

# ANNUAL REPORT 2014



Conrad Hotel Hong Kong



Sino Hotels (Holdings) Limited

This annual report (“Annual Report”) is available in both English and Chinese. Shareholders who have received either the English or the Chinese version of the Annual Report may request a copy in the language different from that has been received by writing to the Company’s Principal Registrars, Tricor Friendly Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

The Annual Report (in both English and Chinese versions) has been posted on the Company’s website at [www.sino.com](http://www.sino.com). Shareholders who have chosen to rely on copies of the Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) posted on the Company’s website in lieu of any or all the printed copies thereof may request printed copy of the Annual Report.

Shareholders who have chosen or are deemed to have consented to receive the Corporate Communications using electronic means through the Company’s website and who have difficulty in receiving or gaining access to the Annual Report posted on the Company’s website will upon request be sent the Annual Report in printed form free of charge.

Shareholders may at any time choose to change their choice of language and means of receipt (i.e. in printed form or by electronic means through the Company’s website) of all future Corporate Communications from the Company by giving notice in writing by post to the Company’s Principal Registrars, Tricor Friendly Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong or by email at [sinohotels1221-ecom@hk.tricorglobal.com](mailto:sinohotels1221-ecom@hk.tricorglobal.com).

## CONTENTS

<b>CORPORATE INFORMATION</b>	<b>2</b>
<b>NOTICE OF ANNUAL GENERAL MEETING</b>	<b>3</b>
<b>CHAIRMAN'S STATEMENT</b>	<b>6</b>
<b>BIOGRAPHICAL DETAILS OF DIRECTORS &amp; SENIOR MANAGEMENT</b>	<b>11</b>
<b>CORPORATE GOVERNANCE REPORT</b>	<b>15</b>
<b>DIRECTORS' REPORT</b>	<b>36</b>
<b>INDEPENDENT AUDITOR'S REPORT</b>	<b>52</b>
<b>CONSOLIDATED STATEMENT OF PROFIT OR LOSS</b>	<b>54</b>
<b>CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME</b>	<b>55</b>
<b>CONSOLIDATED STATEMENT OF FINANCIAL POSITION</b>	<b>56</b>
<b>CONSOLIDATED STATEMENT OF CHANGES IN EQUITY</b>	<b>57</b>
<b>CONSOLIDATED STATEMENT OF CASH FLOWS</b>	<b>58</b>
<b>NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS</b>	<b>59</b>
<b>FINANCIAL SUMMARY</b>	<b>106</b>
<b>PROXY FORM</b>	

## CORPORATE INFORMATION

### **Board of Directors**

Robert Ng Chee Siong, Chairman  
Ronald Joseph Arculli, GBM, CVO, GBS, OBE, JP<sup>‡</sup>  
Gilbert Lui Wing Kwong<sup>‡</sup>  
Peter Wong Man Kong, BBS, JP\*  
Adrian David Li Man-kiu, JP\*  
Steven Ong Kay Eng\*  
Daryl Ng Win Kong  
Nicholas Yim Kwok Ming  
Giovanni Viterale

(appointed on 1st July, 2014)

(<sup>‡</sup> Non-Executive Directors)

(\* Independent Non-Executive Directors)

### **Audit Committee**

Adrian David Li Man-kiu, JP, Chairman  
Gilbert Lui Wing Kwong  
Peter Wong Man Kong, BBS, JP  
Steven Ong Kay Eng

### **Nomination Committee**

Robert Ng Chee Siong, Chairman  
Peter Wong Man Kong, BBS, JP  
Adrian David Li Man-kiu, JP

### **Remuneration Committee**

Steven Ong Kay Eng, Chairman  
Peter Wong Man Kong, BBS, JP  
Adrian David Li Man-kiu, JP  
Daryl Ng Win Kong

### **Authorized Representatives**

Robert Ng Chee Siong  
Velencia Lee

### **Chief Financial Officer and Company Secretary**

Velencia Lee

### **Auditor**

Deloitte Touche Tohmatsu  
Certified Public Accountants, Hong Kong

### **Solicitors**

Clifford Chance, Hong Kong  
Baker & McKenzie, Hong Kong  
Maples and Calder, Cayman Islands

### **Shareholders' Calendar**

<b>Closure of Register of Members for entitlement to attend and vote at Annual General Meeting</b>	21st to 23rd October, 2014 (both dates inclusive)
<b>Annual General Meeting</b>	23rd October, 2014
<b>Closure of Register of Members for dividend entitlement</b>	29th to 30th October, 2014 (both dates inclusive)
<b>Record Date for final dividend entitlement</b>	30th October, 2014
<b>Last Date for lodging form of election for scrip dividend</b>	20th November, 2014 4:30 p.m.
<b>Interim Dividend</b>	HK4 cents per share
Paid	17th April, 2014
<b>Final Dividend</b>	HK4 cents per share
Payable	3rd December, 2014

### **Principal Bankers**

Bank of China (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited

### **Investor Relations Contact**

Please direct enquiries to:  
General Manager – Corporate Finance  
Telephone : (852) 2734 8312  
Fax : (852) 2369 1236  
Email : investorrelations@sino.com

### **Principal Office**

12th Floor, Tsim Sha Tsui Centre,  
Salisbury Road, Tsim Sha Tsui,  
Kowloon, Hong Kong  
Telephone : (852) 2721 8388  
Fax : (852) 2723 5901  
Website : www.sino.com  
Email : info@sino.com

### **Registered Office**

P.O. Box 309,  
Ugland House, Grand Cayman,  
KY1-1104, Cayman Islands

### **Principal Registrars**

Tricor Friendly Limited  
Level 22, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong  
Telephone : (852) 2980 1333  
Fax : (852) 2861 1465  
Email : sinohotels1221-ecom@hk.tricorglobal.com

### **Listing Information**

**Stock Code** 1221

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Shareholders of **Sino Hotels (Holdings) Limited** will be held at The Pacific Rooms, 9th Floor, Towers Wing, The Royal Pacific Hotel & Towers, 33 Canton Road, Tsim Sha Tsui, Kowloon, on Thursday, the 23rd day of October, 2014 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, for the following purposes:

1. To receive and consider the audited Financial Statements and the Directors' and Independent Auditor's Reports for the year ended 30th June, 2014.
2. To declare a final dividend.
3. To re-elect retiring Directors and to authorise the Board to fix the Directors' remuneration for the financial year ending 30th June, 2015.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor for the ensuing year and to authorise the Board to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

### Ordinary Resolutions

- (i) **"THAT:**
  - (a) subject to paragraph (i)(b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of the shares to be repurchased pursuant to the approval in paragraph (i)(a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
  - (c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

    - (1) the conclusion of the next Annual General Meeting of the Company;
    - (2) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the articles of association of the Company to be held; and
    - (3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

## NOTICE OF ANNUAL GENERAL MEETING *(Continued)*

(ii) **“THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and deal with additional shares of the Company, to allot, issue or grant securities of the Company, including bonds, debentures and notes convertible into shares of the Company and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, provided that these powers of the Directors and this general mandate is in respect of and in addition to any shares which may be issued on the exercise of the subscription rights under the Company's warrants or pursuant to any scrip dividend scheme or pursuant to a rights issue or pursuant to the exercise of any share option scheme adopted by the Company or pursuant to any rights of conversion under any existing convertible bonds, debentures or notes of the Company, and provided further that these powers of the Directors and this general mandate shall be subject to the restrictions that the aggregate nominal amount of shares allotted or agreed to be allotted or issued pursuant thereto, whether by way of option or conversion or otherwise, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and

- (b) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (1) the conclusion of the next Annual General Meeting of the Company;
- (2) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the articles of association of the Company to be held; and
- (3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- (iii) **“THAT**, conditional upon the resolutions (i) and (ii) above being passed, the aggregate nominal amount of the shares which are repurchased by the Company under the authority granted pursuant to resolution (i) above (up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution (ii) above.”

By Order of the Board  
**Velencia LEE**  
*Company Secretary*

Hong Kong, 19th September, 2014

## NOTICE OF ANNUAL GENERAL MEETING *(Continued)*

### Notes:

- (a) At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he is the holder.
- (b) Any member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
- (c) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be lodged at the principal office of the Company at 12th Floor, Tsim Sha Tsui Centre, Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong not less than 24 hours before the time appointed for holding the meeting.
- (d) For determining the entitlement to attend and vote at the Annual General Meeting to be held on Thursday, 23rd October, 2014, the register of members of the Company will be closed from Tuesday, 21st October, 2014 to Thursday, 23rd October, 2014, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, shareholders should ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's Principal Registrars, Tricor Friendly Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20th October, 2014.
- (e) The proposed final dividend is subject to the approval of the shareholders at the Annual General Meeting. The record date for the proposed final dividend is at the close of business on Thursday, 30th October, 2014. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 29th October, 2014 to Thursday, 30th October, 2014, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, shareholders should ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's Principal Registrars, Tricor Friendly Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28th October, 2014.

## CHAIRMAN'S STATEMENT

I am pleased to present the 2013/2014 Annual Report to shareholders.

### FINAL RESULTS

The Group achieved net profit attributable to shareholders of HK\$234.5 million for the financial year ended 30th June, 2014 (2012/2013: HK\$240.8 million). Earnings per share for the financial year 2013/2014 was 24.62 cents (2012/2013: 25.68 cents).

### DIVIDENDS

The Directors have resolved to recommend a final dividend of 4 cents per share in respect of the year ended 30th June, 2014 to shareholders whose names appear on the Register of Members of the Company on 30th October, 2014. Together with the interim dividend of 4 cents per share, the total dividend for the financial year ended 30th June, 2014 is 8 cents per share.

The Directors propose that shareholders be given the option of electing to receive the final dividend in new shares in lieu of cash. The scrip dividend proposal is subject to: (1) the approval of the proposed final dividend at the Annual General Meeting to be held on 23rd October, 2014; and (2) The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the new shares to be issued pursuant to this proposal.

A circular containing details of the scrip dividend proposal will be despatched to shareholders together with the form of election for the scrip dividend on or about 5th November, 2014. It is expected that the final dividend warrants and share certificates will be despatched to shareholders on or about 3rd December, 2014.



## CHAIRMAN'S STATEMENT *(Continued)*

### REVIEW OF OPERATIONS

According to Hong Kong Tourism Board (the "HKTB"), visitor arrivals to Hong Kong reached a new high of 54.3 million (2012: 48.6 million) in 2013, representing an increase of 11.7% from last year. Tourism expenditure generated from inbound tourism was HK\$332.1 billion, an increase of 14.8% year-on-year. Visitors from China, the United States and Taiwan were the top three sources in terms of visitor arrivals and overnight visitor spending. In 2013, approximately 47.3% of total visitors stayed in Hong Kong for one night or longer. For the first six months of 2014, visitor arrivals totalled 28.5 million, an increase of 12.2% year-on-year. As global economic conditions remain mixed and with increasing competition among countries to capture more business from tourism, the operating environment has been challenging. In Hong Kong, supply of hotel rooms is on the rise and travellers have been more discerning over spending. The market has become more competitive. However, the Group will continue to adopt a proactive approach to optimise earnings amid a competitive market environment.

#### **Business Activities**

##### ***City Garden Hotel***

City Garden Hotel is a wholly-owned subsidiary of the Group.

The average room occupancy rate of City Garden Hotel for the financial year ended 30th June, 2014 was 93.2% compared with 94.3% for the last financial year and the average room rate was stable compared with that of last financial year. Room sales for the financial year decreased 1.5% to HK\$216.6 million from HK\$219.9 million for the last financial year. Food and beverage sales for the financial year were stable at HK\$80.0 million compared with HK\$79.8 million for the last financial year.

##### ***Conrad Hong Kong***

Conrad Hong Kong is 50% owned by the Group and 30% owned by Sino Land Company Limited (Hong Kong stock code: 0083) and collectively own a total of 80% equity interest in Conrad Hong Kong.

The average room occupancy of Conrad Hong Kong for the financial year ended 30th June, 2014 was 83.5% compared with 80.0% for the last financial year and the average room rate decreased 0.7% compared with that of last financial year. Room sales were HK\$446.9 million which was 3.5% higher than HK\$431.6 million for the last financial year, while income from food and beverage sales for the financial year was HK\$336.4 million, representing an increase of 6.4% from HK\$316.2 million for the last financial year.

## CHAIRMAN'S STATEMENT *(Continued)*

### REVIEW OF OPERATIONS *(Continued)*

#### **Business Activities** *(Continued)*

##### ***The Royal Pacific Hotel & Towers***

The Royal Pacific Hotel & Towers is 25% owned by the Group and the remaining 75% interest is owned by a private company, wholly owned by the Ng family, the controlling shareholder of Sino Hotels (Holdings) Limited.

The average occupancy rate of The Royal Pacific Hotel & Towers for the financial year ended 30th June, 2014 was 94.5% (2012/2013: 96.8%) and the average room rate increased 1.2%. Room sales totalled HK\$342.6 million, representing a slight decrease of 1.2% when compared with HK\$346.8 million for the last financial year. Revenue from food and beverage sales for the financial year was HK\$103.7 million, an increase of 4.3% from HK\$99.4 million for the last financial year.

Other than that mentioned above, there was no material change from the information published in the report and accounts for the year ended 30th June, 2013.

#### **Finance**

As at 30th June, 2014, the Group had cash and bank deposits of HK\$428.6 million and had no debt outstanding.

There was no material change in the capital structure of the Group for the financial year 2013/2014. Foreign exchange exposure is kept at a minimal level. As at 30th June, 2014, the Group did not have any contingent liabilities.

Other than the above-mentioned, there was no material change from the information published in the report and accounts for the financial year ended 30th June, 2013.

### EMPLOYEE PROGRAMMES

Hospitality industry is all about serving people from different nations and of diverse culture as well as from different time zones around the world. As services are provided by staff, quality of staff in terms of their competence, politeness, etiquette, efficiency, helpfulness, eagerness for continuous improvement and good team spirit are all important for the Group to deliver the standard of services that meet customers' expectations. The Group places a strong emphasis on setting and applying a recruitment system which enables it to recruit the right person for the right career. Regular training is also organised and new courses are added to the training agenda from time to time. A programme named Manager Development Programme has also been established to groom and train staff's leadership and management skills. This is also part of the succession programme that enables staff to maintain a high standard of service as staff are promoted or assigned to different roles and duties. Management also conducts regular review and appoints silent shoppers to the Group's hotels to ensure the quality of services is of required standards. Maintaining comprehensive employee compensation and benefits packages are also instrumental to uphold the staff's sense of belonging and to maintain a high retention rate. The Group will continue to strive for quality excellence and in building a premium brand.

## CHAIRMAN'S STATEMENT *(Continued)*

### CORPORATE SOCIAL RESPONSIBILITY

The Group recognises that a business enterprise can make more long-term and sustainable profits by operating it in a socially responsible manner. In this regard, the Group has initiated events and activities to promote environmental protection, appreciation of art and culture, conservation of heritage as well as caring for the underprivileged and local community. Employees are also encouraged to take part in these activities so as to increase their awareness of the needs of the people around us and contribute towards protecting the environment. All of which are important to make a better society.

#### **Environmental Management**

One of the most important objectives in sustainable development is environmental protection. The Group believes that by incorporating eco-friendly initiatives in its hotel operations, it can help protect the environment and reduce the effect of global warming. Initiatives aiming to reduce energy consumption, improve waste management and raise public awareness to minimise food wastage all play a part in promoting a better environment. The Group has also been collaborating with government bodies, institutions and Non-Governmental Organizations to organise and support events and initiatives to encourage the community to recognise the importance of environmental protection.

#### **Community Engagement**

The Group believes that caring for one another by providing support and offering voluntary services to the underprivileged and needy is essential to making our society better. Efforts have been made to make facilities more user-friendly for the underprivileged within the hotel area. For example, the Group's hotels have a Braille menu at its restaurants and guide dogs services if required. The Group also has, on regular basis, made soup and delivered it to elderly people. This programme has been running since 2010 and has helped the Group reach out to thousands of elderly people and recently, the programme has been extended to underprivileged families. Voluntary services by the Group's employees to provide training for the ethnic minority and youth groups have been organised in the hope that it can help them to pursue their interest in the hospitality industry.

#### **Tai O Heritage Hotel**

Hong Kong Heritage Conservation Foundation Limited (the "HCF"), founded in 2008 by Ng Teng Fong family, the Group's majority shareholder, has conserved and revitalised the Old Tai O Police Station, built in 1902 and a Grade II Historic Building, into Tai O Heritage Hotel (the "Hotel"). The Hotel, operated by HCF as a non-profit social enterprise, is part of the HKSAR Government's 'Revitalising Historic Buildings Through Partnership Scheme'. To celebrate the second anniversary of UNESCO-awarded Tai O Heritage Hotel, a two-day open house was held on 6th and 7th April, 2014 and organised comprehensive hotel tours for over a thousand public visitors including local charity groups. Running as a non-profit social enterprise, Tai O Heritage Hotel commits to engaging the public in bolstering Tai O's community, to achieve synergy with other local facilities and to promote heritage conservation.

## CHAIRMAN'S STATEMENT *(Continued)*

### INDUSTRY OUTLOOK AND PROSPECTS

Tourism is one of the pillar industries in Hong Kong. Developing tourism industry is important for Hong Kong as it continues to perform as one of the business and financial centres in Asia. Hong Kong's geographical setting, location, historical background, established infrastructure and simple tax system have also made it a city for a wide spectrum of travellers. As travellers come to Hong Kong, they spend money on goods and services benefiting a wide range of businesses. Travellers participating in international trade events or business conferences will also facilitate trade between Hong Kong and the rest of the world and create opportunities for Hong Kong people to share the heritages, local arts and culture, traditions and social life, which help foster Hong Kong as an Asia's World City.

Hong Kong must uphold its competitiveness in terms of hardware and software, making it the preferred choice from travellers' viewpoint. Hardware including accommodations, public amenities and transport network, conditions and efficiency are important to make the trips of travellers seamless. Attractions, heritage places and buildings will offer travellers entertainment and excitements. Good convention facilities will attract more businesses in the sector of Meetings, Incentives, Conventions and Exhibitions (the "MICE") which is fundamental in building Hong Kong the world's premier MICE destination. Software including quality of service, language ability and attitude of local people towards travellers, which make travellers' stays in Hong Kong comfortable, pleasant and memorable, are integral parts of building Hong Kong a 'traveller-friendly' society. HKSAR Government's bodies, namely HKTB, The Commissioner for Heritage's Office and Hong Kong Trade Development Council along with other institutions and business enterprises all play a role in raising Hong Kong's international appeal as well as quality of products and services.

According to HKTB's estimates, visitor arrivals have been forecast to reach approximately 59.0 million in 2014, an increase of approximately 8.6% and the outlook for Hong Kong's tourism and hospitality industries is positive.

The Group attaches significant importance of market positioning and branding. To accomplish these objectives, regular upgrade of hotel facilities and renovation is carried out where necessary. During the financial year 2013/2014, City Garden Hotel and Royal Pacific Hotel carried out renovations and upgrade of its facilities and some of its guest rooms. The Group will continuously review and improve the quality of the service to meet the needs of customers and ensure our discerning guests have enjoyable stays in our hotels.

### STAFF AND MANAGEMENT

I would like to take this opportunity to welcome Mr. Giovanni Viterale to the Board. Mr. Viterale was appointed as Executive Director of the Company with effect from 1st July, 2014.

On behalf of the Board, I take this opportunity to express my sincere appreciation to all staff for their commitment, dedication and continuing support. I would also like to express my gratitude to my fellow Directors for their guidance and wise counsel.

**Robert NG Chee Siong**  
*Chairman*

Hong Kong, 27th August, 2014

## BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT

### (I) EXECUTIVE DIRECTORS

**Mr. Robert Ng Chee Siong<sup>N+</sup>**, aged 62, Chairman of the Group since 1994, was called to the Bar in 1975. Mr. Ng is also a director of a number of subsidiaries and associated companies of the Company, and is the Chairman of Tsim Sha Tsui Properties Limited and Sino Land Company Limited. In addition, he is a Director of The Real Estate Developers Association of Hong Kong and a member of the 11th and 12th National Committee of the Chinese People's Political Consultative Conference. He was formerly an Independent Non-Executive Director of The Hongkong and Shanghai Hotels, Limited. Mr. Ng is the father of Mr. Daryl Ng Win Kong, an Executive Director of the Company, a son of the late substantial shareholder Mr. Ng Teng Fong and the brother of Mr. Philip Ng Chee Tat, the co-executor of the estate of the late Mr. Ng Teng Fong.

**Mr. Daryl Ng Win Kong<sup>R</sup>**, aged 36, an Executive Director since April 2005, holds a Bachelor of Arts Degree in Economics and a Master Degree of Science in Real Estate Development from Columbia University in New York. Mr. Ng first joined the Company as Executive (Development) in 2003. He is a director of a number of subsidiaries and associated companies of the Company, and an Executive Director of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. He is also an Independent Non-Executive Director of Blue Cross (Asia-Pacific) Insurance Limited and BEA Life Limited. He is a General Committee member of The Chamber of Hong Kong Listed Companies, a member of the International Advisory Council of Columbia University in the City of New York, a member of the 10th Sichuan Committee of the Chinese People's Political Consultative Conference ("CPPCC"), a member of the 12th Beijing Municipal Committee of the CPPCC, a member of the 10th and 11th Committees of the All-China Youth Federation and the Deputy Chairman of the Chongqing Youth Federation. He is a trustee member of World Wide Fund for Nature Hong Kong, the Vice Chairman of Hong Kong United Youth Association, a member of Executive Committee of The Boys' & Girls' Clubs Association of Hong Kong, a member of the Social Welfare Advisory Committee, a member of the Executive Committee of Hong Kong Sheng Kung Hui Welfare Council Limited and a member of Friends of Hong Kong Association Limited. He is a Director of The Community Chest of Hong Kong, The Real Estate Developers Association of Hong Kong and Ocean Park Corporation. He is the eldest son of the Chairman of the Group Mr. Robert Ng Chee Siong and the eldest grandson of the late substantial shareholder Mr. Ng Teng Fong.

## BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT *(Continued)*

### (I) EXECUTIVE DIRECTORS *(Continued)*

**Mr. Nicholas Yim Kwok Ming**, aged 62, an Executive Director since July 2008. He first joined the Company as General Manager of City Garden Hotel in 2001. He was promoted to Group General Manager (Hotels) in August 2006 and had been an Associate Director of the Company since January 2008. Mr. Yim holds a Master Degree of Business Administration and has over 40 years of experience in hospitality industry in the United States, Taiwan, mainland China and Hong Kong. He is also a director of a number of subsidiaries and associated companies of the Company.

**Mr. Giovanni Viterale**, aged 49, an Executive Director since July 2014. Mr. Viterale has been the General Manager of The Fullerton Hotel Singapore and The Fullerton Bay Hotel Singapore since 2010 (which are owned by Sino Land Company Limited). Before joining The Fullerton Hotel Singapore and The Fullerton Bay Hotel Singapore, Mr. Viterale was with Conrad Hong Kong for more than 10 years and is a veteran in the hospitality industry with over 20 years of experience.

### (II) NON-EXECUTIVE DIRECTORS

**The Honourable Ronald Joseph Arculli**, GBM, CVO, GBS, OBE, JP, aged 75, has been a Director of the Company since 1994 and was re-designated from an Independent Non-Executive Director to a Non-Executive Director in July 2005. The Honourable Ronald Arculli through Ronald Arculli and Associates provides consultancy services to the Company. He is also a Non-Executive Director of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. The Honourable Ronald Arculli was an Independent Non-Executive Director of Hong Kong Exchanges and Clearing Limited from 2006 to April 2013, for which he was also a former Independent Non-Executive Chairman from 2006 to April 2012. He has a long and distinguished record of public service on numerous government committees and advisory bodies. He was the Chairman of The Hong Kong Jockey Club from 2002 to August 2006. He is a practising solicitor and has served on the Legislative Council from 1988 to 2000. He was a Non-Official Member of the Executive Council of the HKSAR Government from November 2005 to June 2012, for which he also acted as Convenor of the Non-Official Members since December 2011. He chairs FWD Group, Hong Kong Arts Festival Society Limited, the Honorary Advisory Committee of SVHK Foundation Limited and Common Purpose Charitable Foundation Limited in Hong Kong. He is also a Director of Asia Art Archive Limited and a Trustee and Director of IFRS Foundation. He is a Board Member of The West Kowloon Cultural District Authority and chairs its Executive Committee and Development Committee. The Honourable Ronald Arculli is an Independent Non-Executive Director of Hang Lung Properties Limited and a Non-Executive Director of HKR International Limited, Hutchison Harbour Ring Limited, HK Electric Investments Manager Limited (as trustee-manager of HK Electric Investments) and HK Electric Investments Limited (all are listed on The Stock Exchange of Hong Kong Limited except HK Electric Investments Manager Limited). He was formerly a Non-Executive Director of Power Assets Holdings Limited and an Independent Non-Executive Director of SCMP Group Limited.

## BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT *(Continued)*

(II) **NON-EXECUTIVE DIRECTORS**  
*(Continued)*

**Mr. Gilbert Lui Wing Kwong<sup>A</sup>**, aged 76, an Independent Non-Executive Director since 1994 and was re-designated as a Non-Executive Director in August 2004. Mr. Lui is a consultant of a local firm of certified public accountants after retiring from the position of senior partner of that firm in 1999.

(III) **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Peter Wong Man Kong<sup>A N R</sup>**, BBS, JP, aged 65, an Independent Non-Executive Director since September 2004, is the Chairman of M. K. Corporation Ltd. and North West Development Limited and a Deputy of the 12th National People's Congress of the PRC. He is an Independent Non-Executive Director of China Travel International Investment Hong Kong Limited, Glorious Sun Enterprises Limited, Sun Hung Kai & Co. Limited, Chinney Investments, Limited, Far East Consortium International Limited, MGM China Holdings Limited and New Times Energy Corporation Limited, and a Non-Executive Director of Hong Kong Ferry (Holdings) Company Limited, all companies listed on The Stock Exchange of Hong Kong Limited. Mr. Wong is also Executive Vice Chairman of Hong Kong Pei Hua Education Foundation, Director of Fong Shu Fook Tong Foundation, Honorary Professor in the Central University for Nationalities and Lanzhou University, and a Director of Ji Nan University.

**Mr. Adrian David Li Man-kiu<sup>A+ N R</sup>**, JP, aged 41, an Independent Non-Executive Director since April 2005, is Executive Director & Deputy Chief Executive of The Bank of East Asia, Limited. He is also an Independent Non-Executive Director of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. Mr. Li is a member of the Guangdong Provincial Committee of the Chinese People's Political Consultative Conference, a member of the All-China Youth Federation, Deputy Chairman of the Beijing Youth Federation and a Counsellor of the Hong Kong United Youth Association. He is a board member of The Community Chest of Hong Kong, a member of the HKSAR Government-mandated Banking Industry Training Advisory Committee and a member of the MPF Industry Schemes Committee of the MPFA. He is an Advisory Committee member of the Hong Kong Baptist University's School of Business and a Vice President of The Hong Kong Institute of Bankers' Council. Furthermore, he serves as a member of the Election Committees responsible for electing the Chief Executive of the HKSAR and deputies of the HKSAR to the 12th National People's Congress. Mr. Li is currently an Independent Non-Executive Director of China State Construction International Holdings Limited and COSCO Pacific Limited, and an Alternate Independent Non-Executive Director of San Miguel Brewery Hong Kong Limited, all companies listed in Hong Kong. In addition, he is an Independent Non-Executive Director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd., which is dual listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, a Non-Executive Director of The Berkeley Group Holdings plc, which is listed on the London Stock Exchange, and an Alternate Director of AFFIN Holdings Berhad, which is listed on the Bursa Malaysia. He is a member of the International Advisory Board of Abertis Infraestructuras, S.A., a company listed in Spain, and also sits on the Judging Panel of the 2014 BAI-Finacle Global Banking Innovation Awards. Mr. Li holds a Master of Management degree from the Kellogg School of Management, Northwestern University in the US, and a Master of Arts degree and a Bachelor of Arts degree in Law from the University of Cambridge in Britain. He is a member of The Law Society of England and Wales, and The Law Society of Hong Kong.

A+: Audit Committee Chairman A: Audit Committee member N: Nomination Committee member R: Remuneration Committee member

## BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT *(Continued)*

### (III) INDEPENDENT NON-EXECUTIVE DIRECTORS *(Continued)*

**Mr. Steven Ong Kay Eng<sup>A R+</sup>**, aged 68, an Independent Non-Executive Director since July 2005. He is also an Independent Non-Executive Director of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. He is a Director of Altrade Investments Pte. Ltd. in Singapore and a substantial shareholder of Hwa Hong Corporation Limited, which is listed on the main board of the Singapore Stock Exchange. Mr. Ong has been a veteran banker with extensive experience in banking and finance over 43 years. He was the General Manager and Country Head for American Express Bank in Singapore for nearly 10 years and also the Chief Representative and Country Manager in China for Banca Monte dei Paschi di Siena S.p.A. for 16 years. Mr. Ong remained as the bank's advisor and consultant for 2 years after he left China in 2006 having resided in the country for over 16 years. He was the Chairman of Foreign Bankers' Association in Beijing, PRC from 1999 to 2000.

### (IV) SENIOR MANAGEMENT

Various businesses and functions of the Company are respectively under the direct responsibilities of the Executive Directors who are regarded as senior management of the Company.

A: Audit Committee member R+: Remuneration Committee Chairman



## CORPORATE GOVERNANCE REPORT

The Board of Directors (“Board”) is committed to providing effective management and sound control of the Company for maximizing the shareholders’ value. The corporate governance principles of the Company emphasize the attainment and maintenance of a high standard of corporate governance practices and procedures, a quality board, sound internal controls, and high transparency and accountability to the shareholders. The Company has adopted its own Corporate Governance Code and has complied with all code provisions as set out in Appendix 14 (“Code”) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), except for the deviation as disclosed in this report. The corporate governance practices of the Company in compliance with the Code during the financial year ended 30th June, 2014 with explanation of the deviation are set out in this report.

### CORPORATE GOVERNANCE PRACTICES

#### DIRECTORS

##### **Corporate Governance Principle**

The Board provides overall leadership and control for the Company in an effective and responsible manner with a view to maximizing the financial performance of the Company and the shareholders’ value. The Board makes decisions on business strategies and corporate governance practices, determines the Company’s objectives, value and standards, and oversees and monitors the management performance within the control and delegation framework of the Company. These include the Company’s financial statements, dividend policy, any significant changes in accounting policy, adoption of corporate governance practices and procedures, and risk management strategies.

##### **Board Composition**

The current Board has 9 Directors composing of four Executive Directors including the Chairman of the Board, two Non-Executive Directors and three Independent Non-Executive Directors. During the year ended 30th June, 2014 and up to the date of this Annual Report, the changes to the composition of the Board are set out under the section entitled “Directors’ Report” of this Annual Report. Biographical details of the Directors and their relationships, where applicable, are contained under the section entitled “Biographical Details of Directors & Senior Management” of this Annual Report. The Company has maintained on its website and on the website of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) an updated list of its Directors identifying their roles and functions and whether they are Independent Non-Executive Directors. Independent Non-Executive Directors are identified as such in all corporate communications that disclose the names of Directors of the Company.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### DIRECTORS *(Continued)*

##### **Board Composition** *(Continued)*

With a view to achieving a sustainable and balanced development, the Company has been seeing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. It is the policy of the Company to consider board diversity from a number of factors when deciding on new appointments to the Board and the continuation of those appointments in order to achieve a diversity of perspectives among Board members. These factors include but not limited to gender, age, cultural and educational background, professional or industry experience, skills, knowledge and other qualities of Directors. The Board as a whole is responsible for reviewing the structure, size and composition of the Board with due regard to the intended benefits of board diversity. The balance between the number of Executive and Non-Executive Directors is considered effective in ensuring independent judgment being exercised effectively to provide sufficient checks and balances to safeguard the interests of the Company and its shareholders. The Company believes that the current Board composition is well-balanced and of a diverse mix appropriate for the business of the Company. The Board will review and monitor the implementation of board diversity on a regular basis to ensure its effectiveness on determining the optimal composition of the Board.

##### **Division of Responsibilities**

The Board, led by the Chairman, is responsible for the Company's future development directions, overall strategies and policies, evaluation of the financial performance of the Company and approval of matters that are of a material or substantial nature. The Executive Directors, constituting the senior management of the Company, are delegated with responsibilities in the day-to-day management of the Company and make operational and business decisions within the control and delegation framework of the Company. The Board gives clear directions as to the matters that must be approved by the Board before decisions are made on behalf of the Company. The implementation of strategies and policies of the Board and the operations of each business unit are overseen and monitored by designated responsible Executive Directors. The Board has found that the current arrangement has worked effectively in enabling it to discharge its responsibilities satisfactorily. The types of decisions to be delegated by the Board to the management include implementation of the strategy and direction determined by the Board, operation of the Group's business, preparation of financial statements and operating budgets, and compliance with applicable laws and regulations.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### DIRECTORS *(Continued)*

##### **Division of Responsibilities** *(Continued)*

The Chairman ensures that the Board works effectively and discharges its responsibilities in the best interests of the Company and all key and appropriate issues are discussed by the Board in a timely manner. He takes responsibility for ensuring that good corporate governance practices and procedures are established and encourages all Directors to make a full and active contribution to the board's affairs. Directors with different views are encouraged to voice their concerns. They are allowed sufficient time for discussion of issues so as to ensure that board decisions fairly reflect board consensus. A culture of openness and debate is promoted to facilitate the effective contribution of Non-Executive Directors and ensure constructive relations between Executive and Non-Executive Directors. Besides, the Chairman of the Board holds, at least annually, meetings with the Non-Executive Directors (including Independent Non-Executive Directors) in the absence of the Executive Directors.

There is no separation of the roles of the chairman and the chief executive officer in the Company. The Chairman of the Board provides leadership to the Board and undertakes both roles of chairman and chief executive officer. The Board is of the view that the current management structure has been effective in facilitating the Company's operation and business development and that necessary checks and balances consistent with sound corporate governance practices are in place. In addition, the current three Independent Non-Executive Directors have contributed valuable views and proposals for the board's deliberation and decisions. The Board will review the management structure regularly to ensure that it continues to meet these objectives and is in line with the industry practices.

To enhance the function of the Board, four board committees, namely the Remuneration Committee, Nomination Committee, Audit Committee and Compliance Committee, have been set up to take up different responsibilities. All board committees have specific terms of reference clearly defining their powers and responsibilities. All board committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations, and in certain specific situations, to seek the Board's approval before taking any action.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### DIRECTORS *(Continued)*

##### **Division of Responsibilities** *(Continued)*

The Non-Executive Directors, including Independent Non-Executive Directors, provide the Company with diverse skills, expertise and varied backgrounds and qualifications. They participate in board/board committees (including Audit Committee, Nomination Committee and Remuneration Committee) meetings to bring independent views, advice and judgment on important issues relating to the Company's strategy, policy, financial performance, and take the lead on matters where potential conflicts of interests arise. They also attend general meetings of the Company to understand the view of shareholders. They make a positive contribution to the development of the Company's strategy and policy through independent, constructive and informed comments.

Every Director is considered to have given sufficient time and attention to the Company's affairs for the year. Directors are required to disclose to the Company the number and nature of offices held in public companies or organizations and other significant commitments as well as the identity of such public companies or organizations.

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

The Company has arranged appropriate directors' and officers' liabilities insurance coverage for the Directors and officers of the Company.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### DIRECTORS *(Continued)*

##### Board Meetings and Supply of and Access to Information

The Board holds at least four regular meetings a year, which are normally scheduled in advance in the fourth quarter of the preceding year, and will meet more frequently as and when required. During the financial year ended 30th June, 2014, the Board had held four meetings. The attendance records of the Directors to these board meetings are set out below:

Directors	Meeting(s) Attended/Held
<i>Executive Directors</i>	
Mr. Robert Ng Chee Siong ( <i>Chairman</i> )	4/4
Mr. Daryl Ng Win Kong	4/4
Mr. Nicholas Yim Kwok Ming	4/4
Mr. Giovanni Viterale <i>(appointed on 1st July, 2014)</i>	0/0
<i>Non-Executive Directors</i>	
The Honourable Ronald Joseph Arculli	4/4
Mr. Gilbert Lui Wing Kwong	4/4
<i>Independent Non-Executive Directors</i>	
Mr. Peter Wong Man Kong	4/4
Mr. Adrian David Li Man-kiu	4/4
Mr. Steven Ong Kay Eng	4/4
Mr. Wong Cho Bau <i>(retired on 23rd October, 2013)</i>	1/1

Notice incorporating the agenda for each regular board meeting or board committee meeting is given to all Directors or board committee members at least 14 days in advance, and all Directors or board committee members are given the opportunity to include matters for discussion in the agenda. All Directors/board committee members are entitled to have access to board/board committee papers and related materials in sufficient details to enable them to make informed decisions on matters to be placed before the board/board committee meetings. Meeting papers are normally sent to all Directors or board committee members at least 5 days in advance of every regular board meeting or board committee meeting.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### DIRECTORS *(Continued)*

##### **Board Meetings and Supply of and Access to Information** *(Continued)*

The Company Secretary assists the Chairman of the Board and the chairmen of board committees in preparing meeting agendas and ensures that the Code as well as all applicable laws and regulations are duly complied with. Minutes of board meetings and board committee meetings are recorded in sufficient details of the matters considered and decisions reached at the relevant meetings. Draft and final versions of the minutes in respect of board meetings and board committee meetings are sent to all Directors or board committee members respectively for comment and records within a reasonable time after the relevant meeting. All minutes are properly kept by the Company Secretary and are available for the Directors' and board committee members' inspection.

All Directors are given unrestricted access to the advice and services of the Company Secretary who is responsible to the Board for ensuring that the board procedures and all applicable law, rules and regulations are followed. The selection, appointment or dismissal of the Company Secretary is subject to approval by the Directors at board meeting.

All Directors are entitled to have access to timely information in relation to the Company's business and make further enquiries or retain independent professional advisors where necessary. The management provides all relevant explanation and information to the Board so as to give the Board the information it needs to discharge its responsibilities. During the year, the management has provided all members of the Board with monthly updates of major business operations giving a balanced and understandable assessment of the Company's performance, position and prospects.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### DIRECTORS *(Continued)*

##### **Directors' Appointment, Re-election and Removal**

All Non-Executive Directors have entered into letters of appointment with the Company for a specific term of three years. The Company's Articles of Association provide that each Director is subject to retirement from office by rotation and re-election once every three years and that one-third (or the number nearest to but not exceeding one-third) of the Directors shall retire from office every year at the annual general meeting. New appointment to the Board is subject to re-election at the next following annual general meeting. In addition, the appointment of an Independent Non-Executive Director who has served on the Board for more than nine years will be subject to a separate resolution to be approved by shareholders. The Board will provide in the circular accompanying the annual report sent to shareholders the reason why the Board considers the Independent Non-Executive Director is still independent and our recommendation to shareholders to vote in favour of the re-election of such Independent Non-Executive Director.

The Directors who are subject to retirement and re-election at the 2014 annual general meeting are set out on page 37 of this Annual Report.

The Board is empowered under the Company's Articles of Association and is collectively responsible to appoint any person as a Director either to fill a causal vacancy or as an additional board member. Only the most suitable candidate who is experienced, competent and able to fulfill the fiduciary duties and duties of skill, care and diligence would be selected as Director.

During the year, the Nomination Committee recommended and the Board approved the appointment of Mr. Giovanni Viterale as a new Executive Director with effect from 1st July, 2014, who is subject to retirement and re-election at the 2014 annual general meeting.

##### **Confirmation of Independence**

The independence of the Independent Non-Executive Directors has been assessed in accordance with the applicable Listing Rules. Each of the Independent Non-Executive Directors has provided an annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all the Independent Non-Executive Directors meet the guidelines for assessing independence as set out in Rule 3.13 of the Listing Rules and are independent.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### DIRECTORS *(Continued)*

##### Directors' Training and Professional Development

Every Director keeps abreast of responsibilities as a Director and of the conduct, business activities and development of the Company. Every newly appointed director receives a comprehensive induction package covering the statutory and regulatory obligations of directors, organizational structure, policies, procedures and codes of the Company, terms of reference of board committees and charter of responsibilities of internal audit. The Company Secretary from time to time updates and provides written training materials to the Directors, and organizes seminars on the latest development of the Listing Rules, applicable laws, rules and regulations relating to Directors' duties and responsibilities.

The Company Secretary maintains records of trainings attended by the Directors. The trainings attended by the current Directors during the year are as follows:

Directors	Training Matters <sup>(Note)</sup>
<i>Executive Directors</i>	
Mr. Robert Ng Chee Siong	a, b
Mr. Daryl Ng Win Kong	a, b
Mr. Nicholas Yim Kwok Ming	a, b
Mr. Giovanni Viterale <i>(appointed on 1st July, 2014)</i>	n/a
<i>Non-Executive Directors</i>	
The Honourable Ronald Joseph Arculli	a, b
Mr. Gilbert Lui Wing Kwong	a, b
<i>Independent Non-Executive Directors</i>	
Mr. Peter Wong Man Kong	a, b
Mr. Adrian David Li Man-kiu	a, b, c, d
Mr. Steven Ong Kay Eng	a, b

*Note:*

- a. corporate governance
- b. regulatory
- c. finance
- d. managerial



## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

##### **Emolument Policy**

The Company's emolument policy is to ensure that the remuneration offered to employees, including Executive Directors and senior management, is based on skill, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages of Executive Directors are also determined by reference to the Company's performance and profitability, the prevailing market conditions and the performance or contribution of each Director. The emolument policy for Non-Executive Directors is to ensure that the Non-Executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs, including their participation in board committees. Individual Directors and senior management have not been involved in deciding their own remuneration.

##### **Remuneration Committee**

The Company has established its Remuneration Committee with written terms of reference, the revised form of which was approved by the Board on 20th February, 2012 and is available at the Company's website [www.sino.com](http://www.sino.com) and the Stock Exchange's website.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy. In arriving at its recommendations, the Committee consults the Chairman of the Board and takes into consideration factors including salaries paid by comparable companies, employment conditions elsewhere in the Company and its subsidiaries, and desirability of performance-based remuneration. The Committee either determines or makes recommendations to the Board on the remuneration package of individual Executive Directors and senior management, and it also makes recommendations to the Board on the remuneration of Non-Executive Directors. The Committee meets at least once a year and is provided with sufficient resources enabling it to discharge its duties.

The Remuneration Committee currently comprises four members with the Independent Non-Executive Directors constituting the majority of the Committee and an Independent Non-Executive Director acting as its chairman.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

##### Remuneration Committee *(Continued)*

During the year, the Remuneration Committee had performed the following works:

- reviewed the Company's existing emolument policy;
- reviewed the remuneration packages of Executive Directors; and
- made recommendations on Directors' fees.

No Director was involved in deciding his own remuneration at the meeting of the Remuneration Committee. The attendance records of the committee members to committee meeting(s) are set out below:

<b>Committee members</b>	<b>Meeting(s) Attended/Held</b>
Mr. Steven Ong Kay Eng* <i>(Committee Chairman)</i>	1/1
Mr. Peter Wong Man Kong*	1/1
Mr. Adrian David Li Man-kiu*	1/1
Mr. Daryl Ng Win Kong	1/1

\* *Independent Non-Executive Director*

Details of Directors' emoluments for the year are set out in Note 10 to the consolidated financial statements.

#### NOMINATION OF DIRECTORS AND SENIOR MANAGEMENT

##### Nomination Committee

The Company has established its Nomination Committee with written terms of reference effective on 1st March, 2012. The written terms of reference of the Nomination Committee are available at the Company's website [www.sino.com](http://www.sino.com) and the Stock Exchange's website.

The Nomination Committee is responsible for regularly reviewing the structure, size and composition of the Board and making recommendation on any proposed changes to the Board to complement the Company's corporate strategy. Its duties include making recommendation to the Board on the selection of individuals nominated for directorships, the appointment or re-appointment of Directors and succession planning for Directors, and regularly reviewing the time required from a Director to perform his responsibilities. The Committee is also responsible for assessing the independence of Independent Non-Executive Directors and reviewing their annual confirmations on independence. The Committee meets at least once a year and is provided with sufficient resources to perform its duties.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### NOMINATION OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

##### **Nomination Committee** *(Continued)*

The Nomination Committee, which is chaired by the Chairman of the Board, currently comprises three members with the Independent Non-Executive Directors constituting the majority of the Committee.

During the year, the Nomination Committee had performed the following works:

- reviewed the current structure, size and composition of the Board;
- assessed the independence of Independent Non-Executive Directors and their annual confirmations on independence;
- reviewed time commitment of directors; and
- renewed the appointment letters to Independent Non-Executive Directors/Non-Executive Directors.

The attendance records of the committee members to committee meeting(s) are set out below:

<b>Committee members</b>	<b>Meeting(s) Attended/Held</b>
Mr. Robert Ng Chee Siong <i>(Committee Chairman)</i>	1/1
Mr. Peter Wong Man Kong*	1/1
Mr. Adrian David Li Man-kiu*	1/1

\* *Independent Non-Executive Director*

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### ACCOUNTABILITY AND AUDIT

##### **Directors' Responsibilities for Financial Statements**

The Board is responsible for the preparation of the financial statements which should give a true and fair view of the state of affairs of the Company and of the results and cash flows for such reporting period. In preparing the financial statements, the Board has adopted generally accepted accounting standards in Hong Kong and suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable, and prepared the financial statements on a going concern basis. The Board is responsible for ensuring that the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company.

The Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Company's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements.

The auditor is responsible for auditing and reporting its opinion on the financial statements of the Company and the independent auditor's report for the financial year ended 30th June, 2014 is set out in the section entitled "Independent Auditor's Report" of this Annual Report.

##### **Internal Controls and Risk Management**

The Board has the responsibility to ensure that the Company maintains sound and effective internal controls to safeguard the interest of the Company and its shareholders.

Based on the guidance entitled "Internal Control and Risk Management – A Basic Framework" issued by the Hong Kong Institute of Certified Public Accountants, the Company's integrated internal control and risk management framework embodies a comprehensive risk management framework which aims to provide reasonable assurance against material errors, losses or fraud. The concepts and practical procedures of the framework are spelled out in the Company's Guideline on Risk Management for reference of all major business operations and departments so as to encourage a risk aware and control conscious environment throughout the Company.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### ACCOUNTABILITY AND AUDIT *(Continued)*

##### **Internal Controls and Risk Management** *(Continued)*

Under the Company's internal control and risk management framework, twice a year each major operation unit or department identifies major risks, assesses and evaluates the risk according to its likely impact and the likelihood of occurrence and develops effective control activities to mitigate the risks. The results of such risk assessment, evaluation and mitigation of each operation unit or department are summarized in a standard and consistent manner for the Internal Audit Department's review. Depending on the nature and exposure of the risks of individual operation units or departments, the Internal Audit Department performs further operational and financial reviews, makes recurring and impromptu site investigations on selected risk areas to ensure the effectiveness of the control activities developed by the relevant operation units or departments. The internal audit plan is reviewed and approved by the Audit Committee annually. The findings by the Internal Audit Department on the weaknesses of control activities are communicated with the operation units or departments concerned. The Internal Audit Department monitors the follow-up actions agreed upon in response to recommendations. Relevant control activities are enhanced and post-audit reviews are conducted, where appropriate. The Internal Audit Department summarizes the results and reports to the Audit Committee, which in turn reports to the Board. The Internal Audit Department's review has also considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. In addition, the external auditor, Deloitte Touche Tohmatsu, has also carried out certain procedures in relation to the qualifications of the staff of the Company's accounting and financial reporting function.

During the year, the Board, through the Audit Committee, reviewed the appraisal performed by the Internal Audit Department on the Company's systems of internal controls and risk management, covering all material controls, including financial, operational and compliance controls, risk management functions, the adequacy of resources, qualifications and experiences of staff of the Company's accounting and financial reporting function, and their training programmes and budget. The Board was satisfied that the systems are effective and adequate for their purposes.

##### **Audit Committee**

The Company has set up its Audit Committee with written terms of reference which are available at the Company's website [www.sino.com](http://www.sino.com) and the Stock Exchange's website.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### ACCOUNTABILITY AND AUDIT *(Continued)*

##### **Audit Committee** *(Continued)*

The Audit Committee reports to the Board and holds regular meetings to assist the Board in discharging its responsibilities for effective financial reporting controls, internal controls and risk management. The Committee monitors the integrity of the Company's financial statements, annual report and accounts and half-year report and reviews significant financial reporting judgments contained in them. It reviews, makes recommendations and reports to the Board on findings relating to the financial statements, reports and accounts, systems of internal control and risk management and compliance issues. The Committee also oversees the Company's relationship with the external auditor, reviews auditor's letter of engagement and makes recommendations to the Board on the appointment and re-appointment of external auditor. It is empowered to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. It reviews external auditor's management letter and any material queries raised by the auditor to the management and the management's response. The Committee meets at least four times a year and is provided with sufficient resources enabling it to discharge its duties.

The Audit Committee currently comprises four members, all of them being Non-Executive Directors with the majority of them being Independent Non-Executive Directors.

During the year, the Audit Committee had held four meetings and reviewed the following matters:

- the Company's 2013 annual report and accounts and the 2013/2014 interim report and accounts, including the accounting policies and practices adopted by the Company, before submitting to the Board;
- internal audit reports on the internal controls and risk management systems, including the effectiveness of the internal control systems of the Company and its subsidiaries, the adequacy of resources, qualifications and experiences of staff of the Company's accounting and financial reporting function, and their training programmes and budget;
- internal audit plan 2014/2015; and
- re-appointment of the Company's auditor before submitting to the Board.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### ACCOUNTABILITY AND AUDIT *(Continued)*

##### **Audit Committee** *(Continued)*

All the meetings were attended by the external auditor of the Company. The attendance records of the committee members to these committee meetings are set out below:

<b>Committee members</b>	<b>Meeting(s) Attended/Held</b>
Mr. Adrian David Li Man-kiu* <i>(Committee Chairman)</i>	4/4
Mr. Gilbert Lui Wing Kwong	4/4
Mr. Peter Wong Man Kong*	3/4
Mr. Steven Ong Kay Eng*	4/4

\* *Independent Non-Executive Director*

##### **Codes for Dealing in the Company's Securities**

The Company has adopted its own code for dealing in the Company's securities by Directors ("Directors Dealing Code") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules ("Model Code"). The Company has made specific enquiries of all Directors who held such offices during the year under review. All of them confirmed their compliance with the required standard set out in the Directors Dealing Code during the year ended 30th June, 2014. The Company has also adopted a code for dealing in the Company's securities by relevant employees, who are likely to be in possession of inside information in relation to the securities of the Company, on no less exacting terms than the Model Code.

##### **Auditor's Remuneration**

The fees in respect of audit and non-audit services provided to the Company and its subsidiaries by the external auditor of the Company for the year ended 30th June, 2014 amounted to HK\$768,600 and HK\$400,100 respectively. The non-audit services mainly consist of review and consultancy services.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the following corporate governance duties as required under the Code:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and
- to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

During the year, the Board considered the following corporate governance matters:

- reviewed the usage of annual caps on continuing connected transactions of the Company;
- reviewed the compliance with the Code through the Compliance Committee; and
- reviewed the effectiveness of the internal controls and risk management systems of the Company through the Internal Audit Department and the Audit Committee.

#### **Compliance Committee**

The Company has set up its Compliance Committee with written terms of reference, the revised form of which was approved by the Board on 20th February, 2012, to enhance the corporate governance standard of the Company. The Committee has dual reporting lines. A principal reporting line is to the Board through the Committee Chairman. A secondary reporting line is to the Audit Committee. The Compliance Committee currently comprises the Executive Director Mr. Daryl Ng Win Kong (Committee Chairman), the other Executive Directors of the Company, the Chief Financial Officer and Head of Legal and Company Secretarial Departments, the Head of Internal Audit Department, other department heads and the Compliance Officer. The Committee holds regular meetings on a bi-monthly basis to review and make recommendations to the Board and the Audit Committee on the Company's corporate governance issues and Listing Rules compliance matters.



## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### COMMUNICATION WITH SHAREHOLDERS

The Company affirms its commitment to maintaining a high degree of corporate transparency, communicating regularly with its shareholders and ensuring in appropriate circumstances, the investment community at large being provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable the shareholders to exercise their rights in an informed manner.

#### Communication Strategies

##### *Principles*

The Board is dedicated to maintain an on-going dialogue with the shareholders of the Company and the investment community. Information is communicated to the shareholders and the investment community mainly through the Company's financial reports (interim and annual reports), annual general meetings and regular meetings with research analysts and fund managers, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the Company's website. Investor/analysts briefings and one-on-one meetings, roadshows (both domestic and international), investor conferences, site visits, results briefings are conducted on a regular basis in order to facilitate effective communication between the Company, shareholders and the investment community. The Board strives to ensure effective and timely dissemination of information to shareholders and the investment community at all times and will review regularly the above arrangements to ensure its effectiveness.

##### *Shareholders' Meetings*

The Board strives to maintain a continuing open dialogue with the shareholders of the Company. Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings. The process of the Company's general meeting is monitored and reviewed on a regular basis, and, if necessary, changes will be made to ensure that shareholders' needs are best served.

The Company uses annual general meeting as one of the principal channels for communicating with its shareholders. The Company ensures that shareholders' views are communicated to the Board. At the annual general meeting, each substantially separate issue has been considered by a separate resolution, including the election of individual Directors. The Chairman of the Board, chairmen of the respective board committees and the external auditor usually attend annual general meetings to inter-face with and answer questions from shareholders.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### COMMUNICATION WITH SHAREHOLDERS *(Continued)*

##### Communication Strategies *(Continued)*

##### *Shareholders' Meetings (Continued)*

The last annual general meeting of the Company is the 2013 annual general meeting ("2013 AGM") which was held on 23rd October, 2013 at The Pacific Rooms, 9th Floor, Towers Wing, The Royal Pacific Hotel & Towers, 33 Canton Road, Tsim Sha Tsui, Kowloon. The Directors, including the Chairman of the Board, the Chairman of the Audit Committee, the Chairman of the Nomination Committee and the Chairman of the Remuneration Committee, and the external auditor of the Company, Deloitte Touche Tohmatsu, attended the 2013 AGM. The attendance records of the then Directors to the 2013 AGM are set out below:

<b>Directors</b>	<b>Meeting(s) Attended/Held</b>
<i>Executive Directors</i>	
Mr. Robert Ng Chee Siong	1/1
Mr. Daryl Ng Win Kong	1/1
Mr. Nicholas Yim Kwok Ming	1/1
<i>Non-Executive Directors</i>	
The Honourable Ronald Joseph Arculli	1/1
Mr. Gilbert Lui Wing Kwong	1/1
<i>Independent Non-Executive Directors</i>	
Mr. Peter Wong Man Kong	0/1
Mr. Adrian David Li Man-kiu	1/1
Mr. Steven Ong Kay Eng	1/1
Mr. Wong Cho Bau	0/1
<i>(retired on 23rd October, 2013)</i>	

The Company's notice to shareholders for the 2013 AGM was sent to shareholders more than 20 clear business days prior to the meeting. The chairman of the meeting exercised his power under the Company's Articles of Association to put each proposed resolution to vote by way of a poll. The Company adopted poll voting for all resolutions put to vote at the meeting. The procedures for voting by poll at the 2013 AGM were contained in the circular of the Company to its shareholders, which was dispatched together with the 2013 annual report, and were further explained at the 2013 AGM prior to the polls being taken. Simultaneous translation from English to Cantonese was available at the 2013 AGM.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### COMMUNICATION WITH SHAREHOLDERS *(Continued)*

##### Communication Strategies *(Continued)*

*Shareholders' Meetings (Continued)* Separate resolutions were proposed at the 2013 AGM on each substantive issue and the percentage of votes cast in favour of such resolutions as disclosed in the announcement of the Company dated 23rd October, 2013 are set out below:

<b>Resolutions proposed at the 2013 AGM</b>		<b>Percentage of Votes</b>
1	Adoption of the audited Financial Statements and the Directors' and Independent Auditor's Reports for the year ended 30th June, 2013	100%
2	Declaration of a final dividend of HK\$0.04 per ordinary share with an option for scrip dividend	99.99%
3(i)	Re-election of Mr. Peter Wong Man Kong as Director	99.99%
3(ii)	Re-election of Mr. Daryl Ng Win Kong as Director	99.99%
3(iii)	Authorization of the Board to fix the Directors' remuneration for the financial year ending 30th June, 2014	99.99%
4	Re-appointment of Deloitte Touche Tohmatsu as Auditor for the ensuing year and to authorize the Board to fix their remuneration	100%
5(i)	Share repurchase mandate up to 10% of the Company's issued share capital	100%
5(ii)	Share issue mandate up to 20% of the Company's issued share capital	99.99%
5(iii)	Extension of share issue mandate to the shares repurchased under the share repurchase mandate	99.99%

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### COMMUNICATION WITH SHAREHOLDERS *(Continued)*

##### Communication Strategies *(Continued)*

*Shareholders' Meetings (Continued)* All resolutions put to shareholders at the 2013 AGM were passed. The Company's Principal Registrars were appointed as scrutineers to monitor and count the poll votes cast at that meeting. The results of the voting by poll were published on the respective websites of the Company and the Stock Exchange.

The latest version of the Amended and Restated Memorandum and Articles of Association of the Company is available at the Company's website [www.sino.com](http://www.sino.com) and the Stock Exchange's website. No changes have been made to the Company's Amended and Restated Memorandum and Articles of Association during the year.

*Enquiries* Shareholders can direct their questions about their shareholdings to the Company's Principal Registrars. To the extent the requisite information of the Company is publicly available, shareholders and the investment community may at any time make a request for such information. Designated contacts, email addresses and enquiry lines of the Company have been provided in the "Corporate Information" section of this Annual Report to enable the shareholders and the investment community to make any enquiry in respect of the Company.

*Shareholders' Privacy* The Company recognizes the importance of shareholders' privacy and will not disclose shareholders' information without their consent, unless required by law to do so.

*Corporate Communications* Corporate communications issued by the Company have been provided to the shareholders in both English and Chinese versions to facilitate their understanding. Shareholders have the right to choose the language (either English or Chinese, or both) or means of receipt of the corporate communications (in hard copy or through electronic means). They are encouraged to provide, amongst other things, their email addresses to the Company in order to facilitate timely, effective and environmental friendly communication.

*Company's Website* A section entitled "Investor Relations" is available on the Company's website [www.sino.com](http://www.sino.com). Information on the Company's website is updated on a regular basis. Information released by the Company to the Stock Exchange is also posted on the Company's website immediately thereafter in accordance with the Listing Rules. Such information includes financial statements, announcements, circulars to shareholders and notices of general meetings, etc.

## CORPORATE GOVERNANCE REPORT *(Continued)*

### CORPORATE GOVERNANCE PRACTICES *(Continued)*

#### COMMUNICATION WITH SHAREHOLDERS *(Continued)*

##### Shareholders' Rights

Pursuant to Section 566 of the Companies Ordinance of Hong Kong (Chapter 622 of the Laws of Hong Kong) ("Companies Ordinance"), the Directors are required to call a general meeting if the Company has received requests to do so from shareholders representing at least 5% of the total voting rights of all the shareholders having a right to vote at the general meetings. The request must state the general nature of the business to be dealt with at the meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Such request must be authenticated by the shareholders making it and may either be deposited at the registered office of the Company at 12th Floor, Tsim Sha Tsui Centre, Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong for the attention of the Company Secretary or sent to the Company's email address at investorrelations@sino.com.

In relation to an annual general meeting which the Company is required to hold, Sections 615 and 616 of the Companies Ordinance provide that the Company must give notice of a resolution if it has received request to do so from shareholders representing at least 2.5% of the total voting rights of all shareholders of the Company having a right to vote on the resolution at the annual general meeting, or at least 50 shareholders having a right to vote on the resolution at the annual general meeting. Such request must be authenticated by the shareholders making it and may either be deposited at the registered office of the Company or sent to the Company's email address, both of which are mentioned above.

Shareholders who wish to propose a person (other than a retiring Director) for election as director ("Candidate") at a general meeting of the Company, should (a) deposit a written notice of such proposal at the registered office of the Company for the attention of the Company Secretary, signed by the shareholders who should be qualified to attend and vote at the general meeting; (b) provide biographical details of the Candidate as set out in Rule 13.51(2)(a) to (x) of the Listing Rules; and (c) provide a written consent signed by the Candidate indicating his/her willingness to be elected. The period for lodgment of such a written notice shall be at least 7 days commencing no earlier than the day after the dispatch of the notice of the meeting appointed for such meeting and such election and ending not later than 7 days prior to the meeting.

The Company has been practicing the above shareholders' communication policy to handle enquires put to the Board and will review them on a regular basis to ensure their effectiveness. Specific enquiries and suggestions by shareholders can be sent in writing to the Board or the Company Secretary at our registered address or by email to our Company.

## DIRECTORS' REPORT

The Directors present their annual report and the audited consolidated financial statements of the Company for the year ended 30th June, 2014.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 27 to the consolidated financial statements.

### SUBSIDIARIES AND ASSOCIATES

Details of the Company's principal subsidiaries and associates at 30th June, 2014 are set out in notes 27 and 15 to the consolidated financial statements, respectively.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of profit or loss on page 54.

An interim dividend of HK4.0 cents per share amounting to HK\$38,027,438, including HK\$1,013,905 by way of cash dividends and HK\$37,013,533 by way of scrip alternatives, was paid to the shareholders during the year. The Directors now recommend the payment of a final dividend of HK4.0 cents per share amounting to HK\$38,596,877 payable to shareholders whose names appear on the Register of Members of the Company on 30th October, 2014.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in the property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

### SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 21 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES OF THE COMPANY

The reserves available for distribution to the shareholders by the Company at 30th June, 2014 consisted of share premium, distributable reserve and retained profits totaling HK\$2,173,816,360.

Under the Companies Law (2013 Revision) of the Cayman Islands and the provisions of the Company's Articles of Association, the share premium of the Company is available for distribution or paying dividends to the shareholders provided that immediately following the distribution or the payment of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.

### TREASURY, GROUP BORROWINGS AND INTEREST CAPITALISED

The Group maintains a conservative approach in its treasury management with foreign exchange exposure being kept at a minimal level and interest rates on floating rate bases. No interest was capitalised by the Group during the year.

## **DIRECTORS' REPORT** *(Continued)*

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year.

### **DIRECTORS**

The Directors of the Company during the year and up to the date of this report are:

#### *Executive Directors*

Mr. Robert Ng Chee Siong (Chairman)  
Mr. Daryl Ng Win Kong  
Mr. Nicholas Yim Kwok Ming  
Mr. Giovanni Viterale (appointed on 1st July, 2014)

#### *Non-Executive Directors*

The Honourable Ronald Joseph Arculli  
Mr. Gilbert Lui Wing Kwong

#### *Independent Non-Executive Directors*

Mr. Peter Wong Man Kong  
Mr. Adrian David Li Man-kiu  
Mr. Steven Ong Kay Eng  
Mr. Wong Cho Bau (retired on 23rd October, 2013)

In accordance with the Company's Articles of Association and pursuant to Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), Mr. Adrian David Li Man-kiu, Mr. Steven Ong Kay Eng, Mr. Nicholas Yim Kwok Ming and Mr. Giovanni Viterale will retire at the forthcoming Annual General Meeting and, who being eligible, will offer themselves for re-election.

## DIRECTORS' REPORT *(Continued)*

### DIRECTORS' INTERESTS

As at 30th June, 2014, the interests and short positions held by the Directors in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept by the Company under Section 352 of the SFO or otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in the Listing Rules, were as follows:

#### (A) Long Positions in Shares of the Company

Name of Director	Number of Ordinary Shares	Capacity and Nature of Interest	% of Issued Share Capital
Mr. Robert Ng Chee Siong	462,585,806 <i>(Note)</i>	Beneficial owner of 271,150 shares, spouse interest in 804,615 shares and trustee interest in 461,510,041 shares of the Company in the capacity as one of the co-executors of the estate of the late Mr. Ng Teng Fong	47.94%
The Honourable Ronald Joseph Arculli	286,123	Beneficial owner	0.02%
Mr. Gilbert Lui Wing Kwong	–	–	–
Mr. Peter Wong Man Kong	–	–	–
Mr. Adrian David Li Man-kiu	–	–	–
Mr. Steven Ong Kay Eng	–	–	–
Mr. Daryl Ng Win Kong	–	–	–
Mr. Nicholas Yim Kwok Ming	–	–	–



## DIRECTORS' REPORT *(Continued)*

### DIRECTORS' INTERESTS *(Continued)*

#### (A) Long Positions in Shares of the Company *(Continued)*

Note:

The trustee interest in 461,510,041 shares comprises:

- (a) 418,836,780 shares which were held through companies 100% controlled by the co-executors of the estate of the late Mr. Ng Teng Fong, namely, 40,625,123 shares by Fanlight Investment Limited, 57,770 shares by Garford Nominees Limited, 17,380,119 shares by Karaganda Investments Inc., 54,685,068 shares by Nippomo Limited, 1,566,950 shares by Orient Creation Limited, 110,535,903 shares by Strathallan Investment Limited, 4,753,582 shares by Strong Investments Limited, 164,142,961 shares by Tamworth Investment Limited and 25,089,304 shares by Transpire Investment Limited;
- (b) 1,881,455 shares which were held through wholly-owned subsidiaries of Tsim Sha Tsui Properties Limited, in which the co-executors of the estate of the late Mr. Ng Teng Fong had a 71.97% control; and
- (c) 40,791,806 shares which were held by the co-executors of the estate of the late Mr. Ng Teng Fong.

#### (B) Long Positions in Shares of Associated Corporation

Mr. Robert Ng Chee Siong was deemed to be interested in shares of the following company through corporation controlled by him:

Name of Associated Corporation	Number of Ordinary Shares	% of Issued Share Capital
FHR International Limited	1 <i>(Note)</i>	33.33%

Note: The share was held by Smart Link Limited in which Mr. Robert Ng Chee Siong had a 100% control.

Save as disclosed above, as at 30th June, 2014, none of the Directors had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations which were recorded in the register required to be kept by the Company under Section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### SHARE OPTION SCHEMES

The Company and its subsidiaries have no share option schemes.

### ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS' REPORT *(Continued)*

### DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Pursuant to Rule 8.10(2) of the Listing Rules, the Company discloses that during the year, the following current Directors held share interests and/or directorships in companies engaged in businesses which compete or likely to compete, either directly or indirectly, with the businesses of the Group:

Mr. Robert Ng Chee Siong held share interests and directorships and Mr. Daryl Ng Win Kong held directorships in companies of the Ng Family (including Mr. Robert Ng Chee Siong, Mr. Philip Ng Chee Tat, and as co-executors of the estate of the late Mr. Ng Teng Fong and/or their respective associates) which engage in business of hotel operation.

The Honourable Ronald Joseph Arculli is a Non-Executive Director of HKR International Limited, which engages in business of hotel operation.

As the Board of Directors of the Company is independent of the boards of the aforesaid companies and maintains three Independent Non-Executive Directors, the Group operates its businesses independently of, and at arm's length from, the businesses of the aforesaid companies.

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Details of Directors' interests in contracts of significance are set out in note 26 to the consolidated financial statements.

Other than as disclosed in note 26 to the consolidated financial statements, no other contracts of significance to which the Company or any of its 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.

### SERVICE CONTRACTS

None of the Directors of the Company has a contract of service with the Company or any of its subsidiaries not determinable by the employing company within one year without payment of compensation (except for statutory compensation).

### CONNECTED TRANSACTIONS

#### **Non-exempted Continuing Connected Transactions up to 30th June, 2014 – Provision of Clubhouse Management Services**

The Company announced on 1st August, 2011 that Bright Tower (HK) Limited ("Bright Tower"), a wholly-owned subsidiary of the Company, was awarded a clubhouse management contract ("Contract") by tender, pursuant to which Bright Tower agreed to provide management services to the clubhouse of Pacific Palisades for a 24-month period from 1st August, 2011 to 31st July, 2013.

**CONNECTED  
TRANSACTIONS**  
(Continued)

**Non-exempted Continuing Connected Transactions up to 30th June, 2014 –  
Provision of Clubhouse Management Services** (Continued)

Applicable particulars of such Contract together with the total amount received/paid in respect of the transaction for the year ended 30th June, 2014 are disclosed herein as required under the Listing Rules:

Parties to the Transaction		Nature of Transaction	Basis of Consideration	Applicable Annual Cap(s) under the Contract	Total Amount received/paid for the Year ended 30th June, 2014
Service Provider	Service Recipient				
Bright Tower	Sino Estates Management Limited ("SEML"), as the building manager and an agent for the unincorporated body of owners of Pacific Palisades	Provision of management services by Bright Tower to the clubhouse of Pacific Palisades	HK\$246,078 per month and payable on a monthly basis	For the period from 1st July, 2013 to 31st July, 2013, HK\$0.25 million (i.e. HK\$246,078 X 1 month)	HK\$0.25 million

The Company further announced on 31st July, 2013 that a new clubhouse management contract ("New Contract") was awarded by SEML to Bright Tower through a tendering process, pursuant to which Bright Tower agreed to manage the clubhouse of Pacific Palisades for a further 24-month period from 1st August, 2013 to 31st July, 2015 at a monthly service fee of HK\$270,000.

Applicable particulars of such New Contract together with the total amount received/paid in respect of the transaction for the year ended 30th June, 2014 are disclosed herein as required under the Listing Rules:

Parties to the Transaction		Nature of Transaction	Basis of Consideration	Applicable Annual Cap(s) under the New Contract	Total Amount received/paid for the Year ended 30th June, 2014
Service Provider	Service Recipient				
Bright Tower	SEML, the building management company appointed under the deed of mutual covenants of Pacific Palisades and an agent for the unincorporated body of owners of Pacific Palisades	Provision of management services by Bright Tower to the clubhouse of Pacific Palisades	HK\$270,000 per month and payable on a monthly basis. The monthly service fee payable by SEML to Bright Tower under the New Contract is based on the tender price submitted by Bright Tower and is arrived at on an arm's length basis after considering the estimated cost and profit margin for providing the clubhouse management services	(i) HK\$2,970,000 for the period from 1st August, 2013 to 30th June, 2014 (i.e. HK\$270,000 x 11 months) (ii) HK\$3,240,000 for the period from 1st July, 2014 to 30th June, 2015 (i.e. HK\$270,000 x 12 months) (iii) HK\$270,000 for the period from 1st July, 2015 to 31st July, 2015 (i.e. HK\$270,000 x 1 month)	HK\$2.97 million

### CONNECTED TRANSACTIONS *(Continued)*

#### **Non-exempted Continuing Connected Transactions up to 30th June, 2014 – Provision of Clubhouse Management Services *(Continued)***

Boatswain Enterprises Limited and its wholly-owned subsidiary, Beverhill Limited, being associates of the Ng Family, are two of the owners of Pacific Palisades which together are interested in a total of approximately 60% of the undivided shares of Pacific Palisades. The Ng Family is a connected person of the Company by virtue of it being the substantial shareholder of the Company. On such basis, the provision of clubhouse management services during the year by Bright Tower to Pacific Palisades under the aforesaid contracts constituted continuing connected transactions of the Company under the Listing Rules.

During the year, the above continuing connected transactions were carried out within their respective annual caps. The Independent Non-Executive Directors have reviewed and confirmed that during the year, the above continuing connected transactions were conducted and entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to the agreements governing it on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

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 an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this annual report in accordance with Rule 14A.56 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 ("Stock Exchange").

Full details of the above connected transactions are set out in the announcements as aforesaid and are available in the Stock Exchange's website and the Company's website at [www.sino.com](http://www.sino.com).

Details of other related party transactions are set out in Note 26 to the consolidated financial statements.

## DIRECTORS' REPORT *(Continued)*

### SUBSTANTIAL SHAREHOLDERS' AND OTHER SHAREHOLDERS' INTERESTS

As at 30th June, 2014, the interests and short positions of the substantial shareholders and other shareholders in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of Part XV of the SFO were as follows:

#### Long Positions in Shares of the Company

Name of Substantial Shareholder	Number of Ordinary Shares	Capacity and Nature of Interest	% of Issued Share Capital
Mr. Philip Ng Chee Tat	464,406,335 <i>(Notes 1, 2, 3 and 4)</i>	Interest of controlled corporations in 2,896,294 shares and trustee interest in 461,510,041 shares of the Company in the capacity as one of the co-executors of the estate of the late Mr. Ng Teng Fong	48.12%
Mr. Robert Ng Chee Siong	462,585,806 <i>(Notes 2, 3 and 4)</i>	Beneficial owner of 271,150 shares, spouse interest in 804,615 shares and trustee interest in 461,510,041 shares of the Company in the capacity as one of the co-executors of the estate of the late Mr. Ng Teng Fong	47.94%
Tamworth Investment Limited	164,142,961 <i>(Note 3)</i>	Beneficial owner	17.01%
Strathallan Investment Limited	110,535,903 <i>(Note 3)</i>	Beneficial owner	11.45%
Name of Other Shareholder	Number of Ordinary Shares	Capacity and Nature of Interest	% of Issued Share Capital
Nippomo Limited	54,685,068 <i>(Note 3)</i>	Beneficial owner	5.66%

## DIRECTORS' REPORT *(Continued)*

### SUBSTANTIAL SHAREHOLDERS' AND OTHER SHAREHOLDERS' INTERESTS *(Continued)*

#### Long Positions in Shares of the Company *(Continued)*

Notes:

1. 2,896,294 shares were held by Bestdeal Contractors Pte Ltd which was 100% controlled by Mr. Philip Ng Chee Tat.
2. The trustee interest in 461,510,041 shares comprises:
  - (a) 418,836,780 shares which were held through companies 100% controlled by the co-executors of the estate of the late Mr. Ng Teng Fong, namely, 40,625,123 shares by Fanlight Investment Limited, 57,770 shares by Garford Nominees Limited, 17,380,119 shares by Karaganda Investments Inc., 54,685,068 shares by Nippomo Limited, 1,566,950 shares by Orient Creation Limited, 110,535,903 shares by Strathallan Investment Limited, 4,753,582 shares by Strong Investments Limited, 164,142,961 shares by Tamworth Investment Limited and 25,089,304 shares by Transpire Investment Limited;
  - (b) 1,881,455 shares which were held through wholly-owned subsidiaries of Tsim Sha Tsui Properties Limited, in which the co-executors of the estate of the late Mr. Ng Teng Fong had a 71.97% control; and
  - (c) 40,791,806 shares which were held by the co-executors of the estate of the late Mr. Ng Teng Fong.
3. The interests of Tamworth Investment Limited, Strathallan Investment Limited and Nippomo Limited were duplicated in the interests of the co-executors of the estate of the late Mr. Ng Teng Fong.
4. The interests of Mr. Philip Ng Chee Tat and Mr. Robert Ng Chee Siong as the co-executors of the estate of the late Mr. Ng Teng Fong refer to the same parcel of shares and were duplicated.

Save as disclosed above and so far as the Directors of the Company are aware, as at 30th June, 2014, no other person had an interest or short position in the shares and underlying shares of the Company which were recorded in the register required to be kept under Section 336 of the SFO, or was otherwise a substantial shareholder of the Company.

## **DIRECTORS' REPORT** *(Continued)*

### **MAJOR SUPPLIERS AND CUSTOMERS**

The aggregate turnover or purchases attributable to the Group's five largest customers or suppliers was less than 30% of the Group's total turnover or purchases for the year under review.

### **RETIREMENT BENEFIT SCHEME**

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees. The assets of the scheme are held separately from those of the Group, in fund under the control of trustee. As at 30th June, 2014, the Group employed approximately 390 employees.

The retirement benefit cost charged to consolidated statement of profit or loss represents contribution payable to the scheme by the Group at rates specified in the rules of the scheme.

### **PRE-EMPTIVE RIGHTS**

No provisions for pre-emptive rights which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders exist in the Cayman Islands, being the jurisdiction in which the Company was incorporated.

### **CORPORATE GOVERNANCE**

The corporate governance report is set out on pages 15 to 35.

### **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

### **AUDITOR**

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

On behalf of the Board  
**Robert NG Chee Siong**  
*Chairman*

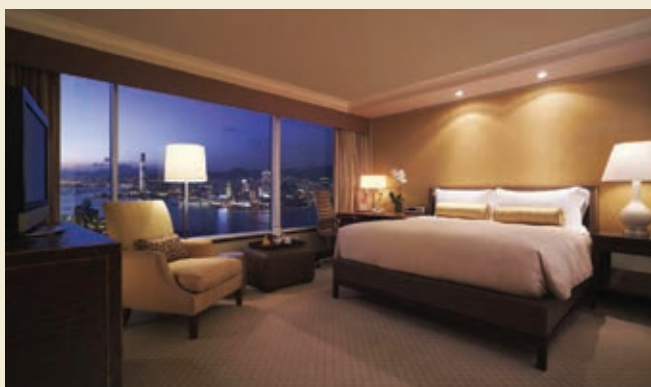
Hong Kong, 27th August, 2014



## CONRAD HONG KONG

Conrad Hong Kong is part of the prestigious Pacific Place development located in the heart of the Central Business District. The hotel is across from the lush Hong Kong Park, directly connected to Admiralty Station, and a few minutes from the Star Ferry and the Hong Kong Convention and Exhibition Centre.





Towering from the 40<sup>th</sup> to the 61<sup>st</sup> floor, Conrad Hong Kong features 514 rooms which include 45 suites and 5 dedicated executive floors complete with an exclusive lounge. All rooms offer unparalleled views of Victoria Harbour or the picturesque Victoria Peak. The hotel has an extensive range of function rooms including one of the city's largest column-free ballrooms. It also boasts a range of award-winning restaurants and bars.

## CONRAD<sup>®</sup>

HONG KONG





## THE ROYAL PACIFIC HOTEL & TOWERS

Known for its postcard harbour and park views, The Royal Pacific Hotel & Towers' stylish, contemporary guestrooms and Club Lounge offer personal and attentive services to discerning business and leisure travellers.

The hotel has gained a reputation as a favourite venue for business and private events. The Imperial and Pacific Rooms can accommodate up to 420 guests for business conferences and lavish banquets, and provide comprehensive facilities, including access to internet, video conferencing and advanced audio-visual equipment. Dining options at the hotel include



Café on the PARK for all-day buffet dining, Pierside Bar & Restaurant with exhilarating harbour views serving market fresh seafood and Satay Inn for authentic Singaporean and Malaysian delicacies in a relaxing alfresco setting.



**The Royal Pacific**  
Hotel and Towers  
HONG KONG

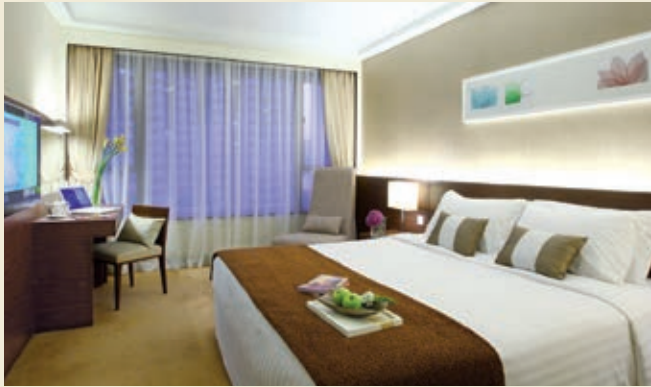




## CITY GARDEN HOTEL

City Garden Hotel is ideal for both business and leisure travellers, being in close proximity to the vibrant retail and dining hub of Causeway Bay. With Fortress Hill Station within a 5-minute walk, guests enjoy easy access to Hong Kong's must-see tourist destinations and the CBD.

The hotel provides 613 rooms and suites measuring up to 600 sq.ft. as well as carefully planned amenities, including complimentary Wi-Fi access and an outdoor swimming pool.



Catering to casual diners and connoisseurs, our restaurants provide authentic Cantonese fare, international cuisines, regional favourites as well as warm and attentive services. In addition to the Michelin-starred YUE, one of the most sought-after Chinese restaurants of the district, Garden Café draws diners with its international buffets and Satay Inn delivers time-honoured, authentic Singaporean and Malaysian cuisines.



**City Garden Hotel**  
HONG KONG



## INDEPENDENT AUDITOR'S REPORT



**TO THE SHAREHOLDERS OF SINO HOTELS (HOLDINGS) LIMITED**  
信和酒店(集團)有限公司  
*(incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Sino Hotels (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 54 to 105, which comprise the consolidated statement of financial position as at 30th June, 2014, and the consolidated statement of profit or loss, 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 the 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 controls as the directors determine are necessary to enable the preparation of the 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 our agreed terms of engagement, 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 controls relevant to the Group's preparation of the 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 Group'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.

## INDEPENDENT AUDITOR'S REPORT *(Continued)*

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 30th June, 2014, and of its 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  
27th August, 2014

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 30th June, 2014

	NOTES	2014 HK\$	2013 HK\$
Revenue	4	<b>328,911,440</b>	331,410,055
Direct expenses		<b>(102,216,116)</b>	(97,993,227)
Gross profit		<b>226,695,324</b>	233,416,828
Other expenses		<b>(82,821,559)</b>	(85,064,111)
Marketing costs		<b>(11,872,076)</b>	(11,536,697)
Administrative expenses		<b>(27,243,040)</b>	(25,951,751)
Finance income	6	<b>3,553,057</b>	869,305
Finance costs	7	<b>(13,579)</b>	(401,458)
Finance income, net		<b>3,539,478</b>	467,847
Share of results of associates		<b>146,246,806</b>	151,345,208
Profit before taxation	8	<b>254,544,933</b>	262,677,324
Income tax expense	9	<b>(20,030,192)</b>	(21,859,921)
Profit for the year attributable to the Company's shareholders		<b>234,514,741</b>	240,817,403
Earnings per share – basic	13	<b>24.62 cents</b>	25.68 cents



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

For the year ended 30th June, 2014

	<b>2014</b> <b>HK\$</b>	2013 <i>HK\$</i>
Profit for the year	<u>234,514,741</u>	<u>240,817,403</u>
<b>Other comprehensive (expense) income</b>		
Item that may be subsequently reclassified to profit or loss: (Loss) gain on fair value changes of available-for-sale financial assets	<u>(89,427,829)</u>	<u>127,043,408</u>
Other comprehensive (expense) income for the year	<u>(89,427,829)</u>	<u>127,043,408</u>
Total comprehensive income for the year attributable to the Company's shareholders	<u><b>145,086,912</b></u>	<u>367,860,811</u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30th June, 2014

	<i>NOTES</i>	<b>2014</b> <b>HK\$</b>	2013 <i>HK\$</i>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	14	<b>1,411,790,224</b>	1,434,220,483
Interests in associates	15	<b>1,308,681,846</b>	1,298,758,040
Available-for-sale financial assets	16	<b>633,411,582</b>	696,029,179
		<b>3,353,883,652</b>	3,429,007,702
<b>CURRENT ASSETS</b>			
Hotel inventories		<b>542,610</b>	828,729
Trade and other receivables	19	<b>13,153,673</b>	11,607,117
Amounts due from associates	17	<b>88,993,493</b>	148,931,645
Bank balances and cash	18	<b>428,631,752</b>	188,672,971
		<b>531,321,528</b>	350,040,462
<b>CURRENT LIABILITIES</b>			
Trade and other payables	20	<b>22,908,243</b>	20,348,663
Amount due to an associate	22	<b>1,604,468</b>	835,759
Taxation payable		<b>19,903,595</b>	28,705,294
		<b>44,416,306</b>	49,889,716
<b>NET CURRENT ASSETS</b>			
		<b>486,905,222</b>	300,150,746
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			
		<b>3,840,788,874</b>	3,729,158,448
<b>CAPITAL AND RESERVES</b>			
Share capital	21	<b>964,921,928</b>	948,518,625
Reserves		<b>2,869,182,898</b>	2,773,861,213
Equity attributable to the Company's shareholders		<b>3,834,104,826</b>	3,722,379,838
<b>NON-CURRENT LIABILITY</b>			
Deferred taxation	23	<b>6,684,048</b>	6,778,610
		<b>3,840,788,874</b>	3,729,158,448

The consolidated financial statements on pages 54 to 105 were approved and authorised for issue by the Board of Directors on 27th August, 2014 and are signed on its behalf by:

**Robert NG Chee Siong**  
*Chairman*

**Daryl NG Win Kong**  
*Director*

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30th June, 2014

	Share capital HK\$	Share premium HK\$ (Note (b))	Investment revaluation reserve HK\$ (Note (a))	Distributable reserve HK\$ (Note (b))	Retained profits HK\$	Total HK\$
At 1st July, 2012	931,341,355	308,327,218	178,761,011	1,211,792,640	755,747,839	3,385,970,063
Profit for the year	-	-	-	-	240,817,403	240,817,403
Gain on fair value changes of available-for-sale financial assets	-	-	127,043,408	-	-	127,043,408
Other comprehensive income for the year	-	-	127,043,408	-	-	127,043,408
Total comprehensive income for the year	-	-	127,043,408	-	240,817,403	367,860,811
Shares issued pursuant to scrip dividend scheme for final dividend in respect of the year ended 30th June, 2012	8,545,466	13,057,472	-	-	-	21,602,938
Shares issued pursuant to scrip dividend scheme for interim dividend in respect of the year ended 30th June, 2013	8,631,804	13,413,824	-	-	-	22,045,628
Share issue expenses	-	(250,475)	-	-	-	(250,475)
Dividends	-	-	-	(74,849,127)	-	(74,849,127)
At 30th June, 2013	948,518,625	334,548,039	305,804,419	1,136,943,513	996,565,242	3,722,379,838
Profit for the year	-	-	-	-	234,514,741	234,514,741
Loss on fair value changes of available-for-sale financial assets	-	-	(89,427,829)	-	-	(89,427,829)
Other comprehensive expense for the year	-	-	(89,427,829)	-	-	(89,427,829)
Total comprehensive (expense) income for the year	-	-	(89,427,829)	-	234,514,741	145,086,912
Shares issued pursuant to scrip dividend scheme for final dividend in respect of the year ended 30th June, 2013	2,167,329	3,684,459	-	-	-	5,851,788
Shares issued pursuant to scrip dividend scheme for interim dividend in respect of the year ended 30th June, 2014	14,235,974	22,777,559	-	-	-	37,013,533
Share issue expenses	-	(259,062)	-	-	-	(259,062)
Dividends	-	-	-	(75,968,183)	-	(75,968,183)
<b>At 30th June, 2014</b>	<b>964,921,928</b>	<b>360,750,995</b>	<b>216,376,590</b>	<b>1,060,975,330</b>	<b>1,231,079,983</b>	<b>3,834,104,826</b>

### Notes:

- (a) The investment revaluation reserve movement results from changes in fair values of available-for-sale financial assets.
- (b) Under the Companies Law (2013 Revision) of the Cayman Islands and the provisions of the Company's Articles of Association, the share premium of the Company is available for distribution or paying dividends to the shareholders provided that immediately following the distribution or the payment of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.

The distributable reserve of the Company represents the difference between the underlying net tangible assets of the subsidiaries acquired by the Company and the nominal value of the share capital issued by the Company, which was transferred from the share premium account pursuant to a group reorganisation in 1995. Under the Companies Law (2013 Revision) of the Cayman Islands, the distributable reserve is available for distribution to shareholders.

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30th June, 2014

	2014 HK\$	2013 HK\$
<b>OPERATING ACTIVITIES</b>		
Profit before taxation	254,544,933	262,677,324
Adjustments for:		
Share of results of associates	(146,246,806)	(151,345,208)
Dividend income	(9,776,572)	(7,733,478)
Depreciation and amortisation of property, plant and equipment	40,446,336	42,143,430
Finance income	(3,553,057)	(869,305)
Finance costs	13,579	401,458
Loss (gain) on disposal of property, plant and equipment	4,416	(52,151)
	<hr/>	<hr/>
Operating cash flows before movements in working capital	135,432,829	145,222,070
Decrease (increase) in hotel inventories	286,119	(72,364)
(Increase) decrease in trade and other receivables	(374,225)	1,767,905
Increase in trade and other payables	2,559,580	941,336
	<hr/>	<hr/>
Cash generated from operations	137,904,303	147,858,947
Hong Kong Profits Tax paid	(28,832,642)	(22,335,148)
Hong Kong Profits Tax refunded	–	85,572
Dividends received from available-for-sale financial assets	2,209,632	7,733,478
	<hr/>	<hr/>
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>111,281,293</b>	<b>133,342,849</b>
<b>INVESTING ACTIVITIES</b>		
Dividend received from an associate	136,323,000	45,441,000
Interest received	3,225,021	705,852
Proceeds on disposal of property, plant and equipment	–	57,604
Purchase of property, plant and equipment	(18,020,493)	(7,269,939)
Additions to available-for-sale financial assets	(20,181,398)	(55,888)
Advances to associates	(61,348)	(160,945,377)
Repayments from associates	59,999,500	228,075,543
	<hr/>	<hr/>
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>161,284,282</b>	<b>106,008,795</b>
<b>FINANCING ACTIVITIES</b>		
Dividends paid	(33,102,862)	(31,200,561)
Advance from (repayment to) an associate	768,709	(1,853,134)
Share issue expenses paid	(259,062)	(250,475)
Interest paid	(13,579)	(148,070)
Repayment of bank loans and other borrowings	–	(41,779,653)
	<hr/>	<hr/>
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(32,606,794)</b>	<b>(75,231,893)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>239,958,781</b>	<b>164,119,751</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>188,672,971</b>	<b>24,553,220</b>
	<hr/>	<hr/>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR,</b> represented by bank balances and cash	<b>428,631,752</b>	<b>188,672,971</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30th June, 2014

## 1. GENERAL

The Company is a public limited liability company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. The address of the registered office and principal place of business of the Company is disclosed in the section headed "Corporate information" in the annual report.

The consolidated financial statements of the Company and its subsidiaries (collectively referred to as "Group") are presented in Hong Kong dollars, which is also the functional currency of the Company.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 27.

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

In the current year, the Group has applied the following amendments to standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Amendments to HKFRSs	Annual Improvements to HKFRSs 2009 – 2011 Cycle except for the amendments to HKAS 1
Amendments to HKFRS 1	Government Loans
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
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(Continued)*

#### **HKFRS 10 “Consolidated Financial Statements”**

HKFRS 10 replaces the parts of HKAS 27 “Consolidated and Separate Financial Statements” that deal with consolidated financial statements and HK(SIC) – Int 12 “Consolidation – Special Purpose Entities”. HKFRS 10 changes the definition of control such that an investor has control over an investee when a) it has power over the investee, b) it is exposed, or has rights, to variable returns from its involvement with the investee and c) has the ability to use its power to affect its returns. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Additional guidance has been included in HKFRS 10 to explain when an investor has control over an investee. Some guidance included in HKFRS 10 that deals with whether or not an investor that owns less than 50% of the voting rights in an investee has control over the investee is relevant to the Group.

As a result of the adoption of HKFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1st July, 2013. Accordingly, the Directors of the Company (the “Directors”) concluded that the application of HKFRS 10 has had no material impact on the consolidated financial statements in accordance with the new definition of control and the related guidance set out in HKFRS 10.

#### **HKFRS 13 “Fair Value Measurement”**

HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements, and replaces those requirements previously included in various HKFRSs.

The scope of HKFRS 13 is broad, and applies 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, subject to a few exceptions. HKFRS 13 contains a new definition for ‘fair value’ and defines fair value as the price that would be received to sell an asset or paid to transfer 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.

In accordance with the transitional provisions of HKFRS 13, the Group has applied the new fair value measurement and disclosure requirements prospectively. Disclosures of fair value information are set out in note 29.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Except as described above, the application of other amendments to standards has had no material impact on the consolidated financial statements of the Group for the current or prior accounting periods.

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

Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>3</sup>
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>
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities <sup>1</sup>
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations <sup>6</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>6</sup>
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants <sup>6</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>
HKFRS 9	Financial Instruments – Phase III: Hedge Accounting <sup>3</sup>
HKFRS 14	Regulatory Deferral Accounts <sup>5</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>7</sup>
HK (IFRIC) – Int 21	Levies <sup>1</sup>

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

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

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

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

<sup>5</sup> Effective for first annual HKFRS financial statements beginning on or after 1st January, 2016

<sup>6</sup> Effective for annual periods beginning on or after 1st January, 2016

<sup>7</sup> Effective for annual periods beginning on or after 1st January, 2017

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(Continued)*

#### **HKFRS 15 “Revenue from Contracts with Customers”**

HKFRS 15 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. It supersedes current revenue recognition guidance including HKAS 11 “Construction Contracts”, HKAS 18 “Revenue”, HK(IFRIC) – Int 13 “Customer Loyalty Programmes”, HK(IFRIC) – Int 15 “Agreements for the Construction of Real Estate”, HK(IFRIC) – Int 18 “Transfers of Assets from Customers”, and HK(SIC) – Int 31 “Revenue – Barter Transactions Involving Advertising Services”. HKFRS 15 establishes a comprehensive framework for determining when to recognise revenue and how much revenue to recognise. The core principle is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. HKFRS 15 is to be applied on an individual contract basis. However, a portfolio approach is permitted provided it is reasonably expected that the impact on the financial statements will not be materially different from applying HKFRS 15 on an individual contract basis. The steps to be applied in the new revenue model are as follows:

- Step 1: Identify the contract with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

In addition, HKFRS 15 also includes requirements for accounting for some costs that are related to a contract with a customer. With respect to disclosure, HKFRS 15 requires an entity to disclose certain quantitative and/or qualitative information so as to help investors better understand the nature, amount, timing and uncertainty of revenue and cash flows from contracts with customers.

HKFRS 15 is effective for the Group’s financial year beginning on 1st July, 2017 with early application permitted. It applies to new contracts created on or after the effective date and to existing contracts that are not yet complete as of the effective date. The Group can choose to apply HKFRS 15 retrospectively or to use a modified transition approach. The management anticipates that HKFRS 15 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1st July, 2017. The application of this standard may have significant impact on amounts reported in the Group’s consolidated financial statements. However, the management is in the process of ascertaining the financial impact on application of this standard.

The Directors anticipate that the application of other new and revised HKFRSs will have no material impact on the consolidated financial statements of the Group.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 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 of Hong Kong Limited (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, 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 realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised 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 significant accounting policies are set out below.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured 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 the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in 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.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Basis of consolidation** *(Continued)*

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

#### **Interests in associates**

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter for the post-acquisition changes in the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are provided only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

#### Goodwill

Goodwill arising on an acquisition of an associate for which the agreement date is before 1st July, 2005 represents the excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the associate recognised at the date of acquisition. From 1st July, 2005 onwards, the Group has discontinued amortisation of goodwill, and such goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

Goodwill arising on an acquisition of an associate (which is accounted for using the equity method) is included in the cost of the investment of the relevant associate and assessed for impairment as part of the investment.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### Interests in associates *(Continued)*

##### Goodwill *(Continued)*

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts and sales related taxes and includes the following items:

Revenue from room rental, food and beverage sales and other ancillary services in the hotel are recognised when the relevant services have been rendered.

Income from operation of clubhouse and management of hotels are recognised when services are rendered.

Dividend income from investment is recognised when the shareholders' rights to receive payment have been established.

Interest income from a financial asset 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.

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant leases.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Property, plant and equipment**

Property, plant and equipment including leasehold land (classified as finance leases) and building held for use in the production or supply of goods or 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 and amortisation are provided 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 method 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 derecognised 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 recognised in profit or loss.

#### **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 recognised immediately in profit or loss.

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 recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

#### **Hotel inventories**

Hotel inventories are stated in the consolidated statement of financial position at the lower of cost and net realisable value. Cost is calculated using the weighted average cost method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 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 capitalisation.

All other borrowing costs are recognised as an expense in the year in which they are incurred.

#### **Leasing**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### *The Group as lessor*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

##### *The Group as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

#### **Leasehold land and building**

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments for land" in the consolidated statement of financial position and is released over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **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 on that date. 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 recognised in profit or loss in the period in which they arise.

#### **Retirement benefit costs**

Payments to the Mandatory Provident Fund Scheme are recognised as expenses when employees have rendered services entitling them to the contributions.

#### **Taxation**

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from the profit before taxation as reported in the consolidated statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes 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 taxation is recognised 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 taxation liabilities are generally recognised for all taxable temporary differences. Deferred taxation assets are generally recognised 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 utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or 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 taxation liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in associates, 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 taxation assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Taxation** *(Continued)*

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

Deferred taxation assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred taxation 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 taxation are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly to equity, in which case, the current and deferred taxation are also recognised in other comprehensive income or directly in equity respectively.

#### **Financial instruments**

Financial assets and financial liabilities are recognised 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.

#### *Financial assets*

The Group's financial assets are classified into loans and receivables and available-for-sale financial assets. 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 recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require 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 amortised cost of a financial asset 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 paid or received that form an integral part of the effective interest rate, transaction costs and other premium or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Financial instruments** *(Continued)*

##### Financial assets *(Continued)*

###### *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 trade and other receivables, amounts due from associates and bank balances and cash) are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

###### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated in investment revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (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 the 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.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, 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 or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets 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, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised 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.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Financial instruments** *(Continued)*

##### Financial assets *(Continued)*

##### *Impairment of financial assets* *(Continued)*

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade 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.

When an available-for-sale financial asset is considered to be impaired, cumulative losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

For financial assets measured at amortised 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 loss was recognised, the previously recognised 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 amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments will not be reversed through profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

##### Financial liabilities and equity instruments

Financial liabilities 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.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised 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 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.

##### *Financial liabilities*

Financial liabilities (including trade and other payables, amount due to an associate) are subsequently measured at amortised cost, using the effective interest method.

##### *Equity instruments*

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Derecognition

The Group derecognises 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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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 recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligations specified in the relevant contract are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 4. REVENUE

	2014 HK\$	2013 HK\$
Hotel operation	300,373,755	303,277,143
Club operation and hotel management	18,761,113	20,399,434
Dividend income from available-for-sale financial assets	9,776,572	7,733,478
	<b>328,911,440</b>	<b>331,410,055</b>

Note: During the year ended 30th June, 2014, included in dividend income from available-for-sale financial assets was dividend income of HK\$6,628,834 (2013: nil) in scrip form.

### 5. SEGMENT INFORMATION

Information reported to the Executive Directors of the Company, being the chief operating decision makers, for the purposes of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

The Group's reportable and operating segments under HKFRS 8 are as follows:

1. Hotel operation – City Garden Hotel
2. Investment holding – holding strategic available-for-sale investments
3. Hotel operation – operated through investments in associates of the Group, including Conrad Hong Kong and Royal Pacific Hotel & Towers
4. Others – club operation and hotel management

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 5. SEGMENT INFORMATION (Continued)

#### Segment revenue and results

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

	Segment revenue		Segment results	
	2014 HK\$	2013 HK\$	2014 HK\$	2013 HK\$
Hotel operation				
– City Garden Hotel	300,373,755	303,277,143	141,116,127	150,877,313
Investment holding	9,776,572	7,733,478	9,775,835	7,733,398
Hotel operation				
– share of results of associates	–	–	282,327,631	282,433,494
Others – club operation and hotel management	18,761,113	20,399,434	3,190,186	3,141,722
	<b>328,911,440</b>	<b>331,410,055</b>		
Total segment results			436,409,779	444,185,927
Administrative and other expenses			(49,323,499)	(50,888,164)
Finance income, net			3,539,478	467,847
Share of results of associates				
– administrative and other expenses			(106,467,954)	(100,304,645)
– finance income, net			540,893	228,635
– income tax expense			(30,153,764)	(31,012,276)
			<b>(136,080,825)</b>	<b>(131,088,286)</b>
Profit before taxation			<b>254,544,933</b>	<b>262,677,324</b>

All of the segment revenue reported above are from external customers. There was no inter-segment revenue for the year (2013: nil).

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit earned by each segment without allocation of certain administrative and other expenses and finance costs net of finance income. The segment results of hotel operation operated through investments in associates includes revenue and direct expenses without allocation of associates' administrative and other expenses, finance costs net of finance income and income tax expense of the associates. This is the measure reported to the chief operating decision makers for the purposes of resources allocation and performance assessment.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 5. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

	2014 HK\$	2013 HK\$
<b>Segment assets</b>		
Hotel operation – City Garden Hotel	1,422,354,241	1,444,456,463
Investment holding	634,255,877	696,029,179
Hotel operation – interests in associates	1,308,681,846	1,298,758,040
Others – club operation and hotel management	1,691,622	2,032,313
	<hr/>	<hr/>
Total segment assets	3,366,983,586	3,441,275,995
Amounts due from associates	88,993,493	148,931,645
Unallocated assets	429,228,101	188,840,524
	<hr/>	<hr/>
Consolidated assets	<b>3,885,205,180</b>	3,779,048,164

	2014 HK\$	2013 HK\$
<b>Segment liabilities</b>		
Hotel operation – City Garden Hotel	20,022,586	17,348,225
Investment holding	9,000	6,000
Others – club operation and hotel management	1,287,393	1,438,285
	<hr/>	<hr/>
Total segment liabilities	21,318,979	18,792,510
Amount due to an associate	1,604,468	835,759
Unallocated liabilities	28,176,907	37,040,057
	<hr/>	<hr/>
Consolidated liabilities	<b>51,100,354</b>	56,668,326

For the purposes of assessing segment performance and allocating resources between segments, all assets are allocated to reportable segments other than the Group's corporate assets, amounts due from associates, and bank balances and cash and all liabilities are allocated to reportable segments other than the Group's corporate liabilities, amount due to an associate, taxation payable and deferred taxation.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 5. SEGMENT INFORMATION (Continued)

#### Other segment information

	Addition to non-current assets (Note)	
	2014 HK\$	2013 HK\$
Amounts included in the measure of segment assets:		
Hotel operation – City Garden Hotel	17,937,942	7,243,559
Others – club operation and hotel management	82,551	26,380
	<b>18,020,493</b>	<b>7,269,939</b>

	Depreciation and amortisation of property, plant and equipment		(Loss) gain on disposal of property, plant and equipment	
	2014 HK\$	2013 HK\$	2014 HK\$	2013 HK\$
Amounts regularly provided to the chief operating decision makers but not included in the measure of segment profit or loss:				
Hotel operation – City Garden Hotel	40,328,689	39,744,281	(4,416)	32,807
Others – club operation and hotel management	117,647	2,399,149	–	19,344
	<b>40,446,336</b>	<b>42,143,430</b>	<b>(4,416)</b>	<b>52,151</b>

Note: Non-current assets included property, plant and equipment.

#### Geographical information

All of the activities of the Group are based in Hong Kong and all of the Group's revenue and contribution to profit for the year are derived from Hong Kong. All the assets of the Group are located in Hong Kong.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 6. FINANCE INCOME

	<b>2014</b> <b>HK\$</b>	2013 <i>HK\$</i>
Interest income on:		
Advance to an associate	–	418,161
Bank deposits	<b>3,553,057</b>	240,985
Imputed interest income on interest-free advance to an associate	–	210,159
	<b>3,553,057</b>	869,305

### 7. FINANCE COSTS

	<b>2014</b> <b>HK\$</b>	2013 <i>HK\$</i>
Interest and other finance costs on:		
Bank loans wholly repayable within five years	–	388,691
Other unsecured loans wholly repayable within five years	<b>13,579</b>	12,767
	<b>13,579</b>	401,458

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 8. PROFIT BEFORE TAXATION

	2014 HK\$	2013 HK\$
Profit before taxation has been arrived at after charging (crediting):		
Directors' emoluments (note 10)	3,699,801	3,582,129
Other staff costs	90,530,249	83,269,927
Contributions to retirement benefit scheme (other than directors) (note 30)	3,968,079	3,541,219
Total staff costs	<u>98,198,129</u>	<u>90,393,275</u>
Auditor's remuneration		
Audit services		
Current year	757,000	730,700
Under(over)provision in prior years	11,600	(5,600)
Non-audit services	768,600	725,100
	<u>400,100</u>	<u>386,730</u>
	<u>1,168,700</u>	<u>1,111,830</u>
Cost of hotel inventories consumed (included in direct expenses)	25,956,326	26,762,970
Depreciation and amortisation of property, plant and equipment (included in other expenses)	40,446,336	42,143,430
Repairs and maintenance in respect of hotel properties (included in other expenses)	4,432,083	4,427,921
Share of income tax expenses of associates (included in share of results of associates)	30,153,764	31,012,276
Minimum lease payments under operating leases	224,873	425,032
Rental income in respect of premises, net of negligible outgoings	(1,148,500)	(912,000)
Loss (gain) on disposal of property, plant and equipment	4,416	(52,151)



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 9. INCOME TAX EXPENSE

	2014 HK\$	2013 HK\$
Income tax expense (credit) comprises:		
Hong Kong Profits Tax calculated at 16.5% (2013: 16.5%) on the estimated assessable profit		
Current year	20,090,943	22,259,070
Overprovision in prior year	(60,000)	(86,981)
Dividend withholding tax	93,811	–
	<u>20,124,754</u>	<u>22,172,089</u>
Deferred tax (note 23)		
Current year	(94,562)	(312,168)
	<u>20,030,192</u>	<u>21,859,921</u>

The income tax expense for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

	2014 HK\$	2013 HK\$
Profit before taxation	<u>254,544,933</u>	<u>262,677,324</u>
Tax charge at Hong Kong Profits Tax rate of 16.5% (2013: 16.5%)	41,999,913	43,341,758
Tax effect of results attributable to associates	(24,130,723)	(24,971,959)
Tax effect of expenses not deductible for tax purpose	4,376,704	4,483,784
Tax effect of income not taxable for tax purpose	(2,102,298)	(1,360,480)
Utilisation of deductible temporary differences previously not recognised	–	(2,658)
Effect of different tax rate of a subsidiary	(60,976)	–
Utilisation of tax losses previously not recognised	(7,272)	(16,489)
Tax effect of tax losses not recognised	14,844	472,946
Overprovision in prior year	(60,000)	(86,981)
	<u>20,030,192</u>	<u>21,859,921</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 10. DIRECTORS' AND CHAIRMAN'S EMOLUMENTS

	2014					2013				
	Fee	Other emoluments			Total	Fee	Other emoluments			Total
		Salaries and other benefits	Contributions to retirement benefit scheme	Discretionary bonus (Note i)			Salaries and other benefits	Contributions to retirement benefit scheme	Discretionary bonus (Note i)	
HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	
Executive Directors:										
Mr. Robert Ng Chee Siong (Note ii)	36,000	-	-	-	36,000	36,000	-	-	-	36,000
Mr. Daryl Ng Win Kong (Note iii)	36,000	-	-	-	36,000	36,000	-	-	-	36,000
Mr. Nicholas Yim Kwok Ming	18,000	2,407,141	21,250	538,740	2,985,131	18,000	2,311,289	21,000	567,840	2,918,129
	<b>90,000</b>	<b>2,407,141</b>	<b>21,250</b>	<b>538,740</b>	<b>3,057,131</b>	<b>90,000</b>	<b>2,311,289</b>	<b>21,000</b>	<b>567,840</b>	<b>2,990,129</b>
Non-Executive Directors:										
Mr. Gilbert Lui Wing Kwong	134,000	-	-	-	134,000	120,000	-	-	-	120,000
The Honourable Ronald Joseph Arculli (Note iv)	50,000	-	-	-	50,000	36,000	-	-	-	36,000
	<b>184,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>184,000</b>	<b>156,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>156,000</b>
Independent Non-Executive Directors:										
Mr. Peter Wong Man Kong (Note v)	150,000	-	-	-	150,000	136,000	-	-	-	136,000
Mr. Adrian David Li Man-kiu	150,000	-	-	-	150,000	136,000	-	-	-	136,000
Mr. Steven Ong Kay Eng	142,000	-	-	-	142,000	128,000	-	-	-	128,000
Mr. Wong Cho Bau (Note vi)	16,670	-	-	-	16,670	36,000	-	-	-	36,000
	<b>458,670</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>458,670</b>	<b>436,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>436,000</b>
	<b>732,670</b>	<b>2,407,141</b>	<b>21,250</b>	<b>538,740</b>	<b>3,699,801</b>	<b>682,000</b>	<b>2,311,289</b>	<b>21,000</b>	<b>567,840</b>	<b>3,582,129</b>

No Directors waived any emoluments for the year ended 30th June, 2014 (2013: nil).

#### Notes:

- (i) The discretionary bonus for both years was determined by reference to the performance of the Director and the profitability of the Group.
- (ii) Mr. Robert Ng Chee Siong is the Chairman of the Company and his emoluments disclosed above include those for services rendered by him as the Chairman. Mr. Ng is also a substantial shareholder of the Company through his trustee interest in shares in the Company in the capacity as one of the co-executors of the estate of the late Mr. Ng Teng Fong.
- (iii) Mr. Daryl Ng Win Kong retired by rotation and was re-appointed as an Executive Director of the Company on 23rd October, 2013.
- (iv) During the year, a consultancy fee of HK\$416,666 (2013: HK\$416,666) was paid to Ronald Arculli and Associates, of which The Honourable Ronald Joseph Arculli is the sole proprietor.
- (v) Mr. Peter Wong Man Kong retired by rotation and was re-appointed as an Independent Non-Executive Director of the Company on 23rd October, 2013.
- (vi) Mr. Wong Cho Bau retired as an Independent Non-Executive Director of the Company on 23rd October, 2013.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 11. EMPLOYEES' EMOLUMENTS

Of the five highest paid individuals of the Group, one (2013: one) is the Director of the Company whose emolument is disclosed in note 10 above. The emoluments of the remaining four (2013: four) individuals are employees of the Group, details of whose remuneration are as follows:

	<b>2014</b> <i>HK\$</i>	2013 <i>HK\$</i>
Salaries and other emoluments	<b>3,136,677</b>	3,484,383
Contributions to retirement benefit scheme	<b>84,000</b>	84,000
Discretionary bonus ( <i>Note</i> )	<b>538,364</b>	629,654
	<b>3,759,041</b>	4,198,037

*Note:* The discretionary bonuses for both years were determined by reference to the performance of the Group and individuals.

The emoluments were within the following bands:

	<b>Number of individuals</b>	
	<b>2014</b>	2013
Nil – HK\$1,000,000	<b>3</b>	2
HK\$1,000,001 – HK\$1,500,000	<b>1</b>	2

None of the four (2013: four) highest paid individuals waived any emoluments in both years.

During the year, no emoluments were paid by the Group to the four (2013: four) highest paid individuals and Directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 12. DIVIDENDS

	2014 HK\$	2013 HK\$
Final dividend for the year ended 30th June, 2013 of HK4.0 cents (2013: final dividend for 2012 of HK4.0 cents) per share	37,940,745	37,253,654
Interim dividend for the year ended 30th June, 2014 of HK4.0 cents (2013: interim dividend for 2013 of HK4.0 cents) per share	<u>38,027,438</u>	<u>37,595,473</u>
	<u><b>75,968,183</b></u>	<u><b>74,849,127</b></u>

A final dividend of HK4.0 cents for the year ended 30th June, 2014 (2013: a final dividend of HK4.0 cents for the year ended 30th June, 2013) per share amounting to HK\$38,596,877 (2013: HK\$37,940,745) in total has been proposed by the Directors and is subject to approval by the shareholders at the forthcoming Annual General Meeting.

During the year, scrip alternative was offered in respect of the dividends. This scrip alternative was accepted by certain shareholders, as follows:

	2014 HK\$	2013 HK\$
Final dividend for the year ended 30th June, 2013/2012		
– Cash	32,088,957	15,650,716
– Scrip	<u>5,851,788</u>	<u>21,602,938</u>
	<u><b>37,940,745</b></u>	<u><b>37,253,654</b></u>
Interim dividend for the year ended 30th June, 2014/2013		
– Cash	1,013,905	15,549,845
– Scrip	<u>37,013,533</u>	<u>22,045,628</u>
	<u><b>38,027,438</b></u>	<u><b>37,595,473</b></u>
	<u><b>75,968,183</b></u>	<u><b>74,849,127</b></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 13. EARNINGS PER SHARE – BASIC

The calculation of the basic earnings per share is based on the profit for the year of HK\$234,514,741 (2013: HK\$240,817,403) and on the weighted average number of 952,690,781 (2013: 937,678,744) shares in issue during the year.

No diluted earnings per share has been presented as there were no potential ordinary shares in both years.

### 14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land <i>HK\$</i>	Hotel buildings <i>HK\$</i>	Furniture, fixtures, leasehold improvement and hotel operating equipment <i>HK\$</i>	Total <i>HK\$</i>
<b>COST</b>				
At 1st July, 2012	1,546,000,000	357,619,883	121,599,914	2,025,219,797
Additions	–	–	7,269,939	7,269,939
Disposals	–	–	(4,155,922)	(4,155,922)
	<u>1,546,000,000</u>	<u>357,619,883</u>	<u>124,713,931</u>	<u>2,028,333,814</u>
At 30th June, 2013	1,546,000,000	357,619,883	124,713,931	2,028,333,814
Additions	–	–	18,020,493	18,020,493
Disposals	–	(918,432)	(611,181)	(1,529,613)
	<u>1,546,000,000</u>	<u>356,701,451</u>	<u>142,123,243</u>	<u>2,044,824,694</u>
<b>At 30th June, 2014</b>	<b>1,546,000,000</b>	<b>356,701,451</b>	<b>142,123,243</b>	<b>2,044,824,694</b>
<b>DEPRECIATION AND AMORTISATION</b>				
At 1st July, 2012	388,814,371	92,816,526	74,489,473	556,120,370
Provided for the year	22,217,964	5,088,494	14,836,972	42,143,430
Eliminated on disposals	–	–	(4,150,469)	(4,150,469)
	<u>411,032,335</u>	<u>97,905,020</u>	<u>85,175,976</u>	<u>594,113,331</u>
At 30th June, 2013	411,032,335	97,905,020	85,175,976	594,113,331
Provided for the year	22,217,964	5,084,141	13,144,231	40,446,336
Eliminated on disposals	–	(918,432)	(606,765)	(1,525,197)
	<u>433,250,299</u>	<u>102,070,729</u>	<u>97,713,442</u>	<u>633,034,470</u>
<b>At 30th June, 2014</b>	<b>433,250,299</b>	<b>102,070,729</b>	<b>97,713,442</b>	<b>633,034,470</b>
<b>CARRYING AMOUNTS</b>				
<b>At 30th June, 2014</b>	<b>1,112,749,701</b>	<b>254,630,722</b>	<b>44,409,801</b>	<b>1,411,790,224</b>
At 30th June, 2013	1,134,967,665	259,714,863	39,537,955	1,434,220,483

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 14. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

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

Leasehold land	Over the term of the lease of the land
Hotel buildings	Over the shorter of the term of the lease of the land upon which the buildings are situated, or 70 years
Furniture, fixtures and leasehold improvement	10% – 20%
Hotel operating equipment	20%

The leasehold land and hotel buildings are situated in Hong Kong held under long lease.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 15. INTERESTS IN ASSOCIATES

	2014 HK\$	2013 HK\$
Cost of unlisted investments in associates	1,062,961,934	1,062,961,934
Deemed capital contribution to an associate (Note)	1,822,475	1,822,475
Share of post-acquisition profits, net of dividends received	243,897,437	233,973,631
	<b>1,308,681,846</b>	<b>1,298,758,040</b>

Note: The balance represented the deemed capital contribution to an associate, representing the fair value of certain financial guarantee contracts provided to a bank for bank loans of the Group's associate and the fair value of interest-free advance to an associate. The financial guarantee contract expired during the year ended 30th June, 2007.

Details of the associates at 30th June, 2014 and 30th June, 2013 are as follows:

Name of company	Form of business structure	Place of incorporation/ operation	Class of shares held	Proportion of nominal value of issued share capital held by the Company		Principal activities
				Directly	Indirectly	
Asian Glory Limited	Incorporated	British Virgin Islands	Ordinary	–	25%	Investment holding
Bestown Property Limited (note (b))	Incorporated	Hong Kong	Ordinary	–	25%	Hotel owner and operation of The Royal Pacific Hotel & Towers
FHR International Limited (note (c))	Incorporated	Hong Kong	Ordinary	–	33.33%	Inactive
Greenroll Limited	Incorporated	Hong Kong	Ordinary	–	50%	Hotel owner and operation of Conrad Hong Kong
Regent Step Investment Limited	Incorporated	Hong Kong	Ordinary	25%	–	Provision of financial services

Notes:

- (a) All associates are unlisted.
- (b) Bestown Property Limited is a wholly-owned subsidiary of Asian Glory Limited.
- (c) The interests in FHR International Limited were acquired by the Group in November 2008 for a consideration of HK\$1.

Included in the cost of unlisted investments in associates is goodwill of HK\$186,513,404 (2013: HK\$186,513,404) arising on acquisitions of associates in prior years.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 15. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information in respect of each of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

All of these associates are accounted for using the equity method in these consolidated financial statements.

#### Bestown Property Limited

	2014 HK\$	2013 HK\$
Current assets	<u>59,421,832</u>	<u>57,604,152</u>
Non-current assets	<u>1,727,630,941</u>	<u>1,742,378,418</u>
Current liabilities	<u>(1,214,388,336)</u>	<u>(1,395,257,410)</u>
Non-current liabilities	<u>(18,593,432)</u>	<u>(16,252,180)</u>

	2014 HK\$	2013 HK\$
Revenue	<u>451,530,780</u>	<u>452,069,250</u>
Profit and total comprehensive income for the year	<u>165,598,025</u>	<u>167,343,832</u>
Dividends received from the associate during the year	<u>–</u>	<u>–</u>

Reconciliation of the above summarised financial information to the carrying amount of the interest in Bestown Property Limited recognised in the consolidated financial statements:

	2014 HK\$	2013 HK\$
Net assets of Bestown Property Limited	554,071,005	388,472,980
Proportion of the Group's ownership interest in Bestown Property Limited	<u>25%</u>	<u>25%</u>
Carrying amount of the Group's interest in Bestown Property Limited	<u>138,517,751</u>	<u>97,118,245</u>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 15. INTERESTS IN ASSOCIATES (Continued)

<b>Greenroll Limited</b>		
	<b>2014</b> <i>HK\$</i>	2013 <i>HK\$</i>
Current assets	<b>668,528,000</b>	665,772,000
Non-current assets	<b>504,814,000</b>	520,752,000
Current liabilities	<b>(128,821,000)</b>	(114,242,000)
Non-current liabilities	<b>(26,810,000)</b>	(25,748,000)
	<b>2014</b> <i>HK\$</i>	2013 <i>HK\$</i>
Revenue	<b>802,701,000</b>	768,062,000
Profit and total comprehensive income for the year	<b>243,823,000</b>	246,599,000
Dividends received from the associate during the year	<b>136,323,000</b>	45,441,000
Reconciliation of the above summarised financial information to the carrying amount of the interest in Greenroll Limited recognised in the consolidated financial statements:		
	<b>2014</b> <i>HK\$</i>	2013 <i>HK\$</i>
Net assets of Greenroll Limited	<b>1,017,711,000</b>	1,046,534,000
Proportion of the Group's ownership interest in Greenroll Limited	<b>50%</b>	50%
Net assets of Greenroll Limited attributable to the Group	<b>508,855,500</b>	523,267,000
Consolidation adjustments at Group level	<b>660,285,454</b>	677,345,524
Carrying amount of the Group's interest in Greenroll Limited	<b>1,169,140,954</b>	1,200,612,524

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 15. INTERESTS IN ASSOCIATES (Continued)

#### Aggregate information of associates that are not individually material:

	2014 HK\$	2013 HK\$
The Group's share of loss and total comprehensive expense for the year	<u>(4,130)</u>	<u>(212,757)</u>
Dividends received from associates during the year	<u>–</u>	<u>–</u>
Aggregate carrying amount of the Group's interests in these associates	<u>1,023,141</u>	<u>1,027,271</u>

### 16. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2014 HK\$	2013 HK\$
Non-current assets:		
Equity securities listed in Hong Kong, at fair value	<u>633,411,582</u>	<u>696,029,179</u>
Market value of listed securities	<u>633,411,582</u>	<u>696,029,179</u>

The Group's available-for-sale financial assets include investment in 3.69% (2013: 3.68%) of equity securities of a company listed on the Main Board of The Stock Exchange of Hong Kong Limited which is principally engaged in the ownership and management of hotel, retail, commercial and residential properties in Asia and the United States of America, and held by the Group for strategic investment purpose.

During the year ended 30th June, 2014, scrip dividend with fair value of HK\$6,628,834 (2013: nil) was received by the Group and such amount was included in available-for-sale financial assets.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 17. AMOUNTS DUE FROM ASSOCIATES

Amounts due from associates are unsecured, interest-free and repayable on demand.

### 18. BANK BALANCES AND CASH

Bank balances mainly comprise short-term bank deposits with original maturity of three months or less and carry interest rate at market rates with average interest rate of 1.26% (2013: 1%) per annum.

### 19. TRADE AND OTHER RECEIVABLES

At 30th June, 2014, included in trade and other receivables of the Group are trade receivables of HK\$6,563,545 (2013: HK\$6,722,258). The Group maintains a defined credit policy to assess the credit quality of each counterparty. The collection is closely monitored to minimise any credit risk associated with these trade receivables. The general credit term is from 30 days to 45 days.

The following is an analysis of trade receivables by age based on the invoice dates at the end of the reporting period:

	2014 HK\$	2013 HK\$
Trade receivables		
0-30 days	6,293,623	6,091,043
31-60 days	202,299	629,972
61-90 days	32,162	1,243
> 90 days	35,461	–
	<hr/>	<hr/>
	6,563,545	6,722,258
Other receivables	6,590,128	4,884,859
	<hr/>	<hr/>
	<b>13,153,673</b>	<b>11,607,117</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 19. TRADE AND OTHER RECEIVABLES (Continued)

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributable to customers are reviewed periodically. 99.6% (2013: 99.3%) of the trade receivables that are neither past due nor impaired have good settlement repayment history. The Group has assessed the creditworthiness and historical default rates of these customers.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the customer base being large and unrelated. Accordingly, the Directors of the Company believe that there is no provision required.

Included in the Group's trade receivables are debtors with a carrying amount of HK\$26,376 at 30th June, 2014 (2013: HK\$44,754) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. Trade receivables that were past due but not impaired relate to a number of independent customers with subsequent settlement. Based on past experience, management considers that no impairment allowance is necessary in respect of these balances as there have not been a significant change in credit quality and the balances are still considered fully recoverable. The Group did not hold any collateral over these balances.

#### Aging of trade receivables which are past due but not impaired

	2014 HK\$	2013 HK\$
Overdue within 30 days	9,416	28,754
Overdue within 45 days	16,960	16,000
	<b>26,376</b>	<b>44,754</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 20. TRADE AND OTHER PAYABLES

The following is an analysis of trade payables by age based on the invoice dates at the end of the reporting period:

	<b>2014</b> <i>HK\$</i>	2013 <i>HK\$</i>
Trade payables within 30 days	<b>8,483,902</b>	7,646,790
Renovation cost payable	<b>145,048</b>	145,048
Other payables	<b>14,279,293</b>	12,556,825
	<b>22,908,243</b>	20,348,663

The average credit period on purchases of goods is 45 days. The Group has financial risk management policies in place to ensure that all payables are repaid within the credit timeframe. The other payables comprise mainly accruals for audit fee, directors' fee, staff salaries and bonuses of approximately HK\$8,008,000 (2013: HK\$6,738,000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 21. SHARE CAPITAL

	Number of ordinary shares of HK\$1 each		Nominal value	
	2014	2013	2014 HK\$	2013 HK\$
Authorised:				
At the beginning and the end of the year	<b>3,000,000,000</b>	3,000,000,000	<b>3,000,000,000</b>	3,000,000,000
Issued and fully paid:				
At the beginning of the year	<b>948,518,625</b>	931,341,355	<b>948,518,625</b>	931,341,355
Shares issued pursuant to scrip dividend schemes for final dividend in respect of the year ended 30th June, 2013/2012	<b>2,167,329</b>	8,545,466	<b>2,167,329</b>	8,545,466
Shares issued pursuant to scrip dividend schemes for interim dividend in respect of the year ended 30th June, 2014/2013	<b>14,235,974</b>	8,631,804	<b>14,235,974</b>	8,631,804
At the end of the year	<b>964,921,928</b>	948,518,625	<b>964,921,928</b>	948,518,625

On 3rd December, 2013 and 17th April, 2014, pursuant to scrip dividend schemes, the Company issued and allotted 2,167,329 shares and 14,235,974 shares of HK\$1.00 each at an issue price of HK\$2.7 and HK\$2.6 each to the shareholders who elected to receive shares of the Company in lieu of cash for the 2013 final and 2014 interim dividends in respect of each of year ended 30th June, 2013 and 2014, respectively. These shares rank pari passu in all respects with the then existing shares.

On 11th December, 2012 and 24th April, 2013, pursuant to scrip dividend schemes, the Company issued and allotted 8,545,466 shares and 8,631,804 shares of HK\$1.00 each at an issue price of HK\$2.528 and HK\$2.554 each to the shareholders who elected to receive shares of the Company in lieu of cash for the 2012 final and 2013 interim dividends in respect of each of year ended 30th June, 2012 and 2013, respectively. These shares rank pari passu in all respects with the then existing shares.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 22. AMOUNT DUE TO AN ASSOCIATE

The amount is unsecured, interest-free and repayable on demand.

### 23. DEFERRED TAXATION

The following is the major deferred taxation liability recognised and movements thereon during the current and prior reporting years:

	<b>Accelerated tax depreciation</b> <i>HK\$</i>
At 1st July, 2012	7,090,778
Credited to profit or loss during the year	<u>(312,168)</u>
At 30th June, 2013	6,778,610
Credited to profit or loss during the year	<u>(94,562)</u>
<b>At 30th June, 2014</b>	<b><u>6,684,048</u></b>

At 30th June, 2014, the Group had unused tax losses of approximately HK\$12,703,000 (2013: HK\$12,658,000) available for offset against future profits. No deferred taxation asset has been recognised in respect of such losses due to the unpredictability of future profit streams. The unrecognised tax losses may be carried forward indefinitely.

### 24. OPERATING LEASE ARRANGEMENTS

#### The Group as lessor

Rental income earned during the year was HK\$1,148,500 (2013: HK\$912,000).

At the end of the reporting period, the Group has contracted with tenants for the following future minimum lease payments:

	<b>2014</b> <b>HK\$</b>	2013 <i>HK\$</i>
Within one year	<b>975,000</b>	1,148,500
In the second to fifth year inclusive	<b><u>2,356,000</u></b>	<u>3,331,000</u>
	<b><u>3,331,000</u></b>	<u>4,479,500</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 24. OPERATING LEASE ARRANGEMENTS (Continued)

#### The Group as lessee

Minimum lease payments paid under operating leases during the year was HK\$224,873 (2013: HK\$425,032).

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2014 HK\$	2013 HK\$
Within one year	228,768	163,628
In the second to fifth year inclusive	42,820	126,000
	<u>271,588</u>	<u>289,628</u>

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of two years.

### 25. COMMITMENTS

	2014 HK\$	2013 HK\$
Expenditures contracted for but not provided in the consolidated financial statements in respect of:		
Purchase of furniture, fixtures and hotel operating equipment	–	876,400



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 26. RELATED PARTY DISCLOSURES

(a) During the year, the Group entered into the following transactions with related parties:

	<i>Notes</i>	<b>2014</b> <b>HK\$</b>	2013 <i>HK\$</i>
Clubhouse management service income from a related company, being the building manager and agent for the unincorporated body of owners of Pacific Palisades	<i>(i) &amp; (ii)</i>	<b>3,216,078</b>	2,952,936
Security guard services fee charged by a related company	<i>(i)</i>	–	1,640,085
Hotel management fee income from an associate		<b>980,000</b>	980,000
Hotel management fee income from a related company	<i>(iii)</i>	<b>950,000</b>	950,000
Interest income from an associate		–	418,161
		<b>3,699,801</b>	3,582,129

*Notes:*

- (i) The related companies are wholly-owned subsidiaries of Sino Land Company Limited, of which, Mr. Robert Ng Chee Siong, the controlling shareholder of the Company, has controlling interests.
  - (ii) The controlling shareholder of the Company is interested in approximately 60% of the undivided shares of Pacific Palisades.
  - (iii) Mr. Robert Ng Chee Siong was interested in this transaction as he has controlling interests in the related company.
- (b) At the end of the reporting period, the Group had the outstanding balances with related parties. Details of the amounts due from (to) associates are set out in notes 17 and 22. In addition, included in trade and other payables (note 20) is an interest-bearing balance, carried fixed interest rate at 1.28% per annum (2013: 1.2% per annum), amounting to HK\$147,019 (2013: HK\$1,060,084), which represents balance with a related company, in which Mr. Philip Ng Chee Tat, a brother of Mr. Robert Ng Chee Siong, the controlling shareholder of the Company, has controlling interests.

(c) The remuneration of Directors, being key management during the year was as follows:

	<b>2014</b> <b>HK\$</b>	2013 <i>HK\$</i>
Short-term benefits	<b>3,678,551</b>	3,561,129
Retirement benefit scheme contributions	<b>21,250</b>	21,000
	<b>3,699,801</b>	3,582,129

The remuneration of Directors, being key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 26. RELATED PARTY DISCLOSURES (Continued)

(d) During the year, a consultancy fee of HK\$416,666 (2013: HK\$416,666) was paid to Ronald Arculli and Associates, of which The Honourable Ronald Joseph Arculli is the sole proprietor.

Certain of the above related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules and their details are disclosed on pages 40 to 42 of the Directors' Report.

### 27. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The following table lists the subsidiaries of the Company at 30th June, 2014 and 30th June, 2013 which, in the opinion of the Directors, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

Name of company	Place of incorporation/ operation	Class of shares held/ issued capital	Proportion of nominal value of issued/registered capital held by the Company	Principal activities
<i>Direct subsidiary</i>				
Active Finance Limited	Hong Kong	Ordinary HK\$2	100%	Provision of financial services among the Group
Aldrich Worldwide Holdings Limited	British Virgin Islands	Ordinary US\$1	100%	Investment holding
Allied Joy Limited	Hong Kong	Ordinary HK\$2	100%	Provision of nominee services
Asian Statesman Limited	British Virgin Islands	Ordinary US\$1	100%	Investment holding
Golden Profits Limited	Hong Kong	Ordinary HK\$2	100%	Café operation
Halliwell Ltd.	Cayman Islands	Ordinary US\$1	100%	Investment holding
Island Pacific Hotel Limited	Hong Kong	Ordinary HK\$2	100%	Hotel management

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 27. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of company	Place of incorporation/ operation	Class of shares held/ issued capital	Proportion of nominal value of issued/registered capital held by the Company	Principal activities
<i>Direct subsidiary (Continued)</i>				
Ocean Chief Limited	British Virgin Islands	Ordinary US\$1	100%	Share investment
Sheridan Holdings Ltd.	Cayman Islands	Ordinary US\$1	100%	Investment holding
Sino Fortune Limited	British Virgin Islands	Ordinary US\$1	100%	Investment holding
Sino March Assets Ltd.	British Virgin Islands	Ordinary US\$1	100%	Investment holding
Toby Investments Limited	Cayman Islands	Ordinary US\$1	100%	Investment holding
<i>Indirect subsidiary</i>				
Bosco Limited	British Virgin Islands	Ordinary US\$1	100%	Investment holding
Bright Tower (HK) Limited	Hong Kong	Ordinary HK\$2	100%	Club and café operations
China Asia Property Limited	Hong Kong	Ordinary HK\$2	100%	Hotel owner and operation
City Garden Hotel Limited	Hong Kong	Ordinary HK\$2	100%	Hotel management
R.P. Hotel Limited	Hong Kong	Ordinary HK\$2	100%	Hotel management
Speed Advance Limited	Republic of Liberia/ Hong Kong	Registered/ Bearer shares US\$1	100%	Share investment
Wealth World Limited	Hong Kong	Ordinary HK\$1	100%	Café operation
Wellrich International Ltd.	Republic of Liberia/ Hong Kong	Registered/ Bearer shares US\$1	100%	Share investment
None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.				

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 28. 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 maximising the return to shareholders through the optimisation of the debt and equity balances.

The capital structure of the Group consists of debts, which include equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits as disclosed in the consolidated statement of changes in equity.

The management of the Group reviews the capital structure periodically. As part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new shares issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

There are no changes on the Group's approach to capital risk management during the year.

### 29. FINANCIAL INSTRUMENTS

#### Categories of financial instruments

	2014 HK\$	2013 HK\$
<i>Financial assets</i>		
Available-for-sale financial assets	633,411,582	696,029,179
Loans and receivables (including cash and cash equivalents)	<u>525,891,205</u>	<u>345,038,217</u>
<i>Financial liabilities</i>		
Amortised cost	<u>13,277,500</u>	<u>12,008,375</u>

#### Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, available-for-sale financial assets, amounts due from associates, bank balances and cash, trade and other payables and amount due to an associate.

Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 29. FINANCIAL INSTRUMENTS *(Continued)*

#### **Financial risk management objectives and policies** *(Continued)*

##### Market risk

The Group's activities expose primarily to the financial risks of changes in foreign currency exchange rates, interest rates and other equity price. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risks. Details of each type of market risks are described as follows:

##### *Currency risk*

The Group's transactions and balances are primarily denominated in Hong Kong dollars, functional currency of the Company. Accordingly, the Group has no significant exposure to currency risk.

##### *Interest rate risk*

Bank balances at floating rates expose the Group to cash flow interest rate risk. Other payable at fixed rate exposes the Group to fair value interest rate risk. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk was mainly concentrated on the fluctuation of market rate arising from the bank balances. Bank balances are all short-term in nature. Therefore, any future variations in interest rates will not have a significant impact on the result of the Group.

##### *Interest rate sensitivity analysis*

Interest rate risk for the Group's bank balances at variable rate is not significant for both years and no sensitivity analysis is presented.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 29. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### *Price risk*

The Group is exposed to equity price risk through its available-for-sale financial assets (investments in listed equity securities). The Group's equity price risk is mainly concentrated on equity instruments of one listed company operating in hotel industry sector listed on The Stock Exchange of Hong Kong Limited. In addition, the management monitors the price risk and will consider hedging the risk exposure should the need arise.

##### *Price risk sensitivity analysis*

The following tables show the sensitivity to equity price risk on the available-for-sale financial assets at the end of the reporting period while all other variables were held constant. Sensitivity rate of 5% represents management's assessment of the reasonably possible change in equity price.

	2014 HK\$	2013 HK\$
Available-for-sale financial assets		
Increase (decrease) in other comprehensive income		
– as a result of increase in equity price	31,670,579	34,801,459
– as a result of decrease in equity price	<u>(31,670,579)</u>	<u>(34,801,459)</u>

##### Credit risk

At the end of each reporting period, the Group's maximum exposure to credit risk in the event of the counterparties' failure to discharge their obligations in relation to each class of recognised financial assets as stated in the consolidated statement of financial position. In order to minimise the credit risk of trade receivables, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

Also, the Group is subject to concentration of credit risks as over 17% (2013: 43%) of the Group's receivables are receivables from a number of associates with good credit quality. In order to minimise the credit risk and the concentration of credit risk, the Group reviews the recoverable amount of each individual receivable regularly to ensure that adequate impairment losses are recognised for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 29. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Credit risk (Continued)

Other than concentration of credit risk on advance to an associate and amounts due from associates, the Group does not have any other significant concentration of credit risk. The Group would closely monitor the financial positions including the net assets backing of the associates which are mainly engaged in hotel operation in Hong Kong and it is profitable. Trade receivables consist of a large number of customers.

The credit risk on liquid fund is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

##### Liquidity risk

In the management of the 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 following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on agreed repayment terms. 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. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount takes into account interest expense based on the interest rate at the end of the reporting period.

	Weighted average effective interest rate %	Repayable on demand or less than 3 months HK\$	3 months to 1 year HK\$	Total undiscounted cash flows HK\$	Carrying amount HK\$
<b>2014</b>					
Trade and other payables	N/A	10,677,165	848,848	11,526,013	11,526,013
Trade and other payables	1.28	147,494	–	147,494	147,019
Amount due to an associate	N/A	1,604,468	–	1,604,468	1,604,468
		<u>12,429,127</u>	<u>848,848</u>	<u>13,277,975</u>	<u>13,277,500</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 29. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

	Weighted average effective interest rate %	Repayable on demand or less than 3 months HK\$	3 months to 1 year HK\$	Total undiscounted cash flows HK\$	Carrying amount HK\$
2013					
Trade and other payables	N/A	9,506,989	605,543	10,112,532	10,112,532
Trade and other payables	1.20	1,063,295	–	1,063,295	1,060,084
Amount due to an associate	N/A	835,759	–	835,759	835,759
		<u>11,406,043</u>	<u>605,543</u>	<u>12,011,586</u>	<u>12,008,375</u>

#### Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of 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.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial assets	Fair value as at 30.6.2014 HK\$	Fair value hierarchy	Valuation technique and key inputs
Available-for-sale financial assets	633,411,582	Level 1	Quoted price from direct market comparable

There were no transfers between Level 1 and 2 in the current and prior periods.

The Directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2014

### 29. FINANCIAL INSTRUMENTS *(Continued)*

#### **Financial risk management objectives and policies** *(Continued)*

##### *Fair value measurements recognised in the consolidated statement of financial position*

All of the Group's financial instruments that are measured subsequent to initial recognition at fair value, including listed equity securities which are classified as available-for-sale financial assets, amounting to HK\$633,411,582 (2013: HK\$696,029,179) are grouped under Level 1 fair value measurements. Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.

### 30. RETIREMENT BENEFIT SCHEME

The Group participates in the Mandatory Provident Fund Scheme ("MPF Scheme") for all qualifying employees which is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. The only obligation of the Group with respect to MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 31. FINANCIAL INFORMATION OF THE COMPANY

	Note	2014 HK\$	2013 HK\$
Non-current assets			
Interests in subsidiaries		140,055,271	107,175,777
Investments in associates		1,219,500	1,219,500
Amounts due from subsidiaries		<u>2,294,415,967</u>	<u>2,706,808,144</u>
		<u>2,435,690,738</u>	<u>2,815,203,421</u>
Current assets			
Other receivables and prepayments		338,114	215,416
Amounts due from subsidiaries		616,985,287	254,409,041
Amounts due from associates		88,360,461	148,299,939
Bank balances and cash		<u>125,824</u>	<u>122,457</u>
		705,809,686	403,046,853
Current liability			
Other payables and accruals		<u>1,492,758</u>	<u>1,454,659</u>
Net current assets		<u>704,316,928</u>	<u>401,592,194</u>
Total assets less current liability		<u>3,140,007,666</u>	<u>3,216,795,615</u>
Capital and reserves			
Share capital		964,921,928	948,518,625
Reserves	(a)	<u>2,173,816,360</u>	<u>2,266,974,956</u>
		3,138,738,288	3,215,493,581
Non-current liability			
Amounts due to subsidiaries		<u>1,269,378</u>	<u>1,302,034</u>
		<u>3,140,007,666</u>	<u>3,216,795,615</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2014

### 31. FINANCIAL INFORMATION OF THE COMPANY (Continued)

Note:

(a) Reserves of the Company

	Share premium <i>HK\$</i>	Distributable reserve <i>HK\$</i>	Retained profits <i>HK\$</i>	Total <i>HK\$</i>
At 1st July, 2012	308,327,218	1,502,882,440	340,963,423	2,152,173,081
Profit for the year	–	–	163,430,181	163,430,181
Shares issued pursuant to scrip dividend scheme for final dividend in respect of the year ended 30th June, 2012	13,057,472	–	–	13,057,472
Shares issued pursuant to scrip dividend scheme for interim dividend in respect of the year ended 30th June, 2013	13,413,824	–	–	13,413,824
Share issue expenses	(250,475)	–	–	(250,475)
Dividends	–	(74,849,127)	–	(74,849,127)
	<hr/>	<hr/>	<hr/>	<hr/>
At 30th June, 2013	334,548,039	1,428,033,313	504,393,604	2,266,974,956
Loss for the year	–	–	(43,393,369)	(43,393,369)
Shares issued pursuant to scrip dividend scheme for final dividend in respect of the year ended 30th June, 2013	3,684,459	–	–	3,684,459
Shares issued pursuant to scrip dividend scheme for interim dividend in respect of the year ended 30th June, 2014	22,777,559	–	–	22,777,559
Share issue expenses	(259,062)	–	–	(259,062)
Dividends	–	(75,968,183)	–	(75,968,183)
	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 30th June, 2014</b>	<b>360,750,995</b>	<b>1,352,065,130</b>	<b>461,000,235</b>	<b>2,173,816,360</b>

## FINANCIAL SUMMARY

	2014 HK\$	Year ended 30th June,			
		2013 HK\$	2012 HK\$	2011 HK\$	2010 HK\$
<b>Results</b>					
Revenue	328,911,440	331,410,055	339,408,816	284,365,633	214,289,735
Direct expenses	(102,216,116)	(97,993,227)	(97,361,151)	(86,255,975)	(72,434,063)
Gross profit	226,695,324	233,416,828	242,047,665	198,109,658	141,855,672
Other expenses	(82,821,559)	(85,064,111)	(85,759,412)	(83,435,120)	(70,373,329)
Marketing costs	(11,872,076)	(11,536,697)	(13,572,301)	(12,100,125)	(9,199,678)
Administrative expenses	(27,243,040)	(25,951,751)	(25,530,018)	(21,151,792)	(20,229,878)
Finance income (costs), net	3,539,478	467,847	(1,130,089)	(4,261,799)	(4,346,712)
Share of results of associates	146,246,806	151,345,208	141,632,652	122,679,146	103,755,411
Profit before taxation	254,544,933	262,677,324	257,688,497	199,839,968	141,461,486
Income tax expense	(20,030,192)	(21,859,921)	(22,675,844)	(16,528,973)	(10,191,637)
Profit for the year	234,514,741	240,817,403	235,012,653	183,310,995	131,269,849
<b>At 30th June,</b>					
	2014 HK\$	2013 HK\$	2012 HK\$	2011 HK\$	2010 HK\$
<b>Assets and liabilities</b>					
Total assets	3,885,205,180	3,779,048,164	3,485,536,044	3,973,052,053	3,884,153,986
Total liabilities	(51,100,354)	(56,668,326)	(99,565,981)	(672,480,949)	(768,032,327)
Shareholders' Equity	3,834,104,826	3,722,379,838	3,385,970,063	3,300,571,104	3,116,121,659

# Sino Hotels (Holdings) Limited

## Proxy Form for use at the Annual General Meeting

(or at any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_

ordinary shares of HK\$1.00 each in the capital of the above-named Company, **HEREBY APPOINT** the Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at The Pacific Rooms, 9th Floor, Towers Wing, The Royal Pacific Hotel & Towers, 33 Canton Road, Tsim Sha Tsui, Kowloon on Thursday, the 23rd day of October, 2014 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, and at such Meeting (or at any adjournment thereof) and in the event of a poll to vote for me/us and in my/our name(s) as indicated below or if no such indication is given, as my/our proxy thinks fit.

	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1. To receive and consider the audited Financial Statements and the Directors' and Independent Auditor's Reports for the year ended 30th June, 2014.		
2. To declare a final dividend of HK\$0.04 per ordinary share with an option for scrip dividend.		
3. (i) To re-elect Mr. Adrian David Li Man-kiu as Director.		
(ii) To re-elect Mr. Steven Ong Kay Eng as Director.		
(iii) To re-elect Mr. Nicholas Yim Kwok Ming as Director.		
(iv) To re-elect Mr. Giovanni Viterale as Director.		
(v) To authorise the Board to fix the Directors' remuneration for the financial year ending 30th June, 2015.		
4. To re-appoint Deloitte Touche Tohmatsu as Auditor for the ensuing year and to authorise the Board to fix their remuneration.		
5. (i) To approve share repurchase mandate (Ordinary Resolution on item 5(i) of the Notice of Annual General Meeting).		
(ii) To approve share issue mandate (Ordinary Resolution on item 5(ii) of the Notice of Annual General Meeting).		
(iii) To approve extension of share issue mandate (Ordinary Resolution on item 5(iii) of the Notice of Annual General Meeting).		

Dated \_\_\_\_\_ Signature <sup>(Note 5)</sup> \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares of HK\$1.00 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the principal office of the Company, 12th Floor, Tsim Sha Tsui Centre, Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong not less than 24 hours before the time appointed for holding the Meeting or adjourned Meeting (as the case may be).
7. In the case of joint holders, any one of such joint holders may vote at the Meeting, either personally or by proxy, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares shall alone be entitled to vote in respect thereof.
8. Any member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and on a poll vote instead of him. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
10. At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he is the holder.



