



China Motor Bus Co. Ltd.



Annual Report 2009

Stock Code 026

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Corporate Information

BOARD OF DIRECTORS

NGAN Kit-ling, J.P.

Chairman & Managing Director

Dr. NGAN Kit-keung, D.Sc., Ph.D., D.Tech., D.B.A., Comp.I.Manf., C.Prof.B.T.M., F.Inst.D., FCMI, P.Eng.

Assistant Managing Director

Dr. Henry NGAN

*Dr. LIU Lit-mo, L.L.D., M.B.E., J.P.

Fritz HELMREICH

*Anthony Grahame STOTT, B.Sc., F.F.A.

*TSE Yiu-wah

(*Independent Non-Executive Director)

SECRETARY

KWOK Pun Tak

REGISTERED OFFICE

391 Chai Wan Road, Chai Wan, Hong Kong

BANKERS

The Hongkong & Shanghai Banking Corporation Limited
Standard Chartered Bank

SOLICITORS

MAYER.BROWN JSM

Linklaters

Ngan & Co.

AUDITORS

KPMG

REGISTRARS AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

17th Floor, Hopewell Centre

183 Queen's Road East

Hong Kong

WEBSITE

www.irasia.com/listco/hk/cmb/index.htm

STOCK CODE

026

Notice of Ordinary Yearly Meeting

NOTICE IS HEREBY GIVEN that the Seventy First Ordinary Yearly Meeting of the Members of the Company will be held at its registered office at 391 Chai Wan Road, Chai Wan, Hong Kong on Friday, 11th December, 2009 at 12:00 noon for the following purposes:-

1. To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 30th June, 2009 and to declare a final dividend.
2. To elect Directors and fix their fees.
3. To appoint Auditors and authorise the Directors to fix their remuneration.
4. As special business to consider and, if thought fit, to pass the following resolution as Ordinary Resolution:

"THAT:

- (A) the exercise by the Directors of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and regulations, during the Relevant Period (for the purposes of this Resolution, "Relevant Period" being the period from the passing of this Resolution until the earlier of the conclusion of the next Ordinary Yearly Meeting, or the expiration of the period within which such meeting is required by law to be held, or the revocation or variation of this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting) be and is hereby generally and unconditionally approved; and
- (B) the total number of shares of the Company purchased by the Company pursuant to paragraph (A) during the Relevant Period shall be no more than 2% of the existing issued share capital of the Company at the date of this meeting, and the authority pursuant to paragraph (A) shall be limited accordingly."

5. As special business to consider and, if thought fit, to pass the following resolution as Special Resolution:

"That the Articles of Association of the Company be and are hereby amended as follows:

1. in the first sentence of the existing Article 96, by replacing the full-stop immediately after the word "vote" with a comma, and adding the following words immediately after the comma:-

"unless a poll is required under the Listing Rules or is demanded as referred to in Article 97 of these Articles, in which case voting shall be taken by poll."
2. in the first line of the existing Article 97, by adding the words "is required under the Listing Rules or" immediately before the words "is demanded by", and by adding the words "the chairman of the meeting, or by" immediately after the said words "is demanded by".
3. in the existing Article 98, by adding the words "duly required or" immediately before the word "demanded" in the first line, and by adding the words "required or" immediately before the word "demanded" in the third line and also before the word "demanded" in the fifth line.
4. in the existing Article 99, by adding the words "required or" immediately before the word "demanded" in the first line. "

6. To transact any other competent business.

By Order of the Board

Kwok Pun Tak
Secretary

Hong Kong, 21st October, 2009

Notice of Ordinary Yearly Meeting (Continued)

Explanatory Note on Resolution 2

In relation to item 2 above, Dr. Henry Ngan, Dr. Liu Lit-mo, Messrs. Fritz Helmreich, Anthony Grahame Stott and Tse Yiu-wah retire from the Board pursuant to Article 122 of the Company's Articles of Association and, being eligible, offer themselves for re-election. The biographical details and interests in the shares of the Company of all the Directors to be re-elected at the Ordinary Yearly Meeting are provided in the explanatory statement for the re-election of Directors, general mandate for repurchase of own shares and amendments to Articles of Association of the Company which accompanies this Annual Report.

Explanatory Note on Resolution 4

Resolution 4 relates to the grant of a general mandate to the Directors to repurchase shares of the Company up to a maximum of 2% of the issued share capital of the Company at the date of the resolution (the "Repurchase Mandate"). The authority conferred on the Directors by the Repurchase Mandate would continue in force until the earlier of the conclusion of the next Ordinary Yearly Meeting of the Company, the expiration of the period within which the next Ordinary Yearly Meeting is required by law to be held, or until revoked or varied by ordinary resolution of the Shareholders in general meeting prior to the next Ordinary Yearly Meeting. An explanatory statement providing details for the re-election of Directors, general mandate for repurchase of own shares and amendments to Articles of Association of the Company accompanies this Annual Report.

Explanatory Note on Special Resolution No. 5

With effect from 1st January 2009, the Listing Rules have been amended by The Stock Exchange of Hong Kong Limited to make voting by poll mandatory on all resolutions at general meetings of listed issuers.

Under the Company's existing Articles of Association, voting at general meetings shall be by a show of hands, unless a poll is demanded by the requisite number of members, or by member or members holding the requisite number of shares in the Company. Also, the chairman of the meeting does not have any power to demand a poll.

In order to ensure compliance with the requirement of the amended Listing Rules, it is proposed:-

- (1) to amend the existing Article 96 to provide that voting shall be taken by poll if required under the Listing Rules or if demanded in accordance with Article 97;
- (2) to amend Article 97 so as to give the chairman of the meeting the right to demand a poll as well; and
- (3) to make certain minor consequential amendments to Articles 98 and 99.

Notice of Ordinary Yearly Meeting (Continued)

Notes:

- (1) A shareholder entitled to attend and vote at the above Meeting may appoint a proxy or proxies (not exceeding 2 in number) to attend and vote in his place and such proxy need not be a shareholder of the Company.
- (2) To be valid, forms of proxy must be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for holding the Meeting or adjourned Meeting.
- (3) Pursuant to Articles 96 and 97 of the Articles of Association of the Company, every question submitted to a general meeting shall be decided in the first instance by a show of hands of the shareholders present in person and entitled to vote, but a poll may be demanded (before a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority) by:
 - (i) at least four shareholders; or
 - (ii) a shareholder or shareholders holding or representing by proxy or entitled to vote in respect of at least one-tenth part of the capital represented at the meeting.
- (4) To qualify for the final dividend and the special dividend, all unregistered transfers should be lodged at the Company's Registrar, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 4th December, 2009.
- (5) The Transfer Books and Register of Members of the Company will be closed from Monday, 7th December, 2009 to Thursday, 10th December, 2009, both days inclusive.
- (6) As at the date of this Notice, the Directors of the Company are:-
Ngan Kit-ling, Dr. Ngan Kit-keung, Dr. Henry Ngan, Dr. Liu Lit-mo*, Fritz Helmreich, Anthony Grahame Stott* and Tse Yiu-wah*.
- (7) In the case of any conflict between the Chinese translation and the English text hereof, the English text will prevail.

*Independent Non-executive Director

Report of the Directors

The directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 30th June, 2009.

PRINCIPAL PLACE OF BUSINESS

China Motor Bus Company, Limited (the "company") is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at 391 Chai Wan Road, Chai Wan, Hong Kong.

GROUP'S ACTIVITIES AND OPERATIONS

The principal activities of the company and the group are property development and investment. The principal activities and other particulars of the subsidiaries are set out in note 14 on the financial statements.

The geographical analysis of the group's turnover and operating profit is set out in note 3 on the financial statements.

JOINTLY CONTROLLED ENTITIES

Particulars of jointly controlled entities at 30th June, 2009 are set out in note 15 on the financial statements.

FINANCIAL STATEMENTS

The profit of the group for the year ended 30th June, 2009 and the state of affairs of the company and of the group at that date are set out in the financial statements on pages 20 to 58.

A first interim dividend of HK\$0.10 per share and a special dividend of HK\$0.50 per share were paid on 26th June, 2009. A second interim dividend of HK\$0.30 per share is payable on 9th November, 2009. The directors now recommend that a final dividend of HK\$0.10 per share and a special dividend of HK\$1.40 per share be paid in respect of the year ended 30th June, 2009 and that HK\$10,000,000 be transferred to general reserve.

Subject to the approval by shareholders at the forthcoming Ordinary Yearly Meeting, the final dividend and the special dividend will be payable on 5th February, 2010.

FIXED ASSETS

Movements in fixed assets during the year are set out in note 13 on the financial statements.

DIRECTORS

The directors during the year and up to the date of this report are given on page 2 and further information regarding directors is given on page 18.

The company has received from each of its independent non-executive directors an annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules and still considers the independent non-executive directors to be independent.

In accordance with article 122 of the company's articles of association, Dr. Henry Ngan, Dr. Liu Lit-mo, Messrs. Fritz Helmreich, Anthony Grahame Stott and Tse Yiu-wah retire from the board and, being eligible, offer themselves for re-election (for details of directors, see Appendix I of the explanatory statement on re-election of directors, general mandate for repurchase of own shares and amendments to articles of association accompanying this annual report).

Report of the Directors (Continued)

DIRECTORS' INTERESTS IN SHARES

As at 30th June, 2009, the interests and short positions of the directors and chief executive of the company in the shares, underlying shares and debentures of the company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by directors of listed companies were as follows:

| | Ordinary shares of HK\$2 each | | | | Percentage of total issued shares |
|-----------------------|-------------------------------|------------------|-----------------|----------------------------|-----------------------------------|
| | Personal interests | Family interests | Other interests | Total ordinary shares held | |
| NGAN Kit-ling | 4,848,345 | – | 33,468 (Note) | 4,881,813 | 10.71% |
| Dr. NGAN Kit-keung | 6,941,013 | 1,250 | 33,468 (Note) | 6,975,731 | 15.30% |
| Dr. Henry NGAN | 7,173,125 | 250 | 33,468 (Note) | 7,206,843 | 15.81% |
| Dr. LIU Lit-mo | 62,250 | – | – | 62,250 | 0.14% |
| Fritz HELMREICH | 50,000 | – | – | 50,000 | 0.11% |
| Anthony Grahame STOTT | 600 | – | – | 600 | – |
| TSE Yiu-wah | 137,800 | – | – | 137,800 | 0.30% |

Note: The 33,468 shares in the company are included in the estate of the late Madam WONG Yick-mui.

All the interests disclosed above represent long positions as at 30th June, 2009.

Save as disclosed above, as at 30th June, 2009, none of the directors or chief executive of the company or any of their spouses or children under 18 years of age had held any interests or short positions in the shares, underlying shares or debentures of the company or any of its associated corporations as defined in the SFO.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

During the year under review, the company did not grant to any director or chief executive or to the spouse or children under 18 years of age of any such director or chief executive any right to subscribe for shares of the company.

At no time during the year was the company or any of its 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 debentures of the company or any other body corporate.

Report of the Directors (Continued)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

The company has been notified of the following interests in the company's issued shares at 30th June, 2009, amounting to 5% or more of the shares in issue:

| <u>Substantial shareholders</u> | <u>Ordinary shares held</u> | <u>Percentage of total issued shares</u> |
|----------------------------------|---------------------------------|--|
| NGAN Kit-ling | 4,881,813(Note) | 10.71% |
| Dr. NGAN Kit-keung | 6,975,731(Note) | 15.30% |
| Dr. Henry NGAN | 7,206,843(Note) | 15.81% |
| CHAN Kwan Shat & WONG Wai Gin | 5,553,200 | 12.18% |
| <u>Other persons</u> | | |
| CHEE Ying Cheung & CHING Yung Yu | 4,007,000 | 8.79% |

Note : There is a duplication of 33,468 shares which are included in the estate of the late Madam WONG Yick-mui.

All the interests disclosed above represent long positions as at 30th June, 2009.

Save as disclosed above, so far as the directors are aware, as at 30th June, 2009, none of the above shareholders had held any interests or short positions in the shares, underlying shares or debentures of the company or any of its associated corporations as defined in the SFO.

Apart from the foregoing, as at 30th June, 2009, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the company.

DIRECTORS' INTEREST IN CONTRACTS

Madam Ngan Kit-ling is the sole proprietor of Ngan & Co., one of the company's solicitors, and as such has an interest in legal fees and expenses paid by the company to that firm.

Apart from the foregoing, no contract of significance, to which the company or any of its subsidiaries was a party and in which a director of the company had a material interest, subsisted at the end of the year or at any time during the year.

DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming Ordinary Yearly Meeting has an unexpired service contract with the company which is not determinable by the company within one year without payment of compensation, other than normal statutory obligations.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID DIRECTORS/EMPLOYEES

Details of emoluments of the directors and the five highest paid directors/employees of the company are set out in note 7 on the financial statements.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, neither the company nor any of its subsidiaries has repurchased, sold or redeemed any of the company's listed securities.

SHARE CAPITAL

Particulars of the movements in the share capital of the company during the year are set out in note 24 on the financial statements.

Report of the Directors (Continued)

EMPLOYEES' RETIREMENT SCHEMES

During the year, the company operated two separate non-contributory defined benefit retirement schemes, namely, "China Motor Bus General Monthly Rated Staff Retirement Scheme" and "China Motor Bus Senior Executive Retirement Scheme" for its monthly rated staff and senior executives respectively. Both schemes are formally established under trust and registered with the Registrar of Occupational Retirement Schemes. The assets of the schemes are held by an independent trustee, HSBC International Trustee Limited. The members' benefits are determined based on their final remuneration and length of service. The company's contributions to the schemes are made in accordance with the recommendations of independent actuaries who carry out actuarial valuations of the schemes at regular intervals, currently annually.

The actuarial valuation of the two defined benefit retirement schemes as at 30th June, 2009 showed that there were sufficient assets in each of the two schemes to cover the on-going liabilities of the schemes. The actuary of these schemes is Watson Wyatt Hong Kong Limited. In the actuarial valuations, the aggregate cost valuation method was used. The major assumptions used in these valuations were: Investment Return at 2.0% per annum; Salary Escalation at 2.5% per annum; and Normal Retirement Age 65. Other relevant information extracted from the valuations pertaining to these schemes is set out below:-

- (a) China Motor Bus General Monthly Rated Staff Retirement Scheme
 - (i) The market value of the scheme assets as at 30th June, 2009 was HK\$861,000 (2008: HK\$996,000).
 - (ii) The on-going funding level of the scheme was 135% (2008: 166%).
 - (iii) The on-going basis funding surplus in the scheme was HK\$224,000 (2008: HK\$397,000).

- (b) China Motor Bus Senior Executive Retirement Scheme
 - (i) The market value of the scheme assets as at 30th June, 2009 was HK\$10,721,000 (2008: HK\$10,779,000).
 - (ii) The on-going funding level of the scheme was 115% (2008: 115%).
 - (iii) The on-going basis funding surplus in the scheme was HK\$1,386,000 (2008: HK\$1,444,000).

Note: The obligations in respect of defined benefit retirement schemes in the financial statements are calculated using the projected unit credit method (see note 1(n)(ii) on the financial statements).

As from 1st December, 2000, the group also operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement schemes. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$20,000.

For the defined contribution retirement scheme, the contributions are expensed as incurred and may not be reduced by contributions forfeited by those employees who have left the scheme as all would be fully vested in the contributions.

Report of the Directors (Continued)

COMMENTARY ON ANNUAL RESULTS

Revenue and Operating Profit

Turnover of the group for the year under review comprising rental income from its investment properties and income from sale of properties under development for sale amounted to HK\$1,484 million (2008: HK\$83 million). Operating profit of the group increased to HK\$574.6 million from HK\$122.9 million in the previous year primarily due to the increase in income from sale of properties under development for sale, partly offset by the decrease in finance income. The profit after taxation attributable to shareholders of HK\$274 million (2008: HK\$332 million) primarily reflects an increase in income from sale of properties under development for sale, net of a decrease in value of investment properties in Hong Kong and the United Kingdom. Share of results of jointly controlled entities decreased compared with last year as a result of a decrease in value of investment properties held by the jointly controlled entities.

Liquidity and Financial Resources

At 30th June, 2009, the group had no bank borrowings (2008: HK\$Nil) and had cash and cash equivalents of HK\$1,888 million (2008: HK\$1,537 million) which were held in the form of short term deposits or cash at banks and in hand.

For the year under review, net cash inflow from operating activities was HK\$604 million (2008: HK\$217 million). Repayment of loans by and dividends from jointly controlled entities amounted to HK\$24 million and HK\$7.2 million respectively (2008: HK\$23 million and HK\$6.4 million respectively). The consolidated cash flow statement for the group for the year ended 30th June, 2009 is set out on pages 24 and 25 of this annual report.

Capital Expenditure and Commitments

Capital expenditure incurred during the year amounted to HK\$439 million (2008: HK\$137 million).

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the group's turnover and purchases attributable to the major customers and suppliers during the financial year is as follows:

| | Percentage of the group's total | |
|-------------------------------------|------------------------------------|-----------|
| | Turnover | Purchases |
| The largest customer | 2% | |
| Five largest customers in aggregate | 8% | |
| The largest supplier | | 19% |
| Five largest suppliers in aggregate | | 56% |

So far as the directors are aware, at no time during the year have the directors, their associates or any shareholder of the company (which to the knowledge of the directors owns more than 5% of the company's share capital) had any interest in these major customers and suppliers.

Report of the Directors (Continued)

DISCLOSURE PURSUANT TO LISTING RULE 13.22

At 30th June, 2009, the group had the following loans to its affiliated companies (as defined by the Listing Rules):

| | Note | Amount HK\$000's | Type | Tenure |
|-----------------------------|------|---------------------|----------------------------------|--------------------------------|
| Island Land Development Ltd | | 469,350 | Interest free, unsecured loan | No fixed terms of repayment |
| Hareton Ltd | | 207,707 | Interest free, unsecured loan | No fixed terms of repayment |
| | 15 | <u>677,057</u> | | |

Combined balance sheet of the above affiliated companies at 30th June, 2009 is as follows:

| | HK\$000's |
|---------------------------|------------------|
| Fixed assets | 1,336,114 |
| Retirement benefit assets | <u>358</u> |
| | <u>1,336,472</u> |
| Current assets | 243,502 |
| Current liabilities | <u>(27,076)</u> |
| | <u>216,426</u> |
| Non-current liabilities | <u>(57,222)</u> |
| | <u>1,495,676</u> |

Attributable interest to the group at 30th June, 2009 in the above affiliated companies amounted to HK\$747,838,000 (2008: HK\$833,502,000).

SUMMARY OF FINANCIAL DATA

A summary of the group's financial data for the last five years is shown on page 59.

PROPERTIES

Particulars of the properties and property interests of the group are shown on page 60.

PUBLIC FLOAT

As at the date of this report, the company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the company and within the knowledge of the directors.

AUDITORS

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Ordinary Yearly Meeting.

By order of the board

NGAN Kit-ling
Chairman

Hong Kong, 21st October, 2009

Corporate Governance Report

(A) CORPORATE GOVERNANCE PRACTICES

During the year ended 30th June, 2009, all those principles as set out in the Code on Corporate Governance Practices in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited (the "Code") which became applicable to the Company in respect of the year under review were applied by the Company, and the relevant Code provisions in the Code were met by the Company, with the exception of the deviations as set out in this report.

(B) DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Having made specific enquiry of all the directors of the Company, the Company has been advised that all of its directors have complied with the required standard as set out in the Model Code applicable during the year ended 30th June, 2009.

(C) BOARD OF DIRECTORS

(i) Composition of the Board, number of Board meetings and Directors' attendance

The Company's Board has a balance of skills and experience and a balanced composition of executive and non-executive directors. Four board meetings were held during the financial year ended 30th June, 2009. The composition of the Board and attendance of the directors are set out below:

| Directors | Attendance at Meetings |
|--|-------------------------------|
| Executive directors | |
| NGAN Kit-ling (Chairman & Managing Director) | 4 |
| Dr. NGAN Kit-keung (Assistant Managing Director) | 4 |
| Dr. Henry NGAN | 4 |
| Non-executive director | |
| Fritz HELMREICH | 4 |
| Independent non-executive directors | |
| Dr. LIU Li-mo | 1 |
| Anthony Grahame STOTT | 4 |
| TSE Yiu-wah | 3 |

Ngan Kit-ling, Dr. Ngan Kit-keung and Dr. Henry Ngan are siblings. Fritz Helmreich is the spouse of Ngan Kit-ling.

Each director of the Company has been appointed on the strength of his/her experience and potential to contribute to the Group and its businesses.

Corporate Governance Report (Continued)

(C) BOARD OF DIRECTORS (Continued)

(ii) Operation of the Board

The Company is headed by an effective Board which takes decisions objectively in the interest of the Company. The Company's management has closely monitored changes to regulations that affect its corporate affairs and businesses, and changes to accounting standards, and adopted an appropriate reporting format in its interim report, annual report and other related documents to present a balanced, clear and comprehensible assessment of the Group's performance, position and prospects. The directors are either briefed during Board meetings or issued with regular updates and materials to keep them abreast of their responsibilities, where there are changes to the Company's or directors' disclosure obligations. Newly appointed directors receive briefings and orientation on their legal and other responsibilities as a director and the role of the Board. The Company has also provided appropriate information in a timely manner to the directors to enable them to make informed decisions and to discharge their duties and responsibilities as directors of the Company.

There is a clear division of responsibilities between the Board and the management. While decisions on the Group's operations are delegated to the management, decisions on important matters including those affecting the Group's strategy and policies, major investment and major commitments are made by the Board.

(D) CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company has not separated the roles of the Chairman of the Board and the Chief Executive Officer as required under code provision A2.1 of the Code. NGAN Kit-ling serves as the Chairman and the Chief Executive Officer of the Company. The Company believes that separation of Chairman and the Chief Executive Officer would not result in enhanced efficiency and improved governance. The balance of power and authority between Chief Executive Officer and the Board is ensured by regular discussion and meetings of the full Board and active participation of independent non-executive directors.

(E) ROTATION OF DIRECTORS

Code A4.2 provides that all directors including those appointed for a specified term should retire by rotation at least every three years. All those existing directors of the Company who do not hold any executive office of the Company are subject to retirement from the Board at the Ordinary Yearly Meeting of the Company and may stand for re-election at the Ordinary Yearly Meeting. Certain executive directors of the Company do not rotate as there are specific provisions governing the rotation of directors in the Company's Articles of Association.

(F) REMUNERATION OF DIRECTORS

Code B1.1 provides that the Company should establish a remuneration committee. The Company has not established a remuneration committee in view of the Company's size and simple structure. The full Board reviews annually the remuneration of the executive directors and determines their remuneration. Regarding directors' fees and bonus, details are set out in note 7(a) to the financial statements.

Corporate Governance Report (Continued)

(G) NOMINATION OF DIRECTORS

The Company does not have a nomination committee as the role and the function of such a committee are performed by the Board. The Chairman and other directors from time to time review the composition of the Board. The Board makes recommendations to shareholders on directors standing for re-election, providing information on directors to enable shareholders to make an informed decision on the re-election, and where necessary, to appoint directors to fill casual vacancies.

(H) AUDITORS' REMUNERATION

The fees in relation to the audit and taxation services provided by KPMG, the external auditors of the Company, amounted to HK\$2.89 million and HK\$0.72 million respectively.

(I) AUDIT COMMITTEE

The Audit Committee is primarily responsible for review of the financial information of the Company and oversight of the Company's financial controls, internal control and risk management systems.

The Audit Committee met three times in the year ended 30th June, 2009. The composition and attendance of individual members of the Audit Committee at Audit Committee meetings in the year ended 30th June, 2009 are set out below:

| Members | Attendance at Meetings |
|----------------------------------|-------------------------------|
| Anthony Grahame STOTT (Chairman) | 3 |
| Fritz HELMREICH | 3 |
| TSE Yiu-wah | 2 |

During the year the Audit Committee has met with the external auditors three times without executive directors or management present.

The work performed by the Audit Committee during the financial year ended 30th June, 2009 included the review of the effectiveness of the group's internal control systems and the review of the interim report and annual report before submission to the Board.

Corporate Governance Report (Continued)

(J) DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the Group's financial statements. A statement by the auditors of their reporting responsibilities for the year ended 30th June, 2009 is set out in the Independent Auditor's Report on page 19 of this Annual Report.

GROUP RESULTS AND DIVIDENDS

The Board of Directors announces that the operating profit of the Group for the year ended 30th June, 2009 increased to HK\$574.6 million from HK\$122.9 million in the previous year primarily due to increase in income from sale of properties under development for sale, partly offset by the decrease in finance income. The audited consolidated profit of the Group for the year amounted to HK\$274 million, compared with HK\$332 million for the previous year, after taking into consideration the effect of investment properties valuation. Share of results of jointly controlled entities decreased compared with last year which is also the result of falls in investment properties valuation.

The Directors will recommend to shareholders at the forthcoming Ordinary Yearly Meeting to be held on Friday, 11th December, 2009 the payment of a final dividend of HK\$0.10 per share. The Directors will also recommend to the shareholders the payment of a special dividend of HK\$1.40 per share. These two dividends, together with the first interim dividend of HK\$0.10 per share, a special dividend of HK\$0.50 per share, and a second interim dividend of HK\$0.30 per share payable on 9th November 2009, will make a total dividend for the year of HK\$2.40 per share, compared with HK\$2.20 per share for the previous year.

HIGHLIGHTS OF PROPERTY DEVELOPMENT AND INVESTMENTS ARE SUMMARIZED BELOW:-

INLAND LOT 7105, KAM HONG STREET, NORTH POINT (ISLAND LODGE)

The property has a site area of approximately 17,870 sq.ft. After completing negotiations with Government on the modification of the Government Lease, including payment of a premium of HK\$568.3 million in October 2005, your Company has transferred the site to a wholly-owned subsidiary of the Company to enable the site to be developed into an upmarket commercial and residential complex with a total gross floor area not exceeding 16,866.6 square metres. The subsidiary of the Company has appointed a wholly-owned subsidiary of Swire Properties Ltd. to design and build the development on the site and to market and sell the units on its behalf. This prestigious development comprises 184 luxurious residential units with sizes ranging from 777 sq. ft. to 2,265 sq. ft. in a single 45 storey block with a tastefully decorated clubhouse, 50 car parking spaces and retail facilities on the ground floor. The building and fitting out works have been completed. The occupation permit was issued on 17th December, 2008 and the Certificate of Compliance was issued on 19th March, 2009. As at 30th June, 2009, approximately 80% of the residential units have been sold. This has turned out to be a highly successful project and has so far been very well received by buyers.

INLAND LOT 88, NO. 391 CHAI WAN ROAD, CHAI WAN

The property, which is wholly-owned by the Company, continues to be held for investment purposes and derives rental income. The property has a site area of approximately 102,420 sq. ft. In May 2001, the site was rezoned and designated as a Comprehensive Development Area. In February 2002, the Town Planning Board approved, subject to a number of planning conditions, the Company's application under Section 16 of the Town Planning Ordinance for redevelopment. Planning approval was extended in January 2008 for a further three years until 8th February, 2011 subject to the same conditions. The Company is continuing discussion with Government on the development of the site with a view to realize its potential.

Chairman's Statement (Continued)

U.K. PROPERTIES

The Group's freehold commercial properties in central London remain fully let. After an earlier steep decline, market value of commercial properties in central London has stabilized and has begun to rise again in freehold properties with good covenants, like ours. Our commercial properties in London, therefore, continue to be valuable long term investments.

OUTLOOK

The global financial market has stabilized since the second quarter of 2009 with sharp rise in share prices worldwide. In Hong Kong, although residential price has appreciated significantly, it is not clear that the price of commercial properties has followed the same trend. Despite a still somewhat uncertain outlook, the Group, with substantial funds available and no bank borrowing, will continue to look for favourable opportunities to invest with a view to create shareholder value.

NGAN Kit-ling
Chairman

Hong Kong, 21st October, 2009

INFORMATION ON DIRECTORS AND SENIOR MANAGEMENT

NGAN Kit-ling, J.P., (76), Chairman and Managing Director, Executive Director of CMB since 1968. Solicitor and Notary Public. Also Director of Island Communication Enterprises Limited, Communication Holdings Limited, Heartwell Limited, Island Communication Investments Limited, Grand Island Place Investments Limited, Nottingham Developments Limited, Oxney Investments Limited, Communication Properties Limited, Eaglefield Properties Limited and Forever Vitality Limited. A substantial shareholder of CMB as defined in the Securities and Futures Ordinance. Spouse of Mr Fritz HELMREICH. Sister of Dr. NGAN Kit-Keung and Dr. Henry NGAN.

DR. NGAN Kit-keung, D.Sc, Ph.D., D.Tech., D.B.A., Comp.I.Manf., C.Prof.B.T.M., F.Inst.D., FCMI, P.Eng., (74), Assistant Managing Director. Director of CMB since 1961 and appointed as Assistant Managing Director since 1967. A substantial shareholder of CMB as defined in the Securities and Futures Ordinance. Also Director of Island Communication Enterprises Limited, Communication Holdings Limited, Heartwell Limited, Oxney Investments Limited, Island Communication Investments Limited, Grand Island Place Investments Limited, Nottingham Developments Limited, Communication Properties Limited, Prosperous Orient Limited, Eaglefield Properties Limited and Forever Vitality Limited. He is also a Non-Executive Director of Transport Business Services Ltd. in United Kingdom. Dr. Ngan was elected a Fellow of the Duke of Edinburgh's Award World Fellowship in 2002. Brother of NGAN Kit-ling and Dr. Henry NGAN. Brother-in-law of Fritz HELMREICH.

DR. Henry NGAN, (71), Director of CMB since 1976. Medical Practitioner. Executive Director since 1998. Also Director of Island Communication Enterprises Limited, Communication Holdings Limited, Heartwell Limited, Island Communication Investments Limited, Grand Island Place Investments Limited, Nottingham Developments Limited, Oxney Investments Limited, Communication Properties Limited, Prosperous Orient Limited, Eaglefield Properties Limited and Forever Vitality Limited. A substantial shareholder of CMB as defined in the Securities and Futures Ordinance. Brother of NGAN Kit-ling and Dr. NGAN Kit-keung. Brother-in-law of Fritz HELMREICH.

*Dr. LIU Lit Mo, L.L.D., M.B.E., J.P., (71), Director of CMB since 1981. Managing Director of Liu Chong Hing Investment Ltd., Vice Chairman and Executive Director of Chong Hing Bank Ltd. Also Member of Advisory Board of Tung Wah Group of Hospitals, Board of Trustees of the Chinese University of Hong Kong, United College and Director of Liu Po Shan Memorial College. He was also the Past District Governor of Rotary International District 3450 (Hong Kong, Macau and Mongolia), Past Chairman of Tung Wah Group of Hospitals, Past Chairman of Hong Kong Football Association, Past President of Hong Kong Chiu Chow Chamber of Commerce and Past Member of Board of Trustees of the Lord Wilson Heritage Trust. Awarded Silver Jubilee Medal by Her Majesty the Queen in 1977. He was conferred an Honorary Doctor's Degree in Laws by Lingnan University in 2005.

Fritz HELMREICH, Dipl. Ing. (Austria), MSc., (79), Director of CMB since 1993. Former Austrian Trade Commissioner to Hong Kong. Has held a number of diplomatic posts including Commercial Counsellor (Head of Commercial Section), Austrian Embassy, Beijing, PRC and Chargé d' Affaires, Austrian Embassy, Republic of Singapore. Also Director of Island Communication Enterprises Limited, Oxney Investments Limited, Island Communication Investments Limited, Grand Island Place Investments Limited, Nottingham Developments Limited, Communication Properties Limited, Prosperous Orient Limited, Eaglefield Properties Limited and Forever Vitality Limited. Spouse of NGAN Kit-ling. Brother-in-law of Dr. NGAN Kit-Keung and Dr. Henry NGAN.

*Anthony Grahame STOTT, B.Sc., F.F.A., (55), Director of CMB since 2002. He is an actuary who between 1982 and 2002 was with Watson Wyatt & Co., a leading global actuarial and management consultancy, from 1992 to 1996 as Managing Director Hong Kong and from 1995 to 2002 as Regional Director Asia Pacific. He was president of the Actuarial Association in Hong Kong in 1984 as well as having been a member of a number of Hong Kong Government advisory committees.

*TSE Yiu Wah, (62), Director of CMB since 2004. He is also director of Auzakia Company Limited and Sing Shun Properties Limited. He was the South East Asia Manager of Sealand Service Inc. Mr. Tse had over 26 years of experience in the property investment field in Hong Kong.

(* Independent Non-Executive Director)

Senior Management

Victor WONG, ACIS, (64), Personnel & Administration Manager. Was Company Secretary of CMB from 1982 to 1989 and rejoined CMB in 1993. Has 39 years experience in administration, personnel management and company secretary fields with 31 years in Senior Management post.

Y.T. YUEN, BBA(Hons), FCCA, CPA, (47), Chief Accountant. Joined CMB in 1999. Has 24 years experience in accounting field.

KWOK Pun Tak, FCIS, FCS, (56), Company Secretary. Joined CMB in 2002. Has 28 years company secretarial experience.

Independent Auditor's Report



TO THE SHAREHOLDERS OF CHINA MOTOR BUS COMPANY, LIMITED

(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of China Motor Bus Company, Limited (the "company") set out on pages 20 to 58, which comprise the consolidated and company balance sheets as at 30th June, 2009, and the consolidated profit and loss account, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The directors of the company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the company and of the group as at 30th June, 2009 and of the group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

Hong Kong, 21st October, 2009

Consolidated Profit and Loss Account for the Year Ended 30th June, 2009

(Expressed in Hong Kong dollars)

| | NOTE | 2009 | 2008 |
|---|--------|------------------|-----------------|
| | | \$000's | \$000's |
| TURNOVER | 3 | 1,483,762 | 83,225 |
| COST OF SALES | | <u>(857,283)</u> | <u>-</u> |
| GROSS PROFIT | | 626,479 | 83,225 |
| FINANCE (EXPENSES)/INCOME | 4 | (33,465) | 58,272 |
| OTHER INCOME | 5 | 3,859 | 1,852 |
| STAFF COSTS | 6(a) | (7,834) | (7,712) |
| DEPRECIATION | | (437) | (546) |
| OTHER OPERATING EXPENSES | | <u>(14,015)</u> | <u>(12,180)</u> |
| OPERATING PROFIT | 3, 6 | 574,587 | 122,911 |
| SHARE OF RESULTS OF JOINTLY CONTROLLED ENTITIES | | (70,926) | 195,237 |
| NET VALUATION (LOSSES)/GAINS ON INVESTMENT PROPERTIES | | <u>(193,022)</u> | <u>18,032</u> |
| PROFIT BEFORE TAXATION | | 310,639 | 336,180 |
| TAXATION | 8(a) | <u>(36,378)</u> | <u>(3,707)</u> |
| PROFIT AFTER TAXATION ATTRIBUTABLE TO SHAREHOLDERS | 10, 25 | <u>274,261</u> | <u>332,473</u> |
| DIVIDENDS ATTRIBUTABLE TO THE YEAR | 9(a) | <u>109,427</u> | <u>100,308</u> |
| EARNINGS PER SHARE | 11 | | |
| BASIC AND DILUTED | | <u>\$6.02</u> | <u>\$7.29</u> |

The notes on pages 26 to 58 form part of these financial statements.

Consolidated Balance Sheet at 30th June, 2009

(Expressed in Hong Kong dollars)

| | NOTE | 2009 \$000's | 2008 \$000's |
|--|-------|------------------|------------------|
| NON-CURRENT ASSETS | | | |
| FIXED ASSETS | 13 | 1,802,030 | 2,176,425 |
| INTEREST IN JOINTLY CONTROLLED ENTITIES | 15 | 1,007,070 | 1,109,196 |
| OTHER INVESTMENTS | 16 | 8,823 | 11,141 |
| DEFINED BENEFIT ASSET | 17 | <u>881</u> | <u>724</u> |
| | | 2,818,804 | 3,297,486 |
| CURRENT ASSETS | | | |
| PROPERTY UNDER DEVELOPMENT FOR SALE | 18 | – | 765,825 |
| COMPLETED PROPERTY HELD FOR SALE | 19 | 347,570 | – |
| DEBTORS, DEPOSITS AND PREPAYMENTS | 20 | 558,874 | 34,479 |
| DEPOSITS WITH BANKS | | 2,024,153 | 1,524,230 |
| CASH AT BANKS AND IN HAND | | <u>15,756</u> | <u>13,051</u> |
| | | 2,946,353 | 2,337,585 |
| CURRENT LIABILITIES | | | |
| CREDITORS AND ACCRUALS | 21 | 516,948 | 411,224 |
| TAXATION | 23(a) | 68,784 | 4,623 |
| | | <u>585,732</u> | <u>415,847</u> |
| NET CURRENT ASSETS | | <u>2,360,621</u> | <u>1,921,738</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | <u>5,179,425</u> | <u>5,219,224</u> |
| Representing:- | | | |
| SHARE CAPITAL | 24 | 91,189 | 91,189 |
| RESERVES | 25 | 4,512,388 | 4,519,730 |
| | | 4,603,577 | 4,610,919 |
| DEFERRED PROFITS | 26 | 441,197 | 441,197 |
| DEFERRED TAXATION | 23(b) | <u>134,651</u> | <u>167,108</u> |
| | | <u>5,179,425</u> | <u>5,219,224</u> |

Approved and authorised for issue by the board of directors on 21st October, 2009.

| | | |
|--------------------|---|----------|
| NGAN Kit-ling | } | Director |
| | } | |
| Dr. NGAN Kit-keung | } | Director |
| | } | |

The notes on pages 26 to 58 form part of these financial statements.

Balance Sheet at 30th June, 2009

(Expressed in Hong Kong dollars)

| | NOTE | 2009 \$000's | 2008 \$000's |
|--|-------|------------------|------------------|
| NON-CURRENT ASSETS | | | |
| FIXED ASSETS | 13 | 345,317 | 425,104 |
| INTEREST IN SUBSIDIARIES | 14 | 1,018,356 | 1,018,356 |
| DEFINED BENEFIT ASSET | 17 | 881 | 724 |
| | | <u>1,364,554</u> | <u>1,444,184</u> |
| CURRENT ASSETS | | | |
| DEBTORS, DEPOSITS AND PREPAYMENTS | 20 | 714 | 311 |
| AMOUNTS DUE FROM SUBSIDIARIES | 22 | 446,762 | 783,201 |
| DEPOSITS WITH BANKS | | 240,711 | 3,462 |
| CASH AT BANKS AND IN HAND | | 6,526 | 4,683 |
| | | <u>694,713</u> | <u>791,657</u> |
| CURRENT LIABILITIES | | | |
| CREDITORS AND ACCRUALS | 21 | 8,307 | 10,332 |
| AMOUNTS DUE TO SUBSIDIARIES | 22 | 681,964 | 665,893 |
| | | <u>690,271</u> | <u>676,225</u> |
| NET CURRENT ASSETS | | | |
| | | <u>4,442</u> | <u>115,432</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | |
| | | <u>1,368,996</u> | <u>1,559,616</u> |
| Representing:- | | | |
| SHARE CAPITAL | 24 | 91,189 | 91,189 |
| RESERVES | 25 | 995,495 | 1,173,022 |
| | | 1,086,684 | 1,264,211 |
| DEFERRED PROFITS | 26 | 230,132 | 230,132 |
| DEFERRED TAXATION | 23(b) | 52,180 | 65,273 |
| | | <u>1,368,996</u> | <u>1,559,616</u> |

Approved and authorised for issue by the board of directors on 21st October, 2009.

| | | |
|--------------------|---|----------|
| NGAN Kit-ling |) | Director |
| |) | |
| Dr. NGAN Kit-keung |) | Director |
| |) | |

The notes on pages 26 to 58 form part of these financial statements.

Consolidated Statement of Changes in Equity for the Year Ended 30th June, 2009

(Expressed in Hong Kong dollars)

| | <u>2009</u> | <u>2008</u> |
|---|--------------------|--------------------|
| | \$000's | \$000's |
| SHAREHOLDERS' EQUITY AT 1ST JULY | 4,610,919 | 4,389,922 |
| EXCHANGE DIFFERENCES ARISING ON CONSOLIDATION | <u>(181,295)</u> | <u>(11,168)</u> |
| NET LOSSES NOT RECOGNISED IN THE PROFIT AND LOSS ACCOUNT | <u>..(181,295)</u> | <u>..(11,168)</u> |
| NET PROFIT FOR THE YEAR | <u>...274,261</u> | <u>...332,473</u> |
| DIVIDENDS APPROVED AND PAID DURING THE YEAR | <u>..(100,308)</u> | <u>..(100,308)</u> |
| SHAREHOLDERS' EQUITY AT 30TH JUNE | <u>4,603,577</u> | <u>4,610,919</u> |

The notes on pages 26 to 58 form part of these financial statements.

Consolidated Cash Flow Statement for the Year Ended 30th June, 2009

(Expressed in Hong Kong dollars)

| | 2009 | 2008 |
|--|-----------------|----------------|
| | \$000's | \$000's |
| OPERATING ACTIVITIES | | |
| Operating profit | 574,587 | 122,911 |
| Adjustments for: | | |
| – Depreciation | 437 | 546 |
| – Dividend income from other investments | (386) | (490) |
| – Interest income | (32,174) | (61,608) |
| – Net unrealised losses/(gains) on other investments | 2,601 | (792) |
| – Loss on disposal of fixed assets | – | 10 |
| – Loss/(gain) on disposal of other investments | 21 | (1,325) |
| – Foreign exchange loss | 64,818 | 5,555 |
| | <u>609,904</u> | <u>64,807</u> |
| OPERATING PROFIT BEFORE CHANGES IN WORKING CAPITAL | 609,904 | 64,807 |
| Increase in defined benefit asset | (157) | (68) |
| Increase in debtors, deposits and prepayments | (524,641) | (30,675) |
| Decrease in completed property held for sale/property under development for sale | 418,255 | – |
| Increase in creditors and accruals | 105,724 | 188,758 |
| | <u>609,085</u> | <u>222,822</u> |
| CASH GENERATED FROM OPERATIONS | 609,085 | 222,822 |
| Tax paid | | |
| – Hong Kong Profits Tax paid | (151) | (83) |
| – Overseas tax paid | (4,523) | (5,317) |
| | <u>604,411</u> | <u>217,422</u> |
| NET CASH FROM OPERATING ACTIVITIES | 604,411 | 217,422 |
| INVESTING ACTIVITIES | | |
| Purchase of fixed assets | (359) | (38) |
| Purchase of other investments | (364) | (297) |
| Proceeds from sale of fixed assets | – | 20 |
| Proceeds from sale of other investments | 60 | 4,176 |
| Placement of deposits with banks with maturity more than three months | (151,470) | – |
| Dividends from jointly controlled entities | 7,200 | 6,400 |
| Dividends from other investments | 386 | 490 |
| Interest received | 32,420 | 60,015 |
| Repayment of loans by jointly controlled entities | 24,000 | 23,000 |
| | <u>(88,127)</u> | <u>93,766</u> |
| NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES | (88,127) | 93,766 |

Consolidated Cash Flow Statement for the Year Ended 30th June, 2009 (Continued)

(Expressed in Hong Kong dollars)

| | <u>2009</u> | <u>2008</u> |
|--|------------------|------------------|
| | \$000's | \$000's |
| FINANCING ACTIVITIES | | |
| Dividends paid | (100,308) | (100,308) |
| NET CASH USED IN FINANCING ACTIVITIES | <u>(100,308)</u> | <u>(100,308)</u> |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 415,976 | 210,880 |
| EFFECT OF FOREIGN EXCHANGE RATES | (64,818) | (5,555) |
| CASH AND CASH EQUIVALENTS BROUGHT FORWARD | <u>1,537,281</u> | <u>1,331,956</u> |
| CASH AND CASH EQUIVALENTS AT 30TH JUNE | <u>1,888,439</u> | <u>1,537,281</u> |
| ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS | | |
| Deposits with banks | 2,024,153 | 1,524,230 |
| Less: Deposits with banks with maturity more than three months | (151,470) | - |
| Cash at banks and in hand | <u>15,756</u> | <u>13,051</u> |
| | <u>1,888,439</u> | <u>1,537,281</u> |

Notes on The Financial Statements

(Expressed in Hong Kong dollars)

1. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the group is set out below.

The HKICPA has issued a number of new interpretations and an amendment to HKFRSs that are first effective for the current accounting period of the group. Note 2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of financial statements

The measurement basis used in the preparation of the financial statements is historical cost modified by the revaluation of investment properties, and the marking to market of certain investments in securities as explained in the accounting policies set out below.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements and estimates made by management in the application of HKFRSs that have significant effect on the financial statements are discussed in note 31.

(c) Subsidiaries and controlled enterprises

Subsidiaries are entities controlled by the group. Subsidiaries are considered to be controlled if the group has the power, directly or indirectly, to govern the financial and operating policies, so as to obtain benefits from their activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

In the company's balance sheet, an investment in a subsidiary is stated at cost less any impairment losses (see note 1(i)), unless it is classified as held for sale (or included in a disposal group that is classified as held for sale).

(d) Jointly controlled entities

A jointly controlled entity is an entity which operates under a contractual arrangement between the group or company and other parties, where the contractual arrangement establishes that the group or company and one or more of the other parties share joint control over the economic activity of the entity.

An investment in a jointly controlled entity is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the group's share of the jointly controlled entity's net assets, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The consolidated profit and loss account reflects the group's share of the post-acquisition, post-tax results of the jointly controlled entities for the year.

Unrealised profits and losses resulting from transactions between the group and its jointly controlled entities are eliminated to the extent of the group's interest in the jointly controlled entity, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

Notes on The Financial Statements (Continued)

1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Investments in securities

The group's policies for investments in securities other than investments in subsidiaries and jointly controlled entities are as follows:

- (i) Investments in securities are initially stated at fair value. At each balance sheet date the fair value is remeasured, with any resultant unrealised gain or loss recognised in profit or loss.
- (ii) Investments are recognised/derecognised on the date the group commits to purchase/sell the investments or they expire.
- (iii) Profits or losses on disposal of investments in securities are determined as the difference between the estimated net disposal proceeds and the carrying amount of the investments and are recognised in profit or loss as they arise.

(f) Fixed assets

(i) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(h)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use. Investment properties are stated in the balance sheet at fair value. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 1(r)(i).

When the group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 1(h)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in note 1(h). Property that is being constructed or developed for future use as investment property is classified as property, plant and equipment and stated at cost until construction or development is complete, at which time it is reclassified as investment property at fair value. Any difference between the fair value of the property at that date and its previous carrying amount is recognised in profit or loss.

(ii) Other properties and fixed assets

Other properties are stated at valuation less accumulated depreciation (see note 1(g)) and impairment losses (see note 1(i)). All other fixed assets are stated in the balance sheet at cost less accumulated depreciation (see note 1(g)) and impairment losses (see note 1(i)).

(iii) Subsequent expenditure relating to a fixed asset that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the enterprise. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

(iv) Gains or losses arising from the retirement or disposal of a fixed asset are determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss on the date of retirement or disposal.

(g) Depreciation

Depreciation is calculated to write off the cost or valuation of the company's and the group's fixed assets over their estimated useful lives as follows:

| | |
|-------------------------------|--|
| Other properties | – over the period of the lease |
| Motor buses | – on a straight line basis, over 12 years for new buses and 7 years for converted or second hand buses, to a residual value of \$10,000 and \$7,000 respectively |
| Plant, fixtures and equipment | – on a straight line basis to write off the assets over 10 or 5 years |

(h) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Notes on The Financial Statements (Continued)

1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Leased assets (continued)

(i) Classification of assets leased to the group

Assets that are held by group under leases which transfer to the group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 1(f)(i)).
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the group, or taken over from the previous lessee, or at the date of construction of those buildings, if later.

(ii) Assets acquired under finance leases

Where the group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the company or group will obtain ownership of the asset, the life of the asset, as set out in note 1(g). Impairment losses are accounted for in accordance with the accounting policy as set out in note 1(i). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

(iii) Operating lease charges

Where the group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note 1(f)) or is held for development for sale (see note 1(j)).

(i) Impairment of assets

(i) Impairment of other receivables

Other current and non-current receivables that are stated at amortised cost are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological market, economic or legal environment that have an adverse effect on the debtor.

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets). This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Notes on The Financial Statements (Continued)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Impairment of assets (continued)

(i) Impairment of other receivables (continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors whose recovery is considered doubtful but not remote. In this case, impairment losses for doubtful debts are recorded using an allowance account. When the group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance amount. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- fixed assets (other than properties carried at revalued amounts); and
- investments in subsidiaries and jointly controlled entities (except for those classified as held for sale (or included in a disposal group that is classified as held for sale)).

If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

– Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

– Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of impairment losses is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(i)(i) and (ii)).

(j) Inventories

Inventories in respect of property development activities are carried at the lower of cost and net realisable value. Cost and net realisable values are determined as follows:

Property under development for sale

The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land, borrowing costs capitalised, aggregate cost of development, materials and supplies, wages and other direct expenses and an appropriate proportion of overheads. Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

Completed property held for sale

In the case of completed property developed by the group, cost is determined by apportionment of the total development costs for that development project, attributable to the unsold properties. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

Notes on The Financial Statements (Continued)

1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost less impairment losses for bad and doubtful debts (see note 1(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less impairment losses for bad and doubtful debts (see note 1(i)).

(l) Trade and other payables

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(n) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, leave passage, contributions to defined contribution retirement plans and the cost to the group of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Defined benefit retirement plan obligations

The group's net obligations in respect of defined benefit retirement schemes are calculated separately for each scheme by estimating the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine the present value, and the fair value of the scheme's assets is deducted. The discount rate is the yield at the balance sheet date on high quality corporate bonds that have maturity dates approximating to the terms of the group's obligations. The calculation is performed by a qualified actuary using the projected unit credit method.

When the benefits of a scheme are improved, the portion of the increased benefit relating to past service by employees is recognised as an expense in profit or loss on a straight-line basis over the average period until the benefits become vested. If the benefits vest immediately, the expense is recognised immediately in profit or loss.

In calculating the group's obligation in respect of a scheme, if any cumulative unrecognised actuarial gain or loss exceeds ten percent of the greater of the present value of the defined benefit obligation and the fair value of scheme assets, that portion is recognised in profit or loss over the expected average remaining working lives of the employees participating in the scheme. Otherwise, the actuarial gain or loss is not recognised.

Where the calculation of the group's net obligation results in a negative amount, the asset recognised is limited to the net total of any cumulative unrecognised net actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

(o) Income tax

(i) Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.

(ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Notes on The Financial Statements (Continued)

1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Income tax (continued)

(iii) Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

(iv) Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if, and only if, the company or the group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the company or the group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(p) Deferred profits

Profits from the sale of land and buildings to jointly controlled entities for development for resale and investment are deferred to the extent of the group's attributable interest in the jointly controlled entities. The deferred profits will be recognised and taken to profit or loss as and when the properties are sold by the jointly controlled entities.

(q) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the company or group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Notes on The Financial Statements (Continued)

1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

- (r) Revenue recognition
Provided it is probable that the economic benefits will flow to the group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:
- (i) Rental income from operating leases
Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset.
 - (ii) Income from sale of properties
Revenue arising from the sale of properties held for sale is recognised when the risks and rewards of ownership of the property have passed to the buyers. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the balance sheet under creditors and accruals.
 - (iii) Dividends
Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.
 - (iv) Interest income
Interest income is recognised as it accrues using the effective interest method.
- (s) Translation of foreign currencies
Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in profit or loss. Exchange differences arising on consolidation are taken directly to reserves.
Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.
- (t) Related parties
For the purposes of these financial statements, a party is considered to be related to the group if:
- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the group or exercise significant influence over the group in making financial and operating policy decisions, or has joint control over the group;
 - (ii) the group and the party are subject to common control;
 - (iii) the party is an associate of the group or a joint venture in which the group is a venturer;
 - (iv) the party is a member of key management personnel of the group or the group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
 - (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
 - (vi) the party is a post-employment benefit plan which is for the benefit of employees of the group or of any entity that is a related party of the group.
- Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.
- (u) Segment reporting
A segment is a distinguishable component of the group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.
In accordance with the group's internal financial reporting, the group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format.
Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include trade receivables and property, plant and equipment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group enterprises within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.
Segment capital expenditure is the total cost incurred during the period to acquire segment assets that are expected to be used for more than one period.
Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, tax balances, corporate and financing expenses.

Notes on The Financial Statements (Continued)

2. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued the following new interpretations and an amendment to HKFRSs that are first effective for the current accounting period of the group:

- HK(IFRIC) 14, HKAS 19 - *The limit on a defined benefit asset, minimum funding requirements and their interaction*
- Amendment to HKAS 39, *Financial instruments: Recognition and measurement*, and HKFRS 7, *Financial instruments: Disclosures - Reclassification of financial assets*

These HKFRS developments have had no material impact on the group's financial statements.

The group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 32).

3. TURNOVER

The principal activities of the company and the group are property development and investment. The principal activities of the subsidiaries are set out in note 14 on the financial statements.

Turnover represents rental income and income from sale of properties. The amount of each significant category of revenue recognised in turnover during the year is as follows:

| | 2009 | 2008 |
|------------------------------------|------------------|---------------|
| | \$000's | \$000's |
| Income from sale of properties | 1,408,268 | - |
| Rentals from investment properties | <u>75,494</u> | <u>83,225</u> |
| | <u>1,483,762</u> | <u>83,225</u> |

The analysis of geographical location of the operations of the company and its subsidiaries during the year is as follows:

| | Group turnover | | Operating profit | |
|--------------------------------------|------------------|---------------|------------------|----------------|
| | 2009 | 2008 | 2009 | 2008 |
| | \$000's | \$000's | \$000's | \$000's |
| Geographical locations of operations | | | | |
| Hong Kong | 1,435,499 | 22,216 | 550,174 | 57,521 |
| United Kingdom | <u>48,263</u> | <u>61,009</u> | <u>24,413</u> | <u>65,390</u> |
| | <u>1,483,762</u> | <u>83,225</u> | <u>574,587</u> | <u>122,911</u> |

The turnover of the jointly controlled entities attributable to the group for the year amounted to \$58,883,000 (2008: \$55,732,000).

Notes on The Financial Statements (Continued)

4. FINANCE (EXPENSES)/INCOME

| | <u>2009</u> | <u>2008</u> |
|--|-----------------|---------------|
| | \$000's | \$000's |
| Interest income | 32,174 | 61,608 |
| Dividend income from other investments | 386 | 490 |
| Exchange loss | (63,403) | (5,943) |
| Net unrealised (losses)/gains on other investments | (2,601) | 792 |
| (Loss)/gain on disposal of other investments | (21) | 1,325 |
| | <u>(33,465)</u> | <u>58,272</u> |

5. OTHER INCOME

| | <u>2009</u> | <u>2008</u> |
|----------------------------------|--------------|--------------|
| | \$000's | \$000's |
| Management fee | 497 | 497 |
| Unclaimed dividends forfeited | 2,320 | 344 |
| Loss on disposal of fixed assets | - | (10) |
| Sundry income | 1,042 | 1,021 |
| | <u>3,859</u> | <u>1,852</u> |

6. OPERATING PROFIT

| Operating profit is arrived at | <u>2009</u> | <u>2008</u> |
|--|---------------|---------------|
| | \$000's | \$000's |
| after charging:- | | |
| (a) Staff costs: | | |
| Contributions to defined contribution retirement scheme | 100 | 106 |
| Income recognized in respect of defined benefit retirement schemes (note 17) | (157) | (68) |
| Salaries, wages and other benefits | 7,891 | 7,674 |
| | <u>7,834</u> | <u>7,712</u> |
| (b) Other items: | | |
| Auditors' remuneration | | |
| - audit services (Note) | 2,887 | 2,650 |
| - tax services | 721 | 722 |
| Legal and professional fees | 2,981 | 2,300 |
| Property expenses | 4,201 | 3,376 |
| Cost of property sold | 857,283 | - |
| Note: including under-provision in respect of previous year | | |
| and after crediting:- | | |
| Rental income less outgoings | 71,293 | 79,849 |
| which includes | | |
| - gross rental income from investment properties | <u>75,494</u> | <u>83,225</u> |

Notes on The Financial Statements (Continued)

7. EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID DIRECTORS/EMPLOYEES

(a) Directors

Directors' fees are set with reference to the articles of association of the company and are approved by the shareholders at Ordinary Yearly Meetings of the company.

Directors' bonus is calculated on the basis provided in the articles of association of the company.

Directors' emoluments disclosed pursuant to section 161 of the Hong Kong Companies Ordinance are as follows:-

| Name | Fees \$000's | Salaries, allowances and benefits in kind \$000's | Bonus in accordance with article 155 \$000's | Group's contributions to retirement scheme \$000's | Total \$000's |
|-----------------------|-----------------|---|--|--|------------------|
| <i>2009</i> | | | | | |
| Ngan Kit-ling | 55 | 2,305 | - | - | 2,360 |
| Dr. Ngan Kit-keung | 55 | 1,219 | - | - | 1,274 |
| Dr. Henry Ngan | 55 | 600 | - | - | 655 |
| Fritz Helmreich | 55 | 600 | - | - | 655 |
| Dr. Liu Lit-mo | 50 | - | - | - | 50 |
| Anthony Grahame Stott | 50 | - | - | - | 50 |
| Tse Yiu-wah | 50 | - | - | - | 50 |
| | <u>370</u> | <u>4,724</u> | <u>-</u> | <u>-</u> | <u>5,094</u> |
| <i>2008</i> | | | | | |
| Ngan Kit-ling | 55 | 2,322 | - | - | 2,377 |
| Dr. Ngan Kit-keung | 55 | 1,219 | - | - | 1,274 |
| Dr. Henry Ngan | 55 | 420 | - | - | 475 |
| Fritz Helmreich | 55 | 420 | - | - | 475 |
| Dr. Liu Lit-mo | 50 | - | - | - | 50 |
| Anthony Grahame Stott | 50 | - | - | - | 50 |
| Tse Yiu-wah | 50 | - | - | - | 50 |
| | <u>370</u> | <u>4,381</u> | <u>-</u> | <u>-</u> | <u>4,751</u> |

Fees and other emoluments in respect of independent non-executive directors for the year ended 30th June, 2009 amounted to \$150,000 (2008: \$150,000).

(b) Employees

Set out below are analyses of the emoluments for the year ended 30th June, 2009 of one employee (2008: two) of the group who, not being directors of the company, is among the top five highest paid individuals (including directors of the company and other employees of the group) employed by the group.

| | | | |
|--|--|---------------|---------------|
| (i) Aggregate emoluments | | <u>2009</u> | <u>2008</u> |
| | | \$000's | \$000's |
| Basic salary, housing allowance and other benefits | | 728 | 1,175 |
| Retirement scheme contribution | | 12 | 24 |
| | | <u>740</u> | <u>1,199</u> |
| (ii) Bandings | | | |
| <i>Bands (in HK\$)</i> | | <i>Number</i> | <i>Number</i> |
| \$Nil – \$1,000,000 | | 1 | 2 |

Notes on The Financial Statements (Continued)

8. TAXATION

The provision for Hong Kong Profits Tax is calculated at 16.5% (2008: 16.5%) of the estimated assessable profits for the year ended 30th June, 2009. Taxation for overseas subsidiaries is similarly calculated at the appropriate current rates of taxation ruling in the relevant countries.

| (a) Taxation in the consolidated profit and loss account represents:- | <u>2009</u> \$000's | <u>2008</u> \$000's |
|---|------------------------|------------------------|
| Current tax – Provision for Hong Kong Profits Tax | | |
| Tax for the year | 63,025 | 865 |
| Over-provision in respect of prior years | <u>(16)</u> | <u>(25)</u> |
| | <u>63,009</u> | <u>840</u> |
| Current tax – Overseas | | |
| Tax for the year | 6,175 | 5,186 |
| (Over)/under-provision in respect of prior years | <u>(349)</u> | <u>286</u> |
| | <u>5,826</u> | <u>5,472</u> |
| Deferred tax | | |
| Origination and reversal of temporary differences | | |
| – relating to property valuation | (30,300) | (1,440) |
| – others | (2,157) | 5,099 |
| – effect of change in the Profits Tax rate on deferred tax balances at 1st July | <u>–</u> | <u>(6,264)</u> |
| | <u>(32,457)</u> | <u>(2,605)</u> |
| | <u>36,378</u> | <u>3,707</u> |

Share of taxation of jointly controlled entities for the year ended 30th June, 2009 amounting to tax credit of \$12,839,000 (2008: tax charge of \$22,371,000) is included in share of results of jointly controlled entities in the consolidated profit and loss account.

(b) Reconciliation between the actual tax expense and accounting profit at applicable tax rates:

| | <u>2009</u> \$000's | <u>2008</u> \$000's |
|---|------------------------|------------------------|
| Profit before taxation | <u>310,639</u> | <u>336,180</u> |
| Notional tax on profit before taxation calculated at applicable tax rates | 50,848 | 51,770 |
| Tax effect of non-deductible expenses | 19,694 | 2,261 |
| Tax effect of non-taxable revenue | (35,003) | (47,397) |
| Tax effect of change in tax rate on opening balances of deferred tax (Over)/under-provision in respect of prior years | – | (6,264) |
| Tax effect of temporary differences not recognised in prior years but in current year | (365) | 261 |
| Tax effect of tax losses not recognised | – | 2,343 |
| Tax losses utilised | 1,204 | 746 |
| | <u>–</u> | <u>(13)</u> |
| Actual total tax expense | <u>36,378</u> | <u>3,707</u> |

Notes on The Financial Statements (Continued)

9. DIVIDENDS

(a) Dividends payable to equity shareholders of the company attributable to the year:

| | <u>2009</u> | <u>2008</u> |
|--|----------------|----------------|
| | \$000's | \$000's |
| First interim dividend declared and paid of \$0.10 per share (2008: \$0.10) | 4,559 | 4,559 |
| Special dividend declared and paid of \$0.50 per share (2008: \$0.50) | 22,798 | 22,798 |
| Second interim dividend declared after the balance sheet date of \$0.30 per share (2008: \$0.30) | 13,678 | 13,678 |
| Final dividend proposed after the balance sheet date of \$0.10 per share (2008: \$0.10) | 4,559 | 4,559 |
| Special dividend proposed after the balance sheet date of \$1.40 per share (2008: \$1.20) | <u>63,833</u> | <u>54,714</u> |
| | <u>109,427</u> | <u>100,308</u> |

The interim dividend, final dividend and special dividend declared or proposed after the balance sheet date have not been recognised as liabilities at the balance sheet date.

(b) Dividends payable to equity shareholders of the company attributable to the previous financial year, approved and paid during the year:

| | <u>2009</u> | <u>2008</u> |
|---|---------------|---------------|
| | \$000's | \$000's |
| Second interim dividend declared in respect of previous financial year of \$0.30 per share (2008: \$0.30) | 13,678 | 13,678 |
| Final dividend approved in respect of previous financial year of \$0.10 per share (2008: \$0.10) | 4,559 | 4,559 |
| Special dividend approved in respect of previous financial year of \$1.20 per share (2008: \$1.20) | <u>54,714</u> | <u>54,714</u> |
| | <u>72,951</u> | <u>72,951</u> |

10. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

Of the profit attributable to shareholders, a loss of \$77,219,000 (2008: \$8,215,000) is dealt with in the financial statements of the company.

11. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share is based on profit attributable to shareholders of \$274,261,000 (2008: \$332,473,000) and the weighted average of 45,594,656 (2008: 45,594,656) shares in issue during the year.

Notes on The Financial Statements (Continued)

12. SEGMENT REPORTING

Segment information is presented in respect of the group's business and geographical segments. Business segment information is chosen as the primary reporting format because this is more relevant to the group's internal financial reporting.

(a) Business segments

The group comprises the following main business segments:

| | Property investment and development | | Treasury management | | Unallocated | | Consolidated | |
|--|-------------------------------------|------------------|---------------------|------------------|-----------------|-----------------|------------------|------------------|
| | 2009 \$000's | 2008 \$000's | 2009 \$000's | 2008 \$000's | 2009 \$000's | 2008 \$000's | 2009 \$000's | 2008 \$000's |
| Turnover | 1,483,762 | 83,225 | - | - | - | - | 1,483,762 | 83,225 |
| Finance (expenses)/income | - | - | (33,465) | 58,272 | - | - | (33,465) | 58,272 |
| Other income | - | - | - | - | 3,859 | 1,852 | 3,859 | 1,852 |
| Total revenue | <u>1,483,762</u> | <u>83,225</u> | <u>(33,465)</u> | <u>58,272</u> | <u>3,859</u> | <u>1,852</u> | <u>1,454,156</u> | <u>143,349</u> |
| Segment results | 621,678 | 79,250 | (33,465) | 58,272 | - | - | 588,213 | 137,522 |
| Unallocated expenses | - | - | - | - | - | - | (13,626) | (14,611) |
| Operating profit | - | - | - | - | - | - | 574,587 | 122,911 |
| Share of results of jointly controlled entities | (70,926) | 195,237 | - | - | - | - | (70,926) | 195,237 |
| Net valuation (losses)/gains on investment properties | (193,022) | 18,032 | - | - | - | - | (193,022) | 18,032 |
| Taxation | - | - | - | - | - | - | (36,378) | (3,707) |
| Profit attributable to shareholders | - | - | - | - | - | - | <u>274,261</u> | <u>332,473</u> |
| Depreciation for the year | (297) | (298) | - | - | (140) | (248) | (437) | (546) |
| Fixed assets | 1,781,837 | 2,156,445 | - | - | 20,193 | 19,980 | 1,802,030 | 2,176,425 |
| Other investments | - | - | 8,823 | 11,141 | - | - | 8,823 | 11,141 |
| Defined benefit asset | - | - | - | - | 881 | 724 | 881 | 724 |
| Property under development for sale | - | 765,825 | - | - | - | - | - | 765,825 |
| Completed property held for sale | 347,570 | - | - | - | - | - | 347,570 | - |
| Debtors, deposits and prepayments | 556,514 | 31,823 | 2,038 | 2,284 | 322 | 372 | 558,874 | 34,479 |
| Deposits with banks with maturity more than three months | - | - | 151,470 | - | - | - | 151,470 | - |
| Cash balances | - | - | 1,888,439 | 1,537,281 | - | - | 1,888,439 | 1,537,281 |
| Segment assets | <u>2,685,921</u> | <u>2,954,093</u> | <u>2,050,770</u> | <u>1,550,706</u> | <u>21,396</u> | <u>21,076</u> | <u>4,758,087</u> | <u>4,525,875</u> |
| Interest in jointly controlled entities | 1,007,070 | 1,109,196 | - | - | - | - | 1,007,070 | 1,109,196 |
| Total assets | - | - | - | - | - | - | <u>5,765,157</u> | <u>5,635,071</u> |
| Deferred profits | 441,197 | 441,197 | - | - | - | - | 441,197 | 441,197 |
| Creditors and accruals | 508,184 | 399,908 | - | - | 8,764 | 11,316 | 516,948 | 411,224 |
| Taxation | - | - | - | - | 68,784 | 4,623 | 68,784 | 4,623 |
| Deferred taxation | - | - | - | - | 134,651 | 167,108 | 134,651 | 167,108 |
| Segment liabilities | <u>949,381</u> | <u>841,105</u> | <u>-</u> | <u>-</u> | <u>212,199</u> | <u>183,047</u> | <u>1,161,580</u> | <u>1,024,152</u> |
| Capital expenditure incurred during the year | 439,034 | 136,652 | - | - | 353 | 13 | 439,387 | 136,665 |

(b) Geographical segments

The group participates in two principal economic environments. Hong Kong is a major market for the group's business. In the United Kingdom, the major business is property investment.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical locations of customers. Segment assets and capital expenditure are based on the geographical location of assets.

| | Hong Kong | | United Kingdom | |
|--|-----------------|-----------------|-----------------|-----------------|
| | 2009 \$000's | 2008 \$000's | 2009 \$000's | 2008 \$000's |
| Turnover | 1,435,499 | 22,216 | 48,263 | 61,009 |
| Segment assets | 3,690,277 | 3,255,406 | 1,067,810 | 1,270,469 |
| Capital expenditure incurred during the year | 439,387 | 136,665 | - | - |

Notes on The Financial Statements (Continued)

13. FIXED ASSETS

| | Investment properties | Other properties | Motor buses | Plant, fixtures and equipment | Total |
|--|--------------------------|---------------------|----------------|-------------------------------------|------------------|
| | \$000's | \$000's | \$000's | \$000's | \$000's |
| (a) The group | | | | | |
| Cost or valuation: | | | | | |
| At 1st July, 2007 | 2,151,232 | 20,076 | 8,565 | 7,781 | 2,187,654 |
| Exchange adjustment | (11,168) | - | - | - | (11,168) |
| Additions | - | - | - | 38 | 38 |
| Disposals | - | - | (2,854) | (317) | (3,171) |
| Write back of provision for construction costs | (2,216) | - | - | - | (2,216) |
| Revaluation surplus | 18,032 | - | - | - | 18,032 |
| At 30th June, 2008 | <u>2,155,880</u> | <u>20,076</u> | <u>5,711</u> | <u>7,502</u> | <u>2,189,169</u> |
| Representing: | | | | | |
| Cost | - | - | 5,711 | 7,502 | 13,213 |
| 2002 valuation | - | 20,076 | - | - | 20,076 |
| 2008 valuation | <u>2,155,880</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>2,155,880</u> |
| | <u>2,155,880</u> | <u>20,076</u> | <u>5,711</u> | <u>7,502</u> | <u>2,189,169</u> |
| At 1st July, 2008 | 2,155,880 | 20,076 | 5,711 | 7,502 | 2,189,169 |
| Exchange adjustment | (181,295) | - | - | - | (181,295) |
| Additions | - | - | - | 359 | 359 |
| Revaluation deficit | (193,022) | - | - | - | (193,022) |
| At 30th June, 2009 | <u>1,781,563</u> | <u>20,076</u> | <u>5,711</u> | <u>7,861</u> | <u>1,815,211</u> |
| Representing: | | | | | |
| Cost | - | - | 5,711 | 7,861 | 13,572 |
| 2002 valuation | - | 20,076 | - | - | 20,076 |
| 2009 valuation | <u>1,781,563</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>1,781,563</u> |
| | <u>1,781,563</u> | <u>20,076</u> | <u>5,711</u> | <u>7,861</u> | <u>1,815,211</u> |
| Accumulated depreciation: | | | | | |
| At 1st July, 2007 | - | 406 | 8,360 | 6,573 | 15,339 |
| Charge for the year | - | 66 | 108 | 372 | 546 |
| Written back on disposals | - | - | (2,824) | (317) | (3,141) |
| At 30th June, 2008 | <u>-</u> | <u>472</u> | <u>5,644</u> | <u>6,628</u> | <u>12,744</u> |
| At 1st July, 2008 | - | 472 | 5,644 | 6,628 | 12,744 |
| Charge for the year | - | 66 | - | 371 | 437 |
| At 30th June, 2009 | <u>-</u> | <u>538</u> | <u>5,644</u> | <u>6,999</u> | <u>13,181</u> |
| Net book value: | | | | | |
| At 30th June, 2009 | <u>1,781,563</u> | <u>19,538</u> | <u>67</u> | <u>862</u> | <u>1,802,030</u> |
| At 30th June, 2008 | <u>2,155,880</u> | <u>19,604</u> | <u>67</u> | <u>874</u> | <u>2,176,425</u> |
| Tenure of title to properties: | | | | | |
| 2009 | | | | | |
| Held in Hong Kong | | | | | |
| - Long leases | 480,000 | 19,538 | - | - | 499,538 |
| - Medium term leases | 520,124 | - | - | - | 520,124 |
| | <u>1,000,124</u> | <u>19,538</u> | <u>-</u> | <u>-</u> | <u>1,019,662</u> |
| Held outside Hong Kong | | | | | |
| - Freehold | 781,439 | - | - | - | 781,439 |
| | <u>1,781,563</u> | <u>19,538</u> | <u>-</u> | <u>-</u> | <u>1,801,101</u> |
| 2008 | | | | | |
| Held in Hong Kong | | | | | |
| - Long leases | 575,000 | 19,604 | - | - | 594,604 |
| - Medium term leases | 596,124 | - | - | - | 596,124 |
| | <u>1,171,124</u> | <u>19,604</u> | <u>-</u> | <u>-</u> | <u>1,190,728</u> |
| Held outside Hong Kong | | | | | |
| - Freehold | 984,756 | - | - | - | 984,756 |
| | <u>2,155,880</u> | <u>19,604</u> | <u>-</u> | <u>-</u> | <u>2,175,484</u> |

Notes on The Financial Statements (Continued)

13. FIXED ASSETS (Continued)

| | Investment properties | Other properties | Motor buses | Plant, fixtures and equipment | Total |
|---------------------------------------|--------------------------|---------------------|----------------|-------------------------------------|----------------|
| | \$000's | \$000's | \$000's | \$000's | \$000's |
| (b) The company | | | | | |
| Cost or valuation: | | | | | |
| At 1st July, 2007 | 405,124 | 20,076 | 8,565 | 5,926 | 439,691 |
| Additions | – | – | – | 12 | 12 |
| Disposals | – | – | (2,854) | (317) | (3,171) |
| At 30th June, 2008 | <u>405,124</u> | <u>20,076</u> | <u>5,711</u> | <u>5,621</u> | <u>436,532</u> |
| Representing: | | | | | |
| Cost | – | – | 5,711 | 5,621 | 11,332 |
| 2002 valuation | – | 20,076 | – | – | 20,076 |
| 2008 valuation | <u>405,124</u> | <u>–</u> | <u>–</u> | <u>–</u> | <u>405,124</u> |
| | <u>405,124</u> | <u>20,076</u> | <u>5,711</u> | <u>5,621</u> | <u>436,532</u> |
| At 1st July, 2008 | 405,124 | 20,076 | 5,711 | 5,621 | 436,532 |
| Additions | – | – | – | 353 | 353 |
| Revaluation deficit | (80,000) | – | – | – | (80,000) |
| At 30th June, 2009 | <u>325,124</u> | <u>20,076</u> | <u>5,711</u> | <u>5,974</u> | <u>356,885</u> |
| Representing: | | | | | |
| Cost | – | – | 5,711 | 5,974 | 11,685 |
| 2002 valuation | – | 20,076 | – | – | 20,076 |
| 2009 valuation | <u>325,124</u> | <u>–</u> | <u>–</u> | <u>–</u> | <u>325,124</u> |
| | <u>325,124</u> | <u>20,076</u> | <u>5,711</u> | <u>5,974</u> | <u>356,885</u> |
| Accumulated depreciation: | | | | | |
| At 1st July, 2007 | – | 406 | 8,360 | 5,555 | 14,321 |
| Charge for the year | – | 66 | 108 | 74 | 248 |
| Written back on disposals | – | – | (2,824) | (317) | (3,141) |
| At 30th June, 2008 | <u>–</u> | <u>472</u> | <u>5,644</u> | <u>5,312</u> | <u>11,428</u> |
| At 1st July, 2008 | – | 472 | 5,644 | 5,312 | 11,428 |
| Charge for the year | – | 66 | – | 74 | 140 |
| At 30th June, 2009 | <u>–</u> | <u>538</u> | <u>5,644</u> | <u>5,386</u> | <u>11,568</u> |
| Net book value: | | | | | |
| At 30th June, 2009 | <u>325,124</u> | <u>19,538</u> | <u>67</u> | <u>588</u> | <u>345,317</u> |
| At 30th June, 2008 | <u>405,124</u> | <u>19,604</u> | <u>67</u> | <u>309</u> | <u>425,104</u> |
| Tenure of title to properties: | | | | | |
| 2009 | | | | | |
| Held in Hong Kong | | | | | |
| – Long leases | 320,000 | 19,538 | – | – | 339,538 |
| – Medium term leases | <u>5,124</u> | <u>–</u> | <u>–</u> | <u>–</u> | <u>5,124</u> |
| | <u>325,124</u> | <u>19,538</u> | <u>–</u> | <u>–</u> | <u>344,662</u> |
| 2008 | | | | | |
| Held in Hong Kong | | | | | |
| – Long leases | 400,000 | 19,604 | – | – | 419,604 |
| – Medium term leases | <u>5,124</u> | <u>–</u> | <u>–</u> | <u>–</u> | <u>5,124</u> |
| | <u>405,124</u> | <u>19,604</u> | <u>–</u> | <u>–</u> | <u>424,728</u> |

- (i) The group's investment properties which are situated in Hong Kong and held under long and medium term leases, have been revalued at 30th June, 2009 by Professional Property Services Limited, an independent firm of professional surveyors with recent experience in the location and category of property being valued, on an open market value basis, after taking into consideration the net income and allowing for development potential or reversionary potential as appropriate.
- (ii) The group's investment properties which are situated in the United Kingdom and are freehold properties, have been revalued at 30th June, 2009 by SAVILLS Commercial Limited, an independent firm of professional surveyors with recent experience in the location and category of property being valued, on an open market value basis, after taking into consideration the net income and allowing for reversionary potential.
- (iii) The gross carrying amounts of investment properties of the group held for use in operating leases were \$1,781,563,000 (2008: \$2,155,880,000). Further details of the leasing arrangements are contained in note 29(a).
- (iv) The carrying amount of other properties of the group at 30th June, 2009 would have been \$11,459,000 (2008: \$11,498,000) had they been carried at cost less accumulated depreciation.

Notes on The Financial Statements (Continued)

14. INTEREST IN SUBSIDIARIES

| | The company | |
|--------------------------|-------------|-----------|
| | 2009 | 2008 |
| | \$000's | \$000's |
| Unlisted shares, at cost | 1,018,356 | 1,018,356 |

Details of the subsidiaries are as follows:-

| Name of company | Place of incorporation | Place of operation | Issued ordinary share capital | Percentage held | | Principal activity |
|--|------------------------|--------------------|-------------------------------|-----------------|-----------------|-----------------------------|
| | | | | directly held | indirectly held | |
| Island Communication Enterprises Limited | Hong Kong | Hong Kong | 185,073,024 HK\$1 shares | 100% | – | Investment holding |
| Heartwell Limited | Hong Kong | Hong Kong | 9,000,002 HK\$10 shares | 100% | – | Investment holding |
| Communication Holdings Limited | British Virgin Islands | Hong Kong | 35,900,010 HK\$10 shares | 100% | – | Investment holding |
| Forever Vitality Limited | Hong Kong | Hong Kong | 100 HK\$1 shares | 100% | – | Property development |
| Affluent Dragon Island Limited | Hong Kong | Hong Kong | 2 HK\$10 shares | 100% | – | Dormant |
| Island Communication Investments Limited | British Virgin Islands | Hong Kong | 2 HK\$1 shares | – | 100% | Investment property holding |
| Grand Island Place Investments Limited | British Virgin Islands | Hong Kong | 2 HK\$1 shares | – | 100% | Investment property holding |
| Nottingham Developments Limited | British Virgin Islands | Hong Kong | 1 US\$1 share | – | 100% | Investment holding |
| Oxney Investments Limited | British Virgin Islands | United Kingdom | 1 US\$1 share | – | 100% | Investment property holding |
| Communication Properties Limited | British Virgin Islands | United Kingdom | 1 US\$1 share | – | 100% | Investment property holding |
| Eaglefield Properties Limited | British Virgin Islands | United Kingdom | 1 US\$1 share | – | 100% | Investment property holding |
| Prosperous Orient Limited | Hong Kong | Hong Kong | 2 HK\$10 shares | – | 100% | Investment property holding |

Notes on The Financial Statements (Continued)

15. INTEREST IN JOINTLY CONTROLLED ENTITIES

| | The group | |
|--------------------------------------|------------------|------------------|
| | 2009 | 2008 |
| | \$000's | \$000's |
| Share of net assets | 330,013 | 408,139 |
| Loans to jointly controlled entities | <u>677,057</u> | <u>701,057</u> |
| | <u>1,007,070</u> | <u>1,109,196</u> |

Details of the group's interest in the jointly controlled entities are as follows:-

| Name of jointly controlled entity | Form of business structure | Place of incorporation | Place of operation | Particulars of issued share capital | Proportion of ownership interest | | Financial year end |
|---|----------------------------|------------------------|--------------------|---|--|--|--------------------|
| | | | | | Group's effective interest or held by subsidiary company | Principal activity | |
| Swire and Island Communication Developments Limited | Incorporated | British Virgin Islands | Hong Kong | 60 'A' shares of HK\$10 40 'B' shares of HK\$10 1 non-voting dividend share of HK\$10 | - 100% 100% | Property development for investment | 31st December |
| Island Land Development Limited | Incorporated | British Virgin Islands | Hong Kong | 100 shares of HK\$10 | 50% | Property development for investment | 31st December |
| Hareton Limited | Incorporated | Hong Kong | Hong Kong | 100 shares of HK\$10 | 50% | Property development for resale and investment | 31st December |
| Ultoxeter Limited | Incorporated | Hong Kong | Hong Kong | 100 shares of HK\$10 | 20% | Property development for resale | 31st December |

The loans to the jointly controlled entities are unsecured, interest-free and have no fixed terms of repayment.

Notes on The Financial Statements (Continued)

15. INTEREST IN JOINTLY CONTROLLED ENTITIES (Continued)

The following supplementary financial information is disclosed relating to the group's effective share of the four principal jointly controlled entities:

(i) Swire and Island Communication Developments Limited

| | <u>2009</u> | <u>2008</u> |
|-------------------------------|-----------------------|-----------------------|
| | \$000's | \$000's |
| (a) Profit and loss account | | |
| Income | 19,687 | 19,774 |
| Expenses (Note (a)) | <u>(30,741)</u> | <u>(10,341)</u> |
| (Loss)/profit before taxation | (11,054) | 9,433 |
| Taxation | <u>1,786</u> | <u>(526)</u> |
| (Loss)/profit after taxation | <u><u>(9,268)</u></u> | <u><u>8,907</u></u> |
| (b) Balance sheet | | |
| Fixed assets | 274,471 | 291,601 |
| Current assets | 7,313 | 8,446 |
| Current liabilities | (8,245) | (7,790) |
| Deferred taxation | <u>(15,701)</u> | <u>(17,951)</u> |
| Net assets | <u><u>257,838</u></u> | <u><u>274,306</u></u> |

(ii) Island Land Development Limited

| | <u>2009</u> | <u>2008</u> |
|-------------------------------|------------------------|-----------------------|
| | \$000's | \$000's |
| (a) Profit and loss account | | |
| Income (Note (b)) | 38,831 | 157,432 |
| Expenses (Note (a)) | <u>(105,556)</u> | <u>(8,870)</u> |
| (Loss)/profit before taxation | (66,725) | 148,562 |
| Taxation | <u>11,053</u> | <u>(21,742)</u> |
| (Loss)/profit after taxation | <u><u>(55,672)</u></u> | <u><u>126,820</u></u> |
| (b) Balance sheet | | |
| Fixed assets | 668,057 | 764,571 |
| Retirement benefit assets | 179 | 110 |
| Current assets | 17,590 | 15,320 |
| Current liabilities | (482,756) | (506,506) |
| Deferred taxation | <u>(28,611)</u> | <u>(43,364)</u> |
| Net assets | <u><u>174,459</u></u> | <u><u>230,131</u></u> |

Notes on The Financial Statements (Continued)

15. INTEREST IN JOINTLY CONTROLLED ENTITIES (Continued)

(iii) Hareton Limited

| | <u>2009</u> | <u>2008</u> |
|-------------------------------|-------------------------|------------------------|
| | \$000's | \$000's |
| (a) Profit and loss account | | |
| Income (Note (c)) | 580 | 59,033 |
| Expenses (Note (d)) | <u>(6,572)</u> | <u>(63)</u> |
| (Loss)/profit before taxation | (5,992) | 58,970 |
| Taxation | <u>-</u> | <u>-</u> |
| (Loss)/profit after taxation | <u><u>(5,992)</u></u> | <u><u>58,970</u></u> |
| (b) Balance sheet | | |
| Current assets | 104,161 | 110,144 |
| Current liabilities | <u>(207,839)</u> | <u>(207,830)</u> |
| Net liabilities | <u><u>(103,678)</u></u> | <u><u>(97,686)</u></u> |

(iv) Uttoxeter Limited

| | <u>2009</u> | <u>2008</u> |
|-----------------------------|---------------------|---------------------|
| | \$000's | \$000's |
| (a) Profit and loss account | | |
| Income | 17 | 653 |
| Expenses | <u>(11)</u> | <u>(10)</u> |
| Profit before taxation | 6 | 643 |
| Taxation | <u>-</u> | <u>(103)</u> |
| Profit after taxation | <u><u>6</u></u> | <u><u>540</u></u> |
| (b) Balance sheet | | |
| Current assets | 1,766 | 1,760 |
| Current liabilities | <u>(372)</u> | <u>(372)</u> |
| Net assets | <u><u>1,394</u></u> | <u><u>1,388</u></u> |

Notes:

(a) Expenses for the year ended 30th June, 2009 include revaluation losses on investment properties.

(b) Income for the year ended 30th June, 2008 included revaluation gains on investment properties.

(c) Income for the year ended 30th June, 2008 included a write-back of impairment loss on property held for development.

(d) Expenses for the year ended 30th June, 2009 include additional provision for impairment loss on property held for development.

16. OTHER INVESTMENTS

| | <u>The group</u> | |
|--|---------------------|----------------------|
| | <u>2009</u> | <u>2008</u> |
| | \$000's | \$000's |
| Equity securities listed in Hong Kong, at fair value | <u><u>8,823</u></u> | <u><u>11,141</u></u> |

Notes on The Financial Statements (Continued)

17. DEFINED BENEFIT RETIREMENT SCHEMES

During the year, the company operated two separate non-contributory defined benefit retirement schemes, namely, "China Motor Bus General Monthly Rated Staff Retirement Scheme" and "China Motor Bus Senior Executive Retirement Scheme" for its monthly rated staff and senior executives respectively. Both schemes are formally established under trust and registered with the Registrar of Occupational Retirement Schemes. The assets of the schemes are held by an independent trustee, HSBC International Trustee Limited. The members' benefits are determined based on their final remuneration and length of service. The company's contributions to the schemes are made in accordance with the recommendations of independent actuaries who carry out actuarial valuations of the schemes at regular intervals, currently annually. The actuary of these schemes is Watson Wyatt Hong Kong Limited.

(a) The amounts recognised in the balance sheets are as follows:

| | 2009 | 2008 |
|---|--------------|--------------|
| | \$000's | \$000's |
| Present value of the funded obligations | 9,972 | 9,935 |
| Fair value of scheme assets | (11,582) | (11,775) |
| Net unrecognised actuarial gains | 729 | 1,116 |
| | <u>(881)</u> | <u>(724)</u> |

(b) Plan assets consist of deposits with banks and cash at banks of \$11,582,000 (2008: \$11,775,000).

(c) Changes in the present value of the funded obligations are as follows:

| | 2009 | 2008 |
|------------------------------|--------------|--------------|
| | \$000's | \$000's |
| Balance brought forward | 9,935 | 9,690 |
| Current service cost | 12 | 189 |
| Interest cost | 199 | 461 |
| Actuarial gain on obligation | (174) | (405) |
| Balance carried forward | <u>9,972</u> | <u>9,935</u> |

(d) Changes in the fair value of scheme assets are as follows:

| | 2009 | 2008 |
|----------------------------------|---------------|---------------|
| | \$000's | \$000's |
| Balance brought forward | 11,775 | 11,566 |
| Expected return on scheme assets | 294 | 289 |
| Actuarial loss on scheme assets | (281) | (80) |
| Scheme administrative expenses | (206) | - |
| Balance carried forward | <u>11,582</u> | <u>11,775</u> |

Notes on The Financial Statements (Continued)

17. DEFINED BENEFIT RETIREMENT SCHEMES (Continued)

(e) Income for the year recognised in the consolidated profit and loss account are as follows:

| | 2009 | 2008 |
|----------------------------------|--------------|-------------|
| | \$000's | \$000's |
| Current service cost | 12 | 189 |
| Interest cost | 199 | 461 |
| Expected return on scheme assets | (294) | (289) |
| Net actuarial gain recognised | (280) | (429) |
| Scheme administrative expenses | 206 | - |
| | <u>(157)</u> | <u>(68)</u> |

The income for the year are recognised in the line of staff costs in the consolidated profit and loss account.

| | 2009 | 2008 |
|--------------------------------|-----------|------------|
| | \$000's | \$000's |
| Actual return on scheme assets | <u>13</u> | <u>209</u> |

(f) The principal actuarial assumptions used as at 30th June are as follows:

| | 2009 | 2008 |
|--|------------|------------|
| Discount rate | 0.20% p.a. | 2.00% p.a. |
| Expected rate of return on scheme assets | 2.00% p.a. | 2.50% p.a. |
| Future salary increases | 2.50% p.a. | 2.50% p.a. |

The expected long-term rate of return on plan assets is based on the portfolio as a whole and not on the sum of the returns on individual asset categories.

(g) Amounts for the current and previous four periods are as follows:

| | 2009 | 2008 | 2007 | 2006 | 2005 |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|
| | \$000's | \$000's | \$000's | \$000's | \$000's |
| Present value of the funded obligation | 9,972 | 9,935 | 9,690 | 9,498 | 9,488 |
| Fair value of scheme assets | <u>(11,582)</u> | <u>(11,775)</u> | <u>(11,566)</u> | <u>(11,319)</u> | <u>(11,220)</u> |
| | <u>(1,610)</u> | <u>(1,840)</u> | <u>(1,876)</u> | <u>(1,821)</u> | <u>(1,732)</u> |
| Experience gain on defined benefit obligation | <u>(202)</u> | <u>(447)</u> | <u>(447)</u> | <u>(421)</u> | <u>(412)</u> |
| Experience loss on scheme assets | <u>281</u> | <u>80</u> | <u>36</u> | <u>30</u> | <u>316</u> |

18. PROPERTY UNDER DEVELOPMENT FOR SALE

The development of the property has been completed during the year and has been transferred to completed property held for sale as at 30th June, 2009 (see note 19).

19. COMPLETED PROPERTY HELD FOR SALE

Completed property held for sale is located in Hong Kong and held under a government lease for a term of 75 years commencing from May 1954, and is renewable for a further term of 75 years.

Completed property held for sale is expected to be recovered within one year.

Notes on The Financial Statements (Continued)

20. DEBTORS, DEPOSITS AND PREPAYMENTS

(a) Ageing analysis

Included in debtors, deposits and prepayments are trade debtors with the following ageing analysis:

| | The group | | The company | |
|--|----------------|---------------|-------------|------------|
| | 2009 | 2008 | 2009 | 2008 |
| | \$000's | \$000's | \$000's | \$000's |
| Current | 500,053 | - | - | - |
| Less than one month past due | 919 | 1,342 | - | - |
| 1-3 months past due | 39,885 | - | - | - |
| Total trade debtors | 540,857 | 1,342 | - | - |
| Deposits, prepayment and other receivables | 18,017 | 33,137 | 714 | 311 |
| | <u>558,874</u> | <u>34,479</u> | <u>714</u> | <u>311</u> |

A defined credit policy is maintained within the group.

The following amounts are expected to be recovered after more than one year:

| | The group | | The company | |
|-----------------------------------|--------------|--------------|-------------|------------|
| | 2009 | 2008 | 2009 | 2008 |
| | \$000's | \$000's | \$000's | \$000's |
| Debtors, deposits and prepayments | <u>1,139</u> | <u>1,142</u> | <u>165</u> | <u>165</u> |

(b) Impairment of trade debtors

Impairment losses in respect of trade debtors are recorded using an allowance account unless the group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors directly (see note 1(i)).

At 30th June, 2009, none of the group's trade debtors were individually determined to be impaired (2008: \$Nil).

(c) Trade debtors that are not impaired

| | The group | | The company | |
|-------------------------------|----------------|--------------|-------------|----------|
| | 2009 | 2008 | 2009 | 2008 |
| | \$000's | \$000's | \$000's | \$000's |
| Neither past due nor impaired | 500,053 | - | - | - |
| Less than 1 month past due | 919 | 1,342 | - | - |
| 1 to 3 months past due | 39,885 | - | - | - |
| | <u>40,804</u> | <u>1,342</u> | <u>-</u> | <u>-</u> |
| | <u>540,857</u> | <u>1,342</u> | <u>-</u> | <u>-</u> |

Proceeds from sales of properties are receivable pursuant to the terms of the sales and purchase agreements. Management believes that no impairment allowance is necessary in respect of these balances as the balances are still considered fully recoverable.

Notes on The Financial Statements (Continued)

21. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade creditors with the following ageing analysis:

| | The group | | The company | |
|---|----------------|----------------|--------------|---------------|
| | 2009 | 2008 | 2009 | 2008 |
| | \$000's | \$000's | \$000's | \$000's |
| Due within 1 month | 34 | 28 | - | - |
| Due from 1 to 3 months | - | 28 | - | - |
| Due after 3 months | 201 | 201 | 201 | 201 |
| Total trade creditors | 235 | 257 | 201 | 201 |
| Other payables and accruals, including sales/pre-sales deposits | 516,713 | 410,967 | 8,106 | 10,131 |
| | <u>516,948</u> | <u>411,224</u> | <u>8,307</u> | <u>10,332</u> |

The following amounts are expected to be settled after more than one year:

| | The group | | The company | |
|------------------------|--------------|----------------|--------------|--------------|
| | 2009 | 2008 | 2009 | 2008 |
| | \$000's | \$000's | \$000's | \$000's |
| Creditors and accruals | 8,062 | 197,497 | 3,116 | 3,167 |
| | <u>8,062</u> | <u>197,497</u> | <u>3,116</u> | <u>3,167</u> |

22. AMOUNTS DUE FROM/DUE TO SUBSIDIARIES

The amounts due from subsidiaries are unsecured, interest-free and repayable on demand.

The amounts due to subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

Notes on The Financial Statements (Continued)

23. INCOME TAX IN THE BALANCE SHEET

(a) Current taxation in the balance sheet represents:

| | The group | | The company | |
|--|-----------|---------|-------------|---------|
| | 2009 | 2008 | 2009 | 2008 |
| | \$000's | \$000's | \$000's | \$000's |
| Provision for Hong Kong Profits Tax for the year | 63,025 | 865 | - | - |
| Balance of profits tax payable relating to prior years | 673 | (25) | - | - |
| Overseas taxation | 63,698 | 840 | - | - |
| | 5,086 | 3,783 | - | - |
| | 68,784 | 4,623 | - | - |

(b) Deferred tax (assets)/liabilities recognised in the consolidated balance sheet:

(i) The group

The components of deferred tax (assets)/liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

| | Depreciation allowances in excess of the related depreciation | Revaluation of investment properties | Other provisions | Future benefit of tax losses | Total |
|--|---|--------------------------------------|------------------|------------------------------|----------|
| | \$000's | \$000's | \$000's | \$000's | \$000's |
| Balance at 1st July, 2007 | 22,069 | 148,926 | (563) | (719) | 169,713 |
| Charged/(credited) to the consolidated profit and loss account | 3,577 | (6,948) | 47 | 719 | (2,605) |
| Balance at 30th June, 2008 | 25,646 | 141,978 | (516) | - | 167,108 |
| Balance at 1st July, 2008 | 25,646 | 141,978 | (516) | - | 167,108 |
| Charged/(credited) to the consolidated profit and loss account | (2,168) | (30,300) | 11 | - | (32,457) |
| Balance at 30th June, 2009 | 23,478 | 111,678 | (505) | - | 134,651 |

Notes on The Financial Statements (Continued)

23. INCOME TAX IN THE BALANCE SHEET (Continued)

(b) Deferred tax (assets)/liabilities recognised in the consolidated balance sheet: (continued)

(ii) The company

The components of deferred tax (assets)/liabilities recognised in the balance sheet and the movements during the year are as follows:

| | Depreciation allowances in excess of the related depreciation | Revaluation of investment properties | Other provisions | Total |
|---|---|--|---------------------|---------------|
| | \$000's | \$000's | \$000's | \$000's |
| Balance at 1st July, 2007 | 2,722 | 67,013 | (563) | 69,172 |
| Charged/(credited) to the profit and loss account | (117) | (3,829) | 47 | (3,899) |
| Balance at 30th June, 2008 | <u>2,605</u> | <u>63,184</u> | <u>(516)</u> | <u>65,273</u> |
| Balance at 1st July, 2008 | 2,605 | 63,184 | (516) | 65,273 |
| Charged/(credited) to the profit and loss account | 96 | (13,200) | 11 | (13,093) |
| Balance at 30th June, 2009 | <u>2,701</u> | <u>49,984</u> | <u>(505)</u> | <u>52,180</u> |

(c) Deferred tax assets not recognised

The group has not recognised deferred tax assets in respect of tax losses of \$38,697,000 (2008: \$26,940,000). The tax losses do not expire under current tax legislation.

24. SHARE CAPITAL

| | 2009 | | 2008 | |
|-----------------------------|-------------------|-------------------|-------------------|-------------------|
| | No. of shares | Amount \$000's | No. of shares | Amount \$000's |
| Authorised: | | | | |
| Ordinary shares of \$2 each | <u>50,000,000</u> | <u>100,000</u> | <u>50,000,000</u> | <u>100,000</u> |
| Issued and fully paid: | | | | |
| At 1st July and 30th June | <u>45,594,656</u> | <u>91,189</u> | <u>45,594,656</u> | <u>91,189</u> |

Notes on The Financial Statements (Continued)

25. RESERVES

| | Capital redemption reserve | Other properties revaluation reserve | General reserve | Retained profits | Total |
|--|----------------------------------|---|--------------------|---------------------|------------------|
| | \$000's | \$000's | \$000's | \$000's | \$000's |
| The group | | | | | |
| At 1st July, 2007 | 1,348 | 5,806 | 300,000 | 3,991,579 | 4,298,733 |
| Dividends declared/approved in respect of the previous year (note 9(b)) | - | - | - | (72,951) | (72,951) |
| Realisation of other properties revaluation reserve | - | (27) | - | 27 | - |
| Profit for the year | - | - | - | 332,473 | 332,473 |
| Transfer to general reserve | - | - | 10,000 | (10,000) | - |
| Exchange differences arising on consolidation | - | - | - | (11,168) | (11,168) |
| Dividends declared and paid in respect of the current year (note 9(a)) | - | - | - | (27,357) | (27,357) |
| At 30th June, 2008 | <u>1,348</u> | <u>5,779</u> | <u>310,000</u> | <u>4,202,603</u> | <u>4,519,730</u> |
| At 1st July, 2008 | 1,348 | 5,779 | 310,000 | 4,202,603 | 4,519,730 |
| Dividends declared/approved in respect of the previous year (note 9(b)) | - | - | - | (72,951) | (72,951) |
| Realisation of other properties revaluation reserve | - | (27) | - | 27 | - |
| Profit for the year | - | - | - | 274,261 | 274,261 |
| Transfer to general reserve | - | - | 10,000 | (10,000) | - |
| Exchange differences arising on consolidation | - | - | - | (181,295) | (181,295) |
| Dividends declared and paid in respect of the current year (note 9(a)) | - | - | - | (27,357) | (27,357) |
| At 30th June, 2009 | <u>1,348</u> | <u>5,752</u> | <u>320,000</u> | <u>4,185,288</u> | <u>4,512,388</u> |

Notes on The Financial Statements (Continued)

25. RESERVES (Continued)

| | Capital redemption reserve | Other properties revaluation reserve | General reserve | Retained profits | Total |
|--|----------------------------------|---|--------------------|---------------------|------------------|
| | \$000's | \$000's | \$000's | \$000's | \$000's |
| The company | | | | | |
| At 1st July, 2007 | 1,348 | 5,806 | 300,000 | 974,391 | 1,281,545 |
| Dividends declared/approved in respect of the previous year (note 9(b)) | - | - | - | (72,951) | (72,951) |
| Realisation of other properties revaluation reserve | - | (27) | - | 27 | - |
| Loss for the year | - | - | - | (8,215) | (8,215) |
| Transfer to general reserve | - | - | 10,000 | (10,000) | - |
| Dividends declared and paid in respect of the current year (note 9(a)) | - | - | - | (27,357) | (27,357) |
| At 30th June, 2008 | <u>1,348</u> | <u>5,779</u> | <u>310,000</u> | <u>855,895</u> | <u>1,173,022</u> |
| At 1st July, 2008 | 1,348 | 5,779 | 310,000 | 855,895 | 1,173,022 |
| Dividends declared/approved in respect of the previous year (note 9(b)) | - | - | - | (72,951) | (72,951) |
| Realisation of other properties revaluation reserve | - | (27) | - | 27 | - |
| Loss for the year | - | - | - | (77,219) | (77,219) |
| Transfer to general reserve | - | - | 10,000 | (10,000) | - |
| Dividends declared and paid in respect of the current year (note 9(a)) | - | - | - | (27,357) | (27,357) |
| At 30th June, 2009 | <u>1,348</u> | <u>5,752</u> | <u>320,000</u> | <u>668,395</u> | <u>995,495</u> |

Notes on The Financial Statements (Continued)

25. RESERVES (Continued)

The directors consider that all of the general reserve and \$371,661,000 (2008: \$492,361,000) of the retained profits of the company, totalling \$691,661,000 (2008: \$802,361,000), are distributable.

The application of the capital redemption reserve is governed by section 49 of the Hong Kong Companies Ordinance. The other properties revaluation reserve is not available for distribution to shareholders because it does not constitute realised profits within the meaning of section 79B(2) of the Hong Kong Companies Ordinance.

Capital management

The group's primary objectives when managing capital are to safeguard the group's ability to continue as a going concern, to meet its financial obligations and continue to provide returns for shareholders. The capital structure of the group consists of equity attributable to shareholders of the company, comprising issued share capital, reserves and retained profits.

The group currently does not have external loans and borrowings.

Management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. There were no changes in the group's approach to capital management during the year.

Neither the company nor any of its subsidiaries are subject to externally imposed capital requirements.

26. DEFERRED PROFITS

| | The group | | The company | |
|------------------------------|----------------|----------------|----------------|----------------|
| | 2009 | 2008 | 2009 | 2008 |
| | \$000's | \$000's | \$000's | \$000's |
| At 1st July and at 30th June | <u>441,197</u> | <u>441,197</u> | <u>230,132</u> | <u>230,132</u> |

Notes on The Financial Statements (Continued)

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the group's business. The group is also exposed to equity price risk arising from its equity investments in other entities.

The group's exposure to these risks and the financial risk management policies and practices used by the group to manage these risks are described below.

(a) Credit risk

The group's credit risk is primarily attributable to deposits with banks and property sales receivable included in trade debtors. The exposures to these credit risks are closely monitored on an ongoing basis by established credit policies.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated balance sheet. The group maintains bank deposits with authorised financial institutions. There are no other significant concentrations of credit risk within the group.

(b) Liquidity risk

The treasury function of the group is centralised. The group's policy is to regularly monitor its current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the balance sheet date of the group's financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the group can be required to pay.

| | Carrying amount/ contractual undiscounted cash flow | Within 1 year or on demand | More than 1 year but less than 2 years | More than 2 years but less than 5 years |
|--------------------|---|----------------------------------|---|--|
| | \$000's | \$000's | \$000's | \$000's |
| At 30th June, 2009 | | | | |
| Trade creditors | 235 | 235 | - | - |
| Other payables | <u>516,713</u> | <u>508,651</u> | <u>6,617</u> | <u>1,445</u> |
| | <u>516,948</u> | <u>508,886</u> | <u>6,617</u> | <u>1,445</u> |
| At 30th June, 2008 | | | | |
| Trade creditors | 257 | 257 | - | - |
| Other payables | <u>410,967</u> | <u>213,470</u> | <u>194,957</u> | <u>2,540</u> |
| | <u>411,224</u> | <u>213,727</u> | <u>194,957</u> | <u>2,540</u> |

(c) Interest rate risk

(i) The group has no interest-bearing borrowings. The group is exposed to interest rate risk through the impact of rates changes on income-earning financial assets. The following table details their interest rate profile at the balance sheet date.

| | 2009 | 2008 |
|---------------------|-----------------------------------|-----------------------------------|
| | Effective interest rate (%) | Effective interest rate (%) |
| | \$000's | \$000's |
| Deposits with banks | 0.19-1.16 <u>2,024,153</u> | 1.35-5.47 <u>1,524,230</u> |

Notes on The Financial Statements (Continued)

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(c) Interest rate risk (Continued)

(ii) Sensitivity analysis

At 30th June, 2009, it is estimated that an increase/decrease of 1% in interest rates, with all other variables held constant, would increase/decrease the group's profit after tax and retained profits by approximately \$20.2 million (2008: \$15.2 million).

The sensitivity analysis above indicates the instantaneous change in the group's profit after tax and retained profits that would arise assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The impact on the group's profit after tax and retained profits is estimated as an annualised impact on interest income of such a change in interest rates. The analysis is performed on the same basis for 2008.

(d) Currency risk

The group owns assets and conducts its business primarily in Hong Kong and the United Kingdom with its cash flows substantially denominated in Hong Kong dollars ("HKD") and Pounds Sterling ("GBP").

The group's primary foreign currency assets are United States dollars ("USD") denominated bank deposits and direct property investment, rental income and bank deposits in GBP in the United Kingdom which are regularly monitored by management.

The group is exposed to currency risk primarily arising from cash and cash equivalents denominated in USD and GBP.

(i) The following table details the group's exposure at the balance sheet date to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the group's entities to which they relate. For presentation purpose, the amounts of the exposure are shown in HKD, translated using the spot rate at the year end date.

| | Exposure to foreign currencies (expressed in HKD) | | | |
|---|---|----------------|------------------|----------------|
| | 2009 | | 2008 | |
| | USD | GBP | USD | GBP |
| | \$000's | \$000's | \$000's | \$000's |
| Deposits with banks | 1,070,909 | 173,618 | 1,057,686 | 181,322 |
| Cash at banks and in hand | - | 85 | - | 349 |
| Debtors, deposits and prepayments | 692 | 195 | 1,529 | 446 |
| Net exposure arising from recognised assets and liabilities | <u>1,071,601</u> | <u>173,898</u> | <u>1,059,215</u> | <u>182,117</u> |

Notes on The Financial Statements (Continued)

27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Continued)

(d) Currency risk (Continued)

(ii) Sensitivity analysis

At 30th June, 2009, it is estimated that an increase/decrease of 5% in foreign exchange rate of GBP against HKD, with all other variables held constant, would increase/decrease the group's profit after tax and retained profits by approximately \$8.7 million (2008: \$9.1 million).

The sensitivity analysis above indicates the instantaneous change in the group's profit after tax and retained profits that would arise if foreign exchange rates to which the group has significant exposure at the balance sheet date had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies.

Results of the analysis as above represent an aggregation of the instantaneous effects on each of the group entities' profit after tax and retained profits measured in the respective functional currencies, translated into HKD at the exchange rate ruling at the balance sheet date for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to the group's exposure to currency risk for financial instruments in existence at the balance sheet date. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the group's presentation currency. The analysis is performed on the same basis for 2008.

(e) Equity price risk

The group is exposed to equity price changes arising from other investments (see note 16). They have been chosen taking reference to their longer term growth potential and are monitored regularly for performance.

Given that the volatility of the stock markets may not have a direct correlation with the group's investment portfolio, it is impractical to determine the impact that the changes in stock market indices would have on the group's portfolio of other investments.

At 30th June, 2009, it is estimated that an increase/decrease of 5% in the market value of the group's other investments, with all other variables held constant, would increase/decrease the group's profit after tax and retained profits by approximately \$0.4 million (2008: \$0.6 million) respectively. The analysis is performed on the same basis for 2008.

(f) Fair values

Listed investments are stated at quoted market prices.

The fair values of receivables, bank balances and other current assets, payables and accruals are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

All financial instruments are carried at amounts not materially different from their fair values as at 30th June, 2009 and 2008. Amounts due from/to subsidiaries are unsecured, interest free and have no fixed repayment terms. Given these terms it is not meaningful to disclose their fair values.

28. CAPITAL COMMITMENTS

Capital commitments outstanding at 30th June, 2009 amounted to \$Nil (2008: \$123,072,000).

Notes on The Financial Statements (Continued)

29. OPERATING LEASES

(a) Significant leasing arrangements

The group leases out investment properties in Hong Kong and the United Kingdom under operating leases. The leases for investment properties in Hong Kong typically run for an initial period of one to three years. The leases for investment properties in the United Kingdom run for an initial period of fifteen to twenty-five years. Lease payments are subject to upward only rent review every 5 years for investment properties in the United Kingdom. One of the leases includes contingent rentals. Further details of the carrying value of the investment properties are contained in note 13.

\$75,494,000 (2008: \$83,225,000) was recognised as rental income in the consolidated profit and loss account in respect of operating leases.

(b) Future operating lease income

The total future minimum lease payments under non-cancellable operating leases are receivable as follows:

| | <u>2009</u> | <u>2008</u> |
|---------------------------------|----------------|----------------|
| | \$000's | \$000's |
| Within one year | 73,875 | 77,053 |
| After one but within five years | 212,583 | 249,354 |
| After five years | <u>356,703</u> | <u>473,555</u> |
| | <u>643,161</u> | <u>799,962</u> |

30. MATERIAL RELATED PARTY TRANSACTIONS

Loans to the jointly controlled entities at 30th June, 2009 are disclosed in note 15. The loans are unsecured, interest-free and have no fixed terms of repayment.

31. ACCOUNTING ESTIMATES AND JUDGEMENTS

Key sources of accounting estimates and estimation uncertainty include the following:

(a) Valuation of investment properties

Investment properties are included in the balance sheet at their open market value, which are assessed by external qualified valuers, after taking into consideration the net rental income allowing for development potential or reversionary potential. The fair value of investment properties reflects, among other things, rental income from current leases and assumptions about rental income from future leases in light of the current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the investment properties.

(b) Completed property held for sale

Management determines the net realisable value of completed property held for sale by assessing the prevailing market data such as most recent sale transactions and market survey reports and the related costs incurred in selling the properties.

Notes on The Financial Statements (Continued)

32. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ANNUAL ACCOUNTING YEAR ENDED 30TH JUNE, 2009

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the accounting period ended 30th June, 2009 and which have not been adopted in these financial statements.

The group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to result in a restatement of the group's or the company's results of operations and financial position.

In addition, the following developments may result in amended disclosures in the financial statements, including restatement of comparative amounts in the first period of adoption:

| | | Effective for accounting periods beginning on or after |
|------------------|--------------------------------------|---|
| HKAS 1 (revised) | Presentation of financial statements | 1st January, 2009 |
| HKFRS 8 | Operating segments | 1st January, 2009 |

Financial Summary

(Expressed in Hong Kong dollars)

| | 2009 | 2008 | 2007 | 2006 | 2005 |
|--|------------------|------------------|------------------|------------------|-----------------------|
| | \$000's | \$000's | \$000's | \$000's | \$000's (restated) |
| CONSOLIDATED PROFIT AND LOSS ACCOUNT | | | | | |
| Turnover | <u>1,483,762</u> | <u>83,225</u> | <u>76,819</u> | <u>68,018</u> | <u>67,378</u> |
| Operating profit | 574,587 | 122,911 | 154,352 | 117,584 | 77,000 |
| Share of results of jointly controlled entities (notes 1, 2 and 3) | (70,926) | 195,237 | 128,607 | 173,997 | 202,059 |
| Net valuation (losses)/gains on investment properties (note 1) | <u>(193,022)</u> | <u>18,032</u> | <u>227,947</u> | <u>148,726</u> | <u>186,517</u> |
| Profit before taxation | 310,639 | 336,180 | 510,906 | 440,307 | 465,576 |
| Taxation (notes 2 and 3) | <u>(36,378)</u> | <u>(3,707)</u> | <u>(46,380)</u> | <u>(45,094)</u> | <u>(27,211)</u> |
| Profit after taxation and attributable to the group | <u>274,261</u> | <u>332,473</u> | <u>464,526</u> | <u>395,213</u> | <u>438,365</u> |
| CONSOLIDATED BALANCE SHEET | | | | | |
| Fixed assets | 1,802,030 | 2,176,425 | 2,172,315 | 1,848,115 | 1,689,545 |
| Interest in jointly controlled entities (note 2) | 1,007,070 | 1,109,196 | 943,359 | 833,752 | 767,655 |
| Other investments | 8,823 | 11,141 | 12,903 | 11,876 | 11,786 |
| Defined benefit asset | 881 | 724 | 656 | 803 | 1,144 |
| Net current assets | <u>2,360,621</u> | <u>1,921,738</u> | <u>1,871,599</u> | <u>1,795,515</u> | <u>1,671,813</u> |
| | <u>5,179,425</u> | <u>5,219,224</u> | <u>5,000,832</u> | <u>4,490,061</u> | <u>4,141,943</u> |
| Representing:- | | | | | |
| Share capital | 91,189 | 91,189 | 91,189 | 91,189 | 91,189 |
| Reserves (note 2) | <u>4,512,388</u> | <u>4,519,730</u> | <u>4,298,733</u> | <u>3,828,919</u> | <u>3,507,566</u> |
| Shareholders' funds | 4,603,577 | 4,610,919 | 4,389,922 | 3,920,108 | 3,598,755 |
| Deferred profits | 441,197 | 441,197 | 441,197 | 441,197 | 451,198 |
| Contingency reserves | - | - | - | - | 3,600 |
| Deferred taxation (note 2) | <u>134,651</u> | <u>167,108</u> | <u>169,713</u> | <u>128,756</u> | <u>88,390</u> |
| | <u>5,179,425</u> | <u>5,219,224</u> | <u>5,000,832</u> | <u>4,490,061</u> | <u>4,141,943</u> |
| Earnings per share | <u>\$6.02</u> | <u>\$7.29</u> | <u>\$10.19</u> | <u>\$8.67</u> | <u>\$9.61</u> |
| Dividends per share | <u>\$2.20</u> | <u>\$2.20</u> | <u>\$2.00</u> | <u>\$2.00</u> | <u>\$2.80</u> |

Notes:

1. The figure in 2005 has been restated pursuant to the adoption of Hong Kong Accounting Standard 40 "Investment properties".
2. The figure in 2005 has been restated pursuant to the adoption of HK(SIC) Interpretation 21 "Income taxes - Recovery of revalued non-depreciable assets".
3. The figure in 2005 has been restated pursuant to the adoption of HKAS 1 "Presentation of financial statements".

Group Properties

Properties held for investment

| Location | Lot number | Existing use | Term of lease |
|---|----------------------------------|-------------------------------|---------------|
| 391 Chai Wan Road, Chai Wan | CWIL 88 | Industrial | Long |
| Unit 8-14, 3/F, Chai Wan Industrial City Phase I, 60 Wing Tai Road, Chai Wan | CWIL 132 | Industrial | Medium |
| 21/F, 26/F, 27/F & 28/F Island Place Tower Island Place 510 King's Road, North Point | IL 8849 | Office | Medium |
| Unit B 37/F One Island Place; Units E & F 35/F, Units E-H 36/F & Units C-H 37/F Two Island Place 51-61 Tanner Road, North Point | IL 8849 | Residential | Medium |
| No. 3 Jordan Road, Kowloon | Remaining portion of KIL 1300 | Residential and commercial | Long |
| Albany House, Petty France, SW1 London | | Office | Freehold |
| Thanet House, 231/232 Strand, WC2 London | | Commercial and office | Freehold |
| Scorpio House, SW3 London | | Office | Freehold |

Completed property held for sale

| Location | Lot number | Existing use | Term of lease |
|--|------------|-------------------------------|---------------|
| 9-23 Kam Hong Street, Nos 172-186 Java Road and Nos 61-75 Marble Road, North Point | IL 7105 | Residential and commercial | Long |