



# Tai Cheung Holdings Limited

(INCORPORATED IN BERMUDA WITH LIMITED LIABILITY)  
(Stock Code: 88)

**2012-2013 INTERIM REPORT**

**大昌集團有限公司**

(於百慕達註冊成立之有限公司)  
(股份代號：88)

**2012-2013 年度中期報告**



I am pleased to report the unaudited results of the Group for the six months ended 30th September 2012.

### Consolidated Profit and Loss Account

For the six months ended 30th September 2012

		(Unaudited)	
		Six Months Ended	
		<b>30/9/2012</b>	<b>30/9/2011</b>
	<i>Note</i>	<i>HK\$Million</i>	<i>HK\$Million</i>
Revenue	2	<b>735.8</b>	1,072.5
Cost of sales		<b>(326.3)</b>	(493.1)
Gross profit		<b>409.5</b>	579.4
Other income		<b>13.8</b>	12.9
Administrative expenses		<b>(19.4)</b>	(29.4)
Impairment losses on available-for-sale financial assets		-	(1.6)
Operating profit	3	<b>403.9</b>	561.3
Finance costs		<b>(2.2)</b>	(2.3)
Share of results of associates, net of tax		<b>65.7</b>	62.4
Profit before income tax		<b>467.4</b>	621.4
Income tax expense	4	<b>(65.7)</b>	(82.2)
<b>Profit attributable to equity holders of the Company</b>		<b>401.7</b>	539.2
Dividends			
Interim, proposed, of HK 11 cents (2011: HK 11 cents) per ordinary share		<b>67.9</b>	67.9
Earnings per share (Basic and Diluted)	5	<b>65.0¢</b>	87.3¢

**Consolidated Statement of Comprehensive Income**

For the six months ended 30th September 2012

	(Unaudited) Six Months Ended	
	<b>30/9/2012</b>	<b>30/9/2011</b>
	<b>HK\$Million</b>	<b>HK\$Million</b>
Profit for the period	<b>401.7</b>	539.2
Other comprehensive income:		
Fair value gains on available-for-sale financial assets	<b>9.3</b>	11.9
(Realisation of fair value gains)/impairment losses on available-for-sale financial assets transferred to consolidated profit and loss account	<b>(2.0)</b>	1.6
Exchange differences	<b>(0.2)</b>	0.1
Total comprehensive income for the period and attributable to equity holders of the Company	<b>408.8</b>	552.8

**Consolidated Balance Sheet**

As at 30th September 2012

		<b>(Unaudited)</b>	(Audited)
		<b>30/9/2012</b>	31/3/2012
	<i>Note</i>	<i>HK\$Million</i>	<i>HK\$Million</i>
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Non-current assets			
Property, plant and equipment		<b>11.6</b>	11.9
Associates		<b>78.2</b>	72.5
Amount due from an associate		<b>24.6</b>	–
Available-for-sale financial assets		<b>115.7</b>	103.3
Mortgage loans receivable		<b>1.5</b>	2.1
		<b>231.6</b>	189.8
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Current assets			
Properties for sale		<b>1,660.9</b>	1,929.0
Properties under development		<b>1,867.6</b>	190.1
Mortgage loans receivable		<b>0.1</b>	0.1
Debtors, deposits and prepayments	6	<b>486.3</b>	230.6
Amounts due from associates		<b>0.7</b>	25.3
Bank balances and cash		<b>1,695.9</b>	3,028.2
		<b>5,711.5</b>	5,403.3
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Current liabilities			
Creditors, deposits and accruals	7	<b>93.2</b>	88.7
Borrowings	8	<b>112.9</b>	118.8
Current income tax liabilities		<b>142.9</b>	83.0
		<b>349.0</b>	290.5
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Net current assets		<b>5,362.5</b>	5,112.8
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Net assets		<b>5,594.1</b>	5,302.6
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Equity			
Share capital		<b>61.7</b>	61.7
Retained profits		<b>5,074.0</b>	4,740.2
Other reserves		<b>390.5</b>	383.4
Proposed dividend		<b>67.9</b>	117.3
		<b>5,594.1</b>	5,302.6
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Total equity		<b>5,594.1</b>	5,302.6
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**Consolidated Statement of Changes in Equity**  
For the six months ended 30th September 2012

	(Unaudited)	
	Six Months Ended	
	<b>30/9/2012</b>	<b>30/9/2011</b>
	<b>HK\$Million</b>	<b>HK\$Million</b>
Total equity at 1st April	<b>5,302.6</b>	4,731.8
Profit for the period	<b>401.7</b>	539.2
Other comprehensive income:		
Fair value gains on available-for-sale financial assets	<b>9.3</b>	11.9
(Realisation of fair value gains)/impairment losses on available-for-sale financial assets transferred to consolidated profit and loss account	<b>(2.0)</b>	1.6
Exchange differences	<b>(0.2)</b>	0.1
Total comprehensive income for the period	<b>408.8</b>	552.8
Transaction with equity holders:		
Dividends	<b>(117.3)</b>	(117.3)
Total equity at 30th September	<b>5,594.1</b>	5,167.3

**Condensed Consolidated Cash Flow Statement**

For the six months ended 30th September 2012

	(Unaudited)	
	Six Months Ended	
	<b>30/9/2012</b>	30/9/2011
	<b>HK\$Million</b>	HK\$Million
Net cash (used in)/from operating activities	<b>(1,279.7)</b>	1,113.4
Net cash from investing activities	<b>70.5</b>	77.9
Net cash used in financing activities	<b>(123.1)</b>	(122.8)
Net (decrease)/increase in bank balances and cash	<b>(1,332.3)</b>	1,068.5
Bank balances and cash at 1st April	<b>3,028.2</b>	1,980.5
Bank balances and cash at 30th September	<b>1,695.9</b>	3,049.0



*Notes:*

**1. BASIS OF PREPARATION AND ACCOUNTING POLICIES**

These unaudited condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants and Appendix 16 to the Listing Rules of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The condensed financial statements should be read in conjunction with the 2012 annual financial statements.

The accounting policies and methods of computation used in the preparation of these condensed interim financial statements are consistent with those used in the annual financial statements for the year ended 31st March 2012 except for the adoption of certain new or revised standards, improvements and amendments of Hong Kong Financial Reporting Standards (“HKFRSs”) issued and are mandatory for accounting periods beginning on or after 1st April 2012. The Group has assessed the impact of the adoption of these new or revised standards, improvements and amendments, and concluded that there has been no significant impact on the Group’s results and financial position nor any substantial changes in the Group’s accounting policies.

## 2. REVENUE AND SEGMENT INFORMATION

The Group is principally engaged in property investment and development, investment holding and property management. Revenue is also the Group's turnover.

Segment information is presented on the same basis as that used by the Directors to assess the performance of each reporting segment.

### (a) Revenue and Profit attributable to equity holders of the Company

	Six Months Ended 30/9/2012				
	Property development and leasing	Property management	Hotel operation	Investment holding	Group
	<i>HK\$Million</i>	<i>HK\$Million</i>	<i>HK\$Million</i>	<i>HK\$Million</i>	<i>HK\$Million</i>
Revenue	731.9	3.9	-	-	735.8
Segment results and operating profit	389.4	2.4	-	12.1	403.9
Finance costs	(2.2)	-	-	-	(2.2)
Share of results of associates, net of tax	0.4	-	65.3	-	65.7
Profit before income tax					467.4
Income tax expense	(65.3)	(0.4)	-	-	(65.7)
Profit attributable to equity holders of the Company					401.7



## 2. REVENUE AND SEGMENT INFORMATION (continued)

### (a) Revenue and Profit attributable to equity holders of the Company (continued)

	Six Months Ended 30/9/2011				
	Property development and leasing	Property management	Hotel operation	Investment holding	Group
	<i>HK\$Million</i>	<i>HK\$Million</i>	<i>HK\$Million</i>	<i>HK\$Million</i>	<i>HK\$Million</i>
Revenue	1,068.2	4.3	-	-	1,072.5
Segment results before provision	549.9	2.2	-	10.8	562.9
Impairment losses on available-for-sale financial assets	-	-	-	(1.6)	(1.6)
Operating profit	549.9	2.2	-	9.2	561.3
Finance costs	(2.3)	-	-	-	(2.3)
Share of results of associates, net of tax	0.6	-	61.8	-	62.4
Profit before income tax					621.4
Income tax expense	(81.8)	(0.4)	-	-	(82.2)
Profit attributable to equity holders of the Company					539.2

**2. REVENUE AND SEGMENT INFORMATION (continued)****(b) Total Assets and Liabilities**

	At 30/9/2012				
	Property development and leasing <i>HK\$Million</i>	Property management <i>HK\$Million</i>	Hotel operation <i>HK\$Million</i>	Investment holding <i>HK\$Million</i>	Group <i>HK\$Million</i>
Segment assets	4,033.4	46.5	-	1,759.7	5,839.6
Associates	19.2	-	90.8	(6.5)	103.5
Total assets					5,943.1
Segment liabilities	299.5	41.8	-	7.7	349.0
Net assets					5,594.1

	At 31/3/2012				
	Property development and leasing <i>HK\$Million</i>	Property management <i>HK\$Million</i>	Hotel operation <i>HK\$Million</i>	Investment holding <i>HK\$Million</i>	Group <i>HK\$Million</i>
Segment assets	2,366.8	46.3	-	3,082.2	5,495.3
Associates	18.8	-	85.5	(6.5)	97.8
Total assets					5,593.1
Segment liabilities	235.3	46.3	-	8.9	290.5
Net assets					5,302.6

**3. OPERATING PROFIT**

	Six Months Ended	
	30/9/2012 <i>HK\$Million</i>	30/9/2011 <i>HK\$Million</i>
Operating profit is stated after charging the following:		
Cost of property sales	313.3	468.3
Depreciation	0.3	0.3

#### 4. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profits for the period. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rates prevailing in the countries in which the Group operates. No overseas tax has been made as the Group had no estimated assessable profit for both periods.

	Six Months Ended	
	30/9/2012 HK\$Million	30/9/2011 HK\$Million
Current income tax		
Hong Kong profits tax	65.7	82.2

The Group's share of income tax expense attributable to associates for the six months ended 30th September 2012 of HK\$12.9 million (2011: HK\$12.2 million) is included in the consolidated profit and loss account as share of results of associates.

#### 5. EARNINGS PER SHARE

The calculation of earnings per share is based on the profit attributable to equity holders of the Company of HK\$401.7 million (2011: HK\$539.2 million) and ordinary shares in issue of 617,531,425 (2011: 617,531,425). There were no potential dilutive ordinary shares outstanding during the period (2011: Nil).

#### 6. DEBTORS, DEPOSITS AND PREPAYMENTS

	30/9/2012 HK\$Million	31/3/2012 HK\$Million
Trade debtors, aged		
0-3 months	479.4	221.7
Over 3 months	0.6	0.5
	480.0	222.2
Deposits and prepayments	6.3	8.4
	486.3	230.6

Debtors, deposits and prepayments are mainly denominated in Hong Kong dollars.

Credit terms given to customers vary and generally range from 3 to 6 months.

## 6. DEBTORS, DEPOSITS AND PREPAYMENTS (continued)

As at 30th September 2012, trade debtors HK\$475.9 million (31st March 2012: HK\$218.1 million) were fully performing.

As at 30th September 2012, no trade debtor was impaired (31st March 2012: Nil). Trade debtors of HK\$4.1 million (31st March 2012: HK\$4.1 million) were considered to be past due but not impaired and aged within 150 days (31st March 2012: 150 days). These relate to debtors with good repayment history and no recent history of default, and the majority are covered by rental deposits received by the group.

## 7. CREDITORS, DEPOSITS AND ACCRUALS

	<b>30/9/2012</b> <i>HK\$Million</i>	<i>31/3/2012</i> <i>HK\$Million</i>
Creditors, aged		
0–3 months	<b>6.6</b>	1.1
Over 3 months	<b>0.9</b>	0.9
	<b>7.5</b>	2.0
Deposits and accruals	<b>85.7</b>	86.7
	<b>93.2</b>	88.7

Creditors and deposits are mainly denominated in Hong Kong dollars.

## 8. BORROWINGS

	<b>30/9/2012</b> <i>HK\$Million</i>	<i>31/3/2012</i> <i>HK\$Million</i>
Current		
Bank loans		
– unsecured	<b>31.8</b>	33.4
– secured	<b>81.1</b>	85.4
Total borrowings	<b>112.9</b>	118.8

The Group's borrowings are all subject to interest-rate changes and the contractual repricing within 6 months from the balance sheet date.

The carrying amounts of borrowings approximate their fair values.

The borrowings of HK\$112.9 million (31st March 2012: HK\$118.8 million) are denominated in US dollars and the effective interest rate of borrowings at the balance sheet date was 3.7% (31st March 2012: 3.8%) per annum.



### Interim Dividend

The Directors declared an interim dividend of HK 11 cents per share, same as last year. The said interim dividend is payable on 9th January 2013.

### Register of Members

The Register of Members will be closed from 19th December 2012 to 21st December 2012, both days inclusive. Shareholders should ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 18th December 2012 in order that they may receive their dividend entitlement.

### Management Discussion and Analysis

#### Interim Results

The Group's unaudited profit attributable to equity holders of the Company for the six months ended 30th September 2012 amounted to HK\$401.7 million, as compared with HK\$539.2 million for the same period in 2011. The decline in earnings is due to less property sales than the comparable period last year.

The Group's interest in Sheraton-Hong Kong Hotel is stated at cost less accumulated depreciation on the hotel land and buildings in accordance with the current accounting standards.

In order to fully reflect the underlying economic values of the Group's hotel properties, the Group considers it appropriate also to present to shareholders, as set out below, supplementary information on the Group's statement of net assets on the basis that the Group were to state its hotel properties at their open market valuations as at 31st March 2012.

	<b>30/9/2012</b> <b>(Unaudited)</b> <i>HK\$Million</i>	<i>31/3/2012</i> <b>(Unaudited)</b> <i>HK\$Million</i>
Non-current assets, including interests in associates	<b>231.6</b>	189.8
<i>Add:</i> Attributable revaluation surplus relating to hotel properties*	<b>2,687.5</b>	2,678.0
	<b>2,919.1</b>	2,867.8
Current assets	<b>5,711.5</b>	5,403.3
Current liabilities	<b>(349.0)</b>	(290.5)
Net current assets	<b>5,362.5</b>	5,112.8
Net assets as if the hotel properties were stated at open market value	<b>8,281.6</b>	7,980.6
Net assets per ordinary share as if the hotel properties were stated at open market value	<b>HK\$13.41</b>	HK\$12.92

\* Based on open market valuations as at 31st March 2012.

### **Property Development**

Plans for the development of our Repulse Bay site have been submitted to various government departments for approval. Construction work is expected to begin in early 2013.

Metropole Square, an industrial building in Shatin with approximately 430,000 sq.ft., has been given a formal approval by government for a Special Waiver for Conversion from industrial to office and shop uses. No land premium is payable. Alteration works for upgrading the building will commence early next year.

### **Hotel**

As the supply of new 5-star hotels is going to be limited over the next few years, the Sheraton-Hong Kong Hotel, in which your Group has 35% interest, will continue to have satisfactory performance over the next few years.

The hotel management is studying various options to upgrade the shopping mall at the Sheraton in the near future to enhance its competitiveness and income potential. Some of the recent lease renewals are at substantially higher rental.

**High-tech Investments**

There are signs that the U.S. high-tech sector is recovering as evidenced by the sharp rise in NASDAQ shares since the lows in March 2009. It is expected that the performance of the funds that we have invested in will improve over the next few years.

**Prospects**

Hong Kong government has recently introduced anti-speculative measures to control rising property prices. However, the best way to contain property prices is not by administrative measures to suppress demand, but by increasing the supply of land and in turn residential units.

Sale of our car parks and shops have been brisk recently and we will continue to sell these types of property.

Our cash position is still very strong even after paying HK\$1.67 billion for the Repulse Bay site recently. With the introduction of anti-speculative measures by government, it is a good opportunity for your Group to increase its land bank further.

**Liquidity and Financial Resources**

At 30th September 2012, the Group's cash net of borrowings was HK\$1,583.0 million as compared with HK\$2,909.4 million at 31st March 2012. The Group's borrowings were payable within one year. All the Group's borrowings were denominated in United States dollars. The US dollar loans are directly tied in with the business of the Group's US operations, and therefore these loans are substantially hedged by assets in the same currency.

Committed borrowing facilities available to the Group, but not drawn at 30th September 2012, amounted to HK\$40.1 million. All such banking facilities bear interest at floating rates generally and are subject to periodic review. The gearing ratio was 2.0% at 30th September 2012, compared to 2.2% at 31st March 2012.

Certain properties for sale and properties under development of the Group with carrying values of HK\$232.8 million (31st March 2012: HK\$373.2 million) have been pledged to banks as security for facilities granted to the extent of HK\$121.2 million (31st March 2012: HK\$155.6 million) against which HK\$81.1 million (31st March 2012: HK\$85.4 million) has been utilised at the balance sheet date.

**Human Resources**

The Group, excluding associates, employs a total of 220 people in Hong Kong and the United States. Employees' costs, excluding directors' emoluments, amounted to HK\$26.8 million for the period ended 30th September 2012. Remuneration packages are reviewed annually with other employee benefits including medical subsidies, a non-contributory provident fund scheme and a mandatory provident fund scheme.

### Directors' Interests

At 30th September 2012, the interests of the Directors and Chief Executive in the shares of the Company as recorded in the register maintained under section 352 of the Securities and Futures Ordinance ("SFO") were as follows:

Name	Number of Shares				Total
	Personal interests	Family interests	Corporate interests	Other interests	
David Pun Chan	118,381,971	-	*61,335,074	-	<b>179,717,045</b>
Ivy Sau Ching Chan	20,132,706	-	-	-	<b>20,132,706</b>
Karl Chi Leung Kwok	221,212	-	-	-	<b>221,212</b>
Wing Sau Li	73,000	-	-	-	<b>73,000</b>

*\*Note:* Such shares were held through a corporation which is wholly owned by Mr. David Pun Chan.

All the interests disclosed above represent long position in the shares of the Company.

Save as disclosed above, no directors, chief executives or their associates had any interest or short position in the shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code").

During the period under review, the Company did not grant to the Directors or Chief Executive any right to subscribe for shares of the Company.



### Substantial Shareholders

At 30th September 2012, the register of substantial shareholders maintained under section 336 of the SFO showed that the Company has been notified of the following interest, being 5% or more of the Company's issued share capital. This interest is in addition to those disclosed above in respect of the Directors and Chief Executive:

Name	Number of Shares
*Chan Poon Wai Kuen	96,185,380

*\*Note:* Madam Chan Poon Wai Kuen is the mother of Mr. David Pun Chan.

All the interests disclosed above represent long position in the shares of the Company.

Save as disclosed above, the Company has not been notified by any other person (other than a director of the Company disclosed above) who has an interest or short position in the shares of the Company which are required to be recorded in the register kept by the Company pursuant to section 336 of the SFO as at 30th September 2012.

### Purchase, Sale or Redemption of Shares

The Company did not redeem any of its shares during the period. Neither the Company nor any of its subsidiaries purchased or sold any of the Company's shares during the period.

### Audit Committee

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including the review of these unaudited interim financial statements.

### Compliance with the Corporate Governance Code

During the period, the Company has complied with the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules of the Stock Exchange except in relation to the followings:

- (1) Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The Company does not have a separate Chairman and Chief Executive Officer and Mr. David Pun Chan currently holds both positions. The Board considers that the combination of the roles of Chairman and Chief Executive Officer can promote the efficient formulation and implementation of the Company’s strategies to grasp business opportunities efficiently and promptly. Such arrangement, which has been adopted by many local and international corporations, enables the Company to meet the rapidly changing business environment which needs quicker decision making to achieve business efficiency.

- (2) Under code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election.

Non-executive Directors of the Company are not appointed for a specific term. However, they are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company’s Bye-laws.

- (3) Under the second part of code provision A.4.2 of the CG Code, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Every Director of the Company, including those appointed for a specific term (save for any chairman or managing director under the Company’s Private Act which was enacted in Bermuda in 1990), shall be subject to retirement by rotation at least once every three years. Pursuant to section 4(g) of the Private Act of the Company, any chairman or any managing director of the Company shall not be subject to retirement by rotation under the Bye-laws.



### Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules of the Stock Exchange. All Directors have confirmed, following enquiry by the Company, that they have complied with the required standard set out in the Model Code throughout the period.

Finally, I would like to thank all staff for their loyal support and hard work.

By Order of the Board

**David Pun Chan**

*Chairman*

Hong Kong, 27th November 2012

*As at the date hereof, the Board comprises Mr. David Pun Chan (Chairman), Mr. William Wai Lim Lam and Mr. Wing Sau Li as executive directors, Ms. Ivy Sau Ching Chan as non-executive director and Mr. Joseph Wing Siu Cheung, Mr. Karl Chi Leung Kwok and Mr. Man Sing Kwong as independent non-executive directors.*