

# Wah Ha Realty Company Limited

## **INTERIM REPORT**

for the six months ended 30th September 2003

# WAH HA REALTY COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

The Board of Directors of Wah Ha Realty Company Limited (the "Company") announces that the unaudited consolidated interim results of the Company and its subsidiary and associated companies (the "Group") for the six months ended 30th September 2003, with comparative figures of the previous period, are as follows:

## CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the six months ended 30th September

		Unaudited Six months ended 30th September	
		2003	As restated 2002
	Note	HK\$	HK\$
TURNOVER	2	<b>4,835,554</b>	6,658,650
COST OF SALES		<b>(305,889)</b>	(252,656)
GROSS PROFIT		<b>4,529,665</b>	6,405,994
OTHER REVENUES		<b>1,731,209</b>	1,359,619
GENERAL AND ADMINISTRATION EXPENSES		<b>(2,749,554)</b>	(2,467,850)
OTHER OPERATING INCOME/(EXPENSES), NET		<b>4,749,127</b>	(5,968,279)
OPERATING PROFIT/(LOSS)	3	<b>8,260,447</b>	(670,516)
SHARE OF PROFITS LESS LOSSES OF ASSOCIATED COMPANIES		<b>3,121,229</b>	6,387,714
PROFIT BEFORE TAXATION		<b>11,381,676</b>	5,717,198
TAXATION	4	<b>(1,067,561)</b>	(1,534,594)
PROFIT ATTRIBUTABLE TO SHAREHOLDERS		<b><u>10,314,115</u></b>	<u>4,182,604</u>
DIVIDENDS	5	<b><u>—</u></b>	<u>2,419,200</u>
EARNINGS PER SHARE	6	<b><u>8.53 cents</u></b>	<u>3.46 cents</u>

# WAH HA REALTY COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

## CONSOLIDATED BALANCE SHEET

As at 30th September 2003 and 31st March 2003

		<b>Unaudited</b>	As restated
		<b>30th September</b>	31st March
		<b>2003</b>	2003
	Note	<b>HK\$</b>	<b>HK\$</b>
<b>NON-CURRENT ASSETS</b>			
Investment properties		<b>18,750,000</b>	18,750,000
Associated companies		<b>277,414,489</b>	290,978,300
Other investments		<b>250,448</b>	250,448
		<b><u>296,414,937</u></b>	<u>309,978,748</u>
<b>CURRENT ASSETS</b>			
Properties held for sale		<b>7,330,682</b>	7,450,022
Debtors and prepayments	7	<b>3,094,523</b>	3,615,644
Amounts due from related companies		<b>96,433</b>	168,705
Loans receivable		<b>69,072</b>	116,660
Short-term investments		<b>119,301,052</b>	103,827,572
Cash and bank balances		<b>55,302,583</b>	45,689,520
		<b><u>185,194,345</u></b>	<u>160,868,123</u>
<b>CURRENT LIABILITIES</b>			
Creditors and accruals	8	<b>2,413,414</b>	1,559,916
Amounts due to related companies		<b>534,182</b>	1,111,915
Taxation payable		<b>209,435</b>	36,904
		<b><u>3,157,031</u></b>	<u>2,708,735</u>
<b>NET CURRENT ASSETS</b>			
		<b><u>182,037,314</u></b>	<u>158,159,388</u>
<b>TOTAL ASSETS LESS</b>			
<b>CURRENT LIABILITIES</b>			
		<b><u>478,452,251</u></b>	<u>468,138,136</u>
Financed by:			
<b>SHARE CAPITAL</b>			
<b>RESERVES</b>			
	9	<b>78,624,000</b>	78,624,000
		<b><u>399,828,251</u></b>	<u>389,514,136</u>
<b>SHAREHOLDERS' FUNDS</b>			
		<b><u>478,452,251</u></b>	<u>468,138,136</u>

## CONSOLIDATED CASH FLOW STATEMENT

For the six month ended 30th September 2003

	Unaudited Six months ended 30th September	
	2003 HK\$	2002 HK\$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Operating profit/(loss)	8,260,447	(670,516)
Interest income	(323,889)	(1,054,088)
Dividend income	(1,726,660)	(650,577)
Profit on sales of short-term investments	(122,137)	(446,905)
Net unrealised (gain)/loss of short-term investments	(4,626,990)	5,968,279
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>1,460,771</b>	<b>3,146,193</b>
Decrease in properties held for sale	119,338	98,022
Decrease/(increase) in debtors and prepayments	521,121	(311,969)
Decrease in net amount due from related companies	470,984	1,179,237
Decrease in creditors and accruals	(122,946)	(104,914)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>2,449,268</b>	<b>4,006,569</b>
Dividends paid to shareholders	—	(2,419,200)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>2,449,268</b>	<b>1,587,369</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Decrease in investments in associated companies	15,790,010	10,062,822
Proceeds from sales of short-term investments	4,922,515	12,033,032
Purchase of short-term investments	(15,646,868)	(23,028,769)
Mortgage loan repaid	47,589	55,837
Dividends received from listed investments and quoted mutual funds	1,726,660	650,577
Interest received	323,889	1,054,088
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>7,163,795</b>	<b>827,587</b>
<b>NET INCREASE IN CASH AND BANK BALANCES</b>	<b>9,613,063</b>	<b>2,414,956</b>
<b>CASH AND BANK BALANCES AT BEGINNING OF PERIOD</b>	<b>45,689,520</b>	<b>62,228,458</b>
<b>CASH AND BANK BALANCES AT END OF PERIOD</b>	<b>55,302,583</b>	<b>64,643,414</b>

# WAH HA REALTY COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30th September 2003 — Unaudited

	Share capital HK\$	Asset revaluation reserve HK\$	Investment properties revaluation reserve HK\$	Retained profit HK\$	Total HK\$
At 31st March 2002					
As previously reported	78,624,000	24,461,230	32,547,693	346,243,156	481,876,079
Change in accounting policy — provision for net deferred tax liabilities (Note 1)	—	(3,914,000)	—	(393,000)	(4,307,000)
As restated	78,624,000	20,547,230	32,547,693	345,850,156	477,569,079
Profit for the period, as restated	—	—	—	4,182,604	4,182,604
Dividend	—	—	—	(2,419,200)	(2,419,200)
At 30th September 2002	<u>78,624,000</u>	<u>20,547,230</u>	<u>32,547,693</u>	<u>347,613,560</u>	<u>479,332,483</u>
At 31st March 2003					
As previously reported	78,624,000	24,461,230	23,897,693	345,911,213	472,894,136
Change in accounting policy — provision for net deferred tax liabilities (Note 1)	—	(4,281,000)	—	(475,000)	(4,756,000)
As restated	78,624,000	20,180,230	23,897,693	345,436,213	468,138,136
Profit for the period	—	—	—	10,314,115	10,314,115
Dividend	—	—	—	—	—
<b>At 30th September 2003</b>	<b><u>78,624,000</u></b>	<b><u>20,180,230</u></b>	<b><u>23,897,693</u></b>	<b><u>355,750,328</u></b>	<b><u>478,452,251</u></b>

## NOTES TO THE INTERIM ACCOUNTS

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The accounts have been prepared in accordance with Hong Kong Statement of Standard Accounting Practice ("SSAP") 25, "Interim Financial Reporting" issued by the Hong Kong Society of Accountants.

These accounts should be read in conjunction with the annual accounts for the year ended 31st March 2003.

The accounting policies and methods of computation used in the preparation of these accounts are consistent with those used in the annual accounts for the year ended 31st March 2003 except that the Group has changed its accounting policy in respect of accounting for deferred taxation following its adoption of revised SSAP 12 "Income Taxes" issued by the Hong Kong Society of Accountants which becomes effective for accounting periods commencing on or after 1st January 2003.

The changes to the Group's accounting policy and the effect of adopting this new policy are set out below:

#### ***Deferred taxation***

Deferred taxation is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred taxation is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

In prior year, deferred taxation was accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset was expected to be payable or recoverable in the foreseeable future. The adoption of the revised SSAP 12 represents a change in accounting policy, which has been applied retrospectively so that the comparatives presented have been restated to conform to the changed policy.

As detailed in the consolidated statement of changes in equity, opening equity at 1st April 2002 and 2003 had been reduced by HK\$4,307,000 and HK\$4,756,000 respectively, which represented the Group's share of its associated companies' additional provision for deferred tax liabilities resulted from the adoption of revised SSAP 12. This change had resulted in a decrease in the carrying value of associated companies at 31st March 2003 by HK\$4,756,000 and a decrease in profit for the six months ended 30th September 2002 by HK\$82,000.

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## 2. TURNOVER AND SEGMENTAL INFORMATION

	<b>Unaudited Six months ended 30th September</b>	
	<b>2003</b>	2002
	<b>HK\$</b>	HK\$
Rental income	<b>2,013,194</b>	2,069,817
Management fee income	<b>1,868,971</b>	2,401,139
Interest income	<b>323,889</b>	1,054,088
Construction supervision fee income	<b>359,500</b>	752,306
Sales of properties	<b>270,000</b>	381,300
	<b><u>4,835,554</u></b>	<u>6,658,650</u>

The principal activities of the Group include those relating to investment holding, property development and investment, property management and building contractor. There are no other significant identifiable separate business. In accordance with the Group's internal financial reporting and operating activities, the primary reporting is by business segments and the secondary reporting is by geographical segments. All of the Group's operation is located in Hong Kong.

### **Primary reporting segment — business segment**

	<b>Property investment, development and management and building contractor HK\$</b>	<b>Investments and corporate services HK\$</b>	<b>Total HK\$</b>
Six months ended 30th September 2003 (unaudited)			
Turnover	<b><u>3,251,164</u></b>	<b><u>1,584,390</u></b>	<b><u>4,835,554</u></b>
Segment results	<b><u>1,918,628</u></b>	<b><u>6,341,819</u></b>	<b><u>8,260,447</u></b>
Share of profits less losses of associated companies	<b>3,121,229</b>	—	<b>3,121,229</b>
Profit before taxation			<b>11,381,676</b>
Taxation			<b><u>(1,067,561)</u></b>
Profit attributable to shareholders			<b><u>10,314,115</u></b>
Six months ended 30th September 2002 (unaudited)			
Turnover	<u>3,858,062</u>	<u>2,800,588</u>	<u>6,658,650</u>
Segment results	<u>2,523,976</u>	<u>(3,194,492)</u>	(670,516)
Share of profits less losses of associated companies	6,387,714	—	6,387,714
Profit before taxation			5,717,198
Taxation			<u>(1,534,594)</u>
Profit attributable to shareholders			<b><u>4,182,604</u></b>





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## 5. DIVIDENDS

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September</b>	
	<b>2003</b>	2002
	<b>HK\$</b>	HK\$
2003 final paid of nil cents (2002: 2.0 cents) per share	<u>—</u>	<u>2,419,200</u>

The Board of Directors has resolved not to declare the payment of an interim dividend for the six months ended 30th September 2003 (2002: nil).

## 6. EARNINGS PER SHARE

The calculation of earnings per share is based on the profit attributable to shareholders of HK\$10,314,115 (2002: HK\$4,182,604) and on 120,960,000 shares in issue during the period.

## 7. DEBTORS AND PREPAYMENTS

	<b>Unaudited</b>	Audited
	<b>30th September</b>	31st March
	<b>2003</b>	2003
	<b>HK\$</b>	HK\$
Trade debtors		
Below 60 days	<b>174,945</b>	106,046
Other debtors	<b>2,832,981</b>	3,110,461
Prepayments and other receivables	<b>86,597</b>	399,137
	<u><b>3,094,523</b></u>	<u>3,615,644</u>

Trade debtors represent rental receivable which is normally due for payment upon presentation of debit note at the beginning of each rental period.

## 8. CREDITORS AND ACCRUALS

	<b>Unaudited 30th September 2003 HK\$</b>	Audited 31st March 2003 HK\$
Trade creditors		
Below 90 days	<b>28,777</b>	125,784
Over 90 days	<b>10</b>	10
	<b>28,787</b>	125,794
Other creditors	<b>1,186,694</b>	210,250
Rental and utility deposits received	<b>821,830</b>	822,948
Accrued expenses	<b>376,103</b>	400,924
	<b>2,413,414</b>	1,559,916

## 9. SHARE CAPITAL

	<b>30th September 2003 HK\$</b>	31st March 2003 HK\$
<i>Authorised:</i>		
150,000,000 shares of HK\$0.65 each	<b>97,500,000</b>	97,500,000
<i>Issued and fully paid:</i>		
120,960,000 shares of HK\$0.65 each	<b>78,624,000</b>	78,624,000

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## 10. SIGNIFICANT RELATED PARTY TRANSACTIONS

The following is a summary of the related party transactions, which also constitute connected transactions, carried out in the normal course of the Group's business activities during the period:

		<b>Unaudited</b>	
		<b>Six months ended</b>	
		<b>30th September</b>	
		<b>2003</b>	2002
	<i>Note</i>	<b>HK\$</b>	<i>HK\$</i>
Associated companies			
Management fee income	1	<b><u>998,500</u></b>	<u>1,484,500</u>
Related companies			
Management fee income	1	<b>162,000</b>	162,000
Construction fee income	2	<b>359,500</b>	752,306
Estate agency fee income	3	<b><u>100,000</u></b>	<u>100,000</u>

Notes:

- (1) The Group provides management services to associated companies and a related company. Fees are charged based on a percentage of annual rental income of the associated companies and a related company.
- (2) The Group provides supervisory services for building construction work to related companies. Service fees are calculated based on the number of employees on the job.
- (3) The Group provides estate agency services to a related company at a fixed annual fee.

## FINANCIAL INFORMATION OF ASSOCIATED COMPANIES

The Group continues to provide financial assistance to certain associated companies as at 30th September 2003. Set out below is a summary of the aggregated financial information of the associated companies as at 30th September 2003, being the latest practicable date for determining the relevant information:

	<b>30th September 2003 HK\$</b>	As restated 31st March 2003 HK\$
<b>INVESTMENT PROPERTIES</b>	<b>713,807,535</b>	738,014,494
<b>LOANS RECEIVABLE</b>	<b>4,261,727</b>	4,967,623
<b>CURRENT ASSETS</b>		
Properties held for sale	<b>315,045,478</b>	315,045,478
Debtors and other receivables	<b>15,343,579</b>	20,464,487
Current portion of loans receivable	<b>1,004,184</b>	306,036
Taxation recoverable	<b>51,623</b>	149,307
Cash and bank balances	<b>9,538,265</b>	10,339,453
<b>CURRENT LIABILITIES</b>		
Creditors and other payables	<b>(36,127,177)</b>	(40,124,720)
Taxation payable	<b>(3,800,046)</b>	(1,390,033)
Net amounts due to shareholders	<b>(758,933,452)</b>	(800,337,840)
Deferred taxation	<b>(12,755,023)</b>	(12,429,644)
<b>NET ASSETS</b>	<b>247,436,693</b>	235,004,641
<b>GROUP'S SHARE OF NET ASSETS</b>	<b>82,373,238</b>	80,147,036

## **INTERIM DIVIDEND**

The Board has resolved not to declare the payment of an interim dividend for the six months ended 30th September 2003 (2002: nil).

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **FINANCIAL RESULTS**

The operating environment of the Group remained difficult in the period under review. The overall property market continued to suffer from a setback amidst a declining economy and lingering uncertainty about the global economy. This was further aggravated by the outbreak of the SARS in March. The performance of the Group's core property-related businesses therefore had suffered, at various levels, from such adverse environment.

Dragged by the weak property market, the Group's turnover for the period under review reduced to HK\$4,835,554 (2002: HK\$6,658,650). There was a sign of shrinkage across all the operation segments of the Group. A modest decrease of 27.4% in the overall turnover had been recorded. This reduced revenue was mainly attributed to notable decrease in the Group's interest income caused by the low interest rate as well as the continuous decline in the housing mortgage loans extended to end-buyers of the Group's properties. Another significant factor was the reduction in management fee income which decreased with the levels of rental income of the serviced parties. Finally, our construction supervision fee income reduced substantially due to the lack of building projects.

Despite the decline in revenue, the Group's profit attributable to shareholders grew impressively by approximately 1.5 times to HK\$10,314,115 as compared with HK\$4,182,604 recorded in the last period. Earnings per share also marked a significant improvement from HK\$3.46 cents to HK\$8.53 cents. These encouraging results were mainly driven by the upswing of the securities prices resulted from a general rebound in the global equities markets. Consequently, a net unrealized gain of HK\$4,626,990 was recorded against a net unrealized loss of short-term investments of HK\$5,968,279 in the last financial period. However, the contraction in interest income together with the Group's share of loss from the investment property of Belair Villa at Fanling had eroded part of the profitability of the Group.

## **BUSINESS REVIEW**

### *Property Investment, Development, Management and Building Contractor*

The sale performance of the Group had gradually picked up in the third quarter of 2003 from the setback caused by the SARS epidemic in the second quarter. During the period under review, the Group had realized a loss of about HK\$0.70 million from the sale of units at Belair Villa at Fanling. However, after taking into account the effect of lower property sales prices plagued by continuing soft demand, a further provision had been made for this property. Consequently, the Group's share of loss amounted to about HK\$2.22 million. Subsequent to the period under review, prompted by the recovery in economic activities since the end of the SARS crisis in July, the sale of this property had picked up. To date, 71.4% of the units have been sold. Furthermore, a car park at Festigood Centre was sold and generated a profit of approximately HK\$0.15 million.

During the financial period under review, the overall abundant supply of new and existing properties continued to exert pressure on prices and rentals. However, the gross rental revenue of the Group remained broadly stable, recording a slight decrease of 2.7% over the same period of last year to approximately HK\$2.01 million. Revenue from this sector remained the key driving force for the Group's turnover, accounting for nearly 41.6% of the Group's total turnover. It is anticipated that the stabilization of Rental Business will continue to act as strong support to the profit base of the Group in the foreseeable future.

Profit from the Group's Property Management Business amounted to approximately HK\$0.26 million (2002: HK\$0.31 million) for the period under review, representing a drop of about 16.9%. The revenue from this business is geared to the expenditure levels of the serviced parties which were suppressed in recent years. Consequently, the revenue as well as the profit of this segment were adversely affected.

The turnover of the Group's Building Contractor Business continued to shrink to approximately HK\$0.36 million (2002: HK\$0.75 million), amidst a dearth of new building project. A loss of approximately HK\$0.29 million (2002: profit of HK\$0.03 million) was recorded.

*Investment and Corporate Service*

The Group's Investment Business turned around sharply to profit during the period under review, from a loss of about HK\$3.82 million in last period to a profit of approximately HK\$6.80 million in this period. The performance of this segment had been improving since the third quarter of this year, in line with the general uptrend of the global stock markets. It was noted that the local stock market had improved since the end of the SARS crisis in July and rose significantly during the third quarter of this year. It was underpinned by growing optimism about the performance and the near-term outlook of the Hong Kong economy. Furthermore, the concerted effort and support from the Central Government coupled with the rebound in the residential property market further lifted market sentiment. With further inflow of funds as well as the general uptrend in the global stock markets, it is anticipated that the results of this segment will continue to be improved.

The performance of the Group's Corporate Services Business however had been disappointing. Turnover of this segment during the period under review stood at about HK\$1.26 million (2002: HK\$1.75 million), representing a drop of about 27.8% over that of the last year, leading to an operating loss of approximately HK\$0.46 million against a profit of about HK\$0.62 million of the last financial period. As the revenue from this sector varies with the rental income levels of the serviced parties, the temporary contraction of rental income during the SARS period brought about these disappointing results. Following the recovery of the property market, improvements will be seen in this business.

Other than as disclosed above, the Directors are not aware of any other material changes to the information in relation to the Group's performance and the material factors underlying its results and financial position published in the annual report for the year ended 31st March 2003.

## **PROSPECTS**

Subsequent to the period under review, there have been some signs of recovery of the local economy, including greater sales volume in residential property market and the observed firming up property prices in the past few months. Additionally, there were strong inflows of funds into the local stock market and strong rebound in tourism after the SARS doldrums. The revised forecast growth rate in GDP for 2003 and improving labour market conditions with the down trend of unemployment rate have also strengthened the path of the recovery. Furthermore, concerted effort and support from the Central Government such as the signing of the CEPA, the implementation of the "individual visit" scheme for Mainland visitors to Hong Kong and the agreement allowing local banks to offer Renminbi services as well as various local government economic boosting measures have added momentum to the economy. We are confident that the Group's operating results for the second half of this financial year will be benefited from the improving global economic outlook and local fundamentals.

Although there are improved market sentiments and increased investment activities in Hong Kong, we should not overlook some of the unfavourable factors. The local unemployment rate, even though improved in this few months, remains at high level. Moreover, the US implementation of quota restrictions on the textile exports from China, the political conflict between Mainland China and Taiwan as well as the re-emergence of some terrorist attacks recently have cast a shadow on the recovery of the economy. In light of these, we are prudent towards the prospects of our business development and will closely monitor the development in the local market and prepare for the challenges ahead.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Group is virtually debt-free and generally finances its operations with internally generated cash flows. The Group's cash and bank balances amounted to HK\$55.3 million at 30th September 2003. The Board believes that the Group has sufficient financial resources for its operations. The Group has no material exposure to foreign exchange rate fluctuation and material contingent liabilities.



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## EMPLOYEE INFORMATION

The Group has less than twenty employees and their remuneration are maintained at competitive levels. Employees' salaries are determined on performance basis with reference to the market trend. In addition, discretionary bonuses are granted to eligible employees by reference to the Group's result and individual performance. Other benefits include education subsidies, medical and retirement benefits.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30th September 2003, the interests and short positions of the Directors and Chief Executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), to be notified to the Company and the Stock Exchange, were as follows:

### Long Positions in Ordinary Shares of the Company

Name of Director	Personal Interests	Corporate Interests	Other Interests	Total	% of issued share capital
Cheung Kee Wee	—	1,705,360 (Note 1)	87,391,440 (Note 2)	89,096,800	73.66
Cheung Lin Wee	572,000	—	87,391,440 (Note 2)	87,963,440	72.72
Cheung Ying Wai, Eric	660,000	—	13,444,837 (Note 3)	14,104,837	11.66

*Notes:*

- (1) These shares were held by a company of which Mr. Cheung Kee Wee and his spouse in aggregate owned 50% interest. Therefore, Mr. Cheung was deemed to be interested in these shares under the SFO.
  - (2)\* The 87,391,440 shares of Messrs. Cheung Kee Wee and Cheung Lin Wee related to the same block of shares in the Company. Messrs. Cheung Kee Wee and Cheung Lin Wee are two of the three executors under the Will of Mr. Cheung Kung Hai, deceased ("CKH") who held 87,391,440 shares before his death. Under the Will of CKH in which Messrs. Cheung Kee Wee and Cheung Lin Wee are also two of the beneficiaries, the assets are to be held on trust for sale. The Executors however have right of appropriation of the assets to the beneficiaries in specie and there is hence a possibility that shares will be distributed to beneficiaries. To avoid double counting, the number of shares that may contingently be allocated to Messrs. Cheung Kee Wee and Cheung Lin Wee respectively have not been added to these numbers of shares.
  - (3)\* CKH held 87,391,440 shares before his death. Under the Will of CKH in which Cheung Ying Wai, Eric is one of the beneficiaries, there is a possibility that these 13,444,837 shares will be allocated to Mr. Cheung Ying Wai, Eric.
- \* Since probate has not been granted and the Executors are not yet registered as holders of the shares in question, strictly speaking, a trust of the shares has not yet been legally constituted.

Save as disclosed above, as at 30th September 2003, none of the Directors or Chief Executives of the Company or any of their associates had or were deemed to have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

# WAH HA REALTY COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

## SUBSTANTIAL SHAREHOLDERS' AND OTHER SHAREHOLDERS' INTERESTS

So far as is known to the Directors or Chief Executives of the Company, as at 30th September 2003, the following Shareholders (other than Directors or Chief Executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO as being directly or indirectly interested in 5% or more of the issued share capital of the Company were as follows:

### Long Positions in the ordinary shares of the Company

	Number of shares	% of issued share capital
<b>Substantial Shareholders:</b>		
Cheung Kung Hai, deceased	87,391,440	72.25
Chin Lan Hong	99,387,040 (Note 1)	82.17
Kung So Ha, Anne	89,096,800 (Note 2)	73.66
Wu Suet Yi, Rita	87,963,440 (Note 3)	72.72
Hoh Kwok Hing, Corinne	14,104,837 (Note 4)	11.66
<b>Person other than Substantial Shareholders:</b>		
Megabest Securities Ltd.	11,295,600 (Note 5)	9.34

Note:

- (1)\* Out of the 99,387,040 shares, 11,295,600 shares were held by Megabest Securities Limited ("Megabest") of which Madam Chin Lan Hong was interested in the entire issued share capital, through the chain of ownership being described in Note (5) below; 700,000 shares were held under her personal interests; and 87,391,440 shares related to the same block of shares as described in "Other Interests" of Messrs. Cheung Kee Wee and Cheung Lin Wee respectively under the heading of "Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures", as Madam Chin Lan Hong together with Messrs. Cheung Kee Wee and Cheung Lin Wee are the three executors under the Will of CKH who held 87,391,440 shares before his death. Under the Will of CKH, Madam Chin Lan Hong is also one of the beneficiaries. To avoid double counting, the number of shares which may contingently be allocated to Madam Chin Lan Hong has not been added to this number of shares.

- (2) Ms. Kung So Ha, Anne is the wife of Mr. Cheung Kee Wee and was taken to be interested in these shares in which her spouse was interested under the SFO.
  - (3) Ms. Wu Suet Yi, Rita is the wife of Mr. Cheung Lin Wee and was taken to be interested in these shares in which her spouse was interested under the SFO.
  - (4) Ms. Hoh Kwok Hing, Corinne is the wife of Mr. Cheung Ying Wai, Eric and was taken to be interested in these shares in which her spouse was interested under the SFO.
  - (5) These 11,295,600 shares held by Megabest related to the same block of shares as described in Note (1). These shares were held by Megabest through its wholly owned subsidiary Profit-taking Company Inc., which in turn held the entire issued share capital of Pullfield Company Limited, the registered owner of the said 11,295,600 shares of the Company.
- \* Since probate has not been granted and the Executors are not yet registered as holders of the shares in question, strictly speaking, a trust of the shares has not yet been legally constituted.

Save as disclosed above, as at 30th September 2003, the Company has not been notified by any person (other than Directors or Chief Executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO as being directly or indirectly interested in 5% or more of the issued share capital of the Company.

## **AUDIT COMMITTEE**

The Audit Committee has reviewed the unaudited interim accounts of the Company for the six months ended 30th September 2003 and has no reservation on the accounting treatments adopted by the Group.

## CODE OF BEST PRACTICE

In the opinion of the directors, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange at any time during the six months ended 30th September 2003, except that independent non-executive directors of the Company are not appointed for a specific term as they are subject to retirement by rotation in accordance with Article 103(A) of the Company's Articles of Association.

## PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiary companies has purchased or sold any of the Company's issued shares during the period.

By Order of the Board

**Raymond W M Chu**

*Company Secretary*

Hong Kong, 12th December 2003

Website: <http://www.wahha.com>