

# Notes to the Condensed Interim Accounts

## 1. Basis of Preparation and Accounting Policies

- (A) The unaudited condensed interim accounts are prepared in accordance with Hong Kong Statement of Standard Accounting Practice (SSAP) No. 25 "Interim Financial Reporting" issued by the Hong Kong Society of Accountants. The accounting policies used in the preparation of the unaudited condensed interim accounts are consistent with those set out in the 2001 Annual Report, with suitable amendments to reflect the adoption of SSAP 34 - Employee Benefits which become effective from 1 January 2002.
- (B) On 1 January 2002, the Group adopted SSAP 34 and classified its two retirement benefit schemes, which are established under trust with the assets held separately from those of the Group in trustee-administered funds, as defined benefit schemes.

Retirement benefit costs are assessed using the projected unit credit method. Under this method the cost of providing retirement benefits is charged to the profit and loss account so as to spread the regular cost over the service lives of employees in accordance with the advice of qualified actuaries who carry out annual valuations of the two plans. The retirement benefit obligation is measured at the present value of the estimated future cash outflows by reference to market yields on high quality corporate bonds which have a similar term as the related liabilities. Plan assets are measured at fair value. Actuarial gains and losses are recognised over the average remaining service lives of employees. This is a change in accounting policy as in previous years the cost of providing retirement benefits was charged to the profit and loss account to the extent of contributions paid to the funds.

The excess of plan assets over the present value of benefit obligations, if recognised, has to be restricted to the present value of economic benefits currently available to the Group, as required by SSAP 34. Since the amount of these economic benefits is not considered to be material to the Group's financial position, no such excess asset has been recognised. This change in accounting policy also has not impacted the prior year profit and loss account as contributions paid during 2001 were in line with the charge required under SSAP 34.

## 2. Turnover and Segment Information

An analysis of the Group's turnover, contribution to operating profit and profit before financing and taxation for the period by principal activities is as follows:

6 months ended 30 June	Turnover		Operating Profit/(Loss) (A)		Profit/(Loss) Before Financing and Taxation (B)	
	2002	2001	2002	2001	2002	2001
	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
Sales of electricity	11,692	11,062	3,118	2,425	3,901	3,152
Power projects outside Hong Kong	–	–	(91)	(99)	701	261
Telecom business	57	–	(68)	(74)	(68)	(74)
Other businesses	55	93	(10)	3	149	29
Unallocated Group expenses	–	–	(59)	(50)	(59)	(50)
	<b>11,804</b>	<b>11,155</b>	<b>2,890</b>	<b>2,205</b>	<b>4,624</b>	<b>3,318</b>

Other than in relation to sales of electricity, none of the segment assets exceeded 10% of the operating assets attributable to all business segments.

- (A) Operating Profit / (Loss) before taking into account the share of results of jointly controlled entities and associated company.
- (B) Profit / (Loss) Before Financing and Taxation after taking into account the share of results of jointly controlled entities and associated company.

## 2. Turnover and Segment Information (continued)

The Group operates, through its subsidiaries, jointly controlled entities and associate, in three major geographical regions – Hong Kong, the Chinese mainland and the Asia-Pacific region (other than the Chinese mainland). Information about the Group's operations by geographical regions is as follows:

<b>6 months ended 30 June 2002</b>	<b>Hong Kong HK\$M</b>	<b>Chinese Mainland HK\$M</b>	<b>Asia-Pacific Region HK\$M</b>	<b>Unallocated Items HK\$M</b>	<b>Total HK\$M</b>
Turnover	11,285	518	1	–	<b>11,804</b>
Segment results	3,014	(26)	(39)	(59)	<b>2,890</b>
Hok Un redevelopment profit	163	–	–	–	<b>163</b>
Share of profits less losses of other jointly controlled entities	764	537	186	–	<b>1,487</b>
Share of profit of associated company	–	–	84	–	<b>84</b>
Profit/(loss) before financing and taxation	<u>3,941</u>	<u>511</u>	<u>231</u>	<u>(59)</u>	<b>4,624</b>
Finance costs					<b>(88)</b>
Finance income					<b>11</b>
Taxation					<b>(662)</b>
Profit after taxation					<b>3,885</b>
Transfers under Scheme of Control					<b>(440)</b>
Earnings for the period					<b>3,445</b>
Amortisation of goodwill and cost of investment	2	22	10	–	<b>34</b>
<b>6 months ended 30 June 2001</b>	<b>Hong Kong HK\$M</b>	<b>Chinese Mainland HK\$M</b>	<b>Asia-Pacific Region HK\$M</b>	<b>Unallocated Items HK\$M</b>	<b>Total HK\$M</b>
Turnover	10,835	320	–	–	11,155
Segment results	2,339	(28)	(56)	(50)	2,205
Share of profits less losses of jointly controlled entities	744	436	(93)	–	1,087
Share of profit of associated company	–	–	26	–	26
Profit/(loss) before financing and taxation	<u>3,083</u>	<u>408</u>	<u>(123)</u>	<u>(50)</u>	3,318
Finance costs					(78)
Finance income					18
Taxation					(476)
Profit after taxation					2,782
Transfers under Scheme of Control					6
Earnings for the period					<b>2,788</b>
Amortisation of goodwill and cost of investment	–	13	21	–	34

### 3. Operating Profit

	6 months ended 30 June	
	2002	2001
	HK\$M	HK\$M
Operating profit is stated after charging / (crediting) the following :		
<b>Charging</b>		
Staff costs (A)		
Salaries and other costs	610	639
Retirement benefits costs	49	51
Loss on disposal of fixed assets	25	30
Auditors' remuneration	1	1
<b>Crediting</b>		
Net rental income from properties	(8)	(9)
Capital gains on disposal of properties	(5)	(2)
Other exchange gains	(20)	–

(A) Staff costs include amounts recharged to jointly controlled entities for services provided and amounts allocated to project development costs.

### 4. Finance Costs and Income

	6 months ended 30 June	
	2002	2001
	HK\$M	HK\$M
Finance costs:		
Interest on bank loans and overdrafts	55	32
Interest on other loans		
wholly repayable within five years	82	82
not wholly repayable within five years	14	–
Interest on customers' deposits and others	10	36
Finance charges	30	5
Exchange gains	–	(7)
	<u>191</u>	<u>148</u>
Less: amount capitalised within fixed assets	(103)	(70)
	<u>88</u>	<u>78</u>
Finance income:		
Net interest income from investment securities	4	3
Interest income on bank deposits	7	15
	<u>11</u>	<u>18</u>

## 5. Taxation

	6 months ended 30 June	
	2002	2001
	HK\$M	HK\$M
Company and subsidiary companies		
– Hong Kong		
current	512	343
deferred	105	95
– outside Hong Kong		
current	3	–
	<u>620</u>	<u>438</u>
Share of jointly controlled entities		
– Hong Kong		
current	130	126
deferred	(159)	(130)
– outside Hong Kong		
current	71	42
	<u>42</u>	<u>38</u>
	<u>662</u>	<u>476</u>

Hong Kong profits tax has been provided at the rate of 16% (2001: 16%) on the estimated assessable profit for the period. Taxation on profits assessable outside Hong Kong has been provided at the rates prevailing in the respective jurisdictions.

## 6. Non-Scheme of Control Operating Earnings

	6 months ended 30 June	
	2002	2001
	HK\$M	HK\$M
Sales to the Chinese mainland	35	20
Income from power projects outside Hong Kong	632	215
Telecom business	(68)	(74)
Other businesses	(17)	34
	<u>582</u>	<u>195</u>

## 7. Dividends

	6 months ended 30 June			
	2002		2001	
	HK\$ per share	HK\$M	HK\$ per share	HK\$M
First interim dividend paid	0.38	915	0.35	874
Second interim dividend	0.38	915	0.35	874
	<u>0.76</u>	<u>1,830</u>	<u>0.70</u>	<u>1,748</u>

At the Board meeting held on 9 August 2002 the directors recommended a second interim dividend of HK\$0.38 per share. The proposed dividend is not reflected as dividend payable in these accounts, but as a separate component of the shareholders' funds as at 30 June 2002.

## 8. Earnings per Share

The earnings per share is based on earnings of HK\$3,445 million (2001: HK\$2,788 million) and the weighted average number of shares in issue of 2,409,329,601 shares (2001: 2,497,472,400 shares in issue after the capitalisation issue on 23 April 2001). To enable investors to understand better the Group's results, an additional earnings per share figure has been calculated excluding the Hok Un redevelopment profit of HK\$134 million (2001: nil).

## 9. Fixed Assets

	Land And Buildings HK\$M	Plant, Machinery And Equipment HK\$M	Total HK\$M
Net book amount at 1 January 2002	5,814	27,763	33,577
Additions	339	1,527	1,866
Transfers and disposals	(25)	(21)	(46)
Depreciation	(71)	(771)	(842)
<b>Net book amount at 30 June 2002</b>	<b><u>6,057</u></b>	<b><u>28,498</u></b>	<b><u>34,555</u></b>

## 10. Investments in Jointly Controlled Entities

	30 June 2002 HK\$M	31 December 2001 HK\$M
Investments in:		
Castle Peak Power Company Limited	4,655	4,532
Guangdong Nuclear Power Joint Venture Company, Limited	2,660	3,095
CLP Powergen joint ventures (A)		
– Yallourn Power Station, Australia (Yallourn)	2,163	1,829
– Gujarat Paguthan Energy Corporation Private Limited, India (GPEC) (B)	2,504	–
Hok Un Joint Venture	1,039	1,932
Shandong Zhonghua Power Company Limited	1,363	1,390
Ho-Ping Power Company Limited	1,192	1,008
CLP Guohua Power Company Limited	988	921
Hong Kong Pumped Storage Development Company, Limited	305	301
Other jointly controlled entities	828	778
	<b>17,697</b>	<b>15,786</b>

The amount of investments in the above jointly controlled entities include loan and advances as follows:

	30 June 2002 HK\$M	31 December 2001 HK\$M
Castle Peak Power Company Limited	4,365	4,346
CLP Powergen joint ventures		
– Yallourn Power Station, Australia (Yallourn)	155	40
Hok Un Joint Venture	–	60
Hong Kong Pumped Storage Development Company, Limited	286	290
Other jointly controlled entities	290	245
	<b>5,096</b>	<b>4,981</b>

- (A) The Group's interest in both Yallourn and GPEC is held under the terms of a joint venture agreement with Powergen. Under this agreement, none of the joint venture partners has unilateral control over the economic activity of either joint venture company. Hence, the Group's interests are accounted for as jointly controlled entities.

In June 2002, Powergen UK plc (Powergen) notified the Group of its exercise of a put option under the CLP Powergen joint venture agreement to sell to the Group 50% of Powergen's interest in the joint ventures. The joint venture agreement provides for the price payable by the Group to be decided by an independent expert, in the absence of agreement by the parties.

## 10. Investments in Jointly Controlled Entities (continued)

(B) On 20 February 2002, the Group acquired an 80% interest in a newly formed joint venture company, with the remaining 20% held by Powergen, which during the period acquired an 88% equity interest in GPEC. GPEC owns a combined cycle 655MW power station in India. The total cost of acquisition of the Group's effective equity interest of 70.4% in GPEC was HK\$2,362 million, including cash consideration of HK\$2,332 million. Purchased goodwill was HK\$50 million at the time of acquisition.

Pursuant to a sale and purchase agreement signed on 21 December 2001, the joint venture company will acquire the remaining 12% equity interest in GPEC from Powergen, if various conditions are met. The Group expects that acquisition to be completed in the second half of 2002.

## 11. Investment in Associated Company

	30 June 2002 HK\$M	31 December 2001 HK\$M
Investment in Electricity Generating Public Company Limited	1,370	1,230
Market value	913	766

## 12. Investment Securities

	30 June 2002 HK\$M	31 December 2001 HK\$M
Equity securities listed outside Hong Kong, at cost less impairment loss (market value HK\$678 million, 2001: HK\$587 million)	643	643
Unlisted shares	18	4
Held-to-maturity securities	88	79
Fixed-income securities	5	5
	754	731

### 13. Deposits, Bank Balances and Cash

	30 June 2002 HK\$M	31 December 2001 HK\$M
Trust fund for unclaimed dividends	23	–
Trust fund for trade creditors	3	–
Deposits, bank balances and cash	83	80
	<u>109</u>	<u>80</u>

Two trust funds were created for the balances of unclaimed dividends and trade creditors for the purpose of the Share Premium Reduction of the Company (Note 17).

### 14. Trade and Other Receivables

	30 June 2002 HK\$M	31 December 2001 HK\$M
Trade receivables (ageing analysis is shown below)	1,963	966
Dividend receivable from jointly controlled entities / investment securities	350	17
Deposits and prepayments	312	556
Current accounts with jointly controlled entities	39	42
	<u>2,664</u>	<u>1,581</u>

CLP Power's credit policy in respect of receivables arising from its principal electricity business is to allow customers to settle their electricity bills within 13 to 15 working days after issue. Customers' receivable balances are secured by cash deposits or bank guarantees.

The ageing analysis of the trade receivables is as follows:

	30 June 2002 HK\$M	31 December 2001 HK\$M
Below 30 days	1,935	937
31-60 days	18	16
61-90 days	3	5
Over 90 days	7	8
	<u>1,963</u>	<u>966</u>

The bad debts written-off during the period were HK\$2 million (2001: HK\$5 million).

## 15. Trade and Other Payables

	30 June 2002 HK\$M	31 December 2001 HK\$M
Trade payables (ageing analysis is shown below)	1,143	1,344
Other payables	550	426
Current accounts with jointly controlled entities	999	908
	<u>2,692</u>	<u>2,678</u>

The ageing analysis of the trade payables is as follows:

	30 June 2002 HK\$M	31 December 2001 HK\$M
Below 30 days	1,120	1,318
31-60 days	1	10
61-90 days	2	–
Over 90 days	20	16
	<u>1,143</u>	<u>1,344</u>

## 16. Share Capital

	Number of Shares of HK\$5 Each	Amount HK\$M
Authorised:		
At 30 June 2002 and 31 December 2001	<u>3,000,000,000</u>	<u>15,000</u>
Issued and fully-paid:		
At 1 January 2002	2,421,486,400	12,107
Shares repurchased during the period (A)	<u>(13,240,500)</u>	<u>(66)</u>
At 30 June 2002	<u>2,408,245,900</u>	<u>12,041</u>

(A) During the period, the Company repurchased a total of 13,240,500 of its own shares on The Stock Exchange of Hong Kong Limited, all of which have been cancelled, as follows:

Month/Year	Number of Shares Repurchased	Purchase Price Per Share		Aggregate Purchase Price HK\$M
		Highest HK\$	Lowest HK\$	
January 2002	<u>13,240,500</u>	<u>30.00</u>	<u>29.50</u>	396
		Total expenses on shares repurchased		1
				<u>397</u>

## 17. Share Premium

During the period, CLP Holdings has undertaken a restructuring of its balance sheet by the reduction of the Share Premium account. Following approval by shareholders at the Extraordinary General Meeting in April 2002 and confirmation from the High Court, the Share Premium Reduction became effective on 7 June 2002. As a result, HK\$10,116,789,910 was transferred from the Share Premium account to the Retained Profit of the Company on the same day.

## 18. Bank Overdrafts, Bank Loans and Other Borrowings

	30 June 2002 HK\$M	31 December 2001 HK\$M
Total facilities available	<b>17,360</b>	15,036
Facilities utilised		
Bank loans	<b>4,454</b>	3,227
Other borrowings	<b>4,680</b>	2,340
	<b>9,134</b>	5,567
Short-term loans	<b>1,283</b>	1,343
Current portion of long-term loans and borrowings	<b>151</b>	156
	<b>1,434</b>	1,499
Long-term loans and borrowings, repayable		
within one year	<b>151</b>	156
between one and two years	<b>2</b>	3
between two and five years	<b>5,358</b>	4,065
after five years	<b>2,340</b>	–
	<b>7,851</b>	4,224
Less current portion of long-term loans and borrowings	<b>(151)</b>	(156)
	<b>7,700</b>	4,068
	<b>9,134</b>	5,567

## 19. Development Fund

	30 June 2002 HK\$M	31 December 2001 HK\$M
Balance at beginning of period / year	3,177	2,923
Transfer from profit and loss account	336	1,201
One-off rebate	–	(340)
Special rebates to customers	(301)	(607)
Balance at end of period / year	<u>3,212</u>	<u>3,177</u>

A special rebate of HK¢2.2 per unit (2001: HK¢2.2 per unit) was made to customers during the period.

## 20. Special Provision Account

	30 June 2002 HK\$M	31 December 2001 HK\$M
Balance at beginning of period / year	766	766
Transfer to profit and loss account	(54)	–
Balance at end of period / year	<u>712</u>	<u>766</u>

CLP Power and its jointly controlled generating company, Castle Peak Power Company Limited, agreed with the Government in December 1999 to further defer construction of units 7 & 8 of the Black Point Power Station. It was also agreed that a total of HK\$803 million be set aside from the development fund to a special provision account to which the deferral premium is charged. The deferral premium is a contractual obligation that corresponds to additional costs incurred by the vendors for delayed delivery of the two generating units. Under the arrangement, there is no permitted return to be earned on the deferral premium.

## 21. Rate Reduction Reserve

	30 June 2002 HK\$M	31 December 2001 HK\$M
Balance at beginning of period / year	411	371
Transfer from profit and loss account	158	305
One-off rebate	–	(99)
Rebates to customers	(77)	(166)
Balance at end of period / year	<u>492</u>	<u>411</u>

A rebate to customers of HK¢0.6 per unit (2001: HK¢0.6 per unit) was made to customers during the period.

## 22. Notes to the Condensed Consolidated Cash Flow Statement

Reconciliation of profit before taxation to cash generated from operations

	6 months ended 30 June	
	2002	2001
	HK\$M	HK\$M
Profit before taxation	4,547	3,258
Adjustments for:		
Operating interest	64	80
Finance income	(11)	(18)
Hok Un redevelopment profit	(163)	–
Share of profits less losses of other jointly controlled entities	(1,487)	(1,087)
Share of profit of associated company	(84)	(26)
Exchange gain	(20)	–
Depreciation	842	779
Loss on disposal of fixed assets	25	30
Capital gain arising from disposal of properties	(5)	(2)
Operating profit before working capital changes	3,708	3,014
Increase in customers' deposits	110	86
Increase in fuel clause account	118	188
Increase in debtors and prepayments	(1,077)	(788)
Increase in creditors	337	422
Increase in current accounts due to jointly controlled entities	94	193
Rebates to customers under Scheme of Control	(77)	(74)
Special rebate	(301)	(273)
Cash generated from operations	2,912	2,768

## 23. Commitments

Capital expenditure on fixed assets authorised but not brought into the unaudited condensed interim accounts is as follows:

	30 June	31 December
	2002	2001
	HK\$M	HK\$M
Contracted but not provided for	3,615	2,746
Authorised but not contracted for	6,049	8,573
	9,664	11,319

## 24. Contingent Liabilities

- (A) The contingent financial liabilities at 30 June 2002 to be assumed by the Group for performance of its contractual obligations relating to the Shandong joint venture are estimated to be HK\$3,728 million (at 31 December 2001: HK\$3,610 million).
- (B) The refinancing of Yallourn Energy Pty Limited (Yallourn Energy) was completed on 27 February 2001. Pursuant to the relevant loan agreements, all the relevant shareholders of AusPower Holdings Pty Limited, the immediate holding company of Yallourn Energy, agreed to provide the lenders with contingent equity support on a pro rata basis up to the sum of A\$200 million in respect of a senior debt facility and up to the sum of A\$15 million in respect of a subordinated notes facility. The contribution of contingent equity depends on certain minimum requirements regarding the availability of cash flows for debt service within 5 years from 27 February 2001. As at 30 June 2002, CLP Group's 73.6% share of the contingent equity support is approximately A\$158 million.

The Directors are of the opinion that no provision is required to be made in the financial statements in respect of the matters described in (A) and (B) above.

## 25. Related Party Transactions

In the normal course of business the Group undertakes on an arms-length basis a wide variety of transactions with related parties. The more significant of such transactions during the period ended 30 June are described below.

	6 months ended 30 June	
	2002 HK\$M	2001 HK\$M
Purchases of electricity from CAPCO (A)	5,105	4,794
Purchases of electricity from Daya Bay (B)	1,784	2,158
Pumped storage service fee (C)	204	216
	<b>7,093</b>	<b>7,168</b>

- (A) Under the Electricity Supply Contract between CLP Power and CAPCO, CLP Power is obligated to purchase all of CAPCO's generating capacity. The Electricity Supply Contract provides that the price paid by CLP Power to CAPCO is sufficient to cover all of CAPCO's operating expenses, including fuel cost, depreciation, interest expenses and current and deferred taxes, as well as CAPCO's share of the return permitted under the Scheme of Control.
- (B) Under the offtake and resale contracts, CLP Power is obligated to purchase the Group's 25% equity share of the output from Guangdong Nuclear Power Station (GNPS) at Daya Bay and an additional 45% of such output from Guangdong Nuclear Investment Company, Limited. The price paid by CLP Power for electricity generated by GNPS throughout the terms of the power purchase agreements is determined by a formula based on GNPS's operating costs and a calculation of profits by reference to shareholders' funds and the capacity factor for that year.

## 25. Related Party Transactions (continued)

- (C) Under a capacity purchase contract, Hong Kong Pumped Storage Development Co., Ltd. (PSDC) has the right to use 50% of the 1,200MW capacity of Phase 1 of the Guangzhou Pumped Storage Power Station. CLP Power has entered into a contract with PSDC to make use of this capacity. The price paid by CLP Power to PSDC is sufficient to cover all of PSDC's operating expenses and net return. PSDC's net return is based on a percentage of its net fixed assets in a manner analogous to the Scheme of Control.

## 26. Financial Assistance and Guarantees to Affiliated Companies

The Company has obtained a waiver from the Stock Exchange under Paragraph 3.10 of Practice Note 19 of the Listing Rules from disclosing a proforma combined balance sheet of affiliated companies. Affiliated companies include the Group's jointly controlled entities and associated company. Instead, in accordance with Practice Note 19, the Company discloses the following alternative information in relation to the affiliated companies as at 30 June 2002. This information has been extracted from the relevant management accounts of all affiliated companies.

	30 June 2002 HK\$M	31 December 2001 HK\$M
The Group's share of total indebtedness of affiliated companies analysed as follows:		
Bank borrowings	18,987	17,697
Other borrowings including loans from shareholders	3,160	3,050
	<u>22,147</u>	<u>20,747</u>
The Group's share of contingent liabilities of affiliated companies	<u>325</u>	<u>255</u>
The Group's share of capital commitments of affiliated companies		
Contracted but not provided for	2,269	2,454
Authorised but not contracted for	1,631	1,792
	<u>3,900</u>	<u>4,246</u>

## 27. Post Balance Sheet Event

On 23 July 2002, CLP Telecommunications Limited (CLP TeleCom), a wholly-owned subsidiary of the Group reached an agreement to partner with Cheung Kong Enterprises Limited (CKE) and Hongkong Electric Holdings Limited to launch a brand new broadband service, through a new technology called PowerCom Internet Access Technology. According to the agreement, CLP TeleCom will integrate its retail operations, carried on under the Oxygen brand, into PowerCom Network Hong Kong Limited, a joint venture between CKE and CLP TeleCom. CLP TeleCom continues to own and operate "ChinaLink" which offers network service between Hong Kong and the Chinese mainland.