







MANAGEMENT DISCUSSION AND ANALYSIS

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FINANCIAL HIGHLIGHTS

- Revenue increased by 111.9% to approximately HK\$3.7 billion.
- Net profit attributable to Shareholders increased by 101.5% to approximately HK\$903 million. Earnings per Share increased by 117.4% to HK\$0.50.
- Net assets attributable to Shareholders increased from HK\$3.80 per Share to HK\$4.53 per Share. Adjusting for hotel revaluation surplus, net assets attributable to Shareholders as at 31 March 2013 came to HK\$8.45 per Share⁽ⁱ⁾.
- Net gearing ratio was at 25.4%⁽ⁱ⁾ and cash position was at approximately HK\$3.2 billion as at 31 March 2013.
- Final dividend of HK\$0.11 per Share was recommended for the year ended 31 March 2013 (2012: HK\$0.05 per Share).
- Contracted presale value of properties under development amounted to approximately HK\$4.9 billion as at 31 March 2013 after booking substantial revenue from property development.

Note:

(i) Revaluation surplus on hotel assets of approximately HK\$9,459 million as at 31 March 2013 was not recognized in the Company's consolidated financial statements, but adjusted for calculation of net asset value per Share and the net gearing ratio.

FINANCIAL REVIEW

1. ANNUAL RESULTS

The Company's consolidated revenue for the financial year ended 31 March 2013 was approximately HK\$3,732 million, an increase of 111.9% as compared with last financial year. Revenue from property development business amounted to approximately HK\$1,946 million for the financial year ended 31 March 2013, a substantial increase as compared with last financial year. This was mainly due to the completion of Stage 1 of Upper West Side project in Australia and an increase in sales of the remaining apartments at Bakerview, Hong Kong during the financial year. Hotel operation and car park business contributed revenue of approximately HK\$1,153 million and HK\$567 million respectively, an increase of 5.2% and 5.6% respectively as compared with last financial year. Revenue from investment properties was approximately HK\$62 million, a decrease of 7.1% as compared with last financial year due to a disposal of an investment building during the year.



Gross profit of the Company for the financial year ended 31 March 2013 was approximately HK\$1,027 million, an increase of 21.1% as compared with last financial year. The increase was mainly due to increase in sales of residential properties of Stage 1 of Upper West Side in Australia and continued growth in hotel and car park operations.

Net profit attributable to shareholders of the Company ("Shareholders") for the financial year ended 31 March 2013 amounted to approximately HK\$903 million, an increase of 101.5% as compared with last financial year. The major reasons for the increase were: (i) completion of Stage 1 of Upper West Side in Australia; (ii) gain on disposal of a subsidiary holding Dorsett Regency Hotel, Hong Kong located at Kennedy Town, Hong Kong; (iii) growth in hotel operating performance; (iv) increase in gain on fair value of investment properties; and (v) write back of an over provision of land appreciation tax.

2. LIQUIDITY AND FINANCIAL RESOURCES

	As at 31 March 2013	
		Consolidated Group
	Dorsett	
	HK\$ million	HK\$ million
Bank loans, convertible bonds and borrowings	3,871	7,900
Bank and cash balances	882	3,167
Net debt	2,989	4,733
Carrying amount of total equity	3,786	9,150
Add: hotel revaluation surplus	9,459	9,459
Total equity	13,245	18,609
Net gearing ratio (net debt to total equity)	22.6%	25.4%

As at 31 March 2013, the Company's total consolidated equity amounted to approximately HK\$9,150 million, an increase of 7.7% as compared with that as at 31 March 2012. Dorsett recorded a revaluation surplus of approximately HK\$9,459 million over the carrying value of its hotel portfolio as at 31 March 2013. This surplus was not recognized in the Company's consolidated statement of financial position. Taking into account the hotel assets revaluation surplus, Dorsett's net gearing ratio was 22.6% and the net gearing ratio of the Group was 25.4%.

On 4 March 2013, the Company issued a 3-year bond due in 2016 with an aggregate principal amount of CNY1 billion at a fixed rate of 5.875% per annum. The Company entered into CNY/USD cross currency swap contracts in relation to the bond and was able to reduce the effective interest rate to approximately 4.67% per annum. The net proceeds of the issue, after deduction of commission and administrative expenses, amounted to approximately CNY988 million (approximately HK\$1.24 billion). The Group intends to use the amount raised for business development and general corporate purposes.

3. REPURCHASE OF 230 MILLION SHARES AT HK\$1.23 PER SHARE

In July 2012, the Company completed the repurchase of 230 million shares (11.7% of the issued share capital before the repurchase) of the Company and the repurchased Shares were cancelled. The share repurchase contributed to a significant enhancement in NAV per Share as shown in (4) below.

4. NET ASSET VALUE

	As at 31 March 2013 HK\$ million	As at 31 March 2012 HK\$ million
Equity attributable to shareholders of the Group Add: Hotel revaluation surplus (adjusted for minority shareholders' interests)	8,013 6,929	7,452 5,677
Total net asset value	14,942	13,129
No. of Shares issued ("million")	1,769	1,960
Net asset value ("NAV") per Share	HK\$8.45	HK\$6.70

Adjusting for revaluation surplus on hotel assets as at 31 March 2013 of approximately HK\$9,459 million (HK\$7,750 million as at 31 March 2012) and minority shareholders' interests, NAV per Share as at 31 March 2013 was approximately at HK\$8.45. This represents HK\$1.75 per Share increase in NAV during the year.

5. CAPITAL COMMITMENTS

	2013 HK\$'000	2012 HK\$'000
Capital expenditure contracted for but not provided		
in the consolidated financial statements in respect of:		
Acquisition, development and refurbishment of hotel properties	768,622	585,760
Others	12,180	4,421
	780,802	590,181
Capital expenditure authorised but not contracted for in respect of:		
Development and refurbishment of hotel properties	27,673	319,593
Others	16,474	19,274
	44,147	338,867
	824,949	929,048

6. SUBSEQUENT EVENTS

(i) Bond issue by Dorsett

On 3 April 2013, Dorsett issued a 5-year bond due in 2018 with an aggregate principal amount of CNY850 million at a fixed rate of 6% per annum. Dorsett also entered into CNY/USD cross currency swap contracts in relation to the bond with the effect of lowering the effective interest rate to approximately 4.97% per annum. The net proceeds of the issue, after deduction of commission and administrative expenses, amounted to approximately CNY840 million (approximately HK\$1.05 billion) and it is intended that the proceeds will be used for future acquisitions and expansion, and for general corporate purposes.

(ii) Land acquisition

On 15 April 2013, the Group acquired a piece of land located at 605–611 Lonsdale Street, Melbourne, Australia which is adjacent to the current Upper West Side development for AUD10 million. The site area is approximately 12,000 sq. ft. and the Group intends to amalgamate the site with the existing Upper West Side development in order to add an additional residential tower to the overall development.

On 14 June 2013, the Group entered into a contract to acquire a piece of land located at 244–276 Spencer Street, Melbourne, Australia for AUD75 million. The site is also adjacent to the Upper West Side development and has an area of approximately 1.176 hectare. Currently the site is with a planning permit for residential development with a sellable area of approximately 2.2 million sq. ft.. The Group will review the plan and may apply to amend current planning permit with the objective of optimizing the financial return and strategic value of the investment. The said acquisition enlarges the development land bank of the Group by approximately 20%.

(iii) Compulsory acquisition of Pearl Centre, Singapore

On 24 April 2013, the Group accepted the offer of compensation under the Land Acquisition Act of Singapore, by the Collector of Land Revenue of the government of Singapore for the compulsory acquisition of the Group's interest in Pearl Centre in Singapore. Together with the ex-gratia payments, the total compensation sum was approximately SG\$89 million.

The Group is expected to record a gain of approximately SG\$33 million (equivalent to approximately HK\$206 million) in relation to the sale. The sale would provide a good opportunity for the Group to monetise one of its investment properties, realize shareholders' value created by the Group as well as reduce the Group's total bank borrowings. The sale will also provide additional cash flows to the Group to enable it to redeploy its resources to other value-accretive investment opportunities.

(iv) New loan facility of Dorsett

In June 2013, Dorsett executed a 5-year loan facility amounting to HK\$1.75 billion to refinance Dorsett's existing syndicated loan due in September 2013. The new loan facility requires 2 hotel assets in Hong Kong to be pledged which will result in 4 hotel assets in Hong Kong to be released and become unencumbered upon refinancing.

BUSINESS REVIEW

1. PROPERTY DIVISION

The business of the Group's property division includes property development and investment property holding.

The Group's investment properties comprise mainly retail and office buildings located in Shanghai, Hong Kong and Singapore. As at 31 March 2013, these properties were valued at approximately HK\$2.4 billion. A fair value gain of approximately HK\$299 million was recorded in respect of the Group's investment properties during the financial year ended 31 March 2013. Revenue from investment properties for the financial year ended 31 March 2013 decreased to approximately HK\$62 million, representing a decrease of 7.1% as compared with last financial year, due to a disposal of an investment building in Singapore during the financial year.

The Group has a diversified portfolio in property development which is located in Australia, Shanghai, Guangzhou, Hong Kong, Kuala Lumpur and Singapore. To cater for the Group's local development needs, the Group has established strong local teams for property development at these locations. The diversification allows the Group to take advantage of the different property cycles in different regions. This strategy has resulted in a relatively low land cost base for the Group's development projects. Most of the Group's property developments are focused on mass residential market in Asia Pacific where the Group can benefit from the growing affluence of the middle class. As at 31 March 2013, the gross floor area in our property development pipeline reached approximately 10 million sq. ft., which is sufficient for the Group's development in the coming 6 to 7 years. The Group is also aggressively looking for residential sites in the regions to add to its pipeline.

As at 31 March 2013, total cumulative contracted presale value of properties under development amounted to approximately HK\$4.9 billion. Completion and delivery of the developments are expected in the coming three years. As revenue will only be recognized when sales of property development are completed, the above presale was not reflected in the consolidated income statement.

A breakdown of contracted presale value of properties as at 31 March 2013 is given below:

Developments	Location	Contracted presale value ⁽ⁱⁱⁱ⁾ HK\$ million
Upper West Side Stage 1	Australia	331
Upper West Side Stage 2	Australia	1,948
Upper West Side Stage 3	Australia	229
Star Ruby	Hong Kong	511
Sevilla Crest	Hong Kong	110
The Royal Crest, California Garden	Mainland China	593
Dorsett Residences ⁽ⁱ⁾	Singapore	500
Dorsett Place Waterfront Subang ⁽ⁱⁱ⁾	Malaysia	678
Total presale value as at 31 March 2013		4,900

Notes:

(i) The development of Dorsett Residences in Singapore is owned by Dorsett.

(ii) Dorsett Place Waterfront Subang in Malaysia is a joint venture carried out by Dorsett and Mayland Valiant on a 50:50 sharing profit basis. For further details, please refer to the Company's circular dated 14 October 2011.

(iii) All presale value indicated is net of sales tax and goods and services tax.

In total, the Group has 12 projects of approximately 5.4 million sq. ft. in GFA currently under various stages of development across the regions. The Group targets to launch 4-6 new projects in the current financial year. Among these, the Group has launched Sevilla Crest in Sai Yeung Choi Street North, Sham Shui Po, Hong Kong consisting of approximately 39,000 sq. ft. in GFA and "Midtown at Upper West Side", the Stage 3 of Upper West Side consisting of 282 apartments. Other new residential development projects planned for launch include projects in Guangzhou (Huadijiayuan), Shanghai (California Garden), Hong Kong (Hill Road, West Point) and Malaysia (Lot 470, Jalan Imbi, Kuala Lumpur). The presale initiative will secure revenue for the Group in the coming years.

Australia

Currently, the Group's focus in Australia is the Upper West Side project which is a high rise residential development located at central business district in Melbourne. The total development consists of more than 1.3 million sq. ft. in GFA. In April 2013, a piece of land with site area of approximately 12,000 sq. ft. adjacent to the current Upper West Side development was added to the residential development portfolio. In June 2013, the Group acquired another piece of land (next to the current Upper West Side development) with site area of approximately 1.176 hectare and expected to develop 3,000 residential apartments. Currently the site is with a planning permit for residential development to build a sellable area of approximately 2.2 million sq. ft.. The said acquisition added approximately 20% to the current development land bank of the Group.



Stage 1 of Upper West Side development consists of 700 apartments. During the financial year ended 31 March 2013, approximately 80% of apartments were settled. The remaining balance is expected to be settled in the coming financial year.

Stage 2 of Upper West Side development (named "Madison at Upper West Side") consists of 584 apartments. As at 31 March 2013, contracted presale value of the Stage 2 reached approximately HK\$1,948 million, amounting to approximately 94% of Stage 2 development. Completion of Stage 2 is expected to be in the financial year ending 31 March 2015.

Stage 3 of Upper West Side development (named "Midtown at Upper West Side") consists of 282 apartments. As at 31 March 2013, contracted presale value of the Stage 3 reached approximately HK\$229 million, amounting to approximately 24% of the Stage 3 development. Construction works will commence soon and the development is expected to be completed in the financial year ending 31 March 2016.

With the success of the first 3 stages, the Group is currently finalizing the development plan for Stages 4 and 5 (the newly acquired land) of Upper West Side. Subject to planning approval, Stages 4 and 5 are expected to comprise 630 apartments and 420 apartments respectively.

Mainland China



The Group's Shanghai California Garden is a township development, of which approximately 4,000 residential units have been built and sold. This development comprises a diversified portfolio of residences including low rise apartments, high rise apartments and houses. One of the phases, namely "The Royal Crest" consisting 288 low rise residential apartments (approximately 270,000 sq. ft. in GFA) was launched during the year and was 100% presold as at 31 March 2013. The total presale value was approximately HK\$593 million. The development is expected to be completed in financial year 2014. Currently developments of a further 1,000 residential apartments and 130 houses with a total GFA of approximately 1.2 million sq. ft. are underway. Completion is expected to be in financial years 2014 and 2015.

In Guangzhou, the Huadijiayuen project, located in Liwan district, consists of approximately 1 million sq. ft. in GFA. Construction works has commenced and 5 blocks of residential buildings with approximately 600 high rise apartments are being constructed. Presale and completion are expected to take place in financial years 2014 and 2015 respectively.



Hong Kong

The Group has been actively building its development pipeline in Hong Kong. Currently, there are 6 residential development projects. The Group will continue to increase its land bank through acquisition of redevelopment sites as well as participating in government tender or auction.

Star Ruby, located at No. 1–11A, San Wai Street, Hung Hom, Kowloon, commenced its presale during the year. As at 31 March 2013, the total presale amounted to HK\$511 million, representing approximately 74% of the development. The project comprises 124 high rise residential apartments with approximately 66,000 sq. ft. in GFA. The development is expected to be completed in the financial year 2015.

Sevilla Crest, located at No. 287–293, Sai Yeung Choi Street North, Sham Shui Po, Kowloon, commenced its presale in the second half of the financial year 2013. As at 31 March 2013, total presale was approximately HK\$110 million amounting to approximately 23% of the development. The development consists of 39,000 sq. ft. in GFA. Completion is expected in the financial year 2015.

No. 684, Clearwater Bay Road, Sai Kung, Kowloon is a residential redevelopment project by converting 6 old villas into 4 new villas, with a total GFA of approximately 20,000 sq. ft.. The development has been completed and put in market for sale.

The Group's development project at No. 90–100 Hill Road in Pok Fu Lam, Hong Kong, consists of approximately 45,000 sq. ft. in GFA. The project is now in the final planning stage following the Group's complete acquisition of the entire ownership of the site in the second half of last financial year.

The Group's development project at Tan Kwai Tsuen, Hung Shui Kiu, Yuen Long, New Territories, consists of approximately 50,000 sq. ft. in GFA. The project is to build 24 townhouses and now under development. Completion is expected in the financial year 2015.

In November 2012, the Company acquired 90% ownership of a residential redevelopment site located at No. 68–86 Wan Fung Street, Wong Tai Sin, Kowloon. The development site consists of approximately 91,000 sq. ft. in GFA. The Group now has more than 94% ownership of the site and is still in the process of acquiring the remaining stake. The development is still in a planning stage currently.

Malaysia

Dorsett Bukit Bintang is a residential project adjacent to Dorsett Regency Kuala Lumpur. The project consists of approximately 220,000 sq. ft. in GFA. The Group is currently planning the launch of the presale and the project is expected to be completed in the financial year 2016.

Dorsett Place Waterfront Subang is a 50:50 joint venture between Dorsett and Mayland Valiant. This development is adjacent to Grand Dorsett Subang in Kuala Lumpur and comprises 1,989 units of hotel suite apartments of two 17-storey high apartment blocks with a car park providing 1,329 car parking spaces. The total net floor area is approximately 1,000,000 sq. ft.. Presale value as at 31 March 2013 amounted to approximately HK\$678 million, representing approximately 30% of the development.

Singapore

Dorsett Residences is a residential component of the Dorsett Singapore, located on the Outram Park MRT Station. The development comprises 68 serviced apartments and has been 100% presold. As at 31 March 2013, presale value amounted to approximately HK\$500 million. Completion is expected to be in financial year 2014. The project is wholly owned by Dorsett.





2. HOTEL OPERATION AND MANAGEMENT – DORSETT HOSPITALITY INTERNATIONAL LIMITED

The Group, through its 73.25% owned subsidiary, Dorsett Hospitality International Limited, operates its hotel business. For the financial year ended 31 March 2013 Dorsett recorded revenue of approximately HK\$1,153 million, representing an increase of 5.2% as compared with last financial year. The increase was driven primarily from revenue growth in Hong Kong and mainland China. Hong Kong remains the biggest revenue contributor to the Group's hotel operation, accounting for approximately 64.6% of the total hotel revenue.





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The following tables set out a breakdown of revenue and operating statistics of the Groups's hotel operations.

	2013		2012	
	HK\$'000	% of Total	HK\$'000	% of Total
Hong Kong				
Room revenue	689,676		656,512	
Food and beverage revenue	21,403		14,853	
Leasing revenue	14,198		12,627	
Other revenue	19,435		23,874	
Total	744,712	64.6%	707,866	64.6%
Mainland China				
Room revenue	73,131		51,498	
Food and beverage revenue	15,484		12,553	
Leasing revenue	29,453		28,089	
Other revenue	2,022		1,929	
Total	120,090	10.4%	94,069	8.6%
Malaysia				
Room revenue	168,040		172,560	
Food and beverage revenue	101,605		104,484	
Leasing revenue	3,897		4,155	
Other revenue	14,598		12,963	
Total	288,140	25.0%	294,162	26.8%
Group Total				
Room revenue	930,847	80.8%	880,570	80.4%
Food and beverage revenue	138,492	12.0%	131,890	12.0%
Leasing revenue	47,548	4.1%	44,871	4.1%
Other revenue	36,055	3.1%	38,766	3.5%
Total	1,152,942	100.0%	1,096,097	100.0%

Hotel revenue breakdown

Hotel operating statistics

	2013	2012
Owned		
Hong Kong		
Available room nights	740,220	705,512
Occupied room nights	690,566	677,103
Occupancy rate	93.3%	96.0%
Average room rate (HK\$)	997	969
RevPAR (HK\$)	930	930
Mainland China		
Available room nights	201,480	192,500
Occupied room nights	141,524	103,714
Occupancy rate	70.2%	53.9%
Average room rate (HK\$)	549	541
RevPAR (HK\$)	385	291
Malaysia		
Available room nights	491,111	468,759
Occupied room nights	336,032	349,523
Occupancy rate	68.4%	74.6%
Average room rate (HK\$)	498	494
RevPAR (HK\$)	341	368
Managed Hong Kong		
Available room nights	47,215	37,454
Occupied room nights	39,148	29,854
Occupancy rate	82.9%	79.7%
Average room rate (HK\$)	1,441	1,534
RevPAR (HK\$)	1,195	1,223
Group Total		
Available room nights	1,480,026	1,404,225
Occupied room nights	1,207,270	1,160,194
Occupancy rate	81.6%	82.6%
Average room rate (HK\$)	820	802
RevPAR (HK\$)	668	663

Acquisitions and disposals

Dorsett has completed the following significant transactions during financial year ended 31 March 2013.

In April 2012, the Group acquired the Big Orange industrial building located at Kwai Chung, Hong Kong from an independent third party at a consideration of HK\$210 million. The Group intends to convert the property into a 420-guestroom hotel, which will be branded as an additional member to the Group's three-star Silka series of hotels, namely "Silka Tsuen Wan, Hong Kong".

To demonstrate the value of the Group's assets, in September 2012, Dorsett monetised and completed the disposal of Hong Kong (SAR) Hotel Limited ("HKSAR Hotel") holding Dorsett Regency Hotel, Hong Kong ("Dorsett Regency HK") which is located in Kennedy Town, Hong Kong for an aggregate consideration of approximately HK\$802 million. The disposal resulted in a gain of approximately HK\$458 million. Further to the disposal, Dorsett entered into a management contract with HKSAR Hotel to manage the Dorsett Regency HK.



Pursuing the "Chinese Wallet" strategy, the Group continued to expand its hotel portfolio in selected strategic regions in the United Kingdom with the acquisition of a property which is currently an office building situated above the Aldgate underground station on London underground's Circle Line and Metropolitan Line for a consideration of approximately £14.1 million (equivalent to approximately HK\$178 million) in October 2012. The Group intends to redevelop the property into a hotel, to be named "Dorsett City, London".

Business and project development

As at 31 March 2013, the Group owned and operated 17 hotels (4,894 rooms) and managed 2 third party hotels (260 rooms). Of these hotels, Dorsett Kwun Tong (361 rooms) commenced operations in August 2012, whilst Dorsett Chengdu (556 rooms) and Dorsett Singapore (285 rooms) started trial operations during the year. In addition, there are 6 hotels which are under development, of which 2 are expected to open during the financial year ending 31 March 2014. When all pipeline hotels become operational, the Group will own 23 hotels with more than 7,000 rooms and manage 2 third party hotels with 260 rooms.

Rebranding

In order to further strengthen awareness of Dorsett hotels and reinforce competitive advantage, several high level changes to the overall brand architecture were made. With effect from 31 August 2012, the full English name of Dorsett has been changed from "Kosmopolito Hotels International Limited" to "Dorsett Hospitality International Limited" and the Chinese name of Dorsett has been changed from "麗悦酒店集團有限公司" to "帝盛酒店集團有限公司". The change of name was an important part of the brand alignment exercise, which would strengthen brand awareness for marketing efficiency and would be essential to Dorsett's further expansion through development, acquisition and management contracts. Furthermore, individual hotels are also under a tentative timetable to change their names.

To enhance its brand architecture, Dorsett has also consolidated its hotel portfolio, by reclassifying hotels under 3 brands to cover different market segments: boutique range "d. Collection", a series of upscale, charismatic hotels in prime locations carefully chosen for their proximity to the pulse of each city; "Dorsett Hotels & Resorts", comprising the upscale Dorsett Grand Hotels offering tasteful and rich hospitality experience; mid scale Dorsett Hotels comprising contemporary urban hotels in central locations; and the value-led "Silka Hotels" famed for convenience, speedy service and attractive room rates.



3. CAR PARK BUSINESS

The Company's car park management portfolio comprises third-party-owned car parks and self-owned car parks located in Australia, New Zealand and Hartamas shopping mall in Kuala Lumpur, Malaysia. As at 31 March 2013, the whole portfolio consisted of approximately 50,000 car park bays with more than 270 car parks under the Group's management. In this portfolio, 20 were self-owned car parks amounting to approximately 5,600 car park bays. They are located in Australia and Malaysia. The remaining car parks were third-party-owned car parks under the Group's management. Third-party owners included local governments, shopping malls, retailers, universities, airports, hotels, hospitals, government departments and commercial and office buildings. During the financial year ended 31 March 2013, 25 car parks with approximately 900 car park bays were added to the Group's management portfolio.

For the financial year ended 31 March 2013, the Group's car park division generated revenue of approximately HK\$567 million, representing an increase of 5.6% as compared with last financial year. The division recorded steady growth and will continue to contribute to the recurring income of the Group.

On 30 May 2012, the Group acquired 2.3% of the total issued share capital of Care Park from the minority shareholders. Following the transaction, the Group increased its shareholding in Care Park to 76.05%.