

## **Corporate Information**

#### **BOARD OF DIRECTORS**

#### **Executive Directors**

CHENG Wai Chee, Christopher GBS OBE JP (Chairman)

CHENG Wai Sun, Edward SBS JP

(Deputy Chairman and Chief Executive)

CHENG Man Piu, Francis

CHOW Wai Wai, John

NG Tak Wai, Frederick

AU Hing Lun, Dennis

#### Non-Executive Directors

KWOK Ping Luen, Raymond JP

YUNG Wing Chung

(also an alternate to KWOK Ping Luen, Raymond)

HONG Pak Cheung, William

LOH Soo Eng

#### **Independent Non-Executive Directors**

Simon MURRAY CBE

FANG Hung, Kenneth GBS CBE JP

YEUNG Kit Shing, Jackson

#### **AUDIT COMMITTEE MEMBERS**

YEUNG Kit Shing, Jackson (Chairman)

FANG Hung, Kenneth GBS CBE JP

YUNG Wing Chung

HONG Pak Cheung, William

(alternate to YUNG Wing Chung)

#### REMUNERATION COMMITTEE MEMBERS

CHENG Wai Chee, Christopher GBS OBE JP

(Chairman)

CHENG Wai Sun, Edward SBS JP

Simon MURRAY CBE

FANG Hung, Kenneth GBS CBE JP

YEUNG Kit Shing, Jackson

# COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

FUNG Ching Man, Janet

#### **AUDITOR**

PricewaterhouseCoopers

#### LEGAL ADVISERS TO THE COMPANY

Slaughter and May (as to Hong Kong Laws)

Appleby (as to Bermuda Laws)

#### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited Bank of China (Hong Kong) Limited Standard Chartered Bank (Hong Kong) Limited

# PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

HSBC Bank Bermuda Limited

(formerly known as The Bank of Bermuda Limited)

6 Front Street

Hamilton, HM 11

Bermuda

# HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited 26th Floor, Tesbury Centre 28 Queen's Road East Hong Kong

#### REGISTERED OFFICE

Canon's Court, 22 Victoria Street Hamilton HM 12, Bermuda

# HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

27th Floor, Two Landmark East 100 How Ming Street

Kwun Tong, Kowloon

Hong Kong

#### **COMPANY WEBSITE**

http://www.wingtaiproperties.com

# HONG KONG STOCK EXCHANGE STOCK CODE

369

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## **Milestones of Past Ten Years**



The Waterfront Kowloon Station, Tsim Sha Tsui, Hong Kong



The Hillgrove Siu Lam, Hong Kong



**Lanson Place Waterfront Residences** Kowloon Station, Tsim Sha Tsui, Hong Kong



The Bloomsville Kowloon Tong, Hong Kong





**The Grandville**Sha Tin, Hong Kong





The Giverny
Hebe Haven, Hong Kong



**Lanson Place Jin Qiao Residences**Pudong New District,
Shanghai



Lanson Place Jinlin Tiandi Residences Luwan District, Puxi, Shanghai

**Forfar** Kowloon Tong, Hong Kong

**Seymour** Mid-Levels, Hong Kong

2005

2009/2010



2007

2008

#### **Lanson Place Hotel** Causeway Bay, Hong Kong

**W Square** Wan Chai, Hong Kong **Landmark East** Kwun Tong, Hong Kong









**Lanson Place Central Park Residences**Chaoyang District, Beijing



## Chairman's Statement

Dear Shareholders,

The Hong Kong economy experienced a steady recovery in the first half of the year on the back of improving economic fundamentals and stable growth on the Mainland. Sustained low interest rates, ample liquidity and continued demand against tight supply have provided solid support to the overall property market. Sales volume and prices picked up across most of the market sectors, particularly in the luxury residential market. The first half also saw a rise in capital values across all property sectors in Hong Kong.

During the period under review, the Group achieved a net profit of \$794.3 million mainly attributable to recognised profits from the pre-sale of Forfar and Belle Vue Residences, increased rental from Landmark East, disposal of two industrial properties and fair value revaluation gains on investment properties.

Taking advantage of the strong run-up in capital values during the first half, the Group disposed of two industrial properties located in San Po Kong and Kwai Chung held through Winsor Properties Holdings Limited. The disposals helped the Group realise gains from our long-term investment in these properties at an attractive yield rate, allowing the Group to explore other opportunities to enhance its asset portfolio in a strengthened financial position.

The Grade A office leasing market underwent a dynamic period in the first half of this year with companies continued to look for space for relocation and expansion in decentralised areas such as Kowloon East. During the period under review, Landmark East recorded a significant increase in tenancy, with committed leasing rates hitting almost 80% as compared to 50% at the beginning of the year. Rental rates also strengthened with an average 25% growth recorded during the period under review. We expect this upward momentum to extend to the second half of the year as the economy and business conditions continue to improve and vacant Grade A office leasing space in this area rapidly diminishing.

Lanson Place, our serviced residences and boutique hotel operation, continued to perform well during the period on the back of a recovery in the hospitality industry that began in the fourth quarter of 2009. The business delivered strong growth in both occupancy and leasing rates at its serviced residences and hotel operations. Lanson Place Jin Qiao Residences in Shanghai, which was accredited as one of the Designated Serviced Residences for Shanghai World Expo 2010 was launched in May and achieved satisfactory performance during the period.

The Group's other residential developments are progressing on schedule. On the back of the positive market sentiment, the Group will consider putting the remaining units at Seymour and Forfar on the market in the second half of the year. Subject to market condition and regulatory approval, the Tai Po Pak Shek Kok sites, which the Group has 15% interests, will be ready for pre-sale in the first half of 2011. The latest acquisition of a redevelopment site at No.1- 2 Coronation Terrace in Mid-levels West reflects the Group's continued effort to explore opportunities of replenishing its land bank.

With effect from late June 2010, the Company has changed its name to "Wing Tai Properties Limited" to better reflect our business focus as an integrated property developer. The corporate rebranding is also expected to lend resonance to our property projects in Hong Kong and other gateway cities in Asia under the widely recognised "Wing Tai Asia" brand.

I would like to take this opportunity to thank our shareholders for their continued support, and to express my gratitude to my fellow directors for their guidance and our staff for their dedication and hard work.

> Cheng Wai Chee, Christopher Chairman

Hong Kong, 27 August 2010

## **Condensed Consolidated Income Statement**

For the six months ended 30 June 2010

## INTERIM RESULTS

The Board of Directors (the "Directors") of Wing Tai Properties Limited (the "Company") presents the unaudited condensed consolidated interim financial information ("Interim Financial Information") of the Company and its subsidiaries (the "Group"), and its jointly controlled entities for the six months ended 30 June 2010.

|   |      | Unaud<br>Six months end                                |   |
|---|------|--|---|
|   | Note | 2010<br>HK\$'M   | 2009<br>HK\$'M                              |
| Revenue<br>Cost of sales  | 4    | 1,356.6<br>(925.4)                                     | 417.0<br>(228.1)                            |
| Gross profit Other (losses)/gains, net Selling and distribution costs Administrative expenses Change in fair value of investment properties Gain on disposal of investment properties | 9    | 431.2<br>(10.8)<br>(95.5)<br>(143.8)<br>635.3<br>137.8 | 188.9<br>77.6<br>(69.1)<br>(112.2)<br>(8.0) |
| Profit from operations Finance costs Finance income Share of results of associates  | 5    | 1,021.2<br>(42.7)<br>1.0<br>56.3                       | 77.2<br>(41.9)<br>15.2<br>(5.2)             |
| Profit before taxation Taxation   | 6    | 1,035.8<br>(30.8)                                      | 45.3<br>(16.4)                              |
| Profit for the period   |      | 1,005.0  | 28.9  |
| Attributable to: Equity holders of the Company Non-controlling interests  |      | 794.3<br>210.7   | 7.0<br>21.9<br>28.9                         |
| Earnings per share for profit attributable to equity holders of the Company (expressed in HK dollar per share)  - Basic   | 7    | HK\$0.60   | HK\$0.01                                    |
| – Diluted   |      | HK\$0.60   | HK\$0.01                                    |
| Dividends (expressed in HK\$'M)   | 8    | 99.2   | 29.6  |

## **Condensed Consolidated Statement of Comprehensive Income**

For the six months ended 30 June 2010

|   | Unaudited<br>Six months ended 30 Jun |                |  |
|---|--------------------------------------|----------------|--|
|   | 2010<br>HK\$'M                       | 2009<br>HK\$'M |  |
| Profit for the period   | 1,005.0                              | 28.9           |  |
| Other comprehensive income  |                                      |                |  |
| Exchange differences on translation of foreign operations Release of other property revaluation reserve upon disposal of            | 8.3                                  | (8.0)          |  |
| other properties, plant and equipment  Net (loss)/gain on cash flow hedge   | (22.8)                               | -              |  |
| - Fair value losses   | (49.5)                               | (22.6)         |  |
| <ul> <li>Realised upon settlement</li> <li>Net (loss)/gain arising on revaluation of available-for-sale financial assets</li> </ul> | 22.4                                 | 18.7           |  |
| - Fair value (loss)/gain  | (1.6)                                | 33.2           |  |
| Other comprehensive income for the period, net of tax   | (43.2)                               | 21.3           |  |
| Total comprehensive income for the period   | 961.8                                | 50.2           |  |
| Attributable to:  |                                      |                |  |
| Equity holders of the Company   | 759.5                                | 22.1           |  |
| Non-controlling interests   | 202.3                                | 28.1           |  |
| Total comprehensive income for the period   | 961.8                                | 50.2           |  |

| ASSETS AND LIABILITIES                                | Note | Unaudited<br>30 June<br>2010<br>HK\$'M | Audited<br>31 December<br>2009<br>HK\$'M<br>(As restated) |
|---|------|--|---|
| Non-current assets                                    |      |  |   |
| Land use rights                                       | 9    | 3.4                                    | 3.4   |
| Investment properties                                 | 9    | 10,469.2                               | 10,532.0  |
| Other properties, plant and equipment                 | 9    | 153.4                                  | 227.6   |
| Interests in associates                               |      | 671.8                                  | 617.9   |
| Available-for-sale financial assets                   |      | 381.7                                  | 434.0   |
| Loans and receivables                                 |      | 442.8                                  | 388.6   |
| Held-to-maturity investments                          |      | 34.4                                   | 31.0  |
| Deferred tax assets                                   |      | 7.7                                    | 10.2  |
|   |      | 12,164.4                               | 12,244.7  |
| Current assets  |      |  |   |
| Inventories   |      | 160.8                                  | 102.2   |
| Properties for sale                                   | 10   | 2,990.1                                | 3,432.5   |
| Loans and receivables                                 |      | 2.9                                    | 26.2  |
| Trade and other receivables, deposits and prepayments | 11   | 1,770.0                                | 172.0   |
| Derivative financial instruments                      |      | 0.1                                    | _   |
| Sales proceeds held in stakeholders' accounts         |      | 270.9                                  | 255.8   |
| Amounts due from associates                           |      | 0.9                                    | 1.7   |
| Tax recoverable                                       |      | 1.6                                    | 4.7   |
| Pledged bank deposits                                 |      | 10.1                                   | 38.1  |
| Bank balances and cash                                |      | 601.1                                  | 700.2   |
|   |      | 5,808.5                                | 4,733.4   |
| Current liabilities                                   |      |  |   |
| Trade and other payables and accruals                 | 12   | 1,040.1                                | 1,015.5   |
| Derivative financial instruments                      |      | 42.7                                   | 41.1  |
| Amounts due to associates                             |      | 7.2                                    | 21.8  |
| Tax payable   |      | 56.0                                   | 26.8  |
| Bank loans due within one year                        | 13   | 1,481.2                                | 540.6   |
|   |      | 2,627.2                                | 1,645.8   |
| Net current assets                                    |      | 3,181.3                                | 3,087.6   |
| Total assets less current liabilities                 |      | 15,345.7                               | 15,332.3  |

# Condensed Consolidated Balance Sheet

As at 30 June 2010

|  |      | Unaudited | Audited       |
|--|------|-----------|---------------|
|  |      | 30 June   | 31 December   |
|  |      | 2010      | 2009          |
|  | Note | HK\$'M    | HK\$'M        |
|  |      |           | (As restated) |
| Non-current liabilities                              |      |           |               |
| Bank loans due after one year                        | 13   | 3,387.7   | 4,281.8       |
| Other long-term loans                                | 14   | 32.5      | 43.0          |
| Derivative financial instruments                     |      | 83.3      | 55.3          |
| Deferred tax liabilities                             |      | 1,255.3   | 1,258.1       |
|  |      | 4,758.8   | 5,638.2       |
| NET ASSETS   |      | 10,586.9  | 9,694.1       |
| EQUITY   |      |           |               |
| Equity attributable to equity holders of the Company |      |           |               |
| Share capital  | 15   | 661.4     | 659.6         |
| Reserves   |      | 8,177.2   | 7,468.0       |
|  |      | 8,838.6   | 8,127.6       |
| Non-controlling interests                            |      | 1,748.3   | 1,566.5       |
| TOTAL EQUITY   |      | 10,586.9  | 9,694.1       |

The notes on pages 12 to 24 are an integral part of this Interim Financial Information.

# **Condensed Consolidated Statement of Changes in Equity**For the six months ended 30 June 2010

|   |   |                            |                              |       | Una      | udited  |                                  |                                  |                               |                 |  |                           |
|---|---|----------------------------|------------------------------|-------|----------|---|----------------------------------|----------------------------------|-------------------------------|-----------------|--|---------------------------|
|   | Attributable to equity holders of the Company |                            |                              |       |          |   |                                  |                                  |                               |                 |  |                           |
|   | Share<br>capital<br>HK\$'M                    | Share<br>premium<br>HK\$'M | Hedging<br>reserve<br>HK\$'M |       |          | Other<br>property<br>revaluation<br>reserve<br>HK\$'M | Translation<br>reserve<br>HK\$'M | Contributed<br>surplus<br>HK\$'M | Retained<br>profits<br>HK\$'M | Total<br>HK\$'M | Non-<br>controlling<br>interests<br>HK\$'M | Total<br>equity<br>HK\$'M |
| At 1 January 2009   | 494.5   | 2,853.4                    | (63.0)                       | -     | 7.0      | 33.9  | 34.3                             | 371.9                            | 3,486.5                       | 7,218.5         | 1,461.7                                    | 8,680.2                   |
| Total comprehensive income for the six months ended 30 June 2009                    | -   | -                          | (3.0)                        | 26.2  | -        | -   | (8.1)                            | -                                | 7.0                           | 22.1            | 28.1                                       | 50.2                      |
| Transactions with owners  |   |                            |                              |       |          |   |                                  |                                  |                               |                 |  |                           |
| Acquisition of non-controlling interests Value of employee services                 | -   | -                          | -                            | -     | -        | -   | -                                | -                                | -                             | -               | (0.7)                                      | (0.7)                     |
| relating to grants of share options and incentive shares                            | _   | _                          | -                            | -     | 2.2      | -   | -                                | -                                | -                             | 2.2             | -  | 2.2                       |
| Incentive shares exercised Capital injection by                                     | 0.2   | 1.3                        | -                            | -     | (1.3)    | -   | -                                | -                                | -                             | 0.2             | -  | 0.2                       |
| non-controlling shareholders  Dividend paid to                                      | -   | -                          | -                            | -     | -        | -   | -                                | -                                | -                             | -               | 0.9  | 0.9                       |
| non-controlling shareholders<br>2008 final dividend paid                            | -   | -                          | -                            | -     | -        | -   | -                                | -<br>(14.8)                      | -                             | -<br>(14.8)     | (18.3)                                     | (18.3)<br>(14.8)          |
| Total transactions with owners  | 0.2   | 1.3                        | -                            | -     | 0.9      | -   | -                                | (14.8)                           | -                             | (12.4)          | (18.1)                                     | (30.5                     |
| At 30 June 2009   | 494.7   | 2,854.7                    | (66.0)                       | 26.2  | 7.9      | 33.9  | 26.2                             | 357.1                            | 3,493.5                       | 7,228.2         | 1,471.7                                    | 8,699.9                   |
| Total comprehensive income for the six months ended 31 December 2009                |   |                            | (10.4)                       | 88.3  |          | 8.5   | 0.9                              |                                  | 272.0                         | 359.3           | 101.5                                      | 460.8                     |
|   |   |                            | (10.4)                       | 00.3  |          | 0.0   | 0.3                              |                                  | 212.0                         | 008.0           | 101.3                                      | 400.0                     |
| Transactions with owners Value of employee services relating to grants of share     |   |                            |                              |       |          |   |                                  |                                  |                               |                 |  |                           |
| options and incentive shares<br>Share issued under rights issue<br>Dividend paid to | 164.9   | 384.5                      | -                            | -     | 5.5<br>- | -   | -                                | -                                | -                             | 5.5<br>549.4    | -  | 5.5<br>549.4              |
| non-controlling shareholders<br>2009 interim dividend paid                          | -   | -                          | -                            | -     | -        | -   | -                                | -<br>(14.8)                      | -                             | -<br>(14.8)     | (6.7)                                      | (6.7<br>(14.8             |
| Total transactions with owners  | 164.9   | 384.5                      | -                            | -     | 5.5      | -   | -                                | (14.8)                           | -                             | 540.1           | (6.7)                                      | 533.4                     |
| At 31 December 2009   | 659.6   | 3,239.2                    | (76.4)                       | 114.5 | 13.4     | 42.4  | 27.1                             | 342.3                            | 3,765.5                       | 8,127.6         | 1,566.5                                    | 9,694.1                   |

# Condensed Consolidated Statement of Changes in Equity For the six months ended 30 June 2010

|   |   |                            |                              |  | Unaudite   | ed  |                                  |                                  |                               |                 |  |                           |
|---|---|----------------------------|------------------------------|--|--|---|----------------------------------|----------------------------------|-------------------------------|-----------------|--|---------------------------|
|   | Attributable to equity holders of the Company |                            |                              |  |  |   |                                  |                                  |                               |                 |  |                           |
|   | Share<br>capital<br>HK\$'M                    | Share<br>premium<br>HK\$'M | Hedging<br>reserve<br>HK\$'M | Investment<br>revaluation<br>reserve<br>HK\$'M | Employee<br>share-based<br>compensation<br>reserve<br>HK\$'M | Other<br>property<br>revaluation<br>reserve<br>HK\$'M | Translation<br>reserve<br>HK\$'M | Contributed<br>surplus<br>HK\$'M | Retained<br>profits<br>HK\$'M | Total<br>HK\$'M | Non-<br>controlling<br>interests<br>HK\$'M | Total<br>equity<br>HK\$'M |
| At 1 January 2010   | 659.6   | 3,239.2                    | (76.4)                       | 114.5  | 13.4   | 42.4  | 27.1                             | 342.3                            | 3,765.5                       | 8,127.6         | 1,566.5                                    | 9,694.1                   |
| Total comprehensive income for the six months ended 30 June 2010                | -   | -                          | (21.3)                       | (1.3)  | -  | (20.5)  | 8.3                              | -                                | 794.3                         | 759.5           | 202.3                                      | 961.8                     |
| Transactions with owners Value of employee services relating to grants of share |   |                            |                              |  |  |   |                                  |                                  |                               |                 |  |                           |
| options and incentive shares  | -   | -                          | -                            | -  | 2.6  | -   | -                                | -                                | -                             | 2.6             | -  | 2.6                       |
| Incentive shares exercised Dividend paid to non-controlling                     | 1.8   | 9.6                        | -                            | -  | (9.6)  | -   | -                                | -                                | -                             | 1.8             | -  | 1.8                       |
| shareholders  | -   | -                          | -                            | -  | -  | -   | -                                | -                                | -                             | -               | (20.5)                                     | (20.5)                    |
| 2009 final dividend paid  | -   | -                          | -                            | -  | -  | -   | -                                | (52.9)                           | -                             | (52.9)          | -  | (52.9)                    |
| Total transactions with owners  | 1.8   | 9.6                        | -                            | -  | (7.0)  | -   | -                                | (52.9)                           | -                             | (48.5)          | (20.5)                                     | (69.0)                    |
| At 30 June 2010   | 661.4   | 3,248.8                    | (97.7)                       | 113.2  | 6.4  | 21.9  | 35.4                             | 289.4                            | 4,559.8                       | 8,838.6         | 1,748.3                                    | 10,586.9                  |

## **Condensed Consolidated Cash Flow Statement**

For the six months ended 30 June 2010

|   |                 | Unaudited<br>Six months ended 30 June |  |  |
|---|-----------------|---------------------------------------|--|--|
|   | 2010<br>HK\$'M  | 2009<br>HK\$'M                        |  |  |
| Net cash used in operating activities   | (201.3)         | (48.3)                                |  |  |
| Net cash generated from/(used in) investing activities  | 106.0           | (142.9)                               |  |  |
| Net cash (used in)/generated from financing activities  | (2.2)           | 258.7                                 |  |  |
| Effect of foreign exchange rate changes   | (1.6)           | 2.8                                   |  |  |
| (Decrease)/increase in cash and cash equivalents Cash and cash equivalents at the beginning of the period | (99.1)<br>700.2 | 70.3<br>495.6                         |  |  |
| Cash and cash equivalents at the end of the period  | 601.1           | 565.9                                 |  |  |
| Analysis of the balances of cash and cash equivalents Bank balances and cash Bank overdrafts              | 601.1           | 566.0<br>(0.1)                        |  |  |
|   | 601.1           | 565.9                                 |  |  |

## **Notes to the Interim Financial Information**

For the six months ended 30 June 2010

#### GENERAL INFORMATION

The Company is a limited liability company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. Its principal subsidiaries are engaged in property development, property investment and management, hospitality investment and management, garment manufacturing, branded products distribution and investing activities. The Company and its subsidiaries are hereinafter collectively referred to as the Group.

The Group's jointly controlled entities and associates are principally engaged in property investment and property development.

This Interim Financial Information is presented in million of Hong Kong dollars (HK\$'M), unless otherwise stated. It has been approved for issue by the Board of Directors on 27 August 2010.

#### BASIS OF PREPARATION

This Interim Financial Information for the six months ended 30 June 2010 has been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It should be read in conjunction with the Company's annual financial statements for the year ended 31 December 2009.

The Interim Financial Information for the six months ended 30 June 2010 is unaudited, but reviewed by PricewaterhouseCoopers, the Company's independent auditor in accordance with the Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of Entity" issued by the HKICPA. The Interim Financial Information has also been reviewed by the Company's Audit Committee.

#### 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the Interim Financial Information are consistent with those adopted and described in the Company's annual financial statements for the year ended 31 December 2009, except for the adoption of new standards, amendments and improvements to standards and interpretations of HKFRS as of 1 January 2010, noted below.

The following new or revised standards, amendments and improvements to standards and interpretations of HKFRS are mandatory for accounting periods beginning on or after 1 January 2010 and were adopted by the Group in the current period:

Presentation of financial statements HKAS 1 (Amendment)

Statement of cash flows HKAS 7 (Amendment)

HKAS 17 (Amendment) Leases HKAS 18 (Amendment) Revenues

HKAS 27 (Revised) Consolidated and separate financial statements

HKAS 28 (Amendment) Investments in associates HKAS 31 (Amendment) Interests in joint ventures

HKAS 36 (Amendment) Unit of accounting for goodwill impairment test

HKAS 38 (Amendment) Intangible assets

HKAS 39 (Amendment) Financial instruments: recognition and measurement on eligible hedge items

#### SIGNIFICANT ACCOUNTING POLICIES (Continued)

HKAS 39 (Amendment) Financial instruments: recognition and measurement

HKFRS 1 (Revised) First-time adoption of HKFRSs

HKFRS 1 (Amendment) Additional exemptions for first-time adopters

HKFRS 2 (Amendment) Share-based payment HKFRS 3 (Revised) Business combinations

HKFRS 5 (Amendment) Non-current assets held for sale and discontinued operations

HKFRS 8 (Amendment) Operating segments

HK(IFRIC) – Int 9 (Amendment) Reassessment of embedded derivatives

HK(IFRIC) - Int 16 (Amendment) Hedges of a net investment in a foreign operation

HK(IFRIC) - Int 17 Distribution of non-cash assets to owners

Except for HKAS 17 (Amendment), the adoption of the other new or revised standards, amendments and improvements to standards and interpretations of HKFRS stated above did not have any significant impacts to the Group's Interim Financial Information in current and prior periods.

HKAS 17 (Amendment), "Leases" deletes specific guidance regarding classification of leases of land, so as to eliminate inconsistency with the general guidance on lease classification. As a result, leases of land should be classified as either finance or operating lease using the general principles of HKAS 17, i.e. whether the lease transfers substantially all the risks and rewards incidental to ownership of an asset to the lessee. Prior to the amendment, land interest of which title is not expected to pass to the Group by the end of the lease term and is not held for sale or earning rentals was classified as operating lease under "Leasehold land and land use rights", and amortised over the lease term.

HKAS 17 (Amendment) is adopted for annual period beginning on 1 January 2010 and is applied retrospectively. The Group has reassessed the classification of unexpired leasehold land and land use rights as at 1 January 2010 on the basis of information existing at the inception of those leases, and recognised the leasehold land in Hong Kong as finance lease retrospectively. As a result of the reassessment, the Group has reclassified certain leasehold land from operating lease to finance lease.

The accounting for land interest classified as finance lease is as below:

- If the property interest is held for own use, that land interest is accounted for as other properties, plant and equipment and is depreciated from the land interest available for its intended use over the shorter of the useful life of the asset and the lease term.
- If the property interest is held for sale in the ordinary course of business or is in the process of being developed for such sale, that land interest is accounted for as inventory under "Properties held for sale", and stated at the lower of cost and net realisable value.
- If the property interest is held to earn rentals and/or for capital appreciation, that land interest is accounted for as investment property and carried at fair value.

#### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The adoption of this amendment has no impact on the Group's leasehold land categorised as properties held for sale and investment properties. The effect of the adoption of this amendment is as below:

|  | At<br>30 June 2010<br>(Under previous<br>accounting policy)<br>HK\$'M | Effect of<br>HKAS 17<br>(Amendment)<br>HK\$'M | At<br>30 June 2010<br>(Under revised<br>accounting policy)<br>HK\$'M |
|--|---|---|--|
| Leasehold land and land use rights Land use rights Other properties, plant and equipment | 31.9<br>-<br>124.9  | (31.9)<br>3.4<br>28.5                         | -<br>3.4<br>153.4  |
|  | 156.8   | -   | 156.8  |

#### (ii) Effect on condensed consolidated balance sheet at 31 December 2009

|   | 231.0                     | _           | 231.0         |
|---|---------------------------|-------------|---------------|
| Other properties, plant and equipment           | 192.7                     | 34.9        | 227.6         |
| Land use rights                                 | _                         | 3.4         | 3.4           |
| Leasehold land and land use rights              | 38.3                      | (38.3)      | -             |
|   | HK\$'M                    | HK\$'M      | HK\$'M        |
|   | reported)                 | (Amendment) | (As restated) |
|   | (As previously            | HKAS 17     | 2009          |
|   | 2009                      | Effect of   | 31 December   |
|   | 31 December               |             | At            |
|   | At                        |             |               |
| (II) Effect of condensed consolidated balance s | sneet at 31 December 2009 |             |               |

The adoption of this amendment has no impact on opening retained earnings at 1 January 2010, profit for the periods ended 30 June 2009 and 2010, total comprehensive income for the periods ended 30 June 2009 and 2010, and earnings per share for the periods ended 30 June 2009 and 2010.

#### SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Group has not early adopted the following new or revised standards, amendments and improvements to standards and interpretations of HKFRS that have been issued but are not yet effective for the period.

> Effective for accounting periods beginning on or after

> Effective for accounting periods beginning

| HKAS 24 (Revised)              | Related party disclosures                    | 1 January 2011  |
|--------------------------------|--|-----------------|
| HKAS 32 (Amendment)            | Classification of rights issue               | 1 February 2010 |
| HKFRS 9                        | Financial instruments                        | 1 January 2013  |
| HK(IFRIC) - Int 14 (Amendment) | Prepayments of a minimum funding requirement | 1 January 2011  |
| HK(IFRIC) - Int 19             | Extinguishing financial liabilities with     | 1 July 2010     |
|                                | equity instruments                           |                 |

The HKICPA has made amendments to HKFRS in May 2010 in response to the annual improvements project.

on or after Presentation of financial statements 1 January 2011 HKAS 1 (Amendment) HKAS 34 (Amendment) Interim financial reporting 1 January 2011 HKFRS 1 (Amendment) First-time adoption of Hong Kong 1 January 2011 financial reporting standards 1 July 2010 HKFRS 3 (Amendment) Business combinations HKFRS 7 (Amendment) Financial instruments: disclosures 1 July 2011 Customer loyalty programme HK(IFRIC) - Int 13 (Amendment) 1 January 2011

The Group is in the process of making assessment of the impact of these new or revised standards, amendments and improvements to standards and interpretations of HKFRS and is not yet in a position to state whether they would have a significant impact on the Group's results and financial position.

#### REVENUE AND SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision-maker in order to allocate resources to the segment and to assess its performance.

Segment information reported to the Group's management for the purposes of resources allocation and assessment of performance are analysed on the basis of the Group's operating divisions (i.e. property development, property investment and management, hospitality investment and management, garment manufacturing, branded products distribution, investing activities and corporate). The presentation of the Group's reportable segments has changed in a manner consistent with the internal reporting. Comparatives for 2009 segment disclosures have been restated to conform with current period's presentation.

## 4. REVENUE AND SEGMENT INFORMATION (Continued)

|   | Property<br>development<br>HK\$'M | Property<br>investment<br>and<br>management<br>HK\$'M | Hospitality<br>investment<br>and<br>management<br>HK\$'M | Garment<br>manufacturing<br>HK\$'M | Branded<br>products<br>distribution<br>HK\$'M | Investing<br>activities<br>HK\$'M | Corporate<br>HK\$'M | Elimination<br>HK\$'M | Consolidated<br>HK\$'M |
|---|-----------------------------------|---|--|------------------------------------|---|-----------------------------------|---------------------|-----------------------|------------------------|
| For the six months ended 30 June 2010   |                                   |   |  |                                    |   |                                   |                     |                       |                        |
| REVENUE<br>External sales<br>Inter-segment sales  | 881.6<br>-                        | 173.2<br>9.8  | 53.3   | 137.9<br>-                         | 101.0   | 9.6                               | -<br>-              | -<br>(9.8)            | 1,356.6                |
| Total   | 881.6                             | 183.0   | 53.3   | 137.9                              | 101.0   | 9.6                               | -                   | (9.8)                 | 1,356.6                |
| RESULTS Segment results before change in fair value of investment properties, impairment loss on available-for-sale financial assets and gain on disposals of investment properties and other properties, plant and | ;                                 |   |  |                                    |   |                                   |                     |                       |                        |
| equipment Change in fair value of investment  | 146.4                             | 94.1  | 21.9   | (16.0)                             | (17.6)  | 12.5                              | (40.5)              | -                     | 200.8                  |
| properties  | -                                 | 629.1   | 5.6  | 0.6                                | -   | -                                 | -                   | -                     | 635.3                  |
| Impairment loss of available-for-sale financial assets Gain on disposal of investment   | -                                 | (13.8)  | -  | -                                  | -   | (4.3)                             | (0.1)               | -                     | (18.2)                 |
| properties  | -                                 | 137.8   | -  | -                                  | -   | -                                 | -                   | -                     | 137.8                  |
| Gain on disposal of other properties, plant and equipment   | -                                 | 67.0  | -  | -                                  | -   | -                                 | -                   | -                     | 67.0                   |
| Reportable segment results  | 146.4                             | 914.2   | 27.5   | (15.4)                             | (17.6)  | 8.2                               | (40.6)              | -                     | 1,022.7                |
| Reconciliation: Fair value loss on derivative financial instruments   | -                                 | (1.5)   | -  | -                                  | -   | -                                 | -                   | -                     | (1.5)                  |
| Profit from operations  | 146.4                             | 912.7   | 27.5   | (15.4)                             | (17.6)  | 8.2                               | (40.6)              | -                     | 1,021.2                |
| Finance costs Finance income Share of results of associates   | (0.8)<br>-<br>60.4                | (36.0)  | (5.0)<br>1.0<br>3.6                                      | -<br>0.7<br>-                      | (0.7)<br>-<br>-                               | -<br>-<br>(7.7)                   | (0.9)<br>-<br>-     | 0.7<br>(0.7)<br>-     | (42.7)<br>1.0<br>56.3  |
| Profit before taxation Taxation   | 206.0                             | 876.7   | 27.1   | (14.7)                             | (18.3)  | 0.5                               | (41.5)              | -                     | 1,035.8 (30.8)         |
| Profit for the period   |                                   |   |  |                                    |   |                                   |                     |                       | 1,005.0                |
| Other items Amortisation of trademark Depreciation and amortisation of  | -                                 | -   | 0.1  | -                                  | -   | -                                 | -                   | -                     | 0.1                    |
| other properties, plant and equipme<br>Write off/loss on disposal of other<br>properties, plant and equipment<br>Provision for trade receivables, net   | nt 3.8<br>8.2                     | 2.4   | -<br>-<br>-  | 2.4<br>-<br>0.2                    | 3.6<br>0.1<br>-                               | -                                 | 1.2<br>-<br>-       | -                     | 13.4<br>8.3<br>0.2     |

## 4. REVENUE AND SEGMENT INFORMATION (Continued)

|  | Property<br>development<br>HK\$'M<br>(As restated) | Property<br>investment<br>and<br>management<br>HK\$'M<br>(As restated) | Hospitality<br>investment<br>and<br>management<br>HK\$'M<br>(As restated) | Garment<br>manufacturing<br>HK\$'M<br>(As restated) | Branded<br>products<br>distribution<br>HK\$'M<br>(As restated) | Investing<br>activities<br>HK\$'M<br>(As restated) | Corporate<br>HK\$'M<br>(As restated) | Elimination<br>HK\$'M<br>(As restated) | Consolidated<br>HK\$'M<br>(As restated) |
|--|--|--|---|---|--|--|--------------------------------------|--|---|
| For the six months ended 30 June 2009  |  |  |   |   |  |  |                                      |  |   |
| REVENUE<br>External sales<br>Inter-segment sales   | 5.4<br>-   | 135.5<br>8.2   | 43.5<br>-   | 122.5<br>-  | 101.2  | 8.9  | -<br>-                               | -<br>(8.2)                             | 417.0                                   |
| Total  | 5.4  | 143.7  | 43.5  | 122.5   | 101.2  | 8.9  | -                                    | (8.2)                                  | 417.0                                   |
| RESULTS Segment results before change in fair value of investment properties Change in fair value of investment properties | (8.2)  | 61.9   | 33.1  | (22.5)<br>0.9                                       | (4.4)  | 9.5  | (34.6)                               | -                                      | 34.8 (8.0)                              |
| Reportable segment results   | (8.2)  | 54.1   | 32.0  | (21.6)  | (4.4)  | 9.5  | (34.6)                               | -                                      | 26.8                                    |
| Reconciliation: Fair value gain on derivative financial instruments  | -  | 50.4   | -   | -   | -  | -  | -                                    | -                                      | 50.4                                    |
| Profit from operations   | (8.2)  | 104.5  | 32.0  | (21.6)  | (4.4)  | 9.5  | (34.6)                               | -                                      | 77.2                                    |
| Finance costs Finance income Share of results of associates  | (4.2)<br>13.5<br>–                                 | (29.4)<br>-<br>0.4   | (7.5)<br>1.6<br>(1.5)   | 0.9   | (0.6)<br>0.1<br>-  | -<br>-<br>(4.1)                                    | (1.1)<br>-<br>-                      | 0.9<br>(0.9)                           | (41.9)<br>15.2<br>(5.2)                 |
| Profit before taxation<br>Taxation   | 1.1  | 75.5   | 24.6  | (20.7)  | (4.9)  | 5.4  | (35.7)                               | -                                      | 45.3<br>(16.4)                          |
| Profit for the period  |  |  |   |   |  |  |                                      |  | 28.9                                    |
| Other items Amortisation of trademark Depreciation and amortisation of   | -  | -  | 0.1   | -   | -  | -  | -                                    | -                                      | 0.1                                     |
| other properties, plant and equipme<br>Write back of trade receivables, net<br>Provision for impairment of loans to        | ent 1.4<br>(9.8)                                   | 3.1  | -   | 1.8   | 2.9  | -  | 1.1                                  | -                                      | 10.3 (9.8)                              |
| an associate   | -  | -  | -   | -   | -  | -  | 1.6                                  | -                                      | 1.6                                     |

#### 4. REVENUE AND SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue by geographical areas in which the customer is located, irrespective of the origin of the goods/services:

|                | Rever        | Revenue by   |  |  |
|----------------|--------------|--------------|--|--|
|                | geographi    | cal market   |  |  |
|                | Six months e | nded 30 June |  |  |
|                | 2010         | 2009         |  |  |
|                | HK\$'M       | HK\$'M       |  |  |
| Hong Kong      | 1,098.2      | 181.0        |  |  |
| North America  | 105.0        | 81.4         |  |  |
| United Kingdom | 95.3         | 96.0         |  |  |
| Other areas    | 58.1         | 58.6         |  |  |
|                | 1.056.6      | 417.0        |  |  |
|                | 1,356.6      | 417.0        |  |  |

#### PROFIT FROM OPERATIONS 5.

|  | Six months ended 30 June |               |
|--|--------------------------|---------------|
|  | 2010                     | 2009          |
|  | HK\$'M                   | HK\$'M        |
|  |                          | (As restated) |
|  |                          |               |
| Profit from operations has been arrived at after charging/(crediting) the following: |                          |               |
|  |                          |               |
| Amortisation of interest income on held-to-maturity investments                      | (3.7)                    | (3.0)         |
| Amortisation of trademark  | 0.1                      | 0.1           |
| Depreciation and amortisation of other properties, plant and equipment               | 13.4                     | 10.3          |
| Net fair value loss/(gain) on derivative financial instruments                       | 1.5                      | (50.4)        |
| Share-based compensation expenses  | 4.4                      | 2.4           |
| Impairment loss on available-for-sale finance assets                                 | 18.2                     | -             |
| Provision for diminution in value of inventories                                     | 2.8                      | 0.1           |
| Write off/loss on disposal of other properties, plant and equipment                  | 8.3                      | -             |
| Provision for/(write back of) trade receivables, net                                 | 0.2                      | (9.8)         |
| Provision for impairment of loans to an associate                                    | _                        | 1.6           |

#### 6. **TAXATION**

Hong Kong profits tax has been calculated at 16.5% (2009: 16.5%) of the estimated assessable profits for the period. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rates of taxation prevailing in the countries in which the Group operates.

The amount of taxation charged to the condensed consolidated income statement represents:

|  | Six months ended 30 June |        |  |
|--|--------------------------|--------|--|
|  | 2010                     | 2009   |  |
|  | HK\$'M                   | HK\$'M |  |
|  |                          |        |  |
| Current taxation   |                          |        |  |
| <ul> <li>Hong Kong profits tax</li> </ul>                                | 31.3                     | 9.2    |  |
| <ul> <li>Over-provision in prior years</li> </ul>                        | _                        | (0.3)  |  |
| - Taxation in other jurisdictions  | 0.1                      | (0.1)  |  |
|  | 01.4                     | 0.0    |  |
|  | 31.4                     | 8.8    |  |
| Deferred taxation  |                          |        |  |
| - Change in fair value of investment properties                          | 105.2                    | (0.3)  |  |
| - Reversal upon disposals of investment properties and other properties, |                          |        |  |
| plant and equipment  | (92.5)                   | _      |  |
| - Other temporary differences  | (13.3)                   | 7.9    |  |
|  | (0.6)                    | 7.6    |  |
|  | , ,                      |        |  |
|  | 30.8                     | 16.4   |  |

#### 7. **EARNINGS PER SHARE**

The calculation of the basic and diluted earnings per share for profit attributable to equity holders of the Company is based on the following data:

|  | Six months ended 30 June |                |  |
|--|--------------------------|----------------|--|
|  | 2010<br>HK\$'M           | 2009<br>HK\$'M |  |
| Profit attributable to equity holders of the Company for the purpose of calculating basic and diluted earnings per share | 794.3                    | 7.0            |  |
| Number of shares   |                          | (As adjusted#) |  |
| Weighted average number of ordinary shares in issue  Effect of dilutive potential shares issuable under the Company's    | 1,320,550,438            | 1,082,708,372  |  |
| share option and share incentive schemes   | 6,621,351                | 3,363,038      |  |
| Weighted average number of shares for the purpose of calculating   |                          |                |  |
| diluted earnings per share   | 1,327,171,789            | 1,086,071,410  |  |

The weighted average number of shares in 2009 for the purpose of calculating the basic and diluted earnings per share have been adjusted for the Company's rights issue in December 2009.

### 8. DIVIDENDS

|   | Six months ended 30 June |                |
|---|--------------------------|----------------|
|   | 2010<br>HK\$'M           | 2009<br>HK\$'M |
| 2009 final dividend paid on 1 June 2010 of HK4.0 cents (2009: 2008 final dividend of HK1.5 cents) per ordinary share approved at annual general meeting held on 18 May 2010 | 52.9                     | 14.8           |
| Interim dividend of HK3.5 cents (2009: HK1.5 cents) per ordinary share  | 46.3                     | 14.8           |
|   | 99.2                     | 29.6           |

### CAPITAL EXPENDITURE

|   | Leasehold<br>land and<br>land use rights<br>HK\$'M | Land<br>use rights<br>HK\$'M | Investment<br>properties<br>HK\$'M | Other<br>properties,<br>plant and<br>equipment<br>HK\$'M |
|---|--|------------------------------|------------------------------------|--|
| Opening net book value at 1 January 2010        |  |                              |                                    |  |
| (as previously reported)                        | 38.3   | _                            | 10,532.0                           | 192.7  |
| Adjustment for adoption of amendment to HKAS 17 | (38.3)   | 3.4                          | _                                  | 34.9   |
| Opening net book value at 1 January 2010        |  |                              |                                    |  |
| (as restated)                                   | _  | 3.4                          | 10,532.0                           | 227.6  |
| Exchange differences                            | _  | _                            | 4.7                                | (3.8)  |
| Gain arising from change in fair value          | _  | _                            | 635.3                              | _  |
| Additions                                       | _  | _                            | 2.2                                | 12.2   |
| Disposals                                       | _  | _                            | (705.0)                            | (69.2)   |
| Depreciation and amortisation                   | _  | _                            | _                                  | (13.4)   |
| Closing net book value at 30 June 2010          | -  | 3.4                          | 10,469.2                           | 153.4  |
| Opening net book value at 1 January 2009        | 41.8   | _                            | 10,098.1                           | 181.5  |
| Adjustment for adoption of amendment to HKAS 17 | (41.8)   | 3.5                          |                                    | 38.3   |
| Opening net book value at 1 January 2009        |  |                              |                                    |  |
| (as restated)                                   | _  | 3.5                          | 10,098.1                           | 219.8  |
| Exchange differences                            | _  | _                            | 0.4                                | 7.6  |
| Loss arising from change in fair value          | _  | _                            | (8.0)                              | _  |
| Additions                                       | _  | _                            | 6.0                                | 40.2   |
| Disposals                                       | _  | _                            | _                                  | (0.2)  |
| Depreciation and amortisation                   | _  | _                            | _                                  | (10.3)   |
| Closing net book value at 30 June 2009          | -  | 3.5                          | 10,096.5                           | 257.1  |

The Group's investment properties are stated at revalued amounts based on professional valuations at 30 June 2010 on an open market value basis.

#### 10. PROPERTIES FOR SALE

|  | 30 June<br>2010<br>HK\$'M | 31 December<br>2009<br>HK\$'M |
|--|---------------------------|-------------------------------|
| Properties under development held for sale<br>Completed properties | 2,570.3<br>419.8          | 3,416.3<br>16.2               |
|  | 2,990.1                   | 3,432.5                       |

## 11. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

|  | 30 June<br>2010<br>HK\$'M | 31 December<br>2009<br>HK\$'M |
|--|---------------------------|-------------------------------|
| Trade receivables Less: provision for impairment                                 | 778.7<br>(3.7)            | 68.0<br>(12.2)                |
| Trade receivables (net of provision) Other receivables, deposits and prepayments | 775.0<br>995.0            | 55.8<br>116.2                 |
|  | 1,770.0                   | 172.0                         |

The Group allows different credit periods to its customers. Credit periods vary from 30 to 90 days in accordance with the industry practice. The following is an ageing analysis of the Group's trade receivables (net of provision) at the balance sheet date:

|              | 30 June | 31 December |
|--------------|---------|-------------|
|              | 2010    | 2009        |
|              | HK\$'M  | HK\$'M      |
|              |         |             |
| Not yet due  | 744.9   | 24.7        |
| 1 – 30 days  | 23.1    | 19.2        |
| 31 – 90 days | 4.8     | 10.4        |
| Over 90 days | 2.2     | 1.5         |
|              |         |             |
|              | 775.0   | 55.8        |

Other receivables as at 30 June 2010 included sale proceeds receivables from disposals of investment properties and other property of HK\$858.9 million (31 December 2009: nil).

### 12. TRADE AND OTHER PAYABLES AND ACCRUALS

|  | 30 June<br>2010<br>HK\$'M | 31 December<br>2009<br>HK\$'M |
|--|---------------------------|-------------------------------|
| Trade payables Other payables and accruals | 84.7<br>955.4             | 102.3<br>913.2                |
|  | 1,040.1                   | 1,015.5                       |

The following is an ageing analysis of the Group's trade payables at the balance sheet date:

|   | 30 June<br>2010<br>HK\$'M | 31 December<br>2009<br>HK\$'M |
|---|---------------------------|-------------------------------|
| 0 - 30 days<br>31 - 90 days<br>Over 90 days | 68.2<br>7.7<br>8.8        | 81.4<br>17.0<br>3.9           |
|   | 84.7                      | 102.3                         |

#### 13. BANK LOANS

The bank loans carry interest at the prevailing market rates and are repayable as follows:

|   | 30 June   | 31 December |
|---|-----------|-------------|
|   | 2010      | 2009        |
|   | HK\$'M    | HK\$'M      |
| Within one year   | 1,481.2   | 540.6       |
| Between one to two years  | 1,553.6   | 1,500.6     |
| Between two to five years   | 1,720.2   | 2,662.7     |
| After five years  | 113.9     | 118.5       |
|   | 4,868.9   | 4,822.4     |
| Less: Amounts due within one year shown under current liabilities | (1,481.2) | (540.6)     |
| A required and the second second                                  | 0.007.7   | 4.004.0     |
| Amounts due after one year  | 3,387.7   | 4,281.8     |

Bank loans are secured by the Group's assets as follows:

|   | 30 June<br>2010<br>HK\$'M                    | 31 December<br>2009<br>HK\$'M<br>(As restated) |
|---|--|--|
| Investment properties Other properties, plant and equipment Available-for-sale financial assets Properties for sale Bank deposits | 10,359.6<br>84.9<br>238.0<br>2,762.0<br>10.1 | 10,420.6<br>140.6<br>176.5<br>3,245.5<br>38.1  |
|   | 13,454.6                                     | 14,021.3                                       |

#### 14. OTHER LONG-TERM LOANS

The loans are from non-controlling shareholders of certain subsidiaries. All the loans are interest free, unsecured and expected not to be repaid within one year. The loans are therefore shown in the condensed consolidated balance sheet as non-current liabilities.

#### 15. SHARE CAPITAL

|  | Number of shares | Amount<br>HK\$'M |
|--|------------------|------------------|
| Ordinary shares of HK\$0.50 each                     |                  |                  |
| Authorised:  |                  |                  |
| At 1 January 2009, 31 December 2009 and 30 June 2010 | 2,000,000,000    | 1,000.0          |
| Issued and fully paid:                               |                  |                  |
| At 1 January 2009                                    | 988,980,418      | 494.5            |
| Issue of shares on exercise of incentive shares      | 459,500          | 0.2              |
| Issue of shares on rights issue                      | 329,813,306      | 164.9            |
| At 31 December 2009                                  | 1,319,253,224    | 659.6            |
| Issue of shares on exercise of incentive shares      | 3,623,302        | 1.8              |
| At 30 June 2010                                      | 1,322,876,526    | 661.4            |

On 18 December 2009, the Company completed a rights issue and raised funds of approximately HK\$549.4 million (net of issue expenses) by issuing 329,813,306 rights shares at a price of HK\$1.70 per rights share on the basis of one rights share for every three shares held by qualifying shareholders.

#### 16. COMMITMENTS

|  | 30 June<br>2010<br>HK\$'M | 31 December<br>2009<br>HK\$'M |
|--|---------------------------|-------------------------------|
| Expenditure in respect of acquisition of investment properties                 |                           |                               |
| <ul> <li>contracted but not provided for</li> </ul>                            | 135.0                     | 127.8                         |
| Expenditure in respect of properties under development held for sale           |                           |                               |
| <ul> <li>contracted but not provided for</li> </ul>                            | 223.3                     | 430.6                         |
| <ul> <li>authorised but not contracted for</li> </ul>                          | 4.7                       | 3.2                           |
| Expenditure in respect of acquisition of other properties, plant and equipment |                           |                               |
| <ul> <li>contracted but not provided for</li> </ul>                            | 0.9                       | 0.6                           |
| <ul> <li>authorised but not contracted for</li> </ul>                          | 0.1                       | -                             |
| Expenditure in respect of investment in an associate                           |                           |                               |
| - contracted but not provided for  | 413.2                     | 409.3                         |
|  | 777.2                     | 971.5                         |
|  | ,,,,=                     | 07 1.0                        |

### 17. CONTINGENT LIABILITIES

|  | 30 June<br>2010<br>HK\$'M | 31 December<br>2009<br>HK\$'M |
|--|---------------------------|-------------------------------|
| Guarantees given to banks in respect of credit facilities extended to an associate Other guarantees given to banks | 432.7<br>1.4              | 432.7<br>5.4                  |
|  | 434.1                     | 438.1                         |

### 18. SIGNIFICANT RELATED PARTY TRANSACTIONS

The Group had significant transactions with related parties during the period as follows:

|  | Six months ended 30 June |        |  |
|--|--------------------------|--------|--|
|  | 2010                     | 2009   |  |
|  | HK\$'M                   | HK\$'M |  |
|  |                          |        |  |
| Key management compensation  |                          |        |  |
| Salaries and other benefits  | 9.1                      | 8.6    |  |
| Retirement benefits costs  | 0.4                      | 0.4    |  |
| Value of share options and incentive shares                                  | 2.7                      | 1.5    |  |
|  | 12.2                     | 10.5   |  |
| Interest income from loans to associates                                     | 5.9                      | 5.0    |  |
| Project management fee income from associates                                | 1.1                      | 1.3    |  |
| Project management fee income from a substantial shareholder of the Company  | 2.1                      | 2.0    |  |
| Property rental income from a substantial shareholder of the Company         | 1.6                      | 1.4    |  |
| Property rental income from associates                                       | 1.0                      | 1.0    |  |
| Purchases of garment products from a subsidiary of a substantial shareholder |                          |        |  |
| of the Company   | 14.2                     | 16.1   |  |

These transactions were carried out on terms mutually agreed between the parties involved.

## **Interim Dividend & Management Discussion and Analysis**

## INTERIM DIVIDEND

The Directors declared the payment of an interim dividend of HK3.5 cents per share for the year ending 31 December 2010 (2009: HK1.5 cents). The interim dividend will be distributed on or around 14 October 2010 to the shareholders whose names appear on the register of members of the Company at the close of business on 28 September 2010 (the Record Date).

#### MANAGEMENT DISCUSSION AND ANALYSIS

#### **BUSINESS REVIEW**

For the first half of 2010, the Group reported consolidated profit attributable to equity holders of the Company of HK\$794.3 million, compared with HK\$7.0 million in 2009. The increase in profit was mainly due to fair value gain from the Group's investment properties, gain on disposal of the Group's investment properties and higher property sales recognised during the period. Revenue for the Group was HK\$1,356.6 million in the first half of 2010, compared with HK\$417.0 million in 2009.

#### Property

The Group's property division, which includes property development, property investment and management, and hospitality investment and management, recorded segment profit of HK\$1,088.1 million in the first half of 2010, compared with HK\$77.9 million in 2009.

#### Property Development

"Forfar", located in the traditional prestigious Kowloon residential district, was launched for presale in July 2009. Over 60% of the units were sold to-date generating approximately HK\$900 million revenue which was recognised in the first half of 2010 upon obtaining of the occupation permit in January 2010. Delivery of the sold units is scheduled to complete in the fourth quarter of 2010.

"Seymour", the latest landmark in Mid-Levels West in which the Group has a 30% attributable share of interest, was launched for presale in November 2009. About 85% of the units were successfully sold during the period, generating approximately HK\$3 billion revenue. Superstructure works are progressing according to schedule. This project is expected to obtain occupation permit in the second half of 2011.

The construction works of the Tai Po Town Lot Nos. 186, 187 and 188 are in good progress. These projects are expected to be completed between 2011 and 2012. The Group has a 15% interest in each of the three sites.

The Group's interest in the luxurious residential development in Singapore, "Belle Vue Residences" is held through its subsidiary, Winsor Properties Holdings Limited ("Winsor Properties"). Winsor Properties has a 30% interest in this project. About 60% of the units have been sold and occupation permit was obtained in May 2010. Delivery of the sold units is scheduled to complete in the second half of 2010.

For the PRC Shenyang residential developments, construction of show-flat areas and sales office for the initial phases of two sites for low-density residential units is progressing according to schedule. The Group has a 20% interests in these projects.

#### Property Investment and Management

Winsor Properties is the Group's investment holding arm in commercial, industrial and retail properties in Hong Kong. As at 30 June 2010, the Group's portfolio of investment properties, comprising 1.5 million square feet of Grade-A office buildings and 1.3 million square feet of industrial buildings located in urban Kowloon area had an aggregate fair market valuation of HK\$9,024.0 million.

## Management Discussion and Analysis

In June 2010, Winsor Properties disposed of two industrial buildings, namely Unimix Industrial Centre and Lucky Industrial Building, for a total consideration of HK\$949.0 million. The Group considered that the disposals represent opportunities for it to realise its long-term investment in the investment properties at attractive returns. The Group has recorded a gain on disposals of approximately HK\$204.8 million and reversal of deferred tax liabilities arising from the disposals of approximately HK\$92.5 million as at 30 June 2010. The net proceeds generated from the disposals after repayment of bank term loan and expenses will be approximately HK\$584.0 million upon completion in the fourth quarter of 2010, and will strengthen the financial position of the Group. The completion of the formal sale and purchase agreements are scheduled for the fourth quarter of 2010.

As at 30 June 2010, the Group's portfolio of industrial properties had an aggregate fair market valuation of HK\$1,979.0 million. Average occupancy of these industrial properties, excluding the two properties disposed of, have improved slightly during the period under review and stood at approximately 91%.

Leasing of Landmark East, the Group's twin-tower Grade-A office development, continues to improve with committed leasing rate reaching approximately 80% to-date as compared to approximately 50% at the beginning of the year. W Square, the office and retail complex located at Wan Chai, was 98% leased as at 30 June 2010.

#### Hospitality Investment and Management

The Group's hospitality business continues to improve in terms of both occupancy and rental rate in line with economic recovery in Asian region. As at 30 June 2010, both Lanson Place Jinlin Tiandi Residences in Shanghai and Lanson Place Central Park Residences in Beijing achieved about 97% occupancy. Lanson Place Jin Qiao Residences in Shanghai, which has two towers, opened the entire first tower in mid May 2010 and will open the second tower in September 2010.

#### Apparel

The Group's apparel operation, which comprises garment manufacturing and branded products distribution, generated an aggregate revenue of HK\$238.9 million in the first half of 2010, compared with HK\$223.7 million in 2009. The segment loss for the period was HK\$33.0 million, compared with HK\$26.0 million loss in 2009.

The segment loss of manufacturing business for the period was mainly due to the seasonality of sweater business, and the loss has been reduced compared with 2009. However, the branded products distribution business continued to suffer from economic uncertainty in the United Kingdom, in particular in the high-end retail market where it operates.

#### Investing Activities

The Group's investing activities reported a segment profit of HK\$8.2 million in the first half of 2010, compared with HK\$9.5 million in 2009. The profit represents mainly dividend income from the Group's investments held through Winsor Properties.

## Management Discussion and Analysis

#### FINANCIAL REVIEW

#### Liquidity and Financial Resources

The Group's net assets totaled HK\$10,586.9 million as at 30 June 2010 (31 December 2009: HK\$9,694.1 million). The increase was mainly resulted from the profit for the period of HK\$1,005.0 million, offset by the distribution of the 2009 final dividend of HK\$52.9 million in the first half of 2010, a net decrease of hedging reserve of HK\$21.3 million and the realisation of other properties revaluation reserve of HK\$20.5 million upon disposal of properties.

As at 30 June 2010, the Group's net borrowings (total bank loans and other long-term loans less bank balances and cash) was HK\$4,300.3 million (31 December 2009: HK\$4,165.2 million), representing 40.6% of the Group's net assets (31 December 2009: 43.0%). Interest for the Group's bank borrowings was mainly on a floating rate basis. Around 69.6% of the Group's bank borrowings was repayable in periods beyond one year. The Group had unutilised general banking facilities in excess of HK\$2,105.2 million as at 30 June 2010 (31 December 2009: HK\$2,106.3 million).

#### Foreign Currencies

The Group continues to conduct its business mainly in Hong Kong Dollars, United States Dollars and Renminbi. For transactions in Renminbi and other foreign currencies, the Group will closely monitor the exposure, and if consider appropriate, hedge to the extent desirable. In addition, majority of the Group's assets, liabilities and related cash flows are denominated mainly in Hong Kong dollars, thus, our exposure to exchange rate fluctuations is minimal.

#### Contingent Liabilities

As at 30 June 2010, the Group's contingent liabilities were guarantees given to banks of HK\$434.1 million (31 December 2009: HK\$438.1 million).

#### Pledge of Assets

At 30 June 2010, the Group's advances to associates/jointly controlled entities of HK\$1,684.0 million (31 December 2009: HK\$1,579.8 million) were subordinated to the loan facilities of associates/jointly controlled entities. The Group's advances to the associates/jointly controlled entities include amounts of HK\$1,684.0 million (31 December 2009: HK\$1,579.8 million) which are assigned, and the shares in these associates/jointly controlled entities beneficially owned by the Group are pledged to the financial institutions.

At 30 June 2010, certain of the Group's investment properties, other properties, plant and equipment, available-forsale financial assets, properties for sale and bank deposits with carrying values of HK\$10,359.6 million, HK\$84.9 million, HK\$238.0 million, HK\$2,762.0 million and HK\$10.1 million respectively were pledged to secure credit facilities for the Group.

## Management Discussion and Analysis

#### **PROSPECTS**

We are cautiously optimistic about the prospects of the property market in the second half of the year. China's economy has sustained its steady growth though on a slower yet healthier pace. The lingering uncertainty in the global economy as well as measures from both the Mainland and Hong Kong governments to dampen speculations in its respective property markets might continue to impact on the prospect of the sector. We will continue to remain vigilant against any near term market volatility as part of our sales strategy for the launch of the remaining units at Forfar and Seymour as well as the pre-sale of the Tai Po Pak Shek Kok development. Further to the recent acquisition of a luxury property redevelopment project in the Mid-Levels, we will closely monitor the market to capture any acquisition opportunities.

The Group's investment property business is expected to continue to benefit from a growing demand and rental for Grade A office space in the second half of the year. We expect the occupancy rates and rental rates at Landmark East to improve further for the remainder of the year with continued trend of office decentralisation to Kowloon East districts. The recent disposal of two industrial properties will result in a more solid financial position, enabling us to continue to enhance our investment portfolio through the optimal utilisation of resources.

Lanson Place is expected to continue to deliver strong operating performance as the economy regains strength. Looking forward, Lanson Place will continue to explore investment and management opportunities in gateway cities in the Asia Pacific region to extend its reach and further expand its portfolio of businesses.

On the strength of our business platform, we are confident that the Group is well positioned to seize any growth opportunities ahead.

#### **EMPLOYEES**

As at 30 June 2010, the Group had about 1,600 staff and workers. The Group offers comprehensive remuneration and benefit packages to its employees, which are structured according to the prevailing salary levels in the market, individual merit and performance. The Group has a mandatory provident fund scheme to provide retirement benefits for all of its employees in Hong Kong. In addition, there is a defined contribution top-up scheme for qualifying employees of certain Hong Kong subsidiaries of the Group. The Group also operates a funded defined benefit pension scheme for certain overseas employees engaged prior to May 2001.

Employees, including executive directors, are eligible under the Company's share option scheme and share incentive scheme in which the share options and incentive shares are generally exercisable in stages within a period of ten years.

## Directors' and Chief Executive's Interests in Shares and Underlying Shares and Debentures of the Company or any Associated Corporation

As at 30 June 2010, the interests of the Directors and the Chief Executive of the Company in shares and underlying shares of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, 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 Issuers (the "Model Code") set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

#### Interests in the Company

|                                | Nu                    | mber of ordin       | ary shares held         | t                       | Number of underlying shares held        |                     | Approx.                              |
|--------------------------------|-----------------------|---------------------|-------------------------|-------------------------|---|---------------------|--------------------------------------|
| Director                       | Personal<br>interests | Family<br>interests | Corporate interests     | Other interests         | under equity<br>derivatives<br>(Note e) | Aggregate interests | of the issued share capital (Note a) |
| Cheng Wai Chee,<br>Christopher | 5,240,829             | -                   | 197,918,780<br>(Note b) | 462,488,185<br>(Note c) | 2,548,737                               | 668,196,531         | 50.51%                               |
| Cheng Wai Sun, Edward          | 5,139,497             | -                   | -                       | 462,488,185<br>(Note c) | 2,548,737                               | 470,176,419         | 35.54%                               |
| Cheng Man Piu, Francis         | -                     | -                   | -                       | 462,488,185<br>(Note c) | -                                       | 462,488,185         | 34.96%                               |
| Chow Wai Wai, John             | 200,002               | -                   | -                       | -                       | _                                       | 200,002             | 0.02%                                |
| Ng Tak Wai, Frederick          | 344,319               | 1,016,000           | -                       | -                       | 119,738                                 | 1,480,057           | 0.11%                                |
| Au Hing Lun, Dennis            | 1,327,912             | -                   | -                       | -                       | 1,211,085                               | 2,538,997           | 0.19%                                |
| Kwok Ping Luen, Raymond        | -                     | -                   | -                       | 9,224,566<br>(Note d)   | -                                       | 9,224,566           | 0.70%                                |
| Simon Murray                   | -                     | -                   | -                       | -                       | 1,094,737                               | 1,094,737           | 0.08%                                |

#### Notes:

- (a) The total number of issued shares in the capital of the Company (the "Shares") as at 30 June 2010 was 1,322,876,526.
- (b) Mr. Cheng Wai Chee, Christopher was deemed to be interested in 197,918,780 Shares beneficially owned by Bestime Resources Limited, Pofung Investments Limited and Broxbourne Assets Limited by virtue of his corporate interests in these companies through Wing Tai (Cheng) Holdings Limited, Renowned Development Limited and Wing Tai Corporation Limited. Bestime Resources Limited, Pofung Investments Limited and Broxbourne Assets Limited were the beneficial owners of 91,663,995, 88,930,828 and 17,323,957 Shares respectively.

- (c) Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis were beneficiaries of a family trust whose assets included indirect interests in 462,488,185 Shares beneficially owned by Brave Dragon Limited, Wing Tai Retail Pte. Ltd. and Crossbrook Group Limited as set out under the section headed Substantial Shareholders' Interests below.
- (d) Mr. Kwok Ping Luen, Raymond was a beneficiary of a trust the assets of which included interests in 9,224,566 Shares.
- These interests represented the interests in underlying shares in respect of the share options or incentive shares (e) granted by the Company to these directors as beneficial owners, details of which are set out in the section below headed Share Option Scheme or Share Incentive Scheme.

Annrov

Interests in associated corporation, Winsor Properties Holdings Limited ("Winsor")

| Director                    | Personal  | percentage of the issued share capital |                        |                         |                        |                       |
|-----------------------------|-----------|--|------------------------|-------------------------|------------------------|-----------------------|
|                             | interests | Family<br>interests                    | Corporate<br>interests | Other interests         | Aggregate<br>interests | of Winsor<br>(Note a) |
| Cheng Wai Chee, Christopher | -         | 27,000                                 | -                      | 205,835,845<br>(Note b) | 205,862,845            | 79.27%                |
| Cheng Wai Sun, Edward       | _         | -                                      | -                      | 205,835,845<br>(Note b) | 205,835,845            | 79.26%                |
| Cheng Man Piu, Francis      | _         | -                                      | -                      | 205,835,845<br>(Note b) | 205,835,845            | 79.26%                |
| Chow Wai Wai, John          | 2,713,000 | _                                      | -                      | -                       | 2,713,000              | 1.04%                 |
| Kwok Ping Luen, Raymond     | 500       | -                                      | -                      | -                       | 500                    | 0.0002%               |

#### Notes:

- The total number of issued shares in the capital of Winsor as at 30 June 2010 was 259,685,288. (a)
- (b) Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis were beneficiaries of a family trust whose assets included indirect interests in 205,835,845 shares of Winsor ("Winsor Shares") beneficially owned by Twin Dragon Investments Limited (42,991,387 Winsor Shares), and the Company (162,844,458 Winsor Shares).

Save as disclosed herein, as at 30 June 2010, none of the Directors or the Chief Executive of the Company had or was deemed to have any interest or short position in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## Share Option Scheme

Under the Share Option Scheme of the Company adopted on 10 June 2003 ("Share Option Scheme"), the Board of the Company may, in its absolute discretion, grant options to directors and employees of the Group to subscribe for shares of the Company. The purpose of the Share Option Scheme is to enable the Company to grant options to selected participants as incentives for their contributions to the Group.

Details of the share options granted and summary of the movements of the outstanding share options for the period ended 30 June 2010 under the Share Option Scheme are as follows:

|               |           |           |           | Nun        | nber of share opt | ions       |           |              |            |
|---------------|-----------|-----------|-----------|------------|-------------------|------------|-----------|--------------|------------|
|               |           | Exercise  |           |            |                   | Cancelled/ |           |              | Fair value |
|               |           | price per |           | Grant      | Exercised         | Lapsed     |           |              | of share   |
|               | Date of   | ordinary  | As at     | during     | during            | during     | As at     | Exercisable  | options    |
| Director      | grant     | share     | 1.1.2010  | the period | the period        | the period | 30.6.2010 | period       | amortised  |
|               |           |           |           |            |                   |            |           |              | (HK\$)     |
| Simon Murray  | 19.4.2005 | HK\$1.941 | 1,094,737 | _          | _                 | _          | 1,094,737 | 19.4.2006 to | 45,000     |
| ominon marray | 10.1.2000 | π.φτ.στι  | 1,001,101 |            |                   |            | 1,001,701 | 18.4.2012    | 10,000     |

Note: On 24 February 2010, the Company extended the exercisable period from 18 April 2010 to 18 April 2012.

## Share Incentive Scheme

Under a Share Incentive Scheme approved by shareholders of the Company on 17 June 2005 ("Share Incentive Scheme"), the Board of Directors of the Company or a duly authorised committee thereof may in its absolute discretion make offer of awards to selected employees (including executive directors) of the Group to subscribe in cash at par value for shares of the Company.

Details of the incentive shares granted and summary of the movements of the outstanding incentive shares for the period ended 30 June 2010 under the Share Incentive Scheme are as follows:

Number of incentive shares

|                                |           |          | Num                | ber of incentive s   | hares                |           |                       |                           |                     |
|--------------------------------|-----------|----------|--------------------|----------------------|----------------------|-----------|-----------------------|---------------------------|---------------------|
|                                |           |          |                    | Vested and           | Cancelled/           |           | Vesting               |                           | Fair value          |
|                                | Date of   | As at    | Awards made during | exercised            | lapsed               | As at     | date of the           | Exercisable               | of incentive shares |
| Director                       | award     | 1.1.2010 | the period         | during<br>the period | during<br>the period | 30.6.2010 | outstanding<br>awards | period                    | amortised           |
| Director                       | awaiu     | 1.1.2010 | ille pellou        | ille pellou          | tile period          | 30.0.2010 | awarus                | penou                     | (HK\$)              |
| Cheng Wai Chee,<br>Christopher | 25.4.2006 | 298,863  | -                  | 298,863              | -                    | -         | N/A                   | N/A                       | -                   |
|                                | 26.7.2007 | 268,484  | -                  | 268,484              | -                    | -         | N/A                   | N/A                       | 17,000              |
|                                | 8.7.2008  | 103,179  | -                  | 103,179              | -                    | -         | N/A                   | N/A                       | -                   |
|                                | 8.7.2008  | 103,179  | -                  | 103,179              | -                    | -         | N/A                   | N/A                       | 8,000               |
|                                | 8.7.2008  | 206,358  | -                  | -                    | -                    | 206,358   | 30.1.2011             | 30.1.2011 to<br>8.7.2018  | 119,000             |
|                                | 15.6.2009 | 426,126  | -                  | 426,126              | -                    | -         | N/A                   | N/A                       | 31,000              |
|                                | 15.6.2009 | 426,126  | -                  | -                    | -                    | 426,126   | 20.1.2011             | 20.1.2011 to<br>15.6.2019 | 221,000             |
|                                | 15.6.2009 | 852,253  | -                  | -                    | -                    | 852,253   | 20.1.2012             | 20.1.2012 to 15.6.2019    | 271,000             |
|                                | 25.6.2010 | -        | 266,000            | -                    | -                    | 266,000   | 19.1.2011             | 19.1.2011 to 25.6.2020    | -                   |
|                                | 25.6.2010 | -        | 266,000            | -                    | -                    | 266,000   | 19.1.2012             | 19.1.2012 to 25.6.2020    | -                   |
|                                | 25.6.2010 | -        | 532,000            | -                    | -                    | 532,000   | 19.1.2013             | 19.1.2013 to 25.6.2020    | -                   |

|                          |           | Number of incentive shares |             |                      |            |           |             |                          |   |
|--------------------------|-----------|----------------------------|-------------|----------------------|------------|-----------|-------------|--------------------------|---|
|                          |           |                            | Awards      | Vested and exercised | Cancelled/ |           | Vesting     |                          | Fair value<br>of incentive<br>shares<br>amortised |
|                          |           |                            |             |                      | lapsed     |           | date of the |                          |   |
|                          | Date of   | As at                      | made during | during               | during     | As at     | outstanding | Exercisable              |   |
| Director                 | award     | 1.1.2010                   | the period  | the period           | the period | 30.6.2010 | awards      | period                   |   |
|                          |           |                            |             |                      |            |           |             |                          | (HK\$)  |
| Cheng Wai Sun,<br>Edward | 25.4.2006 | 298,863                    | -           | 298,863              | -          | -         | N/A         | N/A                      | -   |
|                          | 26.7.2007 | 268,484                    | -           | 268,484              | -          | -         | N/A         | N/A                      | 17,000  |
|                          | 8.7.2008  | 103,179                    | -           | 103,179              | -          | -         | N/A         | N/A                      | -   |
|                          | 8.7.2008  | 103,179                    | -           | 103,179              | -          | -         | N/A         | N/A                      | 8,000   |
|                          | 8.7.2008  | 206,358                    | -           | -                    | -          | 206,358   | 30.1.2011   | 30.1.2011 to<br>8.7.2018 | 119,000   |
|                          | 15.6.2009 | 426,126                    | -           | 426,126              | -          | -         | N/A         | N/A                      | 31,000  |
|                          | 15.6.2009 | 426,126                    | -           | -                    | -          | 426,126   | 20.1.2011   | 20.1.2011 to 15.6.2019   | 221,000   |
|                          | 15.6.2009 | 852,253                    | -           | -                    | -          | 852,253   | 20.1.2012   | 20.1.2012 to 15.6.2019   | 271,000   |
|                          | 25.6.2010 | -                          | 266,000     | -                    | -          | 266,000   | 19.1.2011   | 19.1.2011 to 25.6.2020   | -   |
|                          | 25.6.2010 | -                          | 266,000     | -                    | -          | 266,000   | 19.1.2012   | 19.1.2012 to 25.6.2020   | -   |
|                          | 25.6.2010 | -                          | 532,000     | _                    | _          | 532,000   | 19.1.2013   | 19.1.2013 to             | _   |

25.6.2020

|                          |               | Number of incentive shares |                       |                             |                                |            |                                 |                          |                                |
|--------------------------|---------------|----------------------------|-----------------------|-----------------------------|--------------------------------|------------|---------------------------------|--------------------------|--------------------------------|
| Director                 | Date of award | As at r                    | Awards<br>made during | Vested and exercised during | Cancelled/<br>lapsed<br>during | As at      | Vesting date of the outstanding | Exercisable              | Fair value of incentive shares |
|                          |               |                            | 1.1.2010              | •                           | the period                     | the period | 30.6.2010                       | awards                   | period                         |
| Ng Tak Wai,<br>Frederick | 8.7.2008      | 11,221                     | -                     | 11,221                      | -                              | -          | N/A                             | N/A                      | 1,000                          |
|                          | 8.7.2008      | 22,442                     | -                     | -                           | -                              | 22,442     | 30.1.2011                       | 30.1.2011 to<br>8.7.2018 | 13,000                         |
|                          | 15.6.2009     | 19,432                     | -                     | 19,432                      | -                              | -          | N/A                             | N/A                      | 1,000                          |
|                          | 15.6.2009     | 19,432                     | -                     | -                           | -                              | 19,432     | 20.1.2011                       | 20.1.2011 to 15.6.2019   | 10,000                         |
|                          | 15.6.2009     | 38,864                     | -                     | -                           | -                              | 38,864     | 20.1.2012                       | 20.1.2012 to 15.6.2019   | 12,000                         |
|                          | 25.6.2010     | -                          | 9,750                 | -                           | -                              | 9,750      | 19.1.2011                       | 19.1.2011 to 25.6.2020   | -                              |
|                          | 25.6.2010     | -                          | 9,750                 | -                           | -                              | 9,750      | 19.1.2012                       | 19.1.2012 to 25.6.2020   | -                              |
|                          | 25.6.2010     | -                          | 19,500                | -                           | -                              | 19,500     | 19.1.2013                       | 19.1.2013 to 25.6.2020   | -                              |
| Au Hing Lun,             | 26.7.2007     | 71,705                     | -                     | 71,705                      | -                              | -          | N/A                             | N/A                      | 7,000                          |
| Dennis                   | 8.7.2008      | 49,537                     | _                     | 49,537                      | -                              | -          | N/A                             | N/A                      | 4,000                          |
|                          | 8.7.2008      | 99,074                     | -                     | -                           | -                              | 99,074     | 30.1.2011                       | 30.1.2011 to<br>8.7.2018 | 57,000                         |
|                          | 15.6.2009     | 200,337                    | -                     | 200,337                     | -                              | -          | N/A                             | N/A                      | 14,000                         |
|                          | 15.6.2009     | 200,337                    | -                     | -                           | -                              | 200,337    | 20.1.2011                       | 20.1.2011 to 15.6.2019   | 104,000                        |
|                          | 15.6.2009     | 400,674                    | -                     | -                           | -                              | 400,674    | 20.1.2012                       | 20.1.2012 to 15.6.2019   | 128,000                        |
|                          | 25.6.2010     | -                          | 127,750               | -                           | -                              | 127,750    | 19.1.2011                       | 19.1.2011 to 25.6.2020   | -                              |
|                          | 25.6.2010     | -                          | 127,750               | -                           | -                              | 127,750    | 19.1.2012                       | 19.1.2012 to 25.6.2020   | -                              |
|                          | 25.6.2010     | -                          | 255,500               | -                           | -                              | 255,500    | 19.1.2013                       | 19.1.2013 to 25.6.2020   | -                              |

| Fair value<br>of incentive<br>shares<br>amortised<br>(HK\$) |                           |   |                 | nares  | ber of incentive sl                    | Num                                 |                |                  |           |
|---|---------------------------|---|-----------------|--|--|-------------------------------------|----------------|------------------|-----------|
|   | Exercisable period        | Vesting<br>date of the<br>outstanding<br>awards | As at 30.6.2010 | Cancelled/<br>lapsed<br>during<br>the period | Vested and exercised during the period | Awards<br>made during<br>the period | As at 1.1.2010 | Date of<br>award | Director  |
| _   | N/A                       | N/A   | -               | -  | 10,947                                 | -                                   | 10,947         | 29.6.2006        | Employees |
| 15,000  | N/A                       | N/A   | -               | -  | 164,483                                | -                                   | 164,483        | 26.7.2007        |           |
| 9,000   | 17.7.2010 to 26.7.2017    | 17.7.2010                                       | 20,253          | -  | 10,126                                 | -                                   | 30,379         | 26.7.2007        |           |
| -   | N/A                       | N/A   | -               | -  | 13,958                                 | -                                   | 13,958         | 8.7.2008         |           |
| 10,000  | 30.1.2010 to<br>8.7.2018  | 30.1.2010                                       | 8,484           | -  | 130,820                                | -                                   | 139,304        | 8.7.2008         |           |
| 154,000   | 30.1.2011 to<br>8.7.2018  | 30.1.2011                                       | 278,610         | -  | -                                      | -                                   | 278,610        | 8.7.2008         |           |
| 40,000  | 20.1.2010 to 15.6.2019    | 20.1.2010                                       | 31,200          | -  | 541,074                                | -                                   | 572,274        | 15.6.2009        |           |
| 290,000   | 20.1.2011 to<br>15.6.2019 | 20.1.2011                                       | 572,274         | -  | -                                      | -                                   | 572,274        | 15.6.2009        |           |
| 358,000   | 20.1.2012 to 15.6.2019    | 20.1.2012                                       | 1,144,548       | -  | -                                      | -                                   | 1,144,548      | 15.6.2009        |           |
| -   | 19.1.2011 to 25.6.2020    | 19.1.2011                                       | 300,000         | -  | -                                      | 300,000                             | -              | 25.6.2010        |           |
| -   | 19.1.2012 to 25.6.2020    | 19.1.2012                                       | 300,000         | -  | -                                      | 300,000                             | -              | 25.6.2010        |           |
| -   | 19.1.2013 to 25.6.2020    | 19.1.2013                                       | 600,000         | -  | -                                      | 600,000                             | -              | 25.6.2010        |           |
|   |                           |   | 9,683,666       | -  | 3,623,302                              | 3,878,000                           | 9,428,968      |                  |           |

Notes: Subscription price per share is the par value of one ordinary share of the Company. Funds for subscription of ordinary shares will be provided by the Company when the right to subscribe for ordinary shares of the Company is exercised.

Save as disclosed above, at no time during the period was the Company or any of its subsidiaries, holding companies or fellow subsidiaries a party to any arrangement that may 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.

## Fair Values of Incentive Shares Awarded

The fair values of incentive shares awarded during the period ended 30 June 2010 are determined by using the Binominal Option Pricing Model (the "Model"). Key assumptions of the Model are as follows:

| Risk-free rate  | 2.46%                           |
|---|---------------------------------|
| Expected dividend yield   | 2.08%                           |
| Expected volatility of the market price of the Company's shares | 51.56%                          |
| Expected life   | 10 years from the date of award |

The Model requires the input of subjective assumptions, including the volatility of share price. Because changes in subjective assumptions can materially affect the fair value estimate, in the directors' opinion, the existing model does not necessarily provide a reliable single measure of the fair value of incentive shares.

## Substantial Shareholders' Interests

As at 30 June 2010, the following persons (other than the Directors and the Chief Executive of the Company) had interests in the shares of the Company as recorded in the register kept by the Company under section 336 of the SFO:

| Name of Shareholder                                       | Capacity                           | Number of<br>Shares<br>interested | Approx. percentage of the issued share capital |
|---|------------------------------------|-----------------------------------|--|
| Brave Dragon Limited                                      | Beneficial owner                   | 141,794,482                       | 10.72%   |
| Crossbrook Group Limited                                  | Beneficial owner                   | 270,411,036                       | 20.44%   |
| Wing Tai Holdings Limited                                 | Interest of controlled corporation | 462,488,185<br>(Note 2)           | 34.96%   |
| Deutsche Bank International Trust Co.<br>(Jersey) Limited | Trustee                            | 462,488,185<br>(Note 3)           | 34.96%   |
| Deutsche Bank International Trust Co.<br>(Cayman) Limited | Trustee                            | 462,488,185<br>(Note 3)           | 34.96%   |
| Wing Tai Corporation Limited                              | Interest of controlled corporation | 180,594,823<br>(Note 4)           | 13.65%   |
| Renowned Development Limited                              | Interest of controlled corporation | 180,594,823<br>(Note 4)           | 13.65%   |
| Wing Tai (Cheng) Holdings Limited                         | Interest of controlled corporation | 197,918,780<br>(Note 5)           | 14.96%   |
| Sun Hung Kai Properties Limited                           | Interest of controlled corporation | 182,608,533<br>(Note 6)           | 13.80%   |
| HSBC Trustee (C.I.) Limited                               | Trustee                            | 182,608,533<br>(Note 7)           | 13.80%   |
| Gala Land Investment Co Ltd                               | Beneficial owner                   | 101,579,467                       | 7.68%  |

| Name of Shareholder | Capacity   | Number of<br>Shares<br>interested | Approx. percentage of the issued share capital |
|---------------------|--|-----------------------------------|--|
| Farnham Group Ltd   | Interest of controlled corporation                                     | 101,579,467<br>(Note 8)           | 7.68%  |
| Chow Chung Kai      | Beneficial owner, interest of spouse, controlled corporation and other | 180,024,824<br>(Note 9)           | 13.61%   |
| Chow Yu Yue Chen    | Beneficial owner, interest of spouse and controlled corporation        | 150,812,777<br>(Note 10)          | 11.40%   |

#### Notes:

- (1) The total number of issued Shares as at 30 June 2010 was 1,322,876,526.
- (2)Wing Tai Holdings Limited beneficially owned 89.4% of the issued share capital of Brave Dragon Limited, 100% of the issued share capital of Crossbrook Group Limited and 100% of the issued shares capital of Wing Tai Retail Pte. Ltd. Wing Tai Retail Pte. Ltd. owned 50,282,667 Shares.
- (3)Deutsche Bank International Trust Co. (Jersey) Limited was the trustee of a family trust (of which Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis were beneficiaries) which held all units of a unit trust ("Unit Trust"). Deutsche Bank International Trust Co. (Cayman) Limited was the trustee of the Unit Trust which beneficially owned 100% of the issued shares of Wing Tai Asia Holdings Limited and 61.3% of the issued shares of Terebene Holdings Inc. Wing Tai Asia Holdings Limited, through its wholly-owned subsidiary, Wing Sun Development Private Limited, held 28.58% of the issued shares of Wing Tai Holdings Limited. Terebene Holdings Inc. held 59.3% of the issued shares of Winlyn Investment Pte Ltd. which in turn held 9.35% of the issued shares of Wing Tai Holdings Limited.
- (4) Wing Tai Corporation Limited beneficially owned 100% of the issued share capital of Bestime Resources Limited ("Bestime") and Pofung Investments Limited ("Pofung") and, therefore, by virtue of its corporate interest in Bestime and Pofung, Wing Tai Corporation Limited was deemed to be interested in 91,663,995 Shares and 88,930,828 Shares held by Bestime and Pofung respectively.
  - By virtue of the corporate interest of Renowned Development Limited in Wing Tai Corporation Limited, the former was deemed to be interested in the latter's interest in the Shares.
- By virtue of the corporate interest of Wing Tai (Cheng) Holdings Limited in Renowned Development Limited and (5) Broxbourne Assets Limited, Wing Tai (Cheng) Holdings Limited was deemed to be interested in the interest of Renowned Development Limited and Broxbourne Assets Limited in the Shares. Broxbourne Assets Limited beneficially owned 17,323,957 Shares.

(6) Sun Hung Kai Properties Limited ("SHKP") beneficially owned 100% of the issued share capital of Wesmore Limited ("Wesmore"), Fourseas Investments Limited ("Fourseas"), Junwall Holdings Ltd ("Junwall"), Sunrise Holdings Inc. ("Sunrise") and Country World Ltd. ("Country World"). Wesmore held 111,928,210 Shares.

Fourseas beneficially owned 100% of the issued share capital of Soundworld Limited ("Soundworld"), Units Key Limited ("Units Key") and Triple Surge Limited ("Triple Surge"). Soundworld, Units Key and Triple Surge were the beneficial owners of 20,869,323, 4,669,333 and 37,680,000 Shares respectively.

Junwall beneficially owned 100% of the issued share capital of Techglory Limited ("Techglory"). Techglory was the beneficial owner of 192,000 Shares.

Sunrise beneficially owned 100% of the issued share capital of Charmview International Ltd ("Charmview"). Charmview was the beneficial owner of 7,141,600 Shares.

Country World beneficially owned 100% of the issued share capital of Erax Strong Development Ltd ("Erax Strong"). Erax Strong was the beneficial owner of 128,067 Shares.

By virtue of the corporate interest of SHKP in the aforesaid companies, SHKP was deemed to be interested in the interest of Wesmore, Soundworld, Units Key, Triple Surge, Techglory, Charmview and Erax Strong in the Shares.

- (7) HSBC Trustee (C.I.) Limited, as the trustee of certain discretionary trusts, was deemed to be interested in 42.01% of the issued share capital of SHKP. By virtue of its deemed interest in SHKP, it was deemed to be interested in 182,608,533 Shares.
- (8)Farnham Group Ltd ("Farnham") beneficially owned 100% of the issued share capital of Gala Land Investment Co Ltd ("Gala Land"), therefore, Farnham was deemed to be interested in the 101,579,467 Shares held by Gala Land by virtue of its corporate interest therein.
- (9) Mr. Chow Chung Kai and his wife, Madam Chow Yu Yue Chen, held 48,532,744 and 700,566 Shares respectively.

The estate of the late Mr. Chou Wen Hsien, of which Mr. Chow Chung Kai was the executor, was interested in 29,212,047 Shares

Mr. Chow Chung Kai beneficially owned 50% of the issued share capital of Farnham and, therefore, Mr. Chow Chung Kai was deemed to be interested in the 101,579,467 Shares held by Gala Land by virtue of his corporate interest therein.

The estate of the late Mr. Chou Wen Hsien, of which Mr. Chow Chung Kai was the executor, was interested in 50% of the issued share capital of Farnham.

Madam Chow Yu Yue Chen and her husband, Mr. Chow Chung Kai, held 700,566 and 48,532,744 Shares respectively. (10)

Mr. Chow Chung Kai beneficially owned 50% of the issued share capital of Farnham and, therefore, Madam Chow Yu Yue Chen was deemed to be interested in the 101,579,467 Shares held by Gala Land by virtue of Mr. Chow Chung Kai's corporate interest therein.

Save as disclosed above, as at 30 June 2010, the Company had not been notified of any interests or short positions held by any substantial shareholder in the shares or underlying shares of the Company which are required to be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

## Interests of Any Other Persons

As at 30 June 2010, the Company had not been notified of any persons other than the substantial shareholders who had interests or short positions in the shares or underlying shares of the Company, which are required to be recorded in the register required to be kept under section 336 of the SFO.

## Disclosure Pursuant to Rule 13.22 of the Listing Rules

At 30 June 2010, the aggregate amount of financial assistance to and guarantees given for facilities granted to affiliated companies by the Group amounted to HK\$4,469.9 million which exceeded 8% of the assets ratio as defined in Rule 14.07(1) of the Listing Rules.

An unaudited pro-forma combined balance sheet of these affiliated companies and the Group's attributable interest in these affiliated companies as at 30 June 2010 are presented below:

|   | Pro-forma     | Group's<br>attributable<br>interest |  |
|---|---------------|-------------------------------------|--|
|   | combined      |                                     |  |
|   | balance sheet |                                     |  |
|   | (HK\$'M)      | (HK\$'M)                            |  |
| Non-current assets                      | 5,903.9       | 1,594.8                             |  |
| Current assets                          | 15,683.2      | 2,927.6                             |  |
| Current liabilities                     | (5,711.7)     | (1,188.0)                           |  |
| Non-current liabilities                 | (4,224.6)     | (859.8)                             |  |
| Amounts and loans due from shareholders | 31.2          | 11.8                                |  |
| Amounts and loans due to shareholders   | (10,670.5)    | (2,302.2)                           |  |
| Net assets                              | 1,011.5       | 184.2                               |  |

## Audit Committee

The Audit Committee has reviewed with the management and the auditor of the Company the unaudited interim financial report and considered the significant accounting principles and policies adopted by the Company and discussed with the management the internal control and financial reporting matters in respect of this interim report.

## Code on Corporate Governance Practices

The Company has complied throughout the six months ended 30 June 2010 with the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 14 to the Listing Rules except that the nonexecutive directors of the Company have not been appointed for any specific terms as they are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's bye-laws.

## Model Code for Securities Transactions by Directors

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its code of conduct for securities transactions by directors of the Company.

All directors have confirmed, following specific enquiry by the Company, that they have fully complied with the required standard set out in the Model Code throughout the period from 1 January 2010 to 30 June 2010.

## Update on Director's Biographical Information

Mr. Simon Murray, an independent non-executive director of the Company, has been appointed as non-executive director of Essar Energy plc, a listed company whose shares are listed on the London Stock Exchange and retired as non-executive director of Vodafone Group Plc.

## Record Date for Interim Dividend

The interim dividend will be distributed on or around 14 October 2010 to the shareholders whose names appear on the register of members of the Company at the close of business on 28 September 2010 (the Record Date). In order to qualify for the entitlement of the interim dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Registrar, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 28 September 2010.

## Purchase, Sale or Redemption of the Company's Listed Shares

During the six months ended 30 June 2010, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.