

# WING LEE

## PROPERTY INVESTMENTS LIMITED

### 永利地產發展有限公司\*

(Incorporated in Bermuda with limited liability)

Stock code: 864

*Annual Report*  
**2013**

\* For identification purposes only

Corporate Information	2
Chairperson's Statement	3
Management Discussion and Analysis	5
Directors and Senior Management Profile	8
Corporate Governance Report	11
Other Information	20
Directors' Report	25
Independent Auditor's Report	34
Consolidated Statement of profit or loss and other Comprehensive Income	36
Consolidated Statement of Financial Position	37
Consolidated Statement of Changes in Equity	39
Consolidated Statement of Cash Flows	40
Notes to the Consolidated Financial Statements	42
Financial Summary	81
Summary of Investment Properties held by the Group	82

# WING LEE PROPERTY INVESTMENTS LIMITED

## CORPORATE INFORMATION

---

### DIRECTORS

#### **Executive Directors**

Ms. Chau Choi Fa (*Chairperson*)  
Ms. Wong Siu Wah (*Chief Executive Officer*)  
Ms. Wong Vivien Man-Li  
Mr. Lui Siu Fung

#### **Independent Non-executive Directors**

Mr. Lam John Cheung-wah  
Dr. Tse Kwok Sang  
Mr. Chui Chi Yun Robert

### COMPANY SECRETARY

Mr. Ng Ho Yin Owen

### INDEPENDENT AUDITOR

Deloitte Touche Tohmatsu  
*Certified Public Accountants*

### LEGAL ADVISORS

#### **Bermuda**

Conyers Dill & Pearman

#### **Hong Kong**

Reed Smith Richards Butler

### COMPLIANCE ADVISOR

Optima Capital Limited

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking  
Corporation Limited  
Hang Seng Bank Limited  
Dah Sing Bank, Limited

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton, HM 11  
Bermuda

### HEAD OFFICE AND PRINCIPAL

#### PLACE OF BUSINESS

Office J, 11/F, King Palace Plaza,  
55 King Yip Street,  
Kwun Tong, Kowloon  
Hong Kong

### SHARE REGISTRARS

#### **Bermuda Principal**

Codan Services Limited  
Clarendon House, 2 Church Street,  
Hamilton, HM 11  
Bermuda

#### **Hong Kong Branch**

Tricor Investor Services Limited  
Before 31 March 2014:  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong

With effect from 31 March 2014:  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### STOCK CODE

Stock Code on The Stock Exchange of  
Hong Kong Limited: 864

### CORPORATE WEBSITE

[www.wingleeproperties.com](http://www.wingleeproperties.com)

On behalf of the board of directors (the "Board") of Wing Lee Property Investments Limited (the "Company"), I am pleased to present the audited financial results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2013.

### **BUSINESS REVIEW**

During the year, the Company was spun-off from Wing Lee Holdings Limited ("Wing Lee Holdings") and listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") by way of introduction on 19 March 2013.

The Group continued to focus on the property investment business, principally the leasing of completed commercial and residential properties in Hong Kong.

As at 31 December 2013, the aggregate market value of investment properties held by the Group, as appraised by RHL Appraisal Limited ("RHL"), an independent property valuer, amounted to approximately HK\$966.7 million, representing a slight increase as compared to 2012.

The total rental income for the year ended 31 December 2013 was approximately HK\$25.2 million, representing an increase of approximately 4.2% as compared to 2012.

The Group's profit and total comprehensive income attributable to the owners of the Company for 2013 was approximately HK\$41.0 million. There was a relatively less increase in net changes in fair value of the Group's investment properties in 2013, resulting in a decrease of approximately 86.6% in the profit and total comprehensive income attributable to the owners of the Company as compared to 2012.

Most of our properties recorded an upward adjustment in rental rates and our properties located at 59 Wellington Street, 61 Wellington Street and 27 Shing Yip Street recorded the highest increases in fair value during the year.

During the last quarter of 2013, renovations at our residential properties located at 3 Ma Tau Kok Road were completed and the properties have been fully leased out during the period.

During the year, the Group disposed of two residential properties and an industrial unit, realising an aggregate fair value gain of approximately HK\$2.6 million. The Board considers the disposals were in line with the Group's overall business strategy.

During the year, the Group acquired a commercial property in Hong Kong for use as the office of the Group and a car park unit for its own use. The Group also acquired a car park unit for investment. Save for the investment properties held by the Group, there was no significant investment held during the year.

## CHAIRPERSON'S STATEMENT

---

### PROSPECTS

During the past year, the Hong Kong government introduced curbs in the form of upward adjustments to stamp duty rates in attempts to cool the property market. Such cooling measures resulted in a decrease in the transaction volume for properties in Hong Kong and have generally adversely affected rental rates of commercial properties.

The decrease in transaction volume of properties has also generally affected the prices of properties and is reflected by a relatively less increase in fair value of our properties for 2013 in comparison to 2012. Notwithstanding the lesser increase in fair value, a majority of our rental properties have continued to maintain the same rent rate or have increased in rent rate in comparison to 2012.

The high occupancy rates and stable rent rates of the Group's investment properties are expected to continue to provide the Group with stable rental income.

As the Group continues to focus on the holding of commercial and residential properties for long-term investment, the Group will continue to explore various opportunities to further expand its investment portfolio. Acknowledging the recent passing of bills approving the implementation of the Buyer's Stamp Duty (BSD) and Special Stamp Duty (SSD) by the Hong Kong government, the Group will monitor the effects of the BSD and SSD on the market and will tread carefully and assume a cautious approach when exploring property investment opportunities. Should a suitable opportunity arise, the Group will explore further business development and diversification to increase its profits and ensure optimal shareholder returns. The Group does not currently have any plans for any material investments or acquisitions of capital assets.

### APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to all of our shareholders, tenants and professional parties for their continued support.

I would also like to extend my appreciation to all of our colleagues for their dedication and hard work.

**Chau Choi Fa**

*Chairperson*

Hong Kong, 19 March 2014

**OPERATIONS**

The Group is engaged in the business of property investment, principally the leasing of completed commercial and residential properties in Hong Kong. As at 31 December 2013, the Group had an investment property portfolio of 32 properties located in Hong Kong and one property located in the People's Republic of China (the "PRC").

During the year ended 31 December 2013, the Group completed the disposal of one industrial unit and two residential units as indicated below:

1. a residential property located in Kowloon Bay, Kowloon at a consideration of approximately HK\$5.2 million. A fair value gain of approximately HK\$0.9 million was recognized.
2. an industrial property located in Kwun Tong, Kowloon at a consideration of approximately HK\$19.3 million. A fair value gain of approximately HK\$1.8 million was recognized.
3. a residential property located in Wanchai, Hong Kong at a consideration of approximately HK\$3.0 million. A fair value loss of approximately HK\$0.1 million was recognized.

During the year ended 31 December 2013, the Group also completed the acquisition of a car park unit located in Kwun Tong, Kowloon at a consideration of approximately HK\$1.1 million for investment.

During the year, the Group also acquired an office property located in Kwun Tong, Kowloon at a consideration of approximately HK\$15.8 million and a car park unit located in Kwun Tong, Kowloon at a consideration of approximately HK\$1.1 million for own use.

The Group did not introduce or announce any new business or services for the year ended 31 December 2013.

**RESULTS**

Our profit and total comprehensive income for the year attributable to owners of the Company for 2013 was approximately HK\$41.0 million (2012: approximately HK\$306.3 million), representing a decrease of approximately 86.6% as compared to 2012. Such decrease was mainly attributable to a relatively less increase in net changes in fair value of the Group's investment properties and increase in administrative expenses.

On the assumption that the Group Reorganization (details of which are set out in the listing document dated 28 February 2013 ("Listing Document")) had been effective on 1 January 2012 and adjusted retrospectively for the sub-division of shares in the Company, the Capitalization Issue as defined in the Listing Document and the bonus effect arising from the Capitalization Issue, earnings per share for 2013 was HK\$0.107 (2012: HK\$0.852), representing a decrease of HK\$0.745 from last year.



### FINANCIAL REVIEW

#### **Liquidity and Capital Resources**

As at 31 December 2013, the net current assets of the Group amounted to approximately HK\$7.5 million. As at 31 December 2012, the net current liabilities of the Group amounted to approximately HK\$308.1 million. The current ratio, expressed as current assets over current liabilities, was approximately 1.1 (31 December 2012: approximately 0.17).

Total equity of the Group rose to approximately HK\$917.1 million (31 December 2012: approximately HK\$550.0 million) was primarily due to the capitalization of the amounts due to M S C Holdings Limited ("MSC") and Wing Lee Holdings of approximately HK\$326.2 million and recognized as equity as at 19 March 2013. As at 31 December 2013, there were no outstanding amounts due to MSC and Wing Lee Holdings.

Bank deposits and cash of the Group as at 31 December 2013 were approximately HK\$60.6 million (2012: approximately HK\$61.3 million), which included fixed deposits of approximately HK\$33.2 million (2012: approximately HK\$30.1 million).

As at 31 December 2013, the carrying amount of our bank loans were approximately HK\$115.3 million (2012: approximately HK\$126.2 million). As at 31 December 2013, all of the bank loans were secured by mortgages over certain investment properties of the Group with carrying amounts of approximately HK\$473.1 million (2012: approximately HK\$466.8 million) and carry interest at HIBOR plus 0.70% to 2.75% per annum (2012: HIBOR plus 0.70% to 2.75% per annum). As at 31 December 2013, our Group had available unutilized bank loan facilities of approximately HK\$20.0 million. As at 31 December 2012, our Group had no available unutilized bank loan facilities.

Of the total bank loans at 31 December 2013, approximately HK\$44.2 million (or approximately 38.3%) was repayable within one year or on demand. Approximately HK\$12.9 million (or approximately 11.2%) was repayable after one year but within two years. Approximately HK\$37.8 million (or approximately 32.8%) was repayable after two years but within five years. Approximately HK\$20.4 million (or approximately 17.7%) was repayable after five years.

Of the total bank loans at 31 December 2012, approximately HK\$32.0 million (or approximately 25.3%) was repayable within one year or on demand. Approximately HK\$14.6 million (or approximately 11.6%) was repayable after one year but within two years. Approximately HK\$45.0 million (or approximately 35.7%) was repayable after two years but within five years. Approximately HK\$34.6 million (or approximately 27.4%) was repayable after five years.

The Group's total debt to equity ratio, calculated as total borrowings (being the aggregate of total bank borrowings and amounts due to MSC and Wing Lee Holdings) of approximately HK\$115.3 million (31 December 2012: approximately 452.4 million) divided by shareholder's equity of the Group of approximately HK\$917.1 million (31 December 2012: approximately HK\$550.0 million) was approximately 0.13 as at 31 December 2013 (31 December 2012: approximately 0.82). The decrease was mainly due to the Capitalization Issue (as defined in the Listing Document), under which the amounts due to MSC and Wing Lee Holdings of approximately HK\$326.6 million have been capitalized and recognized as equity as at 19 March 2013.

**Capital Expenditure**

Capital expenditure incurred by our Group (representing acquisition of investment properties and property, plant and equipment) for the year ended 31 December 2013 was approximately HK\$21.0 million (2012: approximately HK\$27.3 million). The Group anticipates that the funding required for future capital expenditure will be principally financed by cash generated from operations and bank borrowings, although the Group may consider raising additional funds as and when appropriate.

**Capital commitments**

The Group had no material capital commitments as at 31 December 2013 (2012: nil).

**Contingent liabilities**

The Group had no significant contingent liabilities as at 31 December 2012 and 2013.

**Pledge of assets**

As at 31 December 2013, certain of the Group's investment properties with a carrying value of approximately HK\$473.1 million (2012: approximately HK\$466.8 million) have been pledged to secure banking facilities of the Group.

As at 31 December 2013, one of the Group's leasehold land and buildings with a carrying value of approximately HK\$17.4 million (2012: nil) has been pledged to secure banking facilities of the Group.

**MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES**

Save for the Group Reorganization as described in the Listing Document, there was no material acquisition or disposal of subsidiaries and associated companies by the Company during the year ended 31 December 2013 under review.

**TREASURY POLICIES**

The Group principally operates in Hong Kong and the revenue, operating cost and borrowings were mainly denominated in Hong Kong dollars. As a result, the Group has minimal exposure to exchange rate fluctuation.

The Group adopts conservative treasury policies in cash and financial management. Cash is generally placed in short-term deposits mostly denominated in Hong Kong dollars. The Group does not use any financial instruments for hedging purpose.

**RISK MANAGEMENT**

The Group has established and maintained sufficient risk management procedures to identify and control various types of risk within the organisation and the external environment with active management participation and effective internal control procedures in the best interest of the Group and its shareholders.

**HUMAN RESOURCES**

As at 31 December 2013, the Group had 8 employees (2012: 11 employees) in Hong Kong. The Group recorded staff costs of approximately HK\$6.4 million (2012: approximately HK\$8.5 million).

All of our employees have employment contracts that cover matters such as wages, benefits and grounds for termination. The Group's remuneration policies and packages are reviewed by the management on a regular basis. The Group grants discretionary bonuses to qualified employees based on operation results and individual performance.



## DIRECTORS AND SENIOR MANAGEMENT PROFILE

---

### EXECUTIVE DIRECTORS

Ms. Chau Choi Fa (“Ms. Chau”), aged 46, is an executive director and the chairperson of the Company. Ms. Chau is the spouse of Mr. Chow Tak Hung, the controlling shareholder of the Company, and an aunt of Mr. Lui Siu Fung. Ms. Chau is also a non-executive director of Wing Lee Holdings. Ms. Chau has been responsible for overseeing the property division of the Group since 2007. Ms. Chau has over 19 years of experience in property investments and related activities in Hong Kong and overseas. She is responsible for the overall strategic planning of the Group.

Ms. Wong Siu Wah (“Ms. Wong”), aged 67, is an executive director and the chief executive officer of the Company. Ms. Wong is the mother of Ms. Wong Vivien Man-Li, an executive director. Ms. Wong is also a non-executive director of Wing Lee Holdings. Ms. Wong has been responsible for overseeing the property business of the Group since 2001. She has over 20 years of management experience in the electronics industry as well over 20 years of experience in property investments and related activities in Hong Kong, as well as overseas. She is responsible for the overall strategic planning of the Group as well as overall administration of the Group.

Ms. Wong Vivien Man-Li (“Ms. Vivien Wong”), aged 32, is the daughter of Ms. Wong and an executive director of the Company. Ms. Vivien Wong joined the Group in 2011. She is licensed to practice law as a solicitor and barrister in Ontario, Canada (currently non-practising) and is a member of the Law Society of Upper Canada. Ms. Vivien Wong has over four years of experience in property and rental management. Ms. Vivien Wong holds a Bachelor of Laws degree from the University of Manchester, United Kingdom, and a Bachelor of Science degree from the University of Waterloo, Canada. She is responsible for the overall management and corporate policy of the Group.

Mr. Lui Siu Fung (“Mr. Lui”), aged 32, is the nephew of Mr. Chow Tak Hung, the controlling shareholder of the Company, and Ms. Chau, and is an executive director of the Company. Mr. Lui joined the Group in 2008 and has over five years of work experience performing duties including in-house technical support and property maintenance. He graduated from the University of Windsor, Ontario, Canada with a Bachelor of Business degree and also holds a certificate in computer programming. He is responsible for heading property maintenance and internal information technology support of the Group.

**DIRECTORS AND SENIOR MANAGEMENT PROFILE**

---

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

Mr. Lam John Cheung-wah ("Mr. Lam"), aged 59, joined the Group in 2013. Mr. Lam worked in the banking industry for more than 30 years. He is the vice chairman and an executive director of Nan Fung Property Consolidated Limited which is engaged in property investments and development. Prior to this, he was an executive director of Dah Sing Bank, Limited and a director of Dah Sing Securities Limited, Dah Sing Life Assurance Co. Limited and Dah Sing Bank (China) Limited. Mr. Lam was employed by Hang Seng Bank Limited as an assistant general manager from 2003 to 2005. Prior to joining Hang Seng Bank Limited, Mr. Lam worked in various senior positions in The Hongkong and Shanghai Banking Corporation Limited and the Royal Bank of Canada for over 20 years. Mr. Lam obtained in June 1988 and June 1977, respectively, a Bachelor Degree in Business Management and a Marketing Diploma from Ryerson Polytechnical Institute, now Ryerson University in Toronto, Canada, and was designated as a Fellow of the Institute of Canadian Bankers in 1980.

Dr. Tse Kwok Sang ("Dr. Tse"), aged 57, joined the Group in 2013. He is currently the Associate Dean and Associate Professor of Finance, Faculty of Business and Economics of The University of Hong Kong. Dr. Tse has published articles and other publications on the subject of real estate finance and economics, financial regulations and capital markets and investments. He served on the examination panel of the Estate Agents Authority of Hong Kong from 1999 to 2010. Currently, Dr. Tse is a Co-Opted Councillor and Co-Opted Member of the Executive Committee of the 33rd term of the Heung Yee Kuk New Territories and he was appointed by the Government of Hong Kong as a Justice of the Peace in 2010. He is also an independent non-executive director of Ajia Partners Asia Absolute Return Fund Limited which is listed on the Irish Stock Exchange. Dr. Tse obtained in June 1990 a Ph.D. in Business Administration from Michigan State University in the United States. He is an Associate Member of the Society of Actuaries. Dr. Tse has been an independent non-executive director of Sunlight Real Estate Investment Trust since its listing on the Stock Exchange (stock code: 435) in 2006. Dr. Tse was also a Member of The Hong Kong Institute of Directors.

Mr. Chui Chi Yun Robert ("Mr. Chui"), aged 57, joined the Group in 2013. He obtained a Bachelor Degree in Commerce in June 1978 and is a practising Certified Public Accountant in Hong Kong. Mr. Chui was admitted as a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom in June 1991 and May 1989, respectively. He is currently the Commissioner of the Hong Kong Road Safety Patrol. He is also a member of the Road Safety Campaign Committee of the Road Safety Council. Mr. Chui is also an independent non-executive director of two companies which are listed on the Stock Exchange, namely Tse Sui Luen Jewellery (International) Limited (stock code: 417) and National Arts Holdings Limited (stock code: 8228).

**SENIOR MANAGEMENT**

Mr. Ng Ho Yin Owen ("Mr. Ng"), aged 34, joined the Group in 2012. Mr. Ng is the company secretary and financial controller of the Company. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a certified practising accountant of CPA Australia. Mr. Ng is responsible for the financial and company secretarial matters of the Company. Mr. Ng has over 10 years of experience in auditing, financial management and taxation. Mr. Ng holds a Bachelor of Business (Accountancy) degree and Bachelor of Information Technology degree from the Queensland University of Technology, Australia.

The Board considers effective corporate governance a key component in the Group's sustained development and believes that good corporate governance practices are increasingly important for maintaining and promoting shareholder value and investor confidence. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

Since the listing of the Company on 19 March 2013, the Company has adopted the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its own code of corporate governance. The Board considers that the Company was in compliance with all applicable code provisions set out in the CG Code from 19 March 2013, being the date of listing of the Company, to the date of this report.

### **(A) THE BOARD OF DIRECTORS**

The overall management of the Company's operation is vested in the Board.

The Board takes responsibility to oversee all major matters of the Company, including the formulation and approval of all policy matters, overall strategies, internal control and risk management systems, and monitoring of the performance of the senior management. The directors of the Company ("Directors") make decisions objectively in the interests of the Company. Currently, the Board comprises seven Directors, including four executive directors and three independent non-executive directors:

#### **Executive Directors**

Ms. Chau Choi Fa (Chairperson)  
Ms. Wong Siu Wah (Chief Executive Officer)  
Ms. Wong Vivien Man-Li  
Mr. Lui Siu Fung

#### **Independent Non-Executive Directors**

Mr. Lam John Cheung-wah (appointed on 6 February 2013)  
Dr. Tse Kwok Sang (appointed on 6 February 2013)  
Mr. Chui Chi Yun Robert (appointed on 6 February 2013)

Their biographical details and relationships are set out in the section entitled "Directors and Senior Management Profile" in the annual report. Ms. Chau Choi Fa and Ms. Wong Siu Wah are interested in certain properties in Hong Kong and the PRC (being the territories in which the Group owns properties), the details of which are set out in the paragraph "Properties Held by the Directors and our Controlling Shareholders" in the section entitled "Other information" in the annual report.

The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group's businesses to the executive Directors, senior management and certain specific responsibilities to the Board committees.

### **(A) THE BOARD OF DIRECTORS – continued**

#### **Chairperson and Chief Executive Officer**

Ms. Chau Choi Fa is the chairperson of the Company and Ms. Wong Siu Wah is the chief executive officer (“CEO”). The roles of the chairperson and CEO are served by different individuals to achieve a balance of authority and power, which is in compliance with the Code Provision A.2.1 of the CG Code. The main responsibility of the chairperson is to lead the Board and manage its work to ensure that it effectively operates and fully discharges its responsibilities. Supported by the members of committees of the Board, the CEO is responsible for the day-to-day management of the Group’s business, recommending strategies to the Board, and determining and implementing operational decisions.

#### **Appointments, Re-election and Removal of Directors**

Each of the executive Directors and independent non-executive Directors has entered into a service contract or letter of appointment with the Company for a specific term. Such term is subject to her/his re-appointment by the Company at an annual general meeting upon such Director’s retirement and offering herself/himself for re-election.

The bye-laws of the Company provide that any Director appointed by the Board, (i) to fill a casual vacancy in the Board, shall hold office only until the next following general meeting of the Company and shall be subject to re-election at such meeting and (ii) as an addition to the Board shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election.

#### **Independent Non-Executive Directors**

In compliance with Rule 3.10 of the Listing Rules, the Company has appointed three independent non-executive Directors, one of whom namely Mr. Chui Chi Yun Robert possesses the appropriate professional qualifications in accounting and financial management. Each of the three independent non-executive Directors has confirmed his independence of the Company and the Company considers each of them to be independent in accordance with the guidelines of assessing independence as set out in Rule 3.13 of the Listing Rules. Each of the three independent non-executive Directors has signed a letter of appointment with the Company for a specific term of three years.

#### **Number of Meetings and Directors’ Attendance**

CG Code provision A.1.1 prescribes that at least four regular Board meetings should be held each year at approximately quarterly intervals with active participation of a majority of the Directors, either in person or through other electronic means of communication.

Since the date of listing of the Company on 19 March 2013 and up to 31 December 2013, the Board has held four meetings. The Board will schedule to have at least four regular meetings in a year.

**(A) THE BOARD OF DIRECTORS – continued**

**Number of Meetings and Directors' Attendance – continued**

Name of Director	Board Meeting	Attendance/Number of Meetings		
		Nomination Committee	Remuneration Committee	Audit Committee
Executive Directors:				
Ms. Chau Choi Fa	4/4	1/1	N/A	N/A
Ms. Wong Siu Wah	4/4	N/A	1/1	N/A
Ms. Wong Vivien Man-Li	4/4	N/A	N/A	N/A
Mr. Lui Siu Fung	4/4	N/A	N/A	N/A
Independent Non-executive Directors:				
Mr. Lam John Cheung-wah	3/4	1/1	1/1	1/2
Mr. Tse Kwok Sang	4/4	1/1	1/1	2/2
Mr. Chui Chi Yun Robert	4/4	1/1	1/1	2/2

**Training and Support for Directors**

In accordance with A.6.5 of the CG Code with regards to continuous professional development, all Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills.

To further ensure that all Directors are adequately informed about the Company's business and operations as well as his/her responsibilities under relevant laws, rules and regulations, the Company Secretary provides all Directors with regular updates regarding the Company's performance as well as updates on latest amendments and developments to the Listing Rules and other relevant legal and regulatory requirements from time to time.

The Directors received the following training for the year ended 31 December 2013 according to the records provided by the Directors:

Directors	Training on corporate governance, regulatory development and other relevant topics
<i>Executive Directors</i>	
Ms. Chau Choi Fa (Chairperson)	✓
Ms. Wong Siu Wah (Chief Executive Officer)	✓
Ms. Wong Vivien Man-Li	✓
Mr. Lui Siu Fung	✓
<i>Independent Non-executive Directors</i>	
Mr. Lam John Cheung-wah	✓
Dr. Tse Kwok Sang	✓
Mr. Chui Chi Yun Robert	✓



### **(A) THE BOARD OF DIRECTORS – continued**

#### **Directors' and Officers' Insurance**

The Company has arranged for appropriate liability insurance for the Directors to cover their liabilities arising out of corporate activities.

#### **Compliance with the Model Code for Directors' Securities Transactions**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as its model code for securities transactions by Directors. Having made specific enquiries, all the Directors confirmed that they have complied with the Model Code from 19 March 2013, the date of listing of the Company, to the date of this report.

#### **Board Committees**

The Board has established an Audit Committee, Remuneration Committee and Nomination Committee (collectively "Board Committees") with defined terms of reference. The terms of reference of the Board Committees are posted on the websites of the Company and the Stock Exchange. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

#### *Audit Committee*

The Audit Committee was established in February 2013 and its current members include:

Mr. Chui Chi Yun Robert (*Chairperson*)  
Mr. Lam John Cheung-wah  
Dr. Tse Kwok Sang

All of the committee members are independent non-executive Directors. The primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

The terms of reference of the Audit Committee were adopted in February 2013 and are in line with the provisions of the CG Code, a copy of which is posted on the website of the Company and the Stock Exchange.

The Audit Committee shall hold at least two regular meetings in a year to review and discuss the interim and annual financial statements of the Company. Additional meetings of the Audit Committee may be held as and when required.

The Audit Committee shall meet with the external auditor at least twice a year. The external auditor may request a meeting if they consider necessary.

**(A) THE BOARD OF DIRECTORS – continued**

**Board Committees – continued**

*Audit Committee – continued*

Since the Company was listed on 19 March 2013 and up to 31 December 2013, the Audit Committee held two meetings. The attendance records are set out under the section headed, “Number of Meetings and Directors’ Attendance” in this report. The Audit Committee performed the following work during the year:

- (a) reviewed with the independent auditor of the Group’s annual audited financial statements for the year ended 31 December 2012, and reviewed the unaudited interim financial statements for the six months ended 30 June 2013 including the accounting principles and accounting standards adopted with recommendations made to the Board for approval;
- (b) reviewed the changes in accounting standards and assessed their potential impacts on the Group’s financial statements;
- (c) reviewed the Group’s internal control system and related matters; and
- (d) considered and made recommendations on the re-appointment of Deloitte Touche Tohmatsu as the independent auditor of the Group, and the terms of engagement.

*Remuneration Committee*

The Remuneration Committee was established in February 2013 and its current members include:

Mr. Lam John Cheung-wah (*Chairman*)  
Dr. Tse Kwok Sang  
Mr. Chui Chi Yun Robert  
Ms. Wong Siu Wah

The majority of the members are independent non-executive Directors. The Remuneration Committee reviews the remuneration package of the executive Directors, independent non-executive Directors and senior management, and makes appropriate recommendations to the Board. Staff remuneration is determined by the Group’s management by reference to the individual staff’s qualifications, work experience, performance and prevailing market conditions.

The terms of reference of the Remuneration Committee were adopted in February 2013 and are in line with the provisions of the CG Code, a copy of which is posted on the website of the Company and the Stock Exchange.

The Remuneration Committee met once during the financial year. During the meeting, the Remuneration Committee reviewed the remuneration packages of the executive Directors, independent non-executive Directors and senior management.

### **(A) THE BOARD OF DIRECTORS – continued**

#### **Board Committees – continued**

##### *Nomination Committee*

The Nomination Committee was established in February 2013 and its current members include :

Dr. Tse Kwok Sang (*Chairman*)

Mr. Chui Chi Yun Robert

Mr. Lam John Cheung-wah

Ms. Chau Choi Fa

The majority of the members are independent non-executive Directors. The principal duties of the Nomination Committee are to identify and nominate suitable candidates for appointment as Directors and make recommendations to the Board.

The terms of reference of the Nomination Committee were adopted in February 2013 and are in line with the provisions of the CG Code, a copy of which is posted on the website of the Company and the Stock Exchange.

The Nomination Committee met once during the financial year. During the meeting, the Nomination Committee reviewed the structure and composition (including the skills, knowledge and experience) of the Board.

#### **Conflict of Interest**

If a Director has a conflict of interest in relation to a transaction or proposal to be considered by the Board, the individual is required to declare such interest and to abstain from voting. The matter is considered at a Board meeting attended by Directors who have no material interest in the transaction. The Group also adopted certain internal control policies to manage potential conflicts of interest.

#### **Company Secretary**

Mr. Ng Ho Yin Owen, the company secretary of the Company, is a full time employee of the Group and has day-to-day knowledge of the Company's affairs. The company secretary has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. The biographical details of the company secretary is set out in the section entitled "Directors and Senior Management Profile" in the annual report.

**(B) FINANCIAL REPORTING AND INTERNAL CONTROL****Financial Reporting**

The Board, supported by the financial controller and the finance and accounts department of the Company are responsible for the preparation of accounts for each financial period which give a true and fair view of the state of affairs of the Group. In preparing the accounts for the year ended 31 December 2013, the Directors have selected suitable accounting policies and applied them consistently, adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards, made adjustments and estimates that are prudent and reasonable, and have prepared the accounts on a going concern basis. The Directors are also responsible for keeping proper accounting records which reflect the financial information of the Group with reasonable accuracy.

**External Auditor's Remuneration**

Deloitte Touche Tohmatsu has been appointed as the Company's external auditor since the Company's incorporation. The Audit Committee has been notified of the nature and the service charges of non-audit services performed by Deloitte Touche Tohmatsu and considered that these non-audit services have no adverse effect on the independence of the auditor. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.

The remuneration paid to the Company's external auditor, Deloitte Touche Tohmatsu, in respect of audit services and non-audit services for the year ended 31 December 2013 is set out below:

<b>Type of services provided by the external auditor</b>	<b>Amount of fees HK\$'000</b>
Audit services	468
Non-audit services:	180
Total	648

**Internal Control**

The Board has the responsibility to maintain an effective internal control system in order to safeguard the Group's assets and shareholders' interests, and review and monitor the effectiveness of the internal control and risk management systems on a regular basis to ensure that the systems in place are adequate.

During the year under review, the Company engaged external independent consultants to conduct a review of the internal control system of the Group in order to maintain high standards of corporate governance. The Board has also itself conducted a review of the effectiveness of the internal control system of the Group and is of the view that the Company has taken all reasonable steps to establish a proper internal control system.

### **(C) COMMUNICATION WITH SHAREHOLDERS AND INVESTORS**

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognizes the importance of transparency and timely disclosure of corporate information, which enable shareholders and investors to make appropriate investment decisions.

The members of the Board and Board Committees and the external auditor are present to answer shareholders' questions in the annual general meetings of the Company. Meeting circulars are distributed to all shareholders before the annual general meeting and special general meetings in accordance with the timeline requirement as laid down in the Listing Rules and the bye-laws of the Company. All the resolutions proposed to be approved at the general meetings will be taken by poll and poll voting results will be published on the websites of the Stock Exchange and the Company after the meetings.

As a channel to promote effective communication, the Group maintains a website where information on the Company's announcements, financial information and other information are posted. Shareholders and investors may write directly to the Company at its principal place of business in Hong Kong with any inquiries.

### **(D) SHAREHOLDERS' RIGHTS**

#### **Convening of Special General Meetings and Requisition by Shareholders**

Shareholders shall have the right to request the Board to convene a special general meeting ("SGM"). Shareholders holding in aggregate of not less than one-tenth (10%) of the paid up capital of the Company may send a written request to the Board to requisition an SGM.

The written requisition, duly signed by the shareholders concerned, must state the purpose of the meeting and must be deposited at the registered office of the Company.

The Company will take appropriate actions and make necessary arrangements and the shareholders concerned will be responsible for any expenses incurred in giving effect thereto in accordance with the requirements under Section 74 of the Companies Act 1981 of Bermuda (the "Companies Act") once a valid requisition is received.

**(D) SHAREHOLDERS' RIGHTS – continued**

**Procedures for Making Proposals at General Meetings by Shareholders**

The following shareholders are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company:

- (a) any members representing not less than one-twentieth (5%) of the total voting rights of the Company on the date of the requisition; or
- (b) not less than 100 members holding shares in the Company.

The requisition specifying the proposal, duly signed by the shareholders concerned, together with a statement with respect to the matter referred to in the proposal must be deposited at the registered office of the Company. The Company will take appropriate actions and make necessary arrangements and the shareholders concerned will be responsible for any expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

As regards to proposing a person other than the retiring Director for election as a Director in a general meeting, please refer to the procedures available on the website of the Company.

Shareholders may write directly to the Company at its principal place of business in Hong Kong with any inquiries.

**(E) CONSTITUTIONAL DOCUMENTS**

There was no change in the Company's constitutional documents since incorporation on 26 March 2012 and up to 31 December 2013.

In anticipation of the Company's listing on 19 March 2013, the Company adopted the current bye-laws of the Company on 6 February 2013.



## OTHER INFORMATION

---

### PROPERTIES HELD BY THE DIRECTORS AND OUR CONTROLLING SHAREHOLDERS

References to “controlling shareholders” in this section mean Bright Asia Holdings Limited (“Bright Asia”) and Mr. Chow Tak Hung. Bright Asia has no interest in investment properties other than those held via Wing Lee Holdings and the Company.

#### Properties held by Wing Lee Holdings

Wing Lee Holdings is a subsidiary of Bright Asia, our controlling shareholder. Wing Lee Holdings and its subsidiaries currently hold the following properties (the “Retained Properties”):

- (i) an industrial complex located at Xinling Road, Sulong Town, Luoding Village, Yunfu City, Guangdong Province, the PRC. This property has a total gross floor area of approximately 11,719.51 sq.m. (approximately 126,148.81 sq.ft.);
- (ii) an industrial complex located east of Xinggong Road and south of Keliu Road, Heyuan Hi-Tech Development Area, Heyuan City, Guangdong Province, PRC. This property has a total gross floor area of approximately 94,030.94 sq.m. (approximately 1,012,149.04 sq.ft.);
- (iii) a property at Unit B, Level 32, Block 7, Donghu Garden, Dongzong Avenue, Guancheng District, Dongguan City, Guangdong Province, PRC (“Retained Property 1”), comprising a residential unit with a total gross floor area of approximately 133.00 sq.m. (approximately 1,431.61 sq.ft.); and
- (iv) an industrial complex located at Second Industrial Zone, Sijia Management Area, Qingfeng Road West, Shijie Town, Dongguan City, Guangdong Province, PRC (“Retained Property 2”). This property has a total gross floor area of approximately 30,537.05 sq.m. (approximately 328,700.83 sq.ft.).

The aggregate rental income of Retained Properties 1 and 2 for the year ended 31 December 2013 was approximately HK\$1.8 million. The other Retained Properties were occupied by Wing Lee Holdings and its subsidiaries for industrial uses for the year ended 31 December 2013.

Set out below are the fair values of Retained Properties 1 and 2 as at 31 December 2013:

Property	Fair Value
	As at 31 December 2013 HK\$'000
Retained Property 1	713
Retained Property 2	32,564
<b>Total</b>	<b>33,277</b>

**PROPERTIES HELD BY THE DIRECTORS AND OUR CONTROLLING SHAREHOLDERS – continued**

**Personal Investments**

Ms. Wong Siu Wah (“Ms. Wong”) and Ms. Chau Choi Fa (“Ms. Chau”) are interested in the following properties in Hong Kong and the PRC (being the territories in which the Group owns properties) (the “Personal Investments”):

Owner of property	Location of property	Saleable floor area approximate sq. ft.	Type of property	Fair Value as at 31 December 2013 HK\$'000
A company in which Ms. Chau, Mr. Chow Tak Hung, Ms. Wong and Ms. Chow Woon Yin are interested	Block C, 4/F., Flat 1, Park Place, No. 7 Tai Tam Reservoir Rd, Hong Kong and car park no. 32 & 33 (“Personal Property 1”)	2,070	Residential	72,500
Ms. Chau and Ms. Wong/ companies jointly owned by Ms. Chau and Ms. Wong	Flat 3, 8/F., Block A, Jardine’s Lookout Garden Mansion, Nos. 148-150 Tai Hang Road, Hong Kong (“Personal Property 2”)	840	Residential	18,500
	Flat 4, 8/F., Block A, Jardine’s Lookout Garden Mansion, Nos. 148-150 Tai Hang Road, Hong Kong (“Personal Property 3”)	1,196	Residential	28,500
	G/F and cockloft (otherwise called mezzanine floor), No. 99 Queen’s Road East, Hong Kong	610 (with yard: 50 and cockloft: 400)	Commercial	51,600
	Shop B5 on G/F and Cockloft, Tai Wong Building, Nos. 3-5 Tai Wong Street East, Hong Kong	1,090 (with yard: 35 and cockloft: 440)	Commercial	43,500
	No. 22 Man On Street (whole building), Tai Kok Tsui, Kowloon	Commercial: 870 Residential: 3,130	Commercial/ Residential	Commercial: 17,700 Residential: 15,200
	Shop No. 3, G/F, Rialto Building, No. 2 Landale Street, Hong Kong	670	Commercial	30,700
	2/F, No. 61 Wellington Street, Hong Kong	470	Commercial	5,100
	G/F and cockloft, No. 299 Portland Street, Kowloon	620 (with cockloft: 460)	Commercial	84,500
Owner of property	Location of property	Gross floor area approximate sq. m.	Type of property	Fair Value as at 31 December 2013 HK\$'000
Companies in which Mr. Chow Tak Hung, Ms. Chow Woon Yin and Ms. Wong are interested	Levels 3-7, Block E, Shangyi Village, Shijie Town, Dongguan, Guangdong Province, PRC	1,553 (i.e. approximately 16,716 sq.ft.)	Residential	4,234
	Levels 3-7, Block D, Shangyi Village, Shijie Town, Dongguan Guangdong Province, PRC	1,890 (i.e. approximately 20,344 sq.ft.)	Residential	5,156

## OTHER INFORMATION

---

### **PROPERTIES HELD BY THE DIRECTORS AND OUR CONTROLLING SHAREHOLDERS – continued**

The aggregate rental income of the Personal Properties 1, 2 and 3 (currently used as personal residences of Ms. Chau, Ms. Wong and/or their respective family members), for the year ended 31 December 2013 was approximately HK\$0.2 million.

The aggregate rental income of the Personal Investments (excluding Personal Properties 1, 2 and 3) for the year ended 31 December 2013 was approximately HK\$6.0 million.

Taking into account the number and availability of alternative units in the Hong Kong property market, and given that the size of the Group's property portfolio in Hong Kong is significantly larger than that of the Personal Investments and Retained Properties in Hong Kong, and properties located in the PRC are not the Company's investment focus, the Board is of the view that competition with the business of the Group is not extreme.

In addition, given the independence of the Group from the controlling shareholders and Wing Lee Holdings in terms of boards and management, operation, finance and administrative capability and clear delineation of business amongst them as detailed in the Listing Document, the Board is satisfied that the Group is capable of carrying on its business independently from the controlling shareholders (including their respective associates) and Wing Lee Holdings.

### **Confirmation of compliance with internal policy and deed of non-competition**

The Directors confirmed that they have complied with the Company's internal policy on property transactions. Our controlling shareholders (namely Mr. Chow Tak Hung and Bright Asia), Ms. Chow Woon Yin and Ms. Wong Siu Wah (collectively the "Covenantors"), both of whom are also shareholders of Bright Asia, have also confirmed that they have complied with the provisions of the deed of non-competition dated 6 February 2013 entered into by them in favour of the Company.

### **Dealings in property by the Executive Directors**

On 11 June 2013, the Board elected to waive any and all rights of first refusal with regards to the offer and sale of the property located at Flat C on 2/F (rear portion on 2/F) Wah Fung Building, Nos. 296-298 Lockhart Road, Hong Kong ("Personal Property") which is a Personal Investment held by Ms. Chau and Ms. Wong. The Board does not consider the aforementioned property to be an appropriate investment at the material time as the Group intends to increase its focus on commercial retail properties.

By waiving the above rights, the Board permitted Ms. Chau and Ms. Wong to proceed to offer the Personal Property for sale at a consideration of no less than HK\$2.6 million and provided that such disposal shall be on terms which are no more favorable than those offered to the Company. The disposal of Personal Property was completed in 2013 at a consideration of no less than HK\$2.6 million and on terms no more favourable than those offered to the Company.

**Dealings in property by the Convenantors**

On 6 September 2013, the Board elected to waive any and all rights of first refusal with regards to the offer and sale of Morning Star (Shanghang) Copper Company ("MSSC"), a subsidiary company of Wing Lee Holdings, which holds a 90% stake in an industrial complex located at Nangang Industrial Zone, Lincheng Town, Sha County, Longyan City, Fujian Province, PRC ("Nangang Property"). The Board does not consider MSSC to be an appropriate investment at the material time due to the complexity of the transaction and that the holding of the Nangang Property was not 100%. At the disposal date, MSSC had aggregate liabilities of approximately HK\$8.8 million.

By waiving the above rights, the Board permitted Wing Lee Holdings to proceed to offer MSSC for sale at a consideration at a nominal value and to take up all the existing liabilities of MSSC and provided that such disposal shall be on terms which are no more favorable than those offered to the Company. The disposal of MSSC was completed in 2013 on terms no more favourable than those offered to the Company.

On 13 September 2013, the Board elected to waive any and all rights of first refusal with regards to the offer and sale of the property located at Flat B on 1/F (front portion on 1/F) Wah Fung Building, Nos. 296-298 Lockhart Road, Hong Kong ("Wah Fung Property") which is a retained property held by a subsidiary of Wing Lee Holdings. The Board does not consider the aforementioned property to be an appropriate investment at the material time as the Group intends to increase its focus on commercial retail properties.

By waiving the above rights, the Board permitted Wing Lee Holdings to proceed to offer the Wah Fung Property for sale at a consideration of no less than HK\$3.0 million and provided that such disposal shall be on terms which are no more favorable than those offered to the Company. The disposal of Wah Fung Property was completed in 2013 at a consideration of no less than HK\$3.0 million and on terms no more favourable than those offered to the Company.

## OTHER INFORMATION

### PROPERTIES WITH BUILDING ORDERS AND/OR WARNING NOTICES REGISTERED AGAINST THEIR TITLE

Certain of our properties are encumbered with building orders and/or warning notices, details of which have been disclosed in the Listing Document. Set out below is a summary of the latest progress of rectification of such building orders and warning notices as at 19 March 2014 for ascertaining information in relation to these building orders and warning notices.

<b>Property/ Building concerned</b>	<b>Subject of legal compliance issue</b>	<b>Status as at 19 March 2014</b>
Jardine's Lookout Garden Mansion, Nos. 148-150 Tai Hang Road Hong Kong (in which one of our properties is located)	Two building orders were issued to the incorporated owners of the building in May 2010 in relation to, among other things, the removal of a number of doors in the common areas.	We have followed up and further inquired with the incorporated owners to discuss the rectification works for the subject matters. We will continue to follow up on this matter.
Wah Fung Building, Nos. 296-298 Lockhart Road, Wanchai, Hong Kong (in which four of our properties are located)	Two building orders were issued to the incorporated owners of the building in 2010 in relation to the rectification of the defective parts of the exterior and common area.	A meeting was held by the incorporated owners of the building with the hired consultant in January 2014 in connection with "Operation Building Bright (樓宇更新大行動)" to discuss and approve of the submission of requisite documents to the Hong Kong Housing Society & Urban Renewal Authority by the consultant. We will cooperate with the incorporated owners in rectification of the subject matters in these orders.
Cheong Hong Mansion, Nos. 25-33 Johnston Road, Nos. 1-3 Thomson Road, No. 2 Fenwick Street, Hong Kong (in which two of our properties are located)	A building order was issued to the incorporated owners of the building in 2011 in relation to the rectification of the defective parts of the exterior and common areas of the building.	A letter dated 5 February 2013 certifying compliance from the Buildings Department was issued and was registered at the Hong Kong Land Registry on 22 April 2013.
G/F, No. 3 Ma Tau Kok Road, Kowloon	A warning notice was issued to a previous owner of the property in relation to a concrete structure enclosing the back yard of the property.	A letter dated 11 November 2013 certifying compliance for the Buildings Department was issued and registered at the Hong Kong Land Registry on 27 November 2013.
Shop A on G/F, Kam Tak Mansion, Nos. 88-90 Queen's Road East, Hong Kong	A warning notice was issued to a previous owner of the property in relation to a concrete structure enclosing the back yard of the property.	A letter dated 26 March 2013 certifying compliance from the Buildings Department was issued and was registered at the Hong Kong Land Registry on 19 April 2013.
G/F, No. 347 Portland Street, Kowloon	A warning notice was issued to a previous owner of the property in relation to a concrete structure enclosing the back yard of the property.	A letter dated 29 April 2013 certifying compliance from the Buildings Department was issued and was registered at the Hong Kong Land Registry on 23 May 2013.

The Directors are pleased to present the annual report and the audited consolidated financial statements of the Company for the year ended 31 December 2013.

### **PRINCIPAL ACTIVITIES**

The Company is an investment holding company. The principal activities of its subsidiaries are property investments, principally, the leasing of completed commercial and residential properties in Hong Kong.

### **RESULTS AND DIVIDENDS**

The results of the Group for the year ended 31 December 2013 are set out in the consolidated statement of profit or loss and other comprehensive income on page 36.

The Board does not recommend the payment of any final dividend for the year ended 31 December 2013.

### **CLOSURE OF REGISTER OF MEMBERS**

To ascertain the shareholders' entitlement to attend and vote at the forthcoming annual general meeting of the Company, the register of members of the Company will be closed from 24 June 2014 to 27 June 2014, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 23 June 2014. With effect from 31 March 2014, Tricor Investor Services Limited will change its address from 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

### **SUMMARY OF FINANCIAL INFORMATION**

A summary of the published results, assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 81. The summary does not form part of the audited consolidated financial statements.

### **INVESTMENT PROPERTIES**

The Group acquired one car park unit at a consideration of approximately HK\$1.1 million during the year. Details of the movements in investment properties of the Group during the year are set out in note 13 to the consolidated financial statements.

### **PROPERTY, PLANT AND EQUIPMENT**

The Group acquired property, plant and equipment during the year namely, an office unit at a consideration of approximately HK\$15.8 million and one car park unit at a consideration of approximately HK\$1.1 million during the year. Details are set out in note 14 to the consolidated financial statements.



## DIRECTORS' REPORT

---

### SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 22 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

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

Neither the Company nor any of its subsidiaries redeemed, purchased or cancelled any redeemable securities during the year ended 31 December 2013. As at 31 December 2013, there were no outstanding redeemable securities of the Company.

### RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 27 to the consolidated financial statements and in the consolidated statement of changes in equity on page 39 respectively.

### DISTRIBUTABLE RESERVES

At 31 December 2013, the Company had no reserve available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda (as amended) (2012: nil).

### MAJOR CUSTOMERS

In relation to the Group's property leasing business, the percentages of gross rental income for the year ended 31 December 2013 attributable to the largest tenant and the five largest tenants in aggregate were 9.5% and 36.9% respectively.

Wing Lee (Connector) Company Limited ("WLC") (formerly known as Morning Star Industrial Company Limited), a wholly-owned subsidiary of Wing Lee Holdings, has been one of our five largest tenants in terms of rental income for 2013. Our Controlling Shareholders, Bright Asia and Mr. Chow Tak Hung, are interested in WLC through their respective interests in Wing Lee Holdings. Wing Lee Holdings holds approximately 17.0% of the Company's issued share capital at the date of this report.

Mr. Chow Tak Hung is the spouse of Ms. Chau Choi Fa, an executive director of the Company. In addition, Ms. Wong Siu Wah, our executive Director, is interested in WLC through her 20.0% shareholding in Bright Asia.

Save as disclosed above, none of the Directors, their associates or any shareholders, which to the knowledge of the Directors own more than 5% of the Company's issued share capital, had any interest in the share capital of the five largest tenants of the Group.

The group had no significant purchases during the year.

## **DIRECTORS**

The directors of the Company during the year and up to the date of this report were:

### **Executive directors:**

Ms. Chau Choi Fa (*Chairperson*)

Ms. Wong Siu Wah (*Chief Executive Officer*)

Ms. Wong Vivien Man-Li

Mr. Lui Siu Fung

### **Independent non-executive directors:**

Mr. Lam John Cheung-wah (appointed on 6 February 2013)

Dr. Tse Kwok Sang (appointed on 6 February 2013)

Mr. Chui Chi Yun Robert (appointed on 6 February 2013)

In accordance with the provisions of the Company's bye-laws, Ms. Chau Choi Fa, Ms. Wong Vivien Man-Li and Mr. Lam John Cheung-wah will retire at the forthcoming annual general meeting of the Company and being eligible, offer themselves for election. All other Directors will continue in office.

The Company has received, from each of the independent non-executive Directors, a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors are independent.

## **DIRECTORS' SERVICE CONTRACTS**

Each of the executive directors of the Company has entered into a service contract with the Company for a term of three years commencing on 6 February 2013 and either the executive Director or the Company may terminate the agreement by giving the other party not less than three months' notice in writing or by making a payment of three months' salary in lieu of the notice.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years commencing from 6 February 2013 and either the executive Director or the Company may terminate the agreement by giving the other party not less than three months' notice in writing or by making a payment of three months' salary in lieu of the notice.

Save as disclosed above, none of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' REPORT

---

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the tenancy agreements in relation to the connected transactions as detailed below, no contract of significance to which the Company, its holding company or fellow subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the tenancy agreements in relation to the connected transactions as detailed below, there was no other contract of significance between the Group and the Company's controlling shareholder or any of its subsidiaries subsisted at the end of the year or at any time during the year.

### TAX RELIEF

The Company is not aware of any tax relief and exemption available to the shareholders by reason of their holding of the Company's securities.

### REMUNERATION POLICY

The remuneration policy of the employees of the Group is set up by the Remuneration Committee and is based on merit, qualifications and competence of employees.

The remuneration policy of the Directors are decided by the Remuneration Committee having regard to the Group's operating results, individual performance and comparable market statistics.

### DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 2013, the interests or short positions of the Directors and the chief executive of the Company in the shares of the Company ("Shares"), underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, were as follows:

*Long positions in the Shares of the Company*

<b>Name of Director</b>	<b>Capacity/Nature of Interest</b>	<b>Number of Shares</b>	<b>Approximate percentage of interest in the Company's issued share capital</b>
Ms. Chau Choi Fa	Interest of spouse <i>(Note)</i>	288,072,134	74.6%
Ms. Wong Vivien Man-Li	Beneficial interest	8,000	0.0025%
Mr. Lui Siu Fung	Beneficial interest	8,000	0.0025%

*Note:*

Ms. Chau Choi Fa is the spouse of Mr. Chow Tak Hung. Mr. Chow Tak Hung holds 60% interest in Bright Asia, which, in turn held approximately 70.1% of the issued shares of Wing Lee Holdings ("WLH Shares"). Bright Asia held 222,422,255 Shares (representing approximately 57.6% of the issued Shares). By virtue of the SFO, Bright Asia is also deemed to be interested, through its interests in a controlled corporation, in the 65,649,879 Shares (representing approximately 17.0% of the issued shares of the Company), which is held by Wing Lee Holdings through Merry Event Limited ("Merry Event") (an indirectly wholly owned subsidiary of Wing Lee Holdings). Mr. Chow Tak Hung is deemed to be interested in all those 288,072,134 Shares (representing in aggregate approximately 74.6% of the issued share capital of the Company). By virtue of Part XV of the SFO, Ms. Chau Choi Fa (being the spouse of Mr. Chow Tak Hung) is deemed to be interested in those 288,072,134 Shares.

# WING LEE PROPERTY INVESTMENTS LIMITED

## DIRECTORS' REPORT

*Long positions in the issued share capital of the Company's associated corporations (as defined in the SFO)*

Name of Director	Name of associated corporation	Capacity/Nature of Interest	Number of shares (description)	Percentage of such associated corporation's issued share capital
Ms. Wong Siu Wah	Bright Asia (Note 1)	Beneficial interest	2,000 (ordinary shares)	20%
Ms. Chau Choi Fa	Bright Asia (Note 1)	Interest of spouse (Note 2)	6,000 (ordinary shares)	60%
	Wing Lee Holdings (Note 3)	Interest of spouse (Note 2)	224,712,255 (ordinary shares)	70.1%
Ms. Wong Vivien Man-Li	Wing Lee Holdings (Note 4)	Beneficial interest	8,000 (ordinary shares)	0.002%
Mr. Lui Siu Fung	Wing Lee Holdings (Note 4)	Beneficial interest	8,000 (ordinary shares)	0.002%

*Notes:*

- Bright Asia is interested in 288,072,134 Shares (representing approximately 74.6% of the issued share capital of the Company). Bright Asia is therefore a holding company of the Company, and an associated corporation of the Company for the purposes of the SFO.
- Ms. Chau Choi Fa is the spouse of Mr. Chow Tak Hung, who holds 60% interest in Bright Asia.
- Bright Asia held 224,712,255 WLH Shares (representing approximately 70.1% of the issued WLH Shares). Wing Lee Holdings is therefore a subsidiary of Bright Asia, the holding company of the Company, and an associated corporation of the Company for the purposes of the SFO. Mr. Chow Tak Hung holds 60% of the issued share capital of Bright Asia and is therefore, by virtue of the SFO, deemed to be interested in the 224,712,255 WLH Shares held by Bright Asia, through his interests in a controlled corporation. Ms. Chau Choi Fa, being the spouse of Mr. Chow Tak Hung, is therefore deemed to be interested in the 224,712,255 WLH Shares by virtue of the SFO.
- Bright Asia held 224,712,255 WLH Shares (representing approximately 70.1% of the issued WLH Shares). Wing Lee Holdings is therefore a subsidiary of Bright Asia, the holding company of the Company, and an associated corporation of the Company for the purposes of the SFO.

**SHARE OPTION SCHEME**

The Company does not have a share option scheme.

**SUBSTANTIAL SHAREHOLDERS**

As at 31 December 2013, so far as was known to the Directors or chief executive of the Company, the following persons (not being a Director or the chief executive officer of the Company) had an interest or a short position in Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

<b>Name</b>	<b>Capacity/ Nature of interest</b>	<b>Number of Shares</b>	<b>Approximate percentage of interest in Company's issued share capital</b>
Bright Asia	Beneficial interest	222,422,255	57.6%
	Interest in controlled corporation ( <i>Note 1</i> )	65,649,879	17.0%
Mr. Chow Tak Hung	Interest in controlled corporation ( <i>Note 2</i> )	288,072,134	74.6%
Wing Lee Holdings	Interest in controlled corporation ( <i>Note 3</i> )	65,649,879	17.0%
MSC	Interest in controlled corporation ( <i>Note 4</i> )	65,649,879	17.0%
Merry Event	Beneficial interest	65,649,879	17.0%



## DIRECTORS' REPORT

---

### Notes:

1. Bright Asia held 224,712,255 WLH Shares (representing approximately 70.1% of the issued WLH Shares). By virtue of the SFO, Bright Asia is therefore deemed to be interested in the 65,649,879 Shares held by Wing Lee Holdings, through its interests in a controlled corporation.
2. Mr. Chow Tak Hung held 60% of the issued share capital of Bright Asia. Mr. Chow Tak Hung is therefore deemed under the SFO to be interested in the 222,422,255 Shares Bright Asia held and the 65,649,879 Shares in which Bright Asia is interested through its controlled corporation, Wing Lee Holdings.
3. Wing Lee Holdings is interested in the 65,649,879 Shares through its controlled corporations, MSC and Merry Event, both of which are its wholly-owned subsidiaries.
4. MSC, a direct wholly-owned subsidiary of Wing Lee Holdings, is interested in the 65,649,879 Shares through its controlled corporation, Merry Event.
5. Ms. Chau Choi Fa and Ms. Wong Siu Wah are directors of Bright Asia and Wing Lee Holdings.

### CONTINUING CONNECTED TRANSACTIONS

The Group had entered into a number of transactions with connected parties which, upon the listing of the Shares on the Stock Exchange, became connected persons of the Company under the Listing Rules. These transactions are continuing connected transactions exempt from the independent shareholder's approval requirements under the Listing Rules. Details of the continuing connected transactions are as follows:

#### WLC Tenancies

Extra Rich, a wholly-owned subsidiary of the Company, entered into a tenancy agreement on 1 January 2012 for a term of two years at a monthly rent of HK\$180,000 from 1 January 2012 to 31 December 2013 and a tenancy agreement on 31 July 2012 for a term of 17 months at a monthly rent of HK\$64,000 from 1 August 2012 to 31 December 2013 with WLC, a subsidiary of Wing Lee Holdings, at an aggregated monthly rental of HK\$244,000 (exclusive of property tax, government rent, government rates, management fees and utilities expenses). Wing Lee Holdings is a substantial shareholder of the Company under the Listing Rules and WLC is an associate of Wing Lee Holdings, and therefore a connected person of the Company.

The annual cap for the Group's total transaction amount with WLC contemplated under the tenancy agreements was HK\$2,928,000 for the year ending 31 December 2013. The tenancies were for the lease of the industrial units located at Unit 201, 206, 207 and 208, 2/F, Sunbeam Centre, 27 Shing Yip Street, Kowloon for rental income. Due to the early termination of one of the tenancy agreements and partial early termination of the other tenancy agreement, during the year ended 31 December 2013, the Group received rental income of approximately HK\$2.4 million in respect of the above mentioned tenancies.

Details of these continuing connected transactions are contained in the announcement of the Company dated 19 March 2013. The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions of the Group as disclosed on page 32 of the Annual Report in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to The Stock Exchange of Hong Kong Limited.

The independent non-executive Directors have reviewed the above continuing connected transactions for the year ended 31 December 2013 and have confirmed that the continuing connected transactions have been entered into:

1. in the ordinary and usual course of business of the Group;
2. on normal commercial terms or terms no less favourable to the Group than terms available to or from independent third parties; and
3. in accordance with the relevant agreement governing the transactions on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

#### **SUFFICIENCY OF PUBLIC FLOAT**

As at the date of this report and based on publicly available information and the best knowledge of the Directors, the Company has sufficient public float as required under Rule 8.08 of the Listing Rules.

#### **AUDITOR**

A resolution will be submitted to the annual general meeting to re-appoint Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

**Chau Choi Fa**

*Chairperson*

Hong Kong, 19 March 2014



TO THE SHAREHOLDERS OF

**WING LEE PROPERTY INVESTMENTS LIMITED**

*(incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Wing Lee Property Investments Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 36 to 80, which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Directors' Responsibility for the Consolidated Financial Statements**

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2013 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

19 March 2014

# WING LEE PROPERTY INVESTMENTS LIMITED

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 December 2013

	NOTES	2013 HK\$'000	2012 HK\$'000
Turnover	7	25,237	24,213
Direct operating expenses		(1,363)	(1,308)
<hr/>			
Other income		23,874	22,905
Net changes in fair value of investment properties	13	972	710
Administrative expenses		35,690	307,834
Other expenses		(11,281)	(10,196)
Finance costs	8	(3,994)	(11,184)
		(1,800)	(2,006)
<hr/>			
Profit before taxation	9	43,461	308,063
Taxation	10	(2,496)	(1,774)
<hr/>			
Profit and total comprehensive income for the year attributable to owners of the Company		40,965	306,289
<hr/>			
Earnings per share - basic	12	HK\$0.107	HK\$0.852
<hr/>			

# WING LEE PROPERTY INVESTMENTS LIMITED

AT 31 DECEMBER 2013

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	NOTES	2013 HK\$'000	2012 HK\$'000
Non-current assets			
Investment properties	13	966,692	956,054
Property, plant and equipment	14	18,591	570
		985,283	956,624
Current assets			
Rental and other receivables	15	682	772
Fixed deposits	16	33,167	30,053
Bank balances and cash	16	27,459	31,289
		61,308	62,114
Current liabilities			
Other payables and rental deposits received	17	8,880	11,549
Amount due to MSC	18	–	320,839
Amount due to Wing Lee Holdings	19	–	5,344
Taxation payable		714	455
Bank loans - due within one year	20	44,169	32,007
		53,763	370,194
Net current assets (liabilities)		7,545	(308,080)
Total assets less current liabilities		992,828	648,544
Non-current liabilities			
Bank loans - due after one year	20	71,140	94,227
Deferred tax liabilities	21	4,579	4,356
		75,719	98,583
		917,109	549,961



# WING LEE PROPERTY INVESTMENTS LIMITED

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2013

	NOTE	2013 HK\$'000	2012 HK\$'000
Capital and reserves			
Share capital	22	3,862	30
Reserves		913,247	549,931
		917,109	549,961

The consolidated financial statements on pages 36 to 80 were approved and authorized for issue by the Board of Directors on 19 March 2014 and are signed on its behalf by:

**Chau Choi Fa**  
*DIRECTOR*

**Wong Siu Wah**  
*DIRECTOR*

# WING LEE PROPERTY INVESTMENTS LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2013

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Equity attributable to owners of the Company					
	Share capital HK\$'000	Share premium HK\$'000	Special reserve HK\$'000 (Note a)	Capital reserve HK\$'000 (Note b)	Retained profits HK\$'000	Total HK\$'000
At 1 January 2012	30	–	–	7,314	236,328	243,672
Profit and total comprehensive income for the year	–	–	–	–	306,289	306,289
Issue of shares by the Company on Group Reorganization	–	382,929	(382,929)	–	–	–
At 31 December 2012	30	382,929	(382,929)	7,314	542,617	549,961
Profit and total comprehensive income for the year	–	–	–	–	40,965	40,965
Issue of shares pursuant to Capitalization issue (note 22)	3,832	322,351	–	–	–	326,183
At 31 December 2013	3,862	705,280	(382,929)	7,314	583,582	917,109

Notes:

- (a) The special reserve represents the difference between the aggregate share capital of the subsidiaries acquired by the Company and the Company's investment cost in Tierra Development Limited pursuant to the Group Reorganization as more fully disclosed in note 1.
- (b) The capital reserve represents deemed contribution from a then fellow subsidiary in prior years.

# WING LEE PROPERTY INVESTMENTS LIMITED

## CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2013

	2013 HK\$'000	2012 HK\$'000
Operating activities		
Profit before taxation	43,461	308,063
Adjustments for:		
Interest income	(495)	(654)
Interest expenses	1,800	2,006
Depreciation of property, plant and equipment	480	190
Net fair value changes in investment properties	(35,690)	(307,834)
Operating cash flows before movements in working capital	9,556	1,771
Decrease (increase) in rental and other receivables	116	(203)
(Decrease) increase in other payables and rental deposits received	(2,656)	5,735
Net cash generated from operations	7,016	7,303
Hong Kong Profits Tax paid	(1,976)	(530)
PRC Enterprise Income Tax paid	(38)	(36)
Net cash from operating activities	5,002	6,737
Investing activities		
Interest received	469	700
Purchase of investment properties	(2,449)	(24,744)
Proceeds from disposal of investment properties	27,501	17,150
Purchase of property, plant and equipment	(18,501)	–
Withdrawal of fixed deposits	119,012	167,222
Placement of fixed deposits	(122,126)	(140,275)
Net cash from investing activities	3,906	20,053

# WING LEE PROPERTY INVESTMENTS LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2013

## CONSOLIDATED STATEMENT OF CASH FLOWS

	2013 HK\$'000	2012 HK\$'000
Financing activities		
Interest paid	(1,813)	(1,932)
New bank loans raised	6,000	10,000
Repayment of bank loans	(16,925)	(16,177)
Advance from MSC	–	3,550
Repayment to MSC	–	(93)
Advances from Wing Lee Holdings	–	5,344
Net cash (used in) from financing activities	(12,738)	692
Net (decrease) increase in cash and cash equivalents	(3,830)	27,482
Cash and cash equivalents at beginning of the year	31,289	3,807
Cash and cash equivalents at end of the year, representing bank balances and cash	27,459	31,289

**1. GENERAL AND BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS**

The Company, formerly known as Wing Lee Properties Limited, was incorporated and registered as an exempted company with limited liability in Bermuda on 23 March 2012 under the Companies Act 1981 of Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Pursuant to a written resolution passed by the then sole shareholder of the Company, on 1 August 2012, the name of the Company was changed from Wing Lee Properties Limited to Wing Lee Property Investments Limited.

The addresses of the registered office and the principle place of business of the Company are disclosed in the corporate information of the annual report. The Company acts as an investment holding company and its subsidiaries are principally engaged in property investment.

During the year ended 31 December 2012 and up to the date of the listing of the shares of the Company on the Stock Exchange (the "Listing"), the ultimate holding company and immediate holding company of the Company are Bright Asia Holdings Limited, a company which was incorporated in the British Virgin Islands ("BVI") and Wing Lee Holdings Limited ("Wing Lee Holdings"), a company incorporated in Bermuda with limited liability and whose shares are listed on the Stock Exchange, respectively. Subsequent to the Listing, the ultimate holding company and immediate holding company of the Company is Bright Asia Holdings Limited.

To effect the reorganization (the "Group Reorganization") as more fully explained in the listing document of the Company dated 28 February 2013 (the "Listing Document"), for the purpose of the Listing, the Company incorporated Tierra Development Limited ("Tierra Development") on 8 May 2012 and the entire issued share capital of Extra Rich Development Limited ("Extra Rich"), Fast Silver Development Limited ("Fast Silver") and Good Ocean Development Limited ("Good Ocean") was transferred from Wing Lee Land Company Limited ("Wing Lee Land") to Tierra Development. The consideration of the transfer was the issue of an aggregate of 1,998 shares in Tierra Development to Wing Lee Land, and the novation from Wing Lee Land to Tierra Development of an existing shareholder's loan of HK\$14,400 owed from Wing Lee Land to M S C Holdings Limited ("MSC") (both Wing Lee Land and MSC are wholly owned subsidiaries of Wing Lee Holdings). The novated loan was in turn settled by capitalization, resulting in the issue of one share in Tierra Development to MSC. On the same date, MSC and Wing Lee Land, respectively, directed that the one and 1,998 shares in Tierra Development to be issued to the Company, with resultant loans in aggregate of HK\$30,000 due from the Company to MSC and Wing Lee Land capitalized with the issue of shares by the Company. On 28 June 2012, the Company issued and allotted in aggregate of 300,000 shares to Wing Lee Holdings credited as fully paid as directed by MSC and Wing Lee Land.

**1. GENERAL AND BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS – continued**

Upon completion of the Group Reorganization, Wing Lee Land in substance transferred its entire equity interests in the companies now comprising the Group to the Company and the Company became the holding company of the Group on 28 June 2012. The Group comprising the Company and its subsidiaries resulting from the Group Reorganization is regarded as a continuing entity. The consolidated financial statements has been prepared as if the Company has been the holding company of Tierra Development and its subsidiaries throughout the year ended 31 December 2012.

On 19 March 2013, the Company was successfully spun-off from Wing Lee Holdings through distribution in specie of approximately 83.0% of the issued share capital of the Company to the shareholders of Wing Lee Holdings. The shares of the Company were listed on the Stock Exchange on the same date and the Company has ceased to be a subsidiary of Wing Lee Holdings.

The consolidated financial statements is presented in Hong Kong Dollars ("HK\$") which is the same as the functional currency of the Company.

**2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")**

The Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current year:

Amendments to HKFRSs	Annual improvements to HKFRSs 2009 – 2011 cycle
Amendments to HKFRS 7	Disclosures – Offsetting financial assets and financial liabilities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated financial statements, joint arrangements and disclosure of interests in other entities: Transition guidance
HKFRS 10	Consolidated financial statements
HKFRS 11	Joint arrangements
HKFRS 12	Disclosure of interests in other entities
HKFRS 13	Fair value measurement
HKAS 19 (as revised in 2011)	Employee benefits
HKAS 27 (as revised in 2011)	Separate financial statements
HKAS 28 (as revised in 2011)	Investments in associates and joint ventures
Amendments to HKAS 1	Presentation of items of other comprehensive income
HK(IFRIC) – INT 20	Stripping costs in the production phase of a surface mine

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in the consolidated financial statements.



**2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS****(“HKFRSS”) – continued****HKFRS 13 Fair value measurement**

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements. The scope of HKFRS 13 is broad: the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share based payment transactions that are within the scope of HKFRS 2 “Share-based payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value (e.g. net realizable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

HKFRS 13 requires prospective application. In accordance with the transitional provisions of HKFRS 13, the Group has not made any new disclosures required by HKFRS 13 for the 2012 comparative period. Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognized in the consolidated financial statements.

**Amendments to HKAS 1 “Presentation of items of other comprehensive income”**

The Group has applied the amendments to HKAS 1 “Presentation of items of other comprehensive income”. Upon the adoption of the amendments to HKAS 1, the Group’s ‘statement of comprehensive income’ is renamed as the ‘statement of profit or loss and other comprehensive income’. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. Furthermore, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively and the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) – continued

### Amendments to HKAS 1 “Presentation of items of other comprehensive income” – continued

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

Amendments to HKFRSs	Annual improvements to HKFRSs 2010-2012 cycle <sup>4</sup>
Amendments to HKFRSs	Annual improvements to HKFRSs 2011-2013 cycle <sup>2</sup>
HKFRS 9	Financial instruments <sup>3</sup>
Amendments to HKFRS 9 and HKFRS 7	Mandatory effective date of HKFRS 9 and transition disclosures <sup>3</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities <sup>1</sup>
Amendments to HKAS 19	Defined benefit plans: Employee contributions <sup>2</sup>
Amendments to HKAS 32	Offsetting financial assets and financial liabilities <sup>1</sup>
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets <sup>1</sup>
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting <sup>1</sup>
HK(IFRIC) – INT 21	Levies <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2014.

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2014.

<sup>3</sup> Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalized.

<sup>4</sup> Effective for annual periods beginning on or after 1 July 2014 with limited exceptions.

The directors of the Company anticipate that application of these new or revised HKFRSs will have no material impact on the results and financial position of the Group.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

**3. SIGNIFICANT ACCOUNTING POLICIES – continued****Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

**Revenue recognition**

Rental income from operating leases is recognized in profit or loss on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized as an expense on a straight line basis over the lease term.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

**3. SIGNIFICANT ACCOUNTING POLICIES – continued****Investment properties – continued**

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the item is derecognized.

**Property, plant and equipment**

Property, plant and equipment including leasehold land and building held for use in production or supply of goods and services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognized so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight line method. The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

**Leasing***The Group as lessee*

Operating lease payments are recognized as an expense on a straight line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

**Impairment losses on tangible assets**

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized as income immediately.

**3. SIGNIFICANT ACCOUNTING POLICIES – continued****Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

**Retirement benefit costs**

Payments to defined contribution retirement benefits scheme, the Mandatory Provident Fund Scheme are recognized as an expense when employees have rendered services entitling them to the contributions.

**Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “profit before taxation” as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.



**3. SIGNIFICANT ACCOUNTING POLICIES – continued****Taxation – continued**

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current and deferred tax are recognized in profit or loss.

**Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognized in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

**Financial instruments**

Financial assets and financial liabilities are recognized in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### **Financial instruments – continued**

##### *Financial assets*

The Group's financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that requires delivery of assets within the time frame established by regulation or convention in the marketplace.

##### *Effective interest method*

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognized on an effective interest basis for debt instruments.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including rental and other receivables, fixed deposits and bank balances and cash) are measured at amortized cost using the effective interest method, less any impairment (see accounting policy on impairment of financial assets below).

##### *Impairment of financial assets*

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

**3. SIGNIFICANT ACCOUNTING POLICIES – continued****Financial instruments – continued***Financial assets – continued**Impairment of financial assets – continued*

For certain categories of financial assets, such as rental receivables, that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of rental receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss. When a rental receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortized cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

*Financial liabilities and equity instruments*

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

*Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group are recognized at the proceeds received, net of direct issue costs.

### **3. SIGNIFICANT ACCOUNTING POLICIES – continued**

#### **Financial instruments – continued**

##### *Financial liabilities and equity instruments – continued*

##### *Effective interest method*

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognized on an effective interest basis.

##### *Financial liabilities*

Financial liabilities (including other payables, amounts due to MSC and Wing Lee Holdings and bank loans) are subsequently measured at amortized cost, using the effective interest method.

##### *Derecognition*

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

The Group derecognizes a financial liability when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

### **4. KEY SOURCES OF ESTIMATION UNCERTAINTY**

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**4. KEY SOURCES OF ESTIMATION UNCERTAINTY – continued****Fair value of investment properties**

Investment properties are carried in the consolidated statement of financial position at their fair values at the end of each reporting period as disclosed in note 13. The fair values were based on a valuation on these properties conducted by an independent firm of professional valuers using property valuation techniques which involve certain assumptions of market conditions. Changes to these assumptions and inputs would result in changes in the fair value of the Group's investment properties and corresponding adjustments to the amount of gain or loss reported in profit or loss.

**Fair value measurements and valuation processes**

At the end of each reporting period, the Group's investment properties are measured at fair value for financial reporting purposes. The management of the Group will determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The management of the Group works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The management of the Group reports the findings to the board of directors of the Company to explain the cause of fluctuations in the fair value of the Group's investment properties.

Information about the valuation techniques and inputs used in determining the fair value of the Group's investment properties are disclosed in note 13.

**5. CAPITAL RISK MANAGEMENT**

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the amounts due to MSC and Wing Lee Holdings and bank loans as disclosed in notes 18, 19 and 20, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, share premium, special reserve, capital reserve and retained profits.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

## 6. FINANCIAL INSTRUMENTS

### Categories of financial instruments

	2013 HK\$'000	2012 HK\$'000
Financial assets		
Loans and receivables (including cash and cash equivalents)	60,801	61,700
Financial liabilities		
At amortized cost	115,343	452,495

### Financial risk management objectives and policies

The Group's major financial instruments include rental and other receivables, fixed deposits, bank balances and cash, other payables, amounts due to MSC and Wing Lee Holdings and bank loans. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

### Currency risk

The functional currency of the Company and its subsidiaries is Hong Kong dollars in which most of their transactions are denominated. The Group does not have any foreign currency transactions during the year which expose the Group to foreign currency risk. However, the Group has certain foreign currency denominated bank balances and fixed deposits at the end of the reporting period and details of which are disclosed in note 16. The Group mainly exposed to currency risk of Renminbi.

The sensitivity analysis below has been determined based on a 5% (2012: 5%) possible appreciation or depreciation in Renminbi against Hong Kong dollars. The Group currently does not have any foreign currency hedging policy and will consider hedging its foreign currency exposure should the need arise. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjust its translation at the end of the reporting period for a 5% change in the foreign currency rates. The sensitivity rate used is the rate when reporting foreign currency risk internally to key management personnel and represents the management's assessment of the reasonably possible change in foreign exchange rates.

If the Renminbi appreciates 5% against Hong Kong dollars and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2013 would increase by HK\$493,000 (2012: HK\$60,000). There would be an equal and opposite impact on post-tax profit for the year if Renminbi depreciates 5% against Hong Kong dollars.

In the opinion of the directors of the Company, the sensitivity analysis is unrepresentative of the inherent currency risk as the exposure at the end of the reporting period does not reflect the exposure during the year.



**6. FINANCIAL INSTRUMENTS – continued****Financial risk management objectives and policies – continued***Interest rate risk*

The Group is mainly exposed to cash flow interest rate risk in relation to variable-rate bank balances and bank loans (see note 20 for details of these loans). It is the Group's policy to keep its loans at floating rates of interest so as to minimize the fair value interest rate risk.

The Group is also exposed to fair value interest rate risk in relation to its fixed-rate short-term bank deposits at the end of the reporting period. The directors of the Company consider that the Group's exposure to these short-term fixed deposits to interest rate risk is not significant as these deposits are within short maturity period of three months or less.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offer Rate ("HIBOR") arising from the Group's Hong Kong dollar denominated bank loans.

*Sensitivity analysis*

The sensitivity analysis below have been determined based on the exposure to interest rates for variable-rate bank balances and bank loans. The analysis is prepared assuming the bank balances and bank loans at the end of the reporting period were outstanding for the whole year. The basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

For variable-rate bank balances, if the interest rates had been 50 basis points (2012: 50 basis points) higher and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2013 would increase by HK\$47,000 (2012: HK\$156,000). The directors of the Company are of the opinion that there is no downside exposure on interest rate movement to the Group's variable-rate bank balances at the end of the reporting period as these bank balances already bears close to zero interest.

For variable-rate bank loans, if the interest rates had been 50 basis points (2012: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2013 would decrease/increase by HK\$577,000 (2012: HK\$631,000).

In the opinion of the directors of the Company, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

## 6. FINANCIAL INSTRUMENTS – continued

### Financial risk management objectives and policies – continued

#### *Credit risk*

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amount of the respective recognized financial assets as stated in the consolidated statement of financial position.

The Group's credit risk is primarily attributable to its rental receivables. In order to minimise the credit risk, the management of the Group will internally assess the credit quality of the potential tenants before accepting any new tenants, no credit period is granted to tenants. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on bank balances and fixed deposits are limited because the majority of the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. The Group has no other significant concentration of credit risk.

#### *Liquidity risk*

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilization of bank loans and ensures compliance with loan covenants.

The Group had unutilized bank loan facilities amounting to HK\$20,000,000 (2012: nil) at 31 December 2013.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are at floating rate, the undiscounted amount is derived from the interest rate curve at the end of the reporting period.

6. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Liquidity risk – continued

	Weighted average effective interest rate %	On demand or less than 1 month HK\$'000	1 – 3 months HK\$'000	3 months to 1 year HK\$'000	1 – 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amount HK\$'000
<b>At 31 December 2013</b>								
<b>Non-derivative financial liabilities</b>								
Other payables	–	33	–	–	–	–	33	33
Variable-rate bank loans (note)	1.52	32,512	2,371	10,650	54,171	20,928	120,632	115,309
		32,545	2,371	10,650	54,171	20,928	120,665	115,342
<b>At 31 December 2012</b>								
<b>Non-derivative financial liabilities</b>								
Other payables	–	78	–	–	–	–	78	78
Amount due to Wing Lee Holdings	–	5,344	–	–	–	–	5,344	5,344
Amount due to MSC	–	320,839	–	–	–	–	320,839	320,839
Variable-rate bank loans (note)	1.54	18,779	2,683	12,066	63,833	35,355	132,716	126,234
		345,040	2,683	12,066	63,833	35,355	458,977	452,495

Note: Pursuant to Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrow of a Term Loan that Contains Repayment on Demand Clause, term loans include a clause that gives the lender the unconditional right to call the loans at any time should be classified by the borrower as current liabilities. Bank loans with a repayment on demand clause are included in the “repayable on demand” time band in the above maturity analysis and the carrying amount recognized by the Group at the end of the reporting period is set out in note 20. The directors of the Company believe that such bank loans will be repaid after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements as follows:

# WING LEE PROPERTY INVESTMENTS LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2013

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 6. FINANCIAL INSTRUMENTS – continued

#### Financial risk management objectives and policies – continued

##### *Liquidity risk – continued*

	Total undiscounted cashflow HK\$'000	Total carrying amount HK\$'000
<b>At 31 December 2013</b>		
Bank loans to be repaid		
Within one year	18,990	17,510
In more than one year but not more than five years	73,509	69,782
Over five years	28,567	28,017
	<hr/>	<hr/>
	121,066	115,309
	<hr/>	<hr/>
<b>At 31 December 2012</b>		
Bank loans to be repaid		
Within one year	18,485	16,821
In more than one year but not more than five years	73,827	69,220
Over five years	41,015	40,193
	<hr/>	<hr/>
	133,327	126,234
	<hr/>	<hr/>

The amounts included above for variable rate bank loans are subject to change if changes in variable interest rates differ to those estimates of interest rate determined at the end of the reporting period.

**7. SEGMENT INFORMATION**

The Group's operating activities are attributable to a single operating segment focusing on properties investment. This operating segment has been identified on the basis of internal management reports prepared in accordance with accounting policies conform to HKFRSs, that are regularly reviewed by the executive directors of the Company (the "Executive Directors"). The Executive Directors regularly review revenue analysis by locations of the investment properties and relevant types of properties which generate rental income as presented below, and hence no analysis of this single operating segment is presented. Other than revenue analysis, no operating results and other discrete financial information is available for the assessment of performance of the respective locations. The Executive Directors review the overall results of the Group as a whole to make decisions about resources allocation.

Turnover represents the rental income received from operating leases.

An analysis of the Group's turnover by geographical locations of the investment properties and relevant types of properties which generate rental income are as follows:

	Turnover from external customers	
	2013 HK\$'000	2012 HK\$'000
<b>Hong Kong</b>		
Hong Kong Island:		
Commercial	16,106	15,985
Residential	527	397
Kowloon:		
Commercial	3,826	3,185
Residential	1,819	1,805
Industrial	2,584	2,480
<b>The People's Republic of China (the "PRC")</b>		
Shenzhen:		
Commercial	375	361
	25,237	24,213

For the year ended 31 December 2013, there was no individual customer contributing over 10% of the total turnover of the Group. For the year ended 31 December 2012, there was no individual customer contributing over 10% of the total turnover of the Group, except that rental income received from a subsidiary of Wing Lee Holdings (a then fellow subsidiary of the Group) which accounts for approximately 10.9% of the total turnover (details of which are set out in note 25).

# WING LEE PROPERTY INVESTMENTS LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2013

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 7. SEGMENT INFORMATION – continued

Information about the Group's non-current assets presented base on the geographic location of the asset is as follows:

	2013 HK\$'000	2012 HK\$'000
Hong Kong	958,900	948,970
PRC	7,792	7,654
	966,692	956,624

### 8. FINANCE COSTS

	2013 HK\$'000	2012 HK\$'000
Interests on bank borrowings wholly repayable:		
– within five years	1,276	1,488
– over five years	524	518
	1,800	2,006



**9. PROFIT BEFORE TAXATION**

	2013 HK\$'000	2012 HK\$'000
Profit before taxation has been arrived at after charging:		
Directors' emoluments (note 11)	4,884	5,858
Other staff's retirement contributions benefits scheme	52	75
Other staff costs	1,483	2,533
Total staff costs	6,419	8,466
Auditor's remuneration	468	480
Depreciation of property, plant and equipment	480	190
Expenses in relation to Listing (included in other expenses)	3,994	11,184
and after crediting:		
Interest income (included in other income)	495	654

**10. TAXATION**

	2013 HK\$'000	2012 HK\$'000
The charge comprises:		
Hong Kong Profits Tax:		
Current year	2,277	1,568
Overprovision in prior years	(42)	(71)
PRC income tax	2,235	1,497
Deferred taxation charge (note 21)	38	36
	223	241
	2,496	1,774

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

**10. TAXATION – continued**

According to Article 3 of the Enterprise Income Tax Law (中華人民共和國企業所得稅) and Article 91 of the Implementation of the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法實施條例), a non-resident enterprise without any establishment in China deriving income sourced in China is liable to Enterprise Income Tax on such income, at 10% of the gross amount. A group entity earns rental income derived from a property located in the PRC and is subject to PRC income tax calculated at 10% of the gross rental income received in the PRC.

Taxation for the year is reconciled to profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2013 HK\$'000	2012 HK\$'000
Profit before taxation	43,461	308,063
Tax charge at applicable tax rate of 16.5%	7,171	50,830
Tax effect of income not taxable for tax purpose	(6,124)	(50,901)
Tax effect of expenses not deductible for tax purpose	1,417	1,877
Utilization of tax losses previously not recognized	(3)	–
Tax effect of tax losses not recognized	–	43
Overprovision in prior years	(42)	(71)
Effect of different applicable tax rate for operations in the PRC	(24)	(23)
Land appreciation tax and capital gain tax	76	–
Others	25	19
Taxation for the year	2,496	1,774

Deferred tax on Land Appreciation Tax (“LAT”) is provided for according to the Provisional Regulations of the PRC on Land Appreciation Tax (中華人民共和國土地增值稅暫行條例) and its implementing rules which stipulate that LAT shall be chargeable on the appreciation in value, representing the excess balance of the proceeds from sales of real estates over the relevant direct costs, at rates progressing from 30% to 60%.

Deferred tax on Enterprise Income tax for capital gain of a property held by the Group in the PRC is provided at 10% of the estimated net gain upon disposal of the property, representing the estimated sales proceeds from sale of property less its relevant costs including business tax and LAT.

**11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS**

Details of emoluments paid by the Group to the directors of the Company are as follows:

	Directors' fee	Basic salaries and allowances	Performance related incentive bonus	Retirement benefits scheme contributions	Total directors' emoluments
	HK\$'000	HK\$'000	HK\$'000 (note a)	HK\$'000	HK\$'000
<b>Year ended 31 December 2013</b>					
<i>Executive directors</i>					
Ms. Chau Choi Fa (note b)	–	1,254	–	15	1,269
Ms. Wong Siu Wah (note b)	–	1,254	–	–	1,254
Ms. Wong Vivien Man-Li	–	1,679	–	15	1,694
Mr. Lui Siu Fung	–	323	–	14	337
<i>Independent non-executive directors (note c)</i>					
Mr. Lam John Cheung-Wah	110	–	–	–	110
Dr. Tse Kwok Sang	110	–	–	–	110
Mr. Chui Chi Yun Robert	110	–	–	–	110
	330	4,510	–	44	4,884
<b>Year ended 31 December 2012</b>					
<i>Executive directors</i>					
Ms. Chau Choi Fa (note b)	–	1,158	755	14	1,927
Ms. Wong Siu Wah (note b)	–	1,158	1,105	6	2,269
Ms. Wong Vivien Man-Li	–	1,309	–	15	1,324
Mr. Lui Siu Fung	–	326	–	12	338
	–	3,951	1,860	47	5,858

Notes:

- The performance related incentive bonus payment is determined with reference to the operating results and individual performance during both years.
- Ms. Chan Choi Fa and Ms. Wong Siu Wah are also the chairperson and chief executive officer ("CEO") of the Company, respectively, and their emoluments disclose above include those services rendered by them as chairperson and CEO of the Company.
- The independent non-executive directors were appointed by the Company effective from March 2013.

**11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS – continued**

The five highest paid individuals for the year ended 31 December 2013 included four (2012: three) directors. The aggregate emoluments of the remaining one (2012: two) highest paid individual for the year ended 31 December 2013 were as follows:

	2013 HK\$'000	2012 HK\$'000
Basic salary, bonus and allowances	669	897
Retirement benefits scheme contributions	15	25

The emoluments of these employee were within the band of HK\$ nil to HK\$1,000,000.

During the years ended 31 December 2013 and 2012, no emoluments were paid by the Group to the five highest paid individuals, including directors and employees, as an inducement to join or upon joining the Group or as compensation for loss of office. No directors waived any emoluments during both years.

**12. EARNINGS PER SHARE**

On the assumption that the Group Reorganization has been effective on 1 January 2012 and adjusted for retrospectively the sub-division of shares in the Company, the Capitalization Issue (as defined in the Listing Document) and the bonus effect arising from the Capitalization Issue, the basic earnings per share is based on the following data:

	2013 HK\$'000	2012 HK\$'000
Earnings		
Profit for year attributable to the owners of the Company for the purpose of basic earnings per share	40,965	306,289
Number of shares		
Weight average number of ordinary shares for the purpose of basic earnings per share	382,755,360	359,600,705

No dilutive earnings per share is presented as there were no dilutive potential ordinary shares during both years.

**13. INVESTMENT PROPERTIES**

	2013 HK\$'000	2012 HK\$'000
FAIR VALUE		
At beginning of the year	956,054	638,064
Additions	2,449	27,306
Net increase in fair value	35,690	307,834
Disposals	(27,501)	(17,150)
At end of the year	966,692	956,054
The carrying value of the investment properties shown above situated on:		
Land in Hong Kong		
– long lease	778,000	832,000
– medium-term lease	180,900	116,400
Land in the PRC		
– medium-term lease	7,792	7,654
	966,692	956,054

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purpose are measured using the fair value model and are classified and accounted for as investment properties.

The fair value of the Group's investment properties at 31 December 2013 and 31 December 2012 have been arrived at on the basis of a valuation carried out on those dates by RHL Appraisal Limited ("RHL"), an independent firm of professional property valuers not related to the Group whose address is Room 1010, Star House, Tsimshatsui, Kowloon, Hong Kong.

The valuation was arrived at by using direct comparison method by making reference to the comparable market transactions as available. The direct comparison method is based on market observable transactions of similar properties and adjusted to reflect the conditions and locations of the subject property. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

**13. INVESTMENT PROPERTIES – continued**

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable. There has been no change from the valuation technique used in the prior year.

	Carrying value of investment properties 31.12.2013 HK\$'000	Fair value hierarchy	Valuation technique(s) and significant unobservable inputs	Relationship of unobservable inputs to fair value
Industrial properties in Kowloon	59,400	Level 3	Direct comparison method - based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$4,146/sq.ft to HK\$4,788/sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	The higher the price, the higher the fair value.
Residential properties in Hong Kong Island	22,000	Level 3	Direct comparison method - based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$7,965/sq.ft to HK\$20,858/sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	The higher the price, the higher the fair value.
Residential properties in Kowloon	52,900	Level 3	Direct comparison method - based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$3,778/sq.ft to HK\$5,946/sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	The higher the price, the higher the fair value.
Commercial retail properties in Hong Kong Island	629,300	Level 3	Direct comparison method - based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$39,157/sq.ft to HK\$158,924/sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	The higher the price, the higher the fair value.

**13. INVESTMENT PROPERTIES – continued**

	Carrying value of investment properties 31.12.2013 HK\$'000	Fair value hierarchy	Valuation technique(s) and significant unobservable inputs	Relationship of unobservable inputs to fair value
Commercial office properties in Hong Kong Island	39,400	Level 3	Direct comparison method – based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$12,714/sq.ft to HK\$24,030/sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	The higher the price, the higher the fair value.
Commercial retail properties in Kowloon	155,900	Level 3	Direct comparison method - based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$44,522/sq.ft to HK\$79,634/sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	The higher the price, the higher the fair value.
Commercial property in the PRC	7,792	Level 3	Direct comparison method - based on price per square metre, using market observable comparable prices of similar properties ranging from HK\$28,593/sq.m to HK\$32,468/sq.m, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	The higher the price, the higher the fair value.

All of the Group's investment properties were assumed to be recovered through sales and deferred tax liabilities in respect of fair value changes on investment properties have been estimated taking into account this assumption. The Group has not recognized deferred tax liabilities in relation to changes in fair value of the investment properties that are situated in Hong Kong during the year ended 31 December 2013 and 2012 as the Group is not subject to any income taxes on disposal of these investment properties. The Group has recognized deferred tax liabilities on changes in fair value of the investment property that is situated in the PRC as the property in the PRC is subject to LAT and capital gain tax upon disposal.



# WING LEE PROPERTY INVESTMENTS LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2013

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 14. PROPERTY, PLANT AND EQUIPMENT

	<b>Leasehold land and building</b>	<b>Leasehold improvement</b>	<b>Motor vehicles</b>	<b>Total</b>
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>COST</b>				
At 1 January 2012	–	–	2,535	2,535
Transfer to a fellow subsidiary	–	–	(1,585)	(1,585)
At 31 December 2012	–	–	950	950
Additions	18,167	334	–	18,501
At 31 December 2013	18,167	334	950	19,451
<b>DEPRECIATION</b>				
At 1 January 2012	–	–	1,775	1,775
Provided for the year	–	–	190	190
Transfer to a fellow subsidiary	–	–	(1,585)	(1,585)
At 31 December 2012	–	–	380	380
Provided for the year	256	34	190	480
At 31 December 2013	256	34	570	860
<b>CARRYING VALUES</b>				
At 31 December 2013	17,911	300	380	18,591
At 31 December 2012	–	–	570	570

**14. PROPERTY, PLANT AND EQUIPMENT – continued**

The above items of property, plant and equipment are depreciated on a straight line basis at the following rates per annum:

Leasehold land and building	Over the shorter of the term of the lease, or 50 years
Leasehold improvement	20%
Motor vehicle	20%

The above leasehold land and building comprise a property situated in Hong Kong under a medium-term lease.

During the year ended 31 December 2012, the Group transferred a motor vehicle of nil carrying amount to a then fellow subsidiary of the Group at nil consideration, resulting in no gain or loss for the Group.

**15. RENTAL AND OTHER RECEIVABLES**

	2013 HK\$'000	2012 HK\$'000
Rental receivables	–	302
Other receivables, deposits and prepayments	682	470
	<hr/> 682	<hr/> 772

The following is an aged analysis of rental receivables (presented based on rental demand notices issued on the first calendar day of each month) at the end of the reporting period:

	2013 HK\$'000	2012 HK\$'000
<b>Age</b>		
0 – 90 days	–	302

No credit period was granted to tenants of rental of premises. Before accepting any new tenants, the Group will internally assess the credit quality of the potential tenants. All the rental receivables at the end of the reporting period were past due for which the Group has not provided for impairment loss and all aged within 90 days. Based on historical experiences of the Group, these rental receivable past due but not impaired are generally recoverable. The Group does not hold any collateral over these balances.

**16. BANK BALANCES AND CASH/FIXED DEPOSITS**

At 31 December 2013, bank balances carry interest at prevailing market rates which ranges from 0.00% to 0.001% (2012: 0.00% to 0.001%) per annum. The fixed deposits are short-term fixed deposits with an original maturity of three months or less and carry fixed interest rate ranging from 1.25% to 2.93% per annum at 31 December 2013 (2012: 1.0% to 2.0% per annum).

At 31 December 2013, included in bank balances and cash and fixed deposits is an amount of HK\$11,819,000 (2012: HK\$1,435,000) which is denominated in Renminbi, being amount denominated in currency other than the functional currency of the relevant group entity.

**17. OTHER PAYABLES AND RENTAL DEPOSITS RECEIVED**

	2013 HK\$'000	2012 HK\$'000
Accrued expenses	1,899	4,835
Rental deposits received	6,948	6,636
Other payables	33	78
	<hr/>	<hr/>
	8,880	11,549

**18. AMOUNT DUE TO MSC**

The amount represented amount due to MSC, a former intermediate holding company of Extra Rich, Fast Silver and Good Ocean. The amount was unsecured, interest-free and repayable on demand. Pursuant to the Capitalization Issue (as defined in the Listing Document), the amount has been capitalized prior to the Listing.

**19. AMOUNT DUE TO WING LEE HOLDINGS**

The amount was unsecured, interest-free and repayable on demand. Pursuant to the Capitalization Issue (as defined in the Listing Document), the amount has been capitalized prior to the Listing.

**20. BANK LOANS**

	2013 HK\$'000	2012 HK\$'000
The bank loans are repayable as follows*:		
Within one year	17,510	16,821
More than one year, but not exceeding two years	12,885	14,612
More than two years, but not more than five years	37,848	45,017
More than five years	20,407	34,598
	88,650	111,048
Carrying amounts of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	26,659	15,186
	115,309	126,234
Less: Amount due within one year shown under current liabilities	(44,169)	(32,007)
Amount shown under non-current liabilities	71,140	94,227

\* The amounts due are based on scheduled repayment dates set out in the loan agreements.

At 31 December 2013, the bank loans carry interest at HIBOR plus 0.70% to 2.75% per annum (2012: HIBOR plus 0.70% to 2.75% per annum). During the year ended 31 December 2013, the effective interest rates of the bank loans range from 0.91% to 2.97% per annum (2012: 0.98% to 3.11% per annum).

At 31 December 2013, bank loans of HK\$109,489,000 (2012: HK\$126,234,000) are secured by mortgages over the Group's investment properties with carrying amount of HK\$473,100,000 (2012: HK\$466,800,000).

At 31 December 2013, bank loans of HK\$5,820,000 (2012: nil) are secured by mortgages over the Group's leasehold land and building with carrying amount of HK\$17,373,000 (2012: nil).

## 21. DEFERRED TAXATION

The following are the major deferred tax liabilities (assets) recognized and movements thereon during the year:

	Accelerated tax depreciation HK\$'000	Land appreciation tax and capital gains tax HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1 January 2012	1,588	2,527	–	4,115
Charge (credit) to profit or loss (note 10)	252	–	(11)	241
At 31 December 2012	1,840	2,527	(11)	4,356
Charge (credit) to profit or loss (note 10)	193	76	(46)	223
At 31 December 2013	2,033	2,603	(57)	4,579

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset.

At 31 December 2013, the Group has unused tax losses of HK\$583,000 (2012: HK\$326,000) available for offset against future profits. A deferred tax asset has been recognized in respect of HK\$343,000 (2012: HK\$64,000) of such losses at 31 December 2013. No deferred tax asset has been recognized in respect of the remaining HK\$240,000 (2012: HK\$262,000) at 31 December 2013 due to the unpredictability of future profit streams. The tax losses of the Group may be carried forward indefinitely.

**22. SHARE CAPITAL**

	Number of shares	Amount in HK\$	Shown in the consolidated financial statements HK\$'000
Ordinary shares			
Authorized:			
On 23 March 2012 (date of incorporation) and 31 December 2012 (HK\$0.10 each)	1,000,000	100,000	
Share sub-division and increase in authorized share capital (note a)	999,000,000	9,900,000	
At 31 December 2013 (HK\$0.01 each)	1,000,000,000	10,000,000	
Issued and fully paid:			
Issue of share on 23 March 2012 (date of incorporation) (note a)	1	–	–
Issue of shares pursuant to the Group Reorganization (note b)	300,000	30,000	30
At 31 December 2012	300,001	30,000	30
Share sub-division (note c)	2,700,009	–	–
Issue of share pursuant to Capitalization Issue (note d)	383,175,748	3,831,757	3,832
At 31 December 2013	386,175,758	3,861,757	3,862

**22. SHARE CAPITAL – continued**

Notes:

- (a) The Company was incorporated on 23 March 2012 with an authorized share capital of HK\$100,000 divided into 1,000,000 shares of HK\$0.10 each and on the same date, one subscriber share of HK\$0.10 each was issued at HK\$nil paid to Wing Lee Holdings.
- (b) On 28 June 2012, the Company allotted and issued, credited as fully paid, 300,000 ordinary shares at HK\$0.10 each to Wing Lee Holdings (details of which are set out in note 1).
- (c) On 18 March 2013, upon satisfaction of the Spin-Off Condition (as defined in the Listing Document) and pursuant to the written resolutions passed by the then sole shareholder of the Company on 6 February 2013 (as more fully detailed in paragraphs headed “Written resolutions of the sole shareholder dated 6 February 2013” in Appendix VI to the Listing Document), each of the existing issued and unissued share of the Company was sub-divided into ten shares of HK\$0.01 each and the authorized share capital of the Company was increased from HK\$100,000 to HK\$10,000,000, so thereafter, the authorized share capital of the Company comprised of 1,000,000,000 shares of HK\$0.01 each, of which, immediately after the share subdivision, 3,000,010 shares were in issue and 996,999,990 shares were unissued.
- (d) On 18 March 2013, upon satisfaction of the Spin-Off Condition (as defined in the Listing Document) and pursuant to the written resolutions passed by the then sole shareholder of the Company on 6 February 2013 (as more fully detailed in paragraphs headed “Written resolutions of the sole shareholder dated 6 February 2013” in Appendix VI to the Listing Document) and the Capitalization Issue (also defined in the Listing Document), the Company has capitalized the amounts due to MSC and Wing Lee Holdings in aggregate of HK\$326,183,000 and allotted and issued 383,175,748 ordinary shares of the Company, credited as fully paid, to Wing Lee Holdings.

All ordinary shares of the Company issued since its date of incorporation to 31 December 2013 rank pari passu with the then existing ordinary shares in all respects.



**23. OPERATING LEASE ARRANGEMENT**
**The Group as lessor**

At the end of the reporting period, the Group, as lessor, has contracted with tenants for the following future minimum lease payments in respect of investment properties rented:

	2013 HK\$'000	2012 HK\$'000
Within one year	23,690	19,648
In the second to fifth year inclusive	18,413	8,552
Over five years	360	360
	<hr/> 42,463	<hr/> 28,560

The properties held have committed tenants for periods ranging from 2 years to 6 years.

**The Group as lessee**

At the end of the reporting period, the Group, as lessee, had commitment for future minimum lease payments under non-cancellable operating lease in respect of office premise rented:

	2013 HK\$'000	2012 HK\$'000
Within one year	—	105
	<hr/>	<hr/>

The lease is negotiated for a term of 2 years and rentals are fixed for 2 years.

**24. RETIREMENT BENEFITS SCHEMES**

The Group participates a Mandatory Provident Fund Scheme (the "Scheme") for all qualifying employees in Hong Kong. The assets of the Scheme are held separately from those of the Group in funds under the control of trustee. Under the rules of the Scheme, the employer and its employees are each required to make contributions to the Scheme at rates specified in the rules. The only obligation of the Group with respect of the Scheme is to make the required contributions under the Scheme. The retirement benefits scheme contributions arising from the scheme charged to the consolidated statement of profit or loss and other comprehensive income represent contributions payable to the Scheme by the Group at rates specified in the rules of the Scheme.

## 25. RELATED PARTIES TRANSACTIONS

Other than the transactions and balances with related parties disclosed in respective notes, the Group had the following related party transactions/balances:

- (a) During the year ended 31 December 2013, the Group has rented certain of its properties to Wing Lee (Connector) Limited ("WLC") (formerly known as Morning Star Industrial Company Limited), a wholly-owned subsidiary of Wing Lee Holdings, and a rental income of HK\$2,388,000 (2012: HK\$2,636,000) has been received during the year. At 31 December 2013, the Group has rental deposits of nil (2012: HK\$488,000) received from WLC and the amount is included in rental deposits received as set out in note 17. The leases with WLC were expired on 31 December 2013 and the Group entered a new lease agreement with Morning Star Digital Connector Company Limited ("MS Digital Connector"), a wholly-owned subsidiary of Wing Lee Holdings, on 2 December 2013, whereby the Group rented a property to MS Digital Connector starting from 1 January 2014. At 31 December 2013, the Group has rental deposits of HK\$219,900 received from MS Digital Connector and the amount is included in rental deposits received as set out in note 17.\*
- (b) The Group has leased a property at prevailing market rent to Mr. Lui Siu Fung, a director of the Company and a rental income of HK\$91,000 (2012: HK\$78,000) has been received during the year ended 31 December 2013. The lease was terminated on 31 July 2013, and the property was disposed of in July 2013.#

### (c) Corporate guarantee

	2013 HK\$'000	2012 HK\$'000
Corporate guarantee given to banks by Wing Lee Holdings for bank loans drawn down by the Group^	—	162,350

The guarantee has been released prior to the Listing.

- (d) During the year ended 31 December 2012, the Group transferred a motor vehicle of nil carrying amount to a subsidiary of Wing Lee Holdings (a then fellow subsidiary of the Group) at nil consideration.^
- (e) During the year ended 31 December 2012, the Group sold two investment properties to a related company which is owned by certain directors of Wing Lee Holdings and a subsidiary of Wing Lee Holdings (a then fellow subsidiary of the Group) at a cash consideration of HK\$850,000 and HK\$2,700,000, respectively. The consideration were determined based on a valuation carried out by RHL with reference to market evidence of transaction prices for similar properties in similar location.^
- (f) During the year ended 31 December 2012, the Group entered into a lease agreement to let a property at prevailing market rent to Ms. Wong Lai Lee, the daughter of Ms. Wong Siu Wah who is a director of the Company and a rental income of HK\$26,000 has been received during the year. The lease was terminated on 31 August 2012, and the property was disposed of in November 2012.^

#### Remarks:

- \* This transaction constitutes a continuing connected transaction for the purpose of Chapter 14A of the Listing Rules, details of which have been disclosed under the section "Connected Transactions" in the Directors' Report.
- # This transaction constitutes an exempt continuing connected transaction for the purpose of Chapter 14A of the Listing Rules.
- ^ These transactions have ceased prior to the Listing and do not constitute connected transaction for the purpose of Chapter 14A of the Listing Rules.

**26. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

	2013 HK\$'000	2012 HK\$'000
Non-current asset		
Investment in a subsidiary	703,798	382,959
Current assets		
Prepayments	226	82
Bank balances	210	–
	436	82
Current liabilities		
Accrued expenses	37	2,529
Amount due to Wing Lee Holdings	–	5,344
Amount due to a subsidiary	13,316	3,090
	13,353	10,963
Net current liabilities	(12,917)	(10,881)
	690,881	372,078
Capital and reserves		
Share capital	3,862	30
Reserves	687,019	372,048
	690,881	372,078

Investment cost represents the deemed investment in Tierra Development representing the carrying amount of the total equity of Tierra Development on the date of which the Company issued new shares to Wing Lee Holdings on 28 June 2012 (see note 22 for details).

The amount due to a subsidiary is unsecured, non-interest bearing and repayable on demand. The amount represents certain expenses in connection with the listing but paid by a subsidiary on behalf of the Company.

# WING LEE PROPERTY INVESTMENTS LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2013

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 27. RESERVES OF THE COMPANY

	Share premium HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 23 March 2012 (date of incorporation)	–	–	–
Loss and total comprehensive expense for the period	–	(10,881)	(10,881)
Arising from issue of shares pursuant to the Group Reorganization (note)	382,929	–	382,929
At 31 December 2012	382,929	(10,881)	372,048
Loss and total comprehensive expense for the year	–	(7,380)	(7,380)
Issue of shares pursuant to Capitalization issue (note 22)	322,351	–	322,351
At 31 December 2013	705,280	(18,261)	687,019

Note: The share premium represents the difference between nominal value of the shares issued by the Company and the carrying amount of the total equity of Tierra Development as at 28 June 2012 pursuant to the Group Reorganization.

### 28. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at the end of the reporting period are as follows:

Name of company	Place and date of incorporation	Issued and fully paid share capital	Equity interest attributable to the Company		Principal activity
			2013	2012	
Tierra Development*	British Virgin Islands 8 May 2012	US\$2,000	100%	100%	Investment holding
Extra Rich** 碧豪發展有限公司	Hong Kong 17 January 1989	HK\$10,000	100%	100%	Property investment
Fast Silver** 銀迅發展有限公司	Hong Kong 22 July 2010	HK\$10,000	100%	100%	Property investment

**28. PRINCIPAL SUBSIDIARIES – continued**

Name of company	Place and date of incorporation	Issued and fully paid share capital	Equity interest attributable to the Company		Principal activity
			2013	2012	
Good Ocean** 海佳發展有限公司	Hong Kong 25 November 2010	HK\$10,000	100%	100%	Property investment
Habitat One Development Limited** 景逸發展有限公司 (Formerly known as Wing Lee Property Investments Limited)	Hong Kong 27 June 2012	HK\$10,000	100%	100%	Property investment

\* Directly held by the Company.

\*\* Directly held by Tierra Development.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets or liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

# WING LEE PROPERTY INVESTMENTS LIMITED

## FINANCIAL SUMMARY

	Year ended 31 December				
	2009 HK\$'000	2010 HK\$'000	2011 HK\$'000	2012 HK\$'000	2013 HK\$'000
<b>RESULTS</b>					
Turnover	12,219	16,030	20,428	24,213	25,237
Profit before taxation	44,246	51,769	161,763	308,063	43,461
Taxation	(1,853)	(2,857)	(2,974)	(1,774)	(2,496)
Profit for the year	42,393	48,912	158,789	306,289	40,965

	At 31 December				
	2009 HK\$'000	2010 HK\$'000	2011 HK\$'000	2012 HK\$'000	2013 HK\$'000
<b>ASSET AND LIABILITIES</b>					
Total Assets	317,952	507,788	703,412	1,018,738	1,046,591
Total Liabilities	265,830	422,925	459,740	468,777	129,482
Net Assets	52,122	84,863	243,672	549,961	917,109

Note: The Company was incorporated in Bermuda on 23 March 2012 and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statements of cash flows of the Group for the years ended 31 December 2009, 2010, 2011 and 2012 have been prepared as if the current group structure had been in existence throughout the period.

The financial results of the Group for the years ended 31 December 2009, 2010 and 2011 and information as to its financial position as at 31 December 2009, 2010 and 2011 are extracted from the Company's listing document dated 28 February 2013.

**SUMMARY OF INVESTMENT PROPERTIES  
HELD BY THE GROUP**
**AT 31 DECEMBER 2013**

Particulars of the Group's investment properties at 31 December 2013 are as follows:

<b>Location</b>	<b>Usage</b>	<b>Group's Interest</b>	<b>Lease Term</b>
Shop No. C2A, C2B and C2D on G/F, China Insurance Group Building, No. 141 Des Voeux Road Central, No. 73 Connaught Road Central and Nos. 61-65 Gilman Street, Central, Hong Kong	Commercial	100%	Long
Shop No. 7 on G/F, Rialto Building, No. 2 Landale Street, Wanchai, Hong Kong	Commercial	100%	Long
G/F & Cockloft, No. 61 Wellington Street, Central, Hong Kong	Commercial	100%	Long
2/F, No. 59 Wellington Street, Central, Hong Kong	Commercial	100%	Long
G/F, Flat C on 1/F and Flat A on 3/F of Wah Fung Building, No. 296-298 Lockhart Road, Hong Kong	Commercial & Residential	100%	Long
Flat B on G/F (Shop B on Ground Floor), Hung Fook Mansion, No. 360 Lockhart Road, Hong Kong	Commercial	100%	Long
Shop A, B and C on G/F, Kam Tak Mansion, Nos. 88-90 Queen's Road East, Hong Kong	Commercial	100%	Long
Shop E on G/F and Mezzanine Floor, Cheong Hong Mansions, Nos. 25-33 Johnston Road, Nos. 1-3 Thomson Road, No. 2 Fenwick Street, Hong Kong	Commercial	100%	Long
G/F & M/F, Mandarin Commercial House, No. 38 Morrison Hill Road, Hong Kong	Commercial	100%	Long
G/F and 1/F, Wayson Commercial House, Nos. 68-70 Lockhart Road, Hong Kong	Commercial	100%	Long
Flat No. 3 on 7/F of Block A and Car Park Space No. 4 Jardine's Lookout Garden Mansion, Nos. 148-150 Tai Hang Road, Hong Kong	Residential	100%	Long
No. 656 Shanghai Street, Kowloon	Residential & Commercial	100%	Long
4/F, No. 658 Shanghai Street, Kowloon	Residential	100%	Long
G/F-3/F, No. 3 Ma Tau Kok Road, Kowloon	Commercial	100%	Medium
No. 347 Portland Street, Kowloon	Residential & Commercial	100%	Long
Unit No. 201, 207 and 208 on 2/F, Sunbeam Centre, No. 27 Shing Yip Street, Kowloon	Industrial	100%	Medium
P14 on 3/F, King Palace Plaza, 55 King Yip Street, Kowloon	Carpark	100%	Medium
Unit 1409, Level 14, Shenhua Commercial Building, No. 2018 Jiabin Road, Luohu District, Shenzhen, PRC	Commercial	100%	Medium