ITC CORPORATION LIMITED
德祥企業集團有限公司*

(Incorporated in Bermuda with limited liability)
(Stock code: 372)

(Financial figures in this announcement are expressed in Hong Kong dollars ("$") unless otherwise specified)

ANNOUNCEMENT OF RESULTS FOR THE YEAR ENDED 31ST MARCH, 2015

FINANCIAL HIGHLIGHTS

	31.3.2015	31.3.2014	Change
Profit attributable to shareholders	**$240 million**	$110 million	+119%
Basic EPS	**18.09 cents**	9.49 cents	+91%
Dividend per share			
– Interim	**1 cent**	1 cent	–
– Final	**4 cents**	3 cents	+33%
– Special	**3 cents**	3 cents	–
– Total	**8 cents**	7 cents	+14%
NAV	**$3,108 million**	$3,005 million	+3%
NAV per share (as at 31st March)	**$2.2**	$2.4	-8%

* *For identification purpose only*

RESULTS

The board of directors (the "Board") of ITC Corporation Limited (the "Company") is pleased to announce the consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31st March, 2015.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31st March, 2015

	Notes	**2015** **$'000**	2014 $'000
Revenue	3	**9,099**	7,121
Management and other related service income		**3,418**	4,217
Interest income		**4,336**	1,527
Property rental income		**1,031**	1,063
Other income		**912**	1,098
Gain on change in fair value of investment property		**319**	975
Administrative expenses		**(53,192)**	(50,071)
Finance costs		**(486)**	(7,280)
Net loss on net decrease in interests in associates	4	**(6,347)**	(153,204)
Share of results of associates			
– share of results		**263,113**	411,089
– gain on acquisitions of additional interest in an associate		**27,424**	26,427
Profit before taxation and impairment loss on interest in an associate		**240,528**	235,841
Impairment loss on interest in an associate		**–**	(126,131)
Profit before taxation	5	**240,528**	109,710
Taxation	6	**(40)**	(122)
Profit for the year		**240,488**	109,588

	Note	2015 $'000	2014 $'000
Other comprehensive (expenses) income:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		**(3,335)**	(2,199)
Share of other comprehensive expenses of associates		**(155,008)**	(6,380)
Reclassification adjustment on reserves released on net decrease in interests in associates		**9,014**	(2,528)
Items that will not be reclassified subsequently to profit or loss:			
Gain on revaluation of land and buildings		**140**	240
Deferred tax arising on revaluation of land and buildings		**(17)**	(30)
Other comprehensive expenses for the year		**(149,206)**	(10,897)
Total comprehensive income for the year		**91,282**	98,691
		HK cents	*HK cents*
Earnings per share	8		
Basic		**18.09**	9.49
Diluted		**18.09**	8.98

Consolidated Statement of Financial Position

As at 31st March, 2015

	Notes	2015 $'000	2014 $'000
Non-current assets			
Property, plant and equipment		**5,860**	4,650
Investment property		**18,759**	21,150
Intangible assets		**1,189**	1,641
Interests in associates		**2,642,274**	3,045,256
		2,668,082	3,072,697
Current assets			
Debtors, deposits and prepayments	9	**16,112**	9,355
Amounts due from associates		**2,712**	1,857
Promissory note receivable		**300,000**	–
Short-term bank deposits, bank balances and cash		**138,691**	31,726
		457,515	42,938
Current liabilities			
Creditors and accrued expenses	10	**6,821**	27,018
Margin account payable		**–**	19,596
Bank overdrafts		**9,997**	62,653
		16,818	109,267
Net current assets (liabilities)		**440,697**	(66,329)
Total assets less current liabilities		**3,108,779**	3,006,368
Non-current liability			
Deferred tax liabilities		**1,244**	1,187
Net assets		**3,107,535**	3,005,181
Capital and reserves			
Share capital		**14,338**	12,702
Share premium and reserves		**3,093,197**	2,992,479
Total equity		**3,107,535**	3,005,181

Condensed Consolidated Statement of Cash Flows

For the year ended 31st March, 2015

	2015	2014
	$'000	*$'000*
Net cash (used in) from operating activities	**(28,842)**	59,566
Net cash from (used in) investing activities	**243,283**	(45,601)
Net cash used in financing activities	**(54,590)**	(31,812)
Net increase (decrease) in cash and cash equivalents	**159,851**	(17,847)
Cash and cash equivalents brought forward	**(30,927)**	(12,920)
Effect of foreign exchange rate changes	**(230)**	(160)
Cash and cash equivalents carried forward	**128,694**	(30,927)
Analysis of the balances of cash and cash equivalents		
Short-term bank deposits, bank balances and cash	**138,691**	31,726
Bank overdrafts	**(9,997)**	(62,653)
	128,694	(30,927)

Notes:

1. BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and by the Hong Kong Companies Ordinance.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, the following new or revised HKFRSs issued by the HKICPA that are relevant for the preparation of the Group's consolidated financial statements:

Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting
HK (IFRIC) – Int 21	Levies

HKFRS 9 (2009) "Financial Instruments"

In addition, the Group has early adopted an earlier version of HKFRS 9 (i.e. adoption of the HKFRS 9 version issued in 2009), which is in advance of the effective date of HKFRS 9 issued in 2014 that is effective for annual periods beginning on or after 1st January, 2018. This earlier version of HKFRS 9 covers only the classification and measurement of financial assets. The Group has chosen 1st April, 2014 as its date of initial application (i.e. the date on which the Group has reassessed the classification of its financial assets in accordance with requirements of HKFRS 9 (2009)). The assessment of classification is based on the facts and circumstances as at 1st April, 2014. In accordance with transition provisions set out in the amendment to HKFRS 9 "Mandatory Effective Date and Transition Disclosures" issued in 2011, the Group has not restated comparative information and has provided additional disclosures on the transition in these consolidated financial statements for the year ended 31st March, 2015, and any difference on the measurement of the Group's financial assets as at 1st April, 2014 arising from the adoption of HKFRS 9 (2009) is recognised in the investment revaluation reserve at 1st April, 2014 based on the facts and circumstances of the business model in which the assets were held at that date. HKFRS 9 (2009) does not apply to financial assets that have already been derecognised at date of initial application.

HKFRS 9 (2009) contains new classification and measurement requirements for financial assets that are within the scope of HKAS 39. Specifically, HKFRS 9 requires all financial assets to be classified and subsequently measured at either amortised cost or fair value on the basis of the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

As required by HKFRS 9 as issued in 2009, the financial assets which are debt instruments are subsequently measured at amortised cost only if (i) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (collectively referred to as the "amortised cost criteria"). If either of the two criteria is not met, that are classified as at fair value through profit or loss ("FVTPL"). However, the Group may choose at initial recognition to designate a debt instrument that meets the amortised cost criteria as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch. Debt instruments that are subsequently measured at amortised cost are subject to impairment.

Investments in equity instruments are classified and measured as at FVTPL except when the equity investment is not held for trading and is designated by the Group as at fair value through other comprehensive income ("FVTOCI"). If the equity investment is designated as at FVTOCI (on an instrument-by-instrument basis), all gains and losses are recognised in other comprehensive income and are not subsequently reclassified to profit or loss, except for dividend income that is generally recognised in profit or loss in accordance with HKAS 18 "Revenue".

Financial assets of the Group

As at 1st April, 2014, the directors of the Company have reviewed and reassessed the Group's existing financial assets based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The directors of the Company have also conducted detailed reviews on the accounting policies for financial assets of its associates and appropriate adjustments have been made to conform the accounting policies for financial assets of its associates to those of the Group upon adoption of HKFRS 9. The directors of the Company concluded that the Group's financial assets, previously classified as "loans and receivables" under HKAS 39, are held within a business model whose objective is to hold these financial assets in order to collect contractual cash flows that are solely payments of principal and interest.

Financial assets of the Group's associates

The initial application of HKFRS 9 as issued in 2009 has affected the classification of financial assets of the Group's associates and the Group's investment revaluation reserve and accumulated profits as at 1st April, 2014 as follows:

- certain investments in listed equity securities (not held for trading) of the Group's associates that were previously classified as available-for-sale investments and measured at fair value at each reporting date under HKAS 39 have been designated as at FVTOCI;

- certain investments in listed equity securities and listed debt securities (not held for trading) of the Group's associate that were previously classified as available-for-sale investments and measured at fair value at each reporting date under HKAS 39 have been classified as at FVTPL. The Group's share of the investment revaluation reserve of the associate standing to the credit of $5,531,000 as at 1st April, 2014 has been reclassified to accumulated profits. Accordingly, as at 1st April, 2014, the Group's accumulated profits have been increased by $5,531,000 and the investment revaluation reserve has been decreased by the same amount; and

- investments in unlisted equity securities (not held for trading) of the Group's associates that were previously classified as available-for-sale investments and measured at cost less impairment under HKAS 39 have been designated as at FVTOCI. The net gain of fair value change of these investments of the Group's associates as at 1st April, 2014 has been recognised in the associates' investment revaluation reserve. Accordingly, as at 1st April, 2014, the Group's share of the investment reserves of the associates has been increased by $32,424,000.

As a result of the changes in these accounting policies, there has been no impact on the basic and diluted earnings per share for the years ended 31st March, 2014 and 2015.

Except as described above, the application of the other new or revised HKFRSs in the current year has had no material effect on the amounts reported and/or disclosures set out in these consolidated financial statements.

3. REVENUE AND SEGMENT INFORMATION

Revenue represents the amounts received and receivable from outside customers for the year.

Segment Information

The Group's operating segments, based on information reported to the chief operating decision maker, being the Executive Directors of the Company, for the purposes of resource allocation and performance assessment are as follows:

Finance	–	loan financing services
Long-term investment	–	investment in investments such as convertible notes issued by the associates
Other investment	–	investment in other financial assets and trading of securities
Others	–	leasing of investment property, leasing of motor vehicles and management services

Information regarding the above operating segments, which are also reportable segments of the Group, is reported below.

The following is an analysis of the Group's revenue and results by operating and reportable segment:

For the year ended 31st March, 2015

	Finance	Long-term investment	Others	Segment total	Eliminations	Consolidated
	$'000	*$'000*	*$'000*	*$'000*	*$'000*	*$'000*
SEGMENT REVENUE						
External sales	**4,110**	**–**	**4,989**	**9,099**	**–**	**9,099**
Inter-segment sales	**3,720**	**–**	**–**	**3,720**	**(3,720)**	**–**
Total	**7,830**	**–**	**4,989**	**12,819**	**(3,720)**	**9,099**
RESULT						
Segment result	**7,583**	**(86)**	**218**	**7,715**	**–**	**7,715**
Central administration costs						**(50,891)**
Finance costs						**(486)**
Net loss on net decrease in interests in associates						**(6,347)**
Share of results of associates						
– share of results						**263,113**
– gain on acquisitions of additional interest in an associate						**27,424**
Profit before taxation						**240,528**

For the year ended 31st March, 2014

	Finance *$'000*	Long-term investment *$'000*	Others *$'000*	Segment total *$'000*	Eliminations *$'000*	Consolidated *$'000*
SEGMENT REVENUE						
External sales	760	701	5,660	7,121	–	7,121
Inter-segment sales	3,717	–	–	3,717	(3,717)	–
Total	4,477	701	5,660	10,838	(3,717)	7,121
RESULT						
Segment result	2,424	582	1,639	4,645	–	4,645
Central administration costs						(45,836)
Finance costs						(7,280)
Net loss on net decrease in interest in an associate						(153,204)
Share of results of associates						
– share of results						411,089
– gain on acquisitions of additional interest in an associate						26,427
Profit before taxation and impairment loss on interest in an associate						235,841
Impairment loss on interest in an associate						(126,131)
Profit before taxation						109,710

Inter-segment sales are charged at prevailing market rate or at terms determined and agreed by both parties.

Segment result represents the result of each segment without allocation of central administration costs, including directors' salaries, finance costs and items related to interests in associates. During the years ended 31st March, 2014 and 2015, there was no activity in other investment segment.

Geographical information

The Group's operations are located in Hong Kong and Canada.

Information about the Group's revenue from external customers or counterparties is presented based on the locations of transactions conducted.

	2015	2014
	$'000	*$'000*
Hong Kong	**4,637**	1,828
Canada	**4,462**	5,293
	9,099	7,121

4. NET LOSS ON NET DECREASE IN INTERESTS IN ASSOCIATES

The net loss comprises of the following:

		2015	2014
	Notes	***$'000***	*$'000*
Loss on deemed disposals of partial interest in an associate	*(a)*	**5,792**	66,787
Loss on disposal of interest in an associate		**555**	–
Net loss on acquisitions and deemed disposals of interest in an associate resulted on the conversion of convertible notes by the Group and outside parties concurrently	*(b)*	**–**	86,417
		6,347	153,204

Notes:

(a) Loss on deemed disposals of partial interest in an associate

The loss for the year ended 31st March, 2015 was mainly resulted from the deemed disposal of partial interest in an associate which was resulted from the dilution effect of exercise of share options.

The loss for the year ended 31st March, 2014 was mainly resulted from the deemed disposals of partial interest in an associate which was resulted from the dilution effect of exercise of share options and conversion of convertible notes issued by the associate by parties other than the Group and Ms. Ng Yuen Lan, Macy ("Ms. Ng"), spouse of Dr. Chan Kwok Keung, Charles, the Chairman and an Executive Director of the Company, and the issuance of scrip dividends by that associate.

(b) Net loss on acquisitions and deemed disposals of interest in an associate resulted on the conversion of convertible notes by the Group and outside parties concurrently:

(i) On 11th April, 2013, the Group and Ms. Ng converted the 3.25% convertible notes issued by ITC Properties Group Limited ("ITC Properties", an associate of the Group) (the "ITCP Notes") with principal amounts of approximately $54.4 million and $297 million, respectively, into approximately 25.9 million and 141.3 million shares, respectively, of ITC Properties at the conversion price of $2.102 per share (the "April Conversion"). The Group's interest in ITC Properties decreased by 6.39% from 37.37% to 30.98% as a result of the April Conversion by both the Group and Ms. Ng concurrently. A net loss of $112,511,000 was recognised in the profit or loss, which was determined as the aggregate of the net reduction in the share of net assets of ITC Properties and its subsidiaries ("ITC Properties Group") at the date of the April Conversion and the carrying values of the debt portion of the ITCP Notes held by the Group and the related embedded conversion options at the date of the April Conversion.

(ii) On 22nd August, 2013, the Group further converted the entire ITCP Notes held with principal amount of $43.85 million into approximately 20.9 million shares of ITC Properties. Certain holders of the ITCP Notes also converted the ITCP Notes on the same date concurrently with the Group. As a result, the interest in ITC Properties held by the Group increased from 31.99% to 33.75%. A net gain of $26,094,000 was recognised in the profit or loss, which was determined as the difference of the net increase in the share of fair values of the identifiable assets and liabilities attributable to the Group's interests in ITC Properties Group on 22nd August, 2013, and the carrying values of the debt portion of the ITCP Notes held by the Group and the related embedded conversion options at the date of the conversion.

5. PROFIT BEFORE TAXATION

	2015	2014
	$'000	*$'000*
Profit before taxation has been arrived at after charging:		
Depreciation of property, plant and equipment	**1,070**	1,903
Amortisation of intangible assets	**146**	184
Loss on disposal of intangible assets	**306**	–
Minimum lease payments under operating leases in respect of rented premises	**3,264**	3,203
and after crediting:		
Gain on disposal of property, plant and equipment	**270**	659

6. TAXATION

Taxation represents the deferred tax recognised by the Group.

No provision for Hong Kong Profits Tax has been made as the Group had no assessable profits arising in Hong Kong for both years.

7. DISTRIBUTIONS

	2015	2014
	$'000	*$'000*
Dividends recognised as distributions to owners of the Company during the year:		
– Final dividend for 2014 – HK3.0 cents (2014: HK3.0 cents for 2013) per share	**38,107**	37,528
– Special dividend for 2014 – HK3.0 cents (2014: nil) per share	**38,107**	–
– Special dividend for 2015 – HK3.0 cents (2014: nil) per share	**41,012**	–
– Interim dividend for 2015 – HK1.0 cent (2014: HK1.0 cent for 2014) per share	**13,671**	12,702
	130,897	50,230
Dividends proposed in respect of the current year:		
– Final dividend for 2015 – HK4.0 cents (2014: HK3.0 cents) per share	**62,151**	38,107
– Special dividend for 2014 – HK3.0 cents per share	**–**	38,107
	62,151	76,214

The directors of the Company have resolved to recommend the payment of a final dividend of HK4.0 cents per share (2014: a final dividend of HK3.0 cents per share and a special dividend of HK3.0 cents per share) for the year ended 31st March, 2015, which will be payable in cash, with an option to elect scrip dividend of shares, in respect of part or all of such dividends.

During the current year, the aggregate amount of the final and special dividends for 2014 declared and approved and the interim and the special dividends for 2015 declared amounted to $130,897,000, representing cash dividend of $34,400,000 and scrip dividend of $96,497,000 (2014: final dividend of 2013 representing cash dividend of $31,130,000 and scrip dividend of $6,398,000).

8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

	2015	2014
	$'000	*$'000*
Earnings for the year attributable to the owners of the Company for the purpose of basic earnings per share	**240,488**	109,588
Effect of dilutive potential shares:		
Adjustment of finance costs on convertible notes payable	**–**	3,405
Earnings for the purpose of diluted earnings per share	**240,488**	112,993

	Number of shares	
	2015	2014
Weighted average number of shares for the purpose of basic earnings per share	**1,329,071,979**	1,154,396,674
Effect of dilutive potential shares of convertible notes payable	**–**	103,771,689
Weighted average number of shares for the purpose of diluted earnings per share	**1,329,071,979**	1,258,168,363

The potential ordinary shares attributable to the convertible notes of an associate had anti-dilutive effect for the year ended 31st March, 2014 as the assumed conversion would result in an increase in earnings per share.

9. DEBTORS, DEPOSITS AND PREPAYMENTS

Included in debtors, deposits and prepayments are trade debtors of $4,525,000 (2014: $604,000) and their aged analysis based on the invoice date at the end of the reporting period is as follows:

	2015	2014
	$'000	*$'000*
Trade debtors		
0 – 30 days	**4,524**	603
31 – 60 days	**1**	1
	4,525	604

Trade debtors arising from leasing of investment property business are payable monthly in advance and the credit terms granted by the Group to other trade debtors normally ranged from 30 days to 90 days. For interest receivable, there are no credit terms granted by the Group.

10. CREDITORS AND ACCRUED EXPENSES

Included in creditors and accrued expenses are trade creditors of $416,000 (2014: $495,000) and their aged analysis based on the invoice date at the end of the reporting period is as follows:

	2015	2014
	$'000	*$'000*
Trade creditors		
0 – 30 days	**403**	485
31 – 60 days	**13**	10
	416	495

FINAL DIVIDEND

The Board has resolved to recommend the payment of a final dividend of HK4.0 cents per share (2014: a final dividend of HK3.0 cents per share and a special dividend of HK3.0 cents per share) for the year ended 31st March, 2015 to the shareholders of the Company whose names appear on the register of members of the Company as at the close of business on Wednesday, 26th August, 2015. The proposed final dividend is expected to be paid to the shareholders of the Company by post on or about Monday, 5th October, 2015 following approval at the forthcoming annual general meeting of the Company. The proposed final dividend is conditional upon the passing of ordinary resolution(s) to approve the dividend at the forthcoming annual general meeting of the Company. The Board has also proposed that the final dividend should be satisfied in cash, with an option to elect scrip dividend of shares, in respect of part or all of such dividend. The market value of the shares to be issued under the scrip dividend proposal will be fixed by reference to the average of the closing prices of the shares of the Company for the three consecutive trading days ending 26th August, 2015 less a discount of 5 percent of such average price or par value of shares, whichever is the higher. The proposed scrip dividend is conditional upon the Hong Kong Stock Exchange granting the listing of, and permission to deal in, the new shares to be issued and the passing at the forthcoming annual general meeting of the Company of ordinary resolution(s) to approve the final dividend. A circular giving full details of the scrip dividend proposal and a form of election will be sent to shareholders of the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 25th August, 2015 to Wednesday, 26th August, 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:00 p.m. on Monday, 24th August, 2015.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Review of Financial Performance

The Group reported a profit of $240 million attributable to shareholders (2014: $110 million) and basic earnings per share of HK18.09 cents (2014: HK9.49 cents) for the year ended 31st March, 2015. The increase in results compared with last year was mainly attributable to the increase in contribution from ITC Properties Group Limited ("ITC Properties").

Analysis of the Group's performance is as follows:

	2015	2014
	$'M	*$'M*
Share of results of associates:		
ITC Properties	**253**	134
PYI	**23**	23
Rosedale	**–**	254
Burcon	**(13)**	–
	263	411
Loss on net decrease in interests in associates	**(6)**	(153)
Gain on acquisitions of additional interest in an associate	**27**	26
Impairment loss on interest in Rosedale	**–**	(126)
Net loss on other investments and operations	**(44)**	(48)
Profit attributable to shareholders	**240**	110

Listed Strategic Investments

ITC Properties Group Limited ("ITC Properties")

ITC Properties is principally engaged in property development and investment in Macau, Mainland China and Hong Kong. ITC Properties is also engaged in the development and investments of hotel and leisure operations, securities investments and the provision of loan financing services.

In order to benefit from the continual return from ITC Properties, the Group elected scrip shares for the final and special dividends of ITC Properties for the year ended 31st March, 2014 and for the interim and special dividends for the interim ended 30th September, 2014. Furthermore, the Group acquired on-market approximately 12 million shares of ITC Properties in January 2015 at an aggregate cash consideration of approximately $45.7 million. As a result of the above, the Group's interest in ITC Properties increased from 30.6% as at 31st March, 2014 to 32.6% as at 31st March, 2015. Accordingly, the Group recorded a gain of approximately $27 million on the above increase in interest in ITC Properties.

ITC Properties recorded a profit of $804 million attributable to its shareholders for the year ended 31st March, 2015. The increase in profit as compared with $387 million for last year was mainly attributable to a considerable increase in share of profits from an associate, Empresa De Fomento Industrial E Comercial Concórdia, S.A., in which ITC Properties has 35.5% effective interest. As a result, the Group shared a profit of $253 million from ITC Properties for the current year.

PYI Corporation Limited ("PYI")

Based in Hong Kong, PYI focuses on ports and infrastructure development and investment, and the operation of ports and logistics facilities, in the Yangtze River region of Mainland China. It also engages in land and property development and investment in association with ports and infrastructure development. In addition, PYI provides comprehensive engineering and property-related services through Paul Y. Engineering Group Limited.

The Group's interest in PYI remained at 26.8% throughout the year. PYI recorded a profit attributable to shareholders of $86 million for the year ended 31st March, 2015, as compared with $86 million for the year ended 31st March, 2014. As a result, the profit contributed by PYI maintained at $23 million.

Rosedale Hotel Holdings Limited ("Rosedale")

Rosedale is principally engaged in operating 4-star rated hotels in Mainland China and Hong Kong and also trading of securities.

In December 2014, the Group disposed its subsidiaries which owned approximately 195.7 million Rosedale shares to a subsidiary of Hanny Holdings Limited, at a consideration of $575 million. As part and parcel of the disposal, the Group placed out 47.2 million Rosedale shares at a consideration of $26.9 million before completion of the disposal. Since an impairment loss on interest in Rosedale of $126 million was recognised in last year, the disposal did not have significant profit or loss impact to the Group for the year ended 31st March, 2015.

Burcon NutraScience Corporation ("Burcon")

Burcon is a leader in developing functionally and nutritionally valuable plant-based proteins. Its shares are listed on the Toronto Stock Exchange, the NASDAQ Global Market and the Frankfurt Stock Exchange. Since 1999, Burcon has developed a portfolio of composition, application, and process patents originating from its core protein extraction and purification technology. Burcon has developed CLARISOY™, a soy protein which offers clarity and complete nutrition for low pH systems; Peazazz® pea protein which is uniquely soluble with clean flavor characteristics; and Puratein®, Supertein® and Nutratein®, three canola protein isolates with unique functional and nutritional attributes.

Burcon's flagship protein technology, CLARISOY™, has been licensed to Archer-Daniels-Midland Company ("ADM"), a leader in the global food ingredient industry listed in the U.S., since March 2011. In July 2014, ADM launched a new CLARISOY™ variant, CLARISOY™ 170, at the 2014 Institute of Food Technologist Annual Meeting & Food Expo. Also, in April 2014, Burcon was granted a key patent for a CLARISOY™ composition of matter patent applications which provides protection over the commercially valuable attributes of CLARISOY™.

In April 2014, Burcon completed its rights offering for 1.86 million common shares at C$2.82 per share and the Group subscribed for approximately 0.4 million common shares under this rights offering to maintain its proportional interest in Burcon. As compensation to the Group's commitment to subscribe, the Group received non-transferable warrants entitling the Group to acquire up to approximately 0.1 million common shares of Burcon at an exercise price of C$2.82 per share (subsequently the exercise price was adjusted to C$2.78 per share as a result of the rights offering in April 2015). In January 2015, Burcon completed a private placement of approximately 0.7 million common shares at US$2.50 per share for gross proceeds of approximately C$2.0 million. As a result, the Group's interest in Burcon decreased from 20.8% as at 31st March, 2014 to 20.4% as at 31st March, 2015.

For the year ended 31st March, 2015, Burcon recorded a loss of $45 million as compared with $44 million for the corresponding year in 2014. As a result, together with recognising previous unrecognised loss, the Group shared a loss of $13 million.

Note: CLARISOY™, a trademark of ADM, is under license to Burcon from ADM.

The Group's shareholding interests in the major listed strategic investments are summarised below:

Name of investee company	**Place of listing**	**Stock code**	**Interest held As at 31st March, 2015**	**Interest held As at the date of this announcement**
ITC Properties	Hong Kong Stock Exchange	199	32.6%	32.6%
PYI	Hong Kong Stock Exchange	498	26.8%	26.8%
Burcon	Toronto Stock Exchange	BU	20.4%	20.6%
	NASDAQ Global Market	BUR		
	Frankfurt Stock Exchange	BNE		

LIQUIDITY AND FINANCIAL RESOURCES

As at 31st March, 2015, the Group's equity attributable to shareholders was $3,108 million, representing an increase of 3% as compared with the last year.

The Group continued to adopt a prudent funding and treasury policy to manage its liquidity needs. The objective is to maintain adequate funds for financing working capital and seizing investment opportunities, as and when they become available.

As at 31st March, 2015, current assets and current liabilities of the Group were $458 million and $17 million respectively. As a result of the disposal Rosedale's shares, the current assets increased 10 times as compared with last year. Accordingly, the Group's current ratio was 27 as at the year end 31st March, 2015 (2014: 0.4).

GEARING

As at 31st March, 2015, the Group had bank deposits, bank balances and cash of $139 million, bank borrowings of $10 million. All bank borrowings were denominated in Hong Kong dollars, either repayable within one year or on demand and at floating interest rates.

As a result of the repayment of borrowings, the Group's gearing ratio was zero as at 31st March, 2015, as compared with 1.7% as at 31st March, 2014. The gearing ratio was calculated on the basis of net borrowings over the equity attributable to shareholders. Net borrowings is arrived at by deducting bank deposits, bank balances and cash from the aggregate of borrowings and margin account payable.

EXCHANGE RATE EXPOSURE

Most of the assets and liabilities of the Group are denominated in Hong Kong dollars, hence the Group's exposure to fluctuations in foreign exchange rates is minimal and no foreign exchanging hedging instruments are used.

PLEDGE OF ASSETS

As at 31st March, 2015, properties with an aggregate carrying value of approximately $22 million were pledged to a bank to secure a general facility granted to the Group. As at 31st March, 2015, no balance has been drawn from the relevant facility.

CONTINGENT LIABILITIES

As at 31st March, 2015, the Group had no contingent liabilities.

EMPLOYEE AND REMUNERATION POLICY

As at 31st March, 2015, the Group had a total of 62 employees. The Group's remuneration policy is to ensure that the Group's remuneration structure is appropriate and aligns with the Group's goals and objectives. The employees' remuneration is based on the employees' skill, knowledge and involvement in the Company's affairs and is determined by reference to the Company's performance, as well as remuneration benchmark in the industry and the prevailing market conditions. The ultimate objective of the remuneration policy is to ensure that the Group is able to attract, retain and motivate a high-calibre team which is essential to the success of the Company. The Group also offers benefits to employees including discretionary bonus, training, provident funds and medical coverage. The share option scheme of the Company is established for the eligible participants (including employees) but no share options were granted during the period and there is no outstanding share option as at 31st March, 2015 and as at the date of this announcement.

EVENTS AFTER THE YEAR ENDED 31ST MARCH, 2015

The Group

In April 2015, Dr. Chan Kwok Keung, Charles ("Dr. Chan"), an executive director and the chairman of the Board, acquired a total of approximately 230 million shares of the Company for an aggregate consideration of approximately $168 million. As such, Dr. Chan's shareholding in the Company increased from 38.2% to 54.2%. As a result of the aforesaid share acquisition, Galaxyway Investments Limited ("Galaxyway"), a company indirectly wholly-owned by Dr. Chan, made a mandatory unconditional cash offer for all the shares in the issued share capital of the Company (other than those already owned or agreed to be acquired by Galaxyway and its concert parties) (the "Offer") at $0.73 per share. The Offer was closed in early June 2015 and had received valid acceptance of approximately 0.3 million shares under the Offer. As such, Dr. Chan, directly and indirectly, owned approximately 778 million shares of the Company, and his shareholding was 54.2% upon the close of the Offer.

In mid June 2015, the Company has placed, through the placing agent, 120 million new shares at a price of $0.88 per share to not less than six independent third parties (the "Placing") and approximately $105.6 million of gross proceeds were raised. The placing price of $0.88 per share represents a discount of approximately 18.5% to the closing price of $1.08 per share as at 3rd June, 2015, the date of the placing agreement. The net proceeds from the Placing (after deducting the commission payable to the placing agent, professional fee and other related costs and expenses incurring in the Placing) will be approximately $102.8 million (the net placing price was approximately $0.857 per share) which will be used for the general working capital and, where appropriate, future suitable investment opportunities (if any). Such fund raising activity has enlarged the shareholder base and capital base of the Company, and has strengthened the financial position of the Group.

Burcon

In April 2015, Burcon announced completion of its rights offering under which approximately 1.55 million rights shares were issued at C$2.26 per share. The proceeds of approximately C$3.5 million will be used for, amongst others, research and development, patent applications, maintaining Burcon's intellectual property portfolio and general working capital. The Group has applied additional subscription and totally subscribed for approximately 0.4 million common shares under the rights offering and so the Group's interest in Burcon increased from 20.4% to 20.6% after the rights offering. As compensation to the Group's commitment to subscribe, the Group received non-transferable warrants entitling the Group to acquire up to approximately 0.2 million common shares of Burcon at an exercise price of C$2.26 per share. The issuance and the exercise price of the aforesaid warrants are subject to Burcon shareholders' approval at Burcon's next annual general meeting in September 2015.

OUTLOOK

It is the general expectation that the global economy will continue to recover at a slow pace in 2015. The International Monetary Fund forecasted the global growth rate to be 3.5% in 2015 as compared to 3.3% in 2014; while Hong Kong GDP growth is forecasted at 1% to 3% for 2015. The Chinese government has also lowered its GDP growth target for 2015 by 0.4% to 7.0% as compared to its actual GDP growth last year. Nevertheless, China's growth is still considered to be high as compared with the rest of the world.

Further, 2015 will be a critical year for China; it marks the final year of its "Twelfth Five-year plan" and the preparatory year for its "Thirteenth Five-year plan". On top of the Shanghai-Hong Kong Stock Connect which has been launched on 17th November, 2014 and the mutual recognition scheme for cross-border fund sales to be launched on 1st July, 2015, it is also expected the Chinese government will roll out the Shenzhen-Hong Kong Stock Connect in the future. While the implementations of massive number of new policies may bring uncertainties to the Chinese economy in short run, we believe that the Hong Kong economy will continue to be able to benefit from the supportive policies of the Chinese government ahead.

In line with the economic forecasts published by the government officials and market practitioners for 2015, our Group, along with the market, was experiencing a comparatively slow growth during the second half of the financial year. However, our management believes that the Group is well-poised to capture investment opportunities which may arise in the future. Looking forward, the Group will continue to adhere to its long-term mission in maintaining a diversified investment portfolio. The Group will also adopt a prudent but proactive approach in exploring and identifying high potential investment opportunities with the aim to bring long-term value to our shareholders.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31st March, 2015, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

SECURITIES IN ISSUE

As a result of the issue of shares under the scrip dividend schemes for final and special dividends for the year ended 31st March, 2014 and for interim and special dividends for the period ended 30th September, 2014, the total number of issued shares of the Company of $0.01 each was 1,433,771,074 as at 31st March, 2015. Subsequently, 120 million new shares of the Company was issued in mid June 2015 and therefore the total number of issued shares of the Company of $0.01 each was 1,553,771,074 as at the date of this announcement.

CORPORATE GOVERNANCE CODE

The Company has, throughout the year ended 31st March, 2015, complied with the code provisions of the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company. All directors of the Company have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in the Model Code for the year ended 31st March, 2015.

REVIEW OF ACCOUNTS

The Group's results for the year ended 31st March, 2015 has been reviewed by the Audit Committee.

SCOPE OF WORK OF MESSRS. DELOITTE TOUCHE TOHMATSU

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of cash flows and the related notes thereto for the year ended 31st March, 2015 included in this preliminary results announcement have been agreed by the Group's auditor, Messrs. Deloitte Touche Tohmatsu, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA, and consequently no assurance has been expressed by Messrs. Deloitte Touche Tohmatsu on this preliminary results announcement.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This results announcement is available for viewing on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk under "Listed Company Information" and on the website of the Company at www.itc.com.hk under "Investors". The annual report will be despatched to the shareholders of the Company and will also be available for viewing at the aforesaid websites in due course.

ADOPTION OF THE NEW BYE-LAWS

In order to bring the constitution of the Company in line with certain amendments made to the Listing Rules and to incorporate certain housekeeping amendments, the directors of the Company proposed to seek approval from the shareholders of the Company for the adoption of the new bye-laws of the Company (the "Proposed Adoption") to incorporate the aforesaid amendments by way of special resolution at the forthcoming annual general meeting of the Company.

A circular containing, among others, further information in respect of the Proposed Adoption and a notice of the annual general meeting of the Company will be despatched to the shareholders of the Company in due course.

ANNUAL GENERAL MEETING

The 2015 Annual General Meeting of the Company will be held on Monday, 17th August, 2015. Notice of the 2015 Annual General Meeting will be published and issued to the shareholders of the Company in due course.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to thank the shareholders for their continuous support to the Company and extend my appreciation to all management and staff members for their contribution and dedication throughout the year.

By Order of the Board
Dr. Chan Kwok Keung, Charles
Chairman

Hong Kong, 30th June, 2015

As at the date of this announcement, the Board comprises:

Executive Directors:
Dr. Chan Kwok Keung, Charles *(Chairman)*
Ms. Chau Mei Wah, Rosanna
(Deputy Chairman and Managing Director)
Mr. Chan Kwok Chuen, Augustine
Mr. Chan Fut Yan
Mr. Chan Yiu Lun, Alan

Independent non-executive Directors:
Mr. Chuck, Winston Calptor
Mr. Lee Kit Wah
Hon. Shek Lai Him, Abraham, *GBS, JP*