Shanghai Land Holdings Limited
上 海 地 產 控 股 有 限 公 司

(Receivers Appointed)

(Incorporated in Hong Kong with limited liability)

ANNOUNCEMENT OF RESULTS FOR THE YEAR ENDED 30 JUNE 2003

SUMMARY OF RESULTS

The Board of Directors (the "Board") of Shanghai Land Holdings Limited (Receivers Appointed) (the "Company") and the joint and several receivers (the "Receivers") of the Company announce that the audited consolidated results of the Company and its subsidiaries (collectively the "Group") for the year ended 30 June 2003 together with the comparative figures for last year were as follow:

	Notes	**2003** *HK$'000*	**2002** *HK$'000*
Turnover	2	15,106	11,954
Direct expenses		(5,452)	(603)
		9,654	11,351
Other revenue	3	27,971	50,823
Net foreign exchange gain/(loss)		687	(1,660)
Other operating expenses		–	(309)
Administrative expenses		(39,127)	(39,330)
Profit/(loss) from operations	4	(815)	20,875
Loss on disposal of subsidiaries	5	–	(40,297)
Impairment losses on non-trading securities		–	(26,266)
Deficit on revaluation of investment and hotel properties	2	(123,860)	–
Impairment losses on property under development	2	(136,925)	–
Negative goodwill recognised as income	2	3,480	–
Finance costs	6	(2,716)	–

	Notes	2003 *HK$'000*	2002 *HK$'000*
Loss from ordinary activities before taxation		(260,836)	(45,688)
Taxation	7	(477)	(564)
Loss attributable to shareholders		(261,313)	(46,252)
Basic loss per share	8	(8.56) cents	(1.52) cents

Notes:

1. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

(i) Disclaimers of liabilities by the Receivers and the Board

The Receivers were appointed on 7 June 2003 and do not have detailed knowledge of the financial and operational affairs of the Group, particularly, in relation to transactions entered into by the Group prior to their appointment. The books and records of the Group in Hong Kong have been seized by the Independent Commission Against Corruption (the "ICAC") for the purpose of conducting its investigation. Furthermore, certain original documents of Shanghai Yihe Longbai Hotel Limited (上海逸和龍柏飯店有限公司) ("Longbai") are not available and the Receivers have only had limited access to the books and records of Shanghai Hongxin Real Estate Development Company Limited (上海宏興房地產發展有限公司) ("Hongxin"), both wholly-owned subsidiaries of the Company. Such documents and records are currently kept by Shanghai Nongkai Development Group Limited (上海農凱發展(集團)有限公司) ("Shanghai Nongkai") in the People's Republic of China (the "PRC"). The Receivers are in the process of gathering information on the Group from various sources including the ICAC. Notwithstanding the Receivers' continued efforts in ascertaining the affairs of the Group, the Receivers did not have access to all the necessary books and records to prepare accurate and complete financial statements for the Group. Owing to the recent developments of the Company, including the limited access to the books and records of the Group and the identification of two purported loan transactions in the PRC, the Board is also unable to give an unqualified representation on the accuracy and completeness of the financial statements of the Group.

As such, the Receivers and the Board are unable to give an unqualified representation that all transactions affecting the Group during the year ended 30 June 2003 have been included in the financial statements and also as to whether the financial statements present a true and fair view of the Group's operations and the cash flows for the year ended 30 June 2003 and financial position as at 30 June 2003. The Receivers therefore disclaim any liabilities on the financial statements of the Group in relation to the affairs of the Group for the year ended 30 June 2003. Further, the Board at a meeting on 27 October 2003 has resolved to disclaim any liabilities in respect of the financial statements of the Group for the year ended 30 June 2003.

(ii) Accounting records and documents of subsidiaries

The accounting records and relevant documents of Hongxin and certain original documents of Longbai are kept by Shanghai Nongkai in the PRC and the Receivers have only had limited access to these records and/or documents. As a consequence, they have been unable to satisfy themselves as to whether certain balances relating to Hongxin and Longbai have been properly accounted for in the financial statements.

Bowyer Profits Limited ("Bowyer"), a wholly-owned subsidiary of the Company, appointed Shanghai Nongkai as manager to act on its behalf for all matters relating to the leasing of its investment properties at a monthly fee of RMB200 and to act as trustee to receive income and to make payments of expenses related thereto for the period from 31 December 2002 to 31 December 2004. Shanghai Nongkai is responsible for preparing a monthly financial report in respect of the leasing status and cash position of Bowyer's investment properties. However, the Receivers have not yet been able to obtain sufficient information and documents from Shanghai Nongkai to ascertain whether certain balances relating to Bowyer have been properly accounted for in the financial statements.

(iii) Hongxin and Longbai

The Receivers have taken over the management of all the Company's subsidiaries on 13 June 2003, except for Hongxin and Longbai. The Receivers have applied to the Shanghai Administrative Bureau for Industry and Commerce, the PRC (上海市工商行政管理局) (the "Shanghai AIC") to replace the board of directors and legal representatives of Hongxin and Longbai and are now awaiting the Shanghai AIC's approval of the proposed replacements. They have also lodged police reports against the existing legal representatives of Hongxin and Longbai for contract fraud and deception. The Receivers' PRC legal advisors are of the opinion that the Receivers, acting as the shareholders of Hongxin and Longbai, should soon be in a position to exercise the shareholders' rights to secure control of the management and operations of Hongxin and Longbai upon completion of the registration procedures required by the Shanghai AIC.

The major assets of Hongxin and Longbai, being the property under development and hotel properties respectively, were allegedly secured against two purported loans advanced thereto. As a result of the decrease in the carrying values of the property under development and hotel properties at 30 June 2003 to HK$198,000,000 and HK$361,000,000 respectively, both Hongxin and Longbai have net liabilities at 30 June 2003. According to the information made available to the Receivers, funds largely equivalent to the purported loans were deposited and/or advanced to two PRC entities. Should these receivables become irrecoverable and the proceeds from realisation of the above properties be insufficient to cover the purported loans and outstanding interest, Hongxin and Longbai might have a going concern problem.

(iv) Adoption of the new and revised Statements of Standard Accounting Practice ("SSAPs")

The Group has adopted, for the first time, the following new and revised SSAPs issued by the Hong Kong Society of Accountants.

SSAP 1	(Revised)	:	Presentation of financial statements
SSAP 11	(Revised)	:	Foreign currency translation
SSAP 15	(Revised)	:	Cash flow statements
SSAP 33		:	Discontinuing operations
SSAP 34		:	Employee benefits

2. TURNOVER AND SEGMENTAL INFORMATION

Turnover represents income from hotel investment and rental income from investment properties earned during the year and is analysed as follows:

Business segments

Business segment analysis is chosen as the primary reporting format as the Group's results were principally affected by property investment, hotel investment and property development activities during the current year and property investment and wireless technology investment activities in the previous year.

	Hotel investment		Property investment		Property development		Wireless technology investment		Consolidated	
	2003	**2002**	**2003**	**2002**	**2003**	**2002**	**2003**	**2002**	**2003**	**2002**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Turnover	13,290	–	1,816	11,954	–	–	–	–	15,106	11,954
Segment results	3,058	–	1,445	8,655	–	–	(181)	(19,478)	4,322	(10,823)
Interest income									26,737	50,486
Unallocated administrative expenses net of other revenue									(31,874)	(18,788)
Profit/(loss) from operations									(815)	20,875
Loss on disposal of subsidiaries	–	–	–	(40,297)	–	–	–	–	–	(40,297)
Impairment losses on non-trading securities	–	–	–	–	–	–	–	(26,266)	–	(26,266)
Deficit on revaluation of investment and hotel properties*	(111,500)	–	(12,360)	–	–	–	–	–	(123,860)	–
Impairment losses on property under development*	–	–	–	–	(136,925)	–	–	–	(136,925)	–
Negative goodwill recognised as income	3,171	–	309	–	–	–	–	–	3,480	–
Finance costs									(2,716)	–
Taxation	–	–	(477)	(564)	–	–	–	–	(477)	(564)
Loss attributable to shareholders									(261,313)	(46,252)

* Based on valuation prepared by an independent professionally qualified property valuer.

Geographical segments

No geographical analysis is provided as the property investment, hotel investment and property development activities for the year ended 30 June 2003 were all carried out in the PRC. All property investment activities for the year ended 30 June 2002 were carried out in Hong Kong. The wireless technology investment segment did not generate any revenue in both financial years.

3. OTHER REVENUE

	The Group	
	2003	**2002**
	HK$'000	*HK$'000*
Interest income	26,737	50,486
Sundry income	1,234	337
	27,971	50,823

4. PROFIT/(LOSS) FROM OPERATIONS

The profit/(loss) from operations is arrived at after charging/(crediting):

	The Group	
	2003	**2002**
	HK$'000	*HK$'000*
Staff costs, including retirement scheme contributions of HK$163,000 (2002: HK$183,000) and excluding directors' remuneration	9,441	18,990
Depreciation	1,485	1,195
Operating lease charges		
– office rental	4,790	2,443
– equipment rental	23	23
	4,813	2,466
Auditors' remuneration	500	416
Impairment losses on other fixed assets	–	763
Cost of services rendered	5,096	–
Rental income from investment properties less outgoings of HK$356,000 (2002: HK$603,000)	(1,460)	(11,351)
(Gain)/loss on disposal of other fixed assets	(17)	436

5. DISCONTINUED OPERATIONS

a. Pursuant to a resolution passed at an extraordinary general meeting held on 25 March 2003, the Company exercised its rights under a put option agreement dated 3 May 2002 to dispose of all the wireless technology companies held by the Group to Investor Investment imGO Limited for a consideration equal to the aggregate net book values of the investments of US$13,037,500 (equivalent to approximately HK$101,684,000) (the "Put Option"). The exercise of the Put Option was completed on 28 March 2003 and there was no profit or loss arising from the disposal. There was also no tax charge or credit arising from the disposal. The proceeds were received on 1 April 2003.

The above cash inflow of approximately HK$101,684,000 was however placed with the Company's subsidiary, Great Hero Limited, and HK$53,157,294 of which was subsequently transferred to Great Center Limited for and on behalf of Hongxin without proper cause.

The turnover, other revenue, expenses and results of the discontinued operations of the wireless technology segment included in the financial statements are as follow:

	1 July 2002 to 28 March 2003	**Year ended 30 June 2002**
	HK$'000	*HK$'000*
Turnover	–	–
Direct expenses	–	–
	–	–
Other revenue	–	–
Administrative expenses	(181)	(19,478)
Impairment losses on non-trading securities	–	(26,266)
Loss attributable to shareholders	(181)	(45,744)

b. During the year ended 30 June 2002, the Group discontinued its property investment activities in Hong Kong following the disposal of its equity interest in each of its three wholly-owned subsidiaries that held the properties, Supreme Goal Investments Limited, W.C.H. Limited and Wanchai Property Investment Limited, for a total consideration of HK$606,042,000. The transfer of equity interest was completed and the proceeds were received on 21 November 2001 which resulted in a loss on disposal of subsidiaries of HK$40,297,000. There was no tax charge or credit arising from the disposal.

The turnover, other revenue, expenses and results of the discontinued operations of the property investment activities in the Hong Kong segment included in the financial statements are as follow:

	1 July 2001 to 21 November 2001
	HK$'000
Turnover	11,954
Direct expenses	(603)
	11,351
Other revenue	155
Other operating expenses	(309)
Administrative expenses	(2,542)
Profit from ordinary activities before taxation	8,655
Taxation	(564)
Profit attributable to shareholders	8,091

6. FINANCE COSTS

	The Group	
	2003	**2002**
	HK$'000	*HK$'000*
Interest expenses on loans wholly repayable within five years		
– Purported loans	2,338	–
– Secured bank loans	378	–
	2,716	–

7. TAXATION

	The Group	
	2003	**2002**
	HK$'000	*HK$'000*
Hong Kong	–	(564)
Elsewhere in the PRC	(477)	–
	(477)	(564)

No provision for Hong Kong profits tax has been made as the Group did not have any assessable profits for the current year. Hong Kong profits tax in 2002 was provided at the rate of 16% on the estimated assessable profits arising in Hong Kong for that year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

8. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to shareholders for the year of HK$261,313,000 (2002: HK$46,252,000) and on 3,051,438,765 (2002: 3,051,438,765) ordinary shares in issue during the year.

No diluted loss per share is presented as the potential issue of ordinary shares in connection with the Company's share options did not give rise to an increase in loss per share and therefore had no dilutive effect on the calculation of diluted loss per share.

SUMMARY OF AUDITORS' REPORT

Basis of Opinion

The Company's auditors planned their audit so as to obtain all the information and explanations which they considered necessary in order to provide them with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. However, the evidence available to them was limited as set out below:

1. **Disclaimers of liabilities by the Receivers and the Board**

   The Receivers and the Board were unable to give an unqualified representation that all transactions affecting the Group during the year have been included in the financial statements and also as to whether the financial statements present a true and fair view of the Group's operations and the cash flow for the year ended 30 June 2003 and financial position as at 30 June 2003. The Receivers disclaim any liabilities on the financial statements of the Group in relation to the affairs of the Group for the year ended 30 June 2003. Further, the Board at a meeting on 27 October 2003 has resolved to disclaim any liabilities in respect of the financial statements of the Group for the year ended 30 June 2003. As a consequence, the auditors have been unable to carry out auditing procedures necessary to obtain adequate assurance regarding the completeness and accuracy of the assets, liabilities, income and expenses, the cash flow as well as commitments and contingent liabilities, the related party transactions and the disclosures appearing in the financial statements.

2. Accounting records and documents of subsidiaries

a. The accounting records and relevant documents of Hongxin and certain original documents of Longbai are kept by Shanghai Nongkai. The Receivers have only had limited access to these records and/or documents. As a consequence, they have been unable to ascertain whether the following balances relating to Hongxin and Longbai have been properly accounted for in the financial statements:

- Negative goodwill of HK$3,171,000 recognised as income;
- Hotel properties of HK$361,000,000;
- Property under development of HK$198,000,000;
- Negative goodwill of HK$101,469,000;
- Deposits, prepayments and other receivables of HK$637,943,000;
- Short term loan receivable of HK$283,500,000;
- Cash and bank balances of HK$78,820,000;
- Accrued expenses and other payables of HK$10,367,000; and
- Purported loans of HK$614,250,000.

b. Bowyer appointed Shanghai Nongkai as manager to act on its behalf for all matters relating to the leasing of its investment properties and to act as trustee to receive income and to make payments of expenses related thereto. However, the Receivers have not yet been able to obtain sufficient information and documents from Shanghai Nongkai to ascertain whether the following balances relating to Bowyer have been properly accounted for in the financial statements:

- Turnover of HK$1,816,000;
- Cash and bank balances of HK$3,446,000; and
- Tax payable of HK$1,296,000.

There were no other satisfactory auditing procedures that the auditors could adopt to ascertain whether the balances referred to in paragraphs 2a and 2b above have been properly accounted for and are fairly stated in the financial statements. As a consequence, the auditors have also been unable to ascertain whether cash and bank balances of HK$82,266,000 have been properly classified as cash and cash equivalents in the consolidated cash flow statement.

3. **Other payable**

King Success Holdings Limited ("King Success"), a wholly-owned subsidiary of the Company, has withheld a sum of HK$10,000,000 as retention money for the profit guaranteed by the vendor of two subsidiaries acquired by King Success. However, in the absence of direct confirmation and other relevant financial information, the auditors have been unable to ascertain whether this amount has been properly accounted for in the financial statements.

Any adjustments arising in relation to the matters referred to in paragraphs 1 to 3 above would have a consequential effect on the loss and cash flows of the Group for the year ended 30 June 2003 and the net assets of the Group and of the Company as at that date.

4. **Amounts due from subsidiaries**

The Receivers have only had limited access to the accounting records and supporting documents of the subsidiaries as referred to in paragraph 2 above and as a consequence, they have been unable to ascertain whether the amounts due to the Company by these subsidiaries of HK$1,069,446,000 are fully recoverable. In addition, in view of the significant net liabilities of Profitex Investments Limited ("Profitex"), a wholly-owned subsidiary of the Company, the Receivers have also been unable to ascertain whether the net amount due from Profitex of HK$22,146,000 is fully recoverable. As a consequence, the auditors have been unable to satisfy themselves as to whether these amounts totalling HK$1,091,592,000 are fairly stated in the financial statements. Any adjustments to these amounts would have a consequential effect on the profit of the Company for the year ended 30 June 2003 and the net assets of the Company as at that date.

In forming the auditors' opinion, the auditors also evaluated the overall adequacy of the presentation of information in the financial statements. The auditors believe that their audit provides a reasonable basis for their opinion.

Fundamental uncertainty relating to the inclusion of interests in subsidiaries to the Group

As referred to in note 1(iii), the Receivers have applied to the Shanghai AIC to replace the board of directors and legal representatives of Hongxin and Longbai and have also lodged police reports against the legal representatives. The Receivers' PRC legal advisors are of the opinion that the Receivers, acting as the shareholders of Hongxin and Longbai, should soon be in a position to exercise the shareholders' rights to secure control of the management and operations of Hongxin and Longbai upon completion of the registration procedures required by the Shanghai AIC. Should the Receivers be unable to gain control of the management and operations of Hongxin and Longbai, the financial statements of these two subsidiaries might have to be excluded from the consolidated financial statements. The auditors consider that the fundamental uncertainty has been adequately disclosed in the financial statements and their opinion is not qualified in this respect.

Fundamental uncertainty relating to the going concern of certain subsidiaries

In forming their opinion, the auditors have considered the adequacy of disclosures made herein which explain the adoption of the going concern basis in consolidating Hongxin and Longbai. Hongxin's property under development and Longbai's hotel properties were allegedly secured against loans purportedly advanced to them. According to the information obtained by the Receivers, funds largely equivalent to the purported loans were then deposited and/or advanced to two PRC entities. However, should these receivables become irrecoverable and the proceeds from realisation of the above properties be insufficient to cover the purported loans and outstanding interest, Hongxin and Longbai might have a going concern problem.

It is considered appropriate to consolidate Hongxin and Longbai on a going concern basis. The financial statements do not include any adjustments that would result should the going concern basis for Hongxin and Longbai be inappropriate. However, should the going concern basis be inappropriate for Hongxin and Longbai, adjustments would have to be made to reclassify their non-current assets as current assets, non-current liabilities as current liabilities, to restate the assets to their recoverable amounts and to provide for any further liabilities that might arise. The auditors consider that the fundamental uncertainty has been adequately disclosed in the financial statements and their opinion is not qualified in this respect.

Qualified opinion: disclaimer on view given by the financial statements

Because of the significance of the possible effect of the limitations in evidence available to the auditors on matters specified in the "Basis of opinion" section of their report, the auditors are unable to form an opinion as to whether the financial statements give a true and fair view of the state of affairs of the Group and of the Company as at 30 June 2003 and of the loss and cash flows of the Group for the year then ended and as to whether the financial statements have been properly prepared in accordance with the Hong Kong Companies Ordinance.

In respect alone of the limitations on the auditors' work relating to matters specified in the "Basis of opinion" section:

– they have not obtained all the information and explanations that they considered necessary for the purpose of their audit; and

– they were unable to determine whether proper books of account had been kept.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial results and position

The net asset value of the Group decreased by HK$261,313,000 to HK$2,088,471,000 at 30 June 2003 (2002: HK$2,349,784,000) mainly due to (i) the deficit arising from the revaluation of investment and hotel properties and (ii) the impairment losses on property under development amounting to HK$123,860,000 and HK$136,925,000 respectively.

The aggregate market value as at 30 June 2003 of the investment and hotel properties and the property under development was approximately HK$592,000,000 according to the valuation reports dated 30 June 2003 issued by an independent professionally qualified property valuer, who was engaged by the Receivers on 23 June 2003 to carry out the valuations.

These losses, amounting to HK$260,785,000 in aggregate, were a direct attributable factor leading to the loss attributable to shareholders of HK$261,313,000 (2002: HK$46,252,000) for the year.

Investments and disposals of subsidiaries

During the year, the Group acquired a 100% equity interest in various subsidiaries, holding three major projects. The assets directly/indirectly owned by these wholly-owned subsidiaries are the investment properties, hotel properties and a parcel of land under development located in Shanghai, the PRC.

During the year, the Group disposed of five subsidiaries, the assets of which were wireless technology investments. The Group had not generated any profit or loss upon disposal.

There were no other significant investments other than the above three investments.

Business review

(i) **峻嶺廣場 Jun Ling Plaza**

In November 2002, the Group acquired Bowyer which owns the investment properties in Jun Ling Plaza, Shanghai, the PRC.

Rental income and profit from operations attributable to the Group from these properties amounted to HK$1,816,000 and HK$1,445,000 respectively.

(ii) Hotel Yihe Longbai Shanghai ("Hotel Longbai")

In March 2003, the Group acquired those wholly-owned subsidiaries including Longbai which owns Hotel Longbai, Shanghai, the PRC.

Income and profit from operations attributable to the Group amounted to HK$13,290,000 and HK$3,058,000 respectively.

(iii) Wuzhong Road

In February 2003, the Group acquired those wholly-owned subsidiaries including Hongxin which owns a parcel of land located at Wuzhong Road, Hong Qiao Town in Shanghai, the PRC. The Group has yet to commence the foundation or construction work as at the end of the financial year. As such, there was no income and profit generated from operations attributable to the Group.

(iv) Capital Commitments

Any further capital expenditure on the above investments is currently deemed inappropriate. Therefore, the Group has neither appropriated nor arranged any funding for any capital expenditure on these investments after the appointment of the Receivers.

Liquidity and financial resources

The Group's cash position decreased by HK$921,363,000 to HK$1,321,191,000 as at 30 June 2003 (2002: HK$2,242,554,000). The movement in cash position was mainly due to the acquisition of the above investments, the exercise of the Put Option and the deposits and advances to other parties.

Treasury

The cash position of the Group as at 30 June 2003 mainly comprised of HK dollars, US dollars, Renminbi ("RMB") and Japanese Yen ("JPY") as follows:

	HK$'000	*%*
HK dollars	5,795	–
US dollars	1,301,163	99
RMB	14,211	1
JPY	22	–
Total	1,321,191	100

Most of the Group's income and expenditure are denominated in either RMB and HK dollars. By maintaining its cash currencies mostly in RMB, HK dollars and US dollars, the Group was able to minimise its exposure to foreign currency fluctuations.

Pledge of assets, borrowings and gearing

During the year, Hongxin and Longbai purportedly pledged, without the approval of the Board, the property under development and hotel properties respectively to the Shanghai Rural Credit Cooperatives Union as alleged security for loans purportedly granted to them.

These purported RMB denominated borrowings, amounting to approximately HK$614,250,000, with interest rates in the range of 5.31% to 5.58% per annum and a maturity term of 1 and 5 years from the respective dates of drawdown, were drawn down without the proper approval of the Board.

As a result of the purported loans, the Group's gearing rose to approximately 29% (gearing ratio was the division of the purported loans by shareholders' funds) as at 30 June 2003 (2002: Nil).

Apart from the above, the Directors and Receivers are unable to determine whether there were any other debts, guarantees, commitments and contingent liabilities as at 30 June 2003.

Employees and remuneration policy

As at 30 June 2003, the Group employed 20 staff (2002: 9) in Hong Kong and approximately 280 staff (2002: Nil) in the PRC. The Group remunerates its employees based on their performance and experience in the context of prevailing industry practice.

DIVIDEND

The Board does not recommend any payment of dividends for the financial year ended 30 June 2003 (2002: Nil).

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

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

CODE OF BEST PRACTICE

The Company has complied throughout the financial year ended 30 June 2003 with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") ("Listing Rules") except that the Non-Executive Directors of the Company are not appointed for specific terms, as required by paragraph 7 of the Code and they are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Articles of Association.

AUDIT COMMITTEE

The audit committee comprises two Independent Non-Executive Directors of the Company. The audit committee has reviewed and discussed the Annual Report and related announcements with the Receivers.

PUBLICATION OF ANNUAL RESULTS ON THE STOCK EXCHANGE'S WEBSITE

All the information of the annual results of the Group for the year ended 30 June 2003 required by paragraphs 45(1) to 45(3) inclusive of Appendix 16 of the Listing Rules will be published on the Stock Exchange's website in due course.

OUTLOOK

The Receivers are considering all feasible options to maximise the value of the Company for the benefit of its shareholders and creditors, if any, generally. At this juncture, the Receivers are not in a position to determine when the receivership will conclude.

By order of the Board
Koo Hoi Yan, Donald
Director

For and on behalf of
Shanghai Land Holdings Limited
(Receivers Appointed)
Stephen Liu Yiu Keung
Yeo Boon Ann
Joint and Several Receivers

Hong Kong, 27 October 2003

Please also refer to the published version of this announcement in The Standard.