

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30th September, 2001.

**PRACTICE NOTE 19 TO THE LISTING RULES**

In accordance with the requirements under Practice Note 19 ("PN 19") to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange, the following information is disclosed:

- (1) Financial assistance to and guarantees given for the benefit of the Company's affiliated companies, by the Company and/or its subsidiaries, in aggregate amounted to approximately HK\$1,621,511,000 as at 30th September, 2001, being 89% of the Group's net assets of HK\$1,830,748,000 as at 30th September, 2001.
- (2) Pursuant to paragraph 3.3 of PN 19, details of the financial assistance to and guarantees given for the benefits of the affiliated companies of the Company as at 30th September, 2001 were as follows:

Jointly controlled entities/ Associates	Percentage of interest held	Shareholder's loan/ amounts due from HK\$'000	Guarantees	Guaranteed	Guarantees
			given for banking facilities granted HK\$'000	banking facilities utilized HK\$'000	given for performance/ retention bonds in respect of construction contracts HK\$'000
Balfour Beatty-Zen Pacific Joint Venture	50%	49	-	-	111,891
Barclay Mowlem-Zen Pacific- AMEC Consortium	30.73%	-	-	-	3,850
Barclay Mowlem-Zen Pacific- China Civil Joint Venture	35%	-	-	-	13,181
Barclay Mowlem-Zen Pacific Joint Venture	40%	227	-	-	-
China State-Zen Pacific Joint Venture	30%	-	-	-	19,531
Dragages-Zen Pacific Joint Venture	25%	1,376	-	-	24,792
First Star Development Limited ("First Star") (Note 1)	51%	37,401	1,088,952	690,336	116,900
Kier/Zen Pacific Joint Venture	50%	-	-	-	124,287
carried forward to next page		39,053	1,088,952	690,336	414,432

## Other Information

### PRACTICE NOTE 19 TO THE LISTING RULES (Cont'd)

(2) (Cont'd)

Jointly controlled entities/ Associates	Percentage of interest held	Shareholder's loan/ amounts due from <i>HK\$'000</i>	Guarantees given for banking facilities granted <i>HK\$'000</i>	Guaranteed banking facilities utilized <i>HK\$'000</i>	Guarantees given for performance/ retention bonds in respect of construction contracts <i>HK\$'000</i>
brought forward from previous page		39,053	1,088,952	690,336	414,432
惠記集團有限公司- 亞太單氏海事工程有限公司- 遠東疏浚有限公司聯合承攬企業體	37.5%	–	–	–	31,875
Hong Kong Landfill Restoration Group Limited	23%	385	–	–	10,607
Kong On Waste Management Limited	50%	485	–	–	–
Road King Infrastructure Limited	49.998%	722	–	–	–
Supertime Holdings Limited ("Supertime") (Note 2)	51%	–	–	–	35,000
		<u>40,645</u>	<u>1,088,952</u>	<u>690,336</u>	<u>491,914</u>

Notes:

- (1) The Group does not have unilateral control over First Star. Accordingly, First Star has been classified as a jointly controlled entity and accounted for using equity method.
- (2) The Group does not have unilateral control but is in a position to exercise significant influence over Supertime. Accordingly, Supertime has been classified as an associate and accounted for using equity method.

Shareholder's loan to/amounts due from affiliated companies were funded by internal resources and/or bank borrowings of the Group. The shareholder's loan to/amounts due from affiliated companies are unsecured, interest free and are repayable on demand except for a shareholder's loan to First Star amounting to HK\$37,401,000 which will not be repayable within twelve months from the balance sheet date.

**PRACTICE NOTE 19 TO THE LISTING RULES** (Cont'd)

- (3) Pursuant to paragraph 3.10 of PN 19, a summary of the combined financial position of the Company's aforesaid affiliated companies as at 30th September, 2001 prepared based on the adjusted unaudited financial statements prepared under the accounting principles generally accepted in Hong Kong for the six months ended 30th September, 2001 was as follows:

	<i>HK\$'000</i>
Non-current assets	4,433,319
Current assets	4,594,915
Current liabilities	(1,678,654)
Non-current liabilities	(2,699,353)
Minority interests	(82,598)
	<hr/>
Net assets	<u>4,567,629</u>

Save as disclosed above, there is no other disclosure required to be made by the Company pursuant to PN 19.

**AUDIT COMMITTEE**

The Audit Committee has reviewed with management and external auditors the accounting principles and policies adopted by the Group and the unaudited interim financial statements for the six months ended 30th September, 2001.

**CODE OF BEST PRACTICE**

None of the Directors is aware of information that would reasonably indicate that the Company is not, or was not for any part of the six months ended 30th September, 2001, in compliance with the Code of Best Practice as set out in Appendix 14 to the Listing Rules on the Stock Exchange.

By Order of the Board  
**William Zen Wei Pao**  
 Chairman

Hong Kong, 3rd December, 2001