



# Asia Orient Holdings Limited

Stock Code : 214



Annual Report  
2006



# Contents

Corporate Information	02
Financial Highlights	03
Business and Financial Review	04
Five-year Financial Summary	08
Principal Properties	09
Corporate Governance Report	14
Directors' Profile	18
Report of the Directors	21
Report of the Auditors	30
Consolidated Profit and Loss Account	31
Consolidated Balance Sheet	32
Balance Sheet	33
Consolidated Cash Flow Statement	34
Consolidated Statement of Changes in Equity	35
Notes to the financial statements	36
Extracts from the Audited Consolidated Financial Statements of Asia Standard International Group Limited	88

# Corporate Information

## Directors

### Executive

Mr. Fung Siu To, Clement (*Chairman*)  
Dr. Lim Yin Cheng (*Deputy Chairman*)  
Mr. Poon Jing (*Managing Director and Chief Executive*)  
Mr. Lun Pui Kan  
Mr. Kwan Po Lam, Phileas

### Non-executive

Mr. Chan Sze Hung

### Independent non-executive

Mr. Cheung Kwok Wah, Ken  
Mr. Wong Chi Keung  
Mr. Hung Yat Ming

### Audit committee

Mr. Hung Yat Ming (*Chairman*)  
Mr. Cheung Kwok Wah, Ken  
Mr. Wong Chi Keung

### Remuneration committee

Mr. Fung Siu To, Clement (*Chairman*)  
Mr. Wong Chi Keung  
Mr. Hung Yat Ming

### Authorised representatives

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

### Company secretary

Ms. Chiu Yuk Ching

### Registered office

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

## Principal office in Hong Kong

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

Telephone 2866 3336  
Facsimile 2866 3772  
Website <http://www.asiaorient.com.hk>  
Email [ao\\_info@asia-standard.com.hk](mailto:ao_info@asia-standard.com.hk)

## Principal bankers

Bank of China (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited  
The Bank of East Asia Limited  
Chiyu Banking Corporation Limited  
Liu Chong Hing Bank Limited  
Citic Ka Wah Bank Limited  
Industrial and Commercial Bank of China (Asia) Limited

## Legal advisers

Stephenson Harwood & Lo  
18th Floor, Edinburgh Tower,  
The Landmark,  
15 Queen's Road Central,  
Hong Kong

Appleby Spurling Hunter  
5511 The Center,  
99 Queen's Road Central,  
Hong Kong

## Auditors

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

## Share registrar in Bermuda

Butterfield Fund Services (Bermuda) Limited  
Rosebank Centre,  
11 Bermudiana Road,  
Pembroke, Bermuda

## Hong Kong branch share registrar and transfer office

Computershare Hong Kong Investor Services Limited  
46th Floor, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong

# Financial Highlights

For the year ended 31st March	2006	2005 (restated)	Change (%)
(in HK\$ million, except otherwise indicated)			
<b>Consolidated profit and loss account</b>			
Group turnover	<b>45</b>	553	-92
Finance costs	<b>(1)</b>	(76)	-99
Profit/(loss) for the year	<b>56</b>	(52)	N/A
Earning/(loss) per share (HK cents)			
Basic	<b>23.4</b>	(27.4)	N/A
Diluted	<b>23.4</b>	(30.6)	N/A
<b>Consolidated balance sheet</b>			
Total assets	<b>1,726</b>	1,679	+3
Net assets	<b>1,672</b>	1,569	+7
Net assets per share (HK\$)	<b>6.57</b>	6.69	-2
Net cash	<b>106</b>	71	+49

# Business and Financial Review



## Shareholdings in Asia Standard International Group Limited ("Asia Standard")

Shareholdings in Asia Standard continue to remain the Group's significant investment. Shareholdings increased from 40.49% to 40.98% during the year.

Asia Standard became an associated company of the Group in January 2005, following a decrease of its shareholdings in Asia Standard to below 50%, the results and net assets since then were equity accounted for by the Group.

Asia Standard was an associated company for the whole financial year 2006 while it was consolidated as a subsidiary for 9 months in last year.

## Result

With the turnover of Asia Standard no longer being consolidated, the Group's turnover for the year was reduced to HK\$45 million, whilst it was HK\$553 million last year.

The Group reported a profit attributable to shareholders of HK\$56 million as compared to a loss of HK\$52 million last year, which has been restated due to changes in various accounting policies during the year.

The directors do not recommend the payment of a final dividend (2005: final scrip distribution of HK4.3 cents per share).

## New accounting policies

The Group adopted the new/revised financial reporting standards issued by the Hong Kong Institute of Certified Public Accountants which are effective for accounting periods commencing on or after 1st January 2005.

Most of these changes do not affect the Company and its subsidiaries directly, but indirectly affect the Group through the share of results and net assets of its major associated company, Asia Standard. The more important changes affecting the Group are:

1. Revaluation surplus of investment properties are recorded in the profit and loss account, instead of the revaluation reserve.

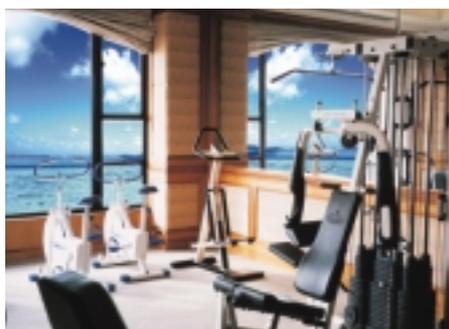
2. Deferred tax is to be provided on revaluation surplus of investment properties, notwithstanding that there is no capital gain tax applicable to Hong Kong.
3. Owner-operated hotel properties are stated at cost less accumulated depreciation, with annual depreciation charged to profit and loss account. In prior year, they are stated at open market values without depreciation charges.
4. Leasehold land on which these properties are situated is amortised over the lease period with annual amortisation charged to profit and loss account.
5. Share options granted are expensed over the vesting period.
6. Presale of properties will only be recognised upon completion. In prior years, stage completion method is adopted.

These changes in accounting policies have no impact on the Group's cash flow. However, the effect of all the changes is to increase the profit for the current year by HK\$117 million and decrease the net asset value at year end by HK\$532 million.

## Business and Financial Review



Canaryside



Asia Orient Tower

### Properties sales and leasing

Asia Standard achieved a HK\$168 million profit attributable to shareholders compared with HK\$279 million of last year, which has been restated in light of the new accounting policies. Turnover increased by 5% to HK\$744 million from last year's HK\$707 million.

In February 2006, the residential development Canaryside in Lei Yue Mun, was launched for presale, with 60% of its residential units sold. The development is now at superstructure stage and completion expected towards the end of 2006, when the second phase of sales campaign will commence. Profit from this sales were not recognised until completion of development as explained

in the section 'new accounting policies' above, while development profit from Grosvenor Place was recorded last year, explaining a major reason for the decrease in profit.

Low-rise development in Ping Shan is about to complete and will be put to market in second half of year 2006.

Land premium for the luxury residential project at Castle Peak Road was paid and land exchange was processed, construction is at foundation stage. Land premium for mass residential project at Aberdeen was close to acceptance and tender for superstructure construction is in progress.

Asia Standard has over 1.1 million sq.ft gross floor area of properties under development.

Rental income improved by 6% compared with last year, with average occupancy increased from 89% to 91%. Unit rent has been rising and the full year effect is to be experienced in coming years. With continuing improving market environment, the investment properties portfolio recorded a revaluation surplus which was reflected in the profit and loss account.

# Business and Financial Review

## Hotel

Hotel performance for the year continue to be very promising as a result of economic expansion, opening of Disney Theme Park, various large scale conferences and exhibitions hosted by Hong Kong, and the addition of more PRC cities into the Individual Visit Scheme. Visitors' arrivals register a record high of 23 million, 7% higher than last year. Hong Kong based hotels achieved a combined revenue increment of 18% against that of last year, mostly due to increased room rate.

Empire Landmark in Canada also experienced a 14% revenue increase, with 6% attributable to exchange rate increment.

Hotel group's gross operating profit increased by HK\$31 million (30%) to HK\$136 million. With the adoption of the new accounting policies, the hotel group reported a HK\$21 million loss compared with HK\$29 million profit (restated) of last year. Annual depreciation and amortisation charge of HK\$73 million was provided for the hotel properties.

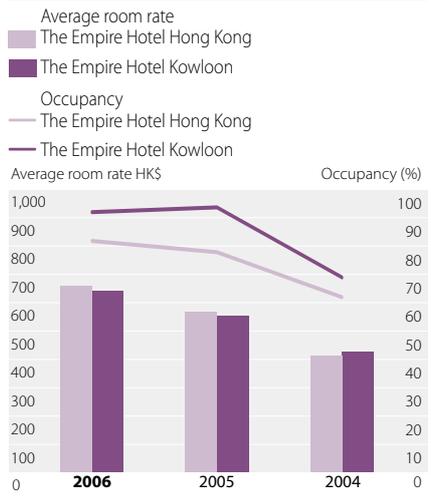


*The Empire Hotel Hong Kong*

The hotel group's financial position was enhanced through the raising of HK\$246 million new equity during the year and all were used to repay its bank borrowings.

In May 2006, it has completed a rights issue and raised HK\$283 million further capital. The proceeds for the rights issue has also been applied towards loan repayment.

### Average room rate and occupancy



## Business and Financial Review

### Financial review

The Group was at net cash position at both 31st March 2006 and 31st March 2005.

Following the adoption of new/revised accounting standards, net asset value of the Group at 31st March 2005 was restated and decreased by HK\$433 million, due to the decrease in its share of net assets of Asia Standard, which is substantially the result of changing the carrying value of hotel buildings from fair value to cost less accumulated depreciation and amortisation of the underlying leasehold land. At 31st March 2006, the Group's net asset value rose to HK\$1.67 billion, an increase of HK\$100 million (6%) from last year's restated value of HK\$1.57 billion.

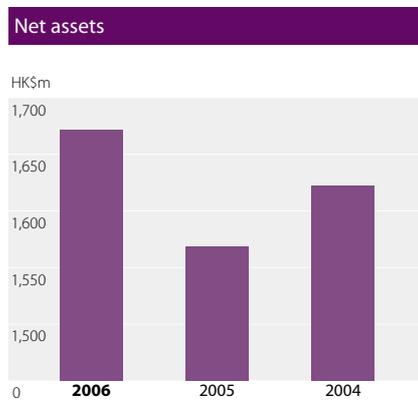
In February 2006, the Group announced a rights issue in the proportion of 1 rights share for 2 then existing shares held at HK\$1.30 each. The issue was completed in April 2006, increasing net asset value by net proceeds of HK\$160 million.

Certain listed securities were pledged to secure general banking facilities of the Group. The Group did not provide any

guarantees to banks and financial institutions on credit facilities to jointly controlled entities, associated companies and third parties.

### Employees and remuneration policies

At 31st March 2006, the Group employed 201 full time employees with most of them working for building management and cleaning services. Their remuneration package, which commensurate with their job nature and experience level, include basic salary, annual bonus, retirement and other benefits.



# Five-year Financial Summary

Year ended 31st March	<b>2006</b> <b>HK\$M</b>	2005 HK\$M (restated)	2004 HK\$M (restated)	2003 HK\$M (restated)	2002 HK\$M
<b>RESULTS</b>					
Turnover	<b>45</b>	553	767	1,214	867
Profit/(loss) attributable to shareholders of the Company	<b>56</b>	(52)	(259)	(466)	(154)
<b>ASSETS AND LIABILITIES</b>					
Total assets	<b>1,726</b>	1,679	6,629	7,048	9,179
Total liabilities	<b>(54)</b>	(110)	(3,409)	(3,537)	(3,829)
Minority interests	–	–	(1,597)	(1,654)	(2,580)
Equity attributable to shareholders of the Company	<b>1,672</b>	1,569	1,623	1,857	2,770

Notes:

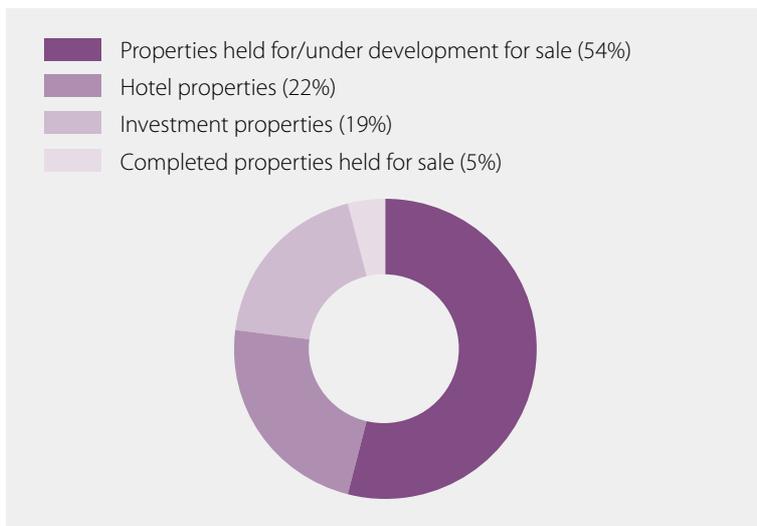
1. Subsequent to the reduction of interests in Asia Standard International Group Limited to below 50% in January 2005, Asia Standard changed from a subsidiary to an associated company and accordingly its results and assets and liabilities are consolidated up to December 2004 and equity accounted for thereafter.
2. Over the past five years, the Group has changed some of its accounting policies following changes in the accounting standards in Hong Kong. However, certain prior year figures have not been restated as explained below since the Director consider that this would involve undue delay and expense.

The Group has changed certain of its accounting policies following its adoption of new/revised Hong Kong Financial Reporting Standards ("HKFRS") which are effective for accounting periods commencing on or after 1st January 2005. HKFRS was adopted in 2006 with 2003, 2004 and 2005 figures restated in accordance with the relevant requirements of the new/revised HKFRS. The figures prior to 2003 have not been restated.

# Principal Properties

As at 31st March 2006

The principal properties are held through the subsidiaries, associated companies and jointly controlled entities of Asia Standard, the Group's listed associated company.

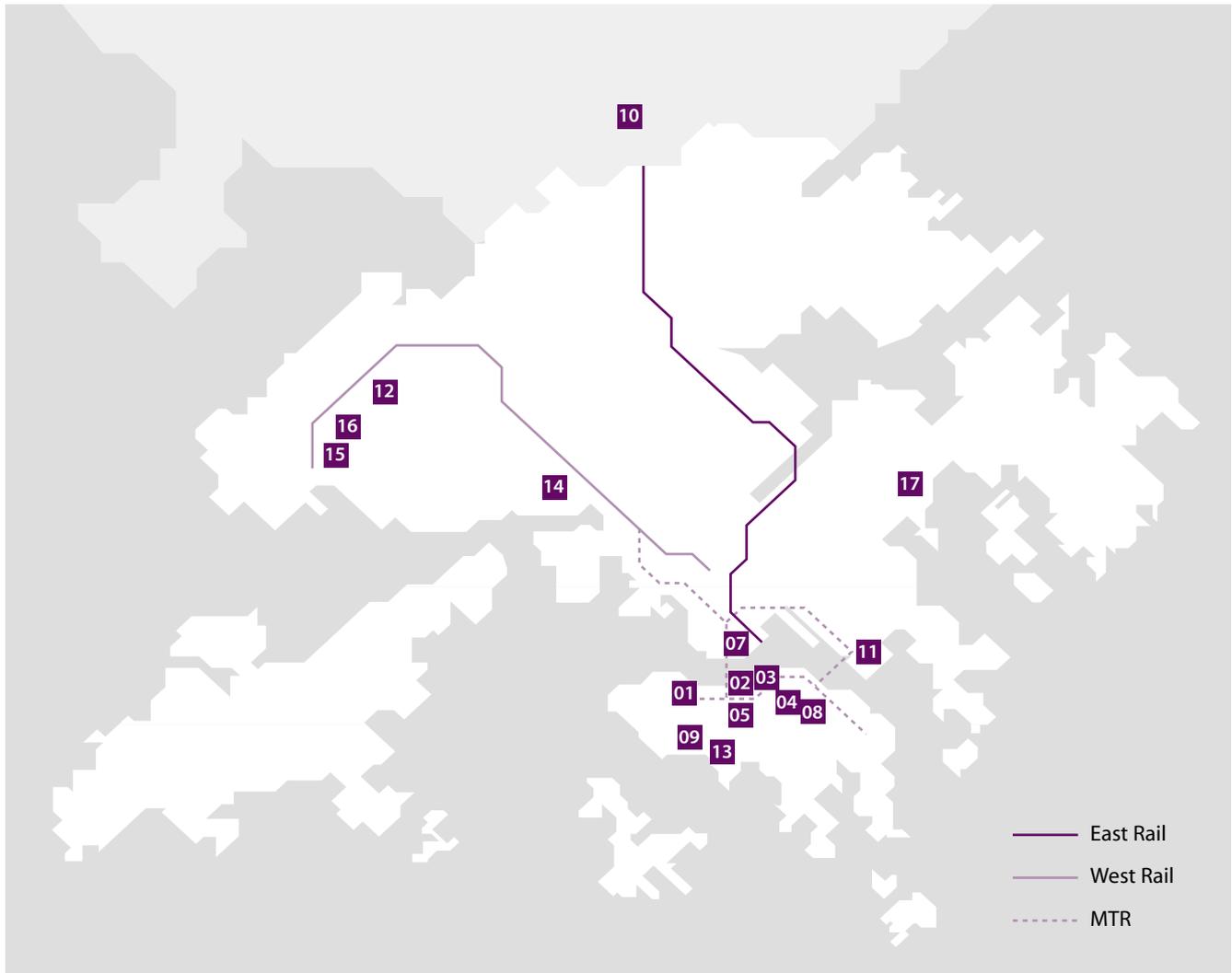


	Attributed GFA to Asia Standard (sq. ft.)
Properties held for/under development for sale	1,122,000
Hotel properties	469,000
Investment properties	390,000
Completed properties held for sale	116,000
<b>Total</b>	<b>2,097,000</b>



# Principal Properties

As at 31st March 2006



## Our properties

- |   |                                |                                      |
|---|--------------------------------|--------------------------------------|
| <b>01</b> Asia Standard Tower                 | <b>07</b> Empire Hotel Kowloon | <b>13</b> 238-242 Aberdeen Main Road |
| <b>02</b> Asia Orient Tower                   | <b>08</b> 28 Marble Road       | <b>14</b> Castle Peak Road           |
| <b>03</b> Goldmark                            | <b>09</b> Bayshore Apartments  | <b>15</b> Lam Tei                    |
| <b>04</b> 8 Wing Hing Street                  | <b>10</b> Oriental Garden      | <b>16</b> Hung Shui Kiu              |
| <b>05</b> Empire Hotel                        | <b>11</b> Canaryside           | <b>17</b> Sha Ha                     |
| <b>06</b> Empire Landmark Hotel,<br>Vancouver | <b>12</b> Ping Shan            |                                      |

## Principal Properties

As at 31st March 2006

Properties	Group's interest	Approx. site area (sq. ft.)	Approx. gross floor area (sq. ft.)	Type
<b>I Investment properties</b>				
1 Asia Standard Tower 59-65 Queen's Road Central, Hong Kong.	41.0%	7,800	133,000	Commercial
2 Asia Orient Tower Town Place, 33 Lockhart Road, Wanchai, Hong Kong.	41.0%	7,300	114,000	Commercial
3 Goldmark 502 Hennessy Road, Causeway Bay, Hong Kong.	13.5%	6,300	106,000	Commercial
4 8 Wing Hing Street, Causeway Bay, Hong Kong.	41.0%	6,200	108,000	Commercial
<b>II Hotel properties</b>				
5 Empire Hotel 33 Hennessy Road, Wanchai, Hong Kong.	25.9%	10,600	184,000 (362 rooms)	Hotel
6 Empire Landmark Hotel 1400 Robson Street, Vancouver B.C., Canada.	25.9%	41,000	420,000 (358 rooms)	Hotel
7 Empire Hotel Kowloon 62 Kimberley Road, Tsimshatsui, Kowloon.	25.9%	11,400	220,000 (315 rooms)	Hotel

# Principal Properties

As at 31st March 2006

Properties	Group's interest	Approx. gross floor area (sq. ft.)	Type
<b>III Completed properties held for sale</b>			
<b>Hong Kong</b>			
8 Portion of office floors at 28 Marble Road, North Point, Hong Kong.	32.8%	61,000	Commercial
9 Bayshore Apartments, 244 Aberdeen Main Road, Hong Kong.	36.9%	4,000	Residential
<b>People's Republic of China</b>			
10 Oriental Garden Nos. H212-28 Dong Feng Fang, Luo Hu District, Shenzhen, PRC.	16.9%	154,000	Commercial/ Residential

## Principal Properties

As at 31st March 2006

Properties	Group's interest	Approx. site area (sq. ft.)	Approx. gross floor area (sq. ft.)	Type	Stage and estimated date of completion
<b>IV Properties held for/under development for sale</b>					
11 Canaryside 8 Shung Shun Street, Lei Yue Mun, Kowloon	41.0%	26,500	190,000	Commercial/ Residential	Superstructure (2006)
12 Ping Shan, Yuen Long, New Territories.	41.0%	35,400	43,000	Residential	Superstructure (2006)
13 238-242 Aberdeen Main Road, Hong Kong.	41.0%	16,200	150,000	Commercial/ Residential	Foundation (2008)
14 Castle Peak Road, Yau Kam Tau, New Territories.	20.5%	83,600	200,000	Residential	Foundation (2008)
15 Lam Tei, Tuen Mun, New Territories.	41.0%	19,000	79,000	Commercial/ Residential	Planning (2009)
16 Hung Shui Kiu, Yuen Long, New Territories.	32.8%	95,800	595,000	Commercial/ Residential	Planning (2009)
17 Sha Ha, Sai Kung, New Territories.	3.1%	508,300	1,118,000	Residential	Planning (2009)

# Corporate Governance Report

## Corporate Governance Practices

The Company is committed to raise its corporate governance standards by emphasising transparency, independence, accountability, responsibility and fairness. The Company exercises corporate governance through the Board of Directors (“Board”) and various Committees.

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## Board of Directors

The Board consists of five Executive Directors, one Non-executive Director 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 Managing Director, Mr. Poon Jing is responsible for managing the Group’s business. The relationship of the Directors are disclosed in the biography of directors set out in the Directors’ Report.

According to the Bye-laws of the Company, at every annual general meeting of the Company one-third of the Directors (other than the Chairman and the Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding one-third, shall retire from office by rotation. The Chairman and the Managing Director shall retire voluntarily at the Annual General Meeting every three years in accordance with the Code on Corporate Governance Practices. A retiring Director shall be eligible for re-election at the meeting. The Non-executive Director and Independent Non-executive Directors are not appointed for a specific term but are subject to rotation in accordance with the Bye-laws of the Company and The Code on Corporate Governance Practices.

The Board meets quarterly and is responsible for the formulation and reviewing of long-term business directions and strategies, to monitor the operating and financial performance of the Group. It also considers and approves future strategic plans and budgets for the Group. The management is delegated with the authority to make decisions and responsible for daily operations of the Group under the leadership of the Chief Executive. The management provides explanation and information to the Board to enable the Board to make an informed assessment of the financial and other information put before 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.

## 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 statement 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.

During the year, the Board held 5 meetings including four regular meetings. The Directors of the Board and the attendance of each Director are as follows:–

Name of Director	Title	Attendance at Board meetings/ Number of Board meetings held
Mr. Fung Siu To Clement	Chairman	5/5
Dr. Lim Yin Cheng	Deputy Chairman	5/5
Mr. Poon Jing	Managing Director and Chief Executive	4/5
Mr. Lun Pui Kan	Executive Director	5/5
Mr. Kwan Po Lam Phileas	Executive Director	5/5
Mr. Chan Sze Hung	Non-executive director	1/5
Mr. Cheung Kwok Wah Ken	Independent non-executive director	2/5
Mr. Hung Yat Ming	Independent non-executive director	4/5
Mr. Wong Chi Keung	Independent non-executive director	5/5

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

# Corporate Governance Report

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## Remuneration Committee

The Company established a Remuneration Committee in December 2004. The Committee currently comprises the Chairman, Mr. Fung Siu To, Clement and two Independent Non-executive Directors, Mr. Wong Chi Keung and Mr. Hung Yat Ming. The Chairman also act as the chairman of the Remuneration Committee. The duties of the Committee includes 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 Directors and senior management on termination or dismissal. The remuneration packages including basic salary, annual bonus, retirement and other benefit such as share options are commensurate with their job nature and experience level. No director may be involved in any decisions as to his own remuneration or other benefit. The Group's remuneration policy seeks to provide a fair market remuneration so as to attract, retain and motivate high quality staff. The remuneration is determined with reference to his duties and responsibility, remuneration benchmark in the industry and prevailing market conditions.

During the year, the Committee held one meeting, which all members had attended, to review, discuss and approve the remuneration package of the Directors.

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## Audit Committee

The Company has established the Audit Committee in December 1999. The Committee members currently comprises all the Independent Non-executive Directors, Mr. Hung Yat Ming (as Chairman), Mr. Cheung Kwok Wah, Ken and Mr. Wong Chi Keung. The terms of reference adopted by the Audit Committee are aligned with the recommendations set out in "A Guide for Effective Audit Committees" issued by the Hong Kong Institute of Certified Public Accountants. The principal activities of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls. The Audit Committee meets at least twice a year for review of the audited annual financial statements and the unaudited interim financial statements. During the year, the Audit Committee met twice to review the Company's financial reporting and the recommendation by the auditors on the issues of internal control. All the members had attended the meetings.

The Audit Committee has reviewed the audited financial statements for the year ended 31st March 2006.

## Corporate Governance Report

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### Code of Conduct

The Group has adopted its own Code for Securities Transactions by Directors on terms no less exacting than the required standard of dealings as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (Appendix 10) of the Listing Rules. The Company has also made specific enquiry to the Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

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### Code on Corporate Governance Practices

During the year, the Company has complied with the code provisions of the Code on the Corporate Governance Practices as set out in Appendix 14 of the Listing Rules.

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### Auditors' remuneration

PricewaterhouseCoopers has been appointed as the auditors of the Company by the shareholders at the Annual General Meeting. The services provided by PricewaterhouseCoopers includes audit, taxation related and other services. A statement by PricewaterhouseCoopers about their reporting responsibilities is included in the Report of Auditors on pages 30 of this annual report.

An amount of HK\$914,000 (2005: HK\$2,933,000) was charged to the financial statement of the Group for their statutory audit services. Taxation services and review on interim results provided by the auditors for the Group amounted to HK\$138,000 (2005: HK\$732,000). In 2005, PricewaterhouseCoopers provided additional audit and review services for certain notifiable transactions of the Group, at total services fees of HK\$2,064,000.

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### Investor relationship

The Group aims to provide its shareholders and investors with high level of transparency. During the year, the executive directors met with a lot of local and institutional investors and analysts. The Board is committed to providing clear and full performance information of the Group to shareholders and the investment community through the publication of interim and annual reports, announcements, circulars and press releases.

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

# Directors' Profile

## Executive Directors



### **FUNG Siu To, Clement**

Age 57. Chairman of the Company and the Remuneration Committee. He is the chairman of the listed associated company, Asia Standard International Group Limited ("Asia Standard"). He is also an executive director of the listed associated companies, Asia Standard Hotel Group Limited ("AS Hotel") and Q9 Technology Holdings Limited ("Q9"). 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 25 years of experience in project management and construction. He is the brother-in-law of Mr. Poon Jing, Managing Director.



### **LIM Yin Cheng**

Age 61. Deputy Chairman of the Company and Asia Standard, deputy chairman and chief executive of AS Hotel, executive director and chief executive officer of Q9. Dr. Lim is a holder of Bachelor of Science (Chemical Engineering) and Doctor of Philosophy degrees. He has over 25 years of experience in engineering, project management and administration. He joined the Group in 1992. He is the brother-in-law of Mr. Poon Jing, Managing Director.



### **POON Jing**

Age 51. Managing Director and Chief Executive of the Company and Asia Standard, chairman of AS Hotel. Mr. Poon is an independent non-executive director of GZI Transport Limited. He is the brother-in-law of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Chairman and Deputy Chairman respectively.

## Directors' Profile

**LUN Pui Kan**

Age 43. Finance Director of the Company, Asia Standard and executive director of Q9. Mr. Lun has over 20 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 and a fellow member of The Association of Chartered Certified Accountants. He joined the Group in 1994.

**KWAN Po Lam, Phileas**

Age 47. Executive Director of the Company, Asia Standard and Q9. 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 20 years of experience in property sales, leasing and real estate management.

## Directors' Profile

### Non-executive Director

#### CHAN Sze Hung

Age 53. Non-executive Director of the Company. Mr. Chan graduated from the University of Hong Kong with a degree in law. He joined a legal firm for approximately four years prior to becoming a principal partner of Chan, Lau & Wai. He has over 25 years of experience in the legal profession. He was appointed as a director of the Company in June 1996.

### Independent Non-executive Directors

#### CHEUNG Kwok Wah, Ken

Age 49. Independent Non-executive Director and a member of Audit Committee of the Company. Mr. Cheung has over 15 years of experience in the finance field. He was appointed as a director of the Company in June 1996.

#### WONG Chi Keung

Aged 51. Independent Non-executive Director, a member of Audit Committee and Remuneration Committee of the Company. Mr Wong holds a master's degree in business administration from the University of Adelaide in Australia. He is a fellow member of Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia; an associate member of The Institute of Chartered Secretaries and Administrators and The Chartered Institute of

Management Accountants. Mr. Wong is also a responsible officer for asset management and advising on securities and corporate finance activities for Legend Capital Partners, Inc. under the Securities and Futures Ordinance of Hong Kong.

Mr. Wong was as an executive director, the deputy general manager, group financial controller and company secretary of Guangzhou Investment Company Limited, which is a listed company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), for over ten years. He is also an independent non-executive director and a member of the audit committee of Asia Standard International Group Limited, Century City International Holdings Limited, China Special Steel Holdings Company Limited, China Ting Group Holdings Limited, FU JI Food and Catering Services Holdings Limited, Golden Eagle Retail Group Limited, Great Wall Motor Holding Company Limited (formerly Great Wall Automobile Holding Company Limited), International Entertainment Corporation, PacMOS Technologies Holdings Limited, Paliburg Holdings Limited, Regal Hotels International Holdings Limited and TPV Technology Limited, all of these companies are listed on the Stock Exchange. Mr. Wong has over 29 years of experience in finance, accounting and management. He was appointed as an Independent Non-executive Director of the Company in September 2004.

#### HUNG Yat Ming

Age 54. Independent Non-executive Director, the Chairman of Audit Committee and a member of Remuneration Committee of the Company. He is also an independent non-executive director of AS Hotel. Mr. Hung graduated from the University of Hong Kong with a Bachelor degree in Mathematics and obtained a post-graduate diploma in Accountancy from the University of Strathclyde, Scotland. He has over 25 years of experience in audit, accounting and financial management in several firms in Sydney and Hong Kong and was executive director heading the accounting department of a Hong Kong listed company. He is a member of the Institute of Chartered Accountants of Scotland and Hong Kong Institute of Certified Public Accountants. Mr. Hung is currently the qualified accountant and company secretary of Capital Estate Limited, a company listed on The Stock Exchange of Hong Kong Limited. He was appointed as an Independent Non-executive Director of the Company in September 2004.

#### Note:

Mr. Poon Jing, Mr. Fung Siu To, Clement and Mr. Lun Pui Kan are directors of Teddington Holdings Limited which has interests in the share capital of the Company disclosable to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance.

# Report of the Directors

The Directors have pleasure in presenting their report together with the audited financial statements for the year ended 31st March 2006.

## Principal activities and geographical analyses of operations

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 35 to the financial statements.

The activities of the Group are mainly based in Hong Kong. Analyses of the Group's turnover and contribution to operating result by principal activities and by principal markets are set out in note 6 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 31.

The Board does not recommend the payment of a final dividend for the year ended 31st March 2006 (2005: final scrip distribution of HK4.3 cents per share).

## Financial summary

A five-year financial summary of the results and of the assets and liabilities of the Group is set out on page 8.

## Property, plant and equipment

Details of the movements in property, plant and equipment of the Group are set out in note 16 to the financial statements.

## Share capital

Details of the movements in share capital of the Company during the year are set out in note 24 to the financial statements.

## Reserves

Movements in the reserves of the Group and the Company during the year are set out in note 25 to the financial statements.

## Principal properties

Details of the principal properties of an associated company are set out on pages 9 to 13.

## Donations

Charitable and other donations made by the Group during the year amounted to HK\$400,000 (2005: HK\$900,000).

# Report of the Directors

## Directors

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

Mr. Fung Siu To, Clement  
Dr. Lim Yin Cheng  
Mr. Poon Jing  
Mr. Lun Pui Kan  
Mr. Kwan Po Lam, Phileas  
Mr. Chan Sze Hung  
Mr. Cheung Kwok Wah, Ken  
Mr. Wong Chi Keung  
Mr. Hung Yat Ming

In accordance with Bye-Laws 99 and 102(B) of the Company's Bye-Laws, one third of the Directors and the Directors appointed by the Board retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election. The Managing Director and the Chairman shall not be subject to retirement by rotation.

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

Biographical details of Directors are set out on pages 18 to 20.

## Directors' interests in contracts

No contracts of significance in relation to the Company's business to which the Company or its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## Arrangements to purchase shares or debentures

Apart from the share option scheme of the Company as disclosed on page 27, at no time during the year was the Company or its 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.

## Report of the Directors

**Directors and chief executive's interests in shares and underlying shares**

As at 31st March 2006, 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 Hong Kong 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 Companies in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

**(I) Long position in shares****(a) The Company**

Director	Number of shares			Total	Percentage of shares in issue (%) (note 3)
	Personal interest	Corporate interest	Family Interest		
Poon Jing (Mr. Poon)					
Shares held	36,516,438	38,666,804	1,420,588	76,603,830	
Entitled rights shares (note 1)	18,258,219	19,333,401	710,294	38,301,914	
Rights shares underwritten (note 2)	29,941,625	–	–	29,941,625	
<b>Total:</b>	<b>84,716,282</b>	<b>58,000,205</b>	<b>2,130,882</b>	<b>144,847,369</b>	<b>35.82%</b>
Fung Siu To, Clement ("Mr. Fung")					
Shares held	4,045,906	–	–	4,045,906	
Entitled rights shares (note 1)	2,881,953	–	–	2,881,953	
<b>Total:</b>	<b>6,927,859</b>	<b>–</b>	<b>–</b>	<b>6,927,859</b>	<b>1.71%</b>

## Notes:

1. The Company announced on 10 February 2006 to issue rights shares ("Rights Issue") to the shareholders on basis of every 2 shares held for 1 rights share as the 21 March 2006. Each of Mr. Poon, the corporations controlled by Mr. Poon, the family of Mr. Poon and Mr. Fung has undertaken to take up the rights shares to be allotted to them.
2. These shares represent the rights shares underwritten by Mr. Poon pursuant to the underwriting agreement dated 8 February 2006.
3. The percentage of shareholding is calculated on the basis of 404,294,958 shares in issue immediately after completion of the Rights Issue (assuming all the outstanding options of 14,972,000 ("Outstanding Option") are exercised).

## Report of the Directors

### (b) Associated companies

Director	Associated Company	Number of shares held			Percentage of shares in issue (%)
		Personal interest	Corporate interest	Total	
Mr. Poon	Asia Standard	4,492,200	2,080,679,712 (note 1)	2,085,171,912	41.07
Mr. Poon	AS Hotel	248,937	3,749,148,774 (note 1)	3,749,397,711	59.44
Mr. Poon and Mr. Fung	Centop Investment Limited ("Centop")	–	20 (note 2)	20	20
Mr. Poon	Centop	–	80 (note 3)	80	80
Mr. Fung	Mark Honour Limited	9	–	9	9

Note:

1. By virtue of his controlling interest in the Company, Mr. Poon is deemed to be interested in the shares of Asia Standard and AS Hotel held by the Company's subsidiaries.
2. Centop is owned as to 80% by Asia Standard and 20% by Kingscore Investment Limited ("Kingscore"). Each of Mr. Poon and Mr. Fung holds 50% interest in Kingscore. By virtue of their interest in Kingscore, each of Mr. Poon and Mr. Fung is deemed to have interest in the 20 shares held by Kingscore and duplicate the interest of the other.
3. By virtue of his controlling interest in the Company, Mr. Poon is deemed to have interest in the 80 shares of Centop held by Asia Standard.

In addition, by virtue of his interest in the Company, Mr. Poon is deemed to be interested in the shares of all the Company's subsidiaries and associated corporations.

## Report of the Directors

**(II) Long positions in underlying shares**

Interest in share options

As at 31st March 2006, details of the share options granted to Directors under the share option schemes are as follows:

*(a) The Company*

Name of Director	Outstanding as at 1st April 2005 and 31st March 2006
Fung Siu To, Clement	1,718,000
Lim Yin Cheng	1,718,000
Lun Pui Kan	1,718,000
Kwan Po Lam, Phileas	1,718,000

Options were granted on 12th February 2004 and exercisable from 12th February 2004 to 11th February 2014 at exercise price of HK\$3.3 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.

*(b) Associated company – Asia Standard*

Name of Director	Outstanding as at 1st April 2005 and 31st March 2006
Fung Siu To, Clement	20,000,000
Poon Jing	5,000,000
Lim Yin Cheng	20,000,000
Lun Pui Kan	20,000,000
Kwan Po Lam, Phileas	20,000,000

Options were granted on 30th March 2005 and exercisable from 30th March 2005 to 29th March 2015 at exercise price of HK\$0.325 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.

## Report of the Directors

### (c) Associated company – Q9 Technology Holdings Limited

Name of Director	Exercise period	Exercise price HK\$	Outstanding as at 1st April 2005 and 31st March 2006	
			Pre-IPO Share Option Scheme	Post-IPO Share Option Scheme
Lim Yin Cheng	5th May 2001 to 4th May 2011	0.36	84,480,000	
Fung Siu To, Clement	5th May 2001 to 4th May 2011	0.36	2,560,000	
Lun Pui Kan	5th May 2001 to 4th May 2011	0.36	1,920,000	
Kwan Po Lam, Phileas	18th May 2001 to 17th May 2011	0.45		3,000,000
	18th May 2001 to 17th May 2011	0.45		1,000,000

During the year, no option pursuant to the Pre-IPO Share Option Scheme and the share option scheme adopted on 7 May 2001 ("Post-IPO Share Option Scheme") had been granted to the Directors and no option granted to Directors had been exercised, cancelled or lapsed.

Save as disclosed above, as at 31st March 2006, none of the Directors and 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 were 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 Companies in the Listing Rules.

## Report of the Directors

### Substantial shareholders and other persons' interests in shares and underlying shares

The register of substantial shareholders maintained under section 336 of the SFO shows that as at 31st March 2006, 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 position in shares of the company

Substantial shareholder's interest	Number of shares	Percentage (%)
Teddington Holdings Limited ("Teddington")		
Shares held	16,129,861	
Entitled rights shares (note 1)	8,064,930	
Total	24,194,791 (note 3)	5.98% (note 2)
Dalton Investments LLC.	18,825,167	7.40% (note 4)

Notes:

1. These shares represent the entitled rights shares under the Rights Issue.
2. The percentage of shareholding is calculated on the basis of 404,294,958 Shares in issue immediately after completion of the Rights Issue (assuming all the Outstanding Options are exercised).
3. The interest of Teddington duplicates the interest of Mr. Poon disclosed under the heading "Directors and Chief Executive's interests in Shares and underlying shares."
4. The percentage of shareholding is calculated on the basis of 254,557,972 shares in issue as at 31 March 2006.

### Share option schemes

#### Company

The Company adopted the current share option scheme on 11th November 2002 with effect for 10 years from November 2002. According to this 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 subsidiary 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.

## Report of the Directors

At the date of this report, the total number of shares which may be issued upon exercise of all options to be granted under the option scheme must not exceed 38,183,695 shares, representing 10% of the shares in issue. The total maximum number of shares which might be issued upon exercise of all outstanding options granted and yet to be exercised under the 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 the option scheme or any other share option scheme within any 12 months period, must not exceed 1% of the shares in issue from time to time.

There was no requirement for a grantee to hold the option for a certain period before exercising the option unless otherwise determined by the Directors. The exercise period can 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 following table discloses details of the Company's options granted under the share option scheme held by employees (including Directors):

Grantee	Date of grant	Outstanding as at 1st April 2005	Granted during the year	Exercise price (HK\$)	Exercise period	Outstanding as at 31st March 2006
Directors	12th February 2004	6,872,000	–	3.300	12th February 2004 to 11th February 2014	6,872,000
Employees	25th February 2005	5,400,000	–	2.895	25th February 2005 to 24th February 2015	5,400,000
Employees	8th April 2005	–	2,700,000	2.425	8th April 2005 to 7th April 2015	2,700,000 (notes 1 and 2)

Notes:

1. The closing price of the shares immediately before the date of grant of such option was HK\$2.4.
2. The value of the options and the parameters used in the pricing model has been disclosed in note 11(b) of the financial statements.
3. No option was cancelled, lapsed nor exercised during the year.
4. The fair value of options granted is determined using the Binomial option pricing model. The model has various limitations and involves the use of different assumptions. As a result, such valuation contains a lot of uncertainty and subjectivity.

## Report of the Directors

### **Purchase, sale or redemption of listed securities**

During the year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### **Pre-emptive rights**

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

### **Management contracts**

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

### **Major customers and suppliers**

For the year ended 31st March 2006, the aggregate amount of purchases attributable to the Group's five largest suppliers represented less than 30% of the Group's total value of purchases. The aggregate amount of revenue attributable to the Group's five largest customer represented less than 30% of the Group's total amount of revenue.

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.

### **Independent non-executive Directors**

Confirmation of independence 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.

### **Auditors**

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, 13th July 2006

# Report of the Auditors

## **To the shareholders of Asia Orient Holdings Limited**

(incorporated in Bermuda with limited liability)

We have audited the accounts on pages 31 to 87 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### **Respective responsibilities of directors and auditors**

The Company's Directors are responsible for the preparation of accounts which give a true and fair view. In preparing accounts which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### **Basis of opinion**

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the Company's and the Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the accounts are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts. We believe that our audit provides a reasonable basis for our opinion.

### **Opinion**

In our opinion the accounts give a true and fair view of the state of affairs of the Company and the Group as at 31st March 2006 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PRICEWATERHOUSECOOPERS**

*Certified Public Accountants*

Hong Kong, 13th July 2006

# Consolidated Profit and Loss Account

For the year ended 31st March 2006

	<i>Note</i>	<b>2006</b> <b>HK\$'000</b>	2005 HK\$'000 (restated)
Turnover	6, 8	<b>45,090</b>	553,180
Cost of sales	8	<b>(49,802)</b>	(382,783)
Gross (loss)/profit		<b>(4,712)</b>	170,397
Administrative expenses	8	<b>(11,872)</b>	(91,282)
Other income and charges	7, 8	<b>2,419</b>	(6,495)
Operating (loss)/profit		<b>(14,165)</b>	72,620
Finance costs	9	<b>(1,363)</b>	(75,522)
Share of profits less losses of			
Jointly controlled entities		<b>6,334</b>	125,798
Associated companies		<b>65,599</b>	(65,037)
Profit before income tax		<b>56,405</b>	57,859
Income tax credit	12	–	3,830
Profit for the year		<b>56,405</b>	61,689
Attributable to			
Shareholders of the Company	13	<b>56,405</b>	(51,899)
Minority interests		–	113,588
		<b>56,405</b>	61,689
Dividend and distribution	14	–	14,081
Earnings/(loss) per share			
Basic	15	<b>23.4 cents</b>	(27.4) cents
Diluted	15	<b>23.4 cents</b>	(30.6) cents

# Consolidated Balance Sheet

As at 31st March 2006

	Note	2006 HK\$'000	2005 HK\$'000 (restated)
<b>Non-current assets</b>			
Property, plant and equipment	16	2,646	1,362
Jointly controlled entities	18	11,694	12,254
Associated companies	19	1,453,079	1,371,705
Deferred income tax assets	27	3,902	5,303
		<b>1,471,321</b>	1,390,624
<b>Current assets</b>			
Trade and other receivables	20	102,977	131,426
Financial assets at fair value through profit or loss	21	45,943	28,654
Bank balances and cash	22	105,505	128,843
		<b>254,425</b>	288,923
<b>Current liabilities</b>			
Trade and other payables	23	40,659	39,347
Amounts due to jointly controlled entities	18	4,422	4,422
Amounts due to associated companies	19	18	15
Amounts due to minority shareholders	28	8,311	8,311
Short term bank loans and overdrafts, secured	26	–	14,676
Current portion of long term bank loans	26	–	37,372
		<b>53,410</b>	104,143
<b>Net current assets</b>		<b>201,015</b>	184,780
<b>Total assets less current liabilities</b>		<b>1,672,336</b>	1,575,404
<b>Non-current liabilities</b>			
Long term bank loans	26	–	6,226
Deferred income tax liabilities	27	135	11
		<b>135</b>	6,237
<b>Net assets</b>		<b>1,672,201</b>	1,569,167
<b>Equity</b>			
Share capital	24	25,456	23,452
Reserves	25	1,646,745	1,545,715
		<b>1,672,201</b>	1,569,167

Fung Siu To, Clement  
Director

Lun Pui Kan  
Director

# Balance Sheet

As at 31st March 2006

	<i>Note</i>	<b>2006</b> HK\$'000	2005 HK\$'000
<b>Non-current assets</b>			
Subsidiaries	17	<b>3,478,137</b>	3,429,508
Deferred income tax assets	27	<b>171</b>	171
		<b>3,478,308</b>	3,429,679
<b>Current assets</b>			
Trade and other receivables		<b>1,600</b>	109
Bank balances and cash	22	<b>16,298</b>	39,098
		<b>17,898</b>	39,207
<b>Current liabilities</b>			
Trade and other payables		<b>2,298</b>	695
<b>Net current assets</b>		<b>15,600</b>	38,512
<b>Net assets</b>		<b>3,493,908</b>	3,468,191
<b>Equity</b>			
Share capital	24	<b>25,456</b>	23,452
Reserves	25	<b>3,468,452</b>	3,444,739
		<b>3,493,908</b>	3,468,191

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

**Lun Pui Kan**  
*Director*

# Consolidated Cash Flow Statement

For the year ended 31st March 2006

	Note	2006 HK\$'000	2005 HK\$'000 (restated)
<b>Cash flows from operating activities</b>			
Cash generated from/(used in) operations	32(a)	19,822	(330,195)
Net income tax refunded		–	98
Interest paid		(1,377)	(71,288)
Net cash generated from/(used in) operating activities		18,445	(401,385)
<b>Cash flows from investing activities</b>			
Interest received		10,475	6,487
Dividends received from a jointly controlled entity		–	165,330
Dividend received from an associated company		8,221	–
Dividends received from financial assets at fair value through profit or loss		–	142
Proceeds on disposal of financial assets at fair value through profit or loss		27,727	18,640
Purchase of financial assets at fair value through profit or loss		(54,618)	(20,116)
Addition to property, plant and equipment		(1,754)	(4,673)
Disposal of subsidiaries	32(b)	–	(7,493)
Partial disposal of interest in a listed subsidiary		–	27,100
Proceeds on disposal of property, plant and equipment		–	2,900
Acquisition of additional interest in a listed associated company		(7,290)	–
Increase in advances to associated companies		(2,163)	(25,274)
Decrease in advances to jointly controlled entities		6,894	126,838
Net cash (used in)/generated from investing activities		(12,508)	289,881
Net cash generated from/(used in) before financing activities		5,937	(111,504)
<b>Cash flows from financing activities</b>			
(Increase)/decrease in restricted bank balances		(1,141)	6,350
Drawdown of long term bank loans		–	1,449,052
Repayment of long term bank loans		(43,598)	(1,209,303)
Redemption of convertible notes		–	(46,000)
Placement of new shares		28,999	84,146
Exercise of share options of a listed subsidiary		–	668
Dividend paid to shareholders		–	(3,743)
Dividend paid to minority shareholders		–	(4,042)
Decrease in short term bank loans		(10,000)	(102,599)
Increase in loans from minority shareholders of subsidiaries		–	2,206
Net cash (used in)/generated from financing activities		(25,740)	176,735
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(19,803)</b>	<b>65,231</b>
Cash and cash equivalents at beginning of the year		91,006	24,798
Changes in exchange rates		–	977
Cash and cash equivalents at end of the year		71,203	91,006
<b>Analysis of the balances of cash and cash equivalents</b>			
Bank balances (excluding restricted bank balance)		71,203	95,682
Bank overdrafts		–	(4,676)
		<b>71,203</b>	<b>91,006</b>

# Consolidated Statement of Changes in Equity

For the year ended 31st March 2006

	Shareholders of the Company	Minority interests (Note)	Total
	HK\$'000	HK\$'000	HK\$'000
At 1st April 2004, as previously reported	2,090,423	2,245,000	4,335,423
Retrospective effects of change in accounting policies (note 3)	(466,909)	(647,876)	(1,114,785)
At 1st April 2004, as restated	1,623,514	1,597,124	3,220,638
Currency translation differences and net loss directly recognised in equity	4,985	9,552	14,537
(Loss)/profit for the year	(51,899)	113,588	61,689
Partial disposal of interest in a listed subsidiary	(19,075)	55,126	36,051
Disposal of a listed subsidiary	(8,253)	(1,771,349)	(1,779,602)
Deemed disposal of interest in a listed associated company	(92,108)	–	(92,108)
Total recognised loss for the year	(166,350)	(1,593,083)	(1,759,433)
Conversion of convertible notes	31,600	–	31,600
Scrip dividend	254	–	254
Placement of new shares	84,146	–	84,146
Dividend paid	(3,997)	(4,041)	(8,038)
	112,003	(4,041)	107,962
At 31st March 2005	1,569,167	–	1,569,167
At 1st April 2005, as per above	1,569,167	–	1,569,167
Opening adjustment for the adoption of HKAS 39 (note 3)	7,466	–	7,466
At 1st April 2005, as restated	1,576,633	–	1,576,633
Currency translation differences and net income directly recognised in equity	2,283	–	2,283
Profit for the year	56,405	–	56,405
Total recognised income for the year	58,688	–	58,688
Placement of new shares	28,999	–	28,999
Grant of share options	3,348	–	3,348
Share options granted by a listed associated company	4,533	–	4,533
	36,880	–	36,880
<b>At 31st March 2006</b>	<b>1,672,201</b>	<b>–</b>	<b>1,672,201</b>

Note:

In prior year, minority interests were not classified as equity and were not presented in this statement.

# Notes to the Financial Statements

## 1 Basis of preparation

The financial statements have been prepared under the historical cost convention as modified by the revaluation of financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss and investment properties of the associated companies, which are carried at fair value and in accordance with Hong Kong Financial Reporting Standards ("HKFRS").

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 5.

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

## 2 Principal accounting policies

### (a) Change in accounting policies

Commencing from 1st April 2005, the Group adopted the new/revised standards and interpretation of HKFRS set out below, which are relevant to its operations and have significant effect on the financial statements. The changes mainly affect the Group through its associated companies. The comparatives have been amended as required, in accordance with the relevant provisions of these new/revised standards and interpretations.

HKAS 1	Presentation of Financial Statements
HKAS 16	Property, Plant and Equipment
HKAS 17	Leases
HKAS 32	Financial Instruments: Disclosure and Presentation
HKAS 36	Impairment of Assets
HKAS 38	Intangible Assets
HKAS 39	Financial Instruments: Recognition and Measurement
HKAS 39 (Amendment)	Transition and Initial Recognition of Financial Assets and Financial Liabilities
HKAS 40	Investment Property
HKAS-Int 21	Income Taxes – Recovery of Revalued Non-Depreciable Assets
HKFRS 2	Share-based Payments
HKFRS 3	Business Combinations
HK-Int 3	Pre-completion Contracts for the Sale of Development Properties
HK-Int 4	Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases

# Notes to the Financial Statements

## 2 Principal accounting policies (continued)

### (a) Change in accounting policies (continued)

#### (i) Presentation of Financial Statements

HKAS 1 has affected the presentation of minority interests, share of net after-tax results of jointly controlled entities, associated companies and other disclosures.

#### (ii) Hotel properties

The adoption of HKAS 16 and HKAS 40 has resulted in a change in the accounting policy for the hotel properties, which are now stated at cost less accumulated depreciation and impairment loss. In prior years, hotel properties were stated at valuation and were not depreciated.

#### (iii) Leasehold land in Hong Kong

The adoption of revised HKAS 17 and HK-Int 4 has resulted in a change in the accounting policy relating to the reclassification of leasehold land to prepaid operating leases. The up-front prepayments made for the leasehold land are expensed in the profit and loss account on a straight-line basis over the period of the lease or where there is impairment, the impairment is expensed in the profit and loss account. In prior years, the leasehold land was stated at cost.

#### (iv) Goodwill

The adoption of HKAS 36, HKAS 38 and HKFRS 3 results in a change in the accounting policy for goodwill. Amortisation of goodwill ceased from 1st April 2005; accumulated amortisation as at 31st March 2005 has been eliminated with a corresponding decrease in the cost of goodwill and from the year ended 31st March 2006 onwards, goodwill is tested at least annually for impairment, as well as when there is an indication of impairment.

#### (v) Financial instruments

The adoption of HKASs 32 and 39 has resulted in a change in the classification of financial assets at fair value through profit or loss and the measurement of financial liabilities.

While there is no change in their measurement basis and the treatment of subsequent fair value changes, financial assets at fair value through profit or loss were previously classified as other investments.

Borrowings are now recognised initially at fair value, net of transaction costs incurred. They are subsequently stated at amortised cost with any difference between the proceeds (net of transaction costs) and the redemption value recognised in the profit and loss account over the period of the borrowing using the effective interest method. Borrowings were previously carried at cost.

The adoption has also resulted in the recognition of derivative financial instruments at fair value and the change in the recognition and measurement of hedging activities.

# Notes to the Financial Statements

## 2 Principal accounting policies (continued)

### (a) Change in accounting policies (continued)

#### *(vi) Investment properties*

The adoption of revised HKAS 40 has resulted in a change in the accounting policy in respect of which the changes in fair values of investment properties are recorded in the profit and loss account. In prior years, the changes in fair value were credited or charged to revaluation reserve.

The adoption of revised HKAS-Int 21 has resulted in a change in the accounting policy relating to the measurement of deferred income tax liabilities arising from the revaluation of investment properties. Such deferred income tax liabilities are measured on the basis of tax consequences that would follow from recovery of the carrying amount of that asset through use.

#### *(vii) Share options*

The adoption of HKFRS 2 has resulted in a change in the accounting policy for share-based payments. The Group now expenses the cost of share options in the profit and loss account whereas no cost was recognised in the past.

#### *(viii) Pre-completion sale of development properties*

The adoption of HK-Int 3 has resulted in a change in the accounting policy for the revenue recognition of pre-completion sale of development properties. The stage of completion method would no longer be used to recognise revenue from pre-completion sale of development properties and revenue is now recognised after the completion of those properties.

The adoption of new/revised HKASs 2, 7, 8, 10, 21, 23, 24, 27, 28, 31, 33 and HKAS-Int 15 did not result in substantial changes to the Group's accounting policies.

All changes in the accounting policies have been made in accordance with the transition provisions in the respective standards. All the new/revised standards and interpretations adopted by the Group require retrospective application other than those stated below:

- (a) HKAS 39 – the adjustments to recognise all derivatives at fair value and to remeasure those financial assets or financial liabilities are adjusted to the opening balance of the revenue reserve at 1st April 2005;
- (b) HKFRS 2 – only retrospective application for all equity instruments granted after 7th November 2002 and not vested on 1st April 2005.
- (c) HKFRS 3 and HK-Int 3 – prospectively after the adoption date.

## Notes to the Financial Statements

### 2 Principal accounting policies (continued)

#### (a) Change in accounting policies (continued)

A summary of effects of the change in accounting policies between the Statements of Standard Accounting Practices in effect until 31st December 2004 (the "Old Hong Kong Accounting Standards") and the new HKFRS which has been applied in the financial statements for the year ended 31st March 2006 is set out in note 3.

Certain new standards and amendments to existing standards have been published that are mandatory for the Group's accounting periods beginning or after 1st April 2006 or later periods but which the Group has not early adopted, as follows:

- (a) HKAS 39 and HKFRS 4 (Amendment) – Financial Guarantee Contracts (effective from 1st April 2006);
- (b) HKFRS 7 – Financial Instruments: Disclosures, and a complementary Amendment to HKAS 1, Presentation of Financial Statement – Capital Disclosures (effective from 1st April 2007).

These new standard and amendments have no material effect on the Group's financial statements.

#### (b) Basis of consolidation

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

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

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interests. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the profit and loss account.

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

# Notes to the Financial Statements

## 2 Principal accounting policies (continued)

### (b) Basis of consolidation (continued)

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interests result in gains and losses for the Group that are recorded in the profit and loss account. Purchases from minority interests result in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary.

### (c) Subsidiaries

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

In the Company's balance sheet, the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

### (d) Jointly controlled entities

A jointly controlled entity is a joint venture in respect of which a contractual arrangement is established between the participating venturers and whereby the Group together with other venturers undertake an economic activity which is subject to joint control and none of the venturers has unilateral control over the economic activity. Investments in jointly controlled entities are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in jointly controlled entities includes goodwill (net of any accumulated impairment loss) identified on acquisition.

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

## Notes to the Financial Statements

### 2 Principal accounting policies (continued)

#### (d) Jointly controlled entities (continued)

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

In the Company's balance sheet, the investments in jointly controlled entities are stated at cost less provision for impairment losses. The results of jointly controlled entities are accounted for by the Company on the basis of dividends received and receivable.

#### (e) 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. The Group's investment in associated companies includes goodwill (net of any accumulated impairment loss) identified on acquisition.

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 reserves is recognised in reserves. 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 policies adopted by the Group.

In the Company's balance sheet, the investments in associated companies are stated at cost less provision for impairment losses. The results of associated companies are accounted for by the Company on the basis of dividends received and receivable.

# Notes to the Financial Statements

## 2 Principal accounting policies (continued)

### (f) Goodwill

Goodwill represents the excess of the cost of acquisition over the fair values of the Group's share of the net identifiable assets of the acquired subsidiaries, jointly controlled entities and associated companies at the date of acquisition. 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 jointly controlled entities and associated companies is included in investments in jointly controlled entities and associated companies respectively. Goodwill is tested at least annually for impairment, as well as when there is an indication of impairment and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

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

### (g) Financial assets

The Group classifies its investments in the following categories: financial assets at fair value through profit or loss and loans and receivables. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at every reporting date.

#### (i) *Financial assets at fair value through profit or loss*

This category has two sub-categories: financial assets held for trading, and financial assets designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. 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.

## Notes to the Financial Statements

### 2 Principal accounting policies (continued)

#### (g) Financial assets (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 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.

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

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

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair value. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

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. Impairment losses recognised in the profit and loss account on equity instruments are not reversed through the profit and loss account.

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

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of derivative instruments are recognised immediately in the profit and loss account.

# Notes to the Financial Statements

## 2 Principal accounting policies (continued)

### (h) 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. All other repairs and maintenance are expensed in the profit and loss account during the financial period in which they are incurred.

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:

Hotel and other buildings	Shorter of 50 years or the remaining lease period of the land on which the buildings is located
Other equipment	3 <sup>1</sup> / <sub>3</sub> to 10 years

No depreciation is provided for buildings under development.

Freehold land is not depreciated.

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

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.

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

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

# Notes to the Financial Statements

## 2 Principal accounting policies (continued)

### (j) 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 held under operating leases and buildings held under finance leases. 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 performed in accordance with the Valuation Standards on Properties issued by the Hong Kong Institute of Surveyors and are on an open market basis, related to individual properties, and separate values are not attributed to land and buildings. Investment property that is being redeveloped for continuing use as investment property continues to be measured at fair value.

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. 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.

### (k) Properties held for/under development for sale

Properties held for/under development for sale are included in current assets and comprise leasehold land at amortised cost, construction costs, interest and other direct costs attributable to such properties and allowances for any foreseeable losses.

### (l) 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 at amortised cost, construction costs, interest and other direct expenses capitalised during the course of development. Net realisable value is determined by the Directors based on prevailing market conditions.

# Notes to the Financial Statements

## 2 Principal accounting policies (continued)

### (m) Hotel and restaurant inventories

Hotel and restaurant inventories comprise consumables and are stated at the lower of cost and net realisable value. Cost is calculated on the weighted average basis.

### (n) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Trade and other receivables in the balance sheet are stated net of such provision.

### (o) 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 has been reliably estimated.

### (p) 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 over the period of the borrowings using the effective interest method.

### (q) Employee benefits

#### (i) *Employee leave entitlements*

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

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

#### (ii) *Pension obligations*

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

## Notes to the Financial Statements

### 2 Principal accounting policies (continued)

#### (q) Employee benefits (continued)

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

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

#### (r) Deferred income tax

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 financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially 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 liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

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

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, jointly controlled entities and associated companies, except 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.

#### (s) 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 completion of the sale and purchase contracts.

##### (ii) Investment properties

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

# Notes to the Financial Statements

## 2 Principal accounting policies (continued)

### (s) Revenue recognition (continued)

#### *(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 and hotel reservation service is recognised when customers confirm the booking.

Management fee income is recognised when services are rendered.

#### *(iv) Investment and others*

Revenue from sale of financial assets at fair value through profit or loss is recognised when the significant risks and rewards of ownership have been transferred to the purchaser.

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

Dividend income from investments is recognised when the shareholder's right to receive payment is established.

### (t) 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 is the Company's functional and presentation currency.

#### *(ii) Transactions and balances*

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

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss.

#### *(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;

## Notes to the Financial Statements

### 2 Principal accounting policies (continued)

#### (t) Foreign currency translation (continued)

##### (iii) Group companies (continued)

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

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

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

Goodwill and 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.

#### (u) 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.

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

#### (v) Operating leases

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

#### (w) Cash and cash equivalents

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

#### (x) Related parties

Related parties are individuals and companies, including subsidiary, fellow subsidiary, jointly controlled entities 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.

## Notes to the Financial Statements

**3 Summary of effects of the change in accounting policies****(a) Effects of the change in accounting policies on consolidated profit and loss account**

Year ended 31st March 2006	Profit/(loss) attributable to shareholders of the Company HK\$'000	Basic EPS HK cents
<b>Reported under the Old Hong Kong Accounting Standards</b>	<b>(60,885)</b>	<b>(25.2)</b>
<b>Increase/(decrease) in profits of the Company and Subsidiaries</b>		
HKAS 16		
Decrease in loss on deemed disposal of interest in a listed associated company	5,439	2.3
HKAS 17		
Decrease in loss on deemed disposal of interest in a listed associated company	1,215	0.5
HKAS 39		
Decrease in realised gain on financial assets at fair value through profit or loss	(8,712)	(3.6)
HKFRS 2		
Increase in employee share option expenses	(3,348)	(1.4)
HKFRS 3		
Negative goodwill recognised on acquisition of additional interest in a listed associated company	8,811	3.6
	<b>3,405</b>	<b>1.4</b>
<b>Increase/(decrease) in share of profits less losses of associated companies</b>		
HKAS 16		
Increase in depreciation	(21,319)	(8.8)
Renovation costs of hotel property capitalised	9,647	4.0
Reversal of revaluation deficit of a hotel property	6,285	2.6
Net effect of increase in rental income and administrative expenses	429	0.2
Decrease in income tax expense	4,282	1.8
Decrease in loss on deemed disposal of interest in a listed associated company	49,227	20.4
HKAS 17 and HK-Int 4		
Amortisation of leasehold land	(10,657)	(4.4)
Increase in income tax expense	(350)	(0.1)
Decrease in loss on deemed disposal of interest in a listed associated company	11,004	4.5
HKAS 32 and HKAS 39		
Decrease in net interest expenses	1,269	0.5
Increase in income tax expense	(301)	(0.1)
HKAS 36 and HKAS 38		
Decrease in goodwill amortisation	104	–
HKAS 40		
Surplus on revaluation of investment properties	122,703	50.8
HKAS-Int 3		
Decrease in profit from sale of development properties	(39,228)	(16.2)
Decrease in income tax expense	6,106	2.5
HK-Int 21		
Increase in income tax expense	(21,636)	(9.0)
HKFRS 2		
Increase in employee share option expenses	(5,074)	(2.1)
Decrease in income tax expense	1,394	0.6
	<b>113,885</b>	<b>47.2</b>
<b>Reported under new HKFRS</b>	<b>56,405</b>	<b>23.4</b>

## Notes to the Financial Statements

**3 Summary of effects of the change in accounting policies** (continued)**(a) Effects of the change in accounting policies on consolidated profit and loss account** (continued)

Year ended 31st March 2005	Profit/(loss) attributable to shareholders of the Company HK\$'000	Basic EPS HK cents
<b>Reported under the Old Hong Kong Accounting Standards</b>	<b>(160,970)</b>	<b>(84.9)</b>
<b>Increase/(decrease) in profits of the Company and subsidiaries</b>		
HKAS 16		
Increase in depreciation	(36,984)	(19.5)
Decrease in loss on partial disposal of interest in a listed subsidiary	9,980	5.3
Decrease in loss on disposal of a listed subsidiary	4,418	2.3
Decrease in loss on deemed disposal of interest in a listed associated company	49,309	26.0
Renovation costs in hotel property capitalised	2,718	1.4
Decrease in income tax expense	7,097	3.7
Decrease in profit attributable to minority interests	16,363	8.6
HKAS 17 and HK-Int 4		
Amortisation of leasehold land	(22,290)	(11.7)
Decrease in loss on partial disposal of interest in a listed subsidiary	5,195	2.7
Decrease in loss on disposal of a listed subsidiary	2,260	1.2
Decrease in loss on deemed disposal of interest in a listed associated company	25,246	13.3
Increase in interest expenses	(1,678)	(0.9)
Decrease in income tax expense	328	0.2
Decrease in share of profits less losses of jointly controlled entities	(97)	(0.1)
Decrease in profit attributable to minority interests	15,218	8.0
HKAS 32 and HKAS 39		
Increase in interest expenses	(561)	(0.3)
Increase in loss on partial disposal of interest in a listed subsidiary	(58)	-
Increase in loss on disposal of a listed subsidiary	(25)	-
Increase in loss on deemed disposal of interest in a listed associated company	(278)	(0.1)
Decrease in profit attributable to minority interests	330	0.2
HKAS 40		
Decrease in loss on partial disposal of interest in a listed subsidiary	258	0.1
Decrease in loss on disposal of a listed subsidiary	153	0.1
Decrease in loss on deemed disposal of interest in a listed associated company	1,710	0.9
HKAS-Int 21		
Decrease in loss on partial disposal of interest in an listed subsidiary	1,619	0.9
Decrease in loss on disposal of a listed subsidiary	700	0.4
Decrease in loss on deemed disposal of interest in a listed associated company	7,817	4.1
	88,748	46.8
<b>Increase/(decrease) in share of profits less losses of associated companies</b>		
HKAS 16	(1,383)	(0.7)
HKAS 17	(5,467)	(2.9)
HKAS 32 and HKAS 39	(10)	-
HKAS 40	38,087	20.0
HKAS-Int 21	(10,904)	(5.7)
	20,323	10.7
<b>Reported under new HKFRS</b>	<b>(51,899)</b>	<b>(27.4)</b>

## Notes to the Financial Statements

**3 Summary of effects of the change in accounting policies** (continued)**(b) Effects of the change in accounting policies on consolidated balance sheet**

	HKAS 16 HK\$'000	HKAS 17 and HK-Int 4 HK\$'000	HKAS 32 and HKAS 39 HK\$'000	HKAS 36 and HKAS 38 HK\$'000	HKAS 40 HK\$'000	HKAS-Int 21 HK\$'000	HKAS-Int 3 HK\$'000	HKFRS 2 HK\$'000	HKFRS 3 HK\$'000	Total HK\$'000
<b>At 31st March 2006</b>										
<i>Increase/(decrease)</i>										
<i>in net assets/equity</i>										
Associated companies and net assets	(315,692)	(115,925)	859	104	(11,738)	(65,845)	(33,125)	793	8,811	(531,758)
Investment properties revaluation reserves	-	-	-	-	(165,217)	-	-	-	-	(165,217)
Hotel properties revaluation reserves	(189,836)	-	-	-	-	-	-	-	-	(189,836)
Share option reserves	-	-	-	-	-	-	-	3,420	-	3,420
Revenue reserves	(125,856)	(115,925)	859	104	153,479	(65,845)	(33,125)	(2,627)	8,811	(180,125)
<b>Equity</b>	<b>(315,692)</b>	<b>(115,925)</b>	<b>859</b>	<b>104</b>	<b>(11,738)</b>	<b>(65,845)</b>	<b>(33,125)</b>	<b>793</b>	<b>8,811</b>	<b>(531,758)</b>
	HKAS 16 HK\$'000	HKAS 17 and HK-Int 4 HK\$'000	HKAS 32 and HKAS 39 HK\$'000	HKAS 40 HK\$'000	HKAS-Int 21 HK\$'000	Total HK\$'000				
<b>At 31st March 2005</b>										
<i>Increase/(decrease)</i>										
<i>in net assets/equity</i>										
Associated companies and net assets	(264,460)	(115,921)	1,174	(9,227)	(44,206)	(432,640)				
Investment properties revaluation reserves	-	-	-	(39,994)	-	(39,994)				
Hotel properties revaluation reserves	(124,175)	-	-	-	-	(124,175)				
Revenue reserves	(140,285)	(115,921)	1,174	30,767	(44,206)	(268,471)				
<b>Equity</b>	<b>(264,460)</b>	<b>(115,921)</b>	<b>1,174</b>	<b>(9,227)</b>	<b>(44,206)</b>	<b>(432,640)</b>				
<b>At 1st April 2005</b>										
<i>Increase in equity</i>										
Revenue reserve and equity	-	-	7,466	-	-	7,466				
<b>At 1st April 2004</b>										
<i>Increase/(decrease) in equity</i>										
Hotel properties revaluation reserves	(120,156)	-	-	-	-	(120,156)				
Revenue reserve	(160,726)	(137,088)	1,413	(6,913)	(43,439)	(346,753)				
Minority interests	(409,038)	(195,444)	1,582	(6,175)	(38,801)	(647,876)				
<b>Equity</b>	<b>(689,920)</b>	<b>(332,532)</b>	<b>2,995</b>	<b>(13,088)</b>	<b>(82,240)</b>	<b>(1,114,785)</b>				

## Notes to the Financial Statements

### 4 Financial risk management

The Group and its associated companies' activities expose it to a variety of financial risks: market risk (including currency risk and price risk), credit risk, liquidity risk and cash flow interest-rate risk. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group's associated companies use derivative financial instruments to hedge certain risk exposures.

#### (a) Market risk

##### (i) Foreign exchange risk

The Group and its associated companies operate mainly in Hong Kong and has limited exposures to foreign exchange risk arising from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group and its associated companies have certain investments in foreign operations in Canada and Mainland China, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the foreign operations in Canada is managed primarily through borrowings denominated in the relevant foreign currency.

##### (ii) Price risk

The Group and its associated companies are exposed to equity securities price risk because investments held by the Group are classified on the consolidated balance sheet as financial assets at fair value through profit or loss. The Group is not exposed to commodity price risk.

#### (b) Credit risk

The Group and its associated companies have no significant concentrations of credit risk. Sales of properties are made to customers with appropriate mortgage arrangements. Other sales are either made in cash, via major credit cards or to customer with appropriate credit history. Cash transactions are limited to high-credit-quality financial institutions.

#### (c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group maintains flexibility in funding by keeping committed credit lines available.

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

The Group and its associated companies cash flow interest-rate risk arise from mortgage loans receivable and long term borrowings issued at variable rates.

The Group's associated companies manage certain of its cash flow interest-rate risk from long term borrowings by limited use of floating-to-fixed interest-rate swaps. Such interest-rate swaps have the economic effect of converting borrowings from floating rates to fixed rates.

# Notes to the Financial Statements

## 5 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 and its associated companies make 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 include those related to investment properties, impairment of assets and income taxes.

### (a) Estimate of fair value of investment properties

The best evidence of fair value is current prices in an active market for similar lease and other contracts. In the absence of such information, the amount is determined within a range of reasonable fair value estimates. Information from a variety of sources are 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.
- (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; and
- (iii) discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

If information on current or recent prices of investment properties is not available, the fair values of investment properties are determined using discounted cash flow valuation techniques. Assumptions used are mainly based on market conditions existing at each balance sheet date.

The expected future market rentals are determined on the basis of current market rentals for similar properties in the same location and condition.

## Notes to the Financial Statements

### 5 Critical accounting estimates and judgements (continued)

#### (b) Impairment of assets

The Group's associated companies test at least annually whether goodwill has suffered any impairment. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amounts of an asset or a cash-generating unit have been determined based on value-in-use calculations. These calculations require the use of estimates.

#### (c) Income taxes

The Group and its associated companies are 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.

### 6 Turnover and segment information

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

The Group and its associated companies are principally engaged in property development and investment, hotel, travel agency and catering operations. Turnover comprises gross revenues from property sales, property leasing and management, hotel and travel agency, management services, investment and interest income.

#### Primary reporting format – business segment

The Group, its jointly controlled entities and associated companies are organised into four main business segments, comprising property sales, property leasing and management, hotel and travel and investment. There is no other significant identifiable separate business segment. Segment revenue from external customers is after elimination of inter-segment revenues. In accordance with the Group's internal financial reporting and operating activities, the primary reporting is by business segments and the secondary reporting is by geographical segments.

In January 2005, the Group's interest in Asia Standard International Group Limited ("Asia Standard") decreased to below 50% and Asia Standard then became an associated company of the Group. The result of Asia Standard was consolidated into the profit and loss accounts of the Group up to the date of disposal and was equity accounted for thereafter. Additional segment information of jointly controlled entities and associated companies was set out in supplementary notes.

## Notes to the Financial Statements

**6 Turnover and segment information** (continued)

## Primary reporting format – business segment (continued)

2006 (in HK\$'000)	Property sales	Property leasing and management	Hotel and travel	Investment	Other operations	Group
Segment revenue	–	<b>11,263</b>	–	<b>27,727</b>	<b>6,100</b>	<b>45,090</b>
Contribution to segment results	–	<b>2,946</b>	–	<b>(13,758)</b>	<b>6,100</b>	<b>(4,712)</b>
Other income/(charges)	–	–	–	<b>2,889</b>	<b>(470)</b>	<b>2,419</b>
Unallocated corporate expenses						<b>(11,872)</b>
Operating loss						<b>(14,165)</b>
Finance costs						<b>(1,363)</b>
Share of results of						
Jointly controlled entities ( <i>note (i)</i> )						<b>6,334</b>
Associated companies ( <i>note (i)</i> )						<b>65,599</b>
Profit before income tax						<b>56,405</b>
Income tax expense						–
Profit for the year						<b>56,405</b>

2005 (restated) (in HK\$'000)	Property sales	Property leasing and management	Hotel and travel	Investment	Other operations	Group
Segment revenue	36,165	49,038	439,054	18,782	10,141	553,180
Contribution to segment results	(19,126)	35,883	82,823	2,767	10,140	112,487
Other income/(charges)	4,336	(258)	(54,482)	45,972	(2,063)	(6,495)
Unallocated corporate expenses						(33,372)
Operating profit						72,620
Finance costs						(75,522)
Share of results of						
Jointly controlled entities ( <i>note (i)</i> )						125,798
Associated companies ( <i>note (i)</i> )						(65,037)
Profit before income tax						57,859
Income tax credit						3,830
Profit for the year						61,689

## Notes to the Financial Statements

**6 Turnover and segment information** (continued)**Primary reporting format – business segment** (continued)

Note (i): Share of results of jointly controlled entities and associated companies

	2006		2005	
	Jointly controlled entities HK\$'000	Associated companies HK\$'000	Jointly controlled entities HK\$'000 (restated)	Associated companies HK\$'000 (restated)
Property sales	–	<b>(13,597)</b>	168,200	(4,978)
Property leasing and management	–	<b>144,758</b>	–	34,288
Hotel and travel	–	<b>12,835</b>	–	7,636
Investments	<b>6,334</b>	<b>(7,428)</b>	(42,402)	(86,178)
Other operations	–	<b>7,766</b>	–	(1,944)
Finance costs	–	<b>(49,537)</b>	–	(10,855)
Unallocated corporate expenses	–	<b>(29,198)</b>	–	(3,006)
	<b>6,334</b>	<b>65,599</b>	125,798	(65,037)

## Notes to the Financial Statements

**6 Turnover and segment information** (continued)

Primary reporting format – business segment (continued)

	Property sales	Property leasing and management	Hotel and travel	Investments	Other operations	Group
<b>2006 (in HK\$'000)</b>						
Segment assets	<b>101,000</b>	<b>2,105</b>	–	<b>45,943</b>	<b>2,519</b>	<b>151,567</b>
Jointly controlled entities and associated companies ( <i>note (ii)</i> )						<b>1,464,773</b>
Unallocated assets						<b>109,406</b>
						<b>1,725,746</b>
Segment liabilities	–	<b>35,575</b>	–	–	<b>8,311</b>	<b>43,886</b>
Unallocated liabilities						<b>9,659</b>
						<b>53,545</b>
Capital expenditure	–	<b>77</b>	–	–	<b>1,677</b>	<b>1,754</b>
Depreciation	–	<b>42</b>	–	–	<b>428</b>	<b>470</b>
<b>2005 (restated) (in HK\$'000)</b>						
Segment assets	101,000	546	–	28,748	30,936	161,230
Jointly controlled entities and associated companies ( <i>note (ii)</i> )						1,383,959
Unallocated assets						134,358
						1,679,547
Segment liabilities	–	35,817	–	–	8,311	44,128
Unallocated liabilities						66,252
						110,380
Capital expenditure	22	88	2,858	–	1,705	4,673
Depreciation	15	88	37,537	–	408	38,048
Amortisation of leasehold land	7,023	237	15,030	–	–	22,290
Amortisation of goodwill	–	–	1,848	4,001	–	5,849

*Note (ii):* Share of net segment assets less liabilities of jointly controlled entities and associated companies

	<b>2006</b> <b>HK\$'000</b>	2005 HK\$'000 (restated)
Property sales	<b>315,367</b>	293,661
Property leasing and management	<b>708,162</b>	603,376
Hotel and travel	<b>319,485</b>	326,863
Investments	<b>50,009</b>	60,659
Other operations	<b>20,044</b>	8,016
Unallocated net assets	<b>51,706</b>	91,384
	<b>1,464,773</b>	1,383,959

## Notes to the Financial Statements

**6 Turnover and segment information** (continued)**Secondary reporting format – geographical segments**

For the year ended 31st March 2006, the activities of the Group are mainly based in Hong Kong. The Group incurred its capital expenditure, derived all of its revenue and operating profit from Hong Kong. Over 90% of its total assets are located in Hong Kong.

A summary of geographical segments for the year ended 31st March 2005 is set out as follows:

2005 (restated) (in HK\$'000)	Segment revenue	Operating profit	Total assets	Capital expenditure
Hong Kong	490,442	53,479	1,455,360	4,669
Mainland China	6,252	732	124,506	4
Canada	56,486	18,409	99,681	–
	553,180	72,620	1,679,547	4,673

**7 Other income and charges**

	2006 HK\$'000	2005 HK\$'000 (restated)
Write-back of provision for diminution in value of properties under development/held for sale	–	11,400
Unrealised (losses)/gains on financial assets at fair value through profit or loss	<b>(4,556)</b>	92,271
Write-back of provision for impairment of doubtful debts	–	12,325
Depreciation	<b>(470)</b>	(38,048)
Amortisation of leasehold land	–	(22,290)
Loss on disposal of subsidiaries	–	(3,946)
Loss on partial disposal of interest in a listed subsidiary	–	(8,278)
Loss on disposal of a listed subsidiary	–	(2,688)
Loss on deemed disposal of interest in a listed associated company	<b>(1,366)</b>	(31,390)
Negative goodwill recognised on acquisition of additional interest in a listed associated company	<b>8,811</b>	–
Impairment loss of goodwill	–	(10,002)
Amortisation of goodwill	–	(5,849)
	<b>2,419</b>	(6,495)

## Notes to the Financial Statements

## 8 Income and expenses by nature

	2006 HK\$'000	2005 HK\$'000 (restated)
<b>Income</b>		
Net rental income ( <i>note (a)</i> )	–	33,391
Interest income		
Financial assets at fair value through profit or loss	274	226
Others	5,440	9,682
Dividends from listed financial assets at fair value through profit or loss	–	142
Gain on disposal of property, plant and equipment	–	1,008
Unrealised gains on financial assets at fair value through profit or loss	–	92,271
Net realised gains on financial assets at fair value through profit or loss	–	2,625
<b>Expenses</b>		
Operating lease rental expenses for land and buildings	259	3,952
Impairment loss of goodwill	–	10,002
Provision for long term investment	–	1,601
Amortisation of goodwill	–	5,849
Employee benefit expense, including Directors' emoluments ( <i>note 11</i> )	15,016	72,438
Depreciation	470	38,048
Amortisation of leasehold land	–	22,290
Auditors' remuneration	914	2,933
Unrealised loss on financial assets at fair value through profit or loss	4,556	–
Net realised loss on financial assets at fair value through profit or loss	13,758	–

Note:

## (a) Net rental income

	2006 HK\$'000	2005 HK\$'000
<b>Gross rental income</b>		
Investment properties	–	24,130
Properties held for sale	–	13,595
	–	37,725
<b>Outgoings</b>	–	(4,334)
	–	33,391

## Notes to the Financial Statements

## 9 Finance costs

	<b>2006</b>	2005
	<b>HK\$'000</b>	HK\$'000 (restated)
Interest expense		
Long term bank loans	<b>1,284</b>	52,519
Convertible bonds	–	23,362
Convertible notes	–	2,687
Loans from minority shareholders of subsidiaries	–	2,328
Short term bank loans and overdrafts	<b>79</b>	6,535
	<b>1,363</b>	87,431
Capitalised as cost of properties under development		
Interest expense	–	(11,909)
	<b>1,363</b>	75,522

In 2005, certain funds were borrowed generally and used for the purpose of financing certain properties under development, the capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation as part of the costs of these properties under development was 5.3% per annum.

## Notes to the Financial Statements

**10 Directors' and senior management emoluments**

(a) The aggregate amount of emoluments paid and payable to Directors of the Company for the year ended 31st March 2006 and 31st March 2005 are set out as follows:

Name of director	2006			2005			2005 Total	
	Directors' fee	Salaries, allowances and benefits in kind	Employer's contribution to pension scheme	Directors' fee	Salaries, allowances and benefits in kind (note)	Employer's contribution to pension scheme		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
<i>Executive</i>								
Mr. Fung Siu To, Clement	-	-	-	-	-	1,795	32	1,827
Dr. Lim Yin Cheng	-	-	-	-	-	2,835	45	2,880
Mr. Poon Jing	-	3,500	-	3,500	-	11,573	9	11,582
Mr. Lun Pui Kan	-	300	-	300	-	1,422	73	1,495
Mr. Kwan Po Lam, Phileas	-	-	-	-	-	2,292	40	2,332
<i>Non-executive</i>								
Mr. Chan Sze Hung	20	-	-	20	20	-	-	20
<i>Independent Non-executive</i>								
Mr. Cheung Kwok Wah, Ken	200	-	-	200	200	-	-	200
Mr. Wong Chi Keung	200	-	-	200	100	-	-	100
Mr. Hung Yat Ming	200	-	-	200	133	-	-	133
	<b>620</b>	<b>3,800</b>	-	<b>4,420</b>	453	19,917	199	20,569

Note:

In 2005, the balances included HK\$9,667,000 paid by Asia Standard International Group Limited ("Asia Standard") and HK\$6,750,000 paid by Asia Standard Hotel Group Limited ("Asia Standard Hotel") prior to their changes from subsidiaries to associated companies.

## Notes to the Financial Statements

**10 Directors' and senior management emoluments** (continued)

(b) The five highest paid individuals in the Group for the year include two (2005: five) Directors whose emoluments are already reflected in the analysis presented above. The emoluments payable to the remaining three (2005: nil) individuals during the years are as follows:

	<b>2006</b>	2005
	<b>HK\$'000</b>	HK\$'000
Basic salaries, allowances, benefits in kind and share option benefits	<b>2,643</b>	–

**11 Employee benefit expense**

	<b>2006</b>	2005
	<b>HK\$'000</b>	HK\$'000
Wages and salaries	<b>11,399</b>	72,372
Retirement benefits costs ( <i>note (a)</i> )	<b>269</b>	2,329
Employee share option benefits ( <i>note (b)</i> )	<b>3,348</b>	–
	<b>15,016</b>	74,701
Capitalised under properties under development	–	(2,263)
	<b>15,016</b>	72,438

Employee benefit expense are stated inclusive of Directors' emoluments.

Notes:

**(a) Retirement benefits costs**

	<b>2006</b>	2005
	<b>HK\$'000</b>	HK\$'000
Gross contributions	<b>308</b>	2,429
Forfeitures utilised	<b>(39)</b>	(100)
Net contributions	<b>269</b>	2,329

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.

# Notes to the Financial Statements

## 11 Employee benefit expense (continued)

### (a) Retirement benefits costs (continued)

The Group participates in a defined contribution scheme under the ORSO which is available to employees joining before 1st December 2000. Under the scheme, 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.

The Group also participates in the MPF scheme, which is available to all employees not joining the ORSO schemes in Hong Kong. Monthly contributions to the MPF scheme are made equal to 5% (2005: 5%) of the employee's relevant income in accordance with the legislative requirements.

In 2005, the Group, through its subsidiary group of Asia Standard International Group Limited ("Asia Standard"), also participated in Canada Pension Plan ("CPP") in Canada, monthly contributions of 4.95% of the employee's relevant income are made in accordance with local legislative requirements. Asia Standard also contributed to retirement plans for its employees in Mainland China at a percentage of applicable payroll costs in compliance with the requirements of the relevant municipal government in Mainland China.

The Group's contributions to all these schemes are expensed as incurred. The assets of all these retirement schemes are held separately from those of the Group in independently administered funds.

As at 31st March 2006, no forfeitures (2005: nil) were available to reduce the Group's future contributions to the ORSO schemes.

### (b) Share options

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

Share options were granted to directors and to employees to subscribe for shares in accordance with the terms and conditions of the share option scheme.

## Notes to the Financial Statements

**11 Employee benefit expense** (continued)**(b) Share options** (continued)

Details of share options held under the schemes are as follows:

Grantee	Expiry date	Exercise price	2006	2005
			Number	Number
Directors	11th February 2014	HK\$3.3	<b>6,872,000</b>	6,872,000
Employees	24th February 2015	HK\$2.895	<b>5,400,000</b>	5,400,000
Employees	7th April 2015	HK\$2.425	<b>2,700,000</b>	–
			<b>14,972,000</b>	12,272,000

During the year, 2,700,000 (2005: 5,400,000) options to subscribe for shares of the Company were granted. No share options were exercised, cancelled or lapsed (2005: Nil) during the year.

The fair value of the options granted and vested in the current year determined using the Binomial option pricing model is HK\$3,348,000 and is recognised in the profit and loss account. The following assumptions were used to calculate the fair values of share options granted on 8th April 2005:

Closing share price at the date of grant (HK\$)	2.425
Exercise price (HK\$)	2.425
Expected life of options (years)	10
Expected volatility (%)– note (i)	50.59
Expected dividend yield (%)– note (ii)	2.6
Risk free rate (%)	4.24

*Notes:*

- (i) The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices over one year immediately preceding the grant date.
- (ii) It is based on prospective dividend yield of the shares at 8th April 2005.
- (iii) The above calculation is based on the assumption that there is no material difference between the expected volatility over the whole life of the options and the historical volatility of the shares.

## Notes to the Financial Statements

**12 Income tax expenses**

No provision for Hong Kong profits tax and overseas income tax has been made as the Group has no estimated assessable profit for the year (2005: Nil).

	<b>2006</b> <b>HK\$'000</b>	2005 HK\$'000 (restated)
Current income tax		
Overprovisions in prior years	–	140
Deferred income tax	–	3,690
	–	3,830

Share of income tax of jointly controlled entities and associated companies for the year of nil (2005: HK\$36,464,000) and HK\$15,551,000 (2005 restated: HK\$15,438,000) are included in the profit and loss account as share of profits less losses of jointly controlled entities and associated companies respectively.

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

	<b>2006</b> <b>HK\$'000</b>	2005 HK\$'000 (restated)
Profit before income tax	<b>56,405</b>	57,859
Calculated at a tax rate of 17.5% (2005: 17.5%)	<b>(9,871)</b>	(10,125)
Share of profits less losses of jointly controlled entities and associated companies	<b>12,588</b>	10,633
Overprovisions in prior years	–	140
Effect of different tax rates in other countries	–	634
Income not subject to tax	<b>1,614</b>	38,806
Expenses not deductible for tax purposes	<b>(1,386)</b>	(27,749)
Tax losses not recognised	<b>(2,945)</b>	(7,974)
Utilisation of previously unrecognised temporary difference	–	166
Recognition of previously unrecognised temporary difference	–	160
Derecognition of deferred income tax assets	–	(861)
Income tax credit	–	3,830

## Notes to the Financial Statements

**13 Profit/(loss) attributable to shareholders of the Company**

The profit/(loss) attributable to shareholders of the Company is dealt with in the financial statements of the Company to the extent of loss of HK\$6,630,000 (2005: HK\$229,894,000).

**14 Dividend and distribution**

	<b>2006</b>	2005
	<b>HK\$'000</b>	HK\$'000
Interim dividend, paid, of nil (2005: 2 cents) per share	–	3,997
Final distribution, proposed, of nil (2005: 4.3 cents) per share	–	10,084
	–	14,081

**15 Earnings/(loss) per share**

The calculation of earnings/(loss) per share is based on profit attributable to shareholders of the Company of HK\$ 56,405,000 (2005 restated: loss of HK\$51,899,000) and on the weighted average of 241,494,958 (2005: 189,759,765) shares in issue during the year.

The basic and diluted earnings per share are the same for the year ended 31st March 2006 as the exercise of subscription rights attached to the share options and the conversion of the convertible bonds of Asia Standard would not have a dilutive effect on the earnings per shares.

The calculation of diluted loss per share for the year ended 31st March 2005 was based on HK\$58,134,000 (restated) equalling to the loss attributable to shareholders of the Company of HK\$51,899,000 (restated) with a decrease in share of profit after tax of HK\$6,235,000 (restated) from Asia Standard arising from conversion of its convertible bonds and the weighted average number of 189,759,765 shares in issue during the year.

## Notes to the Financial Statements

## 16 Property, plant and equipment

	Freehold land of a hotel in Canada HK\$'000	Hotel buildings HK\$'000	Buildings under development HK\$'000	Other buildings HK\$'000	Other equipment HK\$'000	Total HK\$'000
<b>Cost</b>						
At 31st March 2004, as previously reported	60,869	3,106,681	42,326	10,507	50,352	3,270,735
Effects of change in accounting policies	–	(2,006,239)	(41,963)	11,027	–	(2,037,175)
At 31st March 2004, as restated	60,869	1,100,442	363	21,534	50,352	1,233,560
Translation differences	5,000	29,336	–	–	25	34,361
Additions	–	2,719	–	–	1,954	4,673
Disposals	–	(2,188)	–	(2,534)	(28)	(4,750)
Disposal of a listed subsidiary	(65,869)	(1,130,309)	(410)	(19,000)	(49,087)	(1,264,675)
Cost adjustment	–	–	47	–	–	47
At 31st March 2005	–	–	–	–	3,216	3,216
<b>Accumulated depreciation and impairment</b>						
At 31st March 2004, as previously reported	–	–	–	2,210	48,489	50,699
Effects of change in accounting policies	–	282,226	–	980	–	283,206
At 31st March 2004, as restated	–	282,226	–	3,190	48,489	333,905
Translation differences	–	10,430	–	–	22	10,452
Charge for the year	–	37,537	–	223	288	38,048
Disposals	–	(2,188)	–	(642)	(28)	(2,858)
Disposal of a listed subsidiary	–	(328,005)	–	(2,771)	(46,917)	(377,693)
At 31st March 2005	–	–	–	–	1,854	1,854
<b>Net book value</b>						
At 31st March 2005	–	–	–	–	1,362	1,362

## Notes to the Financial Statements

**16 Property, plant and equipment** (continued)

	Other equipment HK\$'000
<b>Cost</b>	
At 31st March 2005	3,216
Additions	1,754
<b>At 31st March 2006</b>	<b>4,970</b>
<b>Accumulated depreciation and impairment</b>	
At 31st March 2005	1,854
Charge for the year	470
<b>At 31st March 2006</b>	<b>2,324</b>
<b>Net book value</b>	
At 31st March 2006	<b>2,646</b>

**17 Subsidiaries**

	2006 HK\$'000	2005 HK\$'000
Unlisted shares, at cost	<b>2,823,639</b>	2,823,639
Amounts due by subsidiaries	<b>1,634,498</b>	1,585,869
Provisions on advances to subsidiaries	<b>(980,000)</b>	(980,000)
	<b>3,478,137</b>	3,429,508

Details of the principal subsidiaries are set out in note 35.

The amounts receivable are unsecured, interest free and have no fixed terms of repayment.

## Notes to the Financial Statements

## 18 Jointly controlled entities

	Group	
	2006	2005
	HK\$'000	HK\$'000
Share of net liabilities	<b>(31,506)</b>	(37,841)
Advances to jointly controlled entities	<b>47,673</b>	54,568
Provisions on advances to jointly controlled entities	<b>(4,473)</b>	(4,473)
Total carrying amounts of jointly controlled entities	<b>11,694</b>	12,254
Amount due to a jointly controlled entity included in current liabilities	<b>(4,422)</b>	(4,422)
	<b>7,272</b>	7,832

Advances are made to finance working capital of those jointly controlled entities. The amounts receivable and payable are unsecured, interest free and have no fixed terms of repayment.

Detail of the principal jointly controlled entities are set out in note 35.

The Group's share of assets and liabilities and results

	2006	2005
	HK\$'000	HK\$'000
Assets		
Non-current assets	<b>14</b>	1,278
Current assets	<b>729</b>	254
	<b>743</b>	1,532
Liabilities		
Non-current liabilities	<b>29,481</b>	35,418
Current liabilities	<b>2,768</b>	3,955
	<b>32,249</b>	39,373
Net liabilities	<b>(31,506)</b>	(37,841)
Income	<b>9,064</b>	475,427
Expenses	<b>(2,730)</b>	(313,165)
Profit before income tax	<b>6,334</b>	162,262
Income tax expense	–	(36,464)
Profit for the year	<b>6,334</b>	125,798

## Notes to the Financial Statements

**19 Associated companies**

	Group	
	2006 HK\$'000	2005 HK\$'000
Share of net assets	<b>1,450,730</b>	1,371,522
Advances to associated companies	<b>2,349</b>	183
Total carrying amounts of associated companies	<b>1,453,079</b>	1,371,705
Amounts due to associated companies included in current liabilities	<b>(18)</b>	(15)
	<b>1,453,061</b>	1,371,690
Market value of listed shares	<b>619,330</b>	691,512

The Group equity accounted for the results and net assets of Asia Standard following the partial disposal of its interest in Asia Standard in January 2005. Extracts of Asia Standard's audited consolidated profit and loss account and balance sheet are shown on pages 88 to 90.

The amounts receivable and payable are unsecured, interest free and have no fixed terms of repayment.

Details of the principal associated companies are set out in note 35.

The Group's share of assets and liabilities and results

	2006 HK\$'000	2005 HK\$'000
Assets	<b>2,930,346</b>	2,831,248
Liabilities	<b>(1,479,616)</b>	(1,459,726)
Net assets	<b>1,450,730</b>	1,371,522
Revenues	<b>319,911</b>	85,997
Profit/(loss) for the year	<b>65,599</b>	(65,037)
Contingent liabilities	<b>57,809</b>	64,309

## Notes to the Financial Statements

### 20 Trade and other receivables

Trade and other receivables of the Group include trade receivables, utility and other deposits, interest and other receivables.

Trade receivables of the Group amounted to HK\$159,000 (2005: HK\$349,000). The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically.

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

	Group	
	2006 HK\$'000	2005 HK\$'000
0 day to 60 days	98	283
61 days to 120 days	11	24
More than 120 days	50	42
	<b>159</b>	349

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

### 21 Financial assets at fair value through profit or loss

	Group	
	2006 HK\$'000	2005 HK\$'000
Equity securities		
Listed in Hong Kong	39,679	24,154
Listed overseas	6,264	–
	<b>45,943</b>	24,154
Debt securities	–	4,500
	<b>45,943</b>	28,654

## Notes to the Financial Statements

**22 Bank balances and cash**

	Group		Company	
	2006 HK\$'000	2005 HK\$'000	2006 HK\$'000	2005 HK\$'000
Cash at bank and in hand	<b>9,808</b>	95,682	<b>1,416</b>	39,098
Restricted bank balances	<b>34,302</b>	33,161	–	–
Short-term bank deposits	<b>61,395</b>	–	<b>14,882</b>	–
	<b>105,505</b>	128,843	<b>16,298</b>	39,098

The effective interest rate on restricted bank balances is 3.4% (2005: 1.5%). These balances are held in trust in respect of buildings managed by the Group on behalf of third parties.

The effective interest rate on short-term bank deposits is 3.3% (2005: Nil) for the Group and 3% (2005: Nil) for the Company. These deposits have an average maturity of 4 days (2005: Nil) for the Group and 1 day (2005: Nil) for the Company.

**23 Trade and other payables**

Trade and other payables of the Group include trade payables, rental and management fee deposits, interest and other payables and various accruals. Trade payables of the Group amounted to HK\$2,173,000 (2005: HK\$3,779,000).

Aging analysis of trade payables is as follows:

	Group	
	2006 HK\$'000	2005 HK\$'000
0 day to 60 days	<b>1,807</b>	3,029
61 days to 120 days	<b>12</b>	122
More than 120 days	<b>354</b>	628
	<b>2,173</b>	3,779

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

## Notes to the Financial Statements

## 24 Share capital

Shares of HK\$0.1 each			Number of shares	Amount HK\$'000
Authorised				
At 31st March 2005 and 2006			750,000,000	75,000
	Number of shares		Amount	
	2006	2005	2006 HK\$'000	2005 HK\$'000
Issued and fully paid:				
At beginning of the year	<b>234,516,210</b>	173,493,094	<b>23,452</b>	17,349
Conversion of convertible notes ( <i>note (a)</i> )	–	26,333,332	–	2,634
Scrip distribution/dividend ( <i>note (b)</i> )	<b>4,041,762</b>	89,784	<b>404</b>	9
Placement of shares ( <i>note (c)</i> )	<b>16,000,000</b>	34,600,000	<b>1,600</b>	3,460
	<b>254,557,972</b>	234,516,210	<b>25,456</b>	23,452

## Notes:

- (a) In 2005, holders of HK\$31,600,000 convertible notes of the Company exercised the conversion rights attaching to the notes by converting those notes into 26,333,332 new shares of the Company at HK\$1.20 per share.
- (b) In October 2005, 4,041,762 new shares (2005: 89,784 new shares as scrip dividend) were allotted and issued as scrip distribution.
- (c) (i) Pursuant to a placing and subscription agreement dated 11th January 2006, the Company issued 16 million new shares at HK\$1.85 per share, a discount of approximately 9.76% to the closing price of HK\$2.05 per share as quoted on the Stock Exchange on 11th January 2006, to more than six independent third parties. The net proceeds from the subscription was approximately HK\$29.0 million representing HK\$1.81 per share, and would be used for general working capital purpose. The reasons for this share placement were to broaden the entity capital base as well as to strengthen the financial position of the Group.
- (ii) Pursuant to a placing and subscription agreement dated 2nd March 2005, the Company issued 34.6 million shares at HK\$2.50 per share, a discount of approximately 9.9% to the closing price of HK\$2.775 per share as quoted on the Stock Exchange on 1st March 2005, to more than six independent third parties. The net proceeds from the subscription was approximately HK\$84.1 million representing HK\$2.43 per share, of which about HK\$70 million was used for the repayment of bank loans and the remaining balance was used for general working capital purpose. The reasons for this share placement were to broaden the shareholder and capital base as well as to strengthen the financial position of the Group.

## Notes to the Financial Statements

## 25 Reserves

	Share premium HK\$'000	Revaluation reserve			Contributed surplus HK\$'000	Share option reserve HK\$'000	Revenue reserve HK\$'000	Total HK\$'000
		Capital reserve HK\$'000	Investment properties HK\$'000	Hotel properties HK\$'000				
<b>Group</b>								
At 31st March 2004, as originally stated	1,417,381	479,738	–	120,156	1,002,675	–	(946,876)	2,073,074
Retrospective effects of change in accounting policies ( <i>note 3</i> )	–	–	–	(120,156)	–	–	(346,753)	(466,909)
At 31st March 2004, as restated	1,417,381	479,738	–	–	1,002,675	–	(1,293,629)	1,606,165
Currency translation differences	–	–	–	–	–	–	4,985	4,985
Conversion of convertible notes	28,966	–	–	–	–	–	–	28,966
Placement of new shares	80,686	–	–	–	–	–	–	80,686
Scrip dividend	245	–	–	–	–	–	–	245
Partial disposal of interest in a listed subsidiary	–	(19,075)	–	–	–	–	–	(19,075)
Disposal of a listed subsidiary	–	(8,253)	–	–	–	–	–	(8,253)
Deemed disposal of interest in a listed associated company	–	(92,108)	–	–	–	–	–	(92,108)
Dividend paid	–	–	–	–	–	–	(3,997)	(3,997)
Loss for the year	–	–	–	–	–	–	(51,899)	(51,899)
At 31st March 2005	1,527,278	360,302	–	–	1,002,675	–	(1,344,540)	1,545,715
Opening adjustment for the adoption of HKAS 39 ( <i>note 3</i> )	–	–	–	–	–	–	7,466	7,466
At 1st April 2005, as restated	1,527,278	360,302	–	–	1,002,675	–	(1,337,074)	1,553,181
Offsetting of accumulated losses ( <i>note</i> )	–	–	–	–	(920,762)	–	920,762	–
Currency translation differences	–	–	–	–	–	–	2,283	2,283
Placement of new shares	27,399	–	–	–	–	–	–	27,399
Scrip distribution	9,680	–	–	–	(10,084)	–	–	(404)
Grant of share options	–	–	–	–	–	3,348	–	3,348
Share options granted by a listed associated company	–	–	–	–	–	4,533	–	4,533
Exercise of share options of a listed associated company	–	–	–	–	–	(4,461)	4,461	–
Profit for the year	–	–	–	–	–	–	56,405	56,405
<b>At 31st March 2006</b>	<b>1,564,357</b>	<b>360,302</b>	<b>–</b>	<b>–</b>	<b>71,829</b>	<b>3,420</b>	<b>(353,163)</b>	<b>1,646,745</b>

## Notes to the Financial Statements

## 25 Reserves (continued)

	Share premium HK\$'000	Contributed surplus HK\$'000	Share option reserve HK\$'000	Revenue reserve HK\$'000	Total HK\$'000
<b>Company</b>					
At 31st March 2004	1,417,381	2,838,224	–	(686,872)	3,568,733
Conversion of convertible notes	28,966	–	–	–	28,966
Placement of new shares	80,686	–	–	–	80,686
Scrip dividend	245	–	–	–	245
Dividend paid	–	–	–	(3,997)	(3,997)
Loss for the year	–	–	–	(229,894)	(229,894)
At 31st March 2005	1,527,278	2,838,224	–	(920,763)	3,444,739
Offsetting of accumulated losses ( <i>note</i> )	–	(920,762)	–	920,762	–
Placement of new shares	27,399	–	–	–	27,399
Scrip distribution	9,680	(10,084)	–	–	(404)
Grant of share options	–	–	3,348	–	3,348
Loss for the year	–	–	–	(6,630)	(6,630)
<b>At 31st March 2006</b>	<b>1,564,357</b>	<b>1,907,378</b>	<b>3,348</b>	<b>(6,631)</b>	<b>3,468,452</b>

*Note:*

Pursuant to a resolution passed in the Annual General Meeting held in August 2005, an amount of HK\$920,762,000 in the contributed surplus account was applied to set off the accumulated losses of the Company.

The revenue reserve is distributable. Under the Companies Act of Bermuda and the Bye-Laws of the Company, the contributed surplus and share option reserve are also distributable. Accordingly, total distributable reserves of the Company amount to HK\$1,904,095,000 (2005: HK\$1,917,461,000) as at 31st March 2006.

## Notes to the Financial Statements

**26 Borrowings**

	Group	
	2006 HK\$'000	2005 HK\$'000
Short term bank loan and overdrafts, secured	-	14,676
Long term bank loan, secured	-	43,598
	-	58,274
Long term bank loans, secured		
Repayable within one year	-	37,372
Repayable between one and two years	-	6,226
Wholly repayable within five years	-	43,598
Current portion included in current liabilities	-	(37,372)
	-	6,226

The effective interest rates of the borrowings at 31st March 2005 ranged from 3.22% to 5.25%. The interest rates of the borrowings were not subject to contractual repricing.

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

**27 Deferred income tax**

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

	Group		Company	
	2006 HK\$'000	2005 HK\$'000	2006 HK\$'000	2005 HK\$'000
Deferred income tax assets	<b>3,902</b>	5,303	<b>171</b>	171
Deferred income tax liabilities	<b>(135)</b>	(11)	-	-
	<b>3,767</b>	5,292	<b>171</b>	171

## Notes to the Financial Statements

**27 Deferred income tax** (continued)

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

**Deferred income tax assets**

	Decelerated tax depreciation		Provisions		Tax losses		Difference in cost base of properties		Total	
	2006 HK\$'000	2005 HK\$'000 (restated)	2006 HK\$'000	2005 HK\$'000 (restated)	2006 HK\$'000	2005 HK\$'000 (restated)	2006 HK\$'000	2005 HK\$'000 (restated)	2006 HK\$'000	2005 HK\$'000 (restated)
At beginning of the year	51	428	-	620	5,252	168,060	-	61,753	5,303	230,861
Recognised in the profit and loss account	-	(51)	-	(439)	(1,359)	(14,227)	-	(140)	(1,359)	(14,857)
Disposal of subsidiaries	-	-	-	-	-	(7,925)	-	-	-	(7,925)
Disposal of a listed subsidiary	-	(326)	-	(181)	-	(140,656)	-	(61,613)	-	(202,776)
At end of the year	51	51	-	-	3,893	5,252	-	-	3,944	5,303

**Deferred income tax liabilities**

	Accelerated tax depreciation		Revaluation of properties		Fair value adjustment on acquisitions		Unrealised gains on financial assets at fair value through profit or loss		Total	
	2006 HK\$'000	2005 HK\$'000 (restated)	2006 HK\$'000	2005 HK\$'000 (restated)	2006 HK\$'000	2005 HK\$'000 (restated)	2006 HK\$'000	2005 HK\$'000	2006 HK\$'000	2005 HK\$'000 (restated)
At beginning of the year	(11)	(42,534)	-	(75,166)	-	(94,702)	-	-	(11)	(212,402)
Opening adjustment for the adoption of HKAS 39	-	-	-	-	-	-	(1,525)	-	(1,525)	-
At beginning of the year, as restated	(11)	(42,534)	-	(75,166)	-	(94,702)	(1,525)	-	(1,536)	(212,402)
Recognised in the profit and loss account	(166)	238	-	-	-	18,309	1,525	-	1,359	18,547
Disposal of a listed subsidiary	-	42,285	-	75,166	-	76,393	-	-	-	193,844
At end of the year	(177)	(11)	-	-	-	-	-	-	(177)	(11)

## Notes to the Financial Statements

**27 Deferred income tax** (continued)

## Company

## Deferred income tax assets

	Tax losses	
	2006	2005
	HK\$'000	HK\$'000
At beginning of the year	171	196
Recognised in the profit and loss account	-	(25)
At end of the year	171	171

Deferred income tax assets are recognised for tax loss carry forwards to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$4 million (2005: HK\$1 million) in respect of losses amounting to HK\$24 million (2005: HK\$6 million) that can be carried forward against future taxable income. These tax losses have no expiry date.

**28 Amounts due to minority shareholders**

Loans from minority shareholders are interest free and have no specific terms of repayment.

**29 Capital commitments**

At 31st March 2006, neither the Group nor the company had any capital commitments which were contracted but not provided for, nor authorised but not contracted for (2005: nil).

**30 Operating lease arrangements**

Future aggregate minimum lease payments payable under non-cancellable operating leases were as follows:

	Group	
	2006	2005
	HK\$'000	HK\$'000
In respect of land and buildings:		
Within one year	87	259
In the second to fifth year inclusive	-	87
	87	346

**31 Contingent liabilities**

The Group and the Company did not have any material contingent liabilities as at 31st March 2006.

As at 31st March 2005, the Group did not have any material contingent liabilities, whilst the Company had HK\$58,274,000 contingent liabilities in respect of guarantees for the banking and loan facilities granted to the Group's subsidiaries.

## Notes to the Financial Statements

**32 Notes to consolidated cash flow statement****(a) Reconciliation of profit before income tax to cash generated from/(used in) operations**

	<b>2006</b>	2005
	<b>HK\$'000</b>	HK\$'000 (restated)
Profit before income tax	<b>56,405</b>	57,859
Share of profits less losses of		
Jointly controlled entities	<b>(6,334)</b>	(125,798)
Associated companies	<b>(65,599)</b>	65,037
Depreciation	<b>470</b>	38,048
Amortisation of leasehold land	–	22,290
Amortisation of goodwill	–	5,849
Gain on disposal of property, plant and equipment	–	(1,008)
Provision for long term investments	–	1,601
Impairment loss of goodwill	–	10,002
Loss on disposal of subsidiaries	–	3,946
Loss on partial disposal of interest in a listed subsidiary	–	8,278
Loss on disposal of a listed subsidiary	–	2,688
Loss on deemed disposal of interest in a listed associated company	<b>1,366</b>	31,390
Net realised and unrealised losses/(gains) on		
financial assets at fair value through profit or loss	<b>18,314</b>	(94,896)
Write-back of provision for diminution in value of		
properties held for/under development for sale	–	(11,400)
Dividends from financial assets at fair value through profit or loss	–	(142)
Employees' share option benefits	<b>3,348</b>	–
Interest income	<b>(5,714)</b>	(9,908)
Interest expense	<b>1,363</b>	75,522
Negative goodwill recognised on acquisition of additional interest		
in a listed associated company	<b>(8,811)</b>	–
Operating (loss)/profit before working capital changes	<b>(5,192)</b>	79,358
Decrease in mortgage loans receivable	–	9,113
Increase in properties held for/under development		
for sale (excluding interest expense capitalised)	–	(400,346)
Increase in hotel and restaurant inventories	–	(480)
Decrease in trade and other receivables	<b>23,688</b>	63,388
Increase/(decrease) in trade and other payables	<b>1,326</b>	(81,228)
Cash generated from/(used in) operations	<b>19,822</b>	(330,195)

## Notes to the Financial Statements

**32 Notes to consolidated cash flow statement** (continued)**(b) Disposal of subsidiaries**

	Asia Standard 2005 HK\$'000 (restated)	Other subsidiaries 2005 HK\$'000	Total 2005 HK\$'000 (restated)
Net assets disposed			
Investment properties	1,363,020	–	1,363,020
Property, plant and equipment	886,368	–	886,368
Leasehold Land	1,403,550	–	1,403,550
Jointly controlled entities	164,007	–	164,007
Associated companies	366,501	–	366,501
Goodwill	15,036	–	15,036
Mortgage loans receivable	31,220	–	31,220
Deferred income tax assets	85,777	7,925	93,702
Properties held for/under development for sale	1,068,583	273,017	1,341,600
Completed properties held for sale	555,109	–	555,109
Hotel and restaurant inventories	3,095	–	3,095
Trade and other receivables	125,324	–	125,324
Other investments	171,801	–	171,801
Tax recoverable	224	–	224
Restricted bank balances	26,275	–	26,275
Bank balances and cash	99,501	28	99,529
Trade and other payables	(196,223)	(37)	(196,260)
Bank overdraft	(7,362)	–	(7,362)
Short term bank loans	(9,999)	–	(9,999)
Long term bank loans	(2,426,024)	(130,000)	(2,556,024)
Current income tax payable	(9,313)	–	(9,313)
Convertible bonds	(290,000)	–	(290,000)
Deferred income tax liabilities	(76,845)	–	(76,845)
Minority interests and loans	(1,872,167)	–	(1,872,167)
	1,477,458	150,933	1,628,391
Less: Capital reserve	(8,253)	–	(8,253)
Loss on disposal	(2,688)	(3,946)	(6,634)
	(10,941)	(3,946)	(14,887)
	1,466,517	146,987	1,613,504
Satisfied by:			
Cash proceeds received less expenses	13,160	71,514	84,674
Reclassified to			
Associated company	1,453,357	–	1,453,357
Jointly controlled entity	–	75,473	75,473
	1,466,517	146,987	1,613,504
Cash consideration	13,160	71,514	84,674
Bank balances and cash disposed of	(99,501)	(28)	(99,529)
Bank overdrafts disposed of	7,362	–	7,362
	(78,979)	71,486	(7,493)

## Notes to the Financial Statements

### 33 Related party transactions

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

#### Sales and purchases of goods and services

	2006 HK\$'000	2005 HK\$'000
Income from/(expense to) associated companies		
Management fee income (note (a))	1,011	912
Cleaning income (note (b))	728	705
Secretarial fee income (note (c))	96	96
Rental expenses (note (d))	(259)	(259)

Notes:

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

These transactions are not connected transactions or continuing connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### 34 Subsequent events

- (a) In April 2006, the Company issued 127.3 million shares at HK\$1.30 each for a gross amount of HK\$165.5 million pursuant to a rights issue of 1 rights share for 2 shares held.
- (b) In May 2006, Asia Standard Hotel Group Limited, a listed associated company of the Group has issued 3,154.1 million shares at HK\$0.09 each for a gross amount of HK\$283.9 million pursuant to a rights issue of 1 rights share for every 2 existing shares held. The Group had subscribed for its entitlement fully and an additional 33,000,000 rights shares.

## Notes to the Financial Statements

**35 Principal subsidiaries, jointly controlled entities and associated companies**

Listed below are the principal subsidiaries, jointly controlled entities 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 held by the Group and have their principal place of operations in Hong Kong.)

Name	Principal activity	Issued and fully paid ordinary share capital except otherwise stated	Percentage of equity held by the Group
<i>Incorporated in the British Virgin Islands</i>			
Asia Orient Holdings (BVI) Limited *	Investment holding	US\$100	100%
Finnex Limited	Securities investment	US\$1	100%
Impetus Holdings Limited	Investment holding	US\$1	100%
Innovision Gateway Limited	Investment holding	US\$1	100%
Jetcom Capital Limited	Investment holding	US\$1	100%
Mega Fusion Limited	Investment holding	US\$1	100%
New Day Holdings Ltd.	Investment holding	US\$1	100%
Persian Limited	Investment holding	US\$49,050	100%
Sunrich Holdings Limited	Securities investment	US\$1	100%
Telemail Group Inc.	Investment holding	US\$1	100%
United Resources Associates Limited	Investment holding	US\$6	83.3%
On-link Limited	Investment holding	US\$1	100%

\* Direct subsidiary of the Company

## Notes to the Financial Statements

**35 Principal subsidiaries, jointly controlled entities and associated companies** (continued)**Subsidiaries** (continued)

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

Name	Principal activity	Issued and fully paid ordinary share capital except otherwise stated	Percentage of equity held by the Group
<i>Incorporated in Hong Kong</i>			
Asia Orient Company Limited	Investment holding	US\$26,964,837	100%
Good Year Engineering Services Limited	Engineering and maintenance services	HK\$2	100%
Hitako Limited	Investment holding	HK\$20	100%
Ocean Hand Investments Limited	Investment holding	HK\$2	100%
Pan Bright Investment Limited	Investment holding	HK\$20	100%
Pan Harbour Investment Limited	Investment holding	HK\$2	100%
Pan Inn Investment Limited	Investment holding	HK\$20	100%
Pan Kite Investment Limited	Investment holding	HK\$20	100%
Pan Pearl Investment Limited	Investment holding	HK\$20	100%
Pan Spring Investment Limited	Investment holding	HK\$20	100%
Prosperity Land Cleaning Service Limited	Cleaning services	HK\$100 and non-voting deferred share capital of HK\$100	100%
Prosperity Land Estate Management Limited	Property management	HK\$150 and non-voting deferred share capital of HK\$1,500,000	100%
Union Home Development Limited	Investment holding	HK\$2	100%
<i>Incorporated in Liberia</i>			
Bassindale Limited	Investment holding	US\$500	100%

## Notes to the Financial Statements

**35 Principal subsidiaries, jointly controlled entities and associated companies** (continued)**Jointly controlled entities**

<b>Name</b>	<b>Principal activity</b>	<b>Issued and fully paid ordinary share capital except otherwise stated</b>	<b>Group equity interest</b>
<i>Incorporated in Hong Kong</i>			
China INFOBANK Limited	Internet content provider	HK\$27,000,000	40.0%
Express Wind Limited	Investment holding	HK\$10,000	25.0%
<i>Incorporated in the People's Republic of China ("PRC")</i>			
Cultural Palace Entertainment Company Limited #	Leasing of an entertainment complex	US\$4,750,000	25.0%

# Cooperative Joint Venture operates in the PRC

**Associated companies**

<b>Name</b>	<b>Principal activity</b>	<b>Issued and fully paid ordinary share capital except otherwise stated</b>	<b>Group equity interest</b>
<i>Incorporated in Bermuda</i>			
Asia Standard Hotel Group Limited	Hotel, catering services and travel	HK\$126,162,000	25.9%
Asia Standard International Group Limited	Property development, property leasing, hotel and travel	HK\$50,769,000	41.0%

## Notes to the Financial Statements

**35 Principal subsidiaries, jointly controlled entities and associated companies** (continued)**Associated companies** (continued)

Name	Principal activity	Issued and fully paid ordinary share capital except otherwise stated	Group equity interest
<i>Incorporated in Hong Kong</i>			
Asia Standard Development (Holdings) Limited	Investment holding	HK\$10 and non-voting deferred share capital of HK\$362,892,949	41.0%
Asia Standard Finance Company Limited	Financing services	HK\$1,000,000	41.0%
Asia Standard International Limited	Investment holding	HK\$1,214,916,441	41.0%
Asia Standard Management Services Limited	Management services	HK\$2	41.0%
Full Union Development Limited	Property development	HK\$2	41.0%
Get Rich Enterprises Limited	Property development	HK\$2	32.8%
Hoi Chak Properties Limited	Property investment	HK\$10 and non-voting deferred share capital of HK\$2	41.0%
JBC Travel Company Limited	Travel agency	HK\$2,500,000	25.9%
Lucky New Investment Limited	Property development	HK\$1	20.5%
Paramount Shine Limited	Property development	HK\$2	20.5%
Master Asia Enterprises Limited	Property investment	HK\$10,000	41.0%
Stone Pole Limited	Hotel holding	HK\$10	25.9%
Tilpifa Company Limited	Property investment	HK\$10 and non-voting deferred share capital of HK\$10,000	41.0%
Tonlok Limited	Property development	HK\$1,000	41.0%
Union Rich Resources Limited	Property development	HK\$2	32.8%
Vinstar Development Limited	Hotel holding	HK\$2	25.9%
Weststar Enterprises Limited	Property development	HK\$2	20.5%
Winfast Engineering Limited	Construction	HK\$2	41.0%
<i>Incorporated in British Virgin Islands</i>			
Enrich Enterprises Limited	Hotel holding	US\$1	25.9%
Global Gateway Corp.	Hotel operation	US\$1	25.9%
Glory Ventures Enterprises Inc.	Hotel holding	US\$1	25.9%

## Notes to the Financial Statements

**35 Principal subsidiaries, jointly controlled entities and associated companies** (continued)

## Associated companies (continued)

Name	Principal activity	Issued and fully paid ordinary share capital except otherwise stated	Group equity interest
<i>Incorporated in Cayman Islands</i>			
Asia Standard International Capital Limited	Financing services	US\$2	41.0%
Q9 Technology Holdings Limited	Investment holding	HK\$12,463,500	32.0%
<i>Incorporated in the People's Republic of China ("PRC")</i>			
漁陽房地產開發(深圳)有限公司#	Property development	RMB40,000,000	16.9%

# Wholly owned Foreign Enterprises operates in the PRC

**36 Approval of financial statements**

The financial statements were approved by the Board of Directors on 13th July 2006.

# Extracts from the Audited Consolidated Financial Statements of Asia Standard International Group Limited

Asia Standard International Group Limited ("Asia Standard") is a principal associated company of the Company. It is incorporated in Bermuda and listed in Hong Kong and its subsidiaries are principally engaged in property development and investment, hotel, travel agency and catering operations.

To provide shareholders with further information on the financial performance and position of Asia Standard, the following is a summary of the audited consolidated financial statements of Asia Standard for the year ended 31st March 2006.

## Consolidated profit and loss account

For the year ended 31st March

	<b>2006</b>	2005
	<b>HK\$'000</b>	HK\$'000 (restated)
Turnover	<b>744,390</b>	706,602
Cost of sales	<b>(473,475)</b>	(479,741)
Gross profit	<b>270,915</b>	226,861
Administrative expenses	<b>(124,942)</b>	(110,722)
Other income and charges	<b>141,809</b>	91,127
Operating profit	<b>287,782</b>	207,266
Finance costs	<b>(116,963)</b>	(96,008)
Share of profits less losses of		
Jointly controlled entities	<b>(6,372)</b>	163,870
Associated companies	<b>37,199</b>	32,406
Profit before income tax	<b>201,646</b>	307,534
Income tax expense	<b>(38,084)</b>	(22,449)
Profit for the year	<b>163,562</b>	285,085
Attributable to:		
Shareholders of the Company	<b>167,860</b>	278,707
Minority interests	<b>(4,298)</b>	6,378
	<b>163,562</b>	285,085
Dividends	<b>30,462</b>	28,526
Earnings per share		
Basic	<b>3.31 cents</b>	6.61 cents
Diluted	<b>3.31 cents</b>	6.26 cents

# Extracts from the Audited Consolidated Financial Statements of Asia Standard International Group Limited

## Consolidated balance sheet

As at 31st March 2006

	2006 HK\$'000	2005 HK\$'000 (restated)
<b>Non-current assets</b>		
Property, plant and equipment	856,586	876,041
Investment properties	2,046,470	1,475,310
Leasehold land	1,378,106	1,398,462
Jointly controlled entities	134,817	144,634
Associated companies	473,867	443,138
Goodwill	8,651	3,548
Mortgage loans receivable	9,800	12,085
Deferred income tax assets	98,820	91,646
	<b>5,007,117</b>	<b>4,444,864</b>
<b>Current assets</b>		
Properties held for/under development for sale	1,182,333	1,075,658
Completed properties held for sale	196,690	579,763
Mortgage loans receivable	420	324
Hotel and restaurant inventories	2,566	2,690
Trade and other receivables	156,460	103,523
Financial assets at fair value through profit or loss	84,458	104,838
Derivative financial instruments	5,257	–
Current income tax recoverable	213	224
Bank balances and cash	348,220	461,743
	<b>1,976,617</b>	<b>2,328,763</b>
<b>Current liabilities</b>		
Trade and other payables	147,167	118,705
Amount due to an associated company	51,150	51,150
Deposits received on properties pre-sold	212,068	–
Short term bank loans and overdrafts		
Secured	50,000	–
Unsecured	–	8,778
Convertible bonds	218,265	–
Current portion of long term loans	58,312	125,920
Amounts due to minority shareholders	105,509	101,581
Current income tax payable	23,896	19,916
	<b>866,367</b>	<b>426,050</b>
Net current assets	<b>1,110,250</b>	<b>1,902,713</b>
Total assets less current liabilities	<b>6,117,367</b>	<b>6,347,577</b>

# Extracts from the Audited Consolidated Financial Statements of Asia Standard International Group Limited

## Consolidated balance sheet (continued)

As at 31st March 2006

	<b>2006</b>	2005
	<b>HK\$'000</b>	HK\$'000 (restated)
Non-current liabilities		
Convertible bonds	–	321,414
Long term loans	<b>1,880,954</b>	2,252,161
Deferred income tax liabilities	<b>141,502</b>	100,223
	<b>2,022,456</b>	2,673,798
Net assets	<b>4,094,911</b>	3,673,779
Equity		
Share capital	<b>50,769</b>	50,760
Reserves	<b>3,385,251</b>	3,221,504
Equity attributable to shareholders of the Company	<b>3,436,020</b>	3,272,264
Minority interests	<b>658,891</b>	401,515
	<b>4,094,911</b>	3,673,779