

TRANSPORT INTERNATIONAL HOLDINGS LIMITED



載通國際  
Transport International



INTERIM REPORT 2011

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## INTERIM RESULTS

The Group's unaudited profit attributable to equity shareholders of the Company for the six months ended 30 June 2011 was HK\$64.3 million (six months ended 30 June 2010: HK\$658.5 million), representing a decrease of 90.2% as compared to the corresponding period in 2010. Earnings per share for the period under review were HK\$0.16, a decrease of 90.2% compared to HK\$1.63 for the six months ended 30 June 2010.

## INTERIM DIVIDEND

The Board has declared an interim dividend of HK\$0.15 per share (six months ended 30 June 2010: HK\$0.30 per share), totalling HK\$60.5 million for the six months ended 30 June 2011 (six months ended 30 June 2010: HK\$121.1 million). The interim dividend will be paid on 17 October 2011 to the shareholders of the Company whose names are on the Register of Members at the close of business on 7 October 2011. The Register will be closed from 4 October 2011 to 7 October 2011, both dates inclusive. To qualify for the interim dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 3 October 2011.

## MANAGEMENT REVIEW AND OUTLOOK

### REVIEW OF OPERATIONS AND RESULTS OF INDIVIDUAL BUSINESS UNITS

#### Franchised Public Bus Operations

##### *The Kowloon Motor Bus Company (1933) Limited ("KMB")*

- For the six months ended 30 June 2011, KMB recorded a loss after taxation of HK\$16.0 million, an unfavourable change of HK\$151.9 million compared to the profit after taxation of HK\$135.9 million for the corresponding period of 2010. Such loss for the first half of 2011 had taken into account a deemed income of HK\$42.4 million (first half of 2010: HK\$37.1 million) determined by independent actuaries in respect of the two defined benefit staff retirement schemes operated by KMB in accordance with Hong Kong Accounting Standard 19 "Employee Benefits". If such deemed income was excluded, KMB's loss after taxation for the first half of 2011 would have been HK\$51.4 million, representing an unfavourable change of HK\$156.3 million compared to the profit after taxation of HK\$104.9 million for the first half of 2010.
- The deterioration in KMB's financial performance in the first half of 2011 was mainly due to the significant rise in international fuel oil prices. As shown in Table 1 below, the average price of Singapore 0.5% Sulphur Gasoil ("Gasoil"), on which the price of Near Zero Sulphur Diesel used by KMB's franchised buses is based, was US\$124.8 per barrel for the first half of 2011, an increase of 43.1% compared to the corresponding period last year. This resulted in our fuel costs for the first half of 2011 surging to HK\$675.3 million, a significant increase of HK\$184.5 million or 37.6% compared to the corresponding period of 2010.

Table 1: Average Price of Gasoil

| Month               | 2011<br>US\$/barrel | 2010<br>US\$/barrel | %<br>Increase |
|---------------------|---------------------|---------------------|---------------|
| January             | 108.2               | 84.2                | 28.5          |
| February            | 117.5               | 82.3                | 42.8          |
| March               | 130.4               | 87.8                | 48.5          |
| April               | 138.0               | 94.8                | 45.6          |
| May                 | 126.6               | 87.9                | 44.0          |
| June                | 125.9               | 85.7                | 46.9          |
| Average (Jan — Jun) | 124.8               | 87.2                | 43.1          |

- The average daily ridership for the first half of 2011 was 2.553 million passenger trips, a decrease of 1.4% compared to the corresponding period last year. Such decrease was mainly attributable to a shift of passengers to the expanded railway network. Advertising revenue for the first half of 2011 was HK\$51.2 million, an increase of 6.0% compared to HK\$48.3 million for the first half of 2010.
- In order to maintain the financial viability and the existing service levels of its bus operations, KMB submitted an application to the Government of the Hong Kong Special Administrative Region (the “HKSAR Government”) on 30 July 2010 for a fare increase of 8.6%. On 19 April 2011, the HKSAR Government granted a fare increase of 3.6% for KMB to take effect from 15 May 2011. As illustrated in Table 1, after KMB submitted its fare increase application to the HKSAR Government in July 2010 when the then prevailing Gasoil price was about US\$86 per barrel, the average price of Gasoil subsequently rose by about 46% to stand at US\$125.9 per barrel in June 2011. The approved rate of fare increase is grossly insufficient even to offset the cost burden arising from the surge in fuel prices alone.
- At 30 June 2011, KMB operated a total of 394 routes (31 December 2010: 394 routes). In addition, there were 75 Octopus Bus-bus Interchange (“BBI”) schemes covering 261 bus routes, operating both within the KMB route network and on joint schemes with other public transport operators. These BBI schemes benefit our passengers by giving them extensive fare discounts on the second leg of journeys. Furthermore, they improve network coverage, save resources and help to relieve traffic congestion along busy corridors.
- During the first half of 2011, KMB continued to make substantial investments in new buses featuring the latest safety, environmental and design features. A total of 14 new Euro V air-conditioned super-low-floor single-deck buses and 105 air-conditioned super-low-floor double-deck buses (comprising 100 Euro V buses and five Euro IV buses) were licensed. At 30 June 2011, KMB operated a total of 3,835 buses (31 December 2010: 3,822 buses), comprising 3,682 double-deck and 153 single-deck buses, of which 3,755 buses (97.9%) were air-conditioned. In addition, KMB had 182 air-conditioned super-low-floor double-deck buses (comprising 176 Euro V buses and six Euro IV buses) and 46 Euro V air-conditioned super-low-floor single-deck buses awaiting licensing or on order.

#### Long Win Bus Company Limited (“LWB”)

- The profit after taxation of LWB for the six months ended 30 June 2011 amounted to HK\$5.3 million, representing a decrease of 32.1% compared to HK\$7.8 million for the corresponding period of 2010.
- Fare revenue for the first half of 2011 increased by 6.8% to HK\$170.7 million as compared to HK\$159.8 million for the corresponding period in 2010. Such increase was mainly due to the increase in the ridership by 5.8% over the corresponding period last year as a result of the increased travel demand to and from North Lantau in line with the economic recovery leading to higher air travel demand, the expansion programme of Hong Kong Disneyland and the commencement of various infrastructural projects at the Airport.

- Total operating expenses for the period under review amounted to HK\$165.8 million, representing an increase of HK\$14.5 million or 9.6% over the same period in 2010. The increase was mainly due to the increase in fuel costs of HK\$11.0 million or 39.3% compared to the corresponding period last year.
- On 30 July 2010, LWB submitted a fare increase application to the HKSAR Government for a fare increase of 7.4%. However, on 19 April 2011 the HKSAR Government only granted LWB a fare increase of 3.2% to take effect from 15 May 2011. As previously mentioned, such approved rate of fare increase is insufficient to offset the increase in LWB's fuel costs.
- At 30 June 2011, there were a total of six BBI schemes covering 12 bus routes within LWB's bus network and on joint inter-modal scheme with other public transport operators. These BBI schemes provide passengers with interchange fare discounts and allow LWB to deploy its resources more effectively.
- During the period under review, three new Euro V air-conditioned super-low-floor double-deck buses were licensed to enhance the level of service on routes with increased demand. At 30 June 2011, LWB operated a total of 167 air-conditioned super-low-floor double-deck buses. The number of routes operated by LWB remained at 19 as at the end of 2010.
- At 30 June 2011, LWB had six new Euro V air-conditioned super-low-floor double-deck buses awaiting licensing.

### Non-franchised Transport Operations

The Group's Non-franchised Transport Operations Division reported a profit after taxation of HK\$8.0 million for the first half of 2011, representing a decrease of 35.5% compared to HK\$12.4 million for the corresponding period of 2010. A review of the operations of the principal business units in this Division is set out as follows:

#### *Sun Bus Holdings Limited and its subsidiaries (the "SBH Group")*

- The SBH Group is a leading non-franchised bus operator in Hong Kong. It provides customised high quality transport services for large residential estates, shopping malls, employers, theme parks, deluxe hotels, travel agents and schools, as well as providing chartered hire services for the general public.
- Turnover of the SBH Group for the first half of 2011 increased by 1.3% compared to the corresponding period in 2010. The increase was due mainly to the increase in bus hiring charges in order to cope with the surge in fuel costs.
- At 30 June 2011, the SBH Group had a fleet of 380 buses. During the first half of 2011, 13 new coaches were purchased for service enhancement and fleet replacement.

#### *New Hong Kong Bus Company Limited ("NHKB")*

- NHKB jointly operates with its Shenzhen counterpart a direct, economical, 24-hour cross-boundary shuttle bus service (commonly known as the "Huang Bus" service) for business and leisure travellers between Lok Ma Chau in Hong Kong and Huanggang (皇崗) in Shenzhen (深圳). NHKB's ridership has decreased since the opening of the Lok Ma Chau Spur Line and the Lok Ma Chau Public Transport Interchange in August 2007 and the launch of direct chartered flights between Taiwan and China Mainland in July 2008. During the period under review, NHKB's average monthly ridership was 0.43 million passenger trips (first half of 2010: 0.48 million passenger trips). At 30 June 2011, NHKB operated a fleet of 15 buses of which five buses were newly purchased in the first half of 2011 for the replacement of aged buses.

## Property Holdings and Development

### *Lai Chi Kok Properties Investment Limited (“LCKPI”)*

- LCKPI, a wholly-owned subsidiary of the Group, is the developer of Manhattan Hill, a luxury residential complex located in Lai Chi Kok, West Kowloon. Up to the end of 2010, the residential units of the Manhattan Hill had nearly all been sold. In the first half of 2011, three residential units with a total saleable GFA of about 6,900 square feet and 12 car parking spaces were sold, generating an after-tax profit of HK\$73.9 million (six months ended 30 June 2010: HK\$22.6 million). As at 30 June 2011, LCKPI had one residential unit and 15 car parking spaces available for sale.
- As at 30 June 2011, the carrying value of completed property held for sale, comprising one residential unit and 15 car parking spaces (classified under current assets in the consolidated balance sheet), amounted to HK\$22.3 million (31 December 2010: HK\$45.2 million).

### *LCK Commercial Properties Limited (“LCKCP”)*

- LCKCP, a wholly-owned subsidiary of the Group, is the owner of the shopping mall, “Manhattan Mid-town”. Positioned as a high-end retail complex, the 50,000 square feet shopping mall complements the image of Manhattan Hill, providing Manhattan Hill residents, as well as local householders and office staff, with high quality retail facilities including a mix of shops and restaurants. The mall was opened in the second quarter of 2009 and has been completely leased out since the end of 2010, generating a steady income stream for the Group.
- As at 30 June 2011, the carrying value of the shopping mall (classified under investment property on the consolidated balance sheet) amounted to HK\$108.4 million (31 December 2010: HK\$110.9 million).

### *LCK Real Estate Limited (“LCKRE”)*

- LCKRE, a wholly-owned subsidiary of the Group, is the owner of a 17-storey commercial building situated at 9 Po Lun Street, Lai Chi Kok, Kowloon, which has a total gross floor area of about 156,700 square feet. The building is currently held by the Group mainly for its own use and partially for rental purposes.
- As at 30 June 2011, the building was stated on the consolidated balance sheet at cost less accumulated depreciation in the amount of HK\$34.2 million (31 December 2010: HK\$35.2 million).

### *KT Real Estate Limited (“KTRE”)*

- KTRE, a wholly-owned subsidiary of the Company, and Turbo Result Limited, a subsidiary of Sun Hung Kai Properties Limited (“SHKP”), jointly own the industrial site situated at Kwun Tong Inland Lot No. 240, No. 98 How Ming Street, Kowloon, Hong Kong (the “KT Site”) in equal shares as tenants in common. Since April 2010, Sun Hung Kai Real Estate Agency Limited (“SHKRE”), a wholly-owned subsidiary of SHKP, has been appointed as project manager for the development of the KT Site.
- As at 30 June 2011, the carrying value of the KT Site (classified under investment property under development on the consolidated balance sheet) amounted to HK\$5.6 million (31 December 2010: HK\$5.2 million).

### *TM Properties Investment Limited (“TMPI”)*

- TMPI owns an industrial property, comprising a single-storey high ceiling structure and a three-storey workshop building with a total gross floor area of about 105,900 square feet, at 1 Kin Fung Circuit, Tuen Mun. The property became vacant in 2010 and has been leased out since March 2011 to generate additional rental income.
- As at 30 June 2011, the carrying value of the industrial property (classified under investment property on the consolidated balance sheet) amounted to HK\$10.5 million (31 December 2010: HK\$10.3 million).

## Media Sales Business

### *RoadShow Holdings Limited and its subsidiaries (the “RoadShow Group”)*

- The RoadShow Group is one of the leading media sales companies in the Greater China region. It offers advertisers a dynamic and effective means of marketing their products and services to four million consumers every day. RoadShow mainly sells and markets business advertising on its proprietary Multi-media On-board (“MMOB”) system in Hong Kong, and also operates the bus interior and bus exterior advertising businesses. Currently, the Group has a 73% interest in the RoadShow Group.
- For the six months ended 30 June 2011, RoadShow reported a loss attributable to equity shareholders of HK\$83.0 million (six months ended 30 June 2010: a loss of HK\$97.7 million). The loss was mainly due to an impairment loss of HK\$109.6 million (six months ended 30 June 2010: HK\$110.0 million) made by the RoadShow Group on its other non-current financial assets. The impairment loss, which was non-cash in nature, would be the last and full provision for the amount of the RoadShow Group’s investment in AdSociety Daye Advertising Company Limited, a joint venture in Mainland China. Despite the impairment loss made, the core business of the RoadShow Group remains strong and the profit from operations for the six months ended 30 June 2011 was approximately HK\$35.6 million (six months ended 30 June 2010: HK\$16.5 million), representing an increase of approximately 115.8% compared with the corresponding period last year.
- Further information regarding the RoadShow Group is available in its 2011 interim results announcement and interim report.

## Mainland Transport Operations

As at 30 June 2011, the Group’s total interest in the businesses under the Mainland Transport Operations Division amounted to HK\$644.4 million (31 December 2010: HK\$640.3 million). Such investments are mainly related to the operation of passenger transport services in Shenzhen, and taxi and car rental services in Beijing. In the first half of 2011, the Group’s Mainland Transport Operations Division reported a profit after taxation of HK\$17.7 million, representing a decrease of 15.7% compared to HK\$21.0 million for the corresponding period in 2010.

### *Beijing (北京)*

Beijing Beiqi Kowloon Taxi Company Limited (北京北汽九龍出租汽車股份有限公司) (“BBKT”), a Sino-foreign joint stock company, was established in Beijing (北京) in March 2003. The Group has invested RMB80.0 million (equivalent to HK\$75.5 million at the investment date) in BBKT, representing an equity interest of 31.38%. With a fleet of more than 4,500 vehicles, BBKT is one of the leading operators in the taxi hire and car rental market in Beijing. Despite facing continued challenges from ever rising operating costs, BBKT is dedicated to providing its customers with high levels of services and continued to record a profit in the first half of 2011.

### *Shenzhen (深圳)*

Shenzhen Bus Group Company Limited (深圳巴士集團股份有限公司) (“SBG”), which began operation in January 2005, is a Sino-foreign joint stock company formed by a wholly-owned subsidiary of the Group and four other Mainland investors. The Group has invested RMB387.1 million (equivalent to HK\$363.9 million at the investment date) in SBG, representing a stake of 35%. SBG principally provides public bus, minibus and taxi services in Shenzhen City, Guangdong Province (廣東省深圳市), with 5,450 vehicles serving some 260 routes. It continued to make steady progress and recorded a ridership of 458.3 million passenger trips in the first half of 2011 (first half of 2010: 449.5 million passenger trips).

## FINANCIAL POSITION

### Fixed assets and capital expenditure

The Group's fixed assets in the consolidated balance sheet mainly comprise buildings, buses and other motor vehicles, buses under construction, tools and others, investment properties, and interest in leasehold land. None of the Group's fixed assets was pledged or charged as at 30 June 2011. During the period under review, capital expenditure incurred by the Group amounted to HK\$515.1 million (six months ended 30 June 2010: HK\$430.2 million). The capital expenditure was mainly incurred for the purchase of new buses for the Group's franchised public bus operations.

## FUNDING AND FINANCING

### Liquidity and financial resources

The Group closely monitors its liquidity and financial resources in a prudent manner to ensure that a healthy financial position is maintained so that cash inflows from operating activities together with undrawn committed banking facilities are sufficient to meet the demands for daily operational needs, loan repayments, capital expenditure and potential business expansion and development. The Group's operations are mainly financed by shareholders' funds, bank loans and overdrafts.

- At 30 June 2011, the Group's net cash (i.e. cash and deposits at banks less total borrowings) amounted to HK\$1,766.9 million (31 December 2010: HK\$2,133.2 million). The details of the Group's net cash by currency at 30 June 2011 are given below:

| Currency                   | Cash and deposits<br>at bank in<br>foreign currency<br>million | Cash and<br>deposits<br>at bank<br>HK\$ million<br>(Unaudited) | Bank loans<br>and<br>overdrafts<br>HK\$ million<br>(Unaudited) | Net cash<br>HK\$ million<br>(Unaudited) |
|----------------------------|--|--|--|---|
| <i>At 30 June 2011</i>     |  |  |  |   |
| Hong Kong Dollar           |  | 2,284.3  | (871.1)  | 1,413.2                                 |
| United States Dollar       | 25.4   | 197.2  | —  | 197.2                                   |
| British Pound Sterling     | 0.1  | 0.7  | —  | 0.7                                     |
| Renminbi                   | 129.4  | 155.8  | —  | 155.8                                   |
| Total                      |  | 2,638.0  | (871.1)  | 1,766.9                                 |
|                            |  | (Audited)  | (Audited)  | (Audited)                               |
| <i>At 31 December 2010</i> |  |  |  |   |
| Hong Kong Dollar           |  | 2,455.1  | (667.5)  | 1,787.6                                 |
| United States Dollar       | 25.0   | 194.1  | —  | 194.1                                   |
| British Pound Sterling     | 1.7  | 21.0   | —  | 21.0                                    |
| Renminbi                   | 110.2  | 130.5  | —  | 130.5                                   |
| Total                      |  | 2,800.7  | (667.5)  | 2,133.2                                 |

- At 30 June 2011, bank loans and overdrafts, all unsecured, amounted to HK\$871.1 million (31 December 2010: HK\$667.5 million). The maturity profile of the bank loans and overdrafts of the Group at 30 June 2011 and 31 December 2010 is set out below:

|                                  | <b>At 30 June<br/>2011<br/>HK\$ million<br/>(Unaudited)</b> | At 31 December<br>2010<br>HK\$ million<br>(Audited) |
|----------------------------------|---|---|
| Within 1 year or on demand       | <b>73.5</b>   | 197.6   |
| After 1 year but within 2 years  | <b>200.0</b>  | 69.9  |
| After 2 years but within 5 years | <b>597.6</b>  | 400.0   |
|                                  | <b>797.6</b>  | 469.9   |
| <b>Total</b>                     | <b>871.1</b>  | 667.5   |

- At 30 June 2011, the Group had undrawn banking facilities totalling HK\$726.4 million (31 December 2010: HK\$1,329.8 million), of which HK\$720.0 million (31 December 2010: HK\$1,320.0 million) was of a committed nature.
- For the six months ended 30 June 2011, the finance costs incurred by the Group amounted to HK\$4.2 million (six months ended 30 June 2010: HK\$3.3 million). The average interest rate in respect of the Group's borrowings for the period under review was 0.88% per annum compared to 0.72% per annum for the corresponding period in 2010.
- At 30 June 2011, the Group's cash and deposits at banks (mainly denominated in Hong Kong Dollars, US Dollars, British Pounds Sterling and Renminbi) amounted to HK\$2,638.0 million (31 December 2010: HK\$2,800.7 million).

## FUNDING AND TREASURY POLICIES

- In general, the Group's major operating companies arrange their own financing to meet their individual operational and investment needs. The Group's other subsidiaries are mainly financed by the holding company from its capital base. Management regularly reviews the Group's funding strategy to ensure that cost-efficient and flexible funding is available to cater for the unique operating environment of each subsidiary. Adequate stand-by banking facilities are maintained to facilitate routine treasury operations.
- The Group manages its exposure to interest rate risk in a prudent manner with a variety of techniques and instruments, including natural hedges achieved by spreading loans over different rollover and maturity dates. Derivative financial instruments such as interest rate swaps are used, as and when appropriate. At 30 June 2011, all of the Group's borrowings were denominated in Hong Kong Dollars and on a floating interest rate basis. This enabled the Group to take advantage of the low interest rates in the period under review. The Group regularly reviews its strategy on interest rate risk management in the light of prevailing market conditions and devises appropriate strategies to cope with its risk exposure.

- The Group's foreign currency exposure primarily arises through purchases of buses and overseas motor vehicle components, which are denominated in British Pounds Sterling. Although foreign currency exposure does not pose a significant risk to the Group as the levels of foreign currency assets and liabilities are relatively low compared to its total asset base, the Group will continue to closely monitor foreign exchange movements and enter into forward exchange contracts in a strategic manner when opportunities arise to hedge foreign currency fluctuations. At 30 June 2011, the Group had a number of unexpired forward exchange contracts for the hedging of approximately 25.0% of the total British Pounds Sterling requirements for the second half of 2011.
- The Group has not been exposed to significant cash flow and liquidity risks since it has maintained an adequate level of cash reserve on hand resulting from the sales of the Manhattan Hill residential units and the 50% interest in the KT Site. Under normal circumstances and barring a drastic upsurge in fuel oil prices for a prolonged period of time, the cash flow and liquidity risk of the Group's major subsidiary, KMB, which arranges its own financing, would also be low as its revenue is essentially received on a cash basis. Through proper planning and close monitoring of the level of debt, the Group is able to effectively meet its funding and investment requirements.
- Fuel price movements can have a significant impact on the results of the Group's core franchised public bus businesses. The Group has carefully considered the pros and cons of entering into fuel price hedging arrangements and has concluded that fuel price hedging would be equally as risky as not hedging, and would not necessarily result in a better financial position for the Group in the long run. As a result, the Group has not entered into any fuel oil hedging contracts during the period under review. The Group's two major subsidiaries, KMB and LWB, will consider applying for fare increases to counter the adverse impact of rapid increases in fuel oil prices on the financial viability of their franchised public bus operations, and will also rigorously explore other measures, including but not limited to the establishment of a fare stabilization fund and the implementation of more route rationalization plans, with the HKSAR Government to mitigate this impact. The Group will continue to closely monitor the fuel price movements and constantly review its strategy on fuel price risk management.

## CAPITAL COMMITMENTS

At 30 June 2011, the Group's capital commitments outstanding and not provided for in the interim financial report amounted to HK\$2,115.7 million (31 December 2010: HK\$2,438.4 million). These commitments were mainly in respect of the development of the KT Site and the purchase of buses and other fixed assets, which are to be financed by borrowings and the working capital of the Group.

## CONTINGENT LIABILITIES

At 30 June 2011, the Company had undertaken to guarantee a banking facility granted to a subsidiary to the extent of HK\$140.0 million (31 December 2010: HK\$140.0 million). As at the balance sheet date, the Directors do not consider it probable that a claim will be made against the Company under the guarantee. The maximum liability of the Company at 30 June 2011 under the guarantee issued was the outstanding amount of the loan advanced by the bank to the subsidiary of HK\$70.0 million (31 December 2010: HK\$70.0 million).

## EMPLOYEES AND REMUNERATION POLICIES

Transport operations are labour intensive and staff costs accounted for a substantial portion of the total operating cost of the Group. The Group closely monitors its headcount and staff remuneration against productivity and market trends. For the six months ended 30 June 2011, total remuneration amounted to HK\$1,522.1 million (six months ended 30 June 2010: HK\$1,518.6 million). At 30 June 2011, the Group had a total of 12,801 employees (31 December 2010: 12,863 employees).

## OUTLOOK

### Franchised Public Bus Operations

With an expanding railway network, high fuel oil prices and an increase in wages and other operating expenses due to inflationary pressure, together with rising expectations for higher service levels, we expect that the operating environment of KMB will become increasingly challenging in 2011 and in the years ahead. We will respond to these challenges by actively engaging the HKSAR Government and District Councils to further rationalise our bus network through reorganising routes with low demand and increasing the service on routes with growing demand in order to improve the network efficiency. Moreover, we will also seek to identify more ways to conserve fuel and boost fuel efficiency, and improve in all aspects of our operations to enhance safety, efficiency and customer satisfaction. To this end, we are actively exploring other zero-emission technologies, including the zero-emission supercapacitor bus and battery-electric bus.

In the light of current inflationary pressure, both KMB and LWB have recently agreed to give a pay rise of 4.0% to their operations and maintenance staff with effect from 1 June 2011 and to other staff from 1 September 2011. This, coupled with the rise in Gasoil prices, will mean that KMB's recently implemented fare increase of 3.6%, which took effect on 15 May 2011, will be grossly insufficient to offset the huge increase in its operating costs. Faced with the recent adverse changes in the operating environment of public bus services, it is unlikely that our twin objectives of maintaining bus fares at a level that is largely acceptable to the public as well as the financial viability of our franchised bus operations are achievable under the existing business model. While the implementation of further service rationalisation is one response to these challenges, other measures should be rigorously explored with the HKSAR Government to ease the fare increase pressure. We do not have a view as to the duration and magnitude of the current trend of high fuel oil prices. However, if this trend persists and in the absence of other effective mitigation measures, we will have no other choice under the existing mechanism but to seek further fare adjustment in order to maintain the existing service levels.

### Non-franchised Businesses

In spite of the rise in fuel prices which also had a negative effect on coach services, our Non-franchised transport businesses remained profitable in the first half of 2011 as we were able to adjust coach hiring charges to meet the increased operating costs. We will continue to enhance the quality of service and explore businesses that will increase our income wherever possible. The Group will continue to look for growth and investment opportunities in China Mainland.

The development of the KT Site at No. 98 How Ming Street, Kwun Tong, Kowloon is ongoing. This development project, in which the Group has a 50% stake, is under the management and supervision of the project manager, Sun Hung Kai Real Estate Agency Limited. The site is planned for development into non-residential (excluding hotel) uses, and upon completion, it will be held by the Group for long-term investment purposes.

The sale of the residential flats at Manhattan Hill is almost coming to a close, with only one specialty residential unit remaining available for sale. The Manhattan Mid-town shopping mall with a total area of 50,000 square feet is completely leased out and will continue to provide additional revenue for the Group.

By Order of the Board

**S.Y. CHUNG**  
*Chairman*

Hong Kong, 18 August 2011

## SUPPLEMENTARY INFORMATION

### CHANGES IN DIRECTORS' BIOGRAPHICAL DETAILS

During the period under review, the changes in Directors' biographical details since the date of the 2010 Annual Report of the Company which are required to be disclosed pursuant to Rule 13.51B(1) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") are set out below:

**The Hon Sir Sze-yuen CHUNG\*** GBM, GBE, PhD, FREng, JP

- Sir Sze-yuen Chung was former Independent Non-executive Director of CLP Holdings Limited

**Dr KWOK Ping-sheung, Walter** JP, D.Sc., MSc(Lond), DIC, MICE

- Dr Kwok is a Fellow of the Hong Kong Institution of Engineers. He is also the Vice Chairman of Friends of Hong Kong Association Development Foundation Ltd.

**Dr John CHAN Cho Chak** GBS, JP, DBA(Hon), DSocSc(Hon), BA, DipMS, CCMI, FCILT, FHKIoD

- Dr Chan is a Director of The Community Chest. He was conferred Honorary Doctorates in Social Sciences by The Hong Kong University of Science and Technology and The University of Hong Kong in 2009 and 2011 respectively

**Dr Eric LI Ka Cheung\*** GBS, OBE, JP, LLD, DSocSc, BA, FCPA(Practising), FCA, FCPA(Aust.), FCIS

- Dr Li is a member of the 12th National Committee of the Chinese People's Political Consultative Conference

(\* Independent Non-executive Director)

Other than that disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

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

The Directors of the Company who held office at 30 June 2011 had the following interests in the shares of the Company, subsidiaries and other associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) at that date as recorded in the register of Directors’ and chief executives’ interests and short positions required to be kept under Section 352 of the SFO:

### I. Interests in Issued Shares

#### (a) The Company

|  | Ordinary shares of HK\$1 each |                  |                     |                        | Total number of shares held | Percentage of total issued shares |
|--|-------------------------------|------------------|---------------------|------------------------|-----------------------------|-----------------------------------|
|  | Personal interests            | Family interests | Corporate interests | Trustee interests      |                             |                                   |
| The Hon Sir Sze-yuen CHUNG*  | 18,821                        | —                | —                   | —                      | 18,821                      | 0.005%                            |
| Dr Norman LEUNG Nai Pang*  | —                             | —                | —                   | —                      | —                           | —                                 |
| KWOK Ping-luen, Raymond  | 393,350                       | —                | —                   | —                      | 393,350                     | 0.097%                            |
| Dr KWOK Ping-sheung, Walter  | 61,522                        | —                | —                   | —                      | 61,522                      | 0.015%                            |
| NG Siu Chan  | —                             | 21,000,609       | —                   | —                      | 21,000,609                  | 5.203%                            |
| William LOUEY Lai Kuen   | 6,251,416                     | —                | —                   | —                      | 6,251,416                   | 1.549%                            |
| Dr John CHAN Cho Chak  | 2,000                         | —                | —                   | —                      | 2,000                       | —                                 |
| Charles LUI Chung Yuen   | 12,427                        | —                | —                   | 2,651,750<br>(Note 1)  | 2,664,177                   | 0.660%                            |
| Winnie NG<br>(Non-executive Director and Alternate Director to Mr NG Siu Chan) | 41,416                        | —                | —                   | 21,000,609<br>(Note 2) | 21,042,025                  | 5.213%                            |
| George CHIEN Yuan Hwei   | 2,000                         | —                | —                   | —                      | 2,000                       | —                                 |
| Dr Eric LI Ka Cheung*  | —                             | —                | —                   | —                      | —                           | —                                 |
| Edmond HO Tat Man  | —                             | —                | —                   | —                      | —                           | —                                 |
| SIU Kwing-chue, Gordon*  | —                             | —                | —                   | —                      | —                           | —                                 |
| John Anthony MILLER  | —                             | —                | —                   | —                      | —                           | —                                 |
| Evan AU YANG Chi Chun  | —                             | —                | —                   | —                      | —                           | —                                 |
| YUNG Wing Chung<br>(Alternate Director to Mr KWOK Ping-luen, Raymond)          | —                             | —                | —                   | —                      | —                           | —                                 |
| SO Wai Kei, Godwin<br>(Alternate Director to Dr KWOK Ping-sheung, Walter)      | —                             | —                | —                   | —                      | —                           | —                                 |

\* Independent Non-executive Director

#### Notes:

- Mr Charles Lui Chung Yuen and members of his family together have interests in certain private trusts which beneficially held 2,651,750 shares in the Company.
- Ms Winnie Ng has interest in 21,000,609 shares in the Company as a beneficiary in certain private trusts which beneficially held the aforesaid block of shares.

## (b) RoadShow Holdings Limited (“RoadShow”), a subsidiary of the Company

|   | Ordinary shares of HK\$0.1 each |                     |                        |                      | Total<br>number of<br>shares held | Percentage<br>of total<br>issued<br>shares |
|---|---------------------------------|---------------------|------------------------|----------------------|-----------------------------------|--|
|   | Personal<br>interests           | Family<br>interests | Corporate<br>interests | Trustee<br>interests |                                   |  |
| The Hon Sir Sze-yuen CHUNG*   | 4,000                           | —                   | —                      | —                    | 4,000                             | —  |
| Dr Norman LEUNG Nai Pang*   | —                               | —                   | —                      | —                    | —                                 | —  |
| KWOK Ping-luen, Raymond   | 37,400                          | —                   | —                      | —                    | 37,400                            | 0.004%                                     |
| Dr KWOK Ping-sheung, Walter   | 6,600                           | —                   | —                      | —                    | 6,600                             | 0.001%                                     |
| NG Siu Chan   | —                               | 123,743             | —                      | —                    | 123,743                           | 0.012%                                     |
| William LOUEY Lai Kuen  | 412,371                         | —                   | —                      | —                    | 412,371                           | 0.041%                                     |
| Dr John CHAN Cho Chak   | —                               | —                   | —                      | —                    | —                                 | —  |
| Charles LUI Chung Yuen  | —                               | —                   | —                      | 209,131<br>(Note 1)  | 209,131                           | 0.021%                                     |
| Winnie NG<br>(Non-executive Director and<br>Alternate Director to Mr NG Siu Chan) | 1,000,000                       | —                   | —                      | 123,743<br>(Note 2)  | 1,123,743                         | 0.113%                                     |
| George CHIEN Yuan Hwei  | —                               | —                   | —                      | —                    | —                                 | —  |
| Dr Eric LI Ka Cheung*   | —                               | —                   | —                      | —                    | —                                 | —  |
| Edmond HO Tat Man   | —                               | —                   | —                      | —                    | —                                 | —  |
| SIU Kwing-chue, Gordon*   | —                               | —                   | —                      | —                    | —                                 | —  |
| John Anthony MILLER   | —                               | —                   | —                      | —                    | —                                 | —  |
| Evan AU YANG Chi Chun   | —                               | —                   | —                      | —                    | —                                 | —  |
| YUNG Wing Chung<br>(Alternate Director to Mr KWOK Ping-luen, Raymond)             | —                               | —                   | —                      | —                    | —                                 | —  |
| SO Wai Kei, Godwin<br>(Alternate Director to Dr KWOK Ping-sheung, Walter)         | —                               | —                   | —                      | —                    | —                                 | —  |

\* Independent Non-executive Director

## Notes:

1. Mr Charles Lui Chung Yuen and members of his family together have interests in certain private trusts which beneficially held 209,131 shares in RoadShow.
2. Ms Winnie Ng has interest in 123,743 shares in RoadShow as a beneficiary in certain private trusts which beneficially held the aforesaid block of shares.

As at 30 June 2011, none of the Directors had any non-beneficial interest in the share capital of the Company.

## II. Interests in Underlying Shares

None of the Directors or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Company or any of its subsidiaries or other associated corporations, as recorded in the register of directors' interests and short positions required to be kept under Section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

### DIRECTORS' INTERESTS IN CONTRACTS

As disclosed in note 18 to the interim financial report, certain subsidiaries of the Group entered into transactions with certain subsidiaries of a shareholder, Sun Hung Kai Properties Limited ("SHKP"). Mr Kwok Ping-luen, Raymond and Dr Kwok Ping-sheung, Walter are directors of SHKP. Mr Kwok Ping-luen, Raymond is materially interested in these transactions by virtue of his interest and deemed interest under Part XV of the Securities and Futures Ordinance in more than 5% of the issued shares of SHKP and the interest of Dr Kwok Ping-sheung, Walter in the issued shares of SHKP is pending resolution.

Save as disclosed above, no contract of significance to which the Company, any of its holding companies, subsidiaries or fellow subsidiaries was a party and in which a Director of the Company had a material interest, subsisted at the end of the six months ended 30 June 2011.

### DISCLOSEABLE INTERESTS OF SHAREHOLDERS IN SHARES AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 30 June 2011, the interests or short positions of the persons, other than Directors and the chief executive of the Company, being 5% or more in the interest in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO, were as follows:

|  | Ordinary shares of HK\$1 each |                     |                             | Percentage of total issued shares |
|--|-------------------------------|---------------------|-----------------------------|-----------------------------------|
|  | Registered shareholders       | Corporate interests | Total number of shares held |                                   |
| Sun Hung Kai Properties Limited<br>(Notes 1 and 2) | —                             | 133,271,012         | 133,271,012                 | 33.0%                             |
| Arklake Limited (Note 1)                           | 68,600,352                    | —                   | 68,600,352                  | 17.0%                             |
| HSBC International Trustee Limited<br>(Note 3)     | 40,316,715                    | —                   | 40,316,715                  | 10.0%                             |
| HSBC Trustee (C.I.) Limited<br>(Note 3)            | 134,341,973                   | —                   | 134,341,973                 | 33.3%                             |
| Kwong Tai Holdings (PTC) Limited<br>(Note 4)       | 21,000,609                    | —                   | 21,000,609                  | 5.2%                              |

*Notes:*

1. The interest disclosed by Sun Hung Kai Properties Limited (“SHKP”) includes the 68,600,352 shares disclosed by Arklake Limited.
2. Under The Code on Takeovers and Mergers (the “Takeovers Code”), a person will be subject to mandatory offer obligations if such person acquires, whether by a series of transactions over a period of time or not, 30% or more of the voting rights of a company. Such threshold was reduced from 35% to 30% with effect from 19 October 2001. However, transitional provisions apply where a person, or two or more persons acting in concert, holds 30% or more of the voting rights of a company but less than 35% of such voting rights immediately prior to 19 October 2001. For so long as such holding remains in this range and until 10 years after that date, the Takeovers Code shall be interpreted and applied as if the 30% trigger in Rule 26.1(a) and (b) of the Takeovers Code was 35% for such person or persons and such person or persons are not subject to the 2% creeper under Rule 26.1(c) and (d) of the Takeovers Code. In this regard, SHKP held 30% or more of the voting rights of the Company but less than 35% of such voting rights immediately prior to 19 October 2001, and the above transitional provisions apply to SHKP for so long as its holding remains within the range of 30% and 35% for a period of 10 years after 19 October 2001.
3. HSBC International Trustee Limited and HSBC Trustee (C.I.) Limited are deemed to be interested in a total of 174,658,688 shares in the Company held on trust for their clients, of which 133,271,012 shares are held for SHKP.
4. The interest disclosed by Kwong Tai Holdings (PTC) Limited includes 21,000,609 shares disclosed by Mr Ng Siu Chan and Ms Winnie Ng, both of whom are Directors of the Company.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S SHARES

During the six months ended 30 June 2011, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s own shares.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the code of conduct regarding securities transactions by Directors as set out in Appendix 10 to the Listing Rules during the interim period under review, and, following specific enquiry by the Company, it is noted that all Directors have complied with the required standard of dealings set out therein.

## CORPORATE GOVERNANCE

The Company has complied throughout the six months ended 30 June 2011 with the code provisions set out in the Code on Corporate Governance Practices as contained in Appendix 14 to the Listing Rules.

## AUDIT COMMITTEE

The Audit Committee of the Company, together with management and the Company’s external auditors, KPMG, has reviewed the accounting principles and policies adopted by the Group, discussed auditing, internal control and financial reporting matters, and also reviewed the unaudited interim financial report for the six months ended 30 June 2011. The independent review report of the external auditors is set out on page 35 of this interim report.

## CONSOLIDATED INCOME STATEMENT

### FOR THE SIX MONTHS ENDED 30 JUNE 2011

|   | Note   | Six months ended 30 June            |                                     |
|---|--------|-------------------------------------|-------------------------------------|
|   |        | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| <b>Turnover</b>   | 3, 11  | <b>3,435.1</b>                      | 3,307.8                             |
| Other net income  | 4      | <b>115.4</b>                        | 116.9                               |
| Cost of properties sold                                     |        | <b>(22.9)</b>                       | (6.6)                               |
| Staff costs   | 5      | <b>(1,522.1)</b>                    | (1,518.6)                           |
| Depreciation and amortisation                               |        | <b>(435.8)</b>                      | (442.4)                             |
| Fuel and oil  |        | <b>(745.5)</b>                      | (544.2)                             |
| Toll charges  |        | <b>(191.6)</b>                      | (181.4)                             |
| Spare parts and stores                                      |        | <b>(120.5)</b>                      | (120.4)                             |
| Selling and marketing expenses for property sales           |        | <b>(1.3)</b>                        | (2.2)                               |
| Other operating expenses                                    |        | <b>(352.5)</b>                      | (338.2)                             |
| <b>Profit from operations</b>                               |        | <b>158.3</b>                        | 270.7                               |
| Finance costs   | 6      | <b>(4.2)</b>                        | (3.3)                               |
| Gain on disposal of building and interest in leasehold land | 18(ix) | <b>—</b>                            | 489.1                               |
| Share of profits of associates                              |        | <b>17.7</b>                         | 21.0                                |
| Impairment loss on other financial assets                   | 13(b)  | <b>(109.6)</b>                      | (110.0)                             |
| <b>Profit before taxation</b>                               |        | <b>62.2</b>                         | 667.5                               |
| Income tax  | 7      | <b>(17.9)</b>                       | (32.9)                              |
| <b>Profit for the period</b>                                |        | <b>44.3</b>                         | 634.6                               |
| <b>Profit/(loss) for the period attributable to:</b>        |        |                                     |                                     |
| Equity shareholders of the Company                          |        | <b>64.3</b>                         | 658.5                               |
| Non-controlling interests                                   |        | <b>(20.0)</b>                       | (23.9)                              |
| <b>Profit for the period</b>                                |        | <b>44.3</b>                         | 634.6                               |

**CONSOLIDATED INCOME STATEMENT****FOR THE SIX MONTHS ENDED 30 JUNE 2011** *(continued)*

|   | Note | Six months ended 30 June            |                                     |
|---|------|-------------------------------------|-------------------------------------|
|   |      | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| <b>Profit/(loss) for the period attributable to equity shareholders of the Company:</b>     |      |                                     |                                     |
| Arising from sales of building and interest in leasehold land and Manhattan Hill Properties |      | 73.9                                | 511.7                               |
| Arising from the Group's other operations   |      | (9.6)                               | 146.8                               |
|   |      | <b>64.3</b>                         | <b>658.5</b>                        |
| <b>Basic and diluted earnings/(loss) per share:</b>   | 10   |                                     |                                     |
| Arising from sales of building and interest in leasehold land and Manhattan Hill Properties |      | HK\$ 0.18                           | HK\$1.27                            |
| Arising from the Group's other operations   |      | HK\$(0.02)                          | HK\$0.36                            |
|   |      | <b>HK\$ 0.16</b>                    | <b>HK\$1.63</b>                     |

The notes on pages 23 to 34 form part of this interim financial report.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

### FOR THE SIX MONTHS ENDED 30 JUNE 2011

|  | Note | Six months ended 30 June            |                                     |
|--|------|-------------------------------------|-------------------------------------|
|  |      | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| <b>Profit for the period</b>   |      | <b>44.3</b>                         | 634.6                               |
| <b>Other comprehensive income for the period<br/>(after tax and reclassification adjustments):</b> |      |                                     |                                     |
| Exchange difference on translation of financial statements of entities outside Hong Kong           |      | 12.7                                | 5.1                                 |
| Reclassification of exchange reserve on disposal of an operation outside Hong Kong                 |      | (0.8)                               | —                                   |
| Available-for-sale debt securities: net movement in the fair value reserve                         | 9(a) | 6.5                                 | 2.0                                 |
| Cash flow hedges: net movement in the hedging reserve  | 9(b) | —                                   | 4.3                                 |
| <b>Total comprehensive income for the period</b>   |      | <b>62.7</b>                         | 646.0                               |
| <b>Attributable to:</b>  |      |                                     |                                     |
| Equity shareholders of the Company   |      | 82.7                                | 669.9                               |
| Non-controlling interests  |      | (20.0)                              | (23.9)                              |
| <b>Total comprehensive income for the period</b>   |      | <b>62.7</b>                         | 646.0                               |

The notes on pages 23 to 34 form part of this interim financial report.

## CONSOLIDATED BALANCE SHEET

### AT 30 JUNE 2011

|  | Note | At 30 June<br>2011<br>HK\$ million<br>(Unaudited) | At 31 December<br>2010<br>HK\$ million<br>(Audited) |
|--|------|---|---|
| <b>Non-current assets</b>                    |      |   |   |
| Fixed assets                                 | 12   |   |   |
| — Investment properties                      |      | 121.5   | 123.8   |
| — Investment property under development      |      | 5.6   | 5.2   |
| — Interest in leasehold land                 |      | 72.4  | 73.4  |
| — Other property, plant and equipment        |      | 4,154.2   | 4,073.9   |
|  |      | 4,353.7   | 4,276.3   |
| Passenger service licences                   |      | 22.5  | 22.5  |
| Goodwill                                     |      | 63.3  | 63.3  |
| Non-current prepayments                      |      | 5.7   | 44.3  |
| Interest in associates                       |      | 644.4   | 640.3   |
| Other financial assets                       | 13   | 485.5   | 636.2   |
| Employee benefit assets                      |      | 758.3   | 790.0   |
| Deferred tax assets                          |      | 5.2   | 6.1   |
|  |      | 6,338.6   | 6,479.0   |
| <b>Current assets</b>                        |      |   |   |
| Completed property held for sale             |      | 22.3  | 45.2  |
| Spare parts and stores                       |      | 60.5  | 62.0  |
| Accounts receivable                          | 14   | 262.8   | 256.6   |
| Other financial assets                       | 13   | 15.2  | —   |
| Deposits and prepayments                     |      | 72.6  | 32.6  |
| Current taxation recoverable                 |      | 12.8  | 15.8  |
| Pledged and restricted bank deposits         |      | 59.9  | 73.9  |
| Cash and cash equivalents                    | 15   | 2,578.1   | 2,726.8   |
|  |      | 3,084.2   | 3,212.9   |
| <b>Current liabilities</b>                   |      |   |   |
| Bank loans and overdrafts                    |      | 73.5  | 197.6   |
| Accounts payable and accruals                | 16   | 1,003.2   | 1,109.0   |
| Third party claims payable                   |      | 144.2   | 131.1   |
| Current taxation payable                     |      | 17.8  | 12.4  |
|  |      | 1,238.7   | 1,450.1   |
| <b>Net current assets</b>                    |      | <b>1,845.5</b>                                    | <b>1,762.8</b>                                      |
| <b>Total assets less current liabilities</b> |      | <b>8,184.1</b>                                    | <b>8,241.8</b>                                      |

## CONSOLIDATED BALANCE SHEET

AT 30 JUNE 2011 (continued)

|  | Note | At 30 June<br>2011<br>HK\$ million<br>(Unaudited) | At 31 December<br>2010<br>HK\$ million<br>(Audited) |
|--|------|---|---|
| <b>Non-current liabilities</b>   |      |   |   |
| Bank loans   |      | 797.6   | 469.9   |
| Contingency provision — insurance  |      | 300.3   | 300.3   |
| Deferred tax liabilities   |      | 493.2   | 499.5   |
| Provision for long service payments  |      | 26.3  | 29.9  |
|  |      | <b>1,617.4</b>                                    | 1,299.6   |
| <b>Net assets</b>  |      |   |   |
|  |      | <b>6,566.7</b>                                    | 6,942.2   |
| <b>Capital and reserves</b>  |      |   |   |
| Share capital  |      | 403.6   | 403.6   |
| Reserves   |      | 5,992.6   | 6,333.7   |
| <b>Total equity attributable to equity shareholders<br/>of the Company</b> |      |   |   |
|  |      | <b>6,396.2</b>                                    | 6,737.3   |
| <b>Non-controlling interests</b>   |      |   |   |
|  |      | <b>170.5</b>                                      | 204.9   |
| <b>Total equity</b>  |      |   |   |
|  |      | <b>6,566.7</b>                                    | 6,942.2   |

Approved and authorised for issue by the Board of Directors on 18 August 2011

**S.Y. CHUNG**  
*Chairman*

**Edmond HO Tat Man**  
*Managing Director*

The notes on pages 23 to 34 form part of this interim financial report.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### FOR THE SIX MONTHS ENDED 30 JUNE 2011

(Unaudited)  
Attributable to equity shareholders of the Company

| Note  | Share capital<br>HK\$ million | Other reserves<br>HK\$ million | Exchange reserve<br>HK\$ million | Hedging reserve<br>HK\$ million | Fair value reserve<br>HK\$ million | Retained profits<br>HK\$ million | Total<br>HK\$ million | Non-controlling interests<br>HK\$ million | Total equity<br>HK\$ million |
|---|-------------------------------|--------------------------------|----------------------------------|---------------------------------|------------------------------------|----------------------------------|-----------------------|---|------------------------------|
| <b>Balance at 1 January 2010</b>                                    | 403.6                         | 1,102.8                        | 111.3                            | —                               | —                                  | 5,171.2                          | 6,788.9               | 228.8                                     | 7,017.7                      |
| <b>Changes in equity for the six months ended 30 June 2010:</b>     |                               |                                |                                  |                                 |                                    |                                  |                       |   |                              |
| Profit/(loss) for the period  | —                             | —                              | —                                | —                               | —                                  | 658.5                            | 658.5                 | (23.9)                                    | 634.6                        |
| Other comprehensive income  | —                             | —                              | 5.1                              | 4.3                             | 2.0                                | —                                | 11.4                  | —   | 11.4                         |
| Total comprehensive income for the period                           | —                             | —                              | 5.1                              | 4.3                             | 2.0                                | 658.5                            | 669.9                 | (23.9)                                    | 646.0                        |
| Dividends approved in respect of the previous year                  | 8(b)                          | —                              | —                                | —                               | —                                  | (827.4)                          | (827.4)               | —   | (827.4)                      |
| Repayment of capital to non-controlling interests                   | —                             | —                              | —                                | —                               | —                                  | —                                | —                     | (3.9)                                     | (3.9)                        |
| Dividends paid to non-controlling interests                         | —                             | —                              | —                                | —                               | —                                  | —                                | —                     | (8.4)                                     | (8.4)                        |
| <b>Balance at 30 June 2010 and 1 July 2010</b>                      | 403.6                         | 1,102.8                        | 116.4                            | 4.3                             | 2.0                                | 5,002.3                          | 6,631.4               | 192.6                                     | 6,824.0                      |
| <b>Changes in equity for the six months ended 31 December 2010:</b> |                               |                                |                                  |                                 |                                    |                                  |                       |   |                              |
| Profit for the period   | —                             | —                              | —                                | —                               | —                                  | 208.4                            | 208.4                 | 12.3                                      | 220.7                        |
| Other comprehensive income  | —                             | —                              | 16.7                             | (4.3)                           | 6.2                                | —                                | 18.6                  | —   | 18.6                         |
| Total comprehensive income for the period                           | —                             | —                              | 16.7                             | (4.3)                           | 6.2                                | 208.4                            | 227.0                 | 12.3                                      | 239.3                        |
| Dividends approved in respect of the current period                 | 8(a)                          | —                              | —                                | —                               | —                                  | (121.1)                          | (121.1)               | —   | (121.1)                      |
| <b>Balance at 31 December 2010 and 1 January 2011</b>               | 403.6                         | 1,102.8                        | 133.1                            | —                               | 8.2                                | 5,089.6                          | 6,737.3               | 204.9                                     | 6,942.2                      |
| <b>Changes in equity for the six months ended 30 June 2011:</b>     |                               |                                |                                  |                                 |                                    |                                  |                       |   |                              |
| Profit/(loss) for the period  | —                             | —                              | —                                | —                               | —                                  | 64.3                             | 64.3                  | (20.0)                                    | 44.3                         |
| Other comprehensive income  | —                             | —                              | 11.9                             | —                               | 6.5                                | —                                | 18.4                  | —   | 18.4                         |
| Total comprehensive income for the period                           | —                             | —                              | 11.9                             | —                               | 6.5                                | 64.3                             | 82.7                  | (20.0)                                    | 62.7                         |
| Dividends approved in respect of the previous year                  | 8(b)                          | —                              | —                                | —                               | —                                  | (423.8)                          | (423.8)               | —   | (423.8)                      |
| Dividends paid to non-controlling interests                         | —                             | —                              | —                                | —                               | —                                  | —                                | —                     | (13.1)                                    | (13.1)                       |
| Transfer of reserves upon disposal of subsidiaries                  | —                             | (0.2)                          | —                                | —                               | —                                  | 0.2                              | —                     | (1.3)                                     | (1.3)                        |
| <b>Balance at 30 June 2011</b>                                      | 403.6                         | 1,102.6                        | 145.0                            | —                               | 14.7                               | 4,730.3                          | 6,396.2               | 170.5                                     | 6,566.7                      |

The notes on pages 23 to 34 form part of this interim financial report.

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

### FOR THE SIX MONTHS ENDED 30 JUNE 2011

|   | Six months ended 30 June            |                                     |
|---|-------------------------------------|-------------------------------------|
|   | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| Cash generated from operations  | 530.4                               | 597.9                               |
| Tax paid  | (13.6)                              | (24.1)                              |
| Net cash generated from operating activities                                | 516.8                               | 573.8                               |
| Net cash (used in)/generated from investing activities                      | (65.5)                              | 386.6                               |
| Net cash used in financing activities                                       | (236.9)                             | (839.9)                             |
| Net increase in cash and cash equivalents                                   | 214.4                               | 120.5                               |
| Cash and cash equivalents at 1 January                                      | 642.1                               | 671.7                               |
| Effect of foreign exchange rate changes                                     | 4.0                                 | 1.0                                 |
| Cash and cash equivalents at 30 June  | 860.5                               | 793.2                               |
| Analysis of cash and cash equivalents                                       |                                     |                                     |
| Cash and cash equivalents in the consolidated balance sheet                 | 2,578.1                             | 2,945.8                             |
| Less: Bank deposits with original maturities of over three months           | (1,714.0)                           | (2,135.9)                           |
| Bank overdrafts   | (3.6)                               | (16.7)                              |
| Cash and cash equivalents in the condensed consolidated cash flow statement | 860.5                               | 793.2                               |

The notes on pages 23 to 34 form part of this interim financial report.

## NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

### 1 Basis of preparation

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 18 August 2011.

The accounting policies adopted in the preparation of this interim financial report are consistent with those set out in the Group’s 2010 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2011 annual financial statements. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2010 annual financial statements. The consolidated interim financial statements and notes thereto do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by HKICPA.

This interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the HKICPA. KPMG’s independent review report to the Board of Directors is included on page 35. This interim financial report has also been reviewed by the Audit Committee of the Company.

The financial information relating to the financial year ended 31 December 2010 that is included in the interim financial report as being previously reported information does not constitute the Company’s statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 31 December 2010 are available from the Company’s principal office. The independent auditor has expressed an unqualified opinion on those financial statements in the independent auditor’s report dated 17 March 2011.

### 2 Changes in accounting policies

The HKICPA has issued a number of amendments to HKFRSs and one new Interpretation that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group’s financial statements:

- HKAS 24 (revised 2009), *Related party disclosures*
- Improvements to HKFRSs (2010)
- Amendments to HK(IFRIC) 14, HKAS 19 — *The limit on a defined benefit asset, minimum funding requirements and their interaction — Prepayments of a minimum funding requirement*

## 2 Changes in accounting policies (continued)

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

The amendments to HK(IFRIC) 14 have had no material impact on the Group's financial statements as they were consistent with policies already adopted by the Group.

The remaining developments related primarily to clarification of certain disclosure requirements applicable to the Group's financial statements. These developments have had no material impact on the contents of this interim financial report.

## 3 Turnover

Turnover comprises revenue from the operation of franchised public bus and non-franchised transport services, revenue from sales of properties, revenue from media sales and gross rentals from investment properties recognised during the period and is analysed as follows:

|  | Six months ended 30 June            |                                     |
|--|-------------------------------------|-------------------------------------|
|  | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| Fare revenue from franchised public bus services | 3,011.7                             | 2,991.1                             |
| Revenue from non-franchised transport services   | 128.1                               | 128.0                               |
| Revenue from sales of properties                 | 108.0                               | 29.4                                |
| Media sales revenue                              | 178.0                               | 153.1                               |
| Gross rentals from investment properties         | 9.3                                 | 6.2                                 |
|  | <b>3,435.1</b>                      | <b>3,307.8</b>                      |

## 4 Other net income

|  | Six months ended 30 June            |                                     |
|--|-------------------------------------|-------------------------------------|
|  | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| Net movement in balance of passenger rewards (see note below)                      | 15.1                                | 14.8                                |
| Net income recognised in respect of defined benefit retirement plans               | 42.3                                | 37.0                                |
| Interest income on instalments receivable from sales of properties                 | 0.1                                 | 0.2                                 |
| Interest income on other financial assets not at fair value through profit or loss | 19.1                                | 16.4                                |
| Claims received  | 12.3                                | 11.5                                |
| Dividend income from unlisted securities   | 13.6                                | 16.1                                |
| Net miscellaneous business receipts  | 3.8                                 | 3.8                                 |
| Net exchange gain  | 2.3                                 | 4.3                                 |
| Net gain on disposal of fixed assets   | 2.7                                 | 1.8                                 |
| Sundry revenue   | 4.1                                 | 11.0                                |
|  | <b>115.4</b>                        | <b>116.9</b>                        |

#### 4 Other net income (continued)

Note: Under the revised Modified Basket of Factors approach, which is the existing basis for the assessment of bus fare adjustment applications, 50% of any return on a franchised bus operator in a given year in excess of a prescribed triggering point of return on its average net fixed assets is required to be set aside and accumulated in a balance of passenger rewards which would be available to relieve the pressure for future fare increases and to facilitate the offer of bus fare concessions. The prescribed triggering point of return for 2011 and 2010 was 9.7% per annum. The balance of passenger rewards of the Group as at 30 June 2011, included in accounts payable and accruals, was HK\$16.5 million (31 December 2010: HK\$31.6 million).

#### 5 Staff costs

|  | Six months ended 30 June            |                                     |
|--|-------------------------------------|-------------------------------------|
|  | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| Contributions to defined contribution retirement plans | 33.3                                | 31.6                                |
| Movements in provision for long service payments       | 3.3                                 | 2.3                                 |
| Salaries, wages and other benefits                     | 1,485.5                             | 1,484.7                             |
|  | <b>1,522.1</b>                      | <b>1,518.6</b>                      |

#### 6 Finance costs

|  | Six months ended 30 June            |                                     |
|--|-------------------------------------|-------------------------------------|
|  | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| Interest on bank loans and overdrafts not at fair value through profit or loss | 4.2                                 | 3.3                                 |

#### 7 Income tax

|   | Six months ended 30 June            |                                     |
|---|-------------------------------------|-------------------------------------|
|   | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| <b>Current tax</b>  |                                     |                                     |
| Provision for Hong Kong Profits Tax for the period            | 22.0                                | 45.8                                |
| <b>The People's Republic of China ("PRC") withholding tax</b> | 1.3                                 | —                                   |
| <b>Deferred tax</b>   |                                     |                                     |
| Origination and reversal of temporary differences             | (5.4)                               | (12.9)                              |
| Income tax  | <b>17.9</b>                         | <b>32.9</b>                         |

## 7 Income tax (continued)

The provision for Hong Kong Profits Tax is calculated by applying the estimated annual effective tax rate of 16.5% for the six months ended 30 June 2011 (six months ended 30 June 2010: 16.5%).

## 8 Dividends

### (a) Dividend attributable to the interim period:

|  | Six months ended 30 June            |                                     |
|--|-------------------------------------|-------------------------------------|
|  | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| <b>Dividend declared after the interim period end:</b>   |                                     |                                     |
| Ordinary interim dividend of HK\$0.15 per share<br>(2010: Ordinary interim dividend of HK\$0.30 per share) | 60.5                                | 121.1                               |

The dividend has not been recognised as a liability at the balance sheet date.

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

|  | Six months ended 30 June            |                                     |
|--|-------------------------------------|-------------------------------------|
|  | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| Ordinary final dividend in respect of the financial year ended 31 December 2010, approved and paid during the following interim period, of HK\$1.05 per share (2010: HK\$1.05 per share in respect of the year ended 31 December 2009) | 423.8                               | 423.8                               |
| Special final dividend in respect of the financial year ended 31 December 2009, approved and paid during the following interim period, of HK\$1.00 per share   | —                                   | 403.6                               |
|  | 423.8                               | 827.4                               |

## 9 Other comprehensive income

### (a) Available-for-sale debt securities

|   | Six months ended 30 June            |                                     |
|---|-------------------------------------|-------------------------------------|
|   | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| Change in fair value recognised during the period | 6.5                                 | 2.0                                 |

## 9 Other comprehensive income (continued)

### (b) Cash flow hedges

|   | Six months ended 30 June            |                                     |
|---|-------------------------------------|-------------------------------------|
|   | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| Change in fair value recognised during the period | —                                   | 4.3                                 |

## 10 Earnings/(loss) per share

### (a) Basic earnings/(loss) per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of HK\$64.3 million (six months ended 30 June 2010: HK\$658.5 million) and 403.6 million shares in issue during the periods presented. The calculation of basic earnings/(loss) per share arising from the sales of building and interest in leasehold land and Manhattan Hill Properties and the Group's other operations is based on profits of HK\$73.9 million (six months ended 30 June 2010: HK\$511.7 million) and loss of HK\$9.6 million (six months ended 30 June 2010: profit of HK\$146.8 million) respectively arising from the respective operations and 403.6 million shares in issue during the periods presented.

### (b) Diluted earnings/(loss) per share

There were no dilutive potential ordinary shares during the six months ended 30 June 2011 and 2010.

## 11 Segment reporting

The Group manages its business by business lines. In a manner consistent with the way in which information is reported internally to the Group's chief operating decision makers ("CODM") for the purposes of resources allocation and performance assessment, the Group has identified the following three reportable segments:

- Franchised bus operation
- Media sales business
- Property development

Other operating segments which do not meet the quantitative thresholds prescribed by HKFRS 8 for determining reportable segments are combined as "all other segments". Such operating segments generate profits mainly from the provision of non-franchised transport operation, leasing of investment properties and investments in associates.

### (a) Segment results

In accordance with HKFRS 8, segment information disclosed in the interim financial report has been prepared in a manner consistent with the information used by the Group's CODM for the purposes of assessing segment performance and allocating resources between segments. In this regard, the Group's CODM monitors the results attributable to each reportable segment on the following bases:

## 11 Segment reporting (continued)

### (a) Segment results (continued)

Revenue and expenses are allocated to the reportable segments with reference to the revenue generated and expenses incurred by those segments. The measure used for reporting segment profit is net profit after taxation, adjusted for head office or corporate administration costs which are not specifically attributable to individual segments. Inter-segment revenue is priced with reference to prices charged to external parties for similar transactions.

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resources allocation and assessment of segment performance for the period is set out below:

|                                  | Franchised bus operation            |                                     | Media sales business                |                                     | Property development                |                                     | All other segments                  |                                     | Total                               |                                     |
|----------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
|                                  | Six months ended 30 June            |                                     | Six months ended 30 June            |                                     | Six months ended 30 June            |                                     | Six months ended 30 June            |                                     | Six months ended 30 June            |                                     |
|                                  | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| Revenue from external customers  | 3,012.9                             | 2,992.0                             | 176.8                               | 152.2                               | 108.0                               | 29.4                                | 137.4                               | 134.2                               | 3,435.1                             | 3,307.8                             |
| Inter-segment revenue            | 50.1                                | 47.6                                | —                                   | —                                   | —                                   | —                                   | 12.9                                | 12.4                                | 63.0                                | 60.0                                |
| Reportable segment revenue       | 3,063.0                             | 3,039.6                             | 176.8                               | 152.2                               | 108.0                               | 29.4                                | 150.3                               | 146.6                               | 3,498.1                             | 3,367.8                             |
| Reportable segment (loss)/profit | (10.7)                              | 143.6                               | (80.6)                              | (95.8)                              | 73.9                                | 22.6                                | 32.8                                | 43.9                                | 15.4                                | 114.3                               |

### (b) Reconciliation of reportable segment revenue and profit

|   | Six months ended 30 June            |                                     |
|---|-------------------------------------|-------------------------------------|
|   | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| <b>Revenue</b>  |                                     |                                     |
| Reportable segment revenue                                  | 3,347.8                             | 3,221.2                             |
| Revenue from all other segments                             | 150.3                               | 146.6                               |
| Elimination of inter-segment revenue                        | (63.0)                              | (60.0)                              |
| Consolidated turnover                                       | 3,435.1                             | 3,307.8                             |
|   |                                     |                                     |
|   | Six months ended 30 June            |                                     |
|   | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| <b>Profit</b>   |                                     |                                     |
| Reportable segment (loss)/profit                            | (17.4)                              | 70.4                                |
| Profit from all other segments                              | 32.8                                | 43.9                                |
| Gain on disposal of building and interest in leasehold land | —                                   | 489.1                               |
| Unallocated profits   | 28.9                                | 31.2                                |
| Consolidated profit after taxation                          | 44.3                                | 634.6                               |

## 12 Fixed assets

During the six months ended 30 June 2011, the Group acquired property, plant and equipment with a cost of HK\$515.1 million (six months ended 30 June 2010: HK\$430.2 million). Certain items of plant and equipment with net book value of HK\$1.7 million (six months ended 30 June 2010: HK\$0.4 million) were disposed of during the six months ended 30 June 2011 resulting in a net gain on disposal of HK\$2.7 million (six months ended 30 June 2010: HK\$1.8 million). Certain building and interest in leasehold land was partially disposed of to a related party during the six months ended 30 June 2010 (see note 18(ix)).

## 13 Other financial assets

|   | At<br>30 June<br>2011<br>HK\$ million<br>(Unaudited) | At<br>31 December<br>2010<br>HK\$ million<br>(Audited) |
|---|--|--|
| Instalments receivable from sales of properties                                   | 2.5  | 3.0  |
| Unlisted equity securities, at cost less impairment losses                        | 15.4   | 38.9   |
| Loans to investee   | —  | 97.2   |
| Amount due from investee  | —  | 15.9   |
| Available-for-sale debt securities  |  |  |
| — listed outside Hong Kong  | 444.4  | 442.7  |
| — unlisted  | 38.4   | 38.5   |
|   | <b>500.7</b>   | 636.2  |
| Less: unlisted available-for-sale debt securities classified<br>as current assets | <b>(15.2)</b>  | —  |
| Other financial assets classified as non-current assets                           | <b>485.5</b>   | 636.2  |

- (a) Instalments receivable from sales of properties are neither past due nor impaired. Instalments receivable from sales of properties relate to customers from whom there was no recent history of default. Properties sold to the customers serve as collateral.
- (b) During the six months ended 30 June 2011, the RoadShow Group requested AdSociety Daye Advertising Company Limited (the “investee”) to repay the loans totalling HK\$70.2 million due to it upon expiry. However, the investee had defaulted on the agreed repayment schedule. In addition, the RoadShow Group has undertaken various discussions with the investee to restructure the investment in and loans to the investee. Up to the date of this report, the RoadShow Group has not been able to obtain a viable proposal from the investee. The RoadShow Group is now actively considering taking appropriate legal action to secure its position.

The default of loan repayment has instigated re-assessment of the recoverable amount of the unlisted available-for-sale equity interest in and the outstanding amounts due from the investee totaling HK\$109.6 million. Based on the latest information available to the RoadShow Group, it is considered that the prospect of any significant recovery of the investment and outstanding amounts is highly uncertain. Accordingly, an additional impairment loss of HK\$109.6 million was made against the RoadShow Group’s investment in, loans to and amount due from the investee resulting in full provision for impairment loss made on such assets as at 30 June 2011.

The remaining unlisted securities of HK\$15.4 million relate to another investment of the Group for which no impairment loss is considered necessary.

### 13 Other financial assets (continued)

- (c) Debt securities are issued by corporate entities with credit rating ranging from A- to AA+. As at 30 June 2011, the Group's available-for-sale debt securities were neither past due nor impaired. Debt securities that will mature within one year are classified as current assets.

### 14 Accounts receivable

|   | At<br>30 June<br>2011<br>HK\$ million<br>(Unaudited) | At<br>31 December<br>2010<br>HK\$ million<br>(Audited) |
|---|--|--|
| Trade and other receivables                     | 250.0  | 242.4  |
| Instalments receivable from sales of properties | 0.2  | 0.4  |
| Interest receivable                             | 12.9   | 14.1   |
| Less: Allowance for doubtful debts              | (0.3)  | (0.3)  |
|   | <b>262.8</b>   | 256.6  |

All of the accounts receivable are expected to be recovered within one year.

Included in accounts receivable are trade receivables and instalments receivable from sales of properties (net of allowance for doubtful debts) with the following ageing analysis as of the balance sheet date:

|                             | At<br>30 June<br>2011<br>HK\$ million<br>(Unaudited) | At<br>31 December<br>2010<br>HK\$ million<br>(Audited) |
|-----------------------------|--|--|
| Current                     | 99.0   | 97.3   |
| 1 to 3 months past due      | 24.4   | 18.4   |
| More than 3 months past due | 7.3  | 7.9  |
|                             | <b>130.7</b>   | 123.6  |

Trade receivables are normally due within 30 to 90 days from the date of billing.

### 15 Cash and cash equivalents

|                                       | At<br>30 June<br>2011<br>HK\$ million<br>(Unaudited) | At<br>31 December<br>2010<br>HK\$ million<br>(Audited) |
|---------------------------------------|--|--|
| Cash at bank and in hand              | 237.0  | 185.2  |
| Bank deposits                         | 2,401.0  | 2,615.5  |
|                                       | <b>2,638.0</b>                                       | 2,800.7  |
| Less: Pledged and restricted deposits | (59.9)   | (73.9)   |
|                                       | <b>2,578.1</b>                                       | 2,726.8  |

## 16 Accounts payable and accruals

|  | At<br>30 June<br>2011<br>HK\$ million<br>(Unaudited) | At<br>31 December<br>2010<br>HK\$ million<br>(Audited) |
|--|--|--|
| Trade payables                                   | 261.9  | 237.7  |
| Balance of passenger rewards                     | 16.5   | 31.6   |
| Other payables and accruals                      | 724.8  | 839.7  |
| Financial liabilities measured at amortised cost | <b>1,003.2</b>                                       | 1,109.0  |

All of the accounts payable and accruals are expected to be settled within one year.

Included in accounts payable and accruals are trade payables with the following ageing analysis as of the balance sheet date:

|                                       | At<br>30 June<br>2011<br>HK\$ million<br>(Unaudited) | At<br>31 December<br>2010<br>HK\$ million<br>(Audited) |
|---------------------------------------|--|--|
| Due within 1 month or on demand       | 252.3  | 202.1  |
| Due after 1 month but within 3 months | 7.9  | 33.1   |
| Due after more than 3 months          | 1.7  | 2.5  |
|                                       | <b>261.9</b>   | 237.7  |

## 17 Capital commitments outstanding not provided for in the interim financial report

At 30 June 2011, the Group had the following capital commitments in relation to the purchase of property, plant and equipment not provided for in the interim financial report:

|                                   | At<br>30 June<br>2011<br>HK\$ million<br>(Unaudited) | At<br>31 December<br>2010<br>HK\$ million<br>(Audited) |
|-----------------------------------|--|--|
| Contracted for                    | 207.6  | 530.3  |
| Authorised but not contracted for | 111.0  | 111.0  |
|                                   | <b>318.6</b>   | 641.3  |

## 17 Capital commitments outstanding not provided for in the interim financial report (continued)

At 30 June 2011, the Group's share of capital commitments of the jointly controlled asset in relation to the investment property under development not provided for in the interim financial report is as follows:

|                                   | At<br>30 June<br>2011<br>HK\$ million<br>(Unaudited) | At<br>31 December<br>2010<br>HK\$ million<br>(Audited) |
|-----------------------------------|--|--|
| Contracted for                    | 11.2   | 11.2   |
| Authorised but not contracted for | 1,785.9  | 1,785.9  |
|                                   | <b>1,797.1</b>                                       | 1,797.1  |

## 18 Material related party transactions

### Transactions with related companies

| Nature of transaction  | Note   | Six months ended 30 June            |                                     |
|--|--------|-------------------------------------|-------------------------------------|
|  |        | 2011<br>HK\$ million<br>(Unaudited) | 2010<br>HK\$ million<br>(Unaudited) |
| Service fees for provision of coach services   | (i)    | 21.4                                | 16.9                                |
| Insurance service fee  | (ii)   | 36.1                                | 34.2                                |
| Amount accrued for management contractor services fee for property under development                 | (iii)  | —                                   | —                                   |
| Amount paid and accrued for letting and sales agency fee   | (iv)   | —                                   | 0.3                                 |
| Amount paid and accrued for management agreement   | (v)    | 2.2                                 | 2.3                                 |
| Amount paid for property project management services   | (vi)   | —                                   | —                                   |
| Amount paid and accrued for management contractor services for investment property under development | (vii)  | —                                   | —                                   |
| Interest income received from unsecured fixed rate notes   | (viii) | 0.2                                 | 0.2                                 |
| Gain on disposal of building and interest in leasehold land  | (ix)   | —                                   | 489.1                               |
| Amount paid and accrued for property project management service and lease modification               | (x)    | —                                   | 2.9                                 |

## 18 Material related party transactions *(continued)*

### *Transactions with related companies (continued)*

Notes:

- (i) During the period, the Group provided coach services to certain subsidiaries of Sun Hung Kai Properties Limited (“SHKP”), a substantial shareholder of the Company. Amounts due from these companies at 30 June 2011 amounted to HK\$12.4 million (31 December 2010: HK\$10.1 million).
- (ii) In 2010, the Group entered into a contract with a subsidiary of SHKP, Sun Hung Kai Properties Insurance Limited (“SHKPI”), for the provision of insurance services to the Group. Outstanding balance due to SHKPI at 30 June 2011 amounted to HK\$1.7 million (31 December 2010: Nil).
- (iii) In 2003, Lai Chi Kok Properties Investment Limited (“LCKPI”), an indirectly wholly-owned subsidiary of the Company, entered into a prime cost contract (“the Prime Cost Contract”) with Chun Fai Construction Company Limited (“CFCCCL”), a subsidiary of SHKP, for the provision of management contractor services relating to the property under development of the Group (“Manhattan Hill”). In 2004, a supplementary agreement to the Prime Cost Contract (“the Supplementary Agreement”) was entered into between LCKPI and CFCCCL for the purposes of upgrading the design, materials and quality of the workmanship of Manhattan Hill. Pursuant to the Prime Cost Contract, as supplemented by the Supplementary Agreement, the aggregate consideration payable to CFCCCL should not exceed HK\$1,617.7 million. Outstanding balance payable for this contract at 30 June 2011 amounted to HK\$101.8 million (31 December 2010: HK\$101.8 million).
- (iv) LCKPI entered into a Letting and Sales Agency Agreement (the “Original Agreement”) with Sun Hung Kai Real Estate Agency Limited (“SHKRE”), a subsidiary of SHKP, on 17 July 2003 to appoint SHKRE for the provision of letting and sales agency and marketing services for the residential units, commercial units and car parking spaces of Manhattan Hill. On 15 August 2007, the Original Agreement was terminated and replaced by a letter agreement (“the Letter Agreement”) pursuant to which LCKPI continues to appoint SHKRE as the letting and sales agent of Manhattan Hill under the same terms and conditions of the Original Agreement except that the maximum amount of the agency fees payable under the Original Agreement and the Letter Agreement shall, altogether, not exceed HK\$65.0 million. Outstanding balance payable for this contract at 30 June 2011 amounted to HK\$2.7 million (31 December 2010: HK\$3.6 million).
- (v) In 2003, LCKPI entered into the Management Agreement with Hong Yip Service Company Limited (“Hong Yip”), a subsidiary of SHKP, whereby LCKPI agreed to appoint Hong Yip as the manager of Manhattan Hill and to engage its services in relation to the terms and conditions set out in deed(s) of mutual covenant and management agreement(s) of Manhattan Hill to be entered into by LCKPI, Hong Yip and the first purchaser of a completed unit of Manhattan Hill.

In 2007, a supplemental deed had been entered into between LCKPI, Hong Yip and Royal Elite Service Company Limited (“Royal Elite”), a fellow subsidiary of Hong Yip, to amend and supplement the Management Agreement (the “Supplemental Deed”). It is agreed among the three parties that Royal Elite would replace Hong Yip to be the manager and to perform and discharge the duties and obligations as the manager under the deed(s) of mutual covenant. All terms defined in the Management Agreement are adopted in the Supplemental Deed. There was no outstanding balance payable for this contract at 30 June 2011 and 31 December 2010.

- (vi) The Group has entered into a contract with a subsidiary of SHKP for the provision of project management services relating to Manhattan Hill. The contract sum of the project management services is HK\$15.0 million, or the lower of 1% of the project costs and HK\$20.0 million, whichever is higher. Outstanding balance payable for this contract at 30 June 2011 amounted to HK\$3.8 million (31 December 2010: HK\$3.8 million).
- (vii) On 16 April 2008, LCK Commercial Properties Limited (“LCKCP”), an indirectly wholly-owned subsidiary of the Company, entered into a prime cost agreement (“the Prime Cost Agreement”) with CFCCCL for the provision of management contractor services and for carrying out and completing the alteration and addition works to the retail podium of Manhattan Hill (“Manhattan Mid-town”). Pursuant to the Prime Cost Agreement, the aggregate consideration payable to CFCCCL should not exceed HK\$37.4 million. Outstanding balance payable for this contract at 30 June 2011 amounted to HK\$4.2 million (31 December 2010: HK\$4.2 million).

## 18 Material related party transactions (continued)

### *Transactions with related companies (continued)*

Notes: (continued)

- (viii) On 6 March 2009, KMB Financial Services Limited (“KMBFS”), a wholly-owned subsidiary of the Company, purchased certain unsecured fixed rate notes (the “Fixed Rate Notes”) issued by Sun Hung Kai Properties (Capital Market) Limited (“SHKPCM”), a wholly-owned subsidiary of SHKP, with a total nominal value of HK\$15.0 million from a bank in an open secondary market, at a cost of HK\$15.0 million. The Fixed Rate Notes are interest bearing at 2.65% per annum. The principal amount of the Fixed Rate Notes will be repaid by SHKPCM on the maturity date on 12 February 2012 and the interest on the Fixed Rate Notes is payable quarterly. At 30 June 2011, the Fixed Rate Notes held by KMBFS were carried at fair value of HK\$15.2 million (31 December 2010: HK\$15.3 million) and there was no material outstanding interest receivable.
- (ix) At the special general meeting of the Company held on 21 January 2010, the independent shareholders of the Company approved the disposal of a 50% interest of the Group’s leasehold land interest in an industrial site at Kwun Tong (the “KT Site”) to Turbo Result Limited (“TRL”), a subsidiary of SHKP, at a consideration of HK\$490.0 million, which was determined by reference to a valuation performed by Knight Frank Petty Limited, an independent property valuer. The transaction was completed on 25 January 2010, resulting in a gain on disposal of HK\$489.1 million recognised during the six months ended 30 June 2010.

At the same special general meeting, the independent shareholders of the Company also approved the development agreement entered into between the Group and TRL to jointly develop the KT Site on a 50-50 basis. In accordance with the development agreement, all income and profits, less all costs and expenses, deriving from the KT Site shall be shared by the Group and TRL in equal shares. The KT Site is a jointly controlled asset of the Group and the carrying amount of HK\$5.6 million at 30 June 2011 (31 December 2010: HK\$5.2 million) is included in investment property under development in fixed assets. Capital commitments in respect of the Group’s interests in the jointly controlled asset have been disclosed in note 17 to the interim financial report.

- (x) On 26 April 2010, KT Real Estate Limited (“KTRE”), a subsidiary of the Group, and TRL entered into an agreement with SHKRE, pursuant to which KTRE and TRL agreed to appoint SHKRE as the project manager for the management, supervision and control of the application for planning permission, the surrender and regrant of the KT Site and the construction of the KT Site.

The amount payable for project management services shall be a sum equivalent to whichever is the higher of (1) HK\$20.0 million; and (2) the lower of (a) 1% of the project cost and (b) HK\$25.0 million.

The amount payable for lease modification services shall be in the sum of the lower of (1) HK\$3.2 for each square foot of the permitted maximum gross floor area as approved under the lease modification and (2) HK\$3.8 million.

There was no outstanding balance payable for this contract at 30 June 2011 and 31 December 2010.



## REVIEW REPORT TO THE BOARD OF DIRECTORS OF TRANSPORT INTERNATIONAL HOLDINGS LIMITED

### Introduction

We have reviewed the interim financial report set out on pages 16 to 34 which comprises the consolidated balance sheet of Transport International Holdings Limited and its subsidiaries as of 30 June 2011 and the related consolidated income statement, statement of comprehensive income, statement of changes in equity and condensed consolidated cash flow statement for the six-month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The Directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### Scope of review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2011 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

### KPMG

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

18 August 2011

## CORPORATE DIRECTORY

### BOARD OF DIRECTORS

**The Hon Sir Sze-yuen CHUNG\***

GBM, GBE, PhD, FREng, JP  
Chairman

**Dr Norman LEUNG Nai Pang\***

GBS, JP, LLD, BA  
Deputy Chairman

**KWOK Ping-luen, Raymond^**

JP, MA(Cantab), MBA, Hon DBA,  
Hon LLD

**Dr KWOK Ping-sheung, Walter^**

JP, D.Sc., MSc(Lond), DIC, MICE

**NG Siu Chan^****William LOUEY Lai Kuen^**

BSc(Econ)

**Dr John CHAN Cho Chak^**

GBS, JP, DBA(Hon), DSocSc(Hon), BA,  
DipMS, CCMI, FCILT, FHKIoD

**Charles LUI Chung Yuen**

M.H., BEc, AASA, FCILT  
Executive Director

**Winnie NG^**

BA, MBA(Chicago), MPA(Harvard),  
FCIM, CMILT, MHKIoD  
(Non-executive Director and  
Alternate Director to Mr NG Siu Chan^)

**Dr Eric LI Ka Cheung\***

GBS, OBE, JP, LLD, DSocSc, BA,  
FCPA(Practising), FCA, FCPA(Aust.), FCIS

**Edmond HO Tat Man**

MA(Cantab), MBA, FCILT, MHKIoD  
Managing Director

**SIU Kwing-chue, Gordon\***

GBS, CBE, JP, MSS(Birmingham, UK)

**John Anthony MILLER^**

SBS, OBE, MPA(Harvard), BA(Lond)

**Evan AU YANG Chi Chun**

BA, MBA  
Deputy Managing Director

**YUNG Wing Chung**

(Alternate Director to  
Mr KWOK Ping-luen, Raymond, JP^)

**SO Wai Kei, Godwin**

(Alternate Director to  
Dr KWOK Ping-sheung, Walter, JP^)

(\* Independent Non-executive Directors of the Company)

(^ Non-executive Directors of the Company)

### BOARD COMMITTEES

**Audit Committee**

Dr Eric LI Ka Cheung#  
SIU Kwing-chue, Gordon  
John Anthony MILLER

**Nomination Committee**

Dr Norman LEUNG Nai Pang#  
Dr Eric LI Ka Cheung  
SIU Kwing-chue, Gordon

**Remuneration Committee**

Dr Norman LEUNG Nai Pang#  
Dr Eric LI Ka Cheung  
Dr John CHAN Cho Chak

**Standing Committee**

Dr Norman LEUNG Nai Pang#  
KWOK Ping-luen, Raymond  
Dr John CHAN Cho Chak  
Charles LUI Chung Yuen  
Edmond HO Tat Man  
Winnie NG

(#Committee Chairman)

### COMPANY SECRETARY

**Lana WOO**

MBA, BA, AAT, CGA, ACIS, MIFC, CFC

### REGISTERED OFFICE

Clarendon House, 2 Church Street  
Hamilton HM11, Bermuda

### PRINCIPAL OFFICE

9 Po Lun Street, Lai Chi Kok  
Kowloon, Hong Kong  
Telephone: (852) 2786 8888  
Facsimile: (852) 2745 0300  
Website: www.tih.hk  
E-mail: director@tih.hk

### REGISTRARS

**Hong Kong**  
**Computershare Hong Kong Investor**  
**Services Limited**  
17/F, Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong

**Bermuda**  
**Butterfield Fulcrum Group (Bermuda)**  
**Limited**  
Rosebank Centre  
11 Bermudiana Road  
Pembroke, HM 08, Bermuda

### AUDITOR

**KPMG**

8/F, Prince's Building, 10 Chater Road  
Central, Hong Kong

### REGISTER OF MEMBERS

Book closed from 4 October 2011 to  
7 October 2011, both dates inclusive

### DIVIDEND

**Interim**

HK\$0.15 per share,  
payable on 17 October 2011

### STOCK CODE

The Stock Exchange of Hong Kong: 62  
Bloomberg: 62HK  
Reuters: 0062.HK

**Transport International Holdings Limited**

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Stock Code : 62