

The Directors present their report together with the audited financial statements for the year ended 31st December, 2002.

PRINCIPAL ACTIVITIES

During the year, the Company acted as an investment holding company and its subsidiaries were principally engaged in property investment and development, brokerage, securities investment and money lending.

TURNOVER AND CONTRIBUTION BY SEGMENT

The Group's turnover and contribution to profit from operations analysed by principal activities are set out in note 4 to the financial statements.

SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's principal subsidiaries and associates as at 31st December, 2002 are set out in notes 48 and 49 to the financial statements respectively.

RESULTS AND APPROPRIATION

The results of the Group for the year ended 31st December, 2002 are set out in the Consolidated Income Statement on page 43.

No interim dividend was paid for the year (2001: Nil). The Board resolved not to recommend the payment of any final dividend for the year ended 31st December, 2002 (2001: Nil).

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years is set out on page 102.

INVESTMENT PROPERTIES

During the year, the Group acquired certain leasehold properties in Hong Kong for a total consideration of approximately HK\$105,633,000 (2001: approximately HK\$1,274,883,000) in order to replenish the Group's operating capacity. Investment properties with an aggregate net book value of approximately HK\$255,010,000 (2001: approximately HK\$84,603,000) were disposed of during the year.

Details of these and other movements in investment properties during the year are set out in note 17 to the financial statements.

PROPERTY AND OTHER FIXED ASSETS

Movements in property and other fixed assets during the year are set out in note 18 to the financial statements.

本董事會謹提呈截至二零零二年十二月三十一日止年度之董事會報告書及經審核財務報表。

主要業務

於本年度內，本公司為一間投資控股公司，其附屬公司主要從物業投資及發展、經紀業務、證券投資及放債。

營業額及業績貢獻分析

本集團以主要業務劃分之營業額及經營溢利貢獻分析載於財務報表附註 4。

附屬公司及聯營公司

本公司於二零零二年十二月三十一日之主要附屬公司及聯營公司之詳情，分別載於財務報表附註 48 及 49。

業績及分配

本集團截至二零零二年十二月三十一日止年度之業績載於第 43 頁之綜合收益表內。

本年度並無派付中期股息（二零零一年：無）。董事會已決議不建議派付截至二零零二年十二月三十一日止年度之任何末期股息（二零零一年：無）。

財務概要

本集團過去五年之業績、資產及負債概要載於第 102 頁。

投資物業

於本年度內，本集團以總代價約 105,633,000 港元（二零零一年：約 1,274,883,000 港元）購入若干位於香港之租賃物業，以鞏固本集團之營運能力。本年度內亦出售總賬面淨值約 255,010,000 港元（二零零一年：約 84,603,000 港元）之投資物業。

於本年度內有關投資物業之上述變動及其他變動詳情載於財務報表附註 17。

物業及其他固定資產

物業及其他固定資產於本年度內之變動情況載於財務報表附註 18。

DIRECTORS' REPORT

董事會報告書

PRINCIPAL PROPERTIES

Details of the principal properties of the Group as at 31st December, 2002 are set out on pages 103 to 116.

SHARE CAPITAL

Movements in the share capital of the Company during the year are set out in note 38 to the financial statements.

PRE-EMPTIVE RIGHTS

No pre-emptive rights exist at law in Bermuda, being the jurisdiction in which the Company is incorporated.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, the Company had purchased a total of 88,397,922 shares of the Company at an aggregate consideration of HK\$82,611,729.80 by way of a general offer and on The Stock Exchange of Hong Kong Limited ("the Stock Exchange") and all of these shares were cancelled, details of which were as follows:

Method of Purchase 購買方式	Month of Purchase 購買月份	Number of Share Purchased 購買股數	Price Paid per Share 每股所付價格 HK\$ 港元	Aggregate Consideration 總代價 HK\$ 港元
By general offer 全面收購	November 2002 二零零二年十一月	78,761,922	0.90	70,885,729.80
On the Stock Exchange 於聯交所	November 2002 二零零二年十一月	3,560,000	ranging from 1.08 to 1.25 介乎 1.08 至 1.25 之間	4,227,520.00
	December 2002 二零零二年十二月	6,076,000	ranging from 1.15 to 1.30 介乎 1.15 至 1.30 之間	7,498,480.00
Total 總計		88,397,922		82,611,729.80

The Directors considered that the aforesaid Shares were purchased at a discount to the net asset value per Share and resulted in an increase in the net asset value per Share then in issue.

Save as disclosed herein, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities during the year.

主要物業

本集團於二零零二年十二月三十一日之主要物業詳情載於第 103 至第 116 頁內。

股本

本公司股本於本年度內之變動情況載於財務報表附註 38。

優先購買權

本公司於百慕達註冊成立，該司法轄區並無優先購買權存在。

購買、出售或贖回上市證券

於本年度內，本公司以全面收購方式與於香港聯合交易所有限公司（「聯交所」）購回本公司股份合共 88,397,922 股，總代價為 82,611,729.80 港元，而此等股份已全部註銷，詳情如下：

董事會認為上述股份乃按每股資產淨值之折讓價購入，因而令致當時已發行股份之每股資產淨值增加。

除上文所披露者外，本公司或其附屬公司於本年度內概無購買、出售或贖回本公司任何上市證券。

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to HK\$669,000 (2001: HK\$303,000).

DIRECTORS

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

Mr. Thomas Lau, Luen-hung (*Chairman*)

Mr. Joseph Lau, Luen-hung

Ms. Wong, Sin-yee*

(appointed on 11th March, 2002)

Ms. Constance Choy, Hok-man*

(appointed on 18th June, 2002)

Mr. Raymond Cheung, Yuet-man*

(resigned on 22nd February, 2002)

Mr. Peter Sit, Kien-ping*

(resigned on 18th June, 2002)

* *Independent Non-executive Director*

Ms. Constance Choy, Hok-man will retire from office at the forthcoming Annual General Meeting and, being eligible, will offer herself for re-election in accordance with Bye-law 111 of the Bye-laws of the Company.

DIRECTORS' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 31st December, 2002, the interests of the Directors of the Company in the equity and debt securities of the Company and its associated corporations as recorded in the register kept by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

慈善捐款

本集團於本年度內之慈善捐款額為 669,000 港元 (二零零一年: 303,000 港元)。

董事

於本年度內及直至本報告書日期止，本公司之董事芳名如下：

劉鑾鴻先生 (主席)

劉鑾雄先生

黃倩儀小姐*

(於二零零二年三月十一日獲委任)

蔡學雯小姐*

(於二零零二年六月十八日獲委任)

張悅文先生*

(於二零零二年二月二十二日辭任)

薛建平先生*

(於二零零二年六月十八日辭任)

* 獨立非執行董事

根據本公司之公司細則第 111 條，蔡學雯小姐將在即將舉行之股東週年大會上告退，惟願膺選連任。

董事於本公司及相聯法團之證券權益

於二零零二年十二月三十一日，本公司董事於本公司及其相聯法團之股本及債務證券中之權益，按本公司根據證券(披露權益)條例(「披露權益條例」)第 29 條置存之登記冊所載或根據上市公司董事證券交易標準守則須知會本公司及聯交所者如下：

**DIRECTORS' INTERESTS IN THE SECURITIES OF
THE COMPANY AND ASSOCIATED CORPORATIONS
(cont'd)**

董事於本公司及相聯法團之證券權益(續)

I. The Company
本公司

Name of Director	董事名稱	Number of Shares 股份數目	
Mr. Joseph Lau, Luen-hung	劉鑾雄先生		
– Personal interests	– 個人權益	430,133,668	
– Other interests	– 其他權益	1,000,000,000	(note a) (附註 a)
Total	總計	1,430,133,668	
Mr. Thomas Lau, Luen-hung	劉鑾鴻先生		
– Corporate interests	– 公司權益	11,508,000	
– Other interests	– 其他權益	206,379,187	(note b) (附註 b)
Total	總計	217,887,187	

Notes:

附註:

- a. The 1,000,000,000 Shares were indirectly owned by a discretionary trust of which certain family members of Mr. Joseph Lau, Luen-hung were eligible beneficiaries.
- a. 該 1,000,000,000 股股份由一項以劉鑾雄先生之若干家族成員為合資格受益人之全權信託間接擁有。
- b. The 206,379,187 Shares were indirectly owned by another discretionary trust of which certain family members of Mr. Thomas Lau, Luen-hung were eligible beneficiaries.
- b. 該 206,379,187 股股份由另一項以劉鑾鴻先生之若干家族成員為合資格受益人之全權信託間接擁有。

II. Associated Corporations of the Company
本公司之相聯法團

Name of Associated Corporation	Name of Director	Number of Shares	Units of warrants
相聯法團名稱	董事姓名	股份數目	認股權證數目
1. Chi Cheung Investment Company, Limited (“Chi Cheung”) 至祥置業有限公司(「至祥」)	Mr. Joseph Lau, Luen-hung – Corporate interests 劉鑾雄先生 – 公司權益	2,159,475,904 (note a) (附註 a)	383,527,348 (note b) (附註 b)
2. The Kwong Sang Hong International Limited (“Kwong Sang Hong”) (「廣生行」)	Mr. Joseph Lau, Luen-hung – Corporate interests 劉鑾雄先生 – 公司權益	586,672,047 (note a) (附註 a)	N/A 不適用

DIRECTORS' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS (cont'd)

Notes:

- a. Mr. Joseph Lau, Luen-hung by virtue of his 62.34% interest in the share capital of the Company as disclosed in paragraph I above, was deemed to be interested in the shares of Kwong Sang Hong and securities of Chi Cheung.
- b. Holders of every unit of the warrants were entitled to subscribe for one fully-paid share of Chi Cheung at HK\$0.10 each during the period from 21st November, 2000 to 20th November, 2003.

Save as disclosed herein, none of the other Directors of the Company had or were deemed under the SDI Ordinance to have any interest in the securities of the Company or any of its associated corporations (within the meaning of the SDI Ordinance) as at 31st December, 2002 and none of the Directors of the Company nor their spouses or children under 18 years of age were granted or had exercised any right to subscribe for any securities of the Company or any of its associated corporations during the year.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE COMPANY

As at 31st December, 2002, so far as are known to the Directors, the following parties (other than a Director of the Company) were recorded in the register kept by the Company under Section 16 of the SDI Ordinance as being directly or indirectly interested in 10% or more of the nominal value of the issued share capital of the Company:

Name of Shareholder
股東名稱

Number of Shares
股份數目

Global King Ltd.	1,000,000,000	(note) (附註)
Credit Suisse Trust Limited as trustee 作為受託人	1,000,000,000	(note) (附註)

Note:

Credit Suisse Trust Limited as trustee of a family trust was the holding company of Global King Ltd. and therefore was regarded as interested in the same parcel of Shares held by Global King Ltd.

These Shares were the same parcel of Shares referred to in "Other interests" of Mr. Joseph Lau, Luen-hung under "Directors' Interests in the Securities of the Company and Associated Corporations".

董事於本公司及相聯法團之證券權益 (續)

附註:

- a. 正如上文第 I 段所披露，劉鑾雄先生因擁有本公司股本中 62.34% 之權益，故被視為於廣生行股份及至祥證券中擁有權益。
- b. 每份認股權證之持有人有權可於二零零零年十一月二十一日至二零零三年十一月二十日止期間內按每股 0.10 港元認購 1 股至祥繳足股份。

除本文所披露者外，於二零零二年十二月三十一日，本公司其他董事概無擁有或依據披露權益條例被視為擁有本公司或其任何相聯法團（定義見披露權益條例）之證券之任何權益，並於本年度內，本公司董事或彼等之配偶或十八歲以下之子女概無獲授或行使任何可認購本公司或其任何相聯法團之任何證券之權利。

主要股東於本公司之權益

據董事會所知，於二零零二年十二月三十一日，按本公司遵照披露權益條例第 16 條置存之登記冊內之記錄，除本公司之董事外，直接或間接持有本公司已發行股本面值 10% 或以上權益之人士如下：

附註:

作為一項家族信託受託人之 Credit Suisse Trust Limited 乃 Global King Ltd. 之控股公司，故被視為擁有 Global King Ltd. 所持有之同一批股份之權益。

上述股份為「董事於本公司及相聯法團之證券權益」下劉鑾雄先生之「其他權益」中所指之同一批股份。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

董事於競爭性業務之權益

Pursuant to Rule 8.10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), during the year and as at 31st December, 2002, the following Directors of the Company declared their interests in the following companies with businesses which competed or were likely to compete, either directly or indirectly, with the businesses of the Group:

本年度內及於二零零二年十二月三十一日，根據聯交所證券上市規則（「上市規則」）第8.10條，下列本公司董事宣布於下列與本集團業務直接或間接構成競爭或可能構成競爭之業務之公司中擁有權益：

Name of Directors 董事姓名	Name of companies 公司名稱	Nature of business considered to compete or likely to compete with the businesses of the Group 被認為與本集團業務 構成競爭或可能構成 競爭之業務性質	Nature of interest of the Directors in the companies 董事於該等公司之 權益性質
Mr. Joseph Lau, Luen-hung 劉鑾雄先生	*Chi Cheung and its subsidiaries * 至祥及其附屬公司	Property investment and development 物業投資及發展	Director and having certain deemed interests in Chi Cheung 董事及於至祥擁有 若干被視為擁有之權益
	Kwong Sang Hong and its subsidiaries 廣生行及其附屬公司	Property investment and development, securities investment and money lending 物業投資及發展、 證券投資及放債	Director and having certain deemed interests in Kwong Sang Hong 董事及於廣生行擁有 若干被視為擁有之權益
Mr. Thomas Lau, Luen-hung 劉鑾鴻先生	*Chi Cheung and its subsidiaries * 至祥及其附屬公司	Property investment and development 物業投資及發展	Director 董事
	Kwong Sang Hong and its subsidiaries 廣生行及其附屬公司	Property investment and development, securities investment and money lending 物業投資及發展、 證券投資及放債	Director 董事

* non wholly owned listed subsidiary of the Company

* 本公司之非全資上市附屬公司

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (cont'd)

Mr. Joseph Lau, Luen-hung and Mr. Thomas Lau, Luen-hung are brothers (collectively "the Lau Brothers") and also had personal interests in private companies engaged in businesses consisting of property development and investment in Hong Kong, securities investment and money lending. As such, they were regarded as being interested in such businesses which competed or might compete with the Group. However, when compared with the dominance and size of operations of the Group, such competing businesses were immaterial.

Other than the businesses of the private companies of the Lau Brothers, the above-mentioned businesses were managed by separate publicly listed companies with independent management and administration. In this respect, coupled with the diligence of its independent non-executive directors (whose views carry significant weight in the Board's decisions) and the independent Audit Committee, the Group was capable of carrying on its businesses independently of, and at arm's length from, the businesses of the above companies.

Other than as disclosed above, none of the Directors were interested in any business apart from the Company's business which competed or was likely to compete, either directly or indirectly, with the Company's business.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Apart from the agreements disclosed under the headings "Interests in Contracts and Connected Transactions" and "Management and Consultancy Agreement" below, there were no other contracts of significance in relation to the Company's business, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the year or at any time during the year, and in which a Director had, whether directly or indirectly, a material interest, nor there were any other contracts of significance in relation to the Company's business between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

董事於競爭性業務之權益 (續)

劉鑾雄先生及劉鑾鴻先生為兄弟（統稱「劉氏兄弟」），並於經營業務包括於香港從事物業發展及投資、證券投資及放債之私人公司中擁有個人權益。因此，彼等被視為於與本集團構成競爭或可能構成競爭之業務擁有權益。然而，上述競爭性業務與本集團之優勢及業務規模相比乃微不足道。

除劉氏兄弟之私人公司之業務外，上述業務乃由獨立上市公司管理，該等獨立上市公司擁有獨立管理及行政程序。就此而言，結合其對董事會決策有重大影響力之獨立非執行董事及獨立審計委員會之努力，本集團有能力獨立並按公平磋商原則從事其業務，而不受上述公司之業務所影響。

除上文所披露者外，概無董事在本公司業務以外於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

董事及控權股東於合約之權益

除下文「合約權益及關連交易」及「管理及顧問協議」所述之協議外，於本年底或本年度內任何時間本公司或本公司之任何附屬公司所訂立與本公司業務有關之重大合約中，董事概無直接或間接擁有重大權益；此外，本公司或本公司之任何附屬公司亦無與控權股東或其任何附屬公司訂立與本公司業務有關之其他重大合約。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Apart from the warrants held as shown under “Directors’ Interests in the Securities of the Company and Associated Corporations” above, there were no other arrangements to which the Company or any of the Company’s subsidiaries was a party to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate during the year.

INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS

1. Viewide Properties Limited (“Viewide”), a wholly owned subsidiary of the Company since completion of acquisition of Gold Horse Limited (“Gold Horse”) on 21st March, 2001, was the landlord under two leases dated 14th August, 1996 and 10th November, 1997 respectively (the “Leases”) with Public Might Limited (“Public Might”) as tenant in respect of portions of the Excelsior Plaza in Causeway Bay known as shop no. 31 on the first floor, portions of shop no. 32 on ground to second floors of Chee On Building, portions of shop no. 32 on respective second floor of Yee On Building and Annex Land Building and certain other portions (“Excelsior Property”) expiring on 31st October, 2005 with a monthly guaranteed minimum gross revenue of approximately HK\$3.3 million.

Since 9th May, 2001, Mr. Joseph Lau, Luen-hung and Mr. Thomas Lau, Luen-hung, Directors of the Company, had indirect shareholding interest in Public Might which belonged to a group of companies running the retail business in the Excelsior Property under the trade name of “New Face by Sogo”, now known as “Beauty@ Sogo” and “Nu Front”.

The Independent Non-executive Directors of the Company had reviewed and confirmed that the terms of the Leases were (a) entered into in the ordinary and usual course of business of the Company; (b) entered into on normal commercial terms; (c) fair and reasonable so far as the Shareholders of the Company are concerned; and (d) the aggregate annual rental payable by Public Might to Viewide under the Leases should not exceed 3% of the audited consolidated net tangible assets of the Group for the year ended 31st December, 2002.

購買股份或債券之安排

除上文「董事於本公司及相聯法團之證券權益」列載所持有之認股權證外，本公司或本公司任何附屬公司概無於本年度內作出其他安排，以使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

合約權益及關連交易

1. 自二零零一年三月二十一日完成收購 Gold Horse Limited (「Gold Horse」) 後成為本公司全資附屬公司之 Viewide Properties Limited (「Viewide」)，以業主身份與租戶 Public Might Limited (「Public Might」) 就銅鑼灣怡東商場部分，包括置安大廈一樓 31 號舖、地下至二樓 32 號舖部分，分別位於怡安大廈及 Annex Land Building 二樓之 32 號舖部分及若干其他部分 (「怡東物業」) 訂立兩份日期分別為一九九六年八月十四日及一九九七年十一月十日之租約 (「該等租約」)，該等租約於二零零五年十月三十一日屆滿，每月最低保證收入總額約為 3,300,000 港元。

自二零零一年五月九日起，本公司董事劉鑾雄先生及劉鑾鴻先生於 Public Might 擁有間接股權。Public Might 屬於與以「New Face by Sogo」(現稱「Beauty@ Sogo」及「東角駢」) 之商標在怡東物業經營零售業務之集團公司。

本公司之獨立非執行董事已審閱及確認該等租約之條款 (a) 乃於本公司一般及日常業務中訂立; (b) 乃按一般商業條款訂立; (c) 對本公司股東而言屬公平合理; 及 (d) Public Might 根據該等租約應付 Viewide 之全年租金總額不得超過本集團截至二零零二年十二月三十一日止年度之經審核綜合有形資產淨值 3%。

INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS (cont'd)

2. On 3rd January, 2002, three wholly owned subsidiaries of the Company, namely Asia Gold International Inc., Success Guide Inc. and Delight Properties Limited (collectively the "Three Subsidiaries"), Asian Win Realty Holdings Limited ("Asian Win"), Beiyon Company Inc. ("Beiyon"), Evergo Holdings (China) Company Limited and Ringo Trading Limited ("Ringo") entered into an agreement in relation to the restructuring of assets held by Asian Win (the "Asset Restructuring Agreement").

Pursuant to the Asset Restructuring Agreement, the Three Subsidiaries conditionally agreed to acquire:

- (i) the interest in the debt of HK\$124,819,359 owed by Tianjin Winson Real Estate Development Co., Ltd. ("Tianjin Winson"), 50% and 25% shareholding of which was held by Jade Mountain Limited ("Jade Mountain") and a subsidiary of Ringo respectively, to Asian Win as at 1st December, 2001 which was unsecured, non interest bearing and repayable on demand; and
- (ii) the entire issued share capital of and the related shareholder's loans in three wholly owned subsidiaries of Asian Win, namely Super Sight Investments Inc. ("Super Sight"), Jade Mountain and Keep Fine Investment Limited ("Keep Fine") (collectively the "Three Asian Win Subsidiaries") with the following principal business:
 - (a) Super Sight was holding the development of Asian Villas, Haikou which was planned to be developed as a small commercial/residential area with total gross floor area of approximately 4.1 million square feet;
 - (b) Jade Mountain was holding through Tianjin Winson the development of Winson Plaza, Tianjin situated at the junction of Weidi Road and Sihao Road in Tianjin, PRC. Winson Plaza comprised a 26-storey residential tower and a 29-storey office tower with total gross floor area of approximately 600,000 square feet, over 90% of which were leased and sold as of November 2001; and

合約權益及關連交易(續)

2. 於二零零二年一月三日，本公司之三間全資附屬公司 Asia Gold International Inc.、Success Guide Inc. 及 Delight Properties Limited (統稱「該三間附屬公司」)、Asian Win Realty Holdings Limited (「盛亞」)、Beiyon Company Inc. (「Beiyon」)、Evergo Holdings (China) Company Limited 與嶸高貿易有限公司 (「嶸高」) 就重組盛亞持有之資產訂立一項協議 (「資產重組協議」)。

根據資產重組協議，該三間附屬公司有條件同意購入：

- (i) 天津華盛房地產發展有限公司 (「天津華盛」) (其 50% 及 25% 股權分別由 Jade Mountain Limited (「Jade Mountain」) 及嶸高之附屬公司持有) 欠盛亞之債項權益。有關債項於二零零一年十二月一日為數 124,819,359 港元，為無抵押、免息及按要求償還；及
- (ii) 盛亞三間全資附屬公司 Super Sight Investments Inc. (「Super Sight」)、Jade Mountain 及協發投資有限公司 (「協發」) (統稱「該三間盛亞附屬公司」) 之全部已發行股本及有關股東貸款。該三間盛亞附屬公司之主要業務如下：
 - (a) Super Sight 發展位於海口市之亞州豪苑。該項目計劃發展成為一個商住小區，總樓面面積約為 4,100,000 平方呎；
 - (b) Jade Mountain 透過天津華盛發展天津市華盛廣場。華盛廣場位於中國天津市圍堤道及四號路之交界，包括一幢樓高 26 層之住宅大廈及一幢樓高 29 層之辦公大樓，總樓面面積約達 600,000 平方呎。於二零零一年十一月，其逾九成之面積已租出或售出；及

INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS (cont'd)

- (c) Keep Fine was a lessee for the office premises of Asian Win and its subsidiaries (the "Asian Win Group") in Hong Kong with no material assets or liabilities.

Pursuant to the Asset Restructuring Agreement, the Three Subsidiaries also conditionally agreed to dispose to Beiyon their aggregate 60% shareholdings in Asian Win. The principal assets of Asian Win, other than its shareholdings in the Three Asian Win Subsidiaries, comprised 100% shareholdings in various subsidiaries which held the following PRC real property projects:

- (i) Hua Bao Garden was located in Minxing District, Shanghai, PRC and was divided into the Eastern District and the Western District. The Eastern District comprised 13 blocks of low rise residential buildings whilst the Western District would comprise 536 villas and ancillary facilities with total gross floor area of approximately 905,000 square feet upon completion. The total investment in this project was fully written off in the books of Asian Win Group in 1999 and a dispute relating to approximately RMB81 million due to the Asian Win Group by Shanghai Huabao Real Estate Development Company and an independent third party (the "Hua Bao Garden Dispute") was in progress; and
- (ii) Asian Villas was located by the side of Wuxi Road, Fuzhou, PRC. It would comprise two 21-storey and two 23-storey residential blocks above a 2-level shopping podium with total gross floor area of approximately 790,000 square feet upon completion.

Pursuant to the Asset Restructuring Agreement, it was also agreed that all liabilities and litigation relating to various PRC real property projects held by Jade Mountain and Super Sight, including claims of approximately RMB12.65 million against Tianjin Winson, would be dealt with by the Three Subsidiaries, whilst all liabilities, litigation and other unsettled issues regarding capital contribution and land transfers relating to various PRC property projects held by Asian Win Group (other than the Three Asian Win Subsidiaries), including the Hua Bao Garden Dispute, would be dealt with by Beiyon.

合約權益及關連交易 (續)

- (c) 協發為盛亞及其附屬公司（「盛亞集團」）於香港之辦公室單位租戶，並無重大資產或負債。

根據資產重組協議，該三間附屬公司亦有條件同意向 Beiyon 出售其於盛亞合共有之 60% 股權。盛亞之主要資產除該三間盛亞附屬公司之股權外，還有於多間附屬公司之 100% 股權。該等附屬公司持有下列中國房地產項目：

- (i) 華寶花園位於中國上海閔行區，並劃分為東區及西區。東區為 13 座低層住宅樓宇，而西區將為 536 座洋房及配套設施，於落成後之總樓面面積約為 905,000 平方呎。於該項目之總投資額已在一九九九年於盛亞集團之賬簿內完全撇銷，而有關上海華寶房地產發展公司及一名獨立第三者欠盛亞集團約人民幣 81,000,000 元之爭議（「華寶花園爭議」）現正進行中；及
- (ii) 盛亞豪苑位於中國福州市五四路旁。落成後，該項目將為兩座樓高 21 層及兩座樓高 23 層之住宅大廈，地面兩層為商場，總樓面面積約為 790,000 平方呎。

根據資產重組協議，訂約各方亦同意 Jade Mountain 及 Super Sight 所持有之各項中國房地產項目有關之全部債項及訴訟（包括向天津華盛作出約人民幣 12,650,000 元之索償）將由該三間附屬公司處理，而盛亞集團（該三間盛亞附屬公司除外）所持有之各項中國房地產項目有關之資本出資及土地轉讓之所有債務、訴訟及其他未解決事宜（包括華寶花園爭議）將由 Beiyon 處理。

INTERESTS IN CONTRACTS AND CONNECTED
TRANSACTIONS (cont'd)

合約權益及關連交易(續)

The consideration payable by the Three Subsidiaries in the acquisition of the Three Asian Win Subsidiaries would be set-off against the consideration payable by Beiyon in its acquisition of shareholdings in Asian Win. It resulted in a net consideration payable by Beiyon to the Three Subsidiaries in the sum of HK\$25,286,700 which would be repaid in one lump sum within 6 months of the date of the Asset Restructuring Agreement. Such considerations had been agreed after arm's length negotiation based on normal commercial terms and the Directors considered the terms of the Asset Restructuring Agreement were fair and reasonable.

Before completion of the Asset Restructuring Agreement, Asian Win was a non wholly owned subsidiary of and 60% owned by the Group, and Beiyon, a wholly owned subsidiary of Ringo, was a substantial shareholder of Asian Win.

Asian Win was a joint venture between the Company and Ringo. After nine years of co-operation, it was considered that the asset restructuring under the Asset Restructuring Agreement would enable each of the Company and Ringo to engage in such real property projects currently held by Asian Win so as to enable it to focus on its own business direction and objectives. Such reorganisation of assets would enable the Three Subsidiaries to streamline its property development portfolio. The Directors considered that such reorganisation of the assets of Asian Win was in the interest of the Company.

3. Billion Up Limited ("Billion Up"), a wholly owned subsidiary of the Company, entered into an agreement dated 20th November, 2000 with Chi Cheung Investment Company, Limited ("Chi Cheung"), a non wholly owned listed subsidiary of the Company, in which HK\$12,226,197 was designated as a shareholder's loan to Chi Cheung. This loan formed part of the consideration for Chi Cheung to acquire the shareholder's loans of two property holding companies from the Group pursuant to the restructuring agreement with the Group on 11th April, 2000. The loan was unsecured, interest free and was fully repaid during the year.

該三間附屬公司就購入該三間盛亞附屬公司應付之代價，將與 Beiyon 就購入盛亞股權而應付之代價抵銷，因此 Beiyon 應付予該三間附屬公司之代價淨額為 25,286,700 港元，並將於資產重組協議日期起計六個月內一次過支付。有關代價乃經公平磋商按正常商業條款議定，而董事會認為資產重組協議之條款屬公平合理。

於資產重組協議完成前，盛亞為本集團持有60%權益之非全資附屬公司，而嶸高之全資附屬公司 Beiyon 則為盛亞之主要股東。

盛亞為本公司與嶸高之合營公司。經過九年來之合作，本公司及嶸高認為根據資產重組協議重組資產將有助各自參與盛亞目前持有之該等房地產項目，專注於其本身之業務方向與目標。重組資產將可讓該三間附屬公司精簡其物業開發投資組合。董事會認為，重組盛亞之資產乃符合本公司之利益。

3. 本公司之全資附屬公司 Billion Up Limited (「Billion Up」) 與本公司之非全資上市附屬公司至祥置業有限公司 (「至祥」) 於二零零零年十一月二十日訂立一項協議，據此，12,226,197 港元被定作借予至祥之股東貸款。該項貸款乃作為至祥根據與本集團於二零零零年四月十一日訂立之重組協議，向本集團購入兩間物業持有公司之股東貸款代價之一部分。該項貸款為無抵押、免息及已於年內全部償還。