



富豪酒店國際控股有限公司
Regal Hotels
International Holdings Limited

(Incorporated in Bermuda with limited liability)
(Stock Code : 78)



2022

INTERIM REPORT



CONTENTS

- 2 Corporate Information
- 3 Directors' Profile
- 7 Chairman's Statement
- 13 Management Discussion and Analysis
- 22 Condensed Consolidated Financial Statements
 - 22 Condensed Consolidated Statement of Profit or Loss
 - 23 Condensed Consolidated Statement of Comprehensive Income
 - 24 Condensed Consolidated Statement of Financial Position
 - 26 Condensed Consolidated Statement of Changes in Equity
 - 28 Condensed Consolidated Statement of Cash Flows
 - 30 Notes to Condensed Consolidated Financial Statements
- 55 Other Information
- 64 Report on Review of Interim Financial Information

CORPORATE INFORMATION

DIRECTORS

Executive Directors

Lo Yuk Sui

(Chairman and Chief Executive Officer)

Lo Po Man

(Vice Chairman and Managing Director)

Belinda Yeung Bik Yiu, JP

(Chief Operating Officer)

Donald Fan Tung

Jimmy Lo Chun To

Kenneth Ng Kwai Kai

Allen Wan Tze Wai

Non-Executive Director

Francis Choi Chee Ming, GBS, JP

(Vice Chairman)

Independent Non-Executive Directors

Alice Kan Lai Kuen

Japhet Sebastian Law

Winnie Ng, JP

Wong Chi Keung

AUDIT COMMITTEE

Wong Chi Keung (Chairman)

Francis Choi Chee Ming, GBS, JP

Alice Kan Lai Kuen

Japhet Sebastian Law

Winnie Ng, JP

REMUNERATION COMMITTEE

Wong Chi Keung (Chairman)

Lo Yuk Sui

Alice Kan Lai Kuen

Winnie Ng, JP

NOMINATION COMMITTEE

Lo Yuk Sui (Chairman)

Alice Kan Lai Kuen

Winnie Ng, JP

Wong Chi Keung

SECRETARY

Eliza Lam Sau Fun

AUDITOR

Ernst & Young

Certified Public Accountants

Registered Public Interest Entity Auditor

PRINCIPAL BANKERS

Australia and New Zealand Banking Group Limited

Bank of Communications (Hong Kong) Limited

The Bank of East Asia, Limited

Cathay United Bank Company, Limited, Hong Kong Branch

China CITIC Bank International Limited

China Construction Bank Corporation, Hong Kong Branch

China Everbright Bank Co., Ltd., Hong Kong Branch

Chiyu Banking Corporation Limited

Chong Hing Bank Limited

Dah Sing Bank, Limited

Hang Seng Bank Limited

Industrial and Commercial Bank of China (Asia) Limited

Nanyang Commercial Bank, Limited

Oversea-Chinese Banking Corporation Limited

Standard Chartered Bank (Hong Kong) Limited

United Overseas Bank Limited, Hong Kong Branch

PRINCIPAL REGISTRAR

MUFG Fund Services (Bermuda) Limited

4th Floor North, Cedar House, 41 Cedar Avenue

Hamilton HM 12, Bermuda

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183 Queen's Road East, Wan Chai

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REGISTERED OFFICE

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Hamilton HM 12, Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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Causeway Bay, Hong Kong

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Mr. Lo Yuk Sui, aged 77; Chairman and Chief Executive Officer – Chairman and Managing Director since 1989 when the Company was established in Bermuda as the holding company of the Group. Mr. Lo has been the managing director and the chairman of the predecessor listed company of the Group since 1984 and 1987 respectively. He was designated as the Chief Executive Officer of the Company in 2007. He is also an executive director, the chairman and the chief executive officer of Century City International Holdings Limited (“CCIHL”) (the ultimate listed holding company of the Company), Paliburg Holdings Limited (“PHL”) (the immediate listed holding company of the Company) and Cosmopolitan International Holdings Limited (“Cosmopolitan”) (the listed fellow subsidiary of the Company), and a non-executive director and the chairman of Regal Portfolio Management Limited (“RPML”), the manager of Regal Real Estate Investment Trust (the listed subsidiary of the Company). Mr. Lo is a qualified architect. In his capacity as the Chief Executive Officer, Mr. Lo oversees the overall policy and decision making of the Group. Mr. Lo is the father of Miss Lo Po Man and Mr. Jimmy Lo Chun To.

Miss Lo Po Man, aged 42; Vice Chairman and Managing Director – Joined the Group in 2000 and appointed to the Board in 2004. Miss Lo has been a Vice Chairman and the Managing Director of the Company since 2013. She is also an executive director and a vice chairman of CCIHL, an executive director of PHL, an executive director and a vice chairman of Cosmopolitan, and a non-executive director and the vice chairman of RPML. Miss Lo graduated from Duke University, North Carolina, the United States, with a Bachelor’s Degree in Psychology. Miss Lo is an experienced executive in sales and marketing and corporate management. She oversees the sales and marketing function of the Group and also undertakes responsibilities in the business development of the Century City Group. Miss Lo is the daughter of Mr. Lo Yuk Sui and the sister of Mr. Jimmy Lo Chun To.

Dr. Choi Chee Ming (Alias: Francis), GBS, JP, aged 76; Vice Chairman and Non-Executive Director – Invited to the Board as Non-Executive Director and elected Vice Chairman in 2004. Dr. Francis Choi holds a Master’s Degree in Business Administration from the Newport University in the United States of America. He also holds a Ph. D. in Business Management from Harbin Institute of Technology, the People’s Republic of China (the “PRC”) and an Honorary Degree of Doctor of Business Administration from The Hong Kong Polytechnic University. Dr. Choi is the chairman of Early Light International (Holdings) Limited and has extensive business interests in the manufacturing industry and the property sector. He is the Honorary President of the Toys Manufacturers’ Association of Hong Kong, Honorary President of the Hong Kong Young Industrialists Council and the Court Member of The Hong Kong Polytechnic University, a member of Sun Yat-sen University Advisory Board, the PRC and the Honorary Chairman of the Board of Trustees of Shaoguan University, the PRC.

Ms. Yeung Bik Yiu, Belinda, JP, aged 64; Executive Director and Chief Operating Officer – Appointed to the Board in 2002 and designated as the Chief Operating Officer in 2007. Ms. Belinda Yeung joined the Group in 1987. Graduated from Barron Hilton School of Hotel Management, University of Houston, U.S.A., Ms. Yeung has devoted her career in the hospitality industry in U.S.A., Mainland China and Hong Kong – on both multi-unit corporate and single-unit hotel property management levels. As the Chief Operating Officer, Ms. Yeung is in charge of the operations of all Regal Hotels in Hong Kong and Mainland China. In addition to her hotel management responsibilities, she is also responsible for the human resources management of the Century City Group. Ms. Yeung is a non-official member of the Business Facilitation Advisory Committee of the Government of Hong Kong, First Vice Chairman of the Federation of Hong Kong Hotel Owners, Fellow of The Hong Kong Polytechnic University and Honorary Fellow of the Vocational Training Council.

DIRECTORS' PROFILE (Cont'd)

Mr. Fan Tung, Donald, aged 65; *Executive Director* – Appointed to the Board in 2002. Mr. Donald Fan is a qualified architect. He has been with the Group since 1987 and is primarily in charge of the property investment and development businesses and the hotel project works of the Group. Mr. Fan is also an executive director of CCIHL, an executive director and the chief operating officer of PHL and a non-executive director of RPML. He is involved in the property development, architectural design and project management functions as well as overseeing the building construction business of the PHL Group.

Ms. Kan Lai Kuen, Alice, aged 67; *Independent Non-Executive Director* – Invited to the Board as Independent Non-Executive Director in 2004. Ms. Alice Kan is also an independent non-executive director of Cosmopolitan. Ms. Kan is a shareholder and a director of BLS Capital Limited. She is a licensed responsible officer of BLS Capital Limited for asset management under the Securities and Futures Ordinance of Hong Kong (the "SFO"). She has over 20 years of experience in corporate finance and is well experienced in both the equity and debt markets. She held various senior positions in international and local banks and financial institutions. Ms. Kan is a fellow member of The Association of Chartered Certified Accountants, a fellow member of the CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. She is a fellow member of the Hong Kong Institute of Directors. Ms. Kan is also an independent non-executive director of Jolimark Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Professor Japhet Sebastian Law, aged 70; *Independent Non-Executive Director* – Invited to the Board as Independent Non-Executive Director in 2012. Professor Law obtained his Ph.D. in Mechanical/Industrial Engineering from The University of Texas at Austin in 1976. He joined The Chinese University of Hong Kong in 1986 and was a professor in the Department of Decision Sciences and Managerial Economics and the director of the Aviation Policy and Research Center until his retirement since August 2012. He was also the associate dean and subsequently the dean of the Faculty of Business Administration of The Chinese University of Hong Kong from 1993 to 2002. Prior to returning to Hong Kong, Professor Law was the director of operations research at the Cullen College of Engineering and director of graduate studies in Industrial Engineering at the University of Houston, and he was also involved with the United States Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. Professor Law has acted as a consultant for various corporations in Hong Kong and overseas. He is active in public services, having served as a member of the Provisional Regional Council of the Government of the Hong Kong Special Administrative Region and various other government advisory committees, and he is also active in serving on the boards of for-profit, non-profit, public and charitable organisations in Hong Kong and overseas. Professor Law is currently an independent non-executive director of Binhai Investment Company Limited, Global Digital Creations Holdings Limited, Shougang Fushan Resources Group Limited, Tianjin Binhai Teda Logistics (Group) Corporation Limited and Tianjin Port Development Holdings Limited, all of which are companies listed on the Stock Exchange. He was also an independent non-executive director of Beijing Capital International Airport Company Limited, a company listed on the Stock Exchange, and is currently an independent member of the Supervisory Board. Professor Law has also served on various committees and boards of international organisations, including The Association to Advance Collegiate Schools of Business, Graduate Management Admission Council and Oxfam International.

Mr. Lo Chun To (Alias: Jimmy), aged 48; *Executive Director* – Appointed to the Board in 1999. Mr. Jimmy Lo is also an executive director and a vice chairman of CCIHL, an executive director, the vice chairman and the managing director of PHL, an executive director and a vice chairman and the managing director of Cosmopolitan, and a non-executive director of RPML. Mr. Lo graduated from Cornell University, New York, the United States, with a Degree in Architecture. Mr. Lo joined the Century City Group in 1998. He is primarily involved in overseeing the Cosmopolitan group's property projects in the PRC and, in addition, undertakes responsibilities in the business development of the Century City Group. Mr. Lo is the son of Mr. Lo Yuk Sui and the brother of Miss Lo Po Man.

Mr. Ng Kwai Kai (Alias: Kenneth), aged 67; *Executive Director* – Joined the Group in 1985 and appointed to the Board in 1998. Mr. Kenneth Ng is also an executive director and the chief operating officer of CCIHL, an executive director of PHL and Cosmopolitan, and a non-executive director of RPML. Mr. Ng is a Chartered Secretary and is in charge of the corporate finance, company secretarial and administrative functions of the Century City Group.

Ms. Winnie Ng, JP, aged 58; *Independent Non-Executive Director* – Invited to the Board as Independent Non-Executive Director in 2018. She is also an independent non-executive director of CCIHL and PHL since 2018. Ms. Ng holds an MBA (Master of Business Administration) from University of Chicago and an MPA (Master of Public Administration) from Harvard University. Ms. Ng has received numerous awards and recognition. In 2019, Ms. Ng received the Outstanding Businesswomen Award and in 2017, she was appointed a Justice of the Peace. In 2016, she won Nobel Laureate Series: Asian Chinese Leadership Award and China Top Ten Outstanding Women Entrepreneurs. In previous years, she received recognitions as a Woman of Excellence in Hong Kong, one of 60 Meritorious Chinese Entrepreneurs with Achievement and National Contribution, Yazhou Zhoukan Young Chinese Entrepreneur Award and was Mason Fellow of Harvard University. Active in public service, Ms. Ng is Director of Po Leung Kuk, Member of Women's Commission, Member of Town Planning Board, Director of CUHK Medical Centre, Director of HKBU Chinese Medicine Hospital, Advisor of Our Hong Kong Foundation, Council Member of The Better Hong Kong Foundation, and Court Member of The Hong Kong Polytechnic University. She was Chairman of Hospital Governing Committee of Prince of Wales Hospital from 2014 to 2020, Member of Hong Kong Tourism Board and its Marketing & Business Development Committee Chairman, Member of Hospital Authority and its Supporting Services Development Committee Chairman from 2010 to 2016, Member of Employees Retraining Board and its Course Vetting Committee Convenor, and Member of Vocational Training Council from 2011 to 2017. Ms. Ng is also a non-executive director of Transport International Holdings Limited, and she was the founder, deputy chairman and a non-executive director of RoadShow Holdings Limited (now known as Bison Finance Group Limited). Both companies are listed on the Stock Exchange.

Mr. Wan Tze Wai, Allen, aged 63; *Executive Director* – Appointed to the Board in 2010. Mr. Allen Wan has been with the Century City Group for over 28 years and is the Group Financial Controller of the Century City Group. Mr. Wan holds a Bachelor's Degree in Commerce from the University of New South Wales in Australia. He is a member of Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Wan has over 40 years of experience in finance and accounting field.

DIRECTORS' PROFILE (Cont'd)

Mr. Wong Chi Keung, aged 67; *Independent Non-Executive Director* – Invited to the Board as Independent Non-Executive Director in 2004. He is also an independent non-executive director of CCIHL and PHL. Mr. Wong holds a Master's Degree in Business Administration from the University of Adelaide in Australia. Mr. Wong is a fellow member of Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia and an associate member of The Chartered Governance Institute and The Chartered Institute of Management Accountants. Mr. Wong is a responsible officer for asset management and advising on securities under the SFO. Mr. Wong was an executive director, the deputy general manager, group financial controller and company secretary of Guangzhou Investment Company Limited (now known as Yuexiu Property Company Limited), a company listed on the Stock Exchange, for over ten years. He is also an independent non-executive director and a member of the audit committee of Asia Orient Holdings Limited, Asia Standard Hotel Group Limited, Asia Standard International Group Limited, Changyou Alliance Group Limited, China Ting Group Holdings Limited, Golden Eagle Retail Group Limited, Yuan Heng Gas Holdings Limited and Zhuguang Holdings Group Company Limited, all of which are companies listed on the Stock Exchange. Mr. Wong has over 39 years of experience in finance, accounting and management.

Dear shareholders,

I have pleasure to present herewith the Interim Report of the Company for the six months ended 30th June, 2022.

FINANCIAL RESULTS

For the six months ended 30th June, 2022, the Group attained an unaudited consolidated profit attributable to shareholders of HK\$138.3 million, as compared to a loss of HK\$276.4 million recorded for the comparative period in the prior year.

As mentioned in the profit alert announcement published by the Company on 18th August, 2022, during the period under review, six hotels of the Group, including the new Regala Skycity Hotel that was opened for business in December 2021, were operating as quarantine hotels or facilities under various quarantine or isolation schemes organised by the Hong Kong Government to combat the COVID-19 pandemic, which generated steady revenues. Consequently, the income from hotel operations contributed by the Group's portfolio of hotels operating in Hong Kong in the first six months of 2022 has substantially surpassed the comparative level in the prior year, which was the key driver for the significant enhancement achieved by the Group in its overall operating results under review.

For the six months ended 30th June, 2022, the Group achieved a gross profit of HK\$621.2 million (2021 – HK\$82.1 million) and an operating profit before depreciation, finance costs and tax of HK\$479.1 million (2021 – HK\$30.5 million).

As the Group's hotel properties in Hong Kong are all owned and self-operated by subsidiaries of the Company, they are subject to depreciation charges to conform to the applicable accounting standards. Total depreciation charges on the Group's hotel portfolio in Hong Kong for this six-month period, including those for the new Regala Skycity Hotel, amounted to HK\$299.4 million which, although not affecting cash flow, have nonetheless adversely impacted the reported results. If these depreciation charges were not required to be provided and the relevant hotel properties stated at their fair values, the operating results of the Group for the period under review would have been more impressive.

Having regard to the material difference between the carrying values of the Group's hotel portfolio in Hong Kong, which are subject to accumulated depreciation charges, and their fair values as at 30th June, 2022, an Adjusted Net Asset Statement is presented in the section headed "Management Discussion and Analysis" in this Interim Report. The statement illustrated, for the purpose of reference, that if all such hotel properties were to be stated in the Group's financial statements at their independent professional market valuations as at 30th June, 2022, the underlying adjusted net asset value of the Company would amount to HK\$22.64 per share.

BUSINESS OVERVIEW

HOTELS

MARKET OVERVIEW

Based on a recent research report by the World Bank Group, the world economy continued to suffer from a series of destabilising shocks during the first half of 2022. After more than two years of pandemic, the recent war in Ukraine has led to high commodity prices, supply chain disruptions, inflation and tighter financial conditions, which have steepened the slowdown in global growth. The outlook for the global economy is overshadowed by various downside risks.

Due mainly to the sporadic COVID-19 outbreaks and related strict lockdowns, economic activities in China have slowed sharply, with growth in consumer spending particularly subdued. Trade and manufacturing investments have lost momentum, owing to supply disruptions. According to preliminary estimates, the Gross Domestic Product (GDP) of China for the first half of 2022 only increased by 2.5% year-on-year. It is expected that China will implement more stimulus plans to boost the economy, in order that its GDP growth for the whole year of 2022 can catch up to its anticipated target.

Impacted by the global economic events and the pandemic, Hong Kong's economy suffered a major setback in the first quarter of 2022, with its GDP having decreased by 3.9% year-on-year. As the pandemic situation began to subside, the local labour market regained some momentum in the second quarter. The seasonally adjusted unemployment rate improved from 5.1% in the 3-month period from March to May to 4.7% in April to June in 2022. Moreover, the drop in Hong Kong's GDP in real terms in the second quarter of 2022 also moderated to 1.3%, as compared with a year earlier.

Due to the outburst of the 5th wave of the pandemic in Hong Kong early this year, travel restrictions and quarantine measures were tightened and many international flights were banned. It was only in the second quarter that these restrictive measures were gradually relaxed and overseas visitors permitted to enter Hong Kong from May 2022.

Under this environment, there were only about 76,000 visitors to Hong Kong in the first half of 2022, of which approximately 62,000 were visitors from Mainland China. Although these numbers represented an increase of 125.2% and 155.4% year-on-year, respectively, the sharp increases in percentage terms merely reflect the very low comparative base in 2021. In terms of absolute numbers, the number of total visitor arrivals in the first half of 2022 only accounted for a minute fraction of the pre-pandemic levels.

Based on the information published by the Hong Kong Tourism Board, the average hotel room occupancy level for all the surveyed hotels under different categories in Hong Kong for the half year ended 30th June was up from 56.0% in 2021 to 63.0% in 2022, while the average achieved room rate improved by 23.8%, thus resulting in an increment of 39.2% in their average Revenue per Available Room (RevPAR) year-on-year.

HOTEL OWNERSHIP

The Regala Skycity Hotel, the Group's second hotel at the Hong Kong International Airport, was opened for business in December 2021. This hotel has since January 2022 been operating as quarantine hotel or facilities under the government's quarantine or isolation schemes. During this interim period, it maintained an average occupancy of 74.1% and generated net hotel profit of HK\$151.7 million, which are considered very satisfactory for a new start up hotel.

The Group owns a historical building located at a prime location in London, the United Kingdom. The rehabilitation plan is to conserve in whole the building's historical heritage and to transform it into a niche urban hotel with a unique fine dining facility. The interior design and subsequent renovation works are planned to commence later this year.

The Group also owns a 186-room hotel in Barcelona, Spain, which was leased to a third party lessee for hotel operations. The lessee continued to default on rentals and other payments under the lease and legal actions are proceeding against the lessee to enforce the owner's rights under the lease agreement, including recovery of possession.

REGAL REAL ESTATE INVESTMENT TRUST

As at 30th June, 2022, the Group held approximately 74.9% of the total outstanding issued units of Regal REIT, while Regal Portfolio Management Limited, a wholly owned subsidiary of the Group, acts as the REIT Manager.

For the six months ended 30th June, 2022, Regal REIT recorded an unaudited consolidated profit before distribution to Unitholders of HK\$613.1 million, as compared to a loss of HK\$74.5 million for the corresponding period in 2021.

Net rental and hotel income of Regal REIT for the period amounted to HK\$340.4 million, an increase of HK\$52.4 million over the HK\$288.0 million attained in the same period last year. Apart from the increased net rental and hotel income, a major part of the profit achieved for the interim period was attributable to the gain of HK\$444.3 million in the fair value of Regal REIT's investment property portfolio, based on the market valuations appraised by the principal valuer as of 30th June, 2022, as compared to the last appraised value as of 31st December, 2021. For the corresponding period last year, a fair value loss of HK\$213.1 million was recorded. If these fair value changes are excluded, the core operating profit before distribution to Unitholders for the interim period would amount to HK\$168.8 million, as compared to the HK\$138.6 million for the same period in 2021.

Total distributable income for the interim period, after taking into account the various non-cash adjustments, amounted to HK\$183.1 million, an increase of 13.2% as compared to HK\$161.7 million for the corresponding period in 2021.

Apart from Regala Skycity Hotel, all the other nine hotels of the Group operating in Hong Kong are owned through Regal REIT. These nine hotels included the five Regal Hotels and four other hotels operating under the iclub brand. Except for iclub Wan Chai Hotel that is self-operated by Regal REIT, the other eight hotels are leased to a wholly owned subsidiary of the Company for hotel operations.

The iclub Wan Chai Hotel was the first iclub hotel in Hong Kong and has been self-operated by Regal REIT since 2011. During the period, this hotel maintained an occupancy rate of 88.9%, which was 13.2 percentage points higher than the same period last year, while its average room rate increased by 25.4%, resulting in an increase of 47.3% in its RevPAR year-on-year. Consequently, the net property income from this property, including the lease rentals from the non-hotel portions, substantially improved as compared to the first half last year.

In late June 2022, Regal REIT concluded a 5-year term loan facility of HK\$2,950.0 million with a new lender, similarly secured by the Regal Kowloon Hotel, which was used to refinance the then outstanding term loan facility of HK\$3,000.0 million originally to mature in March 2023.

HOTEL OPERATIONS

Favour Link International Limited, a wholly owned subsidiary of the Company, is the lessee operating all the five Regal Hotels and three iclub Hotels under lease from Regal REIT.

During the period under review, these eight hotel properties continued to operate under two different business modes. Specifically, five of the hotels, namely, Regal Airport Hotel, Regal Kowloon Hotel, Regal Oriental Hotel, iclub Fortress Hill Hotel and iclub Ma Tau Wai Hotel were operating as quarantine hotels or facilities under the various quarantine or isolation schemes organised by the Hong Kong Government to combat the COVID-19 pandemic, while the remaining three hotels, namely, Regal Hongkong Hotel, Regal Riverside Hotel and iclub Sheung Wan Hotel, continued to operate normal hotel businesses serving mostly local customers for long stay or staycation purposes. As the hotels operating as quarantine hotels or facilities under the government schemes have generated steady revenues, the operating performance of the hotel portfolio as a whole in the first half of 2022 secured substantial improvement over the same period last year.

Under this mixed operating structure, the combined average occupancy of the five Regal Hotels in Hong Kong during this interim period was 68.8%, as compared to 47.5% for the same period last year, while their combined average room rate increased by 119.1%. Consequently, their combined average RevPAR improved overall by 217.1% year-on-year. The prevailing aggregate base rent for 2022 for the five Regal Hotels was HK\$475.0 million, while their aggregate net property income, including the net rental income, for the first six months of 2022 amounted to HK\$291.0 million. Accordingly, variable rent for these five hotels for the interim period amounted to HK\$26.8 million, based on 50% sharing by each of the lessor and the lessee of the net property income surplus, which will be subject to adjustment based on their aggregate net property income achieved for the whole year.

Three other iclub hotels are also under lease to Favour Link for hotel operations. The prevailing annual base rent for 2022 for each of iclub Sheung Wan Hotel and iclub Fortress Hill Hotel, as determined by an independent professional property valuer under the terms of the market rental packages, was HK\$27.0 million. During the interim period, iclub Sheung Wan Hotel and iclub Fortress Hill Hotel attained a combined average occupancy rate of 80.5%, an increase of 7.7 percentage points as compared to the corresponding period in 2021. At the same time, their combined average room rate increased by 177.3%, which overall translated into an improvement of 207.0% in their combined average RevPAR year-on-year. For the interim period, the iclub Fortress Hill Hotel yielded variable rent of HK\$13.8 million, which will likewise be subject to adjustment on a full year basis.

The iclub Ma Tau Wai Hotel was acquired by Regal REIT in September 2017 from P&R Holdings Limited, a 50% owned associate of the Group. The hotel was then leased to Favour Link for an initial term of 5 years, with escalating fixed rentals at an average yield of 4.5% per annum. Under the arrangement agreed with P&R Holdings, Favour Link as the lessee of this hotel is entitled to reimbursement from P&R Holdings annually for any deficit between the rental expenses and the net property income from the business operation of the hotel during the initial 5-year term.

For the period under review, the fixed rental payment for iclub Ma Tau Wai Hotel was HK\$34.0 million. During this period, this hotel attained an average occupancy of 81.4% and its average RevPAR was 1.7 times above its comparative level in 2021, which generated net property income of HK\$43.8 million.

As reported earlier, in December 2021, Regal REIT exercised the option granted to it under the existing lease agreement to extend the lease term of iclub Ma Tau Wai Hotel to 31st December 2027, with rentals in the extended term to be based on independent annual market reviews. In May 2022, the independent professional valuer jointly appointed by the lessor and the lessee determined the base rent under the market rental package for this hotel for the first lease period under the extended term to be HK\$8.8 million for the period from 4th September, 2022 to 31st December, 2022 (prorated from a base rent of HK\$27.0 million for the whole year of 2022) and HK\$30.0 million for 2023.

HOTEL MANAGEMENT

Regal Hotels International Limited, the wholly owned management arm of the Group, is the hotel manager managing all the five Regal Hotels, six iclub Hotels and one Regala Hotel that are operating in Hong Kong. Opened in December 2021, the 1,208-room Regala Skycity Hotel is the latest addition to the Group's portfolio.

In Mainland China, Regal Hotels International is presently managing a total of four Regal Hotels, including two in Shanghai, one in Dezhou and one in Xian. One new hotel under development in Chengdu will also be managed by the Group.

PROPERTIES

Property transactions in Hong Kong in the first quarter of this year was adversely affected by the outburst of the fifth wave of the pandemic in January. Although the property market regained some momentum in the second quarter, many potential buyers and investors were still adopting a cautious attitude towards committing to purchases due to market uncertainty and the rising Hong Kong Interbank Offered Rates, on which the loan interest for most property mortgages in Hong Kong are based. Overall, property prices and transaction volume in the first half of 2022 both receded as compared to 2021.

The Mount Regalia in Kau To, Sha Tin is a major luxury residential development undertaken by P&R Holdings. The development has a total of 24 garden houses and 136 apartment units, together with car parks and club house facilities. Up to the present time, a total of 17 garden houses and 50 apartments have been sold or contracted to be sold at satisfactory prices, of which the sale transactions for 14 houses and 36 apartment units had been completed. Sale transactions that were completed during this interim period included 6 houses and 7 apartment units and the profits derived therefrom already accounted for in the results under review. The remaining 7 houses and 86 apartments command significant value and are planned to be sold on a gradual basis.

A wholly owned subsidiary of the Group is developing a commercial/residential project, named as "The Queens", at Queen's Road West, Hong Kong. The development has a total of 130 residential units with club house facilities and commercial accommodations. The occupation permit for this development has just been issued and a new sale programme for the residential units is planned to be launched on an existing property basis in due course.

In the meanwhile, the Group is also undertaking a commercial/residential redevelopment project at Hai Tan Street in Sham Shui Po, Hong Kong and, in overseas, a renovation for sale property project in Lisbon, Portugal. At present, the Group still owns 9 garden houses in Regalia Bay, Stanley, some of which will continue to be disposed of if the prices offered are satisfactory.

Further detailed information on the Group's development projects and properties as well as those undertaken by P&R Holdings and its listed subsidiary, Cosmopolitan International Holdings Limited, is contained in the section headed "Management Discussion and Analysis" in this Interim Report.

AIRCRAFT OWNERSHIP AND LEASING

At present, the Group owns a fleet of 3 Airbus passenger aircraft, two of which are on operating leases with a major international airline operator in Europe and are running on normal terms. The lease for the remaining aircraft was terminated in November 2021 due to payment defaults of the lessee and the Group has already recovered possession of the aircraft in November 2021. The Group is working closely with the professional aircraft manager to finalise a proposal for the disposition of this aircraft.

OUTLOOK

The Hong Kong Government recently announced the further relaxation of the quarantine requirements for foreign visitors from 7 days hotel quarantine to 3 days, followed by medical surveillance at home for 4 days. This is a positive step towards normalisation of international traffic and connections with the global community. However, in order that the economy of Hong Kong can rapidly revive, Hong Kong will need to reopen its cross border traffic with the Mainland as soon as practicable, particularly when the economic environment worldwide is getting increasingly uncertain and volatile. This year marked the 25th Anniversary of Hong Kong's Return to China. With the policy support from China, Hong Kong should take the opportunity to move towards the goals of being a "global metropolis", a world-class financial center and a center for the technology innovation industry.

As the United States began to raise its interest rates since March this year to combat the heightened inflation, Hong Kong is under pressure to follow the interest rates hike. Although the pace and the magnitude of the interest rate increases in Hong Kong may not be the same as in the United States, the price of assets in Hong Kong, including stocks and properties, will inevitably be affected and may further weaken the general consumption sentiment. The Hong Kong Government has implemented various initiatives, including the launching of the phase II consumption vouchers in August, to boost consumption and market confidence, but the business environment for Hong Kong in the second half of 2022 will still be challenging.

The directors of the REIT Manager are, however, optimistic that Hong Kong, with its usual resilience, will be able to overcome these future challenges. In the meanwhile, the REIT Manager is working closely with the hotel manager to devise new business and development strategies, including plans for the staged renovation and upgrading of some of Regal REIT's hotel properties, in order that Regal REIT will be well-prepared for the market challenges as well as potential business opportunities that will emerge, as and when the travel and hotel industries in Hong Kong gradually return to normal operating conditions.

The Group has attained satisfactory performance in the period under review. The Group will continue to keep under close review its overall operating structure, business strategies, composition of assets as well as future development plans, with a view to placing the Group in an advantageous position to meet these challenging times.

With the backing of its strong asset base, the Directors remain optimistic of the future prospects of the Group.

LO YUK SUI

Chairman

Hong Kong
25th August, 2022

BUSINESS REVIEW

The Group's significant investments and principal business activities mainly comprise hotel ownership business which is principally undertaken through Regal Real Estate Investment Trust ("Regal REIT"), hotel operation and management businesses, asset management of Regal REIT, property development and investment, including those undertaken through the joint venture in P&R Holdings Limited ("P&R Holdings"), aircraft ownership and leasing and other investments including financial assets investments.

The performance of the Group's hotel, property and other investment businesses as well as that of Regal REIT for the period, including the commentary on the business sectors in which the Group operates, the changes in the general market conditions and their potential impact on its operating performance and future prospects, is contained in the sections headed "Financial Results", "Business Overview" and "Outlook", respectively, in the preceding Chairman's Statement as well as in this section.

The Group has no immediate plans for material investments or capital assets, other than those disclosed in the sections headed "Business Overview" and "Outlook" in the preceding Chairman's Statement and in this section.

A brief review on the development projects and properties of the Group (other than those owned by Regal REIT), which are all wholly owned by the Group, and those undertaken by P&R Holdings and its listed subsidiary, Cosmopolitan International Holdings Limited ("Cosmopolitan"), and on the Group's financial assets and other investments is set out below.

Hong Kong

Regala Skycity Hotel, the Hong Kong International Airport

In February 2017, a wholly owned subsidiary of the Company was awarded by the Airport Authority in Hong Kong the development right for a new hotel project at the Hong Kong International Airport.

The hotel project has a site area of approximately 6,650 square metres (71,580 square feet) and permissible gross floor area of 33,700 square metres (362,750 square feet) and is situated at a site surrounded by Terminal 2 of the Hong Kong International Airport, the Asia World-Expo and SkyPier. The hotel project is the first phase of the mega SKYCITY Project by the Airport Authority, which also contains large scale retail and office spaces as well as dining and entertainment facilities.

The hotel has 13 storeys (including one basement floor) with a total of 1,208 guestrooms and suites, complemented with extensive banquet, meeting and food and beverage facilities. This new hotel embraces a wide range of sustainable features in its building design, construction and operation and was awarded Gold Rating under Provisional Assessment of BEAM Plus Certification. The hotel licence was issued in November 2021 and the hotel soft opened for business in December 2021.

To support the Hong Kong Government's initiatives against the COVID-19 pandemic, this hotel has since January 2022 been operating as quarantine hotel or facilities under the government's quarantine or isolation schemes.

The Queens, No.160 Queen's Road West, Hong Kong

The project has a combined site area of 682 square metres (7,342 square feet) and is being developed into a commercial/residential development with gross floor area of about 5,826 square metres (62,711 square feet). The project has a total of 130 residential units with club house facilities on the second floor and commercial accommodations on the ground and first floors. The occupation permit for this development has just been issued.

The presale of the first batch of the residential units was first launched in April 2021. A new sale programme for the residential units is planned to be launched on an existing property basis in due course.

Nos.227-227C Hai Tan Street, Sham Shui Po, Kowloon

The properties presently comprise 100% ownership interests of Nos.227-227A of Hai Tan Street and interests in over 90% undivided shares of Nos.227B-227C of Hai Tan Street. The properties have a total site area of 431 square metres (4,644 square feet) and are intended for a commercial/residential development. The requisite judicial proceedings through the Lands Tribunal to consolidate the entire ownership interests in the relevant properties are progressing.

Regalia Bay, 88 Wong Ma Kok Road, Stanley, Hong Kong

The Group still retains a total of 9 garden houses in Regalia Bay with total gross area of about 4,178 square metres (44,972 square feet), 3 of which are held as investment properties, 4 as held for sale and 2 as property, plant and equipment and right-of-use assets. The Group will continue to dispose of some of these remaining houses if the prices offered are considered favourable.

Overseas

Campus La Mola, Barcelona, Spain

This hotel property has a total of 186 guestrooms and was acquired by the Group in 2014. The hotel was initially operated by the Group and was subsequently leased to an independent third party pursuant to a lease agreement in September 2017. The lessee continued to default on rentals and other payments under the lease and legal actions are proceeding against the lessee to enforce the owner's rights under the lease agreement, including recovery of possession.

41 Kingsway, London WC2B 6TP, the United Kingdom

This is a freehold historical building located at a prime location in London, acquired by the Group in April 2019. Currently vacant, this iconic property has total 9 storeys (including 1 basement) with a total gross floor area of approximately 2,150 square metres (23,140 square feet).

The rehabilitation plan is to conserve in whole the building's historical heritage and to transform it into a niche urban hotel with a unique fine dining facility. The market re-positioning study is being carried out. The interior design and subsequent renovation works are planned to commence later this year. The hotel is planned to be operated by the Group after completion.

Fabrik, Rua Dos Fanqueiros 156, Lisbon, Portugal

This is a rehabilitation and renovation project of a historical building located in a heritage conservation area of Lisbon, acquired in 2019 by an entity that is now wholly owned by the Group. This building has a total gross floor area of about 1,836 square metres (19,768 square feet), comprising residential apartments as well as shops on ground floor. The design and renovation proposals have been approved by the local government authorities and renovation works are underway. There have been some delays due to the pandemic and the renovation project is expected to be completed by the end of 2022. The apartment units and shops are intended to be marketed for sale after completion of the renovation works.

JOINT VENTURE – P&R HOLDINGS LIMITED

P&R Holdings is a 50/50 owned joint venture established with Paliburg Holdings Limited (“PHL”), the immediate listed holding company of the Company, with capital contributions provided by the Company and PHL on a pro-rata basis in accordance with their respective shareholdings. P&R Holdings’ business scope encompasses the development of real estate projects for sale and/or leasing, the undertaking of related investment and financing activities, and the acquisition or making of any investments (directly or indirectly) in the financial assets of or interests in, or extending loans to, any private, public or listed corporations or undertakings that have interests in real estate projects or other financial activities where the underlying assets or security comprise real estate properties.

Further information relating to the property development projects being undertaken and properties owned by the P&R Holdings group in Hong Kong (which, unless otherwise denoted, are all wholly owned by the P&R Holdings group) is set out below:

Domus and Casa Regalia, Nos.65-89 Tan Kwai Tsuen Road, Yuen Long, New Territories

This residential project, which was completed in 2016, has a site area of approximately 11,192 square metres (120,470 square feet) and provides a total of 170 units, comprising 36 garden houses and a low-rise apartment block with 134 units, having aggregate gross floor area of approximately 11,192 square metres (120,470 square feet).

All the units in the apartment block, named Domus, had been sold. The garden houses comprised within this development are named as Casa Regalia. At present, 8 houses in Casa Regalia are still being retained and will be disposed of on a gradual basis.

We Go MALL, No.16 Po Tai Street, Ma On Shan, Sha Tin, New Territories

This development has a site area of 5,090 square metres (54,788 square feet) and a maximum permissible gross floor area of 15,270 square metres (164,364 square feet). The site has been developed into a shopping mall with 5 storeys above ground level and 1 storey of basement floor. This shopping mall was opened for business in 2018 and is held for rental income. Despite the continuing adverse impact brought about by the COVID-19 pandemic, the leasing status of this shopping mall overall remained stable as compared with the level in 2021.

The Ascent, No.83 Shun Ning Road, Sham Shui Po, Kowloon

This is a project undertaken pursuant to a tender award by the Urban Renewal Authority of Hong Kong in 2014. The land has a site area of 824.9 square metres (8,879 square feet) and has been developed into a 28-storey commercial/residential building (including 1 basement floor) with total gross floor area of 7,159 square metres (77,059 square feet), providing 157 residential units, 2 storeys of shops and 1 storey of basement carparks. The project was completed in 2018. All the residential units as well as certain shops and carparks have already been sold. The remaining 2 shops and 5 carparks will continue to be marketed for sale.

Mount Regalia, 23 Lai Ping Road, Kau To, Sha Tin, New Territories

The project has a site area of 17,476 square metres (188,100 square feet) which has been developed into a luxury residential complex comprising 7 mid-rise apartment blocks with 136 units, 24 detached garden houses and 197 carparking spaces, with aggregate gross floor area of approximately 32,474 square metres (349,547 square feet). The occupation permit was issued in September 2018 and the certificate of compliance in February 2019.

This development received eight international awards including winner of Luxury Lifestyle Awards as Best Luxury Residential Development and Best Luxury Sustainable Residential Development in Hong Kong in 2021 as well as for the superb interior designs of certain of its show houses and apartment units.

Up to the present time, a total of 17 garden houses and 50 apartment units have been sold or contracted to be sold at satisfactory prices (total sale price of HK\$3,852.9 million), of which the sale transactions for 14 houses and 36 apartment units (total sale price of HK\$2,828.1 million) have been completed. Sale transactions that were completed during this interim period included 6 houses and 7 apartment units (total sale price of HK\$745.4 million) and the profits derived therefrom already accounted for in the results under review. The remaining 7 houses and 86 apartments command significant sale value and are planned to be sold on a gradual basis.

iclub Mong Kok Hotel, 2 Anchor Street, Tai Kok Tsui, Kowloon

This is a hotel development project undertaken through a tender award by the Urban Renewal Authority of Hong Kong in 2015. The project has a site area of 725.5 square metres (7,809 square feet), with total permissible gross floor area of approximately 6,529 square metres (70,278 square feet) and covered floor area of approximately 9,355 square metres (100,697 square feet).

The project has been developed into a 20-storey hotel, comprising 288 guestrooms with ancillary facilities, which was opened for business in March 2019. The hotel is presently self-operated by P&R Holdings and managed by the Group. This hotel has been operating as a quarantine hotel since March 2022.

iclub AMTD Sheung Wan Hotel, No.5 Bonham Strand West, Sheung Wan, Hong Kong

The project has an aggregate site area of approximately 345 square metres (3,710 square feet) and has been developed into a hotel with 98 guestrooms and suites (total 162 room bays), with total gross floor area of approximately 5,236 square metres (56,360 square feet) and covered floor area of approximately 6,420 square metres (69,120 square feet).

Following the divesture by P&R Holdings of a 50% beneficial interest in December 2019, the property is presently 50% owned by each of P&R Holdings and AMTD Properties (HK) Limited. This hotel was officially opened for business in November 2020 and has since been self-operated by the joint venture entity and managed by the Group.

Nos.9-19 Kam Wa Street, Shau Kei Wan, Hong Kong

The subject properties, which were acquired through private treaty transactions, have a total site area of 518 square metres (5,580 square feet). The demolition works for this project have been completed and the scheme for a commercial/residential development is being finalised.

Nos.291-293 and 301-303 Castle Peak Road, Cheung Sha Wan, Kowloon

The properties presently comprise interests in over 80% undivided shares of Nos.291-293 Castle Peak Road and 100% ownership interests of Nos.301-303 Castle Peak Road. The properties have a total site area of 488 square metres (5,260 square feet) and are intended for a composite commercial/residential redevelopment. The procedure for Land Compulsory Sale through the Lands Tribunal to consolidate 100% ownership interests in the relevant properties has been instituted.

Certain of the existing properties are presently classified as a Grade 2 Historic Building. A conservation proposal in conjunction with the proposed development is being discussed with the relevant government authorities, which would involve conserving the verandah portion of historical heritage within the new development, thus preserving its unique iconic image in the vicinity.

COSMOPOLITAN INTERNATIONAL HOLDINGS LIMITED

Cosmopolitan is a listed subsidiary of P&R Holdings. Further information relating to the property projects of the Cosmopolitan group in the PRC, all of which are wholly owned, is set out below:

Property Development

Chengdu Project – Regal Cosmopolitan City

Located in the Xindu District in Chengdu, Sichuan Province, the project is a mixed use development consisting of residential, hotel, commercial and office components, with an overall total gross floor area of approximately 495,000 square metres (5,330,000 square feet).

The development works of third stage were already completed. Nearly all of the residential units in the third stage have been presold by early 2021. Total proceeds from the contracted presales and sales of the residential units amounted to approximately RMB2,046.2 million (HK\$2,339.6 million). As indicated before, up to the last year end, there were about 40% of the presold residential units in the third stage whose handover procedures were yet to be completed. These remaining presold residential units have since been duly handed over to their respective purchasers during the course of this year. The attributable property income derived from these completed sales amounted to HK\$342.8 million, before impairment loss on ascribed goodwill, tax and selling expense, which has been accounted for in the period under review.

The sale of the shops with about 2,350 square metres (25,300 square feet) comprised in the third stage is in progress. Up to date, a total of 3,933 square meters (42,335 square feet) of shops have been sold or contracted to be sold, at aggregate sale considerations of approximately RMB90.9 million (HK\$103.9 million). The sale of the 1,389 car parking spaces is continuing and, up to date, 438 car parking spaces have been sold or contracted to be sold, for aggregate sales proceeds of approximately RMB47.8 million (HK\$54.7 million). The procedures for the hand over of most of the shop units and car parking spaces sold have already been completed and the revenues accounted for in the period under review.

The interior construction works of the 325-room hotel for the procurement of the Completion Certificate are scheduled to commence shortly. The interior fitting-out works for the guestrooms and the podium based on the revised design scheme are planned to commence after the procurement of the Completion Certificate and the hotel is scheduled to open in phases after the completion of the respective fitting-out works.

The construction works of the remaining commercial components within the development, comprising a commercial complex of about 52,500 square metres (565,100 square feet) and five towers of office accommodations of about 86,000 square metres (925,700 square feet) are in steady progress. All the office towers, the commercial facilities as well as the six-storey shopping mall podium have been topped-off. The market repositioning works of the shopping mall and certain office towers are also in progress. The presale programme for the units in one of the office towers, consisting of 434 units with a total of about 20,000 square metres (215,200 square feet), has commenced in May 2021. Up to date, 124 office units with a total of about 5,309 square meters (57,140 square feet) have been subscribed by prospective purchasers or presold under contracts, for an aggregate sale consideration of RMB47.0 million (HK\$53.7 million). The presale of the remaining four office towers, consisting of 1,356 units with a total of about 66,000 square metres (710,500 square feet), will follow in phases with regard to the market environment.

Tianjin Project – Regal Renaissance

Located in the Hedong District in Tianjin, this project is a mixed use development comprising residential, commercial and office components with total gross floor area of about 145,000 square metres (1,561,000 square feet).

Nearly all of the residential units have been sold. The progress on the sale of the commercial complex, comprising mainly shops of about 19,000 square metres (205,000 square feet), has been relatively slow. Certain parts of the commercial complex have been leased out for rental income.

The superstructure works of the remaining two office towers and the four-storey commercial podium were completed in December 2021 and the Completion Certificates obtained. The sale programme for one of the office towers, consisting of 137 units with a total of about 17,530 square metres (188,700 square feet), has been delayed on account of the changed market environment, which is now planned to be launched in the first half of 2023. Depending on the sale progress, the sale of the other office tower, consisting of 247 units with a total of about 39,210 square metres (422,000 square feet), may be launched in phases thereafter. The market positioning works for the commercial podium are in progress.

Xinjiang Project

This is a re-forestation and land grant project for a land parcel with site area of about 7,600 mu undertaken in accordance with the relevant laws and policies in Urumqi, Xinjiang Uygur Autonomous Region. The Cosmopolitan group has re-forested an aggregate area of about 4,300 mu within the project site and in accordance with the relevant government policies of Urumqi, a parcel of land with an area of about 1,843 mu (1,228,700 square metres) would be available for real estate development after the requisite inspection, land grant listing and tender procedures are completed.

The Cosmopolitan group continues to maintain the overall re-forested area. In the meanwhile, the Cosmopolitan group is communicating with the relevant government authority to initiate appropriate measures to settle the disputes over certain portions of the land in the project site that have been illegally occupied. Based on the legal advice obtained, the legitimate interests of the Cosmopolitan group in the relevant re-forestation contract remain valid and effective.

FINANCIAL ASSETS AND OTHER INVESTMENTS

The Group holds a significant portfolio of investments comprising listed securities and other investments, including investment funds, private equities, bonds as well as treasury and yield enhancement products. The global capital market during the period under review was very difficult and the stock market in Hong Kong also further weakened. The Group's performance in this business sector has been adversely affected and recorded a net loss in its financial assets investments business in this interim period.

In April 2022, a wholly owned subsidiary of the Company entered into an agreement with an independent third party for the acquisition of participation right in the performance of certain issued securities of Sygnum Bank AG, a digital asset bank based in Switzerland and Singapore. The participation is anticipated to provide the Group with an opportunity to expand its investment portfolio and to diversify its income sources to the digital assets market. Further information on this investment is contained in the joint announcement published on 12th April, 2022.

The Group also acquired in April 2022 an estate in The Sandbox, a leading decentralized gaming virtual world, to launch its MetaGreen project in the metaverse. Located in Mega City 2, MetaGreen will be the first sustainability-themed or green metropolis in The Sandbox, which will have different interactive experiences including Regal Hotels' green hotel & residence, MetaGreen Mall, Art Park, MetaGreen Convention Center, MetaGreen Academy and more. By harnessing the power of Web3 and GameFi, MetaGreen aims to promote eco-friendly choices and foster a sustainable community to support the transition to a circular economy and race to carbon net zero.

FINANCIAL REVIEW

ASSETS VALUE

The Group's hotel properties in Hong Kong owned by Regal REIT, with the exception of the iclub Sheung Wan Hotel, the iclub Fortress Hill Hotel and the iclub Ma Tau Wai Hotel, were stated in the financial statements at their fair values as at 23rd July, 2010 when Regal REIT became a subsidiary of the Group, plus subsequent capital additions and deducting accumulated depreciation. The market valuations of these hotel properties have since appreciated substantially as a whole but have not been reflected in the Group's financial statements. Moreover, the iclub Sheung Wan Hotel, the iclub Fortress Hill Hotel and the iclub Ma Tau Wai Hotel were stated in the Group's financial statements at their fair values at the time of acquisition net of the unrealised gain attributable to the Group and are also subject to depreciation and impairment, while the newly completed Regala Skycity Hotel owned by the Group is stated at cost and also subject to depreciation. For the purpose of providing supplementary information, if the Group's entire hotel property portfolio in Hong Kong is restated in the condensed consolidated financial statements at market value as at 30th June, 2022, the unaudited adjusted net asset value of the ordinary shares of the Company would be HK\$22.64 per share, computed as follows:

	As at 30th June, 2022	
	HK\$'million	HK\$ per ordinary share
Book net assets attributable to equity holders of the parent	11,808.8	13.14
Adjustment to restate the Group's hotel property portfolio in Hong Kong at its market value and add back the relevant deferred tax liabilities	<u>8,539.9</u>	<u>9.50</u>
Unaudited adjusted net assets attributable to equity holders of the parent	<u><u>20,348.7</u></u>	<u><u>22.64</u></u>

CAPITAL RESOURCES AND FUNDING

Funding and Treasury Policy

The Group adopts a prudent funding and treasury policy with regard to its overall business operations. Cash balances are mostly placed on bank deposits, and treasury and yield enhancement products are deployed when circumstances are considered to be appropriate.

The Group's banking facilities are mostly denominated in Hong Kong dollar with interest primarily determined with reference to interbank offered rates. The use of hedging instruments for interest rate purposes to cater to business and operational needs is kept under review by the Group's management from time to time. As regards the Group's overseas investments which are based in currencies other than US dollar and Hong Kong dollar, the Group may consider, when deemed appropriate, hedging part or all of the investment amounts into US dollar or Hong Kong dollar to contain the Group's exposure to currency fluctuation.

Cash Flows

During the period under review, there were net cash flows generated from operating activities of HK\$17.3 million (2021 – net cash flows used in operating activities of HK\$115.4 million). Net interest receipt for the period amounted to HK\$2.2 million (2021 – net interest payment of HK\$64.8 million).

Borrowings and Gearing

As at 30th June, 2022, the Group had cash and bank balances and deposits of HK\$1,337.3 million (31st December, 2021 – HK\$2,233.7 million) and the Group's borrowings, net of cash and bank balances and deposits, amounted to HK\$13,484.8 million (31st December, 2021 – HK\$12,979.5 million).

As at 30th June, 2022, the gearing ratio of the Group was 44.5% (31st December, 2021 – 42.1%), representing the Group's borrowings, net of cash and bank balances and deposits, of HK\$13,484.8 million (31st December, 2021 – HK\$12,979.5 million), as compared to the total assets of the Group of HK\$30,298.6 million (31st December, 2021 – HK\$30,795.9 million).

On the basis of the adjusted total assets as at 30th June, 2022 of HK\$41,085.3 million (31st December, 2021 – HK\$40,847.4 million) with the Group's hotel portfolio in Hong Kong restated at its market value on the basis presented above, the gearing ratio would be 32.8% (31st December, 2021 – 31.8%).

Details of the maturity profile of the borrowings of the Group as of 30th June, 2022 are shown in note 11 to the condensed consolidated financial statements.

Lease Liabilities

As at 30th June, 2022, the Group had lease liabilities of HK\$32.2 million (31st December, 2021 – HK\$32.1 million).

Pledge of Assets

As at 30th June, 2022, the Group's properties held for sale and certain of the Group's property, plant and equipment, investment properties, right-of-use assets, properties under development, financial assets at fair value through profit or loss, time deposits and bank balances in the total amount of HK\$20,642.1 million (31st December, 2021 – HK\$20,967.2 million) were pledged to secure banking facilities granted to the Group as well as bank guarantees procured by the Group pursuant to certain lease guarantees in connection with the leasing of the hotel properties from Regal REIT.

Capital Commitments

Details of the capital commitments of the Group as at 30th June, 2022 are shown in note 16 to the condensed consolidated financial statements.

Contingent Liabilities

Details of the contingent liabilities of the Group as at 30th June, 2022 are shown in note 15 to the condensed consolidated financial statements.

Share Capital

During the period under review, there was no change in the share capital of the Company.

DIVIDEND

The Directors have resolved not to declare an interim dividend for the financial year ending 31st December, 2022 (2021 – Nil).

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES OR ASSOCIATES

During the period under review, there were no material acquisitions or disposals of subsidiaries or associates of the Company.

STAFF AND REMUNERATION POLICY

The Group employs approximately 1,480 staff in Hong Kong and the PRC. The Group's management considers the overall level of staffing employed and the remuneration cost incurred in connection with the Group's operations to be compatible with market norm.

Remuneration packages are generally structured by reference to market terms and individual merits. Salaries are normally reviewed on an annual basis based on performance appraisals and other relevant factors. Staff benefits plans maintained by the Group include a mandatory provident fund scheme as well as medical and life insurance for staff in Hong Kong, and the social security fund and the housing provident fund for staff in the PRC.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	Notes	HK\$'million	HK\$'million
REVENUE	2, 3	1,039.9	404.3
Cost of sales		(418.7)	(322.2)
Gross profit		621.2	82.1
Other income and gains	3	70.8	56.5
Fair value gains/(losses) on financial assets at fair value through profit or loss, net		(75.3)	37.1
Fair value gains on investment properties, net		3.8	4.3
Impairment loss on items of property, plant and equipment		–	(30.4)
Impairment loss on investment in associates		(0.2)	–
Property selling and marketing expenses		(4.7)	(8.4)
Administrative expenses		(136.5)	(110.7)
OPERATING PROFIT BEFORE DEPRECIATION		479.1	30.5
Depreciation		(310.7)	(269.3)
OPERATING PROFIT/(LOSS)	4	168.4	(238.8)
Finance costs	5	(145.0)	(132.4)
Share of profits and losses of:			
A joint venture		112.9	71.1
Associates		0.3	(1.2)
PROFIT/(LOSS) BEFORE TAX		136.6	(301.3)
Income tax	6	(1.0)	7.4
PROFIT/(LOSS) FOR THE PERIOD BEFORE ALLOCATION BETWEEN EQUITY HOLDERS OF THE PARENT AND NON-CONTROLLING INTERESTS		135.6	(293.9)
Attributable to:			
Equity holders of the parent		138.3	(276.4)
Non-controlling interests		(2.7)	(17.5)
		135.6	(293.9)
EARNINGS/(LOSS) PER ORDINARY SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	8		
Basic and diluted		HK9.00 cents	HK(37.07) cents

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	HK\$'million	HK\$'million
PROFIT/(LOSS) FOR THE PERIOD BEFORE ALLOCATION BETWEEN EQUITY HOLDERS OF THE PARENT AND NON-CONTROLLING INTERESTS	135.6	(293.9)
OTHER COMPREHENSIVE INCOME/(LOSS)		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	(35.9)	6.7
Share of other comprehensive income/(loss) of: A joint venture	(21.2)	3.0
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods	(57.1)	9.7
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:		
Share of other comprehensive loss of: A joint venture	(153.3)	(34.9)
OTHER COMPREHENSIVE LOSS FOR THE PERIOD	(210.4)	(25.2)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	(74.8)	(319.1)
Attributable to:		
Equity holders of the parent	(72.1)	(308.8)
Non-controlling interests	(2.7)	(10.3)
	(74.8)	(319.1)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		30th June, 2022 (Unaudited)	31st December, 2021 (Audited)
	Notes	HK\$'million	HK\$'million
NON-CURRENT ASSETS			
Property, plant and equipment		6,168.9	6,327.2
Investment properties		603.0	605.3
Right-of-use assets		12,999.0	13,133.1
Properties under development		478.1	445.8
Investments in joint ventures		3,054.3	3,161.2
Investments in associates		9.0	8.9
Financial assets at fair value through profit or loss		726.2	659.9
Other loan		357.0	357.0
Debtors and deposits	9	77.9	78.6
Deferred tax assets		47.7	47.7
Intangible assets		6.4	3.6
Total non-current assets		24,527.5	24,828.3
CURRENT ASSETS			
Properties under development		1,140.1	1,043.2
Properties held for sale		296.3	293.4
Inventories		25.7	22.9
Debtors, deposits and prepayments	9	429.1	190.8
Financial assets at amortised cost		25.7	15.6
Financial assets at fair value through profit or loss		2,211.6	2,013.9
Other loan		304.7	121.9
Derivative financial instruments		–	26.3
Tax recoverable		0.6	5.9
Restricted cash		107.5	99.2
Pledged time deposits and bank balances		157.9	252.8
Time deposits		513.7	811.8
Cash and bank balances		558.2	1,069.9
Total current assets		5,771.1	5,967.6
CURRENT LIABILITIES			
Creditors, deposits received and accruals	10	(313.5)	(408.2)
Contract liabilities		(287.5)	(127.7)
Lease liabilities		(11.7)	(10.6)
Interest bearing bank borrowings	11	(1,964.0)	(2,010.0)
Tax payable		(56.8)	(31.3)
Total current liabilities		(2,633.5)	(2,587.8)
NET CURRENT ASSETS		3,137.6	3,379.8
TOTAL ASSETS LESS CURRENT LIABILITIES		27,665.1	28,208.1

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)

		30th June, 2022 (Unaudited)	31st December, 2021 (Audited)
	Notes	HK\$'million	HK\$'million
NON-CURRENT LIABILITIES			
Creditors and deposits received	10	(103.8)	(104.8)
Lease liabilities		(20.5)	(21.5)
Interest bearing bank borrowings	11	(12,858.1)	(13,203.2)
Deferred tax liabilities		(717.1)	(747.3)
Total non-current liabilities		<u>(13,699.5)</u>	<u>(14,076.8)</u>
Net assets		<u>13,965.6</u>	<u>14,131.3</u>
EQUITY			
Equity attributable to equity holders of the parent			
Issued capital		89.9	89.9
Reserves		11,718.9	11,848.4
		<u>11,808.8</u>	<u>11,938.3</u>
Perpetual securities		1,732.9	1,732.9
Non-controlling interests		423.9	460.1
Total equity		<u>13,965.6</u>	<u>14,131.3</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30th June, 2022

	Attributable to equity holders of the parent											
	Issued capital (Unaudited) HK\$'m	Share premium account (Unaudited) HK\$'m	Capital redemption reserve (Unaudited) HK\$'m	Capital reserve (Unaudited) HK\$'m	Property revaluation reserve (Unaudited) HK\$'m	Fair value reserve (Unaudited) HK\$'m	Exchange equalisation reserve (Unaudited) HK\$'m	Retained profits (Unaudited) HK\$'m	Total (Unaudited) HK\$'m	Perpetual securities (Unaudited) HK\$'m	Non-controlling interests (Unaudited) HK\$'m	Total equity (Unaudited) HK\$'m
At 1st January, 2022	89.9	404.7	17.7	1,244.5	8.1	(530.2)	8.6	10,695.0	11,938.3	1,732.9	460.1	14,131.3
Profit/(loss) for the period	-	-	-	-	-	-	-	138.3	138.3	-	(2.7)	135.6
Other comprehensive income/(loss) for the period:												
Exchange differences on translation of foreign operations	-	-	-	-	-	-	(35.9)	-	(35.9)	-	-	(35.9)
Share of other comprehensive loss of a joint venture	-	-	-	(5.0)	-	(148.3)	(21.2)	-	(174.5)	-	-	(174.5)
Total comprehensive income/(loss) for the period	-	-	-	(5.0)	-	(148.3)	(57.1)	138.3	(72.1)	-	(2.7)	(74.8)
Distribution to non-controlling interests of a listed subsidiary	-	-	-	-	-	-	-	-	-	-	(33.5)	(33.5)
Distribution to holders of perpetual securities	-	-	-	-	-	-	-	(57.4)	(57.4)	-	-	(57.4)
At 30th June, 2022	89.9	404.7	17.7	1,239.5	8.1	(678.5)	(48.5)	10,775.9	11,808.8	1,732.9	423.9	13,965.6

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Cont'd)

For the six months ended 30th June, 2022

	Attributable to equity holders of the parent											
	Issued capital (Unaudited) HK\$'m	Share premium account (Unaudited) HK\$'m	Capital redemption reserve (Unaudited) HK\$'m	Capital reserve (Unaudited) HK\$'m	Property revaluation reserve (Unaudited) HK\$'m	Fair value reserve (Unaudited) HK\$'m	Exchange equalisation reserve (Unaudited) HK\$'m	Retained profits (Unaudited) HK\$'m	Total (Unaudited) HK\$'m	Perpetual securities (Unaudited) HK\$'m	Non-controlling interests (Unaudited) HK\$'m	Total equity (Unaudited) HK\$'m
At 1st January, 2021	89.9	404.7	17.7	1,269.3	8.1	(280.0)	(6.5)	11,303.0	12,806.2	1,732.9	617.0	15,156.1
Loss for the period	-	-	-	-	-	-	-	(276.4)	(276.4)	-	(17.5)	(293.9)
Other comprehensive income/(loss) for the period:												
Exchange differences on translation of foreign operations	-	-	-	-	-	-	6.9	-	6.9	-	(0.2)	6.7
Share of other comprehensive loss of a joint venture	-	-	-	0.2	-	(35.1)	3.0	-	(31.9)	-	-	(31.9)
Total comprehensive income/(loss) for the period	-	-	-	0.2	-	(35.1)	9.9	(276.4)	(301.4)	-	(17.7)	(319.1)
Distribution to non-controlling interests of a listed subsidiary	-	-	-	-	-	-	-	-	-	-	(62.9)	(62.9)
Distribution to holders of perpetual securities	-	-	-	-	-	-	-	(56.8)	(56.8)	-	-	(56.8)
Capital reserve arising from acquisition of additional interest in a listed subsidiary	-	-	-	(0.2)	-	-	-	-	(0.2)	-	-	(0.2)
Acquisition of additional interest in a listed subsidiary	-	-	-	-	-	-	-	-	-	-	(17.4)	(17.4)
At 30th June, 2021	89.9	404.7	17.7	1,269.3	8.1	(315.1)	3.4	10,969.8	12,447.8	1,732.9	519.0	14,699.7

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	HK\$'million	HK\$'million
Net cash flows from/(used in) operating activities	<u>17.3</u>	<u>(115.4)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to investment properties	(2.1)	–
Purchases of items of property, plant and equipment	(33.7)	(212.4)
Proceeds from disposal of financial assets at fair value through profit or loss	9.2	104.9
Additions to intangible assets	(2.8)	–
Purchases of financial assets at fair value through profit or loss	(110.5)	(11.6)
Distribution from financial assets at fair value through profit or loss	3.5	16.5
Purchases of financial assets at amortised cost	(174.8)	–
Proceeds from redemption of financial assets at amortised cost	164.7	–
Acquisition of additional interest in a listed subsidiary	–	(19.2)
Advances to a joint venture	(108.7)	(1,032.1)
Repayment from a joint venture	36.6	1,594.3
Advances to an associate	(0.5)	–
Interest received	132.8	68.2
Dividend received from unlisted investments	0.4	17.5
Decrease/(increase) in other loan	(182.8)	178.6
Decrease in pledged time deposits and bank balances	94.9	85.6
Increase in restricted cash	(7.6)	(0.2)
Increase in time deposit with an original maturity of more than three months when acquired	–	(0.1)
Net cash flows from/(used in) investing activities	<u>(181.4)</u>	<u>790.0</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in other borrowing	–	(23.3)
Drawdown of new bank loans	3,729.0	795.1
Repayment of bank loans	(4,096.7)	(757.2)
Interest paid	(136.4)	(138.1)
Payment of loan and other costs	(42.5)	(17.2)
Principal portion of lease payments	(5.9)	(7.0)
Distributions to non-controlling interests of a listed subsidiary	(33.5)	(62.9)
Distribution to holders of perpetual securities	(57.4)	(56.8)
Increase in restricted cash	(0.7)	–
Net cash flows used in financing activities	<u>(644.1)</u>	<u>(267.4)</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

	Notes	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
		HK\$'million	HK\$'million
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		(808.2)	407.2
Cash and cash equivalents at beginning of period		1,871.7	2,337.8
Effect of foreign exchange rate changes, net		(1.6)	8.6
CASH AND CASH EQUIVALENTS AT END OF PERIOD		<u>1,061.9</u>	<u>2,753.6</u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and cash equivalents as stated in the condensed consolidated statement of financial position	12	1,071.9	2,764.9
Non-pledged time deposit with an original maturity of more than three months when acquired	12	(10.0)	(11.3)
Cash and cash equivalents as stated in the condensed consolidated statement of cash flows		<u>1,061.9</u>	<u>2,753.6</u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting Policies and Basis of Preparation

The condensed consolidated financial statements for the six months ended 30th June, 2022 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31st December, 2021. The accounting policies adopted in the preparation of the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31st December, 2021, except for the adoption of the following revised Hong Kong Financial Reporting Standards (“HKFRSs”), which are effective for the Group’s annual periods beginning on or after 1st January, 2022.

The Group has adopted the following revised HKFRSs for the first time for the current period’s condensed consolidated financial statements.

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendment to HKFRS 16	<i>COVID-19-Related Rent Concessions beyond 30th June, 2021</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts - Cost of Fulfilling a Contract</i>
<i>Annual Improvements to HKFRSs 2018-2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

The nature and impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1st January, 2022. As there were no contingent assets, liabilities and contingent liabilities within the scope of the amendments arising in the business combination that occurred during the period, the amendments did not have any impact on the financial position and performance of the Group.
- (b) Amendment to HKFRS 16 issued in April 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30th June, 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1st April, 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. The Group has not applied the practical expedient to any rent concessions granted by the lessors as a direct consequence of the COVID-19 pandemic. Accordingly, the adoption of the amendment has had no significant impact on the financial position and performance of the Group.

- (c) Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1st January, 2021. Since there was no sale of items produced while making property, plant and equipment available for use on or after 1st January, 2021, the amendments did not have any impact on the financial position or performance of the Group.
- (d) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1st January, 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.
- (e) *Annual Improvements to HKFRSs 2018-2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are applicable to the Group are as follows:
- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively to financial liabilities that are modified or exchanged on or after 1st January, 2022. As there was no modification of the Group's financial liabilities during the period, the amendment did not have any impact on the financial position or performance of the Group.
 - HKFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.

2. Operating Segment Information

For management purposes, the Group is organised into business units based on their products and services and has six reportable operating segments as follows:

- (a) the hotel operation and management and hotel ownership segment engages in hotel operations and the provision of hotel management services, and the ownership in hotel properties for rental income;
- (b) the asset management segment engages in the provision of asset management services to Regal Real Estate Investment Trust ("Regal REIT");
- (c) the property development and investment segment includes investments in properties for sale and for rental income, and the provision of property agency and management services;
- (d) the financial assets investments segment engages in trading of financial assets at fair value through profit or loss and other financial assets investments;
- (e) the aircraft ownership and leasing segment* engages in the aircraft ownership and leasing for rental and interest income; and
- (f) the others segment mainly comprises sale of food products, operation and management of restaurants, operation of security storage lounge, the provision of housekeeping and related services and development and distribution of multimedia entertainment and digital educational content and multi-platform social games.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that certain interest income, non-lease-related finance costs, head office and corporate gains and expenses are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

* The Group owns a fleet of 3 passenger aircraft comprising two Airbus A320-232 and one Airbus A319-133 with a net carrying amount of HK\$327.5 million and average lease rental yield of 8.6%.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

The following table presents revenue and profit/(loss) information for the Group's operating segments:

	Hotel operation and management and hotel ownership		Asset management		Property development and investment		Financial assets investments		Aircraft ownership and leasing		Others		Eliminations		Consolidated	
	Six months ended 30th June, 2021	Six months ended 30th June, 2022	Six months ended 30th June, 2021	Six months ended 30th June, 2022	Six months ended 30th June, 2021	Six months ended 30th June, 2022	Six months ended 30th June, 2021	Six months ended 30th June, 2022	Six months ended 30th June, 2021	Six months ended 30th June, 2022	Six months ended 30th June, 2021	Six months ended 30th June, 2022	Six months ended 30th June, 2021	Six months ended 30th June, 2022	Six months ended 30th June, 2021	Six months ended 30th June, 2022
	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m
Segment revenue:																
Sales to external customers	989.5	338.9	-	-	5.1	5.1	9.7	22.6	12.0	15.7	23.6	22.0	-	-	1,039.9	404.3
Intersegment sales	41.9	2.3	44.4	42.5	1.2	2.5	-	-	-	-	88.3	53.0	(175.8)	(100.3)	-	-
Total	1,031.4	341.2	44.4	42.5	6.3	7.6	9.7	22.6	12.0	15.7	111.9	75.0	(175.8)	(100.3)	1,039.9	404.3
Segment results before depreciation	526.0	(10.6)	(7.3)	(6.4)	31.8	37.1	(62.2)	64.6	8.9	(19.6)	12.3	3.9	-	-	509.5	69.0
Depreciation	(305.3)	(298.9)	-	-	(2.0)	(2.9)	-	-	(1.8)	(5.8)	(1.6)	(1.7)	-	-	(310.7)	(269.3)
Segment operating results	220.7	(209.5)	(7.3)	(6.4)	29.8	34.2	(62.2)	64.6	7.1	(25.4)	10.7	2.2	-	-	198.8	(200.3)
Unallocated interest income and unallocated non-operating and corporate gains															5.4	5.7
Unallocated non-operating and corporate expenses, net															(36.1)	(44.4)
Finance costs (other than interests on lease liabilities)															(144.7)	(132.2)
Share of profits and losses of:																
A joint venture	-	-	-	-	112.9	71.1	-	-	-	-	-	-	-	-	112.9	71.1
Associates	-	-	-	-	0.3	(0.6)	-	-	-	-	-	(0.6)	-	-	0.3	(1.2)
Profit/(loss) before tax															136.6	(301.3)
Income tax															(1.0)	7.4
Profit/(loss) for the period before allocation between equity holders of the parent and non-controlling interests															135.6	(293.9)
Attributable to:																
Equity holders of the parent															138.3	(216.4)
Non-controlling interests															(2.7)	(17.5)
															135.6	(293.9)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

3. Revenue, Other Income and Gains

Revenue, other income and gains are analysed as follows:

	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	HK\$'million	HK\$'million
<u>Revenue</u>		
<i>Revenue from contracts with customers</i>		
Hotel operations and management services	959.4	309.6
Other operations	26.1	24.3
<i>Revenue from other sources</i>		
Rental income:		
Hotel properties	22.1	27.8
Investment properties	8.8	2.5
Aircraft	12.0	15.7
Others	1.4	1.4
Gain from sale of financial assets at fair value through profit or loss, net	0.8	14.7
Gain on settlement of derivative financial instruments, net	–	0.3
Interest income from financial assets at fair value through profit or loss	6.2	4.6
Dividend income from listed investments	2.7	3.0
Other operations	0.4	0.4
	<u>1,039.9</u>	<u>404.3</u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

Revenue from contracts with customers

Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers and the reconciliation with the operating segment information:

For the six months ended 30th June, 2022				
Segments	Hotel operation and management and hotel ownership (Unaudited) HK'million	Property development and investment (Unaudited) HK'million	Others (Unaudited) HK'million	Total (Unaudited) HK'million
Types of goods or services				
Hotel operations and management services				
Hotel operations	957.2	–	–	957.2
Management services	2.2	–	–	2.2
Other operations	–	3.0	23.1	26.1
Total revenue from contracts with customers	<u>959.4</u>	<u>3.0</u>	<u>23.1</u>	<u>985.5</u>
Geographical markets				
Hong Kong	958.2	3.0	23.1	984.3
Mainland China	1.2	–	–	1.2
Total revenue from contracts with customers	<u>959.4</u>	<u>3.0</u>	<u>23.1</u>	<u>985.5</u>
Timing of revenue recognition				
At a point in time	83.2	–	1.6	84.8
Over time	876.2	3.0	21.5	900.7
Total revenue from contracts with customers	<u>959.4</u>	<u>3.0</u>	<u>23.1</u>	<u>985.5</u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

For the six months ended 30th June, 2021

Segments	Hotel operation and management and hotel ownership (Unaudited) HK'million	Property development and investment (Unaudited) HK'million	Others (Unaudited) HK'million	Total (Unaudited) HK'million
Types of goods or services				
Hotel operations and management services				
Hotel operations	306.8	–	–	306.8
Management services	2.8	–	–	2.8
Other operations	–	2.8	21.5	24.3
Total revenue from contracts with customers	<u>309.6</u>	<u>2.8</u>	<u>21.5</u>	<u>333.9</u>
Geographical markets				
Hong Kong	307.3	2.8	21.5	331.6
Mainland China	2.3	–	–	2.3
Total revenue from contracts with customers	<u>309.6</u>	<u>2.8</u>	<u>21.5</u>	<u>333.9</u>
Timing of revenue recognition				
At a point in time	90.8	–	0.9	91.7
Over time	218.8	2.8	20.6	242.2
Total revenue from contracts with customers	<u>309.6</u>	<u>2.8</u>	<u>21.5</u>	<u>333.9</u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

For the six months ended 30th June, 2022				
Segments	Hotel operation and management and hotel ownership (Unaudited) HK\$'million	Property development and investment (Unaudited) HK\$'million	Others (Unaudited) HK\$'million	Total (Unaudited) HK\$'million
Revenue from contracts with customers				
External customers	959.4	3.0	23.1	985.5
Intersegment sales	–	–	88.3	88.3
	959.4	3.0	111.4	1,073.8
Intersegment adjustments and eliminations	–	–	(88.3)	(88.3)
Total revenue from contracts with customers	959.4	3.0	23.1	985.5

For the six months ended 30th June, 2021				
Segments	Hotel operation and management and hotel ownership (Unaudited) HK\$'million	Property development and investment (Unaudited) HK\$'million	Others (Unaudited) HK\$'million	Total (Unaudited) HK\$'million
Revenue from contracts with customers				
External customers	309.6	2.8	21.5	333.9
Intersegment sales	–	–	53.0	53.0
	309.6	2.8	74.5	386.9
Intersegment adjustments and eliminations	–	–	(53.0)	(53.0)
Total revenue from contracts with customers	309.6	2.8	21.5	333.9

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	HK\$'million	HK\$'million
<u>Other income and gains</u>		
Bank interest income	4.8	3.9
Other interest income	26.4	46.6
Dividend income from unlisted investments	0.4	17.5
Gain/(Loss) on disposal of unlisted investments included in financial assets at fair value through profit or loss	5.7	(12.9)
Compensation received in relation to refinancing of a bank loan	23.7	–
Others	9.8	1.4
	<u>70.8</u>	<u>56.5</u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

4. Profit/(loss) Before Tax

	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	HK\$'million	HK\$'million
Depreciation of property, plant and equipment	170.2	154.0
Depreciation of right-of-use assets	140.5	115.3
	<u>310.7</u>	<u>269.3</u>
Government subsidies* (included in cost of sales and administrative expenses)	16.0	8.7

* The Government subsidies were granted under the Anti-epidemic Fund during the period. There are no unfulfilled conditions relating to these grants.

5. Finance Costs

	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	HK\$'million	HK\$'million
Interest on bank loans	128.0	79.4
Interest on other borrowing	–	53.3
Interest on lease liabilities	0.3	0.2
Interest expenses arising from revenue contracts	0.1	–
Amortisation of debt establishment costs	18.9	17.6
Total interest expenses on financial liabilities not at fair value through profit or loss	147.3	150.5
Other loan costs	1.9	4.1
	<u>149.2</u>	<u>154.6</u>
Less: Finance costs capitalised	(4.2)	(22.2)
	<u>145.0</u>	<u>132.4</u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

6. Income Tax

	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	HK\$'million	HK\$'million
Current – Hong Kong		
Charge for the period	29.8	17.7
Deferred	<u>(28.8)</u>	<u>(25.1)</u>
Total tax charge/(credit) for the period	<u>1.0</u>	<u>(7.4)</u>

The provision for Hong Kong profits tax has been calculated by applying the applicable tax rate of 16.5% (2021 - 16.5%) to the estimated assessable profits which were earned in or derived from Hong Kong during the period.

Taxes on the profits of subsidiaries operating overseas are calculated at the rates prevailing in the respective jurisdictions in which they operate.

The share of tax attributable to a joint venture amounting to HK\$73.7 million (2021 - HK\$0.8 million) is included in "Share of profits and losses of a joint venture and associates" in the condensed consolidated statement of profit or loss.

7. Dividend

No dividend was paid or proposed during the six months ended 30th June, 2022, nor has any dividend been proposed since the end of the reporting period (2021 - Nil).

8. Earnings/(loss) Per Ordinary Share Attributable to Equity Holders of the Parent

(a) Basic earnings/(loss) per ordinary share

The calculation of basic earnings/(loss) per ordinary share for the period ended 30th June, 2022 is based on the profit for the period attributable to equity holders of the parent of HK\$138.3 million (2021 - loss of HK\$276.4 million), adjusted for the distribution related to perpetual securities of HK\$57.4 million (2021 - HK\$56.8 million), and on the weighted average of 898.8 million (2021 - 898.8 million) ordinary shares of the Company in issue during the period.

(b) Diluted earnings/(loss) per ordinary share

No adjustment was made to the basic earnings/(loss) per ordinary share for the periods ended 30th June, 2022 and 2021 as the Company had no potentially dilutive ordinary shares in issue and therefore no diluting events existed throughout the periods.

9. Debtors, Deposits and Prepayments

Included in the balance is an amount of HK\$280.7 million (31st December, 2021 - HK\$40.7 million) representing the trade debtors of the Group. The ageing analysis of these debtors as at the end of the reporting period, based on the invoice date, is as follows:

	30th June, 2022 (Unaudited)	31st December, 2021 (Audited)
	HK\$'million	HK\$'million
Outstanding balances with ages:		
Within 3 months	270.8	28.1
4 to 6 months	3.6	5.8
7 to 12 months	6.1	7.3
Over 1 year	27.1	25.6
	307.6	66.8
Impairment	(26.9)	(26.1)
	280.7	40.7

Trade debtors, which generally have credit terms of 30 to 90 days, are recognised and carried at their original invoiced amounts less impairment.

The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade debtors relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over these balances.

Included in the Group's debtors, deposits and prepayments are amounts due from fellow subsidiaries of HK\$21.4 million (31st December, 2021 - HK\$18.3 million) and as at 31st December, 2021, an amount due from an associate of a joint venture of HK\$2.1 million.

10. Creditors, Deposits Received and Accruals

Included in the balance is an amount of HK\$41.0 million (31st December, 2021 - HK\$41.8 million) representing the trade creditors of the Group. The ageing analysis of these creditors as at the end of the reporting period, based on the invoice date, is as follows:

	30th June, 2022 (Unaudited)	31st December, 2021 (Audited)
	HK\$'million	HK\$'million
Outstanding balances with ages:		
Within 3 months	40.9	41.7
4 to 6 months	0.1	0.1
	41.0	41.8

The trade creditors are non-interest bearing and are normally settled within 90 days.

Included in creditors, deposits received and accruals are amounts due to associates, a joint venture, fellow subsidiaries and an amount due from an associate of a joint venture of HK\$13.6 million (31st December, 2021 - HK\$15.6 million), HK\$22.7 million (31st December, 2021 - HK\$22.7 million), HK\$3.4 million (31st December, 2021 - HK\$11.1 million) and HK\$1.4 million (31st December, 2021 - Nil), respectively, which are unsecured, non-interest bearing and repayable on demand.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

11. Interest Bearing Bank Borrowings

	30th June, 2022 (Unaudited)		31st December, 2021 (Audited)	
	Maturity	HK\$'million	Maturity	HK\$'million
Current				
Bank loans – secured	2022-2023	1,964.0	2022	2,010.0
Non-current				
Bank loans – secured	2023-2027	12,858.1	2023-2026	13,203.2
		<u>14,822.1</u>		<u>15,213.2</u>

	30th June, 2022 (Unaudited)	31st December, 2021 (Audited)
	HK\$'million	HK\$'million
Analysed into:		
Bank loans repayable:		
Within one year	1,964.0	2,010.0
In the second year	1,912.2	5,125.5
In the third to fifth years, inclusive	10,945.9	8,077.7
	<u>14,822.1</u>	<u>15,213.2</u>

On 10th August, 2021, Regal REIT group, through its wholly-owned subsidiaries, Bauhinia Hotels Limited and Rich Day Investments Limited, entered into a facility agreement for a term loan facility of HK\$4,500.0 million and a revolving loan facility of up to HK\$500.0 million (the "2021 IH Facilities"), for a term of five years. The 2021 IH Facilities are secured by four of the five Initial Hotels, namely, Regal Airport Hotel, Regal Hongkong Hotel, Regal Oriental Hotel and Regal Riverside Hotel. As at 30th June, 2022, the 2021 IH Facilities had outstanding amount of HK\$4,643.0 million, representing the full amount of the term loan facility and an amount of HK\$143.0 million under the revolving loan facility.

On 8th March, 2018, Regal REIT group, through its wholly-owned subsidiary, Ricobem Limited, arranged a bilateral term loan facility of HK\$3,000.0 million (the "2018 RKH Facility"), secured by a mortgage over the Regal Kowloon Hotel. This facility has a term of five years to March 2023. In late June 2022, Regal REIT group concluded a 5-year term loan facility of HK\$2,950.0 million (the "2022 RKH Facility") with a new lender, similarly secured by the Regal Kowloon Hotel, which was used to refinance the then outstanding term loan facility of HK\$3,000.0 million originally due to mature in March 2023. The 2022 RKH Facility has repayment obligations of HK\$50.0 million at each of its anniversary date to maturity. As at 30th June, 2022, the outstanding amount of the 2022 RKH Facility was HK\$2,950.0 million, representing the full amount of the term loan facility.

On 19th July, 2019, Regal REIT group, through its wholly-owned subsidiary, Sonnix Limited, entered into a facility agreement for a term loan facility of HK\$440.0 million (the "2019 WC Facility"), for a term of five years to July 2024. The 2019 WC Facility is secured by the iclub Wan Chai Hotel. On 22nd June, 2020, its principal amount was revised to HK\$405.0 million for the purpose of compliance with an undertaking in the facility agreement. As at 30th June, 2022, the outstanding facility amount of the 2019 WC Facility was HK\$405.0 million.

On 19th October, 2018, Regal REIT group, through its wholly-owned subsidiary, Tristan Limited, arranged a bilateral loan facility of up to HK\$790.0 million, comprised of a term loan facility of HK\$632.0 million and a revolving loan facility of up to HK\$158.0 million (the "2018 SW Facilities"), secured by the iclub Sheung Wan Hotel. The 2018 SW Facilities have a term of five years to October 2023. As at 30th June, 2022, the utilised amount of the 2018 SW Facilities was HK\$790.0 million, representing the full amount of the term loan facility and a revolving loan amount of HK\$158.0 million.

On 29th November, 2018, Regal REIT group, through its wholly-owned subsidiary, Wise Decade Investments Limited, arranged another bilateral loan facility of up to HK\$825.0 million, comprised of a term loan facility of HK\$660.0 million and a revolving loan facility of up to HK\$165.0 million (subsequently reduced to HK\$44.0 million in September 2020) (the "2018 FH Facilities"), secured by the iclub Fortress Hill Hotel. The 2018 FH Facilities have a term of five years to November 2023. As at 30th June, 2022, the outstanding amount of the 2018 FH Facilities was HK\$660.0 million, representing the full amount of the term loan facility.

On 4th September, 2017, Regal REIT group, through its wholly-owned subsidiary, Land Crown International Limited, arranged a term loan facility of HK\$748.0 million (the "2017 MTW Facility"), secured by the iclub Ma Tau Wai Hotel. The 2017 MTW Facility has a term of three years to September 2020. On 27th August, 2020, a supplement to 2017 MTW Facility agreement was entered into to amend the principal loan amount to HK\$621.0 million (the "2020 MTW Facility"), for a new term of three years to September 2023. As at 30th June, 2022, the outstanding amount of the 2020 MTW Facility was HK\$621.0 million, representing the full amount of the term loan facility.

As at 30th June, 2022, the outstanding loan facilities of Regal REIT group bore interest at the Hong Kong Interbank Offered Rate ("HIBOR") plus an interest margin ranging from 1.05% per annum to 1.80% per annum (31st December, 2021 - ranging from 0.92% per annum to 1.80% per annum).

Bank borrowings under the 2021 IH Facilities, the 2022 RKH Facility, the 2019 WC Facility, the 2018 SW Facilities, the 2018 FH Facilities and the 2020 MTW Facility are guaranteed by Regal REIT and/or certain individual companies of the Regal REIT group on a joint and several basis.

The Regal REIT group's interest-bearing bank borrowings are also secured by, amongst others:

- (i) legal charges and debentures over the corresponding properties;
- (ii) an assignment of rental income and all other proceeds arising from and including all rights, titles and interests under all hotel management agreements and lease agreements, where appropriate, relating to the relevant properties;
- (iii) charges over each relevant rental account, sales proceeds account and other control accounts of the Regal REIT group, if any;
- (iv) a floating charge over all of the undertakings, properties, assets and rights of each of the relevant companies of the Regal REIT group; and
- (v) an equitable charge over the shares in the relevant companies of the Regal REIT group.

As at 30th June, 2022, the Group's other bank borrowings bore interest at HIBOR plus an interest margin ranging from 1.06% per annum to 2.75% per annum except for a bank loan of HK\$19.0 million, which bore interest at Euro Interbank Offered Rate ("EURIBOR") plus 2.5% per annum. All interest bearing bank borrowings were denominated in Hong Kong dollars except for a bank loan of HK\$19.0 million which was denominated in Euro.

As at 31st December, 2021, the Group's other bank borrowings bore interest at HIBOR plus an interest margin ranging from 0.98% per annum to 2.75% per annum except for a bank loan of HK\$20.4 million, which bore interest at EURIBOR plus 2.5% per annum, and bank loans of HK\$20.6 million, which bore interest at the bank's cost of fund plus an interest margin of 0.75% per annum. All interest bearing bank borrowings were denominated in Hong Kong dollars except for bank loans of HK\$41.0 million which were denominated in Euro.

Included in interest bearing bank borrowings under current liabilities is an amount of HK\$1,169.2 million (31st December, 2021 - HK\$1,514.3 million) which represents the outstanding balance of revolving loan facilities with remaining tenors of over 12 months.

The Group's bank borrowings are secured by a pledge over certain assets of the Group as further detailed in note 14 to the condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

12. Note to the Condensed Consolidated Statement of Cash Flows

Cash and cash equivalent balances

	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	HK\$'million	HK\$'million
Cash and bank balances	558.2	2,059.1
Non-pledged time deposits with an original maturity of less than three months when acquired	503.7	694.5
Non-pledged time deposit with an original maturity of more than three months when acquired	10.0	11.3
Cash and cash equivalents	<u>1,071.9</u>	<u>2,764.9</u>

13. Related Party Transactions

(a) Transactions with related parties

The Group had the following material related party transactions during the period:

	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	HK\$'million	HK\$'million
Fellow subsidiaries:		
Management fees	19.9	19.5
Development consultancy fees	0.2	–
Service fees in respect of security systems and products and other software	0.2	0.5
Repairs and maintenance fees and construction fees	1.3	5.6
An associate:		
Advertising and promotion fees (including cost reimbursements)	1.8	4.4
A joint venture:		
Gross interest income	20.4	42.9
Estate management fee income	1.2	1.1
Acquisition of Regal REIT units*	–	19.2
	<u> </u>	<u> </u>

* As disclosed in the joint announcement by the Company dated 27th April, 2021, the Group acquired from a subsidiary of Cosmopolitan certain Regal REIT units at a cash consideration of approximately HK\$19.2 million.

The nature and terms of other related party transactions above have not changed and were already disclosed in the Group's audited consolidated financial statements for the year ended 31st December, 2021.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

(b) Outstanding balances with related parties, net of impairment:

	30th June, 2022 (Unaudited)	31st December, 2021 (Audited)
	HK\$'million	HK\$'million
Due from fellow subsidiaries	21.4	18.3
Due to a joint venture	(22.7)	(22.7)
Due to associates	(13.6)	(15.6)
Due to fellow subsidiaries	(3.4)	(11.1)
Due to an associate of a joint venture	(1.4)	–
Loans to a joint venture	2,294.7	2,222.7
Due from a joint venture	9.3	132.3
Due from associates	5.3	5.5
Due from an associate of a joint venture	–	2.1
Other loan	661.7	478.9
	<u>661.7</u>	<u>478.9</u>

(c) Compensation of key management personnel of the Group:

	Six months ended 30th June, 2022 (Unaudited)	Six months ended 30th June, 2021 (Unaudited)
	HK\$'million	HK\$'million
Short term employee benefits	14.8	15.0
Staff retirement scheme contributions	1.0	1.0
Total compensation paid to key management personnel	<u>15.8</u>	<u>16.0</u>

14. Pledge of Assets

As at 30th June, 2022, the Group's properties held for sale and certain of the Group's property, plant and equipment, investment properties, right-of-use assets, properties under development, financial assets at fair value through profit or loss, time deposits and bank balances in the total amount of HK\$20,642.1 million (31st December, 2021 – HK\$20,967.2 million) were pledged to secure banking facilities granted to the Group as well as bank guarantees procured by the Group pursuant to certain lease guarantees in connection with the leasing of the hotel properties from Regal REIT.

15. Contingent Liabilities

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

	30th June, 2022 (Unaudited)	31st December, 2021 (Audited)
	HK\$'million	HK\$'million
Corporate guarantees provided in respect of attributable share of banking facilities granted to certain subsidiaries of a joint venture	2,166.0	2,408.6
Corporate guarantee provided in respect of a banking facility granted to an associate of a joint venture	200.0	178.6

At 30th June, 2022, the banking facilities granted to certain subsidiaries and an associate of a joint venture subject to corporate guarantees given on a several basis to banks by the Group were utilised to the extent of HK\$2,166.0 million (31st December, 2021 - HK\$2,408.6 million) and HK\$200.0 million (31st December, 2021 - HK\$178.6 million), respectively.

In addition, corporate guarantee has been given to a bank by the Group for a performance bond issued by the bank in relation to a property development contract undertaken by the Group amounting to HK\$15.0 million (31st December, 2021 - HK\$15.0 million).

16. Capital Commitments

At 30th June, 2022, the Group's share of maximum capital commitment as agreed for P&R Holdings in respect of its property development projects amounted to HK\$4,200.0 million (31st December, 2021 - HK\$4,200.0 million) (the "P&R Capital Commitment"). At 30th June, 2022, shareholder's loans in an aggregate amount of HK\$2,064.0 million (31st December, 2021 - HK\$2,064.0 million) have been contributed, of which HK\$1,562.6 million (31st December, 2021 - HK\$1,562.6 million) has been provided under the P&R Capital Commitment. In addition, a total amount of HK\$2,366.0 million (31st December, 2021 - HK\$2,587.2 million) has been provided as guarantees, on a several basis, for banking facilities granted to certain subsidiaries and an associate of P&R Holdings, of which HK\$2,166.0 million (31st December, 2021 - HK\$2,408.6 million) and HK\$200.0 million (31st December, 2021 - HK\$178.6 million), respectively, has been provided under the P&R Capital Commitment.

In addition, two (31st December, 2021 - two) loan facilities totalling HK\$1,550.0 million (31st December, 2021 - HK\$1,550.0 million) have been granted to P&R Holdings, of which HK\$230.7 million (31st December, 2021 - HK\$158.7 million) has been utilised, which bear interest at fixed rates of 5% per annum (2021 - 4% to 5% per annum).

At the end of the reporting period, the Group's share of the P&R Holdings group's own capital commitments in respect of property development projects was as follows:

	30th June, 2022 (Unaudited)	31st December, 2021 (Audited)
	HK\$'million	HK\$'million
Contracted, but not provided for	<u>270.4</u>	<u>272.9</u>

In addition to the above share of a joint venture's own capital commitments, the Group had the following capital commitments at the end of the reporting period:

	30th June, 2022 (Unaudited)	31st December, 2021 (Audited)
	HK\$'million	HK\$'million
Contracted, but not provided for: Property development projects	<u>60.8</u>	<u>158.3</u>

17. Fair Value and Fair Value Hierarchy of Financial Instruments

The carrying amounts of the Group's financial assets and financial liabilities approximated to their fair values at the end of the reporting period.

The Group's management is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, management analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. Independent professional valuers are engaged for the valuation as appropriate. The valuation is reviewed and approved by management. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value as at 30th June, 2022

	Fair value measurement using			Total (Unaudited) HK\$'million
	Quoted prices in active markets (Level 1) (Unaudited) HK\$'million	Significant observable inputs (Level 2) (Unaudited) HK\$'million	Significant unobservable inputs (Level 3) (Unaudited) HK\$'million	
Financial assets at fair value through profit or loss:				
Listed equity investments	1,990.8	–	–	1,990.8
Listed debt investments	–	220.8	–	220.8
Unlisted equity investments	–	–	115.0	115.0
Unlisted fund investments	–	–	599.7	599.7
Unlisted debt investments	–	–	11.5	11.5
	<u>1,990.8</u>	<u>220.8</u>	<u>726.2</u>	<u>2,937.8</u>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

Assets measured at fair value as at 31st December, 2021

	Fair value measurement using			Total (Audited) HK\$'million
	Quoted prices in active markets (Level 1) (Audited) HK\$'million	Significant observable inputs (Level 2) (Audited) HK\$'million	Significant unobservable inputs (Level 3) (Audited) HK\$'million	
Financial assets at fair value through profit or loss:				
Listed equity investments	1,940.5	–	–	1,940.5
Listed debt investments	–	73.4	–	73.4
Unlisted equity investments	–	–	135.5	135.5
Unlisted fund investments	–	–	516.6	516.6
Unlisted debt investments	–	–	7.8	7.8
Derivative financial instruments	–	26.3	–	26.3
	<u>1,940.5</u>	<u>99.7</u>	<u>659.9</u>	<u>2,700.1</u>

The movements in fair value measurements in Level 3 during the period/year are as follows:

	2022 (Unaudited) HK\$'million	2021 (Audited) HK\$'million
Financial assets at fair value through profit or loss – unlisted investments:		
At 1st January	659.9	743.6
Purchases	110.5	32.6
Distributions	(3.5)	(10.9)
Total losses recognised in profit or loss, net	(3.5)	(0.8)
Disposals	(37.2)	(104.6)
At 30th June/31st December	<u>726.2</u>	<u>659.9</u>

Liabilities measured at fair value as at 30th June, 2022

The Group did not have any financial liabilities measured at fair value as at 30th June, 2022 (31st December, 2021 - Nil).

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (year ended 31st December, 2021 - Nil).

Valuation techniques

The fair values of certain listed equity investments are based on quoted market prices.

The fair values of certain listed equity investments and listed debt investments are determined based on the market values provided by financial institutions.

The fair values of unlisted equity investments, unlisted debt investments and certain unlisted fund investments are determined by reference to recent transaction prices of the investments or carried at valuations provided by financial institutions or related administrators. The fair values of certain unlisted fund investments are assessed to approximate the net asset values indicated on the net asset value statements issued by the investment fund managers, which take into consideration the fair values of the underlying assets held under the investments. For unlisted fund investments classified under Level 3 of the fair value measurement hierarchy, when the net asset value increases/decreases, the fair value will increase/decrease accordingly. Given there is a diverse portfolio of unlisted equity investments, unlisted debt investments and unlisted fund investments, each of which of insignificant value, there is no separate disclosure on the fair value measurement using significant unobservable inputs (Level 3).

The fair values of the derivative financial instruments, including put options, is determined based on market values provided by financial institutions.

18. Approval of the Unaudited Condensed Consolidated Financial Statements

These unaudited condensed consolidated financial statements were approved and authorised for issue by the Board of Directors on 25th August, 2022.

DIRECTORS' INTERESTS IN SHARE CAPITAL

As at 30th June, 2022, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) of the Company, which (a) are as recorded in the register required to be kept under section 352 of the SFO; or (b) are as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), were as follows:

	The Company/ Name of associated corporation	Name of Director	Class of shares held	Number of shares held			Total (Approximate percentage of the issued shares as at 30th June, 2022)
				Personal interests	Corporate interests	Family/Other interests	
1.	The Company	Mr. Lo Yuk Sui	Ordinary (issued)	24,200	622,855,261 (Note c)	260,700	623,140,161 (69.33%)
		Miss Lo Po Man	Ordinary (issued)	300,000	269,169 (Note d)	–	569,169 (0.06%)
		Dr. Francis Choi Chee Ming	Ordinary (issued)	50,240,000	–	–	50,240,000 (5.59%)
		Mr. Allen Wan Tze Wai	Ordinary (issued)	10,200	–	–	10,200 (0.001%)
2.	Century City International Holdings Limited ("CCIHL")	Mr. Lo Yuk Sui	Ordinary (issued)	110,887,396	2,032,315,326 (Note a)	380,683	2,143,583,405 (69.29%)
		Miss Lo Po Man	Ordinary (issued)	112,298	–	–	112,298 (0.004%)
		Ms. Belinda Yeung Bik Yiu	Ordinary (issued)	200	–	–	200 (0.000%)
		Mr. Jimmy Lo Chun To	Ordinary (issued)	251,735	–	–	251,735 (0.008%)
		Mr. Allen Wan Tze Wai	Ordinary (issued)	24,000	–	–	24,000 (0.001%)

OTHER INFORMATION (Cont'd)

	The Company/ Name of associated corporation	Name of Director	Class of shares held	Number of shares held			Total (Approximate percentage of the issued shares as at 30th June, 2022)
				Personal interests	Corporate interests	Family/Other interests	
3.	Paliburg Holdings Limited ("PHL")	Mr. Lo Yuk Sui	Ordinary (issued)	90,078,014	740,860,803 (Note b)	15,000	830,953,817 (74.55%)
		Miss Lo Po Man	Ordinary (issued)	1,116,000	–	–	1,116,000 (0.10%)
		Mr. Donald Fan Tung	Ordinary (issued)	556	–	–	556 (0.000%)
		Mr. Jimmy Lo Chun To	Ordinary (issued)	2,274,600	–	–	2,274,600 (0.20%)
		Mr. Kenneth Ng Kwai Kai	Ordinary (issued)	176,200	–	–	176,200 (0.02%)
		Mr. Allen Wan Tze Wai	Ordinary (issued)	200	–	–	200 (0.000%)
4.	Cosmopolitan International Holdings Limited ("Cosmopolitan")	Mr. Lo Yuk Sui	Ordinary (i) (issued)	–	4,726,526,144 (Note e)	–	4,726,526,144
			(ii) (unissued)	–	3,045,487,356 (Note f)	–	3,045,487,356
			Preference (issued)	–	2,295,487,356 (Note f)	–	2,295,487,356 (99.99%)
		Miss Lo Po Man	Ordinary (issued)	1,380,000	–	–	1,380,000 (0.02%)
		Mr. Jimmy Lo Chun To	Ordinary (issued)	2,269,101	–	–	2,269,101 (0.04%)
						Total:	7,772,013,500 (121.58%)

	The Company/ Name of associated corporation	Name of Director	Class of shares held	Number of shares held			Total (Approximate percentage of the issued shares as at 30th June, 2022)
				Personal interests	Corporate interests	Family/Other interests	
5.	Regal Real Estate Investment Trust ("Regal REIT")	Mr. Lo Yuk Sui	Units (issued)	–	2,443,033,102 (Note g)	–	2,443,033,102 (74.99%)
6.	8D International (BVI) Limited	Mr. Lo Yuk Sui	Ordinary (issued)	–	1,000 (Note h)	–	1,000 (100%)

Notes:

- (a) (i) The interests in 1,929,911,928 issued ordinary shares of CCIHL were held through companies wholly owned by Mr. Lo Yuk Sui ("Mr. Lo").
- (ii) The interests in the other 102,403,398 issued ordinary shares of CCIHL were derivative interests held by YSL International Holdings Limited ("YSL Int'l"), a company wholly owned by Mr. Lo, under the right of first refusal to purchase such shares granted by the Dalton Group (comprising Dalton Investments LLC and its two affiliates).
- (b) The interests in 694,124,547 issued ordinary shares of PHL were held through companies wholly owned by CCIHL, in which Mr. Lo held 65.96% shareholding interests.

The interests in 16,271,685 issued ordinary shares of PHL were held through corporations controlled by Mr. Lo as detailed below:

Name of corporation	Controlled by	% of control
Wealth Master International Limited	Mr. Lo	90.00
Select Wise Holdings Limited	Wealth Master International Limited	100.00

The interests in 30,464,571 issued ordinary shares of PHL were held through corporations controlled by Mr. Lo as detailed below:

Name of corporation	Controlled by	% of control
Wealth Master International Limited	Mr. Lo	90.00
Select Wise Holdings Limited	Wealth Master International Limited	100.00
Splendid All Holdings Limited	Select Wise Holdings Limited	100.00

- (c) The interests in 421,400 issued ordinary shares of the Company were held through companies wholly owned by CCIHL, in which Mr. Lo held 65.96% shareholding interests. The interests in 622,433,861 issued ordinary shares of the Company were held through companies wholly owned by PHL, in which CCIHL held 62.28% shareholding interests. PHL held 69.25% shareholding interests in the Company.
- (d) The interests in 269,169 issued ordinary shares of the Company were held through a company wholly owned by Miss Lo Po Man.

OTHER INFORMATION (Cont'd)

- (e) The interests in 3,128,001,480 issued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of P&R Holdings Limited ("P&R Holdings"), which is owned as to 50% each by PHL and the Company through their respective wholly owned subsidiaries. The interests in the other 1,065,191,332 issued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of the Company. The interests in the other 533,333,332 issued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of PHL. PHL, in which CCIHL held 62.28% shareholding interests, held 69.25% shareholding interests in the Company. Mr. Lo held 65.96% shareholding interests in CCIHL.
- (f) The interests in 3,045,487,356 unissued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of P&R Holdings, which is owned as to 50% each by PHL and the Company through their respective wholly owned subsidiaries. PHL, in which CCIHL held 62.28% shareholding interests, held 69.25% shareholding interests in the Company. Mr. Lo held 65.96% shareholding interests in CCIHL.
- The interests in 2,295,487,356 unissued ordinary shares of Cosmopolitan are derivative interests held through interests in 2,295,487,356 convertible preference shares of Cosmopolitan, convertible into new ordinary shares of Cosmopolitan on a one to one basis (subject to adjustments in accordance with the terms of the convertible preference shares).
- The interests in 750,000,000 unissued ordinary shares of Cosmopolitan are derivative interests held through interests in the convertible bonds in the principal amount of HK\$300,000,000 issued by a wholly owned subsidiary of Cosmopolitan. The convertible bonds are convertible into new ordinary shares of Cosmopolitan at a conversion price of HK\$0.40 per ordinary share (subject to adjustments in accordance with the terms of the convertible bonds).
- (g) The interests in 2,439,613,739 issued units of Regal REIT were held through wholly owned subsidiaries of the Company. The interests in 732,363 issued units of Regal REIT were held through wholly owned subsidiaries of PHL. The interests in 2,687,000 issued units of Regal REIT were held through wholly owned subsidiaries of CCIHL. PHL, in which CCIHL held 62.28% shareholding interests, held 69.25% shareholding interests in the Company. Mr. Lo held 65.96% shareholding interests in CCIHL.
- (h) 400 shares were held through companies controlled by CCIHL, in which Mr. Lo held 65.96% shareholding interests, and 600 shares were held through a company controlled by Mr. Lo.

Save as disclosed herein, as at 30th June, 2022, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) of the Company, which (a) are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (b) are required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARE CAPITAL

As at 30th June, 2022, so far as is known to the Directors and the chief executive of the Company, the following substantial shareholders (not being a Director or chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO or notified to the Company pursuant to the SFO:

Name of substantial shareholder	Number of issued ordinary shares held	Number of underlying ordinary shares held	Total number of ordinary shares (issued and underlying) held	Approximate percentage of issued ordinary shares as at 30th June, 2022
YSL Int'l (Note i)	622,855,261	–	622,855,261	69.30%
Grand Modern Investments Limited ("Grand Modern") (Note ii)	622,855,261	–	622,855,261	69.30%
CCIHL (Note iii)	622,855,261	–	622,855,261	69.30%
Century City BVI Holdings Limited ("CCBVI") (Note iv)	622,855,261	–	622,855,261	69.30%
PHL (Note v)	622,433,861	–	622,433,861	69.25%
Paliburg Development BVI Holdings Limited (Note vi)	622,433,861	–	622,433,861	69.25%
Guo Yui Investments Limited (Note vi)	271,140,466	–	271,140,466	30.17%
Paliburg BVI Holdings Limited (Note vi)	230,870,324	–	230,870,324	25.69%
Taylor Investments Ltd. (Note vi)	154,232,305	–	154,232,305	17.16%
Glaser Holdings Limited (Note vi)	58,682,832	–	58,682,832	6.53%
H.P. Nominees Limited (Note vi)	55,480,885	–	55,480,885	6.17%

Notes:

- (i) The interests in the ordinary shares of the Company held by YSL Int'l were included in the corporate interests of Mr. Lo Yuk Sui in the ordinary shares of the Company as disclosed under the section headed "Directors' Interests in Share Capital" above.
- (ii) Grand Modern is a wholly owned subsidiary of YSL Int'l and its interests in the ordinary shares of the Company were included in the interests held by YSL Int'l.
- (iii) CCIHL is owned as to 52.70% by Grand Modern and its interests in the ordinary shares of the Company were included in the interests held by Grand Modern.
- (iv) CCBVI is a wholly owned subsidiary of CCIHL and its interests in the ordinary shares of the Company were included in the interests held by CCIHL.
- (v) PHL is a listed subsidiary of CCIHL, which held 62.28% shareholding interests in PHL, and PHL's interests in the ordinary shares of the Company were included in the interests held by CCIHL.
- (vi) These companies are wholly owned subsidiaries of PHL and their interests in the ordinary shares of the Company were included in the interests held by PHL.

OTHER INFORMATION (Cont'd)

Save as disclosed herein, the Directors and the chief executive of the Company are not aware that there is any person (not being a Director or chief executive of the Company) who, as at 30th June, 2022, had an interest or short position in the shares and underlying shares of the Company which are recorded in the register required to be kept under section 336 of the SFO or notified to the Company pursuant to the SFO.

Details of directorships of the Company's Directors in each of those companies which has an interest in the shares and underlying shares of the Company as disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO are set out as follows:

- (1) Mr. Lo Yuk Sui is a director of YSL Int'l.
- (2) Mr. Lo Yuk Sui, Miss Lo Po Man and Mr. Jimmy Lo Chun To are directors of Grand Modern.
- (3) Mr. Lo Yuk Sui, Miss Lo Po Man, Mr. Donald Fan Tung, Mr. Jimmy Lo Chun To, Mr. Kenneth Ng Kwai Kai, Ms. Winnie Ng and Mr. Wong Chi Keung are directors of CCIHL and PHL.
- (4) Mr. Lo Yuk Sui, Miss Lo Po Man, Mr. Donald Fan Tung, Mr. Jimmy Lo Chun To and Mr. Kenneth Ng Kwai Kai are directors of all the above-mentioned wholly owned subsidiaries of CCIHL and PHL.

CHANGE IN INFORMATION OF DIRECTORS

The change in the information of the Directors of the Company, which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, since the publication of the annual report of the Company for the financial year ended 31st December, 2021 is set out below:

Name of Director

Details of changes

Independent Non-Executive Director:

Ms. Alice Kan Lai Kuen

- Resigned as an independent non-executive director of Shimao Group Holdings Limited and Shimao Services Holdings Limited, both of which are companies listed on the Stock Exchange, with effect from 24th August, 2022.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules. The updated biographical details of the Directors of the Company are set out in the preceding section headed "Directors' Profile".

DISCLOSURE PURSUANT TO RULE 13.22 OF CHAPTER 13 OF THE LISTING RULES

The following disclosure is made by the Company in compliance with the continuing disclosure requirements under Rule 13.22 of Chapter 13 of the Listing Rules relating to the information required to be disclosed under Rule 13.16:

Financial Assistance provided to and Guarantees given for Affiliated Companies (Rule 13.16 of Chapter 13)

Details of the financial assistance provided to affiliated companies by the Group as at 30th June, 2022 are set out below:

Name of Affiliated Companies		Principal Amount of Advances (HK\$'million)	Interest Receivable (HK\$'million)	Guarantee given for Banking Facilities	
				(i) Principal Amount of Banking Facilities (HK\$'million)	(ii) Amount of Banking Facilities Drawdown (HK\$'million)
8D International (BVI) Limited	(A)	13.6	–	Nil	Nil
8D Matrix Limited	(B)	68.9	–	Nil	Nil
P&R Holdings Limited	(C)	<u>2,294.7</u>	<u>(D) 9.3</u>	<u>(E)(i) 2,367.8</u>	<u>(E)(ii) 2,367.8</u>
				Total: (A) to (E)(i)	<u>4,754.3</u>
				(A) to (D) & (E)(ii)	<u>4,754.3</u>

8D International (BVI) Limited ("8D-BVI") is a 30% owned associate of the Company, which was principally involved in the development and distribution of technologically advanced security and building related systems and software development and promotions businesses. The remaining shareholding interests in 8D-BVI are indirectly owned as to 10% by CCIHL and 60% by Mr. Lo through his close associates (as defined in the Listing Rules). The advances were provided by the Group in the form of shareholder's loans in proportion to the Company's shareholding interest in 8D-BVI, for the purpose of financing the working capital of 8D-BVI. The advances are unsecured, interest-free and repayable on demand.

8D Matrix Limited ("8D Matrix") is a 30% owned associate of the Company, which owns two wholly owned subsidiaries, Century Innovative Technology Limited and 深圳市世紀創意科技有限公司 (collectively, "Century Innovative Technology"), which are principally engaged in the online education, entertainment and technology business based on the "Bodhi and Friends" characters. 8D Matrix also owns a wholly owned subsidiary involved in advertising and promotion business. The remaining shareholding interests in 8D Matrix are owned as to 10% indirectly by CCIHL and 60% indirectly by Mr. Lo through his close associates (as defined in the Listing Rules). The advances were provided by the Group in the form of shareholder's loans in proportion to the Company's shareholding interest in 8D Matrix, for the purpose of financing the working capital of 8D Matrix and Century Innovative Technology. The advances are unsecured, interest-free and repayable on demand.

OTHER INFORMATION (Cont'd)

P&R Holdings principally engages in the development of real estate projects for sale and/or leasing and the undertaking of related investment and financing activities. P&R Holdings group holds, through its wholly owned subsidiaries, interests in a number of property development projects in Hong Kong and also holds, through Cosmopolitan (the listed subsidiary of P&R Holdings), interests in certain property development projects in Mainland China. Information relating to the investment of P&R Holdings group in such property development projects are disclosed in the preceding Management Discussion and Analysis. The advances to P&R Holdings were provided by a wholly owned subsidiary of the Company in the form of shareholder's loans in proportion to its shareholding interest in P&R Holdings. The advances to P&R Holdings are unsecured and have no fixed terms of repayment and except for an aggregate amount of HK\$230.7 million which bears interest at a fixed rate of 5% per annum, the balance of the advances is interest free. The guarantees were provided by the Company on a several basis in proportion to its shareholding interests in P&R Holdings and were given in respect of the respective bank loan facilities of, in aggregate, HK\$2,366.0 million made available to six wholly owned subsidiaries and an associate of P&R Holdings for financing their development projects in Hong Kong. Further information relating to the Group's share of the maximum capital commitment to P&R Holdings, the shareholder's loans provided by the Group under such commitment and the several guarantees provided by the Company for securing banking facilities granted to certain wholly owned subsidiaries of P&R Holdings is set out in note 16 to the condensed consolidated financial statements.

Calculated on the basis shown above, as at 30th June, 2022, the aggregate amount of financial assistance provided to and bank guarantees given for affiliated companies by the Group in the respective sums of (a) HK\$4,754.3 million (based on the total available amount of the banking facilities) and (b) HK\$4,754.3 million (based on the total amount of banking facilities drawdown) represented (a) 15.7% and (b) 15.7% of the consolidated total assets of the Group of HK\$30,298.6 million, calculated by reference to its latest unaudited condensed consolidated financial statements for the six months ended 30th June, 2022.

Save as disclosed above, there were no other financial assistance provided to or guarantees given for affiliated companies by the Group as at 30th June, 2022, which were discloseable pursuant to Rule 13.16 of Chapter 13 of the Listing Rules.

A combined statement of financial position of the abovenamed affiliated companies and the Group's attributable interest in these affiliated companies are presented below:

	Combined statement of financial position (HK\$'million)	The Group's attributable interest (HK\$'million)
Non-current assets	5,159.3	2,576.2
Current assets	8,671.0	4,329.1
Current liabilities	(4,008.8)	(2,003.6)
Non-current liabilities	(7,630.1)	(3,677.5)
	<u>2,191.4</u>	<u>1,224.2</u>
Non-controlling interests	(656.3)	(328.0)
Net assets attributable to equity holders of the parent	<u><u>1,535.1</u></u>	<u><u>896.2</u></u>

CORPORATE GOVERNANCE

Corporate Governance Code

The Company has complied with the Code Provisions in the Corporate Governance Code as set out in Appendix 14 of the Listing Rules during the six months ended 30th June, 2022, except that:

- The roles of the Chairman and Chief Executive Officer are not separated and performed by two different individuals, due to practical necessity to cater to the Group's corporate operating structure.

Code of Conduct for Securities Transactions by Directors

The Company has adopted the "Code for Securities Transactions by Directors of Regal Hotels International Holdings Limited" (the "Regal Code"), on terms no less exacting than the required standard set out in the Model Code, as the code of conduct governing the securities transactions by the Directors of the Company. Following specific enquiry by the Company, the Directors have confirmed that they have complied with the Model Code and the Regal Code during the six months ended 30th June, 2022.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the six months ended 30th June, 2022.

REVIEW OF RESULTS

The Audit Committee of the Company currently comprises the following members:

Mr. Wong Chi Keung (Chairman of the Committee) *(Independent Non-Executive Director)*

Dr. Francis Choi Chee Ming, GBS, JP *(Vice Chairman and Non-Executive Director)*

Ms. Alice Kan Lai Kuen *(Independent Non-Executive Director)*

Professor Japhet Sebastian Law *(Independent Non-Executive Director)*

Ms. Winnie Ng, JP *(Independent Non-Executive Director)*

The Audit Committee has reviewed and discussed with the Company's management the accounting principles and practices adopted by the Group, auditing, internal control and financial reporting matters including the review of the unaudited condensed consolidated financial statements for the six months ended 30th June, 2022, in conjunction with the external auditors. The review report of the external auditors is set out on page 64 of this report.

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION



**To the Board of Directors of
Regal Hotels International Holdings Limited**
(Incorporated in Bermuda with limited liability)

Introduction

We have reviewed the interim financial information of Regal Hotels International Holdings Limited (the “Company”) and its subsidiaries set out on pages 22 to 54, which comprises the condensed consolidated statement of financial position as at 30th June, 2022 and the related condensed consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 *Interim Financial Reporting* (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The Directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Ernst & Young
Certified Public Accountants

27/F, One Taikoo Place
979 King’s Road
Quarry Bay, Hong Kong

25th August, 2022

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