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Well Way Group Limited
和滙集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This announcement, for which the directors (the "Directors") of Well Way Group Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

The board of Directors (the "Board") announces the audited consolidated results of the Company and its subsidiaries for the year ended 31 December 2014. This announcement, containing the full text of the 2014 Annual Report of the Company, complies with the relevant requirements of the GEM Listing Rules in relation to information to accompany preliminary announcement of annual results. Printed version of the Company's 2014 Annual Report will be delivered to the shareholders of the Company and available for viewing on the GEM website at www.hkgem.com and the Company's website at www.wellwaygp.com by end of March 2015.

ANNUAL REPORT 2014

Well Way Group Limited

(Incorporated in the Cayman Islands with limited liability)

Stock code: 8063

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Contents

BOARD OF DIRECTORS

Executive Directors

Mr. Mung Kin Keung
Mr. Mung Bun Man, Alan
Mr. Tse Ke Li
Mr. Leung Wai Man

Independent Non-executive Directors

Mr. Chan Wai Man
Mr. Chan Ho Bun, Steve
Mr. Fung Wai Ching

COMPLIANCE OFFICER

Mr. Mung Bun Man, Alan

COMPANY SECRETARY

Mr. Tse Kam Fai

AUDIT COMMITTEE

Mr. Chan Wai Man *(Committee Chairman)*
Mr. Chan Ho Bun, Steve
Mr. Fung Wai Ching

REMUNERATION COMMITTEE

Mr. Chan Wai Man *(Committee Chairman)*
Mr. Mung Bun Man, Alan
Mr. Chan Ho Bun, Steve
Mr. Fung Wai Ching

NOMINATION COMMITTEE

Mr. Fung Wai Ching *(Committee Chairman)*
Mr. Mung Bun Man, Alan
Mr. Chan Wai Man

CORPORATE GOVERNANCE COMMITTEE

Mr. Mung Bun Man, Alan *(Committee Chairman)*
Mr. Fung Wai Ching
Mr. Tse Kam Fai

AUTHORIZED REPRESENTATIVES

Mr. Mung Bun Man, Alan
Mr. Tse Kam Fai

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1611, 16/F.
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

WEBSITE

www.wellwaygp.com

STOCK CODE

8063

Financial Summary

RESULTS

For the year ended 31 December

	2014 HK$'000	2013 HK$'000	2012 HK$'000	2011 HK$'000	2010 HK$'000 (Note)
Revenue	**48,969**	52,516	58,108	63,001	10,823
Costs of service provided	**(1,500)**	–	–	–	–
Other income	**8,725**	3,876	6,040	5,530	7,139
Gain on disposal of investments	**12,309**	–	–	–	–
Precious metal used	**–**	–	(2,435)	(9,897)	(10,643)
Net (loss)/gain on investments held for trading	**(852)**	–	–	(170)	548
Staff costs	**(37,680)**	(39,057)	(39,502)	(28,735)	(5,559)
Depreciation and amortization expenses	**(11,227)**	(12,944)	(13,855)	(8,704)	(817)
Share-based payments	**–**	–	–	(2,783)	–
Impairment loss on goodwill	**(8,393)**	(25,000)	(24,000)	–	–
Other expenses	**(18,092)**	(17,287)	(16,960)	(15,918)	(5,187)
Share of profit of a joint venture	**2,071**	1,100	–	–	–
Finance costs	**(73)**	–	–	(1)	(88)
(Loss)/profit before taxation	**(5,743)**	(36,796)	(32,604)	2,323	(3,784)
Income tax credit/(expenses)	**208**	(173)	(981)	(2,496)	–
Loss for the year	**(5,535)**	(36,969)	(33,585)	(173)	(3,784)
Loss per share (in HK cents) (Restated)	**(2.01)**	(28.81)	(26.88)	(0.14)	(3.16)

Note: As a result of changes in presentation format of the consolidated statement of profit or loss and other comprehensive income, the figures in 2010 have been reclassified to conform to the current year's presentation.

ASSETS AND LIABILITIES

As at 31 December

	2014 HK$'000	2013 HK$'000	2012 HK$'000	2011 HK$'000	2010 HK$'000
Total assets	**653,883**	362,440	385,862	408,890	344,379
Total liabilities	**(85,019)**	(86,149)	(65,007)	(67,899)	(4,087)
Equity attributable to owner of the Company	**568,864**	276,291	320,855	340,991	340,292

FINANCIAL REVIEW

Well Way Group Limited (the "Company") and its subsidiaries (collectively, the "Group") recorded a loss attributable to owners of the Company of HK$5,535,000 for the year ended 31 December 2014 (for the year ended 31 December 2013: HK$36,969,000), representing basic loss per share of HK 2.01 cents (for the year ended 31 December 2013: HK28.81 cents, as restated).

SIGNIFICANT INVESTMENT

On 14 November 2014, Long Joy Investments Limited ("Long Joy"), a wholly-owned subsidiary of the Company, has completed the subscription of 1,500,000,000 shares of China Star Entertainment Limited ("China Star"), the issued shares of which are listed on the Main Board of the Stock Exchange (Stock code: 326), representing approximately 9.41% of the issued share capital of China Star for a consideration of HK$135,000,000 (the "China Star Subscription"). The investment in China Star Subscription was treated as available-for-sale investments. Details of the China Star Subscription were set out in the Company's announcements dated 16 July 2014, 10 October 2014 and 14 November 2014 and the Company's circular dated 12 September 2014.

Save as disclosed above, the Group did not enter into any significant investment during the year ended 31 December 2014.

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

On 19 November 2014, the Company and an independent third party entered into a sale and purchase agreement pursuant to which the Company has agreed to acquire and the vendor has agreed to sell the entire issued share capital of Perfect Well Tours Limited ("Perfect Well") and the amount owing by Perfect Well to the vendor as at the date of completion at a cash consideration of HK$100,000. Perfect Well is incorporated in Hong Kong with limited liability, which is principally engaged in the provision of travel package service and is a registered and licensed in travel agent in Hong Kong. The acquisition was simultaneously completed upon the signing of the sale and purchase agreement. Upon completion, Perfect Well has become a wholly-owned subsidiary of the Company and accordingly, the financial results of Perfect Well have been consolidated into the Group's consolidated financial statements thereafter. Details of the acquisition of Perfect Well were set out in the Company's announcement dated 19 November 2014. On 23 December 2014, the Company transferred all its interests in Perfect Well to Time Tic Investments Limited, a wholly-owned subsidiary of the Company. Perfect Well became an indirect wholly-owned subsidiary thereafter.

Save as disclosed above, the Group did not make any material acquisitions and disposals of subsidiaries and affiliated companies for the year ended 31 December 2014.

REVENUE AND PROFITABILITY

For the year ended 31 December 2014, the consolidated revenue of the Group amounted to HK$48,969,000, representing a 6.76% decrease compared to HK$52,516,000 for the year ended 31 December 2013. The decrease was due to the continuous volatile global financial and political conditions as well as environmental factors such as haze and possible virus outbreak which affected the sentiments of business and leisure travel.

The revenue arising from travel business consists of agency commission and service income (both from customers and suppliers) generated from the provision of travel related products and services, including airtickets, hotel rooms, Free Independent Traveler ("FIT") packages and ground transportation handling services.

Corporate customers are business travelers who require travel products and services for their travel purposes. Wholesale customers are usually travel services providers who purchase airtickets, hotel rooms, FIT packages and other travel related products. Meetings, Incentives, Conventions and Exhibitions ("MICE") customers refer to customers who are mainly corporate customers, convention organizers and special projects organizers who require one stop professional MICE/special project/event management services.

Over 96.6% or HK$47,320,000 of the total revenue was derived from the market in Singapore by the provision of travel related products and services. Approximately 3.4% or HK$1,649,000 of the total revenue was contributed by Perfect Well for the wholesale of hotel rooms. The costs of services provided of HK$1,500,000 was the costs of hotel rooms payable to the supplier.

OTHER INCOME

Other income for the year ended 31 December 2014 amounted to HK$8,725,000 representing 1.25 times increase compared to HK$3,876,000 for the year ended 31 December 2013. Such increase was mainly contributed by (i) interest income of HK$2,855,000 (31 December 2013: HK$1,084,000); (ii) net exchange gain of HK$759,000 (31 December 2013: net exchange loss of HK$191,000); and (iii) Employment credits from government grants of HK$1,181,000 (2013: HK$164,000) mainly from a special employment credit scheme introduced in 2013 and enhanced in 2014 by Singapore government to provide support for employers to hire elder Singaporean workers.

ONE-OFF GAIN ON DISPOSAL OF INVESTMENTS

One-off gain on disposal of investments amounting to HK$12,309,000 represented the disposal gain of the ordinary membership of The Chinese Gold & Silver Exchange Society (including the gold bullion group) and 136,000 unlisted shares of Hong Kong Precious Metals Exchange Limited, which was completed and recognised on 18 February 2014. Details of the disposal were disclosed in the Company's announcement dated 15 November 2013.

NET LOSS ON INVESTMENT HELD FOR TRADING

The Group recorded a net loss on investment held for trading of HK$852,000 for the year ended 31 December 2014. As part of risk management philosophy, the Group will continue to adopt a prudent and vigilant attitude toward securities investments policy with a view to achieving better returns on its financial resources and maintaining a more balanced and healthy portfolio of investment.

EXPENDITURE

For the year ended 31 December 2014, staff costs amounted to HK$37,680,000 (for the year ended 31 December 2013: HK$39,057,000). Depreciation and amortization expenses for the year amounted to HK$11,227,000 (for the year ended 31 December 2013: HK$12,944,000).

IMPAIRMENT LOSS ON GOODWILL AND INTANGIBLE ASSETS

The Group performs regular review on the carrying values of goodwill and intangible assets of acquired business to determine any potential impairment loss according to Hong Kong Accounting Standard 36 "Impairment of Assets".

During the year, the Group recognised an impairment loss on goodwill amounting to HK$8,393,000 (for the year ended 31 December 2013: HK$25,000,000) regarding the travel business in Singapore.

For the year of 2014, the travel business environment in Singapore is continuing to be highly competitive and volatile. In addition to stiff price driven competition as well as continuous higher corporate clients' demands for more sophisticated business travel management solutions and personalized services, we have to incur better compensation packages to recruit and retain quality staffs in order to maintain competitive in the market. Moreover, the recent mishaps of Malaysia Airlines and Air Asia, the political instability in certain parts of the world, the unforeseeable outbreak of a possible global wide epidemic and the most recent volatile currency and oil fluctuations certainly have various impacts on the momentum of business travel for the corporate customers; and particularly for the MICE group movements.

In responding to the current relatively challenging market situation for MICE and leisure segments of the Group's business, our management manages these business units in a more stringent and efficient manner while focusing more on our corporate travel management business by continuous upgrading our business communications channels and staffs' skill tasks to acquire more corporate clients to achieve a large economic scale for cost competitive benefits.

All these factors has led to the actual sales and profit generated from the travel business segment to have fallen below expectation. The management therefore was of the opinion that their expectation on potential profitability in previous years might not be met. As a result, the valuation assumptions and the cash flow projection have been adjusted to reflect a more conservative expectation, leading to the impairment loss.

The impairment loss on goodwill is calculated based on the recoverable amount of the cash generating units ("CGUs") of the travel business in Singapore. The recoverable amount of the CGUs was based on its value in use and was determined with the assistance of Ascent Partners Valuation Service Limited ("Ascent Partners"), an independent professional qualified valuer not connected with the Group. The calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and at a discount rate of 16.22% (31 December 2013: 16.52%). Cash flows after the five-year period were extrapolated using a 2.97% (31 December 2013: 2.86%) growth rate in considering the economic condition of the market.

During the second quarter of 2014, an impairment loss on goodwill of HK$8,393,000 had been recognised and the goodwill in connection with these CGUs had been fully impaired, with reference to the valuation report prepared by an independent professional valuers. As at the year end of 2014, the management further assessed the current and expected performance of travel business which indicated the recoverable amount of the CGUs, while as compared with the impairment test conducted in the second quarter in 2014, was still above the respective carrying amount of intangible assets. On this basis, it is concluded that there was no material impairment loss on intangible assets in these CGUs.

Ascent Partners considered three valuation approaches, namely the market approach, the cost approach and the income approach. The income approach, which is consistently applied over years, was considered as the most appropriate and adopted in the valuation because it eliminates the discrepancy in time value of money by using a discount rate to reflect all business risks including intrinsic and extrinsic uncertainties in relation to the business operation, and is the most appropriate approach for the valuation of intangible assets and goodwill of the Group.

SHARE OF PROFIT OF A JOINT VENTURE

On 30 July 2013, Jade Emperor International Limited ("Jade Emperor"), an indirect wholly-owned subsidiary of the Company, entered into a venture participation agreement (the "Participation Agreement") with Matrix Triumph Sdn. Bhd. ("MTSB") and Discover Orient Holidays Sdn. Bhd. ("DOH") for participation and involvement in the business being conducted by DOH at a cash consideration of HK$14 million. DOH engages principally in the business of operating as tours and travel agents in Malaysia.

Pursuant to the terms of the Participation Agreement, DOH shall pay to Jade Emperor a management fee which is equivalent to 90% of the profit before taxation of DOH. MTSB unconditionally and irrevocably guaranteed to Jade Emperor that the profit before taxation for the three financial years commencing from the financial year ended 31 December 2013 shall be no less than one million Malaysian Ringgit for each financial year.

In addition to the Participation Agreement, MTSB and Jade Emperor also entered into an option agreement on the same day, pursuant to which MTSB granted a call option to Jade Emperor to acquire the entire issued share capital in DOH at a price to be agreed by the parties with reference to the profit before taxation of DOH or such comparables at the time of exercise of the option. In the opinion of the Directors, in the view of the price of the call option will be at market value on a mutually agreed basis by the parties at the time of exercise of the option, and therefore the value of the call option has no material financial impact to the Group.

The transaction was completed on 31 August 2013 and the details of the transaction were set out in the Company's announcement dated 30 July 2013.

Based on the management accounts of DOH, its unaudited profit before taxation for both the year ended 31 December 2014 and 2013 were not less than one million Malaysian Ringgit. Accordingly, the Group shared a profit from DOH in the sum of HK$2,071,000 for the year ended 31 December 2014, compared with HK$1,100,000 for the period from the date of completion of the acquisition to 31 December 2013.

FINANCE COSTS

The finance costs of HK$73,000 (for the year ended 31 December 2013: Nil) was mainly attributed to the interest on advances drawn on trade receivables discounted with full recourse.

LIQUIDITY AND FINANCIAL RESOURCES

The Group maintained sufficient working capital during the year. As at 31 December 2014, the working capital, calculated by current assets less current liabilities, of the Group was HK$275,778,000 compared to HK$166,784,000 for last year.

As at 31 December 2014, the Group's current ratio was 4.9 times (as at 31 December 2013: 3.4 times), calculated by current assets of HK$346,739,000 (31 December 2013: HK$236,765,000) divided by current liabilities of HK$70,961,000 (31 December 2013: HK$69,981,000).

As at 31 December 2014, the Group's gearing ratio, expressed as percentage of total borrowings to total assets, was 1.65%, as compared with 0% in prior year.

During the year, net cash used in operating activities amounted to HK$32,199,000 compared to net cash generated from operating activities of HK$11,000,000 for last year.

Net cash used in investing activities for the year was HK$164,786,000 (for the year ended 31 December 2013: HK$14,136,000). The amount for this year mainly represented the cash consideration paid for the China Star Subscription.

Net cash generated from financing activities for the year was HK$250,561,000 (for the year ended 31 December 2013: Nil). The amount mainly represented by the completion of the issuance of new shares by way of open offer and placing during the year.

As a result, cash and cash equivalents of the Group as at 31 December 2014 was HK$148,784,000, compared with HK$95,705,000 as at 31 December 2013.

CAPITAL STRUCTURE

As at 31 December 2014, the Company has 764,572,350 shares of HK$0.01 each (the "Shares") in issue.

On 22 January 2014, the Company entered into a placing agreement with a placing agent whereby the Company agreed to place, through the placing agent, on a best effort basis, 24,986,000 new Shares with aggregate nominal value of HK$249,860 under general mandate to not less than six placees at a price of HK$1.19 per placing share. The Company intended to use the proceeds from the placing for the purpose of its general working capital requirements and future potential investment opportunities. The reasons for carrying out the placing were to strengthen the financial position of the Group, including its ability to meet any future obligations and broaden the shareholder's base. On 30 January 2014, the Company announced that as supplemented by the supplemental agreement entered into between the Company and the placing agent, the placing price was amended from HK$1.19 per placing share to HK$1.00 per placing share, representing a premium of approximately 3.09% to the closing price of HK$0.97 per Share as quoted on the Stock Exchange on 30 January 2014. The gross proceeds and the net proceeds from the placing were approximately HK$24.99 million and HK$24.14 million respectively. The net placing price was approximately HK$0.97 per placing share. The placing was completed on 11 February 2014. Details of the placing were set out in the Company's announcements dated 22 January 2014, 30 January 2014 and 11 February 2014. As at 31 December 2014, all the net proceeds were utilized as the Group's general working capital.

On 1 April 2014, the Company announced the proposal to raise not less than approximately HK$52.47 million and not more than approximately HK$53.26 million before expenses by way of open offer issuing not less than 74,959,150 offer shares and not more than 76,084,150 offer shares at the subscription price of HK$0.7 per offer share on the basis of one offer share for every two existing Shares held on the record date. The Directors consider that the open offer will strengthen financial position and ability to meet any future obligations of the Company. The offer shares not taken up under the open offer was fully underwritten by an underwriter. The open offer was completed on 18 June 2014 and 74,959,150 offer shares were issued at an offer price of HK$0.70 per offer share. The gross proceeds and the net proceeds from the open offer were approximately HK$52.47 million and HK$49.87 million represented a net price of HK$0.66 per offer share respectively. The net proceeds of the open offer intended to be used for acquiring an office premise for the Company use in Hong Kong. Details of the open offer were set out in the Company's announcements dated 1 April 2014, 22 April 2014 and 17 June 2014 and the Company's prospectus dated 26 May 2014. As at 31 December 2014, the net proceeds remained unutilized.

On 16 July 2014, the Company announced that on 8 July 2014, the Company and a placing agent entered into a placing agreement, pursuant to which the Company has conditionally agreed to place, through the placing agent on a best effort basis, 29,980,000 placing shares with aggregate nominal value of HK$299,800 under general mandate to not less than six placees at a price of HK$0.65 per placing share, representing a discount of 18.75% to the closing price of HK$0.800 per Share as quoted on the Stock Exchange on 8 July 2014. The Company intended to use the proceeds from the placing for the purpose of its general working capital requirements. The reasons for carrying out this placing were to strengthen capital base and the financial position of the Group for future business development of the Group. The gross proceeds and the net proceeds from the placing were approximately HK$19.5 million and HK$18.7 million respectively. The net placing price was approximately HK$0.624 per placing share. The placing was completed on 30 July 2014. Details of the placing were set out in the Company's announcements dated 16 July 2014 and 30 July 2014. As at 31 December 2014, the net proceeds of approximately HK$3.7 million has been utilized as general working capital purpose and approximately HK$15.0 million remained unutilized.

On 16 July 2014, the Company announced the proposal to raise not less than approximately HK$134.93 million and not more than approximately HK$152.91 million before expenses by way of open offer issuing not less than 449,754,900 offer shares and not more than 509,714,900 offer shares at the subscription price of HK$0.3 per offer share on the basis of two offer shares for every one existing Share held on the record date. The Directors consider that the open offer represents a feasible necessary means for the Company to raise additional funds for completing the China Star Subscription while maintaining and improving the liquidity and financial flexibility of the Group for its operation and business development. The offer shares not taken up under the open offer was fully underwritten by an underwriter. The open offer was completed on 12 November 2014 and 509,714,900 offer shares were issued at an offer price of HK$0.30 per offer share. The gross proceeds and the net proceeds from the open offer were approximately HK$152.9 million and HK$147.19 million respectively. The net proceeds of the open offer intended to be used for (i) as to approximately HK$135.9 million for the China Star Subscription; and (ii) as to remaining balance, if any, to fund future expansion of the Group's businesses and/or for general working capital of the Group. Details of the open offer were set out in the Company's announcements dated 16 July 2014 and 10 November 2014, the Company's circular dated 12 September 2014 and the Company's prospectus dated 17 October 2014. As at 31 December 2014, the net proceeds of HK$135.9 million has been utilized for the China Star Subscription and the remaining balance of approximately HK$11.29 million remained unutilized.

As at 31 December 2014, the total borrowings of the Group amounted to approximately HK$10.8 million (31 December 2013: Nil), representing the advance drawn on trade receivables discounted to bank with full recourse and such amount is repayable within one year.

CHANGE IN BOARD LOT SIZE

On 16 July 2014, the Company announced that the board lot size for trading in the Shares on GEM of the Stock Exchange will be changed from 2,000 Shares to 10,000 Shares. Such change took effect on 12 November 2014.

EXCHANGE RATE RISK

Foreign currency transactions have been translated into the functional currencies using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies were recognised in the profit or loss.

In the event of fluctuating foreign exchange rates, there is a risk exposure to that settlement of payment for customers and suppliers may not be reconciled. The exposed amount of foreign currencies would be monitored regularly, forward contracts would be entered for hedging the risks if considered necessary.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2014, the total number of employees of the Group was 126.

The Group fixes and reviews the emoluments of its directors and staff based on the qualification, experience, performance and the market rates from time to time so as to maintain the remunerations of the Directors and staff at a competitive level. Salary increment is normally approved annually or by special adjustment depending on length of services and individual performance. In addition to salaries, the Group provides employee benefits such as medical insurance and provident funds. Moreover, discretionary bonus and share options will be paid or granted to employees based on the Group's and individual performances.

The Company terminated the old share option scheme (the "Old Scheme") and adopted a share option scheme (the "Scheme") at the annual general meeting of the Company held on 19 May 2011, under which the Directors may, at their discretion, grant options to eligible participants which enable them to subscribe for shares in aggregate not exceeding 30% of the shares in issue of the Company from time to time (including shares which have been allotted and issued pursuant to any other share option scheme). The share options granted under the Old Scheme were expired and lapsed on 13 May 2014 and no share option had been granted or exercised during the year.

The Group makes contributions to the Central Provident Fund Scheme in Singapore and the mandatory provident fund in Hong Kong for all qualifying employees in accordance with the statutory requirements in both territories.

PLEDGE OF ASSETS

As at 31 December 2014, trade receivables amounting to Singapore Dollar ("S$") 21,759,000 (equivalent to approximately HK$127,776,000) (31 December 2013: S$21,603,000 equivalent to approximately HK$132,208,000) have been pledged to banks by way of a floating charge. The banks have provided banker's guarantees, invoice financing and commercial card guarantee to a subsidiary of the Company amounting to approximately S$16,000,000 (equivalent to approximately HK$93,956,000) (2013: S$13,500,000 (equivalent to approximately HK$82,617,000)) of which the amounts utilized as at 31 December 2014 were approximately S$12,075,000, equivalent to approximately HK$70,908,000 (31 December 2013: S$4,029,000, equivalent to approximately HK$26,654,000). The banker's guarantees have been given in favour to international airlines.

CONTINGENT LIABILITIES

As at 31 December 2014, the Group had no material contingent liabilities.

FUTURE BUSINESS STRATEGIES

In order to maintain the Group's sustainability and preservation of value over the longer term, the Group will continue to look for suitable investment opportunities and projects in other areas characterised by stable cash inflows.

EXECUTIVE DIRECTORS

Mr. Mung Kin Keung, aged 54, was appointed as an executive Director on 19 June 2014. He is also a director of a subsidiary of the Group. Mr. Mung holds a Conferment of Honorary Doctoral Degree from Sinte Gleska University of California. In November 2007, Mr. Mung was awarded the 9th World Outstanding Chinese Award by the World Chinese Business Investment Foundation. He has extensive experience in areas of business management, strategic planning and development. Mr. Mung was appointed as an executive director of Mastermind Capital Limited (Stock Code: 905) and Bestway International Holdings Limited (Stock Code: 718) on 9 March 2007 and 22 October 2013 respectively and the co-chairman and an executive director of China Star Entertainment Limited (Stock Code: 326) on 8 July 2014, all of which are companies whose shares are listed on the Main Board of the Stock Exchange. In addition, Mr. Mung was appointed as an executive director of Shougang Concord Technology Holdings Limited (Stock Code: 521) ("SCT"), the shares of which are listed on the Main Board of the Stock Exchange, on 16 February 2009. He was re-designated as the vice-chairman and the chairman of SCT on 10 May 2010 and 24 October 2013 respectively and currently serves as the co-chairman and executive director of SCT. Mr. Mung was also an executive director of Hong Kong Resources Holdings Company Limited (Stock Code: 2882), the shares of which are listed on the Main Board of the Stock Exchange, from 31 October 2008 to 7 November 2012. Save as disclosed above, Mr. Mung did not hold any directorships in any other listed public companies in the last three years.

Mr. Mung entered into an appointment letter with the Company on 19 June 2014 for an initial term of one year commencing from the date of appointment and shall continue unless and until terminated by either party giving not less than three months' prior notice. He is subject to retirement at the next annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Articles of Association of the Company (the "Articles"). Mr. Mung is entitled to a director's fee of HK$60,000 per annum which is determined by the Board with reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the remuneration committee of the Company (the "Remuneration Committee").

Mr. Mung is beneficially interested in 153,936,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). Mr. Mung is the father of Mr. Mung Bun Man, Alan, an executive Director of the Company. Save as disclosed above, Mr. Mung does not have any relationship with any Directors, senior management or substantial or controlling shareholder (as respectively defined in the GEM Listing Rules) of the Company.

Mr. Mung Bun Man, Alan, aged 28, was appointed as an executive Director on 24 March 2014. He is also the compliance officer of the Company and a member of the nomination committee of the Company (the "Nomination Committee") and the Remuneration Committee and a director of a subsidiary of the Group. He holds a Bachelor of Arts Degree in Business Economics from University of California-Santa Barbara and a Master Degree in Finance from Peking University. Mr. Alan Mung has extensive working experience in investment and asset management. He is an executive director of Bestway International Holdings Limited (Stock Code: 718), the shares of which are listed on the Main Board of the Stock Exchange. In addition, he was an executive director of Mastermind Capital Limited (Stock Code: 905), the shares of which are listed on the Main Board of the Stock Exchange, during the period from November 2010 to April 2013 and re-joined its board as executive director on 31 March 2014 and was appointed as its chief executive officer on 9 February 2015. Mr. Alan Mung was an executive director of Shougang Concord Technology Holdings Limited (Stock Code: 521), the shares of which are listed on the Main Board of Stock Exchange, during the period from 24 October 2013 to 6 February 2015. Save as disclosed above, Mr. Alan Mung did not hold any directorships in any other listed public companies in the last three years.

Mr. Alan Mung has not entered into any service contract with the Company or its subsidiaries. There is no agreement between the Company or its subsidiaries and Mr. Alan Mung in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an executive Director. He is subject to retirement by rotation at least once every three years and in accordance with the Articles. Mr. Alan Mung is entitled to a director's fee of HK$60,000 per annum which is determined by the Board with reference to his duties and responsibilities and prevailing market condition and the recommendation from the Remuneration Committee.

Mr. Alan Mung is the son of Mr. Mung Kin Keung, a substantial shareholder and an executive Director of the Company. Save as disclosed above, Mr. Alan Mung does not have any relationships with any Directors, senior management or substantial or controlling shareholder (as respectively defined in the GEM Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Tse Ke Li, aged 58, was appointed as an executive Director on 26 October 2007. He is also a director of several subsidiaries of the Company. Mr. Tse has over 10 years' business management experience in a food and beverage company in Canada and investment experience in automobile trading in Canada. He also has several years' experience in property investment and trading. He specializes in marketing and business development. Mr. Tse did not hold any directorships in any other listed public companies in the last three years.

Mr. Tse has not entered into any service contract with the Company or its subsidiaries. There is no agreement between the Company or its subsidiaries and Mr. Tse in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an executive Director. He is subject to retirement by rotation at least once every three years and in accordance with the Articles. Mr. Tse is entitled to a director's fee of HK$360,000 per annum which is determined with reference to the recommendation of the Remuneration Committee and the prevailing market conditions. He is also entitled to any discretionary bonus which shall be determined by reference to recommendations of the Remuneration Committee. Mr. Tse does not have any relationship with any Directors, senior management or substantial or controlling shareholder (as respectively defined in the GEM Listing Rules) of the Company. Mr. Tse is interested in 1,150,000 Shares within the meaning of Part XV of the SFO.

Mr. Leung Wai Man, aged 45, was appointed as an executive Director on 17 October 2014. He is also a director of several subsidiaries of the Group. Mr. Leung has over 15 years of experience in company secretarial, accounting and financial management. He is a member of the Association of Chartered Certified Accountants in the United Kingdom and Hong Kong Institute of Certified Public Accountants. Mr. Leung is now as an executive director, company secretary and chief financial officer of China Star Cultural Media Group Limited (Stock Code: 8172), the shares of which are listed on the GEM of the Stock Exchange. Save as disclosed above, Mr. Mung did not hold any directorships in any other listed public companies in the last three years.

Mr. Leung has not entered into any service contract with the Company. There is no agreement between the Company and Mr. Leung in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an executive Director. He is subject to retirement at the next annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Articles. He is entitled to a director's fee of HK$60,000 per annum which is determined by the Board with reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee. Mr. Leung does not have any relationship with any Directors, senior management or substantial or controlling shareholder (as respectively defined in the GEM Listing Rules) of the Company and he does not have any interests in the Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Wai Man, aged 49, was appointed as an independent non-executive Director on 16 April 2014. He is also the chairmen of the audit committee of the Company (the "Audit Committee") and the Remuneration Committee and a member of the Nomination Committee. Mr. Chan is a practicing certified public accountant, a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is also a member of the Institute of Chartered Accountants in England and Wales and has experiences in auditing, taxation and finance for over 15 years. Mr. Chan is now an independent non-executive director of Sage International Group Limited (Stock Code: 8082), the shares of which are listed on GEM of the Stock Exchange and Bestway International Holdings Limited (Stock Code: 718), the shares of which are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Chan did not hold any directorships in any other listed public companies in the last three years.

Mr. Chan has not entered into any service contract with the Company. There is no agreement between the Company and Mr. Chan in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an independent non-executive Director. He is subject to retirement by rotation at least once every three years in accordance with the Articles. He is entitled to a director's fee of HK$60,000 per annum which is determined by the Board with reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee. Mr. Chan does not have any relationship with any Directors, senior management or substantial or controlling shareholder (as respectively defined in the GEM Listing Rules) of the Company and he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Chan Ho Bun, Steve, aged 54, was appointed as an independent non-executive Director on 16 April 2014. He is also a member of each of the Audit Committee and the Remuneration Committee. Mr. Steve Chan graduated from University of Birmingham, United Kingdom with a Bachelor of Science in Computer Science. He has over 27 years of experience in the field of electronics and computer products. He was the general manager of Strategic Product Division of Group Sense (International) Limited (Stock Code: 601), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Steve Chan did not hold any directorships in any other listed public companies in the last three years.

Mr. Steve Chan has not entered into any service contract with the Company. There is no agreement between the Company and Mr. Steve Chan in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an independent non-executive Director. He is subject to retirement by rotation at least once every three years in accordance with the Articles. He is entitled to a director's fee of HK$60,000 per annum which is determined by the Board with reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee. Mr. Chan does not have any relationship with any Directors, senior management or substantial or controlling shareholder (as respectively defined in the GEM Listing Rules) of the Company and he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Fung Wai Ching, aged 45, was appointed as an independent non-executive Director on 23 June 2014. He is also the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee. Mr. Fung is presently an owner of a printing company in Hong Kong. He has over 17 years' experience in managing paper, packaging and printing industries in both China and Hong Kong markets. Mr. Fung is now an independent non-executive director of China Star Cultural Media Group Limited (Stock Code: 8172), the shares of which are listed on the GEM of the Stock Exchange and Mastermind Capital Limited (Stock Code: 905), the shares of which are listed on the Main Board of Stock Exchange. Save as disclosed above, Mr. Fung did not hold any directorships in any other listed public companies in the last three years.

Mr. Fung has not entered into any service contract with the Company. There is no agreement between the Company and Mr. Fung in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an independent non-executive Director. He is subject to retirement by rotation at least once every three years in accordance with the Articles. He is entitled to a director's fee of HK$60,000 per annum which is determined by the Board with reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee. Mr. Fung does not have any relationship with any Directors, senior management or substantial or controlling shareholder (as respectively defined in the GEM Listing Rules) of the Company and he does not have any interests in the Shares within the meaning of Part XV of the SFO.

COMPANY SECRETARY

Mr. Tse Kam Fai, aged 51, was appointed as the Company Secretary of the Company on 23 March 2000. Mr. Tse is a fellow member of The Institute of Chartered Secretaries and Administrators and of The Hong Kong Institute of Chartered Secretaries. He is also a member of the Hong Kong Institute of Directors. Mr. Tse has more than 20 years' experience in handling listed company secretarial and compliance related matters. He is currently the company secretary of two other companies whose shares are listed on the Main Board of the Stock Exchange and two other companies whose shares listed on the GEM of the Stock Exchange. Mr. Tse is also an executive director of a local professional firm providing regulatory compliance, corporate governance and corporate secretarial services to listed and unlisted corporations.

The Company is committed to maintain good corporate governance standard and procedures to ensure the integrity, transparency and quality of disclosure in order to enhance the shareholders' value.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Corporate Governance Code and Corporate Governance Report ("CG Code") as set out in Appendix 15 to the GEM Listing Rules as its own code of corporate governance.

During the year ended 31 December 2014, the Company was in compliance with the code provisions set out in the CG Code except for the deviations as explained below:

- Code provision A.2.1 of the CG Code provides that the roles and responsibilities of chairman and chief executive officer should be divided. The Company has not appointed chairman and chief executive officer, and the roles and functions of the chairman and chief executive officer have been performed by the four executive Directors collectively.

- Code provision A.4.1 of the CG Code provides that the non-executive directors should be appointed for a specific term and subject to re-election. The independent non-executive Directors are not appointed for a specific term but they are subject to retirement by rotation at least once every three years in accordance with the Articles.

- Code provision D.1.4 of the CG Code provides that issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for Directors (except Mr. Mung Kin Keung). However, the Directors shall be subject to retirement by rotation in accordance with the Articles. In any event, all Directors, including those without a letter of appointment, must retire by rotation in the manner prescribed under the Articles, and on re-election of the retiring Directors, shareholders of the Company are given information that is reasonably necessary for them to make an informed decision on the reappointment of the relevant Directors. In addition, the Directors are required to refer to the guidelines set out in "A Guide on Directors' Duties" issued by the Companies Registry and "Guidelines for Directors" and "Guide for Independent Non-executive Directors" (if applicable) published by the Hong Kong Institute of Directors in performing their duties and responsibilities as Directors. Besides, the Directors are required to comply with the requirements under statue and common law, the GEM Listing Rules, legal and other regulatory requirements and the Company's business and governance policies.

- Code provision E.1.2 of the CG Code provides that chairman of the board should attend the annual general meeting and he should invite the chairmen of the audit, remuneration, nomination committee and any other committees (as appropriate) to attend. During the year, the annual general meeting of the Company held on 22 May 2014 (the "2014 AGM"), although the Company has not appointed chairman of the Company, all the then Directors attended the 2014 AGM except Mr. Mung Bun Man, Alan (chairman of the corporate governance committee) did not attend the 2014 AGM due to his other business engagement.

Save as those mentioned above, in the opinion of the Directors, the Company has met the code provisions set out in the CG Code during the year ended 31 December 2014.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standards of dealings regarding securities transactions by directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. All the Directors have confirmed that they have complied with the required standards as set out in the GEM Listing Rules during the year ended 31 December 2014.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company, and is responsible for setting up the overall strategy as well as reviewing the operation and financial performance of the Group. The Board reserved for its decision or consideration matters covering overall Group strategy, major acquisitions and disposals, annual budgets, quarterly, interim and annual results, recommendations on Directors' appointment or re-appointment, approval of major capital transactions and other significant operational and financial matters. The executive Board and senior management were delegated with the authority and responsibility by the Board for the day-to-day operations of the Group while reserving certain key matters for the approval of the Board. In addition, the Board has also delegated various responsibilities to the Board committees. Further details of these committees are set out in this report.

The Board currently consists of the following seven Directors:

Executive Directors

Mr. Mung Kin Keung
Mr. Mung Bun Man, Alan
Mr. Tse Ke Li
Mr. Leung Wai Man

Independent Non-executive Directors

Mr. Chan Wai Man
Mr. Chan Ho Bun, Steve
Mr. Fung Wai Ching

Mr. Mung Kin Keung (an executive Director) is the father of Mr. Mung Bun Man, Alan (an executive Director). Save as disclosed above, there are no relationship (including financial, business, family or other material/relevant relationships) among members of the Board. Such balanced Board composition is formed to ensure strong independence exists across the Board. The composition of the Board reflects the necessary of balanced skills and experience for effective leadership. The biographical information of the Directors are set out on pages 11 to 14 herein under the section headed "Biographies of Directors and Senior Management".

Independent Non-executive Directors

The three independent non-executive Directors are persons of high calibre, with academic and professional qualifications in the fields of accounting and appropriate expertise. With their experience gained from various sectors, they provide strong support towards the effective discharge of the duties and responsibilities of the Board. Each independent non-executive Director gives an annual confirmation of his independence to the Company, and the Company considers these Directors are independent under Rule 5.09 of the GEM Listing Rules.

The independent non-executive Directors are not appointed for a specific term but are subject to retirement by rotation at least once every three years at the annual general meeting in accordance with the Articles.

Chairman and Chief Executive Officer

The Company has not appointed chairman and chief executive officer, and the roles and functions of the chairman and chief executive officer have been performed by the four executive Directors collectively.

The Board believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by current Board which comprises experienced and high calibre individuals with sufficient number thereof being independent non-executive Directors.

Board Diversity Policy

The Board has adopted on 14 August 2013 a board diversity policy (the "Board Diversity Policy") which sets out the approach to achieve diversity on the Board. The Company recognises that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimal composition of the Board.

The Board delegated certain duties under the Board Diversity Policy to the Nomination Committee. The Nomination Committee will review and adopt the above measurements when it reviewed the composition of the Board. After assessing the suitability of the Directors' skills and experience to the Company's business, the Nomination Committee considered that the existing Board was appropriately structured.

Directors' Training

According to the code provision A.6.5 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant.

All Directors have participated in continuous professional development and provided a record of training they received for the financial year ended 31 December 2014 to the Company. The Company has also continuously updated Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

The individual training record of each Director received for the year ended 31 December 2014 is set out below:

Name of Director	Reading materials relating to rules and regulations and discharge of directors' duties and responsibilities
Mr. Mung Kin Keung	✓
Mr. Mung Bun Man, Alan	✓
Mr. Tse Ke Li	✓
Mr. Leung Wai Man	✓
Mr. Chan Wai Man	✓
Mr. Chan Ho Bun, Steve	✓
Mr. Fung Wai Ching	✓

Board Meetings

The Board has four scheduled meetings a year at quarterly interval and additional meetings are held as and when required. The four scheduled Board meetings for a year are planned in advance. During regular meetings of the Board, the Directors review the operation and financial performances, and review and approve the annual, interim and quarterly results.

During the year ended 31 December 2014, the Board held 10 meetings. All Directors are given an opportunity to include any matter in the agenda for regular Board meetings and are given sufficient time to review documents and information relating to matters to be discussed in Board meetings in advance.

Name of Director		Number of meetings attended
Executive Directors:		
Mr. Mung Kin Keung	(Appointed on 19 June 2014) (note 1)	1/4
Mr. Mung Bun Man, Alan	(Appointed on 24 March 2014) (note 2)	7/7
Mr. Tse Ke Li		10/10
Mr. Leung Wai Man	(Appointed on 17 October 2014) (note 3)	1/1
Mr. Tang Chi Ming	(Resigned on 24 March 2014) (note 4)	3/3
Independent Non-executive Directors:		
Mr. Chan Wai Man	(Appointed on 16 April 2014) (note 5)	5/5
Mr. Chan Ho Bun, Steve	(Appointed on 16 April 2014) (note 5)	4/5
Mr. Fung Wai Ching	(Appointed on 23 June 2014) (note 6)	3/3
Mr. Chung Koon Yan	(Resigned on 16 April 2014) (note 7)	5/5
Ms. Chan Ling, Eva	(Resigned on 23 June 2014) (note 8)	6/7
Mr. Lam Ka Wai, Graham	(Resigned on 16 April 2014) (note 9)	2/4

Notes:

1. Mr. Mung Kin Keung was appointed on 19 June 2014. His attendance above was stated by reference to the number of Board meetings held during his tenure.

2. Mr. Mung Bun Man, Alan was appointed on 24 March 2014. His attendance above was stated by reference to the number of Board meetings held during his tenure.

3. Mr. Leung Wai Man was appointed on 17 October 2014. His attendance above was stated by reference to the number of Board meetings held during his tenure.

4. Mr. Tang Chi Ming resigned on 24 March 2014. His attendance above was stated by reference to the number of Board meetings held during his tenure.

5. Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve were appointed on 16 April 2014. Their attendances above were stated by reference to the number of Board meetings held during their respective tenure.

6. Mr. Fung Wai Ching was appointed on 23 June 2014. His attendance above was stated by reference to the number of Board meetings held during his tenure.

7. Mr. Chung Koon Yan resigned with effect from the conclusion of the Board meeting held on 16 April 2014. His attendance above was stated by reference to the number of Board meetings held during his tenure.

8. Ms. Chan Ling, Eva resigned on 23 June 2014. Her attendance above was stated by reference to the number of Board meetings held during her tenure.

9. Mr. Lam Ka Wai, Graham resigned on 16 April 2014. His attendance above was stated by reference to the number of Board meetings held during his tenure.

Apart from formal meetings, matters requiring Board approval were arranged by means of circulation of written resolutions.

Board minutes are kept by the Company Secretary and are open for inspection by the Directors. Every Board member is entitled to have access to Board papers and related materials and has unrestricted access to the advices and services of the Company Secretary, and has the liberty to seek external professional advice if so required.

General Meeting

During the year ended 31 December 2014, 2 general meetings of the Company were held, being the 2014 AGM held on 22 May 2014 and an extraordinary general meeting (the "EGM") held on 6 October 2014.

Name of Director		Number of attendance 2014 AGM	EGM
Executive Directors:			
Mr. Mung Kin Keung	(Appointed on 19 June 2014)	N/A	0/1
Mr. Mung Bun Man, Alan	(Appointed on 24 March 2014)	0/1	1/1
Mr. Tse Ke Li		1/1	1/1
Mr. Leung Wai Man	(Appointed on 17 October 2014)	N/A	N/A
Mr. Tang Chi Ming	(Resigned on 24 March 2014)	N/A	N/A
Independent Non-executive Directors:			
Mr. Chan Wai Man	(Appointed on 16 April 2014)	1/1	1/1
Mr. Chan Ho Bun, Steve	(Appointed on 16 April 2014)	1/1	1/1
Mr. Fung Wai Ching	(Appointed on 23 June 2014)	N/A	1/1
Mr. Chung Koon Yan	(Resigned on 16 April 2014)	N/A	N/A
Ms. Chan Ling, Eva	(Resigned on 23 June 2014)	1/1	N/A
Mr. Lam Ka Wai, Graham	(Resigned on 16 April 2014)	N/A	N/A

The Board is responsible for maintaining an on-going dialogue with Shareholders and in particular, uses annual general meetings or other general meetings to communicate with them and encourage their participation. Both Mr. Chan Wai Man (the chairman of the Audit Committee and the Remuneration Committee) and Ms. Chan Ling, Eva (the then chairman of the Nomination Committee) attended the 2014 AGM to answer questions and collect views of Shareholders.

EXECUTIVE BOARD

The Company established an Executive Board on 20 January 2006 which consists of the executive Directors, currently being Mr. Mung Kin Keung, Mr. Mung Bun Man, Alan, Mr. Tse Ke Li and Mr. Leung Wai Man. The Executive Board is delegated with authority to handle and/or monitor the management functions and operation of the day-to-day business of the Group.

NOMINATION COMMITTEE

The Company established the Nomination Committee on 5 January 2012 which currently consists of two independent non-executive Directors, namely Mr. Fung Wai Ching (as chairman) and Mr. Chan Wai Man, and an executive Director, namely Mr. Mung Bun Man, Alan, with written terms of reference in compliance with the GEM Listing Rules.

The terms of reference of the Nomination Committee is currently made available on the GEM website and the Company's website.

The functions of the Nomination Committee are to review and monitor the structure, size and diversity of the Board and make recommendations on any proposed changes to the Board to complement the Group's corporate strategy; to identify qualified individuals to become members of the Board; to assess the independence of the independent non-executive Directors; and to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

In 2014, the Nomination Committee held 3 meetings mainly reviewing the composition of the Board, assessing the independence of the independent non-executive Directors and the Directors to be re-elected at the 2014 AGM before putting forth for discussion and approval by the Board, and making their recommendations to the Board on the appointment of Directors. The attendance is as follows:

Name of member		**Number of meeting attended**
Mr. Fung Wai Ching *(chairman)*	(note 1)	N/A
Mr. Mung Bun Man, Alan	(note 2)	2/2
Mr. Chan Wai Man	(note 3)	1/1
Ms. Chan Ling, Eva	(note 4)	2/3
Mr. Tang Chi Ming	(note 5)	1/1
Mr. Chung Koon Yan	(note 6)	2/2

Notes:

1. Mr. Fung Wai Ching was appointed to be the chairman of the Nomination Committee on 23 June 2014. No Nomination Committee meeting was held after his appointment.

2. Mr. Mung Bun Man, Alan was appointed as a member of the Nomination Committee on 24 March 2014. His attendance above was stated by reference to the number of Nomination Committee meetings held during his tenure.

3. Mr. Chan Wai Man was appointed as a member of the Nomination Committee on 16 April 2014. His attendance above was stated by reference to the number of Nomination Committee meeting held during his tenure.

4. Consequent to the resignation of Ms. Chan Ling, Eva as an independent non-executive Director on 23 June 2014, she has ceased to be the chairman of the Nomination Committee. Her attendance above was stated by reference to the number of Nomination Committee meetings held during her tenure.

5. Consequent to the resignation of Mr. Tang Chi Ming as an executive Director on 24 March 2014, he has ceased to be a member of the Nomination Committee. His attendance above was stated by reference to the number of Nomination Committee meeting held during his tenure.

6. Consequent to the resignation of Mr. Chung Koon Yan as an independent non-executive Director with effect from the conclusion of the Board meeting held on 16 April 2014, he has ceased to be a member of the Nomination Committee. His attendance above was stated by reference to the number of Nomination Committee meetings held during his tenure.

Apart from the meetings held for the above, the Nomination Committee by passing of written resolutions made recommendation to the Board on the appointment of Directors.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 20 January 2006 which currently consists of three independent non-executive Directors, namely Mr. Chan Wai Man (as chairman), Mr. Chan Ho Bun, Steve and Mr. Fung Wai Ching, and one executive Director, namely Mr. Mung Bun Man, Alan with written terms of reference in compliance with the GEM Listing Rules.

The terms of reference of the Remuneration Committee is currently made available on the GEM website and the Company's website.

The functions of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure on the remuneration packages for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives, to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, and to make recommendations to the Board on the remuneration of independent non-executive Directors.

During the year ended 31 December 2014, the Remuneration Committee held 3 meetings for reviewing the remuneration packages of the Directors and senior management and making their recommendations to the Board on the remuneration packages of the Directors.

Name of member		**Number of meeting attended**
Mr. Chan Wai Man *(chairman)*	(note 1)	1/1
Mr. Chan Ho Bun, Steve	(note 1)	1/1
Mr. Fung Wai Ching	(note 2)	N/A
Mr. Mung Bun Man, Alan	(note 3)	2/2
Mr. Chung Koon Yan	(note 4)	2/2
Mr. Tang Chi Ming	(note 5)	1/1
Ms. Chan Ling, Eva	(note 6)	2/3
Mr. Lam Ka Wai, Graham	(note 7)	1/1

Notes:

1. Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve were appointed to be the chairman and as a member of the Remuneration Committee respectively on 16 April 2014. Their attendance above was stated by reference to the number of Remuneration Committee meeting held during their respective tenures.

2. Mr. Fung Wai Ching was appointed as a member of the Remuneration Committee on 23 June 2014. No Remuneration Committee meeting was held after his appointment.

3. Mr. Mung Bun Man, Alan was appointed as a member of the Remuneration Committee on 24 March 2014. His attendance above was stated by reference to the number of Remuneration Committee meeting held during his tenure.

4. Consequent to the resignation of Mr. Chung Koon Yan as an independent non-executive Director with effect from the conclusion of the Board meeting held on 16 April 2014, he has ceased to be the chairman of the Remuneration Committee. His attendance above was stated by reference to the number of Remuneration Committee meetings held during his tenure.

5. Consequent to the resignation of Mr. Tang Chi Ming as an executive Director on 24 March 2014, he has ceased to be a member of the Remuneration Committee. His attendance above was stated by reference to the number of Remuneration Committee meeting held during his tenure.

6. Consequent to the resignation of Ms. Chan Ling, Eva as an independent non-executive Director on 23 June 2014, she has ceased to be a member of the Remuneration Committee. Her attendance above was stated by reference to the number of Remuneration Committee meetings held during her tenure.

7. Consequent to the resignation of Mr. Lam Ka Wai, Graham as an independent non-executive Director on 16 April 2014, he has ceased to be a member of the Remuneration Committee. His attendance above was stated by reference to the number of Remuneration Committee meeting held during his tenure.

Apart from the meetings held for the above, the Remuneration Committee by passing of written resolutions made recommendation to the Board on the proposed remuneration packages of new Directors.

The Company adopted the Old Scheme and terminated the same pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 19 May 2011, and the Company adopted the Scheme at the same meeting. The purpose of both share option schemes is to enable the Board, at its discretion, to grant options to any eligible participants who include Directors and employees as incentives or rewards for their contribution to the Group. Details of the Old Scheme and the Scheme are set out in the Directors' Report and note 26 to the consolidated financial statements.

The emoluments payable to Directors and senior management will depend on their respective contractual terms under the employment agreements, if any, and is fixed by the Board with reference to the recommendation of the Remuneration Committee, the performance of the Group and the prevailing market conditions. Details of the remuneration of the Directors and senior management are set out in notes 11 and 33 to the consolidated financial statements.

AUDITOR'S REMUNERATION

During the year under review, the remuneration in respect of audit and non-audit services provided by the Company's auditor, Deloitte Touche Tohmatsu, is set out below:

Services rendered	**Fee paid/payable** HK$'000
Audit services	1,150
Non-audit services	
– Review of interim and quarterly financial information	938
– Reporting accountant services in relation to open offer in June 2014	290
– Reporting accountant services in relation to major transaction and open offer in November 2014	505

AUDIT COMMITTEE

The Company established the Audit Committee on 19 October 2000 which currently consists of three independent non-executive Directors, namely Mr. Chan Wai Man (as chairman), Mr. Chan Ho Bun, Steve and Mr. Fung Wai Ching, with written terms of reference in compliance with the GEM Listing Rules. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2014.

The terms of reference of the Audit Committee is currently made available on the GEM website and the Company's website.

The Audit Committee shall meet not less than four times a year. The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor reviewing the quarterly, interim and annual reports and financial statements of the Group; and overseeing the Group's financial reporting system and internal control procedures.

During the financial year ended 31 December 2014, the Audit Committee held 4 meetings.

Name of member		**Number of meeting attended**
Mr. Chan Wai Man *(chairman)*	(note 1)	3/3
Mr. Chan Ho Bun, Steve	(note 2)	2/3
Mr. Fung Wai Ching	(note 3)	2/2
Mr. Chung Koon Yan	(note 4)	1/1
Ms. Chan Ling, Eva	(note 5)	2/2
Mr. Lam Ka Wai, Graham	(note 6)	1/1

Notes:

1. Mr. Chan Wai Man was appointed to be the chairman of the Audit Committee on 16 April 2014. His attendance above was stated by reference to the number of Audit Committee meetings held during his tenure.

2. Mr. Chan Ho Bun, Steve was appointed as a member of the Audit Committee on 16 April 2014. His attendance above was stated by reference to the number of Audit Committee meetings held during his tenure.

3. Mr. Fung Wai Ching was appointed as a member of the Audit Committee on 23 June 2014. His attendance above was stated by reference to the number of Audit Committee meetings held during his tenure.

4. Consequent to the resignation of Mr. Chung Koon Yan as an independent non-executive Director on 16 April 2014, he has ceased to be the chairman of the Audit Committee. His attendance above was stated by reference to the number of Audit Committee meeting held during his tenure.

5. Consequent to the resignation of Ms. Chan Ling, Eva as an independent non-executive Director on 23 June 2014, she has ceased to be a member of the Audit Committee. Her attendance above was stated by reference to the number of Audit Committee meetings held during her tenure.

6. Consequent to the resignation of Mr. Lam Ka Wai, Graham as an independent non-executive Director on 16 April 2014, he has ceased to be a member of the Audit Committee. His attendance above was stated by reference to the number of Audit Committee meeting held during his tenure.

During the year ended 31 December 2014, the Audit Committee reviewed the first quarterly, interim, third quarterly and annual results of the Group together with the auditor of the Company; which were in the opinion of the Audit Committee that the preparation of such results complied with the applicable accounting standards and the GEM Listing Rules.

The Audit Committee noted the existing internal control system of the Group and also noted that review of the same will be carried out annually.

CORPORATE GOVERNANCE COMMITTEE

The Company established the CG Committee, with written terms of reference in compliance with the GEM Listing Rules, on 21 March 2012. Currently, the CG Committee comprises one executive Director, namely Mr. Mung Bun Man, Alan (as chairman), one independent non-executive Director, namely Mr. Fung Wai Ching and the Company Secretary of the Company, Mr. Tse Kam Fai.

The functions of the CG Committee are to develop and review the Company's policies and practices on corporate governance to comply with the CG Code and other legal or regulatory requirements and make recommendations to the Board; to oversee the Company's orientation program for new Director; to review and monitor the training and continuous professional development of Directors and senior management; to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors, and to review the Company's disclosure in the Corporate Governance Report.

During the financial year ended 31 December 2014, the CG Committee held 1 meeting to review the training and continuous professional development of Directors and to review the Company's compliance with the CG Code.

Name of member		**Number of meeting attended**
Mr. Mung Bun Man, Alan *(chairman)*	(note 1)	N/A
Mr. Fung Wai Ching	(note 2)	N/A
Mr. Tse Kam Fai		1/1
Mr. Tang Chi Ming	(note 3)	1/1
Ms. Cheung Sze Man	(note 4)	1/1
Ms. Yeung Chin King	(note 5)	N/A

Notes:

1. Mr. Mung Bun Man, Alan was appointed to be the chairman of the CG Committee on 24 March 2014. No meeting was held after his appointment.

2. Mr. Fung Wai Ching was appointed as a member of the CG Committee on 5 March 2015.

3. Mr. Tang Chi Ming ceased to be the chairman of the CG Committee on 24 March 2014. His attendance above was stated by reference to the number of CG Committee meeting held during his tenure.

4. Ms. Cheung Sze Man ceased to be a member of the CG Committee on 7 July 2014. Her attendance above was stated by reference to the number of CG Committee meeting held during her tenure.

5. Ms. Yeung Chin King was appointed as a member of the CG Committee during the period of 7 July 2014 to 5 March 2015. No meeting was held during her tenure.

COMPANY SECRETARY

The Company engaged an external professional company secretarial services provider, Uni-1 Corporate Services Limited ("Uni-1"), to provide compliance and full range of company secretarial services to the Group in order to assist the Group to cope with the changing regulatory environment and to suit different commercial needs.

Mr. Tse Kam Fai ("Mr. Tse"), the representative of Uni-1, was appointed as the named Company Secretary of the Company.

Mr. Mung Bun Man, Alan, an executive Director, is the primary point of contact at the Company for the Company Secretary.

According to the requirements of Rule 5.15 of the GEM Listing Rules, Mr. Tse, being a person who was a company secretary of an issuer before 31 December 1994, will take no less than 15 hours of relevant professional training for the financial year commencing on 1 January 2017.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognises the importance of good communications with all shareholders. The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. The chairman of the 2014 AGM proposes separate resolutions for each issue to be considered. Chairman of the Audit Committee, Remuneration Committee and Nomination Committee and the external auditor also attend the 2014 AGM to answer questions from the Shareholders. The annual report together with the annual general meeting circular are distributed to all the Shareholders at least 20 clear business days before the annual general meeting.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

Shareholders to convene an extraordinary general meeting

Shareholders may convene an extraordinary general meeting of the Company according to the provisions as set out in the Articles and The Companies Law (2013 Revision) of the Cayman Islands. The procedures Shareholders can use to convene an extraordinary general meeting are set out in the document entitled "Procedures for a Shareholder to Propose a Person for Election as a Director", which is currently available on the Company's website.

Putting enquiries by Shareholders to the Board

Shareholders may send written enquiries to the Company for the attention of the Company Secretary at the Company's principal place of business in Hong Kong.

Procedures for putting forward proposals by shareholders at shareholders' meeting

Shareholders should follow the procedures set out in the sub-section headed "Shareholders to convene an extraordinary general meeting" above for putting forward proposals for discussion at general meeting.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the forthcoming annual general meeting (the "2015 AGM") will be voted by poll.

INVESTOR RELATIONS

The Company is committed to a policy of open and regular communication and reasonable disclosure of information to its shareholders. Information of the Company is disseminated to the Shareholders in the following manner:

- delivery of the quarterly, interim and annual reports to all Shareholders;

- publication of announcements on the quarterly, interim and annual results on the GEM website and the Company's website, and issue of other announcements and Shareholders' circulars in accordance with the continuing disclosure obligations under the GEM Listing Rules; and

- the general meeting of the Company is also an effective communication channel between the Board and the Shareholders.

No changes in the Company's constitutional documents during the year.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Company's financial statements for each financial period and to ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of the financial statements. The Directors, having made appropriate enquiries, confirm that they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

INTERNAL CONTROL

The Board has overall responsibility for maintaining a proper and effective system of internal control of the Group. The internal control system includes the safeguard of the interest of Shareholders and the Group's assets. The Board has delegated to management the implementation of all relevant financial, operational, compliance controls and risk management function within a defined framework. During the year ended 31 December 2014, the Board has appointed independent professional firms to conduct a review of the system of internal control to ensure the effectiveness and adequacy of the system. The Board shall conduct such review at least once annually.

The Directors present their annual report and the audited financial statements for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 34 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2014 are set out in the consolidated statement of profit or loss and other comprehensive income on page 36.

The Directors do not recommend the payment of a dividend for the year ended 31 December 2014 (2013: Nil).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to Shareholders as at 31 December 2014 were as follows:

	2014	2013
	HK$'000	HK$'000
Share premium	**582,584**	349,134
Distributable reserve	**32,589**	32,589
Accumulated losses	**(114,374)**	(108,981)
	500,799	272,742

Under The Companies Law (2013 Revision) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum and the Articles of Association and provided that immediately following the payment of distributions or dividends, the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Articles, dividends shall be payable out of the profits or other reserves, including the share premium account, of the Company.

DIRECTORS

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

Executive Directors:

Mr. Mung Kin Keung	(Appointed on 19 June 2014)
Mr. Mung Bun Man, Alan	(Appointed on 24 March 2014)
Mr. Tse Ke Li	
Mr. Leung Wai Man	(Appointed on 17 October 2014)
Mr. Tang Chi Ming	(Resigned on 24 March 2014)

Independent Non-executive Directors:

Mr. Chan Wai Man	(Appointed on 16 April 2014)
Mr. Chan Ho Bun, Steve	(Appointed on 16 April 2014)
Mr. Fung Wai Ching	(Appointed on 23 June 2014)
Mr. Chung Koon Yan	(Resigned on 16 April 2014)
Ms. Chan Ling, Eva	(Resigned on 23 June 2014)
Mr. Lam Ka Wai, Graham	(Resigned on 16 April 2014)

Mr. Fung Wai Ching ("Mr. Fung") was appointed as independent non-executive Director with effect from 23 June 2014. In accordance with Article 86(3) of the Articles, any Director appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company and be subject to re-election at such meeting. In this connection, Mr. Fung retired and was re-elected by the Shareholders as an independent non-executive Director at the EGM held on 6 October 2014.

In accordance with Article 87(1) of the Articles, Mr. Chan Wai Man and Mr. Chan Ho Bun, Steve shall retire by rotation and, being eligible, offer themselves for re-election at the 2015 AGM.

In accordance with Article 86(3) of the Articles, Mr. Mung Kin Keung and Mr. Leung Wai Man, who were appointed as additional Directors by the Board after the 2014 AGM, will hold office until the 2015 AGM and, being eligible, offer themselves for re-election.

There is no specific length of the term of office for each of the independent non-executive Directors but they are subject to retirement by rotation at least once every three years in accordance with the Articles.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at 2015 AGM has a service contract with the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

INDEPENDENCE CONFIRMATIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all the independent non-executive Directors are independent.

SHARE OPTIONS

Particulars of the Old Scheme and the Scheme are set out in note 26 to the consolidated financial statements.

The following table discloses movements in the Company's share options granted under the Old Scheme during the year:

	Date of grant	Exercisable period	Exercise price per share HK$	Outstanding at 1 January 2014	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31 December 2014
Category 1: Directors								
Mr. Chung Koon Yan (resigned on 16 April 2014)	13.5.2011	13.5.2011 to 12.5.2014	1.058	300,000	–	–	(300,000)	–
Mr. Lam Ka Wai, Graham (resigned on 16 April 2014)	13.5.2011	13.5.2011 to 12.5.2014	1.058	200,000	–	–	(200,000)	–
Total held by Directors				500,000	–	–	(500,000)	–
Category 2:								
Eligible participants (other than Directors)	13.5.2011	13.5.2011 to 12.5.2014	1.058	1,750,000	–	–	(1,750,000)	–
Total of all categories				2,250,000	–	–	(2,250,000)	–

No option was granted under the Scheme since its adoption and all outstanding share options granted under the Old Scheme as at 31 December 2013 were lapsed on 13 May 2014.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2014, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporations, within the meaning of Divisions 7 and 8 of Part XV of the SFO, as recorded in the register of the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

Interests and short positions in the shares, underlying shares and debentures of the Company

Name of Director	Capacity	Long position/ short position	Number of ordinary shares/ underlying shares held	Approximate percentage of the issued ordinary share capital of the Company
Mr. Mung Kin Keung	Beneficial owner	Long position	153,936,000	20.13
Mr. Tse Ke Li	Beneficial owner	Long position	1,150,000	0.15

Save as disclosed above, none of the Directors and chief executives of the Company nor their associates had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules as at 31 December 2014.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the option holdings disclosed above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTEREST IN CONTRACT OF SIGNIFICANCE

No contract of significance, to which the Company or its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

COMPETING INTERESTS

Neither the Directors, the management shareholders of the Company nor their respective associates (as defined under the GEM Listing Rules) had any interests in a business which causes or may cause significant competition with the business of the Group.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/ OTHER PERSONS RECORDED IN THE REGISTER KEPT UNDER SECTION 336 OF THE SFO

Save as the interests disclosed under the section "Directors' and chief executives' interests and short positions in the shares, underlying shares and debentures" above, the Company has not been notified of any interests in the Company's issued shares as at 31 December 2014 as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO.

Save as disclosed above, as at 31 December 2014 and to the best knowledge of the Directors, there was no person had an interest or short position in the shares or underlying shares of the Company as recorded in the register to be kept under Section 336 of the SFO.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Board on the basis of their merits, qualifications and competence.

The emoluments of the Directors are decided by the Board with reference to the recommendations from the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted the Scheme as an incentive to Directors and eligible participants, details of the Scheme is set out in note 26 of the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2014.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's aggregate sales attributable to its five largest customers were less than 30% of the Group's total revenue.

In addition, the Group's aggregate purchase attributable to its five largest suppliers was also less than 30% of the Group's total purchases of the year.

CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out on pages 15 to 27 of this report.

AUDITOR

A resolution will be submitted to the 2015 AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

APPRECIATION

We would like to take this opportunity to thank the management and staff members of the Group for their hard work and valuable contributions to the Group in the past year. We would also like to thank our shareholders for their continuous support to the Group. The Group will keep on doing its best with an aim to provide good return to Shareholders.

On behalf of the Board
Mung Bun Man, Alan
Executive Director

25 March 2015

Deloitte.
德勤

TO THE MEMBERS OF WELL WAY GROUP LIMITED
和滙集團有限公司
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Well Way Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 36 to 91, which comprise the consolidated statement of financial position as at 31 December 2014, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's 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 auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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.

TO THE MEMBERS OF WELL WAY GROUP LIMITED
和滙集團有限公司
(incorporated in the Cayman Islands with limited liability)

OPINION

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

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
25 March 2015

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2014

	Notes	2014 HK$'000	2013 HK$'000
Revenue	5	48,969	52,516
Costs of service provided		(1,500)	–
		47,469	52,516
Other income		8,725	3,876
Gain on disposal of investments	7	12,309	–
Net loss on investment held for trading		(852)	–
Staff costs		(37,680)	(39,057)
Depreciation and amortisation expenses		(11,227)	(12,944)
Impairment loss on goodwill	17	(8,393)	(25,000)
Other expenses		(18,092)	(17,287)
Finance costs	8	(73)	–
Share of profit of a joint venture		2,071	1,100
Loss before tax		(5,743)	(36,796)
Income tax credit (expense)	9	208	(173)
Loss for the year	10	(5,535)	(36,969)
Other comprehensive income (expense) for the year			
Item that may be reclassified subsequently to profit or loss			
Exchange differences arising on translation of foreign operation		(9,144)	(7,595)
Share of exchange difference of a joint venture		(95)	–
Fair value gain on available-for-sale investments		67,500	–
Total comprehensive income (expense) for the year		52,726	(44,564)
Loss for the year attributable to owners of the Company		(5,535)	(36,969)
Total comprehensive income (expense) attributable to owners of the Company		52,726	(44,564)
Loss per share (HK cents)	14		
Basic and diluted (Restated)		(2.01)	(28.81)

Consolidated Statement of Financial Position

At 31 December 2014

	Notes	2014 HK$'000	2013 HK$'000
Non-current assets			
Property, plant and equipment	15	**4,863**	7,187
Available-for-sale investments	16	**202,500**	–
Goodwill	17	**–**	8,279
Intangible assets	18	**82,705**	95,109
Interest in a joint venture	19	**17,076**	15,100
		307,144	125,675
Current assets			
Trade and other receivables	20	**156,846**	140,674
Available-for-sale investments	16	**–**	136
Pledged bank deposits	21	**41,109**	–
Bank balances and cash	21	**148,784**	95,705
		346,739	236,515
Asset classified as held for sale	16	**–**	250
		346,739	236,765
Current liabilities			
Trade and other payables	22	**57,989**	67,695
Tax payable		**2,185**	2,286
Bank borrowings	23	**10,787**	–
		70,961	69,981
Net current assets		**275,778**	166,784
Total assets less current liabilities		**582,922**	292,459
Non-current liabilities			
Deferred tax liabilities	24	**14,058**	16,168
		568,864	276,291
Capital and reserves			
Share capital	25	**7,646**	1,249
Share premium and reserves		**561,218**	275,042
Total equity		**568,864**	276,291

The consolidated financial statements on pages 36 to 91 were approved and authorised for issue by the board of directors on 25 March 2015 and are signed on its behalf by:

Mung Bun Man, Alan
DIRECTOR

Leung Wai Man
DIRECTOR

Consolidated Statement of Changes In Equity

For the year ended 31 December 2014

	Share capital HK$'000	Share premium HK$'000	Distributable reserve HK$'000 (Note 1)	Merger reserve HK$'000 (Note 2)	Share option reserve HK$'000	Investments revaluation reserve HK$'000	Exchange reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2013	1,249	349,134	32,589	5,000	852	–	6,142	(74,111)	320,855
Loss for the year	–	–	–	–	–	–	–	(36,969)	(36,969)
Exchange differences arising on translation of foreign operation	–	–	–	–	–	–	(7,595)	–	(7,595)
Total comprehensive expense for the year	–	–	–	–	–	–	(7,595)	(36,969)	(44,564)
At 31 December 2013	1,249	349,134	32,589	5,000	852	–	(1,453)	(111,080)	276,291
Loss for the year	–	–	–	–	–	–	–	(5,535)	(5,535)
Exchange differences arising on translation of foreign operation	–	–	–	–	–	–	(9,144)	–	(9,144)
Share of exchange difference of a joint venture	–	–	–	–	–	–	(95)	–	(95)
Fair value gain on available-for-sale investments	–	–	–	–	–	67,500	–	–	67,500
Total comprehensive income (expense) for the year	–	–	–	–	–	67,500	(9,239)	(5,535)	52,726
Issue of shares (Note 25)	6,397	243,462	–	–	–	–	–	–	249,859
Transaction costs attributable to the issue of shares (Note 25)	–	(10,012)	–	–	–	–	–	–	(10,012)
Lapsed of share options (Note 26)	–	–	–	–	(852)	–	–	852	–
At 31 December 2014	7,646	582,584	32,589	5,000	–	67,500	(10,692)	(115,763)	568,864

Notes:

(1) The distributable reserve represented the credit arising from the capital reduction effected by the Company during the year ended 31 December 2009.

(2) The merger reserve represented the difference between the net worth of the subsidiaries acquired and the value of the consideration shares pursuant to the group reorganisation completed on 31 March 2000.

Consolidated Statement of Cash Flows

For the year ended 31 December 2014

	2014 HK$'000	2013 HK$'000
OPERATING ACTIVITIES		
Loss before tax	(5,743)	(36,796)
Adjustments for:		
Depreciation of property, plant and equipment	2,489	3,867
Amortisation of intangible assets	8,738	9,077
Interest income	(2,855)	(1,084)
Interest expense	73	–
Share of profit of a joint venture	(2,071)	(1,100)
Dividend income	(147)	(28)
Impairment loss on goodwill	8,393	25,000
Loss on disposal of property, plant and equipment	3	–
Gain on disposal of available-of-sale investments	(12,309)	–
Operating cash flows before movements in working capital	(3,429)	(1,064)
Increase in trade and other receivables	(25,009)	(11,000)
(Decrease) increase in trade and other payables	(2,475)	25,591
Cash (used in) generated from operating activities	(30,913)	13,527
Income tax paid	(1,286)	(2,527)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	(32,199)	11,000
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(379)	(1,248)
Purchase of available-for-sale investments	(135,000)	–
Proceed from sale of available-for-sale investments	136	–
Proceed from sale of other asset	8,564	–
Dividend received	147	28
Interest received	2,855	1,084
Placement of pledged bank deposits	(41,109)	–
Acquisition of a joint venture	–	(14,000)
NET CASH USED IN INVESTING ACTIVITIES	(164,786)	(14,136)
FINANCING ACTIVITIES		
Proceeds from issue of shares	249,859	–
Transaction costs attributable to the issue of shares	(10,012)	–
Advances drawn on trade receivables with full recourse	10,787	–
Interest paid	(73)	–
NET CASH GENERATED FROM FINANCING ACTIVITIES	250,561	–
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	53,576	(3,136)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	95,705	99,067
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	(497)	(226)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER represented by bank balances and cash	148,784	95,705

1. GENERAL INFORMATION

Well Way Group Limited (the "Company") is a public limited company incorporated in the Cayman Islands and its shares are listed on the Growth Enterprise Market (the "GEM") of the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office and principal place of business of the Company are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Unit 1611, 16/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong respectively.

The principal activities of the Company and its subsidiaries (the "Group") are the provision and operation of travel business and treasury management.

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

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

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

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

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

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

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

HKFRS 9	Financial instruments[1]
HKFRS 15	Revenue from contracts with customers[2]
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations[4]
Amendments to HKAS 1	Disclosure initiative[4]
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation[4]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants[4]
Amendments to HKAS 19	Defined benefit plans: Employee contributions[3]
Amendments to HKAS 27	Equity method in separate financial statements[4]
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture[4]
Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	Investment entities: Applying the consolidation and exception[4]
Amendments to HKFRSs	Annual improvements to HKFRSs 2010 – 2012 cycle[5]
Amendments to HKFRSs	Annual improvements to HKFRSs 2011 – 2013 cycle[3]
Amendments to HKFRSs	Annual improvements to HKFRSs 2012 – 2014 cycle[4]

1 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
2 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
3 Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.
4 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
5 Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application permitted.

HKFRS 9 Financial instruments

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued in 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a 'fair value through other comprehensive income' (FVTOCI) measurement category for certain simple debt instruments.

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

HKFRS 9 Financial instruments *(Continued)*

Key requirements of HKFRS 9 are described below:

- All recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

- The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The directors of the Company anticipate based on the Group's consolidated financial statements as at 31 December 2014, the adoption of HKFRS 9 in the future will not affect the classification and measurement of the Group's consolidated financial statements.

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

HKFRS 15 Revenue from contracts with customers

In July 2014, HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction contracts and the related interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

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

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The directors of the Company anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

The directors of the Company anticipate that the application of the other new and revised standards, amendments and interpretations will have no material impact on the consolidated financial statements of the Group.

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance (Cap. 32).

Basis of preparation

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

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

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

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of consolidation

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

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

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

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

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests.

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

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

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations *(Continued)*

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income taxes and HKAS 19 Employee benefits" respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date; and

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current assets held for sale and discontinued operations" are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less any accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Investment in a joint venture

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

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

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investment in a joint venture *(Continued)*

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

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

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. The Group discontinues the use of the equity method at the time of disposal when the disposal results in the Group losing significant influence over the associate or joint venture.

After the disposal takes place, the Group accounts for any retained interest in the associate or joint venture in accordance with HKAS 39 unless the retained interest continues to be an associate or a joint venture, in which case the Group uses the equity method.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for rebates and other similar allowances.

Services income

Revenue from travel and other travel related services is recognised when the services are rendered.

Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

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

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

Leasing

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leasing *(Continued)*

The Group as lessee

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

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); and

- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate).

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Foreign currencies *(Continued)*

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Retirement benefit costs

Payments to the state-managed retirement benefit scheme and Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Taxation

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

Current tax

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

Deferred tax

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Taxation *(Continued)*

Deferred tax *(Continued)*

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

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments.

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets

Financial assets are classified into the following specified categories: financial assets at 'fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, available-for-sale financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Financial assets at FVTPL

Financial assets at FVTPL comprise financial assets held for the trading.

A financial asset is classified as held for trading if:

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

Financial assets at FVTPL are stated at fair value, with any gains or losses arising from remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial assets and is included in the 'other gains and losses' line item.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables, pledged bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

Equity and debt securities held by the Group that are classified as available-for-sale financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale monetary financial assets relating to interest income calculated using the effective interest method and dividends on available-for-sale equity investments are recognised in profit or loss. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

Available-for-sale financial assets

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period (see accounting policy in respect of impairment loss on financial assets below).

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets

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

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

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

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade receivables, assets are assessed for impairment on a collective basis even if they were assessed not to be impaired individually. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 90 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

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

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

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets (Continued)

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

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

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

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments

Classification as debt or equity

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

Financial liabilities

Financial liabilities of the Group include trade and other payables and bank borrowing, which are subsequently measured at amortised cost, using the effective interest method.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

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

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

Interest expense is recognised on an effective interest basis.

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

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

The Group derecognises financial liability when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Share-based payment arrangements

Share-based payment transactions of the Company
Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Share-based payment arrangements *(Continued)*

Share-based payment transactions of the Company *(Continued)*

At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

When the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2014, the carrying amount of goodwill is approximately HK$Nil (net of accumulated impairment losses of HK$57,393,000) (2013: HK$8,279,000 (net of accumulated impairment losses of HK$49,000,000)).

Estimated impairment of trade receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss 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 been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2014, the carrying amount of trade receivables and trade receivables discounted with full recourse are approximately HK$126,453,000 and HK$10,787,000 (31 December 2013: carrying amount of trade receivables of HK$129,900,000).

5. REVENUE

Revenue represents revenue arising on travel business for the year. An analysis of the Group's revenue for the year, is as follows:

	2014 HK$'000	2013 HK$'000
Travel business	48,969	52,516

6. SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results by operating segment, based on information provided to the chief operating decision maker ("CODM") representing the board of directors of the Company, for the purpose of allocating resources to segments and assessing their performance. This is also the basis upon which the Group is arranged and organised.

The Group's operations are currently organised into two reporting and operating segments under HKFRS 8, namely travel business and treasury management.

For the year ended 31 December 2013, there were three operating divisions, namely travel business, treasury management and precious metals trading, in which the business of precious metals trading had been ceased during the fourth quarter of 2013 as the chief operating decision maker ("CODM") representing the board of directors of the Company decided to allocate more resources into travel business. The business of precious metals trading was discontinued accordingly. However, no discontinued operation was shown separately on the consolidated financial statements in 2013 since the CODM considered the financial results contributed by such business was insignificant to the Group.

Segment revenues and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable segments.

	Segment revenue		Segment (losses) profits	
	2014 HK$'000	2013 HK$'000	2014 HK$'000	2013 HK$'000
Travel business	48,969	52,516	(5,934)	(22,391)
Treasury management	–	–	140	28
Precious metals trading (Note)	–	–	12,316	(24)
Total	48,969	52,516	6,522	(22,387)
Share of profit of a joint venture			2,071	1,100
Unallocated income			8	169
Unallocated expense			(14,136)	(15,851)
Loss for the year			(5,535)	(36,969)

Note: The segment profit from precious metals trading is mainly arising from the gain from disposal of investments (details set out in note 7) in 2014.

6. SEGMENT INFORMATION *(Continued)*

Segment revenues and results *(Continued)*

All of the segment revenue reported above are from external customers.

Segment (losses) profits represents the (losses) profits (incurred) earned by each segment without allocation of unallocated income (which mainly includes bank interest income of head office), unallocated expenses (which mainly include central administration costs and directors' salaries). This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

Segment assets and liabilities

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

	2014 **HK$'000**	2013 HK$'000
Segment assets		
Travel business	**294,900**	260,712
Treasury management	**202,500**	–
Precious metals trading	**–**	404
Total segment assets	**497,400**	261,116
Interest in a joint venture	**17,076**	15,100
Unallocated bank balances	**135,789**	84,658
Unallocated assets	**3,618**	1,566
Consolidated assets	**653,883**	362,440
Segment liabilities		
Travel business	**79,994**	70,354
Total segment liabilities	**79,994**	70,354
Unallocated liabilities	**5,025**	15,795
Consolidated liabilities	**85,019**	86,149

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating and reportable segments other than certain property, plant and equipment, certain deposits and prepayments and certain bank balances and cash.

- all liabilities are allocated to operating and reportable segments other than certain accruals and other payables.

6. SEGMENT INFORMATION *(Continued)*

Other information

Amounts included in the measure of segment results and segment assets:

	Travel business HK$'000	Treasury management HK$'000	Precious metal trading HK$'000
For the year ended 31 December 2014			
Additions to non-current assets (Note)	**372**	**135,000**	**–**
Depreciation for property, plant and equipment	**1,951**	**–**	**–**
Impairment loss on goodwill	**8,393**	**–**	**–**
Amortisation of intangible assets	**8,738**	**–**	**–**
Interest income	**2,847**	**–**	**–**
Finance costs	**73**	**–**	**–**
Dividend income	**–**	**140**	**7**
For the year ended 31 December 2013			
Additions to non-current assets (Note)	999	–	–
Depreciation for property, plant and equipment	1,833	–	–
Impairment loss on goodwill	25,000	–	–
Amortisation of intangible assets	9,077	–	–
Interest income	1,069	–	1
Dividend income	–	28	–

Note: Additions to non-current assets represent the additions to property, plant and equipment and available-for-sale investments.

Geographic information

The Group operates in three principal geographical areas – Singapore, Hong Kong and Malaysia.

The Group's revenue from continuing operations from external customers by location of operations and information about its non-current assets by location of the assets are detailed below:

	Revenue from external customers		Non-current assets	
	2014 HK$'000	2013 HK$'000	**2014 HK$'000**	2013 HK$'000
Singapore	**47,320**	52,516	**86,942**	109,418
Hong Kong	**1,649**	–	**626**	1,157
Malaysia	**–**	–	**17,076**	15,100
	48,969	52,516	**104,644**	125,675

Note: Non-current assets excluded available-for-sale investments.

6. SEGMENT INFORMATION *(Continued)*

Information about major customers

No revenue from customers contributes over 10% of the total sales of the Group for any of the two years ended 31 December 2014 and 2013.

7. GAIN ON DISPOSAL OF INVESTMENTS

On 15 November 2013, the Company, through its wholly-owned subsidiary, Wing Shing Loong Goldsmith & Refinery Co. Limited, entered into a conditional sale and purchase agreement with an independent third party to dispose of the unlisted equity shares of Hong Kong Precious Metals Exchange Limited and the membership licence of The Chinese Gold & Silver Exchange Society (the "Society") at a total consideration of HK$12,700,000 subject to the approval by the Society. The assets being disposed amounted to HK$391,000 (mainly including available-for-sale investments of HK$136,000 and other non-current asset of HK$250,000 which was classified as an asset held for sale as at 31 December 2013). The disposal transaction was completed on 18 February 2014 after obtaining the necessary approval, and a gain on disposal of HK$12,309,000 was resulted and recognised to profit or loss during the year.

8. FINANCE COSTS

	2014 **HK$'000**	2013 HK$'000
Interest on advances drawn on trade receivables discounted with full recourse (note 23), repayable within one year	**73**	–

9. INCOME TAX (CREDIT) EXPENSE

	2014 **HK$'000**	2013 HK$'000
The tax (credit) charge comprises:		
Singapore Corporate Income Tax	**1,745**	1,788
Overprovision in prior year	**(468)**	(71)
	1,277	1,717
Deferred taxation – current year	**(1,485)**	(1,544)
	(208)	173

9. INCOME TAX (CREDIT) EXPENSE *(Continued)*

Singapore Corporate Income Tax is calculated at 17% in accordance with the relevant laws and regulations in Singapore.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. No provision for Hong Kong Profits Tax has been made as the Company and its subsidiaries incurred tax losses for both years.

The tax (credit) charge for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2014 **HK$'000**	2013 HK$'000
Loss before tax	**(5,743)**	(36,796)
Tax at domestic income tax rate of 17% (2013: 17%)	**(976)**	(6,256)
Tax effect of expenses not deductible for tax purpose	**4,370**	5,848
Tax effect of income not taxable for tax purpose	**(4,032)**	(580)
Tax effect of share result of a joint venture	**(352)**	(187)
Tax effect of tax losses not recognised	**1,356**	1,596
Utilisation of tax losses previously not recognised	**–**	(16)
Tax effect of deductible temporary differences not recognised	**49**	–
Overprovision in respect of prior year	**(468)**	(71)
Effect of different tax rates of subsidiaries operating in other jurisdictions	**(155)**	(161)
Tax (credit) charge for the year	**(208)**	173

10. LOSS FOR THE YEAR

	2014 HK$'000	2013 HK$'000
Loss for the year has been arrived at after charging:		
Depreciation for property, plant and equipment	2,489	3,867
Amortisation of intangible assets	8,738	9,077
Auditors' remuneration	1,568	1,343
Net exchange loss	–	191
Directors' emoluments (Note 11)	781	988
Salaries and allowances (excluding directors)	33,336	34,351
Retirement benefits scheme contribution (excluding directors)	3,563	3,718
	37,680	39,057
and after crediting:		
Interest income	2,855	1,084
Net exchange gain	759	–
Incentives income	1,385	2,193
Employment credits from government grants	1,181	164
Dividend income	147	28

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the eleven (2013: five) directors were as follows:

2014

Name of director	Notes	Fees HK$'000	Salary HK$'000	Contribution to retirement benefits scheme HK$'000	Total HK$'000
Executive directors:					
Mung Kin Keung	(i)	34	–	1	35
Mung Bun Man, Alan	(ii)	46	–	2	48
Tse Ke Li		360	–	18	378
Leung Wai Man	(iii)	12	–	1	13
Tang Chi Ming	(iv)	60	–	2	62
Independent non-executive directors:					
Chan Wai Man	(v)	43	–	–	43
Chan Ho Bun, Steve	(v)	43	–	–	43
Fung Wai Ching	(vi)	31	–	–	31
Chan Ling, Eva	(vii)	58	–	–	58
Chung Koon Yan	(viii)	35	–	–	35
Lam Ka Wai, Graham	(viii)	35	–	–	35
		757	–	24	781

2013

Name of director	Notes	Fees HK$'000	Salary HK$'000	Contribution to retirement benefits scheme HK$'000	Total HK$'000
Executive directors:					
Tang Chi Ming	(iv)	240	–	12	252
Tse Ke Li		360	–	16	376
Independent non-executive directors:					
Chan Ling, Eva	(vii)	120	–	–	120
Chung Koon Yan	(viii)	120	–	–	120
Lam Ka Wai, Graham	(viii)	120	–	–	120
		960	–	28	988

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS *(Continued)*

Notes:

(i) Appointed on 19 June 2014
(ii) Appointed on 24 March 2014
(iii) Appointed on 17 October 2014
(iv) Resigned on 24 March 2014
(v) Appointed on 16 April 2014
(vi) Appointed on 23 June 2014
(vii) Resigned on 23 June 2014
(viii) Resigned on 16 April 2014

No directors waived any emoluments for the years ended 31 December 2013 and 2014.

The Company has not appointed chairman and chief executive officer, and the roles and functions of the chairman and chief executive officer have been performed by the above executive directors of the Company collectively.

12. EMPLOYEES' AND CHIEF EXECUTIVE'S EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, none (2013: none) were directors of the Company whose emoluments are in note 11 above. The emoluments of the five (2013: five) highest paid individuals were as follows:

	2014 **HK$'000**	2013 HK$'000
Salaries and other benefits	**4,721**	5,302
Contribution to retirement benefits scheme	**274**	269
	4,995	5,571

The emoluments were within the following bands:

	Number of employees	
	2014	2013
Nil – HK$1,000,000	**3**	2
HK$1,000,001 – HK$1,500,000	**1**	3
HK$1,500,001 – HK$2,000,000	**1**	–

13. DIVIDENDS

No dividend was paid, declared or proposed for the years ended 31 December 2014 and 2013, nor has any dividend been proposed since the end of the reporting periods.

14. LOSS PER SHARE

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

	2014 **HK$'000**	2013 HK$'000
Loss		
Loss for the purposes of basic and diluted loss per share	**(5,535)**	(36,969)

	2014 **'000**	2013 '000 (Restated)
Number of shares		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share (Note)	**274,901**	128,309

Note: The weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share for the year has been retrospectively adjusted for the bonus element of the open offer completed in June 2014. Since there was no bonus element included in the open offer completed in November 2014, and therefore no adjustment was applied to the loss per share in this regard.

For the year ended 31 December 2013, diluted loss per share does not assume the exercise of the Company's share options because the exercise price of the options was higher than the average market price of shares for the year and the assumed exercise of the share option would result in a decrease in loss per share.

The Company's outstanding share options were all expired and lapsed during the year, and therefore there was no outstanding dilutive share option as at 31 December 2014.

15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Motor vehicle HK$'000	Furniture, fixtures and equipment HK$'000	Computer equipment HK$'000	Total HK$'000
COST					
At 1 January 2013	8,785	5,470	3,472	1,494	19,221
Additions	609	–	315	324	1,248
Disposals	–	–	–	(284)	(284)
Exchange difference arising on translation	(64)	(119)	(117)	(20)	(320)
At 31 December 2013	9,330	5,351	3,670	1,514	19,865
Additions	131	–	–	248	379
Disposals	(6,033)	–	(151)	(792)	(6,976)
Exchange difference arising on translation	(83)	(136)	(138)	(27)	(384)
At 31 December 2014	3,345	5,215	3,381	943	12,884
DEPRECIATION					
At 1 January 2013	5,844	1,187	993	1,162	9,186
Provided for the year	1,908	755	968	236	3,867
Eliminated on disposals	–	–	–	(284)	(284)
Exchange difference arising on translation	(13)	(25)	(45)	(8)	(91)
At 31 December 2013	7,739	1,917	1,916	1,106	12,678
Provided for the year	427	740	1,054	268	2,489
Eliminated on disposals	(6,033)	–	(148)	(792)	(6,973)
Exchange difference arising on translation	(28)	(42)	(91)	(12)	(173)
At 31 December 2014	2,105	2,615	2,731	570	8,021
CARRYING VALUES					
At 31 December 2014	1,240	2,600	650	373	4,863
At 31 December 2013	1,591	3,434	1,754	408	7,187

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

Leasehold improvements	15% or over the term of the lease, whichever is shorter
Motor vehicle	10% – 20%
Furniture, fixtures and equipment	15% – 33%
Computer equipment	30% – 33%

16. AVAILABLE-FOR-SALE INVESTMENTS

	2014	2013
	HK$'000	HK$'000
Listed equity shares in Hong Kong, at cost (Note a)	**202,500**	–
Unlisted equity shares, at cost (Note b)	**–**	136
	202,500	136
Analysed for reporting purposes as:		
Current asset	**–**	136
Non-current asset	**202,500**	–
	202,500	136

Notes:

(a) On 8 July 2014, Long Joy Investments Limited ("Long Joy"), a wholly-owned subsidiary of the Group, entered into a subscription agreement (the "Subscription") with China Star Entertainment Limited ("China Star"), pursuant to which Long Joy conditionally agreed to subscribe and China Star conditionally agreed to issue the 1,500,000,000 Shares of China Star ("China Star Subscription Shares") for a consideration of HK$135,000,000, which was equivalent to HK$0.09 per China Star Subscription Share. Upon the completion of the Subscription on 14 November 2014, Long Joy was interested in approximately 9.41% of the enlarged entire issued share capital of China Star. Since the directors considered that the Group cannot exercise significant influence on the financial and operating policies on the investee, and accordingly it is classified as available-for-sale investments. It was stated at fair value which have been determined based on the quoted market bid prices available on the Stock Exchange. During the year ended 31 December 2014, increase in fair value of listed securities amounting to HK$67,500,000 was recognised in other comprehensive income and accumulated under investments revaluation reserve.

(b) The cost of unlisted investments represents investment in unlisted equity securities issued by a private entity. They are measured at cost less accumulated impairment loss at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

On 15 November 2013, the Group, through its wholly-owned subsidiary, Wing Shing Loong Goldsmith & Refinery Co. Limited, entered into a conditional sale and purchase agreement with an independent third party to dispose of the unlisted equity shares of Hong Kong Precious Metals Exchange Limited and the membership license of the Society at a total consideration of HK$12,700,000 subject to the approval by the Society. The assets being disposed amounted to HK$391,000 (mainly including available-for-sale investments of HK$136,000 and other non-current asset of HK$250,000 which was classified as an asset held for sale as at 31 December 2013). The disposal transaction was completed on 18 February 2014 after obtaining the necessary approval, and a gain on disposal of HK$12,309,000 (note 7) was resulted and recognised to profit or loss during the year.

17. GOODWILL

	HK$'000
COST	
At 1 January 2013	34,011
Impairment loss	(25,000)
Exchange difference arising on translation	(732)
As 31 December 2013	8,279
Impairment loss	(8,393)
Exchange difference arising on translation	114
As 31 December 2014	–

For the impairment testing, goodwill, trade name and the customer relationship are allocated to the Group's cash generating units ("CGUs") identified according to business segment which is the business travel segment.

The recoverable amount of the travel business CGUs was based on its value in use and was determined with the assistance of Ascent Partners Transaction Service Limited, an independent professional qualified valuer not connected with the Group. The calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and at a discount rate of 16.22% (2013: 16.52%). Cash flows after the five-year period were extrapolated using a 2.97% (2013: 2.86%) growth rate in considering the economic condition of the market.

The growth rates used to extrapolate cash flow projections beyond the five-year period do not exceed the long-term average growth rate for the industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows which include budgeted sales and gross margin. Such estimation is based on the unit's past performance and management's expectations for the market development including the fluctuation in travel business in the current economic environment. Both actual sales and profit generated from the travel business segment in Singapore have fallen below expectation, and therefore the management has revised the cash flow projections.

In the second quarter of 2014, the management assessed that the carrying amount of the assets allocated to the unit was determined to be higher than its recoverable amount and an impairment loss of HK$8,393,000 (for the year ended 31 December 2013: HK$25,000,000) was recognised. The impairment loss was allocated fully to the goodwill and is presented on the face of consolidated statement of profit or loss and other comprehensive income.

18. INTANGIBLE ASSETS

The intangible assets were purchased as part of the acquisition of the Safe2Travel Pte Ltd ("Safe2Travel") and are recognised at their fair value at the date of acquisition.

The trade name has no legal life. The directors of the Company are of the opinion that the Group has the ability to use the trade name continuously. Various studies including product life cycle studies, market, competitive and environmental trends, and brand extension opportunities have been performed by management of the Group, which supports that the trade name has no foreseeable limit to the period over which the services provided are expected to generate net cash flows for the Group.

As a result, the trade name is considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The trade name will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

Other than the trade name, the customer relationship below has an estimated useful life of 7 years and is amortised on a straight-line basis.

Details of the impairment test on the recoverable amount of the CGUs of travel business in Singapore, to which the goodwill and intangible assets are allocated, are also set out in note 17.

As of 31 December 2014, the management further reviewed on the current and expected performance of travel business indicated that the recoverable amount, while reduced as compared with our impairment test on goodwill and intangible assets conducted in the second quarter of 2014 (as mentioned in note 17), was still above the respective carrying amount of the respective intangible assets after the goodwill fully impaired. On this basis, the directors of the Company concluded that there was no additional impairment loss identified on the intangible assets in these CGUs of the travel business in Singapore.

18. INTANGIBLE ASSETS *(Continued)*

	Trade name HK$'000	Customer relationship HK$'000	Total HK$'000
COST			
At 1 January 2013	59,245	64,651	123,896
Exchange difference arising on translation	(2,038)	(2,224)	(4,262)
At 31 December 2013	57,207	62,427	119,634
Exchange difference arising on translation	(2,314)	(2,524)	(4,838)
At 31 December 2014	54,893	59,903	114,796
AMORTISATION			
At 1 January 2013	–	16,163	16,163
Provided for the year	–	9,077	9,077
Exchange difference arising on translation	–	(715)	(715)
At 31 December 2013	–	24,525	24,525
Provided for the year	–	8,738	8,738
Exchange difference arising on translation	–	(1,172)	(1,172)
At 31 December 2014	–	32,091	32,091
CARRYING VALUES			
At 31 December 2014	54,893	27,812	82,705
At 31 December 2013	57,207	37,902	95,109

19. INTEREST IN A JOINT VENTURE

On 30 July 2013, Jade Emperor International Limited ("Jade Emperor"), a wholly-owned subsidiary of the Company, entered into a venture participation agreement (the "Participation Agreement") with Matrix Triumph Sdn. Bhd. ("MTSB") and Discover Orient Holidays Sdn. Bhd. ("DOH") for participation and involvement in the business being conducted by DOH at a cash consideration of HK$14 million. DOH engages principally in the business of operating as tours and travel agents in Malaysia.

Pursuant to the terms of the Participation Agreement, DOH shall pay to Jade Emperor a management fee which is equivalent to 90% of the profit before taxation of DOH. MTSB unconditionally and irrevocably guaranteed to Jade Emperor that the profit before taxation for the three financial years commencing from the financial year ended 31 December 2013 shall be no less than one million Malaysian Ringgit for each financial year.

In addition to the Participation Agreement, MTSB and Jade Emperor also entered into an option agreement on the same day, pursuant to which MTSB granted a call option to Jade Emperor to acquire the entire issued share capital in DOH at a price to be agreed by the parties with reference to the profit before taxation of DOH or such comparables at the time of exercise of the option. In the opinion of the directors, in the view of the price of the call option will be at market value on a mutually agreed basis by the parties at the time of exercise of the option, and therefore the value of the call option has no material financial impact to the Group.

The transaction was completed on 31 August 2013.

As the Participation Agreement requires the consent of both parties on major decision in the operation and control of DOH, DOH is treated as a joint venture of the Group accordingly.

Details of the Group's investment in a joint venture are as follows:

	2014 **HK$'000**	2013 HK$'000
Cost of investment in a joint venture	**14,000**	14,000
Share of post-acquisition profits and other comprehensive income	**3,171**	1,100
Exchange difference arising on translation	**(95)**	–
	17,076	15,100

19. INTEREST IN A JOINT VENTURE *(Continued)*

The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

	2014 HK$'000	2013 HK$'000
Current assets	**17,311**	15,849
Non-current assets	**6,115**	6,330
Current liabilities	**6,951**	7,505
Non-current liabilities	**1,075**	976

	1.1.2014 to 31.12.2014 HK$'000	1.9.2013 to 31.12.2013 HK$'000
Revenue	**55,118**	5,482
Profit for the period	**2,299**	1,222
Other comprehensive income	**–**	–
Total comprehensive income for the year	**2,299**	1,222
Dividends received from the joint venture during the year	**–**	–

Significant restriction

There are no significant restrictions on the ability of the joint venture of transfer funds to the Group in the form of cash dividends, or to repay loans or advance made by the Group.

20. TRADE AND OTHER RECEIVABLES

	2014 HK$'000	2013 HK$'000
Trade receivables	126,453	129,900
Trade receivables discounted with full recourse	10,787	–
Brokers receivables	5	–
Deposits, prepayments and other receivables	19,601	10,774
	156,846	140,674

The Group allows an average credit period range from 90-180 days to its trade customers of the travel business. The following is an aged analysis of trade receivables presented based on the invoice date at the end of the reporting period.

	2014 HK$'000	2013 HK$'000
0-30 days	77,538	83,839
31-60 days	14,123	17,031
61-90 days	5,885	12,938
91-180 days	16,711	5,609
181-365 days	12,196	10,483
	126,453	129,900

Trade receivables comprise of the gross amounts billed to customers.

These receivables relate to a number of independent customers that have a good track record with the Group. The management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit risk and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

As at 31 December 2014, it included in the Group's trade receivable balance are debtors with aggregate carrying amount of approximately HK$28,907,000 (31 December 2013: HK$16,092,000) which are past due as at the reporting date for which the Group has not provided for impairment loss. The average age of these receivables is 128 days (2013: 126 days).

20. TRADE AND OTHER RECEIVABLES *(Continued)*

Aging of trade receivables which are past due but not impaired

	2014 **HK$'000**	2013 HK$'000
91-180 days	**16,711**	5,609
181-365 days	**12,196**	10,483
Total	**28,907**	16,092

Trade receivables discounted with full recourse

The amounts represent trade receivables discounted to banks with full recourse with a maturity period of less than 90 days (2013: N/A). The Group recognises the full amount of the discount proceeds as liabilities as set out in note 23.

The following were the Group's financial assets as at 31 December 2014 and 2013 that were transferred to banks by discounting those receivables on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognise the full carrying amount of the receivables and has recognised the cash received on the transfer as a secured borrowing (see note 23). These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

	2014 **HK$'000**	2013 HK$'000
Carrying amount of transferred assets	**10,787**	–
Carrying amount of associated liabilities	**10,787**	–
Net position	**–**	–

21. PLEDGED BANK DEPOSITS, BANK BALANCES AND CASH

Pledged bank deposits and bank balances carry interest at market rates which range from 0.01% to 0.12% (2013: 0.01% to 0.5%) per annum.

The Group's bank balances and cash that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	2014 HK$'000	2013 HK$'000
United States dollar ("USD")	336	40
Australian dollar ("AUD")	2,461	1,096
New Zealand dollar ("NZD")	122	456

22. TRADE AND OTHER PAYABLES

	2014 HK$'000	2013 HK$'000
Trade payables	39,656	40,745
Accruals	5,641	11,839
Deposits received	4,726	9,864
Other payables	7,966	5,247
	57,989	67,695

The following is an aged analysis of trade payables presented based on the invoice date at the end of reporting period.

	2014 HK$'000	2013 HK$'000
0-30 days	19,048	40,305
31-60 days	15,201	10
61-90 days	5,407	1
Over 90 days	–	429
	39,656	40,745

23. BANK BORROWINGS

	2014 HK$'000	2013 HK$'000
Advances drawn on trade receivables discounted with full recourse	10,787	–

The amount represents the Group's other borrowings secured by the trade receivables discounted to banks with full recourse (see note 20), and the amount is repayable within one year.

24. DEFERRED TAX LIABILITIES

The following are the major deferred tax liabilities recognised and movements thereon during the current and prior years.

	Fair value adjustments HK$'000
At 1 January 2013	18,316
Credit to profit or loss	(1,544)
Exchange difference arising on translation	(604)
At 31 December 2013	16,168
Credit to profit or loss	(1,485)
Exchange difference arising on translation	(625)
At 31 December 2014	14,058

At the end of the reporting period, the Group has unused tax losses of approximately HK$99,412,000 (2013: HK$91,147,000) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profits stream.

25. SHARE CAPITAL OF THE COMPANY

	Number of shares	Share capital HK$'000
Ordinary shares of HK$0.01 each		
Authorised:		
At 1 January 2013, 31 December 2013 and 2014	180,000,000,000	1,800,000
Issued and fully paid:		
At 1 January 2013 and 31 December 2013	124,932,300	1,249
Issue of new shares (Note)	639,640,050	6,397
At 31 December 2014	764,572,350	7,646

Note:

On 11 February 2014, the Company completed a placing of 24,986,000 new shares under the general mandate at a placing price of HK$1.00 per placing share. The net proceeds from the placing, after deducting directly attributable costs of HK$0.85 million, were approximately HK$24.14 million. Details of the placing were disclosed in the Company's announcements dated 22 January 2014, 24 January 2014, 30 January 2014 and 11 February 2014.

On 18 June 2014, the Company completed an open offer of 74,959,150 offer shares at a subscription price of HK$0.70 per share on the basis of one offer share for every two existing shares held. The net proceeds from the open offer, after deducting directly attributable costs of HK$2.6 million were approximately HK$49.87 million. Details of the open offer were disclosed in the Company's prospectus dated 26 May 2014.

On 30 July 2014, the Company completed a placing of 29,980,000 new shares under the general mandate at a placing price of HK$0.65 per placing share. The net proceeds from the placing, after deducting directly attributable costs of HK$0.85 million, were approximately HK$18.65 million. Details of the placing were disclosed in the Company's announcements dated 16 July 2014 and 30 July 2014.

On 10 November 2014, the Company completed an open offer of 509,714,900 offer shares at a subscription price of HK$0.30 per share on the basis of two offer shares for every one existing share held. The net proceeds from the open offer, after deducting directly attributable costs of HK$5.7 million were approximately HK147.19 million. Details of the open offer were disclosed in the Company's circular dated 12 September 2014, prospectus dated 17 October 2014 and announcements dated 16 July 2014, 7 October 2014 and 10 November 2014.

26. SHARE-BASED PAYMENT TRANSACTIONS

The Company adopted an old share option scheme ("Old Scheme") and terminated the same pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 19 May 2011, and the Company adopted a new share option scheme ("2011 Scheme") at the same meeting. The purpose of both share option schemes is to enable the Board, at its discretion, to grant options to any eligible participants who include Directors and employees as incentives or rewards for their contribution to the Group. Under both schemes, the directors of the Company may grant options to eligible participants, including directors of the Company, its subsidiaries, to subscribe for shares in the Company. Under the Old Scheme, a share option may be exercised in accordance with the terms of the scheme prior to the expiry of three years from the date of acceptance.

The share options granted on 13 May 2011 were fully vested immediately and became exercisable on the grant date. The outstanding share options of 2,250,000 as at 31 December 2013 were all expired and lapsed during the year.

No share options were granted or exercised for year ended 31 December 2014 and 2013, and there was no outstanding share option as at 31 December 2014.

27. PLEDGE OF ASSETS

At 31 December 2014, trade receivable amounting to Singapore Dollar ("S$") 21,759,000 (equivalent to approximately HK$127,776,000) (31 December 2013: S$21,603,000 equivalent to approximately HK$132,208,000) have been pledged to banks by way of a floating charge. In addition, bank deposits of S$7,000,000 (equivalent to approximately HK$41,109,000) of the Group was pledged to a bank to secure credit facility as at 31 December 2014. The bank has provided banker's guarantee, invoice financing and commercial card guarantee to a subsidiary of the Company in an aggregate amount of approximately S$16,000,000 (equivalent to approximately HK$93,956,000) (31 December 2013: S$13,500,000 equivalent to approximately HK$82,617,000) of which the amounts utilised as at 31 December 2014 were approximately S$12,075,000, equivalent to approximately HK$70,908,000 (31 December 2013: S$4,029,000, equivalent to approximately HK$24,654,000). The banker's guarantee has been given in favour to international airlines.

28. OPERATING LEASES

The Group as lessee

	2014	2013
	HK$'000	HK$'000
Minimum lease payments recognised under operating leases for premises during the year	**3,995**	5,315

28. OPERATING LEASES *(Continued)*

The Group as lessee *(Continued)*

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

	2014 HK$'000	2013 HK$'000
Within one year	4,820	3,213
In the second to fifth years inclusive	6,746	1,400
	11,566	4,613

Operating lease payments represent rentals paid or payable by the Group for certain of its office premises and office equipment. Leases are negotiated for lease term of one to four years (31 December 2013: one to three years).

29. RETIREMENT BENEFITS PLANS

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualified employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% or HK$1,250 before 1 June 2014 or HK$1,500 on or after 1 June 2014 of relevant salaries and allowances to the MPF Scheme, which contribution is matched by the employees.

The employees of the Group's subsidiary in Singapore are members of the Central Provident Fund Scheme ("CPF Scheme") a state-managed retirement benefit scheme operated by Singapore Government. The Group is required to contribute ranging from 12% to 16% of payroll costs to the Central Provident Fund Scheme to fund the benefit. The only obligation of the Group with respect of the Central Provident Fund Scheme is to make the specific contributions. Contributions to the national pension scheme are recognised as an expense in the period in which the related service is performed.

The total cost charged to consolidated statement of profit or loss and other comprehensive income approximately of HK$3,615,000 (2013: HK$3,773,000) represents contributions payable to the MPF Scheme and CPF Scheme by the Group in respect of the year ended 31 December 2014. As at 31 December 2014, contributions of HK$768,000 (31 December 2013: HK$797,000) due in respect of the respective year ended had not been paid over to the plans. The amounts were paid subsequent to the end of the reporting period.

30. FINANCIAL INFORMATION OF THE COMPANY

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

	Notes	2014 HK$'000	2013 HK$'000
Total assets			
Interest in a subsidiary	(a)	**1**	1
Amount due from subsidiaries		**434,714**	277,675
Other receivables		**545**	77
Bank balances and cash		**76,132**	15
		511,392	277,768
Total liabilities			
Other payables		**(2,947)**	(2,925)
Net assets		**508,445**	274,843
Capital and reserves			
Share capital	25	**7,646**	1,249
Share premium and reserves	(b)	**500,799**	273,594
		508,445	274,843

Notes:

(a) The interest in a subsidiary represents the unlisted share measured at cost less impairment loss recognised.

(b) **Share premium and reserves**

	Share premium HK$'000	Distributable reserve HK$'000 note (i)	Share option reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2013	349,134	32,589	852	(68,204)	314,371
Loss for the year	–	–	–	(40,777)	(40,777)
At 31 December 2013	349,134	32,589	852	(108,981)	273,594
Loss for the year	–	–	–	(6,245)	(6,245)
Issue of shares (Note 25)	243,462	–	–	–	243,462
Transaction costs attributable to the issue of shares (Note 25)	(10,012)	–	–	–	(10,012)
Lapsed of share options (Note 26)	–	–	(852)	852	–
At 31 December 2014	582,584	32,589	–	(114,374)	500,799

The distributable reserves of the Company is amounted to HK$500,799,000 (2013: HK$272,742,000).

note (i): The distributable reserve represented the credit arising from the capital reduction effected by the Company during the year ended 31 December 2009.

31. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which includes the borrowing disclosed in note 23 (cash and cash equivalents) and equity attributable to owners of the Company, comprising issued share capital and various reserves.

32. FINANCIAL INSTRUMENTS

32a. Categories of financial instruments

	2014 HK$'000	2013 HK$'000
Financial assets		
Loans and receivables (including cash and cash equivalents)	**311,748**	225,794
Available-for-sale investments	**202,500**	136
Financial liabilities		
Amortised cost	**58,409**	45,993

32b. Financial risk management objectives and policies

The Group's management monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including foreign currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

Market risk

(i) Foreign currency risk management

Certain subsidiaries of the Group have trade and other receivables, pledged bank deposits, bank balances in foreign currencies, which expose the Group to foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Assets	
	2014 HK$'000	2013 HK$'000
USD	**336**	40
AUD	**2,461**	1,096
NZD	**122**	456

32. FINANCIAL INSTRUMENTS *(Continued)*

32b. Financial risk management objectives and policies *(Continued)*

Market risk *(Continued)*

(i) Foreign currency risk management (Continued)

Foreign currency sensitivity analysis

The following table details the Group's sensitivity to a 5% (2013: 5%) increase and decrease in the functional currencies of each group entity against the above foreign currencies. 5% (2013: 5%) is the sensitivity rate used in the current year when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items other than the items denominated in USD as the directors consider that the Group's exposure to USD is insignificant on the ground that HKD is pegged to USD. A positive number below indicates an increase in post-tax loss where functional currency of each group entity strengthen 5% (2013: 5%) against the relevant currencies. For a 5% (2013: 5%) weakening of functional currency of each group entity against the relevant currencies, there would be an equal and opposite impact on the post-tax loss and the balances below would be negative.

	2014	2013
	HK$'000	HK$'000
AUD	**123**	55
NZD	**6**	23

(ii) Interest rate risk management

The Group's cash flow interest rate risk relates primarily to variable-rate pledged bank deposits (note 21), bank balances (note 21) and bank borrowings (note 23). The Group's cash flow interest rate is mainly resulted from the fluctuation of market interest rate.

The sensitivity analysis below have been determined based on the exposure to interest rates on pledged bank deposits, bank balances and bank borrowings. The analysis is prepared assuming the financial instruments outstanding at the end of reporting date were outstanding for the whole year.

32. FINANCIAL INSTRUMENTS *(Continued)*

32b. Financial risk management objectives and policies *(Continued)*

Market risk *(Continued)*

(ii) Interest rate risk management (Continued)

A 50 basis point increase is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. If interest rates had been 50 basis points higher and all other variables were held constant, the Group's loss for the year ended 31 December 2014 would decrease by approximately HK$152,000 (2013: decrease by approximately HK$422,000). Management does not expect a significant decrease of interest rate.

In management's opinion, the sensitivity analysis is unrepresentative of inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

(iii) Equity and other price risks management

The Group is exposed to equity and other price risk through its investment in listed equity securities. The Group has concentration risk on equity investment as the investment is made in one listed entity.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 10% higher/lower (2013: Nil) other comprehensive income for the year ended 31 December 2014 would increase/decrease by HK$20,250,000 (2013: Nil) as a result of the changes in fair value of available-for-sale investments.

The Group's sensitivity to equity and other price risks has increased during the year mainly due to the increase in the available-for-sale investments.

Credit risk management

As at 31 December 2014, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The management of the Group considers that the concentration of credit risk on the available-for-sale investments in the equity interests held is limited as they were issued by a company which shares are listed on the Stock Exchange.

32. FINANCIAL INSTRUMENTS *(Continued)*

32b. Financial risk management objectives and policies *(Continued)*

Credit risk management *(Continued)*

The Group credit risk is primarily attributable to its trade receivables. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt and debt instrument at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with good reputation.

Other than concentration of credit risk on liquid funds which are deposited with several banks with good reputation, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework to meet the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Liquidity tables

In addition, the following tables detail the Group's expected maturity for its non-derivative financial assets. The tables have been drawn up based on the undiscounted contractual cash flows of the financial assets including interest that will be earned on those assets. The inclusion of information on these non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

32. FINANCIAL INSTRUMENTS *(Continued)*

32b. Financial risk management objectives and policies *(Continued)*

Liquidity risk management *(Continued)*

Liquidity tables (Continued)

The amounts included below for variable interest rate instruments for both non-derivative financial assets and liabilities are subject to change if changes in variable interest rates different to those estimates of interest rates determined at the end of the reporting period.

	Weighted average interest rate	Less than one month or on demand and total undiscounted cash flows	Carrying amount
	%	HK$'000	HK$'000
2014			
Non-derivative financial assets			
Trade and other receivables	**–**	**121,855**	**121,855**
Available-for-sale investments	**–**	**202,500**	**202,500**
Pledged bank deposits	**0.12**	**41,113**	**41,109**
Bank balances and cash	**0.01**	**148,785**	**148,784**
		514,253	**514,248**
Non-derivative financial liabilities			
Trade and other payables	**–**	**47,622**	**47,622**
Bank borrowings	**3.51**	**11,165**	**10,787**
		58,787	**58,409**
2013			
Non-derivative financial assets			
Trade and other receivables	–	130,089	130,089
Available-for-sale investments	–	136	136
Bank balances and cash	0.01	95,706	95,705
		225,931	225,930
Non-derivative financial liabilities			
Trade and other payables	–	45,993	45,993

32. FINANCIAL INSTRUMENTS *(Continued)*

32c. Fair value measurement of financial instruments

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

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

– Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;

– Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

– Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial asset	Fair value as at		Fair value hierarchy	Valuation technique(s) and key inputs	Significant Unobservable input(s)	Relationship of unobservable inputs to fair value
	31 December 2014	31 December 2013				
Listed available-for-sale Investments	**202,500,000**	–	Level 1	Quoted bid prices in an active market	N/A	N/A

There were no transfers between Level 1 and 2 fair value measurements in 2014 and 2013.

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

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

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

33. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

	2014 HK$'000	2013 HK$'000
Short-term employee benefits	**757**	960
Post-employment benefits	**24**	28
	781	988

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Company's principal subsidiaries at 31 December 2014 and 31 December 2013 are as follows:

Name of subsidiary	Place of incorporation	Issued and paid up capital	Proportion ownership interest held by the Company – Direct **2014** %	Direct 2013 %	Indirect **2014** %	Indirect 2013 %	Proportion of voting power held by the Company – Direct **2014** %	Direct 2013 %	Indirect **2014** %	Indirect 2013 %	Principal activities/place of operation
Durable Gold Investments Limited	British Virgin Islands	Ordinary USD1	**100**	100	**–**	–	**100**	100	**–**	–	Investment holding/ Hong Kong
Wing Shing Loong Goldsmith & Refinery Co Limited	Hong Kong	Ordinary HK$15,000,000	**–**	–	**100**	100	**–**	–	**100**	100	Gold bullion license holding and precious metals trading/ Hong Kong
Trasy Holdings Limited	Hong Kong	Ordinary HK$2	**–**	–	**100**	100	**–**	–	**100**	100	Management services/ Hong Kong
United Goldnet Limited	Hong Kong	Ordinary HK$2	**–**	–	**100**	100	**–**	–	**100**	100	Treasury management and securities trading/Hong Kong
Harvest Well International Limited	British Virgin Islands	Ordinary USD1	**–**	–	**100**	100	**–**	–	**100**	100	Investment holding/ Hong Kong
Safe2Travel Pte Ltd.	Singapore	Ordinary SG$9,981,000	**–**	–	**100**	100	**–**	–	**100**	100	Licensed travel agent/ Singapore

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(Continued)*

Name of subsidiary	Place of incorporation	Issued and paid up capital	Proportion ownership interest held by the Company				Proportion of voting power held by the Company				Principal activities/place of operation
			Direct		Indirect		Direct		Indirect		
			2014 %	2013 %	2014 %	2013 %	2014 %	2013 %	2014 %	2013 %	
Jade Emperor International Limited	British Virgin Islands	Ordinary USD1	–	–	100	100	–	–	100	100	Investment holding/ Hong Kong
Solution Apex Investments Limited	British Virgin Islands	Ordinary USD1	–	–	100	–	–	–	100	–	Treasury management/ Hong Kong
TimeTic Investments Limited	British Virgin Islands	Ordinary USD1	100	–	–	–	100	–	–	–	Investment holding/ Hong Kong
Perfect Well Tours Limited	Hong Kong	Ordinary HK$500,000	–	–	100	–	–	–	100	–	Licensed travel agent/ Hong Kong
Long Joy Investments Limited	British Virgin Islands	Ordinary USD1	100	–	–	–	100	–	–	–	Investment holding/ Hong Kong

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

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2014 (2013: Nil).

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

AUDIT COMMITTEE

The Audit Committee of the Company (the "Audit Committee") currently comprises three independent non-executive Directors, namely Mr. Chan Wai Man (as chairman), Mr. Chan Ho Bun, Steve and Mr. Fung Wai Ching, with written terms of reference in compliance with the GEM Listing Rules.

The Audit Committee has reviewed the Company's annual financial statements for the year ended 31 December 2014.

By Order of the Board
Well Way Group Limited
Mung Bun Man, Alan
Executive Director

Hong Kong, 25 March 2015

As at the date of this announcement, the Board comprises Mr. Mung Kin Keung, Mr. Mung Bun Man, Alan, Mr. Tse Ke Li and Mr. Leung Wai Man as executive Directors, and Mr. Chan Wai Man, Mr. Chan Ho Bun, Steve and Mr. Fung Wai Ching as independent non-executive Directors.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least seven days from the date of its posting and on the Company's website at www.wellwaygp.com.