

董事局報告

Report of the Directors

董事局欣然提呈截至二零零三年六月三十日止年度其報告及已審核賬項以供省覽。

主要業務

本公司之主要業務為控股投資，並透過其附屬公司投資物業以供收租、發展物業以供出售及租賃，以及停車場管理與物業管理。

按業務及地域性分析之本集團營業額及業績載於賬項附註第二項內。

主要附屬公司及合營公司

本集團之主要附屬公司及合營公司，其營業及註冊地點、已發行股本／註冊資本等資料載於賬項附註第三十一及三十二項內。

業績

本集團截至二零零三年六月三十日止年度之溢利及本公司與本集團於該日之財政狀況載於第七十八至一百二十六頁之賬項內。

本集團過去十個財政年度之業績、資產及負債概要載於第四及五頁內。

股息

董事現建議派發末期股息每股普通股二角九仙，連同於二零零三年四月二十五日已派發之中期股息每股普通股一角一仙，截至二零零三年六月三十日止年度之全年派息將合共為每股普通股四角。擬派發之普通股末期股息倘於二零零三年十一月十三日舉行之股東週年大會中獲股東通過，將於二零零三年十一月二十八日派發予於二零零三年十一月七日名列股東名冊之股東。

股本

年內本公司股本之變動詳情載於賬項附註第二十一項內。

購回、出售或贖回上市證券

年內本公司並無購回、出售或贖回本公司之任何上市證券。

儲備

年內本公司及本集團之儲備變動情況載於賬項附註第二十二項內。

捐款

年內本集團之捐款為港幣一千二百二十萬元(二零零二年：港幣五十萬元)。

The directors have pleasure in submitting their report together with the audited accounts for the year ended 30 June 2003.

Principal Activities

The principal activities of the Company are investment holding, and through its subsidiaries, property investment for rental income, property development for sale and leasing, car park management and property management.

An analysis of the Group's turnover and trading results by business and geographical segments is set out in Note 2 on the Accounts.

Principal Subsidiaries and Jointly Controlled Entities

A list of principal subsidiaries and jointly controlled entities, together with their countries of operations and incorporation and particulars of their issued share capital/registered capital, is set out in Notes 31 and 32 on the Accounts.

Financial Results

The profit of the Group for the year ended 30 June 2003, and the state of affairs of the Company and of the Group at that date are set out in the Accounts on pages 78 to 126.

A summary of the results and of the assets and liabilities of the Group for the last ten financial years is set out on pages 4 and 5.

Dividends

The directors now recommend a final dividend of 29 cents per ordinary share which, together with the interim dividend of 11 cents per ordinary share paid on 25 April 2003, makes a total of 40 cents per ordinary share in respect of the year ended 30 June 2003. The proposed final ordinary dividend, if approved by the shareholders at the Annual General Meeting on 13 November 2003, will be paid on 28 November 2003 to shareholders whose names appear on the Register of Members on 7 November 2003.

Share Capital

Details of movements in share capital of the Company during the year are set out in Note 21 on the Accounts.

Purchase, Sale or Redemption of Listed Securities

During the year, the Company had not purchased, sold or redeemed any of the Company's listed securities.

Reserves

Movements in the reserves of the Company and of the Group during the year are set out in Note 22 on the Accounts.

Donations

Donations made by the Group during the year amounted to HK\$12.2 million (2002: HK\$0.5 million).

銀行貸款及透支

本集團於二零零三年六月三十日之銀行貸款及透支情況載於賬項附註第十五項內。

資本化之借貸支出

年內本集團資本化之借貸支出款項為港幣一億七千萬元(二零零二年：港幣一億九千二百萬元)。

固定資產

年內固定資產之變動情況載於賬項附註第九項內。

集團主要物業

主要發展中物業及主要投資物業於二零零三年六月三十日之詳情載於第五十二至五十九頁內。

主要供應商及客戶

年內本集團五大供應商合共所佔之購貨額百分比及本集團五大客戶合共所佔之營業額或銷售額百分比各不超過本集團本年度總購貨額及總營業額或銷售額百分之三十。

董事

於本報告日之本公司董事芳名如下，彼等之簡歷載於第四十二至四十七頁內。

姓名	職銜	年齡	擔任本公司董事之時間 (年計)
陳啟宗	主席	53	17
殷尚賢	副主席(獨立非執行)	72	23
袁偉良	董事總經理	52	17
夏佳理	獨立非執行董事	64	23
陳樂怡	獨立非執行董事	54	6
鄭漢鈞	獨立非執行董事	76	10
何世良	執行董事	65	3
廖柏偉	獨立非執行董事	54	5
吳士元	執行董事	43	2

遵照本公司組織章程細則第一百零三、一百零四及一百一十八條規定，袁偉良先生、陳樂怡女士及何世良先生輪值告退，惟願膺選連任。

獨立非執行董事之任職屆滿日期與彼等遵照本公司組織章程細則之條文之預期輪值告退日期一致。

Bank Loans and Overdrafts

Particulars of bank loans and overdrafts of the Group as at 30 June 2003 are set out in Note 15 on the Accounts.

Borrowing Costs Capitalisation

Borrowing costs capitalised by the Group during the year amounted to HK\$170.0 million (2002: HK\$192.0 million).

Fixed Assets

Movements in fixed assets during the year are set out in Note 9 on the Accounts.

Major Group Properties

Details of major properties under development and major investment properties as at 30 June 2003 are set out on pages 52 to 59.

Major Suppliers and Customers

During the year, both the percentage of purchases attributable to the Group's 5 largest suppliers combined and the percentage of turnover or sales attributable to the Group's 5 largest customers combined were less than 30% of the total purchases and turnover or sales of the Group respectively.

Directors

The names of the directors of the Company as at the date of this report are as follows and their brief biographical details are set out on pages 42 to 47.

Name	Position Held	Age	Length of Directorship (in years)
Ronnie C. Chan	<i>Chairman</i>	53	17
S.S. Yin	<i>Vice Chairman (Independent Non-Executive)</i>	72	23
Nelson W.L. Yuen	<i>Managing Director</i>	52	17
Ronald J. Arculli	<i>Independent Non-Executive Director</i>	64	23
Laura L.Y. Chen	<i>Independent Non-Executive Director</i>	54	6
H.K. Cheng	<i>Independent Non-Executive Director</i>	76	10
Wilfred S.L. Ho	<i>Executive Director</i>	65	3
P.W. Liu	<i>Independent Non-Executive Director</i>	54	5
Terry S.Y. Ng	<i>Executive Director</i>	43	2

In accordance with Articles 103, 104 and 118 of the Company's Articles of Association, Mr. Nelson W.L. Yuen, Ms. Laura L.Y. Chen and Mr. Wilfred S.L. Ho retire by rotation and, being eligible, offer themselves for re-election.

The appointments of independent non-executive directors are for specific terms which coincide with their expected dates of retirement by rotation in accordance with the provisions of the Company's Articles of Association.

服務合約

擬於即將舉行之股東週年大會上膺選連任之董事概無與本公司或其控股公司或其任何附屬公司訂立於一年內倘終止則須作出賠償(法定賠償除外)之服務合約。

董事之合約權益

於年結日或年內，概無任何本公司董事在本公司或其控股公司或其任何附屬公司之任何重要合約中直接或間接擁有重大權益。

除本公司及其控股公司恒隆集團有限公司之僱員股份期權計劃外，於年內任何時間，本公司或其控股公司或其任何附屬公司概無作出任何安排使本公司董事可藉購入本公司或任何其他機構之股份或債權證而獲益。

遵守最佳應用守則

年內本公司均遵守香港聯合交易所有限公司證券上市規則附錄十四所載之最佳應用守則。

董事之股份權益

根據證券及期貨條例第三百五十二條規定須予備存之登記冊所記錄，董事及其聯繫人於二零零三年六月三十日持有本公司及其各聯營機構之股份、相關股份及債權證中之權益及淡倉之詳情如下：

	本公司		恒隆集團有限公司		股份 期權#
	每股面值港幣一元之 普通股股份	每股面值港幣一元之 股份	每股面值港幣一元之 股份	股份	
	好倉	已發行股本 之百分率	好倉	已發行股本 之百分率	股份數目
陳啟宗	-	-	-	-	-
殷尚賢	-	-	-	-	-
袁偉良	-	-	-	-	2,500,000
夏佳理	724,346	0.025	1,089,975	0.082	-
陳樂怡	-	-	-	-	-
鄭漢鈞	-	-	-	-	-
何世良	-	-	-	-	1,250,000
廖柏偉	-	-	-	-	-
吳士元	-	-	-	-	1,250,000

尚未行使

除以上所述外，並無本公司董事持有本公司或任何聯營機構之股份、相關股份及債權證中之權益及淡倉。

年內各董事及彼等各自之配偶與未滿十八歲之子女概無獲授任何可認購本公司股份或債權證之權利。

Service Contract

No director proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company, its holding company or any of their subsidiaries which is not determinable within one year without payment of compensation (other than statutory compensation).

Directors' Interests in Contracts

No contract of significance to which the Company, its holding company or any of their subsidiaries was a party and in which a director of the Company was materially interested, whether directly or indirectly, subsisting during or at the end of the year.

At no time during the year was the Company, its holding company or any of their 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, apart from the employee share option schemes of the Company and its holding company, Hang Lung Group Limited.

Compliance with the Code of Best Practice

During the year, 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 of Hong Kong Limited.

Directors' Interests in Shares

As at 30 June 2003, details of directors' and their associates' interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations as recorded in the register required to be kept under Section 352 of the Securities and Futures Ordinance are as follows:

	The Company		Hang Lung Group Limited		
	Ordinary Shares of HK\$1.00 each		Shares of HK\$1.00 each		Share Options#
	Long Position	% of Issued Capital	Long Position	% of Issued Capital	No. of Shares
Ronnie C. Chan	-	-	-	-	-
S.S. Yin	-	-	-	-	-
Nelson W.L. Yuen	-	-	-	-	2,500,000
Ronald J. Arculli	724,346	0.025	1,089,975	0.082	-
Laura L.Y. Chen	-	-	-	-	-
H.K. Cheng	-	-	-	-	-
Wilfred S.L. Ho	-	-	-	-	1,250,000
P.W. Liu	-	-	-	-	-
Terry S.Y. Ng	-	-	-	-	1,250,000

not yet exercised

Other than as stated above, no director of the Company had any interest or short position in the shares, or underlying shares and debentures of the Company or any associated corporation.

During the year, none of the directors and their respective spouses and children under 18 years of age had been granted any rights to subscribe for shares or debentures of the Company.

主要股東之股份權益

根據證券及期貨條例第三百三十六條規定須予備存之登記冊所記錄，主要股東於二零零三年六月三十日持有本公司之股份及相關股份之權益以及淡倉之詳情如下：

	持有普通股 股份數目	已發行股本之 百分率
陳譚慶芬	1,820,400,670 (a)	63.00
Cole Limited	1,820,400,670 (a)	63.00
恒隆集團有限公司	1,791,733,570 (b)	62.01
恒旺有限公司	1,267,523,511 (c)	43.87
The Capital Group Companies, Inc.	396,018,430	13.71
Purotat Limited	352,074,500 (c)	12.19

附註

(a) 此等股份與一信託基金所持有之股份為同一批股份。陳譚慶芬女士為該信託基金之成立人。Cole Limited被視為於恒隆集團有限公司及其附屬公司所持有之普通股股份中擁有權益，而該等普通股股份已包括在上述十八億二千零四十萬零六百七十股股份之數目內。

(b) 恒隆集團有限公司被視為於其附屬公司恒旺有限公司所持有之十二億六千七百五十二萬三千五百一十一股普通股股份、Purotat Limited所持有之三億五千二百零七萬四千五百股普通股股份以及其他附屬公司所持有之一億七千二百一十三萬五千五百五十九股普通股股份中擁有權益。

(c) 恒旺有限公司所持有之十二億六千七百五十二萬三千五百一十一股普通股股份及Purotat Limited所持有之三億五千二百零七萬四千五百股普通股股份已包括在上述由恒隆集團有限公司所持有之十七億九千一百七十三萬三千五百七十股普通股股份之數目內。

其他人士之股份權益

根據證券及期貨條例(「條例」)第三百三十六條規定須予備存之登記冊所記錄，依據條例第XV部披露其權益之其他人士於二零零三年六月三十日持有本公司之股份及相關股份之權益以及淡倉之詳情如下：

	持有普通股 股份數目	已發行股本之 百分率
HSBC group of companies	196,586,505	6.80
Credit Suisse Group	146,293,507	5.06

核數師

本公司將於即將舉行之股東週年大會上提出決議案，建議再度委任畢馬威會計師事務所為本公司核數師，直至下屆股東週年大會結束為止。

承董事局命

秘書

程式榮 謹啟

香港，二零零三年八月二十八日

Substantial Shareholders' Interests in Shares

As at 30 June 2003, details of substantial shareholders' interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the Securities and Futures Ordinance are as follows:

	No. of Ordinary Shares Held	% of Issued Capital
CHAN TAN Ching Fen	1,820,400,670 <i>(a)</i>	63.00
Cole Limited	1,820,400,670 <i>(a)</i>	63.00
Hang Lung Group Limited	1,791,733,570 <i>(b)</i>	62.01
Prosperland Housing Limited	1,267,523,511 <i>(c)</i>	43.87
The Capital Group Companies, Inc.	396,018,430	13.71
Purotat Limited	352,074,500 <i>(c)</i>	12.19

Notes

- (a)* These shares were the same parcel of shares held by a trust of which Ms. CHAN TAN Ching Fen was the founder. Cole Limited was deemed to be interested in the ordinary shares held by Hang Lung Group Limited and its subsidiaries, which number of ordinary shares were included in the above-mentioned number of 1,820,400,670.
- (b)* Hang Lung Group Limited was deemed to be interested in the shareholdings of its subsidiaries, viz. 1,267,523,511 ordinary shares held by Prosperland Housing Limited, 352,074,500 ordinary shares held by Purotat Limited, and 172,135,559 ordinary shares held by other subsidiaries.
- (c)* The 1,267,523,511 ordinary shares held by Prosperland Housing Limited and the 352,074,500 ordinary shares held by Purotat Limited were included in the above-mentioned number of 1,791,733,570 ordinary shares held by Hang Lung Group Limited.

Other Persons' Interests in Shares

As at 30 June 2003, details of other persons' (who are required to disclose their interests pursuant to Part XV of the Securities and Futures Ordinance ("SFO")) interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO are as follows:

	No. of Ordinary Shares Held	% of Issued Capital
HSBC group of companies	196,586,505	6.80
Credit Suisse Group	146,293,507	5.06

Auditors

A resolution for the re-appointment of KPMG as auditors of the Company until the conclusion of the next Annual General Meeting is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board

Robin S.W. Ching

Secretary

Hong Kong, 28 August 2003