interest income received (note ii)	-	2,912

Notes to the Financial Statements

For the year ended 31st December, 2002

42. CONNECTED AND RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

(II) Related Parties, Other Than Connected Persons (Continued)

Notes:

- (i) The management fees were charged to the former associate with reference to the administration costs incurred by the Group.
- (ii) Interest income was calculated with reference to the principal outstanding and at market interest rates.
- (iii) Balances with the Group's jointly controlled entities are set out in note 19.

43. POST BALANCE SHEET EVENTS

The following events occurred subsequent to the balance sheet date:

- (a) On November 29, 2002, Well United Investment Limited, a wholly-owned subsidiary of the Company, entered into an agreement ("Peixian Agreement") with Suzhou Power and Golden Concord Power (Peixian) Ltd. ("GCP") to acquire 49% of the registered share capital of Peixian Mine-Site Environment Cogen-power Co., Ltd ("Peixian Power") for a consideration of HK\$77.4 million. Peixian Power is a sino-foreign equity joint venture established in the PRC engaging in operation of power plant.

Also on November 29, 2002, Master Chief Holdings Limited, another wholly-owned subsidiary of the Company, entered into an agreement ("Dongtai Agreement") with Suzhou Power and Golden Concord Power (Dongtai) Ltd. ("GCD") to acquire 49% of the registered share capital of Dongtai Suzhong Environment Protection Cogeneration Company Limited ("Dongtai Suzhong") for a consideration of HK\$50.6 million. Dongtai Suzhong is a sino-foreign joint venture established in the PRC engaging in the operation of power plant.

The acquisitions in respect of the Peixian Agreement and Dongtai Agreement were guaranteed by Golden Concord Holdings Limited ("GCH"), a company incorporated in Hong Kong and owned as to 80% by Mr. Zhu Gong Shan ("Mr. Zhu") and 20% by an independent third party. GCH holds 100% of the registered capital in each of GCP and GCD.

Notes to the Financial Statements

For the year ended 31st December, 2002

43. POST BALANCE SHEET EVENTS (Continued)

Mr. Zhu is a substantial shareholder of the vendors of Peixian Agreement and Dongtai Agreement, holding 98% of the registered capital of Suzhou Power and 80% of the registered capital of GCP and GCD through his 80% shareholdings in GCH, whilst Mr. Zhu is also a director and an ultimate substantial shareholder of Taicang Xinhaikang, a 51% owned subsidiary of the Company. Mr. Zhu and his associates including GCH, GCP, GCD and Suzhou Power are therefore connected persons of the Company and accordingly, the aforesaid transactions and guarantees are deemed to be connected transactions for the Company which require approval from the shareholders of the Company.

Further details of the above transactions are set out in a circular of the Company dated 23rd December, 2002.

Pursuant to the approval of aforesaid transactions from Ringo Trading Limited ("Ringo"), the Company's substantial shareholder and the waiver obtained from the Stock Exchange, the aforesaid transactions were completed in January 2003.

- (b) On 12th February, 2003, PPL, a 75% owned subsidiary of the Company, entered into agreements with China Poly in respect of the renewal of certain leases and adjustment of rental in Poly Plaza for the year ending 31st December, 2003.

Notes to the Financial Statements

For the year ended 31st December, 2002

44. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries, all of which are wholly-owned and held indirectly by the Company except otherwise indicated, at 31st December, 2002 are as follows:

Name of subsidiary	Place of incorporation/ establishment	Nominal value of issued and fully paid share capital/ registered capital	Principal activity
Bassington Investments Limited	Hong Kong	HK\$2	Property investment
Bontec Developments Ltd.	British Virgin Islands	US\$2	Investment holding
California Hero Property Limited	British Virgin Islands	US\$1	Investment holding
CMIC Finance Limited [#]	Hong Kong	HK\$2	Financial services
CMIC Management Services Limited [#]	Hong Kong	HK\$100	Management services
CMIC-NCHK Energy Holdings Limited	British Virgin Islands	US\$100	Investment holding
CMIC Trading Limited [#]	Hong Kong	HK\$2	General trading
Fainland Limited	Hong Kong	HK\$2	Property investment
First Great Investments Limited	Hong Kong	HK\$2	Investment holding
Geldy Limited	Hong Kong	HK\$10,000	Property holding
Gold Star Enterprises S.A.	Liberia	US\$10,000	Ship owning
Golden Mountain Limited	British Virgin Islands	US\$1	Investment holding
Grandful International Limited	Hong Kong	HK\$2	Investment holding
High Wealth International Limited	Hong Kong	HK\$2	Property investment

Notes to the Financial Statements

For the year ended 31st December, 2002

44. PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ establishment	Nominal value of issued and fully paid share capital/ registered capital	Principal activity
Honorlink Investments Limited	Hong Kong	HK\$2	Property investment
Johnsbury Limited	British Virgin Islands	US\$9,600,000	Investment holding
Overseas Mariner Investment Company Limited [#]	Bermuda	US\$12,000	Investment holding
Poly Plaza Limited ("PPL")*	PRC	US\$10,000,000	Investment, management and operation of a hotel complex
Polystar Digidisc Co., Ltd. ** ("Polystar")	PRC	RMB9,000,000	Manufacturing and wholesaling of compact discs, video compact discs and digital video discs
Prime Brilliant Limited	Hong Kong	HK\$2	Property investment
Propwood Limited	Hong Kong	HK\$2	Property investment
Regal Step Investments Limited	Hong Kong	HK\$2	Property investment
Richwood Corporation	Liberia	US\$10,000	Ship owning
Saneble Limited	Hong Kong	HK\$2	Property investment
Shengzhou Xinzhanggang Thermal Power Co., Ltd. ("Shengzhou")***	PRC	RMB123,000,000	Provision of electricity and gas
Silver Point Assets Limited [#]	British Virgin Islands	US\$1	Investment holding

Notes to the Financial Statements

For the year ended 31st December, 2002

44. PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ establishment	Nominal value of issued and fully paid share capital/ registered capital	Principal activity
Silver Spirit Enterprises Limited	British Virgin Islands	US\$1	Investment holding
Taicang Xinhaikang ****	PRC	RMB84,150,000	Provision of electricity and gas
Top Choice Profits Limited#	British Virgin Islands	US\$1	Investment holding
Topower Assets Limited#	British Virgin Islands	US\$1	Securities investment
Upperace Developments Ltd.#	British Virgin Islands	US\$1	Securities investment
Volgala International Ltd.	British Virgin Islands	US\$1	Securities investment

These subsidiaries are directly held by the Company.

* PPL is 75% indirectly held by the Company and is a sino-foreign joint venture company established in PRC for a term of 17 years commencing 9th July, 1986 (see note 12 for details in connection with the arrangement to extend the joint venture term).

** Polystar is 66% indirectly held by the Company and is a sino-foreign joint venture company established in PRC for a term of 20 years commencing 18th December, 2000.

*** Shengzhou is 52% indirectly held by the Company and is a sino-foreign joint venture company established in PRC for a term of 35 years commencing 17th October, 1997.

**** Taicang Xinhaikang is 51% indirectly held by the Company and is a sino-foreign joint venture company established in PRC for a term of 17 years commencing 17th March, 1999.

The above table only lists those subsidiaries of the Company 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.

All the above subsidiaries are principally operating in their place of incorporation/ establishment except otherwise stated.

Notes to the Financial Statements

For the year ended 31st December, 2002

45. BUSINESS AND GEOGRAPHICAL SEGMENTS

For the year ended 31st December, 2002

	Supply of electricity and gas HK\$'000	and management HK\$'000	Financial services HK\$'000	Hotel and restaurant operations HK\$'000	Manufacturing and media HK\$'000	Shipping HK\$'000	Eliminations HK\$'000	Total HK\$'000
By principal activity								
REVENUE								
External revenue	147,840	80,232	62,610	55,717	47,972	46,680	-	441,051
Inter-segment revenue*	-	6,310	53,738	-	4,914	-	(64,962)	-
Total revenue	<u>147,840</u>	<u>86,542</u>	<u>116,348</u>	<u>55,717</u>	<u>52,886</u>	<u>46,680</u>	<u>(64,962)</u>	<u>441,051</u>
CONTRIBUTION TO PROFIT (LOSS) FROM OPERATIONS								
	<u>22,941</u>	<u>(12,249)</u>	<u>(37,905)</u>	<u>12,085</u>	<u>13,670</u>	<u>1,938</u>	<u>-</u>	<u>480</u>
Central administrative expenses							<u>(22,716)</u>	
Loss from operations							<u>(22,236)</u>	
Finance costs							<u>(18,890)</u>	
Loss on disposal of an associate	-	-	-	-	-	<u>(43,164)</u>		<u>(43,164)</u>
Gain on dilution of interest in a subsidiary to an associate	-	-	-	-	<u>4,552</u>			<u>4,552</u>
Amortization of goodwill arising on acquisition of an associate	-	-	-	-	<u>(12,255)</u>			<u>(12,255)</u>
Share of profits (losses) of associates	-	2,132	1,470	-	<u>(2,896)</u>			<u>706</u>
Share of losses of jointly controlled entities	-	(7,175)	-	-	-	-		<u>(7,175)</u>
Allowance for loans to jointly controlled entities	-	(12,278)	-	-	-	-		<u>(12,278)</u>
Loss before taxation							<u>(110,740)</u>	
Taxation							<u>(5,682)</u>	
Loss before minority interests							<u>(116,422)</u>	

* Inter-segment revenue were charged at terms determined and agreed between group companies.

Notes to the Financial Statements

For the year ended 31st December, 2002

45. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

For the year ended 31st December, 2002 (Continued)

	Supply of electricity HK\$'000	and management HK\$'000	Property investment Financial services HK\$'000	Hotel and restaurant operations HK\$'000	Manufacturing and media HK\$'000	Shipping HK\$'000	Total HK\$'000
ASSETS AND LIABILITIES							
AT 31ST DECEMBER, 2002							
ASSETS							
Segment assets	528,768	1,169,713	349,362	676,703	131,681	308,731	3,164,958
Interest in associates	–	140,088	72,888	–	70,932	–	283,908
Interest in jointly controlled entities	–	20,669	–	–	–	–	20,669
	<u>528,768</u>	<u>1,330,470</u>	<u>422,250</u>	<u>676,703</u>	<u>202,613</u>	<u>308,731</u>	<u>3,469,535</u>
LIABILITIES							
Segment liabilities	(90,844)	(52,767)	(6,549)	(73,022)	(45,800)	(4,790)	(273,772)
Unallocated corporate liabilities	–	–	–	–	–	–	(702,881)
							<u>(976,653)</u>
OTHER INFORMATION							
Capital expenditure	35,348	4,102	–	–	18,339	–	57,789
Depreciation and amortisation	20,323	18,791	–	–	12,993	20,401	72,508
Deficit on revaluation of investment properties	–	46,226	–	–	–	–	46,226
Impairment loss on investments in securities	–	–	20,419	–	–	–	20,419
Unrealised holding loss on other investments	–	–	8,745	–	–	–	8,745

Notes to the Financial Statements

For the year ended 31st December, 2002

45. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

For the year ended 31st December, 2002 (Continued)

An analysis of the Group's turnover by geographical location of its customers is presented below:

	Hong Kong HK\$'000	Hong Kong HK\$'000	The PRC other than Hong Kong HK\$'000	Other parts of the world HK\$'000	Total HK\$'000	
REVENUE			75,153	319,218	46,680	441,051

The following is an analysis of the carrying amount of segment assets, and capital expenditure analysed by the geographical area in which the assets are located.

	Hong Kong HK\$'000	Hong Kong HK\$'000	The PRC other than Hong Kong HK\$'000	Other parts of the world HK\$'000	Total HK\$'000	
ASSETS						
Carrying amount of segment assets			727,024	2,129,203	308,731	3,164,958
Capital expenditure			1,369	56,420	-	57,789

Notes to the Financial Statements

For the year ended 31st December, 2002

45. BUSINESS AND GEOGRAPHICAL SEGMENTS (*Continued*)

For the year ended 31st December, 2001 (*Continued*)

	Supply of electricity and gas HK\$'000	Property investment and management HK\$'000	Financial services HK\$'000	Hotel and restaurant operations HK\$'000	Manufacturing and media HK\$'000	Shipping HK\$'000	Eliminations HK\$'000	Total HK\$'000
By principal activity								
REVENUE								
External revenue	36,619	75,736	48,737	51,689	58,510	70,685	-	341,976
Inter-segment revenue*	-	6,110	36,312	-	-	-	(42,422)	-
Total revenue	<u>36,619</u>	<u>81,846</u>	<u>85,049</u>	<u>51,689</u>	<u>58,510</u>	<u>70,685</u>	<u>(42,422)</u>	<u>341,976</u>
CONTRIBUTION TO PROFIT (LOSS) FROM OPERATIONS								
Central administrative expenses								(15,184)
Profit from operations								35,169
Finance costs								(18,123)
Share of losses of associates	-	-	(1,278)	-	(10,417)	-		(11,695)
Share of losses of jointly controlled entities	2,984	(9,183)	-	-	-	-		(6,199)
Loss before taxation								(848)
Taxation								(1,919)
Loss before minority interests								(2,767)

* Inter-segment revenue were charged at terms determined and agreed between group companies.

Notes to the Financial Statements

For the year ended 31st December, 2002

45. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

For the year ended 31st December, 2001 (Continued)

	Supply of electricity and gas HK\$'000	and management HK\$'000	Property investment HK\$'000	Financial services HK\$'000	Hotel and restaurant operations HK\$'000	Manufacturing and media HK\$'000	Shipping HK\$'000	Total HK\$'000
ASSETS AND LIABILITIES								
AT 31ST DECEMBER, 2001								
ASSETS								
Segment assets	411,254	945,303	426,976	669,149	114,578	365,272		2,932,532
Interest in associates	–	–	71,418	–	303,052	–		374,470
Interest in jointly controlled entities	–	47,654	–	–	–	–		47,654
	<u>411,254</u>	<u>992,957</u>	<u>498,394</u>	<u>669,149</u>	<u>417,630</u>	<u>365,272</u>		<u>3,354,656</u>
LIABILITIES								
Segment liabilities	(106,832)	(71,600)	(2,841)	(87,179)	(58,060)	(8,665)		(335,177)
Unallocated corporate liabilities								(553,844)
								<u>(889,021)</u>
OTHER INFORMATION								
Capital expenditure	365,124	1,479	–	2,174	20,698	–		389,475
Depreciation and amortisation	4,237	8,806	–	10,257	9,847	23,644		56,791
Unrealised holding loss on other investments	–	–	3,461	–	–	–		3,461
Impairment losses recognised in income statement	–	–	–	–	–	29,591		<u>29,591</u>

An analysis of the Group's turnover by geographical location of its customers is presented below:

	Hong Kong HK\$'000	The PRC other than Hong Kong HK\$'000	Other parts of the world HK\$'000	Total HK\$'000
REVENUE	<u>67,540</u>	<u>203,402</u>	<u>71,034</u>	<u>341,976</u>

Notes to the Financial Statements

For the year ended 31st December, 2002

45. BUSINESS AND GEOGRAPHICAL SEGMENTS (*Continued*)

For the year ended 31st December, 2001 (*Continued*)

The following is an analysis of the carrying amount of segment assets, and capital expenditure analysed by the geographical area in which the assets are located.

	Hong Kong HK\$'000	Hong Kong HK\$'000	The PRC other than Hong Kong HK\$'000	Other parts of the world HK\$'000	Total HK\$'000
ASSETS					
Carrying amount of segment assets			497,941	2,069,319	365,272
Capital expenditure			364	389,111	–
					389,475

Financial Summary

1.4.1998 to 31.3.1999 HK\$'000	1.4.1999 to 31.3.2000 HK\$'000	1.4.2000 to 31.12.2000 HK\$'000	1.1.2001 to 31.12.2001 HK\$'000	1.1.2002 to 31.12.2002 HK\$'000
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RESULTS

Turnover	<u>284,099</u>	<u>251,547</u>	<u>188,693</u>	<u>341,976</u>	<u>441,051</u>
Profit (loss) from operations	39,616	93,734	(15,972)	35,169	(22,236)
Finance costs	(41,080)	(32,366)	(15,541)	(18,123)	(18,890)
Loss on disposal of an associate	–	–	–	–	(43,164)
Gain on dilution of interest in a subsidiary to an associate	–	–	–	–	4,552
Amortisation of goodwill arising on acquisition of an associate	–	–	–	–	(12,255)
Share of profits (losses) of associates	(6,442)	3,438	(7,783)	(11,695)	706
Share of losses of jointly controlled entities	(9,766)	(15,581)	(8,163)	(6,199)	(7,175)
Allowance for loans to jointly controlled entities	–	–	–	–	(12,278)
Profit (loss) before taxation	(17,672)	49,225	(47,459)	(848)	(110,740)
Taxation	<u>(2,513)</u>	<u>(2,570)</u>	<u>(1,692)</u>	<u>(1,919)</u>	<u>(5,682)</u>
Profit (loss) before minority interests	(20,185)	46,655	(49,151)	(2,767)	(116,422)
Minority interests	<u>(8,193)</u>	<u>(8,856)</u>	<u>(3,497)</u>	<u>(12,058)</u>	<u>(12,572)</u>
Profit (loss) attributable to shareholders	<u>(28,378)</u>	<u>37,799</u>	<u>(52,648)</u>	<u>(14,825)</u>	<u>(128,994)</u>

31.3.1999 HK\$'000	31.3.2000 HK\$'000	31.12.2000 HK\$'000	31.12.2001 HK\$'000	31.12.2002 HK\$'000
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(As restated)

ASSETS AND LIABILITIES

Total assets	3,218,625	2,998,278	3,093,754	3,354,656	3,469,535
Total liabilities	(990,189)	(739,259)	(740,027)	(889,021)	(976,653)
Minority interests	<u>(120,621)</u>	<u>(128,509)</u>	<u>(130,892)</u>	<u>(250,961)</u>	<u>(256,463)</u>
Shareholders' funds	<u>2,107,815</u>	<u>2,130,510</u>	<u>2,222,835</u>	<u>2,214,674</u>	<u>2,236,419</u>

Note: The assets and liabilities as at 31st March, 2000 have been adjusted to reflect the prior period adjustment as a result of the change in accounting policy for the adoption of the Statement of Standard Accounting Practice 9 (Revised) *Events after the Balance Sheet Date*.

Summary of the Group's Fleet

At 31st December, 2002

Details of the Group's fleet in service, all of which are wholly-owned by the Group, at 31st December, 2002 are as follows:

Vessel	Type	Flag	Year built	Dead weight tonnage MT
Hai Ji	Bulk carrier	Hong Kong	1994	70,000
Hai Kang	Bulk carrier	Panama	1993	<u>70,000</u>
				<u>140,000</u>

Summary of Properties Held for Investment Purposes

At 31st December, 2002

Details of the Group's properties held for investment purposes at 31st December, 2002 are as follows:

Location	Term of lease	Type of use	Group's interest
<i>INVESTMENT PROPERTIES:</i>			
25th Floor Admiralty Centre Tower I 18 Harcourt Road Hong Kong 1,211/227,600th shares of and in Inland Lot No. 8423	Long lease	Commercial	100%
57 Houses and Apartments of Legend Garden Villas 89 Capital Airport Road, Beijing The People's Republic of China	Held under a land use right for a term expiring on 31st December, 2042	Residential	100%
14th, 15th, 17th and 18th Floors, South Tower, and the whole of 24th and 25th Floors, South Tower and North Tower, Shanghai Stock Exchange Building, Pudong Road South, Lujiazui, Pudong, Shanghai, The People's Republic of China	Held under a land use right for a term expiring on 14th November, 2043	Commercial	100%
<i>HOTEL PROPERTIES:</i>			
Poly Plaza, No. 14 Dongzhimen Nandajie, Dong Cheng District, Beijing, The People's Republic of China	Held under a land use right for a term expiring on 8th July, 2003*	Hotel operation and 75% commercial	75%

* Pursuant to a deed entered into between the Group and Ringo Trading Limited ("Ringo"), a substantial shareholder, Ringo had guaranteed the extension of the land use right of Poly Plaza up to the year 2053 on the same terms and at the payment of all premium, charges and fees for such extension by the minority shareholder of Poly Plaza Limited.