



華人置業集團

CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)

Stock Code 股份代號: 127

2021 年報

ANNUAL REPORT

100 周年
Years



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Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.

倘中英文版本出現歧義，概以英文版本為準。

Date of this annual report: 21 March 2022

本年報日期：二零二二年三月二十一日

CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors:

Chan, Hoi-wan (*Chief Executive Officer*)

Chan, Lok-wan

Lam, Kwong-wai

Non-executive Directors:

Lau, Ming-wai (*Chairman*)

Amy Lau, Yuk-wai

Independent Non-executive Directors:

Chan, Kwok-wai

Phillis Loh, Lai-ping

Ma, Tsz-chun

AUDIT COMMITTEE

Chan, Kwok-wai (*Chairman*)

Phillis Loh, Lai-ping

Ma, Tsz-chun

INVESTMENT COMMITTEE

Chan, Hoi-wan (*Chairman*)

Lam, Kwong-wai (*Chief Investment Officer*)

Chan, Kwok-wai

Ma, Tsz-chun

NOMINATION COMMITTEE

Phillis Loh, Lai-ping (*Chairman*)

Chan, Kwok-wai

Ma, Tsz-chun

REMUNERATION COMMITTEE

Chan, Kwok-wai (*Chairman*)

Phillis Loh, Lai-ping

Ma, Tsz-chun

COMPANY SECRETARY

Lam, Kwong-wai

AUTHORISED REPRESENTATIVES

Chan, Hoi-wan

Lam, Kwong-wai

董事

執行董事：

陳凱韻(*行政總裁*)

陳諾韻

林光蔚

非執行董事：

劉鳴煒(*主席*)

劉玉慧

獨立非執行董事：

陳國偉

羅麗萍

馬時俊

審核委員會

陳國偉(*主席*)

羅麗萍

馬時俊

投資委員會

陳凱韻(*主席*)

林光蔚(*投資總監*)

陳國偉

馬時俊

提名委員會

羅麗萍(*主席*)

陳國偉

馬時俊

薪酬委員會

陳國偉(*主席*)

羅麗萍

馬時俊

公司秘書

林光蔚

授權代表

陳凱韻

林光蔚

SOLICITORS*(Listed in alphabetical order)*

Reynolds Porter Chamberlain
S.Y. Wong & Co.

INDEPENDENT AUDITORS

HLB Hodgson Impey Cheng Limited

BANKERS*(Listed in alphabetical order)*

China Construction Bank (Asia) Corporation Limited
Deutsche Bank AG, Singapore Branch
Nanyang Commercial Bank, Limited
OCBC Wing Hang Bank Limited
Oversea-Chinese Banking Corporation Limited
The Bank of East Asia, Limited, London Branch

PLACE OF INCORPORATION

Bermuda

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

PRINCIPAL OFFICE IN HONG KONG

21st Floor, Chubb Tower
Windsor House
311 Gloucester Road
Causeway Bay, Hong Kong

PRINCIPAL REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th Floor North, Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

律師*(按字母順序排列)*

Reynolds Porter Chamberlain
黃倩儀律師事務所

獨立核數師

國衛會計師事務所有限公司

往來銀行*(按字母順序排列)*

中國建設銀行(亞洲)股份有限公司
Deutsche Bank AG, Singapore Branch
南洋商業銀行有限公司
華僑永亨銀行有限公司
Oversea-Chinese Banking Corporation Limited
東亞銀行有限公司(倫敦分行)

註冊成立地點

百慕達

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

香港主要辦事處

香港銅鑼灣
告士打道311號
皇室大廈
安達人壽大樓21樓

主要過戶登記處

MUFG Fund Services (Bermuda) Limited
4th Floor North, Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

BRANCH REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990/(852) 2529 6087

OFFICE IN THE PEOPLE'S REPUBLIC OF CHINA

Room 1003, 10th Floor, Oriental Place
No. 9 East Dongfang Road
North Dongsanhuan Road
Chaoyang District, Beijing, PRC
Post Code: 100027
Tel: (8610) 6466 0638
Fax: (8610) 6466 0238

OFFICE IN UNITED KINGDOM

Front and Rear Suite, Ground Floor
11 and 12 St James's Square
London, United Kingdom
Post Code: SW1Y 4LB
Tel: (4420) 4559 0544

WEBSITE

<http://www.chineseestates.com>

STOCK CODE

127

BOARD LOT

500 shares

INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:

Tel: (852) 2866 6999
Fax: (852) 2866 2822/(852) 2866 2833
E-mail: investor.relations@chineseestates.com

香港過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712至1716號舖
電話：(852) 2862 8555
傳真：(852) 2865 0990/(852) 2529 6087

中華人民共和國辦事處

中國北京市朝陽區
東三環北路
東方東路9號
東方國際大廈10樓1003室
郵編：100027
電話：(8610) 6466 0638
傳真：(8610) 6466 0238

英國辦事處

Front and Rear Suite, Ground Floor
11 and 12 St James's Square
London, United Kingdom
郵編：SW1Y 4LB
電話：(4420) 4559 0544

網址

<http://www.chineseestates.com>

股份代號

127

買賣單位

500股

投資者關係

有關投資者關係之查詢，請聯絡：

電話：(852) 2866 6999
傳真：(852) 2866 2822/(852) 2866 2833
電郵：investor.relations@chineseestates.com

EXECUTIVE DIRECTORS

Ms. CHAN, Hoi-wan, aged 42, has been appointed as an Executive Director of the Company since 2017 and acts as the Chief Executive Officer of the Company since 17 February 2021. She also acts as a director of certain subsidiaries of the Company. Ms. Chan is also the chairman of the investment committee of the Company. She had joined the then associate of the Group (the Company together with its subsidiaries, the "Group") from 2002 to 2005 and participated in its cosmetics business, including Two Girls products. She also possessed of more than 3.5 years' work experience in media field in Hong Kong and gained experience in properties and securities investments through her investments. Ms. Chan is the elder sister of *Ms. Chan, Lok-wan*, the step-mother of *Mr. Lau, Ming-wai* and the sister-in-law of *Ms. Amy Lau, Yuk-wai*. As at the date of this annual report, Ms. Chan is a director of certain substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Ms. CHAN, Lok-wan, aged 37, joined the Group in 2008 and has been appointed as an Executive Director of the Company since 2015. She is the Manager of Sales and Leasing Department and also acts as a director of certain subsidiaries of the Company. Ms. Chan holds a Bachelor Degree of Science in Business and Management (Marketing) from Brunel University London and a Master Degree of Science in Communication, Information and Society from The London School of Economics and Political Science. She is responsible for the Group's marketing affairs, overseeing the Group's cosmetics business, including Two Girls products, and participated in the Group's properties' sales and leasing businesses. Ms. Chan has over 13 years of experience in sales and marketing. She is the younger sister of *Ms. Chan, Hoi-wan* and the aunt of *Mr. Lau, Ming-wai*.

Mr. LAM, Kwong-wai, aged 66, joined the Group in 1989 and has been appointed as an Executive Director of the Company since 2012. Mr. Lam is the Group Financial Controller and Company Secretary of the Company and acts as a director of certain subsidiaries of the Company. He is also a member of the investment committee of the Company and acts as the chief investment officer. Mr. Lam is an independent non-executive director of Lifestyle China Group Limited, the shares of this company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Lam is a Certified Public Accountant (Practising) and holds a Master Degree of Business Administration from the University of Warwick, United Kingdom. He has over 44 years of experience in auditing, finance and accounting industries.

執行董事

陳凱韻女士，現年42歲，自二零一七年起獲委任為本公司之執行董事，並自二零二一年二月十七日起出任本公司行政總裁。彼亦出任本公司若干附屬公司之董事。陳女士亦為本公司投資委員會主席。彼曾於二零零二年至二零零五年加入本集團(本公司連同其附屬公司，統稱「本集團」)當時之聯營公司並參與該公司之化妝品業務包括『雙妹』產品。彼亦具有超逾三年半於香港之傳媒工作經驗及擁有個人物業及證券之投資經驗。陳女士為陳諾韻女士之胞姊、劉鳴煒先生之繼母及劉玉慧女士之嫂子。於本年報日期，陳女士為若干按香港法例第571章證券及期貨條例第XV部所述屬本公司主要股東之董事。

陳諾韻女士，現年37歲，於二零零八年加入本集團，並自二零一五年起獲委任為本公司之執行董事。彼現任銷售及租務部經理，亦出任本公司若干附屬公司之董事。陳女士持有倫敦布魯內爾大學商業及管理(市場學)理學學士學位，以及倫敦經濟及政治科學學院傳意、資訊及社會理學碩士學位。彼負責本集團之市場推廣事宜及處理本集團化妝品業務包括『雙妹』產品，並參與本集團物業銷售及租務業務。陳女士在營銷及市場推廣方面累積逾十三年經驗。彼為陳凱韻女士之胞妹及劉鳴煒先生之小姨。

林光蔚先生，現年66歲，於一九八九年加入本集團，並自二零一二年起獲委任為本公司之執行董事。林先生現任本公司之集團財務總監及公司秘書，亦出任本公司若干附屬公司之董事。彼亦為本公司投資委員會成員及投資總監。林先生為利福中國集團有限公司之獨立非執行董事，該公司之股份於香港聯合交易所有限公司(「聯交所」)主板上市。林先生為執業會計師，持有英國華威大學工商管理學碩士學位。彼在核數、財務及會計方面累積逾四十四年經驗。

NON-EXECUTIVE DIRECTORS

Mr. LAU, Ming-wai, aged 41, has been appointed as a Director of the Company since 2006 and appointed as the Chairman of the board of Directors since 2014. Mr. Lau holds a Bachelor Degree of Laws from King's College London, a Master Degree of Laws from The London School of Economics and Political Science, and a Doctor Degree of Philosophy in Laws from King's College London. He worked at The Goldman Sachs Group, Inc. and Longview Partners LP, both in London prior to joining the Group. Mr. Lau is a registered attorney in the State of New York and a CFA (Chartered Financial Analyst) charterholder. He is the step-son of *Ms. Chan, Hoi-wan*, and the nephew of *Ms. Chan, Lok-wan* and *Ms. Amy Lau, Yuk-wai*.

Ms. Amy LAU, Yuk-wai, aged 69, has been appointed as a Non-executive Director of the Company since 2004. Ms. Lau is also a non-executive director of Lifestyle International Holdings Limited, the shares of this company are listed on the Main Board of the Stock Exchange. She is a retired dentist. Ms. Lau holds a Bachelor Degree of Science and a Doctor Degree of Dental Surgery from the University of Toronto, Canada. She is the sister-in-law of *Ms. Chan, Hoi-wan* and the aunt of *Mr. Lau, Ming-wai*.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN, Kwok-wai, aged 63, has been appointed as an Independent Non-executive Director of the Company since 2004. He is the chairman of the audit committee and remuneration committee, and a member of the nomination committee and investment committee of the Company. Mr. Chan holds a Bachelor Degree of Business Administration from the Monash University, Australia. He is also a member of CPA Australia and a member of the Hong Kong Securities and Investment Institute. He has over 42 years of experience in finance and accounting industries. Mr. Chan is currently a director of High Progress Consultants Limited. He is also an independent non-executive director of China Investments Holdings Limited, Far East Consortium International Limited, National Electronics Holdings Limited and Tern Properties Company Limited respectively, the shares of all these companies are listed on the Main Board of the Stock Exchange.

非執行董事

劉鳴煒先生，現年41歲，自二零零六年起獲委任為本公司之董事，並自二零一四年起獲委任為董事會主席。劉先生持有倫敦國王學院法律學士學位、倫敦經濟及政治科學學院法律碩士學位及倫敦國王學院法律哲學博士學位。彼在加入本集團之前，曾在倫敦The Goldman Sachs Group, Inc.及Longview Partners LP任職。劉先生為紐約州註冊律師及特許財務分析師(Chartered Financial Analyst)特許持有人。彼為陳凱韻女士之繼子、陳諾韻女士之姨甥及劉玉慧女士之姪兒。

劉玉慧女士，現年69歲，自二零零四年起獲委任為本公司之非執行董事。劉女士亦為利福國際集團有限公司之非執行董事，該公司之股份於聯交所主板上市。彼為退休牙科醫生。劉女士持有加拿大多倫多大學理學士學位及牙科博士學位。彼為陳凱韻女士之小姑及劉鳴煒先生之姑母。

獨立非執行董事

陳國偉先生，現年63歲，自二零零四年起獲委任為本公司之獨立非執行董事。彼為本公司審核委員會及薪酬委員會之主席，並為提名委員會及投資委員會之成員。陳先生持有澳洲蒙納士大學工商管理學學士學位。彼亦為澳洲會計師公會會員及香港證券及投資學會會員。彼在財務及會計方面累積逾四十二年經驗。陳先生現為勤達顧問有限公司之董事。彼亦分別為中國興業控股有限公司、Far East Consortium International Limited(遠東發展有限公司)、National Electronics Holdings Limited(樂聲電子有限公司)及太興置業有限公司之獨立非執行董事，上述所有公司之股份均於聯交所主板上市。

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Cont'd)

Ms. Phillis LOH, Lai-ping, aged 57, has been appointed as an Independent Non-executive Director of the Company since 2006. She is the chairman of the nomination committee, a member of the audit committee and remuneration committee of the Company. Ms. Loh is an independent non-executive director of In Technical Productions Holdings Limited, the shares of this company are listed on the Growth Enterprise Market of the Stock Exchange. Ms. Loh holds a Bachelor Degree of Laws and a Postgraduate Certificate in Laws, both from The University of Hong Kong. Ms. Loh was a practising solicitor from 1990 to 1997, and has since become a practising barrister-at-law after she was called to the Hong Kong Bar in 1998. She was admitted as a solicitor in Hong Kong (1990) and the United Kingdom (1991), and is also a barrister and solicitor in the Supreme Court of the Australian Capital Territory (since 1991). Ms. Loh is a CEDR (Centre for Effective Dispute Resolution) Accredited Mediator (2009). Ms. Loh was an appointed member of the Board of Review (Inland Revenue Ordinance) from 2018 to 2020 and has been appointed as a Deputy Chairman of such penal since 2021. She was appointed Deputy District Judge in 2014 and 2016, and Temporary Deputy Registrar of the High Court in 2018.

Mr. MA, Tsz-chun, aged 56, has been appointed as an Independent Non-executive Director of the Company since 2008. He is a member of the audit committee, remuneration committee, nomination committee and investment committee of the Company. Mr. Ma is a Certified Public Accountant (Practising) and has over 34 years of experience in auditing, finance and accounting industries. He is currently a director and the general manager of Sino-Bridge China Consulting Limited. Mr. Ma is also an independent non-executive director of Lotus Horizon Holdings Limited and In Technical Productions Holdings Limited, the shares of these companies are listed on the Main Board and the Growth Enterprise Market of the Stock Exchange respectively. Mr. Ma holds a Master Degree in Business Administration and a Master of Science Degree in E-Commerce (Business Programme), both from The Chinese University of Hong Kong as well as a Master of Science Degree in China Business Studies from The Hong Kong Polytechnic University. Mr. Ma is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom and an associate member of Hong Kong Institute of Certified Public Accountants.

獨立非執行董事(續)

羅麗萍女士，現年57歲，自二零零六年起獲委任為本公司之獨立非執行董事。彼為本公司提名委員會主席、審核委員會及薪酬委員會之成員。羅女士為In Technical Productions Holdings Limited之獨立非執行董事，該公司之股份於聯交所創業板上市。羅女士持有香港大學法律學士學位及法學專業證書。羅女士由一九九零年至一九九七年為執業事務律師及自一九九八年獲頒香港大律師資格後成為執業大律師。彼分別於一九九零年及一九九一年獲頒香港及英國之事務律師資格，以及自一九九一年起為澳洲首府最高法院之大律師及事務律師。羅女士為CEDR (Centre for Effective Dispute Resolution)認可調解員(二零零九年)。羅女士於二零一八年至二零二零年為稅務上訴委員會委員及自二零二一年起獲委任為該會副主席。彼曾於二零一四年以及於二零一六年被委任為區域法院暫委法官，及於二零一八年被委任為高等法院暫委副司法常務官。

馬時俊先生，現年56歲，自二零零八年起獲委任為本公司之獨立非執行董事。彼為本公司審核委員會、薪酬委員會、提名委員會及投資委員會之成員。馬先生為執業會計師，於核數、財務及會計方面累積逾三十四年經驗。彼現為龍躍中國顧問有限公司之董事及總經理。馬先生亦為智中國際控股有限公司及In Technical Productions Holdings Limited之獨立非執行董事，上述公司之股份分別於聯交所主板及創業板上市。馬先生持有香港中文大學工商管理碩士學位及電子商貿管理理學碩士學位，並持有香港理工大學中國商貿管理理學碩士學位。馬先生為英國特許公認會計師公會資深會員及香港會計師公會會員。

PROFILES OF SENIOR EXECUTIVES

高級行政人員簡介

Mr. Simon CHEUNG, Sung-fung, aged 40, joined the Group (the Company together with its subsidiaries, the "Group") in 2007 and is the Head of Leasing Department. Mr. Cheung is a chartered surveyor. He holds a Bachelor Degree of Business Administration (Honours) in Marketing from the City University of Hong Kong and a Master Degree of Science in Real Estate from The University of Hong Kong. He is also a member of The Royal Institution of Chartered Surveyors. Mr. Cheung is responsible for the real estate asset management. He has over 18 years of relevant experience. Mr. Cheung also acts as a director of certain subsidiaries of the Company.

Mr. Brian CHEUNG, Siu-leung, aged 54, joined the Group in 2021 and is the Senior Manager – Project Development of Project Development Department. Mr. Cheung is a registered architect in Hong Kong. He holds a Bachelor Degree of Architecture from University of Oregon, United States of America. He is also a member of The Hong Kong Institute of Architects. Mr. Cheung is responsible for the local and overseas property development affairs. He has over 29 years of relevant experience.

Ms. Hazel LAI, Ming-yan, aged 53, joined the Group in 2000 and is the Senior Manager – Contracts of Project Development Department. Ms. Lai is a registered professional surveyor. She holds a Bachelor Degree of Science in Building from the City University of Hong Kong and a Master Degree of Science in Construction and Real Estate from The Hong Kong Polytechnic University. She is also a member of The Hong Kong Institute of Surveyors and The Royal Institution of Chartered Surveyors. Ms. Lai is responsible for the quantity surveying affairs. She has over 31 years of relevant experience.

Various businesses and functions of the Company are significantly under the direct responsibilities of the Executive Directors who are also regarded as senior executives of the Company.

張崇峰先生，現年40歲，於二零零七年加入本集團（本公司連同其附屬公司，統稱「本集團」），現任租務部主管。張先生為特許測量師。彼持有香港城市大學市場學（榮譽）工商管理學士學位及香港大學理科碩士（房地產）學位。彼亦為英國皇家特許測量師學會會員。張先生負責房地產資產管理。彼累積逾十八年相關經驗。張先生亦出任本公司若干附屬公司之董事。

張少良先生，現年54歲，於二零二一年加入本集團，現任項目發展部高級經理 – 項目發展。張先生為香港註冊建築師。彼持有美國俄勒岡大學建築系學士學位。彼亦為香港建築師學會會員。張先生負責本地及海外項目發展事宜。彼累積逾二十九年相關經驗。

黎明欣女士，現年53歲，於二零零零年加入本集團，現任項目發展部高級經理 – 工程合同。黎女士為註冊專業測量師。彼持有香港城市大學建造學理學士學位及香港理工大學建築及房地產學理學碩士學位。彼亦為香港測量師學會及英國皇家特許測量師學會會員。黎女士負責工料測量事宜。彼累積逾三十一年相關經驗。

本公司各項業務及職責大部分由執行董事直接負責，彼等亦被視為本公司的高級行政人員。

I would like to present the results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2021 (the "Year") to the shareholders of the Company.

RESULTS

Loss for the Year attributable to owners of the Company was HK\$3,515.3 million as compared to profit of HK\$622.2 million for last year. The turning from profit to loss for the Year was mainly due to (a) decrease in net dividend income from the shares of China Evergrande Group (stock code: 3333); (b) results in the segment of investments and treasury products at fair value through profit or loss turned from profit to loss; and (c) decrease in dilapidations settlement received from tenants in respect of investment properties in the United Kingdom during the Year. Loss per share for the Year was HK\$1.84 (2020: earnings per share of HK\$0.33).

If the net loss on the major non-cash items of HK\$1,395.9 million (2020: HK\$1,605.1 million) is excluded but the share of accumulated realised fair value gain recognised in prior years on disposal of an investment property of an associate of HK\$0.8 million (2020: nil) is included, the Group will have a core loss for the Year attributable to owners of the Company of HK\$2,118.6 million (2020: core profit of HK\$2,227.3 million) and a core loss per share of HK\$1.11 (2020: core profit per share of HK\$1.17).

The major non-cash items represented the attributable net unrealised fair value loss on investment properties together with their respective deferred tax (if any) from the Group and its associates of HK\$1,395.9 million (2020: from the Group and its associates and joint venture of HK\$1,605.1 million).

DIVIDENDS

The board of directors of the Company (the "Directors" or the "Board") has not recommended the payment of final dividend for the Year (2020: HK1 cent per share).

Having considered the Company's dividend policy, to preserve more cash for the Group's future financial, property investment or securities investment opportunities, the Board has not recommended the payment of final dividend for the Year (2020: HK1 cent per share).

本人謹此向本公司之股東呈報本公司及其附屬公司(「本集團」)截至二零二一年十二月三十一日止年度(「本年度」)之業績。

業績

本公司擁有人應佔本年度之虧損為3,515,300,000港元，相比去年溢利為622,200,000港元。本年度轉盈為虧主要由於：(a)於本年度來自中國恒大集團(股份代號：3333)股份之股息收入淨額減少；(b)於本年度通過損益以反映公平值之投資及財資產品之分類業績轉盈為虧；及(c)於本年度就英國投資物業向租戶收取之拆卸費用減少。本年度之每股虧損為1.84港元(二零二零年：每股盈利0.33港元)。

如撇除主要非現金項目虧損淨額1,395,900,000港元(二零二零年：1,605,100,000港元)，但包括攤佔一間聯營公司就出售一項投資物業於過往年度確認之累積已變現公平值收益800,000港元(二零二零年：無)，本集團將錄得本公司擁有人應佔本年度之核心虧損2,118,600,000港元(二零二零年：核心溢利2,227,300,000港元)及每股核心虧損為1.11港元(二零二零年：每股核心溢利1.17港元)。

主要非現金項目乃指來自本集團及其聯營公司之應佔投資物業之未變現公平值虧損淨額連同其相關之遞延稅項(如有)共1,395,900,000港元(二零二零年：來自本集團以及其聯營公司及合資公司之金額共1,605,100,000港元)。

股息

本公司董事會(「董事」或「董事會」)不建議派發本年度之末期股息(二零二零年：每股1港仙)。

經考慮本公司之股息政策，為保留更多現金作本集團把握日後財務、物業投資或證券投資的機遇之需要，董事會不建議派發本年度之末期股息(二零二零年：每股1港仙)。

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the members' eligibility to attend and vote at the forthcoming annual general meeting of the Company to be held on 20 May 2022 (the "2022 AGM"), the register of members will be closed from 17 May 2022 to 20 May 2022, both days inclusive. In order to be eligible to attend and vote at the 2022 AGM, all properly completed share transfers documents accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Registrar and Transfer Office in Hong Kong, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 May 2022.

BUSINESS MODEL AND STRATEGIES

The Group's core businesses comprise property investments for rental and property development as well as securities investments.

The Group aims at enhancing value and recurrent revenue of investment properties through conceptualising and implementing redevelopment, renovation works and repackaging programmes for properties as well as actively managing a balanced tenant mix for retail properties to achieve long-term sustainable growth.

In Hong Kong, the Group participates in developing modern industrial properties.

The Group invested in office properties and hotel business in Mainland China and commercial and residential properties in the United Kingdom. All of them are located in the prestigious areas and generate stable and recurrent rental income for the Group.

The Group is actively grasping the opportunity for acquiring properties in Hong Kong and the United Kingdom.

The Group continues its strategy in quality partnerships with property developers or other parties to the extent commercially feasible and beneficial to the Group's development.

Apart from the aforesaid, the Group has conducted variety of securities investment business, such as equity investments, debt investments and other treasury products, with the aim to yield enhancement for treasury management.

暫停辦理股東登記手續

為確定股東出席本公司將於二零二二年五月二十日舉行之應屆股東週年大會（「二零二二年股東週年大會」）並於會上投票的資格，本公司將自二零二二年五月十七日起至二零二二年五月二十日止（包括首尾兩天）暫停辦理股東登記手續。為確定股東出席二零二二年股東週年大會並於會上投票的資格，所有填妥的股份過戶文件連同有關股票必須於二零二二年五月十六日下午四時三十分前送達本公司於香港之過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

業務模式及策略

本集團核心業務包括投資物業的租賃、物業發展及證券投資。

本集團致力透過物業重建、翻新及改造工程以提升旗下投資物業之價值及增加經常性收益。本集團亦積極管理及平衡零售物業租戶組合，以達致長期及可持續增長。

在香港，本集團參與發展現代化工廈。

本集團於中國內地持有寫字樓及投資於酒店業務，並於英國持有商業及住宅物業。該等物業及投資均位於優質地區，為本集團帶來穩定及經常性租金收入。

本集團正積極物色機會收購位於香港及英國之物業。

本集團秉持其策略，在商業上可行及有利於本集團發展之情況下與發展商或其他人士建立優質夥伴關係。

除上述所指外，本集團亦進行各種證券投資業務，如股本投資、債務投資及其他財資產品，為財資管理謀求增益。

BUSINESS MODEL AND STRATEGIES (Cont'd)

The Group believes that the stable rental income from its investment properties, together with the property development and trading as well as securities investment, forms a diversified cash flow stream which allows the Group to weather the cyclical of the real estate business.

MANAGEMENT DISCUSSION AND ANALYSIS

Hong Kong Property Investment

Rentals from investment properties continued to be one of the major sources of our income.

During the Year, the average occupancy rate of the shops of Causeway Place was approximately 96.97%.

Olympian City 3 (25% interest), the retail mall in The Hermitage residences in West Kowloon, the average occupancy rate was approximately 94.74% during the Year.

Coronation Circle (15% interest), the retail mall in The Coronation residences in West Kowloon, the average occupancy rate was approximately 60.27% during the Year.

During the Year, the average occupancy rate of the Group's office property, Harcourt House was approximately 74.84%.

Nos. 14–18 Ma Kok Street is an industrial site in Tsuen Wan. It will be redeveloped into a 25-storey industrial building (including 2 basement levels of parking and loading/unloading facilities). Its total gross floor area is approximately 228,001 square feet. Construction of the new development is currently underway, with the foundation works commenced in May 2021. The new building is expected to be completed by early 2025, and presale of the industrial units is expected to be launched in the third quarter of 2022.

In December 2021, the Group acquired Nos. 86 and 88 Apliu Street in Sham Shui Po, a 25-storey residential-cum-commercial building with total gross floor area of approximately 17,714 square feet. As at 31 December 2021, it is vacant. Alterations and additions works for reinstatement and refurbishment of the property are in progress and expected to be completed around the fourth quarter of 2023.

No. 1 Hung To Road (33.33% interest), a 33-storey industrial building in Kwun Tong, the average occupancy rate was approximately 93.96% during the Year.

業務模式及策略(續)

本集團相信，投資物業之穩定租金收入，連同物業發展及買賣以及證券投資形成了多元化的現金流，使本集團能抵禦地產業務之週期性。

管理層討論與分析

香港物業投資

投資物業之租金仍然是本集團之主要收入來源之一。

於本年度內，銅鑼灣地帶之商舖之平均出租率約為96.97%。

奧海城三期(佔25%權益)，位於西九龍帝峯•皇殿住宅之商場，於本年度內之平均出租率約為94.74%。

中港薈(佔15%權益)，位於西九龍御金•國峯住宅之商場，於本年度內之平均出租率約為60.27%。

於本年度內，本集團之辦公室物業 – 夏慤大廈之平均出租率約為74.84%。

馬角街14至18號為位於荃灣之工業地盤。將重建為一幢25層之工業大廈(包括兩層地庫泊車及上落貨區)。總樓面面積約228,001平方呎。重建工程現正進行中，其地基工程已於二零二一年五月展開。新大廈預期於二零二五年年初落成，工業單位亦預期於二零二二年第三季預售。

本集團於二零二一年十二月購入位於深水埗鴨寮街86及88號一幢25層總樓面面積約17,714平方呎之商住大廈。物業於二零二一年十二月三十一日為空置，現正進行改建及加建之復修及翻新工程，預期約於二零二三年第四季完成。

鴻圖道1號(佔33.33%權益)，位於觀塘之一幢33層工業大廈，於本年度內之平均出租率約為93.96%。

MANAGEMENT DISCUSSION AND ANALYSIS

(Cont'd)

Hong Kong Property Development

The Hermitage (25% interest) is the Group's joint venture development project in West Kowloon. It comprises 6 residential tower blocks and provides in aggregate 964 residential units and retail properties with a total gross floor area of around 1,095,980 square feet. As at 31 December 2021, 99.90% of total residential units were sold.

Grand Central (10% interest) is a joint venture development project of the Group awarded by the Urban Renewal Authority. Its total site area is approximately 234,160 square feet, with a total gross floor area of around 1,853,561 square feet. 4 residential tower blocks with 1,999 residential units in aggregate are built in two phases. Superstructure works of both phases were completed, occupation permit was issued in November 2020, and certificate of compliance was granted in April 2021. Up to 31 December 2021, 925 units of first phase and 900 units of second phase were sold.

Mainland China Property Investment

Hilton Beijing (50% interest), a five-star international hotel having 506 rooms. Due to the pandemic, the renovation works of 5th to 14th Floors of the main tower were temporarily suspended. Its occupancy rate was approximately 36.53% as at 31 December 2021 due to renovation works and the outbreak of COVID-19.

Oriental Place (50% interest), a 10-storey office building next to Hilton Beijing. As at 31 December 2021, the occupancy rate was approximately 95.95%.

Overseas Property Investment

River Court is a freehold office building situated at 116–129 Fleet Street, London, United Kingdom. It provides a total net internal area of approximately 429,980 square feet, together with certain car parking spaces. During the Year, the retails portion of River Court was fully let while the office accommodation was vacant as the anchor tenant has moved out in the first quarter of 2020. City of London's Resolution to Grant the redevelopment of the property was secured in October 2021. Demolition work will commence once the relevant government approvals/agreements are granted/finalized.

管理層討論與分析(續)

香港物業發展

帝峯•皇殿(佔25%權益)為本集團一項位於西九龍的合營發展項目。該項目由6座住宅大廈組成，提供合共964個住宅單位及零售商舖，總樓面面積合共約1,095,980平方呎。於二零二一年十二月三十一日，已售出住宅單位總數之99.90%。

凱匯(佔10%權益)為本集團獲市區重建局批予發展之合營發展項目。其地盤面積合共約234,160平方呎，總樓面面積合共約1,853,561平方呎。分兩期建成4座住宅大廈，合共提供1,999個住宅單位。兩期項目之上蓋建築工程經已完成，於二零二零年十一月獲發入伙紙，而滿意紙亦於二零二一年四月獲批出。截至二零二一年十二月三十一日止，第一期925個單位及第二期900個單位已售出。

中國內地物業投資

北京希爾頓酒店(佔50%權益)為一座設有506間客房的五星級國際酒店。由於疫情關係，主樓5至14樓層之翻新工程暫時停工。因翻新工程及2019冠狀病毒病爆發，於二零二一年十二月三十一日之入住率約為36.53%。

東方國際大廈(佔50%權益)為北京希爾頓酒店側的一幢樓高10層辦公樓。於二零二一年十二月三十一日之出租率約為95.95%。

海外物業投資

River Court為一幢位於英國倫敦Fleet Street 116–129號之永久業權寫字樓。River Court提供總室內淨面積約429,980平方呎，連同若干泊車位。於本年度內，零售部分之單位均獲承租，而寫字樓單位則因主要租戶於二零二零年第一季遷出而空置。物業已於二零二一年十月獲倫敦市決議授予許可重建。拆卸工程將於有關政府部門批准及協議敲定後施工。

MANAGEMENT DISCUSSION AND ANALYSIS

(Cont'd)

Overseas Property Investment (Cont'd)

"14 St George Street" is a freehold office building located in London, United Kingdom. The building comprises in aggregate approximately 51,861 square feet of office accommodation arranged over lower ground, ground and four upper floors, approximately 86.73% had been let out during the Year on average.

"61–67 Oxford Street and 11–14 Soho Street" is a mixed use freehold building located in London, United Kingdom, comprising approximately 55,151 square feet in aggregate. The building provides retails, office and residential accommodation, occupying approximately 33,843 square feet, 13,694 square feet and 7,614 square feet respectively, over lower ground, ground and six upper floors. As at 31 December 2021, the occupancy rate was approximately 88.86%.

"11 and 12 St James's Square and 14 to 17 Ormond Yard" is a mixed use freehold building located in London, United Kingdom. The building provides around 79,484 square feet office accommodation arranged over lower ground, ground and six upper floors. As at 31 December 2021, the occupancy rate was approximately 93.26%.

Securities Investment

Securities investment is one of the principal activities of the Group.

The Group's strategy is to maintain securities investment portfolio for treasury management. As at 31 December 2021, the Group's securities investment portfolio comprised of bonds, listed equity investments and treasury products. The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders of the Company. The Group's strategy for future investments is to invest in a diversified portfolio to minimise risks with attractive yield, good liquidity and issuers from reputable entities, so as to maintain a healthy financial status and grasp every good investment chance.

The net loss recognised from securities investments and treasury products for the Year was approximately HK\$1,995.5 million. Details of the performance of securities investments are disclosed in the "Financial Operation Review" of this annual report.

The Group will continue to closely monitor its portfolio of securities investment to achieve satisfactory returns.

管理層討論與分析(續)

海外物業投資(續)

「St George Street 14號」為一幢位於英國倫敦之永久業權寫字樓。該物業由面積合共約51,861平方呎分佈於地下低層、地下及樓上四層之寫字樓樓面組成。於本年度內平均約86.73%獲承租。

「Oxford Street 61–67號及Soho Street 11–14號」為一幢位於英國倫敦之永久業權綜合用途樓宇，面積合共約55,151平方呎。該物業提供零售、寫字樓及住宅單位，面積分別約33,843平方呎、13,694平方呎及7,614平方呎，由地下低層、地下及樓上六層組成。於二零二一年十二月三十一日，出租率約為88.86%。

「St James's Square 11及12號以及Ormond Yard 14至17號」為一幢位於英國倫敦之永久業權綜合用途樓宇。該物業提供約79,484平方呎之寫字樓樓面，分佈於地下低層、地下及樓上六層。於二零二一年十二月三十一日，出租率約為93.26%。

證券投資

證券投資乃本集團其中一項主要業務。

本集團的策略是維持證券投資組合的財資管理。於二零二一年十二月三十一日，本集團證券投資組合主要包括債券、上市股本投資及財資產品。本集團管理資本之主要目標為保持本集團之實體持續經營之能力，以確保本集團能為本公司股東持續提供回報。本集團之未來投資策略是投資於具吸引收益率、充分流動性及由信譽良好之發行人發行之多元化投資組合以把風險降至最低，從而保持穩健的財務狀況，抓住每一個良好的投資機會。

本年度證券投資及財資產品確認之虧損約1,995,500,000港元。證券投資表現之詳情於本年報「財務業務回顧」內披露。

本集團將繼續密切監察其證券投資組合，以取得令人滿意的回報。

OTHER INFORMATION

Subscription of Senior Notes

– Discloseable Transaction

On 28 April 2021, the Group received confirmations that US\$500,000,000 11.7% senior notes due 2025 of Kaisa Group Holdings Ltd. (the shares of which are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 1638)) ("Kaisa"), an independent third party, in the principal amount of US\$150,000,000 (equivalent to approximately HK\$1,166,355,000) was allocated to the order placed by the Group for subscription at the issue price of 100% of the principal amount thereof (the "Subscription"). The Subscription, on a stand-alone basis or when aggregated with the previous subscription, constituted a discloseable transaction for the Company under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as more described in the Company's announcement dated 28 April 2021.

Forfeiture of Unclaimed Dividends

As announced on 4 August 2021, all dividends declared on or before 15 June 2015 remaining unclaimed on 3 September 2021 be forfeited and reverted to the Company.

Disposal of Senior Notes

– Discloseable Transaction

On 23 August 2021, the Group disposed of the 8.875% senior notes due 2021 issued by Zhongliang Holdings Group Company Limited (the shares of which are listed on the Stock Exchange (stock code: 2772)) in the principal amount of US\$7,000,000 (equivalent to approximately HK\$54,415,000) through over-the-counter market for a consideration of US\$6,838,196.20 (equivalent to approximately HK\$53,157,000) (exclusive of accrued interest) (the "Notes Disposal"). The Notes Disposal, when aggregated with the previous disposals, constituted a discloseable transaction for the Company under the Listing Rules as more described in the Company's announcement dated 23 August 2021.

其他資料

認購優先票據

– 須予披露交易

於二零二一年四月二十八日，本集團獲確認，按照其認購指示獲配發本金額為150,000,000美元(相當於約1,166,355,000港元)之Kaisa Group Holdings Ltd. (佳兆業集團控股有限公司)(其股份於香港聯合交易所有限公司(「聯交所」)上市(股份代號：1638))(「佳兆業」)(獨立第三方)，於二零二五年到期之11.7厘500,000,000美元優先票據，發行價為其本金額之100%(「該認購」)。根據聯交所證券上市規則(「上市規則」)，該認購(獨立計算或與先前認購事項合併計算)構成本公司之須予披露交易，詳情載列於本公司日期為二零二一年四月二十八日之公布內。

沒收未領取股息

誠如二零二一年八月四日發出之公布，於二零一五年六月十五日或之前宣派並於二零二一年九月三日仍未領取之所有股息已予沒收並復歸本公司。

出售優先票據

– 須予披露交易

於二零二一年八月二十三日，本集團透過場外交易市場出售本金額為7,000,000美元(相當於約54,415,000港元)，由中梁控股集團有限公司(其股份於聯交所上市(股份代號：2772))發行於二零二一年到期之8.875厘優先票據，代價為6,838,196.20美元(相當於約53,157,000港元)(不包括應計利息)(「出售票據」)。根據上市規則，出售票據(與先前出售事項合併計算)構成本公司之須予披露交易，詳情載列於本公司日期為二零二一年八月二十三日之公布內。

OTHER INFORMATION (Cont'd)

Disposal of Shares in China Evergrande Group
– Discloseable Transaction and
Mandate for Disposal(s) of Shares in China Evergrande Group
– Major Transaction

During the period from 30 August 2021 to 21 September 2021 (both dates inclusive), the Group disposed of an aggregate of 108,909,000 shares in China Evergrande Group (the shares of which are listed on the Stock Exchange (stock code: 3333)) (“China Evergrande”) (the “Disposal Shares”) in the open market of the Stock Exchange for an aggregate consideration of approximately HK\$246.5 million (exclusive of transaction costs). The average selling price per the Disposal Share was approximately HK\$2.26 (exclusive of transaction costs) (the “Disposal”). The Disposal constituted a discloseable transaction for the Company under the Listing Rules as more described in the Company’s announcement dated 23 September 2021.

On 23 September 2021, the Company had sought and obtained the written shareholders’ approval in lieu of a general meeting pursuant to Rule 14.44 of the Listing Rules for the grant of a mandate to the Directors to dispose of all or part of the Company’s 751,091,000 shares in China Evergrande (the “Disposal Mandate”) in the open market of the Stock Exchange or through block trade(s) subject to a minimum selling price of HK\$0.01 per share (excluding transaction cost) in one or series of transactions during a period of 12 months from 23 September 2021 to 22 September 2022. The possible disposal(s) and the Disposal Mandate, when aggregated with the Disposal, constituted a major transaction for the Company under the Listing Rules as more described in the Company’s announcements dated 23 September 2021, 18 October 2021 and 20 October 2021 as well as circular dated 24 November 2021. After obtaining the approval of the Disposal Mandate on 23 September 2021 and up to 31 December 2021, the Group further disposed of an aggregate of 521,794,000 shares of China Evergrande in the open market of the Stock Exchange. As at 31 December 2021, the Group held 229,297,000 shares of China Evergrande.

Trading in the shares of China Evergrande on the Stock Exchange has been halted from 9:00 a.m. on 21 March 2022, trading in the shares of China Evergrande will remain suspended until further notice from China Evergrande.

其他資料(續)

出售中國恒大集團股份
 – 須予披露交易及
 授權出售中國恒大集團股份
 – 主要交易

自二零二一年八月三十日至二零二一年九月二十一日期間(包括首尾兩天)，本集團於聯交所公開市場出售合共108,909,000股中國恒大集團(其股份於聯交所上市(股份代號：3333))(「中國恒大」)股份(「出售股份」)，總代價約為246,500,000港元(不包括交易成本)。每股出售股份之平均售價約為2.26港元(不包括交易成本)(「該出售」)。根據上市規則，該出售構成本公司之須予披露交易，詳情載列於本公司日期為二零二一年九月二十三日之公布內。

於二零二一年九月二十三日，本公司根據上市規則第14.44條尋求並獲得股東書面批准，以代替召開股東大會授權董事由二零二一年九月二十三日至二零二二年九月二十二日十二個月期間，於聯交所公開市場或透過大宗交易於一宗或一系列交易中出售本公司於中國恒大全部或部分751,091,000股股份(「出售授權」)，惟最低售價為每股0.01港元(不包括交易成本)。根據上市規則，可能出售及出售授權(與該出售合併計算)構成本公司之主要交易，詳情載列於本公司日期為二零二一年九月二十三日、二零二一年十月十八日及二零二一年十月二十日之公布以及日期為二零二一年十一月二十四日之通函內。於二零二一年九月二十三日取得出售授權批准後直至二零二一年十二月三十一日，本集團於聯交所公開市場進一步出售合共521,794,000股中國恒大股份。於二零二一年十二月三十一日，本集團持有229,297,000股中國恒大股份。

中國恒大之股份已於二零二二年三月二十一日上午九時正起於聯交所短暫停止買賣，中國恒大股份將繼續暫停買賣，直至中國恒大發出進一步通知。

OTHER INFORMATION (Cont'd)

Proposed Privatisation of the Company by Solar Bright Ltd. by Way of a Scheme of Arrangement under Section 99 of the Companies Act and Proposed Withdrawal of Listing of the Company

On 28 September 2021, Solar Bright Ltd. (the "Offeror") requested the Board to put forward the proposal to the scheme shareholders for the privatisation of the Company by the Offeror by way of a scheme of arrangement under section 99 of the Companies Act 1981 of Bermuda (the "Scheme" or the "Proposal"). Under the Scheme, if the Scheme becomes effective, the scheme shareholders will receive from the Offeror the cancellation price of HK\$4.00 in cash for each scheme share cancelled. Upon completion of the Proposal, the Offeror, Century Frontier Limited and Joseph Lau Luen Hung Investments Ltd. (all being substantial shareholders of the Company as at the date of the Proposal) will hold the entire issued share capital of the Company and the listing of the Company's shares will be withdrawn from the Stock Exchange. As the Scheme was disapproved by scheme shareholders at the scheme meeting held on 17 December 2021, the Proposal therefore not proceeded and the listing of the Company's shares on the Stock Exchange be maintained. Details were described in the Company's announcements dated 6 October 2021, 12 October 2021, 27 October 2021, 3 November 2021, 24 November 2021, 6 December 2021 and 17 December 2021 as well as the composite scheme document dated 24 November 2021.

其他資料(續)

建議根據公司法第99條透過計劃方案由Solar Bright Ltd.將本公司私有化及建議撤回本公司之上市地位

於二零二一年九月二十八日，Solar Bright Ltd.（「要約人」）要求董事會向計劃股東提呈根據百慕達一九八一年公司法第99條透過計劃方案將本公司私有化之建議（「該計劃」或「該建議」）。根據該計劃，倘該計劃生效，計劃股東將就每股被註銷的計劃股份從要約人收取註銷價4.00港元的現金。當該建議完成時，要約人、Century Frontier Limited及Joseph Lau Luen Hung Investments Ltd.（於該建議日期均為本公司之主要股東）將持有本公司全部已發行股本，而本公司股份於聯交所的上市地位將被撤回。由於該計劃於二零二一年十二月十七日舉行之計劃會議上未獲計劃股東批准，因此該建議不會進行，且本公司股份於聯交所之上市地位將會維持。詳情載於本公司日期為二零二一年十月六日、二零二一年十月十二日、二零二一年十月二十七日、二零二一年十一月三日、二零二一年十一月二十四日、二零二一年十二月六日及二零二一年十二月十七日之公布以及日期為二零二一年十一月二十四日之綜合計劃文件內。

OTHER INFORMATION (Cont'd)

其他資料(續)

Disposals of Senior Notes

出售優先票據

– Discloseable Transactions and Major Transaction

– 須予披露交易及主要交易

During the period from 19 October 2021 to 28 October 2021 (both dates inclusive), the Group disposed of the following senior notes issued by Kaisa through a series of transactions in the over-the-counter market, details as below:

於二零二一年十月十九日至二零二一年十月二十八日期間(包括首尾兩日)，本集團透過於場外交易市場進行一連串交易出售以下由佳兆業發行之優先票據，詳情如下：

Disposed Senior Notes	Dates/periods of disposals and the principal amount involved		Consideration (excluding accrued interest) 代價 (不包括應計利息)	Consideration (including accrued interest) 代價 (包括應計利息)
	Date/period	Principal amount		
	出售事項日期/期間及涉及的本金額			
已出售優先票據	日期/期間	本金額 (US\$) (美元)	(不包括應計利息) (US\$) (美元)	(包括應計利息) (US\$) (美元)
9.375% Senior Notes due 2024	From 19.10.2021 to 20.10.2021 (both dates inclusive) ("Batch 1")	19,000,000	7,127,500.00	7,681,406.28
二零二四年到期之 9.375厘優先票據	於19.10.2021至20.10.2021 (包括首尾兩日)(「第一批」)			
	On 21.10.2021 ("Batch 2")	23,000,000	6,871,500.00	7,560,302.08
	於21.10.2021(「第二批」)			
	From 22.10.2021 to 25.10.2021 (both dates inclusive) ("Batch 3")	23,000,000	7,412,500.00	8,112,239.58
	於22.10.2021至25.10.2021 (包括首尾兩日)(「第三批」)			
	From 26.10.2021 to 28.10.2021 (both dates inclusive) ("Batch 4")	10,000,000	3,142,000.00	3,449,291.66
	於26.10.2021至28.10.2021 (包括首尾兩日)(「第四批」)			
10.875% Senior Perpetual Capital Securities	On 21.10.2021 ("Batch 2")	3,000,000	802,392.00	825,048.25
	於21.10.2021(「第二批」)			
10.875厘優先永續 資本證券	From 22.10.2021 to 25.10.2021 (both dates inclusive)("Batch 3")	4,000,000	1,015,135.66	1,047,760.66
	於22.10.2021至25.10.2021 (包括首尾兩日)(「第三批」)			
	From 26.10.2021 to 28.10.2021 (both dates inclusive)("Batch 4")	23,000,000	5,257,464.00	5,463,786.91
	於26.10.2021至28.10.2021 (包括首尾兩日)(「第四批」)			

OTHER INFORMATION (Cont'd)

其他資料(續)

Disposals of Senior Notes

出售優先票據

– Discloseable Transactions and Major Transaction (Cont'd)

– 須予披露交易及主要交易(續)

Disposed Senior Notes	Dates/periods of disposals and the principal amount involved		Consideration (excluding accrued interest)	Consideration (including accrued interest)
	Date/period	Principal amount		
			代價 (不包括應計利息)	代價 (包括應計利息)
已出售優先票據	日期/期間	本金額 (US\$) (美元)	(US\$) (美元)	(US\$) (美元)
11.7% Senior Notes due 2025	From 19.10.2021 to 20.10.2021 (both dates inclusive) ("Batch 1")	29,000,000	11,179,550.10	12,696,000.10
二零二五年到期之 11.7厘優先票據	於19.10.2021至20.10.2021 (包括首尾兩日)(「第一批」)			
	On 21.10.2021 ("Batch 2")	26,000,000	7,743,590.00	9,129,390.00
	於21.10.2021(「第二批」)			
	From 22.10.2021 to 25.10.2021 (both dates inclusive) ("Batch 3")	28,000,000	8,651,596.00	10,159,921.00
	於22.10.2021至25.10.2021 (包括首尾兩日)(「第三批」)			
	From 26.10.2021 to 28.10.2021 (both dates inclusive) ("Batch 4")	67,000,000	18,507,000.00	22,195,100.00
	於26.10.2021至28.10.2021 (包括首尾兩日)(「第四批」)			

The disposals under Batch 1, Batch 2 and Batch 3 respectively constituted a discloseable transaction for the Company under the Listing Rules as more described in the two Company's announcements dated 21 October 2021 and another announcement dated 25 October 2021 respectively. The disposals under Batch 4, when aggregated with the disposals under Batch 1, Batch 2 and Batch 3, constituted a major transaction of the Company under the Listing Rules as more described in the Company's announcement dated 28 October 2021 and circular 18 November 2021.

根據上市規則，第一批、第二批及第三批出售分別構成本公司之須予披露交易，詳情分別載列於本公司兩則日期為二零二一年十月二十一日之公布內及本公司另一則日期為二零二一年十月二十五日之公布內。根據上市規則，第四批之出售(與第一批、第二批及第三批之出售合併計算)構成本公司之主要交易，詳情載列於本公司日期為二零二一年十月二十八日之公布及日期為二零二一年十一月十八日之通函內。

OTHER INFORMATION (Cont'd)

Update on Impact on the Outbreak of COVID-19 to the Group

The outbreak of COVID-19 in Hong Kong and many countries started in early 2020 and continues up to the date of this annual report, its social-economic impact is unprecedented. The global pandemic is having a major impact on the economies and financial markets.

The drop in rental income of the Group during the Year was mainly due to the surrender of lease by an anchor tenant of one of the Group's investment properties in the United Kingdom. Meanwhile, in view of COVID-19 pandemic, rent concession has been given by the Group to tenant to ease its hardship.

The persistence of COVID-19 pandemic has adversely affected the fair value of investment properties of the Group. During the Year, the Group recorded an unrealised loss on fair value changes of investment properties of HK\$1,376.6 million.

The Group's hotel business of Hilton Beijing (50% interest) also adversely affected by COVID-19 pandemic.

As COVID-19's duration is unpredictable and the extent of its impact is not easy to determine under this volatile situation of the pandemic, it is believed that COVID-19 will continue to affect the Group's businesses for a period of time.

INVESTOR RELATIONS

The Company is continuously committed to maintaining good communication with shareholders, investors and analysts in order to ensure their thorough understanding of the Group's strategies and business development, thereby enhancing transparency and investor relations.

The Company maintains a Company's website (www.chineseestates.com) to make the Company's information available on the internet, including the dissemination of statutory announcements and circulars etc., to facilitate its communication with shareholders and to provide important information to the investing public on corporate governance structure, policies and systems, profiles of the Directors and senior executives as well as terms of reference of Board committees.

其他資料(續)

2019冠狀病毒病爆發對本集團影響之更新

2019冠狀病毒病自二零二零年年初於香港及許多國家爆發後一直持續，截至本年報日期仍然存在，對社會經濟之影響乃前所未見。全球疫情對經濟及金融市場產生重大影響。

本集團於本年度之租金收入減少主要由於集團旗下其中一項英國投資物業的主要租戶退回租賃。同時，鑑於2019冠狀病毒病疫情，本集團對租戶提供了租金優惠以緩解他們的困境。

2019冠狀病毒病疫情之持續已對本集團之投資物業的公平值產生不利影響。於本年度，本集團錄得投資物業公平值變動之未變現虧損為1,376,600,000港元。

本集團於北京希爾頓酒店(佔50%權益)之酒店業務亦因2019冠狀病毒病大流行帶來負面影響。

由於難以估計2019冠狀病毒病之持續時間，及基於現時疫情多變的形勢下，難以釐定其影響程度，相信本集團之業務將繼續受2019冠狀病毒病影響一段時間。

投資者關係

本公司一貫致力與股東、投資者及分析員保持良好溝通，以確保彼等對本集團之策略及業務發展有透徹的理解，從而提高透明度及加強與投資者關係。

本公司設有公司網頁(www.chineseestates.com)，使股東可透過互聯網取得公司資料，包括法定公佈及股東通函之發放等，加強與股東之溝通，並提供重要資料予公眾投資者了解企業管治架構、政策及制度、董事及高級行政人員簡介，以及董事會轄下委員會之職權範圍。

INVESTOR RELATIONS (Cont'd)

The up-to-date information of the Group is available for public access on the Company's website. The Company encourages its shareholders to take advantage of the Company's website and welcomes suggestions from investors and shareholders, and invites them to share their views and suggestions by contacting the Company at investor.relations@chineseestates.com.

Shareholders can raise their enquiries to the Board or the company secretary of the Company in writing by sending such written enquiries to the principal office of the Company in Hong Kong at the address disclosed in "Corporate Information" of this annual report or by email at investor.relations@chineseestates.com. Shareholders also have right to raise questions at general meetings.

PROSPECTS

The lingering COVID-19 pandemic-related disruption over the world in the past two years still posed concerns. The global economy continues its uneven recovery and enters 2022 in a weaker position than previously expected. The economic outlook is clouded with downside risks including the spread of new Omicron variant, supply-chain challenges and inflationary pressure. Moreover, developments of China-US relations and the broke out of Russia-Ukraine War raised global attention and the tension could have far-reaching global consequences.

Hong Kong's economic recovery became more entrenched in the third quarter of 2021 alongside the further revival of global economic activity and stable local epidemic situation, and recovered further in the fourth quarter of 2021. However, the onslaught of the latest wave of epidemic and the tightened anti-epidemic measures have posed renewed pressure on economic activities and weighed on sentiment.

On local front, inbound tourism was virtually at a standstill, constraining the extent of the economic recovery. In addition, tough social-distancing curbs and vaccine pass could deal a more severe blow to the retail sector than the early stages of the COVID-19 pandemic in 2020. Accordingly, overall rental level and occupancy expected to come under strain. It is expected that the Group's investment properties will continue to face numerous challenges in the short run. Despite that, the Group will continue to keep an eye on market dynamics and seize opportunities in this challenging environment.

投資者關係(續)

有關本集團之最新資訊，本公司會於公司網站作出相應更新以讓公眾人士查閱。本公司鼓勵其股東善用本公司網站及歡迎投資者及股東提出意見，並誠邀彼等透過電郵investor.relations@chineseestates.com聯絡本公司，分享彼等之意見及建議。

股東可以書面方式向董事會或本公司之公司秘書作查詢，該書面查詢可送交至本公司香港主要辦事處，地址載於本年報「公司資料」內或電郵至 investor.relations@chineseestates.com。股東亦有權於股東大會上作出提問。

展望

2019冠狀病毒病疫情於過去兩年一直在全球肆虐，持續構成憂慮。全球各地經濟復甦步伐依然參差，踏入二零二二年後的表現更遜早前預期。經濟前景面對眾多下行風險，當中包括Omicron新型變異病毒株的傳播、供應鏈面臨的挑戰及通脹壓力。此外，中美關係發展以及俄烏戰事爆發引起全球關注，而有關緊張局勢可能會對全球影響深遠。

隨著全球經濟活動進一步恢復，加上本地疫情穩定，香港經濟復甦於二零二一年第三季更趨穩固，並在二零二一年第四季更進一步。然而，最新一波疫情來勢洶洶，導致政府收緊抗疫措施，令經濟活動和氣氛再度受壓。

本地方面，入境旅遊業幾乎處於停頓狀態，使經濟復甦程度受到制約。此外，與二零二零年2019冠狀病毒病疫情初期相比，嚴格的社交距離限制及疫苗通行證可能會對零售業造成更嚴重的打擊。因此，整體租金水平及出租率預期將面臨壓力。預期本集團的投資物業於短期內仍會面對重重挑戰。儘管如此，本集團將繼續關注市場動態，在充滿挑戰的環境中把握各種機遇。

PROSPECTS (Cont'd)

In the United Kingdom economy, pressures from inflation, shortages of labour and supply chain bottlenecks cloud the outlook for its growth. Despite the uncertainty, the Group's immediate focus is on asset enhancement works of our investment properties. We remain to preserve long-term view for the United Kingdom economy.

For the stock market, it is likely to be volatile in short term, dampened by uncertainties over the tighten monetary policy in the United States, curb inflation, recent spike of Omicron infections and geopolitical tensions between Russia and Ukraine. On the interest rate outlook, we remain alert of the possible interest rate rises in 2022 in order to manage our risk on cost of financing.

Looking ahead, the Group will maintain a cautious stance towards risk and the uncertainties around the globe. We will also continue to manage our businesses with caution and seek new opportunities in opportune moment.

APPRECIATION

2022 is the Group's 100th Anniversary. I would like to take this opportunity to express my gratitude to the shareholders for their continuing support and would also like to express my sincere thanks to my fellow directors and all staff members for their dedication and hard work for overcoming the Group's every challenging moments. I believe that through the hand-in-hand efforts between the management and our staff, together with the support from our shareholders, the Group will turn into a new brilliant chapter of our development.

Lau, Ming-wai

Chairman

Hong Kong, 21 March 2022

展望(續)

英國經濟方面，通脹、勞動力短缺及供應鏈瓶頸所帶來的壓力令其增長前景蒙上陰霾。即使存在不確定因素，本集團當前仍將重點放在投資物業的資產優化工程。我們對英國經濟仍會保持長線目光。

股票市場方面，受美國收緊貨幣政策、遏抑通脹、近期Omicron感染個案激增以及俄烏地緣政治緊張局勢帶來的不確定性所影響，短期內料將出現波動。利率前景方面，我們對於二零二二年可能加息保持警惕，以管理融資成本風險。

展望未來，本集團將對全球面臨的風險及不確定因素保持審慎態度。我們亦將繼續審慎經營業務，並在適當的時機尋求新機遇。

致謝

二零二二年為本集團100週年。本人謹藉此機會對股東一直以來的鼎力支持與各位董事及全體員工的貢獻及竭誠工作表示感謝，令集團順利過渡每一個富挑戰性的時刻。本人相信，管理層及員工上下一心，加上各股東的支持，將引領本集團邁向更精彩的新一頁。

主席

劉鳴煒

香港，二零二二年三月二十一日

RESULTS

Revenue

Revenue for the year ended 31 December 2021 ("Year") amounted to HK\$1,299.8 million (2020: HK\$3,041.5 million), a decrease of 57.3% over last year and comprised gross rental income of HK\$327.3 million (2020: HK\$373.5 million), property sales of HK\$235.4 million (2020: nil), gain on sales of investments held-for-trading on a net basis of HK\$183.9 million (2020: HK\$25.3 million), dividend income from listed and unlisted equity investments of HK\$169.5 million (2020: HK\$1,973.2 million), interest income from bonds and structured products of HK\$315.5 million (2020: HK\$596.1 million), building and property management services income of HK\$50.1 million (2020: HK\$53.2 million) and others of HK\$18.1 million (2020: HK\$20.2 million). The decline in revenue was mainly due to the decrease in dividend income from shares of China Evergrande Group (listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange")) (stock code: 3333) ("China Evergrande") ("Evergrande Shares") for the Year.

Gross Profit

Gross profit for the Year amounted to HK\$1,017.4 million (2020: HK\$2,961.5 million), a decrease of 65.6% as compared with last year which was also mainly due to the decrease in dividend income from the Evergrande Shares despite of the increase in property sales profit of HK\$17.3 million and increase in gain on sales of investments held-for-trading of HK\$158.6 million.

Property Leasing

For property leasing, the rental revenue in non-retail section decreased by 17.0% to HK\$250.8 million and retail section increased by 7.1% to HK\$76.5 million during the Year. The total rental income in revenue for the Year recorded a decrease of 12.4% to HK\$327.3 million as compared with last year of HK\$373.5 million. The decrease in rental income was mainly due to an anchor tenant of an investment property in the United Kingdom surrendered the lease in the year of 2020, if rental income from the anchor tenant is excluded, the total rental revenue would record a decrease of 1.7% as compared with last year.

業績

收入

截至二零二一年十二月三十一日止年度(「本年度」)之收入為1,299,800,000港元(二零二零年：3,041,500,000港元)，較去年減少57.3%，當中包含租金收入總額327,300,000港元(二零二零年：373,500,000港元)、物業銷售235,400,000港元(二零二零年：無)、按淨額基準呈報出售持作買賣之投資收益183,900,000港元(二零二零年：25,300,000港元)、上市及非上市股本投資之股息收入169,500,000港元(二零二零年：1,973,200,000港元)、債券及結構性產品之利息收入315,500,000港元(二零二零年：596,100,000港元)、樓宇及物業管理服務收入50,100,000港元(二零二零年：53,200,000港元)以及其他收入18,100,000港元(二零二零年：20,200,000港元)。收入下降主要由於於本年度來自中國恒大集團(於香港聯合交易所有限公司(「聯交所」)上市)(股份代號：3333)(「中國恒大」)股份(「恒大股份」)之股息收入減少所致。

毛利

本年度之毛利為1,017,400,000港元(二零二零年：2,961,500,000港元)，較去年減少65.6%，主要亦由於來自恒大股份之股息收入減少所致，儘管物業銷售溢利增加17,300,000港元及出售持作買賣之投資收益增加158,600,000港元。

物業租賃

在物業租賃方面，於本年度非零售部分之租金收入減少17.0%至250,800,000港元及零售部分之租金收入增加7.1%至76,500,000港元。本年度之收入錄得之租金收入總額較去年之373,500,000港元減少12.4%至327,300,000港元。租金收入下降主要由於英國投資物業之一位主要租戶於二零二零年退回其租賃。如撇除該主要租戶之租金收入，租金收入總額較去年將錄得減少1.7%。

RESULTS (Cont'd)

Property Leasing (Cont'd)

Together with the attributable rental revenue generated from associates and an investee company of HK\$104.0 million (2020: HK\$94.3 million), the total attributable rental revenue to the Company and its subsidiaries (collectively the "Group") amounted to HK\$431.3 million (2020: HK\$467.8 million), which represents a decrease of 7.8% over last year.

Attributable net rental income for the Year showed HK\$363.6 million, a decrease of 6.6% over HK\$389.5 million in last year.

Property Development and Trading

During the Year, sales of a house and certain parking spaces in Beijing, the People's Republic of China ("PRC") recorded property sales revenue and gross profit of HK\$235.4 million and HK\$17.3 million respectively (2020: no disposal).

In respect of properties held by associates, sales of one unit of The Hermitage in West Kowloon (25% interest) and one parking space of Greenville Residence in Yuen Long (50% interest) generated profit of HK\$4.8 million and HK\$0.2 million respectively as reflected in the share of results of investments accounted for using the equity method. In respect of properties held by an investee company, sales of 1,825 units and certain parking spaces of Grand Central in Kwun Tong (10% interest) were recorded by the investee company during the Year and will contribute profit to the Group upon recognition of dividend income.

In summary, the Group together with its associates and investee company recorded an attributable sales of HK\$2,607.7 million for the Year.

Securities Investments

The Group has in the ordinary and usual course of business conducted its securities investment activities, as at 31 December 2021, mainly comprised bonds, listed equity investments and treasury products. During the Year, the net loss (excluding gain/loss recognised in financial assets measured at fair value through other comprehensive income ("FVTOCI") reserve) recognised from securities investments and treasury products was HK\$1,995.5 million (2020: gain of HK\$2,068.7 million), comprised gain on listed equity investments at FVTOCI of HK\$150.0 million (2020: HK\$1,936.3 million) and loss on investments and treasury products at fair value through profit or loss ("FVTPL") of HK\$2,145.5 million (2020: gain of HK\$132.4 million).

業績(續)

物業租賃(續)

連同應佔聯營公司及一間接受投資公司租金收入104,000,000港元(二零二零年：94,300,000港元)，本公司及其附屬公司(統稱「本集團」)應佔租金收入總額為431,300,000港元(二零二零年：467,800,000港元)，相對去年減幅為7.8%。

本年度之應佔租金收入淨額為363,600,000港元，較去年之389,500,000港元減少6.6%。

物業發展及買賣

於本年度，出售位於中華人民共和國(「中國」)北京之一套房子及若干車位，錄得物業銷售收入及毛利分別為235,400,000港元及17,300,000港元(二零二零年：並無出售)。

至於由聯營公司所持有之物業，銷售位於西九龍之帝峯·皇殿一個單位(佔25%權益)及位於元朗之逸翠軒一個車位(佔50%權益)分別帶來溢利4,800,000港元及200,000港元，已反映於攤佔以權益法入賬投資之業績內。至於由一間接受投資公司所持有之物業，銷售位於觀塘之凱匯1,825個單位及若干車位(佔10%權益)於本年度由接受投資公司入賬並將於確認股息收入時為本集團帶來溢利。

總括而言，本集團連同其聯營公司及接受投資公司於本年度錄得應佔銷售為2,607,700,000港元。

證券投資

本集團在一般及日常業務過程中進行證券投資活動，於二零二一年十二月三十一日主要包含債券、上市股本投資及財資產品。於本年度，來自證券投資及財資產品確認之虧損淨額(不包括於通過其他全面收益以反映公平值(「通過其他全面收益以反映公平值」)計量之金融資產之儲備內確認之收益/虧損)為1,995,500,000港元(二零二零年：收益2,068,700,000港元)，包含來自通過其他全面收益以反映公平值之上市股本投資之收益為150,000,000港元(二零二零年：1,936,300,000港元)及通過損益以反映公平值(「通過損益以反映公平值」)之投資及財資產品之虧損為2,145,500,000港元(二零二零年：收益132,400,000港元)。

RESULTS (Cont'd)

Securities Investments (Cont'd)

During the Year, the Group disposed of listed investments held-for-trading and recognised a realised gain of HK\$183.9 million (2020: HK\$25.3 million) (the gains/losses of which was included in revenue) with gross proceeds of HK\$3,977.7 million (2020: HK\$365.2 million). During the Year, the Group disposed of/redeemed 26 bonds (2020: 33 bonds) (including those with partial disposal) with carrying amounts in the sum of HK\$2,165.9 million (2020: HK\$7,305.7 million) and recorded a realised loss of HK\$1,668.0 million (2020: HK\$436.7 million). During the Year, the Group had acquired 6 bonds (2020: 22 bonds) in the sum of HK\$1,419.4 million (2020: HK\$2,039.6 million). In addition, realised loss on the structured products of HK\$13.5 million (2020: a minimal realised gain) was recorded during the Year.

Furthermore, the Group recorded an unrealised loss of HK\$947.7 million (2020: unrealised gain of HK\$0.3 million) mainly representing the changes in fair value of bonds, listed equity investments and structured products, which had no effect on the cash flow of the Group. The unrealised loss of HK\$606.9 million (2020: unrealised gain of HK\$14.9 million) from changes in fair value of bonds represented 12 bonds (2020: 27 bonds), mainly comprising the unrealised loss from the industry of PRC-based real estate of HK\$607.1 million (2020: unrealised gain of HK\$3.7 million) or decrease in fair value of 70.4% (2020: increase of 0.1%) over the Year. Of which, certain PRC-based real estate issuers had defaulted in paying interest and/or repayment of principal generally for its offshore United States dollar ("US\$") bonds in 2021 and fair value of these bonds decreased significantly. Further, allowance for credit losses of bond interest receivables of HK\$11.9 million were also made during the Year. In addition, the Group believes that the decrease in price of bonds in the industry of PRC-based real estate in the Year, among others, was owing to concerns about the liquidity and going concern issues and the tightening gearing policy over the real estate developers in the PRC. During the Year, the Group also recorded unrealised loss on listed investments held-for-trading and structured products of HK\$339.6 million (2020: HK\$12.7 million) and HK\$1.2 million (2020: HK\$1.9 million) respectively.

業績(續)

證券投資(續)

於本年度，本集團出售持作買賣之上市投資而確認之已變現收益為183,900,000港元(二零二零年：25,300,000港元)(其收益／虧損已包括於收入內)，所得銷售總額為3,977,700,000港元(二零二零年：365,200,000港元)。於本年度，本集團出售／贖回26隻(二零二零年：33隻)(包括部分出售之債券)債券賬面值總額為2,165,900,000港元(二零二零年：7,305,700,000港元)，錄得已變現虧損為1,668,000,000港元(二零二零年：436,700,000港元)。於本年度，本集團購入6隻(二零二零年：22隻)債券，總額為1,419,400,000港元(二零二零年：2,039,600,000港元)。此外，於本年度錄得來自結構性產品之已變現虧損為13,500,000港元(二零二零年：屬數目較少之已變現收益)。

此外，本集團錄得未變現虧損947,700,000港元(二零二零年：未變現收益300,000港元)主要為債券、上市股本投資及結構性產品之公平值變動，對本集團現金流量並無影響。債券之公平值變動之未變現虧損606,900,000港元(二零二零年：未變現收益14,900,000港元)乃來自12隻(二零二零年：27隻)債券，主要包含來自中國房地產行業之未變現虧損607,100,000港元(二零二零年：未變現收益3,700,000港元)或於本年度之公平值減少70.4%(二零二零年：增加0.1%)。其中，若干中國房地產發行人於二零二一年違約，一直拖欠支付其離岸美元(「美元」)債券之利息及／或償還本金，而該等債券之公平值大幅下跌。此外，本年度亦就債券之應收利息已作出之信貸虧損撥備為11,900,000港元。另外，本集團相信於本年度中國房地產行業之債券價格下跌，乃因(其中包括)於中國之房地產發展商面對流動資金及持續經營問題以及收緊借貸比率政策。於本年度，本集團亦錄得持作買賣之上市投資及結構性產品之未變現虧損分別為339,600,000港元(二零二零年：12,700,000港元)及1,200,000港元(二零二零年：1,900,000港元)。

RESULTS (Cont'd)

Securities Investments (Cont'd)

During the Year, interest income from bonds (which was included in revenue) amounted to HK\$305.0 million (2020: HK\$585.7 million), represented 10.9% (2020: 10.3%) (before effect on leverage) return on average market value of bondholding during the Year. The decrease in interest income from bonds was mainly due to disposals of debt securities to Ms. Chan, Hoi-wan (an executive director of the Company ("Executive Director") and the trustee of substantial shareholders of the Company) in year 2020, details of the transaction were set out in the Company's announcement dated 29 January 2020, circular dated 28 February 2020 and announcement dated 18 December 2020. The interest income from structured products (which was included in revenue) amounted to HK\$10.5 million (2020: HK\$10.4 million).

Summing up the realised and unrealised gain/loss and adding the net income from net dividend income, interest income, other investment income/expenses and net finance costs of HK\$449.8 million (2020: HK\$2,479.8 million), the loss recognised from securities investments and treasury products was HK\$1,995.5 million (2020: gain of HK\$2,068.7 million), of which net dividend income from the Evergrande Shares was HK\$156.5 million (2020: HK\$1,967.6 million) for the Year.

The dividend income from listed equity investments of HK\$168.3 million (2020: HK\$1,969.8 million) and interest income from bonds and structured products of HK\$315.5 million (2020: HK\$596.1 million) were recorded in revenue.

The respective income/expense from securities investments under different categories are further elaborated below:

Investments and Treasury Products at Fair Value Through Profit or Loss

The investments and treasury products at FVTPL recorded a loss before and after net finance costs of HK\$2,138.0 million and HK\$2,145.5 million respectively (2020: profit before and after net finance costs of HK\$184.9 million and HK\$132.4 million respectively) for the Year.

業績(續)

證券投資(續)

於本年度，債券之利息收入(已包括於收入內)為305,000,000港元(二零二零年：585,700,000港元)，於本年度持有債券按平均市值計算之回報為10.9%(二零二零年：10.3%)(槓桿影響前)。債券之利息收入減少主要由於於二零二零年出售債務證券予陳凱韻女士(本公司之執行董事(「執行董事」)及本公司之主要股東之信託人)(交易之詳情載列於本公司日期為二零二零年一月二十九日之公布、日期為二零二零年二月二十八日之通函及日期為二零二零年十二月十八日之公布內)。結構性產品之利息收入(已包括於收入內)為10,500,000港元(二零二零年：10,400,000港元)。

總括已變現及未變現收益／虧損以及加入股息收入淨額、利息收入、其他投資收入／開支及財務費用淨額之收入淨額為449,800,000港元(二零二零年：2,479,800,000港元)，證券投資及財資產品確認之虧損為1,995,500,000港元(二零二零年：收益2,068,700,000港元)，其中156,500,000港元(二零二零年：1,967,600,000港元)為於本年度來自恒大股份之股息收入淨額。

來自上市股本投資之股息收入168,300,000港元(二零二零年：1,969,800,000港元)以及債券及結構性產品之利息收入315,500,000港元(二零二零年：596,100,000港元)已計入收入內。

以下就來自不同類別之證券投資收入／開支作進一步詳述：

通過損益以反映公平值之投資及財資產品

通過損益以反映公平值之投資及財資產品於本年度計入財務費用淨額前及後分別錄得虧損2,138,000,000港元及2,145,500,000港元(二零二零年：財務費用淨額前及後分別錄得溢利184,900,000港元及132,400,000港元)。

RESULTS (Cont'd)

Securities Investments (Cont'd)

The respective income/expense from securities investments under different categories are further elaborated below: (Cont'd)

Investments and Treasury Products at Fair Value Through Profit or Loss (Cont'd)

Details of realised and unrealised gain/loss, interest and dividend income by each type of bonds, listed investments held-for-trading and structured products during the Year are shown below:

業績(續)

證券投資(續)

以下就來自不同類別之證券投資收入／開支作進一步詳述：(續)

通過損益以反映公平值之投資及財資產品(續)

於本年度各類債券、持作買賣之上市投資及結構性產品之已變現及未變現收益／虧損、利息及股息收入之詳情如下所示：

		Realised loss		Unrealised (loss) gain		Interest/dividend income		Total (loss) profit	
		已變現虧損		未變現(虧損)收益		利息/股息收入		(虧損)溢利總額	
		2021	2020	2021	2020	2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年
		HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Bond issuers by industry	按債券發行人之行業								
Overseas financial institutions	海外金融機構	9.7	(255.3)	0.2	11.2	12.7	114.7	22.6	(129.4)
PRC-based real estate	中國房地產	(1,677.7)	(137.7)	(607.1)	3.7	292.3	465.0	(1,992.5)	331.0
Others	其他	-	(43.7)	-	-	-	6.0	-	(37.7)
		(1,668.0)	(436.7)	(606.9)	14.9	305.0*	585.7	(1,969.9)	163.9
Listed investments held-for-trading	持作買賣之上市投資	183.9	25.3	(339.6)	(12.7)	11.7	2.1	(144.0)	14.7
Structured products	結構性產品	(13.5)	-	(1.2)	(1.9)	10.5	10.4	(4.2)	8.5
		(1,497.6)	(411.4)	(947.7)	0.3	327.2	598.2	(2,118.1)	187.1
Other net investment expenses	其他投資開支淨額							(19.9)*	(2.2)
(Loss) profit before net finance costs	財務費用淨額前之(虧損)溢利							(2,138.0)	184.9
Net finance costs	財務費用淨額							(7.5)	(52.5)
(Loss) profit after net finance costs	財務費用淨額後之(虧損)溢利							(2,145.5)	132.4

* allowance for credit losses recognised in respect of bond interest receivables of HK\$11.9 million was included in "other net investment expenses".

* 「其他投資開支淨額」包括就債券之應收利息確認之信貸虧損撥備為11,900,000港元。

RESULTS (Cont'd)

Securities Investments (Cont'd)

The respective income/expense from securities investments under different categories are further elaborated below: (Cont'd)

Listed Equity Investments at Fair Value Through Other Comprehensive Income

(a) Implication on Profit or Loss for the Year

Dividend income, other investment income and relevant finance costs of holding listed equity investments at FVTOCI were recognised in profit or loss for the Year. During the Year, net dividend income of HK\$156.5 million (2020: HK\$1,967.6 million) (after transaction cost) from holding of 860,000,000 Evergrande Shares, net relevant finance costs of HK\$6.8 million (2020: HK\$31.3 million) and other investment income of HK\$0.3 million (2020: nil) were recorded, hence the results from listed equity investments at FVTOCI recorded a net gain of HK\$150.0 million (2020: HK\$1,936.3 million). Dividend income for the Year represented 2020 final dividend (2020: 2019 and 2018 final dividends) from the Evergrande Shares, the decrease was mainly due to the decrease in both China Evergrande's profit attributable to the shareholders and its dividend payout ratio (year 2020 was less than respective year 2019 and year 2018).

(b) Implication on Other Comprehensive Expenses for the Year

During the Year, the Group through a series of transactions disposed of certain Evergrande Shares in the open market of the Stock Exchange and recorded a realised loss of HK\$7,869.9 million (inclusive of transaction costs) (2020: another listed equity investment at FVTOCI was disposed of and recorded a net realised gain of HK\$0.1 million). The unit share price of China Evergrande had dropped from HK\$14.90 as at 31 December 2020 to HK\$1.59 as at 31 December 2021, or 89.3% over the Year, hence an unrealised loss on fair value change of the remaining Evergrande Shares of HK\$3,051.9 million (2020: unrealised loss on fair value change of 860,000,000 Evergrande Shares of HK\$5,762.0 million) was recognised in other comprehensive expenses. The Group believes that the decrease in share price of China Evergrande for the Year, among others, was owing to liquidity and going concern issues, decline in profitability and reduced dividend payout ratio of China Evergrande, and the tightening gearing policy over the real estate developers in the PRC. Realised gain/loss on fair value change is a cash item while unrealised fair value change is a non-cash item and will not affect the cash flow of the Group.

業績(續)

證券投資(續)

以下就來自不同類別之證券投資收入／開支作進一步詳述：(續)

通過其他全面收益以反映公平值之上市股本投資

(a) 本年度損益之影響

於本年度，持有通過其他全面收益以反映公平值之上市股本投資而產生之股息收入、其他投資收入及相關財務費用於損益內確認。於本年度，錄得來自持有860,000,000股恒大股份之股息收入淨額156,500,000港元(二零二零年：1,967,600,000港元)(扣除交易成本後)、相關財務費用淨額6,800,000港元(二零二零年：31,300,000港元)及其他投資收入300,000港元(二零二零年：無)，因此通過其他全面收益以反映公平值之上市股本投資之業績錄得收益淨額150,000,000港元(二零二零年：1,936,300,000港元)。於本年度之股息收入乃指來自恒大股份之二零二零年末期股息(二零二零年：二零一九年及二零一八年末期股息)，該減少主要由於中國恒大股東應佔之溢利及其派息率(二零二零年少於相關二零一九年及二零一八年)均減少所致。

(b) 本年度其他全面支出之影響

於本年度，本集團透過一系列交易於聯交所公開市場出售若干恒大股份並錄得已變現虧損7,869,900,000港元(包括交易成本)(二零二零年：出售另一項通過其他全面收益以反映公平值之上市股本投資而錄得已變現收益淨額100,000港元)。中國恒大每股股價由二零二零年十二月三十一日之14.90港元下跌至二零二一年十二月三十一日之1.59港元或於本年度下跌89.3%，因此餘下恒大股份之公平值變動之未變現虧損3,051,900,000港元(二零二零年：860,000,000股恒大股份之公平值變動之未變現虧損5,762,000,000港元)於其他全面支出內確認。本集團相信於本年度中國恒大之股價下跌乃因(其中包括)中國恒大之流動資金及持續經營問題、盈利下降以及派息率減少，以及於中國之房地產發展商面對收緊借貸比率政策。公平值變動之已變現收益／虧損乃現金項目，而未變現公平值變動乃非現金項目且對本集團之現金流量並無構成影響。

RESULTS (Cont'd)

Securities Investments (Cont'd)

The respective income/expense from securities investments under different categories are further elaborated below: (Cont'd)

Listed Equity Investments at Fair Value Through Other Comprehensive Income (Cont'd)

The performance of listed equity investments at FVTOCI – the Evergrande Shares during the Year are summarised as follows:

業績(續)

證券投資(續)

以下就來自不同類別之證券投資收入／開支作進一步詳述：(續)

通過其他全面收益以反映公平值之上市股本投資(續)

於本年度通過其他全面收益以反映公平值之上市股本投資 – 恒大股份之表現概述如下：

		Number of shares	Closing price (per share)	Recorded in consolidated statement of financial position		Recorded in consolidated statement of comprehensive income	
				錄入綜合財務狀況報表	錄入綜合全面收益報表	Financial assets measured at fair value through other comprehensive income	Financial assets measured at fair value through other comprehensive income reserve
		股份數目	收市價 (每股)	通過其他全面收益以反映公平值計量之金融資產	通過其他全面收益以反映公平值計量之金融資產之儲備	本年度溢利	本年度其他全面支出
			HK\$ 港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
At 31 December 2020	於二零二零年十二月三十一日	860,000,000	14.90	12,814.0	(782.0)		
Disposal	出售	630,703,000		(1,530.4)	-	-	-
Realised fair value change	已變現公平值變動			(7,867.1)	(7,869.9)	-	(7,869.9)
Unrealised fair value change	未變現公平值變動			(3,051.9)	(3,051.9)	-	(3,051.9)
				(12,449.4)	(10,921.8)	-	(10,921.8)
Transfer to retained profits upon disposal	於出售時轉撥至保留溢利				9,219.0		
Net dividend income	股息收入淨額					156.5	-
Other investment income	其他投資收入					0.3	-
Net finance costs	財務費用淨額					(6.8)	-
Profit/other comprehensive expenses for the Year	本年度溢利/其他全面支出					150.0	(10,921.8)
At 31 December 2021	於二零二一年十二月三十一日	229,297,000	1.59	364.6	(2,484.8)		
Percentage to total assets At 31 December 2021	估資產總額之百分比於二零二一年十二月三十一日			1.7%			
At 31 December 2020	於二零二零年十二月三十一日			34.2%			

RESULTS (Cont'd)

Other Income and Expenses

During the Year, the Group recorded other income of HK\$63.2 million (2020: HK\$281.3 million). The decrease was mainly due to the amount of dilapidations settlement received from tenants in respect of investment properties in the United Kingdom reduced to HK\$0.4 million (2020: surrender premium and dilapidations settlement in aggregate of HK\$249.8 million, mainly represented the amount received in respect of an anchor tenant of an investment property in the United Kingdom surrendered the lease which was an one-off item).

During the Year, administrative expenses increased by 7.5% to HK\$344.5 million (2020: HK\$320.6 million). The increase in administrative expenses was mainly due to increase in depreciation expenses of HK\$36.6 million. Finance costs decreased by 51.5% to HK\$104.5 million (2020: HK\$215.6 million) during the Year, including exchange loss of HK\$3.8 million (2020: HK\$13.1 million) on translation of foreign currency other borrowings hedged for foreign currency securities investments and exchange loss of HK\$1.8 million on translation of foreign currency bank borrowing (2020: HK\$7.1 million on translation of foreign currency bank borrowing and loan). The decrease in finance costs was mainly due to the decrease in average total borrowings and average interest rates during the Year.

Other gains and losses for the Year recorded a minimal loss (2020: loss of HK\$4.9 million mainly comprised write-down of stock of properties).

Investments Accounted for Using the Equity Method

The share of results of investments accounted for using the equity method for the Year recorded a loss from the share of results of associates of HK\$106.7 million (2020: HK\$38.4 million comprised loss from the share of results of associates of HK\$35.6 million and a joint venture of HK\$2.8 million). The increase in loss from the share of results of associates was mainly due to recognition of an impairment loss by an associate despite of the decrease in loss on fair value change of investment properties held by associates.

業績(續)

其他收入及開支

於本年度，本集團錄得其他收入63,200,000港元(二零二零年：281,300,000港元)。該減幅主要來自就英國投資物業向租戶收取之拆卸費用減至400,000港元(二零二零年：退租補償及拆卸費用合共249,800,000港元，主要乃指來自英國投資物業之一位主要租戶退回其租賃而收取之金額並為一次性項目)。

於本年度，行政開支增加7.5%至344,500,000港元(二零二零年：320,600,000港元)。行政開支增幅主要由於折舊開支增加36,600,000港元。財務費用於本年度減少51.5%至104,500,000港元(二零二零年：215,600,000港元)，當中包括外幣其他借貸用以對沖外幣證券投資所產生之匯兌虧損3,800,000港元(二零二零年：13,100,000港元)以及外幣銀行借貸所產生之匯兌虧損1,800,000港元(二零二零年：外幣銀行借貸及貸款所產生之匯兌虧損7,100,000港元)。財務費用之減少主要由於於本年度平均借貸總額及平均利率下跌所致。

本年度其他收益及虧損錄得虧損屬較少數目(二零二零年：虧損4,900,000港元主要包含物業存貨之減值虧損)。

以權益法入賬之投資

本年度攤佔以權益法入賬投資之業績錄得攤佔聯營公司業績之虧損106,700,000港元(二零二零年：38,400,000港元，包含攤佔聯營公司業績之虧損35,600,000港元及一間合資公司業績之虧損2,800,000港元)。攤佔聯營公司業績之虧損增加主要由於一間聯營公司確認減值虧損，儘管聯營公司持有之投資物業之公平值變動虧損減少。

RESULTS (Cont'd)

Fair Value Changes on Investment Properties

Investment properties of the Group in Hong Kong and Mainland China and one of the investment properties in the United Kingdom were revalued at 31 December 2021 by LCH (Asia-Pacific) Surveyors Limited ("LCH (Asia-Pacific)") whereas the remaining investment properties in the United Kingdom were revalued by Peak Vision Appraisals Limited ("Peak Vision Appraisals"). LCH (Asia-Pacific) and Peak Vision Appraisals are independent property valuers. An unrealised loss on fair value changes of investment properties of HK\$1,376.6 million (2020: HK\$1,549.2 million) was recorded during the Year. The unrealised fair value change is a non-cash item and will not affect the cash flow of the Group.

LOSS/PROFIT, CORE LOSS/PROFIT, DIVIDENDS, REPURCHASE, CASH PAYMENT RATIO AND TOTAL COMPREHENSIVE EXPENSES

Loss/Profit

Loss for the Year attributable to owners of the Company was HK\$3,515.3 million as compared to profit of HK\$622.2 million for last year. The turning from profit to loss for the Year was mainly due to (a) decrease in net dividend income from the Evergrande Shares; (b) results in the segment of investments and treasury products at FVTPL turned from profit to loss; and (c) decrease in dilapidations settlement received from tenants in respect of investment properties in the United Kingdom during the Year. Loss per share for the Year was HK\$1.84 (2020: earnings per share of HK\$0.33).

Core Loss/Profit

If the net loss on the major non-cash items of HK\$1,395.9 million (2020: HK\$1,605.1 million) is excluded but the share of accumulated realised fair value gain recognised in prior years on disposal of an investment property of an associate of HK\$0.8 million (2020: nil) is included, the Group will have a core loss for the Year attributable to owners of the Company of HK\$2,118.6 million (2020: core profit of HK\$2,227.3 million) and a core loss per share of HK\$1.11 (2020: core profit per share of HK\$1.17).

The major non-cash items represented the attributable net unrealised fair value loss on investment properties together with their respective deferred tax (if any) from the Group and its associates of HK\$1,395.9 million (2020: from the Group and its associates and joint venture of HK\$1,605.1 million).

業績(續)

投資物業之公平值變動

利駿行測量師有限公司(「利駿行測量師」)已就本集團位於香港及中國大陸之投資物業以及其中一項位於英國之投資物業進行於二零二一年十二月三十一日之物業估值以及灤鋒評估有限公司(「灤鋒評估」)就餘下位於英國之投資物業進行估值。利駿行測量師及灤鋒評估均為獨立物業估值師。於本年度錄得投資物業之公平值變動之未變現虧損為1,376,600,000港元(二零二零年：1,549,200,000港元)。未變現之公平值變動乃非現金項目，對本集團之現金流量並無構成影響。

虧損／溢利、核心虧損／溢利、股息、回購、現金支出比率及全面支出總額

虧損／溢利

本公司擁有人應佔本年度之虧損為3,515,300,000港元，相比去年溢利為622,200,000港元。本年度轉盈為虧主要由於：(a)於本年度來自恒大股份之股息收入淨額減少；(b)於本年度通過損益以反映公平值之投資及財資產品之分類業績轉盈為虧；及(c)於本年度就英國投資物業向租戶收取之拆卸費用減少。本年度之每股虧損為1.84港元(二零二零年：每股盈利0.33港元)。

核心虧損／溢利

如撇除主要非現金項目虧損淨額1,395,900,000港元(二零二零年：1,605,100,000港元)，但包括攤佔一間聯營公司就出售一項投資物業於過往年度確認之累積已變現公平值收益800,000港元(二零二零年：無)，本集團將錄得本公司擁有人應佔本年度之核心虧損2,118,600,000港元(二零二零年：核心溢利2,227,300,000港元)及每股核心虧損為1.11港元(二零二零年：每股核心溢利1.17港元)。

主要非現金項目乃指來自本集團及其聯營公司之應佔投資物業之未變現公平值虧損淨額連同其相關之遞延稅項(如有)共1,395,900,000港元(二零二零年：來自本集團以及其聯營公司及合資公司之金額共1,605,100,000港元)。

LOSS/PROFIT, CORE LOSS/PROFIT, DIVIDENDS, REPURCHASE, CASH PAYMENT RATIO AND TOTAL COMPREHENSIVE EXPENSES (Cont'd)

Dividends

Final dividend of HK1 cent (year ended 31 December 2019: HK1 cent) per share in total amount of HK\$19.1 million for the year ended 31 December 2020 was paid in cash on 11 June 2021 and no interim dividend for 2021 (half year ended 30 June 2020: HK1 cent per share).

Total dividend of HK\$19.1 million was paid in cash during the Year.

Repurchase

During the Year, the Company had not repurchased any of the Company's share.

Cash Payment Ratio

Based on (a) the core loss for the Year of HK\$2,118.6 million or HK\$1.11 per share (2020: core profit of HK\$2,227.3 million or HK\$1.17 per share); and (b) no final dividend (2020: cash final dividend of HK1 cent per share) proposed; and (c) no interim dividend (2020: cash interim dividend of HK1 cent per share) paid, the cash payment ratio is undefined as a result of core loss for the Year (2020: ratio of cash payment to the core profit was 1.7%).

Total Comprehensive Expenses

Total comprehensive expenses for the Year attributable to owners of the Company was HK\$14,375.7 million or HK\$7.54 per share (2020: HK\$4,978.6 million or HK\$2.61 per share), which comprised (a) loss for the Year attributable to owners of the Company of HK\$3,515.3 million (2020: profit of HK\$622.2 million); and (b) other comprehensive expenses for the Year attributable to owners of the Company of HK\$10,860.4 million (2020: HK\$5,600.8 million) which mainly included realised loss of HK\$7,869.9 million (2020: nil) and unrealised loss of HK\$3,051.9 million (2020: HK\$5,762.0 million) on fair value changes of listed equity investment at FVTOCI, details are disclosed in the sub-paragraph headed "Listed Equity Investments at Fair Value Through Other Comprehensive Income (b) Implication on Other Comprehensive Expenses for the Year" of paragraph headed "Securities Investments" above.

虧損／溢利、核心虧損／溢利、股息、回購、現金支出比率及全面支出總額(續)

股息

截至二零二零年十二月三十一日止年度之每股1港仙(截至二零一九年十二月三十一日止年度：每股1港仙)總額為19,100,000港元之末期股息，已於二零二一年六月十一日以現金派付，以及並無二零二一年中期股息(截至二零二零年六月三十日止半年度：每股1港仙)。

於本年度，以現金派付之股息總額為19,100,000港元。

回購

於本年度，本公司並無回購本公司之任何股份。

現金支出比率

根據(a)本年度之核心虧損2,118,600,000港元或每股1.11港元(二零二零年：核心溢利2,227,300,000港元或每股1.17港元)；及(b)不建議派付末期股息(二零二零年：以現金派付之末期股息每股1港仙)；及(c)並無派付中期股息(二零二零年：以現金派付之中期股息每股1港仙)，本年度之核心虧損導致該現金支出比率未能確定(二零二零年：現金支出與核心溢利之比率1.7%)。

全面支出總額

本公司擁有人應佔本年度之全面支出總額為14,375,700,000港元或每股7.54港元(二零二零年：4,978,600,000港元或每股2.61港元)，其中包含(a)本公司擁有人應佔本年度之虧損3,515,300,000港元(二零二零年：溢利622,200,000港元)；及(b)本公司擁有人應佔本年度之其他全面支出10,860,400,000港元(二零二零年：5,600,800,000港元)，主要包括通過其他全面收益以反映公平值之上市股本投資之已變現虧損7,869,900,000港元(二零二零年：無)及公平值變動未變現虧損3,051,900,000港元(二零二零年：5,762,000,000港元)，詳情已於上文「證券投資」一段中之「通過其他全面收益以反映公平值之上市股本投資(b)本年度其他全面支出之影響」分段內披露。

NET ASSET VALUE

As at 31 December 2021, the Group's net asset value attributable to owners of the Company amounted to HK\$14,375.6 million (2020: HK\$28,758.8 million), a decrease of HK\$14,383.2 million or 50.0% when compared with 31 December 2020. With the total number of ordinary shares in issue of 1,907,619,079 as at 31 December 2021 and 2020, the net asset value per share attributable to owners of the Company was HK\$7.54 (2020: HK\$15.08). The movement in net asset value was mainly due to (a) total comprehensive expenses for the Year attributable to owners of the Company of HK\$14,375.7 million; (b) final dividend recognised as distribution during the Year totaling of HK\$19.1 million; and (c) forfeiture of unclaimed dividends recorded in retained profits of HK\$11.6 million.

During the Year, loss on fair value changes of listed equity investment categorised as financial assets measured at FVTOCI of HK\$10,921.8 million (2020: HK\$5,761.9 million) was recorded in other comprehensive expenses, and the Group transferred the negative balance of the financial assets measured at FVTOCI reserve of the disposed listed equity investment of HK\$9,219.0 million to retained profits. The cumulative amount of loss on fair value changes of listed equity investment included in financial assets measured at FVTOCI reserve as at 31 December 2021 was HK\$2,484.8 million (2020: HK\$782.0 million).

Other than the existing projects and those disclosed in the final results, the Group did not have material acquisition or disposal of assets and any future plans for material investment or capital assets.

SECURITIES INVESTMENTS

The Group's strategy is to maintain securities investment portfolio for treasury management and invest in securities investments and treasury products with attractive yield and good prospect in order to bring stable and satisfactory realised return in long run. During the Year, the Group diversified the bonds portfolio comprised of the bonds issued by overseas financial institutions and PRC-based real estate companies.

As at 31 December 2021, the portfolio of securities investments and treasury products of HK\$1,066.0 million (2020: HK\$16,306.8 million) comprised (a) bonds, listed investments held-for-trading and structured products (presented as financial assets measured at FVTPL (non-current and current assets)) in aggregate of HK\$701.4 million (2020: HK\$3,492.8 million); and (b) listed equity investment (presented as financial assets measured at FVTOCI) of HK\$364.6 million (2020: HK\$12,814.0 million), representing 4.9% (2020: 43.5%) of total assets.

資產淨值

於二零二一年十二月三十一日，本公司擁有人應佔本集團之資產淨值為14,375,600,000港元(二零二零年：28,758,800,000港元)，較二零二零年十二月三十一日減少14,383,200,000港元或50.0%。根據於二零二一年及二零二零年十二月三十一日之已發行普通股總數1,907,619,079股計算，本公司擁有人應佔之每股資產淨值為7.54港元(二零二零年：15.08港元)。資產淨值變動主要由於(a)本公司擁有人應佔本年度之全面支出總額14,375,700,000港元；(b)於本年度已確認派發之末期股息總額19,100,000港元；及(c)於保留溢利錄得沒收未被領取之股息11,600,000港元。

於本年度，分類為通過其他全面收益以反映公平值計量之金融資產之上市股本投資之公平值變動虧損為10,921,800,000港元(二零二零年：5,761,900,000港元)，並錄入為其他全面支出，及本集團將已出售上市股本投資之通過其他全面收益以反映公平值計量之金融資產之儲備之負債結餘9,219,000,000港元轉撥至保留溢利。於二零二一年十二月三十一日，上市股本投資之公平值變動虧損之累計金額2,484,800,000港元(二零二零年：782,000,000港元)已包括在通過其他全面收益以反映公平值計量之金融資產之儲備內。

除現有項目及於全年業績內所披露者外，本集團並無重大收購或出售資產及重大投資或資本資產之未來計劃。

證券投資

本集團之策略是維持證券投資組合之財資管理以及投資具吸引收益率及良好前景之證券投資及財資產品，以確保長遠帶來穩定及滿意之變現回報。於本年度，本集團使債券組合多元化，組合包含海外金融機構及中國房地產公司發行之債券。

於二零二一年十二月三十一日，證券投資及財資產品組合1,066,000,000港元(二零二零年：16,306,800,000港元)中包含(a)債券、持作買賣之上市投資及結構性產品(呈列為通過損益以反映公平值計量之金融資產(於非流動及流動資產內))合共701,400,000港元(二零二零年：3,492,800,000港元)；及(b)上市股本投資(呈列為通過其他全面收益以反映公平值計量之金融資產)364,600,000港元(二零二零年：12,814,000,000港元)，佔資產總額4.9%(二零二零年：43.5%)。

SECURITIES INVESTMENTS (Cont'd)

The respective securities investments under different categories are elaborated below:

Listed Equity Investments at Fair Value Through Other Comprehensive Income

In prior years, the Group had acquired 860,000,000 shares of China Evergrande and recorded as financial assets measured at FVTOCI. During the Year, the Group disposed of 630,703,000 shares of China Evergrande. Hence, the Group held 229,297,000 shares of China Evergrande as at 31 December 2021, representing approximately 1.7% of the total issued share capital of China Evergrande as at 31 December 2021.

As at 31 December 2020, the cumulative unrealised loss on fair value change of the Evergrande Shares was HK\$782.0 million and the carrying amount of the Evergrande Shares was HK\$12,814.0 million. After deducting the carrying amount of HK\$1,530.4 million upon disposal, together with realised and unrealised fair value losses of HK\$10,919.0 million for the Year, the carrying amount of the Evergrande Shares as at 31 December 2021 was HK\$364.6 million, representing 1.7% (2020: 34.2%) of total assets. The cumulative unrealised loss on fair value change of the Evergrande Shares was increased from HK\$782.0 million as at 31 December 2020 to HK\$2,484.8 million as at 31 December 2021, which was recorded in the financial assets measured at FVTOCI reserve.

China Evergrande group is principally engaged in, among other things, property development, property investment and property management in the PRC. According to the audited consolidated financial statements of China Evergrande for the years ended 31 December 2020 and 2019, the revenue and profit attributable to shareholders were Renminbi ("RMB") 507.2 billion (2019: RMB477.6 billion) and RMB8.1 billion (2019: RMB17.3 billion) respectively; while the total assets and total equity were RMB2,301.2 billion (2019: RMB2,206.6 billion) and RMB350.4 billion (2019: RMB358.5 billion) respectively, the net debt was RMB535.8 billion (2019: RMB571.1 billion). In accordance with the unaudited consolidated financial statements of China Evergrande for the six months ended 30 June 2021, the revenue and profit attributable to shareholders were RMB222.7 billion and RMB14.4 billion respectively; while the total assets and total equity were RMB2,377.6 billion and RMB411.0 billion respectively, the net debt was RMB410.1 billion. Net debt is calculated as total borrowings less cash and cash equivalents and restricted cash.

證券投資(續)

以下就不同類別之證券投資作出詳述：

通過其他全面收益以反映公平值之上市股本投資

於過往年度，本集團購入860,000,000股中國恒大股份，並列為通過其他全面收益以反映公平值計量之金融資產。於本年度，本集團出售630,703,000股中國恒大股份。因此，於二零二一年十二月三十一日，本集團持有229,297,000股中國恒大股份(相當於中國恒大於二零二一年十二月三十一日之全部已發行股本約1.7%)。

於二零二零年十二月三十一日，恒大股份之公平值變動之累計未變現虧損為782,000,000港元及恒大股份之賬面值為12,814,000,000港元。經扣除本年度出售之賬面值1,530,400,000港元連同已變現及未變現公平值虧損10,919,000,000港元後，於二零二一年十二月三十一日恒大股份之賬面值為364,600,000港元，佔資產總額1.7%(二零二零年：34.2%)。恒大股份之公平值變動之累計未變現虧損由二零二零年十二月三十一日之782,000,000港元增加至於二零二一年十二月三十一日之2,484,800,000港元，並已錄入通過其他全面收益以反映公平值計量之金融資產之儲備內。

中國恒大集團主要於中國從事(其中包括)房地產開發、物業投資及物業管理。根據中國恒大於截至二零二零年及二零一九年十二月三十一日止年度之經審核綜合財務報表，收入及股東應佔溢利分別為人民幣(「人民幣」)507,200,000,000(二零一九年：人民幣477,600,000,000)及人民幣8,100,000,000(二零一九年：人民幣17,300,000,000)；而資產總額及股本權益總額分別為人民幣2,301,200,000,000(二零一九年：人民幣2,206,600,000,000)及人民幣350,400,000,000(二零一九年：人民幣358,500,000,000)，債務淨額為人民幣535,800,000,000(二零一九年：人民幣571,100,000,000)。根據中國恒大於截至二零二一年六月三十日止六個月之未經審核綜合財務報表，收入及股東應佔溢利分別為人民幣222,700,000,000及人民幣14,400,000,000；而資產總額及股本權益總額分別為人民幣2,377,600,000,000及人民幣411,000,000,000，債務淨額為人民幣410,100,000,000。債務淨額乃按借貸總額減現金及現金等值物以及受限制現金計算。

SECURITIES INVESTMENTS (Cont'd)

The respective securities investments under different categories are elaborated below: (Cont'd)

Investments and Treasury Products at Fair Value Through Profit or Loss

As at 31 December 2020, the carrying amount of the bonds presented as financial assets measured at FVTPL was HK\$3,287.6 million. During the Year, the bonds portfolio was decreased by a net disposal of HK\$746.5 million. After deducting the fair value loss of HK\$2,274.9 million recognised in profit or loss, the bonds portfolio of the Group became HK\$266.2 million as at 31 December 2021, representing 1.2% (2020: 8.8%) of total assets, which formed part of the Group's cash management activities.

As at 31 December 2021, the bonds portfolio comprised of 12 bonds (2020: 27 bonds). In terms of credit rating, non-investment grade and unrated were 9 bonds and 3 bonds (2020: 18 bonds and 9 bonds) respectively. In terms of maturity, 1 bond (2020: 5 bonds) was (were) contingent convertible bond(s) issued by overseas financial institution(s) which was (were) perpetual with no fixed tenor, 11 bonds (2020: 22 bonds) issued by issuers in the industry of PRC-based real estate of which 10 bonds will be matured between 2022 to 2024 and 1 bond was matured (2020: 21 bonds would be matured between 2021 to 2025 and remaining 1 bond was perpetual bond).

Details and movement of the bonds portfolio at the end of the reporting period are set out below:

證券投資(續)

以下就不同類別之證券投資作出詳述：(續)

通過損益以反映公平值之投資及財資產品

於二零二零年十二月三十一日，呈列於通過損益以反映公平值計量之金融資產之債券賬面值為3,287,600,000港元。於本年度，該債券組合已就出售淨額減少746,500,000港元。經扣除於損益確認之公平值虧損2,274,900,000港元後，本集團於二零二一年十二月三十一日之債券組合為266,200,000港元，佔資產總額1.2%(二零二零年：8.8%)，該組合為本集團資金管理活動之一部分。

於二零二一年十二月三十一日，該債券組合包含12隻(二零二零年：27隻)債券。以信貸評級分類，9隻及3隻(二零二零年：18隻及9隻)債券分別為非投資評級及未獲評級。以到期日分類，1隻(二零二零年：5隻)由海外金融機構發行之或然可換股債券為永續債券及並無固定期限。11隻(二零二零年：22隻)由中國房地產行業之發行人發行之債券中10隻將於二零二二年至二零二四年到期及1隻已到期(二零二零年：21隻將於二零二一年至二零二五年到期及餘下1隻為永續債券)。

於報告期末債券組合之詳情及變動載列如下：

		Overseas financial institutions 海外金融機構 HK\$ million 百萬港元	PRC-based real estate 中國房地產 HK\$ million 百萬港元	Total 總額 HK\$ million 百萬港元
Movement of bonds portfolio	債券組合之變動			
Carrying amounts	賬面值			
At 31 December 2020	於二零二零年十二月三十一日	309.5	2,978.1	3,287.6
Purchases	購入	—	1,419.4	1,419.4
Disposals	出售	(308.1)	(1,857.8)	(2,165.9)
Fair value changes (recognised in profit or loss)	公平值變動 (於損益內確認)	9.9	(2,284.8)	(2,274.9)
At 31 December 2021	於二零二一年十二月三十一日	11.3	254.9	266.2
Percentage to total assets	佔資產總額之百分比			
At 31 December 2021	於二零二一年十二月三十一日	0.0%	1.2%	1.2%
At 31 December 2020	於二零二零年十二月三十一日	0.8%	8.0%	8.8%

SECURITIES INVESTMENTS (Cont'd)

證券投資(續)

The respective securities investments under different categories are elaborated below: (Cont'd)

以下就不同類別之證券投資作出詳述：(續)

Investments and Treasury Products at Fair Value Through Profit or Loss (Cont'd)

通過損益以反映公平值之投資及財資產品(續)

Details and movement of the bonds portfolio at the end of the reporting period are set out below: (Cont'd)

於報告期末債券組合之詳情及變動載列如下：(續)

Bond issuers by industry	按債券發行人之行業	At 31 December 2021		At 31 December 2020	
		於二零二一年十二月三十一日		於二零二零年十二月三十一日	
		HK\$ million	Percentage to total	HK\$ million	Percentage to total
		百萬港元	佔總額之百分比	百萬港元	佔總額之百分比
Carrying amounts	賬面值				
Overseas financial institutions	海外金融機構	254.9	95.8%	309.5	9.4%
PRC-based real estate	中國房地產	11.3	4.2%	2,978.1	90.6%
		266.2	100.0%	3,287.6	100.0%

Bonds by currency	按債券之貨幣	At 31 December 2021			At 31 December 2020		
		於二零二一年十二月三十一日			於二零二零年十二月三十一日		
		Coupon rate (per annum)	HK\$ million	Percentage to total	Coupon rate (per annum)	HK\$ million	Percentage to total
		百萬港元	佔總額之百分比	票息年利率	百萬港元	佔總額之百分比	
Carrying amounts	賬面值						
US\$	美元	8.600% to 13.000%	254.9	95.8%	7.000% to 13.000%	3,004.6	91.4%
		8.600厘至 13.000厘			7.000厘至 13.000厘		
Pound Sterling ("GBP")	英鎊(「英鎊」)	7.125%	11.3	4.2%	5.875% to 7.250%	262.6	8.0%
		7.125厘			5.875厘至 7.250厘		
Euro	歐元	-	-	-	6.125%	20.4	0.6%
					6.125厘		
			266.2	100.0%		3,287.6	100.0%

As at 31 December 2021, the Group held investments held-for-trading of HK\$428.4 million (2020: HK\$152.7 million), of which HK\$194.3 million (2020: HK\$85.3 million) were listed shares in Hong Kong and HK\$234.1 million (2020: HK\$67.4 million) were listed shares in elsewhere.

於二零二一年十二月三十一日，本集團持有持作買賣之投資428,400,000港元(二零二零年：152,700,000港元)，當中194,300,000港元(二零二零年：85,300,000港元)之股份於香港上市及234,100,000港元(二零二零年：67,400,000港元)之股份於其他地區上市。

SECURITIES INVESTMENTS (Cont'd)

Unlisted Securities Investments

The Group invested in an exempted limited partnership formed under the Exempted Limited Partnership Law (Revised) of the Cayman Islands (presented as financial assets measured at FVTOCI) and the carrying amount was HK\$488.6 million as at 31 December 2020. During the Year, the Group has contributed US\$1.2 million (equivalent to approximately HK\$9.0 million), after deducting the fair value loss for the Year of HK\$71.7 million (which was recognised in financial assets measured at FVTOCI reserve), the carrying amount was HK\$425.9 million as at 31 December 2021, representing 2.0% (2020: 1.3%) of total assets.

RISK MANAGEMENT

The Group has established adequate risk management procedures that enable it to identify, measure, monitor and control various types of risk it faces. This is supplemented by active management involvement, effective internal controls and adequate internal audit in the best interests of the Group.

EQUITY

The number of issued ordinary shares as at 31 December 2021 and 2020 were 1,907,619,079.

DEBT AND GEARING

As at 31 December 2021, the Group's total debt amounted to HK\$5,515.2 million (2020: HK\$7,389.0 million), comprised bank borrowings of HK\$5,455.5 million (2020: bank and other borrowings of HK\$7,263.8 million) and lease liabilities amounted to HK\$59.7 million (2020: HK\$125.2 million). Cash and deposits at banks amounted to HK\$2,479.9 million (2020: HK\$1,654.5 million), pledged deposits amounted to HK\$277.5 million (2020: HK\$260.5 million) and net debt (including lease liabilities) amounted to HK\$2,757.8 million (2020: HK\$5,474.0 million).

Total debt to equity ratio (including lease liabilities) was 38.3% (2020: 25.7%) and net debt to equity ratio (including lease liabilities) was 19.2% (2020: 19.0%), which are expressed as a percentage of total debt, and net debt, respectively, over the total equity of HK\$14,398.8 million (2020: HK\$28,780.3 million). The increase in total debt to equity ratio was mainly due to decrease in total equity.

證券投資(續)

非上市證券投資

本集團已投資於一間按開曼群島獲豁免有限合夥企業法(經修訂)成立之獲豁免有限合夥企業(呈列為通過其他全面收益以反映公平值計量之金融資產)及於二零二零年十二月三十一日其賬面值為488,600,000港元。於本年度，本集團已注資1,200,000美元(相當於約9,000,000港元)，經扣除本年度公平值虧損71,700,000港元(於通過其他全面收益以反映公平值計量之金融資產之儲備內確認)後，於二零二一年十二月三十一日之賬面值為425,900,000港元，佔資產總額2.0%(二零二零年：1.3%)。

風險管理

本集團設有一套完善的風險管理程序，以識別、衡量、監察及控制其面對的各種風險，同時輔以管理層之積極參與、有效的內部監控及足夠的內部審核，以保障本集團的最佳利益。

股本

於二零二一年及二零二零年十二月三十一日的已發行普通股數目為1,907,619,079股。

債務及資本與負債比率

於二零二一年十二月三十一日，本集團之債務總額為5,515,200,000港元(二零二零年：7,389,000,000港元)，包含銀行借貸5,455,500,000港元(二零二零年：銀行及其他借貸7,263,800,000港元)以及租賃負債59,700,000港元(二零二零年：125,200,000港元)。現金及銀行存款為2,479,900,000港元(二零二零年：1,654,500,000港元)，抵押存款為277,500,000港元(二零二零年：260,500,000港元)，而債務淨額(包括租賃負債)為2,757,800,000港元(二零二零年：5,474,000,000港元)。

債務總額與股本權益比率(包括租賃負債)為38.3%(二零二零年：25.7%)，而債務淨額與股本權益比率(包括租賃負債)為19.2%(二零二零年：19.0%)，乃分別將債務總額及債務淨額除以股本權益總額14,398,800,000港元(二零二零年：28,780,300,000港元)得出之百分比。債務總額與股本權益比率增加主要由於股本權益總額減少所致。

DEBT AND GEARING (Cont'd)

If the securities investments and treasury products of HK\$1,066.0 million (2020: HK\$16,306.8 million) are included, the net debt to equity ratio would be 11.8% (2020: net cash position of HK\$10,832.8 million).

As at 31 December 2021, the Group's bank borrowings of HK\$5,455.5 million, 66.8%, 5.8% and 27.4% were repayable within 1 year, 1 to 2 years and 2 to 5 years respectively. Of which the Group's bank borrowings were denominated in HK\$ (27.0%), GBP (50.3%) and US\$ (22.7%) before entering the cross currency swap. During the Year, the Group has entered into short term US\$/HK\$ cross currency swap to enhance interest payable on borrowing, and as at 31 December 2021, notional amount of approximately US\$159.0 million was outstanding. As at 31 December 2021, the Group's bank borrowings were carried at interest rates calculated with reference to cost of funds, Hong Kong Interbank Offered Rate, London Interbank Offered Rate or compounded reference rate and all the Group's bank borrowings were on floating rate basis. Except as disclosed, no hedging for interest rate is subsisted at the end of the reporting period.

PLEDGE OF ASSETS

As at 31 December 2021, the Group had pledged the following assets with their respective carrying amounts:

- (a) The Group's investment properties of HK\$11,334.9 million (2020: HK\$12,387.0 million), properties of HK\$42.9 million (2020: nil) and bank deposits of HK\$277.5 million (2020: HK\$233.2 million) were pledged to the banks to secure general banking facilities granted to the Group.
- (b) As at 31 December 2021, none of securities investment were pledged (2020: the Group's bonds, listed equity investments and structured product with carrying amounts of HK\$12,877.3 million and cash deposits of HK\$27.3 million were pledged to the financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions, of which HK\$1,074.1 million was utilised as at 31 December 2020 as borrowings due within one year).
- (c) Interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

債務及資本與負債比率(續)

倘計入證券投資及財資產品1,066,000,000港元(二零二零年: 16,306,800,000港元), 則債務淨額與股本權益比率為11.8%(二零二零年: 現金淨額狀況10,832,800,000港元)。

於二零二一年十二月三十一日, 本集團之銀行借貸5,455,500,000港元中, 66.8%、5.8%及27.4%須分別於一年內、一年至兩年內及兩年至五年內償還。於本集團之銀行借貸中, 以港元(27.0%)、英鎊(50.3%)及美元(22.7%)(進行貨幣掉期前)計值。於本年度, 本集團訂立短期美元/港元貨幣掉期以改善借貸之應付利息, 以及於二零二一年十二月三十一日未償還之名義金額約為159,000,000美元。於二零二一年十二月三十一日, 本集團之銀行借貸參照資金成本、香港銀行同業拆息、倫敦銀行同業拆息或複合參考利率計算利率, 而本集團所有銀行借貸均為浮息借貸。除所披露者外, 於報告期末並無就利率作出對沖。

資產抵押

於二零二一年十二月三十一日, 本集團已抵押以下資產連同其相關之賬面值:

- (a) 就本集團獲授之一般銀行融資, 本集團之投資物業11,334,900,000港元(二零二零年: 12,387,000,000港元)、物業42,900,000港元(二零二零年: 無)及銀行存款277,500,000港元(二零二零年: 233,200,000港元)已抵押予銀行。
- (b) 於二零二一年十二月三十一日, 並無抵押證券投資(二零二零年: 就本集團有關證券交易獲授之保證金及證券融資, 本集團之債券、上市股本投資及結構性產品之賬面值12,877,300,000港元及現金存款27,300,000港元已抵押予金融機構。而本集團於二零二零年十二月三十一日已動用融資並於一年內到期之借貸為1,074,100,000港元)。
- (c) 本公司若干附屬公司之權益已質押為本集團獲授若干銀行借貸之部分抵押品。

FINANCIAL AND INTEREST INCOME/EXPENSES 財務及利息收入／開支

Interest income was included in revenue and investment expenses, net. Interest income for the Year decreased to HK\$320.4 million (2020: HK\$603.4 million), representing a decrease of 46.9% as compared with last year which was mainly due to the decrease in bonds portfolio and hence its relevant interest income during the Year.

Finance costs included interest expenses on bank and other borrowings and lease liabilities; exchange difference on translation of foreign currency borrowings; and arrangement fee and facility and commitment fee expenses. Interest expenses (excluding interest expenses on lease liabilities) for the Year amounted to HK\$89.0 million, representing a decrease of 52.0% over last year of HK\$185.4 million. Interest capitalised for the Year was HK\$2.3 million (2020: HK\$2.8 million). The decrease in interest expenses was mainly due to the decrease in average total borrowings and interest rates during the Year. The average interest rate over the year under review was 1.29% (2020: 1.99%), which was expressed as a percentage of total interest paid (excluding interest on lease liabilities) over the average total interest-bearing borrowings.

REMUNERATION POLICIES

As at 31 December 2021, the Group employed a total of 474 staff (2020: 475 staff) including about 236 staff (2020: 236 staff) employed under the estate management company in Hong Kong and 5 staff (2020: 1 staff) in the United Kingdom.

Employees were remunerated on the basis of their performance, experience and prevailing industry practice. Remuneration packages comprised salary and year-end discretionary bonus based on market conditions and individual performance. The Executive Directors continued to review employees' contributions and to provide them with necessary incentives and flexibility for their better commitment and performance.

收入及投資開支淨額均包括利息收入。本年度之利息收入減少至320,400,000港元(二零二零年：603,400,000港元)，較去年減少46.9%，主要由於於本年度債券組合減少以致相關利息收入減少。

財務費用包括銀行借貸及其他借貸以及租賃負債之利息開支；外幣借貸所產生之匯兌差額；以及安排費用與信貸及承擔費用開支。本年度之利息開支(不包括租賃負債之利息開支)為89,000,000港元，較去年之185,400,000港元減少52.0%。於本年度資本化之利息為2,300,000港元(二零二零年：2,800,000港元)。利息開支減少主要由於於本年度平均借貸總額及利率下降所致。於回顧年內之平均利率為1.29厘(二零二零年：1.99厘)，乃以利息支付總額(不包括租賃負債之利息)除以平均計息借貸總額得出之百分比。

酬金政策

於二零二一年十二月三十一日，本集團共有僱員474人(二零二零年：475人)包括受僱於香港物業管理公司之僱員約236人(二零二零年：236人)以及位於英國之僱員5人(二零二零年：1人)。

僱員薪金乃根據其表現、經驗及目前業內慣例釐定。酬金包含薪金以及按市況及個人表現釐定之年終酌情花紅。執行董事持續檢討僱員之貢獻及向彼等提供所需之獎勵及彈性，使其更投入工作及有更佳表現。

UNITED KINGDOM AND MAINLAND CHINA

As at 31 December 2021, the Group's investment properties (excluding properties occupied for own use) in the United Kingdom with carrying amount of GBP645.8 million (equivalent to approximately HK\$6,799.6 million) (2020: GBP719.7 million (equivalent to approximately HK\$7,614.2 million)) incurred a net loss of HK\$843.8 million (2020: HK\$396.7 million) to the Group for the Year, the loss mainly included in gross profit, other income, fair value changes on investment properties, administrative expenses, finance costs and taxation. GBP exchange loss of foreign operations included in other comprehensive expenses for the Year amounted to HK\$30.0 million (2020: exchange gain of HK\$132.5 million). As at 31 December 2021, the Group's net investment in the United Kingdom amounted to HK\$4,226.4 million (2020: HK\$4,025.4 million) representing 29.4% (2020: 14.0%) of the Group's total equity.

Loss incurred by the Group's investment in Mainland China (mainly included in gross profit, fair value changes on investment properties, share of results of investments accounted for using the equity method and taxation) for the Year amounted to HK\$135.7 million (2020: HK\$44.3 million). RMB exchange gain of foreign operations included in other comprehensive expenses (including share of investments accounted for using the equity method) for the Year amounted to HK\$11.9 million (2020: HK\$30.0 million). The Group's net investment in Mainland China as at 31 December 2021 amounted to HK\$392.5 million (2020: HK\$518.1 million) representing 2.7% (2020: 1.8%) of the Group's total equity.

英國及中國大陸

本集團位於英國之投資物業(不包括自用之物業)於二零二一年十二月三十一日之賬面值為645,800,000英鎊(相當於約6,799,600,000港元)(二零二零年: 719,700,000英鎊(相當於約7,614,200,000港元))並為本集團於本年度帶來虧損淨額843,800,000港元(二零二零年: 396,700,000港元),而該虧損主要包括毛利、其他收入、投資物業之公平值變動、行政開支、財務費用及稅項。已計入本年度之其他全面支出之境外業務之英鎊匯兌虧損為30,000,000港元(二零二零年: 匯兌收益132,500,000港元)。於二零二一年十二月三十一日,本集團於英國之投資淨額為4,226,400,000港元(二零二零年: 4,025,400,000港元),佔本集團股本權益總額29.4%(二零二零年: 14.0%)。

本集團於中國大陸之投資(主要包括毛利、投資物業之公平值變動、攤佔以權益法入賬投資之業績及稅項)於本年度帶來虧損135,700,000港元(二零二零年: 44,300,000港元)。已計入本年度之其他全面支出(包括攤佔以權益法入賬之投資)之境外業務之人民幣匯兌收益為11,900,000港元(二零二零年: 30,000,000港元)。於二零二一年十二月三十一日,本集團於中國大陸之投資淨額為392,500,000港元(二零二零年: 518,100,000港元),佔本集團股本權益總額2.7%(二零二零年: 1.8%)。

PROPERTY VALUATION

Property valuations in respect of the Group's investment properties in Hong Kong, Mainland China and one of investment properties in the United Kingdom as at 31 December 2021 were carried out by LCH (Asia-Pacific), an independent qualified professional property valuer. For the remaining investment properties in the United Kingdom, the property valuations as at 31 December 2021 were carried out by Peak Vision Appraisals, another independent qualified professional property valuer (2020: investment properties in Hong Kong and Mainland China were carried out by B.I. Appraisals Limited and investment properties in the United Kingdom were carried by Peak Vision Appraisals, both are independent qualified professional property valuers). Their valuations were based on investment method and/or direct comparison method and/or residual method as the valuation methodologies and were used in preparing 2021 final results.

The Group's investment properties were valued at HK\$13,292.2 million (2020: HK\$14,373.3 million), a decrease of 9.5% over 2020 after adjusted for the additions, acquisition, transfer and exchange adjustments of investment properties during the Year. The decrease in fair value of HK\$1,376.6 million was recognised in the consolidated statement of comprehensive income for the Year. The Group also shared a decrease in fair value of investment properties of associates of HK\$19.3 million for the Year.

The decrease in fair value of HK\$1,376.6 million was mainly derived from the decrease in fair value of River Court in the United Kingdom. The global outbreak and persistence of COVID-19 pandemic has adversely affected the fair value of investment properties of the Group. The fair value change is a non-cash item and will not affect the cash flow of the Group.

物業估值

本集團位於香港及中國大陸之投資物業以及其中一項位於英國之投資物業由獨立合資格專業物業估值師利駿行測量師進行於二零二一年十二月三十一日之物業估值。就餘下位於英國之投資物業，由另一獨立合資格專業物業估值師漂鋒評估進行於二零二一年十二月三十一日之物業估值(二零二零年：位於香港及中國大陸之投資物業由保柏國際評估有限公司進行估值以及位於英國之投資物業由漂鋒評估進行估值，兩者均為獨立合資格專業物業估值師)。所有評估皆採納投資法及／或直接比較法及／或剩餘價值法作為估值方法，並已用於編製二零二一年全年業績。

本集團投資物業之估值為13,292,200,000港元(二零二零年：14,373,300,000港元)，經作出調整本年度投資物業之添置、收購、轉撥及匯兌調整後，較二零二零年減少9.5%。本年度之公平值減少1,376,600,000港元已計入綜合全面收益報表內。本集團亦於本年度攤佔聯營公司之投資物業之公平值減少19,300,000港元。

公平值減少1,376,600,000港元乃主要來自位於英國之River Court之公平值減少所致。2019冠狀病毒病疫情於全球爆發及持續已對本集團之投資物業的公平值產生不利影響。公平值變動乃非現金項目，對本集團之現金流量並無構成影響。

CORPORATE GOVERNANCE PRACTICES

The board of directors (the “Directors” or the “Board”) and management of the Company (together with its subsidiaries, the “Group”) are committed to principles of good corporate governance so as to safeguard the interests of shareholders and enhance value to the shareholders.

Throughout the year ended 31 December 2021 (the “Year”), the Company had applied the principles and complied with substantial code provisions (the “Code Provisions”) and certain recommended best practices set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

THE BOARD

Board Composition

The Board currently comprised three Executive Directors (“ED(s)”), two Non-executive Directors (“NED(s)”) and three Independent Non-executive Directors (“INED(s)”), with INEDs representing more than one-third of the Board. Names of each member of the Board are set out in this Corporate Governance Report. Changes of the composition of the Board during the Year are set out in the Directors’ Report of this annual report.

During the Year, Mr. Lau, Ming-wai acted as the Chairman of the Board (the “Chairman”) and Ms. Chan, Sze-wan acted as the Chief Executive Officer (“CEO”) until 16 February 2021. Following the resignation of Ms. Chan, Sze-wan as CEO on 17 February 2021, Ms. Chan, Hoi-wan was appointed as the CEO. The roles of the Chairman and the CEO are separated and their respective roles and responsibilities were set out in writing.

“List of Directors and their Role and Function” has been maintained at the websites of the Company and the Stock Exchange. The Directors’ biographies and the relationship among the Board members, if any, are set out in the Profiles of Directors of this annual report and available on the Company’s website. Save as disclosed in such profiles, there is no financial, business, family or other material/relevant relationship among the Directors.

企業管治常規

本公司(連同其附屬公司,「本集團»)董事會(「董事」或「董事會»)及管理層堅守良好的企業管治原則,以保障股東權益及為股東帶來更佳回報。

截至二零二一年十二月三十一日止年度(「本年度»)全年,本公司已應用香港聯合交易所有限公司(「聯交所»)證券上市規則(「上市規則»)附錄十四《企業管治守則》(「常規守則»)之原則及遵守其絕大部分守則條文(「守則條文»)及若干建議最佳常規。

董事會

董事會之組成

董事會現由三名執行董事(「執行董事»)、兩名非執行董事(「非執行董事»)及三名獨立非執行董事(「獨立非執行董事»)組成,而獨立非執行董事之人數佔董事會多於三分之一。董事會各成員之姓名載列於本企業管治報告書內。本年度董事會組成之變動載於本年報董事會報告書內。

於本年度,劉鳴煒先生出任董事會主席(「主席»),而陳詩韻女士出任行政總裁(「行政總裁»)直至二零二一年二月十六日。緊接著陳詩韻女士於二零二一年二月十七日辭任行政總裁,陳凱韻女士獲委任為行政總裁。主席及行政總裁之角色分立,而其各自之角色及職責以書面列載。

「董事名單與其角色及職能」已載於本公司及聯交所網站。董事之簡介及董事會成員之間的關係(如有)載於本年報董事簡介內,並登載於本公司網站。除於該簡介內所披露外,董事之間並無財務、業務、家族或其他重大/相關關係。

THE BOARD (Cont'd)

Responsibilities of Directors

The NEDs and INEDs with diversified expertise, skills and experience play an important role on formulating strategy and ensuring that the Board maintains high standards of corporate governance as well as taking the lead where potential conflict of interests arises. INEDs bring strong independent judgement, knowledge and experience to the Board. The Board has received from each INED a written annual confirmation of his/her independence and satisfied that the independence of INEDs up to the date of this annual report is in accordance with the Listing Rules.

On monthly basis, senior management provides the Directors with operational and financial reports of the Group's performance, position and prospects. All Directors are kept informed of and duly briefed of major changes and information that may affect the Group's businesses in a timely manner.

Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and consult with the Company's senior management or the company secretary (the "Company Secretary") independently.

Retirement by Rotation and Specific Term of Office

The Company's Bye-laws provides that no Director (save for the executive chairman and any managing director) shall hold office for a continuous period in excess of three years, or past the third annual general meeting, following the Directors' appointment or re-election, whichever is longer, without submitting himself/herself for re-election by the shareholders at the annual general meetings. Accordingly, Directors shall retire by rotation at least once every three years and a specific term of office has been fixed for appointment of Directors. During the Year, there was no executive chairman or managing director in the Board.

董事會(續)

董事之責任

擁有不同專門知識、技能及經驗之非執行董事及獨立非執行董事在擬定策略及確保董事會維持高水平企業管治方面擔當重要角色，亦能於出現潛在利益衝突時起牽頭作用。獨立非執行董事為董事會帶來強大的獨立判斷、知識及經驗。董事會已接獲各獨立非執行董事確認彼等獨立性之年度確認書，並滿意截至本年報日期止彼等之獨立性乃符合上市規則。

高級管理層就本集團之表現、狀況及展望每月向董事提呈營運及財務報告。本集團會及時地向所有董事匯報並簡報任何有可能影響本集團業務之重大轉變及資料。

董事可為履行職責而尋求獨立專業意見，費用由本公司支付，而本公司亦鼓勵董事獨立接觸並諮詢本公司之高級管理層或公司秘書（「公司秘書」）。

輪席告退及特定任期

本公司之公司細則規定董事（除執行主席及任何董事總經理外）不得在未於股東週年大會上獲得股東重選之情況下，持續出任董事職位超過三年，或於獲委任或重選連任後出任董事職位超逾三次股東週年大會，兩者以較長期間為準。據此，董事須最少每三年輪席告退一次，並就董事之委任制定了特定任期。於本年度，董事會並沒有執行主席或董事總經理。

THE BOARD (Cont'd)

Board Meetings

The Board met regularly throughout the Year to discuss the overall strategy, the operational and financial performance of the Group. Four regular Board meetings were held during the Year. Advance notices of not less than fourteen days were served upon each Director for regular Board meetings. All accompanying Board papers were sent to the Directors in a timely manner and at least three days before the meetings (or such other period as agreed). Adequate explanation and information were given to the Directors by the management to facilitate the Directors in decision-making. Each Director has to declare his/her interest and abstain from voting on any resolution in which he/she or any of his/her associate has a material interest in accordance with the Bye-laws of the Company and the Listing Rules.

The agenda of each Board meeting is set by the Chairman in consultation with members of the Board such that they are given an opportunity to include agenda items. Draft and executed Board minutes were sent in good time to all Directors for their comments and records. Minutes of the Board meetings recorded in sufficient details were kept by the Company Secretary.

Board and Management Functions

The functions reserved to the Board are basically provided in the Bye-laws of the Company and the Board from time to time delegates certain functions to senior management whenever required. In short, the Board has reserved for its decision on matters relating to the Group's strategy, major acquisitions and disposals, major capital expenditure, annual and interim results, Directors' appointment and other significant financial and operational issues.

On top of daily business operation, senior management is responsible for the preparation of annual and interim consolidated financial statements for the Board's approval, execution of business strategies and initiatives adopted by the Board, implementation of adequate system of internal control and sound risk management practices and is required to report to the Board and obtain its prior approval on important matters at all times. Notwithstanding the delegation, the Directors acknowledge that it is the responsibility of the Board for preparing the financial statements, which give a true and fair view of the financial results of the Group.

董事會(續)

董事會會議

董事會於本年度內定期開會商討本集團整體策略、營運及財務表現。本公司於本年度舉行四次定期董事會會議。舉行定期董事會會議前已向各董事發出不少於十四日之通告。所有相關會議文件均已於會議舉行前最少三日(或其他協定之期間)及時送呈各董事。管理層向董事提交充足解釋及資料，以便董事作出決策。各董事須根據本公司之公司細則及上市規則，於其或其任何聯繫人擁有重大利益之任何決議案，申報其利益並放棄投票。

為給予董事會成員擬定董事會會議商討事項之機會，董事會會議之議程會於主席諮詢董事會成員後訂定。董事會會議記錄之初稿及定稿已盡早送呈各董事，以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之董事會會議記錄。

董事會及管理層職能

本公司之公司細則基本上已訂明董事會之職能，而董事會會按需要不時將若干職能委以高級管理層。簡而言之，董事會在有關本集團策略、主要收購及出售、重大資本開支、年度及中期業績、董事之委任及其他重大財務及營運事宜上保留決策權。

除日常業務營運外，高級管理層亦負責編製年度及中期綜合財務報表供董事會批准、執行董事會採納之業務策略及措施、履行妥善之內部監控系統及穩健之風險管理程序，並在任何情況下須就重大事項向董事會匯報和取得其事先批准。儘管作出委託，董事確認編製真實且公平地反映本集團財務業績之財務報表乃董事會之責任。

THE BOARD (Cont'd)

Directors' Training and Support

The Company encourages its Directors to possess up-to-date knowledge in order to discharge their duties. Information regarding major changes in Hong Kong Financial Reporting Standards and Listing Rules as well as other laws/rules/regulations had been provided to the Directors.

During the Year, the Company has arranged a webinar training session for the Directors namely "Ethics Legacy – Ethical and Governance Roles of Directors and Senior Management of Publicly Listed Companies". Meanwhile, Directors had provided their record of trainings to the Company. The Board considered the trainings attended by the Directors are sufficient to discharge their duties. A summary of the trainings attended by the Directors during the Year is as follows:

董事會(續)

董事培訓及支援

本公司鼓勵各董事時刻掌握最新知識以履行其職責。有關香港財務報告準則及上市規則以及其他法律／條例／規則重大變更之資料已提供予各董事。

於本年度，本公司為董事安排了一次網上研討會培訓，名為「商誠記 – 上市公司董事及高級管理人員的誠信管治角色」。與此同時，董事已向本公司提供其培訓記錄。董事會認為董事所參與之培訓足以讓彼等履行其職責。董事於本年度內所參與之培訓摘要如下：

Training Matters 培訓事項					
Name of Directors	董事姓名	Corporate Governance 企業管治	Regulatory/ Legal 監管規定/ 法律	Accounting/ Tax/Finance 會計/ 稅務/財務	Business/ Economic/ Management 商業/ 經濟/管理
Executive Directors					
Ms. Chan, Sze-wan*	陳詩韻女士*	–	–	–	c
Ms. Chan, Hoi-wan	陳凱韻女士	a	a	–	c
Ms. Chan, Lok-wan	陳諾韻女士	a	a	–	c
Mr. Lam, Kwong-wai	林光蔚先生	a & c	a & c	a & c	c
Non-executive Directors					
Mr. Lau, Ming-wai	劉鳴煒先生	a	a	–	c
Ms. Amy Lau, Yuk-wai	劉玉慧女士	a	a	–	c
Independent Non-executive Directors					
Mr. Chan, Kwok-wai	陳國偉先生	a, b & c	a, b & c	c	c
Ms. Phillis Loh, Lai-ping	羅麗萍女士	a, b & c	a & c	b & c	b & c
Mr. Ma, Tsz-chun	馬時俊先生	a & c	a & c	c	a, b & c

Notes:

Training Method

- a: attending seminar/webinar/workshop/work meeting
b: E-Training/training
c: self-reading

* Resigned on 17 February 2021

附註：

培訓方式

- a: 參與研討會/網上研討會/工作坊/工作會議
b: 網上培訓/培訓
c: 自行閱讀

* 於二零二一年二月十七日辭任

BOARD COMMITTEES

The Board has established Audit Committee, Remuneration Committee and Nomination Committee (collectively, the “Board Committees”) with clear written terms of reference which are of no less exacting terms than those set out in the CG Code. Details of the respective committee’s terms of reference are available at the Company’s and the Stock Exchange’s websites. All the INEDs, i.e. Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun are members of the Board Committees with Mr. Chan, Kwok-wai acts as chairman of the Audit Committee and the Remuneration Committee while Ms. Phillis Loh, Lai-ping acts as chairman of the Nomination Committee. The members of Audit Committee possess appropriate professional qualifications, accounting or related financial management expertise, which is higher than the Listing Rules’ requirement.

All accompanying meeting papers were sent to the members in a timely manner and at least three days before the meetings (or such other period as agreed). Draft and executed minutes of the meetings were sent in good time to all members for their comments and records. Minutes of the meetings recorded in sufficient details were kept by the Company Secretary. Professional advice and sufficient resources would be given whenever necessary to allow the Board Committees to discharge their duties.

Audit Committee

Role and Function

The Audit Committee is responsible for reviewing the Group’s corporate governance, financial reporting, risk management and internal control. It plays an advisory role and makes relevant recommendations to the Board.

Meetings

The Audit Committee held four meetings during the Year, with the presence of the representative(s) of the Group’s internal audit department (the “Internal Audit Department”) in those meetings involving discussion on internal audit reports prepared by Internal Audit Department. Senior management was co-opted to join the meetings of the Audit Committee to explain the financial and business conditions of the Group to the committee members from time to time.

董事會轄下委員會

董事會成立了審核委員會、薪酬委員會及提名委員會(統稱「董事會轄下委員會」)，委員會清晰的書面職權範圍之條款不遜於常規守則所載。各委員會之職權範圍詳情可於本公司及聯交所網站瀏覽。本公司之全體獨立非執行董事，即陳國偉先生、羅麗萍女士及馬時俊先生，均為董事會轄下委員會成員，其中陳國偉先生出任審核委員會及薪酬委員會主席；而羅麗萍女士出任提名委員會主席。審核委員會成員具備適當的專業資格、會計或相關財務管理專業知識，較上市規則之要求為高。

所有相關會議文件均已於會議舉行前最少三日(或其他協定之期間)及時送呈各成員。會議記錄之初稿及定稿亦已盡早送呈各成員以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之會議記錄。董事會轄下委員會於需要時獲提供專業意見及充足資源，以讓其履行職責。

審核委員會

角色及職能

審核委員會負責審閱／檢討本集團之企業管治、財務匯報、風險管理及內部監控。審核委員會擔任顧問角色，並向董事會提供相關建議。

會議

審核委員會於本年度舉行四次會議，本集團內部審核部(「內部審核部」)之代表亦有出席有關討論由內部審核部準備之內部審核報告之會議。高級管理層亦不時獲邀出席審核委員會會議，向委員會成員解釋本集團之財務及業務狀況。

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Works Performed

The works performed by the Audit Committee in the Year are summarised below:

- (1) reviewed the Group's final and interim results and draft consolidated financial statements for the year ended 31 December 2020 and for the six months ended 30 June 2021 respectively before recommending them to the Board for approval, with the presence of the Company's external auditors (the "Independent Auditors") in the meeting reviewing final results;
- (2) reviewed the overall performance including the performance of investment properties and development properties of the Group;
- (3) reviewed the accounting principles and practices adopted by the Group and the requirements of the Listing Rules and statutory compliance;
- (4) recommended to the Board the re-appointment of the Independent Auditors for shareholders' approval;
- (5) reviewed the Group's internal control, risk management, financial reporting and auditing matters;
- (6) reviewed and discussed significant audit findings in a meeting with the presence of Independent Auditors;
- (7) prepared and submitted to the Board an audit committee report detailing the works performed by the Audit Committee during 2020, presented its findings and made recommendations to the Board for consideration;
- (8) carried out annual review on the continuing connected transactions of the Group;
- (9) reviewed the adequacy of resources, qualifications and experience of staff of the Group's accounting, financial reporting and internal audit functions, and their training programmes and budget;

董事會轄下委員會(續)

審核委員會(續)

履行之工作

審核委員會於本年度履行之工作概述如下：

- (1) 在建議給董事會批准前，先分別審閱本集團截至二零二零年十二月三十一日止年度及截至二零二一年六月三十日止六個月之全年及中期業績及綜合財務報表之初稿，本公司之外聘核數師(「獨立核數師」)亦有出席有關審閱全年業績之會議；
- (2) 審閱本集團之整體表現，包括投資物業及發展物業之表現；
- (3) 審閱本集團所採納之會計原則與常規及上市規則及法規規定之遵守情況；
- (4) 向董事會提出續聘獨立核數師之建議供股東批准；
- (5) 審閱本集團之內部監控、風險管理、財務匯報及核數之事宜；
- (6) 於獨立核數師在場之會議中審閱及討論重大審計發現；
- (7) 編製並向董事會呈交審核委員會報告，當中詳列審核委員會於二零二零年年度已履行之工作，以及匯報其報告結果及向董事會提供建議以作考慮；
- (8) 對本集團之持續關連交易進行年度審核；
- (9) 審閱本集團在會計、財務匯報及內部審核職能之資源、員工資歷及經驗是否足夠，以及相關員工所接受的培訓課程及有關預算是否充足；

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Works Performed (Cont'd)

- (10) discussed with Independent Auditors the nature and scope of the annual audit and reporting obligations of the Independent Auditors for the Year; reviewed and approved the terms of engagement letters, and fees for audit and non-audit services for the Year;
- (11) reviewed the arrangement for employees to raise concerns about possible improprieties in financial reporting, internal control or other related matters;
- (12) reviewed and discussed internal audit reports prepared by Internal Audit Department;
- (13) considered and approved the internal audit plan for the year 2022;
- (14) reviewed the effectiveness of internal audit function;
- (15) reviewed the Company's policies and practices on corporate governance, compliance with the CG Code and disclosure in the Corporate Governance Report;
- (16) reviewed the Company's policies and practices on compliance with legal and regulatory requirements and the compliance of such policies and practices;
- (17) reviewed the code of conduct for the Directors and the compliance of such code;
- (18) reviewed the code of practice for employees;
- (19) reviewed the sufficiency of training and continuous professional development for the Directors and senior executives;
- (20) reviewed the progress of risk management;
- (21) reviewed the effectiveness and adequacy of risk management and internal control systems;
- (22) reviewed the impact of adoption of new Hong Kong Financial Reporting Standards; and
- (23) established the Company's whistleblowing policy.

董事會轄下委員會(續)

審核委員會(續)

履行之工作(續)

- (10) 與獨立核數師討論本年度週年核數之性質及範圍以及獨立核數師之報告責任；審閱及批准聘任書之條款，以及有關核數及非核數服務之費用；
- (11) 檢討僱員就財務匯報、內部監控或其他相關方面可能發生之不正當行為提出關注之安排；
- (12) 審閱及討論由內部審核部準備之內部審核報告；
- (13) 考慮及批准二零二二年度之內部審核計劃；
- (14) 檢討內部審核職能之有效性；
- (15) 檢討本公司之企業管治政策及常規、常規守則之遵守情況及企業管治報告書內之披露；
- (16) 檢討本公司在遵守法律及監管規定方面的政策及常規及該政策及常規之遵守情況；
- (17) 檢討董事操守守則及該守則之遵守情況；
- (18) 檢討僱員常規守則；
- (19) 檢討董事及高級行政人員之培訓及持續專業發展是否足夠；
- (20) 檢討風險管理之進度；
- (21) 檢討風險管理及內部監控系統之有效性及是否足夠；
- (22) 檢討採納新訂香港財務報告準則之影響；及
- (23) 制定本公司之舉報政策。

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Works Performed (Cont'd)

In March 2022, the Audit Committee reviewed (i) the Group's final results and draft audited consolidated financial statements for the Year; (ii) the Company's compliance with the CG Code during the Year and disclosure in the Corporate Governance Report; (iii) the sufficiency of training and continuous professional development for Directors and senior executives for the Year; (iv) the effectiveness and adequacy of risk management and internal control systems for the Year; and (v) the effectiveness of internal audit function of the Group for the Year. The Audit Committee also made recommendation to the Board on the re-appointment of retiring Independent Auditors for shareholders' approval at the forthcoming annual general meeting (the "2022 AGM").

Independent Auditors

In order to enhance independent reporting by Independent Auditors, the engagement director of the Independent Auditors is subject to periodical rotation, and the nature and ratio of annual fees payable to Independent Auditors for non-audit services and for audit services are subject to scrutiny by the Audit Committee. A policy of non-audit services from Independent Auditors was established. The Audit Committee considers whether there is clear efficiency and value-added benefit to the Company from that work being undertaken by the Independent Auditors; whether there is adverse effect on the independence of their audit work or the perception of such independence; the nature of the non-audit services envisaged to be provided by the Independent Auditors; and the related fee levels individually and in aggregate relative to the audit fees. In addition, a policy restricting the employment of employees or former employees of Independent Auditors as senior executives or financial positions with the Group has also been in place.

董事會轄下委員會(續)

審核委員會(續)

履行之工作(續)

於二零二二年三月，審核委員會審閱／檢討(i)本集團於本年度之全年業績及經審核綜合財務報表之初稿；(ii)本公司於本年度遵守常規守則之情況及企業管治報告書內之披露；(iii)董事及高級行政人員於本年度之培訓及持續專業發展是否足夠；(iv)風險管理及內部監控系統於本年度之有效性及是否足夠；及(v)本集團內部審核職能於本年度之有效性。審核委員會亦就續聘退任之獨立核數師向董事會提出建議，供股東於即將舉行之股東週年大會(「二零二二年股東週年大會」)上批准。

獨立核數師

為確保獨立核數師能作出獨立匯報，負責本公司核數工作的獨立核數師之參與董事將定期輪換，審核委員會亦會監管獨立核數師每年就非核數及核數服務所收之酬金性質和比例。有關獨立核數師為本公司提供非核數服務之政策已訂立。審核委員會考慮獨立核數師受聘從事之工作會否為本公司帶來明確的效益和增值作用、會否對其審核工作的獨立性或獨立形象構成負面影響、由獨立核數師提供之非核數服務之性質以及個別費用及總計費用相對於核數費用之水平。此外，本公司亦採納一套禁止聘用獨立核數師之僱員或前僱員出任本集團高級行政人員或財務職位之措施。

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Independent Auditors (Cont'd)

During the Year, the Independent Auditors had been engaged in providing non-audit services in relation to (i) annual review of continuing connected transactions at a fee of HK\$100,000; (ii) a project in relation to disposal of notes at a fee of HK\$400,000; (iii) a project in relation to disposal of listed securities at a fee of HK\$300,000; and (iv) a project in relation to proposed privatisation at a fee of HK\$2,300,000. The audit fees of the Independent Auditors for auditing the consolidated financial statements of the Group for the Year was HK\$2,100,500. The relevant engagement letters had been reviewed and approved by the Audit Committee.

Prior to the commencement of the audit of accounts of the Group, the Audit Committee had reviewed the Independent Auditors' independence and objectivity as required under the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, reviewed the terms of their engagement as well as the nature and scope of the audit and reporting obligations.

The Audit Committee was satisfied with the findings of their review of the engagement process, effectiveness, independence and objectivity of the Independent Auditors.

Remuneration Committee

Role and Function

The Remuneration Committee is responsible for reviewing the remuneration policies for all Directors and senior executives. The Remuneration Committee is also responsible to review regularly and make recommendations to the Board on the remuneration package of individual EDs and senior executives as well as the remuneration of NEDs. It would consult the Chairman or the CEO on the remuneration proposals whenever it thinks fit.

The objective of remunerating the Directors and senior executives of the Company is to ensure that there is an appropriate level of remuneration to attract and retain experienced businessmen or professionals of high calibre to act as the Directors and senior executives to oversee the Company's businesses and development.

董事會轄下委員會(續)

審核委員會(續)

獨立核數師(續)

於本年度內，獨立核數師受聘提供非核數服務，就有關(i)本公司之持續關連交易進行年度審核，費用為100,000港元；(ii)一項關於出售票據之項目，費用為400,000港元；(iii)一項關於出售上市證券之項目，費用為300,000港元；及(iv)一項關於私有化建議之項目，費用為2,300,000港元。獨立核數師就審核本集團於本年度之綜合財務報表之審核費用為2,100,500港元。審核委員會已審閱及批准相關之聘任書。

於審核本集團賬目前，審核委員會已根據由香港會計師公會頒布之《會計師專業操守守則》檢討獨立核數師之獨立性和客觀性、檢討其聘任條款、審核性質及範圍，以及報告責任。

審核委員會滿意其就獨立核數師之聘任程序、有效性、獨立性及客觀性所作出之檢討結果。

薪酬委員會

角色及職能

薪酬委員會負責檢討所有董事及高級行政人員之薪酬政策。薪酬委員會亦負責對個別執行董事及高級行政人員之薪酬待遇以及非執行董事之酬金作定期檢討及向董事會提出建議。薪酬委員會將在其認為恰當之情況下就薪酬方案諮詢主席或行政總裁。

本公司釐定董事及高級行政人員薪酬之宗旨為確保薪酬水平適當，以吸引及留效富經驗之營商者或高質素之專業人士為董事及高級行政人員，監督本公司之業務及發展。

BOARD COMMITTEES (Cont'd)

Remuneration Committee (Cont'd)

Meetings

The Remuneration Committee held three meetings during the Year.

Works Performed

The works performed by the Remuneration Committee in the Year are summarised below:

- (1) assessed the performance of EDs, reviewed and recommended to the Board the EDs' and senior executives' remuneration packages for the Year;
- (2) recommended to the Board the renewal of service agreement with a director of a subsidiary of the Company;
- (3) noted the annual discretionary bonus to employees;
- (4) recommended to the Board the remuneration package of and the service agreement with a director of a subsidiary of the Company; and
- (5) recommended to the Board to fix the Directors' fee of NEDs for the Year.

In January 2022, the Remuneration Committee made recommendations to the Board and the Board has approved the fix of ED's monthly salary of (i) Ms. Chan, Hoi-wan of HK\$8,333.33; (ii) Ms. Chan, Lok-wan of HK\$63,000; and (iii) Mr. Lam, Kwong-wai of HK\$180,000 for the year ending 31 December 2022 with reference to their duties and responsibilities in the Group as well as the prevailing market conditions.

Remuneration Policy for EDs

The primary goal of the remuneration policy on EDs' remuneration package is to enable the Company to retain and motivate EDs by linking their reward with performance as measured against corporate objectives. In determining guidelines for each reward element, the Company refers to remuneration surveys on companies operating in similar businesses.

董事會轄下委員會(續)

薪酬委員會(續)

會議

薪酬委員會於本年度舉行三次會議。

履行之工作

薪酬委員會於本年度履行之工作概述如下：

- (1) 評估執行董事表現、檢討及向董事會建議執行董事及高級行政人員於本年度之薪酬待遇；
- (2) 向董事會建議更新與本公司附屬公司董事之服務協議；
- (3) 知悉發給僱員之年度酌情花紅；
- (4) 向董事會建議本公司附屬公司董事之薪酬待遇及服務協議；及
- (5) 向董事會建議釐定非執行董事於本年度之董事袍金。

於二零二二年一月，薪酬委員會向董事會提出建議而董事會亦批准釐定執行董事於截至二零二二年十二月三十一日止之月薪，(i)陳凱韻女士為8,333.33港元；(ii)陳諾韻女士為63,000港元；及(iii)林光蔚先生為180,000港元，此乃參照彼等於本集團之職務與責任及當時市況釐定。

執行董事之薪酬政策

有關執行董事薪酬待遇之薪酬政策主要目的乃讓本公司以公司目標為衡量標準，將執行董事之薪酬與表現掛鉤，藉以留效和激勵執行董事。本公司決定每項薪酬元素之指引時會參考從事相近業務之公司之薪酬調查。

BOARD COMMITTEES (Cont'd)

Remuneration Committee (Cont'd)

Remuneration Policy for NEDs and INEDs

The Directors' fees of NEDs and INEDs are subject to annual assessment with reference to their duties and responsibilities and the prevailing market conditions as appropriate. Reimbursement is allowed for out-of-pocket expenses incurred in connection with performance of their duties.

Nomination Committee

Role and Function

The role of the Nomination Committee is to lead the process and make recommendations for appointments to the Board, whether as additional appointment or to fill up the casual vacancy of directorship as and when they arise, in the light of challenges and opportunities facing the Company, as well as business development and requirements of the Company.

Meetings

The Nomination Committee held two meetings during the Year.

Works Performed

The works performed by the Nomination Committee in the Year are summarised below:

- (1) recommend to the Board the appointment of the new CEO subsequent to the resignation of an ED who was also the CEO;
- (2) reviewed the structure, size, composition and diversity of the Board;
- (3) recommended to the Board on the re-appointment of Directors for shareholders' approval; and
- (4) assessed the independence of INEDs, all served more than 9 years and were subject to re-election at the relevant annual general meeting.

After the Year end, the Nomination Committee made recommendation to the Board on the re-appointment of retiring Directors for shareholders' approval at the 2022 AGM.

董事會轄下委員會(續)

薪酬委員會(續)

非執行董事及獨立非執行董事之薪酬政策

非執行董事及獨立非執行董事之董事袍金乃參照其職務與責任及當時市況(如適用)釐定，並按年評估。彼等可獲償付就履行職責而產生之實付開支。

提名委員會

角色及職能

提名委員會之角色為於需要額外委任董事或填補董事職務之臨時空缺時，因應本公司面對之挑戰及機遇，以及在配合本公司之業務發展及需要下，作出領導及就委任向董事會提出建議。

會議

提名委員會於本年度舉行兩次會議。

履行之工作

提名委員會於本年度履行之工作概述如下：

- (1) 向董事會提出就一名執行董事之辭任(彼亦為行政總裁)而委任新行政總裁之建議；
- (2) 檢討董事會之架構、人數、組成及多元化；
- (3) 向董事會提出重新委任董事之建議供股東批准；及
- (4) 評核獨立非執行董事之獨立性(全體服務超逾9年並需於相關股東週年大會上重選)。

於本年度完結後，提名委員會就重新委任退任之董事向董事會提出建議，供股東於二零二二年股東週年大會上批准。

BOARD COMMITTEES (Cont'd)

Nomination Committee (Cont'd)

Nomination Policy, Procedures, Process and Criteria

The Nomination Committee reviews the structure, size, composition and diversity (including the evaluation of skills, knowledge, professional experience, cultural and educational background, gender and age of the Board members and assessment on the independence of the INEDs) of the Board at least annually. It is responsible for making recommendations on any proposed changes to the Board to complement the Company's corporate strategy and succession planning for the Directors from time to time and selecting suitable and qualified individuals to become Board members. In evaluating and selecting candidate(s) for directorship, the Nomination Committee considers the character and integrity; skills and expertise; professional and educational background; potential time commitment for the board and/or committee responsibilities; and the elements of the Board Diversity Policy as stated below etc. The Nomination Committee makes recommendation to the Board to appoint the appropriate person among the candidates nominated for directorship. The Board appoints suitable candidate(s) in accordance with the Bye-laws of the Company and the Listing Rules.

Board Diversity Policy

The Company recognises and embraces the benefit of having a diverse board, and sees increasing diversity at board level as an essential element in maintaining a competitive advantage and achieving long-term sustainable growth for the Group. A board diversity policy (the "Board Diversity Policy") has been adopted since September 2013. Elements of the Board Diversity Policy include gender, age, cultural and educational background, professional experience, skills and knowledge of Directors. The said elements have substantially been included in the current Board composition.

董事會轄下委員會(續)

提名委員會(續)

提名政策、程序、過程及準則

提名委員會至少每年檢討董事會的架構、人數、組成及多元化(包括對董事會成員之技能、知識、專業經驗、文化及教育背景、性別及年齡作評估,及對獨立非執行董事之獨立性作評核)。提名委員會負責不時就任何為配合本公司之企業策略而擬對董事會作出的變動及就董事之繼任計劃提出建議並挑選合適及合資格人士成為董事會成員。於評估及挑選董事職位之人選時,提名委員會會考慮其品格及誠信;技能及專長;專業及學術背景;就履行董事會及/或委員會職責承諾能投放之時間;以及下述之董事會多元化政策之元素等。提名委員會在董事職位之候選名單中挑選合適人選並向董事會提供建議。董事會根據本公司之公司細則及上市規則,委任合適之人士。

董事會多元化政策

本公司認同及相信多元化董事會帶來之裨益,並視董事會日益多元化為維持本集團競爭優勢及實現長遠可持續增長之必須元素。董事會多元化政策(「董事會多元化政策」)自二零一三年九月起被採納。董事會多元化政策之元素包括董事之性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會目前之組成已大致包含上述元素。

INVESTMENT COMMITTEE

Investment Committee had been established since 2014, comprising Ms. Chan, Sze-wan (before 17 February 2021) and Ms. Chan, Hoi-wan (on or after 17 February 2021) as chairman, Mr. Lam, Kwong-wai as chief investment officer, Mr. Chan, Kwok-wai and Mr. Ma, Tsz-chun as members with written terms of reference in place. It is empowered to manage the investment business of the Group (other than real estate investment) and to make recommendations and provide advice to the Board in relation to investment or potential investment.

投資委員會

投資委員會自二零一四年成立，由陳詩韻女士(於二零二一年二月十七日前)及陳凱韻女士(於二零二一年二月十七日或以後)出任主席、林光蔚先生出任投資總監、陳國偉先生及馬時俊先生為成員組成，其書面職權範圍亦已制定。投資委員會獲授權管理本集團之投資業務(房地產投資除外)，以及就有關投資或潛在投資項目向董事會提供建議及意見。

ATTENDANCE RECORD OF DIRECTORS

Attendance record of each of the Board members is as follows:–

董事出席記錄

各董事會成員之出席記錄載列如下：–

Attendance Record of Directors 董事出席記錄										
No. of meetings attended/held in 2021 (Percentage of attendance in total) 於二零二一年出席/舉行會議數目(總出席率)										
Name of Directors	董事姓名	Regular Board Meeting	Ad hoc Board Meeting [^]	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Investment Committee Meeting	Annual General Meeting [@]	Scheme Meeting ⁺	Special General Meeting ⁺
		定期董事會會議	特別董事會會議 [^]	審核委員會會議	薪酬委員會會議	提名委員會會議	投資委員會會議	股東週年大會 [@]	計劃會議 ⁺	股東特別大會 ⁺
Executive Directors 執行董事										
Ms. Chan, Sze-wan*	陳詩韻女士*	N/A 不適用	0/1 (0%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Chan, Hoi-wan	陳凱韻女士	4/4 (100%)	2/2 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	4/4 (100%)	Absent 缺席	Absent 缺席	Absent 缺席
Ms. Chan, Lok-wan	陳諾韻女士	4/4 (100%)	1/2 (50%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	Absent 缺席	Absent 缺席	Absent 缺席
Mr. Lam, Kwong-wai	林光蔚先生	4/4 (100%)	2/2 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	4/4 (100%)	1/1 (100%)	1/1 (100%)	1/1 (100%)
Non-executive Directors 非執行董事										
Mr. Lau, Ming-wai	劉鳴煒先生	3/4 (75%)	1/2 (50%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	Absent 缺席	Absent 缺席	Absent 缺席
Ms. Amy Lau, Yuk-wai	劉玉慧女士	4/4 (100%)	2/2 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1 (100%)	1/1 (100%)	1/1 (100%)
Independent Non-executive Directors 獨立非執行董事										
Mr. Chan, Kwok-wai	陳國偉先生	4/4 (100%)	2/2 (100%)	4/4 (100%)	3/3 (100%)	2/2 (100%)	4/4 (100%)	1/1 (100%)	1/1 (100%)	1/1 (100%)
Ms. Phillis Loh, Lai-ping	羅麗萍女士	4/4 (100%)	2/2 (100%)	4/4 (100%)	3/3 (100%)	2/2 (100%)	N/A 不適用	1/1 (100%)	1/1 (100%)	1/1 (100%)
Mr. Ma, Tsz-chun	馬時俊先生	4/4 (100%)	2/2 (100%)	4/4 (100%)	3/3 (100%)	2/2 (100%)	4/4 (100%)	1/1 (100%)	1/1 (100%)	1/1 (100%)

Notes:

* Resigned on 17 February 2021.

[^] To avoid conflict of interest, Director(s) was/were absent at ad hoc Board meeting(s) that he/she was required to abstain from voting.

[@] Held on 26 May 2021.

⁺ Held on 17 December 2021.

附註：

* 於二零二一年二月十七日辭任。

[^] 為避免潛在利益衝突，董事缺席若干需於會上放棄投票之特別董事會會議。

[@] 於二零二一年五月二十六日舉行。

⁺ 於二零二一年十二月十七日舉行。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms without deviation from the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules (the “Model Code”). All Directors, after specific enquiries by the Company, confirmed that they had complied with the required standard set out in the Model Code and the said code of conduct during the Year.

The Company has also adopted a code of conduct regarding securities transactions by relevant employees on terms no less exacting than the required standard set out in the Model Code. All the relevant employees (the “Relevant Employees”) who, because of office or employment, are likely to be in possession of unpublished inside information in relation to the Group’s securities had been requested to follow such code when dealing in the securities of the Company. After specific enquiries by the Company, the Relevant Employees confirmed that they had complied with the required standard set out in the said code during the Year.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility to ensure that the Group maintains an effective risk management and internal control systems and review of their effectiveness through the Audit Committee at least annually. The Board oversees the Company’s senior management in the design, implementation and monitoring of the risk management and internal control systems and acknowledges that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Internal Audit Department is responsible for reviewing relevant financial, operational and compliance controls and risk management functions, and reporting their findings and advice to the Audit Committee.

證券交易之標準守則

本公司已採納一套董事進行證券交易之守則，其條款與上市規則附錄十《上市發行人董事進行證券交易的標準守則》（「標準守則」）所規定之標準別無差異。經本公司作出明確查詢後，所有董事均已確認彼等已於本年度內遵守標準守則所規定之標準及前述之交易守則。

本公司亦已採納一套有關僱員進行證券交易之守則，其條款不遜於標準守則所規定之標準。本公司已要求所有因其職位或崗位而極可能掌握有關本集團證券之未公布內幕消息之有關僱員（「有關僱員」），於買賣本公司證券時遵守該守則。經本公司作出明確查詢後，有關僱員已確認彼等已於本年度內遵守前述守則所規定之標準。

風險管理及內部監控

董事會確認其確保本集團設有有效的風險管理及內部監控系統之責任，並透過審核委員會最少每年檢討該等系統之有效性。本公司高級管理層在董事會監督下設計、實行及監察風險管理及內部監控系統，而董事會確認有關系統乃為管理而非消除未能達成業務目標之風險而設，且只能就重大的失實陳述或損失提供合理而非絕對之保證。內部審核部負責檢討相關之財務、營運及監控控制以及風險管理功能，並將檢討結果及建議提交審核委員會。

RISK MANAGEMENT AND INTERNAL CONTROL 風險管理及內部監控(續)

(Cont'd)

Internal Audit

Internal Audit Department reports directly to the Audit Committee and is independent of the Company's management, with key tasks to:

- (1) assess and monitor internal controls of the Group with unrestricted direct access right to any levels of management whenever it considered necessary;
- (2) conduct comprehensive internal audits of the practices and procedures, income and expenditures, and internal control of all business units of the Group on a regular basis; and
- (3) carry out special reviews and investigations on areas of concern identified by the management for corrective actions.

Internal Audit Department produces an annual internal audit plan based on a risk assessment methodology for the Audit Committee's approval. Internal audits are carried out on a regular basis according to the approved plan. Internal audit reports summarising audit findings and recommendations are prepared from time to time for the Audit Committee's review and discussion. Management is responsible for ensuring that control weaknesses highlighted in internal audits are rectified within a reasonable period. Internal Audit Department would monitor the proper implementation of corrective measures.

During the Year, Internal Audit Department had conducted five internal audits, relevant reports had been submitted to the Audit Committee for consideration. The Audit Committee was satisfied with the scope and quality of works done, and the extent and frequency of communication of internal audit reports by the Internal Audit Department. The Audit Committee was also satisfied with the effectiveness of the internal audit function of the Group.

內部審核

內部審核部乃獨立於本公司之管理層，並直接向審核委員會匯報，其主要工作為：

- (1) 於其認為有需要時，以無限制權力直接接觸任何管理層，以評估及監察本集團之內部監控；
- (2) 定期就本集團之常規及程序、收入和開支，及所有業務單位之內部監控進行全面的內部審核；及
- (3) 對管理層所識別應關注之範疇進行特別檢討及調查，以作出糾正。

內部審核部以風險評估法制定年度內部審核計劃，並交由審核委員會批准。內部審核工作乃按經批准之計劃定期進行。內部審核部將綜合審核結果及建議之內部審核報告不時呈交予審核委員會審閱及討論。管理層負責確保於內部審核工作中識別之監控弱點於合理時間內糾正。內部審核部會監察相關糾正措施有否恰當地實行。

於本年度內，內部審核部共進行了五次內部審核，有關報告亦已提呈審核委員會考慮。審核委員會對內部審核部之工作範疇及質素，及所提交之內部審核報告之詳盡程度及次數感到滿意。審核委員會對本集團之內部審核職能之有效性亦感到滿意。

RISK MANAGEMENT AND INTERNAL CONTROL

(Cont'd)

Risk Management

Risk Management Framework

The Company established an Enterprise Risk Management Framework that includes a risk management policy and procedures, as well as a designated risk management officer who helps to deploy the risk management process across the business.

Risk Management Process

Our risk management process includes risk identification, risk assessment and prioritisation, risk owner appointment, risk treatment and upward reporting and monitoring of identified risks to the Audit Committee. A corporate risk register has been established to track and document the identified risks, risk owners, mitigating actions and control measures, and facilitates continuous update of risk treatments.

Half-yearly reviews were conducted to follow up on the significant risks and related actions as documented in the corporate risk register, and the results reported to the Audit Committee. The year end risk management assessment result was reported to the Board through the Audit Committee. The Company will continue to enhance and standardize our approach to manage risks.

Subsequent to the Year, the Audit Committee had reviewed the effectiveness and adequacy of risk management system for the Year and the Board was satisfied with the effectiveness and adequacy of the risk management system of the Group and considered that the Company had complied with the Code Provisions in respect of risk management during the Year.

風險管理及內部監控(續)

風險管理

風險管理架構

本公司建立企業風險管理架構，當中包括制訂風險管理政策及程序，並指派風險管理主任協助於業務上下應用風險管理程序。

風險管理程序

本公司之風險管理程序包括風險辨識、風險評估及優次排序、委任風險負責人、風險處理及向審核委員會上報及監察已辨識風險。本公司已建立企業風險紀錄冊，以追蹤並記錄已辨識風險、風險負責人、紓緩行動及監控措施，並協助持續更新風險處理情況。

本公司每半年進行檢討，以跟進企業風險紀錄冊記錄之重大風險及相關行動，並向審核委員會匯報結果。年終風險管理評估結果經由審核委員會向董事會匯報。本公司將繼續加強風險管理並將風險管理方針標準化。

於本年度後，審核委員會已檢討本年度風險管理系統是否行之有效及足夠，而董事會對本集團之風險管理系統之有效性及足夠性感到滿意，並認為本公司於本年度已遵守有關風險管理之守則條文。

RISK MANAGEMENT AND INTERNAL CONTROL 風險管理及內部監控(續)

(Cont'd)

Internal Control

Annual Review

Based on the annual assessment made by the Independent Auditors and the works done by Internal Audit Department, the Audit Committee and the Board were satisfied with the effectiveness and adequacy of the system of internal control of the Group and concluded that:

- (1) the Company had complied with the Code Provisions in respect of internal control during the Year;
- (2) a framework of prudent and effective controls had been established to identify, evaluate and manage the risks;
- (3) internal control and accounting systems of the Group were effective and adequate;
- (4) significant risks and control failings or weaknesses (if any) that may influence the Group and the changes since last annual review had been identified, evaluated and managed through the ongoing monitoring process;
- (5) material transactions were executed with the management's authorisation;
- (6) the Company's processes for financial reporting and Listing Rules compliance were effective; and
- (7) the resources, qualifications and experience of staff of the Group's accounting, financial reporting and internal audit functions, and their training programmes and budget were adequate.

內部監控

年度檢討

根據獨立核數師之年度評估以及內部審核部所完成之工作，審核委員會及董事會對本集團之內部監控系統之有效性及足夠性感到滿意，並總結：

- (1) 本公司於本年度內已遵守有關內部監控之守則條文；
- (2) 本集團已設立審慎及有效之監控架構以識別、評估及管理風險；
- (3) 本集團之內部監控及會計系統屬有效及充足；
- (4) 本集團已透過持續監察過程識別、評估及管理可能影響本集團之重大風險及重大監控失誤或重大監控弱項(如有)以及自上上年度檢討後之轉變；
- (5) 本集團之重大交易獲管理層授權而執行；
- (6) 本公司有關財務報告及遵守上市規則規定之過程屬有效；及
- (7) 本集團在會計，財務匯報及內部審核職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算屬充足。

COMMUNICATIONS WITH SHAREHOLDERS

The Company acknowledges that general meetings are good communication channel with shareholders that the Directors and the chairmen of the Board Committees are encouraged to attend and answer questions from shareholders at general meetings. The chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee as well as the Independent Auditors had attended the annual general meeting of the Company held on 26 May 2021 ("2021 AGM") to answer questions from shareholders. All members of the independent board committee were available at the special general meeting held on 17 December 2021 ("2021 SGM") approving special resolution in connection with the proposed privatisation of the Company to address shareholders' queries.

At the commencement of each general meeting, the chairman of the meeting had explained the procedures for conducting a poll to the shareholders and the shareholders were allowed to raise any question concerning the poll procedures. At each of the meetings, separate resolutions were proposed by the chairman of the meeting and put forward to the shareholders for poll voting. Details of poll results are available at the Company's website (www.chineseestates.com).

As a channel to promote effective communication, the Company maintains a corporate website (www.chineseestates.com) to disseminate the Group's information.

The Company regulates the handling and dissemination of inside information as set out in the corporate communications manual to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. Such manual also provides guidance for coordinating the disclosure of material information to investors, analysts and media, identifies who could speak on the Company's behalf, and outlines the responsibility for communication with various stakeholder groups.

A shareholders' communication policy for enhancement of the corporate governance had been established and the Board had reviewed the shareholders' communication policy during the Year.

與股東之溝通

本公司深信股東大會為公司與股東之間良好之溝通渠道，並鼓勵董事及董事會轄下委員會主席出席股東大會及解答有關股東提問。審核委員會、薪酬委員會及提名委員會主席聯同獨立核數師均有出席於二零二一年五月二十六日舉行之股東週年大會（「二零二一年股東週年大會」）以回應股東提問。所有獨立董事委員會成員均有出席於二零二一年十二月十七日舉行以批准有關本公司私有化建議之特別決議案之股東特別大會（「二零二一年股東特別大會」）以解答股東提問。

於各股東大會開始時，大會主席向股東解釋以投票方式表決的程序，並容許股東可就相關表決程序作出提問。於各股東大會上，大會主席提呈獨立決議案，並提交予股東投票。有關投票表決結果之詳情可於本公司網站(www.chineseestates.com)瀏覽。

為提高溝通成效，本公司設有公司網站 (www.chineseestates.com)，以發放本集團資料。

本公司按企業通訊手冊所載監管內幕消息的處理及發布，以確保該等內幕消息經妥為批准披露前維持保密，並以有效率及一致的方式發布。該手冊亦訂明向投資者、分析員及傳媒披露重要資料之指引，確定可代表本公司發言之人士，以及界定與各利益相關團體溝通之責任。

為提升企業管治，本公司已制定股東通訊政策，董事會亦於本年度內檢討該股東通訊政策。

DIVIDEND POLICY

The Board has adopted a dividend policy for the Company that aims to set out the principles and guidelines of the Company in relation to the declaration, recommendation and payment of dividends to its shareholders (the "Dividend Policy").

Under the Dividend Policy, the Company does not have any pre-determined dividend payout ratio. Distribution of dividends should be in the interests of the Company and its shareholders as a whole. When considering dividend declaration or recommendation, the Board shall take into account the following factors:

- (1) business condition and strategy of the Group;
- (2) capital requirement for the Group's existing/potential project or investment;
- (3) earnings, financial and cash flow position and distributable reserves of the Company and the Group; and
- (4) other factors that the Board deems relevant.

The declaration and payment of dividends is subject to the provisions of the Bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended from time to time) and any other applicable laws, rules and regulations.

The Company's dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in future.

The Board has the sole discretion to recommend or not to recommend final dividends to the shareholders for approval; and to declare or not to declare any other dividends, including but not limited to interim and/or special dividends, after taking into consideration the factors as stated in (1) to (4) above.

The Dividend Policy may be updated, amended, modified and/or cancelled from time to time as the Board may think fit and necessary.

股息政策

董事會採納本公司之股息政策，旨在列明有關本公司向其股東宣派、建議及派發股息之原則及指引（「股息政策」）。

根據股息政策，本公司並無任何預定的派息比率。派發股息應符合本公司及其股東的整體利益。當考慮宣派或建議派發股息時，董事會應考慮以下因素：

- (1) 本集團的業務狀況及策略；
- (2) 本集團現有/潛在項目或投資的資本需求；
- (3) 本公司及本集團的盈利、財務及現金流量狀況以及可分派儲備；及
- (4) 董事會認為相關的其他因素。

宣派及派付股息受限於本公司之公司細則、百慕達一九八一年公司法（經不時修訂）及任何其他適用法律、規則及法規。

本公司過往的股息分派記錄不可用作釐定本公司日後可能宣派或派付之股息水平之參考或基準。

董事會經考慮上述(1)至(4)項因素後，可全權酌情建議或不建議向股東派發末期股息；及宣派或不宣派任何其他股息，包括但不限於中期及/或特別股息。

董事會認為適當和必要時，可不時更新、修訂、修改及/或取消股息政策。

SHAREHOLDERS' RIGHTS

Convene a Special General Meeting

Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company can at all times submit a signed written requisition, specifying the purpose, to the Board or the Company Secretary to request the convening of a special general meeting ("SGM") and deposit the requisition at the principal office of the Company in Hong Kong or the registered office of the Company in Bermuda, the addresses are disclosed in "Corporate Information" of this annual report.

If within twenty-one days of such deposit the Board fails to proceed to convene the SGM, the requisitionist(s), or any of them representing more than one half of the total voting rights of all of them, may convene a SGM, but any SGM so convened shall not be held after the expiration of three months from twenty-one days of the deposit.

Put Forward the Proposals at Shareholders' Meeting

Shareholder(s) representing not less than one-twentieth of the total voting rights of all shareholders having a right to vote at the general meeting at the date of the requisition or shareholders not less than 100 in total can submit a written requisition to the Board or the Company Secretary to propose a resolution at the general meeting (the "Written Requisition").

The Written Requisition must be accompanied by (i) the proposed resolution; and (ii) a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at the general meeting. The Written Requisition must contain the signatures of all the requisitionist(s). The Written Requisition must be deposited at the principal office of the Company in Hong Kong or the registered office of the Company in Bermuda, the addresses are disclosed in "Corporate Information" of this annual report, not less than six weeks before the general meeting in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition.

股東權利

召開股東特別大會

股東(於送達書面要求日期擁有不少於本公司已繳足股本十分之一附有權利可於本公司股東大會上投票之股份)可隨時向董事會或公司秘書提交已簽署並列明目的之書面要求，要求召開股東特別大會(「股東特別大會」)，並將該書面要求送達本公司香港主要辦事處或本公司百慕達註冊辦事處，地址均載於本年報「公司資料」內。

倘董事會未能於送達日期起計二十一日內召開股東特別大會，則提出要求人士或持有全體提出要求人士之過半數總投票權之任何要求人士可自行召開股東特別大會，惟任何因此召開之股東特別大會不可於送達日期第二十一日起計三個月後舉行。

於股東大會提呈建議

股東(於要求日期擁有不少於全體有權於股東大會上投票之股東總投票權二十分之一)，或不少於合共一百名股東，可向董事會或公司秘書提呈書面要求於股東大會上提呈決議案(「書面要求」)。

書面要求須連同(i)提呈之決議案；及(ii)一份不多於一千字有關提呈之決議案所述之事宜或將於股東大會上處理之事務之陳述書。書面要求須包含全體要求人士之簽名。如該要求牽涉發出決議案通知，書面要求須於股東大會前不少於六個星期前送達本公司香港主要辦事處或本公司百慕達註冊辦事處，地址均載於本年報「公司資料」內；如屬於任何其他要求，則須於股東大會前不少於一個星期前送達。

SHAREHOLDERS' RIGHTS (Cont'd)

Put Forward the Proposals at Shareholders' Meeting (Cont'd)

Provided that if, after a copy of the Written Requisition requiring notice of a resolution has been deposited at the principal office of the Company in Hong Kong or the registered office of the Company in Bermuda, an annual general meeting is called for a date which is six weeks or less after the copy has been deposited, the copy though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

The shareholders concerned must deposit a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement given by the requisitionists to all shareholders in accordance with the requirements under the applicable laws and rules.

Propose a Candidate for Election as a Director at an Annual General Meeting

Procedures for shareholders to propose a person for election as a Director had been established and published at the Company's website (www.chineseestates.com).

Shareholders' enquiries

Shareholders can raise their enquiries to the Board or the Company Secretary in writing by sending such written enquiries to the principal office of the Company in Hong Kong at the address disclosed in "Corporate Information" of this annual report or by email at investor.relations@chineseestates.com. Shareholders also have right to raise questions at general meetings.

CONSTITUTIONAL DOCUMENTS

During the Year, there was no change in the Company's constitutional documents.

股東權利(續)

於股東大會提呈建議(續)

倘須發出決議案通知之書面要求副本已送達本公司香港主要辦事處或本公司百慕達註冊辦事處，而本公司於該副本送達後六個星期或少於六個星期之日召開股東週年大會，則即使該副本未於規定時間內送達亦應視作妥為送達。

股東需存放一筆用於支付本公司根據適用的法律及條例規定而向全體股東送達決議案通知及傳閱要求人士提交的陳述書所產生的開支的合理及足夠款項。

提名人選於股東週年大會參選董事

本公司已制定股東提名人參選董事的程序，並於本公司網站發布(www.chineseestates.com)。

股東查詢

股東可以書面方式向董事會或公司秘書作查詢，該書面查詢可送交至本公司香港主要辦事處，地址載於本年報「公司資料」內或電郵至 investor.relations@chineseestates.com。股東亦有權於股東大會上作出提問。

組織章程文件

於本年度，本公司之組織章程文件沒有任何變動。

DEVIATIONS FROM CODE PROVISIONS

Non-executive Directors Attending General Meetings

Mr. Lau, Ming-wai, a NED, was unable to attend the 2021 AGM and the 2021 SGM as he had business engagement.

Chairman Attending Annual General Meeting

Mr. Lau, Ming-wai, the Chairman, was unable to attend the 2021 AGM as he had business engagement. Mr. Chan, Kwok-wai, the chairman of the Audit Committee and the Remuneration Committee, was elected as the chairman of the 2021 AGM to ensure effective communication with shareholders of the Company at the 2021 AGM. The chairman of the Nomination Committee, Ms. Phillis Loh, Lai-ping had also attended the 2021 AGM.

CONCLUSION

The Company believes that corporate governance principles and practices are essential to the business communities. Ongoing effort will be put to review its corporate governance practices from time to time so as to accommodate the changing circumstances. The Company will strive to maintain and strengthen the standard and quality of its corporate governance.

偏離守則條文

非執行董事出席股東大會

非執行董事劉鳴煒先生因公務而未能出席二零二一年股東週年大會及二零二一年股東特別大會。

主席出席股東週年大會

董事會主席劉鳴煒先生因公務而未能出席二零二一年股東週年大會。審核委員會及薪酬委員會主席陳國偉先生被選為二零二一年股東週年大會主席，以確保與本公司股東於二零二一年股東週年大會上保持有效的溝通。提名委員會主席羅麗萍女士亦有出席二零二一年股東週年大會。

總結

本公司相信企業管治原則及常規對商業社會而言至關重要，故本公司亦將持續不時檢討其企業管治常規，以符合環境上之轉變。本公司將致力維持及加強其企業管治標準及質素。

The directors of the Company (the "Directors" or the "Board") are pleased to present to the shareholders their report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2021 (the "Year").

PRINCIPAL ACTIVITIES

During the Year, the Company acted as an investment holding company and its subsidiaries were principally engaged in property investment and development, building and property management, brokerage, securities investment, money lending and cosmetics distribution and trading.

BUSINESS REVIEW

A review of the business of the Group during the Year, discussion on the Group's future business development and description of possible risks and uncertainties that the Group may be facing can be found in the Chairman's Statement of this annual report. Furthermore, the financial risk management objectives and policies of the Group can be found in Note 5 to the consolidated financial statements. Particulars of important event(s) affecting the Group that has/have occurred since the end of the Year are contained in the Chairman's Statement of this annual report. An analysis of the Group's performance during the Year using financial key performance indicators is provided in the Financial Operation Review of this annual report. Discussions on the Group's environmental policies and performance, relationships with its key stakeholders, and compliance with the relevant laws and regulations that have a significant impact on the Group are provided in the Chairman's Statement, the Corporate Governance Report, the Directors' Report and the Environmental, Social and Governance Report of this annual report.

OPERATING SEGMENTS INFORMATION

The Group's revenue and contribution to profit for the Year from operations analysed by principal activities are set out in Notes 7 and 8 to the consolidated financial statements.

SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's principal subsidiaries and associates as at 31 December 2021 are set out in Notes 47 and 48 to the consolidated financial statements.

本公司董事(「董事」或「董事會」)欣然向股東提呈董事會報告書連同本公司及其附屬公司(「本集團」)截至二零二一年十二月三十一日止年度(「本年度」)之經審核綜合財務報表。

主要業務

於本年度內，本公司為一間投資控股公司，其附屬公司主要從事物業投資及發展、樓宇及物業管理、經紀服務、證券投資、放債及化妝品分銷及貿易業務。

業務審視

有關本集團本年度內業務的審視、本集團未來業務發展之討論及本集團面對的潛在風險及不明朗因素的陳述，載於本年報之主席報告書內。另外，綜合財務報表附註5刊載了本集團的金融風險管理目標及政策。本年度終結後發生並對本集團有影響的重大事項之詳情，則刊載於本年報之主席報告書內。以財務關鍵表現指標分析的本集團年內表現於本年報之財務業務回顧內列載。關於本集團環境政策及表現、與主要權益人的關係、及對本集團有重大影響的相關法律與法規之遵守情況之討論則於本年報的主席報告書、企業管治報告書、董事會報告書及環境、社會及管治報告書內列載。

營運分類資料

本集團以主要業務劃分之收入及本年度經營溢利貢獻分析載於綜合財務報表附註7及8。

附屬公司及聯營公司

本公司於二零二一年十二月三十一日之主要附屬公司及聯營公司之詳情，載於綜合財務報表附註47及48。

RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on pages 119 to 120.

During the Year, the Board did not declare any interim dividend (2020: HK1 cent per share).

The Board resolved not to recommend the payment of final dividend for the Year (2020: HK1 cent per share).

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years is set out on pages 282 to 283.

PRINCIPAL PROPERTIES AND PROPERTY DEVELOPMENT RIGHTS

Details of the principal properties and property development rights of the Group as at 31 December 2021 are set out on pages 284 to 288.

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the Year are set out in Note 20 to the consolidated financial statements.

INVESTMENT PROPERTIES

During the Year, the Group acquired an investment property (through acquisition of a subsidiary) of approximately HK\$160,959,000 (2020: HK\$900,562,000) and did not dispose of any investment properties (2020: nil).

Other movements in investment properties during the Year are set out in Note 19 to the consolidated financial statements.

CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to approximately HK\$1,761,000 (2020: HK\$58,000).

業績及分配

本集團於本年度之業績載於第119至第120頁之綜合全面收益報表內。

於本年度內，董事會並無宣派任何中期股息(二零二零年：每股1港仙)。

董事會議決不建議派發本年度之末期股息(二零二零年：每股1港仙)。

財務概要

本集團過去五年之業績、資產及負債概要載於第282至第283頁。

主要物業及物業發展權益

本集團於二零二一年十二月三十一日之主要物業及物業發展權益詳情載於第284至第288頁。

物業、廠房及設備

物業、廠房及設備於本年度內之變動情況載於綜合財務報表附註20。

投資物業

於本年度內，本集團(透過購入一間附屬公司)購入一個投資物業約為160,959,000港元(二零二零年：900,562,000港元)，且並無出售任何投資物業(二零二零年：無)。

其他投資物業於本年度內之變動詳情載於綜合財務報表附註19。

慈善捐款

本集團於本年度內之慈善捐款額約為1,761,000港元(二零二零年：58,000港元)。

GROUP BORROWINGS AND INTEREST CAPITALISED

Details of secured bank borrowings and other borrowings repayable within one year or on demand and long-term secured bank borrowings are shown in Note 34 to the consolidated financial statements.

During the Year, interest capitalised amounted to approximately HK\$2,349,000 (2020: HK\$2,838,000) by the Group.

RESERVES

Movements in the reserves of the Group during the Year are set out on pages 124 to 128.

As at 31 December 2021, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted of approximately HK\$14,046,782,000 (2020: HK\$16,382,789,000).

SHARE CAPITAL

Movement in the share capital of the Company during the Year is set out in Note 36 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

No pre-emptive rights exist under the laws of Bermuda, being the jurisdiction in which the Company is incorporated.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

EQUITY-LINKED AGREEMENTS

During the Year, the Company did not enter into any equity-linked agreement.

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's businesses were entered into or existed during the Year.

集團借貸及資本化之利息

須於一年內或按要求償還之有抵押銀行借貸及其他借貸及有抵押的長期銀行借貸之詳情載於綜合財務報表附註34。

本集團於本年度內資本化之利息約為2,349,000港元(二零二零年：2,838,000港元)。

儲備

本集團之儲備於本年度內之變動情況載於第124至第128頁。

於二零二一年十二月三十一日，根據百慕達一九八一年公司法(經修訂)之規定所計算，本公司可供分派之儲備約為14,046,782,000港元(二零二零年：16,382,789,000港元)。

股本

本公司之股本於本年度內之變動情況載於綜合財務報表附註36。

優先購買權

本公司於百慕達註冊成立，該司法管轄區之法律並無存在優先購買權。

購買、出售或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

股票掛鈎協議

於本年度內，本公司並無訂立任何股票掛鈎協議。

管理合約

除僱員聘任合約外，本集團於本年度內並無就全部或任何重大部分之本公司業務管理及行政訂立或存在任何合約。

MAJOR CUSTOMERS AND SUPPLIERS

The revenue and aggregate revenue attributable to the Group's largest customer and five largest customers accounted for approximately 38% and 53% of the Group's total revenue (excluding the Group's interest income from bonds and structured products, dividend income from listed and unlisted equity investments and gain on sales of investments held-for-trading) for the Year respectively.

At no time during the Year did a Director, a close associate of a Director or a shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's share capital) have an interest in any of the Group's five largest customers.

The aggregate purchases attributable to the Group's five largest suppliers amounted to less than 30% of the Group's total purchases for the Year.

DIRECTORS

The Directors during the Year or up to the date of this Directors' Report are:

Executive Directors:

Ms. Chan, Sze-wan

(resigned as Executive Director and Chief Executive Officer on 17 February 2021)

Ms. Chan, Hoi-wan *(Chief Executive Officer)*

(appointed as Chief Executive Officer on 17 February 2021)

Ms. Chan, Lok-wan

Mr. Lam, Kwong-wai

Non-executive Directors:

Mr. Lau, Ming-wai *(Chairman)*

Ms. Amy Lau, Yuk-wai

Independent Non-executive Directors:

Mr. Chan, Kwok-wai

Ms. Phillis Loh, Lai-ping

Mr. Ma, Tsz-chun

Ms. Chan, Lok-wan, Mr. Lau, Ming-wai and Ms. Amy Lau, Yuk-wai will retire from office at the forthcoming annual general meeting pursuant to Bye-law 111 of the Bye-laws of the Company and all being eligible will offer themselves for re-election.

主要客戶及供應商

本集團從最大客戶及五大客戶取得之收入及合計收入分別約佔本集團於本年度之總收入之38%及53% (不包括本集團來自債券及結構性產品的利息收入，上市及非上市股本投資的股息收入以及出售持作買賣之投資收益)。

董事、董事之緊密聯繫人或本公司股東(據董事所知擁有本公司股本超過5%)概無於本年度內任何時候於本集團五大客戶之中擁有權益。

本集團之五大供應商之合計購貨額低於本集團於本年度之購貨總額之30%。

董事

於本年度內或直至本董事會報告書日期止，董事為：

執行董事：

陳詩韻女士

(於二零二一年二月十七日辭任為執行董事及行政總裁)

陳凱韻女士 *(行政總裁)*

(於二零二一年二月十七日獲委任為行政總裁)

陳諾韻女士

林光蔚先生

非執行董事：

劉鳴煒先生 *(主席)*

劉玉慧女士

獨立非執行董事：

陳國偉先生

羅麗萍女士

馬時俊先生

根據本公司之公司細則第111條，陳諾韻女士、劉鳴煒先生及劉玉慧女士將在即將舉行之股東週年大會上告退為董事，彼等均合資格及願意膺選連任。

SERVICE CONTRACTS OF DIRECTORS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 31 December 2021, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO") as recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Appendix 10 of Model Code for Securities Transactions by Directors of Listed Issuers contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

I The Company

Name of Director 董事姓名	Number of Shares Held 所持股份數目	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Ms. Chan, Hoi-wan ("Ms. HW Chan") 陳凱韻女士(「陳凱韻女士」)	1,430,700,768	*	Interest in controlled corporation and interest of children under 18 於受控制公司之權益及未滿18歲子女之權益	74.99%

Note:

- * These shares of the Company were indirectly owned by Sino Omen Holdings Limited (as disclosed under "Substantial Shareholders' Interests in the Securities of the Company"), the entire issued share capital of which was held by Ms. HW Chan as the trustee of her minor children Lau, Chung-hok, Lau, Sau-wah and Lau, Sau-yee.

董事服務合約

本公司或其任何附屬公司並無與董事簽訂任何一年內若由僱主終止合約時須作出賠償(法定賠償除外)之服務合約。

董事及最高行政人員於本公司及相聯法團之證券權益

於二零二一年十二月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有之權益及淡倉，按本公司根據證券及期貨條例第352條備存之登記冊所載或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十《上市發行人董事進行證券交易的標準守則》知會本公司及聯交所如下：

I 本公司

附註：

- * 本公司之該等股份由Sino Omen Holdings Limited間接持有(即「主要股東於本公司之證券權益」項下所披露)，其全部已發行股本由陳凱韻女士(作為其未成年子女劉仲學、劉秀樺及劉秀兒之信託人)持有。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

(Cont'd)

董事及最高行政人員於本公司及相聯法團之證券權益(續)

II Associated corporations of the Company

II 本公司之相聯法團

Name of Director 董事姓名	Name of Associated Corporations 相聯法團名稱	Number of Share(s) Held 所持股份數目	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Ms. HW Chan 陳凱韻女士	Sino Omen Holdings Limited	50,000	*	Interest of children under 18 未滿18歲子女之權益	100%
Ms. HW Chan 陳凱韻女士	Solar Bright Ltd.	1	*	Interest in controlled corporation and interest of children under 18 於受控制公司之權益及未滿18歲子女之權益	100%

Note:

- * Ms. HW Chan (as the trustee for her minor children Lau, Chung-hok, Lau, Sau-wah and Lau, Sau-yee) directly held the entire issued share capital of Sino Omen Holdings Limited. Sino Omen Holdings Limited directly held the entire issued share capital of Solar Bright Ltd.. Therefore, Ms. HW Chan as the trustee for her said minor children was also regarded as interested in the entire issued share capital of Solar Bright Ltd..

附註：

- * 陳凱韻女士(作為其未成年子女劉仲學、劉秀樺及劉秀兒之信託人)直接持有Sino Omen Holdings Limited之全部已發行股本。Sino Omen Holdings Limited直接持有Solar Bright Ltd.之全部已發行股本。因此，陳凱韻女士作為其上述未成年子女之信託人，亦被視為擁有Solar Bright Ltd.全部已發行股本。

The interests stated above represent long position. The percentage shown was the number of shares the relevant Director was interested in expressed as a percentage of the number of issued shares as at 31 December 2021.

上述權益為好倉。所顯示的百分比為有關董事於二零二一年十二月三十一日所擁有之股份數目佔已發行股份數目之百分比。

Save as disclosed above, none of the other Directors and chief executives of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2021.

除上文所披露者外，於二零二一年十二月三十一日，其他董事或本公司最高行政人員概無擁有或根據證券及期貨條例被視為擁有本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券之任何權益或淡倉。

During the Year, none of the Directors and chief executives of the Company nor their spouses or children under 18 years of age were granted or had exercised any right to subscribe for any securities of the Company or any of its associated corporations.

於本年度內，董事或本公司最高行政人員以及彼等之配偶或十八歲以下之子女概無獲授予或行使任何可認購本公司或其任何相聯法團之任何證券之權利。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

主要股東於本公司之證券權益

As at 31 December 2021, so far as are known to any Directors or chief executives of the Company, the following parties (other than Directors or chief executives of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

據董事或本公司最高行政人員所知悉，於二零二一年十二月三十一日，本公司根據證券及期貨條例第336條須備存之登記冊所載或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益之人士(董事或本公司最高行政人員除外)如下：

Name of Substantial Shareholders 主要股東名稱	Number of Shares Held 所持股份數目	Notes 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Mr. Joseph Lau, Luen-hung ("Mr. Joseph Lau") 劉鑾雄先生(「劉鑾雄先生」)	1,430,700,768	△	Interest of spouse and interest of children under 18 配偶之權益及未滿18歲子女之權益	74.99%
Sino Omen Holdings Limited (Incorporated in the British Virgin Islands) (於英屬維爾京群島註冊成立)	1,430,700,768	*	Interest in controlled corporation 於受控制公司之權益	74.99%
Solar Bright Ltd. (Incorporated in the British Virgin Islands) (於英屬維爾京群島註冊成立)	1,430,700,768	*	Beneficial owner and interest in controlled corporation 實益擁有人及於受控制公司之權益	74.99%
Century Frontier Limited (Incorporated in the British Virgin Islands) (於英屬維爾京群島註冊成立)	476,425,000	*	Beneficial owner 實益擁有人	24.97%
Joseph Lau Luen Hung Investments Limited (Incorporated in the British Virgin Islands) (於英屬維爾京群島註冊成立)	230,984,820	*	Beneficial owner 實益擁有人	12.10%

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY (Cont'd)

Notes:

- △ Mr. Joseph Lau was deemed to be interested in the same parcel of shares that his spouse, Ms. HW Chan, and his minor children, Lau, Chung-hok, Lau, Sau-wah and Lau, Sau-ye, deemed to have interests.
- * Solar Bright Ltd. held the entire issued share capital of Century Frontier Limited and Joseph Lau Luen Hung Investments Limited and therefore was deemed to be interested in 476,425,000 shares of the Company held by Century Frontier Limited and 230,984,820 shares of the Company held by Joseph Lau Luen Hung Investments Limited respectively. In addition, Solar Bright Ltd. directly held 723,290,948 shares of the Company. As such, Solar Bright Ltd. was interested or deemed to have interested in a total of 1,430,700,768 shares of the Company. Sino Omen Holdings Limited held the entire issued share capital of Solar Bright Ltd. and therefore was deemed to be interested in 1,430,700,768 shares of the Company, which were referred to in the interests of Ms. HW Chan as disclosed under "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations".

All the interests stated above represent long positions. As at 31 December 2021, no short positions were recorded in the register kept by the Company under section 336 of the SFO.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the Year, Ms. HW Chan, Mr. Lau, Ming-wai and Ms. Chan, Sze-wan (resigned as Director of the Company on 17 February 2021) had personal and/or directorship interests in private companies engaged in property investment business and securities investment business; Ms. HW Chan and Ms. Chan, Sze-wan had personal interest in a private company engaged in money lending business; and Ms. HW Chan had personal and/or directorship interests in a private company engaged in property development business. As such, he/she was regarded as being interested in such businesses, which competed or might compete with the Group.

主要股東於本公司之證券權益 (續)

附註：

- △ 劉鑾雄先生被視為擁有其配偶陳凱韻女士及其未成年子女劉仲學、劉秀樺及劉秀兒被視為擁有之同一批股份權益。
- * Solar Bright Ltd. 持有 Century Frontier Limited 及 Joseph Lau Luen Hung Investments Limited 之全部已發行股本，故分別被視為擁有 Century Frontier Limited 及 Joseph Lau Luen Hung Investments Limited 所持有之 476,425,000 及 230,984,820 股本公司股份。此外，Solar Bright Ltd. 直接持有 723,290,948 股本公司股份。因此，Solar Bright Ltd. 擁有或被視為擁有合共 1,430,700,768 股本公司股份。Sino Omen Holdings Limited 持有 Solar Bright Ltd. 之全部已發行股本，故被視為擁有 1,430,700,768 股本公司股份，即「董事及最高行政人員於本公司及相聯法團之證券權益」項下所披露陳凱韻女士之權益中所指之權益。

上述所有權益均為好倉。於二零二一年十二月三十一日，根據本公司按證券及期貨條例第336條備存之登記冊所載概無任何淡倉。

董事於競爭性業務之權益

於本年度內，陳凱韻女士、劉鳴煒先生及陳詩韻女士（於二零二一年二月十七日辭任本公司董事）於經營物業投資業務及證券投資業務之私人公司中擁有個人及／或董事之權益；陳凱韻女士及陳詩韻女士於經營放債業務之私人公司中擁有個人之權益；及陳凱韻女士於經營物業發展業務之私人公司中擁有個人及／或董事之權益。因此，彼等被視為於與本集團構成競爭或可能構成競爭之業務中擁有權益。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd)

In addition, Mr. Joseph Lau, a former executive Director, Chairman of the Board and Chief Executive Officer of the Company, had through certain private companies wholly-owned by him acquired the retail shops of York Place, Excelsior Plaza (include Laforet) and Southorn Centre (also known as Wanchai Computer Centre) from the Group in 2010, certain floors and car parking spaces constituted part of the properties known as Silvercord and the properties known as The ONE from the Group in 2015 as well as the properties known as Windsor House from the Group in 2016 (collectively the "Private Properties"). Each of Ms. HW Chan and Ms. Chan, Sze-wan (resigned as Director of the Company on 17 February 2021) was a director of or deemed to have certain interests in one or more of the said companies during the Year. There might be potential leasing competition for existing and prospective tenancies between the Private Properties and investment properties held by the Group. In order to manage such potential leasing competition, Mr. Joseph Lau had provided certain undertakings and the Company had agreed with the Stock Exchange to implement certain measures for monitoring the compliance of such undertakings. Details of such undertakings and monitoring measures were set out in the circulars of the Company dated 18 June 2010, 23 September 2014, 7 January 2015 and 15 January 2016. The independent non-executive directors of the Company ("INEDs") had carried out an annual review on the compliance of the said undertakings and monitoring measures and confirmed that such undertakings and monitoring measures were duly complied with and considered adequate monitoring measures were in place to avoid the potential leasing competition during the Year.

The Directors are aware of their fiduciary duties and will act honestly and in good faith in the interests of the Company and will avoid any potential conflict of interests and duties. The Company comprises three INEDs and all of them are members of the audit committee of the Company, so that the interests of its shareholders can be adequately represented.

Other than as disclosed above, none of the Directors were interested in any businesses apart from the Group's businesses, which competed or was likely to compete, either directly or indirectly, with the Group's businesses.

董事於競爭性業務之權益(續)

此外，劉鑾雄先生(為本公司之前執行董事、董事會主席兼行政總裁)透過若干全資擁有私人公司於二零一零年向本集團購入York Place、怡東商場(包括東角Laforet)及修頓中心(亦稱灣仔電腦城)之零售商舖，於二零一五年從本集團購入名為新港中心之物業當中若干樓層與車位及名為The ONE之物業以及於二零一六年從本集團購入名為皇室大廈之物業(統稱為「該等私人物業」)。陳凱韻女士及陳詩韻女士(於二零二一年二月十七日辭任本公司董事)於本年度內各自為上述一間或多間公司之董事或被視為於上述一間或多間公司擁有若干權益。該等私人物業與本集團持有之投資物業之間可能存在現時及未來租約之潛在租賃競爭。為處理該等潛在租賃競爭，劉鑾雄先生已提供若干承諾，而本公司亦已向聯交所同意就監察該等承諾之遵守情況實施若干措施。有關該等承諾及監察措施之詳情已載於本公司日期為二零一零年六月十八日、二零一四年九月二十三日、二零一五年一月七日及二零一六年一月十五日之通函內。本公司之獨立非執行董事(「獨立非執行董事」)已就上述承諾及監察措施之遵守情況進行年度檢討，並確認於本年度內已遵守該等承諾及監察措施，並認為本公司已採取充足的監察措施以避免潛在租賃競爭。

董事知悉其誠信責任，將會秉誠行事以符合本公司之利益，並避免任何潛在利益及責任衝突。本公司之獨立非執行董事共三名，全部均為本公司之審核委員會成員，故足以代表其股東之利益。

除上文所披露者外，概無董事在本集團業務以外於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

DIRECTORS' INDEMNITIES

According to the Company's Bye-laws, each Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the extent allowed by the Companies Act 1981 of Bermuda (as amended)) which such Director may sustain or incur in or about the execution of the duties of the Director's office or otherwise in relation thereto. The Company has provided indemnity to INEDs since July 2014 by issuing a letter to each of the INEDs. The Company has also arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group which was in force during the Year and up to the date of this Directors' Report.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

There were no arrangements to which the Company or any of the Company's subsidiaries was a party to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate during the Year.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as the agreement(s) disclosed under the heading "Connected Transactions" below and the facility agreement(s) entered into between the Group and Ms. HW Chan as disclosed under "Material Related Party Transactions" in Note 46 to the consolidated financial statements, there were no other transactions, arrangements or contracts of significance in relation to the Company's businesses, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director or an entity connected with a Director had, whether directly or indirectly, a material interest, nor there were any other transactions, arrangements or contracts of significance in relation to the Company's businesses between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

董事的彌償保證

根據本公司之公司細則規定，在百慕達一九八一年公司法(經修訂)許可之情況下，每位董事就履行其職務或職責或有關的其他事情而蒙受或招致所有損失或責任，均有權獲得公司以其資產賠償。本公司自二零一四年七月起已向每位獨立非執行董事發出函件提供彌償保證。本公司亦已為本集團董事及高級人員安排適當的董事及高級人員責任保險，並於本年度內及截至本董事會報告書日期止有效。

購買股份或債券之安排

本公司或本公司之任何附屬公司概無於本年度內作出安排，以使董事可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

董事及控權股東於合約之權益

除於下述「關連交易」一節所述之協議及載於綜合財務報表附註46「重大關連人士交易」有關本集團與陳凱韻女士訂立之融資協議外，於年結時或本年度內任何時間本公司或本公司之任何附屬公司所訂立與本公司業務有關之重要交易、安排或合約中，董事或與彼有關連之實體概無直接或間接擁有重大權益；此外，本公司或本公司之任何附屬公司亦無與控權股東或其任何附屬公司訂立與本公司業務有關之其他重要交易、安排或合約。

CONNECTED TRANSACTIONS

Connected Transaction and Continuing Connected Transactions

(1) On 28 February 2019, Chinese Estates, Limited (being a direct wholly-owned subsidiary of the Company) ("CEL") (as tenant) entered into (a) a tenancy agreement in relation to the leasing of the whole of 17th floor of Chubb Tower, Windsor House (the "First Tenancy Agreement") at a rent of HK\$1,025,000 per month (excluding service charges and rates) for a term of 3 years commencing from 1 March 2019 to 28 February 2022 (the "First Tenancy"); and (b) an agreement for lease in relation to the leasing of the whole of 19th floor, the whole of 20th floor and the whole of 21st floor of Chubb Tower, Windsor House (the "Framework Agreement") at a rent of HK\$1,084,000, HK\$1,044,000 and HK\$1,056,000 per month (excluding service charges and rates) respectively for a term of 3 years commencing from a date or dates to be agreed between the parties provided that the commencement date(s) shall not be earlier than 1 November 2019 or later than 29 February 2020 (the "Subsequent Tenancies"), with Windsor House Limited ("WHL") (as landlord) for the purpose of new headquarter of the Group. On 18 October 2019, a tenancy agreement for the Subsequent Tenancies was entered into for a term of 3 years commencing from 1 November 2019 to 31 October 2022 (the "Subsequent Tenancy Agreement" together with the First Tenancy Agreement, the "Tenancy Agreements").

As disclosed in the Company's announcement dated 28 February 2019, the caps of the service charges and rates payment as well as the fit-out administration fee payment payable by CEL to WHL under the First Tenancy and the Subsequent Tenancies for the Year were set at HK\$10,000,000 and HK\$700,000 respectively (the "Charges Caps").

關連交易

關連交易及持續關連交易

(1) 於二零一九年二月二十八日，華人置業有限公司（為本公司之直接全資擁有附屬公司）（「華置」）（作為租戶）與Windsor House Limited（「WHL」）（作為業主）訂立(a)一份由二零一九年三月一日至二零二二年二月二十八日止為期三年，有關租賃皇室大廈安達人壽大樓17樓全層的租賃協議（「第一份租賃協議」），每月租金為1,025,000港元（不包括服務費及差餉）（「第一租賃」）；及(b)一份由訂約方之間協定之日期起計為期三年（惟該日期不得早於二零一九年十一月一日或遲於二零二零年二月二十九日），有關租賃皇室大廈安達人壽大樓19樓全層、20樓全層及21樓全層之同意租賃協議（「框架協議」），每月租金分別為1,084,000港元、1,044,000港元及1,056,000港元（不包括服務費及差餉）（「其後租賃」），作為本集團之新總部。一份由二零一九年十一月一日至二零二二年十月三十一日止為期三年，有關其後租賃之租賃協議已於二零一九年十月十八日訂立（「其後租賃協議」，連同第一份租賃協議「租賃協議」）。

誠如本公司日期為二零一九年二月二十八日之公布所披露，華置根據第一租賃及其後租賃，於本年度應付予WHL之服務費及差餉款項上限以及裝修行政費款項上限分別為10,000,000港元及700,000港元（「收費上限」）。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transaction and Continuing Connected Transactions
(Cont'd)

(1) (Cont'd)

As at the date of the relevant announcement, WHL was indirectly owned by (i) Ms. HW Chan (an executive Director and a trustee of the substantial shareholders of the Company (who are two of her minor children)), both in her capacity as a trustee of her minor children and in her own capacity; (ii) Mr. Lau, Ming-wai (a non-executive Director, the Chairman of the Board and a substantial shareholder of the Company); and (iii) a family trust of Mr. Joseph Lau (the spouse of Ms. HW Chan), hence WHL was a connected person of the Company. Therefore, under Chapter 14A of the Listing Rules, (a) in respect of the First Tenancy, the entering into of the First Tenancy Agreement and the rental payment thereof constituted a connected transaction for the Company and the fit-out administration fee payment as well as the service charges and rates payment thereof constituted continuing connected transactions for the Company; and (b) in respect of the Subsequent Tenancies, the entering into of the Framework Agreement and the transactions contemplated thereunder (including the entering into of the Subsequent Tenancy Agreement, the rental payment, the fit-out administration fee payment as well as the service charges and rates payment thereof) constituted continuing connected transactions for the Company.

Given that (i) one or more of the applicable percentage ratios in respect of the value of the right-of-use asset under the First Tenancy and the maximum amount of the total value of the right-of-use asset under the Subsequent Tenancies, on an aggregated basis, exceeded 0.1% but less than 5%; and (ii) one of the applicable percentage ratios of the Charges Caps exceeded 0.1% but less than 5% at the date of entering into the First Tenancy Agreement and the Framework Agreement, therefore the First Tenancy and the Subsequent Tenancies (and the transactions contemplated thereunder) were exempt from the independent shareholders' approval requirement, but were subject to the reporting, announcement and (to the extent constituting continuing connected transactions for the Company) annual review requirements under Chapter 14A of the Listing Rules.

關連交易(續)

關連交易及持續關連交易(續)

(1) (續)

於有關公布之日期，WHL由(i)陳凱韻女士(執行董事及本公司之主要股東(彼之兩名未成年子女)之信託人)(以其未成年子女之信託人之身份及其本身之身份)；(ii)劉鳴煒先生(非執行董事、董事會主席及本公司之主要股東)；及(iii)劉鑾雄先生(陳凱韻女士之配偶)之家族信託間接擁有，故WHL為本公司之關連人士。因此，根據上市規則第14A章，(a)就第一租賃而言，訂立第一份租賃協議及其租金款項構成本公司之關連交易，而其裝修行政費款項以及其服務費及差餉款項構成本公司之持續關連交易；及(b)就其後租賃而言，訂立框架協議及其項下擬進行之交易(包括訂立其後租賃協議、其租金款項、其裝修行政費款項以及其服務費及差餉款項)構成本公司之持續關連交易。

鑒於(i)就第一租賃下之使用權資產價值及其後租賃下之使用權資產總值最高金額之一項或以上適用百分比率合併計算超過0.1%但少於5%；及(ii)於訂立第一份租賃協議及框架協議之日期，收費上限之其中一項適用百分比率超過0.1%但少於5%，因此，第一租賃及其後租賃(及其項下擬進行之交易)獲豁免有關獨立股東批准之規定，惟須遵守上市規則第14A章之申報、公布及(僅就本公司持續關連交易而已)年度審核規定。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transaction and Continuing Connected Transactions (Cont'd)

(1) (Cont'd)

Having reviewed the subject continuing connected transactions, the INEDs, pursuant to rule 14A.55 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company, on normal commercial terms and in accordance with the Tenancy Agreements governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company, pursuant to rule 14A.56 of the Listing Rules, confirmed in their letter made in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants (collectively the "HKICPA Guidelines") that the subject continuing connected transactions had received the approval of the Board, had been entered into in accordance with the Tenancy Agreements and had not exceeded the caps disclosed in the announcement of the Company made on 28 February 2019. The Company provided a copy of such letter to the Stock Exchange.

(2) On 12 June 2020, CEL (as tenant) entered into a tenancy agreement with WHL (as landlord) in relation to the leasing of the whole of 39th floor of Chubb Tower, Windsor House at a rent of HK\$1,409,500 per month (excluding service charges and rates) for a term of 3 years commencing from 13 June 2020 to 12 June 2023 (the "39F Tenancy") for the purpose of other part of the new headquarter of the Group (the "39F Tenancy Agreement").

關連交易(續)

關連交易及持續關連交易(續)

(1) (續)

獨立非執行董事根據上市規則第14A.55條之規定就持續關連交易進行年度審核，在檢討上述持續關連交易後，確認該等交易屬本公司之日常及一般業務，按照一般商業條款及根據租賃協議條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。

本公司之核數師已按照香港會計師公會所頒布之香港核證工作準則3000(經修訂)[歷史財務信息審計或審閱以外的鑒證業務]，以及參照《實務說明》第740號(經修訂)[關於香港《上市規則》所述持續關連交易的核數師函件](統稱「香港會計師公會準則」)，於其根據上市規則第14A.56條發出之信件中，確認上述持續關連交易已經由董事會批准，並根據租賃協議進行，且無超逾於二零一九年二月二十八日之公布所披露之上限。本公司已將該信件的副本呈交聯交所。

(2) 於二零二零年六月十二日，華置(作為租戶)與WHL(作為業主)訂立一份由二零二零年六月十三日至二零二三年六月十二日止為期三年，有關租賃皇室大廈安達人壽大樓39樓全層的租賃協議，每月租金為1,409,500港元(不包括服務費及差餉)(「39樓租賃」)，以作本集團新總部之另一部分(「39樓租賃協議」)。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transaction and Continuing Connected Transactions (Cont'd)

(2) (Cont'd)

As disclosed in the Company's announcement dated 12 June 2020, the caps of the service charges and rates payment as well as the fit-out administration fee payment payable by CEL to WHL under the 39F Tenancy for the Year were set at HK\$3,600,000 and HK\$500,000 respectively (the "39F Charges Caps").

As at the date of the relevant announcement, WHL was indirectly owned by (i) Ms. HW Chan (an executive Director and a trustee of the substantial shareholders of the Company (who are her minor children)), both in her capacity as a trustee of her minor children and in her own capacity; and (ii) a family trust of Mr. Lau, Ming-wai (a non-executive Director and the Chairman of the Board), hence WHL was a connected person of the Company. Therefore, under Chapter 14A of the Listing Rules, the entering into of the 39F Tenancy Agreement and the rental payment thereof constituted a connected transaction for the Company, and the service charges and rates payment as well as the fit-out administration fee payment thereof constituted continuing connected transactions for the Company.

Given that (i) certain applicable percentage ratios in respect of the value of the right-of-use asset under the 39F Tenancy Agreement, when aggregated with the right-of-use asset value under the Tenancy Agreements (as mentioned in paragraph (1) above), exceeded 0.1% but less than 5%; and (ii) certain applicable percentage ratios in respect of the largest aggregated amount of the 39F Charges Caps and the Charges Caps (as mentioned in paragraph (1) above) exceeded 0.1% but less than 5%, the 39F Tenancy Agreement and the transactions contemplated thereunder were exempt from the independent shareholders' approval requirement, but were subject to the reporting, announcement and (to the extent constituting continuing connected transactions for the Company) annual review requirements under Chapter 14A of the Listing Rules.

關連交易(續)

關連交易及持續關連交易(續)

(2) (續)

誠如本公司日期為二零二零年六月十二日之公布所披露，華置根據39樓租賃就本年度應付予WHL之服務費及差餉款項上限以及裝修行政費款項上限分別為3,600,000港元及500,000港元(「39樓收費上限」)。

於有關公布之日期，WHL由(i)陳凱韻女士(執行董事及本公司之主要股東(彼之未成年子女)之信託人)(以其未成年子女之信託人之身份及其本身之身份)；及(ii)劉鳴煒先生(非執行董事及董事會主席)之家族信託間接擁有，故WHL為本公司之關連人士。因此，根據上市規則第14A章，訂立39樓租賃協議及其租金款項構成本公司之關連交易，而其服務費及差餉款項以及裝修行政費款項構成本公司之持續關連交易。

鑒於(i)就39樓租賃協議下之使用權資產價值(當與租賃協議(於前段(1)提述)下之使用權資產價值合併計算)之若干適用百分比率超過0.1%但少於5%；及(ii)39樓收費上限及收費上限(於前段(1)提述)之最大合併金額之若干適用百分比率超過0.1%但少於5%，因此，39樓租賃協議及其項下擬進行之交易獲豁免有關獨立股東批准之規定，惟須遵守上市規則第14A章之申報、公布及(僅就本公司持續關連交易而已)年度審核規定。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transaction and Continuing Connected Transactions (Cont'd)

(2) (Cont'd)

Having reviewed the subject continuing connected transactions, the INEDs, pursuant to rule 14A.55 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company, on normal commercial terms and in accordance with the 39F Tenancy Agreement governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company, pursuant to rule 14A.56 of the Listing Rules, confirmed in their letter made in accordance with the HKICPA Guidelines that the subject continuing connected transactions had received the approval of the Board, had been entered into in accordance with the 39F Tenancy Agreement and had not exceeded the caps disclosed in the announcement of the Company made on 12 June 2020. The Company provided a copy of such letter to the Stock Exchange.

Continuing Connected Transactions

On 14 August 2020, CEL entered into a contract for services with Ms. HW Chan regarding the provision of (i) leasing administration services (including without limitation matters relating to dealing with tenants, rent collection and taking legal actions, but excluding services in relation to the referral of potential tenants and the negotiation with existing and/or potential tenants regarding terms of lease of properties), (ii) sale administration services (including without limitation the appointment of and coordination with estate agents for such sale but excluding any sale agency service), (iii) property management services (including matters relating to management, maintenance, operation, servicing and repairs of properties), (iv) property administration services (including without limitation accounting, recruitment, human resources administration works, taxation, marketing and information technology services) (the "Property Administration Services"), (v) asset management and maintenance services (including property, household and

關連交易(續)

關連交易及持續關連交易(續)

(2) (續)

獨立非執行董事根據上市規則第14A.55條之規定就持續關連交易進行年度審核，在檢討上述持續關連交易後，確認該等交易屬本公司之日常及一般業務，按照一般商業條款及根據39樓租賃協議條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。

本公司之核數師已按照香港會計師公會準則，於其根據上市規則第14A.56條發出之信件中，確認上述持續關連交易已經由董事會批准，並根據39樓租賃協議進行，且無超逾於二零二零年六月十二日之公布所披露之上限。本公司已將該信件的副本呈交聯交所。

持續關連交易

於二零二零年八月十四日，華置與陳凱韻女士訂立一份由二零二零年十一月一日至二零二三年十月三十一日止為期三年的服務合約，內容有關向陳凱韻女士、其聯繫人及／或親屬提供(i)租務行政服務(包括但不限於處理租客之往來、收租及採取法律行動，但不包括有關轉介潛在租戶以及與現有租戶及／或潛在租戶協商有關物業之租賃條款之服務)、(ii)銷售行政服務(包括但不限於就該等出售事項委任及與地產代理人進行協調，惟不包括任何銷售代理服務)、(iii)物業管理服務(包括有關物業之管理、保養、營運、服務及維修之事宜)、(iv)物業行政服務(包括但不限於會計、招聘、人力資源行政工作、稅務、市場推廣及資訊技術服務)(「物業行政服務」)、(v)資產管理及保養服務(包括有關物業及資產之物

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

other management and maintenance services in relation to properties and assets) (the "Asset Management and Maintenance Services"), (vi) rental services (including rental of motor vehicles, car plates, vessels, car parking spaces, premises and such other rental services) (the "Rental Services"), (vii) advisory and consultancy services (including general advisory, consultancy, administration, liaison, personnel support services and such other services (including without limitation accounting and taxation services) ancillary and/or incidental thereto) (the "Advisory and Consultancy Services"), and (viii) other ordinary services (including without limitation securities and other financial services) to Ms. HW Chan, her associates and/or relatives for a term of 3 years commencing from 1 November 2020 to 31 October 2023 (the "Contract"). The cap of the service charges payable by Ms. HW Chan to CEL for the Year under the Contract was set at HK\$59,400,000 (the "Cap") as disclosed in the Company's announcement dated 14 August 2020 and circular dated 7 October 2020. The Contract and the transactions contemplated thereunder were approved by the independent shareholders of the Company at the special general meeting of the Company held on 28 October 2020.

As at the date of the relevant announcement, Ms. HW Chan was an executive Director and a trustee of the substantial shareholders of the Company (who are her minor children), Ms. HW Chan was a connected person of the Company. Accordingly, the Contract and the transactions contemplated thereunder constituted continuing connected transactions for the Company under the Listing Rules. As one or more of the applicable percentage ratios for the expected annual caps for the Contract were more than 5%, the Contract and the transactions contemplated thereunder were subject to reporting, announcement, circular, independent shareholders' approval and annual review requirements pursuant to Chapter 14A of the Listing Rules.

關連交易(續)

持續關連交易(續)

業、家居及其他管理及保養服務)(「資產管理及保養服務」)、(vi)租賃服務(包括車輛、車牌、船隻、停車位、場地之租賃及其他租賃服務)(「租賃服務」)、(vii)諮詢及顧問服務(包括一般諮詢、顧問、行政、聯絡、人事支援服務及其他配套及／或附帶服務(包括但不限於會計及稅務服務))(「諮詢及顧問服務」)、及(viii)其他一般服務(包括但不限於證券及其他金融服務)(「該合約」)。誠如本公司日期為二零二零年八月十四日之公布及二零二零年十月七日之通函所披露，陳凱韻女士根據該合約，於本年度應付予華置之服務費上限定為59,400,000港元(「該上限」)。該合約及其項下擬進行之交易已獲本公司獨立股東於二零二零年十月二十八日舉行之本公司股東特別大會上批准。

於有關公布之日期，陳凱韻女士為執行董事及本公司主要股東(彼之未成年子女)之信託人，故陳凱韻女士屬本公司之關連人士。因此，根據上市規則，該合約及其項下擬進行之交易構成本公司之持續關連交易。由於該合約項下擬進行之交易之預期年度上限之一項或多項適用百分比率超過5%，故該合約及其項下擬進行之交易須遵守根據上市規則第14A章有關申報、公布、通函、獨立股東批准及年度審核之規定。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

Having reviewed the subject continuing connected transactions, the INEDs, pursuant to rule 14A.55 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company (other than household management and maintenance services under the Asset Management and Maintenance Services, the Property Administration Services, the Rental Services and the Advisory and Consultancy Services), on normal commercial terms and in accordance with the Contract governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole. Having considered the reasons and benefits in respect of the provision of household management and maintenance services under the Asset Management and Maintenance Services, the Property Administration Services, the Rental Services and the Advisory and Consultancy Services as mentioned in the Company's announcement dated 14 August 2020 and circular dated 7 October 2020, the INEDs were of the view that, although the provision of such services contemplated under the Contract were not in the ordinary and usual course of business of the Group, the terms of such services were fair and reasonable so far as the Group were concerned and on normal commercial terms, and were in the interests of the Company and its shareholders as a whole.

The auditors of the Company, pursuant to rule 14A.56 of the Listing Rules, confirmed in their letter made in accordance with the HKICPA Guidelines that the subject continuing connected transactions had received the approval of the Board, were in accordance with the pricing policies of the Company, had been entered into in accordance with the Contract and had not exceeded the Cap disclosed in the announcement of the Company made on 14 August 2020 and circular dated 7 October 2020. The Company provided a copy of such letter to the Stock Exchange.

關連交易(續)

持續關連交易(續)

獨立非執行董事根據上市規則第14A.55條之規定就持續關連交易進行年度審核，在檢討上述持續關連交易後，確認該等交易屬本公司之日常及一般業務（資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務除外），按照一般商業條款及根據該合約條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。經考慮本公司日期為二零二零年八月十四日之公布及二零二零年十月七日之通函，關於提供資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務之原因及裨益後，獨立非執行董事認為，雖然根據該合約提供有關服務並非本集團之日常及一般業務，但有關服務之條款對本集團而言乃屬公平合理並符合一般商業條款，而且符合本公司及其股東之整體利益。

本公司之核數師已按照香港會計師公會準則，於其根據上市規則第14A.56條發出之信件中，確認上述持續關連交易已經由董事會批准，並按照本公司之定價政策及根據該合約進行，且無超逾於二零二零年八月十四日之公布及二零二零年十月七日之通函所披露之該上限。本公司已將該信件的副本呈交聯交所。

CONNECTED TRANSACTIONS (Cont'd)

Save as aforesaid, there were no other discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules during the Year and up to the date of this Directors' Report.

Save as aforesaid, none of the "Material Related Party Transactions" for the Year as disclosed in Note 46 to the consolidated financial statements constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

To the extent of the above "Material Related Party Transactions" constituted connected transactions or continuing connected transactions as defined in the Listing Rules, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

As disclosed in the Company's announcement dated 25 November 2021, an indirect wholly-owned subsidiary of the Company (the "Borrower") as borrower has on 25 November 2021 entered into a facility agreement (the "Facility Agreement") with a bank (the "Bank") as lender in respect of a term loan facility (the "Facility") in the principal sum of up to HK\$610,000,000 and it is a term of the Facility Agreement that the Company entered into a guarantee (the "Guarantee"). The Facility will be repayable in 12 successive quarterly instalments with the final repayment date falling 36 months after the date on which the advance under the Facility is made.

關連交易(續)

除上文所述外，根據上市規則，本公司於本年度內及截至本董事會報告書日期概無其他須予披露之不獲豁免關連交易或不獲豁免持續關連交易。

除上文所述外，根據上市規則，本年度綜合財務報表內附註46所披露之「重大關連人士交易」並無構成須予披露之不獲豁免關連交易或不獲豁免持續關連交易。

就上述「重大關連人士交易」構成根據上市規則所界定之關連交易或持續關連交易，本公司已於本年度內遵守上市規則第14A章的有關規定。

根據上市規則第13.21條進行的披露

誠如本公司日期為二零二一年十一月二十五日之公布所披露，本公司之一間間接全資擁有附屬公司（「借款人」）作為借款人與一間銀行（「銀行」）作為貸款人，於二零二一年十一月二十五日訂立一項融資協議（「融資協議」），內容有關一項本金總額最高達610,000,000港元之定期貸款融資（「該融資」）；而按融資協議的條款，本公司訂立一項擔保（「擔保」）。該融資須連續12個季度分期償還，且最後還款日期為該融資項下提供貸款當日後36個月。

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES (Cont'd)

Pursuant to the Facility Agreement and the Guarantee, the Borrower and the Company shall procure that the substantial shareholders of the Company (as disclosed at pages 74 to 75 of the 2020 annual report of the Company) and/or their ultimate beneficial owners together with their respective associates and connected persons in aggregate shall maintain not less than 30% shareholding in and remain a single largest shareholder of the Company.

A breach of the abovementioned undertaking may constitute an event of default under the Facility Agreement, whereby the Bank may, among others, cancel the Facility and declare that all sums accrued or outstanding (including accrued interest) under the Facility Agreement be immediately due and payable. The occurrence of such event may trigger the cross default provisions of other banking or credit facilities available to the Group and, as a possible consequence, these other facilities may also be declared by the relevant lenders to be immediately due and payable.

RETIREMENT BENEFIT SCHEMES

The Group operates two retirement benefit schemes:

- (1) the provident fund scheme as defined in the Occupational Retirement Schemes Ordinance, Chapter 426 of the laws of Hong Kong (the "ORSO Scheme"); and
- (2) the provident fund scheme as defined in the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the laws of Hong Kong (the "MPF Scheme").

Both the ORSO Scheme and the MPF Scheme are defined contribution schemes and the assets of both schemes are managed by their respective trustees accordingly.

根據上市規則第13.21條進行的披露(續)

根據融資協議及擔保，借款人及本公司須促使本公司之主要股東(誠如本公司二零二零年年報第74至75頁所披露)及／或彼等之最終實益擁有人連同彼等各自之聯繫人及關連人士總體而言須持有本公司股權不少於30%且仍為本公司之單一最大股東。

違反上述承諾可能構成融資協議項下之違約事件，在此情況下，銀行可(其中包括)取消該融資並宣布融資協議項下之所有應計或尚未償還款項(包括應計利息)即時到期及須予償還。發生有關事件或會觸發適用於本集團之其他銀行或信貸融資之連帶違約條款，並可能因此導致相關貸款人亦宣布該等其他融資即時到期及須予償還。

退休福利計劃

本集團推行兩項退休福利計劃：

- (1) 香港法例第426章職業退休計劃條例所界定之公積金計劃(「職業退休計劃」)；及
- (2) 香港法例第485章強制性公積金計劃條例所界定之公積金計劃(「強積金計劃」)。

職業退休計劃及強積金計劃均為界定供款計劃，該等計劃之資產乃由各自之受託人管理。

RETIREMENT BENEFIT SCHEMES (Cont'd)

The ORSO Scheme is available to the Group's full-time permanent staff employed in Hong Kong before 1 December 2000. Contributions to the ORSO Scheme are made by the Group at 5%, 7.5% or 10% based on the staff's basic salary depending on the length of service. Staff members are entitled to 100% of the Group's contributions together with accrued returns after completing 10 years of service or more, or attaining the retirement age, or are entitled at a reduced scale between 30% to 90% of the Group's contributions after completing a period of service of at least 3 years but less than 10 years. The ORSO Scheme allowed any forfeited contributions (made by the Group for any staff member who subsequently left the ORSO Scheme prior to vesting fully in such contributions) to be used by the Group to offset the current level of contributions of the Group.

The MPF Scheme is available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions are made by the Group at 5% based on the staff's relevant income. The maximum relevant income for contribution purpose is HK\$30,000 per month. Staff members are entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefits are required by law to be preserved until the retirement age of 65.

In order to provide similar benefits to those who joined the MPF Scheme and the ORSO Scheme, the Group provided an additional portion (the "Top-up Portion") for those who joined the MPF Scheme. The purpose of the Top-up Portion is to match up the benefits of the MPF Scheme with that of the ORSO Scheme by providing those staff under the MPF Scheme with basic salary over HK\$30,000 and/or years of service over 5. Contributions to the Top-up Portion are made by the Group at 5%, 7.5% or 10% of the staff's basic salary less the Group's mandatory contribution under the MPF Scheme as mentioned above.

The Group's total cost for the schemes charged to consolidated statement of comprehensive income for the year ended 31 December 2021 amounted to approximately HK\$8,507,000 (2020: HK\$8,744,000). In addition, an amount of forfeited employer's contributions for the schemes amounted to approximately HK\$188,000 (2020: HK\$28,000) was utilised towards reducing the Group's contributions during the Year. As at 31 December 2021, no (2020: nil) available balance to reduce future contributions.

退休福利計劃(續)

職業退休計劃可供於二零零零年十二月一日前在香港受僱之本集團全職長期僱員參加。本集團乃根據僱員之基本薪金按其服務年期，作出5%、7.5%或10%之供款。僱員服務滿10年或以上或到退休年齡時方可取得100%本集團供款連同應計回報，而服務年期滿3年但不足10年之僱員則可按遞減比例取得30%至90%本集團供款。職業退休計劃容許本集團將任何已沒收供款(即本集團就任何可獲得全部供款前退出職業退休計劃之僱員而作出之供款)用以抵銷本集團現有之供款水平。

強積金計劃可供所有18至64歲受僱於香港最少60日之本集團僱員參加。本集團根據僱員之有關入息作出5%之供款。就供款而言，有關入息上限為每月30,000港元。不論其於本集團之服務年期，僱員均可取得100%本集團供款連同應計回報，惟根據法例，有關利益將保留至退休年齡65歲方可領取。

為了向參加強積金計劃及職業退休計劃之僱員提供相近之福利，本集團為參加強積金計劃之僱員提供額外部分(「補足部分」)。補足部分旨在向基本月薪逾30,000港元及／或服務年期逾5年，參加強積金計劃之僱員提供與職業退休計劃相近之福利。本集團將根據僱員基本薪金之5%、7.5%或10%減本集團根據上述強積金計劃作出之強制性供款而作出補足部分之供款。

本集團於截至二零二一年十二月三十一日止年度就該等計劃於綜合全面收益報表扣除之費用總額約為8,507,000港元(二零二零年：8,744,000港元)。此外，本集團就該等計劃已沒收之僱主供款約為188,000港元(二零二零年：28,000港元)，並已於本年度內用作削減供款。於二零二一年十二月三十一日，並無可用作減少未來供款之餘額(二零二零年：無)。

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company had maintained the prescribed amount of public float during the Year and up to the date of this annual report as required under the Listing Rules.

AUDITORS

The consolidated financial statements for the Year were audited by HLB Hodgson Impey Cheng Limited (“HLB”) who would retire at the conclusion of the forthcoming annual general meeting, and being eligible, offer themselves for re-appointment. A resolution will be proposed to the shareholders at the forthcoming annual general meeting to re-appoint HLB as the auditors of the Company.

On behalf of the Board

Lam, Kwong-wai

Director

Hong Kong, 21 March 2022

公眾持股量

根據本公司得悉的公開資料及董事所知悉，本公司於本年度內及截至本年報日期止已按上市規則規定維持指定數額之公眾持股量。

核數師

本年度之綜合財務報表由國衛會計師事務所有限公司(「國衛」)審核。該會計師行將於即將舉行之股東週年大會結束時任滿告退，惟合資格並願意膺聘連任。於即將舉行之股東週年大會上，將就續聘國衛為本公司核數師向股東提呈一項決議案。

代表董事會

董事

林光蔚

香港，二零二二年三月二十一日

ABOUT THIS REPORT

This environmental, social and governance (“ESG”) report (“this Report”) captures the ESG performance of the Company (“Chinese Estates”, together with its subsidiaries, the “Group”) during the reporting period. The information collected during report preparation process and disclosed in this Report will serve as the basis of the Group’s ESG strategy, management and future improvement.

Reporting Standard

This Report was prepared in accordance with the requirements as set out in Environmental, Social and Governance Reporting Guide (the “Guide”), Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Reporting Period

Unless otherwise specified, this Report covers the Group’s progress and performance on ESG issues from 1 January 2021 to 31 December 2021.

Reporting Scope and Boundary

Unless otherwise specified, the reporting scope of this Report only covers the Group’s operations in Hong Kong. The reporting principles of “Materiality”, “Quantitative”, “Balance” and “Consistency” as set out in the Guide underpin the preparation of this Report, the contents of this Report and the presentation of information.

Board Approval

The board of directors of the Company (the “Board”) has approved this Report on 21 March 2022.

關於本報告

此環境、社會及管治(「環境、社會及管治」)報告書(「本報告」)反映本公司(「華人置業」，連同其附屬公司統稱為「本集團」)於報告期內的環境、社會及管治表現。於報告編製過程中所收集及於本報告內所披露的資料將作為本集團的環境、社會及管治策略、管理及日後完善的基礎。

報告準則

本報告乃根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄二十七《環境、社會及管治報告指引》(「指引」)所載的規定編製。

報告期

除另有指明者外，本報告涵蓋本集團自二零二一年一月一日至二零二一年十二月三十一日有關環境、社會及管治議題的進展及表現。

報告範圍及界限

除另有指明者外，本報告的報告範圍僅涵蓋本集團於香港的業務。指引所載的「重要性」、「量化」、「平衡」及「一致性」匯報原則為編製本報告的基礎，界定本報告的內容及資料的呈列方式。

董事會批准

本公司董事會(「董事會」)已於二零二二年三月二十一日批准本報告。

ABOUT THIS REPORT (Cont'd)

Board Statement

The Group considers sustainability as a strategic approach to create long-term business value. To achieve sustainable development, we strive to address ESG concerns by integrating ESG principles into our operation and management process. A well-structured ESG management approach helps us to identify the ESG related risks and ensure daily operations are aligned with the Group's ESG practices. Chinese Estates has a solid ESG governance structure which comprises of the Board and the Sustainability Working Group (the "Working Group"). As the highest governing authority in the Group, the Board has ultimate responsibility for all sustainability related matters, focusing on providing vision and strategic direction for our sustainability activities, formulating corresponding business strategies and policies, and overseeing overall ESG management and reporting. The Board also regularly reviews the Group's sustainability risks and opportunities, performance, and progress.

Under the Board, the Working Group plays a vital role in overseeing the Group's sustainability strategies, daily operations, and risk management. The Working Group comprises of managers from key divisions, including Administration, Building Management, Company Secretarial, Human Resources, Marketing, Project Development and Internal Audit. The Working Group has the strategic and operational responsibility to manage sustainability issues, monitor the progress of our sustainability activities and ensure the Group stays on track and in balance with the three sustainability dimensions of economic, environmental and social impacts at all times. Delegated with the authorisation from the Board, the Working Group is responsible for monitoring sustainability matters in operations, reviewing stakeholder feedback and updating respective policies. We listen to our stakeholders and consider their views, comments, and recommendations on ESG management. Our efforts in understanding and managing the ESG related risks enable us to achieve our objectives of creating greater values for all stakeholders. All ESG related matters are reported to the Board every year.

關於本報告 (續)

董事會聲明

本集團將可持續發展視為創造長遠商業價值的策略方針。為達致可持續發展，我們透過將環境、社會及管治原則融入我們的業務及管理，致力應對環境、社會及管治的關注。具備良好架構的環境、社會及管治管理方針有助我們識別環境、社會及管治相關風險，確保日常營運符合本集團的環境、社會及管治常規。華人置業擁有穩固的環境、社會及管治的管治架構，由董事會及可持續發展工作小組（「工作小組」）組成。作為本集團最高管治架構，董事會對所有可持續發展相關事宜負有最終責任，專注於為我們的可持續發展活動提供願景及策略方向，制定相應的業務策略和政策，並監督整體環境、社會及管治管理和報告。董事會亦定期審閱本集團的可持續發展風險和機會、表現及進展。

在董事會領導下，工作小組在監督本集團的可持續發展策略、日常營運及風險管理方面發揮重要作用。工作小組成員為行政、物業管理、公司秘書、人力資源、市場推廣、項目發展及內部審核等主要部門的經理。工作小組在策略及營運層面負責管理可持續發展問題，監察我們可持續發展活動的進展，確保本集團在經濟、環境和社會影響這三個可持續發展方面時刻保持正軌和平衡。經董事會授權，工作小組負責監察營運層面之可持續發展的相關事宜、審閱持份者意見及更新相關政策。我們聽取及考慮持份者對環境、社會及管治管理的觀點、意見及建議。透過著力了解及管理環境、社會及管治相關風險，實現我們為所有持份者創造更高價值的目標。所有環境、社會及管治相關事項每年均會向董事會報告。

ABOUT THIS REPORT (Cont'd)

Board Statement (Cont'd)

This reporting year, the Group has strengthened the disclosure of social-related key performance indicators (KPIs) as required by the Listing Rules. We have started to set out environmental targets to ensure that our approach to environmental management and initiatives to enhance our environmental performance can be carried out effectively and consistently throughout the Group. In addition, we have also initiated a climate risk assessment to identify physical and transition risks associated with the Group in order to understand the potential climate change effect to our business in this reporting period.

Approach to Sustainability

A. Stakeholder Engagement

To understand stakeholders' expectations and ESG related issues that are relevant and important to the Group, we are committed to maintaining constant communication with our stakeholders. This Report captures the highlights of our sustainability performance and achievements in 2021.

Chinese Estates engages with stakeholders to understand their expectations and addresses their concerns regarding the ESG related issues of the Group. We constantly engaged with our key stakeholders through diverse communication channels to collect their opinions. The table below shows various communication channels with our key stakeholders:

關於本報告 (續)

董事會聲明 (續)

本報告年度，本集團按照上市規則要求，加強與社會相關的關鍵績效指標(關鍵績效指標)的披露。我們已開始制定環境目標，確保我們的環境管理方法和提高環境表現之舉措能夠在整個集團得到有效貫徹實施。此外，我們還啟動氣候風險評估，以確定與本集團相關的實際及過渡風險，以瞭解本報告期內氣候變化對我們業務的潛在影響。

實現可持續發展的方法

A. 持份者參與

為了解持份者的期望及與本集團有關且屬重要的環境、社會及管治相關議題，我們致力與持份者保持恆常溝通。本報告反映我們於二零二一年的可持續發展表現及成就的亮點。

華人置業讓持份者參與，以了解他們的期望，並應對他們對本集團環境、社會及管治相關議題的關注。我們透過各種溝通渠道不斷與主要持份者溝通並收集他們的意見。下表顯示我們與主要持份者溝通之各種渠道：

ABOUT THIS REPORT (Cont'd)

關於本報告(續)

Approach to Sustainability (Cont'd)

實現可持續發展的方法(續)

A. Stakeholder Engagement (Cont'd)

A. 持份者參與(續)

Key Stakeholder Group 主要持份者群體	Communication Channel 溝通渠道
Customers/Tenants 客戶／租戶	<ul style="list-style-type: none"> Tenant satisfaction surveys 租戶滿意度調查 Management service surveys 管理服務調查 Day-to-day communication through frontline employees 通過前線員工的日常溝通 Customer hotline 客戶服務熱線
Employees 僱員	<ul style="list-style-type: none"> Intranet 內聯網 Annual appraisal 年度評核 Team building activities 團隊合作活動
Industry Associations 業界組織	<ul style="list-style-type: none"> Annual and regular meetings 年度及定期會議 Events 舉辦活動
Media 媒體	<ul style="list-style-type: none"> Media enquiry 媒體查詢 Corporate website 公司網站
Non-Governmental Organisation (NGO) Partners 非政府組織(「非政府組織」)合作夥伴	<ul style="list-style-type: none"> Volunteer activities and charitable activities 義工活動及慈善活動 Sponsorships and donations 贊助及捐贈 Meetings 會議
Shareholders/Investors 股東／投資者	<ul style="list-style-type: none"> General meetings 股東大會 Annual and interim reports 年度及中期報告 Circulars/announcements/notices/publications 通函／公告／通告／出版物 Investor relations enquiry 投資者關係查詢 Corporate website 公司網站
Suppliers/Contractors/Service Providers/ Professional Advisors 供應商／承辦商／服務供應商／專業顧問	<ul style="list-style-type: none"> Ongoing direct engagements 持續直接參與

ABOUT THIS REPORT (Cont'd)

Approach to Sustainability (Cont'd)

B. Materiality Assessment

To identify the ESG related issues that are significant to the Group, Chinese Estates engaged with stakeholders in 2019 to understand their expectations and to address their concerns. Due to the outbreak of COVID-19 pandemic, we sent out questionnaires to some of our managed properties tenants and collected their feedback which helped us to re-evaluate the focuses of the Group's ESG strategies in 2021. The results were discussed in the Working Group meeting and were endorsed by the Board.

In 2021, we have identified a total of 10 material sustainability issues. The results serve as a guide to the Group on the ESG management and disclosure of this Report.

關於本報告 (續)

實現可持續發展的方法 (續)

B. 重要性評估

為識別對本集團而言屬重大的環境、社會及管治相關事宜，華人置業於二零一九年與持份者溝通，以了解他們的期望及回應他們的關注。因2019冠狀病毒病疫情爆發，我們遂向部分我們所管理之物業的租戶發送調查問卷，並收集他們的反饋，從而幫助我們重新評估本集團二零二一年環境、社會及管治策略的重點。有關結果已在工作小組會議中討論並獲董事會確認。

於二零二一年，我們已識別合共10項重要可持續發展議題。有關結果為本集團就本報告的環境、社會及管治管理及披露提供指引。

Aspect 範疇	Material sustainability issues 重要可持續發展議題
Environmental 環境	Greenhouse gas emission and energy conservation 溫室氣體排放及節能
	Waste management 廢棄物管理
Employment and Labour Practices 僱傭及勞工常規	Employment 僱傭
	Occupational health and safety 職業健康與安全
	Career and personal development 職業及個人發展
Operating Practices 營運常規	Tenant communication and satisfaction 租戶溝通及滿意度
	Tenant/Visitor safety 租戶／訪客安全
	Tenant/Visitor privacy and data protection 租戶／訪客私隱及資料保障
	Anti-corruption 反貪污
Community 社區	Community investment 社區投資

CORPORATE GOVERNANCE

We are committed to achieving and maintaining a high standard of corporate governance to safeguard the interests of our investors and other stakeholders. Our corporate governance practices are in strict compliance with the Prevention of Bribery Ordinance (Chapter 201 of the laws of Hong Kong) and relevant anti-corruption laws. To uphold the highest standard of corporate governance, the Board and management are dedicated to ensuring corporate integrity and business ethics in all our business activities. All management and staff must abide by the standards of operating ethics and employee conduct set forth in the Group's Code of Practice ("Code of Practice"). Our employees should avoid any conflict of interest and ensure all business decisions are made objectively and in the interests of the Group. No employee should accept advantages, gifts or entertainment from our current and future business partners in contravention of the Code of Practice. Any acts of non-compliance may lead to strict disciplinary or legal action.

To ensure the accountability and openness of our management, our employees are encouraged to report any misconduct and malpractices concerning financial reporting, internal control or other related matters. A whistle-blowing policy is brought into place to provide reporting channels and guidance for our employees to report any suspected cases, and to provide reassurance to whistle-blowers of the protection that the Group will extend to them against unfair dismissal or victimisation for any genuine reports made under this policy. During the reporting year, no reported case was received by the Audit Committee.

To raise internal awareness on anti-corruption, we organised anti-corruption training to our directors and staff. In 2021, we have invited the Independent Commission Against Corruption (ICAC) to conduct a seminar on employee integrity with our staff and a webinar on ethical governance with our directors. We provide case studies and practical tips to ensure our employees can uphold ethical standard under real-life situations.

In 2021, no concluded legal cases relating to corruption were brought against the Group. For more information about our corporate governance policies and practices, please refer to the Corporate Governance Report of this annual report.

企業管治

我們致力於實現及維持高標準的企業管治，以保障我們的投資者及其他持份者的利益。我們的企業管治常規嚴格依照《防止賄賂條例》(香港法例第201章)及有關反貪污法律行事。為秉持最高標準的企業管治，董事會及管理層於所有的業務活動中確保恪守企業誠信及商業道德。全體管理層及員工須遵守本集團的《操守守則》(「操守守則」)所載的業務道德及僱員操守方面的標準。僱員應避免任何利益衝突並確保所有商業決策均為客觀地作出並符合本集團的利益。全體僱員不得違反操守守則收受現時或未來業務夥伴的任何好處、禮物或款待。任何違規行為均可導致嚴厲的紀律或法律行動。

為確保我們的管理具問責性及公開性，我們鼓勵僱員舉報有關財務匯報、內部監控或其他相關方面的任何不當行為及瀆職。我們制定舉報政策，為僱員舉報任何可疑個案提供舉報渠道及指引，並向舉報人保證，本集團將向他們提供保護，使他們不會因為根據此政策作出的任何真實舉報而遭受不公解僱或傷害。於報告年度，審核委員會並未收到任何個案報告。

為提高內部的反貪污意識，我們為董事及員工安排反貪污培訓。於二零二一年，我們邀請了廉政公署(ICAC)為員工舉辦員工誠信為主題之研討會，並為董事舉辦有關誠信管治的網上研討會。我們提供個案研究及實操提示，確保僱員能在現實情境中秉持道德標準。

於二零二一年，本集團並無錄得任何有關貪污的已結案法律案件。更多有關企業管治政策及常規方面的資訊，請參閱本年報的企業管治報告書。

OPERATIONS

To achieve higher operational efficiency, Chinese Estates actively engages with employees, tenants, visitors and suppliers to understand their needs and expectations. The Group makes every effort to provide quality products and services to our tenants and visitors while ensuring a healthy and safe working environment for our employees and visitors.

A. Commitment to Product and Service Quality

Chinese Estates strives to offer high quality products and services with excellence and creativity. We strictly abide by all relevant laws and regulations regarding product safety, anti-competition behaviour, advertising and labelling. We have formulated the Product and Services Responsibility Policy to communicate our expectations and requirements on delivering high-quality products and services in our project development as well as building management businesses. The policy also demonstrates our commitment on safeguarding the environment, as well as the safety and health of our tenants and visitors.

A holistic quality control system and assurance procedures are in place to manage the quality of products and services. When it comes to property planning, design and development, where we control the quality through careful selection and close monitoring our contractors and suppliers, we also communicate our commitment to the environment and such that environmental impact is considered throughout the properties' life cycles.

We are ambitious in safeguarding the health of our tenants and visitors. In 2021, Windsor House (Public Area of Office Building) and The ONE (Common Area of Shopping Mall) were awarded the Indoor Air Quality Certificate (Excellent Class) by the Environmental Protection Department, while Windsor House (Public Area of Shopping Mall) and Harcourt House (Public Area on G/F, 3/F to 6/F, 10/F to 21/F and 24/F) obtained the Indoor Air Quality Certificate (Good Class). In addition, Windsor House was certified with the standards of the Quality Water Supply Scheme for Buildings – Fresh Water (Management System) (Blue) by the Water Supplies Department in 2021. These achievements recognise our efforts in providing quality products and services.

營運

為達致更高的營運效率，華人置業與僱員、租戶、訪客及供應商保持積極溝通，以了解他們的需要及期望。本集團致力為租戶及訪客提供優質產品及服務，同時確保為僱員及訪客提供健康及安全的工作環境。

A. 對產品及服務質素的承諾

華人置業致力提供優質卓越及具創意的產品及服務。我們嚴格遵守有關產品安全、反競爭行為、廣告及標籤的所有適用法律及法規。我們已制定產品及服務責任政策，以傳達我們在項目發展以及樓宇管理業務中對提供優質產品及服務的期望及要求。該政策亦表明我們對保護環境以及租戶及訪客的安全及健康的承諾。

我們亦已建立全面的質量控制系統及保證程序，以管理產品及服務質素。在物業規劃、設計及發展方面，在我們透過審慎挑選及密切監察我們的承辦商及供應商以控制質量的同時，我們亦傳達我們對環境的承諾，以使在整個物業生命週期中均考慮到對環境的影響。

我們致力保障租戶及訪客的健康。於二零二一年，皇室大廈(辦公室公眾地方)及The ONE(商場公眾地方)獲環境保護署頒發室內空氣質素檢定證書《卓越級》，而皇室大廈(商場公眾地方)及夏慤大廈(地下、3-6樓、10-21樓及24樓公眾地方)則獲得室內空氣質素檢定證書《良好級》。此外，於二零二一年，皇室大廈獲水務署大廈優質供水認可計劃 – 食水(管理系統)(藍)標準認可。該等成績顯示了我們於提供優質產品及服務的努力。

OPERATIONS (Cont'd)

B. Tenant Communication and Satisfaction

It is essential to improve our customer satisfaction. While we are building trust with our tenants and visitors, we do not compromise our professionalisms and business ethics.

Collecting feedback is vital to the enhancement of customer experience and our business growth. To improve our products and services, we listen to our tenants and visitors and take every opinion seriously. We have established multiple communication channels for our tenants and visitors to provide valuable feedback. In 2021, we have conducted tenant satisfaction surveys in eight of our managed properties and achieved an average mark of 76.25/100 in the overall performance of management service.

In addition, our frontline employees are equipped with adequate knowledge and skills in handling complaint from tenants and visitors. We strive to respond to their inquiries and complaints promptly with follow-up actions to ensure that tenants and visitors are satisfied with the solutions. In 2021, we received 251 service-related complaints (2020: 386).

C. Tenant and Visitor Safety

The safety of tenant and visitor is our top priority. We put ample resources in emergency response training for our frontline employees. In 2021, we have organised 5 training programs topics to our staff on various aspects, including property management case study sharing, privacy ordinance knowledge sharing, potential insurance claims cases handling, fire evacuation procedures, and water seepage handling procedures.

During the COVID-19 pandemic, the Group has adopted various preventive measures in its properties to safeguard the health of owners and users. For instance, we intensify disinfection in common areas, provide hand sanitizers and disinfectants as well as checking body temperature in most of the entrances of our managed properties.

營運(續)

B. 租戶溝通及滿意度

提高我們的客戶滿意度至關重要。於建立與租戶及訪客之間的信任的同時，我們亦堅守專業精神及商業道德。

收集客戶反饋對提升客戶體驗及我們的業務增長十分重要。為改善產品及服務，我們聽取並認真對待租戶及訪客每一個意見。我們已設立多個溝通渠道供租戶及訪客提供寶貴反饋。於二零二一年，我們對八項所管理物業進行了租戶滿意度調查，在管理服務的整體表現方面的平均分達到76.25/100分。

此外，我們的前線僱員具備充足知識及技能，以處理租戶及訪客的投訴。我們致力迅速地回應租戶及訪客的查詢及投訴，採取跟進行動，以確保租戶及訪客對解決方案感到滿意。於二零二一年，我們接獲251宗服務相關投訴(二零二零年：386宗)。

C. 租戶及訪客安全

租戶及訪客的安全是我們的首要任務。我們投入充裕資源為前線員工提供應急培訓。於二零二一年，我們為員工安排了5個主題培訓活動，涉及多個方面，包括物業管理個案研究分享、私隱條例知識分享、潛在的保險索賠個案處理、火警疏散程序及滲水處理程序。

於2019冠狀病毒病疫情期間，本集團已於其物業採取多項預防措施，以保障業主及用戶的健康。例如，我們加強對公共區域的消毒，提供搓手液及消毒劑，並在所管理物業大部分的入口檢查體溫。

OPERATIONS (Cont'd)

D. Supply Chain Management

To support our diversified operational activities, we engage a diverse range of contractors and suppliers. We have high expectation on our suppliers and we require them to have the same level of business ethics and conduct as we do. Among all contractors and suppliers, we consider those who support our building and property management as well as property development to be of higher environmental and social risks. We have rolled out our Supplier Code of Conduct and are requiring the aforementioned contractors and suppliers to acknowledge it as part of the contract agreement. The Supplier Code of Conduct outlines our minimum requirements for supplier behaviour, covering legal compliance, health and safety, non-discrimination, labour practices, anti-corruption, employee. We have a standard tendering process to manage contracts, consultants and to source building materials for our development projects. We concern environmental and safety risks throughout the whole value chain. As such, we have clearly stated our requirements on the environmental and occupation safety and health compliance on the tender contract.

The Group adopts a fair and transparent approach to select, monitor and evaluate our contractors. A contractor assessment tool is in place to regularly assess the performance of contractors for our building and property management business. Besides, property managers and estate officers conduct surprise inspections and regular inspections. Clarification and explanation are required in case our requirements are not met by any contractor. Depending on the severity of the issue, contractor who failed to take corrective actions may result in termination of the contract. During the reporting period, there were 294 active local contractors.

營運(續)

D. 供應鏈管理

為支持我們多元化的營運活動，我們委聘不同類型的承辦商及供應商。我們對供應商寄予厚望，並要求他們具備與我們同等級別的商業道德及操守。在眾多承辦商及供應商中，我們認為支持我們樓宇及物業管理以及物業發展的承辦商及供應商具有較高的環境及社會風險。我們已制定《供應商操守守則》，並要求上述承辦商及供應商承認該守則為合約協議的一部分。《供應商操守守則》概述我們對供應商行為的最低要求，涵蓋法律合規、健康及安全、反歧視、勞工常規、反貪污、僱員等範疇。我們設有標準招標程序以管理合約、顧問及為我們的發展項目採購建築材料。我們關注整個價值鏈的環境及安全風險。因此，我們已在招標合約中清楚列明我們對環境和職業安全及健康合規方面的規定。

本集團採用公平透明的方法挑選、監控及評核承辦商。我們設有承辦商評估工具，以定期評估承辦商在樓宇及物業管理業務方面的表現。此外，物業經理及物業主任會進行突擊檢查及例行檢查。無法符合我們要求的承辦商須作出澄清及解釋。如果情況嚴重，未能採取糾正行動的承辦商可被終止合約。於報告期內，共有294間活躍本地承辦商。

OPERATIONS (Cont'd)

E. Tenant/Visitor Privacy and Data Protection

Chinese Estates is aware of the emerging concern of data privacy from our tenants and visitors. We will inform our tenants and visitors the purposes for which their personal data are collected and ensure that the data collected are not excessive. The Group has established internal work instruction on personal data privacy to provide clear instructions and guidelines to our employees on handling sensitive data. We also offer data protection training to all employees in orientation and refresher programmes to make sure that our policies are effectively communicated to employees in different positions. The Group strictly complies with all relevant laws and regulations, including but not limited to the Personal Data (Privacy) Ordinance (Chapter 486 of the laws of Hong Kong). During the reporting year, there was no complaint or accusation regarding leakage of tenant and visitor data.

F. Intellectual Property Rights

Chinese Estates respects the intellectual property rights and upholds all applicable law and regulations. These include but are not limited to Trade Marks Ordinance (Chapter 559 of the laws of Hong Kong), Registered Designs Ordinance (Chapter 522 of the laws of Hong Kong), Patents Ordinance (Chapter 514 of the laws of Hong Kong) and Trade Descriptions Ordinance (Chapter 362 of the laws of Hong Kong). Our Information Technology Department verifies and confirms all hardware and software purchased or installed are licensed to ensure our daily operation does not violate any intellectual property provisions.

ENVIRONMENT

Recognising the environmental impacts arising from our day-to-day business operations, Chinese Estates makes every effort to mitigate those impacts so as to minimise the harm to our environment. We have been taking various measures to reduce the adverse impacts of air emissions, wastewater discharge, waste generation and natural resource consumption. Furthermore, we promote the efficient use of resources, such as energy, water and other raw materials in our daily operations to fulfil our commitment to the environment.

Chinese Estates strictly complies with all the relevant provisions of environmental laws and regulations. These include but are not limited to the Buildings Energy Efficiency Ordinance (Chapter 610 of the laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the laws of Hong Kong) and Water Pollution Control Ordinance (Chapter 358 of the laws of Hong Kong). During the reporting year, there were no cases of breach of related laws and regulations.

營運(續)

E. 租戶／訪客私隱及資料保護

華人置業意識到租戶及訪客越來越關注資料私隱。我們會告知租戶及訪客收集其個人資料之目的，並確保所收集之資料不超乎適度。本集團已制定有關個人資料私隱的內部工作指引，為僱員提供處理敏感資料的清晰指示及指引。我們亦於入職培訓及進修計劃中為所有僱員提供資料保護培訓，以確保政策有效傳達至各個職位的僱員。本集團嚴格遵守所有相關法律及法規，包括但不限於《個人資料(私隱)條例》(香港法例第486章)。於報告年內，並無接獲有關租戶及訪客資料洩漏的投訴或指控。

F. 知識產權

華人置業尊重知識產權，並遵守所有適用法律及法規。該等條例包括但不限於《商標條例》(香港法例第559章)、《註冊外觀設計條例》(香港法例第522章)、《專利條例》(香港法例第514章)及《商品說明條例》(香港法例第362章)。我們的資訊科技部核實及確認所有購買或安裝的硬件及軟件均為正版，以確保我們的日常營運並無違反任何知識產權條文。

環境

華人置業明白日常業務運作對環境產生的影響，並竭力減少該等影響對環境造成的危害。我們一直採取各種措施以減輕廢氣排放、廢水排污、廢物產生及天然資源消耗的不良影響。此外，我們在日常營運中提倡有效使用資源，如能源、水資源及其他原材料，以履行我們對環境的承諾。

華人置業嚴格遵守所有環境法律和法規的相關規定，包括但不限於《建築物能源效益條例》(香港法例第610章)、《廢物處置條例》(香港法例第354章)及《水污染管制條例》(香港法例第358章)。於報告年內，概無違反相關法律及法規的個案。

ENVIRONMENT (Cont'd)

環境(續)

To reaffirm our commitment to environmental protection, we are actively working on environmental target setting through a progressive process involving desktop research, historical data review and peer benchmarking. This reporting year we have formulated qualitative targets on various environmental aspects, including greenhouse gas (GHG) emission, energy, water and waste. The Working Group monitors the environmental performance and reviews the progress of the targets. The details of our targets are as follows:

為重申我們對環境保護的承諾，我們正通過涉及桌面研究、歷史數據審查和同行基準的漸進程序，積極開展環境目標設定工作。於本報告年度，我們已經制定不同環境方面的量化目標，包括溫室氣體排放、能源、水資源及廢棄物。工作小組監察環境表現並審閱目標的進展。我們的目標詳情如下：

<p>GHG Emission 溫室氣體排放</p>	<p>Reduce carbon emissions by 1.2–1.8% annual linear reduction to align with Hong Kong's Climate Action Plan 2030+/Upgrade the lighting and heating, ventilation and air conditioning (HVAC) systems/appliances of all operating sites to energy-saving modes by phase 碳排放每年線性減少1.2–1.8%，以符合《香港氣候行動藍圖2030+》的要求／將所有運營場所的照明和暖通空調系統／設備分階段升級為節能模式</p>
<p>Energy 能源</p>	<p>Reduce the electricity consumption of commercial buildings by 0.8–1.1% annual linear reduction to align with the 2035 target in Hong Kong's Climate Action Plan 2050/Increase the number of properties with green building certificates 商業樓宇耗電量每年線性減少0.8–1.1%，以符合《香港氣候行動藍圖2050》的2035目標／增加獲綠色建築認證的物業數量</p>
<p>Water 水資源</p>	<p>Establish a water management policy/Complete a water audit in 2022 制定水資源管理政策／於二零二二年完成水資源審核</p>
<p>Waste 廢棄物</p>	<p>Improve the current recycling rate of paper consumed in the office 提升當前辦公室所用紙張的回收率</p>

We take environmental impacts into account in the entire lifecycle of our business projects, including planning, design, development and operation. We have formulated the Environmental Policy to guide our employees to act in an environmentally responsible manner during business operation. The policy has demonstrated our commitment to assessing and monitoring the environmental implications of our operations and to integrate environmental consideration in our property investment, development projects as well as building and property management businesses. We also communicate with our consultants, contractors and other stakeholders about our Environmental Policy to promote sustainability throughout the value chain. Meanwhile, various measures are in place in different business units to manage our environmental impacts. At self-owned or managed sites, we adopt green initiatives and promote environmental awareness. In our offices, we strive to create a green workplace for our employees.

我們於旗下業務項目整個週期內均會考慮到環境影響，包括由規劃、設計、發展到營運階段。我們制定了環境政策，指導僱員在業務營運過程中以對環境負責的方式行事。該政策表明我們致力評估及監控我們營運的環境影響，並將環境考慮因素融入我們的物業投資、項目發展以及樓宇及物業管理業務。我們亦與顧問、承辦商及其他持份者就我們的環境政策進行溝通，以促進整個價值鏈的可持續發展。同時，不同業務單位已採取多項措施管理我們對環境的影響。就我們所擁有或管理的物業，我們採取綠色措施並推廣環保意識。在辦公室，我們致力為僱員創造綠色工作環境。

ENVIRONMENT (Cont'd)

A. Energy and Carbon Management

Buildings contribute to 90% of the city's electricity consumption and 60% of the city's carbon footprint¹. As a property developer and manager, Chinese Estates is obliged to play our part to reduce electricity and energy consumption across our portfolio. In this regard, we implement energy-saving initiatives to better manage our use of energy. For instance, we conduct regular energy audit at the properties that we manage, including Windsor House, Harcourt House and Wanchai Computer Centre, to analyse their energy consumption, and identify opportunities to reduce energy usage and carbon footprint.

To demonstrate our commitment to reducing energy usage, we support the Charter on External Lightings launched by the Environment Bureau. We are committed to minimising the light nuisance and energy wastage by switching off unnecessary outdoor lighting at night. In 2021, The ONE, Windsor House and Wanchai Computer Centre were honoured with the Platinum Award, while Excelsior Plaza and Causeway Place were honoured with the Gold Award. Besides, we actively engaged in green events organised by NGOs, such as the Earth Hour by World Wide Fund (WWF) in March 2021 and the No Air Con Night by Green Sense in October 2021, to reduce energy consumption.

To create an environmentally friendly atmosphere and encourage green behaviour at our workplace, the Group appoints the Green Office Team to formulate and implement energy conservation strategies at offices. The Green Office Team adopts various measures to enhance the employees' awareness of energy-saving. For example, stickers are posted next to light switches and electronic appliances to remind employees to turn off idle electronic appliances and lights. Reminder emails are also sent out to communicate these initiatives to our employees. To ensure the green office initiatives are carried out effectively, the Green Office Team will review all initiatives twice a year.

環境(續)

A. 能源及碳管理

樓宇佔城市耗電量的90%及城市碳足跡的60%¹。作為物業發展商及管理人，華人置業有責任為我們的物業組合減少用電及耗能。有見及此，我們採取節能措施以更好地管理能源使用。舉例而言，我們對所管理的物業定期進行能源審核，包括皇室大廈、夏慤大廈及灣仔電腦城，以分析其能源消耗及識別機會以減少能源使用及碳足跡。

為顯示我們對減少能源使用的承諾，我們支持環境局推行的《戶外燈光約章》。我們致力透過關閉晚間不必要的戶外燈光以減少光滋擾及能源浪費。於二零二一年，The ONE、皇室大廈及灣仔電腦城分別獲頒發「鉑金獎」，而怡東商場及銅鑼灣地帶則獲頒發「金獎」。此外，我們積極參與非政府組織舉辦的綠色活動，例如於二零二一年三月由世界自然基金會(WWF)主辦的「地球一小時」及於二零二一年十月由環保觸覺主辦的「無冷氣夜」，以減少能源消耗。

為營造環境友善氣氛及於工作場所鼓勵綠色行為，本集團委任綠色辦公室小組制定及執行辦公室節能策略。綠色辦公室小組採取不同措施以增強僱員對節能的意識。舉例而言，我們在燈掣及電器旁貼上標示，提醒僱員關掉備用的電器及燈具。我們亦發送提示電郵以向僱員傳達該等舉措。綠色辦公室小組每年對所有措施進行兩次檢討，確保綠色辦公措施有效落實。

¹ Carbon Neutral@HK, Hong Kong's Climate Action Plan 2050, "Chapter 4 : Decarbonisation Strategies • Targets • Actions", http://www.climateready.gov.hk/files/pdf/CAP2050_booklet_en.pdf (2021)

¹ 香港邁向碳中和，香港氣候行動藍圖2050，第四章「減碳策略•目標•行動」，http://www.climateready.gov.hk/files/pdf/CAP2050_booklet_tc.pdf (2021)

ENVIRONMENT (Cont'd)

B. Climate Change

Climate change has been posing greater challenges among all industries and our business operations is no exception. As an environmentally conscious and sustainable company, we are committed to contributing to greenhouse gas reduction and aligning our sustainable growth with the national and international climate change agenda. Therefore, we engaged a third party consultant to conduct a climate risk identification exercise in 2021 to identify, analyse and evaluate the potential risks related to climate change. We first reviewed our business model and conducted desktop research on the current government policy and latest market trends to identify relevant climate-related risks.

The assessment was conducted for our business operational locations in Hong Kong. For physical risks, we acknowledge that the extreme weather caused by climate change could affect our business in various ways. Extreme wind/typhoons and flooding are identified as the highest prioritised physical risks. We are conducting a further assessment and the detailed risk level of these physical risks will be disclosed in the next report.

For transition risks, to meet the Hong Kong's Climate Action Plan 2030+, it is expected Hong Kong will implement stricter policies and regulations to control GHG emissions even under a "business-as-usual" scenario. These tightening regulations will impact our business operation and bring uncertainty in terms of allowable GHG emissions.

In order to enhance our resilience in response to the associated risks, we will continuously review the climate-related risks in our operations to enhance our understanding of their impacts. We will also integrate climate-related considerations into our risk management and decision-making processes. Furthermore, we will monitor the market and regulatory changes to respond to the transition risks.

環境(續)

B. 氣候變化

氣候變化已對各行各業提出更大挑戰，我們的業務運作也不例外。作為具備環保意識和可持續發展的公司，我們致力於為減少溫室氣體作出貢獻，並使我們的可持續發展與國內外氣候變化議程保持一致。因此，我們於二零二一年聘請第三方顧問進行氣候風險判定工作，以識別、分析及評估與氣候變化有關的潛在風險。我們首先審查了業務模式，並對當前政府政策和最新市場趨勢進行桌面研究，以確認與氣候相關的風險。

有關評估乃針對我們香港業務營運地點。有關自然風險，我們承認氣候變化導致的極端天氣可能會以各種方式影響我們的業務。極端大風／颱風和洪水被識別為最應予以防範的自然風險。我們正在進行進一步評估，該等自然風險的詳細風險級別將在下一份報告書中披露。

對於過渡性風險，為了達到《香港氣候行動藍圖2030+》，預計香港將實施更嚴格的政策和法規來控制溫室氣體排放，即使在「業務一切照舊」情境下依然如此。此等法規收緊將影響我們的業務運作，並在獲許可的溫室氣體排放方面帶來不確定性。

為提高我們對相關風險的應對能力，我們將不斷審閱業務中的氣候相關風險，以加強對其影響的認知。我們還將把與氣候有關的考慮納入風險管理及決策過程。此外，我們將監察市場和監管變化，以應對過渡性風險。

ENVIRONMENT (Cont'd)

C. Waste Management

The Group is committed to divert waste from landfill sites. As such, we implement different waste management initiatives in the properties and offices we own or manage to minimise waste generation. We actively promote reusing and recycling to maximise the lifetime of useful materials. The Group also engage conscientious recycling contractors to collect and process the recyclables responsibly.

At our managed properties, we encourage our tenants and residents to practise waste separation at source. We have placed multiple recycling bins in the properties under our management, such as The ONE, Windsor House and Harcourt House. In 2021, The ONE and Windsor participated in Greeners Action's "Beverage Cartons Clean Recycling Scheme", aiming at raising public awareness on Tetrapak recycling, promoting clean recycling method of Tetrapak, and enhancing the public on Tetrapak recycling habit. Besides, we worked closely with environmental organisations to carry out recycling programmes to facilitate the recycling of festive consumables, such as red packets, Christmas trees and cherry blossom trees.

To reduce food waste, the Group has been collaborating with our business partners and suppliers to initiate a food waste reduction programme. Our composter at The ONE composts coffee grounds and used tea leaves collected from catering tenants of The ONE and Windsor. The compost is used in the gardens of our managed properties and our organic farm in Fanling.

At our offices, waste reduction initiatives are also in place to create an environmentally friendly working environment and cultivate green minds. We establish e-communication channels to substitute the use of paper to promote a paperless working environment. Not only can we minimise paper wastage at the source, but also increase the efficiency in our daily communication within and outside the organisation.

To encourage recycling at our offices, not only do we set up collection points for paper recycling, but we also place boxes around the offices to collect reusable stationaries, such as file folders, single-side-used paper and pens. Used printer cartridges are returned to suppliers. Retired but functional electronic appliances, such as computers, printers and fax machines, are donated to NGOs to support those in need.

環境(續)

C. 廢棄物管理

本集團致力將堆填區廢棄物分流。因此，於我們所擁有或管理的物業及辦公室實施不同的廢棄物管理措施，盡量減少產生廢棄物。我們積極推廣重用及回收利用，以最大限度延長有用材料的可使用年期。本集團亦聘請盡責的回收承辦商收集及處理可回收材料。

在我們管理的物業，我們鼓勵租戶及住戶實踐從源頭分類廢棄物。我們於所管理的物業放置多個回收箱，包括The ONE、皇室大廈及夏慤大廈。於二零二一年，The ONE及皇室堡參與了綠領行動的「紙包飲品盒乾淨回收計劃」，旨在提高公眾對紙包飲品盒回收的意識、推廣紙包飲品盒乾淨回收方法，以及提高公眾回收紙包飲品盒的習慣。此外，我們與環保組織緊密合作，推行回收計劃，以促進利是封、聖誕樹及桃花樹等節日消耗品的回收。

為減少廚餘，本集團一直與業務夥伴及供應商合作推行減少廚餘計劃。我們於The ONE設有堆肥機，使用從The ONE及皇室堡的餐廳租戶收集的咖啡渣及茶葉渣。堆肥可用於我們管理物業的花園及粉嶺的有機農場。

在辦公室內，我們亦採取減少廢棄物措施，以創造環境友善的工作環境並培養綠色思維。我們建立電子通訊渠道替代紙張的使用，以推廣無紙化的工作環境。我們不僅可從源頭上減少紙張浪費，亦可提高組織內外的日常通訊效率。

為鼓勵於辦公室進行回收，我們不僅設置紙張回收的收集點，亦於辦公室周圍放置盒子收集可再用的文具，例如文件夾，單面使用的紙張及筆。我們將報廢的打印機墨盒退還予供應商。已淘汰但功能正常的電子設備，例如電腦、打印機及傳真機，則捐贈到非政府組織，幫助有需要人士。

ENVIRONMENT (Cont'd)

環境(續)

D. Use of Resources

Being a responsible corporate citizen, the Group is committed to using resources efficiently and promoting recycling in our community. We adopt different measures to promote the efficient use of energy, water, and other raw materials. For examples, we use carpets that are produced from recycled materials in a number of our commercial properties and conserve the use of water by installing dual flush toilets in some of the properties we own or manage.

The environmental metrics for 2020 and 2021 is tabulated below:

D. 資源使用

作為負責任的企業公民，本集團致力有效使用資源及促進社區回收。我們採取不同方法以促進能源、水資源及其他原材料的有效使用。舉例而言，我們在部分商用物業採用以循環再造物料製成的地氈；而為節約用水，我們在所擁有或管理的部分物業安裝雙掣式沖廁水箱。

二零二零年及二零二一年的環境指標如下：

	Unit 單位	2021		2020	
		Group 1 portfolio* 第一類 物業組合*	Group 2 portfolio* 第二類 物業組合*	Group 1 portfolio* 第一類 物業組合*	Group 2 portfolio* 第二類 物業組合*
Energy consumption					
能源消耗					
Electricity 電力	Kilowatt Hour (kWh) 千瓦時	32,060,131	5,568,953	31,579,705	5,530,047
	Gigajoule (GJ) 千兆焦耳	115,416	20,048	113,687	19,908
Towngas 煤氣	GJ 千兆焦耳	0.00	4.42	0.00	14.59
Energy consumption Intensity 能源消耗密度	GJ/HK\$ million revenue 千兆焦耳/百萬港元收入	104.22		43.93	
Greenhouse gas emissions					
溫室氣體排放					
Scope 1 – Direct emission 範圍1 – 直接排放	Tonnes of carbon dioxide equivalent (tCO ₂ e) 噸二氧化碳當量	0.00	0.23	0.00	1.00
Scope 2 – Indirect emission 範圍2 – 間接排放	tCO ₂ e 噸二氧化碳當量	18,894.69	2,554.68	22,148.29	3,194.12
Greenhouse gas emissions intensity 溫室氣體排放密度	tCO ₂ e/HK\$ million revenue 噸二氧化碳當量/百萬港元收入	16.50		8.33	

ENVIRONMENT (Cont'd)

環境(續)

D. Use of Resources (Cont'd)

D. 資源使用(續)

	Unit 單位	2021		2020	
		Group 1 portfolio* 第一類 物業組合*	Group 2 portfolio* 第二類 物業組合*	Group 1 portfolio* 第一類 物業組合*	Group 2 portfolio* 第二類 物業組合*
Non-hazardous waste					
無害廢棄物					
General waste collected	Litres (L)	19,991,958	8,233,800	12,232,284	6,073,680
所收集一般廢棄物	升				
Paper consumption	Kilogramme (kg)	118,968.76	3,155.74	116,140.18	3,089.68
紙張消耗	公斤				
Paper recycled	kg	7,918.00	204.00	40,087.00	164.00
回收紙張	公斤				
Metal/Aluminium recycled	kg	603.00	0.00	372.40	0.00
金屬／鋁回收	公斤				
Plastic recycled	kg	727.80	0.00	455.40	26.00
塑膠回收	公斤				
Food waste recycled	L	2,084.00	N/A 不適用	2,588.00	N/A 不適用
廚餘回收	升				
Water consumption					
耗水量					
Water	Cubic metre (m ³)	145,932.00	47,217.00	144,480.00	50,250.00
水	立方米				
Water consumption intensity	m ³ /HK\$ million revenue	148.60		64.03	
耗水量密度	立方米／百萬港元收入				

* Notes to reporting boundary for environmental metrics

Group 1 portfolio refers to properties that are owned by Chinese Estates, and properties owned by Chinese Estates' substantial shareholder which Chinese Estates is managing as an agent. We consider Group 1 to be remained in our portfolio for a long period of time. Group 1 portfolio includes: Chinese Estates' headquarters, The ONE, Silvercord, Windsor House, Causeway Place, Excelsior Plaza (include Laforet), Wanchai Computer Centre and Harcourt House.

Group 2 portfolio refers to properties that are currently not owned by Chinese Estates, but the owners have appointed a subsidiary of Chinese Estates to be the property manager (other than those covered in Group 1 portfolio). For electricity and water consumption, we only cover areas that we have control. General waste collected refer to those collected from the entire property. Group 2 portfolio includes: Chic Castle, Evergreen Garden, i-home, Indihome, Manhattan Avenue, Miami Crescent, MOD 595, One South Lane, One WanChai, Sunrise Villa, The Bellevue Place and York Place.

* 環境指標的報告範圍之說明

第一類物業組合指由華人置業擁有的物業，以及由華人置業主要股東(華人置業作為代理人管理)擁有的物業。我們認為第一類物業會長期在我們的投資組合中。第一類物業組合包括：華人置業總部、The ONE、新港中心、皇室大廈、銅鑼灣地帶、怡東商場(包括東角Laforet)、灣仔電腦城及夏慤大廈。

第二類物業組合指現時並非由華人置業擁有的物業，但業主已委任華人置業一間附屬公司擔任物業管理人(第一類物業組合所涵蓋的除外)。就用电及用水而言，我們僅涵蓋我們所控制的區域。所收集一般廢棄物指從整個物業收集的廢棄物。第二類物業組合包括：Chic之堡、松柏花園、i-home、樂悠居、Manhattan Avenue、邁爾豪園、MOD 595、南里壹號、壹環、旭日豪庭、御林豪庭及York Place。

EMPLOYMENT

Employees play a critical role in the success of the Group. Chinese Estates endeavours to create an equal, healthy and inclusive workplace for our employees to grow together with the Group. Our Workplace Employment Policy outlines the guidance to prohibit any discrimination and harassment, offering healthy and safe workplaces, as well as provide comprehensive trainings and professional development to employees. The Policy will be reviewed regularly by the management to ensure the rights of employees within the company are protected. With dignity and respect, we recognise employees from diverse backgrounds, and we comply with the applicable laws and regulations including the Employment Ordinance (Chapter 57 of the laws of Hong Kong).

A. People

Equal Opportunities

The Group adheres to providing employees with a pleasant and harmonious working environment that can improve productivity and staff morale. Our employees are required to comply with the guideline of equal opportunities specified in the Code of Conduct and to treat everyone with respect and dignity. We adhere to the non-discrimination policy during the recruitment process. Applicants are assessed based on their skill, ability and working experience regardless of gender, age, ethnicity, religion, race, disability, marital or family status, or any other characteristics protected by law. We assure that our recruitment process remains fair and competitive and we provide equal opportunities to employees in making all employment decisions by us.

Remuneration

To attract and retain talent, we provide employees with a fair and competitive remuneration package. Appraisal is conducted annually by department heads. Salaries are reviewed based on the performance and experience of the employees. Our promotion policies are performance-based. Employees are rewarded with a year-end discretionary bonus based on market conditions where certain individual performance levels are met. Our remuneration packages and policies are reviewed regularly to assure that employees are assessed and rewarded based on their capabilities, responsibilities and performance.

僱傭

僱員對本集團的成功至關重要。華人置業致力營造平等、健康及包容的工作環境，使僱員與本集團得以共同成長。我們的工作場所僱傭政策概述禁止任何歧視及騷擾的指引，提供健康及安全工作場所，並為僱員提供全面培訓及專業發展。管理層將定期檢討該政策，以確保公司內僱員的權利得到保障。我們本著有尊嚴及尊重的精神，珍視僱員的背景差異，遵循包括《僱傭條例》(香港法例第57章)在內的適用法律及法規。

A. 僱員

平等機會

本集團堅持為僱員提供愉快和諧的工作環境，以提高生產力及員工士氣。僱員須按照操守守則中訂明的平等機會指引行事，並互相給予尊重及尊嚴。我們在招聘過程中恪守反歧視政策。應徵者乃按其技術、能力及工作經驗獲得評核，而不論其性別、年齡、種族、宗教、人種、殘疾、婚姻或家庭狀況或任何其他受法律保障的特徵。本集團保證招聘過程維持公平及具競爭性，並於作出任何僱傭決策時，向僱員提供平等的機會。

薪酬

為吸引及挽留人才，我們為僱員提供公平及具競爭力的薪酬待遇。部門主管每年進行評核。薪金乃根據僱員的表現及經驗進行檢討。我們的晉升政策乃基於表現釐定。我們因應市況，在僱員達到若干個人表現水平時發放年終特別獎金。我們定期檢討薪酬待遇及政策，確保僱員根據其工作能力、責任及表現獲得評核及獎勵。

EMPLOYMENT (Cont'd)

僱傭(續)

A. People (Cont'd)

A. 僱員(續)

Workforce Composition

僱員組成

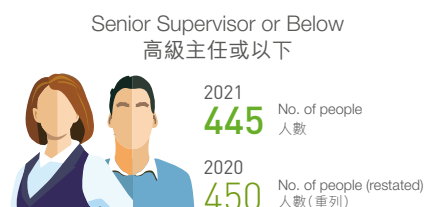
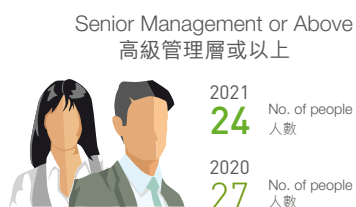
Total Number of Workforce 僱員總數



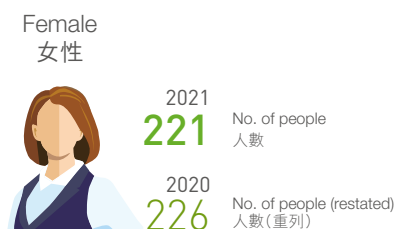
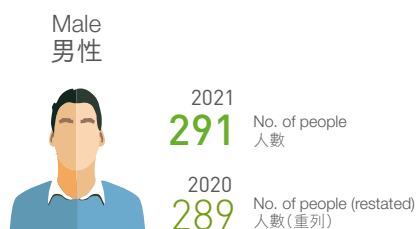
2021
512 No. of people
人數

2020
515 No. of people (restated)
人數(重列)

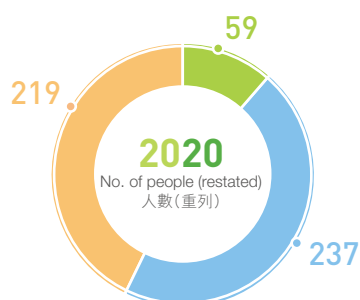
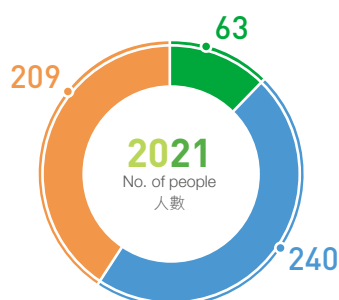
Total Number of Workforce by Employment Category 按僱傭類別劃分的僱員總數



Total Number of Workforce by Gender 按性別劃分的僱員總數



Total Number of Workforce by Age Group 按年齡組別劃分的僱員總數



- <30 years old
30歲以下
- 30-50 years old
30歲至50歲
- >50 years old
50歲以上

EMPLOYMENT (Cont'd)

僱傭 (續)

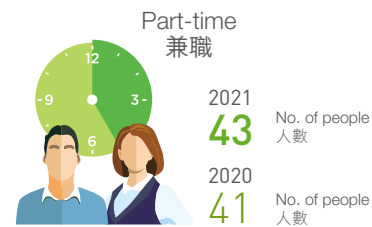
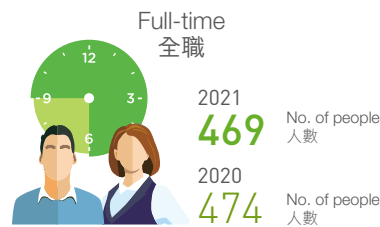
A. People (Cont'd)

A. 僱員 (續)

Workforce Composition (Cont'd)

僱員組成 (續)


 Total Number of Workforce by Employment Type
按僱傭類型劃分的僱員總數

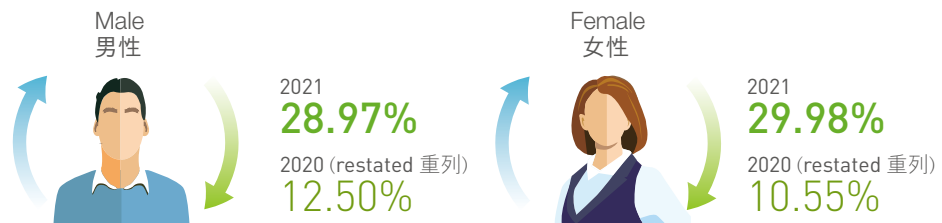


 Total Employee Turnover Rate
總僱員流失率

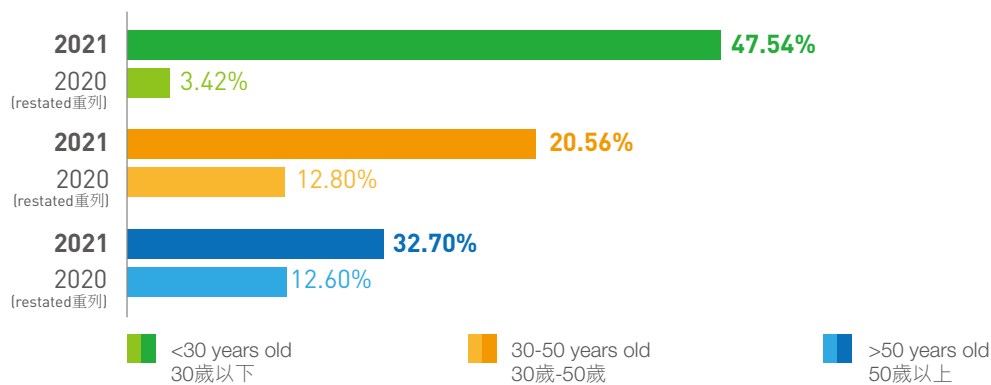


Year	Turnover Rate
2021	29.41%
2020 (restated 重列)	11.64%

 Employee Turnover Rate by Gender
按性別劃分的僱員流失率




 Employee Turnover Rate by Age Group
按年齡組別劃分的僱員流失率



EMPLOYMENT (Cont'd)

A. People (Cont'd)

Workforce Composition (Cont'd)

 Employee Turnover Rate by Geographical Region
按地理位置劃分的僱員流失率



僱傭(續)

A. 僱員(續)

僱員組成(續)

Hong Kong
香港

2021	2020
29.41%	11.64%

B. Occupational Health and Safety

Chinese Estates strives to provide a safe and health workplace by managing the inherent risks in our operations. We comply with all applicable laws and regulations including the Employees' Compensation Ordinance (Chapter 282 of the laws of Hong Kong), the Occupational Safety and Health Ordinance (Chapter 509 of the laws of Hong Kong) and relevant safety practices stipulated in Construction Sites (Safety) Regulations (Chapter 59I of the laws of Hong Kong).

To ensure the health and safety of our building management front-line employees, regular and surprise safety inspections are conducted. Property managers and estate officers are required to report any injuries at work, including our employees and contractors and to submit an incident report to the Human Resources for record. We also provide annual occupational health and safety training on personal protective equipment, fire control, loading and unloading, manual handling operations and confined space management. Besides, we changed some of our training workshops into online self-paced learning to safeguard our employees under the COVID-19 outbreak. Employees are required to review occupational health and safety-related video clips on a regular basis.

Under the pandemic situation in 2021, government-required preventive measures are adopted. Apart from introducing Employee Guidelines on prevention of COVID-19, we also distributed surgical masks and hand sanitizers to our employees to protect them.

In 2021, there were 10 confirmed injury incidents. 323 lost days due to work injury or occupational diseases was recorded. No workplace fatalities for our employees was recorded in the past three years.

B. 職業健康與安全

華人置業透過管理營運中本身存在的風險，致力提供安全及健康的工作環境。我們遵循《僱員補償條例》(香港法例第282章)、《職業安全及健康條例》(香港法例第509章)等所有適用法律及法規及《建築地盤(安全)規例》(香港法例第59I章)訂明的相關安全規範。

為確保物業管理前線員工的健康與安全，我們定期及突擊進行安全檢查。物業經理及物業主任須報告所有工傷，包括我們的僱員及承辦商，並向人力資源提交事故報告以作記錄。我們亦提供年度職業健康與安全培訓，涵蓋個人防護裝備、消防、裝卸、手動操作及密閉空間管理。此外，我們將部分培訓場所改為線上自主學習，確保員工在2019冠狀病毒病爆發情況下的安全。僱員須按時收看職業健康與安全相關的影片。

在二零二一年的疫情情況下，我們已採取政府要求的預防措施。除推行有關預防2019冠狀病毒病的僱員指引外，我們亦向僱員派發外科口罩及搓手液以保障他們。

於二零二一年，共有10宗確實工傷事故。因工傷或職業病而錄得323個工作日損失。於過往三年，並無錄得僱員於工作場所死亡的事務。

EMPLOYMENT (Cont'd)

C. Career and Personal Development

To improve service quality and maintain the competitiveness of our employees, we provide trainings to employees in delivering exceptional services to tenants and visitors and to cope with business needs. In addition, we encourage employees to pursue further education for self-enhancement or career development.

New hires are required to attend a compulsory New Hire Orientation so as to get familiar with our corporate culture and to understand their duties and skills required for their roles. On-the-job training is provided to enhance employees' job-related techniques and consolidate industry knowledge.

Our Educational and Training Sponsorship Scheme supports employees' continuing education and skills training. Employees enrolled in qualified courses with satisfactory performance are eligible to apply for the sponsorship with reimbursement up to 100% of the tuition fee. These include higher education courses relevant to employees' job duties organised by local educational institutions. The external training programmes enable employees to enhance their professionalism and maximise their potential, as well as become well-rounded in their careers within the Group.

In alignment between our business needs and interest of our employees, we regularly offer training that is tailored to individuals and industry-specific. Training topics consists of the integral of various business segments to equip employees with the necessary skills and knowledge to manage the complex business scenario. In 2021, we organised trainings and seminars on property management and data privacy.

Building and property management is one of the key business segments which highly depends on specialised knowledge and practical skills that goes beyond the professional qualification. Therefore, we regularly offer specialised trainings under various circumstances, including topics ranging from occupational health and safety to customer service. Apart from receiving specific professional training, office employees should abide by the annual training plan while front-line employees would attend regular on-site trainings with tracked records of attendance.

僱傭(續)

C. 職業與個人發展

為提高服務質素及維持員工的競爭力，我們向僱員提供有關向租戶及訪客提供優質服務的培訓，應付業務需要。此外，我們鼓勵僱員持續進修，以提升自我或發展事業。

新入職員工須參加強制性新入職培訓，以熟悉我們的企業文化及了解他們職務的職責所在及所需技能。僱員獲提供在職培訓，以增強其工作相關技術並鞏固行業知識。

我們的教育培訓資助計劃支持僱員持續進修及接受技能培訓，參加合資格課程並獲得滿意成績的僱員符合資格申請高達100%學費報銷的資助。該等課程包括與員工的職責相關，並由本地教育機構開辦的高等教育課程。外部培訓課程使僱員能夠提升專業及發揮最大的潛能，讓其於本集團內的事業能全面發展。

為使我們的業務需要及僱員的利益達成一致，我們定期提供因應個別僱員及特定行業度身訂造的培訓。培訓主題融合各個業務分類的工作，使僱員具備管理複雜業務場景所需的技能及知識。二零二一年，我們已組織物業管理及資料私隱相關主題的培訓及研討會。

我們其中一個主要業務分類 – 樓宇及物業管理非常依賴專門知識及實際技能，甚至超出專業資格所需。因此，我們根據不同情況定期提供專門培訓，主題涵蓋職業健康與安全以至客戶服務。除接受特定專業培訓外，辦公室僱員應遵守年度培訓計劃，而前線僱員應出席定期實地培訓，並獲記錄出席率。

EMPLOYMENT (Cont'd)

僱傭(續)

C. Career and Personal Development (Cont'd)

C. 職業與個人發展(續)

Development and training data of Building Management Department of the Group in 2021 are as follows:

以下為本集團物業管理部於二零二一年的發展及培訓數據：

Percentage of Employees Received Training by Gender	
按性別劃分的受訓僱員百分比	
Male 男性	2.75%
Female 女性	4.07%
Percentage of Employees Received Training by Employment Category	
按僱傭類別劃分的受訓僱員百分比	
Senior Management or Above 高級管理層或以上	0.00%
Manager or Assistant Manager 經理或助理經理	2.33%
Senior Supervisor or Below 高級主任或以下	3.60%
Average Training Hours Per Trained Employee by Gender	
按性別劃分的每名受訓僱員平均受訓時數	
Male 男性	2.00 Hours 小時
Female 女性	1.88 Hours 小時
Average Training Hours Per Trained Employee by Employment Category	
按僱傭類別劃分的每名受訓僱員平均受訓時數	
Senior Management or Above 高級管理層或以上	0.00 Hour 小時
Manager or Assistant Manager 經理或助理經理	2.00 Hours 小時
Senior Supervisor or Below 高級主任或以下	1.88 Hours 小時

COMMUNITY

Chinese Estates is dedicated to creating values for society while striving for company growth. We are keen to engage in various charitable activities, donation and sponsorship events to show our love and care to the society. Our Community Investment Policy demonstrates our commitment to making a positive social impact through integrating the community development plan with business operations. Besides, the Policy summaries the focus areas for our community programmes, namely environmental protection and conservation and youth and children development. We strive to nurture a culture of social responsibility through partnership with NGOs in organizing community activities to promote a caring culture in the society. Our employees are welcomed to join the Chinese Estates Volunteer Team to interact with people from different sectors of the community and help the people in need. We believe that the business – community partnership will provide long-term benefits to the society and foster a friendly and caring culture in the company.

We also encourage our employees to give back to the society by joining different volunteer and charitable activities. During the reporting year, we participated in 6 charitable activities, contributing to a total of 201 volunteering hours. For instance, we have been participating in the “Life Buddies” Mentoring Scheme for the fifth consecutive year to provide mentorship support to the youth. This year, 17 staff joined to be the mentors and accompanied the youth to gain different life exposures and to explore potential career paths by participating in academic and career development workshops.

List of charitable activities we have participated as follows:

社區

華人置業力求公司增長同時，致力為社會創造價值。我們積極參與多項慈善活動、捐款及贊助活動，展示我們對社會的關愛。我們的社區投資政策展現我們致力透過將社區發展計劃與業務營運相結合，為社會帶來正面影響的決心。此外，該政策概述我們社區計劃的重點範疇，即環境保護及保育以及青少年及兒童發展。我們透過與非政府組織的夥伴關係，組織社區活動促進社會關懷文化，努力培養社會責任文化。華人置業的義工團隊亦歡迎僱員加入，與社區不同界別人士互動並幫助有需要的人士。我們相信業務 – 社區夥伴關係將為社會帶來長遠好處，並於公司內形成友好及關愛的文化。

我們亦鼓勵僱員透過參與不同的義工及慈善活動回饋社會。於報告年內，我們參與6項慈善活動，義工服務時數共201小時。例如，我們連續第五年參與「友•導向」師友計劃，為青少年提供師友支援。本年度，17名員工加入成為導師，並陪同青少年接觸不同的生活，並透過參與學術及職業發展工作坊探索潛在的職業道路。

以下為我們參與的慈善活動：

Organisation 組織	Charitable Activities 慈善活動
Ocean Park Conservation Foundation, Hong Kong 香港海洋公園保育基金	Run for Survival 2021 「生態保衛賽2021」
World Vision 世界宣明會	Skip-A-Meal 2021 「饑饉一餐2021」
Commission On Poverty 扶貧委員會	“Life Buddies” Mentoring Scheme 2020/21 「友•導向」師友計劃2020/21
Heep Hong Society 協康會	Heep Hong Society Flag Day 2021 「協康會賣旗日2021」

COMMUNITY (Cont'd)

With the consideration beyond financial return, Chinese Estates integrates community investment into business operation. We leverage our resources to support the local community by offering shopping mall spaces that are under our management to different organizations for hosting exhibitions, charity sales and publicity events.

社區(續)

華人置業不只考慮財務回報，亦將社會投資融入業務運作。我們利用資源支援本地社區，旗下管理的商場向不同機構提供空間舉辦展覽、慈善義賣及公開活動。

REASONS FOR NOT REPORTING CERTAIN "COMPLY OR EXPLAIN" PROVISIONS OF THE GUIDE

未就指引中若干「不遵守就解釋」條文作匯報之原因

"Comply or explain" Provisions

「不遵守就解釋」條文

Reasons

原因

A. Environmental

A. 環境

Aspect A1: Emissions

層面A1：排放物

<p>Key Performance Indicator ("KPI") A1.1 關鍵績效指標 (「關鍵績效指標」) A1.1</p>	<p>The types of emissions and respective emissions data. 排放物種類及相關排放數據。</p>	<p>During the reporting period, there was no significant emission of NOx, SOx and other pollutants in our operations. 於報告期內，我們在營運時並無大量排放氮氧化物、硫氧化物及其他污染物。</p>
<p>KPI A1.3 關鍵績效指標A1.3</p>	<p>Total hazardous waste produced (in tonnes) and, where appropriate, intensity. 所產生有害廢棄物總量(以噸計算)及(如適用)密度。</p>	<p>During the reporting period, there was no significant production of hazardous waste in our operations. 於報告期內，我們在營運時並無產生大量有害廢棄物。</p>

Aspect A2: Use of Resources

層面A2：資源使用

<p>KPI A2.4 關鍵績效指標A2.4</p>	<p>Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。</p>	<p>During the reporting period, there was no issue in sourcing water for our operations. 於報告期內，我們在營運時並無求取水源方面的問題。</p>
<p>KPI A2.5 關鍵績效指標A2.5</p>	<p>Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。</p>	<p>The issue of packaging materials is considered not significant in our operations. 包裝材料對我們的營運而言並不重大。</p>

REASONS FOR NOT REPORTING CERTAIN “COMPLY OR EXPLAIN” PROVISIONS OF THE GUIDE (Cont'd)

未就指引中若干「不遵守就解釋」 條文作匯報之原因(續)

Aspect A3: The Environment and Natural Resources

層面A3：環境及天然資源

KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	During the reporting period, there was no significant impacts of activities on the environment and natural resources. 於報告期內，並無業務活動對環境及天然資源造成重大影響。
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B. Social

B. 社會

Aspect B4: Labour Standards

層面B4：勞工準則

KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	The issue of child and forced labour is considered not significant in our operations. 童工及強制勞工問題對我們的營運而言並不重大。
KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	During the reporting period, there was no non-compliance case regarding child and forced labour. 於報告期內，並無有關童工及強制勞工的不遵守個案。

Aspect B6: Product Responsibility

層面B6：產品責任

KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	During the reporting year, no products sold or shipped subject to recalls for safety and health reasons. 於報告年內，並無已售或已運送產品因安全及健康理由而須回收。
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國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

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The Landmark 中環
11 Pedder Street 畢打街11號
Central 置地廣場
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TO THE SHAREHOLDERS OF CHINESE ESTATES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Chinese Estates Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 119 to 281, which comprise the consolidated statement of financial position as at 31 December 2021, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致CHINESE ESTATES HOLDINGS LIMITED股東

(於百慕達註冊成立之有限公司)

意見

吾等已審核第119頁至281頁所載Chinese Estates Holdings Limited(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零二一年十二月三十一日之綜合財務狀況報表、截至該日止年度之綜合全面收益報表、綜合股本權益變動表及綜合現金流量表，以及綜合財務報表附註，其中包括主要會計政策概要。

吾等認為，根據香港會計師公會(「香港會計師公會」)頒布之香港財務報告準則(「香港財務報告準則」)，綜合財務報表真實且公平地反映 貴集團於二零二一年十二月三十一日之綜合財務狀況以及 貴集團截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露要求妥為編製。

意見之基礎

吾等已根據香港會計師公會頒布之香港審計準則(「香港審計準則」)進行審計工作。吾等在該等準則下承擔之責任已在本報告「核數師就審計綜合財務報表承擔之責任」一節中作進一步闡述。根據香港會計師公會頒布之專業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已履行守則中之其他專業道德責任。吾等相信，就提出審計意見而言，吾等所獲得之審計憑證屬充分及恰當。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter**How our audit addressed the key audit matter*****Preparation of the consolidated financial statements on a going concern basis***

Refer to Note 3 to the consolidated financial statements

The Group recorded net loss attributable to owners of the Company of approximately HK\$3,515,305,000 and other comprehensive expenses attributable to owners of the Company of approximately HK\$10,860,401,000 for the year ended 31 December 2021.

Our procedures in relation to the adoption of the going concern basis in the preparation of the consolidated financial statements included, but were not limited to:

- assessing the reasonableness of the key assumptions adopted by the management in the preparation of the cash flow projections, including revenue growth, gross profit margin and planned capital expenditures, by reference to actual historical performance of the Group and making reference to the Group's future development plans, including assessing whether there is adequate support for these assumptions; and testing the mathematical accuracy of the projections;

關鍵審計事項

關鍵審計事項乃根據吾等之專業判斷，對本期間綜合財務報表之審計最為重要之事項。該等事項乃於吾等審計整體綜合財務報表及提出意見時進行處理，吾等不會對該等事項提供單獨意見。

關鍵審計事項**審計中如何處理
關鍵審計事項*****按持續經營基準編製綜合財務報表***

請參閱綜合財務報表附註3

截至二零二一年十二月三十一日止年度，貴集團錄得貴公司擁有人應佔之虧損淨額約3,515,305,000港元及貴公司擁有人應佔之其他全面支出約10,860,401,000港元。

吾等就按持續經營基準編製綜合財務報表所採取之程序包括但不限於：

- 參考貴集團之實際過往表現及與貴集團之未來發展計劃對照，包括評估該等假設是否具有足夠支持，評估管理層於編製現金流量預測時採納之關鍵假設(包括收入增長、毛利率及已計劃之資本開支)之合理性，以及測試有關預測之計算準確性；

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項(續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p>Preparation of the consolidated financial statements on a going concern basis (Cont'd)</p> <p>Refer to Note 3 to the consolidated financial statements (Cont'd)</p> <p>In the preparation of the consolidated financial statements, the directors of the Company have made the assessment that the Group is able to continue as a going concern. To support the going concern assessment, the management of the Group has prepared a cash flow projections of the Group covering a period of not less than twelve months from 31 December 2021 and concluded that there would be sufficient funds from the Group's existing cash resources, financial support from a director and cash flows to be generated from its operations to finance its future operations and enable it to meet its financial obligations as and when they fall due in the next twelve months from 31 December 2021.</p> <p>The preparation of the cash flow projections involved the management making key assumptions about inherently uncertain future outcomes of events or conditions such as revenue growth, gross profit margin, planned capital expenditures and availability of credit and other financing facilities to the Group.</p>	<p>Our procedures in relation to the adoption of the going concern basis in the preparation of the consolidated financial statements included, but were not limited to: (Cont'd)</p> <ul style="list-style-type: none"> – confirming the cash resources and available facility from the director as at year end by circularisation of confirmations and assessing the probability of banking facilities renewal during the projection period by examining historical records of renewal pattern, and reviewing the management assessment on the present and forecast status of compliance with restrictive loan covenants, where relevant; and – evaluating the sensitivity of the projected available cash by considering downside scenarios through applying reasonably plausible changes to the key assumptions, including revenue growth and gross profit margin. We have also considered the appropriateness of the relevant disclosures. <p>We found the use of going concern basis of accounting to be supportable by the available evidence.</p>	<p>按持續經營基準編製綜合財務報表(續)</p> <p>請參閱綜合財務報表附註3(續)</p> <p>貴公司之董事於編製本綜合財務報表時已作出 貴集團能夠繼續持續經營之評估。為支持持續經營評估， 貴集團管理層已編製 貴集團之現金流量預測，涵蓋自二零二一年十二月三十一日起不少於十二個月之期間，並總結出 貴集團利用現有現金資源及來自董事之財務支持以及經營業務所產生之現金流量，將有足夠資金支持未來營運並使其可履行自二零二一年十二月三十一日起十二個月內到期之財務責任。</p> <p>編製該等現金流量預測涉及管理層作出之關鍵假設，關於未來事項或情況的結果之內在不確定，如收入增長、毛利率、已計劃之資本開支，以及 貴集團信貸及其他融資額度之可動用程度。</p>	<p>吾等就按持續經營基準編製綜合財務報表所採取之程序包括但不限於：(續)</p> <ul style="list-style-type: none"> – 通過取得確認書確認於年末之現金資源以及可動用之董事貸款額，並透過審視過往銀行信貸額之續期模式記錄評估於預測期間銀行信貸額續期之可能性，並在相關情況下，亦審閱管理層就現時及預測遵守限制性貸款契約狀況之評估；及 – 通過就關鍵假設(包括收入增長及毛利率)運用合理可行之變動考慮下行情況，評估該等預測可動用現金之敏感度。吾等亦已考慮相關披露之恰當性。 <p>吾等認為使用持續經營會計基準得到證據支持。</p>

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項(續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p>Valuation of investment properties</p> <p><i>Refer to Notes 19 and 23 to the consolidated financial statements</i></p> <p>The management has estimated the fair value of the Group's investment properties to be approximately HK\$13,292,161,000 as at 31 December 2021 with a net loss on fair value changes for the year ended 31 December 2021 recorded in the consolidated statement of comprehensive income of approximately HK\$1,376,616,000. Independent external valuations were obtained in respect of all of the portfolio of the Group, and also of the investment properties held by the associates of the Group, in order to support the management's estimates.</p> <p>The valuations are dependent on certain key assumptions that require significant management judgment including, but not limited to, reversionary yield and rental income from future reversion leases in light of current market conditions.</p>	<p>Our procedures in relation to management's valuation of investment properties included, but were not limited to:</p> <ul style="list-style-type: none"> evaluating the independent external valuers' competence, capabilities and objectivity; assessing the valuation methodologies used and the reasonableness of the key assumptions and parameters based on our knowledge of the property industry and using our auditors' valuation experts; and checking, on sample basis, the accuracy and relevance of the input data used. <p>We found the key assumptions were supported by the available evidence.</p>	<p>投資物業估值</p> <p><i>請參閱綜合財務報表附註19及23</i></p> <p>管理層估計，於二零二一年十二月三十一日，貴集團投資物業之公平值約為13,292,161,000港元，於截至二零二一年十二月三十一日止年度之綜合全面收益報表中錄得之公平值變動虧損淨額約為1,376,616,000港元。貴集團整個組合以及由貴集團之聯營公司持有之投資物業均已取得獨立外部估值，以支持管理層之估計。</p> <p>估值取決於若干關鍵假設，管理層須就此作出重大判斷，包括但不限於復歸回報率及基於現時市況對未來復歸租約所得租金收入之假設。</p>	<p>吾等就管理層對投資物業估值所採取之程序包括但不限於：</p> <ul style="list-style-type: none"> 評估獨立外部估值師之資格、能力及客觀性； 基於吾等對物業行業之認識及安排吾等之審計估值專家，評估所採用之估值方法以及關鍵假設及參數之合理性；及 抽樣檢查所用數據之準確性及適切性。 <p>吾等認為關鍵假設得到證據支持。</p>

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項(續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p>Fair value measurement on financial assets</p> <p><i>Refer to Notes 5(c), 25 and 26 to the consolidated financial statements</i></p>		<p>金融資產之公平值計量</p> <p><i>請參閱綜合財務報表附註5(c)、25及26</i></p>	
<p>As at 31 December 2021, the Group held unlisted bond, unlisted equity securities (including limited partnership) and structured product with carrying amounts of approximately HK\$28,037,000, HK\$1,527,466,000 and HK\$6,840,000 respectively. These financial instruments do not have a quoted market price in an active market (the "Unquoted Investments"). They were classified as financial assets measured at fair value through other comprehensive income or financial assets measured at fair value through profit or loss and measured at fair value.</p>	<p>Our procedures in relation to the fair value measurement of the Group's portfolio of the Unquoted Investments included, but were not limited to:</p> <ul style="list-style-type: none"> – enquiring the management and assessing the methodologies used in fair value measurement and the appropriateness of the key assumptions and parameters based on our knowledge of the investment and using our auditors' valuation experts; – enquiring the management about the assumptions around the sustainability of earnings based on the plans of the investee companies and whether those were achievable; 	<p>於二零二一年十二月三十一日，貴集團持有非上市債券、非上市股本證券(包括有限合夥企業)及結構性產品，彼等之賬面值分別約為28,037,000港元、1,527,466,000港元及6,840,000港元。該等金融工具於活躍市場上並無市場報價(「無報價投資」)。無報價投資分類為通過其他全面收益以反映公平值計量之金融資產或通過損益以反映公平值計量之金融資產及按公平值計量。</p>	<p>吾等就有關貴集團無報價投資組合之公平值計量所採取之程序包括但不限於：</p> <ul style="list-style-type: none"> – 基於吾等對投資項目之認識及安排吾等之審計估值專家，向管理層查詢及評估公平值計量使用之方法以及關鍵假設及參數之恰當性； – 基於接受投資公司之計劃，以及計劃能否達成，向管理層查詢有關盈利可持續性之假設；

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項(續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p>Fair value measurement on financial assets (Cont'd) Refer to Notes 5(c), 25 and 26 to the consolidated financial statements (Cont'd)</p>		<p>金融資產之公平值計量(續) 請參閱綜合財務報表附註5(c)、25及26(續)</p>	
<p>The valuation of the Unquoted Investments is complex and requires the application of significant judgment by the management.</p>	<p>Our procedures in relation to the fair value measurement of the Group's portfolio of the Unquoted Investments included, but were not limited to: (Cont'd)</p>	<p>就無報價投資進行估值乃非常複雜，且要求管理層應用重大判斷。</p>	<p>吾等就有關貴集團無報價投資組合之公平值計量所採取之程序包括但不限於：(續)</p>
<p>The Unquoted Investments are valued on a basis considered the most appropriate by the management and independent external valuers, depending on the nature of the underlying business which has been invested in.</p>	<ul style="list-style-type: none"> - obtaining management information including budgets and forecasts from the portfolio companies being valued and using these to corroborate the key inputs in the valuation model; - checking, on sample basis, the accuracy and relevance of the input data used such as comparing key underlying financial data inputs to external sources and investee companies' audited financial statements and management information as applicable; - obtaining market second hand prices independently and comparing them to the valuation model; - evaluating the independent external valuers' competence, capabilities and objectivity; and - checking the arithmetical accuracy on the valuation model. 	<p>無報價投資視乎投資相關業務之性質，管理層及獨立外部估值師以認為最為適當之基準進行估值。</p>	<ul style="list-style-type: none"> - 索取進行估值之組合公司之管理資料，包括預算及預測，據此證實估值模式中之關鍵數據； - 抽樣檢查所用數據之準確性及適切性，例如比較關鍵相關財務數據與外界資料，以及比較接受投資公司之經審核財務報表與管理資料(如適用)； - 獨立取得市場二手價格，並與估值模式比較； - 評估獨立外部估值師之資格、能力及客觀性；及 - 檢查估值模式之算術準確性。
	<p>We considered the management's fair value measurement on financial assets were supported by the available evidence.</p>		<p>吾等認為管理層對金融資產之公平值計量得到證據支持。</p>

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises all the information included in the Group's 2021 annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the Other Information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee are responsible for overseeing the Group's financial reporting process.

年報內之其他信息

董事須對其他信息負責。其他信息包括 貴集團二零二一年年報內之所有信息，惟不包括綜合財務報表及吾等之核數師報告（「其他信息」）。

吾等對綜合財務報表之意見並不涵蓋其他信息。吾等亦不會對該等其他信息發表任何形式之保證結論。

結合吾等對綜合財務報表之審計，吾等之責任乃閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或吾等在審計過程中了解之情況存在重大抵觸或似乎存在重大錯誤陳述之情況。基於吾等已執行之工作，倘吾等認為其他信息出現重大錯誤陳述，吾等需要報告該事實。就此方面而言，吾等並無任何報告。

董事及審核委員會就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒布之香港財務報告準則及按照香港公司條例之披露要求編製真實且公平地列報之綜合財務報表，董事須對其認為為使綜合財務報表之編製不存在由於欺詐或錯誤而導致重大錯誤陳述所需的內部監控負責。

在編製綜合財務報表時，董事須負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際之替代方案。

審核委員會須負責監督 貴集團之財務報告過程。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, as amended, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔之責任

吾等之目標就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理之保證，並作出包括吾等意見之核數師報告。吾等載於本報告之意見謹按照百慕達一九八一年公司法(經修訂)第90條而僅向閣下編製，並不作其他用途。吾等不會就本報告內容而向任何其他人士負責或承擔責任。合理之保證是高水平之保證，但不能保證按照香港審計準則進行之審計，總能發現某一重大錯誤陳述存在。錯誤陳述可以由欺詐或錯誤引起，倘能合理地預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

在根據香港審計準則進行審計之過程中，吾等運用了專業判斷，保持了專業懷疑之態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審計程序以應對該等風險，以及獲得充足和適當之審計憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致重大錯誤陳述之風險。
- 了解與審計相關之內部監控，以設計適當之審計程序，但目的並非對貴集團之內部監控之有效性發表意見。
- 評估董事所採用會計政策之恰當性及作出會計估計及相關披露之合理性。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also: (Cont'd)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

核數師就審計綜合財務報表承擔之責任(續)

在根據香港審計準則進行審計之過程中，吾等運用了專業判斷，保持了專業懷疑之態度。吾等亦：

- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露，倘有關之披露不足，則吾等應當發表非無保留意見。吾等之結論是基於核數師報告日止所取得之審計憑證。然而，未來事項或情況可能導致 貴集團不能繼續持續經營。
- 評估綜合財務報表之整體呈列方式、結構和內容，包括披露，以及綜合財務報表是否公平地反映相關交易及事項。
- 就 貴集團內實體或業務活動之財務信息獲得充足及恰當之審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計之方向、監督及執行。吾等為審計意見承擔全部責任。

除其他事項外，吾等與審核委員會溝通了審計之計劃範圍及時間安排以及重大審計發現等，包括吾等在審計中識別出內部監控之任何重大缺陷。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性之相關道德要求，並與他們溝通有可能合理地被認為會影響吾等獨立性之所有關係和其他事項，以及在適用之情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement director on the audit resulting in this independent auditors' report is Ng Ka Wah.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Ng Ka Wah

Practising Certificate Number: P06417

Hong Kong, 21 March 2022

核數師就審計綜合財務報表承擔 之責任(續)

從與審核委員會溝通之事項中，吾等釐定哪些事項對本期間之本綜合財務報表之審計最為重要，因而構成關鍵審計事項。吾等在核數師報告中描述此等事項，除非法律或法規不允許公開披露此等事項，或在極端罕見之情況下，倘合理預期在吾等報告中溝通某事項造成之負面後果超過產生之公眾利益，吾等決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目董事乃吳家華。

國衛會計師事務所有限公司

香港執業會計師

吳家華

執業證書編號：P06417

香港，二零二二年三月二十一日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益報表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Revenue	收入	7	1,299,826	3,041,464
Cost of goods and services provided	提供貨品及服務之成本		(282,458)	(79,938)
Gross profit	毛利		1,017,368	2,961,526
Other income	其他收入	9	63,211	281,268
Investment expenses, net	投資開支淨額	10	(2,628,876)	(427,829)
Administrative expenses	行政開支		(344,495)	(320,600)
Gain on disposals of equipment, net	出售設備之收益淨額		256	6,299
Fair value changes on investment properties	投資物業之公平值變動		(1,376,616)	(1,549,240)
Finance costs	財務費用	11	(104,476)	(215,559)
Other gains and losses	其他收益及虧損	12	(50)	(4,860)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績		(106,682)	(38,459)
(Loss) profit before tax	除稅前(虧損)溢利		(3,480,360)	692,546
Income tax expense	所得稅開支	13	(33,188)	(70,282)
(Loss) profit for the year	本年度(虧損)溢利	14	(3,513,548)	622,264
Other comprehensive expenses	其他全面支出			
Items that will not be reclassified to profit or loss	不會重新分類至損益之項目			
Gains and losses on investments in equity instruments measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之股本工具投資之收益及虧損		(10,842,215)	(5,763,244)
Share of other comprehensive expenses of investments accounted for using the equity method	攤佔以權益法入賬投資之其他全面支出		(60)	(93)
			(10,842,275)	(5,763,337)
Items that may be reclassified subsequently to profit or loss	隨後可能重新分類至損益之項目			
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額		(20,454)	152,262
Share of other comprehensive income of investments accounted for using the equity method	攤佔以權益法入賬投資之其他全面收益		2,328	10,225
			(18,126)	162,487
Other comprehensive expenses for the year (net of tax)	本年度其他全面支出(除稅後)		(10,860,401)	(5,600,850)
Total comprehensive expenses for the year	本年度全面支出總額		(14,373,949)	(4,978,586)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益報表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
(Loss) profit for the year attributable to:	應佔本年度(虧損)溢利：			
Owners of the Company	本公司擁有人		(3,515,305)	622,233
Non-controlling interests	非控股權益		1,757	31
			(3,513,548)	622,264
Total comprehensive expenses for the year attributable to:	應佔本年度全面支出總額：			
Owners of the Company	本公司擁有人		(14,375,706)	(4,978,617)
Non-controlling interests	非控股權益		1,757	31
			(14,373,949)	(4,978,586)
(Loss) earnings per share (HK\$)	每股(虧損)盈利(港元)	18		
Basic and diluted	基本及攤薄		(1.843)	0.326

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

綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

At 31 December 2021 於二零二一年十二月三十一日

		Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Non-current assets	非流動資產			
Investment properties	投資物業	19	13,292,161	14,373,283
Property, plant and equipment	物業、廠房及設備	20	184,996	169,262
Right-of-use assets	使用權資產	21(a)	59,742	126,215
Intangible assets	無形資產	22	-	-
Investments accounted for using the equity method	以權益法入賬之投資	23	2,095,096	2,199,510
Advances to associates	墊付聯營公司款項	24	50,060	48,463
Financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產	25	156,633	1,629,070
Financial assets measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之金融資產	26	1,527,466	14,407,220
Advance to an investee company	墊付一間接受投資公司款項	27	100,737	100,737
Deferred tax assets	遞延稅項資產	28	3,920	11,272
Pledged deposits	抵押存款	29(a)	4,308	81,974
Prepayments	預付款項	30	34,762	50,380
			17,509,881	33,197,386
Current assets	流動資產			
Stock of properties	物業存貨	31	23,316	232,938
Financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產	25	600,084	1,921,466
Financial assets measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之金融資產	26	364,582	-
Inventories	存貨	32	3,514	4,964
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	30	260,738	250,152
Securities trading receivables and deposits	應收證券交易賬項及存款	29(b)	69,422	27,055
Tax recoverable	可收回稅款		12,457	2,344
Pledged deposits	抵押存款	29(a)	273,202	178,532
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	29(c)	2,479,874	1,654,542
			4,087,189	4,271,993

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況報表

At 31 December 2021 於二零二一年十二月三十一日

		Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Current liabilities	流動負債			
Creditors and accruals	應付賬項及應計款項	33	201,896	158,469
Securities trading and margin payable	應付證券交易賬項及保證金		12,163	38,883
Deposits and receipts in advance	按金及預收款項		172,660	167,623
Lease liabilities	租賃負債	21(b)	50,673	67,300
Tax liabilities	稅項負債		3,590	36,110
Borrowings	借貸	34	3,642,977	5,312,436
Derivative financial instrument	衍生金融工具	35	–	111
			4,083,959	5,780,932
Net current assets (liabilities)	流動資產(負債)淨值		3,230	(1,508,939)
Total assets less current liabilities	資產總額減流動負債		17,513,111	31,688,447
Equity attributable to owners of the Company	本公司擁有人應佔股本權益			
Share capital	股本	36	190,762	190,762
Financial assets measured at fair value through other comprehensive income reserve	通過其他全面收益以反映公平值計量之金融資產之儲備		(1,582,049)	65,461
Contribution reserve	注資儲備		206,627	206,627
Statutory reserve	法定儲備		668	668
Special reserve	特別儲備		2,499,685	2,499,685
Capital redemption reserve	資本贖回儲備		138,062	138,062
Translation reserve	匯兌儲備		(335,536)	(317,410)
Retained profits	保留溢利			
– proposed final dividend	– 擬派末期股息		–	19,076
– others	– 其他		13,257,387	25,955,852
			14,375,606	28,758,783
Non-controlling interests	非控股權益		23,224	21,467
Total equity	股本權益總額		14,398,830	28,780,250

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況報表

At 31 December 2021 於二零二一年十二月三十一日

		Notes	2021	2020
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current liabilities	非流動負債			
Borrowings	借貸	34	1,812,537	1,951,396
Amounts due to associates	欠負聯營公司款項	37	302,344	260,344
Amounts due to investee companies	欠負接受投資公司款項	37	931,848	581,898
Amounts due to non-controlling shareholders	欠負非控股股東款項	37	275	275
Lease liabilities	租賃負債	21(b)	9,037	57,890
Deferred tax liabilities	遞延稅項負債	28	58,240	56,394
			3,114,281	2,908,197
			17,513,111	31,688,447

Approved and authorised for issue by the board of Directors on 21 March 2022 and signed on its behalf by:

已獲董事會於二零二二年三月二十一日批准及授權發布，並由下列董事代表董事會簽署：

Chan, Hoi-wan

Director

陳凱韻

董事

Lam, Kwong-wai

Director

林光蔚

董事

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

綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合股本權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Attributable to owners of the Company		
		本公司擁有人應佔股本權益		
		Share capital	Financial assets measured at fair value through other comprehensive income reserve	Contribution reserve
		股本	以反映公平值計量之金融資產之儲備	注資儲備
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
			(note (i)) (附註(i))	(note (ii)) (附註(ii))
At 1 January 2020	於二零二零年一月一日	190,762	5,829,284	–
Profit for the year	本年度溢利	–	–	–
Gains and losses on investments in equity instruments measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之股本工具投資之收益及虧損			
– Listed equity investments	– 上市股本投資	–	(5,761,885)	–
– Unlisted investments	– 非上市投資	–	(1,359)	–
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額	–	–	–
Share of other comprehensive income of investments accounted for using the equity method	攤佔以權益法入賬投資之其他全面收益	–	(93)	–
Total comprehensive expenses for the year	本年度全面支出總額	–	(5,763,337)	–
Transfer of reserve upon disposal of the investment in an equity instrument measured at fair value through other comprehensive income	於出售通過其他全面收益以反映公平值計量之股本工具投資時轉撥之儲備	–	(486)	–
Disposals of debt securities	出售債務證券	–	–	206,627
Interim dividend for 2020 paid	已付二零二零年中期股息	–	–	–
Final dividend for 2019 paid	已付二零一九年末期股息	–	–	–
At 31 December 2020	於二零二零年十二月三十一日	190,762	65,461	206,627

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

Attributable to owners of the Company

本公司擁有人應佔股本權益

Statutory reserve	Special reserve	Capital redemption reserve	Translation reserve	Retained profits	Total	Non-controlling interests	Total equity
法定儲備	特別儲備	資本贖回儲備	匯兌儲備	保留溢利	總額	非控股權益	股本權益總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
(note (iii))	(note (iv))						
(附註(iii))	(附註(iv))						
668	2,499,685	138,062	(479,897)	25,390,361	33,568,925	21,436	33,590,361
-	-	-	-	622,233	622,233	31	622,264
-	-	-	-	-	(5,761,885)	-	(5,761,885)
-	-	-	-	-	(1,359)	-	(1,359)
-	-	-	152,262	-	152,262	-	152,262
-	-	-	10,225	-	10,132	-	10,132
-	-	-	162,487	622,233	(4,978,617)	31	(4,978,586)
-	-	-	-	486	-	-	-
-	-	-	-	-	206,627	-	206,627
-	-	-	-	(19,076)	(19,076)	-	(19,076)
-	-	-	-	(19,076)	(19,076)	-	(19,076)
668	2,499,685	138,062	(317,410)	25,974,928	28,758,783	21,467	28,780,250

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔股本權益		
		Share capital	Financial assets measured at fair value through other comprehensive income reserve	Contribution reserve
		股本	之金融資產之儲備	注資儲備
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
			(note (i)) (附註(i))	(note (ii)) (附註(ii))
At 1 January 2021	於二零二一年一月一日	190,762	65,461	206,627
Loss for the year	本年度虧損	-	-	-
Gains and losses on investments in equity instruments measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之股本工具投資之收益及虧損			
- Listed equity investment	- 上市股本投資	-	(10,921,850)	-
- Unlisted investments	- 非上市投資	-	79,635	-
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額	-	-	-
Share of other comprehensive income of investments accounted for using the equity method	攤佔以權益法入賬投資之其他全面收益	-	(60)	-
Total comprehensive expenses for the year	本年度全面支出總額	-	(10,842,275)	-
Transfer of reserve upon disposal/derecognition of the investments in equity instruments measured at fair value through other comprehensive income	於出售/取消確認通過其他全面收益以反映公平值計量之股本工具投資時轉撥之儲備	-	9,194,765	-
Final dividend for 2020 paid	已付二零二零年末期股息	-	-	-
Unclaimed dividends forfeited (note (v))	沒收未被領取之股息(附註(v))	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	190,762	(1,582,049)	206,627

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

Attributable to owners of the Company

本公司擁有人應佔股本權益

Statutory reserve	Special reserve	Capital redemption reserve	Translation reserve	Retained profits	Total	Non-controlling interests	Total equity
法定儲備	特別儲備	資本贖回儲備	匯兌儲備	保留溢利	總額	非控股權益	股本權益總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
(note (iii))	(note (iv))						
(附註(iii))	(附註(iv))						
668	2,499,685	138,062	(317,410)	25,974,928	28,758,783	21,467	28,780,250
-	-	-	-	(3,515,305)	(3,515,305)	1,757	(3,513,548)
-	-	-	-	-	(10,921,850)	-	(10,921,850)
-	-	-	-	-	79,635	-	79,635
-	-	-	(20,454)	-	(20,454)	-	(20,454)
-	-	-	2,328	-	2,268	-	2,268
-	-	-	(18,126)	(3,515,305)	(14,375,706)	1,757	(14,373,949)
-	-	-	-	(9,194,765)	-	-	-
-	-	-	-	(19,076)	(19,076)	-	(19,076)
-	-	-	-	11,605	11,605	-	11,605
668	2,499,685	138,062	(335,536)	13,257,387	14,375,606	23,224	14,398,830

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

Notes:

- (i) The cumulative amount of the loss on listed equity investment classified as financial assets measured at fair value through other comprehensive income ("FVTOCI") was approximately HK\$2,484,787,000 as at 31 December 2021 (2020: HK\$781,957,000).

During the year ended 31 December 2021, the loss on fair value change from shares of China Evergrande Group (listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange")) (stock code: 3333) ("China Evergrande") ("Evergrande Shares") of approximately HK\$10,921,850,000 (2020: HK\$5,762,000,000), comprising unrealised loss of approximately HK\$3,051,943,000 (2020: HK\$5,762,000,000), realised loss on the disposal of certain Evergrande Shares of approximately HK\$7,867,045,000 (2020: no disposal) and the transaction costs of the disposal of approximately HK\$2,862,000 (2020: no disposal) was recorded in financial assets measured at FVTOCI reserve. Upon completion of the disposal of certain Evergrande Shares during the year ended 31 December 2021, the cumulative fair value loss and the transaction costs in the financial assets measured at FVTOCI reserve that related to the disposed Evergrande Shares, which amounted to approximately HK\$9,219,020,000, was transferred to retained profits.

During the year ended 31 December 2021, the Company and its subsidiaries (collectively the "Group") derecognised two equity instruments (2020: one equity instrument) measured at FVTOCI, the cumulative fair value gain of approximately HK\$24,255,000 (2020: HK\$486,000) in the financial assets measured at FVTOCI reserve that related to the equity instruments was transferred to retained profits.

- (ii) The contribution reserve represented the excess amount paid by Ms. Chan, Hoi-wan, who is a trustee of substantial shareholders of the Company ("Trustee of Substantial Shareholders"), as the purchaser in relation to the Group's disposals of debt securities in 2020 (details are set out in Note 25(i)), at the consideration of 100% of principal amount over the prevailing market bid price of the debt securities disposed of was directly recognised in the reserve as it is deemed as the contribution from the Company's equity participant.
- (iii) The statutory reserve of the Group refers to the People's Republic of China ("PRC") statutory reserve fund. Appropriations to such reserve fund are made out of profit after tax as recorded in the statutory financial statements of the PRC subsidiaries. The amount should not be less than 10% of the profit after tax as recorded in the statutory financial statements unless the aggregate amount exceeds 50% of the registered capital of the PRC subsidiaries. The statutory reserve can be used to make up prior year losses, if any, and can be applied in conversion into the PRC subsidiaries' capital by means of capitalisation issue.
- (iv) The special reserve represented the difference arising from the aggregate of the share capital and premium amount of the former holding company and the Company upon redomicile of the holding company as a Bermuda Company in 1989 and is non-distributable.
- (v) Unclaimed dividends forfeited represented dividends declared by the Company on or before 15 June 2015 remaining unclaimed by shareholders of the Company on 3 September 2021. During the year ended 31 December 2021, unclaimed dividends amounted to approximately HK\$11,605,000 (2020: nil) were forfeited and transferred to retained profits.

附註：

- (i) 於二零二一年十二月三十一日，上市股本投資分類為通過其他全面收益以反映公平值(「通過其他全面收益以反映公平值」)計量之金融資產之累計虧損金額約為2,484,787,000港元(二零二零年：781,957,000港元)。

於截至二零二一年十二月三十一日止年度內，通過其他全面收益以反映公平值計量之金融資產之儲備中錄得來自中國恒大集團(於香港聯合交易所有限公司(「聯交所」)上市)(股份代號：3333)(「中國恒大」)之股份(「恒大股份」)之公平值變動之虧損約10,921,850,000港元(二零二零年：5,762,000,000港元)，包含未變現虧損約3,051,943,000港元(二零二零年：5,762,000,000港元)、出售若干恒大股份之已變現虧損約7,867,045,000港元(二零二零年：並無出售)及出售之交易成本約2,862,000港元(二零二零年：並無出售)。於截至二零二一年十二月三十一日止年度內完成出售若干恒大股份時，於通過其他全面收益以反映公平值計量之金融資產之儲備中有關已出售恒大股份之累計公平值虧損及交易成本金額約9,219,020,000港元已轉撥至保留溢利。

於截至二零二一年十二月三十一日止年度內，本公司及其附屬公司(統稱「本集團」)取消確認兩項通過其他全面收益以反映公平值計量之股本工具(二零二零年：一項股本工具)，於通過其他全面收益以反映公平值計量之金融資產之儲備中有關該等股本工具之累計公平值虧損及交易成本金額約24,255,000港元(二零二零年：486,000港元)已轉撥至保留溢利。

- (ii) 注資儲備乃指出售債務證券之代價由陳凱韻女士(本公司之主要股東之信託人(「主要股東之信託人」))(作為有關本集團於二零二零年出售債務證券之買方(詳情載於附註25(i)))以本金金額之100%支付而超出現行市場買入價之額外金額並直接於儲備內確認，而該額外金額被視作為本公司權益參與者之注資金額。
- (iii) 本集團之法定儲備指中華人民共和國(「中國」)法定儲備基金。向該儲備基金作出之撥款乃撥自中國附屬公司法定財務報表所錄得之除稅後溢利。除非所撥金額之總額超過中國附屬公司註冊資本之50%，否則該金額不得低於法定財務報表所錄得之除稅後溢利之10%。法定儲備乃於填補過往年度虧損(如有)後作出，並可透過資本化發行應用以兌換為中國附屬公司之資本。
- (iv) 特別儲備乃指前控股公司與本公司於一九八九年遷冊該控股公司為百慕達公司時之股本及溢價賬總額產生之差額及為不可分配。
- (v) 沒收未被領取之股息乃指本公司於二零一五年六月十五日或之前宣派而本公司之股東於二零二一年九月三日仍未領取之股息。於截至二零二一年十二月三十一日止年度內，仍未被領取之股息金額約為11,605,000港元(二零二零年：無)已被沒收並轉撥至保留溢利。

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

綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

	Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Operating activities	經營業務		
(Loss) profit before tax	除稅前(虧損)溢利	(3,480,360)	692,546
Adjustments for:	因下列事項之調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	56,355	25,624
Depreciation of right-of-use assets	使用權資產折舊	68,417	62,564
Interest expenses	利息開支	90,808	188,332
Interest income from other financial assets	其他金融資產之利息收入	(4,195)	(6,705)
Allowance for credit losses recognised in respect of trade receivables	就應收貿易賬項確認之信貸虧損撥備	13	2,852
Reversal of allowance for credit losses recognised in respect of trade receivables	就應收貿易賬項確認撥回之信貸虧損撥備	(3,059)	(29)
Unrealised loss (gain) arising from change in fair value of bonds	債券之公平值變動而產生之未變現虧損(收益)	606,931	(14,912)
Unrealised loss arising from change in fair value of structured products	結構性產品之公平值變動而產生之未變現虧損	1,160	1,897
Unrealised loss arising from change in fair value of investments held-for-trading	持作買賣之投資之公平值變動而產生之未變現虧損	339,614	12,678
Unrealised (gain) loss arising from change in fair value of club and corporate debentures	會籍及公司債券之公平值變動而產生之未變現(收益)虧損	(4,944)	1,646
Realised loss (gain) arising from change in fair value of financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產之公平值變動而產生之已變現虧損(收益)	1,489,980	(7,345)
Unrealised (gain) loss arising from change in fair value of derivative financial instrument	衍生金融工具之公平值變動而產生之未變現(收益)虧損	(1,623)	111
Gain on disposals of equipment, net	出售設備之收益淨額	(256)	(6,299)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績	106,682	38,459
Allowance for credit losses recognised in respect of advances to associates	就墊付聯營公司款項確認之信貸虧損撥備	47	56
Reversal of allowance for credit losses recognised in respect of advance to an associate	就墊付一間聯營公司款項確認撥回之信貸虧損撥備	-	(29)
Allowance for credit losses recognised in respect of interest receivables from bonds	就債券之應收利息確認之信貸虧損撥備	11,885	-
Fair value changes on investment properties	投資物業之公平值變動	1,376,616	1,549,240
Overprovision of costs in respect of a development project	就一項發展項目之成本超額撥備	(7,059)	(1,877)
Write-down of stock of properties	物業存貨之減值	-	4,831
Exchange (gain) loss, net	匯兌(收益)虧損淨額	(11,359)	21,134

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量		635,653	2,564,774
Decrease (increase) in stock of properties	物業存貨減少(增加)		214,466	(411)
Decrease (increase) in inventories	存貨減少(增加)		1,450	(2,636)
(Increase) decrease in debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項(增加)減少		(31,105)	51,195
Decrease in financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產減少		633,808	5,432,083
Decrease (increase) in securities trading receivables and deposits	應收證券交易賬項及存款減少(增加)		314	(10,094)
Increase in creditors and accruals	應付賬項及應計款項增加		38,780	6,250
(Decrease) increase in securities trading and margin payable	應付證券交易賬項及保證金(減少)增加		(24,969)	27,635
Increase (decrease) in deposits and receipts in advance	按金及預收款項增加(減少)		6,152	(52,677)
Decrease in derivative financial instrument	衍生金融工具減少		(111)	(6,060)
Cash generated from operating activities	來自經營業務之現金		1,474,438	8,010,059
Income tax paid, net	已付所得稅淨額		(67,975)	(170,770)
Net cash generated from operating activities	來自經營業務之現金淨額		1,406,463	7,839,289

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

	Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Investing activities	投資業務		
Interest received from other financial assets	已收其他金融資產之利息	4,546	7,333
Payments for investment properties	支付投資物業款項	(163,658)	(47,792)
Payments for purchases of equipment and leasehold improvement	支付購買設備及租賃物業裝修款項	(28,827)	(143,130)
Proceeds from disposals of equipment	出售設備所得款項	260	6,394
Advances to associates	墊付聯營公司之款項	(1,366)	(594)
Advances from associates	墊款自聯營公司之款項	42,000	47,964
Advances/repayments from investee companies	墊款／償還自接受投資公司之款項	349,950	218,500
(Increase) decrease in pledged deposits	抵押存款之(增加)減少	(16,699)	5,972
Decrease in time deposits with maturity greater than three months	存款期多於三個月之定期存款減少	36,109	118,700
Net proceeds from disposals of financial assets measured at fair value through profit or loss	出售通過損益以反映公平值計量之金融資產之所得款項淨額	895,248	1,062,626
Net proceed from disposal/derecognition of financial assets measured at fair value through other comprehensive income	出售／取消確認通過其他全面收益以反映公平值計量之金融資產之所得款項淨額	1,639,162	2,767
Purchases of financial assets measured at fair value through profit or loss	購買通過損益以反映公平值計量之金融資產	(1,166,355)	(1,000,856)
Net cash outflow arising from acquisition of assets through acquisition of a subsidiary	就透過收購一間附屬公司收購資產時產生之現金流出淨額	(161,114)	(352,438)
(Contribution to) net return of capital contribution from a financial asset measured at fair value through other comprehensive income	就通過其他全面收益以反映公平值計量之金融資產之(注資)歸還注資資本淨額	(9,011)	9,312
Net cash generated from (used in) investing activities	來自(用於)投資業務之現金淨額	1,420,245	(65,242)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Notes 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Financing activities	融資業務			
Dividends paid	已付股息		(19,076)	(38,152)
Interest on bank borrowings and other borrowings paid	已付銀行借貸及其他借貸之利息		(91,505)	(196,651)
Payments for lease liabilities (including interest)	支付租賃負債(包括利息)		(69,258)	(56,106)
Bank borrowings and other borrowings raised	新增銀行借貸及其他借貸		3,835,709	5,735,541
Loans from a director raised	新增董事貸款		420,218	589,778
Repayments of bank borrowings and other borrowings	償還銀行借貸及其他借貸		(5,639,582)	(12,224,650)
Repayments of loans from a director	償還董事貸款		(420,218)	(589,549)
Deemed contribution from an equity participant of the Company	被視作為本公司權益參與者之注資		-	206,627
Net cash used in financing activities	用於融資業務之現金淨額		(1,983,712)	(6,573,162)
Net increase in cash and cash equivalents	現金及現金等值項目之增加淨額		842,996	1,200,885
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目		1,618,908	413,190
Effect of foreign exchange rate changes	匯率變動之影響		17,970	4,833
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等值項目		2,479,874	1,618,908
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析			
Time deposits, bank balances and cash	定期存款、銀行結餘及現金		2,479,874	1,654,542
Less: Time deposits with original maturity greater than three months	減：原存款期多於三個月之定期存款	29(c)	-	(35,634)
			2,479,874	1,618,908

The accompanying notes form an integral part of these consolidated financial statements. 綜合財務報表附註乃綜合財務報表的一部分。

1. GENERAL INFORMATION

The Company is an exempted company incorporated in Bermuda with limited liability and its shares are listed on the Stock Exchange. The addresses of the Company's registered office and principal office in Hong Kong are disclosed in the section headed "Corporate Information" of this annual report. The Company was indirectly owned as to 74.99% by Sino Omen Holdings Limited, a company incorporated in the British Virgin Islands of which the entire issued share capital was held by Ms. Chan, Hoi-wan as the trustee of her minor children, Lau, Chung-hok, Lau, Sau-wah and Lau, Sau-yee. Further details of the substantial shareholders of the Company are disclosed in the paragraph headed "Substantial Shareholders' Interests in the Securities of the Company" in the section headed "Directors' Report" of this annual report.

These consolidated financial statements are presented in Hong Kong dollar ("HK\$"), which is same as the functional currency of the Company and all amounts are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries and associates are set out in Notes 47 and 48 respectively.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

The accounting policies adopted in these consolidated financial statements for the year ended 31 December 2021 are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2020 except as described below.

1. 一般資料

本公司為一間於百慕達註冊成立之獲豁免有限公司，其股份於聯交所上市。本公司之註冊辦事處及香港主要辦事處之地址於本年報「公司資料」一節中予以披露。本公司由Sino Omen Holdings Limited(一間於英屬維爾京群島註冊成立之公司)間接擁有74.99%，其全部已發行股本由陳凱韻女士(作為其未成年子女劉仲學、劉秀樺及劉秀兒之信託人)持有。本公司主要股東之進一步詳情於本年報「董事會報告書」一節中「主要股東於本公司之證券權益」一段內予以披露。

本綜合財務報表以港元(「港元」)呈列，港元亦為本公司之功能貨幣，且除另有說明外，所有數額均四捨五入至最接近之千位數(千港元)。

本公司之主要業務為投資控股，而其主要附屬公司及聯營公司之主要業務分別載列於附註47及48。

2. 應用新訂及對香港財務報告準則之修訂

除下述者外，截至二零二一年十二月三十一日止年度之綜合財務報表所採納之會計政策與編製本集團截至二零二零年十二月三十一日止年度之綜合財務報表所依循者一致。

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Cont'd)

In the current year, the Group has applied the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") ("Amendments") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, including those which are mandatorily effective for the annual period beginning on or after 1 January 2021 for the preparation of these consolidated financial statements:

HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4, and HKFRS 16 (Amendments)	Interest Rate Benchmark Reform – Phase 2
HKFRS 16 (Amendments)	Covid-19-Related Rent Concessions beyond 30 June 2021 ¹

¹ Effective for annual periods beginning on or after 1 April 2021 and early application is permitted

Except as described below, the application of the Amendments had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及對香港財務報告準則之修訂(續)

於本年度，本集團已就編製本綜合財務報表首次應用由香港會計師公會(「香港會計師公會」)頒布之下列對香港財務報告準則(「香港財務報告準則」)之修訂(「修訂」)，包括該等於二零二一年一月一日或之後開始之年度期間強制生效之修訂：

香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號(修訂本)	利率基準改革 – 第二階段
香港財務報告準則第16號(修訂本)	二零二一年六月三十日後與2019冠狀病毒病相關之租金優惠 ¹

¹ 於二零二一年四月一日或之後開始之年度期間生效且允許提早應用

除下述者外，應用該等修訂不會對本集團於本年度及過往年度之財務狀況及表現及／或本綜合財務報表所載之披露資料構成重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Cont'd)

Impact on application of Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 “Interest Rate Benchmark Reform – Phase 2”

The Group has applied the amendments for the first time in the current year. The amendments relate to changes in the basis for determining the contractual cash flows of financial liabilities as a result of interest rate benchmark reform and the related disclosure requirements applying HKFRS 7 “Financial Instruments: Disclosures”.

As at 1 January 2021, the Group had several financial liabilities and derivatives, the interests of which are indexed to benchmark interest rates that will or may be subject to interest rate benchmark reform.

As at 1 January 2021 and 31 December 2021, the Group had borrowings with carrying amount of approximately HK\$5,091,707,000 and approximately HK\$2,127,820,000 respectively and a derivative with notional amount of HK\$1,238,000,000 on both dates, the interests of which were indexed to benchmark interest rates that will or may be subject to interest rate benchmark reform, i.e. Hong Kong Interbank Offered Rate (“HIBOR”) or London Interbank Offered Rate (“LIBOR”).

During the year ended 31 December 2021, some of the relevant contracts have been transitioned to the relevant alternative benchmark interest rates. Such transitions have had no material impact on these consolidated financial statements as the Group has applied the practical expedient in relation to the changes in contractual cash flows resulting from the interest rate benchmark reform for borrowings measured at amortised cost. Additional disclosures as required by HKFRS 7 are set out in Note 5(b).

2. 應用新訂及對香港財務報告準則之修訂(續)

應用香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂「利率基準改革 – 第二階段」之影響

於本年度，本集團已首次應用該等修訂。該等修訂乃與金融負債因利率基準改革而導致合約現金流量之釐定基準變動及應用香港財務報告準則第7號「金融工具：披露」之相關披露要求相關。

於二零二一年一月一日，本集團擁有多項金融負債及衍生工具，彼等之利息與基準利率掛鉤將會或可能會受到利率基準改革影響。

於二零二一年一月一日及二零二一年十二月三十一日，本集團有借貸之賬面值分別約為5,091,707,000港元及約為2,127,820,000港元以及於兩個日期均有一項衍生工具之名義金額為1,238,000,000港元，彼等之利息與基準利率(即香港銀行同業拆息(「香港銀行同業拆息」)或倫敦銀行同業拆息(「倫敦銀行同業拆息」))掛鉤將會或可能會受到利率基準改革影響。

於截至二零二一年十二月三十一日止年度內，部分相關合約已轉換至相關替代基準利率。該等轉換對本綜合財務報表並無構成重大影響，乃因本集團已就按攤銷成本計量之借貸因利率基準改革而導致合約現金流量變動應用實際權宜方法。香港財務報告準則第7號所要求之額外披露載列於附註5(b)。

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Cont'd)

The Group has not early adopted the following new and amendments to HKFRSs (“new and amended HKFRSs”) that have been issued but are not yet effective.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2018-2020 ¹
HKFRS 3 (Amendments)	Reference to the Conceptual Framework ¹
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
HKFRS 17	Insurance Contracts and the related Amendments ²
HKAS 1 (Amendments)	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
HKAS 1 and HKFRS Practice Statement 2 (Amendments)	Disclosure of Accounting Policies ²
HKAS 8 (Amendments)	Definition of Accounting Estimates ²
HKAS 12 (Amendments)	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ²
HKAS 16 (Amendments)	Property, Plant and Equipment – Proceeds before Intended Use ¹
HKAS 37 (Amendments)	Onerous Contracts – Cost of Fulfilling a Contract ¹

¹ Effective for annual periods beginning on or after 1 January 2022

² Effective for annual periods beginning on or after 1 January 2023

³ Effective for annual periods beginning on or after a date to be determined

The directors of the Company (“Directors”) are in the process of assessing the potential impact of the new and amended HKFRSs but are not yet in a position to determine whether the new and amended HKFRSs will have a material impact on the Group’s performance and financial position and on the disclosures. The new and amended HKFRSs may result in changes to how the Group’s performance and financial position are prepared and presented in the future.

2. 應用新訂及對香港財務報告準則之修訂(續)

本集團並未提早採納下列已頒布但仍未生效之新訂及對香港財務報告準則之修訂(「新訂及經修訂香港財務報告準則」)。

香港財務報告準則(修訂本)	2018年至2020年頒布之香港財務報告準則年度改進 ¹
香港財務報告準則第3號(修訂本)	引用概念框架 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合資公司之間的資產出售或注資 ³
香港財務報告準則第17號	保險合同及相關修訂 ²
香港會計準則第1號(修訂本)	將負債分類為流動或非流動負債及對香港詮釋第5號(2020年)之相關修訂 ²
香港會計準則第1號及香港財務報告準則實務公告第2號(修訂本)	會計政策之披露 ²
香港會計準則第8號(修訂本)	會計估計之定義 ²
香港會計準則第12號(修訂本)	與單一交易產生之資產及負債相關之遞延稅項 ²
香港會計準則第16號(修訂本)	物業、廠房及設備 – 達至擬定用途前之所得款項 ¹
香港會計準則第37號(修訂本)	繁重的合約 – 履約成本 ¹

¹ 於二零二二年一月一日或之後開始之年度期間生效

² 於二零二三年一月一日或之後開始之年度期間生效

³ 尚待釐定之日期或之後開始之年度期間生效

本公司之董事(「董事」)現正評估該等新訂及經修訂香港財務報告準則之潛在影響，惟尚未釐定該等新訂及經修訂香港財務報告準則對本集團之表現及財務狀況以及披露會否構成重大影響。該等新訂及經修訂香港財務報告準則或會導致本集團日後之表現及財務狀況之編製及呈列方式出現變動。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, these consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622).

Going concern assessment

During the year ended 31 December 2021, the Group incurred net loss attributable to owners of the Company of approximately HK\$3,515,305,000 and other comprehensive expenses attributable to owners of the Company of approximately HK\$10,860,401,000. Notwithstanding the above, these consolidated financial statements have been prepared on a going concern basis.

The management closely monitors the Group’s financial performance and liquidity position. The validity of the going concern basis of preparation of these consolidated financial statements depends upon the success of the Group’s future operations, its ability to generate adequate cash flows in order to meet its financial obligations as and when they fall due, and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements.

3. 主要會計政策概要

本綜合財務報表已根據香港會計師公會頒布之香港財務報告準則(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公認會計原則而編製。此外，本綜合財務報表包括聯交所證券上市規則(「上市規則」)所要求之適用披露及香港公司條例(第622章)之披露要求。

持續經營評估

於截至二零二一年十二月三十一日止年度，本集團產生本公司擁有人應佔之虧損淨額約3,515,305,000港元及本公司擁有人應佔之其他全面支出約10,860,401,000港元。儘管以上所述，本綜合財務報表乃按持續經營基準編製。

管理層密切監察本集團之財務表現及流動資金狀況。按持續經營基準編製本綜合財務報表之有效性取決於本集團未來營運之成果、其產生足夠現金流量以履行其到期財務責任之能力、以及其再融資或重組其借貸之能力，以滿足本集團對未來營運資金及融資之需要。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Going concern assessment (Cont'd)

Based on the latest communications with the banks, the Directors are not aware of any intention of the principal banks to withdraw their bank facilities or require early repayment of the bank borrowings, and the Directors believe that the existing bank facilities will be renewed or roll-overed when their current terms expire given the good track records and relationships the Group has with the banks. Further, the Group has unutilised loan facility from a Director.

The Directors have reviewed the Group's cash flow projections prepared by the management. The cash flow projections cover a period of not less than twelve months from 31 December 2021. Based on the cash flow projections, the Directors believe the Group will have sufficient financial resources to meet its financial obligations as and when they fall due in the coming twelve months from 31 December 2021. The management has made key assumptions in the preparation of the projections with regard to the anticipated cash flows from the Group's operations, capital expenditures and the continuous availability of bank facilities. The Group's ability to achieve the projected cash flows depends on the continuous availability of bank facilities from the banks.

In view of the above, the Directors are of the opinion that there will be sufficient financial resources available to the Group to enable it to meet its liabilities as and when they fall due and to continue as a going concern. Accordingly, the Directors have prepared these consolidated financial statements on a going concern basis.

These consolidated financial statements have been prepared under the historical cost basis, except for certain properties and financial instruments, which are measured at their fair values as explained in the accounting policies set out below.

持續經營評估(續)

根據與銀行近期溝通，董事並無知悉主要銀行有任何意向撤回彼等之銀行信貸額或要求提早償還銀行借貸。董事相信，以本集團良好的過往記錄及與銀行之關係，現有銀行信貸額將於彼等現有條款期滿時獲續期或滾存。此外，本集團擁有來自一位董事之未動用貸款額。

董事已審閱管理層編製之本集團現金流量預測。該等現金流量預測涵蓋自二零二一年十二月三十一日起不少於十二個月之期間。根據該等現金流量預測，董事相信本集團將具備足夠財務資源以履行其自二零二一年十二月三十一日起十二個月內到期之財務責任。於編製該等預測時，管理層就有關本集團營運所得之預計現金流量、資本開支及持續可動用之銀行信貸額作出關鍵假設。本集團能否取得預測現金流量取決於能否持續取得銀行授予可動用之銀行信貸額。

鑑於上文所述，董事認為本集團將具備足夠財務資源以償還其到期負債，並能繼續持續經營。據此，董事已按持續經營基準編製本綜合財務報表。

本綜合財務報表乃按歷史成本法編製，惟按公平值計量之若干物業及金融工具除外，有關之會計政策闡述如下。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are accounted for in accordance with HKFRS 16 "Leases", and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value-in-use in HKAS 36 "Impairment of Assets".

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2: inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3: inputs are unobservable inputs for the asset or liability.

公平值計量

公平值乃於計量日市場參與者於有秩序交易中出售資產所收取或轉讓負債所支付之價格，而不論該價格為可直接觀察取得或可使用其他估值技術估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日對資產或負債定價時所考慮資產或負債之特點。於本綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟不包括香港財務報告準則第2號「股份付款」範圍內之以股份付款交易、根據香港財務報告準則第16號「租賃」入賬之租賃交易及與公平值有若干類似之處但不屬公平值之計量，例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值。

此外，就財務報告用途，根據公平值計量數據之可觀察程度及數據對公平值計量之整體重要程度，公平值計量劃分為第一級、第二級及第三級，如下所述：

第一級：數據為同等之資產或負債（實體能夠於計量日取得）於活躍市場取得之報價（未經調整）；

第二級：數據為直接或間接從可觀察之資產或負債所得的數據（於第一級之報價除外）；及

第三級：數據為從資產或負債之非可觀察數據。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation

Subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company: (i) has power over the investee; (ii) is exposed, or has rights, to variable returns from its involvement with the investee; and (iii) has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

(a) 綜合賬目基準

附屬公司

綜合財務報表包括本公司與本公司及其附屬公司所控制實體(包括結構性實體)之財務報表。就本公司獲得控制權乃指：(i)可對接受投資方行使權力；(ii)自參與接受投資方之業務獲得或有權獲得可變回報；及(iii)有能力藉對接受投資方行使其權力而影響其回報。

倘事實及情況顯示上文所列三項控制因素其中一項或多項改變，則本集團會重新評估是否仍然對接受投資方擁有控制權。

本集團獲得附屬公司控制權時便開始將附屬公司綜合入賬，於失去控制權時則終止其入賬。具體而言，於年內所收購或出售附屬公司之收入及開支於本集團獲得控制權日起計入損益，直至本集團不再控制該附屬公司為止。

損益及各個其他全面收益項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收益及支出總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益結餘為負數。

對附屬公司財務報表在必要時會予以調整以使其會計政策與本集團會計政策一致。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

Subsidiaries (Cont'd)

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Business combinations or asset acquisitions

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

(a) 綜合賬目基準(續)

附屬公司(續)

所有有關本集團成員之間之集團內資產及負債、股本權益、收入、開支及現金流量交易已於綜合時全數對銷。

附屬公司之非控股權益與本集團之股本權益分開呈列，即現時擁有權益可於相關附屬公司清盤時讓其持有人有權按比例分佔資產淨值。

業務合併或資產收購

選擇性之集中度測試

本集團可以選擇在每項交易的基礎上進行可選擇性之集中度測試，准許以簡化評估所購入之一系列活動及資產是否屬於業務。倘所購入總資產的公平值大致全部集中在單一可識別資產或一組類似可識別資產中，則滿足集中度測試。就評估不包括現金及現金等值項目、遞延稅項資產及由遞延稅項負債產生之商譽的總資產。倘滿足集中度測試，則釐定該組活動及資產不屬於業務，因此不需要作進一步評估。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

Subsidiaries (Cont'd)

Business combinations or asset acquisitions (Cont'd)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under fair value model and financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

(a) 綜合賬目基準(續)

附屬公司(續)

業務合併或資產收購(續)

業務合併

收購業務應用收購法入賬。業務合併之轉讓代價按公平值計量，乃以於收購日之本集團轉讓資產之公平值、本集團付予被收購方前擁有人所產生之負債及本集團用作交換被收購方控股權時發行之股本權益之總和計算。與收購相關的成本一般於產生時在損益中確認。

屬現時擁有權益且於清盤時讓其持有人有權按比例分佔實體資產淨值之非控股權益，初步可按公平值或以非控股權益分佔該被收購方可識別資產淨值已確認金額之比例計算。計量基準視乎每項交易而作出選擇。其他類型的非控股權益乃按其公平值或按另一項香港財務報告準則規定之基準計量(當適用)。

資產收購

當本集團收購不構成業務的一組資產及負債時，本集團識別並確認個別可識別之所收購資產及承擔負債，將購入價首先分配至隨後按公平值模式計量之投資物業以及按各自的公平值之金融資產／金融負債，而購入價之餘額根據購買日的相對公平值分配至其他可識別資產及負債。此類交易不會產生商譽或議價收購收益。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(a) Basis of consolidation (Cont'd)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost that is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments", when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

(a) 綜合賬目基準(續)

本集團於現有附屬公司之擁有權益變動

本集團於現有附屬公司之擁有權益變動若無導致本集團失去對有關附屬公司之控制權，則按股本權益交易入賬。本集團權益及非控股權益之賬面值已作調整，以反映其於附屬公司之相關權益變動。非控股權益之調整金額與已付或已收代價之公平值間之任何差額直接於股本權益確認，並歸屬於本公司擁有人。

當本集團失去附屬公司的控制權時，收益或虧損於損益中確認，並計算：(i)已收代價之公平值及任何保留權益之公平值之總額；及(ii)本公司擁有人應佔附屬公司之資產(包括商譽)及負債先前之賬面值以及任何非控股權益；兩者之間的差額。所有先前於其他全面收益中確認有關該附屬公司的金額猶如本集團已直接出售附屬公司相關之資產或負債入賬，即採用適用香港財務報告準則規定／允許，重新分類至損益或轉撥至另一類股本權益。在失去控制權當日，任何保留在前附屬公司投資之公平值被視作為其後根據香港財務報告準則第9號「金融工具」入賬之初步確認公平值，當適用時，作為初步確認投資於聯營公司或合資公司之成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Goodwill

Goodwill arising from an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any (see the accounting policy above).

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the gain or loss on disposal.

3. 主要會計政策概要(續)

(b) 商譽

收購業務所產生之商譽按於收購業務當日確立之成本扣除累積減值虧損(如有)列賬(見上文有關之會計政策)。

商譽按轉讓代價、被收購方之任何非控股權益金額、及收購方先前持有被收購方之股本權益之公平值(如有)之總額，超出於收購日所收購可識別資產扣除所承擔負債後之金額之差額計量。倘經重新評估後，於收購日所收購可識別資產扣除所承擔負債後之金額超出轉讓代價、被收購方之任何非控股權益金額、及收購方先前持有被收購方之股本權益之公平值(如有)之總額，則該差額即時在損益中確認為議價收購收益。

就減值測試而言，商譽會被分配至本集團各預期可受惠於合併之協同效應之現金產生單位(「現金產生單位」)(或多組現金產生單位)。

商譽所屬之現金產生單位會每年(或於有跡象顯示該單位可能出現減值時更頻密地)進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則減值虧損會先被分配以調減該單位任何商譽之賬面值，其後則按該單位內各項資產之賬面值之比例分配至該單位之其他資產。任何商譽之減值虧損會直接於損益中確認。商譽之已確認減值虧損不會於隨後期間撥回。

出售相關現金產生單位而釐定出售收益或虧損時，會計入商譽所佔之金額。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(c) Investments accounted for using the equity method

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in the consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations". Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

(c) 以權益法入賬之投資

聯營公司為本集團對其擁有重大影響力之公司，且不屬於附屬公司，亦不屬於合資公司之權益。重大影響力指有權參與接受投資方之財務及營運政策決定，但非對該等政策擁有控制權或共同控制權。

合資公司屬聯合安排，對該安排擁有共同控制權之各方可據此享有聯合安排之資產淨值之權益。共同控制權乃指按照合約協定對安排共享之控制權，其僅就相關業務之決策須獲共享控制權之各方一致同意時存在。

聯營公司及合資公司的業績以及資產及負債以會計權益法於綜合財務報表入賬。惟有關投資或其中一部分已分類為持作出售，並根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」入賬。根據權益法，於聯營公司或合資公司的投資初步按成本於綜合財務狀況報表確認，並隨後就確認本集團攤佔該聯營公司或合資公司的損益及其他全面收益予以調整。當本集團攤佔聯營公司或合資公司之虧損超出本集團於該聯營公司或合資公司之權益(包括實質上成為本集團於該聯營公司或合資公司投資淨額一部分的任何長期權益)時，本集團終止確認其攤佔的進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司或合資公司支付款項的情況下，方會確認額外虧損。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments accounted for using the equity method (Cont'd)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value-in-use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

(c) 以權益法入賬之投資(續)

於聯營公司或合資公司之投資自接受投資方成為聯營公司或合資公司該日起以權益法入賬。收購於聯營公司或合資公司之投資時，投資成本超出本集團攤佔接受投資方可識別資產及負債之公平值淨值之任何差額確認為商譽，並計入投資之賬面值。本集團攤佔可識別資產及負債之公平值淨值超出投資成本之任何差額，於重新評估後即時在收購該投資期間於損益中確認。

本集團評估是否出現客觀證據需要就聯營公司或合資公司之權益可能出現減值。倘任何客觀證據存在，投資(包括商譽)的賬面值悉數將會根據香港會計準則第36號按單一資產進行減值測試，方法為將其可收回金額(使用價值與公平值減出售成本的較高者為準)與其賬面值作比較。確認之任何減值虧損不會分配至構成投資賬面值的一部分之任何資產(包括商譽)。該減值虧損之任何撥回根據香港會計準則第36號確認，惟受隨後增加的可收回投資金額規限。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments accounted for using the equity method (Cont'd)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

(c) 以權益法入賬之投資(續)

當本集團不再擁有對聯營公司重大影響力或對合資公司共同控制權時，將按出售接受投資方全部權益計算收益或虧損入賬並於損益中確認。倘本集團保留於前聯營公司或合資公司之權益且該保留權益為香港財務報告準則第9號範圍內之金融資產，則本集團會於該日按公平值計量保留權益，而該公平值被視為於初步確認時之公平值。聯營公司或合資公司之賬面值與任何保留權益及出售聯營公司或合資公司相關權益時所得任何款項之公平值間之差額，會於釐定出售該聯營公司或合資公司之收益或虧損時入賬。此外，本集團會將先前在其他全面收益就該聯營公司或合資公司確認之所有金額入賬，與猶如該聯營公司或合資公司直接出售相關資產或負債所需基準相同。因此，倘該聯營公司或合資公司先前在其他全面收益確認之收益或虧損會於出售相關資產或負債時重新分類至損益，本集團會於出售／部分出售相關聯營公司或合資公司時將收益或虧損由股本權益重新分類至損益(作為重新分類調整)。

當於聯營公司之投資成為於合資公司之投資或於合資公司之投資成為於聯營公司之投資時，本集團繼續使用權益法。於發生該等擁有權益變動時，不會重新計量公平值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments accounted for using the equity method (Cont'd)

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

(d) Impairment losses (other than goodwill and intangible assets with indefinite useful lives)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

(c) 以權益法入賬之投資(續)

當本集團減少其於聯營公司或合資公司之擁有權益而本集團繼續採用權益法時，若有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將有關減少擁有權益而先前已於其他全面收益確認之比例收益或虧損重新分類至損益。

當集團實體與本集團之聯營公司或合資公司進行交易時，與聯營公司或合資公司交易所產生之溢利及虧損僅於聯營公司或合資公司之權益與本集團無關時，方於綜合財務報表確認。

(d) 減值虧損(商譽及無限使用年期之無形資產除外)

於報告期末，本集團會審視其有形資產及其有限使用年期之無形資產之賬面值，以釐定該等資產有否出現任何減值虧損之跡象。倘估計資產之可收回金額低於其賬面值，則該資產之賬面值會減至其可收回金額。減值虧損則即時於損益中確認。

當減值虧損於其後撥回時，資產之賬面值會提高至經修訂之估計可收回金額，惟所提高之賬面值不得超出在過往年度未有就資產確認減值虧損之情況下之賬面值。減值虧損之撥回會即時於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(e) Investment properties and investment properties under construction

Investment properties are properties held to earn rental income and/or for capital appreciation including properties under construction for such purpose and land held for a currently undetermined future use.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

Leasehold land held for undetermined future use is regarded as held for capital appreciation purpose and classified as an investment property, and carried at fair value. Changes in fair value of the leasehold land are recognised directly in profit or loss for the period in which changes take place.

(e) 投資物業及興建中投資物業

投資物業為持作賺取租金收入及／或資本增值用途之物業，包括作為該用途之興建中物業及現時持有但未決定日後用途之土地。

投資物業初步按成本(包括任何直接應佔開支)計量。於初步確認後，投資物業按公平值計量，並予以調整以撇除任何預付或應計的經營租賃收入。

投資物業公平值變動所產生之收益或虧損會於產生期間內計入損益。

興建中投資物業所產生之建築成本會被資本化為在興建中投資物業賬面值的一部分。

持有但未決定日後用途之租賃土地被視為持作資本增值用途而分類為投資物業，並以公平值列賬。租賃土地公平值之變動於變動發生期間直接於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Investment properties and investment properties under construction (Cont'd)

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

An investment property is transferred at fair value to property, plant and equipment when the property begins to be occupied by the owner or of development with a view to owner-occupation. Gain or loss arising from change in fair value of the investment property upon the transfer is included in profit or loss.

An owner-occupied property is transferred from property, plant and equipment to investment properties at fair value when it is evidenced by the end of owner-occupation. The difference between the carrying amount and the fair value at the date of transfer is recognised in other comprehensive income and accounted for as a revaluation increase or decrease in accordance with HKAS 16 "Property, Plant and Equipment". On the subsequent sale or retirement of assets, the relevant revaluation reserve is transferred directly to retained profits.

A property is transferred from investment property to stock of properties when, and only when, there is a change in use, evidenced by commencement of development with a view to sale. Any difference between the fair value of the property at the date of change in use and its previous carrying amount is recognised in profit or loss.

(e) 投資物業及興建中投資物業(續)

投資物業於出售時或當該投資物業被永久終止使用及預期由出售時起再無日後經濟利益時取消確認。取消確認物業所產生之任何收益或虧損(按出售所得款項淨額與物業的賬面值差額計算)於取消確認該物業期間內計入損益。

當投資物業開始由業主自用或發展以作業主自用時，則該物業按公平值轉撥至物業、廠房及設備。於轉撥時投資物業公平值變動所產生之收益或虧損計入損益。

當業主自用之物業於終止由業主自用時以公平值由物業、廠房及設備轉撥至投資物業。於轉撥日賬面值與公平值之差額將根據香港會計準則第16號「物業、廠房及設備」以重估值增加或減少入賬，並於其他全面收益中確認。隨後在銷售或報廢資產時，有關重估儲備將直接轉撥至保留溢利。

僅限於當投資物業之用途改變成為開始發展以作銷售時，則該物業由投資物業轉撥至物業存貨。於改變用途日，該物業之公平值與其原賬面值之差額於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(f) Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is provided to write off the cost of property, plant and equipment (other than freehold land and properties under development) over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum:

Type	Basis
Leasehold land	Over the remaining lives of the leases
Buildings	Over the shorter of the remaining unexpired period of the lease and 40 years
Leasehold improvement	Over the shorter of lease terms and 6 years
Furniture, fixtures and equipment	3 to 10 years
Yachts and motor vehicles	3 to 10 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the asset is derecognised.

(g) Stock of properties

Stock of properties including completed properties which are held-for-trading, is stated at the lower of cost and net realisable value.

(f) 物業、廠房及設備

物業、廠房及設備按成本減隨後之累積折舊及累積減值虧損列賬(如有)。

物業、廠房及設備(永久業權土地及發展中物業除外)之折舊乃按其估計可使用年期及估計剩餘價值以直線法計算，用以撇銷成本，年折舊率如下：

種類	基準
租賃土地	按租約尚餘年期
樓宇	按租約尚餘未屆滿年期與四十年之間較短者為準
租賃物業裝修	按租賃期限與六年之間較短者為準
傢俬、裝置及設備	三至十年
遊艇及車輛	三至十年

物業、廠房及設備於出售時或當繼續使用資產預期不會產生日後經濟利益時取消確認。取消確認資產所產生之任何收益或虧損(按出售所得款項淨額與資產賬面值之差額計算)於取消確認該資產期間內計入損益。

(g) 物業存貨

持作買賣用途之物業存貨(包括落成物業)乃按其成本及可變現淨值兩者中較低者列賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Stock of properties (Cont'd)

The cost of completed properties held for sale is determined by apportionment of the total development costs, including borrowing costs capitalised, attributable to unsold units. Net realisable value is estimated by the management of the Group based on prevailing market conditions, which represents the estimated selling price less estimated costs to be incurred in selling the property.

The amount of any write-down of or provision for completed properties held for sale is recognised as an expense in the period when the write-down or loss occurs. The amount of any reversal of any write-down or provision, arising from an increase in net realisable value, is recognised as a reduction in the amount of completed properties held for sale recognised as an expense in the period in which the reversal occurs.

(h) Inventories

Inventories comprise finished goods and raw materials for cosmetics products, which are stated at the lower of cost and net realisable value. Cost represents the invoiced cost of inventories. Costs are assigned to individual items on the weighted-average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(i) Intangible assets

Trading rights, exchange rights and trademark

Trading rights, gold and silver exchange rights and trademark are stated at cost less accumulated amortisation and less any identified impairment loss. The amortisation period adopted for intangible assets is five years.

(g) 物業存貨(續)

持作出售之落成物業之成本乃按未售出單位應佔發展成本總額(包括已資本化之借貸成本)之比例釐定。可變現淨值乃由本集團之管理層根據當時市況估算，即估計售價減出售物業將產生之估計成本。

持作出售之落成物業之任何減值或撥備金額於產生減值或虧損期間內確認為開支。可變現淨值增加導致撥回任何減值或撥備之金額，於作出撥回期間內確認為扣減持作出售之落成物業已確認為開支之金額。

(h) 存貨

存貨包括化妝品之製成品及原材料，按成本與可變現淨值兩者中之較低者列賬。成本乃指存貨之發票成本。成本乃按個別項目以加權平均法分配。

可變現淨值乃指在日常業務過程中之估計售價減適用可變銷售開支。

(i) 無形資產

買賣權、貿易權及商標

買賣權、金銀貿易權及商標乃按成本減累積攤銷及任何已識別減值虧損列賬。無形資產採納之攤銷期為五年。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(j) Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the financial instruments. Financial assets and financial liabilities are initially measured at fair value. A financial asset or financial liability (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus or minus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

(i) Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost (except for debt investments that are designated as at FVTPL on initial recognition):

- the financial asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(j) 金融工具

當集團實體成為金融工具合約條文之一方，則於綜合財務狀況報表確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。就金融資產或金融負債並非通過損益以反映公平值（「通過損益以反映公平值」）（並無重大融資部分之應收貿易賬項除外）而言，其計量初步按公平值加上或扣減與其收購或發行直接應佔之交易成本。並無重大融資部分之應收貿易賬項初步按交易價格計量。

金融資產

所有已確認之金融資產視乎金融資產之分類而定，隨後整體按攤銷成本或公平值計量。

(i) 金融資產分類及隨後之計量

符合下列條件之金融資產（除於初步確認時被指定為通過損益以反映公平值之債務投資外）隨後按攤銷成本計量：

- 持有金融資產之業務模式以收取合約現金流量為目標；及
- 金融資產之合約條款於指定日期產生之現金流量，僅為支付本金及未償還本金之利息。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) Classification and subsequent measurement of financial assets (Cont'd)

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial asset; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets that are other than those categorised as amortised cost and FVTOCI above, are categorised as measured at FVTPL.

A financial asset is held-for-trading if:

- it has been acquired principally for the purpose of selling in the near term;
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that is required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(j) 金融工具(續)

金融資產(續)

(i) 金融資產分類及隨後之計量(續)

符合下列條件之金融資產隨後按通過其他全面收益以反映公平值計量：

- 持有金融資產之業務模式以收取合約現金流量及出售金融資產為目標；及
- 金融資產之合約條款於指定日期產生之現金流量，僅為支付本金及未償還本金之利息。

除以上分類為攤銷成本及通過其他全面收益以反映公平值之金融資產，所有其他金融資產分類為通過損益以反映公平值計量。

金融資產乃持作買賣，倘若：

- 收購之主要目的為於短期內出售；
- 於初步確認時，為本集團共同管理之已識別金融工具組合的一部分，且近期出現短期獲利之實際模式；或
- 並非被指定及不可有效作為對沖之衍生工具。

此外，本集團可以不可撤銷地將須按攤銷成本或通過其他全面收益以反映公平值計量之金融資產指定為通過損益以反映公平值計量(倘若此舉可消除或顯著減少會計錯配)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) *Classification and subsequent measurement of financial assets (Cont'd)*

(1) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument or, where appropriate, a shorter period, to the net carrying amount at initial recognition.

Interest income is recognised using effective interest method for financial assets measured subsequently at amortised cost. Interest income is recognised in profit or loss and is included in revenue or investment income as appropriate.

(j) 金融工具(續)

金融資產(續)

(i) *金融資產分類及隨後之計量(續)*

(1) 攤銷成本及實際利率法

實際利率法為一種計算債務工具攤銷成本及於有關期間內分配利息收入之方法。實際利率為於初步確認時將債務工具預計存續期或更短期間(如適用)內將估計未來現金收入(包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓)準確地貼現至賬面淨值之利率。

隨後按攤銷成本計量之金融資產之利息收入乃採用實際利率法計算確認。利息收入於損益中確認及包括在收入或投資收入(按適用情況而定)內。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) Classification and subsequent measurement of financial assets (Cont'd)

(2) Financial assets measured at FVTOCI

According to HKFRS 9, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held-for-trading. A financial asset is held-for-trading if it has been acquired principally for the purpose of selling it in the near term or it is a derivative that is not designated and effective as a hedging instrument.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the financial assets measured at FVTOCI reserve. Fair value is determined in the manner described in Note 5(c) to the consolidated financial statements.

Dividend income is recognised in profit or loss and is included in revenue.

The Group has designated all investments in equity instruments (listed or unlisted) that are not held-for-trading as at FVTOCI since the application of HKFRS 9.

(j) 金融工具(續)

金融資產(續)

(i) 金融資產分類及隨後之計量(續)

(2) 通過其他全面收益以反映公平值計量之金融資產

根據香港財務報告準則第9號，本集團可作出不可撤回之選擇(按各工具作基準)指定股本工具投資為通過其他全面收益以反映公平值。倘股本投資為持作買賣，則不允許指定為通過其他全面收益以反映公平值。倘收購金融資產之主要目的為於短期內出售，或該金融資產乃一項並非被指定及不可有效作為對沖之衍生工具，則該金融資產被視為持作買賣。

通過其他全面收益以反映公平值之股本工具投資初步按公平值加上交易成本計量。隨後彼等按公平值計量，而公平值變動而產生之收益及虧損則於其他全面收益中確認，並於通過其他全面收益以反映公平值計量之金融資產之儲備中累積。公平值按綜合財務報表附註5(c)所述之方式釐定。

股息收入於損益中確認及包括在收入內。

自應用香港財務報告準則第9號以來，本集團已指定所有非持作買賣之股本工具投資(上市或非上市)為通過其他全面收益以反映公平值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) *Classification and subsequent measurement of financial assets (Cont'd)*

(3) Financial assets measured at FVTPL

Financial assets measured at FVTPL comprise derivatives that are not designated and effective as hedging instruments and club and corporate debentures.

Investments in equity instruments are classified as FVTPL, unless the Group designates such investment that is not held-for-trading as at FVTOCI on initial recognition (see (i)(2) above).

Debt instruments that do not meet the amortised cost and FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria but are designated as at FVTPL are measured at FVTPL. A debt instrument may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

(j) 金融工具(續)

金融資產(續)

(i) 金融資產分類及隨後之計量(續)

(3) 通過損益以反映公平值計量之金融資產

通過損益以反映公平值計量之金融資產包括並非被指定及不可有效作為對沖之衍生工具以及會籍及公司債券。

股本工具投資分類為通過損益以反映公平值，除非本集團於初步確認時指定該非持作買賣之投資為通過其他全面收益以反映公平值(見上文(i)(2))。

不符合攤銷成本及通過其他全面收益以反映公平值準則之債務工具(見上文)均為通過損益以反映公平值計量。此外，即使符合攤銷成本準則，惟被指定為通過損益以反映公平值之債務工具，則按通過損益以反映公平值計量。倘有關指定為抵銷或大幅減低計量或確認出現之不一致情況，乃因計量資產或負債或確認其收益及虧損以不同之計算方法，債務工具可於初步確認時被指定為通過損益以反映公平值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) Classification and subsequent measurement of financial assets (Cont'd)

(3) Financial assets measured at FVTPL (Cont'd)

Financial assets measured at FVTPL are measured at fair value at the end of the reporting period, with any gains or losses arising from remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss is included in investment income. Fair value is determined in the manner described in Note 5(c) to the consolidated financial statements.

Interest income on debt instruments at FVTPL is recognised in profit or loss and is included in revenue.

(ii) Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including debtors, deposits and other receivables, securities trading receivables and deposits, pledged deposits, time deposits, bank balances and cash, and advance(s) to associates/an investee company) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

(j) 金融工具(續)

金融資產(續)

(i) 金融資產分類及隨後之計量(續)

(3) 通過損益以反映公平值計量之金融資產(續)

通過損益以反映公平值計量之金融資產於報告期末按公平值計量，因重新計量而產生之任何收益或虧損於損益中確認。於損益中確認之收益或虧損淨額包括在投資收入內。公平值按綜合財務報表附註5(c)所述之方式釐定。

通過損益以反映公平值之債務工具之利息收入於損益中確認及包括在收入內。

(ii) 金融資產之減值

本集團根據香港財務報告準則第9號就須作減值評估之金融資產(包括應收賬項、按金及其他應收賬項、應收證券交易賬項及存款、抵押存款、定期存款、銀行結餘及現金以及墊付聯營公司／一間接受投資公司款項)按預期信貸虧損(「預期信貸虧損」)模式進行減值評估。預期信貸虧損的金額於各報告日期更新，以反映自初步確認以來信貸風險的變化。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) *Impairment of financial assets (Cont'd)*

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the end of the reporting period. Assessment is done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for significant balances or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(j) 金融工具(續)

金融資產(續)

(ii) *金融資產之減值(續)*

存續期預期信貸虧損乃指相關工具於預期存續期內所有可能發生之違約事件而導致之預期信貸虧損。相反，十二個月預期信貸虧損(「十二個月預期信貸虧損」)乃指預期於報告期末後十二個月內可能發生的違約事件而導致之存續期預期信貸虧損部分。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對於報告日期當前狀況及預測未來狀況的評估作出調整。

本集團總能就應收貿易賬項確認存續期預期信貸虧損。預期信貸虧損乃就該等資產之重大結餘進行個別評估，或使用適當歸類按撥備矩陣進行共同評估。

對於所有其他工具，本集團計量的虧損撥備相等於十二個月預期信貸虧損，除非自初步確認以來信貸風險大幅增加，則本集團確認存續期預期信貸虧損。應否確認存續期預期信貸虧損的評估乃基於自初步確認以來發生違約之可能性或風險大幅增加。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) Impairment of financial assets (Cont'd)

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

(j) 金融工具(續)

金融資產(續)

(ii) 金融資產之減值(續)

信貸風險大幅增加

當評估金融工具之信貸風險是否自初步確認以來大幅增加，本集團將金融工具於報告日期發生違約之風險與於初步確認日其風險比較。就作出此評估，本集團考慮到合理及具理據之定量及定性資料，包括過往經驗及無須付出過多成本或努力後即可獲得之前瞻性資料。

在評估信貸風險是否大幅增加時，會特別考慮以下資料：

- 金融工具外界(如有)或內部信貸評級出現實際或預期大幅轉差；
- 外部市場信貸風險指標大幅轉差；
- 就業務、財務或經濟狀況之現有或預測不利變動預期將導致債務人履行其債務責任之能力遭到大幅削弱；
- 債務人經營業績實際或預期大幅轉差；
- 債務人之監管、經濟或技術環境實際或預期出現重大不利變動，導致債務人履行其債務責任之能力遭到大幅削弱。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) *Impairment of financial assets (Cont'd)*

Significant increase in credit risk (Cont'd)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(j) 金融工具(續)

金融資產(續)

(ii) *金融資產之減值(續)*

信貸風險大幅增加(續)

不論上述評估結果如何，倘合約付款逾期超過30日，則本集團會假定信貸風險自初步確認以來已大幅增加，除非本集團有合理及具理據資料可作證明，則另作別論。

本集團定期監察以識別信貸風險曾否大幅增加的標準之成效，並於適當時作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險大幅增加。

違約定義

就內部信貸風險管理而言，本集團認為當內部產生或從外部來源所得資料顯示，債務人不大可能向其債權人(包括本集團)支付悉數款項時，則出現違約事件。

無論上述如何，倘金融資產逾期超過九十日，本集團將視作已發生違約，除非本集團有合理及具理據資料證明較寬鬆之違約標準更為恰當，則另作別論。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) Impairment of financial assets (Cont'd)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner, unless the Group has reasonable and supportable information to demonstrate a later period is more appropriate. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Measurement and recognition of ECLs

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward-looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

(j) 金融工具(續)

金融資產(續)

(ii) 金融資產之減值(續)

撤銷政策

當有資料顯示交易方陷入嚴重財政困難，且並無實際收回款項之可能時(例如交易方被清盤或進入破產程序，或就應收貿易賬項而言，當金額已逾期超過一年(以較早發生者為準))，本集團會撤銷金融資產，除非本集團有合理及具理據資料證明較後期間更為恰當，則另作別論。經考慮法律意見後(倘合適)，已撤銷的金融資產可能仍可於本集團收回程序下被強制執行。撤銷構成取消確認事件。其後收回之任何款項於損益中確認。

預期信貸虧損之計量及確認

預期信貸虧損之計量乃違約概率、違約虧損(即違約時虧損大小的幅度)及違約時風險之函數。違約概率及違約虧損乃基於歷史數據及前瞻性資料作評估。預期信貸虧損之估計反映無偏頗及概率加權之金額，乃根據發生相關違約風險之加權數值而釐定。本集團於估計應收貿易賬項之預期信貸虧損時應用實際權宜方法，經考慮過往信貸虧損經驗及無須付出過多成本或努力後即可獲得之前瞻性資料(經調整)按撥備矩陣作出。

一般而言，預期信貸虧損為根據合約應付予本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額，按初步確認時釐定之實際利率貼現。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) Impairment of financial assets (Cont'd)

Credit-impaired financial assets

At each reporting date, the Group assesses on a forward-looking basis whether financial assets carried at amortised cost are credit-impaired. A financial asset is "credit-impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes observable data of the following events:

- significant financial difficulty of the issuer or borrower;
- a breach of contract such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation, or the disappearance of an active market for a security because of financial difficulties.

(iii) Derecognition of financial assets

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets to another entity.

(j) 金融工具(續)

金融資產(續)

(ii) 金融資產之減值(續)

信貸減值之金融資產

於各個報告日期，本集團以前瞻性基準評估按攤銷成本列賬之金融資產是否出現信貸減值。當發生對金融資產估計未來現金流量有不利影響之一個或多個事件時，金融資產出現「信貸減值」。

金融資產信貸減值之證據包括以下事項之可觀察數據：

- 發行人或借款人出現嚴重財政困難；
- 違反合約，如違約或逾期事件；
- 向借款人作出貸款之貸款人出於因借款人財政困難有關之經濟或合約理由，給予借款人在其他情況下不會作出之寬免；或
- 借款人有可能破產或進行其他財務重組，或因財政困難而導致質押失去活躍市場。

(iii) 金融資產之取消確認

當收取資產之現金流量的合約權利到期，或金融資產被轉移及本集團將該金融資產擁有權之絕大部分風險及回報已轉移給另一個實體時，則金融資產將被取消確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(iii) Derecognition of financial assets (Cont'd)

On derecognition of a financial asset, except for an investment in equity instrument that is classified as FVTOCI, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument that is classified as at FVTOCI, the cumulative gain or loss previously accumulated in the financial assets measured at FVTOCI reserve is not reclassified to profit or loss, but is transferred to retained profits.

Financial liabilities and equity instruments

(i) Classification and measurement

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or equity instruments according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified into (i) financial liabilities at FVTPL and (ii) other financial liabilities subsequently measured at amortised cost. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

(j) 金融工具(續)

金融資產(續)

(iii) 金融資產之取消確認(續)

除分類為通過其他全面收益以反映公平值之股本工具投資外，於取消確認金融資產時，資產賬面值與已收及應收代價之總和之差額乃於損益中確認。

於取消確認被分類為通過其他全面收益以反映公平值之股本工具投資時，過往累積於通過其他全面收益以反映公平值計量之金融資產之儲備中之累計收益或虧損不會重新分類至損益，但轉撥至保留溢利。

金融負債及股本工具

(i) 分類及計量

集團實體發行之金融負債及股本工具乃根據已訂立合約安排之本質及金融負債與股本工具之定義分類為金融負債或股本工具。

股本工具為可證明於本集團之資產經扣除其所有負債後之剩餘權益之任何合約。本集團之金融負債一般分類為(i)通過損益以反映公平值之金融負債及(ii)隨後按攤銷成本計量之其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

(i) Classification and measurement (Cont'd)

(1) Financial liabilities at FVTPL

Financial liabilities at FVTPL, representing those as held-for-trading, comprise derivatives that are not designated and effective as hedging instruments.

Financial liabilities at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise.

(2) Other financial liabilities subsequently measured at amortised cost and effective interest method

Other financial liabilities are subsequently measured at amortised cost, using the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in finance costs.

The effective interest method is a method of calculating the amortised cost of a financial liability and allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or, where appropriate, a shorter period, to the net carrying amount at initial recognition.

Interest expense is recognised using effective interest method for financial liabilities, other than those financial liabilities at FVTPL.

(j) 金融工具(續)

金融負債及股本工具(續)

(i) 分類及計量(續)

(1) 通過損益以反映公平值之金融負債

通過損益以反映公平值之金融負債乃指持作買賣之金融負債，包括非被指定及不可有效作為對沖之衍生工具。

通過損益以反映公平值之金融負債乃按公平值計量，因重新計量而產生之公平值變動於產生期間直接於損益中確認。

(2) 隨後按攤銷成本計量之其他金融負債及實際利率法

其他金融負債隨後乃採用實際利率法按攤銷成本計量。非資本化為資產之部分成本的利息開支，已計入財務費用。

實際利率法為一種計算金融負債攤銷成本及於有關期間內分配利息開支之方法。實際利率為於初步確認時將金融負債預計存續期或更短期間(如適用)內將估計未來現金支出(包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓)準確地貼現至賬面淨值之利率。

除分類為通過損益以反映公平值之金融負債外，金融負債之利息開支乃採用實際利率法計算確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(j) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

(i) *Classification and measurement (Cont'd)*

(3) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(ii) *Derecognition/modification of financial liabilities*

Financial liabilities are derecognised when the Group's obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(j) 金融工具(續)

金融負債及股本工具(續)

(i) 分類及計量(續)

(3) 股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

確認回購本公司之股本工具於股本權益中直接扣除。於購買、出售、發行或註銷本公司之股本工具時並無收益或虧損於損益中確認。

(ii) 取消確認／修改金融負債

當本集團相關合約之特定責任獲解除、取消或到期時，金融負債將被取消確認。取消確認之金融負債賬面值與已付及應付代價之差額乃於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

(ii) *Derecognition/modification of financial liabilities (Cont'd)*

Except for changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform in which the Group applies the practical expedient, when the contractual terms of a financial liability are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

(j) 金融工具(續)

金融負債及股本工具(續)

(ii) *取消確認/修改金融負債(續)*

除本集團因利率基準改革而導致合約現金流量之釐定基準變動而應用實際權宜方法外，當金融負債合約條款被修改時，本集團會考慮包括定性因素在內的所有相關事實和情況而評估經修改之條款有否導致原有條款出現重大修改。倘定性評估並無結論，本集團認為倘新條款下現金流量之貼現現值(包括任何已付費用減任何已收費用，並用原有實際利率貼現)與原有金融負債剩餘現金流量之貼現現值相差至少10%，則條款存在重大差異。因此，該等條款修改被視為終止確認，所產生之任何成本或費用均確認為終止確認收益或虧損一部分。當該差額低於10%時，交換或修改會被視為非重大修改。

對於不導致取消確認金融負債之非重大修改，相關金融負債賬面值將按照經修改之合約現金流量按金融負債原有實際利率貼現之現值計算。所產生之交易成本或費用已就經修改之金融負債之賬面值作出調整，並按尚餘期內攤銷。金融負債賬面值之任何調整於修改日期於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Change in the basis for determining the contractual cash flows as a result of interest rate benchmark reform

For changes in the basis for determining the contractual cash flows of a financial asset or financial liability to which the amortised cost measurement applies as a result of interest rate benchmark reform the Group applies the practical expedient to account for these changes by updating the effective interest rate, such change in effective interest rate normally has no significant effect on the carrying amount of the relevant financial asset or financial liability.

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if and only if, both these conditions are met:

- the change is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis (i.e. the basis immediately preceding the change).

For other changes made to a financial asset or financial liability in addition to changes to the basis for determining the contractual cash flows required by interest rate benchmark reform, the Group first applies the practical expedient to the changes required by interest rate benchmark reform by updating the effective interest rate.

(j) 金融工具(續)

利率基準改革導致合約現金流量之釐定基準變動

就應用攤銷成本計量之金融資產或金融負債之合約現金流量之釐定基準因利率基準改革而導致之變動，本集團應用實際權宜方法就該等變動以更新實際利率入賬，該實際利率變動一般不會對相關金融資產或金融負債之賬面值造成重大影響。

僅限於符合以下兩項條件時，就利率基準改革要求對合約現金流量之釐定基準作出變動：

- 該變動必須為利率基準改革之直接結果；及
- 釐定合約現金流量之新基準在經濟上等同於之前的基準(即緊接變動前之基準)。

除合約現金流量之釐定基準須就利率基準改革而變動外，對於金融資產或金融負債作出之其他變動，本集團首先應用實際權宜方法就利率基準改革要求之變動更新實際利率。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at FVTPL and do not arise from a transfer of an asset, are measured subsequently at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9 (see financial assets above); and
- the amount initially recognised less, where appropriate, the cumulative amortisation recognised over the guarantee period.

(k) Revenue recognition

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

(j) 金融工具(續)

衍生金融工具

衍生工具初步按衍生工具合約簽訂當日之公平值確認，隨後按彼等於報告期末之公平值重新計量。所產生之收益或虧損即時於損益中確認。

財務擔保合約

財務擔保合約因指定債務人未能按債務工具之原有或經修改條款如期付款時，為發行人須支付指定金額予持有人以補償其所蒙受損失之合約。財務擔保合約負債初步按彼等公平值計量，倘彼等並非被指定為通過損益以反映公平值，且並非因資產轉讓而產生，則隨後按較高者計量：

- 根據香港財務報告準則第9號而釐定虧損撥備之金額(見上文金融資產)；及
- 以初步確認之金額減於擔保期間確認之累計攤銷(如適用)。

(k) 收入確認

本集團之履約責任當(或已)獲履行時確認收入，即當與特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時。

履約責任指可分別之貨品或服務(或一組貨品或服務)或一系列大致相同之可分別之貨品或服務。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Revenue recognition (Cont'd)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

Revenue is measured at the fair value of the consideration received or receivable.

(k) 收入確認(續)

倘符合以下其中一項標準，則控制權於一段時間內轉移，而收入則參照完全履行相關履約責任之進展情況而於一段時間內確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供之利益；
- 本集團之履約產生及提升資產，而該項資產於本集團履約時由客戶控制；或
- 本集團之履約並未產生讓本集團有替代用途之資產，且本集團對至今已完成履約之付款具有可強制執行權利。

否則，收入於客戶取得可分別之貨品或服務控制權之時點確認。

合約資產指本集團就換取本集團已向客戶轉讓之貨品或服務而收取代價之權利，而該權利尚未成為無條件，須根據香港財務報告準則第9號作減值評估。相反，應收款項指本集團收取代價之權利成為無條件。

合約負債指本集團因已向客戶收取代價(或已到期之代價金額)，而須向客戶轉讓貨品或服務之責任。

與合約有關之合約資產及合約負債以淨額入賬及呈列。

收入乃按已收或應收代價之公平值計量。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Revenue recognition (Cont'd)

Rental income, including rental invoiced in advance from properties under operating leases, is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

Building management fee income, property management services income and management fee income are recognised in accordance with terms of respective agreements over the relevant period in which the services are rendered. Revenue from provision of building and property management services is recognised over time as the customer simultaneously receives and consumes the benefit provided by the Group's performance as the Group performs.

Sales of securities investments are recognised on a trade date basis.

Brokerage income on dealings in securities and futures contracts is recognised at the point in time when the relevant contract notes are executed.

Dividend income from investments is recognised when the Group's right to receive payment has been established.

Revenue from sales of cosmetics products is recognised at the point in time when goods are delivered and titles have been passed.

Revenue from sales of properties held for sale in the ordinary course of business is recognised when the legal assignment is completed, which is the point in time when the purchaser has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property.

Interest income from a financial asset is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount at initial recognition.

(k) 收入確認(續)

租金收入包括就營業租約物業預先開出發票之租金，乃按有關租約年期以直線法於損益中確認。

樓宇管理費收入、物業管理服務收入及管理費收入乃就提供服務之相關期間按有關協議之條款確認。提供樓宇及物業管理服務之收入於一段時間內確認，乃因於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益。

出售證券投資按買賣日期基準確認。

買賣證券及期貨合約之經紀收入於執行有關買賣單據之時點確認。

投資之股息收入乃於本集團收取款項之權利確立時確認。

化妝品銷售所得收入於交付貨品及轉移所有權之時點確認。

於日常業務過程中持作出售物業之銷售收入乃於法律轉讓完成時確認，時點為當買家有能力管理該物業之使用並獲得該物業絕大部分之餘下利益。

金融資產之利息收入乃就本金結餘按適用實際利率及時間比例計算。有關利率指於金融資產預計存續期內將估計未來現金收入準確貼現至於初步確認時資產賬面淨值之利率。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(I) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

(I) 稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合全面收益報表所報除稅前溢利不同，此乃由於其不包括在其他年度應課稅之收入或可扣減之開支，亦不包括永不課稅或扣減之項目。本集團之當期稅項負債於報告期末以已頒布或實質頒布之稅率計算。

遞延稅項按綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相關稅基兩者之暫時差異確認。遞延稅項負債通常會就所有應課稅暫時差異確認，遞延稅項資產通常就所有可扣減暫時差異限於較可能於日後取得應課稅溢利，而該等可扣減暫時差異可用以抵銷時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利或會計溢利之交易(業務合併除外)中初步確認其他資產及負債而引致，則不會確認該等遞延稅項資產及負債。

本集團會就於附屬公司、聯營公司及合資公司之投資之有關應課稅暫時差異確認遞延稅項負債，惟本集團有能力控制暫時差異之撥回及暫時差異不大可能於可見將來撥回則另作別論。

遞延稅項資產之賬面值於各報告期末均作檢討，並在不大有可能再有足夠應課稅溢利收回全部或部分資產時減少。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(l) Taxation (Cont'd)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same tax authority and the entity intends to settle its current tax assets and liabilities on a net basis.

(m) Leasing

Definition of lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

(l) 稅項(續)

遞延稅項資產及負債乃按於負債償還或資產變現期間所預期之適用稅率計量。當期稅項及遞延稅項會於損益中確認，惟當相關項目於其他全面收益或直接於股本權益中確認，在此情況下，其當期稅項及遞延稅項亦會分別於其他全面收益或直接於股本權益中確認。若當期稅項或遞延稅項乃因初步就業務合併入賬而產生，其稅務影響會納入業務合併之會計處理中。

就稅項扣減乃源自租賃負債之租賃交易而言，本集團分別對使用權資產及租賃負債應用香港會計準則第12號「所得稅」之規定。由於應用初步確認豁免，與使用權資產及租賃負債有關之暫時差異不會於初步確認時確認。因重新計量租賃負債及租賃修改而導致使用權資產及租賃負債的賬面值在後續修訂產生之暫時差異，由於初步確認豁免不適用，因此於重新計量或修改日期確認。

如所得稅是由同一稅務當局徵收，而實體打算支付其當期稅項資產及負債之淨額，有關遞延稅項資產及負債可以互相抵銷。

(m) 租賃

租賃之定義

倘合約為換取代價而授予已識別資產在一段期間內之使用控制權，則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立或修改或自業務合併所產生之合約而言，本集團於開始、修改日期或收購日期(如適用)基於香港財務報告準則第16號項下之定義，評估合約是否為租賃或包含租賃。除非合約之條款及條件隨後發生變動，否則將不會重新評估有關合約。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Leasing (Cont'd)

The Group as lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to short-term leases of assets (i.e. those leases that have a lease term of twelve months or less from the commencement date and do not contain a purchase option). The Group also applies the lease of low-value assets recognition exemption to lease of office equipment that are considered as low value. Lease payments on short-term leases and leases of low-value assets are recognised as expenses on a straight-line basis over the lease term.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date which the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, estimated costs to be incurred by the lessee in restoring the underlying asset to the condition required by the terms and conditions of the lease, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

3. 主要會計政策概要(續)

(m) 租賃(續)

本集團為承租人

分配合約代價之組成部分

對於包含一項租賃組成部分及一項或多項額外的租賃或非租賃組成部分之合約，本集團根據租賃組成部分之相對單獨價格及非租賃組成部分之單獨價格總和將合約代價分配至各個租賃組成部分。

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於短期租賃之資產(即該等自租賃開始日期起計租期為十二個月或以下且不包含購買選擇權之租賃)。本集團亦將低價值資產租賃確認豁免應用於被認為低價值之辦公室設備租賃。短期租賃及低價值資產租賃之租賃付款於租期內以直線法確認為開支。

使用權資產

本集團於租賃開始日期(即相關資產可供使用日期)確認使用權資產。使用權資產按成本減任何累積折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債金額、已產生初步直接成本、承租人將相關資產還原至租賃條款及條件要求之狀況所產生之估計成本，以及於開始日期或之前已作出之租賃付款減任何已收租賃優惠。除非本集團合理地確定於租期結束時取得租賃資產擁有權，否則已確認使用權資產於其估計可使用年期及租期(以較短者為準)按直線法計算折舊。使用權資產須予以減值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Leasing (Cont'd)

The Group as lessee (Cont'd)

Right-of-use assets (Cont'd)

The Group presents right-of-use assets as a separate line item in the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed lease payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

(m) 租賃(續)

本集團為承租人(續)

使用權資產(續)

使用權資產於本集團綜合財務狀況報表中以單獨項目呈列。

可退還租金按金

已付之可退還租金按金乃根據香港財務報告準則第9號入賬及初步按公平值計量。初步確認時對公平值作出之調整被視作額外租賃付款並包含在使用權資產成本中。

租賃負債

於租賃開始日期，本集團確認於租期內作出之租賃付款以現值計量之租賃負債。於計算租賃付款之現值時，倘租賃之隱含利率不易釐定，則本集團使用租賃開始日期之遞增借貸利率計算。

租賃付款包括：

- 定額付款(含實質定額租賃付款)減任何應收租賃優惠；
- 取決於一項指數或利率之可變租賃付款，初步計量時使用開始日期之指數或利率；
- 本集團根據剩餘價值擔保預期應付金額；
- 購買選擇權之行使價，倘本集團合理地確定行使選擇權；及
- 倘租賃條款反映本集團行使終止租賃之選擇權而支付終止租賃之罰款。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Leasing (Cont'd)

The Group as lessee (Cont'd)

Lease liabilities (Cont'd)

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- change in the lease term or change in the assessment of exercise of a purchase option to purchase the underlying asset, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment;
- change in lease payments arising from change in an index or rate or expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item in the consolidated statement of financial position.

(m) 租賃(續)

本集團為承租人(續)

租賃負債(續)

於開始日期後，租賃負債金額增加反映利息之增加，其減少則為租賃付款所致。

倘出現以下情況，本集團重新計量租賃負債(並就相關使用權資產作出相應調整)：

- 租期之變動或購買相關資產之行使購買選擇權之評估發生變化，在該情況下，於重新評估日期，有關租賃負債使用經修訂貼現率貼現經修訂租賃付款重新計量；
- 若租賃付款因一項指數或利率變動或有擔保剩餘價值下預期付款變動而出現變動，則有關租賃負債使用初步之貼現率貼現經修訂租賃付款重新計量。

租賃負債於本集團綜合財務狀況報表中以單獨項目呈列。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Leasing (Cont'd)

The Group as lessee (Cont'd)

Lease modifications

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

(n) Foreign currencies

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

(m) 租賃(續)

本集團為承租人(續)

租賃修改

對於不作為一項單獨租賃入賬之租賃修改，本集團根據經修改租賃之租期重新計量租賃負債，計量方式為使用修改生效日期之經修訂貼現率貼現經修訂租賃付款。

本集團為出租人

營業租約之租金收入會按有關租約年期以直線法於損益中確認。磋商及安排營業租約時產生之初步直接成本會加入租賃資產之賬面值，並按租約年期以直線法確認為開支。

(n) 外幣

在編製個別集團實體之財務報表時，以實體功能貨幣以外之貨幣(外幣)進行之交易按交易日通用之匯率入賬。於報告期末，以外幣計值之貨幣項目以報告期末當日通用之匯率重新換算。以外幣計值並按公平值列賬之非貨幣項目以釐定公平值當日通用之匯率重新換算。以外幣計值並以歷史成本計量之非貨幣項目不會重新換算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Foreign currencies (Cont'd)

Exchange differences arising from the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising from a monetary item that forms part of the Company's net investment in a foreign operation, in which case, the exchange differences are recognised in other comprehensive income and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising from the retranslation of non-monetary items carried at fair value are included in profit or loss for the period in which they arise, except for exchange differences arising from the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which case, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using the exchange rate prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in the translation reserve. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

3. 主要會計政策概要(續)

(n) 外幣(續)

結算貨幣項目及換算貨幣項目時產生之匯兌差額於產生之期間在損益中確認，惟貨幣項目構成本公司之境外業務淨投資一部分而產生之匯兌差額則於其他全面收益中確認，並在出售境外業務時，從股本權益重新分類至損益。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入產生之期間之損益，惟重新換算其收益及虧損直接於其他全面收益中確認之非貨幣項目產生之匯兌差額除外，在此情況下，匯兌差額亦會直接於其他全面收益中確認。

為呈列綜合財務報表，本集團境外業務之資產及負債均以各報告期末之通用匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目則以期間平均匯率予以換算。惟倘匯率於期間內波動很大，在此情況下則以交易日之匯率換算。所產生之匯兌差額(如有)於其他全面收益中確認並累積於匯兌儲備中。該等匯兌差額於該境外業務出售期間於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Foreign currencies (Cont'd)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in the translation reserve in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is reattributed to non-controlling interests and is not recognised in profit or loss. For partial disposals of associates or joint venture that do not result in the Group losing significant influence or joint control, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

(o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

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

3. 主要會計政策概要(續)

(n) 外幣(續)

於出售境外業務(即出售本集團於境外業務之全部權益,或出售涉及失去對擁有境外業務之附屬公司之控制權,或出售涉及失去對擁有境外業務之合資公司之共同控制權,或出售涉及失去對擁有境外業務之聯營公司之重大影響力)時,就本公司擁有人應佔該業務於匯兌儲備累積之所有匯兌差額重新分類至損益。

倘出售部分附屬公司並未導致本集團失去對附屬公司之控制權,則按比例將累積匯兌差額重新歸類為非控股權益,而並不會於損益中確認。就出售部分聯營公司或合資公司而並未造成本集團失去重大影響力或共同控制權,則按比例將攤佔累積匯兌差額重新分類至損益。

(o) 借貸成本

於購買、興建或製造必須以長時間預備擬定用途或銷售之合資格資產之直接應佔借貸成本將計入為該等資產之成本。當該等資產實質上達至擬定用途或可供銷售時,借貸成本便不再作資本化。

所有其他借貸成本於產生期間於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(p) Retirement benefit costs

Payments to defined contribution retirement benefit schemes are recognised as expenses when employees have rendered service entitling them to the contributions.

(q) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

(r) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control of the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parent.

(p) 退休福利成本

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

(q) 撥備

當本集團因過往事件而承擔現有責任，導致本集團將有可能就該責任付款，而該責任之金額能可靠地估計時確認撥備。

確認為撥備之金額乃於報告期末就支付現有責任所需之代價之最佳估計，當中已考慮涉及有關責任之風險及不確定因素。倘撥備使用估計支付現有責任之現金流量進行計量，其賬面值即為該等現金流量之現值。

(r) 關連人士

- (i) 倘屬以下人士，即該人士或與該人士關係密切的家庭成員與本集團有關連：
- (1) 控制或共同控制本集團；
 - (2) 對本集團有重大影響力；或
 - (3) 為本集團或本集團母公司之主要管理人員。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(r) Related parties (Cont'd)

- (ii) An entity is related to the Group if any of the following conditions applies:
- (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (2) one entity is an associate or a joint venture of the other entity (or an associate or a joint venture of a member of a group of which the other entity is a member).
 - (3) both entities are joint ventures of the same third party.
 - (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (6) the entity is controlled or jointly controlled by a person identified in (i).
 - (7) a person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (8) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

(r) 關連人士(續)

- (ii) 倘實體符合下列任何條件，即與本集團有關連：
- (1) 該實體與本集團為同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (2) 某一實體為另一實體的聯營公司或合資公司(或另一實體為成員公司之集團旗下成員公司之聯營公司或合資公司)。
 - (3) 兩間實體均為同一名第三方的合資公司。
 - (4) 某一實體為一名第三方實體之合資公司，而另一實體為該名第三方實體之聯營公司。
 - (5) 該實體為本集團或本集團相關實體之僱員離職後福利計劃。倘本集團本身屬該計劃，提供資助之僱主亦與本集團有關連。
 - (6) 該實體受(i)項所述人士控制或共同控制。
 - (7) 於(i)(1)項所述人士可對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理人員。
 - (8) 該實體或其所屬集團內之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(r) Related parties (Cont'd)

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(s) Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

(t) Operating segments

Operating segments are reported in a manner consistent with the internal management reporting provided to the chief operating decision-makers. Segment assets consist primarily of investment properties, financial assets and other assets. Segment liabilities comprise financial liabilities and other liabilities. The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items are unrealised fair value changes on investment properties and other properties together with, if applicable, their respective deferred tax.

(r) 關連人士(續)

關連人士交易乃指本集團與關連人士之間轉移資源、服務或責任，不論是否收取價款。

個別人士關係密切的家庭成員乃指與該實體交易時預期可影響該個別人士或受該個別人士影響的家庭成員。

(s) 或然負債

或然負債乃一項因過往事件產生之有可能承擔，而該等過往事件之存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。其亦可為一項因不大可能需要耗用經濟資源或承擔之金額未能可靠地計量而未有確認之過往事件產生之現有承擔。或然負債未有予以確認，惟已於綜合財務報表附註中披露。倘耗用經濟資源之可能性出現變動致使有可能需耗用經濟資源，則或然負債將確認為撥備。

(t) 營運分類

營運分類之呈報方式與提供予主要營運決策者之內部管理報告之方式一致。分類資產主要包括投資物業、金融資產以及其他資產。分類負債包括金融負債及其他負債。本集團以扣除稅項開支及非控股權益後來自經營之損益(惟不包括主要非現金項目)為基準評估表現。主要非現金項目為投資物業及其他物業之未變現公平值變動連同其相關之遞延稅項(如適用)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(u) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the consolidated statement of financial position in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

(v) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under other income.

(w) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell, except for financial assets within the scope of HKFRS 9 which continue to be measured in accordance with the accounting policies as set out in respective sections.

(u) 股息分派

向本公司股東分派之股息在本公司股東或董事(如適合)批准派息之期間於綜合財務狀況報表內確認為負債。

(v) 政府補助

當能夠合理保證本集團將遵守政府補助附帶之條件及將收取補助時，方會確認政府補助。

政府補助於本集團將擬用作補償之相關成本確認為開支之期間按系統性基準於損益中確認。

就已產生開支或虧損之應收補償或用作本集團即時財務支持目的而並無未來相關成本之政府補助，於成為應收賬項期間於損益中確認。該補助已於其他收入內呈列。

(w) 持作出售之非流動資產

非流動資產之賬面值倘若乃透過出售交易而非透過持續使用而收回，則會分類為持作出售類別。被視為符合此條件僅限於該資產可於現況下供即時出售時就僅在出售此類資產受通常和慣常條款約束並且較高可能達成該出售。管理層必須承諾該出售將於分類之日起一年內完成方可預期符合確認。

分類為持作出售之非流動資產乃按資產先前之賬面值及公平值減出售成本(以較低者為準)計量(惟香港財務報告準則第9號範圍內繼續根據相關章節所載的會計政策進行計量的金融資產除外)。

4. CRITICAL ACCOUNTING ESTIMATES

In the application of the Group's accounting policies, which are described in Note 3, the management of the Group is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

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

Fair value measurement of financial assets

As at 31 December 2021, the Group held unlisted bond, unlisted equity securities (including limited partnership) and structured product(s) with carrying amounts of approximately HK\$28,037,000, HK\$1,527,466,000 and HK\$6,840,000 (2020: HK\$201,061,000, HK\$1,593,220,000 and HK\$52,426,000) respectively. These financial instruments do not have a quoted market price in an active market ("Unquoted Investments").

Fair values of the Unquoted Investments were determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of the Unquoted Investments. Details are set out in Note 5(c).

4. 關鍵會計估計

於應用本集團之會計政策(如附註3所述)時，本集團之管理層須對未能從其他方面確定之資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往之經驗及其他被視為相關之因素而作出。實際結果可能與此等估計不盡相同。

就該等估計及相關假設須不斷作出檢討。倘會計估計之修訂僅影響該修訂期間，該修訂會於該修訂期間內確認；或倘該修訂影響本期間及未來期間，則於修訂期間及未來期間確認。

估計不明確因素之主要來源

以下是對未來，以及於報告期末估計不明確因素之其他主要來源使下一個財政年度對資產及負債之賬面值造成重大調整有顯著風險之主要假設。

金融資產之公平值計量

於二零二一年十二月三十一日，本集團持有非上市債券、非上市股本證券(包括有限合夥企業)及結構性產品，彼等之賬面值分別約為28,037,000港元、1,527,466,000港元及6,840,000港元(二零二零年：201,061,000港元、1,593,220,000港元及52,426,000港元)。該等金融工具於活躍市場上並無市場報價(「無報價投資」)。

無報價投資之公平值按重大非可觀察數據之估值技術而釐定，建立相關估值技術及其相關數據時需要進行判斷和估計。與該等因素相關的假設變動可能導致對無報價投資的公平值進行重大調整。詳情載於附註5(c)。

4. CRITICAL ACCOUNTING ESTIMATES (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Fair value of investment properties

The Group's investment properties are stated at fair value based on the valuations performed by independent professional property valuers. In determining the fair value, the valuers have based on methods of valuation which involve certain assumptions and estimates. Independent external valuations were obtained in respect of all of the portfolio of the Group, and also of the investment properties held by its associates in order to support management's estimates. In relying on the valuation reports, the management of the Group has exercised its judgments and is satisfied that the methods of valuation are reflective of the current market conditions, as detailed in Note 19. Changes to these assumptions, including the potential risk of any market violation, policy, geopolitical and social changes or other unexpected incidents would result in changes in the fair values of the Group's investment properties and the investment properties held by its associates which were included in the investments accounted for using the equity method as reported in the consolidated statement of financial position. Corresponding adjustments would be made, where appropriate, to the amount of fair value gain or loss and share of results of investments accounted for using the equity method reported in the consolidated statement of comprehensive income.

As at 31 December 2021, the carrying amount of the Group's investment properties was approximately HK\$13,292,161,000 (2020: HK\$14,373,283,000).

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets

Financial assets measured at fair value through profit or loss
Financial assets measured at fair value through other comprehensive income
Amortised cost

Financial liabilities

Amortised cost
Derivative financial instrument

金融資產

通過損益以反映公平值計量之金融資產
通過其他全面收益以反映公平值計量之金融資產
攤銷成本

金融負債

攤銷成本
衍生金融工具

4. 關鍵會計估計(續)

估計不明確因素之主要來源(續)

投資物業之公平值

本集團之投資物業按獨立專業物業估值師進行估值而評定之公平值列賬。估值師於釐定公平值時，乃根據估值方法進行，當中牽涉若干假設及估計。就本集團的所有投資組合以及聯營公司持有的投資物業取得獨立的外部估值，以支持管理層的估計。在信賴估值報告時，本集團管理層已作出判斷，並確信估值方法已反映當前的市場狀況，詳情載於附註19。該等假設的變動，包括任何市場違規、政策、地緣政治及社會變化或其他意外事件的潛在風險，將導致本集團投資物業及其於綜合財務狀況報表中呈報包括於以權益法入賬之投資之聯營公司持有之投資物業之公平值產生變動。於綜合全面收益報表中呈報的公平值收益或虧損及攤佔以權益法入賬投資之業績(如適用)之金額將作出相應的調整。

於二零二一年十二月三十一日，本集團投資物業之賬面值約為13,292,161,000港元(二零二零年：14,373,283,000港元)。

5. 金融工具

(a) 金融工具類別

	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Financial assets		
Financial assets measured at fair value through profit or loss	756,717	3,550,536
Financial assets measured at fair value through other comprehensive income	1,892,048	14,407,220
Amortised cost	3,226,695	2,324,483
Financial liabilities		
Amortised cost	7,093,279	8,562,855
Derivative financial instrument	-	111

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity investments, bonds, investments held-for-trading, structured products, club and corporate debentures, derivative financial instrument, advances to/from associates/investee companies/non-controlling shareholders, debtors, deposits and other receivables, securities trading receivables and deposits, pledged deposits, time deposits, bank balances and cash, borrowings, creditors and accruals, securities trading and margin payable, lease liabilities and deposits received. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. There has been no change to the Group's risk exposure relating to financial instruments or the manner in which it manages and measures the risks.

Market risk

(i) Foreign currency risk

The Group is mainly exposed to foreign exchange risk arising from future commercial transactions, and from recognised assets and liabilities. The functional currency of the Company and its major subsidiaries in Hong Kong is HK\$ in which most of the transactions are denominated. The functional currencies of those subsidiaries operating in the United Kingdom and the PRC are Pound Sterling ("GBP") and Renminbi ("RMB") respectively in which most of their transactions are denominated. The Group is mainly exposed to foreign exchange risk in respect of exchange fluctuations of HK\$ against GBP and RMB. The conversion of RMB into other currencies is subject to the rules and regulations of foreign exchange control promulgated by the government of the PRC. The Group currently does not have foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

5. 金融工具(續)

(b) 金融風險管理目標及政策

本集團之主要金融工具包括股本投資、債券、持作買賣之投資、結構性產品、會籍及公司債券、衍生金融工具、墊付予／墊款自聯營公司／接受投資公司／非控股股東之款項、應收賬項、按金及其他應收賬項、應收證券交易賬項及存款、抵押存款、定期存款、銀行結餘及現金、借貸、應付賬項及應計款項、應付證券交易賬項及保證金、租賃負債以及已收按金。該等金融工具之詳情於相關附註中予以披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。本集團之管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。本集團有關金融工具之風險或管理及計量該等風險之方式並無變動。

市場風險

(i) 外幣風險

本集團主要面對由未來商業交易，以及已確認資產及負債而導致的外匯風險。本公司及其於香港主要附屬公司之功能貨幣為港元，當中大部分交易以港元計值。於英國及中國經營之附屬公司之功能貨幣分別為英鎊(「英鎊」)及人民幣(「人民幣」)，當中大部分交易分別以英鎊及人民幣計值。本集團主要因港元兌英鎊及人民幣匯率波動而承受外匯風險。換算人民幣為其他貨幣須遵守中國政府頒布之外匯管制之規則及規例進行。本集團現時就外幣資產及負債並無外幣對沖政策。本集團將密切監控其外幣風險，並於必要時考慮對沖重大外幣風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(i) Foreign currency risk (Cont'd)

The Group's exposure to foreign currency risk on its foreign currency denominated assets and liabilities at the end of the reporting period is as follows:

Assets	資產
United States dollar ("US\$")	美元(「美元」)
GBP	英鎊
RMB	人民幣
Euro ("EUR")	歐元(「歐元」)
Liabilities	負債
US\$	美元
GBP	英鎊
RMB	人民幣
EUR	歐元

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against the relevant foreign currencies. As HK\$ is pegged to US\$, it is assumed that there would be no material currency risk exposure between US\$ and HK\$ and therefore US\$ is excluded from the sensitivity analysis below.

5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(i) 外幣風險(續)

本集團於報告期末就以外幣計值之資產及負債所承受之外幣風險如下：

	2021	2020
	HK\$'000	HK\$'000
	千港元	千港元
Assets		
United States dollar ("US\$")	1,805,293	4,959,714
GBP	3,026,103	2,197,344
RMB	203,039	197,654
Euro ("EUR")	1,399	21,445
Liabilities		
US\$	1,241,379	1,253,814
GBP	247,195	522,229
RMB	17	11
EUR	228	29,930

敏感度分析

下表詳列本集團就港元兌相關外幣之匯率上升及下跌5%之敏感度。由於港元與美元掛鈎，故假設美元與港元之間並無重大貨幣風險，美元亦不會載於下文之敏感度分析。

就內部向主要管理人員報告外幣風險時會以5%作為敏感度比率，而有關比率為管理層對匯率出現合理可能變動作出之評估。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(i) Foreign currency risk (Cont'd)

Sensitivity analysis (Cont'd)

The sensitivity analysis includes outstanding foreign currency denominated monetary items, and adjusts their translations at the end of the reporting period for a 5% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to/from foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower; but excluding exposure resulting from the translation of the financial statements of foreign operations into the Group's presentation currency.

A positive number below indicates a decrease in loss (2020: an increase in profit) where the relevant currencies strengthen 5% against HK\$. For a 5% weakening of the relevant currencies against HK\$, there would be an equal and opposite impact on the loss (2020: profit).

Impact of	影響
GBP	英鎊
RMB	人民幣
EUR	歐元

There would be no material impact on the Group's other components of equity for the years ended 31 December 2021 and 2020.

The net effect of the Group's sensitivity to foreign currency risk was attributable to the Group's monetary assets and liabilities with exposure to foreign currency risk at the end of the reporting period.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(i) 外幣風險(續)

敏感度分析(續)

敏感度分析包括未償還之外幣計值貨幣項目，並於報告期末就5%之外幣匯率變動調整該等項目之換算。敏感度分析包括外部貸款及貸款予／自本集團旗下境外業務(其計值之貨幣為貸款人或借款人功能貨幣以外之貨幣)；惟並不包括來自換算於境外業務之財務報表至本集團之呈列貨幣而產生之風險。

下文中正數表示相關貨幣兌港元之匯率轉強5%時虧損之減少(二零二零年：溢利之增加)。倘相關貨幣兌港元之匯率轉弱5%，則對虧損(二零二零年：溢利)造成之影響為同等及相反。

Profit (loss)	
溢利(虧損)	
2021	2020
HK\$'000	HK\$'000
千港元	千港元
138,375	70,624
10,151	9,882
1	(1,446)

對本集團截至二零二一年及二零二零年十二月三十一日止年度之股本權益其他部分並無重大影響。

本集團外幣風險敏感度之淨影響，乃由於本集團於報告期末就承受外幣風險之貨幣資產及負債所產生。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(ii) Cash flow interest rate risk

The Group has variable-rate interest-bearing assets and liabilities including time deposits, bank balances, sales proceeds held by a third party and borrowings and is therefore exposed to cash flow interest rate risk. Details of these financial instruments are disclosed in respective notes. The Group currently does not have interest rate hedging policy. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk from its variable rate borrowings is mainly concentrated on the fluctuation of HIBOR, LIBOR, compounded reference rate or costs of funds of financial institutions or a bank.

Sensitivity analysis

The following demonstrates the sensitivity to a reasonable possible change in interest rates with all other variables held constant, of the Group's loss (2020: profit) before tax (through the impact of floating rates in time deposits, bank balances, sales proceeds held by a third party and borrowings).

If the floating rates had been 50 basis points higher/lower, with all other variables held constant, the Group's loss (2020: profit) before tax for the year ended 31 December 2021 would increase/decrease (2020: decrease/increase) by approximately HK\$20,997,000 (2020: HK\$30,242,000). This was mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(ii) 現金流量利率風險

本集團擁有以浮息計息之資產及負債(包括定期存款、銀行結餘、第三方所持銷售所得款項及借貸)，故本集團須承擔現金流量利率風險。該等金融工具詳情於相關附註中予以披露。本集團現時並無利率對沖政策。然而，本集團之管理層監控利率風險，並於必要時考慮對沖重大利率風險。

本集團浮息借貸帶來之現金流量利率風險主要集中於香港銀行同業拆息、倫敦銀行同業拆息、複合參考利率或金融機構或一間銀行之資金成本之波動。

敏感度分析

以下列示在全部其他變數維持不變之情況下，本集團除稅前虧損(二零二零年：溢利)對利率出現合理可能變動時之敏感度(透過定期存款、銀行結餘、第三方所持銷售所得款項及借貸浮動利率之影響)。

倘浮動利率上升/下降50個基點，在全部其他變數維持不變之情況下，則本集團截至二零二一年十二月三十一日止年度之除稅前虧損(二零二零年：溢利)將增加/減少(二零二零年：減少/增加)約20,997,000港元(二零二零年：30,242,000港元)。此乃主要由於本集團所承受之浮息借貸之利率風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(ii) Cash flow interest rate risk (Cont'd)

Sensitivity analysis (Cont'd)

There would be no material impact on the Group's other components of equity for the years ended 31 December 2021 and 2020.

The Group's sensitivity to interest rates has decreased during the current year mainly due to the decrease in net debt carries at variable-rate.

(iii) Price risk

The Group's investments classified as financial assets measured at FVTPL, financial assets measured at FVTOCI and derivative financial instrument presented as current asset (2020: current liability) which are measured at fair value at the end of each reporting period and expose the Group to price risk. At the end of the reporting period, the Group held investments in certain high yield and fixed-rate bonds. High yield bonds are bonds that are typically rated below investment grade or are unrated and therefore are generally more vulnerable to economic cycles as they typically fall more in value than investment grade bonds given higher default risk and higher investors risk adversity. For bonds with fixed-rate coupons, they are more susceptible to fluctuations in interest rates. As interest rates move upward, the value of the bonds will generally fall. Furthermore, the longer the tenor of the bonds, the more sensitive they will be to interest rate changes.

The management of the Group manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the Group has appointed a specific team to monitor the price risk and will consider hedging the risk exposure should the need arise.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(ii) 現金流量利率風險(續)

敏感度分析(續)

對本集團截至二零二一年及二零二零年十二月三十一日止年度之股本權益其他部分並無重大影響。

本集團於本年度對利率之敏感度減少主要由於以浮息計算之債務淨額減少所致。

(iii) 價格風險

本集團之投資分類為通過損益以反映公平值計量之金融資產、通過其他全面收益以反映公平值計量之金融資產及衍生金融工具(呈列為流動資產(二零二零年：流動負債))於各報告期末按公平值計量，故本集團須承擔價格風險。於報告期末，本集團持有若干高息及定息債券之投資。高息債券一般為評級低於投資級別甚至不獲評級之債券，由於其違約風險及投資避險傾向較高，價值跌幅一般較投資級別債券為大，因此普遍較易受經濟週期影響。而定息債券則較易受利率波動影響。若利率上升，有關債券價值普遍下跌。此外，債券年期愈長，對利率變化之敏感度愈高。

本集團之管理層以設立不同風險水平之投資組合管理有關風險。此外，本集團已委任特定小組監控價格風險，並於必要時考慮對沖風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(iii) Price risk (Cont'd)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to price risk at the end of the reporting period.

If prices had been 5% higher/lower, the Group's loss (2020: profit) before tax for the year ended 31 December 2021 would decrease/increase (2020: increase/decrease) by approximately HK\$37,836,000 (2020: HK\$177,532,000). This was due to the changes in fair value of financial assets measured at FVTPL and derivative financial instrument.

If prices had been 5% higher/lower, the Group's other components of equity for the year ended 31 December 2021 would increase/decrease by approximately HK\$94,602,000 (2020: HK\$720,361,000) as a result of the changes in fair value of financial assets measured at FVTOCI.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 December 2021 in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group's time deposits and bank balances are deposited with banks of high credit quality in Hong Kong, Mainland China and overseas.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(iii) 價格風險(續)

敏感度分析

以下敏感度分析乃根據報告期末之價格風險釐定。

倘價格上升／下降5%，則本集團截至二零二一年十二月三十一日止年度之除稅前虧損(二零二零年：溢利)將減少／增加(二零二零年：增加／減少)約37,836,000港元(二零二零年：177,532,000港元)。此乃由於通過損益以反映公平值計量之金融資產及衍生金融工具之公平值變動。

倘價格上升／下降5%，則本集團截至二零二一年十二月三十一日止年度之股本權益其他部分將增加／減少約94,602,000港元(二零二零年：720,361,000港元)，此乃由於通過其他全面收益以反映公平值計量之金融資產之公平值變動。

信貸風險

倘交易方無法履行彼等於二零二一年十二月三十一日之責任，本集團承受有關各類已確認金融資產之最大信貸風險為於綜合財務狀況報表所列該等資產之賬面值。本集團之定期存款及銀行結餘存於香港、中國大陸及海外高信貸質素之銀行。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Credit risk** (Cont'd)

The Group made transactions with counterparties with acceptable credit quality in conformance to the Group's treasury policies to minimise credit exposure. Acceptable credit ratings from reputable credit rating agencies and scrutiny of financials for non-rated counterparties are two important criteria in the selection of counterparties. The credit quality of counterparties will be closely monitored over the life of the transaction. The Group reviews its financial counterparties periodically in order to reduce credit risk concentrations relative to the underlying size and credit strength of each counterparty.

In an attempt to forestall adverse market movement, the Group also monitors potential exposures to each financial institution counterparty. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate allowance for credit losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permits the use of the lifetime ECL provision for trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECL, and also considers the available reasonable and supportive forward-looking information.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

本集團與符合本集團庫務政策所訂信貸評級良好之交易方進行交易，以盡量降低信貸風險。揀選交易方之兩項重要原則，乃由有信譽之信貸評級機構發出可接受的信貸評級，以及對不獲評級之交易方進行財務評審。本集團會在整個交易期內密切監察交易方之信貸質素。本集團會定期對與其交易之財務交易方進行評審，以減低與各交易方相關規模及信貸強度有關之集中信貸風險。

為不利之市場變動預先作準備，本集團亦監察各金融機構交易方之潛在風險。此外，於報告期末，本集團檢討每宗個別債項之可收回金額，確保就無法收回金額作出足夠之信貸虧損撥備。就此而言，董事認為本集團之信貸風險已大幅降低。

本集團應用香港財務報告準則第9號所訂明之簡化方法就預期信貸虧損作出撥備，該方法允許對應收貿易賬項採用整個存續期內之預期信貸虧損撥備。就計量預期信貸虧損，已將應收貿易賬項按其共有之信貸風險特徵作歸類。本集團已進行歷史分析及識別對信貸風險及預期信貸虧損有影響之主要經濟變數，並考慮現有之合理及具理據之前瞻性資料。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)*Credit risk (Cont'd)*

As at 31 December 2021, trade receivables that are individually significant have been separately assessed for impairment, after taking into consideration, the background and reputation of the customers, historical settlement records and past experiences at the end of each reporting period. The Group makes periodic assessments on the recoverability of the trade receivables by using a provision matrix to measure ECL. The provision rates are based on days past due for groupings of various customer segments with similar financial strength and any disputes with the debtors. The calculation reflects reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. For the year ended 31 December 2021, an allowance for credit losses in respect of trade receivables of approximately HK\$13,000 (2020: HK\$2,852,000) was recognised in the consolidated statement of comprehensive income. Details are set out in Note 30.

For interest receivables from bonds and structured product, the Group makes periodic individual assessment on the recoverability of each bond and structured product based on their respective historical settlement records and credit rating of the respective issuer. ECL on interest receivables from bonds with carrying amount of approximately HK\$11,885,000 were assessed and measured based on lifetime ECL because the issuer had defaulted their payment and/or were in severe financial difficulty. Accordingly, provision of approximately HK\$11,885,000 (2020: nil) were made in respect of these receivables for the year ended 31 December 2021. Interest receivables from bonds and structured product of approximately HK\$5,520,000 (2020: HK\$61,455,000) were assessed based on 12m ECL and no provision were made for the year ended 31 December 2021 (2020: nil).

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

於二零二一年十二月三十一日，經考慮客戶之背景及聲譽、過往結賬記錄以及過往經驗，個別重大之應收貿易賬項於各報告期末已另行作減值評估。本集團使用撥備矩陣計量預期信貸虧損，就應收貿易賬項之可收回程度進行定期評估。撥備率乃基於歸類類似財務強度之不同客戶分類之逾期天數及與債務人之任何糾紛。該計算反映於報告日期可獲得有關過往事件、當前狀況及對未來經濟狀況的預測之合理及具理據之資料。截至二零二一年十二月三十一日止年度，應收貿易賬項之信貸虧損撥備約為13,000港元(二零二零年：2,852,000港元)，已於綜合全面收益報表中確認。詳情載列於附註30內。

就債券及結構性產品之應收利息而言，本集團根據彼等各自之過往結賬記錄及相關發行人之信貸評級對每隻債券及結構性產品之可收回程度定期進行個別評估。賬面值約為11,885,000港元之債券之應收利息之預期信貸虧損乃按整個存續期預期信貸虧損評估及計量，乃因發行人拖欠付款及／或陷入嚴重財政困難。因此，截至二零二一年十二月三十一日止年度，已就該等應收款項作出撥備約11,885,000港元(二零二零年：無)。債券及結構性產品之應收利息約5,520,000港元(二零二零年：61,455,000港元)乃按十二個月預期信貸虧損作評估且於截至二零二一年十二月三十一日止年度並無(二零二零年：無)作出撥備。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)*Credit risk (Cont'd)*

For all other receivables, the Group measures the loss allowance equal to 12m ECL and assessed individually, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

The credit quality of the advances to related parties has been assessed with reference to historical information about the default rates and financial position of the counterparties. These balances were assessed individually based on 12m ECL. The Directors are of the opinion that the credit risk of the advances to related parties is low due to the current creditworthiness of the debtors and sound collection history of the receivables due from them. For the year ended 31 December 2021, allowance for credit losses of approximately HK\$47,000 (2020: HK\$56,000) was recognised in the consolidated statement of comprehensive income.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

就所有其他應收賬項，本集團以相等於十二個月預期信貸虧損計量及個別評估虧損撥備。除非自初步確認起信貸風險大幅增加，則本集團確認整個存續期內之預期信貸虧損。評估應否確認整個存續期內之預期信貸虧損乃根據自初步確認起發生違約之可能性或風險有否重大增加。

墊付予關連人士之信貸質素已參考有關交易方之違約率及財務狀況之過往資料進行評估。該等結餘按十二個月預期信貸虧損作個別評估。董事認為，由於墊付予關連人士之債務人目前信譽及良好還款記錄，故彼等之信貸風險較低。截至二零二一年十二月三十一日止年度，已於綜合全面收益報表中確認信貸虧損撥備約47,000港元(二零二零年：56,000港元)。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Credit risk** (Cont'd)

Investments in bonds are limited to financial institutions or investment counterparties with high quality. When making decisions on investments in bonds, the management of the Group has also made reference to the credit ratings of the issuers and guarantors (if any) which, however, are not an assurance as to the issuers' and/or guarantors' creditworthiness or the risks, returns or suitability of the bonds. Risks in particular specific to certain types of bonds held by the Group are: (i) high yield bonds – they in general carry high credit risk as they are often subject to higher risk of issuer default as they are typically rated below investment grade or are unrated; (ii) perpetual bonds – their coupon payments may be deferred or suspended subject to the terms and conditions of the bonds and they are often callable after a call protection period (related risk is detailed in the liquidity risk below); and (iii) contingent convertible bonds – issued by financial institutions that are deeply subordinated in the capital structure, typically Tier 1 or Tier 2 securities. The key characteristic of contingent convertible bonds is that the issuer can either write off the principal amount or convert it to shares without causing a default on the bond. There could be a specific hard capital ratio trigger or declaration of non-viability event by the regulator for the write off or conversion to equity to happen. The Group may be exposed to a higher issuer credit risk and may experience substantial losses or lose the entire value of investment as a result of a trigger event. Other than the above, there may be additional risks associated with trading of bonds over-the-counter (“OTC”) because OTC transactions are generally subject to limited regulation and therefore less transparent in transaction details such as volume, price formation, etc. There may also be additional risks for investments located in an emerging market which may involve certain risks associated with political and economic uncertainty. In view of the specific risks above, the Group has appointed the specific team as disclosed in Note 5(b)(iii) above to closely monitor the risks.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

債券之投資只限於以高質素之金融機構或投資交易方。於作出債券投資決定時，本集團之管理層亦參照發行人及擔保人(如有)之信貸評級，然而，有關評級並非發行人及／或擔保人信譽或債券風險、回報或合適性之保證。本集團所持若干債券類別之特定風險為：(i) 高息債券—一般附帶高信貸風險，乃因有關債券評級一般低於投資級別或不獲評級，因此通常面對較高發行人違約風險；(ii) 永續債券—視乎債券條款及條件，其票息可能遞延或暫停支付，且通常可於贖回禁止期後可贖回(相關風險詳情載列於下文流動資金風險一節)；及(iii) 或然可換股債券—由金融機構發行，為資本結構中之低次級，通常是一級或二級證券。或然可換股債券之主要特徵是發行人可以在不導致債券違約之情況下撇銷本金金額或將債券轉換為股份。監管機構就撇銷或轉換為股本權益之發生，設定特定嚴格的資本比率作為觸發點或當宣布無法經營事件時發生。倘發生觸發事件，本集團可能面臨較高之發行人信貸風險，並可能蒙受重大虧損或失去投資之全部價值。除上文所述者外，倘有可能面對與場外(「場外」)債券買賣相關之額外風險，乃因場外交易一般所受規管有限，因而在交投量、價格形成等交易詳情方面透明度較低。此外，亦可能面對位於新興市場之投資之額外風險，新興市場可能涉及若干與政治及經濟不明朗因素相關之風險。鑑於上述之特定風險，本集團已委任特定小組(如上文附註5(b)(iii)所披露)密切監察有關風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)*Credit risk (Cont'd)*

The credit risk for pledged deposits, time deposits, bank balances and deposits with clearing house are insignificant because the counterparties are banks and clearing house with high credit ratings.

The Group's concentration of credit risk by geographical location is mainly in Hong Kong, Europe and Mainland China. As at 31 December 2021, the Group was not subject to investment concentration risk on bonds and equity securities (2020: was subject to investment concentration risk as there were bonds investment with three same issuer groups with their respective carrying amounts of approximately HK\$600,206,000, HK\$778,547,000 and HK\$793,759,000 presented as financial assets measured at FVTPL and equity security of a listed company of HK\$12,814,000,000 presented as financial assets measured at FVTOCI, which represented a major portion of the Group's investment portfolio as determined by the management of the Group). Investment concentration risk may materialise when the market in which those bonds are traded is constricted (related risk is detailed in liquidity risk below), or when the fair value of those bonds/that listed equity security are declined (related risk is detailed in price risk above). The Group also monitors regularly to avoid over-concentration (such as investment products and underlying foreign exchange, etc.) of the investment portfolio.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

抵押存款、定期存款、銀行結餘以及於結算所之存款之信貸風險並不顯著，乃因交易方為高信貸評級之銀行及結算所。

本集團按地域集中承擔信貸風險之地區主要為香港、歐洲及中國大陸。於二零二一年十二月三十一日，本集團並無債券及股本證券之集中投資風險(二零二零年：承受三個同一發行人集團發行並呈列為通過損益以反映公平值計量之金融資產之債券投資賬面值分別約600,206,000港元、778,547,000港元及793,759,000港元以及承受呈列為通過其他全面收益以反映公平值計量之金融資產之一間上市公司之股本證券12,814,000,000港元之集中投資風險，此乃本集團之管理層決定之投資組合主要部分)。當該等債券於受限制市場買賣(相關風險詳情載列於下文流動資金風險一節)，或當該等債券/該上市股本證券之公平值下降(相關風險詳情載列於上文價格風險一節)，集中投資風險將會較為顯著。本集團亦定期監察投資組合，以免過度集中(如投資產品及相關外匯等)。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Liquidity risk**

Certain bonds held by the Group carried fixed-rate coupon are accompanied with call rights, the issuers may call and redeem the bonds early if interest rates fall. The Group may face reinvestment risk when issuers exercised its right to redeem the bond before it matures. Besides, some bonds may not have an active secondary market. In case of the market in which the bonds are traded is illiquid, the Group may run the risk of either having to retain the investment until the end of the term or selling it before maturity at an unfavourable price.

The Group manages liquidity risk by maintaining adequate bank deposits and cash, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities.

The liquidity risk is under continuous monitoring by the management of the Group. Reports with maturity dates of bank borrowings and thus the liquidity requirement are provided to the management of the Group for review periodically. The management of the Group will contact the bankers for renewals of bank borrowings whenever necessary.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險

本集團所持之若干債券按固定票息計息，並附帶收回權利，如利率下跌，發行人可提早收回及贖回債券。當發行人於債券到期前行使權利贖回債券，則本集團可能面對再投資風險。此外，部分債券可能並無活躍第二市場。倘有關債券市場成交流通量不足，本集團可能需要承擔風險，持有投資直至到期，或於到期前以不利價格出售。

本集團通過維持充足銀行存款及現金、監察預測及實際現金流量以及配合金融資產及金融負債之到期時間表，藉此管理流動資金風險。

本集團之管理層持續監控流動資金風險。載有銀行借貸到期日及有關之流動資金需求之報告定期提供予本集團之管理層審閱。本集團之管理層在必要時將聯絡往來銀行將銀行借貸續期。

下表詳列本集團非衍生金融負債按協定還款條款之餘下合約到期情況。各表乃按本集團可被要求付款之最早日期根據金融負債之未貼現現金流量編製，當中包括利息及本金之現金流量。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

Non-derivative financial liabilities	非衍生金融負債
Borrowings	借貸
Lease liabilities	租賃負債
Creditors and accruals	應付賬項及應計款項
Securities trading and margin payable	應付證券交易賬項及保證金
Deposits received	已收按金
Amounts due to associates	欠負聯營公司款項
Amounts due to investee companies	欠負接受投資公司款項
Amounts due to non-controlling shareholders	欠負非控股股東款項
Total	總額

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險(續)

At 31 December 2021 於二零二一年十二月三十一日				
Weighted average effective interest rate	On demand or within 1 year	Within 2 to 5 years	Total undiscounted cash flows	Total carrying amount
加權平均實際利率	按要求或一年內	兩年至五年	未貼現現金流量總額	賬面值總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
1.32%	3,696,100	1,883,227	5,579,327	5,455,514
2.04%	51,211	9,106	60,317	59,710
-	201,896	-	201,896	201,896
-	12,163	-	12,163	12,163
-	129,529	-	129,529	129,529
-	-	302,344	302,344	302,344
-	-	931,848	931,848	931,848
-	-	275	275	275
	4,090,899	3,126,800	7,217,699	7,093,279

At 31 December 2020 於二零二零年十二月三十一日				
Weighted average effective interest rate	On demand or within 1 year	Within 2 to 5 years	Total undiscounted cash flows	Total carrying amount
加權平均實際利率	按要求或一年內	兩年至五年	未貼現現金流量總額	賬面值總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
1.31%	5,389,221	1,986,676	7,375,897	7,263,832
2.12%	69,122	58,415	127,537	125,190
-	158,469	-	158,469	158,469
-	38,883	-	38,883	38,883
-	133,964	-	133,964	133,964
-	-	260,344	260,344	260,344
-	-	581,898	581,898	581,898
-	-	275	275	275
	5,789,659	2,887,608	8,677,267	8,562,855

Non-derivative financial liabilities	非衍生金融負債
Borrowings	借貸
Lease liabilities	租賃負債
Creditors and accruals	應付賬項及應計款項
Securities trading and margin payable	應付證券交易賬項及保證金
Deposits received	已收按金
Amounts due to associates	欠負聯營公司款項
Amounts due to investee companies	欠負接受投資公司款項
Amounts due to non-controlling shareholders	欠負非控股股東款項
Total	總額

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)*Liquidity risk (Cont'd)*

In addition to the items as set out in the above liquidity risk tables, the maximum amount the Group could be required to settle under (i) financial guarantee provided by the Group in respect of a banking facility utilised by an investee company and (ii) indemnity given to a third party in relation to an investee company is approximately HK\$613,830,000 (2020: HK\$613,830,000) in aggregate, if such amount is claimed by the counterparties to the guarantee or indemnity at any time within the guaranteed or indemnity period. Details of the guarantee and indemnity are set out in Note 43.

Secured bank borrowings with repayment on demand clause are included in the "On demand or within 1 year" time band of maturity analysis in the above liquidity risk tables. At the end of the reporting period, the total undiscounted cash flow of the borrowings amounted to approximately HK\$1,476,255,000 (2020: HK\$798,980,000). Taking into account the Group's financial position, the Directors do not believe that it is probable that the financial institutions will exercise their discretionary rights to demand immediate repayment. The Directors believe that such borrowings will be repaid in accordance with the scheduled repayment dates as set out in the loan agreements, details of which are set out in the tables below (include both interest and principal cash flows).

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險(續)

除以上流動資金風險列表之項目，本集團可能(i)就一間接受投資公司動用之銀行信貸額而向一間銀行提供之財務擔保以及(ii)與一間接受投資公司有關向第三方授予之彌償保證，於擔保或彌償保證期間隨時被交易方要求索償該擔保或彌償保證之最高金額合共約為613,830,000港元(二零二零年：613,830,000港元)。擔保及彌償保證之詳情已載列於附註43。

附帶按要求償還條款之有抵押銀行借貸於上述流動資金風險列表之到期分析中計入「按要求或一年內」時間組別。於報告期末，借貸之未貼現現金流量總額約為1,476,255,000港元(二零二零年：798,980,000港元)。經考慮本集團之財務狀況，董事並不相信金融機構會行使其酌情權要求即時還款。董事相信，有關借貸將按照貸款協議所載之預定還款日期償還，其詳情載於下表(當中包括利息及本金之現金流量)。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

Maturity analysis – secured bank borrowings with repayment on demand clause based on scheduled repayments

Non-derivative financial liability 非衍生金融負債
Borrowings 借貸

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險(續)

到期分析–附帶按要求償還條款之有抵押銀行借貸按其預定還款

At 31 December 2021 於二零二一年十二月三十一日			
Within 1 year 一年內 HK\$'000 千港元	Within 2 to 5 years 兩年至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Total carrying amount 賬面值總額 HK\$'000 千港元
680,307	795,948	1,476,255	1,443,820

At 31 December 2020 於二零二零年十二月三十一日			
Within 1 year 一年內 HK\$'000 千港元	Within 2 to 5 years 兩年至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Total carrying amount 賬面值總額 HK\$'000 千港元
11,757	787,223	798,980	775,169

Non-derivative financial liability 非衍生金融負債
Borrowings 借貸

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Liquidity risk** (Cont'd)

The following tables detail the Group's remaining contractual maturity for its derivative financial instruments. The tables have been drawn up based on the undiscounted gross cash inflows and outflows on the derivatives that require gross settlements. For cash flows denominated in currency other than HK\$, the prevailing foreign exchange rate at the end of the reporting period is used to convert the cash flows into HK\$.

Derivative gross settlement	衍生工具之交收總額
Cross currency swap	貨幣掉期
Inflow	流入
Outflow	流出

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險(續)

下表詳列本集團衍生金融工具餘下合約到期之情況。下表乃按衍生工具需要交收總額之未貼現現金流入及流出總額編製。以港元以外貨幣計值之現金流量，按報告期末當時之匯率將該現金流量轉換為港元。

At 31 December 2021		
於二零二一年十二月三十一日		
Within 1 year	Total undiscounted cash flows	Total carrying amount
一年內	未貼現現金 流量總額	賬面值 總額
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
		1,623
1,243,362	1,243,362	
(1,241,270)	(1,241,270)	

At 31 December 2020
於二零二零年十二月三十一日

Derivative gross settlement	衍生工具之交收總額
Cross currency swap	貨幣掉期
Inflow	流入
Outflow	流出

Within 1 year	Total undiscounted cash flows	Total carrying amount
一年內	未貼現現金 流量總額	賬面值 總額
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
		(111)
1,241,598	1,241,598	
(1,241,604)	(1,241,604)	

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Interest rate benchmark reform**

As listed in Note 34, several of the Group's LIBOR and HIBOR bank borrowings may be subject to the interest rate benchmark reform.

LIBOR

The Financial Conduct Authority has confirmed all LIBOR settings will either cease to be provided by any administrator or no longer be representative:

- immediately after 31 December 2021, in the case of all GBP, EUR, Swiss franc and Japanese yen settings, and the 1-week and 2-month US\$ settings; and
- immediately after 30 June 2023, in the case of the remaining US\$ settings.

HIBOR

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

利率基準改革

誠如附註34所列，本集團的多項倫敦銀行同業拆息和香港銀行同業拆息銀行借貸可能需要進行利率基準改革。

倫敦銀行同業拆息

英國金融行為監管局(Financial Conduct Authority)已確認所有倫敦銀行同業拆息設置將不再由任何管理員提供或不再具有代表性：

- 緊接於二零二一年十二月三十一日後，對於所有英鎊、歐元、瑞士法郎及日圓設置，以及一週和兩個月美元設置的情況；及
- 緊接於二零二三年六月三十日後，對於其餘美元設置的情況。

香港銀行同業拆息

儘管港元隔夜平均指數(「港元隔夜平均指數」)已被指定為香港銀行同業拆息的替代方案，但並無終止香港銀行同業拆息的計劃。香港採納多利率方式，香港銀行同業拆息和港元隔夜平均指數將並存。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Interest rate benchmark reform (Cont'd)

Progress towards implementation of alternative benchmark interest rates

As part of the Group's risk management for transition, new contracts entered into by the Group are linked to the relevant alternative benchmark rates or interest rates which are not subject to reform to the extent feasible. Otherwise, the Group ensured the relevant contracts include detailed fallback clauses clearly referencing the alternative benchmark rate and the specific triggering event on which the clause is activated.

During the year, certain contracts have been transitioned to compounded reference rate. In addition, for certain floating rate borrowings that are linked to HIBOR, the Group had confirmed with the relevant counterparty HIBOR will continue to maturity.

The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant interbank offered rate regulators, risks arising from the interest rate benchmark reform and the progress in completing the transition to alternative benchmark.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

利率基準改革(續)

替代基準利率的實施進展

作為本集團過渡風險管理的一部分，本集團訂立的新合同與相關替代基準利率或在可行範圍內不受改革的利率掛鉤。否則，本集團確保相關合同包括詳細的備用條款，明確參考替代基準利率和引用該條款的具體觸發事件。

本年內，若干合同已轉換至複合參考利率。此外，對於與香港銀行同業拆息掛鉤的若干浮動利率借貸，本集團已與相關交易方確認將繼續按香港銀行同業拆息至到期。

本集團正在密切關注市場並管理轉換至新基準利率，包括相關銀行同業拆息監管機構發布的公告、利率基準改革帶來的風險以及就完成替代基準轉換的進展。

5. FINANCIAL INSTRUMENTS (Cont'd)

5. 金融工具(續)

(c) Fair value measurements

(c) 公平值計量

Financial instruments measured at fair value

以公平值計量之金融工具

The following table analysed the financial instruments which are measured at fair value at the end of the reporting period into the three-level hierarchy.

下表為於報告期末以公平值計量之金融工具之三級分級制分析。

	Fair value		Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs
	公平值		公平值分級制	估值技術及主要數據	重大非可觀察數據
	2021 HK\$'000 千港元	2020 HK\$'000 千港元			
Financial assets 金融資產					
Listed equity securities presented as financial assets measured at FVTOCI 呈列為通過其他全面收益以反映公平值計量之金融資產之上市股本證券	364,582	12,814,000	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Bonds presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之債券	238,135	3,086,588	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Unlisted bond presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之非上市債券	28,037	201,061	Level 3 第三級	Discounted cash flow methodology 貼現現金流量法	Discount rate of 308.58% (2020: 12.44%) on estimated contractual cash inflow from the bond (note (i)) 債券之估計合約現金流入按貼現率308.58厘(二零二零年: 12.44厘)(附註(i))
Listed investments held-for-trading presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之持作買賣之上市投資	428,364	152,687	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Structured product(s) presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之結構性產品	6,840	52,426	Level 3 第三級	Equity linked notes using Monte Carlo simulation model 股票掛鈎票據按蒙地卡羅模擬模式	Equity growth rate (weekly) of 0.003% (2020: ranging from -0.005% to 0.001%), volatility (weekly) ranging from 6.134% to 8.525% (2020: 4.897% to 8.256%) and discount rate of 0.13% (2020: ranging from 0.05% to 0.06%) (note (ii)) 股票增長率(每週)0.003厘(二零二零年: 介乎-0.005厘至0.001厘)、波幅(每週)介乎6.134厘至8.525厘(二零二零年: 4.897厘至8.256厘)及貼現率0.13厘(二零二零年: 介乎0.05厘至0.06厘)(附註(ii))
				2020: Secured loan repackaged note using discounted cash flow methodology 二零二零年: 有抵押貸款重新包裝票據按貼現現金流量法	2020: Discount rate of 11.53% on estimated contractual cash inflow from the underlying loan (note (i)) 二零二零年: 相關貸款之估計合約現金流入按貼現率11.53厘(附註(i))

5. FINANCIAL INSTRUMENTS (Cont'd)

5. 金融工具(續)

(c) Fair value measurements (Cont'd)

(c) 公平值計量(續)

Financial instruments measured at fair value (Cont'd)

以公平值計量之金融工具(續)

	Fair value		Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs
	公平值		公平值分級制	估值技術及主要數據	重大非可觀察數據
	2021 HK\$'000 千港元	2020 HK\$'000 千港元			
Financial assets (Cont'd) 金融資產(續)					
Club and corporate debentures presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之會籍及公司債券	53,718	57,774	Level 2 第二級	Market comparison 市場之比較數據	N/A 不適用
Unlisted equity securities presented as financial assets measured at FVTOCI 呈列為通過其他全面收益以反映公平值計量之金融資產之非上市股本證券	1,527,466	1,593,220	Level 3 第三級	Discounted cash flow: forecast distribution, discount rate and contract terms (if any) 貼現現金流量：預測之分派、貼現率及合約條款(如有)	Forecast distribution taking into account management's experience and the estimated terminal value (note (i)) 預測之分派乃參照管理層經驗及估計之最終價值(附註(i))
				Reference to the fair value of the underlying property 參考相關物業之公平值	Discount rates ranging from 13.36% to 23.04% (2020: 12.37% to 20.23%) (note (i)) 貼現率介乎13.36厘至23.04厘(二零二零年：12.37厘至20.23厘)(附註(i))
				Net asset value (note (iii)) 資產淨值(附註(iii))	Fair value of the underlying property based on valuation model (note (i)) 基於估值模式釐定相關物業之公平值(附註(i))
Derivative financial instrument – Cross currency swap 衍生金融工具 – 貨幣掉期	1,623	–	Level 2 第二級	Discounted cash flow methodology based on spot and forward exchange rates and yield curves of the currency 貼現現金流量法，按該貨幣之即期及遠期匯率以及收益率曲線	N/A 不適用
	2,648,765	17,957,756			
Financial liability 金融負債					
Derivative financial instrument – Cross currency swap 衍生金融工具 – 貨幣掉期	–	111	Level 2 第二級	Discounted cash flow methodology based on spot and forward exchange rates and yield curves of the currency 貼現現金流量法，按該貨幣之即期及遠期匯率以及收益率曲線	N/A 不適用

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

Notes:

- (i) The higher the estimated contractual cash flow from the underlying bond/loan, forecast distribution, estimated terminal value and fair value of the underlying property, the higher the fair value. The higher the discount rate, the lower the fair value.
- (ii) The higher the equity growth rate, the higher the fair value. The higher the equity volatility and discount rate, the lower the fair value.
- (iii) The Group has determined that the net asset value represents the fair value at the end of the reporting period.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as at the date of the events or changes in circumstances that caused the transfer.

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy during the years ended 31 December 2021 and 2020 and no change in valuation techniques used in prior years.

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of each reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

5. 金融工具(續)

(c) 公平值計量(續)

以公平值計量之金融工具(續)

附註：

- (i) 相關債券／貸款之估計合約現金流量、預測之分派、估計之最終價值及相關物業之公平值越高，公平值越高。貼現率越高，公平值越低。
- (ii) 股票增長率越高，公平值越高。股票波幅及貼現率越高，公平值越低。
- (iii) 本集團已釐定於報告期末之資產淨值為公平值。

本集團之政策為於導致轉撥之事件或情況改變之日期，確認公平值分級之間的轉撥。

公平值分級制內第一級、第二級及第三級之間於截至二零二一年及二零二零年十二月三十一日止年度內並無轉撥以及與過往年度所用之估值技術亦無轉變。

於活躍市場買賣之金融工具之公平值即各報告期末之市場報價。倘即時及定時透過交易所、交易商、經紀、業界組別、報價服務或監管機構獲得報價，且該等價格屬實際及定期按公平基準進行之市場交易，則市場可被視為活躍。本集團所持金融資產所用之市場報價為目前之買入價。此等工具已計入第一級。

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

The movement during the years in the balances of Level 3 fair value measurement is as follows:

At 1 January 2020	於二零二零年一月一日	–	–	1,603,891
Purchases during the year	於年內購入	195,672	137,438	–
Disposals during the year	於年內出售	–	(83,148)	–
Net return of capital contribution during the year	於年內歸還注資資本淨額	–	–	(9,312)
Net gain (loss) arising from change in fair value	公平值變動而產生之收益(虧損)淨額	5,389	(1,864)	(1,359)
At 31 December 2020	於二零二零年十二月三十一日	201,061	52,426	1,593,220
Purchases during the year	於年內購入	–	140,970	–
Disposals/derecognition during the year	於年內出售/取消確認	–	(171,947)	(154,400)
Capital contribution during the year	於年內注資資本	–	–	9,011
Net (loss) gain arising from change in fair value	公平值變動而產生之(虧損)收益淨額	(173,024)	(14,609)	79,635
At 31 December 2021	於二零二一年十二月三十一日	28,037	6,840	1,527,466

5. 金融工具(續)

(c) 公平值計量(續)

以公平值計量之金融工具(續)

第三級公平值計量結餘於本年度之變動如下：

Unlisted bond presented as financial assets measured at FVTPL	Structured product(s) presented as financial assets measured at FVTPL	Unlisted equity securities presented as financial assets measured at FVTOCI
呈列為通過損益以反映公平值計量之金融資產之非上市債券	呈列為通過損益以反映公平值計量之金融資產之結構性產品	呈列為通過其他全面收益以反映公平值計量之金融資產之非上市股本證券
HK\$'000 千港元 (note (i)) (附註(i))	HK\$'000 千港元 (note (i)) (附註(i))	HK\$'000 千港元 (note (ii)) (附註(ii))
–	–	1,603,891
195,672	137,438	–
–	(83,148)	–
–	–	(9,312)
5,389	(1,864)	(1,359)
201,061	52,426	1,593,220
–	140,970	–
–	(171,947)	(154,400)
–	–	9,011
(173,024)	(14,609)	79,635
28,037	6,840	1,527,466

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

Notes:

- (i) The gain (loss) included in profit or loss for the relevant years related to unlisted bond and structured product(s) held at the end of the reporting periods are reported as investment income (expenses).
- (ii) The gain (loss) included in other comprehensive income for the relevant years related to unlisted equity securities held at the end of the reporting periods are reported as changes of financial assets measured at FVTOCI reserve.

Financial instruments not measured at fair value

The Directors consider that the carrying amounts of the Group's financial instruments that are not measured at fair value approximate to their fair values.

6. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders of the Company and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Directors actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders of the Company through the optimisation of the debt afforded by a sound capital position, and make adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from 2020.

As at 31 December 2021, the capital structure of the Group mainly consists of debts, which include borrowings from banks and a financial institution, lease liabilities, pledged deposits, time deposits, bank balances and cash, and total equity, comprising issued share capital, reserves, retained profits and non-controlling interests. The Directors consider the cost of capital and the risks associated with each class of capital to monitor its capital structure on the basis of a gearing ratio. The Group has a target gearing ratio not higher than 50%, determined as the proportion of net debt to equity. This ratio is expressed by as a percentage of net debt over the total equity. Net debt is calculated as total borrowings and lease liabilities (as shown in the consolidated statement of financial position) less cash and bank balances and pledged deposits.

5. 金融工具(續)

(c) 公平值計量(續)

以公平值計量之金融工具(續)

附註：

- (i) 就於報告期末持有之非上市債券及結構性產品所有計入有關年度之收益(虧損)列報為損益中之投資收入(開支)。
- (ii) 就於報告期末持有之非上市股本證券計入有關年度其他全面收益之收益(虧損)列報為通過其他全面收益以反映公平值計量之金融資產之儲備之變動。

並非以公平值計量之金融工具

董事認為本集團並非以公平值計量之金融工具之賬面值與其公平值相若。

6. 資本風險管理

本集團通過根據風險水平給予產品及服務相應定價，以及確保按合理成本取得融資之方式管理資本，其主要目標為保持本集團之實體具持續經營之能力，以確保本集團能為本公司股東持續提供回報，並為其他權益相關者提供利益。

董事積極並定時審視及管理本集團之資本架構，透過以完善資本狀況支持優化債務及於經濟條件發生變動時對資本架構作出調整，為本公司股東爭取最大之回報。本集團整體策略與二零二零年維持不變。

於二零二一年十二月三十一日，本集團之資本架構主要由債務(包括銀行及一間金融機構之借貸、租賃負債、抵押存款、定期存款、銀行結餘及現金)，以及股本權益總額(包括已發行股本、儲備、保留溢利及非控股權益)組成。董事考慮資本成本及各類股本相關之風險，以按資本與負債比率監控其資本架構。本集團之資本與負債比率之目標不高於50%，按債務淨額與股本權益之比例釐定。該比率表述為債務淨額與股本權益總額之百分比。債務淨額乃按借貸總額及租賃負債(如綜合財務狀況報表所示)減現金及銀行結餘以及抵押存款計算。

6. CAPITAL RISK MANAGEMENT (Cont'd)

6. 資本風險管理(續)

The gearing ratios were as follows:

資本與負債比率如下：

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Borrowings – current (note (i))	借貸 – 流動性質(附註(i))	3,642,977	5,312,436
Borrowings – non-current (note (i))	借貸 – 非流動性質(附註(i))	1,812,537	1,951,396
Lease liabilities – current (note (ii))	租賃負債 – 流動性質(附註(ii))	50,673	67,300
Lease liabilities – non-current (note (ii))	租賃負債 – 非流動性質(附註(ii))	9,037	57,890
Total debt	債務總額	5,515,224	7,389,022
Less: Cash and bank balances and pledged deposits (note (iii))	減：現金及銀行結餘以及抵押存款(附註(iii))	(2,757,384)	(1,915,048)
Net debt (total debt less cash and bank balances and pledged deposits)	債務淨額 (債務總額減現金及銀行結餘以及抵押存款)	2,757,840	5,473,974
Net debt	債務淨額	2,757,840	5,473,974
Less: Securities investments and treasury products (note (iv))	減：證券投資及財資產品(附註(iv))	(1,065,958)	(16,306,762)
Net debt (cash) (net debt less securities investments and treasury product)	債務(現金)淨額 (債務淨額減證券投資及財資產品)	1,691,882	(10,832,788)
Total equity (note (v))	股本權益總額(附註(v))	14,398,830	28,780,250
Net debt to equity ratio (excluding securities investments and treasury products)	債務淨額與股本權益比率 (不包括證券投資及財資產品)	19.2%	19.0%
Net debt to equity ratio (including securities investments and treasury products)	債務淨額與股本權益比率 (包括證券投資及財資產品)	11.8%	Net cash position 現金淨額狀況

6. CAPITAL RISK MANAGEMENT (Cont'd)

Notes:

- (i) Borrowings are detailed in Note 34.
- (ii) Lease liabilities are detailed in Note 21(b).
- (iii) Cash and bank balances and pledged deposits comprise time deposits, bank balances and cash and pledged deposits at the end of the reporting period.
- (iv) Securities investments and treasury products are detailed in Notes 25(i), (ii), (iii) and 26(i).
- (v) Total equity includes issued share capital, reserves, retained profits and non-controlling interests at the end of the reporting period.

Net debt to equity ratio (excluding securities investments and treasury products) remained stable.

In relation to brokerage business, Fair Eagle Finance Credit Limited, Fair Eagle Futures Company Limited and Fair Eagle Securities Company Limited, three wholly-owned subsidiaries of the Company, are required to maintain financial resources in accordance with the specified amount requirements that apply to them under the Securities and Futures Ordinance imposed by Securities and Futures Commission. The requirements are internally reviewed on a daily basis and reports are required to submit to Securities and Futures Commission monthly. Full compliance is observed during the year.

Save as disclosed above, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

7. REVENUE

Revenue represents the aggregate amounts of sales of properties held for sale, commission from brokerage, settlement charges from brokerage, cosmetics goods sold less returns, building and property management services income, amounts received and receivable from property rental income, interest income from bonds and structured products, dividend income from listed and unlisted equity investments and gain on sales of investments held-for-trading. Revenue is analysed as follows:

6. 資本風險管理 (續)

附註：

- (i) 借貸於附註34詳述。
- (ii) 租賃負債於附註21(b)詳述。
- (iii) 於報告期末之現金及銀行結餘以及抵押存款包括定期存款、銀行結餘及現金以及抵押存款。
- (iv) 證券投資及財資產品於附註25(i)、(ii)、(iii)及26(i)詳述。
- (v) 於報告期末之股本權益總額包括已發行股本、儲備、保留溢利及非控股權益。

債務淨額與股本權益比率(不包括證券投資及財資產品)保持穩定。

就經紀業務而言，本公司三間全資擁有附屬公司天發金融有限公司、天發期貨有限公司及天發證券有限公司須按證券及期貨事務監察委員會所頒布適用於彼等之證券及期貨條例之特定金額要求而保持財務資源。該等要求每日經內部審閱並須每月向證券及期貨事務監察委員會遞交報告。於本年度已悉數遵守。

除上文披露者外，本公司或其任何附屬公司並不受外來股本要求之限制。

7. 收入

收入乃指持作出售物業之銷售、經紀佣金、經紀服務之交易費用、扣除退貨後之化妝品銷售、樓宇及物業管理服務收入、已收及應收之物業租金收入、債券及結構性產品之利息收入、上市及非上市股本投資之股息收入以及出售持作買賣之投資收益之合計金額。收入分析如下：

7. REVENUE (Cont'd)

7. 收入(續)

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Revenue from contracts with customers:	與客戶合約之收入：		
<i>Recognised on a point in time basis</i>	<i>按於某一時點之基準確認</i>		
Sales of properties held for sale	持作出售物業之銷售	235,462	–
Brokerage and cosmetics income	經紀服務及化妝品銷售收入	18,091	20,220
		253,553	20,220
<i>Recognised on over time basis</i>	<i>按於一段時間內之基準確認</i>		
Building and property management services income	樓宇及物業管理服務收入	50,079	53,232
		303,632	73,452
Revenue from other sources:	其他來源之收入：		
Property rental income	物業租金收入	327,346	373,461
Interest income from	利息收入	315,510	596,092
– bonds (note (i))	– 債券(附註(i))	305,020	585,686
– structured products (note (i))	– 結構性產品(附註(i))	10,490	10,406
Dividend income from	股息收入	169,479	1,973,156
– listed equity investments (note (ii))	– 上市股本投資(附註(ii))	168,279	1,969,757
– unlisted equity investments (note (iii))	– 非上市股本投資(附註(iii))	1,200	3,399
Gain on sales of investments held-for-trading	出售持作買賣之投資收益	183,859	25,303
		996,194	2,968,012
Total revenue	收入總額	1,299,826	3,041,464

Notes:

- (i) The interest income from bonds and structured products were derived from financial assets measured at FVTPL.
- (ii) The dividend income from listed equity investments with amount of approximately HK\$11,759,000 (2020: HK\$2,077,000) and approximately HK\$156,520,000 (2020: HK\$1,967,680,000) were derived from financial assets measured at FVTPL and financial assets measured at FVTOCI respectively.
- (iii) The dividend income from unlisted equity investments was derived from financial assets measured at FVTOCI.

附註：

- (i) 債券及結構性產品之利息收入乃來自通過損益以反映公平值計量之金融資產。
- (ii) 上市股本投資之股息收入乃來自通過損益以反映公平值計量之金融資產及通過其他全面收益以反映公平值計量之金融資產，金額分別約11,759,000港元(二零二零年：2,077,000港元)及約156,520,000港元(二零二零年：1,967,680,000港元)。
- (iii) 非上市股本投資之股息收入乃來自通過其他全面收益以反映公平值計量之金融資產。

8. OPERATING SEGMENTS

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions.

The Group has six reportable segments – (i) property development and trading; (ii) property leasing for retail; (iii) property leasing for non-retail; (iv) listed equity investments at FVTOCI; (v) investments and treasury products at FVTPL; and (vi) unlisted investments, investment holding and brokerage, and the remaining businesses of the Group grouped under all other segments. The segmentations are based on the information about the operations of the Group that management of the Group uses to make decisions.

Principal activities are as follows:

Property development and trading	–	Property development and sales of trading properties
Property leasing		
– Retail	–	Property leasing from retail properties
– Non-retail	–	Property leasing from non-retail properties
Listed equity investments at FVTOCI	–	Listed equity securities at FVTOCI
Investments and treasury products at FVTPL	–	Securities investments in investments held-for-trading, OTC trading and structured products
Unlisted investments, investment holding and brokerage	–	Unlisted securities investments, trading and brokerage
All other segments	–	Cosmetics distribution and trading, provision of building and property management services and others

The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items are unrealised fair value changes on investment properties and other properties together with, if applicable, their respective deferred tax.

No operating segments have been aggregated in arriving at the six reportable segments described above.

8. 營運分類

本集團根據主要營運決策者用於作出策略決定時審閱之報告以釐定營運分類。

本集團擁有六項可呈報分類 – (i)物業發展及買賣、(ii)零售物業租賃、(iii)非零售物業租賃、(iv)通過其他全面收益以反映公平值之上市股本投資、(v)通過損益以反映公平值之投資及財資產品以及(vi)非上市投資、投資控股及經紀服務，以及本集團歸類為所有其他分類之餘下業務。上述分類方式乃基於本集團之營運資料以供本集團管理層作出決策之用。

主要業務活動如下：

物業發展及買賣	–	物業發展及買賣物業銷售
物業租賃		
– 零售	–	來自零售物業租賃
– 非零售	–	來自非零售物業租賃
通過其他全面收益以反映公平值之上市股本投資	–	通過其他全面收益以反映公平值之上市股本證券
通過損益以反映公平值之投資及財資產品	–	於持作買賣之證券投資、場外交易及結構性產品
非上市投資、投資控股及經紀服務	–	非上市證券投資、買賣及經紀服務
所有其他分類	–	化妝品分銷及貿易、提供樓宇及物業管理服務以及其他

本集團以扣除稅項開支及非控股權益後來自經營之損益(惟不包括主要非現金項目)為基準評估表現。主要非現金項目為投資物業及其他物業之未變現公平值變動連同其相關之遞延稅項(如適用)。

概無營運分類合併成為以上所述之六項可呈報分類。

8. OPERATING SEGMENTS (Cont'd)

Unallocated corporate assets mainly comprised land and building for own use, right-of-use assets, deferred tax assets, tax recoverable and derivative financial instrument.

Unallocated corporate liabilities mainly comprised tax liabilities, bank borrowings, amounts due to associates, amounts due to investee companies, amounts due to non-controlling shareholders, lease liabilities and deferred tax liabilities (2020: also included derivative financial instrument).

The Group's reportable segments are strategic business units that operate different activities. They are managed separately because each business unit has different markets and requires different marketing strategies.

Further, the business units are also managed to operate in different countries separately. Revenue and results are attributed to countries on the basis of the property or asset location.

There was one (2020: no) major customer who individually accounted for 10% or more of the Group's revenue. Revenue of approximately HK\$235,462,000 was derived from a customer in property development and trading segment in Mainland China.

8. 營運分類(續)

未分攤之公司資產主要包括自用之土地及樓宇、使用權資產、遞延稅項資產、可收回稅款以及衍生金融工具。

未分攤之公司負債主要包括稅項負債、銀行借貸、欠負聯營公司款項、欠負接受投資公司款項、欠負非控股股東款項、租賃負債以及遞延稅項負債(二零二零年：且包括衍生金融工具)。

本集團可呈報分類為營運不同活動之策略業務單元。由於各業務單元擁有不同市場，且要求不同市場策略，故彼等受個別管理。

此外，業務單元亦於不同國家受個別營運管理。各國應佔收入及業績乃按物業或資產所在地為基準。

一位(二零二零年：無)主要客戶之個別收入佔本集團收入之10%或以上。一位來自中國大陸物業發展及買賣分類之客戶所產生之收入約為235,462,000港元。

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Operating segment information is presented below:

營運分類資料呈列如下：

Consolidated Statement of Comprehensive Income
For the year ended 31 December 2021
綜合全面收益報表
截至二零二一年十二月三十一日止年度

	Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed equity investments at FVTOCI 透過其他全面收益公平值之上市股本投資 HK\$'000 千港元	Investments and treasury products at FVTPL 透過損益以反映公平值之投資及財務產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
		Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元					
Major cash items excluding in revenue	收入以外之主要現金項目							
- Hong Kong	-	-	-	1,530,430	2,670,370	-	-	4,200,800
- Other countries	-	-	-	-	3,589,737	-	-	3,589,737
	-	-	-	1,530,430	6,260,107	-	-	7,790,537
Revenue	收入							
Dividend and interest income and gain on sales of investments held-for-trading	股息及利息收入以及出售持作買賣之投資收益							
- Hong Kong	500	-	-	156,520	202,419	-	700	360,139
- Other countries	-	-	-	-	308,709	-	-	308,709
Revenue from external customers	來自外部客戶之收入							
- Hong Kong	-	36,253	128,355	-	-	6,325	61,845	232,778
- United Kingdom	-	40,287	121,998	-	-	-	-	162,285
- Mainland China	235,462	-	453	-	-	-	-	235,915
	235,962	76,540	250,806	156,520	511,128	6,325	62,545	1,299,826
Revenue (excluding dividend income from segments of property development and trading and property leasing)	235,462	76,540	250,806	156,520	511,128	6,325	62,545	1,299,326
Attributable property sales from associates/investee company	應佔聯營公司/接受投資公司物業銷售							
- Hong Kong	2,372,246	-	-	-	-	-	-	2,372,246
Attributable rental revenue from associates/investee company	應佔聯營公司/接受投資公司租金收入							
- Hong Kong	-	18,343	43,339	-	-	-	-	61,682
- Mainland China	-	33,375	8,970	-	-	-	-	42,345
	2,607,708	128,258	303,115	156,520	511,128	6,325	62,545	3,775,599
Results	業績							
Segment results	分類業績							
- Hong Kong	500	33,189	122,276	156,829	(474,582)	(843)	38,149	(124,482)
- United Kingdom	-	29,854	105,952	-	-	12	-	135,818
- Mainland China	17,297	-	259	-	-	3,364	-	20,920
- Other countries	-	-	-	-	(1,663,404)	17,906	-	(1,645,498)
	17,797	63,043	228,487	156,829	(2,137,986)	20,439	38,149	(1,613,242)

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Consolidated Statement of Comprehensive Income (Cont'd)

綜合全面收益報表(續)

For the year ended 31 December 2021

截至二零二一年十二月三十一日止年度

	Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed equity investments at FVTOCI 透過其他全面收益以反映公平值之上市股本投資 HK\$'000 千港元	Investments and treasury products at FVTPL 透過損益以反映公平值之投資及財資產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
		Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元					
Share of results of investments accounted for using the equity method 攤佔以權益法入賬投資之業績								
- Attributable property sales, net - Hong Kong	4,994	-	-	-	-	-	-	4,994
- Attributable gross income - Hong Kong	-	17,103	43,064	-	-	-	2,257	62,424
- Mainland China	-	33,375	8,970	-	-	-	-	42,345
- Attributable operating cost - Hong Kong	-	(1,373)	(8,294)	-	-	-	-	(9,667)
- Mainland China	-	(17,368)	(3,386)	-	-	-	-	(20,754)
	22,791	94,780	268,841	156,829	(2,137,986)	20,439	40,406	(1,533,900)
Other income 其他收入	7,059	3,059	3,527	-	-	-	-	13,645
Finance costs 財務費用	-	-	-	(6,833)	(7,503)	-	-	(14,336)
Share of results of investments accounted for using the equity method 攤佔以權益法入賬投資之業績								
- Income tax, impairment loss in respect of property, plant and equipment, and others - 所得稅、物業、廠房及設備之減值虧損以及其他	(1,220)	(154,134)	(11,146)	-	-	-	(351)	(166,851)
	28,630	(56,295)	261,222	149,996	(2,145,489)	20,439	40,055	(1,701,442)
Unallocated items 未分攤項目								
Unallocated corporate expenses, net 未分攤之公司開支淨額								(292,989)
Unallocated finance costs 未分攤之財務費用								(90,140)
Income tax expense 所得稅開支								(33,188)
Non-controlling interests 非控股權益								(1,757)
Operating loss for the year attributable to owners of the Company								(2,119,516)
Share of realised fair value changes on disposal of an investment property of an associate recognised in current year 於本年度確認攤佔一間聯營公司就出售一項投資物業之已變現公平值變動								125
Major non-cash items 主要非現金項目								
- Unrealised fair value changes on investment properties (including share of results of investments accounted for using the equity method) - 投資物業之未變現公平值變動(包括攤佔以權益法入賬投資之業績)								(1,395,914)
Loss for the year attributable to owners of the Company								(3,515,305)
Core loss (excluding major non-cash items)								
Operating loss for the year attributable to owners of the Company								(2,119,516)
Share of accumulated realised fair value changes on disposal of an investment property of an associate 攤佔一間聯營公司就出售一項投資物業之累積已變現公平值變動								
- Recognised in current year - 於本年度確認								125
- Recognised in prior years - 於過往年度確認								832
Core loss for the year attributable to owners of the Company								(2,118,559)

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Consolidated Statement of Financial Position
At 31 December 2021

綜合財務狀況報表

於二零二一年十二月三十一日

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資	Investments and treasury products at FVTPL 通過損益以反映公平值之投資及財資產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments	Consolidated
		Retail	Non-retail					
	物業發展及買賣	零售	非零售	上市股本投資	投資及財資產品	非上市投資、投資控股及經紀服務	所有其他分類	綜合
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Assets	資產							
Segment assets	分類資產							
– Hong Kong	– 香港	1,080,356	1,786,593	6,917,591	407,388	366,326	300,797	209,605
– United Kingdom	– 英國	-	1,006,804	6,139,358	-	-	-	-
– Mainland China	– 中國大陸	290,093	-	28,790	-	-	680	-
– Other countries	– 其他國家	-	-	-	-	341,798	426,427	-
Investments accounted for using the equity method	以權益法入賬之投資							
– Hong Kong	– 香港	49,246	427,869	1,605,929	-	-	1,788	10,173
– Mainland China	– 中國大陸	-	-	91	-	-	-	-
Advances to associates	墊付聯營公司款項							
– Hong Kong	– 香港	1,912	-	127	-	-	3	1,224
– Mainland China	– 中國大陸	-	-	46,794	-	-	-	-
Reportable segment assets	可呈報分類資產	1,421,607	3,221,266	14,738,680	407,388	708,124	729,695	221,002
Unallocated corporate assets	未分攤之公司資產							
Consolidated total assets	綜合資產總額							21,597,070
Liabilities	負債							
Segment liabilities	分類負債							
– Hong Kong	– 香港	35,939	22,782	114,854	27	4,346	10,922	6,160
– United Kingdom	– 英國	-	15,539	176,054	-	-	-	-
– Mainland China	– 中國大陸	47	-	35	-	-	2	-
– Other countries	– 其他國家	-	-	-	-	6	6	-
Reportable segment liabilities	可呈報分類負債	35,986	38,321	290,943	27	4,352	10,930	6,160
Unallocated corporate liabilities	未分攤之公司負債							
Consolidated total liabilities	綜合負債總額							6,811,521
Additions to non-current assets (other than financial instruments and deferred tax assets)	非流動資產添置 (金融工具及遞延稅項資產除外)							
		-	20,157*	382,900*	-	-	282	335

* included the acquisition of investment properties of Pinwheel Investments Limited ("Pinwheel") through acquisition of a subsidiary (Note 38(a))

* 包括透過收購一間附屬公司收購成弘投資有限公司(「成弘」)之投資物業(附註38(a))

8. OPERATING SEGMENTS (Cont'd)

Other Material Items

For the year ended 31 December 2021

8. 營運分類(續)

其他重大項目

截至二零二一年十二月三十一日止年度

		Reportable segments	Adjustments for unallocated items	Adjustment for realised fair value changes	Adjustments for major non-cash items	Consolidated statement of comprehensive income
		可呈報分類	未分攤項目之調整	已變現公平值變動之調整	主要非現金項目之調整	綜合全面收益報表
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Interest income	利息收入	320,437	-	-	-	320,437
Finance costs	財務費用	(14,336)	(90,140)	-	-	(104,476)
Net income	收入淨額	306,101	(90,140)	-	-	215,961
Depreciation of:	折舊：					
- Property, plant and equipment	- 物業、廠房及設備	-	(56,355)	-	-	(56,355)
- Right-of-use assets	- 使用權資產	-	(68,417)	-	-	(68,417)
Fair value changes on investment properties	投資物業之公平值變動	-	-	-	(1,376,616)	(1,376,616)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績	(87,509)	-	125	(19,298)	(106,682)
Income tax expense	所得稅開支	-	(33,188)	-	-	(33,188)
Non-controlling interests	非控股權益	-	(1,757)	-	-	(1,757)

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2020

綜合全面收益報表

截至二零二零年十二月三十一日止年度

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資	Investments and treasury products at FVTPL 通過損益以反映公平值之投資及財資產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments	Consolidated
	物業發展及買賣	Retail 零售	Non-retail 非零售	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	所有其他分類	綜合
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Major cash items excluding in revenue	收入以外之主要現金項目							
- Hong Kong	-	-	-	2,772	6,844,054	-	-	6,846,826
- Other countries	-	-	-	-	1,100,767	-	-	1,100,767
	-	-	-	2,772	7,944,821	-	-	7,947,593
Revenue	收入							
Dividend and interest income and gain on sales of investments held-for-trading	股息及利息收入以及出售持作買賣之投資收益							
- Hong Kong	-	-	-	1,967,680	437,279	3,399	-	2,408,358
- Other countries	-	-	-	-	186,193	-	-	186,193
Revenue from external customers	來自外部客戶之收入							
- Hong Kong	-	36,923	138,852	-	-	8,900	64,552	249,227
- United Kingdom	-	34,482	162,479	-	-	-	-	196,961
- Mainland China	-	-	725	-	-	-	-	725
	-	71,405	302,056	1,967,680	623,472	12,299	64,552	3,041,464
Revenue (excluding dividend income from segments of property development and trading and property leasing)	-	71,405	302,056	1,967,680	623,472	12,299	64,552	3,041,464
Attributable property sales from associate/investee company	應佔聯營公司/接受投資公司物業銷售							
- Hong Kong	11,935	-	-	-	-	-	-	11,935
Attributable rental revenue from associates/investee company	應佔聯營公司/接受投資公司租金收入							
- Hong Kong	-	19,995	44,862	-	-	-	-	64,857
- Mainland China	-	21,308	8,197	-	-	-	-	29,505
	11,935	112,708	355,115	1,967,680	623,472	12,299	64,552	3,147,761
Results	業績							
Segment results	分類業績							
- Hong Kong	-	33,664	130,195	1,967,653	(23,746)	11,036	39,259	2,158,061
- United Kingdom	-	26,890	131,076	-	-	143	-	158,109
- Mainland China	-	-	484	-	-	2,463	-	2,947
- Other countries	-	-	-	-	208,631	-	-	208,631
	-	60,554	261,755	1,967,653	184,885	13,642	39,259	2,527,748

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31 December 2020

綜合全面收益報表(續)

截至二零二零年十二月三十一日止年度

		Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資	Investments and treasury products at FVTPL 通過損益以反映公平值之投資及財務產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments	Consolidated
		物業發展及買賣	Retail 零售	Non-retail 非零售	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績								
- Attributable property sales, net	- 應佔物業銷售淨額								
- Hong Kong	- 香港	252	-	-	-	-	-	-	252
- Attributable gross income	- 應佔收入總額								
- Hong Kong	- 香港	-	18,695	44,579	-	-	-	2,247	65,521
- Mainland China	- 中國大陸	-	21,308	8,197	-	-	-	-	29,505
- Attributable operating cost	- 應佔營運成本								
- Hong Kong	- 香港	-	(821)	(8,337)	-	-	-	-	(9,158)
- Mainland China	- 中國大陸	-	(13,390)	(3,052)	-	-	-	-	(16,422)
		252	86,346	303,162	1,967,653	184,885	13,642	41,506	2,597,446
Other income	其他收入	-	-	249,836	-	-	-	-	249,836
Finance costs	財務費用	-	-	-	(31,304)	(52,522)	-	-	(83,826)
Other gains and losses	其他收益及虧損	(4,831)	-	-	-	-	-	-	(4,831)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績								
- Income tax and others	- 所得稅及其他	(92)	(32,247)	(13,017)	-	-	-	(506)	(45,862)
		(4,671)	54,099	539,981	1,936,349	132,363	13,642	41,000	2,712,763
Unallocated items	未分攤項目								
Unallocated corporate expenses, net	未分攤之公司開支淨額								(276,949)
Unallocated finance costs	未分攤之財務費用								(131,733)
Income tax expense	所得稅開支								(76,727)
Non-controlling interests	非控股權益								(31)
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之經營溢利								2,227,323
Major non-cash items	主要非現金項目								
- Unrealised fair value changes on investment properties (including share of results of investments accounted for using the equity method)	- 投資物業之未變現公平值變動(包括攤佔以權益法入賬投資之業績)								(1,611,535)
- Deferred tax credit	- 遞延稅項撥回								6,445
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之溢利								622,233
Core profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之核心溢利								2,227,323

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Consolidated Statement of Financial Position

At 31 December 2020

綜合財務狀況報表

於二零二零年十二月三十一日

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資	Investments and treasury products at FVTPL 通過損益以反映公平值之投資及財務產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments	Consolidated
		Retail	Non-retail					
	物業發展及買賣	零售	非零售				所有其他分類	綜合
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Assets	資產							
Segment assets	分類資產							
– Hong Kong	– 香港	948,739	1,355,453	7,043,891	12,814,008	1,951,314	362,249	24,661,933
– United Kingdom	– 英國	–	1,171,231	6,734,639	–	–	–	7,905,870
– Mainland China	– 中國大陸	266,459	–	27,200	–	–	640	294,299
– Other countries	– 其他國家	–	–	–	–	1,604,648	586,390	2,191,038
Investments accounted for using the equity method	以權益法入賬之投資							
– Hong Kong	– 香港	44,071	415,351	1,579,177	–	–	1,803	2,048,875
– Mainland China	– 中國大陸	–	119,671	30,964	–	–	–	150,635
Advances to associates	墊付聯營公司款項							
– Hong Kong	– 香港	641	–	83	–	–	2	1,947
– Mainland China	– 中國大陸	–	36,977	9,539	–	–	–	46,516
Reportable segment assets	可呈報分類資產	1,259,910	3,098,683	15,425,493	12,814,008	3,555,962	951,084	37,301,113
Unallocated corporate assets	未分攤之公司資產							168,266
Consolidated total assets	綜合資產總額							37,469,379
Liabilities	負債							
Segment liabilities	分類負債							
– Hong Kong	– 香港	62,295	15,541	80,855	768,423	192,424	26,354	1,151,473
– United Kingdom	– 英國	–	13,302	144,722	–	–	–	158,024
– Mainland China	– 中國大陸	28	–	210	–	–	3	241
– Other countries	– 其他國家	–	–	–	–	129,360	6	129,366
Reportable segment liabilities	可呈報分類負債	62,323	28,843	225,787	768,423	321,784	26,363	1,439,104
Unallocated corporate liabilities	未分攤之公司負債							7,250,025
Consolidated total liabilities	綜合負債總額							8,689,129
Additions to non-current assets (other than financial instruments and deferred tax assets)	非流動資產添置 (金融工具及遞延稅項資產除外)							
		–	–	1,063,132*	–	–	62	5

* included the acquisition of investment properties of Landrich (H.K.) Limited ("Landrich") through acquisition of a subsidiary (Note 38(b))

* 包括透過收購一間附屬公司收購隆裕(香港)有限公司(「隆裕」)之投資物業(附註38(b))

8. OPERATING SEGMENTS (Cont'd)

Other Material Items

For the year ended 31 December 2020

8. 營運分類(續)

其他重大項目

截至二零二零年十二月三十一日止年度

		Reportable segments	Adjustments for unallocated items	Adjustments for major non-cash items	Consolidated statement of comprehensive income
		可呈報分類	未分攤項目之調整	主要非現金項目之調整	綜合全面收益報表
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Interest income	利息收入	603,417	-	-	603,417
Finance costs	財務費用	(83,826)	(131,733)	-	(215,559)
Net income	收入淨額	519,591	(131,733)	-	387,858
Depreciation of:	折舊：				
- Property, plant and equipment	- 物業、廠房及設備	-	(25,624)	-	(25,624)
- Right-of-use assets	- 使用權資產	-	(62,564)	-	(62,564)
Fair value changes on investment properties	投資物業之公平值變動	-	-	(1,549,240)	(1,549,240)
Write-down of stock of properties	物業存貨之減值	(4,831)	-	-	(4,831)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績	23,836	-	(62,295)	(38,459)
Income tax expense	所得稅開支	-	(76,727)	6,445	(70,282)
Non-controlling interests	非控股權益	-	(31)	-	(31)

9. OTHER INCOME

9. 其他收入

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Included in other income are:	其他收入包括：		
Rental services income	租賃服務收入	3,250	3,757
Leasing administration services and property administration services income	租務行政服務及物業行政服務收入	4,762	5,952
Advisory and consultancy services income	諮詢及顧問服務收入	32	37
Consultancy fee income	顧問費收入	23,486	2,325
Exchange gain, net	匯兌收益淨額	16,955	-
Overprovision of costs in respect of a development project	就一項發展項目之成本超額撥備	7,059	1,877
Reversal of allowance for credit losses recognised in respect of trade receivables, net	就應收貿易賬項撥回之信貸虧損撥備確認之淨額	3,046	-
Surrender premium and dilapidations settlement received from tenants in respect of properties in the United Kingdom	就英國物業向租戶收取之退租補償及拆卸費用	436	249,836
Government subsidy – Employment Support Scheme (note)	政府補貼 – 「保就業」計劃(附註)	-	13,741

Note: During the year ended 31 December 2020, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Government of Hong Kong Special Administrative Region of the PRC. The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying salaries to the employees.

附註：於截至二零二零年十二月三十一日止年度，本集團成功申請由中國香港特別行政區政府設立的防疫抗疫基金下「保就業」計劃提供之資金支持。資金的目的是為企業提供財務支持，以保留可能會被遣散的僱員。根據該補助之條款，要求本集團在補貼期間不進行裁員，並將資金全數用於支付僱員薪金。

10. INVESTMENT EXPENSES, NET

10. 投資開支淨額

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Financial assets measured at fair value through profit or loss:	通過損益以反映公平值計量之金融資產：		
Unrealised (loss) gain arising from change in fair value of bonds	債券之公平值變動而產生之未變現(虧損)收益	(606,931)	14,912
Realised loss arising from change in fair value of bonds	債券之公平值變動而產生之已變現虧損		
– Change in fair value	– 公平值變動	(1,683,815)	(404,709)
– Exchange component of change	– 匯兌部分變動	15,774	(32,022)
Net loss arising from change in fair value of bonds	債券之公平值變動而產生之虧損淨額	(2,274,972)	(421,819)
Unrealised loss arising from change in fair value of structured products	結構性產品之公平值變動而產生之未變現虧損	(1,160)	(1,897)
Realised (loss) gain arising from change in fair value of structured products	結構性產品之公平值變動而產生之已變現(虧損)收益	(13,449)	33
Net loss arising from change in fair value of structured products	結構性產品之公平值變動而產生之虧損淨額	(14,609)	(1,864)
Unrealised loss arising from change in fair value of investments held-for-trading	持作買賣之投資之公平值變動而產生之未變現虧損	(339,614)	(12,678)
Unrealised gain (loss) arising from change in fair value of club debentures	會籍債券之公平值變動而產生之未變現收益(虧損)	4,944	(1,646)
Realised loss arising from change in fair value of club and corporate debentures	會籍及公司債券之公平值變動而產生之已變現虧損	(8,850)	(223)
Net loss arising from change in fair value of club and corporate debentures	會籍及公司債券之公平值變動而產生之虧損淨額	(3,906)	(1,869)
Financial assets/liabilities measured at fair value through profit or loss:	通過損益以反映公平值計量之金融資產/負債：		
Unrealised gain (loss) arising from change in fair value of cross currency swap	貨幣掉期之公平值變動而產生之未變現收益(虧損)	1,623	(111)
Realised gain arising from change in fair value of cross currency swap	貨幣掉期之公平值變動而產生之已變現收益	111	6,060
Net gain arising from change in fair value of cross currency swaps	貨幣掉期之公平值變動而產生之收益淨額	1,734	5,949
Other investment expenses, net	其他投資開支淨額	(1,704)	(2,253)
Interest income from other financial assets	其他金融資產之利息收入	4,195	6,705
		(2,628,876)	(427,829)

11. FINANCE COSTS

11. 財務費用

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Interest on:	利息：		
Bank borrowings	銀行借貸	80,740	117,504
Other borrowings	其他借貸	10,583	70,690
Lease liabilities	租賃負債	1,834	2,975
Other interest	其他利息	-	1
Total interest (Note 40)	利息總額(附註40)	93,157	191,170
Exchange loss on translation of foreign currency bank and other borrowings and loan, net	外幣銀行及其他借貸以及貸款之匯兌虧損淨額	5,596	20,232
Other finance costs	其他財務費用	8,072	6,995
		106,825	218,397
Less: Interest capitalised to investment properties under construction	減：撥充興建中投資物業資本化之利息	(2,349)	(2,838)
		104,476	215,559

During the year ended 31 December 2021, the Group has capitalised borrowing costs at a rate of 1.31% (2020: 1.87%) per annum, amounting to approximately HK\$2,349,000 (2020: HK\$2,838,000), on qualifying assets.

於截至二零二一年十二月三十一日止年度，本集團已按年利率1.31厘(二零二零年：1.87厘)計算撥充合資格資產資本化之借貸成本約2,349,000港元(二零二零年：2,838,000港元)。

12. OTHER GAINS AND LOSSES

12. 其他收益及虧損

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Allowance for credit losses recognised in respect of advances to associates, net	就墊付聯營公司款項確認之信貸虧損撥備淨額	(47)	(27)
Write-down of stock of properties	物業存貨之減值	-	(4,831)
Loss on deregistration and striking off of subsidiaries	附屬公司撤銷註冊及剔除註冊之虧損	(3)	(2)
		(50)	(4,860)

13. INCOME TAX EXPENSE

13. 所得稅開支

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
The charge comprises:	支出包括：		
Current tax:	當期稅項：		
Hong Kong Profits Tax	香港利得稅	4,981	44,271
Other than Hong Kong	香港以外地區	22,080	42,039
		27,061	86,310
Overprovision in prior years:	過往年度超額撥備：		
Hong Kong Profits Tax	香港利得稅	(121)	(544)
Other than Hong Kong	香港以外地區	(2,634)	141
		(2,755)	(403)
Deferred tax: (Note 28)	遞延稅項：(附註28)		
Current year charge (credit)	本年度支出(撥回)	8,882	(15,625)
		33,188	70,282

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime are taxed at a flat rate of 16.5%. The PRC Enterprise Income Tax for the PRC subsidiaries are calculated at the PRC Enterprise Income Tax rate of 25% (2020: 25%). The Group is subject to tax rate in the United Kingdom at 19% (2020: changed from 20% to 19% as the Group was subject to corporation tax rate instead of non-resident landlord income tax effective from 6 April 2020). Taxation arising from other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

根據利得稅兩級制，合資格集團實體首2,000,000港元之溢利將按稅率8.25%課稅，而超過2,000,000港元之溢利將按稅率16.5%課稅。不符合利得稅兩級制之集團實體之溢利按統一稅率16.5%課稅。中國附屬公司之中國企業所得稅乃按中國企業所得稅率25%(二零二零年：25%)計算。本集團於英國按稅率19%課稅(二零二零年：本集團自生效日期為二零二零年四月六日起不再就非居民業主所得稅課稅，而須就企業稅課稅，故稅率已由20%變為19%)。其他司法權區產生之稅項乃按有關司法權區之現行稅率計算。

13. INCOME TAX EXPENSE (Cont'd)

The income tax charge for the year can be reconciled to the (loss) profit before tax per the consolidated statement of comprehensive income as follows:

13. 所得稅開支(續)

本年度之所得稅支出與綜合全面收益報表之除稅前(虧損)溢利對賬如下：

		2021		2020	
		HK\$'000 千港元	%	HK\$'000 千港元	%
(Loss) profit before tax	除稅前(虧損)溢利	(3,480,360)		692,546	
Tax at the Hong Kong Profits Tax rate of 16.5% (2020: 16.5%)	按香港利得稅稅率16.5% (二零二零年：16.5%) 計算之稅項	(574,259)	16.5	114,270	16.5
Tax effect of share of results of investments accounted for using the equity method	攤佔以權益法入賬投資 之業績之稅務影響	17,603	(0.5)	6,346	0.9
Tax effect of income not taxable for tax purposes	就稅務而言無須課稅 收入之稅務影響	(107,685)	3.1	(334,083)	(48.2)
Tax effect of expenses not deductible for tax purposes	就稅務而言不可扣減 開支之稅務影響	597,171	(17.2)	263,608	38.1
Tax effect on accelerated accounting depreciation over tax depreciation previously over provided	過往超額撥備之 加速會計折舊超過 稅務折舊之稅務影響	3,805	(0.1)	212	-
Utilisation of tax losses previously not recognised	運用先前未確認之 稅務虧損	(5,384)	0.2	(2,050)	(0.3)
Tax effect of tax losses not recognised	未確認之稅務虧損之 稅務影響	90,214	(2.6)	18,920	2.7
Overprovision in prior years	過往年度超額撥備	(2,755)	0.1	(403)	(0.1)
Effect on deferred tax resulting from change in tax rate	稅率變動對遞延稅項之 影響	-	-	(1,348)	(0.2)
Reversal of deferred tax assets previously recognised	撥回先前確認之 遞延稅項資產	12,253	(0.4)	-	-
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之 附屬公司適用之 不同稅率之影響	2,225	(0.1)	4,810	0.7
Tax charge for the year	本年度稅項支出	33,188	(1.0)	70,282	10.1

14. (LOSS) PROFIT FOR THE YEAR

14. 本年度(虧損)溢利

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
(Loss) profit for the year has been arrived at after (charging) crediting:	本年度(虧損)溢利 已(扣除)計入：		
Total staff costs:	僱員成本總額：		
Staff costs, including Directors' emoluments	僱員成本(包括董事酬金)	(133,298)	(139,310)
Retirement benefit scheme contributions, net of forfeited contributions of approximately HK\$188,000 (2020: HK\$28,000)	退休福利計劃供款，扣除已沒收供款約188,000港元(二零二零年：28,000港元)	(8,319)	(8,716)
		(141,617)	(148,026)
Auditors' remuneration for audit services:	核數服務之核數師酬金：		
Auditors of the Company	本公司核數師		
– Current year	– 本年度	(2,101)	(2,065)
Other auditors	其他核數師		
– Current year	– 本年度	(549)	(519)
– Underprovision in prior years	– 過往年度撥備不足	(1)	(10)
		(2,651)	(2,594)
Auditors' remuneration for non-audit services:	非核數服務之核數師酬金：		
Auditors of the Company	本公司核數師	(3,100)	(550)
Depreciation of:	折舊：		
– Property, plant and equipment	– 物業、廠房及設備	(56,355)	(25,624)
– Right-of-use assets	– 使用權資產	(68,417)	(62,564)
		(124,772)	(88,188)
Exchange loss, net	匯兌虧損淨額	–	(902)
Rental expenses from short-term leases	短期租賃之租金開支	(601)	(15,654)
Cost of trading properties sold	銷售買賣物業之成本	(214,466)	–
Cost of cosmetics products sold	銷售化妝品之成本	(5,378)	(5,535)
Share of tax of associates	攤佔聯營公司稅項	(9,265)	(8,647)
Share of tax of a joint venture	攤佔一間合資公司稅項	–	313
Share of tax of investments accounted for using the equity method (included in share of results of investments accounted for using the equity method)	攤佔以權益法入賬投資之稅項(已計入攤佔以權益法入賬投資之業績)	(9,265)	(8,334)

14. (LOSS) PROFIT FOR THE YEAR (Cont'd)

14. 本年度(虧損)溢利(續)

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
(Loss) profit for the year has been arrived at after (charging) crediting: (Cont'd)	本年度(虧損)溢利 已(扣除)計入：(續)		
Gross proceeds on sales of investments held-for-trading	出售持作買賣之投資之 所得款項總額	3,977,747	365,211
Carrying amount of investments held-for-trading disposed of	出售持作買賣之投資之 賬面值	(3,787,015)	(339,198)
Transaction costs on sales of investments held-for-trading	出售持作買賣之投資之 交易成本	(6,873)	(710)
Gain on sales of investments held-for-trading included in revenue	計入收入內之出售持作買賣之 投資收益	183,859	25,303
Gross rental income from investment properties	投資物業租金收入總額	327,346	373,461
Less: Direct operating expenses from investment properties that generated rental income during the year	減：本年度產生租金收入之 投資物業直接經營開支	(10,623)	(11,914)
Direct operating expenses from investment properties that did not generate rental income during the year	本年度並無產生租金收入之 投資物業直接經營開支	(25,193)	(39,238)
		291,530	322,309
Reversal of allowance for credit losses (allowance for credit losses) recognised, net in respect of:	就以下項目撥回之信貸虧損撥備 (信貸虧損撥備)確認之 淨額：		
– Trade receivables	– 應收貿易賬項	3,046	(2,823)
– Advances to associates	– 墊付聯營公司款項	(47)	(27)
– Interest receivables from bonds	– 債券之應收利息	(11,885)	–

15. DIRECTORS' EMOLUMENTS

Fees and other emoluments paid or payable to each of the nine (2020: nine) Directors were as follows:

	2021				2020			
	Fee	Salaries and other emoluments	Retirement benefit scheme contributions	Total	Fee	Salaries and other emoluments	Retirement benefit scheme contributions	Total
	袍金	薪金及其他酬金	退休福利計劃供款	總額	袍金	薪金及其他酬金	退休福利計劃供款	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Mr. Lau, Ming-wai 劉鳴煒先生	300	-	-	300	300	-	-	300
Ms. Chan, Hoi-wan (note (i)) 陳凱韻女士 (附註(i))	-	100	5	105	-	100	5	105
Ms. Chan, Sze-wan (note (ii)) 陳詩韻女士 (附註(ii))	-	188	19	207	-	1,900	144	2,044
Ms. Chan, Lok-wan 陳諾韻女士	-	881	75	956	-	936	76	1,012
Mr. Lam, Kwong-wai 林光蔚先生	-	2,626	214	2,840	-	3,033	234	3,267
Ms. Amy Lau, Yuk-wai 劉玉慧女士	240	-	-	240	240	-	-	240
Mr. Chan, Kwok-wai 陳國偉先生	300	-	-	300	300	-	-	300
Ms. Phillis Loh, Lai-ping 羅麗萍女士	300	-	-	300	300	-	-	300
Mr. Ma, Tsz-chun 馬時俊先生	300	-	-	300	300	-	-	300
	1,440	3,795	313	5,548	1,440	5,969	459	7,868

Notes:

- (i) Ms. Chan, Hoi-wan was appointed as chief executive officer of the Company with effect from 17 February 2021.
- (ii) Ms. Chan, Sze-wan resigned as executive Director and chief executive officer of the Company with effect from 17 February 2021.

No Directors waived any emoluments for the years ended 31 December 2021 and 2020.

Details of material interests of the Directors in transactions, arrangements or contracts entered into by subsidiaries of the Company are disclosed in the section headed "Directors' Report" of this annual report.

15. 董事酬金

已付或應付予九名(二零二零年：九名)董事各自之袍金及其他酬金如下：

附註：

- (i) 陳凱韻女士自二零二一年二月十七日起獲委任為本公司之行政總裁。
- (ii) 陳詩韻女士自二零二一年二月十七日起辭任執行董事及本公司之行政總裁之職務。

董事概無於截至二零二一年及二零二零年十二月三十一日止年度內放棄收取任何酬金。

與本公司之附屬公司訂立交易、安排或合同之董事的重大利益之詳情於本年報之「董事會報告書」一節內披露。

16. EMPLOYEES' EMOLUMENTS

(a) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2020: one) was a Director, details of his emoluments were included in Note 15. The emoluments of the remaining four (2020: four) individuals were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contributions	退休福利計劃供款

The emoluments of the four (2020: four) individuals were within the following bands:

HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元
HK\$3,500,001 – HK\$4,000,000	3,500,001港元 – 4,000,000港元

During the years ended 31 December 2021 and 2020, no emoluments were paid by the Group to the five highest paid individuals, or Director, as an inducement to join or upon joining the Group or as compensation for loss of office.

16. 僱員酬金

(a) 五名最高薪酬人士

本集團五名最高酬金人士中，一名(二零二零年：一名)為董事，彼之酬金詳情已載於附註15。其餘四名(二零二零年：四名)個別人士之酬金如下：

2021 HK\$'000 千港元	2020 HK\$'000 千港元
7,819	9,948
656	805
8,475	10,753

該四名(二零二零年：四名)個別人士之酬金幅度如下：

Number of employees 僱員人數	
2021	2020
4	3
–	1

於截至二零二一年及二零二零年十二月三十一日止年度內，本集團概無為吸引加入本集團或於加入本集團時或作為離職補償而向該五名最高薪酬人士或董事支付任何酬金。

16. EMPLOYEES' EMOLUMENTS (Cont'd)

(b) Emoluments of senior management

Other than the two (2020: two) senior management whose profiles are included in the section headed "Profiles of Senior Executives" of this annual report and their emoluments have been disclosed in the five highest paid individuals (Note 16(a)), the emolument of the remaining one (2020: one) senior management was within the band of HK\$1,000,001 to HK\$1,500,000 (2020: HK\$1,500,001 to HK\$2,000,000).

16. 僱員酬金(續)

(b) 高級管理層之酬金

除載列於五名最高薪酬人士(附註16(a))之兩名(二零二零年:兩名)高級管理層(載於本年報「高級行政人員簡介」一節內)之酬金外,剩餘一位(二零二零年:一位)高級管理層之酬金幅度為1,000,001港元至1,500,000港元(二零二零年:1,500,001港元至2,000,000港元)。

17. DIVIDENDS

17. 股息

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
(a) Final dividend for 2020 paid on 11 June 2021 of HK1 cent (2019: HK1 cent) per share	(a) 於二零二一年六月十一日已派付之二零二零年末期股息每股1港仙(二零一九年:每股1港仙)	19,076	19,076
(b) No interim dividend for 2021 (2020: HK1 cent per share)	(b) 二零二一年並無派付中期股息(二零二零年:每股1港仙)	-	19,076
Total dividends paid	已派付股息總額	19,076	38,152

No final dividend for the year ended 31 December 2021 (2020: HK1 cent per share) has been recommended by the board of Directors.

董事會不建議派付截至二零二一年十二月三十一日止年度之末期股息(二零二零年:每股1港仙)。

18. (LOSS) EARNINGS PER SHARE

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

(Loss) earnings:

(Loss) earnings for the purposes of basic and diluted (loss) earnings per share

(Loss) profit for the year attributable to owners of the Company

(虧損)盈利：

計算每股基本及攤薄(虧損)盈利之(虧損)盈利

本公司擁有人應佔本年度之(虧損)溢利

Number of shares:

Weighted average number of ordinary shares for the purposes of basic and diluted (loss) earnings per share

股份數目：

計算每股基本及攤薄(虧損)盈利之普通股加權平均數

Diluted (loss) earnings per share for the years ended 31 December 2021 and 2020 were the same as the basic (loss) earnings per share as there were no potential ordinary shares of the Company in issue during both years.

18. 每股(虧損)盈利

本公司擁有人應佔之每股基本及攤薄(虧損)盈利乃根據以下數據計算：

	2021 HK\$'000 千港元	2020 HK\$'000 千港元
(Loss) earnings:		
(Loss) earnings for the purposes of basic and diluted (loss) earnings per share		
(Loss) profit for the year attributable to owners of the Company	(3,515,305)	622,233
Number of shares:		
Weighted average number of ordinary shares for the purposes of basic and diluted (loss) earnings per share	1,907,619,079	1,907,619,079

截至二零二一年及二零二零年十二月三十一日止年度，由於本公司並無潛在普通股之發行，故上述兩個年度之每股攤薄(虧損)盈利與每股基本(虧損)盈利相同。

19. INVESTMENT PROPERTIES

19. 投資物業

		Completed properties	Properties under construction	Total
		落成物業	興建中物業	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Fair value	公平值			
At 1 January 2020	於二零二零年一月一日	14,759,507	–	14,759,507
Acquisition of assets through acquisition of a subsidiary (Note 38(b))	透過收購一間附屬公司收購資產(附註38(b))	–	900,562	900,562
Construction costs incurred	產生之建築成本	–	14,926	14,926
Exchange adjustments	匯兌調整	247,528	–	247,528
Decrease in fair value recognised in the consolidated statement of comprehensive income – unrealised	於綜合全面收益報表中確認之公平值減少 – 未變現	(1,544,752)	(4,488)	(1,549,240)
At 31 December 2020	於二零二零年十二月三十一日	13,462,283	911,000	14,373,283
Acquisition of assets through acquisition of a subsidiary (Note 38(a))	透過收購一間附屬公司收購資產(附註38(a))	160,959	–	160,959
Construction costs incurred	產生之建築成本	–	214,409	214,409
Transfer to property, plant and equipment (Note 20)	轉撥至物業、廠房及設備(附註20)	(42,717)	–	(42,717)
Transfer to properties under construction	轉撥至興建中物業	(3,266,141)	3,266,141	–
Exchange adjustments	匯兌調整	(55,899)	18,742	(37,157)
Decrease in fair value recognised in the consolidated statement of comprehensive income – unrealised	於綜合全面收益報表中確認之公平值減少 – 未變現	(277,134)	(1,099,482)	(1,376,616)
Carrying amounts	賬面值			
At 31 December 2021	於二零二一年十二月三十一日	9,981,351	3,310,810	13,292,161

19. INVESTMENT PROPERTIES (Cont'd)

There was no change in valuation techniques used for the fair value measurement of the Group's investment properties, as compared with those in last year, except for a property situated in the United Kingdom and a property in Hong Kong. The change in valuation technique for the property situated in the United Kingdom is due to the Group's plan for redevelopment of the property in the United Kingdom. The redevelopment plan has been granted planning permission by the relevant government authority in October 2021. As at 31 December 2021 and up to the date of approval of these consolidated financial statements, the final approval was not yet granted by the relevant government authorities. The management of the Group considers the Group is likely to obtain the required approval from the relevant government authorities and therefore the carrying amount of the property was transferred from the completed properties class of investment properties to properties under construction class of investment properties. Consequently, the valuation technique for the fair value measurement of the property has been changed from a combination of direct comparison method and investment method to residual method. The change in valuation techniques for a property in Hong Kong is due to the current economic conditions and prevailing pandemic outbreak, whereby the relevant markets became less active and the market evidence became less available and reliable. Consequently, the valuation technique for the fair value measurement of the property has been changed from direct comparison method to combination of direct comparison method and investment method.

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

Investment properties of the Group in Hong Kong and Mainland China and one of the investment properties in the United Kingdom were revalued as at 31 December 2021 by LCH (Asia-Pacific) Surveyors Limited ("LCH (Asia-Pacific)") whereas the remaining investment properties in the United Kingdom were revalued by Peak Vision Appraisals Limited ("Peak Vision Appraisals"). LCH (Asia-Pacific) and Peak Vision Appraisals are independent qualified professional property valuers (2020: valuations of investment properties in Hong Kong and Mainland China were carried out by B.I. Appraisals Limited ("B.I. Appraisals") and investment properties in the United Kingdom were carried out by Peak Vision Appraisals, both are independent qualified professional property valuers). The valuers have recent relevant experience in the valuations of similar properties in the relevant locations.

19. 投資物業(續)

除一項位於英國及一項位於香港之物業，本集團投資物業之公平值計量所採用之估值技術與去年所用的並無轉變。位於英國之物業之估值技術轉變乃由於本集團計劃為英國物業進行物業重建。於二零二一年十月，該重建計劃已獲得相關政府部門授予規劃許可。於二零二一年十二月三十一日及截至批准本綜合財務報表日期止，尚未獲得相關政府部門授予最終批准。本集團管理層認為本集團很可能獲得相關政府部門所需之批准，並因此已將該物業之賬面值由投資物業之落成物業分類轉撥至投資物業之興建中物業分類。故此，該物業按公平值計量之估值技術已由直接比較法及投資法之合併轉變至剩餘價值法。至於一項位於香港之物業之估值技術轉變乃由於目前經濟狀況及當前疫情爆發以致相關市場變得較不活躍以及市場證據變得越少及較不可靠。故此，該物業按公平值計量之估值技術已由直接比較法轉變至直接比較法及投資法之合併。

本集團所有持有營業租約以賺取租金或資本增值之物業權益乃採用公平值模式計量，並分類及列作投資物業入賬。

本集團位於香港及中國大陸之投資物業以及其中一項位於英國之投資物業由利駿行測量師有限公司(「利駿行測量師」)進行於二零二一年十二月三十一日之物業估值，而餘下位於英國之投資物業由滙鋒評估有限公司(「滙鋒評估」)進行估值。利駿行測量師及滙鋒評估均為獨立合資格專業物業估價師(二零二零年：位於香港及中國大陸之投資物業由保柏國際評估有限公司(「保柏國際評估」)進行估值以及位於英國之投資物業由滙鋒評估進行估值，兩者均為獨立合資格專業物業估價師)。估價師近期亦有評估相關地點類似物業之經驗。

19. INVESTMENT PROPERTIES (Cont'd)

At the end of the reporting period, the management of the Group discussed with the independent qualified professional property valuers about the appropriate valuation techniques and key inputs for Level 3 fair value measurements.

The valuation reports for the investment properties as at 31 December 2021 were signed by the respective directors of LCH (Asia-Pacific) and Peak Vision Appraisals (2020: signed by the respective directors of B.I. Appraisals and Peak Vision Appraisals), who are members of The Hong Kong Institute of Surveyors and/or The Royal Institution of Chartered Surveyors. The valuations were performed in accordance with "The HKIS Valuation Standards 2020" published by The Hong Kong Institute of Surveyors and/or "The RICS Valuation – Global Standards issued November 2021" published by The Royal Institution of Chartered Surveyors and/or "International Valuation Standards" published by the International Valuation Standards Council (2020: "The HKIS Valuation Standards 2020" published by The Hong Kong Institute of Surveyors and/or "The RICS Valuation – Global Standards issued November 2019" published by The Royal Institution of Chartered Surveyors).

The fair value of each investment property is individually determined at the end of each reporting period based on its market value and by adopting investment method, direct comparison method and/or residual method, as appropriate. The investment method relying on the capitalisation of rental income is based upon estimates of future results and a set of assumptions specific to each property to reflect its tenancy status. The fair value of each investment property reflects, among other things, rental income from current term leases, term yield rate, assumptions about rental income from future reversion leases in light of current market conditions and reversionary yield rate. Judgment by the valuers is required to determine the principal valuation factors, including term yield rate and reversionary yield rate. Such yield rates were adopted after considering the investment sentiments and market expectations of properties of similar nature. Direct comparison method assumes each of these properties is capable of being sold in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant markets. Combination of direct comparison method and investment method takes the valuation results of the direct comparison method and investment method when arriving at the fair value of the properties. For investment properties under construction at fair value, their fair values are determined by residual method by deducting the estimated total outstanding redevelopment costs and an allowance for developer's risk and profit from the gross development value of the proposed redevelopment.

19. 投資物業(續)

於報告期末，本集團之管理層與獨立合資格專業物業估值師討論有關合適之估值技術及第三級公平值計量之主要數據。

於二零二一年十二月三十一日，投資物業之估值報告由利駿行測量師及滙鋒評估(二零二零年：保柏國際評估及滙鋒評估)各自之董事簽署，彼等為香港測量師學會會員及／或皇家特許測量師學會會員。該等估值乃遵守香港測量師學會所頒布之「香港測量師學會評估準則二零二零年」及／或皇家特許測量師學會所頒布之「皇家特許測量師學會估值-全球準則於二零二一年十一月頒布」及／或國際評估準則理事會所頒布之「國際評估準則」(二零二零年：香港測量師學會所頒布之「香港測量師學會評估準則二零二零年」及／或皇家特許測量師學會所頒布之「皇家特許測量師學會估值-全球準則於二零一九年十一月頒布」)進行。

每項投資物業之公平值於各報告期末根據其市值，並採納投資法、直接比較法及／或剩餘價值法(按適用情況而定)而個別釐定。投資法乃依據資本化租金收入，並以對各項物業未來業績之估計及一系列特定假設為依據，以反映其租賃狀況。每項投資物業之公平值反映(其中包括)現有租約期限之租金收入、租約期限之回報率、基於現時市況對未來復歸租約所得租金收入之假設及復歸回報率。於釐定主要估值因素(包括租約期限之回報率及復歸回報率)時須由估值師作出判斷。於採納有關回報率時已考慮投資氣氛及市場對類似性質物業之預期。直接比較法假設該等物業各自可以現況交吉出售及參照相關市場上可供比較之銷售證據。就按直接比較法及投資法之合併得出物業之公平值，乃直接比較法及投資法之估值結果。就按公平值之興建中投資物業而言，其公平值乃以剩餘價值法透過從擬定重建項目之開發總值扣除估計未付之重建成本總額以及發展商之風險及利潤之容許差額而釐定。

19. INVESTMENT PROPERTIES (Cont'd)

The following tables analysed the investment properties which are measured at fair value at the end of the reporting period into the three-level hierarchy as defined in HKFRS 13 "Fair Value Measurement" which is further elaborated in Note 3.

19. 投資物業(續)

下表為於報告期末以公平值計量之投資物業之三級分級制(定義見香港財務報告準則第13號「公平值計量」及於附註3作進一步詳述)分析。

		Fair value 公平值 HK\$'000 千港元	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
Recurring fair value measurements:	經常性公平值計量：				
Completed properties	落成物業	9,981,351	-	-	9,981,351
Properties under construction	興建中物業	3,310,810	-	-	3,310,810
At 31 December 2021	於二零二一年十二月三十一日	13,292,161	-	-	13,292,161
Completed properties	落成物業	13,462,283	-	842,278	12,620,005
Properties under construction	興建中物業	911,000	-	-	911,000
At 31 December 2020	於二零二零年十二月三十一日	14,373,283	-	842,278	13,531,005

Details of valuation techniques used and key inputs to valuation on investment properties which are categorised as Level 3 fair value measurement at the end of the reporting period are as follows:

於報告期末分類為第三級公平值計量之投資物業之估值所使用之技術及主要數據之詳情如下：

	Fair value 公平值	Valuation techniques 估值技術	Significant unobservable inputs 重大非可觀察數據	Range 範圍
Properties held for investment in Hong Kong 位於香港之持作投資物業	2021 HK\$'000 千港元	2020 HK\$'000 千港元		
	5,687,300	5,005,820	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; 復歸回報率： 2.10% to 3.50% (2020: 2.50% to 4.75%) 2.10厘至3.50厘 (二零二零年：2.50厘至4.75厘)
			(2) Market rent per square foot; and 每平方呎之市場租金；及	HK\$33 to HK\$300 (2020: HK\$38 to HK\$128) 33港元至300港元 (二零二零年：38港元至128港元)
			(3) Selling price per square foot 每平方呎之售價	HK\$58 to HK\$138,300 58港元至138,300港元

19. INVESTMENT PROPERTIES (Cont'd)

19. 投資物業(續)

	Fair value 公平值		Valuation techniques 估值技術	Significant unobservable inputs 重大非可觀察數據	Range 範圍
	2021 HK\$'000 千港元	2020 HK\$'000 千港元			
Properties under construction in Hong Kong 位於香港之興建中物業	776,600	911,000	Residual method 剩餘價值法	(1) Selling price per square foot; and 每平方呎之售價；及 (2) Estimated redevelopment costs 估計之重建成本	HK\$13,000 (2020: HK\$14,528) 13,000港元 (二零二零年：14,528港元) HK\$800,000,000 (2020: HK\$816,000,000) 800,000,000港元 (二零二零年：816,000,000港元)
Properties held for investment in the United Kingdom 位於英國之持作投資物業	4,265,430	7,614,185	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方呎之市場租金	2.75% to 4.75% (2020: 3.50% to 5.75%) 2.75厘至4.75厘 (二零二零年：3.50厘至5.75厘) GBP4 to GBP10 (2020: GBP3 to GBP11) 4英鎊至10英鎊 (二零二零年：3英鎊至11英鎊)
Properties under construction in the United Kingdom 位於英國之興建中物業	2,534,210	-	Residual method 剩餘價值法	(1) Estimated redevelopment costs per square foot; 每平方呎之估計之重建成本； (2) Market rent per square foot; 每平方呎之市場租金； (3) Discount rate; and 貼現率；及 (4) Long-term growth rate 長期增長率	GBP561 561英鎊 GBP3 to GBP5 3英鎊至5英鎊 4.5% to 5.0% 4.5厘至5.0厘 2.0% 2.0厘
Properties held for investment in Mainland China 位於中國大陸之持作投資物業	28,621	-	Direct comparison method 直接比較法	Selling price per square metre 每平方米之售價	RMB96,200 人民幣96,200
Total 總額	13,292,161	13,531,005			

Reversionary yield is the rate taking into account the capitalisation of potential rental income, nature of the property and prevailing market conditions. Market rent per square foot is the market rent and selling price per square foot/square metre is the market selling price taking into account the direct comparable market transactions to the related properties. Estimated redevelopment costs are the total costs to complete the properties. Discount rate applied reflects the current market assessments of the time value of money and the risks specific to the property. Long-term growth rate is based on the relevant industry growth forecasts.

復歸回報率乃計及潛在租金收入資本化、物業性質及當時市況得出之比率。每平方呎之市場租金乃計及相關物業之市場可供直接比較交易得出之市場租金，而每平方呎/平方米之售價乃計及相關物業之市場可供直接比較交易得出之市場售價。估計之重建成本乃為完成物業之總成本。所應用之貼現率反映現時市場對時間價值及物業之特定風險的評估。長期增長率乃基於相關行業之增長預測。

19. INVESTMENT PROPERTIES (Cont'd)

The fair value measurements are negatively correlated to the reversionary yield, the estimated redevelopment costs and the discount rate, while positively correlated to the market rent per square foot, the selling price per square foot/square metre and the long-term growth rate.

Movements of investment properties which are categorised as Level 3 fair value measurement during the years are as follows:

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	13,531,005	13,463,683
Acquisition of assets through acquisition of a subsidiary (Note 38)	透過收購一間附屬公司收購資產(附註38)	160,959	900,562
Construction costs incurred	產生之建築成本	214,409	14,926
Transfer to property, plant and equipment (Note 20)	轉撥至物業、廠房及設備(附註20)	(42,717)	-
Transfer from Level 2 (note)	轉撥自第二級(附註)	725,021	-
Exchange adjustments	匯兌調整	(37,957)	245,863
Decrease in fair value recognised in the consolidated statement of comprehensive income – unrealised	於綜合全面收益報表中確認之公平值減少 – 未變現	(1,258,559)	(1,094,029)
Carrying amounts	賬面值		
At 31 December	於十二月三十一日	13,292,161	13,531,005

Note: During the year ended 31 December 2021, certain properties were transferred from Level 2 to Level 3, which is due to the lack of observable market data, resulting from a decrease in market activities for these investment properties. The Group's policy is to recognise transfers into and transfers out of Level 3 as at the date of the event or change in circumstances that caused the transfer. Other than the above mentioned, there were no transfers into or out of Level 3 fair value measurement during the years ended 31 December 2021 and 2020.

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

19. 投資物業(續)

公平值計量與復歸回報率、估計之重建成本及貼現率成反比，而與每平方呎之市場租金、每平方呎/平方米之售價及長期增長率則成正比。

分類為第三級公平值計量之投資物業於年內之變動如下：

	2021	2020
	HK\$'000	HK\$'000
	千港元	千港元
於一月一日	13,531,005	13,463,683
透過收購一間附屬公司收購資產(附註38)	160,959	900,562
產生之建築成本	214,409	14,926
轉撥至物業、廠房及設備(附註20)	(42,717)	-
轉撥自第二級(附註)	725,021	-
匯兌調整	(37,957)	245,863
於綜合全面收益報表中確認之公平值減少 – 未變現	(1,258,559)	(1,094,029)
賬面值		
於十二月三十一日	13,292,161	13,531,005

附註：於截至二零二一年十二月三十一日止年度，若干物業從第二級轉撥至第三級乃因缺乏可觀察之市場數據，此乃由於該等投資物業之市場活動減少所致。本集團之政策為於導致轉撥之事件或情況改變之日期確認第三級之轉入及轉出。除以上所述，於截至二零二一年及二零二零年十二月三十一日止年度內，第三級公平值計量並無轉入或轉出。

就估計物業之公平值，物業之當前用途等同其最高及最佳用途。

20. PROPERTY, PLANT AND EQUIPMENT

20. 物業、廠房及設備

		Leasehold/ freehold land 租賃/ 永久業權 土地 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Leasehold improvement 租賃 物業裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Yachts and motor vehicles 遊艇及車輛 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本						
At 1 January 2020	於二零二零年一月一日	25,946	4,522	25,371	28,376	82,229	166,444
Additions	添置	-	-	45,278	11,368	91,065	147,711
Disposals/written off	出售/撇銷	-	-	(11,144)	(1,947)	(33,813)	(46,904)
Exchange adjustments	匯兌調整	1,712	298	-	35	-	2,045
At 31 December 2020	於二零二零年 十二月三十一日	27,658	4,820	59,505	37,832	139,481	269,296
Additions	添置	-	-	22,807	3,380	2,119	28,306
Transfer from investment properties (Note 19)	轉撥自投資物業 (附註19)	36,185	6,532	-	-	-	42,717
Disposals/written off	出售/撇銷	-	-	-	(246)	(839)	(1,085)
Exchange adjustments	匯兌調整	1,018	179	-	17	-	1,214
At 31 December 2021	於二零二一年 十二月三十一日	64,861	11,531	82,312	40,983	140,761	340,448
Depreciation	折舊						
At 1 January 2020	於二零二零年一月一日	2,641	584	13,812	22,145	81,738	120,920
Charge for the year	本年度折舊	468	102	19,261	3,457	2,336	25,624
Elimination upon disposals/ written off	出售/撇銷時對銷	-	-	(11,144)	(1,832)	(33,813)	(46,789)
Exchange adjustments	匯兌調整	203	45	-	31	-	279
At 31 December 2020	於二零二零年 十二月三十一日	3,312	731	21,929	23,801	50,261	100,034
Charge for the year	本年度折舊	504	150	29,244	3,378	23,079	56,355
Elimination upon disposals/ written off	出售/撇銷時對銷	-	-	-	(242)	(839)	(1,081)
Exchange adjustments	匯兌調整	105	24	-	15	-	144
At 31 December 2021	於二零二一年 十二月三十一日	3,921	905	51,173	26,952	72,501	155,452
Carrying amounts	賬面值						
At 31 December 2021	於二零二一年 十二月三十一日	60,940	10,626	31,139	14,031	68,260	184,996
At 31 December 2020	於二零二零年 十二月三十一日	24,346	4,089	37,576	14,031	89,220	169,262

21. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group leases assets including properties and equipment. Most of the leases of properties are negotiated for term ranging from one to three years while leases of equipment are negotiated for five years. Information about leases for which the Group is a lessee is presented below:

(a) Right-of-use assets

		Properties	Equipment	Total
		物業	設備	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cost	成本			
At 1 January 2020	於二零二零年一月一日	155,347	1,232	156,579
Additions	添置	51,880	–	51,880
Written off on expiry of lease	租約到期時撇銷	(365)	–	(365)
At 31 December 2020	於二零二零年十二月三十一日	206,862	1,232	208,094
Additions	添置	–	1,944	1,944
Written off on expiry of leases	租約到期時撇銷	(6,950)	(1,232)	(8,182)
At 31 December 2021	於二零二一年十二月三十一日	199,912	1,944	201,856
Depreciation	折舊			
At 1 January 2020	於二零二零年一月一日	19,218	462	19,680
Charge for the year	本年度折舊	62,102	462	62,564
Elimination upon written off on expiry of lease	租約到期撇銷時對銷	(365)	–	(365)
At 31 December 2020	於二零二零年十二月三十一日	80,955	924	81,879
Charge for the year	本年度折舊	67,979	438	68,417
Elimination upon written off on expiry of leases	租約到期撇銷時對銷	(6,950)	(1,232)	(8,182)
At 31 December 2021	於二零二一年十二月三十一日	141,984	130	142,114
Carrying amounts	賬面值			
At 31 December 2021	於二零二一年十二月三十一日	57,928	1,814	59,742
At 31 December 2020	於二零二零年十二月三十一日	125,907	308	126,215

21. 使用權資產及租賃負債

本集團承租之資產包括物業及設備。大部分物業之租約商議之租期為一至三年，而設備之租約商議之租期為五年。有關本集團作為承租人之租賃資料呈列如下：

(a) 使用權資產

		Properties	Equipment	Total
		物業	設備	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cost	成本			
At 1 January 2020	於二零二零年一月一日	155,347	1,232	156,579
Additions	添置	51,880	–	51,880
Written off on expiry of lease	租約到期時撇銷	(365)	–	(365)
At 31 December 2020	於二零二零年十二月三十一日	206,862	1,232	208,094
Additions	添置	–	1,944	1,944
Written off on expiry of leases	租約到期時撇銷	(6,950)	(1,232)	(8,182)
At 31 December 2021	於二零二一年十二月三十一日	199,912	1,944	201,856
Depreciation	折舊			
At 1 January 2020	於二零二零年一月一日	19,218	462	19,680
Charge for the year	本年度折舊	62,102	462	62,564
Elimination upon written off on expiry of lease	租約到期撇銷時對銷	(365)	–	(365)
At 31 December 2020	於二零二零年十二月三十一日	80,955	924	81,879
Charge for the year	本年度折舊	67,979	438	68,417
Elimination upon written off on expiry of leases	租約到期撇銷時對銷	(6,950)	(1,232)	(8,182)
At 31 December 2021	於二零二一年十二月三十一日	141,984	130	142,114
Carrying amounts	賬面值			
At 31 December 2021	於二零二一年十二月三十一日	57,928	1,814	59,742
At 31 December 2020	於二零二零年十二月三十一日	125,907	308	126,215

21. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Cont'd)

(b) Lease liabilities

Lease liabilities payable within a period of:	須於下列期間應付租賃負債：
Less than one year	一年以下
More than one year but within two years	一年以上但不超逾兩年
More than two years but within five years	兩年以上但不超逾五年
Less: Amounts due within one year	減：一年內到期之款項
Amounts due after one year	一年後到期之款項

The amounts recognised in profit or loss in relation to leases are disclosed in Notes 11 and 14.

The total cash outflow for leases for the year ended 31 December 2021 was approximately HK\$73,481,000 (2020: HK\$74,050,000).

21. 使用權資產及租賃負債(續)

(b) 租賃負債

2021 HK\$'000 千港元	2020 HK\$'000 千港元
50,673	67,300
7,977	50,297
1,060	7,593
59,710	125,190
(50,673)	(67,300)
9,037	57,890

於損益中確認有關租賃之金額於附註11及14內披露。

於截至二零二一年十二月三十一日止年度，租賃之現金流出總額約為73,481,000港元(二零二零年：74,050,000港元)。

22. INTANGIBLE ASSETS

		Trading and exchange rights 買賣及貿易權 HK\$'000 千港元	Trademark 商標 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本			
At 1 January 2020, 31 December 2020 and 31 December 2021	於二零二零年一月一日、 二零二零年十二月三十一日及 二零二一年十二月三十一日	2,705	14,300	17,005
Amortisation and impairment	攤銷及減值			
At 1 January 2020, 31 December 2020 and 31 December 2021	於二零二零年一月一日、 二零二零年十二月三十一日及 二零二一年十二月三十一日	2,705	14,300	17,005
Carrying amounts At 31 December 2021	賬面值 於二零二一年十二月三十一日	-	-	-
At 31 December 2020	於二零二零年十二月三十一日	-	-	-

The above intangible assets have definite useful lives. Such intangible assets are amortised on a straight-line basis over five years.

上述無形資產具有既定使用年期，並以直線法按五年攤銷。

23. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Interests in associates:	聯營公司權益：		
Cost of investments in associates – unlisted	投資聯營公司成本 – 非上市	1,204,736	1,204,736
Share of post-acquisition profits/losses and other comprehensive income/expenses, net of dividends received	攤佔收購後溢利／虧損及 其他全面收益／支出 扣除已收股息	890,360	994,774
		2,095,096	2,199,510

Interest in a joint venture:

一間合資公司權益：

During the year ended 31 December 2020, the Group acquired the remaining 49% of the entire issued share capital of Landrich (a joint venture of the Group at the time of the acquisition) and Landrich had become a wholly-owned subsidiary of the Company thereafter. Details of the acquisition are set out in Note 38(b).

於截至二零二零年十二月三十一日止年度，本集團收購隆裕（於收購時為本集團之合資公司）餘下49%全部已發行股本，而隆裕遂成為本公司一間全資擁有附屬公司。該收購事項之詳情已載列於附註38(b)內。

23. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

Particulars of the Group's principal associates as at 31 December 2021 are set out in Note 48.

The Company provided corporate guarantees to secure bank borrowings granted to its associates in prior years. The fair value of the financial guarantee contract at initial recognition was determined by an independent qualified professional valuer, and was recognised as investments accounted for using the equity method and financial guarantee liabilities in the Group's consolidated statement of financial position.

As at 31 December 2021, the investment properties held by the Group's principal associates were revalued by LCH (Asia-Pacific) (2020: B.I. Appraisals). LCH (Asia-Pacific) (2020: B.I. Appraisals) continues to adopt investment method and/or direct comparison method as the valuation methodologies. The valuation methods and significant assumptions applied in determining the fair values of investment properties are detailed in Note 19.

All of the associates are accounted for using the equity method in these consolidated financial statements.

The information below reflects the amounts presented in the unaudited financial statements of associates which were prepared in accordance with HKFRSs adjusted for the differences arising from accounting policies and different financial year-end dates between the Group and the associates, if any.

23. 以權益法入賬之投資(續)

本集團於二零二一年十二月三十一日之主要聯營公司之詳情載列於附註48。

本公司於過往年度為其聯營公司提供公司擔保作為獲授銀行借貸之抵押。財務擔保合約初步確認之公平值由獨立合資格專業估值師釐定，並已於本集團之綜合財務狀況報表內確認為以權益法入賬之投資及財務擔保負債。

於二零二一年十二月三十一日，本集團主要聯營公司持有之投資物業已由利駿行測量師(二零二零年：保柏國際評估)進行重估。利駿行測量師(二零二零年：保柏國際評估)持續採納投資法及／或直接比較法為估值方法。應用於釐定投資物業公平值之估值方法及主要假設於附註19詳述。

所有聯營公司均以權益法於本綜合財務報表內列賬。

以下資料反映於聯營公司之未經審核財務報表呈列之金額，該等財務報表按香港財務報告準則並就本集團與聯營公司之間因會計政策所產生之差異及不同財政年終日期(如有)作出調整而編製。

23. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

Interests in associates

The summarised financial information in respect of the Group's material associate, Finedale Industries Limited, is set out below:

Finedale Industries Limited

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Non-current assets	非流動資產	3,642,300	3,684,000
Current assets	流動資產	731,318	651,890
Current liabilities	流動負債	(67,964)	(71,963)
Net assets	資產淨值	4,305,654	4,263,927
Revenue	收入	110,075	114,383
Profit for the year	本年度溢利	41,727	63,128
Total comprehensive income for the year	本年度全面收益總額	41,727	63,128
Reconciliation of the summarised financial information presented to the carrying amount of its interest in the associate:	聯營公司權益之賬面值與財務資料概要對賬：		
Net assets at 1 January	於一月一日之資產淨值	4,263,927	4,200,799
Total comprehensive income for the year	本年度全面收益總額	41,727	63,128
Net assets at 31 December	於十二月三十一日之資產淨值	4,305,654	4,263,927
Interest held by the Group	本集團持有之權益	33.33%	33.33%
Group's interest in the associate and the carrying amount	本集團於該聯營公司之權益及賬面值	1,435,218	1,421,309
Dividend received from the associate during the year	於本年度已收聯營公司之股息	-	-

聯營公司權益

本集團重要聯營公司—廣坤實業有限公司之財務資料概要載列如下：

廣坤實業有限公司

23. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

Interests in associates (Cont'd)

Aggregate financial information of associates that are not individually material:

Group's share of results for the year	本集團攤佔本年度業績
Group's share of other comprehensive income for the year	本集團攤佔本年度其他全面收益
Group's share of total comprehensive expenses for the year	本集團攤佔本年度全面支出總額
Group's aggregate interests in these associates and the carrying amounts	本集團於該等聯營公司之權益總額及賬面值
Dividends received from associates during the year	於本年度已收聯營公司之股息

23. 以權益法入賬之投資(續)

聯營公司權益(續)

個別非重要之聯營公司財務資料總額：

2021 HK\$'000 千港元	2020 HK\$'000 千港元
(120,591)	(56,670)
2,268	10,132
(118,323)	(46,538)
659,878	778,201
-	-

24. ADVANCES TO ASSOCIATES

Interest-bearing advance to an associate	墊付一間聯營公司之計息款項
Interest-free advances to associates	墊付聯營公司之免息款項

The advances to associates are unsecured. The Group will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current. The interest-bearing advance to an associate bears interest at the prevailing market rate.

24. 墊付聯營公司款項

2021	2020
HK\$'000	HK\$'000
千港元	千港元
46,794	46,516
3,266	1,947
50,060	48,463

墊付聯營公司款項乃無抵押。本集團不會要求於報告期末起計一年內償還款項，故將該等款項列作非流動性質。墊付一間聯營公司之計息款項以當時之市場借貸利率計息。

25. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

Bonds (note (i))	債券(附註(i))
Structured products (note (ii))	結構性產品(附註(ii))
Investments held-for-trading (note (iii))	持作買賣之投資(附註(iii))
Club and corporate debentures (note (iv))	會籍及公司債券(附註(iv))
Derivative financial instrument (note (v))	衍生金融工具(附註(v))

Analysed for reporting purpose as:	作報告用途之分析：
Non-current	非流動性質
Current	流動性質

25. 通過損益以反映公平值計量之金融資產

2021	2020
HK\$'000	HK\$'000
千港元	千港元
266,172	3,287,649
6,840	52,426
428,364	152,687
53,718	57,774
1,623	–
756,717	3,550,536
156,633	1,629,070
600,084	1,921,466
756,717	3,550,536

25. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

As at 31 December 2021, the aggregate carrying amount of bonds and investments held-for-trading was approximately HK\$694,536,000 (2020: HK\$3,440,336,000), including bonds and investments held-for-trading with aggregate carrying amount of approximately HK\$107,589,000 (2020: HK\$1,378,931,000) which were available to be loaned to financial institutions for earning lending fee income and the same or substantially the same securities would be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements, of which approximately HK\$19,870,000 (2020: nil) bonds and investments held-for-trading were on loan at the end of the reporting period.

Notes:

- (i) During the year ended 31 December 2020, three indirect wholly-owned subsidiaries of the Company, as the sellers, and Ms. Chan, Hoi-wan, an executive Director and the Trustee of Substantial Shareholders, as the purchaser ("Purchaser"), entered into a disposal agreement in relation to the sale and purchase of certain debt securities ("Debt Securities Disposal").

Pursuant to the disposal agreement, the Debt Securities Disposal may be completed in tranches and the completion of the last tranche of the Debt Securities Disposal shall take place not later than 31 December 2020. During the year ended 31 December 2020, all the conditions had been fulfilled and the disposal of the last tranche of the debt securities had been completed in accordance with the terms and conditions of the disposal agreement.

Details of the Debt Securities Disposal were set out in the announcements of the Company dated 29 January 2020, 23 March 2020 and 18 December 2020 and the circular of the Company dated 28 February 2020.

The bonds denominated in US\$ carry interests at fixed rates which range from 8.600% to 13.000% per annum, of which a bond with notional amount of US\$2,000,000 is callable. The bond denominated in GBP with notional amount of GBP1,000,000 carries interest at fixed rate of 7.125% per annum and is callable.

25. 通過損益以反映公平值計量之金融資產(續)

於二零二一年十二月三十一日，債券及持作買賣之投資之賬面值總額約為694,536,000港元(二零二零年：3,440,336,000港元)當中賬面值總額約為107,589,000港元(二零二零年：1,378,931,000港元)之債券及持作買賣之投資，根據匯集證券借貸協議所載之條款及條件，可供借出予金融機構以賺取借貸費收入，而該等證券或大致等同之證券將會歸還予本集團。於報告期末，當中已借出債券及持作買賣之投資之賬面值約為19,870,000港元(二零二零年：無)已借出。

附註：

- (i) 於截至二零二零年十二月三十一日止年度，本公司之三間間接全資擁有附屬公司(作為賣方)與陳凱韻女士(執行董事及主要股東之信託人(作為買方(「買方」)))訂立一份出售協議，內容有關買賣若干債務證券(「出售債務證券」)。

根據該出售協議，出售債務證券可分批完成，而最後一批出售債務證券須不遲於二零二零年十二月三十一日完成。於截至二零二零年十二月三十一日止年度，所有條件均已獲達成，而最後一批債務證券之出售已根據出售協議之條款及條件完成。

出售債務證券之詳情已載列於本公司日期為二零二零年一月二十九日、二零二零年三月二十三日及二零二零年十二月十八日之公布以及二零二零年二月二十八日之通函內。

以美元計值之債券固定年利率為8.600厘至13.000厘，其中名義金額為2,000,000美元之債券為可贖回。以英鎊計值之債券(名義金額為1,000,000英鎊)固定年利率為7.125厘，及為可贖回。

25. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

Notes: (Cont'd)

(i) (continued)

The listed bonds are traded in active market and stated at fair values at the end of the reporting period. Their fair values are determined by reference to market bid prices quoted by financial institutions and brokers. For unlisted bond measured at fair value, details of the fair value measurement are disclosed in Note 5(c).

The maturity dates of the bonds denominated in US\$ and GBP are as follows:

Notional amount	Maturity
US\$22,000,000	Matured
US\$44,000,000	2022
US\$31,050,000	2023
US\$18,500,000	2024
GBP1,000,000	Perpetual

- (ii) The structured product(s) comprised an equity linked note (2020: equity linked notes and secured loan repackaged note) with fixed interest rate(s) which is (were) issued by the financial institution(s) and stated at fair value(s) at the end of the reporting period. Details of the fair value measurements are disclosed in Note 5(c).
- (iii) The investments held-for-trading comprised equity securities listed in Hong Kong or elsewhere which are traded in active market and stated at fair values at the end of the reporting period. Their fair values are determined based on the quoted market bid prices available on the respective stock exchanges in Hong Kong and elsewhere.
- (iv) The club and corporate debentures are stated at fair values at the end of the reporting period. Details of the fair value measurements are disclosed in Note 5(c).

25. 通過損益以反映公平值計量之金融資產(續)

附註：(續)

(i) (續)

上市債券於交投活躍之市場買賣，於報告期末以公平值列賬。債券之公平值乃根據金融機構及經紀之市場買入報價釐定。就以公平值計量之非上市債券而言，公平值計量之詳情已於附註5(c)內披露。

以美元及英鎊計值之債券之到期日如下：

名義金額	到期日
22,000,000美元	已到期
44,000,000美元	二零二二年
31,050,000美元	二零二三年
18,500,000美元	二零二四年
1,000,000英鎊	永久

- (ii) 結構性產品包含股票掛鈎票據(二零二零年：股票掛鈎票據及有抵押貸款重新包裝票據)為固定利率及由金融機構發行，且於報告期末以公平值列賬。公平值計量之詳情已於附註5(c)內披露。
- (iii) 持作買賣之投資包含於香港或其他地區上市之股本證券並於交投活躍之市場買賣，且於報告期末以公平值列賬。其公平值乃按香港及其他地區相關之證券交易所之市場買入報價而釐定。
- (iv) 於報告期末，會籍及公司債券以公平值列賬。公平值計量之詳情已於附註5(c)內披露。

25. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

Notes: (Cont'd)

- (v) The Group entered cross currency swaps during the years ended 31 December 2021 and 2020. As at 31 December 2021, the cross currency swap was presented as current asset (2020: current liability (Note 35)). The table below is prepared based on the maturity date of the contract. The major terms of the cross currency swap as at 31 December 2021 are as follows:

Asset	資產
US\$/HK\$ cross currency swap	美元／港元貨幣掉期
– Within 1 year	– 一年內

The Group used the cross currency swap to exchange US\$ denominated bank borrowing of approximately US\$159,024,000 into HK\$ denominated bank borrowing of HK\$1,238,000,000.

The cross currency swap is stated at fair value at the end of the reporting period. Details of the fair value measurement are disclosed in Note 5(c).

Included in non-current assets, there were financial assets measured at FVTPL of approximately HK\$156,633,000 (2020: HK\$1,629,070,000). They were included in non-current assets according to their intended holding periods.

25. 通過損益以反映公平值計量之金融資產(續)

附註：(續)

- (v) 本集團於截至二零二一年及二零二零年十二月三十一日止年度內均訂立貨幣掉期。於二零二一年十二月三十一日該貨幣掉期呈列為流動資產(二零二零年：流動負債(附註35))。下表乃根據合約到期日編製。於二零二一年十二月三十一日，貨幣掉期之主要條款如下：

2021		
Notional amount		Fair value
US\$'000	HK\$'000	HK\$'000
千美元	千港元	千港元
159,024	1,238,000	1,623

本集團以貨幣掉期將美元計值銀行借貸約159,024,000美元交換為港元計值銀行借貸1,238,000,000港元。

於報告期末貨幣掉期以公平值列賬。公平值計量之詳情已於附註5(c)內披露。

非流動資產中包括通過損益以反映公平值計量之金融資產約156,633,000港元(二零二零年：1,629,070,000港元)。根據彼等之擬定持有期而計入非流動資產。

26. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

26. 通過其他全面收益以反映公平值計量之金融資產

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Listed investment:	上市投資：		
– Equity securities listed in Hong Kong (note (i))	– 於香港上市股本證券 (附註(i))	364,582	12,814,000
Unlisted equity securities:	非上市股本證券：		
– Incorporated in Hong Kong (note (ii))	– 於香港註冊成立(附註(ii))	1,101,599	1,007,337
– Incorporated elsewhere (note (iii))	– 於其他地區註冊成立 (附註(iii))	425,867	585,883
		1,892,048	14,407,220
Analysed for reporting purpose as:	作報告用途之分析：		
Non-current	非流動性質	1,527,466	14,407,220
Current (note (i))	流動性質(附註(i))	364,582	–
		1,892,048	14,407,220

Notes:

- (i) As at 31 December 2021, the Group held certain Evergrande Shares. During the year ended 31 December 2021, the Group through a series of transactions disposed of certain Evergrande Shares in the open market of the Stock Exchange. The unrealised loss on fair value change of the remaining Evergrande Shares of approximately HK\$3,051,943,000 (2020: HK\$5,762,000,000), which was determined based on quoted market bid price in active market at the end of the reporting period, was recorded in financial assets measured at FVTOCI reserve during the year ended 31 December 2021. The carrying amount of the Evergrande Shares held by the Group as at 31 December 2021 was approximately HK\$364,582,000 (2020: HK\$12,814,000,000).

During the year ended 31 December 2021, the Directors sought from the shareholders of the Company and were given the grant of a disposal mandate to dispose of all or part of the remaining Evergrande Shares (“Disposal Mandate”) in one or series of transactions from time to time during a period of 12 months commencing from 23 September 2021, the date of approval of the Disposal Mandate.

附註：

- (i) 於二零二一年十二月三十一日，本集團持有若干恒大股份。於截至二零二一年十二月三十一日止年度，本集團透過一系列交易於聯交所公開市場出售若干恒大股份。於截至二零二一年十二月三十一日止年度，根據於報告期末於活躍市場之買入報價而釐定餘下之恒大股份公平值變動之未變現虧損約3,051,943,000港元(二零二零年：5,762,000,000港元)已於通過其他全面收益以反映公平值計量之金融資產之儲備內入賬。於二零二一年十二月三十一日，本集團持有恒大股份之賬面值約為364,582,000港元(二零二零年：12,814,000,000港元)。

於截至二零二一年十二月三十一日止年度內，董事向本公司股東尋求並獲授予出售授權，自二零二一年九月二十三日(即出售授權獲批准日期)起計十二個月期間內不時於一宗或一系列交易中出售全部或部分餘下之恒大股份(「出售授權」)。

26. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Cont'd)

Notes: (Cont'd)

(i) (continued)

The Group has sold, and intends to continue selling the Evergrande Shares pursuant to the Disposal Mandate. As a result of the change of intention of holding the Evergrande Shares, which the Directors are committed to the sale plan, the Evergrande Shares that remained unsold have been presented as current assets in the consolidated statement of financial position with carrying amount of approximately HK\$364,582,000 as at 31 December 2021 as the carrying amount will be recovered principally through sales in the next twelve months. Details of the grant of the Disposal Mandate were set out in the announcement of the Company dated 23 September 2021 and the circular of the Company dated 24 November 2021.

Trading in the shares of China Evergrande on the Stock Exchange has been halted from 9:00 a.m. on 21 March 2022, trading in the shares of China Evergrande will remain suspended until further notice from China Evergrande.

(ii) As at 31 December 2021, the carrying amount mainly comprised investment in a property development project in Hong Kong (10% interest) of HK\$990,440,000 (2020: HK\$859,286,000).

(iii) As at 31 December 2021, the carrying amount mainly comprised investment in an exempted limited partnership formed under the Exempted Limited Partnership Law (Revised) of the Cayman Islands ("Cayman Islands Partnership") of approximately HK\$425,867,000 (2020: HK\$488,583,000).

The Cayman Islands Partnership has a term of ten years from the date of initial closing. The purposes of the Cayman Islands Partnership are to achieve exceptional returns by acquiring, holding and disposing of equity, equity-related securities, high-yield structured financial products, independently or with others, in companies with various operations or such other activities.

The quoted price in active market of equity securities listed in Hong Kong represents quoted market bid price available on the Stock Exchange.

For unlisted equity securities measured at fair value, details of the fair value measurements are disclosed in Note 5(c).

Included in non-current assets, there were financial assets measured at FVTOCI of approximately HK\$1,527,466,000 (2020: HK\$14,407,220,000). They were included in non-current assets according to their intended holding periods.

26. 通過其他全面收益以反映公平值計量之金融資產(續)

附註：(續)

(i) (續)

根據出售授權，本集團已出售並擬繼續出售恒大股份。由於持有恒大股份之意向出現變動(即董事承諾計劃出售)，於二零二一年十二月三十一日仍未售出之恒大股份賬面值約為364,582,000港元並於綜合財務狀況報表中呈列為流動資產，乃因賬面值將主要透過未來十二個月內之出售收回。授予出售授權之詳情已載列於本公司日期為二零二一年九月二十三日之公布及二零二一年十一月二十四日之通函內。

中國恒大之股份已於二零二二年三月二十一日上午九時正起於聯交所短暫停止買賣，中國恒大股份將繼續暫停買賣，直至中國恒大發出進一步通知。

(ii) 於二零二一年十二月三十一日，賬面值主要為投資於一項位於香港之物業發展項目(佔10%權益)990,440,000港元(二零二零年：859,286,000港元)。

(iii) 於二零二一年十二月三十一日，賬面值主要為投資於一間按開曼群島獲豁免有限合夥企業法(經修訂)成立之獲豁免有限合夥企業(「開曼群島合夥企業」)約425,867,000港元(二零二零年：488,583,000港元)。

開曼群島合夥企業由初步截止日起為期十年。開曼群島合夥企業之目的為透過獨立或與其他公司購買、持有及出售多種業務之公司之股本、股本相關證券或高收益之結構性財務產品或其他之活動以取得優厚的回報。

就香港上市股本證券於活躍市場之報價，乃指聯交所之市場買入報價。

就以公平值計量之非上市股本證券而言，公平值計量之詳情已於附註5(c)內披露。

非流動資產中包括通過其他全面收益以反映公平值計量之金融資產約1,527,466,000港元(二零二零年：14,407,220,000港元)。根據彼等之擬定持有期而計入非流動資產。

27. ADVANCE TO AN INVESTEE COMPANY

The advance to an investee company is unsecured and interest-free. The Group will not demand for repayment within one year from the end of the reporting period and the amount is therefore shown as non-current.

27. 墊付一間接受投資公司款項

墊付一間接受投資公司款項乃無抵押及免息。本集團不會要求於報告期末起計一年內償還款項，故將該款項列作非流動性質。

28. DEFERRED TAXATION

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

28. 遞延稅項

以下為本集團於本報告期間及過往報告期間主要遞延稅項負債之撥備(資產之確認)及其變動：

		Investment properties	Accelerated tax depreciation	Tax losses	Total
		投資物業	加速稅項 折舊	稅務虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2020	於二零二零年一月一日	31,424	32,641	(4,108)	59,957
Exchange adjustments	匯兌調整	66	1,148	(424)	790
Credited to the consolidated statement of comprehensive income (Note 13)	於綜合全面收益報表中撥回(附註13)	(5,268)	4,218	(14,575)	(15,625)
At 31 December 2020	於二零二零年十二月三十一日	26,222	38,007	(19,107)	45,122
Acquisition of assets through acquisition of a subsidiary	透過收購一間附屬公司收購資產	89	-	(89)	-
Exchange adjustments	匯兌調整	-	(85)	401	316
Charged to the consolidated statement of comprehensive income (Note 13)	於綜合全面收益報表中扣除(附註13)	1,178	(28)	7,732	8,882
At 31 December 2021	於二零二一年十二月三十一日	27,489	37,894	(11,063)	54,320

28. DEFERRED TAXATION (Cont'd)

For the purpose of the presentation in the consolidated statement of financial position, certain deferred tax liabilities and assets have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax liabilities	遞延稅項負債
Deferred tax assets	遞延稅項資產

At the end of the reporting period, the Group has the following major unrecognised deferred tax assets which were not recognised due to the unpredictability of the future profit streams.

Accelerated tax depreciation	加速稅項折舊
Tax losses	稅務虧損

At the end of the reporting period, the Group's estimated unused tax losses not recognised of approximately HK\$18,621,000 (2020: HK\$44,574,000) will be expired in one to five years, and other unrecognised tax losses of approximately HK\$2,239,028,000 (2020: HK\$1,702,861,000) may be carried forward indefinitely and subject to the confirmation from the respective tax authority.

28. 遞延稅項(續)

就綜合財務狀況報表之呈列，若干遞延稅項負債及資產已作對銷。就財務報告用途之遞延稅項結餘分析如下：

2021 HK\$'000 千港元	2020 HK\$'000 千港元
58,240	56,394
(3,920)	(11,272)
54,320	45,122

於報告期末，本集團由於難以預料未來溢利而未確認以下之主要未確認遞延稅項資產。

2021 HK\$'000 千港元	2020 HK\$'000 千港元
(86)	(137)
(374,095)	(292,115)
(374,181)	(292,252)

於報告期末，本集團於一至五年內到期而未被確認之估計未使用稅務虧損約為18,621,000港元(二零二零年：44,574,000港元)，及其餘未確認之稅務虧損約2,239,028,000港元(二零二零年：1,702,861,000港元)可無限期結轉，並須待相關稅務局確認。

29. OTHER FINANCIAL ASSETS

(a) Pledged deposits

The amounts represent deposits pledged to banks (2020: banks and other financial institutions) to secure credit facilities granted to the Group. Deposits amounting to approximately HK\$273,202,000 (2020: HK\$178,532,000) have been pledged to secure short-term borrowings and are therefore classified as current assets. The remaining deposits amounting to approximately HK\$4,308,000 (2020: HK\$81,974,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

The pledged deposits carry interest at prevailing market deposit rates. The pledged deposits will be released upon the repayment of relevant borrowings.

(b) Securities trading receivables and deposits

Securities trading receivables and deposits are mainly amounts due from clearing house, brokers and clients.

(c) Time deposits, bank balances and cash

The time deposits and certain bank balances carry interest at prevailing market deposit rates. As at 31 December 2021, none (2020: approximately HK\$35,634,000) of the time deposits has original maturity greater than three months and all of (2020: the remaining) deposits have original maturity not greater than three months. The Group does not hold collateral over the deposit balances. As at 31 December 2021, balances of cash and cash equivalents amounted to approximately HK\$2,479,874,000 (2020: HK\$1,618,908,000).

29. 其他金融資產

(a) 抵押存款

該等款額指抵押予銀行(二零二零年：銀行及其他金融機構)，作為本集團獲授信貸額之存款。約273,202,000港元(二零二零年：178,532,000港元)之存款已作為短期借貸之抵押，故被分類為流動資產。餘下約4,308,000港元(二零二零年：81,974,000港元)之存款已作為長期借貸之抵押，故被分類為非流動資產。

以上抵押存款按當時市場之存款利率計息。該等抵押存款將於有關借貸獲償還時解除。

(b) 應收證券交易賬項及存款

應收證券交易賬項及存款主要為應收結算所、證券經紀及客戶款項。

(c) 定期存款、銀行結餘及現金

定期存款及若干銀行結餘按當時市場之存款利率計息。於二零二一年十二月三十一日，並無金額(二零二零年：約35,634,000港元)為原存款期多於三個月之定期存款，所有存款(二零二零年：餘下之存款)之原存款期為不多於三個月。本集團並無就存款結餘持有抵押。於二零二一年十二月三十一日，現金及現金等值項目結餘金額約為2,479,874,000港元(二零二零年：1,618,908,000港元)。

30. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS

30. 應收賬項、按金、其他應收賬項及預付款項

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Trade receivables	應收貿易賬項	67,765	24,756
Less: Allowance for credit losses	減：信貸虧損撥備	(4)	(2,939)
		67,761	21,817
Deposits and prepayments	按金及預付款項	77,984	94,497
Interest receivables from bonds and structured products (net of allowance for credit losses)	債券及結構性產品之應收利息 (扣除信貸虧損撥備)	5,520	61,455
Other receivables	其他應收賬項	144,235	122,763
		295,500	300,532
Analysed for reporting purpose as:	作報告用途之分析：		
Non-current	非流動性質	34,762	50,380
Current	流動性質	260,738	250,152
		295,500	300,532

Included in debtors, deposits, other receivables and prepayments are trade receivables of approximately HK\$67,761,000 (2020: HK\$21,817,000), which comprised rental and building management fee receivables billed in advance and settlements from tenants which are expected upon receipts of billings and receivables from property management services and cosmetics business.

The carrying amounts of trade receivables (net of allowance for credit losses) of the Group's major businesses are as follows:

應收賬項、按金、其他應收賬項及預付款項包括應收貿易賬項約67,761,000港元(二零二零年：21,817,000港元)，包括預先開單而預期租戶會於收到單據後支付之應收租金及樓宇管理費，以及來自物業管理服務及化妝品業務之應收賬項。

本集團主要業務應收貿易賬項(扣除信貸虧損撥備)之賬面值如下：

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Rental receivables from property leasing	物業租賃之應收租金	57,768	12,628
Receivables from building and property management services	樓宇及物業管理服務之 應收賬項	6,710	7,940
Receivables from cosmetics business	化妝品業務之應收賬項	3,283	1,249
		67,761	21,817

30. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

The Group maintains a defined credit policy to assess the credit quality of each counterparty. The collection is closely monitored to minimise any credit risk associated with these trade receivables. Rental and building management fee in respect of leased properties are payable in advance by the tenants. Other trade debtors settle their accounts according to the payment terms as stated in the respective contracts.

The following is the aged analysis of trade receivables (net of allowance for credit losses), presented based on the respective revenue recognition dates, at the end of the reporting period:

0–30 days	零至三十日
31–60 days	三十一日至六十日
61–90 days	六十一日至九十日
Over 90 days	九十日以上

The following is the aged analysis of trade receivables which are past due but not impaired:

0–30 days	零至三十日
31–60 days	三十一日至六十日
61–90 days	六十一日至九十日
Over 90 days	九十日以上

30. 應收賬項、按金、其他應收賬項及預付款項(續)

本集團已制訂明確之信貸政策，以評估各交易方之信貸質素。本集團密切監察收款情況，務求盡量減低該等應收貿易賬項相關之信貸風險。租賃物業之租金及樓宇管理費須由租戶預先支付。其他貿易債務人根據個別合約內列明之付款條款清還彼等賬項。

根據各項收入之確認日期呈列之應收貿易賬項(扣除信貸虧損撥備)於報告期末之賬齡分析如下：

2021 HK\$'000 千港元	2020 HK\$'000 千港元
28,984	13,941
2,792	4,116
642	498
35,343	3,262
67,761	21,817

已逾期但未被減值之應收貿易賬項之賬齡分析如下：

2021 HK\$'000 千港元	2020 HK\$'000 千港元
30,099	15,638
796	2,190
1,247	60
33,691	2,987
65,833	20,875

30. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

30. 應收賬項、按金、其他應收賬項及預付款項(續)

Movement in the allowance for credit losses:

信貸虧損撥備之變動：

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	2,939	54
Reversal of allowance for credit losses recognised in respect of trade receivables	就應收貿易賬項確認撥回之信貸虧損撥備	(3,059)	(29)
Allowance for credit losses recognised in respect of trade receivables	就應收貿易賬項確認之信貸虧損撥備	13	2,852
Exchange adjustments	匯兌調整	139	68
Amount written off as uncollectible	因不可收回而撇銷之款項	(28)	(6)
At 31 December	於十二月三十一日	4	2,939

For those past due but not impaired receivables, although the Group does not hold any collateral as security, the Group has assessed the creditworthiness, past payment history and substantial settlement after the end of the reporting period, and considers that the amounts are still recoverable and no further credit provision is required in excess of allowance for credit losses.

就已逾期但未被減值之應收賬項而言，雖然本集團並無持有任何抵押品作擔保，本集團已就其信譽、過往還款記錄及於報告期末後之主要結賬作出評估，並認為該等數額仍可收回，無須作進一步(多於信貸虧損撥備)之信貸撥備。

Trade receivables over 90 days comprise mainly rental and building management fee receivables of approximately HK\$32,436,000 (2020: HK\$1,594,000), which are sufficiently covered by rental and/or building management fee deposits received from the respective tenants, and no allowance is required for these receivables under the Group's allowance policy.

超過九十日之應收貿易賬項主要包括應收租金及樓宇管理費約32,436,000港元(二零二零年：1,594,000港元)(其足以被收取有關租戶之租金及/或樓宇管理費按金所保障)，根據本集團之撥備政策，無須為該等應收賬項作出撥備。

Trade receivables which are neither overdue nor impaired are in good quality.

既無逾期亦未被減值之應收貿易賬項之質素良好。

31. STOCK OF PROPERTIES

As at 31 December 2021 and 2020, all of the stock of properties were completed properties and the Directors reviewed the carrying amounts of the completed properties with reference to prevailing market conditions and the estimated selling prices provided by LCH (Asia-Pacific) (2020: B.I. Appraisals).

During the year ended 31 December 2021, no write-down of completed properties (2020: approximately HK\$4,831,000) was recognised in the consolidated statement of comprehensive income. The write-down in 2020 was recognised as a result of the assessment that net realisable value of a completed property was lower than its carrying amount.

32. INVENTORIES

Finished goods	製成品
Raw materials	原材料

All inventories were stated at the lower of cost and net realisable value.

33. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade payables of approximately HK\$3,776,000 (2020: HK\$4,142,000).

The following is the aged analysis of trade payables, presented based on the invoice date, at the end of the reporting period:

0–90 days	零至九十日
Over 90 days	九十日以上

31. 物業存貨

於二零二一年及二零二零年十二月三十一日，所有物業存貨均為落成物業，且董事參考當時市況及由利駿行測量師(二零二零年：保柏國際評估)提供之估計售價，審閱落成物業之賬面值。

於截至二零二一年十二月三十一日止年度內，並無(二零二零年：約4,831,000港元)落成物業之減值於綜合全面收益報表中確認。於二零二零年確認之減值乃因評估落成物業之可變現淨值較其賬面值低而導致。

32. 存貨

2021 HK\$'000 千港元	2020 HK\$'000 千港元
2,689	4,075
825	889
3,514	4,964

所有存貨按成本及可變現淨值兩者中較低者列賬。

33. 應付賬項及應計款項

應付賬項及應計款項包括應付貿易賬項約3,776,000港元(二零二零年：4,142,000港元)。

根據發票日期呈列之應付貿易賬項於報告期末之賬齡分析如下：

2021 HK\$'000 千港元	2020 HK\$'000 千港元
2,633	1,737
1,143	2,405
3,776	4,142

34. BORROWINGS

34. 借貸

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Secured bank borrowings repayable within a period of (note):	須於下列期間償還之有抵押銀行借貸(附註)：		
Less than one year	一年以下	2,199,157	3,463,138
More than one year but within two years	一年以上但不超逾兩年	314,955	928,959
More than two years but within five years	兩年以上但不超逾五年	1,497,582	1,022,437
		4,011,694	5,414,534
Secured bank borrowings that contain repayment on demand clause (shown as current liabilities) but repayable within a period of (note):	附帶按要求償還條款之有抵押銀行借貸(列作流動負債)，惟須於下列期間償還(附註)：		
Less than one year	一年以下	665,820	-
More than one year but within two years	一年以上但不超逾兩年	12,000	595,169
More than two years but within five years	兩年以上但不超逾五年	766,000	180,000
		1,443,820	775,169
Total secured bank borrowings	有抵押銀行借貸總額	5,455,514	6,189,703
Other secured borrowings repayable within one year	須於一年內償還之其他有抵押借貸	-	1,074,129
		5,455,514	7,263,832
Less: Amounts due within one year	減：一年內到期之款項	(3,642,977)	(5,312,436)
Amounts due after one year	一年後到期之款項	1,812,537	1,951,396

Note: The amounts due are based on scheduled repayment dates as set out in the loan agreement(s).

附註：該等到期之金額按貸款協議中載列之預定還款日期。

34. BORROWINGS (Cont'd)

The bank borrowings denominated in HK\$ are variable-rate borrowings which carry interest ranging from HIBOR plus 0.75% to 1.20% (2020: ranging from HIBOR plus 0.68% to 1.20% or at cost of funds of a bank plus 0.90%) per annum.

The borrowings denominated in US\$ and GBP from banks and a financial institution are variable-rate borrowings which carry interest at cost of funds of a bank plus 0.90% or LIBOR plus 1.50% or ranging from compounded reference rate plus 1.08% to 1.62% (2020: cost of funds of a bank plus 0.90% or ranging from LIBOR plus 1.08% to 1.62%) per annum.

As at 31 December 2020, other borrowings were variable-rate borrowings which carried interest ranging from costs of funds of individual financial institutions plus 0.25% to 0.35% or HIBOR plus 1.10% to 1.18% per annum.

The Group's borrowings that are denominated in currencies other than HK\$ are set out below:

US\$	美元
GBP	英鎊
EUR	歐元

As at 31 December 2021, borrowings with carrying amount of approximately HK\$5,455,514,000 (2020: HK\$7,100,735,000) were guaranteed by, where appropriate, the Company and a subsidiary of the Company.

34. 借貸(續)

以港元計值之銀行借貸為浮息借貸，年利率按香港銀行同業拆息加0.75厘至1.20厘(二零二零年：香港銀行同業拆息加0.68厘至1.20厘或一間銀行資金成本加0.90厘)計算。

以美元及英鎊計值之銀行及一間金融機構借貸為浮息借貸，年利率按一間銀行資金成本加0.90厘或倫敦銀行同業拆息加1.50厘或複合參考利率加1.08厘至1.62厘(二零二零年：一間銀行資金成本加0.90厘或倫敦銀行同業拆息加1.08厘至1.62厘)計算。

於二零二零年十二月三十一日，其他借貸為浮息借貸，年利率按個別金融機構資金成本加0.25厘至0.35厘或香港銀行同業拆息加1.10厘至1.18厘計算。

本集團以港元以外貨幣計值之借貸載列如下：

2021 HK\$'000 千港元	2020 HK\$'000 千港元
1,240,226	1,238,383
2,741,288	3,948,554
-	29,919
3,981,514	5,216,856

於二零二一年十二月三十一日，本公司及本公司一間附屬公司(如適用)已就賬面值約5,455,514,000港元(二零二零年：7,100,735,000港元)之借貸作出擔保。

35. DERIVATIVE FINANCIAL INSTRUMENT

35. 衍生金融工具

		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Cross currency swap	貨幣掉期	-	111

The table below is prepared based on the maturity date of the contract. The major terms of the cross currency swap as at 31 December 2020 are as follows:

Liability	負債	2020		
		Notional amount 名義金額		Fair value 公平值
		US\$'000 千美元	HK\$'000 千港元	HK\$'000 千港元
US\$/HK\$ cross currency swap	美元／港元貨幣掉期			
- Within 1 year	- 一年內	159,738	1,238,000	111

The Group used the cross currency swap to exchange US\$ denominated bank borrowing of approximately US\$159,738,000 into HK\$ denominated bank borrowing of HK\$1,238,000,000.

The cross currency swap was stated at fair value as at 31 December 2020. Details of the fair value measurement are disclosed in Note 5(c).

下表乃根據合約到期日編製。於二零二零年十二月三十一日，貨幣掉期之主要條款如下：

2020		
Notional amount 名義金額		Fair value 公平值
US\$'000 千美元	HK\$'000 千港元	HK\$'000 千港元
159,738	1,238,000	111

本集團以貨幣掉期將美元計值銀行借貸約159,738,000美元交換為港元計值銀行借貸1,238,000,000港元。

於二零二零年十二月三十一日，貨幣掉期以公平值列賬。公平值計量之詳情已於附註5(c)內披露。

36. SHARE CAPITAL

Movements in the share capital of the Company during the year were as follows:

36. 股本

本公司之股本於本年度變動如下：

		Number of shares		Share capital	
		股份數目		股本	
		2021	2020	2021	2020
				HK\$'000	HK\$'000
				千港元	千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股				
Authorised:	法定股本：				
At 1 January and 31 December	於一月一日及十二月三十一日	5,000,000,000	5,000,000,000	500,000	500,000
Issued and fully paid:	已發行及繳足股本：				
At 1 January and 31 December	於一月一日及十二月三十一日	1,907,619,079	1,907,619,079	190,762	190,762

37. AMOUNTS DUE TO ASSOCIATES, INVESTEE COMPANIES AND NON-CONTROLLING SHAREHOLDERS

The amounts due to associates, investee companies and non-controlling shareholders are unsecured and interest-free. The associates, investee companies and non-controlling shareholders will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current.

37. 欠負聯營公司、接受投資公司及非控股股東款項

欠負聯營公司、接受投資公司及非控股股東款項均為無抵押及免息。該等聯營公司、接受投資公司及非控股股東不會於報告期末起計一年內要求償還款項，故將該等款項列作非流動性質。

38. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

(a) Acquisition of Pinwheel

On 23 December 2021, an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement in relation to acquisition of the entire issued share capital of Pinwheel and the sale loan ("Pinwheel Acquisition"). The Group acquired a property located in Hong Kong and its related assets and liabilities as a result of the acquisition of the entire issued share capital of Pinwheel. The Pinwheel Acquisition was completed on 23 December 2021 at a total cash consideration of approximately HK\$160,155,000.

38. 透過收購一間附屬公司收購資產

(a) 收購成弘

於二零二一年十二月二十三日，本公司之一間間接全資擁有附屬公司訂立一份買賣協議，內容有關收購成弘之全部已發行股本及銷售貸款（「成弘收購事項」）。本集團因收購成弘之全部已發行股本收購一項位於香港之物業以及其相關資產及負債。成弘收購事項於二零二一年十二月二十三日完成，總現金代價約為160,155,000港元。

38. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY (Cont'd)

(a) Acquisition of Pinwheel (Cont'd)

Under HKFRS 3 (Revised) "Business Combinations", the Pinwheel Acquisition was accounted for as an acquisition of assets and liabilities as Pinwheel being acquired by the Group does not constitute an acquisition of business. The Group identified and recognised the individual identifiable assets acquired and liabilities assumed. The cost of the Pinwheel Acquisition was allocated to the individual identifiable assets and liabilities on the basis of their relative fair values as at the date of acquisition. Such a transaction does not give rise to goodwill.

38. 透過收購一間附屬公司收購資產(續)

(a) 收購成弘(續)

根據香港財務報告準則第3號(經修訂)「業務合併」，由於本集團收購成弘並不構成一項業務收購，故成弘收購事項以收購資產及負債入賬。本集團識別及確認個別可識別之收購資產及承擔負債。成弘收購事項之成本分配至個別可識別資產及負債，按其於收購日期相關公平值為基準。此項交易並無產生商譽。

		2021 HK\$'000 千港元
The net assets of Pinwheel acquired as at the date of acquisition were as follows:	於收購日期收購成弘之資產淨值如下：	
Investment properties (Note 19)	投資物業(附註19)	160,959
Deposits and prepayments	按金及預付款項	158
Accruals	應計款項	(3)
Shareholder's loan	股東貸款	(91,713)
Net assets acquired	收購資產淨值	69,401
Assignment of a shareholder's loan	轉讓股東貸款	91,713
		161,114
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	160,155
Expenses incurred for acquisition	收購所產生之開支	959
		161,114
Net cash outflow arising from acquisition:	收購時產生之現金流出淨額：	
Cash consideration paid	已付現金代價	160,155
Expenses incurred for acquisition	收購所產生之開支	959
		161,114

38. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY (Cont'd)

(b) Acquisition of Landrich

On 10 January 2020, an indirect wholly-owned subsidiary of the Company, as the purchaser, entered into a sale and purchase agreement with another shareholder of Landrich, as the seller, in relation to the acquisition of the remaining 49% of the entire issued share capital of Landrich (a joint venture of the Group at the time of entering into the sale and purchase agreement, holding a property located at Nos. 14–18 Ma Kok Street in Tsuen Wan, New Territories, Hong Kong) and the sale loan ("Landrich Acquisition"). The Group owned 51% interest in Landrich prior to the Landrich Acquisition and Landrich had become a wholly-owned subsidiary of the Company following the completion of the Landrich Acquisition. The Group acquired the abovementioned property and its related assets and liabilities as a result of the acquisition of the remaining 49% of the entire issued share capital of Landrich. The Landrich Acquisition was completed on 28 February 2020 at a total cash consideration of approximately HK\$355,839,000. Details of the Landrich Acquisition were set out in the announcement of the Company dated 10 January 2020.

Under HKFRS 3 (Revised), the Landrich Acquisition was accounted for as an acquisition of assets and liabilities as Landrich being acquired by the Group did not constitute an acquisition of business. The Group identified and recognised the individual identifiable assets acquired and liabilities assumed. The cost of the Landrich Acquisition was allocated to the individual identifiable assets and liabilities on the basis of their relative fair values as at the date of acquisition. Such a transaction did not give rise to goodwill.

38. 透過收購一間附屬公司收購資產(續)

(b) 收購隆裕

於二零二零年一月十日，本公司之一間間接全資擁有附屬公司(作為買方)與隆裕之另一股東(作為賣方)訂立一份買賣協議，內容有關收購隆裕(於訂立該買賣協議時為本集團一間合資公司，持有位於香港新界荃灣馬角街14至18號之物業)餘下49%全部已發行股本及銷售貸款(「隆裕收購事項」)。本集團於隆裕收購事項前擁有隆裕51%權益。隨著完成隆裕收購事項，隆裕已成為本公司之一間全資擁有附屬公司。本集團透過收購隆裕餘下49%全部已發行股本收購上述物業以及其相關資產及負債。隆裕收購事項於二零二零年二月二十八日完成，總現金代價約為355,839,000港元。隆裕收購事項之詳情已載列於本公司日期為二零二零年一月十日之公布內。

根據香港財務報告準則第3號(經修訂)，由於本集團收購隆裕並不構成一項業務收購，故隆裕收購事項以收購資產及負債入賬。本集團識別及確認個別可識別之收購資產及承擔負債。隆裕收購事項之成本分配至個別可識別資產及負債，按其於收購日期之相關公平值為基準。此項交易並無產生商譽。

38. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY (Cont'd)

(b) Acquisition of Landrich (Cont'd)

		2020 HK\$'000 千港元
The net assets of Landrich acquired as at the date of acquisition were as follows:	於收購日期收購隆裕之資產淨值如下：	
Investment properties (Note 19)	投資物業(附註19)	900,562
Deposits, other receivables and prepayments	按金、其他應收賬項及預付款項	2,018
Time deposit and bank balance	定期存款及銀行結餘	3,677
Creditors and accruals	應付賬項及應計款項	(4,571)
Tax liabilities	稅項負債	(1,227)
Shareholders' loans	股東貸款	(317,467)
Borrowing	借貸	<u>(180,000)</u>
Net assets acquired	收購資產淨值	402,992
Assignment of a shareholder's loan	轉讓股東貸款	<u>158,649</u>
		<u>561,641</u>
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	355,839
Expenses incurred for acquisition	收購所產生之開支	276
Fair value of the existing shareholding	現有股權之公平值	<u>205,526</u>
		<u>561,641</u>
Net cash outflow arising from acquisition:	收購時產生之現金流出淨額：	
Cash consideration paid	已付現金代價	355,839
Expenses incurred for acquisition	收購所產生之開支	276
Time deposit and bank balance acquired	已收購之定期存款及銀行結餘	<u>(3,677)</u>
		<u>352,438</u>

38. 透過收購一間附屬公司收購資產(續)

(b) 收購隆裕(續)

39. MAJOR NON-CASH TRANSACTIONS

Save as disclosed elsewhere in these consolidated financial statements, the Group did not have major non-cash transactions.

39. 主要非現金交易

除本綜合財務報表其他部分所披露者外，本集團並無主要非現金交易。

40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

40. 融資業務所產生負債之對賬

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified as cash flows from financing activities in the Group's consolidated statement of cash flows.

下表載列本集團融資業務所產生之負債變動詳情，包括現金及非現金變動。融資業務所產生之負債乃指其現金流量會或未來現金流量將會於本集團之綜合現金流量表內分類為融資業務產生之現金流量之負債。

		Amounts due to non-						Total
		Borrowings	Loan from a director	controlling shareholders	Lease liabilities	Dividend payable	Interest payable	
		借貸	董事貸款	股東款項	租賃負債	應付股息	應付利息	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2020	於二零二零年一月一日	13,442,259	-	333	132,054	-	16,249	13,590,895
Financing cash flows	融資現金流量	(6,489,109)	229	-	(56,106)	(38,152)	(196,651)	(6,779,789)
Exchange adjustments	匯兌調整	130,682	(229)	-	-	-	(33)	130,420
Dividends declared	宣派股息	-	-	-	-	38,152	-	38,152
Increase in lease liabilities from entering into new leases during the year	於本年度訂立新租約而增加之租賃負債	-	-	-	46,267	-	-	46,267
Acquisition of assets through acquisition of a subsidiary (Note 38(b))	透過收購一間附屬公司收購資產 (附註38(b))	180,000	-	-	-	-	-	180,000
Other changes	其他調整	-	-	(58)	-	-	-	(58)
Total interest (Note 11)	利息總額(附註11)	-	-	-	2,975	-	188,195	191,170
At 31 December 2020	於二零二零年十二月三十一日	7,263,832	-	275	125,190	-	7,760	7,397,057
Financing cash flows	融資現金流量	(1,803,873)	-	-	(69,258)	(19,076)	(91,505)	(1,983,712)
Exchange adjustments	匯兌調整	(4,445)	-	-	-	-	37	(4,408)
Dividend declared	宣派股息	-	-	-	-	19,076	-	19,076
Increase in lease liabilities from entering into new lease during the year	於本年度訂立新租約而增加之租賃負債	-	-	-	1,944	-	-	1,944
Total interest (Note 11)	利息總額(附註11)	-	-	-	1,834	-	91,323	93,157
At 31 December 2021	於二零二一年十二月三十一日	5,455,514	-	275	59,710	-	7,615	5,523,114

41. PLEDGE OF ASSETS

At the end of the reporting period, the carrying amounts of the assets pledged by the Group to secure general banking facilities granted to the Group (2020: to secure general banking and other loan facilities granted to the Group and to secure the securities transactions), are analysed as follows:

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Investment properties	投資物業	11,334,940	12,387,045
Properties	物業	42,922	–
Financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產	–	3,199,195
Financial assets measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之金融資產	–	9,678,146
Non-current pledged deposits	非流動抵押存款	4,308	81,974
Current pledged deposits	流動抵押存款	273,202	178,532
		11,655,372	25,524,892

As at 31 December 2021 and 2020, interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

41. 資產抵押

於報告期末，本集團就本集團獲授之一般銀行貸款融資(二零二零年：一般銀行及其他貸款融資以及證券交易)而抵押之資產賬面值分析如下：

於二零二一年及二零二零年十二月三十一日，本公司若干附屬公司之權益已質押作為本集團獲授若干銀行借貸之部分抵押品。

42. CAPITAL COMMITMENTS

42. 資本承擔

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Authorised and contracted for:	已批准及已簽約：		
Capital investment in limited partnership (note)	有限合夥企業之資本投資 (附註)	60,700	69,348
Redevelopment expenditure of properties	物業重建開支	172,688	20,917
Purchases of equipment and leasehold improvement	購買設備及租賃物業裝修	72,587	6,864
Refurbishment of properties	翻新物業	1,455	1,272
		307,430	98,401

Note: The Group had committed to make a capital contribution of US\$100,000,000 (equivalent to HK\$779,900,000) in the Cayman Islands Partnership. Up to the end of the reporting period, approximately US\$92,217,000 (equivalent to approximately HK\$715,235,000) (2020: US\$91,055,000 (equivalent to approximately HK\$706,224,000)) among the contribution has been paid by the Group. The outstanding amount was approximately US\$7,783,000 (equivalent to approximately HK\$60,700,000, after exchange adjustment) (2020: US\$8,945,000 (equivalent to approximately HK\$69,348,000, after exchange adjustment)).

附註：本集團就開曼群島合夥企業承諾作出100,000,000美元(相當於779,900,000港元)之資本注資。截至報告期末止，本集團已注資約92,217,000美元(相當於約715,235,000港元)(二零二零年：91,055,000美元(相當於約706,224,000港元))資本承擔金額。未注資之金額約為7,783,000美元(相當於約60,700,000港元(經匯兌調整後))(二零二零年：8,945,000美元(相當於約69,348,000港元(經匯兌調整後)))。

43. CONTINGENT LIABILITIES

43. 或然負債

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Guarantee given to a bank in respect of banking facilities in lieu of the cash public utility deposit jointly utilised by subsidiaries	為附屬公司獲授共用之銀行信貸額以取替現金公用事務存款而向一間銀行提供之擔保	15,000	15,000
Guarantee given to a bank in respect of a banking facility utilised by an investee company/indemnity given to a third party in relation to an investee company	為一間接受投資公司動用之銀行信貸額而向一間銀行提供之擔保/與一間接受投資公司有關向第三方授予之彌償保證	613,830	613,830
		628,830	628,830

No provision for financial guarantee contracts and/or deed of indemnity have been made as at 31 December 2021 and 2020 as the Directors considered the default risk is low.

由於董事認為違約風險低，故於二零二一年及二零二零年十二月三十一日並無就財務擔保合約及/或彌償保證契據作出撥備。

44. OPERATING LEASES

The Group as lessor

Property rental income earned during the year was approximately HK\$327,346,000 (2020: HK\$373,461,000) less outgoings of approximately HK\$35,816,000 (2020: HK\$51,152,000).

Variable lease payments that do not depend on an index or a rate amounted to approximately HK\$652,000 (2020: HK\$250,000) for the year ended 31 December 2021.

Most of the investment properties of the Group held in Hong Kong have committed tenants with lease terms which ranged from two to three years and in the United Kingdom have committed tenants with lease terms of over five years.

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments under non-cancellable operating leases to be received after the reporting date.

Within one year	第一年內
More than one year but within two years	一年以上但不超逾兩年
More than two years but within three years	兩年以上但不超逾三年
More than three years but within four years	三年以上但不超逾四年
More than four years but within five years	四年以上但不超逾五年
More than five years	超逾五年

44. 營業租約

本集團作為出租人

於本年度賺取之物業租金收入約為327,346,000港元(二零二零年：373,461,000港元)扣除開支約為35,816,000港元(二零二零年：51,152,000港元)。

截至二零二一年十二月三十一日止年度並非取決於指數或利率之可變租賃付款約為652,000港元(二零二零年：250,000港元)。

本集團大部分位於香港投資物業之租戶承擔租用年期由兩至三年及位於英國投資物業之租戶承擔租用年期超過五年。

以下列表乃租賃付款之到期日分析，顯示於報告日期後根據不可撤銷之營業租賃下將會收到之未貼現租賃付款。

	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Within one year	284,799	287,039
More than one year but within two years	210,911	232,350
More than two years but within three years	141,411	161,339
More than three years but within four years	64,564	102,251
More than four years but within five years	34,218	60,401
More than five years	284,803	301,346
	1,020,706	1,144,726

45. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution retirement schemes in Hong Kong, namely the Occupational Retirement Scheme (“ORSO Scheme”) and the Mandatory Provident Fund Scheme (“MPF Scheme”). Contributions to the ORSO Scheme made by the Group are based on a percentage of employees’ salaries ranging from 5% to 10%, depending upon the length of service of the employees. From 1 December 2000, newly joined employees are compulsorily required to join the MPF Scheme. The employer and its employees are each required to make contributions to the scheme at rates specified in the rules of the MPF Scheme.

45. 退休福利計劃

本集團參與香港退休界定供款計劃名為職業退休計劃(「職業退休計劃」)及強制性公積金計劃(「強積金計劃」)。本集團向職業退休計劃作出僱員薪酬之5%至10%供款(視乎僱員服務年資)。由二零零零年十二月一日起加入本集團之新僱員均須強制參加強積金計劃。僱主及僱員均須按強積金計劃規則內列明之比率作出供款。

45. RETIREMENT BENEFIT SCHEMES (Cont'd)

The total costs charged to the consolidated statement of comprehensive income of approximately HK\$8,507,000 (2020: HK\$8,744,000) represented contributions payable to these schemes by the Group for the year.

46. MATERIAL RELATED PARTY TRANSACTIONS

Transactions:

In 2020 and prior year, the Group entered into lease agreements ("Leases") in respect of leases of certain leasehold properties held by a company controlled by a Director and the Trustee of Substantial Shareholders as headquarter of the Group.

Under the Leases, the aggregate amount of rent and building management fee payable per month are approximately HK\$5,619,000 and approximately HK\$621,000 respectively; and the aggregate amount of security deposit paid as at 31 December 2021 was approximately HK\$19,562,000. At the commencement date of the respective Leases, the Group recognised the present value of the lease payments over the lease term as lease liability and the aggregate amount of lease liability and estimated costs to be incurred by the Group for restoration of the property as right-of-use asset. As at 31 December 2021, the aggregate carrying amount of the lease liability and the right-of-use asset of the Leases were approximately HK\$57,890,000 (2020: HK\$123,500,000) and approximately HK\$57,928,000 (2020: HK\$124,565,000) respectively. Rent and building management fee of the Leases for the year ended 31 December 2021 amounted to approximately HK\$74,878,000 (2020: HK\$63,507,000) in aggregate. The transactions of the Leases constituted connected transactions and continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Details of the Leases were disclosed in the announcements of the Company dated 28 February 2019 and 12 June 2020 and the paragraph headed "Connected Transactions" in the section headed "Directors' Report" of this annual report.

45. 退休福利計劃(續)

於綜合全面收益報表扣除之費用總額約為8,507,000港元(二零二零年：8,744,000港元)，即本集團於本年度向該等計劃應付之供款。

46. 重大關連人士交易

交易：

於二零二零年及前年，本集團訂立租賃協議(「該等租賃」)，內容關於承租一間由一位董事及主要股東之信託人控制之公司持有之若干租賃物業作為本集團之總部。

根據該等租賃，每月應付租金總額及樓宇管理費總額分別約5,619,000港元及約621,000港元；而於二零二一年十二月三十一日已付保證按金總額約19,562,000港元。於該等租賃各自之開始日期，本集團將租期內租賃付款之現值確認為租賃負債，以及將租賃負債及本集團還原物業所產生之估計成本之合計金額確認為使用權資產。於二零二一年十二月三十一日，該等租賃之租賃負債及使用權資產之賬面值總額分別約57,890,000港元(二零二零年：123,500,000港元)及約57,928,000港元(二零二零年：124,565,000港元)。截至二零二一年十二月三十一日止年度，該等租賃之租金及樓宇管理費合共約74,878,000港元(二零二零年：63,507,000港元)。根據上市規則第14A章，該等租賃交易構成本公司之關連交易及持續關連交易。

該等租賃之詳情於本公司日期為二零一九年二月二十八日及二零二零年六月十二日之公布以及於本年報「董事會報告書」一節中「關連交易」一段內披露。

46. MATERIAL RELATED PARTY TRANSACTIONS (Cont'd)

Transactions: (Cont'd)

Save as disclosed above and elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year:

46. 重大關連人士交易(續)

交易：(續)

除上文及本綜合財務報表其他部分所披露者外，本集團於本年度與關連人士進行以下重大交易：

		2021	2020
		HK\$'000	HK\$'000
		千港元	千港元
Income received from associates:	已收聯營公司之收入：		
Interest income	利息收入	2,029	2,141
Accountancy fee	會計費	120	120
Management fee	管理費	48	48
Income received from Directors and/or the Trustee of Substantial Shareholders, close family members of Directors and/or the Trustee of Substantial Shareholders and companies controlled by Directors and/or the Trustee of Substantial Shareholders:	已收董事及／或主要股東之信託人、與董事及／或主要股東之信託人關係密切之家庭成員以及董事及／或主要股東之信託人控制之公司之收入：		
Rental services	租賃服務	3,250	3,756
Property management services, leasing administration services and property administration services	物業管理服務、 租務行政服務及 物業行政服務	28,736	30,872
Advisory and consultancy services	諮詢及顧問服務	32	37
Other ordinary services	其他一般服務	999	3,053
Licence fee paid to a company controlled by a Director and the Trustee of Substantial Shareholders	已付一位董事及主要股東之信託人控制之公司之許可費	7	7
Rent and building management fee paid to associates	已付聯營公司之租金及樓宇管理費	4,305	4,281
Considerations in respect of the disposals of debt securities to a Director and the Trustee of Substantial Shareholders	有關出售債務證券予一位董事及主要股東之信託人之代價	-	6,718,586

46. MATERIAL RELATED PARTY TRANSACTIONS (Cont'd)

Transactions: (Cont'd)

Interest income was charged at the prevailing market rates based on outstanding balances during the year. Accountancy fee was charged based on an appropriate allocation of costs incurred by central administrative departments of the Group. Management fee, licence fee, rent, building management fee and security deposit paid were determined based on terms similar to those applicable to transactions with unrelated parties.

Income from services fees of rental services, property management services, leasing administration services, property administration services, advisory and consultancy services and other ordinary services (the contract for services with effect from 1 November 2020 (details were disclosed in the announcement of the Company dated 14 August 2020 and the circular of the Company dated 7 October 2020) and the former contract for services (details were disclosed in the announcement of the Company dated 31 October 2017)) were charged at the terms agreed by both parties. These related party transactions constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Details of these continuing connected transactions are disclosed in the paragraph headed "Connected Transactions" in the section headed "Directors' Report" of this annual report.

Considerations in respect of the disposals of debt securities were determined as the aggregate of (i) an amount representing 100% of the principal amount or the market bid price for debt securities disposed of, whichever was higher; and (ii) the total amount of notional interest on the principal amount for debt securities disposed of. The disposals of debt securities constituted connected transactions of the Company under Chapter 14A of the Listing Rules. Details of the transaction are disclosed in Note 25(i).

46. 重大關連人士交易(續)

交易：(續)

利息收入乃根據於本年度未償還結餘按當時市場利率計算。會計費乃按本集團之中央行政部門所產生之成本之適當分配而收取。管理費、許可費、租金、樓宇管理費及已付保證按金乃根據與非關連人士交易適用之類似條款而釐定。

來自租賃服務、物業管理服務、租務行政服務、物業行政服務、諮詢及顧問服務以及其他一般服務之服務費收入(自二零二零年十一月一日起生效之服務合約(詳情於本公司日期為二零二零年八月十四日之公布及二零二零年十月七日之通函內披露)及先前之服務合約(詳情於本公司日期為二零一七年十月三十一日之公布內披露)乃根據雙方協定之條款收取。根據上市規則第14A章，該等關連人士交易構成本公司之持續關連交易。該等持續關連交易之詳情於本年報「董事會報告書」一節中「關連交易」一段內披露。

有關出售債務證券之代價乃按(i)出售債務證券本金金額之100%或市場買入價(以較高者為準)之金額；及(ii)出售債務證券本金金額之名義利息總金額之總額而釐定。根據上市規則第14A章，該等出售債務證券構成本公司之關連交易。交易之詳情於附註25(i)披露。

46. MATERIAL RELATED PARTY TRANSACTIONS (Cont'd)

Transactions: (Cont'd)

During the year ended 31 December 2019, the Group entered into a facility agreement with a Director. At the request of the Group, the Director has agreed to make available to the Group a revolving loan facility of up to HK\$2,000,000,000. During the year ended 31 December 2021, the Group further entered into another facility agreement with the Director with the same revolving loan facility amount, which superseded the former facility agreement and with termination date falling beyond one year from 31 December 2021. During the year ended 31 December 2021, an aggregate amount equivalent to approximately HK\$420,218,000 (2020: HK\$589,778,000) was drawn and the loan has been fully repaid. As at 31 December 2021, there was no outstanding balance of loan from the Director (2020: nil). The facility is unsecured and interest-free. The transaction was fully exempted from reporting, announcement, independent shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

Balances:

Save as disclosed above, at the end of the reporting period, the Group had balances with a Director and/or the Trustee of Substantial Shareholders, a close family member of Directors and/or the Trustee of Substantial Shareholders, companies controlled by Directors and/or the Trustee of Substantial Shareholders and an entity of which the Trustee of Substantial Shareholders is a member of the key management personnel of approximately HK\$23,901,000 (2020: HK\$14,373,000) in aggregate which was included in debtors and other receivables.

Details of the balances with other related parties at the end of the reporting period are set out in Notes 24 and 37.

Key management personnel emoluments:

Remuneration for key management personnel is disclosed in Notes 15 and 16. The remuneration of the Directors and senior executives is recommended by the remuneration committee of the Company for the approval of the board of Directors having regard to the performance of individuals, their respective duties and responsibilities in the Group and the prevailing market condition as appropriate.

46. 重大關連人士交易(續)

交易：(續)

於截至二零一九年十二月三十一日止年度內，本集團與一位董事訂立融資協議。按本集團要求，該董事同意授予本集團上限為2,000,000,000港元之循環貸款額。於截至二零二一年十二月三十一日止年度，本集團與該董事再訂立另一份循環貸款額度相同之融資協議，以取代先前之融資協議，其終止日期為二零二一年十二月三十一日起一年後。於截至二零二一年十二月三十一日止年度內，提取金額合共相當於約420,218,000港元(二零二零年：589,778,000港元)之貸款已悉數償還。於二零二一年十二月三十一日並無未償還之董事貸款結餘(二零二零年：無)。該貸款額乃無抵押及免息。根據上市規則第14A章，該交易就申報、公布、獨立股東批准及年度檢討之規定獲全面豁免。

結餘：

除以上所披露，於報告期末，本集團與一位董事及／或主要股東之信託人、一位與董事及／或主要股東之信託人關係密切之家庭成員、董事及／或主要股東之信託人控制之公司以及主要股東之信託人作為主要管理人員之實體之交易結餘合共約為23,901,000港元(二零二零年：14,373,000港元)已包括在應收賬項及其他應收賬項內。

於報告期末，與其他關連人士之交易結餘詳情載列於附註24及37。

主要管理人員酬金：

主要管理人員酬金於附註15及16內披露。董事及高級行政人員之酬金由本公司之薪酬委員會參考個別人士表現、彼等於本集團內各自之職務與責任及當時市況(如適用)後向董事會建議批准。

47. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the following list contains only the subsidiaries as at 31 December 2021 which principally affected the results or assets of the Group.

47. 主要附屬公司詳情

董事認為列出全部附屬公司之詳情令篇幅過於冗長。故此，下表只載列於二零二一年十二月三十一日對本集團之業績或資產有重要影響之附屬公司之詳情。

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Alpha Team Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Cardin Factory Limited 嘉丹廠有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property trading 物業買賣
Chase Master Company Limited 翠權有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Securities investment 證券投資
Chinese Estates, Limited 華人置業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	100%	–	Investment holding and provision of management services 投資控股及 提供管理服務
Chinese Estates (Harcourt House) Limited	Hong Kong 香港	Ordinary 普通股	HK\$200 200港元	–	100%	Property investment 物業投資

47. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

47. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Country Homes Limited	Hong Kong 香港	Ordinary 普通股	HK\$200 200港元	–	100%	Property investment 物業投資
		Non-voting deferred ordinary 無投票權 遞延普通股	HK\$164,400 164,400港元			
		Non-voting deferred founder 無投票權 遞延創始人股	HK\$1,000 1,000港元			
Ever Ideal Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Evergo China Holdings Limited	Bermuda/Hong Kong 百慕達/香港	Ordinary 普通股	HK\$100,775,869.10 100,775,869.10港元	–	100%	Investment holding 投資控股
Evergo Holdings (China) Company Limited 愛美高集團(中國)有限公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	Ordinary 普通股	US\$2,509,454 2,509,454美元	–	100%	Investment holding 投資控股
Express Right Limited 迅正有限公司	British Virgin Islands/ United Kingdom 英屬維爾京群島/英國	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資

47. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

47. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Fair Eagle Finance Credit Limited 天發金融有限公司	Hong Kong 香港	Ordinary 普通股	HK\$50,000,000 50,000,000港元	–	100%	Securities margin financier 證券保證金融資
Fair Eagle Futures Company Limited 天發期貨有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,000,000 5,000,000港元	–	100%	Broking and dealing in futures contracts and provision of advisory services on futures contract 期貨合約經紀及 買賣及提供期貨 合約諮詢服務
Fair Eagle Securities Company Limited 天發證券有限公司	Hong Kong 香港	Ordinary 普通股	HK\$228,000,000 228,000,000港元	–	100%	Provision of brokerage and advisory services on securities 提供經紀服務 及證券諮詢服務
Flying Ease Limited 翔安有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Grade World Investment Limited 加世投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Securities investment 證券投資
Hillsborough Holdings Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Knightlights Property International S.A.	Luxembourg/ United Kingdom 盧森堡/英國	Ordinary 普通股	GBP33,000 33,000英鎊	–	100%	Property investment 物業投資

47. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

47. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Landrich (H.K.) Limited 隆裕(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	–	100%	Property investment 物業投資
Lucky Way Company Ltd. (Business name: Lucky Path Limited) (業務名稱: Lucky Path Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Paul Y. Holdings Company Limited	Cayman Islands/ Hong Kong 開曼群島/香港	Ordinary 普通股	HK\$70,715,005.70 70,715,005.70港元	100%	–	Investment holding 投資控股
Perfect World Company Limited 忠信物業管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Estate management 物業管理
Pinwheel Investments Limited 成弘投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$8 8港元	–	100%	Property investment 物業投資
River Court Properties Limited	Isle of Man/ United Kingdom 馬恩島/英國	Ordinary 普通股	GBP2 2英鎊	–	100%	Property investment 物業投資
Speed Win Limited 迅運有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property trading 物業買賣

47. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

47. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
State Smart Limited 邦穎有限公司	British Virgin Islands/ United Kingdom 英屬維爾京群島/英國	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
The House of Kwong Sang Hong Limited 廣生堂有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 500,000港元	–	100%	Cosmetics distribution and trading 化妝品分銷及貿易
Tycoon Fame Limited 亨耀有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Wing Lee Development Limited 永利拓展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Securities investment 證券投資
愛美高(北京)企業管理有限公司 [△] (Evergo (Beijing) Corporate Management Co., Ltd.) [△]	PRC 中國	Registered 註冊資本	US\$500,000 500,000美元	–	100%	Property investment 物業投資
愛美高(北京)投資顧問有限公司 [△] (Evergo Investment Counsel (Beijing) Co., Ltd.) [△]	PRC 中國	Registered 註冊資本	US\$20,000,000 20,000,000美元	–	100%	Property trading 物業買賣

None of the subsidiaries had issued any debt securities subsisting at the end of the reporting period or at any time during the reporting period.

於報告期末或於任何報告期間，並無附屬公司發行任何債務證券。

[△] Wholly foreign-owned enterprise

[△] 外商獨資企業

48. PARTICULARS OF PRINCIPAL ASSOCIATES

48. 主要聯營公司詳情

The Directors are of the opinion that a complete list of the particulars of all associates would be of excessive length and therefore the following list contains only the associates as at 31 December 2021 which principally affected the results or assets of the Group.

董事認為列出全部聯營公司之詳情令篇幅過於冗長。故此，下表只載列於二零二一年十二月三十一日對本集團之業績或資產有重要影響之聯營公司之詳情。

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立／經營地點	Class of share/ registered capital held 所持股份／ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本／註冊資本	Proportion of equity attributable indirectly to the Company 本公司間接應佔 股本之百分比	Principal activities 主要業務
Best Profit Limited 丰佳有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	25%	Property investment and trading 物業投資及買賣
Direct Win Development Limited 勝榮發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$900 900港元	33.33%	Property trading 物業買賣
Finedale Industries Limited 廣坤實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,999 9,999港元	33.33%	Property investment 物業投資
Power Jade Limited (Business name: Power Jade Capital Limited) (業務名稱： Power Jade Capital Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島／香港	Ordinary 普通股	US\$20 20美元	50%	Investment holding 投資控股
The Kwong Sang Hong International Limited	Bermuda 百慕達	Ordinary 普通股	HK\$100,000 100,000港元	50%	Investment holding 投資控股
東方藝術大廈有限公司 [†] Oriental Arts Building Co., Ltd. [†]	PRC 中國	Registered 註冊資本	US\$24,920,000 24,920,000美元	50%	Property investment and hotel operation 物業投資及酒店業務

[†] Sino-foreign equity joint venture enterprise

[†] 中外合資企業

49. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY 49. 本公司財務狀況報表及儲備

		Note	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Non-current assets	非流動資產			
Investments in subsidiaries	附屬公司投資		5,135,890	5,135,893
Loans to subsidiaries	附屬公司貸款		2,805,160	2,611,299
			7,941,050	7,747,192
Current assets	流動資產			
Amounts due from subsidiaries	附屬公司欠負款項		8,292,278	11,314,570
Other current assets	其他流動資產		328	321
Bank balances	銀行結餘		702,638	40,701
			8,995,244	11,355,592
Current liabilities	流動負債			
Amounts due to subsidiaries	欠負附屬公司款項		21,005	53,226
Other current liabilities	其他流動負債		7,683	945
			28,688	54,171
Net current assets	流動資產淨值		8,966,556	11,301,421
Total assets less current liabilities	資產總額減流動負債		16,907,606	19,048,613
Equity attributable to owners of the Company	本公司擁有人應佔股本權益			
Share capital	股本	36	190,762	190,762
Capital redemption reserve	資本贖回儲備		138,062	138,062
Other reserve	其他儲備		9	9
Retained profits	保留溢利		14,046,773	16,382,780
Total equity	股本權益總額		14,375,606	16,711,613
Non-current liability	非流動負債			
Loans from subsidiaries	附屬公司借貸		2,532,000	2,337,000
			16,907,606	19,048,613

Approved and authorised for issue by the board of Directors on 21 March 2022 and signed on its behalf by:

已獲董事會於二零二二年三月二十一日批准及授權發布，並由下列董事代表董事會簽署：

Chan, Hoi-wan
Director

陳凱韻
董事

Lam, Kwong-wai
Director

林光蔚
董事

49. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Cont'd)

Reserve movement of the Company

		Capital redemption reserve	Other reserve	Retained profits
		資本贖回儲備	其他儲備	保留溢利
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2020	於二零二零年一月一日	138,062	9	16,422,725
Loss for the year	本年度虧損	-	-	(1,793)
Interim dividend for 2020 paid	已付二零二零年中期股息	-	-	(19,076)
Final dividend for 2019 paid	已付二零一九年末期股息	-	-	(19,076)
At 31 December 2020	於二零二零年十二月三十一日	138,062	9	16,382,780
Loss for the year	本年度虧損	-	-	(2,328,536)
Final dividend for 2020 paid	已付二零二零年末期股息	-	-	(19,076)
Unclaimed dividends forfeited (note)	沒收未被領取之股息 (附註)	-	-	11,605
At 31 December 2021	於二零二一年十二月三十一日	138,062	9	14,046,773

Note: Unclaimed dividends forfeited represented dividends declared by the Company on or before 15 June 2015 remaining unclaimed by shareholders of the Company on 3 September 2021. During the year ended 31 December 2021, unclaimed dividends amounted to approximately HK\$11,605,000 (2020: nil) were forfeited and transferred to retained profits.

附註：沒收未被領取之股息乃指本公司於二零一五年六月十五日或之前宣派而本公司之股東於二零二一年九月三日仍未領取之股息。於截至二零二一年十二月三十一日止年度內，仍未被領取之股息金額約為11,605,000港元(二零二零年：無)已被沒收並轉撥至保留溢利。

50. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of Directors on 21 March 2022.

50. 授權刊發綜合財務報表

董事會已於二零二二年三月二十一日批准及授權發布綜合財務報表。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

Summary of the results, assets and liabilities of the Group for the last five years is as follows: 本集團過去五年之業績、資產與負債概要如下：

		For the year ended 31 December				
		截至十二月三十一日止年度				
		2021	2020	2019	2018	2017
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Results	業績					
Revenue (note (i))	收入(附註(i))	1,299,826	3,041,464	1,309,952	2,686,910	2,672,967
				(restated)	(restated)	(restated)
				(重列)	(重列)	(重列)
(Loss) profit before tax	除稅前(虧損)溢利	(3,480,360)	692,546	948,910	1,186,854	4,125,682
Income tax expense	所得稅開支	(33,188)	(70,282)	(157,258)	(127,041)	(327,049)
(Loss) profit for the year	本年度(虧損)溢利	(3,513,548)	622,264	791,652	1,059,813	3,798,633
(Loss) profit for the year attributable to:	應佔本年度(虧損)溢利：					
Owners of the Company	本公司擁有人	(3,515,305)	622,233	790,167	1,015,290	3,708,886
Non-controlling interests	非控股權益	1,757	31	1,485	44,523	89,747
		(3,513,548)	622,264	791,652	1,059,813	3,798,633
(Loss) earnings per share (HK\$)	每股(虧損)盈利(港元)					
Basic and diluted	基本及攤薄					
(note (ii))	(附註(ii))	(1.84)	0.33	0.41	0.53	1.94
Total comprehensive (expenses) income for the year attributable to:	應佔本年度全面(支出)收益總額：					
Owners of the Company	本公司擁有人	(14,375,706)	(4,978,617)	(283,605)	(2,116,980)	16,348,710
Non-controlling interests	非控股權益	1,757	31	1,485	44,523	89,747
		(14,373,949)	(4,978,586)	(282,120)	(2,072,457)	16,438,457
Final and interim dividends per share (HK cents)	每股末期及中期股息(港仙)	-	2	2	11	30
Special interim dividends per share (HK cents)	每股特別中期股息(港仙)	-	-	-	-	355

Summary of the results, assets and liabilities of the Group for the last five years is as follows: (Cont'd)

本集團過去五年之業績、資產與負債概要如下：
(續)

		At 31 December				
		於十二月三十一日				
		2021	2020	2019	2018	2017
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Assets and liabilities	資產及負債					
Total assets	資產總額	21,597,070	37,469,379	48,311,789	48,690,703	56,063,355
Total liabilities	負債總額	(7,198,240)	(8,689,129)	(14,721,428)	(14,547,134)	(19,570,353)
Total equity	股本權益總額	14,398,830	28,780,250	33,590,361	34,143,569	36,493,002
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	14,375,606	28,758,783	33,568,925	34,062,368	36,385,916
Non-controlling interests	非控股權益	23,224	21,467	21,436	81,201	107,086
		14,398,830	28,780,250	33,590,361	34,143,569	36,493,002
Net asset value per share attributable to owners of the Company (HK\$)	本公司擁有人應佔每股資產淨值 (港元)	7.54	15.08	17.60	17.86	19.07
Number of shares issued	已發行股份數目	1,907,619,079	1,907,619,079	1,907,619,079	1,907,619,079	1,907,619,079

Notes:

附註：

- (i) During the year ended 31 December 2020, the Group changed its accounting policy for the presentation and classification in its consolidated statement of comprehensive income of building management fee income and property management services income (previously presented in and classified as "Other Income") and interest income from bonds and other forms of debt securities and dividend income from listed and unlisted equity investments (previously presented in and classified as "Investment Income, Net"). Details of this change are set out in Note 3 to the consolidated financial statements of 2020 annual report of the Company. The amounts of revenue as previously reported are HK\$538,986,000, HK\$843,618,000 and HK\$1,516,655,000 for the years ended 31 December 2019, 2018 and 2017 respectively.
- (ii) The calculation of the basic and diluted (loss) earnings per share is based on the (loss) profit attributable to owners of the Company for the years and on the weighted average number of shares in issue during the relevant years. Diluted (loss) earnings per share was the same as the basic (loss) earnings per share as there were no potential ordinary shares of the Company in issue during the relevant years.
- (i) 於截至二零二零年十二月三十一日止年度，本集團就綜合全面收益報表中樓宇管理費收入及物業管理服務收入(過往呈列及分類為「其他收入」、債券及其他形式之債務證券之利息收入以及上市及非上市股本投資之股息收入(過往呈列及分類為「投資收入淨額」)之呈列及分類更改其會計政策。詳情已載列於本公司二零二零年年報之綜合財務報表附註3內。截至二零一九年、二零一八年及二零一七年十二月三十一日止年度過往列報之收入金額分別為538,986,000港元、843,618,000港元及1,516,655,000港元。
- (ii) 每股基本及攤薄(虧損)盈利乃根據當年度本公司擁有人應佔(虧損)溢利及有關年度已發行股份之加權平均數計算。由於本公司並無潛在普通股之發行，故有關年度之每股攤薄(虧損)盈利與每股基本(虧損)盈利相同。

SCHEDULE OF PRINCIPAL PROPERTIES

主要物業附表

The following table sets forth the Group's major properties as at 31 December 2021:

下表載列本集團於二零二一年十二月三十一日之主要物業：

PROPERTIES IN HONG KONG

香港物業

Properties held for investment

持作投資物業

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>1. Harcourt House (excluding 7th, 8th, 9th, 22nd, 23rd, 25th, 26th and 27th floors, rooms 1004 and 1805) 39 Gloucester Road Wanchai, Hong Kong (including 113 car parking spaces) 夏慤大廈 香港灣仔 告士打道39號 (7、8、9、22、23、25、 26及27樓、1004及1805室除外) (包括113個車位)</p>	<p>Certain parts or shares of and in Inland Lot No. 8573 內地段8573號之 若干部分或份額</p>	<p>Commercial 商業</p>	<p>Long 長期</p>	<p>100%</p>
<p>2. Causeway Place* Various shops on ground floor, mezzanine floor, 1st and 2nd floors and their respective portions of exterior walls, together with flats C, I, J, K, L, N, O, P, Q (each including a flat roof) and H on 3rd floor Hong Kong Mansion nos. 1-7 Paterson Street and nos. 2-10 Great George Street Causeway Bay, Hong Kong 銅鑼灣地帶* 香港銅鑼灣 百德新街1-7號及 記利佐治街2-10號 香港大廈 地下、閣樓、1樓及2樓若干商舖及 其各部分之外牆連同 3樓C、I、J、K、L、N、O、P、Q (包括各單位之平台)及H單位</p>	<p>Certain parts or shares of and in Inland Lot No. 7742 內地段7742號之 若干部分或份額</p>	<p>Residential/ Commercial 住宅／商業</p>	<p>Long 長期</p>	<p>100%</p>

* Certain shops have been sold
若干商舖已售出

PROPERTIES IN HONG KONG (Cont'd)

香港物業(續)

Properties held for investment (Cont'd)

持作投資物業(續)

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
3. Nos. 14–18 Ma Kok Street* Tsuen Wan, New Territories, Hong Kong 香港新界荃灣 馬角街14至18號*	Tsuen Wan Town Lot No. 128 荃灣市地段128號	Industrial 工業	Medium 中期	100%
4. Nos. 86 and 88 Apliu Street Sham Shui Po, Kowloon, Hong Kong 香港九龍深水埗 鴨寮街86及88號	New Kowloon Inland Lot Nos. 1702 and 1703 新九龍內地段 1702及1703號	Residential/ Commercial 住宅/商業	Medium 中期	100%
5. Various Portions of No. 1 Hung To Road Kwun Tong, Kowloon, Hong Kong (comprising 391 workshop units and 77 car parking spaces) 香港九龍觀塘 鴻圖道1號若干單位 (包括391個工場單位及77個車位)	Certain parts or shares of and in Kwun Tong Inland Lot No. 415 觀塘內地段415號之 若干部分或份額	Industrial 工業	Medium 中期	33.33%
6. Olympian City 3 1 Hoi Wang Road South West Kowloon, Hong Kong (including certain private car parking spaces and motorcycle parking spaces) 奧海城三期 香港西南九龍 海泓道1號 (包括若干私家車車位 及電單車車位)	Certain parts or shares of and in Kowloon Inland Lot Nos. 11167 and 11168 九龍內地段 11167及11168號之 若干部分或份額	Commercial 商業	Medium 中期	25%
7. Coronation Circle 1 Yau Cheung Road South West Kowloon, Hong Kong (including certain private car parking spaces and motorcycle parking spaces) 中港薈 香港西南九龍 友翔道1號 (包括若干私家車車位 及電單車車位)	Certain parts or shares of and in Kowloon Inland Lot No. 11073 九龍內地段11073號之 若干部分或份額	Commercial 商業	Medium 中期	15%

* Under redevelopment
重建中

PROPERTIES IN MAINLAND CHINA

中國內地物業

Properties held for investment

持作投資物業

Location 地點	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
1. Hilton Beijing 1 Dongfang Road, North Dongsanhuan Road Chaoyang District, Beijing 北京希爾頓酒店 北京市朝陽區 東三環北路、東方路1號	Hotel 酒店	Short 短期	50%
2. Oriental Place 9 East Dongfang Road, North Dongsanhuan Road Chaoyang District, Beijing 東方國際大廈 北京市朝陽區 東三環北路、東方東路9號	Office 寫字樓	Short 短期	50%

PROPERTIES IN THE UNITED KINGDOM

英國物業

Properties held for investment

持作投資物業

Location 地點	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>1. River Court* 116–129 Fleet Street London, EC4, United Kingdom</p> <p>River Court* 英國倫敦EC4 Fleet Street 116–129號</p>	Commercial 商業	Freehold 永久業權	100%
<p>2. 14 St George Street 14 St George Street London, W1, United Kingdom</p> <p>St George Street 14號 英國倫敦W1 St George Street 14號</p>	Commercial 商業	Freehold 永久業權	100%
<p>3. 61–67 Oxford Street and 11–14 Soho Street 61–67 (odd) Oxford Street and 11–14 Soho Street London, W1, United Kingdom</p> <p>Oxford Street 61–67號及 Soho Street 11–14號 英國倫敦W1 Oxford Street 61–67號(單號)及 Soho Street 11–14號</p>	Residential/ Commercial 住宅／商業	Freehold 永久業權	100%
<p>4. 11 and 12 St James's Square and 14 to 17 Ormond Yard 11 and 12 St James's Square and 14 to 17 Ormond Yard London, SW1Y 4LB, United Kingdom</p> <p>St James's Square 11及12號及 Ormond Yard 14至17號 英國倫敦SW1Y 4LB St James's Square 11及12號及 Ormond Yard 14至17號</p>	Residential/ Commercial 住宅／商業	Freehold 永久業權	100%

* Under redevelopment
重建中

SCHEDULE OF PROPERTY DEVELOPMENT RIGHTS

物業發展權益附表

PROPERTY IN HONG KONG

香港物業

Property held for sale

持作出售物業

Location 地點	Lot number 地段編號	Approximate saleable floor area (square feet) 實用面積約數 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
1. Grand Central 33 Hip Wo Street Kwun Tong, Kowloon Hong Kong 凱滙 香港 九龍觀塘 協和街33號	New Kowloon Inland Lot No. 6514 新九龍 內地段6514號	119,954	Residential 住宅	10%

Notes:

附註：

1. The property development rights were granted pursuant to development agreement with the Urban Renewal Authority
物業發展權乃根據與市區重建局訂立之發展協議授出
2. Certain residential units were contracted for sale as at 31 December 2021
於二零二一年十二月三十一日，若干住宅單位已訂約出售

