Annual Reports and Related Documents::

Issuer & Securities

Issuer/ Manager	GUOCOLEISURE LIMITED
Securities	GUOCOLEISURE LIMITED - BMG4210D1020 - B16
Stapled Security	No

Announcement Details

Announcement Title	Annual Reports and Related Documents
Date & Time of Broadcast	21-Sep-2015 07:53:55
Status	New
Report Type	Annual Report
Announcement Reference	SG150921OTHRER26
Submitted By (Co./ Ind. Name)	Susan Lim
Designation	Group Company Secretary
Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)	Please see attached for a copy of GuocoLeisure Limited Annual Report FY2015

Additional Details

Period Ended	30/06/2015

Attachments	GuocoLeisure Limited AR 2015_Revised.pdf Total size =1869K

GuocoLeisure Limited

A Member of the Hong Leong Group

ANNUAL REPORT '15

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CORPORATE PROFILE

GuocoLeisure Limited ("**GuocoLeisure**") was founded in 1961, and is the holding company of an international hospitality and leisure group with its global head office in Singapore. GuocoLeisure's core hospitality business is operated out of GLH Hotels Limited ("**GLH**") in the United Kingdom.

GLH owns and/or operates hotels. Recently this business division took on a revitalised identity focused on unlocking human potential and giving property owners and developers a new deal. GLH has announced the creation of three new hotel brands: Clermont, a global luxury hotel and private residences brand; Amba, a global 4-star hotel brand; and every, an innovative 4-star limited-feature hotel brand; and Thistle Express, a limited feature offer in the budget sector. In addition, GLH has partnered BT to provide fast, free and unlimited Wi-Fi in all its UK hotels.

In addition to its core hospitality business, GuocoLeisure owns a casino - the prestigious Clermont Club in Mayfair, London - and holds rights to royalties from the production of oil and natural gas in the Bass Strait in Australia.

GuocoLeisure is listed on the Main Board of Singapore Exchange.

The Royal Horseguards

Gardens at The Royal Horseguards

CORPORATE INFORMATION

BOARD OF DIRECTORS

Quek Leng Chan
Non-Independent
Executive Chairman

Philip Burdon
Independent
Deputy Chairman

Kwek Leng Hai
Non-Independent
Non-Executive Director

Paul Brough
Independent
Non-Executive Director

Jennie Chua
Independent
Non-Executive Director

Timothy Teo Lai Wah
Independent
Non-Executive Director

Michael Bernard DeNoma
Non-Independent
Chief Executive Officer

AUDIT AND RISK MANAGEMENT COMMITTEE

Timothy Teo Lai Wah, Chairman
Kwek Leng Hai
Paul Brough

REMUNERATION COMMITTEE

Philip Burdon, Chairman
Quek Leng Chan
Jennie Chua

NOMINATING COMMITTEE

Philip Burdon, Chairman
Quek Leng Chan
Jennie Chua

GROUP COMPANY SECRETARY

Susan Lim

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda
Tel : 1 (441) 295 1443
Fax : 1 (441) 292 8666

AUDITORS

KPMG LLP
16 Raffles Quay #22-00
Hong Leong Building
Singapore 048581
Partner in charge: Tan Kar Yee Linda
(Appointed since financial year ended 30 June 2015)

SHARE REGISTRARS AND TRANSFER OFFICES

BERMUDA

Appleby Services (Bermuda) Ltd.
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda
Tel : 1 (441) 295 1443
Fax : 1 (441) 292 8666

SINGAPORE

M & C Services Private Limited
112 Robinson Road #05-01
Singapore 068902
Tel : (65) 6227 6660
Fax : (65) 6225 1452

CORPORATE OFFICES

SINGAPORE

GuocoLeisure Limited
20 Collyer Quay #18-05
Singapore 049319
Tel : (65) 6438 0002
Fax : (65) 6435 0040
Email: info@guocoleisure.com
www.guocoleisure.com

AUSTRALIA

BIL Australia Pty Limited
22 Emerstan Drive
Castle Cove
NSW 2069
Australia
Tel : (612) 9882 1255
Fax : (612) 9882 1266

FIJI

Tabua Investments Limited
Box PD67 Port Denarau
Nadi
Fiji
Tel : (679) 675 0251
Fax : (679) 675 0023

NEW ZEALAND

Brierley Holdings Limited
144 St Johns Road
St Johns
Auckland
New Zealand
Tel : (6421) 927700

UNITED KINGDOM

Clermont Leisure (UK) Limited
Stephenson House
75 Hampstead Road
London
NW1 2PL
United Kingdom
Tel : (44) 20 7554 3890
Fax : (44) 845 040 5768
www.clermontleisure.com

GLH Hotels Limited
Stephenson House
75 Hampstead Road
London
NW1 2PL
United Kingdom
Tel : (44) 20 7554 3890
Fax : (44) 845 040 5768
www.glhhotels.com

GLH Hotels Management (UK) Limited
107 Leith Street
Edinburgh
EH1 3SW
Scotland
Tel : (44) 871 376 9016

UNITED STATES OF AMERICA

Molokai Properties Limited
1003 Bishop Street
Suite 1170
Honolulu
Hawaii 96813
United States of America
Tel : 1 (808) 534 9523
Fax : 1 (808) 521 2279

Amba Hotel Charing Cross

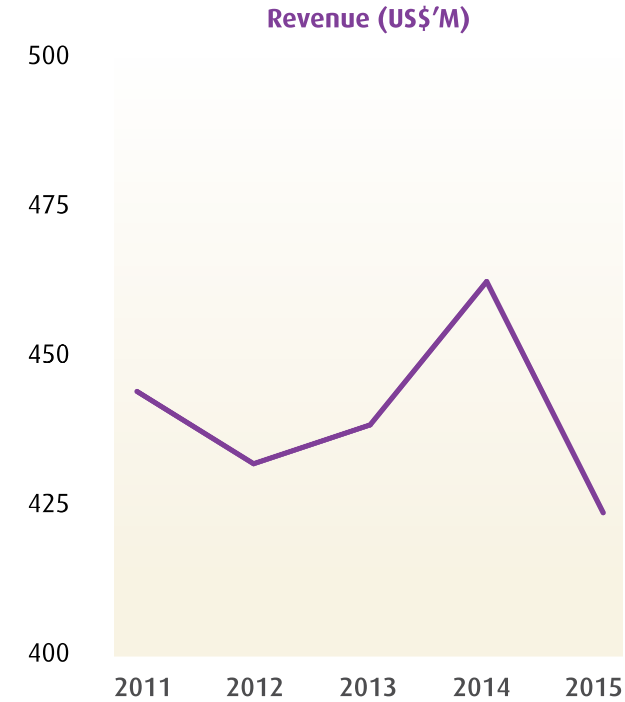
The Royal Horseguards

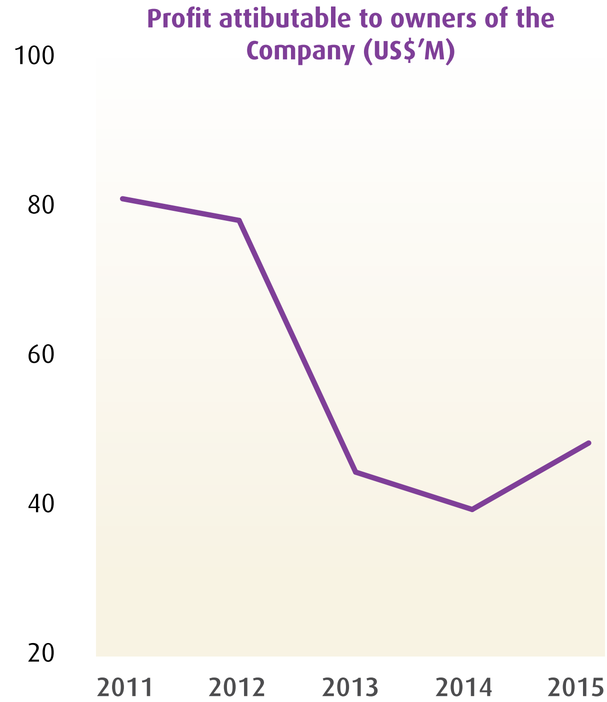
Lobby at The Royal Horseguards

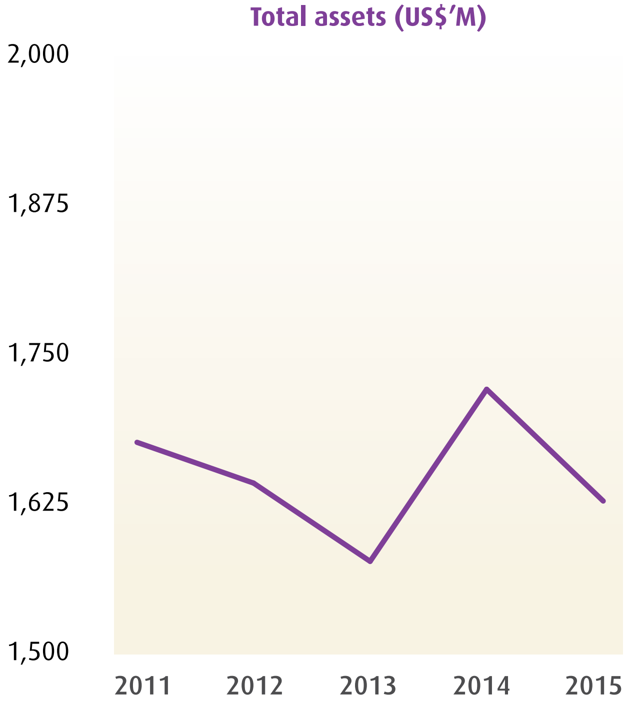
GROUP FINANCIAL HIGHLIGHTS
5-YEAR SUMMARY

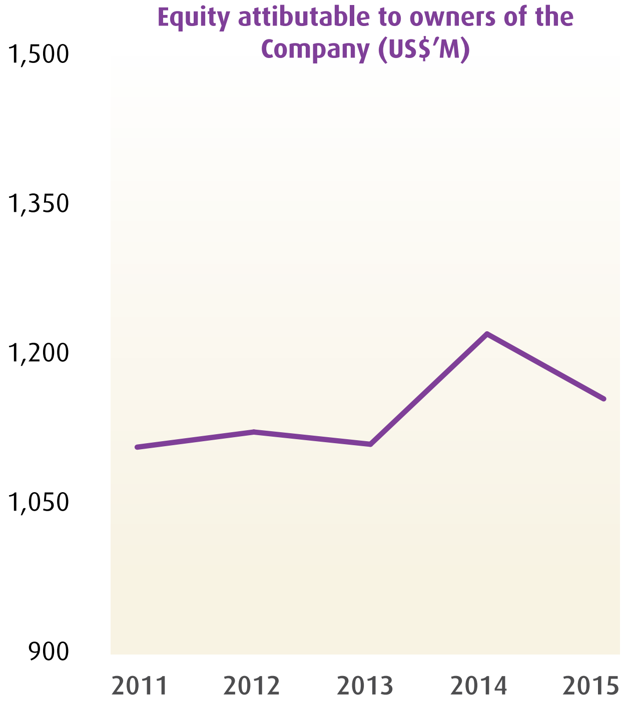
	2011	2012	2013	2014	2015
Consolidated Income Statement					
Revenue - restated (US$million)	443.5	431.4	437.9	461.9	423.2
Profit attributable to owners of the Company (US$million)	80.6	77.7	44.0	39.0	47.9
Consolidated Statement of Financial Position					
Total assets (US$million)	1,673.7	1,639.6	1,574.1	1,718.1	1,624.6
Equity attributable to owners of the Company (US$million)	1,103.6	1,118.8	1,106.5	1,217.3	1,152.1
Ratios					
Earnings per share (US cents)	6.1	5.9	3.3	3.0	3.7
Dividend per share (SGD cents)	2.0	2.0	2.0	2.0	2.2
Net assets per share (US cents)	83.1	84.3	83.9	93.3	88.6
Debt to equity ratio (%)	36.2	31.6	29.7	28.0	26.7

Regency Room at Amba Hotel Charing Cross


Revenue (US$'M)
500
475
450
425
400
2011
2012
2013
2014
2015

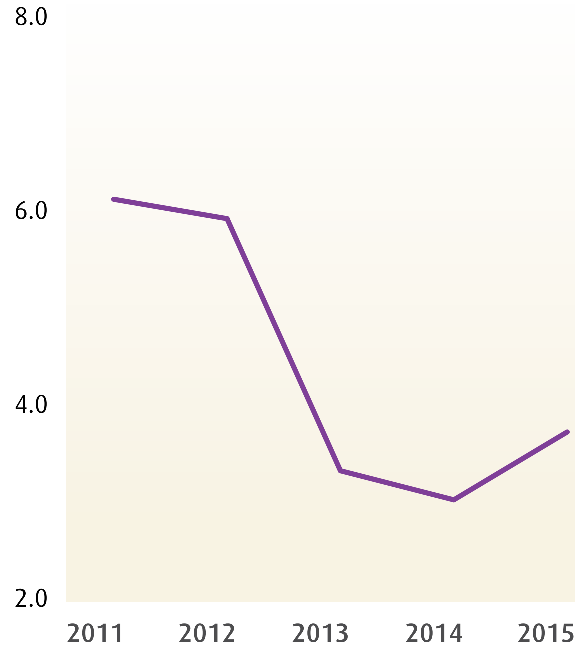

Profit attibutable to owners of the Company (US$'M)
100
80
60
40
20
2011
2012
2013
2014
2015


Total assets (US$'M)
2,000
1,875
1,750
1,625
1,500
2011
2012
2013
2014
2015

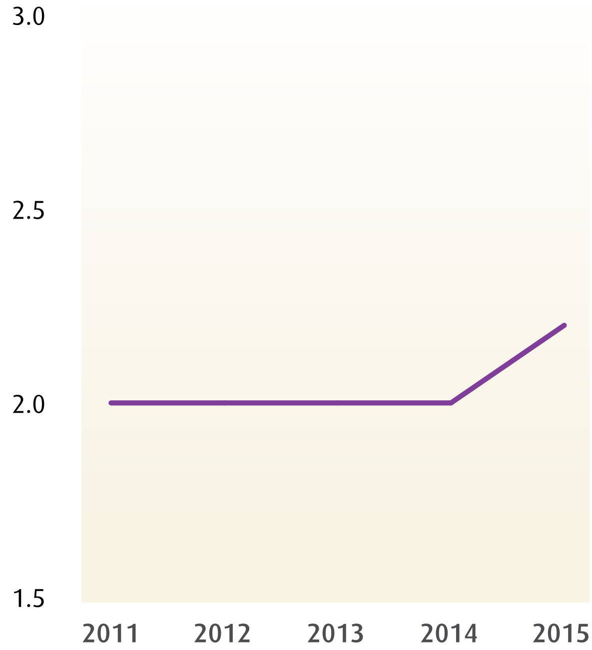

Equity attibutable to owners of the Company (US$'M)
1,500
1,350
1,200
1,050
900
2011
2012
2013
2014
2015

GROUP FINANCIAL HIGHLIGHTS *Continued*
5-YEAR SUMMARY

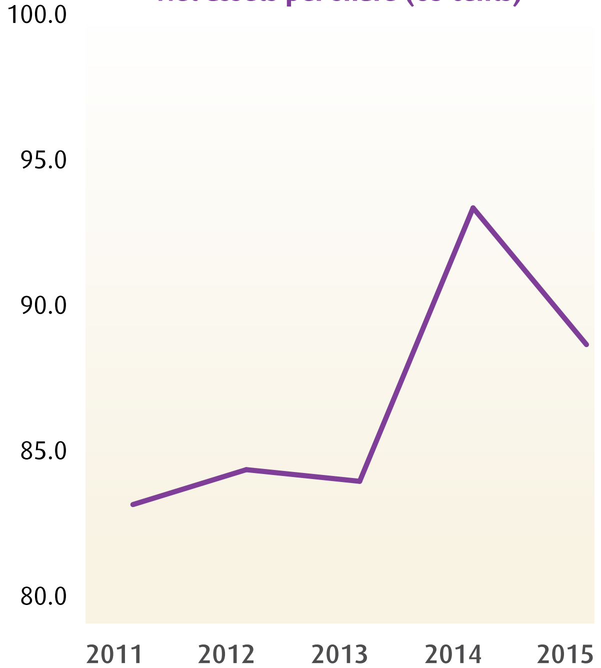
Earnings per share (US cents)



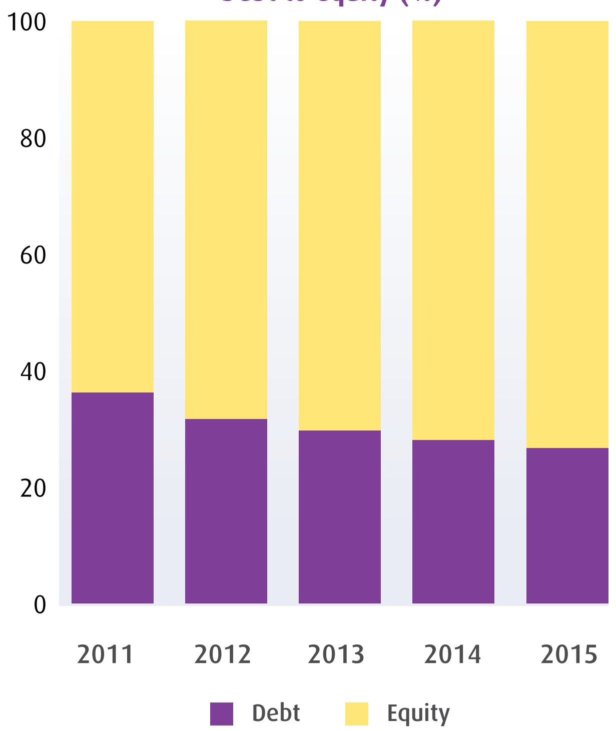
Dividend per share (S$ cents)



Net assets per share (US cents)



Debt to equity (%)



CHAIRMAN'S STATEMENT

Boardroom at Thistle Marble Arch

During the financial year ended 30 June 2015 (**"FY2015"**), GuocoLeisure Limited appointed Mr Mike DeNoma as its Chief Executive Officer and as a member of its Board. We extend a warm welcome to Mr DeNoma. No stranger to the Group, Mr DeNoma became the CEO of glh Hotels, the hospitality division of the GuocoLeisure Group, in mid-2012, and will continue to hold this post in addition to his new appointment. In addition to steering the transformation of the hospitality business, Mr DeNoma will also oversee the growth ambitions of the GuocoLeisure Group.

For FY2015, the GuocoLeisure Group recorded a profit before tax of US$59.3 million, compared to US$53.9 million in the previous year, mainly due to improved profitability in the hospitality business. However, profits were dragged down by the weaker performance of the Group's non-hospitality segments, namely, the Clermont Leisure gaming business and the Bass Strait oil royalty interest.

Executive Boardroom at The Royal Horseguards

The transformation of the Group's hospitality business is on track, with glh Hotels achieving key milestones and receiving industry recognition for its innovations. As the Group continues to grow, we propose to change the name of GuocoLeisure Limited to **GL Limited**, signaling the Group's alignment with the transformational change being delivered in the core business of glh Hotels.

glh Hotels

The transformation of glh Hotels into world-class hospitality entity is well under way. glh Hotels presently operates 17 hotels in the UK under the **Guoman Hotels**, **Amba Hotels**, **every Hotels** and **Thistle** brands.

Despite more than double the number of room nights taken off in FY2015 for refurbishment compared to the previous financial year, total hotel revenue for FY2015 in GBP terms remained broadly in line with the prior year's. Profit after tax for FY2015 was US$42.7 million, or 46% better than that of the previous year. This was driven by higher average room rates, cost savings from central office restructuring, and lower interest expense as a result of the December 2014 refinancing of mortgage debentures.

During the year, glh refurbished 2 London hotels to bring them up to the standards of their respective new brands, Amba Hotels and every Hotels. Amba Hotel Charing Cross opened in December 2014, and every Hotel Piccadilly opened in February 2015. Both hotels have been well received, with Amba Hotel Charing Cross now ranked in TripAdvisor's top 5 London hotels.

glh Hotels also announced **Thistle Express**, a new value hotel concept which will leverage the strong brand equity and awareness of the core **Thistle** brand.

In terms of technological innovations, Amba Charing Cross' award-winning super fast, free WiFi offers one of the world's fastest download and upload speeds in a hotel. glh Hotels' new virtual call centre solution also won the "Best SME Contact Centre Solution" at the 2014 UK's Communications National Awards. This use of technology, together with glh Hotel's new Value Centre management model, will continue to drive improved efficiencies and higher guest satisfaction at each of the Group's hotels.

Clermont Leisure

Clermont Leisure (UK) Limited owns and operates The Clermont Club ("**TCC**"), an exclusive casino in Mayfair, London. In the midst of heightened competition among market participants, the business at the casino continues to be challenging and TCC incurred an operating loss during FY2015. Management continues to observe prudent operating practices and is seeking to increase its player base in a sustainable manner.

Bass Strait Oil Royalty

In FY2015, royalty income was 24% lower at US$31.7 million, compared to US$41.5 million in the preceding financial year. Factors contributing to this decline include the significant drop in crude oil prices, depreciation of the AUD against USD, and industrial action faced by the producers at the Gippsland Basin joint venture which disrupted production. This asset continues to be a key profit contributor to the Group.

Eat & drink at every hotel Piccadilly

Molokai Properties

Molokai Properties Limited holds the Group's assets located on the island of Molokai in Hawaii.

The Group will continue to focus on 4 key areas – animal husbandry, green energy, property development and farm lease - on the island. With these initiatives, we hope to bring economic and business activity to the island. Molokai Properties' animal husbandry initiative began to supply quality grass-fed beef to the Hawaiian market in FY2015.

Summary

The Board is recommending that a first and final dividend of SGD 2.2 cents per share be declared for FY2015.

On behalf of the Board, I express our sincere appreciation to the management and employees of the Group for their dedication and hard work over the course of FY2015. In addition, I thank our shareholders, customers and business partners for their continued support of the Group.

Quek Leng Chan
Non-Executive Chairman
27 August 2015


Lounge at The Royal Horseguards

BOARD OF DIRECTORS

Glen Miller Bar at Thistle Marble Arch

QUEK LENG CHAN, 72
Non-Independent
Non-Executive Chairman
Member, Remuneration Committee
Member, Nominating Committee

Mr Quek was appointed to the Board on 19 August 1997. He was last re-elected as a Director at the Company's Annual General Meeting on 25 October 2013 and was re-designated Non-Executive Chairman on 3 February 2015.

Mr Quek is the Chairman and Chief Executive Officer of Hong Leong Company (Malaysia) Berhad and he sits on the boards of directors of the major public listed companies of Hong Leong Company (Malaysia) Berhad. He is also the Chairman of Guoco Group Limited, the Company's intermediate holding company in Hong Kong.

Mr Quek qualified as a Barrister-at-Law from Middle Temple, United Kingdom and has extensive business experience in various business sectors, including financial services, manufacturing and real estate.

PHILIP BURDON, 76
Independent
Deputy Chairman
Chairman, Remuneration Committee
Chairman, Nominating Committee

Mr Burdon was appointed to the Board on 10 November 1998 and was last re-elected as a Director at the Company's Annual General Meeting on 25 October 2013.

Mr Burdon is respected as a successful businessman and distinguished politician in New Zealand. He was a senior Cabinet Minister in the New Zealand Government from 1990 to 1996 holding key trade and commerce portfolios.

He was previously a director of Superannuation Investments Limited, MFL Mutual Fund Limited, ING Property Trust Management Limited and IAG Ltd.

Mr Burdon graduated in law from Canterbury University, New Zealand.

KWEK LENG HAI, 62
Non-Independent
Non-Executive Director
Member, Audit and Risk Management Committee

Mr Kwek was appointed to the Board on 17 May 2005 and was last re-elected as Director at the Company's Annual General Meeting on 17 October 2014.

Mr Kwek is the President and Chief Executive Officer of Guoco Group Limited. His directorships in other public listed companies include Hong Leong Bank Berhad, GuocoLand Limited and Lam Soon (Hong Kong) Limited. He is also a director of Hong Leong Company (Malaysia) Berhad and Bank of Chengdu Co., Ltd.

He has extensive experience in financial services, manufacturing and property business.

Mr Kwek qualified as a Chartered Accountant with the Institute of Chartered Accountants in England and Wales.

PAUL BROUGH, 58
Independent
Non-Executive Director
Member, Audit and Risk Management Committee

Mr Brough was appointed to the Board on 1 July 2012 and is proposed for re-election as a Director at the Company's Annual General Meeting to be held on 16 October 2015.

Mr Brough stepped down as Chairman and Chief Executive Officer of Emerald Plantation Holdings on 1 April 2015 and as a director of its listed subsidiary, Greenheart Group Limited, on 4 June 2015. He is a non-executive director and chair of the audit committee of Habib Bank Zurich (Hong Kong) Limited, a Hong Kong based restricted licence bank. On 4 May 2015, Mr Brough was appointed as an independent non-executive director of Noble Group Limited, a company listed on the Singapore Stock Exchange.

Mr Brough joined KPMG Hong Kong in 1983 and held appointments as its Head of Consulting in 1995 and as Head of Financial Advisory Services in 1997. In 1999, he was appointed the Asia Pacific Head of KPMG's Financial Advisory Services and a member of its global advisory steering group. He held the position of Regional Senior Partner of KPMG Hong Kong from 2009 before retiring in March 2012.

Mr Brough is an associate of the Institute of Chartered Accountants in England and Wales, an associate of the Hong Kong Institute of Certified Public Accountants and an associate of the Hong Kong Securities Institute.

JENNIE CHUA, 71
Independent
Non-Executive Director
Member, Remuneration Committee
Member, Nominating Committee

Ms Chua was appointed to the Board on 1 August 2012 and is proposed for re-election as Director at the Company's Annual General Meeting to be held on 16 October 2015.

Ms Chua is a Board Director of two other entities listed on the Singapore Stock Exchange – GuocoLand Limited and Far East Orchard Limited. She is Chairman of Alexandra Health System Pte Ltd (Khoo Teck Puat Hospital/Yishun Community Hospital/Geriatric Education and Research Institute Limited/Woodlands Integrated Health Campus) and Singapore Film Commission. She is the Deputy Chairman of Temasek Foundation and Board Member of CapitaLand Hope Foundation.

Ms Chua is a member of Singapore's Pro-Enterprise Panel and a Board Director of Ministry of Health Holdings Pte Ltd. She also sits MOH Holdings Healthcare Infrastructure and Planning Committee.

Ms Chua is a Justice of the Peace and Singapore's Non-Resident Ambassador to The United Mexican States.

Ms Chua holds a Bachelor of Science degree from the School of Hotel Administration, Cornell University, New York, USA.

Awards and accolades which she has received include President's Special Recognition for Volunteerism & Philanthropy, Singapore National Day Awards including the Meritorius Service Medal, Outstanding Contribution to Tourism Award, Women's World Excellence Awards, Travel Personality of the Year Award, amongst others.

TIMOTHY TEO LAI WAH, 63
Independent
Non-Executive Director
Chairman, Audit and Risk Management Committee

Mr Teo was appointed to the Board on 1 July 2013 and was last re-elected as a Director at the Company's Annual General Meeting on 25 October 2013.

Mr Teo serves on the boards of statutory boards and charities such as St Luke Elder Care, National Library Board and The Library Fund. Besides these appointments, Mr Teo is also a Board member of another listed company, GuocoLand Limited.

Mr Teo was Director in charge of foreign exchange, money market, gold and commodities management in Government of Singapore Investment Corp, Singapore from 1998 to 2007. Prior to this, he was Director of Nuri Holdings (S) Pte Ltd, Singapore as consultant for risk management in Jakarta and Los Angeles from 1994 to 1998. Mr Teo was also with JP Morgan for 20 years in various overseas locations at senior management level (Managing Director) in Global Markets.

He was previously a director of Transcu Ltd, Elektromotive Ltd and Ley Choon Group Holdings Ltd (fka Ultro Technologies Ltd).

Mr Teo holds a Masters Degree in Business Administration from Macquarie University, Sydney, Australia.

MICHAEL BERNARD DENOMA, 59
Non-Independent
Director

Mr DeNoma was appointed as the Chief Executive Officer and Director of the Company on 18 October 2014. He is proposed for re-election as Director at the Company's Annual General Meeting on 16 October 2015.

An American citizen, Mike DeNoma moved to the UK to take up his new position at glh, the hospitality division of the Group in 2012.

Before joining glh, Mike DeNoma was Chairman and CEO of Chinatrust Commercial Bank, one of Asia's first international Chinese financial institutions. Previously, from 1999 to 2009, Mr DeNoma was CEO of the Global Consumer Bank at Standard Chartered Bank and a Board Director of Standard Chartered plc.

Earlier in his career, he was the founder and Chief Executive of two nationwide companies in China and held senior executive positions with Hutchison Whampoa, Citibank and PepsiCo after starting his career at Procter & Gamble.

Mr DeNoma is a Director of the International Center for Missing and Exploited Children.

He holds a Bachelor of Arts degree from Ohio University and a Master of Business Administration from the Wharton Business School.

Ballroom at Amba Hotel Charing Cross

MANAGEMENT TEAM

MICHAEL BERNARD DENOMA
Chief Executive Officer
GuocoLeisure Limited and glh Hotels

For Mr Michael Bernard DeNoma's biography, please refer to page 19 - the "Board of Directors" section of this report.

HO KAH MENG
Chief Financial Officer
GuocoLeisure Limited

Mr Ho joined the Group in July 2014 and was appointed CFO of the Company on 1 August 2014.

He began his career as an auditor at PriceWaterhouse before moving to Citibank Singapore. He has held senior finance and accounting positions with Singapore Marriott Hotel, Ssangyong Cement Limited, and various companies within the Raffles Holdings group.

Mr Ho has 10 years of experience in hotel investments and asset management in Asia Pacific with GIC Real Estate Pte Ltd and Kingdom Hotel Investments. Prior to joining the Group, he was Senior Vice President at GIC Real Estate.

Mr Ho holds a Bachelor of Accountancy degree from the National University of Singapore and is a member of the Institute of Singapore Chartered Accountants.

SUSAN LIM
General Counsel/Group Company Secretary
GuocoLeisure Limited

Ms Susan Lim joined the Company in May 2013.

In the early years of her career, Ms Lim practiced as a litigator. She made the switch from private practice to an in-house counsel position in 1993 when she joined the Pontiac Land Group, a real estate development and hospitality group.

Lobby at Amba Hotel Charing Cross

Breakfast at The Royal Horseguards

In 2004, Ms Lim left Pontiac to join Pacific Star Holdings Pte. Ltd., which provides investment advisory and asset management services for Asian real estate and where she served as an Executive Vice President and headed the Legal Department.

From 2010 until April 2013, Ms Lim was Senior Director, Legal & Secretariat at KOP Properties Pte. Ltd., a company with real estate, hospitality and lifestyle business interests.

Ms Lim read law at the National University of Singapore and is called to the Singapore Bar.

CLAY RUMBAOA
Executive Director
Molokai Properties

Mr Rumbaoa joined the Group in November 2011, having responsibility for the overall strategic and operational management of the Group's investments in Molokai. Prior to joining the Group, he worked for 6 years as Director of Development for Castle & Cooke Resorts on the island of Lanai (Hawaii). His responsibilities included development entitlements, planning, design, construction and community involvement.

Mr Rumbaoa has more than 25 years' experience in land development in urban, rural and island settings, especially in addressing and diffusing challenging community groups.

Currently, Mr Rumbaoa is an advisory member of the Molokai Chamber of Commerce as well as a member of the Oahu chapter. In addition, he has immersed himself in the various branches of local and state government in order to insure that the interests of Molokai Ranch are not overlooked.

Mr Rumbaoa holds a Bachelor of Science degree in Civil Engineering from Bradley University, as well as a Contractor's License.

CORPORATE GOVERNANCE REPORT

GuocoLeisure Limited ("**Company**" or "**GL**") is committed to maintaining high standards of corporate governance and endeavours to continuously keep abreast of developments and new practices in corporate governance.

The framework of the Company's corporate governance is substantially in line with the principles and guidelines of the revised Singapore Code of Corporate Governance 2012 issued by the Monetary Authority of Singapore on 2 May 2012 ("**Code**").

This report describes the corporate governance practices adopted by the Company for the financial year ended 30 June 2015 ("**FY2015**").

(A) BOARD MATTERS

Principle 1
Board's Conduct of Its Affairs

The Company is headed by a Board whose role and responsibilities include setting the entrepreneurial leadership, business strategy of the Company and its subsidiaries (collectively "**Group**"), and oversight of the business affairs of the Group and the performance of the Group's Management. The Board carries out its oversight function by assuming responsibility for effective stewardship and corporate governance of the Group and safeguarding the interests of the Group and its stakeholders.

The Board is also responsible for setting the Company's values and standards. The Group has a strong corporate culture exemplified by its core values.

The Board's approval is required for strategic matters, material transactions, and financing and banking transactions not in the ordinary course of the Company's business.

The Board meets at least on a quarterly basis. Additional meetings may be convened as and when necessary. Where appropriate, decisions are also taken by way of Directors' circular resolutions. As provided in the Company's Bye-Laws, Board meetings may be held via teleconference or videoconference.

Each of the Board and the Audit and Risk Management Committee ("**AC**") held 4 meetings during FY2015. Each of the Remuneration Committee ("**RC**")and the Nominating Committee ("**NC**") met once during FY2015.

The Directors' attendance at Board and Board Committee meetings for FY2015 is set out below.

	Attendance at Board and Board Committee Meetings during FY2015			
	Board	**AC**	**NC**	**RC**
No. of Meetings Held	4	4	1	1
Board Members				
Quek Leng Chan	4	N.A.	1	1
Philip Burdon	4	N.A.	1	1
Premod Paul Thomas[1]	0	N.A.	N.A.	N.A.
Kwek Leng Hai	4	4	N.A.	N.A.
Paul Jeremy Brough	4	4	N.A.	N.A.
Jennie Chua	3	N.A.	1	1
Timothy Teo Lai Wah	4	4	N.A	N.A.
Michael Bernard DeNoma[2]	3	N.A.	N.A.	N.A.

Notes:
1 Retired as Director of the Company on 1 August 2014
2 Appointed as Chief Executive Officer and Director of the Company on 18 October 2014

A newly appointed Director receives an appointment letter which sets out his duties and obligations and encloses copies of the Company's annual report, constitution, code of corporate governance, corporate and organisation charts, and, if applicable, charters of each Board Committee to which he is appointed.

All Directors are encouraged to attend, at the Company's cost, seminars to keep abreast of relevant developments, particularly in areas of leadership, industry-related matters and corporate governance. The Company's external auditors brief and update the AC on developments in accounting and governance standards which have a direct impact on financial statements. Directors are also given summaries of regulatory updates, implications of regulatory changes/ developments and the actions to be taken to ensure compliance.

Principle 2
Board Composition and Guidance

The Board is assisted by the following Board Committees:

- AC;
- NC; and
- RC.

Each Board Committee reviews the matters which fall within its terms of reference and reports its decisions to the Board, which endorses and accepts ultimate responsibility on such matters.

The NC reviews the size and composition mix of the Board and the Committees annually.

Throughout FY2015, the Board comprised seven well-qualified members who are business leaders or professionals with financial, banking or hospitality backgrounds. As a group, such Board members provided an appropriate balance and diversity of skills, experience and knowledge of the Company and its business, as well as the necessary core competencies. Mr Michael DeNoma, the Chief Executive Officer of glh, was appointed Chief Executive Officer and Director of the Company on 18 October 2014.

The NC considers the Board's present size to be appropriate after taking into account the nature and scope of the Group's operations. No individual or group of individuals dominates the Board's decision-making process.

Profiles of the Directors are set out on pages 17 to 19. Majority of the Directors are non-executive and are considered independent by the NC. This is in line with the Code that provides that independent directors should make up at least half of the Board where the Chairman of the Board is not an independent Director.

During FY2015, prior to the re-designation of Mr Quek Leng Chan as the Non-Executive Chairman of the Company on 3 February 2015, the Company had two executive Directors i.e., the Executive Chairman of the Board and the Chief Executive Officer.

Based on Guideline 2.3 of the Code, the NC is of the view that four of the Company's five non-executive Directors are independent. These Directors are Mr Philip Burdon, Mr Paul Brough, Ms Jennie Chua and Mr Timothy Teo. There is no Director who is deemed to be independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent.

Mr Philip Burdon has served on the Board for more than nine years but the NC considers him independent. Mr Burdon continues to demonstrate independence of character and judgement in the discharge of his responsibilities as a Director of the Company, and there are no relationships or circumstances that could or are likely to affect his judgement and ability to discharge his duties as an independent Director. Mr Burdon actively expresses his independent opinions with regard to the Company and its business. For these reasons, the NC takes the view that Mr Burdon is independent. While remaining committed to the progressive renewal of the Board, the Board notes the view of the NC and believes that Mr Burdon's in-depth knowledge of the Group is invaluable and should therefore continue to act as a Director of the Company.

Principle 3
Chairman and Chief Executive Officer

There is a clear division of responsibilities in the roles and functions of the Chairman and Chief Executive Officer as these positions are held separately by Messrs Quek Leng Chan and Michael DeNoma respectively.

The Chairman leads the Board and ensures its smooth and effective functioning.

The Chief Executive Officer is responsible for the vision and strategic direction of the Group, implementing the policies and decisions of the Board, initiating business ideas and corporate strategies to create competitive edge and enhancing shareholder wealth, setting the benchmark and targets for operating companies, overseeing the day-to-day operations and tracking compliance and business progress.

Upon Mr Thomas' retirement as the Executive Director and Chief Financial Officer of the Company on 1 August 2014, the Chairman assumed the role of chief executive officer of the Company on a temporary basis. Such temporary role ceased when Mr Michael DeNoma was appointed the Chief Executive Officer and Director of the Company on 18 October 2014.

Mr Quek Leng Chan was re-designated the Non-Executive Chairman of the Company on 3 February 2015.

Principle 3
Lead Independent Director

All independent directors are well experienced, and regular and active interactions amongst them (including their attendance at Board and Board Committee meetings) provide sufficient opportunities for them to coordinate and to work together as a group.

The Directors and Management are accessible to the Company's shareholders, and the Company has always responded to the queries of its shareholders. The absence of a Lead Independent Director has not impacted and will not impact such accessibility or the Company's response to shareholders' queries.

For the above reasons, the Board does not consider it necessary to appoint a Lead Independent Director.

Principle 4
Board Membership

As mandated by its written terms of reference, the NC reviews and recommends all new Board appointments and also the re-appointment of Directors to the Board. In particular, the NC:

- Determines annually the independence of each Director;
- Assesses annually the effectiveness of the Board as a whole and Board committees and the contributions made by each Director;
- Reviews the Board succession plan; and
- Reviews the training and professional development of the Directors.

The composition of the NC is set out on page 4.

The NC has put in place a process for assessing the independence of Directors, as well as the effectiveness of the Board and Board Committees and the contributions of the Directors. The latter enables the NC to determine the training which each Director requires. As prescribed by the Company's Bye-Laws, all Directors retire from office and are subject to re-election by the shareholders at the Company's Annual General Meeting ("**AGM**") at least once in every three years.

In the selection and appointment of a new Director, candidates may be put forward or sought through contacts and recommendations. Candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board, including gender. Through the annual Board evaluation process, details of which are set out under Principle 5, the NC determines the competencies required to complement the skills and competencies of the existing Directors.

The Board has not prescribed a cap on the number of board memberships a Director may hold as it believes that each Director should personally determine the demands of his or her other directorships and commitments and assess how much time is available for serving effectively on the Board and Board Committees of the Company.

The NC has noted the list of other directorships held by each of the Directors and, based on the latest assessment of the contribution of each Director, the NC is satisfied that each of the Directors is able to devote sufficient time and attention to the affairs of the Company.

Principle 5
Board Performance

On an annual basis, the NC assesses the effectiveness and performance of the Board as a whole and of the various Board Committees, and the contribution by each Director to the effectiveness of the Board.

This assessment takes into account the performance of the Company, the attendance and contributions of the Directors at meetings of the Board and Board Committees, the Directors' participation in the affairs of the Company, matters such as the independence of Directors, their individual skills, experience and time commitment (in particular, of Directors who serve on the boards of other listed companies) as well as overall Board size and composition. Each Director is required to evaluate the performance of the Board and of the Board Committee of which he is a member, and to carry out a self-assessment. The results of such evaluation are then collated and presented to the NC for consideration.

The results of such performance evaluation are then communicated by the NC to the Board.

On the basis of such evaluation, the NC is satisfied that, for FY2015, the Board and Board Committees have been effective in the conduct of their respective duties and the Directors have each contributed to the effectiveness of the Board and/or (as applicable) the Board Committees.

Principle 6
Access to Information

In order to enable the Directors to make informed decisions in the discharge of their duties and responsibilities, Management recognises the importance of providing the Board with complete and adequate information in a timely manner.

All Directors are made aware of the Company's policies, procedures and practices relating to governance issues, including disclosure of interests in securities, dealings in the Company's securities, restrictions on disclosure of price sensitive information and disclosure of interests relating to the Group's businesses.

Directors have separate and independent access to Management and the Company Secretary, whose role includes ensuring that Board procedures as well as applicable rules and regulations are complied with. The Company Secretary attends all Board and Board Committee meetings, ensures good information flow from Management to the Board as well as individual Directors, and advises on corporate governance matters.

Prior to each Board or Board Committee meeting, Directors are provided with the agenda and papers which contain information to enable full deliberation at the meeting on relevant issues. Where a decision has to be made by the Board or a Board Committee without a meeting, a Directors' resolution is circulated for the signature of the Directors in accordance with the Bye-Laws of the Company, accompanied by such information as is necessary to enable them to make an informed decision on the proposed resolution.

Management keeps the Board apprised of the Company's operations and performance through updates and reports.

The Directors may seek independent professional advice at the Company's expense where appropriate.

(B) REMUNERATION MATTERS

Principle 7: Procedures for Developing Remuneration Policies
Principle 8: Level and Mix of Remuneration
Principle 9: Disclosure on Remuneration

The RC reviews and recommends to the Board a framework of remuneration for the Board and key executives.

The composition of the RC is set out on page 4.

The RC's duties are specified in its written terms of reference and include the following:

- Recommending to the Board a framework of remuneration for the Board and key executives, and specific remuneration packages for each executive Director;
- Reviewing the terms of employment arrangements with Management to develop consistent group-wide employment practices subject to regional differences; and
- Administering the Company's Executives' Share Option Scheme ("**ESOS 2008**"), which was approved by the shareholders on 17 October 2008.

Directors who are not executive directors or salaried directors employed by the Company or its related corporations are paid Director fees which are based on corporate and individual responsibilities and in line with industry norm. Non-executive Directors are paid additional fees if they serve on Board Committees. Aggregate Director fees for FY2015 amount to S$331,000 and are subject to the approval of shareholders of the Company at its AGM.

Having considered the guidelines in the Code on disclosure of Directors' remuneration, the Company does not think it is in its interest to disclose the Directors' remuneration to the nearest thousand dollars. The Company takes into account the very sensitive nature of the matter the highly competitive business environment in which the Group operates and the impact such disclosure would have on the Group, and is of the view that the current disclosure on a named basis and in bands of S$250,000 (including the provision of a breakdown in percentage terms) is sufficient.

The breakdown (in percentage terms) of the remuneration of the Directors of the Company for FY2015 is as follows:

Total Remuneration & Name of Director	Breakdown of Remuneration in Percentage Terms						
	Director Fees	Salary & Allowances	Bonus	Benefits	Share-based Remuneration	Pension Contributions	Total
Between S$500,000 to S$750,000							
Premod Paul Thomas[1]	–	81.84%	–	18.16%	–	–	100%
Michael Bernard DeNoma[2]	–	55.17%	18.31%	0.08%	25.9%	0.54%	100%
Below S$250,000							
Philip Burdon	100%	–	–	–	–	–	100%
Paul Jeremy Brough	100%	–	–	–	–	–	100%
Jennie Chua	100%	–	–	–	–	–	100%
Timothy Teo Lai Wah	100%	–	–	–	–	–	100%

Notes:
1 Full-time employee of the Company. Mr Thomas retired from the Company on 1 August 2014.
2 Appointed as Chief Executive Officer and Director of the Company on 18 October 2014

Remuneration packages for Management comprise a fixed component (in the form of a base salary, a 13th month Annual Wage Supplement and, where applicable, fixed allowances and other benefits-in-kind in accordance with the Group's human resource policies) and a variable component (which includes variable bonuses) determined in each specific year by the Group's and the individual's respective performances as well as industry practice.

In reviewing and determining the remuneration packages of Management, the RC considers their individual responsibilities, skills, expertise and contributions to the Group's performance and whether the remuneration packages are competitive and sufficient to ensure that the Group is able to attract and retain executive talent.

The remuneration of the top five key executives who are not Directors of the Company or the CEO is disclosed in bands of S$250,000 below, but the aggregate and the breakdown of such remuneration is not disclosed so as to maintain confidentiality of staff remuneration matters and to support the Company's efforts in attracting and retaining executive talent.

Total Remuneration in Bands of S$250,000	Number of Key Executives who are not Directors of the Company	
	FY2015	FY2014
S$1,450,000 to S$1,700,000	–	1
S$500,001 to S$750,000	2	2
S$250,001 to S$500,000	3	2

During FY2015, the Company did not pay any termination, retirement or post-employment compensation or benefits to the Directors, the CEO, or the top five executives who are not the Directors or the CEO.

GL ESOS 2008 allows the grant of options over newly issued and/or existing shares of GL to confirmed employees (including executive directors) of the Group, excluding non-executive directors of GL, directors and employees of associated companies of GL, and as well as directors and employees of Guoco Group Limited and its subsidiaries (excluding members of the Group) and GL's controlling shareholders or their associates are not eligible to participate in GL ESOS 2008.

The Company established ESOS 2008 as a long-term incentive scheme under which options for shares in the Company may be granted to employees of the Group, including executive directors of the Group, but excluding directors and employees of the Company's associated companies. Details of ESOS 2008 are set out in Note 21 of the Notes to the Financial Statements on pages 78 to 81.

The Company and its principal subsidiaries do not have any employee who is an immediate family member of any of the Directors (including the Executive Director) and whose remuneration exceeded S$50,000 during FY2015.

(C) ACCOUNTABILITY AND AUDIT

Principle 10
Accountability

The Board is committed to providing the Company's shareholders with a balanced and understandable assessment of the Company's performance, position and prospects via announcements of its quarterly and annual financial results.

Management provides the Board with Company's accounts on a quarterly basis. Such reports enable the Directors to keep abreast of the Group's operating and financial performance and position, and to make a balanced and informed assessment of the performance, position and prospects.

Principle 11
Risk Management & Internal Controls

The Board recognises the importance of a sound system of internal controls to safeguard shareholders' interests and investments and the Group's assets, and to manage risks. The Board, through the AC, oversees and reviews the adequacy and effectiveness of the Group's internal controls, assesses financial risks and determines the Group's risk profile.

The AC ensures the effectiveness of internal controls through monitoring and checks by the Internal Audit Department. The Internal Audit Department reports directly to the AC. The Internal Audit Department adheres to an audit plan approved by the AC in reviewing and testing the adequacy and effectiveness of the Group's internal controls.

On an annual basis, an Internal Audit and Risk Assurance Report is presented to the AC on significant risks and risk exposures impacting the Group's key businesses and the measures taken by Management to address them.

The Board recognises that no system of control will provide absolute assurance against material misstatement or loss. However, based on reviews carried out by the Internal Audit Department, Management and external auditors, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls, including financial, operational, compliance and information technology controls and risk management systems, are adequate and effective.

The Board has received assurance from Mr Michael Bernard DeNoma, CEO and Mr Ho Kah Meng, Chief Financial Officer, of the Company that:

(a) the financial records of the Company have been properly maintained and the financial statements for FY2015 give a true and fair view of the Company's operations and finances; and

(b) the Company's system of risk management and internal controls is effective in addressing the material risks in its current business environment including financial, operational, compliance and information technology risks.

Principle 12
Audit Committee

The composition of the AC is set out on page 4. All the members of the AC are non-executive Directors. The majority of its members, including the AC Chairman, are independent.

All the AC members have recent and relevant accounting or related financial management expertise or experience, and the Board is satisfied that such members are appropriately qualified to discharge their responsibilities.

The AC has (a) explicit authority to investigate any matter within its terms of reference; (b) full access to and cooperation from Management; (c) the discretion to invite any Director or executive officer to attend its meetings; and (d) reasonable resources for the proper discharge of its functions.

The terms of reference of the AC are set out in the Company's Code of Corporate Governance.

Under the written terms of reference of the AC, the AC's duties include the following:

- Reviewing the Group's financial statements prior to their submission to the Board;
- Reviewing the adequacy and effectiveness of the Group's internal controls (including financial, operational, compliance and information technology controls, and risk management);
- Reviewing the adequacy, results and effectiveness of internal and external audit;
- Reviewing the independence of external auditors and confirming that non-audit services (if any) provided by external auditors do not affect their independence, and making recommendations to the Board on the appointment of external auditors;
- Meeting with the Company's internal and external auditors in the absence of Management;
- Noting or reviewing interested person transactions; and
- Reviewing the Company's whistle-blowing policy which sets out the procedure for raising, responsibly and in confidence, concerns about possible improprieties.

During FY2015, the work performed by the AC included the following:

- Reviewing the Group's financial statements prior to submission to the Board;
- Reviewing the adequacy and effectiveness of the Group's internal controls (including financial, operational, compliance and information technology controls, and risk management);
- Reviewing the adequacy, results and effectiveness of internal and external audit;
- Reviewing the independence of external auditors and confirming that non-audit services provided by external auditors do not affect their independence, and making recommendations to the Board on the appointment of external auditors;
- Meeting with the Company's internal and external auditors in the absence of Management; and
- Noting or reviewing interested person transactions.

For FY2015, an aggregate of US$738,101, comprising audit fees of US$543,897 and non-audit fees of US$194,204, was paid/payable to the Company's external auditors. Non-audit fees amounted to 26% of the total fees paid/payable to the auditor of the Company and are not substantial.

In August 2006, the Company adopted a whistle-blowing policy under which the staff of the Group may raise concerns regarding fraud, theft and other improprieties at work to the AC Chairman or the Internal Audit Department for investigation. The policy provides reassurance to whistle-blowers that they will not be victimised if they act in good faith.

The external auditors keep the AC apprised of any changes to accounting standards and issues which have a direct impact on the Company's Financial Statements.

The Company has complied with Rules 712, 715 and 716 of the Listing Manual issued by SGX in relation to the appointment of its external auditors.

Principle 13
Internal Audit

The Group has an Internal Audit Department comprising qualified personnel, which assists the AC in discharging its responsibilities.

The Internal Audit Department reviews the effectiveness of the Group's internal controls. Material non-compliance and internal control weaknesses noted during such audit and the recommendations of the Internal Audit Department are reported to the AC quarterly.

Internal mitigating controls under the Group's risk management framework may not eliminate all risks of failure, but these control mechanisms seek to provide reasonable assurance against material misstatement or loss.

The Company's internal auditors meet or exceed the standards set by internationally recognised professional bodies, including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

(D) SHAREHOLDER RIGHTS AND RESPONSIBILITES

Principle 14 : Shareholder Rights
Principle 15 : Communication with Shareholders
Principle 16 : Conduct of Shareholder Meetings

The Company ensures timely and adequate disclosure of information on matters of material impact to its shareholders by providing information on the Company's financial performance, position and prospects by means of announcements released through SGXNet and through the Company's annual reports, press releases and the Company's website at **http://www.guocoleisure.com**.

Management meets investors and analysts on a regular basis. Such meetings provide a forum for explaining the Group's business strategy.

Shareholders are given opportunities to participate at the Company's general meetings. The Board, Management and the Company's external auditors are present at these meetings to address any questions that shareholders may have. If any shareholder is unable to attend a general meeting, he or she may appoint up to two proxies to attend and vote on his or her behalf at such general meeting.

Disclosures through SGXNET, meetings with investors and analysts at regular meetings and general meetings are the means by which the Company keeps shareholders informed of corporate developments.

Enquiries from shareholders, investors, analysts and the press are handled by designated members of senior management in lieu of a dedicated investor relations team. Such designated employees attend meetings with investors and analysts.

The Company has used the electronic poll voting system since its 2013 Annual General Meeting and will do so at its forthcoming AGM in October 2015. Due to security concerns, the Company will not be implementing absentia voting methods such as by mail, e-mail or facsimile.

The Company does not have a fixed dividend policy. The frequency and amount of dividends depend on the Company's earnings, cash flow, capital requirements, general financial and business conditions and other factors as the Board deems appropriate. Declarations of dividend are clearly communicated to shareholders via announcements on SGXNET when the Company releases its annual financial results.

(E) DEALINGS IN SECURITIES

In its Code of Corporate Governance, the Company provides guidelines to the Company's officers in relation to dealings in securities. These guidelines set out, inter alia, that officers should refrain from dealing in any securities of the Company when they are in possession of unpublished price-sensitive information in relation to those securities, and during the Company's close period (defined as two weeks immediately preceding the announcement of the Company's quarterly or half yearly results, and one month preceding the announcement of annual results, in each case up to and including the date of announcement of the relevant results). Officers are also reminded to refrain from dealing in the Company's securities on short-term considerations. These guidelines have been disseminated to all Directors, officers and key employees of the Group.

(F) INTERESTED PERSON TRANSACTIONS

The AC reviewed interested person transactions entered into by the Group during FY2015. The aggregate value of interested person transactions entered into during FY2015 is set out below.

Name of interested person	Aggregate value of all Interested Person Transactions entered into during FY2015 under review (excluding transactions less than S$100,000 each and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual of the Singapore Exchange Securities Trading Limited)	Aggregate value of all Interested Person Transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual of the Singapore Exchange Securities Trading Limited (excluding transactions less than S$100,000 each)
Hong Leong Group Malaysia	S$11,631,568.69	Not applicable

As the Company does not have any shareholders' mandate pursuant to Rule 920 of the Listing Manual of the Singapore Exchange Securities Trading Limited, there is no interested person transaction associated therewith.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Group is committed to meeting high standards of corporate citizenship as well as protecting the environment, and aims to ensure the health and safety of our employees and all who are affected by our operations.

Below are the areas of CSR on which the Group is currently focused:

1. ENVIRONMENTAL SUSTAINABILITY

Wherever possible, GuocoLeisure's environmental policy requires working with suppliers and partners to reduce energy and water consumption, increase recycling levels and incorporate renewable energy into its business practices to minimize operational expenses as well as its carbon footprint. This policy is regularly monitored and updated to reflect new initiatives and processes.

With the high cost of energy and the aim of promoting clean renewable energy, GuocoLeisure's subsidiary, Molokai Properties Limited ("**MPL**"), is working with a third party to develop solar energy on the Hawaiian island of Molokai. This will decrease the importation of fossil fuel to the island and is compliant with the recent State of Hawaii initiative mandating transition from imported fossil fuel to 100% use of renewable energy by 2045.

2. ENGAGING COMMUNITIES

GuocoLeisure's subsidiary, GLH Hotels Limited, has a fundraising project, "Lite@Nite", which engages the subsidiary's entire workforce for the benefit of vulnerable children and to raise awareness of children's issues. In the last 2 years, Lite@Nite has raised £172,108 for five recognised children's charities through a nation-wide employee relay which involves swimming, running, cycling and walking 1400 miles. Lite@Nite also sponsors fun and engaging triathlons for children. For further information, please refer to **www.liteatnite.co.uk**.

MPL has supported and donated funds to causes within the Molokai community (including Molokai 4H, an agriculture club which promotes animal husbandry) and Molokai schools, and has assisted the less fortunate of the Molokai community.

3. HUMAN CAPITAL

In the workplace, the Group's efforts go towards creating a conducive work environment which encourages employee development and involvement in its business. Its human resource management strives to foster continuous teamwork for a competitive business environment with emphasis on learning, workplace safety and employee engagement.

(a) Learning & Development

GuocoLeisure seeks to maximise the potential of its employees via a combination of seminars, workshops and on-the-job training. Where appropriate, employees are required to enrol in courses and obtain certification relevant to their duties.

MPL continually supports employee education for retention of licenses which are relevant to their duties. In addition, employees attend classes to learn the newest methods so as to increase productivity.

(b) Workplace Health & Safety

GuocoLeisure actively cultivates a strong safety culture in the workplace to achieve a safe and accident-free working environment via regular environment, health and safety training for employees.

(c) Employee Engagement

In addition to surveying staff opinion, employee engagement includes medical officer advice telephone support, psychological (counselling) services, health promotion and wellness screening.

The Group continues to conduct its CSR practices in all the markets it operates in, in line with the CSR framework of the Hong Leong Group (the Malaysian conglomerate of which the Group is a part).

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REPORT OF THE AUDITORS

To the Members of GuocoLeisure Limited

We have audited the accompanying financial statements of GuocoLeisure Limited (the "Company") and its subsidiaries (the "Group"), which comprise the statements of financial position of the Group and the Company as at 30 June 2015, the income statement of the Group, statements of comprehensive income and statements of changes in equity of the Group and of the Company and statement of cash flows of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 36 to 99.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of Bermuda law and International Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the consolidated financial statements of the Group and the statement of financial position, statement of comprehensive income and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the International Financial Reporting Standards so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2015 and the financial performance and changes in equity of the Group and of the Company and cash flows of the Group for the year ended on that date.

KPMG LLP

KPMG LLP
Public Accountants and
Chartered Accountants

Singapore

27 August 2015

CONSOLIDATED INCOME STATEMENT
For the year ended 30 June 2015

	Note	2015 US$M	2014 US$M Restated
Revenue	2	**423.2**	461.9
Cost of sales		**(179.6)**	(194.9)
Gross profit		**243.6**	267.0
Other operating income	3	**1.2**	2.4
Administrative expenses		**(168.4)**	(185.9)
Other operating expenses		**(0.2)**	(4.3)
Operating profit		**76.2**	79.2
Finance income		**4.4**	6.8
Finance costs		**(21.3)**	(32.1)
Net financing costs	4	**(16.9)**	(25.3)
Profit before tax	5	**59.3**	53.9
Income tax expense	6	**(11.8)**	(15.3)
Profit for the year		**47.5**	38.6
Profit attributable to:			
Owners of the Company		**47.9**	39.0
Non-controlling interests		**(0.4)**	(0.4)
Profit for the year		**47.5**	38.6
Basic earnings per share (cents)	7	**3.7**	3.0
Diluted earnings per share (cents)	7	**3.7**	3.0

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2015

	2015 US$M	2014 US$M
Profit for the year	**47.5**	38.6
Other comprehensive income		
Items that will not be reclassified to profit or loss:		
Pension actuarial gains and losses	**2.9**	(3.2)
Deferred tax associated with pension actuarial gains and losses	**(0.6)**	(0.3)
Items that are or may be reclassified subsequently to profit or loss:		
Net exchange translation difference relating to financial statements of foreign subsidiaries	**(89.1)**	97.2
Change in fair value of available-for-sale investments	*	0.1
Change in fair value on cash flow hedges	**(2.9)**	–
Other comprehensive income for the year, net of income tax	**(89.7)**	93.8
Total comprehensive income for the year	**(42.2)**	132.4
Total comprehensive income attributable to:		
Owners of the Company	**(42.0)**	133.0
Non-controlling interests	**(0.2)**	(0.6)
Total comprehensive income for the year	**(42.2)**	132.4

** Amount less than US$0.1m*

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2015

	Share capital US$M	Contributed surplus US$M	Translation reserve US$M	Fair value reserve US$M
Balance at 1 July 2014	**273.6**	**654.2**	**(10.4)**	**0.6**
Total comprehensive income for the year				
Profit for the year	–	–	–	–
Other comprehensive income				
Net exchange translation difference relating to financial statements of foreign subsidiaries	–	–	**(89.3)**	–
Change in fair value of available-for-sale investments	–	–	–	*
Change in fair value on cash flow hedges	–	–	–	–
Pension actuarial gains and losses	–	–	–	–
Deferred tax associated with pension actuarial gains and losses	–	–	–	–
Total other comprehensive income, net of income tax	–	–	**(89.3)**	*
Total comprehensive income for the year, net of income tax	–	–	**(89.3)**	*
Transactions with owners, recorded directly in equity				
Purchase of shares of the Company for ESOS 2008	–	–	–	–
Value of employee services received for issue of share options	–	–	–	–
First and final dividend of S$0.02 per share for the year ended 30 June 2014	–	–	–	–
Total transactions with owners	–	–	–	–
Balance at 30 June 2015	**273.6**	**654.2**	**(99.7)**	**0.6**

* *Amount less than US$0.1m*

The accompanying notes form an integral part of these financial statements.

Hedging reserve US$M	Capital reserve share based payment US$M	Equity compensation reserve US$M	ESOS reserve US$M	Retained earnings US$M	Total US$M	Non-controlling interests US$M	Total equity US$M
–	**(1.6)**	**3.4**	**(42.2)**	**339.7**	**1,217.3**	**(2.5)**	**1,214.8**
–	**–**	**–**	**–**	**47.9**	**47.9**	**(0.4)**	**47.5**
–	**–**	**–**	**–**	**–**	**(89.3)**	**0.2**	**(89.1)**
–	**–**	**–**	**–**	**–**	*****	**–**	*****
(2.9)	**–**	**–**	**–**	**–**	**(2.9)**	**–**	**(2.9)**
–	**–**	**–**	**–**	**2.9**	**2.9**	**–**	**2.9**
–	**–**	**–**	**–**	**(0.6)**	**(0.6)**	**–**	**(0.6)**
(2.9)	**–**	**–**	**–**	**2.3**	**(89.9)**	**0.2**	**(89.7)**
(2.9)	**–**	**–**	**–**	**50.2**	**(42.0)**	**(0.2)**	**(42.2)**
–	**–**	**–**	**(4.0)**	**–**	**(4.0)**	**–**	**(4.0)**
–	**–**	**0.9**	**–**	**–**	**0.9**	**–**	**0.9**
–	**–**	**–**	**–**	**(20.1)**	**(20.1)**	**–**	**(20.1)**
–	**–**	**0.9**	**(4.0)**	**(20.1)**	**(23.2)**	**–**	**(23.2)**
(2.9)	**(1.6)**	**4.3**	**(46.2)**	**369.8**	**1,152.1**	**(2.7)**	**1,149.4**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY *Continued*

For the year ended 30 June 2015

	Share capital US$M	Contributed surplus US$M	Translation reserve US$M	Fair value reserve US$M
Balance at 1 July 2013	273.6	654.2	(107.8)	0.5
Total comprehensive income for the year				
Profit for the year	–	–	–	–
Other comprehensive income				
Net exchange translation difference relating to financial statements of foreign subsidiaries	–	–	97.4	–
Change in fair value of available-for-sale investments	–	–	–	0.1
Change in fair value on cash flow hedges	–	–	–	–
Pension actuarial gains and losses	–	–	–	–
Deferred tax associated with pension actuarial gains and losses	–	–	–	–
Total other comprehensive income, net of income tax	–	–	97.4	0.1
Total comprehensive income for the year, net of income tax	–	–	97.4	0.1
Transactions with owners, recorded directly in equity				
Purchase of shares of the Company for ESOS 2008	–	–	–	–
Value of employee services received for issue of share options	–	–	–	–
First and final dividend of S$0.02 per share for the year ended 30 June 2013	–	–	–	–
Total transactions with owners	–	–	–	–
Balance at 30 June 2014	273.6	654.2	(10.4)	0.6

The accompanying notes form an integral part of these financial statements.

	Hedging reserve US$M	Capital reserve share based payment US$M	Equity compensation reserve US$M	ESOS reserve US$M	Retained earnings US$M	Total US$M	Non-controlling interests US$M	Total equity US$M
	–	(1.6)	2.7	(40.3)	325.2	1,106.5	(1.9)	1,104.6
	–	–	–	–	39.0	39.0	(0.4)	38.6
	–	–	–	–	–	97.4	(0.2)	97.2
	–	–	–	–	–	0.1	–	0.1
	–	–	–	–	–	–	–	–
	–	–	–	–	(3.2)	(3.2)	–	(3.2)
	–	–	–	–	(0.3)	(0.3)	–	(0.3)
	–	–	–	–	(3.5)	94.0	(0.2)	93.8
	–	–	–	–	35.5	133.0	(0.6)	132.4
	–	–	–	(1.9)	–	(1.9)	–	(1.9)
	–	–	0.7	–	–	0.7	–	0.7
	–	–	–	–	(21.0)	(21.0)	–	(21.0)
	–	–	0.7	(1.9)	(21.0)	(22.2)	–	(22.2)
	–	(1.6)	3.4	(42.2)	339.7	1,217.3	(2.5)	1,214.8

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 30 June 2015

	Note	2015 US$M	2014 US$M
ASSETS			
Hotels, property and equipment	8	**1,220.2**	1,286.8
Intangible assets	9	**126.2**	152.4
Pensions surplus	17	**10.3**	3.7
Other investments	10	**2.5**	3.1
TOTAL NON-CURRENT ASSETS		**1,359.2**	1,446.0
Inventories		**1.0**	1.0
Development properties	11	**177.0**	176.8
Trade and other receivables	12	**65.6**	85.1
Assets held for sale	13	**–**	0.1
Cash and cash equivalents	14	**21.8**	9.1
TOTAL CURRENT ASSETS		**265.4**	272.1
TOTAL ASSETS		**1,624.6**	1,718.1
LIABILITIES			
Loans and borrowings	15	**20.7**	250.4
Trade and other payables	16	**112.1**	114.3
Corporate tax payable		**2.1**	9.5
Provisions	17	**3.2**	1.3
TOTAL CURRENT LIABILITIES		**138.1**	375.5
Loans and borrowings	15	**308.5**	99.2
Pensions obligations	17	**3.6**	5.3
Deferred tax liabilities	18	**22.1**	23.3
Derivative financial instrument	19	**2.9**	–
TOTAL NON-CURRENT LIABILITIES		**337.1**	127.8
TOTAL LIABILITIES		**475.2**	503.3
NET ASSETS		**1,149.4**	1,214.8
SHARE CAPITAL AND RESERVES (pages 38 to 41)			
Owners of the Company		**1,152.1**	1,217.3
Non-controlling interests		**(2.7)**	(2.5)
TOTAL EQUITY		**1,149.4**	1,214.8

The accompanying notes form an integral part of these financial statements.

On behalf of the Board of Directors

Quek Leng Chan
Non-Executive Chairman

Michael Bernard DeNoma
Chief Executive Officer & Director

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2015

	Note	2015 US$M	2014 US$M
OPERATING ACTIVITIES			
Profit before financing costs		**76.2**	79.2
Adjustments for non-cash items			
Depreciation of hotels, property and equipment		**23.3**	24.8
Amortisation of intangible assets		**3.6**	4.0
Other non-cash items		**0.9**	0.7
Impairment of intangible asset		**–**	4.3
Loss/(gain) on disposal of casino licence and other investments		**0.1**	(1.8)
Net change in working capital items			
Inventories/development properties		**(0.1)**	(0.2)
Trade and other receivables		**23.4**	(2.2)
Trade and other payables		**(1.7)**	24.3
Provisions		**(2.6)**	(4.6)
Income tax paid		**(19.2)**	(18.4)
Purchase of shares of the Company for ESOS 2008		**(4.0)**	(1.9)
Cash flows from operating activities		**99.9**	108.2
INVESTING ACTIVITIES			
Proceeds from sale of property and equipment, casino licence, and other investments		**0.8**	10.2
Acquisition of hotels, property and equipment		**(55.4)**	(39.1)
Acquisition of intangible assets		**–**	(0.1)
Cash flows used in investing activities		**(54.6)**	(29.0)
FINANCING ACTIVITIES			
Drawdown of short-term borrowings		**1.5**	32.6
Repayment of short-term borrowings		**(2.0)**	(68.6)
Drawdown of long-term borrowings		**217.1**	–
Redemption of mortgaged debenture stock		**(217.3)**	–
Interest received		**0.1**	0.1
Interest paid		**(21.4)**	(31.6)
Other financing costs		**(0.3)**	(0.1)
Realised exchange gains/(losses) on financial derivatives		**0.6**	(0.2)
Dividend paid to shareholders of the Company		**(20.1)**	(21.0)
Cash flows used in financing activities		**(41.8)**	(88.8)
Net increase/(decrease) in cash and cash equivalents		**3.5**	(9.6)
Cash and cash equivalents at beginning of the year		**(2.4)**	7.7
Effect of exchange rate fluctuations on cash held		*****	(0.5)
Cash and cash equivalents at end of the year	14	**1.1**	(2.4)

** Amount less than US$0.1m*

The accompanying notes form an integral part of these financial statements.

SIGNIFICANT ACCOUNTING POLICIES

GuocoLeisure Limited (the "**Company**") is a company continued in Bermuda as an exempted company with its registered office at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda. The intermediate holding company is Guoco Group Limited, incorporated in Bermuda. The ultimate holding company is Hong Leong Company (Malaysia) Berhad, incorporated in Malaysia. The consolidated financial statements for the year ended 30 June 2015 relate to the Company and its subsidiaries (together, "**Group**").

(A) STATEMENT OF COMPLIANCE

The financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") promulgated by the International Accounting Standards Board ("**IASB**"), and the requirements of Bermuda law.

The financial statements were authorised for issue by the Directors on 27 August 2015.

(B) BASIS OF PREPARATION

The financial statements are presented in United States Dollars ("**USD**") which is the functional currency of the Company. In determining the functional currency of the Company, management considered the economic environment that the Company operates and exercised judgment that USD represent the economic effect of the underlying transactions, events and conditions.

All financial information is rounded to the nearest hundred thousand, unless otherwise stated. They are prepared on the historical cost basis except otherwise described below.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. 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, and in any future periods affected.

In addition to the Company's critical judgment in determining its functional currency as described above, information about other significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:

Note (8) - Measurement of recoverable amount of hotels, property and equipment
Note (9) - Measurement of recoverable amount of intangible assets
Note (11) - Valuation of development properties

The Group adopted new/revised IFRS which became effective during the year. The initial adoption of these standards and interpretations have no impact on the financial statements. Except as described above, the accounting policies set out below have been applied consistently to all periods presented in these financial statements and have been applied consistently by Group entities.

Certain comparative amounts in the income statement have been reclassified to conform with the current year's presentation (see Note 30).

(C) BASIS OF CONSOLIDATION

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

A joint operation is an arrangement in which the Group has joint control whereby the Group has rights to the assets, and obligations for the liabilities, relating to an arrangement. The consolidated financial statements include the assets that the Group controls and the liabilities that it incurs in the course of pursuing the joint operation and the expenses that the Group incurs and its share of the income that it earns from the joint operation. With the existing casting vote power in joint operation, its assets and liabilities should be recognised in full with a non-controlling interest ("**NCI**") of 50%.

Business combinations are accounted for using the acquisition method in accordance with IFRS 3 *Business Combination* as at the acquisition date, which is the date on which control is transferred to the Group. The cost of an acquisition is measured as the fair value of assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus cost directly attributable to the acquisition. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any NCI. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the profit or loss.

Intra-group balances and transactions, and any unrealised gains arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Investments in subsidiaries are stated in the Company's statement of financial position at cost less, if any, impairment losses.

The Company has established a Trust for the GuocoLeisure Limited Executives' Share Options Scheme ("**ESOS 2008**") and the Trust is administered by a Trustee. Pursuant to the trust deed for the Trust ("**Trust Deed**"), the Trust acquires issued shares of the Company for the purpose of satisfying outstanding options granted to eligible employees under ESOS 2008. Subject to the determination that certain financial and performance targets are met by these employees, shares of the Company held under the Trust ("**ESOS Reserve**") will be transferred to these employees upon exercise of their share options. From the viewpoint of IFRS, the Company has control of the Trust as result of certain provisions in the Trust Deed (details of which are disclosed in Note (21) to the financial statements) and, accordingly, the Company has recognised the assets and liabilities of the Trust in its own financial statements.

(D) FOREIGN CURRENCY

(i) Foreign currency transactions

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (the "**functional currency**").

(D) FOREIGN CURRENCY *Continued*

(i) Foreign currency transactions *Continued*

Transactions in foreign currencies are translated to the respective functional currencies of Group's entities at the exchanges rate at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical costs are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising from retranslation are recognised in profit or loss, except for the following differences which are recognised in other comprehensive income ("**OCI**") arising on the retranslation of available-for-sale equity instruments (except on impairment in which case foreign currency differences that have been recognised in OCI are reclassified to profit and loss) and qualifying cash flow hedges to the extent the hedge is effective.

(ii) Foreign operations

The assets and liabilities of foreign operations are translated to USD at exchange rates at the reporting date. The income and expenses of foreign operations are translated to USD at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI, and presented in the foreign currency translation reserve ("**translation reserve**") in equity. However, if the operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the NCI. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to NCI.

(E) DERIVATIVE FINANCIAL INSTRUMENTS, INCLUDING HEDGE ACCOUNTING

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through profit or loss.

(E) DERIVATIVE FINANCIAL INSTRUMENTS, INCLUDING HEDGE ACCOUNTING *Continued*

On initial designation of the derivative as the hedging instrument, the Group formally documents the relationship between the hedging instrument and the hedged item, including the risk management objectives and strategy in undertaking the hedge transaction and the hedged risk, together with the methods that will be used to assess the effectiveness of the hedging relationship. The Group makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, of whether the hedging instruments are expected to be 'highly effective' in offsetting the changes in the fair value or cash flows of the respective hedged items attributable to the hedged risk, and whether the actual results of each hedge are within a range of 80 - 125%. For a cash flow hedge of a forecast transaction, the transaction should be highly probable to occur and should present an exposure to variations in cash flows that could ultimately affect reported profit or loss.

Derivatives are recognised initially at fair value; any attributable transaction costs are recognised in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are accounted for as described below.

Cash flow hedges

When a derivative is designated as the hedging instrument in a hedge of the variability in cash flows attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction that could affect profit or loss, the effective portion of changes in the fair value of the derivative is recognised in OCI and presented in the hedging reserve in equity. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

When the hedged item is a non-financial asset, the amount accumulated in equity is retained in OCI and reclassified to profit or loss in the same period or periods during which the non-financial item affects profit or loss. In other cases as well, the amount accumulated in equity is reclassified to profit or loss in the same period that the hedged item affects profit or loss. If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. If the forecast transaction is no longer expected to occur, then the balance in equity is reclassified to profit or loss.

(F) NON-DERIVATIVE FINANCIAL ASSETS

The Group initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

(F) NON-DERIVATIVE FINANCIAL ASSETS *Continued*

The Group classifies non-derivative financial assets into the following categories: loans and receivables and available-for-sale financial assets.

(i) Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents, and trade and other receivables, excluding prepaid expenses.

(ii) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits with maturities of three months or less from date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments. For the purpose of the statement of cash flows, pledged deposits are excluded whilst bank overdrafts that are repayable on demand and that form an integral part of the Group's cash management are included in cash and cash equivalents.

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or are not classified in any of the above categories of financial assets. Available-for-sale financial assets are recognised initially at cost plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale monetary items are recognised in OCI and presented in the fair value reserve in equity. When an investment is derecognised, the gain or loss accumulated in equity is reclassified to profit or loss.

Available-for-sale financial assets comprise shares in unlisted venture fund.

(G) NON-DERIVATIVE FINANCIAL LIABILITIES

The Group initially recognises debt securities issued and subordinated liabilities on the date that they are originated. Financial liabilities for contingent consideration payable in a business combination are recognised at the date of acquisition. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial liabilities for contingent consideration payable in a business combination are initially measured at fair value. Subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

(G) NON-DERIVATIVE FINANCIAL LIABILITIES *Continued*

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial liabilities, into the other financial liabilities category. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method. Other financial liabilities comprise loans and borrowings, bank overdraft, and trade and other payables.

(H) HOTELS, PROPERTY AND EQUIPMENT

(i) Recognition and measurement

Items of hotels, property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of hotels, property and equipment have different useful lives, they are accounted for as separate items (major components) of hotels, property and equipment.

The gain and loss on disposal of an item of hotels, property and equipment (calculated as the difference between proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

(ii) Depreciation

Depreciation is charged to the profit or loss on a straight-line basis over the estimated useful lives of items of hotels, property and equipment. Freehold land is not depreciated. Depreciation rates are:

Vehicles and fittings	4% to $33^1/_3$%
Core elements of freehold building and long leasehold land and buildings (more than 20 years to run)	Remaining useful economic life (up to 100 years)
Short leasehold land and buildings (less than 20 years to run)	Remaining life of lease

Depreciation method, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

(I) INTANGIBLE ASSETS

(i) Bass Strait oil and gas royalty

Bass Strait oil and gas royalty is stated at cost less accumulated amortisation and impairment losses. The cost is amortised on a straight-line basis so as to write off the cost over its estimated useful life of 30 years.

Amortisation method and useful life are reviewed at each financial year-end and adjusted if appropriate.

(I) INTANGIBLE ASSETS *Continued*

(ii) Casino licences

The Group capitalises acquired casino licences. Management believes that licences have an indefinite life as there is no foreseeable limit to the period during which the licences are expected to generate net cash inflows and each licence holds a value outside the property in which it resides. Each licence is stated at cost and reviewed annually for impairment.

(iii) Hotel brand

The hotel brand is stated at cost less accumulated amortisation and impairment losses. The cost is amortised on a straight-line basis so as to write off the cost over its estimated useful life of 10 years.

(iv) Casino brand

The Group capitalises acquired casino brand. Management believes that the brand has an indefinite life as there is no foreseeable limit to the period during which the brand is expected to generate net cash inflows. The casino brand is stated at cost and reviewed annually for impairment.

(J) DEVELOPMENT PROPERTIES

Development properties are stated at the lower of cost and net realisable value. The cost of development properties includes expenditure incurred in acquiring the development properties and other cost incurred bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale.

(K) IMPAIRMENT

(i) Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount are estimated. For intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time. An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit ("**CGU**") exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. 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 or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The Group's corporate assets do not generate separate cash inflows and are utilised by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

(K) IMPAIRMENT *Continued*

(i) Impairment of non-financial assets *Continued*

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro rata basis.

In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(ii) Impairment of non-derivative financial assets

A financial asset not carried at fair value through profit or loss is assessed at the end of each reporting period to determine whether there is any objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event has an impact on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets (including equity securities) are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, adverse changes in the payment status of borrowers or issuers in the Group, economic conditions that correlate with defaults or the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment. The Group considers a decline of 20% to be significant and a period of 9 months to be prolonged.

Loans and receivables

The Group considers evidence of impairment for loans and receivables at both a specific asset and collective level. All individually significant loans and receivables are assessed for specific impairment. All individually significant receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet been identified. Loans and receivables that are not individually significant are collectively assessed for impairment by grouping together loans and receivables with similar risk characteristics.

In assessing collective impairment, the Group uses historical trends of probability of default, the timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or lesser than suggested by historical trends.

(K) IMPAIRMENT *Continued*

(ii) Impairment of non-derivative financial assets *Continued*

Loans and receivables *Continued*

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows, discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognised. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

Available-for-sale financial assets

Impairment losses on available-for-sale financial assets are recognised by reclassifying the losses accumulated in the fair value reserve in equity to profit or loss. The cumulative loss that is reclassified from equity to profit or loss is the difference between the acquisition cost, net of any principal repayment and amortisation, and the current fair value, less any impairment loss recognised previously in profit or loss. Any subsequent recovery in the fair value of an impaired available-for-sale equity security is recognised in OCI.

(L) EMPLOYEE BENEFITS

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

(ii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of any plan assets is deducted. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability (asset).

The discount rate is the yield at the reporting date on AAA credit rated bonds that have maturity dates approximating the terms of the Group's obligations and that are denominated in the currency in which the benefits are expected to be paid.

(L) EMPLOYEE BENEFITS *Continued*

(ii) Defined benefit plans *Continued*

The calculation is performed annually using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to any plan in the Group. An economic benefit is available to the Group if it is realisable during the life of the plan, or on settlement of the plan liabilities. The Group obtains the actuarial valuation at least once every three years.

Remeasurements of the net defined benefit liability comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest). The Group recognises them immediately in OCI and all expenses related to defined benefit plans in employee benefits expense in profit or loss.

When the benefits of a plan are changed, or when a plan is curtailed, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised immediately in profit or loss when the plan amendment or curtailment occurs.

The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs. The gain or loss on settlement is the difference between the present value of the defined benefit obligation being settled as determined on the date of settlement and the settlement price, including any plan assets transferred and any payments made directly by the Group in connection with the settlement.

(iii) Share-based payment transactions

The stock option programme allows Group's employees to acquire shares of the Company. The option exercise price equals 5-day weighted average market price of the shares immediately prior to the date of grant for which there was trading in the shares.

The Group accounts for the stock options as equity settled. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity compensation reserve. The fair value is measured at grant date and spread over the period during which the options vest.

At each reporting date, the Group revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates in employee expense and in a corresponding adjustment to equity over the remaining vesting period, where necessary.

(M) PROVISIONS

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at the pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(N) REVENUE AND INCOME RECOGNITION

Revenue from hotel operations is recognised in the profit or loss on an accrual basis, upon services being rendered. Revenue from hotel operations includes income earned from sales of food and beverages, rendering of laundry services and other miscellaneous income. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due or associated costs.

Revenue from oil and gas royalty is recognised on an accrual basis in accordance with the substance of the relevant agreements.

Revenue from gaming operations represents the net gaming wins and losses before deduction of gaming duty.

Revenue from property development relates to utility and lease income. Utility income is recognised in the profit or loss on an accrual basis, upon the water is generated. Lease income is recognised in the profit or loss on an accrual basis in accordance with the substance of the lease agreements.

Dividend income is recognised in the profit or loss on the date that the Group's right to receive payment is established.

Interest income is recognised in the profit or loss as it accrues, using the effective interest rate method.

(O) EXPENSES

(i) Operating lease payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

(ii) Financing costs

Financing costs comprise interest expense on borrowings calculated using the effective interest rate method. All other costs incurred in connection with borrowings are expensed as incurred as part of financing costs.

(P) INCOME TAX

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

(P) INCOME TAX *Continued*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and

- temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

(Q) EARNINGS PER SHARE

The Group presents basic and diluted earnings per share ("**EPS**") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding, adjusted for own shares held, and the effects of all dilutive potential ordinary shares, which comprise awards of performance and restricted shares granted to employees.

(R) SEGMENT REPORTING

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's chief operating decision-makers ("**CODM**") to make decisions about resources to be allocated to the segment and to assess its performance and for which discrete financial information is available.

Segment results that are reported to the Group's CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Segment capital expenditure is the total cost incurred during the year to acquire hotels, property and equipment, and intangible assets other than goodwill.

(S) PURCHASE OF SHARE CAPITAL FOR EQUITY AND EQUITY-RELATED COMPENSATION BENEFITS

Share purchased for the purpose of ESOS 2008 are classified as ESOS Reserve and presented as a deduction from equity.

Equity is reduced by the costs associated with such purchase, comprising the purchase consideration plus costs incidental to the acquisition.

(T) NON-CURRENT ASSETS HELD FOR SALE

Non-current assets or disposal groups comprising assets and liabilities that are highly probable to be recovered primarily through sale rather than through continuing use, are classified as held for sale. Immediately before classification as held for sale, the assets, or components of a disposal group, are remeasured in accordance with the Group's accounting policies. Thereafter, the assets, or disposal group, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, investment property and biological assets, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

Intangible assets once classified as asset held for sale are not amortised.

(U) SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Except where stated to refer to the Company, all notes refer to the Group.

1. SEGMENT REPORTING

In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has five reportable segments, as described below, which are the Group's strategic business units. The strategic business units engage in different business activities, offer different products and services and are managed separately.

The following summary describes the operations in each of the Group's reportable segments:

Hotels: This segment owns, leases and manages a chain of hotels in the United Kingdom under the "Guoman", "Clermont", "Amba", "every" and "Thistle Express" brand names.

Oil and gas: This segment receives royalty income from the entitlement of Bass Strait's oil and gas production in Australia.

Property development: This segment engages in development of land and properties in Fiji and Hawaii for sale.

Gaming: This segment engages in the casino operations under The Clermont Club, an exclusive casino in Mayfair, London.

Others: This segment covers the Group's other investments, treasury operations and corporate office.

Geographical Segments

The geographical segments are United Kingdom, Australasia, United States of America and Asia.

In presenting information geographically, segment revenue is based on the geographical location of the external customers. Segment assets are based on the geographical location of the assets.

1. SEGMENT REPORTING *Continued*

(i) Reportable segment revenue and profit and loss

	Hotels US$M	Oil and gas US$M	Property development US$M	Gaming US$M	Others US$M	2015 Total US$M
Revenue	**384.3**	**31.7**	**2.6**	**4.6**	**–**	**423.2**
Cost of sales	**(178.7)**	**–**	**–**	**(0.9)**	**–**	**(179.6)**
Gross profit	**205.6**	**31.7**	**2.6**	**3.7**	**–**	**243.6**
Other operating income	**0.5**	**–**	**0.2**	**0.1**	**0.4**	**1.2**
Administrative expenses	**(143.6)**	**(4.2)**	**(4.9)**	**(10.9)**	**(4.8)**	**(168.4)**
Other operating expenses	**–**	**–**	**–**	**–**	**(0.2)**	**(0.2)**
Operating profit/(loss)	**62.5**	**27.5**	**(2.1)**	**(7.1)**	**(4.6)**	**76.2**
Finance income	**3.9**	**–**	**–**	**–**	**0.5**	**4.4**
Finance costs	**(21.0)**	**–**	**–**	**(0.1)**	**(0.2)**	**(21.3)**
Net financing (costs)/income	**(17.1)**	**–**	**–**	**(0.1)**	**0.3**	**(16.9)**
Profit/(loss) before tax	**45.4**	**27.5**	**(2.1)**	**(7.2)**	**(4.3)**	**59.3**
Income tax (expense)/benefit	**(2.7)**	**(10.2)**	**–**	**1.1**	**–**	**(11.8)**
Profit/(loss) for the year	**42.7**	**17.3**	**(2.1)**	**(6.1)**	**(4.3)**	**47.5**

Restated	Hotels US$M	Oil and gas US$M	Property development US$M	Gaming US$M	Others US$M	2014 Total US$M
Revenue	403.9	41.5	2.8	13.7	–	461.9
Cost of sales	(192.1)	–	(0.1)	(2.7)	–	(194.9)
Gross profit	211.8	41.5	2.7	11.0	–	267.0
Other operating income	–	–	–	1.3	1.1	2.4
Administrative expenses	(158.0)	(4.5)	(4.5)	(11.0)	(7.9)	(185.9)
Other operating expenses	–	–	–	(4.3)	–	(4.3)
Operating profit/(loss)	53.8	37.0	(1.8)	(3.0)	(6.8)	79.2
Finance income	6.7	–	–	–	0.1	6.8
Finance costs	(31.3)	–	–	–	(0.8)	(32.1)
Net financing costs	(24.6)	–	–	–	(0.7)	(25.3)
Profit/(loss) before tax	29.2	37.0	(1.8)	(3.0)	(7.5)	53.9
Income tax expense	*	(13.3)	(0.4)	(1.6)	–	(15.3)
Profit/(loss) for the year	29.2	23.7	(2.2)	(4.6)	(7.5)	38.6

** Amount less than US$0.1m*

1. SEGMENT REPORTING *Continued*

(ii) Reportable segment asset and liability

	Hotels US$M	Oil and gas US$M	Property development US$M	Gaming US$M	Others US$M	2015 Total US$M
Segment assets	**1,299.4**	**82.5**	**180.4**	**45.7**	**16.6**	**1,624.6**
Segment liabilities	**460.9**	**–**	**1.5**	**4.7**	**8.1**	**475.2**
Depreciation and amortisation	**(23.0)**	**(3.6)**	*	**(0.2)**	**(0.1)**	**(26.9)**
Impairment on intangible assets	**–**	**–**	**–**	**–**	**–**	**–**
Capital expenditure	**54.9**	**–**	**0.2**	**0.1**	**0.2**	**55.4**

	Hotels US$M	Oil and gas US$M	Property development US$M	Gaming US$M	Others US$M	2014 Total US$M
Segment assets	1,356.7	115.1	183.5	53.8	9.0	1,718.1
Segment liabilities	479.5	–	7.4	2.9	13.5	503.3
Depreciation and amortisation	(24.5)	(3.9)	*	(0.3)	(0.1)	(28.8)
Impairment on intangible assets	–	–	–	(4.3)	–	(4.3)
Capital expenditure	38.9	–	0.1	0.1	–	39.1

** Amount less than US$0.1m*

(iii) Geographical information

	United Kingdom US$M	Australasia US$M	United States of America US$M	Asia US$M	2015 Total US$M
Revenue	**388.9**	**31.7**	**2.6**	**–**	**423.2**
Non-current assets	**1,273.6**	**82.5**	**2.9**	**0.2**	**1,359.2**
Capital expenditure	**55.0**	**–**	**0.2**	**0.2**	**55.4**

	United Kingdom US$M	Australasia US$M	United States of America US$M	Asia US$M	2014 Total US$M
Revenue (restated)	417.6	41.5	2.8	–	461.9
Non-current assets	1,337.4	105.1	3.3	0.2	1,446.0
Capital expenditure	39.0	–	0.1	–	39.1

2. REVENUE

	2015 US$M	2014 US$M Restated
Revenue from hotel operations	**384.3**	403.9
Revenue from Bass Strait oil and gas royalty	**31.7**	41.5
Revenue from gaming operations	**4.6**	13.7
Revenue from property developments	**2.6**	2.8
	423.2	461.9

3. OTHER OPERATING INCOME

	2015 US$M	2014 US$M Restated
Gain on disposal of casino licences	**0.1**	1.3
Sundry income	**1.1**	1.1
	1.2	2.4

4. NET FINANCING COSTS

	2015 US$M	2014 US$M Restated
Finance income	**4.4**	6.8
Interest expense	**(21.0)**	(31.3)
Other financing costs	**(0.3)**	(0.8)
Finance costs	**(21.3)**	(32.1)
Net financing costs	**(16.9)**	(25.3)

5. PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax:

	Note	2015 US$M	2014 US$M
Audit fees paid to:			
– auditors of the Company		**0.2**	0.2
– other auditors		**0.3**	0.3
Non-audit fees paid to:			
– auditors of the Company		**0.1**	–
– other auditors		**0.1**	0.1
Operating lease expense	23	**58.1**	71.1
Management fees paid to related party	24	**2.5**	2.2
Depreciation and amortisation		**26.9**	28.8
Personnel expenses (see below)		**109.7**	125.0

Personnel expenses

	2015 US$M	2014 US$M
Wages, salaries and benefits	**106.6**	122.7
Contribution to defined contribution plans	**1.5**	1.1
Contribution to defined benefit plans	**0.4**	0.4
Share option expense	**0.9**	0.7
Directors' fees	**0.3**	0.1
	109.7	125.0

Included in personnel expenses is compensation to key management personnel of the Group as follows:

	2015 US$M	2014 US$M
Directors of the Company		
– fees	**0.3**	0.1
Senior management personnel of the Group		
– salaries, bonuses, contributions to defined contribution and benefit plans and other benefits	**2.6**	2.9
– share option expense	**0.5**	0.3

6. INCOME TAX EXPENSE

Recognised in the income statement	**2015 US$M**	**2014 US$M**
Current tax expense:		
Current year	**12.8**	16.9
Adjustment for prior years	**(1.0)**	(2.7)
	11.8	14.2
Deferred tax (benefit)/expense:		
Origination and reversal of temporary differences	**1.2**	0.6
Reduction in tax rate	*	(3.8)
Adjustment for prior years	**(1.2)**	4.3
	*	1.1
Total income tax expenses in the income statement	**11.8**	15.3

Reconciliation of effective tax	**2015 US$M**	**2014 US$M**
Profit before tax	**59.3**	53.9
Effect of:		
Tax at the applicable rates# to profits in the countries concerned	**8.6**	9.7
Adjustment for prior years	**(2.2)**	1.6
Reduction in tax rate	*	(3.8)
Non-deductible expenses	**3.3**	2.2
Current year losses and deductible temporary differences for which no deferred tax asset was recognised	**(0.5)**	3.9
Others	**2.6**	1.7
	11.8	15.3

There is no tax payable by the Company as it is not liable for income tax in Bermuda.

 # This mainly comprises the combined corporate tax rates of United Kingdom and Australia.
** Amount less than US$0.1m*

7. EARNINGS PER SHARE

Basic earnings per share

The calculation of basic earnings per share is based on the net profit attributable to ordinary shareholders of US$47.9m (2014: US$39.0m) and the weighted average number of ordinary shares outstanding during the year, calculated as follows:

Weighted average number of ordinary shares (basic)	**Note**	**2015 M**	**2014 M**
Issued ordinary shares at 1 July	20	**1,368.1**	1,368.1
Effect of ESOS Reserve		**(68.3)**	(62.8)
Weighted average number of ordinary shares at 30 June		**1,299.8**	1,305.3

Diluted earnings per share

The calculation of diluted earnings per share is based on the net profit attributable to ordinary shareholders of US$47.9m (2014: US$39.0m) and the weighted average number of ordinary shares outstanding during the year, adjusted for the effects of all dilutive potential ordinary shares, calculated as follows:

Weighted average number of ordinary shares (diluted)	**2015 M**	**2014 M**
Weighted average number of ordinary shares (basic) at 30 June	**1,299.8**	1,305.3
Effect of weighted average share options in issue	**–**	–
Weighted average number of ordinary shares (diluted) at 30 June	**1,299.8**	1,305.3

As at 30 June 2015, there were no outstanding dilutive potential ordinary shares.

8. HOTELS, PROPERTY AND EQUIPMENT

2015	Freehold land and buildings US$M	Leasehold land and buildings US$M	Vehicles and fittings US$M	Total US$M
Cost				
Balance at 1 July 2014	**436.3**	**801.9**	**493.4**	**1,731.6**
Effect of movements in foreign exchange	**(33.5)**	**(61.5)**	**(37.7)**	**(132.7)**
Additions	**13.9**	**25.5**	**16.0**	**55.4**
Disposals	**–**	**–**	**(0.5)**	**(0.5)**
Balance at 30 June 2015	**416.7**	**765.9**	**471.2**	**1,653.8**
Accumulated depreciation				
Balance at 1 July 2014	**18.1**	**41.0**	**385.7**	**444.8**
Effect of movements in foreign exchange	**(1.4)**	**(3.1)**	**(29.6)**	**(34.1)**
Depreciation charge	**0.9**	**2.2**	**20.2**	**23.3**
Disposals	**–**	**–**	**(0.4)**	**(0.4)**
Balance at 30 June 2015	**17.6**	**40.1**	**375.9**	**433.6**
Net Book Value at 30 June 2015	**399.1**	**725.8**	**95.3**	**1,220.2**

2014	Freehold land and buildings US$M	Leasehold land and buildings US$M	Vehicles and fittings US$M	Total US$M
Cost				
Balance at 1 July 2013	390.3	714.6	411.8	1,516.7
Effect of movements in foreign exchange	45.4	83.0	47.5	175.9
Additions	0.6	4.3	34.2	39.1
Disposals	–	–	(0.1)	(0.1)
Balance at 30 June 2014	436.3	801.9	493.4	1,731.6
Accumulated depreciation				
Balance at 1 July 2013	12.8	28.9	333.9	375.6
Effect of movements in foreign exchange	1.7	3.6	39.2	44.5
Depreciation charge	3.6	8.5	12.7	24.8
Disposals	–	–	(0.1)	(0.1)
Balance at 30 June 2014	18.1	41.0	385.7	444.8
Net Book Value at 30 June 2014	418.2	760.9	107.7	1,286.8
Net Book Value at 1 July 2013	377.5	685.7	77.9	1,141.1

8. HOTELS, PROPERTY AND EQUIPMENT *Continued*

The Group reviews its carrying amount of hotels, property and equipment based on information from a variety of sources, including:

- discounted cash flow projections of hotel properties. The principal assumptions underlying these projections include cash flow forecast, revenue growth, maintenance capital expenditure and discount rates.

- prevailing and expected market conditions, with adjustments for nature, condition or location of the properties where appropriate.

As at 30 June 2015, the Group's secured borrowings totalling US$91.5m (2014: US$337.6m) (see Note 15) were secured on one hotel (2014: three hotels) owned by the Group with net book value of US$145.1m (2014: US$657.8m).

9. INTANGIBLE ASSETS

2015	Bass Strait oil and gas royalty US$M	Casino licences US$M	Hotel/ casino brands US$M	Total US$M
Cost				
Balance at 1 July 2014	**177.9**	**40.9**	**10.8**	**229.6**
Effect of movements in foreign exchange	**(32.5)**	**(3.1)**	**(0.8)**	**(36.4)**
Balance at 30 June 2015	**145.4**	**37.8**	**10.0**	**193.2**
Accumulated amortisation and impairment losses				
Balance at 1 July 2014	**72.8**	**–**	**4.4**	**77.2**
Amortisation	**3.6**	**–**	*	**3.6**
Effect of movements in foreign exchange	**(13.5)**	**–**	**(0.3)**	**(13.8)**
Balance at 30 June 2015	**62.9**	**–**	**4.1**	**67.0**
Net Book Value at 30 June 2015	**82.5**	**37.8**	**5.9**	**126.2**

** Amount less than US$0.1m*

9. INTANGIBLE ASSETS *Continued*

2014	Bass Strait oil and gas royalty US$M	Casino licences US$M	Hotel/ casino brands US$M	Total US$M
Cost				
Balance at 1 July 2013	175.1	36.6	9.8	221.5
Addition	–	–	0.1	0.1
Effect of movements in foreign exchange	2.8	4.3	0.9	8.0
Balance at 30 June 2014	177.9	40.9	10.8	229.6
Accumulated amortisation and impairment losses				
Balance at 1 July 2013	67.7	–	–	67.7
Amortisation	3.9	–	0.1	4.0
Impairment loss	–	–	4.3	4.3
Effect of movements in foreign exchange	1.2	–	–	1.2
Balance at 30 June 2014	72.8	–	4.4	77.2
Net Book Value at 30 June 2014	105.1	40.9	6.4	152.4
Net Book Value at 1 July 2013	107.4	36.6	9.8	153.8

The Bass Strait oil and gas royalty represents the Group's interest in the Bass Strait's oil and gas production in Australia. It has a remaining useful life of 25 years.

The directors have reviewed the cash flow projections and expected realisable amounts of the casino licences and brand name, taking into account prevailing and expected market conditions as well as historical trends and performance. The estimated realisable value of the casino licences and brand name exceeded the carrying amount as at 30 June 2015 and therefore, no impairment was required (2014: US$4.3m).

10. OTHER INVESTMENTS

	2015 US$M	**2014 US$M**
Shares in unlisted venture fund	**2.5**	3.1
	2.5	3.1

Other investments carried at fair value are categorised within level 3 of the fair value hierarchy. The fair values are determined using a valuation technique based on the net asset value approach, which takes into consideration the fair value of the underlying assets and liabilities of the venture fund. The assets held by the venture fund comprised non-publicly traded investments.

Non-publicly traded investments for which observable market prices in active markets do not exist are reported at estimated fair value, as determined based on the best information available and by reference to information including, but not limited to, the following: projected sales; net earnings; earnings before interest, taxes, depreciation and amortisation (EBITDA); financial position; comparable public or private sales transactions; subsequent rounds of financing; valuations for publicly traded comparable companies and/or other measures; and consideration of any other information, including the types of securities held and restrictions on disposition of the investee fund.

The methods used to estimate fair value may include (a) the market approach (fair value derived by reference to observable valuation measures), (b) the income approach (e.g. the discounted cash flow method) and (c) cost at acquisition or as indicated by the most recent round of financing. The estimated fair value of other investments would increase if net asset value was higher.

11. DEVELOPMENT PROPERTIES

The Group's development properties, which are wholly owned, are located in the United States of America, being the 55,575 (2014: 54,636) acre land parcel on Molokai island in Hawaii, and the Denarau Island Resort and Port Denarau Retail Commercial Centre in Fiji.

The directors have reviewed the cash flow projections and expected realisable amounts of the development properties, taking into account prevailing and expected market conditions as well as historical trends and performance. The estimated realisable value of the development properties in Molokai exceeded the carrying amount as at 30 June 2015 and no write-down was required.

12. TRADE AND OTHER RECEIVABLES

	2015 US$M	2014 US$M
Trade receivables #	**26.2**	30.0
Deposits	*	8.2
Royalty income receivable	–	10.0
Prepaid expenses	**35.1**	33.4
Other receivables	**4.3**	3.5
	65.6	85.1

Trade receivables are stated net of allowance of doubtful debts of US$0.3m (2014: US$0.5m). Refer to Note (22) for more details.
* *Amount less than US$0.1m*

13. ASSETS HELD FOR SALE

	2015 US$M	2014 US$M
Casino licences	–	0.1
	–	0.1

The Group had disposed one casino licence to a subsidiary of the intermediate holding company during the year (refer to Note 24).

14. CASH AND CASH EQUIVALENTS

	Note	2015 US$M	2014 US$M
Bank balances		**5.4**	3.1
Short-term deposits		**11.1**	5.1
Cash in hand		**5.3**	0.9
Cash and cash equivalents in the statement of financial position		**21.8**	9.1
Bank overdrafts	15	**(20.7)**	(11.5)
Cash and cash equivalents in the statement of cash flows		**1.1**	(2.4)

Cash and cash equivalents are denominated in the following currencies:

	2015 US$M	2014 US$M
United States Dollars	**12.3**	1.1
Singapore Dollars	**0.5**	0.1
Pound Sterling	**5.3**	6.9
Australian Dollars	**1.3**	0.7
New Zealand Dollars	**0.5**	0.3
Fiji Dollars	**1.0**	*
Malaysian Ringgit	**0.9**	–
	21.8	9.1

Call deposits at the reporting date have contractual maturity periods ranging between overnight and one month with the following weighted average effective interest rates:

	2015 %	2014 %
Pound Sterling	**–**	0.40
Australian Dollars	**2.00**	2.50
New Zealand Dollars	**3.25**	3.02
United States Dollars	**0.70**	–

** Amount less than US$0.1m*

15. LOANS AND BORROWINGS

This note provides information about the contractual terms of the Group and the Company's loans and borrowings. For more information about the Group and the Company's exposure to interest rate, security and foreign currency risk, refer to Note (22).

Group	**2015 US$M**	**2014 US$M**
CURRENT LIABILITIES		
Bank overdrafts	**20.7**	11.5
Unsecured bank loans	–	0.5
Mortgaged debenture stock	–	238.4
	20.7	250.4
NON-CURRENT LIABILITIES		
Unsecured bank loans	**217.0**	–
Mortgaged debenture stock	**91.5**	99.2
	308.5	99.2
	329.2	349.6

Company	**2015 US$M**	**2014 US$M**
CURRENT LIABILITIES		
Unsecured bank loans	–	0.5

Terms and debt repayment schedule

Group	**Total US$M**	**Under 1 year US$M**	**1 - 2 years US$M**	**2 - 5 years US$M**	**Over 5 years US$M**
2015					
Bank overdrafts:					
– Pound Sterling	**20.7**	**20.7**	–	–	–
Unsecured bank loans:					
– Pound Sterling	**217.0**	–	–	**217.0**	–
Mortgaged debenture stock:					
– Pound Sterling	**91.5**	–	–	–	**91.5**
	329.2	**20.7**	–	**217.0**	**91.5**

15. LOANS AND BORROWINGS *Continued*

Terms and debt repayment schedule *Continued*

Group	Total US$M	Under 1 year US$M	1 - 2 years US$M	2 - 5 years US$M	Over 5 years US$M
2014					
Bank overdrafts:					
– Pound Sterling	11.5	11.5	–	–	–
Unsecured bank loans:					
– Singapore Dollars	0.5	0.5	–	–	–
Mortgaged debenture stock:					
– Pound Sterling	337.6	238.4	–	–	99.2
	349.6	250.4	–	–	99.2

Company	Total US$M	Under 1 year US$M	1 - 2 years US$M	2 - 5 years US$M	Over 5 years US$M
2015					
Unsecured bank loans:					
– Singapore Dollars	**–**	**–**	**–**	**–**	**–**
	–	**–**	**–**	**–**	**–**
2014					
Unsecured bank loans:					
– Singapore Dollars	0.5	0.5	–	–	–
	0.5	0.5	–	–	–

16. TRADE AND OTHER PAYABLES

	2015 US$M	2014 US$M
Trade payables	**39.8**	36.7
Interest payable	**0.4**	0.9
Management fees payable to a related party	**2.3**	2.1
Accrued expenses	**12.1**	14.1
Deposits received	**11.4**	16.5
Accrued rental	**21.1**	22.4
Other payables	**25.0**	21.6
	112.1	114.3

17. PENSIONS SURPLUS AND OBLIGATIONS AND PROVISIONS

Group	Pensions US$M	Litigation US$M	Total US$M
Balance at 1 July 2014	**1.6**	**1.3**	**2.9**
Provisions made/(written back) during the year (net)	**(2.5)**	**2.0**	**(0.5)**
Provisions utilised during the year	**(5.0)**	**–**	**(5.0)**
Effect of movements in foreign exchange	**(0.8)**	**(0.1)**	**(0.9)**
Balance at 30 June 2015	**(6.7)**	**3.2**	**(3.5)**
Disclosed as:			
Current liabilities	**–**	**3.2**	**3.2**
Non-current liabilities	**3.6**	**–**	**3.6**
Non-current assets	**(10.3)**	**–**	**(10.3)**
	(6.7)	**3.2**	**(3.5)**

	Pensions US$M	Litigation US$M	Total US$M
Balance at 1 July 2013	3.7	0.5	4.2
Provisions made/(written back) during the year (net)	3.7	0.8	4.5
Provisions utilised during the year	(6.3)	–	(6.3)
Effect of movements in foreign exchange	0.5	–	0.5
Balance at 30 June 2014	1.6	1.3	2.9
Disclosed as:			
Current liabilities	–	1.3	1.3
Non-current liabilities	5.3	–	5.3
Non-current assets	(3.7)	–	(3.7)
	1.6	1.3	2.9

Company	Litigation US$M	Total US$M
Balance at 1 July 2014	**–**	**–**
Provisions written back during the year	**–**	**–**
Balance at 30 June 2015	**–**	**–**
Current liabilities	**–**	**–**
Balance at 1 July 2013	0.2	0.2
Provisions written back during the year	(0.2)	(0.2)
Balance at 30 June 2014	–	–
Current liabilities	–	–

17. PENSIONS SURPLUS AND OBLIGATIONS AND PROVISIONS *Continued*

Pensions

The Group has several defined contribution and defined benefit pension schemes, all of which are closed to new members and their assets are held in separate funds administered by independent trustees. Actuarial valuations are carried out at least once every three years. The Group has set aside sufficient funds to fund the Scheme.

These defined benefit pension schemes exposes the Group to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk.

Funding

Defined benefit pension scheme is fully funded by the Group's subsidiaries. The funding requirements are based on the pension fund's actuarial measurement framework set out in the funding policies of the plan. Employees are not required to contribute to the plans.

	2015 US$M	2014 US$M
Present value of funded obligations	**(139.1)**	(148.6)
Fair value of plan assets	**145.8**	147.0
Fair value of plan assets/(Present value of net obligations)	**6.7**	(1.6)

Changes in the present value of the defined benefit obligation:

	2015 US$M	2014 US$M
Opening defined benefit obligation	**148.6**	123.5
Current service cost	**0.4**	0.4
Interest cost	**5.4**	5.9
Actuarial losses arising from:		
– demographic assumption	**1.4**	–
– financial assumption	**4.6**	9.0
– experience adjustment	**(4.5)**	0.1
Benefits paid	**(4.8)**	(5.0)
Exchange differences	**(12.0)**	14.7
Closing defined benefit obligation	**139.1**	148.6

Changes in the fair value of plan assets:

	2015 US$M	2014 US$M
Opening fair value of plan assets	**147.0**	119.8
Contributions from the Company	**5.0**	6.4
Benefits paid	**(4.8)**	(5.0)
Actuarial gains	**9.8**	11.6
Exchange differences	**(11.2)**	14.2
Closing fair value of plan assets	**145.8**	147.0

17. PENSIONS SURPLUS AND OBLIGATIONS AND PROVISIONS *Continued*

Movements in the net assets/(liability) for defined benefit pension scheme obligations recognised in the statement of financial position:

	2015 US$M	2014 US$M
Opening balance	**(1.6)**	(3.7)
Contributions paid	**5.0**	6.4
Expense recognised in the income statement	**(0.4)**	(0.6)
Actuarial gains/(losses) recognised in other comprehensive income	**2.9**	(3.2)
Effect of foreign exchange	**0.8**	(0.5)
Closing balance	**6.7**	(1.6)

Expense recognised in the income statement:

	2015 US$M	2014 US$M
Current service costs	**(0.4)**	(0.4)
Net interest expense on obligation	*	(0.2)
	(0.4)	(0.6)

Actuarial gains/(losses) recognised in other comprehensive income:		
Amount accumulated in retained earnings at 1 July	**(16.7)**	(13.5)
Recognised during the year	**2.9**	(3.2)
Amount accumulated in retained earnings at 30 June	**(13.8)**	(16.7)

Plan assets comprise of:

	2015 US$M	2014 US$M
Equity/Diversified growth fund	**80.7**	80.5
Bond	**64.4**	65.4
Cash	**0.7**	1.1
	145.8	147.0

Principal actuarial assumptions as at the reporting date (expressed as weighted averages):

	2015 %	2014 %
Discount rate	**3.77**	3.77
Rate of increase to pensions in payment (RPI maximum 5% pa)	**3.20**	3.20
Rate of increase to pensions in payment (CPI maximum 3% pa)	**2.00**	2.00
Rate of increase to pensions in payment (CPI maximum 2.5% pa)	**1.80**	1.80
Rate of increase in salaries	**3.75**	3.85

** Amount less than US$0.1m*

17. PENSIONS SURPLUS AND OBLIGATIONS AND PROVISIONS *Continued*

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Increase US$M	Decrease US$M
2015		
Discount rate (1% movement)	**26.6**	**(27.2)**
Rate of increase to pensions in payment (1% movement)	**10.8**	**(10.8)**
Rate of increase in salaries (1% movement)	**5.0**	**(5.0)**
Future mortality (1% movement)	**11.7**	**(11.2)**
2014		
Discount rate (1% movement)	29.9	(30.8)
Rate of increase to pensions in payment (1% movement)	13.3	(13.3)
Rate of increase in salaries (1% movement)	7.2	(7.2)
Future mortality (1% movement)	14.3	(13.7)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

18. DEFERRED TAX LIABILITIES

Recognised deferred tax (assets) and liabilities

2015	At 1 July 2014 US$M	(Credited)/ Charged to income statement/ other comprehensive income US$M	Foreign exchange US$M	At 30 June 2015 US$M
Property and equipment	**24.2**	**0.3**	**(1.9)**	**22.6**
Tax losses	**(2.0)**	**(1.7)**	**0.2**	**(3.5)**
Loans and borrowings	**(2.2)**	**1.1**	**0.2**	**(0.9)**
Employee benefits	**0.8**	**1.4**	**(0.1)**	**2.1**
Casino brand and licences	**2.5**	**(0.5)**	**(0.2)**	**1.8**
	23.3	**0.6**	**(1.8)**	**22.1**

18. DEFERRED TAX LIABILITIES *Continued*

2014	At 1 July 2013 US$M	(Credited)/ Charged to income statement/ other comprehensive income US$M	Foreign exchange US$M	At 30 June 2014 US$M
Property and equipment	23.4	(1.8)	2.6	24.2
Tax losses	(3.0)	1.3	(0.3)	(2.0)
Loans and borrowings	(3.5)	1.6	(0.3)	(2.2)
Employee benefits	0.4	0.3	0.1	0.8
Casino brand and licences	2.2	*	0.3	2.5
	19.5	1.4	2.4	23.3

** Amount less than US$0.1m*

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	2015 US$M	2014 US$M
Deductible temporary differences	**17.9**	16.4
Tax losses	**602.0**	757.6
	619.9	774.0

The deductible temporary differences and the tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefit therefrom.

Tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which the subsidiaries operate.

19. DERIVATIVE FINANCIAL INSTRUMENT

	2015 US$M	2014 US$M
Fair value of interest rate swap	**2.9**	–
	2.9	–

A forward interest rate swap with a nominal value of GBP138.0m had been entered for hedging purpose during the year for a 3 years tenor starting from December 2016. The forward interest rate swap is valued using valuation technique with market observable inputs. The valuation technique is swap model, using present value calculations, which incorporate various inputs including the credit quality of counterparty, interest rate and forward rate curve.

20. SHARE CAPITAL AND RESERVES

	Ordinary shares	
Share capital - authorised	**2015**	**2014**
Number of shares of par value of US$0.20 each at beginning and end of the year	**5,000,000,000**	5,000,000,000

	Ordinary shares	
Share capital - fully paid	**2015**	**2014**
Number of shares in issue at beginning and end of the year	**1,368,063,633**	1,368,063,633

Contributed surplus

Contributed surplus represents the excess of paid up share capital over the par value of the ordinary shares.

Translation reserve

The translation reserve comprises foreign exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the functional currency of the Company.

Fair value reserve

The fair value reserve comprises the cumulative gain or loss resulting from stating available-for-sale investments at fair value.

Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition in profit or loss as the hedged cash flows affect profit or loss.

20. SHARE CAPITAL AND RESERVES *Continued*

Capital reserve - share based payment

This comprises the gain or loss recognised when an employee exercises the share options granted under ESOS 2008.

Equity compensation reserve

This represents the cumulative value of services received from employees for the issue of share options.

ESOS Reserve

This comprises the cost of the Company's shares acquired and held by the trustee for the purpose of satisfying outstanding share options granted to eligible employees under ESOS 2008. As at 30 June 2015, the number of shares of the Company held in the ESOS Reserve amounted to 68.3 million (2014: 63.9 million).

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Group defines as profit attributable to equity holders of the Company divided by shareholders' equity and the level of dividends to ordinary shareholders.

The Board seeks to maintain a balance between the higher returns that might be possible with higher level of borrowings and the advantages and security afforded by a sound capital position.

There were no changes in the Company's approach to capital management during the financial year.

21. EMPLOYEE SHARE OPTION SCHEME

The GuocoLeisure Limited Executives' Share Option Scheme 2008 ("**ESOS 2008**") was approved by the shareholders of the Company on 17 October 2008 and by the shareholders of Guoco Group Limited on 21 November 2008 ("**GGL Approval Date**").

ESOS 2008 allows the grant of options over newly issued and/or existing shares of the Company to eligible confirmed employees of the Group (including executive Directors) who are at least twenty-one (21) years old and who are not undischarged bankrupts ("**Employees**"). Non-executive Directors of the Company, directors and employees of associated companies of the Company and directors and employees of the Group's controlling shareholders or their associates are not eligible to participate in the ESOS 2008.

21. EMPLOYEE SHARE OPTION SCHEME *Continued*

The aim of ESOS 2008 is to:

(1) Align the long-term interests of Employees with those of the Company's shareholders and encourage Employees to assume greater responsibility for the performance of the businesses which they manage;

(2) Motivate Employees towards achieving strategic business objectives;

(3) Reward Employees with an equity stake in the success of the Group; and

(4) Make the Company's compensation package more competitive in order to attract, retain and motivate high-calibre executives.

The Company has established a Trust for ESOS 2008 which is administered by a Trustee. The Trustee is appointed by and may be removed by the Company. The Trustee manages the Trust in accordance with a Trust Deed.

Pursuant to its powers under the Trust Deed, the Trust acquires existing shares of the Company for the purpose of satisfying outstanding options granted to Employees. To enable the Trustee to purchase such shares, the Trustee may from time to time accept financial assistance from the Company on terms and conditions agreed between the Trustee and the Company.

The Trust will terminate on 16 October 2031 or on a date determined by the Company, whichever is earlier. Upon the termination of the Trust, the Trustee will dispose of any remaining ESOS Reserve (i.e., any shares held under the Trust which are not applied in satisfaction of outstanding options granted to the Employees) in accordance with the instructions of the Company.

The Company's Remuneration Committee ("**RC**"), comprising Mr Philip Burdon, Mr Quek Leng Chan and Ms Jennie Chua (all of whom are not participants of ESOS 2008), administers ESOS 2008.

The aggregate of:

(a) the number of shares over which the RC may grant options under ESOS 2008 on any date ("**Date**"); and

(b) the number of shares transferred and to be transferred, and new shares issued and allotted and to be issued and allotted, pursuant to all options granted under ESOS 2008

shall not exceed 15% of the issued share capital of the Company on the day preceding the Date,

provided that the aggregate of:

(i) the number of shares to be issued and allotted and over which the RC may grant options under ESOS 2008; and

(ii) the number of shares which have been issued and allotted or which are to be issued and allotted to meet all options granted under the ESOS 2008

((i) and (ii) hereinafter collectively referred to as "**New Shares**"), shall not exceed 10% of the issued share capital of the Company as at the GGL Approval Date.

21. EMPLOYEE SHARE OPTION SCHEME *Continued*

As at the date of this report, the number of New Shares is 136,806,363 (2014: 136,806,363), which represents 10% of the issued share capital of the Company as at the GGL Approval Date.

The maximum entitlement of any ESOS 2008 participant in respect of New Shares as a result of the exercise of options granted in any 12-month period shall not exceed 1% of the share capital of the Company in issue as at the date of such grant.

The grant of an option to a participant shall be accepted within 30 days from the date on which such option is granted accompanied by a payment of S$1 as consideration.

During the financial year ended 30 June 2015 ("**FY2015**"), the Company did not grant any options pursuant to the ESOS 2008.

As at 30 June 2015, the total number of the Company's shares comprised in the options granted under ESOS 2008 was 58,400,000 (2014: 70,400,000).

Details of movements in the options granted under ESOS 2008 during the financial year are as follow:

	2015	**2014**
Outstanding at the beginning of the financial year	**70,400,000**	76,005,000
Options granted during the financial year	**–**	–
Options cancelled/lapsed during the financial year	**(12,000,000)**	(5,605,000)
Outstanding at the end of the financial year	**58,400,000**	70,400,000

Details of the options granted to employees under ESOS 2008:

Participants	**Options granted during the financial year**	**Aggregate options granted since commencement of ESOS 2008 to end of financial year**	**Aggregate options expired/lapsed since commencement of ESOS 2008 to end of financial year**	**Aggregate options outstanding as at end of financial year**
Key management personnel Note (a) & (b)	–	**30,300,000**	**(5,300,000)**	**25,000,000**
Other employees	–	**54,900,000**	**(21,500,000)**	**33,400,000**

a. Mr Michael Bernard DeNoma, the Chief Executive Officer and Director of the Company, was granted 25 million share options on 13 May 2013.

b. Mr Premod Paul Thomas retired as Chief Financial Officer and Executive Director of the Company on 1 August 2014 and the options granted to him lapsed upon his retirement.

Save as disclosed above, since the commencement of ESOS 2008, no options have been granted to any executive Director of the Company or of the controlling shareholders of the Company or their associates. Save as disclosed above, since the commencement of ESOS 2008, there is no participant who has received 5% or more of the total number of options available under ESOS 2008.

21. EMPLOYEE SHARE OPTION SCHEME *Continued*

Since the commencement of ESOS 2008, no options have been granted at a discount and no options have been granted to any parent group Employee.

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on a Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The expected volatility, dividend yield and risk-free rate are based on 5-year historical trends.

Date of grant of options	13 May 2013
Fair value of share options and assumptions	
Fair value at measurement date	0.17 - 0.227
Share price at the date of grant	0.83
Exercise price	0.86
Expected volatility (%)	34.1
Expected option life (year)	3.6 - 8.6
Expected dividend yield (%)	2.41
Risk-free interest rate (%)	1.05

The exercise price is equal to the 5-day weighted average market price of the shares immediately prior to the date of grant of the relevant options.

The options granted on 13 May 2013 under ESOS 2008 are valid from 13 May 2013 and will vest in two tranches:

- the first tranche of up to 35% will vest at the end of the financial year ending 30 June 2016 upon the achievement of the applicable performance targets; and
- the second tranche of up to 65% will vest within three months of the end of the financial year ending 30 June 2019 upon the achievement of the applicable performance targets.

Each tranche, once vested, is exercisable as follows:

- 40% of that tranche is exercisable within 6 months from vesting date;
- 40% of that tranche is exercisable from the commencement of the 13th month to the end of the 18th month from vesting date; and
- 20% of that tranche is exercisable from the commencement of the 25th month to the end of the 30th month from vesting date.

ESOS 2008 will continue to be in force at the discretion of the RC, subject to a maximum period of 10 years commencing from the GGL Approval Date.

A Trust has been established by the Company pursuant to which the Trustee holds 68.3 million (2014: 63.9 million) shares of the Company in the ESOS Reserve as at 30 June 2015, for the purpose of satisfying any outstanding options that may be exercised under ESOS 2008.

22. FINANCIAL INSTRUMENTS

Financial risk management objectives and policies

Exposure to credit, interest rate and currency risk arises in the normal course of the Group's business. The Group has drawn up a treasury risk policy statement, which sets out the general risk management philosophy and framework.

Derivative financial instruments may be used to reduce the exposure of underlying assets and liabilities to fluctuations in foreign exchange rates and interest rates. While these are subject to the risk of market rates changing subsequent to acquisition, such changes are generally offset by opposite effects on the items being hedged.

From time to time, the Group may also enter into transactions with the intention to secure financial benefits from favourable market conditions.

(A) Credit risk

The Group's credit risks are primarily attributable to bank deposits, debt securities, derivative financial instruments and trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an on-going basis.

The Group's deposits are primarily bank deposits and are placed with financial institutions which are regulated. Transactions involving derivative financial instruments are with counterparties with sound credit ratings. The Group monitors exposures to individual counterparty and country to manage concentration risk.

The Group's credit exposure in its property development business is minimal as customers mostly fund their purchases of commercial and residential units with mortgaged loans from independent financial institutions. The hotel business has its own credit policy to allow credit period of up to 14 days for certain of its customers. The Group has no significant concentrations of credit risks and does not obtain any collateral from customers.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, in the statement of financial position after deducting any impairment allowance.

The ageing of trade receivables at the reporting date are:

Group	Gross 2015 US$M	Allowances for doubtful debts 2015 US$M	Gross 2014 US$M	Allowances for doubtful debts 2014 US$M
Not past due nor impaired	**21.1**	**–**	29.3	–
Past due 0 – 30 days	**5.0**	*	–	–
Past due 31 – 180 days	**0.3**	**0.2**	0.8	0.2
Past due 181 – 365 days	**–**	**–**	0.1	0.1
More than one year	**0.1**	**0.1**	0.3	0.2
	26.5	**0.3**	30.5	0.5

* *Amount less than US$0.1m*

22. FINANCIAL INSTRUMENTS *Continued*

(A) Credit risk *Continued*

The credit quality of trade receivables is assessed based on a credit policy established by the Risk Management Committee. The Group monitors customer credit risk by grouping trade receivables based on their characteristics. An analysis of the credit quality of trade receivables that were not past due nor impaired at the reporting date is as follows:

	2015 US$M	**2014 US$M**
Acceptable risk	**21.1**	29.3
High risk	**–**	–
	21.1	29.3

The change in allowances for doubtful debts during the year is as follows:

Group

	US$M
Balance at 1 July 2014	**0.5**
Provision made/(written back) during the year (net)	**(0.2)**
Balance at 30 June 2015	**0.3**
Balance at 1 July 2013	0.5
Provision made/(written back) during the year (net)	–
Balance at 30 June 2014	0.5

Based on historical default rates, the Group believes that no other impairment allowance is necessary. These receivables are mainly relating to customers that have a good record with the Group.

(B) Liquidity risk

Liquidity is managed on a daily basis by the treasury and finance departments. They are responsible for ensuring that the Group has adequate liquidity for all operations, ensuring that the funding mix is appropriate so as to avoid maturity mismatches. The Group manages liquidity risk by holding sufficient liquid assets of appropriate quality to ensure that short term funding requirements are covered.

22. FINANCIAL INSTRUMENTS *Continued*

(B) Liquidity risk *Continued*

The following table details the remaining contractual maturities at the reporting date of the Group's and the Company's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group and the Company can be required to pay:

		Contractual Undiscounted Cash Flow				
Group	**Carrying amount US$M**	**Total contractual undiscounted cash flow US$M**	**Within 1 year or on demand US$M**	**More than 1 year but less than 2 years US$M**	**More than 2 years but less than 5 years US$M**	**More than 5 years US$M**
2015						
Bank loans and overdrafts	**237.7**	**261.2**	**25.1**	**5.5**	**230.6**	**–**
Derivative financial instrument	**2.9**	**6.3**	**–**	**1.1**	**5.2**	**–**
Secured mortgage debenture stock	**91.5**	**135.0**	**6.8**	**6.8**	**20.6**	**100.8**
Trade and other payables[1]	**100.7**	**100.7**	**100.7**	**–**	**–**	**–**
	432.8	**503.2**	**132.6**	**13.4**	**256.4**	**100.8**
2014						
Bank loans and overdrafts	12.0	12.0	12.0	–	–	–
Derivative financial instrument	–	–	–	–	–	–
Secured mortgage debenture stock	337.6	401.5	255.2	7.4	22.3	116.6
Trade and other payables[1]	104.9	104.9	104.9	–	–	–
	454.5	518.4	372.1	7.4	22.3	116.6

[1] *excludes non-refundable deposits*

22. FINANCIAL INSTRUMENTS *Continued*

(B) Liquidity risk *Continued*

Company	Carrying amount US$M	Total contractual undiscounted cash flow US$M	Within 1 year or on demand US$M
2015			
Bank loans	–	–	–
Trade and other payables	**1.5**	**1.5**	**1.5**
	1.5	**1.5**	**1.5**
2014			
Bank loans	0.5	0.5	0.5
Trade and other payables	2.0	2.0	2.0
	2.5	2.5	2.5

(C) Interest rate risk

The Group's interest rate risk arises from treasury activities and borrowings. Interest rate risk is managed by the treasury department within approved limits. The Group also uses interest rate swaps and other derivatives to manage its interest rate exposure as appropriate. As at 30 June 2015, the Group has an interest rate swap classified as cash flow hedges with notional contractual amounts of GBP138.0m (US$217.0m) (2014: nil) which requires them to pay a fixed interest rate of 2.47% (2014: nil) and allows them to receive a variable rate equal to LIBOR on the notional amount (refer Note 19).

(i) Interest rate profile

The following table details the interest rate profile of the Group's and the Company's interest earning financial assets and interest bearing financial liabilities at the reporting date.

Group	2015 Effective interest rate	2015 US$M	2014 Effective interest rate	2014 US$M
Floating rate financial assets/ (liabilities)				
Deposits with banks	**0.70%-3.25%**	**16.5**	0.40%-3.25%	8.2
Interest rate swaps	**2.47%**	**(2.9)**	–	–
Bank loans and overdrafts	**2.25%-5.50%**	**(237.7)**	1.34%-2.75%	(12.0)
		(224.1)		(3.8)
Fixed rate financial liabilities				
Secured mortgage debenture stock	**7.88%**	**(91.5)**	7.88%-10.75%	(337.6)
		(91.5)		(337.6)
Total		**(315.6)**		(341.4)

22. FINANCIAL INSTRUMENTS *Continued*

(C) Interest rate risk *Continued*

(i) Interest rate profile *Continued*

Company	2015 Effective interest rate	2015 US$M	2014 Effective interest rate	2014 US$M
Floating rate financial liabilities				
Bank loans	–	–	1.34%	(0.5)
		–		(0.5)

(ii) Sensitivity analysis

The Group does not account for any fixed rate financial liabilities at fair value through profit or loss. Therefore, a change in interest rate at the reporting date would not affect the profit or loss of the Group.

As at 30 June 2015, it is estimated that a general increase/decrease of 50 (2014: 50) basis points in interest rates, with all other variables held constant, would decrease/increase the Group's profit and total equity by approximately US$1.12m (2014: US$0.02m). This takes into account the effect of interest earning bank deposits and interest bearing bank loans and other borrowings as at 30 June 2015.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the reporting date and had been applied to the exposure to interest rate risk for both derivative and non-derivative financial instruments in existence at that date.

(D) Foreign currency risk

Foreign currency positions arise mainly on overseas investments in Singapore, Australia, New Zealand and United Kingdom. Currency exposure to these overseas investments is managed primarily at the Group level with the principal objective of ensuring that the Group's reserves are protected from exchange rate fluctuations.

During the year, the Group has entered into foreign exchange rate related contracts, which are primarily over-the-counter derivatives, for hedging foreign currency exposures or dealing purposes. All foreign currency positions are managed and monitored within approved limits.

22. FINANCIAL INSTRUMENTS *Continued*

(D) Foreign currency risk *Continued*

(i) Exposure to foreign currency risk

The Group's and Company's exposure to foreign currencies as at 30 June 2015 and 30 June 2014 are as follow:

Group	United States Dollars $M	New Zealand Dollars $M	Australian Dollars $M	Singapore Dollars $M	Pound Sterling $M	Fiji Dollars $M	Malaysian Ringgit $M	Total $M
2015								
Trade and other receivables[1]	**0.2**	*	*	**0.1**	**30.1**	**0.1**	–	**30.5**
Cash and cash equivalents	**12.3**	**0.5**	**1.3**	**0.5**	**5.3**	**1.0**	**0.9**	**21.8**
Trade and other payables[2]	**(0.9)**	**(0.4)**	**(0.2)**	**(0.9)**	**(97.3)**	**(1.0)**	–	**(100.7)**
Loans and borrowings	–	–	–	–	**(329.2)**	–	–	**(329.2)**
Gross exposure arising from recognised assets and liabilities	**11.6**	**0.1**	**1.1**	**(0.3)**	**(391.1)**	**0.1**	**0.9**	**(377.6)**
Notional amounts of forward exchange contracts at fair value through the income statement	–	–	–	–	–	–	–	–
Add:								
Net financial liabilities/(assets) denominated in the respective entities' functional currencies	**(0.9)**	**(0.4)**	**(1.1)**	**0.2**	**391.1**	**(0.1)**	**(0.9)**	**387.9**
Overall net exposure	**10.7**	**(0.3)**	–	**(0.1)**	*	–	–	**10.3**
2014								
Trade and other receivables[1]	4.1	–	10.0	0.5	32.3	4.8	–	51.7
Cash and cash equivalents	1.1	0.3	0.7	0.1	6.9	*	–	9.1
Trade and other payables[2]	(12.8)	(0.1)	(0.3)	(0.9)	(83.6)	(7.2)	–	(104.9)
Loans and borrowings	–	–	–	(0.5)	(349.1)	–	–	(349.6)
Gross exposure arising from recognised assets and liabilities	(7.6)	0.2	10.4	(0.8)	(393.5)	(2.4)	–	(393.7)
Notional amounts of forward exchange contracts at fair value through the income statement	–	–	(4.2)	–	–	–	–	(4.2)
Add:								
Net financial liabilities/(assets) denominated in the respective entities' functional currencies	7.6	(0.2)	(10.4)	0.3	393.5	2.4	–	393.2
Overall net exposure	–	–	(4.2)	(0.5)	*	–	–	(4.7)

** Amount less than US$0.1m*
[1] excludes prepaid expenses
[2] excludes non-refundable deposits

22. FINANCIAL INSTRUMENTS *Continued*

(D) Foreign currency risk *Continued*

(i) Exposure to foreign currency risk *Continued*

Company	New Zealand Dollars US$M	Australian Dollars US$M	Singapore Dollars US$M	Pound Sterling US$M	Fiji Dollars US$M
2015					
Loans and borrowings	**–**	**–**	**–**	**–**	**–**
2014					
Loans and borrowings	–	–	(0.5)	–	–

(ii) Sensitivity analysis

A strengthening of the following foreign currencies against the major functional currencies of the Group entities at the reporting date would increase or decrease the income statement by the amounts shown below. There is no impact on the other components of equity. This analysis assumes that all other variables, in particular interest rates, remain constant.

Geographical region	Foreign Currencies	Increase in foreign exchange rates	Increase/ (Decrease) in profit before tax US$M
2015			
United Kingdom	SGD	5.00%	**–**
Asia and United States of America	SGD	5.00%	*
	GBP	5.00%	*
	AUD	5.00%	**–**
	USD	5.00%	**0.5**
	NZD	5.00%	*
Australasia	FJD	5.00%	**–**

** Amount less than US$0.1m*

22. FINANCIAL INSTRUMENTS *Continued*

(D) Foreign currency risk *Continued*

(ii) Sensitivity analysis *Continued*

Geographical region	Foreign Currencies	Increase in foreign exchange rates	Increase/ (Decrease) in profit before tax US$M
2014			
United Kingdom	SGD	5.00%	–
Asia and United States of America	SGD	5.00%	*
	GBP	5.00%	*
	AUD	5.00%	(0.2)
	USD	5.00%	–
	NZD	5.00%	–
Australasia	FJD	5.00%	–

** Amount less than US$0.1m*

A weakening of the above foreign currencies against the functional currencies would have an equal but opposite effect.

(E) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as other investments (see Note 10).

The Group maintains a diversified investment portfolio, which comprises of global and regional counters, listed and unlisted. Investments are chosen to enhance creation of capital value for trading purpose as well as for long-term potential growth.

As at 30 June 2015, it is estimated that an increase/decrease of 7% (2014: 7%) in the market value of the Group's available-for-sale equity securities, with all other variables held constant, would affect the Group's total equity by US$0.2m (2014: US$0.2m). It is assumed that none of the available-for-sale investments would be considered impaired as a result of relevant risk variables.

(F) Fair value estimation

(i) Mortgage debenture stock

The fair value of the mortgage debenture stock as at 30 June 2015 is estimated to be US$122.5m (2014: US$378.0m) and is classified within level 2 of the fair value hierarchy. The interest rate used to discount estimated cash flows at the reporting date is 1.7% (2014: 0.5% to 2.4%).

22. FINANCIAL INSTRUMENTS *Continued*

(F) Fair value estimation *Continued*

(ii) Derivative financial instrument

The fair value of the interest rate swap (level 2 fair values) is based on bank's quote. The quotes is tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of the contract and using market interest rates for a similar instrument at the measurement date.

(iii) Other non-derivative financial assets and liabilities

The carrying amounts of non-derivative financial assets and liabilities with a maturity if less than one year (including trade and other receivables, cash and cash equivalents and trade and other payables) are assumed to approximate their fair values because of the short period of maturity. The carrying amount of borrowings which reprice within three months are assumed to approximate their fair values because of the short period to maturity repricing.

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Group	Level 1 US$M	Level 2 US$M	Level 3 US$M	TOTAL US$M
2015				
Available-for-sale financial assets	**–**	**–**	**2.5**	**2.5**
Derivative financial instrument	**–**	**(2.9)**	**–**	**(2.9)**
	–	**(2.9)**	**2.5**	**(0.4)**
2014				
Available-for-sale financial assets	–	–	3.1	3.1
Derivative financial instrument	–	–	–	–
	–	–	3.1	3.1

During the financial year, there had been no transfers between the different levels of fair value hierarchies.

22. FINANCIAL INSTRUMENTS *Continued*

(F) Fair value estimation *Continued*

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the fair value hierarchy:

Group	2015 US$M	2014 US$M
Opening balance	**3.1**	3.3
Redemption of cost	**(0.6)**	(0.2)
Closing balance	**2.5**	3.1

(G) Fair value classification

Financial assets and financial liabilities classification:

Group	Note	Loans and receivables US$M	Available-for-sale US$M	Other financial liabilities US$M	Fair value-hedging instrument US$M	Total carrying amount US$M
2015						
Other investments	10	–	**2.5**	–	–	**2.5**
Trade and other receivables[1]	12	**30.5**	–	–	–	**30.5**
Cash and cash equivalents	14	**21.8**	–	–	–	**21.8**
		52.3	**2.5**	–	–	**54.8**
Loans and borrowings	15	–	–	**329.2**	–	**329.2**
Trade and other payables[2]	16	–	–	**100.7**	–	**100.7**
Derivative financial instrument	19	–	–	–	**2.9**	**2.9**
		–	–	**429.9**	**2.9**	**432.8**
2014						
Other investments	10	–	3.1	–	–	3.1
Trade and other receivables[1]	12	51.7	–	–	–	51.7
Cash and cash equivalents	14	9.1	–	–	–	9.1
		60.8	3.1	–	–	63.9
Loans and borrowings	15	–	–	349.6	–	349.6
Trade and other payables[2]	16	–	–	104.9	–	104.9
Derivative financial instrument	19	–	–	–	–	–
		–	–	454.5	–	454.5

[1] *excludes prepaid expenses*
[2] *excludes non-refundable deposits*

23. COMMITMENTS

(A) Operating leases

Non-cancellable operating lease rentals are payable as follows:

	2015 US$M	2014 US$M
Within one year	**54.2**	77.3
Between one and five years	**236.0**	304.8
Over five years	**1,174.2**	1,435.9
	1,464.4	1,818.0

The Group leases a number of properties under operating leases. The leases typically run for periods of up to thirty years, with an option to renew the lease after expiry date. Regular lease payment reviews are required by majority of the lease agreements.

Total operating lease expense payable for the year is US$58.1m (2014: US$71.1m) and is included in:

	2015 US$M	2014 US$M
Cost of sales	**55.3**	68.1
Administrative expenses	**2.8**	3.0
	58.1	71.1

Twelve of the leased properties have been subletting by the Group. These leases including subleases have varying remaining terms. Sublease payments of US$3.8m (2014: US$5.6m) are expected to receive in subsequent year.

(B) Commitments

Capital expenditures contracted for at the reporting date but not recognised in the financial statements and investment commitment in a venture fund are as follows:

	2015 US$M	2014 US$M
Hotels, property and equipment	**26.6**	14.1
Unlisted venture fund	**0.4**	0.4
	27.0	14.5

24. RELATED PARTY TRANSACTIONS

For the purposes of these financial statements, parties are considered to be related to the Group and Company if the Group and Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and Company and the party are subject to common control or joint control. Related parties may be individuals or entities.

The Group

During the financial year, a subsidiary of the Group sold one casino licence to a subsidiary of the intermediate holding company, for a sale consideration of US$0.2m (2014: US$9.5m). In addition, a subsidiary of the Group did not receive hotel management fees (2014: US$1.0m) from a subsidiary of the intermediate holding company. Furthermore, a subsidiary of the Group purchased furniture for hotel refurbishment from a subsidiary of the ultimate holding company, valued at US$2.4m (2014: US$5.5m) during the year.

The Company

The Company has advances to subsidiaries of US$625.8m (2014: US$92.0m). The advances are unsecured, interest free and repayable on demand. The administration fee paid to a subsidiary was US$0.8m (2014: US$0.8m).

New loans were granted to the Trust for ESOS 2008 during the financial year. The loan balance as at 30 June 2015 was S$60.4m (US$44.9m) (2014: S$56.8m (US$45.5m)). A total of 4.4 million (2014: 3.0 million) shares of the Company were acquired by the Trustee and added to the ESOS Reserve during the financial year.

In addition to the related party information disclosed elsewhere in the financial statements, fees paid under a Master Agreement for Services dated 2 July 2014 between GuoLine Group Management Co. Limited ("**GGMC**", a company related to a Director and the controlling shareholder of the Group), GOMC Limited and Guoco Group Limited ("**GGL**") for the provision of corporate management services during the financial year by GGMC to various GGL subsidiaries, including members of the Group, amounted to US$2.5m (2014: US$2.2m) (Note 5).

Except as disclosed above, there were no material contracts of the Company and its subsidiaries involving the interests of the Group Chief Executive Officer, any Directors or controlling shareholder subsisting as at 30 June 2015 or entered into since 30 June 2014.

25. SIGNIFICANT SUBSIDIARIES

	Auditors	Country of incorporation	Ownership interest 2015	Ownership interest 2014
Subsidiaries held by:				
Company				
BIL NZ Treasury Limited	KPMG New Zealand	New Zealand	**100%**	100%
Ma Sing Investments Limited	*	British Virgin Islands	**100%**	100%
Wayforward Services Limited	*	British Virgin Islands	**100%**	100%
GLH Hotels Group Limited	*	Bermuda	**100%**	100%
Clermont Leisure International Limited	*	Jersey	**100%**	100%
BIL Treasury Limited	*	British Virgin Island	**100%**	100%
GLManagement Holdings Pte Ltd	*	British Virgin Island	**100%**	100%
GuocoLeisure Management Pte Ltd	KPMG Singapore	Singapore	**100%**	–
Group				
GuocoLeisure Management Pte Ltd	KPMG Singapore	Singapore	**–**	100%
BIL Australia Pty Ltd	KPMG Australia	Australia	**100%**	100%
BIL (Far East Holdings) Limited	KPMG Hong Kong	Hong Kong	**100%**	100%
GLH Hotels Holdings Limited	KPMG United Kingdom	United Kingdom	**100%**	100%
Molokai Properties Limited	*	United States of America	**100%**	100%
Tabua Investments Limited	PricewaterhouseCoopers Fiji	Fiji	**100%**	100%
GLH Hotels Limited	KPMG United Kingdom	United Kingdom	**100%**	100%
Clermont Leisure (UK) Limited	KPMG United Kingdom	United Kingdom	**100%**	100%

** Not required to be audited by law in country of incorporation.*

The number of companies within the Group as at 30 June 2015 was 75 (2014: 77). During the financial year, one of the subsidiary has been transferred to the Company at net book value.

During the year, the Company carried out a review of the carrying amounts of its investments in and advances to subsidiaries. As a result of this, no impairment (2014: US$10.7m) were provided for investment in a subsidiary, however, an impairment of US$39.8m (2014: nil) were provided for advances to a subsidiary. Management estimated the recoverable amount in the investment in a subsidiary based on fair value less cost to sell approach. Fair value less cost to sell at the reporting date has been determined based on the net realisable asset value of the subsidiary at the reporting date as in the opinion of the management of the Company; the net realisable asset value of the subsidiary approximates its fair value.

26. DIVIDENDS

Subject to shareholders' approval, the Board has proposed a first and final dividend of S$0.022 per share (2014: S$0.020 per share) for the financial year ended 30 June 2015, amounting to US$22.4m (2014: US$21.9m). The Company is not required to withhold any tax on payment of dividends to its shareholders. The dividend will be paid at the gross amount. Dividends received by shareholders may or may not be taxable in their hands depending on their tax profile and the jurisdiction they are in.

27. COMPANY STATEMENT OF CASH FLOWS

No statement of cash flows is prepared for the Company as there were no cash inflows and outflows during the financial year and in the previous financial year.

28. SUBSEQUENT EVENT

The Group had entered into an agreement to cease management of 19 regional Thistle Hotels owned by a third party, and the handover of these hotels took place in 30 July 2015.

29. NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2014, and have not been applied in preparing these financial statements. The Group is currently assessing the potential impact of adopting these new standards and interpretations, on the financial statements of the Group and the Company.

These new standards include, among others, IFRS 15 Revenue from Contracts with Customers and IFRS 9 Financial Instruments which are mandatory for adoption by the Group on 1 July 2018.

- IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It also introduces new cost guidance which requires certain costs of obtaining and fulfilling contracts to be recognised as separate assets when specified criteria are met. When effective, IFRS 15 replaces existing revenue recognition guidance, including IAS 18 Revenue, IAS 11 Construction Contracts, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreement Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers and SIC 31 Revenue – Barter Transactions Involving Advertising Services.

- IFRS 9 replaces most of the existing guidance in IAS 39 Financial Instruments: Recognition and Measurement. It includes revised guidance on classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets, and new general hedge accounting requirements.

As IFRS 15 and IFRS 9, when effective, will change the existing accounting standards and guidance applied by the Group and the Company in accounting for revenue and financial instruments, these standards are expected to be relevant to the Group and the Company. The Group is presently in the process of assessing the potential impact of these standards on its financial statements and does not plan to adopt these standards early.

30. COMPARATIVE INFORMATION

The Group and the Company modified the current year's classification of expenses from 'by nature' method to 'by function' method to provide information that is more relevant. As a result, certain items in the comparative figures of the income statement have been reclassified to conform with the current year's profit and loss account presentation.

In addition, the Group reclassified certain components of the income statement to reflect more appropriately the manner in which revenue are being classified. The relevant comparative amounts were reclassified for consistency, which resulted in US$14.4m of other operating income being reclassified to revenue and US$1.3m of gain on disposal of investments/assets being reclassified to other operating income.

COMPANY STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2015

	Note	2015 US$M	2014 US$M
Dividend income from a subsidiary		**284.8**	21.0
Sundry income		**0.1**	0.5
Administration fees		**(0.8)**	(0.8)
Other expenses		**(1.4)**	(1.5)
Operating profit		**282.7**	19.2
Interest on borrowings		*	(0.1)
Net foreign exchange gains		**72.8**	41.6
Provision for loan advances to a subsidiary		**(39.8)**	–
Impairment loss on investment in a subsidiary		**–**	(10.7)
Profit before tax		**315.7**	50.0
Income tax expense	6	**–**	–
Profit for the year		**315.7**	50.0
Other comprehensive income, net of income tax		**–**	–
Total comprehensive income for the year		**315.7**	50.0

** Amount less than US$0.1m*

The accompanying notes form an integral part of these financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2015

	Share capital US$M	Contributed surplus US$M	Capital reserve share based payment US$M	Equity compen-sation reserve US$M	ESOS reserve US$M	Retained earnings US$M	Total US$M
Balance at 1 July 2014	**273.6**	**654.2**	**(1.6)**	**2.9**	**(42.2)**	**402.7**	**1,289.6**
Profit for the year	–	–	–	–	–	**315.7**	**315.7**
Other comprehensive income	–	–	–	–	–	–	–
Total comprehensive income for the year, net of income tax	–	–	–	–	–	**315.7**	**315.7**
Transactions with owners, recorded directly in equity							
Purchase of shares of the Company for ESOS 2008	–	–	–	–	**(4.0)**	–	**(4.0)**
Value of employee services received for issue of share options	–	–	–	**(0.2)**	–	–	**(0.2)**
First and final dividend of S$0.02 per share for the year ended 30 June 2014	–	–	–	–	–	**(20.1)**	**(20.1)**
Total transactions with owners	–	–	–	**(0.2)**	**(4.0)**	**(20.1)**	**(24.3)**
Balance at 30 June 2015	**273.6**	**654.2**	**(1.6)**	**2.7**	**(46.2)**	**698.3**	**1,581.0**

	Share capital US$M	Contributed surplus US$M	Capital reserve share based payment US$M	Equity compen-sation reserve US$M	ESOS reserve USM	Retained earnings US$M	Total US$M
Balance at 1 July 2013	273.6	654.2	(1.6)	2.7	(40.3)	373.7	1,262.3
Profit for the year	–	–	–	–	–	50.0	50.0
Other comprehensive income	–	–	–	–	–	–	–
Total comprehensive income for the year, net of income tax	–	–	–	–	–	50.0	50.0
Transactions with owners, recorded directly in equity							
Purchase of shares of the Company for ESOS 2008	–	–	–	–	(1.9)	–	(1.9)
Value of employee services received for issue of share options	–	–	–	0.2	–	–	0.2
First and final dividend of S$0.02 per share for the year ended 30 June 2013	–	–	–	–	–	(21.0)	(21.0)
Total transactions with owners	–	–	–	0.2	(1.9)	(21.0)	(22.7)
Balance at 30 June 2014	273.6	654.2	(1.6)	2.9	(42.2)	402.7	1,289.6

The accompanying notes form an integral part of these financial statements.

COMPANY STATEMENT OF FINANCIAL POSITION

As at 30 June 2015

	Note	2015 US$M	2014 US$M
ASSETS			
Investments in subsidiaries	25	**956.5**	1,199.1
TOTAL NON-CURRENT ASSETS		**956.5**	1,199.1
Trade and other receivables		**0.2**	1.0
Advances to subsidiaries	24	**625.8**	92.0
TOTAL CURRENT ASSETS		**626.0**	93.0
TOTAL ASSETS		**1,582.5**	1,292.1
LIABILITIES			
Loans and borrowings	15	**–**	0.5
Trade and other payables		**1.5**	2.0
TOTAL CURRENT LIABILITIES		**1.5**	2.5
TOTAL LIABILITIES		**1.5**	2.5
NET ASSETS		**1,581.0**	1,289.6
SHARE CAPITAL AND RESERVES		**1,581.0**	1,289.6

The accompanying notes form an integral part of these financial statements.

On behalf of the Board of Directors

Quek Leng Chan
Non-Executive Chairman

Michael Bernard DeNoma
Chief Executive Officer & Director

STATISTICS OF SHAREHOLDINGS

As at 1 September 2015

Issued and fully paid-up capital	:	US$273,612,727
Number of Issued and Paid-up Shares	:	1,368,063,633
Class of shares	:	Ordinary shares of US$0.20 each with equal voting rights

(A) DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NUMBER OF SHAREHOLDERS	%	NUMBER OF SHARES	%
1 to 99	154	0.72	3,929	0.00
100 to 1,000	12,542	58.46	6,289,591	0.46
1,001 to 10,000	7,039	32.81	23,689,823	1.73
10,001 to 1,000,000	1,681	7.84	87,168,184	6.37
1,000,001 and above	36	0.17	1,250,912,106	91.44
TOTAL	**21,452**	**100**	**1,368,063,633**	**100**

(B) TWENTY LARGEST SHAREHOLDERS

NO.	NAME OF SHAREHOLDER	NUMBER OF SHARES	%
1	GuocoLeisure Assets Limited	910,261,434	66.54
2	UOB Kay Hian Pte Ltd	97,217,872	7.11
3	DBS Nominees Pte Ltd	41,103,084	3.00
4	Citibank Nominees Singapore Pte Ltd	40,209,449	2.94
5	Raffles Nominees (Pte) Ltd	26,662,601	1.95
6	United Overseas Bank Nominees Pte Ltd	19,640,384	1.43
7	HSBC (Singapore) Nominees Pte Ltd	12,296,364	0.90
8	DBSN Services Pte Ltd	10,252,400	0.75
9	OCBC Securities Private Ltd	9,717,316	0.71
10	DBS Vickers Securities (Singapore) Pte Ltd	7,467,404	0.55
11	Phillip Securities Pte Ltd	7,174,620	0.52
12	Bank Of Singapore Nominees Pte Ltd	7,157,650	0.52
13	CIMB Securities (Singapore) Pte Ltd	5,984,635	0.44
14	Merrill Lynch (Singapore) Pte Ltd	5,559,925	0.41
15	Maybank Kim Eng Securities Pte Ltd	5,312,258	0.39
16	Lim & Tan Securities Pte Ltd	5,132,850	0.37
17	Waterworth Pte Ltd	5,000,000	0.36
18	BNP Paribas Securities Services Singapore	3,385,692	0.25
19	KGI Fraser Securities Pte Ltd	3,263,168	0.24
20	Hong Leong Finance Nominees Pte Ltd	3,255,300	0.24
	TOTAL	**1,226,054,406**	**89.62**

(C) SHAREHOLDING HELD BY THE PUBLIC

Based on information available to the Company as at 1 September 2015, approximately 32.21% of the issued shares of the Company is held by the public and therefore, Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited is complied with.

DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

According to the Register of Directors' shareholding, none of the Directors holding office at the end of the financial year had any interest in the shares or convertible securities of the Company except as follows:

	ORDINARY SHARES OF US$0.20 EACH					
	DIRECT INTEREST NUMBER OF SHARES			DEEMED INTEREST NUMBER OF SHARES		
DIRECTORS	**AS AT 1 JULY 14**	**AS AT 30 JUNE 15**	**AS AT 21 JULY 15**	**AS AT 1 JULY 14**	**AS AT 30 JUNE 15**	**AS AT 21 JULY 15**
Quek Leng Chan	735,000	735,000	735,000	911,676,434[4]	912,076,434[4]	912,076,434[4]
Michael Bernard DeNoma (appointed on 18 October 2014)	–	100,000	100,000	–	–	–
	OPTIONS TO ACQUIRE ORDINARY SHARES OF US$0.20 EACH					
Premod Paul Thomas (retired on 1 August 2014)	5,000,000	–	–	–	–	–
Michael Bernard DeNoma (appointed on 18 October 2014)	–	25,000,000	25,000,000	–	–	–

The Directors' interests in the ordinary shares and convertible securities of the Company as at 21 July 2015 were the same as those as at 30 June 2015.

The substantial shareholders of the Company and their direct and deemed interests as per the Register of Substantial Shareholders as at 1 September 2015 are set out below:

	NUMBER OF SHARES			
SUBSTANTIAL SHAREHOLDERS	**DIRECT INTEREST**	**%[1]**	**DEEMED INTEREST**	**%[1]**
GuocoLeisure Assets Limited ("**GLAL**")	902,967,434	66.00	–	–
Guoco Group Limited	–	–	902,967,434[2]	66.00
GuoLine Capital Assets Limited	–	–	902,967,434[2]	66.00
GuoLine Overseas Limited ("**GOL**")	–	–	902,967,434[2]	66.00
HL Holdings Sdn Bhd	–	–	902,967,434[2]	66.00
Hong Leong Company (Malaysia) Berhad	–	–	902,967,434[2]	66.00
Hong Leong Investment Holdings Pte. Ltd.	–	–	917,522,425[3]	67.07
Quek Leng Chan	735,000	0.05	912,076,434[4]	66.67

Notes:

(1) *Percentages are based on 1,368,063,633 Shares (excluding treasury shares) as at 1 September 2015. Percentage figures have been rounded to 2 decimal places.*

(2) *The deemed interests arise from their interests in GLAL by virtue of Section 4 of the Securities and Futures Act, Chapter 289 of Singapore.*

(3) *The deemed interests arise from its interests in GLAL and companies in which it has an interest by virtue of Section 4 of the Securities and Futures Act, Chapter 289 of Singapore.*

(4) *The deemed interests arise from Mr Quek Leng Chan's interests in GLAL, GOL and a company in which he has an interest by virtue of Section 4 of the Securities and Futures Act, Chapter 289 of Singapore.*

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 54th Annual General Meeting ("**AGM**") of GuocoLeisure Limited ("**Company**") will be held at Orchard Hotel Singapore, Orchard Ballroom 1, Level 3, 442 Orchard Road, Singapore 238879 on Friday, 16 October 2015 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To lay before the AGM the Audited Financial Statements of the Company together with the Auditors' Report thereon for the financial year ended 30 June 2015.

2. To approve a first and final dividend of S$0.022 per share for the financial year ended 30 June 2015. **(Resolution 1)**

3. To re-elect the following Directors, each of whom will be retiring by rotation pursuant to Bye-Law 86 of the Company's Bye-Laws and who, being eligible, offer themselves for re-election:

   (a) Ms Jennie Chua; and **(Resolution 2)**

   (b) Mr Paul Brough. **(Resolution 3)**

4. To re-elect Mr Michael Bernard DeNoma, who will be retiring pursuant to Bye-Law 85(F) of the Company's Bye-Laws and who, being eligible, offers himself for re-election. **(Resolution 4)**

5. To approve the payment of Directors' fees of S$331,000 for the financial year ended 30 June 2015 (2014: S$320,000). **(Resolution 5)**

6. To re-appoint KPMG LLP as the auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

To consider and, if thought fit, to approve with or without modifications the following resolutions as Ordinary Resolutions:

7. THAT approval be and is hereby given to the Directors of the Company to: **(Resolution 7)**

   (a) issue shares in the capital of the Company whether by way of rights, bonus or otherwise ("**Shares**"); and/or

   (b) make or grant offers, agreements or options (collectively "**Instruments**") which might or would require Shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares as well as adjustments to such warrants, debentures or other instruments, notwithstanding that the authority conferred by this resolution may have ceased to be in force at the time such Shares are issued

   in each case at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may at their absolute discretion deem fit, Provided that:

(1) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued pursuant to the Instruments) (“**Aggregate Shares**”) does not exceed fifty per cent. (50%) of the Issued Shares (defined in sub-paragraph (3) below);

(2) the number of the Aggregate Shares (excluding the Aggregate Shares to be issued on a pro-rata basis to shareholders of the Company) does not exceed twenty per cent. (20%) of the Issued Shares; and

(3) “**Issued Shares**” means the total number of issued Shares of the Company at the time at which this resolution is passed, excluding treasury Shares and:

(i) including new Shares arising from the conversion or exercise of any convertible securities at the time at which this resolution is passed;

(ii) including new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time at which this resolution is passed and granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(iii) adjusting for any bonus issue, consolidation or sub-division of Shares after the time at which this resolution is passed;

(4) in exercising the authority conferred by this resolution, the Company complies with the provisions of the Listing Manual of the SGX-ST (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company; and

(5) unless revoked or varied by the Company in general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

8. THAT approval be and is hereby given to the Directors to: **(Resolution 8)**

(a) offer and grant options (“**Options**”) in accordance with the provisions of The GuocoLeisure Limited Executives’ Share Option Scheme 2008 (“**Scheme**”); and

(b) issue and allot from time to time such number of Shares as may be required to be issued and allotted pursuant to the exercise of the Options (notwithstanding that such exercise or such allotment and issue may occur after the conclusion of the next or any subsequent Annual General Meeting of the Company),

Provided that:

(1) the aggregate of:

(i) Shares in respect of which the committee administering the Scheme (“**Committee**”) may on any date grant Options (“**Grant Date**”); and

(ii) Shares which are transferred and to be transferred, and new Shares which are issued and allotted and to be issued and allotted, pursuant to all Options under the Scheme

shall not exceed fifteen per cent. (15%) of the Issued Shares on the day preceding the Grant Date (“**Scheme Limit**”);

(2) for so long as the Company is a subsidiary of Guoco Group Limited ("**GGL**") and GGL is listed on the Hong Kong Stock Exchange ("**HKSE**") but subject always to the Scheme Limit:

(i) the aggregate of:

(a) Shares to be issued and allotted and over which the Committee may on any date grant Options; and

(b) Shares issued and allotted and to be issued and allotted pursuant to all Options granted under the Scheme

shall not exceed ten per cent. (10%) of the total number of Issued Shares as at 21 November 2008 (being the date of approval of the Scheme by the shareholders of GGL) or such other limit as may be prescribed or permitted by the HKSE from time to time; and

(3) the aggregate number of Shares to be offered under the Scheme to selected confirmed employees of the Company or any of its subsidiaries (including executive directors of the Company or any of its subsidiaries) (subject to adjustments, if any, made under the Scheme) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the Scheme.

9. To transact any other ordinary business that may be transacted at an Annual General Meeting.

NOTICE OF BOOK CLOSURE DATE FOR FIRST AND FINAL DIVIDEND

NOTICE IS HEREBY GIVEN THAT subject to shareholders of the Company approving the proposed payment of the first and final dividend of S$0.022 per ordinary share ("**Dividend**") at the AGM to be held on 16 October 2015, the share transfer books and register of members of the Company will be closed on 3 November 2015 for the preparation of dividend warrants.

Duly completed instruments of transfer received by the Company's share registrar in Singapore, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 2 November 2015 (Singapore time) will be registered to determine shareholders' entitlements to the Dividend.

Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with shares in the capital of the Company as at 5.00 p.m. on 2 November 2015 will be entitled to the Dividend.

The Dividend, if so approved by shareholders, will be paid on 20 November 2015.

By Order of the Board

SUSAN LIM
Group Company Secretary
21 September 2015
Singapore

EXPLANATORY NOTES ON BUSINESSES TO BE TRANSACTED

1. In relation to Ordinary Resolution 2, Ms Jennie Chua will, upon re-election, continue to serve as a member of both the Remuneration Committee and the Nominating Committee. Ms Chua is an independent Director. Please refer to the section on the Board of Directors in the Annual Report for further details on Ms Chua.

2. In relation to Ordinary Resolution 3, Mr Paul Brough will, upon re-election, continue to serve as a member of the Audit and Risk Management Committee. Mr Brough is an independent Director. Please refer to the section on the Board of Directors in the Annual Report for further details on Mr Brough.

3. In relation to Ordinary Resolution 4, Mr Michael Bernard DeNoma is an executive Director. There is no relationship (including immediate family relationships) between Mr DeNoma and the other Directors, the Company or the 10% shareholder of the Company save that he is the Chief Executive Officer of the Company as well as of GLH Hotels Limited, a wholly-owned subsidiary of the Company. Mr DeNoma's profile is set out in the sections in the Annual Report on the Board of Directors and on the Management Team.

4. Resolution 7, if passed, will empower the Directors from the date of the AGM until the date of the next AGM to allot and issue shares and convertible securities in the capital of the Company up to a number not exceeding 50% of the issued shares (excluding treasury shares) of the Company, for such purposes as the Directors consider to be in the interest of the Company, provided the number of shares to be issued (excluding those to be issued on a pro rata basis to shareholders of the Company) does not exceed 20% of the issued shares (excluding treasury shares) of the Company.

5. Resolution 8, if passed, will empower the Directors to allot and issue shares in the capital of the Company up to a number not exceeding 15% of the issued shares (excluding treasury shares) of the Company, provided the number of shares to be issued does not exceed:

   (a) 10% of the issued shares of the Company as at 21 November 2008, for as long as the Company is a subsidiary of Guoco Group Limited ("**GGL**") and GGL is listed on the Hong Kong Stock Exchange; and
   (b) the limits under the Scheme.

NOTES

(a) A member entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.

(b) Proxy forms must be lodged at the office of the Company's share registrar in Singapore, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902 not later than 11.00 a.m. on 14 October 2015.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company or its agents for the purpose of the processing and administration by the Company or its agents of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company or its agents to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company or its agents, the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company or its agents of such personal data for the Purposes and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages suffered by the Company as a result of such Shareholder's breach of such warranty.

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