

# FAR EAST CONSORTIUM INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)
Website: http://www.fecil.com.hk
(Stock Code: 35)

# ANNOUNCEMENT OF RESULTS FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2007

#### **INTERIM RESULTS**

The Board of Directors of Far East Consortium International Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30th September, 2007 as follows:

## FINANCIAL HIGHLIGHTS

- Turnover was HK\$741 million, up 49%
- Gross profit increased 79% to HK\$384 million
- Net profits for the period was HK\$216 million, up 43%
- Earning Per Share was HK14.3 cents, up 35%
- Interim dividend, HK5 cents

# CONDENSED CONSOLIDATED INCOME STATEMENT

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2007

		Six months ended	
		30.9.2007	30.9.2006
			(unaudited
	NOTES	(unaudited)	and restated)
	NOTES	HK\$'000	HK\$'000
Revenue	4	692,759	483,097
Cost of sales		(309,178)	268,841
Gross profit		383,581	214,256
Other income		11,396	26,423
Administrative expenses		(127,468)	(77,308)
Increase in fair value of financial assets at fair value			
through profit or loss		4,146	5,978
(Increase) decrease in fair value of financial liabilities			
at fair value through profit or loss		(67,754)	52,809
Increase (decrease) in fair value of derivative			
financial instruments		221	(56,857)
Increase in fair value of investments held for trading		35,480	_
Discount on acquisition		14,906	_
Profit on disposal of available-for-sale investments		40,998	36,661
Increase in fair value of investment properties		4,440	_
Share of results of associates		7,934	9,217
Share of results of jointly controlled entities		6,285	(1,789)
Finance costs		(61,137)	(31,385)
Profit before taxation	5	253,028	178,005
Taxation	6	(37,524)	(27,054)
Profit for the period		215,504	150,951
Trofit for the period			
Attributable to:			
Equity holders of the Company		215,929	152,878
Minority interests		(425)	(1,927)
		215,504	150,951
Dividends paid	7	126,496	
Earnings per share	8		
Basic	-	<b>14.3</b> cents	10.6 cents
Dilutad		16.4	6.1 2
Diluted		16.4 cents	6.4 cents

# CONDENSED CONSOLIDATED BALANCE SHEET

AT 30TH SEPTEMBER, 2007

	30.9.2007 (unaudited) <i>HK\$'000</i>	31.3.2007 (audited) <i>HK\$</i> '000
Non-current assets		
Investment properties	1,382,302	1,311,722
Property, plant and equipment	2,124,674	2,040,663
Prepaid lease payments	816,085	680,236
Interests in associates	164,642	165,094
Interests in jointly controlled entities	80,131	73,846
Available-for-sale investments	124,718	245,289
Financial assets at fair value through profit or loss	645,636	673,188
Deposit for acquisition property	448,006	12,146
Amounts due from associates	79,460	78,542
Amount due from an investee company	119,995	119,995
Amount due from a minority shareholder	563	563
Loans receivable	3,334	7,480
Pledged bank deposits		3,165
	5,989,546	5,471,929
Current assets		
Inventories	1,472	1,269
Completed properties for sale	584,211	710,922
Properties under development for sale	1,687,029	1,428,063
Investments held for trading	95,019	50,764
Available-for-sale investments	144,942	171,615
Financial assets at fair value through profit or loss	106,770	180,825
Derivative financial instruments	_	2,411
Loans receivable	844	1,022
Debtors, deposits and prepayments	158,005	138,266
Prepaid lease payments	12,262	11,904
Amounts due from jointly controlled entities	13,077	12,270
Amounts due from associates	1,343	2,331
Taxation recoverable	28,340	11,194
Pledged bank deposits	62,191	98,656
Deposits with investment banks	208,554	154,891
Bank balances and cash	334,511	
	3,438,570	3,240,427

	30.9.2007 (unaudited) <i>HK\$</i> '000	31.3.2007 (audited) <i>HK\$'000</i>
Current liabilities		
Creditors and accruals	295,774	401,153
Customers' deposits received	622,206	171,785
Amounts due to directors	2,539	7,070
Amounts due to related companies	148,015	162,867
Amounts due to associates	12,049	11,885
Amount due to a minority shareholder	29,057	28,763
Financial liabilities at fair value through profit or loss	491,995	838,336
Derivative financial instruments	780	1,925
Taxation payable	166,685	151,730
Obligations under finance leases	816	766
Bank and other borrowings	1,434,170	1,233,225
Bank overdrafts, unsecured	186	6,582
	3,204,272	3,016,087
Net current assets	234,298	224,340
	6,223,844	5,696,269
Capital and reserves		
Share capital	159,988	146,761
Reserves	4,463,936	3,875,187
Equity attributable to equity holders of the Company	4,623,924	4,021,948
Minority interests	27,591	26,148
Total equity	4,651,515	4,048,096
Non-current liabilities		
Amounts due to a minority shareholder	29,301	43,079
Amount due to a jointly controlled entity	12,552	12,552
Deferred taxation	198,295	188,206
Obligations under finance leases	934	1,070
Bank and other borrowings	1,331,247	1,403,266
	1,572,329	1,648,173
	6,223,844	5,696,269

#### NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2007

#### 1. BASIS OF PREPARATION

The condensed financial statements have 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 ("Stock Exchange") and Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the HKICPA.

## 2. PRINCIPAL ACCOUNTING POLICIES

The condensed financial statements have been prepared on the historical cost basis, except for certain properties and financial instruments, which are measured at fair values or revalued amounts, as appropriate.

The accounting policies used in the condensed financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31st March, 2007.

In the current interim period, the Group has applied, for the first time, a number of new standards, amendments and interpretations ("new HKFRSs") issued by the HKICPA which are either effective for accounting periods beginning on 1st April, 2007. The adoption of the new HKFRSs had no material effect on how the results for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

#### 3. POTENTIAL IMPACT ARISING ON THE NEW ACCOUNTING STANDARDS NOT YET EFFECTIVE

The Group has not early applied the following new standards, amendments and interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these standards, amendments and interpretations will have no material impact on the results and the financial position of the Group.

HKAS 23 (Revised)

Borrowing cost<sup>1</sup>

HKFRS 8

Operating Segments<sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1st January, 2009
- <sup>2</sup> Effective for annual periods beginning on or after 1st January, 2009

#### 4. TURNOVER AND SEGMENT INFORMATION

#### **Business segments**

For management purposes, the Group is currently organised into four operating divisions - property development and investment, hotel operations and treasury management. These divisions are the basis on which the Group reports its primary segment information.

	Revenue		Segment results	
	Six mon	ths ended	Six mon	ths ended
	30.9.2007	30.9.2006	30.9.2007	30.9.2006
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
By principal activity:				
Property development and investment	341,540	279,464	96,101	59,676
Hotel properties	270,394	138,004	117,283	60,178
Hotel loan financing income	_	38,196	_	35,609
Treasury management	127,354	34,005	163,028	1,539
Other operations	1,721	7,764	(8,712)	(7,849)
	741,009	497,433	367,700	149,153
(Increase) decrease in fair value				
of financial liabilities at fair value				
through profit or loss			(67,754)	52,809
Share of results of associates			7,934	9,217
Share of results of jointly controlled entities			6,285	(1,789)
Finance costs			(61,137)	(31,385)
Profit before taxation			253,028	178,005
PROFIT BEFORE TAXATION				
			Cir manth	a and ad
			Six month 30.9.2007	30.9.2006
			(unaudited)	(unaudited)
			HK\$'000	HK\$'000
Profit before taxation has been arrived at after chargi	ng:			
Amortisation of investment in a jointly controlled en	tity		1,452	1,452
Amortisation of prepaid lease payments	,		5,162	2,675
Allowance for bad and doubtful debts			3,071	_
Allowance for loans receivable			3,900	_
Cost of completed properties for sale recognised as a	n expense		256,039	203,812
Depreciation			27,625	14,562
Directors' remuneration and other staff costs			85,795	49,130
Share of taxation of associates (included in share of r	results of associates)	)	427	_
and after crediting:				
Share of taxation of associates (included in share of r	results of associates)	)	_	5,304
Dividend income from listed investments			2,311	3,078
Bank interest income			4,393	18,242
Rental income, net of outgoings of HK\$4,070,000 (2)	006: HK\$3,774,000)	)	28,844	21,105
Net foreign exchange gain			3,910	1,248

## 6. TAXATION

	Six months ended	
	30.9.2007	30.9.2006
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
The tax charge comprises:		
Current period:		
Hong Kong	21,977	9,075
Other regions in the People's Republic of China ("PRC")	1,318	3,843
Other jurisdictions	212	16
	23,507	12,934
Prior periods:		
Hong Kong	5,319	6,275
Other regions in the PRC	(2,743)	_
Other jurisdictions	1,352	(454)
	27,435	18,755
Deferred taxation	10,089	8,299
	37,524	27,054

Hong Kong Profits Tax is calculated at 17.5% of the estimated assessable profit for the six months ended 30th September, 2007 and 2006.

Taxation arising in other regions in the PRC and other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

## 7. DIVIDENDS

	Six months ended	
	30.9.2007	30.9.2006
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Final dividend paid in respect of 2007 - HK8 cents (2006: HK6 cents) per share:		
(2000. Titto cents) per share.		
Cash	66,574	_
Share alternative under scrip dividend scheme	59,922	
	126,496	_

The directors recommend the payment of interim dividend of HK5 cents per share for the six months ended 30th September, 2007 (six months ended 30.9.2006: HK4 cents per share), amounting to approximately HK\$80,000,000 (six months ended 30.9.2006: HK\$58,000,000).

#### 8. EARNINGS PER SHARE

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

	Six months ended	
	30.9.2007	30.9.2006
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Earnings:		
Earnings for the purpose of basic earnings per share	215,929	152,878
Effect of increase (decrease) in fair value of financial liabilities		
at fair value through profit or loss	67,754	(52,809)
Earnings for the purpose of diluted earnings per share	283,683	100,069
	 Number	Number
	of shares	of shares
	'000	'000
Number of shares:		
Weighted average number of ordinary shares for the		
purpose of basic earnings per share	1,505,868	1,441,917
Effect of dilutive potential ordinary shares		
<ul><li>convertible bonds</li></ul>	212,364	121,987
- share options	9,228	10,456
Weighted average number of ordinary shares for the		
purpose of diluted earnings per share	1,727,460	1,574,360

## INTERIM DIVIDEND

The Board of Directors ("Board") has declared an interim dividend of HK5 cents per share for the six months ended 30th September 2007, representing an increase of 25% over the same period last year and reflecting our strong financial position. The interim dividend of HK5 cents per share will be paid to shareholders whose names appear on the Company's Register of Members on 21st January, 2008. The interim dividend will take the form of a scrip dividend with shareholders being given an option to elect to receive cash in lieu of all part of their scrip dividend entitlements ("Scrip Dividend Scheme").

The Scrip Dividend Scheme will be subject to The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting listing of and permission to deal in the new shares to be allotted thereunder. For the purpose of determining the number of new shares to be allotted, the market value of new shares will be calculated as the average of the closing prices of the existing shares of the Company on the Stock Exchange for the five trading days prior to and including 21st January, 2008. Full details of the Scrip Dividend Scheme will be set out in a circular to shareholders together with a form of election on or about 28th January, 2008. Dividends warrants or new share certificates will be posted on or about 29th February, 2008.

#### **CLOSURE OF REGISTER OF MEMBERS**

The Register of Members of the Company will be closed from Tuesday, 15th January, 2008 to Monday, 21st January, 2008, both days inclusive, during which period no transfers of shares will be effected. To determine entitlement to the interim dividend mentioned above, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Monday, 14th January, 2008.

#### CORPORATE OVERVIEW

The Group continues to expand its hotel portfolio in the region. At the end of the first half of FY08, the Group has a total of ten hotels with 2,550 rooms in operation, as compared to seven hotels with 1,629 rooms in operation at the end of the same period of FY07. By building up the recurring income base through expanding its hotel portfolio, the Group has improved the quality of its earnings.

The Group remains optimistic over the middle-class property market in China. The continuous economic growth and urbanization in China are the fundamental support for our positive view on the local middle-class property market in the longer term. Over the past few years, we have been building up our project teams in China as we believe one of the keys to success is to bringing in the right people. Presently, our project teams in China are able to deliver 1,200 to 1,500 residential units per year. According to our expansion plan, we expect we will be able to deliver 2,000 to 3,000 residential units per year in about two to three years.

The Group will continue to further its future growth by focusing on developing affordable quality housing to leverage on the growing middle-class market in China and to expand our recurring income base by developing and operating hotels in Hong Kong, China and other parts of Asia.

#### MANAGEMENT DISCUSSION AND ANALYSIS

## **Business Review**

## 1. Property Development Division

China

The development of California Garden, which is our largest property development project in China, is progressing well along with our plan. The pre-sale of about 1,100 units was well received by the market with the actual selling prices exceeding our expectation. At the end of the first six months, about 75% of the units were sold. We expect the profit from the sale of these units will be booked in the second half of FY08 when the occupancy permits are obtained from the local authority.

Other than California Garden in Shanghai, we are also developing three residential projects in Guangzhou, with a total attributable gross floor area of over 1.3 million square feet. The pre-sale of these three projects will be launched within the next two years.

## Hong Kong

Given our focus in residential developments in China, we do not have any plans to maintain a significant landbank in Hong Kong. However, we will continue to invest in property development projects when the opportunity arises. Presently, we have six residential projects under development with a total attributable gross floor area of approximately 2.4 million square feet.

The Cove, a 10-detached house development with a total site area of 30,000 square feet, was sold as a whole lot in August 2007. A net profit of about HK\$30million was booked in the first half of the current financial year.

## Australia

The Royal Domain Tower is a 42-level high rise complex comprised of 133 luxury residential apartments with a gross floor area of approximately 700,000 square feet. This is considered to be one of the most prestigious residential buildings in Melbourne. The construction was completed in early 2006. Up to the end of the period, over 83 % of the 133 units have been sold. The Group has a 90% interest in this project.

Northbank Place is another property project which the Group has in Melbourne. This project consists of an office building with a lettable area of over 110,000 square feet and two residential towers consisting of 384 apartments. The construction commenced in April 2007. All the units, both commercial and residential, have been pre-sold. The Group has a 45% interest in this project.

## 2. Hotel Division

Our hotel division continues to be a strong performer. In this financial period, the Group has ten hotels in operation, with seven in Hong Kong and three in Malaysia. With its expanded hotel portfolio and the increasing number of business and leisure travelers, the hotel division increased its gross profit contribution to HK\$265 million, a 92% over the comparable period of last financial year. Furthermore, our Lan Kwai Fong Hotel was awarded as "The Best Boutique Hotel in Asia" by TravelWeekly Asia Industry Awards 2007. This is a remarkable achievement for Lan Kwai Fong Hotel despite its short operating history.

In Malaysia, the tourism industry has shown prominent growth with the increasing number of travelers from India and the Middle East. With the positive industry outlook, we recently made another hotel acquisition, Sheraton Labuan Hotel, in Malaysia. After the acquisition, we now own three operating hotels, namely Dorsett Regency Hotel, Sheraton Subang Hotel and Grand Dorsett Labuan Hotel (formerly known as Sheraton Labuan Hotel) in Malaysia. Other than managing our

own hotels, we also entered into hotel management contract of a hotel in Penang, Dorsett Penang Hotel (formerly known as Sheraton Penang Hotel). This is a breakthrough of our hotel management team in Malaysia as it is the first hotel we operate without ownership of the property.

## Outlook

## 1. Property Development Division

California Garden, Shanghai will be a key revenue contributor for the Group over the next few years. According to the present development plan, a total of over 10,000 units or approximately 15 million square feet will be developed and the whole project will be completed by 2012.

Despite our positive long-term view of the China's middle-class housing market, we believe there will be some negative impacts on the property development industry as a result of the new austerity measures recently announced by the Central Government. Fortunately, we have been very cautious on enlarging our landbank in China over the last two years and we expect there will be more investment opportunities appearing in the Mainland in the next six to nine months and we are well-prepared to capture these opportunities as they appear.

## 2. Hotel Division

According to the visitor arrival figures provided by the Hong Kong Tourism Board, the cumulative arrivals for the first ten months of 2007 exceeded 22.9 million, representing a year-on-year increase of 10.7%. This has been the fourth consecutive year showing an increase in visitor arrivals since the outbreak of SARS in 2003. With the consistent increase in tourists coming to Hong Kong, we expect our hotels will continue to show strong performance in the foreseeable future.

Presently, the Group has eight hotel projects under development, including four in Hong Kong, two in China and two in Malaysia. We expect all these hotels will be opened within the next two years. By 2010, the Group will own and operate 18 hotels with a total of more than 5,000 rooms.

## FINANCIAL REVIEW

The Group recorded strong operating performance results for the six-month period ended 30th September, 2007. All principal business activities showed substantial growth and their results were better than expected.

Turnover increased 49% to HK\$741 million. Gross profit of HK\$384 million was 79% higher with its margin increased from 44% to 55%. Such performance was mainly attributed to the continuous expansion of our hotel portfolio and the increasing property sales.

The net profit for the period was reported at HK\$216 million, a growth of 43% from the corresponding period of last year. Furthermore, if all the fair value adjustments made according to the accounting standards being excluded, the Group's net profit would be HK\$239 million, up 60%.

## FINANCIAL RESOURCES AND LIQUIDITY

## Borrowings and charge on Group assets

	30.9.2007 HK\$'000	31.3.2007 <i>HK\$</i> '000
Bank loans	2,341,673	1,866,801
Bank overdrafts	186	6,582
Financial liabilities at fair value through profit or loss	491,995	838,336
Mortgage loans	3,960	456,282
Obligations under finance leases	1,750	1,836
Other loans	419,784	313,408
	3,259,348	3,483,245
Secured	2,767,353	2,644,909
Unsecured (excluding bank overdraft)	491,995	838,336
	3,259,348	3,483,245
The above borrowings are repayable as follows:		
On demand or within one year	1,927,167	2,078,909
Amount due after one year	1,332,181	1,404,336
	3,259,348	3,483,245

## Financial liabilities at fair value through profit or loss

The amount represents two convertible bonds denominated in United Stated dollars and Hong Kong dollars respectively as at 30th September, 2007 and 31st March, 2007.

## Convertible bonds denominated in United Stated dollars

In April 2004, the Company issued zero coupon convertible bonds with a principal amount of US\$66,989,000 (the "US\$ Bonds"). The holders of the US\$ Bonds are entitled to convert the convertible bonds into ordinary shares of the Company at an initial conversion price of HK\$2.25 (subsequently adjusted to HK\$2.029) per share during the period from 13th May, 2004 to 14th March, 2009, or to require the Company to redeem all or some of the US\$ Bonds on 13th April, 2006 at 102.01% of their principal amount. The Company may redeem all but not some of the US\$ Bonds, on or at any time after 13th April, 2006 and prior to 13th April, 2009, subject to certain conditions. Unless previously redeemed, converted or purchased and cancelled, the US\$ Bonds will be redeemed at 105.10% of their principal amount on 13th April, 2009. The US\$ Bonds are listed on the Stock Exchange. Details of the issue of the Bonds were disclosed in the Company's circular dated 6th April, 2004.

During the period, no US\$ Bond was converted into ordinary shares of the Company.

## Convertible bonds denominated in Hong Kong dollars

In December 2004, the Company issued zero coupon convertible bonds with a principal amount of HK\$754,000,000 (the "HK\$ Bonds"). The holders of the HK\$ Bonds are entitled to convert the convertible bonds into ordinary shares of the Company at an initial conversion price of HK\$4.10 (subsequently adjusted to HK\$3.00) per share, during the period from 11th January, 2005 to 10th November, 2009, or to require the Company to redeem all or some of the HK\$ Bonds on 10th December, 2006 at 104.58% of their principal amount. The Company may redeem all but not some of the HK\$ Bonds on or at any time after 10th June, 2005 and prior to 10th December, 2009, subject to certain conditions. Unless previously redeemed, converted or purchased and cancelled, the HK\$ Bonds will be redeemed at 111.84% of their principal amount on 10th December, 2009. The HK\$ Bonds are listed on the Stock Exchange. Details of the issue of the Bonds were disclosed in the Company's circular dated 9th December, 2004.

During the period, a total principle amount of HK\$344,720,000 of the HK\$ Bonds were converted into 112,286,644 ordinary shares of the Company.

## **Contingencies and commitments**

# Contingent liabilities

The Group had the following contingent liabilities at the balance sheet date:

- (a) The Group has given guarantees in respect of mortgage loans provided to the home buyers of a property project in the PRC. At 30th September, 2006, the Group had given guarantees to certain banks in respect of total amount of mortgage loans outstanding amounting to approximately HK\$206,654,000 (31.3.2007: HK\$11,885,000).
- (b) In previous periods, a subsidiary of the Company (the "Subsidiary") was sued by two consultants providing management, consulting and advisory service concerning business strategy and corporate finance activities of the Subsidiary. The two consultants entered into a consulting contract with the Subsidiary in 1999 in lieu of cash for service rendered. The two consultants alleged that the Subsidiary fraudulently misrepresented and concealed material facts regarding the proposed investment from them and claimed for compensation of damages amounting to approximately HK\$5,843,000. Moreover, the two consultants also alleged that the Subsidiary owed them salaries, payment in lieu of notice for early termination of the contract and the reimbursement for expenses relating to the contract of employment as directors of the Subsidiary amounting to approximately HK\$5,865,000. A motion of dismissing the claim was filed to the United States court and the claim is still in progress. While the outcome of these proceedings cannot be estimated with certainty at this stage, based on independent legal advice obtained, the directors are of the opinion that the outcome of this case would not have a material adverse impact on the financial position of the Group.

(c) The State Administration of Taxation of the PRC issued a circular as Guo Shui Han [2004] No.938 on 2nd August, 2004 to strengthen levy of land appreciation tax on property developers. In the opinion of the directors, after consulting its legal adviser and the tax bureau of the relevant city, land appreciation tax will not be levied in respect of properties already completed and, full provision for land appreciation tax has not been made in the financial statements. The Group has not, however, been able to secure written confirmation of those individual city policies, and the directors consider that the chance that full land appreciation tax might be levied is less than probable in accordance with the rule of State Administration of Taxation. Should such levies take place, land appreciation tax would be approximately HK\$74 million (31.3.2007: HK\$67 million).

## Capital commitments

30.9.2007 (unaudited) HK\$'000	31.3.2007 (audited) HK\$'000
1,571,750	1,136,198
_	_
889	4,329
1,572,639	1,140,527
_	426,090
11,400	11,315
11,400	437,405
1,584,039	1,577,932
	(unaudited) HK\$'000  1,571,750

## Gearing ratio

The gearing ratio (total bank and other borrowings and financial liabilities at fair value through profit or loss to shareholders' equity) as at 30th September, 2007 was 71% (31st March, 2007: 87%).

## **Current ratio**

The current ratio as at 30th September, 2007 was 1.1 (31st March, 2007: 1.1). The Group has maintained sufficient liquid assets to finance its operation.

## **Exchange** rate

The Group was not exposed to material exchange rates fluctuations during the year.

## Pledge of assets

At the balance sheet date, the Group had pledged the following assets:

(a) The Group's properties, bank deposits and investments held for trading with an aggregate carrying amount of approximately HK\$4,561,275,000 (31.3.2007: HK\$4,205,899,000), HK\$62,191,000 (31.3.2007: HK\$101,821,000) and HK\$748,000 (31.3.2007: HK\$731,000), respectively, together with assignments of sales proceeds, insurance proceeds, rental income, revenues and all other income generated from the relevant properties and properties of associates and third parties were pledged to the Group's bankers and loan creditors to secure banking and loan facilities granted to the Group and an associate to the extent of approximately HK\$4,450,828,000 (31.3.2007: HK\$3,854,548,000) and nil (31.3.2007: nil), respectively.

The Group's bank deposits of approximately nil (31.3.2007: HK\$3,165,000) were pledged to a Group's banker to secure a guarantee given by the banker in favour of a subsidiary of the Company.

- (b) The Group's investments held for trading, available-for-sale investments and derivative financial instruments of approximately HK\$355,478,000 (31.3.2007: HK\$365,640,000) were pledged to the Group's financial institutions to secure margin trading facilities granted to the Group in respect of securities transactions to the extent of approximately HK\$1,028,304,000 (31.3.2007: HK\$1,011,087,000), of which HK\$413,049,000 (31.3.2007: HK\$83,621,000) were utilised.
- (c) Interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.
- (d) The Group has subordinated its amount due from an investee company of approximately HK\$119,995,000 (31.3.2007: HK\$119,995,000) to a financial institution to secure general credit facility granted to the investee company.

## EMPLOYEE AND REMUNERATION POLICIES

The number of employees of the Group as at 30th September, 2007 was approximately 1,500. Employees receive competitive remuneration packages that are constantly monitored in relation to the market, with incentives such as discretionary bonuses to reward employees based on individual performance. The Group provides a comprehensive benefit package and career development opportunities, including medical benefit and both internal and external training appropriate to each individual's requirements.

#### COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICE

The Company has complied with the code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the rules governing the listing of securities (the "Listing Rules") on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") during the six months ended 30th September 2007, except for the deviations from code provisions A.4.1 and A.4.2 of the Code described below.

Under code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. The Non-executive Directors of the Company are not appointed for a specific term of office. However, the Non-executive Directors of the Company are subject to retirement by rotation and re-election at annual general meetings in accordance with the Company's Articles of Association.

Under the second part of code provision A.4.2 of the Code, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. The Chairman of the Company, however, does not subject to retirement by rotation. In accordance with the second part of Article 115(B) of the Articles of Association of the Company, a Director appointed as an executive Chairman or as Managing or Joint Managing Director shall not while holding such office be subject to retirement by rotation or taken into account in determining the rotation retirement of Directors.

In order to uphold good corporate governance practices, the Chairman voluntarily retired from his office and offered himself for re-election at the annual general meeting of the Company held on 25th August, 2006 notwithstanding that he is not required to do so by the Company's Article 115(B). As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

## PURCHASE, SALE OR REDEMPTION OF LISTING SECURITIES

During the period under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## **AUDIT COMMITTEE**

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters, including a review of the unaudited condensed accounts for the six months ended 30th September, 2007 approved by the Directors. The Audit Committee currently comprises three members, all of them are Independent Non-executive Directors, namely Mr. Kwok Wai CHAN, Mr. Jian Yin JIANG and Mr. Peter Man Kong WONG.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Enquiry has been made with all Directors and the Directors have confirmed compliance with the required standard set out in the Model Code during the six months ended 30th September, 2007.

#### PUBLICATION OF THE INTERIM RESULTS AND INTERIM REPORT

This results announcement is published on the website of the Hong Kong Exchange and Clearing Limited at www.hkex.com.hk under "Latest Listed Company Information" and on the website of the Company at www.irasia.com/listco/hk/fareastcon/index.htm. The Interim Report will be despatched to the shareholders on or about 28th December, 2007 and will be available at the Stock Exchange's and the Company's website at the same time.

On behalf of the Board **DAVID CHIU** 

Deputy Chairman and Chief Executive Officer

Hong Kong, 14th December, 2007

As at the date of this announcement, the Board of Directors of the Company comprises four executive directors namely Mr. Deacon Te Ken Chiu, Tan Sri Dato' David Chiu, Mr. Craig Grenfell Williams, Mr. Dennis Chiu; two non-executive directors namely Madam Ching Lan Ju Chiu, Mr. Daniel Tat Jung Chiu and three independent non-executive directors namely Mr. Kwok Wai Chan, Mr. Jian Yin Jiang and Mr. Peter Man Kong Wong.