WANG ON GROUP LIMITED
(宏安集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 MARCH 2012

The board of directors (the "**Board**") of Wang On Group Limited (the "**Company**") is pleased to announce the consolidated results of the Company, its subsidiaries and its jointly-controlled entity (collectively the "**Group**") for the year ended 31 March 2012, together with the comparative figures for the previous year, as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
Year ended 31 March 2012

	Notes	**2012** *HK$'000*	2011 *HK$'000*
CONTINUING OPERATIONS			
REVENUE	*5*	**410,785**	559,300
Cost of sales		**(246,772)**	(380,981)
Gross profit		**164,013**	178,319
Other income and gains	*5*	**74,253**	124,899
Selling and distribution costs		**(12,101)**	(4,494)
Administrative expenses		**(87,350)**	(74,589)
Other expenses		**(63,072)**	(65,680)
Finance costs	*7*	**(10,909)**	(13,680)
Fair value losses of financial assets at fair value through profit and loss, net		**(51,612)**	(4,746)
Fair value gains on investment properties, net		**115,612**	109,721
Share of profits and losses of an associate		**290,692**	—
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	*6*	**419,526**	249,750
Income tax expense	*8*	**(42,600)**	(32,639)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS		**376,926**	217,111

* *For identification purpose only*

	Note	2012 HK$'000	2011 HK$'000
DISCONTINUED OPERATIONS			
Profit for the year from discontinued operations		**1,809**	9,281
PROFIT FOR THE YEAR		**378,735**	226,392
OTHER COMPREHENSIVE INCOME			
Available-for-sale investments:			
Changes in fair value		**—**	(24,327)
Reclassification adjustments for gain/loss included in profit or loss			
— Gain on disposal		**—**	(55,855)
— Impairment loss		**—**	24,327
		—	(55,855)
Other reserves:			
Release upon disposal of an associate		**—**	(3,473)
Share of other comprehensive income of an associate		**1,212**	—
		1,212	(3,473)
Exchange fluctuation reserve:			
Translation of foreign operations		**3,433**	3,964
Release upon disposal of an associate		**—**	(2,803)
		3,433	1,161
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		**4,645**	(58,167)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**383,380**	168,225
Profit attributable to:			
Owners of the parent		**378,667**	226,194
Non-controlling interests		**68**	198
		378,735	226,392
Total comprehensive income attributable to:			
Owners of the parent		**383,312**	168,027
Non-controlling interests		**68**	198
		383,380	168,225
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	*10*		
For the year			
Basic and diluted		**HK5.80 cents**	HK15.27 cents
From continuing operations			
Basic and diluted		**HK5.78 cents**	HK14.67 cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
31 March 2012

	Notes	2012 HK$'000	2011 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment		**8,477**	14,354
Investment properties		**797,442**	724,889
Properties under development		**1,264,114**	824,711
Goodwill		**1,376**	1,376
Investment in an associate		**356,956**	—
Held-to-maturity investments		**—**	19,861
Other intangible asset		**—**	6,060
Available-for-sale investments		**—**	36,321
Loans and interests receivable		**255,805**	316,370
Deposits paid		**15,072**	76,984
Deferred tax assets		**570**	178
Total non-current assets		**2,699,812**	2,021,104
CURRENT ASSETS			
Properties held for sale		**364,514**	400,609
Trade receivables	*11*	**5,649**	8,278
Loans and interests receivable		**410,395**	23,006
Prepayments, deposits and other receivables		**50,685**	22,081
Held-to-maturity investments		**—**	8,482
Financial assets at fair value through profit or loss		**75,446**	108,896
Tax recoverable		**2,454**	4,078
Time deposits with original maturity over three months		**20,000**	—
Cash and cash equivalents		**582,095**	1,042,600
Total current assets		**1,511,238**	1,618,030
CURRENT LIABILITIES			
Trade payables	*12*	**22,687**	12,951
Other payables and accruals		**31,177**	29,920
Deposits received and receipts in advance		**109,731**	75,269
Interest-bearing bank loans		**229,483**	239,924
Provisions for onerous contracts		**770**	240
Tax payable		**28,989**	17,048
Total current liabilities		**422,837**	375,352
NET CURRENT ASSETS		**1,088,401**	1,242,678

	2012	2011
	HK$'000	*HK$'000*
NET CURRENT ASSETS	**1,088,401**	1,242,678
TOTAL ASSETS LESS CURRENT LIABILITIES	**3,788,213**	3,263,782
NON-CURRENT LIABILITIES		
Interest-bearing bank loans	**790,171**	631,774
Provisions for onerous contracts	**2,687**	840
Deferred tax liabilities	**46,417**	30,201
Total non-current liabilities	**839,275**	662,815
Net assets	**2,948,938**	2,600,967
EQUITY		
Equity attributable to owners of the parent		
Issued capital	**65,249**	65,249
Reserves	**2,883,222**	2,535,124
	2,948,471	2,600,373
Non-controlling interests	**467**	594
Total equity	**2,948,938**	2,600,967

NOTES TO FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

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

Basis of consolidation

The consolidated financial statements include the financial statements of the Company, its subsidiaries and jointly-controlled entity for the year ended 31 March 2012. The financial statements of the subsidiaries and jointly-controlled entity are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. The assets, liabilities, income and expenses of the jointly-controlled entity are proportionally consolidated from the date on which joint control was established and obtained by the Group, and continue to be proportionally consolidated until the date that such joint control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate.

2. CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

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

HKFRS 1 Amendment	Amendment to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards — Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters*
HKAS 24 (Revised)	*Related Party Disclosures*
HK(IFRIC)-Int 14 Amendments	Amendments to HK(IFRIC)-Int 14 *Prepayments of a Minimum Funding Requirement*
HK(IFRIC)-Int 19	*Extinguishing Financial Liabilities with Equity Instruments*
*Improvements to HKFRSs 2010**	Amendments to a number of HKFRSs issued in May 2010

Other than as further explained below regarding the impact of HKAS 24 (Revised), and amendments to HKFRS 3, HKAS 1 and HKAS 27 included in *Improvements to HKFRSs 2010*, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

The principal effects of adopting these HKFRSs are as follows:

(a) HKAS 24 (Revised) *Related Party Disclosures*

HKAS 24 (Revised) clarifies and simplifies the definitions of related parties. The new definitions emphasise a symmetrical view of related party relationships and clarify the circumstances in which persons and key management personnel affect related party relationships of an entity. The revised standard also introduces an exemption from the general related party disclosure requirements for transactions with a government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity. The accounting policy for related parties has been revised to reflect the changes in the definitions of related parties under the revised standard. The adoption of the revised standard did not have any impact on the financial position or performance of the Group.

(b) *Improvements to HKFRSs 2010*

Improvements to HKFRSs 2010 issued in May 2010 sets out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments has had a significant financial impact on the financial position or performance of the Group. Details of the key amendments most applicable to the Group are as follows:

(i) HKFRS 3 *Business Combinations*: The amendment clarifies that the amendments to HKFRS 7, HKAS 32 and HKAS 39 that eliminate the exemption for contingent consideration do not apply to contingent consideration that arose from business combinations whose acquisition dates precede the application of HKFRS 3 (as revised in 2008).

In addition, the amendment limits the scope of measurement choices for non-controlling interests. Only the components of non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured at either fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another HKFRS.

The amendment also added explicit guidance to clarify the accounting treatment for non-replaced and voluntarily replaced share-based payment awards.

(ii) HKAS 1 *Presentation of Financial Statements*: The amendment clarifies that an analysis of each component of other comprehensive income can be presented either in the statement of changes in equity or in the notes to the financial statements. The Group elects to present the analysis of each component of other comprehensive income in the statement of changes in equity.

(iii) HKAS 27 *Consolidated and Separate Financial Statements*: The amendment clarifies that the consequential amendments from HKAS 27 (as revised in 2008) made to HKAS 21, HKAS 28 and HKAS 31 shall be applied prospectively for annual periods beginning on or after 1 July 2009 or earlier if HKAS 27 is applied earlier.

3. ISSUED BUT NOT YET EFFECTIVE HKFRSs

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

HKFRS 1 Amendments	Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards — Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters*[1]
HKFRS 1 Amendments	Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards — Government Loans*[4]
HKFRS 7 Amendments	Amendments to HKFRS 7 *Financial Instruments: Disclosures — Transfers of Financial Assets*[1]
HKFRS 7 Amendments	Amendments to HKFRS 7 *Financial Instruments: Disclosures — Offsetting Financial Assets and Financial Liabilities*[4]
HKFRS 9	*Financial Instruments*[6]
HKFRS 10	*Consolidated Financial Statements*[4]
HKFRS 11	*Joint Arrangements*[4]
HKFRS 12	*Disclosure of Interests in Other Entities*[4]
HKFRS 13	*Fair Value Measurement*[4]
HKAS 1 Amendments	Amendments to HKAS 1 *Presentation of Financial Statements — Presentation of Items of Other Comprehensive Income*[3]
HKAS 12 Amendments	Amendments to HKAS 12 *Income Taxes: Deferred Tax — Recovery of Underlying Assets*[2]
HKAS 19 (2011)	*Employee Benefits*[4]
HKAS 27 (2011)	*Separate Financial Statements*[4]
HKAS 28 (2011)	*Investments in Associate and Joint Ventures*[4]
HKAS 32 Amendments	Amendments to HKAS 32 *Financial Instruments: Presentation — Offsetting Financial Assets and Financial Liabilities*[5]
HK(IFRIC)-Int 20	*Stripping Costs in the Production Phase of a Surface Mine*[4]
Annual Improvements Projects	*Annual Improvements 2009-2011 Cycle*[4]

1 Effective for annual periods beginning on or after 1 July 2011
2 Effective for annual periods beginning on or after 1 January 2012
3 Effective for annual periods beginning on or after 1 July 2012
4 Effective for annual periods beginning on or after 1 January 2013
5 Effective for annual periods beginning on or after 1 January 2014
6 Effective for annual periods beginning on or after 1 January 2015

Further information about those changes that are expected to significantly affect the Group is as follows:

(a) HKFRS 7 Amendments in relation to disclosures of transfer of financial assets introduce more extensive quantitative and qualitative disclosure requirements regarding transfer transactions of financial assets (e.g. securitisations), including information for understanding the possible effects of any risks that may remain with the entity that transferred the assets. The Group expects to adopt the amendments from 1 April 2012 and comparative disclosures are not required for any period beginning before that date.

(b) HKFRS 7 Amendments in relation to disclosures of offsetting financial assets and financial liabilities issue new disclosure requirements in relation to the offsetting models of financial assets and financial liabilities. The amendments also improve the transparency in the reporting of how companies mitigate credit risk, including disclosure of related collateral pledged or received. The Group expects to adopt the amendments from 1 April 2013.

(c) HKFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace HKAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of HKAS 39.

In November 2010, the HKICPA issued additions to HKFRS 9 to address financial liabilities (the "Additions") and incorporated in HKFRS 9 the current derecognition principles of financial instruments of HKAS 39. Most of the Additions were carried forward unchanged from HKAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option ("FVO"). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income ("OCI"). The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of the additions.

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety. Before this entire replacement, the guidance in HKAS 39 on hedge accounting and impairment of financial assets continues to apply. The Group expects to adopt HKFRS 9 from 1 April 2015.

(d) HKFRS 10 establishes a single control model that applies to all entities including special purpose entities or structured entities. It includes a new definition of control which is used to determine which entities are consolidated. The changes introduced by HKFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled, compared with the requirements in HKAS 27 and HK(SIC)-Int 12 *Consolidation — Special Purpose Entities*. HKFRS 10 replaces the portion of HKAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements. It also includes the issues raised in HK(SIC)-Int 12. The Group expects to adopt HKFRS 10 from 1 April 2013.

(e) HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures* and HK(SIC)-Int 13 *Jointly Controlled Entities — Non-Monetary Contributions by Venturers*. It describes the accounting for joint arrangements with joint control. It addresses only two forms of joint arrangements, i.e., joint operations and joint ventures, and removes the option to account for joint ventures using proportionate consolidation. The Group expects to adopt HKFRS 10 from 1 April 2013.

(f) HKFRS 12 includes the disclosure requirements for subsidiaries, joint arrangements, associate and structured entities that are previously included in HKAS 27 *Consolidated and Separate Financial Statements*, HKAS 28 *Investments in Associate* and HKAS 31 *Interests in Joint Ventures*. It also introduces a number of new disclosure requirements for these entities.

Consequential amendments were made to HKAS 27 and HKAS 28 as a result of the issuance of HKFRS 10, HKFRS 11 and HKFRS 12. The Group expects to adopt HKFRS 10, HKFRS 11, HKFRS 12, and the consequential amendments to HKAS 27 and HKAS 28 from 1 April 2013.

(g) HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. The Group expects to adopt HKFRS 13 prospectively from 1 April 2013.

(h) HKAS 1 Amendments change the grouping of items presented in OCI. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items which will never be reclassified. The Group expects to adopt the amendments from 1 April 2013.

(i) HKAS 12 Amendments clarify the determination of deferred tax for investment property measured at fair value. The amendments introduce a rebuttable presumption that deferred tax on investment property measured at fair value should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, the amendments incorporate the requirement previously in HK(SIC)-Int 21 *Income Taxes — Recovery of Revalued Non-Depreciable Assets* that deferred tax on non-depreciable assets, measured using the revaluation model in HKAS 16, should always be measured on a sale basis. The Group expects to adopt HKAS 12 Amendments from 1 April 2012. Upon adoption, the Group's deferred tax liability with respect to investment properties located in Hong Kong is expected to be reduced.

(j) HKAS 32 Amendments clarify the requirements for offsetting financial instruments. The amendments address inconsistencies in current practice when applying the offsetting criteria and clarify the meaning of "currently has a legally enforceable right of set-off" and some gross settlement systems may be considered equivalents to net settlements. The Group expects to adopt the amendments from 1 April 2014.

(k) *Annual Improvements 2009-2011 Cycle* sets out a collection of amendments to HKFRSs (including HKFRS 1, HKAS 1, HKAS 16, HKAS 32 and HKAS 34) which is issued in response to the International Accounting Standards Board's (IASB) annual improvements project to make necessary, but non-urgent, amendments to IFRSs that will not be included as part of another major project. The Group expects to adopt the amendments from 1 April 2013.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has six reportable operating segments as follows:

(a) the property development segment engages in the development of properties;

(b) the property investment engages in investment and trading of industrial and commercial premises and residential units for rental or for sale;

(c) the Chinese wet markets segment engages in the management and sub-licensing of Chinese wet markets;

(d) the shopping centres and car parks segment engages in the management and sub-licensing of shopping centres and car parks (discontinued during the year);

(e) the agricultural by-product wholesale markets segment engages in the operations and management of agricultural by-product wholesale markets (discontinued during the year); and

(f) the trading of agricultural by-products segment engages in the wholesale and retail of agricultural by-products (discontinued during the year).

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

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

Information regarding these reportable segments, together with their related revised comparative information is presented below.

Reportable segment information

Year ended 31 March 2012

	Continuing operations				Discontinued operations				
	Property development *HK$'000*	Property investment *HK$'000*	Chinese wet markets *HK$'000*	Total continuing operations *HK$'000*	Shopping centres and car parks *HK$'000*	Agricultural by-products wholesale markets *HK$'000*	Trading of agricultural by products *HK$'000*	Total discontinued operations *HK$'000*	Total Group *HK$'000*
Segment revenue:									
Sales to external customers	128,175	51,954	230,656	410,785	11,741	17,506	18,872	48,119	458,904
Intersegment sales	—	—	354	354	78	357	—	435	789
Other revenue	4,923	124,383	5,158	134,464	1,597	157	422	2,176	136,640
Total	133,098	176,337	236,168	545,603	13,416	18,020	19,294	50,730	596,333
Elimination of intersegment sales									(789)
Corporate and unallocated revenue									7,058
Total									602,602
Segment results	9,455	160,884	23,810	194,149	835	1,184	256	2,275	196,424
Interest income				48,343				—	48,343
Finance costs				(10,909)				(371)	(11,280)
Corporate and unallocated income and expenses, net				(102,749)				—	(102,749)
Share of profits and losses of an associate				290,692				—	290,692
Profit before tax				419,526				1,904	421,430
Income tax expense				(42,600)				(95)	(42,695)
Profit for the year				376,926				1,809	378,735

Year ended 31 March 2011

	Continuing operations				Discontinued operations				
	Property development	Property investment	Chinese wet markets	Total continuing operations	Shopping centres and car parks	Agricultural by-products wholesale markets	Trading of agricultural by products	Total discontinued operations	Total Group
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Segment revenue:									
Sales to external customers	147,182	192,335	219,783	559,300	12,775	18,768	23,318	54,861	614,161
Intersegment sales	—	—	483	483	109	462	—	571	1,054
Other revenue	79	111,062	8,131	119,272	1,295	—	7,588	8,883	128,155
Total	147,261	303,397	228,397	679,055	14,179	19,230	30,906	64,315	743,370
Elimination of intersegment sales									(1,054)
Corporate and unallocated revenue									90,018
Total									832,334
Segment results	2,735	159,603	31,037	193,375	1,100	1,377	7,403	9,880	203,255
Interest income				25,330				—	25,330
Finance costs				(13,680)				(334)	(14,014)
Corporate and unallocated income and expenses, net				44,725				—	44,725
Profit before tax				249,750				9,546	259,296
Income tax expense				(32,639)				(265)	(32,904)
Profit for the year				217,111				9,281	226,392

Year ended 31 March 2012

	Continuing operations				Discontinued operations						
	Property development *HK$'000*	**Property investment** *HK$'000*	**Chinese wet markets** *HK$'000*	**Total continuing operations** *HK$'000*	**Shopping centres and car parks** *HK$'000*	**Agricultural by-products wholesale markets** *HK$'000*	**Trading of agricultural by-products** *HK$'000*	**Total discontinued operations** *HK$'000*	**Total of reportable segments** *HK$'000*	**Corporate and others** *HK$'000*	**Total Group** *HK$'000*
Other segment information:											
Depreciation	**86**	**70**	**4,115**	**4,271**	**2**	**127**	**33**	**162**	**4,433**	**1,504**	**5,937**
Amortisation of other intangible asset	**—**	**—**	**—**	**—**	**—**	**6,060**	**—**	**6,060**	**6,060**	**—**	**6,060**
Write-down of properties under development to net realisable value	**29,369**	**—**	**—**	**29,369**	**—**	**—**	**—**	**—**	**29,369**	**—**	**29,369**
Write-back of impairment of trade receivables, net	**—**	**—**	**28**	**28**	**—**	**—**	**—**	**—**	**28**	**—**	**28**
Impairment of an available-for-sale investment	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**13,587**	**13,587**
Capital expenditure	**468,728**	**29,647**	**1,598**	**499,973**	**—**	**—**	**—**	**—**	**499,973**	**1,805**	**501,778**
Fair value losses/(gains) on investment properties, net	**—**	**(116,096)**	**484**	**(115,612)**	**—**	**—**	**—**	**—**	**(115,612)**	**—**	**(115,612)**
Fair value losses on financial assets at fair value through profit or loss, net	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**51,612**	**51,612**
Investment in an associate	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**356,956**	**356,956**
Share of profits and losses of an associate	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**(290,692)**	**(290,692)**

Year ended 31 March 2011

	Continuing operations				Discontinued operations						
	Property development *HK$'000*	Property investment *HK$'000*	Chinese wet markets *HK$'000*	Total continuing operations *HK$'000*	Shopping centres and car parks *HK$'000*	Agricultural by-products wholesale markets *HK$'000*	Trading of agricultural by-products *HK$'000*	Total discontinued operations *HK$'000*	Total of reportable segments *HK$'000*	Corporate and others *HK$'000*	Total Group *HK$'000*
Other segment information:											
Depreciation	223	73	4,238	4,534	1	132	46	179	4,713	1,340	6,053
Amortisation of other intangible asset	—	—	—	—	—	6,060	—	6,060	6,060	—	6,060
Write-down of properties under development to net realisable value	41,194	—	—	41,194	—	—	—	—	41,194	—	41,194
Impairment of trade receivables, net	—	—	114	114	—	—	—	—	114	—	114
Impairment of an available-for-sale investment	—	—	—	—	—	—	—	—	—	24,327	24,327
Capital expenditure	484,392	66,092	2,435	552,919	2	—	—	2	552,921	2,350	555,271
Fair value gains on investment properties, net	—	109,283	438	109,721	—	—	—	—	109,721	—	109,721
Fair value losses on financial assets at fair value through profit or loss, net	—	—	—	—	—	—	—	—	—	4,746	4,746
Gain on disposal of a subsidiary	—	—	—	—	—	—	6,704	6,704	6,704	—	6,704
Gain on disposal of an associate	—	—	—	—	—	—	—	—	—	39,880	39,880

Geographical information

(a) Sales to external customers from continuing operations

	2012	2011
	HK$'000	*HK$'000*
Hong Kong	**393,154**	542,778
Mainland China	**17,631**	16,522
	410,785	559,300

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

(b) Non-current assets

	2012	2011
	HK$'000	*HK$'000*
Hong Kong	**2,348,949**	1,494,581
Mainland China	**79,416**	76,809
	2,428,365	1,571,390

The non-current asset information from continuing operations above is based on the locations of assets and excludes financial instruments and deferred tax assets.

Information about a major customer

For the year ended 31 March 2012, revenue from continuing operations of HK$106,200,000 was derived from sales by the property development segment to a single customer. For the year ended 31 March 2011, revenue from continuing operations of HK$122,301,000 was derived from sales by the property investment segment to a single customer.

5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents sub-licensing and management fee income received and receivable; the invoiced value of services rendered; the gross rental income received and receivable from investment properties and proceeds from the sale of properties during the year.

An analysis of the Group's revenue, other income and gains from continuing operations is as follows:

	Group	
	2012	2011
	HK$'000	*HK$'000*
Revenue		
Sub-licensing fee income	**211,200**	199,437
Property management fee income	**5,842**	8,399
Gross rental income	**66,663**	74,242
Sale of properties	**127,080**	277,222
	410,785	559,300
Other income		
Bank interest income	**3,121**	908
Interest income from financial investments	**1,737**	4,455
Interest income from loans receivable	**43,485**	19,967
Dividend income from listed securities	**2,061**	3,034
Management fee income	**3,150**	5,038
Government grants[#]	**—**	2,795
Others	**9,616**	5,502
	63,170	41,699
Gains		
Gain on disposal of an associate	**—**	39,880
Gain on disposal of investment properties, net	**7,207**	1,347
Gain on disposal of held-to-maturity investments	**737**	—
Gain on disposal of financial assets at fair value through profit or loss, net	**—**	5,532
Gain on disposal of items of property, plant and equipment	**2,663**	—
Fair value gain on an available-for-sale investment (transfer from equity on disposal)	**—**	35,600
Exchange gains, net	**476**	841
	11,083	83,200
Other income and gains	**74,253**	124,899

[#] Certain government grants have been received by certain Chinese wet markets operated by the Group's jointly-controlled entity in Shenzhen, the PRC, in respect of the fulfillment of government initiatives implemented for the wet market industry in the PRC. There are no unfulfilled conditions or contingencies relating to these grants and these grants received have been recognised in other income in profit or loss of the statement of comprehensive income.

6. PROFIT BEFORE TAX

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

	Group	
	2012	2011
	HK$'000	*HK$'000*
Cost of services provided	**181,547**	171,229
Cost of properties sold	**65,225**	209,752
Depreciation	**5,775**	5,874
Minimum lease payments under operating leases in respect of land and buildings	**128,990**	122,213
Amortisation of other intangible asset	**6,060**	6,060
Auditors' remuneration	**2,600**	2,100
Employee benefit expense (including directors' remuneration):		
Wages and salaries	**52,490**	43,455
Equity-settled share option expense	**478**	847
Pension scheme contributions	**1,185**	1,170
Less: Amount capitalised	**—**	(593)
	54,153	44,879
Gross rental income, net of business tax	**(70,649)**	(77,868)
Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties	**3,804**	3,823
	(66,845)	(74,045)
Impairment of an available-for-sale investment*	**13,587**	24,327
Loss on disposal of financial assets at fair value through profit or loss, net*	**18,733**	—
Write-down of properties under development to net realisable value, net*	**29,369**	41,194
Loss on disposal and write-off of items of property, plant and equipment*	**—**	45
Amount provided for onerous contracts, net	**2,377**	880
Impairment/(write-back of impairment) of trade receivables, net*	**(28)**	114
Impairment of other receivables*	**1,411**	—

* These expenses are included in "Other expenses" on the face of the consolidated statement of comprehensive income.

7. FINANCE COSTS

An analysis of finance costs from continuing operations is as follow:

	Group	
	2012	2011
	HK$'000	*HK$'000*
Interest on bank loans:		
Wholly repayable within five years	**7,912**	5,802
Repayable beyond five years *(Note)*	**9,621**	9,570
	17,533	15,372
Less: Interest capitalised	**(6,624)**	(1,692)
	10,909	13,680

The above analysis shows the finance costs of bank borrowings, including term loans which contain a repayment on demand clause, in accordance with the agreed scheduled repayments dates set out in the loan agreements.

Note: Included interests of HK$2,236,000 (2011: HK$6,526,000) on bank borrowings which contain a repayment on demand clause.

8. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable in Mainland China have been calculated at the rate of tax prevailing in Mainland China.

	2012	2011
	HK$'000	*HK$'000*
Group:		
Current — Hong Kong		
Charge for the year	**19,201**	17,877
Overprovision in prior years	**(459)**	(61)
	18,472	17,816
Current — the PRC		
Charge for the year	**8,034**	2,438
Deferred	**15,824**	12,385
Total tax charge for the year from continuing operations	**42,600**	32,639

9. DIVIDENDS

	2012	2011
	HK$'000	*HK$'000*
Interim — HK0.15 cents (2011: HK1.5 cents) per ordinary share	**9,787**	9,787
Proposed final — HK0.5 cents (2011: HK0.4 cents) per ordinary share	**32,625**	26,100
	42,412	35,887

The final dividend proposed subsequent to the reporting period has not been recognised as a liability at the end of the reporting period and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

The interim dividend per ordinary share amount for the prior year was adjusted to reflect the five-to-one share consolidation which took place on 27 January 2011.

10. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 6,524,935,021 (2011: 1,481,061,256) in issue during the year, as adjusted to reflect the consolidation of shares, the rights issue and the bonus issues associated with the rights issue during the year ended 31 March 2011.

The calculation of diluted earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent and the weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares, as adjusted for the consolidation of shares, the rights issue and the bonus issues associated with the rights issue during the year ended 31 March 2011.

The Group had no potentially dilutive ordinary shares in issue during those years.

The calculations of basic and diluted earnings per share amounts are based on:

	2012	2011
	HK$'000	*HK$'000*
Earnings		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculation:		
From continuing operations	**376,852**	217,217
From discontinued operations	**1,815**	8,977
	378,667	226,194

	Number of shares	
	2012	2011
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings per share calculation*	**6,524,935,021**	1,481,061,256

* The weighted average numbers of ordinary shares in 2011 have been retrospectively adjusted for the five-to-one share consolidation which took place on 27 January 2011 and the rights issue and its associated bonus issue which took place on 22 February 2011.

11. TRADE RECEIVABLES

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

	Group	
	2012	2011
	HK$'000	*HK$'000*
Within 90 days	**5,390**	7,097
91 days to 180 days	**96**	847
Over 180 days	**324**	523
	5,810	8,467
Less: Impairment	**(161)**	(189)
	5,649	8,278

The Group generally grants a 15 to 30 day credit period to customers for its sub-leasing business. The Group generally does not grant any credit to customers of other businesses.

The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

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

	Group	
	2012	2011
	HK$'000	*HK$'000*
At 1 April	**189**	119
Impairment losses recognised	**—**	189
Amount written off as uncollectible	**—**	(44)
Impairment losses reversed	**(28)**	(75)
At 31 March	**161**	189

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of HK$161,000 (2011: HK$189,000) with a carrying amount before provision of HK$231,000 (2011: HK$711,000).

The individually impaired trade receivables relate to customers that were in financial difficulties and only a portion of the receivables is expected to be recovered.

The aged analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

	Group	
	2012	2011
	HK$'000	*HK$'000*
Neither past due nor impaired	**5,323**	5,089
Less than 90 days past due	**82**	1,531
91 to 180 days past due	**174**	1,136
	5,579	7,756

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

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

12. TRADE PAYABLES

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

	Group	
	2012	2011
	HK$'000	*HK$'000*
Within 90 days	**22,687**	12,951

The trade payables are non-interest-bearing and have an average term of 30 days. The carrying amounts of the trade payables approximate to their fair values.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL RESULTS

For the financial year ended 31 March 2012, the Group's turnover and profit attributable to owners of the parent amounted to approximately HK$410.8 million (2011: approximately HK$559.3 million) and approximately HK$378.7 million (2011: approximately HK$226.2 million), respectively.

DIVIDENDS

The Board has recommended the payment of a final dividend of HK0.5 cents (2011: HK0.4 cents) per ordinary share for the year ended 31 March 2012 to shareholders on the register of members of the Company as of Wednesday, 29 August 2012. The final dividend will be paid on or around Friday, 7 September 2012, subject to shareholders' approval at the forthcoming annual general meeting of the Company to be held on Tuesday, 21 August 2012. Together with the interim dividend of HK0.15 cents (30 September 2010: HK1.5 cents), the total dividend for the year ended 31 March 2012 will be HK0.65 cents (2011: HK1.9 cents) per ordinary share. For the year ended 31 March 2012, the total amount of dividends paid and payable are approximately HK$42.4 million and the retained earnings will be used for the Group's operation, development and expansion in the future.

CLOSURE OF REGISTER

The register of members of the Company will be closed for the following periods:

(a) *for determining eligibility to attend and vote at the 2012 annual general meeting:*

Latest time to lodge transfer documents for registration:	4:30 p.m., Thursday, 16 August 2012
Closure of register of members:	Friday, 17 August 2012 to Tuesday, 21 August 2012 (both days inclusive)
Record Date:	Tuesday, 21 August 2012

(b) *for determining entitlement to the proposed final dividend:*

Latest time to lodge transfer documents for registration:	4:30 p.m., Monday, 27 August 2012
Closure of register of members:	Tuesday, 28 August 2012 to Wednesday, 29 August 2012 (both days inclusive)
Record Date:	Wednesday, 29 August 2012

In order to be eligible to attend and vote at the 2012 annual general meeting and to qualify for the proposed final dividend, all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than the respective latest time set out above.

BUSINESS REVIEW

The Group's turnover for the year ended 31 March 2012 amounted to approximately HK$410.8 million (2011: approximately HK$559.3 million), representing a decrease of approximately HK$148.5 million compared to last financial year. Profit attributable to shareholders for the year ended 31 March 2012 was approximately HK$378.7 million (2011: approximately HK$226.2 million). The significant improvement was chiefly contributed by the gain on bargain purchase generated from the acquisition of additional equity interest in Wai Yuen Tong Medicine Holdings Limited ("**WYTH**").

Property Development

For the year ended 31 March 2012, total revenue from the sales of properties was approximately HK$128.2 million (2011: approximately HK$147.2 million), representing a decrease of approximately HK$19.0 million.

Pre-sale of the residential flats for the Pak Kung Street project (Hung Hom) was launched in December 2011 and 103 residential flats had been pre-sold with a total value of approximately HK$352.7 million which is expected to be recognised as revenue in the income statement for the year ending 31 March 2014. Foundation work was completed. Construction of the superstructure will commence soon and is planned to be completed by the end of 2013.

For the Kwai Heung Street project (Sai Ying Pun), demolition work was completed. Foundation work is under way and is expected to be completed in the first quarter of 2013. Planning work for the construction of show flats is in full swing. Pre-sale of residential flats will be launched in the second half of 2012.

Demolition work at the Nathan Road site was completed. Foundation work is progressing well and is anticipated to be finished by end of 2012. Construction of the superstructure is scheduled to be completed by the first half of 2014.

In April 2012, the Group had successfully completed the acquisition of four blocks of building at Camp Street, Sham Shui Po and all units of these buildings have been vacant. It is planned that demolition work and foundation work will commence in the second half of 2012 and the first quarter of 2013 respectively. The entire site is intended to be redeveloped into a residential cum commercial complex.

The two industrial buildings at the Yau Tong site were completely demolished. The Group is still under negotiation with the Hong Kong government in respect of the finalisation of land premium.

As of 31 May 2012, the Group has a development land portfolio as follows:

Location	Approximate Site Area *(sq ft)*	Intended Usage	Anticipated Year of Completion
2 – 8 Pak Kung Street, Hung Hom	4,000	Residential/Shops	2013
1–13 Kwai Heung Street, Sai Ying Pun	4,800	Residential/Shops	2014
724, 724A and 746 Nathan Road, Mongkok	3,000	Commercial	2014
140 – 146 Camp Street, Shum Shui Po	4,600	Residential/Shops	2015
Sze Shan Street, Yau Tong	41,000	Residential/Shopping Centre	2016
	57,400		

The Group is actively participating in the public tender offered by the government and tender organised by Urban Renewal Authority with an aim to enlarge its existing development land portfolio. Besides, we also allocate additional resources into the selection and location of suitable development sites in the private property market.

Property Investment

Revenue for this division comprises the sale of properties and rental income generated from leasing. For the year ended 31 March 2012, the Group's gross rental income amounted to approximately HK$52.0 million (2011: approximately HK$54.9 million).

As of 31 March 2012, the Group maintained a property investment portfolio including retail and residential premises in Hong Kong with a total carrying value of approximately HK$719.8 million (2011: approximately HK$649.8 million).

On 14 June 2012, the Group entered into a provisional sale and purchase agreement, through its indirect wholly-owned subsidiary, to dispose of an investment property located at Yuen Long, New Territories with a saleable floor area of approximately 1,184 square feet at a consideration of HK$82.8 million (the "**Disposal**"), details of which were set out in the Company's announcement dated 14 June 2012. Completion of the Disposal will take place on 25 October 2012.

As part of our regular exercise, the Group will continue to review its existing property investment portfolio and ensure that a well-balanced tenant composition is maintained. Besides, the Group is also actively looking for suitable retail premises with reasonable rental yield and strong potential for capital gain in the near future.

Management and Sub-Licensing of Chinese Wet Markets

For the year ended 31 March 2012, turnover for this division slightly increased to approximately HK$230.7 million (2011: approximately HK$219.8 million). The improvement was mainly contributed by the additional licensing income arising from the renewal of license agreements with stall operators and the full-year effect of the management of a new Chinese Wet Market at Heng On Estate since last financial year.

The Group currently manages a portfolio of approximately 1,000 stalls at 16 "Allmart" brand Chinese wet markets in Hong Kong with a gross floor area of over 350,000 square feet. In the PRC, the Group is now managing a portfolio of approximately 1,100 stalls occupying a total floor area of over 283,000 square feet in 17 "Humin" brand Chinese wet markets in various districts in Shenzhen.

Our "Allmart Club" membership program was launched in our managed Chinese wet market at Kai Tin, Lam Tin and Choi Ming Estates, Tseung Kwan O in October 2011 and April 2012 respectively. As of today, over 3000 members for Kai Tin market and nearly 1500 members for Choi Ming market have been recruited. All members are eligible to receive welcome gift packages which include discount coupons which are valid for purchases at designated stalls. In order to encourage more regular visits, a bonus system was established for each member to become entitled to one lucky draw where he has accumulated 20 or more bonus points with one bonus point being credited for each visit per day. With the remarkable success of these two markets, the Group plans to introduce the "Allmart Club" membership program to our managed Chinese wet markets at Hau Tak Estates, Tseung Kwan O and Tin Chak Estates, Tin Shui Wai later this year. Besides, promotion activities such as lucky draw will be occasionally organised and held in our managed Chinese wet markets so as to ensure regular traffic flow of shoppers which will definitely enhance the business activities of our stall operators in the medium to long run.

Coupled with the rollout of our "Allmart Club" membership program, the Group had introduced "One Dollar Rental Scheme" for any member to start up his/her own business such as fortune teller, hand-made artwork kiosk, etc. in our selected Chinese wet markets. We anticipate that these new elements can boost up the overall public image and perception of our managed traditional Chinese wet markets to the public.

Investment in Pharmaceutical and Health Products Related Business

As announced by the Company on 28 November 2011 and 1 December 2011, the Group had acquired on-market an aggregate of 322.78 million shares of HK$0.01 each in the issued share capital of WYTH, a company listed on the Stock Exchange in which the Company held 9.15% equity interest immediately before completion of the Acquisition (as hereinafter defined), in a series of transactions conducted between 17 November 2011 and 19 December 2011 for an aggregate purchase price of approximately HK$42.2 million (the "**Acquisition**").

Immediately after the Acquisition, WYTH became an associate of the Group, in which the Group held 25% equity interest as at 31 March 2012. As a result of an impairment loss recognised for the investment in an associate and realised and unrealised loss on held-for-trading investment, WYTH had a loss attributable to its owners of approximately HK$226.9 million (2011: profit of approximately HK$99.1 million). Share of profit of WYTH for the year ended 31 March 2012 amounted to approximately HK$290.7 million which comprised the gain on bargain purchase generated from the acquisition of equity interests in WYTH and the share of 4 months results of WYTH.

However, in light of worldwide public awareness of health, the Group believes that the operations of WYTH will enjoy a stable growth in the years to come.

CHANGE OF USE OF PROCEEDS FROM THE RIGHTS ISSUE

As announced by the Company on 12 April 2012, following several rounds of negotiations with the Hong Kong Government on the terms of the Yau Tong Project, it appears unlikely that (a) the Company and the Hong Kong Government will reach agreement on the terms of the Yau Tong Project (including the amount of the land premium payable) in the near future; and (b) the economic and market conditions will change dramatically in the near future, the Board has resolved to change the intended application of the net proceeds of, inter alia, approximately HK$350 million which is originally allocated for application for the Yau Tong project (the "**Allocated YT Proceeds**"). In order to utilise the Allocated YT Proceeds more effectively, the use of Allocated YT Proceeds will be changed as to approximately HK$230 million for the Group's existing or potential property development projects, as to approximately HK$70 million for the repayment of bank loans and as to the remaining balance of approximately HK$50 million for the general working capital of the Group.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2012, the Group's total assets less current liabilities were approximately HK$3.8 billion (2011: approximately HK$3.3 billion) and the current ratio decreased from approximately 4.31 times as at 31 March 2011 to approximately 3.57 times as at 31 March 2012.

As at 31 March 2012, the Group had cash resources and short-term investments of approximately HK$677.5 million (2011: approximately HK$1,151.5 million). Aggregate borrowings as at 31 March 2012 amounted to approximately HK$1,019.7 million (2011: approximately HK$871.7 million). The gearing ratio was 14.8% (2011: Nil), calculated by reference to the Group's total borrowings net of cash and cash equivalents and the equity attributable to owners of the parent. As at 31 March 2012, the Group's investment properties, properties under development and properties held for sale, with carrying value of approximately HK$677.6 million, HK$1,234.1 million and HK$363.4 million (2011: approximately HK$587.6 million, HK$824.7 million and HK$392.5 million), were pledged to secure the Group's general banking facilities utilised for approximately HK$183.6 million, HK$565.1 million and HK$202.0 million (2011: approximately HK$182.9 million, HK$390.1 million and HK$204.7 million), respectively. The Group's capital commitment as at 31 March 2012 amounted to approximately HK$128.4 million (2011: approximately HK$275.5 million). The Group had no significant contingent liabilities as at the end of the reporting period.

Management is of the opinion that the Group's existing financial resources are sufficient for the Group's needs in the foreseeable future.

FOREIGN EXCHANGE

The Board is of the opinion that the Group has no material foreign exchange exposure. All bank borrowings are denominated in Hong Kong dollars. The revenue of the Group, being mostly denominated in Hong Kong dollars, matches the currency requirements of the Group's operating expenses. The Group therefore does not engage in any hedging contracts.

EMPLOYEES AND REMUNERATION POLICIES

At the end of the reporting period, the Group had 224 (2011: 234) employees, of whom approximately 87.9% were located in Hong Kong and the rest were located in the PRC. The Group remunerates its employees mainly based on industry practices and individual performance and experience. On top of the regular remuneration, discretionary bonus and share options may be granted to selected staff by reference to the Group's performance as well as the individual's performance. Other benefits such as medical and retirement benefits and structured training programs are also provided.

PROSPECTS

Following the trend in the second half of 2011/12, the global market was still volatile under the influence of deteriorating European sovereign debt crisis, particularly in Greece. Since the beginning of 2012, the residential property market in Hong Kong has seen some reactivation and transaction volume has rebounded quite quickly. The Hong Kong economy is likely to be stable under the environment of relatively low level mortgage interest rate, strong demand from Chinese nationals in residential properties and continued income growth. It is also anticipated that the land supply will be moderately increased in the coming five years. The recent introduction of regulatory measures on the primary and secondary residential property transactions will make the market more transparent and systematic and will be beneficial to the public in the long run.

As a leading operator of Chinese Wet Markets in Hong Kong, the Group will continue to look for improvement in managing the day-to-day operation of the markets. We will continue to channel more resources on securing more management contracts both in Hong Kong and PRC.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year under review.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

In the opinion of the Board, the Company had complied with the code provisions of the Code on Corporate Governance Practices contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") throughout the financial year ended 31 March 2012.

Further details of the Company's corporate governance practices are set out in the corporate governance report to be contained in the Company's 2012 annual report.

PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

Pursuant to the recent amendments to the Listing Rules enacted by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 1 January 2012 and 1 April 2012, respectively, and the various amendments to the Companies Act 1981, the Board proposes to seek approval of the shareholders of the Company by way of special resolutions at the 2012 annual general meeting to amend the existing bye-laws of the Company (the "**Bye-laws**") so as to bring the Bye-laws in line with current amendments made to the Listing Rules, the applicable laws including the Companies Act 1981 of Bermuda and certain housekeeping improvements.

Details of the amendments to the Bye-laws will be set out in the notice convening the 2012 annual general meeting to be incorporated in the Company's circular which will be despatched to the shareholders of the Company together with the 2012 annual report of the Company in due course.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Having made specific enquiries of all directors, the Company confirmed that all directors had complied with the required standards set out in the Model Code throughout the financial year under review.

AUDIT COMMITTEE

The Company has established an audit committee (the "**Audit Committee**"), in accordance with the requirements of the Listing Rules, for the purposes of reviewing and providing supervision over the Group's financial reporting processes and internal controls. The Audit Committee, comprising three independent non-executive directors, namely Mr. Siu Yim Kwan, Sidney, Mr. Wong Chun, Justein and Mr. Siu Kam Chau, has reviewed with the management and the auditors the consolidated financial statements for the year ended 31 March 2012. Mr. Siu Yim Kwan, Sidney was elected as the chairman of the Audit Committee.

INVESTMENT COMMITTEE

The Company has established an investment committee (the "**Investment Committee**") on 20 June 2012 for purposes of effectively determining the investment strategy and plan, monitoring the execution of investment strategy and adjusting the investment strategy. The Investment Committee comprises three members, namely Mr. Tang Ching Ho, Mr. Chan Chun Hong, Thomas and Mr. Siu Kam Chau and is chaired by Mr. Tang Ching Ho.

ANNUAL GENERAL MEETING

The 2012 annual general meeting of the shareholders of the Company will be held at Garden Rooms A & B, 2/F., Hotel Nikko HongKong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong, on Tuesday, 21 August 2012 at 12:00 noon and the notice convening such meeting will be published and despatched to the shareholders of the Company in the manner as required by the Listing Rules in due course.

PUBLICATION OF FINAL RESULTS AND DESPATCH OF ANNUAL REPORT

This final results announcement is published on the websites of the Stock Exchange at (*http://www.hkex.com.hk*) and the Company at (*http://www.wangon.com*). The 2012 annual report containing all the information required by the Listing Rules will be despatched to the Company's shareholders and available on the above websites in due course.

By Order of the Board
WANG ON GROUP LIMITED
(宏安集團有限公司)*
Tang Ching Ho
Chairman

Hong Kong, 20 June 2012

As at the date of this announcement, the Board comprises three executive directors of the Company, namely Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Mr. Chan Chun Hong, Thomas, and four independent non-executive directors of the Company, namely Dr. Lee Peng Fei, Allen, Mr. Wong Chun, Justein, Mr. Siu Yim Kwan, Sidney and Mr. Siu Kam Chau.

* *For identification purpose only*