

Chairman's Report



Dear shareholders,

I am presenting herewith the Annual Report of the Company for the year ended 31st December, 2001.

FINANCIAL RESULTS

For the year ended 31st December, 2001, the Group incurred an audited consolidated net loss attributable to shareholders of HK\$1,650.7 million, as compared with a net loss of HK\$278.1 million, as restated, recorded for the 2000 financial year.

In the loss incurred for the year under review, HK\$634.2 million was attributable to the share of loss of Paliburg Holdings Limited, the Company's principal listed subsidiary, and a sum of HK\$999.0 million

was related to a charge to the consolidated profit and loss account of the revaluation deficit of investment properties owned by Paliburg and hotel properties owned by Regal Hotels International Holdings Limited, the listed hotel subsidiary of Paliburg. Due to the loss incurred, a negative net worth of approximately HK\$160.3 million was recorded in the consolidated balance sheet of the Company as at 31st December, 2001.

DIVIDEND

The Directors have resolved not to recommend the payment of a final dividend for the year ended 31st December, 2001 (2000 - nil).

REVIEW OF OPERATIONS

In the joint announcement made by the Company, Paliburg and Regal on 16th November, 2001, it was announced that the principal terms of proposal for the settlement of the outstanding bonds of Paliburg have been formulated. Details of the proposal are further reported below in the section headed "Paliburg Holdings Limited". The proposal at present involves, apart from the transfer by Paliburg of the equity interest in its two major investment properties, the issue of new shares by Paliburg and the transfer of existing shares in Regal owned by Paliburg to the bondholders in settlement of the outstanding bonds.

While the bonds settlement proposal of Paliburg is progressing, the Company is engaged in continuing discussions with its financial creditors. At the request of the financial creditors, an independent financial adviser has been appointed this year to assist in the debt restructuring discussions. It is currently anticipated that a formal restructuring proposal will shortly be presented to the financial creditors for their consideration.

Due to the changes in the market environment, the business plan of the information technology project under Century Digital Enterprise Limited has been modified. On the other hand, the financial position of the Company has also materially changed since September 2000 when approval was obtained from the Company's shareholders on possible participation in the project through an option structure. Consequently, neither party to the

transaction has so far exercised any option that requires the issue of new shares by the Company. The Company will continue to keep under review its position with regard to its participation in this project.

As mentioned earlier in the Interim Report published in September 2001, the Company has disposed of its stock brokerage operations in November 2001 in view of the difficult operating environment faced by the local stock brokerage operators.

In February this year, the Company announced that an agreement has been entered into with Prism Communications International Limited, an independent third party, for the allotment and issue of 250,000,000 new shares of the Company at HK\$0.1 each to Prism in satisfaction of the consideration for 10,000,000 new shares in Prism. Following the obtaining of the listing approval on the new shares of the Company falling to be issued, the transaction contemplated under the agreement was completed in March 2002.

Prism is carrying on, through its wholly owned subsidiary, telecommunications and internet-related businesses and equipment trading, and provides international voice and fax long distance services with an operational rate structure that is highly competitive among traditional long distance telephony services.

Under the agreement, the Company has also been granted an option by Prism to subscribe for up to a further 30,000,000 shares in Prism at a same exercise price of 25 new shares of the Company for each share in Prism, exercisable before the



earlier of 1st October, 2002 or the listing of Prism on an internationally recognised investment exchange.

The Directors of the Company considered the transaction to be in the interest of the Company as it provided an opportunity for the Company to increase its involvement in information technology and telecommunications businesses, while enlarging the Company's capital base.

The operating highlights of Paliburg and Regal are set out below.

PALIBURG HOLDINGS LIMITED

For the year ended 31st December, 2001, Paliburg incurred an audited consolidated net loss attributable to its shareholders of HK\$1,071.0 million, as compared with a net loss of HK\$730.2 million, as restated, for the 2000 financial year.

In the loss incurred by Paliburg for the year under review, HK\$374 million was attributable to its share of loss incurred by Regal, HK\$183.7 million was attributable to a charge to the consolidated profit and loss account of the revaluation deficit of hotel properties owned by Regal, HK\$180 million as impairment of investment in a development property in the People's Republic of China, and HK\$234 million as provision for interest and redemption premium accruing on the outstanding bonds.

Moreover, although the construction works at the Stanley development project, in which Paliburg and Regal holds a 40% and 30% interest respectively, have resumed in October 2001, the bank loan interest incurred by the joint venture entity for the first ten months of 2001 has not been

capitalised and the interest on the shareholders' loans advanced to the joint venture entity for the whole year of 2001 has also not been recognised. Had such interest been capitalised and recognised respectively, the loss incurred by Regal and Paliburg (excluding its attributable share of Regal's loss) for the financial year 2001 would have been reduced by approximately HK\$120 million and HK\$160 million, respectively.

Paliburg announced in November 2001 that the principal terms of a proposal for the settlement of Paliburg's outstanding exchangeable bonds and convertible bonds have been formulated. The proposal involves, among others, the exchange and cancellation of the outstanding bonds in return for (i) Paliburg's entire interests in Paliburg Plaza and Kowloon City Plaza (together with the securitised loan attached), (ii) the issue of 463,669,490 new shares of Paliburg, representing approximately 16.7% of the enlarged issued share capital of Paliburg, and (iii) the transfer of 1,432,798,472 existing shares held by Paliburg in Regal, representing approximately 36.4% of the then issued share capital of Regal.

As at 31st December, 2001, total principal, interest and redemption premium outstanding under the exchangeable bonds and convertible bonds amounted to approximately HK\$3,646.4 million, and the outstanding securitised loan attached to Paliburg Plaza and Kowloon City Plaza was approximately HK\$1,217.0 million.

Implementation of the proposal will be conditional on, among others, settlement of the definitive documentation and the obtaining of all necessary consents and approvals, including the approval by the



bondholders, other relevant lenders and shareholders. Due to the multi-faceted nature of the proposal, the time taken to finalise the ultimate structure of the transaction, the obtaining of the consents from the relevant lenders and the settling of the definitive documentation has exceeded what was originally expected. Management of Paliburg is diligently working with all relevant parties to settle the ultimate structure of the transaction and the various outstanding issues involved.

A brief review of the principal operating activities of Paliburg group is contained below.

Property Development

The luxury residential development at **Rural Building Lot No.1138, Wong Ma Kok Road, Stanley** is the major development project presently undertaken by Paliburg. The construction works have fully recommenced in October last year following the agreed reinstatement of the construction financing facility from the lending banks. Based on the existing construction programme, the development is scheduled for completion in stages from around the second quarter of 2003.

Paliburg has a 30% interest in the joint venture for the development of the site at **Ap Lei Chau Inland Lot No.129, Ap Lei Chau East**, for which a re-submission to the Town Planning Board for a proposed development comprising primarily residential accommodation is being processed.

More than 60% of the lettable space in the office floors and all of the remaining ground floor shops at **211 Johnston Road, Wanchai** have been leased to date. Given the relatively depressed market for office/commercial properties, Paliburg will continue to hold for rental the subject property until the market recovers.

The plans for a proposed resort and recreational development on **various lots in Demarcation District No.251, Sharp Island, Sai Kung** are being revised, and will be re-submitted for approval in due course.

The amended building plans for the residential project at **Lot No.1736 in D.D. 122, Tong Yan San Tsuen, Yuen Long** have been approved by the Building Authority. Application is being made to extend the building covenant date for further one year to March 2003.

Paliburg now holds a 50% interest in a jointly held entity that owns a 65% interest in the foreign partner which, in turn, has a 70% interest in a sino-foreign equity joint venture that owns the **development site at Gong Ren Ti Yu Chang Street East in Chao Yang District, Beijing**. Progress of this office/commercial project has been delayed due to processing of approvals of the revised building plans and construction permit. Preparatory site works are being organised and construction works are anticipated to commence later this year.

Since the announcement by the Beijing Land Resources and Housing Administration Bureau in November 2000 on the resumption of the **development site at Chao Yang Men Wai Da Jie in Chao Yang District, Beijing** due to its idle



condition, the joint venture entities involved have been re-organised in accordance with the terms agreed among the relevant parties and their business licences renewed. Application will be made to the relevant government authorities to formally vest the title of the subject site to the joint venture entities when certain other compliance requirements have been met.

Paliburg has planned to dispose of the **Crown Hill site located in the central city west area of Los Angeles**. Paliburg has recently mandated a local agent to market the property for sale and preliminary discussions are being conducted with a number of interested purchasers.

Property Investment

The occupancy rate at **Paliburg Plaza, Causeway Bay** has been maintained at a satisfactory level but the rental rates achieved on tenancy reversions were under pressure due to the softened commercial market. This office/commercial building comprises one of the principal properties to be transferred by Paliburg to the bondholders under the bonds settlement proposal mentioned above.

The occupancy rate at **Kowloon City Plaza** has also been maintained at a satisfactory level but, likewise, the average rental rate has been adversely affected by the sustained depression in the retail sector. This commercial complex comprises the other principal property to be transferred to the bondholders under the bonds settlement proposal.

Over 90% of the lettable space in **Redhill Plaza, 3 Red Hill Road, Tai Tam** is under lease, yielding satisfactory rental income. With a view to improving the working capital of the Paliburg group, Paliburg has recently arranged for this property to be tendered for sale. If the price offered is reasonable, Paliburg may choose to dispose of this property.

Construction and Construction Related Business

Chatwin Engineering Limited was formerly an 80%-owned subsidiary of Paliburg. Subsequent to the year end date, Paliburg has acquired from the other shareholder its 20% interest in Chatwin. Consequently, Chatwin is now a wholly-owned subsidiary of Paliburg. Due to the overall contraction in the number of new building works and the increasing competition in the construction industry, Chatwin's contracts on hand have reduced. However, Chatwin is well equipped to capture new business opportunities when the environment improves.

Paliburg holds through a 75%-owned subsidiary a 25% interest in a **cement plant in Weifang, Shandong**. Paliburg is currently in discussions with the majority shareholder on a possible restructuring of the parties' respective ownership interests in the cement plant.



REGAL HOTELS INTERNATIONAL HOLDINGS LIMITED

For the year ended 31st December, 2001, Regal incurred an audited consolidated net loss attributable to shareholders of HK\$514.2 million, as compared with a net loss of HK\$347.9 million, as restated, for the preceding financial year.

Due to the unsatisfactory operating environment, particularly after the September 11 event, and in order to preserve liquidity, Regal has taken steps to realise most of its securities investments and certain other non-core assets despite the relatively depressed market condition. Consequently, one-time losses and other provisions in an aggregate of over HK\$260 million were incurred, which had severely affected the financial results of Regal for the year under review. Furthermore, as explained above, the non-capitalisation of the bank loan interest and the non-recognition of the interest on the shareholder's loan in respect of the Stanley development project have also adversely impacted Regal's results to the tune of approximately HK\$120 million.

During the year under review, total visitor arrivals to Hong Kong amounted to over 13.7 million, which was an increase of about 5.1% over that of 2000. The September 11 event occurred last year no doubt gave a severe blow to the world's tourism business. In Hong Kong, the number of visitor arrivals declined sharply in September and October, particularly from the long haul markets. However, the continuing surge in the visitors from Mainland China has helped to curb the

declining trend in the last two months of 2001. Overall, the average hotel occupancy in Hong Kong in 2001 fell by about 4.8% as compared with 2000, while the average room rate was down by about 1.6%.

Due to the deterioration in the local hotel market, the operating results of Regal's hotels in Hong Kong in year 2001 have similarly been affected. As compared with 2000, the combined average occupancy of the **five Regal Hotels in Hong Kong** has dropped by about 3.9% and the combined average room rate by about 4.6%. The **Regal Airport Hotel**, which came into full operation since the beginning of 2001, commands a total room count of 1,103, as compared to 881 in 2000. Although the year round average occupancy for this hotel in 2001 was marginally below that of the prior year due to the increased room count, the number of occupied rooms has actually increased by about 21% and the room revenues by about 13% when the overall market has contracted. The Regal Airport Hotel is now highly regarded by international travellers and was awarded in 2001 the "Best Airport Hotel in Asia Pacific" by Business Traveller Asia Pacific Magazine and the "Best Airport Hotel in Asia" by Business Asia Magazine and Bloomberg Television.

As reported before, Regal intends to focus its hotel operations primarily in Hong Kong in the near term. As such, Regal has mandated an agent to market for sale the **Regal Constellation Hotel in Toronto, Canada**. A tendering process was initiated and keen interest has been expressed by a number of prospective purchasers.



Regal was originally expecting to receive in December 2001 the deferred consideration of US\$45 million for the sale of the hotel interests in USA together with certain accrued interest. The purchaser has however continued to withhold such payment due to Regal's indemnity obligation provided to the purchaser under the sale agreement for third party claims that occurred before completion of the transaction in December 1999. Regal has obtained legal advice that, based on the prevailing facts and circumstances, such withholding by the purchaser is improper and, pending resolution of the underlying claims, certain amount should nevertheless be released to Regal. Regal is pursuing the matter through legal avenues.

Regal's two **managed hotels in Shanghai** maintained steady performance during the year and contributed modest management income.

Business at the **Kaifeng Yatai Brewery in Henan** was unsatisfactory due to the increasingly difficult operating environment. While stringent measures are being implemented to improve the brewery's operations, Regal may consider disposing of this non-core asset if the terms are reasonable.

OUTLOOK

Benefiting from the continuing increase in the visitors from Mainland China, tourist business in Hong Kong sustained further recovery in the early part of 2002. Travel pattern in major long haul markets such as USA and Europe is also stabilising. For the first three months of 2002, overall performance of Regal's five hotels in Hong Kong surpassed that recorded in the comparative period last year.

Regal is implementing a number of strategies to restructure the hotel operations with a view to improving their performance and bottom-line. The restructuring and streamlining of the management structure of the head office and the hotels in Hong Kong are being implemented by stages and positive results are being produced.

Barring any unforeseen circumstances, it is expected by the directors of Regal that the operating results of Regal's hotel business in Hong Kong for the current financial year should be able to fare better than that for the year under review.

Regal has recently commenced preliminary discussions with its lending banks to secure their ongoing support to a proposed rescheduling of the banking facilities with a view to maintaining the financial stability of Regal group.



At Paliburg's level, if the bonds settlement proposal could be successfully implemented, Paliburg group's total debt and hence the gearing will be substantially reduced through the elimination of indebtedness in an aggregate sum of approximately HK\$4,863.4 million. Though Paliburg group will inevitably become leaner due to the transfer of some major assets, this is considered to be a crucial step that is required to re-establish Paliburg group's overall stability and for its revival going forward.

The sustained economic downturn of the economy has resulted in severe losses as well as downward revaluations of assets being recorded by the Group during the past few years. Moreover, due to the lack of market liquidity, the Group as a whole has to resort to restructuring of the indebtedness at different corporate levels.

Apart from the relatively minor investments in various information technology businesses, the Company's only major asset comprises the shares held in Paliburg which are pledged to the financial creditors. To revitalize the Company's own operating business, it will seek to increase its participation in the information technology and telecommunications sectors as and when circumstances are deemed appropriate. However, this is obviously also dependent on an overall restructuring scheme being able to be successfully concluded with the Company's financial creditors. In this regard, the Company's management is working diligently in co-ordination with the appointed independent financial adviser with a view to finalizing an overall restructuring scheme which may be acceptable to the relevant parties concerned.

DIRECTORS AND STAFF

Finally, I wish to take this opportunity to express my sincere appreciation to my colleagues on the Board and all management and staff members who have all along been supportive and committed despite these difficult times.

LO YUK SUI

Chairman

Hong Kong
19th April, 2002

