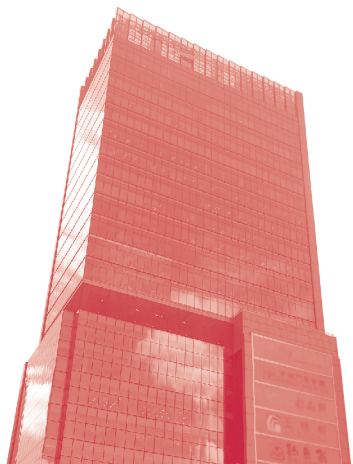




LAI SUN GARMENT

(Stock Code: 191)





Cover Photo

Crocodile Center, a commercial property located at Hoi Yuen Road, Kowloon, Hong Kong

Contents

| | |
|-----|---|
| 2 | Corporate Information |
| 3 | Corporate Profile |
| 4 | Chairman's Statement |
| 10 | Financial Highlights |
| 12 | Management Discussion and Analysis |
| 20 | Financial Summary |
| 22 | Particulars of Major Properties |
| 26 | Corporate Governance Report |
| 43 | Biographical Details of Directors and Senior Management |
| 49 | Report of the Directors |
| 66 | Shareholders' Information |
| 67 | Independent Auditors' Report |
| 69 | Consolidated Income Statement |
| 70 | Consolidated Statement of Comprehensive Income |
| 71 | Consolidated Statement of Financial Position |
| 73 | Consolidated Statement of Changes in Equity |
| 74 | Consolidated Statement of Cash Flows |
| 77 | Statement of Financial Position |
| 78 | Notes to Financial Statements |
| 168 | Notice of Annual General Meeting |

Corporate Information

PLACE OF INCORPORATION

Hong Kong

BOARD OF DIRECTORS

Executive Directors

Lam Kin Ming (*Chairman*)
Lam Kin Ngok, Peter (*Deputy Chairman*)
Chew Fook Aun (*Deputy Chairman*)
Lam Hau Yin, Lester
(*also alternate director to U Po Chu*)
Lam Kin Hong, Matthew
U Po Chu

Independent Non-executive Directors

Chow Bing Chiu
Lam Bing Kwan
Leung Shu Yin, William

AUDIT COMMITTEE

Leung Shu Yin, William (*Chairman*)
Chow Bing Chiu
Lam Bing Kwan

REMUNERATION COMMITTEE

Lam Bing Kwan (*Chairman*)
Chew Fook Aun
Chow Bing Chiu
Leung Shu Yin, William

COMPANY SECRETARY

Tse Pik Ha

REGISTERED OFFICE/PRINCIPAL OFFICE

11th Floor
Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon, Hong Kong

Tel: (852) 2741 0391
Fax: (852) 2785 2775

AUTHORISED REPRESENTATIVES

Lam Kin Ming
Chew Fook Aun

SHARE REGISTRARS AND TRANSFER OFFICE

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

INDEPENDENT AUDITORS

Ernst & Young
Certified Public Accountants

PRINCIPAL BANKERS

The Bank of East Asia, Limited
China Construction Bank Corporation
Chong Hing Bank Limited
Hang Seng Bank Limited
The Hongkong and Shanghai Banking
Corporation Limited
Overseas-Chinese Banking Corporation Limited

SHARES INFORMATION

Place of Listing

The Main Board of The Stock Exchange of
Hong Kong Limited

Stock Code

191

Board Lot

1,000 shares

WEBSITE

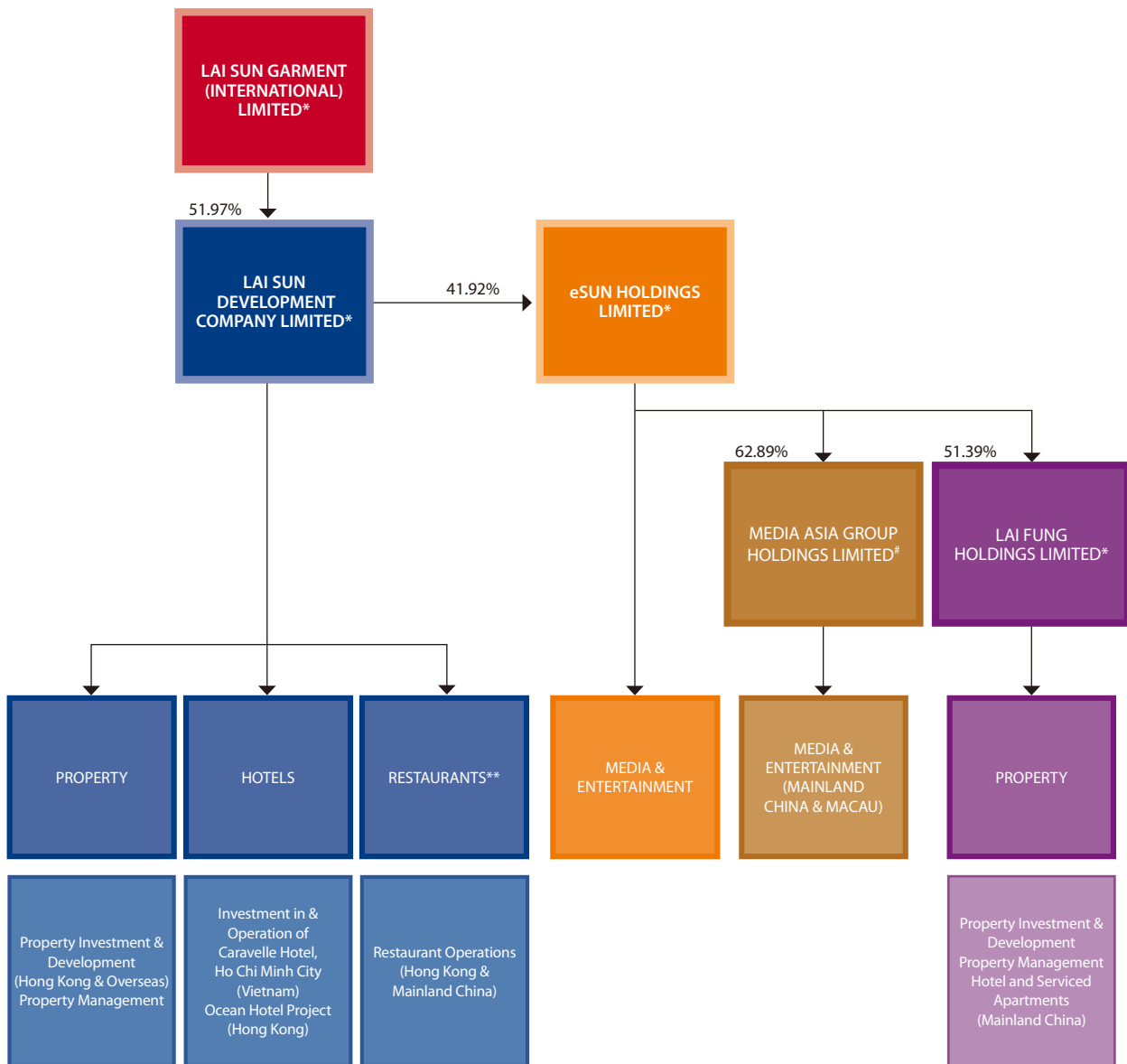
www.laisun.com

INVESTOR RELATIONS

Tel: (852) 2853 6116
Fax: (852) 2853 6651
Email: ir@laisun.com

Corporate Profile

The Lai Sun Group was founded in 1947 as a garment manufacturer and obtained its first listing on the Hong Kong stock exchange in late 1972. The Group has since evolved into a diversified conglomerate and its principal activities include property investment and development in Hong Kong, Mainland China and overseas as well as investment in and operation of hotels and restaurants and investment holding. Lai Sun Garment (International) Limited is listed on The Stock Exchange of Hong Kong Limited and holds substantial interests in the listed companies of the Group.



* Listed on the Main Board of The Stock Exchange of Hong Kong Limited

Listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited

** Operated under various subsidiaries and associates

Corporate structure as at 16 October 2014



DR. LAM KIN MING

CHAIRMAN

I am pleased to present the audited consolidated results of Lai Sun Garment (International) Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the year ended 31 July 2014.

OVERVIEW OF FINAL RESULTS

For the year ended 31 July 2014, the Group recorded turnover of HK\$2,204.8 million (2013: HK\$1,049.1 million) and a gross profit of HK\$1,097.7 million (2013: HK\$661.1 million), representing an increase of approximately 110.2% and 66.0%, respectively over last year. Turnover from rental income, sales of properties, restaurant and hotel and other operations during the year was HK\$597.8 million (2013: HK\$519.9 million), HK\$1,046.9 million (2013: HK\$100.3 million), HK\$167.1 million (2013: HK\$82.9 million) and HK\$393.0 million (2013: HK\$346.0 million), representing an increase of 15.0%, 943.8%, 101.6% and 13.6%, respectively.

Net profit attributable to owners of the Company was approximately HK\$940.5 million (2013: HK\$1,663.9 million), representing a decrease of approximately 43.5% over last year. Excluding the effect of property revaluations, net profit attributable to owners of the Company was approximately HK\$164.9 million (2013: net loss attributable to owners of the Company of HK\$40.3 million), primarily due to the successful sale of the majority of units at Ocean One. Basic earnings/(loss) per share including and excluding the effect of property revaluations was HK\$0.530 (2013: HK\$0.996 (adjusted)) and HK\$0.093 (2013: HK\$(0.024) (adjusted)), respectively.

OVERVIEW OF FINAL RESULTS (CONTINUED)

| Profit attributable to owners of the Company (HK\$ million) | For the year ended 31 July | |
|--|----------------------------|-----------|
| | 2014 | 2013 |
| Reported | 940.5 | 1,663.9 |
| Less: Adjustments in respect of revaluation gains of investment properties held by | | |
| — the Company and subsidiaries | (662.6) | (1,365.0) |
| — associates and joint ventures | (113.0) | (339.2) |
| Net profit/(loss) after tax excluding revaluation gains of investment properties | 164.9 | (40.3) |

Equity attributable to owners of the Company as at 31 July 2014 amounted to HK\$12,575.7 million, up from HK\$11,035.3 million as at 31 July 2013. Net asset value per share attributable to owners of the Company decreased slightly to HK\$6.703 per share as at 31 July 2014 from HK\$6.823 per share as at 31 July 2013. The decrease in the net asset value per share attributable to owners of the Company was due to the enlarged shareholder base as a result of the rights issue of the Company (“**Rights Issue**”) in December 2013 which was completed in February 2014. The Rights Issue raised net proceeds of HK\$210.3 million with the total subscription monies received for the Rights Issue exceeding HK\$6,025.0 million, which demonstrated strong support from the shareholders of the Company (“**Shareholders**”).



Chairman's Statement

FINAL DIVIDEND

The Directors have resolved to recommend a final dividend of HK1.10 cents per share in respect of the financial year ended 31 July 2014 to Shareholders whose names appear on the Register of Members of the Company on Friday, 19 December 2014.

No interim dividend was declared during the year.

The Directors propose that Shareholders be given the option 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 9 December 2014; and (2) The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") 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 scrip dividend on or about Tuesday, 30 December 2014. It is expected that the final dividend warrants and share certificates for the scrip dividend will be despatched to Shareholders on or about Friday, 30 January 2015.

BUSINESS REVIEW AND OUTLOOK

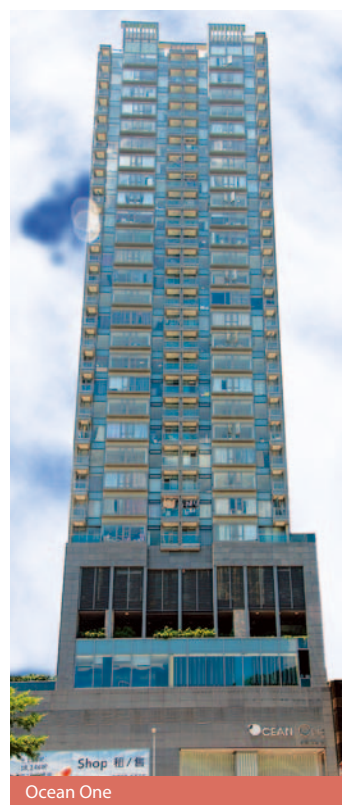
2013/14 may be summarised as a year of consolidation for the Company. Notwithstanding robust equity and debt capital markets, the global economic fundamentals remain on a delicate recovery path. Despite continuous support from central banks around the world, major economies such as the United States and the Euro Zone continue to struggle. Geopolitical tensions around the world such as those in the Middle East and between Russia and Ukraine shroud the already uncertain outlook. As a global financial centre, Hong Kong's economic performance is clearly not immune from the challenges faced by the major economies around the world.



BUSINESS REVIEW AND OUTLOOK (CONTINUED)

The property sector in Hong Kong continues to perform well notwithstanding the challenging conditions. The retail market is supported by low unemployment with steady visitors arrivals and the office leasing market is stabilising with some improvements. The residential market continues to be slow due to the introduction of control measures in late 2012 and early 2013 but new launches report robust prices being achieved and arguably reflects strong underlying demand. It is very likely that these control measures, barring any unforeseen circumstances, are here to stay until land supply has caught up; which is likely to take some years notwithstanding the government's emphasis and effort. Labour supply shortage in the construction industry is driving wage inflation and continues to pose a challenge on the cost management side.

The Group performed admirably against this challenging environment. The rental portfolio of approximately 1.1 million square feet generated steady rental income at high occupancy rates. Rental income increased through tenant mix adjustments, rental reversion and full year contribution from the CCB Tower since it was fully leased last year the latter of which is recognised as share of profits from joint ventures. Sale of the majority of remaining units in Ocean One were completed at the intended average selling price and substantially boosted the revenue and profit of the Group compared to last year. The sale of the 339 Tai Hang Road project, comprising 9 units and gross floor area ("GFA") of 30,400 square feet, commenced in July 2014 and is expected to make a contribution in the coming financial years.



BUSINESS REVIEW AND OUTLOOK (CONTINUED)

The management believes it is paramount to prepare the Group for the challenges and opportunities ahead. The Group completed a series of corporate activities as part of the new strategy to improve funding sources, execution capabilities and overall coordination with the wider Lai Sun Group. Further to securing the Tseung Kwan O site in November 2012 and being awarded the hotel tender at Ocean Park in May 2014, the Group continued to participate in government tenders to grow the pipeline. In April 2014, the Group successfully secured the Urban Renewal Authority project in Ma Tau Kok which will be developed into middle class residential units for sale with permitted GFA of approximately 113,400 square feet and this project will complete in 2018. The completion of the Observatory Road project will add an attributable rental GFA of approximately 42,900 square feet in the prime Tsim Sha Tsui area of Hong Kong when it is completed in the third quarter of 2015.

The acquisition of 107 Leadenhall during the year bolstered our portfolio in London, United Kingdom which is a freehold commercial property located in the heart of the City of London. It consists of a basement, ground floor, a mezzanine and seven upper floors with total area of approximately 146,600 square feet and provides office accommodation above retail shops on the ground floor and is fully leased out. The historical rental income with the relevant rental guarantee equated to a 6% yield on cost of investment and expected to generate good rental income to the Group in the long run. The renovation work for 36 Queen Street has been completed and is being leased out. It is now almost fully leased out and we expect steady rental income contribution for the coming financial year.



36 Queen Street, London



107 Leadenhall Street, London

BUSINESS REVIEW AND OUTLOOK (CONTINUED)

The Group's strong cash position of HK\$2,890.1 million of cash on hand (HK\$1,080.6 million if we exclude Lai Sun Development Company Limited together with its subsidiaries) with a net debt to equity ratio of 32% as at 31 July 2014 provides the Group full confidence and the means to review opportunities more actively. The successful issue of RMB650 million secured guaranteed notes in July 2014 which are listed on the Stock Exchange demonstrated the Group's strength and bolstered its liquidity further. However, the Group will continue its prudent and flexible approach in growing the landbank and managing its financial position.

APPRECIATION

Looking back on this financial year, I would like to thank my Board colleagues, the senior management team, our partners and everyone who worked with us during the year for their loyalty, support and outstanding teamwork.

I firmly believe that through the concerted efforts of our staff and with the support of all our stakeholders we will continue to grow the Group going forward in a prudent and sustainable manner.

Lam Kin Ming
Chairman
Hong Kong
16 October 2014

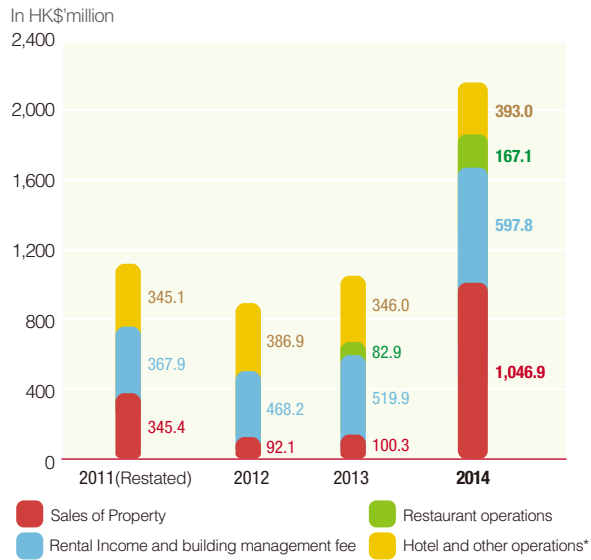
Financial Highlights

| | | Financial Year ended 31 July 2014 | Financial Year ended 31 July 2013 | % |
|--|---------|--|--|------|
| Turnover | (HK\$M) | 2,204.8 | 1,049.1 | 110% |
| Gross profit | (HK\$M) | 1,097.7 | 661.1 | 66% |
| Gross profit margin | (%) | 50% | 63% | |
| Operating profit | (HK\$M) | 1,658.8 | 2,564.9 | -35% |
| Operating profit margin | (%) | 75% | 244% | |
| Profit/(loss) attributable to owners of the Company | (HK\$M) | | | |
| — excluding the effect of property revaluations | | 164.9 | (40.3) | N/A |
| — including the effect of property revaluations | | 940.5 | 1,663.9 | -43% |
| Net profit/(loss) margin | (%) | | | |
| — excluding the effect of property revaluations | | 7% | -4% | |
| — including the effect of property revaluations | | 43% | 159% | |
| Basic earnings/(loss) per share | (HK\$) | | | |
| — excluding the effect of property revaluations | | 0.093 | -0.024 | N/A |
| — including the effect of property revaluations | | 0.530 | 0.996 | -47% |
| Equity attributable to owners of the Company | (HK\$M) | 12,575.7 | 11,035.3 | 14% |
| Net borrowings | (HK\$M) | 3,970.2 | 3,049.7 | 30% |
| Net asset value per share attributable to owners of the Company | (HK\$M) | 6.703 | 6.823 | -2% |
| Share price as at 31 July | (HK\$) | 1.13 | 1.50 | -25% |
| Price earnings ratio | (times) | | | |
| — excluding the effect of property revaluations | | 12.151 | N/A | |
| — including the effect of property revaluations | | 2.132 | 1.506 | |
| Market capitalisation as at 31 July | (HK\$M) | 2,120.1 | 2,426.1 | -13% |
| Return on shareholders' equity | (%) | | | |
| — excluding the effect of property revaluations | | 1% | -0.4% | |
| — including the effect of property revaluations | | 8% | 15% | |
| Dividend per share | (HK\$) | 0.011 | 0 | |
| Dividend yield | (%) | 1% | N/A | |
| Gearing - net debt to equity | (%) | 32% | 28% | |
| Interest cover (<i>Note 1</i>) | (times) | | | |
| — excluding the effect of property revaluations | | 0.701 | N/A | |
| — including the effect of property revaluations | | 4.000 | 8.321 | |
| EBITDA (<i>Note 2</i>)/Interest expenses | (times) | 2.5 | 0.9 | |
| Current Ratio | (times) | 3.9 | 4.7 | |
| Discount to net asset value | (%) | 83% | 78% | |

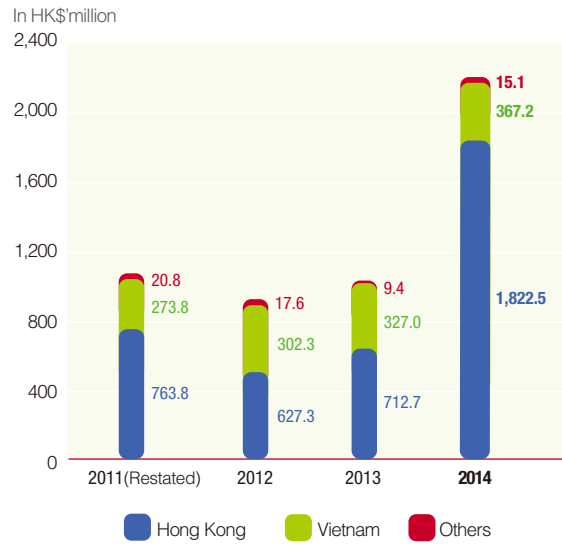
Note 1: calculated as profit attributable to owners of the Company over cash interest expenses

Note 2: EBITDA = Operating profit - Property revaluation gain/(loss) + Depreciation + Amortisation

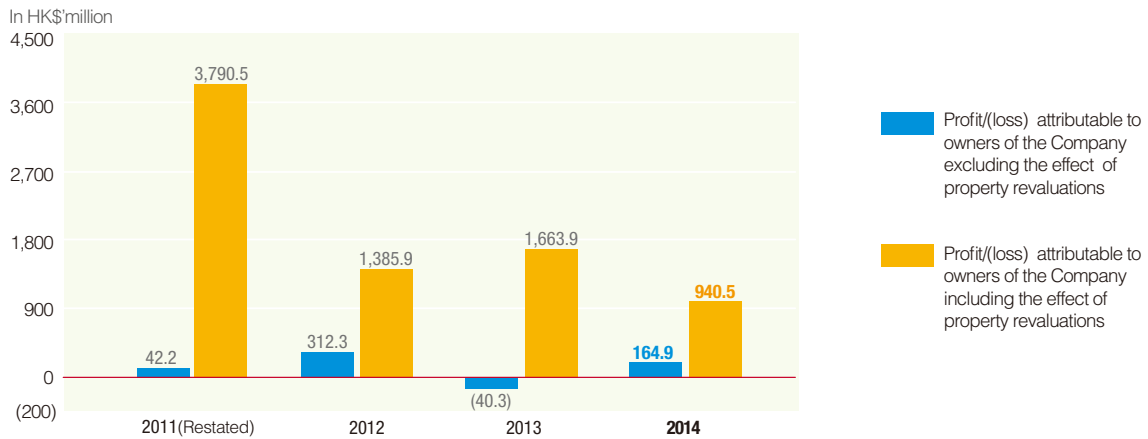
Turnover by Segment



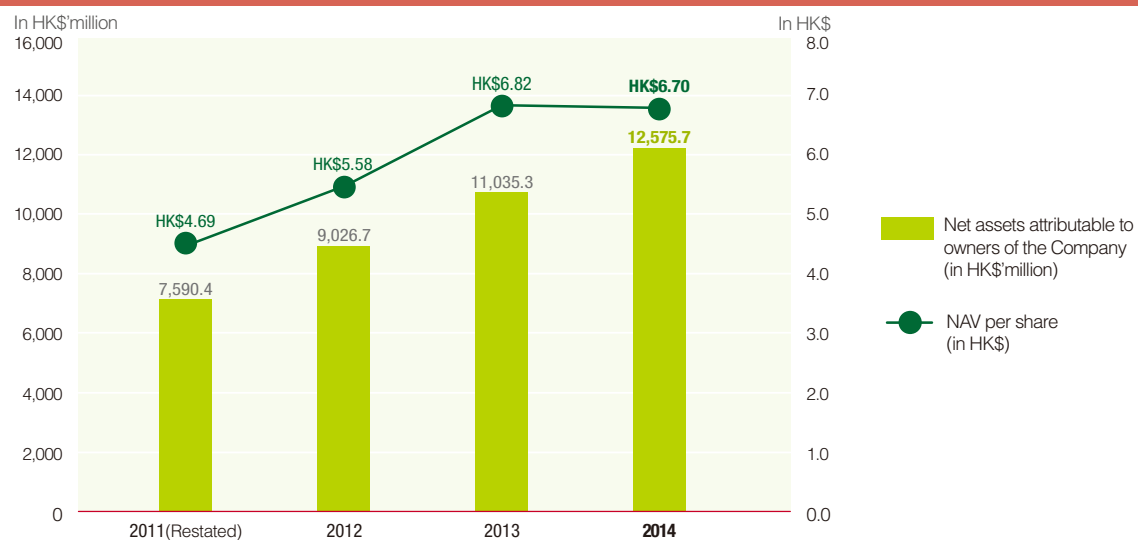
Turnover by Geographical Location



Profit/(loss) attributable to owners of the Company including & excluding the effect of property revaluations



Net Assets & Net Asset Value ("NAV") per share



Management Discussion and Analysis

OVERVIEW

The Hong Kong property market weathered the global economic challenges quite well as a whole primarily due to the chronic lack of short term supply, robust underlying demand and a low interest rate environment. Against such a backdrop, Lai Sun Garment (International) Limited (“**Company**”) and its subsidiaries (“**Group**”) achieved a solid set of results from its investment properties and the sales of residential units in Ocean One.

As at 31 July 2014, the Group maintained a property portfolio with attributable Gross Floor Area (“**GFA**”) of approximately 1.6 million square feet. Approximate attributable GFA (in '000 square feet) of the Group's major properties and number of car-parking spaces is as follows:

PROPERTY PORTFOLIO COMPOSITION

| | Commercial/ Retail | Office | Industrial | Residential | Hotel | Total (excluding car-parking spaces & ancillary facilities) | No. of car-parking spaces attributable to the Group |
|---|-----------------------|------------|------------|-------------|------------|--|--|
| Completed Properties Held for Rental ¹ | 323 | 529 | 203 | — | — | 1,055 | 540 |
| Completed Hotel Properties | — | — | — | — | 51 | 51 | — |
| Properties Under Development ² | 83 | — | — | 168 | 190 | 441 | 108 |
| Completed Properties Held for Sale | 9 | — | — | 19 | — | 28 | 18 |
| Total GFA of major properties of the Group | 415 | 529 | 203 | 187 | 241 | 1,575 | 666 |

1. Completed and rental generating properties

2. All properties under construction

The above table does not include GFA of properties held by Lai Fung Holdings Limited and its subsidiaries (“**Lai Fung**”).

PROPERTY INVESTMENT

Rental Income

During the year under review, the Group's rental operations recorded a turnover of HK\$597.8 million (2013: HK\$519.9 million), representing a 15.0% increase over last year. The increase is primarily due to continued management of tenant mix and rental reversion at major investment properties during the year.

The Group wholly owns five major investment properties in Hong Kong, namely Cheung Sha Wan Plaza, Causeway Bay Plaza 2, Lai Sun Commercial Centre, commercial podium of Crocodile Center and Por Yen Building. The Group also owns 50% of CCB Tower through its equity interest in a joint venture with China Construction Bank Corporation (“**CCB**”).

PROPERTY INVESTMENT (CONTINUED)

Rental Income (continued)

Breakdown of rental turnover by major investment properties is as follows:

| | For the year ended 31 July | | % Change | Year end occupancy (%) |
|---|----------------------------|----------------------|-------------|---------------------------|
| | 2014 HK\$ million | 2013 HK\$ million | | |
| Hong Kong | | | | |
| Cheung Sha Wan Plaza (including car-parking spaces) | 275.3 | 249.9 | 10.2 | 98.8 |
| Causeway Bay Plaza 2 (including car-parking spaces) | 153.9 | 131.1 | 17.4 | 97.9 |
| Lai Sun Commercial Centre (including car-parking spaces) | 50.2 | 48.0 | 4.6 | 92.0 |
| Crocodile Center | 79.7 | 70.9 | 12.4 | 100.0 |
| Por Yen Building | 13.7 | 12.4 | 10.5 | 96.4 |
| London, United Kingdom | | | | |
| 36 Queen Street | 3.5 | — | N/A | 40.8 (Note) |
| 107-112 Leadenhall Street | 8.4 | — | N/A | 100.0 |
| Others | 13.1 | 7.6 | 72.4 | N/A |
| Total: | 597.8 | 519.9 | 15.0 | |
| Rental proceeds from joint venture project | | | | |
| CCB Tower (50% basis) | 108.0 | 25.1 | 330.3 | 100 |

Note: Up to 30 September 2014, the occupancy rate increased to 86.0%



Cheung Sha Wan Plaza



Causeway Bay Plaza 2



Lai Sun Commercial Centre

Management Discussion and Analysis

PROPERTY INVESTMENT (CONTINUED)

Review of major investment properties

Hong Kong Properties

Cheung Sha Wan Plaza

The asset comprises of a 8-storey and a 7-storey office towers erected on top of a retail podium which was completed in 1989. It is located on top of the Lai Chi Kok MTR station with a total GFA of approximately 689,600 square feet (excluding car-parking spaces). The arcade is positioned to serve the local communities nearby with major banks and recognised restaurants chains as the key tenants.

Causeway Bay Plaza 2

The asset comprises of a 28-storey commercial/office building with car-parking facilities at basement levels which was completed in 1992. It is located at the heart of Causeway Bay with a total GFA of approximately 208,500 square feet (excluding car-parking spaces). Key tenants include the HSBC's branch and commercial offices and major restaurants.

Lai Sun Commercial Centre

The asset comprises a 13-storey commercial/carpark complex completed in 1987. It is located near the Lai Chi Kok MTR station with a total GFA of approximately 188,500 square feet (excluding car-parking spaces).

CCB Tower, 3 Connaught Road Central

Lai Sun Development Company Limited ("LSD") has a 50:50 interest with CCB in the joint redevelopment project of the former Ritz-Carlton Hotel in Central. This office tower is a landmark property in Central featuring underground access to the MTR station in Central. The property has a total GFA of approximately 229,000 square feet (excluding car-parking spaces). CCB Tower was completed in 2013 and added approximately 59,500 square feet of attributable GFA to our portfolio. Subsequent to the year end, CCB Tower was fully leased out with 15 floors of the office floors and 2 banking hall floors leased by CCB for its Hong Kong operations.

Crocodile Center

Crocodile Center is a 25-storey commercial/office building which was completed in 2009 and located near the Kwun Tong MTR station. The Group owns the commercial podium which has a total GFA of approximately 97,800 square feet (excluding car-parking spaces). Tenants dominated by local restaurant groups.

Por Yen Building

The Por Yen Building, being a 14-storey industrial building with total GFA of approximately 120,000 square feet (excluding car-parking spaces), is located at the hub of Cheung Sha Wan Business Area and is near to the Lai Chi Kok MTR station.

Overseas Properties

36 Queen Street, London EC4 1HJ, United Kingdom

In February 2011, LSD acquired an office building in the city in central London located at 36 Queen Street. Completed in 1986, it comprises approximately 60,800 square feet of office accommodation extending over basement, ground and six upper floors. Comprehensive refurbishment and renovation work has been completed and the building is being leased out during the year.

107-112 Leadenhall Street, London EC3A 4AF, United Kingdom

In April 2014, LSD acquired a property located at the core of the insurance district in central London, surrounded by 30 St Mary Axe (commonly known as the Gherkin), Lloyd's of London and Willis Building at 51 Lime Street. It is a freehold commercial property housing both commercial and offices. The building comprises approximately 146,600 square feet of office accommodation extending over basement, ground, mezzanine and seven upper floors. The building is currently fully leased out.

PROPERTY DEVELOPMENT

For the year ended 31 July 2014, recognised turnover from sales of properties was HK\$1,046.9 million (2013: HK\$100.3 million), representing an increase of 943.8% over last year. The exceptional performance was due to the sale of residential units in Ocean One.

Review of major projects for sale

Ocean One, 6 Shung Shun Street, Yau Tong

LSD wholly owns this development project, namely "Ocean One" located at No. 6 Shung Shun Street, Yau Tong, Kowloon. This property is a residential-cum-commercial property with a total GFA of about 122,000 square feet (excluding car-parking spaces) or 124 residential units and 2 commercial units. The estimated total development cost (including land cost and lease modification premium) is about HK\$730 million. Pre-sales commenced in December 2012.

Up to 31 July 2014, the Group has completed the sale of 117 residential units and 8 car-parking spaces. During the year under review, total sales proceeds of HK\$892 million was recognised and the average selling price based on saleable area is approximately HK\$13,289 per square foot. Subsequent to the year end, the Group has completed the sale of a further 5 residential units up to 9 October 2014 with total sales proceeds of HK\$40 million.

335-339 Tai Hang Road, Hong Kong

LSD wholly owns the site located at 335-339 Tai Hang Road, Hong Kong. LSD is developing the site into a luxury residential property with a total GFA of about 30,400 square feet (excluding car-parking spaces). The total development cost (including land cost and lease modification premium) is estimated to be about HK\$670 million. This project has been completed during the year under review and is now open for sale.

Review of major projects under development

2-12 Observatory Road

LSD completed the acquisition of a 50% interest in a project at Observatory Road, Kowloon with the buildings previously erected there known as Nos. 2-12, Observatory Road, Kowloon in November 2011. The joint venture partner is Henderson Land.

The site is being planned to be redeveloped into a multi-storey commercial building with a total GFA of approximately 165,000 square feet (excluding car-parking spaces). The total development cost is estimated to be approximately HK\$2.3 billion including an estimated land value of approximately HK\$1.8 billion. The new building is expected to be completed in the third quarter of 2015.

Area 68A2, Tseung Kwan O

In November 2012, LSD successfully tendered for and secured a site located at Area 68A2, Tseung Kwan O, New Territories, through a 50% joint venture vehicle. The lot has an area of approximately 229,000 square feet with a permitted total GFA of approximately 573,000 square feet split into approximately 459,000 square feet for residential use and approximately 114,000 square feet for non-industrial use. The current intention is to develop the lot primarily into a residential project for sale, comprising residential towers as well as houses. Completion is expected to be in the fourth quarter of 2017.

Management Discussion and Analysis

PROPERTY DEVELOPMENT (CONTINUED)

Review of major projects under development (continued)

Ocean Hotel project

LSD was named the most preferred proponent by Ocean Park for the Ocean Hotel project in October 2013 and was officially awarded the project in May 2014. The Ocean Hotel, to be operated by the Marriott group, will provide a total of 495 rooms and approximately 190,200 square feet of attributable rental space to the existing rental portfolio attributable to the Group of approximately 1.1 million square feet. The total development cost is estimated to be approximately HK\$4.2 billion. Completion is expected to be in the fourth quarter of 2017.

Ma Tau Kok project

Since securing the Tseung Kwan O site in November 2012, LSD participated in a number of government tenders. Other than the Ocean Park Hotel project, LSD was successful in April 2014 in its bid for the development right to the San Shan Road/Pau Chung Street project from the Urban Renewal Authority, Hong Kong in Ma Tau Kok, Kowloon, Hong Kong. The lot has an area of approximately 12,600 square feet with a permitted total GFA of approximately 113,400 square feet split into approximately 94,500 square feet for residential use and approximately 18,900 square feet for non-industrial use. The total development cost is estimated to be approximately HK\$1 billion and the completion is expected to be in the first quarter of 2018.

RESTAURANT OPERATIONS

For the year ended 31 July 2014, the restaurant operations contributed HK\$167.1 million to the Group's turnover (2013: HK\$82.9 million), representing an increase of approximately 101.6% from last year. The contribution from the restaurants segment was boosted by the new restaurants added during the year, including CIAK-In The Kitchen and China Tang Hong Kong at Landmark in Central, Hong Kong which had a grand opening in December 2013.

The restaurant operations include the Group's interests in 11 restaurants in Hong Kong and Mainland China, including the Michelin 3-star Italian restaurant 8½ Otto e Mezzo BOMBANA Hong Kong, Michelin 2-star Japanese restaurant Wagyu Takumi, Michelin 1-star Japanese restaurant Wagyu Kaiseki Den, 8½ Otto e Mezzo BOMBANA Shanghai, CIAK-In The Kitchen at Landmark, Gin Sai, Rozan, Kowloon Tang, Island Tang, Chiu Tang and China Tang Hong Kong at Landmark.



Wagyu Kaiseki Den in Hong Kong



CIAK-In The Kitchen, Landmark

HOTEL OPERATIONS

Turnover from hotel operations were mainly derived from the Group's operation of the Caravelle Hotel in Ho Chi Minh City, Vietnam. For the year ended 31 July 2014, the hotel operations contributed HK\$372.1 million to the Group's turnover (2013: HK\$327.0 million).

Caravelle Hotel is a leading international 5-star hotel in the centre of the business, shopping and entertainment district in Vietnam. It is an elegant 24-storey tower with a mixture of French colonial and traditional Vietnamese style and has 335 superbly appointed rooms, suites, exclusive Signature Floors, Signature Lounge and a specially equipped room for the disabled. Total GFA attributable to the Group is approximately 51,100 square feet.

LSD was awarded the hotel tender at Ocean Park in May 2014 and the Ocean Hotel, to be operated by the Marriott group, will provide a total of 495 rooms upon its completion in 2017. The Group is optimistic about the prospects of the Ocean Hotel project given the strong popularity of Ocean Park, which is underpinned by robust growth in visitor numbers to Hong Kong coinciding with its expansion.

The hotel operations have extensive experience in providing consultancy and management services to hotels in Mainland China, Hong Kong and other Asian countries. The division's key strategy going forward will continue to focus on providing management services, particularly to capture opportunities arising from the developments of Lai Fung in Shanghai, Guangzhou, Zhongshan and Hengqin. The hotel division will manage Lai Fung's serviced apartments in Shanghai, Guangzhou and Zhongshan under the "STARR" brand. STARR Resort Residence Zhongshan soft opened in August 2013 and comprises two 16-storey blocks with 90 fully furnished serviced apartment units located in the Palm Lifestyle complex in Zhongshan Western district at Cui Sha Road, opposite to the new Zhongshan traditional Chinese medical centre. STARR Mayflower Hotel Residence Shanghai soft opened in November 2013 and is a 17-storey hotel with 287 fully furnished and equipped hotel units with kitchenette located in the Mayflower Lifestyle complex right in the heart of the Zhabei inner ring road district, within walking distance to Lines 1, 3 and 4 of the Shanghai Metro Station with easy access to major motorways.

INTERESTS IN ASSOCIATES (eSUN)

During the year under review, the Group's interest in eSun Holdings Limited ("eSun") increased from 39.93% to 41.92%.

Film production and distribution and media and entertainment divisions held up well as a whole against a difficult backdrop. The acquisition of Intercontinental Group Holdings Limited ("IGHL") bolstered its cinema network and film distribution capability. Lai Fung's results were encouraging given the challenging operating environment in the property sector in Mainland China.

The steady fundamental performance translated to improved contribution from eSun increased from a loss to a profit of HK\$109.0 million (2013: loss of HK\$6.6 million). This was primarily due to the substantial increase in revaluation of Lai Fung's investment properties during the year.

Management Discussion and Analysis

INTERESTS IN JOINT VENTURES

During the year under review, contribution from joint ventures decreased to HK\$110.7 million (2013: HK\$605.0 million), representing a decrease of 81.7%. This is primarily due to lower revaluation gains of CCB Tower and the Observatory Road project.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 July 2014, cash and bank balances and undrawn facilities held by the Group amounted to HK\$2,890.1 million and HK\$1,552.7 million, respectively. Cash and bank balances held by the Group excluding LSD as at 31 July 2014 was HK\$1,080.6 million.

The Group's sources of funding comprise mainly internal funds generated from the Group's business operations, loan facilities provided by banks, guaranteed notes issued to investors and rights issue.

As at 31 July 2014, the Group had bank borrowings of approximately HK\$3,013.9 million, guaranteed notes of approximately HK\$3,496.1 million, a note of HK\$195.0 million and a loan of HK\$31.7 million payable to the late Mr. Lim Por Yen ("**Mr. Lim**"), accrued interest of HK\$123.5 million in relation to the above-mentioned note and loan payable to the late Mr. Lim. The net debt to equity ratio expressed as a percentage of the total outstanding net debt (being the total outstanding bank borrowings, guaranteed notes and note and loan and related accrued interest payable to the late Mr. Lim less the pledged and restricted and unpledged bank balances and time deposits) to consolidated net assets attributable to owners of the Company was approximately 32%. As at 31 July 2014, the maturity profile of the bank borrowings of HK\$3,013.9 million was spread over a period of less than 2 years with HK\$430.4 million repayable within 1 year and HK\$2,583.5 million repayable in the second year. All the Group's borrowings carried interest on a floating rate basis except for the United States dollar and Renminbi guaranteed notes issued in January 2013 and July 2014 and which has a fixed rate of 5.7% and 7.7% per annum, respectively.

As at 31 July 2014, certain investment properties with carrying amounts of approximately HK\$13,806.6 million and certain bank balances and time deposits with banks of approximately HK\$432.6 million were pledged to banks to secure banking facilities granted to the Group. In addition, certain shares in subsidiaries held by the Group were also pledged to banks to secure loan facilities granted to and guaranteed notes issued by the Group. Certain shares in joint ventures held by the Group were pledged to banks to secure loan facilities granted to joint ventures of the Group. Certain shares of an investee company held by the Group were pledged to a bank to secure a loan facility granted to this investee company. The Group's secured bank borrowings were also secured by floating charges over certain assets held by the Group.

The Group's major assets and liabilities and transactions were denominated in Hong Kong dollars and United States dollars. Considering that Hong Kong dollars are pegged against United States dollars, the Group believes that the corresponding exposure to exchange rate risk arising from United States dollars is nominal. In addition, the Group has investments in United Kingdom with the assets and liabilities denominated in Pounds Sterling. The investments were partly financed by bank borrowings denominated in Pounds Sterling in order to minimise the net foreign exchange exposure. Other than the abovementioned, the remaining monetary assets and liabilities of the Group were denominated in Renminbi and Vietnamese Dong which were also insignificant as compared with the Group's total assets and liabilities. No hedging instruments were employed to hedge for the foreign exchange exposure. The Group manages its foreign currency risk by closely reviewing the movement of the foreign currency rate and considers hedging significant foreign currency exposure should the need arise.

CONTINGENT LIABILITY

Details of contingent liabilities of the Group at the end of the reporting period are set out in note 36 to the financial statements.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 July 2014, the Group employed a total of approximately 1,300 employees. The Group recognises the importance of maintaining a stable staff force in its continued success. Under the Group's existing policies, employee pay rates are maintained at competitive levels whilst promotion and salary increments are assessed on a performance-related basis. Discretionary bonuses are granted to employees based on their merit and in accordance with industry practice. Other benefits including share option scheme, mandatory provident fund scheme, free hospitalisation insurance plan, subsidised medical care and sponsorship for external education and training programmes are offered to eligible employees.

Financial Summary

A summary of the results, assets, liabilities and non-controlling interests of the Group for the last five financial years is set out below.

RESULTS

| | Year ended 31 July | | | | |
|---------------------------|--------------------|------------------|------------------|--------------------------------|--------------------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2012 HK\$'000 | 2011 HK\$'000 (Restated) | 2010 HK\$'000 (Restated) |
| TURNOVER | 2,204,756 | 1,049,050 | 947,247 | 1,058,386 | 36,554 |
| PROFIT BEFORE TAX | 1,762,154 | 3,120,738 | 2,545,968 | 4,561,723 | 502,926 |
| Tax | (93,246) | (50,099) | (35,080) | (34,741) | (1,797) |
| PROFIT FOR THE YEAR | 1,668,908 | 3,070,639 | 2,510,888 | 4,526,982 | 501,129 |
| Attributable to: | | | | | |
| Owners of the Company | 940,496 | 1,663,904 | 1,385,898 | 3,790,454 | 501,129 |
| Non-controlling interests | 728,412 | 1,406,735 | 1,124,990 | 736,528 | — |
| | 1,668,908 | 3,070,639 | 2,510,888 | 4,526,982 | 501,129 |

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

| | 2014 HK\$'000 | As at 31 July | | | |
|---|---------------------|------------------|------------------|--------------------------------|--------------------------------|
| | | 2013 HK\$'000 | 2012 HK\$'000 | 2011 HK\$'000 (Restated) | 2010 HK\$'000 (Restated) |
| Property, plant and equipment | 873,004 | 838,735 | 672,960 | 688,318 | 316 |
| Prepaid land lease payments | 22,955 | 23,982 | 25,010 | 26,038 | — |
| Investment properties | 14,895,795 | 12,775,296 | 10,254,611 | 9,057,631 | 1,046,600 |
| Properties under development for sale | 184,461 | 879,561 | 1,435,473 | 1,224,250 | — |
| Interests in associates | 3,881,846 | 3,415,620 | 3,115,115 | 2,532,854 | 3,348,488 |
| Interests in joint ventures | 6,018,543 | 5,688,887 | 3,914,401 | 2,906,528 | — |
| Available-for-sale financial assets | 1,232,466 | 1,198,321 | 1,185,810 | 1,035,937 | 243,709 |
| Pledged and restricted bank balances and time deposits (classified as non-current assets) | 369,821 | 216,222 | — | 99,591 | — |
| Deposits paid and other receivables | 727,468 | 23,500 | 61,500 | 90,000 | — |
| Current assets | 3,535,545 | 4,149,862 | 2,071,084 | 1,838,150 | 324,393 |
| TOTAL ASSETS | 31,741,904 | 29,209,986 | 22,735,964 | 19,499,297 | 4,963,506 |
| Current liabilities | (895,265) | (874,171) | (1,756,731) | (563,775) | (82,537) |
| Bank borrowings (classified as non-current liabilities) | (2,583,485) | (2,983,993) | (1,707,404) | (2,512,440) | (345,000) |
| Guaranteed notes | (3,496,144) | (2,695,474) | — | — | — |
| Other borrowing, note payable and interest payable | (350,282) | (338,944) | (327,620) | (316,270) | (304,933) |
| Amounts due to associates | — | — | (20,799) | (15,854) | — |
| Deferred tax | (180,370) | (177,989) | (171,224) | (165,052) | (1,791) |
| Provision for tax indemnity | (980,638) | (865,923) | (716,608) | (769,821) | — |
| Long term rental deposits received | (92,046) | (87,480) | (65,929) | (70,491) | (12,910) |
| Deferred rental | (4,366) | — | — | — | — |
| TOTAL LIABILITIES | (8,582,596) | (8,023,974) | (4,766,315) | (4,413,703) | (747,171) |
| NON-CONTROLLING INTERESTS | (10,583,617) | (10,150,752) | (8,942,905) | (7,495,211) | — |
| NET ASSETS ATTRIBUTABLE TO OWNERS OF THE COMPANY | 12,575,691 | 11,035,260 | 9,026,744 | 7,590,383 | 4,216,335 |

The financial information for the years ended 31 July 2011 and 2010 had been restated upon adoption of HKAS 12 (Amendments) *Income Taxes — Deferred Tax Recovery of Underlying Assets* and HKFRS 10 *Consolidated Financial Statements*.

Particulars of Major Properties

COMPLETED PROPERTIES HELD FOR RENTAL

| Property Name | Location | Group Interest | Tenure | Approximate Attributable Gross Floor Area (square feet) | | | | No. of car-parking spaces attributable to the Group |
|---------------------------------------|---|----------------|---|---|---------|------------|--|---|
| | | | | Commercial/Retail | Office | Industrial | Total (excluding carpark & ancillary facilities) | |
| Cheung Sha Wan Plaza | 833 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong (New Kowloon Inland Lot No. 5955) | 51.97% | The property is held for a term expiring on 30 June 2047 | 113,013 | 245,378 | — | 358,391 | 184 |
| Por Yen Building | 478 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong (New Kowloon Inland Lot No. 2081) | 100% | The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047 | — | — | 119,906 | 119,906 | 7 |
| Causeway Bay Plaza 2 | 463-483 Lockhart Road, Causeway Bay, Hong Kong (Section J and the Remaining Portions of Sections D,E,G,H,K,L,M and O, Subsection 4 of Section H and the Remaining Portion of Inland Lot No. 2833) | 51.97% | The property is held for a term of 99 years commencing on 15 April 1929 and renewable for a further term of 99 years | 57,776 | 50,595 | — | 108,371 | 30 |
| Lai Sun Commercial Centre | 680 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong (New Kowloon Inland Lot No. 5984) | 51.97% | The property is held for a term of which expired on 27 June 1997 and has been extended upon expiry until 30 June 2047 | 54,655 | 43,327 | — | 97,982 | 271 |
| Crocodile Center (commercial podium) | 79 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland Lot No. 692) | 100% | The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047 | 97,800 | — | — | 97,800 | — |
| Crocodile Center (car-parking spaces) | 79 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland Lot No. 692) | 50% | The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047 | — | — | — | — | 27 |
| CCB Tower | 3 Connaught Road Central, Hong Kong (Inland Lot No. 8736) | 25.99% | The property is held for a term commencing from 28 June 1989 and expiring on 30 June 2047 | — | 59,534 | — | 59,534 | 10 |

COMPLETED PROPERTIES HELD FOR RENTAL (CONTINUED)

| Property Name | Location | Group Interest | Tenure | Approximate Attributable Gross Floor Area (square feet) | | | | No. of car-parking spaces attributable to the Group |
|--|---|----------------|---|---|--------|------------|--|---|
| | | | | Commercial/Retail | Office | Industrial | Total (excluding carpark & ancillary facilities) | |
| Wylar Centre (20/F and 27/F and car-parking spaces nos. 17, 18 and 59 on 2/F) | 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong | 51.97% | The property is held for a term of which expired on 27 June 1997 and has been extended upon expiry until 30 June 2047 | — | — | 26,627 | 26,627 | 2 |
| AIA Central | 1 Connaught Road Central, Hong Kong (Marine Lot No. 275, Section A and the Remaining Portion of Marine Lot No. 278) | 5.20% | The property is held for a term of 999 years commencing from 9 September 1895 (for Marine Lot No. 275) and 999 years commencing from 12 October 1896 (for Marine Lot no. 278) | — | 22,293 | — | 22,293 | 3 |
| Por Mee Factory Building (Units A,B,C and D on 3/F) | 500 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong | 100% | The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047 | — | — | 20,087 | 20,087 | — |
| Forda Industrial Building (6/F and car-parking spaces nos. 10, 22 and 27 on G/F) | 16 Wan Chau Road, Yuen Long, New Territories, Hong Kong | 100% | The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047 | — | — | 19,300 | 19,300 | 3 |
| Victorious Factory Building (Unit B on 5/F) | 33A-37A Tseuk Luk Street and 16-20 Sam Chuk Street, San Po Kong, Kowloon, Hong Kong | 100% | The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047 | — | — | 5,828 | 5,828 | — |
| Metropolitan Factory and Warehouse Building (Units A and B on 10/F and car-parking spaces nos. 1,2,13 and 14 on G/F) | 30-32 Chai Wan, Kok Street, Tsuen Wan, New Territories, Hong Kong | 51.97% | The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047 | — | — | 5,909 | 5,909 | 2 |

Particulars of Major Properties

COMPLETED PROPERTIES HELD FOR RENTAL (CONTINUED)

| Property Name | Location | Group Interest | Tenure | Approximate Attributable Gross Floor Area (square feet) | | | | No. of car-parking spaces attributable to the Group |
|---|--|----------------|--|---|----------------|----------------|--|---|
| | | | | Commercial/Retail | Office | Industrial | Total (excluding carpark & ancillary facilities) | |
| Metropolitan Factory and Warehouse Building (Units A and B on 7/F and car-parking spaces nos. 11 and 12 on G/F) | 30-32 Chai Wan Kok Street, Tsuen Wan, New Territories, Hong Kong | 44.65% | The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047 | — | — | 5,077 | 5,077 | 1 |
| Subtotal of Hong Kong properties held for rental: | | | | 323,244 | 421,127 | 202,734 | 947,105 | 540 |
| 107-112 Leadenhall Street London | 107-112 Leadenhall Street, London, EC3A 4AF, United Kingdom | 51.97% | The property is held freehold | — | 76,191 | — | 76,191 | — |
| 36 Queen Street London | 36 Queen Street, London, EC4 1HJ, United Kingdom | 51.97% | The property is held freehold | — | 31,606 | — | 31,606 | — |
| Subtotal of overseas properties held for rental: | | | | — | 107,797 | — | 107,797 | — |
| Total of completed properties held for rental: | | | | 323,244 | 528,924 | 202,734 | 1,054,902 | 540 |

COMPLETED HOTEL PROPERTY

| Hotel Name | Location | Group Interest | Tenure | Approximate Attributable Gross Floor Area (square feet) | No. of car-parking spaces attributable to the Group |
|-----------------|---|----------------|---|---|---|
| | | | | Hotel | |
| Caravelle Hotel | 19-23 Lam Son Square, District 1, Ho Chi Minh City, Vietnam | 13.52% | The property is held under a land use right due to expire on 8 October 2040 | 51,126 | — |

PROPERTIES UNDER DEVELOPMENT

| Location | Stage of construction | Group interest | Site Area (approximate square feet) (Note) | Expected completion date | Approximate Attributable Gross Floor Area (square feet) | | | | No. of car-parking spaces attributable to the Group |
|--|--|----------------|--|--------------------------|---|----------------|----------------|--|---|
| | | | | | Commercial/Retail | Hotel | Residential | Total (excluding carpark & ancillary facilities) | |
| 2-12 Observatory Road, Tsim Sha Tsui, Kowloon, Hong Kong | Superstructure in progress | 25.99% | 13,765 | Q3 2015 | 42,919 | — | — | 42,919 | 14 |
| Ocean Hotel at Ocean Park, Hong Kong | Ground investigation works in progress | 51.97% | 183,460 | Q4 2017 | — | 190,210 | — | 190,210 | 8 |
| Area 68A2, Tseung Kwan O, New Territories, Hong Kong | Foundation in progress | 25.99% | 229,338 | Q4 2017 | 29,786 | — | 119,186 | 148,972 | 73 |
| San Shan Road/Pau Chung Street, Ma Tau Kok, Kowloon, Hong Kong | Ground investigation works in progress | 51.97% | 12,599 | Q1 2018 | 9,823 | — | 49,104 | 58,927 | 13 |
| Total of properties under development: | | | | | 82,528 | 190,210 | 168,290 | 441,028 | 108 |

Note: On project basis

COMPLETED PROPERTIES HELD FOR SALE

| Property Name | Location | Group interest | Approximate Attributable Gross Floor Area (square feet) | | | No. of car-parking spaces attributable to the Group |
|---|---|----------------|---|---------------|--|---|
| | | | Commercial/Retail | Residential | Total (excluding carpark & ancillary facilities) | |
| Ocean One | 6 Shung Shun Street, Yau Tong, Kowloon, Hong Kong | 51.97% | 9,224 | 3,076 | 12,300 | 11 |
| 339 Tai Hang Road | 335-339 Tai Hang Road, Hong Kong | 51.97% | — | 15,799 | 15,799 | 7 |
| Total of completed properties held for sale: | | | 9,224 | 18,875 | 28,099 | 18 |

Corporate Governance Report

The Company is committed to achieving and maintaining high standards of corporate governance and has established policies and procedures for compliance with the principles and code provisions set out from time to time in the Corporate Governance Code (“**CG Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**” and “**Listing Rules**”, respectively).

(1) CORPORATE GOVERNANCE PRACTICES

The Company has complied with all the code provisions set out in the CG Code throughout the year ended 31 July 2014 save for the deviations from code provisions A.4.1 and A.5.1 of the CG Code.

Under code provision A.4.1, non-executive directors should be appointed for a specific term and should be subject to re-election.

None of the existing non-executive directors (“**NEDs**”, including the independent non-executive directors (“**INEDs**”)) of the Company is appointed for a specific term. However, all directors of the Company (“**Directors**”) are subject to the retirement provisions of the Articles of Association of the Company (“**Articles of Association**”), which require that the Directors for the time being shall retire from office by rotation once every three years since their last election by shareholders of the Company (“**Shareholders**”) and the retiring Directors are eligible for re-election. In addition, any person appointed by the board of Directors (“**Board**”) as an additional Director (including a NED) will hold office only until the next annual general meeting of the Company (“**AGM**”) and will then be eligible for re-election. Further, in line with the relevant code provision of the CG Code, each of the Directors appointed to fill a casual vacancy would/will be subject to election by the Shareholders at the first general meeting after his/her appointment. In view of these, the Board considers that such requirements are sufficient to meet the underlying objective of the said code provision A.4.1 and, therefore, does not intend to take any remedial steps in this regard.

Under code provision A.5.1, a nomination committee comprising a majority of independent non-executive directors should be established and chaired by the chairman of the board or an independent non-executive director.

The Company has not established a nomination committee whose functions are assumed by the full Board. Potential new Directors will be recruited based on their knowledge, skills, experience and expertise and the requirements of the Company at the relevant time and candidates for the INEDs must meet the independence criterion. The process of identifying and selecting appropriate candidates for consideration and approval by the Board has been, and will continue to be, carried out by the executive Directors (“**EDs**”). As the above selection and nomination policies and procedures have already been in place and the other duties of the nomination committee as set out in the CG Code have long been performed by the full Board effectively, the Board does not consider it necessary to establish a nomination committee at the current stage.

(2) BOARD OF DIRECTORS

(2.1) Responsibilities and delegation

The Board oversees the overall management of the Company's business and affairs. The Board's primary duty is to ensure the viability of the Company and to ascertain that it is managed in the best interests of its Shareholders as a whole while taking into account the interests of other stakeholders.

The Board has established specific committees with written terms of reference to assist it in the efficient implementation of its functions, namely the Executive Committee, the Audit Committee and the Remuneration Committee. Specific responsibilities have been delegated to the above committees.

The Board has delegated the day-to-day management of the Company's business to the management and the Executive Committee, and focuses its attention on matters affecting the Company's long term objectives and plans for achieving these objectives, the Group's overall business and commercial strategy as well as overall policies and guidelines.

Decisions relating to the aforesaid matters and any acquisitions or disposal of businesses, investments, or transactions or commitments of any kind where the actual or potential liability or value exceed the threshold for discloseable transactions for the Company (as defined in the Listing Rules from time to time) are reserved for the Board; whereas decisions regarding matters set out in the terms of reference of the Executive Committee and those not specifically reserved for the Board are delegated to the Executive Committee and management.

From April 2012 onwards, all Directors have been provided, on a monthly basis, with the Group's management information updates, giving a balanced and understandable assessment of the Group's performance, position, recent developments and prospects in sufficient detail to keep them abreast of the Group's affairs and facilitate them to discharge their duties under the relevant requirements of the Listing Rules.

(2) BOARD OF DIRECTORS (CONTINUED)

(2.2) Composition of the Board

The Board currently comprises nine members, of whom six are EDs, and the remaining three are INEDs, in compliance with the minimum number of INEDs required under Rule 3.10(1) (i.e. at least 3 INEDs) and the Rule 3.10A (i.e. INEDs representing at least one-third of the Board) of the Listing Rules. The Directors who served the Board during the year ended 31 July 2014 (“Year”) and up to the date of this Report are as follows:

Executive Directors

Lam Kin Ming (*Chairman*)
Lam Kin Ngok, Peter (*Deputy Chairman*)
Chew Fook Aun (*Deputy Chairman*)
Lam Hau Yin, Lester
(*also alternate Director to U Po Chu*)
Lam Kin Hong, Matthew
U Po Chu

Independent Non-executive Directors

Chow Bing Chiu
Lam Bing Kwan
Leung Shu Yin, William

The brief biographical particulars of the existing Directors are set out in the section headed “Biographical Details of Directors and Senior Management” of this Annual Report on pages 43 to 48.

Dr. Lam Kin Ngok, Peter, a deputy chairman and an ED, is the son of Madam U Po Chu, an ED, the younger brother of Dr. Lam Kin Ming, the Chairman of the Board and an ED, the elder brother of Mr. Lam Kin Hong, Matthew, an ED, and the father of Mr. Lam Hau Yin, Lester, an ED.

Save as aforesaid and as disclosed in the “Biographical Details of Directors and Senior Management” section of this Annual Report, none of the Directors has any financial, business, family or other material/relevant relationships with one another.

(2) BOARD OF DIRECTORS (CONTINUED)

(2.3) Directors' attendance at Board meetings

The Board had held seven meetings during the Year. The attendance record of individual Directors at these Board meetings is set out below:

| Directors | Number of meetings attended/ Number of meetings held |
|--|---|
| Executive Directors | |
| Lam Kin Ming | 7/7 |
| Lam Kin Ngok, Peter | 7/7 |
| Chew Fook Aun | 7/7 |
| Lam Kin Hong, Matthew | 5/7 |
| Lam Hau Yin, Lester | 7/7 |
| (also alternate Director to U Po Chu) | |
| U Po Chu ^(Note) | 6/7 |
| Independent Non-executive Directors | |
| Chow Bing Chiu | 6/7 |
| Lam Bing Kwan | 7/7 |
| Leung Shu Yin, William | 7/7 |

Note:

Madam U Po Chu attended four board meetings of the Company by herself and the other two board meetings by her alternate Mr. Lam Hau Yin, Lester.

(2.4) INEDs

The Company has complied with the requirements under Rules 3.10(1) and (2) of the Listing Rules. The former Rule requires that every board of directors of a listed issuer must include at least three INEDs and the latter Rule requires that at least one of the INEDs must have appropriate professional qualifications or accounting or related financial management expertise. All INEDs also meet the guidelines for assessment of their independence as set out in Rule 3.13 of the Listing Rules. Further, up to the date of this Report, the Board has not been aware of the occurrence of any events which would cause it to believe that their independence has been impaired.

Mr. Leung Shu Yin, William ("**Mr. William Leung**"), an INED, will retire at the forthcoming AGM and, being eligible, offer himself for re-election. Mr. William Leung has served on the Board as an INED for more than 12 years since 25 July 2002. Being a long-serving Director, he has developed an in-depth understanding of the Company's operations and business, and has expressed objective views and given independent guidance to the Company over the years. There is no empirical evidence that the long service of Mr. William Leung would impair his independent judgment. The Board is satisfied that Mr. William Leung will continue to have the required character and experience to fulfill the role of an INED and considers that the re-election of Mr. William Leung as an INED at the forthcoming AGM is in the best interest of the Company and its shareholders as a whole.

(2.5) 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

(3) DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

On appointment to the Board, each Director receives a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

The Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations. In addition, the Company has been encouraging the Directors and senior executives to enroll in a wide range of professional development courses and seminars relating to the Listing Rules, companies ordinance/act and corporate governance practices organised by professional bodies, independent auditors and/or law firms in Hong Kong so that they can continuously update and further improve their relevant knowledge and skills.

From time to time, Directors are provided with written training materials to develop and refresh their professional skills; the Group's legal and company secretarial departments also organise and arrange seminars on the latest development of applicable laws, rules and regulations for the Directors to assist them in discharging their duties. During the Year, the Company organised for the Directors and executives a seminar on new Companies Ordinance conducted by a leading international solicitors' firm, and arranged for the Directors to attend seminars organised by other organisations and professional bodies, and/or the independent auditors of the Company ("**Independent Auditors**").

According to the records maintained by the Company, the current Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the new requirement of the CG Code on continuous professional development during the Year:

| Directors | Corporate Governance/ Updates on Laws, Rules & Regulations | | Accounting/ Financial/Management or Other Professional Skills | |
|---|--|----------------------------------|---|----------------------------------|
| | Read Materials | Attend Seminars/ Briefings | Read Materials | Attend Seminars/ Briefings |
| Executive Directors | | | | |
| Lam Kin Ming | √ | √ | √ | — |
| Lam Kin Ngok, Peter | √ | √ | √ | — |
| Chew Fook Aun | √ | √ | √ | √ |
| Lam Hau Yin, Lester (also alternate Director to U Po Chu) | √ | √ | √ | — |
| Lam Kin Hong, Matthew | √ | √ | √ | √ |
| U Po Chu | √ | √ | √ | — |
| Independent Non-executive Directors | | | | |
| Chow Bing Chiu | √ | √ | √ | √ |
| Lam Bing Kwan | √ | √ | √ | √ |
| Leung Shu Yin, William | √ | √ | √ | √ |

(4) BOARD COMMITTEES

The Executive Committee comprising members appointed by the Board amongst the EDs was established on 18 November 2005 with written terms of reference to assist the Board in monitoring the ongoing management of the Company's business and in implementing the Company's objectives in accordance with the strategy and policies approved by the Board. The Board has also delegated its authority to the following Committees to assist it in the implementation of its functions:

(4.1) Remuneration Committee

On 18 November 2005, the Board established a Remuneration Committee which currently comprises four members, including three INEDs, namely Messrs. Lam Bing Kwan (Chairman), Chow Bing Chiu and Leung Shu Yin, William, and an ED, Mr. Chew Fook Aun.

On 29 March 2012, the Board adopted a set of the revised terms of reference of the Remuneration Committee, which has included changes in line with the CG Code's new requirements effective from 1 April 2012. The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual EDs and senior management only. The revised terms of reference of the Remuneration Committee setting out its authority, duties and responsibilities are available on the respective websites of the Company and the Stock Exchange.

(a) Duties of the Remuneration Committee

The Remuneration Committee has been charged with the responsibility of making recommendations to the Board, in consultation with the Chairman of the Board and/or Chief Executive Officer, on an appropriate policy and framework for all aspects of remuneration of all Directors and senior management, including but not limited to Directors' fees, salaries, allowances, bonuses, share options, benefits in kind and pension rights, to ensure that the level of remuneration offered by the Company is competitive and sufficient to attract, retain and motivate personnel of the required quality to manage the Company successfully.

(b) Work performed by the Remuneration Committee

The Remuneration Committee held three meetings during the Year to discuss remuneration-related matters and review the remuneration package of Chief Executive Officer and the payment of discretionary bonus to both Deputy Chairman and review of their remuneration package.

(4) BOARD COMMITTEES (CONTINUED)

(4.1) Remuneration Committee (continued)

(c) Attendance at the Remuneration Committee meetings

The attendance record of committee members at these Remuneration Committee meetings held during the Year is set out below:

| Committee Members | Number of meetings attended/ Number of meetings held |
|--|---|
| Executive Director | |
| Chew Fook Aun | 3/3 |
| Independent Non-executive Directors | |
| Chow Bing Chiu | 3/3 |
| Lam Bing Kwan | 3/3 |
| Leung Shu Yin, William | 3/3 |

(4.2) Audit Committee

On 23 March 2000, the Board established an Audit Committee which currently comprises three INEDs, namely Messrs. Leung Shu Yin, William (Chairman), Chow Bing Chiu and Lam Bing Kwan.

The Company has complied with Rule 3.21 of the Listing Rules, which requires that at least one of the members of the Audit Committee (which must comprise a minimum of three members and must be chaired by an INED) is an INED who possesses appropriate professional qualifications or accounting or related financial management expertise.

(a) Duties of the Audit Committee (including corporate governance functions)

While recognising corporate governance is the collective responsibility of all of its members, the Board has delegated the corporate governance functions to the members of the Audit Committee who are considered to be better positioned to provide an objective and independent guidance on governance-related matters.

(4) BOARD COMMITTEES (CONTINUED)

(4.2) Audit Committee (continued)

(a) Duties of the Audit Committee (including corporate governance functions) (continued)

On 29 March 2012, the Board formalised the governance-related policies and procedures, established on the foundations of accountability, transparency, fairness and integrity and adopted by the Group for years, into a set of corporate governance policy (“**CG Policy**”). On the same date, the terms of reference of the Audit Committee were revised in line with the CG Policy and had incorporated the new corporate governance-related functions required under the CG Code effective from 1 April 2012. Such functions include the responsibilities to develop, review, monitor, and make recommendations to the Board (as appropriate) in respect of, the Company’s policies and practices of corporate governance (including the compliance with the CG Code and the relevant disclosures in the Company’s interim and annual reports), the practices in compliance with legal and regulatory requirements, and the training and continuous professional development of the Directors and senior management. The revised terms and reference setting out the Audit Committee’s authority, duties and responsibilities are available on the websites of the Company and the Stock Exchange.

During the Year, an independent external risk advisory firm (“**Independent Advisor**”) had been retained to conduct certain internal control reviews of the Group. The relevant reports from the Independent Advisor were presented to and reviewed by the Audit Committee and the Board.

Apart from performing the corporate governance functions, the Audit Committee is principally responsible for the monitoring of the integrity of periodical financial statements of the Company, the review of significant financial reporting judgments contained in them before submission to the Board for approval, and the review and monitoring of the auditors’ independence and objectivity as well as the effectiveness of the audit process.

(b) Work performed by the Audit Committee

The Audit Committee held three meetings during the Year. It has reviewed the audited results of the Company for the year ended 31 July 2013, the unaudited interim results of the Company for the six months ended 31 January 2014 and other matters related to the financial and accounting policies and practices of the Company as well as the nature and scope of the audit for the Year. Further, it has reviewed the Group’s internal audit plan and budget for the ensuing year and put forward relevant recommendations to the Board.

On 15 October 2014, the Audit Committee reviewed the draft audited consolidated financial statements of the Company as well as the accounting principles and policies for the Year with the Company’s management in the presence of the representatives of the Independent Auditor of the Company. It also reviewed this Corporate Governance Report and an internal control review report of the Company prepared by the Independent Advisor.

(4) BOARD COMMITTEES (CONTINUED)

(4.2) Audit Committee (continued)

(c) Attendance at the Audit Committee meetings

The attendance record of committee members at these Audit Committee meetings held during the Year is set out below:

| Committee Members | Number of meetings attended/ Number of meetings held |
|--|---|
| Independent Non-executive Directors | |
| Chow Bing Chiu | 3/3 |
| Lam Bing Kwan | 3/3 |
| Leung Shu Yin, William | 3/3 |

(5) CHAIRMAN AND CHIEF EXECUTIVE

The CG Code provides that the roles of the chairman and the chief executive should be separated and performed by different individuals.

During the Year and up to the date of this Report, Dr. Lam Kin Ming is the Chairman of the Company while Mr. Yip Chai Tuck is the Chief Executive Officer of the Company.

(6) NON-EXECUTIVE DIRECTORS

As explained in Paragraph (1) above, none of the existing NEDs (including the INEDs) was appointed for a specific term.

(7) NOMINATION OF DIRECTORS

As explained in Paragraph (1) above, the Company does not establish a nomination committee. The policies (including the board diversity policy) and procedures for the selection and nomination of Directors, and arrangements for the performance of other duties of the nomination committee have also been disclosed therein. The EDs and the full Board followed such procedures in the appointment of Mr. Yip Chai Tuck as Chief Executive Officer of the Company with effect from 19 August 2013.

(8) BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy ("**Policy**") in July 2013 which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

The Company recognises Board diversity will strengthen the Company's strategic objectives in driving business results; enhancing good corporate governance and reputation; and attracting and retaining talent for the Board.

(8) BOARD DIVERSITY POLICY (continued)

Board diversity ensures the Board has the appropriate balance and level of skills, experience and perspectives required to support the execution of its business strategies. The Company seeks to achieve Board diversity through the consideration of a number of factors, including professional qualifications and experience, cultural and educational background, race and ethnicity, gender, age and length of service. The Company will also take into consideration factors based on its own business model and specific needs from time to time in determining the optimum composition of the Board.

On recommendation from the EDs, the Board will set measurable objectives to implement the Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The EDs will review the Policy, as appropriate, to ensure its continued effectiveness from time to time.

A copy of the Policy has been published on the Company's website for public information.

(9) SECURITIES TRANSACTIONS BY DIRECTORS AND DESIGNATED EMPLOYEES

The Company has adopted a Code of Practice for Securities Transactions by Directors and Designated Employees ("**Securities Code**") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Listing Rules. The Company has made specific enquiry of all Directors and they have confirmed in writing their compliance with the required standard set out in the Securities Code during the Year.

(10) INDEPENDENT AUDITORS' REMUNERATION

The fees in respect of audit and non-audit services provided to the Group by the Independent Auditors, Messrs. Ernst & Young, Certified Public Accountants, Hong Kong ("**Ernst & Young**") for the Year amounted to HK\$4,085,000 and HK\$5,880,200, respectively, of which the analysis is as follows. The non-audit services mainly consist of advisory, review, tax compliance service and other reporting services.

| | Audit service HK\$ | Non-audit service HK\$ |
|--|--------------------------|------------------------------|
| The Company and its subsidiaries (excluding Lai Sun Development Company Limited (" LSD ") and its subsidiaries) | 1,200,000 | 3,656,000 |
| LSD and its subsidiaries | 2,885,000 | 2,224,200 |
| Total | 4,085,000 | 5,880,200 |

(11) DIRECTORS' RESPONSIBILITY FOR PREPARING FINANCIAL STATEMENTS

The Directors acknowledge that they are responsible for overseeing the preparation of the financial statements which give a true and fair view of the state of affairs and results of the Group. In doing so, the Directors select suitable accounting policies and apply them consistently and make accounting estimates that are appropriate in the circumstances. With the assistance of the accounting and finance staff, the Directors ensure that the financial statements of the Group are prepared in accordance with statutory requirements and appropriate financial reporting standards.

(12) INDEPENDENT AUDITOR'S REPORTING RESPONSIBILITY

The statement by the Independent Auditors about their reporting and auditing responsibilities for the financial statements is set out in the Independent Auditors' Report contained in this Annual Report.

(13) INTERNAL CONTROLS

The Board acknowledges that it is responsible for the internal control system of the Group, and an effective internal control system enhances the Group's ability in achieving business objectives, safeguarding assets, complying with applicable laws and regulations and contributes to the effectiveness and efficiency of its operations. As such, the Group's internal control procedures include a comprehensive budgeting, information reporting and performance monitoring system.

Since July 2006, the Board has been engaging the Independent Advisor to conduct various agreed upon reviews over the Company's internal control systems (normally twice a year) in order to assist the Board in reviewing the effectiveness of the internal control system of the Group. The periodic reviews have covered all material controls, including financial, operational and compliance controls and risk management functions of the Group. Relevant reports from the Independent Advisor were presented to and reviewed by the Audit Committee and the Board. Appropriate recommendations for further enhancing the internal control system have been taken.

(14) COMPANY SECRETARY

During the Year, the company secretary of the Company ("**Company Secretary**") has complied with the relevant training requirement under Rule 3.29 of the Listing Rules.

(15) SHAREHOLDERS' RIGHTS

(15.1) Procedures for Shareholders to convene a general meeting

Pursuant to the Articles of Association and the Companies Ordinance, Chapter 622 of the Laws of Hong Kong ("**Companies Ordinance**"), registered Shareholders holding at least 5% of the of the total voting rights of all the Shareholders having the right of voting at general meetings of the Company ("**GM Requisitionists**") can deposit a written request to convene a general meeting at the registered office of the Company ("**Registered Office**"), which is presently situated at the 11th Floor, Lai Sun Commercial Centre, 680 Cheung Sha Wan Road, Kowloon, Hong Kong for the attention of the Company Secretary.

(15) SHAREHOLDERS' RIGHTS (CONTINUED)

(15.1) Procedures for Shareholders to convene a general meeting (continued)

The GM Requisitionists must state in their request(s) the general nature of the business to be dealt with at the general meeting and such request(s) must be authenticated by all the GM Requisitionists and may consist of several documents in like form.

The Company's share registrar ("**Share Registrar**") will verify the GM Requisitionists' particulars in the GM Requisitionists' request. Promptly after confirmation from the Share Registrar that the GM Requisitionists' request is in order, the Company Secretary will arrange with the Board to convene a general meeting by serving sufficient notice to all the registered Shareholders in accordance with all the relevant statutory and regulatory requirements. On the contrary, if the GM Requisitionists' request is verified not in order, the GM Requisitionists will be advised of the outcome and accordingly, a general meeting will not be convened as requested.

The GM Requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a general meeting if within twenty-one (21) days of the deposit of the GM Requisitionists' request, the Board does not proceed duly to convene a general meeting for a day not more than twenty-eight (28) days after the date on which the notice convening the general meeting is given, provided that any general meeting so convened is held within three (3) months from the date of the original GM Requisitionists' request. Any reasonable expenses incurred by the GM Requisitionists by reason of the Board's failure to duly convene a general meeting shall be repaid to the GM Requisitionists by the Company.

(15.2) Procedures for putting forward proposals at a general meeting

Pursuant to sections 580 and 615 of the Companies Ordinance, either the Shareholders of the Company representing at least 2.5% of the total voting rights of all the Shareholders who have a right to vote on the resolution at the general meeting, or at least 50 Shareholders who have a right to vote on the resolution at the general meeting, may request the Company in writing to give to the Shareholders entitled to receive notice of the AGM of any resolution which may properly be moved and is intended to be moved at that meeting; and to circulate statements regarding resolutions proposed at general meeting.

The requisition (i) may be sent to the Company in hard copy form at the Registered Office stated in paragraph (15.1) above or in electronic form by email at lscomsec@laisun.com; (ii) must identify the resolution of which notice is to be given; (iii) must be authenticated by the person or persons making it; and (iv) (a) in the case of requisition for the circulation of resolutions to be moved at AGM, the requisition must be received by the Company not later than 6 weeks before the AGM or (b) in the case of requisition for the circulation of statements regarding resolutions proposed at the general meeting, such requisition must be received by the Company not later than 7 days before the general meeting, or if later, the time at which notice is given of that meeting.

(15) SHAREHOLDERS' RIGHTS (CONTINUED)

(15.3) Procedures for proposing a person for election as a Director

As regards the procedures for proposing a person for election as a Director, please refer to the procedures made available under the Corporate Governance section (Shareholders' Right sub-section) of the Company's website at www.laisun.com.

(15.4) Procedures for directing Shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

11/F, Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon, Hong Kong

Fax: (852) 2743 8459

Email: lscmsec@laisun.com

Shareholders may also make enquiries with the Board at the general meetings of the Company.

(16) COMMUNICATION WITH SHAREHOLDERS

(16.1) Shareholders Communication Policy

On 29 March 2012, the Board adopted a Shareholders' Communication Policy reflecting mostly the current practices of the Company for communication with its Shareholders. Such policy aims at providing the Shareholders and potential investors with ready and timely access to balanced and understandable information of the Company. However, it will be reviewed regularly to ensure its effectiveness and compliance with the prevailing regulatory and other requirements.

The Company has established a number of channels for maintaining an on-going dialogue with its Shareholders and investment community as follows:

- (i) corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the Stock Exchange's website at www.hkex.com.hk and the Company's website at www.laisun.com;
- (ii) financial highlights, press releases and results roadshows presentations are also posted on the Company's website;
- (iii) periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;
- (iv) corporate information and the Memorandum and Articles of Association of the Company are made available on the Company's website and the latter is also posted on the website of the Stock Exchange;

(16) COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

(16.1) Shareholders Communication Policy (continued)

- (v) participate in roadshows and investors' conferences to meet Shareholders/investors, media and financial analysis;
- (vi) AGMs and/or general meetings provide a forum for the Shareholders to make comments and exchange views with the Directors and senior management; and
- (vii) the Share Registrar serves the Shareholders in respect of share registration, dividend payment, change of Shareholders' particulars and related matters.

(16.2) Directors' attendance at general meetings

During the Year, the Company had held three general meetings (including an AGM) and the attendance record of individual Directors at these meetings is set out below:

| Directors | Number of meetings attended/ Number of meetings held |
|--|---|
| Executive Directors | |
| Lam Kin Ming | 1/3 |
| Lam Kin Ngok, Peter | 0/3 |
| Chew Fook Aun | 3/3 |
| Lam Kin Hong, Matthew | 1/3 |
| Lam Hau Yin, Lester (also alternate Director to U Po Chu) | 2/3 |
| U Po Chu | 0/3 |
| Independent Non-executive Directors | |
| Chow Bing Chiu | 3/3 |
| Lam Bing Kwan | 3/3 |
| Leung Shu Yin, William | 3/3 |

(16) COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

(16.3) Details of the last general meeting

The last general meeting of the Company was held on Wednesday, 13 August 2014 at 10:00 a.m. at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong ("**2014 EGM**"). At the 2014 EGM, an ordinary resolution relating to the approval of the Bank Guarantee, the Share Charge, the Assignment of the Shareholder's Loan, the Dragon Dynasty Call Option and the Dragon Dynasty Capitalisation Right was duly passed by a vast majority of the total votes cast.

Further details of the 2014 EGM were contained in the Company's circular dated 21 July 2014 and the announcement dated 13 August 2014 regarding the poll results of the 2014 EGM and were published on both the websites of the Company and the Stock Exchange.

The Board resolved at its meeting held on 16 October 2014 that the AGM for 2014 be held on 9 December 2014 for Shareholders to (i) consider and adopt the audited financial statements and the reports of the directors and the independent auditors of the Company for the Year; (ii) declare a final dividend; (iii) re-elect the Directors who retire and have offered themselves for re-election; (iv) re-appoint Ernst & Young as the Independent Auditors for the ensuing year and to authorise the Directors to fix their remuneration; (v) grant to Directors a general mandate to issue and allot additional shares not exceeding 20% of the issued share capital of the Company; (vi) grant to Directors a general mandate to repurchase the Company's shares not exceeding 10% of the issued share capital of the Company; (vii) extend the general mandate granted to the Directors to issue shares of the Company by adding the number of shares repurchased; and (viii) approve the adoption of new Articles of Association of the Company.

(17) INVESTOR RELATIONS

To ensure our investors have a better understanding of the Company, our management engages in a pro-active investor relations programme. Our Executive Directors and Investor Relations Department communicate with research analysts and institutional investors on an on-going basis and meet with research analysts and the press after our results announcements, attend major investors' conferences and participate in international non-deal roadshows to communicate the Company's financial performance and global business strategy.

(17) INVESTOR RELATIONS (CONTINUED)

During the Year, the Group's management has met with a number of research analysts and investors, attended conferences as well as deal and non-deal roadshows as follows:

| Month | Event | Organizer | Location |
|---------------|--|-----------------------------|---|
| August 2013 | Investors luncheon | Bank of China International | Hong Kong |
| October 2013 | Post full year results non-deal roadshow | UBS | Hong Kong |
| October 2013 | Post full year results non-deal roadshow | UOB Kay Hian | Singapore |
| October 2013 | Post full year results non-deal roadshow | DBS | New York/ Los Angeles/ Denver/ San Francisco |
| October 2013 | Post full year results non-deal roadshow | UBS | Paris/London |
| November 2013 | Post full year results non-deal roadshow | CIMB | Kuala Lumpur |
| November 2013 | Post full year results non-deal roadshow | UOB Kay Hian | Taipei |
| December 2013 | Post full year results non-deal roadshow | UBS | Sydney |
| January 2014 | The Pulse of Asia Conference | DBS | Singapore |
| February 2014 | Investors luncheon | China Merchants Securities | Hong Kong |
| March 2014 | Post results non-deal roadshow | Daiwa Securities | Hong Kong |
| April 2014 | Post results non-deal roadshow | HSBC | Utrecht/ Amsterdam/ Paris/ London |
| April 2014 | Post results non-deal roadshow | Daiwa Securities | New York/ San Francisco/ Los Angeles |

Corporate Governance Report

(17) INVESTOR RELATIONS (CONTINUED)

| Month | Event | Organizer | Location |
|-----------|---|---|-------------------------|
| May 2014 | The Pulse of Asia Conference | DBS | Hong Kong |
| May 2014 | Barclays Select Series 2014: Asia Financial and Property Conference | Barclays | Hong Kong |
| June 2014 | Deal roadshow - eSun CNY secured guaranteed notes | ANZ/DBS/ HSBC/UBS | Singapore/ Hong Kong |
| July 2014 | Deal roadshow - LSG CNY secured guaranteed notes | BNP/DBS/ HSBC/Standard Chartered Bank | Singapore/ Hong Kong |

During the Year under review, the Company also had research reports published as follows:

| Firm | Analyst | Publication Date |
|---------------------------|-----------|------------------|
| China Everbright Research | Jeff WONG | 10 October 2013 |

The Company is keen on promoting investor relations and enhancing communication with the Shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public who may contact the Investor Relations Department by phone on (852) 2853 6116 during normal business hours, by fax at (852) 2853 6651 or by e-mail at ir@laisun.com.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Each of the current executive directors of the Company ("**Executive Directors**") named below (except Madam U Po Chu and Mr. Lam Kin Hong, Matthew) holds directorships in a number or certain of the subsidiaries of the Company and all of them hold directorships in all or certain of the Company's listed affiliates, namely Lai Sun Development Company Limited ("**LSD**"), eSun Holdings Limited ("**eSun**"), Lai Fung Holdings Limited ("**Lai Fung**") and Media Asia Group Holdings Limited ("**MAGH**"). The issued shares of LSD, eSun and Lai Fung are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") and MAGH's issued shares are listed and traded on the Growth Enterprise Market of the Stock Exchange. While Wisdoman Limited is the controlling shareholder of the Company, the Company is the ultimate controlling shareholder of LSD which is the controlling shareholder of eSun. Further, eSun is the ultimate holding company of Lai Fung and MAGH.

Dr. Lam Kin Ming, aged 77, is the Chairman of the Company and a member of the Executive Committee of the Company. He has been an Executive Director since October 1987 and has been involved in the management of garment business since 1958. He is also the deputy chairman and an executive director of Lai Fung, a non-executive director of LSD and the chairman, the chief executive officer and an executive director of Crocodile Garments Limited ("**CGL**"). The issued shares of CGL are listed and traded on the Main Board of the Stock Exchange. Save as disclosed above, Dr. Lam does not hold other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. He received an honorary doctoral degree from the International American University in the United States in 2009 and was admitted as Honorary Doctorate of Management of the Lincoln University in the United States in February 2014.

Dr. Lam is the elder brother of Dr. Lam Kin Ngok, Peter (the Deputy Chairman and Executive Director of the Company), and Mr. Lam Kin Hong, Matthew (an Executive Director of the Company), and an uncle of Mr. Lam Hau Yin, Lester (an Executive Director of the Company). Save as aforesaid, Dr. Lam does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Dr. Lam does not have a service contract with the Company. However, in accordance with the provisions of the Articles of Association, Dr. Lam will be subject to retirement from office as director by rotation once every three years if re-elected at the AGM and will also be eligible for re-election at future AGMs. Dr. Lam presently receives from the Company an annual salary of HK\$810,000 and an annual director's fee of HK\$48,000 and other remuneration as well as discretionary bonus to be determined by the Board from time to time with reference to the results of the Company, his performance, duties and responsibilities as well as the prevailing market conditions. Dr. Lam also receives from LSD, a subsidiary of the Company, an annual director's fee of HK\$250,000 in acting as the non-executive director of LSD.

As at the date of this annual report, Dr. Lam is interested or deemed to be interested within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("**SFO**") a total of 5,008,263 shares in the Company, representing approximately 0.27% of the issued share capital of the Company. Save as aforesaid, Dr. Lam does not have any interests or short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Please also refer to the Note at the end of this section of "Biographical Details of Directors and Senior Management".

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS (CONTINUED)

Dr. Lam Kin Ngok, Peter, aged 57, is the Deputy Chairman of the Company and a member of the Executive Committee of the Company. He has been an Executive Director since October 1987 and is a director of Wisdoman Limited (a controlling shareholder of the Company). Dr. Lam is also the chairman and an executive director of LSD and MAGH as well as an executive director of CGL. Dr. Lam was an executive director of eSun from 15 October 1996 to 14 February 2014. Dr. Lam was the chairman and an executive director of Lai Fung from 25 November 1993 to 31 October 2012. Dr. Lam has extensive experience in the property development and investment, hospitality as well as media and entertainment business. Dr. Lam holds an Honorary Doctorate from the Hong Kong Academy for Performing Arts.

Currently, Dr. Lam is the chairman of the Hong Kong Tourism Board and an ex officio member of the Hong Kong Trade Development Council. He is also a member of the 12th National Committee of the Chinese People's Political Consultative Conference ("CPPCC") and the vice chairman of the Committee for Liaison with Hong Kong, Macau, Taiwan and Overseas Chinese. In addition, Dr. Lam is the chairman of Hong Kong Chamber of Films Limited, honorary chairman of Hong Kong Motion Picture Industry Association Limited, a director of The Real Estate Developers Association of Hong Kong, a trustee of The Better Hong Kong Foundation, a member of Friends of Hong Kong Association Limited, a director of Hong Kong-Vietnam Chamber of Commerce Limited and a member of Aviation Development Advisory Committee. On 7 October 2013, Dr. Lam was appointed a non-official member of the Consultative Committee on Economic and Trade Cooperation between Hong Kong and the Mainland for a term of two years from 7 October 2013 to 6 October 2015. Dr. Lam was appointed a non-official member of the Lantau Development Advisory Committee for a term of two years from 1 February 2014 to 31 January 2016.

Dr. Lam is the son of Madam U Po Chu (an Executive Director of the Company), the younger brother of Dr. Lam Kin Ming (the Chairman and an Executive Director of the Company), the elder brother of Mr. Lam Kin Hong, Matthew (an Executive Director of the Company) and the father of Mr. Lam Hau Yin, Lester (an Executive Director of the Company).

Mr. Chew Fook Aun, aged 52, was appointed a Deputy Chairman and an Executive Director of the Company on 5 June 2012 and is presently a member of the Executive Committee and Remuneration Committee of the Company. He is also the deputy chairman and an executive director of LSD, an executive director of eSun and the chairman and an executive director of Lai Fung.

Mr. Chew has over 25 years of experience in accounting, auditing and finance in the United Kingdom ("UK") and Hong Kong. He graduated from the London School of Economics and Political Science of the University of London in the UK with a Bachelor of Science (Economics) Degree. Mr. Chew is a fellow member of both the Hong Kong Institute of Certified Public Accountants ("HKICPA") and The Institute of Chartered Accountants in England and Wales. He was a council member of the HKICPA and its vice president in 2010. Mr. Chew is currently a member of the corruption prevention advisory committee of the Independent Commission Against Corruption and the standing committee on company law reform of the Companies Registry, and a council member of the Financial Reporting Council, all being organisations in Hong Kong. He also served as a member of the advisory committee of the Securities and Futures Commission from June 2007 to May 2013.

EXECUTIVE DIRECTORS (CONTINUED)

Prior to joining the Lai Sun Group, Mr. Chew was an executive director and the group chief financial officer of Esprit Holdings Limited (“**Esprit**”) from 1 February 2009 to 1 May 2012, an executive director and the chief financial officer of The Link Management Limited acting as manager of The Link Real Estate Investment Trust (“**The Link REIT**”) from February 2007 to January 2009. He was also the chief financial officer of Kerry Properties Limited (“**Kerry Properties**”) from 1996 to 2004, a director of corporate finance for Kerry Holdings Limited from 1998 to 2004 and an executive director of Kyard Limited in charge of the property portfolio of a private family office from 2004 to 2007. The issued shares of Esprit and Kerry Properties and the issued units of The Link REIT are listed and traded on the Stock Exchange.

Mr. Lam Kin Hong, Matthew, aged 46, was appointed an Executive Director in March 2001 and is a member of the Executive Committee and a legal adviser of the Company. He is also an executive deputy chairman and an executive director of Lai Fung and an executive director of CGL.

Mr. Lam graduated from the University College London of the University of London in the United Kingdom with a Bachelor of Science Degree and underwent training as a solicitor with an international law firm, Reed Smith Richards Butler. Mr. Lam is the founding partner of a Hong Kong law firm, CWL Partners and he is a member of The Law Society of Hong Kong and The Law Society of England and Wales.

Mr. Lam has considerable experience in property development and corporate finance in Hong Kong and the Mainland China. He is the vice president cum chairman of the Hong Kong Real Property Federation cum Yangtze River Delta Region and he is a standing committee member of the CPPCC in Shanghai and a standing committee member of the CPPCC in Shantou, Guangdong Province.

Mr. Lam also serves as the Honorary Consul of the Republic of Estonia in Hong Kong and is a member of the management committee of the Consumer Legal Action Fund of the Consumer Council in Hong Kong. Mr. Lam was appointed a Council Member of the Business Advisory Council of the United Nations Economic and Social Commission for Asia and the Pacific (ESCAP) on 15 February 2013.

Mr. Lam is the younger brother of Dr. Lam Kin Ming (the Chairman and an Executive Director of the Company) and Dr. Lam Kin Ngok, Peter (the Deputy Chairman and an Executive Director of the Company) and an uncle of Mr. Lam Hau Yin, Lester (Executive Director of the Company).

Mr. Lam Hau Yin, Lester, aged 33, was appointed an Executive Director in May 2006 and is a member of the Executive Committee of the Company. He is also the alternate director to Madam U Po Chu in her capacity as an Executive Director of the Company. He is also an executive director of LSD and eSun as well as an executive director and the chief executive officer of Lai Fung. He is also a director of Wisdoman Limited (a controlling shareholder of the Company). He holds a Bachelor of Science in Business Administration degree from Northeastern University, Boston, the United States of America. He has acquired working experience since 1999 in various companies engaged in securities investment, hotel operations, environmental products, entertainment and property development and investment.

Mr. Lam is a son of Dr. Lam Kin Ngok, Peter (the Deputy Chairman and an Executive Director of the Company), a grandson of Madam U Po Chu (an Executive Director of the Company) and a nephew of both Dr. Lam Kin Ming (the Chairman and an Executive Director of the Company) and Mr. Lam Kin Hong, Matthew (an Executive Director of the Company).

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS (CONTINUED)

Madam U Po Chu, aged 89, has been a Director since December 1990 and was a Non-executive Director until re-designated as an Executive Director of the Company with effect from 27 November 2012. She is also a non-executive director of LSD and eSun, as well as an executive director of Lai Fung. She is also a director of Wisdoman Limited (a controlling shareholder of the Company). Madam U has over 55 years' experience in the garment manufacturing business and had been involved in the printing business in the mid-1960's. She started to expand the business to fabric bleaching and dyeing in the early 1970's and became involved in property development and investment in the late 1980's.

Madam U is the mother of Dr. Lam Kin Ngok, Peter (the Deputy Chairman of the Company and an Executive Director and the controlling shareholder of the Company) and the grandmother of Mr. Lam Hau Yin, Lester (an Executive Director of the Company).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chow Bing Chiu, aged 63, was appointed an Independent Non-executive Director in September 2004 and is a member of both the Audit Committee and the Remuneration Committee of the Company. Mr. Chow is also an independent non-executive director of CGL. Mr. Chow obtained his Bachelor of Law degree in 1980 and qualified as a solicitor in Hong Kong in 1983. He is the senior partner of B.C. Chow & Co., Solicitors, in Hong Kong and a China-appointed Attesting Officer.

Mr. Lam Bing Kwan, aged 65, was appointed an Independent Non-executive Director in February 2011 and is the chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Mr. Lam is also an independent non-executive director of LSD, Lai Fung and eForce Holdings Limited, and a non-executive director of Sino-i Technology Limited and Nan Hai Corporation Limited. All of the aforesaid companies are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Lam does not hold other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Lam graduated from the University of Oregon in the United States of America with a Bachelor of Business Administration degree in 1974. He has substantial experience in property development and investment in China, having been actively involved in this industry since the mid-1980's. Mr. Lam has served on the boards of listed companies in Hong Kong for over 10 years.

Mr. Lam does not have a service contract with the Company. However, in accordance with the provisions of the Articles of Association, Mr. Lam will be subject to retirement from office as director by rotation once every three years if re-elected at the AGM and will also be eligible for re-election at future AGMs. Mr. Lam presently receives from the Company an annual director's fee of HK\$250,000 and he also receives from LSD, a subsidiary of the Company, an annual director's fee of HK\$250,000 in acting as the independent non-executive director of LSD.

INDEPENDENT NON-EXECUTIVE DIRECTORS (CONTINUED)

Save as his directorship disclosed above, Mr. Lam does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this annual report, Mr. Lam does not have any interests or short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Please also refer to the Note at the end of this section of “Biographical Details of Directors and Senior Management”.

Mr. Leung Shu Yin, William, aged 65, was appointed an Independent Non-executive Director in July 2002 and is the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Mr. Leung is also an independent non-executive director of LSD, CGL and Mainland Headwear Holdings Limited. All of the aforesaid companies are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Leung does not hold other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Leung is a certified public accountant, a member of the Hong Kong Securities and Investment Institute and a fellow of both the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. Mr. Leung is a practising director of two certified public accountants' firms in Hong Kong.

Mr. Leung does not have a service contract with the Company. However, in accordance with the provisions of the Articles of Association, Mr. Leung will be subject to retirement from office as director by rotation once every three years if re-elected at the AGM and will also be eligible for re-election at future AGMs. Mr. Leung presently receives from the Company an annual director's fee of HK\$250,000 and he also receives from LSD, a subsidiary of the Company, an annual director's fee of HK\$250,000 in acting as the independent non-executive director of LSD.

Save as his directorship disclosed above, Mr. Leung does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this annual report, Mr. Leung does not have any interests or short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Please also refer to the Note at the end of this section of “Biographical Details of Directors and Senior Management”.

Biographical Details of Directors and Senior Management

SENIOR MANAGEMENT

Mr. Yip Chai Tuck, aged 40, has been appointed Chief Executive Officer in August 2013. He is also an executive director of eSun and MAGH. Mr. Yip has extensive experience in corporate advisory, business development and investment banking. Prior to joining the Lai Sun Group, he was a Managing Director of Goldman Sachs and Head of Mergers and Acquisitions ("**M&A**") for China. He also worked for PCCW Limited, a Hong Kong listed company, as Vice President of Ventures and M&A, responsible for strategic investments and M&A transactions.

Mr. Yip graduated from Macquarie University, Australia with a Bachelor of Commerce (Accounting) and obtained his Master degree in Applied Finance and Investments from the Financial Services Institute of Australia, where he is also a fellow member.

Note:

*Dr. Lam Kin Ming, Mr. Lam Bing Kwan and Mr. Leung Shu Yin, William ("**Retiring Directors**") will retire as directors at the forthcoming AGM. Being eligible, they offer themselves for re-election respectively thereat. For the purpose of each of the Retiring Directors' re-election thereat in accordance with the Articles of Association, save as disclosed above, there are no other matters which need to be brought to the attention of the shareholders of the Company, and there is no information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of The Rules Governing the Listing of Securities on the Stock Exchange.*

Report of the Directors

The directors of the Company ("**Directors**") present their report and the audited consolidated financial statements of the Company and its subsidiaries (together, "**Group**") for the year ended 31 July 2014 ("**Year**").

PRINCIPAL ACTIVITIES

During the Year, the principal activities of the Group consisted of property development, property investment, investment in and operation of hotels and restaurants and investment holding.

RESULTS AND DIVIDENDS

Details of the consolidated profit of the Company for the Year and the state of affairs of the Company and of the Group as at 31 July 2014 are set out in the financial statements and their accompanying notes on pages 69 to 167.

No interim dividend was paid or declared during the Year (2013: Nil).

The Directors have resolved to recommend a final dividend of HK1.10 cents per share in respect of the financial year ended 31 July 2014 to shareholders of the Company ("**Shareholders**") whose names appear on the Register of Members of the Company on Friday, 19 December 2014.

The Directors propose that Shareholders be given the option 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 9 December 2014; and (2) The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") 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 scrip dividend on or about Tuesday, 30 December, 2014. It is expected that the final dividend warrants and share certificates for the scrip dividend will be despatched to Shareholders on or about Friday, 30 January 2015.

DIRECTORS

The Directors who were in office during the Year and those as at the date of this Report are named as follows:

Executive Directors ("**EDs**")

Lam Kin Ming (*Chairman*)
Lam Kin Ngok, Peter (*Deputy Chairman*)
Chew Fook Aun (*Deputy Chairman*)
Lam Hau Yin, Lester
(*also alternate Director to U Po Chu*)
Lam Kin Hong, Matthew
U Po Chu

Independent Non-executive Directors ("**INEDs**")

Chow Bing Chiu
Lam Bing Kwan
Leung Shu Yin, William

Report of the Directors

DIRECTORS (CONTINUED)

In accordance with Article 102 of the Company's Articles of Association and code provision A.4.2 of the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**"), Dr. Lam Kin Ming, Mr. Lam Bing Kwan and Mr. Leung Shu Yin, William ("**Retiring Directors**"), respectively will retire by rotation at the forthcoming annual general meeting of the Company ("**AGM**"). Being eligible, they offer themselves for re-election.

Details of the Retiring Directors proposed for re-election required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in the "Biographical Details of Directors and Senior Management" of this Annual Report and the section headed "Directors' Interests" of this Report below.

All Retiring Directors have confirmed that there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical particulars of the existing Directors and senior management are set out on pages 43 to 48 of this Annual Report. Directors' other particulars are contained elsewhere in this Report and this Annual Report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming AGM has an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN SIGNIFICANT CONTRACTS

Save as disclosed in note 5 to the financial statements headed "Related Party Transactions" and the section headed "Continuing Connected Transactions" of this Report below, no Director had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Year.

CONTROLLING SHAREHOLDER'S INTERESTS IN SIGNIFICANT CONTRACTS

Save as disclosed in note 5 to the financial statements headed "Related Party Transactions" and the section headed "Continuing Connected Transactions" of this Report below, at no time during the Year had the Company or any of its subsidiaries, and the controlling shareholder (as defined by the Listing Rules) or any of its subsidiaries entered into any contract of significance or any contract of significance for the provision of services by the controlling shareholder or any of its subsidiaries to the Company or any of its subsidiaries.

CONTINUING CONNECTED TRANSACTIONS

Lai Sun Development Company Limited (“**LSD**”) is a subsidiary of the Company. Certain Continuing Connected Transactions (“**CCTs**”) of LSD have constituted CCTs of the Company.

LSD has certain CCTs (as defined by the Listing Rules) during the Year, brief particular of which is as follows:

Mass Energy Limited Tenancy Agreement

As reported in the annual report of the Company for the year ended 31 July 2013, LSD announced on 13 January 2012, Winfield Properties Limited (“**Winfield Properties**”), a wholly-owned subsidiary of LSD, as tenant entered into a tenancy agreement (“**Tenancy Agreement**”) with Mass Energy Limited (“**Mass Energy**”) as landlord for the lease of certain car-parking spaces (“**Carpark**”) of Crocodile Center, 79 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong, for a term of 24 months from 1 December 2011 to 30 November 2013 at a basic rent of HK\$120,000 per month or at a turnover rent being the amount of 52% of the monthly turnover of Winfield Properties’ business carried on at the Carpark, whichever is higher.

LSD also announced on 17 September 2012 that the cap amount for the period from 1 August 2013 to 30 November 2013 had been revised from HK\$652,000 to HK\$812,000.

The Company and LSD further announced on 2 December 2013 that Winfield Properties as tenant entered into an offer to lease on 30 November 2013 (“**Offer to Lease**”) with Mass Energy as landlord for the lease of the Carpark for a term of 24 months from 1 December 2013 to 30 November 2015 at a basic rent of HK\$140,000 per month or at a turnover rent being amount of 52% of the monthly turnover of Winfield Properties’ business carried on at the Carpark, whichever is higher.

The cap amount for the period from 1 December 2013 to 31 July 2014, for the year ending 31 July 2015 and for the period from 1 August 2015 to 30 November 2015 had been determined at HK\$1,952,000, HK\$3,072,000 and HK\$1,076,000, respectively. Therefore, the cap amount for the period from 1 August 2013 to 31 July 2014 is HK\$2,764,000.

Mass Energy is owned as to 50% each by the Company and Crocodile Garments Limited (“**CGL**”). CGL is a connected person of the Company. Mass Energy is, therefore, an associate of the connected persons of the Company, and the Tenancy Agreement and the Offer to Lease constituted CCT for the Company under the Listing Rules.

There have been no changes to the terms of the Tenancy Agreement and Offer to Lease mentioned above.

The CCT listed above has been reviewed by the INEDs of the Company who have confirmed that the transaction had been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

Report of the Directors

CONTINUING CONNECTED TRANSACTIONS (CONTINUED)

Ernst & Young, Certified Public Accountants (“**Ernst & Young**”), the Company’s independent auditors, were engaged to report on the CCTs of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagement 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 Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants, Ernst & Young have issued a letter to the Board (with a copy provided to the Stock Exchange) in accordance with Rule 14A.56 of the Listing Rules and confirming that nothing has come to their attention that causes them to believe that the CCTs:

- (i) have not been approved by the Board;
- (ii) were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve provision of goods or services by the Group;
- (iii) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and
- (iv) have exceeded the cap.

DIRECTORS’ INTERESTS IN COMPETING BUSINESSES

During the Year and up to the date of this Annual Report, the following Directors are considered to have interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules:

Dr. Lam Kin Ming, Dr. Lam Kin Ngok, Peter, Mr. Chew Fook Aun, Mr. Lam Kin Hong, Matthew, Mr. Lam Hau Yin, Lester and Madam U Po Chu (together, “**Interested Directors**”) held shareholding or other interests and/or directorships in companies/entities engaged in the businesses of property investment and development in Hong Kong and Mainland China, including LSD and CGL.

Dr. Lam Kin Ngok, Peter held shareholding or other interests and/or directorships in companies or entities engaged in the business of investment in and operation of restaurants in Hong Kong.

Dr. Lam Kin Ming held shareholding or other interests and/or directorships in companies or entities engaged in the production of pop concerts, music production and distribution and management of artistes.

The Directors do not consider the interests held by the Interested Directors to be competing in practice with the relevant business of the Group in view of:

- 1. different locations and different uses of the properties owned by the above companies and those of the Group; and
- 2. different target customers of the restaurant operations, the concerts and albums of the above companies and those of the Group.

In addition, the Board is independent from the boards of directors/governing committees of the aforesaid companies/entities and none of the Interested Directors can personally control the Board. Further, each of the Interested Directors is fully aware of, and has been discharging, his/her fiduciary duty to the Company and has acted and will continue to act in the best interest of the Company and its Shareholders as a whole. Therefore, the Group is capable of carrying on its businesses independently of, and at arm’s length from, the businesses of such companies/entities.

ARRANGEMENT FOR DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Share Option Scheme" and "Directors' Interests" of this Report and note 33 to the financial statements, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable a Director to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SHARE OPTION SCHEME

The Company adopted a share option scheme ("**Share Option Scheme**") on 22 December 2006 for the purpose of providing incentives to, rewarding, remunerating, compensating and/or providing benefits to the Eligible Employees (as defined in the Share Option Scheme) of the Company. A share option comprising a total of 16,174,234 underlying shares in the Company has been granted to Mr. Chew Fook Aun, a Deputy Chairman and an ED, on 5 June 2012 under the Share Option Scheme. The closing price of the Company's shares immediately before the above date of grant of share option was HK\$0.56 per share. A share option comprising a total of 1,617,423 underlying shares and 16,174,234 underlying shares in the Company have been granted to Dr. Lam Kin Ngok, Peter, a Deputy chairman and an ED, and Mr. Lam Hau Yin, Lester, an ED, on 18 January 2013 respectively. The closing price of the Company's shares immediately before the above date of grant of share option was HK\$1.38 per share.

The exercise price of and the number of Shares entitled to be subscribed for under the outstanding share options of the aforesaid Directors have been adjusted following the completion of 4-for-25 rights issue of the Company ("**Rights Issue**") on 7 February 2014 as follows:

| Name of Director | Adjusted number of Share Options after the Rights Issue | Adjusted exercise price per Share after the Rights Issue |
|---------------------|---|--|
| Lam Kin Ngok, Peter | 1,876,211 | 1.21 |
| Chew Fook Aun | 18,762,111 | 0.501 |
| Lam Hau Yin, Lester | 18,762,111 | 1.21 |

LSD adopted a share option scheme ("**LSD Share Option Scheme**") on 22 December 2006 for the purpose of providing incentives to, rewarding, remunerating, compensating and/or providing benefits to the Eligible Employees (as defined in the LSD Share Option Scheme) of LSD. A share option comprising a total of 200,628,932 underlying shares in LSD has been granted to Mr. Chew Fook Aun, the deputy chairman and an executive director of LSD, on 5 June 2012 under the LSD Share Option Scheme. The closing price of LSD's shares immediately before the above date of grant of share option was HK\$0.109 per share. A share option comprising a total of 20,062,893 underlying shares, 100,314,466 underlying shares and 200,628,932 underlying shares in LSD have been granted to Dr. Lam Kin Ngok, Peter, the chairman and executive director of LSD, Mr. Lau Shu Yan, Julius, an executive director and chief executive officer of LSD, Mr. Lam Hau Yin, Lester, an executive director of LSD on 18 January 2013 respectively. The closing price of the LSD's shares immediately before the above date of grant of share option was HK\$0.325 per share.

Details of the Share Option Scheme and the LSD Share Option Scheme, both commenced with effect from 29 December 2006, are set out in note 33 to the financial statements.

Report of the Directors

DIRECTORS' INTERESTS

The following Directors and chief executive of the Company who held office on 31 July 2014 and their respective close associates (as defined in the Listing Rules) were interested, or were deemed to be interested in the following interest or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (“SFO”)) on that date (a) as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions if any, which they were taken or deemed to have under such provisions of the SFO); or (b) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO (“Register of Directors and Chief Executive”); or (c) as otherwise notified to the Company and the Stock Exchange, pursuant to the Code of Practice for Securities Transactions by Directors and Designated Employees adopted by the Company (“Securities Code”); or (d) as known by the Directors:

(a) The Company

Long positions in the ordinary shares of the Company (“Shares”) and the underlying Shares

| Name of Director | Capacity | Personal interests | Family interests | Corporate interests | Other interests | Total interests | Approximate % of total interests to total issued Shares |
|---------------------|--|--------------------|------------------|-------------------------|-------------------------------|-----------------|---|
| Lam Kin Ngok, Peter | Beneficial owner/ Owner of controlled corporation | 237,464,979 | Nil | 562,590,430 (Note 1) | 1,876,211 (Notes 2 and 5) | 801,931,620 | 42.74% |
| Lam Kin Ming | Beneficial owner | 5,008,263 | Nil | Nil | Nil | 5,008,263 | 0.27% |
| Chew Fook Aun | Beneficial owner | Nil | Nil | Nil | 18,762,111 (Notes 3 and 5) | 18,762,111 | 1.00% |
| U Po Chu | Beneficial owner | 4,127,625 | Nil | Nil | Nil | 4,127,625 | 0.22% |
| Lam Hau Yin, Lester | Beneficial owner | 60,623,968 | Nil | Nil | 18,762,111 (Notes 4 and 5) | 79,386,079 | 4.23% |

DIRECTORS' INTERESTS (CONTINUED)

(a) The Company (continued)

Notes:

- (1) Dr. Lam Kin Ngok, Peter was deemed to be interested in 562,590,430 Shares (representing approximately 29.99% of the Company's issued share capital as enlarged by the Rights Issue on 7 February 2014) by virtue of his 100% interest in the issued share capital of Wisdoman Limited which directly owned 562,590,430 Shares in the Company.
- (2) A share option comprising a total of 1,617,423 underlying Shares in the Company had been granted to Dr. Lam Kin Ngok, Peter at an exercise price of HK\$1.41 per Share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.
- (3) A share option comprising a total of 16,174,234 underlying Shares in the Company had been granted to Mr. Chew Fook Aun at an exercise price of HK\$0.582 per Share on 5 June 2012 and is exercisable during the period from 5 June 2012 to 4 June 2022.
- (4) A share option comprising a total of 16,174,234 underlying Shares in the Company had been granted to Mr. Lam Hau Yin, Lester at an exercise price of HK\$1.41 per Share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.
- (5) On 7 February 2014, the exercise price of and the number of Shares entitled to be subscribed for under the outstanding share options of the following Directors have been adjusted in the following manner following the completion of Rights Issue of the Company.

| Name of Director | Number of share options before the Rights Issue | Exercise price per Share prior to the Rights Issue | Adjusted number of share options after the Rights Issue | Adjusted exercise price per Share after the Rights Issue |
|---------------------|---|--|---|--|
| Lam Kin Ngok, Peter | 1,617,423 | 1.41 | 1,876,211 | 1.21 |
| Chew Fook Aun | 16,174,234 | 0.582 | 18,762,111 | 0.501 |
| Lam Hau Yin, Lester | 16,174,234 | 1.41 | 18,762,111 | 1.21 |

Report of the Directors

DIRECTORS' INTERESTS (CONTINUED)

(b) Associated Corporations

- (i) Lai Sun Development Company Limited (“LSD”) — a subsidiary of the Company (since 30 September 2010)

Long positions in the ordinary shares and the underlying shares in LSD

| Name of Director | Capacity | Personal interests | Family interests | Corporate interests | Other interests | Total interests | Approximate % of total interests to total issued shares |
|----------------------|---|--------------------|------------------|----------------------------|-------------------------|-----------------|---|
| Lam Kin Ngok, Peter | Beneficial owner/ Owner of controlled corporations | 14,307,745 | Nil | 10,425,699,353 (Note 1) | 20,062,893 (Note 2) | 10,460,069,991 | 52.14% |
| Chew Fook Aun | Beneficial owner | Nil | Nil | Nil | 200,628,932 (Note 3) | 200,628,932 | 1.00% |
| U Po Chu (Note 5) | Beneficial owner | 897,316 | Nil | Nil | Nil | 897,316 | 0.004% |
| Lam Hau Yin, Lester | Beneficial owner | Nil | Nil | Nil | 200,628,932 (Note 4) | 200,628,932 | 1.00% |

Notes:

- (1) *The Company and two of its wholly-owned subsidiaries, namely Joy Mind Limited and Zimba International Limited, beneficially owned in aggregate 10,425,699,353 shares in LSD, representing approximately 51.97% of the issued share capital of LSD. As such, Dr. Lam Kin Ngok, Peter was deemed to be interested in the same 10,425,699,353 shares in LSD (representing approximately 51.97% of LSD's issued share capital) by virtue of, in aggregate, his personal and deemed interests of approximately 42.74% in the issued share capital of the Company.*

The 10,425,699,353 shares in LSD (51.97%) were pledged as security by the Company pursuant to its 7.70% secured guaranteed notes due 2018 under a share charge dated 24 July 2014.

- (2) *A share option comprising a total of 20,062,893 underlying shares in LSD had been granted to Dr. Lam Kin Ngok, Peter at an exercise price of HK\$0.335 per share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.*
- (3) *A share option comprising a total of 200,628,932 underlying shares in LSD had been granted to Mr. Chew Fook Aun at an exercise price of HK\$0.112 per share on 5 June 2012 and is exercisable during the period from 5 June 2012 to 4 June 2022.*
- (4) *A share option comprising a total of 200,628,932 underlying shares in LSD had been granted to Mr. Lam Hau Yin, Lester at an exercise price of HK\$0.335 per share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.*
- (5) *Madam U Po Chu is the widow of the late Mr. Lim Por Yen whose estate includes an interest of 197,859,550 shares in LSD, representing approximately 0.99% of the issued share capital of LSD.*

DIRECTORS' INTERESTS (CONTINUED)

(b) Associated Corporations (continued)

- (ii) eSun Holdings Limited (“eSun”) — an associate of LSD

Long positions in the ordinary shares of HK\$0.50 each and the underlying shares in eSun

| Name of Director | Capacity | Personal interests | Family interests | Corporate interests | Other interests | Total interests | Approximate % of total interests to total issued shares |
|---------------------------------|---|--------------------|------------------|-------------------------|------------------------|-----------------|---|
| Lam Kin Ngok, Peter (Note 5) | Beneficial owner/ Owner of controlled corporations | 2,794,443 | Nil | 521,204,186 (Note 1) | 1,243,212 (Note 2) | 525,241,841 | 42.25% |
| Chew Fook Aun | Beneficial owner | Nil | Nil | Nil | 6,216,060 (Note 3) | 6,216,060 | 0.50% |
| Lam Hau Yin, Lester | Beneficial owner | 2,794,443 | Nil | Nil | 12,432,121 (Note 4) | 15,226,564 | 1.22% |

Notes:

- (1) The Company was interested in 10,425,699,353 shares in LSD, representing approximately 51.97% of the issued share capital of LSD. Transtrend Holdings Limited, a wholly-owned subsidiary of LSD, was interested in 521,204,186 shares in eSun, representing approximately 41.92% of the issued share capital of eSun. As such, Dr. Lam Kin Ngok, Peter was deemed to be interested in the same 521,204,186 shares in eSun (representing approximately 41.92% of eSun's issued share capital) by virtue of, in aggregate, his personal and deemed interests of approximately 42.74% and 52.14% in the issued share capital of the Company and LSD, respectively.
- (2) A share option comprising a total of 1,243,212 underlying shares in eSun had been granted to Dr. Lam Kin Ngok, Peter at an exercise price of HK\$1.612 per share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.
- (3) A share option comprising a total of 6,216,060 underlying shares in eSun had been granted to Mr. Chew Fook Aun at an exercise price of HK\$0.92 per share on 5 June 2012 and is exercisable during the period from 5 June 2012 to 4 June 2022.
- (4) A share option comprising a total of 12,432,121 underlying shares in eSun had been granted to Mr. Lam Hau Yin, Lester at an exercise price of HK\$1.612 per share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.
- (5) Dr. Lam Kin Ngok, Peter resigned as an executive director of eSun with effect from 14 February 2014.

Report of the Directors

DIRECTORS' INTERESTS (CONTINUED)

(b) Associated Corporations (continued)

(iii) Lai Fung Holdings Limited (“Lai Fung”) — a subsidiary of eSun (since 11 June 2012)

Long positions in the ordinary shares of HK\$0.10 each and the underlying shares in Lai Fung

| Name of Director | Capacity | Personal interests | Family interests | Corporate interests | Other interests | Total interests | Approximate % of total interests to total issued shares |
|---------------------------------|---|--------------------|------------------|---------------------------|-------------------------|-----------------|---|
| Lam Kin Ngok, Peter (Note 6) | Beneficial owner/ Owner of controlled corporations | Nil | Nil | 8,274,270,422 (Note 1) | 16,095,912 (Note 3) | 8,290,366,334 | 51.49% |
| Chew Fook Aun | Beneficial owner | Nil | Nil | Nil | 80,479,564 (Note 4) | 80,479,564 | 0.50% |
| Lam Hau Yin, Lester | Beneficial owner | Nil | Nil | Nil | 160,959,129 (Note 5) | 160,959,129 | 1.00% |

Notes:

(1) These interests in Lai Fung were the shares beneficially owned by Merit Worth Limited (4,385,231,724 shares) and Silver Glory Securities Limited (3,889,038,698 shares), the latter two companies being wholly-owned subsidiaries of eSun, representing approximately 51.39% of the issued share capital of Lai Fung. eSun is owned as to approximately 41.92% by LSD which in turn is owned as to approximately 51.97% by the Company. As such, Dr. Lam Kin Ngok, Peter was deemed to be interested in the same 8,274,270,422 shares in Lai Fung (representing approximately 51.39% of Lai Fung's issued share capital) by virtue of, in aggregate, his personal and deemed interests of approximately 42.25% in eSun.

The 8,274,270,422 shares in Lai Fung (51.39%) were pledged as security by eSun pursuant to its 8.375% secured guaranteed notes due 2018 under a share charge dated 24 June 2014.

(2) A share option scheme was adopted by Lai Fung on 21 August 2003 and commenced with effect from 28 August 2003 and remains in force for a period of 10 years (“Old Scheme”). A new share option scheme was adopted by Lai Fung on 18 December 2012 and commenced with effect from 20 December 2012 and remains in force for a period of 10 years (“New Scheme”).

(3) A share option comprising a total of 16,095,912 underlying shares in Lai Fung had been granted to Dr. Lam Kin Ngok, Peter under the New Scheme at an exercise price of HK\$0.228 per share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.

(4) A share option comprising a total of 80,479,564 underlying shares in Lai Fung had been granted to Mr. Chew Fook Aun under the Old Scheme at an exercise price of HK\$0.133 per share on 12 June 2012 and is exercisable during the period from 12 June 2012 to 11 June 2020.

(5) A share option comprising a total of 160,959,129 underlying shares in Lai Fung had been granted to Mr. Lam Hau Yin, Lester under the New Scheme at an exercise price of HK\$0.228 per share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.

(6) Dr. Lam Kin Ngok, Peter stepped down as the chairman of the board of directors and an executive director of Lai Fung with effect from 1 November 2012.

DIRECTORS' INTERESTS (CONTINUED)

(b) Associated Corporations (continued)

- (iii) Lai Fung Holdings Limited (“**Lai Fung**”) — a subsidiary of eSun (since 11 June 2012) (continued)

Long positions in the 6.875% Senior Notes due 2018 issued by Lai Fung (“6.875% Senior Notes”)

| Name of Director | Capacity | Nature of interests | Principal amount |
|-----------------------|----------------------------------|---------------------|------------------|
| Lam Kin Hong, Matthew | Owner of controlled corporations | Corporate (Note) | CNY23,600,000 |

Note:

The 6.875% Senior Notes are held by Tai Fu Holdings Limited, the entire issued share capital of which is beneficially owned by Mr. Lam Kin Hong, Matthew and his spouse.

- (iv) Media Asia Group Holdings Limited (“**MAGH**”) — a subsidiary of eSun (since 9 June 2011)

Long position in the ordinary shares of HK\$0.01 each and underlying shares in MAGH

| Name of Director | Capacity | Number of ordinary shares held | Number of underlying shares held | Deemed interest pursuant to section 317 of the SFO | Total no. of issued shares, underlying shares and deemed interest pursuant to section 317 of the SFO | Approximate % of total interests to total issued shares |
|---------------------|----------------------------------|--------------------------------|----------------------------------|--|--|---|
| Lam Kin Ngok, Peter | Owner of controlled corporations | 842,675,225 (Note 1) | 79,596,050 (Note 2) | 252,250,000 (Note 3) | 1,174,521,275 | 87.66% |

Report of the Directors

DIRECTORS' INTERESTS (CONTINUED)

(b) Associated Corporations (continued)

- (iv) Media Asia Group Holdings Limited (“MAGH”) — a subsidiary of eSun (since 9 June 2011) (continued)

Notes:

- (1) *These interests in MAGH represented the shares beneficially owned by Perfect Sky Holdings Limited (“Perfect Sky”), a wholly-owned subsidiary of eSun, representing approximately 62.89% of the issued share capital of MAGH. eSun is owned as to approximately 41.92% by LSD which in turn is owned as to approximately 51.97% by the Company. As the Company is approximately 12.75% owned by Dr. Lam Kin Ngok, Peter and approximately 29.99% owned by Wisdoman Limited which is in turn 100% beneficially owned by Dr. Lam Kin Ngok, Peter, he was deemed to be interested in the said 842,675,225 shares in MAGH.*

The 842,675,225 shares in MAGH (62.89%) held by Perfect Sky were pledged as security by eSun pursuant to its 8.375% secured guaranteed notes due 2018 under a share charge dated 24 June 2014.

- (2) *By virtue of Dr. Lam Kin Ngok, Peter’s interests through the controlled corporations described in Note (1) above, he was also deemed to be interested in the 79,596,050 underlying shares of MAGH comprised in the convertible notes issued to Perfect Sky by MAGH on 9 June 2012 (“Second Completion Convertible Notes”).*
- (3) *These shares (132,250,000 shares and 120,000,000 underlying shares comprised in the Second Completion Convertible Notes) are held by concert parties of Perfect Sky. Dr. Lam Kin Ngok, Peter was deemed to be interested in these shares by virtue of the fact that Perfect Sky was deemed to have an interest in these shares pursuant to section 317 of the SFO.*

Save as disclosed above, as at 31 July 2014, none of the Directors and the chief executive of the Company and their respective close associates was interested or was deemed to be interested in the long and short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations, which were required to be notified to the Company and the Stock Exchange under the SFO, recorded in the Register of Directors and Chief Executive, or notified under the Securities Code or otherwise known by the Directors.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at 31 July 2014, so far as it is known by or otherwise notified by any Director or the chief executive of the Company, the particulars of the corporations or individuals, one being Director of the Company, who had 5% or more interests in the following long positions in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept under section 336 of the SFO (“Register of Shareholders”) or were entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company (“Voting Entitlements”) (i.e. within the meaning of substantial shareholders of the Listing Rules) were as follows:

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS (CONTINUED)

Long positions in the Shares of the Company

| Name | Capacity | Nature of interests | Number of Shares | Approximate % of Shares in issue |
|--|--------------------|------------------------|----------------------------|----------------------------------|
| Substantial Shareholders | | | | |
| Lam Kin Ngok, Peter (Note 1) | Beneficial owner | Personal and corporate | 801,931,620 (Note 2) | 42.74% |
| Wisdoman Limited | Beneficial owner | Corporate | 562,590,430 (Notes 1&2) | 29.99% |
| Third Avenue Management LLC | Investment manager | Corporate | 279,358,958 (Note 3) | 14.89% |
| Third Avenue Management LLC, on behalf of the Third Avenue Value Fund | Beneficial owner | Corporate | 187,582,420 (Note 3) | 10.00% |
| Other Persons | | | | |
| Yu Cheuk Yi | Beneficial owner | Personal | 126,238,360 (Note 4) | 6.73% |
| Yu Siu Yuk | Beneficial owner | Personal | 126,238,360 (Note 4) | 6.73% |
| Dalton Investments LLC | Investment manager | Corporate | 113,041,195 | 6.02% |

Notes:

- (1) Dr. Lam Kin Ngok, Peter, Director of the Company, is also director of Wisdoman Limited.
- (2) Dr. Lam Kin Ngok, Peter was deemed to be interested in 562,590,430 Shares of the Company owned by Wisdoman Limited by virtue of his 100% interests in the issued share capital of Wisdoman Limited.
- (3) Third Avenue Management LLC held 279,358,958 Shares of the Company, of which Third Avenue Management LLC, on behalf of the Third Avenue Value Fund held 187,582,420 Shares of the Company. Subsequent to 31 July 2014 and as at the date of this Report, the shareholding of Third Avenue Management LLC has decreased to 243,355,958 Shares (representing approximately 12.97% of the issued share capital of the Company), of which Third Avenue Management LLC, on behalf of the Third Avenue Value Fund held 157,226,880 Shares (representing approximately 8.38% of the issued share capital of the Company).
- (4) Mr. Yu Cheuk Yi and Ms. Yu Siu Yuk were both taken to be interested in the same 126,238,360 Shares of the Company, which were held jointly by them. Subsequent to 31 July 2014 and as at the date of this Report, the shareholding of Mr. Yu Cheuk Yi and Ms. Yu Siu Yuk has increased to 152,691,360 Shares (representing approximately 8.14% of the issued share capital of the Company).

Save as disclosed above, the Directors are not aware of any other corporation or individual (other than a Director or the chief executive of the Company) who, as at 31 July 2014, had the Voting Entitlements or 5% or more interests or short positions in the Shares or underlying Shares of the Company as recorded in the Register of Shareholders.

Report of the Directors

PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND PROPERTIES UNDER DEVELOPMENT FOR SALE

Details of the movements in the property, plant and equipment, investment properties and properties under development for sale of the Company and the Group during the Year are set out in notes 15, 17 and 18 to the financial statements, respectively. Further details of the Group's investment properties and properties under development for sale are set out in the "Particulars of Major Properties" of this Annual Report.

SHARE CAPITAL

Details of the movement in the share capital of the Company during the Year are set out in note 32 to the financial statements.

RESERVES

Details of the movements in the reserves of the Group and the Company during the Year are set out in consolidated statement of changes in equity and note 34 to the financial statements, respectively.

DISTRIBUTABLE RESERVES

At 31 July 2014, the Company had reserves available for distribution to Shareholders amounted to approximately HK\$56,174,000.

PRINCIPAL SUBSIDIARIES

Particulars of the Company's and LSD's principal subsidiaries as at 31 July 2014 are set out in note 19 to the financial statements.

CHARITABLE CONTRIBUTIONS

During the Year, the Group made charitable contributions totaling HK\$3,914,000.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results, assets, liabilities and non-controlling interests of the Group for the last five financial years is set out in the Financial Summary of this Annual Report on pages 20 and 21.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group's five largest customers accounted for less than 30% of the Group's total sales for the Year.

During the Year, the Group's purchases from its five largest suppliers accounted for less than 30% of the Group's total purchases.

None of the Directors or any of their close associates or any Shareholders, which to the best knowledge of the Directors, own more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest suppliers.

DISCLOSURE PURSUANT TO PARAGRAPH 13.21 OF CHAPTER 13 OF THE LISTING RULES

The Company

On 21 December 2012, the Company entered into a facility agreement (“**LSG Facility Agreement**”) related to a term loan and revolving credit facility of up to HK\$800 million (“**LSG Facility**”) to be made available to the Company, as borrower, for a period of up to three years commencing 21 December 2012 (“**LSG Facility Period**”).

Pursuant to the LSG Facility Agreement, the Company has undertaken to procure that Dr. Lam Kin Ngok, Peter and his family, will, at all times during the LSG Facility Period, remain as the single largest shareholder of the Company (directly or indirectly) and will maintain control over the management of the Company.

At 31 July 2014, the outstanding loan balance of the LSG Facility amounted to approximately HK\$326,000,000.

LSD

On 26 October 2012, LSD entered into a facility agreement related to a term loan and revolving credit facility of up to HK\$2,200 million to be made available to LSD, as borrower, for a period of up to three years commencing 26 October 2012. At 31 July 2014, the outstanding loan balance of this facility amounted to approximately HK\$995,500,000.

Subsequent to the year end, LSD entered into another facility agreement related to a term loan facility of GBP48,480,000 to be made available to a wholly-owned subsidiary of LSD, as borrower, for a period of five years up to 6 August 2019.

Pursuant to the above agreements, LSD has undertaken to procure that Dr. Lam Kin Ngok, Peter and his family, will, at all times during the relevant facility periods, remain as the single largest shareholder of LSD (directly or indirectly) and will maintain control over the management of LSD.

DISCLOSURE PURSUANT TO PARAGRAPH 13.22 OF CHAPTER 13 OF THE LISTING RULES

Financial assistance and guarantees to affiliated companies

As at 31 July 2014, the aggregate amount of financial assistance and guarantee given for facilities granted to affiliated companies has exceeded the assets ratio of 8% under the Listing Rules.

In compliance with paragraph 13.22 of Chapter 13 of the Listing Rules, the pro forma combined statement of financial position of the affiliated companies as at 31 July 2014 is disclosed as follows:

Report of the Directors

DISCLOSURE PURSUANT TO PARAGRAPH 13.22 OF CHAPTER 13 OF THE LISTING RULES (CONTINUED)

Financial assistance and guarantees to affiliated companies (continued)

| | HK\$'000 |
|--|-------------------|
| Property, plant and equipment | 3,224,541 |
| Properties under development | 906,899 |
| Investment property under construction | 5,150,294 |
| Investment properties | 15,755,918 |
| Film rights | 37,360 |
| Film products | 80,298 |
| Music catalogs | 16,371 |
| Goodwill | 123,440 |
| Interests in associates | 56,080 |
| Interests in joint ventures | 1,136,546 |
| Available-for-sale investments | 154,553 |
| Deposits, prepayments and other receivables | 156,124 |
| Deferred tax assets | 9,562 |
| Deferred rental benefits | 84,609 |
| Pledged bank balances | 368,434 |
| Amounts due from shareholders | 9,460 |
| Net current assets | 4,773,165 |
| Total assets less current liabilities | 32,043,654 |
| NON-CURRENT LIABILITIES | |
| Long term deposits received | 158,641 |
| Long term borrowings | 2,774,892 |
| Guaranteed notes, secured | 794,589 |
| Fixed rate senior notes | 2,232,738 |
| Derivative financial instruments | 25,162 |
| Deferred tax liabilities | 2,651,221 |
| Deferred income | 48,885 |
| Amounts due to shareholders | 5,788,440 |
| | 14,474,568 |
| | 17,569,086 |
| CAPITAL AND RESERVES | |
| Issued capital | 646,875 |
| Share premium account | 4,230,797 |
| Contributed surplus | 891,289 |
| Investment revaluation reserve | 14,555 |
| Share option reserve | 14,876 |
| Hedging reserve | (2,225) |
| Exchange reserve | 194,720 |
| Other reserve | 662,373 |
| Accumulated profits | 3,256,154 |
| | 9,909,414 |
| Non-controlling interests | 7,659,672 |
| | 17,569,086 |

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Year, the Company did not redeem any of its Shares listed and traded on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such Shares.

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the issued Shares were held by the public (i.e. the prescribed public float applicable to the Company under the Listing Rules) during the Year and up to the date of this Report.

CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report of this Annual Report on pages 26 to 42.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the INEDs in writing an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all the INEDs to be independent.

REVIEW BY AUDIT COMMITTEE

The Audit committee of the Company currently comprises three members, namely Messrs. Chow Bing Chiu, Lam Bing Kwan and Leung Shu Yin, William, all INEDs of the Company. The Audit Committee has reviewed with the management the audited consolidated financial statements of the Company for the Year.

INDEPENDENT AUDITORS

The consolidated financial statements of the Company for the Year have been audited by Ernst & Young, which will retire and being eligible, offer themselves for re-appointment at the forthcoming AGM. Having approved by the Board upon the Audit Committee's recommendation, a resolution for the re-appointment of Ernst & Young as independent auditors of the Company for the ensuing year will be put to the forthcoming AGM for Shareholders' approval.

On behalf of the Board

Lam Kin Ming

Chairman

Hong Kong

16 October 2014

Shareholders' Information

KEY DATES

Shareholders and investors are advised to note the following key dates of the Company and take appropriate action:

| For Financial Year 2013/2014 | |
|--|--|
| Annual results announcement | 16 October 2014 |
| Latest time and date for lodging transfer documents with share registrar (" Registrar ") to ascertain entitlement to attending and voting at the 2014 annual general meeting (" AGM ") | 4:30 p.m. on 4 December 2014 |
| 2014 AGM | 9 December 2014 |
| Dividend ex-entitlement for shares | 16 December 2014 |
| Closure of register of members for final dividend entitlement | 18 to 19 December 2014 (both dates inclusive) |
| Record date for final dividend entitlement | 19 December 2014 |
| Latest time and date for lodging form of election for scrip dividend with the Registrar | 4:30 p.m. on 20 January 2015 |
| Proposed final dividend of HK1.10 cents per share | |
| Payable | 30 January 2015 |
| Scrip share certificate despatch | 30 January 2015 |

| For Financial Year 2014/2015 | |
|------------------------------|------------------------------|
| Interim results announcement | on or before 31 March 2015 |
| Annual results announcement | on or before 31 October 2015 |

ANNUAL REPORT

To ensure that all shareholders have equal and timely access to important corporate information, the Company makes extensive use of its website to deliver up-to-date information. This 2013-2014 Annual Report is printed in both English and Chinese and is available on the Company's website at www.laisun.com.

AGM

The AGM will be held on 9 December 2014. Details of the AGM are set out in the notice of the AGM which constitutes part of this Annual Report. Notice of the AGM and the proxy form are also available on the Company's website.



To the shareholders of Lai Sun Garment (International) Limited

(Incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Lai Sun Garment (International) Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) set out on pages 69 to 167, which comprise the consolidated and company statements of financial position as at 31 July 2014, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 80 of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622), 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 auditors' judgement, 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 auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Independent Auditors' Report

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 July 2014, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants

22/F CITIC Tower

1 Tim Mei Avenue

Central, Hong Kong

16 October 2014

Consolidated Income Statement

Year ended 31 July 2014

| | Notes | 2014 HK\$'000 | 2013 HK\$'000 |
|--|-------|--------------------|------------------|
| TURNOVER | 6 | 2,204,756 | 1,049,050 |
| Cost of sales | | (1,107,009) | (387,933) |
| Gross profit | | 1,097,747 | 661,117 |
| Other revenue | 6 | 84,367 | 68,518 |
| Selling and marketing expenses | | (57,502) | (25,853) |
| Administrative expenses | | (347,215) | (296,875) |
| Other operating expenses, net | | (95,032) | (62,764) |
| Employee share option benefits | 33 | — | (61,066) |
| Fair value gains on investment properties | 17 | 1,115,466 | 2,431,172 |
| Provision for tax indemnity | 36(b) | (139,017) | (149,315) |
| PROFIT FROM OPERATING ACTIVITIES | 7 | 1,658,814 | 2,564,934 |
| Finance costs | 8 | (267,124) | (181,839) |
| Share of profits and losses of associates | | 109,102 | (2,319) |
| Share of profits and losses of joint ventures | | 110,702 | 605,032 |
| Discount on acquisition of additional interest in an associate | 20(a) | 150,660 | 134,930 |
| PROFIT BEFORE TAX | | 1,762,154 | 3,120,738 |
| Tax | 11 | (93,246) | (50,099) |
| PROFIT FOR THE YEAR | | 1,668,908 | 3,070,639 |
| Attributable to: | | | |
| Owners of the Company | 12 | 940,496 | 1,663,904 |
| Non-controlling interests | | 728,412 | 1,406,735 |
| | | 1,668,908 | 3,070,639 |
| EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY | 14 | | (Adjusted) |
| Basic | | HK\$0.530 | HK\$0.996 |
| Diluted | | HK\$0.525 | HK\$0.984 |

Details of the proposed final dividend for the year are disclosed in note 13.

Consolidated Statement of Comprehensive Income

Year ended 31 July 2014

| | 2014 HK\$'000 | 2013 HK\$'000 |
|---|------------------|------------------|
| PROFIT FOR THE YEAR | 1,668,908 | 3,070,639 |
| OTHER COMPREHENSIVE INCOME/(EXPENSE) | | |
| Other comprehensive income/(expense) to be reclassified to profit or loss in subsequent periods: | | |
| Change in fair values of available-for-sale financial assets | 13,208 | 33,727 |
| Exchange realignments | 16,537 | (3,882) |
| Release of exchange reserve upon liquidation of a subsidiary | (548) | — |
| Share of other comprehensive income of an associate | 11,891 | 56,175 |
| OTHER COMPREHENSIVE INCOME FOR THE YEAR | 41,088 | 86,020 |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | 1,709,996 | 3,156,659 |
| Attributable to: | | |
| Owners of the Company | 960,410 | 1,705,740 |
| Non-controlling interests | 749,586 | 1,450,919 |
| | 1,709,996 | 3,156,659 |

Consolidated Statement of Financial Position

31 July 2014

| | Notes | 2014 HK\$'000 | 2013 HK\$'000 |
|---|-------|-------------------|------------------|
| NON-CURRENT ASSETS | | | |
| Property, plant and equipment | 15 | 873,004 | 838,735 |
| Prepaid land lease payments | 16 | 22,955 | 23,982 |
| Investment properties | 17 | 14,895,795 | 12,775,296 |
| Properties under development for sale | 18 | 184,461 | 879,561 |
| Interests in associates | 20(a) | 3,881,846 | 3,415,620 |
| Interests in joint ventures | 20(b) | 6,018,543 | 5,688,887 |
| Available-for-sale financial assets | 21 | 1,232,466 | 1,198,321 |
| Pledged and restricted bank balances and time deposits | 22 | 369,821 | 216,222 |
| Deposits paid and other receivables | 23 | 727,468 | 23,500 |
| Total non-current assets | | 28,206,359 | 25,060,124 |
| CURRENT ASSETS | | | |
| Completed properties for sale | 24 | 867,329 | 817,990 |
| Equity investments at fair value through profit or loss | 25 | 2,159 | 7,489 |
| Inventories | | 8,106 | 6,456 |
| Debtors, deposits paid and other receivables | 26(a) | 137,628 | 126,214 |
| Held-to-maturity debt investments | 27 | — | 8,317 |
| Pledged and restricted time deposit | 22 | 62,813 | — |
| Cash and cash equivalents | 22 | 2,457,510 | 3,183,396 |
| Total current assets | | 3,535,545 | 4,149,862 |
| CURRENT LIABILITIES | | | |
| Creditors, deposits received and accruals | 26(b) | 324,867 | 358,446 |
| Tax payable | | 139,990 | 84,839 |
| Bank borrowings | 28 | 430,408 | 430,886 |
| Total current liabilities | | 895,265 | 874,171 |
| NET CURRENT ASSETS | | 2,640,280 | 3,275,691 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 30,846,639 | 28,335,815 |

Consolidated Statement of Financial Position

31 July 2014

| | Notes | 2014 HK\$'000 | 2013 HK\$'000 |
|--|-------|-------------------|------------------|
| NON-CURRENT LIABILITIES | | | |
| Bank borrowings | 28 | 2,583,485 | 2,983,993 |
| Guaranteed notes | 29 | 3,496,144 | 2,695,474 |
| Other borrowing, note payable and interest payable | 30 | 350,282 | 338,944 |
| Deferred tax | 31 | 180,370 | 177,989 |
| Provision for tax indemnity | 36(b) | 980,638 | 865,923 |
| Long term rental deposits received | | 92,046 | 87,480 |
| Deferred rental | | 4,366 | — |
| Total non-current liabilities | | 7,687,331 | 7,149,803 |
| | | 23,159,308 | 21,186,012 |
| EQUITY | | | |
| Equity attributable to owners of the Company | | | |
| Issued capital | 32 | 1,165,343 | 16,174 |
| Share premium account | 32 | — | 1,908,840 |
| Investment revaluation reserve | | 166,012 | 158,034 |
| Share option reserve | | 16,138 | 16,214 |
| Hedging reserve | | (527) | (5,889) |
| Capital reduction reserve | 32(d) | 6,973 | — |
| Asset revaluation reserve | | 55,494 | 55,494 |
| Other reserve | | 692,153 | 327,231 |
| Exchange fluctuation reserve | | 37,175 | 30,601 |
| Retained profits | | 10,416,292 | 8,528,561 |
| Proposed final dividend | | 20,638 | — |
| | | 12,575,691 | 11,035,260 |
| Non-controlling interests | | 10,583,617 | 10,150,752 |
| | | 23,159,308 | 21,186,012 |

Lam Kin Ming
Director

Chew Fook Aun
Director

Consolidated Statement of Changes in Equity

Year ended 31 July 2014

| | Attributable to owners of the Company | | | | | | | | | | | Non-controlling interests | Total | |
|---|---------------------------------------|-----------------------|--------------------------------|----------------------|-----------------|---------------------------|---------------------------|---------------|------------------------------|------------------|-------------------------|---------------------------|------------|------------|
| | Issued capital | Share premium account | Investment revaluation reserve | Share option reserve | Hedging reserve | Capital reduction reserve | Asset revaluation reserve | Other reserve | Exchange fluctuation reserve | Retained profits | Proposed final dividend | | | Sub-total |
| At 1 August 2012 | 16,174 | 1,908,840 | 140,492 | 8,658 | — | — | 55,494 | 35,432 | 422 | 6,861,232 | — | 9,026,744 | 8,942,905 | 17,969,649 |
| Profit for the year | — | — | — | — | — | — | — | — | — | 1,663,904 | — | 1,663,904 | 1,406,735 | 3,070,639 |
| Other comprehensive income/ (expense) for the year: | | | | | | | | | | | | | | |
| Change in fair values of available-for-sale financial assets | — | — | 16,242 | — | — | — | — | — | — | — | — | 16,242 | 17,485 | 33,727 |
| Exchange realignments | — | — | — | — | — | — | — | — | (1,946) | — | — | (1,946) | (1,936) | (3,882) |
| Share of other comprehensive income of an associate | — | — | 1,300 | — | (5,889) | — | — | 4 | 32,125 | — | — | 27,540 | 28,635 | 56,175 |
| Total comprehensive income/ (expense) for the year | — | — | 17,542 | — | (5,889) | — | — | 4 | 30,179 | 1,663,904 | — | 1,705,740 | 1,450,919 | 3,156,659 |
| Share of reserve movements of an associate | — | — | — | 1,760 | — | — | — | 30,395 | — | 2,294 | — | 34,449 | 34,755 | 69,204 |
| Recognition of share-based payments | — | — | — | 5,935 | — | — | — | — | — | — | — | 5,935 | 55,131 | 61,066 |
| Lapse of share options | — | — | — | (139) | — | — | — | — | — | 1,131 | — | 992 | (992) | — |
| Capital contribution from non-controlling interests of subsidiaries | — | — | — | — | — | — | — | — | — | — | — | — | 38,797 | 38,797 |
| Repayment to non-controlling interests of subsidiaries | — | — | — | — | — | — | — | — | — | — | — | — | (1,500) | (1,500) |
| Acquisition of additional interest in a subsidiary | — | — | — | — | — | — | — | 261,400 | — | — | — | 261,400 | (369,263) | (107,863) |
| At 31 July 2013 and 1 August 2013 | 16,174 | 1,908,840 | 158,034 | 16,214 | (5,889) | — | 55,494 | 327,231 | 30,601 | 8,528,561 | — | 11,035,260 | 10,150,752 | 21,186,012 |
| Profit for the year | — | — | — | — | — | — | — | — | — | 940,496 | — | 940,496 | 728,412 | 1,668,908 |
| Other comprehensive income/ (expense) for the year: | | | | | | | | | | | | | | |
| Change in fair values of available-for-sale financial assets | — | — | 6,781 | — | — | — | — | — | — | — | — | 6,781 | 6,427 | 13,208 |
| Exchange realignments | — | — | — | — | — | — | — | — | 8,371 | — | — | 8,371 | 8,166 | 16,537 |
| Release of exchange reserve upon liquidation of a subsidiary | — | — | — | — | — | — | — | — | (230) | — | — | (230) | (318) | (548) |
| Share of other comprehensive income of an associate | — | — | 1,197 | — | 5,362 | — | — | — | (1,567) | — | — | 4,992 | 6,899 | 11,891 |
| Total comprehensive income for the year | — | — | 7,978 | — | 5,362 | — | — | — | 6,574 | 940,496 | — | 960,410 | 749,586 | 1,709,996 |
| Share of other reserve | — | — | — | — | — | — | — | — | — | — | — | — | 3,551 | 3,551 |
| Share of reserve movements of an associate | — | — | — | (76) | — | — | — | 55,905 | — | 4,846 | — | 60,675 | 66,177 | 126,852 |
| Net proceeds from rights issue (note 32(b)) | — | — | — | — | — | — | — | 210,329 | — | — | — | 210,329 | — | 210,329 |
| Transfer to issued capital and share premium upon completion of rights issue (note 32(b)) | 2,588 | 207,741 | — | — | — | — | — | (210,329) | — | — | — | — | — | — |
| Transfer to issued capital (note 32(c)) | 2,116,581 | (2,116,581) | — | — | — | — | — | — | — | — | — | — | — | — |
| Transfer to capital reduction reserve (note 32(d)) | (970,000) | — | — | — | — | 970,000 | — | — | — | — | — | — | — | — |
| Transfer to retained profits (note 32(d)) | — | — | — | — | — | (963,027) | — | — | — | 963,027 | — | — | — | — |
| Capital contribution from non-controlling interests of subsidiaries | — | — | — | — | — | — | — | — | — | — | — | — | 11,405 | 11,405 |
| Acquisition of additional interest in a subsidiary | — | — | — | — | — | — | — | 309,017 | — | — | — | 309,017 | (397,854) | (88,837) |
| Proposed final dividend (note 13) | — | — | — | — | — | — | — | — | — | (20,638) | 20,638 | — | — | — |
| At 31 July 2014 | 1,165,343 | — | 166,012 | 16,138 | (527) | 6,973 | 55,494 | 692,153 | 37,175 | 10,416,292 | 20,638 | 12,575,691 | 10,583,617 | 23,159,308 |

Consolidated Statement of Cash Flows

Year ended 31 July 2014

| | Notes | 2014 HK\$'000 | 2013 HK\$'000 |
|---|-------|--------------------|------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Profit before tax | | 1,762,154 | 3,120,738 |
| Adjustments for: | | | |
| Finance costs | 8 | 267,124 | 181,839 |
| Share of profits and losses of associates | | (109,102) | 2,319 |
| Share of profits and losses of joint ventures | | (110,702) | (605,032) |
| Discount on acquisition of additional interest in an associate | | (150,660) | (134,930) |
| Fair value gains on investment properties | | (1,115,466) | (2,431,172) |
| Provision for tax indemnity | 36(b) | 139,017 | 149,315 |
| Depreciation | 7 | 44,833 | 39,359 |
| Amortisation of prepaid land lease payments | 7 | 1,027 | 1,028 |
| Loss/(gain) on disposal of items of property, plant and equipment | 7 | 2,125 | (83) |
| (Gain)/loss on disposal of unlisted available-for-sale financial assets | 6, 7 | (11,640) | 100 |
| Fair value loss on listed equity investments at fair value through profit or loss | 7 | 2,796 | 1,772 |
| Gain on disposal of listed equity investments at fair value through profit or loss | 6 | (786) | (220) |
| Interest income | 6 | (22,545) | (12,913) |
| Dividend income from listed equity investments at fair value through profit or loss | 6 | (101) | (52) |
| Dividend income from unlisted available-for-sale financial assets | 6 | (38,154) | (36,420) |
| Employee share option benefits | 7 | — | 61,066 |
| Reversal of overprovision for impairment of an associate | | (102) | — |
| Foreign exchange differences, net | | (1,621) | — |
| | | 658,197 | 336,714 |
| Increase in properties under development for sale | | (12,265) | (206,209) |
| Deposit paid for a properties under development for sale project | 23 | (488,357) | — |
| Increase in loan receivables | | (29,216) | — |
| Decrease in completed properties for sale | | 659,262 | 60,813 |
| Increase in inventories | | (1,650) | (1,151) |
| Increase in debtors, deposits paid and other receivables | | (31,917) | (31,822) |
| (Decrease)/increase in creditors, deposits received and accruals | | (31,791) | 101,644 |
| | | 722,263 | 259,989 |
| Cash generated from operations | | 722,263 | 259,989 |
| Interest received | | 22,411 | 12,825 |
| Interest paid on bank borrowings | | (73,868) | (74,524) |
| Interest paid on guaranteed notes | | (154,742) | (77,349) |
| Hong Kong profits tax paid | | (19,313) | (13,482) |
| Overseas taxes paid | | (16,960) | (13,607) |
| | | 479,791 | 93,852 |
| Net cash flows from operating activities | | 479,791 | 93,852 |

| | Notes | 2014 HK\$'000 | 2013 HK\$'000 |
|--|-------|--------------------|--------------------|
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Acquisition of investment properties via an acquisition of a subsidiary | | (123,145) | — |
| Purchases of items of property, plant and equipment | | (65,108) | (248,710) |
| Additions to investment properties | | (838,904) | (34,495) |
| Deposit paid for acquisition of a subsidiary | 23 | — | (6,500) |
| Deposits paid for purchase of items of property, plant and equipment | 23 | — | (17,000) |
| Deposit paid for a development and operation of hotel project | 23 | (180,240) | — |
| Deposit paid for additions to investment properties | 23 | (8,942) | — |
| Acquisition of equity investments at fair value through profit or loss | | (57) | (33,868) |
| Acquisition of an unlisted available-for-sale financial asset | | (22,038) | (11,650) |
| Repayment from an unlisted debt investment | | — | 32,766 |
| Redemption/(acquisition) of held-to-maturity debt investments | | 8,331 | (8,229) |
| Proceeds from disposal of items of property, plant and equipment | | 881 | 3,114 |
| Proceeds from disposal of unlisted available-for-sale financial assets | | 12,741 | — |
| Proceeds from disposal of listed equity investments at fair value through profit or loss | | 3,377 | 26,475 |
| Acquisition of additional interest in an associate | | (26,180) | (29,336) |
| Acquisition of additional interest in a subsidiary | | (88,837) | (107,863) |
| Advances to associates | | (44,965) | (29,479) |
| Repayment from associates | | 2,924 | — |
| Dividend received from an associate | | 609 | — |
| Repayment to associates | | — | (4,499) |
| Advances to joint ventures | | (218,923) | (1,451,158) |
| Dividend received from a joint venture | | — | 325,000 |
| Interest received from held-to-maturity debt investments | | 229 | — |
| Dividends received from listed equity investments at fair value through profit or loss | | 101 | 52 |
| Dividends received from unlisted available-for-sale financial assets | | 38,154 | 36,420 |
| Increase in pledged and restricted bank balances and time deposits | | (216,412) | (110,185) |
| Settlement of tax indemnity | | (24,302) | — |
| Net cash flows used in investing activities | | (1,790,706) | (1,669,145) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| New bank borrowings raised | | 8,587 | 1,808,273 |
| Guaranteed notes issued | | 815,750 | 2,714,005 |
| Repayment of bank borrowings | | (446,750) | (1,477,068) |
| Guaranteed notes issue expenses | | (12,136) | (21,101) |
| Bank financing charges | | (6,510) | (48,093) |
| Capital contribution from non-controlling interests of subsidiaries | | 14,956 | 38,797 |
| Repayment to non-controlling interests of subsidiaries | | — | (1,500) |
| Net proceeds from rights issue | | 210,329 | — |
| Net cash flows from financing activities | | 584,226 | 3,013,313 |

Consolidated Statement of Cash Flows

Year ended 31 July 2014

| Notes | 2014 HK\$'000 | 2013 HK\$'000 |
|---|------------------|------------------|
| NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS | (726,689) | 1,438,020 |
| Cash and cash equivalents at beginning of year | 3,183,396 | 1,746,822 |
| Effect of foreign exchange rate changes, net | 803 | (1,446) |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | 2,457,510 | 3,183,396 |
| ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | | |
| Non-pledged and non-restricted cash and bank balances | 879,825 | 2,505,081 |
| Non-pledged and non-restricted time deposits | 1,577,685 | 678,315 |
| | 2,457,510 | 3,183,396 |

Statement of Financial Position

31 July 2014

| | Notes | 2014 HK\$'000 | 2013 HK\$'000 |
|--|-------|------------------|------------------|
| NON-CURRENT ASSETS | | | |
| Property, plant and equipment | 15 | 198 | 48 |
| Investment properties | 17 | 506,000 | 458,300 |
| Interests in subsidiaries | 19 | 4,821,698 | 4,704,020 |
| Interests in associates | 20(a) | 2,463 | 2,366 |
| Pledged bank balances and time deposits | 22 | 11,212 | 51,166 |
| Total non-current assets | | 5,341,571 | 5,215,900 |
| CURRENT ASSETS | | | |
| Debtors, deposits paid and other receivables | 26(a) | 2,780 | 2,756 |
| Cash and cash equivalents | 22 | 232,422 | 59,664 |
| Total current assets | | 235,202 | 62,420 |
| CURRENT LIABILITIES | | | |
| Creditors, deposits received and accruals | 26(b) | 13,255 | 14,973 |
| Bank borrowings | 28 | 13,600 | 13,600 |
| Total current liabilities | | 26,855 | 28,573 |
| NET CURRENT ASSETS | | 208,347 | 33,847 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 5,549,918 | 5,249,747 |
| NON-CURRENT LIABILITIES | | | |
| Bank borrowings | 28 | 309,071 | 322,671 |
| Other borrowing, note payable and interest payable | 30 | 350,282 | 338,944 |
| Long term rental deposits received | | 2,086 | 2,803 |
| Total non-current liabilities | | 661,439 | 664,418 |
| | | 4,888,479 | 4,585,329 |
| EQUITY | | | |
| Issued capital | 32 | 1,165,343 | 16,174 |
| Reserves | 34(b) | 3,702,498 | 4,569,155 |
| Proposed final dividend | 13 | 20,638 | — |
| | | 4,888,479 | 4,585,329 |

Lam Kin Ming
Director

Chew Fook Aun
Director

Notes to Financial Statements

31 July 2014

1. CORPORATE INFORMATION

Lai Sun Garment (International) Limited (the “**Company**”) is a limited liability company incorporated in Hong Kong with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered office of the Company is located at 11th Floor, Lai Sun Commercial Centre, 680 Cheung Sha Wan Road, Kowloon, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the “**Group**”) were involved in the following principal activities:

- property development for sale
- property investment
- investment in and operation of hotel and restaurants
- investment holding

Details of the principal activities of the principal subsidiaries, associates and joint ventures are set out in notes 19 and 20 to the financial statements, respectively.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and accounting principles generally accepted in Hong Kong. These financial statements also comply with the applicable requirements of the Hong Kong Companies Ordinance relating to the preparation of financial statements, which for this financial year and the comparative period continue to be those of the predecessor Companies Ordinance (Cap. 32), in accordance with transitional and saving arrangements for Part 9 of the Hong Kong Companies Ordinance (Cap. 622), “Accounts and Audit”, which are set out in Sections 76 to 87 of Schedule 11 to that Ordinance. The financial statements have been prepared under the historical cost convention, except for investment properties, equity investments at fair value through profit or loss and certain available-for-sale financial assets, which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 July 2014. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

| | |
|--|---|
| HKFRS 1 Amendments | Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards — Government Loans</i> |
| HKFRS 7 Amendments | Amendments to HKFRS 7 <i>Financial Instruments: Disclosures — Offsetting Financial Assets and Financial Liabilities</i> |
| HKFRS 10, HKFRS 11 and HKFRS 12 Amendments | Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 — <i>Transition Guidance</i> |
| HKFRS 13 | <i>Fair Value Measurement</i> |
| HKAS 19 (2011) | <i>Employee Benefits</i> |
| HK(IFRIC)-Int 20 | <i>Stripping Costs in the Production Phase of a Surface Mine</i> |
| Annual Improvements 2009-2011 Cycle | Amendments to a number of HKFRSs issued in June 2012 |

Other than as further explained below regarding the impact of HKFRS 13, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but rather provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. HKFRS 13 is applied prospectively and the adoption has had no material impact on the Group's fair value measurements. As a result of the guidance in HKFRS 13, the policies for measuring fair value have been amended. Additional disclosures required by HKFRS 13 for the fair value measurements of buildings classified as investment properties, available-for-sale financial assets, equity investments at fair value through profit or loss and financial instruments are included in notes 17, 21, 25 and 39 to the financial statements.

The Group had early adopted the following new and revised HKFRSs in advance of their respective effective dates for the first time for the financial year ended 31 July 2012:

| | |
|----------------|---|
| HKAS 27 (2011) | <i>Separate Financial Statements</i> |
| HKAS 28 (2011) | <i>Investments in Associates and Joint Ventures</i> |
| HKFRS 10 | <i>Consolidated Financial Statements</i> |
| HKFRS 11 | <i>Joint Arrangements</i> |
| HKFRS 12 | <i>Disclosure of Interests in Other Entities</i> |

Except for HKFRS 10 *Consolidated Financial Statements* and HKFRS 12 *Disclosure of Interests in Other Entities* of which the Group's financial statements were affected, the adoption of the above new and revised HKFRSs had no material impact on the financial statements of the Group.

Notes to Financial Statements

31 July 2014

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

| | |
|--|--|
| HKFRS 9 (2014) | <i>Financial Instruments</i> ⁵ |
| HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments | Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) — <i>Investment Entities</i> ¹ |
| HKFRS 11 Amendments | Amendments to HKFRS 11 <i>Accounting for Acquisitions of Interests in Joint Operations</i> ³ |
| HKFRS 14 | <i>Regulatory Deferral Accounts</i> ³ |
| HKFRS 15 | <i>Revenue from Contracts with Customers</i> ⁴ |
| HKAS 16 and HKAS 38 Amendments | Amendments to HKAS 16 and HKAS 38 <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ³ |
| HKAS 16 and HKAS 41 Amendments | Amendments to HKAS 16 <i>Property, Plant and Equipment</i> and HKAS 41 <i>Agriculture</i> ³ |
| HKAS 19 Amendments | Amendments to HKAS 19 <i>Employee Benefits</i> — <i>Defined Benefit Plans: Employee Contributions</i> ² |
| HKAS 27 (2011) Amendments | Amendments to HKAS 27 <i>Separate Financial Statements</i> ¹ |
| HKAS 32 Amendments | Amendments to HKAS 32 <i>Financial Instruments: Presentation</i> — <i>Offsetting Financial Assets and Financial Liabilities</i> ¹ |
| HKAS 36 Amendments | Amendments to HKAS 36 <i>Impairment of Assets</i> — <i>Recoverable Amount Disclosures for Non-Financial Assets</i> ¹ |
| HKAS 39 Amendments | Amendments to HKAS 39 <i>Financial Instruments: Recognition and Measurement</i> — <i>Novation of Derivatives and Continuation of Hedge Accounting</i> ¹ |
| HK(IFRIC)-Int 21 <i>Annual Improvements 2010-2012 Cycle</i> | <i>Levies</i> ¹ |
| <i>Annual Improvements 2011-2013 Cycle</i> | Amendments to a number of HKFRSs issued in January 2014 ² |
| | Amendments to a number of HKFRSs issued in January 2014 ² |

¹ Effective for annual periods beginning on or after 1 January 2014

² Effective for annual periods beginning on or after 1 July 2014

³ Effective for annual periods beginning on or after 1 January 2016

⁴ Effective for annual periods beginning on or after 1 January 2017

⁵ Effective for annual periods beginning on or after 1 January 2018

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application and is not yet in a position to state whether they would have a significant impact on the Group's results of operations and financial position.

In addition, the requirements of Part 9 "Accounts and Audit" of the new Hong Kong Companies Ordinance (Cap. 622) come into operation as from the Company's first financial year commencing on or after 3 March 2014 in accordance with Section 358 of that Ordinance. The Group is in the process of making an assessment of the expected impact of the changes in the Hong Kong Companies Ordinance on the consolidated financial statements in the period of initial application of Part 9 of the new Hong Kong Companies Ordinance (Cap. 622) and is not yet in a position to conclude whether they would have significant impact on the Group's results of operations and financial position and the presentation and disclosure of information in the consolidated financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. 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.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated income statement and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

Notes to Financial Statements

31 July 2014

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates and joint ventures (continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

The results of associates and joint ventures are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in associates and joint ventures are treated as non-current assets and are stated at cost less any impairment losses.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 July. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its investment properties, equity investments at fair value and certain available-for-sale financial assets at the end of each reporting period. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Notes to Financial Statements

31 July 2014

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than properties under development for sale, completed properties for sale, inventories, financial assets, investment properties and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Notes to Financial Statements

31 July 2014

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

| | |
|-----------------------------------|---|
| Hotel properties | Over the remaining lease terms |
| Leasehold buildings | Over the remaining lease terms |
| Leasehold improvements | 20% or over the lease terms, whichever is shorter |
| Furniture, fixtures and equipment | 20% |
| Motor vehicles | 17% — 25% |
| Computers | 20% — 33% |
| Motor vessels | 25% |

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. These include properties that are being constructed or developed for future use as investment properties. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably determined at that time.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment properties (continued)

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Properties under development for sale

Properties under development for sale are stated at the lower of cost and net realisable value. Cost comprises the prepaid land lease payments or cost of land together with any other direct costs attributable to the development of the properties and other related expenses capitalised during the development period. Net realisable value is determined by the directors based on prevailing market prices on an individual property basis less estimated costs of completion and costs to be incurred in selling the property.

Once the construction or development of these properties is completed, these properties are reclassified to the appropriate categories of assets.

Completed properties for sale

Completed properties for sale are stated at the lower of cost and net realisable value. Cost includes all development expenditure, applicable borrowing costs and other direct costs attributable to such properties. Cost is determined by apportionment of the total land and building costs attributable to unsold properties. Net realisable value is determined by the directors based on prevailing market prices on an individual property basis less costs to be incurred in selling the property.

Notes to Financial Statements

31 July 2014

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Held-to-maturity debt investments

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held to maturity when the Group has the positive intention and ability to hold them to maturity. Held-to-maturity investments are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the income statement. The loss arising from impairment is recognised in the income statement.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the income statement. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with policies set out for "Revenue recognition" below.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss (continued)

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other revenue in the income statement. The loss arising from impairment is recognised in the income statement.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial assets are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in income statement, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the investment revaluation reserve to income statement. Interest and dividends earned whilst holding the available-for-sale financial assets are reported as interest income and dividend income, respectively and are recognised in the income statement as other revenue in accordance with the policies set out for "Revenue recognition" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

Notes to Financial Statements

31 July 2014

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Available-for-sale financial assets (continued)

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the income statement.

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Notes to Financial Statements

31 July 2014

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Available-for-sale financial assets

For available-for-sale financial assets, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement — is removed from other comprehensive income and recognised in profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost for food, beverages, cutlery, linen and supplies used in hotel and restaurant operations is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Notes to Financial Statements

31 July 2014

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general guidance for provisions above; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the guidance for revenue recognition.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model in accordance with HKAS 40 *Investment Property*, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e., based on the expected manner as to how the properties will be recovered).

Notes to Financial Statements

31 July 2014

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) revenue from the sale of properties is recognised when the significant risks and rewards of properties are transferred to the purchasers, which refers to the time when the construction of relevant properties has been completed and the properties are ready for delivery to the purchasers pursuant to the sales agreements, and collectability of the related receivables is reasonably assured. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position as deposits received;
- (b) rental and property management fee income, in the period in which the properties are let and on the straight-line basis over the lease terms;
- (c) service income from hotel and restaurant operations and the provision of other related services, in the period in which such services are rendered;
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (e) dividend income, when the shareholders' right to receive payment has been established.

Dividends

Final dividends proposed by the board of directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum of association and bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when 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 capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing funds.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or income statement is also recognised in other comprehensive income or income statement, respectively).

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

Employee benefits

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("**equity-settled transactions**").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by using the Binomial Option Pricing Model, further details of which are given in note 33 to the financial statements.

Notes to Financial Statements

31 July 2014

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits (continued)

Share-based payments (continued)

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefit expense. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the year end is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of the reporting period for the material expected future cost of such paid leave earned during the current financial year by the employees and carried forward.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits (continued)

Retirement benefits

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “**Scheme**”) under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the income statement as they become payable in accordance with the rules of the Scheme. The assets of the Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the Scheme.

The employees of the Group’s subsidiaries which operate in Vietnam and the People’s Republic of China (the “**PRC**”) are required to participate in central pension schemes operated by the respective governments in Vietnam and the PRC. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension schemes. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension schemes.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group’s financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group’s accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Notes to Financial Statements

31 July 2014

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Judgements (continued)

Impairment of assets

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

Provision for tax indemnity

Provision for tax indemnity is recognised at its fair value upon acquisition of Lai Sun Development Company Limited (“LSD”) on 30 September 2010. The provision represents tax liability arising from disposal of certain property interests in the PRC pursuant to certain indemnity deeds entered into by LSD. Management’s judgement is required to determine (i) the estimated sales proceeds and outgoings; and (ii) the latest development plan and status of individual property development projects. Further details are included in note 36(b) to the financial statements.

Estimation uncertainty

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

Estimation of fair values of investment properties and available-for-sale financial assets

The best evidence of fair value is current prices in an active market for similar properties in the same location and condition and subject to similar leases and other contracts. In the absence of such information, management determines the amount within a range of reasonable fair value estimates. In making its judgement, management considers information from (i) independent valuations; (ii) current prices in an active market for properties of a different nature, condition or location by reference to available market information; (iii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of transactions that occurred at those prices; and (iv) discounted cash flow projections, based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from external evidence such as current market rates for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of cash flows. The carrying amount at fair value of investment properties as at 31 July 2014 was approximately HK\$14,895,795,000 (2013: HK\$12,775,296,000) and that of an available-for-sale financial asset, of which the principal asset is an investment property, as at 31 July 2014 was approximately HK\$1,115,780,000 (2013: HK\$1,115,939,000).

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Estimation of total budgeted costs and costs to completion for properties under development for sale

The total budgeted costs for properties under development for sale comprise (i) prepaid land lease payments; (ii) construction costs; and (iii) any other direct costs attributable to the development of the properties. In estimating the total budgeted costs for properties under development for sale, management makes reference to information such as (i) current offers from contractors and suppliers, and (ii) professional estimation on construction and material costs.

Impairment of loans and receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a loan/receivable is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments. Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics.

Useful lives and residual values of items of property, plant and equipment

In determining the useful lives and residual values of items of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from previous estimation. Useful lives and residual values are reviewed at each financial year end date based on changes in circumstances.

Notes to Financial Statements

31 July 2014

4. SEGMENT INFORMATION

For management purposes, the Group has the following reportable segments:

- (a) the property development and sales segment engages in property development and the sale of properties;
- (b) the property investment segment engages in the leasing of and sale of investment properties and development of properties for investment purposes;
- (c) the hotel operation segment engages in the operation of and provision of consultancy services to hotels;
- (d) the restaurant operation segment engages in the operation of and provision of consultancy services to restaurants; and
- (e) the "others" segment comprises the Group's property management and consultancy services business, which provides property management, security and consultancy services to residential, office, industrial, commercial properties, and project management services to property development projects.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment results, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that fair value gains on investment properties, provision for tax indemnity, interest income, finance costs, dividend income, share of profits and losses of associates, share of profits and losses of joint ventures and discount on acquisition of additional interest in an associate are excluded from such measurement.

Segment assets mainly exclude interests in associates, interests in joint ventures, available-for-sale financial assets, equity investments at fair value through profit or loss, held-to-maturity debt investments, pledged and restricted bank balances and time deposits, and certain cash and cash equivalents.

Segment liabilities mainly exclude bank borrowings, guaranteed notes, other borrowing, note payable, interest payable, tax payable, deferred tax and provision for tax indemnity.

Intersegment sales are transacted with reference to the prevailing market prices.

During the year, management changed its reporting segments to (i) property development and sales; (ii) property investment; (iii) hotel operation; (iv) restaurant operation; and (v) others as a result of growing importance of the restaurant operation segment to the operation of the Group. The corresponding information for the year ended 31 July 2013 has been re-presented accordingly.

4. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

The following table presents revenue and results for the Group's reportable segments:

| | Property development and sales | | Property investment | | Hotel operation | | Restaurant operation | | Others | | Eliminations | | Consolidated | |
|--|--------------------------------|----------------|---------------------|----------------|-----------------|----------------|----------------------|---------------|---------------|---------------|-----------------|-----------------|------------------|------------------|
| | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 |
| | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 |
| Segment revenue: | | | | | | | | | | | | | | |
| Sales to external customers | 1,046,947 | 100,312 | 597,804 | 519,887 | 372,139 | 327,003 | 167,082 | 82,925 | 20,784 | 18,923 | — | — | 2,204,756 | 1,049,050 |
| Intersegment sales | — | — | 12,095 | 16,651 | 270 | — | — | — | 23,092 | 27,532 | (35,457) | (44,183) | — | — |
| Other revenue | 2,140 | 1,126 | 1,042 | 1,206 | 7 | — | 2,345 | 972 | 1,509 | 9,814 | — | — | 7,043 | 13,118 |
| Total | 1,049,087 | 101,438 | 610,941 | 537,744 | 372,416 | 327,003 | 169,427 | 83,897 | 45,385 | 56,269 | (35,457) | (44,183) | 2,211,799 | 1,062,168 |
| Segment results | 302,258 | 13,274 | 469,687 | 417,266 | 78,689 | 62,314 | (13,382) | (6,944) | 1,062 | 10,055 | — | — | 838,314 | 495,965 |
| Interest income from bank deposits — unallocated | | | | | | | | | | | | | 20,561 | 11,668 |
| Unallocated revenue | | | | | | | | | | | | | 56,763 | 43,732 |
| Fair value gains on investment properties | — | — | 1,115,466 | 2,431,172 | — | — | — | — | — | — | — | — | 1,115,466 | 2,431,172 |
| Employee share option benefits — unallocated | | | | | | | | | | | | | — | (61,066) |
| Unallocated expenses | | | | | | | | | | | | | (233,273) | (207,222) |
| Provision for tax indemnity | | | | | | | | | | | | | (139,017) | (149,315) |
| Profit from operating activities | | | | | | | | | | | | | 1,658,814 | 2,564,934 |
| Finance costs | | | | | | | | | | | | | (267,124) | (181,839) |
| Share of profits and losses of associates | 52 | (41) | 2,870 | 5,306 | — | — | (2,094) | (887) | — | — | — | — | 828 | 4,378 |
| Share of profits and losses of associates — unallocated | | | | | | | | | | | | | 108,274 | (6,697) |
| Share of profits and losses of joint ventures | 5,882 | 7,805 | 104,820 | 597,227 | — | — | — | — | — | — | — | — | 110,702 | 605,032 |
| Discount on acquisition of additional interest in an associate | | | | | | | | | | | | | 150,660 | 134,930 |
| Profit before tax | | | | | | | | | | | | | 1,762,154 | 3,120,738 |
| Tax | | | | | | | | | | | | | (93,246) | (50,099) |
| Profit for the year | | | | | | | | | | | | | 1,668,908 | 3,070,639 |

Notes to Financial Statements

31 July 2014

4. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (continued)

The following table presents the total assets and liabilities and other segment information for the Group's reportable segments:

| | Property development and sales | | Property investment | | Hotel operation | | Restaurant operation | | Others | | Consolidated | |
|--|--------------------------------|-----------|---------------------|------------|-----------------|----------|----------------------|----------|----------|----------|-------------------|-------------------|
| | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Segment assets and liabilities | | | | | | | | | | | | |
| Segment assets | 1,605,841 | 1,730,151 | 14,959,163 | 12,821,558 | 1,093,554 | 798,713 | 288,581 | 281,397 | 46,726 | 69,849 | 17,993,865 | 15,701,668 |
| Interests in associates | 7,743 | 10,174 | 33,300 | 29,812 | — | — | 18,610 | 20,029 | — | — | 59,653 | 60,015 |
| Interests in associates — unallocated | — | — | — | — | — | — | — | — | — | — | 3,822,193 | 3,355,605 |
| Interests in joint ventures | 1,494,050 | 1,426,241 | 4,524,493 | 4,262,646 | — | — | — | — | — | — | 6,018,543 | 5,688,887 |
| Unallocated assets | — | — | — | — | — | — | — | — | — | — | 3,847,650 | 4,403,811 |
| Total assets | | | | | | | | | | | 31,741,904 | 29,209,986 |
| Segment liabilities | 70,333 | 120,698 | 178,450 | 154,006 | 61,587 | 57,360 | 17,180 | 7,910 | 6,537 | 5,140 | 334,087 | 345,114 |
| Bank borrowings | — | — | — | — | — | — | — | — | — | — | 3,013,893 | 3,414,879 |
| Guaranteed notes | — | — | — | — | — | — | — | — | — | — | 3,496,144 | 2,695,474 |
| Other borrowing, note payable and interest payable | — | — | — | — | — | — | — | — | — | — | 350,282 | 338,944 |
| Other unallocated liabilities | — | — | — | — | — | — | — | — | — | — | 1,388,190 | 1,229,563 |
| Total liabilities | | | | | | | | | | | 8,582,596 | 8,023,974 |
| Other segment information | | | | | | | | | | | | |
| Amortisation of prepaid land lease payments | — | — | — | — | 1,027 | 1,028 | — | — | — | — | 1,027 | 1,028 |
| Depreciation | 352 | 352 | 621 | 390 | 19,846 | 19,985 | 16,193 | 9,848 | 22 | 83 | 37,034 | 30,658 |
| Depreciation — unallocated | — | — | — | — | — | — | — | — | — | — | 7,799 | 8,701 |
| | | | | | | | | | | | 44,833 | 39,359 |
| Capital expenditure | 13,492 | 217,439 | 969,479 | 96,974 | 6,235 | 6,052 | 51,855 | 198,023 | 29 | 31 | 1,041,090 | 518,519 |
| Capital expenditure — unallocated | — | — | — | — | — | — | — | — | — | — | 23,414 | 1,952 |
| | | | | | | | | | | | 1,064,504 | 520,471 |

4. SEGMENT INFORMATION (CONTINUED)

Geographical information

The following table presents revenue and assets by geographical location of the assets for the years ended 31 July 2014 and 31 July 2013:

| | Hong Kong | | Vietnam | | Others | | Consolidated | |
|-----------------------------|-------------------|------------------|------------------|------------------|------------------|------------------|-------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Segment revenue | | | | | | | | |
| Sales to external customers | 1,822,474 | 712,703 | 367,208 | 327,003 | 15,074 | 9,344 | 2,204,756 | 1,049,050 |
| Other revenue | 6,158 | 13,116 | 7 | — | 878 | 2 | 7,043 | 13,118 |
| Total | 1,828,632 | 725,819 | 367,215 | 327,003 | 15,952 | 9,346 | 2,211,799 | 1,062,168 |
| Segment assets | | | | | | | | |
| Non-current assets | 14,698,328 | 13,549,328 | 483,200 | 500,227 | 1,314,725 | 327,025 | 16,496,253 | 14,376,580 |
| Current assets | 1,096,435 | 1,008,404 | 372,212 | 297,376 | 28,965 | 19,308 | 1,497,612 | 1,325,088 |
| Total | 15,794,763 | 14,557,732 | 855,412 | 797,603 | 1,343,690 | 346,333 | 17,993,865 | 15,701,668 |

Information about major customers

For both the years ended 31 July 2014 and 31 July 2013, there was no revenue derived from a single customer which contributed more than 10% of the Group's revenue for the respective years.

Notes to Financial Statements

31 July 2014

5. RELATED PARTY TRANSACTIONS

In addition to the related party transactions and balances detailed elsewhere in the financial statements, the Group entered into the following material transactions with related parties during the year:

(a) Transactions with related parties

| | Note | Group | |
|---|------|------------------|------------------|
| | | 2014 HK\$'000 | 2013 HK\$'000 |
| Rental income and building management fee from: | | | |
| — eSun Holdings Limited (“eSun”) and its subsidiaries (collectively the “eSun Group”), an associate | a | 10,518 | 5,038 |
| Food and beverage income from the eSun Group | a | 172 | 1,642 |
| Project management fee income from a joint venture | a | — | 8,900 |
| Sharing of corporate salaries on a cost basis allocated to the eSun Group | | 40,650 | 31,098 |
| Sharing of administrative expenses on a cost basis allocated to the eSun Group | | 12,339 | 22,933 |
| Rental expenses and building management fees to | | | |
| — an associate | a | 1,959 | 1,822 |
| — the eSun Group | a | 152 | 889 |
| Sharing of corporate salaries on a cost basis allocated from the eSun Group | | 6,001 | 3,141 |
| Sharing of administrative expenses on a cost basis allocated from the eSun Group | | 886 | 92 |
| Purchase of leasehold buildings from a joint venture | a | — | 205,000 |
| Purchase of properties for sale from a joint venture | a | 1,790 | — |

Notes:

- a. These transactions were entered into based on terms stated in the respective agreements or contracts and were charged on bases mutually agreed by the respective parties.
- b. Certain of the above related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and their details are disclosed in the Report of the Directors.

5. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Compensation of key management personnel of the Group

| | Group | |
|--|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Short term employee benefits | 48,148 | 28,880 |
| Employee share option benefits | — | 28,104 |
| Post-employment benefits | 109 | 90 |
| Total compensation paid to key management personnel | 48,257 | 57,074 |

Further details of directors' and chief executive officer's emoluments are included in note 9 to the financial statements.

6. TURNOVER AND OTHER REVENUE

Turnover comprises the proceeds from the sale of properties, rental income and building management fee, and income from hotel, restaurant and other operations.

An analysis of the Group's turnover and other revenue are as follows:

| | Group | |
|---|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Turnover | | |
| Sale of properties | 1,046,947 | 100,312 |
| Rental income and building management fee | 597,804 | 519,887 |
| Hotel, restaurant and other operations | 560,005 | 428,851 |
| | 2,204,756 | 1,049,050 |
| Other revenue | | |
| Interest income from bank deposits | 20,561 | 11,668 |
| Interest income from held-to-maturity debt investments | 134 | 88 |
| Other interest income | 1,850 | 1,157 |
| Dividend income from listed equity investments at fair value through profit or loss | 101 | 52 |
| Dividend income from unlisted available-for-sale financial assets | 38,154 | 36,420 |
| Gain on disposal of unlisted available-for-sale financial assets | 11,640 | — |
| Gain on disposal of a listed equity investment at fair value through profit or loss | 786 | — |
| Project management fee income received from a joint venture | — | 8,900 |
| Others | 11,141 | 10,233 |
| | 84,367 | 68,518 |

Notes to Financial Statements

31 July 2014

7. PROFIT FROM OPERATING ACTIVITIES

The Group's profit from operating activities is arrived at after charging/(crediting):

| | Notes | Group | |
|---|-------|------------------|------------------|
| | | 2014 HK\$'000 | 2013 HK\$'000 |
| Cost of inventories sold | | 74,980 | 52,556 |
| Cost of completed properties sold | | 683,206 | 60,394 |
| Depreciation [#] | 15 | 44,833 | 39,359 |
| Amortisation of prepaid land lease payments* | 16 | 1,027 | 1,028 |
| Staff costs (including directors' and chief executive officer's remuneration — note 9): | | | |
| Wages and salaries | | 265,044 | 213,417 |
| Pension scheme contributions | | 5,727 | 4,619 |
| Employee share option benefits | | — | 61,066 |
| | | 270,771 | 279,102 |
| Auditors' remuneration | | 4,085 | 4,085 |
| Loss on disposal of items of property, plant and equipment* | | 2,125 | — |
| Loss on disposal of unlisted available-for-sale financial assets* | | — | 100 |
| Fair value loss on a listed equity investment at fair value through profit or loss* | | 2,796 | 1,772 |
| Minimum lease payments under operating leases | | 23,889 | 13,753 |
| Contingent rents | | 1,443 | 399 |
| Total operating lease payments | | 25,332 | 14,152 |
| Minimum lease income under operating leases | | (595,010) | (516,673) |
| Contingent rents | | (2,794) | (3,214) |
| Total operating lease income | | (597,804) | (519,887) |
| Less: Outgoings | | 91,630 | 72,882 |
| Net rental income | | (506,174) | (447,005) |
| Foreign exchange (gains)/losses, net | | (441) | 84 |

[#] Depreciation charge of approximately HK\$42,230,000 (2013: HK\$36,534,000) for property, plant and equipment is included in "other operating expenses, net" on the consolidated income statement.

* These items are included in "other operating expenses, net" on the consolidated income statement.

8. FINANCE COSTS

| | Group | |
|--|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Interest on bank borrowings wholly repayable within five years | 74,023 | 74,222 |
| Interest on guaranteed notes wholly repayable within five years | 160,246 | 85,505 |
| Interest on other borrowing and note payable wholly repayable within five years | 11,338 | 11,324 |
| Bank financing charges | 22,744 | 20,890 |
| | 268,351 | 191,941 |
| Less: Amount capitalised in properties under development for sale (note 18) | (1,227) | (10,102) |
| | 267,124 | 181,839 |

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION

Directors' and chief executive officer's remuneration for the year, disclosed pursuant to the Listing Rules and Section 78 of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622), is as follows:

| | Group | |
|---|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Fees | 1,942 | 1,799 |
| Other emoluments: | | |
| Salaries, allowances and benefits in kind | 46,206 | 27,081 |
| Employee share option benefits | — | 28,104 |
| Pension scheme contributions | 109 | 90 |
| | 46,315 | 55,275 |
| | 48,257 | 57,074 |

Notes to Financial Statements

31 July 2014

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION (CONTINUED)

The remuneration paid to executive directors, non-executive director, independent non-executive directors and chief executive officer during the year were as follows:

| | Fees HK\$'000 | Salaries, allowances and benefits in kind HK\$'000 | Employee share option benefits HK\$'000 | Pension scheme contributions HK\$'000 | Total HK\$'000 |
|---|------------------|--|---|--|-------------------|
| 2014 | | | | | |
| Executive directors: | | | | | |
| Lam Kin Ming | 298 | 810 | — | — | 1,108 |
| Lam Kin Ngok, Peter | 48 | 23,249 | — | 31 | 23,328 |
| Chew Fook Aun | — | 9,031 | — | 31 | 9,062 |
| Lam Hau Yin, Lester (also alternate to U Po Chu) | — | 1,709 | — | 16 | 1,725 |
| Lam Kin Hong, Matthew | 48 | 384 | — | 16 | 448 |
| U Po Chu ¹ | 298 | 3,600 | — | — | 3,898 |
| | 692 | 38,783 | — | 94 | 39,569 |
| Independent non-executive directors: | | | | | |
| Chow Bing Chiu | 250 | — | — | — | 250 |
| Lam Bing Kwan | 500 | — | — | — | 500 |
| Leung Shu Yin, William | 500 | — | — | — | 500 |
| | 1,250 | — | — | — | 1,250 |
| Chief executive officer: | | | | | |
| Yip Chai Tuck ² | — | 7,423 | — | 15 | 7,438 |
| | 1,942 | 46,206 | — | 109 | 48,257 |

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION (CONTINUED)

| | Fees HK\$'000 | Salaries, allowances and benefits in kind HK\$'000 | Employee share option benefits HK\$'000 | Pension scheme contributions HK\$'000 | Total HK\$'000 |
|---|------------------|--|---|--|-------------------|
| 2013 | | | | | |
| Executive directors: | | | | | |
| Lam Kin Ming | 236 | 810 | — | — | 1,046 |
| Lam Kin Ngok, Peter | 48 | 11,549 | 2,555 | 30 | 14,182 |
| Chew Fook Aun | — | 8,642 | — | 30 | 8,672 |
| Lam Hau Yin, Lester (also alternate to U Po Chu) | — | 1,869 | 25,549 | 15 | 27,433 |
| Lam Kin Hong, Matthew | 48 | 384 | — | 15 | 447 |
| U Po Chu ¹ | 236 | 3,600 | — | — | 3,836 |
| Shiu Kai Wah ³ | 18 | 227 | — | — | 245 |
| Lui Siu Tsuen, Richard ⁴ | — | — | — | — | — |
| | 586 | 27,081 | 28,104 | 90 | 55,861 |
| Non-executive director: | | | | | |
| Wan Yee Hwa, Edward ³ | 127 | — | — | — | 127 |
| Independent non-executive directors: | | | | | |
| Chow Bing Chiu | 212 | — | — | — | 212 |
| Lam Bing Kwan | 437 | — | — | — | 437 |
| Leung Shu Yin, William | 437 | — | — | — | 437 |
| | 1,086 | — | — | — | 1,086 |
| | 1,799 | 27,081 | 28,104 | 90 | 57,074 |

¹ U Po Chu was re-designated as an executive director on 27 November 2012.

² Yip Chai Tuck ("Mr. Yip") was appointed as the chief executive officer on 19 August 2013. Mr. Yip was also appointed as a director of eSun Holdings Limited and Media Asia Group Holdings Limited in February 2014 and August 2014, respectively. Each of these two companies started paying annual remuneration of HK\$1 million to Mr. Yip with effect from 1 August 2014. Accordingly, the annual remuneration to be paid by the Company to Mr. Yip was reduced by HK\$2 million to HK\$5.8 million with effect from 1 August 2014.

³ Shiu Kai Wah retired as an executive director and Wan Yee Hwa, Edward retired as a non-executive director on 18 December 2012.

⁴ Lui Siu Tsuen, Richard resigned as an executive director on 1 November 2012.

There were no other emoluments payable to the independent non-executive directors during the year (2013: Nil).

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2013: Nil).

Notes to Financial Statements

31 July 2014

10. EMPLOYEES' REMUNERATION

The five highest paid employees during the year included three (2013: three) directors and the chief executive officer (2013: Nil) details of whose remuneration are set out in note 9 above. Details of the remuneration of the remaining one (2013: two) non-director, highest paid employee for the year are as follows:

| | Group | |
|---|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Salaries, allowances and benefits in kind | 4,542 | 5,938 |
| Employee share option benefits | — | 13,919 |
| Pension scheme contributions | 202 | 202 |
| | 4,744 | 20,059 |

The number of the non-director, highest paid employees whose remuneration fell within the following bands is as follows:

| | Number of employees | |
|----------------------------------|---------------------|------|
| | 2014 | 2013 |
| HK\$4,500,001 to HK\$5,000,000 | 1 | — |
| HK\$5,500,001 to HK\$6,000,000 | — | 1 |
| HK\$14,000,001 to HK\$14,500,000 | — | 1 |

11. TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the places in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

| | Group | |
|---|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Current tax | | |
| Hong Kong | 70,495 | 33,842 |
| Overseas | 18,199 | 13,356 |
| | 88,694 | 47,198 |
| Deferred tax (note 31) | 1,980 | 4,014 |
| Prior years' underprovision/(overprovision) | | |
| Hong Kong | 212 | (104) |
| Overseas | 2,360 | (1,009) |
| | 2,572 | (1,113) |
| Tax charge for the year | 93,246 | 50,099 |

A reconciliation of the tax charge applicable to profit before tax at the statutory rate for the locations in which the Company and the majority of its subsidiaries are domiciled to the tax charge at the effective tax rate is as follows:

| | Group | |
|--|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Profit before tax | 1,762,154 | 3,120,738 |
| Less: Share of profits and losses of associates | (109,102) | 2,319 |
| Share of profits and losses of joint ventures | (110,702) | (605,032) |
| Profit before tax attributable to the Company and its subsidiaries | 1,542,350 | 2,518,025 |
| Tax at the statutory tax rate of 16.5% (2013: 16.5%) | 254,488 | 415,474 |
| Higher tax rate for other countries | 4,839 | 1,346 |
| Adjustments in respect of current tax of previous periods | 2,572 | (1,113) |
| Income not subject to tax | (229,990) | (432,065) |
| Expenses not deductible for tax purposes | 38,434 | 48,337 |
| Tax losses utilised from previous periods | (13,572) | (1,373) |
| Tax losses not recognised | 36,475 | 19,493 |
| Tax charge for the year | 93,246 | 50,099 |

Notes to Financial Statements

31 July 2014

12. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company for the year ended 31 July 2014 includes a profit of approximately HK\$3,132,000 (2013: HK\$35,792,000) which has been dealt with in the financial statements of the Company.

13. DIVIDEND

| | 2014 HK\$'000 | 2013 HK\$'000 |
|--|------------------|------------------|
| Proposed final — HK1.10 cents (2013: Nil) per ordinary share | 20,638 | — |

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

14. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

| | 2014 HK\$'000 | 2013 HK\$'000 |
|---|------------------|---------------------------|
| Earnings | | |
| Earnings for the purpose of basic earnings per share | 940,496 | 1,663,904 |
| Effect of dilutive potential ordinary shares arising from adjustment to the share of profit of a subsidiary based on dilution of its earnings per share | (3,618) | (10,024) |
| Earnings for the purpose of diluted earnings per share | 936,878 | 1,653,880 |
| | '000 | '000 (Adjusted) |
| Number of shares | | |
| Weighted average number of ordinary shares for the purpose of basic earnings per share | 1,774,517 | 1,669,997 |
| Effect of dilutive potential ordinary shares arising from share options | 9,704 | 10,714 |
| Weighted average number of ordinary shares for the purpose of diluted earnings per share | 1,784,221 | 1,680,711 |

The basic and diluted earnings per share for the year ended 31 July 2013 have been adjusted to reflect the effect of a rights issue of the Company during the year (note 32(b)).

15. PROPERTY, PLANT AND EQUIPMENT

Group

| | Hotel properties | Leasehold buildings | Leasehold improvements | Furniture, fixtures and equipment | Motor vehicles | Computers | Motor vessels | Construction in progress | Total |
|--|---------------------|------------------------|---------------------------|---|-------------------|--------------|------------------|-----------------------------|------------------|
| Note | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Cost: | | | | | | | | | |
| At 1 August 2012 | 487,581 | 170,450 | 16,228 | 39,637 | 8,182 | 4,327 | 20,168 | 9,593 | 756,166 |
| Additions | — | 173,264 | 24,882 | 7,134 | 740 | 551 | 187 | 1,407 | 208,165 |
| Disposals/write-off | — | — | — | (3,960) | (500) | (3) | — | — | (4,463) |
| At 31 July 2013 and 1 August 2013 | 487,581 | 343,714 | 41,110 | 42,811 | 8,422 | 4,875 | 20,355 | 11,000 | 959,868 |
| Additions | — | — | 42,134 | 18,244 | — | 3,264 | 16,208 | 2,258 | 82,108 |
| Disposals/write-off | — | — | (3,277) | (6,332) | — | (900) | — | — | (10,509) |
| At 31 July 2014 | 487,581 | 343,714 | 79,967 | 54,723 | 8,422 | 7,239 | 36,563 | 13,258 | 1,031,467 |
| Accumulated depreciation: | | | | | | | | | |
| At 1 August 2012 | 29,324 | 7,140 | 8,178 | 11,768 | 6,098 | 2,596 | 18,102 | — | 83,206 |
| Depreciation provided during the year | 7 15,995 | 6,782 | 7,468 | 5,831 | 1,665 | 841 | 777 | — | 39,359 |
| Disposals/write-off | — | — | — | (929) | (500) | (3) | — | — | (1,432) |
| At 31 July 2013 and 1 August 2013 | 45,319 | 13,922 | 15,646 | 16,670 | 7,263 | 3,434 | 18,879 | — | 121,133 |
| Depreciation provided during the year | 7 15,994 | 7,361 | 12,674 | 6,417 | 495 | 812 | 1,080 | — | 44,833 |
| Disposals/write-off | — | — | (1,654) | (5,337) | — | (512) | — | — | (7,503) |
| At 31 July 2014 | 61,313 | 21,283 | 26,666 | 17,750 | 7,758 | 3,734 | 19,959 | — | 158,463 |
| Net carrying amount: | | | | | | | | | |
| At 31 July 2014 | 426,268 | 322,431 | 53,301 | 36,973 | 664 | 3,505 | 16,604 | 13,258 | 873,004 |
| At 31 July 2013 | 442,262 | 329,792 | 25,464 | 26,141 | 1,159 | 1,441 | 1,476 | 11,000 | 838,735 |

Notes to Financial Statements

31 July 2014

15. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group (continued)

The Group's hotel properties and leasehold buildings included above are held under the following lease terms:

| | 2014 HK\$'000 | 2013 HK\$'000 |
|--------------------|------------------|------------------|
| At cost: | | |
| Medium term leases | | |
| Hong Kong | 343,714 | 343,714 |
| Outside Hong Kong | 487,581 | 487,581 |
| | 831,295 | 831,295 |

The additions of leasehold buildings during the year ended 31 July 2013 represented the purchase of leasehold buildings from a joint venture (note 5(a)) and the related acquisition costs, after elimination of the related unrealised profit.

Company

| | Furniture, fixtures and equipment HK\$'000 | Motor vehicles HK\$'000 | Motor vessels HK\$'000 | Total HK\$'000 |
|---------------------------------------|---|-------------------------------|------------------------------|-------------------|
| Cost: | | | | |
| At 1 August 2012 | 7,626 | 3,204 | 16,951 | 27,781 |
| Additions | 1 | — | — | 1 |
| Disposals/write-off | — | (500) | — | (500) |
| At 31 July 2013 and 1 August 2013 | 7,627 | 2,704 | 16,951 | 27,282 |
| Additions | 180 | — | — | 180 |
| At 31 July 2014 | 7,807 | 2,704 | 16,951 | 27,462 |
| Accumulated depreciation: | | | | |
| At 1 August 2012 | 7,558 | 3,204 | 16,951 | 27,713 |
| Depreciation provided during the year | 21 | — | — | 21 |
| Disposals/write-off | — | (500) | — | (500) |
| At 31 July 2013 and 1 August 2013 | 7,579 | 2,704 | 16,951 | 27,234 |
| Depreciation provided during the year | 30 | — | — | 30 |
| At 31 July 2014 | 7,609 | 2,704 | 16,951 | 27,264 |
| Net carrying amount: | | | | |
| At 31 July 2014 | 198 | — | — | 198 |
| At 31 July 2013 | 48 | — | — | 48 |

16. PREPAID LAND LEASE PAYMENTS

| | Group | |
|---|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Cost: | | |
| At beginning and end of year | 26,894 | 26,894 |
| Accumulated amortisation: | | |
| At beginning of year | 2,912 | 1,884 |
| Amortisation provided for the year (note 7) | 1,027 | 1,028 |
| At end of year | 3,939 | 2,912 |
| Net carrying amount: | | |
| At beginning of year | 23,982 | 25,010 |
| At end of year | 22,955 | 23,982 |

Leasehold land of the Group is held under a medium term lease and is situated outside Hong Kong.

17. INVESTMENT PROPERTIES

| | Group | | Company | |
|--------------------------------------|-------------------|------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Carrying amount at beginning of year | 12,775,296 | 10,254,611 | 458,300 | 383,200 |
| Exchange realignment | 36,129 | (6,482) | — | — |
| Additions, at cost | 968,904 | 95,995 | 989 | — |
| Fair value gains | 1,115,466 | 2,431,172 | 46,711 | 75,100 |
| Carrying amount at end of year | 14,895,795 | 12,775,296 | 506,000 | 458,300 |

Notes to Financial Statements

31 July 2014

17. INVESTMENT PROPERTIES (CONTINUED)

The Group's investment properties are situated in Hong Kong and outside Hong Kong and are held under the following lease terms:

| | Group | | Company | |
|---------------------------------|-------------------|------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Long term leases in Hong Kong | 3,950,500 | 3,720,500 | — | — |
| Medium term leases in Hong Kong | 9,632,460 | 8,730,400 | 506,000 | 458,300 |
| Freehold land outside Hong Kong | 1,312,835 | 324,396 | — | — |
| | 14,895,795 | 12,775,296 | 506,000 | 458,300 |

Most of the investment properties of the Group and the Company are leased to third parties under operating leases, further summary details of which are included in note 37(a) to the financial statements.

Certain investment properties of the Group and the Company with carrying amounts of approximately HK\$13,806,570,000 (2013: HK\$12,647,396,000) and HK\$390,000,000 (2013: HK\$353,000,000), respectively, were pledged to banks to secure banking facilities granted to the Group (note 28).

Valuation process

The directors of the Company have determined that all investment properties are completed properties held for rental, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 July 2014 based on valuations performed by Savills Valuation and Professional Services Limited and Savills (UK) Limited, independent professionally qualified valuers, at HK\$13,582,960,000 (2013: HK\$12,450,900,000) and HK\$1,312,835,000 (2013: HK\$324,396,000), respectively. Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management has discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuations are performed for interim and annual financial reporting.

17. INVESTMENT PROPERTIES (CONTINUED)

Valuation techniques

Fair value measurement using significant unobservable inputs (Level 3)

Fair value of investment properties is generally determined using the income capitalisation method and, wherever appropriate, by the direct comparison method. The income capitalisation method is based on the capitalisation of the net income and reversionary income potential by adopting appropriate capitalisation rates, which are derived from an analysis of sales transactions and valuers' interpretations of prevailing investor requirements or expectations. The prevailing market rents adopted in the valuation are determined with reference to recent lettings, within the subject properties and other comparable properties. The direct comparison method is based on comparing the property to be valued directly with other comparable properties, which have recently been transacted.

Information about fair value measurement using significant unobservable inputs (Level 3)

| Description | Valuation technique | Unobservable inputs | Range of unobservable inputs | Relationship of unobservable inputs to fair value |
|--------------------------------------|------------------------------|---|------------------------------|--|
| Completed properties held for rental | Income capitalisation method | Average monthly market rent per square foot | HK\$11 to HK\$314 | The higher the market rent, the higher the fair value |
| | | Capitalisation rate | 3.4% to 5.4% | The higher the capitalisation rate, the lower the fair value |

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

18. PROPERTIES UNDER DEVELOPMENT FOR SALE

| | Group | |
|--|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| At beginning of year, at cost | 879,561 | 1,435,473 |
| Additions | 12,265 | 206,209 |
| Interest and bank financing charges capitalised (note 8) | 1,227 | 10,102 |
| Transfers to completed properties for sale | (708,592) | (772,223) |
| At end of year, at cost | 184,461 | 879,561 |

Notes to Financial Statements

31 July 2014

18. PROPERTIES UNDER DEVELOPMENT FOR SALE (CONTINUED)

The Group's properties under development for sale are situated in Hong Kong and are held under the following lease terms:

| | Group | |
|--------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Long term leases | 182,680 | 877,780 |
| Medium term leases | 1,781 | 1,781 |
| | 184,461 | 879,561 |

As at 31 July 2013, the Group's properties under development for sale with a total carrying amount of approximately HK\$695,275,000 were pledged to banks to secure banking facilities granted to the Group (note 28). There is no properties under development for sale pledged to banks as at 31 July 2014.

19. INTERESTS IN SUBSIDIARIES

| | Company | |
|--|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Shares listed in Hong Kong, at cost | 235,856 | 235,856 |
| Unlisted shares, at cost | 2,629,666 | 2,629,666 |
| | 2,865,522 | 2,865,522 |
| Amounts due from subsidiaries | 2,709,297 | 2,591,624 |
| Amounts due to subsidiaries | (260,716) | (260,721) |
| | 2,448,581 | 2,330,903 |
| Provision for impairment # | (492,405) | (492,405) |
| | 4,821,698 | 4,704,020 |
| Market value of listed shares at the end of the reporting period | 398,111 | 461,078 |

The provision for impairment as at 31 July 2014 included impairment provision of HK\$492,405,000 (2013: HK\$492,405,000) for amounts due from subsidiaries and was determined on the basis of the amounts recoverable from subsidiaries with reference to the fair value of the underlying assets held by the subsidiaries.

Balances with subsidiaries are unsecured and have no fixed terms of repayment but are not expected to be repayable within the next 12 months from the end of the reporting period. Except for amounts due from certain subsidiaries of approximately HK\$503,472,000 (2013: HK\$476,784,000) as at 31 July 2014 which bear interest at the prevailing market lending rate, the balances with subsidiaries are interest-free.

19. INTERESTS IN SUBSIDIARIES (CONTINUED)

Particulars of the principal subsidiaries as at 31 July 2014 were as follows:

| Name | Place of incorporation/ registration and business | Nominal value of issued ordinary share/ registered and paid-up capital | Class of shares held | Percentage of equity attributable to the Company | | Notes | Principal activities |
|--|---|--|----------------------------|---|----------|-------|--|
| | | | | Direct | Indirect | | |
| Bushell Limited | Hong Kong | HK\$2 | Ordinary | — | 51.97 | b | Property development |
| Capital Court Limited | Hong Kong | HK\$1 | Ordinary | — | 51.97 | b | Hotel development and operation |
| Chains Caravelle Hotel Joint Venture Company Limited ("CCHJV") | Vietnam | US\$23,175,577 | * | — | 13.52 | b, c | Hotel operation |
| Ever Dragon Properties Limited | British Virgin Islands/United Kingdom | US\$1 | Ordinary | — | 51.97 | b | Property investment |
| Furama Hotel Enterprises Limited | Hong Kong | HK\$102,880,454 | Ordinary | — | 51.97 | b | Investment holding |
| Furama Hotels and Resorts International Limited | British Virgin Islands/ Hong Kong | US\$1,000,000 | Ordinary | — | 51.97 | b | Provision of management services |
| Gilroy Company Limited | Hong Kong | HK\$10,000 | Ordinary | — | 51.97 | b | Property investment |
| Glynhill Hotels and Resorts (Vietnam) Pte. Ltd. | Singapore/ Vietnam | S\$2 | Ordinary | — | 51.97 | b | Provision of management and consultancy services to hotel owners |
| Glynhill Investments (Vietnam) Pte Limited ("GIV") | Singapore | S\$2 | Ordinary | — | 26.50 | b, c | Investment holding |
| Goldmay Development Limited | Hong Kong | HK\$2 | Ordinary | — | 51.97 | b | Property development/ property sales |

Notes to Financial Statements

31 July 2014

19. INTERESTS IN SUBSIDIARIES (CONTINUED)

| Name | Place of incorporation/ registration and business | Nominal value of issued ordinary share/ registered and paid-up capital | Class of shares held | Percentage of equity attributable to the Company | | Notes | Principal activities |
|--|---|--|----------------------------|---|----------|-------|---|
| | | | | Direct | Indirect | | |
| Intercontinental Development and Services Limited | Hong Kong | HK\$300,000 | Ordinary | — | 51.97 | b, d | Property investment |
| Joy Mind Limited | Hong Kong | HK\$2 | Ordinary | 100.00 | — | | Investment holding |
| Kolot Property Services Limited | Hong Kong | HK\$2 | Ordinary | — | 51.97 | b | Property management |
| LSD | Hong Kong | HK\$200,628,933 | Ordinary | — | 51.97 | a | Property development for sale, property investment, investment in and operation of hotel and restaurants and investment holding |
| Lai Sun F&B Management Limited | Hong Kong | HK\$1 | Ordinary | — | 51.97 | b | Provision of management and consultancy services to restaurants |
| Lai Sun F&B Holding Company Limited | British Virgin Islands/ Hong Kong | US\$1 | Ordinary | — | 51.97 | b | Investment holding |
| Lai Sun Garment International Finance (2014) Limited | British Virgin Islands/ Hong Kong | US\$1 | Ordinary | 100 | — | d | Treasury operation |
| Lai Sun International Finance (2012) Limited | British Virgin Islands/ Hong Kong | US\$1 | Ordinary | — | 51.97 | b | Treasury operation |
| Lai Sun Real Estate Agency Limited | Hong Kong | HK\$2 | Ordinary | — | 51.97 | b | Property management and real estate agency |

19. INTERESTS IN SUBSIDIARIES (CONTINUED)

| Name | Place of incorporation/ registration and business | Nominal value of issued ordinary share/ registered and paid-up capital | Class of shares held | Percentage of equity attributable to the Company | | Notes | Principal activities |
|---|---|--|----------------------------|---|----------|-------|--|
| | | | | Direct | Indirect | | |
| Mazy Charm Limited | Hong Kong | HK\$4,200 | Ordinary | — | 26.50 | b | Restaurant operation |
| Mazy Lamp Limited | Hong Kong | HK\$1 | Ordinary | — | 27.54 | b | Restaurant operation |
| Milirich Investment Limited | Hong Kong | HK\$2 | Ordinary | — | 51.97 | b | Property development |
| Modern Charm Limited | Hong Kong | HK\$10,000 | Ordinary | — | 36.38 | b | Restaurant operation |
| Oriental Style Limited | Hong Kong | HK\$1 | Ordinary | — | 51.97 | b | Property development/ property sales |
| Peakflow Profits Limited | British Virgin Islands/ Hong Kong | US\$1 | Ordinary | — | 51.97 | b | Investment holding |
| Porchester Assets Limited ("Porchester") | British Virgin Islands/ Hong Kong | US\$100 | Ordinary | — | 26.50 | b, c | Investment holding |
| Really Star Limited | Hong Kong | HK\$3,100 | Ordinary | — | 29.50 | b | Restaurant operation |
| Rolling Star Limited | Hong Kong | HK\$1 | Ordinary | — | 51.97 | b | Provision of finance |
| Royal Team Limited | Hong Kong | HK\$10,000 | Ordinary | — | 27.02 | b | Restaurant operation |
| Speedy Result Limited | British Virgin Islands/United Kingdom | US\$1 | Ordinary | — | 51.97 | b | Property investment |
| Transformation International Limited | British Virgin Islands/ Hong Kong | US\$1 | Ordinary | — | 51.97 | b | Investment holding |

Notes to Financial Statements

31 July 2014

19. INTERESTS IN SUBSIDIARIES (CONTINUED)

| Name | Place of incorporation/ registration and business | Nominal value of issued ordinary share/ registered and paid-up capital | Class of shares held | Percentage of equity attributable to the Company | | Notes | Principal activities |
|------------------------------|---|--|----------------------|--|----------|-------|----------------------|
| | | | | Direct | Indirect | | |
| | | | | | | | |
| Transtrend Holdings Limited | Hong Kong | HK\$20 | Ordinary | — | 51.97 | b | Investment holding |
| Unipress Investments Limited | Hong Kong | HK\$1 | Ordinary | — | 100.00 | | Property investment |
| Winstead Limited | Hong Kong | HK\$1 | Ordinary | — | 51.97 | b | Property development |
| Zimba International Limited | British Virgin Islands/ Hong Kong | US\$1 | Ordinary | 100.00 | — | | Investment holding |

* This subsidiary has registered rather than issued share capital.

Notes:

- a. LSD is a limited liability company incorporated in Hong Kong with its shares listed on the Main Board of the Stock Exchange.

During the period from November 2013 to December 2013, the Group acquired 2% additional interest in LSD from public shareholders at a cost of approximately HK\$88,837,000 and the Group's interest in LSD was increased from 49.97% to 51.97%. A discount on acquisition of approximately HK\$309,017,000 was credited to other reserve. There has been no change in the Group's ownership in LSD since then. The remaining 48.03% (2013: 50.03%) of the ordinary shares of LSD are owned by numerous widely dispersed shareholders. Other than the Group, no individual shareholder holds more than 5% interest in LSD. The directors concluded that the Company has a sufficiently dominant voting interest to direct the relevant activities of LSD on the basis of the Group's absolute size of shareholding and the relative size and dispersion of the shareholdings owned by the other shareholders throughout the current year.

During the period from October 2012 to December 2012, the Group acquired 2% additional interest in LSD from the public shareholders at a cost of approximately HK\$107,863,000 and the Group's interest in LSD increased from 47.97% to 49.97%. A discount on acquisition of approximately HK\$261,400,000 was credited to other reserve.

- b. These subsidiaries are held by LSD, in which the percentage of equity attributable to the Company is arrived after considering the Company's ownership interest of 51.97% (2013: 49.97%) in LSD.
- c. LSD owns a 51% (2013: 51%) equity interest in Porchester, which in turn, through GIV, a wholly-owned subsidiary of Porchester, owns a 51% (2013: 51%) interest in CCHJV. By virtue of the 51% (2013: 51%) equity interest in CCHJV held by LSD through the 51%-owned Porchester, an effective equity interest of 26.01% (2013: 26.01%) in CCHJV was held by LSD. Accordingly, the Company holds effective equity interest of 26.50% (2013: 25.48%) in Porchester and 13.52% (2013: 13.00%) in CCHJV.
- d. These subsidiaries are newly incorporated/acquired during the current year.

19. INTERESTS IN SUBSIDIARIES (CONTINUED)

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Shares of certain subsidiaries held by the Group were also pledged to banks to secure banking facilities granted to the Group (note 28).

Summarised consolidated financial information of LSD that has material non-controlling interests is set out below. The financial information below represents amounts after fair value adjustments and before intragroup eliminations.

| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|--|-----------------------------|-----------------------------|
| Current assets | 2,683,102 | 4,086,231 |
| Non-current assets | 25,715,075 | 22,910,392 |
| Current liabilities | (849,356) | (831,198) |
| Non-current liabilities | (6,198,969) | (6,460,140) |
| Equity attributable to owners of the Company | 10,766,235 | 9,554,533 |
| Non-controlling interests | 10,583,617 | 10,150,752 |

Notes to Financial Statements

31 July 2014

19. INTERESTS IN SUBSIDIARIES (CONTINUED)

| | Year ended 31 July 2014 HK\$'000 | Year ended 31 July 2013 HK\$'000 |
|--|---|---|
| Turnover | 2,109,647 | 963,757 |
| Cost of sales | (1,096,047) | (376,906) |
| Profit for the year | 1,461,671 | 2,698,930 |
| Profit attributable to owners of the Company | 733,259 | 1,292,195 |
| Profit attributable to non-controlling interests | 728,412 | 1,406,735 |
| Profit for the year | 1,461,671 | 2,698,930 |
| Other comprehensive income attributable to owners of the Company | 19,914 | 41,836 |
| Other comprehensive income attributable to non-controlling interests | 21,174 | 44,184 |
| Other comprehensive income for the year | 41,088 | 86,020 |
| Total comprehensive income attributable to owners of the Company | 753,173 | 1,334,031 |
| Total comprehensive income attributable to non-controlling interests | 749,586 | 1,450,919 |
| Total comprehensive income for the year | 1,502,759 | 2,784,950 |
| Net cash flows from operating activities | 446,089 | 46,212 |
| Net cash flows used in investing activities | (1,487,128) | (1,479,243) |
| Net cash flows (used in)/from financing activities | (411,917) | 2,993,003 |
| Net (decrease)/increase in cash and cash equivalents | (1,452,956) | 1,559,972 |

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES

(a) Interests in associates

| | Group | | Company | |
|--|------------------|------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Unlisted shares, at cost | — | — | — | — |
| Share of net assets | 3,696,252 | 3,272,176 | — | — |
| | 3,696,252 | 3,272,176 | — | — |
| Amounts due from associates | 365,218 | 321,863 | 3,317 | 3,322 |
| Provision for impairment | (179,624) | (178,419) | (854) | (956) |
| | 3,881,846 | 3,415,620 | 2,463 | 2,366 |
| Market value of listed shares at the end of the reporting period | 463,872 | 570,865 | | |

The amounts due from associates are unsecured, interest-free and not expected to be repayable in the foreseeable future, except for amounts due from associates of approximately HK\$13,715,000 (2013: HK\$13,226,000) by the Group and an amount due from an associate of approximately HK\$3,317,000 (2013: HK\$3,322,000) by the Company as at 31 July 2014 which bore interest at the prevailing market rate. In the opinion of the directors, these balances are considered as quasi-equity investments in the associates.

The provision for impairment in respect of the amounts due from associates at the end of the reporting period was determined on the basis of the amounts recoverable from the associates with reference to the fair value of the underlying assets held by the associates.

During the year, the provision for impairment was increased by approximately HK\$1,205,000 (2013: decreased by approximately HK\$1,437,000).

In prior year, a dividend of HK\$16,300,000 was declared by an associate, which was settled through the amount due to an associate.

Notes to Financial Statements

31 July 2014

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(a) Interests in associates (continued)

Particulars of the Group's principal associates as at 31 July 2014 were as follows:

| Name | Place of incorporation/ registration/ and business | Class of shares held | Percentage of ownership interest attributable to the Group | Notes |
|--|---|----------------------|--|-------|
| eSun | Bermuda/ Hong Kong | Ordinary | 21.79 | a |
| Lai Fung Holdings Limited ("Lai Fung") | Cayman Islands/ PRC | Ordinary | 11.20 | b |
| Media Asia Group Holdings Limited ("Media Asia") | Incorporated in the Cayman Islands and continued in Bermuda | Ordinary | 13.70 | c |

Notes:

- a. eSun is listed on the Main Board of the Stock Exchange. LSD owns a 41.92% (2013: 39.93%) interest in eSun and the percentage of ownership interest attributable to the Group is arrived after considering the Group's beneficial interest of 51.97% (2013: 49.97%) in LSD.

eSun and its subsidiaries are principally engaged in property development for sale and property investment for rental purposes; development and operation of and investment in media, entertainment, music production and distribution; investment in and production and distribution of films and video format products; cinema operation; provision of advertising agency services; sale of cosmetic products; and investment holding.

- b. Lai Fung is listed on the Main Board of the Stock Exchange. As at 31 July 2014, eSun owns a 51.39% (2013: 49.46%) in Lai Fung.

Lai Fung and its subsidiaries are principally engaged in property development for sale and property investment for rental purposes.

- c. Media Asia is listed on the Growth Enterprise Market of the Stock Exchange. As at 31 July 2014, eSun owns a 62.89% (2013: 51.09%) interest in Media Asia.

Media Asia and its subsidiaries are principally engaged in film production and distribution; organisation, management and production of concerts and live performances; artiste management; production and distribution of television programs; music production and publishing; and provision of advertising services and consultancy services in planning and management of cultural, entertainment and live performance projects.

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(a) Interests in associates (continued)

The above table lists the associates of the Group which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

The financial year end dates of the above associates are coterminous with that of the Group.

All the above associates have been accounted for using the equity method in these financial statements.

The eSun Group

- (i) On 27 February 2012, eSun and Lai Fung issued a joint announcement in respect of the proposed open offer of Lai Fung (the “**Open Offer**”) and an underwriting arrangement between eSun and Lai Fung, pursuant to which eSun irrevocably undertook to Lai Fung to take up all shares offered in the Open Offer. The Open Offer became unconditional on 6 June 2012. eSun increased its shareholding in Lai Fung from 40.58% to 47.39% immediately upon completion of the Open Offer on 11 June 2012. With the early adoption of HKFRS 10 *Consolidated Financial Statements* during the year ended 31 July 2012, the directors of eSun concluded that eSun has had control over Lai Fung and Lai Fung has become a subsidiary of eSun since 11 June 2012. Subsequent to the Open Offer, eSun further acquired shares of Lai Fung from the public shareholders and increased its interest in Lai Fung to 47.87% in June 2012.

During the year ended 31 July 2013, eSun further acquired shares of Lai Fung from the public shareholders and increased its interest to 49.46%.

During the year ended 31 July 2014, eSun further acquired shares of Lai Fung from the public shareholders and increased its interest to 51.39%.

- (ii) In June 2014, a wholly-owned subsidiary of eSun issued CNY650 million 8.375% secured guaranteed notes which will mature in 2018. In relation to these notes, LSD entered into a keepwell and security shortfall support deed (the “**Keepwell Deed**”) and a deed of equity interest purchase undertaking (the “**Undertaking Deed**”) on 17 June 2014.

Pursuant to the Keepwell Deed and the Undertaking Deed, LSD shall, if eSun Group defaults on the notes and the proceeds from disposal of eSun Group’s assets charged as security are insufficient to discharge the relevant amounts outstanding under the notes, use its best endeavours to as soon as reasonably practicable obtain all relevant approvals, including shareholders’ approvals, to (i) provide sufficient funds to eSun so as to satisfy the security shortfall amount, if any; (ii) invest or procure a subsidiary to invest in eSun by way of an equity investment or advancement of shareholders’ loan or a combination thereof ; and (iii) purchase the equity interest held by eSun as prescribed under the Undertaking Deed.

- (iii) During the period from October 2012 to December 2012, LSD acquired 2% additional interest in eSun from the public shareholders at a cost of approximately HK\$29,336,000 and LSD’s interest in eSun was increased from 37.93% to 39.93%. A discount on acquisition of HK\$134,930,000 arose from these acquisitions.

Notes to Financial Statements

31 July 2014

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(a) Interests in associates (continued)

The eSun Group (continued)

- (iv) During the period from November 2013 to December 2013, LSD acquired 1.33% additional interest in eSun from the public shareholders at a cost of approximately HK\$18,545,000 and LSD's interest in eSun was increased from 39.93% to 41.26%. In May 2014, LSD further acquired 0.66% additional interest in eSun from the public shareholders at a cost of approximately HK\$7,635,000 and LSD's interest in eSun was increased from 41.26% to 41.92%. Discount on acquisition of approximately HK\$150,660,000 arose from these acquisitions.

The below summarised financial information is extracted from the published consolidated financial statements of the eSun Group. The consolidated financial statements of the eSun Group are prepared in accordance with HKFRSs and complied with the Group's accounting policies.

| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|---|---|---|
| Current assets | 7,189,555 | 10,304,361 |
| Non-current assets | 19,337,851 | 16,701,340 |
| Current liabilities | (2,323,937) | (3,907,528) |
| Non-current liabilities | (7,623,360) | (6,781,223) |
| Net assets attributable to owners of eSun | 8,926,185 | 8,306,920 |
| Non-controlling interests | 7,653,924 | 8,010,030 |
| | Year ended 31 July 2014 HK\$'000 | Year ended 31 July 2013 HK\$'000 |
| Turnover | 2,344,796 | 2,631,699 |
| Profit for the year | 648,388 | 197,063 |
| Other comprehensive income for the year | 64,945 | 282,503 |
| Total comprehensive income for the year | 713,333 | 479,566 |

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(a) Interests in associates (continued)

The eSun Group (continued)

Reconciliation of the above summarised financial information of the eSun Group to the carrying amount of the interests in associates recognised in the consolidated financial statements is as follows:

| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|--|---|---|
| Net assets attributable to owners of eSun | 8,926,185 | 8,306,920 |
| LSD's 41.92% (2013: 39.93%) interest in the eSun Group | 3,741,858 | 3,316,953 |
| Fair value adjustment | 6,132 | 6,413 |
| The Group's share of net liabilities of the remaining associates not individually material | (51,738) | (51,190) |
| The Group's share of net assets of associates | 3,696,252 | 3,272,176 |
| | Year ended 31 July 2014 HK\$'000 | Year ended 31 July 2013 HK\$'000 |
| The Group's share of profit and total comprehensive income of the remaining associates not individually material | 62 | 4,256 |

(b) Interests in joint ventures

| | Group | |
|---------------------------------|--------------------------------------|------------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Unlisted shares, at cost | — | — |
| Share of net assets | 3,617,351 | 3,506,618 |
| Amounts due from joint ventures | 3,617,351 2,401,192 | 3,506,618 2,182,269 |
| | 6,018,543 | 5,688,887 |

The amounts due from joint ventures are unsecured, interest-free and not expected to be repayable in the foreseeable future. In the opinion of the directors, these balances are considered as quasi-equity investments in the joint ventures.

Notes to Financial Statements

31 July 2014

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(b) Interests in joint ventures (continued)

Particulars of the Group's principal joint ventures as at 31 July 2014 were as follows:

| Name | Place of incorporation/ registration/ and business | Class of shares held | Percentage of ownership interest attributable to the Group | Principal activities |
|--|--|----------------------------|--|---|
| Best Value International Limited (" Best Value ") | Hong Kong | Ordinary | 25.99 | Property development |
| Brilliant Pearl Limited (" Brilliant Pearl ") | Hong Kong | Ordinary | 25.99 | Property development/ property sales |
| Diamond Path Limited (" Diamond Path ") | British Virgin Islands/ Hong Kong | Ordinary | 25.99 | Investment holding |
| Diamond String Limited (" Diamond String ") | Hong Kong | Ordinary | 25.99 | Property investment |
| Lucky Result Limited (" Lucky Result ") | British Virgin Islands/ Hong Kong | Ordinary | 25.99 | Investment holding |
| Orient Hero Management Limited (" Orient Hero ") | British Virgin Islands/ Hong Kong | Ordinary | 25.99 | Project management |
| Strongly Limited | Hong Kong | Ordinary | 25.99 | Property development |

Certain shares of a joint venture held by the Group were pledged to a bank to secure a banking facility granted to the joint venture.

All joint ventures are 50% held by LSD. The percentage of ownership interest attributable to the Group is arrived after considering the Company's ownership interest of 51.97% (2013: 49.97%) in LSD.

All the joint ventures have been accounted for using the equity method in these financial statements.

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(b) Interests in joint ventures (continued)

The financial year end dates of the following joint ventures are different from that of the Group:

- (i) Lucky Result, Brilliant Pearl and Diamond String have a financial year end date of 31 December; and
- (ii) Best Value has a financial year end date of 30 June.

The summarised financial information below represents amounts shown in the financial statements of the respective joint ventures prepared in accordance with HKFRSs and complied with the Group's accounting policies.

Best Value and its subsidiaries (the "Best Value Group")

| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|---|---|---|
| Current assets | 98,071 | 1,167 |
| Non-current assets | 2,300,000 | 2,000,000 |
| Current liabilities | (4,550) | (1,995) |
| Non-current liabilities | (1,054,180) | (740,178) |
| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
| The above amounts of assets and liabilities include the following: | | |
| Cash and cash equivalents | 97,870 | 1,114 |
| Non-current financial liabilities (excluding trade and other payables and provisions) | (1,054,180) | (740,178) |
| | Year ended 31 July 2014 HK\$'000 | Year ended 31 July 2013 HK\$'000 |
| Turnover | — | — |
| Profit and total comprehensive income for the year | 80,347 | 189,264 |

Notes to Financial Statements

31 July 2014

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(b) Interests in joint ventures (continued)

Best Value and its subsidiaries (the "Best Value Group") (continued)

Reconciliation of the above summarised financial information of the Best Value Group to the carrying amount of the interest in the Best Value Group recognised in the consolidated financial statements is as follows:

| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|---|-----------------------------|-----------------------------|
| Net assets of the Best Value Group | 1,339,341 | 1,258,994 |
| LSD's 50% ownership interest in the Best Value Group | 669,671 | 629,497 |
| Amount due from the Best Value Group | 527,090 | 370,089 |
| Carrying amount of the Group's interest in the Best Value Group | 1,196,761 | 999,586 |

Diamond Path, Strongly Limited and Orient Hero (the "Diamond Path Group")

| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|---|-----------------------------|-----------------------------|
| Current assets | 59,786 | 4,126 |
| Non-current assets | 2,925,133 | 2,833,397 |
| Current liabilities | (24,863) | (1,640) |
| Non-current liabilities | (2,961,000) | (2,836,000) |
| The above amounts of assets and liabilities include the following: | | |
| Cash and cash equivalents | 14,311 | 4,105 |
| Non-current financial liabilities (excluding trade and other payables and provisions) | (2,961,000) | (2,836,000) |

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(b) Interests in joint ventures (continued)

Diamond Path, Strongly Limited and Orient Hero (the "Diamond Path Group") (continued)

| | Year ended 31 July 2014 HK\$'000 | Period from 4 September 2012 (date of incorporation) to 31 July 2013 HK\$'000 |
|--|---|---|
| Turnover | — | — |
| Loss and total comprehensive expense for the year/period | (827) | (117) |

Reconciliation of the above summarised financial information of the Diamond Path Group to the carrying amount of the interest in the Diamond Path Group recognised in the consolidated financial statements is as follows:

| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|---|-----------------------------|-----------------------------|
| Net liabilities of the Diamond Path Group | (944) | (117) |
| LSD's 50% ownership interest in the Diamond Path Group | (472) | (59) |
| Amount due from the Diamond Path Group | 1,480,516 | 1,418,634 |
| Carrying amount of the Group's interest in the Diamond Path Group | 1,480,044 | 1,418,575 |

Notes to Financial Statements

31 July 2014

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(b) Interests in joint ventures (continued)

| Diamond String | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|---|---|---|
| Current assets | 224,766 | 233,730 |
| Non-current assets | 7,684,609 | 7,600,000 |
| Current liabilities | (111,949) | (133,841) |
| Non-current liabilities | (1,929,105) | (1,960,861) |
| The above amounts of assets and liabilities include the following: | | |
| Cash and cash equivalents | 187,887 | 162,906 |
| Non-current financial liabilities (excluding trade and other payables and provisions) | (1,929,105) | (1,960,861) |
| Interest income (capitalised as non-current assets) | — | 420 |
| Interest expense (capitalised as non-current assets) | — | 8,463 |
| | Year ended 31 July 2014 HK\$'000 | Year ended 31 July 2013 HK\$'000 |
| Turnover | 216,089 | 50,217 |
| Profit and total comprehensive income for the year | 129,293 | 1,005,189 |
| The above profit and total comprehensive income for the year include the following: | | |
| Interest income | 987 | 481 |
| Interest expense | 30,407 | 20,033 |

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(b) Interests in joint ventures (continued)

Diamond String (continued)

Reconciliation of the above summarised financial information of Diamond String to the carrying amount of the interest in Diamond String recognised in the consolidated financial statements is as follows:

| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|---|-----------------------------|-----------------------------|
| Net assets of Diamond String | 5,868,321 | 5,739,028 |
| LSD's 50% ownership interest in Diamond String | 2,934,160 | 2,869,514 |
| Amount due from Diamond String | 393,572 | 393,546 |
| Carrying amount of the Group's interest in Diamond String | 3,327,732 | 3,263,060 |

Lucky Result and Brilliant Pearl (the "Lucky Result Group")

| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|--|-----------------------------|-----------------------------|
| Current assets | 29,912 | 39,118 |
| Current liabilities | (1,913) | (24,193) |
| The above amounts of assets and liabilities include the following: | | |
| Cash and cash equivalents | 29,912 | 37,327 |

| | Year ended 31 July 2014 HK\$'000 | Year ended 31 July 2013 HK\$'000 |
|--|---|---|
| Turnover | 1,790 | 351,680 |
| Profit and total comprehensive income for the year | 13,073 | 152,199 |
| Dividends declared by the Lucky Result Group during the year | — | 650,000 |
| The above profit for the year includes the following: | | |
| Tax charge | 2,580 | 29,939 |

Notes to Financial Statements

31 July 2014

20. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES (CONTINUED)

(b) Interests in joint ventures (continued)

Lucky Result and Brilliant Pearl (the "Lucky Result Group") (continued)

Reconciliation of the above summarised financial information of the Lucky Result Group to the carrying amount of the interest in the Lucky Result Group recognised in the consolidated financial statements is as follows:

| | 31 July 2014 HK\$'000 | 31 July 2013 HK\$'000 |
|---|-----------------------------|-----------------------------|
| Net assets of the Lucky Result Group | 27,999 | 14,925 |
| LSD's 50% ownership interest in the Lucky Result Group | 13,999 | 7,463 |
| Fair value adjustment | — | 203 |
| Carrying amount of the Group's interest in the Lucky Result Group | 13,999 | 7,666 |

21. AVAILABLE-FOR-SALE FINANCIAL ASSETS

| | Group | |
|---|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Available-for-sale investments, at fair value | | |
| Unlisted equity investments | 1,219,214 | 1,183,968 |
| Unlisted equity investments, at cost | 38,460 | 176,317 |
| Provision for impairment | (25,208) | (161,964) |
| | 13,252 | 14,353 |
| | 1,232,466 | 1,198,321 |

As at 31 July 2014, unlisted investments of the Group with a carrying amount of approximately HK\$13,252,000 (2013: HK\$14,353,000) were stated at cost less impairment because the directors are of the opinion that the variability in the range of reasonable fair value estimates is significant and the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating the fair value.

As at 31 July 2014, included in available-for-sale financial assets at fair value were equity interest in Bayshore Development Group Limited ("Bayshore"), the principal activity of which is property investment, of approximately HK\$1,115,780,000 (2013: HK\$1,115,939,000). The interest held by the Group was pledged to banks to secure a syndicated loan facility granted to Bayshore.

21. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONTINUED)

Valuation techniques

Fair value measurement using significant unobservable inputs (Level 3)

Fair value of the equity interest in Bayshore has been estimated using the fair value of investment property held by Bayshore, which is determined by the direct comparison and the income capitalisation methods detailed below.

The properties are valued by the direct comparison method on the assumption that each property can be sold in its existing state subject to existing tenancies or otherwise with the benefit of vacant possession and making references to comparable sales transactions as available in the relevant markets. Comparison is based on prices realised on actual transactions or asking prices of comparable properties. Comparable properties with similar sizes, characters and locations are analysed, and carefully weighed against all respective advantages and disadvantages of each property in order to arrive at a fair comparison of value.

The properties are also valued by the income capitalisation approach taking into account the rents passing of the properties and the reversionary potential of the tenancies, and reconciling the two approaches, if applicable.

Information about fair value measurement using significant unobservable inputs (Level 3)

| Valuation technique | Unobservable inputs | | Relationship of unobservable inputs to fair value |
|------------------------------|---|---------|--|
| Income capitalisation method | Average monthly market rent per square foot | HK\$108 | The higher the market rent, the higher the fair value |
| | Capitalisation rate | 3.3% | The higher the capitalisation rate, the lower the fair value |

22. PLEDGED AND RESTRICTED BANK BALANCES AND TIME DEPOSITS AND CASH AND CASH EQUIVALENTS

| | Group | | Company | |
|---|------------------|------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Cash and bank balances | 948,790 | 2,659,014 | 5,638 | 13,186 |
| Time deposits | 1,941,354 | 740,604 | 237,996 | 97,644 |
| | 2,890,144 | 3,399,618 | 243,634 | 110,830 |
| Less: Non-current portion of pledged balances for bank borrowings: | | | | |
| Bank balances | (68,965) | (153,933) | (1,862) | (7,777) |
| Time deposits | (112,418) | (62,289) | (9,350) | (43,389) |
| Non-current portion of pledged and restricted balance for guaranteed notes: | | | | |
| Time deposit (Note) | (188,438) | — | — | — |
| | (369,821) | (216,222) | (11,212) | (51,166) |
| Less: Current portion of pledged and restricted balance for guaranteed notes: | | | | |
| Time deposit (Note) | (62,813) | — | — | — |
| Cash and cash equivalents | 2,457,510 | 3,183,396 | 232,422 | 59,664 |

Notes to Financial Statements

31 July 2014

22. PLEDGED AND RESTRICTED BANK BALANCES AND TIME DEPOSITS AND CASH AND CASH EQUIVALENTS (CONTINUED)

The conversion of Vietnamese Dong (“VND”)/Renminbi (“RMB”) denominated cash and bank balances and time deposits into foreign currencies and the remittance of such foreign currencies denominated balances out of Vietnam/the PRC are subject to the relevant rules and regulations of foreign exchange control promulgated by the respective government authorities concerned. As at 31 July 2014, such VND and RMB denominated cash and bank balances and time deposits of the Group amounted to approximately HK\$30,324,000 (2013: HK\$29,328,000) and approximately HK\$587,000 (2013: HK\$1,162,000), respectively.

Cash at banks earns interest at floating rates based on bank deposit rates. Short term time deposits are spread over varying periods up to one month based on the estimated cash requirements of the Group, and earn interest at the respective short term time deposit rates. Bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

Note: On the issue date of the LSG Notes (as defined and disclosed in note 29(a)), the Group deposited an amount, being the amount of interest due in respect of the LSG Notes for the interest periods after the issue of the LSG Notes into an interest reserve account which would be charged for the benefit of the holders of the LSG Notes. The amount in the interest reserve account would be reduced by the interest payment on 24 January and 24 July of each year, commencing on 24 January 2015. As at 31 July 2014, an amount approximately HK\$251,251,000 (RMB200,200,000) of the Group’s time deposits were deposited into the interest reserve account.

23. DEPOSITS PAID AND OTHER RECEIVABLES

| | Group | |
|---|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Deposits paid: | | |
| For additions to investment properties | 8,942 | — |
| For a development and operation of hotel project | 180,240 | — |
| For a properties under development for sale project | 488,357 | — |
| For acquisition of property, plant and equipment | — | 17,000 |
| For acquisition of a subsidiary * | — | 6,500 |
| | 677,539 | 23,500 |
| Deferred rental benefits | 223 | — |
| Rental deposits | 4,106 | — |
| Loan receivables: | | |
| Variable-rate mortgage loan receivables | 16,384 | — |
| Fixed-rate other loan receivable | 29,216 | — |
| | 45,600 | — |
| | 727,468 | 23,500 |

* In prior year, a deposit of HK\$6,500,000 was paid for the acquisition of an investment property through the acquisition of a subsidiary. The remaining consideration of HK\$123,500,000 was settled during the year by payment of approximately HK\$123,145,000 after netting off with the acquired cash and bank balances of approximately HK\$355,000.

24. COMPLETED PROPERTIES FOR SALE

The completed properties for sale are carried at cost at the end of the reporting period.

25. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | Group | |
|-------------------------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Equity investments at market value: | | |
| Listed in Hong Kong | 2,159 | 4,954 |
| Listed overseas | — | 2,535 |
| | 2,159 | 7,489 |

The above equity instruments as at the end of the reporting period were classified as held for trading.

26. DEBTORS, DEPOSITS PAID AND OTHER RECEIVABLES/CREDITORS, DEPOSITS RECEIVED AND ACCRUALS

- (a) The Group maintains various credit policies for different business operations in accordance with business practices and market conditions in which the respective subsidiaries operate. Sales proceeds receivable from the sale of properties are settled in accordance with the terms of the respective contracts. Rent and related charges in respect of the leasing of properties are receivable from tenants, and are normally payable in advance with rental deposits received in accordance with the terms of the tenancy agreements. Hotel and restaurant charges are mainly settled by customers on a cash basis except for those corporate clients who maintain credit accounts with the respective subsidiaries, the settlement of which is in accordance with the respective agreements.

An ageing analysis of the trade debtors, based on the payment due date, as at the end of the reporting period is as follows:

| | Group | | Company | |
|--|------------------|------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Trade debtors: | | | | |
| Not yet due or less than 30 days past due | 8,594 | 6,699 | 55 | 15 |
| 31 — 60 days past due | 1,401 | 1,980 | — | 34 |
| 61 — 90 days past due | 242 | 400 | 37 | 5 |
| Over 90 days past due | 1,402 | 1,642 | 295 | 106 |
| | 11,639 | 10,721 | 387 | 160 |
| Other receivables | 62,929 | 58,844 | 1,221 | 1,572 |
| Deposits paid and prepayments | 63,060 | 56,649 | 1,172 | 1,024 |
| | 137,628 | 126,214 | 2,780 | 2,756 |

Notes to Financial Statements

31 July 2014

26. DEBTORS, DEPOSITS PAID AND OTHER RECEIVABLES/CREDITORS, DEPOSITS RECEIVED AND ACCRUALS (CONTINUED)

(a) (continued)

Debtors that were past due but not impaired mainly relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and rental deposits are received by the Group in advance from its customers, and accordingly, the balances are still considered fully recoverable. Other than rental deposits received, the Group does not hold any collateral or other credit enhancements over these balances.

(b) An ageing analysis of the trade creditors, based on the payment due date, as at the end of the reporting period is as follows:

| | Group | | Company | |
|---|------------------|------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Trade creditors: | | | | |
| Not yet due or less than 30 days past due | 9,880 | 9,171 | 8 | 34 |
| 31 — 60 days past due | 1,705 | 1,488 | — | 14 |
| 61 — 90 days past due | 199 | 87 | — | — |
| Over 90 days past due | 174 | 237 | — | — |
| | 11,958 | 10,983 | 8 | 48 |
| Other payables and accruals | 175,722 | 185,643 | 9,254 | 10,662 |
| Deposits received and other provisions | 137,187 | 161,820 | 3,993 | 4,263 |
| | 324,867 | 358,446 | 13,255 | 14,973 |

The trade creditors are non-interest-bearing normally with one month credit period.

27. HELD-TO-MATURITY DEBT INVESTMENTS

| | Group | |
|------------------------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Debt securities, at amortised cost | — | 8,317 |

The weighted average effective interest rate of these held-to-maturity debt investments was approximately 2.75% per annum and the held-to-maturity debt investments were matured in the current year.

28. BANK BORROWINGS

| | Effective annual interest rate (%) | Group | | Company | |
|--------------------------------|--|------------------|------------------|------------------|------------------|
| | | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Current Bank borrowings | | | | | |
| — secured | 2.0-4.3 (2013: 2.1-3.4) | 430,408 | 430,886 | 13,600 | 13,600 |
| Non-current Bank borrowings | | | | | |
| — secured | 2.0-4.3 (2013: 2.1-3.4) | 2,583,485 | 2,983,993 | 309,071 | 322,671 |
| | | 3,013,893 | 3,414,879 | 322,671 | 336,271 |

| | Group | | Company | |
|--|------------------|------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Analysed into: | | | | |
| Bank borrowings repayable: | | | | |
| Within one year | 430,408 | 430,886 | 13,600 | 13,600 |
| In the second year | 2,583,485 | 400,533 | 309,071 | 13,600 |
| In the third to fifth years, inclusive | — | 2,583,460 | — | 309,071 |
| | 3,013,893 | 3,414,879 | 322,671 | 336,271 |

The Group's bank borrowings as at the end of the reporting period were secured, inter alia, by:

- (i) fixed charges over certain investment properties of the Group with carrying amount of approximately HK\$13,806,570,000 (2013: HK\$12,647,396,000) (note 17);
- (ii) nil fixed charges over properties under development for sale of the Group (2013: fixed charges over certain properties under development for sale of the Group with carrying amounts of approximately HK\$695,275,000) (note 18);
- (iii) floating charges over all assets of certain subsidiaries of the Group with the aggregate carrying amounts of approximately HK\$3,964,666,000 (2013: HK\$4,401,157,000), of which Nil (2013: HK\$668,921,000) and approximately HK\$3,950,000,000 (2013: HK\$3,720,000,000) including the carrying amounts of the subsidiaries' properties under development for sale and investment properties, respectively, are also included in notes (ii) and (i), respectively;
- (iv) charges over certain bank balances and time deposits of the Group with an aggregate carrying amount of approximately HK\$432,634,000 (2013: HK\$216,222,000) (note 22);
- (v) charges over shares of certain subsidiaries held by the Group (note 19); and
- (vi) guarantees to the extent of approximately HK\$217,561,000 provided by LSD.

Notes to Financial Statements

31 July 2014

29. GUARANTEED NOTES

| | Notes | Group | |
|---------------------------------------|-------|------------------|------------------|
| | | 2014 HK\$'000 | 2013 HK\$'000 |
| RMB650,000,000 7.7% guaranteed notes | a | 798,022 | — |
| US\$350,000,000 5.7% guaranteed notes | b | 2,698,122 | 2,695,474 |
| | | 3,496,144 | 2,695,474 |

Notes:

- a. On 25 July 2014, Lai Sun Garment International Finance (2014) Limited, a wholly-owned subsidiary of the Company, issued guaranteed notes in an aggregate principal amount of RMB650,000,000 (the "LSG Notes"). The LSG Notes are guaranteed by the Company, have a maturity term of four years and bear a fixed interest rate of 7.7% per annum with interest payable semi-annually in arrears.

The net proceeds from the offering are approximately RMB635,000,000 and will be used for general working capital purposes and may be used, if the opportunity arises and circumstances are favourable, in connection with a possible participation in a project, which will be developed in relation to the development in Phase I of the Creative Culture City Project in Hengqin New Area, Zhuhai City Guangdong Province, the PRC.

| | Group | |
|-----------------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Guaranteed notes | 815,750 | — |
| Issue expenses | (17,728) | — |
| | 798,022 | — |
| Fair value of the LSG Notes | 838,289 | — |

The fair value was determined by reference to the closing price of the LSG Notes published by a leading global financial market data provider as at 31 July 2014.

As at 31 July 2014, the LSG Notes are secured by the share charge over 10,426 million ordinary shares of LSD held by the Group, the account charge on the interest reserve account (note 22) and the corporate guarantee by the Company for all amounts outstanding under the LSG Notes.

29. GUARANTEED NOTES (CONTINUED)

Notes: (continued)

- b. On 18 January 2013, Lai Sun International Finance (2012) Limited, a wholly-owned subsidiary of LSD, issued guaranteed notes in an aggregate principal amount of US\$350,000,000 (the “LSD Notes”). The LSD Notes are guaranteed by LSD, have a maturity term of five years and bear a fixed interest rate of 5.7% per annum with interest payable semi-annually in arrears.

The net proceeds from the offering were approximately US\$347,000,000 and would be used for general corporate purposes.

| | Group | |
|-----------------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Guaranteed notes | 2,712,500 | 2,714,005 |
| Issue expenses | (14,378) | (18,531) |
| | 2,698,122 | 2,695,474 |
| Fair value of the LSD Notes | 2,741,500 | 2,577,029 |

The fair value was determined by reference to the closing price of the LSD Notes published by a leading global financial market data provider as at 31 July 2014 and 31 July 2013.

30. OTHER BORROWING, NOTE PAYABLE AND INTEREST PAYABLE

| | | Group and Company | |
|-----------------------------|-------|-------------------|------------------|
| | | 2014 HK\$'000 | 2013 HK\$'000 |
| | Notes | | |
| Other borrowing — unsecured | a, c | 31,745 | 31,745 |
| Note payable | b, c | 195,000 | 195,000 |
| Interest payable | | 123,537 | 112,199 |
| | | 350,282 | 338,944 |

Notes:

- a. Other borrowing as at 31 July 2014 was a loan of HK\$31,745,000 (2013: HK\$31,745,000) due to the late Mr. Lim Por Yen. Mr. Lim Por Yen, who passed away on 18 February 2005, was a former executive director and shareholder of the Company. A loan facility of HK\$100 million was granted by him in prior years, which bore interest at the best lending rate quoted by a designated bank in Hong Kong and was originally due for repayment on 30 November 2005.
- b. Note payable represented a loan note payable to the late Mr. Lim Por Yen. According to the terms of the note payable, it was unsecured, bore interest at the best lending rate quoted by a designated bank in Hong Kong and was originally due for repayment on 30 April 2006.
- c. On 31 July 2014, the executor of Mr. Lim Por Yen's estate, at the request of the Group, confirmed to the Group that no demand for settlement of the outstanding amount or the related interest would be made on or before 1 February 2016. The effective interest rate is 5% per annum.

Notes to Financial Statements

31 July 2014

31. DEFERRED TAX

The movements in deferred tax (liabilities)/assets during the year are as follows:

Group

| | Accelerated tax depreciation HK\$'000 | Tax losses HK\$'000 | Others HK\$'000 | Total HK\$'000 |
|---|---|---------------------------|--------------------|-------------------|
| At 1 August 2012 | (171,248) | 1,180 | (1,156) | (171,224) |
| Fair value adjustments arising from acquisition of property, plant and equipment from a joint venture | (2,751) | — | — | (2,751) |
| Deferred tax (charged)/credited to the consolidated income statement during the year (note 11) | (6,235) | 509 | 1,712 | (4,014) |
| At 31 July 2013 and 1 August 2013 | (180,234) | 1,689 | 556 | (177,989) |
| Fair value adjustments arising from acquisition of property, plant and equipment from a joint venture | (40) | — | — | (40) |
| Deferred tax (charged)/credited to the consolidated income statement during the year (note 11) | (2,159) | 232 | (53) | (1,980) |
| Acquisition of a subsidiary | (361) | — | — | (361) |
| At 31 July 2014 | (182,794) | 1,921 | 503 | (180,370) |

Apart from tax losses for which deferred tax had been recognised above, the Group had tax losses arising in Hong Kong of approximately HK\$1,554 million (2013: HK\$1,415 million) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as future taxable profits may not be available to utilise such losses in the foreseeable future.

32. SHARE CAPITAL

| | Note | 2014 | | 2013 | |
|--|------|----------------------|-----------------------------|---------------------|-----------------------------|
| | | Number of shares | Total amount HK\$'000 | Number of shares | Total amount HK\$'000 |
| Authorised ordinary shares of HK\$0.01 each | a | — | — | 4,000,000,000 | 40,000 |
| Ordinary shares in issue | a | 1,876,211,167 | 1,165,343 | 1,617,423,423 | 16,174 |

32. SHARE CAPITAL (CONTINUED)

Movements in the Company's share capital and share premium account during the year are summarised as follows:

| | Notes | Number of shares in issue | Issued capital HK\$'000 | Share premium account HK\$'000 | Total amount HK\$'000 |
|--|-------|------------------------------|-------------------------------|---|-----------------------------|
| At 1 August 2012, 31 July 2013 and 1 August 2013 | | 1,617,423,423 | 16,174 | 1,908,840 | 1,925,014 |
| Transfer to issued capital and share premium account upon completion of rights issue (note 34(b)) | b | 258,787,744 | 2,588 | 207,741 | 210,329 |
| Transfer from share premium account to issued capital (note 34(b)) | c | — | 2,116,581 | (2,116,581) | — |
| Transfer to capital reduction reserve (note 34(b)) | d | — | (970,000) | — | (970,000) |
| At 31 July 2014 | | 1,876,211,167 | 1,165,343 | — | 1,165,343 |

Notes:

- Under the Hong Kong Companies Ordinance (Cap. 622), which commenced operation on 3 March 2014, the concept of authorised share capital no longer exists. In accordance with Section 135 of the Hong Kong Companies Ordinance (Cap. 622), the Company's shares no longer have a nominal value. There is no impact on the number of shares in issue or the relative entitlement of any of the members as a result of this transition.
- Pursuant to the prospectus dated 13 January 2014, the Company proposed a rights issue of 258,787,744 shares on the basis of four rights shares for every twenty five existing shares of the Company at a subscription price of HK\$0.834 each. The rights issue was subsequently completed on 4 February 2014 (the "**Completion**"). The net proceeds from the rights issue of approximately HK\$210,329,000, after deduction of rights issue expenses of approximately HK\$5,500,000, were recorded as other reserve prior to the Completion. Following the Completion, approximately HK\$2,588,000 and HK\$207,741,000 were credited to issued capital and share premium account, respectively.
- With effect from 3 March 2014, the amount standing to the credit of the share premium account of the Company is deemed to be part of the share capital of the Company pursuant to Section 37(1) of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622).
- On 25 July 2014, the reduction of the amount standing to the credit of the share capital account of the Company by a sum equal to HK\$970,000,000 ("**Capital Reduction**") became effective. The credit arising from the Capital Reduction was applied to a capital reduction reserve account of the Company. The Company used capital reduction reserve of HK\$963,027,000 to set off against the Company's accumulated realised losses.

Notes to Financial Statements

31 July 2014

33. SHARE OPTION SCHEMES

Company

The Company operates a share option scheme (the “**Share Option Scheme**”) for the purpose of providing incentives and rewards to eligible participants for their contribution or would-be contribution to the Group, to enable the Group to recruit and retain high-calibre employees and to attract human resources that are valuable to the Group. Eligible participants of the Share Option Scheme include the directors (including executive, non-executive and independent non-executive directors), employees of the Group, agents or consultants of the Group, and any employee of the shareholder or any member of the Group or any holder of any securities issued by any member of the Group. The Share Option Scheme which was adopted on 22 December 2006 and became effective on 29 December 2006, unless otherwise terminated or amended, will remain in force for a period of 10 years from the latter date.

The maximum number of the Company’s shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the shares in issue at any time. The total number of shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the shares of the Company in issue as at the date of adopting the Share Option Scheme, but the Company may seek approval of its shareholders in a general meeting to refresh the 10% limit under the Share Option Scheme.

The total number of shares issued and to be issued upon exercise of the share options granted and to be granted to each eligible participant except a substantial shareholder or an independent non-executive director of the Company or any of their associates (including both exercised and outstanding options) in any 12-month period up to the date of grant must not exceed 1% of the Company’s shares in issue at the date of grant. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting of the Company.

Each grant of share options to a director, chief executive or substantial shareholder of the Company, or to any of their associates, is subject to approval in advance by the independent non-executive directors of the Company. In addition, any grant of share options to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company’s share at the date of grant) in excess of HK\$5 million, within any 12-month period, is subject to shareholders’ approval in advance in a general meeting of the Company.

The offer of a grant of share options may be accepted within 28 days from the date of offer to be accompanied by payment of a consideration of HK\$1 by the grantee. The exercise period of the share options granted is determinable by the directors of the Company save that such period must not be more than 10 years from the date of grant of the share options.

The exercise price of the share options is determinable by the directors of the Company, but must not be less than the highest of (i) the closing price of the Company’s shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a trading day; (ii) the average closing price of the Company’s shares as stated in the Stock Exchange’s daily quotations sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company’s shares.

Share options do not confer rights on the holders to dividends or to vote at general meetings of the Company.

33. SHARE OPTION SCHEMES (CONTINUED)

Company (continued)

The following table discloses movements of the Company's share options held by certain directors and employees during the year ended 31 July 2014:

| Name and category of participant | Number of share options | | | Outstanding at 31/07/2014 | Date of grant of options | Exercise period of share options | Exercise price of share options* HK\$ per share |
|----------------------------------|---------------------------|------------------------|--------------------|---------------------------|--------------------------|----------------------------------|---|
| | Outstanding at 01/08/2013 | Adjustment during year | Lapsed during year | | | | |
| Directors | | | | | | | |
| Lam Kin Ngok, Peter | 1,617,423 | 258,788 (Note) | — | 1,876,211 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 1.21 (Note) |
| Lam Hau Yin, Lester | 16,174,234 | 2,587,877 (Note) | — | 18,762,111 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 1.21 (Note) |
| Chew Fook Aun | 16,174,234 | 2,587,877 (Note) | — | 18,762,111 | 05/06/2012 | 05/06/2012 - 04/06/2022 | 0.501 (Note) |
| Other employees, in aggregate | 10,687,117 | 1,709,939 (Note) | — | 12,397,056 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 1.21 (Note) |
| Other employees, in aggregate | 500,000 | 80,000 (Note) | — | 580,000 | 26/07/2013 | 26/07/2013 - 25/07/2023 | 1.28 (Note) |
| | 45,153,008 | 7,224,481 | — | 52,377,489 | | | |

Note: On 7 February 2014, the exercise price of and the number of shares entitled to be subscribed for under the outstanding share options have been adjusted in the following manner upon the completion of rights issue of the Company.

| Name and category of participant | Number of share options before the rights issue | Exercise price per share prior to the rights issue HK\$ | Adjusted number of share options after the rights issue | Adjusted exercise price per share after the rights issue HK\$ |
|----------------------------------|---|--|---|--|
| Directors | | | | |
| Lam Kin Ngok, Peter | 1,617,423 | 1.41 | 1,876,211 | 1.21 |
| Lam Hau Yin, Lester | 16,174,234 | 1.41 | 18,762,111 | 1.21 |
| Chew Fook Aun | 16,174,234 | 0.582 | 18,762,111 | 0.501 |
| Other employees, in aggregate | 10,687,117 | 1.41 | 12,397,056 | 1.21 |
| Other employees, in aggregate | 500,000 | 1.49 | 580,000 | 1.28 |
| Total | 45,153,008 | | 52,377,489 | |

Notes to Financial Statements

31 July 2014

33. SHARE OPTION SCHEMES (CONTINUED)

Company (continued)

The following table discloses movements of the Company's share options held by certain directors and employees during the year ended 31 July 2013:

| Name and category of participant | Number of share options | | | Outstanding at 31/07/2013 | Date of grant of options | Exercise period of share options | Exercise price of share options* HK\$ per share |
|----------------------------------|---------------------------|---------------------|--------------------|---------------------------|--------------------------|----------------------------------|--|
| | Outstanding at 01/08/2012 | Granted during year | Lapsed during year | | | | |
| Directors | | | | | | | |
| Lam Kin Ngok, Peter | — | 1,617,423 | — | 1,617,423 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 1.41 |
| Lam Hau Yin, Lester | — | 16,174,234 | — | 16,174,234 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 1.41 |
| Chew Fook Aun | 16,174,234 | — | — | 16,174,234 | 05/06/2012 | 05/06/2012 - 04/06/2022 | 0.582 |
| Other employees, in aggregate | — | 11,087,117 | (400,000) | 10,687,117 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 1.41 |
| Other employees, in aggregate | — | 500,000 | — | 500,000 | 26/07/2013 | 26/07/2013 - 25/07/2023 | 1.49 |
| | 16,174,234 | 29,378,774 | (400,000) | 45,153,008 | | | |

* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other relevant changes in the Company's share capital.

The closing prices of the Company's shares immediately before 5 June 2012, 18 January 2013 and 26 July 2013, the dates of grant, were HK\$0.56, HK\$1.38 and HK\$1.52, respectively.

The fair value of the share options granted during the year ended 31 July 2013 was approximately HK\$10,256,000, of which the Group recognised the entire amount as an expense during the prior year.

33. SHARE OPTION SCHEMES (CONTINUED)

Company (continued)

The fair value of equity-settled share options granted during the year ended 31 July 2013 was estimated as at the date of grant using the Binomial Option Pricing Model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

| | 2013 |
|--------------------------------------|--------|
| Dividend yield (%) | — |
| Expected volatility (%) | 48.000 |
| Historical volatility (%) | 48.000 |
| Risk-free interest rate (%) | 1.012 |
| Expected life of options (years) | 10 |
| Closing share price (HK\$ per share) | 1.410 |

The expected life of the options is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

Other than the grant and the lapse of the above share options, during the year ended 31 July 2013, no other options were granted, exercised, cancelled or lapsed in accordance with the terms of the Share Option Scheme.

At the end of the reporting period, the Company had 52,377,489 share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 52,377,489 additional ordinary shares of the Company and additional share capital of approximately HK\$50,115,000 (before issue expenses).

At 31 July 2013, the Company had 45,153,008 share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 45,153,008 additional ordinary shares of the Company and additional share capital of approximately HK\$452,000 and share premium of approximately HK\$49,862,000 (before issue expenses).

As at the date of approval of these financial statements, further options to subscribe for a maximum of 109,364,853 (2013: 116,589,334) shares in the Company could be granted under the Share Option Scheme. Together with the underlying 52,377,489 (2013: 45,153,008) shares comprised in the share options remained outstanding as at 31 July 2014 and the date of approval of these financial statements, a total number of 161,742,342 (2013: 161,742,342) shares are available for issue under the Share Option Scheme, representing approximately 8.6% (2013: 10.0%) of the Company's shares in issue as at the date of approval of these financial statements.

Notes to Financial Statements

31 July 2014

33. SHARE OPTION SCHEMES (CONTINUED)

LSD

LSD operates a share option scheme (the “**LSD Share Option Scheme**”) for the purpose of providing incentives or rewards to eligible participants for their contribution or would-be contribution to LSD, to enable LSD to recruit and retain high-calibre employees and to attract human resources that are valuable to LSD. Eligible participants of the LSD Share Option Scheme include the directors (including executive, non-executive directors and independent non-executive directors), employees of LSD, agents or consultants of LSD, and employee of the shareholder or any member of LSD or any holder of any securities issued by any member of LSD. The LSD Share Option Scheme was adopted on 22 December 2006 and became effective on 29 December 2006 and, unless otherwise terminated or amended, will remain in force for 10 years from the latter date.

The maximum number of LSD’s shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the LSD Share Option Scheme and any other schemes of LSD must not exceed 30% of the LSD’s shares in issue from time to time. The total number of shares which may be issued upon exercise of all share options to be granted under the LSD Share Option Scheme and any other schemes of LSD shall not exceed 10% of the total number of shares of LSD in issue as at the date of adopting the LSD Share Option Scheme unless LSD seeks approval of its shareholders in general meeting to refresh the 10% limit under the LSD Share Option Scheme.

The total number of shares issued and to be issued upon exercise of the share options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of LSD’s total number of shares in issue. Any further grant of share options representing in aggregate over 1% of the total number of LSD’s shares in issue must be separately approved by the shareholders in general meetings of LSD.

Each grant of share options to a director, chief executive or substantial shareholder of LSD, or to any of their respective associates, shall be subject to approval by the independent non-executive directors of LSD. Any grant of share options to a substantial shareholder or an independent non-executive director of LSD, or to any of their respective associates, representing in aggregate over 0.1% of the shares of LSD in issue or having an aggregate value (based on the closing price of LSD’s shares at the date of grant) in excess of HK\$5 million, in the 12-month period up to and including the date of such grant must be approved by shareholders in general meetings of LSD.

The offer of a grant of share options shall be accepted within 28 days from the date of offer and acceptance shall be made with a remittance in favour of LSD of HK\$1.00 by way of consideration for the grant. The exercise period of the share options granted is determinable by the directors of LSD save that such period shall not be more than 10 years from the date of grant of the share options.

The exercise price of share options is determinable by the directors of LSD, but shall not be lower than the highest of (i) the closing price of LSD’s shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a trading day; (ii) the average closing price of LSD’s shares as stated in the Stock Exchange’s daily quotations sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of LSD’s share.

Share options do not confer rights on the holders to dividends or to vote at general meetings of LSD.

33. SHARE OPTION SCHEMES (CONTINUED)

LSD (continued)

The following table discloses movements of LSD's share options held by certain directors and employees of LSD during the year ended 31 July 2014:

| Name and category of participant | Number of share options | | | Outstanding at 31/07/2014 | Date of grant of options | Exercise period of share options | Exercise price of share options* HK\$ per share |
|----------------------------------|---------------------------|-----------------------|--------------------|---------------------------|--------------------------|----------------------------------|--|
| | Outstanding at 01/08/2013 | Exercised during year | Lapsed during year | | | | |
| Directors | | | | | | | |
| Lam Kin Ngok, Peter | 20,062,893 | — | — | 20,062,893 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 0.335 |
| Lam Hau Yin, Lester | 200,628,932 | — | — | 200,628,932 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 0.335 |
| Chew Fook Aun | 200,628,932 | — | — | 200,628,932 | 05/06/2012 | 05/06/2012 - 04/06/2022 | 0.112 |
| Lau Shu Yan, Julius | 100,314,466 | — | — | 100,314,466 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 0.335 |
| Other employees, in aggregate | 177,188,680 | — | — | 177,188,680 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 0.335 |
| Other employees, in aggregate | 4,000,000 | — | — | 4,000,000 | 26/07/2013 | 26/07/2013 - 25/07/2023 | 0.235 |
| | 702,823,903 | — | — | 702,823,903 | | | |

Notes to Financial Statements

31 July 2014

33. SHARE OPTION SCHEMES (CONTINUED)

LSD (continued)

The following table discloses movements of the LSD's share options held by certain directors and employees of LSD during the year ended 31 July 2013:

| Name and category of participant | Number of share options | | | Outstanding at 31/07/2013 | Date of grant of options | Exercise period of share options | Exercise price of share options* HK\$ per share |
|----------------------------------|---------------------------|---------------------|--------------------|---------------------------|--------------------------|----------------------------------|--|
| | Outstanding at 01/08/2012 | Granted during year | Lapsed during year | | | | |
| Directors | | | | | | | |
| Lam Kin Ngok, Peter | — | 20,062,893 | — | 20,062,893 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 0.335 |
| Lam Hau Yin, Lester | — | 200,628,932 | — | 200,628,932 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 0.335 |
| Chew Fook Aun | 200,628,932 | — | — | 200,628,932 | 05/06/2012 | 05/06/2012 - 04/06/2022 | 0.112 |
| Lau Shu Yan, Julius | — | 100,314,466 | — | 100,314,466 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 0.335 |
| Other employees, in aggregate | — | 187,188,680 | (10,000,000) | 177,188,680 | 18/01/2013 | 18/01/2013 - 17/01/2023 | 0.335 |
| Other employees, in aggregate | — | 4,000,000 | — | 4,000,000 | 26/07/2013 | 26/07/2013 - 25/07/2023 | 0.235 |
| | 200,628,932 | 512,194,971 | (10,000,000) | 702,823,903 | | | |

* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other relevant changes in LSD's share capital.

The closing prices of LSD's shares immediately before 5 June 2012, 18 January 2013 and 26 July 2013, the dates of grant, were HK\$0.109, HK\$0.325 and HK\$0.242, respectively.

The fair value of the share options granted during the year ended 31 July 2013 was approximately HK\$50,810,000, of which the Group recognised the entire amount as an expense during the prior year.

33. SHARE OPTION SCHEMES (CONTINUED)

LSD (continued)

The fair value of equity-settled share options granted during the year ended 31 July 2013 was estimated as at the date of grant using the Binomial Option Pricing Model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

| | 2013 |
|--------------------------------------|--------|
| Dividend yield (%) | — |
| Expected volatility (%) | 68.971 |
| Historical volatility (%) | 68.971 |
| Risk-free interest rate (%) | 1.012 |
| Expected life of options (years) | 10 |
| Closing share price (HK\$ per share) | 0.335 |

The expected life of the options is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

Other than the grant and lapse of the above share options, during the year, no other options were granted, exercised, cancelled or lapsed in accordance with the terms of the LSD Share Option Scheme.

At the end of the reporting period, LSD had 702,823,903 share options outstanding under the LSD Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of LSD, result in the issue of 702,823,903 additional ordinary shares of LSD and additional share capital of approximately HK\$190,306,000 (before issue expenses).

At 31 July 2013, LSD had 702,823,903 share options outstanding under the LSD Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of LSD, result in the issue of 702,823,903 additional ordinary shares of LSD and additional share capital of approximately HK\$7,028,000 and share premium of approximately HK\$183,278,000 (before issue expenses).

As at the date of approval of LSD's financial statements, further options to subscribe for a maximum of 713,380,329 (2013: 713,380,329) shares in LSD could be granted under the LSD Share Option Scheme. Together with the underlying 702,823,903 (2013: 702,823,903) shares comprised in the share options remained outstanding as at 31 July 2014 and the date of approval of LSD's financial statements, a total number of 1,416,204,232 (2013: 1,416,204,232) shares are available for issue under the LSD Share Option Scheme, representing approximately 7.1% (2013: 7.1%) of LSD's shares in issue as at the date of approval of LSD's financial statements.

Notes to Financial Statements

31 July 2014

34. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 73 of the financial statements.

(b) Company

| | Share premium account HK\$'000 | Asset revaluation reserve HK\$'000 | Share option reserve HK\$'000 | Capital reduction reserve HK\$'000 | Other reserve HK\$'000 | Retained profits HK\$'000 | Total HK\$'000 |
|--|---|---|--|---|------------------------------|---------------------------------|-------------------|
| At 1 August 2012 | 1,908,840 | 55,494 | 3,665 | — | — | 2,522,632 | 4,490,631 |
| Profit and total comprehensive income for the year (Note) | — | — | — | — | — | 68,268 | 68,268 |
| Recognition of share-based payments | — | — | 10,256 | — | — | — | 10,256 |
| Lapse of share options | — | — | (140) | — | — | 140 | — |
| At 31 July 2013 and 1 August 2013 | 1,908,840 | 55,494 | 13,781 | — | — | 2,591,040 | 4,569,155 |
| Profit and total comprehensive income for the year (Note) | — | — | — | — | — | 92,821 | 92,821 |
| Net proceeds from rights issue (note 32(b)) | — | — | — | — | 210,329 | — | 210,329 |
| Transfer to issued capital and share premium upon completion of rights issue (note 32(b)) | 207,741 | — | — | — | (210,329) | — | (2,588) |
| Transfer to issued capital (note 32(c)) | (2,116,581) | — | — | — | — | — | (2,116,581) |
| Transfer to capital reduction reserve (note 32(d)) | — | — | — | 970,000 | — | — | 970,000 |
| Transfer to retained profits (note 32(d)) | — | — | — | (963,027) | — | 963,027 | — |
| Proposed final dividend (note 13) | — | — | — | — | — | (20,638) | (20,638) |
| At 31 July 2014 | — | 55,494 | 13,781 | 6,973 | — | 3,626,250 | 3,702,498 |

Note: The profits for the years ended 31 July 2014 and 31 July 2013 included dividend income and interest income received from subsidiaries.

35. CAPITAL COMMITMENTS

The Group had the following commitments not provided for in the financial statements at the end of the reporting period:

| | Group | |
|--|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Contracted, but not provided for | | |
| Purchase of property, plant and equipment | 3,308 | 34,803 |
| Development and operation of a hotel project | 1,560,502 | — |
| Addition of investment properties | 12,820 | — |
| Acquisition of a subsidiary | — | 123,500 |
| | 1,576,630 | 158,303 |
| Authorised, but not contracted for | | |
| Development of a hotel project | 2,427,632 | — |
| | 4,004,262 | 158,303 |

In addition, the Group's share of a joint venture's own capital commitments, in respect of future development expenditure of its investment properties, is as follows:

| | Group | |
|------------------------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 |
| Authorised, but not contracted for | — | — |
| Contracted, but not provided for | 170,763 | 24,821 |

At 31 July 2014 and 31 July 2013, the Company had no capital commitments.

36. CONTINGENT LIABILITIES

Saved as disclosed elsewhere in the financial statements, the Group also had the following contingent liabilities at the end of the reporting period:

- (a) In connection with the disposal (the "**Transaction**") of 100% interests in Majestic Hotel and Majestic Centre, Kowloon, Hong Kong by Taiwa Land Investment Company, Limited ("**Taiwa**"), an indirect 50%-owned associate of LSD, Taiwa, LSD, and the other 50% beneficial shareholder of Taiwa (collectively the "**Covenantors**") entered into a tax deed (the "**Tax Deed**") with the purchaser of the Transaction, and Majestic Hotel Enterprises Holding Limited and Majestic Centre Holding Limited and their subsidiaries (collectively the "**Properties Holding Companies**") on 17 July 2007. Pursuant to the Tax Deed, the Covenantors severally agreed to indemnify the Properties Holding Companies against any taxation on profits levied by relevant tax authority in Hong Kong resulting from events happened prior to the completion of the Transaction for a maximum amount of HK\$30,000,000. As such, the maximum liability of LSD under the Tax Deed is HK\$15,000,000. The Tax Deed is valid for a period of 7 years from the date of its execution.

Notes to Financial Statements

31 July 2014

36. CONTINGENT LIABILITIES (CONTINUED)

- (b) Pursuant to an indemnity deed (the "**Lai Fung Tax Indemnity Deed**") dated 12 November 1997 entered into between LSD and Lai Fung, LSD has undertaken to indemnify Lai Fung in respect of certain potential PRC income tax and land appreciation tax ("**LAT**") payable or shared by Lai Fung in consequence of the disposal of any of the property interests attributable to Lai Fung through its subsidiaries and its associates as at 31 October 1997 (the "**Property Interests**"). These tax indemnities given by LSD apply in so far as such tax is applicable to the difference between (i) the value of the Property Interests in the valuation thereon by Chesterton Petty Limited (currently known as "**Knight Frank Petty Limited**"), independent chartered surveyors, as at 31 October 1997 (the "**Valuation**"); and (ii) the aggregate costs of such Property Interests incurred up to 31 October 1997, together with the amount of unpaid land costs, unpaid land premium and unpaid costs of resettlement, demolition and public utilities and other deductible costs in respect of the Property Interests. The Lai Fung Tax Indemnity Deed assumes that the Property Interests are disposed of at the values attributed to them in the Valuation, computed by reference to the rates and legislation governing PRC income tax and LAT prevailing at the time of the Valuation.

The indemnities given by LSD do not cover (i) new properties acquired by Lai Fung subsequent to the listing of the shares of Lai Fung on the Stock Exchange (the "**Listing**"); (ii) any increase in the relevant tax which arises due to an increase in tax rates or changes to the legislation prevailing at the time of the Listing; and (iii) any claim to the extent that provision for deferred tax on the revaluation surplus has been made in the calculation of the adjusted net tangible asset value of Lai Fung as set out in Lai Fung's prospectus dated 18 November 1997.

After taking into account the plans and the status of the Property Interests held by Lai Fung as at 31 July 2014 which are covered under the Lai Fung Tax Indemnity Deed and the prevailing tax rates and legislation governing PRC income tax and LAT, the Group recognised an additional provision for tax indemnity of HK\$139,017,000 (2013: HK\$149,315,000) in the consolidated income statement for the year ended 31 July 2014. Besides, the Group settled HK\$24,302,000 (2013: Nil) of the tax indemnity upon receiving request from Lai Fung during the year. As a result, the Group recorded an aggregate provision for tax indemnity of approximately HK\$980,638,000 (2013: HK\$865,923,000) at 31 July 2014.

37. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 17) under operating lease arrangements, with leases negotiated for terms ranging from one to three years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rental adjustments according to the then prevailing market conditions. Certain leases include contingent rentals calculated with reference to the turnover of the tenants.

At the end of the reporting period, the Group and the Company had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

| | Group | | Company | |
|--|------------------|------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Within one year | 469,994 | 367,852 | 12,014 | 12,500 |
| In the second to fifth years, inclusive | 497,892 | 305,999 | 4,771 | 7,163 |
| After five years | 88,824 | — | — | — |
| | 1,056,710 | 673,851 | 16,785 | 19,663 |

(b) As lessee

The Group leases certain properties under operating lease arrangements. One of these leases has an original lease term of twelve years with an option to terminate the leases upon expiry of six years, nine years or twelve years. Remaining operating lease arrangements are with leases negotiated for terms ranging from 1 to 6 years.

At the end of the reporting period, the Group and the Company had total future minimum lease payments under non-cancellable operating leases falling due as follows:

| | Group | | Company | |
|--|------------------|------------------|------------------|------------------|
| | 2014 HK\$'000 | 2013 HK\$'000 | 2014 HK\$'000 | 2013 HK\$'000 |
| Within one year | 36,580 | 28,514 | 240 | 114 |
| In the second to fifth years, inclusive | 83,687 | 45,950 | 100 | — |
| After five years | — | 10,970 | — | — |
| | 120,267 | 85,434 | 340 | 114 |

Notes to Financial Statements

31 July 2014

38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

| | Group | | | | | | | | | |
|---|---|-----------------------|-------------------------------------|-----------------------------------|------------------|---|-----------------------|-------------------------------------|-----------------------------------|------------------|
| | 2014 | | | | | 2013 | | | | |
| | Financial assets at fair value through profit or loss | Loans and receivables | Available-for-sale financial assets | Held-to-maturity debt investments | Total | Financial assets at fair value through profit or loss | Loans and receivables | Available-for-sale financial assets | Held-to-maturity debt investments | Total |
| HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Available-for-sale financial assets | — | — | 1,232,466 | — | 1,232,466 | — | — | 1,198,321 | — | 1,198,321 |
| Long term loan receivables | — | 45,600 | — | — | 45,600 | — | — | — | — | — |
| Held-to-maturity debt investments | — | — | — | — | — | — | — | — | 8,317 | 8,317 |
| Trade debtors and other receivables | — | 74,568 | — | — | 74,568 | — | 69,565 | — | — | 69,565 |
| Equity investments at fair value through profit or loss | 2,159 | — | — | — | 2,159 | 7,489 | — | — | — | 7,489 |
| Pledged and restricted bank balances and time deposits | — | 432,634 | — | — | 432,634 | — | 216,222 | — | — | 216,222 |
| Cash and cash equivalents | — | 2,457,510 | — | — | 2,457,510 | — | 3,183,396 | — | — | 3,183,396 |
| | 2,159 | 3,010,312 | 1,232,466 | — | 4,244,937 | 7,489 | 3,469,183 | 1,198,321 | 8,317 | 4,683,310 |

Financial liabilities

| | Group | |
|--|---|---|
| | 2014 Financial liabilities at amortised cost HK\$'000 | 2013 Financial liabilities at amortised cost HK\$'000 |
| Trade creditors, other payables and accruals | 187,680 | 196,626 |
| Bank borrowings | 3,013,893 | 3,414,879 |
| Guaranteed notes | 3,496,144 | 2,695,474 |
| Other borrowing, note payable and interest payable | 350,282 | 338,944 |
| | 7,047,999 | 6,645,923 |

38. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

Financial assets

| | Company | |
|---|--|--|
| | 2014 Loans and receivables HK\$'000 | 2013 Loans and receivables HK\$'000 |
| Amounts due from subsidiaries | 2,216,892 | 2,099,219 |
| Trade debtors and other receivables | 1,608 | 1,732 |
| Pledged bank balances and time deposits | 11,212 | 51,166 |
| Cash and cash equivalents | 232,422 | 59,664 |
| | 2,462,134 | 2,211,781 |

Financial liabilities

| | Company | |
|--|--|--|
| | 2014 Financial liabilities at amortised cost HK\$'000 | 2013 Financial liabilities at amortised cost HK\$'000 |
| Amounts due to subsidiaries | 260,716 | 260,721 |
| Trade creditors, other payables and accruals | 9,262 | 10,710 |
| Bank borrowings | 322,671 | 336,271 |
| Other borrowing, note payable and interest payable | 350,282 | 338,944 |
| | 942,931 | 946,646 |

39. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Financial instruments of which fair value is disclosed

Except for the guaranteed notes with fair value in aggregate of approximately HK\$3,579,789,000 (2013: HK\$2,577,029,000) with the determination of fair value detailed in note 29, the directors consider the carrying amounts of all other financial assets and financial liabilities measured at amortised cost approximate to their fair values as at the end of the reporting period.

Notes to Financial Statements

31 July 2014

39. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Financial instruments measured at fair value

Group

| | Level 1 HK\$'000 | Level 2 HK\$'000 | Level 3 HK\$'000 | Total HK\$'000 |
|---|---------------------|---------------------|---------------------|-------------------|
| As at 31 July 2014 | | | | |
| Available-for-sale financial assets, at fair value (note 21) | — | 103,434 | 1,115,780 | 1,219,214 |
| Equity investments at fair value through profit or loss | 2,159 | — | — | 2,159 |
| | 2,159 | 103,434 | 1,115,780 | 1,221,373 |
| As at 31 July 2013 | | | | |
| Available-for-sale financial assets, at fair value (note 21) | — | 68,029 | 1,115,939 | 1,183,968 |
| Equity investments at fair value through profit or loss | 7,489 | — | — | 7,489 |
| | 7,489 | 68,029 | 1,115,939 | 1,191,457 |

As a result of the additional guidelines on the fair value hierarchy in accordance with HKFRS 13, the Group has presented its available-for-sale financial assets, at fair value of HK\$1,115,939,000 as at 31 July 2013 to conform with current year's classification.

The movements in fair value measurements in Level 3 during the year are as follows:

| | 2014 HK\$'000 | 2013 HK\$'000 |
|---|------------------|------------------|
| Available-for-sale financial assets, at fair value At 1 August | 1,115,939 | 1,120,420 |
| Total losses recognised in other comprehensive income | (159) | (4,481) |
| | 1,115,780 | 1,115,939 |

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The principal financial assets held by the Group comprise available-for-sale financial assets, pledged and restricted bank balances and time deposits, and cash and cash equivalents. The management would base on the Group's projected cash flow requirements, determine the types and levels of these financial instruments with a view to maintaining appropriate level of funding for the Group's operations and to enhancing the returns generated from these financial instruments. The Group's principal financial liabilities are bank borrowings and guaranteed notes. The Group will procure various types and levels of such financial liabilities in order to maintain sufficient funding for the Group's daily operations and to cope with expenditures incurred for various properties under development for sale or investment projects. In addition, the Group has various other financial assets and liabilities such as long term loan receivables, other borrowing, note payable, interest payable, debtors and creditors which arise directly from its daily operations.

The main risks arising from the Group's financial instruments are interest rate risks, foreign currency risk and credit risk. The management of the Company meets periodically to analyse and formulate measures to manage the Group's exposure to these risks. Generally, the Group has adopted relatively conservative strategies on its risk management and the Group has not used any derivatives and other instruments for hedging purposes during the year. The Group does not hold or issue derivative financial instruments for trading purposes. The directors review and determine policies for managing each of these risks and they are summarised as follows:

(i) Fair value and cash flow interest rate risks

Fair value interest rate risk is the risk that the value of a financial instrument fluctuates because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument fluctuate because of changes in market interest rates. The Group is exposed to both fair value and cash flow interest rate risks. The Group's exposure to market risk for changes in interest rates relates primarily to the Group's pledged and restricted bank balances and time deposits, cash and cash equivalents and bank borrowings with a floating interest rate.

At present, the Group does not intend to seek to hedge its exposure to interest rate fluctuations. However, the Group constantly reviews the economic situation and its interest rate risk profile, and will consider appropriate hedging measures in future as may be necessary.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant and before any impact on tax, of the Group's profit or loss (through the impact on floating rate mortgage loan receivables, pledged and restricted bank balances and time deposits, cash and cash equivalents, bank borrowings, other borrowing and note payable) and the Group's and the Company's equity.

| | Group | | Company | |
|------|--|---|--|---|
| | Increase in interest rate (in percentage) | Decrease in profit and equity HK\$'000 | Increase in interest rate (in percentage) | Decrease in profit and equity HK\$'000 |
| 2014 | 0.5 | 1,671 | 0.5 | 1,529 |
| 2013 | 0.5 | 1,210 | 0.5 | 2,261 |

Notes to Financial Statements

31 July 2014

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(ii) Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument fluctuates because of changes in foreign exchange rates.

The Group's major assets and liabilities and transactions are principally denominated in HK\$ or US\$. As HK\$ is pegged against US\$, the Group does not expect any significant movements in the exchange rate in the foreseeable future.

The Group had made investments in the United Kingdom with the assets and liabilities denominated in Pounds Sterling. The investments were partly financed by bank borrowings denominated in Pounds Sterling in order to minimise the net foreign exchange exposure. Other than the abovementioned, the remaining monetary assets and liabilities of the Group were denominated in RMB and VND which were insignificant as compared with the Group's total assets and liabilities. No hedging instruments were employed to hedge for the foreign exchange exposure.

(iii) Credit risk

The Group maintains various credit policies for different business operations as described in note 26. In addition, trade debtor balances are being closely monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the financial assets, which comprise trade debtors and other receivables, amounts due from subsidiaries, held-to-maturity debt investments, pledged and restricted bank balances and time deposits, cash and cash equivalents and available-for-sale financial assets, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

(iv) Liquidity risk

The Group's objective is to ensure adequate funds are available to meet commitments associated with its capital expenditure and financial liabilities. Cash flows are closely monitored on an ongoing basis.

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(iv) Liquidity risk (continued)

The maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

Group

| | 2014 | | | | Total HK\$'000 |
|--|-----------------------------------|-------------------------------|-----------------------------|---|-------------------|
| | Less than 3 months HK\$'000 | 3 to 12 months HK\$'000 | 1 to 5 years HK\$'000 | No fixed repayment term HK\$'000 | |
| Trade creditors, other payables and accruals | 186,303 | 1,377 | — | — | 187,680 |
| Bank borrowings | 37,447 | 473,138 | 2,624,889 | — | 3,135,474 |
| Guaranteed notes | — | 216,049 | 4,103,219 | — | 4,319,268 |
| Other borrowing, note payable and interest payable | — | — | 361,619 | — | 361,619 |
| | 223,750 | 690,564 | 7,089,727 | — | 8,004,041 |
| | 2013 | | | | |
| | Less than 3 months HK\$'000 | 3 to 12 months HK\$'000 | 1 to 5 years HK\$'000 | No fixed repayment term HK\$'000 | Total HK\$'000 |
| Trade creditors, other payables and accruals | 196,626 | — | — | — | 196,626 |
| Bank borrowings | 37,319 | 484,556 | 3,108,191 | — | 3,630,066 |
| Guaranteed notes | — | 154,698 | 3,255,449 | — | 3,410,147 |
| Other borrowing, note payable and interest payable | — | — | 350,282 | — | 350,282 |
| | 233,945 | 639,254 | 6,713,922 | — | 7,587,121 |

Notes to Financial Statements

31 July 2014

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(iv) Liquidity risk (continued)

| Company | 2014 | | | | |
|--|-----------------------------------|-------------------------------|-----------------------------|---|-------------------|
| | Less than 3 months HK\$'000 | 3 to 12 months HK\$'000 | 1 to 5 years HK\$'000 | No fixed repayment term HK\$'000 | Total HK\$'000 |
| Amounts due to subsidiaries | — | — | — | 260,716 | 260,716 |
| Trade creditors, other payables and accruals | 9,262 | — | — | — | 9,262 |
| Bank borrowings | 5,805 | 17,281 | 312,850 | — | 335,936 |
| Other borrowing, note payable and interest payable | — | — | 361,619 | — | 361,619 |
| | 15,067 | 17,281 | 674,469 | 260,716 | 967,533 |
| | 2013 | | | | |
| | Less than 3 months HK\$'000 | 3 to 12 months HK\$'000 | 1 to 5 years HK\$'000 | No fixed repayment term HK\$'000 | Total HK\$'000 |
| Amounts due to subsidiaries | — | — | — | 260,721 | 260,721 |
| Trade creditors, other payables and accruals | 10,710 | — | — | — | 10,710 |
| Bank borrowings | 5,959 | 17,739 | 336,277 | — | 359,975 |
| Other borrowing, note payable and interest payable | — | — | 350,282 | — | 350,282 |
| | 16,669 | 17,739 | 686,559 | 260,721 | 981,688 |

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(v) Capital management

The Group manages its capital structure to ensure that entities in the Group will be able to continue to operate as a going concern while maximising the return to stakeholders through the setting up and maintenance of an optimal debt and equity capital structure. The Group's overall strategy remains unchanged from that of the prior year.

The capital structure of the Group consists of mainly bank borrowings, guaranteed notes and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure regularly. They will take into consideration the cost of capital and the risks associated with each class of capital prevailing in the market. Based on the recommendation of the directors, the Group will balance its overall capital structure through various types of equity fund raising exercises as well as maintenance of appropriate types and level of debts.

The Group monitors capital using, inter alia, a gearing ratio which is net debt divided by total equity. Net debt includes bank borrowings, guaranteed notes, other borrowing, note payable and interest payable less pledged and restricted bank balances and time deposits, and cash and cash equivalents. Total equity represented equity attributable to owners of the Company. The gearing ratio as at the end of the reporting period is as follows:

| | 2014 HK\$'000 | 2013 HK\$'000 |
|--|------------------|------------------|
| Bank borrowings | 3,013,893 | 3,414,879 |
| Guaranteed notes | 3,496,144 | 2,695,474 |
| Other borrowing, note payable and interest payable | 350,282 | 338,944 |
| Less: Pledged and restricted bank balances and time deposits | (432,634) | (216,222) |
| Cash and cash equivalents | (2,457,510) | (3,183,396) |
| Net debt | 3,970,175 | 3,049,679 |
| Equity attributable to owners of the Company | 12,575,691 | 11,035,260 |
| Gearing ratio | 32% | 28% |

41. COMPARATIVE FIGURES

Certain comparative amounts have been reclassified to conform with the current year's presentation. In the opinion of the directors of the Company, this presentation would better reflect the financial performance of the Group.

42. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 16 October 2014.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of the members (“**Members**”) of Lai Sun Garment (International) Limited (“**Company**”) will be held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 9 December 2014 at 12:00 noon for the following purposes:

1. To consider and adopt the audited financial statements of the Company for the year ended 31 July 2014 (“**Year**”) and the reports of the directors and independent auditors of the Company thereon;
2. To declare a final dividend;
3. To re-elect the retiring directors of the Company (“**Directors**”) and to authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration;
4. To re-appoint Ernst and Young, Certified Public Accountants (“**Ernst & Young**”), as the independent auditors of the Company for the ensuing year and to authorise the Board to fix their remuneration; and
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

Ordinary Resolution (A)

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase 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 of Hong Kong and the Stock Exchange under the Code on Share Buy-backs for this purpose, subject to and in accordance with all applicable laws in Hong Kong and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of shares 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 earliest of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members of the Company in general meeting; or
 - (iii) 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.”

Ordinary Resolution (B)

“THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares in the Company, and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into shares in the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into shares in the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) an issue of shares in the Company upon the exercise of rights of subscription, exchange or conversion under the terms of any of the options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into shares in the Company); or
 - (iii) an issue of shares in the Company as scrip dividends pursuant to the Articles of Association of the Company from time to time; or
 - (iv) an issue of shares in the Company under any award or option scheme or similar arrangement for the grant or issue to eligible participants under such scheme or arrangement of shares in the Company or rights to acquire shares in the Company,

shall not exceed 20% the total number of shares of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members in general meeting; or

Notice of Annual General Meeting

- (iii) 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

“Rights Issue” means an offer of shares in the Company open for a period fixed by the Directors to the holders of shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

Ordinary Resolution (C)

“THAT:

subject to the passing of the Ordinary Resolution (A) and Ordinary Resolution (B) set out in agenda item 5 contained in the notice convening this meeting, the general mandate granted to the directors of the Company (“**Directors**”) and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the addition thereto of such number of shares of the Company which has been purchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to purchase such shares, provided that such number of shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this Resolution.”

- 6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

“THAT:

the new articles of association in the form produced to the meeting and marked “A” and initialed by the Chairman of the meeting for the purpose of identification (“**New Articles**”), be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company in force immediately before the passing of this Special Resolution; and **THAT** any director, or the company secretary, of the Company be and is hereby authorised to do all such acts and execute all such documents as may be necessary or expedient to give full effect to the adoption of the New Articles.”

By Order of the Board
Lai Sun Garment (International) Limited
Tse Pik Ha
Company Secretary

Hong Kong, 10 November 2014

Registered Office:

11th Floor
Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon
Hong Kong

Notes:

- (1) *A Member entitled to attend and vote at the AGM convened by the above notice ("**Notice**") or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares in the share capital of the Company ("**Shares**"), more than one) proxy to attend the AGM and, on a poll, vote on his/her/its behalf in accordance with the Articles of Association of the Company ("**Articles of Association**"). A proxy need not be a Member.*
- (2) *A form of proxy for use at the AGM is sent to the Members with the Annual Report of the Company for the Year and is also available at the respective websites of the Stock Exchange and the Company.*
- (3) *To be valid, a 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 lodged with the Company's share registrar, Tricor Tengis Limited ("**Registrar**"), at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or its adjourned meeting (as the case may be) and in default, the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the AGM or at its adjourned meeting (as the case may be) should they so wish. In such a case, the said form(s) of proxy shall be deemed to be revoked.*

The contact phone number of the Registrar is (852) 2980 1333.

- (4) *To ascertain the entitlements to attend and vote at the AGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar no later than 4:30 p.m. on Thursday, 4 December 2014 for registration.*
- (5) *Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the AGM or its adjourned meeting (as the case may be), either personally or by proxy, in respect of such Shares as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the AGM or its adjourned meeting (as the case may be), personally or by proxy, that one of such holders so present whose name stands first in the Register of Members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.*
- (6) *The proposed final dividend of HK1.10 cents per Share as recommended by the Board is subject to the approval of the Members at the AGM. The record date for the proposed final dividend is at the close of business on Friday, 19 December 2014. For determining the entitlement of the proposed final dividend, the Register of Members will be closed from Thursday, 18 December 2014 to Friday, 19 December 2014 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all relevant transfer document(s) and share certificate(s) must be lodged with the Registrar for registration no later than 4:30 p.m. on Wednesday, 17 December 2014.*
- (7) *Concerning agenda item 3 of this Notice,*
 - (i) *in accordance with Article 102 of the Articles of Association and code provision A.4.2 of the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**"), Dr. Lam Kin Ming, Mr. Lam Bing Kwan and Mr. Leung Shu Yin, William will retire as Directors from office by rotation at the AGM and, being eligible, they offer themselves for re-election; and*
 - (ii) *in accordance with Rule 13.74 of the Listing Rules, details of the aforesaid Directors proposed for re-election are set out in the "Biographical Details of Directors and Senior Management" section of the Annual Report of the Company for the Year.*

Notice of Annual General Meeting

(8) Concerning agenda item 4 of this Notice, the Board (which concurs with the Audit Committee of the Company) has recommended that subject to the approval of Members at the AGM, Ernst and Young will be re-appointed independent auditors of the Company for the year ending 31 July 2015 ("**Year 2015**"). Members should note that in practice, independent auditors' remuneration for the Year 2015 cannot be fixed at the AGM because such remuneration varies by reference to the scope and extent of the audit and other works which the independent auditors are being called upon to undertake in any given year. To enable the Company to charge the amount of such independent auditors' remuneration as operating expenses for the Year 2015, Members' approval to delegate the authority to the Board to fix the independent auditors' remuneration for the Year 2015 is required, and is hereby sought, at the AGM.

(9) The proposed Ordinary Resolution (A) under agenda item 5 of this Notice relates to the granting of a general mandate to the Directors to repurchase Shares of up to a maximum of 10% of the total number of the Shares of the Company in issue as at the date of passing the said Resolution. Members' attention is also drawn to the explanatory statement on the proposed repurchase mandate contained in Appendix I to the circular dated 10 November 2014.

The proposed Ordinary Resolution (B) under agenda item 5 of this Notice relates to the granting of a general mandate to the Directors to issue new Shares of up to a maximum of 20% of the total number of the Shares of the Company in issue as at the date of passing the said Resolution. The Company has no immediate plan to issue any new Shares under the general mandate.

The proposed Ordinary Resolution (C) under agenda item 5 of this Notice extends the general mandate to include the Shares repurchased under the repurchase mandate.

(10) The proposed Special Resolution under agenda item 6 of this Notice relates to the adoption of the new Articles of Association of the Company.

The Companies Ordinance, Chapter 622 of the Laws of Hong Kong ("**New Companies Ordinance**") has come into effect on 3 March 2014 and replaced the Companies Ordinance, Chapter 32 of the Laws of Hong Kong. As a result, the Company considers it appropriate and desirable to bring the existing memorandum and articles of association of the Company in line with the New Companies Ordinance by adopting the new Articles of Association which incorporate certain key changes under the New Companies Ordinance.

(11) Details regarding the Ordinary Resolutions (A), (B) and (C) under agenda item 5 and the Special Resolution under agenda item 6 of this Notice are set out in the circular of the Company dated 10 November 2014 in relation to, among others, the proposals involving general mandates to repurchase Shares and to issue Shares as well as the adoption of new Articles of Association of the Company.

(12) In compliance with Rule 13.39(4) of the Listing Rules, voting on all resolutions proposed in the Notice shall be decided by way of a poll at the AGM.

(13) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by a supplementary notice, posted on the respective websites of the Company and the Stock Exchange.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Having considered their own situations, Members should decide on their own whether they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.