



WHARF

*Established 1886*

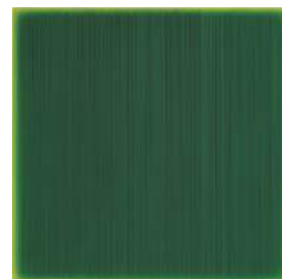
THE WHARF (HOLDINGS) LIMITED

Stock Code : 0004

ANNUAL REPORT 2022

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# CORPORATE PROFILE

Founded in 1886 as the 17<sup>th</sup> company registered in Hong Kong and one of the 30 constituent stocks in the original Hang Seng Index from the 1960's, The Wharf (Holdings) Limited ("Wharf", Stock Code: 0004) is backed by a long standing mission of "Building for Tomorrow" with a proven track record in management and execution.

The Group's businesses currently comprise Investment Properties, Hotels and Development Properties in Hong Kong and Mainland China. Other businesses include Logistics Infrastructure through Modern Terminals and Hong Kong Air Cargo Terminals.

In Hong Kong, the Group's exclusive Peak Portfolio, comprising a rare collection of unique properties, continues to feature the highest bespoke quality and craftsmanship catering to the demands of a privileged and discerning clientele. As at the end of 2022, the Group's attributable land bank was 2.8 million square feet, of which nearly 600,000 square feet on The Peak. Project pipeline includes 1 Plantation Road, Kowloon Tong site, Kai Tak site (30%-owned) and Kowloon Godown Redevelopment.

The Group's proactive efforts in Mainland China Investment Properties, started from a small nascent base some 20 years ago, is beginning to bear fruit, to realise plans to generate a proper return over the next 20 to 30 years remaining on the majority of the underlying land leases. They are led by the International Finance Squares ("IFS") at the very heart of CBD or new CBD in select cities. Through years of expansion, IFS developments in Chengdu and Changsha have become trendsetting landmarks with unrivalled location, superior planning and design, retailer and shopper critical mass and top-notch management.

The Mainland China Development Properties land bank at the end of 2022 was 1.7 million square metres. The Group is selective in new land acquisition as strict regulatory policies have curtailed returns and increased investment risk.

Wharf Hotels manages 16 hotels, with over 5,000 rooms and suites, in Mainland China, Hong Kong and the Philippines. Five hotels operate under the award-winning luxury Niccolo brand, with the other 11 hotels under the business travel brand Marco Polo Hotels. The Group owns three of these hotels and a fourth through a 50/50 joint venture.

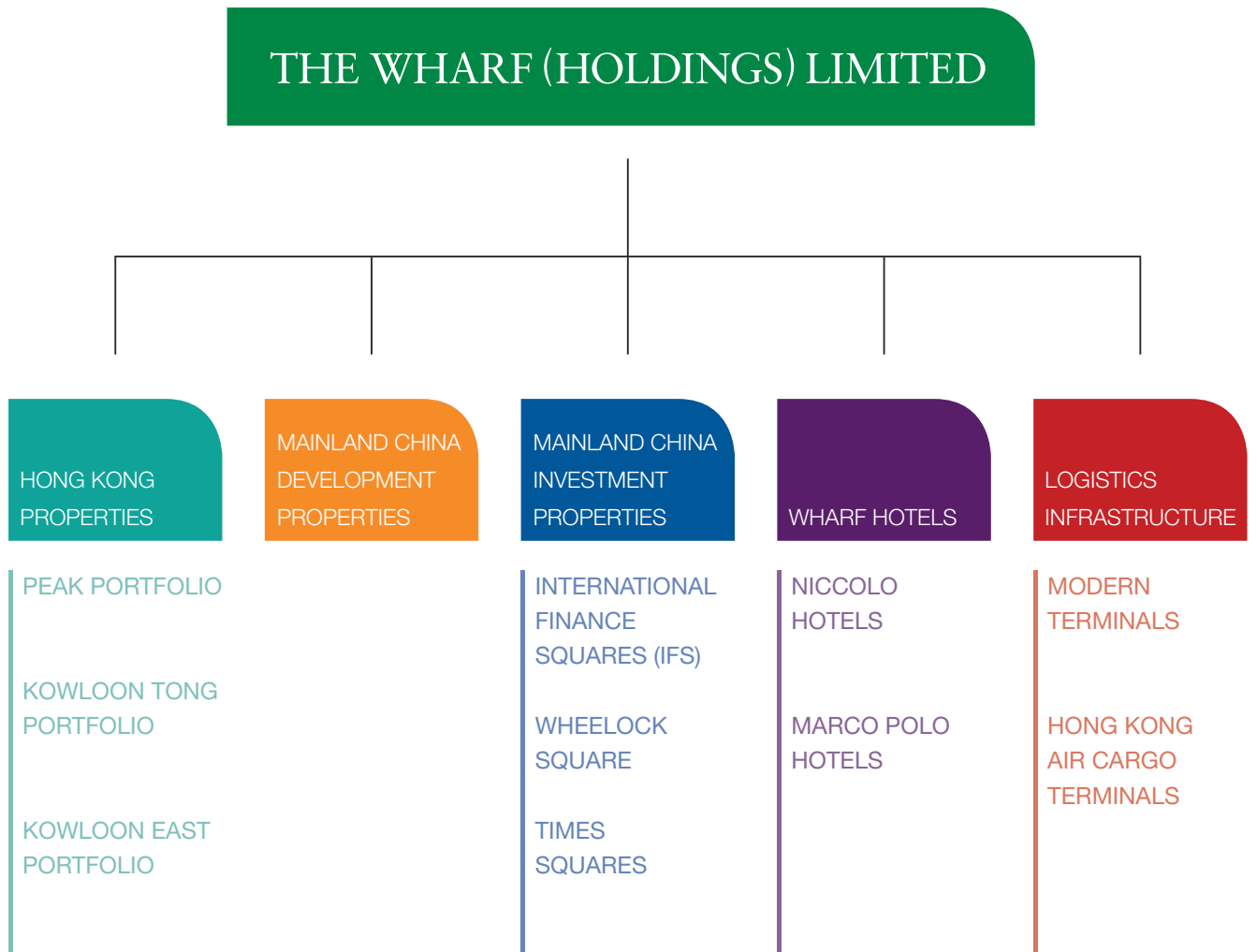
The Group also owns and operates Modern Terminals, a major operator of container terminals in Hong Kong and Shenzhen, and is a founding partner in Hong Kong Air Cargo Terminals. Both have been key components for Hong Kong's success as an international trade and transportation hub for decades.

"Building for Tomorrow" also extends to Wharf's "Business-in-Community" ("BIC") commitment. Flagship school improvement programme "Project *WeCan*" grows from strength to strength along with a series of BIC initiatives, with an aim of helping different segments of society in Hong Kong and the Mainland.

The Group has also been devoting effort to embrace sustainable practices in our businesses for building a more sustainable future. To support carbon neutrality, it is integrating green efforts and has developed long term targets to reduce carbon emissions, electricity intensity, water consumption and waste by 2030.

In 2022, the Group was recognised with a host of awards for its business achievements and contributions to the community. The Group is ranked the Second Top Donor by The Community Chest for the second consecutive year. It remains as a constituent member of Hang Seng Corporate Sustainability Index Series with ESG rating upgraded to AA+, accredited with Hong Kong Quality Assurance Agency's CSR Index Plus Mark, and attained the "10 Years Plus Caring Company Logo" from The Hong Kong Council of Social Service.

# GROUP BUSINESS STRUCTURE



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr Stephen T H Ng, *Chairman and Managing Director*

Mr Paul Y C Tsui, *Vice Chairman, Executive Director and Group Chief Financial Officer*

Ms Y T Leng, *Executive Director*

Mr Kevin K P Chan

Mr Kevin C Y Hui

## Independent Non-executive Directors

Professor Edward K Y Chen, *GBS, CBE, JP*

Mr Vincent K Fang, *GBS, JP*

Mr Hans Michael Jebsen, *BBS*

Ms Elizabeth Law, *MH, JP*

Mr Richard Y S Tang, *SBS, JP*

Ms Nancy S L Tse, *JP*

Mr David Muir Turnbull

## COMPANY SECRETARY

Mr Kevin C Y Hui, *FCCA, CPA, FCG, HKFCG*

## AUDITORS

KPMG, Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance

## PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

## SHARE REGISTRAR

Tricor Tengis Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

## REGISTERED OFFICE

16th Floor, Ocean Centre, Harbour City,

Canton Road, Kowloon, Hong Kong

Telephone: (852) 2118 8118

Fax: (852) 2118 8018

Website: [www.wharfholdings.com](http://www.wharfholdings.com)

# SHAREHOLDER INFORMATION

## LISTING

Ordinary Shares  
The Stock Exchange of Hong Kong Limited  
Stock Code: 4

Number of issued shares  
as at 31 December 2022 3,056,027,327

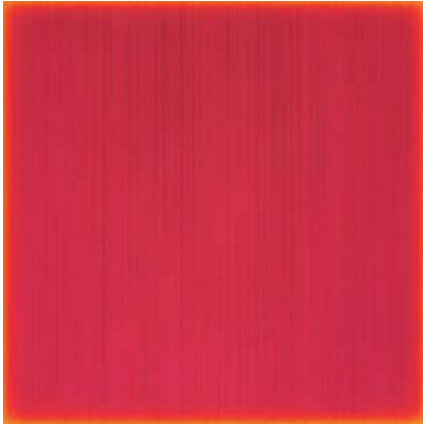
## FINANCIAL CALENDAR

2022 2nd Interim Dividend	HK\$0.20 per share
Record Date and Time for 2022 2nd Interim Dividend	6:00 p.m., 12 April 2023
Payment Date for 2022 2nd Interim Dividend	27 April 2023
Closure of Register of Members (to ascertain shareholders' right to attend and vote at 2023 Annual General Meeting)	8 May 2023 to 11 May 2023 (both days inclusive)
2023 Annual General Meeting (at Centenary Room, Ground Floor The Marco Polo Hongkong Hotel 3 Canton Road, Kowloon, Hong Kong)	11:15 a.m., 11 May 2023

## CONTACTS

Shareholder enquiries:	sh@wharfholdings.com
Investor enquiries:	ir@wharfholdings.com
Media enquiries:	pr@wharfholdings.com

# CHAIRMAN'S STATEMENT



2022 started off with an acute resurgence of COVID-19, leading to strict social distancing measures and partial lockdowns in Hong Kong and Mainland China, even as some major economies began to return to normal. Following the so-called 5<sup>th</sup> Wave in Hong Kong in the first quarter, the city of Shanghai was completely shut down for two months in the second quarter. Both cities took a direct hit immediately and are today still hurting from the serious fallout. In the case of Shanghai, collateral damage also cascaded through to other parts of the country.

Prolonged pandemic situation, coupled with the mounting macroeconomic challenges and property market turmoil in Mainland China, shook the national economy. As a result, the Group's rental revenue reported the first decline in recent years, while Development Properties ("DP") recorded much lower sales volume and recognition.

A watershed moment occurred at the end of the year when the Central Government ended its "zero-COVID" policy. 2023 is expected to be a year of readjustment following the upheaval in 2022.

## GENERAL ECONOMY

Global economic recovery has been hindered by different issues in the two largest economies. The US has been raising interest rates aggressively since 2022 to combat raging inflation in a robust economy, while China has experienced slower economic growth due to the pandemic. Additionally, the war in Ukraine and energy crisis are having a major negative impact on global economies and supply chains.

In Mainland China, the highly leveraged developers caused anxiety among homebuyers, resulting in a substantial reduction in transaction volume and weaker prices. Delay in project completion also sparked a mass mortgage boycott. The government has stepped up support to stabilise the sector and address debt issue, but correction would take time. Furthermore, cautious sentiment weighed on the commercial sector amid the turbulent times, while lockdowns and restriction measures adversely impacted the hospitality sector.

In Hong Kong, the stock market hit its lowest level in over a decade and home price also dropped to a record low in recent years due to the escalation of prime rate after multiple rounds of Federal Reserve rate hikes. The logistics segment was notably affected by weakened global demand and border control, leading to disruptions in cross-border trucking and impaired gate volume.

## BUSINESS PERFORMANCE

Hong Kong Properties experienced a quiet year in both sales and recognition.

For the Mainland DP segment, illiquidity in the market and lockdown measures weakened buyer sentiment and dented sales significantly. With both volume and price under pressure, a large impairment provision became necessary for the Group's unsold stock.

The flagship International Finance Squares ("IFS") contributed to years of growth in Mainland Investment Properties ("IP") revenue. However, the first reversal was reported in 2022 as massive lockdown in various cities inevitably inflicted heavy damage. Competition also intensified in the over-supply markets.

Modern Terminals celebrated its 50<sup>th</sup> anniversary of operations in 2022 and handled over 140 million TEUs in Hong Kong in those five decades. 2022 was another challenging year in this journey. Hong Kong witnessed a decrease in throughput starting around mid-year under deteriorating external environment and cross-border restrictions.



# CHAIRMAN'S STATEMENT

## FINANCIAL RESULTS

Group revenue decreased by 19% to HK\$18,064 million, due to much lower DP recognitions in Hong Kong and Mainland China, as well as reversal in Mainland IP revenue growth. Logistics and investments segments also lost steam under macro uncertainties. The weak market led to DP impairment provisions and IP revaluation deficit (both non-cash and unrealised), resulting in a loss attributable to shareholders of HK\$1,705 million. Loss per share was HK\$0.56. Excluding the IP revaluation deficit, underlying net profit for the year was HK\$303 million.

Total assets amounted to HK\$221.7 billion. Book net asset value was HK\$151.6 billion (or HK\$49.60 per share). The Group decreased net debt by 60% to HK\$5.3 billion and lowered gearing to 3.4%.

In lieu of a final dividend, a second interim dividend of HK\$0.20 (2021: HK\$0.20) per share has been declared, bringing the total dividend for the year to HK\$0.40 (2021: HK\$0.40) per share.

## BUSINESS-IN-COMMUNITY

Upholding the mission of “Building for Tomorrow”, the Group spares no effort in sustainability and supporting those in need in the society.

Since the 5<sup>th</sup> Wave of COVID-19 hit Hong Kong in early 2022, the Group has made a donation of HK\$7.5 million to The Community Chest via “Wharf Emergency Relief Fund”, in order to help individuals and families in financial hardship. An additional HK\$5 million was donated to Project *WeCan*'s “*WeCan*-CARE! A Pandemic Relief Fund” to provide instant relief to students and families to overcome the difficult time. The Group is honoured to be named the Second Top Donor by The Community Chest for the second consecutive year.

To support the community in action, the Group initiated “Business-in-Community” in 2011 to directly reach out and foster the development of young generation. The Group launched three flagship programmes namely “Project *WeCan*”, “The Wharf Hong Kong Secondary School Art Competition” and “Architectural Design Internship Programme”. Project *WeCan* has been expanded to the community, with over 70 partners from different sectors joining to support over 87,000 students of 82 schools. Programmes including Job Tasting and Career Exploration Day are held to inspire students to pursue higher studies and fulfilling careers.

In Mainland China, the Group has been sponsoring Wu Zhi Qiao (Bridge to China) Charitable Foundation since 2011 to improve lives of underprivileged villagers in remote areas. To date, over 100 students from Project *WeCan* joined as volunteers to build footbridges and community facilities, benefitting over 15,000 villagers in Chongqing, Gansu, Guizhou and Yunnan.

The Group has also been devoting effort to embedding sustainable practices in our businesses for building a more sustainable future. Chengdu IFS and Changsha IFS achieved LEED Platinum certification through green loans raised in 2019 and 2020. Modern Terminals installed around 300 solar panels on the rooftop of warehouse building, reducing over 50,000 kg of carbon emission per annum. To support carbon neutrality, the Group is integrating green efforts and has developed 2030 long term targets to reduce carbon emissions, electricity intensity, water and waste.

The Group remains a member of Hang Seng Corporate Sustainability Index Series with ESG rating upgraded to AA+ in 2022. The Group and Modern Terminals are awarded the “10 Year Plus Caring Company Logo” and “15 Year Plus Caring Company Logo” respectively as a recognition of our commitment and achievement in corporate social responsibility.

## OUTLOOK

The world is on the brink of global recession in 2023 as countries have been raising interest rates to tame inflation. Adverse market condition and escalating geopolitical tension are exerting a substantial drag on business outlook, with a slowdown in the global economy likely to have a spillover effect across business activities in Mainland China and Hong Kong.

In Mainland China, the exit of “zero-COVID” policy should orderly restore production activities and supply chain flow, thereby supporting economic recovery. Resumption of daily life will also gradually restore consumer confidence and shopping sentiment. However, the aftermath of crackdown on highly leveraged property developers has cast a shadow over the DP market outlook in the near term and the ongoing structural reform will take time.

Whereas in Hong Kong, peaking rates, improving labour market, border reopening with Mainland China and the newly launched Top Talent Pass Scheme will provide support to market sentiment. Yet, macro uncertainties likely persist to affect economic recovery pace.

Hotel operations should benefit from the alleviation of travel restrictions and pent-up travelling demand in the Mainland. A respectable rebound on domestic travel was observed during Chinese New Year. International travel is also set to gradually improve but manpower and flight capacity are the key challenges.

For logistics sector, the trade activity is facing pressure under volatile external environment coupled with regional competition and trade tension. 2023 will continue to be full of challenges.

## VOTE OF THANKS

On behalf of all shareholders and the Board, I would like to express our sincerest appreciation to all customers and business partners for their continuous support, and also to all staff for their contributions and concerted effort throughout the year in coping with the unparalleled difficulties during the pandemic.

**Stephen T H Ng**  
*Chairman and Managing Director*

Hong Kong, 9 March 2023

# FINANCIAL HIGHLIGHTS

	<b>2022</b> HK\$ Million	2021 HK\$ Million	Change +/-%
<b>RESULTS</b>			
Revenue	<b>18,064</b>	22,378	-19%
Operating profit	<b>6,603</b>	8,536	-23%
Underlying net profit (note a)	<b>303</b>	3,646	-92%
(Loss)/profit attributable to equity shareholders	<b>(1,705)</b>	6,019	N/A
Total dividend for the year	<b>1,222</b>	1,222	0%
<b>(Loss)/earnings per share</b>			
Underlying net profit	<b>HK\$0.10</b>	HK\$1.19	-92%
(Loss)/profit attributable to equity shareholders	<b>(HK\$0.56)</b>	HK\$1.97	N/A
<b>Dividend per share</b>			
First interim	<b>HK\$0.20</b>	HK\$0.20	0%
Second interim	<b>HK\$0.20</b>	HK\$0.20	0%
Total for the year	<b>HK\$0.40</b>	HK\$0.40	0%
<b>FINANCIAL POSITION</b>			
Total assets	<b>221,745</b>	253,700	-13%
Total business assets (note b)	<b>205,869</b>	228,618	-10%
Net debt	<b>5,316</b>	13,186	-60%
Shareholders' equity	<b>151,585</b>	162,020	-6%
Total equity	<b>155,707</b>	166,377	-6%
Number of issued shares (in million)	<b>3,056</b>	3,056	0%
Net asset value per share	<b>HK\$49.60</b>	HK\$53.02	-6%
Net debt to total equity	<b>3.4%</b>	7.9%	-4.5% pt

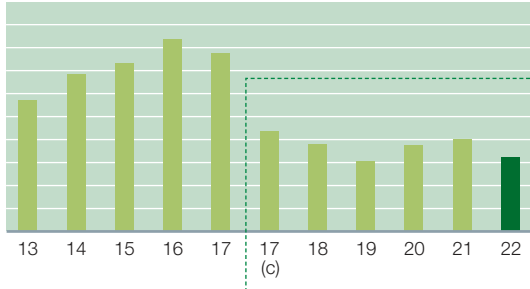
Notes:

- (a) Underlying net profit primarily excludes changes in revaluation of investment properties, mark-to-market changes on financial instruments and non-recurring items.
- (b) Business assets exclude unallocated corporate assets mainly comprising deferred tax assets and bank deposits and cash.

### Revenue

(HK\$ Million)

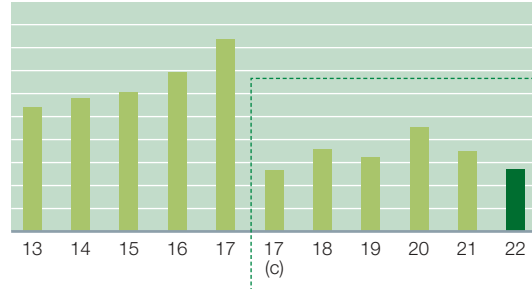
18,064



### Operating Profit

(HK\$ Million)

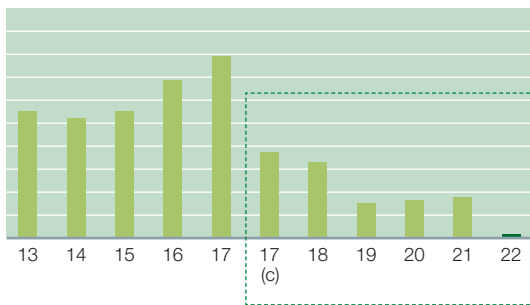
6,603



### Underlying Net Profit (Per Share)

(HK\$)

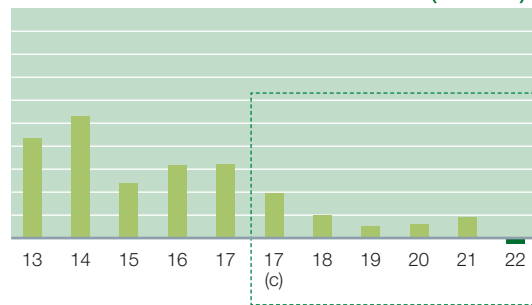
0.10



### Earnings/(Loss) Attributable To Equity Shareholders (Per Share)

(HK\$)

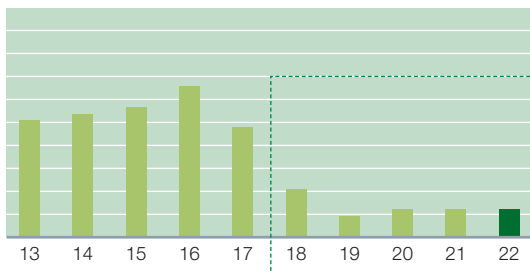
(0.56)



### Dividend (Per Share)

(HK\$)

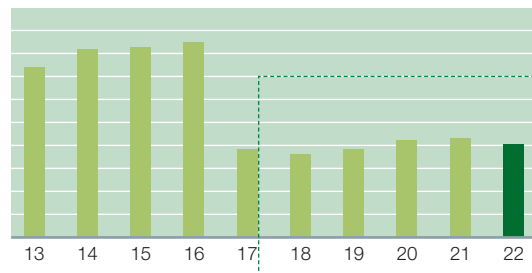
0.40



### Net Asset Value (Per Share)

(HK\$)

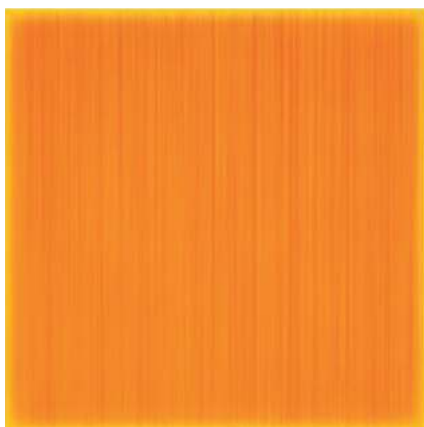
49.60

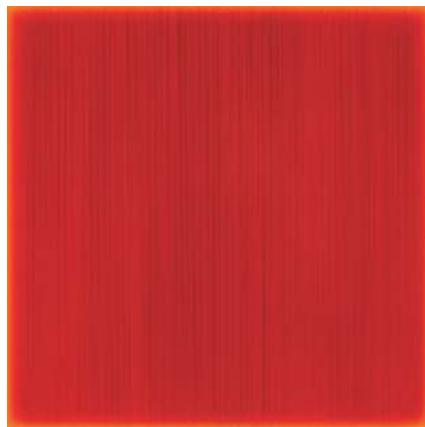


Notes (continued):

(c) The demerger of Wharf Real Estate Investment Company Limited ("Wharf REIC"), a former wholly-owned subsidiary, in November 2017 renders direct comparison of the Group's financials to 2017 and before less relevant. Accordingly, these 2017 profit and loss items have been restated by excluding Wharf REIC for meaningful comparison.

# BUSINESS REVIEW





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Hong Kong Properties



18

Mainland China  
Development Properties



22

Mainland China  
Investment Properties



26

Wharf Hotels



28

Logistics Infrastructure



Hong Kong Properties



77/79 PEAK ROAD

77/79 Peak Road



HONG KONG PROPERTIES



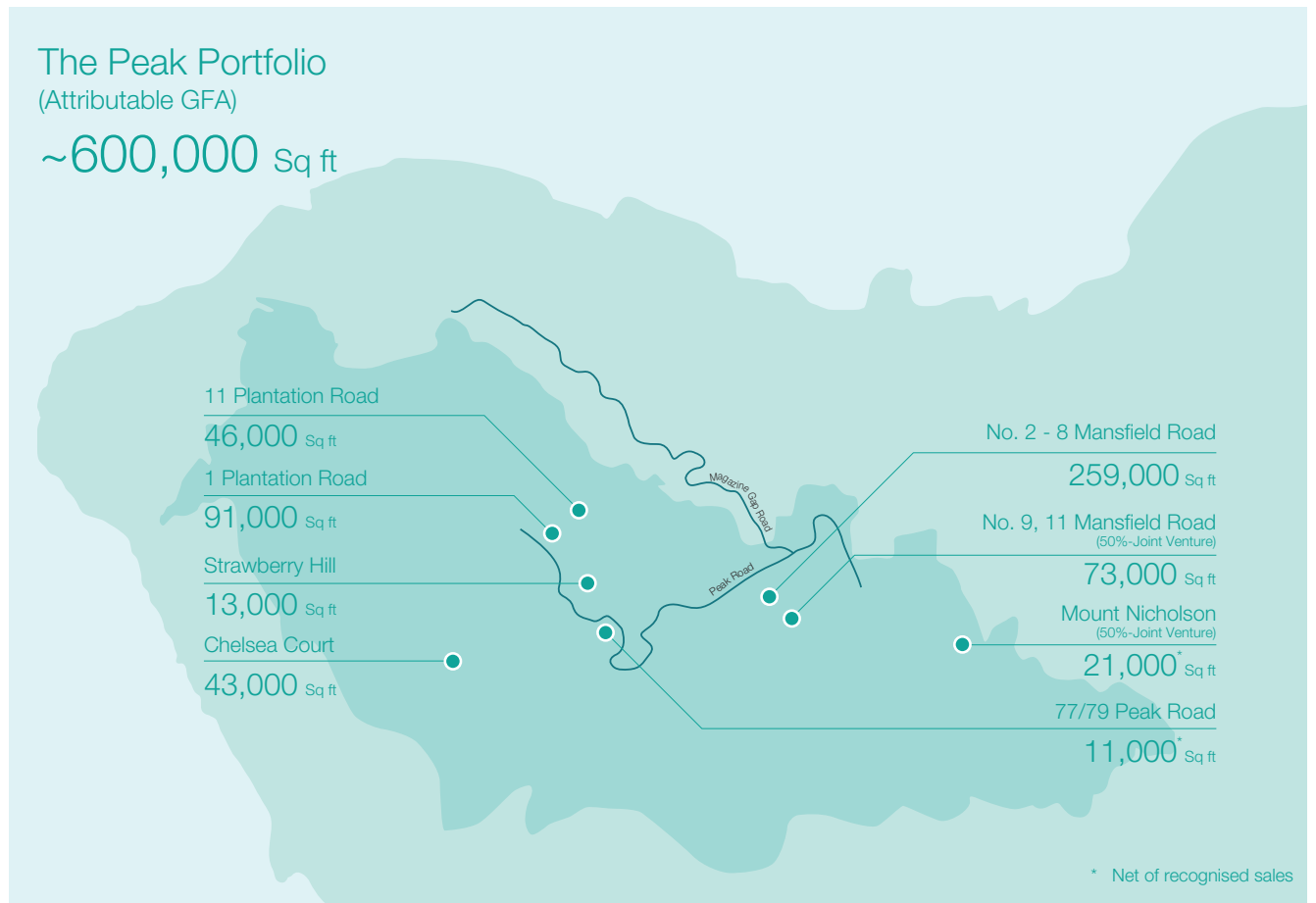
77/79 Peak Road

On an attributable basis and in a quiet year, full year sales totalled HK\$1,025 million and net order book at year end amounted to HK\$733 million. Development Properties revenue recognised in 2022 decreased by 79% to HK\$905 million and operating profit by 59% to HK\$616 million.

## Total Land Bank

(Attributable GFA)

2,800,000 Sq ft



## Kowloon Tong Residential Project

(Attributable GFA)

436,000 Sq ft

## Kowloon East Portfolio

(Attributable GFA)

1,802,000 Sq ft



Mainland China  
Development Properties



Bellagio, Suzhou

## BUSINESS REVIEW

# MAINLAND CHINA DEVELOPMENT PROPERTIES

Market illiquidity and high profile defaults reported for debt-ridden developers had a significant impact on homebuyer sentiment and residential transactions. The Group's attributable contracted sales decreased by 70% to RMB4.2 billion (2021: RMB13.9 billion), mainly from projects in Hangzhou and Suzhou. Net order book at year end amounted to RMB8.5 billion for 278,200 square metres (2021: RMB16.7 billion for 536,400 square metres). Land bank was 1.7 million square metres. No land replenishment was made during the year.

Attributable revenue recognised in 2022 decreased by 50% to HK\$14,308 million and operating profit by 56% to HK\$1,688 million. Recognised GFA was 430,700 square metres (2021: 773,700 square metres) and completed GFA was 516,600 square metres (2021: 947,100 square metres).

### Total Land Bank

(Attributable GFA)

**1,700,000** Sq M





Suzhou Yangcheng Lake Lot #27

# Mainland China Investment Properties



Changsha IFS



Chengdu IFS



Chongqing IFS



Wuxi IFS



## BUSINESS REVIEW

# MAINLAND CHINA INVESTMENT PROPERTIES

National retail sales was stagnant in 2022 due to lockdown measures that crippled local economy and slowed consumer spending. Sentiment towards discretionary spending was especially weak in December when infection spread after lifting of lockdown measures. Additionally, office leasing demand was also hindered by the moderating economy and volatile business environment, leading to soft rental and occupancy in an already over-supplied market.

Consequently, the Group's Mainland China Investment Properties portfolio experienced its first reversal in revenue in recent years, with a more severe impact in the second half of the year. Revenue decreased by 11% to HK\$4,798 million and operating profit by 9% to HK\$3,226 million.







Wharf Hotels



## BUSINESS REVIEW

### WHARF HOTELS

Lockdown measures in Mainland China and quarantine requirement in Hong Kong restricted mobility throughout most of 2022. This led to a decrease in segment revenue of 26% to HK\$369 million and an operating loss of HK\$27 million was reported.

16

Hotels in Asia

5,000+

Rooms & Suites



Popinjays@The Murray, Hong Kong



The Conservatory@Niccolo Changsha



# Logistics Infrastructure



## BUSINESS REVIEW

### LOGISTICS INFRASTRUCTURE

Global demand weakened starting in mid-year due to inflation and economic slowdown. Furthermore, COVID-19 and stringent pre-cautionary measures in Mainland China seriously disrupted the supply chain. Segment revenue decreased by 1% to HK\$2,964 million and operating profit by 1% to HK\$763 million.



Modern Terminals



PARTNER WITH THE BEST  
SINCE 1972

### MODERN TERMINALS

In Hong Kong, cross-border trucking was curtailed due to pandemic measures imposed in Mainland China. Throughput decreased by 11% to 4.4 million TEUs.

In Shenzhen, throughput at DaChan Bay increased by 19% to 2.0 million TEUs while that at associated company Shekou Container Terminals increased by 5% to 6.0 million TEUs.

7.1 Million TEUs

Modern Terminals

(Attributable Total Throughput)

### HONG KONG AIR CARGO TERMINALS ("HACTL")

Total cargo handled by the 20.8%-owned HACTL decreased by 18% to 1.6 million tonnes. Throughput was affected by weakened cargo demand, the war in Ukraine and cross-border trucking restrictions. The intense competition during market slowdown is a challenge to the Group's business.

# AWARDS AND RECOGNITIONS



## CORPORATE

- Second Top Donor of 2021/22 Campaign Year by the Community Chest

## CHANGSHA IFS

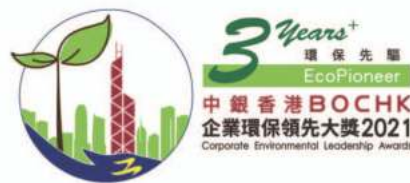
- 2022 IAI Awards – Bronze Award for Technical Marketing
- TopDigital 2022 – Bronze Award for Livestreaming Marketing
- 13<sup>th</sup> TigerRoar Awards – Bronze Award for Content Marketing
- Residential project Sky Villa – 2022 IIDA Best of Asia Pacific Design Awards – Category Winner for Residences – Large (95 square metres and above)

## CHENGDU IFS

- 2022 Event Marketing Awards — Gold Award for Best Use of Influencer
- 2022 Asia-Pacific Stevie Awards — Gold Award for Innovation in Content Marketing / Branded Editorial
- 2022 Chengdu “The First Store Economy” Conference — 2021–2022 Contribution Award of the First Store in Chengdu

## CHONGQING IFS

- 2022 Event Marketing Awards – Bronze Award for Best Retail / Mall / Pop Up Event
- 2022 IAI Awards – Silver Award for Scene Marketing
- 2022 SHIAF Awards – Bronze Award for Scene Marketing



## CHONGQING TIMES SQUARE

- 2021 The Favourite Business and Travel Landmark of Rail Transit Group by Chongqing Daily Newspaper and Chongqing Rail Transit Group

## DALIAN TIMES SQUARE

- 2022 Pacemaker of Dalian Commercial Project by NetEase Dalian

## MODERN TERMINALS

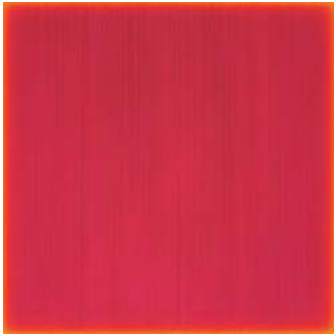
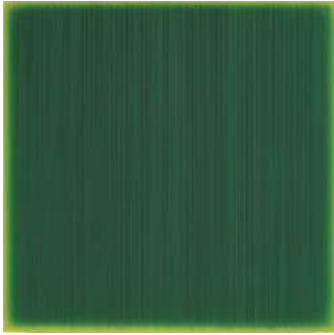
- Sustainability Award of Navis Inspire Awards
- BOCHK Corporate Environmental Leadership Awards 2021 – 3 Years+ EcoPioneer
- 15 Years Plus Caring Company Logo

## WHARF HOTELS

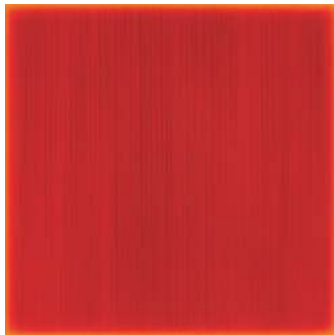
- The Murray, Hong Kong, a Niccolo Hotel – 2022 Forbes Travel Guide: Five-star Award
- Niccolo Changsha – TTG China Travel Awards 2022: Best Hotel in Northwest, Central South and Southwest China
- Niccolo Chengdu – 2022 Tripadvisor Travellers' Choice "Best of the Best" Award: Top 25 Hotels – China
- Niccolo Chongqing – Best Hotel & Resort Value Award by Voyage: The Best Luxury Hotel
- Niccolo Suzhou – Shanghai WOW Travel Award: Best Fashion Hotel
- Cucina, Marco Polo Hongkong Hotel – 2022 Forbes Travel Guide: Four-star Award
- Gateway Hotel – Luxury Lifestyle Awards 2022: Best Luxury City Hotel, Hong Kong
- SAVVY, Prince Hotel – WINE.Luxe Magazine's Top 10 Wine Pairing Restaurants Award 2022: Recommended (Western Cuisines)"
- Marco Polo Wuhan – Trip.com Group's One of the Best Scenic Hotels in Wuhan







**CORPORATE  
SUSTAINABILITY**





# CORPORATE SUSTAINABILITY

The Group has been driven by its long-standing mission of “Building for Tomorrow” to enhance the sustainability of business practices. Through engaging with our stakeholders and valuing our team members’ efforts, we collaborate in reducing negative impacts arising from our operations on the environment and society, as expressed in our vision and mission of sustainability. The Group is proud to have been a constituent member of the Hang Seng Corporate Sustainability Index Series since 2014.

Besides an overview of the Group’s major sustainability accomplishments during the reporting year in this section, we develop our operational strategies in line with the Sustainable Development Goals (“SDGs”) established by the United Nations. For details, please refer to the Group’s standalone Sustainability Report 2022 on [www.wharfholdings.com](http://www.wharfholdings.com), which has been prepared in accordance with the requirements of Environmental, Social and Governance Reporting Guide (Appendix 27) issued by The Stock Exchange of Hong Kong Limited (“HKEX ESG Reporting Guide”), the latest GRI Standards 2021 (“GRI Standards”) and the GRI G4 Construction and Real Estate Sector (“CRE”) Disclosures. The Report also refers to selected metrics of the Sustainability Accounting Standards Board (“SASB”) real estate industry-specific sustainability accounting standards and the Recommendations of the Task Force on Climate-related Financial Disclosures (“TCFD”).

## SUSTAINABILITY GOVERNANCE

The Group has built a clear sustainability governance structure to monitor and manage the environmental, social, and governance (“ESG”) issues in our operations. Our Sustainability Steering Committee (SSC), headed by the Chairman of the Group, convenes twice a year to develop and improve sustainability strategies. To monitor ESG performance and practices of various business units (“BUs”), the Group has placed the responsibility on the Divisional Sustainability Committee, which is assisted by the Cross-BU Sustainability Group. Each BU is responsible for identifying and evaluating ESG risks and opportunities within its operation and implementing appropriate management approach to mitigate the risks. The SCC regularly reviews ESG performance reported by BUs.

The Group is zero-tolerant to bribery and corruption, and advocates for the highest standards of business conduct. To ensure our ethical standards are well understood throughout our workforce, the Compliance Policy Statement, Anti-corruption Policy, Statement of Business Integrity and Code of Conduct are established according to the relevant laws and regulations. The Group also provides anti-corruption training for our employees to reinforce their awareness. The Whistleblowing Policy and Procedures outline the processes for employees and business partners to report misconduct and malpractice. For more details on our governance structure, and risk management and internal control systems, please refer to pages 46 to 69.

## CLIMATE RESILIENCE

The Group continues to assess the strategy for sustainable operation and climate resilience considering the increase in climate risks and an ever-changing sustainability regulatory landscape. The Group has identified relevant climate risks and respective mitigation measures across the Group according to the recommendations of TCFD. The Climate Change Policy Statement which guides all BUs to respond to climate change, is reviewed and updated regularly. The assessment of climate risks and opportunities will be further conducted to continuously refine our climate resilience and mitigation strategies as more information and tools are available.

## PROTECTING OUR ENVIRONMENT

The Group continues to operate in compliance with local legislations, while implementing its Environmental Policy to manage and reduce adverse environmental impacts. The Group was not aware of any environmental non-compliance that resulted in penalties or fines in 2022.

The Group has organised several programmes at our properties to enhance public and employees' environmental awareness in resource conservation and waste reduction. In March 2022, we joined the "Earth Hour" to enhance awareness on energy saving. At our hotel operations, waste sorting practices were introduced to assist employees to effectively classify waste for reduction. Our Investment Properties also places waste recycling facilities at offices to encourage employees to recycle.

The Group aims at encouraging environmental stewardship in the long term, with the implementation of the Environmental Targets by 2030. The Group has implemented multiple initiatives to enhance the performance of greenhouse gas emission reduction and sustainable building, including green office initiatives and solar energy utilisation in our properties. We also actively pursue credible recognitions of our environmental practices. Shanghai Wheelock Square achieved LEED Platinum certification in 2022, while Shanghai Times Square achieved ISO 50001 to demonstrate its effective energy management. For more details on our initiatives, please refer to our standalone Sustainability Report 2022.



# CORPORATE SUSTAINABILITY

## SUSTAINABLE FINANCE

The Group strives to combine green efforts to develop a roadmap to support global, national, and local agenda of low-carbon transition, and sustainable financing is essential for the ambition. In recent years, the Group raised green loans relating to improving the environmental performance of Chengdu IFS and Changsha IFS. In addition, we raised sustainability-linked loans to support our commitment to continuously improve our ESG performance. We will keep on exploring other sustainable financial solutions to support our sustainable development.

## NURTURING OUR PEOPLE

The Group believes that a fair, equal and diverse work environment is the cornerstone of our employees' professional growth. Our employment policies assure that all employees are under equal and fair treatment and assessed based on their qualifications, abilities and expertise. Our employees are entitled to competitive and performance-based compensation package. They can provide feedback and comments through a variety of engagement channels. All employees in the Group are given to our comprehensive and BU-specific training programmes. In 2022, the Group delivered over 140,000 hours of training to our employees and over 40,000 hours of training to contractors' personnel.

Our employees' well-being, safety, and health are of paramount importance to our business. Our employees are guaranteed to a safe and healthy working environment, backed by the Group's Safety and Health Policy and relevant management systems. Each BU has implemented a safety and health management system which fits for its business nature and operational needs. In addition, the Group undertakes workplace safety and health audits on a regular basis to assess policy compliance and provide recommendations for improvement. Detailed investigations and corrective actions will be carried out on every accident in preventing future recurrence.



## BUSINESS-IN-COMMUNITY

2022 marked the 11<sup>th</sup> year since the launch of Project *WeCan*. The programme provides a wide range of activities for students who are disadvantaged in learning with an aim to empower and engage them to pursue their future studies and careers. 82 schools and over 87,000 students have benefited from the programme with the support of over 70 partner organisations. During the 5<sup>th</sup> Wave of the COVID-19 outbreak in 2022, the “Wharf Emergency Relief Fund” donated another HK\$5 million to the “*WeCan*-CARE! A Pandemic Relief Fund” to assist students of *WeCan* schools whose families were suffering from financial plight during difficult times.

## RESPONSIBLE PRODUCTS AND SERVICES

To ensure that we deliver top-quality goods and services to our customers, customer satisfaction surveys are conducted regularly to collect feedback and enhance customer experience with improvement measures.

In addition, the Group strictly adheres to local statutory requirements for disclosing fair and transparent information to ensure customer’s and the Group’s privacy. Data Privacy Policy Statement is established in compliance with the Personal Data (Privacy) Ordinance (Cap. 486 of the laws of Hong Kong) and the Law of Protection of Consumer Rights and Interests of the People’s Republic of China. In particular, the Group manages all personal data collected confidentially and ensures personal data is only accessed by authorised personnel. Customers’ consent is required for information disclosure. Our information handling procedures are regularly reviewed in response to the latest compliance requirements. During the reporting year, the Group received no customer complaints regarding breach of data privacy.

We extend our sustainability commitments throughout the supply chain. To assure responsible products and services are provided to our customers, Green Procurement Policy and vendor management practices are implemented to assess our suppliers’ ESG performance. All in all, most of our suppliers are from the local region, which helps lessen our environmental footprint and support the local economy.



# FINANCIAL REVIEW

## (I) REVIEW OF 2022 FINAL RESULTS

Beset by weak markets, Group underlying net profit decreased by 92% to HK\$303 million (2021: HK\$3,646 million). Group loss attributable to shareholders amounted to HK\$1,705 million (2021: profit of HK\$6,019 million).

### Revenue and Operating Profit (“OP”)

Group revenue decreased by 19% to HK\$18,064 million (2021: HK\$22,378 million) and OP by 23% to HK\$6,603 million (2021: HK\$8,536 million).

Against the backdrop of intermittent bursts of the pandemic in the Mainland, IP revenue decreased by 11% to HK\$4,871 million (2021: HK\$5,467 million) and OP by 9% to HK\$3,247 million (2021: HK\$3,575 million) while Hotels revenue dropped by 26% to HK\$369 million (2021: HK\$497 million) and operating loss of HK\$27 million (2021: profit of HK\$39 million) was reported.

DP revenue retreated by 33% to HK\$7,462 million (2021: HK\$11,193 million) and OP by 68% to HK\$935 million (2021: HK\$2,939 million) representing a lower OP margin of 13% (2021: 24%) attained on recognition of Mainland properties, and no recognition in Hong Kong.

Logistics revenue decreased by 1% to HK\$2,964 million (2021: HK\$3,002 million) and OP by 1% to HK\$763 million (2021: HK\$771 million) mainly due to throughput volume and mix.

The sole improvement was reported by Investment, with an increase in OP of 14% to HK\$1,517 million (2021: HK\$1,331 million), from increase in dividend income.

### IP Revaluation Deficit

Including IP held by a joint venture, independent valuation as at 31 December 2022 gave rise to an attributable but unrealised net revaluation deficit (after related deferred tax and non-controlling interests) of HK\$735 million (2021: HK\$31 million), which was charged to the consolidated income statement.

### Other Net Charge

Other net charge of HK\$5,367 million (2021: HK\$1,019 million) mainly comprised of impairment provisions of HK\$4,240 million (2021: HK\$3,336 million) for DP and HK\$433 million for hotel properties under development (2021: Nil), and a fair value loss of HK\$432 million (2021: gain of HK\$1,226 million) on long term fund investment assets.

### Finance Costs

Finance costs increased by 143% to HK\$646 million (2021: HK\$266 million) after unrealised mark-to-market loss of HK\$173 million (2021: gain of HK\$135 million) on cross currency and interest rate swaps.

Effective borrowing rate increased to 2.6% (2021: 1.8%) reflecting interest rate hike in the second half of the year. Excluding the mark-to-market gain/loss, finance costs before capitalisation of HK\$355 million (2021: HK\$547 million) decreased by 13% to HK\$828 million (2021: HK\$948 million) due to lower borrowings.

## Share of Results (after taxes) of Joint Ventures and Associates

Associates' attributable profit amounted to HK\$21 million (2021: HK\$719 million) while joint ventures' attributable loss amounted to HK\$121 million (2021: profit of HK\$249 million), mainly due to impairment provisions of HK\$1,497 million (2021: HK\$889 million) for Mainland DP, partly compensated by higher profit recognition from DP project in Hong Kong.

## Taxation

Taxation charge fell by 43% to HK\$1,660 million (2021: HK\$2,898 million), including deferred tax of HK\$194 million (2021: HK\$852 million) for revaluation surplus of Mainland IP.

Excluding the above deferred taxation, tax charge decreased by 28% to HK\$1,466 million (2021: HK\$2,046 million) mainly due to decrease in tax provisions including land appreciation tax for Mainland DP.

## Profit to Shareholders

Group underlying net profit (a performance indicator of the Group's major business segments) decreased by 92% to HK\$303 million (2021: HK\$3,646 million). By segment, DP loss widened to HK\$4,054 million (2021: HK\$1,252 million), comprising HK\$726 million (after impairment provision of HK\$1,245 million) for Hong Kong and HK\$3,328 million (after impairment provision of HK\$4,492 million) for Mainland. IP profit declined by 10% to HK\$2,556 million (2021: HK\$2,826 million) and Logistics by 8% to HK\$596 million (2021: HK\$648 million). Investments profit alone increased by 20% to HK\$1,451 million (2021: HK\$1,213 million).

Including the investment revaluation loss of HK\$432 million (2021: gain of HK\$1,226 million), impairment loss on hotel properties under development of HK\$433 million and net attributable IP revaluation deficit of HK\$735 million (2021: HK\$31 million), Group loss attributable to equity shareholders was HK\$1,705 million (2021: profit of HK\$6,019 million). Basic loss per share was HK\$0.56, based on weighted average of 3,056 million shares (2021: basic profit per share of HK\$1.97 based on 3,055 million shares).

## (II) DP SALES AND NET ORDER BOOK (INCLUSIVE OF JOINT VENTURE PROJECTS ON AN ATTRIBUTABLE BASIS)

Total contracted sales fell by 74% to HK\$5,678 million (2021: HK\$21,864 million).

Hong Kong contracted sales decreased by 79% to HK\$1,025 million (2021: HK\$4,914 million) with no disposal gains from non-core IP in the reporting period. Net order book amounted to HK\$733 million (December 2021: HK\$600 million) pending for recognition as at 31 December 2022.

Mainland contracted sales dropped by 70% to RMB4,156 million (2021: RMB13,858 million). Net order book decreased by 49% to RMB8,488 million (December 2021: RMB16,657 million) following recognition during the year.



# FINANCIAL REVIEW

## (III) LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL COMMITMENTS

### Shareholders' and Total Equity

As at 31 December 2022, shareholders' equity decreased by 6% to HK\$151.6 billion (2021: HK\$162.0 billion), equivalent to HK\$49.60 (2021: HK\$53.02) per share. The decrease amounted to HK\$10.4 billion or HK\$3.42 per share. Major factors included the exchange reserve deficit on Renminbi ("RMB") net assets of HK\$6.0 billion and the investment revaluation deficit of HK\$1.5 billion.

Total equity including non-controlling interests decreased by 6% to HK\$155.7 billion (2021: HK\$166.4 billion).

### Assets

Total business assets, excluding bank deposits and cash, certain financial and deferred tax assets, decreased by 10% to HK\$205.9 billion (2021: HK\$228.6 billion). Properties, Logistics and Investments assets accounted for 69%, 7%, 24% (2021: 70%/7%/23%) of the Group total, respectively.

Geographically, Hong Kong business assets increased by 1% to HK\$95.6 billion (2021: HK\$94.6 billion), Mainland fell by 17% to HK\$99.8 billion (2021: HK\$120.0 billion); and Overseas, mainly Investments, decreased by 25% to HK\$10.5 billion (2021: HK\$14.0 billion), representing 46%, 49% and 5% (2021: 41%/53%/6%) of the Group total, respectively.

### Investment properties

IP portfolio was stated at independent valuation of HK\$69.2 billion (2021: HK\$76.5 billion), representing 34% (2021: 33%) of total business assets. This portfolio comprised Hong Kong IP of HK\$14.6 billion (2021: HK\$16.8 billion) and Mainland IP of HK\$54.6 billion (2021: HK\$59.7 billion).

Net of deferred taxes and non-controlling interests, IP value attributable to the Group was HK\$58.4 billion (2021: HK\$65.2 billion), comprising Hong Kong IP of HK\$14.6 billion (2021: HK\$16.8 billion) and Mainland IP of HK\$43.8 billion (2021: HK\$48.4 billion).

### Properties for sale

DP assets (after impairment provisions) fell by 11% to HK\$43.0 billion (2021: HK\$48.5 billion), comprising Hong Kong DP of HK\$28.5 billion (2021: HK\$23.6 billion) with the reclassification of Kowloon Godown project as properties for sale and Mainland DP of HK\$14.5 billion (2021: HK\$24.9 billion).

### Interests in associates and joint ventures

Interests in associates and joint ventures (after impairment provisions) declined by 14% to HK\$30.8 billion (2021: HK\$35.9 billion).

## Long term investments

Long term investments amounted to HK\$48.9 billion (2021: HK\$52.9 billion), among which HK\$40.3 billion were listed equity shares (2021: HK\$44.1 billion), primarily blue chips held for long term capital growth and/or reasonable dividend yield. None of the investments is individually material to the Group's total assets.

During the year, certain long term investments were realised for a total consideration of HK\$14.3 billion with net deficit of HK\$1.5 billion (2021: surplus of HK\$5.4 billion) being recycled to revenue reserves upon derecognition. Fair value changes on listed investments produced deficit of HK\$1.5 billion (2021: HK\$4.1 billion) as reflected in the Consolidated Statement of Comprehensive Income. The portfolio performed overall in line with the relevant markets.

The Group's investment portfolio, analysed by industry sectors and by geographical locations is as below:

	<b>31 December 2022</b>	31 December 2021
	<b>HK\$ Billion</b>	HK\$ Billion
<b>Analysed by industry sectors</b>		
Properties	<b>26.2</b>	22.6
New economy	<b>12.7</b>	21.4
Others	<b>10.0</b>	8.9
<b>Group total</b>	<b>48.9</b>	52.9
<b>Analysed by geographical locations</b>		
Hong Kong	<b>38.4</b>	38.8
Overseas	<b>10.5</b>	14.1
<b>Group total</b>	<b>48.9</b>	52.9

## Deposits from sale of properties

Deposits from sale of properties decreased by 15% to HK\$8.2 billion (2021: HK\$9.6 billion) pending for recognition in the coming years.

## Net Debt and Gearing

Net debt as at 31 December 2022 decreased by 60% to HK\$5.3 billion (31 December 2021: HK\$13.2 billion) mainly from disposal of long term investments and Mainland DP sales less construction costs during the year, partly offset by land premium paid for Kowloon Godown.

The Group's net debt comprised of HK\$14.6 billion in bank deposits and cash and HK\$19.9 billion in debts. It included Modern Terminals Limited's ("Modern Terminals") net debt of HK\$3.1 billion (2021: HK\$4.2 billion), which is non-recourse to the Company and its other subsidiaries. At 31 December 2022, the ratio of net debt to total equity further declined to 3.4% (2021: 7.9%). The Group will continue to maintain a reasonable level of surplus cash to facilitate business and investment activities.

# FINANCIAL REVIEW

## Finance and Availability of Facilities

Total available loan facilities and issued debt securities as at 31 December 2022 totaled HK\$35.9 billion, of which HK\$19.9 billion had been utilised, are analysed as below:

	Available Facilities HK\$ Billion	Utilised Facilities HK\$ Billion	Un-utilised Facilities HK\$ Billion
<b>Company/wholly-owned subsidiaries</b>			
Committed and uncommitted facilities	21.1	9.4	11.7
Debt securities	7.4	7.4	—
	<b>28.5</b>	<b>16.8</b>	<b>11.7</b>
<b>Non-wholly-owned subsidiaries</b>			
Committed and uncommitted facilities — Modern Terminals	7.4	3.1	4.3
<b>Group total</b>	<b>35.9</b>	<b>19.9</b>	<b>16.0</b>

Of the above debts, HK\$6.4 billion (2021: HK\$12.8 billion) was secured by mortgages over certain IP, DP and other property, plant and equipment together with carrying value of HK\$21.7 billion (2021: HK\$30.9 billion).

The Group's debt portfolio comprised primarily United States dollar, Hong Kong dollar and Renminbi. Funds sourced from such debt portfolio were mainly used to finance IP, DP and port investments.

The use of derivative financial instruments is strictly monitored and controlled. Most of the derivative financial instruments entered are primarily used for management of interest rate and currency exposures.

The Group continued to maintain a strong financial position with ample surplus cash and undrawn committed facilities to facilitate business and investment activities. In addition, the Group also maintained a portfolio of liquid listed investments with an aggregate market value of HK\$40.3 billion (2021: HK\$44.1 billion).

## Cash Flows for the Group's Operating and Investing Activities

For the year under review, the Group recorded net operating cash inflow of HK\$5.1 billion (2021: HK\$7.5 billion) before changes in working capital. An increase in working capital of HK\$1.6 billion (2021: decrease of HK\$4.0 billion) from decrease in properties for sale generating a total net inflow from operating activities of HK\$6.2 billion (2021: HK\$2.6 billion). For investing activities, the Group recorded a net inflow of HK\$4.3 billion (2021: HK\$11.3 billion), mainly for net disposals of long term investments and decrease in advance to a Hong Kong DP joint venture.

## Major Capital and Development Expenditures

Major expenditures incurred in 2022 are analysed as follows:

	Hong Kong HK\$ Million	Mainland China HK\$ Million	Total HK\$ Million
<b>Properties</b>			
IP	1,068	95	1,163
DP	3,106	3,440	6,546
	4,174	3,535	7,709
<b>Others</b>	72	124	196
<b>Group total</b>	<b>4,246</b>	<b>3,659</b>	<b>7,905</b>

- i. IP expenditures mainly included construction cost accrued for No. 1 Plantation Road upon completion. DP expenditures in Hong Kong mainly included HK\$2.1 billion land modification premium payments for Kowloon Godown for redevelopment for residential use.
- ii. Above DP and IP expenditures included HK\$1.4 billion attributable to the Group for property projects undertaken by associates and joint ventures.
- iii. Others expenditure was mainly related to Modern Terminals' terminal equipment.

## Commitment

As at 31 December 2022, major expenditures to be incurred in the coming years was estimated at HK\$21.7 billion, of which HK\$8.2 billion was committed, analysed by segment as below:

	Committed HK\$ Million	Uncommitted HK\$ Million	Total HK\$ Million
<b>IP</b>			
Mainland China	89	158	247
<b>DP</b>			
Hong Kong	3,174	11,396	14,570
Mainland China	2,041	1,890	3,931
	5,215	13,286	18,501
<b>Others</b>	2,859	47	2,906
<b>Group total</b>	<b>8,163</b>	<b>13,491</b>	<b>21,654</b>

Properties commitments are mainly for construction cost, inclusive of attributable commitments to associates and joint ventures, to be incurred by stages. These expenditures will be funded by internal financial resources including surplus cash, cash flows from operations including pre-sale proceeds, as well as bank and other borrowings. Other available resources include listed equity investments available for sale.

# FINANCIAL REVIEW

## (IV) DIVIDEND POLICY

Apart from compliance with the applicable legal requirements, the Company would adopt a dividend policy which targets to provide shareholders with recurrent dividends and intend to pay around 30% of the underlying net profit of the Group. The actual dividend payout from year to year will be subject to upward or downward adjustments as decided by the Board after taking into account of the Group's immediate as well as expected prevailing financial performance, cash flow, financial position, capital commitments and future requirements as well as the general business and economic environments.

The Board will review this policy for change from time to time with reference to its future prospect, capital requirements and other changing circumstances both internally and externally.

## (V) HUMAN RESOURCES

The Group had approximately 6,200 employees as at 31 December 2022, including about 1,100 employed by managed operations. Employees are remunerated according to their job responsibilities and the market pay trend with a discretionary annual performance bonus as variable pay for rewarding individual performance and contributions to the respective group's achievement and results.

## (VI) BUSINESS MODEL

The Group is principally engaged in Hong Kong and Mainland properties including hotels, with interests in logistics infrastructure as well. In addition, the Group owns a strategic investment portfolio with a long term perspective.

On an attributable basis, DP in Hong Kong and the Mainland achieved combined sales of HK\$6 billion and revenue recognition of HK\$15 billion. Current land bank amounted to 2.8 million square feet in Hong Kong and 1.7 million square metres in the Mainland.

Flagship projects in Hong Kong include Mount Nicholson, a record-setting luxury residential joint venture, and 1 Plantation Road in the Peak portfolio. Other projects include Kowloon Godown redevelopment project, Kai Tak site joint venture in Kowloon East and Lung Cheung Road site in Kowloon Tong.

In the Mainland, sharpening of DP focus to select key cities has benefitted the business unit across the board. A number of projects are undertaken through joint ventures to spread risk.

IP in the Mainland is spearheaded by Chengdu IFS and Changsha IFS, which are dominant in their respective markets.

## (VI) CORPORATE STRATEGY

The Group endeavours to continuously enhance its competitiveness and drive sustainable growth through:

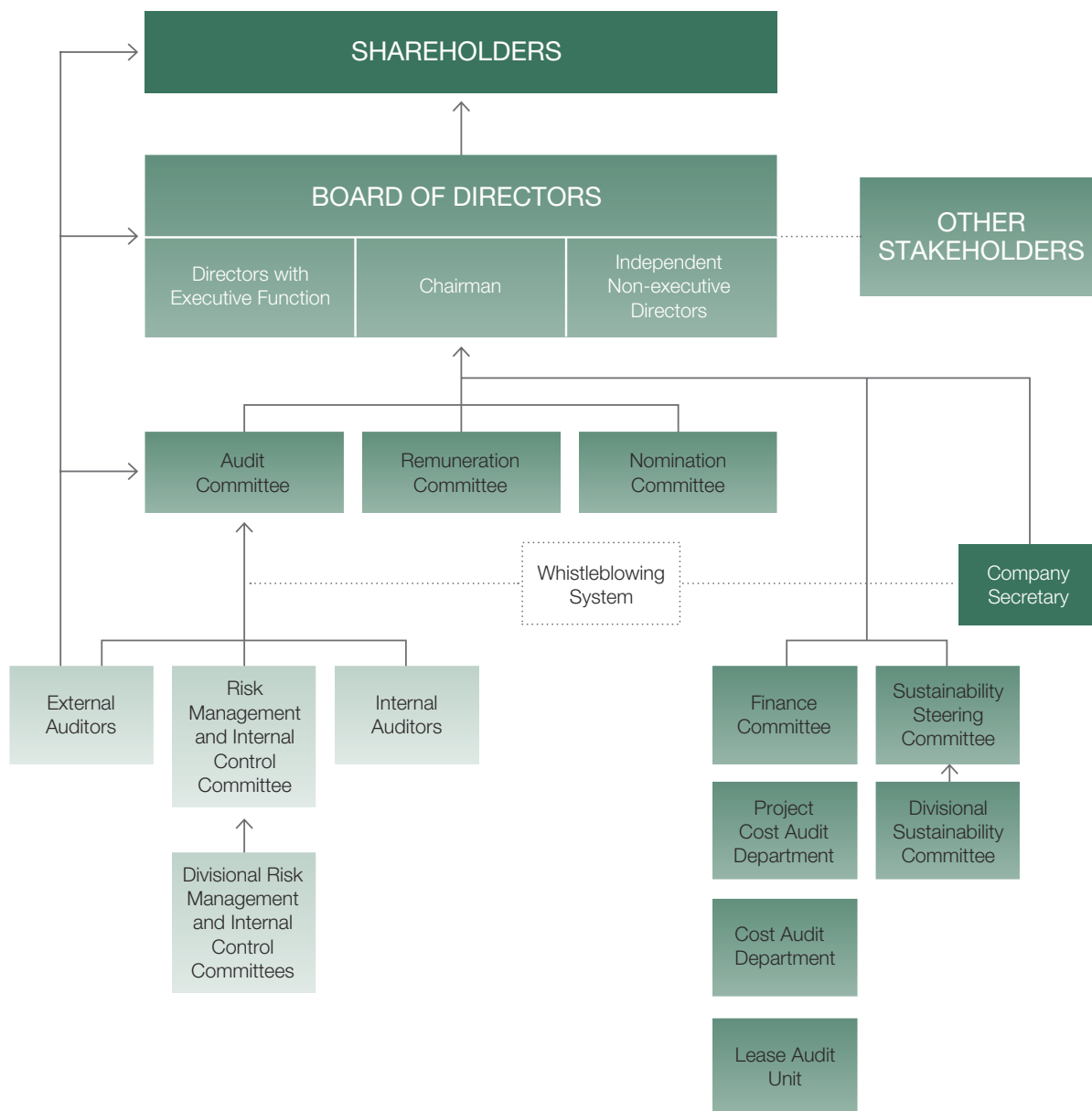
1. For DP, applying core competencies in site selection and acquisition, product planning and design, construction management, premium branding and marketing to achieve premium sales results and profit margin;
2. For IP, leadership in management and strong professional relationship with key tenants to operate market leading complexes to create new value and present long-term growth potential;
3. Continuous development of sustainable and localised organisations with local market know-how and international standards and execution expertise; and
4. Exercising prudent and disciplined financial management to ensure sustainability at all times.

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRINCIPLES AND STRUCTURE

The Board of Directors (the “Board”) recognises that strong corporate governance is pivotal to the Group’s corporate success and long-term sustainable growth. The Group has reinforced its corporate governance structure for ensuring proper corporate management and business integrity as well as enhancing corporate transparency and accountability, which in turn maximises benefits of its shareholders (the “Shareholders”) and other stakeholders. This Corporate Governance Report explains the corporate governance structure and practices that the Company has adopted, and illustrates how the Company has applied the Corporate Governance Code set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board is the core of our corporate governance structure embracing support across the Group-wide spectrum on foundation of an efficient and accountable framework with commitments to promote the Group’s sustainability in discharge of its duties of safeguarding the interests of the Group, Shareholders as well as all other stakeholders, including *inter alia* investing public, regulators, banks, bondholders, creditors, customers, employees and the wider community. The Group’s corporate governance structure can be visualised as below:



## COMPLIANCE WITH CORPORATE GOVERNANCE CODE

Throughout the financial year ended 31 December 2022, the Company has applied all the principles and complied with all the code provisions of the Corporate Governance Code contained in Appendix 14 of the Listing Rules, with one exception as follows:

### Code Provision C.2.1 (Separation of the roles of Chairman and Chief Executive)

Mr Stephen T H Ng serves as Chairman as well as Managing Director of the Company. Such deviation is deemed appropriate as it is considered to be more efficient to have one single person to be Chairman of the Company as well as to discharge the executive functions of a chief executive thereby enabling more effective planning and better execution of long-term strategies. The Board believes that the balance of power and authority is adequately ensured by the operations and governance of the Board which comprises experienced and high calibre individuals, with more than half of them being Independent Non-executive Directors (“INEDs”).

The Company is committed to maintaining high standards of corporate governance to exceed the Listing Rules requirements and code provisions and adopts, where appropriate, the recommended best practices, which are to be elaborated further in this Corporate Governance Report.

## CORPORATE CULTURE

The Board leads to establish, promote and continually reinforce the desired corporate culture of the Company which is underpinned by our corporate values of committing highest standard of business ethics and integrity. Our sound corporate culture reaches all levels of the Group, and aligns with the Company’s mission, corporate values and strategies.

For detailed information about the Company’s mission, corporate values and strategies, please refer to the section of “Corporate Sustainability” on pages 32 to 37 of this Annual Report and the Sustainability section of the Company’s website.



# CORPORATE GOVERNANCE REPORT

## BOARD OF DIRECTORS

### Roles and Responsibilities

The overall management of the Company's business is vested in the Board and the Directors of the Company (the "Directors") are collectively responsible for promoting the success of the Company. The Board directly, and indirectly through the Board Committees, provides effective oversight and strategic guidance on the Group's strategies and affairs, leading the achievement of strategic plans to enhance shareholders' value.

<b>Governance and Sustainability</b> <ul style="list-style-type: none"><li>• Establishing and fostering corporate culture and values</li><li>• Set goals and commitments for Corporate Social Sustainability</li><li>• Develop corporate governance policies and oversight on relevant compliance</li></ul>	<b>Strategic Planning</b> <ul style="list-style-type: none"><li>• Evaluate business strategy</li><li>• Review of latest developments on macro operating environment</li><li>• Evaluate major expenditure plans</li></ul>
<b>Risk Management</b> <ul style="list-style-type: none"><li>• Review of principal risks (including environmental, social and governance ("ESG") risks) and uncertainties</li><li>• Carry overall responsibility on the Risk Management and Internal Control Systems</li></ul>	<b>Performance Review</b> <ul style="list-style-type: none"><li>• Annual, interim and quarterly results</li><li>• Monthly management reports</li><li>• Quarterly business review</li></ul>

### Board Composition and Board Diversity Policy

As of the date of this report, the Board consists of a total of 12 members, including five Directors with executive functions and seven INEDs.

An up-to-date list of Directors and their roles and functions is available on the respective websites of the Company and the Stock Exchange. Directors' biographical details in full compliance with disclosure requirements under the Listing Rules are set out in "(A) Biographical Details of Directors and Senior Management" on pages 73 to 78. All Directors, including INEDs, are identified as such in all corporate communications that disclose the names of Directors.

With the Board Diversity Policy adopted by the Company, the Company recognises and embraces the benefits of having a diverse Board towards enhancement of its overall performance. With a vision of achieving a sustainable and balanced development, the Company regards Board diversity as an essential element for achieving its strategic goals. Appointments of Directors are made on merits having due regard to a range of diversity objectives, including *inter alia* gender, age, cultural and educational background, length of service, professional experience, knowledge of the Group's business and a broad range of individual attributes, interests and values.

As to gender diversity, female representation on the Board increased from 23% to 25% following the retirement of Mr Andrew O K Chow from the Board on 12 May 2022. The Company targets to maintain at least the current level of female representation on the Board with the ultimate goal of achieving gender parity.

The Board considers the current Board composition has provided the Company with a good balance of skills, experience and diversity of perspectives appropriate to the requirements of its business. The Board will continue to regularly review its composition taking into consideration board diversity for the needs and benefits of the Company's business.

The Nomination Committee reviews the implementation and effectiveness of the Board Diversity Policy at least annually to ensure it remains effective and appropriate for the Company and in compliance with regulatory requirements and good corporate governance practices.

To further enhance gender diversity, the Board and the Nomination Committee will stay vigilant in identifying a pipeline of potential successors to the Board. The Company constantly implement recruitment and promotion policies which encourage and attract qualified incumbents to take up senior managerial and board roles.

Details of the Group's gender diversity at workforce level are set out in the Group's standalone Sustainability Report 2022.

The following chart shows the diversity profile of the Board as at the date of this report:



# CORPORATE GOVERNANCE REPORT

## Appointment and Election of Directors

The Board, with support of the Nomination Committee, is responsible for developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment of Directors and assessing the independence of INEDs. A Nomination Policy was formally adopted (details provided below) which sets out the approach in identifying, assessing and nominating suitable candidates to the Board.

In accordance with the Articles of Association of the Company, all Directors are subject to retirement by rotation at annual general meeting (the “AGM”) at least once every three years. Any new Directors appointed by the Board either to fill a casual vacancy or as an addition to the Board are subject to re-election by Shareholders at the next general meeting of the Company. At each AGM, at least one-third of the Directors for the time being shall retire from office and the retiring Directors shall be eligible for re-election.

Mr Paul Y C Tsui, Mr Kevin K P Chan, Ms Elizabeth Law and Ms Nancy S L Tse (collectively, the “Retiring Directors”) will retire at the AGM to be held on 11 May 2023. The Retiring Directors, being eligible, offer themselves for re-election. The proposed re-election of the Retiring Directors was reviewed by the Nomination Committee and the Board with reference to the criteria set out in the Nomination Policy adopted by the Company. Both the Nomination Committee and the Board are of the view that each of the Retiring Directors could continue to fulfill his/her role as required. The election of each candidate will be done through a separate resolution and there is no cumulative voting in Director elections. Details with respect to the candidates standing for re-election as Directors are set out in the AGM circular to Shareholders.

## Board Independence

The Board recognises that board independence is of utmost importance and key to good corporate governance. As at the date of this report, the Board is composed of 58% INEDs, representing a strong independent element so that independent views carry weight for independent judgement.

The Company has received written annual confirmation from each of the INEDs concerning their independence pursuant to Rule 3.13 of the Listing Rules, and considers that all INEDs are independent and meet the independence guidelines set out thereunder.

All INEDs have their respective terms of appointment coming to an end normally three years after their appointment to the Board or their last re-election as Directors. The re-election of any INEDs who has served on the Board for more than nine years is subject to (1) a separate resolution to be approved by the Shareholders; and (2) further information to be set out in the circular to Shareholders stating why the Board or the nomination committee believes that the relevant INED is still independent and should be re-elected.

Given the strong independent element on the board composition, independent views and inputs are always available to the Board no matter through formal or informal channels. The Chairman promotes a culture of openness and constructive relations between INEDs and other Directors to facilitate effective contribution of INEDs for independent views and inputs. The Chairman also holds separate meetings with INEDs without the presence of other Directors at least annually. Independent professional advice is sought when necessary or as required by Directors.

During the year, the Nomination Committee has reviewed the board composition and is satisfied with the independence of the Board.

## Nomination Policy

The Company has adopted formal Nomination Policy which sets out the approach in identifying, assessing and nominating suitable candidates to the Board. For an optimal composition of the Board with sustainability, the nomination will be in pursuit of a balance of skills, experience and diversity of perspectives in the Board appropriate to the requirements of the Company's business as well as succession continuity.

The criteria listed below will be used as reference in assessing the suitability of a proposed candidate:

- Character and integrity
- Skills, knowledge and experience relevant to the Company's business and corporate strategy
- Willingness and availability to dedicate sufficient time and attention to ensure the diligent performance of duties in concurrence with his/her other major appointments and significant commitments
- Attributes enhancing the Board diversity in line with the Company's Board Diversity Policy
- Such other perspectives appropriate to the Company's business
- Requirements in respect of INEDs under the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines as set out in the Listing Rules

For appointment of new Director, the Nomination Committee as delegated by the Board shall identify and evaluate candidate based on the criteria set out above to determine whether the candidate is qualified for directorship. If the candidate is considered qualified, the Nomination Committee shall recommend to the Board for consideration and the Board, if considered appropriate, shall approve the appointment of the proposed candidate as a new Director.

For re-election of Director at general meeting, the Nomination Committee as delegated by the Board shall review the contribution made by the retiring Director and whether he/she can continue to fulfill his/her role as required with reference to the criteria set out above. The Board shall then, under advice of the Nomination Committee, make recommendation to Shareholders for the proposed re-election of Director(s) at the general meeting.

For any candidate (other than a retiring Director) nominated by the Board or Shareholder(s) to stand for election as a Director in general meeting of the Company, the Nomination Committee shall, upon receipt of the proposal of nomination and the biographical information of the candidate, evaluate his/her suitability based on the same criteria as set out above. The Board, under advice of the Nomination Committee, may or may not make recommendation to Shareholders on their voting to the proposed election in the relevant announcement and/or circular to Shareholders.

# CORPORATE GOVERNANCE REPORT

## Remuneration of Directors and Senior Management

The remuneration payable to Directors and senior management of the Company is determined with reference to calibres, experiences, job responsibilities, performance and profitability of the Group, and the remuneration benchmarks normally paid by listed companies in Hong Kong and overseas for ensuring a fair and competitive remuneration package in the market. The annual fees payable to the Board during the financial year ended 31 December 2022 are as follows:

Fee payable to:	At the rate of HK\$'000 per annum
Chairman of the Board	300
Director (other than Chairman)	250
Member of the Audit Committee	150
Member of the Remuneration Committee	50

In respect of the remuneration payable to the Directors and senior management of the Company, the details have been set out in Notes 2(b) and 2(c) to the Financial Statements on pages 110 and 111 respectively.

## Directors' Trainings

Newly appointed Directors receive briefings and orientation on legal responsibilities as a Director and the role of the Board. The Company Secretary also provides latest information of the business development, market changes and updates in the Listing Rules and relevant legal and regulatory requirements as well as anti-corruption practices to the Directors in a timely manner in order to make an informed decision and discharge their duties and responsibilities.

The Company has also arranged for Directors to attend training sessions and forums which place emphasis on the roles, functions and duties as a listed company director, as well as the development of regulatory updates and issues. All Directors have been required to provide training records undertaken which are maintained by the Company Secretary. The Company regularly reviews and monitors the training and continuous professional development of Directors and senior management.

The Directors have, during the financial year under review, pursued continuous professional development and the details are set out below:

Directors	Types of Trainings (See Remarks)
<b>Executive Directors</b>	
Mr Stephen T H Ng, <i>Chairman and Managing Director</i>	A, B
Mr Paul Y C Tsui, <i>Vice Chairman, Executive Director and Group Chief Financial Officer</i>	A, B
Ms Y T Leng, <i>Executive Director</i>	A, B
<b>Directors</b>	
Mr Kevin K P Chan	A, B
Mr Kevin C Y Hui	A, B
<b>Independent Non-executive Directors</b>	
Professor Edward K Y Chen	B
Mr Vincent K Fang	A, B
Mr Hans Michael Jebsen	A, B
Ms Elizabeth Law	A, B
Mr Richard Y S Tang	A, B
Ms Nancy S L Tse	A, B
Mr David Muir Turnbull	A, B

Remarks:

A: attending seminars, conferences and/or forums

B: reading journals, updates, articles and/or materials, etc.

## Directors' Securities Transactions

The Company adopts its own set of code of conduct regarding Directors' securities transactions (the "Company's Code") with terms thereof being no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 of the Listing Rules. Indeed, the Company's Code has a higher standard than the Model Code to the extent that the absolute prohibitions under paragraphs A.1 and A.3 of the Model Code, viz. forbidding Directors from securities dealings at any time in possession of inside information and during the relevant blackout periods preceding publication of financial results, shall apply not only to the listed securities of the Company itself but also of its subsidiaries and associates.

The Company has made specific enquiry of all Directors and all Directors have complied with the required standard set out in the Model Code and the Company's Code during the financial year.

Written guidelines for securities dealings restrictions with similar standard set out in the Company's Code have also been established and provided to all employees of the Group and of its holding companies, whereby the employees who, because of such office, are likely to possess inside information in relation to the Company and its securities, are requested to comply with securities dealings restrictions.

# CORPORATE GOVERNANCE REPORT

## BOARD EFFECTIVENESS

### Division of Responsibilities

There is a clear division of responsibilities, accountabilities and contributions between the Board and the management. Decisions on important matters are specifically reserved to the Board while decisions on the Group's general operations are delegated to the management. Important matters include those affecting the Group's strategic policies, major investment and funding decisions and major commitments relating to the Group's operations. The Board reviews these arrangements periodically to ensure that they remain appropriate to the Group's needs.

### CHAIRMAN AND MANAGING DIRECTOR

#### Mr Stephen T H Ng

- be responsible for Group strategies and Board issues
- lead the Board and manage the affairs of the Board to ensure its effective functioning
- facilitate and encourage active engagement of Directors, fully drawing on their skills, experience and knowledge
- ensure cohesive working relationship among members of the Board and the Management
- assume overall responsibility on corporate governance practices and procedures
- undertake executive responsibility directly in certain major business and corporate units of the Group in his capacity as Managing Director

### DIRECTORS WITH EXECUTIVE FUNCTIONS

#### Mainland Development Properties

Mr Kevin K P Chan

#### Mainland Investment Properties

Ms Y T Leng (*Executive Director*)

#### Group Finance

Mr Paul Y C Tsui (*Vice Chairman, Executive Director and Group Chief Financial Officer*)

Mr Kevin C Y Hui

- carry full executive responsibilities over business directions and operational efficiency of the business and corporate units under their respective management

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor Edward K Y Chen

Mr Vincent K Fang

Mr Hans Michael Jebsen

Ms Elizabeth Law

Mr Richard Y S Tang

Ms Nancy S L Tse

Mr David Muir Turnbull

- contribute diversified views and exercise independent judgment in Board decision making process
- act as check-and-balance, particularly in situations where potential conflicts of interests may arise

## Company Secretary

The Company Secretary, Mr Kevin C Y Hui, is a seasoned employee of the Group and is very familiar with the Group's state of affairs. He reports to the Chairman and the Board directly. The main responsibility of the Company Secretary is supervision of the Company's compliances with laws and regulations, for instances, the Listing Rules, the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) (the "SFO"), the Companies Ordinance (Cap 622 of the laws of Hong Kong) (the "Companies Ordinance") and the Codes on Takeovers and Mergers and Share Buy-backs.

All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable laws, rules and regulations, are complied with. The Company Secretary has also played the role of coordinator for arranging Directors' participation in the training sessions organised by external auditors.

The Company Secretary confirmed that he had taken no less than 15 hours of relevant professional training during the financial year.

## Directors' Meeting Attendance in 2022

Individual attendance records of our Directors at Board meetings, Board Committees meetings and AGM during the financial year ended 31 December 2022 are set out below:

	2022 Meetings Attended/Held			
	Board	Audit Committee	Remuneration Committee	Annual General Meeting
<b>Executive Directors</b>				
Mr Stephen T H Ng, <i>Chairman and Managing Director</i>	4/4	N/A	2/2	1/1
Mr Andrew O K Chow, <i>Deputy Chairman and Executive Director (retired at the conclusion of AGM held on 12 May 2022)</i>	2/2	N/A	N/A	1/1
Mr Paul Y C Tsui, <i>Vice Chairman, Executive Director and Group Chief Financial Officer</i>	4/4	N/A	N/A	1/1
Ms Y T Leng, <i>Executive Director</i>	4/4	N/A	N/A	1/1
<b>Directors</b>				
Mr Kevin K P Chan	4/4	N/A	N/A	1/1
Mr Kevin C Y Hui	4/4	N/A	N/A	1/1
<b>Independent Non-executive Directors</b>				
Professor Edward K Y Chen	4/4	N/A	N/A	1/1
Mr Vincent K Fang	4/4	4/4	N/A	1/1
Mr Hans Michael Jebesen	3/4	2/4	2/2	1/1
Ms Elizabeth Law	4/4	4/4	N/A	1/1
Mr Richard Y S Tang	3/4	N/A	N/A	1/1
Ms Nancy S L Tse	4/4	N/A	N/A	1/1
Mr David Muir Turnbull	4/4	4/4	2/2	0/1
<b>Total Number of Meetings</b>	<b>4</b>	<b>4</b>	<b>2</b>	<b>1</b>

During the financial year ended 31 December 2022, the Chairman held a meeting with INEDs without the presence of other Directors.



# CORPORATE GOVERNANCE REPORT

## Board Process

### Key Features of Board Process in 2022

<b>Regular Meetings</b>	<ul style="list-style-type: none"> <li>The Board held four regular meetings in 2022. Directors' attendance records are disclosed on page 55 of this report.</li> <li>Directors may attend meetings in person, by phone or through other means of electronic communication in accordance with the Company's Articles of Association.</li> </ul>
<b>Meeting Notice</b>	<ul style="list-style-type: none"> <li>One-month formal notice would be given before each regular meeting and reasonable notices are given for all other ad hoc meetings.</li> </ul>
<b>Meeting Agenda</b>	<ul style="list-style-type: none"> <li>All Directors are consulted as to whether they may want to include any matter in the agenda for each Board meeting.</li> <li>Board papers are circulated not less than three business days before Board meetings to enable Directors to make informed decisions on matters to be raised at Board meetings.</li> </ul>
<b>Important Decisions</b>	<ul style="list-style-type: none"> <li>Important matters are decided by Directors at Board meetings, or if necessary, dealt with by way of written resolutions so that all Directors (including INEDs) can note and comment, as appropriate, the matters before approval is granted.</li> </ul>
<b>Board and Board Committee Minutes/ Written Resolutions</b>	<ul style="list-style-type: none"> <li>The Company Secretary prepares minutes and written resolutions and records matters discussed and decisions resolved by the Board and Board Committees.</li> <li>Board and Board Committee meeting minutes are sent to all Directors and Board Committee members respectively for comments and record, and final version thereof are put on record within a reasonable time after each Board and Board Committee meeting.</li> <li>Board and Board Committee minutes and resolutions are available for inspection by all Directors/Board Committee members.</li> <li>Minutes record in sufficient detail of the matters considered by the Board/Board Committees and decisions reached.</li> </ul>
<b>Supply of and Access to Information</b>	<ul style="list-style-type: none"> <li>The Company Secretary and the Group Chief Financial Officer attend all regular Board meetings to advise on corporate governance, statutory compliance, and accounting and financial matters, as appropriate.</li> <li>Communications between Directors on the one hand, and the Company Secretary, who acts as co-ordinator for the business units of the Group on the other, is a dynamic and interactive process to ensure that queries raised and clarification sought by the Directors are dealt with and that further supporting information is provided if appropriate.</li> </ul>
<b>Independent Professional Advice</b>	<ul style="list-style-type: none"> <li>The Company Secretary can arrange independent professional advice at the expense of the Company should such advice be considered necessary by any Director.</li> </ul>
<b>Conflicts of Interests</b>	<ul style="list-style-type: none"> <li>Directors are required to declare their direct/indirect interests, if any, in any proposed transaction, arrangement or contract to be considered by the Board pursuant to the Companies Ordinance and the Company's Articles of Association and, where appropriate, Directors who are interested are required to abstain from voting on the proposed transaction, arrangement or contract.</li> </ul>
<b>Indemnification and Insurance</b>	<ul style="list-style-type: none"> <li>The Company has arranged appropriate insurance cover for Directors' and Officers' liability.</li> </ul>

## Board Committees

The Company has established three Board Committees, namely Audit Committee, Remuneration Committee and Nomination Committee. The terms of reference of our Board Committees are reviewed and updated regularly to ensure that they are aligned with prevailing governance practices. The terms of reference and membership of all our Board Committees are disclosed in full on the websites of the Company and the Stock Exchange.

Board Committees report to the Board of their decisions and recommendations on specific area under their respective delegated responsibilities.



The roles, authorities and procedures of the Board Committees are set out in their respective terms of reference which are available at the websites of the Company and the Stock Exchange.

# CORPORATE GOVERNANCE REPORT

## Summary of Works Performed by the Board Committees in 2022

### Audit Committee

- Four Audit Committee meetings were held in 2022 with attendance records as disclosed on page 55 of this report
- Review of the annual audit plan of external auditors
- Approval of the remuneration and terms of engagement of external auditors
- Review of external auditors' independence and objectivity and the effectiveness of audit process in accordance with applicable standards
- Review of the quarterly, interim and annual financial statements before submission to the Board, with particular consideration of the duties of the Audit Committee
- Review of the audit programme of and work done by internal auditors
- Review on the effectiveness of the Group's financial controls, risk management and internal control systems with the support of Risk Management and Internal Control Committee and internal auditors
- Meeting with the external auditors without presence of executive Board members and the management
- Review of whistleblowing cases and relevant investigation results
- Review of the corporate governance matters and the relevant reports of the Group
- Review of and monitoring the Group's compliance with legal and regulatory requirements
- Recommendation to the Board for the re-appointment of external auditors
- Review and approval of the Non-Assurance Services Pre-approval Policy

### Remuneration Committee

- Two Remuneration Committee meetings were held in 2022 with attendance records as disclosed on page 55 of this report
- Review of the Company's policy and structure for all remuneration of Directors and senior management
- Consideration and approval of the emoluments for all Directors and senior management
- Review of the level of fees for Directors and Board Committee members
- Review of the list of emoluments for Directors to be disclosed in annual report
- Review and recommendation to the Board a revised Terms of Reference for Remuneration Committee by way of resolution in writing

### Nomination Committee

- No Nomination Committee meeting was held in 2022
- Review of Board diversity and the implementation and effectiveness of the Board Diversity Policy by way of resolution in writing
- Review of the independence of INEDs by way of resolution in writing
- Recommendation to the Board for re-election of retiring Directors, namely, Mr Stephen T H Ng, Mr Kevin C Y Hui, Mr Vincent K Fang and Mr Hans Michael Jebsen at the 2022 AGM by way of resolution in writing

## FINANCIAL REPORTING AND AUDIT

### Financial Reporting

The Board acknowledges its responsibilities for overseeing the preparation of financial statements for the financial year, which shall give a true and fair view of the financial position of the Group and of the Group's financial performance and cash flows for the relevant periods, and in compliance with all the relevant statutory requirements, Listing Rules requirements and applicable accounting standards. The Board is committed to present a clear, balanced and understandable assessment of the Group's performance and financial positions in all its financial reporting and to ensure relevant publications in a timely manner.

Below principles are strictly observed in preparation of the financial statements of the Group:

- appropriate accounting policies are selected, applied consistently and in accordance with the Hong Kong Financial Reporting Standards;
- appropriate and reasonable judgments and estimates are made; and
- reasons for any significant departure from applicable accounting standards, if any, are clearly stated.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern as referred to in D.1.3 of the Corporate Governance Code.

The Directors are satisfied with the Group's performance on the basis that the Company generates or preserves value over the longer term and delivers the Company's objectives through its business model and corporate strategy as discussed under Financial Review on pages 44 to 45.

### External Auditors

The Company has engaged KPMG as its Auditors for the financial year. The Audit Committee reviews and monitors the Auditors' independence and objectivity and the effectiveness of the audit processes in accordance with applicable standards. KPMG has confirmed its independence as the Company's Auditors having regard to its policies, professional rules and relevant statutory requirements.

Meeting between the Audit Committee and the Auditors was held for reviewing the audit plan whereby the nature and scope of audit and reporting obligations were discussed with and approved by the Audit Committee before commencing the audit works for the financial year.

Under the engagement letter of the financial year, KPMG provides the following services:

1. Audit services of the Company and its subsidiaries (both incorporated in Hong Kong and other jurisdictions);
2. Checking the accuracy of extraction of the financial information in the preliminary announcement of annual results;
3. Attendance of 2023 AGM; and
4. Reporting on continuing connected transactions.

# CORPORATE GOVERNANCE REPORT

The Company has adopted the Non-Assurance Services Pre-approval Policy, under which the Auditors is required to comply with the independence requirements under the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants.

The remuneration paid/payable to the Auditors of the Company in respect of audit services and non-audit services for the financial year ended 31 December 2022 are set out below:

Fee paid/payable	2022 HK\$ Million	2021 HK\$ Million
<b>Type of Services:</b>		
Audit services	17	16
Non-audit services		
– Advisory services and compliance	1	1
Total	18	17

The Audit Committee was satisfied with KPMG's work and recommended to the Board that, subject to Shareholders' approval at the forthcoming AGM, KPMG be re-appointed as the Company's Auditors for 2023.

The statement by the Auditors regarding its reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 89 to 95.

## RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

### Risk Governance Structure

The Board has overall responsibilities for the Group's risk management and internal control systems to safeguard the interests of the Company and its Shareholders as a whole. To this end, the Board oversees and approves the Group's risk management and internal control strategies and policies, which are aimed at evaluating and determining the nature and extent of the risks (including ESG risks) that are compatible with the Group's strategic objectives and risk appetite, with the main purpose of providing reasonable assurance against material misstatement or loss rather than absolute elimination of the risk of failure to achieve business objectives.

Reporting to the Board, the Audit Committee is delegated with the authority and responsibility of ongoing monitoring and evaluation of the effectiveness of the relevant systems, with assistance of the Risk Management and Internal Control Committee ("RMICC").

## Risk Management and Internal Control Committee

RMICC plays a central role in the on-going management of the Group's risk management and internal control systems, with the following features:

<b>Objective</b>	<ul style="list-style-type: none"> <li>Assist the Audit Committee in discharge of its oversight responsibility over risk management and internal control systems of the Group</li> </ul>
<b>Composition</b>	<ul style="list-style-type: none"> <li>Chaired by Mr Paul Y C Tsui</li> <li>Two other members comprising Mr Kevin K P Chan and Mr Kevin C Y Hui</li> </ul>
<b>Structure</b>	<ul style="list-style-type: none"> <li>Accountable to the Audit Committee on all matters relating to risk management and internal control</li> <li>Supervision on Divisional Risk Management and Internal Control Committees ("DRMICCs") which in turn are responsible for the identification and reporting of functional risks, and the ongoing supervision and monitoring of the risk management and internal control systems of all the respective business and corporate units of the Group</li> </ul>
<b>Scope and Duties</b>	<ul style="list-style-type: none"> <li>Assist the Audit Committee to conduct periodical reviews of the effectiveness of the risk management and internal control systems of the Group based on the certification procedure as further explained below</li> <li>Report to the Audit Committee on identified risks (including ESG risks), relevant evaluations and risk management strategy</li> <li>Direct and monitor the proper functioning of DRMICCs and report to the Audit Committee on any major internal control issues from time to time</li> <li>Assume an advisory role on objective settings, formulation of internal control framework, policies and procedures</li> </ul>

# CORPORATE GOVERNANCE REPORT

## Internal Control Functions

Internal control functions are inbuilt at every level of the Group's organisation to entrench safeguards against material errors and deficiencies. Below sets out the major constituents with control functions monitoring key operations across the Group:

<b>DRMICCs</b>	<ul style="list-style-type: none"> <li>• set up at the level of business and corporate units as divisional advisory bodies with composition of the respective key management staff together with those charged with internal control functions</li> <li>• be responsible for the identification and reporting of functional risk, and the ongoing supervision and monitoring of the risk management and internal control systems</li> <li>• be entrusted with implementation of the Group's control policies and on-going assessment of control activities in the relevant business units</li> </ul>
<b>Finance Committee</b>	<ul style="list-style-type: none"> <li>• establish financing strategy and policies with reference to risk assessment formulate externally and internally and cash flow placing as well as the centralised treasury functions</li> </ul>
<b>Internal Auditors</b>	<ul style="list-style-type: none"> <li>• monitor the compliance with group policies and standards, and review of the effectiveness of internal control measures of business and corporate units</li> </ul>
<b>Cost Audit Department</b>	<ul style="list-style-type: none"> <li>• scrutinise the expenditure proposals</li> </ul>
<b>Lease Audit Unit</b>	<ul style="list-style-type: none"> <li>• scrutinise the leasing activities</li> </ul>
<b>Project Cost Audit Department</b>	<ul style="list-style-type: none"> <li>• audit on tendering and contract relating to construction works</li> </ul>
<b>Sustainability Steering Committee</b>	<ul style="list-style-type: none"> <li>• ensure the alignment of business development with Corporate Sustainability goals and commitments</li> </ul>

## Practices and Processes

With diversified range of business activities, the Group is operating in dynamic environments with varying risk exposures according to different business segments. Risk management and internal control within the Group are not just serial processes but dynamic and integrated operations embedded in the day-to-day routines with the primary ownership vested on the respective business and corporate units under stewardship residing with the Board.

Areas of responsibility of each operational unit are clearly defined with specific limits of authority in place to ensure effective checks and balances. Procedures have been designed for safeguarding assets against unauthorised use or disposition, maintenance of proper accounting records, assurance of the reliability of financial information for internal use or publication and compliance with relevant legislation and regulations. Risk management system, internal control measures and procedures are continuously under review and being improved where necessary in response to changes in business, operating and regulatory environments.

## Whistleblowing System

The Group has established a Whistleblowing Policy and Procedures and implemented a system which acts as an open channel enabling employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence without fear of retribution, about any suspect misconduct or malpractice within the Group. The Whistleblowing Policy and Procedures are available for download under the Corporate Governance section of the Company's website. Well-defined procedures are put in place for independent investigations and follow-up actions. With delegated authority and responsibility, the Audit Committee conducts periodical review on reports of whistleblowing cases submitted from internal auditors.

## Periodical Reviews

Under the leadership of RMICC, system reviews in a comprehensive approach on the basis of COSO (Committee of Sponsoring Organizations of the Treadway Commission) framework are conducted throughout the Group at least annually. Each business unit, through the co-ordination of DRMICCs, makes a self-assessment by a process as illustrated in the following flow diagram.



DRMICCs report on their reviews and findings, with the conclusions as to the effectiveness of the risk management and control activities of each individual business unit, while RMICC will draw an overall review and conclusion for reporting to the Audit Committee and the Board. Such reviewing exercise is carried out on a regular basis and affords good opportunities for the Group to identify and prioritise risks, and to develop and manage appropriate measures to control risks within acceptable levels and with a greater focus on anti-fraud measures.

## Annual Confirmation

During the financial year ended 31 December 2022, the Audit Committee, with assistance of RMICC and DRMICCs, has conducted a review of the effectiveness of the Group's risk management and internal control systems and procedures covering all controls, including financial, operational and compliance and risk management, and the adequacy of, *inter alia*, resources, qualifications, experience and training of staff of the Company's accounting, internal audit and financial reporting function as well as those relating to the Group's ESG performance and reporting. Confirmations in the form of certification that risk management and internal control procedures are functioning effectively to meet the respective financial reporting, operational and compliance needs, are submitted by business and corporate unit heads to RMICC for consolidation and reporting to the Audit Committee.

Based on the result of the review as reported by the Audit Committee, in respect of the financial year ended 31 December 2022, the Directors considered that the risk management and internal control systems and procedures of the Group were effective and adequate, and the Group has duly complied with the requirements under the Corporate Governance Code relating to the risk management and internal control.

A discussion on the principal risks, including *inter alia* material risks relating to ESG, and uncertainties encountered by the Group are set out on pages 85 to 87 in the Directors' Report.



# CORPORATE GOVERNANCE REPORT

## Inside Information Policy

The Company recognises the significance of consistent practices of fair disclosure with the aim of disclosing inside information in a timely and accurate manner.

The Company has a policy with regard to the principles and procedures for handling and disseminating the Company's inside information in compliance with the requirements under Part XIVA of the SFO and the Listing Rules, and such policy has been communicated to the relevant senior executives of the Group. The Company Secretary works closely with the senior executives in identifying potential inside information and assess the materiality thereof, and where appropriate, to escalate such information for the attention of the Board to resolve on further action(s) complying with the applicable laws and regulations.

In prevention of premature leakage of inside information, the Company has taken all reasonable measures from time to time to ensure proper preservation of confidentiality of inside information until disclosure to the general public, including *inter alia*:

- restrictive access to inside information to a limited number of employees on a need-to-know basis
- appropriate confidentiality agreements are put in place when entering into any significant negotiations
- inclusion of a strict prohibition on the unauthorised use or disclosure of inside information in the Company's Code of Conduct
- an Insider Dealing Circular is issued to all employees annually reminding their duties and obligations in respect of any dealings in the listed securities of the Company as well as its subsidiaries and associated corporations

## Business Ethics and Integrity

The Company believes that a reputation of honesty, trustworthiness and fair play is an important business asset and is essential to the long-term growth and success of the Group. It is therefore crucial for all directors and staff of the Group to ensure our reputation is not tarnished by dishonesty and corruption. All directors and staff are thus required to abide by the laws of countries and places in which the Group operates its business and they are expected to apply the highest ethical standards in all aspects of their work.

The Company has adopted a Code of Conduct which establishes the general principles on the Group's business ethics and explains how such principles are applied throughout the Group. The Code of Conduct is reviewed and updated regularly to ensure its effectiveness, appropriateness and compliance with corporate and regulatory requirements.

As an integral part of the Group's corporate governance framework, the Group has adopted an Anti-Corruption Policy to fully support the global effort to stamp out corruption. The Group is committed to achieving the highest standards of business conduct and has zero tolerance for corruption and related malpractice. The Anti-Corruption Policy is available for download under the Corporate Governance section and Sustainability section of the Company's website.

## COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of constructive and transparent communication with Shareholders and investors, and believes that Shareholders' value can be enhanced by continuous and effective dialogue with its stakeholders. The Company is committed to fair and timely disclosure of key information of the Group to facilitate Shareholders and investment community to make investment decisions.

### Shareholders Communication Policy

A Shareholders Communication Policy has been adopted by the Company to ensure balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile) are readily available to Shareholders.

The Shareholders Communication Policy sets out the framework the Company has put in place for ongoing open dialogue with Shareholders and investment community. According to the policy, there are multiple channels of shareholders communication and engagement as summarised in the following diagram and are described in more details below:



# CORPORATE GOVERNANCE REPORT

Shareholders may raise questions or make a request through designated channels for the Company's information to the extent such information is publicly available. Please refer to pages 4 to 5 of this Annual Report for the address of the Company's Share Registrar, Tricor Tengis Limited and contact details of the Company. Shareholders can contact the Company's Share Registrar for questions about their shareholdings.

Information of the Company is also communicated to Shareholders through the Company's Corporate Communications, including but not limited to financial reports (interim and annual reports), announcements and circulars. Such publications are available on the websites of the Company and the Stock Exchange as soon as practicable. The Corporate Communications shall be in plain language, and Shareholders have the right to choose English and/or Chinese version or means of receipt of such Corporate Communications to facilitate understandable, timely and environmental friendly communication.

Information on the Company's website ([www.wharfholdings.com](http://www.wharfholdings.com)) is updated on a regular basis. A dedicated Investor Relations section is available with presentation materials and webcasts of the Company's interim and annual results briefings provided in conjunction with the Company's results announcements as soon as practicable after release to the public. Press releases and other Corporate Communications of the Group are also available on the Company's website.

General meetings are held at least annually whereby there are opportunities for the Company to have direct interactions with Shareholders. Board members, in particular, the chairmen of Board committees or their delegates, appropriate management executives and external auditors will attend the annual general meetings to answer questions from Shareholders and their appointed proxies. The process of the Company's general meetings is monitored and reviewed on a regular basis, and if necessary, changes will be made to ensure that Shareholders' needs are best served.

Communication with investment community is also conducted by employees of the Company under the Company's Code of Ethics on a regular basis in the form of investor/analysts briefings, one-on-one meetings, roadshows, media interviews, special-interest tours, etc. whichever is appropriate.

The Company recognises the importance of Shareholders' privacy. Shareholders' privacy is protected under the Shareholders Communication Policy and Shareholders' information will not be disclosed without their consent, unless required by law to do so.

During the year, the Company has reviewed the implementation and effectiveness of the Shareholders Communication Policy. With the above measures in place, the Shareholders Communication Policy is considered to have been effectively implemented.

## 2022 Annual General Meeting

The 2022 AGM was held on 12 May 2022 as a hybrid meeting, with 16th Floor, Ocean Centre, Harbour City, Canton Road, Kowloon, Hong Kong as the principal meeting place. A large majority of the Directors attended the 2022 AGM, details of which are set out in the table of Directors' meeting attendance on page 55. The Auditors of the Company, Messrs KPMG, attended the 2022 AGM, during which its representatives were available to answer questions raised by Shareholders through the e-Meeting System. Details of voting results were disclosed in the announcement of the Company dated 12 May 2022 posted on the websites of the Company and the Stock Exchange.

## 2023 Annual General Meeting

The forthcoming AGM will be held on 11 May 2023 as a physical meeting in Centenary Room, Ground Floor, The Marco Polo Hongkong Hotel, 3 Canton Road, Kowloon, Hong Kong. All Shareholders are encouraged to vote on all resolutions to be proposed at the AGM. Details of resolutions to be proposed at the 2023 AGM are set out in the circular which is being despatched together with this Annual Report. Relevant notice of AGM and proxy form are available on the websites of the Company and the Stock Exchange.

## Voting

The Company has the following procedures for Shareholders to vote by poll:

- (a) All resolutions (other than procedural or administrative matters) put to Shareholders in general meetings are voted by poll demanded by the Chairman at the beginning of the meetings. The circulars and notices of general meetings express the Chairman's intention to call for voting by poll.
- (b) The Chairman or the Company Secretary explains the procedures for voting by poll to Shareholders and answers any questions from Shareholders before a poll is required to be conducted at the meetings.
- (c) The Company ensures that votes cast are properly counted and recorded. Independent scrutineer, the Company's Share Registrar, is appointed to count the number of votes cast at general meetings.
- (d) Poll results are announced and published on the websites of the Company and the Stock Exchange on the same day of the general meetings.

# CORPORATE GOVERNANCE REPORT

## Shareholders' Rights

### (a) Convene an Extraordinary General Meeting

Pursuant to Section 566 of the Companies Ordinance, on written requisition by Shareholders representing at least 5% of the total voting rights of all Shareholders having a right to vote at general meetings, the Directors must convene an extraordinary general meeting.

### (b) Send Enquiries to the Board

Shareholders may at any time address their enquiries to the Board through the Company's email address (for enquiry purpose only), postal address, telephone number and fax number, which are set out on pages 4 to 5 of this Annual Report and the Company's website ([www.wharfholdings.com](http://www.wharfholdings.com)).

### (c) Make Proposals at General Meetings

(i) The procedures for proposing candidate(s) for election as Director(s) at general meetings are set out in the Corporate Governance section of the Company's website.

(ii) The procedure for proposing resolution(s) to be moved at the Company's AGM are as follows:

Pursuant to Section 615 of the Companies Ordinance, Shareholders can submit written requisition to move a resolution at the Company's AGM if they represent:

- at least 2.5% of the total voting rights of all Shareholders who have a right to vote on the resolution at the AGM to which the requests relate; or
- at least 50 Shareholders who have a right to vote on the resolution at the AGM to which the requests relate.

The relevant written requisition must:

- (a) identify the resolution of which notice is to be given;
- (b) be authenticated by the Shareholder(s) making it; and
- (c) be received by the Company not later than 6 weeks before the relevant AGM to which the requests relate, or if later, the time at which notice is given of that meeting.

Any written requisitions from Shareholders pursuant to Sections 566 and 615 of the Companies Ordinance must be deposited at the Company's registered office at 16th Floor, Ocean Centre, Harbour City, Canton Road, Kowloon, Hong Kong.

## **Constitutional Documents**

Shareholders' rights are also set out in the Articles of Association of the Company which is available on both the websites of the Company and the Stock Exchange. There is no significant change in the Company's Articles of Association during the financial year ended 31 December 2022.

## **Dividend Policy**

A Dividend Policy, as set out in Financial Review on page 44, was adopted by the Company pursuant to Code Provision F.1.1 of the Corporate Governance Code.

# DIRECTORS' REPORT

The Board of Directors (the "Board") has pleasure in submitting its Report and the Audited Financial Statements for the financial year ended 31 December 2022.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and those of its principal subsidiaries are set out on pages 173 to 181.

The principal activities of the Group are investment properties ("IP") and development properties ("DP") in Hong Kong and the Mainland, hotels ownership and management, logistics and investment.

## BUSINESS REVIEW

Discussion and analysis of the Group's business in accordance with Schedule 5 of the Companies Ordinance (Cap 622 of the laws of Hong Kong) (the "Companies Ordinance") are covered in different sections of this Annual Report as set out below, which shall form an integral part of this Directors' Report:

- Corporate Profile (page 2)
- Chairman's Statement (pages 6 to 9)
- Financial Highlights (pages 10 to 11)
- Business Review (pages 12 to 29)
- Financial Review (with Business Model and Corporate Strategy) (pages 38 to 45)
- Principal Risks and Uncertainties (pages 85 to 87)
- Financial Risk Management and Fair Values — Note 22 to the Financial Statements (pages 135 to 143)
- Contingent Liabilities — Note 26 to the Financial Statements (page 148)
- Events after the Reporting Period — Note 30 to the Financial Statements (page 150)

In addition, the Group's policies and performance in the area of environmental, social and governance ("ESG"), and compliance with relevant laws and regulations are discussed in the section of "Corporate Sustainability" on pages 32 to 37.

## RESULTS, APPROPRIATIONS AND RESERVES

The results of the Group for the financial year ended 31 December 2022 are set out in the Consolidated Income Statement on page 96 and Consolidated Statement of Comprehensive Income on page 97.

Appropriations of profits and movements in reserves of the Group and of the Company during the financial year are set out in the Consolidated Statement of Changes in Equity on page 99 and Note 23 to the Financial Statements on pages 144 to 145.

## DIVIDENDS

A first interim dividend of HK\$0.20 per share was paid on 15 September 2022. In lieu of a final dividend, a second interim dividend of HK\$0.20 per share will be paid on 27 April 2023 to Shareholders on record as at 6:00 p.m. on 12 April 2023. Total distribution for the year 2022 will amount to HK\$0.40 (2021: HK\$0.40) per share.

## DONATIONS

The Group made donations during the financial year totalling HK\$8 million.

## SHARE CAPITAL

Details of movement in share capital of the Company during the financial year are set out in Note 23 to the Financial Statements on pages 144 to 145.

## EQUITY-LINKED AGREEMENT

No equity-linked agreement which may result in the Company issuing shares was entered into or existed during the financial year.

## DIRECTORS

The Directors of the Company during the financial year and up to the date of this report are Mr Stephen T H Ng, Mr Andrew O K Chow (retired at the conclusion of annual general meeting (“AGM”) held on 12 May 2022), Mr Paul Y C Tsui, Ms Y T Leng, Mr Kevin K P Chan, Mr Kevin C Y Hui, Professor Edward K Y Chen, Mr Vincent K Fang, Mr Hans Michael Jebsen, Ms Elizabeth Law, Mr Richard Y S Tang, Ms Nancy S L Tse and Mr David Muir Turnbull.

Mr Paul Y C Tsui, Mr Kevin K P Chan, Ms Elizabeth Law and Ms Nancy S L Tse (collectively, the “Retiring Directors”) are due to retire by rotation in accordance with Article 106(A) of the Company’s Articles of Association at the forthcoming AGM. The Retiring Directors, being eligible, offer themselves for re-election. None of the Retiring Directors proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

A list of persons who serve/served as directors of the Company’s subsidiaries during the financial year and up to the date of this report is set out in the sub-section headed “(K) Directors of Subsidiaries” on page 88.

## INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance in relation to the Company’s business to which any subsidiary of the Company, the holding companies of the Company or any subsidiary of such holding companies was a party and in which a Director of the Company or any connected entities of a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the financial year.

## MANAGEMENT CONTRACTS

No contract for the management and administration of the whole or any substantial part of any business of the Company was entered into or existed during the financial year.



# DIRECTORS' REPORT

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the financial year was the Company, its subsidiaries, its holding companies or any subsidiary of such holding companies a party to any arrangement to enable the Directors of the Company to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

## PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles of Association, every Director of the Company is entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he/she may sustain or incur in or about the execution and/or discharge of the duties of his/her office, to the extent as permitted by laws.

The Company has, together with its two listed affiliated companies (Wharf Real Estate Investment Company Limited ("Wharf REIC") and Harbour Centre Development Limited ("HCDL")), maintained directors' liability insurance which has been in force throughout the financial year and up to the date of this report to provide appropriate insurance cover for directors of their respective group companies, including *inter alia* Directors of the Company.

## PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the financial year.

## AUDITORS

The Financial Statements now presented have been audited by KPMG, Certified Public Accountants, who will retire and being eligible, offer themselves for re-appointment at the forthcoming AGM.

## OTHER CORPORATE INFORMATION

Other corporate information supplementary to this Directors' Report are set out on pages 73 to 88.

By Order of the Board

**Kevin C Y Hui**

*Director and Company Secretary*

Hong Kong, 9 March 2023

## OTHER CORPORATE INFORMATION

### (A) Biographical Details of Directors and Senior Management

#### (i) Directors

**Mr Stephen Tin Hoi Ng**, *Chairman and Managing Director (Age: 70)*

Mr Ng joined the Group in 1981. He has been Managing Director of the Company since 1989 and became Chairman in 2015. He also serves as chairman of Nomination Committee and a member of Remuneration Committee.

In addition, Mr Ng serves on the boards of the following affiliated companies listed in Hong Kong: chairman and managing director of Wharf REIC, chairman of HCDL and a non-executive director of Greentown China Holdings Limited. Mr Ng also serves as the deputy chairman of Wheelock and Company Limited (“WAC”), which is the holding company of the Company and listed in Hong Kong until July 2020.

Furthermore, Mr Ng was previously non-executive chairman of Joyce Boutique Group Limited (“JBGL”) (until it was delisted in Hong Kong in April 2020).

Mr Ng was born in Hong Kong in 1952 and grew up in Hong Kong. He attended Ripon College in Ripon, Wisconsin, USA and the University of Bonn, Germany, and graduated in 1975 with a major in mathematics. He is chairman of Project *WeCan* Committee (a Business-in-Community school project), a council member, vice chairman of General Committee and a member of Executive Committee of the Employers’ Federation of Hong Kong (“EFHK”).

**Mr Paul Yiu Cheung Tsui**, *Vice Chairman, Executive Director and Group Chief Financial Officer (Age: 76)*

Mr Tsui, *FCCA, FCPA, FCMA, CGMA, CPA, CGA*, has been Executive Director and Group Chief Financial Officer of the Company since 2008 and became Vice Chairman in 2015.

Mr Tsui is vice chairman and an executive director of Wharf REIC, and is also an executive director and group chief financial officer of WAC. He joined WAC/Wharf group in 1996 and became a director of WAC in 1998. Furthermore, Mr Tsui is a director of JBGL, vice chairman of Wheelock Properties Limited, a wholly-owned subsidiary of WAC, and a director of Wharf Estates Singapore Pte. Ltd. He formerly served as a director of HCDL until his resignation in August 2015.

Mr Tsui is currently a general committee member of EFHK and chairman of EFHK’s “Property & Construction” functional group.

# DIRECTORS' REPORT

**Ms Yen Thean Leng, Executive Director (Age: 51)**

Ms Leng, *BSc(Hons), MRICS, MHKIS, RPS*, was appointed as a Non-executive Director of the Company in October 2020, and has been re-designated to an Executive Director since August 2021, with responsibility to manage the Group's IP in Mainland China.

Ms Leng is an executive director of Wharf REIC and the vice chairman and managing director of Wharf Estates Limited with primary responsibility for managing its IP in Hong Kong and Singapore.

Ms Leng was formerly a director of HCDL from 2012 to 2013 and of the Company from 2013 until 2017 when Wharf REIC was separately listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Ms Leng has extensive experience in the leasing and management of prime commercial properties. She obtained a bachelor's degree in Land Management from the University of Portsmouth, UK with first class honours. She is a chartered surveyor of Royal Institution of Chartered Surveyors and the Hong Kong Institute of Surveyors as well as a registered professional surveyor.

**Mr Kevin Kwok Pong Chan, Director (Age: 62)**

Mr Chan joined the Group in 1993 and has been a Director of the Company since 2015. He has been involved in various property development projects of the Group in both Mainland China and Hong Kong. Among various other subsidiaries of the Company of which he serves as a director, he is an executive director of Wharf China Development Limited and Wharf China Estates Limited with responsibility to work on the Group's Mainland DP strategy as well as to oversee the Group's massive Mainland IP construction projects. He was formerly a non-executive director of HCDL from 2013 to 2015.

Mr Chan graduated from The Hong Kong Polytechnic University with Associateship in Civil & Structural Engineering. He is a member of the Hong Kong Institution of Engineers as well as the Institution of Civil Engineers, UK and also a chartered engineer of the Engineering Council UK.

**Mr Kevin Chung Ying Hui, Director (Age: 66)**

Mr Hui, *FCCA, CPA, FCG, HKFCG*, has been a Director of the Company since July 2021. An accountant by profession since 1986, Mr Hui is presently a fellow of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the vice president and a council member of The Taxation Institute of Hong Kong. He is also a fellow member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. In addition, he is a member of the Project *WeCan* Committee.

Mr Hui joined WAC in 1986 and has worked for WAC group and subsequently for the Group, serving as the group financial controller for years and gaining extensive experience in financial management and reporting control, auditing, taxation and corporate governance. He was appointed as a director of WAC in January 2023 while he has been a director of the Group's subsidiary companies Wharf Limited and Modern Terminals Limited ("Modern Terminals"). Mr Hui has been the Company Secretary of the Company since July 2013 and he is also the company secretary of Wharf REIC. He was formerly a director of Wharf REIC from 2020 to 2021 and HCDL from 2015 to 2020.

**Professor Edward Kwan Yiu Chen, GBS, CBE, JP, Director (Age: 78)**

Professor Chen has been an Independent Non-executive Director (“INED”) of the Company since 2002.

Professor Chen is an honorary professor of the HKU Business School and of the Hong Kong Metropolitan University, and a fellow of the Hong Kong Institute for the Humanities and Social Sciences at The University of Hong Kong. He is now a member of the board of directors of the Hong Kong Institute for Monetary and Financial Research of the Hong Kong Monetary Authority, and a non-official member of the Human Resources Planning Commission. He was the president of Lingnan University in Hong Kong from 1995 to 2007, and chairman of HKU SPACE from 2013 to 2022. He was also a member of the Legislative Council of Hong Kong from 1991 to 1992, and a member of the Executive Council of Hong Kong from 1992 to 1997.

Professor Chen is also an INED of First Pacific Company Limited (publicly listed in Hong Kong) and Delta Asia Financial Group. He was formerly an INED of Asia Satellite Telecommunications Holdings Limited (publicly listed in Hong Kong until September 2019), and an INED of Hang Seng Qianhai Fund Management Company Limited until June 2022.

Professor Chen was educated at The University of Hong Kong (Bachelor of Arts and Master of Social Sciences) and Oxford University (Doctor of Philosophy). He was appointed a Justice of the Peace in 1993 and awarded a CBE in 1995. In 2003, he was awarded the Gold Bauhinia Star by the Hong Kong SAR Government.

**Mr Vincent Kang Fang, GBS, JP, Director (Age: 79)**

Mr Fang has been an INED of the Company since 1993. He also serves as chairman of the Audit Committee. He is chief executive officer of Toppo Company (Hong Kong) Limited and managing director of Fantastic Garments Limited.

Mr Fang is a director of The Federation of Hong Kong Garment Manufacturers, and the life honorary president of the Liberal Party. He was formerly non-official member of the Commission on Strategic Development of the Hong Kong SAR Central Policy Unit and of the Commercial Properties Committee of Housing Department. He served as a member of Legislative Council representing Wholesale and Retail in Functional Constituency since 2004 until his retirement in September 2016. He also served as chairman of the Hospital Governing Committee of Princess Margaret Hospital and Kwai Chung Hospital, advisor of the Quality Tourism Services Association, a functional constituency representative for retail and wholesale of the Hong Kong Retail Management Association and a member of the Airport Authority Hong Kong, the Hong Kong Tourism Board, the Hong Kong Hospital Authority (“HA”) and the Operations Review Committee of the Independent Commission Against Corruption (“ICAC”).

Mr Fang is a graduate of North Carolina State University where he obtained both his bachelor’s and master’s degrees in Science of Textiles Engineering. He was awarded the Silver Bauhinia Star in 2008 and the Gold Bauhinia Star in 2016 by the Hong Kong SAR Government. He is also a Justice of the Peace.

# DIRECTORS' REPORT

**Mr Hans Michael Jebsen**, *BBS, Director (Age: 66)*

Mr Jebsen has been an INED of the Company since 2001. He also serves as a member of the Audit Committee and Nomination Committee and chairman of Remuneration Committee.

Mr Jebsen is chairman of Jebsen and Company Limited. He currently holds a number of public offices, namely, chairman and board member of the Asian Cultural Council Hong Kong, chairman of the Advisory Council of the Business School of the Hong Kong University of Science and Technology, a trustee of World Wide Fund for Nature Hong Kong and a member of Board of Trustees of Asia Society Hong Kong Center, Hong Kong-Europe Business Council of the Hong Kong Trade Development Council as well as Advisory Board of the Hong Kong Red Cross. Since 2017, Mr Jebsen co-founded and has served as executive council member of the Asian Academy of International Law. He is also a non-executive director of publicly listed Hysan Development Company Limited. Mr Jebsen previously served as a member of the Operations Review Committee of the ICAC.

After schooling in Germany and Denmark, Mr Jebsen received a two-year banking education in Germany and the UK and studied Business Administration at the University of St. Gallen in Switzerland from 1978 to 1981.

Mr Jebsen was awarded the Bronze Bauhinia Star by the Hong Kong SAR Government in 2001, made a Knight of the Dannebrog by receiving the Silver Cross of the Order of Dannebrog by H.M. The Queen of Denmark in 2006, was awarded the Merit Cross of the Order of the Merit of the Federal Republic of Germany in 2008 and received the title "Hofjægermester" by H.M. The Queen of Denmark in 2011. In 2014, Mr Jebsen was awarded the Knight of 1st Class of the Order of Dannebrog, Denmark. In 2015, he was awarded Doctor of Business Administration honoris causa of the Hong Kong University of Science and Technology. In 2018, Mr Jebsen was awarded the Blanchette Hooker Rockefeller Award. He was bestowed with the Danish title of "Kammerherre" by H.M. The Queen of Denmark in 2020. In November 2021, Mr Jebsen was conferred the title of Guangzhou Honorary Citizen.

**Ms Elizabeth Law**, *MH, JP, Director (Age: 68)*

Ms Law has been an INED of the Company since 2017. She also serves as a member of the Audit Committee.

Ms Law graduated from McGill University, Canada in 1976. She is currently a managing director of Law & Partners CPA Limited, and the proprietor of Stephen Law & Company. Ms Law is a fellow Certified Public Accountant (Practising) in Hong Kong, a member of the Chartered Professional Accountants, Canada, a fellow member of The Institute of Chartered Accountants in England & Wales, a fellow member of Certified Public Accountants Australia, and a certified tax adviser in Hong Kong.

Ms Law is also a member of the Protection of Wages on Insolvency Fund Board and the Advisory Committee of the Accounting and Financial Reporting Council ("AFRC"). She is the honorary founding president of Association of Women Accountants (Hong Kong) Limited. She was appointed a Justice of the Peace in 2009.

Ms Law is currently an INED of Clifford Modern Living Holdings Limited, Sunwah Kingsway Capital Holdings Limited and Onowo Inc. (all being publicly listed in Hong Kong).

Ms Law served as president of The Society of Chinese Accountants and Auditors and a council member of HKICPA. She had been an INED of China Vanke Company Limited (being publicly listed in Hong Kong) since 2012 until her retirement in June 2017 and Sunwah International Limited (until its delisting from the Toronto Stock Exchange in June 2021).

**Mr Richard Yat Sun Tang, SBS, JP, Director (Age: 70)**

Mr Tang has been an INED of the Company since January 2021.

Mr Tang is an MBA graduate from the University of Santa Clara, California, USA and a holder of Bachelor of Science degree in Business Administration from Menlo College, California, USA.

Mr Tang is currently chairman and managing director of Richcom Company Limited. He is also chairman of King Fook Holdings Limited and an executive director of Miramar Hotel and Investment Company, Limited, both companies being publicly listed in Hong Kong. Furthermore, he is a director of various private business enterprises and an advisor of Tang Shiu Kin and Ho Tim Charitable Fund. Mr Tang was formerly an INED of WAC from October 2012 until its delisting in July 2020 and Hang Seng Bank Limited until his retirement in May 2018. He was also formerly a steward of The Hong Kong Jockey Club.

**Ms Nancy Sau Ling Tse, JP, Director (Age: 70)**

Ms Tse has been an INED of the Company since January 2021.

Ms Tse obtained her Bachelor of Arts (Honours) degree in Mathematics and Master of Business Administration degree in Finance/Accounting from the University of California, Los Angeles, USA; and qualified as Chartered Accountant in Canada. She is also a fellow of HKICPA and a fellow member of the Hong Kong Institute of Directors.

Ms Tse is currently an INED of Link Asset Management Limited (as manager of Link Real Estate Investment Trust, publicly listed in Hong Kong) and DBS Bank (Hong Kong) Limited. She is also an INED and the chairman of HSBC Provident Fund Trustee (Hong Kong) Limited.

Ms Tse is a member of the Board of Governors of the Prince Philip Dental Hospital, an adjunct professor of The Jockey Club School of Public Health and Primary Care of The Chinese University of Hong Kong, and an honorary adviser and a member of the Policy, Registration and Oversight Committee and the Sustainability and Climate Action Task Force of AFRC. Ms Tse is also the deputy chair and member of the Professional Accountants in Business Advisory Group and a member of Public Policy and Regulation Advisory Group of the International Federation of Accountants. She serves on the boards and committees of a number of other charitable organisations and non-government organisations. Ms Tse was the Chief Financial Officer and Director (Finance and Information Technology Services) of HA until her retirement at the end of August 2013. She joined the HA in 1991 when it was established. Ms Tse was formerly an INED of WAC from October 2013 until its delisting in July 2020.

# DIRECTORS' REPORT

**Mr David Muir Turnbull, Director (Age: 67)**

Mr Turnbull has been an INED of the Company since 2013. He also serves as a member of the Audit Committee, Nomination Committee and Remuneration Committee.

Mr Turnbull is currently chairman and executive director of Pacific Basin Shipping Limited (being publicly listed in Hong Kong).

Mr Turnbull graduated from Cambridge University in 1976 with a Bachelor of Arts degree in Economics and subsequently earned a Master of Arts degree. He joined the Swire group upon graduation and held various senior management positions with international responsibilities covering aviation, shipping and property during his 30 years' service thereof. He was appointed as a director of Cathay Pacific Airways Limited in 1994 and took up the positions of deputy managing director in 1994, managing director in 1996 and deputy chairman and chief executive in 1998 before his appointment as chairman in 2005. He is also the former chairman of Swire Pacific Limited from January 2005 to January 2006, and of Hong Kong Aircraft Engineering Company Limited from March 1995 to August 2006. He was formerly an INED of Sands China Ltd. from October 2009 to March 2016.

*Notes:*

- (1) *WAC (of which Mr Stephen T H Ng, Mr Paul Y C Tsui and Mr Kevin C Y Hui are directors) has interests in the share capital of the Company discloseable to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) (the "SFO").*
- (2) *Mr Stephen T H Ng, Mr Paul Y C Tsui, Ms Y T Leng, Mr Kevin K P Chan and Mr Kevin C Y Hui are currently directors of certain subsidiaries of the Company.*

## (ii) Senior Management

Various businesses of the Group are respectively under the direct responsibility of the first five Directors named under (A)(i) above, led by the Chairman and Managing Director. For the purpose of this Report, only those five Directors are regarded as members of the Group's senior management.

## (B) Directors' Interests in Shares

At 31 December 2022, Directors of the Company had the following beneficial interests, all being long positions, in the shares of the Company and Modern Terminals (the Company's subsidiary). The percentages which the relevant shares represented to the total number of shares in issue of the two companies respectively are also set out below:

	Quantity held (percentage)	Nature of Interest
<b>The Company</b>		
Stephen T H Ng	4,185,445 (0.1370%)	Personal Interest
Paul Y C Tsui	300,000 (0.0098%)	Personal Interest
Y T Leng	1,050,000 (0.0344%)	Personal Interest
Kevin K P Chan	350,000 (0.0115%)	Personal Interest
Vincent K Fang	580,000 (0.0190%)	Personal Interest
David Muir Turnbull	70,000 (0.0023%)	Personal Interest
<b>Modern Terminals</b>		
Hans Michael Jebsen	3,787 (5.40%)	Corporate Interest

Note:

*The shareholding classified as "Corporate Interest" in which the Director concerned was taken to be interested as stated above was interest of corporation(s) at general meetings of which the relevant Director was either entitled to exercise (or taken under Part XV of the SFO to be able to exercise) or control the exercise of one-third or more of the voting power in general meetings of such corporation(s).*

Except as disclosed above, as recorded in the register kept by the Company under section 352 of the SFO in respect of information required to be notified to the Company and the Stock Exchange by the Directors and/or Chief Executive of the Company pursuant to the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers (or any other applicable code), there were no interests, whether long or short positions, held or deemed to be interested as at 31 December 2022 by any of the Directors or Chief Executive of the Company in shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), nor had there been any rights to subscribe for any shares, underlying shares or debentures of the Company and its associated corporations held or deemed to be interested by any of them as at 31 December 2022.



# DIRECTORS' REPORT

## (C) Substantial Shareholders' Interests

Given below are the names of all parties, other than person(s) who is/are Director(s), who/which were, directly or indirectly, interested in 5% or more of any class of voting shares of the Company as at 31 December 2022, and the respective relevant numbers of shares in which they were, and/or were deemed to be, interested as at that date as recorded in the register kept by the Company under section 336 of the SFO (the "Register"):

<b>Names</b>	<b>No. of ordinary shares</b> (percentage based on total number of shares in issue)
(i) Wheelock and Company Limited	2,093,500,651 (68.50%)
(ii) HSBC Trustee (C.I.) Limited ("HSBC Trustee")	2,093,500,651 (68.50%)

Notes:

- (1) For the avoidance of doubt and double counting, it should be noted that the shareholdings stated against parties (i) and (ii) above represented the same block of shares.
- (2) As recorded in the Register, the deemed shareholding interests of WAC and HSBC Trustee of 2,093,500,651 shares (68.50%) as at 31 December 2022 stated above included interests (of 5% or more) held through WAC's wholly-owned subsidiaries as below:

<b>Names</b>	<b>No. of ordinary shares</b> (percentage based on total number of shares in issue)
(i) Lynchpin Limited ("LL")	265,576,072 (8.69%)
(ii) WF Investment Partners Limited ("WIPL")	711,224,579 (23.27%)
(iii) High Fame Investments Limited ("HFIL")	537,558,100 (17.59%)
(iv) Crystal Pond Limited ("CPL")	575,872,900 (18.84%)
(v) Kowloon Wharf Pte Limited ("KWPL")	*2,092,820,651 (68.48%)

\* For the avoidance of doubt and double counting, it should be noted that KWPL's shareholding interests included the shareholding interests of LL, WIPL, HFIL and CPL.

All the interests stated above represented long positions. As at 31 December 2022, there were no short position interests recorded in the Register.

## (D) Retirement Benefits Schemes

The Group's principal retirement benefits schemes available to its Hong Kong employees are defined contribution schemes (including the Mandatory Provident Fund) which are administered by independent trustees. Both the Group and the employees contribute respectively to the schemes sums which represent a certain percentage of the employees' salaries. The contributions by the Group are expensed as incurred and may be reduced by contribution forfeited for those employees who have left the schemes prior to full vesting of the relevant employee's contribution.

The employees of the Group's subsidiaries in Mainland China are members of the state-managed social insurance and housing funds operated by the Government of the People's Republic of China. The Mainland China subsidiaries are required to contribute a certain percentage of payroll costs to the funds to fund the benefits. The only obligation of the Group with respect to the retirement benefits of Mainland China employees is to make the specified contributions.

## (E) Directors' Interests in Competing Business

Set out below is information disclosed pursuant to Rule 8.10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

Five Directors of the Company, namely, Mr Stephen T H Ng, Mr Paul Y C Tsui, Ms Y T Leng, Mr Kevin K P Chan and Mr Kevin C Y Hui, being directors of WAC and/or certain subsidiary(ies) and/or associate(s) of WAC ("WAC Group"), are considered as having an interest in WAC Group under Rule 8.10(2) of the Listing Rules.

The development and/or investment in property assets and hotel businesses by WAC Group are considered as competing businesses for the Group. However, given the Group itself has adequate experience in property and hotel businesses, it is capable of carrying on independently of WAC Group.

For safeguarding the interests of the Group, the INEDs and the Audit Committee of the Company would on a regular basis review the business and operational results of the Group to ensure, *inter alia*, that the Group's (i) development of properties for sale and/or investment; (ii) property leasing businesses; and (iii) hotel businesses are and continue to be run at arm's length from those of WAC Group.

## (F) Major Customers and Suppliers

For the financial year ended 31 December 2022:

- (i) the aggregate amount of purchases (not including the purchases of items which are of a capital nature) attributable to the Group's five largest suppliers represented less than 30% of the Group's total purchases; and
- (ii) the aggregate amount of turnover attributable to the Group's five largest customers represented less than 30% of the Group's total turnover.

# DIRECTORS' REPORT

## (G) Debentures, Bank Loans, Overdrafts and other Borrowings

Particulars of any and all debentures, bank loans, overdrafts and/or other borrowings of the Company and of the Group as at 31 December 2022 which are repayable on demand or within a period not exceeding one year and those which would fall due for repayment after a period of one year are both set out in Note 20 to the Financial Statements on pages 132 and 133.

## (H) Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float under the Listing Rules throughout the financial year ended 31 December 2022.

## (I) Disclosure of Connected Transactions

Set out below is information in relation to certain connected transactions involving the Company and/or its subsidiaries, particulars of which were previously disclosed in announcements of the Company dated 13 December 2019 and 16 December 2022 and are required under the Listing Rules to be disclosed in the Annual Report and Financial Statements of the Company.

### (i) Master Hotel Services Agreement

On 13 December 2019, a master hotel services agreement (the "Master Hotel Services Agreement") was entered into by and amongst the Company, Wharf REIC and HCDL, for a term of three years commencing on 1 January 2020 and expiring on 31 December 2022, for the purpose of, *inter alia*, regulating the provision of hotel services comprising management, marketing and technical services and/or any other services relating to the development and/or operation of hotels and/or serviced apartment property(ies) in respect of Wharf REIC group's hotels ("Hotel-related Services") by the Group to Wharf REIC group and HCDL group respectively. The Master Hotel Services Agreement has provided for, *inter alia*, the annual cap amounts of service fees receivable by the Group from Wharf REIC group (including HCDL group) in relation thereto, which are fixed at HK\$95 million, HK\$140 million and HK\$147 million for the financial years of 2020, 2021 and 2022 respectively.

The aggregate amount of service fees receivable by the Group under the Master Hotel Services Agreement, which is subject to the relevant annual cap amount as stated above, for the financial year ended 31 December 2022 amounted to HK\$20 million.

On 16 December 2022, a new master hotel services agreement (the "New Master Hotel Services Agreement") was entered into between the Company and Wharf REIC, for a term of three years commencing on 1 January 2023 and expiring on 31 December 2025, for the purpose of, *inter alia*, regulating the provision of Hotel-related Services by the Group to Wharf REIC group. The New Master Hotel Services Agreement has provided for, *inter alia*, the annual cap amounts of service fees receivable by the Group from Wharf REIC group in relation thereto, which are fixed at HK\$44 million, HK\$126 million and HK\$140 million for the financial years of 2023, 2024 and 2025 respectively.

**(ii) Master Property Services Agreement**

On 13 December 2019, a master property services agreement (the “Master Property Services Agreement”) was entered into by and amongst WAC, the Company, Wharf REIC and HCDL, for a term of three years commencing on 1 January 2020 and expiring on 31 December 2022, for the purpose of, *inter alia*, regulating the provision of or engagement in property services comprising property project management services, property sales and marketing services, property management services, leasing agency services and/or any other property related services (“Property Services”) by and amongst themselves. The Master Property Services Agreement has provided for, *inter alia*, the annual cap amounts of service fees payable/receivable by the Group to/from WAC group and/or Wharf REIC group (including HCDL group) in relation thereto, which are fixed at HK\$160 million per annum for each of the financial years of 2020, 2021 and 2022 in respect of service fees payable and HK\$61 million, HK\$10 million and HK\$10 million for the financial years of 2020, 2021 and 2022 respectively in respect of service fees receivable.

The aggregate amounts of service fees payable/receivable by the Group under the Master Property Services Agreement, which are subject to the relevant annual cap amounts as stated above, for the financial year ended 31 December 2022 amounted to HK\$110 million in respect of services fees payable and HK\$9 million in respect of services fees receivable.

On 16 December 2022, a new master property services agreement (the “New Master Property Services Agreement”) was entered into by and amongst WAC, the Company, Wharf REIC and HCDL, for a term of three years commencing on 1 January 2023 and expiring on 31 December 2025, for the purpose of, *inter alia*, regulating the provision of or engagement in Property Services by and amongst themselves. The New Master Property Services Agreement has provided for, *inter alia*, the annual cap amounts of service fees payable/receivable by the Group to/from WAC group and/or Wharf REIC group (including HCDL group) in relation thereto, which are fixed at HK\$166 million, HK\$194 million and HK\$220 million for the financial years of 2023, 2024 and 2025 respectively in respect of service fees payable and HK\$59 million for the financial year of 2023 in respect of service fees receivable.

**(iii) Leasing Framework Agreement/Master Tenancy Agreement**

On 13 December 2019, a leasing framework agreement (the “Leasing Framework Agreement”) was entered into by and amongst WAC, the Company, Wharf REIC and HCDL, for a term of three years commencing on 1 January 2020 and expiring on 31 December 2022, for the purpose of, *inter alia*, regulating the renting and/or licensing of certain premises by and amongst themselves. The Leasing Framework Agreement has provided for, *inter alia*, the annual cap amounts of capitalised rent recognised by the Group in relation thereto, which are fixed at HK\$150 million per annum for each of the financial years of 2020, 2021 and 2022.

The aggregate amount of capitalised rent recognised by the Group under the Leasing Framework Agreement, which is subject to the relevant annual cap amount as stated above, for the financial year ended 31 December 2022 amounted to HK\$139 million.

On 16 December 2022, a new master tenancy agreement (the “New Master Tenancy Agreement”) was entered into by and amongst WAC, the Company and Wharf REIC, for a term of three years commencing on 1 January 2023 and expiring on 31 December 2025, for the purpose of, *inter alia*, regulating the renting and/or licensing of certain premises by and amongst themselves. The New Master Tenancy Agreement has provided for, *inter alia*, the annual cap amounts of capitalised rent recognised by the Group in relation thereto, which are fixed at HK\$178 million, HK\$187 million and HK\$195 million for the financial years of 2023, 2024 and 2025 respectively.

# DIRECTORS' REPORT

With WAC being the holding company of the Company, WAC and its associates (as defined under the Listing Rules) including *inter alia* Wharf REIC and HCDL are regarded as connected persons of the Company under the Listing Rules. Thus, the transactions mentioned under section (l)(i) to (l)(iii) above (the "Transactions") constitute continuing connected transactions for the Company.

## (iv) Confirmation from Directors and Auditors

- (a) The Directors, including the INEDs, of the Company have reviewed the Transactions and confirmed that the Transactions were entered into:
  - (1) by the Group in the ordinary and usual course of its business;
  - (2) on normal commercial terms or better; and
  - (3) according to the relevant agreements governing the Transactions on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.
- (b) In accordance with paragraph 14A.56 of the Listing Rules, the Board engaged the Company's auditors to perform procedures on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by HKICPA.

The auditors of the Company have advised nothing has come to their attention that causes them to believe that the Transactions:

- (1) have not been approved by the Board;
  - (2) were not, in all material respects, in accordance with the pricing policies of the Group for the Transactions involving the provision of goods or services by the Group;
  - (3) were not entered into, in all material respects, in accordance with the relevant agreements governing the Transactions; and
  - (4) have exceeded the relevant annual cap amounts during the financial year ended 31 December 2022.
- (v) With regard to the Material Related Party Transactions as disclosed under Note 25 to the Financial Statements on page 147, the transactions stated under paragraphs (b), (c), (d) and (e) therein constitute connected transactions (as defined under the Listing Rules) of the Company and the transaction under paragraph (f) constitute a fully exempt connected transaction of the Company, for all of which the applicable requirements under the Listing Rules have been duly complied with.

## (J) Principal Risks and Uncertainties

Global and local economies always face a barrage of challenges. Global economic growth is anticipated to slow down in the midst of uncertainties from the post-COVID-19 era, gradual relaxation of travel restriction, inflation pressure and supply chain challenges. Geo-political tensions, military conflicts, ongoing Sino-US conflicts and heightened financial volatility continued to cause uncertainties.

The following is a description of how our business segments interact with the principal risks and uncertainties that are considered to be of significance and have potential to affect the Group's businesses, results of operations and financial conditions. However, this is non-exhaustive as other risks and uncertainties may arise resulting from changes in economic and other conditions over time. The Group employs a risk management and internal control framework to identify current and foreseeable risks at different levels of the organisation so as to take preventive actions to avoid or mitigate their adverse impacts.

### Risks pertaining to DP

DP segment is one of the Group's major businesses. It is subject to economic, political and legal developments.

In recent years, the DP market in Mainland China has been concurrently affected by economic factors and government policies including but not limited to changes affecting the issue of pre-sale licenses and permitted selling price, mortgage levels and ownership, interest rate changes, supply and demand conditions as well as the overall economic volatility in Mainland China. The Group's DP segment is expected to continue to be exposed to these risks, which may affect the Group's investment strategy and business model as well as the performance in DP.

In this respect, the Group actively assesses the overall economic, political and legal developments as well as the property markets both in Hong Kong and in Mainland China for deciding viable acquisitions and selling strategies. For each potential project, detailed feasibility studies and stress tests with regard to all aspects are carried out before acquisition to minimise the commercial and legal risks.

### Risks pertaining to IP

IP segment is another core business. With the majority of the current properties located in Mainland China, the general economic climate, regulatory changes, government policies and the political conditions in Mainland China may have a significant impact on the Group's overall financial results and condition. The Group's rental income may experience more frequent adjustments resulting from competition arising from oversupply in retail and office areas. Furthermore, rental levels may also be impacted by external economic and market conditions including but not limited to the fluctuations in general supply and demand, performance in stock markets and financial volatility, which may indirectly affect the Group's IP performance.

The spread of COVID-19 during 2022 and the resultant government measures exert economic pressure on the tenants of the Group. Though governmental measures have been relaxed, recovery in the rental market may still only be gradual. The weak retail markets affect the Group's financial results leading to decreases in revenue and adverse effects on profits and cash flows.

# DIRECTORS' REPORT

IPs are stated at their fair values in accordance with the Hong Kong Financial Reporting Standards in the statement of financial position at each reporting period. The fair values are provided by independent professional surveyors, using the income capitalisation approach which capitalised the net income of properties and takes into account the significant adjustments on reversionary yield to account for the risk upon reversion, and the direct comparison method to compare with other recently transacted comparable properties, and the changes in fair value are recognised in the consolidated income statement. Given the size of the Group's IP portfolio, any significant change in the IP values may overwhelmingly affect the Group's results that may not be able to reflect the Group's operating and cash flow performance.

In this respect, the Group regularly assesses changes in the economic environment and keeps alert to market needs and competitors' offensives in order to maintain competitiveness. Continuously maintaining the quality of the assets and building up a diversified and high-quality tenant-mix also help the Group to grow revenue and to resist a sluggish economy. In addition, long-range planned and tactical promotions are seamlessly executed for maintaining the IPs' leading brands and value.

## **Risks pertaining to Logistics Segment**

The Group operates container terminals both in Hong Kong and Mainland China. The coronavirus pandemic and sharp interest rate hike have triggered a dramatic plunge for major economies around the world and recovery is uneven. This may be exacerbated by the war in Europe and collateral implications to global economies. Sino-US tensions are also escalating. De-globalisation and de-concentration of supply chains may diminish China's role in world trade.

Amidst all that, Modern Terminals will remain focused on improving operational performance and delivering on customer requirements to maximise cash flow and strengthen the company's balance sheet. We have already implemented a multi-year programme to increase operational efficiency and infrastructure capability.

## **Risks pertaining to Hotels Segment**

The Group operates 16 hotels in Asia, four of which wholly or partly owned by the Group. Hotel performance is usually subject to a high degree of fluctuations caused by both predictable and unpredictable factors including seasonality, economic conditions, social stability, epidemic diseases and ease of traveling. Each factor has varied the development pattern of the tourism and hospitality industry.

The segment has been adversely affected by the COVID-19 pandemic and respective governmental responses. Counter measures like restriction on travels both domestically and internationally, as well as social distancing adopted by governments unavoidably impact our operations and financial results leading to plunge in revenue, increases in costs and adverse effects on profits and cash flows. The post-COVID-19 era, the gradual relaxation of measures and the re-opening of Mainland-Hong Kong border cast hope at the end of the tunnel.

In this respect, Hotels segment closely assesses the impact of post-COVID-19 era particularly on revenue and cash flow as well as cost control and operational efficiency to mitigate the adverse financial impacts. It also takes continual reviews of competition, legal and political changes as well as market trends for setting its business strategies including marketing and pricing to protect and drive profitability and cash flow.

### **Risks pertaining to Investments Segment**

The Group holds a diversified portfolio of long term investments both for capital growth and/or reasonable yields. It consists of mainly blue chips investments. None of the investments is individually material to the Group's total assets. Given the volatility of the stock market, the portfolio is subject to market fluctuation and may affect the net asset value and/or financial performance of the Group. The composition and performance of the portfolio is constantly assessed and monitored by top management.

### **Legal and Regulatory Compliance Risks**

Whilst the Group has a portfolio of business operations principally across Hong Kong and various Mainland cities, any failure to anticipate the trend of regulatory changes or cope with relevant requirements may result in noncompliance with local laws or regulation, leading to not only financial loss but also reputational damage to the Group. In mitigation of relevant risks, the Group actively assesses the effect of relevant developments and engages closely with regulatory authorities and external advisors on new laws and regulations and also trending legislations to ensure relevant requirements are properly complied with in an effective manner.

### **Financial Risks**

The Group is exposed to financial risks related to interest rate, foreign currency, equity price and credit in the normal course of its business. For further details of such risks and relevant management policies, please refer to Note 22 to the Financial Statements from pages 135 to 143.

### **Environmental, Social and Governance Risks**

Given climate change is a globally recognised environmental urgency faced by any business, and failure to build climate resilience can negatively impact our real estate portfolio, the Group carried out a climate risk mapping exercise with reference to Task Force on Climate-related Financial Disclosures (TCFD)'s recommendations. Climate scenario analysis was conducted to understand the impact at different climate landscapes and time frames, and significant physical and transition risks and opportunities were identified. To adapt to and mitigate the climate-related risks, we have the Climate Change Policy Statement in place, and implemented measures for energy optimisation and conservation, as well as adopting green procurement and construction practices gradually.

The global pandemic and regional competition for skilled professionals has made talent attraction and retention a social risk to the Group. Our labour-intensive business nature also exposes the Group to normal labour issues including occupational safety and health risks. The Group also adopts rigorous vendor system for supply chain management, to avoid any form of supply chain risks, including the ESG risks derived from our suppliers.

Just like any other sizable organisations with complex structure, the Group encounters governance risks that could result in significant financial losses and damage the reputation of the business. To uphold our commitment to achieve the highest standards of business conduct, the Group adopts an integrated and holistic approach to reduce the inefficiencies, miscommunications and other perils of deficiencies in governance. Our Corporate Governance Report (pages 46 to 69) elaborates in details our systems, policies and practices which aim to ensure proper corporate management and to instill a culture of good business ethics in our organisation.

For more details on how we address ESG and climate-related risks, please refer to the Group's standalone Sustainability Report 2022.



# DIRECTORS' REPORT

## (K) Directors of Subsidiaries

The names of all persons who, during the financial year and up to 9 March 2023 (the date of this report), served as directors of all those companies included as subsidiaries in the consolidated financial statements of the Company for the financial year ended 31 December 2022 are set out below:

AU YEUNG Hung Yuen Steve	LI Jianhui*	WANG Zhu
CHAK Hoi Kit Jacques	LI Jun	WONG Kwong Yiu
CHAN Choi Har Lucinda	LI Lei	WONG Yee Lut Eliot
CHAN Kwok Pong Kevin	LIU Xin	WOO Chun Kuen Douglas
CHAN Sik Wah	LO Wai Man	WU Guan
Chavalit Uttasart	MENSENDORFF-POUILLY Alfons	YICK Chi Ming Frankie
CHOW On Kiu Andrew*	NEI Huanxin	ZHANG Vicky Yuanyuan
CRONIN Jennifer Kathleen*	NG Tin Hoi Stephen	王佳宏
FU Wai Hung	NGAN Chiu Long Sunny	陳小平
GENG Zhongqiang	OON Hock Neo	陳信霖
HO Lai Chu	PAO Zen Kwok Peter	劉鳴
HUANG Shengchao	SALG Thomas	唐雷明
HUI Chung Ying Kevin	SUN Ligan*	符冰力*
LAW Shi Shin Dawny	TSANG Yiu Fat Peter	沙敏
LEE Chi Pan	TSO Hok Chiu Vivian	吳海雲
LENG Yen Thean	TSUI Yiu Cheung Paul	賀剛

\* ceased to be a director of the Group's subsidiaries on or before 9 March 2023.

# INDEPENDENT AUDITOR'S REPORT



## TO THE MEMBERS OF THE WHARF (HOLDINGS) LIMITED

*(incorporated in Hong Kong with limited liability)*

## OPINION

We have audited the consolidated financial statements of The Wharf (Holdings) Limited (“the Company”) and its subsidiaries (“the Group”) set out on pages 96 to 181, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (“the Code”) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

# INDEPENDENT AUDITOR'S REPORT

## KEY AUDIT MATTERS

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

### Valuation of completed investment properties ("IP")

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*Refer to accounting policy d and Note 8 to the consolidated financial statements*

#### The key audit matter

The Group holds a portfolio of IP located in Hong Kong and in major cities across Mainland China which accounted for 31% of the Group's total assets as at 31 December 2022.

The fair values of the IP as at 31 December 2022 were assessed by the Group based on independent valuations prepared by a qualified external property valuer.

We identified the valuation of IP as a key audit matter because a small adjustment to or variances in the assumptions and data used to compute the valuation of individual property, when aggregated, could have a significant impact on the Group's financial results and because the valuation of IP involves significant judgement and estimation, particularly in selecting appropriate valuation methodologies, market rents and capitalisation rates or market selling prices, where applicable, which increases the risk of error or potential management bias.

#### How the matter was addressed in our audit

Our audit procedures to assess the valuation of IP included the following:

- obtaining and inspecting the valuation reports prepared by the external property valuer engaged by the Group;
- meeting the external property valuer to discuss and challenge the key estimates and assumptions adopted in the valuations, including prevailing market rents and capitalisation rates or market selling prices, where applicable, and to assess the objectivity, qualifications and expertise of the external property valuer in the properties being valued;
- with the assistance of our internal property valuation specialists, assessing the valuation methodologies adopted by the external property valuer and comparing the key estimates and assumptions adopted in the valuation of IP, on a sample basis, including market rents and capitalisation rates or market selling prices, where applicable, with available market data and/or government statistics; and
- conducting site visits to IP and comparing tenancy information used in the valuation models, including committed rents adopted by the external property valuer with underlying contracts and related documentation, on a sample basis.

## Assessing the net realisable value of properties for sale

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Refer to accounting policy I and Note 14 to the consolidated financial statements

### The key audit matter

The Group had a number of property development projects located in Hong Kong and major cities across Mainland China which were stated at the lower of cost and net realisable value at an aggregate amount of HK\$43 billion as at 31 December 2022.

The calculation of the net realisable value of each property for sale, including both completed properties for sale and properties under development for sale (“PUD”), either directly held by the Group or through its joint ventures and associates, at the financial reporting date is performed by the Group management.

The calculation of net realisable value of properties for sale involves significant management judgement and estimation in preparing and updating project feasibility studies and estimations of the costs to complete each PUD as well as in assessing the expected selling prices for each property for sale.

Changes in government policies, which affect interest rates, the required reserve ratio for banks and/or mortgage requirements for second-home buyers, could lead to volatility in property prices in these cities.

We identified the assessment of net realisable value of properties for sale as a key audit matter because of the inherent risks involved in estimating the costs to complete each PUD and the future selling prices for each property for sale, particularly in light of the current economic circumstances and because of the risk of management bias in the judgement and estimates used in the calculation of the net realisable value.

### How the matter was addressed in our audit

Our audit procedures to assess the net realisable value of properties for sale, either directly held by the Group or through its joint ventures and associates, included the following:

- conducting site visits to properties for sale on a sample basis, discussing the progress with the Group management and comparing the observed progress with the latest development budgets for PUD provided by management with reference to quantity surveyors’ reports;
- assessing the Group management’s qualifications, experience and expertise in the properties being valued;
- evaluating the Group management’s valuation methodology and assessing the key estimates, data inputs and assumptions adopted in the valuations, which included comparing expected future average selling prices with available market data such as recently transacted prices for similar properties located in the nearby vicinity of each property for sale and comparing costs to complete each PUD with publicly available construction cost information for similar properties (taking into account both property type and location), on a sample basis;
- re-performing the calculations made by the Group management in arriving at the year end assessments of net realisable value of properties for sale, and comparing the estimated costs to complete the PUD with the Group’s latest budgets, on a sample basis; and
- performing sensitivity analyses to determine the extent of change in those estimates that, either individually or collectively, would be required for properties for sale to be materially misstated and considering the likelihood of such a movement in those key estimates arising and whether there was any evidence of management bias.

# INDEPENDENT AUDITOR'S REPORT

## Revenue recognition for investment properties ("IP") and development properties ("DP")

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Refer to accounting policy p and Note 1 to the consolidated financial statements

### The key audit matter

Revenue from the IP and DP segments accounted for 68% of the Group's revenue for the year ended 31 December 2022.

Deposits from sale of properties at 31 December 2022 totalled HK\$8.2 billion.

Revenue from IP is recognised in equal instalments over the accounting periods covered by the lease term and includes contingent rental which is determined based on the turnover of certain retail outlets.

Revenue from DP is recognised at a point in time when control of the property has been transferred to the customer. It is considered control of the property has been transferred when the property is accepted by the customer.

We identified the revenue recognition for IP and DP as a key audit matter because of its significance to the Group and because small errors in the recognition of revenue, either individually or in aggregate, for each property development project could have a material impact on the Group's financial results for the year.

### How the matter was addressed in our audit

Our audit procedures to assess the revenue recognition for IP and DP included the following:

- comparing fixed rental revenue received and receivable with underlying tenancy information, including monthly rents and rental periods as set out in the signed rental agreements, on a sample basis, and assessing whether fixed rental revenue had been recorded in the appropriate accounting period;
- re-performing the calculation of contingent rental received and receivable with reference to turnover reports submitted by the relevant retail outlets, on a sample basis, and assessing whether the contingent rental had been recorded and accounted for in the appropriate accounting period; and
- inspecting on a sample basis, documents which evidenced that the properties were accepted by customers and assessing whether the related revenue should be recorded in the current accounting period.

## **INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

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

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

# INDEPENDENT AUDITOR'S REPORT

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements for the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Cheung Wing Han, Ivy.

**KPMG**

*Certified Public Accountants*

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

9 March 2023



# CONSOLIDATED INCOME STATEMENT

For The Year Ended 31 December 2022

	Note	2022 HK\$ Million	2021 HK\$ Million
<b>Revenue</b>	1	<b>18,064</b>	22,378
Direct costs and operating expenses		<b>(9,221)</b>	(11,064)
Selling and marketing expenses		<b>(445)</b>	(671)
Administrative and corporate expenses		<b>(1,078)</b>	(1,353)
Operating profit before depreciation, amortisation, interest and tax		<b>7,320</b>	9,290
Depreciation and amortisation	2	<b>(717)</b>	(754)
<b>Operating profit</b>	1 & 2	<b>6,603</b>	8,536
(Decrease)/increase in fair value of investment properties	8	<b>(264)</b>	1,018
Other net charge	3	<b>(5,367)</b>	(1,019)
Finance costs	4	<b>972</b> <b>(646)</b>	8,535 (266)
Share of results after tax of:			
Associates	10	<b>21</b>	719
Joint ventures	11	<b>(121)</b>	249
Profit before taxation		<b>226</b>	9,237
Income tax	5	<b>(1,660)</b>	(2,898)
<b>(Loss)/profit for the year</b>		<b>(1,434)</b>	6,339
<b>(Loss)/profit attributable to:</b>			
Equity shareholders		<b>(1,705)</b>	6,019
Non-controlling interests		<b>271</b>	320
		<b>(1,434)</b>	6,339
<b>(Loss)/earnings per share</b>	7		
Basic and diluted		<b>(HK\$0.56)</b>	HK\$1.97

The notes and principal accounting policies on pages 103 to 181 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit or loss for the year are set out in Note 6.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For The Year Ended 31 December 2022

	2022 HK\$ Million	2021 HK\$ Million
<b>(Loss)/profit for the year</b>	<b>(1,434)</b>	6,339
<b>Other comprehensive income</b>		
Item that will not be reclassified to profit or loss:		
Fair value changes on equity investments	(1,520)	(4,054)
Items that may be reclassified subsequently to profit or loss:		
Exchange difference on translation of Mainland operations	(5,035)	1,929
Share of other comprehensive income of associates/joint ventures	(1,252)	544
<b>Other comprehensive income for the year</b>	<b>(7,807)</b>	(1,581)
<b>Total comprehensive income for the year</b>	<b>(9,241)</b>	4,758
<b>Total comprehensive income attributable to:</b>		
Equity shareholders	(9,213)	4,313
Non-controlling interests	(28)	445
	<b>(9,241)</b>	4,758

The notes and principal accounting policies on pages 103 to 181 form part of these financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2022

	Note	31 December 2022 HK\$ Million	31 December 2021 HK\$ Million
<b>Non-current assets</b>			
Investment properties	8	69,222	76,525
Property, plant and equipment	9	12,088	12,967
Interests in associates	10	13,918	15,845
Interests in joint ventures	11	16,927	20,014
Other long term investments	12	48,924	52,902
Goodwill and other intangible assets	13	298	298
Deferred tax assets	21	837	830
Derivative financial assets	16	48	116
Other non-current assets		25	25
		<b>162,287</b>	179,522
<b>Current assets</b>			
Properties for sale	14	42,986	48,485
Trade and other receivables	15	1,755	1,886
Derivative financial assets	16	69	248
Bank deposits and cash	17	14,648	23,559
		<b>59,458</b>	74,178
<b>Total assets</b>		<b>221,745</b>	253,700
<b>Non-current liabilities</b>			
Derivative financial liabilities	16	(464)	(369)
Deferred tax liabilities	21	(14,561)	(15,264)
Other non-current liabilities		(30)	(36)
Bank loans and other borrowings	20	(17,565)	(33,081)
		<b>(32,620)</b>	(48,750)
<b>Current liabilities</b>			
Trade and other payables	18	(20,083)	(21,754)
Deposits from sale of properties	19	(8,202)	(9,644)
Derivative financial liabilities	16	(389)	(60)
Taxation payable	5(d)	(2,345)	(3,451)
Bank loans and other borrowings	20	(2,399)	(3,664)
		<b>(33,418)</b>	(38,573)
<b>Total liabilities</b>		<b>(66,038)</b>	(87,323)
<b>NET ASSETS</b>		<b>155,707</b>	166,377
<b>Capital and reserves</b>			
Share capital	23	30,381	30,381
Reserves		121,204	131,639
<b>Shareholders' equity</b>		<b>151,585</b>	162,020
<b>Non-controlling interests</b>		<b>4,122</b>	4,357
<b>TOTAL EQUITY</b>		<b>155,707</b>	166,377

The notes and principal accounting policies on pages 103 to 181 form part of these financial statements.

**Stephen T H Ng**  
Chairman and Managing Director

**Paul Y C Tsui**  
Vice Chairman, Executive Director and Group Chief Financial Officer

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Year Ended 31 December 2022

	Attributable to equity shareholders of the Company						
	Share capital	Investments revaluation and other reserves	Exchange reserves	Revenue reserves	Total shareholders' equity	Non-controlling interests	Total equity
	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
<b>At 1 January 2021</b>	30,270	8,708	481	119,395	158,854	4,622	163,476
<b>Changes in equity for 2021:</b>							
Profit for the year	-	-	-	6,019	6,019	320	6,339
Other comprehensive income	-	(4,054)	2,348	-	(1,706)	125	(1,581)
<b>Total comprehensive income</b>	-	(4,054)	2,348	6,019	4,313	445	4,758
Shares issued under the share option scheme	111	(36)	-	-	75	-	75
Transfer from property revaluation reserves to revenue reserves upon disposal	-	(1,427)	-	1,427	-	-	-
Transfer to revenue reserves upon de-recognition of equity investments	-	(5,425)	-	5,425	-	-	-
2020 second interim dividend paid	-	-	-	(611)	(611)	-	(611)
2021 first interim dividend paid	-	-	-	(611)	(611)	-	(611)
Dividends paid to non-controlling interests	-	-	-	-	-	(710)	(710)
<b>At 31 December 2021 and 1 January 2022</b>	<b>30,381</b>	<b>(2,234)</b>	<b>2,829</b>	<b>131,044</b>	<b>162,020</b>	<b>4,357</b>	<b>166,377</b>
<b>Changes in equity for 2022:</b>							
(Loss)/profit for the year	-	-	-	(1,705)	(1,705)	271	(1,434)
Other comprehensive income	-	(1,520)	(5,988)	-	(7,508)	(299)	(7,807)
<b>Total comprehensive income</b>	-	<b>(1,520)</b>	<b>(5,988)</b>	<b>(1,705)</b>	<b>(9,213)</b>	<b>(28)</b>	<b>(9,241)</b>
Transfer to revenue reserves upon de-recognition of equity investments	-	1,511	-	(1,511)	-	-	-
2021 second interim dividend paid	-	-	-	(611)	(611)	-	(611)
2022 first interim dividend paid	-	-	-	(611)	(611)	-	(611)
Dividends paid to non-controlling interests	-	-	-	-	-	(207)	(207)
<b>At 31 December 2022</b>	<b>30,381</b>	<b>(2,243)</b>	<b>(3,159)</b>	<b>126,606</b>	<b>151,585</b>	<b>4,122</b>	<b>155,707</b>

The notes and principal accounting policies on pages 103 to 181 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For The Year Ended 31 December 2022

	Note	2022 HK\$ Million	2021 HK\$ Million
Operating cash inflow	(a)	5,141	7,534
Changes in working capital	(a)	1,551	(3,981)
<b>Cash generated from operations</b>	(a)	<b>6,692</b>	3,553
Net interest paid		(132)	(494)
Interest paid		(795)	(916)
Interest received		663	422
Dividend received from associates/joint ventures		370	964
Dividend received from other long term investments		1,337	1,331
Hong Kong Profits Tax paid		(543)	(110)
Overseas tax paid		(1,541)	(2,690)
Net cash generated from operating activities		<b>6,183</b>	2,554
<b>Investing activities</b>			
Payment for investment properties		(667)	(527)
Payment for property, plant and equipment		(348)	(473)
Net decrease in interests in associates		844	1,057
Net decrease/(increase) in interests in joint ventures		2,294	(3,303)
Purchase of other long term investments		(12,093)	(12,174)
Proceeds from disposals of property, plant and equipment		9	7
Proceeds from disposals of subsidiaries	(d)	–	304
Proceeds from disposals of investment properties		–	3,139
Proceeds from disposals of other long term investments		14,273	23,284
Net cash generated from investing activities		<b>4,312</b>	11,314
<b>Financing activities</b>			
Proceeds from the issue of shares under the share option scheme		–	75
Drawdown of bank loans and other borrowings	(c)	8,258	35,123
Repayment of bank loans and other borrowings	(c)	(24,336)	(40,639)
Capital element of lease rental paid	(c)	(43)	(39)
Interest element of lease rental paid	(c)	(2)	(2)
Dividends paid to equity shareholders		(1,222)	(1,222)
Dividends paid to non-controlling interests		(207)	(710)
Net cash used in financing activities		<b>(17,552)</b>	(7,414)
<b>(Decrease)/increase in cash and cash equivalents</b>		<b>(7,057)</b>	6,454
Cash and cash equivalents at 1 January		23,559	16,668
Effect of exchange rate changes		(1,854)	437
<b>Cash and cash equivalents at 31 December</b>	(b)	<b>14,648</b>	23,559

The notes and principal accounting policies on pages 103 to 181 form part of these financial statements.

## NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### a. Reconciliation of operating profit to cash generated from operations

	2022 HK\$ Million	2021 HK\$ Million
Operating profit	6,603	8,536
Adjustments for:		
Interest income	(662)	(425)
Dividend income from other long term investments	(1,517)	(1,331)
Depreciation and amortisation	717	754
Operating cash inflow	5,141	7,534
Increase in properties under development for sale	(5,186)	(15,459)
Decrease in completed properties for sale	6,432	8,197
Decrease in trade and other receivables	261	413
Increase in trade and other payables	927	1,555
(Decrease)/increase in deposits from sale of properties	(919)	1,421
Changes in derivative financial instruments	26	(107)
Other non-cash items	10	(1)
Changes in working capital	1,551	(3,981)
Cash generated from operations	6,692	3,553

### b. Cash and cash equivalents in the consolidated statement of cash flows

	2022 HK\$ Million	2021 HK\$ Million
Bank deposits and cash (Note 17)	14,648	23,559

# CONSOLIDATED STATEMENT OF CASH FLOWS

For The Year Ended 31 December 2022

## NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### c. Reconciliation of liabilities arising from financing activities

	Bank loans and other borrowings HK\$ Million	Lease liabilities HK\$ Million	Total HK\$ Million
<b>At 1 January 2021</b>	42,174	63	42,237
Changes from financing cash flows:			
Drawdown of bank loans and other borrowings	35,123	–	35,123
Repayment of bank loans and other borrowings	(40,639)	–	(40,639)
Capital element of lease rental paid	–	(39)	(39)
Interest element of lease rental paid	–	(2)	(2)
Total changes from financing activities	(5,516)	(41)	(5,557)
Exchange adjustments	152	–	152
Other changes:			
Fair value gain	(65)	–	(65)
Increase in lease liabilities from entering into new leases during the year	–	45	45
Interest expenses	–	2	2
<b>At 31 December 2021 and 1 January 2022</b>	<b>36,745</b>	<b>69</b>	<b>36,814</b>
Changes from financing cash flows:			
Drawdown of bank loans and other borrowings	8,258	–	8,258
Repayment of bank loans and other borrowings	(24,336)	–	(24,336)
Capital element of lease rental paid	–	(43)	(43)
Interest element of lease rental paid	–	(2)	(2)
Total changes from financing activities	(16,078)	(45)	(16,123)
Exchange adjustments	(259)	–	(259)
Other changes:			
Fair value gain	(444)	–	(444)
Increase in lease liabilities from entering into new leases during the year	–	46	46
Interest expenses	–	2	2
<b>At 31 December 2022</b>	<b>19,964</b>	<b>72</b>	<b>20,036</b>

### d. Net proceeds from disposals of subsidiaries

During the year ended 31 December 2021, the Group disposed of its equity interests in certain subsidiaries to third parties. The cash flows and the net assets of the subsidiaries were as follows:

	HK\$ Million
Other assets	114
Cash and cash equivalents	112
Liabilities	(214)
Net assets disposed of	12
Total consideration	469
Carrying amount of net assets disposed of	(12)
Cumulative exchange gains in respect of the net assets of the subsidiaries	4
Direct expenses	(53)
Gain on disposals (Note 3(e))	408
Analysis of the net inflow of cash and cash equivalents in respect of the disposals of subsidiaries:	
Total consideration	469
Less: cash and cash equivalents disposed of	(112)
Less: direct expenses paid	(53)
Net inflow of cash and cash equivalents on disposals of subsidiaries	304

# NOTES TO THE FINANCIAL STATEMENTS

## 1. SEGMENT INFORMATION

The Group manages its diversified businesses according to the nature of services and products provided. Management has determined five reportable operating segments for measuring performance and allocating resources. The segments are investment properties, development properties, hotels, logistics and investments. No operating segments have been aggregated to form the reportable segments.

Investment properties segment primarily includes property leasing and management operations. The Group's properties portfolio, which mainly consists of retail, office and serviced apartments is primarily located in Mainland China.

Development properties segment encompasses activities relating to the acquisition, development, sales and marketing of the Group's trading properties primarily in Hong Kong and Mainland China.

Hotels segment includes hotel management in Asia. The Group operates 16 hotels in Asia, four of which wholly or partly owned by the Group.

Logistics segment mainly includes the container terminal operations in Hong Kong and Mainland China undertaken by Modern Terminals Limited, and Hong Kong Air Cargo Terminals Limited.

Investments segment includes a diversified portfolio of listed equity investments in Hong Kong and overseas and unlisted investments, mainly property and new economy companies. The performance of the portfolio is assessed and monitored by top management regularly.

Management evaluates performance primarily based on operating profit as well as the equity share of results of associates and joint ventures of each segment. Inter-segment pricing is generally determined on an arm's length basis.

Segment business assets principally comprise all tangible assets, intangible assets and current assets directly attributable to each segment with the exception of bank deposits and cash, deferred tax assets and derivative financial assets.

Revenue and expenses are allocated with reference to revenue generated by those segments and expenses incurred by those segments or which arise from the depreciation of assets attributable to those segments.



# NOTES TO THE FINANCIAL STATEMENTS

## a. Analysis of segment revenue and results

For the year ended	Revenue	Operating	(Decrease)/ increase in fair value of	Other net	Finance	Share of	Share of	Profit/(loss)
31 December 2022	HK\$ Million	profit/(loss)	Investment	(charge)/	costs	results after	results after	before
		HK\$ Million	properties	income		tax of	tax of	taxation
			HK\$ Million	HK\$ Million	HK\$ Million	associates	joint	
						HK\$ Million	ventures	HK\$ Million
Investment properties	4,871	3,247	(264)	2	(219)	-	109	2,875
Hong Kong	73	21	38	-	(47)	-	-	12
Mainland China	4,798	3,226	(302)	2	(172)	-	109	2,863
Development properties	7,462	935	-	(4,328)	-	(252)	(229)	(3,874)
Hong Kong	-	(6)	-	(1,245)	-	-	510	(741)
Mainland China	7,462	941	-	(3,083)	-	(252)	(739)	(3,133)
Hotels	369	(27)	-	(433)	-	(5)	(9)	(474)
Logistics	2,964	763	-	(56)	(107)	278	8	886
Terminals	2,955	754	-	(15)	(107)	167	8	807
Others	9	9	-	(41)	-	111	-	79
Investments	1,517	1,517	-	(432)	-	-	-	1,085
Segment total	17,183	6,435	(264)	(5,247)	(326)	21	(121)	498
Others	881	585	-	(120)	(320)	-	-	145
Corporate expenses	-	(417)	-	-	-	-	-	(417)
Group total	18,064	6,603	(264)	(5,367)	(646)	21	(121)	226
For the year ended								
31 December 2021								
Investment properties	5,467	3,575	1,018	1	(192)	-	190	4,592
Hong Kong	101	46	97	-	(34)	-	-	109
Mainland China	5,366	3,529	921	1	(158)	-	190	4,483
Development properties	11,193	2,939	-	(3,355)	(3)	423	53	57
Hong Kong	3,860	1,151	-	(360)	-	-	283	1,074
Mainland China	7,333	1,788	-	(2,995)	(3)	423	(230)	(1,017)
Hotels	497	39	-	-	-	1	(2)	38
Logistics	3,002	771	-	(32)	(108)	295	8	934
Terminals	2,997	766	-	9	(108)	170	8	845
Others	5	5	-	(41)	-	125	-	89
Investments	1,331	1,331	-	1,226	(93)	-	-	2,464
Segment total	21,490	8,655	1,018	(2,160)	(396)	719	249	8,085
Others	888	306	-	1,141	130	-	-	1,577
Corporate expenses	-	(425)	-	-	-	-	-	(425)
Group total	22,378	8,536	1,018	(1,019)	(266)	719	249	9,237

b. Disaggregation of revenue

	2022 HK\$ Million	2021 HK\$ Million
<b>Revenue recognised under HKFRS 15</b>		
Sale of development properties	7,462	11,193
Management and services income	569	634
Hotels	369	497
Logistics	2,964	3,002
	<b>11,364</b>	15,326
<b>Revenue recognised under other accounting standards</b>		
Rental income under investment properties segment		
— Fixed	2,985	3,033
— Variable	1,317	1,800
Investments	1,517	1,331
Others	881	888
	<b>6,700</b>	7,052
Group total	<b>18,064</b>	22,378

The Group has applied the practical expedient in paragraph 121 of Hong Kong Financial Reporting Standards (“HKFRS”) 15, Revenue from Contracts with Customers, to exempt the disclosure of revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date, i.e. revenue from hotels, logistics and management fee under investment properties segment, as the Group recognises revenue at the amount to which it has a right to invoice, which corresponds directly with the value to the customer of the Group’s performance completed to date.

# NOTES TO THE FINANCIAL STATEMENTS

## c. Analysis of segment business assets

	2022 HK\$ Million	2021 HK\$ Million
Investment properties	70,169	77,586
Hong Kong	14,840	17,099
Mainland China	55,329	60,487
Development properties	69,984	80,350
Hong Kong	36,834	32,794
Mainland China	33,150	47,556
Hotels	2,419	2,423
Logistics	14,373	15,357
Terminals	13,687	14,641
Others	686	716
Investments	48,924	52,902
Total segment business assets	205,869	228,618
Unallocated corporate assets	15,876	25,082
Group total assets	221,745	253,700

Unallocated corporate assets mainly comprise deferred tax assets, bank deposits and cash and derivative financial assets.

Segment assets held through associates and joint ventures included in the above are:

	2022 HK\$ Million	2021 HK\$ Million
Development properties	26,419	31,308
Logistics	4,426	4,551
Group total	30,845	35,859

d. Other segment information

	Capital expenditure		Increase in interests in associates and joint ventures		Depreciation and amortisation	
	2022	2021	2022	2021	2022	2021
	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
Investment properties	<b>1,163</b>	827	–	–	<b>83</b>	91
Hong Kong	<b>1,068</b>	448	–	–	<b>6</b>	7
Mainland China	<b>95</b>	379	–	–	<b>77</b>	84
Development properties	–	–	<b>175</b>	3,928	–	–
Hong Kong	–	–	<b>68</b>	3,701	–	–
Mainland China	–	–	<b>107</b>	227	–	–
Hotels	<b>1</b>	–	–	–	<b>91</b>	95
Logistics — Terminals	<b>195</b>	124	–	–	<b>500</b>	528
Investments	–	–	–	–	–	–
Segment total	<b>1,359</b>	951	<b>175</b>	3,928	<b>674</b>	714
Others	–	–	–	–	<b>43</b>	40
Group total	<b>1,359</b>	951	<b>175</b>	3,928	<b>717</b>	754

The Group had no significant non-cash expenses other than (i) net provision of HK\$6,170 million (2021: HK\$4,225 million) made for hotel properties under development and certain development projects undertaken by subsidiaries, joint ventures and associates, and (ii) depreciation and amortisation.

# NOTES TO THE FINANCIAL STATEMENTS

## e. Geographical information

	Revenue		Operating profit	
	2022 HK\$ Million	2021 HK\$ Million	2022 HK\$ Million	2021 HK\$ Million
Hong Kong	3,978	7,718	2,182	3,205
Mainland China	13,977	14,461	4,323	5,145
Others	109	199	98	186
Group total	18,064	22,378	6,603	8,536

	Specified non-current assets		Total business assets	
	2022 HK\$ Million	2021 HK\$ Million	2022 HK\$ Million	2021 HK\$ Million
Hong Kong	28,406	31,700	95,580	94,554
Mainland China	84,047	93,949	99,776	120,036
Others	–	–	10,513	14,028
Group total	112,453	125,649	205,869	228,618

Specified non-current assets exclude other long term investments, deferred tax assets, derivative financial assets and other non-current assets.

The geographical location of revenue and operating profit is analysed based on the location at which services are provided or the sales are completed and in the case of equity investments/unlisted investments, where they are listed/incorporated. The geographical location of specified non-current assets and total business assets is based on the physical location of operations.

## 2. OPERATING PROFIT

### a. Operating profit is arrived at:

	2022 HK\$ Million	2021 HK\$ Million
<b>After charging:</b>		
Depreciation and amortisation on		
– Hotel and other property, plant and equipment	592	629
– leasehold land	82	85
– right-of-use assets	43	40
Total depreciation and amortisation	717	754
Provision of loss allowances for trade receivables	11	–
Staff costs (Note (i))	1,646	1,804
Auditors' remuneration		
– audit services	17	16
– non-audit services (advisory services and compliance)	1	1
Cost of trading properties for recognised sales	6,280	7,748
Direct operating expenses of investment properties	1,619	1,889
Loss on disposals of property, plant and equipment	11	–
<b>After crediting:</b>		
Gross rental revenue from investment properties	4,871	5,467
Rental income under operating leases in respect of owned plant and equipment	9	9
Interest income (Note (ii))	662	425
Dividend income from other long term investments	1,517	1,331
Government grants (Note (iii))	26	–
Reversal of loss allowances for trade receivables	–	9

#### Notes:

- i. Staff costs include contributions to defined contribution pension schemes of HK\$190 million (2021: HK\$199 million), which included MPF schemes after a forfeiture of HK\$3 million (2021: HK\$4 million).
- ii. Interest income of HK\$662 million (2021: HK\$425 million) was in respect of financial assets, including bank deposits, that are measured at amortised cost.
- iii. In 2022, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Government of the Hong Kong Special Administrative Region of the People's Republic of China. The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group was required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees of the concerned business units.

# NOTES TO THE FINANCIAL STATEMENTS

## b. Directors' emoluments

Directors' emoluments disclosed pursuant to section 383(1) of the Companies Ordinance (Cap 622 of the laws of Hong Kong) (the "Companies Ordinance") and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Contributions to pension schemes HK\$'000	2022 Total emoluments HK\$'000	2021 Total emoluments HK\$'000
<b>Board of Directors</b>						
Stephen T H Ng (Note iii and iv)	350	5,460	9,000	-	14,810	31,788
Andrew O K Chow (Note vi)	90	2,543	8,000	-	10,633	36,013
Paul Y C Tsui (Note iv)	250	2,374	3,400	-	6,024	6,274
Y T Leng (Note iv)	250	2,920	1,800	288	5,258	1,510
Kevin K P Chan	250	3,978	5,000	18	9,246	14,173
Kevin C Y Hui	250	2,516	1,050	1	3,817	1,364
Doreen Y F Lee (Note v)	-	-	-	-	-	5,352
<b>Independent Non-executive Directors</b>						
Edward K Y Chen	250	-	-	-	250	250
Vincent K Fang (Note ii)	400	-	-	-	400	400
Hans Michael Jebesen (Note ii and iii)	450	-	-	-	450	450
Elizabeth Law (Note ii)	400	-	-	-	400	400
Richard Y S Tang	250	-	-	-	250	250
Nancy S L Tse	250	-	-	-	250	250
David Muir Turnbull (Note ii and iii)	450	-	-	-	450	450
<b>Total</b>	<b>3,890</b>	<b>19,791</b>	<b>28,250</b>	<b>307</b>	<b>52,238</b>	<b>98,924</b>
Total for 2021	4,016	20,247	74,521	140		98,924

- i. There was no compensation for loss of office and/or inducement for joining the Group paid/payable to the Directors of the Company in respect of the years ended 31 December 2022 and 2021.
- ii. Includes Audit Committee Member's fee for the year ended 31 December 2022 of HK\$150,000 (2021: HK\$150,000) received/receivable by each of relevant Directors.
- iii. Includes Remuneration Committee Member's fee for the year ended 31 December 2022 of HK\$50,000 (2021: HK\$50,000) received/receivable by each of relevant Directors.
- iv. The above emoluments other than fees of Mr Stephen T H Ng and Mr Paul Y C Tsui excluded amounts borne by Wharf Real Estate Investment Company Limited ("Wharf REIC") calculated on a pre-determined percentage of the basic remuneration for being executive directors and employees of the Company and Wharf REIC pursuant to a framework agreement entered into between the Company and Wharf REIC. The fees to Ms Y T Leng were paid to Wharf REIC.
- v. Ms Doreen Y F Lee retired as Director of the Company effective from 11 May 2021.
- vi. Mr Andrew O K Chow retired as Director of the Company effective from 12 May 2022.

### c. Emoluments of the highest paid employees

For the year ended 31 December 2022, information regarding emoluments of two (2021: one) employees of the Group who, not being Directors of the Company, were among the top five highest paid individuals (including Directors of the Company and other employees of the Group) employed by the Group has been set out below:

<b>Aggregate emoluments</b>	<b>2022 HK\$ Million</b>	<b>2021 HK\$ Million</b>
Salaries, allowances and benefits in kind	8	5
Discretionary bonuses	13	9
<b>Total</b>	<b>21</b>	<b>14</b>

<b>Bands (in HK\$)</b>	<b>2022 Number</b>	<b>2021 Number</b>
\$7,000,001 – \$7,500,000	1	–
\$13,500,001 – \$14,000,000	1	1
	2	1

## 3. OTHER NET CHARGE

Other net charge for the year amounted to HK\$5,367 million (2021: HK\$1,019 million) mainly comprises:

- a. Impairment provision totalled HK\$4,240 million (2021: HK\$3,336 million) made for certain development properties held by subsidiaries in Mainland China and Hong Kong.
- b. Impairment provision of HK\$433 million was recognised for hotel properties under development in Mainland China, based on the Group's assessment and with reference to an independent valuation performed by Knight Frank Petty Limited ("Knight Frank") on the market value basis and has taken into account the net income of the respective properties, allowing for reversionary potential where appropriate.

Key assumptions used in the discounted cash flows included long-term growth rate of room rate at 4%, long-term occupancy rate ranging from 26% to 80%, discount rate at 6.5% and the projected net cash flows for the remaining lease term.

- c. Net fair value loss of HK\$432 million (2021: gain of HK\$1,226 million) on other long term investments which are classified as financial assets at fair value through profit or loss.
- d. Net exchange loss of HK\$208 million (2021: HK\$69 million) which included a fair value loss on forward foreign exchange contracts of HK\$28 million (2021: HK\$156 million).
- e. The amount for 2021 included a net gain of HK\$697 million from disposals of certain investment properties and a gain of HK\$408 million from disposals of subsidiaries relating to residential property management business in Mainland China.



# NOTES TO THE FINANCIAL STATEMENTS

## 4. FINANCE COSTS

	2022 HK\$ Million	2021 HK\$ Million
Interest charged on:		
Bank loans and overdrafts	511	643
Other borrowings	196	218
Lease liabilities	2	2
Total interest charge	709	863
Other finance costs	119	85
Less: Amount capitalised	(355)	(547)
	473	401
Fair value loss/(gain):		
Cross currency interest rate swaps	140	(138)
Interest rate swaps	33	3
	173	(135)
Group total	646	266

- a. Interest was capitalised at an average annual rate of approximately 2.4% (2021: 1.6%).
- b. Included in the total interest charge are amounts totalling HK\$582 million (2021: HK\$636 million) in respect of interest bearing borrowings that are measured at amortised cost.
- c. The above interest charge has taken into account the interest paid/received in respect of interest rate swaps and cross currency interest rate swaps.

## 5. INCOME TAX

Taxation charged to the consolidated income statement includes:

	2022 HK\$ Million	2021 HK\$ Million
<b>Current tax</b>		
Hong Kong		
– provision for profit tax for the year	300	414
– (over)/under-provision in respect of prior years	(7)	10
Outside Hong Kong		
– provision for the year	892	1,181
– under/(over)-provision in respect of prior years	7	(114)
	<b>1,192</b>	1,491
<b>Current tax</b>		
Mainland China		
– Land appreciation tax (“LAT”) (Note c)	97	479
<b>Deferred tax</b>		
Change in fair value of investment properties	194	852
Origination and reversal of temporary differences	177	76
	<b>371</b>	928
Group total	<b>1,660</b>	2,898

- a. The provision for Hong Kong Profits Tax is based on the profit for the year as adjusted for tax purposes at a rate of 16.5% (2021: 16.5%).
- b. Income tax on assessable profits outside Hong Kong is mainly corporate income tax and withholding tax in Mainland China, calculated at a rate of 25% (2021: 25%) and up to 10% (2021: 10%), respectively.
- c. Under the Provisional Regulations on LAT, all gains arising from transfer of real estate properties in Mainland China are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds on sales of properties less deductible expenditure including cost of land use rights, borrowing costs and all development property expenditure.
- d. Taxation payable in the consolidated statement of financial position is expected to be settled within one year.
- e. Tax attributable to associates and joint ventures for the year ended 31 December 2022 of HK\$544 million (2021: HK\$987 million) is included in the share of results of associates and joint ventures.

## NOTES TO THE FINANCIAL STATEMENTS

f. The China tax law imposes a withholding tax at 10%, unless reduced by a treaty or agreement, for dividends distributed by a PRC-resident enterprise to its immediate holding company outside Mainland China for earnings generated since 1 January 2008. Undistributed earnings generated prior to 1 January 2008 are exempt from such withholding tax. For the year ended 31 December 2022, the Group has provided HK\$4 million (2021: HK\$179 million) for withholding taxes on accumulated earnings generated by its Mainland China subsidiaries which have been/will be distributed to their immediate holding companies outside Mainland China in the foreseeable future.

g. Reconciliation between the actual total tax charge and profit before taxation at applicable tax rates:

	2022 HK\$ Million	2021 HK\$ Million
Profit before taxation	226	9,237
Notional tax on profit before taxation calculated at applicable tax rates	219	1,773
Tax effect of non-deductible expenses	1,054	769
Tax effect of non-taxable income	(553)	(1,312)
Tax effect of non-taxable gain on investment properties	(6)	(16)
Net over-provision in respect of prior years	–	(104)
Tax effect of tax losses not recognised	574	831
Tax effect of previously unrecognised tax losses utilised	(199)	(123)
Tax effect on temporary difference not recognised	42	57
LAT on trading properties	97	479
Deferred LAT on change in fair value of investment properties	241	517
Withholding tax on distributed/undistributed earnings	4	179
Others	187	(152)
Actual total tax charge	1,660	2,898

## 6. DIVIDENDS ATTRIBUTABLE TO EQUITY SHAREHOLDERS

	2022 HK\$ per share	2022 HK\$ Million	2021 HK\$ per share	2021 HK\$ Million
First interim dividend declared and paid	0.20	611	0.20	611
Second interim dividend declared after the end of the reporting period (Notes a and b)	0.20	611	0.20	611
Group total	0.40	1,222	0.40	1,222

a. The second interim dividend based on 3,056 million issued shares (2021: 3,056 million shares) declared after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

b. The second interim dividend of HK\$611 million for 2021 was approved and paid in 2022.

## 7. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share is based on the loss attributable to equity shareholders for the year of HK\$1,705 million (2021: profit of HK\$6,019 million) and the weighted average of 3,056 million shares (2021: 3,055 million shares) in issue during the year.

## 8. INVESTMENT PROPERTIES

	Completed HK\$ Million	Under development HK\$ Million	Total HK\$ Million
<b>a. Cost or valuation</b>			
At 1 January 2021	71,946	6,205	78,151
Exchange adjustment	1,648	–	1,648
Additions	204	440	644
Transfer	(2,507)	–	(2,507)
Disposals	(2,379)	(50)	(2,429)
Revaluation surpluses	953	65	1,018
At 31 December 2021 and 1 January 2022	<b>69,865</b>	<b>6,660</b>	<b>76,525</b>
Exchange adjustment	(4,935)	(2)	(4,937)
Additions	35	1,035	1,070
Transfer	4,398	(7,570)	(3,172)
Revaluation deficits	(254)	(10)	(264)
At 31 December 2022	<b>69,109</b>	<b>113</b>	<b>69,222</b>
<b>b. The analysis of cost or valuation of the above assets is as follows:</b>			
2022 valuation	<b>69,109</b>	<b>111</b>	<b>69,220</b>
At cost	–	2	2
	<b>69,109</b>	<b>113</b>	<b>69,222</b>
2021 valuation	69,865	6,641	76,506
At cost	–	19	19
	69,865	6,660	76,525

# NOTES TO THE FINANCIAL STATEMENTS

	Completed HK\$ Million	Under development HK\$ Million	Total HK\$ Million
<b>c. Tenure of title to properties:</b>			
At 31 December 2022			
Held in Hong Kong			
Medium term leases	14,520	111	14,631
Held outside Hong Kong			
Medium term leases	54,589	2	54,591
	<b>69,109</b>	<b>113</b>	<b>69,222</b>
At 31 December 2021			
Held in Hong Kong			
Medium term leases	10,180	6,641	16,821
Held outside Hong Kong			
Medium term leases	59,685	19	59,704
	69,865	6,660	76,525

The Group holds investment properties to lease out under operating leases (see Note 8(f)). The Group is the registered owner of the property interests of these investment properties. There are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

## d. Investment properties revaluation

The Group's investment properties under development are stated at fair value at the earlier of when the fair value first becomes reliably measurable and the date of completion of the properties.

The investment properties stated at fair value as at 31 December 2022 were revalued by Knight Frank, an independent firm of professional surveyors who have among their staff Fellows of the Hong Kong Institute of Surveyors with extensive experience in valuing properties in Hong Kong and Mainland China. Knight Frank has valued the investment properties on a market value basis and has taken into account the net income of the respective properties, allowing for reversionary potential and the redevelopment potential of the properties where appropriate.

The revaluation surplus or deficit arising on revaluation on investment properties is recognised in the line item "increase/(decrease)" in fair value of investment properties" on the consolidated income statement.

The following table presents the investment properties which are measured at fair value at the end of the reporting period across the three levels of the inputs to the revaluation methodologies in accordance with HKFRS 13, Fair value measurement. The levels are defined as follows:

Level 1 valuations: Fair value measured using only level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 valuations: Fair value measured using level 2 inputs i.e. observable inputs which fail to meet level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data is not available.

Level 3 valuations: Fair value measured using significant unobservable inputs.

Except for certain investment properties in Hong Kong totalled HK\$7,770 million (2021: Nil) which are at Level 2 valuations as at 31 December 2022, the Group's investment properties are at Level 3 valuations and are analysed as below:

	Retail HK\$ Million	Office HK\$ Million	Level 3 Residential HK\$ Million	Others HK\$ Million	Total HK\$ Million
<b>Recurring fair value measurements</b>					
At 31 December 2022					
Hong Kong	–	–	6,861	–	6,861
Mainland China	31,750	18,965	3,874	–	54,589
	31,750	18,965	10,735	–	61,450
At 31 December 2021					
Hong Kong	–	–	13,960	2,861	16,821
Mainland China	34,508	21,053	4,124	–	59,685
	34,508	21,053	18,084	2,861	76,506

# NOTES TO THE FINANCIAL STATEMENTS

The movements during the year in the balance of Level 3 fair value measurements are as follows:

	Completed HK\$ Million	Under development HK\$ Million	Total HK\$ Million
At 1 January 2021	71,946	6,204	78,150
Exchange adjustment	1,648	–	1,648
Additions	204	422	626
Transfer	(2,507)	–	(2,507)
Disposals	(2,379)	(50)	(2,429)
Revaluation surpluses	953	65	1,018
At 31 December 2021 and 1 January 2022	<b>69,865</b>	<b>6,641</b>	<b>76,506</b>
Exchange adjustment	<b>(4,935)</b>	–	<b>(4,935)</b>
Additions	<b>35</b>	<b>1,035</b>	<b>1,070</b>
Transfer	<b>(3,156)</b>	<b>(7,676)</b>	<b>(10,832)</b>
Revaluation deficits	<b>(359)</b>	–	<b>(359)</b>
At 31 December 2022	<b>61,450</b>	–	<b>61,450</b>

During the year ended 31 December 2021, there were no transfers between Level 1 and Level 2 or transfers into or out of Level 3. While during the year ended 31 December 2022, there were no transfers between Level 1 and Level 2, yet investment properties in Hong Kong under development with an aggregate carrying value of HK\$7,676 million were transferred from Level 3 to Level 2 valuations upon the completion of such properties and/or more observable inputs were used in the valuations.

The Group's policy is to recognise transfers between levels of fair value hierarchy as of the date of the event of change in circumstances that caused the transfer.

## Valuation processes

The Group reviews the valuations performed by the independent valuers for financial reporting purposes by verifying all major inputs and assessing the reasonableness of the property valuations. A valuation report with an analysis of changes in fair value measurement is prepared at each interim and annual reporting date and is reviewed and approved by the senior management.

## Valuation methodologies

As at 31 December 2022, the valuations of the property completed during the year and a property under development were based on market comparison approach with reference to recent market transactions of comparable properties, which were regarded as Level 2 valuations.

Except for those mentioned above, the valuations of completed properties in Hong Kong and Mainland China were based on the income capitalisation approach which capitalised the net income of the properties and took into account the significant adjustments on reversionary yield to account for the risk upon reversion.

As at 31 December 2021, for properties in Hong Kong which were still under development/redevelopment, the valuations were based on the redevelopment basis by taking into account the fair value of properties under development/redevelopment assuming they had been completed as at the date of valuation and then deducting from that amount the estimated costs to complete construction, financing costs and profit and margin for risk.

### Level 3 valuation methodologies

#### Completed investment properties

Set out below is a table which presents the significant unobservable inputs:

	Weighted average			
	Capitalisation rate		Market rent	
	2022	2021	2022	2021
Hong Kong			<b>HK\$ psf</b>	HK\$ psf
– Residential	<b>1.5%</b>	1.5%	<b>80</b>	80
Mainland China			<b>RMB psm</b>	RMB psm
– Retail	<b>6.4%</b>	6.4%	<b>353</b>	340
– Office	<b>6.5%</b>	6.5%	<b>157</b>	163
– Residential	<b>4.3%</b>	4.3%	<b>152</b>	150

The fair value measurement of completed investment properties is negatively correlated to the capitalisation rate but positively correlated to the market rent.

- e. The Group leases out properties under operating leases, which generally run for a period of two to five years. Lease payments may be varied periodically to reflect market rentals and may contain variable lease payment which is based on various percentages of tenants' sales receipts.
- f. The Group's total future undiscounted lease income under non-cancellable operating leases is receivable as follows:

	2022	2021
	HK\$ Million	HK\$ Million
Within 1 year	<b>3,032</b>	3,289
After 1 year but within 2 years	<b>2,138</b>	2,388
After 2 years but within 3 years	<b>1,526</b>	1,510
After 3 years but within 4 years	<b>1,101</b>	1,167
After 4 years but within 5 years	<b>918</b>	1,043
After 5 years	<b>210</b>	357
	<b>8,925</b>	9,754



# NOTES TO THE FINANCIAL STATEMENTS

## 9. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land HK\$ Million	Hotel properties HK\$ Million	Properties under redevelopment HK\$ Million	Other property, plant and equipment HK\$ Million	Right-of- use assets HK\$ Million	Total HK\$ Million
<b>a. Analysis as below:</b>						
<b>Cost</b>						
At 1 January 2021	3,922	2,945	130	14,998	111	22,106
Exchange adjustment	74	86	1	177	–	338
Additions	–	–	1	199	45	245
Disposals	–	–	–	(47)	(45)	(92)
Disposals of subsidiaries	–	–	–	(14)	–	(14)
Reclassification	(14)	–	(112)	112	–	(14)
At 31 December 2021 and 1 January 2022	<b>3,982</b>	<b>3,031</b>	<b>20</b>	<b>15,425</b>	<b>111</b>	<b>22,569</b>
Exchange adjustment	(220)	(257)	(2)	(527)	–	(1,006)
Additions	–	–	117	162	46	325
Disposals	–	–	–	(81)	(18)	(99)
Reclassification	–	–	(13)	13	–	–
Transfer	–	661	–	–	–	661
At 31 December 2022	<b>3,762</b>	<b>3,435</b>	<b>122</b>	<b>14,992</b>	<b>139</b>	<b>22,450</b>
<b>Accumulated depreciation and impairment losses</b>						
At 1 January 2021	1,164	562	–	7,082	48	8,856
Exchange adjustment	15	18	–	57	–	90
Charge for the year	85	93	–	536	40	754
Written back on disposals	–	–	–	(40)	(45)	(85)
Written back on disposals of subsidiaries	–	–	–	(11)	–	(11)
Reclassification	(2)	–	–	–	–	(2)
At 31 December 2021 and 1 January 2022	<b>1,262</b>	<b>673</b>	<b>–</b>	<b>7,624</b>	<b>43</b>	<b>9,602</b>
Exchange adjustment	(50)	(76)	–	(185)	–	(311)
Charge for the year	82	89	–	503	43	717
Impairment (Note 9(c))	–	433	–	–	–	433
Written back on disposals	–	–	–	(61)	(18)	(79)
At 31 December 2022	<b>1,294</b>	<b>1,119</b>	<b>–</b>	<b>7,881</b>	<b>68</b>	<b>10,362</b>
<b>Net book value</b>						
At 31 December 2022	<b>2,468</b>	<b>2,316</b>	<b>122</b>	<b>7,111</b>	<b>71</b>	<b>12,088</b>
At 31 December 2021	2,720	2,358	20	7,801	68	12,967

	Leasehold land HK\$ Million	Hotel properties HK\$ Million	Properties under redevelopment HK\$ Million	Other property, plant and equipment HK\$ Million	Total HK\$ Million
<b>b. Tenure of title to properties:</b>					
At 31 December 2022					
Held in Hong Kong					
Medium term leases	658	-	-	2,229	2,887
Held outside Hong Kong					
Medium term leases	1,810	2,316	122	3,040	7,288
	2,468	2,316	122	5,269	10,175
At 31 December 2021					
Held in Hong Kong					
Medium term leases	685	-	-	2,318	3,003
Held outside Hong Kong					
Medium term leases	2,035	2,358	20	3,402	7,815
	2,720	2,358	20	5,720	10,818

**c. Impairment of property, plant and equipment**

The carrying amounts of hotel properties, plant and equipment are assessed at the end of the reporting period where there is any indication of impairment by estimating the recoverable amount, which is the greater of its fair value less costs of disposal and value in use. In assessing the impairments, an independent valuation is obtained from Knight Frank using the market value basis and has taken into account the net income of the respective properties, allowing for reversionary potential where appropriate, details of which are disclosed in Note 3(b).

**d. Hotel properties under development**

As at 31 December 2022, hotel properties under development amounting to HK\$243 million were not subject to depreciation.

**e. Right-of-use assets**

The Group holds a number of properties and leasehold land to lease out under operating leases or held for own use as the Group's offices (as right-of-use assets) and for the operations of hotels and logistics businesses (see Notes 8 and 9(b)). The Group is the registered owner of these property interests. There are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

# NOTES TO THE FINANCIAL STATEMENTS

## 10. INTEREST IN ASSOCIATES

	2022 HK\$ Million	2021 HK\$ Million
Share of net assets	10,439	12,262
Goodwill	1,853	1,853
	12,292	14,115
Amounts due from associates	1,626	1,730
	13,918	15,845
Amounts due to associates (Note 18)	(7,675)	(8,794)
	6,243	7,051

- a. Details of principal associates at 31 December 2022 are shown on page 179.
- b. All of the above associates are accounted for using the equity method in the consolidated financial statements.
- c. Except for the amounts due from associates totalling HK\$670 million (2021: HK\$587 million) which are interest bearing at market rates, all the amounts due from associates are unsecured, interest-free and have no fixed terms of repayment and not expected to be recoverable within twelve months from the end of the reporting period.

Amounts due to associates are unsecured, interest free and have no fixed terms of repayment.

- d. Included in interest in associates is goodwill of HK\$1,853 million (2021: HK\$1,853 million) relating to the acquisition of Mega Shekou Container Terminals Limited by Modern Terminals Limited, a 67.6%-owned subsidiary of the Group, under an agreement for rationalisation of the interests in Shekou Container Terminals Phases I, II and III in 2007.
- e. At 31 December 2022, no associate is considered to be individually material to the Group. Aggregate information of associates that are not individually material is summarised below:

	2022 HK\$ Million	2021 HK\$ Million
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	12,292	14,115
Aggregate amounts of the Group's share of those associates		
Share of results after tax for the year	21	719
Other comprehensive income for the year	(633)	312
Total comprehensive income for the year	(612)	1,031

## 11. INTEREST IN JOINT VENTURES

	2022 HK\$ Million	2021 HK\$ Million
Share of net assets	6,972	7,295
Amounts due from joint ventures	9,955	12,719
	<b>16,927</b>	20,014
Amounts due to joint ventures (Note 18)	<b>(2,298)</b>	(2,130)
	<b>14,629</b>	17,884

- a. Details of principal joint ventures at 31 December 2022 are shown on page 180.
- b. All of the above joint ventures are accounted for using the equity method in the consolidated financial statements.
- c. Except for the amounts due from joint ventures totalling HK\$5,460 million (2021: HK\$6,588 million) which are interest bearing at market rates, all the amounts due from joint ventures are unsecured, interest-free and have no fixed terms of repayment and not expected to be recoverable within twelve months from the end of the reporting period.

Amounts due to joint ventures are unsecured, interest free and have no fixed terms of repayment.

- d. At 31 December 2022, no joint venture is considered to be individually material to the Group. Aggregate information of joint ventures that are not individually material is summarised below:

	2022 HK\$ Million	2021 HK\$ Million
Aggregate carrying amount of individually immaterial joint ventures in the consolidated financial statements	6,972	7,295
Aggregate amounts of the Group's share of those joint ventures		
Share of results after tax for the year	(121)	249
Other comprehensive income for the year	(619)	232
Total comprehensive income for the year	<b>(740)</b>	481

# NOTES TO THE FINANCIAL STATEMENTS

## 12. OTHER LONG TERM INVESTMENTS

	2022 HK\$ Million	2021 HK\$ Million
<b>Equity investments at fair value through other comprehensive income (“FVOCI”)</b>		
Listed in Hong Kong	38,416	38,824
Listed outside Hong Kong	1,857	5,276
	40,273	44,100
<b>Other financial assets at fair value through profit or loss (“FVTPL”)</b>		
Unlisted investments	8,651	8,802
Group total	48,924	52,902

a. Equity investments are designated as financial assets at fair value through other comprehensive income as they are not held for trading but for long term purposes, the Group has irrevocably elected them at initial recognition to recognise these investments in this category. It mainly represents a portfolio of blue chips including property counters and investments in new economy companies holding for long term growth potential with reasonable dividend return that in line with relevant market and each investment within the portfolio is individually immaterial to the Group’s total assets. Unlisted investments are classified as financial assets at fair value through profit or loss.

b. Analysed by industry sectors as follows:

	2022 HK\$ Million	2021 HK\$ Million
Properties	26,240	22,561
New economy	12,732	21,386
Others	9,952	8,955
Group total	48,924	52,902

c. Analysed by geographical locations as follows:

	Equity investments at FVOCI HK\$ Million	Other financial assets at FVTPL HK\$ Million	Total HK\$ Million
<b>As at 31 December 2022</b>			
Hong Kong	38,416	–	38,416
Overseas	1,857	8,651	10,508
Group total	40,273	8,651	48,924
<b>As at 31 December 2021</b>			
Hong Kong	38,824	–	38,824
Overseas	5,276	8,802	14,078
Group total	44,100	8,802	52,902

## 13. GOODWILL AND OTHER INTANGIBLE ASSETS

	Goodwill HK\$ Million	Other intangible assets HK\$ Million	Total HK\$ Million
<b>Cost</b>			
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	298	12	310
<b>Accumulated amortisation</b>			
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	–	12	12
<b>Net carrying value</b>			
At 31 December 2022	298	–	298
At 31 December 2021	298	–	298

Goodwill mainly relates to the Group's terminals business. As at 31 December 2022, an impairment test was performed by comparing the attributable carrying amount of the business with the recoverable amount. The recoverable amount of the terminals business is based on its value in use. No impairment was recorded.

## 14. PROPERTIES FOR SALE

	2022 HK\$ Million	2021 HK\$ Million
Properties under development for sale	35,538	40,409
Completed properties for sale	7,448	8,076
	<b>42,986</b>	<b>48,485</b>

- a. At 31 December 2022, properties under development for sale of HK\$25,902 million (2021: HK\$31,775 million) are expected to be completed after more than one year.
- b. Properties under development for sale and completed properties for sale are stated at the lower of cost and net realisable value. The total carrying value of properties stated at net realisable value at 31 December 2022 was HK\$24,223 million (2021: HK\$29,897 million).

# NOTES TO THE FINANCIAL STATEMENTS

- c. At 31 December 2022, the carrying value of leasehold land and land deposits included in properties under development for sale and completed properties for sale is summarised as follows:

	2022 HK\$ Million	2021 HK\$ Million
Held in Hong Kong		
Medium term leases	25,588	21,704
Held outside Hong Kong		
Long term leases	7,642	13,668
Medium term leases	1,588	2,818
	<b>34,818</b>	38,190

## 15. TRADE AND OTHER RECEIVABLES

### a. Ageing analysis

Included in this item are trade receivables (net of loss allowances for bad and doubtful debts) with an ageing analysis based on the invoice date as at 31 December 2022 as follows:

	2022 HK\$ Million	2021 HK\$ Million
Trade receivables		
0–30 days	104	162
31–60 days	33	53
61–90 days	23	22
Over 90 days	84	73
	<b>244</b>	310
Other receivables and prepayments	1,511	1,576
Group total	<b>1,755</b>	1,886

The Group has established credit policies for each of its core businesses. The general credit terms allowed range from 0 to 60 days, except for sale of properties the proceeds from which are receivable pursuant to the terms of the agreements. All the receivables and prepayments are expected to be recoverable or recognised as expenses within one year.

#### b. Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account based on expected credit losses. Given the Group has not experienced any significant credit losses in the past and holds sufficient rental deposits from tenants to cover the potential exposure to credit risk, the allowance for expected credit losses is therefore insignificant.

The movement in the allowance account for credit losses during the year, including both specific and collective loss components, is as follows:

	2022 HK\$ Million	2021 HK\$ Million
At 1 January	4	13
Provision/(reversal) of loss allowance recognised	11	(9)
At 31 December	15	4

## 16. DERIVATIVE FINANCIAL INSTRUMENTS

	2022		2021	
	Assets HK\$ Million	Liabilities HK\$ Million	Assets HK\$ Million	Liabilities HK\$ Million
<b>At fair value through profit or loss</b>				
Fixed-to-floating interest rate swaps	2	291	154	30
Floating-to-fixed interest rate swaps	78	–	–	103
Cross currency interest rate swaps	18	424	155	179
Forward foreign exchange contracts	19	138	55	117
Total	117	853	364	429
<b>Analysis</b>				
Current	69	389	248	60
Non-current	48	464	116	369
Group total	117	853	364	429



# NOTES TO THE FINANCIAL STATEMENTS

An analysis of the remaining maturities at the end of the reporting period of the above derivative financial instruments is as follows:

	2022		2021	
	Assets HK\$ Million	Liabilities HK\$ Million	Assets HK\$ Million	Liabilities HK\$ Million
<b>Fixed-to-floating interest rate swaps</b>				
Expiring within 1 year	–	21	21	–
Expiring after more than 1 year but not exceeding 5 years	2	270	133	30
	2	291	154	30
<b>Floating-to-fixed interest rate swaps</b>				
Expiring after more than 1 year but not exceeding 5 years	78	–	–	103
<b>Gross currency interest rate swaps</b>				
Expiring within 1 year	15	147	4	5
Expiring after more than 1 year but not exceeding 5 years	3	277	137	173
Expiring after 5 years	–	–	14	1
	18	424	155	179
<b>Forward foreign exchange contracts</b>				
Expiring within 1 year	13	1	33	–
Expiring after more than 1 year but not exceeding 5 years	6	137	14	117
Expiring after 5 years	–	–	8	–
	19	138	55	117
Group total	117	853	364	429

- a. The notional principal amounts of derivative financial instruments outstanding at the end of the reporting period were as follows:

	2022 HK\$ Million	2021 HK\$ Million
Fixed-to-floating interest rate swaps	6,991	6,042
Floating-to-fixed interest rate swaps	1,800	1,800
Cross currency interest rate swaps	6,784	9,321
Forward foreign exchange contracts	2,215	4,260

- b. Derivative financial assets represent the amounts the Group would receive whilst derivative financial liabilities represent the amounts the Group would pay if the positions were closed at the end of the reporting period. Derivative financial instruments do not qualify for hedge accounting and their corresponding changes in fair values have been recognised in the consolidated income statement.
- c. During the year ended 31 December 2022, a loss of HK\$28 million (2021: HK\$156 million) in respect of forward foreign exchange contracts was recognised in the consolidated income statement.
- d. During the year ended 31 December 2022, fair value loss on cross currency interest rate swaps in the amounts of HK\$140 million (2021: gain of HK\$138 million) and loss on interest rate swaps in the amounts of HK\$33 million (2021: HK\$3 million) have been included within finance costs in the consolidated income statement.
- e. The Group enters into derivative transactions under International Swaps and Derivatives Association (ISDA) master agreements providing offsetting mechanisms under certain circumstances. At 31 December 2022, the Group did not offset any of the financial instruments as no parties have exercised their rights to offset the recognised amounts in the consolidated financial statements.

## 17. BANK DEPOSITS AND CASH

	2022 HK\$ Million	2021 HK\$ Million
Bank deposits and cash	14,648	23,559

At 31 December 2022, bank deposits and cash included:

- a. HK\$9,921 million equivalent (2021: HK\$13,376 million equivalent) placed with banks in Mainland China, the remittance of which is subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.
- b. RMB2,677 million equivalent to HK\$2,996 million (2021: RMB2,758 million equivalent to HK\$3,374 million) which is solely for certain designated properties development projects in Mainland China.

The effective annual interest rate on bank deposits was 1.6% (2021: 1.4%).

Bank deposits and cash are denominated in the following currencies:

	2022 HK\$ Million	2021 HK\$ Million
RMB	9,779	21,888
HKD	494	734
USD	4,369	894
Other currencies	6	43
	14,648	23,559

# NOTES TO THE FINANCIAL STATEMENTS

## 18. TRADE AND OTHER PAYABLES

Included in this item are trade payables with an ageing analysis based on the invoice date as at 31 December 2022 as follows:

	2022 HK\$ Million	2021 HK\$ Million
Trade payables		
0–30 days	364	420
31–60 days	218	226
61–90 days	95	36
Over 90 days	116	268
	793	950
Rental and customer deposits	1,356	1,352
Construction costs payable	4,708	5,280
Amounts due to associates (Note 10)	7,675	8,794
Amounts due to joint ventures (Note 11)	2,298	2,130
Other payables	3,253	3,248
Group total	20,083	21,754

The amount of trade and other payables that is expected to be settled after more than one year is HK\$1,779 million (2021: HK\$1,337 million), which is mainly for rental and customer deposits. The Group considers the effect of discounting these items would be immaterial. All of the other trade and other payables are expected to be settled or recognised as income within one year or are payable on demand.

## 19. DEPOSITS FROM SALE OF PROPERTIES

<b>Movement in deposits from sale of properties</b>	<b>2022 HK\$ Million</b>	<b>2021 HK\$ Million</b>
Balance at 1 January	9,644	8,098
Exchange adjustments	(523)	125
Decrease in deposits from sale of properties as a result of recognising revenue during the year	(8,187)	(7,931)
Increase in deposits from sale of properties as a result of receiving sales deposits	7,268	9,352
Balance at 31 December	8,202	9,644

Deposits from sale of properties in the amount of HK\$1,583 million (2021: HK\$3,219 million) are expected to be recognised as revenue in the consolidated income statement after more than one year.

The Group receives whole or a portion of contract value as deposits from customers when they sign the sale and purchase agreement. These deposits are recognised as a contract liability and presented as “Deposits from sale of properties” until the properties are completed and legally assigned to/accepted by the customers.

### ***Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date***

As at 31 December 2022, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group’s existing contracts is HK\$8,171 million (2021: HK\$10,573 million). This amount represents revenue expected to be recognised in the future from pre-completion sales contracts for properties under development entered into by the customers with the Group. The Group will recognise the expected revenue in future at the completion date of legal assignment or, in the case of the properties under development for sale, when the properties are accepted by the customers, which is expected to occur over the next 36 months.

# NOTES TO THE FINANCIAL STATEMENTS

## 20. BANK LOANS AND OTHER BORROWINGS

	2022 HK\$ Million	2021 HK\$ Million
<b>Bonds and notes (unsecured)</b>		
Due within 1 year	1,521	1,847
Due after more than 1 year but not exceeding 2 years	3,746	1,629
Due after more than 2 years but not exceeding 5 years	1,842	5,804
Due after more than 5 years	250	480
	<b>7,359</b>	9,760
<b>Bank loans (secured)</b>		
Due within 1 year	93	235
Due after more than 1 year but not exceeding 2 years	110	5,113
Due after more than 2 years but not exceeding 5 years	3,615	5,816
Due after more than 5 years	2,556	1,668
	<b>6,374</b>	12,832
<b>Bank loans (unsecured)</b>		
Due within 1 year	785	1,582
Due after more than 1 year but not exceeding 2 years	432	1,531
Due after more than 2 years but not exceeding 5 years	5,014	11,040
	<b>6,231</b>	14,153
Total bank loans and other borrowings	<b>19,964</b>	36,745
<b>Analysis of maturities of the above borrowings:</b>		
<b>Current borrowings</b>		
Due within 1 year	2,399	3,664
<b>Non-current borrowings</b>		
Due after more than 1 year but not exceeding 2 years	4,288	8,273
Due after more than 2 years but no exceeding 5 years	10,471	22,660
Due after more than 5 years	2,806	2,148
	<b>17,565</b>	33,081
Total bank loans and other borrowings	<b>19,964</b>	36,745

- a. The Group's borrowings are considered by the management to be denominated in the following currencies (after the effects of cross currency interest rate swaps and forward foreign exchange contracts arrangements as detailed in Note 22(b)):

	2022 HK\$ Million	2021 HK\$ Million
HKD	14,223	32,562
RMB	5,741	4,183
	<b>19,964</b>	36,745

- b. The interest rate profile of the Group's borrowings (after the effects of interest rate swaps and cross currency interest rate swaps as detailed in Note 22(a)) were as follows:

	2022		2021	
	Effective interest rate %	HK\$ Million	Effective interest rate %	HK\$ Million
<b>Fixed rate borrowings</b>				
Bank loans	–	–	2.7	1,800
		–		1,800
<b>Floating rate borrowings</b>				
Bonds and notes	6.0	7,359	3.4	9,760
Bank loans	4.1	12,605	1.6	25,185
		<b>19,964</b>		34,945
Total borrowings		<b>19,964</b>		36,745

- c. All the interest bearing borrowings are carried at amortised cost except for borrowings in an amount of HK\$5,080 million (2021: HK\$7,520 million) which are carried at their fair values. None of the non-current interest bearing borrowings are expected to be settled within one year.
- d. Included in the Group's total borrowings are bank loans totalling HK\$4,372 million (2021: HK\$4,481 million) borrowed by certain subsidiaries in Mainland China and Modern Terminals Limited. The loans are without recourse to the Company and its other subsidiaries.
- e. As at 31 December 2022, certain banking facilities of the Group are secured by mortgages over certain properties under development, investment properties and property, plant and equipment with an aggregate carrying value of HK\$21,719 million (2021: HK\$30,872 million).
- f. Certain of the above borrowings are attached with financial covenants which require that at any time, the consolidated tangible net worth is not less than and the ratio of borrowings to consolidated tangible net worth is not more than certain required levels of the Group/relevant sub-groups. During the year under review, all these covenants have been complied with by the Group.

# NOTES TO THE FINANCIAL STATEMENTS

## 21. DEFERRED TAXATION

- a. Net deferred tax liabilities/(assets) recognised in the consolidated statement of financial position:

	2022 HK\$ Million	2021 HK\$ Million
Deferred tax liabilities	14,561	15,264
Deferred tax assets	(837)	(830)
Net deferred tax liabilities	13,724	14,434

The components of deferred tax liabilities/(assets) and the movements during the year are as follows:

	Depreciation allowances in excess of the related depreciation HK\$ Million	Surplus on revaluation of investment properties HK\$ Million	Others HK\$ Million	Total HK\$ Million
At 1 January 2021	2,773	9,611	861	13,245
Charged/(credited) to the consolidated income statement	303	852	(227)	928
Disposals of subsidiaries	(57)	–	–	(57)
Exchange adjustment	65	293	(40)	318
At 31 December 2021 and 1 January 2022	3,084	10,756	594	14,434
Charged to the consolidated income statement	1	194	176	371
Exchange adjustment	(130)	(925)	(26)	(1,081)
At 31 December 2022	2,955	10,025	744	13,724

b. **Deferred tax assets not recognised**

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

	2022		2021	
	Tax losses HK\$ Million	Deferred tax assets HK\$ Million	Tax losses HK\$ Million	Deferred tax assets HK\$ Million
Future benefit of tax losses				
– Hong Kong	6,350	1,048	4,245	700
– Outside Hong Kong	1,648	412	4,932	1,233
	7,998	1,460	9,177	1,933

The Group has not recognised the deferred tax assets attributable to the future benefit of tax losses sustained in the operations of certain subsidiaries as the availability of future taxable profits against which the assets can be utilised is uncertain at 31 December 2022 and 2021. The tax losses arising from Hong Kong operations do not expire under current tax legislation. The tax losses outside Hong Kong are mainly arose in Mainland China, which can be carried forward to offset against taxable profits of subsequent years for up to five years from the year in which they arose.

## 22. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

The Group is exposed to financial risks related to interest rate, foreign currency, equity price, liquidity and credit in the normal course of business. To manage some of these risks, the Group Finance Committee develops, maintains and monitors the Group's financial management policies designed to facilitate cost efficient funding to the Group and to mitigate the impact of fluctuations in interest rates and exchange rates. The financial management policies are implemented by the Group's Treasury department, which operates as a centralised service unit in close co-operation with the Group's operating units for managing the day-to-day treasury functions and financial risks and for providing cost efficient funding to the Group.

The Group uses derivatives, principally forward currency contracts and interest rate and cross currency interest rate swaps, as deemed appropriate, for financing and hedging transactions and for managing risks associated with the Group's assets and liabilities. It is the Group's policy not to enter into derivative transactions and invest in financial products with significant underlying leverage which are commercially speculative.

### a. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's main exposure to interest rate risk relates principally to the Group's borrowings. Borrowings at variable rates expose the Group to cash flow interest rate risk whilst borrowings at fixed rate expose the Group to fair value interest rate risk. The Group manages its interest rate risk exposure in accordance with defined policies and reviews this exposure with a focus on reducing the Group's overall cost of funding as well as maintaining the floating/fixed rate mix appropriate to its current business portfolio.

In line with the Group's prevailing strategy, the Group has entered into a number of interest rate swaps ("IRS") and cross currency interest rate swaps ("CCS") which have the economic effect of converting certain fixed rate interest bearing notes with notional amounts totalling HK\$5,470 million (2021: HK\$6,557 million) into floating rate borrowings. For each of the IRS and CCS entered into by the Group, the tenor and timing of the IRS and CCS cash flows matches those of the notes.

To ensure the certainty of a proportion of funding costs in the forthcoming years, the Group has entered into various floating-to-fixed IRS with notional amounts totalling HK\$1,800 million (2021: HK\$1,800 million) with maturities of 10 to 15 years together with another HK\$1,800 million (2021: HK\$1,800 million) fixed-to-floating IRS with a maturity of 2 years. Effectively, this arrangement has locked in fixed interest rates ranging from 2.4% to 3.6% per annum for a certain portion of the Group's floating rate loan portfolio for a period of 8 to 13 years from 2011 to 2012 onwards.

As at 31 December 2022, after taking into account of IRS and CCS, substantially all of the Group's borrowings were at floating rates (2021: approximately 95% at floating rates and the remaining 5% were at fixed rates (see Note 20(b)).



# NOTES TO THE FINANCIAL STATEMENTS

Based on a sensitivity analysis performed as at 31 December 2022, it was estimated that a general increase/decrease of 1% (2021: 1%) in interest rates, with all other variables held constant, would have decreased/increased post-tax loss and increased/decreased total equity of the Group by approximately HK\$19 million (2021: increased/decreased post-tax profit and total equity of the Group by approximately HK\$78 million). This takes into account the effect of interest bearing bank deposits.

The sensitivity analysis above indicates the instantaneous change in the Group's post-tax profit/loss and total equity that would have arisen assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's post-tax profit/loss and total equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis has been performed on the same basis as for 2021.

## **b. Foreign currency risk**

The Group owns assets and conducts its businesses both in Hong Kong and Mainland China, with its cash flows denominated substantially in HKD and RMB which exposes the Group to foreign currency risk with respect to RMB arising from its properties development and port-related operations and investments in Mainland China.

The Group is also exposed to foreign currency risk in respect of its borrowings denominated in USD, JPY and SGD. Anticipated foreign exchange payments relate primarily to interest expense payments, repayment of principal and capital expenditure. Where appropriate or available in a cost-efficient manner, the Group may enter into forward foreign exchange and cross currency swap contracts to manage its foreign currency risk arising from above anticipated transactions denominated in currencies other than its entities' functional currencies.

The Group's borrowings are predominantly denominated in the functional currency of the entity taking out the borrowings. In the case of group companies whose functional currencies are HKD, their borrowings are mostly denominated in HKD or USD. For managing the overall financing costs of existing and future capital requirements for the projects in Mainland China, the Group has adopted a diversified funding approach and has entered into certain cross currency interest rate swaps and forward foreign exchange contracts. Based on the prevailing accounting standards, the swaps and forward foreign exchange contracts are marked to market with the valuation movements recognised in the consolidated income statement.

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets/(liabilities) denominated in a currency other than the functional currency of the Group's entities to which they relate. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency and exposure arising from inter-company balances which are considered to be in the nature of investment in a subsidiary are excluded.

	2022				2021			
	USD Million	RMB Million	JPY Million	SGD Million	USD Million	RMB Million	JPY Million	SGD Million
Bank deposits and cash	544	3	-	1	96	7,088	-	7
Other long term investments	1,333	-	-	12	1,777	-	-	29
Trade and other receivables	9	-	-	-	6	-	-	-
Trade and other payables	-	(46)	-	-	(1)	(46)	-	-
Bank loans and other borrowings	-	(2,350)	(17,483)	-	(60)	(2,350)	(17,478)	-
Inter-company balances	3	110	-	-	3	110	-	-
Gross exposure arising from recognised assets and liabilities	1,889	(2,283)	(17,483)	13	1,821	4,802	(17,478)	36
Notional amount of forward foreign exchange contracts	120	(545)	7,000	(11)	358	734	7,000	-
Notional amount of cross currency interest rate swap	(120)	2,350	10,500	-	(297)	2,350	10,500	-
Overall net exposure	1,889	(478)	17	2	1,882	7,886	22	36

In addition, at 31 December 2022, the PRC subsidiaries of the Group with RMB as their functional currency are exposed to foreign currency risk with respect to HKD/USD by holding HKD/USD denominated bank deposits and cash, trade and other payables and inter-company borrowings in the amount of HK\$145 million, HK\$Nil and HK\$96 million respectively (2021: HK\$155 million, HK\$4 million and HK\$96 million respectively).

Based on the sensitivity analysis performed as at 31 December 2022, it was estimated that the impact on the Group's post tax profit/loss and total equity would not be material in response to possible changes in the foreign exchange rates of foreign currencies to which the Group is exposed.

It is further analysed that the sensitivity on the translation of the Mainland China operations from 1% (2021: 1%) increase/decrease of exchange rate of RMB against HKD, the Group's total equity would have increased/decreased by HK\$647 million (2021: HK\$834 million).

# NOTES TO THE FINANCIAL STATEMENTS

## c. Equity price risk

The Group is exposed to equity price changes arising from other long term investments held for long-term investment purpose.

Other long term investments held in the investment portfolio have been chosen for their long term growth potential and returns and are monitored regularly for performance. Given that the volatility of the stock markets may not have a direct correlation with the Group's investment portfolio, it is impractical to determine the impact that the changes in stock market indices would have on the Group's portfolio of equity investments.

Based on a sensitivity analysis performed as at 31 December 2022, it was estimated that an increase/decrease of 10% in the market value of the Group's listed equity investments, with all other variables held constant, would not have affected the Group's post-tax results but would have increased/decreased the Group's total equity by HK\$4,027 million (2021: HK\$4,410 million). The analysis has been performed on the same basis as for 2021.

The Group also holds certain unlisted investments which are measured at FVTPL, mainly in new economy sector. The fair value of these unlisted investments may not have a direct correlation with the trend of stock market indices, given the marketability of such unlisted investments are not comparable with the listed investments. Based on a sensitivity analysis performed as at 31 December 2022, it was estimated that an increase/decrease of 10% in the market value of the Group's unlisted investments, with all other variables held constant, would have decreased/increased the loss after tax and increased/decreased the total equity of the Group by HK\$865 million (2021: increased/decreased the profit after tax and the total equity of the Group by HK\$880 million). The analysis has been performed on the same basis as for 2021.

## d. Liquidity risk

The Group adopts a prudent liquidity risk management policy, maintaining sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding with staggered maturities to reduce refinancing risk in any year from major financial institutions and to maintain flexibility for meeting its liquidity requirements in the short and longer term. The Group's cash management is substantially centralised within the Group Treasury department, which regularly monitors the current and expected liquidity requirements and its compliance with lending covenants.

Certain non-wholly-owned subsidiaries are responsible for their own cash management, including the short term investment of cash surpluses with creditworthy financial institutions and the raising of loans to cover expected cash demands, in accordance with the established policies and strategies with the concurrence of the Company.

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

	Contractual undiscounted cash flow					
	Carrying amount HK\$ Million	Total HK\$ Million	Within	More than	More than	More than 5 years HK\$ Million
			1 year or on demand HK\$ Million	1 year but less than 2 years HK\$ Million	2 years but less than 5 years HK\$ Million	
<b>At 31 December 2022</b>						
Bank loans and other borrowings	(19,964)	(23,786)	(2,993)	(4,820)	(11,262)	(4,711)
Trade and other payables	(20,083)	(20,083)	(18,324)	(1,283)	(458)	(18)
Forward foreign exchange contracts	(119)	(119)	12	-	(131)	-
Cross currency interest rate swaps	(406)	(550)	(209)	(150)	(191)	-
Interest rate swaps	(211)	(256)	(123)	(75)	(58)	-
Other non-current liabilities	(30)	(30)	-	(26)	(4)	-
	<b>(40,813)</b>	<b>(44,824)</b>	<b>(21,637)</b>	<b>(6,354)</b>	<b>(12,104)</b>	<b>(4,729)</b>
<b>At 31 December 2021</b>						
Bank loans and other borrowings	(36,745)	(39,095)	(4,619)	(8,557)	(22,757)	(3,162)
Trade and other payables	(21,754)	(21,756)	(20,434)	(615)	(680)	(27)
Forward foreign exchange contracts	(62)	(63)	33	14	(118)	8
Cross currency interest rate swaps	(24)	102	62	73	(41)	8
Interest rate swaps	21	34	50	21	(37)	-
Other non-current liabilities	(36)	(35)	(25)	-	(10)	-
	<b>(58,600)</b>	<b>(60,813)</b>	<b>(24,933)</b>	<b>(9,064)</b>	<b>(23,643)</b>	<b>(3,173)</b>

The Company is exposed to liquidity risk that arises from financial guarantees given by the Company on behalf of subsidiaries. The guarantees are callable if the respective subsidiary is unable to meet its obligations and the maximum amount callable as at 31 December 2022 was HK\$15.7 billion (2021: HK\$32.1 billion).

#### e. Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group.

The Group's credit risk is primarily attributable to trade and other receivables (including rental receivables), cash and cash equivalents and over-the-counter derivative financial instruments. The exposures to these credit risks are closely monitored on an ongoing basis by established credit policies and procedures in each of the Group's core businesses. In respect of rental receivables, sufficient rental deposits from tenants are held to cover potential exposure to credit risk. Further, evaluations are made for the customers with reference to their repayment history and financial strength, as well as the economic environment in which the customer operates.

# NOTES TO THE FINANCIAL STATEMENTS

The Group measures loss allowance for trade receivables from customers in accordance with accounting policy (k). The allowance for expected credit losses is insignificant.

Cash at bank, deposits placed with financial institutions and investments and transactions involving derivative financial instruments are with counter parties with sound credit ratings to minimise credit exposure.

The Group has no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. Except for the financial guarantees given by the Company as set out in Note 26, the Group does not provide any other guarantee which would expose the Group or the Company to material credit risk.

## f. Fair values of assets and liabilities

### i. Assets and liabilities carried at fair value

The following table presents the fair value of the Group's consolidated financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as defined in Note 8(d).

#### *Financial instruments carried at fair value*

The fair value measurement information for recurring financial instruments in accordance with HKFRS 13 is given below:

	Recurring fair value measurements as at 31 December 2022 categorised into			
	Level 1 HK\$ Million	Level 2 HK\$ Million	Level 3 HK\$ Million	Total HK\$ Million
<b>Assets</b>				
Other long term investments:				
– Equity investments	40,273	–	–	40,273
– Unlisted investments	–	–	8,651	8,651
Derivative financial instruments:				
– Forward foreign exchange contracts	–	19	–	19
– Interest rate swaps	–	80	–	80
– Cross currency interest rate swaps	–	18	–	18
	40,273	117	8,651	49,041
<b>Liabilities</b>				
Derivative financial instruments:				
– Forward foreign exchange contracts	–	138	–	138
– Interest rate swaps	–	291	–	291
– Cross currency interest rate swaps	–	424	–	424
Bank loans and other borrowings:				
– Bonds and notes	–	4,638	–	4,638
– Bank loans	–	442	–	442
	–	5,933	–	5,933

Recurring fair value measurements as at 31 December 2021 categorised into				
	Level 1 HK\$ Million	Level 2 HK\$ Million	Level 3 HK\$ Million	Total HK\$ Million
<b>Assets</b>				
Other long term investments:				
– Equity investments	44,100	–	–	44,100
– Unlisted investments	–	–	8,802	8,802
Derivative financial instruments:				
– Forward foreign exchange contracts	–	55	–	55
– Interest rate swaps	–	154	–	154
– Cross currency interest rate swaps	–	155	–	155
	44,100	364	8,802	53,266
<b>Liabilities</b>				
Derivative financial instruments:				
– Forward foreign exchange contracts	–	117	–	117
– Interest rate swaps	–	133	–	133
– Cross currency interest rate swaps	–	179	–	179
Bank loans and other borrowings:				
– Bonds and notes	–	7,013	–	7,013
– Bank loans	–	507	–	507
	–	7,949	–	7,949

During the years ended 31 December 2022 and 2021, there were no transfers between Level 1 and Level 2. The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event of change in circumstances that caused the transfer.

#### Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of forward foreign exchange contracts in Level 2 is determined by using the forward exchange rates at the end of the reporting period and comparing them to the contractual rates.

The fair value of interest rate swaps and cross currency interest rate swaps in Level 2 is determined based on the amount that the Group would receive or pay to terminate the swaps at the end of the reporting period taking into account current interest rates and current creditworthiness of the swap counter-parties.

The fair values of bank loans and other borrowings in Level 2 is determined based on cash flows discounted using the Group's current incremental borrowing rates for similar types of borrowings with maturities consistent with those remaining for the debt being valued.

# NOTES TO THE FINANCIAL STATEMENTS

## Valuation techniques and inputs used in Level 3 fair value measurements

The Group's unlisted investments categorised in Level 3 comprise private equity funds. These are private equity funds and were managed by independent asset managers who applied various investment strategies to accomplish their respective investment objectives. The fair value of these funds is recorded based on valuations supplied by the fund managers. These valuations are measured by the percentage of ownership of the private equity's net asset value, which is an unobservable input. The fund managers estimated the fair value of underlying investments based on direct market quote for Level 1 financial instruments. For other investments, the fund managers apply appropriate valuation techniques such as latest transaction price, discounted cash flow, or a forward price/earnings multiple arrived at by comparison with publicly-traded comparable companies and after applying a liquidity discount. The models are calibrated regularly and tested for validity using prices from any observable current market transactions in the same instruments or based on any available observable market data.

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

	2022 HK\$ Million	2021 HK\$ Million
<b>Unlisted investments</b>		
At 1 January	8,802	6,000
Payment for purchases	309	1,636
Transfer to Level 1	(4)	(60)
Disposals	(24)	–
Net unrealised (losses)/gains recognised in consolidated income statement	(432)	1,226
At 31 December	8,651	8,802

## Transfer out of level 3

The Group held certain unlisted investments in equity shares with fair value totalled HK\$4 million (2021: HK\$60 million) as at the date of transfer. The fair value of these investments was categorised at Level 3 at the end of previous reporting period (for information on the valuation technique, see above). This was because the shares were not listed on any stock exchange markets and there were no recent observable arm's length transactions in the shares.

During 2022, those unlisted investments in equity shares have been listed on exchange markets and they are currently actively traded. Because the equity shares now have published price quotations in active markets, the fair value measurement was transferred from Level 3 to Level 1 of the fair value hierarchy at 31 December 2022.

Any gain or loss arising from the remeasurement of the Group's unlisted investments were recognised in the other net charge (see Note 3) in the consolidated income statement.

## ii. Assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial assets and liabilities carried at amortised cost are not materially different from their fair values as at 31 December 2022 and 2021.

### g. Capital management

The Group's primary objective when managing capital is to safeguard the Group's ability to continue as a going concern, to meet its financial obligations and continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in the light of changes in the Group's business portfolio and economic conditions.

The Group monitors its capital structure by reviewing its net debt-to-equity ratios and cash flow requirements, taking into account of its future financial obligations and commitments. For this purpose, the Group defines net debt as total loans less bank deposits and cash. Shareholders' equity comprises issued share capital and reserves attributable to equity shareholders of the Company. Total equity comprises shareholders' equity and non-controlling interests.

The net debt-to-equity ratios as at 31 December 2022 and 2021 were as follows:

	2022 HK\$ Million	2021 HK\$ Million
Bank loans and other borrowings (Note 20)	19,964	36,745
Less: Bank deposits and cash (Note 17)	(14,648)	(23,559)
Net debt	5,316	13,186
Shareholders' equity	151,585	162,020
Total equity	155,707	166,377
Net debt-to-shareholders' equity ratio	3.5%	8.1%
Net debt-to-total equity ratio	3.4%	7.9%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.



# NOTES TO THE FINANCIAL STATEMENTS

## 23. SHARE CAPITAL AND RESERVES

### a. Share capital

	2022 No. of shares Million	2021 No. of shares Million	2022 HK\$ Million	2021 HK\$ Million
Issued and fully paid ordinary shares				
At 1 January	3,056	3,051	30,381	30,270
Shares issued under the share option scheme	–	5	–	111
At 31 December	3,056	3,056	30,381	30,381

In accordance with section 135 of the Companies Ordinance, the ordinary shares of the Company do not have a par value.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

- b. The Group's equity, apart from share capital and other statutory capital reserves, includes investments revaluation reserves for dealing with the movements on revaluation of equity investments designated at FVOCI, other capital reserves for dealing with the grant date fair value of the granted unexercised share options in accordance with accounting policy note (v)(i), property revaluation reserves for dealing with the revaluation of properties held for own use in accordance with the accounting policy note (d)(iii) and the exchange reserves mainly for dealing with the exchange differences arising from the translation of the financial statements of foreign operations in accordance with the accounting policy note (o).

The revenue reserves of the Group at 31 December 2022 included HK\$1,888 million (2021: HK\$2,064 million) in respect of statutory reserves of the subsidiaries in Mainland China.

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity.

The Company's equity and the details of the changes in the individual components between the beginning and the end of the year are set out below:

	Share capital HK\$ Million	Other capital reserves HK\$ Million	Revenue reserves HK\$ Million	Total HK\$ Million
<b>The Company</b>				
At 1 January 2021	30,270	36	71,107	101,413
Profit and other total comprehensive income for the year	–	–	3,638	3,638
Shares issued under the share option scheme	111	(36)	–	75
2020 second interim dividend paid	–	–	(611)	(611)
2021 first interim dividend paid	–	–	(611)	(611)
At 31 December 2021 and 1 January 2022	<b>30,381</b>	<b>–</b>	<b>73,523</b>	<b>103,904</b>
Profit and other total comprehensive income for the year	–	–	2,684	2,684
2021 second interim dividend paid	–	–	(611)	(611)
2022 first interim dividend paid	–	–	(611)	(611)
At 31 December 2022	<b>30,381</b>	<b>–</b>	<b>74,985</b>	<b>105,366</b>

- c. Reserves of the Company available for distribution to equity shareholders of the Company as at 31 December 2022 amounted to HK\$74,985 million (2021: HK\$73,523 million).
- d. After the end of the reporting period, the Directors declared a second interim cash dividend of HK\$0.20 (2021: HK\$0.20) per share amounting to HK\$611 million based on 3,056 million issued shares (2021: HK\$611 million based on 3,056 million issued shares). This dividend has not been recognised as a liability at the end of the reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

## 24. COMPANY LEVEL – STATEMENT OF FINANCIAL POSITION

	Note	2022 HK\$ Million	2021 HK\$ Million
<b>Non-current assets</b>			
Interest in subsidiaries		107,174	114,079
Amount due from an associate		371	371
		<b>107,545</b>	114,450
<b>Current assets</b>			
Receivables		2	2
Bank deposits and cash		2	5
		<b>4</b>	7
<b>Total assets</b>		<b>107,549</b>	114,457
<b>Current liabilities</b>			
Payables		(56)	(56)
Amounts due to subsidiaries		(1,594)	(9,964)
Amount due to an associate		(533)	(533)
<b>Total current liabilities</b>		<b>(2,183)</b>	(10,553)
<b>NET ASSETS</b>		<b>105,366</b>	103,904
<b>Capital and reserves</b>			
Share capital	23	30,381	30,381
Reserves		74,985	73,523
<b>TOTAL EQUITY</b>		<b>105,366</b>	103,904

**Stephen T H Ng**  
Chairman and Managing Director

**Paul Y C Tsui**  
Vice Chairman, Executive Director and Group Chief Financial Officer

## 25. MATERIAL RELATED PARTY TRANSACTIONS

Material transactions between the Group and related parties during the year ended 31 December 2022 are as follows:

- a. The Group earned rental income totalling HK\$104 million (2021: HK\$134 million) received from various tenants which are wholly or partly owned by companies which in turn are wholly-owned by the family interests of close family members of, or by a trust the settlor of which is a close family member of the chairman of Wheelock and Company Limited (“WAC”).
- b. There were in existence agreements with subsidiaries of Wharf REIC for the management, marketing, project management and technical services on Wharf REIC’s hotel operations. Total fees receivable under this arrangement during the current year amounted to HK\$20 million (2021: HK\$18 million). Such transaction also constitutes a continuing connected transaction as defined under Listing Rules.
- c. The Group paid property services fees in respect of the Group’s property projects totalling HK\$164 million (2021: HK\$215 million). Of which, HK\$110 million (2021: HK\$153 million) was paid to subsidiaries of WAC and Wharf REIC and constitutes a continuing connected transaction as defined under the Listing Rules.
- d. The Group recognised capitalised rent totalling HK\$139 million (2021: HK\$111 million) for the provision of rental services provided by Wharf REIC to the Group. Such transaction also constitutes a continuing connected transaction as defined under the Listing Rules.
- e. There were in existence agreements with subsidiaries of Wharf REIC for the provision of property services on Wharf REIC’s properties projects. Total fee receivable under this agreement during the current period amount to HK\$9 million (2021: HK\$9 million). Such transaction also constitutes a continuing connected transaction as defined under the Listing Rules.
- f. Remuneration for key management personnel of the Group, including amounts paid to the Directors of the Company and the five highest paid employees are disclosed in Notes 2(b) and 2(c).

In addition to the above transactions, details of the Group’s amounts due from and to related parties are disclosed in Notes 10 and 11.

# NOTES TO THE FINANCIAL STATEMENTS

## 26. CONTINGENT LIABILITIES

As at 31 December 2022, there were contingent liabilities in respect of guarantees given by the Company on behalf of subsidiaries relating to overdrafts, short term loans and credit facilities, bonds and notes of up to HK\$33,489 million (2021: HK\$59,522 million). There were also contingent liabilities in respect of guarantees given by the Company on behalf of joint ventures and associates of HK\$5,627 million (2021: HK\$3,690 million) where the banking facilities had been drawn.

As at 31 December 2022, there were guarantees of HK\$1,746 million (2021: HK\$1,539 million) provided by the Group to the financial institutions in favour of their customers in respect of the mortgage loans provided by the financial institutions to those customers for the purchase of the Group's development properties. There were also mortgage loan guarantees of HK\$2,286 million (2021: HK\$4,625 million) provided by joint ventures and associates of the Group to the financial institutions in favour of their customers.

The Group and the Company have not recognised any deferred income of the above guarantees for subsidiaries, joint ventures and associates as their fair value cannot be reliably measured and their transaction price was HK\$Nil.

As at the end of the reporting period, the Directors do not consider it is probable that a claim will be made against the Group and the Company under any of the guarantees.

## 27. COMMITMENTS

The Group's outstanding commitments as at 31 December 2022 are detailed as below:

	2022			2021		
	Committed HK\$ Million	Uncommitted HK\$ Million	Total HK\$ Million	Committed HK\$ Million	Uncommitted HK\$ Million	Total HK\$ Million
<b>Properties</b>						
Investment properties						
Hong Kong	–	–	–	565	5,962	6,527
Mainland China	89	158	247	146	222	368
	89	158	247	711	6,184	6,895
Development properties						
Hong Kong	3,174	11,396	14,570	1,517	5,390	6,907
Mainland China	2,041	1,890	3,931	4,842	3,348	8,190
	5,215	13,286	18,501	6,359	8,738	15,097
Properties total						
Hong Kong	3,174	11,396	14,570	2,082	11,352	13,434
Mainland China	2,130	2,048	4,178	4,988	3,570	8,558
	5,304	13,444	18,748	7,070	14,922	21,992
<b>Others</b>	2,859	47	2,906	2,118	25	2,143
	2,859	47	2,906	2,118	25	2,143
<b>Total</b>	<b>8,163</b>	<b>13,491</b>	<b>21,654</b>	<b>9,188</b>	<b>14,947</b>	<b>24,135</b>

The expenditure for development property included attributable amounts for developments undertaken by joint ventures and associates of HK\$2,227 million (2021: HK\$4,416 million).

## 28. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's consolidated financial statements:

Amendments to HKAS 16	Property, plant and equipment: Proceeds before intended use
Amendments to HKAS 37	Provisions, contingent liabilities and contingent assets: Onerous contracts — cost of fulfilling a contract

The above amendments do not have significant impact on the Group's results and financial position or any substantial changes in the Group's accounting policies. In addition, the Group has not adopted any new standard or interpretation that is not yet effective for the current accounting period.

The "principal accounting policies" set out on pages 151 to 172 summaries the accounting policies of the Group after the adoption of these policies to the extent that they are relevant to the Group.

# NOTES TO THE FINANCIAL STATEMENTS

## 29. FUTURE CHANGES IN ACCOUNTING POLICIES

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of amendments which are not yet effective for the year ended 31 December 2022 and which have not been adopted in these consolidated financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of accounting policies	1 January 2023
Amendments to HKAS 8, Definition of accounting estimates	1 January 2023
Amendments to HKAS 12, Deferred tax related to assets and liabilities arising from a single transaction	1 January 2023
Amendments to HKAS 1, Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to HKAS 1, Presentation of financial statements: Non-current liabilities with covenants	1 January 2024
Amendments to HKFRS 16, Leases: Lease liability in a sale and leaseback	1 January 2024

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

## 30. EVENTS AFTER THE REPORTING PERIOD

After the end of the reporting period the Directors declared a second interim dividend. Further details are disclosed in Note 6.

## 31. PARENT AND ULTIMATE HOLDING COMPANY

The Directors consider the parent and ultimate holding company at 31 December 2022 to be Wheelock and Company Limited, which is incorporated in Hong Kong. Wheelock and Company Limited does not produce financial statements available for public use.

## 32. APPROVAL OF THE FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Directors on 9 March 2023.

# PRINCIPAL ACCOUNTING POLICIES

## a. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”). Significant accounting policies adopted by the Group are detailed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 28 to the financial statements provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

## b. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The consolidated financial statements for the year ended 31 December 2022 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in associates and joint ventures.

The measurement basis used in the preparation of the financial statements is the historical cost basis except where stated otherwise in the accounting policies set out below.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note (w).



# PRINCIPAL ACCOUNTING POLICIES

## c. BASIS OF CONSOLIDATION

### i. Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and cash flows, and any unrealised profits arising from intra-group transactions, are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interest's proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with note (f) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note (f)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note (c)(ii)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note (k)(ii)).

## ii. Associates and joint ventures

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any) (see note (c)(iii)). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note (k)(ii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of comprehensive income. Adjustments are made on consolidation to the financial information of associates and joint ventures where necessary to ensure consistency with the accounting policies adopted by the Group.

When the Group's share of losses exceeds its interest in an associate or a joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest in the associate or joint venture is the carrying amount of the investment under the equity method together with the Group's long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture.

Unrealised profits and losses resulting from transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the consolidated income statement.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note (f)).

In the individual Company's statement of financial position, investments in associates and joint ventures are stated at cost less impairment losses (see note (k)(ii)).

# PRINCIPAL ACCOUNTING POLICIES

## iii. Goodwill

Goodwill represents the excess of

- (a) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (b) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (b) is greater than (a), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note (k)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

## d. INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

### i. Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note (i)(ii)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment properties.

Investment properties are stated in the consolidated statement of financial position at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Investment properties under development are stated at cost less impairment losses (see note (k)(ii)) if the fair value cannot be measured reliably. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in the consolidated income statement. Rental income from investment properties is accounted for as described in note (p)(i).

If the property was previously held for own use, then it is accounted for as property, plant and equipment up to the date of the change in use. Any difference at the date of the change in use between the carrying amount of the property and its fair value is recognised as a revaluation of property, plant and equipment in accordance with note (d)(iii) below, even if the property was previously measured at cost. Any existing or arising revaluation surplus previously recognised in other comprehensive income is not transferred to consolidated income statement at the date of transfer or on subsequent disposal of the investment property. However, on subsequent disposal, any existing revaluation surplus that was recognised when revaluation model was applied to the property may be transferred to revenue reserves.

### ii. Hotel properties

Hotel properties are stated at cost less accumulated depreciation and impairment losses (see note (k)(ii)).

### iii. Other property, plant and equipment held for own use

Other property, plant and equipment held for own use is stated at cost less accumulated depreciation and impairment losses (see note (k)(ii)) or fair value.

Changes arising on the revaluation of properties held for own use under fair value model are generally dealt with in consolidated statement of other comprehensive income and are accumulated separately in equity in the property revaluation reserves. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to consolidated income statement to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to consolidated income statement to the extent that a deficit on revaluation in respect of that same asset had previously been charged to consolidated income statement.

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognised in profit or loss.

- iv. Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement on the date of retirement or disposal. Any related revaluation surplus is transferred from the revaluation reserve to retained profits and is not reclassified to profit or loss.

## e. DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT

Depreciation is calculated to write-off the cost of items of property, plant and equipment, less their estimated residual value, if any, using a straight line method over their estimated useful lives as follows:

### i. Investment properties

No depreciation is provided on investment properties.

### ii. Hotel properties

Depreciation is provided on the cost of the leasehold land of hotel properties over the unexpired period of the lease. Costs of buildings thereon are depreciated on a straight line basis over their estimated useful lives of not more than 40 years.

### iii. Other property, plant and equipment held for own use

Depreciation is provided on the cost of the leasehold land of all other properties held for own use over the unexpired period of the lease. Costs of the buildings thereon are depreciated on a straight line basis over their unexpired period of leases or estimated useful live whichever is shorter.

Depreciation is provided on a straight line basis over their estimated useful lives of these assets of 3 to 25 years.

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

# PRINCIPAL ACCOUNTING POLICIES

## f. FINANCIAL INSTRUMENTS

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

### i. Classification and measurement of financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI) — debt investment; FVOCI — equity investment; or fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income (“OCI”). This election is made on an investment-by-investment basis.

All financial assets not classified and measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### **Investments in debt and equity securities**

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and joint ventures, are as follows:

The 'other long term investments' caption in the consolidated statement of financial position includes:

- equity investment securities mandatorily measured at FVTPL or designated as at FVTPL; these are at fair value with changes recognised immediately in profit or loss; and
- equity investment securities designated as at FVOCI.

The Group elects to present in OCI changes in the fair value of investments in equity instruments that are not held for trading. The election is made on an instrument-by-instrument basis on initial recognition and is irrevocable.

Gains and losses on such equity instruments are never reclassified to profit or loss and no impairment is recognised in profit or loss. Dividends are recognised in profit or loss unless they clearly represent a recovery of part of the cost of the investment, in which case they are recognised in OCI. Cumulative gains and losses recognised in OCI are transferred to retained earnings on disposal of an investment.

Investments in equity securities (other than investments in subsidiaries, associates and joint ventures) are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets.

### **Financial assets: Business model assessment**

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated — e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

# PRINCIPAL ACCOUNTING POLICIES

## **Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest**

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

## **Financial assets: Subsequent measurement and gains and losses**

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

## ii. Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised on its consolidated statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In such cases, the transferred assets are not derecognised.

In the case of equity investment, cumulative gains and losses recognised in OCI are never reclassified to the consolidated income statement but transferred to revenue reserves on disposal of an investment.

## iii. Classification and measurement of financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

## iv. Derecognition of financial liabilities

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

The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) with modified terms is recognised in profit or loss.

## v. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under HKFRS, or for gains and losses arising from a group of similar transactions such as in the Group's trading.

# g. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period, the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedge the net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged (note (h)).

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.



# PRINCIPAL ACCOUNTING POLICIES

## h. HEDGING

### i. Fair value hedge

A fair value hedge is a hedge of the exposure to changes in fair value of a recognised asset or liability or an unrecognised firm commitment, or an identified portion of such an asset, liability or firm commitment, that is attributable to a particular risk and could affect the consolidated income statement. The gain or loss from remeasuring the hedging instrument at fair value together with the gain or loss on the hedged item attributable to the hedged risk are recorded in the consolidated income statement.

### ii. Cash flow hedge

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk of a committed future transaction, the effective portion of any gain or loss on remeasurement of the derivative financial instrument to fair value is recognised directly in other comprehensive income and accumulated separately in equity. The ineffective portion of any gain or loss is recognised immediately in the profit or loss.

If a hedge of a forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated gain or loss is reclassified from equity to be included in the initial cost or other carrying amount of the non-financial asset or liability.

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gain or loss is reclassified from equity to the consolidated income statement in the same period or periods during which the asset acquired or liability assumed affects the consolidated income statement (such as when interest income or expense is recognised).

For cash flow hedges, other than those covered by the preceding two policy statements, the associated gain or loss is reclassified from equity to the consolidated income statement in the same period or periods during which the hedged forecast transaction affects profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the Group revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity until the transaction occurs and it is recognised in accordance with the above policy. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss is reclassified from equity to the consolidated income statement immediately.

### iii. Hedge of net investment in a foreign operation

The portion of the gain or loss on remeasurement to fair value of an instrument used to hedge a net investment in a foreign operation that is determined to be an effective hedge is recognised directly in other comprehensive income and accumulated separately in equity in the exchange reserves until the disposal of the foreign operation, at which time the cumulative gain or loss is reclassified from equity to the consolidated income statement. The ineffective portion is recognised immediately in profit or loss. The amount recognised in other comprehensive income is reclassified to profit or loss as a reclassification adjustment on disposal of the foreign operation.

## i. LEASED ASSETS

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

### i. As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate which are presented as variable rental income in the consolidated financial statements are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation (see note (e)) for each type of underlying asset) and impairment losses (see note (k)(ii)), except for the following types of right-of-use asset:

- right-of-use assets that meet the definition of investment properties are carried at fair value in accordance with note (d)(i); and
- right-of-use assets related to interests in leasehold land where the interest in the land is held as inventory are carried at the lower of cost and net realisable value in accordance with note (l).

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in debt securities carried at amortised cost (see note (f)). Any difference between the initial fair value and the nominal value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

## PRINCIPAL ACCOUNTING POLICIES

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of modification.

The Group includes right-of-use assets that do not meet the definition of investment properties and properties for sale in 'property, plant and equipment' in the consolidated statement of financial position.

### ii. As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note (p)(i).

## j. CONTRACT ASSETS AND LIABILITIES

A contract asset is recognised when the Group recognises revenue (see note (p)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note (p)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

## k. IMPAIRMENT OF ASSETS

### i. Impairment of financial assets

The Group recognises loss allowances for expected credit loss (“ECL”) on financial assets measured at amortised cost.

The Group measures loss allowances at an amount equal to 12-month ECLs unless there has been a significant increase in credit risk of financial instruments since initial recognition, in which the ECLs are measured at an amount equal to lifetime ECLs. For trade receivables (including lease receivables), the Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, Financial Instrument, which requires the use of the lifetime expected loss provision for all trade receivables.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECL that results from default events on a financial instrument that are possible within the 12 months after the reporting date or a shorter period if the expected life of the instrument is less than 12 months.

In all cases, the maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

#### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

#### Credit-impaired financial assets

At each reporting date, the Group assesses on a forward looking basis whether financial assets carried at amortised cost are credit-impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or the disappearance of an active market for a security because of financial difficulties of the issuers.

# PRINCIPAL ACCOUNTING POLICIES

## **Presentation of allowance for ECL in the consolidated statement of financial position**

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

## **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

## **ii. Impairment of non-financial assets (including right-of-use assets)**

The carrying amounts of non-financial assets, other than properties carried at revalued amounts (including investments in subsidiaries in the Company's statement of financial position, investments in associates and joint ventures accounted for under the equity method (see note (c)(ii)) and deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

### **– Calculation of recoverable amount**

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

### **– Recognition of impairment losses**

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds the recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

### **– Reversals of impairment losses**

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed (including those provided during the interim financial reporting).

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

– **Interim financial reporting and impairment**

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year.

Impairment losses recognised in an interim period in respect of goodwill, are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

## I. PROPERTIES FOR SALE

### i. Completed properties for sale

Completed properties for sale are stated at the lower of cost and net realisable value. Cost is determined by apportionment of the total development costs, including borrowing costs capitalised (see note (q)), attributable to unsold units. Net realisable value is estimated by the management, based on prevailing market conditions which represents the estimated selling price less costs to be incurred in selling the property. Cost of completed properties for sale comprises all costs of purchase, costs of conversion and costs incurred in bringing the inventories to their present location and condition.

The amount of any write down of or provision for properties held for sale is recognised as an expense in the period the write down or loss occurs. The amount of any reversal of any write down or provision arising from an increase in net realisable value is recognised in the consolidated income statement in the period in which the reversal occurs.

### ii. Properties under development for sale

Properties under development for sale are classified as current assets and stated at the lower of cost and net realisable value. Cost includes identified costs including the acquisition cost of land, aggregate cost of development, borrowing costs capitalised (see note (q)), material and supplies, wages, other direct expenses and an appropriate proportion of overheads. Net realisable value is estimated by management, taking into account the expected price that can ultimately be achieved, based on prevailing market conditions and the anticipated costs of completion and costs to be incurred in selling the property.

The amount of any write down of or provision for properties under development for sale is recognised as an expense in the period the write down or loss occurs. The amount of any reversal of any write down or provision arising from an increase in net realisable value is recognised in the consolidated income statement in the period in which the reversal occurs.

## m. INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is estimated by the management, based on the expected selling price in the ordinary course of business less the anticipated costs of completion and the estimated costs necessary to make the sale.

## n. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

# PRINCIPAL ACCOUNTING POLICIES

## **o. FOREIGN CURRENCIES**

Foreign currency transactions during the year are translated into Hong Kong dollars at the exchange rates ruling at the transaction dates. Monetary foreign currency balances and the statements of financial position of foreign operations are translated into Hong Kong dollars at the exchange rates ruling at the end of the reporting period. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities.

The results of foreign operations are translated into Hong Kong dollars at the monthly weighted average exchange rates for the year. Statement of financial position items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. Differences arising from the translation of the financial statements of foreign operations are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve and those arising from the financing of properties under development by foreign currency borrowings are capitalised as part of the development costs. All other exchange differences are dealt with in the consolidated income statement.

On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in equity which relate to that foreign operation is reclassified from equity to the consolidated income statement and is included in the calculation of the profit or loss on disposal.

## **p. RECOGNITION OF REVENUE**

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

- i. Rental income under operating leases is recognised in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised as an integral part of the aggregate net lease payments receivable. Variable lease payments (i.e. variable rental income) that do not depend on an index or a rate are recognised in the accounting period in which they are earned.

- ii. Revenue arising from the sale of properties developed for sale in the ordinary course of business is recognised when legal assignment is completed, or when the property is accepted by customer, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities as “Deposits from sale of properties”.

When residential properties are marketed by the Group while the property is still under construction, the Group may offer a discount compared to the listed sales price, provided the customer agrees to pay the balance of the consideration early. In such cases, if the advance payments are regarded as providing a significant financing benefit to the Group, interest expense arising from the adjustment of time value of money will be accrued by the Group during the period between the payment date and either the completion date of legal assignment or the date when the property is accepted by the customer. This accrual increases the balance of “Deposits from sale of properties” during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under HKAS 23, Borrowing costs (see note (q)).

- iii. Dividend income from unlisted investments is recognised when the shareholder’s right to receive payment is established.

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

- iv. Interest income is recognised as it accrues using the effective interest method.
- v. Income received in advance attributable to long term service contracts is deferred and recognised over the contract period on a straight line basis.

## q. BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

## r. INCOME TAX

- i. Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the consolidated income statement except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.
- ii. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.



## PRINCIPAL ACCOUNTING POLICIES

- iii. Deferred tax assets and liabilities arise from deductible and taxable temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the tax bases respectively. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may be capable to support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided that they are not part of a business combination).

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note (d) (i), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting period unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each of reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that will probably arise from the distribution of dividends are recognised when the related dividends are likely to be payable in the foreseeable future.

- iv. Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities and deferred tax assets against deferred tax liabilities if, and only if, the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:
- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
  - in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
    - the same taxable entity; or
    - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

## s. RELATED PARTIES

- i. A person, or a close member of that person's family, is related to the Group if that person:
  - (a) has control or joint control over the Group;
  - (b) has significant influence over the Group; or
  - (c) is a member of the key management personnel of the Group or the Group's parent.
- ii. An entity is related to the Group if any of the following conditions applies:
  - (a) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (b) One entity is an associate or joint venture of the other entity (or an associate or a joint venture of a member of a group of which the other entity is a member).
  - (c) Both entities are joint ventures of the same third party.
  - (d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (e) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (f) The entity is controlled or jointly controlled by a person identified in (i).
  - (g) A person identified in (i)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (h) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

# PRINCIPAL ACCOUNTING POLICIES

## t. FINANCIAL GUARANTEES ISSUED, PROVISIONS AND CONTINGENT LIABILITIES

### i. Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note (t)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the group under the guarantee, and (ii) the amount of that claim on the group is expected to exceed the carrying amount currently in respect of that guarantee, i.e. the amount initially recognised, less accumulated amortisation.

### ii. Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

## **u. SEGMENT REPORTING**

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's top management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## **v. EMPLOYEE BENEFITS**

### **i. Share based payments**

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in capital reserves within equity. The fair value is measured at grant date using Binomial Model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the consolidated income statement for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserves. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserves) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserves until either the option is exercised (when it is transferred to the other statutory capital reserves) or the option expires (when it is released directly to revenue reserves).

### **ii. Employee benefits and contributions to defined contribution retirement plans**

Short-term employee benefits, including salaries, annual bonuses, paid annual leave, leave passage, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

# PRINCIPAL ACCOUNTING POLICIES

## w. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Note 22 contains information about the assumptions and their risk relating to financial instruments. Other key sources of estimation uncertainty are as follows:

### – Valuation of investment properties

Investment properties are included in the consolidated statement of financial position at their market value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably determined at that time. The market value of investment properties is assessed annually by independent qualified valuers, after taking into consideration the net income allowing for reversionary potential, redevelopment potential of the properties or recent market transactions of comparable properties where applicable.

The assumptions adopted in the property valuations are based on the market conditions existing at the end of the reporting period, with reference to current market rental and the appropriate capitalisation rate or current market selling prices.

### – Assessment of impairment of non-current assets

Management assesses the recoverable amount of each asset based on its value in use (using relevant rates) or on its net selling price (by reference to market prices), depending upon the anticipated future plans for the asset.

Estimating the value in use of an asset involves estimating the future cash inflows and outflows to be derived from continuing use of the asset and from its ultimate disposal and applying the appropriate discount rate to these future cash flows. Cash flow projections for the remaining useful life of the asset and the most recent financial budgets/forecasts are approved by management.

### – Assessment of provision for properties for sale

Management determines the net realisable value of properties for sale by using (i) prevailing market data such as most recent sale transactions and market survey reports available from independent property valuers; and (ii) internal estimates of costs based on quotes by suppliers.

Management's assessment of the net realisable value of properties under development for sale requires the application of a risk-adjusted discount rate to estimate future discounted cash flows to be derived from the properties under development for sale. These estimates require judgement as to the anticipated sale prices by reference to recent sale transactions in nearby locations, rate of new property sales, marketing costs (including price discounts required to stimulate sales) and the expected costs to completion of properties, the legal and regulatory framework and general market conditions. The Group's estimates may be inaccurate and estimates may need to be adjusted in later periods.

# PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

At 31 December 2022

Subsidiaries	Place of incorporation/ operation	Issued ordinary share capital/registered and paid up capital	Percentage of equity attributable to shareholders	Principal activities
<b>Properties</b>				
# Wharf Development Limited	Hong Kong	HK\$7,000,000,000 divided into 7,000,000,000 shares	100	Holding company
Wharf Peak Properties Limited	Hong Kong	HK\$30,000,000 divided into 3,000,000 shares	100	Property
Affluent Peak Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Alpha Pioneer Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Divine Value Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Elite Journey Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Eminent Triumph Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Excellent Direction Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Fresh Treasure Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Joyful Connection Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Lucky Element Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Novel Bliss Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Perfect Blossom Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Prosperous Honour Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
Vision Charm Limited	Hong Kong	HK\$1 divided into 1 share	100	Property
# Wharf China Holdings (0004) Limited	British Virgin Islands/Hong Kong	5,129,000,000 US\$1 shares	100	Holding company
Wharf China Estates (0004) Limited	British Virgin Islands/Hong Kong	1,000,000 US\$1 shares	100	Holding company
Broader Link Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Bucksfull Company Limited	Hong Kong	HK\$158 divided into 158 shares	100	Holding company
Cardell Company Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Cheerwill Properties Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Chengdu IFC Development Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Genius View International Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Harriman China Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Harvest Moment Company Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Holmwood Limited	Hong Kong	HK\$2 divided into 2 shares	100	Ownership of trade marks
Merry Bond (0004) Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Radiant Lead Global Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Rising Chain International Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Sharp Hero Holdings Limited	British Virgin Islands/Hong Kong	1 US\$1 share	100	Holding company
Singford International Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Strong Field International Limited	Hong Kong	HK\$1 divided into 1 share	100	Ownership of trade marks

# PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

At 31 December 2022

Subsidiaries	Place of incorporation/ operation	Issued ordinary share capital/registered and paid up capital	Percentage of equity attributable to shareholders	Principal activities
Topusko Limited	Hong Kong	HK\$20 divided into 2 shares	100	Holding company
Treasure Board (0004) Limited	British Virgin Islands/Hong Kong	1 US\$1 share	100	Holding company
Wharf Beijing Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Wharf China Estates Limited	Hong Kong	HK\$1 divided into 1 share	100	Management services
Wharf Chongqing Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Wharf Dalian Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Wharf Estates China Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Wharf IFS Limited	Hong Kong	HK\$1 divided into 1 share	100	Management services
Wharf Shanghai Estates Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Wise Noble Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
<sup>i</sup> Shanghai Long Xing Property Development Company Property Limited	The People's Republic of China	US\$45,000,000	100	Property
<sup>i</sup> 上海夏利文物業管理有限公司	The People's Republic of China	US\$500,000	100	Property management
<sup>i</sup> Dalian Times Square Development Company Limited	The People's Republic of China	RMB272,000,000	100	Property
<sup>i</sup> 大連時代豪庭物業管理有限公司	The People's Republic of China	RMB1,000,000	100	Property management
<sup>i</sup> Long Qing Property Development (Chongqing) Company Limited	The People's Republic of China	RMB223,533,440	100	Property
<sup>i</sup> 重慶時代廣場物業管理有限公司	The People's Republic of China	US\$70,000	100	Property management
<sup>i</sup> Shanghai Wheelock Square Development Limited	The People's Republic of China	US\$14,000,000	98	Property
<sup>i</sup> 龍昌綜合開發(成都)有限公司	The People's Republic of China	HK\$221,000,000	100	Property
<sup>i</sup> 龍錦綜合開發(成都)有限公司	The People's Republic of China	US\$1,360,400,000	100	Property
<sup>i</sup> 九龍倉國金(成都)物業管理有限公司	The People's Republic of China	RMB5,000,000	100	Property management
<sup>i</sup> 長沙國金中心物業管理有限公司	The People's Republic of China	RMB3,000,000	100	Property management
<sup>i</sup> 成都時代奧特萊斯商業有限公司	The People's Republic of China	HK\$70,000,000	100	Property
<sup>i</sup> 長沙時代奧特萊斯商業有限公司	The People's Republic of China	US\$40,000,000	100	Property
<sup>i</sup> 九龍倉(長沙)置業有限公司	The People's Republic of China	US\$2,454,000,000	100	Property
<sup>i</sup> 龍潤房地產開發(成都)有限公司	The People's Republic of China	RMB20,000,000	100	Property
<sup>i</sup> 九龍倉(北京)企業管理有限公司	The People's Republic of China	US\$2,000,000	100	Holding company
<sup>i</sup> 致昌(北京)企業管理有限公司	The People's Republic of China	RMB10,000,000	100	Holding company
<sup>i</sup> 大連德高企業管理有限公司	The People's Republic of China	RMB5,000,000	100	Holding company
<sup>i</sup> 大連盈致企業管理有限公司	The People's Republic of China	RMB10,000,000	100	Holding company
Wharf China Development (0004) Limited	British Virgin Islands/Hong Kong	1,000,000 US\$1 share	100	Holding company
Advance Trend Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
All Delight Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
All Genius Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Amicable Creation Company Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Apex Mind Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company

Subsidiaries	Place of incorporation/ operation	Issued ordinary share capital/registered and paid up capital	Percentage of equity attributable to shareholders	Principal activities
Bright Wave Group Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Booming Era Company Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Concept Plus Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Corning Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Creative City Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Dragon Legacy Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Eventful Decade Company Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Fantastic Gain Company Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Fame Treasure International (0004) Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Famous Master International Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Favour Year Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Fine Noble Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Fine Super Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Gold Unicorn Holdings Limited	Hong Kong	HK\$1,459,380,000 divided into 1,459,380,000 shares	100	Holding company
Greatworth Investments Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Global Bloom Investments Limited	Hong Kong	HK\$100,000,000 divided into 100,000,000 shares	100	Holding company
Go Triumph Company Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Great Venturer Company Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Idea Treasure Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Joyful Honour Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Key Advance Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Lion Voice Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Main Light Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Max Speed International Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Mega Full Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Merit Joy Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Noble Key Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
One Victory Company Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Onyee Properties Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Perfect Joy Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Pilot Focus International Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Power Shine Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Promise Well Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Power Unicorn Holdings Limited	British Virgin Islands/Hong Kong	1 US\$1 share	100	Holding company
Radiant South (0004) Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Real Sky Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Rumba Company Limited	Hong Kong	HK\$10,000 divided into 10,000 shares	82	Holding company



# PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

At 31 December 2022

Subsidiaries	Place of incorporation/ operation	Issued ordinary share capital/registered and paid up capital	Percentage of equity attributable to shareholders	Principal activities
Show All Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Silver Zone International Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Simply Thrive Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Sino Season Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Sky Join Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Sky Step (0004) Limited	British Virgin Islands/Hong Kong	1 US\$1 shares	100	Holding company
Smart Bloom Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Smartworth Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Smooth Flow Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
South Honest (0004) Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Star Apex International Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Star Colour (0004) Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Star Rank Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Step Line Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Sunny Point Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Total Up International Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Trade Right Investments Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Trendy Win Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Utmost Success Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Walsham Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Wharf China Development Limited	Hong Kong	HK\$1 divided into 1 share	100	Management services
Wharf China Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Management services
Wharf China Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Wharf CIM Limited	Hong Kong	HK\$2 divided into 2 shares	100	Management services
Wharf Chengdu Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Wharf (Jingan) Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Wharf Ningbo Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Wharf Shanghai Limited	Hong Kong	HK\$10,000,000 divided into 10,000,000 shares	100	Holding company
Wharf Wuhan Limited	Hong Kong	HK\$2 divided into 2 shares	100	Holding company
Wharf Properties China (0004) Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Wharf Properties China Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Wiser Global Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
<sup>ii</sup> 漢龍實業綜合開發(武漢)有限公司	The People's Republic of China	US\$33,100,000	100	Property
<sup>ii</sup> 九龍倉(武漢)置業有限公司	The People's Republic of China	US\$46,000,000	100	Property
<sup>i</sup> 上海龍申房地產發展有限公司	The People's Republic of China	US\$22,330,000	55	Property
<sup>ii</sup> 上海莉源房地產開發有限公司	The People's Republic of China	Registered capital US\$5,000,000 (paid up US\$14,000,000)	100	Property

Subsidiaries	Place of incorporation/ operation	Issued ordinary share capital/registered and paid up capital	Percentage of equity attributable to shareholders	Principal activities
▪ 上海萊源房地產開發有限公司	The People's Republic of China	US\$1,000,000	100	Property
▪ 上海清源房地產開發有限公司	The People's Republic of China	US\$21,000,000	100	Property
▪ 九龍倉(上海)企業管理有限公司	The People's Republic of China	US\$2,000,000	100	Management services
▪ 大上海時代廣場物業管理(上海)有限公司	The People's Republic of China	US\$500,000	100	Property management
▪ 龍茂房地產開發(成都)有限公司	The People's Republic of China	HK\$26,000,000	100	Property
▪ 龍悅房地產開發(成都)有限公司	The People's Republic of China	US\$3,000,000	100	Property
▪ 龍嘉房地產開發(成都)有限公司	The People's Republic of China	HK\$47,500,000	100	Property
▪ 蘇州蘇龍地產發展有限公司	The People's Republic of China	US\$6,800,000	100	Property
▪ 蘇州瑞龍地產發展有限公司	The People's Republic of China	Registered capital US\$3,000,000 (paid up US\$7,486,378)	100	Property
▪ 蘇州銀龍地產發展有限公司	The People's Republic of China	US\$21,000,000	100	Property
▪ 蘇州耀龍投資管理有限公司	The People's Republic of China	RMB5,000,000	100	Holding company
▪ 蘇州祥龍地產發展有限公司	The People's Republic of China	Registered capital RMB317,150,000 (paid up RMB817,150,000)	100	Property
▪ 蘇州兆龍地產發展有限公司	The People's Republic of China	Registered capital RMB1,189,110,000 (paid up RMB2,289,110,000)	100	Property
▪ 杭州堡華房地產開發有限公司	The People's Republic of China	RMB500,000,000	100	Property
▪ 蘇州昌龍地產發展有限公司	The People's Republic of China	RMB1,181,500,000	100	Property
▪ 蘇州昇龍地產發展有限公司	The People's Republic of China	RMB763,000,000	100	Property
▪ 九龍倉(無錫)置業有限公司	The People's Republic of China	US\$277,580,000	100	Property
▪ 無錫港龍置業有限公司	The People's Republic of China	US\$3,200,000	100	Property
▪ 無錫河畔置業有限公司	The People's Republic of China	US\$100,000	100	Property
▪ 無錫都會置業有限公司	The People's Republic of China	US\$5,600,000	100	Property
▪ 港盈房地產(杭州)有限公司	The People's Republic of China	Registered capital US\$1,990,000 (paid up US\$2,505,411)	100	Property
▪ 九龍倉(杭州)置業有限公司	The People's Republic of China	US\$7,870,000	100	Property
▪ 堡盈房地產開發(杭州)有限公司	The People's Republic of China	US\$9,330,000	100	Property
▪ 錦興房地產開發(杭州)有限公司	The People's Republic of China	US\$15,000,000	100	Property
▪ 洋立房地產(杭州)有限公司	The People's Republic of China	HK\$28,100,000	100	Property
▪ 望華房地產(杭州)有限公司	The People's Republic of China	Registered capital HK\$62,680,000 (paid up nil)	100	Property
▪ 富匯房地產開發(富陽)有限公司	The People's Republic of China	Registered capital US\$8,000,000 (paid up US\$9,300,000)	100	Property
▪ 會盈房地產(杭州)有限公司	The People's Republic of China	US\$130,000	100	Holding company
▪ 杭州杭龍置業管理有限公司	The People's Republic of China	US\$160,000	100	Holding company

# PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

At 31 December 2022

Subsidiaries	Place of incorporation/ operation	Issued ordinary share capital/registered and paid up capital	Percentage of equity attributable to shareholders	Principal activities
富景房地產開發(富陽)有限公司	The People's Republic of China	US\$10,000,000	100	Property
龍鼎房地產(杭州)有限公司	The People's Republic of China	Registered capital RMB5,000,000 (paid up RMB15,263,363)	100	Property
寰華房地產(杭州)有限公司	The People's Republic of China	RMB227,000,000	100	Property
寧波立成置業有限公司	The People's Republic of China	US\$26,000,000	100	Property
九龍倉置業(廣州)有限公司	The People's Republic of China	HK\$1,000,000	100	Holding company
九龍倉置業(重慶)有限公司	The People's Republic of China	US\$300,000	100	Property
九龍倉(中國)物業管理有限公司	The People's Republic of China	HK\$60,000,000	100	Property management
九龍倉(中國)投資有限公司	The People's Republic of China	US\$30,000,007	100	Holding company
大連時代廣場商業有限公司	The People's Republic of China	US\$4,500,000	100	Property
<b>Logistics</b>				
Modern Terminals Limited	Hong Kong	HK\$82,049,200 divided into 70,116 shares	68	Container terminal
Shenzhen Dachan Bay Modern Port Development Company, Limited	The People's Republic of China	RMB5,775,550,000	44	Container terminal
<b>Hotels</b>				
Wharf Hotels Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Chengdu Niccolo Holdings (Hong Kong) Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Extra Talent Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Primal Talent Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Wharf China Hotels Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Wharf Hotels Management Limited	Hong Kong	HK\$20 divided into 2 shares	100	Hotel management
武漢馬哥孛羅酒店有限公司	The People's Republic of China	US\$3,850,000	100	Hotel
成都馬哥孛羅酒店有限公司	The People's Republic of China	US\$4,000,000	100	Hotel
長沙尼依格羅酒店有限公司	The People's Republic of China	US\$4,000,000	100	Hotel
<b>Investment and others</b>				
Wharf Capital (0004) Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Wharf CME2 Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Holding company
Wharf Limited	Hong Kong	HK\$20 divided into 2 shares	100	Management services
Wharf Finance Limited	Hong Kong	HK\$2 divided into 2 shares	100	Finance
Wharf Finance (BVI) Limited	British Virgin Islands/Hong Kong	500 US\$1 shares	100	Finance
Wharf China Finance Limited	Hong Kong	HK\$5,000,000 divided into 5,000,000 shares	100	Finance
Flying Will Company Limited	Hong Kong	HK\$1 divided into 1 share	100	Finance
Wharf Finance (No.1) Limited	Hong Kong	HK\$2 divided into 2 shares	100	Finance
Every Success Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Finance
Proper Run Limited	Hong Kong	HK\$1 divided into 1 share	100	Finance
Wobble Company Limited	Hong Kong	HK\$500,000,000 divided into 500,000,000 shares	100	Finance
Classic Partner Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company
Spring Day Holdings Limited	Hong Kong	HK\$1 divided into 1 share	100	Holding company

Associates	Place of incorporation/ operation	Class of shares	Percentage of equity attributable to shareholders	Principal activities
<b>Properties</b>				
Elite Mind International Limited	Hong Kong	Ordinary	40	Holding company
Harpen Company Limited	Hong Kong	Ordinary	50	Holding company
Magic Delight Limited	Hong Kong	Ordinary	50	Holding company
Cheerful Age Company Limited	Hong Kong	Ordinary	50	Holding company
重慶嘉江房地產開發有限公司	The People's Republic of China	Registered	40	Property
蘇州雙湖房地產有限公司	The People's Republic of China	Registered	50	Property
佛山依雲房地產有限公司	The People's Republic of China	Registered	50	Property
佛山依雲上園房地產有限公司	The People's Republic of China	Registered	50	Property
佛山依雲觀園房地產有限公司	The People's Republic of China	Registered	40	Property
佛山招商果嶺房地產有限公司	The People's Republic of China	Registered	40	Property
佛山招商光華房地產有限公司	The People's Republic of China	Registered	50	Property
佛山招商中環房地產有限公司	The People's Republic of China	Registered	50	Property
廣州市萬尚房地產有限公司	The People's Republic of China	Registered	33	Property
北京廣盈房地產開發有限公司	The People's Republic of China	Registered	33	Property
北京亞林東房地產開發有限公司	The People's Republic of China	Registered	25	Property
北京亞林西房地產開發有限公司	The People's Republic of China	Registered	25	Property
北京亮馬置業有限公司	The People's Republic of China	Registered	30	Property
蘇州孚元置業有限公司	The People's Republic of China	Registered	33	Property
杭州龍孜投資管理有限公司	The People's Republic of China	Registered	26	Property
蘇州工業園區園嶸捷建設發展有限公司	The People's Republic of China	Registered	30	Property
蘇州新高智建建設發展有限公司	The People's Republic of China	Registered	30	Property
浙江綠九置業有限公司	The People's Republic of China	Registered	50	Property
杭州致謙投資有限公司	The People's Republic of China	Registered	50	Holding company
杭州綠城朝陽置業有限公司	The People's Republic of China	Registered	50	Property
龍景房地產(杭州)有限公司	The People's Republic of China	Registered	50	Property
<b>Logistics</b>				
Hong Kong Air Cargo Terminals Limited	Hong Kong	Ordinary	21	Air cargo terminal
Mega Shekou Container Terminals Limited	British Virgin Islands	Ordinary	14	Holding company

# PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

At 31 December 2022

Joint ventures	Place of incorporation/ operation	Class of shares	Percentage of equity attributable to shareholders	Principal activities
<b>Properties</b>				
Clear Elegant Limited	British Virgin Islands/Hong Kong	Ordinary	30	Holding company
Lucrative Year Limited	British Virgin Islands/Hong Kong	Ordinary	50	Holding company
Market Prospect Limited	Hong Kong	Ordinary	50	Property
Empire Land Investments Limited	Hong Kong	Ordinary	50	Holding company
Green Magic Investments Limited	Hong Kong	Ordinary	60	Holding company
Tower Beyond Limited	Hong Kong	Ordinary	50	Holding company
Vanguard Insight Limited	Hong Kong	Ordinary	50	Holding company
Long Global Investment Limited	Hong Kong	Ordinary	30	Holding company
Tartar Investments Limited	British Virgin Islands/Hong Kong	Ordinary	30	Holding company
Victor Choice Investments Limited	Hong Kong	Ordinary	49	Holding company
蘇州茂龍地產發展有限公司	The People's Republic of China	Registered	49	Property
重慶嘉益商業管理有限公司 (Formerly 重慶嘉益房地產開發有限公司)	The People's Republic of China	Registered	50	Property
祥寶投資(成都)有限公司	The People's Republic of China	Registered	30	Property
天津贏超房地產開發有限公司	The People's Republic of China	Registered	50	Property
寧波姚景房地產開發有限公司	The People's Republic of China	Registered	50	Property
寧波瑞峰置業有限公司	The People's Republic of China	Registered	50	Property
蘇州皓龍地產發展有限公司	The People's Republic of China	Registered	60	Property
大連九龍倉綠城置業有限公司	The People's Republic of China	Registered	60	Property
上海龍驤房地產開發有限公司	The People's Republic of China	Registered	50	Property
深圳前晉置業有限公司	The People's Republic of China	Registered	50	Property
北京西局置業有限公司	The People's Republic of China	Registered	80	Property
廣州建融房地產開發有限公司	The People's Republic of China	Registered	18	Holding company
廣州建穗房地產開發有限公司	The People's Republic of China	Registered	18	Property
廣州安合房地產開發有限公司	The People's Republic of China	Registered	10	Property
<b>Hotels</b>				
重慶尼依格羅酒店有限公司	The People's Republic of China	Registered	50	Hotel

# Subsidiaries held directly

i This entity is registered as a sino-foreign joint venture company under PRC law

ii This entity is registered as a wholly foreign owned enterprise under PRC law

iii This entity is registered as a wholly domestic owned enterprise under PRC law

Notes:

(a) All the subsidiaries listed above were, as at 31 December 2022, indirect subsidiaries of the Company except where marked #.

(b) The above list gives the principal subsidiaries, associates and joint ventures of the Group which, in the opinion of the Directors, principally affect the profit and assets of the Group.

(c) Set out below is details of debt securities issued by the wholly-owned subsidiaries of the Company and guaranteed by the Company:

Name of subsidiary/Borrower	Description of debt securities	Outstanding principal amount
Wharf Finance (BVI) Limited	HK\$ Guaranteed Fixed Rate Notes due 2023	HK\$300 Million
	RMB Guaranteed Fixed Rate Notes due 2023	RMB400 Million
	RMB Guaranteed Fixed Rate Notes due 2023	RMB300 Million
	RMB Guaranteed Fixed Rate Notes due 2024	RMB300 Million
	RMB Guaranteed Fixed Rate Notes due 2024	RMB600 Million
	HK\$ Guaranteed Fixed Rate Notes due 2024	HK\$200 Million
	HK\$ Guaranteed Fixed Rate Notes due 2024	HK\$300 Million
	HK\$ Guaranteed Fixed Rate Notes due 2024	HK\$200 Million
	HK\$ Guaranteed Fixed Rate Notes due 2024	HK\$200 Million
	RMB Guaranteed Fixed Rate Notes due 2024	RMB300 Million
	RMB Guaranteed Fixed Rate Notes due 2024	RMB250 Million
HK\$ Guaranteed Fixed Rate Notes due 2026	HK\$300 Million	
Wharf Finance Limited	HK\$ Guaranteed Fixed Rate Notes due 2023	HK\$100 Million
	HK\$ Guaranteed Fixed Rate Notes due 2023	HK\$100 Million
	HK\$ Guaranteed Fixed Rate Notes due 2024	HK\$500 Million
	HK\$ Guaranteed Fixed Rate Notes due 2024	HK\$200 Million
	HK\$ Guaranteed Fixed Rate Notes due 2024	HK\$195 Million
	HK\$ Guaranteed Fixed Rate Notes due 2024	HK\$185 Million
	HK\$ Guaranteed Fixed Rate Notes due 2024	HK\$177 Million
	HK\$ Guaranteed Fixed Rate Notes due 2025	HK\$800 Million
	HK\$ Guaranteed Fixed Rate Notes due 2027	HK\$230 Million
HK\$ Guaranteed Fixed Rate Notes due 2040	HK\$250 Million	
Wharf Finance (No. 1) Limited	RMB Guaranteed Fixed Rate Notes due 2023	RMB200 Million
	JPY Guaranteed Fixed Rate Notes due 2026	JPY10,000 Million

# SCHEDULE OF PRINCIPAL PROPERTIES

As at 31 December 2022

## APPROXIMATE GROSS FLOOR AREAS (sq.ft.)

Address	Total	Office	Retail	Residential	Others
<b>HONG KONG</b>					
<b>Properties – Investment</b>					
Units at Strawberry Hill, 8 Plunkett's Road & 32 Plantation Road, The Peak	13,000	–	–	13,000	–
Chelsea Court, 63 Mount Kellett Road, The Peak	43,000	–	–	43,000	–
11 Plantation Road, The Peak	46,300	–	–	46,300	–
1 Plantation Road, The Peak	91,000	–	–	91,000	–
77/79 Peak Road, The Peak	11,000	–	–	11,000	–
<b>Total Hong Kong Properties – Investment</b>	<b>204,300</b>	<b>–</b>	<b>–</b>	<b>204,300</b>	<b>–</b>
<b>Properties – Development</b>					
Kowloon Tong Residential Project, Lung Cheung Road, Kowloon	436,400	–	–	436,400	–
No.2-8 Mansfield Road	259,300	–	–	259,300	–
Kowloon Godown, 1-5 Kai Hing Road, Kowloon Bay	829,000	–	6,400	822,600	–
	1,524,700	–	6,400	1,518,300	–
<b>Associates/joint ventures</b> (Attributable – Note g)					
Various Lots at Yau Tong Bay, Yau Tong	611,400	–	13,700	597,700	–
Mount Nicholson, 8 Mount Nicholson Road, The Peak	21,300	–	–	21,300	–
Kai Tak Area 4A Site 2, Kai Tak, Kowloon	361,500	–	11,900	324,500	25,100
No. 9, 11 Mansfield Road	72,500	–	–	72,500	–
	1,066,700	–	25,600	1,016,000	25,100
<b>Total Hong Kong Properties – Development</b>	<b>2,591,400</b>	<b>–</b>	<b>32,000</b>	<b>2,534,300</b>	<b>25,100</b>
<b>HONG KONG TOTAL</b>	<b>2,795,700</b>	<b>–</b>	<b>32,000</b>	<b>2,738,600</b>	<b>25,100</b>

(Remarks)	Site Area (Sq.ft.)	Lot Number	Lease Expiry	Year of Completion/ Expected Completion	Stage of Completion	Effective Equity Interest to the Company
	N/A	RBL 512 & 1004	2027/28	1974/77	N/A	100%
	29,640	RBL 556 S.A.R.P. & S.B.	2035	2001	N/A	100%
	32,145	RBL 522, 639, 661	2027	2017	N/A	100%
	97,670	RBL 534 S.E., S.F. & R.P.	2028	2022	Fitout works in progress	100%
	76,726	RBL 836	2029	2017	N/A	100%
	196,561	NKIL 6579	2068	2025	Superstructure in progress	100%
	134,884	RBL 1211	2071	2025	Foundation in progress	100%
	165,809	NKIL 6447	2072	2027	Demolition in progress	100%
	808,398	R.P. of YTML 22 & ext., YTML 28 & ext., YTML 29 & ext., and YTML 12, 32 and 33 together with adjoining lots at Yau Tong Bay	2047	N/A	Planning stage	15%
	250,930	IL 9007	2060	2016	N/A	50%
	197,552	NKIL 6554	2069	2024	Superstructure in progress	30%
	54,541	RBL 1222	2071	2025	Foundation in progress	50%



# SCHEDULE OF PRINCIPAL PROPERTIES

As at 31 December 2022

## APPROXIMATE GROSS FLOOR AREAS (sq.ft.)

Address	Total	Office	Retail	Residential	Others
<b>MAINLAND CHINA</b>					
<b>Properties – Investment</b>					
<b>Completed Investment Properties</b>					
Shanghai Times Square 93-111 Huai Hai Zhong Road, Shanghai	973,000	331,000	447,000	195,000	–
Chongqing Times Square 100 Zou Rong Road, Yuzhong District, Chongqing	591,800	13,800	578,000	–	–
Wuhan Times Square 160 Yan Jiang Da Dao, Jiangnan District, Wuhan	8,000	–	8,000	–	–
Dalian Times Square 50 Ren Min Road, Zhongshan District, Dalian	188,000	–	188,000	–	–
Times Outlets Chengdu No. 99 Shuangnan Avenue (Middle Section) Shuangliu County, Chengdu	680,000	–	680,000	–	–
Chengdu International Finance Square Junction of Hongxing Road and Da Ci Si Road, Jinjiang District	6,042,000	3,092,000	2,195,000	755,000	–
Wuxi International Finance Square Taihu Plaza, Nanchang District, Wuxi	2,036,000	2,036,000	–	–	–
Chongqing International Finance Square Zones A of Jiangbei City, Jiang Bei District, Chongqing (Attributable – Note g)	1,226,000	653,000	573,000	–	–
Shanghai Wheelock Square 1717 Nan Jing Xi Road, Jingan District, Shanghai	1,199,000	1,149,000	50,000	–	–
Changsha International Finance Square Furong District, Changsha	2,619,000	–	2,619,000	–	–
Times Outlets Changsha 168 Ou Zhou Bei Lu, Jinzhou New District Industrial Concentration Zone Changsha, Hunan China	772,000	–	772,000	–	–
	16,334,800	7,274,800	8,110,000	950,000	–

(Remarks)	Site Area (Sq.ft.)	Lot Number	Lease Expiry	Year of Completion/ Expected Completion	Stage of Completion	Effective Equity Interest to the Company
	148,703	N/A	2043	2000	N/A	100%
	76,205	N/A	2050	2004	N/A	100%
	(a)	N/A	2053	2008	N/A	100%
	(b)	N/A	2039	2009	N/A	100%
	(c)	N/A	2047	2009	N/A	100%
	(d)	N/A	2047/79	2013/14/16	N/A	100%
	313,867	N/A	2047/57	2014	N/A	100%
	(e)	N/A	2051	2017	N/A	50%
	136,432	N/A	2049	2010	N/A	98%
	(f)	N/A	2051	2018	N/A	100%
	1,299,000	N/A	2055	2016	N/A	100%

# SCHEDULE OF PRINCIPAL PROPERTIES

As at 31 December 2022

Address	APPROXIMATE GROSS FLOOR AREAS (sq.ft.)				
	Total	Office	Retail	Residential	Others
<b>Investment Properties Under Development</b>					
The Koko Site no. T102-0262, Qianhai, Nanshan District, Shenzhen (Attributable – Note g)	274,000	–	43,000	226,000	5,000
	274,000	–	43,000	226,000	5,000
Marco Polo Wuhan 160 Yan Jiang Da Dao, Jiangnan District, Wuhan	405,000	–	–	–	405,000
Niccolo Chengdu Tower 3, IFS, No.1, Section 3, Hongxing Road Jinjiang District, Chengdu, Sichuan 610021, China	448,000	–	–	–	448,000
Niccolo Changsha Tower 1, Changsha IFS, 188 Jiefang West Road, Furong District, Changsha, Hunan 410005, China	442,000	–	–	–	442,000
Niccolo Chongqing Tower 1, Chongqing IFS, 38 North Avenue Jiangbeicheng, Jiangbei District, Chongqing 400023, China (Attributable – Note g)	219,000	–	–	–	219,000
	1,514,000	–	–	–	1,514,000
<b>Total Mainland China Properties – Investment</b>	<b>18,122,800</b>	<b>7,274,800</b>	<b>8,153,000</b>	<b>1,176,000</b>	<b>1,519,000</b>

(Remarks)	Site Area (Sq.ft.)	Lot Number	Lease Expiry	Year of Completion/ Expected Completion	Stage of Completion	Effective Equity Interest to the Company
	80,000	N/A	2057	2023	Fitout works in progress	50%
(A 356-room hotel)	(a)	N/A	2053	2008	N/A	100%
(A 238-room hotel)	(d)	N/A	2049	2015	N/A	100%
(A 243-room hotel)	(f)	N/A	2051	2018	N/A	100%
(A 252-room hotel on 100% ownership)	(e)	N/A	2051	2017	N/A	50%

# SCHEDULE OF PRINCIPAL PROPERTIES

As at 31 December 2022

## APPROXIMATE GROSS FLOOR AREAS (sq.ft.)

Address	Total	Office	Retail	Residential	Others
<b>Properties – Development</b>					
Hangzhou Royal Seal Lot#FG05 of Wenhui Road, Hangzhou	2,000	–	–	2,000	–
Hangzhou Imperial Park Lot#XC0502-R21-40, Santang Unit, Xiacheng District, Hangzhou	315,000	–	–	315,000	–
Parc Regal Site FG01-R21-07, Qinglong Unit, Gongshu District, Hangzhou	729,000	–	–	729,000	–
Parc Royale Site FG01-R21-05, Qinglong Unit, Gongshu District, Hangzhou	9,000	–	–	9,000	–
Shanghai One Jingan 398 Wanhangu Road, Jingan District, Shanghai	25,000	–	–	25,000	–
Bellagio (Yin Shan Lake Project) Wang Wu Lu, Guo Sin Lu, Wu Chong New District, Suzhou	34,000	–	–	34,000	–
The Legend (Wuzhong Lot #24) East of Ying Chun Lu, Guo Xin Qu, Wu Zhong District, Suzhou	320,000	–	–	320,000	–
Suzhou Yangcheng Lake Lot #27 South of Yang Cheng Hu Zhen Xiang Zhou Road, East of Shun Xian Road, Xiangcheng District, Suzhou	888,000	–	11,000	877,000	–
Suzhou Xiangcheng Yuan He Street Lot #77 South of Yuan He Street An Yuan Road, East of Wen Ling Road, Xiangcheng District, Suzhou	308,000	–	–	308,000	–
Villa One (Huayuan Road Lot#78 project) North of HuangQiao Street HuaYuan Road, East of TongHu Road, Xiangcheng District, Suzhou	993,000	–	–	993,000	–
River Pitti Nanchang District and abutting on Jinhang Canal, Wuxi	22,000	–	–	22,000	–
Times Town, Shuangliu Development Zone Junction of Shuang Nan Avenue and Guang Hua Avenue, Shuangliu County, Chengdu	3,322,000	2,348,000	962,000	12,000	–
Chengdu Times City Shuangliu Huayang Street, Qinghe Community Group 8 and Gongxing Street Outang Village Group 5, Chengdu	1,000	–	1,000	–	–
Le Palais Lot No. 8 along Section 3 of the 2nd Ring Road East, Chenghua District, Chengdu	22,000	–	22,000	–	–
Changsha International Finance Square Furong District, Changsha	4,514,000	2,719,000	–	1,012,000	783,000

(Remarks)	Site Area (Sq.ft.)	Lot Number	Lease Expiry	Year of Completion/ Expected Completion	Stage of Completion	Effective Equity Interest to the Company
	258,358	N/A	2080	2017	N/A	100%
	115,648	N/A	2087	2023	Superstructure in progress	100%
	356,321	N/A	2088	2023	Superstructure in progress	100%
	180,824	N/A	2088	2022	N/A	100%
	170,825	N/A	2043/63	2020	N/A	55%
	2,501,747	N/A	2081	2022	N/A	100%
	181,643	N/A	2087	2023	Superstructure in progress	100%
	1,112,825	N/A	2057/87	2022	N/A	100%
	533,173	N/A	2058/88	2021	N/A	100%
	1,013,022	N/A	2088	2023	Superstructure in progress	100%
	2,121,662	N/A	2048/78	2019	N/A	100%
	(c)	N/A	2047/77	2024	Superstructure in progress	100%
	800,882	N/A	2053/83	2021	N/A	100%
	1,130,000	N/A	2050/80	2016	N/A	100%
(A 517-room hotel)	(f)	N/A	2051	2023	Superstructure in progress	100%

# SCHEDULE OF PRINCIPAL PROPERTIES

As at 31 December 2022

## APPROXIMATE GROSS FLOOR AREAS (sq.ft.)

Address	Total	Office	Retail	Residential	Others
Dalian Times Square 50 Ren Min Road, Zhongshan District, Dalian	10,000	–	–	10,000	–
Luxurious Mountain View Xianzhu Road/Xiangyang Road, Shouxiang Shijiyuan Village, Fuyang	850,000	–	–	850,000	–
	12,364,000	5,067,000	996,000	5,518,000	783,000
<b>Associates/joint ventures</b> (Attributable – Note g)					
Sunrise Coast South of Jinchang South Lu, Chencunzhen, Shunde District, Foshan	67,000	–	–	67,000	–
Rosy Mansion West of Shalong Lu, Jiujiangzhen, Nanhai District, Foshan	408,000	–	20,000	388,000	–
Glory Garden West of Jiansheyi Lu, Southwest Street, Sanshui District, Foshan	416,000	–	6,000	410,000	–
Guangzhou Central Manor Guangzhou Baiyun District Shijing Town Shitan Road No.444	65,000	–	4,000	61,000	–
Guangzhou Montkam Garden Guangzhou Baiyun District Guanghuayui Road East	38,000	–	–	38,000	–
The Pearl on the Crown South 2nd Ring, Fengtai District, Beijing	1,000	–	–	1,000	–
One LiangMa North to Jiu Xianqiao South Street, East to Jiangtai East Road, South to Liangmahe North Road, West to Planning road, Chaoyang District, Beijing	68,000	–	45,000	17,000	6,000
West Manor Near to Lize Bridge NW corner, Beijing	321,000	–	–	184,000	137,000
Hangzhou Guiyu Chaoyang Hangzhou Xiaoshan Shixin Road (next to Chaoyang MTR Station)	83,000	–	–	83,000	–
Parc Grande Site FG01-R21-06, Qinglong Unit, Gongshu District, Hangzhou	13,500	–	5,500	8,000	–
Poetic Palace Suzhou Xiang Cheng District Yuanhe Road	703,000	–	–	703,000	–
Villa One (Huayuan Road Lot#25 project) The Junction between Hua Yuan Road and Tong Hu Road, Hu Qiu Wetland Park, Xiang Cheng District, Suzhou	74,000	–	–	74,000	–

(Remarks)	Site Area (Sq.ft.)	Lot Number	Lease Expiry	Year of Completion/ Expected Completion	Stage of Completion	Effective Equity Interest to the Company
	(b)	N/A	2069	2009	N/A	100%
	3,210,772	N/A	2082	2024	Superstructure in progress	100%
	740,000	N/A	2056/86	2020	N/A	40%
	876,000	N/A	2057/87	2022	N/A	50%
	759,000	N/A	2057/87	2022	N/A	50%
	395,000	N/A	2087	2021	N/A	18%
	308,000	N/A	2087	2023	Superstructure in progress	10%
	582,000	N/A	2085	2018	N/A	25%
	605,000	N/A	2086	2021	N/A	30%
	395,000	N/A	2087	2021	N/A	80%
	754,869	N/A	2058/88	2021	N/A	50%
	606,185	N/A	2088	2022	N/A	50%
	1,206,849	N/A	2087	2023	Superstructure in progress	33%
	724,116	N/A	2087	2021	N/A	60%



# SCHEDULE OF PRINCIPAL PROPERTIES

As at 31 December 2022

## APPROXIMATE GROSS FLOOR AREAS (sq.ft.)

Address	Total	Office	Retail	Residential	Others
Loral Mansion (Suzhou Huangpu Street Lot#82 project) East & West of ShiShan Street, South of ZhuYuan Road, Suzhou New District, Suzhou	8,000	–	–	8,000	–
Suzhou Shanshui Yuelanting Junction of Jinshan Road and Zhujiang Road, New District, Suzhou	1,000	–	–	1,000	–
Garden Valley Taoyuan Area, Jiefang Road, Zhongshan District, Dalian	16,000	–	11,000	5,000	–
Chengdu ICC South of Shuanggui Road, North of Niusha Road East of Erhuan Road, West of Shahe, Jinjiang District, Chengdu	3,080,000	1,146,000	414,000	1,421,000	99,000
The Throne Zones C of Jiangbei City, Jiang Bei District, Chongqing	42,000	–	42,000	–	–
International Community Zone C of Danzishi, Nanan District, Chongqing	310,000	–	308,000	2,000	–
	5,714,500	1,146,000	855,500	3,471,000	242,000
<b>Total Mainland China Properties – Development</b>	<b>18,078,500</b>	<b>6,213,000</b>	<b>1,851,500</b>	<b>8,989,000</b>	<b>1,025,000</b>
<b>MAINLAND CHINA TOTAL</b>	<b>36,201,300</b>	<b>13,487,800</b>	<b>10,004,500</b>	<b>10,165,000</b>	<b>2,544,000</b>
<b>GROUP PROPERTIES – INVESTMENT</b>	<b>18,327,100</b>	<b>7,274,800</b>	<b>8,153,000</b>	<b>1,380,300</b>	<b>1,519,000</b>
<b>GROUP PROPERTIES – DEVELOPMENT</b>	<b>20,669,900</b>	<b>6,213,000</b>	<b>1,883,500</b>	<b>11,523,300</b>	<b>1,050,100</b>
<b>GROUP TOTAL (Note i)</b>	<b>38,997,000</b>	<b>13,487,800</b>	<b>10,036,500</b>	<b>12,903,600</b>	<b>2,569,100</b>

### Notes:

- (a) This property forms part of Wuhan Times Square which has a total site area of 188,090 sq. ft.
- (b) This property forms part of Dalian Times Square which has a total site area of 171,356 sq. ft.
- (c) This property forms part of Chengdu Shuangliu Development Zone which has a total site area of 3,900,589 sq. ft.
- (d) This property forms part of Chengdu International Finance Square which has a total site area of 590,481 sq. ft.
- (e) This property forms part of Chongqing International Finance Square which has a total site area of 516,021 sq. ft.
- (f) This property forms part of Changsha International Finance Square which has a total site area of 800,452 sq. ft.
- (g) The floor areas of properties held through associates and joint ventures are shown on an attributable basis.
- (h) Total Mainland development properties area included 2,994,000 sq. ft. pre-sold areas which have not yet been recognised in the financial statements.
- (i) In addition to the above floor areas, the Group has total attributable carpark areas of approximately 15 million sq. ft. mainly in Mainland China.

(Remarks)	Site Area (Sq.ft.)	Lot Number	Lease Expiry	Year of Completion/ Expected Completion	Stage of Completion	Effective Equity Interest to the Company
	582,332	N/A	2088	2022	N/A	49%
	809,797	N/A	2088	2020	N/A	30%
	922,475	N/A	2083	2019	N/A	60%
	2,212,128	N/A	2048/78	2014 and beyond	Superstructure in progress	30%
	2,335,535	N/A	2050/60	2020	N/A	50%
	6,080,656	N/A	2047/57	2022	N/A	40%

# TEN-YEAR FINANCIAL SUMMARY

Year ended 31 December	2022 HK\$ Million	2021 HK\$ Million	2020 HK\$ Million	2019 HK\$ Million	2018 HK\$ Million
<b>Consolidated Income Statement</b>					
Revenue	18,064	22,378	20,997	16,874	21,055
Operating profit	6,603	8,536	11,104	7,869	8,752
Underlying net profit (Note a)	303	3,646	3,417	3,016	6,798
(Loss)/profit attributable to equity shareholders	(1,705)	6,019	3,864	3,386	6,623
Dividends attributable to shareholders (Note d)	1,222	1,222	1,221	991	1,981
<b>Consolidated Statement of Financial Position</b>					
Investment properties	69,222	76,525	78,151	74,811	74,738
Property, plant and equipment	12,088	12,967	13,250	13,056	13,670
Interests in associates/joint ventures	30,845	35,859	33,139	43,085	41,859
Other long term investments	48,924	52,902	66,875	36,531	30,544
Properties for sale	42,986	48,485	42,396	44,083	45,954
Bank deposits and cash	14,648	23,559	16,668	27,292	17,448
Other assets	3,032	3,403	3,616	3,360	3,136
Total assets	221,745	253,700	254,095	242,218	227,349
Bank loans and other borrowings	(19,964)	(36,745)	(42,174)	(46,336)	(43,086)
Other liabilities	(46,074)	(50,578)	(48,445)	(49,539)	(45,503)
Net assets	155,707	166,377	163,476	146,343	138,760
Share capital and other statutory capital reserves	30,381	30,381	30,270	30,221	30,173
Reserves	121,204	131,639	128,584	112,653	105,251
Shareholders' equity (Note e)	151,585	162,020	158,854	142,874	135,424
Non-controlling interests	4,122	4,357	4,622	3,469	3,336
Total equity	155,707	166,377	163,476	146,343	138,760
Net debt/(cash)	5,316	13,186	25,506	19,044	25,638
<b>Financial Data</b>					
<i>Per share data</i>					
(Loss)/earnings per share (HK\$)					
– Underlying net profit	0.10	1.19	1.12	0.99	2.23
– Attributable to equity shareholders	(0.56)	1.97	1.27	1.11	2.18
Net asset value per share (HK\$) (Note e)	49.60	53.02	52.07	46.86	44.45
Cash dividends per share (HK\$ Cents) (Note d)	40.00	40.00	40.00	32.50	65.00
<i>Financial ratios</i>					
Net debt to shareholders' equity (%)	3.5%	8.1%	16.1%	13.3%	18.9%
Net debt to total equity (%)	3.4%	7.9%	15.6%	13.0%	18.5%
Interest cover (Times) (Note c)	8.8	9.8	9.3	5.1	6.5
Return on shareholders' equity (%) (Note b)	(1.1%)	3.8%	2.6%	2.4%	4.8%
Dividend payout (%)					
– Underlying net profit	403.3%	33.5%	35.7%	32.9%	29.1%
– Profit attributable to equity shareholders	N/A	20.3%	31.5%	29.3%	29.9%

## Notes:

- (a) Underlying net profit primarily excludes investment property revaluation deficit/surplus, mark-to-market changes on financial instruments and non-recurring items, including the gain of HK\$4,499 million from disposal of investment properties in 2017, and the gain of HK\$7,260 million from disposal of Wharf T&T in 2016.
- (b) Return on shareholders' equity is based on (loss)/profit attributable to shareholders over average shareholders' equity during the year.
- (c) Interest cover is based on EBITDA over finance costs (before capitalisation and fair value gain/loss).

Year ended 31 December	2017	2016	2015	2014	2013
	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
<b>Consolidated Income Statement</b>					
Revenue	43,273	46,627	40,875	38,136	31,887
Operating profit	20,622	17,065	14,853	14,283	13,280
Underlying net profit (Note a)	16,142	13,980	11,180	10,637	11,345
Profit attributable to equity shareholders	21,876	21,440	16,024	35,930	29,380
Dividends attributable to shareholders (Note d)	4,836	6,520	5,759	5,486	5,151
<b>Consolidated Statement of Financial Position</b>					
Investment properties	82,128	319,298	310,177	301,890	261,097
Property, plant and equipment	13,201	20,735	22,779	25,027	24,161
Interest in associates/joint ventures	30,445	31,147	35,397	41,479	38,790
Other long term investments	19,109	5,723	8,102	3,740	3,744
Properties for sale	25,200	23,874	37,768	47,543	53,764
Bank deposits and cash	45,697	36,957	23,510	18,725	24,515
Other assets	6,867	6,093	6,183	6,254	8,981
Total assets	222,647	443,827	443,916	444,658	415,052
Bank loans and other borrowings	(36,409)	(60,794)	(70,707)	(77,984)	(82,587)
Other liabilities	(40,767)	(57,627)	(56,029)	(52,563)	(48,210)
Net assets	145,471	325,406	317,180	314,111	284,255
Share capital and other statutory capital reserves	29,760	29,497	29,441	29,376	29,376
Reserves	112,214	287,297	278,287	276,119	246,181
Shareholders' equity	141,974	316,794	307,728	305,495	275,557
Non-controlling interests	3,497	8,612	9,452	8,616	8,698
Total equity	145,471	325,406	317,180	314,111	284,255
Net debt/(cash)	(9,288)	23,837	47,197	59,259	58,072
<b>Financial Data</b>					
<i>Per share data</i>					
(Loss)/earnings per share (HK\$)					
– Underlying net profit	5.32	4.61	3.69	3.51	3.74
– Attributable to equity shareholders	7.21	7.07	5.29	11.86	9.70
Net asset value per share (HK\$) (Note e)	46.75	104.48	101.53	100.82	90.94
Cash dividends per share (HK\$ Cents) (Note d)	159.00	215.00	190.00	181.00	170.00
<i>Financial ratios</i>					
Net debt to shareholders' equity (%)	N/A	7.5%	15.3%	19.4%	21.1%
Net debt to total equity (%)	N/A	7.3%	14.9%	18.9%	20.4%
Interest cover (Times) (Note c)	12.9	8.5	7.6	6.1	5.8
Return on shareholders' equity (%) (Note b)	9.5%	6.9%	5.2%	12.4%	11.2%
Dividend payout (%)					
– Underlying net profit	30.0%	46.6%	51.5%	51.6%	45.4%
– Profit attributable to equity shareholders	22.1%	30.4%	35.9%	15.3%	17.5%

Notes (continued):

- (d) Distribution in specie in the form of shares in i-CABLE and in Wharf REIC of HK\$562 million (equivalent to HK\$0.19 per share) and HK\$197,779 million (equivalent to HK\$65.14 per share), respectively, was made during 2017 in addition to the above cash dividend distribution.
- (e) Shareholders' equity and net asset value per share decreased significantly in 2017 over 2016 mainly resulting from the Wharf REIC spinoff implemented by distribution of a special interim dividend.
- (f) Certain figures have been restated to comply with the prevailing HKFRSs.

**ART PIECE CREDIT:**

KIM Hyunsik, *Who Likes Blue?*, P.1, 12, 32  
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A Chinese version of this Annual Report is available from the Company upon request.

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