

RESULTS

Loss attributable to shareholders for the year ended 30th November, 2002 amounted to HK\$265.0 million (2001: HK\$71.0 million). Loss per share for the year was HK27.6 cents (2001: HK7.4 cents). Loss from operations for the year amounted to HK\$150.8 million (2001: HK\$61.8 million).

Financial and Interest Income / Expenses

Interest income for the year ended 30th November, 2002 decreased by 64.6% to HK\$2.3 million over HK\$6.5 million last year. This was mainly due to the decrease in mortgage loan interest received as well as bank interest income earned. Interest capitalised for the year was HK\$1.3 million as compared to HK\$17.7 million last year. Interest expenses charged to the income statement dropped slightly to HK\$2.5 million from last year's HK\$2.7 million. The Group accordingly recorded a net interest expense in the amount of HK\$0.2 million in year 2002 as compared to a net interest income of HK\$3.8 million in year 2001.

CORPORATE INFORMATION

Debt and Gearing

During the year, land premium had been paid for the redevelopment project at Yeung Uk Road in Tsuen Wan and was financed by bank loan and other loans. In addition, construction loan for financing the construction cost to complete the project had been arranged with a syndicate of banks. Construction loan for financing the superstructure work of Greenville Residence in Tong Yan San Tsuen, Yuen Long was arranged during the year.

As at 30th November, 2002, the Group's bank and other borrowings increased to HK\$327.9 million (2001: HK\$83.6 million), in which HK\$97.2 million was payable within one year and HK\$230.7 million was payable after one year. HK\$296.4 million of the borrowings was secured while the remaining HK\$31.5 million was unsecured. Bank balances and cash amounted to HK\$14.4 million (2001: HK\$83.9 million), resulting in net borrowings of HK\$313.5 million (2001: net cash position of HK\$0.3 million).

業績

截至二零零二年十一月三十日止年度之股東應佔虧損為港幣 265,000,000 元（二零零一年：港幣 71,000,000 元）。本年度之每股虧損為港幣 27.6 仙（二零零一年：港幣 7.4 仙）。本年度之經營虧損為港幣 150,800,000 元（二零零一年：港幣 61,800,000 元）。

財務及利息收入 / 開支

於截至二零零二年十一月三十日止年度之利息收入為港幣 2,300,000 元，較去年之利息收入港幣 6,500,000 元減少 64.6%，主要由於已收按揭貸款利息及銀行利息收入減少所致。年內撥充資本之利息為港幣 1,300,000 元，去年則為港幣 17,700,000 元。自收益表扣除之利息開支由去年港幣 2,700,000 元微跌至港幣 2,500,000 元。因此，本集團於二零零二年錄得利息開支淨額港幣 200,000 元，而二零零一年則為利息收入淨額港幣 3,800,000 元。

公司資料

債務及資本與負債比率

於本年度，本公司已就荃灣楊屋道之重建項目補付地價，有關款項來自銀行貸款及其他貸款。此外，本公司已與一銀團安排建築貸款，以提供完成項目所需之建築成本。有關提供元朗唐人新村逸翠軒上蓋工程所需資金之建築貸款已於本年度安排。

於二零零二年十一月三十日，本集團之銀行及其他借貸增至港幣 327,900,000 元（二零零一年：港幣 83,600,000 元），其中港幣 97,200,000 元須於一年內償還，而港幣 230,700,000 元須於一年後償還。該等借貸之中，港幣 296,400,000 元為有抵押借貸，而餘下港幣 31,500,000 元為無抵押借貸。銀行結存及現金為港幣 14,400,000 元（二零零一年：港幣 83,900,000 元），導致出現借貸淨額港幣 313,500,000 元（二零零一年：現金淨額港幣 300,000 元）。

Total debt to equity ratio was 23.8% (2001: 5.1%), which is expressed as a percentage of bank and other borrowings over the total net assets of HK\$1,377.4 million (2001: HK\$1,643.3 million). This year's net debt to equity ratio was 22.8%, being a percentage of net borrowings over the total net assets. The increase in debt was due to the new bank loans and other borrowings for financing the premium paid for the land exchange of the Group's wholly owned redevelopment project at Yeung Uk Road and the completion of the development project Greenville Residence.

As at 30th November, 2002, the Group's borrowings were wholly denominated in Hong Kong dollars and carried at interest rates calculated with reference to prime rate and Hong Kong Interbank Offered Rate. The Group did not have any financial instruments used for hedging purpose.

Nearly all of the Group's income were denominated in Hong Kong or United States Dollars, RMB net income was minimal. No hedging for non-Hong Kong Dollars assets or investment was made.

Remuneration Policies

During the year under review, the Group employed a total of 16 staff. Remuneration packages comprised salary and year-end bonuses based on individual merits.

Net Asset Value

The Group's total net assets as at 30th November, 2002 amounted to HK\$1,377.4 million, a decrease of HK\$265.9 million or 16.2% as compared with the value of HK\$1,643.3 million as at 30th November, 2001. Total net asset value per share was HK\$1.43 (2001: HK\$1.71). The decrease mainly reflected the loss of HK\$265.0 million sustained for the year.

In addition to complete the development projects on hand, the Group continues to consider acquiring further development projects to replenish the existing property portfolio.

負債總額對權益比率為 23.8% (二零零一年: 5.1%)，即以銀行及其他借貸對比總資產淨值港幣 1,377,400,000 元 (二零零一年: 港幣 1,643,300,000 元) 之百分比表示。本年度之負債淨額對權益比率為 22.8%，即借貸淨額對比總資產淨值之百分比。債務之增加乃由於為本集團全資擁有之楊屋道重建項目支付換地地價及完成發展項目逸翠軒提供資金之新增銀行貸款及其他借貸所致。

於二零零二年十一月三十日，本集團之借貸均以港元為面值，並按最優惠利率及香港銀行同業拆息計算利率。本集團並無使用任何金融工具作對沖用途。

本集團絕大部份收入乃以港元或美元為面值，以人民幣為面值之收入淨額極少。本集團並無就非港元資產或投資作對沖。

薪酬政策

於回顧年度，本集團共聘用 16 名僱員。薪酬包括月薪及視乎僱員本身表現之年終花紅。

資產淨值

於二零零二年十一月三十日，本集團總資產淨值為港幣 1,377,400,000 元，較二零零一年十一月三十日之港幣 1,643,300,000 元減少港幣 265,900,000 元或 16.2%。每股總資產淨值為港幣 1.43 元 (二零零一年: 港幣 1.71 元)。總資產淨值之減少主要反映本年度錄得之虧損港幣 265,000,000 元。

除了完成手頭上之發展項目外，本集團繼續考慮收購其他發展項目，以補充現有之物業組合。

Property Valuation

As at 30th November, 2002, a property valuation has been carried out by Norton Appraisals Limited, registered professional surveyors, in respect of the Group's investment properties. That valuation was used in preparing 2002 financial statements of the Group. The Group's investment properties were valued at HK\$477.3 million (2001: HK\$546.6 million), comprising a deficit on revaluation of HK\$69.3 million.

Pledge of Assets and Contingent Liabilities

As at 30th November, 2002, the Group's investment properties and properties under development with an aggregate book value of HK\$1,018.6 million (2001: HK\$640.2 million) were pledged to secure general banking facilities of the Group. The contingent liabilities of the Group in respect of guarantees given to banks and financial institutions for general facilities made available to an associate and an investee company as at 30th November, 2002 were HK\$62.3 million (2001: HK\$66.0 million).

OBLIGATIONS UNDER BANKING FACILITIES DOCUMENTATION

As at 30th November, 2002, particulars of loan covenants which impose specific performance obligations on the controlling shareholders of the Company are:

- (a) In respect of a banking facility of HK\$910 million with a term of 4 years granted to a wholly-owned subsidiary of the Company, Chinese Estates Holdings Limited ("Chinese Estates") and Solar Chain Limited ("Solar Chain") together will maintain a controlling interest in the borrower of not less than 35%. In addition, as one of the guarantors of the banking facility, Chinese Estates will maintain a minimum consolidated tangible net worth of HK\$10 billion, and total consolidated liabilities to total consolidated tangible net worth not exceeding 70%.
- (b) In respect of a banking facility of HK\$57.6 million with a term of 1 year granted to a wholly-owned subsidiary of the Company, Chinese Estates, as one of the guarantors, will maintain a minimum consolidated tangible net worth of HK\$10 billion.

物業估值

於二零零二年十一月三十日，本集團之投資物業已由註冊專業測量師普敦國際評估有限公司進行物業估值，該估值乃用以編製二零零二年之財務報表。本集團投資物業之估值為港幣 477,300,000 元（二零零一年：港幣 546,600,000 元），包括重估虧損港幣 69,300,000 元。

資產抵押及或然負債

於二零零二年十一月三十日，本集團賬面總值為港幣 1,018,600,000 元（二零零一年：港幣 640,200,000 元）之投資物業及發展中物業經已抵押，作為本集團一般銀行融資之擔保。於二零零二年十一月三十日，本集團就給予聯營公司及接受投資公司之一般融資而向銀行及財務機構作出擔保之或然負債為港幣 62,300,000 元（二零零一年：港幣 66,000,000 元）。

根據銀行信貸之承擔

於二零零二年十一月三十日，本公司之控股股東須據此履行指定義務之貸款契約之資料如下：

- (a) 就本公司一間全資附屬公司獲批金額港幣 910,000,000 元為期四年之銀行信貸，Chinese Estates Holdings Limited（「華人置業」）及 Solar Chain Limited（「Solar Chain」）須於借貸人維持不少於 35% 之控股權益。此外，作為該項銀行信貸之擔保人之一，華人置業須維持最少港幣 10,000,000,000 元之綜合有形資產淨值，而綜合負債總額與綜合有形資產淨值總額之比率不超過 70%。
- (b) 就本公司一間全資附屬公司獲批金額港幣 57,600,000 元為期一年之銀行信貸，華人置業作為擔保人之一須維持最少港幣 10,000,000,000 元之綜合有形資產淨值。

Affiliated Companies

An unaudited proforma combined balance sheet of the affiliated companies of the Group and its attributable interest as at 31st January, 2003 (the latest practicable date) are:

聯屬公司

本集團的聯屬公司之未經審核備考合併資產負債表及本集團於二零零三年一月三十一日（最後實際可行日期）之應佔權益為：

		(Note) (附註)	
		Combined Total 合併總值 HK\$million 港幣百萬元	Interest attributable to the Group 本集團應佔權益 HK\$million 港幣百萬元
Non-current assets	非流動資產		
Investment properties and other fixed assets	投資物業及其他 固定資產	391	63
Properties held for development	持作發展之物業	514	129
Interests in associates	聯營公司權益	6	2
Amount due from related company	關連公司欠款	52	15
Mortgage loan receivable	應收按揭貸款	3	1
Current assets	流動資產		
Deposit paid	已付按金	108	27
Other current assets	其他流動資產	134	28
Current liabilities	流動負債	(406)	(86)
Net current liabilities	流動負債淨額	(164)	(31)
Non-current liabilities	非流動負債	(1,834)	(464)
Minority interests	少數股東權益	(26)	(5)
Net liabilities	負債淨額	(1,058)	(290)
Contingent liabilities	或然負債	—	—
Capital commitments	資本承擔	159	40

Note:

Consolidated adjustments relating to interests in affiliated companies were included to conform with the Group's accounting policies.

附註：

已計入涉及聯屬公司權益之綜合調整，以符合本集團之會計政策。