

DISCLOSURE PURSUANT TO PRACTICE NOTE 19 OF THE LISTING RULES

(a) Specific performance obligations on controlling shareholders

Pursuant to paragraph 3.7.1 of Practice Note 19 (“PN 19”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the Company discloses that in May, 1998, a wholly-owned subsidiary of Sino Land Company Limited (“Sino Land”) was granted a banking facility of HK\$426,000,000 for a term of approximately 60 months. It will be an event of default under the facility if Mr. Ng Teng Fong and his associates cease to collectively maintain a controlling interest in Sino Land.

(b) Financial assistance and guarantees to affiliated companies ^(Note)

As at 30th June, 2001, Sino Land was 50.49% owned subsidiary of the Company. On a consolidated basis, the Company also had general disclosure obligation under PN 19 in the advances to, and guarantees given for the benefits of its affiliated companies by the Company (through Sino Land and/or its subsidiaries), in aggregate exceeded 25% of the Company’s net asset value as at 30th June, 2001. The Company has obtained a waiver from the Stock Exchange of Hong Kong Limited under Paragraph 3.10 of PN 19 of the Listing Rules from disclosing a proforma combined balance sheet of affiliated companies as defined therein. Instead, in accordance with PN 19 of the Listing Rules, the Company discloses the following alternative information in relation to the affiliated companies of Sino Land and/or its subsidiaries as at the end of the most recent financial period reported on by the affiliated companies. This information has been extracted from the relevant audited accounts or management accounts of the affiliated companies:

	As at 30th June, 2001 HK\$	As at 30th June, 2000 HK\$
Sino Land’s share of total indebtedness of its affiliated companies		
Bank loans	1,292,380,000	717,000,000
Other loans	3,507,129,891	5,216,054,891
	<u>4,799,509,891</u>	<u>5,933,054,891</u>
Advances from Sino Land and its subsidiaries	10,111,109,658	9,085,962,259
	<u>14,910,619,549</u>	<u>15,019,017,150</u>
Sino Land’s share of capital commitments of its affiliated companies		
Authorised but not contracted for	25,330,000	23,313,773
Contracted but not provided for	594,438,086	1,292,858,671
	<u>619,768,086</u>	<u>1,316,172,444</u>
Sino Land’s share of contingent liabilities of its affiliated companies	—	—

Note: “Affiliated companies” mentioned above refers to associates of the Group.