

**STRATEGIC VISIONS LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**(Registered number 4339951)**  
**31st December 2012**

THURSDAY



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COMPANIES HOUSE

## **Strategic Visions Limited**

### **Directors' report for the financial year ended 31st December 2012**

The directors submit to the sole shareholder their report and financial statements for the financial year ended 31st December 2012

#### **Principal activities and business review**

The principal activity of the company is as a finance company of a group company

#### **Results and dividends**

The statement of comprehensive income is set out on page 5 and shows the results for the financial year ended 31st December 2012. Loss before tax amounted to US\$85,042 (2011 profit US\$11,318) and loss for the financial year charged to reserves was US\$113,832 (2011 US\$30,614). The directors do not propose the payment of a dividend for the financial year (2011 none).

#### **Directors**

The following served as directors during the financial year and up to the date of signing of the financial statements

Ms Edith Shih  
Mr James S. Tsien  
Mr Clemence Cheng  
Mr Richard Chan  
Mr Robin Sng

#### **Small company exemption**

This report has been prepared in accordance with section 417(1) of the Companies Act 2006 relating to small companies

## **Strategic Visions Limited**

### **Directors' report for the financial year ended 31st December 2012 (continued)**

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Disclosure of information to auditors**

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

**Registered number**  
4339951

**Registered office**  
Tomline House  
The Dock  
Felixstowe  
Suffolk  
IP11 3SY

By order of the Board



Mr Simon Mullett  
Company secretary

1st March 2013

## **Strategic Visions Limited**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF STRATEGIC VISIONS LIMITED**

We have audited the financial statements of Strategic Visions Limited for the financial year ended 31st December 2012 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

#### **Respective responsibilities of directors and auditors**

As explained more fully in the Statement of directors' responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the report of the Directors' and the financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31st December 2012 and of its loss and cash flows for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

#### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Strategic Visions Limited**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF STRATEGIC VISIONS LIMITED (CONTINUED)**

#### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the report of the directors



Robert Girdlestone (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
St Albans  
24th September 2013

## Strategic Visions Limited

### Statement of comprehensive income for the financial year ended 31st December 2012

	Notes	<u>2012</u> US\$	<u>2011</u> US\$
<b>Operating income</b>			
Interest receivable and similar income	6	239,920	349,430
<b>Operating expenses</b>			
Interest payable and similar charges	7	(294,610)	(299,975)
General and administrative expenses		<u>(30,352)</u>	<u>(38,137)</u>
<b>Operating (loss)/profit before taxation</b>	4	(85,042)	11,318
Taxation	8	<u>(28,790)</u>	<u>(41,932)</u>
<b>Loss and total comprehensive income for the financial year</b>		<u>(113,832)</u>	<u>(30,614)</u>

The statement of comprehensive income has been prepared on the basis that all operations are continuing

The notes on pages 9 to 13 form part of these financial statements


# Strategic Visions Limited

## Balance sheet as at 31st December 2012

	Notes	<u>2012</u> US\$	<u>2011</u> US\$
<b>ASSETS</b>			
<b>Non current asset</b>			
Loan to a group undertaking	9	-	5,000,000
<b>Current assets</b>			
Loan to a group undertaking	9	3,000,000	3,000,000
Other current assets	10	4,409,480	11,965
Cash and cash equivalents		<u>675,766</u>	<u>457,411</u>
		8,085,246	3,469,376
<b>Total assets</b>		<u>8,085,246</u>	<u>8,469,376</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	11	<u>7,192,334</u>	<u>7,462,632</u>
<b>Total liabilities</b>		<u>7,192,334</u>	<u>7,462,632</u>
<b>Net assets</b>		<u>892,912</u>	<u>1,006,744</u>
<b>Shareholder's equity</b>			
Called up share capital	12	700,000	700,000
Profit and loss account		<u>192,912</u>	<u>306,744</u>
<b>Total equity</b>		<u>892,912</u>	<u>1,006,744</u>

The notes on pages 9 to 13 form part of these financial statements

The financial statements on pages 5 to 13 were approved by the Board of Directors on 1st March 2013 and signed on its behalf by

  
Mr Clemence Cheng  
Director

## Strategic Visions Limited

### Statement of changes in equity for the financial year ended 31st December 2012

	<u>Called up share capital</u> US\$	<u>Profit and loss account</u> US\$	<u>Total</u> US\$
At 1st January 2012	700,000	306,744	1,006,744
Loss for the financial year	-	(113,832)	(113,832)
At 31st December 2012	700,000	192,912	892,912
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At 1st January 2011	700,000	337,358	1,037,358
Loss for the financial year	-	(30,614)	(30,614)
At 31st December 2011	700,000	306,744	1,006,744
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The notes on pages 9 to 13 form part of these financial statements



## Strategic Visions Limited

### Cash flow statement for the financial year ended 31st December 2012

	Note	<u>2012</u> US\$	<u>2011</u> US\$
<b>Cash flows from operating activities</b>			
Cash used in continuing operations	13	(4,435,412)	(42,117)
Interest received		248,086	349,961
Interest paid		(334,319)	(299,999)
<b>Net cash (used in)/generated from operating activities</b>		<u>(4,521,645)</u>	<u>7,845</u>
<b>Investing activities</b>			
Loan repayment from group undertaking		5,000,000	-
Loan repayment to parent undertaking		(260,000)	-
<b>Net cash flows from investing activities</b>		<u>4,740,000</u>	<u>-</u>
<b>Net increase in cash and cash equivalents</b>		<u>218,355</u>	<u>7,845</u>
<b>Cash and cash equivalents at 1st January</b>		<u>457,411</u>	<u>449,566</u>
<b>Cash and cash equivalents at 31st December</b>		<u>675,766</u>	<u>457,411</u>

The notes on pages 9 to 13 form part of these financial statements

# Strategic Visions Limited

## Notes to the financial statements for the financial year ended 31st December 2012

### 1. General information

The principal activity of Strategic Visions Limited is to act as a finance company for a group company

The company is limited by shares, incorporated in England and Wales and domiciled in the United Kingdom

### 2. Statement of accounting policies

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

#### 2(a) Basis of preparation

The financial statements have been prepared in accordance with EU endorsed International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretation Committee (IFRIC) interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The statements have been prepared under the historical cost convention and on a going concern basis.

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning on or after 1st January 2012. None of these is expected to have a significant effect on the financial statements of the company, except the following set out below.

Amendment to IAS 1, 'Financial statement presentation' regarding other comprehensive income. The main change resulting from these amendments is a requirement for entities to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially re-classifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI. The amendment is applicable to annual periods beginning on or after 1st July 2012.

IFRS 12, 'Disclosures of interests in other entities', includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The company is yet to assess IFRS 12's full impact and intends to adopt IFRS 12 no later than the accounting period beginning on or after 1st January 2013.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the company.

#### 2(b) Turnover and revenue recognition

Turnover represents net charges invoiced to customers excluding value added tax and arises wholly within the United Kingdom. Revenue from the provision of services is recognised on the delivery of those services.

#### 2(c) Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is provided in full on temporary differences between profits computed for taxation purposes and profits as stated in the financial statements, which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date.

## **Strategic Visions Limited**

### **Notes to the financial statements for the financial year ended 31st December 2012 (continued)**

#### **2. Summary of significant accounting policies (continued)**

##### **2(d) Foreign currencies**

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the entity operates ("the functional currency") The financial statements are presented in US\$, which is the company's functional and presentation currency

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction All differences are taken to the statement of comprehensive income

##### **2(e) Share capital**

Ordinary shares are classified as equity Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds

##### **2(f) Interest receivable and payable**

Interest receivable/payable is accounted for on an accruals basis

##### **2(g) Going concern**

The financial statements have been prepared on a going concern basis which assumes that the company will continue in operational existence for the foreseeable future

#### **3. Financial risk management**

##### **Financial risk factors**

The company's activities expose it to a variety of financial risks, market risks, liquidity risk and cash flow interest rate risk The company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance

Risk management is carried out by a central treasury department under policies approved by the group The group approves written principles for overall risk management, as well as written policies covering specific areas such as foreign exchange risk and interest rate risk

##### **3(a) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions Due to the dynamic nature of the business, the treasury department aims to maintain flexibility in funding by keeping committed credit lines available

##### **3(b) Cash flow and fair value interest rate risk**

The group's interest rate risk arises from long-term borrowings and receivables Borrowings and receivables issued at variable rates expose the company to cash flow interest rate risk Borrowings and receivables issued at fixed rates expose the group to fair value interest rate risk

Group policy permits the use of interest rate swaps to manage the cash flow and interest rate risk that arises on these funds All group companies are reviewed on a regular basis

## Strategic Visions Limited

### Notes to the financial statements for the financial year ended 31st December 2012 (continued)

#### 3. Financial risk management (continued)

The company analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions and alternative financing. Based on these scenarios, the group calculates the impact on profit and loss of a defined interest rate shift. The scenarios are run only for assets/liabilities that represent the major interest-bearing positions. The simulation is conducted on a regular basis to verify that the maximum loss potential is within the limit given by management. At 31st December 2012, the impact on loss for the financial year of a 100 basis point increase, with all other variables held constant, would be a maximum increase in losses of US\$32,642 (2011: reduction US\$12,574).

#### 4. Operating (loss)/profit before taxation

	<u>2012</u> US\$	<u>2011</u> US\$
Operating profit is stated after charging		
Audit services – fees payable to company's auditors for the audit of company financial statements	26,400	25,600
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#### 5. Key management compensation and staff costs

The company does not have any employees.

The emoluments of key management are paid by the parent company, which makes no recharge to the company. Key management form the executive board of the parent company and a number of fellow subsidiaries and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Their total emoluments are included in the aggregate of key management disclosed in the consolidated financial statements of the parent company.

None of the directors received any remuneration in respect of services to the company.

#### 6. Interest receivable and similar income

	<u>2012</u> US\$	<u>2011</u> US\$
On loan owed by a group undertaking	239,920	349,430
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#### 7. Interest payable and similar charges

	<u>2012</u> US\$	<u>2011</u> US\$
On loan owed to parent undertaking	294,610	299,975
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#### 8. Taxation

	<u>2012</u> US\$	<u>2011</u> US\$
a) Analysis of tax charge for the financial year		
Current tax		
Overseas withholding tax suffered on interest income	28,790	41,932
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# Strategic Visions Limited

## Notes to the financial statements for the financial year ended 31st December 2012 (continued)

### 8. Taxation (continued)

#### b) Factors affecting current tax charge for the financial year

The tax assessed on the profit on ordinary activities for the financial year is higher than the standard rate of corporation tax in the UK of 24.5% (2011: 26.5%). The differences are reconciled below

	<u>2012</u> US\$	<u>2011</u> US\$
(Loss)/profit on ordinary activities before taxation	(85,042)	11,318
(Loss)/profit on ordinary activities before taxation at 24.5% (2011: 26.5%)	(20,835)	2,999
Effects of		
Withholding tax suffered	28,790	41,932
Benefit of previously unrecognised deferred tax asset	-	(2,999)
Losses for which deferred tax assets were not recognised	20,835	-
Total tax charge for the year	<u>28,790</u>	<u>41,932</u>

A number of changes to the UK Corporation tax system have been announced. Legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013 was included in the Finance Act 2012. Further reductions to the main rate were announced in the 2012 Autumn Statement and the March 2013 Budget Statement to reduce the rate to 21% from 1 April 2014 and to 20% from 1 April 2015. These further changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements. These changes are not expected to materially impact the financial statements.

### 9. Loan to a group undertaking

The outstanding loan owed by a group undertaking is unsecured, repayable on 30 June 2013 and bears interest at 4% (2011: 4%) above LIBOR per annum. During 2012, a repayment of \$5,000,000 was made. The fair value is equal to its book value and it is denominated in US\$.

### 10. Other current assets

	<u>2012</u> US\$	<u>2011</u> US\$
Amount owed by a group undertaking	3,799	11,965
Amount owed by a parent undertaking	4,405,681	-
	<u>4,409,480</u>	<u>11,965</u>

The amounts owed by the group undertakings are unsecured, have no fixed date of repayment and are interest free.

The fair value is equal to its book value and it is denominated in US\$.

## Strategic Visions Limited

### Notes to the financial statements for the financial year ended 31st December 2012 (continued)

#### 11. Trade and other payables

	<u>2012</u> US\$	<u>2011</u> US\$
Loan owed to parent undertaking	6,940,000	7,200,000
Amount owed to parent undertaking	3,626	43,335
Amount owed to a group undertaking	221,855	170,489
Other creditors including taxation and social security	26,853	48,808
	<u>7,192,334</u>	<u>7,462,632</u>

The amounts owed to parent and group undertakings are unsecured, have no fixed date of repayment and are interest free except for a discounted loan of US\$6,940,000 (2011 US\$7,200,000) which carries an accrued yield cost at a rate of 1 7101% (2011 4 10%) per annum. The discounted loan has an aggregate nominal value of US\$7,000,000 and a maturity date of 21st June 2013 (2011 aggregate nominal value US\$7,500,000 and a maturity date of 21st December 2012). The fair values of loans and amounts owed to parent and other group undertakings are equal to their book values and they are denominated in US\$.

#### 12. Called up share capital

	<u>2012</u> US\$	<u>2011</u> US\$
<b>Authorised, allotted, called up and fully paid</b>		
700,000 (2011 700,000) ordinary shares of US \$1 each	700,000	700,000

#### 13. Cash used in continuing operations

	<u>2012</u> US\$	<u>2011</u> US\$
Loss for the year	(113,832)	(30,614)
Adjustments for		
Interest receivable	(239,920)	(349,430)
Interest payable	294,610	299,975
Changes in working capital		
(Decrease)/increase in trade creditors, accruals and other creditors	(21,955)	25,443
Increase in amounts due to group undertakings	51,366	12,509
Increase in amounts due from parent undertakings	(4,405,681)	-
	<u>(4,435,412)</u>	<u>(42,117)</u>

#### 14. Parent company

HPH Finance Limited, incorporated in the British Virgin Islands, whose principal activity is investment holding and provision of finance, is the immediate parent of the company and owns 100% of the shares and voting rights.

Hutchison Port Holdings Limited, incorporated in the British Virgin Islands, is the smallest group to consolidate the financial statements of the company.

Hutchison Whampoa Limited, incorporated in Hong Kong, is the company's ultimate parent company and is the largest group to consolidate these financial statements. Copies of the Hutchison Whampoa group financial statements may be obtained from the Company Secretary, 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong.