

Interim Report 中期報告

For the six months ended 30th June 2004 截至二零零四年六月三十日止六個月

- Turnover was Rmb1,151,165,000, a 44.25% increase over the same period of last year
營業額為人民幣 1,151,165,000 元，較去年同期上升 44.25%
- Operating profit was Rmb187,940,000, a 21.37% increase over the same period of last year
經營溢利為人民幣 187,940,000 元，較去年同期上升 21.37%
- Profit attributable to shareholders was Rmb129,943,000, recording a 28.84% increase over the same period of last year
股東應佔溢利為人民幣 129,943,000 元，較去年同期上升 28.84%
- Basic earnings per share was Rmb0.070, compared to Rmb0.054 of basic earnings per share in the same period of last year
每股基本盈利為人民幣 0.070 元，去年同期每股基本盈利為人民幣 0.054 元
- The Board of Directors has resolved not to declare any interim dividend (six months ended 30th June 2003: nil)
董事會建議不派發中期股息 (截至二零零三年六月三十日止六個月：無)

The Board of Directors (the "Board") of Beijing North Star Company Limited (the "Company") is pleased to announce the unaudited interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30th June 2004 (the "Period") as set out below:

CONDENSED CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the six months ended 30th June 2004

		(Unaudited) For the six months ended 30th June	
		2004	2003
		Rmb'000	Rmb'000
	Note		
Turnover	2	1,151,165	798,062
Cost of sales		(741,929)	(537,302)
		<hr/>	<hr/>
Gross profit		409,236	260,760
Other operating income	3	—	73,484
Operating costs		(123,787)	(102,743)
Management expenses		(97,509)	(76,650)
		<hr/>	<hr/>
Operating profit	4	187,940	154,851
Net finance income	5	10,093	7,439
Share of loss of a jointly controlled entity		(1,469)	(1,483)
		<hr/>	<hr/>
Profit before taxation		196,564	160,807
Taxation	6	(66,141)	(54,292)
		<hr/>	<hr/>
Profit after taxation		130,423	106,515
Minority interests		(480)	(5,660)
		<hr/>	<hr/>
Profit attributable to shareholders		129,943	100,855
		<hr/>	<hr/>
Basic earnings per share	8	Rmb0.070	Rmb0.054
		<hr/>	<hr/>

北京北辰實業股份有限公司(「本公司」)之董事會(「董事會」)欣然宣佈本公司及其附屬公司(「本集團」)截至二零零四年六月三十日止六個月(「本期間」)未經審核之綜合業績：

簡明綜合損益表

截至二零零四年六月三十日止六個月

		(未經審核)	
		截至六月三十日止六個月	
	附註	二零零四年 人民幣千元	二零零三年 人民幣千元
營業額	2	1,151,165	798,062
銷售成本		(741,929)	(537,302)
毛利		409,236	260,760
其他業務收入	3	—	73,484
經營成本		(123,787)	(102,743)
管理費用		(97,509)	(76,650)
經營溢利	4	187,940	154,851
淨財務收入	5	10,093	7,439
一家共同控制實體所佔虧損份額		(1,469)	(1,483)
除稅前溢利		196,564	160,807
稅項	6	(66,141)	(54,292)
除稅後溢利		130,423	106,515
少數股東權益		(480)	(5,660)
股東應佔溢利		129,943	100,855
每股基本盈利	8	人民幣0.070元	人民幣0.054元

CONDENSED CONSOLIDATED BALANCE SHEET

As at 30th June 2004

	Note	(Unaudited) 30th June 2004 Rmb'000	31st December 2003 Rmb'000
Properties, plant and equipment	9	4,968,616	4,592,120
Deferred tax assets		4,446	5,257
Investment in a jointly controlled entity		16,431	18,005
		4,989,493	4,615,382
Current assets			
Inventories		443,504	468,165
Land and properties under development for sale		912,468	945,339
Trade and other receivables	10	185,704	131,931
Bank balances and cash		1,314,836	1,342,371
		2,856,512	2,887,806
Current liabilities			
Trade and other payables	11	1,682,442	1,386,934
Current portion of a long-term bank loan	12	100,000	—
Taxation payable		36,976	79,027
A bank loan, unsecured		130,000	130,000
		1,949,418	1,595,961
Net current assets		907,094	1,291,845
Total assets less current liabilities		5,896,587	5,907,227
Financed by:			
Share capital	13	1,867,020	1,867,020
Reserves		3,160,055	3,030,112
Proposed dividend	7	—	65,346
Shareholders' funds		5,027,075	4,962,478
Minority interests		155,003	143,588
Long-term bank loan	12	200,000	300,000
Deferred tax liabilities		514,509	501,161
		5,896,587	5,907,227

簡明綜合資產負債表

於二零零四年六月三十日

	附註	(未經審核) 二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
物業、廠房及設備	9	4,968,616	4,592,120
遞延稅項借方		4,446	5,257
一家共同控制實體之投資		16,431	18,005
		4,989,493	4,615,382
流動資產			
存貨		443,504	468,165
待出售發展中土地及物業		912,468	945,339
應收帳款及其他應收款項	10	185,704	131,931
銀行存款及現金		1,314,836	1,342,371
		2,856,512	2,887,806
流動負債			
應付帳款及其他應付款項	11	1,682,442	1,386,934
長期銀行貸款之一年內應償還額	12	100,000	—
應付稅金		36,976	79,027
銀行貸款，無抵押		130,000	130,000
		1,949,418	1,595,961
流動資產淨值		907,094	1,291,845
總資產減流動負債		5,896,587	5,907,227
資金來源：			
股本	13	1,867,020	1,867,020
儲備		3,160,055	3,030,112
擬派股息	7	—	65,346
股東權益		5,027,075	4,962,478
少數股東權益		155,003	143,588
長期銀行貸款	12	200,000	300,000
遞延稅項貸方		514,509	501,161
		5,896,587	5,907,227

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30th June 2004

	(Unaudited) For the six months ended 30th June	
	2004 Rmb'000	2003 Rmb'000
Net cash inflow/(outflow) from operating activities	407,244	(118,679)
Net cash used in investing activities	(365,907)	(106,793)
Net cash used in financing activities	(68,872)	(96,543)
Decrease in cash and cash equivalents	(27,535)	(322,015)
Cash and cash equivalents at 1st January	1,342,371	1,108,413
Cash and cash equivalents at 30th June	1,314,836	786,398
Analysis of balances of cash and cash equivalents:		
- Bank balances and cash	1,314,836	786,398

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30th June 2004

	(Unaudited)								
	Share capital Rmb'000	Capital reserve Rmb'000	Investment properties revaluation reserve Rmb'000	Hotel properties revaluation reserve Rmb'000	Statutory reserve fund Rmb'000	Statutory public benefit fund Rmb'000	Discretionary reserve fund Rmb'000	Retained earnings Rmb'000	Total Rmb'000
At 1st January 2004	1,867,020	1,506,849	510,978	21,372	149,562	134,896	121,511	650,290	4,962,478
Profit attributable to shareholders for the period	—	—	—	—	—	—	—	129,943	129,943
2003 final dividend paid	—	—	—	—	—	—	—	(65,346)	(65,346)
At 30th June 2004	1,867,020	1,506,849	510,978	21,372	149,562	134,896	121,511	714,887	5,027,075
At 1st January 2003	1,867,020	1,506,849	510,978	17,900	121,592	109,568	97,527	496,312	4,727,746
Profit attributable to shareholders for the period	—	—	—	—	—	—	—	100,855	100,855
2002 final dividend paid	—	—	—	—	—	—	—	(56,011)	(56,011)
At 30th June 2003	1,867,020	1,506,849	510,978	17,900	121,592	109,568	97,527	541,156	4,772,590

簡明綜合現金流量表

截至二零零四年六月三十日止六個月

(未經審核)
截至六月三十日止六個月

	二零零四年 人民幣千元	二零零三年 人民幣千元
經營業務之現金流入／(流出)淨額	407,244	(118,679)
投資活動之現金流出淨額	(365,907)	(106,793)
融資活動之現金流出淨額	(68,872)	(96,543)
現金及現金等價物之減少	(27,535)	(322,015)
於一月一日之現金及現金等價物	1,342,371	1,108,413
於六月三十日之現金及現金等價物	1,314,836	786,398
現金及現金等價物期末餘額包括：		
— 現金及銀行存款餘額	1,314,836	786,398

簡明綜合股東權益變動表

截至二零零四年六月三十日止六個月

	(未經審核)								
	股本 人民幣千元	資本公積 人民幣千元	投資物業 重估儲備 人民幣千元	酒店物業 重估儲備 人民幣千元	法定公積金 人民幣千元	法定公益金 人民幣千元	任意公積金 人民幣千元	保留溢利 人民幣千元	合計 人民幣千元
二零零四年一月一日	1,867,020	1,506,849	510,978	21,372	149,562	134,896	121,511	650,290	4,962,478
本期股東應佔溢利	—	—	—	—	—	—	—	129,943	129,943
二零零三年末已派股息	—	—	—	—	—	—	—	(65,346)	(65,346)
二零零四年六月三十日	1,867,020	1,506,849	510,978	21,372	149,562	134,896	121,511	714,887	5,027,075
二零零三年一月一日	1,867,020	1,506,849	510,978	17,900	121,592	109,568	97,527	496,312	4,727,746
本期股東應佔溢利	—	—	—	—	—	—	—	100,855	100,855
二零零二年末已派股息	—	—	—	—	—	—	—	(56,011)	(56,011)
二零零三年六月三十日	1,867,020	1,506,849	510,978	17,900	121,592	109,568	97,527	541,156	4,772,590

NOTES TO THE CONDENSED INTERIM ACCOUNTS

1 BASIS OF PREPARATION AND ACCOUNTING POLICIES

These unaudited consolidated condensed interim accounts are prepared in accordance with the Statement of Standard Accounting Practice ("SSAP") 25 – "Interim financial reporting", issued by the Hong Kong Society of Accountants (the "HKSA") and Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules").

These condensed interim accounts should be read in conjunction with the 2003 annual accounts.

The accounting policies and methods of computation used in the preparation of these condensed interim accounts are consistent with those used in the 2003 annual accounts.

2 TURNOVER AND SEGMENT INFORMATION

Turnover represents sales and provision of services, net of sales tax, made by the Group to third parties in the People's Republic of China (the "PRC").

An analysis of the Group's turnover and contribution to operating profit/(loss) for the Period by principal activities is as follows:

	Turnover for the six months ended 30th June		Operating profit/(loss) for the six months ended 30th June	
	2004 Rmb'000	2003 Rmb'000	2004 Rmb'000	2003 Rmb'000
Property and land sales	401,245	190,763	76,206	37,824
Shopping centre operations	493,517	441,530	32,830	23,862
Rental income	147,512	129,904	75,229	46,522
Hotel operations	85,667	14,716	13,134	(5,525)
Other operations	32,714	31,754	(179)	(4,565)
Inter-segment revenue	(9,490)	(10,605)	—	—
Income from other operations	—	—	—	73,484
Unallocated costs	—	—	(9,280)	(16,751)
Total	<u>1,151,165</u>	<u>798,062</u>	<u>187,940</u>	<u>154,851</u>

Since all the Group's turnover and operating profit/(loss) are derived from activities in the PRC, no geographical analysis is shown.

3 OTHER OPERATING INCOME – COMPENSATION FOR RELOCATION

Pursuant to the "Monetary Compensation Agreement regarding the relocation of Non-residential Properties in the Stadium Area for the 27th Olympic Games" entered into between the Company and the Beijing Land Reserve Centre under the Beijing Municipal People's Government (the "Government") in May 2003, certain land occupied by certain Group's operating units was returned to the Government for use of the Olympic Games. A compensation for relocation of Rmb91,408,000 was received by the Company.

The compensation reflected in the profit and loss account during the period for the six months ended 30th June 2003 is net of the net book value of the related land use rights and buildings, developments and structures of Rmb15,724,000 and provision for relocation costs of Rmb2,200,000.

帳目附註

1 編制基準及會計政策

此未經審核之簡明綜合中期帳目乃按照香港會計師公會頒佈之香港會計實務準則（「會計實務準則」）第25條「中期財務報告」以及香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十六編製。

未經審核之簡明綜合中期帳目需聯同二零零三年年度賬目一同閱讀。

編製本簡明綜合中期賬目所採用之會計政策及計算方法與截至二零零三年年度賬目所採用者一致。

2 營業額及分佈資料

營業額乃指本集團在中國售予第三方之銷售額或服務收益（已扣除銷售稅）。

本期間各主要業務佔集團營業額及經營溢利／（虧損）之貢獻分析如下：

	截至六月三十日止六個月 營業額		截至六月三十日止六個月 經營溢利／（虧損）	
	二零零四年 人民幣千元	二零零三年 人民幣千元	二零零四年 人民幣千元	二零零三年 人民幣千元
物業及土地銷售	401,245	190,763	76,206	37,824
購物中心業務	493,517	441,530	32,830	23,862
租金收入	147,512	129,904	75,229	46,522
酒店業務	85,667	14,716	13,134	(5,525)
其他業務	32,714	31,754	(179)	(4,565)
分部間營業額	(9,490)	(10,605)	—	—
其他業務收入	—	—	—	73,484
未分配成本	—	—	(9,280)	(16,751)
總計	<u>1,151,165</u>	<u>798,062</u>	<u>187,940</u>	<u>154,851</u>

由於本集團的營業額及經營溢利／（虧損）全部來自中國，故此並沒有為區域劃分作分析。

3 其他業務收入－折遷補償

依照本公司與北京市人民政府（「政府」）屬下之北京市土地整理儲備中心於二零零三年五月簽訂的《第27屆奧林匹克運動會場館區非住宅房屋拆遷貨幣補償協議》，本集團部分業務單位佔用的土地已歸還政府作奧林匹克運動用途。本公司所獲得之補償為人民幣91,408,000元。

在截至二零零三年六月三十日止六個月期間之損益表中反映之該項補償已扣除相關的土地使用權與房屋建築物及構築物賬面淨值人民幣15,724,000元及搬遷成本人民幣2,200,000元。

4 OPERATING PROFIT

Operating profit is stated after charging/(crediting) the following:

	For the six months ended 30th June	
	2004 Rmb'000	2003 Rmb'000
Depreciation	22,497	15,757
(Profit)/loss on disposal of property, plant and equipment	(1,026)	214
	<u>21,471</u>	<u>15,971</u>

5 NET FINANCE INCOME

	For the six months ended 30th June	
	2004 Rmb'000	2003 Rmb'000
Interest income		
- bank deposits	10,093	7,439
Total interest income	<u>10,093</u>	<u>7,439</u>
Interest expense		
- bank loans	(12,541)	(4,089)
Total interest expenses	<u>(12,541)</u>	<u>(4,089)</u>
Less: amount capitalised in land and properties under development for sale	12,541	4,089
	<u>—</u>	<u>—</u>
Net finance income	<u>10,093</u>	<u>7,439</u>

6 TAXATION

The Group is not subject to any profits tax in Hong Kong as the Group has no assessable profit in Hong Kong for the Period (For the six months ended 30th June 2003: nil). The Group is subject to the PRC income tax on its assessable profit at 33% (For the six months ended 30th June 2003: 33%).

	For the six months ended 30th June	
	2004 Rmb'000	2003 Rmb'000
PRC income tax		
- tax payable	51,982	38,830
Deferred taxation	14,159	15,462
	<u>66,141</u>	<u>54,292</u>

4 經營溢利

經營溢利已扣除／(計入)下列項目：

	截至六月三十日止六個月	
	二零零四年 人民幣千元	二零零三年 人民幣千元
折舊	22,497	15,757
出售物業、廠房及設備之(溢利)／損失	(1,026)	214

5 淨財務收入

	截至六月三十日止六個月	
	二零零四年 人民幣千元	二零零三年 人民幣千元
利息收入		
— 銀行存款	10,093	7,439
利息收入總額	10,093	7,439
利息支出		
— 銀行貸款	(12,541)	(4,089)
利息支出總額	(12,541)	(4,089)
減：待出售發展中土地及物業之成本資本化	12,541	4,089
	—	—
淨財務收入	10,093	7,439

6 稅項

本集團於本期間並無任何香港應課稅溢利，故並無提撥任何香港利得稅準備(截至二零零三年六月三十日止六個月期間：無)。本集團須按其應課稅溢利33%(截止二零零三年六月三十日止六個月期間：33%)繳納中國所得稅。

	截至六月三十日止六個月	
	二零零四年 人民幣千元	二零零三年 人民幣千元
中國所得稅		
— 應交稅款	51,982	38,830
遞延稅項	14,159	15,462
	66,141	54,292

7 DIVIDEND

	For the six months ended 30th June	
	2004	2003
	Rmb'000	Rmb'000
2003 final, paid, of Rmb0.035 (2002 final, paid, of Rmb0.030) per share	65,346	56,011
2004 interim, proposed, of Rmb nil (2003 interim, proposed, of Rmb nil) per share	—	—

At a meeting held on 19th February 2004, the Board proposed a final dividend of Rmb0.035 per share for the year ended 31st December 2003, which was paid on 14th May 2004 and has been reflected as an appropriation of retained earnings for the Period.

The Board has resolved not to declare any interim dividend in respect of for the six months ended 30th June 2004 (For the six months ended 30th June 2003: nil).

8 EARNINGS PER SHARE

The calculation of basic earnings per share is based on the Group's profit attributable to shareholders for the Period of Rmb129,943,000 (For the six months ended 30th June 2003: Rmb100,855,000) and 1,867,020,000 shares (For the six months ended 30th June 2003: 1,867,020,000 shares) in issue during the Period.

The Company has no dilutive potential ordinary shares as at 30th June 2004 and 2003.

9 PROPERTIES, PLANT AND EQUIPMENT

	30th June 2004	31st December 2003
	Rmb'000	Rmb'000
Opening net book amount	4,592,120	4,253,906
Additions	399,188	606,472
Disposals/transfers	(195)	(229,699)
Depreciation	(22,497)	(38,559)
Closing net book amount	4,968,616	4,592,120

10 TRADE AND OTHER RECEIVABLES

Included in trade and other receivables are trade debtors and their ageing analysis is as follows:

	30th June 2004	31st December 2003
	Rmb'000	Rmb'000
Within half year	17,989	26,148
Over half year and within one year	19,367	3,938
Over one year	15,802	18,009
	53,158	48,095

The credit terms granted to the customers are set out in the sale and purchase agreements and vary from agreements.

7 股息

	截至六月三十日止六個月	
	二零零四年 人民幣千元	二零零三年 人民幣千元
二零零三年已派末期股息，每股人民幣0.035元 (二零零二年已派末期股息，每股人民幣0.030元)	65,346	56,011
二零零四年擬派中期股息，每股人民幣零元 (二零零三年擬派中期股息，每股人民幣零元)	—	—

於二零零四年二月十九日舉行之會議上，董事會提議擬派截至二零零三年十二月三十一日止年度末期股息每股人民幣0.035元。該末期股息於二零零四年五月十四日支付並列為本期間內的保留溢利分派。

董事會決議不派發本期間之中期股息(截至二零零三年六月三十日止六個月：無)。

8 每股盈利

每股基本盈利是根據本期間股東應佔本集團溢利人民幣129,943,000元(截至二零零三年六月三十日止的六個月期間：人民幣100,855,000元)及本期間內已發行股份1,867,020,000股(截至二零零三年六月三十日止六個月期間：1,867,020,000股)計算。

本公司於二零零四年及二零零三年六月三十日並無潛在之攤薄普通股份。

9 物業、廠房及設備

	二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
期初帳面淨值	4,592,120	4,253,906
增加	399,188	606,472
出售／轉賬	(195)	(229,699)
折舊	(22,497)	(38,559)
期末帳面淨值	4,968,616	4,592,120

10 應收帳款及其他應收款項

包括在應收帳款及其他應收款項中的應收帳款之帳齡分析如下：

	二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
半年以內	17,989	26,148
半年以上一年以內	19,367	3,938
一年以上	15,802	18,009
	53,158	48,095

給予客戶之信貸期限按不同之買賣合約而訂立。

11 TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables and their ageing analysis is as follows:

	30th June 2004 Rmb'000	31st December 2003 Rmb'000
Within half year	151,277	118,101
Over half year and within one year	56,463	34,935
Over one year	17,397	22,444
	<u>225,137</u>	<u>175,480</u>

12 LONG-TERM BANK LOANS

	30th June 2004 Rmb'000	31st December 2003 Rmb'000
Loans, unsecured	300,000	300,000
Current portion of a long-term bank loan	(100,000)	—
	<u>200,000</u>	<u>300,000</u>

At 30th June 2004, the Group's long-term bank loans were repayable as follows:

	30th June 2004 Rmb'000	31st December 2003 Rmb'000
Within one year	100,000	—
In the second year	200,000	300,000
	<u>300,000</u>	<u>300,000</u>

13 SHARE CAPITAL

	30th June 2004 Rmb'000	31st December 2003 Rmb'000
Registered, issued and fully paid:		
1,160,000,000 Domestic shares of Rmb1.00 each	1,160,000	1,160,000
707,020,000 H shares of Rmb1.00 each	707,020	707,020
	<u>1,867,020</u>	<u>1,867,020</u>

The Domestic shares and H shares are ranked pari passu in all respects.

11 應付帳款及其他應付款項

包括在應付帳款及其他應付款項中的應付帳款帳齡分析如下：

	二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
半年以內	151,277	118,101
半年以上一年以內	56,463	34,935
一年以上	17,397	22,444
	<u>225,137</u>	<u>175,480</u>

12 長期銀行貸款

	二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
無抵押貸款	300,000	300,000
長期銀行貸款之一年內應償還額	(100,000)	—
	<u>200,000</u>	<u>300,000</u>

於二零零四年六月三十日，本集團之銀行長期貸款之還款期如下：

	二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
第一年內	100,000	—
第二年內	200,000	300,000
	<u>300,000</u>	<u>300,000</u>

13 股本

	二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
註冊、已發行及繳足股本：		
1,160,000,000股每股人民幣一元之內資股	1,160,000	1,160,000
707,020,000股每股人民幣一元之H股	707,020	707,020
	<u>1,867,020</u>	<u>1,867,020</u>

內資股和H股在所有方面享有同等權益。

14 COMMITMENTS

- (a) The Group's capital commitments in respect of investment properties/properties under development, construction in progress and purchase of equipment and machinery:

	30th June 2004 Rmb'000	31st December 2003 Rmb'000
Authorised but not contracted for	—	47,438
Contracted but not provided for	169,671	244,922
	169,671	292,360

- (b) The Group's capital commitments in respect of development costs attributable to land and properties under development for sale:

	30th June 2004 Rmb'000	31st December 2003 Rmb'000
Authorised but not contracted for	1,007,304	1,516,843
Contracted but not provided for	594,872	585,984
	1,602,176	2,102,827

- (c) The Company's capital commitment in respect of investment in a subsidiary:

	30th June 2004 Rmb'000	31st December 2003 Rmb'000
Contracted but not provided for	1,360,000	1,360,000

- (d) At 30th June 2004 and 31st December 2003, the Group had future aggregate minimum rental receivables and payments under non-cancellable operating leases as follows:

	30th June 2004 Rmb'000	31st December 2003 Rmb'000
Rental receivables		
- not later than one year	97,259	81,335
- later than one year and not later than five years	43,899	50,449
- later than five years	6,719	14,521
	147,877	146,305
Rental payables		
- not later than one year	12,848	12,848
- later than one year and not later than five years	51,392	51,392
- later than five years	366,168	372,592
	430,408	436,832

14 承擔

(a) 本集團於發展中投資物業/物業、在建工程及購買設備及機器的資本承擔分析如下：

	二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
已批准但未訂約	—	47,438
已訂約但未撥備	169,671	244,922
	169,671	292,360

(b) 本集團於待出售發展中土地及物業之發展成本的資本承擔分析如下：

	二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
已批准但未訂約	1,007,304	1,516,843
已訂約但未撥備	594,872	585,984
	1,602,176	2,102,827

(c) 本公司對投資一家附屬公司的資本承擔分析如下：

	二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
已訂約但未撥備	1,360,000	1,360,000

(d) 於二零零四年六月三十日及二零零三年十二月三十一日，本集團根據不可撤銷之應收及應付之經營租賃而於未來收入/支付之最低租賃款總額如下：

	二零零四年 六月三十日 人民幣千元	二零零三年 十二月三十一日 人民幣千元
應收租金		
— 第一年內	97,259	81,335
— 第二至第五年內	43,899	50,449
— 五年後	6,719	14,521
	147,877	146,305
應付租金		
— 第一年內	12,848	12,848
— 第二至第五年內	51,392	51,392
— 五年後	366,168	372,592
	430,408	436,832

15 RELATED PARTY TRANSACTIONS

The following is a summary of significant related party transactions entered into by the Group which were carried out in the normal course of the Group's business during the Period:

	For the six months ended 30th June	
	2004	2003
	Rmb'000	Rmb'000
Transactions with the Holding Company		
- assignment of the rights and interest in a loan (note a)	—	75,146
- operating lease payment for land (note b)	6,424	7,500
- a short term loan (note c)	—	53,771
	<hr/> <hr/>	<hr/> <hr/>
Transactions with fellow subsidiaries		
- heating fees paid to 北辰熱力廠 (note d)	3,920	8,910
- design and installation charge paid to 北辰機電發展中心 (note e)	—	850
	<hr/> <hr/>	<hr/> <hr/>
Transactions with a jointly controlled entity		
- expenditure on system integration (note f)	5,242	—
	<hr/> <hr/>	<hr/> <hr/>

Notes:

- (a) Interest had been accrued on a loan in the principal sum of Rmb50,000,000 to Beijing Jiang Zhuang Hu Property Co., Limited, a subsidiary of the Company, from Beijing North Star Industrial Group Company (the "Holding Company") at the prevailing market rate. In January 2003, Beijing North Star Real Estate Development Company Limited ("BNSRE"), a subsidiary of the Company entered into a deed of assignment with the Holding Company whereby the Holding Company's rights and interest in the said loan was assigned to BNSRE for a cash consideration of Rmb75,145,750 above (including the principal sum of Rmb50,000,000).
- (b) The Company has entered into a lease agreement with the Holding Company for certain land of the investment properties, hotel property and buildings of the Company. According to the agreement, the rental for the Period was Rmb6,424,000 (For the six months ended 30th June 2003: Rmb7,500,000).
- (c) From 13th May 2003, a short term loan has been provided to the Holding Company with an amount of Rmb53,771,000. On 30th June 2003, the Holding Company repaid Rmb13,240,000 and the remaining Rmb40,531,000 was repaid on 21st July 2003. The loan was an interest free loan due to its short term in nature.
- (d) The Company has entered into a miscellaneous services agreement, dated 11th April 1997, with the Holding Company whereby the Holding Company agreed to provide certain services to the Company. The details of these services and pricing basis are as follows:

	Price basis
Security services	Market price
Transport services	Cost
Maintenance of roads and open park	Cost
Heating	State price

These arrangements (other than maintenance of roads and open park which are for a term of approximately 50 years) are valid for a term of ten years from the date of signing of the miscellaneous services agreement.

- (e) The Company has entered into supply contracts for residential area automatic car park garage equipment and technology with a company controlled by the Holding Company. According to the contracts, the design and installation charges paid for the six months ended 30th June 2003 amounted to Rmb850,000.
- (f) The Company and its subsidiaries entered into agreements with Beijing North Star Neusoft Information Technology Company Limited (the "DDAP"). According to these agreements, DDAP provided service on system integration for the renovation of Beijing Continental Grand Hotel and the development projects such as Changdao Lanqiao, Green Garden and Jiang Zhuang Hu.

15 有關連人士交易

以下為本集團與有關連人士在本期間於本集團之日常業務中進行之重要交易概要：

	截至六月三十日止六個月	
	二零零四年 人民幣千元	二零零三年 人民幣千元
與控股公司的交易		
— 債權轉讓(附註a)	—	75,146
— 已付經營性土地租賃租金(附註b)	6,424	7,500
— 提供資金(附註c)	—	53,771
與同系附屬公司的交易		
— 已付北辰熱力廠之熱力費用(附註d)	3,920	8,910
— 已付北辰機電發展中心設計及安裝費(附註e)	—	850
與一家共同控制實體的交易		
— 系統集成支出(附註f)	5,242	—

附註：

- (a) 北京北辰實業集團公司(「控股公司」)應收本公司之子公司北京姜莊湖園林別墅開發有限公司一筆金額為人民幣50,000,000元的貸款，按現行市場利率收取利息。二零零三年一月，本公司之子公司北京北辰房地產開發股份有限公司(「北辰房地產」)與控股公司簽訂債權轉讓協議，北辰房地產據此以現金值人民幣75,145,750元(其中包括上述本金人民幣50,000,000元)受讓該筆債權及其權益。
- (b) 本公司和控股公司簽訂了一項關於本公司之某些投資物業、酒店物業和樓宇的土地的租賃協議。根據該協議，本期間之租金為人民幣6,424,000元(截至二零零三年六月三十日止六個月期間：人民幣7,500,000元)。
- (c) 於二零零三年五月十三日起，本公司提供短期資金予控股公司，金額共計人民幣53,771,000元。控股公司於二零零三年六月三十日歸還人民幣13,240,000元，於二零零三年七月二十一日，控股公司歸還人民幣40,531,000元。由於資金佔用時間較短，該筆款項免於計息。
- (d) 本公司與控股公司於一九九七年四月十一日簽訂了一項綜合服務協議。據此，控股公司同意向本公司提供若干服務。有關服務及定價基準如下：

定價基準

保安服務	現行市場價
交通服務	成本
道路及花園之翻新、維護及保養	成本
熱力	政府定價

該等安排由綜合服務協議簽訂之日起計十年內有效，惟道路及花園的翻新、維護及保養則為期約五十年。

- (e) 本公司與一家由控股公司控制之公司簽訂居住地下自動停車庫設備及技術合同，於截至二零零三年六月三十日止六個月期間，依據該合同所支付設計及安裝費為人民幣850,000元。
- (f) 本公司及下屬子公司與一家共同控制實體北京北辰東軟信息技術有限公司(「北辰東軟」)分別簽訂合約，依據這些合約，北辰東軟為本集團的五洲大酒店改造、長島瀾橋、綠色家園、姜莊湖發展項目提供系統集成服務。

REVIEW OF OPERATIONS

Operating Environment

In order to restrain the excessive fixed assets investment and growth momentum during the first half of 2004, the Central Government and the Beijing Municipal Government exercised a series of austerity measures, which include increasing the ratio of fixed asset to investment capital, careful examination of fixed asset investments, adjustments in the land use market, tightening of the approval procedures of land construction, suspension of agreements on the land use right, increase the interest rate for re-mortgage, implement the required deposit reserve ratio and stringent approval of housing loan. All these measures are now taking effect. Prices for raw materials such as steel and cement have decreased gradually, together with month on month decrease in the rate of real estate development investment and the total area for land development also experienced drastic drop, all these symbolized the over-heated real estate market was back on track.

The overall real estate investment in Beijing, during the first half of the year, was maintained at a high level, while the rate for investment growth seems to be on a month on month downward trend. Fervent transaction of commodity housing was recorded with a focus on mid to low end residential projects. Supply in the secondary market was abundant with the price of local commodity housing remaining stable.

Investment properties for leasing in Beijing experienced a moderate downturn due to excessive supply. Average rentals and occupancy rate for apartments and offices decreased slightly. The economic efficiency of hotel operation experienced a massive increase compared to 2003. However, the average rentals and occupancy rate still have not exceeded that of 2002.

Business Review

Despite the Government's austerity measures, which directly affected many enterprises engaging in real estate development, the impact on the Company is minimal due to the Company's sound assets to liabilities structure, efficient operation, solid capital base, abundant land reserves at prime locations and steady recurring revenue from investment properties and other businesses. During the first half of the year, the Company has enjoyed a significant growth in turnover from development properties. Rentals from investment properties experienced impressive growth, compared to the corresponding period last year while retail businesses achieved satisfactory results. The Company's investment properties, development properties and retail businesses thrived during the first half of the year.

In spite of the general decrease in rentals in the Beijing property market and difficult operating environment, the Company's investment properties performed remarkably. Properties at the Asian Games Village demonstrated a strong potential increase in value after its redevelopment. Operating income from investment properties during the first half of the year amounted to Rmb88,363,000, representing a 115.5% growth compared to the corresponding period of the previous year (the period during the Severe Acute Respiratory Syndrome "SARS") and an increase of 41.8% compared to that in 2002 (a normal operating year). Rentals from the Company's various properties remained stable, while the overall occupancy rate, especially the hotel operation, increased. The Beijing Continental Grand Hotel achieved an average occupancy rate of nearly 70%, recovered from the impact of SARS and performed better than that of a normal operation year. The Crowne Plaza Park View Wuzhou Beijing commenced trial operation last year and is operating smoothly. Rentals of Hui Yuan International Apartment and Hui Yuan Apartment remained stable, while the occupancy rates have achieved a growth of 5% and 10% respectively compared to the corresponding period of the previous year. Commercial properties continued to achieve steady rentals with occupancy rate over 95%.

For the commercial operation, turnover for the retail sector in Beijing experienced a general decline. Through the adjustment of product portfolio and stringent control of the operation cost, Beichen Shopping Centre was able to increase its profit margin. During the Period, turnover for Beichen Shopping Centre amounted to Rmb493,517,000 with an operating profit of Rmb32,830,000, an increase of 37.6% compared to the corresponding period of last year.

Operating profit from development properties, generated the best results in the past five years, reached Rmb76,206,000, 101.5% and 202.6% higher than that of the corresponding period in the previous year and 2002 respectively. During the first half of the year, the Company launched properties which are of premier quality and value for money, resulting the sale of 86,663 sq. m. of commodity housing, 2.6 times to that of the corresponding period of the previous year, out of which 67,054 sq. m. were from Beichen Green Garden and 19,438 sq. m. were from Changdao Lanqiao Garden Villas. The average selling price has also experienced considerable increase.

After careful selection during the first half of the year, Beijing North Star Real Estate Development Company Limited has acquired a controlling stake in the first class residential development project in Xiangshan region of Beijing, with a total area of 380,000 sq. m. The Company has also purchased a total of 7,700 sq. m. of Hui Yuan Apartment Block L, within the Asian Games Village. The site will be renovated into service apartments.

During the first half of the year, the basic approval from the Listing Committee of the China Securities Regulatory Commission ("CSRC") has been obtained for the issuance of A shares. The Beijing Olympic Park Zone B Convention Centre Project is also progressing.

經營回顧

經營環境

二零零四年上半年，針對前一時期固定資產投資規模過大，增長過快的情況，中央及北京市政府有關部門相繼推出提高固定資產投資項目資本金比例，清查固定資產投資項目；治理整頓土地市場，嚴格建設用地審批，停止土地協議出讓；提高再貸款利率，實行差別存款準備金率，嚴格審批住房貸款等多項宏觀調控措施。到目前為止，這些調控措施已經初步發揮作用，鋼鐵、水泥等原材料價格已逐步下降，房地產開發投資增幅逐月回落，土地開發面積等指標均大幅下降，局部過熱的房地產正逐步回歸理性發展的軌道。

今年上半年北京房地產投資總體保持在較高水平，但投資增幅呈逐月回落趨勢，商品住宅交易活躍，而以中低價位的住宅項目佔多數，存量房供應量大幅上升，本市商品房價格保持平穩。

北京市以出租為主的投資物業，由於物業增量的增長超出了有效需求的增長，投資物業全行業延續著溫和下降趨勢。公寓、寫字樓的平均租價和出租率均有小幅下降。酒店業效益較二零零三年有大幅提高，但平均房價與出租率均未超過二零零二年同期水平。

業務回顧

本次政府宏觀調控政策頻出、力度較大，不少房地產企業受到直接影響，但本公司憑藉良好的資產負債結構、規範的運作、雄厚的資金實力、優質的土地儲備以及投資物業和商業穩定的現金收入，受政策影響很小。上半年，本公司發展物業銷售業績呈現跨越式增長；投資物業租金收入比去年同期大幅上升；零售商業續寫佳績。上半年本公司投資物業、發展物業和零售商業呈現出三業並舉的良好局面。

在北京物業市場租金普遍下滑、全行業經營較為困難的條件下，本公司投資物業表現突出，相繼改造後的亞運村物業正展現出強勁的增值潛力。上半年投資物業經營溢利達人民幣88,363,000元，比去年同期(非典時期)增長115.5%，比二零零二年同期(正常經營年)增長41.8%。本公司各類物業租金穩定，出租率全面上升，酒店類物業表現尤其突出。五洲大酒店平均出租率近70%，不僅完全走出了去年「非典」的陰影，而且比正常年份的經營狀況更佳；去年底開業試運行的「北京五洲皇冠假日酒店」已進入良好運營狀態；滙園國際公寓及滙園公寓的租價穩定，出租率分別較上年同期上升5%和10%；各寫字樓物業租價穩定，平均出租率達95%以上。

上半年北辰購物中心在北京市零售商業銷售額普遍下滑的大環境下，通過調整商品結構、控制經營成本等措施，提高了毛利率。一月至六月份營業額達人民幣493,517,000元，經營溢利為人民幣32,830,000元，比去年同期上升37.6%。

發展物業上半年經營溢利人民幣76,206,000元，比去年同期上升101.5%，比二零零二年同期增長202.6%，創造了發展物業近五年來同期最好成績。上半年公司發展物業適時推出了品質、價格均優越的新產品，共銷售各類商品房86,663平方米，是去年同期售房面積的2.6倍，其中北辰綠色家園銷售67,054平方米，長島瀾橋銷售19,438平方米，平均銷售價格也有一定幅度的上升。

經過篩選比較，上半年北辰房地產開發股份有限公司取得了位於北京香山地區一高檔住宅開發項目的控股權，該項目佔地面積約380,000平方米；本公司亦收購了位於亞運村內建築面積約7,700平方米的滙園公寓L樓，將其改作酒店式公寓。

今年上半年，公司A股發行獲得了中國證監會股票發行審核委員會的審核通過。此外，「北京奧林匹克公園(B區)會議中心項目」正在積極籌備中。

OUTLOOK FOR THE SECOND HALF OF THE YEAR

The austerity measures and new policies exercised by the Government will speed up the adjustment of the real estate sector. During the process of eliminating incompetent enterprises, the real estate market in Beijing will thus become more mature. All these are beneficial to the Company, which possesses considerable land reserves coupled with strong finance channels.

The demand of properties in Beijing has been buoyant and yet stable for many years. Large-scale redevelopment of the old city area, extension of the city centre and the influx of migrants from the periphery of the city will result in demand for self-use and investment properties in Beijing. The Beijing Municipal Government has made adjustments for the Beijing's town planning policy recently. In light of the implementation of "Two-axials, two-belts and multi centres" policy (Two axials refer to the area along the city's axial line and Changan Street, where two belts are the "Eastern Developmental Belt" and "Western Ecological Belt" surrounding the two axials. Multi centres will be formed within these regions with different functionalities.), establishment of satellite cities and new towns, and the shifting of functional centres to rural areas, Beijing will generate a substantial demand for residential properties thus providing a sustainable and strong growth momentum for the Beijing property market. Simultaneously, the Olympic Game has triggered a series of improvement of the city's infrastructure and environment, while the northern part of Beijing benefits most. Rooted in the core of the northern Asian Games Village, the Company will benefit tremendously. The vibrant market demand will provide the Company with immense development opportunities.

For the coming half-year, the Company will continue to strive for the yearly operating goals, with the following focuses:

1. The Company will continue to renovate its existing investment properties. Through the adoption of new cost-efficient measures to lower operational wastage, the Company will improve its rentals, upgrade its professional property management services and strengthen technical support to guarantee the healthy growth of its three business segments thus stimulating the potential of its investment properties. In the coming half-year, the Company will renovate Block L of Hui Yuan Apartment which was acquired recently, and creating over 70 service apartments.
2. By maintaining the existing operating efficiency of the Beichen Shopping Centre, the Company will fasten the pace of the preparation work of retail space of Beichen Building and Green Garden. In order to be in-line with the Company's Olympic projects, the preparation work for the commercial model design and its retail operation will be duly completed.
3. The Company will strive to accomplish the yearly sales target of 160,000 sq. m. of total properties area. Current projects, including Green Garden Zone C1 and C3, Changdao Lanqiao Garden Villas Phase 2, Jiang Zhuang Hu Apartments and, depending on market situation, the first class residential units of Wenyu River Valley will commence construction in the coming half-year. The pre-positioning work of Olympic Games Media Village will also be completed in the coming half-year. Beichen Building will commence construction after completing all the preparation work.
4. Upon the approval of the Company's A shares issued by the Listing Committee of the CSRC, the Company will according to the regulations stipulated by the CSRC, continue with its preparation for the issuance of A shares with an aim for completion soon.
5. Accelerate the pace for the commencement of construction for the Olympic Park Zone B Convention Centre Project to be within the year.

DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

Financial Resources and Cash Flow Situation

Shareholders' interest as at 30th June 2004 increased by 1.3% compared with that as at 31st December 2003. This increase was mainly due to the increase in the aggregate profit attributable to shareholders for the Period of Rmb129,943,000 and the distribution of the 2003 final dividend of Rmb65,346,000.

Net borrowings of the Group as at 30th June 2004 amounted to Rmb430,000,000, which were mainly advanced by the bank. The Group's current assets were mainly bank deposits and cash, land held for sale and properties under development, which amounted to Rmb2,856,512,000, whereas current liabilities amounted to Rmb1,949,418,000. As at 30th June 2003, balance of bank deposits and cash amounted to Rmb1,314,836,000.

As at 30th June 2004, no assets had been pledged by the Group as security and the gearing ratio of the Group was 35.9% calculated by dividing total liabilities over total assets. The Group did not have any significant contingent liabilities, nor did it hedge against any exchange rate risks.

下半年展望

政府出臺的宏觀調控措施和新政策將加快房地產行業內部的調整，在優勝劣汰中，促進北京房地產市場整體走向成熟，這對擁有一定規模的土地儲備與良好融資渠道的本集團更加有利。

從市場看，多年來北京房地產一直保持著旺盛而平穩的市場需求。大面積的舊城改造、城市城區的擴大與外埠人員的湧入，使北京房地產市場的自住與投資需求穩步發展；近期市政府對北京市城市規劃作了新的調整，隨著北京「兩軸、兩帶、多中心」（兩軸指由城市中軸線和長安街沿線而構成的十字軸；兩帶指於其外圍構建的「東部發展帶」和「西部生態帶」；多中心是指在市區範圍內建設不同的功能區，分流中心區的功能）新規劃的實施，圍繞著衛星城、新城鎮的建立，和各功能中心向郊區的轉移，將產生規模可觀的住房需求，為北京房地產提供持續、強勁的動力；同時，奧運將使整個城市基礎設施和環境得到很大改善，而北京北部地區受益最大，作為植根於北京中軸線上、北部亞奧核心區的本公司是最直接的受益者，旺盛的市場需求將為本集團提供巨大的發展機會。

下半年公司將再接再厲，圍繞全年經營目標，重點展開以下工作：

1. 投資物業繼續對存量資產進行挖潛，採用新的節能降耗和優化工用等措施，使已形成的物業租賃經營、物業管理服務及工程技術保障三類業務相得益彰，使投資物業的潛能得到最大發揮。下半年將對新近收購的滙園公寓L樓進行改造，新增酒店式公寓70餘套。
2. 零售商業在保持北辰購物中心現有經營成績的同時，盡快進入北辰大廈商業及綠色家園商業的前期籌備階段；並配合公司的奧運項目，完成其商業模式設計及運營前的準備工作。
3. 發展物業全年力爭實現銷售面積160,000平方米的目標；現有項目綠色家園C1、C3區、長島瀾橋二期、姜莊湖公寓、溫榆河高檔住宅一期將根據市場情況在下半年陸續開工建設；下半年亦將完成奧運媒體村的前期定位工作；北辰大廈在完成各項前期工作後，即可開工。
4. 繼A股發行獲得了中國證監會股票發行審核委員會的審核通過後，本公司將繼續規範運作，按照中國證監會的規定，爭取早日完成A股發行上市工作。
5. 加速「北京奧林匹克公園（B區）會議中心」項目的運轉，確保在年內動工。

財務表現的討論及分析

財政資源及流動資金狀況

於二零零四年六月三十日的股東權益較二零零三年十二月三十一日的股東權益有1.3%的上升，此上升主要是由於本期間股東應佔溢利為人民幣129,943,000元，且派二零零三年度末期股息人民幣65,346,000元。

本集團在截至二零零四年六月三十日的借款淨額為人民幣430,000,000元。本集團的借款主要來自銀行，流動資產主要是銀行存款及現金、持作出售土地及發展中物業。流動資產的數額為人民幣2,856,512,000元，而流動負債數額則為人民幣1,949,418,000元。於二零零四年六月三十日，銀行存款及現金的餘額為人民幣1,314,836,000元。

本集團截至二零零四年六月三十日並無資產抵押，集團的資本與負債比率為35.9%（計算方式為總負債除以總資產）。集團並無重大或然負債，亦無進行匯率風險反對沖。

Comparison of Operating Results

Comparison of the six months ended 30th June 2004 over the corresponding period of the previous year:

The Group's turnover for the six months ended 30th June 2004 was approximately Rmb1,151,165,000, an increase of approximately 44.3% over the corresponding period of the previous year. The increase in turnover mainly attributed to the sales of commodity housing and hotel operation which were doubled during the Period while the revenue from rentals and retail business also increased by over 10%.

Operating profit of the Group for the six months ended 30th June 2004 was approximately Rmb187,940,000, an increase of approximately 21.4% over the corresponding period of the previous year. The operating profit increased by 131.0% compared to that net of the exceptional income from compensation for land relocation of the corresponding period of the previous year. Profit attributable to shareholders was approximately Rmb129,943,000, representing an increase of 28.8% over the corresponding period of the previous year. The increase is due to the profits generated from property sales, rentals and retail business, while the hotel business turned loss to profitability.

Sales of land and properties recorded a turnover of Rmb401,245,000, representing an increase of 110.3% over the corresponding period of the previous year. This is mainly attributed to the outstanding sales performance of new projects during the end of 2003 and the first half of 2004. The increase in operating profit is mainly due to the increase in both the price and the quantity of properties sold and hence the increment in turnover.

The rental income of investment properties for the six months ended 30th June 2004 was Rmb147,512,000, representing an increase of 13.6% compared to the corresponding period in the previous year.

During the Period, the shopping centre recorded a turnover of Rmb493,517,000, representing an increase of 11.8% over the corresponding period of the previous year.

SHARE CAPITAL AND SHAREHOLDERS

Share Capital

The Company's total registered capital as at 30th June 2004 was 1,867,020,000 shares in issue, comprising:

Domestic shares	1,160,000,000 shares	representing 62.131%
H shares	707,020,000 shares	representing 37.869%

Shareholdings of Substantial Shareholders

As at 30th June 2004, the following persons, other than a director, supervisor or chief executive of the Company had 5% or more interests in the relevant class of shares of the Company as recorded in the register required to be kept under Section 336 of the Securities and Futures Ordinance ("SFO"):

Name of shareholders	Nature of interest	Capacity	Class of shares	Number of share held	Percentage of the relevant class of shares	Percentage of total share capital
Beijing North Star Industrial Group Company	Corporate interest	Beneficial owner	Domestic shares	1,160,000,000	100.00%	62.13%
Cheng Chu Hui	Personal interest	Beneficial owner	H shares	60,846,000	8.6%	3.26%

Save as disclosed above, the register required to be kept under Section 336 of the SFO showed that the Company had not been notified of any interests or short positions in the shares or underlying shares of the Company as at 30th June 2004.

INTERESTS OF DIRECTORS AND SUPERVISORS OF THE COMPANY

As at 30th June 2004, none of the directors, supervisors, chief executive of the Company or their associates had any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Section XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies. None of the directors, supervisors, chief executive of the Company or their associates had been granted or had exercised any such rights during the six months ended 30th June 2004.

經營業績比較

截至二零零四年六月三十日止六個月期間與去年同期比較：

本集團截至二零零四年六月三十日止六個月期間之營業額約為人民幣1,151,165,000元，較去年同期上升約44.3%，營業額較去年增加的主要原因是商品房銷售及酒店業務成倍上升，租金收入及零售商業亦有一成以上增長。

本集團二零零四年六月三十日止六個月期間經營溢利約為人民幣187,940,000元，比去年同期上升約21.4%，如果扣除去年上半年徵地拆遷補償的特殊收益，經營溢利實際比去年同期上升131.0%。股東應佔溢利約為人民幣129,943,000元，比去年同期上升28.8%，上升的主要原因是物業銷售、租金收入及購物中心業務利潤大幅上升，酒店業務轉虧為盈。

物業及土地銷售營業額人民幣401,245,000元，比去年同期上升110.3%，上升的主要原因是二零零三年底、二零零四年上半年新開盤項目銷售良好，經營溢利上升的主要原因是物業銷售價升量增，營業額成倍增長。

截至二零零四年六月三十日止，投資物業實現租金收入人民幣147,512,000元，比去年同期上升約13.6%。

購物中心本期間營業收入為人民幣493,517,000元，比去年同期上升約11.8%。

股本與股東

股本

本公司於二零零四年六月三十日的總註冊股本為1,867,020,000股已發行股份，其中包括：

內資股	1,160,000,000股	佔62.131%
H股	707,020,000股	佔37.869%

主要股東持股情況

本公司於二零零四年六月三十日，根據《證券及期貨條例》（「證券及期貨條例」）第336條而備存的登記冊所記錄，以下人士（本公司董事、監事或最高行政人員除外）擁有本公司之有關類別股份5%或以上權益：

股東姓名	權益性質	身份	股份類別	持股數	佔有關類別股本比率	佔總股本比率
北京北辰實業集團公司	法團權益	實益擁有人	內資股	1,160,000,000	100%	62.13%
陳楚輝	個人權益	實益擁有人	H股	60,846,000	8.6%	3.26%

除上述所披露者外，根據證券及期貨條例第336條而備存的登記冊所示，本公司並無接獲有關於二零零四年六月三十日在本公司股份及相關股份中擁有之任何權益或淡倉的通知。

公司董事及監事權益

於二零零四年六月三十日，本公司董事、監事、最高行政人員或其聯繫人等概無對本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）之任何股份、相關股份或債權證擁有根據《證券及期貨條例》第352條須予備存的登記冊所記錄之任何權益或淡倉；或根據《上市公司董事進行證券交易守則》須知會本公司及聯交所之任何權益或淡倉。於截至二零零四年六月三十日止六個月期間內，本公司董事、監事、最高行政人員或其聯繫人等亦無授予或行使上述權利。

CODE OF BEST PRACTICE

The directors of the Company has not established an audit committee (the "Audit Committee") to review and supervise the Company's financial reporting process and internal controls pursuant to paragraph 14 of the Code of Best Practice set out in Appendix 14 to the Listing Rules (the "Code of Best Practice"). However, the Company has set up, in lieu thereof, a Supervisory Committee which carries out functions similar to that of an Audit Committee. The differences are that the Company's Supervisory Committee comprises three representatives of whom two are elected and removed in the general meeting of the shareholders and one is elected and removed by the staff and workers of the Company through democratic election, and reports to the shareholders in the general meeting instead of to the Board, whereas an Audit Committee comprises the non-executive directors of a company. As at the Annual General Meeting which was held on 20th May last year, the shareholders passed a special resolution approving the Company to establish the Audit Committee subject to the proposed amendments of the Articles of Association of the Company becoming effective and authorizing the Board to approve and adopt such rules and procedures of the meeting of the Audit Committee as it may think fit. Apart from this, none of the directors of the Company is aware of any information that would reasonably indicate that the Company is not, or was not for any part of the six months ended 30th June 2004 in compliance with the Code of Best Practice.

REPURCHASE, SALE OR REDEMPTION OF SECURITIES

The Company had not redeemed any of its shares during the Period. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's issued shares during the Period.

DESIGNATED DEPOSIT AND DUE FIXED DEPOSIT

As at 30th June 2004, the Group had no designated deposits that are placed with financial institutions in the PRC. All of the Group's cash deposits are placed with commercial banks in the PRC and are in compliance with relevant laws and regulations. The Group had not experienced any incidents of not being able to withdraw bank deposits when due.

EMPLOYEES

As at 30th June 2004, the Company has 4,003 employees. Adjustments of employee remuneration are calculated according to the Company's turnover and profitability and is determined by assessing the correlation between the total salary paid and the economic efficiency of the enterprise. Under this mechanism, management of employee remunerations will be more efficient while employee will be motivated to work hard to bring encouraging results to the Company. Save from the remuneration disclosed above, the Company does not maintain any share option scheme for its employees and the employees do not enjoy any bonus. The Company regularly provides for its administrative personnel trainings on various subjects, including operation management, foreign languages, computer skills, industry know-how and policies and laws, in different forms, such as seminars, site visits and study tours.

STAFF QUARTERS

During the Period, the Company did not provide any staff quarters to its staff.

DOCUMENT FOR FUTURE REFERENCE

The original copy of the 2004 interim report, signed by the Chairman is available for inspection at the Secretariat of the Board, the address of which is:

Beijing North Star Company Limited
Chen Yun Building
8 Bei Chen Dong Road
Chao Yang District
Beijing, the PRC

By Order of the Board
Zhao Hui-Zhi
Chairman

Beijing, the PRC
19th July 2004

最佳應用守則

本公司董事會尚未按照上市規則附錄14「最佳應用守則」(「最佳應用守則」)第14段成立一個旨在檢討及監察本公司的財務匯報程序及內部控制的審核委員會(「審核委員會」)，但本公司組織架構內已設立一個職能與之相若的監事會。所不同的是本公司的監事會成員由三人組成，其中兩名由股東大會選出及罷免，另一名由本公司職工經民主選舉選出及罷免。監事會向股東大會負責而非向董事會負責，而一個審核委員會的成員則為一家公司的非執行董事。於去年五月二十日舉行之本公司股東周年大會上，股東通過特別決議案批准待建議修改本公司章程生效的情況下，本公司設立審核委員會，及授權董事會批准股東認為合適的審計委員會議事規則。除此之外，並無任何董事知悉任何資料，足以合理地指出本公司時至或在截至二零零四年六月三十日止六個月期間內任何時間未有遵守最佳應用守則。

購買、出售或贖回證券

本公司於本期間內並無贖回本公司股份，本公司及其附屬公司概無購買或出售本公司的股份。

委托存款及到期定期存款

於二零零四年六月三十日，本集團並無任何委托存款存放於中國金融機構，本集團之所有現金存款現均存放在中國之商業銀行，並符合適用法例及規則。本集團並未遇到銀行存款到期後而未能取回的情況。

僱員

截至二零零四年六月三十日止，本公司僱員人數為4,003人。本公司乃按照業績及盈利來檢討僱員的酬金調整幅度，僱員工資總額與公司利潤是互相掛鉤，此政策有助公司於薪酬支出的管理，亦能有效激勵員工為公司業績及發展而努力。除上述酬金政策外，本公司未向僱員提供認股計劃，公司僱員亦不享受花紅。本公司定期對經營管理者的培訓包括：經營管理、外語、計算器、業務知識及政策法規等。培訓方式包括：講座、參觀學習、訪問考察等。

員工宿舍

於本期間內，本公司並無向員工提供任何員工宿舍。

備查文件

經董事長簽署的二零零四年中期報告正本於本公司董事會秘書處可供查閱，地址為：

中國
北京市
朝陽區
北辰東路8號辰遠大廈
北京北辰實業股份有限公司

承董事會命
趙惠芝
主席

中國·北京
二零零四年七月十九日



網站 website: www.beijingns.com.cn