



渝太地產集團有限公司  
Y. T. REALTY GROUP LIMITED  
Stock Code : 75



ANNUAL REPORT 2012

PRINCE太子

太子珠寶鐘錶公司

## CONTENTS

Corporate information .....	1
Chairman's statement .....	2
Board of directors .....	6
Corporate governance report .....	9
Report of the directors .....	23
Independent auditors' report .....	32
Consolidated income statement .....	33
Consolidated statement of comprehensive income .....	34
Consolidated statement of financial position .....	35
Consolidated statement of changes in equity .....	36
Consolidated statement of cash flows .....	37
Statement of financial position .....	38
Notes to financial statements .....	39
Particulars of properties .....	90
Five year financial summary .....	91

## CORPORATE INFORMATION

### EXECUTIVE DIRECTOR

Cheung Chung Kiu (*Chairman*)  
Wong Chi Keung (*Managing Director*)  
Yuen Wing Shing  
Tung Wai Lan, Iris

### NON-EXECUTIVE DIRECTOR

Lee Ka Sze, Carmelo  
Wong Yat Fai

### INDEPENDENT NON-EXECUTIVE DIRECTOR

Ng Kwok Fu  
Luk Yu King, James  
Leung Yu Ming, Steven

### AUDIT COMMITTEE

Luk Yu King, James (*Chairman*)  
Lee Ka Sze, Carmelo  
Ng Kwok Fu  
Leung Yu Ming, Steven

### REMUNERATION COMMITTEE

\* Leung Yu Ming, Steven (*Chairman*)  
\*\*Cheung Chung Kiu  
Ng Kwok Fu

### NOMINATION COMMITTEE

Cheung Chung Kiu (*Chairman*)  
Ng Kwok Fu  
Leung Yu Ming, Steven

### AUTHORISED REPRESENTATIVE

Cheung Chung Kiu  
Yuen Wing Shing (*Alternate to Cheung Chung Kiu*)  
Yuen Wing Shing  
Cheung Chung Kiu (*Alternate to Yuen Wing Shing*)

### COMPANY SECRETARY

Albert T. da Rosa, Jr.

### REGISTERED OFFICE

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

\* appointed as committee chairman with effect from 30 March 2012

\*\* ceased to be committee chairman with effect from 30 March 2012

### PRINCIPAL OFFICE

3301-07, China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong  
Tel: (852) 2500 5555  
Fax: (852) 2507 2120  
Website: [www.ytrealtygroup.com.hk](http://www.ytrealtygroup.com.hk)  
Email: [investors@ytrealtygroup.com.hk](mailto:investors@ytrealtygroup.com.hk)

### EXTERNAL AUDITORS

Ernst & Young

### PRINCIPAL BANKER

The Hongkong and Shanghai Banking  
Corporation Limited  
The Bank of East Asia, Limited

### LEGAL ADVISER

*Bermuda:*  
Conyers Dill & Pearman

*Hong Kong:*  
Woo, Kwan, Lee & Lo  
Cheung, Tong & Rosa

### REGISTRAR & TRANSFER OFFICE

*Bermuda:*  
HSBC Securities Services (Bermuda) Limited  
6 Front Street  
Hamilton HM 11  
Bermuda

*Hong Kong:*  
Tricor Abacus Limited  
26/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
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Tel: (852) 2980 1700  
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### SHARE LISTING

The Stock Exchange of Hong Kong Limited  
Stock Code: 75

On behalf of the board of directors, I am pleased to report the following results and operations of the Group for the year ended 31 December 2012.

### RESULTS

The audited consolidated net profit attributable to shareholders after tax for the year was HK\$475.2 million and the earnings per share amounted to HK59.4 cents, as compared to net profit of HK\$430.8 million and the earnings per share of HK53.9 cents for the year ended 31 December 2011. The net profit attributable to shareholders after tax for 2012 represents a 10.3% increase from 2011.

### DIVIDENDS

The directors recommend the payment of a final dividend of HK3.5 cents per share for the year ended 31 December 2012, which is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. No interim dividend was paid during the year. In respect of the preceding year, a final dividend of HK3.0 cents per share was paid and no interim dividend was declared.

### NET ASSET VALUE

The consolidated net asset value per share of the Group as at 31 December 2012 was HK\$6.28 based on the 799,557,415 shares in issue, an increase of approximately 11.1%, as compared to HK\$5.65 per share based on 799,557,415 shares in issue as at 31 December 2011.

### BUSINESS REVIEW

The Group's net profit attributable to shareholders for the year was HK\$475.2 million as compared to the net profit of HK\$430.8 million in 2011, representing a 10.3% increase from 2011. Revenue for the year increased by 14.2% to HK\$183.3 million as compared to HK\$160.5 million reported in 2011. The increase in overall revenue was primarily due to increase in rental income.

Revaluation of the Group's portfolio of properties resulted in a surplus of HK\$196.1 million (2011: HK\$301.1 million). The revaluation surplus was reported in the income statement.

The Group's share of profit after taxation from the associated company, The Cross-Harbour (Holdings) Limited ("Cross-Harbour"), for the year was HK\$168.2 million (2011: HK\$101.7 million), a significant increase of 65.4% from last year. Cross-Harbour is listed on The Stock Exchange of Hong Kong Limited and it is engaged in investment and management of tunnels, motoring schools and highway and tunnel toll system.

## CHAIRMAN'S STATEMENT

### BUSINESS REVIEW *(continued)*

#### Property Business

The Group's major investment properties include:

Century Square  
Prestige Tower

Gross rental income for the year amounted to HK\$173.4 million which represents an increase of about 15.6% when compared with last year's rental income of HK\$149.9 million. The increase in rental income in 2012 was due to the increase in rental rates of the Group's investment properties.

During the financial year under review, we experienced persistent global market uncertainties, predominantly in the finance and banking sectors. The economic growth in the Mainland which Hong Kong depends upon heavily in many respects decelerated last year, fortunately not in a fast pace. This somehow inevitably created a knock-on effect on the local retail transaction volume, with notable slow-down of year-on-year growth in sales for the luxurious sectors as compared with the previous year.

On the office sector, acceleration of decentralisation contributed largely to the braking of escalating office rents in core commercial districts last year. With improved transport linkage and advancement in telecommunication, opportunities and attractions for high quality office tenements are abundant in fringe areas but only at fraction of rental cost of core business districts. Residential sector on the other hand, did not perform well either, at least from the point of view of transaction volume due to Government's cooling measures involving additional stamp duty for non-resident buyers.

The entire property sector at large was in the stage of consolidation with perhaps the exception of investment sales for retail properties which have not been interfered in any form by the Government and hence attracted a lot of surplus funds in the market.

Against this backdrop, the Group is pleased to be able to deliver satisfactory result for its core property investment business for 2012. The Group's property portfolio which mainly consists of up-market retail and commercial properties recorded healthy increases in both rental revenue and rental rates, whilst maintaining high overall occupancy rate of over 98%. For Prestige Tower in Tsimshatsui, transformation of the building into an up-market fashion hub reached another milestone when the famous Just Gold brand was attracted to set up its presence on the main lobby floor in last August. Whereas for Century Square in Central, our effort in branding the tower as a premium beauty hub made a big leap last Christmas when the renowned beauty group Covermark and Kesalan Patharan committed to set up beauty spa operation in the building.



**FINANCING AND LIQUIDITY**

Financial expenses for the year ended 31 December 2012 amounted to HK\$4.5 million (2011: HK\$5.8 million), decreased by 22.3% when compared with last year as the Group's bank borrowings was reduced during the year. As at the end of 2012, the bank loan balance was HK\$176.1 million (2011: HK\$249.1 million).

The bank loans are secured by mortgages on certain investment properties with an aggregate carrying value of HK\$3,512.0 million (2011: HK\$3,315.6 million) and the assignment of rental income from these properties.

The following is the maturing profile of the Group's bank borrowings as of 31 December 2012:

Within one year	24.4%
In the second year	17.9%
In the third to fifth years, inclusive	34.1%
After the fifth years	23.6%
	<hr/>
	100.0%
	<hr/> <hr/>

The gearing ratio at the end of 2012, which is calculated as the ratio of the net bank borrowings to shareholders' funds, was 0.7% (2011: 3.9%). The sum of term loan instalment payments repayable within one year is HK\$43.0 million which will be serviced mainly by the Group's rental income.

At the end of 2012, the Group's cash and cash equivalents was HK\$138.8 million. With its cash, available banking facilities and recurring rental income, the Group has sufficient resources to meet foreseeable funding needs for its working capital and capital expenditure.

Since the Group's borrowings are denominated in Hong Kong dollars and its sources of income are primarily denominated in Hong Kong dollars, there is basically no exposure to foreign exchange rate fluctuations.

**PROSPECTS AND STRATEGIES**

For the coming 2013, we are rather cautious about the overall economic development of Hong Kong. Whilst we expect the uncertainty of global financial market will gradually become clearer and economic recovery will make steady progress following the completion of election of leaders in various major economic countries including the Mainland and the United States, there is however a growing concern that local market particularly the property sector will continue to encounter more administrative interference following the new round of Government's property related cooling-off measures announced in this February. The degree of such interference is not yet clear and the associated impact therefore cannot be assessed accurately. Though the fundamentals of Hong Kong remain solid, in view of such possible uncertainty, the Group will still be very cautious in making substantial investment decisions in the coming year notwithstanding we are at all-time favourable financial position.

## CHAIRMAN'S STATEMENT

### PROSPECTS AND STRATEGIES *(continued)*

The Group will stay focus on our core investment and will continue to explore ways to further augment the attraction of our properties. Professionals and consultants have been engaged in conducting various enhancement schemes with the aim to generate not only additional attractions but rental revenue as well for both Prestige Tower and Century Square and implementation of such enhancement projects will take place whenever opportunity arises in future.

Our underlying objectives are to preserve and generate value for our shareholders on a long-term and sustainable basis. To achieve these objectives, our management team and staff are very dedicated and our strategies are clear and well-executed.

For our core property business, we focus on enhancing the performance of our existing investment property portfolio by providing proactive and reliable management service to attract and retain quality tenants. To add value for our property portfolio, we gear our efforts to provide timely maintenance and upgrade in order to stay competitive in the market place. We prudently look for new opportunities to acquire properties in prime locations to complement and enhance our existing portfolio.

In addition to our property business, we also look into other investment opportunities which will add long-term value. In doing so, we are very prudent and we have strict investment criteria, which will include long-term sustainability of the business, recurring revenue, and healthy cash flow, etc. Our interest in substantial non-property investment holding in Cross-Harbour which has contributed steady results and cash flow to our group since acquisition is such classic example.

We are confident that our strategies and dedicated efforts will continue to deliver values to our shareholders over the years to come.

### STAFF

As at 31 December 2012, the Group employed 46 staff members. Staff remuneration is reviewed by the Group from time to time. In addition to salaries, the Group provides staff benefits including medical insurance, life insurance, pension scheme and discretionary vocational tuition/training subsidies. Share options and bonuses are also available to employees of the Group at the discretion of the directors depending upon the financial performance of the Group.

### APPRECIATION

I would like to take this opportunity to thank our shareholders and business partners for their continuing support, and the Group's dedicated management and staff for their valuable contributions during the past year.

**Cheung Chung Kiu**  
*Chairman*

Hong Kong, 26 March 2013

**EXECUTIVE DIRECTOR**

**Cheung Chung Kiu**, aged 48, was appointed Chairman of the Company on 28 September 2000 and also holds directorships in certain other members of the Group. Mr. Cheung was born and educated in Chongqing. He set up Chongqing Industrial Limited (“Chongqing Industrial”, a company engaged mainly in the trading business in the PRC) in 1985. He is the founder and chairman of Yugang International Limited (“Yugang International”) and chairman of The Cross-Harbour (Holdings) Limited (“Cross-Harbour”) and C C Land Holdings Limited (“C C Land”), all being public listed companies in Hong Kong. He is a director of Palin Holdings Limited, Chongqing Industrial, Yugang International (B.V.I.) Limited (“Yugang BVI”) and Funrise Limited (“Funrise”) which, together with Yugang International, are companies disclosed in the section headed “Interests and Short Positions of Shareholders” on page 30.

**Wong Chi Keung**, aged 57, was appointed Managing Director of the Company on 10 January 2000 and also holds directorships in certain other members of the Group. Mr. Wong holds a doctoral degree in business and is a member of the Royal Institution of Chartered Surveyors, Hong Kong Institute of Housing, the Chartered Institute of Housing and the Guangxi Committee of the Chinese People’s Political Consultative Conference, Nanning City. He is a fellow of the Hong Kong Institute of Real Estate Administrators and The Hong Kong Institute of Directors and an honorary fellow of Guangxi Academy of Social Sciences. He has held various senior executive positions with some of Hong Kong’s leading property companies and property consultant firms for the past 30 years; and has taken an active role in public and voluntary services and is currently Regional Commander of Hong Kong Auxiliary Medical Service. He is an executive director of Cross-Harbour and an independent non-executive director of Water Oasis Group Limited, both being public listed companies in Hong Kong.

**Yuen Wing Shing**, aged 66, was appointed Executive Director of the Company on 28 September 2000 and also holds directorships in certain other members of the Group. Mr. Yuen holds a diploma in management studies from The Hong Kong Polytechnic University. Prior to joining the Company, he had held senior management positions with a major bank in Hong Kong for over 20 years. He is the managing director of Yugang International and an executive director of Cross-Harbour. He is a director of Yugang BVI and Funrise.

**Tung Wai Lan, Iris**, aged 47, was appointed Executive Director of the Company on 28 September 2000 and also holds directorships in certain other members of the Group. Ms. Tung holds a master of philosophy degree from The Chinese University of Hong Kong. She is an executive director of Cross-Harbour.



## BOARD OF DIRECTORS

### NON-EXECUTIVE DIRECTOR

**Lee Ka Sze, Carmelo**, aged 52, was appointed Independent Non-executive Director of the Company on 28 September 2000 and re-designated Non-executive Director of the Company on 30 September 2004. Mr. Lee received his bachelor of laws degree and postgraduate certificate in laws from The University of Hong Kong. He qualified as a solicitor in Hong Kong, England and Wales, Singapore and the Australian Capital Territory. Mr. Lee is chairman of the Listing Committee of The Stock Exchange of Hong Kong Limited and a chairman of the HKSAR Transport Tribunal. He is also a member of the SFC (HKEC Listing) Committee and the SFC Dual Filing Advisory Group both of Securities and Futures Commission, and a member of the Disciplinary Panel of the Hong Kong Institute of Certified Public Accountants. He is an independent non-executive director of KWG Property Holding Limited and Ping An Insurance (Group) Company of China, Ltd. and a non-executive director of CSPC Pharmaceutical Group Limited (formerly known as China Pharmaceutical Group Limited), Hopewell Holdings Limited, Safety Godown Company, Limited, Termbray Industries International (Holdings) Limited and Yugang International, all being public listed companies in Hong Kong. He is a consultant to Cross-Harbour and a partner of Woo, Kwan, Lee & Lo, legal advisers to Yugang International, Cross-Harbour and the Company.

**Wong Yat Fai**, aged 53, was appointed Independent Non-executive Director of the Company on 30 September 2004 and re-designated Non-executive Director of the Company on 1 October 2007. Mr. Wong holds a professional diploma in banking from The Hong Kong Polytechnic University. He has over 13 years of experience working with an international banking group. He is an executive director of ICube Technology Holdings Limited and a non-executive director of C C Land, both being public listed companies in Hong Kong.

### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Ng Kwok Fu**, aged 41, was appointed Independent Non-executive Director of the Company on 30 September 2004. Mr. Ng holds a certificate in accounting from Grant MacEwan Community College of Canada. He has over 20 years of experience in the marketing, trading, purchasing and developing of construction materials as well as in technical control, support and management in building projects. He is an independent non-executive director of Yugang International and Cross-Harbour.

**Luk Yu King, James**, aged 58, was appointed Independent Non-executive Director of the Company on 10 September 2007. Mr. Luk graduated from The University of Hong Kong with a bachelor of science degree. He is a fellow of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Certified Public Accountants and an ordinary member of the Hong Kong Securities and Investment Institute (formerly known as Hong Kong Securities Institute). He has over 10 years of experience in corporate finance and in securities & commodities trading business working with international and local financial institutions. He is an independent non-executive director of Yugang International and Cross-Harbour.

**Leung Yu Ming, Steven**, aged 53, was appointed Independent Non-executive Director of the Company on 1 October 2007. Mr. Leung received his bachelor of social science degree from The Chinese University of Hong Kong and master degree in accountancy from Charles Sturt University of Australia. He is an associate of The Institute of Chartered Accountants in England and Wales and a fellow of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong. He is also a certified practising accountant in Australia and a practising certified public accountant in Hong Kong. Mr. Leung commenced public practice in auditing and taxation in 1990 and is currently a senior partner in a CPA firm. He has over 27 years of experience in assurance, financial management and corporate finance and he worked previously in the International Finance and Corporate Finance Department of Nomura International (Hong Kong) Limited, where he was assistant vice president. He is an independent non-executive director of Suga International Holdings Limited, Yugang International, Cross-Harbour and C C Land, all being public listed companies in Hong Kong.

## CORPORATE GOVERNANCE REPORT

### SHAREHOLDER VALUE

The Company has always been committed to upholding the principles of good corporate governance. These principles highlight an effective board, a sound internal control system as well as transparency and accountability. The board considers such commitment essential in balancing the interests of various stakeholders and the Company and its subsidiaries (the “Group”) as a whole. The Company sees to it that the corporate governance agenda is focused on improving performance and not just bogged down in conformity and compliance.

### CORPORATE GOVERNANCE

This report sets out the Company’s application, in the year to 31 March 2012, of the Code on Corporate Governance Practices and, from 1 April 2012 to 31 December 2012, of the Corporate Governance Code (the “CG Code”, which, together with the Code on Corporate Governance Practices, the “CG Codes”) set out within Appendix 14 to the Main Board Listing Rules (the “Listing Rules”). To ensure that good governance is maintained by the Company, the board carries out the duties referred to in its terms of reference on a regular basis.

During the year up to the date of this report, the board performed regular reviews of the Company’s practices on corporate governance, including training and continuous professional development of directors and senior management. It also reviewed the Company’s practices on compliance with legal and regulatory requirements, compliance with the CG Codes and the relevant disclosure in the interim report or in this report, as the case may be. In the opinion of the board, the Company complied with the principles and the relevant code provisions of the CG Codes in all respects throughout the year save for the deviation described below.

The Company has no formal letters of appointment for directors except the managing director setting out the key terms and conditions of their appointment, and has therefore deviated from D.1.4 of the CG Code. This notwithstanding, every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Shareholders are sent (at the same time as the notice of the relevant general meeting) a circular containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the re-election of each retiring director who stands for re-election at the meeting, including the information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### DIRECTORS' DEALINGS

The Company has adopted a code (the "Securities Code") for directors' securities dealings (of which the Model Code for Securities Transactions by Directors of Listed Issuers set out within Appendix 10 to the Listing Rules as amended from time to time (the "Model Code") forms part) at least as exacting as the Model Code. Each director is given a copy of the Securities Code on appointment, or a copy of the revised Securities Code immediately after its adoption, and thereafter notification and reminders of the period during which directors are not allowed to deal under the Securities Code.

The Company has also adopted a code for relevant employees (within the meaning of the CG Codes) regarding securities transactions no less exacting than the Model Code. Each relevant employee is also given notification and reminders of each period during which relevant employees are not allowed to deal under the code.

All directors confirmed that they had complied with the required standard set out within the Model Code and the Securities Code throughout the year.

### THE BOARD

Corporate governance of the Company, as noted above, is achieved through its board which assumes responsibility for leadership and control of the Company. Directors being pillars of corporate governance act at all times honestly and exercise care, diligence and skill in the discharge of their duties. The Board is collectively responsible for promoting the success of the Company and seeks to balance broader stakeholder interests and those of the Group.

#### Board balance

The board, which is chaired by Mr. Cheung Chung Kiu, comprises nine members as shown in the corporate information section on page 1. All members served on the board throughout the year up to the date of this report. Brief biographical details of the directors appear in the board of directors section on pages 6 to 8.

The board considers its composition appropriate to the needs of the Company. The independent non-executive directors are considered to be of sufficient calibre and experience to bring significant influence to bear on the decision-making process. In the view of the board, no independent non-executive director currently in office has any interests or relationships that could materially interfere with his independent judgment. It is therefore the board's view that all independent non-executive directors are independent.

Board meetings are held regularly four times a year and additionally as needed to discharge the board duties effectively. Regular scheduled meetings are also held by the board committees to discharge their duties effectively. Independent non-executive directors and other non-executive directors, as equal board members, give the board and the committees on which they serve, if any, the benefit of their skills, expertise and diverse backgrounds and qualifications through regular meeting attendance and active participation. They also attend general meetings and develop a balanced understanding of the views of shareholders.

## CORPORATE GOVERNANCE REPORT

### THE BOARD *(continued)*

#### Attendance at board and general meetings

Apart from the annual general meeting, the board met four times during the year at approximately quarterly intervals. All of the above meetings were attended by all directors.

	No. of meetings attended/held	
	general meeting	board meeting
<i>Executive Director</i>		
Cheung Chung Kiu ( <i>Chairman</i> )	1/1	4/4
Wong Chi Keung ( <i>Managing Director</i> )	1/1	4/4
Yuen Wing Shing	1/1	4/4
Tung Wai Lan, Iris	1/1	4/4
<i>Non-executive Director</i>		
Lee Ka Sze, Carmelo <sup>1</sup>	1/1	4/4
Wong Yat Fai <sup>2</sup>	1/1	4/4
<i>Independent Non-executive Director</i>		
Ng Kwok Fu <sup>1</sup>	1/1	4/4
Luk Yu King, James <sup>3</sup>	1/1	4/4
Leung Yu Ming, Steven <sup>3</sup>	1/1	4/4

#### Notes:

- <sup>1</sup> The term of office for Mr. Lee Ka Sze, Carmelo and Mr. Ng Kwok Fu is approximately three years, commencing 18 May 2012 and ending at the close of the annual general meeting in 2015.
- <sup>2</sup> The term of office for Mr. Wong Yat Fai is approximately three years, commencing 24 May 2010 and ending at the close of the annual general meeting in 2013.
- <sup>3</sup> The term of office for Mr. Luk Yu King, James and Mr. Leung Yu Ming, Steven is approximately three years, commencing 17 May 2011 and ending at the close of the annual general meeting in 2014.
- <sup>4</sup> Notwithstanding any contractual or other terms of appointment or engagement, non-executive directors are subject to retirement by rotation and eligible for re-election in accordance with the Company's bye-laws and all applicable laws.

### THE BOARD *(continued)*

#### The appointment of management

The board, led by the chairman, is accountable to shareholders for the overall management and performance of the Group. This requires continuing attention, the board therefore appoints management, which is made up of executive committee members, with additional members from the second line of management. The managing director in turn delegates aspects of the management and administration functions to senior executives who report directly to him on a regular basis.

#### Delegations to management and reserving matters for the board

The board sets the business strategy of the Group and monitors its development. It delegates other matters to management while reserving certain decisions and actions for itself and performing them effectively. There is a written statement of matters reserved for the board and those delegated to management. These arrangements are reviewed on an annual basis to ensure that they remain appropriate to the needs of the Company.

This statement recognises nine broad categories into which reserving matters for the board may fall, namely (1) board and senior management; (2) relations with the members and stakeholders; (3) financial matters; (4) business strategy; (5) capital expenditures; (6) lease or purchase of buildings; (7) major transactions not included in the budget; (8) actions or transactions involving legality or propriety; and (9) internal control and reporting systems.

The board sees to it that management is managing properly and does not exceed its remit. The statement gives clear directions as to the powers of management. These include executing the business strategies and initiatives adopted by the board, approving investments and divestments as well as managing the Group's assets and liabilities in accordance with the policies and directives of the board. The management carries out such specific duties as to prepare interim and annual accounts, and to implement and monitor the systems of financial controls, internal control and risk management. The management typically meets each month to review, inter alia, the operating and financial performance of the Group against agreed budgets and targets.

#### Supply of and access to information

The board and individual directors have separate and independent access to senior management at all times. The management ensures that the board and its committees receive adequate information, board papers and related materials in a timely manner to enable them to make informed decisions. All directors have access to the advice and services of the company secretary, who is responsible to the board to ensure that board procedures are being followed and that applicable rules and regulations are being complied with. Every director or board committee member can seek independent professional advice in appropriate circumstances at the Company's expense.



## CORPORATE GOVERNANCE REPORT

### THE BOARD *(continued)*

#### Directors' responsibilities

On appointment to the board, each director receives an induction package covering the latest information about the financial position of the Group as well as guidelines on directors' duties and corporate governance. In addition, all members of the board are provided with monthly updates so that they can have a balanced and understandable assessment of the Group's performance, position and prospects. New directors are welcome to visit the operating divisions to gain a proper understanding of the Group's business operations.

The mini-library maintained for the company secretarial department is open to all directors. Stocked with corporate publications and governance procedures, it also collects applicable rules, ordinances, codes and acts. Directors are welcome to visit the library and borrow those materials.

The Company recognises the need to develop and refresh directors' knowledge and skills so that their contribution to board remains informed and relevant. As part of the continuous professional development programme, the Company arranged an in-house training session on topics relevant to the duties of a listed company director in addition to arranging and funding suitable training for its directors during the year.

According to the records provided to the Company, each director received no less than five hours of training through seminars, programmes, and the like, or reading during the year.

#### Insurance cover

The Company has in place appropriate insurance cover in respect of any legal action against its directors and officers. The extent of insurance cover is reviewed on an annual basis.

### CHAIRMAN AND MANAGING DIRECTOR

The positions of chairman and managing director are held by separate individuals with the defined roles of managing the board and managing the affairs of the Company respectively. The board considers that vesting the roles in different individuals is essential in ensuring a balance of power and authority and in upholding independence, accountability and responsibility with respect to the management of the Company. The division of responsibilities between the chairman and managing director has been clearly established and set out in writing.

The chairman provides leadership for the board, ensuring its effectiveness in all aspects of its role. The managing director, supported by the management team, provides planning and implementation.

The chairman ensures that all directors are properly briefed on issues arising at board meetings and that all key and appropriate issues are discussed by the board in a timely manner. Board meetings for each year are scheduled in advance to give all directors an opportunity to attend, and are structured to encourage open discussion. All board members are encouraged to update their knowledge of and familiarity with the Group through active participation at board meetings.

### CHAIRMAN AND MANAGING DIRECTOR *(continued)*

The chairman settles the agenda for each individual board meeting, taking into account any additional items proposed by the managing director and arising from current operating issues, as well as such other matters as may be raised by the other directors with him, who can include them on the agenda. The agenda and accompanying board papers are sent in full to all directors where possible at least three days before the time appointed for the meeting.

It is also the chairman's responsibility to control board meetings, to lead discussions to clear conclusions, and to satisfy himself that the secretary of the meeting has understood each conclusion reached. The company secretary and financial controller attend the meetings to advise on corporate governance and accounting and financial matters, where appropriate.

Minutes of board meetings and meetings of board committees are kept by a duly appointed secretary of the meeting and open for inspection by any director. Draft and final versions of minutes are sent to all directors for their comments and records respectively.

### ACCOUNTABILITY AND AUDIT

#### Financial reporting

The directors are responsible for preparing the accounts. The board seeks to give a balanced, clear and understandable assessment in annual and interim reports, other price-sensitive announcements and other financial disclosures required by the Listing Rules. It also does so for reports to regulators and information disclosed under statutory requirements.

The directors are also responsible for the integrity of financial information and for ensuring its timely disclosure. Arrangements are made which will allow them to be satisfied that the accounts are true and fair, which accurately disclose the financial position of the Company, and which comply with statutory requirements and applicable accounting standards.

#### Internal controls

The board ensures the adequacy of the accounting systems and appropriateness in respect of the human resources for the financial reporting function. It is also the responsibility of the board to see to it that the Company maintains sound and effective internal controls to safeguard shareholders' investment and the Company's assets and hence for taking reasonable steps to prevent and detect fraud and other irregularities.

The board has delegated authority for reviewing the Group's internal controls to its audit committee. The audit committee receives a system review report annually from the management with regard to the operational aspects of internal controls over the areas of key risk identified. The chairman of the committee reports on the review of internal controls and any matters arising to the board at the following board meeting. Using the above process, the duty to review the internal control system is properly discharged.

## CORPORATE GOVERNANCE REPORT

### ACCOUNTABILITY AND AUDIT *(continued)*

#### Internal controls *(continued)*

In line with the requirements of the CG Code, the board scheduled an annual meeting in December 2012 to conduct a review of the effectiveness of the Group's internal controls and an additional meeting in March 2013 for an update. Each such review covered all material controls, including financial, operational and compliance controls and risk management functions and gave due consideration to the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting and financial reporting function. Nothing improper was noted on both occasions.

The Company has clearly established written policies and procedures regarding internal controls applicable to operational units. When devising and reviewing such policies and procedures, it is recognised that the Company's system of internal controls is designed to assist the directors in obtaining reasonable assurance that problems are identified on a timely basis and dealt with appropriately. It is further recognised that the purpose of internal controls is to help manage and control, rather than eliminate, risks and that all internal control systems can only provide reasonable, and not absolute, assurance against misstatement or loss.

The Company has also a process for identifying, evaluating, and managing significant risks to the achievement of its operational objectives. This process is subject to continuous improvement and was in place throughout the year up to the date of this report. In formulating the risk management strategy, the board ensures that the risks facing the Company have been assessed, and that the policies for handling them are up to date and being complied with. No significant control failings or weaknesses were reported during the year up to the date of this report.

### BOARD COMMITTEES

The board is supported in its decisions by the four principal committees described below. All committee terms of reference, amendable by the board from time to time, can be found on the Company's website with the exception of those in respect of the executive committee.

#### The executive committee

In directing and supervising the Company's affairs, the board is supported by an executive committee whose membership is exclusive to executive directors. There are four members in office, all of whom served on the committee throughout the year up to the date of this report.

The executive committee is vested with the powers of the directors by the Company's bye-laws or otherwise expressly conferred upon them, as defined by its terms of reference.

**BOARD COMMITTEES** *(continued)***The remuneration committee**

The remuneration committee comprises three members (two being independent non-executive directors and one being executive director) as shown in the corporate information section on page 1. In order to comply with Rule 3.25 of the amended Listing Rules which took effect from 1 April 2012, Mr. Leung Yu Ming, Steven replaced Mr. Cheung Chung Kiu as the committee chairman on 30 March 2012. All members served on the committee throughout the year up to the date of this report.

This committee supports the board in formulating and making recommendations on the remuneration policy and structure applicable to directors and senior management, in reviewing and approving the management's remuneration proposals with reference to corporate goals and objectives as well as in making recommendations on the remuneration of non-executive directors. The committee is also delegated with the responsibility to determine the remuneration packages of individual executive directors and senior management.

The remuneration committee met once during the year with perfect attendance. No member took part in any discussion or decision concerning his own remuneration at the meeting.

	No. of meetings attended/held
Leung Yu Ming, Steven ( <i>Chairman</i> )	1/1
Cheung Chung Kiu	1/1
Ng Kwok Fu	1/1

The Group's remuneration approach seeks to attract, motivate and retain the executive talent that is essential for the implementation of its business strategy towards sustained and long-term returns for shareholders.

The remuneration package for executives comprises both fixed and variable elements, including salaries, discretionary bonuses (without capping), pension contributions and other incentive arrangements such as share options.

The emoluments received by every executive director and senior executive are determined with reference to individual and corporate performance, industry specific remuneration benchmarks and the prevailing market conditions, subject to annual assessment.

The remuneration committee recommends non-executive director fees annually, based on market practices, time commitment and level of responsibility. These recommendations are then put to a meeting of the board for approval.

At its annual meeting noted above, the remuneration committee reviewed and approved the management's remuneration proposals and determined the remuneration packages of individual executive directors.

The committee is confident that the remuneration policy, which was applied in the year under review and is expected to be applied in future years and beyond, dovetails with overall corporate goals and objectives. Further, in the opinion of the committee, the executive remuneration levels for 2012 were in line with the market.

Details of the directors' remuneration for 2012 are set out in note 8 to the financial statements on pages 63 and 64.

## CORPORATE GOVERNANCE REPORT

### BOARD COMMITTEES *(continued)*

#### The nomination committee

During the period from 1 January 2012 to 29 March 2012, the Company did not have a nomination committee the establishment of which was a recommended best practice under A.4.4 of the Code on Corporate Governance Practices then in force. The board was fully responsible for the nomination of directors throughout such period. Thereafter, the said duty was performed by a nomination committee set up by the Company on 30 March 2012 in compliance with A.5.1 of the CG Code.

The nomination committee, which is chaired by Mr. Cheung Chung Kiu, comprises three members (two being independent non-executive directors and one being executive director) as shown in the corporate information section on page 1. All members had served on the committee since its inception to the date of this report.

This committee supports the board in determining the policy for the nomination of directors so that suitably qualified individuals will join the board. Its principal duties include the regular review of board structure, size and composition; identifying and selecting suitable candidates as board members; assessing the independence of independent non-executive directors; and making recommendations on the appointment or re-appointment of directors.

The nomination committee met once during the year with perfect attendance.

	No. of meetings attended/held
Cheung Chung Kiu ( <i>Chairman</i> )	1/1
Ng Kwok Fu	1/1
Leung Yu Ming, Steven	1/1

At its annual meeting noted above, the nomination committee reviewed the board composition and considered that no changes to the board were necessary. In the opinion of the committee, the board had a balanced composition of executive directors and non-executive directors (including independent non-executive directors), the latter of whom were of sufficient calibre and number for their views to carry weight.

The policy for the nomination of directors requires that the board or the nomination committee, as the case may be, participates in the selection of individuals nominated for directorships. When assessing the suitability of a candidate, factors such as time commitment, professional knowledge, expertise and industry experience as well as integrity and skill should be taken into consideration as a whole; and the candidate should be able to demonstrate a level of competence required of a director. In the case of independent non-executive directors, he or she must further satisfy the independence criteria set out within Rule 3.13 of the Listing Rules.

**BOARD COMMITTEES** *(continued)***The audit committee**

The audit committee, chaired by Mr. Luk Yu King, James, comprises four members (three of whom are independent non-executive directors and one of whom is non-executive director) as shown in the corporate information section on page 1. All members served on the committee throughout the year up to the date of this report.

This committee supports the board in considering matters relating to the external auditors' appointment and in the review of the Company's financial information. The committee has also an oversight role over the Company's financial reporting system and internal control procedures and seeks to ensure that arrangements are in place for the staff to whistle-blow on financial reporting or other matters in so far as they may affect the Company.

Meetings of the audit committee are held at least bi-annually with the external auditors and tri-annually with the management.

The committee met three times during the year with perfect attendance.

	<b>No. of meetings attended/held</b>
Luk Yu King, James ( <i>Chairman</i> )	3/3
Lee Ka Sze, Carmelo	3/3
Ng Kwok Fu	3/3
Leung Yu Ming, Steven	3/3

During the year, the audit committee reviewed the interim and annual reports and accounts, paying attention to any changes in accounting policies and practices, major judgmental areas and significant adjustments resulting from audit, as well as the financial controls, internal control and risk management systems. The work and findings of the committee were reported to the board.

At the December meeting, the audit committee reviewed the systems of accounting and internal financial control and risk management with reference to the 2012 system review report prepared by the management.

In the opinion of management, an adequate internal control system had been established and maintained to achieve the objectives of the Group so as to ensure the effectiveness and efficiency of operations; to safeguard assets against unauthorised use and disposition; to ensure the maintenance of proper accounting records and the truth and fairness of the financial statements; to allow proactive management of relevant risks identified; to ensure compliance with relevant legislation and regulations; to allow fair and independent investigation of possible improprieties in financial reporting, internal control or other matters and appropriate follow-up action; and to ensure the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting and financial reporting function. Further, there revealed no significant areas of improvement which were required to be brought to the committee's attention.

The committee acknowledged the findings and concurred with the conclusion described above.



## CORPORATE GOVERNANCE REPORT

### BOARD COMMITTEES *(continued)*

#### The audit committee *(continued)*

At the meeting last held in March 2013, which was attended by Ernst & Young and senior management, the audit committee considered the scope and effectiveness of Ernst & Young as well as significant matters arising from the 2012 audit. The committee also reviewed internal control procedures and considered matters relating to Ernst & Young's engagement as the Company's external auditors.

The audit committee was satisfied that Ernst & Young had demonstrated the independence and objectivity that were required of them as external auditors and that the audit process had been effective. Ernst & Young also provided non-audit services to the Company during the year. These services related mainly to tax compliance and financial review and did not, in the opinion of the committee, compromise the independence of Ernst & Young's audit team.

Ernst & Young were remunerated a total of HK\$1.5 million for services rendered to the Group during the year, of which HK\$1.1 million were audit fees, HK\$0.3 million were fees for financial review and HK\$0.1 million were fees for tax compliance services.

Management confirmed that there had been neither changes in the nature and extent of significant risks nor in the Company's activities, business or operating units and internal control procedures since last review. All systems of internal controls were operated and maintained effectively and there was no major issue regarding such procedures.

At the conclusion of the meeting, the chairman confirmed the adequacy and effectiveness of the Group's internal control system, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting and financial reporting function. Recommendations were made on the re-appointment of Ernst & Young as the external auditors of the Company for the ensuing year and on the submission of the 2012 annual accounts for shareholder approval at the forthcoming annual general meeting.

### COMMUNICATION WITH SHAREHOLDERS

The Company recognises the importance of communication with its shareholders and to this end adopted a shareholders' communication policy during the year. Such policy is reviewed regularly by the board to ensure its effectiveness.

The Company's website ([www.ytrealtygroup.com.hk](http://www.ytrealtygroup.com.hk)), which features a dedicated investor relations section, facilitates effective communication with shareholders, investors and other stakeholders who can have timely access to the information and documents published by the Company.

### SHAREHOLDERS' RIGHTS

The following procedures are subject to the bye-laws of the Company, the Companies Act 1981 of Bermuda and applicable legislation and regulations.

Every year, an annual general meeting will be held by the Company. Further, the board of directors of the Company may whenever it thinks fit call general meetings known as special general meetings.

Shareholders who wish to convene a special general meeting or put forward proposals at any general meeting, including the proposal to nominate a person for election as a director, should follow the procedures described below.

#### Procedures to convene a special general meeting

1. Shareholders holding at the date of deposit of the requisition not less than one-tenth (1/10) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Company, to require a special general meeting to be called by the board for the transaction of any business specified in such requisition.
2. The requisition must state the purposes of such meeting, and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form, each signed by one or more requisitionists. To ensure that the requisition is received by the Company at the earliest opportunity, a copy of the signed requisition should also be deposited at the principal office of the Company in Hong Kong, marked for the attention of the board of directors or the company secretary.
3. If the directors do not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a special general meeting to be held within two (2) months after the deposit of the requisition, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting and be repaid by the Company for any reasonable expenses incurred, provided that any meeting so convened by the requisitionists shall not be held after the expiration of three (3) months from the said date.
4. Other than an adjourned meeting,
  - (1) a special general meeting at which the passing of a special resolution is to be considered shall be called by at least twenty-one (21) clear days and not less than ten (10) clear business days written notice. All other special general meetings may be called by at least fourteen (14) clear days and not less than ten (10) clear business days written notice.
  - (2) any special general meeting may be called by shorter notice than that specified in subsection (1) if it is so agreed by a majority in number of the shareholders having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent (95%) in nominal value of the shares giving that right.

## CORPORATE GOVERNANCE REPORT

### SHAREHOLDERS' RIGHTS *(continued)*

#### Procedures to put forward proposals at general meetings

1. Any number of shareholders representing not less than one-twentieth (1/20) of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the general meetings of the Company; or not less than one hundred (100) shareholders, shall (unless otherwise resolved by the Company) at their own expense have the right, by written requisition to the Company: (a) to require notice of any resolution which may properly be moved and is intended to be moved at the next annual general meeting to be given to shareholders; and/or (b) to request for circulation to shareholders any statement of not more than one thousand (1000) words with respect to the matter referred to in any proposed resolution or the business to be dealt with at any general meeting.
2. The requisition must be signed by the requisitionists in a single document or in separate copies prepared for the purpose. A copy of the signed requisition, accompanied by a sum reasonably sufficient to meet the Company's expenses, must be deposited at the registered office of the Company: (a) in the case of a requisition requiring notice of a resolution, not less than six (6) weeks before the annual general meeting unless an annual general meeting is called for a date six (6) weeks or less after the copy has been deposited, in which case the copy shall be deemed to have been properly deposited though not deposited within the time required; and (b) in the case of any other requisition, not less than one (1) week before the general meeting. To ensure that the requisition is received by the Company at the earliest opportunity, a copy of the signed requisition should also be deposited at the principal office of the Company in Hong Kong, marked for the attention of the board of directors or the company secretary.

#### Procedures to propose a person for election as a director

1. If a shareholder, who is duly qualified to attend and vote at any general meeting of the Company convened to deal with election or re-election of directors, intends to nominate a person for election as a director at that meeting, he or she should deposit a signed written notice to that effect (the "Nomination Notice") at the Company's principal office in Hong Kong, marked for the attention of the board of directors or the company secretary.
2. The shareholder should also state the full name of the proposed person in the Nomination Notice, and procure that a written notice (together with the Nomination Notice, the "Notices"), accompanied by the relevant information referred to in clause 3 below, be signed by the proposed person indicating his or her willingness to be elected as a director and deposited at the above address.
3. The Notices must include the biographical details of the proposed person as required by Rule 13.51(2) of the Listing Rules (including (i) other directorships held in public listed companies in the past three (3) years, and (ii) other major appointments and professional qualifications).
4. The minimum length of the period during which the Notices are given shall be seven (7) days, commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election or re-election and ending no later than seven (7) days prior to the date of such meeting.

*Note:* In order to avoid the need to adjourn the meeting as required under the Listing Rules, the Notices should be submitted to the Company as early as practicable, preferably no later than fourteen (14) business days before the date of the meeting in order to give shareholders at least ten (10) business days to consider the proposal.

### SHAREHOLDERS' RIGHTS *(continued)*

Shareholders who are in any doubt as to any of the procedures described herein, or who have enquiries to put to the board, should contact the Company Secretarial Department or the staff responsible for investor relations via the telephone/facsimile number or the mail/electronic mail address shown in the corporate information section on page 1. They may also visit the contact us section of the Company's website at [www.ytrealtygroup.com.hk](http://www.ytrealtygroup.com.hk) for the same details.

Shareholders who have any questions concerning their shareholding(s) should direct those questions to the Company's Branch Registrar & Transfer Office in Hong Kong, the contact details of which are also shown in the corporate information section on page 1.

### INVESTOR RELATIONS

No significant changes were made to the Company's constitutional documents during the year.

### COMPANY SECRETARY

The company secretary, Mr. Albert T. da Rosa, Jr., is a partner of Cheung, Tong & Rosa Solicitors, a legal adviser to the Company in Hong Kong. Mr. da Rosa was appointed the company secretary on 28 September 2000. Although Mr. da Rosa is not an employee of the Company, he reports to the chairman and advises the board on governance matters. The Company has assigned Mr. Vong Veng Kei, financial controller, as its primary corporate contact person whom Mr. da Rosa can contact.

### CONCLUSION

In the opinion of the board, good governance was maintained throughout the accounting period covered by the annual report. The board shall continue to review such practices.

On behalf of the board

**Wong Chi Keung**  
*Managing Director*

Hong Kong, 26 March 2013

## REPORT OF THE DIRECTORS

The directors submit their report together with the audited financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2012.

### PRINCIPAL ACTIVITIES

During the year, the Company continued to be an investment holding company. The principal activities of its subsidiaries continued to be property investment, property trading, the provision of property management and related services and investment holding. Details of those activities are set out in note 35 to the financial statements.

Over 50% of the Group’s revenue for the year was derived from its property rental business in Hong Kong. An analysis of the Group’s performance for the year by operating segments is set out in note 4 to the financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 33.

The directors recommend the payment of a final dividend of HK3.5 cents per share (2011: HK3.0 cents per share) which makes a total distribution of approximately HK\$28.0 million for the year ended 31 December 2012 (2011: HK\$24.0 million).

Dividend warrants in respect of the proposed final dividend will be despatched on 5 June 2013 to shareholders registered on 29 May 2013 (subject to shareholder approval). The register of members and transfer books of the Company will be closed from 27 May 2013 to 29 May 2013, both days inclusive, in order to determine the proposed dividend entitlements.

### PROPERTY, PLANT AND EQUIPMENT

Movements in the property, plant and equipment of the Group during the year are set out in note 14 to the financial statements.

### PRINCIPAL PROPERTIES

Particulars of the principal properties held by the Group are set out on page 90.

### SUBSIDIARIES

Particulars of the Company’s principal subsidiaries are set out in note 35 to the financial statements.

### ASSOCIATES

Particulars of the Group's investment in an associate are set out in note 17 to the financial statements.

### SHARE CAPITAL

Movements in the share capital of the Company during the year are set out in note 25 to the financial statements.

### RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on page 36 and note 26 to the financial statements respectively.

### DISTRIBUTABLE RESERVES

At 31 December 2012, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda, amounted to HK\$1,883.1 million (2011: HK\$1,907.0 million), of which HK\$28.0 million (2011: HK\$24.0 million) has been proposed as final dividend for the year. In addition, the Company's share premium account, in the amount of HK\$95.7 million (2011: HK\$95.7 million), may be distributed in the form of fully paid bonus shares.

### BANK LOANS

The Group's bank loans, which comprise term loans and revolving credit facilities, are secured by certain properties held by the Group. An analysis of these borrowings is set out in note 23 to the financial statements. No interest was capitalised during the year.

### FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 91. This summary does not form part of the audited financial statements.



## REPORT OF THE DIRECTORS

### MAJOR SUPPLIERS AND CUSTOMERS

The percentages of purchases and revenue for the year attributable to the Group's major suppliers and customers, respectively, are as follows:

	2012	2011
	%	%
<b>Purchases</b>		
– the largest supplier	18	19
– the five largest suppliers combined	51	54
<b>Revenue</b>		
– the largest customer	14	13
– the five largest customers combined	34	37

None of the directors; their associates; or any shareholders (which, to the knowledge of the directors, owns more than 5% of the Company's issued share capital) had an interest in the suppliers or customers noted above.

### DIRECTORS

The directors serving for the year up to the date of this report are listed on page 1.

Mr. Wong Yat Fai ceases to hold office at the close of the forthcoming annual general meeting according to his term of office.

Mr. Cheung Chung Kiu, Mr. Yuen Wing Shing and Mr. Wong Yat Fai retire from office by rotation at the forthcoming annual general meeting in accordance with bye-law 87 of the bye-laws of the Company.

All of the above retiring directors, being eligible, offer themselves for re-election.

No director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

### CONFIRMATION OF INDEPENDENCE

The Company has received from each individual independent non-executive director an annual confirmation of his independence and still considers them to be independent.

### DIRECTORS' INFORMATION / SIGNIFICANT COMMITMENTS

During the year, the Company received the following notifications from Mr. Lee Ka Sze, Carmelo ("Mr. Lee") and Mr. Wong Yat Fai ("Mr. Wong") relating to their public or private appointments.

Mr. Lee has been appointed as chairman of the Listing Committee (the "HKEx Listing Committee") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 4 May 2012. He was a deputy chairman prior to such appointment. Mr. Lee was also appointed as a member of the SFC (HKEC Listing) Committee (the "SFC Listing Committee") of Securities and Futures Commission. The term of office is one year, commencing 1 April 2012 until 31 March 2013. Mr. Lee has indicated to the Company that his time involved in the HKEx Listing Committee as chairman is more than insignificant but less than significant, whereas his time involved in the SFC Listing Committee as a member is insignificant.

Mr. Lee resigned as a non-executive director of The Cross-Harbour (Holdings) Limited ("Cross-Harbour") with effect from 31 December 2012 and was appointed as a consultant to Cross-Harbour with effect from 1 January 2013.

Mr. Wong resigned as a non-executive director of Cross-Harbour and Yugang International Limited ("Yugang International") with effect from 31 December 2012.

The updated information regarding Mr. Lee and Mr. Wong is set out on page 7.

Apart from the foregoing, the Company has not been advised by its directors of any change in the information required to be disclosed pursuant to rule 13.51(2) of the rules governing the listing of securities made by the Stock Exchange (the "Listing Rules") since last update nor in any of their significant commitments for the purpose of A.6.6 of the Corporate Governance Code set out within Appendix 14 to the Listing Rules.

### DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance to which the Company or any of its subsidiaries was a party in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the directors' emoluments and those of the five highest paid individuals in the Group are set out in notes 8 and 9 to the financial statements respectively.

## REPORT OF THE DIRECTORS

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

The register kept under section 352 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") shows, as at 31 December 2012, the following interests of the directors in the shares of the Company or an associated corporation (within the meaning of Part XV of the SFO):

#### (a) Interests in the Company

Name	Capacity	No. of shares	Total no. of shares	% of shareholding
Cheung Chung Kiu	Interest of controlled corporation	273,000,000	273,000,000 <sup>1</sup>	34.14%
Wong Chi Keung	Beneficial owner	1,576,000	1,576,000	0.20%
Ng Kwok Fu	Beneficial owner	50,000		
	Interest of spouse	<u>40,000</u>	90,000	0.01%

#### (b) Interests in The Cross-Harbour (Holdings) Limited (associated corporation)

Name	Capacity	No. of shares	% of shareholding
Cheung Chung Kiu	Interest of controlled corporation	155,254,432 <sup>2</sup>	41.66%

#### Notes:

<sup>1</sup> Mr. Cheung Chung Kiu ("Mr. C.K. Cheung") was deemed to be interested in 273,000,000 shares in the Company by virtue of his indirect shareholding interest in Funrise Limited ("Funrise") which owned those shares. Funrise was a wholly owned subsidiary of Yugang International (B.V.I.) Limited ("Yugang BVI") which in turn was a wholly owned subsidiary of Yugang International. Mr. C.K. Cheung, Timmex Investment Limited (a company wholly owned by Mr. C.K. Cheung) and Chongqing Industrial Limited ("Chongqing Industrial") owned 0.57%, 9.16% and 34.33% of the issued share capital of Yugang International respectively. Chongqing Industrial was owned as to 35% by Mr. C.K. Cheung, as to 30% by Prize Winner Limited (a company owned by Mr. C.K. Cheung and his associates), as to 30% by Peking Palace Limited ("Peking Palace") and as to 5% by Miraculous Services Limited ("Miraculous Services"). Peking Palace and Miraculous Services were companies controlled by Palin Discretionary Trust ("PDT"), the trustee of which was Palin Holdings Limited ("Palin Holdings"). The objects of PDT included Mr. C.K. Cheung and his family.

<sup>2</sup> Honway Holdings Limited (an indirect wholly owned subsidiary of the Company) held 155,254,432 shares in The Cross-Harbour (Holdings) Limited. Mr. C.K. Cheung was deemed to be interested in those shares by virtue of his deemed interest in the shares of the Company as described in note 1 above.

<sup>3</sup> All of the interests disclosed above represent long positions.

Save as disclosed herein, as at 31 December 2012, there was no interest recorded in the register kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Code for Securities Transactions by Directors of the Company.

### SHARE OPTION SCHEME

The Company's existing share option scheme was adopted on 29 April 2005, the details of which are given in the circular dated 13 April 2005 (the "Scheme Circular").

The following is a summary of the scheme.

1. Purpose : To provide the Group with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to, the participants and to serve such other purposes as the board may approve from time to time
2. Participants : Any director (or any person proposed to be appointed as such, whether executive or non-executive), officer and employee (whether full-time or part-time) of each member of the Eligible Group (as defined in the Scheme Circular); any business consultant, professional and other advisers (in the areas of legal, technical, financial or corporate managerial) (including any executive, officer and employee of such business consultant, professional and other advisers) to each member of the Eligible Group (or persons proposed to be appointed as such) who has rendered service or will render service to the Group, as absolutely determined by the board
3. Total number of shares available for issue (% of issued share capital as at 26 March 2013) : 79,955,741 shares (10%)
4. Maximum entitlement of each participant : 1% of the total number of shares in issue in any 12-month period
5. Period within which the shares must be taken up under an option : To be determined by the board at its absolute discretion, such period to expire not later than ten years from the date of grant of the option
6. Minimum period for which an option must be held before exercise : Nil (except for the achievement of any performance target(s) which may be imposed by the board on the grantee before an option can be exercised)

## REPORT OF THE DIRECTORS

### SHARE OPTION SCHEME *(continued)*

7. Amount payable on application or acceptance of the option : HK\$1.00
8. Basis of determining the exercise price : The exercise price shall be a price solely determined by the board, such price being no less than the highest of:
- (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the offer date;
  - (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the offer date; and
  - (c) the nominal value of a share
9. Remaining life : Until 28 April 2015

No option lapsed and no option was granted, exercised or cancelled during the year. Nor were there any outstanding options at the beginning and at the end of the year.

### DIRECTORS' RIGHTS TO ACQUIRE SECURITIES

Apart from the scheme noted above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements whose objects are, or one of whose objects is, to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS

As at 31 December 2012, so far as is known to the directors of the Company, the following persons, other than the directors, had, or were deemed to have, interests in the shares of the Company as recorded in the register kept under section 336 of the SFO:

Name	Capacity	No. of shares	% of shareholding
Palin Holdings	Interest of controlled corporation	273,000,000 <sup>1</sup>	34.14%
Chongqing Industrial	Interest of controlled corporation	273,000,000 <sup>1</sup>	34.14%
Yugang International	Interest of controlled corporation	273,000,000 <sup>1</sup>	34.14%
Yugang BVI	Interest of controlled corporation	273,000,000 <sup>1</sup>	34.14%
Funrise	Beneficial owner	273,000,000	34.14%
HEC Capital Limited	Interest of controlled corporation	59,800,000 <sup>2</sup>	7.48%

*Notes:*

- <sup>1</sup> Each parcel of 273,000,000 shares represents Funrise's interest in the Company (which is also duplicated in Mr. C.K. Cheung's interest in the Company's shares). Palin Holdings, Chongqing Industrial, Yugang International and Yugang BVI were deemed to be interested in those shares by virtue of their direct or indirect interest in Funrise.
- <sup>2</sup> HEC Capital Limited was deemed to be interested in 59,800,000 shares by virtue of its direct interest in Hennabun Development Limited which in turn had a direct interest in Murtsa Capital Management Limited which owned those shares.
- <sup>3</sup> All of the interests disclosed above represent long positions.

Save as disclosed herein, there was no person known to the directors of the Company, who, as at 31 December 2012, had, or was deemed to have, any interest or short position in the shares and underlying shares of the Company as recorded in the register kept under section 336 of the SFO, other than as disclosed on page 27.

## RETIREMENT SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme which covers 100% of the Group's employees. Particulars of the retirement scheme are set out in note 2.4(u) to the financial statements.

## REPORT OF THE DIRECTORS

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors as at the date of this report, the Company maintained throughout the year the prescribed amount of public float under the Listing Rules.

### PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any shares in the Company during the year.

### PRE-EMPTIVE RIGHTS

There are no pre-emptive rights provisions in the Companies Act 1981 of Bermuda or in the bye-laws of the Company.

### EXTERNAL AUDITORS

The financial statements for the year have been audited by Ernst & Young, Certified Public Accountants, who retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Young as the external auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the board

**Cheung Chung Kiu**  
*Chairman*

Hong Kong, 26 March 2013



To the shareholders of Y. T. Realty Group Limited  
(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Y. T. Realty Group Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 33 to 89, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2012, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young  
Certified Public Accountants  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong

26 March 2013



**CONSOLIDATED INCOME STATEMENT**

Year ended 31 December 2012

	<i>Notes</i>	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
<b>REVENUE</b>	<i>5</i>	<b>183,272</b>	160,472
Direct outgoings		<u>(10,179)</u>	<u>(13,707)</u>
		<b>173,093</b>	146,765
Other income	<i>5</i>	<b>1,538</b>	2,644
Other expenses	<i>7</i>	—	(63,286)
Administrative expenses		<b>(36,210)</b>	(34,301)
Finance costs	<i>6</i>	<b>(4,489)</b>	(5,774)
Changes in fair value of investment properties		<b>196,119</b>	301,088
Share of results of an associate		<u>168,225</u>	<u>101,693</u>
<b>PROFIT BEFORE TAX</b>	<i>7</i>	<b>498,276</b>	448,829
Income tax expense	<i>10</i>	<u>(23,087)</u>	<u>(18,005)</u>
<b>PROFIT FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>	<i>11</i>	<u><b>475,189</b></u>	<u>430,824</u>
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>			
Basic earnings per share	<i>13</i>	<b>HK59.4 cents</b>	HK53.9 cents
Diluted earnings per share	<i>13</i>	<u><b>HK59.4 cents</b></u>	<u>HK53.7 cents</u>

Details of the dividends proposed for the year are disclosed in note 12 to the financial statements.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2012

	<i>Note</i>	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
PROFIT FOR THE YEAR		<u>475,189</u>	<u>430,824</u>
OTHER COMPREHENSIVE INCOME/(LOSS)			
Changes in fair value of other investments	19	(110)	350
Share of other comprehensive income/(loss) of an associate		49,072	(47,555)
Realised reserves upon deemed dilution of investment in an associate		<u>—</u>	<u>(122)</u>
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		<u>48,962</u>	<u>(47,327)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		<u>524,151</u>	<u>383,497</u>

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

31 December 2012

	<i>Notes</i>	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	14	1,311	1,438
Investment properties	15	3,532,800	3,334,800
Investment in an associate	17	1,660,643	1,489,922
Other investments	19	1,790	1,900
Total non-current assets		<u>5,196,544</u>	<u>4,828,060</u>
<b>CURRENT ASSETS</b>			
Trade receivables	20	1,617	1,894
Other receivables, deposits and prepayments		11,140	13,380
Cash and cash equivalents	21	138,845	71,713
Total current assets		<u>151,602</u>	<u>86,987</u>
<b>CURRENT LIABILITIES</b>			
Trade payables	22	1,921	3,731
Other payables and accrued expenses		73,903	73,634
Bank loans, secured	23	43,000	73,000
Tax payable		4,205	1,847
Total current liabilities		<u>123,029</u>	<u>152,212</u>
<b>NET CURRENT ASSETS/(LIABILITIES)</b>		<u>28,573</u>	<u>(65,225)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>5,225,117</u>	<u>4,762,835</u>
<b>NON-CURRENT LIABILITIES</b>			
Bank loans, secured	23	133,100	176,100
Deferred tax liabilities	24	70,765	65,647
Total non-current liabilities		<u>203,865</u>	<u>241,747</u>
Net assets		<u>5,021,252</u>	<u>4,521,088</u>
<b>EQUITY</b>			
<b>Equity attributable to equity holders of the Company</b>			
Issued share capital	25	79,956	79,956
Reserves	26	4,913,311	4,417,145
Proposed final dividends	12	27,985	23,987
Total equity		<u>5,021,252</u>	<u>4,521,088</u>

Wong Chi Keung  
Director

Yuen Wing Shing  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2012

Attributable to equity holders of the Company

Note	Issued	Share	Capital	Capital	Contributed	Investment	Other	Retained	Proposed	Total
	share	premium	redemption	reserve	surplus	revaluation	reserves	profits	final	
	capital	account	reserve	reserve	surplus	reserve of			dividends	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	an associate	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2012	79,956	95,738	1,350	1,800	1,321,935	(42,873)	3,416	3,035,779	23,987	4,521,088
Profit for the year	—	—	—	—	—	—	—	475,189	—	475,189
Changes in fair value of other investments	—	—	—	—	—	—	(110)	—	—	(110)
Share of other comprehensive income of an associate	—	—	—	—	—	48,362	710	—	—	49,072
Other comprehensive income for the year	—	—	—	—	—	48,362	600	—	—	48,962
Total comprehensive income for the year	—	—	—	—	—	48,362	600	475,189	—	524,151
2011 final dividends declared and paid	—	—	—	—	—	—	—	—	(23,987)	(23,987)
Proposed 2012 final dividends	12	—	—	—	—	—	—	(27,985)	27,985	—
At 31 December 2012	<u>79,956</u>	<u>95,738*</u>	<u>1,350*</u>	<u>1,800*</u>	<u>1,321,935*</u>	<u>5,489*</u>	<u>4,016*</u>	<u>3,482,983*</u>	<u>27,985</u>	<u>5,021,252</u>
At 1 January 2011	79,956	95,738	1,350	1,800	1,321,935	9,297	(1,427)	2,628,942	23,987	4,161,578
Profit for the year	—	—	—	—	—	—	—	430,824	—	430,824
Changes in fair value of other investments	—	—	—	—	—	—	350	—	—	350
Share of other comprehensive (loss)/income of an associate	—	—	—	—	—	(51,919)	4,364	—	—	(47,555)
Realised reserves upon deemed dilution of investment in an associate	—	—	—	—	—	(251)	129	—	—	(122)
Other comprehensive (loss)/income for the year	—	—	—	—	—	(52,170)	4,843	—	—	(47,327)
Total comprehensive (loss)/income for the year	—	—	—	—	—	(52,170)	4,843	430,824	—	383,497
2010 final dividends declared and paid	—	—	—	—	—	—	—	—	(23,987)	(23,987)
Proposed 2011 final dividends	12	—	—	—	—	—	—	(23,987)	23,987	—
At 31 December 2011	<u>79,956</u>	<u>95,738</u>	<u>1,350</u>	<u>1,800</u>	<u>1,321,935</u>	<u>(42,873)</u>	<u>3,416</u>	<u>3,035,779</u>	<u>23,987</u>	<u>4,521,088</u>

\* These reserve accounts comprise the consolidated reserves of HK\$4,913,311,000 (2011: HK\$4,417,145,000) in the consolidated statement of financial position.

**CONSOLIDATED STATEMENT OF CASH FLOWS**

Year ended 31 December 2012

	<i>Notes</i>	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net cash generated from operations	27	137,815	114,768
Interest paid		(3,003)	(4,483)
Hong Kong profits tax paid		(15,638)	(15,763)
Hong Kong profits tax refunded		27	922
		<u>119,201</u>	<u>95,444</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Interest received		438	107
Dividends received from an associate		46,576	46,576
Renovation of investment properties		(1,881)	(2,512)
Purchases of items of property, plant and equipment		(215)	(1,435)
Proceeds from disposal of an item of property, plant and equipment		—	200
		<u>44,918</u>	<u>42,936</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Repayment of bank loans		(73,000)	(123,000)
Dividends paid		(23,987)	(23,987)
		<u>(96,987)</u>	<u>(146,987)</u>
<b>Net cash flows used in financing activities</b>		<u>(96,987)</u>	<u>(146,987)</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		67,132	(8,607)
<b>Cash and cash equivalents at 1 January</b>		<u>71,713</u>	<u>80,320</u>
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>		<u><u>138,845</u></u>	<u><u>71,713</u></u>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances	21	14,345	20,713
Non-pledged time deposits with original maturity of less than three months when acquired	21	<u>124,500</u>	<u>51,000</u>
		<u><u>138,845</u></u>	<u><u>71,713</u></u>

## STATEMENT OF FINANCIAL POSITION

31 December 2012

	<i>Notes</i>	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
<b>NON-CURRENT ASSETS</b>			
Investments in subsidiaries	16	2,059,524	2,083,204
<b>CURRENT ASSETS</b>			
Other receivables		89	86
Tax recoverable		4	8
Cash and bank balances		946	909
Total current assets		1,039	1,003
<b>CURRENT LIABILITIES</b>			
Other payables		1,727	1,472
<b>NET CURRENT LIABILITIES</b>		<b>(688)</b>	<b>(469)</b>
Net assets		2,058,836	2,082,735
<b>EQUITY</b>			
Issued share capital	25	79,956	79,956
Reserves	26	1,950,895	1,978,792
Proposed final dividends	12	27,985	23,987
Total equity		2,058,836	2,082,735

Wong Chi Keung  
*Director*

Yuen Wing Shing  
*Director*

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 1 CORPORATE INFORMATION

Y. T. Realty Group Limited is a limited liability company incorporated in Bermuda. The principal place of business of the Company is located at Rooms 3301-07, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

During the year, the Group was involved in the following principal activities:

- (a) Property investment and trading;
- (b) Provision of property management and related services; and
- (c) Investment holding.

### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and other investments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars.

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2012. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full. Adjustments are made to bring into line any dissimilar accounting policies that may exist. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 Amendments	Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
HKFRS 7 Amendments	Amendments to HKFRS 7 Financial Instruments: Disclosures – Transfers of Financial Assets

The adoption of the revised HKFRS has had no significant financial effect on these financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 1 Amendments	Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans <sup>2</sup>
HKFRS 7 Amendments	Amendments to HKFRS 7 Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>2</sup>
HKFRS 9	Financial Instruments <sup>4</sup>
HKFRS 10	Consolidated Financial Statements <sup>2</sup>
HKFRS 11	Joint Arrangements <sup>2</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>2</sup>
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – Transition Guidance <sup>2</sup>
HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – Investment Entities <sup>3</sup>
HKFRS 13	Fair Value Measurement <sup>2</sup>
HKAS 1 Amendments	Amendments to HKAS 1 Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income <sup>1</sup>
HKAS 19 (2011)	Employee Benefits <sup>2</sup>
HKAS 27 (2011)	Separate Financial Statements <sup>2</sup>
HKAS 28 (2011)	Investments in Associates and Joint Ventures <sup>2</sup>
HKAS 32 Amendments	Amendments to HKAS 32 Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities <sup>3</sup>
HK(IFRIC)-Int 20 Annual Improvements 2009-2011 Cycle	Stripping Costs in the Production Phase of a Surface Mine <sup>2</sup> Amendments to a number of HKFRSs issued in June 2012 <sup>2</sup>



## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

*(continued)*

- <sup>1</sup> Effective for annual periods beginning on or after 1 July 2012
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2013
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2014
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2015

The Group is in the process of making an assessment of the impact of the new and revised HKFRSs upon initial application, certain of which may be relevant to the Group's operation and may result in changes in the Group's accounting policies, and changes in presentation and measurement of certain items of the Group's financial information.

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### (a) Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 are stated at cost less any impairment losses.

#### (b) Associates

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated income statement and consolidated reserves, respectively. The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates and is not individually tested for impairment.

The results of associates are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in associates are treated as non-current assets and are stated at cost less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)***(c) Goodwill**

Goodwill arising on the acquisition of associates represents the excess of the cost of the business combination over the Group's interest in the net fair value of the acquirees' identifiable assets acquired, and liabilities and contingent liabilities assumed as at the date of acquisition.

*Goodwill on acquisitions for which the agreement date is prior to 1 January 2010 but on or after 1 January 2005*

Goodwill arising on acquisition is recognised in the consolidated statement of financial position as an asset, initially measured at cost and subsequently at cost less any accumulated impairment losses. In the case of associates and jointly-controlled entities, goodwill is included in the carrying amount thereof, rather than as a separately identified asset in the consolidated statement of financial position.

The carrying amount of goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (d) Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than properties held for sale, financial assets, investment properties and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (e) Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person;
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (f) Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	20%
Office equipment, furniture and fixtures	15%
Computer software	20%
Motor vehicles	20%
Computer equipment	33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)***(g) Investment properties**

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

**(h) Properties held for sale**

Properties held for sale are stated at the lower of cost and net realisable value. The cost includes the cost of land, all development expenditure and other direct costs attributable to such properties. Net realisable value is determined by reference to prevailing market prices on an individual property basis.

**(i) Operating leases**

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the income statement on the straight-line basis over the lease terms.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (j) Investments and other financial assets

##### *Initial recognition and measurement*

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value plus transaction cost, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

The Group's financial assets include cash and cash equivalents, other investments, trade and other receivables.

##### *Subsequent measurement*

The subsequent measurement of financial assets depends on their classification as follows:

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation and the loss arising from impairment are recognised in the income statement.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (j) Investments and other financial assets *(continued)*

#### *Available-for-sale financial investments*

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in other reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from other reserve to the income statement. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively, and are recognised in the income statement as other income in accordance with the policies set out for "Revenue recognition" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management's intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. The reclassification to the held-to-maturity category is permitted only when the Group has the ability and intent to hold until the maturity date of the financial asset.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.



## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (k) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### (l) Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred “loss event”) and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (I) Impairment of financial assets *(continued)*

#### *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to the income statement.

#### *Financial assets carried at cost*

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (l) Impairment of financial assets *(continued)*

##### *Available-for-sale financial investments*

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is "significant" or "prolonged" requires judgement. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement - is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

#### (m) Financial liabilities

##### *Initial recognition and measurement*

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and bank loans.

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)***(m) Financial liabilities** *(continued)**Subsequent measurement*

The subsequent measurement of financial liabilities depends on their classification as follows:

*Loan and borrowings*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

**(n) Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

**(o) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is currently an enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

**(p) Fair value of financial instruments**

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. These techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (q) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

#### (r) Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

#### (s) Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences.

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

**(s) Income tax** *(continued)*

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised except when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**(t) Revenue recognition**

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (i) sale of properties and property interest, on the execution of legally binding contracts of sale;
- (ii) rental income from properties, in the period in which the properties are let and on the straight-line basis over the lease terms;
- (iii) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset;
- (iv) dividend income, when the shareholders' right to receive payment has been established; and
- (v) property management and related services revenue, when the services are rendered.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (u) Employee benefits

##### *Share-based payments*

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options of an associate is reflected as additional share dilution in the computation of earnings per share.

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)***(u) Employee benefits** *(continued)**Pension scheme*

The Group operates to a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

**(v) Dividends**

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

**(w) Foreign currencies**

These financial statements are presented in Hong Kong dollars, which is the Company’s functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

**3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

The Group makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.



## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

#### Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2012 was HK\$253,173,000 (2011: HK\$253,173,000). More details are given in note 18.

#### Investment properties

The fair values of the Group's investment properties are determined by independent valuers on an open market, existing use basis. In making the judgement, consideration has been given to assumptions that are mainly based on market conditions existing at the end of the reporting period and appropriate capitalisation rates. Relevant estimates are regularly compared to actual market data.

### 4 OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on its business activities and has four reportable operating segments as follows:

- (a) The property investment segment invests in properties for rental income and potential capital appreciation;
- (b) The property trading segment comprises the trading of properties;
- (c) The property management and related services segment comprises the provision of property management and related technical consultancy services; and
- (d) The operation of driver training centres and tunnel operation and management segment refers to the Group's share of results of its associate which is engaged in the operation of and investment in driver training centres and tunnel operation and management.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss). The adjusted profit/(loss) is measured consistently with the Group's profit/(loss) except that finance costs and head office income tax expense/(credit) are excluded from this measurement.

Segment assets exclude other investments, cash and cash equivalents as these assets are managed on a group basis.

Segment liabilities exclude bank loans, head office tax payable and head office deferred tax liabilities as these liabilities are managed on a group basis.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 4 OPERATING SEGMENT INFORMATION *(continued)*

Group

2012

	Property investment <i>HK\$'000</i>	Property trading <i>HK\$'000</i>	Property and related services <i>HK\$'000</i>	Operation of driver training centres and tunnel management operation and management <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
Segment revenue	<u>173,356</u>	<u>—</u>	<u>9,916</u>	<u>—</u>	<u>183,272</u>
Segment results	327,378	—	7,162	—	334,540
Finance costs					(4,489)
Share of results of an associate	—	—	—	168,225	<u>168,225</u>
Profit before tax					498,276
Income tax expense	(21,427)	—	(707)	—	(22,134)
Unallocated income tax expense					<u>(953)</u>
Profit for the year					<u>475,189</u>
<b>Assets and liabilities</b>					
Segment assets	3,546,002	—	866	—	3,546,868
Investment in an associate	—	—	—	1,660,643	1,660,643
Unallocated assets					<u>140,635</u>
Total assets					<u>5,348,146</u>
Segment liabilities	143,140	—	7,550	17	150,707
Unallocated liabilities					<u>176,187</u>
Total liabilities					<u>326,894</u>
<b>Other segment information:</b>					
Capital expenditure	2,086	—	10	—	2,096
Depreciation	338	—	4	—	342
Changes in fair value of investment properties	<u>196,119</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>196,119</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

## 4 OPERATING SEGMENT INFORMATION (continued)

Group

2011

	Property investment <i>HK\$'000</i>	Property trading <i>HK\$'000</i>	Property management and related services <i>HK\$'000</i>	Operation of driver training centres and tunnel operation and management <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
Segment revenue	<u>149,947</u>	<u>—</u>	<u>10,525</u>	<u>—</u>	<u>160,472</u>
Segment results	409,498	—	6,128	—	415,626
Loss on deemed dilution of investment in an associate	—	—	—	(62,716)	(62,716)
Finance costs	—	—	—	—	(5,774)
Share of results of an associate	—	—	—	101,693	<u>101,693</u>
Profit before tax	—	—	—	—	448,829
Income tax expense	(16,215)	—	(649)	—	(16,864)
Unallocated income tax expense	—	—	—	—	<u>(1,141)</u>
Profit for the year	—	—	—	—	<u>430,824</u>
<b>Assets and liabilities</b>					
Segment assets	3,350,547	—	965	—	3,351,512
Investment in an associate	—	—	—	1,489,922	1,489,922
Unallocated assets	—	—	—	—	<u>73,613</u>
Total assets	—	—	—	—	<u>4,915,047</u>
Segment liabilities	136,921	—	7,800	16	144,737
Unallocated liabilities	—	—	—	—	<u>249,222</u>
Total liabilities	—	—	—	—	<u>393,959</u>
<b>Other segment information:</b>					
Capital expenditure	3,947	—	—	—	3,947
Depreciation	86	—	3	—	89
Impairment of trade receivables	—	—	517	—	517
Changes in fair value of investment properties	<u>301,088</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>301,088</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 4 OPERATING SEGMENT INFORMATION *(continued)*

#### Geographical information

(a) Revenue from external customers

	Group	
	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong	<u>183,272</u>	<u>160,472</u>

The revenue information above is based on the location of the customers.

(b) Non-current assets

	Group	
	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong	5,184,051	4,816,155
Mainland China	<u>10,703</u>	<u>10,005</u>
	<u>5,194,754</u>	<u>4,826,160</u>

The non-current assets information above is based on the location of assets and excludes financial instruments.

#### Information about a major customer

Revenue of approximately HK\$23,852,000 (2011: HK\$19,827,000) was derived from a single customer under the property investment segment.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 5 REVENUE AND OTHER INCOME

Revenue, which is also the Group's turnover, represents the aggregate of gross rental income received and receivable from investment properties and the income from property management and related services.

An analysis of revenue and other income is as follows:

	Group	
	2012	2011
	HK\$'000	HK\$'000
<b>Revenue</b>		
Rental income from investment properties	173,356	149,947
Income from property management and related services	9,916	10,525
	<u>183,272</u>	<u>160,472</u>
<b>Other income</b>		
Bank interest income	434	135
Reinstatement compensation	199	1,055
Others	905	1,454
	<u>1,538</u>	<u>2,644</u>

### 6 FINANCE COSTS

	Group	
	2012	2011
	HK\$'000	HK\$'000
Interest on bank loans:		
Wholly repayable within five years	792	2,139
Not wholly repayable within five years	2,168	2,259
	<u>2,960</u>	<u>4,398</u>
Loan arrangement fees	1,529	1,376
	<u>4,489</u>	<u>5,774</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 7 PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Depreciation ( <i>note 14</i> )	342	89
Minimum lease payments under operating leases:		
Land and buildings	1,273	1,273
Impairment of trade receivables <sup>#</sup>	—	517
Impairment of other investments <sup>#</sup>	—	53
Loss on deemed dilution of investment in an associate <sup>#</sup>	—	62,716
Auditors' remuneration	1,100	1,006
Staff costs (including executive directors' remuneration ( <i>note 8</i> )):		
Wages and salaries	12,371	11,407
Discretionary bonuses	15,479	14,865
Pension scheme contributions <sup>*</sup>	571	483
	<u>28,421</u>	<u>26,755</u>
Gross rental income	(173,356)	(149,947)
Less: Outgoings	<u>7,521</u>	<u>9,976</u>
Net rental income	<u>(165,835)</u>	<u>(139,971)</u>
Foreign exchange differences, net	6	1
Gain on disposal of an item of property, plant and equipment	<u>—</u>	<u>(200)</u>

<sup>#</sup> These items are included in "Other expenses" in the consolidated income statement.

<sup>\*</sup> At 31 December 2012, there were no forfeited contributions available to the Group to reduce its contributions to the pension scheme in future years (2011: Nil).

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 8 DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Section 161 of the Hong Kong Companies Ordinance, is as follows:

	Group	
	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>
Fees	1,650	1,650
Other emoluments:		
Salaries, allowances and benefits in kind	3,750	3,490
Discretionary bonuses	12,950	12,650
Pension scheme contributions	176	164
	<u>18,526</u>	<u>17,954</u>

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

#### (a) Independent non-executive directors

The fees paid to the independent non-executive directors during the year were as follows:

	Group	
	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>
Mr. Luk Yu King, James	350	350
Mr. Ng Kwok Fu	250	250
Mr. Leung Yu Ming, Steven	250	250
	<u>850</u>	<u>850</u>

There were no other emoluments payable to the independent non-executive directors during the year (2011: Nil).

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 8 DIRECTORS' REMUNERATION *(continued)*

#### (b) Executive directors and non-executive directors

##### Group

	Fees <i>HK\$'000</i>	Salaries, allowances and benefits in kind <i>HK\$'000</i>	Discretionary bonuses <i>HK\$'000</i>	Pension scheme contributions <i>HK\$'000</i>	Total remuneration <i>HK\$'000</i>
<b>2012</b>					
Executive directors:					
Mr. Cheung Chung Kiu	—	—	7,500	1	7,501
Mr. Wong Chi Keung	—	3,750	3,000	173	6,923
Mr. Yuen Wing Shing	—	—	1,850	1	1,851
Ms. Tung Wai Lan, Iris	—	—	600	1	601
	—	3,750	12,950	176	16,876
Non-executive directors:					
Mr. Lee Ka Sze, Carmelo	550	—	—	—	550
Mr. Wong Yat Fai	250	—	—	—	250
	<u>800</u>	<u>3,750</u>	<u>12,950</u>	<u>176</u>	<u>17,676</u>
<b>2011</b>					
Executive directors:					
Mr. Cheung Chung Kiu	—	—	7,500	1	7,501
Mr. Wong Chi Keung	—	3,490	2,900	161	6,551
Mr. Yuen Wing Shing	—	—	1,750	1	1,751
Ms. Tung Wai Lan, Iris	—	—	500	1	501
	—	3,490	12,650	164	16,304
Non-executive directors:					
Mr. Lee Ka Sze, Carmelo	550	—	—	—	550
Mr. Wong Yat Fai	250	—	—	—	250
	<u>800</u>	<u>3,490</u>	<u>12,650</u>	<u>164</u>	<u>17,104</u>



## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 9 FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2011: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining two (2011: two) non-director, highest paid employees are as follows:

	Group	
	2012	2011
	HK\$'000	HK\$'000
Salaries, allowances and benefits in kind	2,174	2,038
Discretionary bonuses	640	530
Pension scheme contributions	100	94
	<u>2,914</u>	<u>2,662</u>

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2012	2011
HK\$500,001 to HK\$1,000,000	—	1
HK\$1,000,001 to HK\$1,500,000	1	—
HK\$1,500,001 to HK\$2,000,000	1	1
	<u>2</u>	<u>2</u>

### 10 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdiction in which the Group operates.

	Group	
	2012	2011
	HK\$'000	HK\$'000
Current – Hong Kong	18,053	13,848
Over provision in prior years	(84)	(4)
	<u>17,969</u>	<u>13,844</u>
Deferred ( <i>note 24</i> )	5,118	4,161
	<u>23,087</u>	<u>18,005</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 10 INCOME TAX EXPENSE (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

	Group	
	2012	2011
	HK\$'000	HK\$'000
Profit before tax	<u>498,276</u>	<u>448,829</u>
Tax at the statutory tax rate of 16.5% (2011: 16.5%)	82,215	74,057
Over provision of tax in prior years	(84)	(4)
Unrecognised temporary differences	606	(36)
Profit attributable to an associate	(27,757)	(16,780)
Income not subject to tax	(32,316)	(49,758)
Expenses not deductible for tax	42	10,426
Tax losses utilised from previous periods	(8)	—
Tax losses not recognised	10	94
Effect of differences on tax rates of subsidiaries operating outside Hong Kong	372	—
Others	<u>7</u>	<u>6</u>
Tax charge at the Group's effective rate	<u>23,087</u>	<u>18,005</u>

### 11 PROFIT FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated profit attributable to equity holders of the Company for the year ended 31 December 2012 includes a profit of HK\$88,000 (2011: HK\$98,000) which has been dealt with in the financial statements of the Company (note 26).

### 12 PROPOSED FINAL DIVIDENDS

	2012	2011
	HK\$'000	HK\$'000
Proposed final dividends – HK3.5 cents (2011: HK3.0 cents) per ordinary share	<u>27,985</u>	<u>23,987</u>

The proposed final dividends for the year are subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 13 EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount for the year is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares in issue during the year.

No adjustment has been made to the basic earnings per share amount presented for the year ended 31 December 2012 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during the year.

The calculation of the diluted earnings per share amount for the year ended 31 December 2011 is based on the adjusted profit for the year attributable to ordinary equity holders of the Company, adjusted to reflect the effects of all potentially dilutive ordinary shares of an associate of the Group as a result of dilution of investment in an associate, and the weighted average number of ordinary shares in issue during the year.

The calculation of basic and diluted earnings per share is based on:

	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
<u>Earnings</u>		
Profit for the year attributable to ordinary equity holders of the Company	475,189	430,824
Effects of all potentially dilutive ordinary shares of an associate of the Group	—	(1,691)
	<u>475,189</u>	<u>429,133</u>
 <u>Number of shares</u>		
	2012	2011
<u>Shares</u>		
Weighted average number of ordinary shares in issue during the year	<u>799,557,415</u>	<u>799,557,415</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 14 PROPERTY, PLANT AND EQUIPMENT

#### Group

	Leasehold improvements <i>HK\$'000</i>	Office equipment, furniture and fixtures <i>HK\$'000</i>	Computer software <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Computer equipment <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>31 December 2012</b>						
At 31 December 2011 and at 1 January 2012:						
Cost	772	452	473	1,400	207	3,304
Accumulated depreciation	<u>(761)</u>	<u>(406)</u>	<u>(462)</u>	<u>(47)</u>	<u>(190)</u>	<u>(1,866)</u>
Net carrying amount	<u>11</u>	<u>46</u>	<u>11</u>	<u>1,353</u>	<u>17</u>	<u>1,438</u>
At 1 January 2012, net of accumulated depreciation						
	11	46	11	1,353	17	1,438
Additions	—	6	84	—	125	215
Write-off	—	—	(62)	—	(115)	(177)
Depreciation provided during the year	(4)	(23)	(9)	(280)	(26)	(342)
Write-back of depreciation	<u>—</u>	<u>—</u>	<u>62</u>	<u>—</u>	<u>115</u>	<u>177</u>
At 31 December 2012, net of accumulated depreciation	<u>7</u>	<u>29</u>	<u>86</u>	<u>1,073</u>	<u>116</u>	<u>1,311</u>
At 31 December 2012:						
Cost	772	458	495	1,400	217	3,342
Accumulated depreciation	<u>(765)</u>	<u>(429)</u>	<u>(409)</u>	<u>(327)</u>	<u>(101)</u>	<u>(2,031)</u>
Net carrying amount	<u>7</u>	<u>29</u>	<u>86</u>	<u>1,073</u>	<u>116</u>	<u>1,311</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

## 14 PROPERTY, PLANT AND EQUIPMENT (continued)

Group

	Leasehold improvements <i>HK\$'000</i>	Office equipment, furniture and fixtures <i>HK\$'000</i>	Computer software <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Computer equipment <i>HK\$'000</i>	Total <i>HK\$'000</i>
31 December 2011						
At 1 January 2011:						
Cost	772	451	461	1,333	208	3,225
Accumulated depreciation	(756)	(381)	(460)	(1,333)	(203)	(3,133)
Net carrying amount	<u>16</u>	<u>70</u>	<u>1</u>	<u>—</u>	<u>5</u>	<u>92</u>
At 1 January 2011, net of accumulated depreciation						
	16	70	1	—	5	92
Additions	—	3	12	1,400	20	1,435
Write-off	—	(2)	—	(1,333)	(21)	(1,356)
Depreciation provided						
during the year	(5)	(27)	(2)	(47)	(8)	(89)
Write-back of depreciation	—	2	—	1,333	21	1,356
At 31 December 2011, net of accumulated depreciation	<u>11</u>	<u>46</u>	<u>11</u>	<u>1,353</u>	<u>17</u>	<u>1,438</u>
At 31 December 2011:						
Cost	772	452	473	1,400	207	3,304
Accumulated depreciation	(761)	(406)	(462)	(47)	(190)	(1,866)
Net carrying amount	<u>11</u>	<u>46</u>	<u>11</u>	<u>1,353</u>	<u>17</u>	<u>1,438</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 15 INVESTMENT PROPERTIES

	Group	
	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>
Carrying amount at 1 January	3,334,800	3,031,200
Additions	1,881	2,512
Fair value adjustment	196,119	301,088
Carrying amount at 31 December	<u>3,532,800</u>	<u>3,334,800</u>

The Group's investment properties included above are held under the following lease terms:

	Hong Kong	Mainland	Total
		China	
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Long term leases	1,829,600	—	1,829,600
Medium term leases	1,692,500	10,700	1,703,200
	<u>3,522,100</u>	<u>10,700</u>	<u>3,532,800</u>

The revaluation of the above investment properties was carried out by Savills Valuation and Professional Services Limited, an independent firm of professionally qualified valuers, on an open market, existing use basis at 31 December 2012.

Certain of the Group's investment properties were pledged to banks to secure banking facilities granted to the Group (note 23).

Further particulars of the Group's investment properties are included on page 90.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 16 INVESTMENTS IN SUBSIDIARIES

	Company	
	2012	2011
	HK\$'000	HK\$'000
Unlisted shares, at cost	1,465,569	1,465,569
Loan to a subsidiary	1,157,186	1,180,866
	<u>2,622,755</u>	<u>2,646,435</u>
Impairment	(563,231)	(563,231)
	<u>2,059,524</u>	<u>2,083,204</u>

The loan to the subsidiary is unsecured, interest-free and has no fixed terms of repayment.

Particulars of the principal subsidiaries of the Company are set out in note 35.

### 17 INVESTMENT IN AN ASSOCIATE

	Group	
	2012	2011
	HK\$'000	HK\$'000
Share of net assets	1,407,470	1,236,749
Goodwill on acquisition ( <i>note 18</i> )	253,173	253,173
	<u>1,660,643</u>	<u>1,489,922</u>
Market value of listed equity securities	<u>1,001,391</u>	<u>978,103</u>

Particulars of the associate are as follows:

Name	Particulars of issued shares held	Place of incorporation and operations	Percentage of ownership interest attributable to the Group	
			2012	2011
The Cross-Harbour (Holdings) Limited	Ordinary shares of HK\$1 each	Hong Kong	41.66%	41.66%

The above associate was not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 17 INVESTMENT IN AN ASSOCIATE *(continued)*

The Cross-Harbour (Holdings) Limited ("Cross-Harbour") is an investment holding company, incorporated and listed in Hong Kong, with its subsidiaries engaged in the operation of driver training centres and the business of tunnel operation and management in Hong Kong. This associate has been accounted for using the equity method in these financial statements.

Extracts of the consolidated operating results and consolidated financial position of the associate, Cross-Harbour, are as follows:

	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Operating results for the year:		
Turnover	<u>283,941</u>	<u>247,406</u>
Profit attributable to shareholders of Cross-Harbour	<u>403,825</u>	<u>238,515</u>
Financial position at 31 December:		
Non-current assets	3,009,083	2,510,685
Current assets	896,867	1,059,195
Current liabilities	(199,480)	(316,575)
Non-current liabilities	(184,507)	(162,601)
Non-controlling interests	<u>(100,287)</u>	<u>(78,846)</u>
Net asset value	<u>3,421,676</u>	<u>3,011,858</u>



## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 18 GOODWILL

#### Group

	<i>HK\$'000</i>
Cost and net carrying amount at 1 January 2011	266,924
Released on deemed dilution of investment in an associate	<u>(13,751)</u>
Net carrying amount at 31 December 2011, at 1 January 2012 and at 31 December 2012	<u><u>253,173</u></u>

#### Impairment testing of goodwill

During the year, there was no impairment of goodwill (2011: Nil). Impairment testing in respect of the carrying value of the goodwill on acquisition of the associate is performed at least annually by comparing the recoverable amount of a major cash-generating unit of the associate which has been determined based on a value-in-use calculation. That calculation uses cash flow estimates based on cash flow projection over the fixed investment period of this cash-generating unit. The discount rate applied to the cash flow projection is approximately 6% (2011: 6%), which is consistent with the cost of funding of the Group or is a reasonable investment return rate for investments with stable returns.

### 19 OTHER INVESTMENTS

	Group	
	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>
Unlisted investments, at fair value at 1 January	1,900	1,603
Fair value adjustment	(110)	350
Impairment	<u>—</u>	<u>(53)</u>
Unlisted investments, at fair value at 31 December	<u><u>1,790</u></u>	<u><u>1,900</u></u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 20 TRADE RECEIVABLES

	Group	
	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Trade receivables	1,617	2,411
Impairment	—	(517)
	<u>1,617</u>	<u>1,894</u>

The trade receivables primarily include rental receivables and property management and related services receivables which are normally due on the first day of each month and within a 14-day period, respectively. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a number of diversified customers, there is no significant concentration of credit risk.

An aged analysis of the trade receivables at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

	Group	
	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
0 - 30 days	1,085	1,680
31 - 60 days	224	141
Over 60 days	308	73
	<u>1,617</u>	<u>1,894</u>

The movements in provision for impairments of trade receivables are as follows:

	Group	
	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
At 1 January	517	—
Amount written off as uncollectible	(517)	—
Impairment losses recognised ( <i>note 7</i> )	—	517
At 31 December	<u>—</u>	<u>517</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 20 TRADE RECEIVABLES *(continued)*

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of HK\$517,000 for the year ended 31 December 2011 with a carrying amount before provision of HK\$517,000. The individually impaired trade receivables relate to customers that were in default in payments.

An aged analysis of the trade receivables that are not considered to be impaired is as follows:

	Group	
	2012	2011
	HK\$'000	HK\$'000
Neither past due nor impaired	327	649
Less than 1 month past due	785	1,098
1 to 2 months past due	445	74
Over 2 months past due	60	73
	<u>1,617</u>	<u>1,894</u>

Receivables that were neither past due nor impaired relate to a number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers. Based on the review of the status of these receivables and the related customers, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

### 21 CASH AND CASH EQUIVALENTS

	Group	
	2012	2011
	HK\$'000	HK\$'000
Cash and bank balances	14,345	20,713
Time deposits	124,500	51,000
	<u>138,845</u>	<u>71,713</u>

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 22 TRADE PAYABLES

An aged analysis of the trade payables at the end of the reporting period, based on the invoice date, is as follows:

	Group	
	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>
0 - 30 days	<u>1,921</u>	<u>3,731</u>

The trade payables are normally non-interest-bearing within the 30-day period.

### 23 BANK LOANS, SECURED

	Group	
	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>
Analysed into:		
Bank loans repayable:		
Within one year or on demand	43,000	73,000
In the second year	31,500	43,000
In the third to fifth years, inclusive	60,000	71,500
Beyond five years	<u>41,600</u>	<u>61,600</u>
	176,100	249,100
Amounts classified under current liabilities	<u>(43,000)</u>	<u>(73,000)</u>
Amounts classified under non-current liabilities	<u>133,100</u>	<u>176,100</u>

The bank loans are variable interest rate loans with interest rates based on the HIBOR plus a predetermined spread percentage. The effective interest rates for 2012 and 2011 were 1.42% per annum and 1.38% per annum, respectively.

The bank loans are denominated in Hong Kong dollars and secured by:

- (a) Mortgages on certain investment properties with an aggregate carrying value of HK\$3,512,000,000 (2011: HK\$3,315,600,000) and the assignment of rental income from certain properties. In addition, the Company has pledged all the issued shares of certain subsidiaries and subordinated its loans to certain subsidiaries in favour of the lenders of the above bank loans; and
- (b) corporate guarantees issued by the Company.

The carrying amounts of the Group's borrowings approximate to their fair values.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 24 DEFERRED TAX

The net deferred tax (liabilities)/assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

#### Group

		Deferred tax liabilities		Deferred tax assets	
		Depreciation allowance in excess of related depreciation	Revaluation of investment properties	Losses available for offsetting against future taxable profits	Net
	<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
At 1 January 2011		(61,582)	—	96	(61,486)
Deferred tax (charged)/credited to the income statement during the year	10	(4,168)	—	7	(4,161)
At 31 December 2011 and at 1 January 2012		(65,750)	—	103	(65,647)
Deferred tax (charged)/credited to the income statement during the year	10	(4,032)	(1,093)	7	(5,118)
At 31 December 2012		<u>(69,782)</u>	<u>(1,093)*</u>	<u>110</u>	<u>(70,765)</u>

\* The underlying investment properties are situated in Mainland China which are subject to corporate income tax of 25% upon disposal.

The Group has tax losses arising in Hong Kong of HK\$20,412,000 (2011: HK\$20,341,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these tax losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 25 SHARE CAPITAL

#### Shares

	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Authorised:		
1,500,000,000 ordinary shares of HK\$0.1 each	<u>150,000</u>	<u>150,000</u>
Issued and fully paid:		
799,557,415 ordinary shares of HK\$0.1 each	<u>79,956</u>	<u>79,956</u>

#### Share options

At a special general meeting held on 29 April 2005, the Company adopted a share option scheme (the "Scheme"). Employees (including directors) of the Group are eligible participants under the Scheme. A total of 79,955,741 shares will be available for issue under the Scheme, which represents 10% of the Company's issued shares. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. The shares must be taken up under an option not later than 10 years from the date of grant of options. The Scheme will remain effective until 28 April 2015. No share options have been granted under the Scheme during the current and prior years and no options were outstanding at 31 December 2012 and 2011.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 26 RESERVES

#### Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 36 of the financial statements.

The Group's contributed surplus originally represented the excess of the nominal value of the shares of the subsidiaries acquired pursuant to the Group reorganisation prior to the listing of the Company's shares, over the nominal value of the Company's shares issued in exchange therefor.

#### Company

	<i>Note</i>	Share premium account <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Capital redemption reserve <i>HK\$'000</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2011		95,738	1,317,168	1,350	588,425	2,002,681
Profit for the year		—	—	—	98	98
Total comprehensive income for the year		—	—	—	98	98
Proposed 2011 final dividends	12	—	—	—	(23,987)	(23,987)
At 31 December 2011 and at 1 January 2012		95,738	1,317,168	1,350	564,536	1,978,792
Profit for the year		—	—	—	88	88
Total comprehensive income for the year		—	—	—	88	88
Proposed 2012 final dividends	12	—	—	—	(27,985)	(27,985)
At 31 December 2012		<u>95,738</u>	<u>1,317,168</u>	<u>1,350</u>	<u>536,639</u>	<u>1,950,895</u>

The contributed surplus of the Company originally represented the excess of the fair value of the shares of the subsidiaries acquired over the nominal value of the Company's shares issued for their acquisition at the time of the reorganisation in the preparation for the listing of the Company's shares. Under the Companies Act (1981) of Bermuda, the contributed surplus may be distributed to shareholders under certain circumstances.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 27 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

The reconciliation of profit before tax to net cash generated from operations is as follows:

	<i>Notes</i>	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Profit before tax		498,276	448,829
Adjustments for:			
Share of results of an associate		(168,225)	(101,693)
Interest income	5	(434)	(135)
Changes in fair value of investment properties		(196,119)	(301,088)
Depreciation	7	342	89
Interest on bank loans	6	2,960	4,398
Gain on disposal of an item of property, plant and equipment	7	—	(200)
Impairment of trade receivables	7	—	517
Impairment of other investments	7	—	53
Loss on deemed dilution of investment in an associate	7	—	62,716
		<u>136,800</u>	<u>113,486</u>
Decrease/(increase) in trade receivables, other receivables, deposits and prepayments		2,513	(3,587)
(Decrease)/increase in trade payables, other payables and accrued expenses		<u>(1,498)</u>	<u>4,869</u>
Net cash generated from operations		<u><u>137,815</u></u>	<u><u>114,768</u></u>



## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 28 OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases its investment properties (note 15) under operating lease arrangements, with leases negotiated for terms of generally two to five years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	Group	
	2012 HK\$'000	2011 HK\$'000
Within one year	186,688	154,342
In the second to fifth years, inclusive	<u>267,744</u>	<u>237,523</u>
	<u><u>454,432</u></u>	<u><u>391,865</u></u>

#### (b) As lessee

The Group leases its office properties under operating lease arrangements. The leases for the office properties are negotiated for a term of three years.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	Group	
	2012 HK\$'000	2011 HK\$'000
Within one year	810	1,389
In the second to fifth years, inclusive	<u>—</u>	<u>810</u>
	<u><u>810</u></u>	<u><u>2,199</u></u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 29 COMMITMENTS

In addition to the operating lease commitments detailed in note 28(b) above, the Group had the following capital commitments in respect of investment properties at the end of the reporting period:

	Group	
	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>
Contracted, but not provided for	1,736	5,925
Authorised, but not contracted for	<u>6,573</u>	<u>7,834</u>
	<u><u>8,309</u></u>	<u><u>13,759</u></u>

### 30 CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

	Group		Company	
	2012	2011	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Guarantees given to banks in connection with facilities granted to subsidiaries	<u>—</u>	<u>—</u>	<u>926,676</u>	<u>969,676</u>

The Company has executed guarantees totalling HK\$926,676,000 (2011: HK\$969,676,000) with respect to banking facilities made available to its subsidiaries, out of which HK\$176,100,000 were utilised as at 31 December 2012 (2011: HK\$249,100,000).

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 31 RELATED PARTY TRANSACTIONS

- (a) Significant related party transactions, which were carried out in the normal course of the Group's business during the year, are as follows:

	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Administrative staff costs paid to a shareholder ( <i>Note</i> )	<u>1,623</u>	<u>1,485</u>

*Note:* A subsidiary of the Company, Y. T. Group Management Limited, entered into an agreement with Yugang International Limited, a substantial shareholder of the Company, to share the cost of common administrative staff at a monthly charge, which is determined based on the actual cost of the staff.

- (b) Compensation of key management personnel of the Group:

	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Short term employee benefits	18,422	17,752
Post-employment benefits	<u>238</u>	<u>221</u>
Total compensation paid to key management personnel	<u>18,660</u>	<u>17,973</u>

Further details of directors' emoluments are included in note 8 to the financial statements.

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 32 FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

#### Financial assets

	Group	
	2012	2011
	HK\$'000	HK\$'000
Loans and receivables:		
Trade receivables	1,617	1,894
Other receivables and deposits	522	713
Cash and cash equivalents	<u>138,845</u>	<u>71,713</u>
	<u>140,984</u>	<u>74,320</u>
Available-for-sale financial assets:		
Other investments	<u>1,790</u>	<u>1,900</u>
	<u>142,774</u>	<u>76,220</u>

#### Financial liabilities

	Group	
	2012	2011
	HK\$'000	HK\$'000
Financial liabilities at amortised cost:		
Trade payables	1,921	3,731
Other payables	54,873	48,754
Bank loans, secured	<u>176,100</u>	<u>249,100</u>
	<u>232,894</u>	<u>301,585</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 33 FAIR VALUE HIERARCHY

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

Assets measured at fair value:

Group

	Level 1 <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>At 31 December 2012</b>		
Available-for-sale investments:		
Other investments	<u>1,790</u>	<u>1,790</u>
<b>At 31 December 2011</b>		
Available-for-sale investments:		
Other investments	<u>1,900</u>	<u>1,900</u>

During the year, there were no transfers into or out of Level 1 fair value measurements (2011: Nil).

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 34 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly comprise bank loans, cash and short term deposits. The main purpose of these financial instruments is to provide funding for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. These risks are limited under the Group's financial risk management policies and practices as summarised below.

#### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank loans with a floating interest rate. The Group monitors the movement in interest rates on an ongoing basis and evaluates the exposure and the costs of available hedging for its debt obligations.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings).

#### Group

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax <i>HK\$'000</i>
2012		
Hong Kong dollar	25	(465)
Hong Kong dollar	(25)	465
2011		
Hong Kong dollar	25	(623)
Hong Kong dollar	(25)	623

## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 34 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Credit risk

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposure to this risk is monitored on an ongoing basis.

In respect of trade and other receivables, credit evaluations are performed on all customers requiring credit over a certain amount. Trade receivables are mainly rental related and are normally due on the first day of each month and the Group obtains rental deposits from its tenants.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset on the statement of financial position. Except for the financial guarantees given by the Company as disclosed in note 30, the Group does not provide any guarantees which would expose the Group to credit risk.

#### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of the Group's available cash and banking facilities.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

#### Group

	2012				Total HK\$'000
	On demand HK\$'000	Within 12 months HK\$'000	Over 1 year to 5 years HK\$'000	Over 5 years HK\$'000	
Bank loans, secured	—	45,008	96,214	42,295	183,517
Trade payables	—	1,921	—	—	1,921
Other payables	920	53,953	—	—	54,873
	<u>920</u>	<u>100,882</u>	<u>96,214</u>	<u>42,295</u>	<u>240,311</u>
	2011				Total HK\$'000
	On demand HK\$'000	Within 12 months HK\$'000	Over 1 year to 5 years HK\$'000	Over 5 years HK\$'000	
Bank loans, secured	—	76,295	120,895	63,119	260,309
Trade payables	—	3,731	—	—	3,731
Other payables	974	47,780	—	—	48,754
	<u>974</u>	<u>127,806</u>	<u>120,895</u>	<u>63,119</u>	<u>312,794</u>

**34 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** *(continued)*

**Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, utilise banking facilities available to the Group, sell assets to reduce debt or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2012 and 2011.

The Group monitors capital using a gearing ratio, which is net bank borrowings (bank borrowings less cash and cash equivalents) divided by the shareholders' funds. The Group actively reviews the gearing ratio and the capital structure to ensure an optimal capital structure by taking into consideration the projected cash flows and profitability, projected capital expenditures and projected business and investment opportunities. As at 31 December 2012, the Group's gearing ratio was 0.7% (2011: 3.9%).

**35 PRINCIPAL SUBSIDIARIES**

Particulars of the principal subsidiaries at the end of the reporting period are as follows:

Name of company	Place of incorporation	Nominal value of issued and fully paid share capital	Percentage of equity attributable to the Company		Principal activities and place of operations
			2012	2011	
Best View Investments Hong Kong Company Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Property holding in Hong Kong
Benefit Plus Company Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Property investment in Hong Kong
E-Tech Services Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Provision of property technical consultant services in Hong Kong
Harson Investment Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Property investment in Hong Kong
Honway Holdings Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Investment holding in Hong Kong
Mainland Sun Ltd.	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Property investment in Mainland China



## NOTES TO FINANCIAL STATEMENTS

31 December 2012

### 35 PRINCIPAL SUBSIDIARIES *(continued)*

Name of company	Place of incorporation	Nominal value of issued and fully paid share capital	Percentage of equity attributable to the Company		Principal activities and place of operations
			2012	2011	
Score Goal Investment Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Property investment in Hong Kong
Y. T. (China) Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Investment holding in Mainland China
Y. T. Finance Limited	Hong Kong	6,000 ordinary shares of HK\$500 each	100%	100%	Finance vehicle in Hong Kong
Y. T. Group Management Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Provision of business management services in Hong Kong
Y. T. Investment Holdings Limited	British Virgin Islands	50,100 ordinary shares of US\$1 each	100%	100%	Investment holding in Asia
Y. T. Investment Management Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Securities investment in Mainland China
Y. T. Properties International Limited	British Virgin Islands	201 ordinary shares of US\$1 each	100%	100%	Investment holding in Hong Kong
Y. T. Property Services Limited	Hong Kong	100 ordinary shares of HK\$1 each	100%	100%	Property management in Hong Kong

The above table includes the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length. With the exception of Y. T. Investment Holdings Limited, all the above companies are indirect subsidiaries of the Company.

### 36 APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 March 2013.

## PARTICULARS OF PROPERTIES

31 December 2012

### INVESTMENT PROPERTIES IN HONG KONG

Location	Use	Lease expiry	Approximate site area <i>Sq. ft.</i>	Approximate gross floor area <i>Sq. ft.</i>	Group's interest %
Prestige Tower 23 and 25 Nathan Road Tsimshatsui	Commercial	2039	8,724	113,500	100
Century Square 1-13 D'Aguilar Street Central	Commercial	2842	6,310	94,700	100

### INVESTMENT PROPERTIES IN MAINLAND CHINA

Location	Use	Lease expiry	Approximate gross floor area <i>Sq. ft.</i>	Group's interest %
Certain units of Di Wang Apartment Shun Hing Square No. 333 Shennan East Road Luohu District, Shenzhen	Residential	2045	4,480	100

## FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

	Year ended 31 December				
	2008 HK\$'000	2009 HK\$'000	2010 HK\$'000	2011 HK\$'000	2012 HK\$'000
<b>ASSETS AND LIABILITIES</b>					
Property, plant and equipment	682	372	92	1,438	1,311
Investment properties	2,374,230	2,654,900	3,031,200	3,334,800	3,532,800
Investment in an associate	1,327,569	1,420,354	1,545,198	1,489,922	1,660,643
Other investments	793	793	1,603	1,900	1,790
Current assets	56,828	78,143	92,496	86,987	151,602
Current liabilities	(417,332)	(366,570)	(228,425)	(152,212)	(123,029)
Net current assets/(liabilities)	(360,504)	(288,427)	(135,929)	(65,225)	28,573
Non-current liabilities	(256,172)	(237,208)	(280,586)	(241,747)	(203,865)
Net assets	<u>3,086,598</u>	<u>3,550,784</u>	<u>4,161,578</u>	<u>4,521,088</u>	<u>5,021,252</u>
<b>EQUITY</b>					
<b>Equity attributable to equity holders of the Company</b>					
Issued share capital	79,956	79,956	79,956	79,956	79,956
Reserves	2,990,885	3,451,129	4,057,635	4,417,145	4,913,311
Proposed final dividends	15,991	19,989	23,987	23,987	27,985
	3,086,832	3,551,074	4,161,578	4,521,088	5,021,252
Non-controlling interests	(234)	(290)	—	—	—
Total equity	<u>3,086,598</u>	<u>3,550,784</u>	<u>4,161,578</u>	<u>4,521,088</u>	<u>5,021,252</u>
<b>RESULTS</b>					
Revenue	<u>124,344</u>	<u>136,800</u>	<u>145,249</u>	<u>160,472</u>	<u>183,272</u>
Profit before tax	180,136	482,637	623,131	448,829	498,276
Income tax expense	(7,006)	(13,441)	(16,326)	(18,005)	(23,087)
Profit for the year	<u>173,130</u>	<u>469,196</u>	<u>606,805</u>	<u>430,824</u>	<u>475,189</u>
<b>Attributable to:</b>					
Equity holders of the Company	173,370	469,252	606,822	430,824	475,189
Non-controlling interests	(240)	(56)	(17)	—	—
	<u>173,130</u>	<u>469,196</u>	<u>606,805</u>	<u>430,824</u>	<u>475,189</u>