



WESTMINSTER TRAVEL LIMITED

(Company Registration Number 200814792H)



*BUSINESS
CAN BE A PLEASURE*

Annual Report 2010



Corporate Profile

OUR BUSINESS

Westminster Travel Limited is a one-stop travel management and services provider offering a wide range of travel products and services. The Group is principally engaged in the provision of corporate travel services, wholesale of air tickets, hotel rooms and travel packages as well as leisure travel services.

The history of the Group can be traced back to 1973 when Westminster-HK was incorporated. Westminster-HK is now one of the leading travel agencies in Hong Kong.

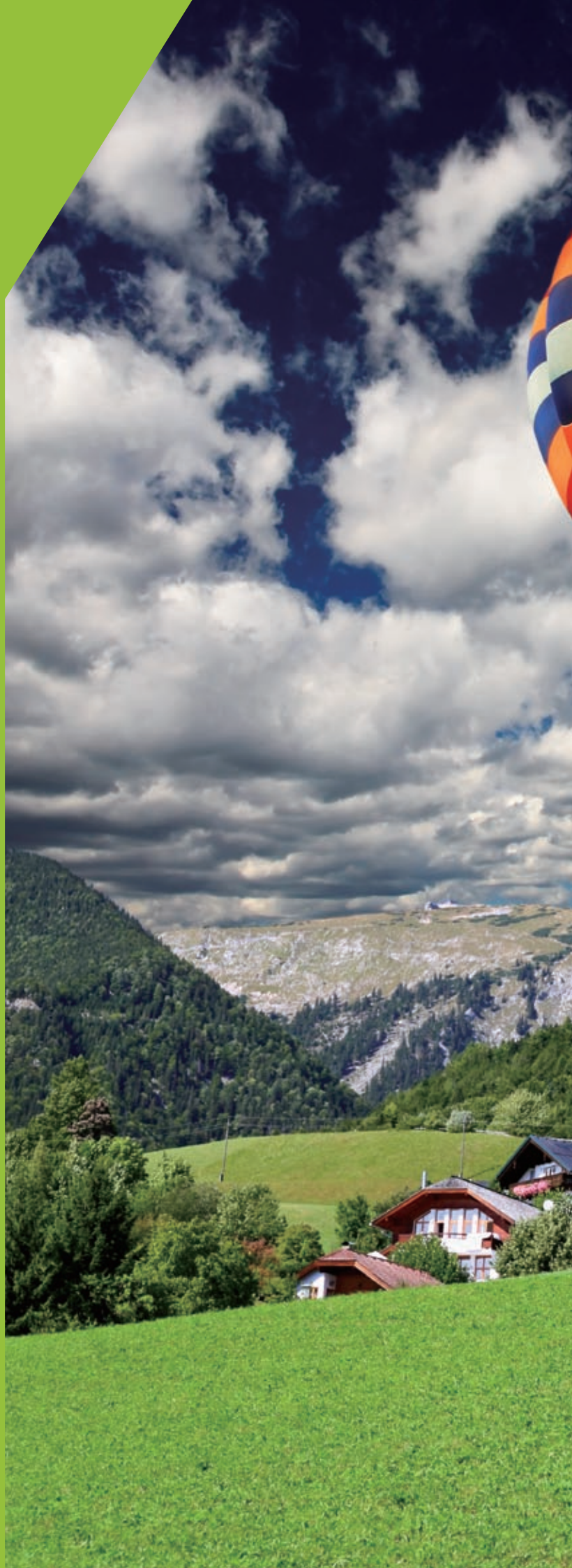
The Group employs around 500 staff and has offices throughout Hong Kong, Beijing, Guangzhou, Macau, Singapore and Taiwan.

OUR BUSINESS SEGMENTS

Corporate Travel Segment comprises corporate business travel, MICE, corporate leisure travel and the provision of other travel related services and products to corporate travel customers.

Wholesale Segment engages in sale of air tickets, hotel rooms and FIT packages on behalf of our suppliers to our travel agency customers.

Leisure Travel Segment offers a wide range of travel products, including FIT packages, air tickets, hotel rooms and other travel-related products such as travel insurance, amusement parks entrance tickets, cruises, rail-pass etc. to retail customers.





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This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this annual report.

This annual report has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report.

The contact person for the Sponsor is Mr Mark Liew, Managing Director, Corporate Finance, at 20 Cecil Street, #21-02 Equity Plaza, Singapore 049705, telephone (65) 6229 8088.

Corporate Information

BOARD OF DIRECTORS

Executive:

LO Fai Wah, Larry

(Managing Director)

CHU Tak Shun, Henry

(Finance Director)

Non Executive:

Dato' WONG Sin Just

(Chairman)

YU Chung Hang, Lucian

LAM Kin, Lionel

(Independent Director)

LEE Gee Aik

(Independent Director)

Dr LO Wing Yan, William, J.P.

(Independent Director)

AUDIT COMMITTEE

LEE Gee Aik *(Chairman)*

LAM Kin, Lionel

Dr LO Wing Yan, William, J.P.

Dato' WONG Sin Just

NOMINATING COMMITTEE

LAM Kin, Lionel *(Chairman)*

LEE Gee Aik

Dato' WONG Sin Just

REMUNERATION COMMITTEE

LEE Gee Aik *(Chairman)*

LAM Kin, Lionel

YU Chung Hang, Lucian

COMPANY SECRETARY

CHIA Luang Chew, Hazel, FCIS

REGISTERED OFFICE

36 Robinson Road,

#17-01 City House,

Singapore 068877

Tel: +65 6311 3233

Fax: +65 6311 3256

PRINCIPAL OFFICE

17/F, BEA Tower,

Millennium City 5,

418 Kwun Tong Road,

Kwun Tong, Kowloon,

Hong Kong

Tel: +852 2313 9700

Fax: +852 2723 3746

SPONSOR

PrimePartners Corporate
Finance Pte. Ltd.

20 Cecil Street, #21-02

Equity Plaza

Singapore 049705

SHARE REGISTRAR

Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte. Ltd.)

8 Cross Street

#11-00, PWC Building

Singapore 048424

AUDITOR

PricewaterhouseCoopers LLP

8 Cross Street

#17-00, PWC Building

Singapore 048424

Partner-in-charge: Rebekah Khan
(since financial year 2009)

PRINCIPAL BANKERS

The Hongkong and Shanghai
Banking Corporation Limited
Standard Chartered Bank
(Hong Kong) Limited

COMPANY WEBSITE

www.westminstertravel.com

REGIONAL OFFICES

Westminster Travel Limited

Hong Kong

Head Office

17/F, BEA Tower,
Millennium City 5,
418 Kwun Tong Road,
Kwun Tong,
Kowloon, Hong Kong

Central Branch

Room 603, SBI Centre,
54-58 Des Voeux Road Central,
Hong Kong

Tsimshatsui Branch

Room 901, 9/F, Tern Plaza,
5 Cameron Road,
Tsimshatsui,
Kowloon, Hong Kong

Airport Counter

5/F, Arrivals Hall A3,
Hong Kong International Airport,
Hong Kong

Mainland China

Beijing Westminster Air Service Co., Ltd

Room 110, Beijing Sun Flower Tower,
37 Maizidian Street,
Chaoyang District,
Beijing, China
Postal Code 100125

Westminster Travel Consultancy (Guangzhou) Limited

Unit 3, 5/F, Westmin Plaza,
50 Zhongshangqi Road,
Liwan District,
Guangzhou, China
Postal Code 570170

Macau

Westminster Travel Limited

Avenida da Praia Grande 762-804
7 Andar I Ed. China Plaza,
Macau

Singapore

Westminster Travel (S) Pte. Ltd.

120 Robinson Road,
#08-01, Parakou Building,
Singapore 068913

Taiwan

Westminster Travel Limited

11F-1, No. 77,
Nan Jing E. Rd. Sec 3,
Taipei, Taiwan

Wincastle Travel (HK) Limited

Head Office

16/F, Oriental Centre,
67 Chatham Road,
Tsimshatsui,
Kowloon, Hong Kong

Causeway Bay Branch

Room 3401, 34/F,
New York Life Tower,
Windsor House,
311 Gloucester Road,
Causeway Bay, Hong Kong

Central Branch

Room 903, 9/F,
Chuang's Tower,
30-32 Connaught Road Central,
Central, Hong Kong

Mongkok Branch

Room 1608, 16/F,
One Grand Tower,
639 Nathan Road,
Kowloon, Hong Kong

Kwun Tong Branch

Unit 1702, 17/F, BEA Tower,
Millennium City 5,
418 Kwun Tong Road,
Kwun Tong,
Kowloon, Hong Kong

Shatin Branch

Shop 619, Citylink Plaza,
Shatin, New Territories,
Hong Kong

Tsuen Wan Branch

Room 1002, 10/F, City Landmark I,
68 Chung On Street,
Tsuen Wan, New Territories
Hong Kong

Jecking Tours & Travel Limited

Unit 1703, 17/F, BEA Tower,
Millennium City 5,
418 Kwun Tong Road,
Kwun Tong,
Kowloon, Hong Kong

Chairman's Statement



Dato' Wong Sin Just
Non Executive Chairman

Dear Shareholders,

On behalf of the Board of Westminster Travel Limited, I am pleased to present the annual results of the Group for the financial year ended 30 June 2010.

The Group reported a profit for FY2010 of HK\$30.3 million as compared to a profit of HK\$16.5 million for FY2009. By excluding the expenses incurred for the Group's listing and placement in last financial year, the Group recorded an increase of 12.3% in profit for the year. Revenue for the year has increased by 5.7% to HK\$162.7 million as compared to HK\$153.9 million in FY2009. Earnings per share of the Company grew by 76.7% to HK 10.6 cents, and the Board has proposed a first and final dividend of HK 5.3 cents per share for FY2010, subject to the Shareholders' approval at the forthcoming AGM. The first and final dividend represents a dividend payout ratio of 50% of the profit attributable to the equity holders of the Company.

THE MARKET REBOUNDED, WE GAINED GROUND

The Group experienced a noticeable recovery in its business especially in the second half of FY2010 along with the general economic recovery in spite of the volatile financial market. Although there were significant increases in air fares and hotel rates during the year, the robust demands for travel have supported the Group's turnaround from a drop in revenue in the first half of FY2010 to an overall revenue growth for the year as compared to FY2009. Our resilience has been put to test by the financial crisis, the H1N1 virus and Thailand's political instability. Yet Westminster Travel demonstrated its ability to cope with these adverse situations as well as to capture growth opportunities during good days.

The Group recorded a 5.7% growth in revenue for FY2010 from FY2009. Leisure travel business performed well with a revenue growth of 51.4% in FY2010 as compared to FY2009. The leisure travel segment accounted for 18.9% of the Group's total revenue for FY2010. Four (4) new retail branches were opened in Hong Kong during FY2010 which had also contributed to the revenue growth. The pleasing results of the leisure travel segment proved the right strategies applied by the Group. Revenue from the wholesale segment has increased by 4.6% to HK\$50.9 million for FY2010, despite a decrease of 3.7% in the first half of FY2010 as the segment improved in its performance in the second half of FY2010. Corporate travel business recorded a decrease of 4.6% in revenue for FY2010 against FY2009. The corporate travel segment experienced a relatively larger impact from the financial crisis and the recovery momentum, after the economic rebound, was relatively slower as compared to the other segments. Despite the caprices of the global financial market, we remain fairly optimistic that the economy recovery will continue, and our corporate travel segment shall continue to benefit from it.

TECHNOLOGY IS OUR EDGE

The management recognised the importance of technology in sustaining our competitiveness. Our unflinching effort to enhance our technological capability over the past years has enabled us to access more business opportunities during the year. Improved performance of B2B platforms, higher automation, reliable database, better security and controls are areas that we have worked on and welcomed by our customers and business partners. Certainly our professional operating and supporting teams are still our key elements to make such systems a success.

CHALLENGES ARE NOT TO BE FEARED BUT EMBRACED

The industry continues to be challenging and competitive while recent merger and acquisitions in the travel market has hinted that a continuous growth in size is significant for the travel business to remain competitive. We have been on the lookout for acquisitions, joint ventures and alliances opportunities to extend our service network.

On 30 June 2010, the Group announced its cooperation with Webjet Limited ("Webjet"), a leading online travel company in Australia with businesses also in New Zealand and the United States, to establish a 50/50 joint venture company to conduct online travel business in both Hong Kong and Singapore (the "Territories"). The management has been aware of the potentials and trend of online travel business but certain regions including the Territories are relatively lagging behind in this online travel segment. In view of the favourable factors in the Territories such as high internet penetration and well developed e-commerce environment, the potential of online travel could be brought out quickly. Leveraging on Webjet's leading technology and its vast experiences in operating online travel business, coupled with the Group's leading position in the Territories, the management is optimistic about the long-term values of this business to the Group.

On the other hand, general inflation is also a factor we have to be aware of as it may impact our business costs such as staff remuneration. Thus the Group has been conscious of its cost efficiency and again, technology and automation could help improve matters in this area.



Participation in Run-up Two IFC Charity Race 2010

Chairman's Statement

FUTURE PROSPECTS AND STRATEGIES

Organic growth in the existing businesses and new business opportunities are of the same importance to the Group.

Corporate travel segment, which accounted for 49.7% of the Group's total revenue for FY2010, continues to remain as the Group's core development area. Staff morale and service standards are the keys to success, and thus these are the areas that we will continue to improve on.

Wholesale segment, which accounted for 31.3% of the Group's total revenue for FY2010, continues to play an important strategic role in the Group as its high transaction volumes can be spilled over to the other business segments bargaining powers and synergies.

Our effort on expanding the leisure travel business could be evidenced by its commendable results for FY2010. We have planned to open another two (2) retail branches in Hong Kong in the forthcoming year, and we will continue to watch for further expansion opportunities in this area.

The new online travel business is an exciting project for our Group. Despite the absence of personal touch in the online environment, we perceive the same importance of building relationship with our online customers. Therefore we will strive to provide a fuss-free platform in which our customers can enjoy a pleasant online transaction process. We believe that this business can be another significant development aspect of the Group in the near future.

APPRECIATION

To our customers and business partners, I sincerely thank you for your continuous support and votes for Westminster Travel, which enabled us to be awarded the "Best Travel Agency-Hong Kong" of TTG Travel Awards for three (3) consecutive years from 2008 to 2010. We will continue to strive and assure that your satisfaction will be our utmost consideration.

To our Shareholders, I would like to extend my gratitude to you for your trust and confidence in us.

To our Board, the management and the staff, I thank you all for your dedication to the Group during the year. You have been our core strengths and pillar to ensuring in our continued success.

Dato' Wong Sin Just

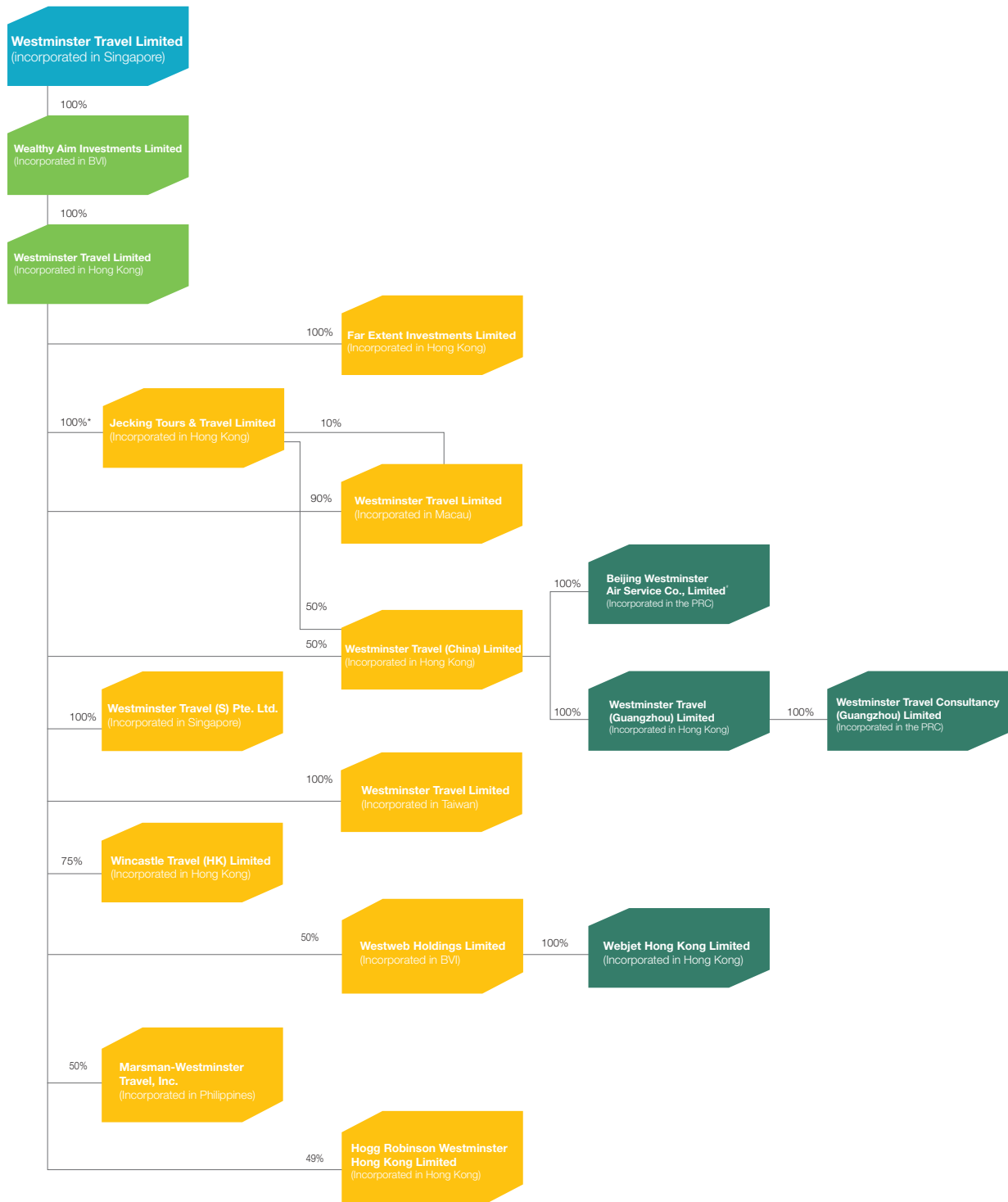
Non Executive Chairman

5 October 2010



Corporate Structure

As at 30 June 2010



* 0.2% was held by SB Investments Nominees Limited in trust for Westminster-HK.

Pursuant to the terms of cooperation under the contractual joint venture arrangement between the Group and Beijing Chang An Club Company Limited, Beijing Chang An Club Company Limited is entitled to share 10% of dividends declared by Beijing Westminster Air Service Co., Limited.

Review of Business, Operating Results and Financial Position



FINANCIAL HIGHLIGHTS

	FY2010 HK\$'million	FY2009 HK\$'million	Increase
Gross Sales Proceeds	3,332.9	2,895.3	15.1%
Revenue	162.7	153.9	5.7%
Profit for the year before placing and listing expenses	30.3	27.0	12.3%
Profit for the year	30.3	16.5	83.0%
Profit attributable to Equity Holders before placing and listing expenses	29.6	26.3	12.4%
	HK cents per share	HK cents per share	Increase
Basic and diluted earnings	10.6	6.0	76.7%
Net asset value attributable to Equity Holders	88.1	79.4	11.0%
Net tangible assets attributable to Equity Holders	63.7	54.2	17.5%
Other key financial ratios:			
Current ratio	1.5 times	1.6 times	
Net margin	18.6%	10.8%	
Return on net equity	12.0%	7.2%	



Review of Business, Operating Results and Financial Position

BUSINESS REVIEW

The Group recorded revenue of HK\$162.7 million for FY2010, which represented an increase of 5.7% as compared to FY2009. The Group has experienced a remarkable recovery in its business along with the recovery of the economy from the financial crisis. Apart from the economic rebound, the revenue growth was also the result of our expansion strategy in the leisure travel segment. Moreover, our effort in technology enhancement in the past years has taken flight and brought about more business opportunities in wholesale segment during FY2010.

Corporate Travel Business

Corporate travel business recorded a decline in revenue by 4.6% for FY2010 to HK\$80.9 million. This compares to the 12.2% drop recorded in the first half of FY2010. Such decline was mainly attributable to the impact from the financial crisis especially in Singapore where the corporate travel business was adversely affected. The pick-up in the business was relatively slow as the customers remained watchful due to the extremely challenging conditions. Despite the volatile financial market, we remain confident in the steady recovery of the economy, which will benefit the long-term growth of our corporate travel business. Thus the corporate travel segment will remain as our core area to develop, and the Group will continue to expand its sales force and service teams in this segment.

Wholesale Business

Wholesale segment recorded an increase in revenue of 4.6% to HK\$50.9 million for FY2010. The Group had significantly improved its performance in the wholesale of air tickets, hotel rooms as well as travel packages despite the challenging and competitive environment. Our unremitting effort in improving the performance and functions of our B2B platforms, the maintenance of reliable system databases and the strengthening of product sourcing ability are all keys to our success. Continuous enhancement of technology, striving for higher automation and maintaining a reliable product database shall continue to be the Group's objectives for the development in this segment.

Leisure Travel Business

Leisure travel business, which was mainly operated in Hong Kong, was robust during FY2010. A growth of 51.4% in the Group's revenue was recorded for FY2010. Four (4) new retail branches were opened during FY2010 under the Group's expansion plans and the sales force was increased accordingly. Leveraging on the Group's preferential market position in the region which enabled our access to a full range of competitive travel products, the leisure travel business was able to enjoy the synergies. The Group has planned to set up another two (2) retail branches in Hong Kong subsequent to FY2010, and will continue to look out for further expansion opportunities.



Review of Business, Operating Results and Financial Position

FINANCIAL RESULTS OF THE GROUP

Other income of the Group increased to HK\$17.1 million in FY2010, which represented an increase of 0.8% from HK\$16.9 million in FY2009. The increase was mainly attributable to the increase in development fund and segment fee income of 31.1% in FY2010 as a result of the increase in sales volume of air-tickets. This increase was however partly offset by the drop in interest income due to the decline in deposit interest rates.

Selling expenses of the Group increased to HK\$87.6 million in FY2010, which represented an increase of 3.8% from HK\$84.5 million in FY2009. The increase of selling expenses was mainly deployed in the advertisements and promotions and human resources for the expansion of the leisure travel business. The ratio of selling expenses to revenue for FY2010 was 53.9% (FY2009: 54.9%) which demonstrated a slight improvement in costs efficiency.

Administrative expenses of the Group amounted to HK\$58.8 million in FY2010, and recorded an increase of 5.1% as compared to HK\$55.9 million in FY2009. As a result of the Listing of the Company in January 2009, additional administrative expenses were incurred by the Company thereafter which included legal, professional and sponsor fees and directors' emoluments for the purpose of maintaining good corporate governance.

Profit from operations of the Group increased to HK\$33.3 million for FY2010, which represented a growth of 66.4% from HK\$20.0 million in FY2009. By excluding the non-recurring professional expenses of HK\$10.4 million incurred for the Listing in FY2009, the increase in profit from operations for FY2010 would be HK\$2.9 million, representing an increase of 9.5%. The growth was mainly attributable to the growth of the Group's revenue in the second half of FY2010.

Share of profits of jointly controlled entities increased by 168.4% from HK\$1.1 million in FY2009 to HK\$3.0 million in FY2010. The increase was mainly attributable to the increase in profits from Westminster-HRG due to the robust rebound of corporate travel of its global corporate customers after the recovery from the economic downturn.

Income tax expense increased by 31.9% to HK\$6.1 million in FY2010 compared to HK\$4.6 million in FY2009. A decrease of effective tax rate was recorded from 21.8% in FY2009 to 16.8% in FY2010. The decrease was mainly due to the recognition of HK\$10.4 million professional expenses incurred for the purpose of the Listing by the Company during FY2009. No deferred tax credit was recognised by the Company for these expenses.

Profit attributable to equity holders of the Company grew by 86.0% to HK\$29.6 million in FY2010 (FY2009: HK\$15.9 million). Had the non-recurring professional expenses incurred for the listing of the Company not been accounted for in FY2009, the increase in profit attributable to equity holders of the Company would be 12.4% or HK\$3.3 million as compared to FY2009. The increase of 12.4% was mainly resulted from the revenue growth in the second half of FY2010.



Review of Business, Operating Results and Financial Position

REVIEW OF FINANCIAL POSITION

Non-current assets as at 30 June 2010 amounted to HK\$85.2 million which remained stable and there was no significant capital expenditure incurred during the year (30 June 2009: HK\$85.3 million).

Trade receivables and trade payables as at 30 June 2010 increased by HK\$70.5 million and HK\$70.4 million to HK\$242.3 million and HK\$202.5 million respectively compared to HK\$171.8 million and HK\$132.1 million as at 30 June 2009. The increase in both trade receivables and trade payables was the result of the increase in Gross Sales Proceeds and cost of purchases in FY2010 as compared to FY2009.

Deposits and other receivables increased by HK\$59.8 million to HK\$140.8 million as at 30 June 2010 compared to HK\$81.0 million as at 30 June 2009. The increase was due to higher amounts of deposits paid to airlines and product suppliers, increase in receivables from trade partners and from airlines as a result of the Group's growth in business.

Accruals and other payables grew by HK\$22.4 million to HK\$72.8 million as at 30 June 2010 compared to HK\$50.4 million as at 30 June 2009. The increase was due to the higher amounts of deposits received in advanced from customers, mainly from the leisure travel segment.

Deferred income tax liabilities as at 30 June 2010 was HK\$3.0 million (30 June 2009: HK\$3.4 million). The decrease was due to the deferred tax effect of change in intangible asset because of amortisation charge.

REVIEW OF CASH FLOW STATEMENT

Cash and cash equivalents of the Group declined by 22.6% or HK\$24.9 million to HK\$85.4 million as at 30 June 2010.

Net cash generated from operating activities decreased by HK\$27.3 million to HK\$4.7 million for FY2010 as compared to HK\$32.0 million for FY2009. The decrease in cash inflow was mainly due to the increase in trade receivables, deposits and other receivables in FY2010 as a result of the increase in Gross Sales Proceeds.

Net cash used in investing activities for FY2010 amounted to HK\$21.3 million represented HK\$20.0 million placed in bank deposits with maturity over three (3) months at the date of placing and additions of property, plant and equipment.

Net cash used in financing activities of HK\$8.3 million for FY2010 included the final dividends paid to the Company's Shareholders and non-controlling interest for FY2009, which amounted to HK\$7.0 million and HK\$1.3 million respectively.

FINANCIAL RATIOS

The Group has a strong financial position and liquidity. As at 30 June 2010, the Group had total bank deposits and cash and cash equivalents of HK\$105.4 million (30 June 2009: HK\$110.3 million), of which approximately 86.0% (30 June 2009: 96.2%) were kept at banks with Moody's credit rating of Aa3 to Aa1. The Group had no borrowings from the financial institutions for FY2010.

Current ratio of the Group was 1.5 times as at 30 June 2010 (30 June 2009: 1.6 times), which indicated a stable liquidity.

As at 30 June 2010, the total banking facilities available to the Group was HK\$119.5 million, of which HK\$37.9 million remained unutilised.

Review of Business, Operating Results and Financial Position

AWARDS

Westminster Travel was awarded the Best Travel Agency – Hong Kong of TTG Travel Awards for three (3) consecutive years from 2008 to 2010.

Our faithfulness to our philosophy of excellence is recognised by our business partners, the airlines and hotels, which are evidenced by the following awards and accolades received from the key airlines in the region where the Group operates during FY2010:

Airlines	Awards	Year
Air China	香港地區散客銷售貢獻獎 ⁽¹⁾	2009
Air France/ KLM Royal Dutch Airlines	Top 10 Agents Award ⁽¹⁾	2009
Asiana Airlines	Top Sales Agency ⁽¹⁾	2008
Cathay Pacific Airways	Top Agent Award ^{(1),(2)}	2009
China Airlines	Outstanding Contribution ⁽¹⁾ , 超越千萬台幣獎 ⁽³⁾	2009
China Eastern Airlines	In Recognition of Top FIT Agent Award (H.K.) ⁽¹⁾	2008/2009
Dragonair	Top Agent Award ^{(1),(2)}	2009
Eva Airways	3-5月淡季促銷競賽獎第二名 ⁽³⁾	2010
Japan Airlines	Top Agent Award ⁽¹⁾	2009
Hong Kong Airlines	Top Agent Award ⁽²⁾	2009
Korean Air	In Recognition of Valuable Support and Contribution ⁽¹⁾	2009
Malaysia Airlines	Top Performance ^{(1),(2)}	2009
Philippine Airlines	Valuable Contribution for Passenger Sales and Marketing ⁽¹⁾	2009/2010
Singapore Airlines	Top Agent Award ⁽¹⁾	2009/2010
Swiss International Air Lines/ Lufthansa	Top Agent Award ⁽¹⁾	2009
United Airlines	Million Dollar Agent ⁽¹⁾	2008

Notes:

The above awards were awarded to the relevant subsidiaries set out below:

- (1) Westminster-HK
- (2) WTL-Wincastle
- (3) Westminster-TW

CONTRIBUTION TO THE COMMUNITY

Westminster Travel supported The Community Chest and took part in its charitable events during the year, including the Community Chest Charity Walk at Stonecutters Bridge, New Territories in November 2009 and the Run-up Two IFC Charity Race 2010 in January 2010.

Our staff volunteered to participate in The Chinese General Chamber of Commerce Charity Walk in Celebration of the People's Republic of China 60th Anniversary in September 2009.

Westminster Travel initiated a dollar-for-dollar donation to the amount collected from our staff for the Qinghai earthquake victims via the World Vision in June 2010.

As part of corporate social responsibility, Westminster Travel took a leading role in the industry by "Say(ing) NO to Shark Fin". We had pledged not to buy shark fin soup as part of our corporate activities under the World Wide Fund programme and had launched a "No Shark Fin Policy" in Singapore and Hong Kong.

Board of Directors



From Left:

Lo Fai Wah Larry, Lee Gee Aik, Dato' Wong Sin Just, Lam Kin Lionel, Chu Tak Shun Henry, Yu Chung Hang Lucian, Dr Lo Wing Yan William, J.P.

Dato' WONG Sin Just was appointed as the Non Executive Chairman of the Company in November 2008. He is the founder of SBI E2-Capital Limited and possesses over 18 years of experience in investment banking and venture capital. SBI E2-Capital Limited and its group of companies are a private investment group providing financial services in both Hong Kong and Singapore. Dato' Wong is also an Independent Non Executive Director of China.com Inc., China Zenith Chemical Group Limited, which are listed on HKEx as well as CDC Software Inc., which is listed on NASDAQ market in the United States. Dato' Wong began his career as a computer engineer with Hewlett-Packard in Singapore before joining an international accounting firm at its London office. In 1992, he was an executive in Standard Chartered Asia Limited's corporate finance team. He was a manager in the Corporate Finance team in ABN AMRO Asia Corporate Finance Limited from 1993 to 1994 and was with Nomura International (Hong Kong) Limited as an Associate Director of the Equity Capital Markets/Equity Syndicate department from 1994 to 1996. From 1996 to 1998, he joined ABN AMRO Asia Corporate Finance Limited as Director of Asian Equity Capital Markets. In 1998, he joined BNP Prime Peregrine Securities Limited as Managing Director of the Asia Equity Capital Markets. From 2001 to 2008, he was Vice Chairman of China Renji Medical Group Limited. Dato' Wong was also the founder and co-Chairman of E2-Capital (Holdings) Limited from February 2000 to May 2008, a company listed on the main board of HKEx which focus on property development and private equity. Dato' Wong holds a Bachelor of Engineering (First Class Honours) from the Imperial College of Science, Technology and Medicine, University of London and was qualified with the Institute of Chartered Accountants, England and Wales in 1992 as a Chartered Accountant.

Board of Directors



LO Fai Wah, Larry was appointed as the Managing Director of the Company in December 2008. He joined the Group in March 2008 and has over 20 years of experience in the travel industry, having worked with established players in the travel industry in Hong Kong and Canada. He is responsible for the Company's local and regional sales and operations, including the overall management and continued development of strategic partners and supplier relationships. He started his career in 1988 with Patterson Travel Service Co. Ltd. as a Travel Consultant. From 1990 to 1995, he worked with JBC Travel Co. Ltd. in Hong Kong as Assistant Sales Manager, and moved on to its sister company, Henry International Travel Co. Ltd. in 1995. In 1996, he joined JBC Travel Co. Ltd. in Vancouver, Canada, and returned to Henry International Travel Co. Ltd. from 1997 to 1999. From 1999 to 2003, he joined Jardine Travel Ltd, first as Assistant Manager of the Wholesale department and rising up to Sales Manager. From 2003 to 2008, he served as the General Manager with Skal Travel Service Ltd. Larry holds a Bachelor Degree in Business Management from the Royal Melbourne Institute of Technology. He currently serves as a Director in the Society of International Air Transport Association Passenger Agents (SIPA) and the Travel Industry Council of Hong Kong (TIC).

CHU Tak Shun, Henry was appointed as the Finance Director of the Company in October 2008 and joined our Group since December 2007. His experience spans over 15 years in the areas of financial management, merger and acquisition, investor relations, corporate governance and compliance and he has worked with several listed companies and an international accounting firm in Hong Kong. He started his career with Ernst & Young Certified Public Accountants and later joined Kerry Properties Limited as Internal Audit Supervisor. From 2002 to 2004, he was the Chief Financial Officer of Wanji Pharmaceutical Holdings Limited and prior to joining the Group, he was Head of Investor Relations and Compliance and the Company Secretary of Huabao International Holdings Limited, a company listed on the main board of HKEx engaging in flavour and fragrances business in the PRC. Henry holds a Bachelor of Arts (Hon) Degree in Accountancy from Hong Kong Polytechnic University, and is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants.

YU Chung Hang, Lucian was appointed as the Non Executive Director of the Company in December 2008. He has more than 8 years experience in the venture capital and corporate finance field. He is currently the Chief Executive Officer of Suntech Group Limited. He started his career in 1999 as a site engineer in Hong Kong Dragages Hong Kong Bouygues Construction Group. In 2000, he joined Softbank China Venture Investments Limited as an Assistant Investment Manager. From 2002 to 2003, he was an Associate at SBI E2 Capital China Holdings Ltd. Following that, from 2003 to 2004, he worked with Softbank Investment Corporation in Tokyo, Japan, holding the position of Assistant Manager. In 2006 to 2007, he served as the Manager of the Chairman's Office and Executive Director in Softbank Investment International (Strategic) Ltd. He holds a Masters Degree in Engineering from the Imperial College, England. The Company's controlling shareholder, Mr Yu Kam Kee, BBS MBE, J.P., is the father of Lucian.

LAM Kin, Lionel was appointed as Independent Non Executive Director of the Company in December 2008. He is currently the Executive Director of Vigers Asia Pacific Ltd. and the Chairman and Chief Executive Officer of Perfect Balance (HK) Ltd. He spent most of his career, beginning in 1965, with the Hong Kong Police, rising up the ranks to Assistant Commissioner of the Police, Support until his retirement in 2001. From 2001 to 2003, he served as Chief Management Officer of Sino Media Group Ltd, and General Manager and Director in Locus Group Limited. From 2003 to 2004, he was an Executive Director in Skal Travel Service Ltd. Since February 2003 till present, he has been the Chairman and Chief Executive Officer of Perfect Balance (HK) Ltd. Since June 2004 till present, he has been an Executive Director at Vigers Asia Pacific Ltd.

LEE Gee Aik was appointed as an Independent Non Executive Director of our Company in December 2008. He is a Partner of R Chan & Co, a Certified Public Accounting firm in Singapore and member firm of the KS International network of accountants. Mr Lee has about 28 years of extensive and varied experience in accounting, tax and financial matters and had worked with KPMG in Singapore and the United States from 1979 to 1993. Prior to setting up his own professional practice in 1998, Mr Lee was the Regional Controller for Omni Marco Polo Hotel in Singapore from 1993 to 1998. Mr Lee is a fellow member of The Association of Chartered Certified Accountants, United Kingdom, and the Institute of Certified Public Accountants of Singapore. He also obtained a Masters degree in Business Administration from Henley The Management College, United Kingdom.



Board of Directors

Dr LO Wing Yan, William, J.P. was appointed as an Independent Non Executive Director of the Company in June 2009. Dr Lo was the Vice Chairman & Managing Director of I.T. Limited, a well recognized trend-setter in the fashion apparel retail market in Hong Kong, the Greater China and Asia Pacific region, which is listed on the Main Board of HKEx. Prior to joining I.T. Limited, Dr Lo was the Executive Director and Vice-President of China Unicom Ltd., an integrated telecommunications services provider in China and the world's second largest cellular operator and a company listed in both the HKEx and the New York Stock Exchange. From 2000 to 2004, Dr Lo was the Non Executive Chairman of WPP Greater China. Prior to that, Dr Lo was the Chief Executive Officer of Citibank's Global Consumer Banking business for Hong Kong, Macau and China in the late 90's. His executive management portfolio in Citibank includes retail banking, credit card, insurance and investment services. Prior to his appointment at Citibank, Dr Lo was the founding Managing Director of Hongkong Telecom's wholly-owned interactive multimedia subsidiary, the Hongkong Telecom IMS Limited. Dr Lo started his business career as a management consultant with McKinsey and Company.

Dr Lo has held numerous government appointments during his career. He was a founding member of the HKEx's Growth Enterprise Market (GEM) Listing Committee from 1999 to 2003. During 1995 and 1996, Dr Lo participated as a part-time member of the Government's Think Tank – the Central Policy Unit. He was also a board member of the HK Applied Science and Technology Research Institute, the HK Jockey Club Institute of Chinese Medicine Ltd., the HK Science Park Company Limited, HK Committee of the Pacific Economic Council, Information Infrastructure Advisory Committee, and the Industry & Technology Development Council. In the education sector, Dr Lo was the Chairman of the Advisory Committee on Quality Assurance Inspection for the Education Department as well as a council member of the Open University during the early 2000's. Dr Lo is an Adjunct Professor of The School of Business, Hong Kong Baptist University as well as that of the Faculty of Management, Hong Kong Polytechnic University. He is the Council Member of College of Professional and Continuing Education, Hong Kong Polytechnic University. He is also a Governor of an independent school the ISF Academy as well as the Vice Chairman of Junior Achievement Hong Kong. Dr Lo is also a Founding Governor of the newly established Charles K. Kao Foundation for Alzheimer's Disease Limited.

Dr Lo serves as a Non Executive Director on the board of a number of publicly listed companies in Hong Kong, including Varitronix International Limited and South China Land Limited. He is also an Independent Non Executive Director of the New York Stock Exchange listed Nam Tai Electronics, Inc.

Dr Lo holds a M.Phil. Degree in Molecular Pharmacology and a Ph.D degree in Genetic Engineering, both from the Cambridge University. He was a Commonwealth Scholar, a Croucher Foundation Fellow (H.K.), and a Bye-Fellow of Downing College, Cambridge. He has published more than 20 scientific papers in various learned journals during his research career.

In 1996, Dr Lo was selected as a "Global Leader for Tomorrow" by the renowned global organisation World Economic Forum for his contributions in bringing multimedia technologies and services to Asia. On 1 July 1999, Dr Lo was appointed as a Justice of the Peace (JP) of the HKSAR Government. In October 2000, Dr Lo was selected as one of the top 25 Asia's Digital Elite by the Asiaweek magazine for his works in help shaping the region's high-tech future. In June 2003, Dr Lo was appointed as Committee Member of Shantou People's Political Consultative Conference.

KOK Kiu Ngor, Sharon was appointed as the Financial Controller of Westminster-HK in October 2007. She has over 16 years of experience in financial and management accounting, auditing, corporate finance, travel and hospitality, transportation and property development industries. She is responsible for managing the finance and accounts of the Company, including its cashflow and working capital requirements, preparing the financial analysis and is involved in the business strategy and development plans of the Company. From 1994 to 1999, she worked with PricewaterhouseCoopers in Hong Kong as a Senior Associate. From 1999 to 2007, she was with Shun Tak Holdings Limited, a company listed on the main board of HKEx, rising through the ranks from Financial Analyst of the corporate finance department and corporate affairs and development department, to Financial Controller of the then established Shun Tak Travel Services Limited. Sharon holds a Bachelor of Arts Degree in Accountancy (Honours) from The City University of Hong Kong, and is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

LEUNG Tai Leung, William is the founder and the Managing Director of WTL-Wincastle, a subsidiary of the Company since 1986. He has over 37 years of experience in the travel industry and has worked with several large players in the industry in Hong Kong prior to the establishment of WTL-Wincastle. He is involved in the management and oversight of the business, financial and operational resources and activities of WTL-Wincastle. From 1973 to 1986, he worked at various travel agencies, namely Aik Khiaw Travel, Golden Flower Travel, Super Travel, Ga Ga Tours, Travel Advisor, Choices Holiday, United Tours, Package Tours and Maywood Travel.

LIOW Yoke Ching, Lena was appointed as General Manager of Westminster-SG in January 2008. She has 31 years of experience in corporate sales, marketing and management in the travel industry. She is responsible for the strategic development and management of Westminster-SG and oversees Westminster-SG's business, financial and operational resources and activities. From 1979 to 2003, she worked with Anglo French Travel Pte Ltd. starting off as sales and marketing officer and was subsequently promoted to General Manager of the business travel. She then worked as a freelance consultant with Westminster-SG from 2003 to 2006. In 2006, she joined Westminster-SG full-time as its General Manager of business travel. Lena has obtained a Diploma from the International Air Transport Association and Universal Federation of Travel Agents Associations Joint Passenger Agents' Professional Training Programme.

TONG Elaine was appointed as Head of Human Resource, Administration and Communications of Westminster-HK in October 2008. She joined the Group in October 2007 and has over 21 years of experience in international companies covering investment holding, property management, fast moving consumer goods, and power generation. She is responsible for the formulation of human resource strategies, the management of human resource functions and also advises on human resource issues for the Group. From 1990 to 1992, she served as Executive Secretary to a Director of NEI (HK) Limited, Rolls-Royce Industrial Power Group. During the period of 1993 to 1999, she was Executive Secretary to a Director of Customer Business, Asia Pacific of Procter & Gamble. From 1999 to 2000, she was Executive Secretary to the Managing Director of Colliers Jardine (Hong Kong) Limited. From 2000 to 2007, she was the Head of Human Resource of E2-Capital (Holdings) Limited, a company listed on the main board of HKEx. Elaine holds a Masters of Science degree in Strategic Human Resource Management from the Hong Kong Baptist University.



Corporate Governance Report

The Board and the management of Westminster Travel Limited recognise the importance of corporate governance in the Group's long-term development and sustainability. The Group is committed to upholding high standards of corporate governance to enhance corporate performance and protect the interests of the Company's Shareholders.

This report sets out the Group main corporate governance practices with reference to the CG Code. The Board of Directors is pleased to report the compliance with the principles of the CG Code except where otherwise stated and such compliance is regularly reviewed to ensure transparency and accountability.

BOARD MATTERS

Board's Conduct of Affairs

The Board provides strategic guidance and entrepreneurial leadership for the Group and ensures that the Group has adequate financial and human resources to achieve its objectives. Its principal functions include approving strategic business plans, annual budget plan, major acquisition and disposal of assets and businesses, financial results of the Group, reviewing management performance, Group's corporate policies and financial performance.

The Group has established approval limits for operating and capital expenditure, procurement of goods and services, as well as operational and financial authorisation on daily and ad hoc operation decision-making. Apart from matters that specifically require the Board's approval, such as major acquisitions and realisations, issue of shares, dividend distributions and other returns to Shareholders, the Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to the Board Committees, the management and key executives so as to optimise operation efficiency.

The Board established a number of committees to assist the Board in discharging its responsibilities. These committees include the Audit Committee, Remuneration Committee and Nominating Committee. Each of the committees' functions are clearly defined in its terms of reference.

New Directors appointed to the Board are briefed on the Group's business activities and its strategic directions, as well as statutory and other responsibilities as a Director. Directors have obligations to act in good faith and in the interests of the Group. The Group recognises the importance of appropriate training for Director(s), apart from the initial orientation. They are briefed from time to time on regulatory changes which have important bearing on the Group and the Directors' obligations towards the Group.

Corporate Governance Report

Board's Conduct of Affairs (Continued)

The Board and the Board Committees hold physical meetings on regular basis and when circumstances dictate. The Company's Articles of Association allows meetings to be conducted by way of telephone conferencing or any other electronic means of communication. The number of Board and Board Committee meetings held in the financial year and the attendance of each Director are set out as follows:

Name of Director		Board	Audit Committee	Remuneration Committee	Nominating Committee
		Meetings Attended/ Meetings Held	Meetings Attended/ Meetings Held	Meetings Attended/ Meetings Held	Meetings Attended/ Meetings Held
Dato' WONG Sin Just	Non Executive Chairman	4/4	4/4	N/A	1/1
LO Fai Wah, Larry	Executive Director	4/4	N/A	N/A	N/A
CHU Tak Shun, Henry	Executive Director	4/4	N/A	N/A	N/A
YU Chung Hang, Lucian	Non Executive Director	4/4	N/A	2/2	N/A
LAM Kin, Lionel	Independent Director	4/4	4/4	2/2	1/1
LEE Gee Aik	Independent Director	4/4	4/4	2/2	1/1
Dr LO Wing Yan, William, J.P.	Independent Director	3/4	4/4	N/A	N/A

Board Composition and Balance

The NC reviews the size and composition of the Board from time to time to ensure that the size of the board is conducive to effective discussion and decision-making with appropriate number of Independent Directors. The NC carried out a board performance evaluation for the financial year ended 30 June 2010 and considered that the current size of the Board and the combined experience, skills and knowledge and expertise of the Directors could provide an effective decision-making and leadership to the Group. Therefore, the NC seeks to maintain an appropriate balance of expertise and attributes among the Directors, including relevant core competencies in areas such as travel industry knowledge, accounting and finance, business and management, strategic planning and regional business expertise.

The Company has seven (7) Directors on the Board, comprising two (2) Executive Directors, two (2) Non Executive Directors and three (3) Independent Directors, of which the number of Independent Directors accounts for more than one-third (1/3) of the Board. The CG Code requires that at least one-third (1/3) of the Board comprises Independent Directors. In assessing the independence of each Director, the NC examined different relationships identified by the CG Code that might impair the Directors' independence and objectivity and it is satisfied that the Directors are independent. The Independent Directors have confirmed that they do not have any relationship with the Company or its related Companies or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement with a view to the best interest of the Company.

Biographical details of the Directors are set out on pages 13 to 16 of this annual report.



Corporate Governance Report

Chairman and Managing Director

Dato' Wong Sin Just is the Non Executive Chairman of the Board and Mr Lo Fai Wah, Larry is the Managing Director of the Group. Dato' Wong and Mr Lo are not related to each other. There is a clear division of roles and responsibilities of the Chairman and the Group's Managing Director to ensure an appropriate balance of power and authority, thus no individual represents a considerable concentration of power.

The Non Executive Chairman is responsible to exercise control over quality, quantity and timeliness of the flow of information between the management and the Board while not interfering with the flow of the Group's operations. The Group's Managing Director is responsible for implementing the Group's strategies and policies, and conducting the Group's businesses.

Board Membership

The NC, which comprises two (2) Independent Directors, namely Mr Lam Kin, Lionel and Mr Lee Gee Aik, and one (1) Non Executive Director, namely Dato' Wong Sin Just, the majority of whom, including the Chairman, are independent. The NC establishes and reviews the profile required of Board members and makes recommendations to the Board on the appointment, re-nomination and retirement of Directors. The NC is chaired by Mr Lam Kin, Lionel and he is not associated with any substantial Shareholders. The NC reviews the composition of the Board from time to time and to search and identify suitable candidates with suitable qualifications, expertise and experience.

The NC assesses each Director's contribution and performance, as well as independence on an annual basis or when necessary to decide whether a Director is able to and has been adequately carrying out his duties as a Director.

The NC has assessed the current Board's performance to-date and is of the view that the performance of the Board as a whole was satisfactory.

All Directors are required to declare their Board representations. The NC also reviews that whether internal guidelines adopted to address the competing time commitments are relevant and being followed when Directors serve on multiple boards. As a result of the NC's review, the Directors who sit on multiple boards, have and are able to adequately carry out their duties as Directors of the Board.

To ensure the independence of the Director's appointment, re-nomination and retirement, each member of the NC abstains from voting on any resolution and making any recommendation and/or participating in respect of matters in which he has interest.

Pursuant to the Company's Articles of Association, one-third (1/3) of the Directors, for the time being, shall retire by rotation and be nominated for re-election at every AGM. In addition, any Director appointed during the year, shall hold office until the next AGM.

In considering the nomination, the NC took into account, the contribution of the Directors with reference to their attendance and participation of the Board and Board Committees as well as the proficiency with which they have discharged their responsibilities.

The NC recommended that Mr Chu Tak Shun, Henry and Dato' Wong Sin Just be nominated for re-election at the forthcoming AGM. In making the recommendation, the NC had considered the Directors' overall contribution and performance.



Corporate Governance Report

Board Membership (Continued)

A record of the NC members' attendance at the NC meetings during the financial year ended 30 June 2010 is set out on page 19 of this annual report.

Board Performance

The Board and NC strive to ensure that Directors on the Board possess the experience, knowledge and skills critical to the Group's business so as to enable the Board to make sound and well-considered strategic decisions. The NC assesses the independence of each Director according to the guidance given under the CG Code. The NC also reviews the Directors' attendance, preparedness, participation and candor of the meeting.

The Board performance assessment is undertaken collectively and informally on a continual basis by the NC with inputs from the other Board members. A formal review of the Board's performance was conducted annually by way of a Board Assessment Checklist, which is circulated to the Board members for completion and thereafter, for the NC to review and determine the actions required to improve the corporate governance of the Company and effectiveness of the Board and committees of the Board.

The Board considers the current process to assess the Board's performance as a whole is adequate to measure the effectiveness of the Board's performance.

Access to Information

Prior to each Board meeting and when needs arise, the Board is provided with timely and adequate information relevant to matters, thus enabling deliberation of issues requiring consideration. The management also provides the Board with periodic management reports pertaining to the operational and financial performance of the Group to enable them to be fully cognisant of the decisions and actions of the management.

Directors have separate and independent access to the senior management and Company Secretary at all times. They also have unrestricted access to the Group's records and information. The Company Secretary administers, attends and prepares minutes of all Board and Board Committees meetings for circulation and approval. The Company Secretary is responsible for, among other things, ensuring that Board procedures are observed and that applicable rules and regulations are complied with.

The Group relies on the Directors and independent professionals to update themselves on new laws, regulations and the changing risk environment. Procedures are in place for Directors and Board Committees, where necessary, to seek independent professional advice in the furtherance of their duties and on matters affecting the Group, at the Group's expense.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policy

The RC was established to review and recommend to the Board (i) a framework of remuneration for Board members, key executives and employees related to Directors or controlling shareholders of the Group, (ii) the specific remuneration package for each Executive Director, (iii) Directors' fees for Non Executive Directors, which are subject to Shareholders' approval at the AGM, and (iv) the terms and renewal of service contracts of the Executive Directors. Currently, the RC comprises two (2) Independent Directors, namely Mr Lee Gee Aik who is the chairman of RC and Mr Lam Kin Lionel, and one (1) Non Executive Director, namely Mr Yu Chung Hang Lucian, the majority of whom, including the Chairman, are independent.

Members of the RC are independent of the management and free from any business or other relationship which may materially interfere with the exercise of their independent judgement. This is to minimise the risk of any potential conflict of interest and no Director is involved in deciding his own remuneration.

A record of the RC members' attendance at the RC meetings during the financial year ended 30 June 2010 is set out on page 19 of this annual report.

Level and Mix of Remuneration and Disclosure on Remuneration

The RC makes recommendation on an appropriate framework of remuneration taking into account employment condition within the industry and the Group's performance to ensure that the package is competitive and sufficient to attract, retain and motivate key executives. Elements of the Group's relative performance and the performance of individual Directors form part of the Executive Directors' remuneration packages so as to align their interests with those of Shareholders.

In setting remuneration packages of Independent Directors, effort and time spent and responsibility of the Independent Directors are taking into account. No retirement benefit schemes are in place for Non Executive Directors. No Director decides his own remuneration. Directors' fees are recommended by the RC and are submitted for endorsement by the Board. Directors' fees are subject to the approval of Shareholders at the Shareholders' meetings or AGM.

Executive Directors' service agreements are for an initial period of three (3) years, commencing from the effective date of their respective employment, and will continue thereafter unless terminated by not less than three (3) months' notice to the other party.

Corporate Governance Report

Disclosure on Remuneration

(A) Directors' Remuneration

A breakdown, showing the level and mix of each Director's remuneration for the financial year ended 30 June 2010 is as follows:

Remuneration Band/ Name of Directors	Fee %	Salary %	Bonus %	Other benefits %
\$500,000 and above				
CHU Tak Shun, Henry	6%	34%	60%	–
LO Fai Wah, Larry	6%	33%	61%	–
Below S\$250,000				
Dato' WONG Sin Just	100%	–	–	–
YU Chung Hang, Lucian	100%	–	–	–
LAM Kin, Lionel	100%	–	–	–
LEE Gee Aik	100%	–	–	–
Dr LO Wing Yan, William, J.P.	100%	–	–	–

The Group has entered into separate service agreements with each of the Executive Directors for a fixed period and also established long-term incentive schemes based on the Group's financial results and performance of each financial year.

(B) Remuneration of key executive officers who are not Directors

A breakdown, showing the level and mix of each of the four (4) executive officers' remuneration for the financial year ended 30 June 2010 is as follows:

Remuneration Band/ Name of Executive Officers	Fee %	Salary %	Bonus %	Other benefits %
Below S\$250,000				
KOK Kiu Ngor, Sharon	–	79%	20%	1%
LEUNG Tai Leung, William	–	92%	7%	1%
LIOW Yoke Ching, Lena	–	89%	7%	4%
TONG Elaine	–	85%	13%	2%

(C) Remuneration of immediate family member of Directors

For the financial year ended 30 June 2010, there was no employee who is an immediate family member of the Directors and whose remuneration exceeded S\$150,000.

The Company has implemented a share option scheme (the "Scheme") on 23 December 2008. Details of the Scheme were set out in the Offer Document. During the financial year, no share option has been granted by the Company.



Corporate Governance Report

DEALING IN SECURITIES

The Company has adopted an internal code of practice which prohibits its Directors and officers from dealing in the Company's Shares during the period commencing one (1) month before the announcement of the Group's interim and annual results and ending on the date of the announcement of the results or if they are in possession of unpublished price-sensitive information of the Group. In addition, Directors and employees of the Group are expected to observe insider trading laws at all times even when dealing in securities within permitted trading period. Directors and employees are also discouraged from dealing in the Company's shares on short-term consideration.

ACCOUNTABILITY AND AUDIT

Accountability

It is the aim of the Board to provide Shareholders with a balanced and understandable assessment of the Group's performance, position and prospects. The management recognises the importance of providing the Board with accurate and relevant information on a regular basis.

Currently, the Group releases interim and annual results announcements to Shareholders. In this regards, management updates the AC with sufficiently detailed management accounts of the Group's performance position and prospects on a quarterly basis. The Board, having regard to the nature of the Group's business, is of the opinion that the frequency of such update is adequate.

On the other hand, the Executive Directors receives management account and relevant financial and operational data on a monthly basis and when necessary. Executive Directors will bring out financial issues requiring attention of Board as and when necessary or during Board meetings.

The auditors of the Company's subsidiaries and jointly controlled entities are disclosed in note 31 to the financial statements in this annual report. The Board and AC have considered and confirmed that the appointments of different auditors would not compromise the standard and effectiveness of the audit of the Company. Accordingly, Rule 716 of the Catalist Rules has been complied with.

Audit Committee

The AC comprises four (4) members namely, Mr Lee Gee Aik, Mr Lam Kin Lionel, Dato' Wong Sin Just and Dr Lo Wing Yan William, J.P., the majority of whom, including the Chairman, are independent. AC is chaired by Mr Lee Gee Aik, who is an Independent Director with solid accounting and auditing experience and relevant professional qualifications. He is a partner of a certified public accounting firm in Singapore. Another member of AC, Dato' Wong Sin Just also possesses sound financial management background and solid experience in auditing and corporate finance.

The Board recognises the importance of good corporate governance and the offering of high standard of accountability to the Shareholders. The AC is authorised by the Board to investigate all matters within its term of reference. The AC has full access to, and co-operation of the management, as well as full discretion to invite any director or executive officer to attend its meetings, and is provided with reasonable resources for it to discharge its functions properly.

Audit Committee (Continued)

The main responsibilities of the AC are to assist the Board in discharging its statutory and other responsibilities relating to internal controls, financial and accounting matters, compliance, as well as business and financial risk management.

The AC reports to the Board on the audits undertaken by the internal and external auditors, the adequacy of disclosure of information, and the appropriateness and quality of the system of risk management and internal controls. It reviews the interim and annual financial statements with the management and the external auditors, reviews and approves the annual audit plans for the internal and external auditors, and the internal and external auditors' evaluation of the Group's system of internal controls.

The AC is responsible for evaluating the cost-effectiveness of audits, the independence and objectivity of the external auditors, and the nature and extent of the non-audit services provided by external auditors. It also makes recommendations to the Board on the appointment or re-appointment of the external auditors. In addition, the AC reviews and approves the Group's charter of internal audit to ensure the adequacy and effectiveness of internal audit function. At the same time, it ensures that the internal audit function is adequately resourced and has appropriate standing within the Group.

The AC met with the external and internal auditors without the presence of management in respect of the FY2010 audit, to review matters that might be raised privately and also review the independence of the external auditors annually. The AC has reasonable resources to enable it to discharge its function properly.

A record of the AC members' attendance at the AC meetings during the financial year ended 30 June 2010 is set out on page 19 of this annual report.

Internal Controls and Internal Audit

The Board is responsible for ensuring that the management maintains a sound system of internal controls to safeguard the Shareholders' investments and the Group's assets. Effective internal controls not only refer to financial controls but include, among others, business risk assessment and response, operational and compliance controls.

The Board is also aware that no cost effective internal control system can preclude all errors and irregularities, as a system is designed to manage rather than to eliminate all the risks of failure to achieve business objectives. For the financial year under review, the Board considered that there was no significant weakness or breakdown in the Group's existing system of internal controls and that they provided reasonable but not absolute assurance which precluded the Group from being adversely affected by any event that could be reasonably foreseen as it strived to achieve its business objectives.

The Board believes that, in the absence of any evidence to the contrary, the internal control system of the Group was in place throughout the financial year up to the date of this annual report, and is adequate to meet the needs of the Group and its current business environment.



Corporate Governance Report

Internal Controls and Internal Audit (Continued)

To promote sound risk management and good corporate governance, the Internal Audit Department carries out internal control review on the operations on a continuous basis. The Internal Audit Department adopts a risk-based approach in formulating the annual audit plan which aligns its activities to the key risks across the Group. This plan is reviewed and approved by the AC.

The reviews performed by the Internal Audit Department aim at assisting the Board in discharging their duties in internal control management through assessing the design and operating effectiveness of control that govern key business processes and risk identified in the overall risk framework of the Group. The Internal Audit Department reports audit findings to the AC and the management quarterly to provide an objective opinion and assurance to the adequacy of the internal processes and controls. Financial and operational risks are identified and recommendations on policies and plan for effective operational and compliance controls are provided.

To ensure that the internal audits are conducted effectively, the Group recruits and employs suitable professional staff with requisite skill-sets and experience. The Internal Audit Department reports to the AC functionally and to the Group's Finance Director administratively. During the financial year, the AC reviewed the adequacy and effectiveness of the internal audit function through reviewing the Internal Audit Department's activities and reports on a quarterly basis, and was satisfied that the internal audit function had adequate resources and appropriate standing within the Group to perform its functions properly.

COMMUNICATION WITH SHAREHOLDERS

The Group adopts an open and non-discriminatory communication program with their investors. We are committed to keeping Shareholders apprised of the Group's performance and prospects. In line with continuous disclosure obligations of the Group pursuant to the Catalist Rules, the Board's policy is that all Shareholders should be equally and timely informed of all major developments that impact the Group. Information will first be disseminated through SGXNET and, where relevant, followed by publication on the Company's website.

Financial results are announced in a timely manner. Results announcements contain detailed disclosures as required by the SGX-ST and voluntary disclosure for higher level of transparency to which the Company is committed. The Company's main website serves as an important resource of information for investors. It contains the Group's public presentations, Board's, Board Committees' and key executives' information, financial highlights, financial results and reports, announcements, circulars and notices, press release as well as investor relation's contact.

The Company's forthcoming AGM will be held on 27 October 2010. Notice of the AGM is set out on page 88 of this annual report. The Company welcomes active participation from Shareholders at its AGMs. To facilitate voting by Shareholders, the Company's articles allow Shareholders to vote by proxies. Proxy forms can be sent to the Company by mail. Each distinct issue will be voted via separate resolutions at AGMs where the Board will provide reasons and material implications whenever resolutions are interlinked. The Chairmen of the AC, the RC and the NC as well as the external auditors are requested to be present so as to assist the Board in addressing any queries from the Shareholders.



Corporate Governance Report

INTERESTED PERSON TRANSACTIONS

The Company adopts a set of procedures governing all interested person transactions to ensure that they are carried out on arms' length basis, on normal commercial terms and will not be prejudicial to the interests of the Company and its Shareholders.

There were no transactions with interested persons during the financial year ended 30 June 2010 that exceeded the stipulated threshold as specified in Rule 905 and 906 of the Catalist Rules. The Group had no interested person transactions with aggregate value exceeding S\$100,000 for FY2010.

WHISTLE-BLOWING POLICY

The Group is committed to a high standard of ethical conduct and adopts a zero tolerance approach to fraud. The Group undertakes to investigate complaints of suspected fraud in an objective manner and has put in place a whistle-blowing system which provides employees and third parties with well-defined and accessible channels, including direct approach to the Chairman of AC, internal audit officer, Managing Director and any member of the Company's executive officers or the management.

The system is intended to encourage the reporting of such matters in good faith, with confidence that employees and third parties making such reports will be treated fairly and, as far as possible, be protected from possible reprisal. The AC is in charge of overseeing the functions and handling of matters being reported through the whistle-blowing system.

RISK MANAGEMENT POLICY

Management frequently reviews the Company's business and operational activities to identify areas of significant business risks as well as appropriate measure to control and mitigate these risks within the Company's policies and strategies. The significant risk management policies are disclosed in accompanying audited financial statements.

MATERIAL CONTRACTS

There were no material contracts entered into by the Group that involve the interests of the Group's Directors or controlling Shareholders subsisting at the end of the financial year.

NON-SPONSOR FEE

There were no non-sponsor fees paid to the Sponsor, PrimePartners Corporate Finance Pte. Ltd., for the financial year ended 30 June 2010.

NON-AUDIT FEE

The nature of these non-audit services that were rendered by our external auditor, PricewaterhouseCoopers LLP, to the Group and their related fees for the financial year ended 30 June 2010 are as follows:

	HK\$'000
Interim review	300
Others	18

Having reviewed all non-audit services provided by the external auditor, the AC is satisfied that the nature and extent of such services would not affect the independence and objectivity of the external auditors.



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Directors' Report

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

The Directors are pleased to present their report to the members together with the audited consolidated financial statements of the Group for the financial year ended 30 June 2010 and the balance sheet of the Company as at 30 June 2010.

1. DIRECTORS

The Directors of the Company in office at the date of this report are:

Dato' WONG Sin Just
LO Fai Wah, Larry
CHU Tak Shun, Henry
YU Chung Hang, Lucian
LAM Kin, Lionel
LEE Gee Aik
Dr LO Wing Yan, William, J.P.

2. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object is to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

3. DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the register of Directors' shareholdings kept by the Company for the purposes of Section 164 of the Companies Act, Chapter 50 (the "Act"), none of the Directors of the Company who held office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations except as detailed below:

Number of ordinary shares	Shareholdings registered in the name of Directors		Shareholdings in which Directors are deemed to have an interest	
	Balance at 1.7.2009	Balance at 30.6.2010	Balance at 1.7.2009	Balance at 30.6.2010
The Company				
Dato' WONG Sin Just ⁽¹⁾	–	–	164,500,000	164,500,000

Note:

- (1) As at 30 June 2010, Dato' Wong Sin Just was deemed to be interested in Shares held by SBI Travel by virtue of him being the sole shareholder of e2-Capital Inc, a private company incorporated in BVI which held 21.43% of SBI Travel. SBI Travel held 58.7% of the issued shares of the Company as at 30 June 2010.

The Director's interest in the ordinary shares of the Company as at 21 July 2010 was the same as those as at 30 June 2010.

Directors' Report

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

4. DIRECTORS' CONTRACTUAL BENEFITS

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit which is disclosed under Section 201(8) of the Act, by reason of a contract made by the Company or a related corporation with the Director, or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, except for salaries, bonuses and other benefits as disclosed, in the accompanying financial statements and in this report. Certain Directors received remuneration from related corporations in their capacity as Directors and/or Executives of those related corporations.

5. SHARE OPTIONS

During the financial year, there were:

- (i) no options granted by the Company or its subsidiaries to any person to take up unissued shares in the Company or its subsidiaries; and
- (ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company or its subsidiaries.

There were no unissued shares of the Company or of its subsidiaries under options as at the end of the financial year.

6. AUDIT COMMITTEE

The members of the AC during the financial year and at the date of this report are:


LEE Gee Aik (Chairman)
LAM Kin, Lionel
Dr LO Wing Yan, William, J.P.
Dato' WONG Sin Just

All of them are non executive and three of them including the Chairman are independent.

The AC performs the functions specified in Section 201B of the Act. The AC has held four (4) meetings during the year. In performing its functions, the AC met with the Company's internal and external auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The AC has reviewed the assistance provided by the Company's officers to the auditors and the consolidated financial statements of the Group and the balance sheet of the Company prior to their submission to the Directors of the Company for adoption and reviewed the interested person transactions as defined in Chapter 9 of the Catalist Rules.

The AC has full access to management and is given the resources required for it to discharge its functions. It has full discretion to invite any Director or executive officer to attend its meetings.



Directors' Report

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

6. **AUDIT COMMITTEE (Continued)**

The AC is satisfied with the independence and objectivity of the auditors and has recommended to the Board of Directors that, PricewaterhouseCoopers LLP, be nominated for re-appointment as independent auditor at the forthcoming Annual General Meeting.

7. **INDEPENDENT AUDITOR**

The independent auditor, PricewaterhouseCoopers LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Dato' Wong Sin Just

Director

Chu Tak Shun, Henry

Director

5 October 2010



Statement by Directors

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

In the opinion of the Board of Directors,

- (a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 35 to 83 are drawn up so as to give a true and fair view of the state of affairs of the Company and of the Group as at 30 June 2010 and of the results of the business, changes in equity and cash flows of the Group for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

On behalf of the Board of Directors

Dato' Wong Sin Just

Director

Chu Tak Shun, Henry

Director

5 October 2010

Independent Auditor's Report

TO THE MEMBERS OF WESTMINSTER TRAVEL LIMITED

(incorporated in Singapore with limited liability)

We have audited the accompanying financial statements of Westminster Travel Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 35 to 83, which comprise the balance sheets of the Company and of the Group as at 30 June 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement of the Group for the financial year then ended, and a summary of significant accounting policies and other explanatory notes.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the provisions of the Singapore Companies Act (Cap. 50) (the "Act") and Singapore Financial Reporting Standards. This responsibility includes:

- (a) devising and maintaining a system of internal accounting control 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 profit and loss accounts and balance sheets and to maintain accountability of assets;
- (b) selecting and applying appropriate accounting policies; and
- (c) making accounting estimates that are reasonable in the circumstances.

AUDITOR'S 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 as to 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 judgement, 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 and fair presentation of the financial statements 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.



Independent Auditor's Report

OPINION

In our opinion,

- (a) the balance sheet of the Company and the consolidated financial statements of the Group are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Company and of the Group as at 30 June 2010, and the results, changes in equity and cash flows of the Group for the financial year ended on that date; and
- (b) the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditor, have been properly kept in accordance with the provisions of the Act.

PricewaterhouseCoopers LLP

Public Accountants and Certified Public Accountants
Singapore, 5 October 2010

Consolidated Income Statement

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

	Note	2010 HK\$'000	2009 HK\$'000
Revenue	4	162,695	153,904
Other income	4	17,064	16,923
Expenses			
– Selling		(87,648)	(84,450)
– Administrative		(58,763)	(55,928)
– Placing and listing		–	(10,407)
Profit from operations	5	33,348	20,042
Share of profits of jointly controlled entities	14	3,028	1,128
Profit before income tax		36,376	21,170
Income tax expense	6	(6,098)	(4,624)
Profit for the year		30,278	16,546
Attributable to:			
Equity holders of the Company		29,558	15,889
Non-controlling interest		720	657
		30,278	16,546
Earnings per share for profit attributable to equity holders of the Company (HK cents per share)			
– Basic and diluted	8	10.6	6.0

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

Consolidated Statement of Comprehensive Income

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

	2010	2009
	HK\$'000	HK\$'000
Profit for the year	30,278	16,546
Other comprehensive income		
Exchange differences arising on translation of the financial statements of the Company, its subsidiaries and a jointly controlled entity	1,902	514
Total comprehensive income for the year	32,180	17,060
Total comprehensive income attributable to:		
Equity holders of the Company	31,460	16,403
Non-controlling interest	720	657
Total comprehensive income for the year	32,180	17,060

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

Balance Sheets

AS AT 30 JUNE 2010

	Note	Group		Company	
		2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
ASSETS					
Current assets					
Bank deposits and cash and cash equivalents	11	105,423	110,296	899	2,331
Trade receivables		242,300	171,780	–	–
Deposits and other receivables	12	140,779	81,024	426	475
Amounts due from a shareholder and directors	13	170	53	–	–
Amounts due from subsidiaries	13	–	–	56,275	25,655
		488,672	363,153	57,600	28,461
Non-current assets					
Investments in jointly controlled entities	14	9,654	6,626	–	–
Property, plant and equipment	15	6,878	7,921	–	–
Intangible assets	16	68,342	70,417	–	–
Investment in a subsidiary	17	–	–	195,225	195,225
Deferred income tax assets	20	375	366	–	–
		85,249	85,330	195,225	195,225
Total assets		573,921	448,483	252,825	223,686
LIABILITIES					
Current liabilities					
Trade payables		202,542	132,175	–	–
Accruals and other payables	18	72,781	50,370	766	255
Provisions for other liabilities and charges	19	37,909	31,341	–	–
Amount due to a jointly controlled entity	14	3,030	739	–	–
Current income tax payable		6,067	5,759	–	–
		322,329	220,384	766	255
Non-current liabilities					
Deferred income tax liabilities	20	2,950	3,387	–	–
Total liabilities		325,279	223,771	766	255
Net assets		248,642	224,712	252,059	223,431

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

Balance Sheets

AS AT 30 JUNE 2010

	Note	Group		Company	
		2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
EQUITY					
Capital and reserves attributable to the Company's equity holders					
Share capital	21	231,885	231,885	231,885	231,885
Capital reserve	22	5,962	5,962	2,547	2,547
Currency translation reserve	22	2,511	609	2,224	686
Merger reserve	22	(35,225)	(35,225)	–	–
Retained earnings/(Accumulated loss)	23, 24	41,541	18,983	15,403	(11,687)
		246,674	222,214	252,059	223,431
Non-controlling interest		1,968	2,498	–	–
Total equity		248,642	224,712	252,059	223,431

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

Consolidated Statement of Changes in Equity

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

	Attributable to equity holders of the Company					Sub-total HK\$'000	Non- controlling interest HK\$'000	Total HK\$'000
	Share capital HK\$'000	Capital reserve HK\$'000	Currency translation reserve HK\$'000	Merger reserve HK\$'000	Retained earnings HK\$'000			
At 1 July 2009	231,885	5,962	609	(35,225)	18,983	222,214	2,498	224,712
Comprehensive income								
– Profit for the year	-	-	-	-	29,558	29,558	720	30,278
Other comprehensive income								
– Exchange differences arising on translation of the financial statements of the Company, its subsidiaries and a jointly controlled entity	-	-	1,902	-	-	1,902	-	1,902
Total comprehensive income for the year	-	-	1,902	-	29,558	31,460	720	32,180
Dividend paid (note 7)	-	-	-	-	(7,000)	(7,000)	(1,250)	(8,250)
At 30 June 2010	231,885	5,962	2,511	(35,225)	41,541	246,674	1,968	248,642

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

Consolidated Statement of Changes in Equity

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

	Attributable to equity holders of the Company							Non-controlling interest	Total
	Share capital	Capital reserve	Currency	Merger reserve	Retained earnings	Sub-total	Non-controlling interest		
			translation reserve						
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 July 2008	195,225	3,415	95	(35,225)	21,367	184,877	3,091	187,968	
Issue of shares in connection with the Listing	36,660	-	-	-	-	36,660	-	36,660	
Placing and listing expenses (note 22(a)(i))	-	(2,712)	-	-	-	(2,712)	-	(2,712)	
Placing and listing expenses borne by the shareholders (note 22(a)(ii))	-	5,259	-	-	-	5,259	-	5,259	
Comprehensive income									
- Profit for the year	-	-	-	-	15,889	15,889	657	16,546	
Other comprehensive income									
- Exchange differences arising on translation of the financial statements of the Company, its subsidiaries and a jointly controlled entity	-	-	514	-	-	514	-	514	
Total comprehensive income for the year	-	-	514	-	15,889	16,403	657	17,060	
Dividend paid (note 7)	-	-	-	-	(18,273)	(18,273)	(1,250)	(19,523)	
At 30 June 2009	231,885	5,962	609	(35,225)	18,983	222,214	2,498	224,712	

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

Consolidated Cash Flow Statement

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

	2010 HK\$'000	2009 HK\$'000
Cash flows form operating activities		
Profit for the year	30,278	16,546
Adjustments for		
– Income tax expense	6,098	4,624
– Exchange differences	1,885	581
– Amortisation of intangible assets	2,075	2,075
– Depreciation of property, plant and equipment	2,454	2,314
– Loss on disposal of property, plant and equipment	17	922
– Interest income	(130)	(1,253)
– Placing and listing expenses	–	10,407
– Share of profits of jointly controlled entities	(3,028)	(1,128)
	39,649	35,088
Changes in working capital		
– (Increase)/decrease in trade receivables, deposits and other receivables	(130,275)	70,106
– Increase/(decrease) in trade payables, accruals and other payables	92,778	(72,032)
– Increase/(decrease) in provisions for other liabilities and charges	6,568	(505)
– Change in balance with a jointly controlled entity	2,291	7,221
– Decrease in amount due to an immediate holding company	–	(6)
– Change in balances with fellow subsidiaries	–	(1,027)
– Increase in amounts due from a shareholder and directors	(117)	(53)
Net cash generated from operations	10,894	38,792
Income tax paid	(6,236)	(6,765)
Net cash generated from operating activities	4,658	32,027
Cash flows from investing activities		
Increase in bank deposits with maturity over three months	(20,000)	–
Purchase of property, plant and equipment	(1,413)	(7,213)
Proceeds from disposals of property, plant and equipment	2	4
Interest received	130	1,253
Net cash used in investing activities	(21,281)	(5,956)

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

Consolidated Cash Flow Statement

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

	Note	2010 HK\$'000	2009 HK\$'000
Cash flows from financing activities			
Proceeds from placing and listing		–	36,660
Net expenses paid for placing and listing		–	(7,860)
Dividend paid	7	(7,000)	(18,273)
Dividend paid to non-controlling interest		(1,250)	(1,250)
Net cash (used in)/generated from financing activities		(8,250)	9,277
Net (decrease)/increase in cash and cash equivalents		(24,873)	35,348
Cash and cash equivalents at beginning of the financial year			
		110,296	74,948
Cash and cash equivalents at end of the financial year	11	85,423	110,296
Analysis of cash and cash equivalents:			
Bank deposits and cash and cash equivalents at end of the financial year		105,423	110,296
Less: Bank deposits with maturity over three months at date of placing		(20,000)	–
Cash and cash equivalents at end of the financial year		85,423	110,296

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

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1 GENERAL INFORMATION AND GROUP RESTRUCTURING

- (a) Westminster Travel Limited (“the Company”), a company incorporated in Singapore on 28 July 2008, was listed on the Catalist of the Singapore Exchange Securities Trading Limited on 23 January 2009. The Company is domiciled in Singapore and its registered office is located at 36 Robinson Road, #17-01, City House, Singapore 068877.

The Company is principally engaged in investment holding. The principal activities of the subsidiaries are described in note 31.

- (b) On 23 October 2007, Wealthy Aim Investments Limited (“Wealthy Aim”), a company incorporated on 7 June 2007 in the British Virgin Islands, acquired the entire interest in Westminster Travel Limited (incorporated in Hong Kong) (“Westminster-HK”) from Sime Travel Holdings Limited and formed the Wealthy Aim Group. Since then, Wealthy Aim obtained the power to govern the financial and operating policies of Westminster-HK and its subsidiaries (“Westminster-HK Group”).

In the preparation for the listing of the Company on the Catalist of the Singapore Exchange Securities Trading Limited (the “Listing”), Wealthy Aim underwent a group restructuring exercise (the “Restructuring”) whereby the Company acquired the entire share capital of Wealthy Aim from SBI Travel Limited (“SBI Travel”) through a share-for-share swap. Under the Share Swap Agreement dated 10 December 2008, the Company issued 999,999 ordinary shares amounting to HK\$195,225,000 to SBI Travel in consideration for the entire share capital of Wealthy Aim. Upon completion of the Restructuring, the Company became the holding company of Wealthy Aim Group.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the period presented, unless otherwise stated.

(a) Basis of preparation

Prior to and following the Restructuring, the Company and its subsidiaries were and are directly and indirectly controlled by the same shareholder, SBI Travel. Accordingly, the Restructuring has been accounted for as a restructuring of business under common control. The consolidated financial statements have been prepared as if the Company had been the holding company of other companies comprising the Group throughout comparative reporting period for the financial year ended 30 June 2009, rather than from the date on which the Restructuring was completed.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

The consolidated financial statements of the Group have been prepared on a basis in accordance with Singapore Financial Reporting Standards ("FRS"). The financial statements have been prepared under the historical costs convention, except as disclosed in the accounting policies below.

The preparation of consolidated financial statements in conformity with FRS requires management to exercise its judgment in the process of applying the Group's accounting policies. It also requires the use of certain accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 3.

Interpretations and amendments to published standards effective in 2010

On 1 July 2009, the Group adopted the new or revised FRS and amendment to FRS that are mandatory for application from that date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and amendment to FRS.

The following is the new or revised FRS and amendment to FRS that are relevant to the Group:

FRS 1 (revised)	Presentation of Financial Statements
FRS 27 (revised)	Consolidated and Separate Financial Statements
FRS 103 (revised)	Business Combinations
FRS 108	Operating Segments
Amendments to FRS 107	Improving Disclosures about Financial Instruments

The adoption of the above or revised FRS and amendment to FRS did not result in any substantial changes to the Group's accounting policies, except for the following:

- FRS 1 (revised), *Presentation of Financial Statements* (effective from 1 January 2009). The revised standard prohibits the presentation of items of income and expenses (that is, 'non-owner changes in equity') in the statement of changes in equity. All non-owner changes in equity are shown in a performance statement, but entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income). The Group has elected to present two statements: an income statement and a statement of comprehensive income. The financial statements have been prepared under the revised disclosure requirements.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

- FRS 103 (revised), *Business Combinations* (effective for annual periods beginning on or after 1 July 2009). Please refer to note 2(b) for the revised accounting policy on business combinations. The Group does not have any acquisition in the financial year.

As the changes have been implemented prospectively, no adjustments were necessary to any of the amounts previously recognised in the financial statements.

- FRS 108, *Operating Segments* (effective from 1 January 2009) replaces FRS 14, 'Segment Reporting', and requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. There is no change in the number of reportable segments presented as the previous reportable segments presented are consistent with internal reporting presented to the board of directors.

(b) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Other than the business combination undertaken through the Restructuring as described in note 1(b), the acquisition method of accounting is used to account for business combinations, other than common control entities, by the Group. The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Subsidiaries (Continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill (note 2(g)(i)). Please refer to the paragraph "Intangible assets – Goodwill on acquisitions" for the subsequent accounting policy on goodwill.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Group. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised in a separate reserve within equity attributable to the equity holders of the Company.

In the Company's balance sheet, the investment in a subsidiary is carried at cost less accumulated impairment loss. On disposal of investment in a subsidiary, the difference between disposal proceeds and the carrying amount of the investment is recognised in the consolidated income statement.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Jointly controlled entity

A jointly controlled entity is a joint venture in respect of which a contractual arrangement is established between the participating venturers and whereby the Group together with the venturer undertake an economic activity which is subject to joint control and none of the venturers has unilateral control over the economic activity.

Jointly controlled entities are accounted for under the equity method whereby the Group's share of its jointly controlled entities' post-acquisition profits or losses is recognised in the income statement and its shares of post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a jointly controlled entity equals or exceeds its interest in the jointly controlled entity, including any other unsecured non-current receivables, the Group does not recognise further losses, unless it has obligations or has made payments on behalf of the jointly controlled entities.

Unrealised gains on transaction between the Group and its jointly controlled entities are eliminated to the extent of the Group's interest in the jointly controlled entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of jointly controlled entities have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses in jointly controlled entities are recognised in the consolidated income statement.

(d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the board of directors. The board of directors are responsible for allocating resources and assessing performance of the operating segments. The operating segments were determined based on the reports reviewed by management.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Foreign currency translation

(i) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in Hong Kong dollars, which is the principal subsidiaries' functional and presentation currency. The Company's functional currency is Singapore dollars and the presentation currency is Hong Kong dollars.

(ii) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

(iii) *Group companies*

The results and financial position of all the group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each income statement are translated at average exchange rates; and
- (c) all resulting exchange differences are recognised in the currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, such exchange differences are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged in the income statement during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives as follows:

Leasehold improvements	5 years
Furniture, fixture and equipment	5 years
Computer equipment	3 years
Motor vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. The effects of any revision are recognised in the income statements when the changes arise.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2(h)).

Gains or losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Intangible assets

(i) *Goodwill on acquisitions*

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities of the acquired subsidiaries at the date of acquisition.

Goodwill on subsidiaries is recognised separately as intangible assets, tested for impairment annually and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of subsidiaries, include the carrying amount of goodwill relating to the entity sold.

(ii) *Acquired licenses*

Licenses acquired as part of business combination are initially recognised at their fair values at the acquisition date and are subsequently carried at cost (i.e. the fair value at initial recognition) less accumulated amortisation and accumulated impairment losses. These costs are amortised to the income statement using the straight-line method over 19 years, which are the shorter of their estimated useful lives and periods of contractual rights.

(iii) *Customer relationships*

Customer relationships acquired as part of business combination are initially recognised at their fair values at the acquisition date and are subsequently carried at cost (i.e. the fair value at initial recognition) less accumulated amortisation and accumulated impairment losses. These costs are amortised to the income statement using the straight-line method over their estimated useful lives of 10 years.

The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at each balance sheet date. The effects of any revision are recognised in the income statement when the changes arise.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Impairment of non-financial asset

(i) *Goodwill*

Goodwill is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating-units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised in the income statement and is not reversed in a subsequent period.

(ii) *Intangible assets, property, plant and equipment, investments in jointly controlled entities*

Intangible assets, property, plant and equipment and investments in jointly controlled entities are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Impairment of non-financial asset (Continued)

(ii) *Intangible assets, property, plant and equipment, investments in jointly controlled entities (Continued)*

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in the income statement.

An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in the income statement.

(i) Financial assets – loans and receivables

The Group classifies its financial assets at initial recognition as loans and receivables.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets. Loans and receivables are classified "trade receivables", "deposits and other receivables", "amounts due from subsidiaries" and "amounts due from a shareholder and directors" in the balance sheet.

Loans and receivables are initially recognised at fair value plus transaction costs and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

An allowance for impairment is recognised when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered as indicators that the receivable is impaired. The amount of the allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within "administrative expenses". When a receivable is uncollectible, it is written off against the allowance account for loans and receivables. Subsequent recoveries of amounts previously written off are credited to other income in the income statement.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Cash and cash equivalents

Cash and cash equivalents in the cash flow statement include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

(k) Payables

Payables are recognised initially at fair value and subsequently measured at amortised cost using effective interest method.

(l) Current and deferred income tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries and jointly controlled entities, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in the income statement, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Employee benefits

(i) *Employee leave entitlements*

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) *Bonus plans*

The expected cost of bonus payments is recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for bonus plans are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

(iii) *Pension obligations*

Hong Kong

The Group operates two defined contribution retirement schemes registered under the Mandatory Provident Fund Ordinance (the “MPFO”). The Mandatory Provident Fund (the “MPF”) was introduced by The Government of the Hong Kong Special Administrative Region in December 2000, which requires all employers to set up an approved MPF Scheme for all eligible employees.

The Group has chosen to set up an MPF Scheme, in which the HSBC MPF was selected as the service provider, and to continue with its Occupational Retirement Schemes Ordinance (the “ORSO”) Scheme, which have obtained MPF exemption, hereunder referred as the “MPF-exempted ORSO Scheme”.

Employees and their employers who participate in the MPF Scheme contribute amounts which represent a fixed percentage of 5% of the employees’ relevant income and are subject to a maximum contribution of HK\$1,000 per month per employee. “Relevant income” refers to all payments in monetary terms given to employees, including wages, salary, leave pay, fee, commission, bonus, gratuity, perquisite or allowance (including housing allowance or other housing benefit), but excluding severance payments and long service payments.

The Group’s contributions to the MPF Scheme are expensed as incurred and are vested fully.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Employee benefits (Continued)

(iii) Pension obligations (Continued)

Hong Kong (Continued)

Employees who participate in the MPF-exempted ORSO Scheme contribute amounts which represent a fixed percentage of 5% of the employees' relevant income while depending on their years of service, their employers contribute a progressive percentage as follows:

Years of Service	Employers' Contribution
Less than 5	5.0%
5 to less than 10	7.5%
10 and over	10.0%

The assets of the MPF-exempted ORSO Scheme are held separately from those of the Group in independently administered trusts. The Group's contributions to these schemes are expensed as incurred and may be reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

Singapore

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The Group's contributions are recognised as employee compensation expense when they are due.

(n) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue and related cost can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Commission income from travel agency business and incentive commissions from airlines are recognised when the related services are rendered.

Interest income is recognised on a time proportion basis, using the effective interest method, taking into account the principal amounts outstanding and the interest rates applicable.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Revenue recognition (Continued)

Dividend income is recognised when the right to receive payment is established.

Management fee is recognised when the related services are rendered.

Development fund and segment fee are recognised based on the usage of air-ticket booking network.

Provisions for customer and supplier claims are written back to the income statement if the amounts are not claimed by customers and suppliers after a period of three years.

(o) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases net of any incentives received from the lessor are charged in the income statement on a straight-line basis over the period of the lease.

(p) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved.

(q) Fair value estimation of financial assets and liabilities

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

(r) Provisions

Provisions for customer and supplier claims, restructuring costs and legal claims are recognised when the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliability estimated. Provisions are not recognised for future operating losses.

Changes in the estimated timing or amount of the expenditure are recognised in the income statement when the changes arise.

(s) Borrowing costs

All borrowing costs are charged to the income statement in the year when they are incurred.

(t) Contributions from equity participants

Contributions from equity participants are recognised in the capital reserve.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Insurance contracts

The Group regards its financial guarantee contracts in respect of banking facilities provided to a jointly controlled entity as insurance contracts.

The Group assesses at each balance sheet date the liabilities under its insurance contracts using current estimates of future cash flows. Changes in carrying amount of these insurance liabilities are recognised in the income statement.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 2(h)(i). The recoverable amounts of CGU have been determined based on value-in-use calculations. These calculations require the use of estimate, such as discount rate, future profitability and growth rates.

These calculations use pre-tax cash flow projections based on financial budgets prepared by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated.

The key assumptions used for value-in-use calculations for CGU are the growth rates of 5% (FY2009: 5%), the gross margin of 5% (FY2009: 5%) and pre-tax discount rates of 13.7% (FY2009: 14.6%). Management determined budgeted gross margin based on past performance and its expectations for the market development.

No impairment charge would have been recognised had the growth rate used for value-in-use calculations been 1% lower nor had the estimated pre-tax discount rate been 1% higher than the management's estimate.

(b) Customer relationships

Customer relationships were acquired on the acquisition of Wesminster-HK Group and is amortised on a straight-line basis over its estimated useful life of 10 years. When there is indication of impairment, the Group tests whether the customer relationship has suffered any impairment based on value-in-use calculations. The methodologies are based upon estimates of future results, assumptions as to income and expenses of the underlying business, future economic conditions on growth rates and estimation of the future returns.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Provision for customer and supplier claims

The Group recognises the amount received from the airlines and unclaimed supplier costs as a provision for customer and supplier claims after taking into account the validity period of these claims. Using the available historical data and experience, management considers that in general the possibility of claim by customers and suppliers is remote after a period of three years from the recognition of the provision. Accordingly, provision for customer and supplier claims are written back to the income statement if the amounts are not claimed by customers and suppliers after a period of three years.

The Group has written back HK\$7,131,000 (FY2009: HK\$8,197,000) to the income statement as other income for the year ended 30 June 2010. Details of the movement is set out in note 19.

(d) Provision for impairment of receivables

The policy of provision for impairment of receivables of the Group is based on the evaluation of collectability and ageing analysis of receivables and on management's judgement. An amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of counterparty. The amount of provision made as at 30 June 2010 was HK\$3,337,000 (30 June 2009: HK\$3,195,000). If the financial conditions of counterparty of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional provisions may be required.

4 REVENUE AND OTHER INCOME

The Group is engaged in the travel agency business. Revenue comprises the commission income from the sales of air-tickets and the provision of other travel related services. Revenue and other income recognised during the financial year ended 30 June 2010 are as follows:

	Group	
	2010	2009
	HK\$'000	HK\$'000
Gross proceeds from the sale of air-tickets and the provision of other travel related services (note i)	3,332,925	2,895,284
Revenue		
Commission income from travel agency business and airlines incentive income	162,695	153,904
Other income		
Development fund and segment fee (note ii)	8,553	6,523
Interest income		
– a jointly controlled entity	2	80
– bank deposits	128	1,173
Write-back of provision for customer and supplier claims (note 19)	7,131	8,197
Others	1,250	950
	17,064	16,923

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

4 REVENUE AND OTHER INCOME (Continued)

Notes:

- (i) Gross proceeds from the sale of air-tickets and the provision of other travel related services ("Gross Sales Proceeds") does not represent revenue in accordance with FRS. In the majority of transactions, the Group acts as an agent. In such cases, Gross Sales Proceeds represents the price at which products or services have been sold inclusive of any service fees but excluding commissions paid to third party distributors.

In the majority of cases, the Group does not take ownership of the products or services being sold and act as agent, adding a margin or receiving commission from the supplier of the product or services being sold. In these cases, revenue represents added margin, service fees rendered or commission earned. Revenue is recognised when an air-ticket is issued, or products are sold, or a service is rendered to the customer.

- (ii) The development fund and segment fee represents the cash incentive received from the network provider for the usage of booking network in accordance with relevant service agreement.

5 PROFIT FROM OPERATIONS

Profit from operations is stated after charging the following:

	Group	
	2010	2009
	HK\$'000	HK\$'000
Amortisation of intangible assets (note 16)	2,075	2,075
Depreciation (note 15)	2,454	2,314
Employee benefit expense (note 9)	101,669	93,219
Loss on disposal of property, plant and equipment	17	922
Operating lease rentals on land and buildings		
– a related company (note 26)	188	315
– third parties	12,401	13,224
Rental expenses on hire of office equipment	375	412
Provision for impairment of trade and other receivables	110	658

6 INCOME TAX EXPENSE

The amount of income tax charged to the consolidated income statement represents:

	Group	
	2010	2009
	HK\$'000	HK\$'000
Current taxation charge		
– Current year provision	6,552	4,761
– Over-provision in prior years	(8)	(294)
– Tax concession	–	(75)
Deferred income tax		
– Origination of temporary differences (note 20)	(446)	232
	6,098	4,624

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

6 INCOME TAX EXPENSE (Continued)

The tax expenses on profit differs from the amount that would arise using the Hong Kong standard rate of profits tax as explained below:

	Group	
	2010	2009
	HK\$'000	HK\$'000
Profit before income tax	36,376	21,170
Less: Share of profits of jointly controlled entities	(3,028)	(1,128)
	33,348	20,042
Calculated at a taxation rate of 16.5% (FY2009: 16.5%)	5,502	3,307
Effect of different taxation rates in other countries	(50)	(67)
Income not subject to taxation	(300)	(362)
Expenses not deductible for taxation purposes	886	2,013
Tax losses not recognised	68	102
Over-provision in prior years	(8)	(294)
Tax concession	-	(75)
Income tax expense	6,098	4,624

For the purpose of presenting a more meaningful reconciliation, the profits tax rate of Hong Kong, where the Group's taxable income is mainly derived, is used.

7 DIVIDENDS

The directors recommend the payment of a final dividend of HK\$0.053 (FY2009: HK\$0.025) per ordinary share, totalling HK\$14,840,000 (FY2009: HK\$7,000,000). Such dividend is to be approved by the shareholders at the Annual General Meeting on 27 October 2010. These consolidated financial statements do not reflect this dividend payable, which will be accounted for in the reserve attributable to the equity holders as an appropriation of earnings in the financial year ending 30 June 2011.

During the financial year ended 30 June 2010, dividends which related to the final dividend for the financial year ended 30 June 2009 of HK\$7,000,000 were paid on 18 November 2009. During the financial year ended 30 June 2009, interim dividends that related to financial period ended 30 June 2008 of HK\$18,273,000 were paid out from Westminster-HK to Wealthy Aim, which in turn distributed the same dividends to its then sole shareholder, SBI Travel.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

8 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share for the financial years ended 30 June 2010 and 30 June 2009 are calculated based on the profit attributable to equity holders of the Company and the weighted average number of 280,000,000 and 263,151,000 ordinary shares in issue respectively during the relevant years. For illustrative purposes, the calculation of basic earnings per ordinary share of the Company for the financial year ended 30 June 2009 was based on the assumption that 250,000,000 pre-listing issued and paid up ordinary shares of the Company had been in issue throughout the entire financial year ended 30 June 2009.

	2010	2009
Profit attributable to equity holders of the Company (HK\$'000)	29,558	15,889
Weighted average number of ordinary shares outstanding for basic earnings per share	280,000,000	263,150,685
Basic earnings per share (HK cents)	10.6	6.0

(b) Diluted earnings per share

The basic earnings per share for the financial years ended 30 June 2010 and 30 June 2009 are the same as the respective diluted earnings per share, as there were no potential dilutive ordinary shares in existence during the financial years ended 30 June 2010 and 30 June 2009.

9 EMPLOYEE BENEFIT EXPENSE (EXCLUDING DIRECTORS' EMOLUMENTS)

	Group	
	2010	2009
	HK\$'000	HK\$'000
Salaries, wages and allowances	97,012	88,142
Employer's contribution to defined contribution retirement plans	5,682	4,711
Provision (written back)/charged for unutilised annual leave and long service payments	(1,025)	366
	101,669	93,219

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

10 KEY MANAGEMENT COMPENSATION

	Group	
	2010 HK\$'000	2009 HK\$'000
Directors' fee	1,520	569
Wages and salaries	9,383	10,956
Employer's contribution to defined contribution plans	129	148
	11,032	11,673

Key management includes directors (executive and non executive) and executive officers of the Group. The amount of key management compensation disclosed represents the amount of compensation received or due and receivable during the financial years ended 30 June 2010 and 30 June 2009.

Included in the above is the amount of directors' emoluments paid or payable to directors of the Company amounting to HK\$6,780,000 (FY2009: HK\$6,537,000).

11 BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

	Group		Company	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Bank deposits:				
Bank deposits with maturity more than three months from date of placing	20,000	–	–	–
Cash and cash equivalents:				
Bank deposits with maturity less than three months	10,000	4,000	–	–
Cash at bank and on hand	75,423	106,296	899	2,331
	85,423	110,296	899	2,331
Total bank deposits and cash and cash equivalents	105,423	110,296	899	2,331

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

11 BANK DEPOSITS AND CASH AND CASH EQUIVALENTS (Continued)

The credit quality of bank deposits and cash and cash equivalents of the Group and the Company can be assessed by reference to external credit rating (if available) as follows:

	Group		Company	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Cash at bank				
Counterparties with external credit rating (Moody's)				
Aa3 to Aa1	90,699	106,106	899	2,331
A3 to A1	12,003	2,983	–	–
Baa3 to Baa1	2,341	555	–	–
Cash on hand and unrated	380	652	–	–
	105,423	110,296	899	2,331

12 DEPOSITS AND OTHER RECEIVABLES

	Group		Company	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Deposits	65,559	32,340	–	–
Prepayment	1,907	2,784	426	475
Other receivables	75,851	48,438	–	–
	143,317	83,562	426	475
Provision for impairment	(2,538)	(2,538)	–	–
	140,779	81,024	426	475

13 BALANCES WITH GROUP COMPANIES AND A SHAREHOLDER AND DIRECTORS

The balances with group companies and a shareholder and directors are unsecured, interest free and have no fixed terms of repayment.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

14 INVESTMENTS IN AND BALANCES WITH JOINTLY CONTROLLED ENTITIES

	Group	
	2010	2009
	HK\$'000	HK\$'000
Share of net assets	9,654	6,626

- (a) Amount receivable from a jointly controlled entity was unsecured, interest bearing at the six-month HIBOR plus 1.50% (FY2009: six-month HIBOR plus 1.50%). The receivable was fully repaid during the financial year. The amount payable to a jointly controlled entity is unsecured, interest free and has no fixed term of repayment.
- (b) Details of jointly controlled entities are included in note 31.
- (c) The following represents the Group's share of assets and liabilities and income and expenses of the jointly controlled entities. The Group's interests in the jointly controlled entities are accounted for in the consolidated financial statements using the equity method of accounting. The summarised financial information of jointly controlled entities attributable to the Group is as follows:

	2010	2009
	HK\$'000	HK\$'000
Assets		
– Current assets	21,107	14,999
– Non-current assets	1,385	2,072
	22,492	17,071
Liabilities		
– Current liabilities	(12,789)	(10,291)
– Non-current liabilities	(49)	(154)
Net assets	9,654	6,626
Revenue and other income	19,212	17,929
Expenses	(15,590)	(16,594)
Profit before income tax	3,622	1,335
Income tax expenses	(594)	(207)
Profit for the financial year	3,028	1,128

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

15 PROPERTY, PLANT AND EQUIPMENT

Group

	Leasehold improvements	Furniture, fixture and equipment	Computer equipment	Motor vehicles	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Cost					
At 1 July 2008	2,198	3,755	681	287	6,921
Translation differences	(29)	(218)	(81)	–	(328)
Additions	4,383	2,445	385	–	7,213
Disposals	(2,050)	(258)	(74)	–	(2,382)
At 30 June 2009	4,502	5,724	911	287	11,424
Translation differences	21	96	45	–	162
Additions	292	776	345	–	1,413
Disposals	(102)	(10)	(87)	–	(199)
At 30 June 2010	4,713	6,586	1,214	287	12,800
Accumulated depreciation					
At 1 July 2008	883	1,373	621	29	2,906
Translation differences	(29)	(171)	(61)	–	(261)
Charge for the year	673	1,458	126	57	2,314
Disposals	(1,257)	(142)	(57)	–	(1,456)
At 30 June 2009	270	2,518	629	86	3,503
Translation differences	11	93	41	–	145
Charge for the year	1,146	834	417	57	2,454
Disposals	(83)	(10)	(87)	–	(180)
At 30 June 2010	1,344	3,435	1,000	143	5,922
Net book value					
At 30 June 2009	4,232	3,206	282	201	7,921
At 30 June 2010	3,369	3,151	214	144	6,878

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

16 INTANGIBLE ASSETS

Group

	Goodwill HK\$'000	Licenses HK\$'000	Customer relationships HK\$'000	Total HK\$'000
Cost				
At 30 June 2008, 2009 and 2010	52,750	1,158	20,148	74,056
Accumulated amortisation				
At 30 June 2008	–	46	1,518	1,564
Charge for the year	–	60	2,015	2,075
At 30 June 2009	–	106	3,533	3,639
Charge for the year	–	60	2,015	2,075
At 30 June 2010	–	166	5,548	5,714
Net book value				
At 30 June 2009	52,750	1,052	16,615	70,417
At 30 June 2010	52,750	992	14,600	68,342

Amortisation of HK\$2,075,000 (FY2009: HK\$2,075,000) is included in the administrative expenses.

Goodwill is allocated to the Group's CGU identified according to countries.

A segment-level summary of the goodwill allocation is as follows:

	Group	
	2010 HK\$'000	2009 HK\$'000
Hong Kong	50,341	50,341
Singapore	1,871	1,871
China	538	538
	52,750	52,750

Management has performed an impairment assessment of the carrying amount of goodwill at 30 June 2010 and has concluded that no impairment provision is required.

17 INVESTMENT IN A SUBSIDIARY

	Company	
	2010 HK\$'000	2009 HK\$'000
Equity investment at cost	195,225	195,225

Details of significant subsidiaries are set out in note 31.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

18 ACCRUALS AND OTHER PAYABLES

	Group		Company	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Accruals	19,164	14,908	766	–
Deposit received	46,050	21,524	–	255
Other payables	7,567	13,938	–	–
	72,781	50,370	766	255

19 PROVISIONS FOR OTHER LIABILITIES AND CHARGES

	Group	
	2010 HK\$'000	2009 HK\$'000
Balance at beginning of the financial year	31,341	31,846
Exchange difference	369	(83)
Provisions made	60,885	72,543
Claimed by customers	(47,555)	(64,768)
Provision written back	(7,131)	(8,197)
Balance at end of the financial year	37,909	31,341

20 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes related to the same taxation authority. The amount determined after appropriate offsetting are included in the balance sheet as follows:

	Group	
	2010 HK\$'000	2009 HK\$'000
Deferred income tax assets		
– to be recovered after one year	375	366
Deferred income tax liabilities		
– to be recovered after one year	2,950	3,387

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

20 DEFERRED INCOME TAX (Continued)

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax loss of approximately HK\$1,938,000 (30 June 2009: HK\$1,643,000) to carry forward against future taxable income. The tax loss will expire between three to five years. The movements in deferred income tax assets and liabilities during the financial year ended 30 June 2010 are as follows:

Group

	Accelerated tax depreciation HK\$'000	Tax losses HK\$'000	Total HK\$'000
Deferred income tax assets:			
At 30 June 2008	737	–	737
(Charged)/credited to consolidated income statement	(586)	215	(371)
At 30 June 2009	151	215	366
Credited to consolidated income statement	9	–	9
At 30 June 2010	160	215	375

Group

	Accelerated tax depreciation HK\$'000	Fair value adjustments on acquisition HK\$'000	Total HK\$'000
Deferred income tax liabilities:			
At 30 June 2008	–	(3,526)	(3,526)
(Charged)/credited to consolidated income statement	(193)	332	139
At 30 June 2009	(193)	(3,194)	(3,387)
Credited to consolidated income statement	104	333	437
At 30 June 2010	(89)	(2,861)	(2,950)

21 SHARE CAPITAL

Group and Company

	No. of issued ordinary shares	Amount of issued share capital HK\$'000
Balance as at 30 June 2010 and 30 June 2009	280,000,000	231,885

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

22 RESERVES

(a) Capital reserves

- (i) During the financial year ended 30 June 2009, placing and listing expenses of the Company ("Listing expenses") amounted to HK\$13,119,000 were incurred for the Listing. The portion of Listing expenses of HK\$2,712,000 which are directly attributable to the issuance of new shares was debited to the capital reserve.
- (ii) On 14 January 2009, 2,000,000 shares of the Company at placement price of S\$0.235 (amounting to HK\$2,538,000) were transferred by SBI Travel to PrimePartners Corporate Finance Pte. Ltd ("PPCF") pursuant to the management agreement dated 6 March 2008 as payment for part of PPCF's fees as the Manager and Sponsor for the Listing.

In addition, in relation to the Listing expenses incurred (excluding the amount attributable to 2,000,000 shares issued for payment of PPCF's Manager and Sponsor fee), SBI Travel and Mr Yu Kam Kee have agreed to bear HK\$2,721,000 of these expenses.

Both the issue of shares to PPCF and the Listing expenses borne by the shareholders totaling HK\$5,259,000 are deemed to be capital contribution by the shareholders and were credited to the capital reserve during the financial year ended 30 June 2009.

(b) Currency translation reserve

Currency translation reserve is non-distributable.

(c) Merger reserve

Merger reserve of the Group represents the difference between the share capital of Wealthy Aim and the Company's share capital issued in exchange for the issued share capital of Wealthy Aim pursuant to the Restructuring which was completed in December 2008.

23 RETAINED EARNINGS

Retained earnings of the Group are distributable except for retained earnings of jointly controlled entities amounting to HK\$5,757,000 as at 30 June 2010 (30 June 2009: HK\$2,729,000).

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

24 RESERVES OF THE COMPANY

Movement in the reserves of the Company is as follows:

	Capital reserve HK\$'000	Currency translation reserve HK\$'000	(Accumulated loss)/ Retained earnings HK\$'000	Total HK\$'000
At 1 July 2009	2,547	686	(11,687)	(8,454)
Comprehensive income				
– Profit for the year	–	–	34,090	34,090
Other comprehensive income				
– Exchange differences arising on translation of the financial statements of the Company	–	1,538	–	1,538
Total comprehensive income for the year	–	1,538	34,090	35,628
Dividend paid (note 7)	–	–	(7,000)	(7,000)
At 30 June 2010	2,547	2,224	15,403	20,174
At 28 July 2008 (date of incorporation)	–	–	–	–
Placing and listing expenses (note 22(a)(i))	(2,712)	–	–	(2,712)
Placing and listing expenses borne by the Shareholders (note 22(a)(ii))	5,259	–	–	5,259
Comprehensive loss				
– Loss for the year	–	–	(11,687)	(11,687)
Other comprehensive income				
– Exchange differences arising on translation of the financial statements of the Company	–	686	–	686
Total comprehensive income/(loss) for the year	–	686	(11,687)	(11,001)
At 30 June 2009	2,547	686	(11,687)	(8,454)

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

25 COMMITMENTS UNDER OPERATING LEASES

The Group leases land and buildings under non-cancellable operating lease agreements. The future minimum lease payables under non-cancellable operating leases contracted for at the balance sheet date but not recorded as liabilities are as follows:

	Group	
	2010	2009
	HK\$'000	HK\$'000
Not later than one year	10,958	8,842
Later than one year and not later than five years	10,389	12,785
	21,347	21,627

26 RELATED PARTY TRANSACTIONS

(a) During the financial years ended 30 June 2010 and 2009, the Group entered into transactions with its ultimate and immediate holding companies, related company and a jointly controlled entity, a shareholder and directors, which the directors considered were conducted in the ordinary course of the Group's business. The outstanding balances with these companies and parties resulting from these transactions have been included in amounts due from a shareholder and directors (note 13), subsidiaries (note 13) and jointly controlled entities (note 14).

(b) Significant related party transactions, which in the opinion of the directors were carried out in the normal course of the Group's business, in addition to those disclosed elsewhere in the financial statements are as follows:

	2010	2009
	HK\$'000	HK\$'000
Interest income received from a jointly controlled entity (note 14)	2	80
Business development fee paid to a jointly controlled entity (note i)	6,251	4,338
Operating lease rentals on land and buildings paid to a related company (note ii)	188	315
Revenue received from provision of travel related services to (note iii)		
– related companies	–	42
– a jointly controlled entity	532	456
– a shareholder and directors	11	27
Expenses paid to a related company for car rental services (note iv)	90	–
Provision of placement services by a related company (note v)	–	1,606
Listing expenses borne by shareholders (note 22(a)(ii))	–	2,721
Transfer of shares to the sponsor by a shareholder for settlement of manager and sponsor fees (note 22(a)(ii))	–	2,538

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

26 RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

Notes:

- (i) Business development fee paid to a jointly controlled entity was charged at a fixed rate as per the Support and Services Agreement.
- (ii) The Group entered into a lease agreement with a related company, Fung Choi Properties Limited, to lease office space from 1 November 2009 to 31 October 2011 at a monthly rental fee of HK\$23,500.
- (iii) Revenue received from provision of travel related services to related companies, a jointly controlled entity, a shareholder and directors are conducted in the normal course of business at prices and terms mutually agreed between the parties.
- (iv) Expenses paid to a related company on providing car rental services are conducted in the normal courses of business at prices and terms mutually agreed between the parties.
- (v) Placement fee was paid for the placement services provided by a related company and was charged at terms mutually agreed.

(c) Key management compensation

The key management compensation represents compensation paid to Directors and executive officers of the Group. Details of key management compensation are disclosed in note 10.

(d) Banking facilities

At 30 June 2010, the Group has provided to a bank a guarantee of HK\$9.8 million (30 June 2009: HK\$9.8 million) in respect of a banking facility granted to a jointly controlled entity.

27 FINANCIAL INSTRUMENTS

Financial assets of the Group include mainly trade receivables, deposits and other receivables, and bank deposits and cash and cash equivalents. The carrying amounts of the financial assets and liabilities approximate to their fair value because of short term maturity of these instruments.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

28 FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group continually monitors its position and does not consider that it has a significant exposure to risks from any individual counter party or group of counter parties. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not hold or issue financial instruments for trading purposes.

Risk management is carried out under direction by the board of directors. The directors and management identify, evaluate and hedge financial risk in close co-operation with the Group's operating units. The Group has principles for overall risk management such as foreign exchange risk, interest rate risk and credit risk.

(i) Market risk

(a) Foreign exchange risk

The Group operates in Hong Kong, Singapore, Taiwan and the PRC and is exposed to foreign exchange risk arising from various currencies' exposures, primarily with respect to Singapore dollars, New Taiwan dollars and Renminbi. Management has assessed that the Group's exposure to foreign exchange risk is insignificant as all material transactions are transacted in their respective functional currencies. Accordingly, the Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

(b) Interest rate risk

The balances with a jointly controlled entity which bore interest at the six-month HIBOR plus 1.5%, such amount has been fully repaid during the year. The Group has no other significant interest-bearing assets. As a result, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

28 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk

Credit risk arises from cash, deposits with banks and trade and other receivables. The carrying amounts of these balances represent the Group's maximum exposure to credit risk as at 30 June 2010.

Cash at banks are deposited with banks with sound credit ratings to mitigate the risk arising from banks. Details are set out in note 11. The Group has no significant concentrations of credit risk with any single counterparty. The Group also has policies in place to ensure that services are rendered to customers with an appropriate credit history. The normal credit terms with customers are 30 days. Besides, management of the Group monitors its credit risk at the geographical level on an ongoing basis by reviewing the debtors' ageing to minimise its exposure to credit risk.

The credit risk for trade receivables, after provision for impairment, based on the information provided to key management is as follows:

	Group	
	2010	2009
	HK\$'000	HK\$'000
By geographical areas		
Hong Kong	213,864	156,680
Singapore	21,428	13,178
Others	7,008	1,922
	242,300	171,780

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

28 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

There is no other class of financial assets that is past due and/or impaired except for trade receivables and deposits and other receivables.

	Group		Company	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Trade receivables, deposits and other receivables				
– Neither past due nor impaired	337,582	216,065	426	475
– Past due but not impaired	45,497	36,739	–	–
– Impaired and provided for	3,337	3,195	–	–
Total	386,416	255,999	426	475
Less: Provision for impairment	(3,337)	(3,195)	–	–
Trade receivables, deposits and other receivables – net	383,079	252,804	426	475

The majority of past due but not impaired trade receivables are related to a number of independent clients for whom there is no recent history of default. The ageing analysis of these trade receivables prepared in accordance with the due date of invoices is as follows:

	Group	
	2010 HK\$'000	2009 HK\$'000
Past due less than one month	31,612	14,514
Past due one to three months	6,220	20,597
Past due three to six months	335	1,492
Past due over six months	7,330	136
	45,497	36,739

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

28 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Movements in the provision for impairment of trade receivables and deposits and other receivables are as follows:

	Group	
	2010	2009
	HK\$'000	HK\$'000
Beginning of the financial year	3,195	2,538
Translation difference	32	–
Charge for the year	110	658
Write-back	–	(1)
Balance at end of the financial year	3,337	3,195

The provision for impairment has been included in “administrative expenses” in the consolidated income statement.

(iii) Liquidity risk

The Group has on-going cash flow monitoring mechanism to ensure sufficient funding is maintained in meeting all operating costs. The Group’s financial liabilities, trade and other payables, are due within 12 months from the balance sheet date according to their contractual maturity dates.

(b) Capital risk management

The Group’s objectives when managing capital are to safeguard the Group’s ability to continue as a going concern to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Total capital is regarded as “total equity”, as shown in the consolidated balance sheet, plus net debt. The Group has total equity of HK\$248,642,000 (30 June 2009: HK\$224,712,000) as at 30 June 2010. Net debt is calculated as borrowings less bank deposits and cash and cash equivalents. The Group has nil borrowing (30 June 2009: nil) and net cash position of HK\$105,423,000 as at 30 June 2010 (30 June 2009: HK\$110,296,000).

To maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

29 SEGMENT INFORMATION

(a) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the board of directors. The board of directors are responsible for allocating resources and assessing performance of the operating segments. The operating segments were determined based on the reports reviewed by management. The following operating segments were identified in accordance with the Group's businesses:

- (i) Corporate Travel
- (ii) Wholesale
- (iii) Leisure Travel

Unallocated costs represent corporate expenses and placing and listing expenses. Segment assets consist of trade receivables, bank deposits and cash and cash equivalents and deposit and other receivables and exclude intangible assets, property, plant and equipment, deferred income tax assets, amounts due from a shareholder and directors and unallocated other receivables. Segment liabilities comprise trade payables, accruals and other payables and provisions for other liabilities and charges and exclude current income tax payable, deferred income tax liabilities and amount due to a jointly controlled entity.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

29 SEGMENT INFORMATION (Continued)

(a) Operating segments (Continued)

Capital expenditure comprises of additions to property, plant and equipment and intangible assets including additions resulting from acquisitions through business combinations.

For the financial year ended 30 June 2010

Group	Corporate Travel HK\$'000	Wholesale HK\$'000	Leisure Travel HK\$'000	Total HK\$'000
Gross proceeds from the sale of air-tickets and the provision of other travel related services	1,185,116	1,820,904	326,905	3,332,925
Revenue	80,923	50,944	30,828	162,695
Segment result	11,093	17,714	6,643	35,450
Other income				17,064
Unallocated costs				(19,166)
Share of profits of jointly controlled entities				3,028
Profit before income tax				36,376
Income tax expense				(6,098)
Profit for the year				30,278
Other segment items				
Capital expenditure – property, plant and equipment				1,413
Depreciation				2,454
Amortisation				2,075
Other non-cash expenses				110
Segment assets	156,663	234,147	47,175	437,985
Jointly controlled entities	9,654	–	–	9,654
Unallocated assets				126,282
Total assets				573,921
Segment liabilities	96,856	158,118	57,483	312,457
Unallocated liabilities				12,822
Total liabilities				325,279

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

29 SEGMENT INFORMATION (Continued)

(a) Operating segments (Continued)

For the financial year ended 30 June 2009

Group	Corporate Travel HK\$'000	Wholesale HK\$'000	Leisure Travel HK\$'000	Total HK\$'000
Gross proceeds from the sale of air-tickets and the provision of other travel related services	1,144,074	1,542,680	208,530	2,895,284
Revenue	84,848	48,695	20,361	153,904
Segment result	13,117	17,426	3,361	33,904
Other income				16,923
Unallocated costs				(20,378)
Unallocated costs – Placing and listing expenses				(10,407)
Share of profits of jointly controlled entities				1,128
Profit before income tax				21,170
Income tax expense				(4,624)
Profit for the year				16,546
Other segment items				
Capital expenditure – property, plant and equipment				7,213
Depreciation				2,314
Amortisation				2,075
Other non-cash expenses				2,917
Segment assets	136,394	174,430	24,154	334,978
Jointly controlled entities	6,626	–	–	6,626
Unallocated assets				106,879
Total assets				448,483
Segment liabilities	79,910	108,325	25,396	213,631
Unallocated liabilities				10,140
Total liabilities				223,771

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

29 SEGMENT INFORMATION (Continued)

(b) Geographical information

The Group's revenue, total assets and capital expenditure, are operated in geographical areas including Hong Kong, Singapore, Taiwan and others.

	Revenue	
	2010 HK\$'000	2009 HK\$'000
Hong Kong	139,562	130,617
Singapore	16,670	18,002
Taiwan	4,778	3,992
Others	1,685	1,293
	162,695	153,904

	Total assets	
	2010 HK\$'000	2009 HK\$'000
Hong Kong	520,663	407,147
Singapore	33,287	28,011
Taiwan	8,767	6,902
Others	11,204	6,423
	573,921	448,483

	Capital expenditure	
	2010 HK\$'000	2009 HK\$'000
Hong Kong	1,340	6,433
Singapore	73	456
Others	–	324
	1,413	7,213

30 HOLDING COMPANIES

The Company's ultimate and immediate holding company is Wise Fast Investments Limited and SBI Travel respectively, companies incorporated in the British Virgin Islands.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

31 LIST OF SIGNIFICANT COMPANIES IN THE GROUP

Name	Place of incorporation	Principal activity	Particulars of issued share capital/registered capital	Equity interest held
Subsidiaries				
^(g) Wealthy Aim Investments Limited	British Virgin Islands	Investment holding	1,000 ordinary shares of US\$1 each	100%
^{(a)^} Westminster Travel Limited	Hong Kong	Provision of travel services and products	40,000 ordinary shares of HK\$100 each	100%
^{(a)^} Jecking Tours & Travel Limited	Hong Kong	Provision of travel services and products	5,000 ordinary shares of HK\$100 each	100%
^{(a)^} Wincastle Travel (HK) Limited	Hong Kong	Provision of travel services and products	4,800,000 ordinary shares of HK\$1 each	75%
^{(a)^} Westminster Travel (China) Limited	Hong Kong	Investment holding	2 ordinary shares of HK\$1 each	100%
^{(a)^} Far Extent Investments Limited	Hong Kong	Leasing of properties	1 ordinary share of HK\$1 each	100%
^{(b)^} Westminster Travel (S) Pte. Limited	Singapore	Provision of travel services and products	450,000 ordinary shares of SGD1 each	100%
^{(c)^} Westminster Travel Limited (Taiwan)	Taiwan	Provision of travel services and products	Registered share capital of NTD6,000,000	100%
^{(g)^} Westminster Travel Limited (Macau)	Macau	Provision of travel services and products	MOP1,500,000 with 2 quota holders	100%
^{(d)(h)^} Beijing Westminster Air Service Co., Limited	PRC	Sale of air tickets	Registered share capital of USD200,000	100%

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

31 LIST OF SIGNIFICANT COMPANIES IN THE GROUP (Continued)

Name	Place of incorporation	Principal activity	Particulars of issued share capital/registered capital	Equity interest held
Subsidiaries (Continued)				
^{(a)1^} Westminster Travel (Guangzhou) Limited	Hong Kong	Investment holding	1 ordinary share of HK\$1 each	100%
^{(e)2^} Westminster Travel Consultancy (Guangzhou) Limited	PRC	Provision of travel consultancy services	Registered share capital of RMB500,000	100%
Jointly controlled entities				
^{(f)#^} Marsman-Westminster Travel, Inc.	The Philippines	Inactive	80,000 ordinary shares of PHP100 each	50%
^{(a)^} Hogg Robinson Westminster Hong Kong Limited	Hong Kong	Corporation travel management services	15,794,118 ordinary shares of HK\$1 each	49%
^{3^} Westweb Holdings Limited	British Virgin Islands	Investment holding	2 ordinary shares of US\$1 each	50%
^{3^} Webjet Hong Kong Limited	Hong Kong	Inactive	1 ordinary share of HK\$1 each	50%

Note:

¹ Acquired in 2009

² Setup in 2009

³ Setup in 2010

[^] Indirectly held by the Company

[#] Inactive since 2005

^(a) Audited by PricewaterhouseCoopers Hong Kong

^(b) Audited by PricewaterhouseCoopers LLP Singapore

^(c) Reviewed by PricewaterhouseCoopers Taiwan

^(d) Audited by Beijing ZhongHuiRen C.P.A. Co., Ltd., PRC (北京中會仁會計師事務所有限責任公司)

^(e) Audited by Guangzhou Orient Certified Public Accountants Co., Ltd., PRC (廣州市東方會計師事務所有限公司)

^(f) Audited by Wilfrido C. Rodriguez, Certified Public Accountant, the Philippines

^(g) No audit is required in the place of incorporation. The unaudited financial statements of subsidiaries are reviewed as part of the audit of the Group's consolidated financial statements.

^(h) Pursuant to the terms of cooperation under the contractual joint venture arrangement between the Group and Beijing Chang An Club Company Limited, Beijing Chang An Club Company Limited is entitled to share 10% of the dividend of Beijing Westminster Air Service Co., Limited.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2010

32 NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory amendment and interpretation to FRS that have been published, and are relevant for the Group's accounting periods beginning on or after 1 July 2010 or later periods and which the Group has not early adopted:

- Amendment to FRS 24 – Related party disclosures (effective for annual periods beginning on or after 1 January 2011)
- Interpretation to FRS 119 – Extinguishing financial liabilities with equity instruments (effective for annual periods commencing on or after 1 January 2010)

The management anticipates that the adoption of the above amendment and interpretation to FRS in the future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption.

33 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Westminster Travel Limited on 5 October 2010.

Shareholding Statistics

SHAREHOLDING STATISTICS AS AT 16 SEPTEMBER 2010

Number of shares in issue	:	280,000,000
Issued and paid-up share capital	:	S\$44,419,964
Class of shares	:	Ordinary share
Voting rights	:	One vote per share

STATISTICS OF SHAREHOLDINGS

Size of Shareholding	Number of Shareholders	%	Number of Shares	%
1 – 999	0	0.00	0	0.00
1,000 – 10,000	19	39.58	57,000	0.02
10,001 – 1,000,000	24	50.00	2,579,000	0.92
1,000,001 and above	5	10.42	277,364,000	99.06
	48	100.00	280,000,000	100.00

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

	Direct Interest	%	Deemed Interest	%
SBI Travel Limited ⁽¹⁾	164,500,000	58.75%	–	–
Yu Kam Kee ⁽²⁾	70,500,000	25.18%	164,500,000	58.75%
Wong Sin Just ⁽³⁾	–	–	164,500,000	58.75%
e2-Capital Inc.	–	–	164,500,000	58.75%
Wise Fast Investments Limited	–	–	164,500,000	58.75%

Notes:–

- (1) Wise Fast Investments Limited and e2-Capital Inc. owned 78.57% and 21.43% respectively of SBI Travel as at 16 September 2010, and were therefore deemed interested in the 164,500,000 Shares held by SBI Travel.
- (2) Mr Yu Kam Kee, BBS MBE, J.P., who owned 100% of Wise Fast Investments Limited as at 16 September 2010, was deemed interested in the 164,500,000 Shares held by SBI Travel.
- (3) Dato' Wong Sin Just was deemed interested in the Shares held by SBI Travel by virtue of him being the sole shareholder of e2-Capital Inc. as at 16 September 2010.

TREASURY SHARES

The Company does not hold any Treasury Shares as at 16 September 2010.

SHAREHOLDING STATISTICS AS AT 16 SEPTEMBER 2010 (Continued) TWENTY LARGEST SHAREHOLDERS

No.	Name of Shareholders	Number of Shares	%
1	SBI Travel Limited	164,500,000	58.75
2	Yu Kam Kee	70,500,000	25.18
3	DMG & Partners Securities Pte Ltd	30,765,000	10.99
4	Hui Hung Kwong	6,599,000	2.36
5	Shih Hsing Li	5,000,000	1.79
6	Yu Kam Yuen Lincoln	783,000	0.28
7	Mayban Nominees (Singapore) Pte. Ltd.	500,000	0.18
8	Tan Seh Mia	146,000	0.05
9	HSBC (Singapore) Nominees Pte Ltd	127,000	0.05
10	Kim Eng Securities Pte. Ltd.	101,000	0.04
11	Wong Sook May Ginny	100,000	0.04
12	Yip Mang Meng	91,000	0.03
13	Chien Yuk Chun Dennis	60,000	0.02
14	Lou Lian Pei (Lu Lianpei)	60,000	0.02
15	Tan Poo Lee	60,000	0.02
16	Yang Xin Rong Diana or Yeo Eng Meng	60,000	0.02
17	Kantamsetty Venkata Rama Murty	55,000	0.02
18	Tan Tor Joo	51,000	0.02
19	Goh Aik Siew	50,000	0.02
20	Law Kah Lay	50,000	0.02
21	Lim Ming Yew John	50,000	0.02
22	Quah Siew Hoon	50,000	0.02
Total		279,758,000	99.91

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

Based on the information available to the Company as at 16 September 2010, approximately 16.07% of the issued ordinary shares of the Company were held by the public. Accordingly, the Company has complied with Rule 723 of the Catalist Rules.

Glossary

“AC” or “Audit Committee”	Audit Committee of the Company
“AGM”	Annual general meeting of the Company to be held at 120 Robinson Road, #8-01 Parakou Building, Singapore 068913 on Wednesday, 27 October 2010 at 2:30 p.m., notice of which was set out in this annual report
“Board” or “Board of Directors”	Board of Directors of the Company
“Board Committees”	Committees established by the Board, which include Audit Committee, Remuneration Committee and Nominating Committee
“BVI”	British Virgin Islands
“Catalist”	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	The rules in Section B of the Listing Manual of the SGX-ST
“CG Code”	Code of Corporate Governance 2005 issued by the Ministry of Finance on 14 July 2005
“Company” or “Westminster Travel”	Westminster Travel Limited, a company incorporated in Singapore and is listed on the Catalist
“Company Secretary”	Company secretary of the Company
“Director(s)”	Director(s) of the Company
“Executive Director(s)”	Executive Director(s) of the Company
“FIT”	Free and independent travelers or free and easy travelers
“FY”	Financial year ended or, as the case may be, ending 30 June
“Gross Sales Proceeds”	Gross proceeds from the sale of air-tickets and the provision of other travel related services
“Group”	The Company and its subsidiaries
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“HKEx”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars
“Independent Director(s)”	Independent non executive Director(s) of the Company
“Listing”	The listing of the Shares on the Catalist
“Macau”	Macau Special Administrative Region of the PRC

“MICE”	Meetings, Incentives, Conferences, and Exhibitions, which refers to a particular type of tourism in which large groups, usually planned in advance, are brought together for some particular purpose. MICE tourism usually includes a well-planned agenda centered around a particular theme, such as a hobby, a profession, or an educational topic.
“NC” or “Nominating Committee”	Nominating Committee of the Company
“Non Executive Director(s)”	Non Executive Director(s) of the Company
“Offer Document”	Offer document of the Company dated 16 January 2009
“PRC” or “China” or “Mainland China”	The People’s Republic of China, but for geographical reference only (unless otherwise indicated) excludes Macau, Hong Kong and Taiwan
“RC” or “Remuneration Committee”	Remuneration Committee of the Company
“SBI Travel”	SBI Travel Limited, a company incorporated in BVI
“Shares”	Ordinary shares of the Company
“Shareholder(s)” or “Equity Holder(s)”	Holder(s) of Shares
“SGX-ST”	Singapore Exchange Securities Trading Limited
“SGXNET”	SGXNET Corporate Announcement System, an internet-based submission system of SGX-ST that allows users to submit corporate announcements to the market
“S\$”	Singapore dollars
“Taiwan” or “ROC”	The Republic of China
“United States” or “US”	The United States of America
“Wealthy Aim”	Wealthy Aim Investments Limited, a company incorporated in BVI
“Westminster-HK”	Westminster Travel Limited, a company incorporated in Hong Kong
“Westminster-HK Group”	Westminster-HK and its subsidiaries
“Westminster-HRG”	Hogg Robinson Westminster Hong Kong Limited, a company incorporated in Hong Kong, in which Westminster-HK has 49% interests
“Westminster-SG”	Westminster Travel (S) Pte. Ltd., a company incorporated in Singapore
“Westminster-TW”	Westminster Travel Limited (Taiwan), a company incorporated in Taiwan
“WTL-Wincastle”	Wincastle Travel (HK) Limited, a company incorporated in Hong Kong

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of **WESTMINSTER TRAVEL LIMITED** (the "Company") will be held at 120 Robinson Road, #08-01, Parakou Building, Singapore 068913 on Wednesday, 27 October 2010 at 2.30 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2010 together with the Auditor's Report thereon.

(Resolution 1)

2. To declare a First and Final Tax Exempt (One-Tier) dividend of HK cents 5.3 per share for the financial year ended 30 June 2010 (FY2009: HK cents 2.5 per share).

(Resolution 2)

3. To re-elect the following Directors retiring pursuant to Article 89 of the Company's Articles of Association:

Mr Chu Tak Shun, Henry

(Resolution 3)

Dato' Wong Sin Just

(Resolution 4)

Dato' Wong Sin Just will, upon re-election as a Director of the Company, remain a member of the Audit Committee and Nominating Committee respectively and will be considered non-independent for the purpose of Rule 704(7) of The Rules in the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited ("Catalist Rules").

4. To approve the payment of Directors' fees of S\$276,000 for the year ending 30 June 2011, to be paid monthly in arrears (FY2010: S\$276,000).

(Resolution 5)

5. To re-appoint PricewaterhouseCoopers LLP as the Company's auditor and to authorise the Directors to fix the remuneration.

(Resolution 6)

6. To transact any other ordinary business which may properly be transacted at the Meeting.

Notice of Annual General Meeting

AS SPECIAL BUSINESS

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

7. Authority to Issue and Allot Shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalist Rules, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the share capital of the Company;
- (b) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (i)]

(Resolution 7)

Notice of Annual General Meeting

8. Authority to allot and issue shares under the Westminster Share Option Scheme

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Westminster Share Option Scheme (“the Scheme”) upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

[See Explanatory Note (ii)]

(Resolution 8)

By Order of the Board

Chia Luang Chew, Hazel

Secretary

Singapore, 12 October 2010

Explanatory Notes on Resolutions to be passed:

- (i) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next annual general meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro rata basis.
- (ii) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.

Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 36 Robinson Road #17-01, City House, Singapore 068877 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

WESTMINSTER TRAVEL LIMITED

(Incorporated in Singapore with limited liability)
 (Company Registration Number: 200814792H)

IMPORTANT:

1. For investors who have used their CPF monies to buy Westminster Travel Limited's shares, this Report is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to vote should contact their CPF Approved Nominees.

PROXY FORM

(Please see notes overleaf before completing this Form)

*I/We, _____
 of _____
 being a member/members of Westminster Travel Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her, the Chairman of the Meeting as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at 120 Robinson Road, #08-01, Parakou Building, Singapore 068913 on Wednesday, 27 October 2010 at 2.30 p.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

No.	Resolutions relating to:	For	Against
1	Directors' Report and Audited Financial Statements for the financial year ended 30 June 2010		
2	Payment of proposed first and final dividend		
3	Re-election of Mr Chu Tak Shun, Henry as a Director		
4	Re-election of Dato' Wong Sin Just as a Director		
5	Approval of Directors' fees amounting to S\$276,000 for the financial year ending 30 June 2011, to be paid monthly in arrears		
6	Re-appointment of PricewaterhouseCoopers LLP as auditor of the Company		
7	Authority to allot and issue new shares		
8	Authority to allot and issue new shares under Westminster Share Option Scheme		

* Delete where inapplicable

Dated this _____ day of _____ 2010

 Signature of Shareholder(s)/
 and, Common Seal of Corporate Shareholder

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	



Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 36 Robinson Road #17-01 City House, Singapore 068877 not less than forty eight (48) hours before the time appointed for the Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at forty eight (48) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

AFFIX STAMP

The Company Secretary
WESTMINSTER TRAVEL LIMITED
36 Robinson Road
#17-01 City House
Singapore 068877



WESTMINSTER TRAVEL LIMITED

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