

REPORT OF THE DIRECTORS

The directors have pleasure in submitting their report together with the audited accounts for the year ended 30 June 2001.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding, and through its subsidiaries, property development for sale, property investment for rental income, hotel owning and management, and other investments. The Group also operates in car park management and property management, and through its jointly controlled entities, the Group is involved in the operation of restaurants and dry-cleaning.

An analysis of the Group's turnover and contribution to trading results in respect of the above activities is set out in Note 2 on the Accounts.

As the majority of the activities of the Group during the year were carried out in Hong Kong, a geographical analysis of turnover is not included.

PRINCIPAL SUBSIDIARIES AND JOINTLY CONTROLLED ENTITIES

A list of principal subsidiaries and jointly controlled entities, together with their countries of operations and incorporation and particulars of their issued share capital/registered capital, is set out in Notes 30 and 31 on the Accounts.

FINANCIAL RESULTS

The profit of the Group for the year ended 30 June 2001, and the state of affairs of the Company and of the Group at that date are set out in the Accounts on pages 59 to 104.

A summary of the results and of the assets and liabilities of the Group for the last ten financial years is set out on pages 32 and 33.

DIVIDENDS

The directors now recommend a final dividend of 32 cents per share which, together with the interim dividend of 12 cents per share paid on 20 April 2001, makes a total of 44 cents per share in respect of the year ended 30 June 2001. The proposed final dividend, if approved by the shareholders at the Annual General Meeting on 23 November 2001, will be paid on 30 November 2001 to shareholders whose names appear on the Register of Members on 16 November 2001.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in Note 23 on the Accounts.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, the Company repurchased a total of 2,674,000 shares of \$1.00 each of the Company on The Stock Exchange of Hong Kong Limited, details of which are shown in Note 23 on the Accounts. All of these shares had been cancelled by the Company upon repurchase. The directors considered that the aforesaid share repurchase has resulted in

enhancement of the net asset value per share then in issue.

Save as aforesaid, the Company and its subsidiaries had not purchased, sold or redeemed any of the Company's listed securities during the year.

RESERVES

Movements in the reserves of the Company and of the Group during the year are set out in Note 24 on the Accounts.

CHARITABLE DONATIONS

Donations made for charitable purposes by the Group during the year amounted to \$0.3 million (2000: \$2.1 million).

BANK LOANS AND OVERDRAFTS

Particulars of bank loans and overdrafts of the Company and of the Group as at 30 June 2001 are set out in Note 17 on the Accounts.

BORROWING COSTS CAPITALISATION

Borrowing costs capitalised by the Group during the year amounted to \$247.8 million (2000: \$361.7 million).

FIXED ASSETS

Movements in fixed assets during the year are set out in Note 10 on the Accounts.

MAJOR GROUP PROPERTIES

Details of major properties under development and major investment properties as at 30 June 2001 are set out on pages 42 to 48.

MAJOR SUPPLIERS AND CUSTOMERS

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

DIRECTORS

The names of the directors of the Company as at the date of this report are listed on page 3.

Mr. Alfred H.K. Li has resigned as a director of the Company to take effect on 31 October 2001. The board of directors wishes to convey its gratitude to Mr. Li for his valuable contributions to the Company during his tenure of office.

Mr. Terry S.Y. Ng will be appointed as a director of the Company with effect from 1 November 2001. As the date of his appointment is subsequent to the last Annual General Meeting, he will retire in accordance with Article 94 of the Company's Articles of Association and, being eligible, will offer himself for re-election.

In accordance with Articles 103, 104 and 118 of the Company's Articles of Association, Messrs. H.K. Cheng, Wilfred S.L. Ho and Simon S.O. Ip retire by rotation and, being eligible, offer themselves for re-election.

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

Brief biographical details of the directors of the Company are set out on pages 36 to 38.

SERVICE CONTRACT

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

DIRECTORS' INTERESTS IN CONTRACTS

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

At no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, apart from the employee share option scheme of the Company approved by the shareholders.

COMPLIANCE WITH THE CODE OF BEST PRACTICE

During the year, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

DIRECTORS' INTERESTS IN SHARES

As at 30 June 2001, the interests of each director and their associates in the issued share capital of the Company and its associated corporations as recorded in the register required to be kept under Section 29 of the Securities (Disclosure of Interests) Ordinance or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies are set out on Table 1.

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

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 30 June 2001, the interests of every person, other than directors of the Company, in the issued share capital of the Company as recorded in the register required to be kept under Section 16(1) of the Securities (Disclosure of Interests) Ordinance are set out on Table 2.

AUDITORS

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

On Behalf of the Board

Ronnie C. Chan

Chairman

Hong Kong, 24 September 2001

TABLE 1: DIRECTORS' INTERESTS IN SHARES**THE COMPANY**

	Shares of \$1.00 each				Share Options**
	Personal Interests	Family Interests	Corporate Interests	Other Interests	Personal Interests
Ronnie C. Chan	—	—	—	339,034,580 (Note)	—
S.S. Yin	—	—	—	—	—
Nelson W.L. Yuen	—	—	—	—	2,500,000
Gerald L. Chan	—	—	—	339,034,580 (Note)	—
Laura L.Y. Chen	—	—	—	—	—
H.K. Cheng	—	—	—	—	—
Wilfred S.L. Ho	—	—	—	—	1,250,000
Simon S.O. Ip	—	—	—	—	—
Alfred H.K. Li	—	—	—	—	1,250,000

AMOY PROPERTIES LIMITED

	Ordinary Shares of \$1.00 each			
	Personal Interests	Family Interests	Corporate Interests	Other Interests
Ronnie C. Chan	—	—	—	—
S.S. Yin	—	—	—	—
Nelson W.L. Yuen	—	—	—	—
Gerald L. Chan	—	—	—	—
Laura L.Y. Chen	—	—	—	—
H.K. Cheng	—	—	—	—
Wilfred S.L. Ho	—	—	—	—
Simon S.O. Ip	—	—	—	—
Alfred H.K. Li	—	—	—	—

TABLE 1: DIRECTORS' INTERESTS IN SHARES *(continued)***GRAND HOTEL HOLDINGS LIMITED**

	Class*	Number of Shares			
		Personal Interests	Family Interests	Corporate Interests	Other Interests
Ronnie C. Chan	A	—	—	—	15,765,607 (Note)
	B	—	—	—	20,396,065 (Note)
S.S. Yin		—	—	—	—
Nelson W.L. Yuen		—	—	—	—
Gerald L. Chan	A	—	—	—	15,765,607 (Note)
	B	—	—	—	20,396,065 (Note)
Laura L.Y. Chen		—	—	—	—
H.K. Cheng		—	—	—	—
Wilfred S.L. Ho		—	—	—	—
Simon S.O. Ip		—	—	—	—
Alfred H.K. Li		—	—	—	—

* A: 'A' Shares of \$0.10 each
 B: 'B' Shares of \$0.01 each

** Share options were granted to certain directors on 24 February 2000 under the Share Option Scheme of the Company at exercise price of \$6.12 per share, exercisable in 3 tranches, i.e. 20% from 24 February 2001#, 30% from 24 February 2002# and 50% from 24 February 2003# (#subject to change by the Board at its discretion to an earlier but not a later date), and expiring on 23 February 2010. During the year, none of the directors exercised such options.

Note

These shares were held by a trust of which associates of Mr. Ronnie C. Chan and Mr. Gerald L. Chan are members of a wide class of discretionary objects.

TABLE 2: SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

	Number of Shares Held
Cole Limited	476,834,580 (a)
Franklin Resources, Inc.	158,984,800 (b)
Templeton Worldwide, Inc.	158,971,800 (b)
Templeton International, Inc.	158,280,600 (b)

Notes

(a) These shares had included the 339,034,580 shares held by a trust of which associates of Mr. Ronnie C. Chan and Mr. Gerald L. Chan are members of a wide class of discretionary objects (as referred to in the Note of Table 1).

(b) These represented the same parcels of shares held by their subsidiaries.