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S E A HOLDINGS LIMITED

爪哇控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 251)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is made by S E A Holdings Limited (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Asian Growth Properties Limited (“**AGP**”) is a company listed on the AIM Market of London Stock Exchange plc. (“**LSE**”) and a 97.17%-owned subsidiary of the Company. Please refer to the attached announcement on the next pages published on LSE by AGP on 18 March 2016.

The directors of the Company as at the date of this announcement are:

Executive Directors:

Mr. Lu Wing Chi (*Chairman and Managing Director*)

Mr. Lu Wing Yuk, Andrew

Mr. Lincoln Lu

Mr. Lambert Lu

Independent Non-executive Directors:

Mr. Walujo Santoso, Wally

Mr. Leung Hok Lim

Mr. Chung Pui Lam

Non-executive Director:

Mr. Lam Sing Tai

Hong Kong, 19 March 2016

** For identification purpose only*

18 March 2016

Asian Growth Properties Limited

Results for the year ended 31 December 2015

Asian Growth Properties Limited (the “Company”) (AIM Stock Code: AGP), the Hong Kong based China property development and investment company, announces its audited consolidated results for the year ended 31 December 2015 as follows:

Financial Highlights

- Profit attributable to the Company’s shareholders of HK\$1,336.7 million (£116.4 million) (2014: HK\$703.1 million (£58.3 million)).
- Profit attributable to the Company’s shareholders (excluding revaluation surplus net of deferred tax) was HK\$355.9 million (£31.0 million) (2014: HK\$102.8 million (£8.5 million)). The increment was a result of a realized gain of HK\$431.8 million (£37.6 million) on the sale of the Fo Tan project after netting off of the increase of HK\$163.3 million (£14.2 million) in management fee paid to South-East Asia Investment And Agency Company, Limited (“SEAI”), a wholly-owned subsidiary of S E A Holdings Limited (the holding company of the Company), pursuant to a cost sharing agreement made between the Company, its various subsidiaries and SEAI in 2014 for the use of SEAI’s personnel and facilities on a cost-sharing basis for the Company to carrying its business activities. The increase in the said management fee is mainly due to the rise in SEAI’s employee benefits during the year under review.
- Earnings per share for profit attributable to the Company’s shareholders of HK150.8 cents (13.1 pence) (2014: HK79.3 cents (6.6 pence)).
- Net asset value per share attributable to the Company’s shareholders as at 31 December 2015 of HK\$16.0 (139.3 pence) (31 December 2014: HK\$14.8 (122.7 pence)).
- Geographical location of the Group’s property assets were as follows:

	31 December 2015	31 December 2014
Hong Kong	HK\$10,298.3 million (£896.7 million)	HK\$10,177.4 million (£843.7 million)
Mainland China	HK\$4,534.2 million (£394.9 million)	HK\$4,635.7 million (£384.3 million)
Total	HK\$14,832.5 million (£1,291.6 million)	HK\$14,813.1 million (£1,228.0 million)

- Gearing ratio of 2.3% (31 December 2014: 9.3%).
- The Board has declared a special cash dividend of HK\$1.9 per ordinary share to the shareholders of the Company, payable on Friday, 10 June 2016 on the share register on Friday, 27 May 2016.

Operational Highlights

- Stable gross rental income generated from Dah Sing Financial Centre in Hong Kong and its occupancy rate remains high.
- The hotel operation results of Crowne Plaza Hong Kong Causeway Bay were in general in line with the weaker hotel business environment in 2015.

- Major mixed use development projects in Chengdu and Kaifeng, Mainland China are progressing. Site formation works for Phase I of Chengdu project have been completed. The construction works for Phase 1A were completed and superstructure works for Phase IB of Kaifeng project are in progress. Sales of units have commenced and are in progress.
- Sale of the Fo Tan project was completed in November 2015 realised a gain on disposal of HK\$431.8 million (£37.6 million) and generated net cash after repayment of bank loans of approximately HK\$1,250 million (approximately £109 million).
- Following the year end, in February 2016, announcement regarding the proposed disposal of Dah Sing Financial Centre for a net cash consideration (after repayment of bank loans) of approximately HK\$8,019 million (approximately £698 million), subject to approval at a shareholder meeting on 29 April 2016.

Notes:

1. *Figures in Pounds Sterling are translated from Hong Kong dollars based upon the exchange rates prevailing on the latest practicable business day of the respective accounting years. The relevant exchange rates adopted are stated as follows:*

For 31 December 2015: £1 = HK\$11.4841
For 31 December 2014: £1 = HK\$12.0627

2. *For the Company's shareholders' information, the exchange rate on 17 March 2016 was £1 = HK\$11.1280*

Miscellaneous

The results included in this announcement are extracted from the audited consolidated financial statements of the Company for the year ended 31 December 2015, which have been approved by the Board of Directors on 18 March 2016.

The 2015 Annual Report is expected to be posted to the Company's shareholders and holders of depositary interests in late April 2016.

For further information, please contact:

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 Executive Director
 Asian Growth Properties Limited

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Richard Gray
 Andrew Potts
 Panmure Gordon (UK) Limited
 (Nominated Advisor)

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Attached:-

1. Chairman's Review;
2. Executive Directors' Review;
3. Consolidated Statement of Profit or Loss;
4. Consolidated Statement of Profit or Loss and Other Comprehensive Income;
5. Consolidated Statement of Financial Position;
6. Consolidated Statement of Changes in Equity;
7. Consolidated Statement of Cash Flows; and
8. Notes to the Consolidated Financial Statements.

This announcement can also be viewed on the Company's website at:
<http://www.asiangrowth.com/html/eng/news.asp>

CHAIRMAN'S REVIEW

I am pleased to present the audited consolidated financial results of Asian Growth Properties Limited ("AGP" or the "Company", together with its subsidiaries, the "Group") for the year of 2015 to the shareholders of the Company.

Results

AGP reported a profit attributable to the Company's shareholders of HK\$1,336.7 million (£116.4 million) for the year ended 31 December 2015 (2014: HK\$703.1 million (£58.3 million)). The reported profit included a revaluation surplus on investment properties net of deferred taxation of HK\$980.8 million (£85.4 million) (2014: HK\$600.3 million (£49.8 million)). By excluding the net effect of such surplus, the Group's net profit attributable to the Company's shareholders was HK\$355.9 million (£31.0 million) (2014: HK\$102.8 million (£8.5 million)), including a realised gain of HK\$431.8 million (£37.6 million) in relation to the sale of the Fo Tan project.

As at 31 December 2015, the Group's equity attributable to the Company's shareholders amounted to HK\$14,218.8 million (£1,238.1 million) (31 December 2014: HK\$13,148.1 million (£1,090.0 million)). The net asset value per share attributable to the Company's shareholders as at 31 December 2015 was HK\$16.0 (139.3 pence) as compared with HK\$14.8 (122.7 pence) as at 31 December 2014.

Figures in Pounds Sterling are translated from Hong Kong dollars based upon the exchange rates prevailing on the latest practicable business day of the respective accounting years.

Operations

During the year ended 31 December 2015, the Group has continued the development of various property projects in Hong Kong and Mainland China.

The rental income from investment properties situated in both Hong Kong and Mainland China continue to provide stable returns to the Group. Crowne Plaza Hong Kong Causeway Bay's performance dropped comparing with 2014, which was a result in line with the weaker hotel business market, the tense relationship between Hong Kong residents and China visitors may also further reduce Hong Kong's attractiveness to visitors. The hotel was able to maintain its market share among the primary competitors.

In October 2015, the Company was pleased to announce the sale of the Fo Tan project, which completed in November 2015. The sale realised a gain on disposal of HK\$431.8 million (£37.6 million) and generated net cash after repayment of bank loans of approximately HK\$1,250 million (approximately £109 million). The Board believed that the sale of Fo Tan provided an attractive opportunity to realise its investment at this time, reducing the time and overall risk and uncertainty of realising the value of the Land by undertaking the development project itself.

In addition, after the year end, the Company announced in February 2016 the proposed disposal of Dah Sing Financial Centre for a net cash consideration (after repayment of bank loans) of approximately HK\$8,019 million (approximately £698 million). The Board believes that the disposal of Dah Sing Financial Centre provides an optimum opportunity for the Company to realise cash and unlock the value of its investment in the Property at fair market value.

For details of the Group's operations, please refer to the Executive Directors' Review.

Outlook

The complicated global economy continues to create a challenging business environment. The United States economy has been growing at a moderate pace with improved labour market and household spending which led the Federal Reserve to start increasing interest rates. However, the European Central Bank introduced a new round of quantitative easing. Japan remained in recession without growth. 2016 has begun with significant financial market volatilities and uncertainty.

Mainland China's economy experienced a moderate slowdown with increasing downside risks becoming apparent. The Mainland China's authorities have been implementing policies to boost the PRC property market, such as, a series of official lending rate cuts, targeted tax reduction, easing of restrictions on the property market and relaxation of mortgage requirements of first and second home buyers.

As described above the proposed disposal of the Dah Sing Financial Centre will generate net proceeds of approximately HK\$8,019 million (approximately £698 million). The Company intends to apply these for future investment into its other development and investment projects and other potential real estate projects and as general working capital for the Group.

Special Dividend

The Board has declared a special cash dividend of HK\$1.9 per ordinary share for the year ended 31 December 2015 to shareholders of the Company whose names appear on the register of members of the Company at the close of business on Friday, 27 May 2016. The relevant dividend warrants are expected to be despatched on or before Friday, 10 June 2016.

Dividend payments will be converted to Pound Sterling at the spot rates sourced from the Hong Kong Association of Banks on the ex-dividend date (i.e. Thursday, 26 May 2016) and paid to the shareholders on the payment date. Shareholders who elect to receive the special dividend in Hong Kong Dollars should notify the Company in writing at least 5 business days prior to the payment date.

Acknowledgement

The Board would like to take this opportunity to thank the executive and management team for the execution of the Board's strategy and their ongoing support.

Richard Prickett
Non-Executive Chairman
Hong Kong, 18 March 2016

EXECUTIVE DIRECTORS' REVIEW

FINANCIAL SUMMARY

Turnover for the year ended 31 December 2015 amounted to HK\$715.8 million (£62.3 million) (2014: HK\$648.7 million (£53.8 million)). The turnover was principally attributable to the recognition of rental income from investment properties, revenue from hotel operation and the sales of residential units in Kaifeng Nova City.

Profit attributable to the Company's shareholders for the year amounted to HK\$1,336.7 million (£116.4 million) (2014: HK\$703.1 million (£58.3 million)), equivalent to a basic earnings per share of HK150.8 cents (13.1 pence) (2014: HK79.3 cents (6.6 pence)). The reported profit included a revaluation surplus on investment properties net of deferred taxation of HK\$980.8 million (£85.4 million) (2014: HK\$600.3 million (£49.8 million)). By excluding the net effect of such surplus, the Group's net profit attributable to the Company's shareholders was HK\$355.9 million (£31.0 million) (2014: HK\$102.8 million (£8.5 million)), equivalent to HK40.2 cents (3.5 pence) (2014: HK11.6 cents (1.0 pence)) per share.

As at 31 December 2015, the Group's equity attributable to the Company's shareholders amounted to HK\$14,218.8 million (£1,238.1 million) (31 December 2014: HK\$13,148.1 million (£1,090.0 million)). The net asset value per share attributable to the Company's shareholders as at 31 December 2015 was HK\$16.0 (139.3 pence) as compared with HK\$14.8 (122.7 pence) as at 31 December 2014.

For the Company's shareholders' information, figures in Pounds Sterling are translated from Hong Kong dollars based upon the exchange rates prevailing on the latest practicable business day of the respective accounting years and the relevant exchange rates adopted are stated as follows:

For 31 December 2015:	£1 = HK\$11.4841
For 31 December 2014:	£1 = HK\$12.0627

BUSINESS REVIEW

Property Investment and Development

The Group continues to focus on its development and investment projects in Hong Kong and Mainland China. It is the Group's approach to review and optimise the project portfolios from time to time. The Group's core projects located in Hong Kong and Mainland China are listed below.

Hong Kong

The office leasing market was stable during the year. With several tenancies of Dah Sing Financial Centre, a commercial building, being renewed at market rates, rental income received during the year increased. The occupancy rate of Dah Sing Financial Centre remains at a high level of approximately 95% as at 31 December 2015 (31 December 2014: 94%).

The Group has entered into an agreement in February 2016 to conditionally dispose of its entire interest in companies which beneficially owns Dah Sing Financial Centre, for a consideration of approximately HK\$10,000 million (approximately £871 million), subject to adjustment. The disposal is expected to complete in May 2016 and generate a net cash consideration (after repayment of bank loans) of approximately HK\$8,019 million (approximately £698 million).

On 30 September 2015, the Group entered into an agreement to dispose of its entire interest in the development land at Fo Tan for a consideration of HK\$1,400 million (£121.9 million). The sale of the development land at Fo Tan was completed on 30 November 2015. The sale realised a gain on disposal of HK\$431.8 million (£37.6 million) and generated net cash after repayment of bank loans of approximately HK\$1,250 million (approximately £109 million).

Mainland China

Chengdu, Sichuan Province

During the year under review, the occupancy rate for the two 30-storey office towers of Plaza Central remained at a high level and its retail podium with a gross floor area of about 29,000 square metres is fully let principally to Chengdu New World Department Store on a long-term lease. As at 31 December 2015, the aggregate occupancy rate for the two office towers and the retail podium was approximately 84% (31 December 2014: 89%). Leasing activities for the remaining areas of Plaza Central continue.

The shopping arcade of New Century Plaza with a gross floor area of about 16,300 square metres was fully let to a hotel on a long-term lease.

The master layout plan of the Longquan project (known as “Chengdu Nova City”), which has a site area of 506,000 square metres, was approved by the local government in January 2014. Preliminary site works and site formation works for Phase I of the project have been completed. Commercial basement works for Phase I are in progress.

Kaifeng, Henan Province

The Kaifeng project, known as “Kaifeng Nova City”, is situated in Zheng-Kai District, a new town in Kaifeng and envisages a shopping mall, premium offices, exhibition hall, hotel, serviced apartments and residential towers. This project has a site area of 735,000 square metres and for providing a better living environment, the gross floor area of the development will vary from 2,000,000 to 2,500,000 square metres only. The master layout plan has been approved by the local government. The construction works of Phase IA of the residential were completed and the superstructure works for Phase IB of the residential are in progress. Pre-sale consents for Phase IA and IB were issued, and 50% and 30% of the residential units were launched to the market respectively.

Kaifeng Nova City is divided into different phases, Phase IA comprises 10 residential blocks and car parking spaces with a total gross floor area of 84,500 square metres. During the year under review, 116 residential units with gross floor area of 12,500 square metres were handed over to the buyers.

Guangzhou, Guangdong Province

As at 31 December 2015, the occupancy rate of the 14-storey office tower of Westmin Plaza Phase II of about 16,100 square metres was 100% with more than one-third of the total office space being leased to AIA (31 December 2014: 100%). Leasing activities for the 3-storey shopping arcade of Westmin Plaza Phase II with a total gross floor area of about 26,400 square metres are in progress.

Huangshan, Anhui Province

The project in Huangshan has a site area of about 337,000 square metres comprising of development land of about 117,000 square metres and landscape land of 220,000 square metres. The master layout plan for the development of the project comprising a hotel, serviced apartments and resort villas in the integrated resort site has been approved by the local government and site formation work for Phase I of the project has been completed. Phase I substructure works are in progress.

Chi Shan, Nanjing, Jiangsu Province

The Group has established two 51%-owned joint venture companies to participate in the tenant relocation arrangements and excavation and infrastructure works on certain pieces of land in Chi Shan. The Group intends to acquire such lands through land auctions by different stages.

Hotel Operation

Crowne Plaza Hong Kong Causeway Bay is a 29-storey five-star hotel comprising 263 guest rooms with ancillary facilities and is managed by the InterContinental Hotels Group. Its performance dropped comparing with 2014, which was a result in line with the weaker hotel business market. The hotel will strive to gain further market share and look for cost saving measures in the challenging market situation.

WORKING CAPITAL AND LOAN FACILITIES

As at 31 December 2015, the Group's total cash balance was HK\$3,671.2 million (£319.7 million) (31 December 2014: HK\$2,646.8 million (£219.4 million)) and unutilised facilities were HK\$370.2 million (£32.2 million) (31 December 2014: HK\$845.0 million (£70.1 million)).

The gearing ratio as at 31 December 2015, calculated on the basis of net interest bearing debts minus cash and restricted and pledged deposits as a percentage of total property assets, was 2.3% (31 December 2014: 9.3%).

As at 31 December 2015, the maturity of the Group's outstanding borrowings was as follows:

	31 December 2015	31 December 2014
	HK\$' million	HK\$' million
Due		
Within 1 year	1,136.2	438.4
1-2 years	164.1	1,385.9
3-5 years	1,795.8	1,139.1
Over 5 years	939.5	1,078.7
	4,035.6	4,042.1
Less: Front-end fee	(22.1)	(22.4)
	4,013.5	4,019.7

Pledge of Assets

For the Company's subsidiaries operating in Hong Kong and Mainland China, the total bank loans drawn as at 31 December 2015 amounted to HK\$4,035.6 million (£351.4 million) (31 December 2014: HK\$4,042.1 million (£335.1 million)) which comprised secured bank loans of HK\$4,035.6 million (£351.4 million) (31 December 2014: secured bank loans of HK\$3,942.1 million (£326.8 million) and unsecured bank loans of HK\$100.0 million (£8.3 million)). The secured bank loans were secured by properties valued at HK\$12,237.5 million (£1,065.6 million) (31 December 2014: HK\$12,086.4 million (£1,002.0 million)) and note receivables of HK\$54.3 million (£4.7 million) (31 December 2014: HK\$54.3 million (£4.5 million)).

Treasury Policies

The Group adheres to prudent treasury policies. As at 31 December 2015, all of the Group's borrowings were raised through its wholly-owned or substantially controlled subsidiaries on a non-recourse basis.

International Financial Reporting Standards (“IFRS”)

The Group has adopted IFRS and the audited consolidated financial statements accompanying this Review have been prepared in accordance with IFRS.

OUTLOOK

In Mainland China, a 6.9 percent of GDP growth was reported in 2015. Mainland China home prices rose since April 2015, on a monthly basis, indicating that government's efforts to boost the property market have gained traction. Overall average new home prices increased 0.74% in December 2015 versus November 2015, which is higher than the 0.46% increase in November 2015. It increased 4.15% in December 2015 as compared with that in 2014. Such of increasing prices are a sign of bottoming out for the property market.

Hong Kong's economic growth slowed down during the third quarter of 2015, with GDP up by only 2.3% year-on-year, less than the expansion of 2.8% and 2.4% year-on-year of the preceding two quarters. Residential sales in the first month 2016 hit a 25-year low, with the market anticipating an increase in supply and expected rising mortgage rates to cause a drop in prices. The appreciation of the Hong Kong dollar against the RMB and other major currencies reduced Hong Kong's attractiveness to visitors. Apart, the tense relationship between Hong Kong residents and China visitors may also have negative impacts to the number of visitors. Nevertheless, the demand for Grade-A office market continued to be driven by Mainland Chinese firms but the increasing challenges facing the Hong Kong and Mainland economies could add uncertainty to the sustainability of office demand.

After the disposal of the Fo Tan development land near the end of 2015, we have continued to closely monitor the residential property market in Hong Kong, and will seize opportunities for property development project in Hong Kong. With the challenging hotel business environment in Hong Kong, Crowne Plaza Hong Kong Causeway Bay was able to maintain the market share among the primary competitors. With a tougher year to come, we strive to gain market share, improve the hotel operation's efficiency and at the same time look for cost saving measures, so as to maintain the return of the operations. In respect to our development projects in Mainland China, despite the rebound in housing prices in Tier I and II cities, the markets in Tier III and IV cities are still a challenging environment. Phase 1A of Kaifeng Nova City was completed with the contracted sales recognised while the construction works for Phase 1B are still in progress. In Chengdu, the master layout plan was approved and basement works are in progress.

Assuming completion of the disposal of the Dah Sing Financial Centre, the Group will have significant funds for future investment into its other development and investment projects and other potential real estate projects and as general working capital for the Group.

On behalf of the Executive Directors

Lu Wing Chi
Executive Director
Hong Kong, 18 March 2016

CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED 31 DECEMBER 2015

	NOTES	2015 HK\$'000	2014 HK\$'000
Revenue	7	715,770	648,686
Interest income		23,552	24,292
Other income	8	28,718	21,474
Costs:			
Property and related costs	9	(136,268)	(73,416)
Staff costs		(84,266)	(89,742)
Depreciation and amortisation		(77,242)	(73,369)
Other expenses	10	(420,280)	(230,857)
		(718,056)	(467,384)
Profit from operations before fair value changes on investment properties		49,984	227,068
Fair value changes on investment properties		949,107	617,782
Profit from operations after fair value changes on investment properties		999,091	844,850
Gain on disposal of subsidiaries	40	431,826	-
Finance costs	11	(109,504)	(98,522)
Profit before taxation	12	1,321,413	746,328
Income tax credit (expense)	14	4,765	(44,000)
Profit for the year		1,326,178	702,328
Attributable to:			
Company's shareholders		1,336,728	703,101
Non-controlling interests		(10,550)	(773)
		1,326,178	702,328
		HK cents	HK cents
Earnings per share for profit attributable to the Company's shareholders - Basic	15	150.8	79.3
<i>Earnings per share excluding fair value changes on investment properties net of deferred tax - Basic</i>	15	40.2	11.6

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE
INCOME
FOR THE YEAR ENDED 31 DECEMBER 2015

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Profit for the year	1,326,178	702,328
	-----	-----
Other comprehensive expense:		
<i>Items that may be subsequently reclassified to profit or loss:</i>		
Exchange differences arising on translation of foreign operations	(268,641)	(13,836)
	-----	-----
Total comprehensive income for the year	1,057,537	688,492
	=====	=====
Total comprehensive income attributable to:		
Company's shareholders	1,070,630	689,443
Non-controlling interests	(13,093)	(951)
	-----	-----
	1,057,537	688,492
	=====	=====

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2015

	<i>NOTES</i>	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Non-current assets			
Investment properties	<i>17</i>	11,169,317	10,358,285
Property, plant and equipment	<i>18</i>	1,386,227	1,437,456
Properties for development	<i>19</i>	1,200,180	1,248,432
Loan receivables	<i>20</i>	3,789	4,118
Note receivables	<i>21</i>	54,256	54,289
Other receivables	<i>22</i>	361,114	391,173
Other financial assets	<i>23</i>	11,648	7,764
Restricted bank deposits	<i>24</i>	5,613	6,338
		14,192,144	13,507,855
Current assets			
Properties held for sale			
Completed properties		873,987	482,752
Properties under development	<i>25</i>	231,667	1,322,290
Inventories		1,251	1,333
Loan receivables	<i>20</i>	371	362
Trade receivables, deposits and prepayments	<i>26</i>	125,844	150,562
Tax recoverable		17,782	4,548
Amounts due from non-controlling interests	<i>27</i>	-	70
Bank balances and cash	<i>28</i>	3,665,582	2,640,466
		4,916,484	4,602,383
Current liabilities			
Payables, rental deposits and accrued charges	<i>29</i>	370,719	301,984
Sales deposits		13,064	64,389
Tax liabilities		82,675	101,455
Amounts due to non-controlling interests	<i>27</i>	93,696	99,505
Bank borrowings - due within one year	<i>30</i>	1,133,781	436,569
		1,693,935	1,003,902
Net current assets		3,222,549	3,598,481
Total assets less current liabilities		17,414,693	17,106,336

CONSOLIDATED STATEMENT OF FINANCIAL POSITION - continued
AS AT 31 DECEMBER 2015

	<i>NOTES</i>	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Capital and reserves			
Share capital	<i>31</i>	345,204	345,204
Reserves		13,873,554	12,802,924
		-----	-----
Equity attributable to the Company's shareholders		14,218,758	13,148,128
Non-controlling interests		41,639	55,540
		-----	-----
Total equity		14,260,397	13,203,668
		-----	-----
Non-current liabilities			
Bank borrowings - due after one year	<i>30</i>	2,879,704	3,583,165
Deferred taxation	<i>32</i>	274,592	319,503
		-----	-----
		3,154,296	3,902,668
		-----	-----
Total equity and non-current liabilities		17,414,693	17,106,336
		=====	=====

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2015

	Attributable to the Company's shareholders							Non- controlling interests	Total
	Share capital	Share premium	Translation reserve	Other reserves	Retained profits	Total	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 January 2014	345,204	4,836,225	527,655	766,370	5,983,231	12,458,685	57,706	12,516,391	
Profit for the year	-	-	-	-	703,101	703,101	(773)	702,328	
Exchange differences arising on translation of foreign operations	-	-	(13,658)	-	-	(13,658)	(178)	(13,836)	
Other comprehensive expense for the year	-	-	(13,658)	-	-	(13,658)	(178)	(13,836)	
Total comprehensive income for the year	-	-	(13,658)	-	703,101	689,443	(951)	688,492	
Dividends paid to non-controlling interests	-	-	-	-	-	-	(1,215)	(1,215)	
At 31 December 2014	345,204	4,836,225	513,997	766,370	6,686,332	13,148,128	55,540	13,203,668	
Profit for the year	-	-	-	-	1,336,728	1,336,728	(10,550)	1,326,178	
Exchange differences arising on translation of foreign operations	-	-	(266,098)	-	-	(266,098)	(2,543)	(268,641)	
Other comprehensive expense for the year	-	-	(266,098)	-	-	(266,098)	(2,543)	(268,641)	
Total comprehensive income for the year	-	-	(266,098)	-	1,336,728	1,070,630	(13,093)	1,057,537	
Dividends paid to non-controlling interests	-	-	-	-	-	-	(808)	(808)	
At 31 December 2015	345,204	4,836,225	247,899	766,370	8,023,060	14,218,758	41,639	14,260,397	

Other reserves comprise (i) a discount on acquisition/assumption of certain assets and liabilities from the intermediate holding company, S E A Holdings Limited (“SEA”), and the excess of the consideration over the market closing price of the shares issued for the acquisition. The amounts attributable to those assets and liabilities derecognised in subsequent years will be recognised in profit or loss; and (ii) the excess of the consideration paid for acquisition of additional interest in a subsidiary from non-controlling interests over the carrying amount of non-controlling interests acquired.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2015

	<i>NOTE</i>	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Operating activities			
Profit before taxation		1,321,413	746,328
Adjustments for:			
Interest expenses		100,071	90,544
Depreciation and amortisation		77,242	73,369
Fair value changes on investment properties		(949,107)	(617,782)
Fair value adjustment on other receivables		7,521	(7,636)
Gain on disposal of subsidiaries		(431,826)	-
Write-down of properties held for sales		2,418	-
Interest income		(23,552)	(24,292)
Loss on disposal of property, plant and equipment		32	147
		-----	-----
Operating cash flows before movements in working capital		104,212	260,678
Increase in properties held for sale		(311,800)	(221,217)
Decrease (increase) in inventories		82	(214)
Decrease (increase) in trade receivables, deposits and prepayments		16,991	(30,715)
Decrease (increase) in guaranteed bank balances		31,374	(34,468)
Increase in payables, rental deposits and accrued charges		69,960	8,970
(Decrease) increase in sales deposits		(49,531)	64,266
		-----	-----
Cash (used in) generated from operations		(138,712)	47,300
Interest paid		(92,871)	(89,982)
Tax paid		(50,788)	(84,375)
		-----	-----
Net cash used in operating activities		(282,371)	(127,057)
		-----	-----
Investing activities			
Acquisition of and additional costs on properties for development		(51,285)	(51,047)
Interest received		24,379	28,729
Decrease in loan receivables		320	3,055
Increase in bank deposits		(364,048)	(309,380)
Restricted bank deposits refunded		370	-
Bank deposits refunded		309,380	455,340
Purchase of property, plant and equipment		(2,156)	(3,293)
Net proceeds received on disposals of property, plant and equipment		18	24
Increase in other receivables		-	(2,825)
Additional interest in other financial assets		(3,884)	(7,764)
Net consideration received on disposal of subsidiaries	<i>40</i>	1,382,500	-
		-----	-----
Net cash from investing activities		1,295,594	112,839
		-----	-----

CONSOLIDATED STATEMENT OF CASH FLOWS - continued
FOR THE YEAR ENDED 31 DECEMBER 2015

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Financing activities		
Draw down of bank loans	1,278,032	2,489,315
Repayments of bank loans	(1,240,302)	(1,467,068)
Payment of front-end fee	(7,000)	(14,102)
Advances from non-controlling interests	-	2,835
Repayments from non-controlling interests	70	195
Dividends paid to non-controlling interests	(808)	(1,215)
	-----	-----
Net cash from financing activities	29,992	1,009,960
	-----	-----
Net increase in cash and cash equivalents	1,043,215	995,742
	-----	-----
Cash and cash equivalents at beginning of the year	2,296,618	1,304,667
Effect of foreign exchange rate changes	(41,393)	(3,791)
	-----	-----
Cash and cash equivalents at end of the year	3,298,440	2,296,618
	=====	=====
Represented by:		
Bank balances and cash (note 28)	3,298,440	2,296,618
	=====	=====

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

1. GENERAL

The Company is a public company incorporated in the British Virgin Islands (“B.V.I.”) with limited liability and its shares are admitted for trading on the AIM Market of The London Stock Exchange plc. (“AIM Market”). The Company’s immediate holding company is Charm Action Holdings Limited, a company incorporated in the B.V.I.. One of the Company’s intermediate holding companies is SEA, the shares of which are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The directors of the Company consider that the Company’s ultimate holding company is JCS Limited. Both SEA and JCS Limited are companies incorporated in Bermuda as exempted companies with limited liability. The addresses of the registered office and principal place of business of the Company are Portcullis TrustNet Chambers, P.O. Box 3444, Road Town, Tortola, B.V.I. and 25th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong, respectively.

The consolidated financial statements are presented in Hong Kong dollars, which is the functional currency of the Company.

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 42.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

The Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board (the “IASB”) and the IFRS Interpretations Committee of IASB for the first time in the current year:

Amendments to IAS 19	Defined Benefit Plans: Employee Contributions
Amendments to IFRSs	Annual Improvements to IFRSs 2010 - 2012 Cycle
Amendments to IFRSs	Annual Improvements to IFRSs 2011 - 2013 Cycle

The application of the amendments to IFRSs 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 INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) - continued

New and revised IFRSs issued but not yet effective

IFRS 9	Financial Instruments ¹
IFRS 14	Regulatory Deferral Accounts ²
IFRS 15	Revenue from Contracts with Customers ¹
IFRS 16	Leases ³
Amendments to IFRS 11	Accounting for Acquisitions of Interests in Joint Operations ⁴
Amendments to IAS 1	Disclosure Initiative ⁴
Amendments to IAS 16 and IAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation ⁴
Amendments to IFRSs	Annual Improvements to IFRSs 2012 - 2014 Cycle ⁴
Amendments to IAS 16 and IAS 41	Agriculture: Bearer Plants ⁴
Amendments to IAS 27	Equity Method in Separate Financial Statements ⁴
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
Amendments to IFRS 10, IFRS 12 and IAS 28	Investment Entities: Applying the Consolidation Exception ⁴
Amendments to IAS 7	Disclosure Initiative ⁶
Amendments to IAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ⁶

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

² Effective for first annual IFRS financial statements beginning on or after 1 January 2016

³ Effective for annual periods beginning on or after 1 January 2019

⁴ Effective for annual periods beginning on or after 1 January 2016

⁵ Effective for annual periods beginning on or after a date to be determined

⁶ Effective for annual periods beginning on or after 1 January 2017

The directors of the Company expect that the application of the new and revised standards, amendments or interpretations that were issued but not yet effective will have no material impact on the results and financial position of the Group. However, those which may be relevant to the Group’s consolidated financial statements are disclosed as below.

IFRS 16, which upon the effective date will supersede IAS 17 Leases, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under IFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, IAS 17.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) - continued

New and revised IFRSs issued but not yet effective - continued

In respect of the lessor accounting, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The directors of the Company will assess the impact of the application of IFRS 16. For the moment, it is not practicable to provide a reasonable estimate of the effect of the application of IFRS 16 until the Group performs a detailed review.

IFRS 9 *Financial Instruments*

IFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. IFRS 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 IFRS 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.

Key requirements of IFRS 9 are described below:

- All recognised financial assets that are within the scope of IAS 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 that 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 IFRS 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, IFRS 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 IAS 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.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) - continued

IFRS 9 *Financial Instruments* - continued

- In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 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 do not anticipate that the application of IFRS 9 in the future may have a material impact on amounts reported in respect of the Group’s financial assets and financial liabilities.

IFRS 15 *Revenue from Contracts with Customers*

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

The core principle of IFRS 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 IFRS 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 IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

The directors of the Company do not anticipate that the application of IFRS 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 IFRS 15 until the Group performs a detailed review.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and derivative financial instruments, which are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

The consolidated financial statements have been prepared in accordance with IFRSs as issued by the IASB.

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 IFRS 2, leasing transactions that are within the scope of IAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 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.

Going concern

The directors of the Company have, at the time of approving the financial statements, a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. On this basis, they continue to adopt the going concern basis of accounting in preparing the financial statements.

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 from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

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

Changes in the Group's ownership interests in existing subsidiaries

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

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Revenue recognition

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

Revenue from sale of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. Deposits and instalments received from purchasers prior to meeting the revenue recognition criteria are included in the consolidated statement of financial position under the heading of sales deposits.

Hotel operation and other service income are recognised when services are provided.

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 the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

The Group's policy for recognition of revenue from operating leases is described in the accounting policy below.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

If an investment property becomes property, plant and equipment because its use has changed as evidenced by the commencement of owner-occupation, any difference between the carrying amount and the fair value of the property at the date of transfer is recognised in profit or loss. Subsequent to the transfer, the property is stated at deemed cost, equivalent to the fair value at the date of transfer, less subsequent accumulated depreciation and accumulated impairment losses.

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

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Property, plant and equipment

Leasehold land and building held for use in the supply of services, or for administrative purpose and other property, plant and equipment other than crockery, utensils and linens 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, other than crockery, utensils and linen, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Initial expenditure incurred for crockery, utensils and linen is capitalised and no depreciation is provided thereon. The cost of subsequent replacement for these items is recognised in profit or loss when incurred.

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

Properties under development

When buildings are in the course of development held for use, in the supply of services or for administrative purposes, the amortisation of prepaid lease payments, where the leasehold land is classified as operating leases, provided during the construction period is included as part of the cost of the building under construction. Buildings under construction are carried at cost, less any identified impairment losses. Cost comprises development costs including attributable borrowing costs, prepaid lease payments and directly attributable costs capitalised during the development period. Depreciation of buildings commences when they are available for use (i.e. when they are in the condition necessary for them to be capable of operating in the manner intended by management).

When leasehold land is intended for sale in the ordinary course of business after completion of development, the leasehold land component is included within the carrying amount of the properties and is classified under current assets.

Properties for development

Properties for development represents consideration and other direct costs for acquisition of leasehold interest in land held for future development.

Properties for development are stated at cost and amortised to profit or loss on a straight-line basis over the term of the relevant lease until the commencement of development, upon which the remaining carrying value of the properties will be transferred to the appropriate categories according to the management's intention of use of the properties after completion of development.

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Inventories

Properties held for sale

Completed properties for sale in the ordinary course of business are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to estimated selling price less selling expenses.

Properties for or under development intended for sale after completion of development are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to estimated selling price less anticipated costs to completion of the development and costs to be incurred in marketing and selling the completed properties.

Cost of properties comprises land cost, development costs and other direct costs attributable to the development and borrowing costs capitalised during the development period that have been incurred in bringing the properties to their present condition.

Other inventories

Other inventories comprising food and beverage are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

Impairment of assets

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

The 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.

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

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

The Group's financial assets are classified as either loans and receivables or available-for-sale ("AFS"). The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including loan receivables, note receivables, other receivables, convertible loan, restricted bank deposits, trade receivables, amounts due from non-controlling interests, bank deposits and cash) are measured at amortised cost using the effective interest method, less any impairment.

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.

Interest income is recognised on an effective interest basis.

AFS financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at fair value through profit or loss.

Dividends on AFS equity investments are recognised in profit or loss when the Group's right to receive the dividends is established.

AFS 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 the accounting policy in respect of impairment of financial assets below).

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets

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

For AFS 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 default or delinquency in interest and 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.

Financial assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, 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 estimated future cash flows, discounted at the financial asset's original effective interest rate.

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

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

When an AFS financial 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.

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

For financial assets that are carried 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 loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity securities, 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.

Financial liabilities and equity instruments

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

Equity instruments

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

Financial liabilities

Financial liabilities including payables, amounts due to non-controlling interests and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

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.

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value through profit or loss.

Financial guarantee liabilities

Financial guarantee liabilities are recognised in respect of the financial guarantee provided by the Group for the property purchasers. Financial guarantee liabilities are recognised initially at fair value that are directly attributable to the issue of the financial guarantee liabilities. After initial recognition, such liabilities are measured at the higher of the present value of the best estimate of the expenditure required to settle the present obligation and the amount initially recognised less cumulative amortisation.

Financial guarantee liabilities are derecognised when, and only when, the obligation specified in the contract is discharged, cancelled or expired.

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

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Leasing

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

The Group as lessor

Rental income is recognised on a straight-line basis over the term of the relevant lease. In the event that lease incentives are provided to enter into operating leases, such incentives are recognised as an asset. The aggregate benefit of incentives is recognised as a reduction of rental income 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.

The Group as lessee

Rentals payable under operating leases 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.

Leasehold land and building

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

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

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.

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

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Foreign currencies

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

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for 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 purpose 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 year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing 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 translation reserve (attributed to non-controlling interest as appropriate).

Share-based payment arrangements

Equity-settled share-based payment transactions

Share options granted to employees

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. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 36 to the Group's consolidation financial statements.

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 (share options reserve). 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 the equity-settled employee benefits reserve.

When 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 profits.

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Retirement benefit costs

Payments to defined contribution retirement benefit plans, including state-managed retirement benefit scheme and the Mandatory Provident Fund Scheme, are charged 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.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “profit before taxation” as reported in the consolidated statement of profit or loss because of income or expenses 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 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.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only 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 is 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.

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Taxation - continued

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

Current and deferred tax is 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.

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, the directors of the Company are 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 associated 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 ongoing 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 accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately 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.

Deferred tax

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors have determined that the Group's investment properties situated in Hong Kong are held under a business model whose objective is to recover the value through sale rather than to consume substantially all of the economic benefits embodied in the investment properties over time, whereas those situated in the People's Republic of China ("PRC") are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the presumption that the carrying amounts of investment properties are recovered entirely through sale is not rebutted for properties situated in Hong Kong. As a result, the Group has not recognised any deferred taxes on changes in fair value of the Group's investment properties situated in Hong Kong as the Group is not subject to any income taxes on disposal of these investment properties. The presumption that the carrying amounts of the Group's investment properties situated in the PRC are recovered entirely through sale has been rebutted and the deferred tax on the changes in fair value of these investment properties is recognised according to the relevant tax rules.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY - continued

Key sources of estimation uncertainty

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

Income tax

No deferred tax asset has been recognised in respect of tax losses of HK\$66,639,000 (2014: HK\$84,342,000) as it is not probable that taxable profit will be available due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits will be available in the future. In cases where the actual future profits generated are more than expected, additional recognition of deferred tax assets may arise, which would be recognised in the consolidated statement of profit or loss for the period in which it takes place.

Fair value of investment properties

Investment properties with a carrying amount of HK\$11,169,317,000 (2014: HK\$10,358,285,000) are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have used a method of valuation which involves certain assumptions of market conditions. In relying on the valuation report or making their own valuation, the directors of the Company have exercised their judgment and are satisfied that the method of valuation is reflective of the current market conditions.

Impairment of property, plant and equipment

The Group performs a review annually to determine whether its hotel property with an aggregate carrying amount of HK\$919,691,000 (2014: HK\$947,053,000) has any indication of impairment by considering the recoverable amount of the hotel building which has been determined based on value in use. The calculation of value in use requires an estimation of future profit generated from the hotel's operating cash flows discounted to arrive at the present value of the asset. Where the actual future cash flows are less than expected, a material impairment loss may arise.

Valuation of properties for development

The Group performs a review annually to determine whether properties for development with an aggregate carrying amount of HK\$1,200,180,000 (2014: HK\$1,248,432,000) has any indication of impairment by considering the recoverable amounts of the properties which has been determined based on the current market price of properties of comparable location. In case the recoverable amounts of the properties are less than the carrying amount, a material adjustment for an impairment loss may result.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY - continued

Key sources of estimation uncertainty - continued

Valuation of properties held for sale

Management's assessment of properties held for sale with an aggregate carrying amount of HK\$1,105,654,000 (2014: HK\$1,805,042,000) is based on an estimation of the net realisable value of these properties which involves, inter-alia, considerable analyses of the recent transacted prices of the respective properties held for sale, the current market price of properties of comparable standard and location, the estimated costs to complete the development, where appropriate, and a forecast of future sales based on available market data and statistics. If the actual net realisable values of the properties held for sale are (more) less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, a material adjustment for (reversal of) write-down of the properties held for sale may result.

Impairment of other receivables

In determining whether there is any impairment loss on the carrying amount of the other receivables of HK\$361,114,000 (2014: HK\$391,173,000) in relation to costs incurred on certain pieces of land as detailed in note 22, the Group takes into consideration objective evidence in the estimation of future cash flows. Where the actual future cash flows are less than expected, a material impairment loss, which is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, may arise.

5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which includes bank borrowings net of bank deposits, and bank balances and cash, and equity attributable to the Company's shareholders, comprising issued share capital, retained profits and reserves.

The directors of the Company review the capital structure periodically and maintain a low gearing. The Group's percentage of net debt to the carrying value of properties (comprising investment properties, properties included in property, plant and equipment, properties for development and properties held for sale) at the end of the reporting period is as follows:

	2015 HK\$'000	2014 HK\$'000
Bank borrowings	4,013,485	4,019,734
Restricted bank deposits	(5,613)	(6,338)
Bank balances and cash	(3,665,582)	(2,640,466)
Net debt	342,290	1,372,930
Total carrying value of properties	14,832,503	14,813,127
Percentage of net debt to carrying value of properties	2.3%	9.3%

6. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision makers, for the purposes of resource allocation and assessment of segment performance is mainly focused on the property development, property investment and hotel operation. No operating segments identified by the chief operating decision makers have been aggregated in arriving at the reportable segments of the Group.

Property development and investment activities are in Hong Kong and the PRC whereas the hotel operation is in Hong Kong.

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

Segment revenues and results

For the year ended 31 December 2015

	<u>Property development</u> <i>HK\$'000</i>	<u>Property investment</u> <i>HK\$'000</i>	<u>Hotel operation</u> <i>HK\$'000</i>	<u>Consolidated</u> <i>HK\$'000</i>
SEGMENT REVENUE				
External sales	94,285	392,062	229,423	715,770
SEGMENT RESULTS				
Segment profit	239,914	1,160,651	16,049	1,416,614
Interest income				23,552
Corporate income less expenses				(9,249)
Finance costs				(109,504)
Profit before taxation				1,321,413

For the year ended 31 December 2014

	<u>Property development</u> <i>HK\$'000</i>	<u>Property investment</u> <i>HK\$'000</i>	<u>Hotel operation</u> <i>HK\$'000</i>	<u>Consolidated</u> <i>HK\$'000</i>
SEGMENT REVENUE				
External sales	520	384,948	263,218	648,686
SEGMENT RESULTS				
Segment (loss) profit	(137,400)	897,044	69,132	828,776
Interest income				24,292
Corporate income less expenses				(8,218)
Finance costs				(98,522)
Profit before taxation				746,328

6. SEGMENT INFORMATION - continued

Segment revenues and results - continued

The Group does not allocate interest income, corporate income less expenses and finance costs to individual reportable segment profit or loss for the purposes of resource allocation and performance assessment by the chief operating decision makers.

The accounting policies adopted in preparing the reportable segment information are the same as the Group's accounting policies described in note 3.

Other segment profit or loss information

The following charges (credits) are included in the measurement of segment profit or loss:

For the year ended 31 December 2015

	<u>Property development</u> <i>HK\$'000</i>	<u>Property investment</u> <i>HK\$'000</i>	<u>Hotel operation</u> <i>HK\$'000</i>	<u>Consolidated</u> <i>HK\$'000</i>
Amortisation and depreciation				
- Properties for development	27,488	-	-	27,488
- Depreciation of property, plant and equipment	1,378	16,224	32,152	49,754
Fair value changes on investment properties	-	(949,107)	-	(949,107)
Fair value adjustment on other receivables	7,521	-	-	7,521
Gain on disposal of subsidiaries	(431,826)	-	-	(431,826)
Loss on disposal of property, plant and equipment	-	32	-	32
	=====	=====	=====	=====

For the year ended 31 December 2014

	<u>Property development</u> <i>HK\$'000</i>	<u>Property investment</u> <i>HK\$'000</i>	<u>Hotel operation</u> <i>HK\$'000</i>	<u>Consolidated</u> <i>HK\$'000</i>
Amortisation and depreciation				
- Properties for development	23,298	-	-	23,298
- Depreciation of property, plant and equipment	1,667	16,116	32,288	50,071
Fair value changes on investment properties	-	(617,782)	-	(617,782)
Fair value adjustment on other receivables	(7,636)	-	-	(7,636)
Loss on disposal of property, plant and equipment	-	147	-	147
	=====	=====	=====	=====

6. SEGMENT INFORMATION - continued

Geographical information

The Group operates in two principal geographical areas, being Hong Kong (country of domicile) and the PRC.

The Group's revenue from external customers by geographical location of properties is detailed below.

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Hong Kong	481,857	507,034
PRC	233,913	141,652
	715,770	648,686

No single customer contributes over 10% of the total revenue of the Group for both years.

The Group's information about its non-current assets, excluding financial assets, by geographical location are detailed below.

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Hong Kong	10,319,411	9,288,095
PRC	3,436,313	3,756,078
	13,755,724	13,044,173

No segment assets and liabilities are presented as the information is not reported to the chief operating decision makers in the resource allocation and assessment of performance.

7. REVENUE

The following is an analysis of the Group's revenue from its major business activities.

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Sale of properties	94,285	520
Renting of investment properties	392,062	384,948
Hotel operation	229,423	263,218
	715,770	648,686

8. OTHER INCOME

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Included in other income is:		
Fair value adjustment on other receivables	-	7,636
Rental income from properties held for sale temporarily leased	6,114	4,638
	<u><u> </u></u>	<u><u> </u></u>

9. PROPERTY AND RELATED COSTS

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Cost of properties sold	76,699	615
Selling and marketing expenses	9,909	21,192
Write down of properties held for sale	2,418	-
Direct operating expenses on investment properties	47,242	51,609
	<u><u> </u></u>	<u><u> </u></u>
	136,268	73,416
	<u><u> </u></u>	<u><u> </u></u>

10. OTHER EXPENSES

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Included in other expenses are:		
Management fees paid to a related company (note 38)	272,611	109,324
Less: Amount capitalised to property development project	(7,389)	(17,353)
	<u><u> </u></u>	<u><u> </u></u>
	265,222	91,971
Hotel operating expenses	62,733	67,442
Legal and professional fees	9,043	7,824
Fair value adjustment on other receivables	7,521	-
Net exchange loss	2,241	5,097
	<u><u> </u></u>	<u><u> </u></u>

11. FINANCE COSTS

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Interest on bank borrowings	119,595	100,986
Less: Amount capitalised to property development project	(19,524)	(10,442)
	<u><u> </u></u>	<u><u> </u></u>
	100,071	90,544
Front end fee	6,966	5,423
Other charges	2,467	2,555
	<u><u> </u></u>	<u><u> </u></u>
	109,504	98,522
	<u><u> </u></u>	<u><u> </u></u>

12. PROFIT BEFORE TAXATION

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Profit before taxation has been arrived at after charging (crediting):		
Auditor's remuneration	2,540	2,464
Directors' emoluments (note 13)	6,151	3,582
Loss on disposal of property, plant and equipment	32	147
Depreciation and amortisation	77,670	73,781
Less: Amount capitalised to property development projects	(428)	(412)
	<u>77,242</u>	<u>73,369</u>
Interest income from second mortgage loans	(234)	(328)
Interest earned on bank deposits	(23,252)	(23,964)
Gross rental income from investment properties	(392,062)	(384,948)
Less: Direct operating expenses	47,242	51,609
Net rental income	<u>(344,820)</u>	<u>(333,339)</u>

13. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the directors of the Company are as follows:

	Mr. Richard Other Prickett	Mr. Lu Wing Chi	Mr. Lambert Lu	Mr. David Andrew Runciman	Mr. Lincoln Lu	Mr. Lam Sing Tai	Mr. John David Orchard Fulton	Mr. Donald Ian Fletcher (Note)	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
2015									
Fees	477	237	237	-	237	237	238	-	1,663
Other emoluments									
Salaries and other benefits	-	-	-	1,440	-	-	-	-	1,440
Retirement benefits scheme contributions	-	-	-	144	-	-	-	-	144
Share-based payment expenses	-	-	-	2,904	-	-	-	-	2,904
Total emoluments	<u>477</u>	<u>237</u>	<u>237</u>	<u>4,488</u>	<u>237</u>	<u>237</u>	<u>238</u>	<u>-</u>	<u>6,151</u>
2014									
Fees	513	256	256	-	201	201	106	368	1,901
Other emoluments									
Salaries and other benefits	-	-	-	1,320	-	-	-	-	1,320
Retirement benefits scheme contributions	-	6	6	132	-	-	-	-	144
Share-based payment expenses	-	-	-	217	-	-	-	-	217
Total emoluments	<u>513</u>	<u>262</u>	<u>262</u>	<u>1,669</u>	<u>201</u>	<u>201</u>	<u>106</u>	<u>368</u>	<u>3,582</u>

Note: Mr. Donald Ian Fletcher resigned as a director of the Company in May 2014.

14. INCOME TAX CREDIT (EXPENSE)

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
The credit (charge) comprises:		
Current tax		
Hong Kong Profits Tax	(19,450)	(37,798)
PRC Enterprise Income Tax	(14,933)	(11,809)
	(34,383)	(49,607)
Overprovision in prior years		
Hong Kong Profits Tax	3,940	70
PRC Enterprise Income Tax	6,666	-
	10,606	70
Deferred tax		
- current year	28,542	(20,139)
- overprovision in prior years	-	25,676
	28,542	5,537
	4,765	(44,000)

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

PRC Enterprise Income Tax is calculated at 25% of the estimated assessable profits for both years.

Details of deferred taxation are set out in note 32.

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

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Profit before taxation	1,321,413	746,328
Tax charge at Hong Kong income tax rate of 16.5%	(218,033)	(123,144)
Tax effect of expenses not deductible for tax purposes	(43,979)	(32,022)
Tax effect of income not taxable for tax purposes	250,561	101,022
Tax effect of tax losses not recognised	(4,376)	(7,380)
Utilisation of tax losses previously not recognised	751	307
Effect of different tax rates of subsidiaries operating in the PRC	5,483	(9,846)
Overprovision in prior years	10,606	25,746
Others	3,752	1,317
Income tax credit (expense) for the year	4,765	(44,000)

15. EARNINGS PER SHARE

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

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Earnings for the purpose of basic earnings per share:		
Profit for the year attributable to the Company's shareholders	1,336,728	703,101
	<u><u>1,336,728</u></u>	<u><u>703,101</u></u>
	2015	2014
Number of ordinary shares for the purpose of basic earnings per share	886,347,812	886,347,812
	<u><u>886,347,812</u></u>	<u><u>886,347,812</u></u>

No diluted earnings per share is presented as the Company did not have any potential ordinary shares in issue during both years.

For the purpose of assessing the performance of the Group, the directors of the Company are of the view that the profit for the year should be adjusted for the fair value changes on investment properties recognised in profit or loss and the related deferred taxation in arriving at the "adjusted profit attributable to the Company's shareholders". A reconciliation of the adjusted earnings is as follows:

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Profit for the year attributable to the Company's shareholders as shown in the consolidated statement of profit or loss	1,336,728	703,101
Fair value changes on investment properties	(949,107)	(617,782)
Deferred tax thereon	(31,725)	17,446
	<u><u>355,896</u></u>	<u><u>102,765</u></u>
Adjusted profit attributable to the Company's shareholders	355,896	102,765
Basic earnings per share excluding fair value changes on investment properties net of deferred tax	HK40.2 cents	HK11.6 cents
	<u><u>HK40.2 cents</u></u>	<u><u>HK11.6 cents</u></u>

The denominators used in the calculation of adjusted earnings per share are the same as those detailed above.

16. DIVIDENDS

The Board has declared a special cash dividend of HK\$1.9 per ordinary share for the year ended 31 December 2015 to shareholders of the Company whose names appear on the register of members of the Company at the close of business on Friday, 27 May 2016. The relevant dividend warrants are expected to be despatched on or before Friday, 10 June 2016.

17. INVESTMENT PROPERTIES

	<u>Hong Kong</u> <i>HK\$'000</i>	<u>PRC</u> <i>HK\$'000</i>	<u>Total</u> <i>HK\$'000</i>
At 1 January 2014	7,780,000	2,436,706	10,216,706
Fair value changes	548,000	69,782	617,782
Transfer to property, plant and equipment	(421,000)	(47,387)	(468,387)
Exchange adjustments	-	(7,816)	(7,816)
	-----	-----	-----
At 31 December 2014	7,907,000	2,451,285	10,358,285
Cost adjustment on additions	(8)	-	(8)
Fair value changes	1,076,008	(126,901)	949,107
Exchange adjustments	-	(138,067)	(138,067)
	-----	-----	-----
At 31 December 2015	8,983,000	2,186,317	11,169,317
	=====	=====	=====

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

In estimating the fair value of investment properties, the Group uses market-observable data to the extent it is available. The Group engages third party qualified valuers to perform the valuation of the Group's investment properties. At the end of each reporting period, the Group works closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs to the model.

The fair values of investment properties at the date of transfer and as at 31 December 2015 and 31 December 2014 were arrived at on the basis of valuations carried out at those dates by Savills Valuation and Professional Services Limited ("Savills"), a firm of Chartered Surveyors not connected to the Group, recognised by The Hong Kong Institute of Surveyors, that has appropriate qualifications and recent experience in the valuation of properties in the relevant locations.

The valuation, which conforms to the appropriate sections of both the current Practice Statements, and United Kingdom Practices Statements contained in the RICS Valuation - Professional Standards published by the Royal Institution of Chartered Surveyors in the United Kingdom (the "Red Book"), was arrived at by reference to market evidence of transaction prices or by capitalisation of future rental which is estimated by reference to comparable rental as available in the relevant markets. In the valuation, which falls under Level 3 of the fair value hierarchy, the market rentals of all lettable units as well as those of similar properties are made by reference to the rentals achieved by the Group in the lettable units as well as those of similar properties in the neighbourhood. The capitalisation rate adopted is by reference to the yield rates observed by the valuer for similar properties in the locality and adjusted for the valuer's knowledge of factors specific to the respective properties. There has been no change from the valuation technique used in the prior year.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

17. INVESTMENT PROPERTIES - continued

The key inputs used in valuing the investment properties under the income capitalisation approach were the capitalisation rates used and monthly unit rent. A slight increase in the capitalisation rate used would result in a significant decrease in the fair value measurement of the investment properties, and vice versa. The higher the monthly unit rent, the higher the fair value and vice versa.

Details of the significant unobservable input under the income capitalisation approach are as follows:

Class of property	Capitalisation rates	
	2015	2014
Office units and shops in Hong Kong	3.25% to 3.75% per annum	3.6% to 3.75% per annum
Car parking spaces in Hong Kong	4.5% per annum	5.25% per annum
Shops in the PRC	7.0% to 9.0% per annum	6.75% to 9.0% per annum
Office units in the PRC	6.0% to 6.5% per annum	6.0% to 6.5% per annum

Car parking spaces in the PRC were valued under the direct comparison approach. The market unit rate is one of the key inputs. The higher the market unit rate the higher the fair value, and vice versa. The adopted market unit rates range from RMB135,000 to RMB200,000 (2014: RMB110,000 to RMB170,000) per unit.

Details of the Group's investment properties which falls under Level 3 of the fair value hierarchy as at 31 December 2015 and 31 December 2014 are as follows:

	Fair value as at	
	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Commercial property located in Hong Kong	8,983,000	7,907,000
Commercial properties located in the PRC	2,186,317	2,451,285
	11,169,317	10,358,285

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

18. PROPERTY, PLANT AND EQUIPMENT

	Hotel property in Hong Kong <i>HK\$'000</i>	Other properties in Hong Kong <i>HK\$'000</i>	Properties in the PRC <i>HK\$'000</i>	Plant and machinery <i>HK\$'000</i>	Furniture, fixtures and equipment <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Leasehold improvements <i>HK\$'000</i>	Crockery, utensils and linen <i>HK\$'000</i>	Total <i>HK\$'000</i>
COST									
At 1 January 2014	1,089,672	-	-	45,173	37,021	7,831	74,656	5,051	1,259,404
Additions	-	-	-	408	1,868	724	293	-	3,293
Transfer from investment properties	-	421,000	47,387	-	-	-	-	-	468,387
Disposals	-	-	-	-	(46)	(31)	(1,329)	-	(1,406)
Exchange adjustments	-	-	(115)	(18)	(12)	(20)	(27)	-	(192)
At 31 December 2014	1,089,672	421,000	47,272	45,563	38,831	8,504	73,593	5,051	1,729,486
Additions	-	-	-	693	1,210	253	-	-	2,156
Disposals	(353)	-	-	(1,692)	(295)	-	(827)	-	(3,167)
Exchange adjustments	-	-	(2,761)	(399)	(360)	(346)	(331)	-	(4,197)
At 31 December 2015	1,089,319	421,000	44,511	44,165	39,386	8,411	72,435	5,051	1,724,278
DEPRECIATION									
At 1 January 2014	115,103	-	-	18,257	32,350	4,645	72,442	-	242,797
Provided for the year	27,516	12,923	1,030	5,368	1,521	1,165	960	-	50,483
Eliminated on disposals	-	-	-	-	(8)	(31)	(1,196)	-	(1,235)
Exchange adjustments	-	-	4	2	1	(6)	(16)	-	(15)
At 31 December 2014	142,619	12,923	1,034	23,627	33,864	5,773	72,190	-	292,030
Provided for the year	27,362	12,923	1,071	5,122	1,733	1,203	768	-	50,182
Eliminated on disposals	(353)	-	-	(1,679)	(258)	-	(827)	-	(3,117)
Exchange adjustments	-	-	(101)	(211)	(194)	(258)	(280)	-	(1,044)
At 31 December 2015	169,628	25,846	2,004	26,859	35,145	6,718	71,851	-	338,051
CARRYING VALUES									
At 31 December 2015	919,691	395,154	42,507	17,306	4,241	1,693	584	5,051	1,386,227
At 31 December 2014	947,053	408,077	46,238	21,936	4,967	2,731	1,403	5,051	1,437,456

The above items of property, plant and equipment are depreciated on a straight-line basis after taking into account their estimated residual values at the following rates per annum:

Leasehold land and properties	Over the lease terms ranging from 42 years to 45.5 years
Completed hotel building	40 years
Plant and machinery	10%
Furniture, fixtures and equipment	25%
Motor vehicles	25%
Leasehold improvements	25%

The carrying amounts of properties shown above comprise properties situated in:

	2015 HK\$'000	2014 <i>HK\$'000</i>
Hotel and other properties in Hong Kong	1,314,845	1,355,130
Properties in the PRC	42,507	46,238

19. PROPERTIES FOR DEVELOPMENT

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
COST		
At 1 January	1,332,112	1,417,033
Additions	51,713	51,459
Transfer to properties held for sale	-	(133,126)
Exchange adjustments	(78,888)	(3,254)
	1,304,937	1,332,112
AMORTISATION		
At 1 January	83,680	66,220
Provided for the year	27,488	23,298
Transfer to properties held for sale	-	(5,695)
Exchange adjustments	(6,411)	(143)
	104,757	83,680
CARRYING VALUE		
At 31 December	1,200,180	1,248,432

The carrying amount represents the Group's interest in certain pieces of land located in the PRC to be held for future development.

The carrying amount is amortised on a straight-line basis over the lease terms ranging from 40 to 70 years.

20. LOAN RECEIVABLES

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Second mortgage loans	4,160	4,480
Analysed for reporting purposes:		
Non-current assets	3,789	4,118
Current assets	371	362
	4,160	4,480

The loans bear interest at Hong Kong Prime Rate and are repayable by monthly installments over a period of 20 years or as stipulated in the respective agreements.

The second mortgage loans are secured by the leasehold properties of the borrowers.

The effective interest rate of the loan receivables is 5.0% (2014: 5.0%) per annum.

Loan receivables balances which are past due at the end of the reporting period are minimal and are not considered impaired. In determining the recoverability of the loan receivables, the Group considers, among other factors, any change in value of the properties securing the loans.

The concentration of credit risk is limited due to the customer base being large and unrelated. No single loan receivable is individually material.

21. NOTE RECEIVABLES

The amount represents (i) the carrying value of a five-year zero coupon principal protected index-linked note with a principal amount of US\$2,000,000 (equivalent to HK\$15,502,000) (2014: US\$2,000,000 (equivalent to HK\$15,511,000)) maturing on 7 February 2017; and (ii) the carrying value of a five-year zero coupon principal protected index-linked note with a principal amount of US\$5,000,000 (equivalent to HK\$38,754,000) (2014: US\$5,000,000 (equivalent to HK\$38,778,000)) maturing on 9 August 2018. The index is a proprietary index named Forex Yield Differential Accrual Perpetual Index, which is a proprietary non-discretionary algorithm to calculate the risk filter multiple of non-discretionary trading that observes a basket of ten currencies.

The host contracts of the note are measured at amortised cost. The index-linked feature is regarded as a derivative embedded in but not closely related to the host contract in accordance with IAS 39 Financial Instruments: Recognition and Measurement. However, in the opinion of the directors, the fair values of the embedded derivatives at the end of the reporting period are insignificant and therefore they have not been accounted for as a separate component in the consolidated financial statements.

22. OTHER RECEIVABLES

At 31 December 2015, the Group had incurred a total amount of RMB321,060,000 (2014: RMB321,060,000), equivalent to HK\$383,217,000 (2014: HK\$406,976,000), for the tenant relocation arrangements, excavation and infrastructure work on certain pieces of land in Nanjing, the PRC. The amount, together with further costs to complete the work, are wholly refundable from the relevant PRC local government either by deduction against the consideration payable if the Group is successful in bidding for the land or out of the proceeds received by the relevant PRC local government from another successful tenderer. The directors estimate that, based on the Group's development plan, the time schedule for auction of the relevant land will be initiated before the end of 2018 and by then the full amount will be recovered.

The balance of HK\$361,114,000 (2014: HK\$391,173,000) represents the Hong Kong dollar equivalent of the present value of the original amount of RMB321,060,000 (2014: RMB321,060,000) expected to be recovered in 2018 discounted at the rate of 2% per annum.

23. OTHER FINANCIAL ASSETS

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Unlisted investments:		
- Equity securities (Note 1)	5,824	3,882
- Convertible loan (Note 2)	5,824	3,882
	11,648	7,764

- (1) At 31 December 2015, unlisted equity securities classified as available-for sale held by the Group amounting to US\$750,000 (equivalent to HK\$5,824,000) (2014: US\$500,000 (equivalent to HK\$3,882,000)), representing approximately 8% (2014: 5%) equity interest of the investee company, were measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors were of the opinion that the fair value cannot be measured reliably.
- (2) The Group committed and contributed an unsecured interest-free loan in the sum of US\$750,000 (equivalent to HK\$5,824,000) (2014: US\$500,000 (equivalent to HK\$3,882,000)) to the party set out in note (1).

The party is scheduled to repay the convertible loan at its principal amount of US\$500,000 on 14 October 2017 and US\$250,000 on 30 July 2018 (the “Maturity date”). The Group has the right to convert into shares representing not more than a 7% (2014: 5%) equity interest of the investee company.

The conversion option feature is regarded as a derivative embedded in but not closely related to the convertible loan in accordance with IAS 39 Financial Instruments: Recognition and Measurement. However, in the opinion of the directors, the fair value of the embedded derivative at the end of the reporting period is insignificant and therefore it has not been accounted for it as a separate component in the consolidated financial statements.

24. RESTRICTED BANK DEPOSITS

Restricted bank deposits carry fixed interest rates ranging from 0.4% to 1.9% (2014: 0.4% to 3.1%) per annum and were placed with a bank in relation to long-term bank borrowings.

25. PROPERTIES HELD FOR SALE - PROPERTIES UNDER DEVELOPMENT

The properties under development are expected to be completed in more than twelve months after the end of the reporting period (2014: HK\$281,004,000 to be completed in 2015).

26. TRADE RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2015	2014
	<i>HK\$'000</i>	<i>HK\$'000</i>
Trade receivables	10,000	10,603
Accrued income	99,159	99,415
Deposits and prepayments	16,685	40,544
	-----	-----
	125,844	150,562
	=====	=====

Trade receivables mainly represent rental receivable from tenants for the use of the Group's properties and receivables from corporate customers and travel agents for the use of hotel facilities. No credit is allowed to tenants. Rentals are payable upon presentation of demand notes. An average credit period of 30 days is allowed to corporate customers and travel agents.

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

	2015	2014
	<i>HK\$'000</i>	<i>HK\$'000</i>
0 to 30 days	8,167	8,014
31 to 60 days	271	590
61 to 90 days	232	207
91 to 365 days	1,110	1,148
Over 365 days	220	644
	-----	-----
	10,000	10,603
	=====	=====

Before granting credit to any customer, the Group uses an internal credit assessment policy to assess the potential customers' credit quality and defines credit limit by customer. Trade receivables of HK\$2,498,000 (2014: HK\$3,100,000) at the end of the reporting period are past due but are not considered impaired as most of them are sufficiently covered by rental deposits received from respective tenants and considers that the amounts are still recoverable and no provision is required. The Group does not hold any collateral over these balances.

27. AMOUNTS DUE FROM/TO NON-CONTROLLING INTERESTS

The balances are unsecured, interest-free and repayable on demand.

28. BANK BALANCES AND CASH

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Cash and cash equivalents	3,298,440	2,296,618
Fixed deposits with original maturity period more than 3 months	364,048	309,380
Guaranteed deposits	3,094	34,468
	3,665,582	2,640,466

Bank balances and cash comprise cash and short-term bank deposits which carry fixed interest rates ranging from 0.3% to 2.4% (2014: 0.1% to 3.3%) per annum.

Guaranteed deposits represent deposits placed by the Group with banks which can only be applied to designated property development projects of the Group. Guaranteed deposits carry interest at market rates ranging from 0.4% to 1.0% (2014: 0.4% to 2.9%) 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:

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Hong Kong dollars	23	23
United States dollars	1	1,895
Renminbi	2,763	226,682

29. PAYABLES, RENTAL DEPOSITS AND ACCRUED CHARGES

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Trade payables	3,052	3,018
Rental deposits	113,764	115,925
Rental received in advance	13,463	16,399
Other payables, other deposits and accrued charges	240,440	166,642
	370,719	301,984

Included in other payables is an aggregate amount of HK\$93,010,000 (2014: HK\$91,759,000) payable to contractors for the cost in relation to the tenant relocation arrangements, excavation and infrastructure work on certain pieces of land as detailed in note 22 and HK\$67,436,000 (2014: HK\$4,207,000) payable to contractors for properties held for sale.

Rental deposits to be settled after twelve months from the end of the reporting period based on the respective lease terms amounted to HK\$76,376,000 (2014: HK\$71,151,000).

30. BANK BORROWINGS

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Secured	4,035,574	3,942,110
Unsecured	-	100,000
	4,035,574	4,042,110
Less: Front-end fee	(22,089)	(22,376)
	4,013,485	4,019,734
Analysed for reporting purpose as:		
Current liabilities	1,133,781	436,569
Non-current liabilities	2,879,704	3,583,165
	4,013,485	4,019,734

The bank borrowings are repayable as follows:

On demand or within one year	1,136,239	438,380
Within a period of more than one year, but not exceeding two years	164,126	1,385,866
Within a period of more than two years, but not exceeding five years	1,795,734	1,139,133
Within a period of more than five years	939,475	1,078,731
	4,035,574	4,042,110

All bank borrowings are denominated in the functional currencies of the relevant group entities and carry interest at floating rates, the principal amounts of which are analysed below:

Denominated in	Interest rates	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Hong Kong dollars	Hong Kong Interbank Offered Rate (“HIBOR”) plus 1.1% to 2.4% (2014: HIBOR plus 1.1% to 2.4%)	3,459,000	3,350,000
Renminbi	95% to 125% of People’s Bank of China (“PBOC”) Prescribed Interest Rates (2014: 95% to 125% of PBOC Prescribed Interest Rates)	576,574	692,110
		4,035,574	4,042,110

The effective interest rates of these variable-rate borrowings range from 1.4% to 7.1% (2014: 1.5% to 7.7%) per annum.

31. SHARE CAPITAL

	2015 and 2014 US\$'000
Authorised:	
1,300,000,000 ordinary shares of US\$0.05 each	65,000
Issued and fully paid:	
886,347,812 ordinary shares of US\$0.05 each	44,317
	<i>HK\$'000</i>
Shown in the financial statements as	345,204

32. DEFERRED TAXATION

The following are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior reporting periods:

	<u>Accelerated tax depreciation</u> <i>HK\$'000</i>	<u>Fair value of investment properties</u> <i>HK\$'000</i>	<u>Effective rental income</u> <i>HK\$'000</i>	<u>Tax losses</u> <i>HK\$'000</i>	<u>Others</u> <i>HK\$'000</i>	<u>Total</u> <i>HK\$'000</i>
At 1 January 2014	13,958	292,909	20,928	(2,774)	910	325,931
Exchange adjustments	-	(828)	(65)	2	-	(891)
Charge (credit) to profit or loss	2,582	(8,230)	1,143	(1,599)	567	(5,537)
At 31 December 2014	16,540	283,851	22,006	(4,371)	1,477	319,503
Exchange adjustments	-	(15,312)	(1,339)	282	-	(16,369)
Charge (credit) to profit or loss	2,217	(31,725)	1,372	(708)	302	(28,542)
At 31 December 2015	18,757	236,814	22,039	(4,797)	1,779	274,592

For the purpose of presentation of the consolidated statement of financial position, deferred tax assets and liabilities have been offset and shown under non-current liabilities.

32. DEFERRED TAXATION - continued

At 31 December 2015, the Group has unused tax losses of HK\$85,823,000 (2014: HK\$101,826,000) available to offset against future profits. A deferred tax asset has been recognised in respect of HK\$19,184,000 (2014: HK\$17,484,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$66,639,000 (2014: HK\$84,342,000) as it is not probable that taxable profit will be available to offset against the tax losses due to the unpredictability of future profit streams. The tax losses will expire in the following years ending 31 December:

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
2015	-	2,122
2016	1,465	1,556
2017	3,354	3,562
2018	4,797	5,093
2019	39,316	51,608
2020	29,159	-
	78,091	63,941

Other tax losses may be carried forward indefinitely.

33. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Financial assets		
Loans and receivables (including cash and cash equivalents)	4,106,549	3,111,301
Available-for-sale investments	5,824	3,882
Financial liabilities		
Financial liabilities at amortised cost	4,336,524	4,267,619

(b) Financial risk management objectives and policies

The directors of the Company have overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls to monitor risks and adherence to market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a constructive control environment in which all employees understand their roles and obligations. The directors of the Company monitor and manage the financial risks relating to the operations of the Group to ensure appropriate measures are implemented on a timely and effective manner. These risks include market risk (including primarily foreign currency risk and interest rate risk), credit risk and liquidity risk.

The Group's overall strategy remains unchanged from prior year.

33. FINANCIAL INSTRUMENTS - continued

(b) Financial risk management objectives and policies - continued

Market risk

(i) Foreign currency risk

Certain subsidiaries of the Company have foreign currency denominated monetary assets, which expose the Group to foreign currency risk. The Group currently does not have a policy to hedge the foreign currency exposure. However, the management monitors the related foreign currency fluctuation closely and will consider entering into foreign exchange forward contracts to hedge significant portion of the foreign currency risk should the need arise.

The carrying amounts of the foreign currency denominated monetary assets at the end of the reporting period in the respective group entities are as follows:

	2015	2014
	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong dollars	23	23
United States dollars	65,905	63,948
Renminbi	2,763	226,682
	=====	=====

The loans for foreign operations within the Group that form part of the Group's net investment in the foreign operations are denominated in foreign currencies, other than the functional currency of the foreign entities. At the end of the reporting period, the loans denominated in Hong Kong dollars and United States dollars were HK\$208,903,000 (2014: HK\$208,903,000) and HK\$85,374,000 (2014: HK\$92,441,000) respectively.

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2014: 5%) appreciation in the functional currencies of the relevant subsidiaries (i.e. Renminbi and Hong Kong dollars), relative to the foreign currencies of the relevant subsidiaries (i.e. Hong Kong dollars, United States dollars and Renminbi). There would be an equal and opposite impact where the Renminbi and Hong Kong dollar weakens 5% (2014: 5%) against the relevant currencies.

	Decrease in		Increase in equity	
	profit for the year		2015	2014
	2015	2014	2015	2014
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong dollars	1	1	10,445	10,445
United States dollars	3,295	3,197	4,269	4,622
Renminbi	138	11,334	-	-
	=====	=====	=====	=====

33. FINANCIAL INSTRUMENTS - continued

(b) Financial risk management objectives and policies - continued

Market risk - continued

(i) Foreign currency risk - continued

Sensitivity analysis - continued

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

Since the Hong Kong dollar is pegged to the United States dollar under the Linked Exchange Rate System, management does not expect any significant foreign currency exposure in relation to the exchange rate fluctuations between the Hong Kong dollar and the United States dollar.

(ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate borrowings, loan receivables, bank balances and deposits. The directors consider that the interest rate risk on bank balances and deposits are insignificant as they are subject to minimal interest rate fluctuation, accordingly, no sensitivity analysis is presented. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR and the PBOC Prescribed Interest Rates on the bank borrowings, and Hong Kong Prime Rate on the loan receivables.

The Group currently does not have an interest rate swap hedging policy. However, management monitors the interest exposure and will consider hedging interest rate risk exposure should the need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates in relation to the Group's variable-rate bank borrowings and loan receivables at the end of the reporting period. The analysis is prepared assuming the amount of asset and liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis points increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2015 would decrease/increase by HK\$19,426,000 (2014: HK\$18,487,000).

33. FINANCIAL INSTRUMENTS - continued

(b) Financial risk management objectives and policies - continued

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position, which is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position; and the amount of contingent liabilities in relation to the financial guarantees provided by the Group as disclosed in note 39. In order to minimise the credit risk, management of the Group has 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 debt at the end of each 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.

At 31 December 2015, the Group has concentration of credit risk on other receivables from two counterparties. The management of the Group has periodic communication with the counterparties and has monitored the progress of the project as set out in note 22, continuously.

Although the placing of deposits and notes subscribed are concentrated on certain banks, the credit risk on these financial assets is limited because the counterparties are licensed banks.

The Group has no other significant concentration of credit risk with exposure spread over a number of counterparties and customers.

For properties under development which are held for sales, subject to pre-sales agreements, the Group generally provides guarantees to banks in connection with the purchasers' borrowing of mortgage loans to finance their purchase of the properties. Pursuant to the guarantees, upon default in mortgage payments by these property purchasers, the Group is responsible to repay the outstanding mortgage principals together with the accrued interest thereon. Under such circumstances, the Group is entitled to retain the purchasers' deposit and to take over the legal title and possession of the relevant property. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

33. FINANCIAL INSTRUMENTS - continued

(b) Financial risk management objectives and policies - continued

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the directors of the Company, which have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities, and by continuously monitoring forecast and actual cash flows. As at 31 December 2015, the Group has bank balances and cash of HK\$3,671,195,000 (2014: HK\$2,646,804,000) and available unutilised bank loan facilities of approximately HK\$370,248,000 (2014: HK\$845,000,000).

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities and on the earliest date on which the Group can be required to pay. The table includes both interest, estimated based on interest rate at the end of the reporting period, and principal cash flows.

	Weighted average effective interest rate %	Within 3 months HK\$'000	3 months to 6 months HK\$'000	6 months to 9 months HK\$'000	9 months to 12 months HK\$'000	Over 1 year HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
At 31.12.2015								
Payables and rental deposits received	-	243,792	10,679	6,732	5,528	76,376	343,107	343,107
Amounts due to non-controlling interests	-	93,696	-	-	-	-	93,696	93,696
Variable rates bank borrowings	2.7	78,741	1,036,075	37,334	89,812	3,337,903	4,579,865	4,013,485
Financial guarantees liabilities	-	43,382	-	-	-	-	43,382	-
		<u>459,611</u>	<u>1,046,754</u>	<u>44,066</u>	<u>95,340</u>	<u>3,414,279</u>	<u>5,060,050</u>	<u>4,450,288</u>
At 31.12.2014								
Payables and rental deposits received	-	157,284	3,707	4,906	27,257	71,151	264,305	264,305
Amounts due to non-controlling interests	-	99,505	-	-	-	-	99,505	99,505
Variable rates bank borrowings	2.9	327,781	77,774	59,562	81,766	3,915,321	4,462,204	4,019,734
Financial guarantees liabilities	-	17,432	-	-	-	-	17,432	-
		<u>602,002</u>	<u>81,481</u>	<u>64,468</u>	<u>109,023</u>	<u>3,986,472</u>	<u>4,843,446</u>	<u>4,383,544</u>

The amounts of financial guarantee liabilities, as set out in note 39, are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

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

33. FINANCIAL INSTRUMENTS - continued

(c) Fair value measurement of financial instruments

The fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models which is based on discounted cash flows analysis using the relevant prevailing market rates as input.

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

The measurement of fair value of derivative financial instrument subsequent to initial recognition is derived from inputs, other than quoted prices for financial assets and liabilities trade in active markets, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

34. OPERATING LEASE ARRANGEMENTS

The Group as lessee

Minimum lease payments paid under operating leases during the year are HK\$1,386,000 (2014: HK\$1,325,000).

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

	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
Within one year	766	977
In the second to fifth years inclusive	129	834
	895	1,811

Leases are negotiated for the range of 1 to 2 years (2014: 1 to 2 years) with fixed monthly rentals.

The Group as lessor

The majority of the Group's investment properties were leased out under operating leases.

34. OPERATING LEASE ARRANGEMENTS - continued

The Group as lessor - continued

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

	2015	2014
	HK\$'000	HK\$'000
Within one year	356,543	370,462
In the second to fifth years inclusive	859,051	553,512
Over five years	750,243	512,189
	1,965,837	1,436,163

In addition to the annual minimum lease payments, the Group is entitled to, in respect of leases, in addition to committed rent, additional rental based on a specified percentage of revenue, if achieved, earned by the tenant. No such additional rental was received during the year and the preceding year.

The lease terms of the remaining leased properties range from 1 to 16 years (2014: 1 to 17 years).

35. PLEDGE OF ASSETS

At the end of the reporting period, the Group had pledged the following assets to secure banking facilities granted to the Group:

- (a) Fixed charges on investment properties and property, plant and equipment with an aggregate carrying value of HK\$10,934,981,000 (2014: HK\$10,058,375,000) together with a floating charge over all the assets of the properties owning subsidiaries and benefits accrued to the relevant properties.
- (b) Fixed charges on hotel properties with aggregate carrying values of HK\$919,691,000 (2014: HK\$947,053,000) together with a floating charge over all the assets of the properties owning subsidiaries and benefits accrued to the relevant properties.
- (c) Fixed charges on properties under development held for sale with an aggregate carrying value of HK\$195,963,000 (2014: HK\$961,301,000).
- (d) Fixed charge on properties for development with an aggregate carrying value of HK\$186,898,000 (2014: HK\$119,689,000).
- (e) Note receivables of HK\$54,256,000 (2014: HK\$54,289,000).

36. SHARE-BASED PAYMENTS

Share Option Scheme of the Company

The share option scheme of the Company (the “Share Option Scheme”) was approved by the shareholders of SEA on 27 May 2010 and by the board of directors of the Company (the “Board”) on 28 May 2010. The Share Option Scheme came into effect on 16 August 2010 (the “Adoption Date”) upon fulfillment of the conditions contained in the Share Option Scheme. Unless terminated earlier by the Board, the Share Option Scheme shall be valid and effective for a term of 10 years until 15 August 2020.

The purpose of the Share Option Scheme is to provide a flexible means to recognise and acknowledge the performance and/or contribution of any (i) director or employee of the Company or any of its affiliates; (ii) representative, manager, agent, contractor, advisor, consultant, distributor or supplier engaged by the Company or any of its affiliates; (iii) customer, promoter, business ally or joint-venture partner of the Company or any of its affiliates; or (iv) trustee of any trust established for the benefit of employees of the Company or any of its affiliates.

Under the Share Option Scheme, the Board (or any committee delegated by the Board) may offer to the eligible participants options to subscribe for shares of the Company at a price at least the highest of (i) the closing price of the share of the Company on the AIM Market on the date of grant of the option; (ii) the average of the closing price of the share of the Company on the AIM Market for the five business days immediately preceding the date of grant of the option; and (iii) the par value of the share of the Company.

Without prior approval of the shareholders of SEA in general meetings, no option may be granted to (a) an eligible participant which, if exercised in full, would result in the total number of shares issued and to be issued upon exercise of all options already granted or to be granted to such eligible participant in any 12-month period, exceeding 1% of the shares of the Company then in issue; and (b) a substantial shareholder and/or an independent non-executive director of the Company or SEA or any of their respective associates which, if exercised in full, would result in the total number of shares issued and to be issued upon exercise of all options granted or to be granted to such person in any 12-month period, exceeding 0.1% of the shares of the Company then in issue and with an aggregate value exceeding HK\$5 million (or its equivalent amount in British Pound).

Options granted must be taken up within 28 days from the date of grant upon payment of HK\$10 (or its equivalent amount in British Pound or United States dollars). The period during which an option may be exercised is determined by the Board (or any committee delegated by the Board) at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. Unless otherwise determined by the Board (or any committee delegated by the Board) at its sole discretion, there is no minimum period for which an option must be held before it can be exercised.

No option was granted since the Adoption Date of the Share Option Scheme.

36. SHARE-BASED PAYMENTS - continued

Share Award Scheme of the Company

The share award scheme of the Company (the “Share Award Scheme”) was approved by the shareholders of SEA on 27 May 2010 and by the Board on 28 May 2010 and came into effect on the Adoption Date. Unless terminated earlier by the Board, the Share Award Scheme shall be valid and effective for a term of 15 years until 15 August 2025.

The purpose of the Share Award Scheme is to provide a flexible means to recognise and acknowledge the performance and/or contribution of the eligible participants. Under the Share Award Scheme, the Board (or any committee delegated by the Board) may at its absolute discretion grant awards, which may comprise (a) new shares of the Company; (b) existing shares of the Company in issue and is listed on the AIM Market from time to time; (c) cash in lieu of the shares of the Company; or (d) a combination of (a), (b) and (c), to any eligible participants as it thinks fit and appropriate and subject to the terms and conditions of the Share Award Scheme. No award may be granted under the Share Award Scheme if the aggregate number of shares which may be issued and/or transferred upon vesting of all outstanding awards granted under the Share Award Scheme and any other share award scheme of the Company and which may be issued upon exercise of all outstanding options granted and yet to be exercised under any share option scheme of the Company exceed 30% of the shares of the Company in issue from time to time.

No award was granted since the Adoption Date of the Share Award Scheme.

Share Option Scheme of SEA

SEA adopted an employee share option scheme (the “2005 SEA Share Option Scheme”) on 25 August 2005 for the primary purpose of providing incentive to directors and eligible employees. The 2005 SEA Share Option Scheme expired on 24 August 2015. Upon expiry of the 2005 SEA Share Option Scheme, no further options should be granted thereunder but the options granted and yet to be exercised under the 2005 SEA Share Option Scheme shall remain in force and effect.

SEA adopted a new share option scheme (“2015 SEA Share Option Scheme”) on 29 May 2015. Under the 2015 SEA Share Option Scheme, the board of directors of SEA may offer to any (i) director or employee of SEA or any of its affiliate; (ii) representative, manager, agent, contractor, advisor, consultant, distributor or supplier engaged by SEA or any of its affiliate; (iii) customer, promoter, business ally or joint-venture partner of SEA or any of its affiliate; or (iv) trustee of any trust established for the benefit of employees of SEA or any of its affiliate. Options to subscribe for shares in SEA at a price at least the highest of (i) the nominal value of the share of SEA; (ii) the average of the closing price of the share of SEA on the Stock Exchange for the five business days immediately preceding the date of grant of the option; and (iii) the closing price of the share of SEA on the Stock Exchange on the date of grant of the option.

Without prior approval of the shareholders of SEA in general meeting, no option may be granted to (a) an eligible participant which, if exercised in full, would result in the total number of shares issued and to be issued upon exercise of all options already granted or to be granted to such eligible participant in any 12-month period, exceeding 1% of the shares of SEA then in issue; and (b) a substantial shareholder or an independent non-executive director of SEA or any of their respective associates which, if exercised in full, would result in the total number of shares issued and to be issued upon exercise of all options granted or to be granted to such person in any 12-month period, exceeding 0.1% of the shares of SEA then in issue and with an aggregate value exceeding HK\$5 million.

36. SHARE-BASED PAYMENTS - continued

Share Option Scheme of SEA - continued

Options granted must be taken up within 28 days from the date of grant upon payment of HK\$10. The period during which an option may be exercised is determined by the board of directors of SEA at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. Unless otherwise determined by the board of directors of SEA at its sole discretion, there is no minimum period for which an option must be held before it can be exercised.

On 12 July 2012, SEA granted share options under the 2005 SEA Share Option Scheme to a director of the Company entitling the holder to subscribe for 1,000,000 shares of SEA at an exercise price of HK\$3.454 per share with an exercise period of 2 years from 1 July 2015 to 30 June 2017. The directors of SEA determined the fair value of the share options with reference to the calculation made by an independent professional valuer to be HK\$643,300. None of the options were lapsed and 500,000 share options of SEA granted under the 2005 SEA Share Option Scheme were exercised by such director during the reporting period.

On 2 July 2015, SEA granted share options under the 2015 SEA Share Option Scheme to a director of the Company entitling the holder to subscribe for 1,000,000 shares of SEA at an exercise price of HK\$6.302 per share with an exercise period of 2 years from 1 July 2018 to 30 June 2020. The directors of SEA determined the fair value of the share options with reference to the calculation made by an independent professional valuer to be HK\$1,090,055. None of the options lapsed or were exercised up to the end of the reporting period.

Share Award Scheme of SEA

The share award scheme of SEA (the “SEA Share Award Scheme”) was approved by the shareholders of SEA on 27 May 2010. The SEA Share Award Scheme came into effect on 15 June 2010 upon fulfillment of the conditions contained in the SEA Share Award Scheme. Unless terminated earlier by the board of directors of SEA, the SEA Share Award Scheme shall be valid and effective for a term of 15 years until 14 June 2025.

The purpose of the SEA Share Award Scheme is to provide a flexible means to recognise and acknowledge the performance and/or contribution of the eligible participants. Under the SEA Share Award Scheme, the board of directors of SEA (or any committee delegated by the board of directors of SEA) may at its absolute discretion grant awards, which may comprise (a) new shares of SEA; (b) existing shares of SEA in issue and is listed on the Stock Exchange from time to time; (c) cash in lieu of the shares of SEA; or (d) a combination of (a), (b) and (c), to any eligible participants as it thinks fit and appropriate and subject to the terms and conditions of the SEA Share Award Scheme. No award may be granted under the SEA Share Award Scheme if the aggregate number of shares which may be issued and/or transferred upon vesting of all outstanding awards granted under the SEA Share Award Scheme and any other share award scheme of SEA and which may be issued upon exercise of all outstanding options granted and yet to be exercised under any share option scheme of SEA exceed 30% of the shares of SEA in issue from time to time.

SEA has appointed trustee to acquire shares of SEA in the open market with funds provided by the SEA group and to hold the shares of SEA before they are vested and transferred to the selected participants.

37. RETIREMENT BENEFIT PLANS

The Group participates in a defined contribution scheme which is registered under a Mandatory Provident Fund Scheme (the “MPF Scheme”) established under the Mandatory Provident Fund Schemes Ordinance of Hong Kong in December 2000 for eligible 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% to 15% of relevant payroll costs per month to the scheme for members of the MPF Scheme, depending on the length of service with the Group.

The employees of the Group’s subsidiaries in the PRC are members of state-managed retirement benefit scheme operated by the government of the PRC.

The total contribution paid to the retirement benefit schemes by the Group charged to profit or loss for the year amounted to HK\$3,994,000 (2014: HK\$3,951,000). No forfeited contributions has been used to reduce the level of contributions in both years.

38. RELATED PARTY TRANSACTIONS

- (a) For the year ended 31 December 2015, the Group paid fees of HK\$272,611,000 (2014: HK\$109,324,000) to South-East Asia Investment and Agency Company, Limited (“SEAI”), a wholly-owned subsidiary of SEA, pursuant to the agreement entered into between the Company, certain subsidiaries of the Company and SEAI for using SEAI’s personnel and facilities on a cost-sharing basis to carry out the Group’s business activities in respect of the provision of property development and management services to the Group on the Group’s property portfolio; and
- (b) The remuneration of directors of the Company who are the Group’s key management is set out in note 13.

39. CONTINGENT LIABILITIES

The Group has given guarantees to banks in respect of mortgage loans provided to the Group’s customers for the purchase of the Group’s properties located in the PRC. At 31 December 2015, the total outstanding mortgage loans which are under the guarantee were HK\$43,382,000 (2014: HK\$17,432,000). The directors of the Company consider that the fair values of these guarantees at their initial recognition and the end of the reporting period are insignificant and accordingly the fair value of these guarantees have not been accounted for in the consolidated financial statements. The amounts as at 31 December 2015 were to be discharged upon the issuance of the real estate ownership certificate which is then pledged with the banks.

40. GAIN ON DISPOSAL OF SUBSIDIARIES

On 30 September 2015, after taking into account the market conditions, the current development plan has been changed. The Group entered into a sale and purchase agreement, pursuant to which the Group agreed to dispose of the entire interest in the subsidiaries, being the owner of a piece of land known as Sha Tin Town Lot No. 75 and the Remaining Portion of Lot No. 744 in the Demarcation District No. 176 and situated at 1-11 Au Pui Wan Street, Fo Tan, Sha Tin, New Territories, Hong Kong, to an independent third party at an aggregate consideration of HK\$1,400 million, subject to post-completion adjustments. The disposal was completed on 30 November 2015. Management do not consider the disposal of the subsidiaries comprising an entire early stage development project to be in the normal course of business of the Group and for that reason the gain on disposal is presented below profit from operations after fair value changes on investment properties.

The major classes of assets and liabilities of the disposed subsidiaries at the date of the disposal were as follows:

	<i>HK\$'000</i>
Properties under development for sale	950,524
Receivables, deposits and prepayments	603

	951,127
	=====
 Gain on disposal of subsidiaries:	
Cash consideration	1,400,000
Add: Consideration receivable	603

Total consideration	1,400,603
Less: Transaction costs incurred	(17,650)
Less: Net assets disposed of	(951,127)

Gain on disposal of subsidiaries	431,826
	=====
 Cash consideration received	1,400,000
Less: Transaction costs paid	(17,500)

Net cash inflow arising on disposal	1,382,500
	=====

41. EVENT AFTER THE END OF THE REPORTING PERIOD

Subsequent to the end of the reporting period, the Group entered into a sale and purchase agreement with independent third parties on 25 February 2016 to sell the entire issued shares of SEA (BVI) Limited, which wholly owns the issued shares of Wing Siu Company Limited (the sole registered and beneficial owner of Dah Sing Financial Centre) (the "Disposal") for a consideration of HK\$10,000 million subject to adjustments. The Group received deposits of HK\$1,000 million for the Disposal.

Upon the fulfillment of the conditions as set out in the sale and purchase agreement, the Disposal is expected to be completed in the first half of 2016 with an estimated gain (before expenses) of approximately HK\$700 million.

42. PRINCIPAL SUBSIDIARIES

<u>Name of subsidiary</u>	<u>Place/country of incorporation/operation</u>	<u>Issued and paid up share capital/registered capital</u>	<u>Effective % of issued share capital/registered capital held by the Company</u>		<u>Principal activities</u>
			2015	2014	
<i>Direct subsidiary</i>					
Benefit Strong Group Limited	B.V.I./Hong Kong	HK\$1	100	100	Investment holding
<i>Indirect subsidiaries</i>					
AGP (Diamond Hill) Limited	Hong Kong	HK\$2	100	100	Property development
AGP (Sha Tin) Limited	Hong Kong	HK\$1	-	100	Property development
Chengdu Huashang House Development Co., Ltd.*	PRC	RMB200,000,000 registered capital	100	100	Property investment
Chengdu Yulong No. 1 Property Development Company Limited*	PRC	RMB345,000,000 registered capital	100	100	Property development
Chengdu Yulong No. 2 Property Development Company Limited*	PRC	RMB80,000,000 registered capital	100	100	Property development
Chengdu Yulong No. 3 Property Development Company Limited*	PRC	RMB450,000,000 registered capital	100	100	Property development
Concord Way Limited	Hong Kong	HK\$100	100	100	Hotel operation
Giant Well Enterprises Limited	B.V.I./Hong Kong	US\$1	100	100	Investment holding
Grace Art Development Limited	Hong Kong	HK\$1	100	100	Treasury services
Guangzhou Yingfat House Property Development Co., Ltd.*	PRC	US\$20,110,000 registered capital	100	100	Property development and investment
Harvest Hill Limited	Hong Kong	HK\$2	100	100	Financing
Huangshan City Huizhou District Feng Dan Bailu Investment and Development Company Limited*	PRC	RMB35,000,000 registered capital	100	100	Property and tourist leisure facilities development
Kaifeng International City No. 1 Realty Development Company Limited*	PRC	US\$152,500,000 registered capital	100	100	Property development
Kaifeng International City No. 5 Realty Development Company Limited*	PRC	US\$42,450,000 registered capital	100	100	Property development
Kingston Pacific Investment Limited	B.V.I./Hong Kong	US\$100	55	55	Property development
Leighton Road Hotel Management Services Limited	Hong Kong	HK\$1	100	100	Hotel operation

42. PRINCIPAL SUBSIDIARIES - continued

<u>Name of subsidiary</u>	<u>Place/country of incorporation/operation</u>	<u>Issued and paid up share capital/registered capital</u>	<u>Effective % of issued share capital/registered capital held by the Company</u>		<u>Principal activities</u>
			2015	2014	
<i>Indirect subsidiaries - continued</i>					
Nanjing Hushu Ecology Travel Development Co., Ltd. [@]	PRC	RMB100,000,000 registered capital	51	51	Property, cultural and tourism development
Nanjing Taligang Tourist Leisure Facilities Company Limited [@]	PRC	RMB35,000,000 registered capital	51	51	Property, cultural and tourism development
Shine Concord Investments Limited	Hong Kong	HK\$1	100	100	Hotel operation
Sino Harvest Real Estate Development (Chengdu) Company Limited*	PRC	US\$3,000,000 registered capital	100	100	Property investment
Sky Trend Investments Limited	Hong Kong	HK\$2	100	100	Hotel operation
Sunfold Development Limited	Hong Kong	HK\$1	100	100	Hotel operation
Wing Siu Company Limited	Hong Kong	HK\$2	100	100	Property investment

* Wholly foreign owned enterprise

@ Sino-foreign equity joint venture

The directors of the Company are of the opinion that a complete list of the particulars of all subsidiaries of the Company will be of excessive length and therefore the above list contains only the particulars of subsidiaries which principally affect the results or assets of the Group.