

## DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the period from 1st April, 2003 to 31st December, 2003.

## CHANGE OF FINANCIAL YEAR END DATE

During the period, the Company changed its financial year end date from 31st March to 31st December in order to coincide with that of the ultimate holding company. The financial statements presented therefore cover a nine month period from 1st April, 2003 to 31st December, 2003.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 48 to the financial statements.

## CORPORATE RESTRUCTURING

On 15th July, 2003, the Company entered into the restructuring agreement with Chinese Estates Holdings Limited and its subsidiary, Million Point Limited ("Million Point") (the "Restructuring Agreement"). The Restructuring Agreement involved schemes of arrangement between the Company and its creditors, capital reorganisation of the Company and the subscription of new equity capital of the Company by Million Point.

The Restructuring Agreement became effective on 21st November, 2003 and was completed on 21st January, 2004. Million Point became the new controlling shareholder of the Company since 21st November, 2003.

Details of the Restructuring Agreement were set out in the circular dated 5th September, 2003 issued by the Company.

## RESULTS

The results of the Group for the period from 1st April, 2003 to 31st December, 2003 are set out in the consolidated income statement on page 31.

The board of directors resolved not to recommend the payment of any dividend for the period ended 31st December, 2003 (year ended 31st March, 2003: Nil).

## 董事會報告書

董事會提呈二零零三年四月一日至二零零三年十二月三十一日期間之年報及經審核財務報告。

## 更改財政年度結算日

期內，本公司將其財政年度結算日由三月三十一日改為十二月三十一日，以配合最終控股公司之年結日。所呈列之財務報告因而涵蓋二零零三年四月一日至二零零三年十二月三十一日之九個月期間。

## 主要業務

本公司為投資控股公司。其主要附屬公司之主要業務載於財務報告附註 48。

## 公司重組

於二零零三年七月十五日，本公司與 Chinese Estates Holdings Limited (「華人置業」) 及其附屬公司 Million Point Limited (「Million Point」) 訂立重組協議 (「重組協議」)。重組協議涉及本公司與其債權人之債務償還安排計劃、本公司股本重組及 Million Point 認購本公司新股本。

重組協議於二零零三年十一月二十一日生效，並已於二零零四年一月二十一日完成。Million Point 由二零零三年十一月二十一日起成為本公司之新控股股東。

重組協議之詳情載於本公司於二零零三年九月五日刊發之通函。

## 業績

本集團於二零零三年四月一日至二零零三年十二月三十一日期間之業績載於第三十一頁之綜合收益表。

董事會議決不建議派發截至二零零三年十二月三十一日止期間之任何股息 (截至二零零三年三月三十一日止年度: 無)。

## DIRECTORS' REPORT

### SHARE CAPITAL

During the period, every 100 existing shares of the Company of HK\$0.01 each was consolidated and the nominal value of each of the consolidated shares was reduced from HK\$1.00 to HK\$0.01 by canceling the paid-up capital of HK\$0.99 such that the issued share capital was reduced from HK\$12,641,000 to HK\$126,000.

Pursuant to the Restructuring Agreement, 170,000,000 new shares were allotted to Million Point as aggregate consideration in cash of HK\$18 million to the Company. Up to 31st December, 2003, the proceeds was applied as follows:

1. approximately HK\$5.9 million was used to pay the fees and expenses incurred in relation to the implementation of the restructuring proposal and as working capital of the Group;
2. approximately HK\$4.7 million was transferred to scheme administrators for payment to scheme creditors upon completion of the schemes of arrangement;
3. approximately HK\$0.3 million was transferred to scheme administrators for payment of their professional fee charged upon completion of schemes of arrangement;
4. the balance of approximately HK\$7.1 million was held by the Group in bank and would be used as working capital of the Group in coming financial year.

Details of the above and other movements in the authorised and issued share capital of the Company are set out in note 34 to the financial statements.

### CONVERTIBLE BONDS

During the period, the convertible bonds were settled under the Restructuring Agreement. Details of these and other movements in the convertible bonds are set out in note 38 to the financial statements.

### INVESTMENT PROPERTIES

The Group's investment properties were revalued at 31st December, 2003 on an open market value basis. Details are set out in note 14 to the financial statements.

A summary of the investment properties held by the Group at 31st December, 2003 is set out on page 92 and 93.

## 董事會報告書

### 股本

期內，本公司每 100 股每股面值 0.01 港元之現有股份合併為一股，而每股合併股份之面值藉註銷繳足股本 0.99 港元由 1.00 港元削減至 0.01 港元，令已發行股本由 12,641,000 港元削減至 126,000 港元。

根據重組協議，本公司向 Million Point 配發 170,000,000 股新股，總代價為現金 18,000,000 港元。截至二零零三年十二月三十一日，所得款項已用作下列用途：

1. 約 5,900,000 港元用作支付實行重組建議產生之費用及開支及用作本集團之營運資金；
2. 約 4,700,000 港元撥予計劃管理人，以於債務償還安排計劃完成後支付予計劃債權人；
3. 約 300,000 港元撥予計劃管理人，以於債務償還安排計劃完成後支付計劃管理人之專業費用；
4. 餘下約 7,100,000 港元乃由本集團存入銀行，於下一個財政年度用作本集團之營運資金。

本公司法定及已發行股本之上述及其他變動之詳情載於財務報告附註 34。

### 可換股債券

期內，可換股債券已根據重組協議了結。可換股債券之該等及其他變動詳情載於財務報告附註 38。

### 投資物業

本集團之投資物業於二零零三年十二月三十一日按公開市值基準重估，有關詳情載於財務報告附註 14。

本集團於二零零三年十二月三十一日持有之投資物業之概要載於第九十二及九十三頁。

## DIRECTORS' REPORT

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the period are set out in note 15 to the financial statements.

### DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the period and up to the date of this report were:

#### *Executive directors:*

Mr. Aaron Tam, Chong-cheong (*Chairman*)  
(appointed on 21st November, 2003)

Mr. Leung, Wing-pong

Ms. Jackie Shek, Lai-ping

Mr. Li, Wing-kin

(resigned on 8th April, 2003)

Mr. Roger Cheung, Kwai-sun

(resigned on 8th April, 2003)

Mr. Simon Chan, Hung-lit

(resigned on 21st November, 2003)

Ms. Yung, Man-chi

(resigned on 21st November, 2003)

Mr. Wong, Sai-tat

(resigned on 21st November, 2003)

#### *Independent Non-executive directors:*

Mr. Leung, Yun-fai

(appointed on 21st November, 2003)

Mr. Lam, Yat-fai

(appointed on 12th December, 2003)

Mr. Jack Chan, Kam-wing

(resigned on 21st November, 2003)

Mr. Wong, Kwong-ho

(appointed on 8th April, 2003 and  
resigned on 7th July, 2003)

Mrs. Lau Reimer, Mary Jean

(appointed on 21st November, 2003 and  
resigned on 12th December, 2003)

In accordance with clauses 86(2) and 87(2) of the Company's bye-laws, Mr. Aaron Tam, Chong-cheong, Mr. Leung, Yun-fai and Mr. Lam, Yat-fai will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

## 董事會報告書

### 物業、廠房及設備

本集團之物業、廠房及設備於期內之變動詳情載於財務報告附註 15。

### 董事及董事之服務合約

期內及截至本報告日期止本公司之董事如下：

#### 執行董事：

譚頌翔先生（主席）

（於二零零三年十一月二十一日獲委任）

梁榮邦先生

石麗萍女士

李永建先生

（於二零零三年四月八日辭任）

章桂新先生

（於二零零三年四月八日辭任）

陳鴻烈先生

（於二零零三年十一月二十一日辭任）

容敏芝女士

（於二零零三年十一月二十一日辭任）

黃世達先生

（於二零零三年十一月二十一日辭任）

#### 獨立非執行董事：

梁潤輝先生

（於二零零三年十一月二十一日獲委任）

林日輝先生

（於二零零三年十二月十二日獲委任）

陳淦榮先生

（於二零零三年十一月二十一日辭任）

黃光豪先生

（於二零零三年四月八日獲委任  
及於二零零三年七月七日辭任）

劉翁靜晶女士

（於二零零三年十一月二十一日獲委任  
及於二零零三年十二月十二日辭任）

根據本公司之公司細則第 86(2) 及 87(2) 條，譚頌翔先生、梁潤輝先生及林日輝先生將於稍後舉行之股東週年大會上退任，並符合資格重選連任。

## DIRECTORS' REPORT

### DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (cont'd)

The term of office of each independent non-executive director is the period up to his retirement as required by the Company's Bye-laws.

None of the directors being proposed for re-election at the forthcoming annual general meeting has any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS AND SHORT POSITIONS

Other than as disclosed under section "Share Option Schemes", at 31st December, 2003, none of the directors, chief executives nor their associates, had any interests or short positions in any shares, underlying shares or rights to subscribe for the securities of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in register maintained by the Company under Section 352 of the SFO, or 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 contained in the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

### SHARE OPTION SCHEMES

The Company has adopted share option schemes on 16th August, 1990 (the "1990 Scheme"), 23rd August, 2000 (the "2000 Scheme") and 15th February, 2002 (the "2002 Scheme") for which the details are set out in note 35 to the financial statements.

#### (a) 2000 Scheme

Details of the movements of the options under the 2000 Scheme during the period are as follows:

## 董事會報告書

### 董事及董事之服務合約 (續)

根據本公司之公司細則，每位獨立非執行董事之任期直至其輪值退任時屆滿。

擬於稍後舉行之股東週年大會上重選連任之董事概無與本公司或其任何附屬公司訂立本集團不作賠償（法定賠償除外）則不可於一年內終止之服務合約。

### 董事之權益及淡倉

除「購股權計劃」一節所披露者外，於二零零三年十二月三十一日，概無董事、最高行政人員或彼等之聯繫人於本公司或其聯營公司（定義見證券及期貨條例（「證券及期貨條例」）第 XV 部）之任何股份、相關股份或可認購其證券之權利中擁有須記錄於本公司按證券及期貨條例第 352 條而存置之登記冊內之權益或淡倉，或依據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）所載上市公司董事進行證券交易之標準守則須知會本公司及聯交所之權益或淡倉。

### 購股權計劃

本公司先後於一九九零年八月十六日、二零零零年八月二十三日及二零零二年二月十五日採納購股權計劃（分別簡稱「一九九零年計劃」、「二零零零年計劃」及「二零零二年計劃」，詳情載於財務報告附註 35。

#### (a) 二零零零年計劃

根據二零零零年計劃授出之購股權於期內之變動詳情如下：

## DIRECTORS' REPORT

## 董事會報告書

### SHARE OPTION SCHEMES (cont'd)

### 購股權計劃 (續)

#### (a) 2000 Scheme (cont'd)

#### (a) 二零零零年計劃 (續)

				Number of share options 購股權數目		
		Exercise price per share 每股行使價 HK\$ 港元	Exercisable period 行使期	Outstanding at 1.4.2003 於二零零三年 四月一日 尚未行使	Waived during the period 期內放棄	Outstanding at 31.12.2003 於二零零三年 十二月三十一日 尚未行使
Name of director 董事姓名	Date of grant 授出日期					
Category 1: Executive directors 第一類：執行董事						
Mr. William Lee, Sze-kwong* 李仕光先生*	26.8.2000	8.790	26.8.2000 – 25.8.2010	444,495	(444,495)	—
	21.2.2001	1.740	21.2.2001 – 20.2.2011	57,280	(57,280)	—
Mr. Roger Cheung, Kwai-sun 章桂新先生	26.8.2000	8.790	26.8.2000 – 25.8.2010	229,121	(229,121)	—
	21.2.2001	1.740	21.2.2001 – 20.2.2011	57,280	(57,280)	—
Total executive directors 執行董事合計				788,176	(788,176)	—
Category 2: Employees 第二類：僱員						
	26.8.2000	8.790	26.8.2000 – 25.8.2010	294,421	(294,421)	—
	21.2.2001	1.740	21.2.2001 – 20.2.2011	647,269	(647,269)	—
Total employees 僱員合計				941,690	(941,690)	—
Total all categories 各類合計				1,729,866	(1,729,866)	—

\* Mr. William Lee, Sze-kwong resigned as director on 25th September, 2002. The options were granted when he acted as a director of the Company.

\* 李仕光先生於二零零二年九月二十五日辭去董事之職。該等購股權乃於李先生出任本公司董事時獲授。

#### (b) 1990 Scheme and 2002 Scheme

#### (b) 一九九零年計劃及二零零二年計劃

No options were outstanding at 31st December, 2003 and 31st March, 2003 under the 1990 Scheme and the 2002 Scheme. No options were granted, cancelled or lapsed during the period.

於二零零三年十二月三十一日及二零零三年三月三十一日，概無根據一九九零年計劃及二零零二年計劃授出而尚未行使之購股權。期內並無購股權授出、註銷或失效。

## DIRECTORS' REPORT

## 董事會報告書

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the share option schemes as disclosed above, at no time during the period was the Company, its holding companies or any of its subsidiaries or fellow 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 debt securities (including debentures) of, the Company or any other body corporate and none of the directors, or their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights.

### 董事購買股份或債券之權利

除上文所披露之購股權計劃外，本公司、其控股公司或其任何附屬公司或同系附屬公司於期內任何時間均無訂立任何安排，使本公司董事可從購買本公司或任何其他公司之股份或債務證券（包括債券）中獲益，而董事或彼等之配偶或未滿十八歲之子女概無任何可認購本公司證券之權利，亦無行使任何該等權利。

### DISCLOSEABLE INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS UNDER THE SFO

As at 31st December, 2003, the following parties were recorded in the register kept by the Company under section 336 of the SFO as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

### 根據證券及期貨條例須予披露之股東權益及淡倉

於二零零三年十二月三十一日，根據本公司按證券及期貨條例第 336 條存置之登記冊所示，下列人士直接或間接擁有或被視為擁有本公司已發行股本 5% 或以上之權益：

#### Long positions in shares and underlying shares

#### 於股份及相關股份之好倉

Name of Shareholder 股東名稱	Number of Shares 股份數目	Number of Underlying Shares 相關股份數目	Capacity 身份	Note 附註	Percentage of Shareholding 股權百分比 %
Million Point Limited	170,000,000	—	Beneficial owner 實益擁有人	1	93.08
Cosmos Success Limited	170,000,000	—	Interest of a controlled corporation 一間受控制公司之權益	1	93.08
Chinese Estates, Limited 華人置業有限公司	170,000,000	—	Interest of a controlled corporation 一間受控制公司之權益	1	93.08
Great Empire International Ltd.	220,940	36,987,666	Beneficial owner 實益擁有人	2	20.37
Goldstance Group Limited	220,940	36,987,666	Interest of a controlled corporation 一間受控制公司之權益	2	20.37
Paul Y. Holdings Company Limited	220,940	36,987,666	Interest of a controlled corporation 一間受控制公司之權益	2	20.37

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# 董事會報告書

## DISCLOSEABLE INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS UNDER THE SFO (cont'd)

根據證券及期貨條例須予披露之股東權益及淡倉（續）

Name of Shareholder 股東名稱	Number of Shares 股份數目	Number of Underlying Shares 相關股份數目	Capacity 身份	Note 附註	Percentage of Shareholding 股權百分比 %
Luckpoint Investment Limited 樂邦投資有限公司	—	76,974,332	Beneficial owner 實益擁有人	3	42.14
China Entertainment Strategic Investments Limited 中華娛樂策略投資有限公司	—	76,974,332	Interest of a controlled corporation 一間受控制公司之權益	3	42.14
Superford Financial Holdings Limited	—	76,974,332	Interest of a controlled corporation 一間受控制公司之權益	3	42.14
China Entertainment and Land Investment Company, Limited 中華娛樂置業有限公司	—	76,974,332	Interest of a controlled corporation 一間受控制公司之權益	3	42.14
Paul Y. Holdings Company Limited	—	113,961,999	Beneficial owner 實益擁有人	4	62.40
Chinese Estates Holdings Limited	170,220,940	227,923,997	Interest of a controlled corporation 一間受控制公司之權益	1, 2, 3 & 4	217.99
Mr. Joseph Lau, Luen-hung 劉鑾雄先生	170,220,940	227,923,997	Interest of a controlled corporation 一間受控制公司之權益	5	217.99
Global King Ltd.	170,220,940	227,923,997	Interest of a controlled corporation 一間受控制公司之權益	6	217.99
Credit Suisse Trust Limited	170,220,940	227,923,997	Interest of a controlled corporation 一間受控制公司之權益	6	217.99
Koga Limited	—	38,035,872	Beneficial owner 實益擁有人	7	20.83
Cheung Kong Infrastructure (BVI) Limited	—	38,035,872	Interest of a controlled corporation 一間受控制公司之權益	7	20.83
Cheung Kong Infrastructure Holdings Limited 長江基建集團有限公司	—	38,035,872	Interest of controlled corporations 一間受控制公司之權益	7	20.83

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## 董事會報告書

DISCLOSEABLE INTERESTS AND SHORT POSITIONS  
OF SHAREHOLDERS UNDER THE SFO (cont'd)

根據證券及期貨條例須予披露之股東權益及淡倉（續）

Name of Shareholder 股東名稱	Number of Shares 股份數目	Number of Underlying Shares 相關股份數目	Capacity 身份	Note 附註	Percentage of Shareholding 股權百分比 %
Hutchison Infrastructure Holdings Limited	—	38,035,872	Interest of controlled corporations 受控制公司之權益	7	20.83
Hutchison International Limited 和記企業有限公司	—	38,035,872	Interest of controlled corporations 受控制公司之權益	7	20.83
Hutchison International Limited 和記企業有限公司	—	62,978,999	Beneficial owner 實益擁有人	8	34.48
Hutchison Whampoa Limited 和記黃埔有限公司	—	101,014,871	Interest of controlled corporations 受控制公司之權益	7 & 8	55.31
Cheung Kong (Holdings) Limited 長江實業（集團）有限公司	—	101,014,871	Interest of controlled corporations 受控制公司之權益	8	55.31
Mr. Li Ka-shing 李嘉誠先生	—	101,014,871	Founder of discretionary trusts 全權信託之創立人	8	55.31
Li Ka-Shing Unity Trustcorp Limited	—	101,014,871	Trustee and beneficiary of trust 信託人及信託之受益人	8	55.31
Li Ka-Shing Unity Trustee Corporation Limited	—	101,014,871	Trustee and beneficiary of trust 信託人及信託之受益人	8	55.31
Li Ka-Shing Unity Trustee Company Limited	—	101,014,871	Trustee 信託人	8	55.31
Sino Logic Limited	—	45,984,666	Beneficial owner 實益擁有人	9	25.18
Sino Forum Limited	—	41,986,000	Beneficial owner 實益擁有人	9	22.99
Advance Media Group Limited	—	87,970,666	Interest of a controlled corporation 一間受控制公司之權益	9	48.17

## DIRECTORS' REPORT

## 董事會報告書

### DISCLOSEABLE INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS UNDER THE SFO (cont'd)

根據證券及期貨條例須予披露之股東權益及淡倉（續）

Name of Shareholder 股東名稱	Number of Shares 股份數目	Number of Underlying Shares 相關股份數目	Capacity 身份	Note 附註	Percentage of Shareholding 股權百分比 %
Precious Days Limited	—	87,970,666	Interest of a controlled corporation 一間受控制公司之權益	9	48.17
Star East Holdings Limited 東方魅力集團有限公司	—	87,970,666	Interest of a controlled corporation 一間受控制公司之權益	9	48.17
Strategic Media International Limited	—	87,970,666	Interest of a controlled corporation 一間受控制公司之權益	9	48.17
Mr. Qin Hui 覃輝先生	—	87,970,666	Interest of a controlled corporation 一間受控制公司之權益	9	48.17
Dom.com Limited	—	56,980,999	Beneficial owner 實益擁有人	10	31.20
China Strategic Holdings Limited 中策集團有限公司	—	56,980,999	Interest of a controlled corporation 一間受控制公司之權益	10	31.20

Notes:

附註：

1. Million Point Limited ("Million Point") was the beneficial owner of 170,000,000 shares. Each of Chinese Estates Holdings Limited ("Chinese Estates"), Chinese Estates, Limited and Cosmos Success Limited was deemed to be interested in the same parcel of shares in which Million Point was interested since Chinese Estates owned the entire issued share capital of Chinese Estates, Limited, which in turn owned the entire issued share capital of Cosmos Success Limited, which in turn owned the entire issued share capital of Million Point.
2. Great Empire International Ltd. ("Great Empire") was the beneficial owner of 220,940 shares. In addition, Great Empire was a scheme creditor of the Company and was entitled to receive 36,987,666 shares upon completion of the schemes of arrangement as mentioned in the circular of the Company dated 5th September, 2003. Under the SFO, Great Empire was deemed to be interested in these 36,987,666 shares.

1. Million Point Limited (「Million Point」) 為 170,000,000 股股份之實益擁有人。由於 Chinese Estates Holdings Limited (「華人置業」) 擁有華人置業有限公司之全部已發行股本，而華人置業有限公司擁有 Cosmos Success Limited 之全部已發行股本，而 Cosmos Success Limited 擁有 Million Point 之全部已發行股本，因此華人置業、華人置業有限公司及 Cosmos Success Limited 各被視為擁有 Million Point 所擁有之同一批股份。
2. Great Empire International Ltd. (「Great Empire」) 為 220,940 股股份之實益擁有人。此外，Great Empire 為本公司之計劃債權人，有權於本公司於二零零三年九月五日刊發之通函所述之債務償還安排計劃完成後收取 36,987,666 股股份。根據證券及期貨條例，Great Empire 被視為擁有上述 36,987,666 股股份。

## DIRECTORS' REPORT

## DISCLOSEABLE INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS UNDER THE SFO (cont'd)

*Each of Chinese Estates, Paul Y. Holdings Company Limited ('Paul Y. '), Goldstance Group Limited was deemed to be interested in the same parcel of shares in which Great Empire was interested since Chinese Estates owned the entire issued share capital of Paul Y., which in turn owned the entire issued share capital of Goldstance Group Limited, which in turn owned the entire issued share capital of Great Empire.*

3. *Luckpoint Investment Limited ('Luckpoint') was a scheme creditor of the Company and was entitled to receive 76,974,332 shares upon completion of the schemes of arrangement as mentioned in the circular of the Company dated 5th September, 2003. Under the SFO, Luckpoint was deemed to be interested in these 76,974,332 shares.*

*Each of Chinese Estates, China Entertainment and Land Investment Company, Limited ('CELI'), Superford Financial Holdings Limited ('Superford') and China Entertainment Strategic Investments Limited ('CESI') was deemed to be interested in the same parcel of shares in which Luckpoint was interested since Chinese Estates owned the entire issued share capital of CELI, which in turn owned the entire issued share capital of Superford, which in turn owned the entire issued share capital of CESI, which in turn owned the entire issued share capital of Luckpoint.*

4. *Paul Y. was a scheme creditor of the Company and was entitled to receive 113,961,999 shares upon completion of the schemes of arrangement as mentioned in the circular of the Company dated 5th September, 2003. Under the SFO, Paul Y. was deemed to be interested in these 113,961,999 shares.*

*Chinese Estates was deemed to be interested in the same parcel of shares in which Paul Y. was interested since Chinese Estates owned the entire issued share capital of Paul Y..*

5. *Mr. Joseph Lau, Luen-hung, by virtue of his 64.59% interest in the issued share capital of Chinese Estates, was deemed to be interested in the same interests stated against Chinese Estates under the provisions of the SFO.*
6. *Credit Suisse Trust Limited as trustee of a discretionary trust held units in a unit trust of which Global King Ltd. was the trustee. Global King Ltd. was entitled to exercise more than one-third of the voting power at general meetings of Chinese Estates. Accordingly, Global King Ltd. and Credit Suisse Trust Limited were deemed to be interested in the same interests stated against Chinese Estates.*

## 董事會報告書

## 根據證券及期貨條例須予披露之股東權益及淡倉 (續)

由於華人置業擁有 Paul Y. Holdings Company Limited (「Paul Y.」) 之全部已發行股本，而 Paul Y. 擁有 Goldstance Group Limited 之全部已發行股本，而 Goldstance Group Limited 擁有 Great Empire 之全部已發行股本，因此華人置業、Paul Y. 及 Goldstance Group Limited 各被視為擁有 Great Empire 所擁有之同一批股份。

3. 樂邦投資有限公司 (「樂邦」) 為本公司之計劃債權人，有權於本公司於二零零三年九月五日刊發之通函所述之債務償還安排計劃完成後收取 76,974,332 股股份。根據證券及期貨條例，樂邦被視為擁有上述 76,974,332 股股份。

由於華人置業擁有中華娛樂置業有限公司 (「中娛置業」) 之全部已發行股本，而中娛置業擁有 Superford Financial Holdings Limited (「Superford」) 之全部已發行股本，而 Superford 擁有中華娛樂策略投資有限公司 (「中娛策略」) 之全部已發行股本，而中娛策略擁有樂邦之全部已發行股本，因此華人置業、中娛置業、Superford 及中娛策略各被視為擁有樂邦所擁有之同一批股份。

4. Paul Y. 為本公司之計劃債權人，有權於本公司於二零零三年九月五日刊發之通函所述之債務償還安排計劃完成後收取 113,961,999 股股份。根據證券及期貨條例，Paul Y. 被視為擁有上述 113,961,999 股股份。

由於華人置業擁有 Paul Y. 之全部已發行股本，華人置業被視為擁有 Paul Y. 所擁有之同一批股份。

5. 劉鑾雄先生因為於華人置業之已發行股本擁有 64.59% 權益，按證券及期貨條例之條文被視為擁有華人置業所擁有之權益。
6. Credit Suisse Trust Limited 以一項全權信託之受託人身份持有一項由 Global King Ltd. 任信託人之信託單位。Global King Ltd. 有權於華人置業之股東大會上行使三分之一以上之投票權。因此，Global King Ltd. 及 Credit Suisse Trust Limited 被視為擁有華人置業所擁有之權益。

## DIRECTORS' REPORT

### DISCLOSEABLE INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS UNDER THE SFO (cont'd)

7. *Koga Limited ("Koga") was entitled to receive 38,035,872 shares upon completion of the settlement deed as mentioned in the circular of the Company dated 5th September, 2003. Under the SFO, Koga was deemed to be interested in these 38,035,872 shares.*

*Koga was a wholly-owned subsidiary of Cheung Kong Infrastructure (BVI) Limited ("CKIBVI"), which in turn was a wholly-owned subsidiary of Cheung Kong Infrastructure Holdings Limited ("CKI"). CKI was a subsidiary of Hutchison Infrastructure Holdings Limited ("HIH"), which in turn was a wholly-owned subsidiary of Hutchison International Limited ("HIL"). HIL was a wholly-owned subsidiary of Hutchison Whampoa Limited ("HWL"). By virtue of the SFO, each of CKIBVI, CKI, HIH, HIL and HWL was taken to have an interest in the same parcels of shares which Koga was interested in.*

8. *HIL was a scheme creditor of the Company and was entitled to receive 62,978,999 shares upon completion of the schemes of arrangement as mentioned in the circular of the Company dated 5th September, 2003. Under the SFO, HIL was deemed to be interested in the said 62,978,999 shares. As disclosed in Note 7 above, HWL was taken to have an interest in the same parcel of such 62,978,999 shares which HIL was interested in.*

*Li Ka-Shing Unity Holdings Limited, of which each of Mr. Li Ka-shing ("Mr. Li"), Mr. Li Tzar-kuoi, Victor and Mr. Li Tzar-kai, Richard was interested in one-third of the entire issued share capital, owned the entire issued share capital of Li Ka-Shing Unity Trustee Company Limited ("TUT 1"). TUT 1 as trustee of The Li Ka-Shing Unity Trust ("UT 1"), together with certain companies which TUT 1 as trustee of UT 1 was entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, held more than one-third of the issued share capital of Cheung Kong (Holdings) Limited ("CKH"). Certain subsidiaries of CKH were entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL.*

*In addition, Li Ka-Shing Unity Holdings Limited also owned the entire issued share capital of Li Ka-Shing Unity Trustee Corporation Limited ("TDT 1") as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and Li Ka-Shing Unity Trustcorp Limited ("TDT 2") as trustee of another discretionary trust ("DT2"). Each of TDT 1 and TDT 2 holds units in UT 1.*

*Mr. Li was the settlor of each of DT1 and DT2 and may be regarded as a founder of each of DT1 and DT2 for the purpose of the SFO. By virtue of the SFO, each of Mr. Li, TDT1, TDT2, TUT1 and CKH was deemed to be interested in the 101,014,871 shares which HWL was interested.*

## 董事會報告書

### 根據證券及期貨條例須予披露之股東權益及淡倉 (續)

7. Koga Limited (「Koga」) 有權於本公司於二零零三年九月五日刊發之通函所述之償債契據完成後收取 38,035,872 股股份。根據證券及期貨條例，Koga 被視為擁有上述 38,035,872 股股份。

Koga 為 Cheung Kong Infrastructure (BVI) Limited (「CKIBVI」) 之全資附屬公司，而 CKIBVI 為長江基建集團有限公司 (「長江基建」) 之全資附屬公司。長江基建為 Hutchison Infrastructure Holdings Limited (「HIH」) 之附屬公司，而 HIH 為和記企業有限公司 (「和記企業」) 之全資附屬公司。和記企業為和記黃埔有限公司 (「和黃」) 之全資附屬公司。根據證券及期貨條例，CKIBVI、長江基建、HIH、和記企業及和黃各被視為擁有 Koga 所擁有之同一批股份。

8. 和記企業為本公司之計劃債權人，有權於本公司於二零零三年九月五日刊發之通函所述之債務償還安排計劃完成後收取 62,978,999 股股份。根據證券及期貨條例，和記企業被視為擁有上述 62,978,999 股股份。如上文附註 7 所披露，和黃視為擁有和記企業所擁有之同一批 62,978,999 股股份。

由李嘉誠先生 (「李先生」)、李澤鉅先生及李澤楷先生各自擁有全部已發行股本之三分之一權益之 Li Ka-Shing Unity Holdings Limited 擁有 Li Ka-Shing Unity Trustee Company Limited (「TUT 1」) 之全部已發行股本。TUT 1 以 The Li Ka-Shing Unity Trust (「UT 1」) 信託人之身份，連同若干公司 (TUT 1 以 UT 1 信託人之身份有權在其股東大會上行使或控制行使三分之一以上之投票權之公司) 合共持有長江實業 (集團) 有限公司 (「長實」) 三分之一以上之已發行股本。長實若干附屬公司有權在和黃之股東大會上行使或控制行使三分之一以上之投票權。

此外，Li Ka-Shing Unity Holdings Limited 亦擁有 Li Ka-Shing Unity Trustee Corporation Limited (「TDT 1」，The Li Ka-Shing Unity Discretionary Trust (「DT 1」) 之信託人) 及 Li Ka-Shing Unity Trustcorp Limited (「TDT 2」，另一全權信託 (「DT 2」) 之信託人) 之全部已發行股本。TDT 1 及 TDT 2 各持有 UT 1 之單位。

李先生為 DT1 及 DT2 之財產授予人，根據證券及期貨條例可視為 DT1 及 DT2 之創立人。根據證券及期貨條例，李先生、TDT1、TDT2、TUT1 及長實各被視為擁有和黃所擁有之 101,014,871 股股份之權益。