

The Directors have pleasure in submitting their Report and the Audited Statement of Accounts for the financial year ended 31 March 2005.

CHANGE OF COMPANY NAME

The name of the Company was changed from “New Asia Realty and Trust Company, Limited” to “Wheelock Properties Limited” on 1 September 2004.

PRINCIPAL ACTIVITIES AND TRADING OPERATIONS

The principal activity of the Company is investment holding and those of its principal subsidiaries are set out on page 59.

An analysis of the principal activities and geographical locations of trading operations of the Company and its subsidiaries during the financial year is set out in Note 2 to the Accounts on pages 38 and 39.

RESULTS, APPROPRIATIONS AND RESERVES

The results of the Group for the financial year ended 31 March 2005 are set out in the Consolidated Profit and Loss Account on page 24.

Appropriations of profits and movements in reserves during the financial year are set out in Note 23 to the Accounts on pages 52 and 53.

DIVIDENDS

An interim dividend of 2.0 cents per share was paid on 30 December 2004. The Directors have now recommended for adoption at the Annual General Meeting to be held on Thursday, 11 August 2005 the payment on 18 August 2005 to Shareholders on record as at 11 August 2005 of a final dividend of 6.0 cents per share in respect of the financial year ended 31 March 2005. This recommendation has been disclosed in the Accounts.

FIXED ASSETS

Movements in fixed assets during the financial year are set out in Note 12 to the Accounts on page 45.

BANK LOANS, OVERDRAFTS AND OTHER BORROWINGS

Particulars of any and all bank loans, overdrafts and/or other borrowings of the Company and of the Group as at 31 March 2005 which are repayable on demand or within a period not exceeding one year are set out in Note 20 to the Accounts on page 50. Those which would fall due for repayment after a period of one year are particularised in Note 24 to the Accounts on page 53.

DONATIONS

The Group made donations during the financial year totalling HK\$1.4 million.

DIRECTORS

The Directors of the Company during the financial year were Mr. G. W. J. Li, Dr. J. M. K. Chow, Mr. H. L. F. Lau (appointed on 1 September 2004), Mr. D. J. Lawrence (appointed on 27 January 2005), Mr. D. T. C. Lie-A-Cheong (appointed on 30 September 2004), Mr. T. Y. Ng, Mr. P. Y. C. Tsui (appointed on 27 January 2005) and Mr. G. S. Yee.

Messrs. H. L. F. Lau, D. J. Lawrence, D. T. C. Lie-A-Cheong and P. Y. C. Tsui, being appointed as Directors of the Company after the last Annual General Meeting, are due to retire from the Board in accordance with Article 94 of the Company's Articles of Association, and Dr. J. M. K. Chow is also due to retire from the Board by rotation in accordance with Article 103(A), at the forthcoming Annual General Meeting. Being eligible, they offer themselves for re-election. None of the retiring Directors proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

Under the provisions of the Company's Articles of Association, the Chairman of the Company is not subject to retirement from the Board by rotation. As regards the other Directors (none of them holding any executive title of the Company), five of them will retire as Directors at the forthcoming Annual General Meeting to be held on 11 August 2005 as mentioned above, and the remaining two Directors will have their respective terms of office coming to an end by reason of retirement by rotation at the Annual General Meeting of the Company in 2006 in accordance with Article 103(A) of the Company's Articles of Association.

INTERESTS IN CONTRACTS

No contract of significance in relation to the Company's business to which the Company, its subsidiaries or its ultimate holding company or any subsidiary of that ultimate holding company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the financial year.

MANAGEMENT CONTRACTS

There was in existence during the financial year an agreement dated 31 March 1992 between the Company and Wheelock Corporate Services Limited ("WCSL"), whereby WCSL were appointed the General Managers of the Company. The said appointment has become effective since 31 March 1992 and shall continue in force until it is terminated by WCSL by the giving of six months' prior notice in writing. Messrs. G. W. J. Li, T. Y. Ng and P. Y. C. Tsui are directors of WCSL and are accordingly regarded as interested in the said agreement.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the financial year was the Company, its subsidiaries or its ultimate holding company or any subsidiary of that ultimate holding company a party to any arrangement to enable the Directors of the Company to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

AUDITORS

The Accounts now presented have been audited by KPMG, Certified Public Accountants, who retire and being eligible, offer themselves for re-appointment.

By Order of the Board

Wilson W. S. Chan

Secretary

Hong Kong, 7 June 2005