

## DISCLOSURE PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES

The following disclosure is made by the Company pursuant to Rules 13.20 and 13.22 of the Listing Rules:

### (1) Advances to entities

Pursuant to Rule 13.20 of the Listing Rules, the details of the advances ("Advances") to and trading balances due from the entities as at 30th September, 2004 which individually exceeded 8% of one or more of the relevant percentage ratios as set out in the Rule 14.07 of the Listing Rules are as follows:

| Entities  | Amount of Advances<br>HK\$'000           | Interest rate  | Amount of trading balances<br>(Note 1)<br>HK\$'000 | Total<br>HK\$'000 | Percentage of Total Assets<br>(Note 2) | Percentage of Market Capitalisation<br>(Note 3) |
|---|--|--|--|-------------------|--|---|
| 實體  | 貸款金額<br>千港元                              | 貸款之利率  | 貿易結餘金額<br>(附註1)<br>千港元                             | 總計<br>千港元         | 佔總資產之百分比<br>(附註2)                      | 佔市值之百分比<br>(附註3)                                |
| China Strategic, its subsidiaries and its affiliated companies, excluding China Velocity Group Limited ("China Velocity") and Wing On Travel (Note 4)<br>中策、其附屬公司及其聯屬公司 (不包括中國高速(集團)有限公司(「中國高速」)及永安旅遊)(附註4) | 181,836                                  | Prime rate + 2%<br>最優惠利率加2厘                                | 1,242  | 183,078           | 2.9%                                   | 108.5%  |
| Hanny, its subsidiaries and its affiliated companies, excluding China Strategic (Note 5)<br>錦興、其附屬公司及其聯屬公司 (不包括中策)(附註5)   | 156,006                                  | Prime rate + 2%<br>最優惠利率加2厘                                | 3,430  | 159,436           | 2.5%                                   | 94.4%   |
| Wing On Travel, its subsidiaries and its affiliated companies (Note 4)<br>永安旅遊、其附屬公司及其聯屬公司(附註4)   | 113,247                                  | Prime rate + 2%<br>最優惠利率加2厘                                | 5,734  | 118,981           | 1.9%                                   | 70.5%   |
| China Velocity, its subsidiaries and its affiliated companies (Note 4)<br>中國高速、其附屬公司及其聯屬公司(附註4)   | 101,711<br>(Note 6)                      | Prime rate + 0.25%<br>最優惠利率加0.25厘                          | 1,765  | 103,476           | 1.6%                                   | 61.3%   |
| Bongear Enterprises Limited<br>寶來德企業有限公司  | 80,206                                   | Prime rate + 1%<br>最優惠利率加1厘                                | -  | 80,206            | 1.2%                                   | 47.5%   |
| Banyan Profits Limited  | 69,869                                   | Prime rate - 2%<br>最優惠利率減2厘                                | -  | 69,869            | 1.1%                                   | 41.4%   |
| SMI Corporation Limited ("SMI"), its subsidiaries and its affiliated companies<br>星美國際集團有限公司 (「星美國際」)、其附屬公司及其聯屬公司   | 11,733<br>(Note 7)<br>30,662<br>(Note 8) | Prime rate + 3%<br>最優惠利率加3厘<br>Prime rate + 2%<br>最優惠利率加2厘 | 2,922  | 45,317            | 0.7%                                   | 26.8%   |
| Digital World Technology Limited  | 14,270                                   | Prime rate + 2%<br>最優惠利率加2厘                                | 23,666   | 37,936            | 0.6%                                   | 22.5%   |

## 上市規則第 13.20 及 13.22 條規定之披露

本公司茲根據上市規則第 13.20 及 13.22 條作出以下披露：

### (1) 向實體提供貸款

根據上市規則第 13.20 條，於二零零四年九月三十日，有關本集團向實體提供貸款（「貸款」）及應收實體之貿易結餘，該等貸款及結餘個別均超逾上市規則第 14.07 條所載之一個或以上之有關百分比比率之 8%，詳情如下：



## (1) Advances to entities (continued)

## (1) 向實體提供貸款 (續)

| Entities                          | Amount of Advances<br>HK\$'000 | Interest rate                      | Amount of trading balances<br>(Note 1)<br>HK\$'000 | Total<br>HK\$'000 | Percentage of Total Assets<br>(Note 2) | Percentage of Market Capitalisation<br>(Note 3) |
|-----------------------------------|--------------------------------|------------------------------------|--|-------------------|--|---|
| 實體                                | 貸款金額<br>千港元                    | 貸款之利率                              | 貿易結餘金額<br>(附註1)<br>千港元                             | 總計<br>千港元         | 佔總資產<br>之百分比<br>(附註2)                  | 佔市值之<br>百分比<br>(附註3)                            |
| Gold Signature Securities Limited | 22,664                         | Prime rate<br>+ 2%<br>最優惠利率<br>加2厘 | -  | 22,664            | 0.4%                                   | 13.4%   |
| Fine On Company                   | 2,483                          | Prime rate<br>+ 1%<br>最優惠利率<br>加1厘 | -  | 17,555            | 0.3%                                   | 10.4%   |
|                                   | 15,072                         | Prime rate<br>+ 2%<br>最優惠利率<br>加2厘 |  |                   |  |   |

## Notes

- All of the trading balances are interest free.
- "Total Assets" means the total assets of the Group of HK\$6,418,678,000 as at 30th September, 2004 calculated in accordance with Rule 14.04(12) of the Listing Rules with reference to the Group's consolidated balance sheet as at 30th September, 2004.
- "Market Capitalisation" is the average closing price of the Company as stated in the daily quotation sheets of the Hong Kong Stock Exchange for the five business days immediately preceding 30th September, 2004.
- China Strategic is owned as to 29.4% by Paul Y. – ITC and is also an affiliated company of the Company (as defined in Rule 13.11(2)(a) of the Listing Rules). Wing On Travel and China Velocity are indirectly owned as to 32.2% and 22.7% respectively by China Strategic.
- Hanny is owned as to 24.6% by the Company and is also an affiliated company of the Company (as defined in Rule 13.11(2)(a) of the Listing Rules).
- Amount repayable by instalment with final maturity on 30th June, 2005.
- Amount repayable on 31st December, 2004.
- Amount repayable on demand and on 30th April, 2005.

The amounts are unsecured and, except as otherwise stated above in notes 6 to 8, are repayable on demand.

The Group advanced the monies to these entities for their general working capital purpose in return of interest income. The trading balances above represent amounts arising from rental and related building management services, sharing of administrative services and construction and project management services rendered to the respective entities as follows:

## 附註

- 貿易結餘均為免息。
- [總資產]指根據上市規則第14.04(12)條之規定參照本集團截至二零零四年九月三十日之綜合資產負債表而得出本集團截至二零零四年九月三十日之總資產為6,418,678,000港元。
- [市值]指香港聯交所每日報價表所示緊接於二零零四年九月三十日前五個營業日之本公司股份平均收市價。
- 中策由保華德祥擁有29.4%，其亦為本公司之聯屬公司(定義見上市規則第13.11(2)(a)條)。永安旅遊與中國高速分別由中策間接擁有32.2%及22.7%。
- 錦興由本公司擁有24.6%，其亦為本公司之聯屬公司(定義見上市規則第13.11(2)(a)條)。
- 有關款項須於二零零五年六月三十日前分期償清。
- 有關款項須於二零零四年十二月三十一日償還。
- 有關款項須於要求時及於二零零五年四月三十日償還。

該等款項為無抵押，而除上文附註6至8另有指明者外，有關款項須於要求時償還。

本集團向以上實體提供貸款，以便有關實體用作一般營運資金，並就此收取利息收入。上列貿易結餘代表向有關實體提供租賃及相關樓宇管理服務、共用行政服務及建築與項目管理服務而產生之款項，詳情如下：

|  | Rental and related building management services<br>HK\$'000<br>租賃及相關樓宇管理服務<br>千港元 | Construction and project management services<br>HK\$'000<br>建築及項目管理服務<br>千港元 | Share of administrative services<br>HK\$'000<br>共用行政服務<br>千港元 | Staff secondment services<br>HK\$'000<br>員工暫調服務<br>千港元 | Total<br>HK\$'000<br>總計<br>千港元 |
|--|---|--|---|--|--------------------------------|
| China Strategic group<br>中策集團  | 279   | -  | -   | 963  | 1,242                          |
| Hanny group<br>錦興集團  | 2,813   | -  | 287   | 330  | 3,430                          |
| Wing On Travel group<br>永安旅遊集團                                       | 3,825   | -  | 111   | 1,798  | 5,734                          |
| China Velocity group<br>中國高速集團                                       | -   | -  | 1,676   | 89   | 1,765                          |
| SMI group<br>星美國際集團  | -   | -  | -   | 2,922  | 2,922                          |
| Digital World Technology Limited<br>Digital World Technology Limited | -   | 23,666   | -   | -  | 23,666                         |
|  | 6,917   | 23,666   | 2,074   | 6,102  | 38,759                         |

## (1) Advances to entities (continued)

In addition, as at 30th September, 2004, the Group had the following trading balances including retention monies ("Trade Receivable") due from eight trade customers, their subsidiaries and their affiliated companies which individually exceeded 8% of one or more of the relevant percentage ratios as set out in Rule 14.07 of the Listing Rules:

|  |                                      | Amount of<br>Trade Receivable<br>HK\$'000<br>應收賬款<br>之金額<br>千港元 | Percentage of<br>Total Assets<br>佔總資產<br>之百分比 | Percentage of<br>Market<br>Capitalisation<br>佔市值<br>之百分比 |
|--|--------------------------------------|---|---|--|
| Cyber-port Limited   | 資訊港有限公司                              | 289,181   | 4.5%  | 171.3%   |
| Cheung Kong (Holdings) Limited,<br>its subsidiaries and<br>its affiliated companies (Note) | 長江實業(集團)有限公司<br>、其附屬公司及<br>其聯屬公司(附註) | 226,780   | 3.5%  | 134.3%   |
| Hutchison Whampoa Limited,<br>its subsidiaries and<br>its affiliated companies (Note)      | 和記黃埔有限公司、<br>其附屬公司及<br>其聯屬公司(附註)     | 140,129   | 2.2%  | 83.0%  |
| Hong Kong Housing Authority  | 香港房屋委員會                              | 51,293  | 0.8%  | 30.4%  |
| Tak Shing Investment Co Ltd  | 德成置業有限公司                             | 27,792  | 0.4%  | 16.5%  |
| Highways Department  | 路政署                                  | 26,015  | 0.4%  | 15.4%  |
| Gainer Developments Limited  | 勁達發展有限公司                             | 18,013  | 0.3%  | 10.7%  |
| CLP Power Hong Kong Limited  | 中華電力有限公司                             | 13,595  | 0.2%  | 8.1%   |

Note: The amounts of Trade Receivable from (1) Cheung Kong (Holdings) Limited, its subsidiaries and its affiliated companies; and (2) Hutchison Whampoa Limited, its subsidiaries and its affiliated companies set out in the table above both includes the Trade Receivable from Hutchison Whampoa Limited and its subsidiaries in the sum of approximately HK\$63,613,000.

The Trade Receivable, which is unsecured, interest free and with payment terms within 1.5 month from date of certification, arose from construction services rendered by the Paul Y. - ITC group to the relevant customers. As at 30th September, 2004, there are no other balances due by the entities listed above.

## (2) Financial assistance given to and trading balance due from affiliated companies

Pursuant to Rule 13.22 of the Listing Rules, the pro forma combined balance sheet of the affiliated companies and the Group's attributable interest in these affiliated companies based on their latest financial statements available are presented below:

|                         |        | Pro forma<br>combined<br>balance sheet<br>HK\$'000<br>備考合併<br>資產負債表<br>千港元 | Group's<br>attributable<br>interest<br>HK\$'000<br>本集團<br>應佔權益<br>千港元 |
|-------------------------|--------|--|---|
| Non-current assets      | 非流動資產  | 7,990,760  | 1,837,235   |
| Current assets          | 流動資產   | 9,384,060  | 2,145,145   |
| Current liabilities     | 流動負債   | (6,149,525)  | (1,389,047)   |
| Non-current liabilities | 非流動負債  | (2,777,875)  | (610,126)   |
| Minority interests      | 少數股東權益 | (675,825)  | (178,544)   |
|                         |        | <u>7,771,595</u>   | <u>1,804,663</u>  |

## (1) 向實體提供貸款(續)

此外，於二零零四年三月三十一日，本集團有應收八名貿易客戶、彼等之附屬公司及彼等之聯屬公司之貿易結餘(包括保留金)(「應收賬款」)，其各自應收賬款均超逾上市規則第14.07條所載之一個或以上有關百分比比率之8%：

附註：上表所載應收(1)長江實業(集團)有限公司、其附屬公司及聯屬公司；及(2)和記黃埔有限公司、其附屬公司及聯屬公司之應收賬款之金額均包括應收和記黃埔有限公司及其附屬公司約63,613,000港元之應收賬款。

應收賬款為無抵押及免息，須於通過核證日期起計一個半月內償還。有關應收賬款是由保華德祥集團向有關客戶提供之建築服務產生。於二零零四年九月三十日，並無其他應收上列實體之結餘。

## (2) 給予及應收聯屬公司之財務資助及貿易結餘

根據上市規則第13.22條，按聯屬公司最近期提供之財務報表之該等聯屬公司之備考合併資產負債表及本集團應佔此等聯屬公司之權益載列如下：