# **WING LEE**

# PROPERTY INVESTMENTS LIMITED 永利地產發展有限公司\*

(Incorporated in Bermuda with limited liability) Stock code: 864

Annual Report

2014

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#### CORPORATE INFORMATION

#### **DIRECTORS**

#### **Executive Directors**

Ms. Chau Choi Fa (Chairperson)

Ms. Wong Siu Wah (Chief Executive Officer)

Ms. Wong Vivien Man-Li

Mr. Lui Siu Fung

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

Mr. Lam John Cheung-wah

Dr. Tse Kwok Sang

Mr. Chui Chi Yun Robert

#### **COMPANY SECRETARY**

Mr. Ng Ho Yin Owen

#### INDEPENDENT AUDITOR

Deloitte Touche Tohmatsu Certified Public Accountants

#### **LEGAL ADVISORS**

#### Bermuda

Conyers Dill & Pearman

#### **Hong Kong**

Reed Smith Richards Butler

#### **COMPLIANCE ADVISOR**

Optima Capital Limited

#### PRINCIPAL BANKERS

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

#### REGISTERED OFFICE

Clarendon House 2 Church Street Hamilton, HM 11 Bermuda

### **HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS**

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

#### SHARE REGISTRARS

#### **Bermuda Principal**

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

#### **Hong Kong Branch**

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

#### STOCK CODE

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

#### **CORPORATE WEBSITE**

www.wingleeproperties.com

#### CHAIRPERSON'S STATEMENT

On behalf of the board of directors (the "Board") of Wing Lee Property Investments Limited (the "Company"), I am pleased to present the audited financial results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2014.

#### **BUSINESS REVIEW**

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

As at 31 December 2014, the aggregate market value of investment properties held by the Group, as appraised by RHL Appraisal Limited ("RHL"), an independent property valuer, amounted to approximately HK\$1,036.9 million, representing an increase of approximately HK\$70.2 million as compared to 2013.

The total rental income for the year ended 31 December 2014 was approximately HK\$27.8 million, representing an increase of approximately 10.0% as compared to 2013.

The Group's profit and total comprehensive income attributable to the owners of the Company for 2014 was approximately HK\$83.0 million. There was an increase in net changes in fair value of the Group's investment properties in 2014, resulting in an increase of approximately 102.5% in the profit and total comprehensive income attributable to the owners of the Company as compared to 2013.

Most of our properties recorded an upward adjustment in rental rates and our properties located at Ground floor of 68-70 Lockhart Road, 656 Shanghai Street and 61 Wellington Street recorded the highest increases in fair value during the year.

During the year, the Group did not acquire or dispose of any investment properties.

#### **PROSPECTS**

This past year has been a year filled with wait-and-see attitude as the full effect of the Double Stamp Duty (DSD) along with Buyer's Stamp Duty (BSD) and Special Stamp Duty (SSD) was reflected in the market. Although the added pressure of the DSD had dampened transaction volumes, the market value of properties continued its trend of gradual increase.

Cautious attitude was further adopted during the Occupy Central movement protests as blockades deterred many from visiting Central, Causeway Bay, and Mongkok hotspots. Unforeseeable future occurrences of such protests or similar protests may trigger an adverse affect on rental rates and market values of our investment properties.

The Group's net profit after tax (excluding increases in fair values of investment properties) for the year ended 31 December 2014 was approximately HK\$12.8 million, representing an increase of approximately 142.4% in comparison to last year. This was mainly due to listing expenses incurred during the year ended 31 December 2013 and reflects the increases in rental income received from our investment properties.

#### CHAIRPERSON'S STATEMENT

As the Group's portfolio of rental properties enjoys high occupancy rates, it is expected that the properties will continue to provide the Group with stable rental income.

Currently, the Group does not have any plans for any material investments or acquisitions of capital assets. However, the Group will continue to monitor the property market in efforts to explore opportunities to further diversify its investment portfolio and business development and maximize shareholder returns.

#### **APPRECIATION**

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

I would also like to extend my appreciation to all of our colleagues for their efforts and contributions to the Company.

#### Chau Choi Fa

Chairperson

Hong Kong, 9 February 2015

#### MANAGEMENT DISCUSSION AND ANALYSIS

#### **OPERATIONS**

With its head office located in Hong Kong, the Group continues to engage in the business of property investment, principally the leasing of completed commercial and residential properties in Hong Kong. As at 31 December 2014, the Group held an investment property portfolio of 32 properties located in Hong Kong and one property located in the People's Republic of China (the "PRC").

The Group did not introduce or announce any new business or services for the year ended 31 December 2014.

#### **RESULTS**

Our profit and total comprehensive income for the year attributable to owners of the Company for 2014 was approximately HK\$83.0 million (2013: approximately HK\$41.0 million), representing an increase of approximately 102.5% as compared to 2013. Such increase was mainly attributable to an increase in net changes in fair value of the Group's investment properties and a decrease in other expenses due to the listing expenses incurred in 2013.

Earnings per share for 2014 was HK\$0.215 (2013: HK\$0.107), representing an increase of HK\$0.108 from last year.

#### FINANCIAL REVIEW

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

As at 31 December 2014, the net current assets of the Group amounted to approximately HK\$20.3 million. As at 31 December 2013, the net current asset of the Group amounted to approximately HK\$7.5 million. The current ratio, expressed as current assets over current liabilities, was approximately 1.5 (31 December 2013: approximately 1.1).

Total equity of the Group rose to approximately HK\$1,000.1 million (31 December 2013: approximately HK\$917.1 million), representing an increase of HK\$83.0 million from the previous year-end.

Bank deposits and cash of the Group as at 31 December 2014 were approximately HK\$56.6 million (2013: approximately HK\$60.6 million), which included fixed deposits of approximately HK\$49.4 million (2013: approximately HK\$33.2 million).

As at 31 December 2014, the carrying amount of our bank loans were approximately HK\$97.8 million (2013: approximately HK\$115.3 million). As at 31 December 2014, all of the bank loans were secured by mortgages over certain investment properties of the Group with carrying amounts of approximately HK\$514.5 million (2013: approximately HK\$473.1 million) and carry interest at HIBOR plus 0.70% to 2.25% per annum (2013: HIBOR plus 0.70% to 2.75% per annum). As at 31 December 2014, our Group had no available unutilized bank loan facilities. As at 31 December 2013, our Group had available unutilized bank loan facilities of approximately HK\$20.0 million.

#### MANAGEMENT DISCUSSION AND ANALYSIS

Of the total bank loans at 31 December 2014, approximately HK\$28.1 million (or approximately 28.7%) was repayable within one year or on demand. Approximately HK\$15.5 million (or approximately 15.8%) was repayable after one year but within two years. Approximately HK\$42.6 million (or approximately 43.6%) was repayable after two years but within five years. Approximately HK\$11.6 million (or approximately 11.9%) was repayable after five years.

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

The Group's total debt to equity ratio, calculated as total borrowings of approximately HK\$97.8 million (31 December 2013: approximately HK\$115.3 million) divided by shareholder's equity of the Group of approximately HK\$1,000.1 million (31 December 2013: approximately HK\$917.1 million) was approximately 0.10 as at 31 December 2014 (31 December 2013: approximately 0.13). The decrease was mainly due to repayment of bank loan in 2014.

#### **Capital Expenditure**

Capital expenditure incurred by our Group (representing acquisition of investment properties and property, plant and equipment) for the year ended 31 December 2014 was nil (2013: approximately HK\$21.0 million). The Group anticipates that the funding required for future capital expenditure will be principally financed by cash generated from operations and bank borrowings, although the Group may consider raising additional funds as and when appropriate.

#### **Capital commitments**

The Group had no material capital commitments as at 31 December 2014 and 31 December 2013.

#### **Contingent liabilities**

The Group had no significant contingent liabilities as at 31 December 2014 and 31 December 2013.

#### Pledge of assets

As at 31 December 2014, certain of the Group's investment properties with a carrying value of approximately HK\$514.5 million (2013: approximately HK\$473.1 million) have been pledged to secure banking facilities of the Group.

As at 31 December 2014, one of the Group's leasehold land and buildings with a carrying value of approximately HK\$16.3 million (2013: HK\$17.4 million) has been pledged to secure banking facilities of the Group.

#### MANAGEMENT DISCUSSION AND ANALYSIS

#### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

There was no material acquisition or disposal of subsidiaries and associated companies by the Company during the year ended 31 December 2014 under review.

#### TREASURY POLICIES

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

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

#### **RISK MANAGEMENT**

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

#### **HUMAN RESOURCES**

As at 31 December 2014, the Group had 8 employees (2013: 8 employees) in Hong Kong. The Group recorded staff costs of approximately HK\$8.0 million (2013: approximately HK\$6.4 million).

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

#### **FINAL DIVIDEND**

The Board recommends the payment of a final dividend of HK\$0.01 per share for the year ended 31 December 2014 to Shareholders whose names appear on the register of members of the Company on 13 April 2015 (Monday), subject to Shareholders' approval at the forthcoming annual general meeting. The proposed final dividend, if approved, is to be payable on or before 4 May 2015 (Monday).

#### DIRECTORS AND SENIOR MANAGEMENT PROFILE

#### **EXECUTIVE DIRECTORS**

Ms. Chau Choi Fa ("Ms. Chau"), aged 46, is an executive director and the chairperson of the Company. Ms. Chau is the spouse of Mr. Chow Tak Hung, the controlling shareholder of the Company, and an aunt of Mr. Lui Siu Fung. Ms. Chau has been responsible for overseeing the property division of the Group since 2007. Ms. Chau has over 20 years of experience in property investments and related activities in Hong Kong and overseas. She is responsible for the overall strategic planning of the Group.

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

Ms. Wong Vivien Man-Li ("Ms. Vivien Wong"), aged 33, is the daughter of Ms. Wong and an executive director of the Company. Ms. Vivien Wong joined the Group in 2011. She is licensed to practice law as a solicitor and barrister in Ontario, Canada (currently non-practising) and is a member of the Law Society of Upper Canada. Ms. Vivien Wong has over five years of experience in property and rental management. Ms. Vivien Wong holds a Bachelor of Laws degree from the University of Manchester, United Kingdom, and a Bachelor of Science degree from the University of Waterloo, Canada. She is responsible for the overall management and corporate policy of the Group.

Mr. Lui Siu Fung ("Mr. Lui"), aged 33, is the nephew of Mr. Chow Tak Hung, the controlling shareholder of the Company, and Ms. Chau, and is an executive director of the Company. Mr. Lui joined the Group in 2008 and has over five years of work experience performing duties including in-house technical support and property maintenance. He graduated from the University of Windsor, Ontario, Canada with a Bachelor of Business degree and also holds a certificate in computer programming. He is responsible for heading property maintenance and internal information technology support of the Group.

#### DIRECTORS AND SENIOR MANAGEMENT PROFILE

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam John Cheung-wah ("Mr. Lam"), aged 60, joined the Group in 2013. Mr. Lam worked in the banking industry for more than 30 years. He is the vice chairman and an executive director of Nan Fung Property Holdings Limited which is engaged in property investments and development. Prior to this, he was an executive director of Dah Sing Bank, Limited and a director of Dah Sing Securities Limited, Dah Sing Life Assurance Co. Limited and Dah Sing Bank (China) Limited. Mr. Lam was employed by Hang Seng Bank Limited as an assistant general manager from 2003 to 2005. Prior to joining Hang Seng Bank Limited, Mr. Lam worked in various senior positions in The Hongkong and Shanghai Banking Corporation Limited and the Royal Bank of Canada for over 20 years. Mr. Lam obtained in June 1988 and June 1977, respectively, a Bachelor Degree in Business Management and a Marketing Diploma from Ryerson Polytechnical Institute, now Ryerson University in Toronto, Canada, and was designated as a Fellow of the Institute of Canadian Bankers in 1980.

Dr. Tse Kwok Sang ("Dr. Tse"), aged 58, joined the Group in 2013. He is currently the Associate Dean and Associate Professor of Finance, Faculty of Business and Economics of The University of Hong Kong. Dr. Tse has published articles and other publications on the subject of real estate finance and economics, financial regulations and capital markets and investments. He served on the examination panel of the Estate Agents Authority of Hong Kong from 1999 to 2010. Currently, Dr. Tse is a Co-Opted Councillor and Co-Opted Member of the Executive Committee of the 33rd term of the Heung Yee Kuk New Territories and he was appointed by the Government of Hong Kong as a Justice of the Peace in 2010. He is also an independent non-executive director of Ajia Partners Asia Absolute Return Fund Limited which is listed on the Irish Stock Exchange. Dr. Tse obtained in June 1990 a Ph.D. in Business Administration from Michigan State University in the United States. He is an Associate Member of the Society of Actuaries. Dr. Tse has been an independent non-executive director of Sunlight Real Estate Investment Trust since its listing on the Stock Exchange (stock code: 435) in 2006. Dr. Tse was also a Member of The Hong Kong Institute of Directors.

Mr. Chui Chi Yun Robert ("Mr. Chui") M.H., aged 58, joined the Group in 2013. He obtained a Bachelor Degree in Commerce in June 1978 and is a practising Certified Public Accountant in Hong Kong. Mr. Chui was admitted as a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom in June 1991 and May 1989, respectively. He is currently the Commissioner of the Hong Kong Road Safety Patrol and a member of the Road Safety Campaign Committee of the Road Safety Council. Mr. Chui is also an independent non-executive director of two companies which are listed on the Stock Exchange, namely Tse Sui Luen Jewellery (International) Limited (stock code: 417) and National Arts Holdings Limited (stock code: 8228). Mr. Chui is also a non-executive director of Addchance Holdings Limited (stock code: 3344).

#### DIRECTORS AND SENIOR MANAGEMENT PROFILE

#### **SENIOR MANAGEMENT**

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

#### CORPORATE GOVERNANCE REPORT

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

The Company has adopted the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its own code of corporate governance. The Board considers that the Company was in compliance with all applicable code provisions set out in the CG Code.

#### THE BOARD OF DIRECTORS (A)

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

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

#### **Executive Directors**

Ms. Chau Choi Fa (Chairperson)

Ms. Wong Siu Wah (Chief Executive Officer)

Ms. Wong Vivien Man-Li

Mr. Lui Siu Fung

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

Mr. Lam John Cheung-wah

Dr. Tse Kwok Sang

Mr. Chui Chi Yun Robert

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

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

#### CORPORATE GOVERNANCE REPORT

#### (A) THE BOARD OF DIRECTORS - continued

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

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

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

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

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

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

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

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

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

During the year ended 31 December 2014, the Board has held four meetings. The Board will schedule to have at least four regular meetings in a year.

#### CORPORATE GOVERNANCE REPORT

#### (A) THE BOARD OF DIRECTORS - continued

#### Number of Meetings and Directors' Attendance - continued

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

#### **Training and Support for Directors**

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

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

The Directors received the following training for the year ended 31 December 2014 according to the records provided by the Directors:

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

#### CORPORATE GOVERNANCE REPORT

#### (A) THE BOARD OF DIRECTORS - continued

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

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

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

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as its model code for securities transactions by Directors. Having made specific enquiries, all the Directors confirmed that they have complied with the Model Code during the year ended 31 December 2014.

#### **Board Committees**

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

#### Audit Committee

The Audit Committee's current members include:

Mr. Chui Chi Yun Robert (Chairperson)

Mr. Lam John Cheung-wah

Dr. Tse Kwok Sang

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

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

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

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

#### CORPORATE GOVERNANCE REPORT

#### THE BOARD OF DIRECTORS - continued (A)

#### **Board Committees - continued**

#### Audit Committee - continued

During the year ended 31 December 2014, the Audit Committee held three meetings. The attendance records are set out under the section headed, "Number of Meetings and Directors' Attendance" in this report. The Audit Committee performed the following work during the year:

- reviewed the Group's annual audited financial statements for the year ended 31 December (a) 2013, and reviewed the unaudited interim financial statements for the six months ended 30 June 2014 including the accounting principles and accounting standards adopted with recommendations made to the Board for approval;
- reviewed the changes in accounting standards and assessed their potential impacts on the (b) Group's financial statements;
- reviewed the Group's internal control system and related matters; and (c)
- (d) considered and made recommendations on the re-appointment of the independent auditor of the Group, and the terms of engagement.

#### Remuneration Committee

The Remuneration Committee's current members include:

Mr. Lam John Cheung-wah (Chairman)

Dr. Tse Kwok Sang

Mr. Chui Chi Yun Robert

Ms. Wong Siu Wah

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

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

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

#### CORPORATE GOVERNANCE REPORT

#### (A) THE BOARD OF DIRECTORS - continued

#### **Board Committees - continued**

Nomination Committee

The Nomination Committee's current members include:

Dr. Tse Kwok Sang (Chairman)

Mr. Chui Chi Yun Robert

Mr. Lam John Cheung-wah

Ms. Chau Choi Fa

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

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

The Nominate Committee has a policy concerning diversity of Board members which aims to maintain the Board with a diversity of Directors in terms of skills, experience, knowledge, expertise, culture, independence, age and gender, with a view to enhancing the quality of performance of the Board.

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

#### **Conflict of Interest**

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

#### **Company Secretary**

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

#### CORPORATE GOVERNANCE REPORT

#### FINANCIAL REPORTING AND INTERNAL CONTROL (B)

#### **Financial Reporting**

The Board, supported by the financial controller and the finance and accounts department of the Company are responsible for the preparation of accounts for each financial period which give a true and fair view of the state of affairs of the Group. In preparing the accounts for the year ended 31 December 2014, the Directors have reviewed and applied suitable accounting policies, adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards, made adjustments and estimates that are prudent and reasonable, and have prepared the accounts on a going concern basis. The Directors are also responsible for keeping proper accounting records which reflect the financial information of the Group with reasonable accuracy.

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

Deloitte Touche Tohmatsu has been appointed as the Company's external auditor since the Company's incorporation. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.

The remuneration paid to the Company's external auditor, Deloitte Touche Tohmatsu, in respect of audit services and non-audit services for the year ended 31 December 2014 is set out below:

#### Type of services provided by the external auditor

**Amount of fees** 

HK\$'000

Audit services 480

Non-audit services

Total 480

#### **Internal Control**

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

During the year under review, the Company engaged an external independent consultant to conduct a review on the internal control system of the Group in order to maintain high standards of corporate governance. The Board has also reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function. Based on the above, the Board is of the view that the Company has established a proper internal control system.

#### CORPORATE GOVERNANCE REPORT

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

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

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

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

#### (D) SHAREHOLDERS' RIGHTS

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

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

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

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

#### CORPORATE GOVERNANCE REPORT

#### SHAREHOLDERS' RIGHTS - continued (D)

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

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

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

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

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

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

#### (E) CONSTITUTIONAL DOCUMENTS

There was no change in the Company's constitutional documents during the year under review.

#### OTHER INFORMATION

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

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

#### **Properties held by Bright Asia**

As at 31 December 2014, Bright Asia and its subsidiaries held the following properties (the "Retained Properties"):

- (i) an industrial complex located at Xinling Road, Sulong Town, Luoding Village, Yunfu City, Guangdong Province, the PRC. This property has a total gross floor area of approximately 11,719.51 sq.m. (approximately 126,148.81 sq.ft.) (Note 1); and
- (ii) an industrial complex located at Second Industrial Zone, Sijia Management Area, Qingfeng Road West, Shijie Town, Dongguan City, Guangdong Province, PRC. This property has a total gross floor area of approximately 30,537.05 sq.m. (approximately 328,700.83 sq.ft.) (*Note 2*).

#### Note:

- 1. The property had not been leased out during the year ended 31 December 2014.
- 2. The rental income for the year ended 31 December 2014 was approximately HK\$1.8 million and the fair value as at 31 December 2014 was HK\$33,250,000.

OTHER INFORMATION

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

#### **Personal Investments**

As at 31 December 2014, Ms. Wong Siu Wah ("Ms. Wong") and Ms. Chau Choi Fa ("Ms. Chau") are interested in the following properties in Hong Kong and the PRC (being the territories in which the Group owns properties) (the "Personal Investments"):

Owner of property	Location of property	Saleable floor area approximate sq. ft.	Type of property	Fair Value as at 31 December 2014 HK\$'000
A company in which Ms. Chau, Mr. Chow Tak Hung, Ms. Wong and Ms. Chow Woon Yin are interested	Block C, 4/F., Flat 1, Park Place, No. 7 Tai Tam Reservoir Rd, Hong Kong and car park no. 32 & 33 ("Personal Property 1")	2,070	Residential	71,400
Ms. Chau and Ms. Wong/ companies jointly owned by Ms. Chau and Ms. Wong	Flat 3, 8/F., Block A, Jardine's Lookout Garden Mansion, Nos. 148-150 Tai Hang Road, Hong Kong ("Personal Property 2")	840	Residential	18,000
	Flat 4, 8/F., Block A, Jardine's Lookout Garden Mansion, Nos. 148-150 Tai Hang Road, Hong Kong ("Personal Property 3")	1,196	Residential	28,000
	G/F and cockloft (otherwise called mezzanine floor), No. 99 Queen's Road East, Hong Kong	610 (with yard: 50 and cockloft: 400)	Commercial	52,800
	Shop B5 on G/F and Cockloft, Tai Wong Building, Nos. 3-5 Tai Wong Street East, Hong Kong	1,090 (with yard: 35 and cockloft: 440)	Commercial	47,200
	No. 22 Man On Street (whole building), Tai Kok Tsui, Kowloon	Commercial: 870 Residential: 3,130	Commercial/ Residential	Commercial: 18,000 Residential: 16,900
	Shop No. 3, G/F, Rialto Building, No. 2 Landale Street, Hong Kong	670	Commercial	33,200
	2/F, No. 61 Wellington Street, Hong Kong	470	Commercial	5,800
	G/F and cockloft, No. 299 Portland Street, Kowloon	620 (with cockloft: 460)	Commercial	86,000
				Fair Value
Owner of property	Location of property	<b>Gross floor area</b> approximate sq. ft.	Type of property	
Companies in which Mr. Chow Tak Hung, Ms. Chow Woon Yin and	Levels 3-7, Block E, Shangyi Village, Shijie Town, Dongguan, Guangdong Province, PRC	1,553 (i.e. approximately 16,716 sq.ft.)	Residential	4,250
Ms. Wong are interested	Levels 3-7, Block D, Shangyi Village, Shijie Town, Dongguan Guangdong Province, PRC	1,890 (i.e. approximately 20,344 sq.ft.)	Residential	5,250

#### OTHER INFORMATION

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

Personal Properties 1, 2 and 3 are currently used as personal residences of Ms. Chau, Ms. Wong and/or their respective family members.

The aggregate rental income of the Personal Investments for the year ended 31 December 2014 was approximately HK\$6.3 million.

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

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

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

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

#### **Dealings in property by the Convenantors**

On 28 February 2014, the Board chose to waive any and all rights of first refusal with regards to the offer and sale of the property located at Unit B, Level 32, Block 7, Donghu Garden, Dongzong Avenue, Guancheng District, Dongguan City, Guangdong Province, PRC which was a retained property held by a subsidiary of Wing Tai Investment Holdings Limited (formerly known as Wing Lee Holdings Limited) ("Wing Tai"). The Board did not consider the aforementioned property to be an appropriate investment at the relevant time as the Group intends to increase its focus on commercial retail properties in Hong Kong.

By waiving the above rights, the Board permitted Wing Tai to proceed to offer the retained property for sale at a consideration of no less than RMB675,000 and provided also that such disposal shall be on terms which are no more favorable than those offered to the Company. The disposal of the retained property was completed in 2014 at a consideration of no less than RMB675,000 and on terms no more favourable than those offered to the Company.

#### OTHER INFORMATION

2. On 20 May 2014, the independent shareholders of the Company by ordinary resolution approved, confirmed and ratified the granting of waiver to Bright Asia to acquire certain subsidiaries of Wing Tai that held certain properties and the waiver from strict compliance by the Covenantors with their respective covenants and undertakings under the Deed of Non-Competition in respect of the acquisitions and other matters contemplated thereunder. Details of the transaction are set out in the circular of the Company dated 2 May 2014. On 21 May 2014, the Board consented to Bright Asia's acquisition of the properties and granted the waiver to the Covenantors.

By waiving the above rights, the Company consented to Bright Asia acquiring certain subsidiaries of Wing Tai that held the abovementioned properties at a consideration of no less than HK\$99,062,883.54. The acquisition was completed in 2014 at a consideration for HK\$99,062,883.54 and on terms no more favourable than those offered to the Company.

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

Certain of our properties are encumbered with building orders and/or warning notices, details of which have been disclosed in the Listing Document. Set out below is a summary of the latest progress of rectification of such building orders and warning notices as at 9 February 2015 for ascertaining information in relation to these building orders and warning notices.

Property	/
<b>Building</b>	concerned

#### Subject of legal compliance issue

#### Status as at 9 February 2015

Jardine's Lookout Garden Mansion, Nos. 148-150 Tai Hang Road Hong Kong (in which one of our properties is located)

Two building orders were issued to the incorporated owners of the building in May 2010 in relation to, among other things, the removal of a number of doors in the common areas.

Rectification works are pending. We will continue to follow up on this matter.

Wah Fung Building, Nos. 296-298 Lockhart Road, Wanchai, Hong Kong (in which four of our properties are located)

Two building orders were issued to the incorporated owners of the building in 2010 in relation to the rectification of the defective parts of the exterior and common area.

In connection with "Operation Building Bright (樓宇更新大行動)", the incorporated owners are awaiting receipt of tenders from contractors. We will cooperate with the incorporated owners in rectification of the subject matters in these orders.

#### **DIRECTORS' REPORT**

The Directors are pleased to present the annual report and the audited consolidated financial statements of the Company for the year ended 31 December 2014.

#### PRINCIPAL ACTIVITIES

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

#### **RESULTS AND DIVIDENDS**

The results of the Group for the year ended 31 December 2014 are set out in the consolidated statement of profit or loss and other comprehensive income on page 33.

The Board recommends the payment of a final dividend of HK\$0.01 per share for the year ended 31 December 2014 to Shareholders whose names appear on the register of members of the Company on 13 April 2015 (Monday), subject to Shareholders' approval at the annual general meeting. The proposed final dividend, if approved, is to be payable on or before 4 May 2015 (Monday).

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

To ascertain the shareholders' entitlement to attend and vote at the forthcoming annual general meeting of the Company, the register of members of the Company will be closed from 27 March 2015 (Friday) to 31 March 2015 (Tuesday), both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 26 March 2015 (Thursday).

The register of members of the Company will be closed from 9 April 2015 (Thursday) to 13 April 2015 (Monday) both days inclusive, during which period no transfer of Shares will be registered for ascertaining Shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch Share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 8 April 2015 (Wednesday).

#### SUMMARY OF FINANCIAL INFORMATION

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

#### **INVESTMENT PROPERTIES**

The Group did not acquire nor dispose of any properties during the year.

**DIRECTORS' REPORT** 

#### PROPERTY, PLANT AND EQUIPMENT

The Group did not acquire any property, plant and equipment during the year.

#### SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 23 to the consolidated financial statements.

#### **PRE-EMPTIVE RIGHTS**

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

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

Neither the Company nor any of its subsidiaries redeemed, purchased or cancelled any redeemable securities during the year ended 31 December 2014. As at 31 December 2014, there were no outstanding redeemable securities of the Company.

#### **RESERVES**

Details of movements in the reserves of the Company and the Group during the year are set out in note 28 to the consolidated financial statements and in the consolidated statement of changes in equity on page 36 respectively.

#### **DISTRIBUTABLE RESERVES**

At 31 December 2014, the Company had no reserve available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda (as amended) (2013: nil).

#### **MAJOR CUSTOMERS**

In relation to the Group's property leasing business, the percentages of gross rental income for the year ended 31 December 2014 attributable to the largest tenant and the five largest tenants in aggregate were 7.6% and 34.4% respectively.

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

The Group had no significant purchases during the year.

#### **DIRECTORS' REPORT**

#### **DIRECTORS**

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

#### **Executive directors:**

Ms. Chau Choi Fa (Chairperson)

Ms. Wong Siu Wah (Chief Executive Officer)

Ms. Wong Vivien Man-Li

Mr. Lui Siu Fung

#### Independent non-executive directors:

Mr. Lam John Cheung-wah

Dr. Tse Kwok Sang

Mr. Chui Chi Yun Robert

In accordance with the provisions of the Company's bye-laws, Ms. Wong Siu Wah, Dr. Tse Kwok Sang and Mr. Chui Chi Yun Robert will retire at the forthcoming annual general meeting of the Company and being eligible, offer themselves for election. All other Directors will continue in office.

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

#### **DIRECTORS' SERVICE CONTRACTS**

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

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

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

#### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

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

**DIRECTORS' REPORT** 

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

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

#### **TAX RELIEF**

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

#### REMUNERATION POLICY

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

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

#### **DIRECTORS' INTERESTS IN SECURITIES**

As at 31 December 2014, the interests or short positions of the Directors and the chief executive of the Company in the shares of the Company ("Shares"), underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, were as follows:

Long positions in the Shares of the Company

			Approximate
			percentage of
			interest in the
	Capacity/Nature		Company's issued
Name of Director	of Interest	Number of Shares	share capital
Ms. Chau Choi Fa	Interest of spouse (Note)	268,443,324	69.51%
Ms. Wong Vivien Man-Li	Beneficial interest	9,638	0.002%
Mr. Lui Siu Fung	Beneficial interest	9,638	0.002%

#### **DIRECTORS' REPORT**

#### Note:

Ms. Chau Choi Fa is the spouse of Mr. Chow Tak Hung. Mr. Chow Tak Hung holds 60% interest in Bright Asia. Bright Asia held 268,443,324 Shares (representing approximately 69.51% of the issued Shares). By virtue of Part XV of the SFO, Ms. Chau Choi Fa (being the spouse of Mr. Chow Tak Hung) is deemed to be interested in those 268,443,324 Shares.

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

				Percentage of
				such associated
				corporation's
	Name of associated	Capacity/Nature	Number of shares	issued share
Name of Director	corporation	of Interest	(description)	capital
Ms. Wong Siu Wah	Bright Asia (Note 1)	Beneficial interest	2,000	20%
			(ordinary shares)	
Ms. Chau Choi Fa	Bright Asia (Note 1)	Interest of spouse (Note 2)	6,000	60%
			(ordinary shares)	

#### Notes:

- Bright Asia is interested in 268,443,324 Shares (representing approximately 69.51% of the issued share capital of the Company). Bright Asia is therefore a holding company of the Company, and an associated corporation of the Company for the purposes of the SFO.
- 2. Ms. Chau Choi Fa is the spouse of Mr. Chow Tak Hung, who holds 60% interest in Bright Asia.

#### SHARE OPTION SCHEME

The Company does not currently have a share option scheme. In efforts to provide management incentive, the Company will, subject to shareholders' approval at the forthcoming annual general meeting of the Company, propose a share option scheme. Further details of this share option scheme, including the relevant details of the resolutions to be passed by shareholders, will be set out in a circular to be issued by the Company relating to the matters to be transacted at the forthcoming annual general meeting of the Company.

**DIRECTORS' REPORT** 

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#### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2014, so far as was known to the Directors or chief executive of the Company, the following persons (not being a Director or the chief executive officer of the Company) had an interest or a short position in Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

			Approximate
			percentage of
			interest in
	Capacity/		Company's issued
Name	Nature of interest	<b>Number of Shares</b>	share capital
Bright Asia	Beneficial interest	268,443,324	69.51%
Mr. Chow Tak Hung	Interest in controlled corporation (Note 1)	268,443,324	69.51%

Note:

1. Mr. Chow Tak Hung held 60% of the issued share capital of Bright Asia. Mr. Chow Tak Hung is therefore deemed under the SFO to be interested in the 268,443,324 Shares Bright Asia held.

#### **CONNECTED TRANSACTIONS**

#### **MS Digital Connector Tenancies**

On 2 December 2013, Extra Rich Development Limited ("Extra Rich") (a wholly-owned subsidiary of the Company) and Morning Star Digital Connector Company Limited ("MS Digital Connector") entered into a tenancy agreement pursuant to which Extra Rich shall lease the industrial unit located at Unit 201, 2/F, Sunbeam Centre, 27 Shing Yip Street, Kowloon to MS Digital Connector for a term of two years from 1 January 2014 to 31 December 2015 at a monthly rent of HK\$73,300 (exclusive of property tax, government rent, government rates, management fees and utilities expenses). Since MS Digital Connector was a whollyowned subsidiary of Wing Tai which was a substantial shareholder of the Company, MS Digital Connector was therefore a connected person of the Company under the Listing Rules. Accordingly, the lease constituted an exempt continuing connected transaction of the Company under Chapter 14A of the Listing Rules. The annual cap for the lease for the year ended 31 December 2014 was HK\$879,600.

During the year ended 31 December 2014, the Group received rental income of approximately HK\$440,000 from MS Digital Connector.

#### **DIRECTORS' REPORT**

#### **Grant of waiver to Bright Asia**

On 20 May 2014, the independent shareholders of the Company by ordinary resolution approved, confirmed and ratified the granting of waiver to Bright Asia, the controlling shareholder of the Company to acquire certain subsidiaries of Wing Tai that held certain properties and the waiver from strict compliance by the Covenantors with their respective covenants and undertakings under the Deed of Non-Competition in respect of the acquisitions and other matters contemplated thereunder. The granting of the waiver constitutes a connected transaction of the Company and is subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Details of the transaction are set out in the circular of the Company dated 2 May 2014. On 21 May 2014, the Board consented to Bright Asia's acquisition of the properties and granted the waiver to the Covenantors.

By waiving the above rights, the Company consented to Bright Asia acquiring certain subsidiaries of Wing Tai that held the abovementioned properties at a consideration of no less than HK\$99,062,883.54. The acquisition was completed in 2014 at a consideration for HK\$99,062,883.54 and on terms no more favourable than those offered to the Company.

The Company has complied with the applicable requirements under Chapter 14A of the Listing Rules in respect of the aforesaid connected transactions.

#### SUFFICIENCY OF PUBLIC FLOAT

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

#### **AUDITOR**

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

On behalf of the Board

#### Chau Choi Fa

Chairperson

Hong Kong, 9 February 2015

#### INDEPENDENT AUDITOR'S REPORT

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TO THE MEMBERS OF

#### WING LEE PROPERTY INVESTMENTS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Wing Lee Property Investments Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 33 to 80, which comprise the consolidated statement of financial position as at 31 December 2014, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

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

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

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

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

#### INDEPENDENT AUDITOR'S REPORT

#### **Opinion**

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 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 disclosure requirements of the Hong Kong Companies Ordinance.

#### **Deloitte Touche Tohmatsu**

Certified Public Accountants Hong Kong

9 February 2015

#### FOR THE YEAR ENDED 31 DECEMBER 2014 CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		2014	2013
	NOTES	HK\$'000	HK\$'000
	110120	Τ ΙΙ (Φ 000	Τ ΙΙ (Φ 000
Turnover	7	27,751	25,237
Direct operating expenses		(1,299)	(1,363)
		26,452	23,874
Other income	8	3,316	972
Other gains or losses		432	_
Net changes in fair value of investment properties	15	70,168	35,690
Administrative expenses		(12,556)	(11,281)
Other expenses		-	(3,994)
Finance costs	9	(1,540)	(1,800)
			10.101
Profit before taxation	10	86,272	43,461
Taxation	11	(3,317)	(2,496)
Profit and total comprehensive income			
for the year attributable to owners of			
the Company		82,955	40,965
Earnings per share – basic	14	HK\$0.215	HK\$0.107

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2014

		2014	2013
	NOTES	HK\$'000	HK\$'000
Non-current assets			
Investment properties	15	1,036,860	966,692
Property, plant and equipment	16	17,610	18,591
		1,054,470	985,283
Current assets			
Rental and other receivables	17	784	682
Held for trading investments	18	1,495	_
Fixed deposits	19	49,441	33,167
Bank balances and cash	19	7,177	27,459
		58,897	61,308
Current liabilities			
Other payables and rental deposits received	20	10,007	8,880
Taxation payable		552	714
Bank loans - due within one year	21	28,082	44,169
		38,641	53,763
Net current assets		20,256	7,545
Total assets less current liabilities		1,074,726	992,828
Non-current liabilities			
Bank loans – due after one year	21	69,717	71,140
Deferred tax liabilities	22	4,945	4,579
Deferred tax habilities		4,940	4,579
		74,662	75,719
Net assets		1,000,064	917,109

AT 31 DECEMBER 2014

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		2014	2013
	NOTE	HK\$'000	HK\$'000
Capital and reserves			
Share capital	23	3,862	3,862
Reserves		996,202	913,247
Total equity		1,000,064	917,109

The consolidated financial statements on pages 33 to 80 were approved and authorized for issue by the Board of Directors on 9 February 2015 and are signed on its behalf by:

Chau Choi Fa

DIRECTOR

Wong Siu Wah

**DIRECTOR** 

## **CONSOLIDATED STATEMENT** OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2014

Equity	attributable	to	owners	of	the	Comp	any
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	Share	Share	Special	Capital	Retained	
	capital	premium	reserve	reserve	profits	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(Note a)	(Note b)		
At 1 January 2013	30	382,929	(382,929)	7,314	542,617	549,961
Profit and total comprehensive						
income for the year	-	_	_	_	40,965	40,965
Issue of shares pursuant to						
Capitalization Issue (note 23)	3,832	322,351	_	_	_	326,183
At 31 December 2013	3,862	705,280	(382,929)	7,314	583,582	917,109
Profit and total comprehensive						
income for the year	-	-	_	-	82,955	82,955
At 21 December 2014	2 960	705 200	(202 020)	7.014	666 527	1 000 064
At 31 December 2014	3,862	705,280	(382,929)	7,314	666,537	1,000,064

### Notes:

- The special reserve represents the difference between the aggregate share capital of the subsidiaries acquired by (a) the Company and the Company's investment cost in Tierra Development Limited pursuant to a group reorganization in 2012.
- (b) The capital reserve represents deemed contribution from a then fellow subsidiary in prior years.

### FOR THE YEAR ENDED 31 DECEMBER 2014

## CONSOLIDATED STATEMENT OF CASH FLOWS

	2014 HK\$'000	2013 HK\$'000
Operating activities		
Profit before taxation	86,272	43,461
Adjustments for:	33,2.2	.5, .5 .
Interest income	(897)	(495)
Interest expenses	1,540	1,800
Depreciation of property, plant and equipment	696	480
Gain on disposal of property, plant and equipment	(435)	_
Gain on disposal of held for trading investments	(96)	_
Unrealized fair value loss of held for trading investments  Net changes in fair value of investment properties	99 (70,168)	(35,690)
	(70,100)	(33,090)
Operating cash flows before movements in working capital	17,011	9,556
(Increase) decrease in rental and other receivables	(102)	116
Increase in held for trading investments	(1,498)	_
Increase (decrease) in other payables and rental deposits received	1,127	(2,656)
Net cash generated from operations	16,538	7,016
Hong Kong Profits Tax paid	(3,071)	(1,976)
PRC Enterprise Income Tax paid	(42)	(38)
Net cash from operating activities	13,425	5,002
Investing activities	(174.040)	(100 100)
Placement of fixed deposits  Withdrawal of fixed deposits	(174,648) 158,374	(122,126) 119,012
Interest received	897	469
Proceeds from disposal of property, plant and equipment	720	-
Purchase of investment properties	_	(2,449)
Proceeds from disposal of investment properties	-	27,501
Purchase of property, plant and equipment	-	(18,501)
Net cash (used in) from investing activities	(14,657)	3,906
Financing activities		
Repayment of bank loans	(17,510)	(16,925)
Interest paid	(1,540)	(1,813)
New bank loans raised	_	6,000
Net cash used in financing activities	(19,050)	(12,738)
Net decrease in cash and cash equivalents	(20,282)	(3,830)
Cash and cash equivalents at beginning of the year	27,459	31,289
Cash and cash equivalents at end of the year,		
representing bank balances and cash	7,177	27,459

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### **GENERAL** 1.

The Company was incorporated and registered as an exempted company with limited liability in Bermuda under the Companies Act 1981 of Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its immediate holding company and ultimate holding company is Bright Asia Holdings Limited, a company which was incorporated in the British Virgin Islands. The address of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company acts as an investment holding company and its subsidiaries are principally engaged in property investment. The consolidated financial statements are presented in Hong Kong Dollars ("HK\$") which is the same as the functional currency of the Company.

On 19 March 2013, the Company was successfully spun-off from Wing Tai Investments Holdings Limited ("Wing Tai") (formerly known as Wing Lee Holdings Limited) through distribution in specie of 83% of the issued share capital of the Company to the shareholders of Wing Tai. The shares of the Company were listed on the Stock Exchange on the same date. On 9 June 2014, the remaining 17% of the issued share capital of the Company was distributed, through distribution in specie, to the shareholders of Wing Tai. The Company ceased to be an associate of Wing Tai thereafter.

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

In the current year, the Group has applied, for the first time, the following new interpretation and amendments to HKFRSs (hereinafter collectively referred to as the "new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Amendments to HKFRS 10,	Investment entities
HKFRS 12 and HKAS 27	
Amendments to HKAS 32	Offsetting financial assets and financial liabilities
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting
HK(IFRIC) – INT 21	Levies

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

FOR THE YEAR ENDED 31 DECEMBER 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") - continued

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

HKFRS 9 Financial instruments<sup>1</sup>

HKFRS 14 Regulatory deferral accounts<sup>2</sup>

HKFRS 15 Revenue from contracts with customers<sup>3</sup>

Amendments to HKFRS 11 Accounting for acquisitions of interests in joint operations<sup>5</sup> Clarification of acceptable methods of depreciation and Amendments to HKAS 16

and HKAS 38 amortisation<sup>5</sup>

Amendments to HKAS 16 Agriculture: Bearer plants<sup>5</sup>

and HKAS 41

Amendments to HKAS 19 Defined benefit plans: Employee contributions<sup>4</sup> Amendments to HKAS 27 Equity method in separate financial statements<sup>5</sup>

Amendments to HKFRS 10 Sale and contribution of assets between an investor and its

and HKAS 28 associate or joint venture<sup>5</sup>

Amendments to HKFRSs Annual improvements to HKFRSs 2010 - 2012 cycle<sup>6</sup> Amendments to HKFRSs Annual improvements to HKFRSs 2011 - 2013 cycle<sup>4</sup> Amendments to HKFRSs Annual improvements to HKFRSs 2012 - 2014 cycle<sup>5</sup>

- Effective for annual periods beginning on or after 1 January 2018, with earlier application
- Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.
- Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.
- Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
- Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.

The directors of the Company anticipate that the adoption of the new and revised HKFRSs will have no material impact on the consolidated financial statements.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### 3. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

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

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

The principal accounting policies are set out below.

FOR THE YEAR ENDED 31 DECEMBER 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### SIGNIFICANT ACCOUNTING POLICIES - continued

#### Basis of consolidation

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

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

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

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

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

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

#### Revenue recognition

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

Dividend income from held for trading investments is recognized when the shareholder's rights to receive payment have been established.

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

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### SIGNIFICANT ACCOUNTING POLICIES - continued 3.

#### **Investment properties**

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

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

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

#### Property, plant and equipment

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

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

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

#### Leasing

#### The Group as lessee

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

FOR THE YEAR ENDED 31 DECEMBER 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### SIGNIFICANT ACCOUNTING POLICIES - continued

#### Impairment losses on tangible assets

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

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

#### **Borrowing costs**

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

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

#### Retirement benefit costs

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

#### **Taxation**

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

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

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### SIGNIFICANT ACCOUNTING POLICIES - continued 3.

#### Taxation - continued

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

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

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

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

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

FOR THE YEAR ENDED 31 DECEMBER 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### SIGNIFICANT ACCOUNTING POLICIES - continued

#### Foreign currencies

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

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

#### Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

#### Financial assets

The Group's financial assets are classified into financial assets at fair value through profit or loss ("FVTPL") and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

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

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### 3. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Financial instruments - continued

Financial assets - continued

#### Effective interest method

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

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

#### Financial assets at fair value through profit or loss

The Group's financial assets at FVTPL represent financial assets that are held for trading. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognized directly in profit or loss in the period in which they arise. The net gain or loss recognized in profit or loss excludes any dividends or interest earned on the financial assets and is included in other gains and losses in the consolidated statement of profit or loss and other comprehensive income.

#### Loans and receivables

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

FOR THE YEAR ENDED 31 DECEMBER 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### SIGNIFICANT ACCOUNTING POLICIES - continued

#### Financial instruments - continued

Financial assets - continued

Impairment of financial assets

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

For all other financial assets, objective evidence of impairment could include:

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

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

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

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

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

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

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### 3. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Financial instruments - continued

#### Financial liabilities and equity instruments

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

#### Equity instruments

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

#### Effective interest method

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

Interest expense is recognized on an effective interest basis.

### Financial liabilities

Financial liabilities (including other payables and bank loans) are subsequently measured at amortized cost, using the effective interest method.

### Derecognition

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

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

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

FOR THE YEAR ENDED 31 DECEMBER 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### **KEY SOURCES OF ESTIMATION UNCERTAINTY**

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

#### Fair value of investment properties

Investment properties are carried in the consolidated statement of financial position at their fair values at the end of each reporting period as disclosed in note 15. The fair values were based on a valuation on these properties conducted by an independent firm of professional valuers using property valuation techniques which involve certain assumptions of market conditions. Changes to these assumptions and inputs would result in changes in the fair value of the Group's investment properties and corresponding adjustments to the amount of gain or loss reported in profit or loss.

#### Fair value measurements and valuation processes

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

In estimating the fair value of the Group's investment properties and held for trading investments, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation of the Group's investment properties. At the end of each reporting period, the management of the Group works closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 2 and Level 3 fair value measurements. The Group will first consider and adopt Level 2 inputs where inputs can be derived observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the board of directors of the Company.

Information about the valuation techniques and inputs used in determining the fair value of the Group's investment properties and held for trading investments are disclosed in notes 15 and 18, respectively.

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### CAPITAL RISK MANAGEMENT 5.

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

The capital structure of the Group consists of net debt, which includes bank loans as disclosed in note 21, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, share premium, special reserve, capital reserve and retained profits.

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

#### 6. FINANCIAL INSTRUMENTS

#### Categories of financial instruments

	2014	2013
	HK\$'000	HK\$'000
Financial assets		
Loans and receivables (including cash and cash equivalents)	57,066	60,801
Held for trading investments	1,485	_
l <del></del>		
	58,551	60,801
Financial liabilities		
At amortized cost	97,836	115,342

### Financial risk management objectives and policies

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

FOR THE YEAR ENDED 31 DECEMBER 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### FINANCIAL INSTRUMENTS - continued

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

#### Currency risk

The functional currency of the Company and its subsidiaries is HK\$ in which most of their transactions are denominated. The Group does not have any foreign currency transactions during the year which expose the Group to foreign currency risk. However, the Group has certain foreign currency denominated bank balances and fixed deposits at the end of the reporting period and details of which are disclosed in note 19. The Group mainly exposed to currency risk of Renminbi.

The sensitivity analysis below has been determined based on a 5% (2013: 5%) possible appreciation or depreciation in Renminbi against Hong Kong dollars. The Group currently does not have any foreign currency hedging policy and will consider hedging its foreign currency exposure should the need arise. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjust its translation at the end of the reporting period for a 5% change in the foreign currency rates. The sensitivity rate used is the rate when reporting foreign currency risk internally to key management personnel and represents the management's assessment of the reasonably possible change in foreign exchange rates.

If the Renminbi appreciates 5% against Hong Kong dollars and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2014 would increase by HK\$561,000 (2013: HK\$493,000). There would be an equal and opposite impact on post-tax profit for the year if Renminbi depreciates 5% against Hong Kong dollars.

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

#### Interest rate risk

The Group is mainly exposed to cash flow interest rate risk in relation to variable-rate bank balances and bank loans (see note 21 for details of these loans). It is the Group's policy to keep its loans at floating rates of interest so as to minimize the fair value interest rate risk.

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

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

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### FINANCIAL INSTRUMENTS - continued 6.

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

Interest rate risk - continued

#### Sensitivity analysis

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

For variable-rate bank balances, if the interest rates had been 50 basis points (2013: 50 basis points) higher and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2014 would increase by HK\$36,000 (2013: HK\$47,000). The directors of the Company are of the opinion that there is no downside exposure on interest rate movement to the Group's variable-rate bank balances at the end of the reporting period as these bank balances already bears close to zero interest.

For variable-rate bank loans, if the interest rates had been 50 basis points (2013: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2014 would decrease/increase by HK\$489,000 (2013: HK\$577,000).

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

#### Other price risk

The Group is exposed to equity price risk through its held for trading investments. The Group's equity price risk is mainly concentrated on equity instruments operating in the banking industry sector quoted in the Stock Exchange. The directors of the Company will monitor the price risk and will consider hedging the risk exposures should the need arise. If the market prices of the held for trading investments had been 10% higher/lower, the Group's post-tax profit for the year ended 31 December 2014 would increase/decrease by HK\$125,000 (2013: nil).

FOR THE YEAR ENDED 31 DECEMBER 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### FINANCIAL INSTRUMENTS - continued

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

#### Credit risk

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

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

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

#### Liquidity risk

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

The Group had unutilized bank loan facilities amounting to HK\$20,000,000 (2014: nil) at 31 December 2013.

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### FINANCIAL INSTRUMENTS - continued 6.

### Financial risk management objectives and policies - continued

Liquidity risk – continued

	Weighted							
	average	On demand		3 months			Total	Total
	effective	or less than	1 – 3	to	1 - 5	Over ι	ındiscounted	carrying
iı	nterest rate	1 month	months	1 year	years	5 years	cash flows	amount
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 31 December 2014								
Non-derivative financial liabilitie	s							
Other payables	-	37	-	-	-	-	37	37
Variable-rate bank loans (note)	1.51	14,169	2,759	12,399	60,821	11,796	101,944	97,799
		14,206	2,759	12,399	60,821	11,796	101,981	97,836
At 31 December 2013								
Non-derivative financial liabilitie	s							
Other payables	-	33	-	-	-	-	33	33
Variable-rate bank loans (note)	1.52	32,512	2,371	10,650	54,171	20,928	120,632	115,309
		32,545	2,371	10,650	54,171	20,928	120,665	115,342

#### FINANCIAL INSTRUMENTS - continued

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

Liquidity risk - continued

Note: Pursuant to Hong Kong Interpretation 5 Presentation of Financial Statements - Classification by the Borrow of a Term Loan that Contains Repayment on Demand Clause, term loans include a clause that gives the lender the unconditional right to call the loans at any time should be classified by the borrower as current liabilities. Bank loans with a repayment on demand clause are included in the "repayable on demand" time band in the above maturity analysis and the carrying amount recognized by the Group at the end of the reporting period is set out in note 21. The directors of the Company believe that such bank loans will be repaid after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements as follows:

	Total	Total
	undiscounted	carrying
	cashflow	amount
	HK\$'000	HK\$'000
At 31 December 2014		
Bank loans to be repaid:		
Within one year	19,065	17,691
In more than one year but not more than five years	70,733	67,740
Over five years	12,597	12,368
	102,395	97,799
At 31 December 2013		
Bank loans to be repaid:		
Within one year	18,990	17,510
In more than one year but not more than five years	73,509	69,782
Over five years	28,567	28,017
	121,066	115,309

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

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### FINANCIAL INSTRUMENTS - continued 6.

#### Fair value

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

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

	Fair value		Fair value	Valuation techniques	
Financial assets	2014	2013	hierarchy	and key inputs	
	HK\$'000	HK\$'000			
Held for trading investments	1,495	-	Level 1	Quoted bid prices in an active market	

There were no transfers between Levels 1, 2 and 3 in both years.

Fair value of financial assets and financial liabilities that are not measured at fair value on (ii) recurring basis

The fair value of other financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

#### **SEGMENT INFORMATION**

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

Turnover represents the rental income received from operating leases.

FOR THE YEAR ENDED 31 DECEMBER 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**Turnover from** 

#### **SEGMENT INFORMATION - continued** 7.

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

	external customers		
	2014	2013	
	HK\$'000	HK\$'000	
Hong Kong			
Hong Kong Island:			
Commercial	17,774	16,106	
Residential	677	527	
Kowloon:			
Commercial	3,949	3,826	
Residential	2,435	1,819	
Industrial	2,500	2,584	
The People's Republic of China (the "PRC")			
Shenzhen:			
Commercial	416	375	
	27,751	25,237	

During the year ended 31 December 2014 and 31 December 2013, no individual customer contributed over 10% of the total turnover of the Group.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### **SEGMENT INFORMATION - continued** 7.

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

	2014	2013
	HK\$'000	HK\$'000
Hong Kong	1,046,720	977,491
PRC	7,750	7,792
	1,054,470	985,283

### OTHER INCOME

	2014	2013
	HK\$'000	HK\$'000
Interest income	897	495
Others (note)	2,419	477
	3,316	972

Note: Included in the balance in an amount of HK\$2,339,000 (2013: HK\$320,000) representing compensation received from tenants in respect of the early termination of leases and compensation on demolishing installations and fixtures on the rented properties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### FINANCE COSTS

	2014	2013
	HK\$'000	HK\$'000
Interests on bank borrowings wholly repayable:		
- within five years	129	377
- over five years	1,411	1,423
	1,540	1,800

#### PROFIT BEFORE TAXATION 10.

	2014	2013
	HK\$'000	HK\$'000
Profit before taxation has been arrived at after charging:		
Directors' emoluments (note 12)	6,482	4,884
Other staff's retirement contributions benefits scheme	43	52
Other staff costs	1,448	1,483
Total staff costs	7,973	6,419
	.,	
Auditor's remuneration	480	468
Depreciation of property, plant and equipment	696	480
Expenses in relation to the listing of the shares of the		
Company (included in other expenses)	_	3,994
Unrealized fair value loss of held for trading investments		
(included in other gains and losses)	99	-
and after crediting:		
Gain on disposal of property, plant and equipment		
(included in other gains and losses)	435	_
Gain on disposal of held for trading investments		
(included in other gains and losses)	96	_
Interest income (included in other income)	897	495

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### 11. TAXATION

	2014	2013
	HK\$'000	HK\$'000
The charge comprises:		
Hong Kong Profits Tax:		
Current year	2,880	2,277
Under (over) provision in prior years	29	(42)
	2,909	2,235
PRC income tax	42	38
	2,951	2,273
Deferred taxation charge (note 22)	366	223
	300	
	0.017	0.400
	3,317	2,496

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

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

### 11. TAXATION - continued

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

	2014	2013
	HK\$'000	HK\$'000
Profit before taxation	86,272	43,461
Tax charge at applicable tax rate of 16.5%	14,235	7,171
Tax effect of income not taxable for tax purpose	(11,880)	(6,124)
Tax effect of expenses not deductible for tax purpose	902	1,417
Utilization of tax losses previously not recognized	(40)	(3)
Under (over) provision in prior years	29	(42)
Effect of different applicable tax rate for operations in the PRC	(27)	(24)
Land appreciation tax and capital gain tax	-	76
Others	98	25
T	0.047	0.400
Taxation for the year	3,317	2,496

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

## 12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

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

			Performance	Retirement	
		Basic	related	benefits	Total
	Directors'	salaries and	incentive	scheme	directors'
	fee	allowances	bonus	contributions	emoluments
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(note a)		
Year ended 31 December 2014					
Executive directors					
Ms. Chau Choi Fa (note b)	_	1,254	500	17	1,771
Ms. Wong Siu Wah (note b)	_	1,254	500	_	1,754
Ms. Wong Vivien Man-Li	_	1,674	550	17	2,241
Mr. Lui Siu Fung	-	293	50	13	356
Independent non-executive directors					
Mr. Lam John Cheung-wah	120	_	_	_	120
Dr. Tse Kwok Sang	120	_	_	_	120
Mr. Chui Chi Yun Robert	120	_	_	_	120
	360	4,475	1,600	47	6,482
Year ended 31 December 2013					
Executive directors					
Ms. Chau Choi Fa (note b)	_	1,254	_	15	1,269
Ms. Wong Siu Wah (note b)	_	1,254	_	_	1,254
Ms. Wong Vivien Man-Li	_	1,679	_	15	1,694
Mr. Lui Siu Fung	_	323	_	14	337
Independent non-executive directors (note c)					
Mr. Lam John Cheung-wah	110	_	_	_	110
Dr. Tse Kwok Sang	110	_	_	_	110
Mr. Chui Chi Yun Robert	110	_	_	_	110
	330	4,510	-	44	4,884

#### DIRECTORS' AND EMPLOYEES' EMOLUMENTS - continued

Notes:

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

The five highest paid individuals for the year ended 31 December 2014 included four (2013: four) directors. The aggregate emoluments of the remaining one (2013: one) highest paid individual for the year ended 31 December 2014 were as follows:

	2014	2013
	HK\$'000	HK\$'000
Basic salary, bonus and allowances	810	669
Retirement benefits scheme contributions	17	15
	827	684

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

During the year ended 31 December 2014 and 31 December 2013, no emoluments were paid by the Group to the five highest paid individuals, including directors and employees, as an inducement to join or upon joining the Group or as compensation for loss of office. No directors waived any emoluments during both years.

#### 13. **DIVIDENDS**

No dividend was paid or proposed during the year ended 31 December 2014. Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2014 of HK\$0.01 cents (2013: nil) per share has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming general meeting.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

## 14. EARNINGS PER SHARE

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

	2014	2013
	HK\$'000	HK\$'000
Earnings		
Profit for year attributable to the owners of the		
Company for the purpose of basic earnings		
per share	82,955	40,965
Number of shares		
Weight average number of ordinary shares for		
the purpose of basic earnings per share	386,175,758	382,755,360

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

### **INVESTMENT PROPERTIES**

	2014	2013
	HK\$'000	HK\$'000
FAIR VALUE		
At beginning of the year	966,692	956,054
Additions	-	2,449
Net increase in fair value	70,168	35,690
Disposals	-	(27,501)
At end of the year	1,036,860	966,692
The carrying value of the investment properties		
shown above situated on:		
Land in Hong Kong		
- long lease	829,690	778,000
- medium-term lease	199,420	180,900
Land in the PRC		
- medium-term lease	7,750	7,792
	1,036,860	966,692

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### **INVESTMENT PROPERTIES - continued** 15.

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

The fair value of the Group's investment properties at 31 December 2014 and 31 December 2013 have been arrived at on the basis of a valuation carried out on those dates by RHL Appraisal Limited ("RHL"), an independent firm of professional property valuers not related to the Group whose address is Room 1010, Star House, Tsimshatsui, Kowloon, Hong Kong.

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

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

	, 0	value of properties 31.12.2013 HK\$'000	Fair value hierarchy	Valuation technique(s) and significant unobservable inputs	Relationship of unobservable inputs to fair value
Industrial properties in Kowloon	68,100	59,400	Level 3	Direct comparison method – based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$4,667 to HK\$5,495 (2013: HK\$4,146 to HK\$4,788) per sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	the price, the higher the fair

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

## 15. INVESTMENT PROPERTIES - continued

	Carrying investment 31.12.2014 HK\$'000		Fair value hierarchy	Valuation technique(s) and significant unobservable inputs	Relationship of unobservable inputs to fair value
Residential properties in Hong Kong Island	21,700	22,000	Level 3	Direct comparison method -based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$8,756 to HK\$25,478 (2013: HK\$7,965 to HK\$20,858) per sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	The higher the price, the higher the fair value.
Residential properties in Kowloon	57,420	52,900	Level 3	Direct comparison method – based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$4,975 to HK\$6,667 (HK\$3,778 to HK\$5,946) per sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	The higher the price, the higher the fair value.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 15. INVESTMENT PROPERTIES - continued

	Carrying investment 31.12.2014 HK\$'000	properties	Fair value hierarchy	Valuation technique(s) and significant unobservable inputs	Relationship of unobservable inputs to fair value
Commercial retail properties in Hong Kong Island	676,440	629,300	Level 3	Direct comparison method - based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$11,411 to HK\$139,600 (2013: HK\$39,157 to HK\$158,924) per sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	the price, the higher the fair
Commercial office properties in Hong Kong Island	40,750	39,400	Level 3	Direct comparison method -based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$8,730 to HK\$24,045 (2013: HK\$12,714 to HK\$24,030) per sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	the price, the higher the fair

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### 15. **INVESTMENT PROPERTIES - continued**

	Carrying va investment p 31.12.2014 3 HK\$'000	roperties	Fair value hierarchy	Valuation technique(s) and significant unobservable inputs	Relationship of unobservable inputs to fair value
Commercial retail properties in Kowloon	164,700	155,900	Level 3	Direct comparison method -based on price per square foot, using market observable comparable prices of similar properties ranging from HK\$41,299 to HK\$73,944 (2013: HK\$44,522 to HK\$79,634) per sq.ft, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	the price, the higher the fair
Commercial property in the PRC	7,750	7,792	Level 3	Direct comparison method -based on price per square metre, using market observable comparable prices of similar properties ranging from HK\$28,136 to HK\$30,634 (2013: HK\$28,593 to HK\$32,468) per sq.m, and adjusted taking into account of locations and other individual factors such as road frontage, size of property and conditions of prices.	the price, the higher the fair

All of the Group's investment properties were assumed to be recovered through sales and deferred tax liabilities in respect of fair value changes on investment properties have been estimated taking into account this assumption. The Group has not recognized deferred tax liabilities in relation to changes in fair value of the investment properties that are situated in Hong Kong during the year ended 31 December 2014 and 31 December 2013 as the Group is not subject to any income taxes on disposal of these investment properties. The Group has recognized deferred tax liabilities on changes in fair value of the investment property that is situated in the PRC as the property in the PRC is subject to LAT and capital gain tax upon disposal.

## 16. PROPERTY, PLANT AND EQUIPMENT

	Leasehold			
	land and	Leasehold	Motor	
	building in	nprovement	vehicles	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
COST				
At 1 January 2013	_	_	950	950
Additions	18,167	334	_	18,501
At 31 December 2013	18,167	334	950	19,451
Disposals	_	_	(950)	(950)
At 31 December 2014	18,167	334	-	18,501
DEPRECIATION				
At 1 January 2013	_	_	380	380
Provided for the year	256	34	190	480
At 31 December 2013	256	34	570	860
Provided for the year	534	67	95	696
Elimination on disposals	_	-	(665)	(665)
At 31 December 2014	790	101	-	891
CARRYING VALUES				
At 31 December 2014	17,377	233	_	17,610
At 31 December 2013	17,911	300	380	18,591

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### PROPERTY, PLANT AND EQUIPMENT - continued 16.

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

Leasehold land and building Over the shorter of the term of the lease, or 50 years

Leasehold improvement 20% Motor vehicles 20%

The above leasehold land and building comprises a property situated in Hong Kong under a mediumterm lease.

#### 17. RENTAL AND OTHER RECEIVABLES

	2014	2013
	HK\$'000	HK\$'000
Rental receivables	241	_
Other receivables, deposits and prepayments	543	682
	784	682

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

2014	2013
HK\$'000	HK\$'000
241	_
	HK\$'000

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### HELD FOR TRADING INVESTMENTS 18.

\$'000
_
-

The fair values of held for trading investments are determined with reference to quoted bid prices in an active market.

#### FIXED DEPOSITS/BANK BALANCES AND CASH

The fixed deposits are short-term fixed deposits with an original maturity of three months or less and carry fixed interest rate ranging from 0.68% to 3.28% per annum at 31 December 2014 (2013: 1.25% to 2.93% per annum). At 31 December 2014, bank balances carry interest at prevailing market rates which ranges from 0.00% to 0.001% (2013: 0.00% to 0.001%) per annum.

At 31 December 2014, included in bank balances and cash and fixed deposits is an amount of HK\$10,316,000 (2013: HK\$11,819,000) which is denominated in Renminbi, being amount denominated in currency other than the functional currency of the relevant group entity.

#### 20. OTHER PAYABLES AND RENTAL DEPOSITS RECEIVED

	2014	2013
	HK\$'000	HK\$'000
Accrued charges	2,915	1,899
Rental deposits received	7,055	6,948
Other payables	37	33
	10,007	8,880

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### 21. **BANK LOANS**

	2014 HK\$'000	2013 HK\$'000
The bank loans are repayable as follows*:		
Within one year  More than one year, but not exceeding two years  More than two years, but not more than five years  More than five years	17,691 15,481 42,667 11,569	17,510 12,885 37,848 20,407
Carrying amounts of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	87,408 10,391	88,650 26,659
Less: Amounts due within one year shown under current liabilities	97,799 (28,082)	115,309 (44,169)
Amounts shown under non-current liabilities	69,717	71,140

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

At 31 December 2014, the bank loans carry interest at HIBOR plus 0.70% to 2.25% per annum (2013: HIBOR plus 0.70% to 2.75% per annum). During the year ended 31 December 2014, the effective interest rates of the bank loans range from 0.90% to 2.97% per annum (2013: 0.91% to 2.97% per annum).

At 31 December 2014, bank loans of HK\$92,526,000 (2013: HK\$109,489,000) are secured by mortgages over the Group's investment properties with an aggregate carrying amount of HK\$514,520,000 (2013: HK\$473,100,000).

At 31 December 2014, bank loans of HK\$5,273,000 (2013: HK\$5,820,000) are secured by mortgages over the Group's leasehold land and building with a carrying amount of HK\$16,287,000 (2013: HK\$17,373,000).

### DEFERRED TAXATION

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

		Land		
	•	appreciation		
	Accelerated	tax and		
	tax	capital	Tax	
	depreciation	gains tax	losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2013	1,840	2,527	(11)	4,356
Charge (credit) to profit or loss (note 11)	193	76	(46)	223
At 31 December 2013	2,033	2,603	(57)	4,579
Charge to profit or loss (note 11)	336	_	30	366
At 31 December 2014	2,369	2,603	(27)	4,945

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

At 31 December 2014, the Group has unused tax losses of HK\$164,000 (2013: HK\$583,000) available for offset against future profits. A deferred tax asset has been recognized in respect of HK\$164,000 (2013: HK\$343,000) of such losses at 31 December 2014. No deferred tax asset had been recognized at 31 December 2013 in respect of the remaining tax losses of HK\$240,000 (2014: nil) due to the unpredictability of future profit streams.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

## 23. SHARE CAPITAL

			Shown in the consolidated
	Number of		financial
	shares	Amount in	statements
		HK\$	HK\$'000
Ordinary shares			
Authorized:			
At 1 January 2013 (HK\$0.10 each)	1,000,000	100,000	
Share sub-division and increase in			
authorized share capital (note a)	999,000,000	9,900,000	
At 31 December 2013 and 2014			
(HK\$0.01 each)	1,000,000,000	10,000,000	
Issued and fully paid:			
At 1 January 2013 (HK\$0.10 each)	300,001	30,000	30
Share sub-division (note a)	2,700,009	_	-
Issue of share pursuant to Capitalization			
Issue (note b)	383,175,748	3,831,757	3,832
At 31 December 2013 and 2014			
(HK\$0.01 each)	386,175,758	3,861,757	3,862

FOR THE YEAR ENDED 31 DECEMBER 2014

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### SHARE CAPITAL - continued 23.

Notes:

- On 18 March 2013, upon satisfaction of the Spin-Off Condition (as defined in the listing document of the (a) Company dated 28 February 2013 (the "Listing Document")) and pursuant to the written resolutions passed by the then sole shareholder of the Company on 6 February 2013 (as more fully detailed in paragraphs headed "Written resolutions of the sole shareholder dated 6 February 2013" in Appendix VI to the Listing Document), each of the existing issued and unissued share of the Company was sub-divided into ten shares of HK\$0.01 each and the authorized share capital of the Company was increased from HK\$100,000 to HK\$10,000,000, so thereafter, the authorized share capital of the Company comprised of 1,000,000,000 shares of HK\$0.01 each, of which, immediately after the share subdivision, 3,000,010 shares were in issue and 996,999,990 shares were unissued.
- (b) On 18 March 2013, upon satisfaction of the Spin-Off Condition (as defined in the Listing Document) and pursuant to the written resolutions passed by the then sole shareholder of the Company on 6 February 2013 (as more fully detailed in paragraphs headed "Written resolutions of the sole shareholder dated 6 February 2013" in Appendix VI to the Listing Document and the Capitalization Issue (also defined in the Listing Document), the Company has capitalized the amounts due to M S C Holdings Limited (the former intermediate holding company of certain subsidiaries of the Company) and Wing Tai in aggregate of HK\$326,183,000 and allotted and issued 383,175,748 ordinary shares of the Company, credited as fully paid, to Wing Tai.

All ordinary shares of the Company issued during the year ended 31 December 2013 rank pari passu with the then existing ordinary shares in all respects.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### **OPERATING LEASE ARRANGEMENT** 24.

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

	31,263	42,463
Over five years	-	360
In the second to fifth year inclusive	10,948	18,413
Within one year	20,315	23,690
		·
	HK\$'000	HK\$'000
	2014	2013

The properties held have committed tenants for periods ranging from 1 year to 6 years.

#### 25. RETIREMENT BENEFITS SCHEMES

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### **RELATED PARTIES TRANSACTIONS** 26.

The Group had the following significant related party transactions/balances during the year:

(a) During the year ended 31 December 2013, the Group rented certain of its properties to Wing Lee (Connector) Limited ("WLC") (formerly known as Morning Star Industrial Company Limited), a wholly-owned subsidiary of Wing Tai, and rental income of HK\$2,388,000 was received during that year.\* The leases with WLC were expired on 31 December 2013. The Group then entered into a new lease agreement with Morning Star Digital Connector Company Limited ("MS Digital Connector"), a wholly-owned subsidiary of Wing Tai on 2 December 2013, whereby the Group rented a property to MS Digital Connector starting from 1 January 2014, details of which have been disclosed under the section "Connected Transactions" in the Directors' Report.\* At 31 December 2013, the Group had rental deposits of HK\$219,900 (2014: nil) received from MS Digital Connector and the amount was included in rental deposits received as set out in note 17. During the year ended 31 December 2014, the Group received rental income of HK\$440,000 from MS Digital Connector.

Pursuant to a notice of early termination given by MS Digital Connector to the Group, the lease was early terminated on 30 June 2014. The Group received compensation in respect of the early termination amounted to HK\$1,319,000 and compensation on demolishing installations and fixtures amounted to HK\$1,005,000 from MS Digital Connector during the year ended 31 December 2014.

During the year ended 31 December 2013, the Group had leased a property at prevailing (b) market rent to Mr. Lui Siu Fung, a director of the Company and a rental income of HK\$91,000 was received. The lease was terminated on 31 July 2013, and the property was disposed of in July 2013.#

### Remarks:

- This transaction constitutes a continuing connected transaction for the purpose of Chapter 14A of the Listing Rules.
- This transaction constitutes an exempt continuing connected transaction for the purpose of Chapter 14A of the Listing Rules.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

### 27. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2014	2013
	HK\$'000	HK\$'000
Non-current asset		
Investment in a subsidiary	703,798	703,798
	705,796	703,796
Current assets		
Prepayments	145	226
Bank balances	227	210
	372	436
Current liabilities		
Accrued charges	_	37
Amount due to a subsidiary	15,687	13,316
	15,687	13,353
N	(4.5.04.5)	(10017)
Net current liabilities	(15,315)	(12,917)
Not consta	000 400	000 001
Net assets	688,483	690,881
Capital and reserves		
Share capital	3,862	3,862
Reserves	684,621	687,019
1000  V60	004,021	007,019
Total aquity	699 499	600 891
Total equity	688,483	690,881

#### **RESERVES OF THE COMPANY** 28.

	Share	Accumulated	
	premium	losses	Total
	HK\$'000	HK\$'000	HK\$'000
At 1 January 2013	382,929	(10,881)	372,048
Issue of shares pursuant to Capitalization Issue			
(note 23)	322,351	_	322,351
Loss and total comprehensive expense for the year	-	(7,380)	(7,380)
At 31 December 2013	705,280	(18,261)	687,019
Loss and total comprehensive expense for the year	-	(2,398)	(2,398)
At 31 December 2014	705,280	(20,659)	684,621

#### PRINCIPAL SUBSIDIARIES 29.

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

Name of company	Place and date of incorporation sl	Issued and fully paid nare capital	Equity in attribute to the Co	table ompany	Principal activity
			2014	2013	
Tierra Development Limited*	British Virgin Islands 8 May 2012	US\$2,000	100%	100%	Investment holding
Extra Rich Development Limited** 碧豪發展有限公司	Hong Kong 17 January 1989	HK\$10,000	100%	100%	Property investment
Fast Silver Development Limited** 銀迅發展有限公司	Hong Kong 22 July 2010	HK\$10,000	100%	100%	Property investment
Good Ocean Development Limited** 海佳發展有限公司	Hong Kong 25 November 2010	HK\$10,000	100%	100%	Property investment

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

#### PRINCIPAL SUBSIDIARIES - continued 29.

		Issued and	Equity	interest	
	Place and date	fully paid	attrib	utable	
Name of company	of incorporation s	hare capital	to the Company		Principal activity
			2014	2013	
Habitat One Development Limited** 景逸發展有限公司	Hong Kong 27 June 2012	HK\$10,000	100%	100%	Property investment
Good Harvest Capital Investment Limited** 益豐創富有限公司	Hong Kong 9 September 2013	HK\$10,000	100%	100%	Investment holding

Directly held by the Company.

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

Directly held by Tierra Development Limited.

### FINANCIAL SUMMARY

			Year ended 31 December			
	2010	2011	2012	2013	2014	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
RESULTS						
Turnover	16,030	20,428	24,213	25,237	27,751	
Profit before taxation	51,769	161,763	308,063	43,461	86,272	
Taxation	(2,857)	(2,974)	(1,774)	(2,496)	(3,317)	
Profit for the year	48,912	158,789	306,289	40,965	82,955	
			At 31 D			
	2010	2011	2012	2013	2014	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
ASSET AND LIABILITIES						
Total Assets	507,788	703,412	1,018,738	1,046,591	1,113,367	
Total Liabilities	422,925	459,740	468,777	129,482	113,303	
Net Assets	84,863	243,672	549,961	917,109	1,000,064	

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

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

## SUMMARY OF INVESTMENT PROPERTIES HELD BY THE GROUP

AT 31 DECEMBER 2014

Particulars of the Group's investment properties at 31 December 2014 are as follows:

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