



Asia Standard International  
Group Limited



Annual Report  
2017

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# Corporate Information

## DIRECTORS

### Executive

Mr. Fung Siu To, Clement (*Chairman*)  
Mr. Poon Jing (*Managing Director and Chief Executive*)

Mr. Poon Hai  
Mr. Poon Yeung, Roderick  
Mr. Lun Pui Kan  
Mr. Kwan Po Lam, Phileas

### Independent Non-executive

Mr. Koon Bok Ming, Alan  
Mr. Leung Wai Keung  
Mr. Wong Chi Keung

## AUDIT COMMITTEE

Mr. Koon Bok Ming, Alan (*Chairman*)  
Mr. Leung Wai Keung  
Mr. Wong Chi Keung

## REMUNERATION COMMITTEE

Mr. Wong Chi Keung (*Chairman*)  
Mr. Fung Siu To, Clement  
Mr. Poon Hai  
Mr. Koon Bok Ming, Alan  
Mr. Leung Wai Keung

## AUTHORISED REPRESENTATIVES

Mr. Fung Siu To, Clement  
Mr. Lun Pui Kan

## COMPANY SECRETARY

Mr. Tung Kwok Lui

## REGISTERED OFFICE

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

## PRINCIPAL OFFICE IN HONG KONG

30th Floor, MassMutual Tower,  
33 Lockhart Road, Wanchai,  
Hong Kong  
Telephone 2866 3336  
Facsimile 2866 3772  
Website <http://www.asiastandard.com>  
E-mail [asinfo@asiastandard.com](mailto:asinfo@asiastandard.com)

## PRINCIPAL BANKERS

HSBC  
Bank of China (Hong Kong)  
Industrial and Commercial Bank of  
China (Asia)  
Hang Seng Bank  
Chiyu Banking Corporation  
The Bank of East Asia  
Chong Hing Bank  
Fubon Bank (Hong Kong)  
United Overseas Bank  
Shanghai Commercial Bank  
Bank of Singapore  
Bank Morgan Stanley  
UBS  
Bank Julius Baer

## LEGAL ADVISERS

Stephenson Harwood  
18th Floor, United Centre,  
95 Queensway,  
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

MUFG Fund Services  
(Bermuda) Limited  
The Belvedere Building,  
69 Pitts Bay 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<br>(In HK\$ million, except otherwise indicated) | 2017   | 2016<br>(Restated) | Change |
|--|--------|--------------------|--------|
| <b>Consolidated profit and loss account</b>                                    |        |                    |        |
| Revenue  | 1,686  | 1,337              | +26%   |
| Operating profit   | 1,726  | 1,134              | +52%   |
| Profit attributable to shareholders of the Company                             | 1,451  | 721                | +101%  |
| Earnings per share - basic (HK\$)  | 1.11   | 0.56               | +98%   |
| <b>Consolidated balance sheet</b>  |        |                    |        |
| Total assets   | 26,179 | 24,609             | +6%    |
| Net assets   | 17,699 | 16,566             | +7%    |
| Equity attributable to shareholders of the Company                             | 17,037 | 15,564             | +9%    |
| Net debt   | 7,024  | 6,676              | +5%    |

## Supplementary information with hotel properties in operation at valuation (note):

|  |        |        |      |
|--|--------|--------|------|
| Revalued total assets                              | 34,467 | 32,126 | +7%  |
| Revalued net assets                                | 25,886 | 24,028 | +8%  |
| Equity attributable to shareholders of the Company | 23,808 | 20,805 | +14% |
| Gearing - net debt to revalued net assets          | 27%    | 28%    | -1%  |

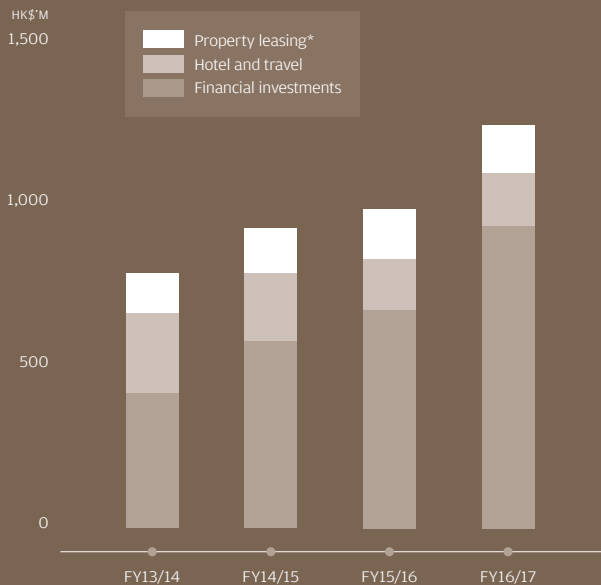
Note: According to the Group's accounting policies, hotel properties were carried at cost less accumulated depreciation. To give further information on the economic substance of its hotel properties investments, the Group hereby presents supplementary unaudited financial information taking into account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

The five (2016: four) hotel properties in Hong Kong and Canada were revalued by Vigers Appraisal & Consulting Limited and Altus Group Limited (2016: Vigers and Burgess Cawley Sullivan & Associates Limited) respectively, independent professional valuers, on an open market value basis.

# Chairman's Statement

The Group is pleased to report a profit attributable to shareholders of HK\$1,451 million for the year, and increased its equity attributable to shareholders (with hotels at valuation) by 15% to HK\$23.8 billion.

## Segment profit contribution



\* includes share of net rental income from an associated company



Queen's Gate in Hongqiao, Shanghai

The Group has made progress in its development segment in the past year. Our joint venture development Hongqiao Shanghai has completed and achieved RMB2.7 billion contracted sales up to end of March 2017. Further sales will be launched pending approval of presales consent.

In Canada, our Empire Landmark Hotel will be re-developed into a mixed-use development that comprise mainly residential condominium. We expect the pre-sale of this development to be commenced in the second half of the financial year ending March 2018.

For the Group's investment property, we have completed 33 Lockhart Road's extensive renovation programme and has successfully rebranded the asset and regrouped its tenant mix. The Group has been able to increase and improve overall annualised rental income as a result. The Group's financial investment income increases as well with growth in portfolio size.

Hotel performance improves with the opening of a new hotel in Causeway Bay, contributing to the recurrent income base, and will increase further when another hotel extension in Tsimshatsui is fully operational in the fourth quarter of 2017. Overall, the Group's recurring income continues to grow over the year.

The Group's adequate liquidity places it in a strong financial position to capture any development and investment opportunity that may arise.

Management stays alert among the challenges and uncertainties it faces, and takes this opportunity to thank its staff for their efforts contributed in keeping the Group growing and moving forward.

**Fung Siu To, Clement**

*Chairman*

Hong Kong, 28th June 2017

# Business Model and Strategies

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## Business Model and Strategies

The Group is principally engaged in developing and investing properties in prime location in Hong Kong and first-tier cities in China, and has established a well diversified business model across four main operating segments - property development, property leasing, hotel and travel, and financial investments. While our property development arm acts as the core drive for the Company's growth, rental income from our prime investment properties, earnings from our hotels and dividend/coupon payments from our financial investment portfolio provide us with a stable, reliable and recurring income source to the Group. Our business diversification also reduces the adverse impact of market volatility and offset the impact of cyclicity to which some of our businesses are exposed.

The Group will stay focus on enhancing the performance of its core business and will continuously generate value to the shareholders by exploring investment opportunities in line with the following strategies:

**(i) Build on our reputation and track record of premium property development in Hong Kong and China**

Our development strategy is to continue to invest primarily in Hong Kong and first-tier cities in China. We will continue to expand the real estate business through carefully selected opportunities in luxury as well as mass market residential development. Leveraging our expertise as a premium residential developer with an international standard, we will continue to look for opportunities to increase our presence in Greater China.

**(ii) Growing recurring income from investment properties and financial investment portfolio**

The Group has a diversified properties and financial investment portfolio generating a recurring and steady income stream. Our investment properties comprise of a mix of commercial and retail spaces

situated in core central business district in Hong Kong. The Group's financial investment portfolio provides a liquidity buffer and recurring income as well as a diversified cash flow stream, enabling us to finance existing projects and seize potential investment as opportunities arise.

**(iii) To expand and grow our hotel business in prime CBDs and to strive for excellence in management and operations**

The Group owns and operates 5 hotels under the "Empire" branding, 4 of which are in Hong Kong and one in Vancouver, Canada. Our 4 hotels in Hong Kong are situated within central hubs and are targeted at business travelers as well as visitors from the PRC. Our hospitality chain has a centralised management team for optimising revenue generation and ensuring efficient deployment of resources for achieving maximum cost benefit. The prime locations allow us to cater to both business visitors and tourists, which together with our competitive pricing has led to a high occupancy level at our hotels.

**(iv) Continue to manage risk effectively, through a prudent financial management policy**

As the Group operates in a capital intensive business, we adopt a comprehensive risk management framework to monitor risk and manage debt exposures in a conservative and prudent manner, seeking to maintain the strength of our balance sheet with reasonably low gearing. We will continuously maintain a strong financial position with a healthy level of liquidity.

We are confident that our strategies will deliver maximum value to the shareholders in the long term.



# Management Discussion and Analysis

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## RESULTS

The Group recorded revenue of HK\$1,686 million (2016: HK\$1,337 million) for the financial year with profit attributable to shareholders of the Company at HK\$1,451 million (2016: HK\$721 million). The increase in profit is mainly due to increase in income from and mark-to-market valuation gain of its financial investment, coupled with increase in net fair value surplus from revaluation of investment properties, while partially reduced by provision for impairment charges on the Macau project.

## PROPERTIES SALES, DEVELOPMENT AND LEASING

### SALES AND DEVELOPMENT

Presale of the Group's 50% joint venture development, Queen's Gate in Shanghai, commenced in July 2015 and about RMB2.7 billion sales were contracted up to the end of this financial year, for about 70% of the saleable area. Construction of the 320 villas and apartments development was completed during the year and are being gradually delivered to its customers.

The Group recognised its share of profit relating to RMB1.7 billion sales contracts completed in the current financial year. Sales will continue to be recognised once the contracts are completed. Management is monitoring the market and regulatory conditions and is planning for the sale of the remaining units.

Superstructure construction is in progress for the residential joint venture re-development at Perkins Road, Jardine's Lookout in Hong Kong. This is a development with target completion date in 2018.

The commercial and residential development at Hung Shui Kiu, Yuen Long is currently undergoing land exchange process. Approval for a development scheme under Town Planning Board was obtained. Another residential development at the Lam Tei station nearby is also in the process of land exchange application with the government. These two projects will provide approximately 590,000 sq. ft. of developable GFA.

During the year, foundation construction has commenced for a luxurious residential development at Po Shan Road, mid-level, a 40% JV development with target completion date in 2019.

Site clearance for the 50% joint venture project at Tongzhou in Beijing is close to finish and structural and foundation design are underway and construction will start when the permit is obtained.

In February 2017, the Macau government gazetted the expiry of the lease of the Group's site in Seac Pai Van, Macau. The Group lodged a judicial appeal against the declaration of expiry by the Macau government. More details are given in the Notes to the Financial Statements relating to "Other exceptional charge". Full provision on the carrying value of the site has been made.



Residential development in Perkins Road , Jardine's Lookout

The hotel subsidiary group's acquisition of the land and buildings in the West End area of downtown Vancouver as mentioned in last annual report was completed during the year. This is a joint venture redevelopment project of a high-end residential complex for sale, currently application for re-zoning of the land is in progress.

The Group will redevelop its Empire Landmark Hotel into residential building with retail and commercial elements. Redevelopment application was approved by the Vancouver City Council and demolition will commence as soon as practicable after its closure at end September 2017.

Additional plots in the vicinity were acquired in January 2017, also intended to be redeveloped into residential units.



Residential re-development project of  
**Empire Landmark Hotel** in Robson Street, Vancouver



Empire Hotel Causeway Bay  
and Empire Prestige



Hotel lobby of Empire Prestige

## LEASING

During the year, no. 33 Lockhart Road in Wanchai underwent extensive renovation and upgrade. New leases entered with considerable increase in rent per square feet. The full year rental from these tenancies will be more adequately reflected in the coming financial year.

Leasing income from Asia Standard Tower in Central and that generated from Goldmark in Causeway Bay was maintained at a similar level compared to last year.

Overall attributable leasing income for the two years is similar. Net revaluation gain (taking into account our share of revaluation deficit from the investment property owned by an associated company) of HK\$615 million (2016: net deficit HK\$126 million) was recorded.

## HOTEL

During the year, the Group acquired additional shares in the separately listed hotel subsidiary company. Further to the bonus issue of the listed hotel subsidiary and the Group's election of convertible notes in lieu of bonus shares, the Group currently holds 64.4% equity interests in the hotel subsidiary group. As the convertible notes are entitled to dividends declared by the subsidiary and will

be converted into shares of the listed subsidiary upon its winding up, the economic interests in the hotel subsidiary group is 82.7% and is accounted for accordingly.

During the year, overnight stay visitors to Hong Kong increased 2% to approximately 27 million. Mainland visitors dominate this segment with 76% share, a drop of 2% from last year, resulting from the continuing relaxed visa policies of other popular tourists destinations and strong Hong Kong Dollars vs Renminbi. Total hotel rooms in Hong Kong are approximately 76,000 rooms, an increase of 3% over last year.

Revenue arising from the hotel and travel segment for the year amounted to HK\$502 million (2016: HK\$485 million). Average occupancies for the 3 Hong Kong hotels were approximately 96% for both periods while average room rates increased 1%. The new Empire Prestige Hotel adjacent to the Group's existing Empire Causeway Bay Hotel achieved 94% occupancy for its first 6 months operation. Overall, contribution to segment results before depreciation increased from HK\$159 million to HK\$168 million.

The exterior facade and interior fitting works of our new hotel in Tsimshatsui is in progress, adding another 90 rooms to the portfolio towards completion in late 2017.

## Management Discussion and Analysis

### FINANCIAL INVESTMENTS

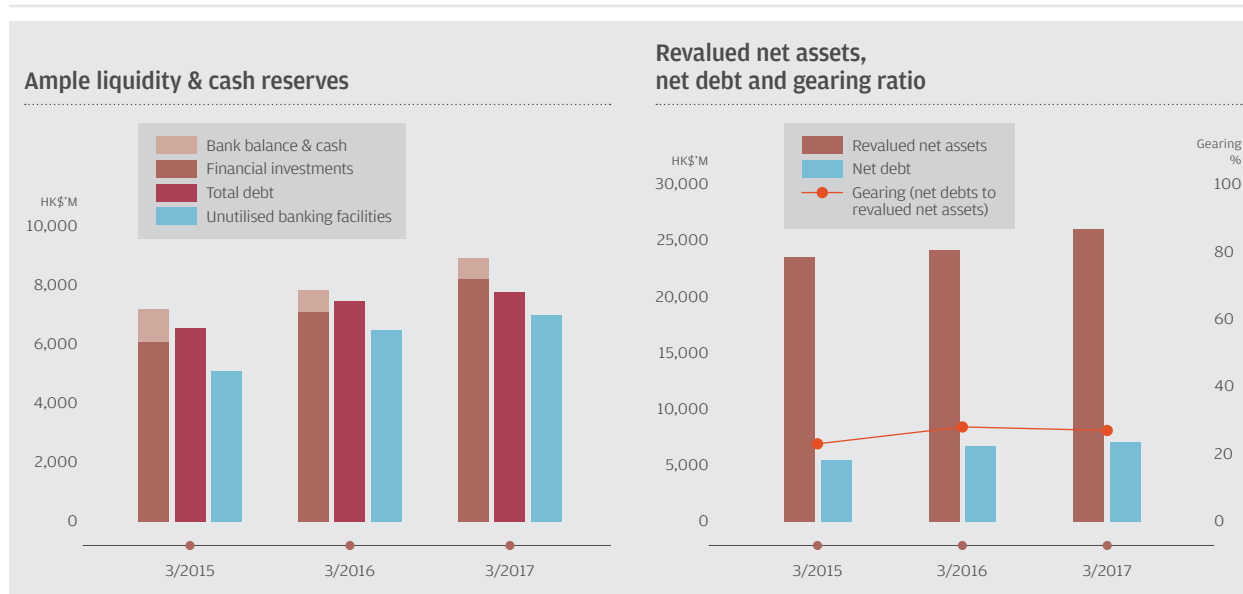
At 31st March 2017, the Group held financial investments of approximately HK\$8,186 million (2016: HK\$7,085 million), with HK\$2,410 million (2016: HK\$1,962 million) held by the listed hotel subsidiary group. The investment portfolio comprise 78% by listed debt securities (mostly were issued by PRC-based real estate companies), 21% by listed equity securities (of which approximately 77% were issued by major banks) and 1% unlisted funds and securities. They are denominated in different currencies with 86% in United States dollar, 8% in Hong Kong dollar, 5% in Sterling and 1% in Euro.

The portfolio increase largely arose from a further investment of HK\$287 million and a mark-to-market valuation net gain of HK\$814 million, comprising HK\$499 million gain from debt securities (mostly PRC-based real

estate companies) and HK\$315 million gain from equity securities (largely a US-based global bank listed in US and a Macau-based gaming resort listed in Hong Kong). The debt securities of the PRC-based real estate companies continue to benefit from a strong property market in the Mainland and ample liquidity in the investment market, while the gain on equity securities in the US/HK benefit from the recovery of US economy and the return of visitors to Macau with the opening of new resorts.

Income from these investment portfolio amounted to HK\$936 million (2016: HK\$676 million). The increase is mostly due to a special one-time coupon income of certain debt securities from a PRC-based real estate issuer.

At 31st March 2017, an approximate value of HK\$730 million (2016: HK\$1,310 million) of these investments were pledged to banks as collateral for credit facilities granted to the Group.



## FINANCIAL REVIEW

Save for that of the listed hotel subsidiary group which is independently administered, the Group's financing and treasury activities are centrally managed and controlled at the corporate level. At 31st March 2017, it had over HK\$7.6 billion (2016: HK\$6.4 billion) cash and undrawn banking facilities.

At 31st March 2017, the Group's total assets were approximately HK\$26.2 billion, compared to HK\$24.6 billion last year. The net assets were HK\$17.7 billion (2016: HK\$16.6 billion). Adopting market value of hotel properties in operation, the revalued total assets and revalued net assets of the Group would be HK\$34.5 billion and HK\$25.9 billion, an increase of 7% and 8% compared to HK\$32.1 billion and HK\$24.0 billion respectively at 2016.

In Dec 2016, a 5-years syndicated bank loan of HK\$2.7 billion was arranged and HK\$600 million was drawn down before the financial year end. In January 2017, the Group repurchased and cancelled RMB245 million medium term notes due April 2018.

Net debt was HK\$7.0 billion (2016: HK\$6.7 billion), including HK\$2.2 billion (2016: HK\$1.9 billion) which belonged to the separately listed hotel subsidiary group. Currently, the Group's gearing (net debt to revalued net asset value) is approximately 27% (2016: 28%). 63% of the debts are secured and 90% of the debts are at floating rates. Total interest cost increased as a result of increased borrowings.

Currently the maturities of our debts spread over a long period of up to 10 years. Revolving loans account for 1% and term loans secured by financial assets repayable between one to five years account for 5%. Term loans secured by property assets account for 57% with 11% repayable within 1 year, 37% repayable between one to five years and 9% repayable after five years. The remaining 37% comprise unsecured term loans and medium term notes. As at 31st March 2017, the Group had net current assets of HK\$7.6 billion (2016: HK\$7.2 billion).

About 89% of the Group's borrowings are in Hong Kong dollar, 4% in Renminbi, 5% in United States dollar and the remaining 2% in other currencies.

As at 31st March 2017, property assets with an aggregate net book value of HK\$14,000 million (2016: HK\$14,000 million) were pledged to secure banking facilities of the Group. HK\$1,206 million (2016: HK\$881 million) guarantees were provided to financial institutions against outstanding bank loans of joint ventures.

## Management Discussion and Analysis

### EMPLOYEES AND REMUNERATION POLICIES

At 31st March 2017, the Group employed approximately 440 (2016: 440) employees. The remuneration packages including basic salary, annual bonus, share options, retirement and other benefits are commensurate with their job nature and level of experience.

### FUTURE PROSPECT

Responding to the continual rising property prices in the last financial year resulting from a very strong demand in the market place coupled with low interest rate, Hong Kong introduced a new round of punitive measures by raising of stamp duties taxes in November 2016, followed by reduced bank mortgage lending ratios to developers recently. Demand for both commercial and residential properties are still actively pursued.

The property prices in Mainland cosmopolitans and developing urban areas continue to rise over the past financial year. Mainland government imposed more stringent restrictive measures on property purchases.

With the beginning of interest rate up-cycle, management stays alert to the impact of these punitive measures to the local and Mainland property markets.

Hotel performance is continually under pressure but have regained some momentum in the latter half of last financial year. With the completion of more tourism and infrastructure projects, and the new initiatives to promote tourism by the Hong Kong Tourism Board, the long-term prospects of the Hong Kong hospitality industry remain positive.

Equity securities market continue to be volatile, affected by locality specific events.

Improving rental performance will be evidenced with a new tenant mix following upgrading and renovation works in our Wanchai office headquarter. Further improvement is expected when occupancies pick up in the coming financial year. Demand for retail space dependent on tourism is less robust and undergo a period of consolidation.

The new administration in US are bringing forth changing policies affecting both financial and monetary landscape in an interest rate up-cycle environment. Management remain cautious in the rapidly changing environment and is affirmative with the Group's performance.

## Five-year Financial Summary

| Year ended 31st March<br>(in HK\$ million)            | 2017           | 2016    | 2015    | 2014    | 2013    |
|---|----------------|---------|---------|---------|---------|
| <b>Results</b>  |                |         |         |         |         |
| Revenue   | <b>1,686</b>   | 1,337*  | 1,273*  | 1,235*  | 976*    |
| Gross profit  | <b>1,384</b>   | 1,070*  | 1,022*  | 976*    | 778*    |
| Net investment gain/(loss)                            | <b>834</b>     | 362     | (595)   | 640     | 732     |
| Fair value gain of investment properties              | <b>679</b>     | 8       | 866     | 214     | 1,120   |
| Share of profits less losses of                       |                |         |         |         |         |
| Joint ventures  | <b>91</b>      | (7)     | (11)    | (5)     | 15      |
| Associated companies                                  | <b>(42)</b>    | (112)   | 127     | 75      | 320     |
| Profit attributable to shareholders<br>of the Company | <b>1,451</b>   | 721     | 967     | 1,400   | 2,476   |
| <b>Assets and liabilities</b>                         |                |         |         |         |         |
| Total assets  | <b>26,179</b>  | 24,609  | 22,994  | 20,651  | 17,172  |
| Total liabilities                                     | <b>(8,480)</b> | (8,043) | (7,131) | (5,668) | (3,683) |
| Non-controlling interests                             | <b>(662)</b>   | (1,002) | (945)   | (932)   | (840)   |
| Equity attributable to shareholders<br>of the Company | <b>17,037</b>  | 15,564  | 14,918  | 14,051  | 12,649  |

Supplementary information with hotel properties in operation at valuation:

|   |               |        |        |        |        |
|---|---------------|--------|--------|--------|--------|
| Revalued total assets                                 | <b>34,467</b> | 32,126 | 30,589 | 27,359 | 23,500 |
| Revalued net assets                                   | <b>25,886</b> | 24,028 | 23,424 | 21,652 | 19,792 |
| Equity attributable to shareholders<br>of the Company | <b>23,808</b> | 20,805 | 20,228 | 18,724 | 17,065 |

\* The figures has been restated, please refer to note 2(C) for details.



# Principal Properties

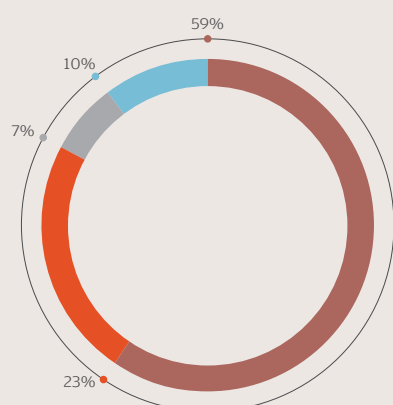


- Properties under development for sale
- Hotel properties
- Investment properties
- Completed property held for sale

## Principal Properties

As at 31st March 2017

## Type of principal properties (by area)



## Attributable GFA (sq.ft.)

|                                       |                  |
|---------------------------------------|------------------|
| Properties under development for sale | 2,111,000        |
| Hotel properties                      | 816,000          |
| Investment properties                 | 370,000          |
| Completed property held for sale      | 259,000          |
| <b>Total</b>                          | <b>3,556,000</b> |

|                                | Group's interest   | Approx. site area (sq.ft.) | Approx. gross floor area (sq.ft.) | Type                   |            |
|--------------------------------|--|----------------------------|-----------------------------------|------------------------|------------|
| <b>I INVESTMENT PROPERTIES</b> |  |                            |                                   |                        |            |
| 01                             | <b>Asia Standard Tower</b><br>59-65 Queen's Road Central,<br>Hong Kong             | 100%                       | 7,800                             | 133,000                | Commercial |
| 02                             | <b>MassMutual Tower</b><br>33 Lockhart Road, Wanchai,<br>Hong Kong                 | 100%                       | 12,600                            | 202,000                | Commercial |
| 03                             | <b>Goldmark</b><br>502 Hennessy Road,<br>Causeway Bay, Hong Kong                   | 33%                        | 6,300                             | 106,000                | Commercial |
| <b>II HOTEL PROPERTIES</b>     |  |                            |                                   |                        |            |
| 04                             | <b>Empire Hotel Hong Kong</b><br>33 Hennessy Road,<br>Wanchai, Hong Kong           | 82.7%                      | 10,600                            | 184,000<br>(363 rooms) | Hotel      |
| 05                             | <b>Empire Hotel Kowloon</b><br>62 Kimberley Road,<br>Tsim Sha Tsui, Kowloon        | 82.7%                      | 11,400                            | 220,000<br>(343 rooms) | Hotel      |
| 06                             | <b>Empire Hotel Causeway Bay</b><br>8 Wing Hing Street,<br>Causeway Bay, Hong Kong | 82.7%                      | 6,200                             | 108,000<br>(280 rooms) | Hotel      |

## Principal Properties

As at 31st March 2017

|  |   | Group's interest | Approx. site area (sq.ft.) | Approx. gross floor area (sq.ft.) | Type                                 |   |
|--|---|------------------|----------------------------|-----------------------------------|--------------------------------------|---|
| <b>II HOTEL PROPERTIES</b>                       |   |                  |                            |                                   |                                      |   |
| 07   | <b>Empire Landmark Hotel</b><br>1400 Robson Street, Vancouver B.C., Canada              | 82.7%            | 41,000                     | 410,000<br>(358 rooms)            | Hotel                                |   |
| 08   | <b>Empire Prestige Causeway Bay</b><br>8A, Wing Hing Street, Causeway Bay, Hong Kong    | 82.7%            | 2,000                      | 31,000<br>(94 rooms)              | Hotel                                |   |
| 09   | <b>New Hotel (under development)</b><br>10-12, Kimberley Street, Tsim Sha Tsui, Kowloon | 82.7%            | 2,800                      | 34,000<br>(90 rooms)              | Hotel<br>(Expect completion in 2017) |   |
|  |   | Group's interest | Approx. site area (sq.ft.) | Approx. gross floor area (sq.ft.) | Type                                 | Stage   |
| <b>III PROPERTIES UNDER DEVELOPMENT FOR SALE</b> |   |                  |                            |                                   |                                      |   |
| 10   | Hung Shui Kiu<br>Yuen Long, New Territories   | 100%             | 112,000                    | 519,000                           | Residential/<br>Commercial           | Planning application                          |
| 11   | Lam Tei<br>Tuen Mun, New Territories  | 100%             | 18,500                     | 66,500                            | Residential                          | Planning application                          |
| 12   | Sha Ha<br>Sai Kung, New Territories   | 7.5%             | 620,000                    | 300,000                           | Residential                          | Planning                                      |
| 13   | 47-49 Perkins Road,<br>Jardine's Lookout,<br>Hong Kong                                  | 20%              | 23,000                     | 69,000                            | Residential                          | Superstructure<br>(Expect completion in 2018) |
| 14   | 23 Po Shan Road,<br>Hong Kong   | 40%              | 15,000                     | 81,000                            | Residential                          | Foundation                                    |
| 15   | 72 Yong Shun Street West,<br>Tongzhou District, Beijing, PRC                            | 50%              | 550,000                    | 2,360,000                         | Residential/<br>Commercial           | Preparing land clearance                      |
| 16   | 1394 Robson Street<br>Vancouver, B.C., Canada   | 82.7%            | 8,600                      | 75,000                            | Residential                          | Planning                                      |
| 17   | 1444 Alberni Street and<br>740 Nicola Street Vancouver,<br>B.C., Canada                 | 33.1%            | 43,230                     | 649,000                           | Residential/<br>Commercial           | Planning                                      |
|  |   |                  |                            | Group's interest                  | Approx. gross floor area (sq.ft.)    | Type  |
| <b>IV COMPLETED PROPERTY HELD FOR SALE</b>       |   |                  |                            |                                   |                                      |   |
| 18   | <b>Queen's Gate</b><br>Qingpu District Shanghai, PRC                                    |                  |                            | 50%                               | 518,000                              | Residential                                   |

# Environmental, Social and Governance Report

## REPORTING STANDARD AND SCOPE

This environmental, social and governance report covers the financial year ended 31st March 2017 (the “reporting year”) and addresses all the General Disclosures under each Aspect of the Environmental, Social and Governance Reporting Guide set out in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Group shall aim to collect data to address material Key Performance Indicators (“KPIs”) in our next report.

## ENVIRONMENTAL PROTECTION

### A1 EMISSIONS

The Group did not generate significant greenhouse gas emissions as the emissions are indirectly and principally resulting from consuming electricity and gases at the workplace, vehicles and business travels by employees.

The Group did not generate hazardous waste during its business operation, discharge of water and nonhazardous waste were divided into recyclable or non-recyclable waste and handled in an environmentally responsible manner in line with the applicable environmental protection laws and regulations whenever practicable.

During the reporting year, the Group was not subject to any environmental penalty.

### A2 USE OF RESOURCES

In the hotel operation, air conditioning and lighting are the main contributors to the Asia Standard Hotel’s carbon footprint. In recent years, the Group has stepped up its efforts in environmental initiatives to maximise energy conservation, by promoting efficient use of resources, energy saving and emission.

The design of our hot water system in Empire Hotel in Causeway Bay was divided in three zones for optimal gas supply and energy saving. Air conditioning 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 latest renovation floors have an individual electric heater supply system and the system can be switched off individually for energy reduction purposes. In our Empire Hotel Hong Kong, the air cool chiller system has been replaced by a water cool chiller system in 2012, which is environmental friendly and has greater energy efficiency, better controllability, and longer life. In our Empire Hotel Kowloon, replacement of air cool chiller system by a water cool chiller system is in progress and scheduled to be completed in 2017. As regards to the new hotel development at our sites in Causeway Bay and Tsim Sha Tsui, Asia Standard Hotel Group Limited (“Asia Standard Hotel”) has obtained the provisional certificates of BEAM-Plus (Building Environmental Assessment Method) Version 1.1 for New Buildings.

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.

## Environmental, Social and Governance Report

### A3 THE ENVIRONMENT AND NATURAL RESOURCES

#### Property development

As a responsible developer, the Group is conscious of environmental protection issues on the design and construction of our properties. Over the years, the design and construction of our properties has been in line with the green features as laid down in the Joint Practice Note Nos. 1-2 in relation to “Green and Innovative Buildings” issued jointly by the Buildings Department, Lands Department and Planning Department. The objectives of such green features mainly encompass: (a) to maximise the use of recycled/green building material; (b) to minimise the consumption of energy, in particular those non-renewable types; and (c) to reduce construction and demolition waste. For our development projects in Hung Shui Kiu, Yuen Long and Nos. 47-49 Perkins Road, Jardine’s Lookout, Hong Kong, a number of green features will be designed by our consultants team and implemented in line with the latest government policy in fostering a quality and sustainably built environment, which will lead to BEAM-Plus Certification after the completion of the project. BEAM-Plus is a comprehensive environmental assessment scheme for buildings recognised by The Hong Kong Green Building Council Limited.

#### Hotel business

Asia Standard Hotel incorporated various environmental initiatives in its hotel operation to minimise waste generation. For instance, water consumption is reduced through our green programme for guestroom linens. We have placed green cards in our guestrooms, informing guests that the hotel will change towels and bedsheets upon request.

To reduce paper consumption, we maximise the use of electronic communications and file storage systems for general office work, guest logs and daily reports and whenever possible we use e-confirmations for guest reservations. In addition, the Group encourages use of recycled paper for printing and copying, double-sided printing and copying, reduce energy consumption by switching off idle lightings, air conditioning and electrical appliances.

The Group’s operational activities do not have significant impacts on the environment and natural resources, and the Company shall ensure compliance with all applicable environmental related legislations and regulations.

## SOCIAL ASPECT

### B1 EMPLOYMENT

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.

## Environmental, Social and Governance Report

### **B2 HEALTH AND SAFETY**

The Group values the health and wellbeing of staff. In order to provide employees with health coverage, staff are entitled to benefits including medical insurance and other competitive fringe benefits.

Fire hazards pose significant threats, and all our staff are thoroughly briefed on our Fire Safety Guidelines. Newly joined employees also receive comprehensive orientation on the work safety procedures of the Group.

The Group complied with all the relevant laws and regulations that have a significant impact on the Group relating to health and safety during the year ended 31st March 2017.

### **B3 DEVELOPMENT AND TRAINING**

Various training courses are regularly conducted to promote occupational safety, personal and food hygiene, fire and emergency response, first aid and customer serving skills.

In addition, our staff is eligible to apply for Educational Sponsorships to pursue external professional courses.

### **B4 LABOUR STANDARD**

The Group has complied with all the relevant laws and regulations that have a significant impact on the Group relating to preventing child and forced labour.

### **B5 SUPPLY CHAIN MANAGEMENT**

The Group appreciates the importance of maintaining a good relationship with its suppliers to meet its immediate and long-term business goals. Most of the Group's procurements have undergone a tender process. The Group implements a just and fair tender process to ensure adequate competition and adopts a series of assessment methods in relation to supplier management to ensure the quality of its supplied products and services during performance process.

#### **Hospitality**

Asia Standard Hotel works closely with a number of suppliers in providing a range of hospitality goods, including guestroom consumables, tableware, furniture, and foods and beverages. Asia Standard Hotel assures their performance for delivering quality sustainable products and services through supplier approval process and by spot checks on the delivered goods.

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.

## Environmental, Social and Governance Report

### Property development

The Group has adopted high standards for all building materials in our premises construction, and will continue to review options to purchase more products from environmentally superior products, as well as local or regional companies to reduce the environmental impact of their manufacture and transportation.

## B6 PRODUCT RESPONSIBILITY

Our catering operations adhere to all relevant legislations, including but not limited to nutritional and food allergy labelling. The quality and hygiene of our cuisines are effectively managed under an extensive food safety manual. Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations, which have significant impact on the Group.

During the reporting year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

### Data privacy

We only collect personal data for operational needs and clearly inform all customers or persons about the intended use of the data and their rights to review and revise their information. All collected personal data is treated as confidential and kept securely, accessible by designated personnel only.

During the reporting year, there was no substantiated complaints received concerning breaches of customer privacy and losses of customer data.

## B7 ANTI-CORRUPTION

We do not tolerate any form of corruption or malpractice such as bribery, money laundering, extortion and fraud. Expected professional conduct at the workplace is outlined in the employee handbook.

During the reporting year, there was no reported cases of corruption and non-compliance with any rules and regulations as regards anti-corruption such as the Prevention of Bribery Ordinance.

**B8 COMMUNITY INVESTMENT**

The Group is 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.

With the help of our employees, we have organised various events during the year to give back to our community.

**Caring for society**

“The Art of Caring” Community Care Program (the “Program”) was launched in 2009 by Asia Standard Hotel 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 2016/2017, the following activities were organised:

- Dining Etiquettes classes were offered to more than 30 SAHK secondary school students on 14th, 21st and 28th February 2017.
- 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 19th and 20th December 2016.
- OLE<sup>2</sup> Program (Other Learning Experiences x Opportunities for Life Enrichment) giving five about-to graduate secondary school students an opportunity to real-life work experience at hotel industry. They were assigned to Corporate Sales and Accounting offices, working as Office Assistant and Accounts Trainee, respectively during May to June 2017.
- Prizes sponsorship of 10 sets of dinner buffets for two to a SAHK’s parenting program “Slogan Competition on Harmonious Family”.

Joining hands with SAHK, Asia Standard Hotel will continue to expand the breadth and depth of the Program enabling more learning opportunities and rehabilitation support for children and youth with special needs.



## Environmental, Social and Governance Report

### Charity activities

The Group has during the reporting year made donations of HK\$8,552,000 to a number of charitable organisations, such as Hong Kong Spinal Cord Injury Fund Limited, Sai Kung Tseung Kwan O Environmental Association Limited, Hong Kong Breast Cancer Foundation Limited, Suicide Prevention Services Limited, St. Stephen's Foundation Limited, and Hong Kong Paralympic Committee & Sports Association for the Physically Disabled.

### Community Recognition

Asia Standard Hotel has been for an eighth year in a row awarded the Caring Company title 2016/17 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.

# 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 six Executive Directors and three Independent Non-executive Directors. The posts of Chairman and Chief Executive are separate and are not held by the same individual. The Chairman, Mr. Fung Siu To, Clement, is responsible for overseeing the functioning of the Board and the strategies and policies of the Group. The Chief Executive and the Managing Director, Mr. Poon Jing, 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 (the “Bye-Laws”), 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 and the Code.

The Board meets quarterly and is responsible for the formulation and reviewing of long-term business directions and strategies, monitoring the operations and financial performance of the Group and performing corporate governance functions set out in the Code. 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.

During the year, the Board has reviewed the Company’s policies and practices on corporate governance, and reviewed and monitored the training and continuous professional development of directors and senior management. The Board has also reviewed and ensured compliance of the relevant legal and regulatory requirements, the code of conducts, the Code and the disclosure in the Corporate Governance Report.

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.

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, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements.

## Corporate Governance Report

During the year, the Board held five meetings. The Directors of the Board and the attendance of each Director at the Board meetings and the general meeting of the Company held during the year are as follows:

| Director             | Title                                 | Number of meetings attended/<br>Number of meetings held |                 |
|----------------------|---------------------------------------|---|-----------------|
|                      |                                       | Board meeting   | General meeting |
| Fung Siu To, Clement | Chairman                              | 5/5   | 1/1             |
| Poon Jing            | Managing Director and Chief Executive | 5/5   | 0/1             |
| Poon Hai             | Executive Director                    | 5/5   | 1/1             |
| Poon Yeung, Roderick | Executive Director                    | 4/5   | 1/1             |
| Lun Pui Kan          | Executive Director                    | 5/5   | 1/1             |
| Kwan Po Lam, Phileas | Executive Director                    | 5/5   | 1/1             |
| Koon Bok Ming, Alan  | Independent Non-executive Director    | 5/5   | 1/1             |
| Leung Wai Keung      | Independent Non-executive Director    | 4/5   | 1/1             |
| Wong Chi Keung       | Independent Non-executive Director    | 5/5   | 1/1             |

## BOARD DIVERSITY POLICY

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. In assessing the composition of the Board, the Company will seek to achieve board diversity through the consideration of a number of factors and measurable criteria, including gender, age, cultural and education background, industry experience, qualifications, skills, knowledge, and professional ethics. All Board appointments will be based on meritocracy and the candidates will be considered against objective criteria of their potential contributions to the Board and the Company, having due regard for the benefits of diversity on the Board.

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 gender, age, cultural and education background, industry experience, qualifications, skills, knowledge, and professional ethics of the candidates.

## REMUNERATION COMMITTEE

Mr. Wong Chi Keung, an Independent Non-executive Director of the Company is the Chairman of the Remuneration Committee. The Remuneration Committee currently comprises the Chairman of the Company, Mr. Fung Siu To, Clement, an Executive Director, Mr. Poon Hai and all the three Independent Non-executive Directors. The terms of reference were revised and adopted by the Board in compliance with the Code. The duties of the Remuneration 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 Remuneration 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 comprises all the Independent Non-executive Directors, Mr. Koon Bok Ming, Alan (as the Chairman), Mr. Wong Chi Keung and Mr. Leung Wai Keung. 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, risk management 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 financial statements and the recommendation by the auditor on enhancement of risk management and internal control. All the members had attended the meetings. The Audit Committee has reviewed the annual financial statements for the year ended 31st March 2017.

## 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. 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 2017.

## CORPORATE GOVERNANCE CODE

During the year, the Company has complied with the code provisions of the Code, except the following deviations:

- (1) Code Provision A.4.1 of the Code provides 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;
- (2) Code Provision A.5.1 of the Code provides that issuers should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors. The Company does not have a nomination committee. The Board as a whole is responsible for assessing the independence of independent non-executive directors, reviewing the structure, diversity, size and composition of the Board, the appointment of new Directors and the nomination of Directors for re-election by shareholders at the general meeting of the Company. Under the Bye-Laws, the Board may at any time, and from time to time, appoint any person as a Director, either to fill a casual vacancy, or as an addition to the Board. Any Director so appointed shall retire at the next annual general meeting but shall then be eligible for re-election at the meeting; and
- (3) Code Provision C.2.5 of the Code provides that issuers should have an internal audit function. The Company's internal audit function was carried out by the internal auditor who has resigned and left the Company in September 2016. A new internal auditor has been recruited and reported to duty in June 2017.

## Corporate Governance Report

### RISK MANAGEMENT AND INTERNAL CONTROL

The Group has its risk management structure and allocated responsibilities in order to achieve the Group's business objectives:

#### RISK MANAGEMENT

The Board has the overall responsibilities of establishing, maintaining and operating sound and effective risk management and internal control systems. The Audit Committee, acting on behalf of the Board, reviews the effectiveness of the Company's risk management and internal control systems on an on-going basis and reports to the Board. The management is responsible for designing, implementing and monitoring of the Group's risk management framework and internal control system. The internal audit function facilitates improvement in the risk management process by assessing the effectiveness of the internal control system and reports audit results together with the results of the periodic compliance checking to the Audit Committee on an ongoing basis.

#### INTERNAL CONTROL

The Group's internal control system comprises a well-established organisational structure, comprehensive budgeting, reporting, policies and procedures, aiming to identify and manage risks that could adversely hinder the achievement of business objectives of the Group, provide reasonable, but not absolute, assurance against failure in operational system, material error, loss or fraud to the Group. Proper controls are in place for the recording of complete, accurate and timely accounting and management information. Regular reviews and internal audits are carried out for an independent appraisal of the adequacy and effectiveness of the systems and the compliance with applicable laws and regulations.

A discussion on the principal risks and uncertainties encountered by the Group are set out on pages 49 to 50 in Report of the Directors.

Unauthorised access and use of inside information are strictly prohibited. Any potential inside information identified by senior management will be assessed, and where appropriate, will be escalated for the attention of the Board to resolve on further action(s). The Board assesses the likely impact of any unexpected and significant event and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

#### EFFECTIVENESS OF THE COMPANY'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

For the financial year under review, two Audit Committee meetings with senior management and the Group's external auditors were held. The Audit Committee has not identified any significant control failings or weaknesses and it concurred with the management's confirmation. The Board is of the view that the system of risk management and internal control in place for the financial year under review and up to the date of issuance of the annual report and financial statements is sound and is sufficient to safeguard the interests of shareholders, customers and employees, and the Group's assets.

## 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 53 to 59 of this annual report.

An amount of HK\$7,599,000 (2016: HK\$6,230,000) 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\$2,031,000 (2016: HK\$1,048,000).

## SHAREHOLDERS' RIGHTS

Subject to the applicable laws and regulations, the Listing Rules and the Bye-Laws as amended from time to time, shareholders ("Shareholders") of the Company may put forward proposals at an annual general meeting (an "AGM") of the Company and convene general meetings of the Company.

### (I) PROCEDURE FOR SHAREHOLDER TO MAKE PROPOSALS AT SHAREHOLDERS' MEETING

The number of Shareholders required to move a resolution at an AGM or to circulate any statement by written request (the "Requisitionists") shall be:

- i. any number of Shareholders representing not less than one-twentieth (1/20) of the total voting rights of all the Shareholders having a right to vote at the AGM or the relevant general meeting; or
- ii. not less than one hundred (100) Shareholders.

The written request (the "Requisition") must state the resolution to be moved at the AGM or the statement of not more than one thousand (1,000) words in relation to any particular resolution being proposed or business to be dealt with in the relevant general meeting of the Company (as the case may be), and signed by all the Requisitionists in one or more document in like form.

A copy of the Requisition, or two or more copies which between them contain the signatures of all the Requisitionists, shall be lodged at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda and a copy thereof at the principal office of the Company in Hong Kong at 30/F., MassMutual Tower, 33 Lockhart Road, Wanchai, Hong Kong, for the attention of the Company Secretary (i) not less than six (6) weeks before the AGM in the case of a Requisition requiring notice of a resolution, unless an AGM is called for a date six weeks or less after the deposit of the Requisition, in which case the Requisition will be deemed to have been properly deposited; or (ii) not less than one (1) week before the relevant general meeting in the case of any other Requisition.

The Requisitionists must deposit a sum which is reasonably sufficient to meet the Company's expenses in giving effect to the Requisition.

## Corporate Governance Report

### (II) PROCEDURE FOR SHAREHOLDER TO CONVENE SPECIAL GENERAL MEETINGS

Shareholders holding not less than one-tenth (1/10) of the paid-up capital of the Company carrying the right of voting at the general meetings of the Company (the “SGM Requisitionists”) may require the Board to convene a special general meeting of the Company (“SGM”) by depositing a written requisition (the “SGM Requisition”) at Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda and a copy thereof at the principal office of the Company in Hong Kong at 30/F., MassMutual Tower, 33 Lockhart Road, Wanchai, Hong Kong for the attention of the Company Secretary.

The SGM Requisition must state the objects of the SGM and be signed by the SGM Requisitionists and may consist of one or more documents in like form, each signed by one or more of the SGM Requisitionists.

Upon receipt of the SGM Requisition, the Directors shall forthwith proceed duly to convene the SGM, and such SGM shall be held within two months after the deposit of the SGM Requisition.

Where, within twenty-one (21) days of the lodging of the SGM Requisition, the Directors do not proceed duly to convene the SGM, the SGM Requisitionists, or any of them representing more than one-half (1/2) of the total voting rights of all of them, may themselves convene the SGM, provided that any SGM so convened shall be held within three (3) months from the date of deposit of the SGM Requisition. The SGM Requisitionists shall convene a SGM in the same manner, as nearly as possible, as that in which SGMs are to be convened by Directors. Under the Bye-Laws and pursuant to the requirements of the Listing Rules, a notice specifying the time and place and the general nature of the proposed business to be transacted at the SGM shall be given to all Shareholders entitled to attend the SGM for consideration in the following manner:

- i. notice of not less than twenty-one (21) clear days or ten (10) clear business days, whichever is longer, if a special resolution is to be passed at the SGM; and
- ii. notice of not less than fourteen (14) clear days or ten (10) clear business days, whichever is longer, in all other cases, provided that a SGM may be called by a shorter notice if it is so agreed by a majority in number of the Shareholders having the right to attend and vote at the SGM, being a majority together holding not less than 95% in nominal value of the issued shares of the Company giving such right.

## PROFESSIONAL DEVELOPMENT

Every newly appointed Director will receive briefing and professional development so as to ensure that he has appropriate understanding of the Group’s business and of his duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

The Company also provides regular updates and presentation on the business development of the Group. The Directors are regularly briefed on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, the Company has been encouraging the Directors to enroll in professional development courses and seminars relating to the Listing Rules, Companies Ordinance and corporate governance practices organised by professional bodies or chambers in Hong Kong.

## Corporate Governance Report

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. A summary of training received by the Directors according to the records provided by the Directors are as follows:

| Directors                | Type of training |
|--------------------------|------------------|
| Mr. Fung Siu To, Clement | B                |
| Mr. Poon Jing            | B                |
| Mr. Poon Hai             | B                |
| Mr. Poon Yeung, Roderick | B                |
| Mr. Lun Pui Kan          | B                |
| Mr. Kwan Po Lam, Phileas | B                |
| Mr. Koon Bok Ming, Alan  | B                |
| Mr. Leung Wai Keung      | A,B,C            |
| Mr. Wong Chi Keung       | A,B              |

- A: Attending seminar(s)/training session(s)/conference(s)/forum(s) relevant to directors' profession and/or duties and/or other relevant topics
- B: Reading materials in relation to corporate governance, regulatory development and other relevant topics
- C: Giving talks at seminar(s) and/or training session(s)/conference(s)/forum(s) relevant to directors' profession and/or duties and/or other relevant topics

## 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.asiastandard.com> which enables shareholders, investors and public to access to the information of the Company on a timely basis.

## PROCEDURE FOR RAISING ENQUIRIES

Shareholders may at any time send their enquires and concerns to the Board in writing to the principal office of the Company in Hong Kong or by e-mail to [asinfo@asiastandard.com](mailto:asinfo@asiastandard.com) for the attention of the Company Secretary.



# Directors and Senior Management

## EXECUTIVE DIRECTORS

### **FUNG SIU TO, CLEMENT**

Aged 68, is the Chairman and a member of the Remuneration Committee of the Company. He is also the Chairman, an executive director and a member of remuneration committee of Asia Orient Holdings Limited (“Asia Orient”) and an executive director of its listed subsidiary, Asia Standard Hotel Group Limited (“Asia Standard Hotel”). Mr. Fung is also a director of certain subsidiaries of the Company. 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 Company and its subsidiaries (together the “Group”) in 1988 and has over 30 years of experience in project management and construction. He is the uncle of Mr. Poon Hai and Mr. Poon Yeung, Roderick, both of them are Executive Directors of the Company. He is also the brother-in-law of Mr. Poon Jing and Dr. Lim Yin Cheng, the Managing Director of the Company and the Deputy Chairman of Asia Standard Hotel respectively.

### **POON JING**

Aged 62, is the Chief Executive and Managing Director of the Company. He is also the Chief Executive, Managing Director and an executive director of Asia Orient and the Chairman and an executive director of Asia Standard Hotel. Mr. Poon is also a director of certain subsidiaries of the Company. He is the founder of the Group. He is the father of Mr. Poon Hai and Mr. Poon Yeung, Roderick, both of them are Executive Directors of the Company. He is also the brother-in-law of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Chairman of the Company and the Deputy Chairman of Asia Standard Hotel respectively.

### **POON HAI**

Aged 31, is an Executive Director and a member of the Remuneration Committee of the Company. He is also an executive director of Asia Orient and Asia Standard Hotel. Mr. Poon is also a director of certain subsidiaries of the Company. Mr. Poon holds a Bachelor of Commerce degree from the University of British Columbia. He is responsible for the business development and the project management of the Group. He is the son of Mr. Poon Jing and the brother of Mr. Poon Yeung, Roderick, the Managing Director and an Executive Director of the Company respectively. He is also the nephew of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Chairman of the Company and the Deputy Chairman of Asia Standard Hotel respectively. He joined the Group in 2009.

### **POON YEUNG, RODERICK**

Aged 28, is an Executive Director of the Company, Asia Orient and Asia Standard Hotel. Mr. Poon is also a director of certain subsidiaries of the Company. Mr. Poon holds a Bachelor of Commerce degree with a major in real estate from the University of British Columbia. He is responsible for the Group’s project management, investment and business development. He is the son of Mr. Poon Jing and the brother of Mr. Poon Hai, the Managing Director and an Executive Director of the Company respectively. He is also the nephew of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Chairman of the Company and the Deputy Chairman of Asia Standard Hotel respectively. He joined the Group in 2012.

### **LUN PUI KAN**

Aged 53, is the Finance Director of the Company and Asia Orient. Mr. Lun is also a director of certain subsidiaries of the Company. Mr. Lun has over 30 years of experience in accounting and finance. He is a holder of a Bachelor of Science (Engineering) degree and is an associate member of The Hong Kong Institute of Certified Public Accountants (“HKICPA”) and a fellow member of The Association of Chartered Certified Accountants (“ACCA”). He joined the Group in 1994.

### **KWAN PO LAM, PHILEAS**

Aged 58, is an Executive Director of the Company and Asia Orient. Mr. Kwan is also a director of certain subsidiaries of the Company. Mr. Kwan is a holder of a Bachelor of Business Administration degree. He joined the Group in 1986 and is responsible for property sales and leasing. He has over 30 years of experience in property sales, leasing and real estate management.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### **KOON BOK MING, ALAN**

Aged 76, is an Independent Non-executive Director, a member of the Remuneration Committee and the Chairman of the Audit Committee of the Company. Mr. Koon is the Chief Executive Officer of a financial advisory firm and has over 30 years of experience in international banking and project and structured finance. He holds a Bachelor degree in Economics and a Master degree in Business Administration. He joined the Group in 1999.

### **LEUNG WAI KEUNG**

Aged 54, is an Independent Non-executive Director, a member of the Remuneration Committee and 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 practicing as a barrister since 1996. He is also an independent non-executive director and a member of the Audit Committee of Asia Standard Hotel. Mr. Leung is a member of HKICPA, The Hong Kong Institute of Chartered Secretaries (“HKICS”), ACCA, Institute of Chartered Secretaries and Administrators (“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 University of Lancaster and obtained a Bachelor of Laws from Manchester Metropolitan University. He was the President of HKICS in 2006. In 2007, Mr. Leung was 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.

### **WONG CHI KEUNG**

Aged 62, is an Independent Non-executive Director, a member of the Audit Committee and the Chairman of the Remuneration Committee of the Company. Mr. Wong holds a Master degree in Business Administration from The University of Adelaide in Australia. He is a fellow member of HKICPA, ACCA and CPA Australia; an associate member of ICSA and The Chartered Institute of Management Accountants. Mr. Wong is also a responsible officer for asset management and advising on securities for CASDAQ International Capital Market (HK) Company Limited under the Securities and Futures Ordinance.

Mr. Wong was an executive director, the Deputy General Manager, Group Financial Controller and Company Secretary of Yuexiu Property Company Limited (formerly known as Guangzhou Investment Company Limited) which is a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), for over ten years. He is an independent non-executive director, the chairman of the remuneration committee and a member of the audit committee of Asia Orient. He is also an independent non-executive director and a member of audit committee of Century City International Holdings Limited, China Shanshui Cement Group Limited, China Ting Group Holdings Limited, ENM Holdings Limited, Fortunet e-Commerce Group Limited, Golden Eagle Retail Group Limited, Heng Xin China Holdings Limited, Nickel Resources International Holdings Company Limited, Paliburg Holdings Limited, Regal Hotels International Holdings Limited, TPV Technology Limited, Yuan Heng Gas Holdings Limited and Zhuguang Holdings Group Company Limited, all of which are listed on the Stock Exchange. Mr. Wong has over 40 years of experience in finance, accounting and management. He joined the Group in 2004.

## Directors and Senior Management

### SENIOR MANAGEMENT

#### **LIM YIN CHENG**

Aged 72, is the Deputy Chairman, Chief Executive, an executive director and a member of the remuneration committee of Asia Standard Hotel. Dr. Lim is also a director of certain subsidiaries of the Company. Dr. Lim is a holder of a Bachelor of Science (Chemical Engineering) and Doctor of Philosophy degrees. He has over 30 years of experience in engineering, project management and administration. He joined the Group in 1992. He is the uncle of Mr. Poon Hai and Mr. Poon Yeung, Roderick, both of them are Executive Directors the Company. He is also the brother-in-law of Mr. Poon Jing and Mr. Fung Siu To, Clement, the Managing Director and the Chairman of the Company respectively.

#### **NG SIEW SENG, RICHARD**

Aged 65, is the Group General Manager of Asia Standard Hotel. Mr. Ng is also a director of a subsidiary of Asia Standard Hotel. Mr. Ng is responsible for the development and management of the hotel group's hospitality operations. With over 3 decades' 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 Asia Standard Hotel Group in September 2007.

#### **WOO WEI CHUN, JOSEPH**

Aged 53, is an executive director and the Group Financial Controller of Asia Standard Hotel. Mr. Woo is also a director of certain subsidiaries of Asia Standard Hotel. Mr. Woo is qualified as an U.S. Certified Public Accountant (Illinois) and is an associate member of HKICPA. He holds a Bachelor degree in Accounting with Computing and a Master degree in Business Administration. Mr. Woo has over 25 years of experience in accounting and finance. He joined Asia Standard Hotel Group in 2006.

#### **WONG HOI YAN**

Aged 44, is the General Manager of Project Management Division of the Company. Ms. Wong holds a Bachelor of Arts degree in Architectural Studies and Master of Architecture from The University of Hong Kong and Master of Science degree in Project Management from The Hong Kong Polytechnic University. She is a Registered Architect in Hong Kong, a Member of The Hong Kong Institute of Architects and an Authorized Person under the Buildings Ordinance. She is also a BEAM Pro under the Hong Kong Green Building Council. Ms. Wong is responsible for property development and project management. She has over 16 years of experience in project planning and management. She joined the Group in March 2014.

# Report of the Directors

The Directors have pleasure in presenting their report together with the audited financial statements for the year ended 31st March 2017.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 39 to the financial statements.

The activities of the Group are mainly based in Hong Kong. Analysis of the Group's gross income 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 60.

The Company did not pay an interim dividend (2016: Nil) for the year ended 31st March 2017.

The Board recommends the payment of a final dividend of HK3.0 cents per share (2016: HK3.5 cents per share with a scrip option), totaling HK\$39,593,000 (2016: HK\$45,470,000) for the year ended 31st March 2017.

## FINANCIAL SUMMARY

A five-year financial summary of the results and of the assets and liabilities of the Group is set on page 15.

## EQUITY LINKED AGREEMENTS

Save as disclosed in the sections "Share Option Schemes" pages 43 to 47 and "Convertible Notes" on page 48, no equity linked agreements were entered into during the year or subsisted at the end of the year.

## SHARE ISSUED IN THE YEAR

Details of shares of the Company issued in the year ended 31st March 2017 are set out in note 31 to the financial statements.

## DEBENTURES ISSUED DURING THE YEAR

Save as disclosed in the section "Convertible Notes" on page 48, no debenture was issued by the Company and its subsidiaries during the year.

## PRINCIPAL PROPERTIES

Details of the principal properties of the Group are set out on pages 16 to 18.

## Report of the Directors

### DONATIONS

During the year, the Group made charitable and other donations of HK\$8,552,000 (2016: HK\$5,126,000).

### DIRECTORS

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

Mr. Fung Siu To, Clement

Mr. Poon Jing

Mr. Poon Hai

Mr. Poon Yeung, Roderick

Mr. Lun Pui Kan

Mr. Kwan Po Lam, Phileas

Mr. Koon Bok Ming, Alan

Mr. Leung Wai Keung

Mr. Wong Chi Keung

Messrs. Poon Hai, Kwan Po Lam, Phileas and Wong Chi Keung will retire from office by rotation in accordance with the Bye-Laws of the Company (the “Bye-Laws”) 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 32 to 34.

### DIRECTORS’ MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACTS

No transactions, arrangement and contracts of significance in relation to the Company’s business to which the Company, its subsidiaries, fellow subsidiaries or its parent company was a party and in which a Director of the Company and his connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## PERMITTED INDEMNITY PROVISIONS

Subject to the Bermuda Companies Act 1981, the Bye-Laws and other relevant statutes, the Directors shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto. The Company has arranged appropriate Directors' and Officers' Liability Insurance coverage for the Directors and officers of the Group.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Apart from the share option schemes of the Company as disclosed on pages 43 to 47, and that of a subsidiary, Asia Standard Hotel Group Limited ("Asia Standard Hotel"), at no time during the year was the Company, its subsidiaries or its fellow subsidiaries 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 2017, the interests and short positions 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

| Director  | Number of shares held |                    |             | Percentage of shares in issue (%) |
|-----------|-----------------------|--------------------|-------------|-----------------------------------|
|           | Personal interest     | Corporate interest | Total       |                                   |
| Poon Jing | 1,308,884             | 683,556,392        | 684,865,276 | 51.89                             |

Note:

By virtue of Mr. Poon Jing's controlling interest (50.44%) in Asia Orient Holdings Limited ("Asia Orient"), he is deemed to be interested in the shares of the Company held by Asia Orient as disclosed under the heading "Substantial shareholders and other persons' interests and short positions in shares and underlying shares" below.

## Report of the Directors

### (I) LONG POSITIONS IN SHARES (Continued)

#### (b) Associated corporations

| Director             | Associated corporations | Number of shares held |                 |                          | Total         | Percentage of shares in issue (%) |
|----------------------|-------------------------|-----------------------|-----------------|--------------------------|---------------|-----------------------------------|
|                      |                         | Personal interest     | Family interest | Corporate interest       |               |                                   |
| Poon Jing            | Asia Orient             | 273,607,688           | 5,318,799       | 145,213,900<br>(Notes)   | 424,140,387   | 50.44                             |
|                      | Asia Standard Hotel     | 152,490               | -               | 1,346,158,049<br>(Notes) | 1,346,310,539 | 66.71                             |
| Poon Hai             | Asia Orient             | 1,044,319             | -               | -                        | 1,044,319     | 1.24                              |
| Fung Siu To, Clement | Asia Orient             | 15,440,225            | -               | -                        | 15,440,225    | 1.83                              |
|                      | Mark Honour Limited     | 9                     | -               | -                        | 9             | 0.01                              |

Notes:

- By virtue of Mr. Poon Jing's controlling interest in Asia Orient, he is deemed to be interested in the shares of Asia Standard Hotel held by Asia Orient and the Company.
- By virtue of Mr. Poon Jing's interest in the Company through Asia Orient, he is deemed to be interested in the shares of all the Company's subsidiaries and associated corporations.

### (II) LONG POSITIONS IN UNDERLYING SHARES

#### Interests in share options

##### (a) The Company

| Director                      | Outstanding as at 1st April 2016 and 31st March 2017 |
|-------------------------------|--|
| Poon Hai (Note 1)             | 3,500,000  |
| Poon Yeung, Roderick (Note 1) | 3,500,000  |

Notes:

- Options were granted under 2014 Share Option Scheme (as described under the heading "Share Option Schemes") on 11th December 2015 and exercisable during the period from 11th December 2015 to 10th December 2025 at an exercise price of HK\$1.38 per share.
- During the year, no option was granted to the Directors and the options granted to the Directors have not been exercised, cancelled or lapsed.

**(II) LONG POSITIONS IN UNDERLYING SHARES (Continued)****Interests in share options (Continued)***(b) Associated corporations - Asia Orient*

| Director                      | Outstanding<br>as at<br>1st April 2016 | Lapsed<br>during<br>the year | Outstanding<br>as at<br>31st March 2017 |
|-------------------------------|--|------------------------------|---|
| Fung Siu To, Clement (Note 1) | 2,126,301                              | (2,126,301)                  | -                                       |
| Lun Pui Kan (Note 1)          | 2,126,301                              | (2,126,301)                  | -                                       |
| Kwan Po Lam, Phileas (Note 1) | 2,126,301                              | (2,126,301)                  | -                                       |
| Poon Hai (Note 2)             | 3,500,000                              | -                            | 3,500,000                               |
| Poon Yeung, Roderick (Note 2) | 3,500,000                              | -                            | 3,500,000                               |

Notes:

- Options were granted on 29th March 2007 under a share option scheme adopted by Asia Orient on 11th November 2002 and exercisable during the period from 29th March 2007 to 28th March 2017 at an exercise price of HK\$1.4315 (as adjusted) per share.
- Options were granted on 11th December 2015 under a share option scheme adopted by Asia Orient on 29th August 2014 and exercisable during the period from 11th December 2015 to 10th December 2025 at an exercise price of HK\$1.42 per share.
- Save as disclosed above, during the year, no option was granted to the Directors and the options granted to the Directors have not been exercised, cancelled or lapsed.



## Report of the Directors

### (II) LONG POSITIONS IN UNDERLYING SHARES (Continued)

#### Interests in share options (Continued)

(c) Associated corporations – Asia Standard Hotel

| Director             | Date of grant                   | Exercise price (adjusted) (HK\$) | Exercise period                          | Outstanding as at 1st April 2016 | Adjustment | Lapsed during the year | Outstanding as at 31st March 2017 |
|----------------------|---------------------------------|----------------------------------|--|----------------------------------|------------|------------------------|-----------------------------------|
| Fung Siu To, Clement | 29th March 2007 <sup>1</sup>    | 0.432                            | 29th March 2007 to 28th March 2017       | 8,000,000                        | 16,000,000 | (24,000,000)           | -                                 |
| Lun Pui Kan          | 2nd April 2007 <sup>2</sup>     | 0.433                            | 2nd April 2007 to 1st April 2017         | 8,000,000                        | 16,000,000 | -                      | 24,000,000                        |
| Kwan Po Lam, Phileas | 2nd April 2007 <sup>2</sup>     | 0.433                            | 2nd April 2007 to 1st April 2017         | 8,000,000                        | 16,000,000 | -                      | 24,000,000                        |
| Poon Hai             | 11th December 2015 <sup>3</sup> | 0.343                            | 11th December 2015 to 10th December 2025 | 4,800,000                        | 9,600,000  | -                      | 14,400,000                        |
| Poon Yeung, Roderick | 11th December 2015 <sup>3</sup> | 0.343                            | 11th December 2015 to 10th December 2025 | 4,800,000                        | 9,600,000  | -                      | 14,400,000                        |

#### Notes:

- As a result of the issue of bonus shares by Asia Standard Hotel on the basis of two bonus shares for every one existing share (the “Bonus Issue”) as announced in the circular of Asia Standard Hotel dated 27th January 2017 (the “Bonus Issue Circular”), the exercise price of the options was adjusted from HK\$1.296 per share to HK\$0.432 per share and the number of options was adjusted from 8,000,000 options to 24,000,000 options respectively.
- As a result of the Bonus Issue, the exercise price of the options was adjusted from HK\$1.300 per share to HK\$0.433 per share and the number of options was adjusted from 8,000,000 options to 24,000,000 options respectively.
- As a result of the Bonus Issue, the exercise price of the options was adjusted from HK\$1.030 per share to HK\$0.343 per share and the number of options was adjusted from 4,800,000 options to 14,400,000 options respectively.
- Save as disclosed above, during the year, no option was granted to the Directors and the options granted to the Directors have not been exercised, cancelled or lapsed.
- The adjustment to the exercise price and number of options under notes (1) to (3) above were made pursuant to the relevant rules of 2006 Asia Standard Hotel Share Option Scheme (as described under the heading “Share Option Schemes”), the provision of Rule 17.03(13) of the Listing Rules and the Supplementary Guidance issued by the Stock Exchange on 5th September 2005. For details, please refer to the Bonus Issue Circular.

**(III) LONG POSITIONS IN UNDERLYING SHARES AND DEBENTURES****Interests in convertible notes***(a) Associated corporations - Asia Standard Hotel*

| Director  | Nature of interest | Amount of convertible note held (HK\$) | Number of underlying shares held |
|-----------|--------------------|--|----------------------------------|
| Poon Jing | Corporate          | 1,219,619,192                          | 2,692,316,098                    |

Note:

By virtue of Mr. Poon Jing's controlling interest in Asia Orient, he is deemed to be interested in the convertible notes (the "Notes") held by Asia Orient and its subsidiaries which are convertible into 2,692,316,098 shares of Asia Standard Hotel. The Notes are redeemable at the redemption value of HK\$0.453 per Note. Please refer to the section "Convertible Notes" on page 48 for details of the Notes issued by Asia Standard Hotel.

Save as disclosed above, as at 31st March 2017, none of the Directors or 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.

## Report of the Directors

### 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 2017, 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 Chief Executive.

### LONG POSITIONS IN SHARES OF THE COMPANY

| Shareholder  | Capacity                            | Number of shares held | Total       | Percentage (%) |
|--|-------------------------------------|-----------------------|-------------|----------------|
| Asia Orient (Note 1)   | Beneficial Owner                    | 51,705,509            | 683,556,392 | 51.79          |
|  | Interests in controlled corporation | 631,850,883           |             |                |
| Asia Orient Holdings (BVI) Limited ("Asia Orient BVI") (Note 1)                  | Interests in controlled corporation | 631,850,883           | 631,850,883 | 47.87          |
| Asia Orient Company Limited ("AOCL") (Note 2)                                    | Beneficial Owner                    | 304,361,730           | 306,820,883 | 23.24          |
|  | Interests in controlled corporation | 2,459,153             |             |                |
| Kingfisher Inc. and Lipton Investment Limited ("Kingfisher and Lipton") (Note 2) | Interests in controlled corporation | 284,376,649           | 284,376,649 | 21.54          |

Notes:

1. Asia Orient BVI is a wholly-owned subsidiary of Asia Orient. Accordingly, Asia Orient is deemed to have interest and duplicate the interest in the same 631,850,883 shares held by Asia Orient BVI.
2. AOCL, companies controlled by AOCL, Kingfisher and Lipton are wholly-owned subsidiaries of Asia Orient BVI. Asia Orient BVI is deemed to be interested in and duplicate the interest held by AOCL, Kingfisher and Lipton.

Save as disclosed above, as at 31st March 2017, 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 SCHEMES

### THE COMPANY

#### Share option scheme adopted on 27th August 2004 (the “2004 Share Option Scheme”)

The 2004 Share Option Scheme was adopted on 27th August 2004. Under 2004 Share Option Scheme, 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 subsidiaries or any invested entity, their discretionary trust or the companies owned by them. The purpose was to provide incentives, 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 granted under 2004 Share Option Scheme must not exceed 71,851,459 shares, representing about 5.44% 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 2004 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 option granted to the same participant under 2004 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.

Under 2004 Share Option Scheme, 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 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 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 2004 Share Option Scheme was effective for 10 years from 27th August 2004 and expired on the tenth anniversary of such adoption date. Following the expiry of 2004 Share Option Scheme, no further share option can be granted thereafter but all outstanding share options granted under 2004 Share Option Scheme and yet to be executed shall remain valid and exercisable.

The following table discloses details of the Company’s options granted under 2004 Share Option Scheme held by employees (including Directors):

| Grantee        | Outstanding as at<br>1st April 2016 and<br>31st March 2017 |
|----------------|--|
| Other employee | 1,000,000  |

Notes:

- Options were granted on 13th March 2014 and exercisable during the period from 10th March 2017 to 12th March 2024 at an exercise price of HK\$2.00 per share.
- During the year, no option was granted, exercised, cancelled or lapsed.

## Report of the Directors

### Share option scheme adopted on 29th August 2014 (the “2014 Share Option Scheme”)

The 2014 Share Option Scheme was adopted on 29th August 2014. Under 2014 Share Option Scheme, 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 subsidiaries or any invested entity, their discretionary trust or the companies owned by them. The purpose was to provide incentives, 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 2014 Share Option Scheme must not exceed 125,482,152 shares, representing about 9.50% 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 2014 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 option granted to the same participant under 2014 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.

Under 2014 Share Option Scheme, 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 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 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 2014 Share Option Scheme is effective for 10 years from 29th August 2014.

The following table discloses details of the Company’s options granted under 2014 Share Option Scheme held by employees (including Directors):

| Grantee            | Outstanding as at<br>1st April 2016 and<br>31st March 2017 |
|--------------------|--|
| Directors (Note 1) | 7,000,000  |

Notes:

- Options were granted on 11th December 2015 and exercisable during the period from 11th December 2015 to 10th December 2025 at an exercise price of HK\$1.38 per share.
- During the year, no option was granted, exercised, cancelled or lapsed.

## **SUBSIDIARY – ASIA STANDARD HOTEL**

### **Share option scheme adopted on 28th August 2006 (the “2006 Asia Standard Hotel Share Option Scheme”)**

The 2006 Asia Standard Hotel Share Option Scheme adopted on 28th August 2006. Under 2006 Asia Standard Hotel Share Option Scheme, the board of directors of Asia Standard Hotel may grant options to any director, employee, consultant, customer, supplier, agent, partner or advisers of or contractor to Asia Standard Hotel, its subsidiaries or any invested entities, their discretionary trust or the companies owned by them. The purpose was to provide incentives, recognise and acknowledge the contributions of, motivate and maintain an ongoing relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Asia Standard Hotel Group.

The total number of shares available for issue upon exercise of all options to be granted under 2006 Asia Standard Hotel Share Option Scheme must not exceed 125,088,061 shares, representing about 6.19% of the Asia Standard Hotel's 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 2006 Asia Standard Hotel Share Option Scheme and any other share option scheme must not exceed 30% of the Asia Standard Hotel's 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 option granted to the same participant under 2006 Asia Standard Hotel Share Option Scheme or any other share option scheme within any 12 months period, must not exceed 1% of the Asia Standard Hotel's shares in issue from time to time.

Under 2006 Asia Standard Hotel Share Option Scheme, there was no requirement for a grantee to hold the Asia Standard Hotel option for a certain period before exercising Asia Standard Hotel option unless otherwise determined by the directors of Asia Standard Hotel. The exercise period should be any period determined by the board of directors of Asia Standard Hotel 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 Asia Standard Hotel.

The subscription price shall be at the discretion of the board of directors of Asia Standard Hotel 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 2006 Asia Standard Hotel Share Option Scheme was effective for 10 years from 28th August 2006 and expired on the tenth anniversary of such adoption date. Following the expiry of 2006 Asia Standard Hotel Share Option Scheme, no further share option can be granted thereunder but all outstanding share options granted under 2006 Asia Standard Hotel Share Option Scheme and yet to be exercised shall remain valid and exercisable.

## Report of the Directors

The following table discloses details of Asia Standard Hotel options granted under 2006 Asia Standard Hotel Share Option Scheme held by employees (including Directors):

| Grantee                   | Date of grant                   | Exercise price<br>(adjusted)<br>(HK\$) | Exercise period                             | Outstanding<br>as at<br>1st April 2016 | Adjustment  | Lapsed<br>during<br>the year | Outstanding<br>as at<br>31st March 2017 |
|---------------------------|---------------------------------|--|---|--|-------------|------------------------------|---|
| Directors                 | 29th March 2007 <sup>1</sup>    | 0.432                                  | 29th March 2007 to<br>28th March 2017       | 8,000,000                              | 16,000,000  | (24,000,000)                 | -                                       |
|                           | 2nd April 2007 <sup>2</sup>     | 0.433                                  | 2nd April 2007 to<br>1st April 2017         | 16,000,000                             | 32,000,000  | -                            | 48,000,000                              |
|                           | 11th December 2015 <sup>3</sup> | 0.343                                  | 11th December 2015 to<br>10th December 2025 | 9,600,000                              | 19,200,000  | -                            | 28,800,000                              |
| Directors of a subsidiary | 2nd April 2007 <sup>2</sup>     | 0.433                                  | 2nd April 2007 to<br>1st April 2017         | 16,000,000                             | 32,000,000  | -                            | 48,000,000                              |
| Employees                 | 29th March 2007 <sup>1</sup>    | 0.432                                  | 29th March 2007 to<br>28th March 2017       | 8,000,000                              | 16,000,000  | (24,000,000)                 | -                                       |
|                           | 2nd April 2007 <sup>4</sup>     | 0.433                                  | 2nd April 2007 to<br>1st April 2017         | 30,999,999                             | 61,999,998  | -                            | 92,999,997                              |
|                           |                                 |  |   | 88,599,999                             | 177,199,998 | (48,000,000)                 | 217,799,997                             |

### Notes:

- As a result of the Bonus Issue, the exercise price of the options was adjusted from HK\$1.296 per share to HK\$0.432 per share and the number of options was adjusted from 8,000,000 options to 24,000,000 options respectively.
- As a result of the Bonus Issue, the exercise price of the options was adjusted from HK\$1.300 per share to HK\$0.433 per share and the number of options was adjusted from 16,000,000 options to 48,000,000 options respectively.
- As a result of the Bonus Issue, the exercise price of the options was adjusted from HK\$1.030 per share to HK\$0.343 per share and the number of options was adjusted from 9,600,000 options to 28,800,000 options respectively.
- As a result of the Bonus Issue, the exercise price of the options was adjusted from HK\$1.300 per share to HK\$0.433 per share and the number of options was adjusted from 30,999,999 options to 92,999,997 options respectively.
- Save as disclosed above, during the year, no option was granted to the Directors and the options granted to the Directors have not been exercised, cancelled or lapsed.
- The adjustment to the exercise price and number of options under notes (1) to (4) above were made pursuant to the relevant rules of 2006 Asia Standard Hotel Share Option Scheme, the provision of Rule 17.03(13) of the Listing Rules and the Supplementary Guidance issued by the Stock Exchange on 5th September 2005. For details, please refer to the Bonus Issue Circular.

**Share option scheme adopted on 8th September 2016 (the “2016 Asia Standard Hotel Share Option Scheme”)**

The 2016 Asia Standard Hotel Share Option Scheme was adopted on 8th September 2016. Under 2016 Asia Standard Hotel Share Option Scheme, the board of directors of Asia Standard Hotel may grant options to any director, employee, consultant, customer, supplier, agent, partner or advisers of or contractor to Asia Standard Hotel, its subsidiaries 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 an ongoing relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Asia Standard Hotel Group.

The total number of shares available for issue upon exercise of all options to be granted under 2016 Asia Standard Hotel Share Option Scheme must not exceed 157,038,682 shares, representing about 7.78% of the Asia Standard Hotel's 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 2016 Asia Standard Hotel Share Option Scheme and any other share option scheme must not exceed 30% of the Asia Standard Hotel's 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 option granted to the same participant under 2016 Asia Standard Hotel Share Option Scheme or any other share option scheme within any 12 months period, must not exceed 1% of the Asia Standard Hotel's shares in issue from time to time.

Under 2016 Asia Standard Hotel Share Option Scheme, there was no requirement for a grantee to hold the Asia Standard Hotel option for a certain period before exercising the Asia Standard Hotel option unless otherwise determined by the directors of Asia Standard Hotel. The exercise period should be any period determined by the board of directors of Asia Standard Hotel 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 Asia Standard Hotel.

The subscription price shall be at the discretion of the board of directors of Asia Standard Hotel 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 2016 Asia Standard Hotel Share Option Scheme is effective for 10 years from 8th September 2016. No share option has been granted since the adoption of 2016 Asia Standard Hotel Share Option Scheme.



## Report of the Directors

### CONVERTIBLE NOTES

On 23rd February 2017, Asia Standard Hotel issued a total of 2,693,204,266 convertible notes (the “ASH Convertible Notes”) with principal amount of HK\$1,220 million which bears interest at 0.1% per annum and have dividend entitlement in order to fulfill the public float requirement under the Listing Rules. The ASH Convertible Notes were unsecured and redeemable, and were issued under the issue of bonus shares by way of capitalisation issue by Asia Standard Hotel (the “ASH Bonus Shares”) on the basis of two bonus shares for every one existing share held by the shareholders of Asia Standard Hotel (the “ASH Shareholder”), which each ASH Shareholder was given an option to elect to receive convertible notes in lieu of all (but not part of) of their entitlements to the ASH Bonus Shares. Principal terms of the ASH Convertible Notes are set out in note 28 to the financial statements.

In order to facilitate Asia Standard Hotel to comply with the Listing Rules, the Company and its wholly owned subsidiary elected to receive the ASH Convertible Notes in lieu of the ASH Bonus Shares in respect of all the shares of Asia Standard Hotel (“ASH Shares”) registered in the names of the Company or/and its wholly owned subsidiary.

During the year, 84,256 ASH Convertible Notes were converted into 84,256 ordinary ASH Shares by public shareholders of Asia Standard Hotel.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, the Company had repurchased an aggregate amount of RMB245,000,000, out of the 6.50% senior notes due 2018 in the principal amount of RMB500,000,000 (the “2018 Notes”), and all of such repurchased notes had been cancelled. After cancellation of the repurchased notes, an aggregate amount of RMB255,000,000 of the 2018 Notes remains outstanding at the end of the year. Save as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed 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.

### BUSINESS REVIEW

A fair review of business of the Group, particulars of important events affecting the Group that have occurred since the end of the financial year, if any, an analysis using financial key performance indicators and indication of likely future development of the Group are set out in the section “Management Discussion and Analysis” on pages 8 to 14. Discussion on environmental policies and performance of the Group is set out in the section “Environmental, Social and Governance Report” on pages 19 to 24.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

The Group recognises the importance of compliance with laws and regulations. Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group.

The Group has been allocating resources to ensure ongoing compliance with rules and regulations and any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

## **PRINCIPAL RISKS AND UNCERTAINTIES**

The Group believes that the factors described below represent the principal risks and uncertainties which may potentially affect its business, financial conditions, operations and future prospect of the business. It does not represent that the factors described below are exhaustive.

### **Risks pertaining to property sales & leasing**

The Group's property sales may be influenced by fluctuations of supply and demand in the real estate market, government policies to curb surging property prices such as double and special stamp duty dampen the demand, lowering the mortgage ratio raise the hurdle of financing and hence adversely affect demand. Demand is also sensitive to changes in interest rates.

Economic slowdown would hit retail market and cast downward pressure on property rental and occupancies.

### **Risks pertaining to hotel and travel operations**

The Group's hotel and travel agency business may be significantly affected by factors outside our control such as government regulation, changes in market conditions, competition in the industry, excess hotel supply or reduced international or local demand for hotel rooms and associated services, foreign exchange fluctuations, the interest rate environment, and other natural and social factors which may affect the level of global travel and business activity.

As four of the Group's hotels are located in Hong Kong, the revenue from this business is sensitive to changes in the tourism industry in Hong Kong, which is greatly influenced by the attractiveness of Hong Kong as a destination for tourists, business travellers and conferences, particular for those from the PRC which comprised over 65% of the total overnight visitor arrivals to Hong Kong, and is the major source of business for our hotels.

The Group reviews and optimises its asset portfolio to ensure that it is sufficiently cost effective and efficient. The risk of adverse economic conditions is managed by ensuring proper monitoring of the business performance, and constant assessment of economic conditions and the appropriateness of the prevailing investment and business strategy.

## Report of the Directors

### Risks pertaining to hotel or property developments

The Group engages external contractors to provide various services, including the construction of hotel expansion, hotel and property development projects. Completion of these projects is subject to the performance of external contractors, including the pre-agreed schedule for completion. Any delay in obtaining or failure to obtain the relevant government approvals or permits also affects completion. Furthermore, the government may re-enter the land if we fail to comply with the land grant conditions.

### Risks pertaining to financing

The Group requires funding to support the operations, working capital, and capital expenditure requirements of its hotels in operations, and of any property development in the future. The overall level and pace of future development of the Group may be impacted by factors such as the availability of capital, increase in costs of funding and currency fluctuation.

The Group maintains an open and proactive relationship with the banking community, arranging different terms of loan facilities from different sources with different tenures and ensures continuous assessment of counterparty risks.

### Risks pertaining to financial investments

The Group's financial performance is exposed to financial and capital market risks, including changes in interest rates, foreign exchange rates, credit spreads, equity prices, and the performance of the economy in general and other factors outside our control. For further details of such risks and relevant management policies, please refer to note 3 to the financial statements from pages 86 to 95.

## RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

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 employee's career progression.

The Group appreciates the importance of maintaining good relationship with its customers and suppliers to meet its immediate and long-term business goals. The Group values the feedback from customers through daily communication, and address customers' concern in a timely manner. For the suppliers, the Group assures their performance for delivering quality sustainable products and services through supplier approval process and by spot checks on the delivered goods.

During the year ended 31st March 2017, there is no circumstance of any event between the group and its employees, customers and suppliers which will have a significant impact on the Group's business and on which the Group's success depends.

## 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       | 35.9% |
| Percentage of purchases attributable to the Group's five largest suppliers | 68.8% |
| Percentage of sales attributable to the Group's largest customer           | 14.7% |
| Percentage of sales attributable to the Group's five largest customers     | 40.5% |

None of the Directors, their associates or shareholders, which to the knowledge of the Directors, held any interests in the share capital of the suppliers or customers noted above.

## RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken during the year are disclosed in note 37 to the financial statements. Save as disclosed below, these related party transactions either (i) do not constitute connected or continuing connected transactions or (ii) fall under the definition of a connected or continuing connected transaction, but are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## CONNECTED TRANSACTION

The Group had the following connected transaction with related parties during the year:

### ACQUISITION OF SHARES IN ASIA STANDARD HOTEL

On 27th June 2016, Asia Standard International Limited ("ASIL"), being a direct wholly-owned subsidiary of the Company, has contracted to purchase 188,462,845 and 7,329,999 Asia Standard Hotel's shares (collectively, "the Acquired Asia Standard Hotel Shares"), representing 12.46% of the then equity interest in Asia Standard Hotel, from a subsidiary of Regal Hotels International Holdings Limited ("RHIH's subsidiary") and Cosmopolitan International Finance Limited ("Cosmopolitan") for a consideration of HK\$358,079,405.50 and HK\$13,926,998.10 respectively ("Acquisition"). As RHIH's subsidiary and Cosmopolitan are associates of each of Mr. Lo Yuk Sui ("Mr. Lo"), Century City International Holdings Limited ("CCIH"), Paliburg Holdings Limited ("PH"), Regal Hotels International Holdings Limited ("RHIH") and YSL International Holdings Limited ("YSL"), each of Mr. Lo, CCIH, PH, RHIH and YSL is deemed to be interested in the Acquired Asia Standard Hotel Shares and a substantial shareholder of Asia Standard Hotel within the meaning of the Listing Rules. The Company is a controlling shareholder of Asia Standard Hotel and is deemed to be interested in 70.23% in Asia Standard Hotel as at the date of the Acquisition. Hence, each of Mr. Lo, CCIH, PH, RHIH and YSL is a connected person of the Company at the subsidiary level, and the Acquisition constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

## Report of the Directors

Given that Mr. Lo and his associates are substantial shareholders of Asia Standard Hotel, their shareholdings in Asia Standard Hotel has not been regarded as shares being held in public hands pursuant to Rule 8.24 of the Listing Rules. As a result, the public float of Asia Standard Hotel has fallen below 25% of the entire issued share capital of Asia Standard Hotel as prescribed by Rule 8.08(1)(a) of the Listing Rules. Due to Asia Standard Hotel's inability to meet the minimum public float requirements, the trading of Asia Standard Hotel Shares has been suspended since 30th December 2015 and maybe delisted if the situation continues.

As Mr. Lo and his associates have not taken any steps to dispose of their shares in Asia Standard Hotel to enable Asia Standard Hotel to restore its public float. By purchasing the Acquired Asia Standard Hotel Shares by ASIL, control of the Asia Standard Hotel's shares previously held by Mr. Lo and his associates was handed to the Company and put Asia Standard Hotel in a better position to explore various options to restore the minimum public float of Asia Standard Hotel so as to resume the trading of Asia Standard Hotel's shares.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Confirmation of independence pursuant to the independence guidelines under the Listing Rules 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

**Fung Siu To, Clement**

*Chairman*

Hong Kong, 28th June 2017

# Independent Auditor's Report

## To the Shareholders of Asia Standard International Group Limited

*(incorporated in Bermuda with limited liability)*

## OPINION

### WHAT WE HAVE AUDITED

The consolidated financial statements ("Consolidated Financial Statements") of Asia Standard International Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 60 to 152, which comprise:

- the consolidated balance sheet as at 31 March 2017;
- the consolidated profit and loss account for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the Consolidated Financial Statements, which include a summary of significant accounting policies.

### OUR OPINION

In our opinion, the Consolidated Financial Statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

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

### INDEPENDENCE

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

## Independent Auditor's Report

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in our audit are summarised as follows:

- Valuation of investment properties
- Recoverability of properties under development for sale and impairment of property held for development for sale
- Appropriateness of the capitalisation of costs for hotel properties under development, property, plant and equipment and properties under development for sale

| Key Audit Matter   | How our audit addressed the Key Audit Matter   |
|--|--|
| <p><b>Valuation of investment properties</b></p> <p><i>Refer to notes 4, 15 and 18</i></p> <p>As at 31 March 2017, the Group's investment properties portfolio include investment properties held by subsidiaries and an associated company.</p> <p>Management engaged an independent valuer to estimate the fair value of the Group and an associated company's investment properties as at 31 March 2017 based on the direct comparison method.</p> <p>The key assumptions used in the independent valuation of investment properties requires significant judgement and estimation.</p> | <p>Our audit procedures in relation to key assumptions used in the valuation of investment properties included:</p> <ul style="list-style-type: none"> <li>• Evaluating the independent valuers' competence, capabilities and objectivity;</li> <li>• Obtaining the valuation reports and holding meetings with the independent valuer, together with our own experts in property valuation, to discuss and evaluate the valuation methodology and key assumptions adopted, focusing on market comparables based on recent transacted prices of comparable properties;</li> <li>• Assessing the market comparables used by the independent valuer by benchmarking these against comparable market transactions for similar properties and locations.</li> </ul> <p>We found the methodology and key assumptions used in the valuation of investment properties were supported by the available evidence.</p> |

## KEY AUDIT MATTERS (Continued)

| Key Audit Matter   | How our audit addressed the Key Audit Matter   |
|--|--|
| <p><b>Recoverability of properties under development for sale and impairment of property held for development for sale</b></p>   | <p>Our audit procedures in relation to evaluating management's assessment of recoverability of property development projects included:</p> <ul style="list-style-type: none"> <li>• Comparing the expected future sales prices to current market prices of comparable properties;</li> <li>• Meetings with project managers for major properties under development for sale to understand the progress of development and challenge the assumptions for forecast development costs to complete;</li> <li>• Corroborating the cost estimates provided by management and project managers to latest approved budgets and approved development plans;</li> <li>• Benchmarking estimated construction costs to external industry data;</li> <li>• Performing independent legal title searches and site visits of major projects;</li> <li>• In respect of the Macau Project, we inspected correspondence with the Macau Government and relevant departments and obtained the Group's external legal counsel opinion. We also held discussions with the Group's external legal counsel to understand the Declaration of Expiry process and their legal interpretation of this matter, the merits of the judicial appeal and any further actions that might be undertaken by the Group to claim for compensation and damages.</li> </ul> <p>We found management's assessment of recoverability of property under development for sale and impairment provision were supported by the available evidence.</p> |
| <p><i>Refer to notes 4, 17, 18 and 21</i></p> <p>The Group has a number of properties under development for sale and property held for development for sale ("property development projects") held by subsidiaries and joint ventures.</p> <p>Management assessed the recoverability of properties under development for sale based on estimates of the net realisable values of the underlying properties for each project. This involved the estimation of construction costs to be incurred to complete the properties under development based on existing plans and forecast of future sales.</p> <p>The estimation of net realisable values depends on key assumptions that require significant management judgement, including selling price per square feet and budgeted costs of construction.</p> <p>The property held for development for sale represents a piece of land in Macau ("Macau Project"). As further set out in note 17, the provisional 25 year lease has expired in December 2015. In February 2017, the Macau Government issued a Declaration of Expiry of Land Concession based on Article 48 of the Land Law ("Declared Expiry"). The Group lodged a judicial appeal against the Declared Expiry in March 2017 which is pending a decision by the Second Instance Court of Macau. Based on an assessment of the available facts and circumstances, the Group considered a full impairment provision should be made against the Macau Project as at 31 March 2017. We focused on the impairment assessment as it involved significant judgement.</p> |  |



## Independent Auditor's Report

### KEY AUDIT MATTERS (Continued)

| Key Audit Matter   | How our audit addressed the Key Audit Matter  |
|--|---|
| <p><b>Appropriateness of the capitalisation of costs for hotel properties under development, property, plant and equipment and properties under development for sale</b></p>   | <p>Our audit procedures in relation to assessing the appropriateness of the capitalisation of costs for hotel properties under development and properties under development for sale included:</p> <ul style="list-style-type: none"> <li>• Testing key controls of the property development cycle including but not limited to, controls over cost budgeting and interest capitalisation calculations;</li> <li>• Agreeing capitalised costs during the year, on a sample basis, to underlying supporting documents including land acquisition contracts, construction contracts, and supplier or consultants invoices to ensure the existence and accuracy of the expenditures and their eligibility for capitalisation;</li> <li>• Evaluating and reperforming management's calculation of the capitalisation of interest expense on relevant general and specific bank borrowings.</li> </ul> |
| <p><i>Refer to notes 4, 16, 17, 18 and 21</i></p> <p>The Group has several hotel and other properties under development and properties under development for sale held by subsidiaries and joint ventures.</p> <p>Costs capitalised during the year ended 31 March 2017 comprised acquired land costs, legal and professional fee and the interest expense on general and specific bank borrowings used to finance the developments and other directly attributable costs.</p> <p>Management performed an assessment which involved significant judgement as to determine whether such costs were eligible for capitalisation and when capitalisation should cease once development has completed.</p> | <p>We found the costs capitalised to hotel properties under development, property, plant and equipment and properties under development for sale were supported by the available evidence.</p>  |

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the Consolidated Financial Statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA 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.

In preparing the Consolidated Financial Statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

## Independent Auditor's Report

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with Audit Committee, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Tse Ming Yee.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 28th June 2017

# Consolidated Profit and Loss Account

For the year ended 31st March 2017

|  | <i>Note</i> | <b>2017</b><br><b>HK\$'000</b> | 2016<br>HK\$'000<br>(Restated) |
|--|-------------|--------------------------------|--------------------------------|
| Revenue                                  | 5           | <b>1,685,718</b>               | 1,336,878                      |
| Cost of sales                            |             | <b>(301,978)</b>               | (267,366)                      |
| Gross profit                             |             | <b>1,383,740</b>               | 1,069,512                      |
| Selling and administrative expenses      |             | <b>(252,349)</b>               | (218,864)                      |
| Depreciation                             |             | <b>(120,706)</b>               | (87,119)                       |
| Net investment gain                      | 6           | <b>834,197</b>                 | 362,303                        |
| Fair value gain of investment properties |             | <b>679,366</b>                 | 8,096                          |
| Other exceptional charge                 | 7           | <b>(798,743)</b>               | -                              |
| Operating profit                         |             | <b>1,725,505</b>               | 1,133,928                      |
| Net finance costs                        | 11          | <b>(242,274)</b>               | (203,388)                      |
| Share of profits less losses of          |             |                                |                                |
| Joint ventures                           |             | <b>90,744</b>                  | (7,039)                        |
| Associated companies                     |             | <b>(41,507)</b>                | (112,019)                      |
| Profit before income tax                 |             | <b>1,532,468</b>               | 811,482                        |
| Income tax expense                       | 12          | <b>(3,846)</b>                 | (15,553)                       |
| Profit for the year                      |             | <b>1,528,622</b>               | 795,929                        |
| Attributable to:                         |             |                                |                                |
| Shareholders of the Company              |             | <b>1,451,468</b>               | 721,333                        |
| Non-controlling interests                |             | <b>77,154</b>                  | 74,596                         |
|  |             | <b>1,528,622</b>               | 795,929                        |
| Earnings per share (HK\$)                |             |                                |                                |
| Basic                                    | 14          | <b>1.11</b>                    | 0.56                           |
| Diluted                                  | 14          | <b>1.11</b>                    | 0.56                           |

# Consolidated Statement of Comprehensive Income

For the year ended 31st March 2017

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Profit for the year  | 1,528,622        | 795,929          |
| Other comprehensive income/(charge)  |                  |                  |
| Items that have been reclassified or may be reclassified subsequently to profit or loss:         |                  |                  |
| Net fair value gain/(loss) on available-for-sale investments                                     | 49,767           | (51,975)         |
| Revaluation gain arising from transfer of property, plant and equipment to investment properties | 24,891           | -                |
| Cash flow hedges   |                  |                  |
| - fair value loss  | (33,214)         | (8,005)          |
| - transfer to finance costs  | 46,149           | 24,646           |
| Currency translation differences   | (5,611)          | 4,733            |
| Share of currency translation differences of joint ventures                                      | (84,264)         | (53,457)         |
|  | (2,282)          | (84,058)         |
| Total comprehensive income for the year  | 1,526,340        | 711,871          |
| Attributable to:   |                  |                  |
| Shareholders of the Company  | 1,443,271        | 651,719          |
| Non-controlling interests  | 83,069           | 60,152           |
|  | 1,526,340        | 711,871          |

# Consolidated Balance Sheet

As at 31st March 2017

|   | <i>Note</i> | <b>2017</b><br><b>HK\$'000</b> | 2016<br>HK\$'000 |
|---|-------------|--------------------------------|------------------|
| <b>Non-current assets</b>                             |             |                                |                  |
| Investment properties                                 | 15          | <b>8,273,154</b>               | 7,531,794        |
| Property, plant and equipment                         | 16          | <b>4,097,103</b>               | 3,381,582        |
| Property held for development for sale                | 17          | -                              | 798,743          |
| Joint ventures and associated companies               | 18          | <b>3,562,493</b>               | 3,377,687        |
| Loan receivables                                      | 19          | <b>317,786</b>                 | 294,704          |
| Available-for-sale investments                        | 20          | <b>225,299</b>                 | 170,896          |
| Financial assets at fair value through profit or loss | 23          | <b>328,646</b>                 | 240,601          |
| Deferred income tax assets                            | 30          | <b>43,937</b>                  | 33,554           |
|   |             | <b>16,848,418</b>              | 15,829,561       |
| <b>Current assets</b>                                 |             |                                |                  |
| Properties under development for sale                 | 21          | <b>629,877</b>                 | 1,026,348        |
| Completed properties held for sale                    | 21          | <b>3,501</b>                   | 3,511            |
| Hotel and restaurant inventories                      |             | <b>15,351</b>                  | 15,342           |
| Trade and other receivables                           | 22          | <b>361,803</b>                 | 311,956          |
| Income tax recoverable                                |             | <b>5,698</b>                   | 11,550           |
| Financial assets at fair value through profit or loss | 23          | <b>7,631,601</b>               | 6,673,070        |
| Bank balances and cash                                | 24          | <b>682,379</b>                 | 737,211          |
|   |             | <b>9,330,210</b>               | 8,778,988        |
| <b>Current liabilities</b>                            |             |                                |                  |
| Trade and other payables                              | 25          | <b>196,713</b>                 | 171,676          |
| Amount due to joint ventures                          | 18          | <b>134,311</b>                 | 62,403           |
| Amount due to an associated company                   | 18          | <b>224,400</b>                 | 224,400          |
| Income tax payable                                    |             | <b>12,078</b>                  | 14,632           |
| Borrowings  | 26          | <b>1,210,619</b>               | 1,104,751        |
|   |             | <b>1,778,121</b>               | 1,577,862        |
| <b>Net current assets</b>                             |             | <b>7,552,089</b>               | 7,201,126        |

**Consolidated Balance Sheet**

As at 31st March 2017

|   | <i>Note</i> | <b>2017</b><br><b>HK\$'000</b> | 2016<br>HK\$'000 |
|---|-------------|--------------------------------|------------------|
| <b>Non-current liabilities</b>                            |             |                                |                  |
| Long term borrowings                                      | <i>26</i>   | <b>5,863,550</b>               | 5,371,214        |
| Medium term notes   | <i>27</i>   | <b>632,253</b>                 | 936,894          |
| Convertible notes   | <i>28</i>   | <b>6,266</b>                   | -                |
| Derivative financial instruments                          | <i>29</i>   | <b>76,924</b>                  | 48,115           |
| Deferred income tax liabilities                           | <i>30</i>   | <b>122,787</b>                 | 108,961          |
|   |             | <b>6,701,780</b>               | 6,465,184        |
| <hr style="border-top: 1px dashed black;"/>               |             |                                |                  |
| <b>Net assets</b>   |             | <b>17,698,727</b>              | 16,565,503       |
| <b>Equity</b>   |             |                                |                  |
| Share capital   | <i>31</i>   | <b>13,197</b>                  | 12,991           |
| Reserves  | <i>32</i>   | <b>17,023,960</b>              | 15,551,005       |
| <b>Equity attributable to shareholders of the Company</b> |             |                                |                  |
|   |             | <b>17,037,157</b>              | 15,563,996       |
| Non-controlling interests                                 |             | <b>661,570</b>                 | 1,001,507        |
|   |             | <b>17,698,727</b>              | 16,565,503       |

**Fung Siu To, Clement**  
*Director*

**Lun Pui Kan**  
*Director*



# Consolidated Statement of Cash Flows

For the year ended 31st March 2017

|  | <i>Note</i> | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|-------------|------------------|------------------|
| <b>Cash flows from operating activities</b>                  |             |                  |                  |
| Net cash generated from operations                           | 36          | 534,368          | 179,820          |
| Net income tax refund/(paid)                                 |             | 2,895            | (11,086)         |
| Interest paid  |             | (218,444)        | (228,925)        |
| Interest received from bank deposit and other receivables    |             | 4,810            | 5,046            |
| Net cash generated from/(used in) operating activities       |             | 323,629          | (55,145)         |
| <b>Cash flows from investing activities</b>                  |             |                  |                  |
| Addition to investment properties                            |             | (42,538)         | (18,964)         |
| Addition to property, plant and equipment                    |             | (165,308)        | (160,696)        |
| Proceeds on disposal of property, plant and equipment        |             | -                | 2,125            |
| Acquisition of interests in a subsidiary                     |             | (372,378)        | -                |
| Loan to a joint venture partner                              |             | -                | (280,000)        |
| Increase in investment in a joint venture                    |             | (1,775)          | (615,066)        |
| Advance to associated companies and joint ventures           |             | (156,050)        | (93,295)         |
| Dividend received from an associated company                 |             | 9,900            | -                |
| Net cash used in investing activities                        |             | (728,149)        | (1,165,896)      |
| Net cash used before financing activities                    |             | (404,520)        | (1,221,041)      |
| <b>Cash flows from financing activities</b>                  |             |                  |                  |
| Drawdown of long term borrowings                             |             | 2,222,922        | 1,808,675        |
| Repayment of long term borrowings                            |             | (1,228,542)      | (1,048,990)      |
| Net decrease in short term borrowings                        |             | (383,005)        | (99,464)         |
| Net (repurchase)/proceeds of medium term notes               |             | (277,669)        | 245,528          |
| Dividend paid  |             | (11,221)         | (10,931)         |
| Dividend paid to non-controlling interests                   |             | (3,396)          | (4,675)          |
| Net cash generated from financing activities                 |             | 319,089          | 890,143          |
| Net decrease in cash and cash equivalents                    |             | (85,431)         | (330,898)        |
| Cash and cash equivalents at the beginning of the year       |             | 734,689          | 1,066,022        |
| Changes in exchange rates                                    |             | (2,045)          | (435)            |
| Cash and cash equivalents at the end of the year             |             | 647,213          | 734,689          |
| <b>Analysis of the balances of cash and cash equivalents</b> |             |                  |                  |
| Bank balances and cash (excluding restricted bank balances)  | 24          | 647,213          | 734,689          |

# Consolidated Statement of Changes in Equity

For the year ended 31st March 2017

|  | Equity attributable to shareholders<br>of the Company |                      |                   | Non-<br>controlling<br>interests<br>HK\$'000 | Total<br>HK\$'000 |
|--|---|----------------------|-------------------|--|-------------------|
|  | Share<br>capital<br>HK\$'000                          | Reserves<br>HK\$'000 | Total<br>HK\$'000 |  |                   |
| At 31st March 2015   | 12,712  | 14,905,359           | 14,918,071        | 945,011                                      | 15,863,082        |
| Net fair value loss on available-for-sale investments  | -   | (35,936)             | (35,936)          | (16,039)                                     | (51,975)          |
| Cash flow hedges   |   |                      |                   |  |                   |
| - fair value losses  | -   | (8,005)              | (8,005)           | -  | (8,005)           |
| - transfer to finance costs  | -   | 24,646               | 24,646            | -  | 24,646            |
| Currency translation differences   | -   | (50,319)             | (50,319)          | 1,595  | (48,724)          |
| Profit for the year  | -   | 721,333              | 721,333           | 74,596                                       | 795,929           |
| Total comprehensive income for the year  | -   | 651,719              | 651,719           | 60,152                                       | 711,871           |
| 2015 final dividend  | 279   | (11,210)             | (10,931)          | (4,675)                                      | (15,606)          |
| Share option expense   | -   | 5,137                | 5,137             | 1,019  | 6,156             |
| Total transactions with owners   | 279   | (6,073)              | (5,794)           | (3,656)                                      | (9,450)           |
| At 31st March 2016   | 12,991  | 15,551,005           | 15,563,996        | 1,001,507                                    | 16,565,503        |
| Net fair value gain on available-for-sale investments  | -   | 42,032               | 42,032            | 7,735  | 49,767            |
| Cash flow hedges   |   |                      |                   |  |                   |
| - fair value losses  | -   | (33,214)             | (33,214)          | -  | (33,214)          |
| - transfer to finance costs  | -   | 46,149               | 46,149            | -  | 46,149            |
| Revaluation gain arising from transfer of<br>property, plant and equipment to<br>investment properties | -   | 24,891               | 24,891            | -  | 24,891            |
| Currency translation differences   | -   | (88,055)             | (88,055)          | (1,820)                                      | (89,875)          |
| Profit for the year  | -   | 1,451,468            | 1,451,468         | 77,154                                       | 1,528,622         |
| Total comprehensive income for the year  | -   | 1,443,271            | 1,443,271         | 83,069                                       | 1,526,340         |
| 2016 final dividend  | 206   | (11,427)             | (11,221)          | (3,396)                                      | (14,617)          |
| Share option expense   | -   | 106                  | 106               | -  | 106               |
| Issuance of convertible notes  | -   | -                    | -                 | (6,232)                                      | (6,232)           |
| Conversion of convertible notes  | -   | -                    | -                 | 6  | 6                 |
| Increase in interest in a listed subsidiary  | -   | 41,005               | 41,005            | (413,384)                                    | (372,379)         |
| Total transactions with owners   | 206   | 29,684               | 29,890            | (423,006)                                    | (393,116)         |
| <b>At 31st March 2017</b>  | <b>13,197</b>   | <b>17,023,960</b>    | <b>17,037,157</b> | <b>661,570</b>                               | <b>17,698,727</b> |

# Notes to the financial statements

## 1 GENERAL INFORMATION

Asia Standard International Group Limited (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, MassMutual Tower, 33 Lockhart Road, Wanchai, Hong Kong.

## 2 PRINCIPAL ACCOUNTING POLICIES

### (A) BASIS OF PREPARATION

The consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of investment properties, 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 all applicable Hong Kong Financial Reporting Standards (“HKFRS”).

The principal accounting policies applied by the Company and its subsidiaries (collectively, the “Group”) 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.

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.

### (B) THE ADOPTION OF NEW/REVISED HKFRS

The accounting policies and methods of computation used in the preparation of these annual financial statements are consistent with those used in 2016, except adoption of the following new standard that is effective for the first time for this year which is relevant to the Group’s operation and is mandatory for accounting periods beginning on or after 1st January 2016:

|                     |                                      |
|---------------------|--------------------------------------|
| Amendment to HKAS 1 | Presentation of Financial Statements |
|---------------------|--------------------------------------|

Amendment to HKAS 1 clarify guidance in HKAS 1 on materiality and aggregation, the presentation of subtotals, the structure of financial statements and the disclosure of accounting policies. Although the amendment does not require specific changes, it clarifies a number of presentation issues and highlight that preparers are permitted to tailor the format and presentation of the financial statements to their circumstances and the needs of users.

The adoption of the above amendment in the current year did not have any significant effect on the annual financial statements or result in any substantial changes in the Group’s significant accounting policies.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (B) THE ADOPTION OF NEW/REVISED HKFRS (Continued)

The following new standards are relevant to the Group's operation but not yet effective

Effective for accounting period beginning on or after:

#### 1st January 2017

|                      |                         |
|----------------------|-------------------------|
| Amendments to HKAS 7 | Statement of Cash Flows |
|----------------------|-------------------------|

#### 1st January 2018

|          |                                       |
|----------|---------------------------------------|
| HKFRS 9  | Financial Instruments                 |
| HKFRS 15 | Revenue from Contracts with Customers |

#### 1st January 2019

|          |        |
|----------|--------|
| HKFRS 16 | Leases |
|----------|--------|

Amendment to HKAS 7, "Statement of Cash Flows" introduces an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities such as drawdowns and repayments of borrowings and other non-cash changes.

HKFRS 9, "Financial Instruments", addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of HKFRS 9 was issued in July 2014. It replaces the guidance in HKAS 39 that relates to the classification and measurement of financial instruments. HKFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through profit or loss. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in other comprehensive income not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in HKAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. HKFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the 'hedged ratio' to be the same as the one management actually use for risk management purposes.

Contemporaneous documentation is still required but is different to that currently prepared under HKAS 39.

## Notes to the financial statements

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### **(B) THE ADOPTION OF NEW/REVISED HKFRS (Continued)**

HKFRS 15, “Revenue from Contracts with Customers” deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces HKAS 18 “Revenue” and HKAS 11 “Construction contracts” and related interpretations.

HKFRS 16, “Leases” addresses the definition of a lease, recognition and measurement of leases and establishes principles for reporting useful information to users of financial statements about the leasing activities of both lessees and lessors. A key change arising from HKFRS 16 is that most operating leases will be accounted for on balance sheet for lessees. The standard replace HKAS 17 “Leases”, and related interpretations.

The Group has not early adopted the above new standards. 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.

#### **(C) CHANGE OF PRESENTATION ON REVENUE FROM BUILDING MANAGEMENT AND CORRESPONDING OUTGOINGS**

Prior to 1 April 2016, the Group had recognised building management fees received from third party tenants and the related building management expenses on a net basis. During the year ended 31 March 2017, the Group re-assessed the relevant contractual arrangements/accounting treatment and considered it more appropriate to present it on a gross basis as it was acting as a principal in providing these services. Accordingly adjustments have been made to the comparative figures to conform to the current year accounting treatment. These changes have been applied retrospectively in accordance with HKAS 8 and there was no net impact on the profit for the year ended 31 March 2016. The impact on the consolidated income statement for the year ended 31 March 2016 are to increase revenue by HK\$20,465,000, increase cost of sales by HK\$24,705,000, decrease gross profit by HK\$4,240,000 and decrease selling and administrative expenses by HK\$4,240,000.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (D) 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.

The Group uses the acquisition method 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 identifiable net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree 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 the total of consideration transferred, non-controlling interest recognised and previously held interest measured 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 profit and loss account.

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.

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

## Notes to the financial statements

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (E) SUBSIDIARIES

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date control ceases.

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 dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

#### (F) JOINT ARRANGEMENT

Under HKFRS 11, investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Investments in joint ventures are accounted for using the equity method of accounting and are initially recognised at cost.

The Group's share of its joint ventures' post-acquisition profits or losses is recognised in the profit and loss account, and its share of post-acquisition movements in other comprehensive income is recognised in the Group's other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (F) JOINT ARRANGEMENT (Continued)

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint ventures have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to "share of profits less losses of associated companies" in the profit and loss account.

### (G) ASSOCIATED COMPANIES

Associated companies are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associated companies are accounted for using the equity method of accounting and are initially recognised at cost.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

The Group's share of its associated companies' post-acquisition profits or losses is recognised in the profit and loss account, and its share of post-acquisition movements in other comprehensive income is recognised in the Group's other comprehensive Income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associated company.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associated companies have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.



## Notes to the financial statements

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### **(G) ASSOCIATED COMPANIES (Continued)**

Gain or losses on dilution of equity interest in associated companies are recognised in the profit and loss account.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to “share of profits less losses of associated companies” in the profit and loss account.

#### **(H) BALANCES WITH SUBSIDIARIES, JOINT VENTURES AND ASSOCIATED COMPANIES**

Balances with subsidiaries, joint ventures and associated companies are split into its financial assets/liabilities and equity components at initial recognition. The financial assets/liabilities component is initially stated at fair value and subsequently carried at amortised cost. The equity component is recognised at cost.

#### **(I) 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, joint ventures and associated companies at the date of acquisition. If the Group’s share of the net identifiable assets of the acquired subsidiaries, joint ventures and associated companies 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 on acquisitions of joint ventures and associated companies is included in investments in joint ventures and associated companies respectively. 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.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (J) FINANCIAL ASSETS/LIABILITIES

The Group classifies its investments and other financial assets 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 and other financial assets 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 by the management or held for trading, i.e. if acquired 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.

## Notes to the financial statements

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (J) 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 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(Q).

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (J) 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 not applying hedge accounting are recognised immediately in the profit and loss account.

The accounting policy for derivative financial instruments designated as cash flow hedges is described in note 2(AH).

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.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

## Notes to the financial statements

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (K) 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 becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation of property, plant and equipment is calculated using the straight-line method to allocate 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   |
| Other equipment                            | 3 to 10 years  |

No depreciation is provided for buildings under development.

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(L)).

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (L) 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 tested annually for impairment. 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 reporting date.

### (M) INVESTMENT PROPERTIES

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated group, is classified as investment property. Investment property comprises land and buildings. Land held under operating leases are classified and accounted for as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Investment properties are measured initially at its cost, including related transaction costs. After initial recognition, investment properties are carried at fair value and are valued at least annually by independent valuers. The valuations are on an open market basis, related to individual properties, and separate values are not attributed to land and buildings. The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. Investment property that is being redeveloped for continuing use as investment property continues to be measured at fair value. Changes in fair values are recognised in the profit and loss account.

Subsequent expenditure is charged to the asset's carrying amount 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. All other repairs and maintenance costs are expensed in the profit and loss account during the financial period in which they are incurred.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes.

## Notes to the financial statements

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### **(N) PROPERTIES UNDER DEVELOPMENT FOR SALE AND PROPERTY HELD FOR DEVELOPMENT FOR SALE**

Properties under development for sale are included in current assets and comprise leasehold land, construction costs, interest and other direct costs attributable to such properties and are stated at the lower of cost and net realisable value.

Property held for development for sale are stated at the lower of cost and net realisable value. Cost comprises leasehold land, construction costs, interest and other direct expenses capitalised during the course of development. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

#### **(O) COMPLETED PROPERTIES HELD FOR SALE**

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost comprises leasehold land, construction costs, interest and other direct expenses capitalised during the course of development. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

#### **(P) HOTEL AND RESTAURANT INVENTORIES**

Hotel inventories comprise consumables 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.

#### **(Q) 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 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 balance sheet are stated net of such provision.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (R) TRADE PAYABLES

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

### (S) 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.

### (T) 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 (note 2(AA)) 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.

### (U) 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 has no further payment obligations once the contributions have been paid. The Group's contributions to these schemes are expensed as incurred.



## Notes to the financial statements

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (U) EMPLOYEE BENEFITS (Continued)

##### (iii) Share-based compensation

The Group operates a number of equity-settled, share-based compensation plans. 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 Group 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 profit and loss account, with a corresponding adjustment to equity.

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

#### (V) 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, associated companies and joint ventures 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.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (V) CURRENT AND DEFERRED INCOME TAX (Continued)

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, joint ventures and associated companies, 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.

### (W) 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.

### (X) 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.

### (Y) REVENUE RECOGNITION

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

#### (i) Properties

Revenue from sales of properties is recognised upon the later of completion of the properties and the sale and purchase contracts, where the risks and rewards of the properties are transferred to the purchasers. Deposits and installments received on properties sold prior to the date of revenue recognition are included under current liabilities.

## Notes to the financial statements

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (Y) REVENUE RECOGNITION (Continued)

##### (ii) Investment properties

Rental income from investment properties is recognised on a straight line basis over the terms of the respective leases.

##### (iii) Hotel, travel agency and management services businesses

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

Revenue from sale of air tickets is recognised as agency commission earned when the tickets are issued.

Revenue from incentive travel tours is recognised as gross when the service is delivered.

Revenue from hotel reservation arrangement is recognised as agency commission earned when the confirmation document is issued.

Management service fee income is recognised when services are rendered.

##### (iv) Financial investments

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.

#### (Z) 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 dollars, which are the Company's functional and the Group's presentation currency.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (Z) FOREIGN CURRENCY TRANSLATION (Continued)

#### (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, except when deferred in equity as qualifying cash flow hedges.

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 other comprehensive income.

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 other comprehensive income.

#### (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 currency translation differences are recognised in other comprehensive income.

## Notes to the financial statements

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### **(Z) FOREIGN CURRENCY TRANSLATION (Continued)**

##### **(iii) Group companies (Continued)**

On consolidation, currency translation differences arising from the translation of the net investment in foreign operations, are taken to other comprehensive income. When a foreign operation is sold, all of the differences accumulated in equity are reclassified to profit and loss account as part of the gain or loss on disposal.

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. Currency translation differences arising are recognised in other comprehensive income.

#### **(AA) BORROWING COSTS**

Borrowing costs incurred on properties under development that necessarily take a substantial period of time to get ready for their intended use or sale are capitalised as part of the cost of the properties under development. Capitalisation of borrowing costs is suspended during the extended periods in which the Group suspends active development of properties under development.

All other borrowing costs are recognised in the profit and loss account in the period in which they are incurred.

#### **(AB) OPERATING LEASES**

Leases in which a significant portion of the risks and rewards of ownership 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 lease.

#### **(AC) 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.

#### **(AD) RELATED PARTIES**

Related parties are individuals and companies, including subsidiaries, fellow subsidiaries, joint ventures and associated companies 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.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### **(AE) 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 appropriate.

### **(AF) 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.

### **(AG) 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 and joint ventures in accordance with HKFRS 4, "Insurance Contracts".

### **(AH) DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The Group designates certain derivatives as hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge).

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items.

## Notes to the financial statements

### 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (AH) DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES (Continued)

The effective portion of changes in the fair value of derivatives that are designated and qualified as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the profit and loss account within “net finance costs”.

Amounts accumulated in equity are reclassified to profit or loss in the period when the hedged item affects profit or loss.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the profit and loss account. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the profit and loss account.

### 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, price risk and cash flow interest rate risk), credit risk and liquidity risk. The Group’s overall risk management seeks to minimise potential adverse effects on the Group’s financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.

##### (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, Macau 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. The Group entered into cross currencies swap contracts to reduce the foreign currency exposure of its Renminbi denominated medium term notes.

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### (I) FINANCIAL RISK FACTORS (Continued)

##### (a) Market risk (Continued)

###### (i) Foreign exchange risk (Continued)

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, derivative financial instruments, bank balances and borrowings which are denominated in United States dollar, Sterling pound, Euro, Renminbi and Japanese Yen.

At 31st March 2017, the Group's entities with functional currency of Hong Kong dollar had United States dollar net monetary assets of HK\$7,270,770,000 (2016: HK\$5,473,422,000). 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.

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

|              | 2017  |   |          | 2016  |   |          |
|--------------|---|---|----------|---|---|----------|
|              | Net<br>monetary<br>assets/<br>(liabilities)<br>amount<br>HK\$'000 | Increase/(decrease)<br>on result attributable to<br>the shareholders of<br>the Company if<br>exchange rate changes by |          | Net<br>monetary<br>assets/<br>(liabilities)<br>amount<br>HK\$'000 | Increase/(decrease)<br>on result attributable to<br>the shareholders of<br>the Company if<br>exchange rate changes by |          |
|              |   | +5%   | -5%      |   | +5%   | -5%      |
|              |   | HK\$'000  | HK\$'000 |   | HK\$'000  | HK\$'000 |
| Sterling     | 379,766   | 17,842  | (17,842) | 415,536   | 18,710  | (18,710) |
| Euro         | 87,620  | 3,623   | (3,623)  | 80,619  | 2,837   | (2,837)  |
| Renminbi     | 67,863  | 3,296   | (3,296)  | 491,387   | 24,459  | (24,459) |
| Japanese Yen | (47,406)  | (1,637)   | 1,637    | (43,869)  | (1,286)   | 1,286    |



## Notes to the financial statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

## (I) FINANCIAL RISK FACTORS (Continued)

## (a) Market risk (Continued)

## (ii) Price risk

The Group is exposed to equity and debt securities price risk from the Group's available-for-sale investments, financial assets at fair value through profit or loss and derivative financial instruments. 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 debt 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. The price of the Group's unlisted investments are quoted from brokers. 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 other comprehensive income and the profit and loss account respectively.

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

|   | 2017   |           |  |          | 2016   |           |  |          |
|---|--|-----------|--|----------|--|-----------|--|----------|
|   | Increase/(decrease) in result attributable to shareholders of the Company if price changes by +10% |           | Increase/(decrease) in available-for-sale investment reserve of the Company if price changes by -10% |          | Increase/(decrease) in result attributable to shareholders of the Company if price changes by +10% |           | Increase/(decrease) in available-for-sale investment reserve of the Company if price changes by -10% |          |
|   | HK\$'000   | HK\$'000  | HK\$'000   | HK\$'000 | HK\$'000   | HK\$'000  | HK\$'000   | HK\$'000 |
| Financial assets at fair value through profit or loss | 748,828  | (748,828) | -  | -        | 631,537  | (631,537) | -  | -        |
| Available-for-sale investments                        | -  | -         | 19,192   | (19,192) | -  | -         | 12,815   | (12,815) |

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### (I) FINANCIAL RISK FACTORS (Continued)

##### (a) Market risk (Continued)

###### (iii) Cash flow interest rate risk

Other than bank balances and deposits, financial investments with fixed coupons, mortgage loans receivable, loans receivable and advances to a joint ventures (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 are mostly at fixed rates. 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 2017, with all other variables held constant, if the interest rate had increased/decreased by 10 basis point, the Group’s post tax profit attributable to shareholders of the Company would have been HK\$4,977,000 (2016: HK\$4,795,000) lower/higher.

##### (b) Credit risk

The credit risk of the Group mainly arises from bank balances and cash (note 24), financial assets at fair value through profit or loss (note 23), derivative financial instruments (note 29), as well as credit exposures to loans receivables, trade and other receivables.

Sales of properties are made to customers with appropriate mortgage arrangements. Other 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 receivable, loan 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. The exposure to these credit risks are monitored on an ongoing basis.

## Notes to the financial statements

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### (I) FINANCIAL RISK FACTORS (Continued)

##### (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. At 31st March 2017, the unutilised credit facilities available to the Group amounted to HK\$6,961,000,000.

The relevant maturity groupings on the contractual undiscounted cash flows 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 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 amounts 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.

## Notes to the financial statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

## (I) FINANCIAL RISK FACTORS (Continued)

## (c) Liquidity risk (Continued)

|                                     | Group                    |                              |                                     |                              | Total<br>undiscounted<br>cash flow<br>HK\$'000 |
|-------------------------------------|--------------------------|------------------------------|-------------------------------------|------------------------------|--|
|                                     | On<br>demand<br>HK\$'000 | Within<br>1 year<br>HK\$'000 | Between 1<br>to 5 years<br>HK\$'000 | After<br>5 years<br>HK\$'000 |  |
| <b>At 31st March 2017</b>           |                          |                              |                                     |                              |  |
| <b>Non-derivative</b>               |                          |                              |                                     |                              |  |
| Trade and other payables            | -                        | 196,713                      | -                                   | -                            | 196,713  |
| Amount due to joint ventures        | -                        | 134,311                      | -                                   | -                            | 134,311  |
| Amount due to an associated company | -                        | 224,400                      | -                                   | -                            | 224,400  |
| Borrowings                          | 145,211                  | 1,053,079                    | 5,702,547                           | 718,164                      | 7,619,001                                      |
| Medium term notes                   | -                        | 31,735                       | 685,999                             | -                            | 717,734  |
| Convertible notes                   | -                        | -                            | -                                   | 43,353                       | 43,353   |
|                                     | 145,211                  | 1,640,238                    | 6,388,546                           | 761,517                      | 8,935,512                                      |
| <b>Derivative</b>                   |                          |                              |                                     |                              |  |
| Cross currency swap                 |                          |                              |                                     |                              |  |
| - Inflow                            | -                        | (36,647)                     | (583,679)                           | -                            | (620,326)                                      |
| - Outflow                           | -                        | 34,494                       | 644,990                             | -                            | 679,484  |
|                                     | 145,211                  | 1,638,085                    | 6,449,857                           | 761,517                      | 8,994,670                                      |
| <b>At 31st March 2016</b>           |                          |                              |                                     |                              |  |
| <b>Non-derivative</b>               |                          |                              |                                     |                              |  |
| Trade and other payables            | -                        | 171,819                      | -                                   | -                            | 171,819  |
| Amount due to a joint venture       | -                        | 62,403                       | -                                   | -                            | 62,403   |
| Amount due an associated company    | -                        | 224,400                      | -                                   | -                            | 224,400  |
| Borrowings                          | 70,816                   | 1,191,493                    | 4,829,882                           | 878,316                      | 6,970,507                                      |
| Medium term notes                   | -                        | 52,685                       | 1,049,128                           | -                            | 1,101,813                                      |
|                                     | 70,816                   | 1,702,800                    | 5,879,010                           | 878,316                      | 8,530,942                                      |
| <b>Derivative</b>                   |                          |                              |                                     |                              |  |
| Cross currency swap                 |                          |                              |                                     |                              |  |
| - inflow                            | -                        | (38,988)                     | (658,236)                           | -                            | (697,224)                                      |
| - Outflow                           | -                        | 34,553                       | 678,887                             | -                            | 713,440  |
|                                     | 70,816                   | 1,698,365                    | 5,899,661                           | 878,316                      | 8,547,158                                      |

## Notes to the financial statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

## (I) FINANCIAL RISK FACTORS (Continued)

## (c) Liquidity risk (Continued)

The table that follows summarise 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 include interest payments computed using contractual rates. 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<br>1 year<br>HK\$'000 | Between 1<br>to 5 years<br>HK\$'000 | After<br>5 years<br>HK\$'000 | Total<br>undiscounted<br>cash flow<br>HK\$'000 |
|-----------------|------------------------------|-------------------------------------|------------------------------|--|
| 31st March 2017 | 8,485                        | 6,364                               | 72,922                       | 87,771   |
| 31st March 2016 | 9,168                        | 15,561                              | -                            | 24,729   |

## (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.

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 revalued net assets (note 3 (II)(a)). 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 shown in the consolidated balance sheet prepared in accordance with HKFRS. 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 16(a) to the financial statements.

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### (II) CAPITAL RISK MANAGEMENT (Continued)

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 as shown in the consolidated balance sheet) and medium term notes less bank balances and cash.

The gearing ratios at 31st March 2017 and 2016 were as follows:

|   | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---|------------------|------------------|
| Borrowings (note 26)                      | 7,074,169        | 6,475,965        |
| Medium term notes (note 27)               | 632,253          | 936,894          |
| Less: bank balances and cash (note 24)    | (682,379)        | (737,211)        |
| Net debt                                  | 7,024,043        | 6,675,648        |
| Revalued net assets (note (a))            | 25,886,000       | 24,028,000       |
| Gearing ratio against revalued net assets | 27%              | 28%              |

Note:

- (a) "Revalued net assets" and "Revalued total assets" are not measures of financial performance under generally accepted accounting principles in Hong Kong and the Revalued net assets measures and Revalued total assets measures used by the Group may not be comparable to other similarly titled measures of other companies and should not necessarily be construed as an alternative to net assets and total assets as determined in accordance with HKFRS.

#### (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).
- 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).

## Notes to the financial statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

## (III) FAIR VALUE ESTIMATION (Continued)

The following table presents the Group's financial instruments that are measured at fair value at 31st March.

|  | Level 1<br>HK\$'000 | Level 2<br>HK\$'000 | Total<br>HK\$'000 |
|--|---------------------|---------------------|-------------------|
| <b>2017</b>  |                     |                     |                   |
| <b>Assets</b>  |                     |                     |                   |
| Financial assets at fair value through<br>profit or loss               | 1,527,033           | 6,433,214           | 7,960,247         |
| Available-for-sale investments   | 192,933             | 32,366              | 225,299           |
|  | 1,719,966           | 6,465,580           | 8,185,546         |
| <b>Liabilities</b>   |                     |                     |                   |
| Derivative financial instruments                                       | -                   | 76,924              | 76,924            |
| <b>There were no transfers between levels 1 and 2 during the year.</b> |                     |                     |                   |
| <b>2016</b>  |                     |                     |                   |
| <b>Assets</b>  |                     |                     |                   |
| Financial assets at fair value through<br>profit or loss               | 1,183,373           | 5,730,298           | 6,913,671         |
| Available-for-sale investments   | 143,587             | 27,309              | 170,896           |
|  | 1,326,960           | 5,757,607           | 7,084,567         |
| <b>Liabilities</b>   |                     |                     |                   |
| Derivative financial instruments                                       | -                   | 48,115              | 48,115            |

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### (III) FAIR VALUE ESTIMATION (Continued)

##### (i) Financial instruments in level 1

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. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, and those prices represent actual and regularly occurring market transactions on an arm's length basis. 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. These instruments are included in level 1.

##### (ii) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (over-the-counter investments and derivatives) is determined by using latest available transaction price or valuation techniques. Judgements as to whether there is an active market may include, but not restricted to, consideration of factors such as the magnitude and frequency of trading activities, the availability of prices and the size of bid/offer spreads. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

### 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.



## Notes to the financial statements

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (A) ESTIMATE OF FAIR VALUE OF INVESTMENT PROPERTIES

At 31st March 2017, the Group had investment properties with fair value of HK\$8,273,154,000 (2016: HK\$7,531,794,000). The best evidence of fair value is current prices in an active market for similar properties. In the absence of such information, the amount is determined within a range of reasonable fair value estimates. Information from a variety of sources is considered in making the judgement:

- (i) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences; and
- (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices.

The Group assessed the fair value of its investment properties based on valuation determined by independent and professional qualified valuers.

Details of the judgement and assumptions has been disclosed in note 15.

#### (B) IMPAIRMENT OF PROPERTY HELD FOR DEVELOPMENT FOR SALE

The Group's property held for development for sale is stated at lower of cost and net realisable value. The amount represents a 100% interest in a piece of land ("Property" or "Land") situated in Seac Pai Van, Coloane, Macau.

The land concession was granted for a term of 25 years from 7th December 1990, for industrial use, and is renewable, under certain conditions, for further terms until 19th December 2049. The land concession period ended on 7th December 2015. The Land is included by Macau government in a published list in which the responsibility of the non-development of the lands is not attributable to the concessionaires. As at 31st March 2016, the concessionaire continued to be the registered owner of the land.

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### (B) IMPAIRMENT OF PROPERTY HELD FOR DEVELOPMENT FOR SALE (Continued)

In February 2017, the declaration of expiry of the land concession was published in the Macau official gazette, according to which the land was to be returned to the Macau SAR. A notification with the same content was also received by the Group. An appeal against such declaration of expiry was lodged in March 2017 before the Macau Second Instance Court.

Since the land concession was officially declared as expired, full provision for the Property was made. The Directors will review the provision from time to time according to the development of the circumstances surrounding this case. Further details are described in note 7.

### (C) IMPAIRMENT OF TRADE AND OTHER RECEIVABLES AND LOAN RECEIVABLE

The identification of impairment of receivables requires the use of estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of receivables and provision for impairment losses in the period in which such estimate has been changed. The policy for provision for impairment of receivables of the Group is based on the evaluation of collectability and ageing analysis and by management judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables.

### (D) 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 30), which principally relate to tax losses, depends on the management's expectations of future taxable profit that will be available against which tax losses can be utilised. The outcome of their actual utilisation may be different.

## Notes to the financial statements

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### **(E) FAIR VALUE OF DERIVATIVE FINANCIAL INSTRUMENTS**

The fair value of derivative financial instruments (note 29) that are not traded in active markets are determined by using valuation techniques. Judgements as to whether there is an active market may include, but not restricted to, consideration of factors such as the magnitude and frequency of trading activities, the availability of prices and the size of bid/offer spreads. 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.

#### **(F) CAPITALISATION OF COSTS FOR HOTEL PROPERTIES UNDER DEVELOPMENT, PROPERTY, PLANT AND EQUIPMENT AND PROPERTIES UNDER DEVELOPMENT FOR SALE**

Hotel properties under development are stated at historical cost less impairment losses, while property under development for sale are stated at the lower of cost and net realisable value. Property, plant and equipment are stated at historical cost less depreciation and impairment losses. Management judgement is required as to whether the respective costs should be capitalised by assessing: (i) whether these costs are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management; (ii) when the capitalisation of these costs shall cease (the time when the construction activities necessary to prepare the asset for its intended use are completed).

## Notes to the financial statements

## 5 SEGMENT INFORMATION

The Group is principally engaged in property development and investment, hotel, travel operation and securities investments. Revenue includes revenue from property sales and leasing, hotel and travel operation, management services, interest income and dividend income.

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

|   | Property<br>sales<br>HK\$000 | Property<br>leasing<br>HK\$000 | Hotel and<br>travel<br>HK\$000 | Financial<br>investments<br>HK\$000 | Others<br>HK\$000 | Total<br>HK\$000 |
|---|------------------------------|--------------------------------|--------------------------------|-------------------------------------|-------------------|------------------|
| <b>2017</b>                                       |                              |                                |                                |                                     |                   |                  |
| Gross income                                      | 600                          | 153,381                        | 638,526                        | 3,758,148                           | 93,641            | 4,644,296        |
| Segment revenue                                   | 600                          | 153,381                        | 502,457                        | 935,639                             | 93,641            | 1,685,718        |
| Contribution to segment results                   | 590                          | 115,493                        | 167,917                        | 933,785                             | 66,649            | 1,284,434        |
| Depreciation                                      | -                            | -                              | (114,754)                      | -                                   | (5,952)           | (120,706)        |
| Net investment gain                               | -                            | -                              | -                              | 834,197                             | -                 | 834,197          |
| Fair value gain of investment<br>properties       | -                            | 679,366                        | -                              | -                                   | -                 | 679,366          |
| Other exceptional charge                          | (798,743)                    | -                              | -                              | -                                   | -                 | (798,743)        |
| Share of profits less losses of<br>Joint ventures | 82,278                       | -                              | -                              | -                                   | 8,466             | 90,744           |
| Associated companies                              | -                            | (41,435)                       | -                              | -                                   | (72)              | (41,507)         |
| Segment results                                   | (715,875)                    | 753,424                        | 53,163                         | 1,767,982                           | 69,091            | 1,927,785        |
| Unallocated corporate expenses                    |                              |                                |                                |                                     |                   | (153,043)        |
| Net finance costs                                 |                              |                                |                                |                                     |                   | (242,274)        |
| Profit before income tax                          |                              |                                |                                |                                     |                   | 1,532,468        |

## Notes to the financial statements

## 5 SEGMENT INFORMATION (Continued)

|  | Property<br>sales<br>HK\$'000 | Property<br>leasing<br>HK\$'000 | Hotel<br>and travel<br>HK\$'000 | Financial<br>investments<br>HK\$'000 | Others<br>HK\$'000 | Total<br>HK\$'000 |
|--|-------------------------------|---------------------------------|---------------------------------|--------------------------------------|--------------------|-------------------|
| 2016 (Restated)                          |                               |                                 |                                 |                                      |                    |                   |
| Gross income                             | 630                           | 157,186                         | 651,944                         | 2,132,581                            | 18,193             | 2,960,534         |
| Segment revenue                          | 630                           | 157,186                         | 484,833                         | 676,036                              | 18,193             | 1,336,878         |
| Contribution to segment results          | (137)                         | 121,544                         | 158,653                         | 674,887                              | 16,746             | 971,693           |
| Depreciation                             | -                             | -                               | (82,739)                        | -                                    | (4,380)            | (87,119)          |
| Net investment gain                      | -                             | -                               | -                               | 362,303                              | -                  | 362,303           |
| Fair value gain of investment properties | -                             | 8,096                           | -                               | -                                    | -                  | 8,096             |
| Share of profits less losses of          |                               |                                 |                                 |                                      |                    |                   |
| Joint ventures                           | (3,896)                       | -                               | -                               | -                                    | (3,143)            | (7,039)           |
| Associated companies                     | -                             | (111,888)                       | -                               | -                                    | (131)              | (112,019)         |
| Segment results                          | (4,033)                       | 17,752                          | 75,914                          | 1,037,190                            | 9,092              | 1,135,915         |
| Unallocated corporate expenses           |                               |                                 |                                 |                                      |                    | (121,045)         |
| Net finance costs                        |                               |                                 |                                 |                                      |                    | (203,388)         |
| Profit before income tax                 |                               |                                 |                                 |                                      |                    | 811,482           |

## Notes:

- (a) Management regards gross income of travel operation as gross sales proceeds from the sales of air-ticket, hotel reservation arrangement and incentive travel tours.
- (b) Management regards gross income of financial investments as comprising these revenue as defined under generally accepted accounting principles together with gross consideration from disposal of financial assets at fair value through profit or loss.

## Notes to the financial statements

## 5 SEGMENT INFORMATION (Continued)

|  | Business segments             |                                 |                                 |                                      |                    |                         | Total<br>HK\$'000 |
|--|-------------------------------|---------------------------------|---------------------------------|--------------------------------------|--------------------|-------------------------|-------------------|
|  | Property<br>sales<br>HK\$'000 | Property<br>leasing<br>HK\$'000 | Hotel<br>and travel<br>HK\$'000 | Financial<br>investments<br>HK\$'000 | Others<br>HK\$'000 | Unallocated<br>HK\$'000 |                   |
| <b>2017</b>                                |                               |                                 |                                 |                                      |                    |                         |                   |
| <b>Assets</b>                              | 2,628,543                     | 9,724,154                       | 3,431,770                       | 8,328,732                            | 598,743            | 1,466,686               | 26,178,628        |
| <b>Assets include:</b>                     |                               |                                 |                                 |                                      |                    |                         |                   |
| Joint ventures and associated<br>companies | 1,994,900                     | 1,411,262                       | -                               | -                                    | 152,729            | 3,602                   | 3,562,493         |
| <b>Addition to non-current assets*</b>     | 107,934                       | 42,538                          | 46,699                          | -                                    | 22,996             | -                       | 220,167           |
| <b>Liabilities</b>                         |                               |                                 |                                 |                                      |                    |                         |                   |
| Borrowings                                 | 1,689,064                     | 954,054                         | 1,737,087                       | 1,013,546                            | 280,000            | 1,400,418               | 7,074,169         |
| Other unallocated liabilities              |                               |                                 |                                 |                                      |                    |                         | 1,405,732         |
|  |                               |                                 |                                 |                                      |                    |                         | 8,479,901         |
| <b>2016</b>                                |                               |                                 |                                 |                                      |                    |                         |                   |
| <b>Assets</b>                              | 3,739,241                     | 9,024,473                       | 3,482,824                       | 7,224,066                            | 382,173            | 755,772                 | 24,608,549        |
| <b>Assets include:</b>                     |                               |                                 |                                 |                                      |                    |                         |                   |
| Joint ventures and associated<br>companies | 1,910,373                     | 1,462,596                       | -                               | -                                    | 1,043              | 3,675                   | 3,377,687         |
| <b>Addition to non-current assets*</b>     | 470,074                       | 18,964                          | 157,872                         | -                                    | 62,629             | 801                     | 710,340           |
| <b>Liabilities</b>                         |                               |                                 |                                 |                                      |                    |                         |                   |
| Borrowings                                 | 1,650,996                     | 973,499                         | 1,694,789                       | 1,178,739                            | 280,000            | 697,942                 | 6,475,965         |
| Other unallocated liabilities              |                               |                                 |                                 |                                      |                    |                         | 1,567,081         |
|  |                               |                                 |                                 |                                      |                    |                         | 8,043,046         |

\* The amounts exclude financial instruments and deferred income tax assets.

## Notes to the financial statements

## 5 SEGMENT INFORMATION (Continued)

|                            | 2017<br>HK\$'000  | 2016<br>HK\$'000<br>(Restated) |
|----------------------------|-------------------|--------------------------------|
| <b>Revenue</b>             |                   |                                |
| Hong Kong                  | 609,236           | 587,964                        |
| Overseas                   | 1,076,482         | 748,914                        |
|                            | <b>1,685,718</b>  | 1,336,878                      |
| <b>Non-current assets*</b> |                   |                                |
| Hong Kong                  | 14,534,378        | 13,645,742                     |
| Overseas                   | 1,398,372         | 1,444,064                      |
|                            | <b>15,932,750</b> | 15,089,806                     |

\* The amounts exclude financial instruments and deferred income tax assets.

## Notes to the financial statements

## 6 NET INVESTMENT GAIN

|   | 2017<br>HK\$'000   | 2016<br>HK\$'000 |
|---|--------------------|------------------|
| Financial assets at fair value through profit or loss                         |                    |                  |
| - net unrealised gain from market price movements                             | <b>809,763</b>     | 281,378          |
| - net unrealised exchange loss  | <b>(45,293)</b>    | (27,086)         |
| - net realised gain (note)  | <b>69,727</b>      | 108,011          |
|   | <b>834,197</b>     | 362,303          |
| Note:   |                    |                  |
| Net realised gain on financial assets<br>at fair value through profit or loss |                    |                  |
| Gross consideration   | <b>2,822,509</b>   | 1,456,545        |
| Cost of investments   | <b>(2,612,786)</b> | (1,270,919)      |
| Total gain  | <b>209,723</b>     | 185,626          |
| Less: net unrealised gain recognised in prior years                           | <b>(139,996)</b>   | (77,615)         |
| Net realised gain recognised in current year                                  | <b>69,727</b>      | 108,011          |



## Notes to the financial statements

## 6 NET INVESTMENT GAIN (Continued)

Supplementary information of net investment gain on financial assets at fair value through profit or loss:

During the year, the Group had disposed of 13 debt securities and 12 equity securities. Listed below are the securities disposed/redeemed that contributed to the majority of realised gain:

|                                    | Category | Coupon rate | Nominal value  | Realised gain/(loss) in this year<br>HK\$'000 | % to realised gain |
|------------------------------------|----------|-------------|----------------|---|--------------------|
| Kaisa Group Holdings Ltd ("Kaisa") | Debt     | 8.875%      | US\$69,220,000 | 32,389  | 47%                |
| Kaisa                              | Debt     | 9%          | US\$34,500,000 | 18,233  | 26%                |
| Kaisa                              | Debt     | 10.25%      | US\$15,675,000 | 8,629   | 12%                |
| Kaisa                              | Debt     | 12.875%     | US\$40,500,000 | 15,039  | 22%                |
| Modern Land                        | Debt     | 11%         | RMB337,000,000 | (22,908)                                      | -33%               |
| Modern Land                        | Debt     | 13.875%     | US\$52,491,000 | (3,300)                                       | -5%                |
| Xinyuan                            | Debt     | 13.25%      | US\$78,790,000 | 20,905  | 30%                |
| Others                             |          |             |                | 740   | 1%                 |
|                                    |          |             |                | 69,727  | 100%               |

Kaisa is principally engaged in the property development, property investment, property management and hotel and catering operations in the PRC. Its shares are listed on the Stock Exchange of Hong Kong Limited ("HKEX") (stock code: 1638). The notes derecognised were not rated and were listed on Singapore Stock Exchange ("SGX-ST"). The above Kaisa notes plus accrued interest were derecognised at its fair value of HK\$1,097,084,000 and exchanged to new high yield notes upon the completion of the debt restructuring scheme undertaken by Kaisa in July 2016.

Modern Land is principally engaged in property development, property investment, hotel operation, project management, real estate agency services, immigration services and innovative household technology services in the PRC and the United States ("US"). Its shares are listed on the HKEX (stock code: 1107). The notes redeemed were rated "B2" by Moody's Investors Services ("Moody's") and listed on the SGX-ST.

## 6 NET INVESTMENT GAIN (Continued)

Xinyuan is principally involved in property development, property investment and the provision of property management services in the PRC and the US. Its shares are listed in the New York Stock Exchange (stock code: XIN). The notes redeemed was rated “B-” by Standard & Poor’s Ratings Services (S&P) and listed on the SGX-ST.

The unrealised gain/(loss) for the year was generated from the fair value changes of the financial assets at fair value through profit or loss that comprised 60 securities as at 31st March 2017. Please refer to note 23 for the details.

Summary of unrealised gain/(loss) for the year ended 31st March:

|                   | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|-------------------|------------------|------------------|
| Equity securities | 264,903          | (361,776)        |
| Debt securities   | 497,743          | 616,142          |
| Unlisted fund     | 1,824            | (74)             |
|                   | <b>764,470</b>   | 254,292          |

## Notes to the financial statements

## 7 OTHER EXCEPTIONAL CHARGE

|   | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---|------------------|------------------|
| Impairment for property held for development for sale | <b>798,743</b>   | -                |

The amount represents impairment for property held for development for sale which comprised a piece of land (the "Property" or "Land") situated in Seac Pai Van, Coloane, Macau.

The Group acquired 100% interest of the Land in 2010. The land concession was granted for a term of 25 years from 7th December 1990 for industrial use. It is renewable, under certain conditions including the completion of development before the concession expiry date, for further terms until 19th December 2049. In 1993, the Macau government notified the concessionaire of their decision to change the use of the lots situated in the district at issue to residential use, which the concessionaire has accepted. Since then, despite repeated requests, the Macau government has never issued the new master zoning plan of the district and so the Property has not been developed. During this period, the Group has engaged professional architects and liaised with the Lands, Public Works and Transport Bureau of the Macau government in various occasions to prepare the development plans.

In October 2015, the Group submitted to the Macau government a request for extension or renewal of the land concession. However, no reply was received from the Macau government before the land concession period ended on 7th December 2015. The Land is included by the Macau government in a published list in which the responsibility of the non-development of the lands is not attributable to the concessionaires. In February 2017, the declaration of expiry of the land concession was published in the official Gazette of Macau, and notification letter was received by the Group, according to which the Land was to be reclaimed by the Macau government.

In March 2017, the Group filed an appeal to the Second Instance Court of Macau against the Macau government's decision to declare the expiry of the land concession. The case is now pending at the court. Our legal representative is of the view that the Group has strong legal grounds to challenge the decision of the Macau SAR.

As Macau government has officially declared expiry of the concession and reclaimed the land, full provision for the Property was made.

## Notes to the financial statements

## 8 INCOME AND EXPENSES BY NATURE

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| <b>Income</b>  |                  |                  |
| Net rental income (note)   | 115,493          | 121,544          |
| Interest income  |                  |                  |
| - Listed investments   | 889,730          | 634,028          |
| - Loan receivables   | 25,685           | 15,730           |
| - Bank deposits  | 2,469            | 1,495            |
| Dividend income  |                  |                  |
| - Listed investments   | 28,527           | 25,271           |
| <b>Expenses</b>  |                  |                  |
| Auditor's remuneration   |                  |                  |
| - Audit services   | 7,599            | 6,230            |
| - Non-audit services   | 2,031            | 1,048            |
| Cost of properties and goods sold                                  | 72,463           | 76,847           |
| Employee benefit expense including Director's emoluments (note 10) | 221,475          | 212,042          |
| Loss on disposal of property, plant and equipment                  | 66               | 461              |
| Operating lease rental expense for land and buildings              | 2,439            | 1,176            |
| Note:  |                  |                  |
| Gross rental income  |                  |                  |
| Investment properties  | 152,751          | 156,893          |
| Properties held for sale   | 630              | 293              |
|  | 153,381          | 157,186          |
| Outgoings  | (37,888)         | (35,642)         |
| Net rental income  | 115,493          | 121,544          |

## Notes to the financial statements

## 9 EMPLOYEE BENEFIT EXPENSE

|                                      | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--------------------------------------|------------------|------------------|
| Wages and salaries                   | 215,203          | 199,782          |
| Share option expenses                | 107              | 6,156            |
| Retirement benefits costs (note (a)) | 6,165            | 6,104            |
|                                      | <b>221,475</b>   | 212,042          |

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

Notes:

## (a) Retirement benefits costs

|                     | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---------------------|------------------|------------------|
| Gross contributions | 6,080            | 5,776            |
| Termination benefit | 85               | 328              |
| Net contributions   | <b>6,165</b>     | 6,104            |

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, Canada Pension Plan ("CPP") in Canada and retirement plans in Mainland China.

In Hong Kong, the Group participates in several defined contribution schemes under the ORSO which are available to employees joining before 1st December 2000. Under these schemes, contribution 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.

## 9 EMPLOYEE BENEFIT EXPENSE (Continued)

### (a) Retirement benefits costs (Continued)

The Group also participates in the MPF scheme, 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% (2016: 5%) or a fixed sum and 4.95% (2016: 4.95%) respectively, of the employee's relevant income in accordance with the local legislative requirements.

As at 31st March 2017, no forfeiture (2016: Nil) was available to reduce the Group's future contributions to the ORSO Scheme.

### (b) Share options

The Company and Asia Standard Hotel Group Limited ("Asia Standard Hotel"), a listed subsidiary, operate share option schemes, whereby options may be granted to employees of the Group, including the Executive Directors, to subscribe for shares of the Company and Asia Standard Hotel respectively. The consideration to be paid on each grant of option is HK\$1 for the Company and Asia Standard Hotel respectively.

#### Company

Details of share options held under the share option scheme of the Company are as follows:

| Date of grant                   | Exercise price per share | Expiry date        | Number of share options outstanding at 1st April 2016 and 31st March 2017 |
|---------------------------------|--------------------------|--------------------|---|
| 13th March 2014<br>Employee     | HK\$2.00                 | 12th March 2024    | 1,000,000   |
| 11th December 2015<br>Directors | HK\$1.38                 | 10th December 2025 | 7,000,000   |
|                                 |                          |                    | 8,000,000   |

During the year, no (2016: 7,000,000) options to subscribe for shares of the Company were granted. No options were exercised, cancelled or lapsed for both years.

## Notes to the financial statements

## 9 EMPLOYEE BENEFIT EXPENSE (Continued)

## (b) Share options (Continued)

## Asia Standard Hotel

Details of share options held under the share option scheme of Asia Standard Hotel as at 31st March 2017 are as follows:

| Date of grant      | Exercise price per share (adjusted) | Expiry date        | Number of share options         |                     |                        |                                |            |
|--------------------|-------------------------------------|--------------------|---------------------------------|---------------------|------------------------|--------------------------------|------------|
|                    |                                     |                    | Outstanding at 1st April 2016   | Adjustment (note 1) | Lapsed during the year | Outstanding at 31st March 2017 |            |
| 29th March 2007    | HK\$0.432<br>(note 1(ii))           | 28th March 2017    | Director                        | 8,000,000           | 16,000,000             | (24,000,000)                   | -          |
|                    |                                     |                    | Employee                        | 8,000,000           | 16,000,000             | (24,000,000)                   | -          |
|                    |                                     |                    | 16,000,000                      | 32,000,000          | (48,000,000)           | -                              |            |
| 2nd April 2007     | HK\$0.433<br>(note 1(ii))           | 1st April 2017     | Directors                       | 16,000,000          | 32,000,000             | -                              | 48,000,000 |
|                    |                                     |                    | Director of Asia Standard Hotel | 16,000,000          | 32,000,000             | -                              | 48,000,000 |
|                    |                                     |                    | Employees                       | 30,999,999          | 61,999,998             | -                              | 92,999,997 |
|                    |                                     |                    | 62,999,999                      | 125,999,998         | -                      | 188,999,997                    |            |
| 11th December 2015 | HK\$0.343<br>(note 1(iii))          | 10th December 2025 | Directors                       | 9,600,000           | 19,200,000             | -                              | 28,800,000 |
|                    |                                     |                    |                                 |                     |                        |                                |            |
|                    |                                     |                    | <b>88,599,999</b>               | <b>177,199,998</b>  | <b>(48,000,000)</b>    | <b>217,799,997</b>             |            |

## 9 EMPLOYEE BENEFIT EXPENSE (Continued)

### (b) Share options (Continued)

Notes:

1. Subsequent to the completion of the bonus issue of Asia Standard Hotel on the basis of 2 bonus shares for every 1 existing shares held by the shareholders as of 27th January 2017, the exercise price and the number of options have been adjusted as follow:
  - (i) the exercise price of the options has been adjusted from HK\$1.296 per share to HK\$0.432 per share and the number of options has also adjusted from 16,000,000 options to 48,000,000 options respectively.
  - (ii) the exercise price of the options has been adjusted from HK\$1.300 per share to HK\$0.433 per share and the number of options has also adjusted from 62,999,999 options to 188,999,997 options respectively.
  - (iii) the exercise price of the options has been adjusted from HK\$1.03 per share to HK\$0.343 per share and the number of options has also adjusted from 9,600,000 options to 28,800,000 options respectively.
2. Save as disclosed above, no options were granted, exercised, cancelled or lapsed during the year. (2016: 28,800,000 (as adjusted) options to subscribe for shares of Asia Standard Hotel were granted.)



## Notes to the financial statements

## 10 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 2017 and 2016 are set out as follows:

| Name of Director                     | Fees | Salaries | Discretionary bonuses | Housing and other allowances | Estimated money value of other benefits | Employer's contribution to retirement benefit scheme | Total emoluments |
|--------------------------------------|------|----------|-----------------------|------------------------------|---|--|------------------|
| <b>2017 (in HK\$'000)</b>            |      |          |                       |                              |   |  |                  |
| <b>Executive</b>                     |      |          |                       |                              |   |  |                  |
| Mr. Fung Siu To, Clement             | -    | 1,239    | -                     | 1,285                        | 152                                     | 42   | 2,718            |
| Mr. Poon Jing                        | -    | 1,303    | 11,400                | 9,332                        | -                                       | 18   | 22,053           |
| Mr. Poon Hai                         | -    | 2,760    | 10,500                | -                            | -                                       | 36   | 13,296           |
| Mr. Poon Yeung, Roderick<br>(note i) | -    | 1,380    | 9,000                 | -                            | -                                       | 18   | 10,398           |
| Mr. Lun Pui Kan                      | -    | 1,435    | 700                   | 1,044                        | -                                       | 123  | 3,302            |
| Mr. Kwan Po Lam, Phileas             | -    | 2,118    | 7,500                 | -                            | 420                                     | 93   | 10,131           |
|                                      | -    | 10,235   | 39,100                | 11,661                       | 572                                     | 330  | 61,898           |
| <b>Independent Non-executive</b>     |      |          |                       |                              |   |  |                  |
| Mr. Koon Bok Ming, Alan              | 250  | -        | -                     | -                            | -                                       | -  | 250              |
| Mr. Leung Wai Keung                  | 350  | -        | -                     | -                            | -                                       | -  | 350              |
| Mr. Wong Chi Keung                   | 200  | -        | -                     | -                            | -                                       | -  | 200              |
|                                      | 800  | 10,235   | 39,100                | 11,661                       | 572                                     | 330  | 62,698           |
|                                      | 800  | 9,594    | 23,039                | 12,136                       | 8,773                                   | 342  | 54,684           |

## 10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

- (a) The aggregate amount of emoluments paid and payable to Directors of the Company for the years ended 31st March 2017 and 2016 are set out as follows: (Continued)

| Name of Director                  | Fees | Salaries | Discretionary bonuses | Housing and other allowances | Estimated money value of other benefits | Employer's contribution to retirement benefit scheme | Total emoluments |
|-----------------------------------|------|----------|-----------------------|------------------------------|---|--|------------------|
| <b>2016 (in HK\$'000)</b>         |      |          |                       |                              |   |  |                  |
| <b>Executive</b>                  |      |          |                       |                              |   |  |                  |
| Mr. Fung Siu To, Clement          | -    | 1,239    | -                     | 1,249                        | 369                                     | 42   | 2,899            |
| Dr. Lim Yin Cheng (note i)        | -    | 832      | -                     | 689                          | -                                       | 42   | 1,563            |
| Mr. Poon Jing                     | -    | 1,303    | 10,400                | 9,154                        | 1,323                                   | 18   | 22,198           |
| Mr. Poon Hai                      | -    | 2,760    | 10,000                | -                            | 3,296                                   | 36   | 16,092           |
| Mr. Poon Yeung, Roderick (note i) | -    | 423      | 1,839                 | -                            | 3,136                                   | 5  | 5,403            |
| Mr. Lun Pui Kan                   | -    | 1,321    | 500                   | 1,044                        | -                                       | 118  | 2,983            |
| Mr. Kwan Po Lam, Phileas          | -    | 1,716    | 300                   | -                            | 649                                     | 81   | 2,746            |
|                                   | -    | 9,594    | 23,039                | 12,136                       | 8,773                                   | 342  | 53,884           |
| <b>Independent Non-executive</b>  |      |          |                       |                              |   |  |                  |
| Mr. Koon Bok Ming, Alan           | 250  | -        | -                     | -                            | -                                       | -  | 250              |
| Mr. Leung Wai Keung               | 350  | -        | -                     | -                            | -                                       | -  | 350              |
| Mr. Wong Chi Keung                | 200  | -        | -                     | -                            | -                                       | -  | 200              |
|                                   | 800  | -        | -                     | -                            | -                                       | -  | 800              |
|                                   | 800  | 9,594    | 23,039                | 12,136                       | 8,773                                   | 342  | 54,684           |

## Notes to the financial statements

### 10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

- (a) The aggregate amount of emoluments paid and payable to Directors of the Company for the years ended 31st March 2017 and 2016 are set out as follows: (Continued)

Notes:

- (i) Dr. Lim Yin Cheng resigned as executive Director and the Deputy Chairman of the Company on 11th December 2015, he remains as Deputy Chairman and Chief Executive of Asia Standard Hotel and director of certain subsidiaries of the Company. Mr. Poon Yeung Roderick was appointed as executive director on 11th December 2015.
  - (ii) Other benefits include insurance premium, staff quarters, holiday passage and HK\$6,043,000 fair value of share options, which was determined by using binomial pricing model and credited to share options reserve at the grant of share options.
  - (iii) During the year, HK\$15,819,000 (2016: HK\$17,810,000) out of the total emoluments was paid and payable by Asia Standard Hotel.
  - (iv) During the year, no emolument was paid or is payable by the Group to any of the above directors in respect of accepting office as a director or as compensation for loss of office (2016: Nil).
  - (v) No transactions, arrangement and contracts of significance in relation to the Company's business to which its subsidiaries, fellow subsidiaries or its parent company was a party and in which a Director of the Company and his connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2016: Nil).
- (b) The five highest paid individuals in the Group for the year include five (2016: five) Directors whose emoluments are already reflected in the analysis presented above.

## 10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

### (c) Senior management remuneration by band

The emoluments of the senior management fell within the following band:

|                               | Number of individuals |      |
|-------------------------------|-----------------------|------|
|                               | 2017                  | 2016 |
| HK\$1,000,001 - HK\$2,000,000 | 2                     | 3    |
| HK\$2,000,001 - HK\$3,000,000 | 2                     | 1    |
| HK\$4,000,001 - HK\$5,000,000 | -                     | -    |
| HK\$5,000,001 - HK\$6,000,000 | -                     | 1    |

## 11 NET FINANCE COSTS

|   | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---|------------------|------------------|
| Interest expense  |                  |                  |
| Long term bank loans  | (166,288)        | (134,867)        |
| Short term bank loans and overdrafts                          | (1,641)          | (4,722)          |
| Medium term notes   | (47,373)         | (52,628)         |
| Interest income from hedging derivative financial instruments | 2,585            | 4,730            |
| Interest capitalised (note)                                   | 31,734           | 39,486           |
|   | (180,983)        | (148,001)        |
| Other incidental borrowing costs                              | (47,464)         | (23,407)         |
| Net foreign exchange gain/(loss) on borrowings                | 32,322           | (7,334)          |
| Fair value loss on derivative financial instruments           |                  |                  |
| - Cash flow hedge, transfer from reserve                      | (33,808)         | (24,646)         |
| - Discontinuation of hedge accounting                         | (12,341)         | -                |
|   | (242,274)        | (203,388)        |

Note:

Borrowing costs were capitalised at rates ranging from 1.9% to 3.8% (2016: 1.9% to 3.7%) per annum.

## Notes to the financial statements

## 12 INCOME TAX EXPENSE

|                               | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|-------------------------------|------------------|------------------|
| Current income tax expense    |                  |                  |
| Hong Kong profits tax         | (8,504)          | (13,383)         |
| Over provision in prior years | 8,101            | 4,208            |
| Deferred income tax expense   | (403)            | (9,175)          |
|                               | (3,443)          | (6,378)          |
|                               | (3,846)          | (15,553)         |

Hong Kong profits tax is provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profit for the year. No provision for overseas taxation has been made as there are no assessable profits for the year (2016: Nil).

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

|   | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---|------------------|------------------|
| Profit before income tax  | 1,532,468        | 811,482          |
| Share of profits less losses of joint ventures and associated companies | (49,237)         | 119,058          |
|   | 1,483,231        | 930,540          |
| Calculated at a tax rate of 16.5% (2016: 16.5%)                         | (244,733)        | (153,539)        |
| Over provision in prior years   | 8,101            | 4,208            |
| Effect of different tax rates in other countries                        | 1,237            | (321)            |
| Income not subject to income tax  | 385,370          | 166,911          |
| Expenses not deductible for tax purposes                                | (138,668)        | (33,450)         |
| Tax losses not recognised   | (10,026)         | (10,966)         |
| Utilisation of previously unrecognised tax losses                       | 231              | 2,651            |
| Recognition of previously unrecognised tax losses                       | 409              | 1,480            |
| Others  | (5,767)          | 7,473            |
| Income tax expense  | (3,846)          | (15,553)         |

## Notes to the financial statements

## 13 DIVIDENDS

|   | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---|------------------|------------------|
| Interim, nil (2016: Nil)                                      | -                | -                |
| Final, proposed, of HK3.0 cents (2016: HK3.5 cents) per share | <b>39,593</b>    | 45,470           |
|   | <b>39,593</b>    | 45,470           |

At a meeting held on 28th June 2017, the Board of Directors has proposed to pay a final dividend for the year ended 31st March 2017 of HK3.0 cents per share (2016: HK3.5 cents per share with a scrip option). The proposed dividend is not reflected in the financial statements, but will be reflected as an appropriation of revenue reserve in the year ending 31st March 2018.

The amount of HK\$39,593,000 is based on 1,319,782,288 issued shares as at 28th June 2017.

## 14 EARNINGS PER SHARE

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Profit attributable to shareholders of the Company for calculation of basic earnings per share                               | <b>1,451,468</b> | 721,333          |
| Effect on dilutive potential shares:<br>A portion of share options of the Company's listed subsidiary assume to be exercised | <b>(883)</b>     | (49)             |
| Profit for calculation of diluted earnings per share   | <b>1,450,585</b> | 721,284          |

|  | Number of shares     |               |
|--|----------------------|---------------|
| Weighted average number of shares for calculation of<br>Basic earnings per share                         | <b>1,308,081,369</b> | 1,283,972,396 |
| Effect on dilutive potential shares:<br>A portion of share options of the Company assume to be exercised | <b>791,967</b>       | -             |
|  | <b>1,308,873,336</b> | 1,283,972,396 |

## Notes to the financial statements

## 15 INVESTMENT PROPERTIES

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| At the beginning of the year                             | 7,531,794        | 7,627,318        |
| Addition   | 42,538           | 18,964           |
| Transferred from property, plant and equipment (note 16) | 88,874           | -                |
| Transferred to property, plant and equipment (note 16)   | (69,418)         | (122,584)        |
| Fair value gain  | 679,366          | 8,096            |
| At the end of the year                                   | 8,273,154        | 7,531,794        |

The aggregate net book value of investment properties pledged as securities for loans amounted to HK\$8,273,154,000 (2016: HK\$7,531,794,000).

All of the fair value measurements of the Group's investment properties were categorised into level 3 of the fair value hierarchy. There were no transfers into or out of level 3 during the year.

**VALUATION TECHNIQUES AND PROCESS**

Investment properties were revalued by Prudential Surveyors International Limited, independent professional valuers, on an open market value basis as at 31st March 2017 and 2016.

Fair value of investment properties is generally derived using the direct comparison method. Direct comparison method is based on comparing the property to be valued directly with other comparable properties, which have recently transacted. However, given the heterogeneous nature of real estate properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration. There were no change to the valuation techniques during the year.

**INFORMATION ABOUT FAIR VALUE MEASUREMENTS USING SIGNIFICANT UNOBSERVABLE INPUTS**

|                     | Valuation techniques | unobservable inputs                      | Range of Unobservable inputs |                |
|---------------------|----------------------|--|------------------------------|----------------|
|                     |                      |  | 2017                         | 2016           |
| Office              | Direct comparison    | Adjusted market price (HK\$/square feet) | 17,900-23,600                | 15,800-20,600  |
| Retail-Ground floor | Direct comparison    | Adjusted market price (HK\$/square feet) | 40,600-144,300               | 39,600-137,200 |
| Retail -others      | Direct comparison    | Adjusted market price (HK\$/square feet) | 14,200-34,900                | 23,900-26,600  |

## Notes to the financial statements

## 16 PROPERTY, PLANT AND EQUIPMENT

|   | Freehold<br>land of<br>a hotel<br>in Canada<br>HK\$'000 | Leasehold<br>land in<br>Hong Kong<br>HK\$'000 | Hotel<br>buildings<br>HK\$'000 | Other<br>buildings<br>HK\$'000 | Other<br>equipments<br>HK\$'000 | Total<br>HK\$'000 |
|---|---|---|--------------------------------|--------------------------------|---------------------------------|-------------------|
| <b>Cost</b>   |   |   |                                |                                |                                 |                   |
| At 31st March 2015  | 62,387  | 2,658,948                                     | 1,563,815                      | 77,903                         | 119,583                         | 4,482,636         |
| Currency translation differences                          | (1,364)   | -   | (8,457)                        | -                              | (97)                            | (9,918)           |
| Additions   | -   | 2,685   | 154,597                        | 12,801                         | 6,387                           | 176,470           |
| Transferred from investment properties<br>(note 15)       | -   | 109,452                                       | -                              | 13,132                         | -                               | 122,584           |
| Disposals   | -   | -   | (4,755)                        | -                              | (7,776)                         | (12,531)          |
| At 31st March 2016  | 61,023  | 2,771,085                                     | 1,705,200                      | 103,836                        | 118,097                         | 4,759,241         |
| <b>Accumulated depreciation</b>                           |   |   |                                |                                |                                 |                   |
| At 31st March 2015  | -   | 465,679                                       | 798,510                        | 9,636                          | 32,915                          | 1,306,740         |
| Currency translation differences                          | -   | -   | (6,202)                        | -                              | (53)                            | (6,255)           |
| Charge for the year                                       | -   | 27,435  | 46,654                         | 1,219                          | 11,811                          | 87,119            |
| Disposals   | -   | -   | (2,177)                        | -                              | (7,768)                         | (9,945)           |
| At 31st March 2016  | -   | 493,114                                       | 836,785                        | 10,855                         | 36,905                          | 1,377,659         |
| <b>Net book value</b>                                     |   |   |                                |                                |                                 |                   |
| At 31st March 2016  | 61,023  | 2,277,971                                     | 868,415                        | 92,981                         | 81,192                          | 3,381,582         |
| <b>Cost</b>   |   |   |                                |                                |                                 |                   |
| At 31st March 2016  | 61,023  | 2,771,085                                     | 1,705,200                      | 103,836                        | 118,097                         | 4,759,241         |
| Currency translation differences                          | (1,493)   | -   | (9,168)                        | -                              | (136)                           | (10,797)          |
| Additions   | -   | 31,681  | 121,478                        | 14,319                         | 10,151                          | 177,629           |
| Transferred from properties<br>under development for sale | -   | 521,302                                       | -                              | 135,187                        | -                               | 656,489           |
| Transferred from investment properties<br>(note 15)       | -   | 62,760  | -                              | 6,658                          | -                               | 69,418            |
| Transferred to investment properties<br>(note 15)         | -   | (59,461)                                      | -                              | (6,825)                        | -                               | (66,286)          |
| Disposals   | -   | -   | (520)                          | -                              | (170)                           | (690)             |
| <b>At 31st March 2017</b>                                 | <b>59,530</b>   | <b>3,327,367</b>                              | <b>1,816,990</b>               | <b>253,175</b>                 | <b>127,942</b>                  | <b>5,585,004</b>  |
| <b>Accumulated depreciation</b>                           |   |   |                                |                                |                                 |                   |
| At 31st March 2016  | -   | 493,114                                       | 836,785                        | 10,855                         | 36,905                          | 1,377,659         |
| Currency translation differences                          | -   | -   | (7,446)                        | -                              | (91)                            | (7,537)           |
| Charge for the year                                       | -   | 30,042  | 76,448                         | 1,598                          | 12,618                          | 120,706           |
| Transferred to investment properties<br>(note 15)         | -   | (1,558)                                       | -                              | (745)                          | -                               | (2,303)           |
| Disposals   | -   | -   | (516)                          | -                              | (108)                           | (624)             |
| <b>At 31st March 2017</b>                                 | <b>-</b>  | <b>521,598</b>                                | <b>905,271</b>                 | <b>11,708</b>                  | <b>49,324</b>                   | <b>1,487,901</b>  |
| <b>Net book value</b>                                     |   |   |                                |                                |                                 |                   |
| At 31st March 2017  | 59,530  | 2,805,769                                     | 911,719                        | 241,467                        | 78,618                          | 4,097,103         |



## Notes to the financial statements

## 16 PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

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

|                         | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|-------------------------|------------------|------------------|
| <b>Hotel properties</b> |                  |                  |
| Hotel buildings         | 911,719          | 868,415          |
| Hotel freehold land     | 59,530           | 61,023           |
| Hotel leasehold land    | 2,085,132        | 2,081,666        |
|                         | <b>3,056,381</b> | 3,011,104        |

Supplementary information with hotel properties in operation at valuation:

The aggregate open market value, on a highest and best use basis, of the five (2016: four) hotel properties in Hong Kong and Canada based on valuations conducted by Vigers Appraisal & Consulting Limited ("Vigers") and Altus Group Limited ("Altus") (2016: Vigers and Burgess Cawley Sullivan & Associates Ltd ("BCS")) respectively, independent professional valuers, amounted to HK\$10,725,852,000 (2016: HK\$9,658,292,000), is regarded as level 3 hierarchy for disclosure purpose under HKFRS 13.

The hotel properties portfolio in Hong Kong comprised 4 (2016: 3) hotels. Vigers used the discounted cash flow ("DCF") method, which is considered the most appropriate valuation approach for assessing the market value of the properties as it would better reflect specific characteristics of the income-producing properties such as occupancies, average room rates, potential income growth and all out-goings, subject to future economic conditions in the markets. The direct comparison method was also used as a check on the valuation arrived at from the DCF method. For the hotel property in Canada, Altus (2016: BCS) used the direct comparison method for assessing the market value of the property taking into account of its re-development potential. This approach directly uses market comparable transactions to determine the market value. Appropriate adjustments are applied to the comparable transactions to adjust for the discrepancies between the property and the comparables.

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) As at 31st March 2017, the aggregate net book value of property, plant and equipment pledged as security for loans amounted to HK\$3,947,427,000 (2016: HK\$3,229,333,000).
- (c) As at 31st March 2017, the cost of hotel properties under development amounted to HK\$618,659,000 (2016: HK\$870,106,000). The addition during the year amounted to HK\$107,934,000 (2016: HK\$141,466,000).

## Notes to the financial statements

## 17 PROPERTY HELD FOR DEVELOPMENT FOR SALE

The amount represents a 100% interest, acquired by the Group in 2010, in a piece of land situated in Seac Pai Van, Coloane, Macau. Please refer to note 7 for the details.

## 18 JOINT VENTURES AND ASSOCIATED COMPANIES

|                      | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|----------------------|------------------|------------------|
| Joint ventures       | 2,146,411        | 1,910,218        |
| Associated companies | 1,416,082        | 1,467,469        |
|                      | <b>3,562,493</b> | 3,377,687        |

## (A) JOINT VENTURES

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Share of net assets  | 1,389,495        | 1,200,721        |
| Advance to joint ventures                                    | 901,680          | 854,261          |
| Provision on advances to joint ventures                      | (144,764)        | (144,764)        |
|  | <b>2,146,411</b> | 1,910,218        |
| Amount due to joint ventures included in current liabilities | (134,311)        | (62,403)         |
|  | <b>2,012,100</b> | 1,847,815        |

Advances to joint ventures are made to finance property development projects. The advances to joint ventures are denominated in Hong Kong dollar. As at 31st March 2017, except for an amount of HK\$225,984,000 (2016: HK\$205,943,000) and HK\$201,699,000 (2016: HK\$174,682,000) advance to joint ventures which is bearing interest at 1% (2016: 1%) above The Hong Kong and Shanghai Banking Corporation ("HSBC") prime rate per annum and 15% (2016: 15%) per annum respectively, the advances to joint ventures are unsecured, interest free and have no fixed terms of repayment. The interest amounted to HK\$41,490,000 (2016: HK\$11,868,000). The carrying amounts of the advances approximate their fair values. The Group has provided financial guarantee for banking facilities granted to certain joint ventures (note 35). There are no contingent liabilities relating to the Group's interests in joint ventures.

Details of the principal joint ventures are set out in note 39.

## Notes to the financial statements

## 18 JOINT VENTURES AND ASSOCIATED COMPANIES (Continued)

**(A) JOINT VENTURES (Continued)**

Set out below are the aggregate information for the Group's joint ventures that are not individually material:

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Profit/(loss) before income tax                  | 180,973          | (7,039)          |
| Income tax expense                               | (90,229)         | -                |
| Profit/(loss) for the year                       | 90,744           | (7,039)          |
| Other comprehensive charge                       | (84,264)         | (53,457)         |
| Total comprehensive income/(charge) for the year | 6,480            | (60,496)         |

There is no joint venture as at 31st March 2017 and 2016, which in the opinion of the Directors, is individually material to the Group.

**(B) ASSOCIATED COMPANIES**

|   | 2017<br>HK\$'000       | 2016<br>HK\$'000       |
|---|------------------------|------------------------|
| Share of net assets (note (a))                                      | 1,414,864              | 1,466,271              |
| Advance to associated companies                                     | 422,045                | 422,025                |
| Provision for advances to associated companies                      | (420,827)              | (420,827)              |
| Amount due to an associated company included in current liabilities | 1,416,082<br>(224,400) | 1,467,469<br>(224,400) |
|   | 1,191,682              | 1,243,069              |

## 18 JOINT VENTURES AND ASSOCIATED COMPANIES (Continued)

### (B) ASSOCIATED COMPANIES (Continued)

As at 31st March 2017 and 2016, the shares in an associated company are pledged to secure the loan facilities granted to the Group.

Advances to associated companies are made to finance property development projects. The amounts receivable and payable are unsecured, interest free and have no fixed terms of repayment. The advances to associated companies are denominated in Hong Kong dollar.

Details of the principal associated companies are set out in note 39.

There are no contingent liabilities relating to the Group's interests in associated companies.

Aggregate information for the Group's associated companies that are not individually material:

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Loss before income tax (note (b))                | <b>(37,168)</b>  | (107,821)        |
| Income tax expenses                              | <b>(4,338)</b>   | (4,198)          |
| Loss and total comprehensive charge for the year | <b>(41,506)</b>  | (112,019)        |

Notes:

- (a) Mainly represented share of net assets of an associated company holding an investment property.
- (b) Mainly represented share of fair value gain/(loss) arising from the revaluation of an investment property held by an associated company. The investment property was revalued by Prudential Surveyors International Limited, independent professional valuers, on an open market value basis as at 31st March 2017 and 2016 using the following significant unobservable inputs.

## Notes to the financial statements

## 18 JOINT VENTURES AND ASSOCIATED COMPANIES (Continued)

## (B) ASSOCIATED COMPANIES (Continued)

|                      | Valuation techniques | Unobservable inputs                      | Range of unobservable inputs |                 |
|----------------------|----------------------|--|------------------------------|-----------------|
|                      |                      |  | 2017                         | 2016            |
| Office               | Direct comparison    | Adjusted market price (HK\$/square feet) | 12,700-18,600                | 11,800-15,800   |
| Retail- Ground floor | Direct comparison    | Adjusted market price (HK\$/square feet) | 261,400-582,400              | 331,900-552,300 |
| Retail- Others       | Direct comparison    | Adjusted market price (HK\$/square feet) | 16,900-58,900                | 16,300-66,900   |

## 19 LOAN RECEIVABLES

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Loan to a joint venture partner                  | 315,523          | 292,179          |
| Mortgage loans receivable                        | 2,451            | 3,225            |
| Less: current portion included in current assets | (188)            | (700)            |
|  | <b>317,786</b>   | 294,704          |

The loans receivables carry interest at rates ranged from HSBC prime rate plus 1.5% to fixed rate 8% (2016: HSBC prime rate plus 1.5% to fixed rate 8%) per annum. The loan receivables are denominated in Hong Kong dollar. The carrying amounts of the loan receivables approximate their fair values.

## Notes to the financial statements

## 20 AVAILABLE-FOR-SALE INVESTMENTS

|                       | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|-----------------------|------------------|------------------|
| Equity securities     |                  |                  |
| - Listed in Hong Kong | 192,933          | 143,587          |
| - Unlisted            | 32,366           | 27,309           |
|                       | <b>225,299</b>   | 170,896          |

No impairment provision on available-for-sale investments was made during the year (2016: Nil).

## 21 PROPERTIES UNDER DEVELOPMENT FOR SALE AND COMPLETED PROPERTIES HELD FOR SALE

|                                       | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---------------------------------------|------------------|------------------|
| Properties under development for sale |                  |                  |
| Leasehold land                        | 530,702          | 886,077          |
| Development costs                     | 99,175           | 140,271          |
|                                       | <b>629,877</b>   | 1,026,348        |
| Completed properties held for sale    |                  |                  |
| Leasehold land                        | 2,771            | 2,781            |
| Development costs                     | 730              | 730              |
|                                       | <b>3,501</b>     | 3,511            |

Notes:

- (a) At 31st March 2017, properties amounting to HK\$367,414,000 (2016: HK\$975,307,000) were pledged to banks to secure certain banking facilities of the Group.
- (b) At 31st March 2017 and 2016, all the properties under development for sale were not scheduled for completion within twelve months.

## Notes to the financial statements

## 22 TRADE AND OTHER RECEIVABLES

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Trade receivables                        |                  |                  |
| Fully performing                         | 73,959           | 33,989           |
| Past due but not impaired                | 16,648           | 14,298           |
| Impaired and provided for                | 2,279            | -                |
|  | <b>92,886</b>    | 48,287           |
| Less: Impaired and provided for          | <b>(2,279)</b>   | -                |
|  | <b>90,607</b>    | 48,287           |
| Accrued interest and dividend receivable | 141,858          | 137,448          |
| Loan receivables                         | 56,724           | 55,271           |
| Prepayments                              | 24,054           | 21,070           |
| Utility and other deposits               | 27,020           | 19,969           |
| Other receivables                        | 21,540           | 29,911           |
|  | <b>361,803</b>   | 311,956          |

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

|                       | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|-----------------------|------------------|------------------|
| 0 months to 6 months  | 89,768           | 45,047           |
| 7 months to 12 months | -                | -                |
| More than 12 months   | 839              | 3,240            |
|                       | <b>90,607</b>    | 48,287           |

## Notes to the financial statements

## 22 TRADE AND OTHER RECEIVABLES (Continued)

The past due but not impaired trade receivables 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:

|                       | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|-----------------------|------------------|------------------|
| 0 month to 6 months   | 15,809           | 11,058           |
| 7 months to 12 months | -                | -                |
| More than 12 months   | 839              | 3,240            |
|                       | <b>16,648</b>    | 14,298           |

Movement on allowance for impairment of trade receivable are as follows:

|                              | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|------------------------------|------------------|------------------|
| At the beginning of the year | -                | -                |
| Provision for impairment     | 2,386            | -                |
| Written off during the year  | (107)            | -                |
| At the end of the year       | <b>2,279</b>     | -                |

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 receivables, credit evaluations of customers are performed periodically.



## Notes to the financial statements

## 22 TRADE AND OTHER RECEIVABLES (Continued)

The carrying amounts of trade and other receivables approximate their fair values. They are denominated in the following currencies:

|                      | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|----------------------|------------------|------------------|
| Hong Kong dollar     | 219,807          | 167,771          |
| Renminbi             | 95,877           | 11,798           |
| United States dollar | 34,392           | 122,863          |
| Canadian dollar      | 11,300           | 9,147            |
| Others               | 427              | 377              |
|                      | <b>361,803</b>   | 311,956          |

Other receivables include unsecured loans to third parties of HK\$56,636,000 (2016: HK\$54,501,000), bearing interest at 10% (2016: HSBC prime rate to 2% above HSBC prime rate) per annum.

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.

## Notes to the financial statements

## 23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Equity securities                                |                  |                  |
| - Listed in the USA                              | 746,906          | 521,265          |
| - Listed in Europe                               | 378,855          | 415,032          |
| - Listed in Hong Kong                            | 72,626           | 6,475            |
|  | <b>1,198,387</b> | 942,772          |
| Debt securities                                  |                  |                  |
| - Listed in Singapore                            | 5,790,520        | 5,268,157        |
| - Listed in Hong Kong                            | 494,655          | 374,160          |
| - Listed in Europe                               | 86,505           | 79,560           |
| - Unlisted                                       | 51,290           | -                |
|  | <b>6,422,970</b> | 5,721,877        |
| Unlisted fund                                    | <b>10,244</b>    | 8,421            |
| Total amount included in current assets          | <b>7,631,601</b> | 6,673,070        |
| Equity securities included in non-current assets |                  |                  |
| - Listed in Hong Kong                            | <b>328,646</b>   | 240,601          |
|  | <b>7,960,247</b> | 6,913,671        |

## Notes to the financial statements

23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS  
(Continued)

Notes:

- (a) At 31st March 2017, financial assets at fair value through profit or loss equivalent to HK\$723,648,000 (2016: HK\$1,330,201,000) were pledged as security for borrowings.
- (b) Financial assets at fair value through profit or loss are denominated in the following currencies:

|                      | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|----------------------|------------------|------------------|
| United States dollar | 7,042,325        | 5,691,106        |
| Hong Kong dollar     | 452,562          | 247,076          |
| Sterling             | 378,855          | 415,032          |
| Euro                 | 86,505           | 79,560           |
| Renminbi             | -                | 480,897          |
|                      | <b>7,960,247</b> | 6,913,671        |

## 23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Supplementary information of financial assets at fair value through profit or loss:

### EQUITY SECURITIES

As at 31st March 2017, the Group held 17 (31st March 2016: 7) listed equity securities. The summary of equity securities portfolio of financial assets at fair value through profit or loss as at 31st March 2017 and 31st March 2016 and their corresponding unrealised gain/(loss) and dividend income for the year ended 31st March 2017 and 2016 are as follows:

|                                 | Market value     |                  | Unrealised gain/(loss) |                  | Dividend income |          |
|---------------------------------|------------------|------------------|------------------------|------------------|-----------------|----------|
|                                 | as at 31st March |                  |                        |                  |                 |          |
|                                 | 2017             | 2016             | 2017                   | 2016             | 2017            | 2016     |
|                                 | HK\$'000         | HK\$'000         | HK\$'000               | HK\$'000         | HK\$'000        | HK\$'000 |
| Citigroup Inc. ("Citigroup")    | 743,958          | 518,173          | 225,785                | (121,135)        | 4,606           | 1,738    |
| MGM China ("MGM")               | 328,646          | 240,601          | 88,045                 | (55,586)         | 4,301           | 8,135    |
| Royal Bank of Scotland ("RBS")  | 243,134          | 255,834          | (12,700)               | (147,108)        | -               | -        |
| Lloyds Banking Group ("Lloyds") | 135,720          | 159,197          | (23,477)               | (29,808)         | 6,516           | 3,745    |
| Others                          | 75,575           | 9,568            | (12,750)               | (8,139)          |                 |          |
|                                 | <b>1,527,033</b> | <b>1,183,373</b> | <b>264,903</b>         | <b>(361,776)</b> |                 |          |

Citigroup is a global bank that provides financial services, and its shares are listed on the New York Stock Exchange (stock code: C) with a "BBB+" rated by S&P. As at 31st March 2017, a total of 1,600,325 shares representing 0.06% shareholding of Citigroup was held by the Group.

RBS is a global bank that provides financial services, and its shares are listed on London Stock Exchange (stock code: RBS) with a "BBB-" rated by S&P. As at 31st March 2017, a total of 10,307,629 shares representing 0.09% shareholding of RBS was held by the Group.

Lloyds is a global bank that provides financial services, and its shares are listed on London Stock Exchange (stock code: LLOY) with a "BBB+" rated by S&P. As at 31st March 2017, a total of 21,000,000 shares representing 0.03% shareholding of Lloyds was held by the Group.

MGM is a company principally engaged in development and operation of casino game and related hotel and resort facilities in Macau, and its shares are listed on Hong Kong Stock Exchange (stock code: 2282). As at 31st March 2017, a total of 20,286,800 shares representing 0.5% shareholding of MGM was held by the Group.

## Notes to the financial statements

## 23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

## DEBT SECURITIES

As at 31st March 2017, the Group held 42 (31st March 2016: 45) debt securities, 13 of them are listed in Singapore, 6 in Hong Kong, 22 in Europe and 1 is unlisted. Approximately 97% (31st March 2016: 98%) of the mark to market valuation comprising 18 (31st March 2016: 23) debt securities were issued by PRC-based real estate companies, the shares of which are all listed in Hong Kong with the exception of 1 that is listed in the United States.

The summary of debt securities of financial assets at fair value through profit or loss as at 31st March 2017 and 2016 and their corresponding unrealised gain and interest income for the year ended 31st March 2017 and 2016 are as follows:

|                           | As at 31st March 2017                                 |                                   |                                   | As at 31st March 2016                                 |                                   |                                   |
|---------------------------|---|-----------------------------------|-----------------------------------|---|-----------------------------------|-----------------------------------|
|                           | Issued by PRC-based real estate companies<br>HK\$'000 | Others<br>HK\$'000                | Total<br>HK\$'000                 | Issued by PRC-based real estate companies<br>HK\$'000 | Others<br>HK\$'000                | Total<br>HK\$'000                 |
| Principal amount of notes | 6,027,096   | 237,477                           | 6,264,573                         | 5,806,963   | 141,181                           | 5,948,144                         |
| Investment cost           | 5,625,692   | 147,848                           | 5,773,540                         | 5,386,622   | 43,877                            | 5,430,499                         |
| Market value              | 6,233,224   | 189,746                           | 6,422,970                         | 5,642,317   | 79,560                            | 5,721,877                         |
| Coupon                    | 5.61% to 13.75%                                       | 3% to 8%                          | 3% to 13.75%                      | 6.875% to 13.875%                                     | 3% to 6%                          | 3% to 13.875%                     |
| Maturity                  | Sep 2017 - Dec 2021                                   | Dec 2017 - Oct 2042 & 1 perpetual | Sep 2017 - Oct 2042 & 1 perpetual | Apr 2016 - Feb 2020                                   | Feb 2023 - Oct 2042 & 1 perpetual | Apr 2016 - Oct 2042 & 1 perpetual |
| Rating                    | NR to B+  | NR to B-                          | NR to B+                          | NR to B+  | NR to B-                          | NR to B+                          |

|                 | For the year ended 31st March                         |                    |                   |   |                    |                   |
|-----------------|---|--------------------|-------------------|---|--------------------|-------------------|
|                 | 2017  |                    |                   | 2016  |                    |                   |
|                 | Issued by PRC-based real estate companies<br>HK\$'000 | Others<br>HK\$'000 | Total<br>HK\$'000 | Issued by PRC-based real estate companies<br>HK\$'000 | Others<br>HK\$'000 | Total<br>HK\$'000 |
| Interest income | 881,611   | 8,119              | 889,730           | 624,305   | 9,723              | 634,028           |
| Unrealised gain | 491,529   | 6,214              | 497,743           | 597,541   | 18,601             | 616,142           |

As at 31st March 2017, the 42 (31st March 2016: 45) debt securities of financial assets at fair value through profit or loss gave rise to a net unrealised fair value gain of HK\$497.7 million (2016: HK\$616.1 million) for the year ended 31st March 2017. A total of 40 (2016: 43) debt securities have recorded unrealised fair value gain, with the remaining 2 debt securities (2016: 2) that recorded unrealised fair value losses.

## 23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

### DEBT SECURITIES (Continued)

As at 31st March 2017, the mark to market valuation of the largest single debt securities within the Group's financial assets at fair value through profit or loss represents approximately 2.3% (31st March 2016: 2.1%) of the Group's revalued total assets, and the mark to market valuation of the five largest debt securities held represents approximately 9.9% (31st March 2016: 8.8%). The remaining 37 debt securities represent 8.5% of the Group's revalued total assets (note 3 (II) (a)), which each of them less than 1.5%.

The five largest debt securities held at 31st March 2017 are as follows:

|                      | Market value          |   |                       |   | Unrealised gain/(loss) |          | Interest income |          |
|----------------------|-----------------------|---|-----------------------|---|------------------------|----------|-----------------|----------|
|                      | 31st<br>March<br>2017 | % of the<br>debt<br>securities<br>portfolio | 31st<br>March<br>2016 | % of the<br>debt<br>securities<br>portfolio | 2017                   | 2016     | 2017            | 2016     |
|                      | HK\$'000              |   | HK\$'000              |   | HK\$'000               | HK\$'000 | HK\$'000        | HK\$'000 |
| Kaisa series E notes | 777,957               | 12%   | -                     | -   | 89,985                 | -        | 29,206          | -        |
| Wuzhou 13.75% notes  | 765,156               | 12%   | 660,338               | 12%   | 99,636                 | (36,569) | 98,281          | 81,171   |
| Kaisa series D notes | 690,195               | 11%   | -                     | -   | 78,036                 | -        | 23,943          | -        |
| Xinyuan 13% notes    | 592,935               | 9%  | 564,774               | 10%   | 28,160                 | 100,665  | 71,902          | 69,965   |
| Hydoo 13.75% notes   | 571,991               | 9%  | 152,396               | 3%  | 12,139                 | (1,576)  | 50,566          | 6,255    |

"Kaisa series E notes", issued by Kaisa and carries variable coupon rate ranged from 5.61% to 10.46% per annum. It is denominated in United States dollar ("US\$") and matures on 31st December 2021. The notes are listed on the SGX-ST and not rated.

"Wuzhou 13.75% notes", issued by Wuzhou International Holdings Limited ("Wuzhou") and carries fixed coupon rate of 13.75% per annum. It is denominated in United States dollar ("US\$") and matures on 26th September 2018. The notes are rated "Caa2" by Moody's and listed on the SGX-ST. Wuzhou is principally involved in property development, property investment and the provision of property management services in the PRC. Its shares are listed on the HKEX (stock code: 1369).

"Kaisa series D notes", issued by Kaisa and carries variable coupon rate ranged from 5.61% to 9.96% per annum. It is denominated in United States dollar ("US\$") and matures on 30th June 2021. The notes are listed on the SGX-ST and not rated.

"Xinyuan 13% notes", issued by Xinyuan and carries fixed coupon rate of 13% per annum. It is denominated in US\$ and matures on 6th June 2019. The notes are rated "B-" by S&P and listed on the SGX-ST.

"Hydoo 13.75% notes", issued by Hydoo International Holdings Limited ("Hydoo") and carries fixed coupon rate of 13.75% per annum. It is denominated in US\$ and matures on 15th December 2018. The notes are rated "B-" by S&P and listed on the SGX-ST. Hydoo is principally engaged in development, sale and operation of commercial trade and logistic centers and residential properties in the PRC. Its shares are listed on the HKEX (stock code: 1396).

## Notes to the financial statements

## 24 BANK BALANCES AND CASH

|                           | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---------------------------|------------------|------------------|
| Cash at bank and in hand  | 215,749          | 647,720          |
| Short term bank deposits  | 431,464          | 86,969           |
| Cash and cash equivalents | 647,213          | 734,689          |
| Restricted bank balances  | 35,166           | 2,522            |
|                           | <b>682,379</b>   | 737,211          |

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

|                      | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|----------------------|------------------|------------------|
| United States dollar | 448,302          | 128,960          |
| Hong Kong dollar     | 200,293          | 527,381          |
| Canadian dollar      | 20,676           | 6,969            |
| Renminbi             | 11,139           | 69,491           |
| Sterling             | 911              | 504              |
| Others               | 1,058            | 3,906            |
|                      | <b>682,379</b>   | 737,211          |

## Notes to the financial statements

## 25 TRADE AND OTHER PAYABLES

|                                    | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|------------------------------------|------------------|------------------|
| Trade payables                     | 32,965           | 19,275           |
| Accrual and other payables         | 114,176          | 103,136          |
| Rental and management fee deposits | 38,110           | 28,805           |
| Medium term notes interest payable | 11,462           | 20,460           |
|                                    | <b>196,713</b>   | 171,676          |

Aging analysis of trade payables is as follows:

|                     | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---------------------|------------------|------------------|
| 0 day to 60 days    | 32,085           | 18,725           |
| 61 days to 120 days | 411              | 141              |
| More than 120 days  | 469              | 409              |
|                     | <b>32,965</b>    | 19,275           |

The carrying amounts of trade and other payables approximate their fair values. Majority of trade and other payables are denominated in Hong Kong dollar.



## Notes to the financial statements

## 26 BORROWINGS

|   | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---|------------------|------------------|
| <b>Current liabilities</b>  |                  |                  |
| Short term bank loans, secured  | 57,440           | 438,958          |
| Current portion of long term bank loans                                 | 1,073,893        | 650,571          |
| Portion of long term bank loans containing a repayment on demand clause | 79,286           | 15,222           |
|   | <b>1,210,619</b> | 1,104,751        |
| <b>Non-current liabilities</b>  |                  |                  |
| Long term bank loans  |                  |                  |
| Secured   | 3,785,725        | 4,338,341        |
| Unsecured   | 2,077,825        | 1,032,873        |
|   | <b>5,863,550</b> | 5,371,214        |
|   | <b>7,074,169</b> | 6,475,965        |

The maturities of the long term bank loans, based on the scheduled repayment dates set out in the loan agreements and ignoring the effect of any repayment on demand clause, are as follows:

|   | 2017<br>HK\$'000   | 2016<br>HK\$'000 |
|---|--------------------|------------------|
| Repayable within one year                       | 1,073,893          | 650,571          |
| Repayable between one and two years             | 1,280,685          | 1,411,466        |
| Repayable between two to five years             | 3,982,151          | 3,147,972        |
| Repayable after five years                      | 680,000            | 826,998          |
|   | <b>7,016,729</b>   | 6,037,007        |
| Current portion included in current liabilities | <b>(1,073,893)</b> | (650,571)        |
|   | <b>5,942,836</b>   | 5,386,436        |

## Notes to the financial statements

## 26 BORROWINGS (Continued)

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

|                      | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|----------------------|------------------|------------------|
| Hong Kong dollar     | 6,550,393        | 5,908,331        |
| United States dollar | 388,565          | 496,817          |
| Japanese Yen         | 47,440           | 46,896           |
| Canadian dollar      | 87,771           | 23,921           |
|                      | <b>7,074,169</b> | 6,475,965        |

The interest rates of the borrowings at the balance sheet date range from 1.52% to 3.69% (2016: 0.5% to 3.73%) per annum.

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

## 27 MEDIUM TERM NOTES

|   | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---|------------------|------------------|
| Listed in Hong Kong   |                  |                  |
| RMB255 million (2016: RMB500 million) at coupon of 6.5% per annum due April 2018 (note (a)) | 288,331          | 599,808          |
| Unlisted  |                  |                  |
| Notes at coupon of 4.8% per annum due July 2019   | 100,000          | 100,000          |
| Notes at coupon of 3% above HIBOR per annum due April 2020                                  | 250,000          | 250,000          |
|   | <b>638,331</b>   | 949,808          |
| Less: deferred issue expenses   | <b>(6,078)</b>   | (12,914)         |
|   | <b>632,253</b>   | 936,894          |

Notes:

- (a) Cross currencies swap contracts of RMB255 million (2016: RMB500 million) versus United States dollar and Hong Kong dollar were entered into simultaneously to hedge the principal amount repayment and interest payments.
- (b) The carrying amounts of these notes approximate their fair values.

## Notes to the financial statements

### 28 CONVERTIBLE NOTES

On 23rd February 2017, the Company's listed subsidiary, Asia Standard Hotel, issued a total of 2,693,204,266 convertible notes (under bonus issue scheme) with principal amount of HK\$1,220 million (a redemption value of HK\$0.453 per share) which bears interest at 0.1% per annum and have dividend entitlement. Where a final dividend on the shares has not been declared and paid in any particular year, the 0.1% coupon will be deferred until the next dividend payment (if previously unpaid) and the accumulated deferred coupon would be paid on maturity date. The amount represents liability component of the convertible notes held by parent group and non-controlling interest.

Each noteholder has the option to convert the convertible notes into fully paid ordinary share on a one to one basis (subject to adjustment to certain corporate actions) at any time from the first business day immediately following the date of issue of the convertible notes up to and including the date falling on the 10th business day prior to the thirtieth anniversary of the date of issue of the convertible notes. Unless previously converted, the convertible notes will be redeemed on the thirtieth anniversary of the date of issue of the convertible notes at redemption price equal to 100% of the principal amount. For details, please refer to the Bonus Issue Circular.

### 29 DERIVATIVE FINANCIAL INSTRUMENTS

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Liability  |                  |                  |
| Cross currencies swap contracts (cash flow hedges) | 39,231           | 48,115           |
| Cross currencies swap contracts                    | 37,693           | -                |
|  | <b>76,924</b>    | 48,115           |

The principal amounts of the outstanding Renminbi versus United States dollar and Hong Kong dollar swaps were RMB500,000,000 (2016: RMB500,000,000). The full fair values of these hedging derivatives are classified as non-current as the remaining maturity of the hedged items (i.e. medium term notes) is more than 12 months.

The Group's derivative financial instruments are settled on a gross basis.

The maximum exposure to credit risk at the balance sheet date is the fair value of the derivative assets in the balance sheet.

## Notes to the financial statements

## 30 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same tax jurisdiction. The offset amounts are as follows:

|                                 | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---------------------------------|------------------|------------------|
| Deferred income tax assets      | 43,937           | 33,554           |
| Deferred income tax liabilities | (122,787)        | (108,961)        |
|                                 | <b>(78,850)</b>  | (75,407)         |

The movement in 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 ASSETS

|   | Tax loss |          | Difference in<br>cost base of properties |          | Total    |          |
|---|----------|----------|--|----------|----------|----------|
|   | 2017     | 2016     | 2017                                     | 2016     | 2017     | 2016     |
|   | HK\$'000 | HK\$'000 | HK\$'000                                 | HK\$'000 | HK\$'000 | HK\$'000 |
| At the beginning of the year              | 32,571   | 24,409   | 56,066                                   | 56,066   | 88,637   | 80,475   |
| Recognised in the profit and loss account | 19,501   | 8,162    | 198                                      | -        | 19,699   | 8,162    |
| At the end of the year                    | 52,072   | 32,571   | 56,264                                   | 56,066   | 108,336  | 88,637   |

## DEFERRED INCOME TAX LIABILITIES

|   | Accelerated tax<br>depreciation |          | Fair value<br>adjustments |          | Total     |           |
|---|---------------------------------|----------|---------------------------|----------|-----------|-----------|
|   | 2017                            | 2016     | 2017                      | 2016     | 2017      | 2016      |
|   | HK\$'000                        | HK\$'000 | HK\$'000                  | HK\$'000 | HK\$'000  | HK\$'000  |
| At the beginning of the year              | (81,001)                        | (77,694) | (83,043)                  | (71,810) | (164,044) | (149,504) |
| Recognised in the profit and loss account | (7,708)                         | (3,307)  | (15,434)                  | (11,233) | (23,142)  | (14,540)  |
| At the end of the year                    | (88,709)                        | (81,001) | (98,477)                  | (83,043) | (187,186) | (164,044) |

## Notes to the financial statements

## 30 DEFERRED INCOME TAX (Continued)

**DEFERRED INCOME TAX LIABILITIES (Continued)**

Deferred income tax assets are recognised for tax loss carried forward to the extent that realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$65 million (2016: HK\$61 million) in respect of losses amounting to HK\$381 million (2016: HK\$360 million) that can be carried forward against future taxable income. As at 31st March 2017, the tax losses have no expiry date (2016: HK\$3 million expiring at various dates up to and including 2029).

## 31 SHARE CAPITAL

| Shares of HK\$0.01 each     | Number of<br>shares | Amount<br>HK\$'000 |
|-----------------------------|---------------------|--------------------|
| Authorised:                 |                     |                    |
| At 31st March 2016 and 2017 | 400,000,000,000     | 4,000,000          |

|                               | Number of shares |               | Amount           |                  |
|-------------------------------|------------------|---------------|------------------|------------------|
|                               | 2017             | 2016          | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
| Issued and fully paid:        |                  |               |                  |                  |
| At the beginning of the year  | 1,299,150,233    | 1,271,235,217 | 12,991           | 12,712           |
| Scrip dividend (note 1 and 2) | 20,632,055       | 27,915,016    | 206              | 279              |
| At the end of the year        | 1,319,782,288    | 1,299,150,233 | 13,197           | 12,991           |

## Notes:

- In October 2016, 20,632,055 new shares were allotted and issued at HK\$1.66 per share in lieu of final dividend for the year ended 31st March 2016.
- In October 2015, 27,915,016 new shares were allotted and issued at HK\$1.43 per share in lieu of final dividend for the year ended 31st March 2015.

## Notes to the financial statements

## 32 RESERVES

|  | Share premium<br>HK\$'000 | Capital redemption reserve<br>HK\$'000 | Share option reserve<br>HK\$'000 | Available-for-sale investments reserve<br>HK\$'000 | Contributed surplus<br>HK\$'000 | Hedging reserve<br>HK\$'000 | Currency translation reserve<br>HK\$'000 | Revenue reserve<br>HK\$'000 | Property revaluation reserve<br>HK\$'000 | Total<br>HK\$'000 |
|--|---------------------------|--|----------------------------------|--|---------------------------------|-----------------------------|--|-----------------------------|--|-------------------|
| At 31st March 2015   | 2,101,557                 | 44,190                                 | 16,756                           | 45,376   | 2,782,836                       | (37,164)                    | 61,450                                   | 9,890,358                   | -  | 14,905,359        |
| Net fair value loss on available-for-sale investments  | -                         | -                                      | -                                | (35,936)   | -                               | -                           | -  | -                           | -  | (35,936)          |
| Cash flow hedges:  |                           |  |                                  |  |                                 |                             |  |                             |  |                   |
| - fair value changes   | -                         | -                                      | -                                | -  | -                               | (8,005)                     | -  | -                           | -  | (8,005)           |
| - transfer to finance costs  | -                         | -                                      | -                                | -  | -                               | 24,646                      | -  | -                           | -  | 24,646            |
| Currency translation differences   | -                         | -                                      | -                                | -  | -                               | -                           | (50,319)                                 | -                           | -  | (50,319)          |
| Profit for the year  | -                         | -                                      | -                                | -  | -                               | -                           | -  | 721,333                     | -  | 721,333           |
| 2015 final dividend  | 39,639                    | -                                      | -                                | -  | -                               | -                           | -  | (50,849)                    | -  | (11,210)          |
| Share option expense   | -                         | -                                      | 5,137                            | -  | -                               | -                           | -  | -                           | -  | 5,137             |
| At 31st March 2016   | 2,141,196                 | 44,190                                 | 21,893                           | 9,440  | 2,782,836                       | (20,523)                    | 11,131                                   | 10,560,842                  | -  | 15,551,005        |
| Representing:  |                           |  |                                  |  |                                 |                             |  |                             |  |                   |
| 2016 final dividend proposed   | -                         | -                                      | -                                | -  | -                               | -                           | -  | 45,470                      | -  | 45,470            |
| Others   | 2,141,196                 | 44,190                                 | 21,893                           | 9,440  | 2,782,836                       | (20,523)                    | 11,131                                   | 10,515,372                  | -  | 15,505,535        |
| At 31st March 2016   | 2,141,196                 | 44,190                                 | 21,893                           | 9,440  | 2,782,836                       | (20,523)                    | 11,131                                   | 10,560,842                  | -  | 15,551,005        |
| At 31st March 2016   | 2,141,196                 | 44,190                                 | 21,893                           | 9,440  | 2,782,836                       | (20,523)                    | 11,131                                   | 10,560,842                  | -  | 15,551,005        |
| Net fair value gain on available-for-sale investments  | -                         | -                                      | -                                | 42,032   | -                               | -                           | -  | -                           | -  | 42,032            |
| Revaluation gain arising from transfer of property, plant and equipment to investment properties | -                         | -                                      | -                                | -  | -                               | -                           | -  | -                           | 24,891                                   | 24,891            |
| Cash flow hedges:  |                           |  |                                  |  |                                 |                             |  |                             |  |                   |
| - fair value changes   | -                         | -                                      | -                                | -  | -                               | (33,214)                    | -  | -                           | -  | (33,214)          |
| - transfer to finance costs  | -                         | -                                      | -                                | -  | -                               | 46,149                      | -  | -                           | -  | 46,149            |
| Currency translation differences   | -                         | -                                      | -                                | -  | -                               | -                           | (88,055)                                 | -                           | -  | (88,055)          |
| Profit for the year  | -                         | -                                      | -                                | -  | -                               | -                           | -  | 1,451,468                   | -  | 1,451,468         |
| 2016 final dividend  | 34,043                    | -                                      | -                                | -  | -                               | -                           | -  | (45,470)                    | -  | (11,427)          |
| Share option expense   | -                         | -                                      | 106                              | -  | -                               | -                           | -  | -                           | -  | 106               |
| Share option lapsed  | -                         | -                                      | (3,215)                          | -  | -                               | -                           | -  | 3,215                       | -  | -                 |
| Increase in interest in a subsidiary   | -                         | -                                      | -                                | -  | -                               | -                           | -  | 41,005                      | -  | 41,005            |
| <b>At 31st March 2017</b>  | <b>2,175,239</b>          | <b>44,190</b>                          | <b>18,784</b>                    | <b>51,472</b>                                      | <b>2,782,836</b>                | <b>(7,588)</b>              | <b>(76,924)</b>                          | <b>12,011,060</b>           | <b>24,891</b>                            | <b>17,023,960</b> |
| Representing:  |                           |  |                                  |  |                                 |                             |  |                             |  |                   |
| 2017 final dividend proposed   | -                         | -                                      | -                                | -  | -                               | -                           | -  | 39,593                      | -  | 39,593            |
| Others   | 2,175,239                 | 44,190                                 | 18,784                           | 51,472   | 2,782,836                       | (7,588)                     | (76,924)                                 | 11,973,372                  | 24,891                                   | 16,984,367        |
| <b>At 31st March 2017</b>  | <b>2,175,239</b>          | <b>44,190</b>                          | <b>18,784</b>                    | <b>51,472</b>                                      | <b>2,782,836</b>                | <b>(7,588)</b>              | <b>(76,924)</b>                          | <b>12,012,965</b>           | <b>24,891</b>                            | <b>17,023,960</b> |

## Notes to the financial statements

## 33 CAPITAL COMMITMENTS

Capital commitments at the balance sheet date are as follows:

|                                 | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---------------------------------|------------------|------------------|
| Contracted but not provided for |                  |                  |
| Investment properties           | 6,678            | 39,244           |
| Property, plant and equipment   | 71,965           | 399,681          |
| Joint ventures                  | 130,032          | 137,956          |
|                                 | <b>208,675</b>   | 576,881          |

## 34 OPERATING LEASE ARRANGEMENTS

## (A) LESSOR

At 31st March 2017, the future aggregate minimum rental receipts receivable under non-cancellable operating leases were as follows:

|                                       | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---------------------------------------|------------------|------------------|
| In respect of land and buildings:     |                  |                  |
| Within one year                       | 132,328          | 123,142          |
| In the second to fifth year inclusive | 250,374          | 129,194          |
| Over five years                       | 102,283          | -                |
|                                       | <b>484,985</b>   | 252,336          |

## (B) LESSEE

At 31st March 2017, the future aggregate minimum lease payments payable under non-cancellable operating leases were as follows:

|                                       | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---------------------------------------|------------------|------------------|
| In respect of land and buildings:     |                  |                  |
| Within one year                       | 4,730            | 1,941            |
| In the second to fifth year inclusive | 2,534            | 1,552            |
|                                       | <b>7,264</b>     | 3,493            |

## Notes to the financial statements

## 35 FINANCIAL GUARANTEES

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Guarantees for the banking and loan facilities of joint ventures | <b>1,206,498</b> | 881,036          |

## 36 NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of profit before income tax to net cash used in operations

|   | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---|------------------|------------------|
| Profit before income tax  | <b>1,532,468</b> | 811,482          |
| Share of profits less losses of   |                  |                  |
| Joint ventures  | <b>(90,744)</b>  | 7,039            |
| Associated companies  | <b>41,507</b>    | 112,019          |
| Depreciation  | <b>120,706</b>   | 87,119           |
| Net investment gain   | <b>(834,197)</b> | (362,303)        |
| Fair value loss of derivative financial instruments   | <b>7,936</b>     | -                |
| Fair value gain on investment properties  | <b>(679,366)</b> | (8,096)          |
| Employee share option expense   | <b>106</b>       | 6,156            |
| Loss on disposal of property, plant and equipment   | <b>66</b>        | 461              |
| Impairment for property held for development for sale   | <b>798,743</b>   | -                |
| Net foreign exchange loss on borrowings   | <b>1,486</b>     | 31,979           |
| Interest income   | <b>(28,154)</b>  | (17,226)         |
| Interest expense  | <b>180,983</b>   | 148,001          |
| Operating profit before working capital changes   | <b>1,051,540</b> | 816,631          |
| Decrease/(increase) in mortgage loans receivable  | <b>774</b>       | (157)            |
| Increase in properties under development for sale<br>(excluding interest expense capitalised) | <b>(240,594)</b> | (13,001)         |
| Increase in hotel and restaurant inventories  | <b>(9)</b>       | (14,052)         |
| (Increase)/decrease in trade and other receivables  | <b>(54,995)</b>  | 51,202           |
| Increase in financial assets at fair value through profit or loss                             | <b>(212,379)</b> | (688,716)        |
| (Increase)/decrease in restricted bank balances   | <b>(32,644)</b>  | 2,993            |
| Increase in trade and other payables  | <b>22,675</b>    | 24,920           |
| Net cash generated from operations  | <b>534,368</b>   | 179,820          |



## Notes to the financial statements

## 37 RELATED PARTY TRANSACTIONS

The major shareholder of the Group is Asia Orient Holdings Limited (“Asia Orient”), a company incorporated in Bermuda and listed in Hong Kong. Asia Orient directly own 51.8% of the Company’s shares, the remaining 48.2% shares are widely held.

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 PURCHASE OF GOODS AND SERVICES**

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Income from/(expense to) subsidiaries of Asia Orient |                  |                  |
| Rental income (note (a))                             | 1,261            | 1,074            |
| Building management fee expense (note (b))           | (2,219)          | (2,454)          |
| Cleaning expense (note (c))                          | (4,483)          | (4,421)          |
| Dividend income from an associated company           | 9,900            | -                |

Notes:

- (a) Rental income is subject to terms agreed by the parties involved, which are at a fixed monthly fee.
- (b) Building management fee expense is charged for building management services rendered at a mutually agreed fee.
- (c) Cleaning expense is subject to terms agreed by the parties involved, which are at a fixed monthly fee.

**(B) KEY MANAGEMENT COMPENSATION**

|   | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|---|------------------|------------------|
| Fee   | 800              | 800              |
| Salaries and other short-term employee benefits       | 69,154           | 65,140           |
| Employer’s contribution to retirement benefits scheme | 436              | 427              |
|   | <b>70,390</b>    | <b>66,367</b>    |

Key management includes the Company’s Directors and four (2016: five) senior management members of the Group. 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 10.

## Notes to the financial statements

## 38 BALANCE SHEET OF THE COMPANY

|                               | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|-------------------------------|------------------|------------------|
| Non-current assets            |                  |                  |
| Subsidiaries (note a)         | 1,229,076        | 1,229,076        |
| Advance to a subsidiary       | 861,221          | 979,598          |
|                               | <b>2,090,297</b> | 2,208,674        |
| Current assets                |                  |                  |
| Amounts due from subsidiaries | 5,629,942        | 5,431,944        |
| Trade and other receivables   | 152              | 159              |
| Income tax recoverable        | 23               | 27               |
| Bank balances and cash        | 723              | 723              |
|                               | <b>5,630,840</b> | 5,432,853        |
| Current liabilities           |                  |                  |
| Trade and other payables      | 14,161           | 21,836           |
| Borrowing                     | 10,000           | -                |
|                               | <b>24,161</b>    | 21,836           |
| Net current assets            | <b>5,606,679</b> | 5,411,017        |
| Non-current liabilities       |                  |                  |
| Long term borrowing           | 190,000          | -                |
| Medium term notes             | 638,331          | 949,808          |
|                               | <b>828,331</b>   | 949,808          |
| Net assets                    | <b>6,868,645</b> | 6,669,883        |
| Equity                        |                  |                  |
| Share capital                 | 13,197           | 12,991           |
| Reserves (note b)             | 6,855,448        | 6,656,892        |
|                               | <b>6,868,645</b> | 6,669,883        |

Fung Siu To, Clement  
Director

Lun Pui Kan  
Director

## Notes to the financial statements

## 38 BALANCE SHEET OF THE COMPANY (CONTINUED)

Notes:

- (a) As at 31st March 2017, 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 39.

Extracts of published financial information of Asia Standard Hotel in which the Group has material non-controlling interest is set out in note 41.

- (b) Reserve movement of the Company

|                           | Share<br>premium<br>HK\$'000 | Capital<br>redemption<br>reserve<br>HK\$'000 | Contributed<br>surplus<br>HK\$'000 | Share<br>option<br>reserve<br>HK\$'000 | Revenue<br>reserve<br>HK\$'000 | Total<br>HK\$'000 |
|---------------------------|------------------------------|--|------------------------------------|--|--------------------------------|-------------------|
| At 31st March 2015        | 2,100,406                    | 44,190                                       | 2,796,995                          | 118                                    | 1,561,378                      | 6,503,087         |
| Profit for the year       | -                            | -  | -                                  | -                                      | 162,282                        | 162,282           |
| 2015 final dividend       | 39,639                       | -  | -                                  | -                                      | (50,849)                       | (11,210)          |
| Share option expense      | -                            | -  | -                                  | 2,733                                  | -                              | 2,733             |
| At 31st March 2016        | 2,140,045                    | 44,190                                       | 2,796,995                          | 2,851                                  | 1,672,811                      | 6,656,892         |
| At 31st March 2016        | 2,140,045                    | 44,190                                       | 2,796,995                          | 2,851                                  | 1,672,811                      | 6,656,892         |
| Profit for the year       | -                            | -  | -                                  | -                                      | 209,877                        | 209,877           |
| 2016 final dividend       | 34,043                       | -  | -                                  | -                                      | (45,470)                       | (11,427)          |
| Share option expense      | -                            | -  | -                                  | 106                                    | -                              | 106               |
| <b>At 31st March 2017</b> | <b>2,174,088</b>             | <b>44,190</b>                                | <b>2,796,995</b>                   | <b>2,957</b>                           | <b>1,837,218</b>               | <b>6,855,448</b>  |

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

## 39 PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATED COMPANIES

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

### SUBSIDIARIES

(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                             | Group equity interest |
|--|-----------------------------|---|-----------------------|
| <i>Incorporated in Hong Kong</i>                         |                             |   |                       |
| Asia Standard (Beijing) Company Limited                  | Investment holding          | HK\$2   | 100%                  |
| Asia Standard Development (Holdings) Limited             | Investment holding          | HK\$10 and non-voting deferred share capital of HK\$426,303,279 | 100%                  |
| Asia Standard Development (Real Estate Agencies) Limited | Real estate agency services | HK\$2   | 100%                  |
| Asia Standard Finance Company Limited                    | Financing services          | HK\$1,000,000   | 100%                  |
| Asia Standard International Limited <sup>1</sup>         | Investment holding          | HK\$1,216,067,627   | 100%                  |
| Asia Standard Management Services Limited                | Management services         | HK\$2   | 100%                  |
| Asia Standard Project Management Company Limited         | Project management          | HK\$2   | 100%                  |
| Cheer Selection Limited                                  | Securities investment       | HK\$2   | 100%                  |
| Get Rich Enterprises Limited                             | Property development        | HK\$2   | 100%                  |
| Glory Ocean Limited                                      | Property development        | HK\$2   | 100%                  |
| Hoi Chak Properties Limited                              | Property investment         | HK\$10 and non-voting deferred share capital of HK\$2           | 100%                  |
| Juno Cliff Limited                                       | Property development        | HK\$2   | 100%                  |
| Mark Honour Limited                                      | Property development        | HK\$100,000   | 99.9%                 |
| Tilpifa Company Limited                                  | Property investment         | HK\$10 and non-voting deferred share capital of HK\$10,000      | 100%                  |
| Union Rich Resources Limited                             | Property development        | HK\$2   | 100%                  |
| Winfast Engineering Limited                              | Construction                | HK\$2   | 100%                  |

## Notes to the financial statements

## 39 PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATED COMPANIES (Continued)

## SUBSIDIARIES (Continued)

| Name  | Principal activity    | Issued and fully paid share capital | Group equity interest |
|---|-----------------------|-------------------------------------|-----------------------|
| <i>Incorporated in Bermuda</i>                    |                       |                                     |                       |
| Asia Standard Hotel Group Limited <sup>2</sup>    | Investment holding    | HK\$40,360,809                      | 64.4%                 |
| <i>Incorporated in the British Virgin Islands</i> |                       |                                     |                       |
| Techfull Properties Corp.                         | Securities investment | US\$1                               | 100%                  |
| <i>Incorporated and operates in Macau</i>         |                       |                                     |                       |
| 國際石廠發展有限公司  | Property development  | MOP3,000,000                        | 100%                  |

<sup>1</sup> Direct subsidiary of the Company

<sup>2</sup> Its principal subsidiaries are included in its own published consolidated financial statements. The Group held 64.4% equity interest and 96.4% interest in the bonus convertible notes of Asia Standard Hotel. After the completion of the bonus issue, the Group holds approximately 64.4% of the ordinary shares of Asia Standard Hotel and conversion rights to acquire a further approximately 18.3% of ordinary shares of Asia Standard Hotel. As the bonus convertible notes contain rights to dividends and can be converted at any time provided that the public float requirements could be complied with, the Group would consolidate the results of Asia Standard Hotel on its approximately 82.7% economic interest in accordance with HKFRSs.

## 39 PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATED COMPANIES (Continued)

### ASSOCIATED COMPANIES

(Unless indicated otherwise, they are all incorporated and operates in Hong Kong.)

| Name                          | Principal activity  | Issued and fully paid share capital                           | Group equity interest |
|-------------------------------|---------------------|---|-----------------------|
| Perfect Pearl Company Limited | Property investment | HK\$1,000 and non-voting deferred share capital of HK\$10,000 | 33%                   |

### JOINT VENTURES

(Unless indicated otherwise, they are all incorporated and operates in Hong Kong.)

| Name  | Principal activity   | Issued and fully paid share capital/<br>paid-up capital | Group equity interest |
|---|----------------------|---|-----------------------|
| Imperial Time Limited                             | Property development | HK\$1   | 20%                   |
| Best Prosper Investment Limited                   | Property development | HK\$1   | 40%                   |
| <i>Incorporated and operates in the PRC</i>       |                      |   |                       |
| 北京黃海房地產開發有限公司                                     | Property development | RMB569,750,000  | 50%                   |
| 上海廣南房地產發展有限公司                                     | Property development | US\$120,000,000   | 50%                   |
| <i>Incorporated in the British Virgin Islands</i> |                      |   |                       |
| Gallop Worldwide Limited                          | Investment holding   | US\$2   | 50%                   |
| Chater Capital Limited                            | Investment holding   | US\$4   | 50%                   |

Principal joint ventures of Asia Standard Hotel are included in its own consolidated financial statements.

## 40 ULTIMATE HOLDING COMPANY

The ultimate holding company is Asia Orient, a company incorporated in Bermuda and listed in Hong Kong.

## Notes to the financial statements

## 41 EXTRACTS FROM THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF ASIA STANDARD HOTEL GROUP LIMITED

Asia Standard Hotel is a principal subsidiary of the Company. It is incorporated in Bermuda and listed in Hong Kong and its subsidiaries are principally engaged in hotel, travel operations and securities investments.

Set out below are the summary of the audited consolidated financial statements of Asia Standard Hotel in which 17.3% is owned by non-controlling interests, that are material to the Group for the year ended 31st March 2017.

The information below is the amount before inter-company eliminations.

**CONSOLIDATED PROFIT AND LOSS ACCOUNT**

For the year ended 31st March 2017

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Revenue  | 736,601          | 676,989          |
| Cost of sales  | (238,655)        | (231,618)        |
| Gross profit   | 497,946          | 445,371          |
| Selling and administrative expenses                        | (151,766)        | (138,540)        |
| Depreciation   | (116,169)        | (84,153)         |
| Net investment gain  | 243,046          | 70,579           |
| Operating profit   | 473,057          | 293,257          |
| Net finance costs  | (40,061)         | (33,237)         |
| Share of profit/(losses) of joint ventures                 | 3,651            | (140)            |
| Profit before income tax                                   | 436,647          | 259,880          |
| Income tax expense   | (3,798)          | (9,268)          |
| Profit for the year attributable to shareholders           | 432,849          | 250,612          |
| Profit for the year allocated to non-controlling interests | 77,154           | 74,602           |
| Dividend paid to non-controlling interests                 | 3,396            | 4,675            |
| Total comprehensive income for the year                    | 467,038          | 202,088          |

## Notes to the financial statements

## 41 EXTRACTS FROM THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF ASIA STANDARD HOTEL GROUP LIMITED (Continued)

## CONSOLIDATED BALANCE SHEET

As at 31st March 2017

|   | 2017<br>HK\$'000  | 2016<br>HK\$'000 |
|---|-------------------|------------------|
| Non-current assets  |                   |                  |
| Property, plant and equipment   | 3,172,910         | 3,131,745        |
| Joint ventures  | 227,529           | 221,124          |
| Available-for-sale investments  | 192,933           | 143,587          |
| Deferred income tax assets  | 3,883             | 3,364            |
|   | <b>3,597,255</b>  | 3,499,820        |
| Current assets  |                   |                  |
| Properties under development for sale                                     | 211,076           | -                |
| Inventories   | 15,351            | 15,342           |
| Trade and other receivables   | 100,785           | 135,864          |
| Income tax recoverable  | 3,956             | 1,949            |
| Financial assets at fair value through profit or loss                     | 2,216,885         | 1,817,819        |
| Bank balances and cash  | 228,508           | 316,981          |
|   | <b>2,776,561</b>  | 2,287,955        |
| Current liabilities   |                   |                  |
| Trade and other payables  | 113,135           | 103,920          |
| Borrowings  | 442,092           | 268,331          |
| Income tax payable  | 10,793            | 14,918           |
|   | <b>566,020</b>    | 387,169          |
| Net current assets  | <b>2,210,541</b>  | 1,900,786        |
| Non-current liabilities   |                   |                  |
| Long term borrowings  | 1,850,483         | 1,898,481        |
| Convertible notes   | 176,331           | -                |
| Deferred income tax liabilities   | 54,244            | 47,584           |
|   | <b>2,081,058</b>  | 1,946,065        |
| Net assets  | <b>3,726,738</b>  | 3,454,541        |
| Equity  |                   |                  |
| Share capital   | 40,361            | 31,408           |
| Reserves  | 3,686,377         | 3,423,133        |
|   | <b>3,726,738</b>  | 3,454,541        |
| Supplementary information with hotel properties in operation at valuation |                   |                  |
| Revalued total assets   | <b>14,621,000</b> | 13,263,000       |
| Revalued net assets   | <b>11,872,000</b> | 10,875,000       |



## Notes to the financial statements

## 41 EXTRACTS FROM THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF ASIA STANDARD HOTEL GROUP LIMITED (Continued)

## STATEMENT OF CASH FLOW

For the year ended 31st March 2017

|  | 2017<br>HK\$'000 | 2016<br>HK\$'000 |
|--|------------------|------------------|
| Net cash generated before working capital changes      | 292,960          | 306,741          |
| Change in working capital                              | (325,486)        | (210,919)        |
| Net cash (used in)/generated from operating activities | (32,526)         | 95,822           |
| Net cash used in investing activities                  | (157,068)        | (353,680)        |
| Net cash generated from financing activities           | 103,234          | 392,305          |
| Net (decrease)/increase in cash and cash equivalents   | (86,360)         | 134,447          |
| Cash and cash equivalents at the beginning of the year | 316,981          | 182,388          |
| Changes in exchange rates                              | (2,113)          | 146              |
| Cash and cash equivalents at the end of the year       | 228,508          | 316,981          |

## 42 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Board of Directors on 28th June 2017.

