



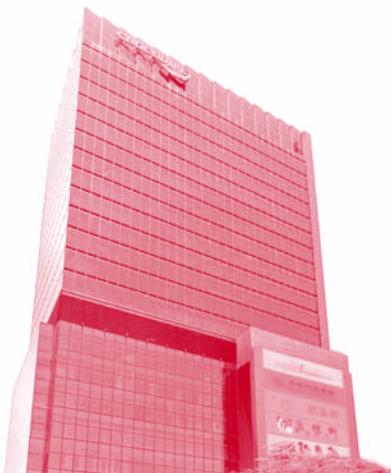
LAI SUN GARMENT

(Stock Code: 191)



LAI SUN GARMENT (INTERNATIONAL) LIMITED

Annual Report
Year ended 31 July 2015



Cover Photo

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

Contents

2	Corporate Information
3	Corporate Profile
4	Chairman's Statement
8	Financial Highlights
10	Management Discussion and Analysis
22	Summary of Financial Information
24	Particulars of Major Properties
29	Corporate Social Responsibility Report
31	Corporate Governance Report
48	Biographical Details of Directors and Senior Management
54	Report of the Directors
76	Shareholders' Information
77	Independent Auditors' Report
79	Consolidated Income Statement
80	Consolidated Statement of Comprehensive Income
81	Consolidated Statement of Financial Position
83	Consolidated Statement of Changes in Equity
85	Consolidated Statement of Cash Flows
88	Notes to Financial Statements
171	Notice of Annual General Meeting

Corporate Information

PLACE OF INCORPORATION

Hong Kong

BOARD OF DIRECTORS

Executive Directors

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

Independent Non-executive Directors

Chow Bing Chiu
Lam Bing Kwan
Leung Shu Yin, William

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

COMPANY SECRETARY

Tse Pik Ha

REGISTERED OFFICE/PRINCIPAL OFFICE

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

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

AUTHORISED REPRESENTATIVES

Lam Kin Ming
Chew Fook Aun

SHARE REGISTRAR AND TRANSFER OFFICE

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

INDEPENDENT AUDITORS

Ernst & Young
Certified Public Accountants

PRINCIPAL BANKERS

The Bank of East Asia, Limited
China Construction Bank (Asia) Corporation Limited
DBS Bank Ltd.
Hang Seng Bank Limited
The Hongkong and Shanghai Banking
Corporation Limited
Oversea-Chinese Banking Corporation Limited
Shanghai Pudong Development Bank Co., Ltd.,
Hong Kong Branch
United Overseas Bank Limited

SHARES INFORMATION

Place of Listing

The Main Board of The Stock Exchange of
Hong Kong Limited

Stock Code

191

Board Lot

1,000 shares

WEBSITE

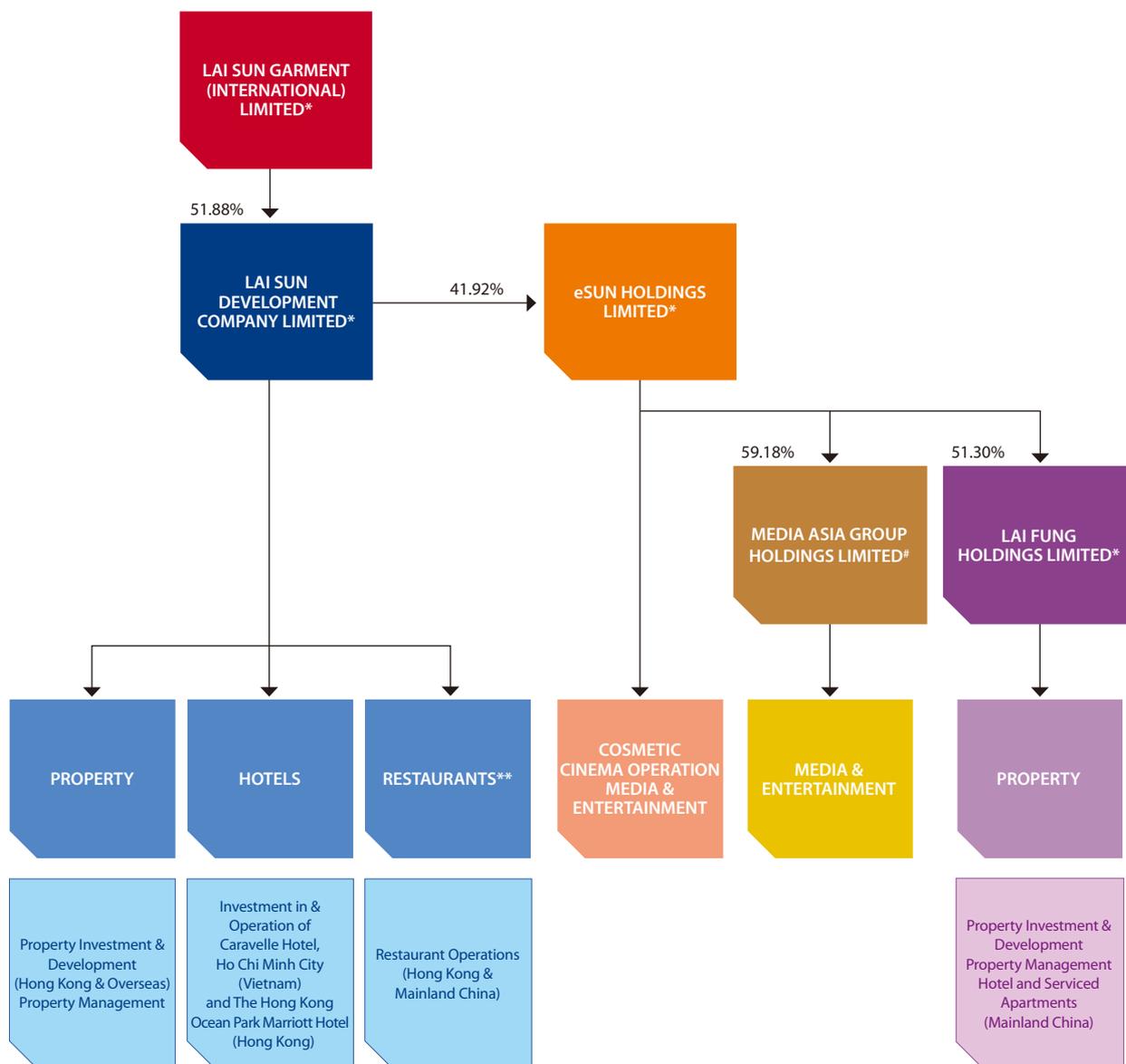
www.laisun.com

INVESTOR RELATIONS

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

Corporate Profile

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



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

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

** Operated under various subsidiaries and associates

Corporate structure as at 15 October 2015

Chairman's Statement



DR. LAM KIN MING

CHAIRMAN

I am pleased to present the audited consolidated results of Lai Sun Garment (International) Limited (“**Company**”) and its subsidiaries (collectively, “**Group**”) for the year ended 31 July 2015.

OVERVIEW OF FINAL RESULTS

For the year ended 31 July 2015, the Group recorded turnover of HK\$1,640.8 million (2014: HK\$2,204.8 million) and a gross profit of HK\$972.7 million (2014: HK\$1,097.7 million), representing a decrease of approximately 25.6% and 11.4%, respectively over last year. The decrease in turnover and gross profit was primarily due to the sale of over 90% of the residential units in Ocean One being completed prior to 31 July 2014 and less properties being available for sale in 2015. Set out below is the turnover by segment:

	For the year ended 31 July			
	2015 (HK\$ million)	2014 (HK\$ million)	Difference (HK\$ million)	% change
Property investment	755.0	597.8	157.2	26.3%
Property development and sales	277.8	1,046.9	-769.1	-73.5%
Restaurant operation	201.7	167.1	34.6	20.7%
Hotel operation and others	406.3	393.0	13.3	3.4%
Total:	1,640.8	2,204.8	-564.0	-25.6%

OVERVIEW OF FINAL RESULTS (CONTINUED)

Net profit attributable to owners of the Company was approximately HK\$1,290.7 million (2014: HK\$940.5 million), representing an increase of approximately 37.2% over last year. The substantial increase is a mix of lower profit before revaluation of the Group's investment properties and a substantial increase in revaluation of the Group's investment properties during the year under review. Excluding the effect of property revaluations, net profit attributable to owners of the Company was approximately HK\$122.4 million (2014: HK\$164.9 million). Basic earnings per share including and excluding the effect of property revaluations was HK\$0.686 (2014: HK\$0.530) and HK\$0.065 (2014: HK\$0.093), respectively.

Profit attributable to owners of the Company (HK\$ million)	For the year ended 31 July	
	2015	2014
Reported	1,290.7	940.5
Less: Adjustments in respect of revaluation gains of investment properties held by		
— the Company and subsidiaries	(934.3)	(662.6)
— associates and joint ventures	(234.0)	(113.0)
Net profit after tax excluding revaluation gains of investment properties	122.4	164.9

Equity attributable to owners of the Company as at 31 July 2015 amounted to HK\$13,796.3 million, up from HK\$12,575.7 million as at 31 July 2014. Net asset value per share attributable to owners of the Company increased by 8.8% to HK\$7.293 per share as at 31 July 2015 from HK\$6.703 per share as at 31 July 2014.

FINAL DIVIDEND

The Directors have resolved to recommend a final dividend of HK1.10 cents per share (2014: HK1.10 cents per share), amounting to HK\$20,809,000 for the financial year ended 31 July 2015 to shareholders of the Company ("**Shareholders**") whose names appear on the Register of Members of the Company on Tuesday, 22 December 2015 subject to the approval of Shareholder at the forthcoming Annual General Meeting of the Company to be held on Friday, 11 December 2015 ("**AGM**").

No interim dividend was declared during the year (2014: Nil).

The Directors propose that Shareholders be given the option to receive the final dividend in new shares in lieu of cash. The scrip dividend proposal is subject to: (1) the approval of the proposed final dividend at the AGM; and (2) The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") granting the listing of and permission to deal in the new shares to be issued pursuant to this proposal.

Chairman's Statement

FINAL DIVIDEND (CONTINUED)

A circular containing details of the scrip dividend proposal will be despatched to Shareholders together with the form of election for scrip dividend on or about Wednesday, 30 December, 2015. It is expected that the final dividend warrants and share certificates for the scrip dividend will be despatched to the Shareholders on or about Friday, 29 January 2016.

BUSINESS REVIEW AND OUTLOOK

The global economies continue to tread on a delicate recovery path with few bright spots. Economic fundamentals remain delicate despite continuous support from central banks around the world. Geopolitical tensions around the world has not subsided which further shrouds the already uncertain outlook. This backdrop combined with the slowing economy in the People's Republic of China ("PRC") has affected Hong Kong's economic performance as a result.

The property sector in Hong Kong continues to perform steadily notwithstanding the challenging conditions. The retail market, particularly street level retail, has been affected negatively as seen in high profile tenants terminating their leases early. Office leasing remains robust. Low vacancy supports further rental growth despite the fear of interest rate hikes. The residential market continues to outperform, particularly for smaller units, notwithstanding the control measures implemented a couple of years ago. New launches report robust prices being achieved and arguably reflect strong underlying demand. It is very likely that these control measures, barring any unforeseen circumstances, are here to stay until land supply has caught up, which is likely to take some years notwithstanding the government's emphasis and effort. Labour shortage in the construction industry is driving wage inflation and continues to pose a challenge on the cost management side.

The Group performed admirably against this challenging environment. The rental portfolio of approximately 1.2 million square feet generated steady rental income at high occupancy rates. Rental income increased through tenant mix adjustments, rental reversion and a full year's contribution from the London properties. The completion of the 8 Observatory Road property in June 2015 added an attributable gross floor area ("**GFA**") of approximately 42,845 square feet in the prime Tsim Sha Tsui area of Hong Kong. As at the date of this annual report, approximately 44% of the floor area of the building has been leased or has offers to lease with another approximately 30% of floor area under negotiation. 3 out of 9 units of the 339 Tai Hang Road luxury residential property were sold during the year under review with another 2 units sold post year end.

The management believes it is paramount to prepare the Group for the challenges and opportunities ahead. The Group completed a series of corporate activities as part of the new strategy to improve funding sources, execution capabilities and overall coordination with the wider Lai Sun Group since refocusing the strategy in 2012. Set out below are the projects the Group secured through Lai Sun Development Company Limited ("**LSD**") after the implementation of the new rental focused strategy:

BUSINESS REVIEW AND OUTLOOK (CONTINUED)

Date	Secured Projects	Total GFA (square feet)	Use	Expected Completion Date
Hong Kong		Development Properties		
November 2012	Tseung Kwan O Project	572,852	Commercial/ Residential	Q4 2017
April 2014	Ma Tau Kok Project	111,444	Commercial/ Residential	Q1 2018
May 2014	The Hong Kong Ocean Park Marriott Hotel ("Ocean Hotel")	366,000	Hotel	Q4 2017
September 2015	Sai Wan Ho Street Project	64,303	Commercial/ Residential	2020
London, United Kingdom		Investment Properties		
April 2014	107-112 Leadenhall Street	146,606	Office	N/A
November 2014	100 Leadenhall Street	177,700	Office	N/A

The Group's strong cash position of HK\$2,193.3 million of cash on hand with a net debt to equity ratio of 45.4% as at 31 July 2015 provides the Group full confidence and the means to review opportunities more actively. Excluding LSD, the cash and bank balances held by the Group as at 31 July 2015 was HK\$939.8 million with a net debt to equity ratio of 25.4%. However, the Group will continue its prudent and flexible approach in growing the landbank and managing its financial position.

APPRECIATION

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

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

Lam Kin Ming
Chairman
 Hong Kong
 15 October 2015

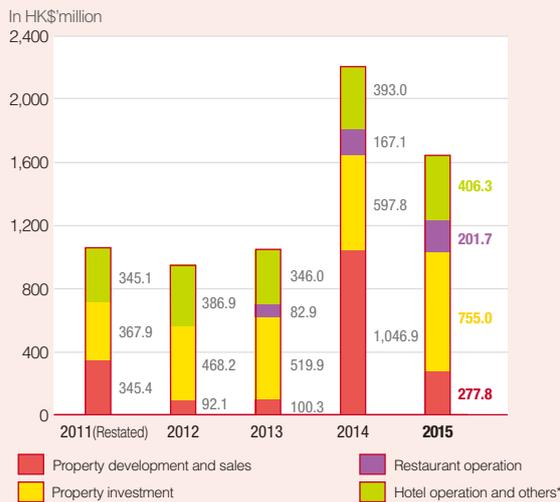
Financial Highlights

		Financial Year ended 31 July 2015	Financial Year ended 31 July 2014	%
Turnover	(HK\$M)	1,640.8	2,204.8	-26%
Gross profit	(HK\$M)	972.7	1,097.7	-11%
Gross profit margin	(%)	59%	50%	
Operating profit	(HK\$M)	2,185.2	1,658.8	32%
Operating profit margin	(%)	133%	75%	
Profit attributable to owners of the Company	(HK\$M)			
— excluding the effect of property revaluations		122.4	164.9	-26%
— including the effect of property revaluations		1,290.7	940.5	37%
Net profit margin	(%)			
— excluding the effect of property revaluations		7%	7%	
— including the effect of property revaluations		79%	43%	
Basic earnings per share	(HK\$)			
— excluding the effect of property revaluations		0.065	0.093	-30%
— including the effect of property revaluations		0.686	0.530	29%
Equity attributable to owners of the Company	(HK\$M)	13,796.3	12,575.7	10%
Net borrowings	(HK\$M)	6,260.6	3,970.2	58%
Net asset value per share attributable to owners of the Company	(HK\$)	7.293	6.703	9%
Share price as at 31 July	(HK\$)	1.020	1.130	-10%
Price earnings ratio	(times)			
— excluding the effect of property revaluations		15.692	12.151	
— including the effect of property revaluations		1.487	2.132	
Market capitalisation as at 31 July	(HK\$M)	1,929.6	2,120.1	-9%
Return on shareholders' equity	(%)			
— excluding the effect of property revaluations		1%	1%	
— including the effect of property revaluations		9%	8%	
Dividend per share	(HK\$)	0.011	0.011	
Dividend yield	(%)	1%	1%	
Gearing - net debt to equity	(%)	45%	32%	
Interest cover (Note 1)	(times)			
— excluding the effect of property revaluations		0.350	0.701	
— including the effect of property revaluations		3.692	4.000	
EBITDA (Note 2)/Interest expenses	(times)	2.0	2.5	
Current Ratio	(times)	1.5	3.9	
Discount to net asset value	(%)	86%	83%	

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

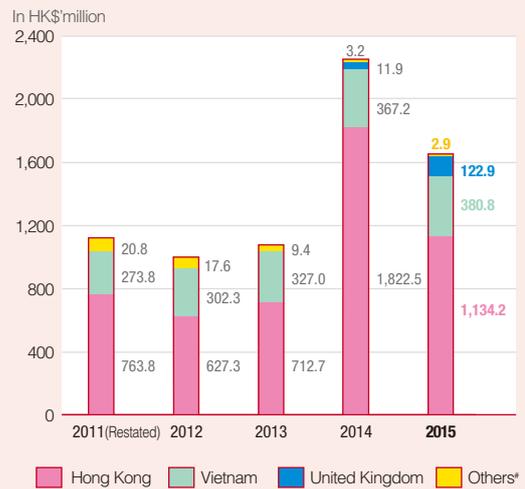
Note 2: EBITDA = Operating profit - Property revaluation gain/loss + Depreciation + Amortisation

Turnover by Segment



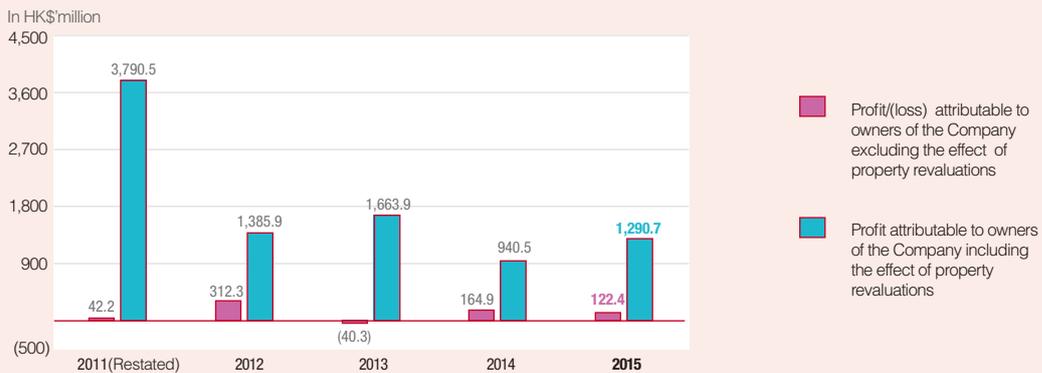
* Including turnover from restaurant operation for years ended 31 July 2011 and 2012

Turnover by Geographical Location

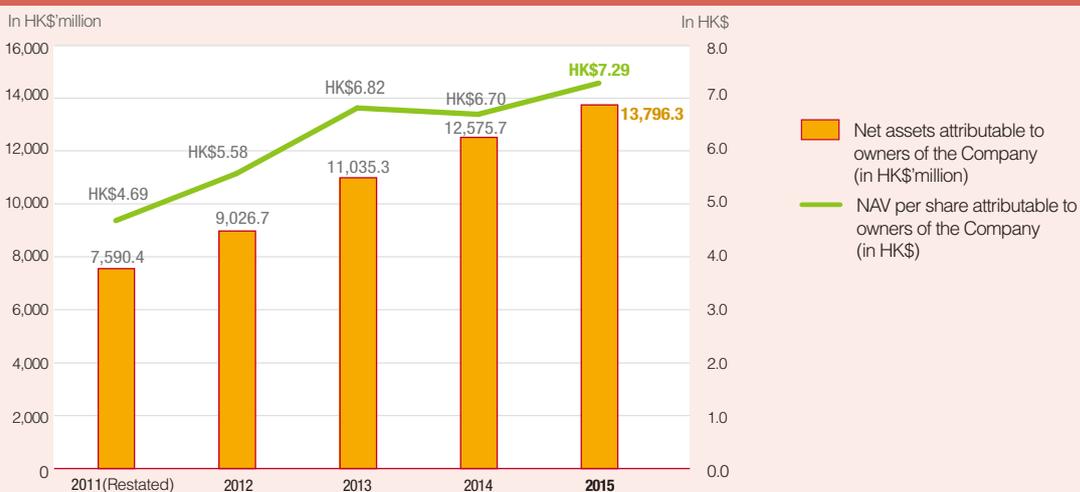


* Including turnover from United Kingdom for years ended 31 July 2011 and 2012

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



Net Assets & Net Asset Value ("NAV") per share attributable to owners of the Company



Management Discussion and Analysis

OVERVIEW

Despite the challenging operating environment during the year under review, the Group weathered the challenging conditions and delivered an encouraging set of results underpinned by the steady and growing recurrent rental income base from investment properties of the Group.

PROPERTY PORTFOLIO COMPOSITION

As at 31 July 2015, the Group maintained a property portfolio with attributable GFA of approximately 1.6 million square feet. Approximate attributable GFA (in '000 square feet) of the Group's major properties and number of car-parking spaces is as follows:

	Commercial/ Retail (in '000 square feet)	Office (in '000 square feet)	Industrial (in '000 square feet)	Residential (in '000 square feet)	Hotel (in '000 square feet)	Total (excluding car-parking spaces & ancillary facilities) (in '000 square feet)	No. of car-parking spaces attributable to the Group
Completed Properties Held for Rental ¹	362	582	190	—	—	1,134	562
Completed Hotel Properties	—	—	—	—	51	51	—
Properties Under Development ²	38	—	—	168	190	396	104
Completed Properties Held for Sale	14	—	—	12	—	26	9
Total GFA of major properties of the Group	414	582	190	180	241	1,607	675

1. Completed and rental generating properties
2. All properties under construction

The above table does not include GFA of properties held by Lai Fung Holdings Limited ("Lai Fung").

PROPERTY INVESTMENT

Rental Income

During the year under review, the Group's rental operations recorded a turnover of HK\$755.0 million (2014: HK\$597.8 million), representing a 26.3% increase over last year. The increase is primarily due to the full-year contributions from newly acquired rental properties in London, as well as continued management of tenant mix and rental reversion at major investment properties during the year under review.

PROPERTY INVESTMENT (CONTINUED)

Rental Income (continued)

The Group wholly owns five major investment properties in Hong Kong, namely Cheung Sha Wan Plaza, Causeway Bay Plaza 2 and Lai Sun Commercial Centre, commercial podium of Crocodile Center and Por Yen Building. The 50:50 joint venture with Henderson Land at 8 Observatory Road, Kowloon was completed in June 2015 and is expected to contribute to the Group's results in the coming financial year.

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

	For the year ended 31 July		% Change	Year end occupancy (%)
	2015 (HK\$ million)	2014 (HK\$ million)		
Hong Kong				
Cheung Sha Wan Plaza (including car-parking spaces)	293.9	275.3	6.8	98.6
Causeway Bay Plaza 2 (including car-parking spaces)	170.9	153.9	11.0	99.7
Lai Sun Commercial Centre (including car-parking spaces)	56.4	50.2	12.4	97.8
Crocodile Center (commercial podium)	84.0	79.7	5.4	100.0
Por Yen Building	13.3	13.7	-2.9	87.1
Subtotal:	618.5	572.8	8.0	
London, United Kingdom				
36 Queen Street	26.7	3.5	662.9	100.0
107-112 Leadenhall Street	53.7	8.4	539.3	100.0
100 Leadenhall Street	42.5	—	N/A	100.0
Subtotal:	122.9	11.9	932.8	
Others	13.6	13.1	3.8	N/A
Total:	755.0	597.8	26.3	
Rental proceeds from joint venture project				
CCB Tower [#] (50% basis)	113.6	108.0	5.2	99.0

[#] CCB Tower is a joint venture project with China Construction Bank Corporation ("CCB") in which each of LSD and CCB has an effective 50% interest. For the year ended 31 July 2015, the rental proceeds recorded by the joint venture is HK\$227.2 million.

Management Discussion and Analysis

PROPERTY INVESTMENT (CONTINUED)

Rental Income (continued)

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

	For the year ended 31 July 2015			For the year ended 31 July 2014		
	Group interest	Turnover (HK\$ million)	Total GFA (square feet)	Group interest	Turnover (HK\$ million)	Total GFA (square feet)
Hong Kong						
Cheung Sha Wan Plaza	51.88%			51.97%		
Commercial		158.1	233,807		151.0	233,807
Office		118.5	409,896		108.0	409,896
Car-parking spaces		17.3	N/A		16.3	N/A
Subtotal:		293.9	643,703		275.3	643,703
Causeway Bay Plaza 2	51.88%			51.97%		
Commercial		114.1	109,770		101.0	109,770
Office		52.1	96,268		48.2	96,268
Car-parking spaces		4.7	N/A		4.7	N/A
Subtotal:		170.9	206,038		153.9	206,038
Lai Sun Commercial Centre	51.88%			51.97%		
Commercial		33.4	95,063		31.0	95,063
Office		7.7	74,181		6.3	74,181
Car-parking spaces		15.3	N/A		12.9	N/A
Subtotal:		56.4	169,244		50.2	169,244
Crocodile Center	100%			100%		
Commercial		84.0	91,201		79.7	91,201
Por Yen Building	100%			100%		
Industrial		13.1	109,010		13.6	109,010
Car-parking spaces		0.2	N/A		0.1	N/A
Subtotal:		13.3	109,010		13.7	109,010
Others		13.6	104,520*		13.1	104,520*
Subtotal:		632.1	1,323,716		585.9	1,323,716
London, United Kingdom						
36 Queen Street	51.88%			51.97%		
Office		26.7	60,816		3.5	60,816
107-112 Leadenhall Street	51.88%			51.97%		
Office		53.7	146,606		8.4	146,606
100 Leadenhall Street	51.88%			—		
Office		42.5	177,700		—	—
Subtotal:		122.9	385,122		11.9	207,422
Total:		755.0	1,708,838		597.8	1,531,138
Joint Venture Project**						
Hong Kong						
CCB Tower# (50% basis)	25.94%			25.99%		
Office		113.6	114,555##		108.0	114,555##

* Excluding 5.19% interest in AIA Central and 44.65% interest in Metropolitan Factory and Warehouse Building (Units A and B on 7/F).

** Excluding 50:50 joint venture project at 8 Observatory Road, Kowloon, which was completed in June 2015.

CCB Tower is a joint venture project with CCB in which each of LSD and CCB has an effective 50% interest. For the year ended 31 July 2015, the rental proceeds recorded by the joint venture is HK\$227.2 million.

Referring to GFA attributable to LSD. The total GFA of CCB Tower is 229,110 square feet.

PROPERTY INVESTMENT (CONTINUED)

Review of major investment properties

Hong Kong Properties

Cheung Sha Wan Plaza

The asset comprises of a 8-storey and a 7-storey office towers erected on top of a retail podium which was completed in 1989. It is located on top of the Lai Chi Kok MTR station with a total GFA of 643,703 square feet (excluding car-parking spaces). The arcade is positioned to serve the local communities nearby with major banks and recognised restaurants chains as the key tenants.

Causeway Bay Plaza 2

The asset comprises of a 28-storey commercial/office building with car-parking facilities at basement levels which was completed in 1992. It is located at the heart of Causeway Bay with a total GFA of 206,038 square feet (excluding car-parking spaces). Key tenants include a HSBC branch and commercial offices and major restaurants.

Lai Sun Commercial Centre

The asset comprises a 13-storey commercial/carpark complex completed in 1987. It is located near the Lai Chi Kok MTR station with a total GFA of 169,244 square feet (excluding car-parking spaces).

Por Yen Building

The Por Yen Building, being a 14-storey industrial building with total GFA of 109,010 square feet (excluding car-parking spaces), is located at the hub of Cheung Sha Wan Business Area and is near to the Lai Chi Kok MTR station.



Management Discussion and Analysis

PROPERTY INVESTMENT (CONTINUED)

Review of major investment properties (continued)

Hong Kong Properties (continued)

Crocodile Center

Crocodile Center is a 25-storey commercial/office building which was completed in 2009 and located near the Kwun Tong MTR station. The Group owns the commercial podium which has a total GFA of 91,201 square feet (excluding car-parking spaces). Tenants dominated by local restaurant groups.

CCB Tower, 3 Connaught Road Central

LSD has a 50:50 interest with CCB in the joint redevelopment project of the former Ritz-Carlton Hotel in Central. This 27-storey office tower is a landmark property in Central featuring underground access to the Central MTR station. The property has a total GFA of 229,110 square feet (excluding car-parking spaces). CCB Tower was completed in 2012 and added 59,431 square feet of attributable GFA to our portfolio. CCB Tower is now fully leased out with 15 floors of the office floors and 2 banking hall floors leased to CCB for its Hong Kong operations.

8 Observatory Road

LSD has a 50:50 interest with Henderson Land in this joint development project at Observatory Road, Kowloon. The property is a 19-storey commercial building with a total GFA of 165,170 square feet (excluding car-parking spaces). The property was completed in June 2015 and as at the date of this annual report, approximately 44% of the floor area of the building has been leased or has offers to lease with another approximately 30% of floor area under negotiation.

AIA Central

LSD has 10% interest in AIA Central which is situated in the central business district of Hong Kong and commands spectacular views over Victoria Harbour, to Kowloon Peninsula to the north, and across Charter Garden and The Peak to the south. This 39-storey office tower provides prime office space with a total GFA of approximately 428,962 square feet (excluding car-parking spaces).



PROPERTY INVESTMENT (CONTINUED)

Review of major investment properties (continued)

Overseas Properties

36 Queen Street, London EC4, United Kingdom

In February 2011, LSD acquired an office building in the City in central London located at 36 Queen Street. Completed in 1986, it comprises 60,816 square feet of office accommodation extending over basement, ground and six upper floors. Comprehensive refurbishment and renovation work has been completed and the building is currently fully leased out.

107-112 Leadenhall Street, London EC3, United Kingdom

In April 2014, LSD acquired a property located at the core of the insurance district in the City of London, surrounded by 30 St Mary Axe (commonly known as the Gherkin), Lloyd's of London and the Willis Building at 51 Lime Street. It is a freehold commercial property housing commercial, offices and retail space. The building comprises 146,606 square feet of office accommodation extending over basement, ground, mezzanine and seven upper floors. The building is currently fully leased out.

100 Leadenhall Street, London EC3, United Kingdom

Following the acquisition of 107-112 Leadenhall Street in April 2014, the Group announced the acquisition of 100 Leadenhall Street in November 2014 which was completed in January 2015. This property comprises a basement, a lower ground floor, ground floor and nine upper floors and provides 177,700 square feet of offices and ancillary accommodation. The property is currently fully let to ACE Global Markets Limited.



Management Discussion and Analysis

PROPERTY DEVELOPMENT

For the year ended 31 July 2015, recognised turnover from sales of properties was HK\$277.8 million (2014: HK\$1,046.9 million), representing a decrease of 73.5% over last year. The significant decrease was due to the sale of over 90% of the residential units in Ocean One being completed prior to 31 July 2014 and less properties being available for sale in 2015.

Review of major projects for sale

Ocean One, 6 Shung Shun Street, Yau Tong

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

During the year under review, we have completed the sale of 7 residential units and 14 car-parking spaces with total sales proceeds of HK\$81.3 million recognised during the year under review and the average selling price based on saleable area is approximately HK\$13,700 per square foot as at 31 July 2015. All units have been sold other than two shops and several car-parking spaces.

339 Tai Hang Road, Hong Kong

LSD wholly owns the development project located at 339 Tai Hang Road, Hong Kong. The development project is a luxury residential property with a total GFA of about 30,400 square feet (excluding car-parking spaces). The total development cost (including land cost and lease modification premium) is about HK\$670 million.

The property is now open for sale. As at 31 July 2015, we have completed the sale of 3 residential units with total saleable area of 5,420 square feet and total sales proceeds of HK\$196.5 million recognised during the year under review and the average selling price based on saleable area is approximately HK\$36,300 per square foot as at 31 July 2015. We further sold 2 units post year end.

Review of major projects under development

Area 68A2, Tseung Kwan O

In November 2012, LSD successfully tendered for and secured a site located at Area 68A2, Tseung Kwan O, New Territories, through a 50% joint venture vehicle. The lot has an area of 229,338 square feet with a total GFA of 572,852 square feet split into 458,582 square feet for residential use and 114,270 square feet for commercial use. The current intention is to develop the lot primarily into a residential project for sale, comprising residential towers as well as houses. Completion is expected to be in the fourth quarter of 2017.



Area 68A2, Tseung Kwan O

PROPERTY DEVELOPMENT (CONTINUED)

Review of major projects under development (continued)

Ocean Hotel project

LSD was named the most preferred proponent by Ocean Park for the Ocean Hotel project in October 2013 and was officially awarded the project in May 2014. The Ocean Hotel, to be operated by the Marriott group, will provide a total of 471 rooms and add approximately 189,881 square feet of attributable rental space to the existing rental portfolio of the Group of approximately 1.2 million square feet. The total development cost is estimated to be approximately HK\$4.4 billion. Completion is expected to be in the fourth quarter of 2017.

Ma Tau Kok project

Since securing the Tseung Kwan O site in November 2012, the Group participated in a number of government tenders. Other than the Ocean Hotel project, LSD was successful in April 2014 in its bid for the development right to the San Shan Road/Pau Chung Street project from the Urban Renewal Authority in Ma Tau Kok, Kowloon, Hong Kong. The lot has an area of 12,599 square feet with a total GFA of 111,444 square feet split into 94,486 square feet for residential use and 16,958 square feet for commercial use. The total development cost is estimated to be approximately HK\$1 billion and completion is expected to be in the first quarter of 2018.

Sai Wan Ho Street project

LSD was successful in September 2015 in its bid for the development rights to the Sai Wan Ho Street project from the Urban Renewal Authority in Shau Kei Wan, Hong Kong. The project site covers an area of 7,642 square feet. Upon completion, it is planned to provide about 140 residential units with a total residential GFA of 57,523 square feet and 6,780 square feet of commercial GFA. The total development cost is estimated to be approximately HK\$0.9 billion and completion is expected to be in 2020.

RESTAURANT OPERATION

For the year ended 31 July 2015, the restaurant operations contributed HK\$201.7 million to the Group's turnover (2014: HK\$167.1 million), representing an increase of approximately 20.7% from last year. The contribution from the restaurants segment was boosted by a full year's contribution from the newly added restaurants, including CIAK-In The Kitchen and China Tang Hong Kong at Landmark in Central, Hong Kong which had a grand opening in December 2013.



CIAK-In The Kitchen, Landmark



Wagyu Kaiseki Den in Hong Kong

Management Discussion and Analysis

RESTAURANT OPERATION (CONTINUED)

As at 31 July 2015, the restaurant operation includes the Group's interests in 12 restaurants in Hong Kong and Mainland China, including the Michelin 3-star Italian restaurant 8^½ Otto e Mezzo BOMBANA Hong Kong, Michelin 2-star Japanese restaurant Wagyu Takumi, Michelin 1-star Italian restaurant CIAK-In The Kitchen at Landmark, Michelin 1-star Japanese restaurant Wagyu Kaiseki Den, 8^½ Otto e Mezzo BOMBANA Shanghai, Opera BOMBANA in Beijing, Gin Sai, Rozan, Kowloon Tang, Island Tang, Chiu Tang, China Tang Hong Kong at Landmark in Central, Hong Kong. Post year end, our new casual dining brand Tang² was opened in August 2015 at Cheung Sha Wan Plaza and we will have Beefbar in Central and Howard's Gourmet (好酒好蔡) in CCB Tower opening in late October and November 2015, respectively.

HOTEL OPERATION

Turnover from hotel operation was mainly derived from the Group's operation of the Caravelle Hotel in Ho Chi Minh City, Vietnam. For the year ended 31 July 2015, the hotel operation contributed HK\$384.0 million to the Group's turnover (2014: HK\$372.1 million).

Caravelle Hotel is a leading international 5-star hotel in the centre of the business, shopping and entertainment district in Vietnam. It is an elegant 24-storey tower with a mixture of French colonial and traditional Vietnamese style and has 335 superbly appointed rooms, suites, exclusive Signature Floors, Signature Lounge and a specially equipped room for the disabled. Total GFA attributable to the Group is 98,376 square feet.

LSD was awarded the hotel tender at Ocean Park in May 2014 and the Ocean Hotel, to be operated by the Marriott group, will provide a total of 471 rooms upon its completion in 2017. The Group is optimistic about the prospects of the Ocean Hotel project given the strong popularity of Ocean Park, which is underpinned by robust growth in visitor numbers to Hong Kong coinciding with its expansion.



Ocean Hotel

HOTEL OPERATION (CONTINUED)

The hotel operation has extensive experience in providing consultancy and management services to hotels in Mainland China, Hong Kong and other Asian countries. The division's key strategy going forward will continue to focus on providing management services, particularly to capture opportunities arising from the developments of Lai Fung in Shanghai, Guangzhou, Zhongshan and Hengqin. The hotel division manages Lai Fung's serviced apartments in Shanghai and Zhongshan under the "STARR" brand. STARR Resort Residence Zhongshan soft opened in August 2013 and comprises two 16-storey blocks with 90 fully furnished serviced apartment units located in the Palm Lifestyle complex in Zhongshan Western district at Cui Sha Road, opposite to the new Zhongshan traditional Chinese medical centre. STARR Hotel Shanghai soft opened in November 2013 and is a 17-storey hotel with 239 fully furnished and equipped hotel units with kitchenette located in the Mayflower Lifestyle complex right in the heart of the Zhabei inner ring road district, within walking distance to Lines 1, 3 and 4 of the Shanghai Metro Station with easy access to major motorways.

INTERESTS IN ASSOCIATES (eSUN)

As at 31 July 2015, the Group's interest in eSun Holdings Limited ("eSun") is 41.92%.

Film production and distribution, media and entertainment divisions and cinema operations demonstrated improvements across the board. Lai Fung's results were encouraging given the challenging operating environment in the property sector in Mainland China.

The steady fundamental performance was offset by the lower revaluation gains and fair value loss on the cross currency swap of Lai Fung and led to a slight decrease in share of profit of associates amounting to HK\$108.3 million (2014: HK\$109.3 million).

INTERESTS IN JOINT VENTURES

During the year under review, contribution from joint ventures increased to HK\$354.2 million (2014: HK\$110.7 million), representing an increase of 220%. This is primarily due to stronger revaluation gains of the newly completed 8 Observatory Road project and CCB Tower.

	For the year ended 31 July	
	2015 (HK\$ million)	2014 (HK\$ million)
Revaluation gains	282.9	37.1
Operating profits	71.3	73.6
Contribution from joint ventures	354.2	110.7

Management Discussion and Analysis

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 July 2015, cash and bank balances and undrawn facilities held by the Group amounted to HK\$2,193.3 million and HK\$2,040.0 million, respectively. Cash and bank balances and undrawn facility held by the Group excluding LSD as at 31 July 2015 were HK\$939.8 million and HK\$450.0 million, respectively.

The Group's sources of funding comprise mainly internal funds generated from the Group's business operations, loan facilities provided by banks, guaranteed notes issued to investors and rights issue. As at 31 July 2015, the Group had bank borrowings of approximately HK\$4,592.3 million, guaranteed notes of approximately HK\$3,500.0 million, a note of HK\$195.0 million and a loan of HK\$31.7 million payable to the late Mr. Lim Por Yen ("**Mr. Lim**"), accrued interest of HK\$134.9 million in relation to the above-mentioned note and loan payable to the late Mr. Lim. The net debt to equity ratio expressed as a percentage of the total outstanding net debt (being the total outstanding bank borrowings, guaranteed notes and note and loan and related accrued interest payable to the late Mr. Lim less the pledged and restricted and unpledged bank balances and time deposits) to consolidated net assets attributable to owners of the Company was approximately 45.4%. Excluding LSD, the net debt to equity ratio was approximately 25.4%. The Group's gearing excluding the London portfolio all of which had a positive carry net of financing costs was approximately 33.3%. As at 31 July 2015, the maturity profile of the bank borrowings of HK\$4,592.3 million was spread over a period of less than 5 years with HK\$1,321.7 million repayable within 1 year, HK\$1,331.3 million repayable in the second year and HK\$1,939.3 million repayable in the third to fifth years. All the Group's borrowings carried interest on a floating rate basis except for the United States dollar and Renminbi guaranteed notes issued in January 2013 and July 2014 and which has a fixed rate of 5.7% and 7.7% per annum, respectively.

As at 31 July 2015, certain investment properties with carrying amounts of approximately HK\$17,378.0 million, certain properties under development for sale of approximately HK\$545.2 million and certain bank balances and time deposits with banks of approximately HK\$423.8 million were pledged to banks to secure banking facilities granted to and guaranteed notes issued by the Group. In addition, certain shares in subsidiaries held by the Group were also pledged to banks to secure banking facilities granted to and guaranteed notes issued by the Group. Certain shares in joint ventures held by the Group were pledged to banks to secure banking facilities granted to joint ventures of the Group. The Group's secured bank borrowings were also secured by floating charges over certain assets held by the Group.

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

CONTINGENT LIABILITIES

Details of contingent liabilities of the Group at the end of the reporting period are set out in note 34 to the financial statements.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 July 2015, the Group employed a total of approximately 1,300 employees. The Group recognises the importance of maintaining a stable staff force in its continued success. Under the Group's existing policies, employee pay rates are maintained at competitive levels whilst promotion and salary increments are assessed on a performance-related basis. Discretionary bonuses are granted to employees based on their merit and in accordance with industry practice. Other benefits including share option scheme, mandatory provident fund scheme, free hospitalisation insurance plan, subsidised medical care and sponsorship for external education and training programmes are offered to eligible employees.

Summary of Financial Information

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

RESULTS

	Year ended 31 July				
	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000	2012 HK\$'000	2011 HK\$'000 (Restated)
TURNOVER	1,640,834	2,204,756	1,049,050	947,247	1,058,386
PROFIT BEFORE TAX	2,366,238	1,762,154	3,120,738	2,545,968	4,561,723
Tax	(85,085)	(93,246)	(50,099)	(35,080)	(34,741)
PROFIT FOR THE YEAR	2,281,153	1,668,908	3,070,639	2,510,888	4,526,982
Attributable to:					
Owners of the Company	1,290,676	940,496	1,663,904	1,385,898	3,790,454
Non-controlling interests	990,477	728,412	1,406,735	1,124,990	736,528
	2,281,153	1,668,908	3,070,639	2,510,888	4,526,982

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	As at 31 July				
	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000	2012 HK\$'000	2011 HK\$'000 (Restated)
Property, plant and equipment	2,688,331	873,004	838,735	672,960	688,318
Prepaid land lease payments	21,928	22,955	23,982	25,010	26,038
Investment properties	17,730,080	14,895,795	12,775,296	10,254,611	9,057,631
Properties under development for sale	729,148	184,461	879,561	1,435,473	1,224,250
Interests in associates	3,977,122	3,881,846	3,415,620	3,115,115	2,532,854
Interests in joint ventures	5,937,793	6,018,543	5,688,887	3,914,401	2,906,528
Available-for-sale financial assets	1,339,150	1,232,466	1,198,321	1,185,810	1,035,937
Pledged and restricted bank balance and time deposits (classified as non-current assets)	124,659	369,821	216,222	—	99,591
Deposits paid and other receivables	141,968	727,468	23,500	61,500	90,000
Current assets	2,936,154	3,535,545	4,149,862	2,071,084	1,838,150
TOTAL ASSETS	35,626,333	31,741,904	29,209,986	22,735,964	19,499,297
Current liabilities	(1,940,883)	(895,265)	(874,171)	(1,756,731)	(563,775)
Bank borrowings (classified as non-current liabilities)	(3,270,608)	(2,583,485)	(2,983,993)	(1,707,404)	(2,512,440)
Guaranteed notes	(3,500,015)	(3,496,144)	(2,695,474)	—	—
Other borrowing, note payable and interest payable	(361,619)	(350,282)	(338,944)	(327,620)	(316,270)
Amounts due to associates	—	—	—	(20,799)	(15,854)
Deferred tax	(188,902)	(180,370)	(177,989)	(171,224)	(165,052)
Provision for tax indemnity	(980,638)	(980,638)	(865,923)	(716,608)	(769,821)
Long term rental deposits received	(91,002)	(92,046)	(87,480)	(65,929)	(70,491)
Deferred rental	(4,380)	(4,366)	—	—	—
TOTAL LIABILITIES	(10,338,047)	(8,582,596)	(8,023,974)	(4,766,315)	(4,413,703)
NON-CONTROLLING INTERESTS	(11,491,991)	(10,583,617)	(10,150,752)	(8,942,905)	(7,495,211)
NET ASSETS ATTRIBUTABLE TO OWNERS OF THE COMPANY	13,796,295	12,575,691	11,035,260	9,026,744	7,590,383

The financial information for the year ended 31 July 2011 had been restated upon early adoption of HKAS 12 (Amendments) *Income Taxes — Deferred Tax Recovery of Underlying Assets* and HKFRS 10 *Consolidated Financial Statements* for the first time for the financial year ended 31 July 2012.

Particulars of Major Properties

COMPLETED PROPERTIES HELD FOR RENTAL

Property Name	Location	Group Interest	Tenure	Approximate Attributable Gross Floor Area (square feet)				No. of car-parking spaces attributable to the Group
				Commercial/Retail	Office	Industrial	Total (excluding carpark & ancillary facilities)	
Hong Kong properties								
Cheung Sha Wan Plaza	833 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong (New Kowloon Inland Lot No. 5955)	51.88%	The property is held for a term expiring on 30 June 2047	121,299	212,654	—	333,953	184
Por Yen Building	478 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong (New Kowloon Inland Lot No. 2081)	100%	The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047	—	—	109,010	109,010	7
Causeway Bay Plaza 2	463-483 Lockhart Road, Causeway Bay, Hong Kong (Section J and the Remaining Portions of Sections D,E,G,H,K,L,M and O, Subsection 4 of Section H and the Remaining Portion of Inland Lot No. 2833)	51.88%	The property is held for a term of 99 years commencing on 15 April 1929 and renewable for a further term of 99 years	56,949	49,944	—	106,893	30
Crocodile Center (commercial podium)	79 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland Lot No. 692)	100%	The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047	91,201	—	—	91,201	—
Crocodile Center (car-parking spaces)	79 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland Lot No. 692)	50%	The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047	—	—	—	—	27
Lai Sun Commercial Centre	680 Cheung Sha Wan Road, Cheung Sha Wan, Kowloon, Hong Kong (New Kowloon Inland Lot No. 5984)	51.88%	The property is held for a term of which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047	49,319	38,485	—	87,804	270

COMPLETED PROPERTIES HELD FOR RENTAL (CONTINUED)

Property Name	Location	Group Interest	Tenure	Approximate Attributable Gross Floor Area (square feet)				No. of car-parking spaces attributable to the Group
				Commercial/Retail	Office	Industrial	Total (excluding carpark & ancillary facilities)	
CCB Tower	3 Connaught Road Central, Hong Kong (Inland Lot No. 8736)	25.94%	The property is held for a term commencing from 28 June 1989 and expiring on 30 June 2047	—	59,431	—	59,431	10
8 Observatory Road	2,4,6,8,10 and 12 Observatory Road, Tsim Sha Tsui, Kowloon, Hong Kong (Inland Lot No. 11231)	25.94%	The property is held for a term of 50 years commencing on 10 January 2014	42,845	—	—	42,845	15
Wylar Centre, Phase II (20/F and 27/F and car-parking spaces nos. 17, 18 and 59 on 2/F)	192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong	51.88%	The property is held for a term of which expired on 27 June 1997 and has been extended upon expiry until 30 June 2047	—	—	24,867	24,867	2
AIA Central	1 Connaught Road Central, Hong Kong (Marine Lot No. 275, Section A and the Remaining Portion of Marine Lot No. 278)	5.19%	The property is held for a term of 999 years commencing from 9 September 1895 (for Marine Lot No. 275) and 999 years commencing from 12 October 1896 (for Marine Lot no. 278)	—	22,255	—	22,255	3
Por Mee Factory Building (Units A,B,C and D on 3/F)	500 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong	100%	The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047	—	—	20,089	20,089	—
Forda Industrial Building (6/F and car-parking spaces nos. 10, 22 and 27 on G/F)	16 Wan Chau Road, Yuen Long, New Territories, Hong Kong	100%	The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047	—	—	19,301	19,301	3
Metropolitan Factory and Warehouse Building (Units A and B on 7/F and car-parking spaces nos. 11 and 12 on G/F)	30-32 Chai Wan Kok Street, Tsuen Wan, New Territories, Hong Kong	44.65%	The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047	—	—	5,077	5,077	1

Particulars of Major Properties

COMPLETED PROPERTIES HELD FOR RENTAL (CONTINUED)

Property Name	Location	Group Interest	Tenure	Approximate Attributable Gross Floor Area (square feet)				No. of car-parking spaces attributable to the Group
				Commercial/Retail	Office	Industrial	Total (excluding carpark & ancillary facilities)	
Victorious Factory Building (Unit B on 5/F)	33A-37A Tseuk Luk Street and 16-20 Sam Chuk Street, San Po Kong, Kowloon, Hong Kong	100%	The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047	—	—	5,828	5,828	—
Metropolitan Factory and Warehouse Building (Units A and B on 10/F and car-parking spaces nos. 1,2,13 and 14 on G/F)	30-32 Chai Wan, Kok Street, Tsuen Wan, New Territories, Hong Kong	51.88%	The property is held for a term which expired on 27 June 1997 and had been extended upon expiry until 30 June 2047	—	—	5,899	5,899	2
Subtotal of Hong Kong properties held for rental:				361,613	382,769	190,071	934,453	554
Overseas properties								
107-112 Leadenhall Street London	107-112 Leadenhall Street, London EC3, United Kingdom	51.88%	The property is held freehold	—	76,059	—	76,059	—
100 Leadenhall Street London	100 Leadenhall Street, London EC3, United Kingdom	51.88%	The property is held freehold	—	92,191	—	92,191	8
36 Queen Street London	36 Queen Street, London, EC4, United Kingdom	51.88%	The property is held freehold	—	31,551	—	31,551	—
Subtotal of overseas properties held for rental:				—	199,801	—	199,801	8
Total of completed properties held for rental:				361,613	582,570	190,071	1,134,254	562

PROPERTIES UNDER DEVELOPMENT

Location	Stage of construction	Group interest	Site Area (approximate square feet) (Note)	Expected completion date	Approximate Attributable Gross Floor Area (square feet)				No. of car-parking spaces attributable to the Group
					Commercial/Retail	Hotel	Residential	Total (excluding carpark & ancillary facilities)	
Area 68A2, Tseung Kwan O, New Territories, Hong Kong	Foundation works in progress	25.94%	229,338	Q4 2017	29,642	—	118,956	148,598	85
The Hong Kong Ocean Park Marriott Hotel, Hong Kong	Foundation works in progress	51.88%	183,460	Q4 2017	—	189,881	—	189,881	8
20-32 San Shan Road and 93 Pau Chung Street, Ma Tau Kok, Kowloon, Hong Kong	Foundation works in progress	51.88%	12,599	Q1 2018	8,798	—	49,019	57,817	11
Total of properties under development:					38,440	189,881	167,975	396,296	104

Note: On project basis

COMPLETED PROPERTIES HELD FOR SALE

Property Name	Location	Group interest	Approximate Attributable Gross Floor Area (square feet)			No. of car-parking spaces attributable to the Group
			Commercial/Retail	Residential	Total (excluding carpark & ancillary facilities)	
Ocean One	6 Shung Shun Street, Yau Tong, Kowloon, Hong Kong	51.88%	14,166	—	14,166	4
339 Tai Hang Road	339 Tai Hang Road, Hong Kong	51.88%	—	12,214	12,214	5
Total of completed properties held for sale:			14,166	12,214	26,380	9

Particulars of Major Properties

COMPLETED HOTEL PROPERTIES

Hotel Name	Location	Group Interest	Tenure	Approximate Attributable Gross Floor Area (square feet)	No. of car-parking spaces attributable to the Group
				Hotel	
Caravelle Hotel	19 Lam Son Square, District 1, Ho Chi Minh City, Vietnam	13.49%	The property is held under a land use right due to expire on 8 October 2040	51,038	—

Corporate Social Responsibility Report

The Group is committed to contributing to the sustainability of the environment and community in which we conduct business and where our stakeholders live.

ENVIRONMENTAL PROTECTION

As a responsible developer, the Group has endeavoured to comply with laws and regulations regarding environmental protection and adopted effective environmental technologies to ensure its projects meet the construction standards and ethics in respect of environmental protection.

Several measures have been implemented in order to mitigate emissions produced by the Group's offices, such as controlled use of chiller units during night-time, using more LED lamps, switching off some passenger lifts after office hours, etc.

The Group has actively promoted material-saving and the extensive use of environmentally friendly construction materials so as to protect the environment and improve air quality within the community.

COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. Our Audit Committee is delegated by the Board to monitor the Group's policies and practices on compliance with legal and regulatory requirements and such policies are regularly reviewed. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

The Group complies with all relevant rules and regulations promulgated by Lands Department, Buildings Department and the Planning Department governing property development and property investment in Hong Kong and holds relevant required licences for provision of product and services. The management must ensure that the conduct of business is in conformity with the applicable laws and regulations.

To protect the Group's intellectual property rights, the Group has registered its domain name and various trademarks have been applied for or registered in various classes in Hong Kong, Macau, the PRC and other relevant jurisdictions and takes all appropriate actions to enforce its intellectual property rights.

WORKPLACE QUALITY

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. The Group has employee handbooks outlining terms and conditions of employment, expectations for employees' conduct and behavior, employees' rights and benefits. We establish and implement policies that promote a harmony and respectful workplace.

The Group believes that employees are the valuable assets of an enterprise and regards human resources as its corporate wealth. We provide on-the-job training and development opportunities to enhance our employees' career progression. Through different training, staff's professional knowledge in corporate operations, occupational and management skills are enhanced. The Group also organised charitable and staff-friendly activities for employees, such as outings, cookery class and health talks to provide communication opportunities among staff, which are vital to promote staff relationship and physical fitness.

Corporate Social Responsibility Report

HEALTH AND SAFETY

The Group prides itself on providing a safe, effective and congenial work environment. Adequate arrangements, training and guidelines are implemented to ensure the working environment is healthy and safe. The Group provided health and safety communications for employees to present the relevant information and raise awareness of occupational health and safety issues.

All construction work is carried out by construction workers via outsourced contractors. All contractors engaged by the Group are required to provide their quality and safety plan for reference and are obliged to follow the Group's safety management plan. The rate of accidents and injuries during the year, as reported by the engaged contractors, remained minimal.

The Group values the health and well-being of staff. In order to provide employees with health coverage, staff are entitled to medical insurance benefits as well as other health awareness programs.

COMMUNITY INVOLVEMENT

The Group is committed to participate in the community events and made donations to a number of charitable organisations to the improvement of community well-being and social services. The Group believes that by encouraging staff to participate in a wide range of charitable events, concern for the community will be raised and boosted, which would inspire more people to take part in serving the community.

Corporate Governance Report

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

(I) CORPORATE GOVERNANCE PRACTICES

The Company has complied with all the code provisions set out in the CG Code throughout the year ended 31 July 2015 save for the deviations from code provisions A.4.1 and A.5.1 of the CG Code.

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

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

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

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

Corporate Governance Report

(2) BOARD OF DIRECTORS

(2.1) Responsibilities and delegation

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

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

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

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

(2) BOARD OF DIRECTORS (CONTINUED)

(2.2) Composition of the Board

The Board currently comprises nine members, of whom six are EDs, and the remaining three are INEDs, in compliance with the minimum number of INEDs required under Rule 3.10(1) (i.e. at least 3 INEDs) and the Rule 3.10A (i.e. INEDs representing at least one-third of the Board) of the Listing Rules. The Directors who served the Board during the year ended 31 July 2015 (“Year”) and up to the date of this Report are named as follows:

Executive Directors

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

Independent Non-executive Directors

Chow Bing Chiu
Lam Bing Kwan
Leung Shu Yin, William

The brief biographical particulars of the existing Directors are set out in the section headed “Biographical Details of Directors and Senior Management” of this Annual Report on pages 48 to 53.

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

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

Corporate Governance Report

(2) BOARD OF DIRECTORS (CONTINUED)

(2.3) Attendance record at Board meetings

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

Directors	Number of meetings attended/ Number of meetings held
Executive Directors	
Lam Kin Ming	5/5
Lam Kin Ngok, Peter, GBS	5/5
Chew Fook Aun	5/5
Lam Kin Hong, Matthew	4/5
Lam Hau Yin, Lester (also alternate Director to U Po Chu)	5/5
U Po Chu ^(Note)	5/5
Independent Non-executive Directors	
Chow Bing Chiu	5/5
Lam Bing Kwan	5/5
Leung Shu Yin, William	5/5

Note:

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

(2.4) INEDs

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

(2.5) Directors' and Officers' Liabilities Insurance

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

(3) DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

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

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

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

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

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

Corporate Governance Report

(4) BOARD COMMITTEES

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

(4.1) Remuneration Committee

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

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

(a) Duties of the Remuneration Committee

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

(b) Work performed by the Remuneration Committee

The Remuneration Committee held two meetings during the Year to discuss remuneration related matters and the payment of discretionary bonus to both Deputy Chairman and review of their remuneration.

(c) Attendance record at the Remuneration Committee meetings

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

Committee Members	Number of meetings attended/ Number of meetings held
Executive Director	
Chew Fook Aun	2/2
Independent Non-executive Directors	
Lam Bing Kwan	2/2
Chow Bing Chiu	2/2
Leung Shu Yin, William	2/2

(4) BOARD COMMITTEES (CONTINUED)

(4.2) Audit Committee

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

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

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

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

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

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

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

Corporate Governance Report

(4) BOARD COMMITTEES (CONTINUED)

(4.2) Audit Committee (continued)

(b) Work performed by the Audit Committee

The Audit Committee held three meetings during the Year. It has reviewed the audited results of the Company for the year ended 31 July 2014, the unaudited interim results of the Company for the six months ended 31 January 2015 and other matters related to the financial and accounting policies and practices of the Company as well as the nature and scope of the audit for the Year. Further, it has reviewed the Group's internal audit plan and the budget for the ensuing year and put forward relevant recommendations to the Board.

On 12 October 2015, the Audit Committee reviewed the draft audited consolidated financial statements of the Company as well as the accounting principles and policies for the Year with the Company's management in the presence of the representatives of the Independent Auditor of the Company. It also reviewed this Corporate Governance Report and an internal control review report of the Company prepared by the Independent Advisor.

(c) Attendance record at the Audit Committee meetings

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

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

(5) CHAIRMAN AND CHIEF EXECUTIVE

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

During the Year and up to the date of this Report, Dr. Lam Kin Ming was the Chairman of the Company while Dr. Lam Kin Ngok, Peter and Mr. Chew Fook Aun were both the Deputy Chairman of the Company and Mr. Yip Chai Tuck was the Chief Executive Officer of the Company. The segregation ensures a clear distinction between the Chairman's responsibilities to manage the Board and the Chief Executive Officer's responsibilities to manage the Company's business. The division of responsibilities between the Chairman and the Chief Executive Officer is defined.

(6) NON-EXECUTIVE DIRECTORS

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

(7) NOMINATION OF DIRECTORS

As explained in Paragraph (1) above, the Company does not establish a nomination committee. The policies (including the board diversity policy) and procedures for the selection and nomination of Directors, and arrangements for the performance of other duties of the nomination committee have also been disclosed therein.

(8) BOARD DIVERSITY POLICY

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

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

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

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

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

(9) SECURITIES TRANSACTIONS BY DIRECTORS AND DESIGNATED EMPLOYEES

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

Corporate Governance Report

(10) INDEPENDENT AUDITORS' REMUNERATION

The fees in respect of audit and non-audit services provided to the Group by the Independent Auditors, Messrs. Ernst & Young, Certified Public Accountants, Hong Kong ("**Ernst & Young**") for the Year amounted to HK\$4,085,000 and HK\$2,464,600 respectively, of which the analysis is as follows. The non-audit services mainly consist of advisory, review, tax compliance service and other reporting services.

	Audit service (HK\$)	Non-audit service (HK\$)
The Company and its subsidiaries (excluding Lai Sun Development Company Limited (" LSD ") and its subsidiaries)	1,200,000	812,300
LSD and its subsidiaries	2,885,000	1,652,300
Total	4,085,000	2,464,600

(11) DIRECTORS' RESPONSIBILITY FOR PREPARING FINANCIAL STATEMENTS

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

(12) INDEPENDENT AUDITOR'S REPORTING RESPONSIBILITY

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

(13) INTERNAL CONTROLS

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

(13) INTERNAL CONTROLS (CONTINUED)

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

(14) COMPANY SECRETARY

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

(15) SHAREHOLDERS' RIGHTS

During the Year, a new Article of Association of the Company has been approved by the Shareholders by way of special resolution at the AGM held on 9 December 2014 ("**2014 AGM**") in place of the Company's Memorandum and Articles of Association to align with the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("**Companies Ordinance**") which has come into effect on 3 March 2014.

(15.1) Procedures for Shareholders to convene a general meeting

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

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

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

Corporate Governance Report

(15) SHAREHOLDERS' RIGHTS (CONTINUED)

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

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

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

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

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

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

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

(15) SHAREHOLDERS' RIGHTS (CONTINUED)

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

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

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

Fax: (852) 2743 8459
Email: lscmsec@laisun.com

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

(16) COMMUNICATION WITH SHAREHOLDERS

(16.1) Shareholders Communication Policy

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

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

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

Corporate Governance Report

(16) COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

(16.1) Shareholders Communication Policy (continued)

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

(16.2) Attendance record at general meetings

During the Year, the Company held three general meetings (including the 2014 AGM) and the attendance record of individual Directors at these meetings is set out below:

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

(16) COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

(16.3) Details of the last general meeting

The last general meeting of the Company was a general meeting held on Thursday, 18 December 2014 at 10:00 a.m. at Gloucester Room II, 3rd Floor, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong ("**2014 GM**"). At the 2014 GM, an ordinary resolution relating to the approval of a major transaction in relation to the acquisition of a property in London, United Kingdom was duly passed by a vast majority of the total vote cast.

Further details of the 2014 GM were contained in the Company's circular dated 2 December 2014 and the announcement dated 18 December 2014 regarding the poll results of the 2014 GM were published on both the websites of the Company and the Stock Exchange.

The Board resolved at its meeting held on 15 October 2015 that the AGM for 2015 be held on 11 December 2015 for Shareholders to (i) consider and adopt the audited financial statements and the reports of the directors and the independent auditors of the Company for the Year; (ii) declare a final dividend; (iii) re-elect the Directors who retire and have offered themselves for re-election; (iv) re-appoint Ernst & Young as the Independent Auditors for the ensuing year and to authorise the Directors to fix their remuneration; (v) grant to Directors a general mandate to issue and allot additional Shares not exceeding 20% of the issued share capital of the Company; (vi) grant to Directors a general mandate to buy back the Company's Shares not exceeding 10% of the issued share capital of the Company; (vii) extend the general mandate granted to the Directors to issue Shares of the Company by adding the number of Shares bought back; (viii) approve the adoption of the new share option scheme and termination of the existing share option scheme of the Company and (ix) approve the adoption of the new share option scheme and termination of the existing share option scheme of LSD, a subsidiary of the Company.

Corporate Governance Report

(17) INVESTOR RELATIONS

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

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

Month	Event	Organiser	Location
August 2014	Investors luncheon	RHB-OSK Securities	Hong Kong
October 2014	Post full year results non-deal roadshow	BNP	Hong Kong
October 2014	Post full year results non-deal roadshow	DBS	New York/Boston/ Washington DC/Denver/ Los Angeles/ San Francisco
October 2014	Post full year results non-deal roadshow	Daiwa	Paris/Zurich/ London
November 2014	Post full year results non-deal roadshow	BNP	Singapore
November 2014	Post full year results non-deal roadshow	DBS	Sydney
December 2014	Post full year results non-deal roadshow	BNP	Shanghai
December 2014	Great China Emerging Market Trends Forum 2015 (2015年大中華暨新興產業趨勢論壇)	SinoPac Securities	Taipei
January 2015	BNP Paribas Asia Pacific Property & Financial Conference	BNP	Hong Kong
January 2015	The Fifth Daiwa Hong Kong Corporate Summit	Daiwa	Hong Kong
March 2015	Post results non-deal roadshow	DBS	Kuala Lumpur
March 2015	Post results non-deal roadshow	Daiwa	Hong Kong
March 2015	Post results non-deal roadshow	DBS	Singapore

(17) INVESTOR RELATIONS (CONTINUED)

Month	Event	Organiser	Location
April 2015	Post results non-deal roadshow	DBS	New York/ Toronto/ Los Angeles/ San Francisco
April 2015	Post results non-deal roadshow	BNP	Amsterdam/ Paris/London
May 2015	Barclays Select Series: Asia Financial and Property Conference	Barclays	Hong Kong
June 2015	Post results non-deal roadshow	BNP	Sydney
July 2015	DBS Vickers Pulse of Asia Conference	DBS	Singapore

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

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

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

Dr. Lam Kin Ming, aged 78, is the Chairman of the Company and a member of the Executive Committee of the Company. He has been an Executive Director since October 1987 and has been involved in the management of garment business since 1958. He is also the deputy chairman and an executive director of Lai Fung, a non-executive director of LSD and the chairman, the chief executive officer and an executive director of Crocodile Garments Limited ("**CGL**"). The issued shares of CGL are listed and traded on the Main Board of the Stock Exchange. He received an honorary doctoral degree from the International American University in the United States of America in 2009 and was admitted as Honorary Doctorate of Management of the Lincoln University in the United States of America in February 2014.

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

Dr. Lam Kin Ngok, Peter, aged 58, is the Deputy Chairman of the Company and a member of the Executive Committee of the Company. He has been an Executive Director since October 1987 and is a director of Wisdoman Limited (a controlling shareholder of the Company). Dr. Lam is also the chairman and an executive director of LSD and MAGH as well as an executive director of CGL, a company listed on the Main Board of the Stock Exchange. Dr. Lam was an executive director of eSun from 15 October 1996 to 14 February 2014. Dr. Lam was the chairman and an executive director of Lai Fung from 25 November 1993 to 31 October 2012. Dr. Lam has extensive experience in the property development and investment business, hospitality as well as media and entertainment business. Dr. Lam was conferred an Honorary Doctorate from the Hong Kong Academy for Performing Arts in June 2011. Dr. Lam received the Gold Bauhinia Star awarded from the Government of the HKSAR on 1 July 2015.

Currently, Dr. Lam is the chairman of the Hong Kong Tourism Board and an ex officio member of the Hong Kong Trade Development Council. He is also a member of the 12th National Committee of the Chinese People's Political Consultative Conference ("**CPPCC**") and the vice chairman of the Committee for Liaison with Hong Kong, Macau, Taiwan and Overseas Chinese. In addition, Dr. Lam is the chairman of Hong Kong Chamber of Films Limited, honorary chairman of Hong Kong Motion Picture Industry Association Limited, a director of The Real Estate Developers Association of Hong Kong, a trustee of The Better Hong Kong Foundation, a member of Friends of Hong Kong Association Limited, a director of Hong Kong-Vietnam Chamber of Commerce Limited, a non-official member of the Consultative Committee on Economic and Trade Cooperation between Hong Kong and the Mainland and a non-official member of the Lantau Development Advisory Committee. On 24 July 2015, Dr. Lam was appointed a member of Aviation Development and Three-runway System Advisory Committee for a term of two years from 1 August 2015 to 31 July 2017. Dr. Lam was appointed an honorary chairman of Federation of HK Jiangsu Community Organisations on 20 May 2015 and the chairman of Hong Kong Cultural Development Research Institute Limited on May 2015.

EXECUTIVE DIRECTORS (CONTINUED)

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

Mr. Chew Fook Aun, aged 53, was appointed a Deputy Chairman and an Executive Director of the Company on 5 June 2012 and is presently a member of the Executive Committee and Remuneration Committee of the Company. He is also the deputy chairman and an executive director of LSD, an executive director of eSun and the chairman and an executive director of Lai Fung.

Mr. Chew has over 30 years of experience in accounting, auditing and finance in the United Kingdom (“**UK**”) and Hong Kong. He graduated from the London School of Economics and Political Science of the University of London in the UK with a Bachelor of Science (Economics) Degree. Mr. Chew is a fellow member of both the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and The Institute of Chartered Accountants in England and Wales. He was also a council member of the HKICPA and its vice president in 2010. Mr. Chew is currently a council member of the Financial Reporting Council, a member of the Operations Review Committee of the Independent Commission Against Corruption (“**ICAC**”) and is appointed a member of the Barristers Disciplinary Tribunal Panel for a five-year term with effect from 1 September 2015, all being organisations established in Hong Kong. Mr. Chew was a member of the Corruption Prevention Advisory Committee of the ICAC from January 2009 to December 2014 and a member of the Standing Committee on Company Law Reform of the Companies Registry from February 2011 to January 2015. He also served as a member of the advisory committee of the Securities and Futures Commission from June 2007 to May 2013.

Prior to joining the Lai Sun Group, Mr. Chew was an executive director and the group chief financial officer of Esprit Holdings Limited (“**Esprit**”) from 1 February 2009 to 1 May 2012, an executive director and the chief financial officer of The Link Management Limited acting as manager of The Link Real Estate Investment Trust (“**The Link REIT**”) from February 2007 to January 2009. He was also the chief financial officer of Kerry Properties Limited (“**Kerry Properties**”) from 1996 to 2004, a director of corporate finance for Kerry Holdings Limited from 1998 to 2004 and an executive director of Kyard Limited in charge of the property portfolio of a private family office from 2004 to 2007. The issued shares of Esprit and Kerry Properties and the issued units of The Link REIT are listed and traded on the Stock Exchange. Save as disclosed above, Mr. Chew does not hold other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

The Company has entered into an employment contract with Mr. Chew with no fixed term, but such contract is determinable by either the Company or Mr. Chew by serving the other party not less than 3 months’ written notice or payment in lieu thereof. However, in accordance with the provisions of the articles of association of the Company (“**Articles of Association**”), Mr. Chew will be subject to retirement from office as director by rotation once every three years if re-elected at the forthcoming annual general meeting of the Company (“**AGM**”) and will also be eligible for re-election at future AGMs. Mr. Chew presently receives an annual remuneration of HK\$1,141,320 as well as discretionary bonus to be determined by the Board from time to time with reference to the results of the Company and its subsidiaries, his performance, duties and responsibilities as well as the prevailing market conditions. Mr. Chew also receives from LSD, a subsidiary of the Company, an annual remuneration of HK\$6,846,960 as well as discretionary bonus to be determined by the Board in acting as the deputy chairman and an executive director of LSD.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS (CONTINUED)

Save as his directorships disclosed above, Mr. Chew does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this annual report, Mr. Chew is interested or deemed to be interested within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (“SFO”) in a total of 7,292,000 shares and a share option comprising 8,012,111 underlying shares in the Company, representing approximately 0.39% and 0.42% of the issued share capital of the Company respectively. Mr. Chew also interested in share options comprising 200,628,932 underlying shares in LSD, 6,216,060 underlying shares in eSun, and 80,479,564 underlying shares in Lai Fung. Save as aforesaid, Mr. Chew does not have any interests or short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

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

Mr. Lam Kin Hong, Matthew, aged 47, was appointed an Executive Director in March 2001 and is a member of the Executive Committee and a legal adviser of the Company. He is also an executive deputy chairman and an executive director of Lai Fung and an executive director of CGL. Apart from the aforesaid, Mr. Lam does not hold other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

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

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

Mr. Lam also serves as the honorary consul of Consulate of the Republic of Estonia in Hong Kong and is a member of the management committee of the Consumer Legal Action Fund of the Consumer Council in Hong Kong. Mr. Lam is a Council Member of the Business Advisory Council of the United Nations Economic and Social Commission for Asia and the Pacific (ESCAP).

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

Mr. Lam does not have a service contract with the Company. However, in accordance with the provisions of the Articles of Association, Mr. Lam will be subject to retirement from office as director by rotation once every three years if re-elected at the AGM and will also be eligible for re-election at future AGMs. Mr. Lam presently receives from the Company an annual remuneration of HK\$384,000 and an annual director’s fee of HK\$48,000 and other remuneration as well as discretionary bonus to be determined by the Board from the time to time with reference to the results of the Company, his performance, duties and responsibilities as well as the prevailing market conditions.

EXECUTIVE DIRECTORS (CONTINUED)

As at the date of this annual report, Mr. Lam holds interests in the listed securities and/or debentures of the associated associations of the Company within the meaning of Part XV of the SFO an principal amount of CNY23,600,000 6.875% Senior Notes due 2018 issued by Lai Fung. Save as aforesaid, Mr. Lam does not have any interests or short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

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

Mr. Lam Hau Yin, Lester, aged 34, was appointed an Executive Director in May 2006 and is a member of the Executive Committee of the Company. He is also the alternate director to Madam U Po Chu in her capacity as an Executive Director of the Company. Mr. Lam is an executive director of LSD and eSun as well as an executive director and the chief executive officer of Lai Fung. Save as disclosed above, Mr. Lam does not hold other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Lam holds a Bachelor of Science in Business Administration degree from Northeastern University, Boston, the United States of America. He has acquired working experience since 1999 in various companies engaged in securities investment, hotel operations, environmental products, entertainment and property development and investment.

Mr. Lam is a son of Dr. Lam Kin Ngok, Peter (the Deputy Chairman and an Executive Director of the Company), a grandson of Madam U Po Chu (an Executive Director of the Company) and a nephew of both Dr. Lam Kin Ming (the Chairman and an Executive Director of the Company) and Mr. Lam Kin Hong, Matthew (an Executive Director of the Company). Apart from the aforesaid, Mr. Lam does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Lam does not have a service contract with the Company. However, in accordance with the provisions of the Articles of Association, Mr. Lam will be subject to retirement from office as director by rotation once every three years if re-elected at the AGM and will also be eligible for re-election at future AGMs. Mr. Lam presently does not receive any emoluments from the Company but may receive such other remuneration as well as discretionary bonus to be determined by the Board from the time to time with reference to the results of the Company, his performance, duties and responsibilities as well as the prevailing market conditions. Mr. Lam will receive from LSD, a subsidiary of the Company, an annual remuneration of HK\$1,538,160 and a discretionary bonus to be determined by the Board in acting as an executive director of LSD.

As at the date of this annual report, Mr. Lam is interested or deemed to be interested within the meaning of Part XV of the SFO in a total of 60,623,968 shares and a share option comprising 18,762,111 underlying shares in the Company, representing approximately 3.20% and 1% of the issued share capital of the Company respectively. Mr. Lam also interested in a share option comprising 200,628,932 underlying shares in LSD, a total of 2,794,443 shares and a share option comprising 12,432,121 underlying shares in eSun, and a share option comprising 160,959,129 underlying shares in Lai Fung. Save as aforesaid, Mr. Lam does not have any interests or short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

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

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS (CONTINUED)

Madam U Po Chu, aged 90, has been a Director since December 1990 and was a Non-executive Director until re-designated as an Executive Director of the Company with effect from 27 November 2012. She is also a non-executive director of LSD and eSun, as well as an executive director of Lai Fung. She is also a director of Wisdoman Limited (a controlling shareholder of the Company).

Madam U has over 55 years' experience in the garment manufacturing business and had been involved in the printing business in the mid-1960's. She started to expand the business to fabric bleaching and dyeing in the early 1970's and became involved in property development and investment in the late 1980's.

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chow Bing Chiu, aged 64, was appointed an Independent Non-executive Director in September 2004 and is a member of both the Audit Committee and the Remuneration Committee of the Company. Mr. Chow is also an independent non-executive director of CGL. Mr. Chow obtained his Bachelor of Law degree in 1980 and qualified as a solicitor in Hong Kong in 1983. He is the senior partner of B.C. Chow & Co., Solicitors, in Hong Kong and a China-appointed Attesting Officer. The issued shares of CGL are listed and traded on the Main Board of the Stock Exchange.

Mr. Lam Bing Kwan, aged 65, was appointed an Independent Non-executive Director in February 2011 and is the chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Mr. Lam is also an independent non-executive director of LSD, Lai Fung and eForce Holdings Limited, and a non-executive director of Sino-i Technology Limited and Nan Hai Corporation Limited. The issued shares of all the aforesaid companies are listed and traded on the Main Board of the Stock Exchange. The Company is the ultimate controlling shareholder of LSD.

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

Mr. Leung Shu Yin, William, aged 66, was appointed an Independent Non-executive Director in July 2002 and is the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Mr. Leung is also an independent non-executive director of LSD, CGL and Mainland Headwear Holdings Limited. The issued shares of all the aforesaid companies are listed and traded on the Main Board of the Stock Exchange. The Company is the ultimate controlling shareholder of LSD.

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

SENIOR MANAGEMENT

Mr. Yip Chai Tuck, aged 41, has been appointed Chief Executive Officer in August 2013. He is also an executive director of eSun and MAGH. Mr. Yip has extensive experience in corporate advisory, business development and investment banking. Prior to joining the Company, he was a managing director and head of Mergers and Acquisitions (“**M&A**”) for China of Goldman Sachs. He had also worked for PCCW Limited, a Hong Kong listed company, as Vice President of Ventures and M&A, responsible for strategic investments and M&A transactions.

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

Note:

*Messrs. Chew Fook Aun, Lam Kin Hong, Matthew and Lam Hau Yin, Lester (“**Retiring Directors**”) will retire as directors at the forthcoming AGM. Being eligible, they offer themselves for re-election respectively thereat. For the purpose of each of the Retiring Directors’ re-election thereat in accordance with the Articles of Association, save as disclosed above, there are no other matters which need to be brought to the attention of the shareholders of the Company, and there is no information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange.*

Report of the Directors

The directors of the Company ("**Directors**") present their report and the audited consolidated financial statements of the Company and its subsidiaries (together, "**Group**") for the year ended 31 July 2015 ("**Year**").

PRINCIPAL ACTIVITIES

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

RESULTS AND DIVIDENDS

Details of the consolidated profit of the Company for the Year and the state of affairs of the Company and of the Group as at 31 July 2015 are set out in the financial statements and their accompanying notes on pages 79 to 170.

No interim dividend was paid or declared during the Year (2014: Nil).

The Directors have resolved to recommend a final dividend of HK\$0.011 per share (2014: HK\$0.011 per share), amounting to HK\$20,809,000 for the financial year ended 31 July 2015 to shareholders of the Company ("**Shareholders**") whose names appear on the Register of Members of the Company on Tuesday, 22 December 2015 subject to the approval of Shareholders at the forthcoming Annual General Meeting to be held on Friday, 11 December 2015 ("**AGM**").

The Directors propose that Shareholders be given the option to receive the final dividend in new shares in lieu of cash. The scrip dividend proposal is subject to: (1) the approval of the proposed final dividend at the AGM; and (2) The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") granting the listing of and permission to deal in the new shares to be issued pursuant to this proposal.

A circular containing details of the scrip dividend proposal will be despatched to Shareholders together with the form of election for scrip dividend on or about Wednesday, 30 December 2015. It is expected that the final dividend warrants and share certificates for the scrip dividend will be despatched to Shareholders on or about Friday, 29 January 2016.

BUSINESS REVIEW

A review of the business of the Group during the Year, a discussion on the Group's future business development and possible risks and uncertainties that the Group may be facing are provided in the Chairman's Statement on pages 4 to 7 and Management Discussion and Analysis on pages 10 to 21 of this Annual Report.

The financial risk management objectives and policies of the Group are shown in note 38 to the financial statements.

An analysis of the Group's performance during the Year using financial key performance indicators is provided in the Chairman's Statement on pages 4 to 7 and Financial Highlights on pages 8 to 9 of this Annual Report.

Discussions on the Group's environmental policies, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are contained in the Corporate Social Responsibility Report on pages 29 to 30 of this Annual Report.

DISTRIBUTABLE RESERVES

At 31 July 2015, the Company had reserves available for distribution to Shareholders amounted to approximately HK\$322,380,000.

SHARES ISSUED IN THE YEAR

Details of the ordinary shares issued by the Company in the Year are set out in note 30 to the financial statements. The ordinary shares issued during the Year were in lieu of cash dividends.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all loss or liabilities (to the fullest extent permitted by the Companies Ordinance (Cap 622)) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. The Company has arranged appropriate directors' and officer's liability coverage for the Directors and officers of the Group.

DIRECTORS

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

Executive Directors ("EDs")

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

Independent Non-executive Directors ("INEDs")

Chow Bing Chiu
Lam Bing Kwan
Leung Shu Yin, William

In accordance with Article 102 of the Company's Articles of Association and code provision A.4.2 of the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**"), Messrs. Chew Fook Aun, Lam Hau Yin, Lester and Lam Kin Hong, Matthew ("**Retiring Directors**"), respectively will retire by rotation at the forthcoming AGM. Being eligible, they offer themselves for re-election.

Report of the Directors

DIRECTORS (CONTINUED)

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

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

DIRECTORS OF SUBSIDIARIES

During the Year and up to the date of this Report, each of the Directors named above holds directorship in all or certain of the Company's subsidiaries. Other directors of Company's subsidiaries (including Lai Sun Development Company Limited ("LSD")) include Lau Shu Yan, Julius, Lui Siu Tsuen, Richard, Yip Chai Tuck, Szeto Ping Fai, Li Wah Chung, Allan, Poon Yui Man, Chan Ying Keung, Yuen Kam Sang, Chain Wing Hou, Danilo Nicoletti, Alexander Wong, Chan Chi Hing, Poon Ching Fung, Jason, Tse See Fan, Paul, Lo Tai On, Huen Po Wah, Nguyen Anh Tuan, Tran Hung Viet, Nguyen Dong Hoa and Ang Hooi Yeong, Pauline.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical particulars of the existing Directors and senior management are set out on pages 48 to 53 of this Annual Report. Directors' other particulars are contained elsewhere in this Report and this Annual Report.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

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

CONTROLLING SHAREHOLDER'S INTERESTS IN SIGNIFICANT CONTRACTS

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

CONTINUING CONNECTED TRANSACTIONS

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

LSD has certain CCTS (as defined in the Listing Rules) during the Year, brief particular of which are as follows:

Mass Energy Limited Tenancy Agreement

As reported in the annual report of the Company for the year ended 31 July 2014, The Company and LSD announced on 2 December 2013 that Winfield Properties Limited (“**Winfield Properties**”), a wholly-owned subsidiary of LSD, as tenant entered into an offer to lease on 30 November 2013 (“**Offer to Lease**”) with Mass Energy Limited (“**Mass Energy**”) as landlord for the lease of certain car-parking spaces (“**Carpark**”) of Crocodile Center, 79 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong, for a term of 24 months from 1 December 2013 to 30 November 2015 at a basic rent of HK\$140,000 per month or at a turnover rent being the amount of 52% of the monthly turnover of Winfield Properties’ business carried on at the Carpark, whichever is higher.

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

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

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

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

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

Ernst & Young, Certified Public Accountants (“**Ernst & Young**”), the Company’s independent auditors, were engaged to report on the CCTs of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagement Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants, Ernst & Young have issued a letter to the Board (with a copy provided to the Stock Exchange) in accordance with Rule 14A.56 of the Listing Rules and confirming that nothing has come to their attention that causes them to believe that the CCTs:

- (i) have not been approved by the Board;
- (ii) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and
- (iii) have exceeded the cap.

Report of the Directors

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

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

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

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

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

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

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

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

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Share Option Scheme" and "Directors' Interests" of this Report and note 31 headed "Share Option Scheme" to the financial statements, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable a Director to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SHARE OPTION SCHEME

The Company

The Company adopted a share option scheme ("**Share Option Scheme**") on 22 December 2006 for the purpose of providing incentives to, rewarding, remunerating, compensating and/or providing benefits to the Eligible Employees (as defined in the Share Option Scheme) of the Company. The Share Option Scheme will remain in force for a period of 10 years from the effective date of 29 December 2006.

Pursuant to the terms of the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the total number of shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme of the Company shall not exceed 10% of the total number of the Company's issued shares as at the date of adopting the Share Option Scheme.

As at 31 July 2015 and the date of this Report, the Company might grant further options to subscribe for a maximum of 108,764,853 shares in the Company under the Share Option Scheme (representing approximately 5.75% of the Company's issued shares as at those dates) and the Company has a total of 42,227,489 underlying shares comprised in the share options remained outstanding under the Share Option Scheme (representing approximately 2.23% of the Company's issued shares as at those dates).

Report of the Directors

SHARE OPTION SCHEME (CONTINUED)

The Company (continued)

Information on the movements of share options under the Share Option Scheme during the Year is set out below:

Name and category of participants	Date of grant (dd/mm/yyyy)	Number of underlying shares comprised in share options				As at 31 July 2015	Exercise period (dd/mm/yyyy)	Exercise price per share option (Note 1) (HK\$)
		As at 1 August 2014	Granted during the Year	Exercised during the Year	Lapsed during the Year			
Directors								
Lam Kin Ngok, Peter	18/01/2013	1,876,211 (Note 2)	—	—	—	1,876,211	18/01/2013-17/01/2023	1.21 (Note 2)
Chew Fook Aun	05/06/2012	18,762,111 (Note 2)	—	(10,750,000)	—	8,012,111	05/06/2012-04/06/2022	0.501 (Note 2)
Lam Hau Yin, Lester	18/01/2013	18,762,111 (Note 2)	—	—	—	18,762,111	18/01/2013-17/01/2023	1.21 (Note 2)
Total		39,400,433	—	(10,750,000)	—	28,650,433		
Other Employees								
In aggregate	18/01/2013	12,397,056 (Note 2)	—	—	—	12,397,056	18/01/2013-17/01/2023	1.21 (Note 2)
In aggregate	26/07/2013	580,000 (Note 2)	—	—	—	580,000	26/07/2013-25/07/2023	1.28 (Note 2)
In aggregate	21/01/2015	—	600,000	—	—	600,000	21/01/2015-20/01/2025	1.05
Total		12,977,056	600,000	—	—	13,577,056		
Grand Total		52,377,489	600,000	(10,750,000)	—	42,227,489		

SHARE OPTION SCHEME (CONTINUED)

The Company (continued)

Notes:

- (1) The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other specific changes in the Company's share capital.
- (2) On 7 February 2014, the exercise price of and the number of shares entitled to be subscribed for under the outstanding share options have been adjusted in the following manner upon the completion of rights issue of the Company.

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

Saved as disclosed above, no share options had been granted, exercised, lapsed or cancelled in accordance with the terms of the Share Option Scheme during the Year.

Further details of the Share Option Scheme are set out in note 31 to the financial statements.

Report of the Directors

SHARE OPTION SCHEME (CONTINUED)

LSD

LSD adopted a share option scheme ("**LSD Share Option Scheme**") on 22 December 2006 for the purpose of providing incentives to, rewarding, remunerating, compensating and/or providing benefits to the Eligible Employees (as defined in the LSD Share Option Scheme) of LSD. The LSD Share Option Scheme will remain in force for a period of 10 years from the effective date of 29 December 2006.

Pursuant to the terms of the LSD Share Option Scheme, the total number of LSD shares which may be issued upon exercise of all share options to be granted under the LSD Share Option Scheme shall not exceed 10% of the total number of LSD's issued shares as at the date of adopting the LSD Share Option Scheme ("**LSD Scheme Limit**"). At an general meeting of LSD held on 22 November 2013, LSD shareholders resolved to refresh the LSD Scheme Limit, thereby allowing LSD to grant further options for subscription of up to a total of 2,006,289,328 LSD Shares, being 10% of the 20,062,893,286 LSD Shares in issue at the date of passing the relevant resolution.

As at 31 July 2015 and the date of this Report, LSD might grant further options to subscribe for a maximum of 1,995,289,328 shares in LSD under the LSD Share Option Scheme (representing approximately 9.93% of LSD's issued shares as at those dates) and LSD has a total of 713,823,903 underlying shares comprised in the share options remained outstanding under LSD Share Option Scheme (representing approximately 3.55% of LSD's issued shares as at those dates).

SHARE OPTION SCHEME (CONTINUED)

LSD (continued)

Information on the movements of the share options under LSD Share Option Scheme during the Year is set out below:

Name and category of participants	Date of grant (dd/mm/yyyy)	Number of underlying shares comprised in share options			As at 31 July 2015	Exercise period (dd/mm/yyyy)	Exercise price per share option (Note) (HK\$)
		As at 1 August 2014	Granted during the Year	Lapsed during the Year			
Directors							
Lam Kin Ngok, Peter	18/01/2013	20,062,893	—	—	20,062,893	18/01/2013-17/01/2023	0.335
Chew Fook Aun	05/06/2012	200,628,932	—	—	200,628,932	05/06/2012-04/06/2022	0.112
Lau Shu Yan, Julius	18/01/2013	100,314,466	—	—	100,314,466	18/01/2013-17/01/2023	0.335
Lam Hau Yin, Lester	18/01/2013	200,628,932	—	—	200,628,932	18/01/2013-17/01/2023	0.335
Total		521,635,223	—	—	521,635,223		
Other Employees							
In aggregate	18/01/2013	177,188,680	—	—	177,188,680	18/01/2013-17/01/2023	0.335
In aggregate	26/07/2013	4,000,000	—	—	4,000,000	26/07/2013-25/07/2023	0.235
In aggregate	21/01/2015	—	11,000,000	—	11,000,000	21/01/2015-20/01/2025	0.174
Total		181,188,680	11,000,000	—	192,188,680		
Grand Total		702,823,903	11,000,000	—	713,823,903		

Note:

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

Saved as disclosed above, no LSD share options had been granted, exercised, lapsed or cancelled in accordance with the terms of the LSD Share Option Scheme during the Year.

Further details of the LSD Share Option Scheme are set out in note 31 to the financial statements.

Report of the Directors

DIRECTORS' INTERESTS

The following Directors and chief executive of the Company who held office on 31 July 2015 and their respective close associates (as defined in the Listing Rules) were interested, or were deemed to be interested in the following interest or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (“SFO”)) on that date (a) as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions if any, which they were taken or deemed to have under such provisions of the SFO); or (b) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO (“Register of Directors and Chief Executive”); or (c) as otherwise notified to the Company and the Stock Exchange, pursuant to the Code of Practice for Securities Transactions by Directors and Designated Employees adopted by the Company (“Securities Code”) or (d) as known by the Directors:

(a) The Company

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

Name of Director	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total interests	Approximate % of total interests to total issued Shares
Lam Kin Ngok, Peter	Beneficial owner/ Owner of controlled corporation	237,464,979	Nil	562,590,430 (Note 1)	1,876,211 (Note 2 & 5)	801,931,620	42.39%
Lam Kin Ming	Beneficial owner	5,008,263	Nil	Nil	Nil	5,008,263	0.26%
Chew Fook Aun	Beneficial owner	Nil	Nil	7,292,000 (Note 7)	8,012,111 (Note 3, 5 & 6)	15,304,111	0.81%
U Po Chu	Beneficial owner	4,127,625	Nil	Nil	Nil	4,127,625	0.22%
Lam Hau Yin, Lester	Beneficial owner	60,623,968	Nil	Nil	18,762,111 (Note 4 & 5)	79,386,079	4.20%

DIRECTORS' INTERESTS (CONTINUED)

(a) The Company (continued)

Notes:

- (1) Dr. Lam Kin Ngok, Peter was deemed to be interested in 562,590,430 Shares (representing approximately 29.74% of the Company's issued share capital) by virtue of his 100% interest in the issued share capital of Wisdoman Limited which directly owned 562,590,430 Shares in the Company.
- (2) A share option comprising a total of 1,617,423 underlying Shares in the Company had been granted to Dr. Lam Kin Ngok, Peter at an exercise price of HK\$1.41 per Share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.
- (3) A share option comprising a total of 16,174,234 underlying Shares in the Company had been granted to Mr. Chew Fook Aun at an exercise price of HK\$0.582 per Share on 5 June 2012 and is exercisable during the period from 5 June 2012 to 4 June 2022.
- (4) A share option comprising a total of 16,174,234 underlying Shares in the Company had been granted to Mr. Lam Hau Yin, Lester at an exercise price of HK\$1.41 per Share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.
- (5) On 7 February 2014, the exercise price of and the number of Shares entitled to be subscribed for under the outstanding share options have been adjusted in the following manner following the completion of rights issue of the Company.

Name of Director	Number of underlying shares comprised in share options before the rights issue	Exercise price per Share prior to the rights issue (HK\$)	Adjusted number of underlying shares comprised in share options after the rights issue	Adjusted price per share after the rights Issue (HK\$)
Lam Kin Ngok, Peter	1,617,423	1.41	1,876,211	1.21
Chew Fook Aun	16,174,234	0.582	18,762,111	0.501
Lam Hau Yin, Lester	16,174,234	1.41	18,762,111	1.21

- (6) A share option comprising a total of 3,000,000 underlying shares and a share option comprising a total of 7,750,000 underlying shares in the Company had been exercised by Mr. Chew Fook Aun under the Share Option Scheme on 6 and 22 May 2015, respectively, thus, the total number of share options of Mr. Chew Fook Aun has been decreased to 8,012,111 share options.
- (7) Mr. Chew Fook Aun was deemed to be interested in 7,292,000 Shares (representing approximately 0.39% of the Company's issued share capital) by virtue of his 100% interest in the issued share capital of The Orchid Growers Association Limited which directly owned 7,292,000 Shares in the Company.

Report of the Directors

DIRECTORS' INTERESTS (CONTINUED)

(b) Associated Corporations

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

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

Name of Director	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total interests	Approximate % of total interests to total issued shares
Lam Kin Ngok, Peter	Beneficial owner/ Owner of controlled corporations	14,307,745	Nil	10,425,699,353 (Note 1)	20,062,893 (Note 2)	10,460,069,991	52.05%
Chew Fook Aun	Beneficial owner	Nil	Nil	Nil	200,628,932 (Note 3)	200,628,932	1.00%
U Po Chu (Note 5)	Beneficial owner	897,316	Nil	Nil	Nil	897,316	0.004%
Lam Hau Yin, Lester	Beneficial owner	Nil	Nil	Nil	200,628,932 (Note 4)	200,628,932	1.00%

Notes:

- (1) The Company and two of its wholly-owned subsidiaries, namely Joy Mind Limited and Zimba International Limited, beneficially owned in aggregate 10,425,699,353 shares in LSD, representing approximately 51.88% of the issued share capital of LSD. As such, Dr. Lam Kin Ngok, Peter was deemed to be interested in the same 10,425,699,353 shares in LSD (representing approximately 51.88% of LSD's issued share capital) by virtue of, in aggregate, his personal and deemed interests of approximately 42.39% in the issued shares and underlying shares of the Company.

The 10,425,699,353 shares in LSD (51.88%) were pledged as security by the Company pursuant to its 7.70% secured guaranteed notes due 2018 under a share charge dated 24 July 2014.

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

DIRECTORS' INTERESTS (CONTINUED)

(b) Associated Corporations (continued)

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

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

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

Notes:

- (1) The Company was interested in 10,425,699,353 shares in LSD, representing approximately 51.88% of the issued share capital of LSD. Transtrend Holdings Limited, a wholly-owned subsidiary of LSD, was interested in 521,204,186 shares in eSun, representing approximately 41.92% of the issued share capital of eSun. As such, Dr. Lam Kin Ngok, Peter was deemed to be interested in the same 521,204,186 shares in eSun (representing approximately 41.92% of eSun's issued share capital) by virtue of, in aggregate, his personal and deemed interests of approximately 42.39% and 52.05% in the issued shares and underlying shares of the Company and LSD, respectively.
- (2) A share option comprising a total of 1,243,212 underlying shares in eSun had been granted to Dr. Lam Kin Ngok, Peter at an exercise price of HK\$1.612 per share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.
- (3) A share option comprising a total of 6,216,060 underlying shares in eSun had been granted to Mr. Chew Fook Aun at an exercise price of HK\$0.92 per share on 5 June 2012 and is exercisable during the period from 5 June 2012 to 4 June 2022.
- (4) A share option comprising a total of 12,432,121 underlying shares in eSun had been granted to Mr. Lam Hau Yin, Lester at an exercise price of HK\$1.612 per share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.
- (5) Dr. Lam Kin Ngok, Peter resigned as an executive director of eSun with effect from 14 February 2014.

Report of the Directors

DIRECTORS' INTERESTS (CONTINUED)

(b) Associated Corporations (continued)

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

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

Name of Director	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total interests	Approximate % of total interests to total issued shares
Lam Kin Ngok, Peter (Note 6)	Owner of controlled corporations	Nil	Nil	8,274,270,422 (Note 1)	16,095,912 (Note 3)	8,290,366,334	51.40%
Chew Fook Aun	Beneficial owner	Nil	Nil	Nil	80,479,564 (Note 4)	80,479,564	0.50%
Lam Hau Yin, Lester	Beneficial owner	Nil	Nil	Nil	160,959,129 (Note 5)	160,959,129	1.00%

Notes:

- These interests in Lai Fung were the shares beneficially owned by Merit Worth Limited (4,385,231,724 shares) and Silver Glory Securities Limited (3,889,038,698 shares), the latter two companies being wholly-owned subsidiaries of eSun, representing approximately 51.30% of the issued share capital of Lai Fung. eSun is owned as to approximately 41.92% by LSD which in turn is owned as to approximately 51.88% by the Company. As such, Dr. Lam Kin Ngok, Peter was deemed to be interested in the same 8,274,270,422 shares in Lai Fung (representing approximately 51.30% of Lai Fung's issued share capital) by virtue of, in aggregate, his personal and deemed interests of approximately 42.25% in the issued shares and underlying shares of eSun.

The 8,274,270,422 shares in Lai Fung (51.30%) were pledged as security by eSun pursuant to its 8.375% secured guaranteed notes due 2018 under a share charge dated 24 June 2014.
- A share option scheme was adopted by Lai Fung on 21 August 2003 and commenced with effect from 28 August 2003 and remains in force for a period of 10 years (“Old Scheme”). A new share option scheme was adopted by Lai Fung on 18 December 2012 and commenced with effect from 20 December 2012 and remains in force for a period of 10 years (“New Scheme”).
- A share option comprising a total of 16,095,912 underlying Shares in Lai Fung had been granted to Dr. Lam Kin Ngok, Peter under the New Scheme at an exercise price of HK\$0.228 per share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.
- A share option comprising a total of 80,479,564 underlying shares in Lai Fung had been granted to Mr. Chew Fook Aun under the Old Scheme at an exercise price of HK\$0.133 per share on 12 June 2012 and is exercisable during the period from 12 June 2012 to 11 June 2020.
- A share option comprising a total of 160,959,129 underlying Shares in Lai Fung had been granted to Mr. Lam Hau Yin, Lester under the New Scheme at an exercise price of HK\$0.228 per share on 18 January 2013 and is exercisable during the period from 18 January 2013 to 17 January 2023.
- Dr. Lam Kin Ngok, Peter stepped down as the chairman of the board of directors and an executive director of Lai Fung with effect from 1 November 2012.

DIRECTORS' INTERESTS (CONTINUED)

(b) Associated Corporations (continued)

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

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

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

Note:

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

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

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

Name of Director	Capacity	Number of ordinary shares held	Number of underlying shares held	Total no. of issued shares and underlying shares	Approximate % of total interests to total issued shares
Lam Kin Ngok, Peter	Owner of controlled corporations	1,264,012,837 (Note 1)	218,340,611 (Note 2)	1,482,353,448	70.85%

Notes:

- (1) These interests in MAGH represented the shares beneficially owned by Perfect Sky Holdings Limited (“**Perfect Sky**”), a wholly-owned subsidiary of eSun, representing approximately 60.41% of the issued share capital of MAGH. eSun is owned as to approximately 41.92% by LSD which in turn is owned as to approximately 51.88% by the Company. As the Company is approximately 12.65% owned by Dr. Lam Kin Ngok, Peter and approximately 29.74% owned by Wisdoman Limited which is in turn 100% beneficially owned by Dr. Lam Kin Ngok, Peter, he was deemed to be interested in the said 1,264,012,837 shares in MAGH.

Out of the 1,264,012,837 shares, 842,675,225 shares held by Perfect Sky in MAGH (40.27% as at 31 July 2015) were pledged as security by eSun pursuant to its 8.375% secured guaranteed notes due 2018 under a share charge dated 24 June 2014.

- (2) By virtue of Dr. Lam Kin Ngok, Peter's interests through the controlled corporations described in Note (1) above, he was also deemed to be interested in the 218,340,611 underlying shares of MAGH comprised in the convertible notes issued to Perfect Sky by MAGH pursuant to a subscription agreement dated 17 April 2015.

Save as disclosed above, as at 31 July 2015 none of the Directors and the chief executive of the Company and their respective close associates was interested or was deemed to be interested in the long and short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations, which were required to be notified to the Company and the Stock Exchange under the SFO, recorded in the Register of Directors and Chief Executive, or notified under the Securities Code or otherwise known by the Directors.

Report of the Directors

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at 31 July 2015, so far as it is known by or otherwise notified by any Director or the chief executive of the Company, the particulars of the corporations or individuals, one being Director of the Company, who had 5% or more interests in the following long positions in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept under section 336 of the SFO (“**Register of Shareholders**”) or were entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company (“**Voting Entitlements**”) (i.e. within the meaning of substantial shareholders of the Listing Rules) were as follows:

Long positions in the Shares and the underlying shares of the Company

Name	Capacity	Nature of interests	Number of Shares	Approximate % of Shares in issue
Substantial Shareholders				
Lam Kin Ngok, Peter (Note 1)	Beneficial owner	Personal and corporate	801,931,620 (Note 2)	42.39%
Wisdoman Limited	Beneficial owner	Corporate	562,590,430 (Notes 1 & 2)	29.74%
Third Avenue Management LLC	Investment manager	Corporate	166,197,464 (Note 3)	8.79%
Third Avenue Management LLC, on behalf of the Third Avenue Value Fund	Beneficial owner	Corporate	85,237,880 (Note 3)	4.51%
Other Persons				
Yu Cheuk Yi	Beneficial owner	Personal	266,547,129 (Note 4)	14.09%
Yu Siu Yuk	Beneficial owner	Personal	266,547,129 (Note 4)	14.09%

Notes:

- (1) Dr. Lam Kin Ngok, Peter, Director of the Company, is also director of Wisdoman Limited.
- (2) Dr. Lam Kin Ngok, Peter was deemed to be interested in 562,590,430 Shares of the Company owned by Wisdoman Limited by virtue of his 100% interests in the issued share capital of Wisdoman Limited.
- (3) Third Avenue Management LLC held 166,197,464 Shares of the Company, of which Third Avenue Management LLC on behalf of the Third Avenue Value Fund held 85,237,880 Shares of the Company.
- (4) Mr. Yu Cheuk Yi and Ms. Yu Siu Yuk were both taken to be interested in the same 266,547,129 Shares of the Company, which were held jointly by them. Subsequent to 31 July 2015 and as at the date of this Report, the shareholding of Mr. Yu Cheuk Yi and Ms. Yu Siu Yuk has increased to 311,344,129 Shares (representing approximately 16.46% of the issued share capital of the Company).

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS (CONTINUED)

Save as disclosed above, the Directors are not aware of any other corporation or individual (other than a Director or the chief executive of the Company) who, as at 31 July 2015, had the Voting Entitlements or 5% or more interests or short positions in the Shares or underlying Shares of the Company as recorded in the Register of Shareholders.

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

Details of the movements in the property, plant and equipment, investment properties and properties under development for sale of the Company and the Group during the Year are set out in notes 14, 16 and 17 to the financial statements, respectively. Further details of the Group's investment properties under development for sale are set out in the "Particulars of Major Properties" of this Annual Report.

PRINCIPAL SUBSIDIARIES

Particulars of the Company's and LSD's principal subsidiaries as at 31 July 2015 are set out in note 41 to the financial statements.

CHARITABLE CONTRIBUTIONS

During the Year, the Group made charitable contributions totaling HK\$4,170,000.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results, assets, liabilities and non-controlling interests of the Group for the last five financial years is set out in the "Summary of Financial Information" of this Annual Report on pages 22 and 23.

MAJOR CUSTOMERS AND SUPPLIERS

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

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

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

Report of the Directors

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

The Company

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

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

At 31 July 2015, the outstanding loan balance of the LSG Facility amounted to approximately HK\$310,000,000.

LSD

On 26 October 2012, LSD entered into a facility agreement related to a term loan and revolving credit facility of up to HK\$2,200 million to be made available to LSD, as borrower, for a period of up to three years commencing 26 October 2012.

In August 2014, LSD entered into another facility agreement related to a term loan facility of GBP48,480,000 to be made available to a wholly-owned subsidiary of LSD, as borrower, for a period of five years up to 6 August 2019.

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

At 31 July 2015, the outstanding loan balance of the above facilities of LSD amounted to approximately HK\$1,476,013,000.

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

Financial assistance and guarantees to affiliated companies

As at 31 July 2015, the aggregate amount of financial assistance and guarantees given for facilities granted to affiliated companies has exceeded the assets ratio of 8% under the Rules Governing the Listing Rules.

In compliance with paragraph 13.22 of Chapter 13 of the Listing Rules, the proforma combined statement of financial position of the affiliated companies as at 31 July 2015 is disclosed as follows:

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

Financial assistance and guarantees to affiliated companies (continued)

	HK\$'000
Property, plant and equipment	2,919,474
Properties under development	1,889,157
Investment property under construction	5,947,816
Investment properties	16,733,844
Film rights	25,197
Film products	81,947
Music catalogs	14,832
Goodwill	138,042
Interests in associates	51,140
Interests in joint ventures	1,231,634
Available-for-sale investments	167,092
Deposits, prepayments and other receivables	124,273
Deferred tax assets	8,983
Deferred rental benefits	98,354
Pledged bank balances	340,592
Amounts due from shareholders	9,759
Net current assets	2,724,076
Total assets less current liabilities	32,506,212
NON-CURRENT LIABILITIES	
Long term deposits received	164,059
Long term borrowings	2,964,569
Convertible notes	166,576
Fixed rate senior notes	2,220,914
Guaranteed notes	794,343
Derivative financial instruments	111,654
Deferred tax liabilities	2,829,826
Deferred income	44,254
Amounts due to shareholders	4,952,425
	14,248,620
	18,257,592
CAPITAL AND RESERVES	
Issued capital	646,875
Share premium account	4,230,797
Contributed surplus	891,289
Investment revaluation reserve	42,683
Share option reserve	15,293
Hedging reserve	(2,225)
Exchange reserve	99,647
Statutory reserve	64,690
Other reserve	679,315
Accumulated profits	3,609,718
	10,278,082
Non-controlling interests	7,979,510
	18,257,592

Report of the Directors

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

PUBLIC FLOAT

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

CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report of this Annual Report on pages 31 to 47.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

EQUITY-LINKED AGREEMENTS

For the year ended 31 July 2015, the Company has not entered into any equity-linked agreements, save for options granted under the sections of Share Option Scheme set out in this Annual Report.

REVIEW BY AUDIT COMMITTEE

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

INDEPENDENT AUDITORS

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

On behalf of the Board

Chew Fook Aun

Executive Director and Deputy Chairman

Hong Kong

15 October 2015

Shareholders' Information

KEY DATES

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

For Financial Year 2014/2015	
Annual results announcement	15 October 2015
Latest time and date for lodging transfer documents with share registrar (" Registrar ") to ascertain entitlement to attending and voting at the 2015 annual general meeting (" AGM ")	4:30 p.m. on 8 December 2015
2015 AGM	11 December 2015
Dividend ex-entitlement for shares	17 December 2015
Closure of register of members for final dividend entitlement	21 and 22 December 2015 (both dates inclusive)
Record date for entitlement to the proposed final dividend	22 December 2015
Latest time and date for lodging form of election for scrip dividend with Registrar	4:30 p.m. on 18 January 2016
Payment of final dividend	29 January 2016

For Financial Year 2015/2016	
Interim results announcement	on or before 31 March 2016
Annual results announcement	on or before 31 October 2016

ANNUAL REPORT

To ensure that all shareholders have equal and timely access to important corporate information, the Company makes extensive use of its website to deliver up-to-date information. This 2014-2015 Annual Report is printed in both English and Chinese and is available on the Company's website at www.laisun.com.

AGM

The AGM will be held on 11 December 2015. Details of the AGM are set out in the notice of the AGM which constitutes part of this Annual Report. Notice of the AGM and the proxy form are also available on the Company's website.

Independent Auditors' Report



To the members of Lai Sun Garment (International) Limited *(Incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of Lai Sun Garment (International) Limited (the “**Company**”) and its subsidiaries set out on pages 79 to 170, which comprise the consolidated statement of financial position as at 31 July 2015, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS’ RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

Independent Auditors' Report

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and its subsidiaries as at 31 July 2015, and of their financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants

22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

15 October 2015

Consolidated Income Statement

Year ended 31 July 2015

	Notes	2015 HK\$'000	2014 HK\$'000
TURNOVER	6	1,640,834	2,204,756
Cost of sales		(668,115)	(1,107,009)
Gross profit		972,719	1,097,747
Other revenue	6	159,577	84,367
Selling and marketing expenses		(23,534)	(57,502)
Administrative expenses		(282,829)	(291,189)
Other operating expenses, net	7(b)	(194,651)	(151,058)
Fair value gains on investment properties	16	1,553,881	1,115,466
Provision for tax indemnity	34(b)	—	(139,017)
PROFIT FROM OPERATING ACTIVITIES	7(a)	2,185,163	1,658,814
Finance costs	8	(269,667)	(267,124)
Share of profits and losses of associates		96,499	109,102
Share of profits and losses of joint ventures		354,243	110,702
Discount on acquisition of additional interest in an associate	18(a)	—	150,660
PROFIT BEFORE TAX		2,366,238	1,762,154
Tax	11	(85,085)	(93,246)
PROFIT FOR THE YEAR		2,281,153	1,668,908
Attributable to:			
Owners of the Company		1,290,676	940,496
Non-controlling interests		990,477	728,412
		2,281,153	1,668,908
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	13		
Basic		HK\$0.686	HK\$0.530
Diluted		HK\$0.681	HK\$0.525

Consolidated Statement of Comprehensive Income

Year ended 31 July 2015

	2015 HK\$'000	2014 HK\$'000
PROFIT FOR THE YEAR	2,281,153	1,668,908
OTHER COMPREHENSIVE INCOME/(EXPENSE)		
Other comprehensive income/(expense) to be reclassified to profit or loss in subsequent periods:		
Available-for-sale financial assets:		
Changes in fair values	(30,367)	13,208
Reclassification adjustment for impairment loss included in the consolidated income statement	6,141	—
	(24,226)	13,208
Exchange realignments	(52,306)	16,537
Release of exchange reserve upon liquidation of a subsidiary	—	(548)
Share of other comprehensive (expense)/income of associates	(25,242)	11,891
OTHER COMPREHENSIVE (EXPENSE)/INCOME FOR THE YEAR	(101,774)	41,088
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	2,179,379	1,709,996
Attributable to:		
Owners of the Company	1,238,524	960,410
Non-controlling interests	940,855	749,586
	2,179,379	1,709,996

Consolidated Statement of Financial Position

31 July 2015

	Notes	2015 HK\$'000	2014 HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	2,688,331	873,004
Prepaid land lease payments	15	21,928	22,955
Investment properties	16	17,730,080	14,895,795
Properties under development for sale	17	729,148	184,461
Interests in associates	18(a)	3,977,122	3,881,846
Interests in joint ventures	18(b)	5,937,793	6,018,543
Available-for-sale financial assets	19	1,339,150	1,232,466
Pledged and restricted bank balances and time deposits	20	124,659	369,821
Deposits paid and other receivables	21	141,968	727,468
Total non-current assets		32,690,179	28,206,359
CURRENT ASSETS			
Completed properties for sale	22	668,354	867,329
Equity investments at fair value through profit or loss	23	5,574	2,159
Inventories		12,704	8,106
Debtors, deposits paid and other receivables	24	180,888	137,628
Pledged and restricted bank balances and time deposits	20	299,136	62,813
Cash and cash equivalents	20	1,769,498	2,457,510
Total current assets		2,936,154	3,535,545
CURRENT LIABILITIES			
Creditors, deposits received and accruals	25	440,814	324,867
Tax payable		178,404	139,990
Bank borrowings	26	1,321,665	430,408
Total current liabilities		1,940,883	895,265
NET CURRENT ASSETS		995,271	2,640,280
TOTAL ASSETS LESS CURRENT LIABILITIES		33,685,450	30,846,639

Consolidated Statement of Financial Position

31 July 2015

	Notes	2015 HK\$'000	2014 HK\$'000
NON-CURRENT LIABILITIES			
Bank borrowings	26	3,270,608	2,583,485
Guaranteed notes	27	3,500,015	3,496,144
Other borrowing, note payable and interest payable	28	361,619	350,282
Deferred tax	29	188,902	180,370
Provision for tax indemnity	34(b)	980,638	980,638
Long term rental deposits received		91,002	92,046
Deferred rental		4,380	4,366
Total non-current liabilities		8,397,164	7,687,331
		25,288,286	23,159,308
EQUITY			
Equity attributable to owners of the Company			
Share capital	30	1,177,649	1,165,343
Investment revaluation reserve		160,245	166,012
Share option reserve		14,286	16,138
Hedging reserve		(527)	(527)
Capital reduction reserve	30(c)	6,973	6,973
Asset revaluation reserve		55,494	55,494
Other reserve		679,380	692,153
Statutory reserve		12,479	—
Exchange fluctuation reserve		(9,210)	37,175
Retained profits		11,699,526	10,436,930
		13,796,295	12,575,691
Non-controlling interests		11,491,991	10,583,617
		25,288,286	23,159,308

Lam Kin Ming
Director

Chew Fook Aun
Director

Consolidated Statement of Changes in Equity

Year ended 31 July 2015

	Attributable to owners of the Company												Non-controlling interests	Total
	Share capital	Share premium account	Investment revaluation reserve	Share option reserve	Hedging reserve	Capital reduction reserve	Asset revaluation reserve	Other reserve	Statutory reserve	Exchange fluctuation reserve	Retained profits	Sub-total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 August 2013	16,174	1,908,840	158,034	16,214	(5,889)	—	55,494	327,231	—	30,601	8,528,561	11,035,260	10,150,752	21,186,012
Profit for the year	—	—	—	—	—	—	—	—	—	—	940,496	940,496	728,412	1,668,908
Other comprehensive income/ (expense) for the year:														
Change in fair values of available-for-sale financial assets	—	—	6,781	—	—	—	—	—	—	—	—	6,781	6,427	13,208
Exchange realignments	—	—	—	—	—	—	—	—	—	8,371	—	8,371	8,166	16,537
Release of exchange reserve upon liquidation of a subsidiary	—	—	—	—	—	—	—	—	—	(230)	—	(230)	(318)	(548)
Share of other comprehensive income of an associate	—	—	1,197	—	5,362	—	—	—	—	(1,567)	—	4,992	6,899	11,891
Total comprehensive income for the year	—	—	7,978	—	5,362	—	—	—	—	6,574	940,496	960,410	749,586	1,709,996
Share of other reserve	—	—	—	—	—	—	—	—	—	—	—	—	3,551	3,551
Share of reserve movements of an associate	—	—	—	(76)	—	—	—	55,905	—	—	4,846	60,675	66,177	126,852
Net proceeds from rights issue (note 30(a))	—	—	—	—	—	—	—	210,329	—	—	—	210,329	—	210,329
Transfer to share capital and share premium upon completion of rights issue (note 30(a))	2,588	207,741	—	—	—	—	—	(210,329)	—	—	—	—	—	—
Transfer to share capital (note 30(b))	2,116,581	(2,116,581)	—	—	—	—	—	—	—	—	—	—	—	—
Transfer to capital reduction reserve (note 30(c))	(970,000)	—	—	—	—	970,000	—	—	—	—	—	—	—	—
Transfer to retained profits (note 30(c))	—	—	—	—	—	(963,027)	—	—	—	—	963,027	—	—	—
Capital contribution from non-controlling shareholders of subsidiaries	—	—	—	—	—	—	—	—	—	—	—	—	11,405	11,405
Acquisition of additional interest in a subsidiary	—	—	—	—	—	—	—	309,017	—	—	—	309,017	(397,854)	(88,837)
At 31 July 2014 and 1 August 2014	1,165,343	—	166,012	16,138	(527)	6,973	55,494	692,153	—	37,175	10,436,930 [#]	12,575,691	10,583,617	23,159,308

[#] Retained profits have been adjusted for the proposed final 2014 dividend in accordance with the current year's presentation, which is described in note 2.4 to the financial statements.

Consolidated Statement of Changes in Equity

Year ended 31 July 2015

	Attributable to owners of the Company											Non-controlling interests	Total	
	Share capital	Share premium account	Investment revaluation reserve	Share option reserve	Hedging reserve	Capital reduction reserve	Asset revaluation reserve	Other reserve	Statutory reserve	Exchange fluctuation reserve	Retained profits			Sub-total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 31 July 2014 and 1 August 2014	1,165,343	—	166,012	16,138	(527)	6,973	55,494	692,153	—	37,175	10,436,930	12,575,691	10,583,617	23,159,308
Profit for the year	—	—	—	—	—	—	—	—	—	—	1,290,676	1,290,676	990,477	2,281,153
Other comprehensive income/ (expense) for the year:														
Change in fair values of available-for-sale financial assets	—	—	(11,884)	—	—	—	—	—	—	—	—	(11,884)	(12,342)	(24,226)
Exchange realignments	—	—	—	—	—	—	—	—	—	(27,189)	—	(27,189)	(25,117)	(52,306)
Share of other comprehensive income/(expense) of associates	—	—	6,117	—	—	—	—	—	—	(19,196)	—	(13,079)	(12,163)	(25,242)
Total comprehensive income/ (expense) for the year	—	—	(5,767)	—	—	—	—	—	—	(46,385)	1,290,676	1,238,524	940,855	2,179,379
Final 2014 dividend declared (note 12)	—	—	—	—	—	—	—	—	—	—	(20,638)	(20,638)	—	(20,638)
Share of reserve movements of an associate	—	—	—	91	—	—	—	3,678	12,479	—	(7,442)	8,806	8,181	16,987
Recognition of share-based payments	—	—	—	156	—	—	—	—	—	—	—	156	528	684
Capital contribution from non-controlling shareholders of a subsidiary	—	—	—	—	—	—	—	—	—	—	—	—	26,820	26,820
Shares issued in lieu of cash dividend (note 30(d))	4,822	—	—	—	—	—	—	—	—	—	—	4,822	—	4,822
Shares issued by a subsidiary in lieu of cash dividend	—	—	—	—	—	—	—	(16,451)	—	—	—	(16,451)	22,051	5,600
Dividends paid to non-controlling shareholders of subsidiaries	—	—	—	—	—	—	—	—	—	—	—	—	(90,061)	(90,061)
Share options exercised (note 30(e))	7,484	—	—	(2,099)	—	—	—	—	—	—	—	5,385	—	5,385
At 31 July 2015	1,177,649	—	160,245	14,286	(527)	6,973	55,494	679,380	12,479	(9,210)	11,699,526	13,796,295	11,491,991	25,288,286

Consolidated Statement of Cash Flows

Year ended 31 July 2015

	Notes	2015 HK\$'000	2014 HK\$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		2,366,238	1,762,154
Adjustments for:			
Finance costs	8	269,667	267,124
Share of profits and losses of associates		(96,499)	(109,102)
Share of profits and losses of joint ventures		(354,243)	(110,702)
Discount on acquisition of additional interest in an associate		—	(150,660)
Fair value gains on investment properties		(1,553,881)	(1,115,466)
Provision for tax indemnity	34(b)	—	139,017
Depreciation	7(a)	58,968	44,833
Amortisation of prepaid land lease payments	7(a)	1,027	1,027
(Gain)/loss on disposal of items of property, plant and equipment	6, 7(a)	(69)	2,125
Gain on disposal of unlisted available-for-sale financial assets	6	—	(11,640)
Fair value (gain)/loss on a listed equity investment at fair value through profit or loss	6, 7(a)	(3,415)	2,796
Gain on disposal of a listed equity investment at fair value through profit or loss	6	—	(786)
Interest income	6	(37,148)	(22,545)
Dividend income from listed equity investments at fair value through profit or loss	6	—	(101)
Dividend income from unlisted available-for-sale financial assets	6	(97,149)	(38,154)
Impairment loss on an unlisted available-for-sale financial asset	7(a)	6,141	—
Employee share option benefits	7(a)	684	—
Reversal of overprovision for impairment of an associate		(49)	(102)
Foreign exchange differences, net		4,170	(1,621)
		564,442	658,197
Increase in properties under development for sale		(34,100)	(12,265)
Deposit paid for a properties under development for sale project	21	—	(488,357)
Increase in loan receivables		(77,697)	(29,216)
Decrease in completed properties for sale		197,149	659,262
Increase in inventories		(4,598)	(1,650)
Increase in debtors, deposits paid and other receivables		(57,625)	(31,917)
Increase/(decrease) in creditors, deposits received and accruals		118,338	(31,791)
		705,909	722,263
Cash generated from operations		705,909	722,263
Interest received		37,148	22,411
Interest paid on bank borrowings		(100,383)	(73,868)
Interest paid on guaranteed notes		(216,745)	(154,742)
Hong Kong profits tax paid		(31,990)	(19,313)
Overseas taxes paid		(6,149)	(16,960)
		387,790	479,791
Net cash flows from operating activities		387,790	479,791

Consolidated Statement of Cash Flows

Year ended 31 July 2015

	Notes	2015 HK\$'000	2014 HK\$'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of investment properties via an acquisition of a subsidiary		—	(123,145)
Purchases of items of property, plant and equipment		(1,622,452)	(65,108)
Additions to investment properties		(1,375,713)	(838,904)
Deposit paid for a development and operation of hotel project	21	—	(180,240)
Deposit paid for acquisition of property, plant and equipment	21	(9,321)	—
Deposit paid for additions to investment properties	21	—	(8,942)
Acquisition of equity investments at fair value through profit or loss		—	(57)
Acquisition of unlisted available-for-sale financial assets		(137,081)	(22,038)
Redemption of held-to-maturity debt investments		—	8,331
Proceeds from disposal of items of property, plant and equipment		466	881
Proceeds from disposal of investment properties		1,620	—
Proceeds from disposal of unlisted available-for-sale financial assets		—	12,741
Proceeds from disposal of a listed equity investment at fair value through profit or loss		—	3,377
Acquisition of additional interest in an associate		—	(26,180)
Acquisition of additional interest in a subsidiary		—	(88,837)
Advances to associates		(13,690)	(44,965)
Repayment from associates		6,681	2,924
Dividend received from an associate		—	609
Advances to joint ventures		(110,025)	(218,923)
Repayment from a joint venture		534,939	—
Dividend received from a joint venture		10,000	—
Interest received from held-to-maturity debt investments		—	229
Dividends received from listed equity investments at fair value through profit or loss		—	101
Dividends received from unlisted available-for-sale financial assets		97,149	38,154
Decrease/(increase) in pledged and restricted bank balances and time deposits		8,839	(216,412)
Settlement of tax indemnity		—	(24,302)
Net cash flows used in investing activities		(2,608,588)	(1,790,706)

Notes	2015 HK\$'000	2014 HK\$'000
CASH FLOWS FROM FINANCING ACTIVITIES		
New bank borrowings raised	2,127,465	8,587
Guaranteed notes issued	—	815,750
Repayment of bank borrowings	(484,175)	(446,750)
Guaranteed notes issue expenses	(4,904)	(12,136)
Bank financing charges	(32,461)	(6,510)
Capital contribution from non-controlling shareholders of subsidiaries	26,820	14,956
Net proceeds from rights issue	—	210,329
Dividend paid	(15,816)	—
Dividends paid to non-controlling shareholders of subsidiaries	(84,461)	—
Share options exercised	5,385	—
Net cash flows from financing activities	1,537,853	584,226
NET DECREASE IN CASH AND CASH EQUIVALENTS		
Cash and cash equivalents at beginning of year	2,457,510	3,183,396
Effect of foreign exchange rate changes, net	(5,067)	803
CASH AND CASH EQUIVALENTS AT END OF YEAR	1,769,498	2,457,510
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Non-pledged and non-restricted cash and bank balances	633,727	879,825
Non-pledged and non-restricted time deposits	1,135,771	1,577,685
	1,769,498	2,457,510

Notes to Financial Statements

31 July 2015

1. CORPORATE AND GROUP INFORMATION

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

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

- property development for sale;
- property investment;
- investment in and operation of hotels;
- investment in and operation of restaurants; and
- investment holding.

Details of the principal subsidiaries are set out in note 41 to the financial statements.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, equity investments at fair value through profit or loss and certain available-for-sale financial assets, which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 July 2015. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	<i>Investment Entities</i>
Amendments to HKAS 19	<i>Defined Benefit Plans: Employee Contributions</i>
Amendments to HKAS 32	<i>Offsetting Financial Assets and Financial Liabilities</i>
Amendments to HKAS 36	<i>Recoverable Amount Disclosures for Non-Financial Assets</i>
Amendments to HKAS 39	<i>Novation of Derivatives and Continuation of Hedge Accounting</i>
HK(IFRIC)-Int 21	<i>Levies</i>
<i>Annual Improvements 2010-2012 Cycle</i>	Amendments to a number of HKFRSs
<i>Annual Improvements 2011-2013 Cycle</i>	Amendments to a number of HKFRSs

The adoption of these revised standards and new interpretation has had no significant financial effect on the financial statements.

In addition, the requirements of Part 9 "Accounts and Audit" of the Hong Kong Companies Ordinance (Cap. 622) came into effect for the first time during the current financial year. The main impact to the financial statements is on the presentation and disclosure of certain information in the financial statements.

Notes to Financial Statements

31 July 2015

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

HKFRS 9	<i>Financial Instruments</i> ²
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ¹
Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i> ¹
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i> ¹
HKFRS 14	<i>Regulatory Deferral Accounts</i> ³
HKFRS 15	<i>Revenue from Contracts with Customers</i> ²
Amendments to HKAS 1	<i>Disclosure Initiative</i> ¹
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ¹
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i> ¹
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i> ¹
<i>Annual Improvements 2012-2014 Cycle</i>	Amendments to a number of HKFRSs ¹

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

² Effective for annual periods beginning on or after 1 January 2018

³ Effective for an entity that first adopts HKFRSs for its annual financial statements beginning on or after 1 January 2016 and therefore is not applicable to the Group

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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

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

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

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

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

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5.

Notes to Financial Statements

31 July 2015

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill

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

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

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (continued)

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

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

Fair value measurement

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

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

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

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

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

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

Notes to Financial Statements

31 July 2015

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties

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

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

or

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

Notes to Financial Statements

31 July 2015

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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

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

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment properties

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

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

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

Operating leases

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

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

Properties under development for sale

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

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

Completed properties for sale

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

Notes to Financial Statements

31 July 2015

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets

Initial recognition and measurement

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

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

Subsequent measurement

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

Financial assets at fair value through profit or loss

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

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

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

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

Loans and receivables

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Available-for-sale financial assets

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

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

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

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

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

Notes to Financial Statements

31 July 2015

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial assets

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

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

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

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

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

Financial assets carried at amortised cost

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

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

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

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

Assets carried at cost

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

Available-for-sale financial assets

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

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

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

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

Notes to Financial Statements

31 July 2015

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

Loans and borrowings

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

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

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventories

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

Cash and cash equivalents

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

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

Provisions

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

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

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

Income tax

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

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

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

Notes to Financial Statements

31 July 2015

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

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

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

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

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

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

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

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

- (a) revenue from the sale of properties is recognised when the significant risks and rewards of properties are transferred to the purchasers, which refers to the time when the construction of relevant properties has been completed and the properties are ready for delivery to the purchasers pursuant to the sales agreements, and collectability of the related receivables is reasonably assured. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position as deposits received;
- (b) rental and property management fee income is recognised in the period in which the properties are let and on the straight-line basis over the lease terms;
- (c) service income from hotel and restaurant operations and the provision of other related services is recognised when such services have been provided to customers;
- (d) revenue from the sale of food and other operating items is recognised when the food and other operating items are sold to customers and the significant risks and rewards of ownership have been transferred to the customers, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the food and other operating items sold;
- (e) interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (f) dividend income is recognised when the shareholders' right to receive payment has been established.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. In prior years, final dividends proposed by the board of directors were classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. Following the implementation of the Hong Kong Companies Ordinance (Cap. 622), proposed final dividends are disclosed in the notes to the financial statements.

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

Notes to Financial Statements

31 July 2015

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

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

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or income statement is also recognised in other comprehensive income or income statement, respectively).

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits

Share-based payments

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

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by using the Binomial Option Pricing Model, further details of which are given in note 31 to the financial statements.

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

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

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

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

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

Paid leave carried forward

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

Notes to Financial Statements

31 July 2015

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits (continued)

Retirement benefits

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

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

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

Impairment of assets

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Judgements (continued)

Provision for tax indemnity

Provision for tax indemnity is recognised at its fair value upon acquisition of Lai Sun Development Company Limited (“LSD”) on 30 September 2010. The provision represents tax liability arising from disposal of certain property interests in the PRC pursuant to certain indemnity deeds entered into by LSD. Management’s judgement is required to determine (i) the estimated sales proceeds and outgoings; and (ii) the latest development plan and status of individual property development projects. Further details are included in note 34(b) to the financial statements.

Estimation uncertainty

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

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

The best evidence of fair value is current prices in an active market for similar properties in the same location and condition and subject to similar leases and other contracts. In the absence of such information, management determines the amount within a range of reasonable fair value estimates. In making its judgement, management considers information from (i) independent valuations; (ii) current prices in an active market for properties of a different nature, condition or location by reference to available market information; (iii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the dates of transactions that occurred at those prices; and (iv) discounted cash flow projections, based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from external evidence such as current market rates for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of cash flows. The carrying amount at fair value of investment properties as at 31 July 2015 was approximately HK\$17,730,080,000 (2014: HK\$14,895,795,000) and that of an available-for-sale financial asset, of which the principal asset is an investment property, as at 31 July 2015 was approximately HK\$1,051,018,000 (2014: HK\$1,115,780,000).

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

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

Impairment of loans and receivables

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

Notes to Financial Statements

31 July 2015

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

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

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

4. SEGMENT INFORMATION

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

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

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

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

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

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

4. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

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

	Property development and sales		Property investment		Hotel operation		Restaurant operation		Others		Eliminations		Consolidated	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
Segment revenue:														
Sales to external customers	277,811	1,046,947	754,984	597,804	383,973	372,139	201,726	167,082	22,340	20,784	—	—	1,640,834	2,204,756
Intersegment sales	—	—	13,976	12,095	360	270	—	—	23,060	23,092	(37,396)	(35,457)	—	—
Other revenue	4,703	2,140	1,357	1,042	25	7	—	2,345	5,159	1,509	—	—	11,244	7,043
Total	282,514	1,049,087	770,317	610,941	384,358	372,416	201,726	169,427	50,559	45,385	(37,396)	(35,457)	1,652,078	2,211,799
Segment results	46,154	302,258	620,100	469,687	62,169	78,689	(8,921)	(13,382)	(8,531)	1,062	—	—	710,971	838,314
Interest income from bank deposits — unallocated													26,076	20,561
Unallocated revenue													122,257	56,763
Fair value gains on investment properties	—	—	1,553,881	1,115,466	—	—	—	—	—	—	—	—	1,553,881	1,115,466
Unallocated expenses													(228,022)	(233,273)
Provision for tax indemnity													—	(139,017)
Profit from operating activities													2,185,163	1,658,814
Finance costs													(269,667)	(267,124)
Share of profits and losses of associates	220	52	6,877	2,870	—	—	(2,462)	(2,094)	—	—	—	—	4,635	828
Share of profits and losses of associates — unallocated													91,864	108,274
Share of profits and losses of joint ventures	(686)	5,882	354,929	104,820	—	—	—	—	—	—	—	—	354,243	110,702
Discount on acquisition of additional interest in an associate													—	150,660
Profit before tax													2,366,238	1,762,154
Tax													(85,085)	(93,246)
Profit for the year													2,281,153	1,668,908

Notes to Financial Statements

31 July 2015

4. SEGMENT INFORMATION (CONTINUED)

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

	Property development and sales		Property investment		Hotel operation		Restaurant operation		Others		Consolidated	
	2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000
Segment assets and liabilities												
Segment assets	1,451,892	1,605,841	17,860,929	14,959,163	2,703,972	1,093,554	397,386	288,581	135,991	46,726	22,550,170	17,993,865
Interests in associates	7,434	7,743	40,642	33,300	—	—	21,669	18,610	—	—	69,745	59,653
Interests in associates — unallocated											3,907,377	3,822,193
Interests in joint ventures	948,346	1,494,050	4,989,447	4,524,493	—	—	—	—	—	—	5,937,793	6,018,543
Unallocated assets											3,161,248	3,847,650
Total assets											35,626,333	31,741,904
Segment liabilities	99,813	70,333	214,899	178,450	122,509	61,587	20,976	17,180	8,344	6,537	466,541	334,087
Bank borrowings											4,592,273	3,013,893
Guaranteed notes											3,500,015	3,496,144
Other borrowing, note payable and interest payable											361,619	350,282
Other unallocated liabilities											1,417,599	1,388,190
Total liabilities											10,338,047	8,582,596
Other segment information												
Amortisation of prepaid land lease payments	—	—	—	—	1,027	1,027	—	—	—	—	1,027	1,027
Depreciation	352	352	386	621	25,404	19,846	19,606	16,193	69	22	45,817	37,034
Depreciation — unallocated											13,151	7,799
											58,968	44,833
Capital expenditure	544,687	13,492	1,386,543	969,479	1,850,422	6,235	15,898	51,855	262	29	3,797,812	1,041,090
Capital expenditure — unallocated											8,048	23,414
											3,805,860	1,064,504

4. SEGMENT INFORMATION (CONTINUED)

Geographical information

During the year, management changed its reporting segment by geographical location to (i) Hong Kong; (ii) United Kingdom; (iii) Vietnam; and (iv) others as a result of growing importance of the United Kingdom segment to the Group. The corresponding information for the year ended 31 July 2014 has been re-presented accordingly.

The following table presents revenue and assets by geographical location of the assets:

	Hong Kong		United Kingdom		Vietnam		Others		Consolidated	
	2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000
Segment revenue										
Sales to external customers	1,134,214	1,822,474	122,946	11,874	380,775	367,208	2,899	3,200	1,640,834	2,204,756
Other revenue	11,219	6,158	—	—	4	7	21	878	11,244	7,043
Total	1,145,433	1,828,632	122,946	11,874	380,779	367,215	2,920	4,078	1,652,078	2,211,799
Segment assets										
Non-current assets	17,985,696	14,698,328	2,665,250	1,312,940	470,431	483,200	1,430	1,785	21,122,807	16,496,253
Current assets	982,687	1,096,435	76,713	25,737	364,060	372,212	3,903	3,228	1,427,363	1,497,612
Total	18,968,383	15,794,763	2,741,963	1,338,677	834,491	855,412	5,333	5,013	22,550,170	17,993,865

Information about major customers

For both the years ended 31 July 2015 and 31 July 2014, there was no revenue derived from a single customer which contributed more than 10% of the Group's revenue for the respective years.

Notes to Financial Statements

31 July 2015

5. RELATED PARTY TRANSACTIONS

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

(a) Transactions with related parties

	Note	2015 HK\$'000	2014 HK\$'000
Rental income and building management fee from:			
— eSun Holdings Limited (“eSun”) and its subsidiaries (collectively the “eSun Group”), an associate	a	11,267	10,518
Food and beverage income from the eSun Group	a	—	172
Sharing of corporate salaries on a cost basis allocated to the eSun Group		43,036	40,650
Sharing of administrative expenses on a cost basis allocated to the eSun Group		8,635	12,339
Rental expenses and building management fees to			
— an associate	a	1,991	1,959
— the eSun Group	a	73	152
Sharing of corporate salaries on a cost basis allocated from the eSun Group		6,300	6,001
Sharing of administrative expenses on a cost basis allocated from the eSun Group		517	886
Purchase of properties for sale from a joint venture	a	—	1,790

Notes:

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

5. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Compensation of key management personnel of the Group

	2015 HK\$'000	2014 HK\$'000
Short term employee benefits	47,603	48,148
Post-employment benefits	126	109
Total compensation paid to key management personnel	47,729	48,257

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

6. TURNOVER AND OTHER REVENUE

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

An analysis of turnover and other revenue are as follows:

	2015 HK\$'000	2014 HK\$'000
Turnover		
Sale of properties	277,811	1,046,947
Rental income and building management fee	754,984	597,804
Hotel, restaurant and other operations	608,039	560,005
	1,640,834	2,204,756
Other revenue		
Interest income from bank deposits	26,076	20,561
Interest income from held-to-maturity debt investments	—	134
Other interest income	11,072	1,850
Dividend income from listed equity investments at fair value through profit or loss	—	101
Dividend income from unlisted available-for-sale financial assets	97,149	38,154
Gain on disposal of unlisted available-for-sale financial assets	—	11,640
Gain on disposal of a listed equity investment at fair value through profit or loss	—	786
Gain on disposal of items of property, plant and equipment	69	—
Fair value gain on a listed equity investment at fair value through profit or loss	3,415	—
Others	21,796	11,141
	159,577	84,367

Notes to Financial Statements

31 July 2015

7. PROFIT FROM OPERATING ACTIVITIES

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

	Notes	2015 HK\$'000	2014 HK\$'000
Cost of inventories sold		80,132	74,980
Cost of completed properties sold		206,040	683,206
Depreciation [#]	14	58,968	44,833
Amortisation of prepaid land lease payments*	15	1,027	1,027
Staff costs (including directors' and chief executive officer's remuneration — note 9):			
Wages and salaries		280,284	265,044
Pension scheme contributions		6,989	5,727
Employee share option benefits		684	—
		287,957	270,771
Auditors' remuneration		4,085	4,085
Loss on disposal of items of property, plant and equipment*		—	2,125
Fair value loss on a listed equity investment at fair value through profit or loss*		—	2,796
Impairment loss on an unlisted available-for-sale financial asset*		6,141	—
Minimum lease payments under operating leases		21,891	23,889
Contingent rents		2,628	1,443
Total operating lease payments[^]		24,519	25,332
Minimum lease income under operating leases		(752,838)	(595,010)
Contingent rents		(2,148)	(2,794)
Total operating lease income		(754,986)	(597,804)
Less: Outgoings		98,877	91,630
Net rental income		(656,109)	(506,174)
Foreign exchange differences, net*		9,291	(441)

[#] Depreciation charge of approximately HK\$54,095,000 (2014: HK\$42,230,000) for property, plant and equipment is included in "other operating expenses, net" on the consolidated income statement.

[^] Operating lease payments of approximately HK\$18,511,000 (2014: HK\$16,510,000) is included in "other operating expenses, net" on the consolidated income statement.

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

(b) Other than those mentioned in note 7(a) above, "other operating expenses, net" also include service fee for operation of a club of approximately HK\$67,296,000 (2014: HK\$56,026,000).

8. FINANCE COSTS

	2015 HK\$'000	2014 HK\$'000
Interest on bank borrowings	99,785	74,023
Interest on guaranteed notes	225,849	160,246
Interest on other borrowing and note payable	11,337	11,338
Bank financing charges	26,926	22,744
	363,897	268,351
Less: Amount capitalised in a hotel development project (note 14)	(72,000)	—
Amount capitalised in properties under development for sale (note 17)	(22,230)	(1,227)
	269,667	267,124

Where funds have been borrowed generally and used for the purpose of obtaining qualifying assets, a capitalisation rate of 4.45% (2014: Nil) has been applied to the expenditure on the individual assets for the year ended 31 July 2015.

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION

Directors' and chief executive officer's remuneration for the year, disclosed pursuant to the Listing Rules and section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance, is as follows:

	2015 HK\$'000	2014 HK\$'000
Fees	1,942	1,942
Other emoluments:		
Salaries, allowances and benefits in kind	45,661	46,206
Pension scheme contributions	126	109
	45,787	46,315
	47,729	48,257

Notes to Financial Statements

31 July 2015

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

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

	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Pension scheme contributions HK\$'000	Total HK\$'000
2015				
Executive directors:				
Lam Kin Ming (note a)	298	810	—	1,108
Lam Kin Ngok, Peter (notes b and f)	48	23,316	36	23,400
Chew Fook Aun (notes c and f)	—	9,437	36	9,473
Lam Hau Yin, Lester (also alternate to U Po Chu) (notes d and f)	—	1,695	18	1,713
Lam Kin Hong, Matthew	48	384	18	450
U Po Chu (note a)	298	3,600	—	3,898
	692	39,242	108	40,042
Independent non-executive directors:				
Chow Bing Chiu	250	—	—	250
Lam Bing Kwan (note a)	500	—	—	500
Leung Shu Yin, William (note a)	500	—	—	500
	1,250	—	—	1,250
Chief executive officer:				
Yip Chai Tuck (notes e and f)	—	6,419	18	6,437
	1,942	45,661	126	47,729

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

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

Notes:

- The amounts for each of these directors included fees paid by LSD of HK\$250,000 (2014: HK\$250,000).
- The amounts included salaries and pension scheme contributions paid by LSD of HK\$18,192,000 (2014: HK\$17,664,000).
- The amounts included salaries and pension scheme contributions paid by LSD of HK\$8,107,000 (2014: HK\$7,756,000).
- The amounts were paid by LSD.
- Mr. Yip Chai Tuck was appointed as the chief executive officer on 19 August 2013. Mr. Yip was also appointed as a director of eSun Holdings Limited and Media Asia Group Holdings Limited in February 2014 and August 2014, respectively. Each of these two companies started paying basic salaries of HK\$1 million per annum to Mr. Yip with effect from 1 August 2014. Accordingly, the basic salaries paid by the Company to Mr. Yip was reduced by HK\$2 million to HK\$5.8 million per annum with effect from 1 August 2014.
- During the year, the Group made annual adjustments to basic salaries and paid discretionary bonuses. The basic salaries of Dr. Lam Kin Ngok, Peter and Messrs. Chew Fook Aun, Lam Hau Yin, Lester and Yip Chai Tuck were adjusted upward with effect from 1 January 2015 (within the range from 4.0% to 4.5%).

There were no other emoluments payable to the independent non-executive directors during the year (2014: Nil).

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2014: Nil).

Notes to Financial Statements

31 July 2015

10. EMPLOYEES' REMUNERATION

The five highest paid employees during the year included three (2014: three) directors and the chief executive officer (2014: one), details of whose remuneration are set out in note 9 above. Details of the remuneration of the remaining one (2014: one) non-director, non-chief executive officer and highest paid employee for the year are as follows:

	2015 HK\$'000	2014 HK\$'000
Salaries, allowances and benefits in kind	4,638	4,542
Pension scheme contributions	206	202
	4,844	4,744

The remuneration of the non-director, non-chief executive officer and highest paid employee fell within the band of HK\$4,500,001 to HK\$5,000,000. Such remuneration was paid by LSD.

11. TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2014: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

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

	2015 HK\$'000	2014 HK\$'000
Current tax		
Hong Kong	50,897	70,495
Overseas	23,135	18,199
	74,032	88,694
Deferred tax (note 29)	8,532	1,980
Prior years' (overprovision)/underprovision		
Hong Kong	(55)	212
Overseas	2,576	2,360
	2,521	2,572
Tax charge for the year	85,085	93,246

11. TAX (CONTINUED)

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

	2015 HK\$'000	2014 HK\$'000
Profit before tax	2,366,238	1,762,154
Less: Share of profits and losses of associates	(96,499)	(109,102)
Share of profits and losses of joint ventures	(354,243)	(110,702)
Profit before tax attributable to the Company and its subsidiaries	1,915,496	1,542,350
Tax at the statutory tax rate of 16.5% (2014: 16.5%)	316,057	254,488
Higher tax rate for other countries	6,460	4,839
Adjustments in respect of current tax of previous periods	2,521	2,572
Income not subject to tax	(302,208)	(229,990)
Expenses not deductible for tax purposes	59,969	38,434
Tax losses utilised from previous periods	(5,127)	(13,572)
Tax losses not recognised	7,413	36,475
Tax charge for the year	85,085	93,246

12. DIVIDEND

	2015 HK\$'000	2014 HK\$'000
Proposed final — HK1.10 cents (2014: HK1.10 cents) per ordinary share	20,809	20,638

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

Notes to Financial Statements

31 July 2015

13. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

	2015 HK\$'000	2014 HK\$'000
Earnings		
Earnings for the purpose of basic earnings per share	1,290,676	940,496
Effect of dilutive potential ordinary shares arising from adjustment to the share of profit of a subsidiary based on dilution of its earnings per share	(4,358)	(3,618)
Earnings for the purpose of diluted earnings per share	1,286,318	936,878
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	1,880,841	1,774,517
Effect of dilutive potential ordinary shares arising from share options	8,959	9,704
Weighted average number of ordinary shares for the purpose of diluted earnings per share	1,889,800	1,784,221

14. PROPERTY, PLANT AND EQUIPMENT

	Hotel properties	Leasehold buildings	Leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Computers	Motor vessels	Construction in progress	Total
Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Cost:									
At 1 August 2013	487,581	343,714	41,110	42,811	8,422	4,875	20,355	11,000	959,868
Additions	—	—	42,134	18,244	—	3,264	16,208	2,258	82,108
Disposals/write-off	—	—	(3,277)	(6,332)	—	(900)	—	—	(10,509)
At 31 July 2014 and 1 August 2014									
	487,581	343,714	79,967	54,723	8,422	7,239	36,563	13,258	1,031,467
Finance cost capitalised	8	—	—	—	—	—	—	72,000	72,000
Additions	—	—	9,616	10,402	9,519	759	—	1,772,396	1,802,692
Disposals/write-off	—	—	(14)	(1,123)	(1,484)	(18)	—	—	(2,639)
At 31 July 2015	487,581	343,714	89,569	64,002	16,457	7,980	36,563	1,857,654	2,903,520
Accumulated depreciation:									
At 1 August 2013	45,319	13,922	15,646	16,670	7,263	3,434	18,879	—	121,133
Depreciation provided during the year	7(a)	15,994	7,361	12,674	495	812	1,080	—	44,833
Disposals/write-off	—	—	(1,654)	(5,337)	—	(512)	—	—	(7,503)
At 31 July 2014 and 1 August 2014									
	61,313	21,283	26,666	17,750	7,758	3,734	19,959	—	158,463
Depreciation provided during the year	7(a)	15,997	7,360	14,337	2,478	1,307	4,744	—	58,968
Disposals/write-off	—	—	(6)	(749)	(1,482)	(5)	—	—	(2,242)
At 31 July 2015	77,310	28,643	40,997	29,746	8,754	5,036	24,703	—	215,189
Net carrying amount:									
At 31 July 2015	410,271	315,071	48,572	34,256	7,703	2,944	11,860	1,857,654	2,688,331
At 31 July 2014	426,268	322,431	53,301	36,973	664	3,505	16,604	13,258	873,004

Notes to Financial Statements

31 July 2015

15. PREPAID LAND LEASE PAYMENTS

	2015 HK\$'000	2014 HK\$'000
Cost:		
At beginning and end of year	26,894	26,894
Accumulated amortisation:		
At beginning of year	3,939	2,912
Amortisation provided for the year (note 7(a))	1,027	1,027
At end of year	4,966	3,939
Net carrying amount:		
At beginning of year	22,955	23,982
At end of year	21,928	22,955

16. INVESTMENT PROPERTIES

	2015 HK\$'000	2014 HK\$'000
Carrying amount at beginning of year	14,895,795	12,775,296
Exchange realignment	(104,536)	36,129
Additions, at cost	1,386,481	968,904
Disposal	(1,541)	—
Fair value gains	1,553,881	1,115,466
Carrying amount at end of year	17,730,080	14,895,795

Most of the investment properties of the Group are leased to third parties under operating leases, further summary details of which are included in note 35(a) to the financial statements.

Certain investment properties of the Group with carrying amounts of approximately HK\$17,377,950,000 (2014: HK\$13,806,570,000) were pledged to banks to secure banking facilities granted to the Group (note 26).

Valuation process

The directors of the Company have determined that all investment properties are completed properties held for rental, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 July 2015 based on valuations performed by Savills Valuation and Professional Services Limited and Savills (UK) Limited, independent professionally qualified valuers, at HK\$15,074,130,000 (2014: HK\$13,582,960,000) and HK\$2,655,950,000 (2014: HK\$1,312,835,000), respectively. Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management has discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuations are performed for interim and annual financial reporting.

16. INVESTMENT PROPERTIES (CONTINUED)

Valuation techniques

Fair value measurement using significant unobservable inputs (Level 3)

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

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

2015

Description	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Completed properties held for rental	Income capitalisation method	Average monthly market rent per square foot	HK\$12 to HK\$332	The higher the market rent, the higher the fair value
		Capitalisation rate	3.4% to 5.2%	The higher the capitalisation rate, the lower the fair value

2014

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

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2014: Nil).

Notes to Financial Statements

31 July 2015

17. PROPERTIES UNDER DEVELOPMENT FOR SALE

	2015 HK\$'000	2014 HK\$'000
At beginning of year, at cost	184,461	879,561
Additions	522,457	12,265
Interest and bank financing charges capitalised (note 8)	22,230	1,227
Transfers to completed properties for sale	—	(708,592)
At end of year, at cost	729,148	184,461

As at 31 July 2015, certain of the Group's properties under development for sale with a total carrying amount of approximately HK\$545,247,000 (2014: Nil) were pledged to banks to secure banking facilities granted to the Group (note 26).

18. INTERESTS IN ASSOCIATES/INTERESTS IN JOINT VENTURES

(a) Interests in associates

	2015 HK\$'000	2014 HK\$'000
Share of net assets	3,784,496	3,696,252
Amounts due from associates	371,324	365,218
Provision for impairment	(178,698)	(179,624)
	3,977,122	3,881,846
Market value of listed shares at the end of the reporting period	422,175	463,872

The amounts due from associates are unsecured, interest-free and not expected to be repayable in the foreseeable future, except for amounts due from associates of approximately HK\$14,104,000 (2014: HK\$13,715,000) by the Group as at 31 July 2015 which bore interest at the prevailing market rate. In the opinion of the directors, these balances are considered as part of the Group's net investments in the associates.

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

During the year, the provision for impairment decreased by approximately HK\$926,000 (2014: increased by approximately HK\$1,205,000).

Details of the principal associates are set out in note 42 to the financial statements.

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

(a) Interests in associates (continued)

The eSun Group

The financial year end date of eSun Group, which is considered as a principal associate of the Group, is coterminous with that of the Group.

The eSun Group has been accounted for using the equity method in these financial statements.

- (i) During the period from November 2013 to December 2013, LSD acquired 1.33% additional interest in eSun from the public shareholders at a cost of approximately HK\$18,545,000 and LSD's interest in eSun increased from 39.93% to 41.26%. In May 2014, LSD further acquired 0.66% additional interest in eSun from the public shareholders at a cost of approximately HK\$7,635,000 and LSD's interest in eSun increased from 41.26% to 41.92%. Discount on acquisition of approximately HK\$150,660,000 arose from these acquisitions.
- (ii) In June 2014, a wholly-owned subsidiary of eSun issued RMB650 million 8.375% secured guaranteed notes which will mature in 2018. In relation to these notes, LSD entered into a keepwell and security shortfall support deed (the "**Keepwell Deed**") and a deed of equity interest purchase undertaking (the "**Undertaking Deed**") on 17 June 2014.

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

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

	31 July 2015 HK\$'000	31 July 2014 HK\$'000
Current assets	7,811,709	7,189,555
Non-current assets	21,064,984	19,337,851
Current liabilities	(4,753,177)	(2,323,937)
Non-current liabilities	(6,981,001)	(7,623,360)
Net assets attributable to owners of eSun	9,164,680	8,926,185
Non-controlling interests	7,977,835	7,653,924

Notes to Financial Statements

31 July 2015

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

(a) Interests in associates (continued)

	Year ended 31 July 2015 HK\$'000	Year ended 31 July 2014 HK\$'000
Turnover	3,329,495	2,344,796
Profit for the year	621,876	648,388
Other comprehensive (expense)/income for the year	(141,109)	64,945
Total comprehensive income for the year	480,767	713,333
Profit for the year attributable to owners of eSun	258,231	268,618
Total comprehensive income for the year attributable to owners of eSun	197,975	302,233

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

	31 July 2015 HK\$'000	31 July 2014 HK\$'000
Net assets attributable to owners of eSun	9,164,680	8,926,185
LSD's 41.92% (2014: 41.92%) interest in the eSun Group	3,841,834	3,741,858
Fair value adjustment	5,851	6,132
	3,847,685	3,747,990
The Group's share of net liabilities of the remaining associates not individually material	(63,189)	(51,738)
The Group's share of net assets of associates	3,784,496	3,696,252
	Year ended 31 July 2015 HK\$'000	Year ended 31 July 2014 HK\$'000
The Group's share of (loss)/profit and total comprehensive (expense)/income of the remaining associates not individually material	(11,470)	62

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

(b) Interests in joint ventures

	2015 HK\$'000	2014 HK\$'000
Share of net assets	3,961,515	3,617,351
Amounts due from joint ventures	1,976,278	2,401,192
	5,937,793	6,018,543

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

Certain shares in joint ventures held by the Group were pledged to banks to secure banking facilities granted to the joint ventures.

All joint ventures are 50% held by LSD. The percentage of ownership interest attributable to the Group is arrived after considering the Company's ownership interest of 51.88% (2014: 51.97%) in LSD.

All the joint ventures have been accounted for using the equity method in these financial statements. During the year, a dividend of HK\$20,000,000 was declared by a joint venture (2014: Nil).

Details of principal joint ventures are set out in note 43 to the financial statements.

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

Notes to Financial Statements

31 July 2015

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

(b) Interests in joint ventures (continued)

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

The Best Value Group, a 50%-owned joint venture, principally held a property for rental in Hong Kong. The property "8 Observatory Road" is located at 8 Observatory Road, Tsim Sha Tsui, Hong Kong.

	31 July 2015 HK\$'000	31 July 2014 HK\$'000
Current assets	63,645	98,071
Non-current assets	3,000,000	2,300,000
Current liabilities	(78,067)	(4,550)
Non-current liabilities	(1,274,180)	(1,054,180)
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	62,415	97,870
Non-current financial liabilities (excluding trade and other payables)	(1,274,180)	(1,054,180)
	Year ended 31 July 2015 HK\$'000	Year ended to 31 July 2014 HK\$'000
Turnover	—	—
Profit and total comprehensive income for the year	372,057	80,347

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

(b) Interests in joint ventures (continued)

Best Value International Limited and its subsidiaries (the “Best Value Group”) (continued)

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

	31 July 2015 HK\$'000	31 July 2014 HK\$'000
Net assets of the Best Value Group	1,711,398	1,339,341
LSD's 50% ownership interest in the Best Value Group	855,699	669,671
Amount due from the Best Value Group	637,090	527,090
Carrying amount of the Group's interest in the Best Value Group	1,492,789	1,196,761

Diamond Path Limited, Strongly Limited and Orient Hero Management Limited (the “Diamond Path Group”)

The Diamond Path Group, a 50%-owned joint venture, principally engaged in development of a residential/commercial project for sale in Hong Kong located at Area 68A2, Tseung Kwan O.

	31 July 2015 HK\$'000	31 July 2014 HK\$'000
Current assets	15,596	59,786
Non-current assets	3,312,961	2,925,133
Current liabilities	(67,439)	(24,863)
Non-current liabilities	(3,263,309)	(2,961,000)
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	15,084	14,311
Non-current financial liabilities (excluding trade and other payables and provisions)	(3,263,309)	(2,961,000)

Notes to Financial Statements

31 July 2015

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

(b) Interests in joint ventures (continued)

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

	Year ended 31 July 2015 HK\$'000	Year ended to 31 July 2014 HK\$'000
Turnover	—	—
Loss and total comprehensive expense for the year	(1,247)	(827)

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

	31 July 2015 HK\$'000	31 July 2014 HK\$'000
Net liabilities of the Diamond Path Group	(2,191)	(944)
LSD's 50% ownership interest in the Diamond Path Group	(1,095)	(472)
Amount due from the Diamond Path Group	945,591	1,480,516
Carrying amount of the Group's interest in the Diamond Path Group	944,496	1,480,044

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

(b) Interests in joint ventures (continued)

Diamond String Limited (“Diamond String”)

Diamond String, a 50%-owned joint venture, principally held property for rental in Hong Kong. The property “CCB Tower” is located at 3 Connaught Road Central, Hong Kong.

	31 July 2015 HK\$'000	31 July 2014 HK\$'000
Current assets	233,201	224,766
Non-current assets	7,902,359	7,684,609
Current liabilities	(244,347)	(111,949)
Non-current liabilities	(1,685,091)	(1,929,105)
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	204,923	187,887
Non-current financial liabilities (excluding trade and other payables and provisions)	(1,600,342)	(1,929,105)
	Year ended 31 July 2015 HK\$'000	Year ended 31 July 2014 HK\$'000
Turnover	227,297	216,089
Profit and total comprehensive income for the year	337,801	129,293
The above profit and total comprehensive income for the year include the following:		
Interest income	516	987
Interest expense	25,891	30,407

Notes to Financial Statements

31 July 2015

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

(b) Interests in joint ventures (continued)

Diamond String Limited ("Diamond String") (continued)

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

	31 July 2015 HK\$'000	31 July 2014 HK\$'000
Net assets of Diamond String	6,206,122	5,868,321
LSD's 50% ownership interest in Diamond String	3,103,061	2,934,160
Amount due from Diamond String	393,597	393,572
Carrying amount of the Group's interest in Diamond String	3,496,658	3,327,732

19. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2015 HK\$'000	2014 HK\$'000
Listed equity investments, at fair value	123,665	—
Unlisted equity investments, at fair value	1,202,233	1,219,214
Unlisted equity investments, at cost	38,460	38,460
Provision for impairment	(25,208)	(25,208)
	1,339,150	1,232,466

As at 31 July 2015, unlisted investments of the Group with a carrying amount of approximately HK\$13,252,000 (2014: HK\$13,252,000) were stated at cost less impairment because the directors are of the opinion that the variability in the range of reasonable fair value estimates is significant and the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating the fair value.

The directors consider an unlisted equity investment has been impaired and an impairment loss of approximately HK\$6,141,000 has been reclassified from other comprehensive income and recognised in the income statement for the year.

As at 31 July 2015, included in available-for-sale financial assets at fair value was an equity interest in Bayshore Development Group Limited ("Bayshore"), the principal activity of which is property investment, of approximately HK\$1,051,018,000 (2014: HK\$1,115,780,000). As at 31 July 2014, the interest held by the Group was pledged to banks to secure a syndicated loan facility granted to Bayshore.

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

Valuation techniques

Fair value measurement using significant unobservable inputs (Level 3)

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

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

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

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

2015

Valuation technique	Unobservable inputs		Relationship of unobservable inputs to fair value
Income capitalisation method	Average monthly market rent per square foot	HK\$107	The higher the market rent, the higher the fair value
	Capitalisation rate	3.0%	The higher the capitalisation rate, the lower the fair value

2014

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

Notes to Financial Statements

31 July 2015

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

	2015 HK\$'000	2014 HK\$'000
Cash and bank balances	757,662	948,790
Time deposits	1,435,631	1,941,354
	2,193,293	2,890,144
Less: Non-current portion of pledged balances for bank borrowings:		
Bank balances	—	(68,965)
Time deposits	—	(112,418)
Non-current portion of pledged and restricted balance for guaranteed notes:		
Time deposit (Note)	(124,659)	(188,438)
	(124,659)	(369,821)
Less: Current portion of pledged balances for bank borrowings:		
Bank balances	(123,935)	—
Time deposits	(112,758)	—
Current portion of pledged and restricted balance for guaranteed notes:		
Time deposits (Note)	(62,443)	(62,813)
	(299,136)	(62,813)
Cash and cash equivalents	1,769,498	2,457,510

The conversion of Vietnamese Dong (“VND”)/Renminbi (“RMB”) denominated cash and bank balances and time deposits into foreign currencies and the remittance of such foreign currencies denominated balances out of Vietnam/the PRC are subject to the relevant rules and regulations of foreign exchange control promulgated by the respective government authorities concerned. As at 31 July 2015, such VND and RMB denominated cash and bank balances and time deposits of the Group amounted to approximately HK\$70,815,000 (2014: HK\$30,324,000) and approximately HK\$574,000 (2014: HK\$587,000), respectively.

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

Note: On the issue date of the LSG Notes (as defined and disclosed in note 27(a)), the Group deposited an amount, being the amount of interest due in respect of the LSG Notes for the interest periods after the issue of the LSG Notes into an interest reserve account which would be charged for the benefit of the holders of the LSG Notes. The amount in the interest reserve account would be reduced by the interest payment on 24 January and 24 July of each year, commencing on 24 January 2015. As at 31 July 2015, an amount of approximately HK\$187,102,000 (2014: HK\$251,251,000) (approximately RMB150,150,000 (2014: RMB200,200,000)) of the Group's time deposits was deposited into the interest reserve account.

21. DEPOSITS PAID AND OTHER RECEIVABLES

	2015 HK\$'000	2014 HK\$'000
Deferred rental benefits	—	223
Rental and other deposits	10,722	4,106
Loan receivables:		
Variable-rate mortgage loan receivables	15,128	16,384
Fixed-rate other loan receivables	97,569	29,216
	112,697	45,600
Other receivables	9,228	—
Deposits paid:		
For acquisition of property, plant and equipment	9,321	—
For additions to investment properties	—	8,942
For a development and operation of hotel project	—	180,240
For a properties under development for sale project	—	488,357
	9,321	677,539
	141,968	727,468

22. COMPLETED PROPERTIES FOR SALE

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

23. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2015 HK\$'000	2014 HK\$'000
Equity investments at market value	5,574	2,159

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

Notes to Financial Statements

31 July 2015

24. DEBTORS, DEPOSITS PAID AND OTHER RECEIVABLES

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

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

	2015 HK\$'000	2014 HK\$'000
Trade debtors:		
Not yet due or less than 30 days past due	7,620	8,594
31 – 60 days past due	1,433	1,401
61 – 90 days past due	408	242
Over 90 days past due	2,470	1,402
	11,931	11,639
Other receivables	53,237	62,929
Deposits paid and prepayments	115,720	63,060
	180,888	137,628

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

25. CREDITORS, DEPOSITS RECEIVED AND ACCRUALS

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

	2015 HK\$'000	2014 HK\$'000
Trade creditors:		
Not yet due or less than 30 days past due	12,667	9,880
31 – 60 days past due	1,485	1,705
61 – 90 days past due	903	199
Over 90 days past due	1,298	174
	16,353	11,958
Other payables and accruals	203,583	175,722
Deposits received and other provisions	220,878	137,187
	440,814	324,867

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

26. BANK BORROWINGS

	Effective annual interest rate (%)	2015 HK\$'000	2014 HK\$'000
Current			
Bank borrowings — secured	2.0 – 3.4 (2014: 2.0 – 4.3)	1,321,665	430,408
Non-current			
Bank borrowings — secured	2.0 – 3.4 (2014: 2.0 – 4.3)	3,270,608	2,583,485
		4,592,273	3,013,893

Notes to Financial Statements

31 July 2015

26. BANK BORROWINGS (CONTINUED)

	2015 HK\$'000	2014 HK\$'000
Analysed into:		
Bank borrowings repayable:		
Within one year	1,321,665	430,408
In the second year	1,331,330	2,583,485
In the third to fifth years, inclusive	1,939,278	—
	4,592,273	3,013,893

Other than disclosed elsewhere in the financial statements, the Group's bank borrowings as at the end of the reporting period were secured, inter alia, by:

- (i) fixed charges over certain investment properties and certain properties under development for sale of the Group with carrying amounts of approximately HK\$17,377,950,000 (2014: HK\$13,806,570,000) (note 16) and HK\$545,247,000 (2014: Nil) (note 17);
- (ii) floating charges over all assets of certain subsidiaries of the Group with the aggregate carrying amounts of approximately HK\$7,075,238,000 (2014: HK\$3,964,666,000), of which approximately HK\$6,985,950,000 (2014: HK\$3,950,000,000) including the carrying amounts of the investment properties, is also included in note (i);
- (iii) charges over shares of certain subsidiaries held by the Group (note 41); and
- (iv) guarantees to the extent of approximately HK\$2,032,053,000 (2014: HK\$217,561,000) provided by LSD.

27. GUARANTEED NOTES

	Notes	2015 HK\$'000	2014 HK\$'000
RMB650,000,000 7.7% guaranteed notes	a	796,691	798,022
US\$350,000,000 5.7% guaranteed notes	b	2,703,324	2,698,122
		3,500,015	3,496,144

Notes:

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

The net proceeds from the offering are approximately RMB635,000,000 and used for general working capital purposes.

	2015 HK\$'000	2014 HK\$'000
Guaranteed notes	809,965	815,750
Issue expenses	(13,274)	(17,728)
	796,691	798,022
Fair value of the LSG Notes	813,002	838,289

The fair value was determined by reference to the closing price of the LSG Notes published by a leading global financial market data provider as at 31 July 2015 and 31 July 2014.

As at 31 July 2015, the LSG Notes were secured by the share charge over 10,426 million (2014: 10,426 million) ordinary shares of LSD held by the Group, the account charge on the interest reserve account (note 20) and the corporate guarantee by the Company for all amounts outstanding under the LSG Notes.

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

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

	2015 HK\$'000	2014 HK\$'000
Guaranteed notes	2,713,550	2,712,500
Issue expenses	(10,226)	(14,378)
	2,703,324	2,698,122
Fair value of the LSD Notes	2,747,300	2,741,500

The fair value was determined by reference to the closing price of the LSD Notes published by a leading global financial market data provider as at 31 July 2015 and 31 July 2014.

Notes to Financial Statements

31 July 2015

28. OTHER BORROWING, NOTE PAYABLE AND INTEREST PAYABLE

	Notes	2015 HK\$'000	2014 HK\$'000
Other borrowing — unsecured	a, c	31,745	31,745
Note payable	b, c	195,000	195,000
Interest payable		134,874	123,537
		361,619	350,282

Notes:

- Other borrowing as at 31 July 2015 was a loan of HK\$31,745,000 (2014: HK\$31,745,000) due to the late Mr. Lim Por Yen. Mr. Lim Por Yen, who passed away on 18 February 2005, was a former executive director and shareholder of the Company. A loan facility of HK\$100 million was granted by him in prior years, which bore interest at the best lending rate quoted by a designated bank in Hong Kong and was originally due for repayment on 30 November 2005.
- Note payable represented a loan note payable to the late Mr. Lim Por Yen. According to the terms of the note payable, it was unsecured, bore interest at the best lending rate quoted by a designated bank in Hong Kong and was originally due for repayment on 30 April 2006.
- On 31 July 2015, the executor of Mr. Lim Por Yen's estate, at the request of the Group, confirmed to the Group that no demand for settlement of the outstanding amount or the related interest would be made on or before 1 August 2016. The effective interest rate is 5% per annum.

29. DEFERRED TAX

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

	Accelerated tax depreciation HK\$'000	Tax losses HK\$'000	Others HK\$'000	Total HK\$'000
At 1 August 2013	(180,234)	1,689	556	(177,989)
Fair value adjustments arising from acquisition of property, plant and equipment from a joint venture	(40)	—	—	(40)
Deferred tax (charged)/credited to the consolidated income statement during the year (note 11)	(2,159)	232	(53)	(1,980)
Acquisition of a subsidiary	(361)	—	—	(361)
At 31 July 2014 and 1 August 2014	(182,794)	1,921	503	(180,370)
Deferred tax (charged)/credited to the consolidated income statement during the year (note 11)	(7,179)	(1,427)	74	(8,532)
At 31 July 2015	(189,973)	494	577	(188,902)

29. DEFERRED TAX (CONTINUED)

Apart from tax losses for which deferred tax had been recognised above, the Group had estimated tax losses of approximately HK\$1.5 billion (2014: HK\$1.5 billion) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as future taxable profits may not be available to utilise such losses in the foreseeable future.

At 31 July 2015, there was no significant unrecognised deferred tax liability (2014: Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries and associates as the Group has no liability to additional tax should such amounts be remitted.

30. SHARE CAPITAL

	2015		2014	
	Number of shares	Total amount HK\$'000	Number of shares	Total amount HK\$'000
Issued and fully paid ordinary shares	1,891,763,427	1,177,649	1,876,211,167	1,165,343

A summary of movements in the Company's share capital is as follows:

	Notes	Number of shares in issue	Share capital HK\$'000	Share premium account HK\$'000	Total amount HK\$'000
At 1 August 2013		1,617,423,423	16,174	1,908,840	1,925,014
Transfer to share capital and share premium account upon completion of rights issue	a	258,787,744	2,588	207,741	210,329
Transfer from share premium account to share capital	b	—	2,116,581	(2,116,581)	—
Transfer to capital reduction reserve	c	—	(970,000)	—	(970,000)
At 31 July 2014 and 1 August 2014		1,876,211,167	1,165,343	—	1,165,343
Shares issued in lieu of cash dividend	d	4,802,260	4,822	—	4,822
Share options exercised	e	10,750,000	7,484	—	7,484
At 31 July 2015		1,891,763,427	1,177,649	—	1,177,649

Notes to Financial Statements

31 July 2015

30. SHARE CAPITAL (CONTINUED)

Notes:

- a. Pursuant to the prospectus dated 13 January 2014, the Company proposed a rights issue of 258,787,744 shares on the basis of four rights shares for every twenty five existing shares of the Company at a subscription price of HK\$0.834 each. The rights issue was subsequently completed on 4 February 2014 (the “**Completion**”). The net proceeds from the rights issue of approximately HK\$210,329,000, after deduction of rights issue expenses of approximately HK\$5,500,000, were recorded as other reserve prior to the Completion. Following the Completion, approximately HK\$2,588,000 and HK\$207,741,000 were credited to share capital and share premium account, respectively.
- b. In accordance with the transitional provisions set out in section 37 of Schedule 11 to the Hong Kong Companies Ordinance, on 3 March 2014, any amount standing to the credit of the share premium account has become part of the Company’s share capital.
- c. On 25 July 2014, the reduction of the amount standing to the credit of the share capital account of the Company by a sum equal to HK\$970,000,000 (“**Capital Reduction**”) became effective. The credit arising from the Capital Reduction was applied to a capital reduction reserve account of the Company. The Company used capital reduction reserve of HK\$963,027,000 to set off against the Company’s accumulated realised losses.
- d. On 9 December 2014, the Company’s shareholders approved at the annual general meeting a final dividend of HK\$0.011 per share payable in cash with a scrip dividend alternative (the “**Scrip Dividend Scheme**”) for the year ended 31 July 2014 (the “**2014 Final Dividend**”). During the period, 4,802,260 new shares were issued by the Company at a deemed price of HK\$1.004 per share, credited as fully paid, to shareholders of the Company who had elected to receive scrip shares in lieu of cash under the Scrip Dividend Scheme to settle HK\$4,822,000 of the 2014 Final Dividend. The remaining of the 2014 Final Dividend of HK\$15,816,000 was satisfied by cash.

Further details of the Scrip Dividend Scheme are set out in the Company’s circular dated 30 December 2014.

- e. The subscription rights attaching to 10,750,000 share options were exercised at the subscription price of HK\$0.501 per share (note 31), resulting in the issue of 10,750,000 shares for a total cash consideration, before expenses, of approximately HK\$5,385,000. An amount approximately of HK\$2,099,000 was transferred from the share option reserve to share capital upon the exercise of the share options.

31. SHARE OPTION SCHEMES

Company

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

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

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

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

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

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

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

Notes to Financial Statements

31 July 2015

31. SHARE OPTION SCHEMES (CONTINUED)

Company (continued)

Details of the movements of share options outstanding under the Share Option Scheme during the years are as follows:

	2015		2014	
	Number of underlying shares comprised in share options	Weighted average exercise price per share* HK\$	Number of underlying shares comprised in share options	Weighted average exercise price per share* HK\$
Outstanding at beginning of year	52,377,489	0.957	45,153,008	1.112
Granted during the year	600,000	1.05	—	—
Exercised during the year	(10,750,000)	0.501	—	—
Adjustment during the year (Note)	—	—	7,224,481	—
Outstanding of end of year	42,227,489	1.074	52,377,489	0.957

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

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

The exercise price of the Company's share options granted on 21 January 2015 was HK\$1.05 per share. The closing price of the Company's shares immediately before 21 January 2015, the date of grant, was HK\$0.99.

The fair value of the share options granted during the year was approximately HK\$156,000 (2014: Nil), of which the Group recognised the entire amount as an expense during the year.

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

	2015
Dividend yield (%)	0.9910
Expected volatility (%)	43.8890
Historical volatility (%)	43.8890
Risk-free interest rate (%)	1.4172
Expected life of options (years)	10
Closing share price (HK\$ per share)	1.05

31. SHARE OPTION SCHEMES (CONTINUED)

Company (continued)

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

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

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

At the end of the reporting period, the Company had 42,227,489 share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 42,227,489 additional ordinary shares of the Company and additional share capital of approximately HK\$45,359,000 (before issue expenses).

At 31 July 2014, the Company had 52,377,489 share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 52,377,489 additional ordinary shares of the Company and additional share capital of approximately HK\$50,115,000 (before issue expenses).

As at the date of approval of these financial statements, further options to subscribe for a maximum of 108,764,853 (2014: 109,364,853) shares in the Company could be granted under the Share Option Scheme. Together with the underlying 42,227,489 (2014: 52,377,489) shares comprised in the share options remained outstanding as at 31 July 2015 and the date of approval of these financial statements, a total number of 150,992,342 (2014: 161,742,342) shares are available for issue under the Share Option Scheme, representing approximately 7.98% (2014: 8.62%) of the Company's share in issue as at the date of approval of these financial statements.

LSD

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

Notes to Financial Statements

31 July 2015

31. SHARE OPTION SCHEMES (CONTINUED)

LSD (continued)

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

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

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

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

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

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

31. SHARE OPTION SCHEMES (CONTINUED)

LSD (continued)

Details of the movements of LSD's share options outstanding under the LSD Share Option Scheme during the years are as follows:

	2015		2014	
	Number of underlying shares comprised in share options	Weighted average exercise price per share* HK\$	Number of underlying shares comprised in share options	Weighted average exercise price per share* HK\$
Outstanding at beginning of year	702,823,903	0.271	702,823,903	0.271
Granted during the year	11,000,000	0.174	—	—
Outstanding at end of year	713,823,903	0.269	702,823,903	0.271

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

The exercise price of LSD's share options granted on 21 January 2015 was HK\$0.174 per share. The closing price of LSD's shares immediately before 21 January 2015, the date of grant, was HK\$0.171.

The fair value of the share options granted during the year was approximately HK\$528,000 (2014: Nil), of which the Group recognised the entire amount as an expense during the year.

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

	2015
Dividend yield (%)	1.3021
Expected volatility (%)	53.6130
Historical volatility (%)	53.6130
Risk-free interest rate (%)	1.4172
Expected life of options (years)	10
Closing share price (HK\$ per share)	0.172

Notes to Financial Statements

31 July 2015

31. SHARE OPTION SCHEMES (CONTINUED)

LSD (continued)

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

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

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

At the end of the reporting period, LSD had 713,823,903 share options outstanding under the LSD Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of LSD, result in the issue of 713,823,903 additional ordinary shares of LSD and additional share capital of approximately HK\$192,220,000 (before issue expenses).

At 31 July 2014, LSD had 702,823,903 share options outstanding under the LSD Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of LSD, result in the issue of 702,823,903 additional ordinary shares of LSD and additional share capital of approximately HK\$190,306,000 (before issue expenses).

As at the date of approval of LSD's financial statements, further options to subscribe for a maximum of 1,995,289,328 (2014: 2,006,289,328) shares in LSD could be granted under the LSD Share Option Scheme. Together with the underlying 713,823,903 (2014: 702,823,903) shares comprised in the share options remained outstanding as at 31 July 2015 and the date of approval of LSD's financial statements, a total number of 2,709,113,231 (2014: 2,709,113,231) shares are available for issue under the LSD Share Option Scheme, representing approximately 13.48% (2014: 13.50%) of LSD's shares in issue as at the date of approval of LSD's financial statements.

32. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiary that has material non-controlling interests are set out below.

	31 July 2015 HK\$'000	31 July 2014 HK\$'000
Percentage of equity interest held by non-controlling interests: LSD	48.12%	48.03%

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

32. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

	31 July 2015 HK\$'000	31 July 2014 HK\$'000
Current assets	2,115,809	2,683,102
Non-current assets	29,908,215	25,715,075
Current liabilities	(1,592,678)	(849,356)
Non-current liabilities	(7,218,435)	(6,198,969)
Equity attributable to owners of the Company	11,720,920	10,766,235
Non-controlling interests	11,491,991	10,583,617
	Year ended 31 July 2015 HK\$'000	Year ended 31 July 2014 HK\$'000
Turnover	1,541,686	2,109,647
Cost of sales	(653,262)	(1,096,047)
Profit for the year	2,032,475	1,461,671
Profit attributable to owners of the Company	1,041,998	733,259
Profit attributable to non-controlling interests	990,477	728,412
Profit for the year	2,032,475	1,461,671

Notes to Financial Statements

31 July 2015

32. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

	Year ended 31 July 2015 HK\$'000	Year ended 31 July 2014 HK\$'000
Other comprehensive (expense)/income attributable to owners of the Company	(53,603)	19,914
Other comprehensive (expense)/income attributable to non-controlling interests	(49,622)	21,174
Other comprehensive (expense)/income for the year	(103,225)	41,088
Total comprehensive income attributable to owners of the Company	988,395	753,173
Total comprehensive income attributable to non-controlling interests	940,855	749,586
Total comprehensive income for the year	1,929,250	1,502,759
Net cash flows from operating activities	396,905	446,089
Net cash flows used in investing activities	(2,540,202)	(1,487,128)
Net cash flows from/(used in) financing activities	1,544,924	(411,917)
Net decrease in cash and cash equivalents	(598,373)	(1,452,956)

33. CAPITAL COMMITMENTS

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

	2015 HK\$'000	2014 HK\$'000
Contracted, but not provided for		
Purchase of property, plant and equipment	27,974	3,308
Development and operation of a hotel project	375,123	1,560,502
Additions to investment properties	7,698	12,820
	410,795	1,576,630

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

	2015 HK\$'000	2014 HK\$'000
Contracted, but not provided for	13,926	170,763

34. CONTINGENT LIABILITIES

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

- (a) Contingent liabilities not provided for in the financial statements:

	2015 HK\$'000	2014 HK\$'000
Guarantees given to banks in connection with facilities granted to and utilised by a joint venture	703,000	—

Notes to Financial Statements

31 July 2015

34. CONTINGENT LIABILITIES (CONTINUED)

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

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

After taking into account the plans and the status of the Property Interests held by Lai Fung as at 31 July 2015 and 31 July 2014 which are covered under the Lai Fung Tax Indemnity Deed and the prevailing tax rates and legislation governing PRC income tax and LAT, the Group recorded an aggregate provision for tax indemnity of HK\$980,638,000. During the year ended 31 July 2014, the Group recognised an additional provision of tax indemnity of HK\$139,017,000 in the consolidated income statement. Besides, the Group settled HK\$24,302,000 of the tax indemnity upon receiving request from Lai Fung during the year ended 31 July 2014.

35. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 16) under operating lease arrangements, with leases negotiated for terms mainly ranging from one to three years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rental adjustments according to the then prevailing market conditions. Certain leases include contingent rentals calculated with reference to the turnover of the tenants.

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

	2015 HK\$'000	2014 HK\$'000
Within one year	539,454	469,994
In the second to fifth years, inclusive	644,317	497,892
After five years	147,988	88,824
	1,331,759	1,056,710

(b) As lessee

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

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

	2015 HK\$'000	2014 HK\$'000
Within one year	40,870	36,580
In the second to fifth years, inclusive	69,980	83,687
	110,850	120,267

Notes to Financial Statements

31 July 2015

36. FINANCIAL INSTRUMENTS BY CATEGORY

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

Financial assets

	2015				2014			
	Financial assets at fair value through profit or loss HK\$'000	Loans and receivables HK\$'000	Available-for-sale financial assets HK\$'000	Total HK\$'000	Financial assets at fair value through profit or loss HK\$'000	Loans and receivables HK\$'000	Available-for-sale financial assets HK\$'000	Total HK\$'000
Available-for-sale financial assets	—	—	1,339,150	1,339,150	—	—	1,232,466	1,232,466
Long term loan and other receivables	—	121,925	—	121,925	—	45,600	—	45,600
Trade debtors and other receivables	—	65,168	—	65,168	—	74,568	—	74,568
Equity investments at fair value through profit or loss	5,574	—	—	5,574	2,159	—	—	2,159
Pledged and restricted bank balances and time deposits	—	423,795	—	423,795	—	432,634	—	432,634
Cash and cash equivalents	—	1,769,498	—	1,769,498	—	2,457,510	—	2,457,510
	5,574	2,380,386	1,339,150	3,725,110	2,159	3,010,312	1,232,466	4,244,937

Financial liabilities

	2015 Financial liabilities at amortised cost HK\$'000	2014 Financial liabilities at amortised cost HK\$'000
Trade creditors, other payables and accruals	219,936	187,680
Bank borrowings	4,592,273	3,013,893
Guaranteed notes	3,500,015	3,496,144
Other borrowing, note payable and interest payable	361,619	350,282
	8,673,843	7,047,999

37. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Financial instruments for which fair value is disclosed

Except for the guaranteed notes with fair value in aggregate of approximately HK\$3,560,302,000 (2014: HK\$3,579,789,000) with the determination of fair value detailed in note 27, the directors consider the carrying amounts of all other financial assets and financial liabilities measured at amortised cost approximate to their fair values as at the end of the reporting period.

Financial instruments measured at fair value

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
As at 31 July 2015				
Available-for-sale financial assets, at fair value (note 19)	123,665	151,215	1,051,018	1,325,898
Equity investments at fair value through profit or loss	5,574	—	—	5,574
	129,239	151,215	1,051,018	1,331,472
As at 31 July 2014				
Available-for-sale financial assets, at fair value (note 19)	—	103,434	1,115,780	1,219,214
Equity investments at fair value through profit or loss	2,159	—	—	2,159
	2,159	103,434	1,115,780	1,221,373

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

	2015 HK\$'000	2014 HK\$'000
Available-for-sale financial assets, at fair value		
At beginning of year	1,115,780	1,115,939
Total losses recognised in other comprehensive income	(64,762)	(159)
At end of year	1,051,018	1,115,780

Notes to Financial Statements

31 July 2015

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

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

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

(i) Fair value and cash flow interest rate risks

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

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

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

	Increase in interest rate (in percentage)	Decrease in profit and equity HK\$'000
2015	0.5	13,053
2014	0.5	1,671

(ii) Foreign currency risk

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

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

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(ii) Foreign currency risk (continued)

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

(iii) Credit risk

The Group maintains various credit policies for different business operations as described in note 24. In addition, trade debtor balances are being closely monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

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

(iv) Liquidity risk

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

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

	2015			
	Less than 3 months or on demand HK\$'000	3 to 12 months HK\$'000	1 to 5 years HK\$'000	Total HK\$'000
Trade creditors, other payables and accruals	218,569	1,367	—	219,936
Bank borrowings	961,989	458,299	3,475,286	4,895,574
Guaranteed notes	—	215,748	3,880,184	4,095,932
Other borrowing, note payable and interest payable	—	—	372,956	372,956
Bank guarantee to a joint venture (note 34 (a))	703,000	—	—	703,000
	1,883,558	675,414	7,728,426	10,287,398
	2014			
	Less than 3 months or on demand HK\$'000	3 to 12 months HK\$'000	1 to 5 years HK\$'000	Total HK\$'000
Trade creditors, other payables and accruals	186,303	1,377	—	187,680
Bank borrowings	37,447	473,138	2,624,889	3,135,474
Guaranteed notes	—	216,049	4,103,219	4,319,268
Other borrowing, note payable and interest payable	—	—	361,619	361,619
	223,750	690,564	7,089,727	8,004,041

Notes to Financial Statements

31 July 2015

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(v) Capital management

The Group manages its capital structure to ensure that entities in the Group will be able to continue to operate as a going concern while maximising the return to stakeholders through the setting up and maintenance of an optimal debt and equity capital structure. The Group's overall strategy remains unchanged from that of the prior year.

The capital structure of the Group consists of mainly bank borrowings, guaranteed notes and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure regularly. They will take into consideration the cost of capital and the risks associated with each class of capital prevailing in the market. Based on the recommendation of the directors, the Group will balance its overall capital structure through various types of equity fund raising exercises as well as maintenance of appropriate types and level of debts.

The Group monitors capital using, inter alia, a gearing ratio which is net debt divided by equity attributable to owners of the Company. Net debt includes bank borrowings, guaranteed notes, other borrowing, note payable and interest payable less pledged and restricted bank balances and time deposits, and cash and cash equivalents. Total equity represented equity attributable to owners of the Company. The gearing ratio as at the end of the reporting period is as follows:

	2015 HK\$'000	2014 HK\$'000
Bank borrowings	4,592,273	3,013,893
Guaranteed notes	3,500,015	3,496,144
Other borrowing, note payable and interest payable	361,619	350,282
Less: Pledged and restricted bank balances and time deposits	(423,795)	(432,634)
Cash and cash equivalents	(1,769,498)	(2,457,510)
Net debt	6,260,614	3,970,175
Equity attributable to owners of the Company	13,796,295	12,575,691
Gearing ratio	45%	32%

39. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform with the current year's presentation. In the opinion of the directors of the Company, this presentation would better reflect the financial performance of the Group.

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2015 HK\$'000	2014 HK\$'000
NON-CURRENT ASSETS		
Property, plant and equipment	195	198
Investment properties	582,800	506,000
Interests in subsidiaries	4,941,637	4,821,698
Interests in associates	2,381	2,463
Pledged bank balances and time deposits	—	11,212
Total non-current assets	5,527,013	5,341,571
CURRENT ASSETS		
Debtors, deposits paid and other receivables	2,812	2,780
Pledged bank balances and time deposits	16,990	—
Cash and cash equivalents	376,351	232,422
Total current assets	396,153	235,202
CURRENT LIABILITIES		
Creditors, deposits received and accruals	8,230	13,255
Bank borrowings	309,071	13,600
Total current liabilities	317,301	26,855
NET CURRENT ASSETS	78,852	208,347
TOTAL ASSETS LESS CURRENT LIABILITIES	5,605,865	5,549,918

Notes to Financial Statements

31 July 2015

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

	2015 HK\$'000	2014 HK\$'000
NON-CURRENT LIABILITIES		
Bank borrowings	—	309,071
Other borrowing, note payable and interest payable	361,619	350,282
Long term rental deposits received	3,428	2,086
Total non-current liabilities	365,047	661,439
	5,240,818	4,888,479
EQUITY		
Share capital	1,177,649	1,165,343
Reserves (Note)	4,063,169	3,723,136
	5,240,818	4,888,479

Lam Kin Ming
Director

Chew Fook Aun
Director

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserves is as follows:

	Share premium account HK\$'000	Asset revaluation reserve HK\$'000	Share option reserve HK\$'000	Capital reduction reserve HK\$'000	Other reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 August 2013	1,908,840	55,494	13,781	—	—	2,591,040	4,569,155
Profit and total comprehensive income for the year	—	—	—	—	—	92,821	92,821
Net proceeds from rights issue (note 30(a))	—	—	—	—	210,329	—	210,329
Transfer to share capital and share premium upon completion of rights issue (note 30(a))	207,741	—	—	—	(210,329)	—	(2,588)
Transfer to share capital (note 30(b))	(2,116,581)	—	—	—	—	—	(2,116,581)
Transfer to capital reduction reserve (note 30(c))	—	—	—	970,000	—	—	970,000
Transfer to retained profits (note 30(c))	—	—	—	(963,027)	—	963,027	—
At 31 July 2014 and 1 August 2014	—	55,494	13,781	6,973	—	3,646,888	3,723,136
Final 2014 dividend declared (note 12)	—	—	—	—	—	(20,638)	(20,638)
Profit and total comprehensive income for the year	—	—	—	—	—	362,614	362,614
Recognition of share-based payments	—	—	156	—	—	—	156
Share options exercised (note 30(e))	—	—	(2,099)	—	—	—	(2,099)
At 31 July 2015	—	55,494	11,838	6,973	—	3,988,864	4,063,169

The profits for the years ended 31 July 2015 and 31 July 2014 included dividend income and interest income received from subsidiaries.

Notes to Financial Statements

31 July 2015

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 July 2015 were as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Class of shares held	Percentage of equity attributable to the Company		Notes	Principal activities
				Direct	Indirect		
Bushell Limited	Hong Kong	HK\$2	Ordinary	—	51.88	b	Property development and sales
Capital Court Limited	Hong Kong	HK\$1	Ordinary	—	51.88	b	Hotel development and operation
Chains Caravelle Hotel Joint Venture Company Limited ("CCHJV")	Vietnam	US\$23,175,577	*	—	13.49	b, c	Hotel operation
Ever Dragon Properties Limited	British Virgin Islands/United Kingdom	US\$1	Ordinary	—	51.88	b	Property investment
Frontier Dragon Limited	British Virgin Islands/United Kingdom	US\$1	Ordinary	—	51.88	b, d	Property investment
Furama Hotel Enterprises Limited	Hong Kong	HK\$102,880,454	Ordinary	—	51.88	b	Investment holding
Furama Hotels and Resorts International Limited	British Virgin Islands/ Hong Kong	US\$1,000,000	Ordinary	—	51.88	b	Provision of management services
Gilroy Company Limited	Hong Kong	HK\$10,000	Ordinary	—	51.88	b	Property investment
Glynhill Hotels and Resorts (Vietnam) Pte Ltd	Singapore/ Vietnam	S\$2	Ordinary	—	51.88	b	Provision of management and consultancy services to hotel owners
Glynhill Investments (Vietnam) Pte Ltd ("GIV")	Singapore	S\$2	Ordinary	—	26.46	b, c	Investment holding

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Class of shares held	Percentage of equity attributable to the Company		Notes	Principal activities
				Direct	Indirect		
Goldmay Development Limited	Hong Kong	HK\$2	Ordinary	—	51.88	b	Property development and sales
Greatful Limited	Hong Kong	HK\$100	Ordinary	—	28.53	b	Restaurant operation
Intercontinental Development and Services Limited	Hong Kong	HK\$300,000	Ordinary	—	51.88	b	Property investment
Joy Mind Limited	Hong Kong	HK\$2	Ordinary	100.00	—		Investment holding
Kolot Property Services Limited	Hong Kong	HK\$780,002	Ordinary	—	51.88	b	Property management
LSD	Hong Kong	HK\$3,135,560,878	Ordinary	—	51.88	a	Property investment and investment holding
Lai Sun F&B Holding Company Limited	British Virgin Islands/ Hong Kong	US\$1	Ordinary	—	51.88	b	Investment holding
Lai Sun F&B Management Limited	Hong Kong	HK\$1	Ordinary	—	51.88	b	Provision of management and consultancy services to restaurants
Lai Sun Garment International Finance (2014) Limited	British Virgin Islands/ Hong Kong	US\$1	Ordinary	100.00	—		Treasury operation

Notes to Financial Statements

31 July 2015

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Class of shares held	Percentage of equity attributable to the Company		Notes	Principal activities
				Direct	Indirect		
Lai Sun International Finance (2012) Limited	British Virgin Islands/ Hong Kong	US\$1	Ordinary	—	51.88	b	Treasury operation
Lai Sun Real Estate Agency Limited	Hong Kong	HK\$2	Ordinary	—	51.88	b	Property management and real estate agency
Mazy Charm Limited	Hong Kong	HK\$4,200	Ordinary	—	26.46	b	Restaurant operation
Mazy Lamp Limited	Hong Kong	HK\$3,300	Ordinary	—	27.50	b	Restaurant operation
Milirich Investment Limited	Hong Kong	HK\$2	Ordinary	—	51.88	b	Property development
Modern Charm Limited	Hong Kong	HK\$10,000	Ordinary	—	36.32	b	Restaurant operation
Oriental Style Limited	Hong Kong	HK\$1	Ordinary	—	51.88	b	Property development and sales
Peakflow Profits Limited	British Virgin Islands/ Hong Kong	US\$1	Ordinary	—	51.88	b	Investment holding
Porchester Assets Limited ("Porchester")	British Virgin Islands/ Hong Kong	US\$100	Ordinary	—	26.46	b, c	Investment holding
Really Star Limited	Hong Kong	HK\$3,100	Ordinary	—	29.46	b	Restaurant operation
Rife World Limited	Hong Kong	HK\$1	Ordinary	—	51.88	b, d	Provision of finance
Rolling Star Limited	Hong Kong	HK\$1	Ordinary	—	51.88	b	Provision of finance

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Class of shares held	Percentage of equity attributable to the Company		Notes	Principal activities
				Direct	Indirect		
Royal Team Limited	Hong Kong	HK\$10,000	Ordinary	—	26.98	b	Restaurant operation
Speedy Result Limited	British Virgin Islands/United Kingdom	US\$1	Ordinary	—	51.88	b	Property investment
Transformation International Limited	British Virgin Islands/ Hong Kong	US\$1	Ordinary	—	51.88	b	Investment holding
Transtrend Holdings Limited	Hong Kong	HK\$20	Ordinary	—	51.88	b	Investment holding
Unipress Investments Limited	Hong Kong	HK\$1	Ordinary	—	100.00		Property investment
Winstead Limited	Hong Kong	HK\$1	Ordinary	—	51.88	b	Property development
Zimba International Limited	British Virgin Islands/ Hong Kong	US\$1	Ordinary	100.00	—		Investment holding

* This subsidiary has registered rather than issued share capital.

Notes to Financial Statements

31 July 2015

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Notes:

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

On 9 December 2014, LSD's shareholders approved at the annual general meeting a final dividend of HK\$0.0025 per share payable in cash with a scrip dividend alternative (the "**LSD Scrip Dividend Scheme**") for the year ended 31 July 2014 (the "**LSD 2014 Final Dividend**"). During the year, 31,640,277 new shares were issued by LSD at a deemed price of HK\$0.177 per share, credited as fully paid, to shareholders of LSD who had elected to receive scrip shares in lieu of cash under the LSD Scrip Dividend Scheme to settle HK\$5,600,000 of the LSD 2014 Final Dividend. The remaining of the LSD 2014 Final Dividend of HK\$44,557,000 was satisfied by cash. Due to the above arrangement, the Group's interest in LSD was decreased from 51.97% to 51.88%. There has been no change in the Group's ownership in LSD since then. The remaining 48.12% (2014: 48.03%) of the ordinary shares of LSD are owned by numerous widely dispersed shareholders. Other than the Group, no individual shareholder holds more than 5% interest in LSD. The directors concluded that the Company has a sufficiently dominant voting interest to direct the relevant activities of LSD on the basis of the Group's absolute size of shareholding and the relative size and dispersion of the shareholdings owned by the other shareholders throughout the current year.

During the period from November 2013 to December 2013, the Group acquired 2% additional interest in LSD from public shareholders at a cost of approximately HK\$88,837,000 and the Group's interest in LSD was increased from 49.97% to 51.97%. A discount on acquisition of approximately HK\$309,017,000 was credited to other reserve.

- b. These subsidiaries are held by LSD, in which the percentage of equity attributable to the Company is arrived after considering the Company's ownership interest of 51.88% (2014: 51.97%) in LSD.
- c. LSD owns a 51% (2014: 51%) equity interest in Porchester, which in turn, through GIV, a wholly-owned subsidiary of Porchester, owns a 51% (2014: 51%) interest in CCHJV. By virtue of the 51% (2014: 51%) equity interest in CCHJV held by LSD through the 51%-owned Porchester, an effective equity interest of 26.01% (2014: 26.01%) in CCHJV was held by LSD. Accordingly, the Company holds effective equity interest of 26.46% (2014: 26.50%) in Porchester and 13.49% (2014: 13.52%) in CCHJV.
- d. These subsidiaries were newly incorporated during the current year.

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

Shares of certain subsidiaries held by the Group were also pledged to banks to secure banking facilities granted to the Group (note 26).

42. PARTICULARS OF PRINCIPAL ASSOCIATES

Particulars of the Group's principal associates as at 31 July 2015 were as follows:

Name	Place of incorporation/ registration and business	Class of shares held	Percentage of ownership interest attributable to the Group	Notes
eSun	Bermuda/ Hong Kong	Ordinary	21.75	a
Lai Fung	Cayman Islands/ The People's Republic of China	Ordinary	11.16	b
Media Asia Group Holdings Limited (" Media Asia ")	Incorporated in the Cayman Islands and continued in Bermuda/ Hong Kong	Ordinary	13.14	c

Notes:

- a. eSun is listed on the Main Board of the Stock Exchange. LSD owns a 41.92% (2014: 41.92%) interest in eSun and the percentage of ownership interest attributable to the Group is arrived after considering the Group's beneficial interest of 51.88% (2014: 51.97%) in LSD.

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

- b. Lai Fung is listed on the Main Board of the Stock Exchange. As at 31 July 2015, eSun owned a 51.30% (2014: 51.39%) in Lai Fung.

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

- c. Media Asia is listed on the Growth Enterprise Market of the Stock Exchange. As at 31 July 2015, eSun owns a 60.41% (2014: 62.89%) interest in Media Asia.

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

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

Notes to Financial Statements

31 July 2015

43. PARTICULARS OF PRINCIPAL JOINT VENTURES

Particulars of the Group's principal joint ventures as at 31 July 2015 were as follows:

Name	Place of incorporation/ registration/ and business	Class of shares held	Percentage of ownership interest attributable to the Group	Principal activities
Best Value International Limited	Hong Kong	Ordinary	25.94	Property development
Diamond Path Limited	British Virgin Islands/ Hong Kong	Ordinary	25.94	Investment holding
Diamond String Limited	Hong Kong	Ordinary	25.94	Property investment
Orient Hero Management Limited	British Virgin Islands/ Hong Kong	Ordinary	25.94	Project management
Strongly Limited	Hong Kong	Ordinary	25.94	Property development

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

44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 15 October 2015.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of the members (“**Members**”) of Lai Sun Garment (International) Limited (“**Company**”) will be held at Harbour View Rooms I & II, 3rd Floor, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 11 December 2015 at 12:00 noon for the following purposes:

1. To consider and adopt the audited financial statements of the Company for the year ended 31 July 2015 (“**Year**”) and the reports of the directors and independent auditors of the Company thereon;
2. To declare a final dividend with a scrip dividend option;
3. To re-elect the retiring directors of the Company (“**Directors**”) and to authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration;
4. To re-appoint Ernst and Young, Certified Public Accountants (“**Ernst & Young**”), as the independent auditors of the Company for the ensuing year and to authorise the Board to fix their remuneration; and
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

Ordinary Resolution (A)

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs for this purpose, subject to and in accordance with all applicable laws in Hong Kong and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members of the Company in general meeting; or
 - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the Articles of Association of the Company to be held.”

Notice of Annual General Meeting

Ordinary Resolution (B)

“THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares in the Company, and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into shares in the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into shares in the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) an issue of shares in the Company upon the exercise of rights of subscription, exchange or conversion under the terms of any of the options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into shares in the Company); or
 - (iii) an issue of shares in the Company as scrip dividends pursuant to the Articles of Association of the Company from time to time; or
 - (iv) an issue of shares in the Company under any award or option scheme or similar arrangement for the grant or issue to eligible participants under such scheme or arrangement of shares in the Company or rights to acquire shares in the Company,

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members in general meeting; or

- (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the Articles of Association of the Company to be held; and

“Rights Issue” means an offer of shares in the Company open for a period fixed by the Directors to the holders of shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

Ordinary Resolution (C)

“THAT:

subject to the passing of the Ordinary Resolution (A) and Ordinary Resolution (B) set out in agenda item 5 contained in the notice convening this meeting, the general mandate granted to the directors of the Company (“**Directors**”) and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the addition thereto of such number of shares of the Company which has been bought back by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to buy back such shares, provided that such number of shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this Resolution.”

Ordinary Resolution (D)

“THAT:

- (a) subject to and conditional upon (i) passing of an ordinary resolution by the shareholders of the Company at the AGM approving the adoption of the share option scheme of the Company (the rules of which are contained in the document marked “A” produced to the AGM and signed by the chairman of the AGM for the purpose of identification) (“**New Share Option Scheme**”); and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the shares in the capital of the Company (“**Shares**”) which may fall to be issued and allotted pursuant to the exercise of any options that may be granted under the New Share Option Scheme, the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including without limitation:
 - (i) to administer the New Share Option Scheme under which options will be granted to eligible participants under the New Share Option Scheme to subscribe for Shares;
 - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;

Notice of Annual General Meeting

- (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**");
 - (iv) to make application at the appropriate time or times to the Stock Exchange and any stock exchanges upon which the issued Shares may for the time being be listed, for listing of and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and
 - (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme; and
- (b) subject to paragraph (a) hereinabove, the share option scheme adopted by the Company at its annual general meeting held on 22 December 2006 ("**Existing Share Option Scheme**") be and is hereby terminated (save with respect to any outstanding, issued and unexercised options thereof) with effect from the adoption of the New Share Option Scheme."

Ordinary Resolution (E)

"THAT:

- (a) Subject to and conditional upon (i) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the shares in the capital of Lai Sun Development Company Limited ("**LSD**", a subsidiary of the Company), which may fall to be issued and allotted pursuant to the exercise of any options that may be granted under the proposed new share option scheme of LSD ("**New LSD Share Option Scheme**", a copy of which is produced to the AGM and marked "B" and signed by the chairman of the AGM for identification purpose); and (ii) the passing of an ordinary resolution by the shareholders of LSD at its general meeting approving the adoption of the New LSD Share Option Scheme, the New LSD Share Option Scheme be and is hereby approved and the directors and the company secretary of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New LSD Share Option Scheme; and

- (b) Subject to paragraph (a) hereinabove, the share option scheme adopted by LSD at its annual general meeting held on 22 December 2006 (“**Existing LSD Share Option Scheme**”) be and is hereby terminated (save with respect to any outstanding, issued and unexercised options thereof) with effect from the adoption of the New LSD Share Option Scheme.”

By Order of the Board
Lai Sun Garment (International) Limited
Tse Pik Ha
Company Secretary

Hong Kong, 12 November 2015

Registered Office:

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

Notes:

- (1) *A Member entitled to attend and vote at the AGM convened by the above notice (“**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares in the share capital of the Company (“**Shares**”), more than one) proxy to attend the AGM and, on a poll, vote on his/her/its behalf in accordance with the Articles of Association of the Company (“**Articles of Association**”). A proxy need not be a Member.*
- (2) *A form of proxy for use at the AGM is sent to the Members with the Annual Report of the Company for the Year and is also available at the respective websites of the Stock Exchange and the Company.*
- (3) *To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company’s share registrar, Tricor Tengis Limited (“**Registrar**”), at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or its adjourned meeting (as the case may be) and in default, the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the AGM or at its adjourned meeting (as the case may be) should they so wish. In such a case, the said form(s) of proxy shall be deemed to be revoked.*

The contact phone number of the Registrar is (852) 2980 1333.

- (4) *To ascertain the entitlements to attend and vote at the AGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar no later than 4:30 p.m. on Tuesday, 8 December 2015 for registration.*
- (5) *Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the AGM or its adjourned meeting (as the case may be), either personally or by proxy, in respect of such Shares as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the AGM or its adjourned meeting (as the case may be), personally or by proxy, then one of such holders so present whose name stands first in the Register of Members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.*
- (6) *The proposed final dividend of HK\$0.011 per Share as recommended by the Board is subject to the approval of the Members at the AGM. The record date for the proposed final dividend is at the close of business on Tuesday, 22 December 2015. For determining the entitlement of the proposed final dividend, the Register of Members will be closed from Monday, 21 December 2015 to Tuesday, 22 December 2015 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all relevant transfer document(s) and share certificate(s) must be lodged with the Registrar for registration no later than 4:30 p.m. on Friday, 18 December 2015.*

Notice of Annual General Meeting

- (7) Concerning agenda item 3 of this Notice,
- (i) in accordance with Article 102 of the Articles of Association and code provision A.4.2 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, Mr. Chew Fook Aun, Mr. Lam Kin Hong, Matthew and Mr. Lam Hau Yin, Lester will retire as Directors from office by rotation at the AGM and, being eligible, they offer themselves for re-election; and
 - (ii) in accordance with Rule 13.74 of the Listing Rules, details of the aforesaid Directors proposed for re-election are set out in the "Biographical Details of Directors and Senior Management" section of the Annual Report of the Company for the Year.

- (8) Concerning agenda item 4 of this Notice, the Board (which concurs with the Audit Committee of the Company) has recommended that subject to the approval of Members at the AGM, Ernst and Young will be re-appointed independent auditors of the Company for the year ending 31 July 2016 ("Year 2016"). Members should note that in practice, independent auditors' remuneration for the Year 2016 cannot be fixed at the AGM because such remuneration varies by reference to the scope and extent of the audit and other works which the independent auditors are being called upon to undertake in any given year. To enable the Company to charge the amount of such independent auditors' remuneration as operating expenses for the Year 2016, Members' approval to delegate the authority to the Board to fix the independent auditors' remuneration for the Year 2016 is required, and is hereby sought, at the AGM.

- (9) The proposed Ordinary Resolution (A) under agenda item 5 of this Notice relates to the granting of a general mandate to the Directors to buy back Shares of up to a maximum of 10% of the total number of the Shares of the Company in issue as at the date of passing the said Resolution. Members' attention is also drawn to the explanatory statement on the proposed buy back mandate contained in Appendix I to the circular dated 12 November 2015.

The proposed Ordinary Resolution (B) under agenda item 5 of this Notice relates to the granting of a general mandate to the Directors to issue new Shares of up to a maximum of 20% of the total number of the Shares of the Company in issue as at the date of passing the said Resolution. The Company has no immediate plan to issue any new Shares under the general mandate.

The proposed Ordinary Resolution (C) under agenda item 5 of this Notice extends the general mandate to include the Shares bought back under the buy back mandate.

The proposed Ordinary Resolution (D) under agenda item 5 of this Notice relates to the adoption of New Share Option Scheme and the termination of the Existing Share Option Scheme of the Company.

The proposed Ordinary Resolution (E) under agenda item 5 of this Notice relates to the approval of the adoption of New LSD Share Option Scheme and the termination of the Existing LSD Share Option Scheme.

- (10) Details regarding the Ordinary Resolutions (A), (B), (C), (D) and (E) under agenda item 5 of this Notice are set out in the circular of the Company dated 12 November 2015 in relation to, among others, the proposals involving general mandates to buy back Shares and to issue Shares, the adoption of New Share Option Scheme and the termination of the Existing Share Option Scheme of the Company and the approval of the adoption of New LSD Share Option Scheme and termination of Existing LSD Share Option Scheme.

- (11) In compliance with Rule 13.39(4) of the Listing Rules, voting on all resolutions proposed in the Notice shall be decided by way of a poll at the AGM.

- (12) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by a supplementary notice, posted on the respective websites of the Company and the Stock Exchange.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Having considered their own situations, Members should decide on their own whether they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.