渝 太 地 產 集 團 有 限 公 司*
Y. T. REALTY GROUP LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 75)

2 0 1 2 Annual Results Announcement

The board of directors of Y. T. Realty Group Limited (the "Company") is pleased to announce the consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2012. The results have been reviewed by the audit committee of the Company.

CONSOLIDATED INCOME STATEMENT
Year ended 31 December 2012

	Notes	**2012** ***HK$'000***	2011 *HK$'000*
REVENUE	*2, 3*	**183,272**	160,472
Direct outgoings		**(10,179)**	(13,707)
		173,093	146,765
Other income		**1,538**	2,644
Other expenses	*4*	**-**	(63,286)
Administrative expenses		**(36,210)**	(34,301)
Finance costs		**(4,489)**	(5,774)
Changes in fair value of investment properties		**196,119**	301,088
Share of results of an associate		**168,225**	101,693
PROFIT BEFORE TAX	*4*	**498,276**	448,829
Income tax expense	*5*	**(23,087)**	(18,005)
PROFIT FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		**475,189**	430,824
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic earnings per share	*7*	**HK59.4 cents**	HK53.9 cents
Diluted earnings per share	*7*	**HK59.4 cents**	HK53.7 cents

Details of the dividends proposed for the year are disclosed in note 6 below.

Per share information:

- Dividend per share	**HK3.5 cents**	HK3.0 cents
- Net asset value per share	**HK$6.28**	HK$5.65

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
Year ended 31 December 2012

	2012	2011
	HK$'000	*HK$'000*
PROFIT FOR THE YEAR	**475,189**	430,824
OTHER COMPREHENSIVE INCOME/(LOSS)		
Changes in fair value of other investments	**(110)**	350
Share of other comprehensive income/(loss) of an associate	**49,072**	(47,555)
Realised reserves upon deemed dilution of investment in an associate	**-**	(122)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	**48,962**	(47,327)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	**524,151**	383,497

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2012

	Notes	**2012**	2011
		HK$'000	*HK$'000*
NON-CURRENT ASSETS			
Property, plant and equipment		**1,311**	1,438
Investment properties		**3,532,800**	3,334,800
Investment in an associate		**1,660,643**	1,489,922
Other investments		**1,790**	1,900
Total non-current assets		**5,196,544**	4,828,060
CURRENT ASSETS			
Trade receivables	*8*	**1,617**	1,894
Other receivables, deposits and prepayments		**11,140**	13,380
Cash and cash equivalents		**138,845**	71,713
Total current assets		**151,602**	86,987
CURRENT LIABILITIES			
Trade payables	*9*	**1,921**	3,731
Other payables and accrued expenses		**73,903**	73,634
Bank loans, secured		**43,000**	73,000
Tax payable		**4,205**	1,847
Total current liabilities		**123,029**	152,212
NET CURRENT ASSETS/(LIABILITIES)		**28,573**	(65,225)
TOTAL ASSETS LESS CURRENT LIABILITIES		**5,225,117**	4,762,835
NON-CURRENT LIABILITIES			
Bank loans, secured		**133,100**	176,100
Deferred tax liabilities		**70,765**	65,647
Total non-current liabilities		**203,865**	241,747
Net assets		**5,021,252**	4,521,088
EQUITY			
Equity attributable to equity holders of the Company			
Issued share capital		**79,956**	79,956
Reserves		**4,913,311**	4,417,145
Proposed final dividends	*6*	**27,985**	23,987
Total equity		**5,021,252**	4,521,088

Notes:

1 Basis of preparation and accounting policies

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, 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 other investments, which have been measured at fair value.

The Group has adopted the following revised HKFRSs for the first time for the current year's 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
HKFRS 7 Amendments	Amendments to HKFRS 7 Financial Instruments: Disclosures - Transfers of Financial Assets

The adoption of the revised HKFRSs has had no significant financial effect on these financial statements.

The Group has not early applied any new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements. However, the Group is in the process of making an assessment of the impact of the new and revised HKFRSs upon initial application, certain of which may be relevant to the Group's operation and may result in changes in the Group's accounting policies, and changes in presentation and measurement of certain items of the Group's financial information.

2 Operating segment information

For management purposes, the Group is organised into business units based on its business activities and has four reportable operating segments as follows:

(a) The property investment segment invests in properties for rental income and potential capital appreciation;

(b) The property trading segment comprises the trading of properties;

(c) The property management and related services segment comprises the provision of property management and related technical consultancy services; and

(d) The operation of driver training centres and tunnel operation and management segment refers to the Group's share of results of its associate which is engaged in the operation of and investment in driver training centres and tunnel operation and management.

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). The adjusted profit/(loss) is measured consistently with the Group's profit/(loss) except that finance costs and head office income tax expense/(credit) are excluded from this measurement.

Segment assets exclude other investments, cash and cash equivalents as these assets are managed on a group basis.

Segment liabilities exclude bank loans, head office tax payable and head office deferred tax liabilities as these liabilities are managed on a group basis.

2 Operating segment information *(continued)*

	Year ended 31 December 2012				
	Property investment *HK$'000*	**Property trading** *HK$'000*	**Property management and related services** *HK$'000*	**Operation of driver training centres and tunnel operation and management** *HK$'000*	**Consolidated** *HK$'000*
Segment revenue	**173,356**	**-**	**9,916**	**-**	**183,272**
Segment results	**327,378**	**-**	**7,162**	**-**	**334,540**
Finance costs					**(4,489)**
Share of results of an associate	**-**	**-**	**-**	**168,225**	**168,225**
Profit before tax					**498,276**
Income tax expense	**(21,427)**	**-**	**(707)**	**-**	**(22,134)**
Unallocated income tax expense					**(953)**
Profit for the year					**475,189**
Assets and liabilities					
Segment assets	**3,546,002**	**-**	**866**	**-**	**3,546,868**
Investment in an associate	**-**	**-**	**-**	**1,660,643**	**1,660,643**
Unallocated assets					**140,635**
Total assets					**5,348,146**
Segment liabilities	**143,140**	**-**	**7,550**	**17**	**150,707**
Unallocated liabilities					**176,187**
Total liabilities					**326,894**
Other segment information:					
Capital expenditure	**2,086**	**-**	**10**	**-**	**2,096**
Depreciation	**338**	**-**	**4**	**-**	**342**
Changes in fair value of investment properties	**196,119**	**-**	**-**	**-**	**196,119**

2 Operating segment information *(continued)*

	Year ended 31 December 2011				
	Property investment *HK$'000*	Property trading *HK$'000*	Property management and related services *HK$'000*	Operation of driver training centres and tunnel operation and management *HK$'000*	Consolidated *HK$'000*
Segment revenue	149,947	-	10,525	-	160,472
Segment results	409,498	-	6,128	-	415,626
Loss on deemed dilution of investment in an associate	-	-	-	(62,716)	(62,716)
Finance costs					(5,774)
Share of results of an associate	-	-	-	101,693	101,693
Profit before tax					448,829
Income tax expense	(16,215)	-	(649)	-	(16,864)
Unallocated income tax expense					(1,141)
Profit for the year					430,824
Assets and liabilities					
Segment assets	3,350,547	-	965	-	3,351,512
Investment in an associate	-	-	-	1,489,922	1,489,922
Unallocated assets					73,613
Total assets					4,915,047
Segment liabilities	136,921	-	7,800	16	144,737
Unallocated liabilities					249,222
Total liabilities					393,959
Other segment information:					
Capital expenditure	3,947	-	-	-	3,947
Depreciation	86	-	3	-	89
Impairment of trade receivables	-	-	517	-	517
Changes in fair value of investment properties	301,088	-	-	-	301,088

2 Operating segment information *(continued)*

Geographical information

(a) Revenue from external customers

	2012	2011
	HK$'000	*HK$'000*
Hong Kong	**183,272**	160,472

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

(b) Non-current assets

	2012	2011
	HK$'000	*HK$'000*
Hong Kong	**5,184,051**	4,816,155
Mainland China	**10,703**	10,005
	5,194,754	4,826,160

The non-current assets information above is based on the location of assets and excludes financial instruments.

Information about a major customer

Revenue of approximately HK$23,852,000 (2011: HK$19,827,000) was derived from a single customer under the property investment segment.

3 Revenue

Revenue, which is also the Group's turnover, represents the aggregate of gross rental income received and receivable from investment properties and the income from property management and related services.

4 Profit before tax

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

	2012 *HK$'000*	2011 *HK$'000*
Depreciation	**342**	89
Interest expenses	**2,960**	4,398
Impairment of trade receivables#	**-**	517
Impairment of other investments#	**-**	53
Loss on deemed dilution of investment in an associate#	**-**	62,716
Gain on disposal of an item of property, plant and equipment	**-**	(200)
Interest income	**(434)**	(135)

These items are included in "Other expenses" in the consolidated income statement.

5 Income tax expense

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 elsewhere have been calculated at the rates of tax prevailing in the jurisdiction in which the Group operates.

	2012 *HK$'000*	2011 *HK$'000*
Current - Hong Kong	**18,053**	13,848
Over provision in prior years	**(84)**	(4)
	17,969	13,844
Deferred	**5,118**	4,161
Total tax charge for the year	**23,087**	18,005

6 Proposed final dividends

	2012 *HK$'000*	2011 *HK$'000*
Proposed final dividends – HK3.5 cents (2011: HK3.0 cents) per ordinary share	**27,985**	23,987

The proposed final dividends for the year are subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

7 Earnings per share attributable to ordinary equity holders of the Company

The calculation of the basic earnings per share amount for the year is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares in issue during the year.

No adjustment has been made to the basic earnings per share amount presented for the year ended 31 December 2012 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during the year.

The calculation of the diluted earnings per share amount for the year ended 31 December 2011 is based on the adjusted profit for the year attributable to ordinary equity holders of the Company, adjusted to reflect the effects of all potentially dilutive ordinary shares of an associate of the Group as a result of dilution of investment in an associate, and the weighted average number of ordinary shares in issue during the year.

The calculation of basic and diluted earnings per share is based on:

	2012	2011
	HK$'000	*HK$'000*
Earnings		
Profit for the year attributable to ordinary equity holders of the Company	**475,189**	430,824
Effects of all potentially dilutive ordinary shares of an associate of the Group	**-**	(1,691)
	475,189	429,133

	Number of shares	
	2012	2011
Shares		
Weighted average number of ordinary shares in issue during the year	**799,557,415**	799,557,415

8 Trade receivables

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

	2012	2011
	HK$'000	*HK$'000*
0 - 30 days	**1,085**	1,680
31 - 60 days	**224**	141
Over 60 days	**308**	73
	1,617	1,894

The trade receivables primarily include rental receivables and property management and related services receivables which are normally due on the first day of each month and within a 14-day period, respectively. The Group seeks to maintain strict control over its outstanding receivables and 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 number of diversified customers, there is no significant concentration of credit risk.

9 Trade payables

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

	2012	2011
	HK$'000	*HK$'000*
0 - 30 days	**1,921**	3,731

DIVIDENDS

The directors recommend the payment of a final dividend of HK3.5 cents per share for the year ended 31 December 2012. No interim dividend was paid during the year. In respect of the preceding year, a final dividend of HK3.0 cents per share was paid and no interim dividend was declared.

Dividend warrants in respect of the proposed final dividend will be despatched on Wednesday, 5 June 2013 to shareholders registered on Wednesday, 29 May 2013 (subject to shareholder approval).

CLOSURE OF BOOKS

The register of members and transfer books of the Company will be closed from Monday, 27 May 2013 to Wednesday, 29 May 2013, both days inclusive, during which period no transfer of shares in the Company shall be effected. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m., Friday, 24 May 2013.

NET ASSET VALUE

The consolidated net asset value per share of the Group as at 31 December 2012 was HK$6.28 based on the 799,557,415 shares in issue, an increase of approximately 11.1%, as compared to HK$5.65 per share based on 799,557,415 shares in issue as at 31 December 2011.

BUSINESS REVIEW

The Group's net profit attributable to shareholders for the year was HK$475.2 million as compared to the net profit of HK$430.8 in 2011, representing a 10.3% increase from 2011. Revenue for the year increased by 14.2% to HK$183.3 million as compared to HK$160.5 million reported in 2011. The increase in overall revenue was primarily due to increase in rental income.

Revaluation of the Group's portfolio of properties resulted in a surplus of HK$196.1 million (2011: HK$301.1 million). The revaluation surplus was reported in the income statement.

The Group's share of profit after taxation from the associated company, The Cross-Harbour (Holdings) Limited ("Cross-Harbour"), for the year was HK$168.2 million (2011: HK$101.7 million), a significant increase of 65.4% from last year. Cross-Harbour is listed on The Stock Exchange of Hong Kong Limited and it is engaged in investment and management of tunnels, motoring schools and highway and tunnel toll system.

Property Business

The Group's major investment properties include:

Century Square
Prestige Tower

Gross rental income for the year amounted to HK$173.4 million which represents an increase of about 15.6% when compared with last year's rental income of HK$149.9 million. The increase in rental income in 2012 was due to the increase in rental rates of the Group's investment properties.

BUSINESS REVIEW *(continued)*

During the financial year under review, we experienced persistent global market uncertainties, predominantly in the finance and banking sectors. The economic growth in the Mainland which Hong Kong depends upon heavily in many respects decelerated last year, fortunately not in a fast pace. This somehow inevitably created a knock-on effect on the local retail transaction volume, with notable slow-down of year-on-year growth in sales for the luxurious sectors as compared with the previous year.

On the office sector, acceleration of decentralisation contributed largely to the braking of escalating office rents in core commercial districts last year. With improved transport linkage and advancement in telecommunication, opportunities and attractions for high quality office tenements are abundant in fringe areas but only at fraction of rental cost of core business districts. Residential sector on the other hand, did not perform well either, at least from the point of view of transaction volume due to Government's cooling measures involving additional stamp duty for non-resident buyers.

The entire property sector at large was in the stage of consolidation with perhaps the exception of investment sales for retail properties which have not been interfered in any form by the Government and hence attracted a lot of surplus funds in the market.

Against this backdrop, the Group is pleased to be able to deliver satisfactory result for its core property investment business for 2012. The Group's property portfolio which mainly consists of up-market retail and commercial properties recorded healthy increases in both rental revenue and rental rates, whilst maintaining high overall occupancy rate of over 98%. For Prestige Tower in Tsimshatsui, transformation of the building into an up-market fashion hub reached another milestone when the famous Just Gold brand was attracted to set up its presence on the main lobby floor in last August. Whereas for Century Square in Central, our effort in branding the tower as a premium beauty hub made a big leap last Christmas when the renowned beauty group Covermark and Kesalan Patharan committed to set up beauty spa operation in the building.

FINANCING AND LIQUIDITY

Financial expenses for the year ended 31 December 2012 amounted to HK$4.5 million (2011: HK$5.8 million), decreased by 22.3% when compared with last year as the Group's bank borrowings was reduced during the year. As at the end of 2012, the bank loan balance was HK$176.1 million (2011: HK$249.1 million).

The bank loans are secured by mortgages on certain investment properties with an aggregate carrying value of HK$3,512.0 million (2011: HK$3,315.6 million) and the assignment of rental income from these properties.

The following is the maturing profile of the Group's bank borrowings as of 31 December 2012:

Within one year	24.4%
In the second year	17.9%
In the third to fifth years, inclusive	34.1%
After the fifth years	23.6%
	100.0%

The gearing ratio at the end of 2012, which is calculated as the ratio of the net bank borrowings to shareholders' funds, was 0.7% (2011: 3.9%). The sum of term loan instalment payments repayable within one year is HK$43.0 million which will be serviced mainly by the Group's rental income.

FINANCING AND LIQUIDITY *(continued)*

At the end of 2012, the Group's cash and cash equivalents was HK$138.8 million. With its cash, available banking facilities and recurring rental income, the Group has sufficient resources to meet foreseeable funding needs for its working capital and capital expenditure.

Since the Group's borrowings are denominated in Hong Kong dollars and its sources of income are primarily denominated in Hong Kong dollars, there is basically no exposure to foreign exchange rate fluctuations.

PROSPECTS AND STRATEGIES

For the coming 2013, we are rather cautious about the overall economic development of Hong Kong. Whilst we expect the uncertainty of global financial market will gradually become clearer and economic recovery will make steady progress following the completion of election of leaders in various major economic countries including the Mainland and the United States, there is however a growing concern that local market particularly the property sector will continue to encounter more administrative interference following the new round of Government's property related cooling-off measures announced in this February. The degree of such interference is not yet clear and the associated impact therefore cannot be assessed accurately. Though the fundamentals of Hong Kong remain solid, in view of such possible uncertainty, the Group will still be very cautious in making substantial investment decisions in the coming year notwithstanding we are at all-time favourable financial position.

The Group will stay focus on our core investment and will continue to explore ways to further augment the attraction of our properties. Professionals and consultants have been engaged in conducting various enhancement schemes with the aim to generate not only additional attractions but rental revenue as well for both Prestige Tower and Century Square and implementation of such enhancement projects will take place whenever opportunity arises in future.

Our underlying objectives are to preserve and generate value for our shareholders on a long-term and sustainable basis. To achieve these objectives, our management team and staff are very dedicated and our strategies are clear and well-executed.

For our core property business, we focus on enhancing the performance of our existing investment property portfolio by providing proactive and reliable management service to attract and retain quality tenants. To add value for our property portfolio, we gear our efforts to provide timely maintenance and upgrade in order to stay competitive in the market place. We prudently look for new opportunities to acquire properties in prime locations to complement and enhance our existing portfolio.

In addition to our property business, we also look into other investment opportunities which will add long-term value. In doing so, we are very prudent and we have strict investment criteria, which will include long-term sustainability of the business, recurring revenue, and healthy cash flow, etc. Our interest in substantial non-property investment holding in Cross-Harbour which has contributed steady results and cash flow to our group since acquisition is such classic example.

We are confident that our strategies and dedicated efforts will continue to deliver values to our shareholders over the years to come.

CONTINGENT LIABILITIES

As at 31 December 2012, the Company has executed guarantees totalling HK$926.7 million (2011: HK$969.7 million) with respect to banking facilities made available to its subsidiaries, out of which HK$176.1 million were utilised (2011: HK$249.1 million).

STAFF

As at 31 December 2012, the Group employed 46 staff members. Staff remuneration is reviewed by the Group from time to time. In addition to salaries, the Group provides staff benefits including medical insurance, life insurance, pension scheme and discretionary vocational tuition/training subsidies. Share options and bonuses are also available to employees of the Group at the discretion of the directors depending upon the financial performance of the Group.

CORPORATE GOVERNANCE

Throughout the accounting period covered by the annual report, the Company has met the code provisions, in the year to 31 March 2012, of the Code on Corporate Governance Practices and, from 1 April 2012 to 31 December 2012, of the Corporate Governance Code (together with the Code on Corporate Governance Practices, the "CG Codes") set out within Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") save for the deviation described below.

The Company has no formal letters of appointment for directors except the managing director setting out the key terms and conditions of their appointment, and has therefore deviated from D.1.4 of the CG Codes. This notwithstanding, every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Shareholders are sent (at the same time as the notice of the relevant general meeting) a circular containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the re-election of each retiring director who stands for re-election at the meeting, including the information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

DIRECTORS' DEALINGS

The Company has adopted a code (the "Securities Code") for directors' securities dealings (of which the Model Code for Securities Transactions by Directors of Listed Issuers set out within Appendix 10 to the Listing Rules as amended from time to time (the "Model Code") forms part) at least as exacting as the Model Code.

All directors confirmed that they had complied with the required standard set out within the Model Code and the Securities Code throughout the year.

AMENDMENTS TO BYE-LAWS

The board proposes to pass a special resolution to amend the bye-laws of the Company at the forthcoming annual general meeting to reflect the latest position of the relevant laws in Bermuda. Details of the proposed amendments are set out in the circular incorporating the notice of annual general meeting to be sent to shareholders in due course.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any shares in the Company during the year.

On behalf of the board
Wong Chi Keung
Managing Director

Hong Kong, 26 March 2013

As at the date hereof, the board of directors of the Company comprises Cheung Chung Kiu, Wong Chi Keung, Yuen Wing Shing and Tung Wai Lan, Iris who are executive directors; Lee Ka Sze, Carmelo and Wong Yat Fai who are non-executive directors; and Ng Kwok Fu, Luk Yu King, James and Leung Yu Ming, Steven who are independent non-executive directors.

* *For identification purposes only*