

The Directors submit herewith their annual report together with the audited financial statements for the year ended 30 June 2002.

PRINCIPAL ACTIVITIES

The principal activity of the Company during the year was investment holding. The principal activities of the subsidiaries which materially affected the results and assets of the Group during the year were property investment in Hong Kong and investments in early stage wireless technology companies in Asia and the United States.

The sole contributor to turnover is rental income from property investment in Hong Kong.

CHANGE OF COMPANY NAME

On 26 August 2002, the name of the Company was changed from "imGO Limited" to "Shanghai Land Holdings Limited", reflecting that the Company intends to focus on property development and investment in Shanghai.

SEGMENTAL INFORMATION

An analysis of the turnover, results, assets, liabilities and capital expenditure of the Group by business segments, property investment and wireless technology investment, is shown in Note 2 on the financial statements.

No geographical analysis is provided as all property investment activities were carried out in Hong Kong, whereas the wireless technology investment segment did not generate any revenue during the current and prior financial year.

FINANCIAL STATEMENTS

The consolidated results of the Group for the year ended 30 June 2002 and the state of the Company's and the Group's affairs at that date are set out in the financial statements on pages 21 to 40.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate turnover attributable to the Group's five largest customers represented 88% of the Group's total turnover with the largest customer accounting for 42% of the Group's total turnover.

In relation to the Group's purchases from suppliers providing administrative services, the aggregate purchases attributable to the Group's five largest suppliers was 45% of the Group's total purchases with the largest supplier accounting for 15% of the Group's total purchases.

Dao Heng Bank Limited ("DHB"), Dao Heng Securities Limited ("DHS") and Dao Heng Fund Management Limited ("DHFM") were three of the five largest customers of the Group during the year.

DHB is a wholly-owned subsidiary of Dao Heng Bank Group Limited ("DHBG") in which Guoco Group Limited ("Guoco"), a substantial shareholder of the Group during the year, has indirect shareholding interest during the year. DHS and DHFM are wholly-owned subsidiaries of Guoco.

Dao Heng Property Management Limited ("DHPM"), a wholly-owned subsidiary of Guoco, was one of the five largest suppliers of the Group during the year.

Save as disclosed above, none of the Directors, their associates or any shareholder (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers.

DIVIDEND

The Directors do not recommend the payment of a final dividend (2001: Nil).

SHARE CAPITAL AND SHARE OPTIONS

Details of the share capital and share options of the Company are set out in Note 17 on the financial statements.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

FIXED ASSETS

Movements in fixed assets during the year are set out in Note 13 on the financial statements.

RESERVES

Movements in the reserves of the Company and the Group during the year are set out in Note 18 on the financial statements.

SUBSIDIARIES

Particulars of the principal subsidiaries of the Company are set out in Note 14 on the financial statements.

DIRECTORS

The Directors during the financial year and up to the date of this report were:

	Mr. Chau Ching Ngai - Chairman	(appointed on 20 June 2002)
	Mr. Lee Deng Charng	(appointed on 11 July 2002)
	Ms. Gong Bei Ying	(appointed on 20 June 2002)
	Mr. Jiang Dong Liang	(appointed on 20 June 2002)
	Mr. Mao Wei Ping	(appointed on 20 June 2002)
	Mr. Shan Zhenglin	(appointed on 20 June 2002)
	Mr. Koo Hoi Yan, Donald	(appointed on 20 June 2002)
*	Mr. Tan Lim Heng	
*	Ms. Fan Cho Man	(appointed on 20 June 2002)
**	Mr. Liu Lit Man	(appointed on 11 July 2002)
**	Mr. Mok Chiu Kuen	(appointed on 11 July 2002)
	Mr. Claes Ake Gustaf Dahlbäck	(resigned on 11 July 2002)
	Mr. Erik Börje Ekholm	(resigned on 11 July 2002)
	Ms. Winnie Fok Kin Wah	(resigned on 11 July 2002)
	Mr. Galeazzo Scarampi del Cairo	(resigned on 7 March 2002)
	Mr. Kjell Anders Fredrik Sörme	(resigned on 11 July 2002)
*	Mr. Kwek Leng Hai	(resigned on 11 July 2002)
**	Mr. David Michael Norman	(resigned on 11 July 2002)
**	Mr. William Ping Tai	(resigned on 11 July 2002)
	Mr. James Eng, Jr.	(ceased to act as alternate director to Mr. Kwek Leng Hai on 11 July 2002)
*	<i>Non-executive Director</i>	
**	<i>Independent non-executive Director</i>	

In accordance with Article 95 of the Company's Articles of Association, Messrs. Chau Ching Ngai, Lee Deng Charng, Jiang Dong Liang, Mao Wei Ping, Shan Zhenglin, Koo Hoi Yan, Donald, Liu Lit Man, Mok Chiu Kuen, Ms. Gong Bei Ying and Ms. Fan Cho Man will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

There is no service contract, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation), in respect of any Director proposed for re-election at the forthcoming annual general meeting.

DIRECTORS' INTERESTS IN SECURITIES

As at 30 June 2002, the interests of the Directors in the securities of the Company as recorded in the register required to be kept under Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance") or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

(A) Shares

Name of Director	Number of Shares Held				Total Interests
	Personal Interests	Family Interests	Corporate Interests	Other Interests	
Director					
Chau Ching Ngai	–	–	2,326,803,233 (Note)	–	2,326,803,233
Claes Ake Gustaf Dahlbäck	1,000,000	–	–	–	1,000,000
Tan Lim Heng	19,840,000	–	–	–	19,840,000
Alternate Director					
James Eng, Jr.	200,000	–	–	–	200,000

Note: Mr. Chau Ching Ngai was deemed to have corporate interests in 2,326,803,233 Shares of the Company by virtue of his interest in New Nongkai Global Investments Limited. These interests were detailed and duplicated with the interests as shown in the paragraph "Substantial Shareholders" below.

(B) Share Options

Details of the movements in the share options ("Options") to subscribe for shares in the Company granted by the Company to the Directors of the Company during the year are as follows:

Name	No. of Options held as at 1 July 2001	No. of Options granted during the year	Exercise price per share	No. of Options held as at 30 June 2002	Notes
HK\$					
Director					
Winnie Fok Kin Wah	–	300,000	0.75	–	1
Kjell Anders Fredrik Sörme	–	300,000	0.75	300,000	2
Tan Lim Heng	–	300,000	0.75	300,000	2
David Michael Norman	–	300,000	0.75	300,000	2
William Ping Tai	–	4,000,000	0.75	4,000,000	2
Alternate Director					
James Eng, Jr.	–	300,000	0.75	–	1

DIRECTORS' INTERESTS IN SECURITIES (continued)**(B) Share Options** (continued)*Notes:*

1. BOCI Asia Limited, on behalf of Global Town Limited (name subsequently changed to New Nongkai Global Investments Limited), offered to the Optionholders in consideration of HK\$0.07 per Option for the surrender to the Company by the relevant holders of all of their existing rights in respect of their Options (the "Option Offer"). Acceptances of the Option Offer to cancel all their outstanding Options in the Company have been made before 30 June 2002.
2. Acceptances to the Option Offer to cancel all their outstanding Options in the Company have been made after 30 June 2002 but before 11 July 2002, the closing date of the Option Offer.

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2002, those persons having an interest of 10% or more of the Company's issued capital, as recorded in the register required to be kept under Section 16(1) of the SDI Ordinance or as otherwise known to the Directors of the Company were as follows:

Name	No. of Ordinary Shares	
	Direct Interest	Indirect Interest
New Nongkai Global Investments Limited (formerly known as Global Town Limited)	2,326,803,233	–
Chau Ching Ngai	–	2,326,803,233
		(Note)

Note: Mr. Chau Ching Ngai was deemed under Section 8 of the SDI Ordinance to be interested in the 2,326,803,233 Shares held by New Nongkai Global Investments Limited in which he can exercise one-third or more of its voting rights by virtue of his beneficial holding of the entire issued share capital of New Nongkai Global Investments Limited.

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SHARE OPTION SCHEME

The Company adopted a Share Option Scheme (the "Scheme") that was approved by the shareholders on 23 October 2001 for the purpose to provide eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage the participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole. Pursuant to the Scheme, all Directors, full time employees and any other persons who, in the sole discretion of the Board, have contributed to the Group are eligible to participate in the Scheme. A total of 55,500,000 Options to subscribe for the Company's Shares at a subscription price of HK\$0.75 each were granted to the following Directors and employee pursuant to the Scheme. Particulars of Options granted to the Directors and employee are as follows:

	No. of Options held as at 1 July 2001	No. of Options granted during the year	Exercise price per Share	No. of Options exercised during the year	No. of Options held as at 30 June 2002
			HK\$		
Total number of Options granted to Directors (Note 1)	–	5,500,000	0.75	–	4,900,000 (Note 2)
Total number of Options granted to employee	–	50,000,000	0.75	–	– (Note 3)

Notes:

- (1) Details of the Options granted to Directors are set out in "Share Options" under the heading of "Directors' Interests in Securities".
- (2) Certain Directors accepted the Option Offer before 30 June 2002 to cancel their Options in a total number of 600,000. During the period from 1 July 2002 to 11 July 2002, being the closing day of the Option Offer, Directors accepted the Option Offer to cancel their Options in a total number of 4,900,000.
- (3) The employee has accepted the Option Offer before 30 June 2002 to cancel all his outstanding Options in the Company at HK\$0.07 per Option payable in cash.

SHARE OPTION SCHEME (continued)

All Options were granted on 27 November 2001. Each of the Optionholders is entitled to exercise 25% of his Options after 27 November 2002 and each subsequent year at the subscription price of HK\$0.75 each. The Options are exercisable on a cumulative basis until the expiry date on 27 May 2006, six months after the fourth anniversary of the grant.

The Scheme provides that the subscription price of the Options will be not less than the higher of (i) the closing price of the Shares on the date of grant of the Options; and (ii) the average closing price of the Shares for the 5 business days immediately preceding the date of grant; and (iii) the nominal value of a Share on the date of grant.

The total number of securities available for issue under the Scheme is 305,143,876 Shares, representing 10% of the issued share capital of the Company as at the date of this Annual Report.

The maximum entitlement of each participant under the Scheme in any 12 months period must not exceed 1% of the Shares in issue.

The period within which the Options must be exercised will be specified by the Company at the time of grant. This period must expire no later than 10 years from the date of grant of the Option. The amount payable on acceptance of the Option is HK\$1.00. No Options may be granted under the Scheme after the tenth anniversary of 23 October 2001, the date of adoption of the Scheme.

AUDIT COMMITTEE

Upon completion of the Offers, all those Directors (with the exception of Mr. Tan Lim Heng) who were Directors prior to the making of the Offers have ceased to be Directors on 11 July 2002 and the audit committee which comprised the former Directors was dismissed. Simultaneously, a new audit committee (the "New Audit Committee") comprising the two newly appointed independent non-executive Directors was established. The New Audit Committee has reviewed with management the accounting principles and practices adopted by the Group, and discussed auditing, internal control and financial reporting matters.

COMPLIANCE WITH THE CODE OF BEST PRACTICE

The Company has complied throughout the year ended 30 June 2002 with the Code of Best Practice as set out in Appendix 14 of the Rules governing the Listing of Securities on the Stock Exchange (the "Listing Rules") except that the non-executive Directors are not appointed for a specific term as they are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company.

CONNECTED TRANSACTIONS**(I) Connected Transactions with Guoco Group Limited, a substantial shareholder during the financial year****Tenancy agreements**

On 25 August 1998, a tenancy agreement was entered into between Supreme Goal Investments Limited ("SGIL"), a wholly-owned subsidiary of the Company up to 20 November 2001, and DHS, a wholly-owned subsidiary of Guoco, a substantial shareholder of the Company up to 23 June 2002, in respect of the letting of Portion A of the 12th Floor of The Center, 99 Queen's Road Central, Hong Kong with a gross floor area of approximately 16,730 sq.ft. to DHS for a term of two years commencing from 12 October 1998 at a monthly rental of HK\$468,440. On 18 September 2000, the tenancy was renewed for a lease term of two years commencing from 12 October 2000, immediately following the expiry of the previous lease, at a monthly rental of HK\$384,790. There was an option on the part of DHS to renew the lease for further two years at market rental to be agreed between the parties.

On 25 August 1998, a tenancy agreement was entered into between SGIL and DHFM, a wholly-owned subsidiary of Guoco, in respect of the letting of Portion B of the 12th Floor of The Center with a gross floor area of approximately 6,978 sq.ft. to DHFM for a term of two years commencing from 12 October 1998 at a monthly rental of HK\$195,384. On 18 September 2000, the tenancy was renewed for a lease term of two years commencing from 12 October 2000, immediately following the expiry of the previous lease, at a monthly rental of HK\$160,494. There was an option on the part of DHFM to renew the lease for a further two years at market rental to be agreed between the parties.

On 18 September 2000, a tenancy agreement was entered into between SGIL and DHS in respect of the letting of Unit 10 on the 15th Floor, The Center with a gross floor area of 2,460 sq.ft. to DHS for a term of two years commencing from 1 August 2000 at a monthly rental of HK\$57,810. There was an option on the part of DHS to renew the lease for a further two years at market rental to be agreed between the parties.

CONNECTED TRANSACTIONS (continued)**Put option agreements**

On 25 March 2000, Guoco and the Company entered into three put option agreements whereby Guoco had granted in favour of the Company three separate options ("Guoco Options") to require Guoco to purchase all (but not part) of the Company's interests in each of SGIL, W.C.H. Limited ("WCH") and Wanchai Property Investment Limited ("WPIL") at an aggregate consideration of approximately HK\$606,745,000. Particulars of the three Guoco Options were as follows:

Owner of the Property	Property located at	Exercise Price
		HK\$
(a) SGIL	12th and 15th Floors, The Center, 99 Queen's Road Central, Hong Kong	286,740,000
(b) WCH	33rd, 34th and 35th Floors, Wu Chung House, 213 Queen's Road East, Hong Kong	181,488,000
(c) WPIL	17th-19th, 22nd, 24th-27th Floors, Penthouse & Car Parks 9-14 on 2nd Floor, Overseas Trust Bank Building, 160 Gloucester Road, Hong Kong	138,517,000
		<hr style="width: 100%; border: 0.5px solid black;"/>
		<u>606,745,000</u>

The Guoco Options were exercisable during the period from 30 May 2001 to 29 November 2001.

Pursuant to a resolution passed at an extraordinary general meeting held on 17 November 2001, the Company exercised its rights under the Guoco Options. The transfer of interests was completed on 21 November 2001 and a total sum of HK\$606,745,000 was received from the transaction.

CONNECTED TRANSACTIONS (continued)**Property management agreement**

On 29 May 2000, the Company entered into three separate management agreements with DHPM, a wholly-owned subsidiary of Guoco, for the provision of various property management services to SGIL, WCH and WPIL at an aggregate fee of HK\$330,000 per month. The term of these agreements is for the period from 29 May 2000 to the exercise of the Guoco Options or such earlier time where the owner's interest in its existing investment properties has been disposed of.

Messrs. Kwek Leng Hai and Tan Lim Heng are interested in the above transactions as shareholders of Guoco which was a substantial shareholder of the Company until 23 June 2002.

(II) Connected Transactions with Investor Investment imGO Limited, a substantial shareholder during the financial year**Put Option Agreement**

On 3 May 2002, the Company entered into a put option agreement (the "Investor Put Option Agreement") with Investor Investment imGO Limited ("Investor imGO"), the then substantial shareholder of the Company, in relation to the option granted by Investor imGO to the Company giving the Company the right to require Investor imGO to purchase all (but not part) of the Company's wireless technology related minority investments in NESS Display Corporation Limited, IP Infusion Inc., InfoTalk Corporation Limited, iSilk.com, Inc. and China Greens Limited, at a total consideration of US\$13,037,500 plus reimbursement of certain agreed expenses during the period commencing from 14 September 2002 to 13 June 2003.

On 3 May 2002, the Company entered into an assignment of intellectual rights (the "Assignment") with Investor imGO in relation to the disposal by the Company of the intellectual property rights in the "imGO" name and the Company's know-how and data files relating to prospective investments in the wireless technology sector to Investor imGO.

Under the Listing Rules, the Investor Put Option Agreement and the Assignment constituted connected transactions of the Company and was conditional upon, amongst other things, its approval by independent shareholders of the Company at an extraordinary general meeting ("EGM"). Approval of the independent shareholders on the Investor Put Option Agreement and the Assignment had been obtained at the EGM of the Company held on 10 June 2002.

Apart from the above, no contract of significance, to which the Company or any of its subsidiaries or its holding company or any subsidiary of its holding company was a party and in which a director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the financial year, Mr. Kwek Leng Hai and Mr. Tan Lim Heng have been or are directors of Guoco and certain of its subsidiaries and/or related companies which are engaged in a diverse range of business, including property investment and development. Mr. Chau Ching Ngai is a director and controlling shareholder of Shanghai Nongkai Development Group Limited which is engaged in a diverse range of business including property investment and development and investments in high technology business.

The above directors are considered as having interests in business apart from the Group's business, which is likely to compete, directly or indirectly, with the Group's business under paragraph 8.10 of the Listing Rules.

FIVE YEAR SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 41 and 42 of the Annual Report.

AUDITORS

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board of Directors

Lee Deng Charng

Director

Hong Kong, 27 September 2002