Annual Report 2012

Stock Code: 292

ASIA STANDARD HOTEL GROUP LIMITED

Contents

Corporate Information

DIRECTORS

EXECUTIVE

Mr. Poon Jing *(Chairman)*
Dr. Lim Yin Cheng
(Deputy Chairman and Chief Executive)
Mr. Fung Siu To, Clement
Mr. Poon Tin Sau, Robert
Mr. Woo Wei Chun, Joseph

INDEPENDENT NON-EXECUTIVE

Mr. Ip Chi Wai
Mr. Leung Wai Keung
Mr. Hung Yat Ming

AUDIT COMMITTEE

Mr. Hung Yat Ming *(Chairman)*
Mr. Leung Wai Keung
Mr. Ip Chi Wai

REMUNERATION COMMITTEE

Mr. Hung Yat Ming *(Chairman)*
Mr. Ip Chi Wai
Dr. Lim Yin Cheng

AUTHORISED REPRESENTATIVES

Dr. Lim Yin Cheng
Mr. Lee Tai Hay, Dominic

COMPANY SECRETARY

Mr. Lee Tai Hay, Dominic

REGISTERED OFFICE

Canon's Court, 22 Victoria Street,
Hamilton HM12, Bermuda

PRINCIPAL OFFICE IN HONG KONG

30th Floor, Asia Orient Tower,
Town Place,
33 Lockhart Road, Wanchai,
Hong Kong

Telephone	2866 3336
Facsimile	2866 3772
Website	www.asiastandardhotelgroup.com
E-mail	info@asia-standard.com.hk

PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Asia) Limited
Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking
Corporation Limited
Industrial and Commercial Bank of China (Canada)
DBS Bank (Hong Kong) Limited
Wing Hang Bank Limited
Chong Hing Bank Limited
Hang Seng Bank Limited
Barclays Bank PLC
Morgan Stanley & Company International PLC
UBS AG
Bank Julius Baer & Company Limited

LEGAL ADVISERS

Stephenson Harwood
35th Floor, Bank of China Tower,
1 Garden Road, Central,
Hong Kong

Appleby
2206-19 Jardine House,
1 Connaught Place, Central,
Hong Kong

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
22nd Floor, Prince's Building,
Central, Hong Kong

SHARE REGISTRAR IN BERMUDA

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre,
11 Bermudiana Road,
Pembroke HM08, Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

Financial Highlights

For the year ended 31st March (in HK$ million, except otherwise indicated)	2012	2011	Change
Consolidated profit and loss account			
Revenue	**823**	696	+18%
Contribution from hotel operations	**280**	213	+31%
Depreciation	**(90)**	(89)	+1%
Finance costs	**–**	(52)	N/A
Net investment (loss)/gain	**(567)**	223	N/A
(Loss)/profit for the year attributable to shareholders	**(311)**	326	N/A
Basic (loss)/earnings per share (HK$)	**(0.20)**	0.23	N/A
Consolidated balance sheet			
Total assets	**4,160**	4,723	–12%
Net assets	**2,439**	2,796	–13%
Net debt	**1,452**	1,699	–15%

Supplementary information with hotel properties at valuations (note):

		(Restated)	
Revalued total assets	**9,793**	8,932	+10%
Revalued net assets	**8,045**	6,976	+15%
Revalued net assets per share (HK$)	**5.19**	4.54	+14%
Gearing – net debt to revalued net assets	**18%**	24%	–6%

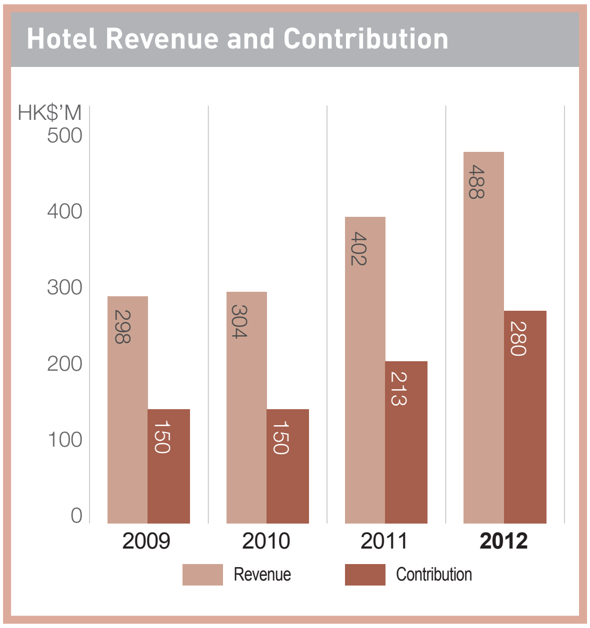
Note: According to the Group's accounting policies, hotel properties were carried at cost less accumulated depreciation. To give further information on the economic substance of its hotel properties investments, the Group hereby presents supplementary unaudited financial information taking into account the fair market value of hotel properties and excluding the corresponding deferred income tax on Hong Kong properties as Hong Kong tax jurisdiction does not include capital gain tax.

The hotel properties in Hong Kong and Canada were revalued by Vigers Appraisal & Consulting Limited and Grant Thornton Management Consultants respectively, independent professional valuers, on an open market value basis as at 31st March 2012 and 2011.

Chairman's Statement

For the year ended 31st March 2012, the Group recorded a consolidated net loss of approximately HK$311 million as compared to a gain last year. The loss was mainly attributed to loss on investments in financial assets. The hotel operation achieved an increase in contribution to the Group's overall performance, supported by high occupancy and increased average room rates from Hong Kong.

As at 31st March 2012, the Group's total borrowings and gearing ratio (net debt over the revalued net asset value) were HK$1,586 million (2011: HK$1,810 million) and 18% (2011: 24%), respectively.



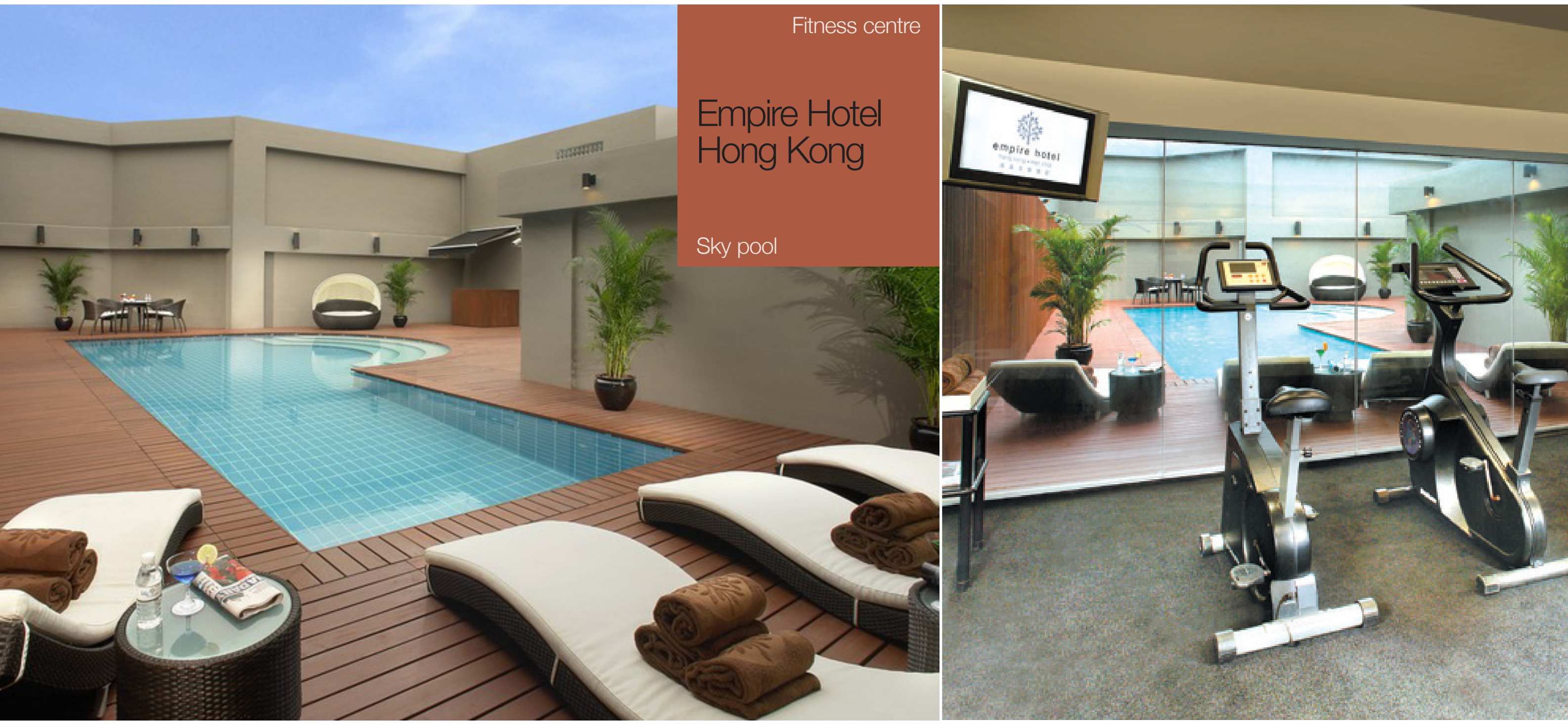
Looking forward, given the uncertainties in global financial markets, debt crisis in Europe, the Management is cautious about challenges it faces, and will continue its efforts to sustain asset enhancement programs to improve the guest experience and boost the competitiveness of hotel operation. We remain cautiously optimistic about the future of the Group.

On behalf of the Board, I would like to express my gratitude to our staff for their invaluable contribution, and our customers, shareholders and the investment community for their support.

By Order of the Board
Poon, Jing
Chairman

Hong Kong, 22nd June 2012

Management Discussion and Analysis



Fitness centre

Empire Hotel Hong Kong

Sky pool

RESULTS

For the year ended 31st March 2012, the Group's revenue and contributions from hotel operation were HK$488 million and HK$280 million, respectively, the former had an 21% increase and the latter an 31% increase over the same period of last year. The Group, however, recorded a loss attributable to shareholders of HK$311 million as compared to a profit of HK$326 million for the same period of last year. The loss was mainly due to realised loss of HK$299 million on sales of investments in certain financial assets and unrealised losses of HK$268 million arising from drop in fair value of the Group's securities investments. For the same period in 2011 the Group recorded unrealised gains arising from increase in fair value of its investments. Basic loss per share in 2012 was HK$0.20 as compared with basic earnings per share of HK$0.23 in 2011.

Management Discussion and Analysis

Lobby

Empire Hotel Kowloon

Zino bar

BUSINESS REVIEW

Hong Kong visitors cumulative arrivals between April 2011 and March of 2012 reached 43 million, a figure which represents not only a year-on-year increase of 16%, but also a new record for the consecutive 12 months period between April and March. Mainland arrivals remain the key driving factor behind robust growth, with arrivals growing by 25% to reach a record high of 29 million, representing approximately 67% of total visitor arrivals.

Benefiting from the growth of tourism, the hotel operation in Hong Kong yielded favorable results for the 12 months period under review.

EMPIRE HOTEL HONG KONG

Empire Hong Kong's average room rate increased by 28% and average occupancy rate increased by 2% to 93%. Total revenue amounted to HK$156 million.

EMPIRE HOTEL KOWLOON

Empire Kowloon's average room rate increased by 27% and average occupancy rate increased by 1% to 93%. Total revenue amounted to HK$142 million.

EMPIRE HOTEL CAUSEWAY BAY

Empire Causeway Bay's average room rate increased by 28% and average occupancy rate increased by 1% to 90%. Total revenue amounted to HK$99 million.

EMPIRE LANDMARK HOTEL VANCOUVER

Empire Landmark's average room rate in Canadian dollar increased by 4% while its average occupancy rate stayed at 62%. Total revenue amounted to HK$91 million.

TRAVEL AND CATERING

Revenues for the travel and catering amounted to HK$198 million and HK$12 million respectively.

Harbour view room

Empire Hotel Causeway Bay

Club lounge

INVESTMENTS

As at 31st March 2012, the Group's financial investment portfolio consisting of equity and debt securities amounted to HK$1,421 million (2011: HK$1,919 million). They were denominated in Hong Kong Dollars (24%), United States Dollars (33%), Sterling (30%) and Euro (13%). During the year ended 31st March 2012, the Group incurred a net investment loss of HK$567 million, which comprised of both realised (HK$299 million) and unrealised (HK$268 million), as opposed to a gain of HK$223 million last year, mainly unrealised. While the unrealised fair value loss or gain on securities investment has no effect on the cash flow of the Group in their respective reporting periods, the realised losses were partially offset by a total of HK$121 million in interest and dividends generated from the investment portfolio (2011: HK$62 million).

As at 31st March 2012, an approximate value of HK$250 million (2011: HK$492 million) of these investments were pledged to banks as collateral for credit facilities granted to the Group.

FINANCIAL REVIEW

Total assets amounted to HK$4,160 million (2011: HK$4,723 million). Based on independent valuation, the total revalued amount of the four hotel properties as at 31st March 2012 was HK$8,124 million, increased by 20% when compared with that as at 31st March 2011.

The shareholders' funds amounted to HK$2,439 million (2011: HK$2,796 million). The decrease was mainly due to loss for the year. Taking into account the market value of the hotel properties, the revalued net assets of the Group would be HK$8,045 million (2011: HK$6,976 million).

The consolidated net debt was HK$1,452 million (2011: HK$1,699 million). 79% of the gross bank borrowings or HK$1,258 million was denominated in HK dollars, and the remaining 21% or to the equivalent of HK$328 million were in foreign currencies incurred in operations and investment in financial assets overseas.

Management Discussion and Analysis

The maturity of our debts spread over a long period of up to 7 years. 22% of total borrowings were from revolving credit facilities secured by hotel properties. 12% of total borrowings were in the form of revolving credit facilities through the pledge of financial assets investment. 17% was repayable between one to five years and 45% was repayable after five years, which were also secured by hotel properties. At 31st March 2012, the Group had current assets of HK$1,477 million (2011: HK$1,916 million).

The Group's gearing ratio, expressed as a percentage of net debt over the net assets, decreased to 60% (2011: 61%), and after taking into account the fair value of hotel properties at the balance sheet date, the gearing was at a level of 18% (2011: 24%).

The aggregate net book value of hotel properties pledged as collateral for banking facilities of the Group as at 31st March 2012 amounted to HK$2,492 million (2011: HK$2,582 million).

HUMAN RESOURCES

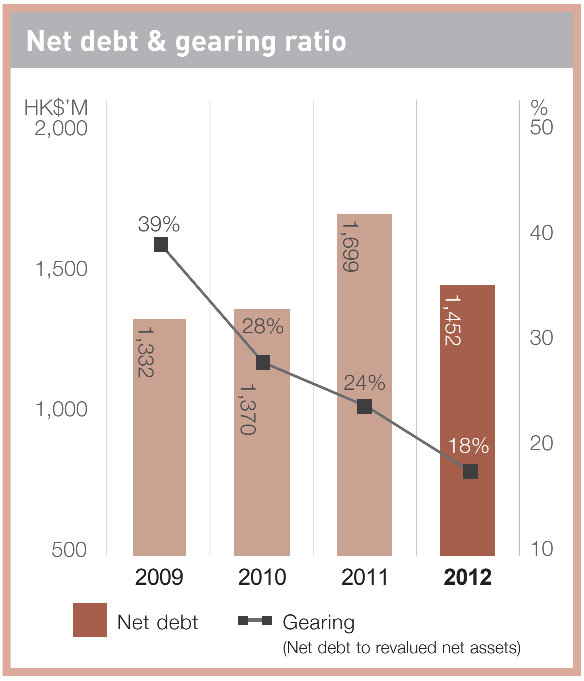
As at 31st March 2012, the total number of employees of the Company and its subsidiaries was 439. In addition to salary payment, the Group provides other benefits including insurance, share options, medical scheme and retirement plans and others to its employees.

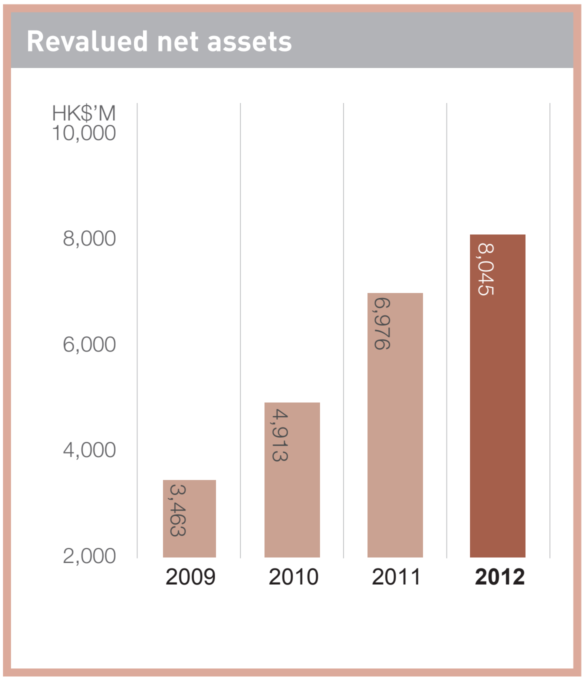
FUTURE PROSPECTS

Looking into 2012, notwithstanding uncertainty in the global economic environment, we expect Mainland China and the short-haul markets will continue to be the growth engine of our hotel business.

Leveraging our healthy financial position and solid hotel business in Hong Kong, we remain confident in the longer-term prospects for the Group, and will continue to plan and exercise asset enhancement initiatives to bring long term growth in hotel room numbers and revenue to the Group.

While investment sentiments around the globe remain volatile, we are taking a cautious approach to our investment portfolio.





Five-year Financial Summary

Year ended 31st March (in HK$ million)	2012	2011	2010	2009	2008
Results					
Revenue	**823**	696	594	604	633
Gross profit	**499**	366	292	252	262
Depreciation	**(90)**	(89)	(89)	(69)	(68)
Finance costs	**–**	(52)	(33)	(38)	(40)
(Loss)/profit for the year attributable to shareholders	**(311)**	326	435	(230)	96
Assets and liabilities					
Total assets	**4,160**	4,723	3,962	3,290	3,190
Total liabilities	**(1,721)**	(1,927)	(1,598)	(1,516)	(1,122)
Equity attributable to shareholders of the Company	**2,439**	2,796	2,364	1,774	2,068

Hotel Properties

		Group's interest	Approx. site area (sq. ft.)	Approx. gross floor area (sq. ft.)
01	Empire Hotel Hong Kong 33 Hennessy Road, Wanchai, Hong Kong	100%	10,600	184,000 (362 rooms)
02	Empire Hotel Kowloon 62 Kimberley Road, Tsimshatsui, Kowloon	100%	11,400	220,000 (343 rooms)
03	Empire Hotel Causeway Bay 8 Wing Hing Street, Causeway Bay, Hong Kong	100%	6,200	108,000 (280 rooms)
04	Empire Landmark Hotel 1400 Robson Street, Vancouver B. C., Canada	100%	41,000	410,000 (358 rooms)

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to sustaining its corporate governance standards by emphasising transparency, independence, accountability, responsibility and fairness. The Company exercises corporate governance through the board of directors (the "Board") and various committees.

BOARD OF DIRECTORS

The Board consists of five Executive Directors and three Independent Non-executive Directors. The posts of Chairman and Chief Executive are separate and are held by different individuals. The Chairman, Mr. Poon Jing is responsible for overseeing the functioning of the Board and the strategies and policies of the Group. The Chief Executive and Deputy Chairman, Dr. Lim Yin Cheng, is responsible for managing the Group's business. The biographical details and relationship of the Directors are disclosed in the biography of Directors set out in the Directors and Senior Management section.

According to the Bye-Laws of the Company, at every annual general meeting of the Company, one-third of the Directors (other than the Chairman and the Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding one-third, shall retire from office by rotation. Pursuant to the Appendix 14 (the "Code") of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Chairman and the Managing Director shall also retire at the annual general meeting every three years. A retiring Director shall be eligible for re-election at the meeting. The Independent Non-executive Directors are not appointed for a specific term but are subject to retirement by rotation and re-election in accordance with the Bye-Laws of the Company and the Code.

The Board meets quarterly and is responsible for the formulation and reviewing of long-term business directions and strategies, to monitor the operating and financial performance of the Group. It also considers and approves future strategic plans and budgets for the Group. The management is delegated with the authority to make decisions and responsible for daily operations of the Group under the leadership of the Chief Executive. The management provides explanation and information to the Board to enable the Board to make an informed assessment of the financial and other information put forward to the Board for approval. The Chief Executive, working with the other Executive Directors and the head of each division, is responsible for managing the business of the Group, including implementation of strategies adopted by the Board and assuming full accountability to the Board for operations of the Group. All Executive Directors have made full and active contributions to the affairs of the Board.

The Directors are responsible for selecting and consistently applying appropriate accounting policies and preparing financial statements which give a true and fair view. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements on a going concern basis.

Corporate Governance Report

The Board acknowledges that it is its responsibility to prepare the financial statements and to present a balanced, clear and comprehensive assessment to annual and interim reports, other financial disclosures required under the Listing Rules on the Stock Exchange, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements.

During the year, the Board held four meetings. The Directors of the Board and the attendance of each Director are as follows:

Name of Director	Title	Attendance at Board Meetings/ Number of Board Meetings held
Mr. Poon Jing	Chairman	4/4
Dr. Lim Yin Cheng	Deputy Chairman and Chief Executive	4/4
Mr. Fung Siu To, Clement	Executive Director	4/4
Mr. Poon Tin Sau, Robert	Executive Director	4/4
Mr. Woo Wei Chun, Joseph	Executive Director	4/4
Mr. Ip Chi Wai	Independent Non-executive Director	3/4
Mr. Leung Wai Keung	Independent Non-executive Director	4/4
Mr. Hung Yat Ming	Independent Non-executive Director	4/4

During the year, no new director was appointed. If new directors are required to be appointed to the Board, the Board will elect the appropriate candidates by considering qualification, ability, working experience and professional ethics of the candidates.

REMUNERATION COMMITTEE

In order to comply with certain amendments to the Code effective on 1st April 2012, Dr. Lim Yin Cheng has ceased to be Chairman of Remuneration Committee of the Company but remains as a member of the Remuneration Committee; and Mr. Hung Yat Ming, an Independent Non-executive Director of the Company who is an existing member of the Remuneration Committee has been appointed as Chairman of the Remuneration Committee on 29th March 2012. The terms of reference were revised and adopted by the Board in compliance with the Code. The Remuneration Committee currently comprises the Chief Executive, Dr. Lim Yin Cheng, and two Independent Non-executive Directors, Mr. Ip Chi Wai and Mr. Hung Yat Ming. The duties of the Committee include making recommendations to the Board on the remuneration policy and structure of the Directors and senior management, approving the remuneration, determining the remuneration packages of all Executive Directors and senior management and approving the compensation to all Directors and senior management on termination or dismissal. The remuneration packages including basic salary, annual bonus, retirement and other benefit such as share options are commensurate with their job nature and experience level. No director may be involved in any decisions as to his own remuneration or other benefit. The Group's remuneration policy seeks to provide a fair market remuneration so as to attract, retain and motivate high quality staff. The remuneration is determined with reference to his duties and responsibility, remuneration benchmark in the industry and prevailing market conditions. During the year, the Committee held one meeting, which all members had attended, to review, discuss and approve the remuneration packages of the Directors and senior management.

AUDIT COMMITTEE

The Audit Committee currently comprise all the Independent Non-executive Directors, Mr. Hung Yat Ming (as the Chairman), Mr. Leung Wai Keung and Mr. Ip Chi Wai. The terms of reference were revised and adopted by the Board in compliance with the Code. The principal activities of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls and review of the published financial statements. The Audit Committee meets at least twice a year. During the year, the Audit Committee met twice to review the Company's annual and interim results and the recommendation by the auditor on enhancement of internal control. All the members had attended the meetings. The Audit Committee has reviewed the annual financial statements for the year ended 31st March 2012.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules on the Stock Exchange. The Company has made specific enquiry of all directors regarding any non-compliance with the Model Code during the year, and they all confirmed that they have fully complied with the required standard set out in the Model Code throughout the year ended 31st March 2012.

CODE ON CORPORATE GOVERNANCE PRACTICES

During the year, the Company has complied with the code provisions of the Code except for the deviation from code provision A.4.1 which states that Non-executive Directors should be appointed for a specific term, subject to re-election. All Independent Non-executive Directors of the Company are not appointed for specific terms, but subject to retirement by rotations and re-elections at the annual general meeting of the Company in accordance with the Bye-Laws of the Company.

INTERNAL CONTROL

It is the responsibility of the Board to ensure that the Group maintains sound and effective internal controls to safeguard the shareholders' investments and the Group's assets. During the year, the Board reviewed the effectiveness of the internal control system of the Group. The review covered all material controls, including financial, operational and compliance controls and risk management functions of the Group.

AUDITOR'S REMUNERATION

PricewaterhouseCoopers has been appointed as the auditor of the Company by the shareholders at the annual general meeting. The services provided by PricewaterhouseCoopers include audit, taxation related and other services. A statement by PricewaterhouseCoopers about their reporting responsibilities as the auditor of the Company is included in the Independent Auditor's Report on pages 28 to 29 of this annual report.

An amount of HK$3,437,000 (2011: HK$2,335,000) was charged to the financial statements of the Group for their audit services. Taxation services, review on interim results and other services provided by PricewaterhouseCoopers to the Group amounted to HK$324,000 (2011: HK$282,000).

Corporate Governance Report

INVESTOR RELATIONSHIP

The Group aims to provide its shareholders and investors with high level of transparency. During the year, the Executive Directors had various meetings with local and institutional investors and analysts. The Board is committed to providing clear and full performance information of the Group to shareholders and the public through the publication of interim and annual reports, announcements, circulars and press releases.

The Company has also maintained a website at http://www.asiastandardhotelgroup.com which enables shareholders, investors and public to access to the information of the Company on a timely basis.

CORPORATE SOCIAL RESPONSIBILITY REPORT

At the Empire Hotels, we are committed to making a positive contribution to society and communities in Hong Kong and China, a place in which we operate and have grown over the past decade. Focusing our corporate social responsibility and effort on imminent and important social issues, we endeavour to contribute, support and help to provide for those who most need a great place to live, learn and grow.

THE COMMUNITY

'The Art of Caring' Community Care Program was launched in 2009 by the Empire Hotels in conjunction with SAHK, a rehabilitation service organisation. Since then, the Program has been giving support to local children and youth with special needs in their education and rehabilitation through the creation of art pieces and a series of educational workshops, learning events and life enriching activities. During 2011/2012, the following activities were organised:

- OLE^2 (Other Learning Experiences x Opportunities for Life Enrichment) Job Shadowing Project was designed in support of the new secondary school curriculum OLE (Other Learning Experiences), aiming to provide students from three special secondary schools of SAHK with valuable working and life experiences and better preparation in developing their future career. 12 students were selected to experiment a work life in the different department of the hotel industry for two weeks during August and October in 2011.

- Cookies Workshops at Empire Hotel Hong Kong • Wan Chai where groups of 4 to 6 year-old children with special needs learnt to make cookies with their parents under the guidance of the hotel's pastry chef during October – November in 2011.

- Dining Etiquette Workshops in Empire's Kitchen of Empire Hotel Kowloon • Tsim Sha Tsui where groups of 15 secondary schools students of SAHK learnt the proper dinner etiquette and table manner by the hotel's restaurant manager in October and November in 2011, and March in 2012.

- 'SAHK Angels in the Realm of Empire Glory' musical performances at Empire Hotel Kowloon • Tsim Sha Tsui where school bands of three secondary schools from SAHK performed festive Christmas music in the hotel lobby on 23rd and 24th December 2011.

Joining hands with SAHK, the Group will continue to expand the breadth and depth of 'The Art of Caring' Community Care Program enabling more learning opportunities and rehabilitation support for children and youth with special needs.

RECOGNITION OF CONTRIBUTION

The Group has been once again awarded the Caring Company title 2011/12 by The Hong Kong Council of Social Service (HKCSS) in recognition of its contribution to the community. This recognition signifies a solid testimonial and a renewed impetus for the Group on its commitment to making positive contribution to society and communities.

ENVIRONMENTAL PROTECTION

The design of our new Empire Hotel in Causeway Bay was divided in four zones for optimal gas supply and energy saving. Airconditioning in Empire Hotel Causeway Bay and Empire Hotel Kowloon has a zone valve whereby electricity supply will be switched off on idle floors for energy preservation purposes. In our Empire Hotel Kowloon, the two new renovation floors have an individual electric heater supply system and the system can be switched off individually for energy reduction purposes.

Daily monitoring of energy and fuel consumption to identify areas for energy conservation is in place. Phased replacements of chillers, fan coil units, air handling units, laundry and kitchen equipment, electrical appliances and lighting have been enhanced to more energy-efficient models.

THE PEOPLE

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. Employee Handbooks outline terms and conditions of employment, expectations for employees' behaviour and service delivery, employees' rights and benefits. We establish and implement policies that promote a fair and respectful workplace. We provide ongoing training and development opportunities to enhance our employees' career progression.

RESPONSIBLE SOURCING

The Group has adopted high standards for all building materials in our premises construction, and equipment and products varying from more efficient and environmentally-responsible refrigerators in the guest rooms of our Empire Hotel in Causeway Bay, to high-quality, durable linens and towels that are used in all our hotels.

To enhance our procurement of environmentally responsible items, we continue to review options to purchase more products from organic and/or sustainably managed sources, environmentally superior products, as well as local or regional companies to reduce the environmental impact of their manufacture and transportation.

To reduce paper consumption, we maximise the use of electronic communications and file storage systems for general office work, guest logs and nightly reports and whenever possible we use e-confirmations for guest reservations.

Directors and Senior Management

EXECUTIVE DIRECTORS

POON Jing

Aged 57, is the Chairman of the Company. He is also the Chief Executive and Managing Director of Asia Standard International Group Limited ("ASI") and Asia Orient Holdings Limited ("Asia Orient"). He is the founder of the Group. Mr. Poon is the father of Mr. Poon Hai, the Development Manager of the Group and ASI. He is also the brother-in-law of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Executive Director and Deputy Chairman of the Company respectively. He is a brother of Mr. Poon Tin Sau, Robert, the Executive Director of the Company.

LIM Yin Cheng

Aged 67, is the Deputy Chairman, the Chief Executive and a member of the Remuneration Committee of the Company. He is also the Deputy Chairman and an Executive Director of ASI and Asia Orient. Dr. Lim is a holder of a Bachelor of Science (Chemical Engineering) and Doctor of Philosophy degrees. He has over 25 years of experience in engineering, project management and administration. He joined the Group in 1994. He is the brother-in-law of Mr. Poon Jing, the Chairman of the Company.

FUNG Siu To, Clement

Aged 63, is an Executive Director of the Company. He is also the Chairman, an Executive Director and a member of the Remuneration Committee of ASI and Asia Orient. He is also an Independent Non-executive Director and an Audit Committee Member of New Times Energy Corporation Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Fung is a holder of a Bachelor of Applied Science (Civil Engineering) degree and is also a fellow member of the Hong Kong Institution of Engineers. He joined the Group in 1994 and has over 25 years of experience in project management and construction. He is the brother-in-law of Mr. Poon Jing, the Chairman of the Company.

POON Tin Sau, Robert

Aged 66, is an Executive Director of the Company. Mr. Poon was a restaurant entrepreneur in the U.S.A. during the period from 1970 to 1996 and joined the Group in 1996. He is a brother of Mr. Poon Jing, the Chairman of the Company.

WOO Wei Chun, Joseph

Aged 48, is an Executive Director and the Group Financial Controller of the Company. Mr. Woo is qualified as a U.S. Certified Public Accountant (Illinois) and is an associate member of The Hong Kong Institute of Certified Public Accountants ("HKICPA"). He holds a bachelor degree in Accounting with Computing and a master degree in Business Administration. Mr. Woo has over 20 years of experience in accounting and finance. He joined the Group in 2006.

INDEPENDENT NON-EXECUTIVE DIRECTORS

IP Chi Wai

Aged 44. Mr. Ip graduated from The University of Hong Kong with a Degree of a Bachelor of Laws. He is a qualified solicitor in Hong Kong and has more than 15 years of experience in the legal profession. He is an Independent Non-executive Director and a member of the Audit Committee and the Remuneration Committee of the Company and also of Bio Cassava Technology Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange. He joined the Group in September 2003.

LEUNG Wai Keung

Aged 49, is an Independent Non-executive Director and a member of the Audit Committee of the Company. Mr. Leung is currently a Barrister-at-Law. He has about 9 years of experience in accounting and financial management in several firms and thereafter been practicing as a barrister since 1996. He is also the Independent Non-executive Director, a member of the Audit Committee and the Remuneration Committee of ASI. Mr. Leung is a member of HKICPA, HKICS, ACCA, ICSA and the Chartered Institute of Arbitrators. He was admitted to the High Court of Hong Kong as a barrister in 1994. He holds a master degree in accounting and finance from The University of Lancaster and obtained a bachelor of laws from Manchester Metropolitan University. He was the President of The Hong Kong Institute of Chartered Secretaries in 2006. In 2007, Mr. Leung has been appointed by the Government to sit on various statutory tribunals such as the Guardianship Board, the Registration of Persons Tribunal, the Board of Review and others. Currently Mr. Leung also holds the position as the Chairman of the Appeal Board for the Hotel and Guesthouse Accommodation, the Clubs (Safety of Premises) and Bedspace Apartments. Mr. Leung joined the Group in 2004.

HUNG Yat Ming

Aged 60. Mr. Hung has over 25 years of experience in audit, accounting and financial management in several firms in Sydney and Hong Kong and is a financial controller of a Hong Kong listed company. Mr. Hung is a member of The Institute of Chartered Accountants of Scotland and HKICPA. He graduated from The University of Hong Kong with a bachelor degree in Mathematics and obtained a post-graduate diploma in Accountancy from University of Strathclyde, Scotland. He is an Independent Non-executive Director and the Chairman of the Audit Committee and the Remuneration Committee of the Company. He is also an Independent Non-executive Director, the Chairman of the Audit Committee and a member of the Remuneration Committee of Asia Orient. He joined the Group in September 2004.

Directors and Senior Management

SENIOR MANAGEMENT

NG Siew Seng, Richard

Aged 60, is the Group General Manager of the Company and a Director of a subsidiary of the Company. Mr. Ng is responsible for the development and management of the Group's hospitality operations. With over 3 decade's extensive experience in hotel and travel industry for both local and overseas markets, Mr. Ng has held senior marketing and operational positions in a number of major international chain hotels and travel agents in Hong Kong and Macau. He joined the Group in September 2007.

TSANG Chin Lap, Johnny

Aged 62. Mr. Tsang has over 35 years experience in hotel industry and has held senior positions as Director of Sales and General Manager in a number of international hotels in Hong Kong as well as an Executive and Finance Committee Member (1989 – 1990) of Hong Kong Hotels Association before being appointed as General Manager of Empire Landmark Hotel in Vancouver in 2003.

POON Hai

Aged 27, is the Development Manager of the Group and ASI and also the director of certain subsidiaries of Asia Orient. Mr. Poon is responsible for the Group's investment, business development and project management. He is the son of Mr. Poon Jing, the Chairman of the Company. He joined the Group in 2009.

Report of the Directors

The Directors have pleasure in presenting their report together with the audited financial statements for the year ended 31st March 2012.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 32 to the financial statements.

The activities of the Group are mainly based in Hong Kong, Canada and Mainland China. Analyses of the Group's turnover and contribution to operating results by principal activities are set out in note 5 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 30.

The Company did not declare an interim dividend for the year ended 31st March 2012 (2011: HK0.25 cent per share with a scrip option, totaling HK$3,833,000).

The Board did not recommend the payment of a final dividend for the year ended 31st March 2012 (2011: HK0.75 cent per share with a scrip option, totaling HK$11,534,000).

FINANCIAL SUMMARY

A five-year financial summary of the results and of the assets and liabilities of the Group is set out on page 9.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 15 to the financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 23 to the financial statements.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 24 to the financial statements.

DONATIONS

During the year, the Group made charitable and other donations of HK$150,000 (2011: HK$1,500,000).

DIRECTORS

The Directors of the Company during the year and at the date of this report were:

Mr. Poon Jing
Dr. Lim Yin Cheng
Mr. Fung Siu To, Clement
Mr. Poon Tin Sau, Robert
Mr. Woo Wei Chun, Joseph
Mr. Ip Chi Wai
Mr. Leung Wai Keung
Mr. Hung Yat Ming

Messrs. Lim Yin Cheng and Ip Chi Wai will retire from office by rotation in accordance with the Bye-Laws of the Company at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of Directors and senior management are set out on pages 16 to 18.

DIRECTORS' INTERESTS IN CONTRACTS

Beside the contracts amongst group companies, no other contracts of significance in relation to the Company's business to which the Company, any of its subsidiaries, its fellow subsidiaries or its holding companies was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Apart from the share option scheme of the Company as disclosed on pages 24 to 25, and that of its ultimate holding company, Asia Orient Holdings Limited ("Asia Orient"), and Asia Standard International Group Limited ("ASI") remains as intermediate holding company, at no time during the year was the Company, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31st March 2012, the interests and short position of the Directors and Chief Executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance (the "SFO")) which (a) are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which are taken or deemed to have under such provisions of the SFO); or (b) were recorded in the register required to be kept under Section 352 of the SFO; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

(I) LONG POSITIONS IN SHARES

(a) The Company

	Number of shares held			
Director	**Personal interest**	**Corporate interest**	**Total**	**Percentage of shares in issue (%)**
Poon Jing	50,050	1,132,669,492	1,132,719,542	73.08

Note:

By virtue of Mr. Poon Jing's interest in the Company through Asia Orient and its subsidiaries as disclosed under the heading "Substantial shareholders and other persons' interests and short positions in shares and underlying shares" below, Mr. Poon is deemed to be interested in the shares of all of the Company's subsidiaries.

Report of the Directors

(I) LONG POSITIONS IN SHARES (Continued)

(b) Associated corporations

Director	Associated corporation	Number of shares held: Personal interest	Family interest	Corporate interest	Total	Percentage of shares in issue (%)
Poon Jing	Asia Orient *(note 1)*	205,026,822	4,873,940	133,068,271	342,969,033	48.02
	ASI *(note 2)*	1,190,512	–	621,734,324	622,924,836	50.63
Fung Siu To, Clement	Asia Orient	14,148,814	–	–	14,148,814	1.98
	Mark Honour Limited	9	–	–	9	0.01

Notes:

(1) By virtue of Mr. Poon Jing's controlling interest (48.02%) in Asia Orient, he is deemed to be interested in the shares of the Company held by Asia Orient.

(2) By virtue of Mr. Poon Jing's controlling interest in Asia Orient, he is deemed to be interested in the shares of ASI held by subsidiaries of Asia Orient.

(II) LONG POSITIONS IN UNDERLYING SHARES

Interests in share options

(a) The Company

As at 31st March 2012, details of the share options granted to Directors under the share option scheme of the Company adopted on 28th August 2006 ("Company's Share Option Scheme") are as follows:

Director	Date of grant	Exercise price (HK$)	Exercise period	Outstanding as at 1st April 2011 and 31st March 2012
Fung Siu To, Clement	29th March 2007	1.296	29th March 2007 to 28th March 2017	8,000,000
Poon Tin Sau, Robert	29th March 2007	1.296	29th March 2007 to 28th March 2017	8,000,000
Lim Yin Cheng	2nd April 2007	1.300	2nd April 2007 to 1st April 2017	8,000,000
Woo Wei Chun, Joseph	2nd April 2007	1.300	2nd April 2007 to 1st April 2017	8,000,000

Note:

During the year, no option was granted to the Directors and the options granted to the Directors have not been exercised, lapsed or cancelled.

(II) LONG POSITIONS IN UNDERLYING SHARES (Continued)

Interests in share options (Continued)

(b) Associated corporation – Asia Orient

Director	Outstanding as at 1st April 2011 and 31st March 2012
Lim Yin Cheng	2,126,301
Fung Siu To, Clement	2,126,301
Woo Wei Chun, Joseph	3,469,228

Notes:

(1) Options were granted on 29th March 2007 and exercisable during the period from 29th March 2007 to 28th March 2017 at exercise price of HK$1.4315 (as adjusted) per share.

(2) During the year, no option was granted to the Directors and the options granted to the Directors have not been exercised, lapsed or cancelled.

(c) Associated corporation – ASI

Director	Outstanding as at 1st April 2011 and 31st March 2012
Poon Jing	515,544
Lim Yin Cheng	2,062,176
Fung Siu To, Clement	2,062,176

Notes:

(1) Options were granted on 30th March 2005 and exercisable during the period from 30th March 2005 to 29th March 2015 at an exercise price of HK$3.15 (as adjusted) per share.

(2) During the year, no option was granted to the Directors and options granted to the Directors have not been exercised, lapsed or cancelled.

Save as disclosed above, as at 31st March 2012, none of the Directors or the Chief Executive (including their spouse and children under 18 years of age) of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of the SFO) which (a) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which are taken or deemed to have under such provisions of the SFO); or (b) were recorded in the register required to be kept under Section 352 of the SFO; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31st March 2012, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the Directors and the Chief Executive.

LONG POSITIONS IN SHARES OF THE COMPANY

Shareholders	Number of shares held	Percentage (%)
Asia Standard Development (Holdings) Limited ("ASDHL")	367,962,684	23.74
Asia Standard International Limited ("ASIL")	716,979,512	46.26
ASI *(note 1)*	1,085,950,639	70.06
Asia Orient Holdings (BVI) Limited *(note 2)*	1,132,669,492	73.08
Asia Orient *(note 3)*	1,132,669,492	73.08

Notes:

(1) ASDHL and ASIL are the wholly owned subsidiaries of ASI. ASI is deemed to be interested in and duplicate the interest held by ASDHL and ASIL.

(2) Asia Orient Holdings (BVI) Limited and its subsidiaries together hold more than one-third of the issued shares of ASI and is deemed to be interested in and duplicate the interest held by ASI.

(3) Asia Orient Holdings (BVI) Limited is a wholly owned subsidiary of Asia Orient. Asia Orient is deemed to be interested in and duplicate the interest held by Asia Orient Holdings (BVI) Limited and its subsidiaries.

Save as disclosed above, as at 31st March 2012, the Directors are not aware of any other persons who had interests or short positions in the shares or underlying shares of the Company which are required to be recorded in the register required to be kept under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company's Share Option Scheme was adopted on 28th August 2006. The Board of Directors of the Company may grant options to any Director, employee, consultant, customer, supplier, agent, partner or advisers of or contractor to the Company, its subsidiary or any invested entity, their discretionary trust or the companies owned by them. The purpose was to provide incentives, recognise and acknowledge the contributions of, motivate and maintain relationship with the eligible participants.

The total number of shares available for issue upon exercise of all options to be granted under the Company's Share Option Scheme must not exceed 125,088,061 shares, representing about 8.07% of the shares in issue at the date of this report. The total maximum number of shares which might be issued upon exercise of all outstanding options granted and yet to be exercised under the Company's Share Option Scheme and any other share option scheme must not exceed 30% of the shares in issue from time to time. The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised, outstanding and cancelled options) under any options granted to the same participant under the Company's Share Option Scheme or any other share option scheme within any 12 months period, must not exceed 1% of the shares in issue from time to time.

There was no requirement for a grantee to hold the option for a certain period before exercising the option unless otherwise determined by the Directors. The exercise period should be any period determined by the board of the Directors but in any event the exercise period should not be later than 10 years from the date of grant. The grantee has to accept an option within 21 days from the date of offer by making a non-refundable payment of HK$1 to the Company.

The subscription price shall be at the discretion of the board of the Directors provided that it shall be not less than the highest of (i) the closing price of a share on the relevant date of grant; (ii) the average of the closing prices of the shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share. The Company's Share Option Scheme is effective for 10 years from 28th August 2006.

The following table discloses details of Company's share options granted under the Company's Share Option Scheme held by employees (including Directors):

Grantee	Date of grant	Exercise price (HK$)	Exercise period	Outstanding as at 1st April 2011 and 31st March 2012
Directors	29th March 2007	1.296	29th March 2007 to 28th March 2017	16,000,000
	2nd April 2007	1.300	2nd April 2007 to 1st April 2017	16,000,000
Directors of holding companies	2nd April 2007	1.300	2nd April 2007 to 1st April 2017	16,000,000
Employees of holding companies	2nd April 2007	1.300	2nd April 2007 to 1st April 2017	30,999,999
				78,999,999

Note:

During the year, no option was granted, exercised, lapsed or cancelled.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, the Company had not redeemed any of its shares. Neither the Company nor any of its subsidiaries purchased or sold any of the Company's listed securities during the year.

PRE-EMPTIVE RIGHTS

No pre-emptive rights exist in Bermuda in respect of the Company's share capital.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of the Group's purchases and sales for the year attributable to major suppliers and customers were as follows:

Percentage of purchases attributable to the Group's largest supplier	45.18%
Percentage of purchases attributable to the Group's five largest supplier	66.77%
Percentage of sales attributable to the Group's largest customer	6.39%
Percentage of sales attributable to the Group's five largest customer	16.37%

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors own more than 5% of the Company's share capital), held any interests in the share capital of the suppliers or customers noted above.

CONNECTED TRANSACTIONS

During the year ended 31st March 2012, the Group had the following continuing connected transaction constituted by the tenancy agreements entered into by JBC Travel Company Limited ("JBC"), the Company's wholly owned subsidiary.

JBC TENANCY AGREEMENTS

Pursuant to a tenancy agreement dated 8th February 2011 entered into between JBC and Hoi Chak Properties Limited ("Hoi Chak"), a subsidiary of ASI, JBC has been leasing an office situated in 16th Floor, Asia Standard Tower, 59-65 Queen's Road Central, Hong Kong (the "Premise") from Hoi Chak for a period of two years commencing from 1st March 2011 to 28th February 2013 at a monthly rental of HK$162,600. The annual caps in respect of the amount of annual rent are not exceeding HK$1,951,200 and HK$1,788,600 for the years ended 31st March 2012 and 2013 respectively.

During the year ended 31st March 2012, a total rent of HK$1,951,200 (2011: HK$162,600) was paid by JBC to Hoi Chak for the aforesaid tenancy agreement.

Hoi Chak is an indirect wholly owned subsidiary of ASI, which is in turn a substantial shareholder of the Company holding approximately 70.06% of the issued share capital of the Company. Both Hoi Chak and ASI are regarded as connected persons of the Company under the Listing Rules. Accordingly, the aforesaid tenancy agreement constitutes continuing connected transaction of the Company for the purpose of the Listing Rules.

Pursuant to Rule 14A.37 of the Listing Rules, the Independent Non-executive Directors of the Company have reviewed the continuing connected transaction and confirmed that the continuing connected transaction has been entered into (a) in the ordinary and usual course of business of the Group; (b) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and (c) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Pursuant to Rule 14A.38 of the Listing Rules, the Board of Directors engaged the independent auditor of the Company to perform certain procedures on the above continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusion in respect of the above continuing connected transaction. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Confirmation of independence pursuant to the independence guidelines under the Listing Rules on the Stock Exchange has been received from each of the Independent Non-executive Directors of the Company and the Company considers all existing Independent Non-executive Directors are independent.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares at the latest practicable date prior to the issuance of this report.

AUDITOR

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

POON JING
Chairman

Hong Kong, 22nd June 2012

Independent Auditor's Report

To the Shareholders of Asia Standard Hotel Group Limited
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Asia Standard Hotel Group Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 30 to 88, which comprise the consolidated and company balance sheets as at 31st March 2012, and the consolidated profit and loss account, the consolidated statement of comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda 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 auditor's 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 auditor considers 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 31st March 2012, and of the Group's loss 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.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 22nd June 2012

Consolidated Profit and Loss Account

For the year ended 31st March 2012

	Note	2012 HK$'000	2011 HK$'000
Revenue	5	**822,569**	695,851
Cost of sales		**(323,538)**	(330,246)
Gross profit		**499,031**	365,605
Selling and administrative expenses		**(126,319)**	(107,503)
Depreciation		**(90,139)**	(89,046)
Net investment (loss)/gain	6	**(566,740)**	222,905
Other gain		**–**	12,664
Operating (loss)/profit		**(284,167)**	404,625
Finance costs	10	**(173)**	(51,899)
(Loss)/profit before income tax		**(284,340)**	352,726
Income tax expense	11	**(27,114)**	(26,524)
(Loss)/profit for the year attributable to shareholders	12	**(311,454)**	326,202
Dividends	13	**–**	15,367
(Loss)/earnings per share (HK$)			
Basic	14	**(0.20)**	0.23
Diluted	14	**(0.20)**	0.22

Consolidated Statement of Comprehensive Income

For the year ended 31st March 2012

	2012 HK$'000	2011 HK$'000
(Loss)/profit for the year	**(311,454)**	326,202
Other comprehensive (charge)/income		
Fair value (loss)/gain on available-for-sale investments	**(38,021)**	8,175
Impairment of available-for-sale investments charged to profit and loss account	**2,261**	551
Release of reserve upon disposal of available-for-sale investments	**–**	(9,008)
Currency translation differences	**(6,133)**	10,574
	(41,893)	10,292
Total comprehensive (charge)/income for the year attributable to shareholders	**(353,347)**	336,494

Consolidated Balance Sheet

As at 31st March 2012

	Note	2012 HK$'000	2011 HK$'000
Non-current assets			
Property, plant and equipment	15	**2,496,669**	2,586,848
Available-for-sale investments	17	**186,331**	220,100
		2,683,000	2,806,948
Current assets			
Inventories		**2,342**	2,341
Trade and other receivables	20	**106,426**	102,826
Financial assets at fair value through profit or loss	18	**1,234,554**	1,699,188
Bank balances and cash	21	**133,710**	111,705
		1,477,032	1,916,060
Current liabilities			
Trade and other payables	22	**63,905**	47,112
Derivative financial instruments	19	**3,402**	23,767
Borrowings	25	**668,071**	842,295
Income tax payable		**20,722**	19,340
		756,100	932,514
Net current assets		**720,932**	983,546
Total assets less current liabilities		**3,403,932**	3,790,494
Non-current liabilities			
Long term borrowings	25	**917,839**	968,165
Deferred income tax liabilities	26	**46,737**	26,619
		964,576	994,784
Net assets		**2,439,356**	2,795,710
Equity			
Share capital	23	**30,997**	30,757
Reserves	24	**2,408,359**	2,764,953
		2,439,356	2,795,710

Lim Yin Cheng
Director

Fung Siu To, Clement
Director

Balance Sheet

As at 31st March 2012

	Note	2012 HK$'000	2011 HK$'000
Non-current assets			
Subsidiaries	*16*	**–**	–
Current assets			
Amounts due from subsidiaries	*16*	**2,755,967**	2,777,815
Prepayments		**296**	342
Bank balances and cash	*21*	**627**	394
		2,756,890	2,778,551
Current liabilities			
Trade and other payables		**781**	859
Borrowings	*25*	**–**	19,000
		781	19,859
Net current assets		**2,756,109**	2,758,692
Net assets		**2,756,109**	2,758,692
Equity			
Share capital	*23*	**30,997**	30,757
Reserves	*24*	**2,725,112**	2,727,935
		2,756,109	2,758,692

Lim Yin Cheng
Director

Fung Siu To, Clement
Director

Consolidated Statement of Cash Flows

For the year ended 31st March 2012

	Note	2012 HK$'000	2011 HK$'000
Cash flows from operating activities			
Net cash generated from/(used in) operations	31	**258,216**	(318,704)
Interest paid		**(30,075)**	(25,878)
Interest received from bank deposits and loan receivables		**2,837**	2,233
Income tax paid		**(5,614)**	–
Net cash generated from/(used in) operating activities		**225,364**	(342,349)
Cash flows from investing activities			
Addition of property, plant and equipment		**(7,575)**	(29,126)
Proceeds on disposal of property, plant and equipment		**29**	3
Proceeds on disposal of available-for-sale investments		**–**	14,786
Net cash used in investing activities		**(7,546)**	(14,337)
Net cash generated/(used) before financing activities		**217,818**	(356,686)
Cash flows from financing activities			
Drawdown of long term borrowings		**–**	360,120
Repayment of long term borrowings		**(39,500)**	(28,500)
Net (decrease)/increase in short term borrowings		**(156,426)**	9,074
Conversion of warrants		**–**	58,396
Dividend paid		**(3,007)**	(4,389)
Net cash (used in)/generated from financing activities		**(198,933)**	394,701
Net increase in cash and cash equivalents		**18,885**	38,015
Cash and cash equivalents at the beginning of the year		**111,705**	76,452
Changes in exchange rates		**3,120**	(2,762)
Cash and cash equivalents at the end of the year		**133,710**	111,705
Analysis of the balances of cash and cash equivalents			
Bank balances and cash	21	**133,710**	111,705

Consolidated Statement of Changes in Equity

For the year ended 31st March 2012

	Share capital HK$'000	Other reserves HK$'000	Revenue reserve HK$'000	Total HK$'000
At 31st March 2010	26,246	2,250,579	87,145	2,363,970
Fair value gain on available-for-sale investments	–	8,175	–	8,175
Impairment of available-for-sale investments charged to profit and loss account	–	551	–	551
Release of reserve upon disposal of available-for-sale investments	–	(9,008)	–	(9,008)
Currency translation differences	–	10,574	–	10,574
Profit for the year	–	–	326,202	326,202
Total comprehensive income for the year	–	10,292	326,202	336,494
Issue of shares upon conversion of warrants	4,027	148,407	(52,799)	99,635
Expiry of warrants	–	20,345	(20,345)	–
2010 final dividend	393	9,335	(13,187)	(3,459)
2011 interim dividend	91	2,812	(3,833)	(930)
Total transactions with owners	4,511	180,899	(90,164)	95,246
At 31st March 2011	**30,757**	**2,441,770**	**323,183**	**2,795,710**
Fair value loss on available-for-sale investments	**–**	**(38,021)**	**–**	**(38,021)**
Impairment of available-for-sale investments charged to profit and loss account	**–**	**2,261**	**–**	**2,261**
Currency translation differences	**–**	**(6,133)**	**–**	**(6,133)**
Loss for the year	**–**	**–**	**(311,454)**	**(311,454)**
Total comprehensive charge for the year	**–**	**(41,893)**	**(311,454)**	**(353,347)**
2011 final dividend	**240**	**8,287**	**(11,534)**	**(3,007)**
Total transaction with owners	**240**	**8,287**	**(11,534)**	**(3,007)**
At 31st March 2012	**30,997**	**2,408,164**	**195**	**2,439,356**

Notes to the Financial Statements

1 BASIS OF PREPARATION

The consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of available-for-sale investments, financial assets at fair value through profit or loss and derivative financial instruments, which are carried at fair value, and in accordance with Hong Kong Financial Reporting Standards ("HKFRS").

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4.

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2 PRINCIPAL ACCOUNTING POLICIES

(A) THE ADOPTION OF NEW/REVISED HKFRS

The following revised and amended HKFRSs are relevant to the Group's operations and are mandatory for accounting periods beginning on or after 1st January 2011:

HKAS 24 (Revised)	Related Party Disclosures
Amendment to HKAS 34	Interim Financial Reporting

The adoption of the above HKFRSs in the current year did not have any significant effect on the financial information or result in any substantial changes in the Group's significant accounting policies.

The following new HKFRSs are relevant to the Group's operation but not yet effective for the year ended 31st March 2012:

Effective for accounting periods beginning on or after:

1st January 2013	
HKFRS 10	Consolidated Financial Statements
HKFRS 13	Fair Value Measurement
1st January 2015	
HKFRS 9	Financial Instruments

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(A) THE ADOPTION OF NEW/REVISED HKFRS (Continued)

HKFRS 10 "Consolidated Financial Statements" builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. The Group is yet to assess HKFRS 10's full impact and intends to adopt HKFRS 10 no later than the accounting period beginning on or after 1st January 2013.

HKFRS 13 "Fair Value Measurement" aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs. The Group is yet to assess HKFRS 13's full impact and intends to adopt HKFRS 13 no later than the accounting period beginning on or after 1st January 2013.

HKFRS 9 establishes the principles for financial reporting of financial assets. Financial assets are required to be classified into two measurement categories: those to be measured subsequently at fair value, and those to be measured subsequently at amortised cost. The decision is to be made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

An instrument is subsequently measured at amortised cost only if it is a debt instrument and both the objective of the entity's business model is to hold the asset to collect the contractual cash flows, and the asset's contractual cash flows represent only payments of principal and interest (that is, it has only 'basic loan features'). All other debt instruments are to be measured at fair value through profit or loss.

All equity instruments are to be measured subsequently at fair value. Equity instruments that are held for trading will be measured at fair value through profit or loss. For all other equity investments, an irrevocable election can be made at initial recognition, to recognise unrealised and realised fair value gains and losses through other comprehensive income rather than profit or loss. There is to be no recycling of fair value gains and losses to profit or loss. This election may be made on an instrument-by-instrument basis. Dividends are to be presented in profit or loss, as long as they represent a return on investment.

The Group has not early adopted the above new HKFRSs. The Group has already commenced an assessment of the related impact to the Group. The Group is not yet in a position to state whether they will have substantial change to the Group's accounting policies and presentation of the financial statements.

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(B) BASIS OF CONSOLIDATION

The consolidated financial statements of the Group include the financial statements of the Company and all its subsidiaries made up to 31st March.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquire and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of comprehensive income.

The profit or loss on disposal of subsidiaries, is calculated by reference to the net assets at the date of disposal including the attributable amount of goodwill and any related exchange reserve.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary in the consolidated financial statements to ensure consistency with the accounting policies adopted by the Group.

Non-controlling interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(C) SUBSIDIARIES

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

In the Company's balance sheet, the investments in subsidiaries are stated at cost less provision for impairment losses. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(D) SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources, assessing performance of the operating segments and making strategies decisions, is identified as the Board of Directors of the Company.

(E) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are expensed in the profit and loss account during the financial period in which they are incurred.

Leasehold land classified as finance lease commences amortisation from the time when the land interest become available for the intended use. Amortisation on leasehold land classified as finance lease and depreciation of property, plant and equipment is calculated using straight-line method to allocate the cost to their residual values over their estimated useful lives, as follows:

Leasehold land classified as finance lease	Remaining lease term
Hotel and other buildings in Hong Kong	Shorter of 50 years or the remaining lease period of the land on which the buildings are located
Hotel buildings in overseas	25 years
Plant and equipment	3 – 10 years

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(E) PROPERTY, PLANT AND EQUIPMENT (Continued)

Freehold land is not amortised.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

The gain or loss on disposal of an asset is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2 (H)).

(F) GOODWILL

Goodwill represents the excess of the cost of acquisition over the fair values of the Group's share of the net identifiable assets of the acquired subsidiaries at the date of acquisition. If the Group's share of the net identifiable assets of the acquired subsidiaries at the date of acquisition is more than the cost of acquisition, the excess will be recognised as a gain in the consolidated profit and loss account. Goodwill on acquisition of a foreign operation is treated as an asset of the foreign operation and translated at closing rate.

Goodwill on acquisition of a subsidiary is included in intangible assets. Goodwill as intangible asset is tested for impairment at least annually and whenever there is any impairment indication and carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. Impairment losses recognised on goodwill are not reversed.

(G) INVENTORIES

Inventories comprise primarily food, beverages and operating supplies and are stated at the lower of cost and net realisable value. Cost is calculated on the weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less selling expenses.

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(H) IMPAIRMENT OF NON-FINANCIAL ASSETS

Assets that have an indefinite useful life or are not yet available for use are not subject to depreciation or amortisation and are at least tested annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each balance sheet date.

(I) FINANCIAL ASSETS/LIABILITIES

The Group classifies its investments in the following categories: financial assets at fair value through profit or loss, loans and receivables, available-for-sale investments and derivative financial instruments. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition.

(i) Financial assets at fair value through profit or loss and derivative financial instruments

This category represents financial assets that are either designated in this category at inception (except for subsequent reclassification permitted under the standard) or held for trading. A financial asset is classified in this category if so designated by management or for the purpose of selling them in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months of the balance sheet date.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets.

(iii) Available-for-sale investments

Available-for-sale investments are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the balance sheet date.

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(I) FINANCIAL ASSETS/LIABILITIES (Continued)

Purchases and sales of investments are recognised on trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the profit and loss account. Investments are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial assets at fair value through profit or loss and available-for-sale investments are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains and losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" category are included in the profit and loss account in the period in which they arise. Dividend income from financial assets at fair value through profit or loss and available-for-sale investments is recognised in the profit and loss account when the right to receive payment is established. Changes in the fair value of available-for-sale investments are recognised in other comprehensive income. When securities classified as available-for-sale investments are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the profit and loss account as net investment gain or loss.

The fair values of financial instruments traded in active markets are based on quoted market price at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair values of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date. Quoted market prices or dealer quotes for similar instruments are used for long term debt. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward foreign exchange contract is determined using forward exchange market rates at the balance sheet date.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available-for-sale investments, a significant or prolonged decline in the fair value of the securities below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale investments, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the profit and loss – is removed from equity and recognised in the profit and loss account. Impairment losses recognised in the profit and loss account on equity instruments are not reversed through the profit and loss account. Impairment test of receivables is described in note 2(N).

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(I) FINANCIAL ASSETS/LIABILITIES (Continued)

Derivatives financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value.

Changes in the fair value of derivative financial instruments are recognised immediately in the profit and loss account.

The Group may choose to reclassify a non-derivative trading financial asset out of the held for trading category if the financial asset is no longer held for the purpose of selling it in the near term. Financial assets other than loans and receivables are permitted to be reclassified out of the held for trading category only in rare circumstances arising from a single event that is unusual and highly unlikely to recur in the near term. In addition, the Group may choose to reclassify financial assets that would meet the definition of loans and receivables or held-to-maturity investments out of the held-for-trading or available-for-sale categories if the Group has the intention and ability to hold these financial assets for the foreseeable future or until maturity at the date of reclassification.

Reclassifications are made at fair value as of the reclassification date. Fair value becomes the new cost or amortised cost as applicable, and no reversals of fair value gains or losses recorded before reclassification date are subsequently made. Effective interest rates for financial assets reclassified to loans and receivables and held-to-maturity categories are determined at the reclassification date. Further increases in estimates of cash flows adjust effective interest rates prospectively.

(J) BORROWINGS

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the initiation of the borrowings, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost with any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit and loss account or capitalised when applicable over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(K) CURRENT AND DEFERRED INCOME TAX

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or a liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(L) PROVISIONS

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(M) OPERATING LEASES

Leases in which a significant portion of risks and rewards of ownership of assets are retained by the lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessors), are charged in the profit and loss account on a straight-line basis over the period of the leases.

(N) TRADE AND OTHER RECEIVABLES

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the profit and loss account within "selling and administrative expenses". When a receivable is uncollectible, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited against "selling and administrative expenses" in the profit and loss account. Trade and other receivables in the consolidated balance sheet are stated net of such provision.

(O) REVENUE RECOGNITION

Revenue comprises the fair value of the consideration received or receivable for the sales of goods and services in ordinary course of the Group's activities. Revenue is recognised as follows:

Revenue from hotel and catering operations is recognised upon provision of services.

Operating lease rental income is recognised on a straight-line basis over the term of the lease.

Revenue from sale of air tickets is recognised when the tickets are delivered.

Revenue from hotel reservation service is recognised when service is rendered.

Interest income is recognised on a time proportion basis using the effective interest method.

Dividend income is recognised when the right to receive payment is established.

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(P) FOREIGN CURRENCY TRANSLATION

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollar, which are the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the securities and other changes in the carrying amount of the securities. Translation differences related to changes in the amortised cost are recognised in the profit and loss account, and other changes in the carrying amount are recognised in equity.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in the profit and loss account as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in the fair value reserve in equity.

(iii) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

(b) income and expenses for each profit and loss account are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

(c) all resulting exchange differences are recognised as a separate component of equity.

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(P) FOREIGN CURRENCY TRANSLATION (Continued)

(iii) Group companies (Continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, are taken to other comprehensive income. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the profit and loss account as part of the gain or loss on sale.

Fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(Q) EMPLOYEE BENEFITS

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Retirement benefit obligations

The Group contributes to several defined contribution retirement schemes which are available to employees. The assets of the schemes are held separately from those of the Group in independently administered funds. The Group's contributions to these schemes are expensed as incurred.

(iii) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision of original estimates, if any, in the consolidated profit and loss account, with a corresponding adjustment to equity.

When the options are exercised, the Company issue new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

The Group has adopted the transitional provisions under HKFRS 2 for options granted after 7th November 2002 and vested at the effective date of HKFRS 2.

2 PRINCIPAL ACCOUNTING POLICIES (Continued)

(R) BORROWING COSTS

All borrowing costs are recognised in the consolidated profit and loss account in the year in which they are incurred.

(S) TRADE PAYABLES

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(T) DIVIDEND DISTRIBUTION

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors where applicable.

(U) SCRIP DIVIDEND

Where the Company pays its dividends in the form of shares or gives the shareholders the options to receive a dividend in either cash or ordinary shares (referred to as scrip dividend), the shares issued are recognised at fair value.

(V) SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

(W) CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less and bank overdrafts.

(X) RELATED PARTIES

Related parties are individuals and companies, including subsidiaries, fellow subsidiaries and key management (including close members of their families), where the individual, company or group has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions.

(Y) FINANCIAL GUARANTEE (INSURANCE CONTRACTS)

The Company assesses at each balance sheet date the liabilities under its financial guarantee contracts using current estimates of future cash flows. Changes in carrying amount of these liabilities are recognised in the profit and loss account.

The Company accounts for its financial guarantee contracts in respect of guarantees provided to its subsidiaries in accordance with HKFRS 4, "Insurance Contracts".

3 FINANCIAL RISK MANAGEMENT

(I) FINANCIAL RISK FACTORS

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign exchange risk

The Group's operations are mainly in Hong Kong. Entities within the Group are exposed to foreign exchange risk from future commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The Group has certain investments in foreign operations including Canada and Mainland China, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies.

The Group currently does not have a foreign currency hedging policy. It manages its foreign currency risk by closely monitoring the movement of the foreign currency rates and will consider entering into forward foreign exchange contracts to reduce the exposure should the need arise.

Currency risks as defined by HKFRS 7 arise on account of monetary assets and liabilities being denominated in a currency that is not the functional currency, differences resulting from the translation of financial statements into the Group's presentation currency are not taken into consideration.

The Group is also exposed to foreign currency risk with respect to financial assets at fair value through profit or loss, accrued interest and dividend receivable, bank balances and borrowings which are denominated in United States dollar, Sterling, Euro and Japanese Yen.

At 31st March 2012, the Group's entities with functional currency of Hong Kong dollar had United States dollar net monetary assets of HK$487,048,000 (2011: HK$493,016,000). Under the Linked Exchange Rate System in Hong Kong, Hong Kong dollar is pegged to United States dollar, management considers that there is no significant foreign exchange risk with respect to United States dollar.

3 FINANCIAL RISK MANAGEMENT (Continued)

(I) FINANCIAL RISK FACTORS (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

If the foreign currency had strengthened/weakened by 5%, with all other variables held constant, the Group's post tax result would have the following changes:

	2012			2011		
	Net monetary assets/ (liabilities) amount	Effect on post tax result if exchange rate changes by		Net monetary assets/ (liabilities) amount	Effect on post tax result if exchange rate changes by	
		+5%	-5%		+5%	-5%
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Sterling	437,381	21,868	(21,868)	535,089	26,745	(26,745)
Euro	(1,168)	(69)	69	194,223	9,708	(9,708)
Japanese Yen	(64,114)	(2,677)	2,677	(82,033)	(7,472)	7,472

(ii) Price risk

The Group is exposed to equity and debt securities price risk from the Group's available-for-sale investments and financial assets at fair value through profit or loss. The performance of the Group's investments are closely monitored, together with an assessment of their relevance to the Group's long term strategic plans.

The Group's listed investments in equity and debts securities of other entities (classified as "available-for-sale investments" and "financial assets at fair value through profit or loss") are traded in the Hong Kong Stock Exchange, London Stock Exchange, New York Stock Exchange, Singapore Stock Exchange and Luxembourg Stock Exchange. Gains and losses arising from changes in fair value of available-for-sale investments and financial assets at fair value through profit or loss are dealt with in equity and the profit and loss account respectively.

3 FINANCIAL RISK MANAGEMENT (Continued)

(I) FINANCIAL RISK FACTORS (Continued)

(a) Market risk (Continued)

(ii) Price risk (Continued)

For every 10% increase/decrease in the prices of financial instruments, with all other variables held constant, the Group's post tax result would have the following changes:

	2012				2011			
	Effect on post tax result if the price changes by		Effect on available-for-sale investment reserve if the price changes by		Effect on post tax result if the price changes by		Effect on available-for-sale investment reserve if the price changes by	
	+10% HK$'000	−10% HK$'000	+10% HK$'000	−10% HK$'000	+10% HK$'000	−10% HK$'000	+10% HK$'000	−10% HK$'000
Financial assets at fair value through profit or loss	120,911	(120,911)	–	–	166,912	(166,912)	–	–
Available-for-sale investments	–	(306)	18,633	(18,327)	–	(254)	22,010	(21,756)

(b) Credit risk

The credit risk of the Group mainly arises from cash and cash equivalents, financial assets at fair value through profit or loss (note 18) as well as credit exposures to trade and other receivables.

The Group is not exposed to significant concentrations of credit risk. Sales are either made in cash, via major credit cards or to customers with appropriate credit history.

The Group has limited its credit exposure by restricting their selection of financial institutions. Trade and other receivables and debt securities are assessed based on the credit quality of the debtors, taking into account their financial position, past experience and other factors. Individual risk limits are set by management and the utilisation of credit limits is regularly monitored.

(c) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its current obligations when they fall due. The Group closely monitors its liquidity through maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of credit facilities and compliance of financial covenants of borrowings. The Group maintains flexibility in funding by keeping credit lines available and maintaining a reasonable level of marketable securities to meet any unexpected and material cash requirements in the course of ordinary business and to provide contingency liquidity support.

The Group measures its liquidity using the gearing ratio, which represents the net debt against the net assets, after taking into account the fair value of hotel properties. Currently it is at a relatively low level compared to the thresholds stated at the financial covenants of the bank borrowings.

3 FINANCIAL RISK MANAGEMENT (Continued)

(I) FINANCIAL RISK FACTORS (Continued)

(c) Liquidity risk (Continued)

The relevant maturity groupings on the contractual undiscounted cash flow based on the remaining period at the balance sheet date to the contractual maturity date of the Group's and the Company's financial liabilities are analysed in the financial statements.

The tables below analyse the Group's and the Company's financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amount disclosed in the table are the contractual face value without applying discounted cash flow model based on the earliest date on which the Group is required to pay.

Specifically, for term loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect. The maturity analysis for other borrowings is prepared based on the scheduled repayment dates.

	Group					Company	
	On demand HK$'000	Within 1 year HK$'000	Within 2 to 5 years HK$'000	After 5 years HK$'000	Total undiscounted cash flows HK$'000	Within 1 year HK$'000	Total undiscounted cash flows HK$'000
At 31st March 2012							
Non-derivative financial liabilities							
Trade and other payables	**–**	**63,905**	**–**	**–**	**63,905**	**781**	**781**
Borrowings	**618,202**	**62,987**	**267,839**	**704,051**	**1,653,079**	**–**	**–**
	618,202	**126,892**	**267,839**	**704,051**	**1,716,984**	**781**	**781**
Derivative financial liabilities							
Interest rate swaps							
– Outflow	**–**	**2,927**	**270**	**–**	**3,197**	**–**	**–**
	618,202	**129,819**	**268,109**	**704,051**	**1,720,181**	**781**	**781**
At 31st March 2011							
Non-derivative financial liabilities							
Trade and other payables	–	47,112	–	–	47,112	859	859
Borrowings	802,970	52,216	256,435	777,191	1,888,812	19,263	19,263
	802,970	99,328	256,435	777,191	1,935,924	20,122	20,122
Derivative financial liabilities							
Interest rate swaps							
– Inflow	–	(77,882)	–	–	(77,882)	–	–
– Outflow	–	99,429	2,964	–	102,393	–	–
	–	21,547	2,964	–	24,511	–	–
	802,970	120,875	259,399	777,191	1,960,435	20,122	20,122

3 FINANCIAL RISK MANAGEMENT (Continued)

(I) FINANCIAL RISK FACTORS (Continued)

(c) Liquidity risk (Continued)

The following table summarises the maturity analysis of term loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amount includes interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the "on demand" time band in the maturity analysis above. Taking into account the Group's financial position, the directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	Within 1 year HK$'000	Within 2 to 5 years HK$'000	After 5 years HK$'000	Total undiscounted cash flows HK$'000
31st March 2012	**13,211**	**49,792**	**20,277**	**83,280**
31st March 2011	13,916	52,522	33,222	99,660

(d) Cash flow interest rate risk

Other than bank balances and deposits, financial investments with fixed coupon and loan receivables (collectively "Interest Bearing Assets"), the Group has no other significant interest bearing assets. The Group's interest rate risk also arises from borrowings ("Interest Bearing Liabilities").

Interest Bearing Assets (except financial investments with fixed coupons) and Interest Bearing Liabilities are primarily issued at variable rates which therefore expose the Group to cash flow interest rate risk. The Group manages this risk by limited use of floating-to-fixed interest rate swaps.

At 31st March 2012, with all other variables held constant, if the interest rate had increased/decreased by 10 basis point, the Group's post tax loss (2011: post tax profit) would have been HK$992,000 higher/lower (2011: HK$1,073,000 lower/higher).

(II) CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

3 FINANCIAL RISK MANAGEMENT (Continued)

(II) CAPITAL RISK MANAGEMENT (Continued)

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The Group monitors capital on the basis of the gearing ratio against net assets and revalued net assets. Net assets ("Net assets") are the net assets as shown in the consolidated balance sheet prepared in accordance with HKFRS where revalued net assets ("Revalued net assets") are prepared having taken into account the fair value of hotel properties, net of relevant deferred income taxes, in addition to the Net assets. According to the Group's accounting policies, no properties other than investment properties are to be carried at valuation. Details of the valuation of the hotel properties, prepared for readers' information only, are set out in note 15(a) to the financial statements.

The gearing ratio against Net assets is calculated as net debt divided by Net assets and the gearing ratio against Revalued net assets is calculated as net debt divided by Revalued net assets. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) less bank balances and cash.

The gearing ratios at 31st March 2012 and 2011 were as follows:

	2012 **HK$'000**	2011 HK$'000
Borrowings *(note 25)*	**1,585,910**	1,810,460
Less: Bank balances and cash *(note 21)*	**(133,710)**	(111,705)
Net debt	**1,452,200**	1,698,755
Net assets	**2,439,356**	2,795,710
Gearing ratio against net assets	**60%**	61%
		(Restated)
Revalued net assets	**8,045,000**	6,976,000
Gearing ratio against Revalued net assets	**18%**	24%

(III) FAIR VALUE ESTIMATION

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).

3 FINANCIAL RISK MANAGEMENT (Continued)

(III) FAIR VALUE ESTIMATION (Continued)

- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).

- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31st March 2012.

	Level 1 HK$'000	Level 2 HK$'000	Total HK$'000
Assets			
Financial assets at fair value through profit or loss	**1,234,554**	**–**	**1,234,554**
Available-for-sale investments	**186,331**	**–**	**186,331**
	1,420,885	**–**	**1,420,885**
Liabilities			
Derivative financial instruments	**–**	**3,402**	**3,402**

The following table presents the Group's assets and liabilities that are measured at fair value at 31st March 2011.

	Level 1 HK$'000	Level 2 HK$'000	Total HK$'000
Assets			
Financial assets at fair value through profit or loss	1,699,188	–	1,699,188
Available-for-sale investments	220,100	–	220,100
	1,919,288	–	1,919,288
Liabilities			
Derivative financial instruments	–	23,767	23,767

The fair value of financial instruments traded in active markets (such as trading and available-for-sale securities) is based on quoted market prices at the balance sheet date.

The fair value of financial instruments that are not traded in an active market is determined by using the latest available transaction price or valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date.

3 FINANCIAL RISK MANAGEMENT (Continued)

(III) FAIR VALUE ESTIMATION (Continued)

The carrying value less impairment provision of trade receivables and payables are a reasonable approximation of their fair values. The fair values of financial liabilities for disclosure purposes are estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements 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. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out below:

(A) IMPAIRMENT OF TRADE AND OTHER RECEIVABLES

The policy for provision for impairment of receivables of the Group is based on the evaluation of collectability and aging analysis and by management judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables.

(B) INCOME TAXES

The Group is subject to income taxes in Hong Kong and other jurisdictions. Judgement is required in certain provision for income taxes for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for potential tax exposures based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax provisions in the period in which such determination is made.

Recognition of deferred income tax assets (note 26), which principally relate to tax losses, depends on management's expectation of future taxable profits that will be available against which tax losses can be utilised. The outcome of their actual utilisation may be different.

(C) FAIR VALUES OF DERIVATIVE FINANCIAL INSTRUMENTS

The fair values of derivative financial instruments (note 19) that are not traded in active markets are determined by using valuation techniques. Where valuation techniques are used to determine fair values, they are periodically reviewed. To the extent practical, models use only observable data, however areas such as credit risk, volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the fair values of derivative financial instruments.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(D) IMPAIRMENT OF AVAILABLE-FOR-SALE INVESTMENTS

The Group follows the guidance of HKAS 39 to determine when an available-for-sale investment is impaired. This determination requires significant judgement. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost.

5 TURNOVER AND SEGMENT INFORMATION

The Company is a limited liability company incorporated in Bermuda and is listed on The Stock Exchange of Hong Kong Limited. The address of its registered office is 30th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong.

(A) TURNOVER

The Group is principally engaged in hotel, catering services, travel agency operations and securities investment.

Turnover comprises revenues from hotel, catering services, travel agency operations, interest income and dividend income, together with gross consideration from disposal of financial assets at fair value through profit or loss and derivative financial instruments.

Revenue includes revenue from hotel, catering services, travel agency operations and interest income and dividend income.

	2012 **HK$'000**	2011 HK$'000
Turnover		
Revenue		
Hotel operating income	**487,942**	402,216
– Room rentals	**405,510**	320,264
– Food and beverages	**61,454**	59,741
– Ancillary services	**7,635**	8,388
– Rental income	**13,343**	13,823
Catering income	**12,084**	12,258
Travel agency income	**198,192**	217,031
Investments	**122,162**	62,596
Other operations	**2,189**	1,750
	822,569	695,851
Gross consideration from disposal of financial assets at fair value through profit or loss and derivative financial instruments	**909,526**	385,316
	1,732,095	1,081,167

5 TURNOVER AND SEGMENT INFORMATION (Continued)

(B) SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments. The operating segments were determined based on the reports reviewed by the chief operating decision-maker. The Group is organised into four main operating segments, comprising hotel operation, catering services, travel agency and investments.

Hotel operation	–	hotel operation in Hong Kong and Canada
Catering services	–	restaurant operation in Hong Kong and Mainland China
Travel agency	–	sale of air tickets and hotel reservation service in Hong Kong
Investments	–	Investments in financial instruments

Segment assets consist primarily of property, plant and equipment, inventories, trade and other receivables, available-for-sale investments and financial assets at fair value through profit or loss. Segment liabilities comprise mainly borrowings.

	Hotel operation HK$'000	Catering services HK$'000	Travel agency HK$'000	Investments HK$'000	Others HK$'000	Total HK$'000
2012						
Turnover	487,942	12,084	198,192	1,031,688	2,189	1,732,095
Segment revenue	487,942	12,084	198,192	122,162	2,189	822,569
Contribution to segment results	279,899	(2,377)	(1,597)	120,444	2,189	398,558
Depreciation	(89,806)	(153)	(30)	–	(150)	(90,139)
Net investment loss	–	–	–	(566,740)	–	(566,740)
Segment results	190,093	(2,530)	(1,627)	(446,296)	2,039	(258,321)
Unallocated corporate expenses						(25,846)
Operating loss						(284,167)
Finance costs						(173)
Loss before income tax						(284,340)
Income tax expense						(27,114)
Loss for the year attributable to shareholders						(311,454)

5 TURNOVER AND SEGMENT INFORMATION (Continued)

(B) SEGMENT INFORMATION (Continued)

	Hotel operation HK$'000	Catering services HK$'000	Travel agency HK$'000	Investments HK$'000	Others HK$'000	Total HK$'000
2011						
Turnover	402,216	12,258	217,031	447,912	1,750	1,081,167
Segment revenue	402,216	12,258	217,031	62,596	1,750	695,851
Contribution to segment results	212,958	(1,091)	(1,445)	62,928	1,750	275,100
Depreciation	(88,721)	(161)	(55)	–	(109)	(89,046)
Net investment gain	–	–	–	222,905	–	222,905
Other gain	–	–	–	–	12,664	12,664
Segment results	124,237	(1,252)	(1,500)	285,833	14,305	421,623
Unallocated corporate expenses						(16,998)
Operating profit						404,625
Finance costs						(51,899)
Profit before income tax						352,726
Income tax expense						(26,524)
Profit for the year attributable to shareholders						326,202

Notes to the Financial Statements

5 TURNOVER AND SEGMENT INFORMATION (Continued)

(B) SEGMENT INFORMATION (Continued)

	Hotel operation HK$'000	Catering services HK$'000	Travel agency HK$'000	Investments HK$'000	Others HK$'000	Total HK$'000
2012						
Segment assets	**2,532,113**	**3,689**	**15,283**	**1,445,847**	**29,390**	**4,026,322**
Other unallocated assets						**133,710**
						4,160,032
Segment liabilities						
Borrowings	**1,044,007**	**–**	**–**	**541,903**	**–**	**1,585,910**
Other unallocated liabilities						**134,766**
						1,720,676
Additions to non-current assets*	**7,397**	**48**	**30**	**–**	**100**	**7,575**
2011						
Segment assets	2,619,332	3,670	10,629	1,947,701	29,971	4,611,303
Other unallocated assets						111,705
						4,723,008
Segment liabilities						
Borrowings	1,097,683	–	–	712,777	–	1,810,460
Other unallocated liabilities						116,838
						1,927,298
Additions to non-current assets*	29,093	234	46	–	3,675	33,048

* The amounts exclude financial instruments.

5 TURNOVER AND SEGMENT INFORMATION (Continued)

(B) SEGMENT INFORMATION (Continued)

	2012 HK$'000	2011 HK$'000
Revenue		
Hong Kong	**619,218**	554,595
Overseas	**203,351**	141,256
	822,569	695,851
Non-current assets*		
Hong Kong	**2,250,371**	2,315,045
Overseas	**246,298**	271,803
	2,496,669	2,586,848

* The amounts exclude financial instruments.

6 NET INVESTMENT (LOSS)/GAIN

	2012 HK$'000	2011 HK$'000
Financial assets at fair value through profit or loss		
– net unrealised (loss)/gain from market price movements	**(249,333)**	162,567
– net unrealised exchange (loss)/gain	**(16,367)**	48,096
– net realised (loss)/gain *(note)*	**(294,416)**	20,940
Available-for-sale investments		
– net realised gain	**–**	2,314
– impairment	**(2,261)**	(551)
Derivative financial instruments		
– net unrealised loss	**–**	(10,461)
– net realised loss	**(4,363)**	–
	(566,740)	222,905

Note:

	2012 HK$'000	2011 HK$'000
Net realised (loss)/gain on financial assets at fair value through profit or loss		
Gross consideration	**905,852**	385,316
Cost of investments	**(975,428)**	(177,619)
Total (loss)/gain	**(69,576)**	207,697
Less: net unrealised gain recognised in prior years	**(224,840)**	(186,757)
Net realised (loss)/gain recognised in current year	**(294,416)**	20,940

7 INCOME AND EXPENSES BY NATURE

	2012 HK$'000	2011 HK$'000
Income		
Operating lease rental income for hotel buildings	**13,342**	13,823
Interest income		
– Listed investments	**107,332**	34,886
– Unlisted investments	**–**	9
– Loan receivables	**2,189**	1,750
– Bank deposits	**622**	483
Dividend income		
– Listed investments	**13,975**	27,218
Expenses		
Cost of goods sold	**173,880**	185,972
Employee benefit expense including Directors' emoluments *(note 8)*	**131,576**	111,647
Auditor's remuneration	**3,437**	2,335
Operating lease rental expense for land and buildings	**7,286**	6,285
Loss on disposal of property, plant and equipment	**79**	1,827

8 EMPLOYEE BENEFIT EXPENSE

	2012	2011
	HK$'000	HK$'000
Wages and salaries	**126,752**	107,600
Termination benefit	**160**	51
Retirement benefit costs	**4,664**	3,996
	131,576	111,647

Staff costs are stated inclusive of Directors' emoluments and are included in cost of sales and selling and administrative expenses.

(A) RETIREMENT BENEFITS COST

The Group participates in various types of defined contribution schemes for employees, namely the Mandatory Provident Fund ("MPF") Scheme and Occupational Retirement Scheme Ordinance ("ORSO") Scheme in Hong Kong and Canada Pension Plan ("CPP") in Canada.

In Hong Kong, the Group participates in defined contribution schemes under the ORSO which are available to employees joining before 1st December 2000. Under these schemes, contributions of 5% of the employee's monthly salaries are made by the employees and by the Group. The Group's contributions may be reduced by contributions forfeited by those employees who leave the schemes prior to vesting fully in the contributions. There were no forfeitures (2011: Nil) were utilised for the year. As at 31st March 2012, no forfeitures (2011: Nil) were available to reduce the Group's future contributions to the ORSO schemes.

The Group also participates in the MPF schemes, which are available to all employees not joining the ORSO schemes in Hong Kong and in the CPP organised by the Canadian Government for all employees in Canada. Monthly contributions to the MPF scheme and CPP are made equal to 5% (2011: 5%) or a fixed sum and 6.20% (2011: 4.95%) respectively, of the employee's relevant income in accordance with the local legislative requirements.

The Group also contributes to retirement plans for its employees in Mainland China at a percentage of applicable payroll costs in compliance with the requirements of the relevant municipal government in Mainland China.

8 EMPLOYEE BENEFIT EXPENSE (Continued)

(B) SHARE OPTIONS

The Company operates share option scheme, whereby options may be granted to employees of the Group, including the Executive Directors, to subscribe for shares of the Company. The consideration to be paid on each grant of option is HK$1.

Details of share options held under the scheme of the Company as at 31st March 2012 are as follows:

Date of grant	Exercise price per share	Expiry date	Number of share option outstanding at 31st March 2011 and 2012
29th March 2007	HK$1.296	28th March 2017	
Directors			16,000,000
2nd April 2007	HK$1.300	1st April 2017	
Directors			16,000,000
Others			46,999,999
			62,999,999
			78,999,999

During the year, no option was granted, exercised, cancelled or lapsed (2011: Nil).

9 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) The aggregate amount of emoluments paid and payable to Directors of the Company for the years ended 31st March 2012 and 2011 are set out as follows:

Name of Director	Directors' fees	Salaries, allowances and benefits in kind	Employer's contribution to retirement benefit scheme	Total emoluments
2012 (in HK$'000)				
Executive				
Mr. Poon Jing	**–**	**11,104**	**–**	**11,104**
Dr. Lim Yin Cheng	**–**	**3,034**	**15**	**3,049**
Mr. Poon Tin Sau, Robert	**–**	**869**	**36**	**905**
Mr. Fung Siu To, Clement	**–**	**–**	**–**	**–**
Mr. Woo Wei Chun, Joseph	**–**	**970**	**12**	**982**
	–	**15,977**	**63**	**16,040**
Non-executive				
Mr. Ip Chi Wai	**120**	**–**	**–**	**120**
Mr. Hung Yat Ming	**100**	**–**	**–**	**100**
Mr. Leung Wai Keung	**100**	**–**	**–**	**100**
	320	**–**	**–**	**320**
	320	**15,977**	**63**	**16,360**
2011 (in HK$'000)				
Executive				
Mr. Poon Jing	–	8,000	–	8,000
Dr. Lim Yin Cheng	–	2,500	–	2,500
Mr. Poon Tin Sau, Robert	–	869	36	905
Mr. Fung Siu To, Clement	–	–	–	–
Mr. Woo Wei Chun, Joseph	–	780	12	792
	–	12,149	48	12,197
Non-executive				
Mr. Ip Chi Wai	120	–	–	120
Mr. Hung Yat Ming	100	–	–	100
Mr. Leung Wai Keung	100	–	–	100
	320	–	–	320
	320	12,149	48	12,517

9 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(b) During the year, no emolument was paid or is payable by the Group to any of the above Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2011: Nil).

(c) The five highest paid individuals in the Group for the year include three (2011: three) Directors whose emoluments are already reflected in the analysis presented above. The emoluments payable to the remaining two (2011: two) individuals during the year are as follows:

	2012 **HK$'000**	2011 HK$'000
Basic salaries, allowances and benefits in kind	**5,127**	2,180

The emoluments fell within the following bands:

	Number of individuals	
	2012	2011
Emolument bands		
HK$500,000 – HK$1,000,000	**–**	1
HK$1,000,001 – HK$2,000,000	**–**	1
HK$2,000,001 – HK$3,000,000	**2**	–
	2	2

10 FINANCE COSTS

	2012 **HK$'000**	2011 HK$'000
Interest expense		
Long term bank loans	**(18,451)**	(17,347)
Short term bank loans and overdrafts	**(11,477)**	(8,646)
Other incidental borrowing costs	**(2,295)**	(2,552)
Net foreign exchange gain/(loss) on borrowings	**29,948**	(24,619)
Fair value gain on interest rate swaps	**2,102**	1,265
	(173)	(51,899)

11 INCOME TAX EXPENSE

	2012 HK$'000	2011 HK$'000
Current income tax	(6,996)	(4,710)
Deferred income tax *(note 26)*	(20,118)	(21,814)
	(27,114)	(26,524)

Hong Kong profits tax is provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profit for the year. Income tax on overseas profits has been calculated on the estimated assessable profit for the year at the rates of tax prevailing in the countries in which the Group operates.

The income tax on the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the tax rate of Hong Kong as follows:

	2012 HK$'000	2011 HK$'000
(Loss)/profit before income tax	(284,340)	352,726
Calculated at a tax rate of 16.5% (2011: 16.5%)	46,916	(58,200)
Over provisions in prior years	6,161	605
Effect of different tax rates in other countries	2,265	1,852
Income not subject to income tax	25,938	46,954
Expenses not deductible for tax purposes	(103,788)	(11,691)
Tax losses not recognised	(2,597)	(4,660)
Utilisation of previously unrecognised tax losses	1,004	745
Other temporary differences	(3,013)	(2,129)
Income tax expense	(27,114)	(26,524)

12 (LOSS)/PROFIT ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

The (loss)/profit attributable to shareholders of the Company is dealt with in the financial statements of the Company to the extent of a profit of HK$424,000 (2011: HK$172,351,000).

13 DIVIDENDS

	2012 **HK$'000**	2011 HK$'000
Interim, paid, of nil (2011: HK0.25 cent) per share	–	3,833
Final, proposed, of nil (2011: HK0.75 cent) per share	–	11,534
	–	15,367

At a meeting held on 22nd June 2012, the Board of Directors did not recommend the payment of a final dividend for the year ended 31st March 2012 (2011: HK0.75 cent per share with a scrip option).

14 (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on the loss for the year attributable to shareholders of HK$311,454,000 (2011: profit of HK$326,202,000) and divided by the weighted average number of 1,543,771,729 (2011: 1,440,079,623) shares in issue during the year.

For the year ended 31st March 2012, the outstanding share options did not have a diluted effect on the loss per share, the basic and diluted loss per share were equal.

The calculation of diluted earnings per share for the year ended 31st March 2011 was based on the profit for the year attributable to shareholders of HK$326,202,000 and divided by 1,483,849,051 shares equaling to the weighted average number of 1,440,079,623 shares in issue during the year plus 43,769,428 potential shares deemed to be in issue assuming the outstanding warrants had been exercised. The outstanding of share options did not have a diluted effect on the earnings per share.

15 PROPERTY, PLANT AND EQUIPMENT

	Land and buildings HK$'000	Plant and equipment HK$'000	Total HK$'000
Cost			
At 31st March 2010	3,140,652	416,811	3,557,463
Currency translation differences	20,948	4,604	25,552
Additions	3,842	29,206	33,048
Adjustment *(note (c))*	(3,922)	–	(3,922)
Disposals	–	(4,326)	(4,326)
At 31st March 2011	3,161,520	446,295	3,607,815
Accumulated depreciation			
At 31st March 2010	637,607	283,119	920,726
Currency translation differences	9,720	3,971	13,691
Charge for the year	58,039	31,007	89,046
Disposals	–	(2,496)	(2,496)
At 31st March 2011	705,366	315,601	1,020,967
Net book value			
At 31st March 2011	2,456,154	130,694	2,586,848
Cost			
At 31st March 2011	3,161,520	446,295	3,607,815
Currency translation differences	(13,543)	(2,692)	(16,235)
Additions	–	7,575	7,575
Disposals	–	(286)	(286)
At 31st March 2012	3,147,977	450,892	3,598,869
Accumulated depreciation			
At 31st March 2011	705,366	315,601	1,020,967
Currency translation differences	(6,446)	(2,282)	(8,728)
Charge for the year	58,469	31,670	90,139
Disposals	–	(178)	(178)
At 31st March 2012	757,389	344,811	1,102,200
Net book value			
At 31st March 2012	2,390,588	106,081	2,496,669

Notes to the Financial Statements

15 PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

(a) Total carrying values of hotel properties comprise the following:

	2012 HK$'000	2011 HK$'000
Land and buildings	**2,387,005**	2,452,497
Plant and equipment	**104,589**	129,161
	2,491,594	2,581,658

Supplementary information with hotel properties at valuation:

The aggregate open market value of the hotel properties in Hong Kong and Canada is based on valuations conducted in both years by Vigers Appraisal & Consulting Limited and Grant Thornton Management Consultants, independent professional valuers, amounted to HK$8,124,088,000 (2011: HK$6,791,059,000).

The supplementary information with hotel properties at valuation is for readers' information only. It does not constitute a disclosure requirement under HKAS 16 and HKAS 17.

(b) The aggregate net book value of hotel properties pledged as security for loans amounted to HK$1,398,026,000 (2011: 1,462,501,000).

(c) Amount represented write back of cost over provided in prior years.

(d) The carrying amount of land and buildings is as follows:

	2012 HK$'000	2011 HK$'000
Long term leases in Hong Kong	**1,321,584**	1,340,781
Medium term leases in Hong Kong	**838,240**	862,190
Freehold in Canada	**230,764**	253,183
	2,390,588	2,456,154

16 SUBSIDIARIES

	2012 HK$'000	2011 HK$'000
Unlisted shares, at cost	–	–
Amounts due from subsidiaries	2,755,967	2,777,815
	2,755,967	2,777,815

As at 31st March 2012, the shares of certain subsidiaries are pledged to secure loan facilities granted to the Group.

Details of the principal subsidiaries are set out in note 32.

The amounts due from subsidiaries are unsecured, interest free and have no fixed terms of repayment.

17 AVAILABLE-FOR-SALE INVESTMENTS

	2012 HK$'000	2011 HK$'000
Equity securities listed in Hong Kong	186,331	220,100

Notes:

(a) In 2009, the Group reclassified certain financial assets at fair value through profit or loss into the available-for-sale investments. In respect of the reclassified financial assets, the Group recognised fair value loss of HK$16,317,000 before such reclassification. The Group believed that the deterioration of the world's financial markets that occurred during the third quarter of 2008 represents a rare circumstance that allows such a reclassification. The fair values of reclassified financial assets as of the date of reclassification amounted to HK$67,943,000, part of which was subsequently disposed of. No such reclassification was made for the years ended 31st March 2011 and 2012.

At 31st March 2012, the fair value of the remaining reclassified financial assets amounted to HK$4,815,000 (2011: HK$8,544,000). During the year, fair value loss of HK$3,729,000 (2011: gain of HK$1,620,000) and impairment loss of HK$2,261,000 (2011: HK$551,000) for the reclassified financial assets were recognised in other comprehensive income and profit and loss account respectively.

(b) Impairment provision of HK$2,261,000 (2011: HK$551,000) on available-for-sale investments was recognised in profit and loss account during the year (note 6).

Notes to the Financial Statements

18 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2012 **HK$'000**	2011 HK$'000
Equity securities		
– Listed in Hong Kong	**154,218**	182,235
– Listed in Europe	**215,753**	356,446
– Listed in USA	**170,361**	285,270
– Unlisted	**–**	1,829
	540,332	825,780
Debt securities		
– Listed in Europe	**394,431**	674,670
– Listed in Singapore	**299,791**	96,928
– Listed in USA	**–**	101,810
	694,222	873,408
	1,234,554	1,699,188

Notes:

(a) The debt securities carry fixed coupon ranging from 2% to 13.5% (2011: 5.905% to 13.5%) per annum and their nominal values are equivalent to HK$1,018,213,000 (2011: HK$1,058,007,000).

(b) At 31st March 2012, financial assets at fair value through profit or loss equivalent of HK$249,824,000 (2011: HK$492,232,000) are pledged as securities for borrowings.

(c) Financial assets at fair value through profit or loss are denominated in the following currencies:

	2012 **HK$'000**	2011 HK$'000
United States dollar	**470,152**	485,836
Sterling	**426,539**	727,675
Euro	**183,645**	303,441
Hong Kong dollar	**154,218**	182,236
	1,234,554	1,699,188

19 DERIVATIVE FINANCIAL INSTRUMENTS

	2012 HK$'000	2011 HK$'000
Interest rate swaps		
Hong Kong dollar *(note (a))*	**3,402**	5,504
Foreign currency	**–**	18,263
	3,402	23,767

Notes:

(a) The notional principal amount of the outstanding interest rate swap contract at 31st March 2012 was HK$100,000,000 (2011: HK$100,000,000).

(b) The Group's derivative financial instruments are settled on a net basis.

20 TRADE AND OTHER RECEIVABLES

	2012 HK$'000	2011 HK$'000
Trade receivables		
Fully performing	**26,882**	25,785
Past due but not impaired	**5,407**	4,563
Impaired	**287**	446
	32,576	30,794
Less: provision for impairment of receivables	**(287)**	(446)
Trade receivables – net	**32,289**	30,348
Loan receivables	**25,000**	25,501
Accrued interest and dividend receivable	**24,420**	21,726
Prepayments	**12,353**	9,978
Deposits	**9,167**	6,577
Other receivables	**3,197**	8,696
	106,426	102,826

20 TRADE AND OTHER RECEIVABLES (Continued)

The aging analysis of trade receivables net of provision for impairment is as follows:

	2012 HK$'000	2011 HK$'000
0 – 60 days	**31,328**	29,825
61 – 120 days	**901**	500
More than 120 days	**60**	23
	32,289	30,348

The majority of past due but not impaired trade receivables are less than 120 days. These relate to a number of independent customers for whom there is no recent history of default. The aging analysis of these trade receivables is as follows:

	2012 HK$'000	2011 HK$'000
0 – 60 days	**5,174**	4,429
More than 60 days	**233**	134
	5,407	4,563

As at 31st March 2012, trade receivables of HK$287,000 (2011: HK$446,000) were impaired.

The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically.

The carrying amounts of the trade and other receivables approximate their fair values.

The carrying amounts of the trade and other receivables of the Group are denominated in the following currencies:

	2012 HK$'000	2011 HK$'000
Hong Kong dollar	**71,389**	65,839
Sterling	**10,743**	13,806
Canadian dollar	**12,526**	10,576
United States dollar	**9,642**	8,940
Others	**2,126**	3,665
	106,426	102,826

Loan receivables were interest bearing at 2% (2011: 2%) above Hong Kong prime rate per annum.

20 TRADE AND OTHER RECEIVABLES (Continued)

The maximum exposure to credit risk at the balance sheet date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

21 BANK BALANCES AND CASH

	Group		Company	
	2012	2011	**2012**	2011
	HK$'000	HK$'000	**HK$'000**	HK$'000
Cash at bank and in hand	**97,939**	74,372	**627**	394
Short term bank deposits	**35,771**	37,333	**–**	–
	133,710	111,705	**627**	394

The carrying amounts of the bank balances and cash are denominated in the following currencies:

	Group		Company	
	2012	2011	**2012**	2011
	HK$'000	HK$'000	**HK$'000**	HK$'000
Hong Kong dollar	**77,069**	61,134	**627**	394
Canadian dollar	**40,929**	34,086	**–**	–
Renminbi	**7,080**	8,097	**–**	–
United States dollar	**7,253**	6,793	**–**	–
Others	**1,379**	1,595	**–**	–
	133,710	111,705	**627**	394

22 TRADE AND OTHER PAYABLES

	2012 HK$'000	2011 HK$'000
Trade payables	**19,145**	15,137
Accrued expenses	**36,923**	23,692
Construction and retention payables	**3,596**	3,596
Other payables	**4,241**	4,687
	63,905	47,112

The aging analysis of trade payables is as follows:

	2012 HK$'000	2011 HK$'000
0 – 60 days	**19,098**	15,073
61 – 120 days	**36**	47
More than 120 days	**11**	17
	19,145	15,137

The carrying amounts of trade and other payables approximate their fair values.

The carrying amounts of trade and other payables of the Group are denominated in the following currencies:

	2012 HK$'000	2011 HK$'000
Hong Kong dollar	**53,079**	35,405
Canadian dollar	**10,471**	11,359
Renminbi	**355**	348
	63,905	47,112

23 SHARE CAPITAL

Shares of HK$0.02 each	Number of shares	Amount
		HK$'000
Authorised:		
At 31st March 2011 and 2012	**35,000,000,000**	**700,000**
Issued and fully paid:		
At 31st March 2010	1,312,277,029	26,246
Conversion of warrants *(note (a))*	201,366,496	4,027
Scrip dividend *(note (b))*	24,188,854	484
At 31st March 2011	**1,537,832,379**	**30,757**
Scrip dividend *(note (b))*	12,009,957	240
At 31st March 2012	**1,549,842,336**	**30,997**

Notes:

(a) In 2011, the Company allotted and issued 201,366,496 new shares for a gross consideration of HK$58,396,000 upon conversion of warrants, the remaining warrants lapsed upon maturity.

(b) In September 2010, 19,652,448 new shares were allotted and issued at HK$0.495 per share in lieu of final dividend for the year ended 31st March 2010.

In February 2011, 4,536,406 new shares were allotted and issued at HK$0.64 per share in lieu of interim dividend for the six months ended 30th September 2010.

In October 2011, 12,009,957 new shares were allotted and issued at HK$0.71 per share in lieu of final dividend for the year ended 31st March 2011.

Notes to the Financial Statements

24 RESERVES

	Share premium HK$'000	Contributed surplus HK$'000	Available-for-sale investment reserve HK$'000	Exchange reserve HK$'000	Share options reserve HK$'000	Warrant reserve HK$'000	Revenue reserve HK$'000	Total HK$'000
Group								
At 31st March 2010	1,037,910	1,134,752	100,781	66,239	25,280	(114,383)	87,145	2,337,724
Issue of shares upon conversion of warrants	54,369	–	–	–	–	94,038	(52,799)	95,608
Expiry of warrants	–	–	–	–	–	20,345	(20,345)	–
Fair value gain on available-for-sale investments	–	–	8,175	–	–	–	–	8,175
Release of reserve upon disposal of available-for-sale investments	–	–	(9,008)	–	–	–	–	(9,008)
Impairment of available-for-sale investments charged to profit and loss account	–	–	551	–	–	–	–	551
Profit for the year	–	–	–	–	–	–	326,202	326,202
2010 final dividend	9,335	–	–	–	–	–	(13,187)	(3,852)
2011 interim dividend	2,812	–	–	–	–	–	(3,833)	(1,021)
Currency translation differences	–	–	–	10,574	–	–	–	10,574
At 31st March 2011	1,104,426	1,134,752	100,499	76,813	25,280	–	323,183	2,764,953
Representing:								
2011 final dividend proposed	–	–	–	–	–	–	11,534	11,534
Others	1,104,426	1,134,752	100,499	76,813	25,280	–	311,649	2,753,419
At 31st March 2011	1,104,426	1,134,752	100,499	76,813	25,280	–	323,183	2,764,953
As 31st March 2011	1,104,426	1,134,752	100,499	76,813	25,280	–	323,183	2,764,953
Fair value loss on available-for-sale investments	–	–	(38,021)	–	–	–	–	(38,021)
Impairment of available-for-sale investments charged to profit and loss account	–	–	2,261	–	–	–	–	2,261
Loss for the year	–	–	–	–	–	–	(311,454)	(311,454)
2011 final dividend	8,287	–	–	–	–	–	(11,534)	(3,247)
Currency translation differences	–	–	–	(6,133)	–	–	–	(6,133)
At 31st March 2012	**1,112,713**	**1,134,752**	**64,739**	**70,680**	**25,280**	**–**	**195**	**2,408,359**

24 RESERVES (Continued)

	Share premium HK$'000	Contributed surplus HK$'000	Share option reserve HK$'000	Warrant reserve HK$'000	Revenue reserve HK$'000	Total HK$'000
Company						
At 31st March 2010	1,037,910	1,323,648	25,280	(114,383)	192,394	2,464,849
Issue of shares upon conversion of warrants	54,369	–	–	94,038	(52,799)	95,608
Expiry of warrants	–	–	–	20,345	(20,345)	–
Profit for the year	–	–	–	–	172,351	172,351
2010 final dividend	9,335	–	–	–	(13,187)	(3,852)
2011 interim dividend	2,812	–	–	–	(3,833)	(1,021)
At 31st March 2011	1,104,426	1,323,648	25,280	–	274,581	2,727,935
Representing:						
2011 final dividend proposed	–	–	–	–	11,534	11,534
Others	1,104,426	1,323,648	25,280	–	263,047	2,716,401
At 31st March 2011	1,104,426	1,323,648	25,280	–	274,581	2,727,935
At 31st March 2011	1,104,426	1,323,648	25,280	–	274,581	2,727,935
Profit for the year	–	–	–	–	424	424
2011 final dividend	8,287	–	–	–	(11,534)	(3,247)
At 31st March 2012	**1,112,713**	**1,323,648**	**25,280**	**–**	**263,471**	**2,725,112**

The revenue reserve is distributable. Under the Companies Act of Bermuda and the Bye-Laws of the Company, the contributed surplus is also distributable.

Notes to the Financial Statements

25 BORROWINGS

	Group		Company	
	2012	2011	**2012**	2011
	HK$'000	HK$'000	**HK$'000**	HK$'000
Current liabilities				
Short term bank loans				
Secured	**541,903**	693,777	**–**	–
Unsecured	**140**	19,000	**–**	19,000
	542,043	712,777	**–**	19,000
Current portion of long term bank loans	**61,032**	50,963	**–**	–
Portion of long term bank loans containing a repayment on demand clause	**64,996**	78,555	**–**	–
	668,071	842,295	**–**	19,000
Non-current liabilities				
Long term bank loans, secured	**917,839**	968,165	**–**	–
	1,585,910	1,810,460	**–**	19,000

The maturity of long term bank loans is as follows (note (a)):

	Group	
	2012	2011
	HK$'000	HK$'000
Repayable within one year	**61,032**	50,963
Repayable within one to two years	**62,629**	61,963
Repayable within two to five years	**207,387**	195,890
Repayable after five years	**712,819**	788,867
	1,043,867	1,097,683
Current portion included in current liabilities	**(61,032)**	(50,963)
	982,835	1,046,720

Note (a): The amounts due are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

25 BORROWINGS (Continued)

The carrying amounts of the borrowings are denominated in the following currencies:

	Group		Company	
	2012	2011	**2012**	2011
	HK$'000	HK$'000	**HK$'000**	HK$'000
Hong Kong dollar	**1,257,708**	1,327,490	**–**	19,000
Canadian dollar	**76,299**	90,193	**–**	–
Japanese Yen	**64,159**	63,817	**–**	–
Euro	**187,744**	112,856	**–**	–
Sterling	**–**	207,550	**–**	–
United States dollar	**–**	8,554	**–**	–
	1,585,910	1,810,460	**–**	19,000

The effective interest rates of the borrowings at the balance sheet date ranged from 0.59% to 2.7% (2011: 0.57% to 2.7%) per annum.

The carrying amounts of the short term and long term borrowings approximate their fair values.

26 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets with current income tax liabilities and when the deferred income taxes related to the same tax jurisdiction. The following amounts, determined after appropriate offsetting, are shown separately on the balance sheet.

	2012	2011
	HK$'000	HK$'000
Deferred income tax liabilities	**46,737**	26,619

Deferred income tax is calculated in full on temporary differences under the liability method using applicable tax rates prevailing in the countries in which the Group operates.

The movement of the net deferred income tax liabilities is as follows:

	2012	2011
	HK$'000	HK$'000
At the beginning of the year	**26,619**	4,805
Recognised in the profit and loss account	**20,118**	21,814
At the end of the year	**46,737**	26,619

26 DEFERRED INCOME TAX (Continued)

The movement of deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction is as follows:

Deferred income tax liabilities

	Accelerated tax depreciation		Fair value gain		Total	
	2012	2011	**2012**	2011	**2012**	2011
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
At the beginning of the year	**43,996**	42,482	**–**	–	**43,996**	42,482
Recognised in profit and loss account	**(898)**	1,514	**7,598**	–	**6,700**	1,514
At the end of the year	**43,098**	43,996	**7,598**	–	**50,696**	43,996

Deferred income tax assets

	Tax loss	
	2012	2011
	HK$'000	HK$'000
At the beginning of the year	**17,377**	37,677
Recognised in the profit and loss account	**(13,418)**	(20,300)
At the end of the year	**3,959**	17,377

Deferred income tax assets are recognised for tax loss carry forwards to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets of HK$18 million (2011: HK$18 million) in respect of losses amounting to HK$97 million (2011: HK$92 million) that can be carried forward against future taxable income. Except for tax losses of HK$75 million (2011: HK$74 million) which have no expiry date, the balance will expire at various dates up to and including 2029 (2011: 2029).

27 OPERATING LEASE ARRANGEMENTS

(A) LESSOR

The Group leases out certain part of its hotel properties under operating leases which typically run for lease terms between 2 and 4 years.

At 31st March 2012, the future aggregate minimum rental receipts receivable under non-cancellable operating leases were as follows:

	Group	
	2012	2011
	HK$'000	HK$'000
In respect of land and buildings:		
Within one year	**13,428**	6,621
In the second to fifth years inclusive	**22,902**	761
After the fifth year	**17**	–
	36,347	7,382

(B) LESSEE

At 31st March 2012, the future aggregate minimum lease payments payable under non-cancellable operating leases were as follows:

	Group	
	2012	2011
	HK$'000	HK$'000
In respect of land and buildings:		
Within one year	**5,503**	7,083
In the second to fifth years inclusive	**6,413**	9,403
After the fifth year	**2,305**	3,699
	14,221	20,185

28 CAPITAL COMMITMENTS

Capital commitments at the balance sheet date are as follows:

	2012 **HK$'000**	2011 HK$'000
Property, plant and equipment		
Contracted but not provided for	**5,164**	1,054
Authorised but not contracted for	**33,129**	4,277
	38,293	5,331

29 FINANCIAL GUARANTEES

	Group		**Company**	
	2012 **HK$'000**	2011 HK$'000	**2012** **HK$'000**	2011 HK$'000
Guarantees for the banking and loan facilities of subsidiaries	**–**	–	**1,399,578**	1,463,631
Guarantees for trading facilities of a subsidiary	**–**	–	**8,220**	8,220
	–	–	**1,407,798**	1,471,851

30 RELATED PARTY TRANSACTIONS

The major shareholders of the Group are Asia Standard International Group Limited ("ASI") and Asia Orient Holdings Limited ("Asia Orient"), companies incorporated in Bermuda and listed in Hong Kong. ASI directly own 70.06% of the Company's shares and Asia Orient owns effectively 3.01% of the Company's shares. The remaining 26.93% shares are widely held.

30 RELATED PARTY TRANSACTIONS (Continued)

In addition to the related party information shown elsewhere in the financial statements, the following transactions were carried out with related parties:

(A) SALES AND PURCHASES OF GOODS AND SERVICES

	2012 HK$'000	2011 HK$'000
Income from ASI		
Hotel services *(note (a))*	**615**	274
Travel agency service *(note (a))*	**486**	993
Expenses to fellow subsidiaries		
Operating lease rental expense for properties *(note (b))*	**(2,287)**	(1,929)
Building management service expenses *(note (c))*	**(321)**	(341)
Engineering service expenses *(note (c))*	**(120)**	(120)
Project management service expenses *(note (d))*	**(660)**	–

Notes:

(a) Hotel services and travel agency service income are subject to mutually agreed fee.

(b) Rental expense is subject to terms agreed by the parties involved, which are at a fixed monthly fee.

(c) Building management service expenses and engineering service expenses are at a fixed monthly fee.

(d) Project management service expenses are subject to mutually agreed term.

(e) No significant transactions have been entered with the Directors of the Company (being the key management personnel) during the year other than the emoluments paid to them as disclosed in note 9.

(B) KEY MANAGEMENT COMPENSATION

	2012 HK$'000	2011 HK$'000
Fee	**320**	320
Salaries, allowances and benefits in kind	**22,460**	14,786
Employer's contribution to retirement benefit scheme	**97**	82
	22,877	15,188

Key management includes the Company's Directors and four (2011: three) senior management members of the Group.

31 NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS

RECONCILIATION OF (LOSS)/PROFIT BEFORE INCOME TAX TO NET CASH GENERATED FROM/(USED IN) OPERATIONS

	2012 HK$'000	2011 HK$'000
(Loss)/profit before income tax	(284,340)	352,726
Depreciation	90,139	89,046
Interest income	(110,143)	(37,128)
Dividend income	(13,975)	(27,218)
Finance costs	(442)	50,845
Loss on disposal of property, plant and equipment	79	1,827
Net realised and unrealised loss/(gain) on financial assets at fair value through profit or loss	560,116	(231,603)
Net realised gain on disposal of available-for-sale investments	–	(2,314)
Net realised and unrealised loss on derivative financial instruments	4,363	10,461
Fair value gain on interest rate swap	(2,102)	(1,265)
Impairment of available-for-sale investments	2,261	551
Fair value gain on warrant liabilities	–	(12,664)
Operating profit before working capital changes	245,956	193,264
Increase in inventories	(1)	(135)
Decrease/(increase) in trade and other receivables	5,330	(10,012)
Increase in financial assets at fair value through profit or loss	(94,337)	(536,059)
Decrease in derivative financial instruments	(22,625)	–
Increase/(decrease) in trade and other payables	16,940	(15,055)
Dividend received from financial investments	8,117	21,544
Interest received from financial investments	98,836	27,749
Net cash generated from/(used in) operations	258,216	(318,704)

32 PRINCIPAL SUBSIDIARIES

Listed below are the principal subsidiaries which, in the opinion of the Directors, principally affect the results and/or net assets of the Group.

(Unless indicated otherwise, they are indirectly wholly owned by the Group and have their principal place of operations in Hong Kong)

Name	Principal activity	Issued and fully paid share capital/ registered capital
Incorporated in Hong Kong		
Asia Standard Hotel (Holdings) Limited	Investment holding	HK$2
Empire Hotel International Company Limited	Securities investment	HK$2
Grace Profit Enterprises Limited	Investment holding	HK$2
JBC Travel Company Limited	Travel agency	HK$2,500,000
Perfect Wave Limited	Catering operation	HK$2
Stone Pole Limited	Hotel investment and operation	HK$10
Vinstar Development Limited	Hotel investment and operation	HK$2
Master Asia Enterprises Limited	Hotel investment and operation	HK$10,000
Incorporated in the British Virgin Islands		
Asia Standard Hotel (BVI) Limited*	Investment holding	US$1
Enrich Enterprise Ltd.#	Hotel investment	US$1
Global Gateway Corp.#	Hotel operation	US$1
Glory Ventures Enterprises Inc.#	Hotel investment	US$1
Greatime Limited	Securities investment	US$1
Onrich Enterprises Limited	Securities investment	US$1
Topshine Investment Holdings Limited	Securities investment	US$1
Incorporated in the People's Republic of China (the "PRC")		
上海鴻華星期五餐廳有限公司 (95% owned)##	Catering operation	RMB17,384,640

Operates in Canada
Operates in the PRC, cooperative joint venture
* *Directly wholly owned by the Company*

33 SUBSEQUENT EVENT

Subsequent to the balance sheet date, the Group has entered into provisional sale and purchase agreements in relation to acquisition of a building in Hong Kong for an aggregate consideration of approximately HK$177 million. This is part of a hotel development project undertaken by the Group to increase its hotel capacity. The acquisition is expected to be completed by September 2012.

34 HOLDING COMPANIES

The Directors regard Asia Orient, incorporated in Bermuda and listed in Hong Kong, as being the ultimate holding company.

ASI, a company incorporated in Bermuda and listed in Hong Kong, as being the intermediate holding company.

35 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Board of Directors on 22nd June 2012.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