### **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 Statements of Standard Accounting Practice and Interpretations issued by the Hong Kong Society of Accountants, accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. A summary of the significant accounting policies adopted by the Group is set out below.
- (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 other properties, and the marking to market of certain investments in securities as explained in the accounting policies set out below.
- (c) Basis of consolidation
  - The consolidated financial statements include the financial statements of China Motor Bus Company, Limited and its subsidiaries made up to 30th June each year. The results of subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss account from or to the date of their acquisition or disposal, as appropriate. All material intercompany transactions and balances are eliminated on consolidation.
- (d) Subsidiaries and controlled enterprises
  - A subsidiary, in accordance with the Hong Kong Companies Ordinance, is a company in which the group, directly or indirectly, holds more than half of the issued share capital, or controls more than half the voting power, or controls the composition of the board of directors. Subsidiaries are considered to be controlled if the company has the power, directly or indirectly, to govern the financial and operating policies, so as to obtain benefits from their activities.
  - An investment in a controlled subsidiary is consolidated into the consolidated financial statements, unless it is acquired and held exclusively with a view to subsequent disposal in the near future or operates under severe long-term restrictions which significantly impair its ability to transfer funds to the group, in which case, it is stated in the consolidated balance sheet at fair value with changes in fair value recognised in the consolidated profit and loss account as they arise.
  - 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(j)), unless it is acquired and held exclusively with a view to subsequent disposal in the near future or operates under severe long-term restrictions which significantly impair its ability to transfer funds to the company, in which case, it is stated at fair value with changes in fair value recognised in the profit and loss account as they arise.
- (e) 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 acquired and held exclusively with a view to subsequent disposal in the near future or operates under severe long-term restrictions that significantly impair its ability to transfer funds to the investor or venturer, in which case it is stated at fair value with changes in fair value recognised in the consolidated profit and loss account as they arise. The consolidated profit and loss account reflects the group's share of the post-acquisition 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 the consolidated profit and loss account.
- (f) Other investments in securities
  - The group's policies for investments in securities other than investments in subsidiaries and jointly controlled entities are as follows:
  - (i) Other investments in securities are stated in the balance sheet at fair value. Changes in fair value are recognised in the consolidated profit and loss account as they arise.
  - (ii) Profits or losses on disposal of other investments in securities are determined as the difference between the estimated net disposal proceeds and the carrying amount of the investments and are accounted for in the consolidated profit and loss account as they arise.

### 1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (g) Fixed assets

(i) Investment properties

Freehold investment properties and those with an unexpired lease term of more than 20 years are stated in the balance sheet at their open market value assessed annually by persons holding recognised professional qualifications and every three years by qualified external valuers. Surpluses arising on revaluations on a portfolio basis are credited to the profit and loss account to the extent of any deficits arising on revaluations previously charged to the profit and loss account and are thereafter taken to the investment properties revaluation reserve; deficits arising on revaluations are firstly set off against any previous revaluation surpluses and thereafter taken to the profit and loss account.

On disposal of the investment properties, the related portion of surpluses or deficits previously taken to the investment properties revaluation reserve are transferred to the profit and loss account.

- (ii) Property held for redevelopment
  - Property held for redevelopment is stated at specifically identified cost, including borrowing costs capitalised, aggregate cost of development, materials and supplies, wages and other direct expenses, less any impairment losses.
- (iii) Other properties and fixed assets

Other properties are stated at valuation at 30th June, 2002.

All other fixed assets are stated in the balance sheet at cost less accumulated depreciation (see note 1(h)) and impairment losses (see note 1(j)).

- (iv) 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.
- (v) 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 the profit and loss account on the date of retirement or disposal.

### (h) 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 plus any renewal period

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

No depreciation is provided on property held for redevelopment. Leasehold land is depreciated over its estimated useful life to the extent that the charge would be material.

No depreciation is provided in respect of freehold investment properties or those with an unexpired lease term of over 20 years since the valuation takes into account the state of each property at the date of valuation.

### (i) Leased assets

Leases of assets under which the lessor has not transferred all the risks and benefits of ownership are classified as operating leases.

Assets held for use in operating leases

Where the group leases out assets under operating leases, the assets are included in the balance sheet according to their nature. Revenue arising from operating leases is recognised in accordance with the group's revenue recognition policies, as set out in note 1(p)(i).

### 1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Impairment of 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 accounted for at fair value under notes 1(d) and
   (e)).

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.

- (i) 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).
- (ii) Reversals of impairment losses

An impairment loss is reversed if there has been a 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 the consolidated profit and loss account in the year in which the reversals are recognised.

### (k) Cash equivalents

Cash equivalents are short-term, highly liquid investments which are readily convertible into known amounts of cash without notice and which were within three months of maturity when acquired. For the purposes of the cash flow statement, cash equivalents would also include bank overdrafts and advances from banks repayable within three months from the date of the advance.

### (I) Deferred taxation

Deferred taxation is calculated using the liability method in respect of the taxation effect arising from all material timing differences between the accounting and tax treatment of income and expenditure, which are expected with reasonable probability to crystallise in the foreseeable future.

Future deferred tax benefits are not recognised unless their realisation is assured beyond reasonable doubt.

### (m) 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 and loss account as and when the properties are sold by the jointly controlled entities.

### (n) 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.

### (o) Contingency reserves – insurance

The company sets aside annually, after receiving independent actuarial advice, an amount to meet possible liabilities arising from third party claims in connection with the operation of franchised motor buses.

### (p) 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 the consolidated profit and loss account as follows:

- (i) Rental income
  - Rental income receivable under operating leases is recognised on a straight line basis over the term of the lease.
- (ii) Interest income from bank deposits is accrued on a time apportioned basis on the principal outstanding and at the rate applicable.
- (iii) Dividend income from listed investments is recognised at the time when the right to receive payment is established.

### 1. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (g) Translation of foreign currencies

Foreign currency transactions during the year are translated into Hong Kong dollars at the exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date and the exchange gains and losses arising are dealt with in the profit and loss account. Exchange gains arising on consolidation are taken directly to reserves.

#### (r) Retirement costs

The group operates two defined benefit retirement schemes. 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, and are charged to the consolidated profit and loss account.

Contributions to the Mandatory Provident Funds as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance are charged to the consolidated profit and loss account when incurred.

### (s) Related parties

For the purposes of these financial statements, parties are considered to be related to the group if the group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

### (t) 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.

### 2. 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 12 on the financial statements.

Turnover represents rental income from investment properties.

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

	Group	Group turnover		ing profit
	2002	2001	2002	2001
	\$000's	\$000's	\$000's	\$000's
Geographical locations of operations				
Hong Kong United Kingdom	38,277 33,407	39,907 27,720	70,080 34,476	139,764 26,829
	71,684	67,627	104,556	166,593

Bonus in accordance with article 155

Salaries, allowances and other benefits

3.	OTHER INCOME		
		2002	2001
		\$000's	\$000's
	Other revenue:		
	Dividend income from other investments	87	106
	Management fee	496	496
	Write back of provision for third party claims	9,023	1,128
	Sundry income Other net income/(loss):	1,268	3,335
	Exchange gain/(losses)	4,672	(2,206)
	Net unrealised gains on other investments at fair value	536	222
	Gain on disposal of fixed assets	_	597
	Gain on sale of other investments	229	
		16,311	3,678
4.	OPERATING PROFIT		
	Operating profit is arrived at		
		_2002_	2001
		\$000's	\$000's
	after charging:-	·	·
	Auditors' remuneration	1,893	1,928
	Legal and professional fees	19,910	4,476
	Property expenses	1,964	1,900
	and after crediting:-		
	Rental income less outgoings	69,720	65,727
	which includes	71 601	47 427
	– gross rental income from investment properties	71,684	67,627
5.	DIRECTORS' REMUNERATION		
	Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is	as follows:-	

Fees and other emoluments in respect of independent non-executive directors for the year ended 30th June, 2002 amounted to \$330,078 (2001: \$485,330).

2002

\$000's

260

750

4,453

5,463

2001

\$000's

295

1,376

13,208

14,879

### 6. TAXATION

(a) Taxation in the consolidated profit and loss account represents:-

	2002	2001
	\$000's	\$000's
Provision for Hong Kong profits tax for the year Overseas taxation	211 1,897	259 1,251
	2,108	1,510
Overprovision in respect of previous year Share of taxation of jointly controlled entities	(156) 27,470	(121) 11,048
	29,422	12,437

The provision for Hong Kong profits tax is calculated at 16% (2001: 16%) of the estimated assessable profits for the year ended 30th June, 2002. The provision for overseas taxation is similarly charged at the appropriate current rates of taxation ruling in the relevant countries.

(b) The liability to taxation represents:-

	The g	jroup	The company	
	2002	2001	2002	2001
	\$000's	\$000's	\$000's	\$000's
Provision for profits tax for the year Provisional profits tax paid	2,108 (566)	1,510 		
	1,542	1,510	-	_
Balance of profits tax provision relating to prior years	250	204		
	1,792			

(c) No provision for deferred taxation is required as there are net deferred tax assets for both the company and the group. The major components of the unprovided deferred tax are:-

	Group and	company
	2002	2001
	\$000's	\$000's
Depreciation allowances in excess of related depreciation General provisions:	824	959
– third party claims – others	(6,784) 20	(9,136)
- orners Tax losses	(5,765)	(6,720)
Net deferred tax assets not recognised	(11,705)	(14,879)

### 7. DIVIDENDS

### (a) Change in accounting policies

In prior years, dividends proposed or declared were recognised as a liability in the accounting period to which they related. With effect from 1st July, 2001, in order to comply with Statement of Standard Accounting Practice 9 (revised) issued by the Hong Kong Society of Accountants, the group recognises dividends proposed or declared as a liability in the accounting period in which they are declared by the directors (in the case of interim dividends) or approved by the shareholders (in the case of final dividends). Consequently, dividend income from subsidiaries and jointly controlled entities is recognised as income in the company's profit and loss account in the accounting period in which the dividends are declared. There is no impact on the group's profit attributable to shareholders for the periods presented. The new accounting policy has been adopted retrospectively, with the opening balance of retained profits and the comparative information adjusted for the

### (b) Dividends attributable to the year:

amounts relating to prior periods (note 19).

	_2002_	2001
	\$000's	\$000's
First interim dividend declared and paid of \$0.10 per share (2001: \$0.10)	4,508	4,502
Special dividend declared and paid of \$0.50 per share (2001: \$0.80) Second interim dividend declared after the balance sheet date of \$Nil per share	22,881	36,792
(2001: \$0.40) Second special interim dividend declared after the balance sheet	-	18,348
	,	_ 4
Special dividend proposed after the balance sheet date of \$0.10 per share (2001: \$0.10)	41,167	82,510
	896,465	146,736
Second special interim dividend declared after the balance sheet date of \$18.00 per share (2001: \$Nil) (Note) Final dividend proposed after the balance sheet date of \$0.10 per share (2001: \$0.10)		4,584 82,510

Note: A second special interim dividend is payable on 14th November, 2002, conditional upon no general offer for the shares of the company having been announced by any offeror prior to 14th November, 2002.

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.

### (c) Dividends attributable to the previous financial year, approved and paid during the year:

	2002 \$000's	2001 \$000's
Second interim dividend declared in respect of previous financial year of \$0.40 per share (2001: \$0.40) Final dividend approved in respect of previous financial year	18,348	18,507
of \$0.10 per share (2001: \$0.10) ' Special dividend approved in respect of previous financial year	4,584	4,613
of \$1.80 per share (2001: \$2.80)	82,510	129,163
	105,442	<u>152,283</u>

### 8. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

Profit attributable to shareholders includes a profit of \$777,680,000 (2001 (restated): \$63,156,000) which has been dealt with in the financial statements of the company.

Reconciliation of the above amount to the company's profit for the year:

	2002	2001
	\$000's	\$000's
Amount of profit attributable to shareholders dealt with in the company's financial statements Final dividends from subsidiaries attributable to the profits of the previous financial year,	777,680	63,156
approved and paid during the year	83,283	129,551
Company's profit for the year (note 19)	860,963	192,707

### 9. EARNINGS PER SHARE

The calculation of basic earnings per share is based on profit attributable to shareholders of \$114,351,000 (2001: \$259,806,000) and the weighted average of 45,797,377 (2001: 46,092,279) shares in issue during the year.

### 10. 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:

		nvestment elopment 2001 \$000's	Treasury m 2002 \$000's	anagement 2001 \$000's	Unalloc 2002 \$000's	cated 2001 \$000's	Consol 2002 \$000's	idated 2001 \$000's
Turnover Interest income Other income/(loss)	71,684 - -	67,627 - -	54,915 5,524	128,582 (1,878)	- - 10,787	- - 5,556	71,684 54,915 16,311	67,627 128,582 3,678
Total revenue	71,684	67,627	60,439	126,704	10,787	5,556	142,910	199,887
Segment results Unallocated	69,487	65,408	60,439	126,704			129,926 (25,370)	192,112 (25,519)
Operating profit							104,556	166,593
Share of results of jointly controlled entities	177,347	105,650	-	-			177,347	105,650
Deficit on revaluation of investment properties Taxation	(138,130)	-	-	-			(138,130) (29,422)	(12,437)
Profit attributable to shareholders							114,351	259,806
Depreciation for the year	(70)	(51)	-	-	(1,111)	(1,280)	(1,181)	(1,331)
Fixed assets Other investments Debtors, deposits and prepayments Cash balances	1,043,995 - 691 	1,101,195 - 581 -	- 4,009 2,760 2,559,465	1,451 3,443 2,229,278	31,454 - 330 -	26,593 - 265 -	1,075,449 4,009 3,781 2,559,465	1,127,788 1,451 4,289 2,229,278
Segment assets	1,044,686	1,101,776	2,566,234	2,234,172	31,784	26,858	3,642,704	3,362,806
Interest in jointly controlled entities	807,209	1,159,557		_		_	807,209	1,159,557
Total assets							4,449,913	4,522,363
Segment liabilities	22,764	32,243			68,478	66,746	91,242	98,989
Capital expenditure incurred during the year	2,318	229,940			27	1,167	2,345	231,107

### (b) Geographical segments

The group participates in two principal economic environments. Hong Kong is a major market for all of 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		
	2002	2001	2002	2001	
	\$000's	\$000's	\$000's	\$000's	
Turnover	38,277	39,907	33,407	27,720	
Segment assets	3,009,978	2,821,845	632,726	540,961	
Capital expenditure incurred during the year	2,345	72,876	_	158,231	

### 11. FIXED ASSETS

At 30th June, 2002 969,942 27,600 73,857 8,565 6,867 1,086,831  Representing: Cost 73,857 8,565 6,867 89,289 2002 valuation 969,942 27,600 997,542  Accumulated depreciation: At 1st July, 2001 - 1,552 - 4,440 6,173 12,165 Charge for the year - 109 - 758 314 1,181 Written back on disposals (303) (303)			Investment properties \$000's	Other properties \$000's	Property held for redevelopment \$000's	Motor buses \$000's	Plant, fixtures and equipment \$000's	
At 1st July, 2001 Additions Disposals Perolauditon (deficits)/surpluses Disposals Revoluation (deficits)/surpluses Disposals At 30th June, 2002 P69,942 P69,94	(a)	The group						
Representing: Cost		At 1st July, 2001 Additions Disposals	- -		2,267 -	_	78 (378)	2,345
Cost		At 30th June, 2002	969,942	27,600	73,857	8,565	6,867	1,086,831
Accumulated depreciation:     At 1 st July, 2001		Cost	969,942	27,600				
At 1st July, 2001 Charge for rhe year Charles for rhe year Ch			969,942	27,600	73,857	8,565	6,867	1,086,831
Net book value:     At 30th June, 2002		At 1st July, 2001 Charge for the year Written back on disposals	- - - -	109 -	- - - -	758 -	314 (303)	
Net book value:     At 30th June, 2002		At 30th June, 2002	_			5,198	6,184	11,382
Tenure of title to properties: 2002 Held in Hong Kong - Long leases - Medium term leases  256,000 22,400 73,857 - Medium term leases  256,000 22,400 73,857 352,257 - Medium term leases  408,000 27,600 73,857 509,457  Held outside Hong Kong - Freehold  561,942 561,942  969,942 27,600 73,857 1,071,399  2001 Held in Hong Kong - Long leases - Medium term leases  301,000 14,067 71,590 386,657 - Medium term leases  521,300 21,690 71,590 614,580  Held outside Hong Kong - Freehold  508,089 508,089								
2002 Held in Hong Kong - Long leases		At 30th June, 2001	1,029,389	21,690	71,590	4,125	994	1,127,788
Held outside Hong Kong - Freehold  561,942		2002 Held in Hong Kong – Long leases	152,000	5,200				157,200
- Freehold			408,000	27,600	73,857	-	-	509,457
2001 Held in Hong Kong - Long leases 301,000 14,067 71,590 386,657 - Medium term leases 220,300 7,623 227,923  521,300 21,690 71,590 614,580  Held outside Hong Kong - Freehold 508,089 508,089			561,942					561,942
Held in Hong Kong - Long leases 301,000 14,067 71,590 - 386,657 - Medium term leases 220,300 7,623 227,923  521,300 21,690 71,590 614,580  Held outside Hong Kong - Freehold 508,089 508,089			969,942	27,600	73,857			1,071,399
Held outside Hong Kong - Freehold  508,089 508,089		Held in Hong Kong – Long leases	220,300	7,623				227,923
- Freehold 508,089 508,089			521,300	21,690	71,590	-	-	614,580
<u>1,029,389</u> <u>21,690</u> <u>71,590</u> <u> 1,122,669</u>			508,089					508,089
			1,029,389	21,690	71,590			1,122,669

## 11. FIXED ASSETS (Continued)

		Investment properties \$000's	Other properties \$000's	Motor buses \$000's	Plant, fixtures and equipment \$000's	
(b)	The company					
	Cost or valuation: At 1st July, 2001 Additions Disposals Revaluation (deficits)/surpluses At 30th June, 2002	301,000 - - (45,000) 256,000	23,242 - - 4,358 27,600	8,565 - - - - 8,565	6,847 27 (378) — 6,496	339,654 27 (378) (40,642) 298,661
	, cc , c , _ c. c.		1.77.77.7.			
	Representing: Cost 2002 valuation	256,000 256,000	27,600 27,600	8,565 	6,496  6,496	15,061 283,600 298,661
	Accumulated depreciation: At 1st July, 2001 Charge for the year Written back on disposals Written back on revaluation At 30th June, 2002	- - - - -	1,552 109 - (1,661)	4,440 758 - - 5,198	6,068 244 (303) — 6,009	12,060 1,111 (303) (1,661) 11,207
	Net book value: At 30th June, 2002	256,000	27,600	3,367	<u>487</u>	287,454
	At 30th June, 2001	301,000	21,690	4,125	779	327,594
	Tenure of title to properties: 2002 Held in Hong Kong – Long leases – Medium term leases	256,000  256,000	22,400 5,200 27,600	- - -	- - -	278,400 5,200 283,600
	2001 Held in Hong Kong – Long leases – Medium term leases	301,000  301,000	14,067 7,623 21,690	  		315,067 7,623 322,690

### 11. FIXED ASSETS (Continued)

- (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, 2002 by Insignia Brooke (Hong Kong) Limited, an independent firm of professional surveyors, 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, 2002 by FPDSAVILLS Commercial Limited, an independent firm of professional surveyors, 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 \$969,942,000 (2001: \$1,029,389,000). Further details of the leasing arrangements are contained in note 24(a).
- (iv) The group's other properties which are situated in Hong Kong and held under long and medium term leases, have been revalued at 30th June, 2002 by Insigna Brooke (Hong Kong) Limited, an independent firm of professional surveyors, on an open market value basis. The carrying amount of other properties of the group at 30th June, 2002 would have been \$21,581,000 had they been carried at cost less accumulated depreciation.

### 12. INTEREST IN SUBSIDIARIES

_	The c	10:	mpany
	2002		2001
	\$000's		\$000's
1	,018,356		1,018,356

Unlisted shares, at cost

Details of the subsidiaries are as follows:-

Name of company	Place of incorporation	Place of operation	Issued ordinary share capital	Perce directly held	ntage indirectly held	Principal activity
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
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	n 1 US\$1 share	_	100%	Investment property holding
Communication Properties Limited	British Virgin Islands	United Kingdom	n 1 US\$1 share	_	100%	Investment property holding
Eaglefield Properties Limited	British Virgin Islands	Hong Kong	1 US\$1 share	-	100%	Inactive
Prosperous Orient Limited	Hong Kong	Hong Kong	2 HK\$10 shares	-	100%	Property holding for redevelopment

#### 13. INTEREST IN JOINTLY CONTROLLED ENTITIES

Share of net tangible (liabilities)/assets Loans to jointly controlled entities

The group					
2002	2001				
\$000's	\$000's				
(4,947) 812,156	1,459 1,158,098				
807,209	1,159,557				

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

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Pron	ortion.	Λt	OWNDER	hin	interest
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Name of jointly controlled entity	Form of business structure	Place of incorporation	Place of operation	Particulars of issued share capital	Group's effective interest or held by subsidiary company	Principal activity	Financial year end
Swire and Island Communication Developments Limited ("Swire and Island")	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 resale and investment	31st December
Island Land Development Limited ("Island Land")	Incorporated	British Virgin Islands	Hong Kong	100 shares of HK\$10	50%	Property development for investment	31st December
Hareton Limited ("Hareton")	Incorporated	Hong Kong	Hong Kong	100 shares of HK\$10	50%	Property development for resale and investment	31st December
Uttoxeter Limited ("Uttoxeter")	Incorporated	Hong Kong	Hong Kong	100 shares of HK\$10	20%	Property development for resale and investment	31st December

Pursuant to a shareholders' agreement ("the first agreement") entered into between Swire and Island and its shareholders on 6th November, 1991, Swire and Island purchased for redevelopment purposes two plots of land respectively from the company and its subsidiary, Island Communication Enterprises Limited, for a total consideration of \$980 million. In accordance with the terms of the first agreement, the cost of the land together with any subsequent modification premium thereon are financed by interest free shareholders' loans in proportion to the shareholders' respective holdings of ordinary shares.

Pursuant to a shareholders' agreement ("the second agreement") entered into between Island Land and its shareholders on 20th November, 1993, Island Land purchased for redevelopment purposes a plot of land from the company for a total consideration of \$360 million. In accordance with the terms of the second agreement, the cost of the land together with any subsequent modification premium thereon are financed by interest free shareholders' loans in proportion to the shareholders' respective holdings of ordinary shares. In February 1997, Island Land paid a modification premium of \$430 million to The Government of the Hong Kong Special Administrative Region ("the Government").

Pursuant to a shareholders' agreement ("the third agreement") entered into between Hareton and its shareholders on 29th December, 1994, Hareton purchased for redevelopment purposes two plots of land from the company's subsidiary, Heartwell Limited, for a total consideration of \$383 million. In accordance with the terms of the third agreement, the cost of land is financed by interest free shareholders' loans in proportion to the shareholders' respective holdings of ordinary shares.

Pursuant to a shareholders' agreement ("the fourth agreement") entered into between Uttoxeter and its shareholders on 6th October, 1999, Uttoxeter purchased for redevelopment purposes a plot of land from the Government. In accordance with the terms of the fourth agreement, the cost of land and development costs are financed by shareholders' loans in proportion to the shareholders' respective holdings of ordinary shares. Uttoxeter paid a total premium of \$1,677 million to the Government.

### 13. INTEREST IN JOINTLY CONTROLLED ENTITIES (Continued)

The following supplementary financial information is disclosed relating to the three principal jointly controlled entities based on the management accounts of the respective jointly controlled entities at 30th June:

		2002 \$000's	2001 \$000's
(i)	Swire and Island Communication Developments Limited		
(a)	Profit and loss account		
	Turnover	71,083	71,372
	Profit before taxation Taxation	46,085 (4,940)	48,566 (5,991)
	Profit after taxation	41,145	42,575
(b)	Balance sheet		
	Fixed assets Deferred expenditure	675,089	681,166 31
	Current liabilities	155,812 (27,798)	123,375 (36,614)
	Net assets	803,103	767,958
(ii)	Island Land Development Limited	2002 \$000's	2001 \$000's
(a)	Profit and loss account		
	Turnover	49,644	56,605
	(Loss)/profit before taxation Taxation	(134,687)	135,346
	(Loss)/profit after taxation	(134,687)	135,346
(b)	Balance sheet		
	Fixed assets Deferred expenditure Current assets Current liabilities Shareholders' loans Net liabilities	772,102 2,837 28,373 (12,926) (1,207,700) (417,314)	842,000 4,012 15,849 (22,788) (1,225,700) (386,627)

13. INTEREST IN JOINTLY CONTROLLED ENTITIES (Continued)		
	2002	2001
	\$000's	\$000's
(iii) Uttoxeter Limited		
(a) Profit and loss account		
Turnover	2,510,797	864,005
Profit before taxation Taxation	816,263 (127,671)	275,373 (43,060)
Profit after taxation	688,592	232,313
(b) Balance sheet		
Current assets Current liabilities Shareholders' loans	1,001,110 (260,265) —	1,964,884 (49,678) (1,682,953)
Net assets	740,845	232,253
14. OTHER INVESTMENTS	The	group
	2002	2001
	\$000's	\$000's
Equity securities listed in Hong Kong, at fair value	4,009	1,451
15. DEBTORS, DEPOSITS AND PREPAYMENTS		
Included in debtors, deposits and prepayments are trade debtors with the following ageing analysi	s:	
	2002	2001
	\$000's	\$000's
Current 1 - 3 months More than 3 months but less than 12 months	167 50 1	91 _ 
Total trade debtors	218	91
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
	2002	2001
\$000's \$000	's \$000's	\$000's
Debtors, deposits and prepayments6626	93	94

### 16. CREDITORS AND ACCRUALS

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

 2002
 2001

 \$000's
 \$000's

 Due after 3 months
 706
 706

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

 The group
 The company

 2002
 2001
 2002
 2001

 \$000's
 \$000's
 \$000's
 \$000's

 Creditors and accruals
 9,559
 9,498
 7,633
 7,633

### 17. AMOUNTS DUE FROM SUBSIDIARIES

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

### 18. SHARE CAPITAL

· · · · · · · · · · · · · · · · · · ·	200	2002		l
	No. of shares	Amount	No. of shares	Amount
Authorised:		\$000's		\$000's
Ordinary shares of \$2 each	50,000,000	100,000	50,000,000	100,000
Issued and fully paid:				
At 1st July Shares repurchased	45,903,056 (162,200)	91,806 (324)	46,268,256 (365,200)	92,537 (731)
At 30th June	45,740,856	91,482	45,903,056	91,806

During the year, the company repurchased 162,200 of its own shares on the Stock Exchange of Hong Kong Limited as follows:

Month/Year	No. of ordinary shares repurchased	Highest price paid per share	Lowest price paid per share	Aggregate price paid \$000's
July 2001	34,200	70.00	68.00	2,382
August 2001	16,600	69.25	68.00	1,150
September 2001	10,000	65.75	64.50	656
October 2001	14,800	62.00	61.00	915
November 2001	21,000	66.50	65.00	1,384
December 2001	20,600	68.00	66.00	1,383
January 2002	10,000	66.50	66.50	667
February 2002	13,600	66.50	65.75	903
March 2002	12,800	67.00	66.00	855
April 2002	8,600	66.00	66.00	570

Except for the repurchase of ordinary shares by the company referred to above, the company and its subsidiaries have not purchased, sold or redeemed any of the company's shares during the year.

The repurchased shares were cancelled and accordingly the issued share capital of the company was reduced by the nominal value of these shares. However, pursuant to section 49H of the Hong Kong Companies Ordinance, an amount equivalent to the nominal value of the shares cancelled of \$324,400 was transferred from the retained profits to the capital redemption reserve (note 19). The premium paid on the repurchase of the shares of \$10,541,000 was charged to the retained profits (note 19).

### 19. RESERVES

	Capital redemption reserve	Investment properties revaluation reserve	Other properties revaluation reserve	General reserve	Retained profits	Total
	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's
The group At 1st July, 2000						
<ul><li>as previously reported</li><li>prior period adjustments in respect of:</li></ul>	-	107,866	_	230,000	3,419,778	3,757,644
- dividend proposed (note 7(a))					152,283	152,283
<ul> <li>as restated</li> <li>Dividends declared/approved in respect</li> </ul>	-	107,866	_	230,000	3,572,061	3,909,927
of the previous year (note 7(c)) Revaluation deficits	-	- (77,991)	-	-	(152,283)	(152,283) (77,991)
Profit for the year Unclaimed dividends forfeited	_	-	_	_	259,806	259,806
in accordance with article 166 Transfer to general reserve Purchase of own shares	<del>-</del> -	- -	- -	_ 10,000	332 (10,000)	332 -
<ul> <li>premium paid</li> <li>transfer between reserves</li> <li>Dividends declared and paid in respect</li> </ul>	- <i>7</i> 31	-	-	- -	(18,127) (731)	(18,127) -
of the current year (note 7(b))					(41,294)	(41,294)
At 30th June, 2001	<u>731</u>	29,875		240,000	3,609,764	3,880,370
At 1st July, 2001  – as previously reported  – prior period adjustments in respect of:	731	29,875	-	240,000	3,504,322	3,774,928
- dividend proposed (note 7(a))					105,442	105,442
<ul> <li>as restated</li> <li>Dividends declared/approved in respect</li> </ul>	731	29,875	-	240,000	3,609,764	3,880,370
of the previous year (note 7(c)) Exchange differences transferred	-	-	-	-	(105,442)	(105,442)
between reserves Revaluation (deficits)/surpluses	_ _	53,622 (83,497)	- 6,019		(53,622) –	- (77,478)
Profit for the year Unclaimed dividends forfeited	-	_	_	-	114,351	114,351
in accordance with article 166 Transfer to general reserve	-	-	<u>-</u>	_ 10,000	223 (10,000)	223
Purchase of own shares  – premium paid	_	_	_	_	(10,541)	(10,541)
<ul> <li>transfer between reserves</li> <li>Exchange differences arising on</li> </ul>	324	_	-	-	(324)	_
consolidation Dividends declared and paid in respect	-	-	-	-	41,897	41,897
of the current year (note 7(b))					(27,389)	(27,389)
At 30th June, 2002	1,055		6,019	250,000	3,558,917	3,815,991

## 19. RESERVES (Continued)

	Capital redemption reserve	Investment properties revaluation reserve	Other properties revaluation reserve	General reserve	Retained profits	Total
	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's
The company						
At 1st July, 2000  – as previously reported  – prior period adjustments in respect of:	-	246,933	-	230,000	804,795	1,281,728
<ul> <li>– dividend received (note 7(a))</li> <li>– dividend proposed (note 7(a))</li> </ul>					(129,551) 152,283	(129,551) 152,283
<ul> <li>as restated</li> <li>Dividends declared/approved in respect</li> </ul>	-	246,933	-	230,000	827,527	1,304,460
of the previous year (note 7(c))  Revaluation surpluses	-	_ 37,000	-	-	(152,283)	(152,283) 37,000
Profit for the year Unclaimed dividends forfeited	-	-	-	-	192,707	192,707
in accordance with article 166 Transfer to general reserve Purchase of own shares	- -	- -	- -	_ 10,000	332 (10,000)	332 -
premium paid     transfer between reserves     Dividends declared and paid in respect	- 731	- -	- -	- -	(18,127) (731)	(18,127) -
of the current year (note 7(b))					(41,294)	(41,294)
At 30th June, 2001	<u>731</u>	283,933		240,000	798,131	1,322,795
At 1st July, 2001  – as previously reported  – prior period adjustments in respect of:	<i>7</i> 31	283,933	-	240,000	775,972	1,300,636
<ul> <li>– dividend received (note 7(a))</li> <li>– dividend proposed (note 7(a))</li> </ul>	_ 	<u>-</u>			(83,283) 105,442	(83,283) 105,442
<ul> <li>as restated</li> <li>Dividends declared/approved in respect</li> </ul>	<i>7</i> 31	283,933	-	240,000	<i>7</i> 98,131	1,322,795
of the previous year (note 7(c)) Revaluation (deficits)/surpluses	-	_ (45,000)	- 6,019	-	(105,442)	(105,442) (38,981)
Profit for the year Unclaimed dividends forfeited	-	-	-	-	860,963	860,963
in accordance with article 166 Transfer to general reserve Purchase of own shares	<u>-</u>	<del>-</del> -	- -	_ 10,000	223 (10,000)	223 -
<ul><li>premium paid</li><li>transfer between reserves</li></ul>	- 324	- -	- -	- -	(10,541) (324)	(10,541) -
Dividends declared and paid in respect of the current year (note 7(b))					(27,389)	(27,389)
At 30th June, 2002	1,055	238,933	6,019	250,000	1,505,621	2,001,628

### 19. RESERVES (Continued)

Included in the figure for the group's retained profits at 30th June, 2002 is the amount of \$208,439,000 (2001: \$232,692,000) being the retained profits attributable to the jointly controlled entities.

The directors consider that \$43,785,000 (2001: \$43,785,000) of the company's retained profits are not distributable since such profits arose from an intra group sale of property which was disposed of to a wholly-owned subsidiary during the year ended 30th June, 1994 and which was subsequently sold during the year ended 30th June, 1995 to a jointly controlled entity in which the group has a 50% shareholding.

The directors consider that all of the general reserve and \$1,461,836,000 (2001: \$754,346,000) of the retained profits of the company, totalling \$1,711,836,000 (2001: \$994,346,000), are distributable.

The application of the capital redemption reserve is governed by section 49 of the Hong Kong Companies Ordinance. The investment properties and 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.

The group treats its investment properties on a portfolio basis.

The group's investment properties and investment properties held by jointly controlled entities have been valued by external professional valuers in accordance with Statement of Standard Accounting Practice 13 at open market value. A revaluation deficit of \$221,627,000 has arisen, of which \$83,497,000 has been debited to the investment properties revaluation reserve and \$138,130,000 has been debited to the consolidated profit and loss account for the year.

The group's other properties have been valued under Statement of Standard Accounting Practice 17 (revised) and \$6,019,000 has been credited to the other properties revaluation reserve.

### 20. DEFERRED PROFITS

	The g	group	The company	
	2002	2001	2002	2001
	\$000's	\$000's	\$000's	\$000's
Balance brought forward and carried forward	<u>451,198</u>	451,198	237,225	237,225

### 21. CONTINGENCY RESERVES

	\$000's	\$000's
Third party claims At 1st July Payments during the year Provision written back for the year	57,100 (5,677) (9,023)	71,400 (13,172) (1,128)
At 30th June	42,400	57,100

Group and company

2001

2002

### 22. CONTINGENT LIABILITIES

At 30th June, 2002, there were potential contingent liabilities in respect of third party claims for which provision of \$42,400,000 (2001: \$57,100,000) has been included in contingency reserves. In the opinion of the directors, having received independent actuarial advice, the amount provided is sufficient to cover any liabilities which may subsequently arise in respect of these claims.

#### 23. CAPITAL COMMITMENTS

The Board of a subsidiary has given approval to develop the site at 3 Jordan Road. An amount of \$48,000,000 representing the total estimated development costs has been authorised of which approximately \$2,267,000 has been incurred and approximately \$2,073,000 has been contracted for at the balance sheet date.

In addition, the Board has given formal in principle approval to develop the site at the Chai Wan Bus Depot by means of a 50:50 joint venture. An amount of \$1,065,000,000, representing 50% of the total estimated development costs, has been authorised for the purpose of the development of the site.

Subsequent to the balance sheet date, a subsidiary acquired certain properties for investment purposes for a consideration of approximately \$100,000,000.

### 24. OPERATING LEASES

### (a) Significant leasing arrangements

The group leases out investment properties in Hong Kong and United Kingdom under operating leases. The leases for investment properties in Hong Kong typically run for an initial period of two to three years. The leases for investment properties in United Kingdom run for an initial period of fourteen to twenty-five years. Lease payments are subject to upward only rent review for every 5 years for investment properties in United Kingdom. One of the leases in United Kingdom is subject to upward only rent review in 2006 and 2011. None of the leases includes contingent rentals. Further details of the carrying value of the investment properties are contained in note 11.

\$71,684,000 (2001: \$67,627,000) 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:

	\$000's	\$000's
Within one year After one but within five years After five years	72,401 161,088 519,916	69,111 176,653 501,815
	<u>753,405</u>	747,579

2002

2001

### 25. MATERIAL RELATED PARTY TRANSACTIONS

Loans to the jointly controlled entities at 30th June, 2002 are disclosed in note 13. The loans are unsecured, interest-free and have no fixed terms of repayment.

### **26. COMPARATIVE FIGURES**

Certain comparative figures have been adjusted as a result of changes in accounting policies for dividends, details of which are disclosed in notes 7 and 19.