CARNIVAL GROUP
INTERNATIONAL

Carnival Group International Holdings Limited
嘉年華國際控股有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 00996)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

RESULTS HIGHLIGHTS

- Revenue for the year 2014 was approximately HK$1,412.9 million (2013: approximately HK$545.3 million);
- Gross profit for the year 2014 was approximately HK$249.4 million (2013: gross loss of approximately HK$1,050.8 million). It recorded a gross profit of approximately HK$397.0 million (2013: approximately HK$59.0 million) if excluding non-cash item adjustment of properties for sale of approximately HK$147.6 million (2013: approximately HK$1,109.8 million);
- Profit for the year 2014 was approximately HK$117.8 million (2013: loss of approximately HK$1,811.6 million) which was mainly due to (i) gross profit of approximately HK$249.4 million (2013: gross loss of approximately HK$1,050.8 million) and (ii) fair value change on investment properties of approximately HK$161.1 million. The improvement on the results is mainly due to (i) increase in revenue of approximately HK$867.6 million; (ii) decrease in non-cash item adjustments in respect of properties for sales of approximately HK$962.2 million; (iii) decrease in impairment loss on goodwill of approximately HK$543.7 million; (iv) increase in fair value change on investment properties of approximately HK$229.5 million; and (v) decrease in finance costs of approximately HK$109.3 million; and
- Earnings per share for the year 2014 was approximately HK cents 0.33 (2013: loss per share of approximately HK cents 32).

	2014 *HK$'000*	2013 *HK$'000*	**% of changes**
Adjusted EBITDA*	**197,973**	(158,781)	**N/A**

* Adjusted EBITDA excluded other income, non-cash item adjustments of properties for sale, impairment loss on property, plant and equipment, fair value change on investment properties, impairment loss on goodwill, loss on early redemption on promissory notes, gain on bargain purchase and share of loss of an associate.

The board (the "Board") of directors (the "Directors") of Carnival Group International Holdings Limited (the "Company") announces the consolidated financial results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2014 together with comparative figures for the year ended 31 December 2013 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2014

	Notes	**2014** **HK$'000**	2013 HK$'000
Revenue	3	**1,412,857**	545,287
Cost of sales		**(1,163,504)**	(1,596,088)
Gross profit/(loss)		**249,353**	(1,050,801)
Other income	5	**18,367**	5,930
Selling and marketing expenses		**(36,968)**	(35,299)
Administrative expenses		**(165,442)**	(186,518)
Impairment loss recognised in respect of property, plant and equipment		**–**	(55,908)
Fair value change on investment properties		**161,082**	(68,436)
Impairment loss recognised in respect of goodwill		**–**	(543,704)
Loss on early redemption on promissory notes		**–**	(4,660)
Gain on bargain purchase		**4,407**	–
Share of loss of an associate		**(5,843)**	–
Finance costs	6	**(85,970)**	(195,294)
Profit/(loss) before tax		**138,986**	(2,134,690)
Income tax (expense)/credit	7	**(21,163)**	323,121
Profit/(loss) for the year		**117,823**	(1,811,569)

	Notes	**2014**	2013
		HK$'000	*HK$'000*
Other comprehensive (expense)/income, net of income tax			
Items that may be reclassified subsequently to profit or loss:			
Share of exchange differences of an associate		**(721)**	–
Exchange differences on translating of foreign operations		**(42,070)**	219,257
Other comprehensive (expense)/income for the year, net of income tax		**(42,791)**	219,257
Total comprehensive income/(expense) for the year		**75,032**	(1,592,312)
Profit/(loss) for the year attributable to:			
Owners of the Company		**43,018**	(1,485,874)
Non-controlling interests		**74,805**	(325,695)
		117,823	(1,811,569)
Total comprehensive income/(expense) attributable to:			
Owners of the Company		**7,698**	(1,341,682)
Non-controlling interests		**67,334**	(250,630)
		75,032	(1,592,312)
Earnings/(loss) per share			
–Basic (HK cents per share)	10	**0.33**	(32)
–Diluted (HK cents per share)	10	**0.33**	(32)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2014

	Notes	**2014** **HK$'000**	2013 *HK$'000*
Non-current assets			
Property, plant and equipment		**4,115,332**	3,766,341
Investment properties		**4,203,210**	3,218,770
Interests in an associate		**97,843**	–
Goodwill		**–**	–
		8,416,385	6,985,111
Current assets			
Properties for sale		**4,953,942**	5,994,666
Trade receivables	11	**48,973**	11,072
Prepayments, deposits and other receivables		**2,699,627**	1,278,516
Pledge bank deposits		**107,418**	–
Bank balances and deposits		**1,310,561**	494,542
		9,120,521	7,778,796
Total assets		**17,536,906**	14,763,907
Current liabilities			
Trade payables	12	**1,437,145**	1,502,849
Deposits from sale of properties		**207,067**	1,257,586
Accrued liabilities and other payables		**510,800**	537,577
Amounts due to non-controlling interests		**429,990**	168,688
Amount due to a related company		**66,852**	67,089
Obligation under finance lease		**311**	–
Current tax liabilities		**3,215**	–
Borrowings – current portions		**2,188,803**	697,527
		4,844,183	4,231,316
Net current assets		**4,276,338**	3,547,480
Total assets less current liabilities		**12,692,723**	10,532,591

	Notes	2014 HK$'000	2013 HK$'000
Capital and reserves			
Share capital	13	**2,755,777**	2,582,777
Share premium and reserves		**1,835,622**	909,032
Equity attributable to owners of the Company		**4,591,399**	3,491,809
Non-controlling interests		**2,022,304**	2,184,962
Total equity		**6,613,703**	5,676,771
Non-current liabilities			
Borrowings		**4,296,671**	2,916,931
Obligation under finance lease		**1,003**	–
Deferred tax liabilities		**1,633,847**	1,668,506
Convertible notes		**147,499**	126,316
Promissory notes		**–**	144,067
		6,079,020	4,855,820
		12,692,723	10,532,591

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2014

1. GENERAL INFORMATION

Carnival Group International Holdings Limited (the "Company") was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company's registered office is situated at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The Company's principal place of business in Hong Kong is situated at Suites 2003 & 2005, 20/F, AIA Central, 1 Connaught Road Central, Hong Kong.

The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in theme based leisure and consumption business, focusing on the design, development and operation of integrated large-scale tourist complex projects in key cities in and outside the People's Republic of China (the "PRC") that comprise of theme parks, hotels, shopping and leisure facilities.

BASIS OF PREPARATION

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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

2. APPLICATION OF NEW AND REVISED HKFRSs

The Group has applied the following new and revised HKFRSs issued by the HKICPA for the first time in current year:

Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC) – Int 21	Levies

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment Entities

The Group has applied the amendments to HKFRS 10, HKFRS 12 and HKAS 27 "Investment Entities" for the first time in the current year. The amendments to HKFRS 10 define an investment entity and require a reporting entity that meets the definition of an investment entity not to consolidate its subsidiaries but instead to measure its subsidiaries at fair value through profit or loss in its consolidated and separate financial statements.

To qualify as an investment entity, a reporting entity is required to:

- obtain funds from one or more investors for the purpose of providing them with investment management services;

- commit to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and

- measure and evaluate performance of substantially all of its investments on a fair value basis.

Consequential amendments have been made to HKFRS 12 and HKAS 27 to introduce new disclosure requirements for investment entities.

As the Company is not an investment entity (assessed based on the criteria set out in HKFRS 10 as at 1 January 2014), the application of the amendments has had no impact on the disclosures or the amounts recognised in the Group's consolidated financial statements.

Amendments to HKAS 36 Recoverable Amount Disclosures for Non-Financial Assets

The Group has applied the amendments to HKAS 36 "Recoverable Amount Disclosures for Non-Financial Assets" for the first time in the current year. The amendments to HKAS 36 remove the requirement to disclose the recoverable amount of a cash-generating unit ("CGU") to which goodwill or other intangible assets with indefinite useful lives had been allocated when there has been no impairment or reversal of impairment of the related CGU. Furthermore, the amendments introduce additional disclosure requirements applicable to when the recoverable amount of an asset or a CGU is measured at fair value less costs of disposal. These new disclosures include the fair value hierarchy, key assumptions and valuation techniques used which are in line with the disclosure required by HKFRS 13 "Fair Value Measurements".

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

New and revised HKFRSs issued but not yet effective

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

HKFRS 9	Financial Instruments [1]
HKFRS 14	Regulatory Deferral Accounts [2]
HKFRS 15	Revenue from Contracts with Customers [3]
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations [5]
Amendments to HKAS 1	Disclosure Initiative [5]
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation [5]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants [5]
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions [4]
Amendments to HKAS 27	Equity Method in Separate Financial Statements [5]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[5]
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception [5]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2010-2012 Cycle [6]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011-2013 Cycle [4]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012-2014 Cycle [5]

[1] Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.

[2] Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.

[3] Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.

[4] Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.

[5] Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.

[6] Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations when it becomes effective. The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for goods and services.

Specifically, the Standard introduces a 5-step approach to revenue recognition:

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

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

The Directors anticipate that the application of HKFRS 15 in the future may affect the amounts reported and related disclosures. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

The Directors anticipate that application of other new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

3. REVENUE

An analysis of the Group's revenue for the year is as follows:

	2014	2013
	HK$'000	*HK$'000*
Sale of properties	**1,412,692**	535,477
Income from provision of retail-related consultancy and management services	**165**	–
Fair value gains on held for trading investments	**–**	9,697
Dividend income from listed investments	**–**	113
	1,412,857	545,287

4. SEGMENT INFORMATION

The management has determined the operating segments based on the reports reviewed by the Directors, being the chief operating decision maker (the "CODM") that are used to assess performance and allocate resources. The two current reporting segments are (i) property development and investment (including entertainment related properties); and (ii) retail-related consultancy and management services. Following the change of reporting segments from three to two during the year, the comparative segment information have been restated.

Segment revenues and results

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

For the year ended 31 December 2014

	Property development and investment segment *HK$'000*	Retail-related consultancy and management services segment *HK$'000*	Total *HK$'000*
REVENUE			
External sales	1,412,692	165	1,412,857
RESULTS			
Segment results	307,656	(2,545)	305,111
Finance costs			(85,970)
Unallocated income			3,432
Unallocated corporate expenses			(83,587)
Profit before tax			138,986

For the year ended 31 December 2013

	Property development and investment segment *HK$'000*	Retail-related consultancy and management services segment *HK$'000*	Total *HK$'000*
REVENUE			
External sales	535,477	–	535,477
RESULTS			
Segment results	(1,906,145)	(2,338)	(1,908,483)
Finance costs			(195,294)
Unallocated income			11,010
Unallocated corporate expenses			(41,923)
Loss before tax			(2,134,690)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2013: Nil).

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/(loss) represents the profit earned by/(loss from) each segment without allocation of central administration costs including directors' emoluments and finance costs. This is the measure reported to the CODM for the purposes of performance assessment and resources allocation.

Segment assets and liabilities

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

Segment assets

	2014	2013
	HK$'000	*HK$'000*
Property development and investment segment	**16,571,615**	14,359,867
Retail-related consultancy and management services segment	**8,421**	682
Total segment assets	**16,580,036**	14,360,549
Unallocated head office and corporate assets	**956,870**	403,358
Consolidated assets	**17,536,906**	14,763,907

Note: All assets are allocated to operating segments other than certain bank balances and deposits and other unallocated assets.

Segment liabilities

	2014	2013
	HK$'000	*HK$'000*
Property development and investment segment	**4,377,606**	3,531,300
Retail-related consultancy and management services segment	**2,713**	370
Total segment liabilities	**4,380,319**	3,531,670
Unallocated head office and corporate liabilities	**6,542,884**	5,555,466
Consolidated liabilities	**10,923,203**	9,087,136

Note: All liabilities are allocated to operating segments other than borrowings, deferred tax liabilities, obligation under finance lease, convertible notes, promissory notes and other unallocated liabilities.

Other segment information

For the year ended 31 December 2014

	Property development and investment segment *HK$'000*	Retail-related consultancy and management services segment *HK$'000*	Unallocated *HK$'000*	Total *HK$'000*
Amounts included in the measure of segment profit or loss or segment assets:				
Capital expenditure *(Note)*	1,195,597	25	4,413	**1,200,035**
Depreciation of property, plant and equipment	3,475	2	426	**3,903**
Net foreign exchange difference	(77)	(29)	5,828	**5,722**
Gain on disposal of property, plant and equipment	1,607	–	–	**1,607**
Fair value change on investment properties	161,082	–	–	**161,082**
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:				
Interest on bank and other deposits	12,109	10	3,392	**15,511**
Income tax expense/(credit)	24,658	–	(3,495)	**21,163**

For the year ended 31 December 2013

	Property development and investment segment	Retail-related consultancy and management services segment	Unallocated	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Amounts included in the measure of segment profit or loss or segment assets:				
Capital expenditure *(Note)*	952,328	–	60	952,388
Depreciation of property, plant and equipment	3,949	–	317	4,266
Net foreign exchange difference	294	–	–	294
Loss on disposal of property, plant and equipment	–	–	361	361
Loss on early redemption on promissory notes	–	–	4,660	4,660
Fair value change on investment properties	68,436	–	–	68,436
Impairment loss recognised in respect of goodwill	543,704	–	–	543,704
Write-down on properties for sale	856,104	–	–	856,104
Impairment loss recognised in respect of property, plant and equipment	55,908	–	–	55,908
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:				
Interest on bank deposits	(4,730)	–	(170)	(4,900)
Income tax credit	(294,863)	–	(28,258)	(323,121)

Note: Capital expenditure comprises additions to property, plant and equipment and investment properties.

Geographic information

No geographic information has been presented as the Group's operating activities are mostly carried out in the PRC.

Information about major customers

During the years ended 31 December 2014 and 2013, there was no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

5. OTHER INCOME

	2014	2013
	HK$'000	*HK$'000*
Interest income on bank and other deposits	**15,511**	4,900
Gain on disposal of property, plant and equipment	**1,607**	–
Others	**1,249**	1,030
	18,367	5,930

6. FINANCE COSTS

	2014	2013
	HK$'000	*HK$'000*
Interest on bank and other borrowings:		
– wholly repayable within five years	**652,515**	365,889
– senior bonds	**5,560**	–
Interest on obligation under finance lease	**25**	–
Effective interest expense on convertible notes	**21,183**	171,250
Effective interest expense on promissory notes	**19,508**	23,235
Total finance costs	**698,791**	560,374
Less: amounts capitalised *(Note)*	**(612,821)**	(365,080)
	85,970	195,294

The weighted average capitalisation rate on funds borrowed generally is 12.14% (2013: 11.02%) per annum.

Note: Certain finance costs had been capitalised to property development projects in the PRC included in construction-in-progress of property, plant and equipment, investment properties and properties under development for sale.

7. INCOME TAX EXPENSE/(CREDIT)

	2014	2013
	HK$'000	*HK$'000*
Current tax:		
Land Appreciation Tax ("LAT")	**49,933**	–
Deferred tax:	**(28,770)**	(323,121)
	21,163	(323,121)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit arising in or derived from Hong Kong for both years. No provision for Hong Kong Profits Tax has been made as the Company and its subsidiaries had no assessable profits arising in Hong Kong for both years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including cost of land use rights and all property development expenditures.

8. PROFIT/(LOSS) FOR THE YEAR

Profit/(loss) for the year has been arrived at after charging/(crediting):

	2014	2013
	HK$'000	*HK$'000*
Net foreign exchange difference	**5,722**	294
Auditors' remuneration	**1,300**	1,300
(Gain)/loss on disposal of property, plant and equipment	**(1,607)**	361
Costs of properties for sale included in cost of sales as expenses:		
– cash expenses item	**1,015,900**	486,275
– non-cash expenses item	**147,604**	253,709
Write-down on properties for sale	**–**	856,104
Total cost of sales	**1,163,504**	1,596,088
Rental expenses in respect of rented premises under operating leases	**5,650**	6,296
Employee benefits expense (including directors' emoluments)		
– Salaries and other benefits	**84,330**	88,770
– Contributions to retirement benefits schemes	**3,765**	2,795
– Equity settled share-based payment	**27,487**	–
	115,582	91,565
Less: amounts capitalised *(Note)*	**(28,892)**	(39,134)
Total employee benefits expenses	**86,690**	52,431
Depreciation of property, plant and equipment	**3,903**	4,266
Less: amounts capitalised *(Note)*	**(477)**	(242)
	3,426	4,024

Note: Certain employee benefits expense, contributions to retirement benefits schemes and depreciation of property, plant and equipment had been capitalised to property development projects in the PRC.

9. DIVIDENDS

No dividend was paid or proposed in respect of the year ended 31 December 2014 (2013: Nil), nor has any dividend been proposed since the end of the reporting period.

10. EARNINGS/(LOSS) PER SHARE

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

	2014	2013
	HK$'000	*HK$'000*
Earnings/(loss)		
Earnings/(loss) for the purposes of basic and diluted earnings/(loss) per share		
Profit/(loss) for the year attributable to owners of the Company	**43,018**	(1,485,874)
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings/(loss) per share	**12,976,226,512**	4,603,045,074
Effect of dilutive potential ordinary shares:		
Share options issued by the Company	**13,787,321**	–
Weighted average number of ordinary shares for the purposes of diluted earnings/(loss) per share	**12,990,013,833**	4,603,045,074

The computation of diluted earnings/(loss) per share does not assume the conversion of the Company's outstanding convertible notes since their exercise would result in an increase/decrease in earnings/(loss) per share for both years.

11. TRADE RECEIVABLES

Trade receivables comprise receivables arising from sale of properties which are due for settlement in accordance with the terms of the related sale and purchase agreement.

The following is an aged analysis of trade receivables (net of allowance for doubtful debts) at the end of the reporting period:

	2014	2013
	HK$'000	*HK$'000*
0 – 30 days	**27,199**	2,727
31 – 60 days	**–**	–
61 – 90 days	**3,836**	8,345
91 – 180 days	**3,595**	–
181 – 365 days	**14,343**	–
	48,973	11,072

As at 31 December 2014, included in the Group's trade receivables were debtors with aggregate carrying amount of approximately HK$21,774,000 (2013: approximately HK$8,345,000) which are past due for which the Group has not provided for impairment loss as there had not been a significant change in credit quality and the amounts were still considered recoverable. The Group has collateral over these balances from sale of properties.

Ageing of trade receivables which are past due but not impaired

	2014	2013
	HK$'000	*HK$'000*
61 – 90 days	**3,836**	8,345
91 – 180 days	**3,595**	–
181 – 365 days	**14,343**	–
	21,774	8,345

12. TRADE PAYABLES

Trade payables comprise amounts outstanding for trade purposes and ongoing costs.

The following is an aged analysis of trade payables at the end of the reporting period.

	2014	2013
	HK$'000	*HK$'000*
0 – 30 days	**99,288**	1,479,592
31 – 60 days	**–**	3,889
61 – 90 days	**309,208**	–
Over 90 days	**1,028,649**	19,368
	1,437,145	1,502,849

13. SHARE CAPITAL

	Notes	**Ordinary shares of HK$0.2 each**	**Amount**
			HK$'000
Authorised:			
At 1 January 2013, 31 December 2013 and 1 January 2014		15,000,000,000	3,000,000
Increase on 20 May 2014	(a)	10,000,000,000	2,000,000
At 31 December 2014		25,000,000,000	5,000,000
Issued and fully paid:			
At 1 January 2013		4,396,120,965	879,224
Issue of shares by way of open offer	(b)	2,198,060,482	439,612
Conversion of the convertible notes	(c)	6,319,702,599	1,263,941
At 31 December 2013 and 1 January 2014		12,913,884,046	2,582,777
Issue of shares by way of placing	(d)	865,000,000	173,000
At 31 December 2014		**13,778,884,046**	**2,755,777**

Notes:

a) Increase in authorised share capital

Pursuant to an ordinary resolution passed by the Company's shareholders at the annual general meeting held on 20 May 2014, the authorised share capital of the Company was increased from HK$3,000,000,000 to HK$5,000,000,000 by creation of an additional 10,000,000,000 shares of HK$0.2 each.

b) Issue of shares by way of open offer

On 11 December 2013, the Company allotted and issued 2,031,482,970 offer shares and 166,577,512 offer shares, totally 2,198,060,482 offer shares to Mr. King Pak Fu ("Mr. King") and 28 valid acceptances at the subscription price of HK$0.2 per offer share respectively, on the basis of one offer share for every two existing ordinary shares held. The Company raised approximately HK$432,062,000 (net of expenses).

c) Conversion of convertible notes

i. On 20 December 2013, convertible notes with original outstanding principal amount of HK$400,000,000 of which HK$300,000,000 was converted at the conversion price of HK$0.269 per share, resulting in the issue of 1,115,241,635 ordinary shares of HK$0.2 each.

ii. On 20 December 2013, convertible notes with original outstanding principal amount of HK$1,500,000,000 of which HK$200,000,000 was converted at the conversion price of HK$0.269 per share, resulting in the issue of 743,494,423 ordinary shares of HK$0.2 each.

iii. On 24 December 2013, convertible notes with original outstanding principal amount of HK$400,000,000 of which HK$100,000,000 was converted at the conversion price of HK$0.269 per share, resulting in the issue of 371,747,211 ordinary shares of HK$0.2 each.

iv. On 31 December 2013, convertible notes with original outstanding principal amount of HK$1,500,000,000 of which HK$1,100,000,000 was converted at the conversion price of HK$0.269 per share, resulting in the issue of 4,089,219,330 ordinary shares of HK$0.2 each.

d) Issue of shares by way of placing

i. On 26 November 2014, the Company allotted and issued 220,000,000 ordinary shares of HK$0.2 each in the capital of the Company by way of placing at a placing price of HK$1.13 per share. The Company raised approximately HK$247,653,000 (net of expenses).

ii. On 9 December 2014, the Company allotted and issued 645,000,000 ordinary shares of HK$0.2 each in the capital of the Company by way of placing at a placing price of HK$1.15 per share. The Company raised approximately HK$726,760,000 (net of expenses).

MANAGEMENT DISCUSSION AND ANALYSIS

CORPORATE OVERVIEW

The principal businesses of the Group are life style, leisure, entertainment, retail, hospitality and travel in the People's Republic of China ("PRC") and selected overseas destinations.

BUSINESS REVIEW

In the first half of 2014, market conditions remained challenging under the property control measures of the government of the People's Republic of China ("PRC Government"). However, the PRC Government started to relax such measures during the second half of the year. The Directors believe that the property market trend in tier-one and tourist cities is positive in the long-term, in view of the strong economic fundamentals, rapid urbanisation, huge spending power and flourishing tourism business in the PRC.

The Directors believe that our Group's timely transformation from a real estate developer to a developer of large-scale integrated tourism, hospitality and retail projects in the PRC and selected overseas destination with experiential consumption themes such as theme park, international premium brand outlet mall, hotel, dining, leisure and entertainment facilities will bear fruits in the next few years.

Properties Development and Property Investment

Revenue from the Group's properties development and property investment sector was approximately HK$1,412.7 million for the year ended 31 December 2014, representing an increase of approximately HK$877.2 million or an increase of approximately 164% as compared to the year ended 2013. The whole of year 2014 revenue was derived from the sale of residential units of the completed properties in Qingdao and Chengdu in the PRC.

FINANCIAL REVIEW

Financial Results

For the financial year ended 31 December 2014, the Group recorded a consolidated net profit of approximately HK$117.8 million as compared to the net loss of approximately HK$1,811.6 million for the previous year. The consolidated net profit of approximately HK$117.8 million mainly includes (i) gross profit of approximately HK$249.4 million (2013: gross loss of approximately HK$1,050.8 million) and (ii) fair value change on investment properties of approximately HK$161.1 million. The improvement on the results is mainly due to (i) increase in revenue of approximately HK$867.6 million; (ii) decrease in non-cash item adjustments in respect of properties for sales of approximately HK$962.2 million; (iii) decrease in impairment loss on goodwill of approximately HK$543.7 million; (iv) increase in fair value change on investment properties of approximately HK$229.5 million; and (v) decrease in finance costs of approximately HK$109.3 million.

Capital Structure, Liquidity and Financial Resources

As at 31 December 2014, the authorised share capital of the Company was HK$5,000.0 million divided into 25,000,000,000 shares of HK$0.2 each and the issued share capital of the Company was approximately HK$2,755.8 million divided into 13,778,884,046 shares of HK$0.2 each.

As at 31 December 2014, the current assets and current liabilities of the Group were approximately HK$9,120.5 million (2013: approximately HK$7,778.8 million) and approximately HK$4,844.2 million (2013: approximately HK$4,231.3 million) respectively. The liquidity ratio, which is calculated as current assets over current liabilities, was approximately 1.88 times as at 31 December 2014, as compared to that of approximately 1.84 times as at 31 December 2013.

The Group's total assets and total liabilities as at 31 December 2014 amounted to approximately HK$17,536.9 million (2013: approximately HK$14,763.9 million) and approximately HK$10,923.2 million (2013: approximately HK$9,087.1 million) respectively. The debt ratio, which is calculated based on total liabilities over total assets, was approximately 0.62 times as at 31 December 2014, as compared to that of approximately 0.62 times as at 31 December 2013.

The cash and cash equivalents as at 31 December 2014 was approximately HK$1,418.0 million (2013: approximately HK$494.5 million). The increase was mainly attributable to equity placements and new borrowings during the year ended 31 December 2014.

As at 31 December 2014, the gearing ratio of the Group, expressed as a percentage of borrowings and long-term debts (including obligation under finance lease, convertible notes and promissory notes) over total equity, was approximately 100.3% (2013: approximately 68.4%). The increase in gearing ratio was mainly due to increase in borrowings somewhat offset by increase in equity.

In November 2013, the Group raised net proceeds of approximately HK$432.1 million from an open offer. As at 31 December 2014, the net proceeds have been fully paid out as intended for (i) future development and expansion of approximately HK$368.6 million and (ii) general working capital of approximately HK$63.5 million.

In January 2014, the Group entered into a HK$600 million Term Loan Facility Agreement (the "2014 Term Loan Facility") with financial institutions arranged by Haitong International Finance Company Limited. The loans under this facility had an original term of 24 months from their drawdown, which may be extended by an additional 12 months. The loans under this facility were also guaranteed by and secured by a pledge of equity interests in certain of the Group's subsidiaries. In addition, the facility included specific performance obligations on Mr. King Pak Fu ("Mr. King"), the Group's controlling shareholder and Chairman of the Board, as well as a personal guarantee by Mr. King. During 2014, the Group drew down approximately HK$287.3 million. On 4 December 2014, this facility was repaid in full, terminated and cancelled. Accordingly all of the relevant guarantees and securities had been released.

In December 2014, Haitong International Securities Company Limited (an affiliate of Haitong International Finance Company Limited), as the Group's global coordinator and sole bookrunner, issued and listed on the The Stock Exchange of Hong Kong Limited ("the Stock Exchange") 2-year senior unsecured bonds in the aggregate principal amount of RMB500 million. A portion of the proceeds from the senior bonds was used to repay in full the loans outstanding under the 2014 Term Loan Facility. The senior bonds bear interest at a rate of 11.5% per annum, payable semi-annually in arrears. The senior bonds are guaranteed by certain of the Group's subsidiaries and impose certain covenants on the Group, including maintenance of certain financial ratios and a net tangible worth.

During 2014, certain of the Group's PRC subsidiaries also entered into financing agreements including guarantees or security agreements with various PRC banks and financial institutions, which impose certain covenants and these subsidiaries have guaranteed all liabilities of the subsidiary borrowers under these loans. These loans have original terms ranging from 12 months to 36 months. As of 31 December 2014, the Group's PRC subsidiaries have total external borrowings of approximately HK$5,853.7 million of which approximately HK$5,750.0 million are secured by land-use rights, properties and personal guarantee provided by Mr. King.

The principal amounts outstanding under these loans generally bear interest at fixed rates calculated by reference to the relevant bank's benchmark interest rate for such loans. Interest payments are payable on either monthly or quarterly basis and must be made on each payment date as provided in the particular loan agreement. As of 31 December 2014, the weighted average interest rate on the aggregate outstanding amount of the Group's loans is 12.37% per annum.

On 26 November 2014, the Company allotted and issued 220 million ordinary shares of HK$0.2 each by way of placing at a placing price of HK$1.13 per share to CTBC Life Insurance Co., Ltd ("CTBC Life Insurance"). The placing provides an opportunity to raise capital for the Company whilst broadening the shareholder base and the capital base of the Company. The gross and net proceeds from the placing were approximately HK$248.6 million and HK$247.7 million (net of expenses) respectively. The net price per share was approximately HK$1.126. As at 31 December 2014, (i) approximately HK$156 million were used in future development and expansion; (ii) approximately HK$53 million were used in working capital; and (iii) the remainder was deposited at bank.

On 9 December 2014, the Company allotted and issued 645 million ordinary shares of HK$0.2 each by way of placing at a placing price of HK$1.15 per share to Ping An Life Insurance Company of China, Ltd ("Ping An Life Insurance"). The placing provides an opportunity to raise capital for the Company whilst broadening the shareholder base and the capital base of the Company. The gross and net proceeds from the placing were approximately HK$741.8 million and HK$726.8 million (net of expenses) respectively. The net price per share was approximately HK$1.127. As at 31 December 2014, the net proceeds were deposited at bank.

FOREIGN EXCHANGE EXPOSURE

Substantially all of the Group's sales and operating costs are denominated in the functional currency of each individual group entity i.e. Renminbi and Hong Kong dollar. As at 31 December 2014, except for the borrowings of RMB500 million by the Company are denominated in Renminbi, other borrowings or share placements denominated in the functional currency of each individual group entity. Accordingly, the Directors consider that the currency risk is low to moderate. The Group currently does not have a formal currency hedging policy in relation to currency risk. The Directors monitor the Group's exposure on an ongoing basis and will consider hedging the currency risk should the need arise.

CONTINGENT LIABILITIES

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

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2014, the Group's certain land use rights, properties and bank deposits of approximately HK$13,371.6 million (2013: approximately HK$12,971.5 million) were pledged to banks and other financial institutions to secure certain loan facilities granted to the Group.

EMPLOYEE INFORMATION

As at 31 December 2014, the Group had 284 employees (31 December 2013: 268 employees). The employees of the Group are remunerated in accordance with their working experience and performance, and their salaries and benefits are kept at market level. For the year ended 31 December 2014, the total staff costs of the Group were approximately HK$86.7 million (2013: approximately HK$52.4 million), representing an increase of approximately 65.3% over the corresponding year of 2013. The increase in staff cost was mainly due to the share option granted during the year 2014.

	2014	2013
	HK$'000	*HK$'000*
Salaries and other benefits	**55,832**	50,285
Employee share-based compensation	**27,487**	–
Contributions to retirement benefit schemes	**3,371**	2,146
Total employee benefits expense	**86,690**	52,431

DIVIDEND

The Board resolved not to declare any dividend for the year ended 31 December 2014 (2013: Nil).

PROSPECTS

The Directors believe that we are the PRC's only publicly listed developer of large-scale integrated tourism, hospitality and retail projects that combine theme parks, hotels, outlet shopping for international premium brands, dining, conference and exhibition centres, leisure, entertainment and recreational facilities. We aim to promote the concept of themed experiential leisure and travel by providing customers with a one-stop experience encompassing different distinctive themes to capture the opportunities brought about by the increasing affluence and formidable spending power of the PRC population and the rapidly growing tourism market in the PRC and overseas.

Tourism and leisure consumption have become one of the pillar industries that are driving structural transformation of the PRC economy and are receiving strong support from the PRC Government in terms of policies and infrastructure development. In recent years, the tourism industry in the PRC has experienced robust growth and shows potential for further development. According to China National Bureau of Statistics, the total number of domestic tourist visits reached over 3.61 billion in 2014, growing at a compound annual growth rate (CAGR) of 13.7% from 2009 to 2014. Total domestic tourism revenue grew at an even faster pace, reaching over RMB3.0 trillion in 2014, representing a CAGR of 24.4% from 2009 to 2014. We believe we are well positioned to capitalise on the PRC's burgeoning middle-class with increasing disposable incomes and greater willingness to spend time and money on leisure activities, both in the growing domestic tourism market in the PRC and selected overseas destinations.

Our flagship project, Rio Carnival (Qingdao), which is currently under development and soon to open, is located in the Phoenix Island Tourist Resort Zone in Huangdao District, Qingdao city, Shandong province in the PRC and occupies an aggregate site area of approximately 348,900 sq.m. with a total GFA of approximately 800,000 sq.m. The Directors believe that Rio Carnival (Qingdao) will be the first large-scale integrated commercial, residential and tourism complex of its kind in the PRC. It will include indoor and outdoor underwater ocean exploration theme parks, an upscale family-oriented hotel and a luxury hotel, an international premium brand outlet shopping mall, themed-street restaurant dining, a conference centre, a performance square for performances, concerts, sports matches and parades, and an entertainment complex featuring a large screen multiplex cinema, a karaoke establishment, electronic games parlour, medical beauty, Lego school, career experience center for children and an indoor skating rink. It is the Group's aim for Rio Carnival (Qingdao) to become one of the PRC's premier tourist destinations. The project commenced development in 2010 and is currently expected to commence operations by mid-2015. As part of the business model, the Group also develop and sell high-end coastal residential properties adjacent to the theme park, outlet malls and hotels in Rio Carnival (Qingdao). The Group is continually exploring opportunities for further development of its current projects, as well as searching for potential new and existing integrated tourism, hospitality and retail investment and development projects in the PRC and selected overseas destinations, either as sole developer or joint developer with strategic partners.

The Group entered into an arrangement with Qingdao Xin Chong Hai Trading Limited in December 2014 pursuant to which the Group will acquire 75% equity interest in a company which owns a parcel of land along the seashore at Laoshan District, Qingdao, Shangdong province, PRC, with a total site area of approximately 44,000 sq.m.. The Group already paid the deposit of approximately RMB420 million out of the total RMB450 million consideration with the remainder to be paid at closing. The Group plans to develop it into a commercial complex, which comprises shopping malls, luxury hotels, high-end residential buildings and other leisure facilities.

In July 2014, the Group entered into a non-legally binding letter of intent with the E United Group to explore jointly developing and investing in the business of integrated theme park, hotel and shopping mall facilities in Taiwan and the PRC in various forms, such as equity participation, joint ventures and cooperation. If the transactions contemplated under the revised letter of intent in January 2015 materialise, the Group will acquire (i) 81% of the equity interest in E-Da Development Corp. which currently owns all titles and operating rights of E-Da Theme Park and E-Da Outlet Mall, (ii) 40% of the equity interest, including the operating rights, in E-Da Skylark International Hotel Co., Limited which currently owns all titles and operating rights of E-Da Skylark Hotel Phase I and all development rights of E-Da Skylark Hotel Phase II and (iii) 19% of the equity interest in E-Da Royal Hotel Co., Limited which currently owns all titles and operating rights of E-Da Royal Hotel, all of which are located in E-Da World in Kaohsiung, Southern Taiwan, a popular tourist attraction for locals and visitors alike. According to the E United Group, E-Da World, attracted around 10 million visitors in 2013 and 2014. The Group believes there is tremendous potential for this project to capture the rapidly increasing number of PRC visitors to Taiwan and their considerable purchasing power.

In September 2014, the Group entered into a non-legally binding memorandum of understanding with Malaysia's Berjaya Leisure and Berjaya Times Square for the proposed acquisition of a 70% equity interest in Berjaya China, a company that is principally involved in the development and construction of a mega-sized integrated commercial development project within the Yanjiao National High-Tech Industrial Development Area in Sanhe city, Hebei province, which is located approximately 30 kilometers from central Beijing. The project has a total site area of approximately 306,000 sq.m. and a total GFA of approximately 1.2 million sq.m. (and an additional GFA of approximately 0.53 million sq.m. pending approval). If the proposed acquisition materialises with its strategic location close to the large population in Beijing, Tianjin and the rest of the key cities in Hebei province, the Group believes that the project will provide a platform to capture further tourism and consumption opportunities in northern China.

On 17 November 2014, CTBC Life Insurance, one of the major subsidiaries of CTBC Financial Holding Co., Ltd. ("CTBC Holding"), became the Group's strategic shareholder with approximately 1.68% of issued share capital and approximately HK$249 million investment.

CTBC Holding is a leading Asian financial institution group with global footprint in a diversity of businesses including banking, insurance, securities, asset management and investment. As an experienced and far-sighted global investor, CTBC Holding's equity investment in the Group via CTBC Life Insurance demonstrates that (1) its confidence in the Group's timely transformation from a real estate developer to a developer of large-scale integrated tourism, hospitality and retail projects in the PRC and other parts of Asia with experiential consumption themes such as theme park, international premium brand outlet mall, hotel, dining, leisure and entertainment facilities and (2) its recognition that a partnership with the Group offers the best way to capture the enormous opportunities brought about by the increasing affluence and spending power of the PRC population and the rapidly growing tourism market in the PRC and overseas, after evaluating the Group's business model, strategic development plans and project pipeline.

The Directors see CTBC Holding as an invaluable partner in the Group's expansion in the experiential consumption and tourism sector whereby the Group can leverage on CTBC Holding's global footprint, financial resources and investment expertise in Taiwan, the PRC and other geographical locations to enhance its strategic development plan with high growth potential.

Furthermore in November 2014, Ping An Life Insurance, which is part of the group headed by Ping An Insurance (Group) Company of China, Ltd. ("Ping An Group"), became the Group's second largest shareholder with approximately 4.68% of the issued share capital and approximately HK$742 million investment. The Directors consider Ping An Life Insurance as another important partner in the Group's expansion and development strategy, and believe that the Group will be able to leverage on Ping An Group's vast network and customer base, financial resources and investment expertise to support the Group's experiential consumption and lifestyle business model in the PRC.

The Directors are pleased to expand the Group's shareholder base through these two share placements to include long-term, institutional investors who are genuinely confident in the sustainable growth of the experiential consumption, life style and tourism sectors in the PRC and overseas. The proceeds from the share placements combined with CTBC Life Insurance and Ping An Life Insurance as the Group's strategic shareholders will further strengthen the Group's financial resources to execute its experiential consumption and tourism business model and strategic development plan, which are expected to create tremendous value for the Group's shareholders over the long term.

Furthermore, the Group has successfully tapped the capital markets and expanded its funding sources not only from bank loans by issuing its debut RMB500 million dim sum bonds in December 2014, debut HK$200 million bonds in January 2015 and another HK$200 million bonds in February and March 2015, respectively. The Directors plan to continue to reduce the Group's funding costs in 2015 by reducing and/or refinancing higher interest rate bank loans with lower interest rate bonds and/or bank loans.

The Group's senior management and operational team, comprising an international mix of seasoned professionals from the PRC, Hong Kong, Taiwan, Malaysia, the United States, the United Kingdom and Australia, has extensive experience in management and operations in their relevant fields spanning a number of industry sectors, including project development and management, operations, finance, banking and retail. The Directors believe that the Group can leverage on the experience of such a management composition to further develop and grow its business in a most effective manner.

In summary, the Directors believe that the Group is well positioned to capitalise on the growing tourism market and consumption trends, both domestically (i.e. Qingdao), and in selected overseas destinations (i.e. Taiwan), because the Group has a capable and experienced management and operation team, supportive partners and strengthened financial resources to execute its experiential consumption, life style and tourism business model and strategic development plan.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the annual general meeting of the Company to be held on Tuesday, 28 April 2015, the register of members of the Company will be closed from Monday, 27 April 2015 to Tuesday, 28 April 2015, both days inclusive, during the period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 24 April 2015.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2014, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Corporate Governance Code and Corporate Governance Report ("CG Code") as set out in Appendix 14 to the Listing Rules as its own code of corporate governance.

During the year ended 31 December 2014, the Company was in compliance with all code provisions set out in the CG Code except for the deviations from code provisions A.4.1, A.6.7, D.1.4 and E.1.2, which are explained below.

Under code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term and subject to re-election. Mr. Chan Wai Yip Freeman ("Mr. Freeman Chan") and Ms. Leung Po Ying Iris ("Ms. Leung"), former independent non-executive Directors resigned on 10 December 2014, were not appointed for a specific term, but they were subject to retirement by rotation and re-election in accordance with the Bye-Laws of the Company ("Bye-Laws").

Under code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Ms. Hu Gin Ing, an independent non-executive Director, and Ms. Leung did not attend the annual general meeting of the Company held on 20 May 2014 ("2014 AGM"), due to their engagement in their own official business.

Under code provision D.1.4 of the CG Code, the Company should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for Mr. Freeman Chan and Ms. Leung. However, the Directors shall be subject to retirement by rotation in accordance with the Bye-Laws. In addition, the Directors have followed the guidelines set out in "A Guide on Directors' Duties" issued by the Companies Registry and "Guidelines for Directors" and "Guide for Independent Non-Executive Directors" (if applicable) published by the Hong Kong Institute of Directors in performing their duties and responsibilities as Directors. Besides, the Directors actively comply with the requirements under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies.

Code provision E.1.2 of the CG Code requires that the chairman of the board should attend the annual general meeting. Mr. King Pak Fu, the Chairman of the Board, did not attend the 2014 AGM due to his prior engagement.

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

AUDIT COMMITTEE

The Company established an Audit Committee (the "Audit Committee") on 9 November 1999 with written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee comprises three independent non-executive Directors of the Company, Mr. Chan Wai Cheung Admiral (as Chairman), Mr. Lie Chi Wing and Ms. Hu Gin Ing. The Audit Committee has reviewed the audited consolidated financial statements of the Company for the year ended 31 December 2014.

By Order of the Board
Carnival Group International Holdings Limited
King Pak Fu
Chairman

Hong Kong, 13 March 2015

The Board, as at the date of this announcement, comprises Mr. King Pak Fu (Chairman), Mr. Leung Wing Cheong Eric (Chief Executive Officer) and Mr. Gong Xiao Cheng as executive Directors, and Mr. Chan Wai Cheung Admiral, Mr. Lie Chi Wing and Ms. Hu Gin Ing as independent non-executive Directors.