

*ANNUAL REPORT 2024*  
二 零 二 四 年 年 報



**ALLIED GROUP LIMITED**

聯 合 集 團 有 限 公 司

(Stock Code 股份代號：373)

## 目錄

	頁次
公司資料	65
主席報告	66
業務回顧	68
物業發展及投資概覽	82
董事及高級行政人員一覽	96
企業管治報告	99
董事會報告	115
獨立核數師報告	127
綜合損益表	138
綜合損益及其他全面收益表	139
綜合財務狀況表	141
綜合權益變動表	144
綜合現金流量表	146
綜合財務報表附註	149
財務概要	365
物業發展資料	366
發展中物業資料	372
物業及酒店投資資料	373

## 董事會

狄亞法

主席兼非執行董事

長原彰弘

副主席兼非執行董事

李成輝

行政總裁兼執行董事

勞景祐

執行董事

麥伯雄

執行董事

李淑慧

非執行董事

白禮德

獨立非執行董事

Alan Stephen Jones

獨立非執行董事

楊麗琛

獨立非執行董事

周國榮

獨立非執行董事

## 執行委員會

李成輝 主席

勞景祐

## 審核委員會

Alan Stephen Jones 主席

狄亞法

白禮德

楊麗琛

周國榮

## 薪酬委員會

白禮德 主席

狄亞法

Alan Stephen Jones

楊麗琛

周國榮

## 提名委員會

狄亞法 主席

白禮德

Alan Stephen Jones

楊麗琛

周國榮

## 往來銀行

中國銀行(香港)有限公司

大新銀行有限公司

華僑銀行(香港)有限公司

大眾銀行(香港)有限公司

渣打銀行(香港)有限公司

台北富邦商業銀行股份有限公司

台新國際商業銀行股份有限公司

東亞銀行有限公司

## 註冊辦事處

香港

灣仔

告士打道138號

聯合鹿島大廈

22樓

電話：2519 2288

傳真：2598 5518 / 2598 0419

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## 股份過戶登記處

香港中央證券登記有限公司

香港

灣仔

皇后大道東183號

合和中心

17樓

1712-1716舖

## 公司秘書

劉冬妮

## 核數師

德勤•關黃陳方會計師行

註冊公眾利益實體核數師

## 律師

胡百全律師事務所

胡關李羅律師行

## 股份代號

373

## 網站

<http://www.alliedgroup.com.hk>

<http://www.irasia.com/listco/hk/alliedgroup/index.htm>

本人欣然向聯合集團有限公司(「本公司」)股東們提呈本公司及其附屬公司(統稱「本集團」)二零二四年年度業績。

### 財務業績

截至二零二四年十二月三十一日止年度，本集團的收入為7,669.8百萬港元(二零二三年：7,618.6百萬港元)。本公司股東應佔年度虧損為776.7百萬港元，而二零二三年的虧損為125.4百萬港元，虧損增加651.3百萬港元。年內每股基本虧損為0.22港元(二零二三年：每股基本虧損0.04港元)。

### 股息

董事會不建議派發截至二零二四年十二月三十一日止年度的股息(二零二三年：無)。

### 暫停辦理股份過戶登記

釐定出席本公司將於二零二五年五月二十九日舉行之應屆股東週年大會(「二零二五年股東週年大會」)並於會上投票的資格

- 過戶文件送交本公司之股份過戶登記處辦理登記手續的最後時限 二零二五年五月二十三日(星期五) 下午四時三十分
- 暫停辦理本公司股份過戶登記 二零二五年五月二十六日(星期一) 至二零二五年五月二十九日(星期四)(包括首尾兩天)

於上述暫停辦理期間，本公司股份之轉讓手續將不予辦理。本公司股東(「股東」)為符合出席二零二五年股東週年大會並於會上投票的資格，須於上述最後時限前將所有過戶文件連同有關股票送交本公司之股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716舖)辦理股份過戶登記手續。

### 業務前景

緊隨本報告為行政總裁發表之「業務回顧」，以說明本集團對日後業務之展望。

## 致謝

儘管本集團於二零二四年錄得虧損，但我們相信，憑著審慎的策略，加上員工的忠誠、專注和專業精神，本集團當可運籌帷幄，迎接二零二五年的重重挑戰。

本人謹此代表本集團對我們的員工所作的努力致謝，並期望各位員工繼續支持本集團。本人謹此衷心感謝各董事、各專業顧問以及各位股東在這一年以來對本集團的支持。

主席  
狄亞法

香港，二零二五年三月二十六日

## 簡介

本公司乃一間控股投資公司，其既定政策乃專注運用其管理及財務資源於物業發展、物業投資及金融服務以及物業相關服務及其他投資之核心業務上。本公司主要透過其擁有56.94%之附屬公司天安中國投資有限公司(「天安」)經營中國內地的物業發展及物業投資業務。本公司亦主要透過本公司若干全資附屬公司、本公司擁有50%之合營公司Allied Kajima Limited(「AKL」)及天安擁有74.98%之附屬公司亞證地產有限公司(「亞證地產」)經營在香港的物業投資。天安卓健有限公司(「天安卓健」)(前稱中國醫療網絡有限公司)為天安擁有51.26%之附屬公司，主要在中國內地經營醫療、醫院及護老業務。本公司亦主要透過其擁有73.51%股權之新鴻基有限公司(「新鴻基」)及新鴻基實際持有62.74%股權之亞洲聯合財務有限公司(「亞洲聯合財務」)經營金融服務業務。本公司之聯營公司亞太資源有限公司(「亞太資源」)從事資源投資及商品貿易業務。本公司主要透過其間接全資附屬公司Allied Services Hong Kong Limited(「Allied Services」)在香港經營物業管理及護老服務業務。

## 財務摘要

	二零二四年 百萬港元	二零二三年 百萬港元
收入	7,669.8	7,618.6
本公司股東應佔年度虧損	(776.7)	(125.4)
本公司股東應佔權益	42,524.8	43,538.9
本公司股東應佔權益回報率	(1.8)%	(0.3)%
每股虧損		
— 基本	(0.22)港元	(0.04)港元
— 攤薄	(0.22)港元	(0.04)港元
	於 二零二四年 十二月三十一日	於 二零二三年 十二月三十一日
本公司股東應佔每股資產淨值	12.10港元	12.39港元
資本負債比率	5.5%	19.4%

## 財務回顧

### 財務業績

本集團之年內收入為7,669.8百萬港元(二零二三年：7,618.6百萬港元)。

本公司股東應佔年度虧損為776.7百萬港元，而二零二三年的虧損為125.4百萬港元。

年內虧損增加乃主要由於下列因素的淨影響：

- 天安錄得應佔虧損，相比於二零二三年則錄得應佔溢利；
- 與二零二三年相比，本集團投資物業的公平價值減少淨額較高；
- 本公司之一間上市聯營公司亞太資源的業績錄得應佔虧損，相比二零二三年則錄得應佔溢利；及
- 新鴻基錄得應佔溢利，相比二零二三年則錄得應佔虧損。

### 每股虧損

年內，每股基本虧損為0.22港元，而二零二三年的每股基本虧損為0.04港元。

### 資本管理及庫務政策

本集團管理其資本旨在透過優化債權平衡，確保本集團屬下各公司能繼續持續經營並給予股東最高回報。本集團的資本架構包括債務(包括銀行及其他借貸以及應付票據)及本公司股東應佔權益(包括已發行股本及儲備)。本集團管理層運用資本負債比率(即本集團的銀行及其他借貸以及應付票據減去銀行存款、現金及現金等價物的債務淨額除以本公司股東應佔權益)持續檢討資本架構。

此外，本集團的庫務政策為確保本集團的資本承擔、投資和營運的資金需求能夠得到滿足，並對流動資金進行管理，以確保資金流入可配合所有到期償還責任，並達到現金流量管理之高度和諧性。本集團會不時審視信用信貸額並會借入新信用信貸或重續信貸額。本集團監管其流動資金狀況，確保有審慎而充裕之流動資金比率，透過本集團相關集團公司管理層以高透明度及集體方式進行監察來達成。

## 財務回顧(續)

## 財務資源、流動資金及資本架構

於報告期末，本公司股東應佔權益為42,524.8百萬港元，較二零二三年減少1,014.1百萬港元。本集團之現金及銀行結餘維持充裕，於二零二四年十二月三十一日之現金及銀行結餘約為17,565.2百萬港元(二零二三年：15,950.2百萬港元)。本集團之銀行及其他借貸以及應付票據合共為19,900.1百萬港元(二零二三年：24,380.9百萬港元)，其中按要求償還或於一年內償還之部分為11,223.0百萬港元(二零二三年：12,547.4百萬港元)，其餘長期部分為8,677.1百萬港元(二零二三年：11,833.5百萬港元)。本集團流動資金之流動比率(流動資產／流動負債)為1.47倍(二零二三年：1.51倍)。本集團之資本負債比率(銀行及其他借貸以及應付票據淨額／本公司股東應佔權益)為5.5%(二零二三年：19.4%)。

銀行及其他借貸以及應付票據的進一步詳情載列如下：

	二零二四年 百萬港元	二零二三年 百萬港元
<b>銀行及其他借貸</b>		
銀行貸款	16,247.5	17,950.2
其他借貸	602.6	662.1
	<b>16,850.1</b>	<b>18,612.3</b>
<b>須於一年內償還及列於流動負債之款項</b>	<b>11,066.9</b>	<b>9,766.6</b>
<b>一年後到期之款項</b>	<b>5,783.2</b>	<b>8,845.7</b>
	<b>16,850.1</b>	<b>18,612.3</b>
<b>應付票據</b>		
5.75%美元票據 <sup>△</sup>	—	2,322.6
5.00%美元票據 <sup>△</sup>	2,949.7	3,044.8
資產支持票據	100.3	401.2
	<b>3,050.0</b>	<b>5,768.6</b>
<b>為呈報目的所作之分析</b>		
— 流動負債	156.1	2,780.8
— 非流動負債	2,893.9	2,987.8
	<b>3,050.0</b>	<b>5,768.6</b>
<b>總借貸</b>	<b>19,900.1</b>	<b>24,380.9</b>

<sup>△</sup> 於香港聯合交易所有限公司(「聯交所」)上市



## 財務回顧(續)

### 財務資源、流動資金及資本架構(續)

於報告期末，總借貸約19%為固定利率。本集團之借貸組合並無已知季節性因素。

於報告期末，本集團之銀行及其他借貸為16,850.1百萬港元(二零二三年：18,612.3百萬港元)，乃以港元、英鎊、澳元、人民幣及美元計值。本集團之銀行存款、銀行結餘及現金為17,565.2百萬港元(二零二三年：15,950.2百萬港元)，主要以港元、澳元、英鎊、歐元、人民幣及美元計值。

本集團會不時審視銀行信貸額並會借入新銀行信貸或重續信貸額，以滿足本集團在資本承擔、投資及營運方面之資金需求。

### 附屬公司、聯營公司及合營公司的重大收購及出售

於二零二四年二月，Colony SHK Gen Par S.à r.l.(「普通合夥人」)為新鴻基一間附屬公司與Colony Investment Management SAS於盧森堡成立之合營公司，並各自擁有其50%及50%權益。此外，新鴻基集團附屬公司、Colony Invest Platform I SCSP與普通合夥人亦以合營公司方式成立合夥企業(「合夥企業」)，其中幾乎全部股本由新鴻基集團附屬公司擁有。此合夥企業由普通合夥人管理，以進行持有、監控及兌現合資格投資的業務。於二零二四年十二月三十一日，新鴻基集團向合夥企業承諾75.7百萬歐元及注資約49.6百萬歐元。合夥企業已簽立一份承擔以認購一間機構的優先權益股份，而該機構則投資於歐洲最大酒店擁有人之一的優先權益股份。

除上文所披露者外，於截至二零二四年十二月三十一日止年度，概無任何附屬公司、聯營公司及合營公司之重大收購或出售。

### 分部資料

有關收入及損益之詳細分部資料列載於綜合財務報表附註7。

## 財務回顧(續)

## 外幣匯兌波動風險

本集團需要就經常性營運活動以及現有及潛在投資活動而持有外匯結餘，此亦表示本集團會承受一定程度之匯率風險。然而，本集團將按需要密切監控所承擔之風險。

本集團之外匯風險主要來自自營買賣活動持倉狀況以及外幣為計算單位之私募股本投資、貸款及墊款及銀行及其他借貸，主要為澳元、英鎊、歐元、日圓、馬來西亞林吉特、人民幣及泰銖。外匯風險由有關集團公司高級管理層管理及監察。外幣未平倉合約之風險須受每週監控及匯報之比率限制。倘本集團認為需要就外匯風險進行對沖，則本集團或會使用遠期或對沖合約來降低風險。

## 或然負債

有關或然負債的詳情載於綜合財務報表附註50。

## 資產抵押

有關資產抵押的詳情載於綜合財務報表附註53。

## 報告期後事項

有關報告期後事項的詳情載於綜合財務報表附註62。

## 業務回顧

## 金融服務

## 投資及金融

- 於本年度，新鴻基股東應佔溢利為377.7百萬港元，而二零二三年之虧損為471.4百萬港元。
- 新鴻基投資管理業務呈報除稅前虧損405.9百萬港元(二零二三年：除稅前虧損1,291.3百萬港元)。該虧損包括新鴻基分配的資本成本費用669.4百萬港元(二零二三年：739.7百萬港元)。
- 新鴻基基金管理業務呈報除稅前溢利49.0百萬港元(二零二三年：16.8百萬港元)。在自然增長以及年內建立新合作夥伴關係的推動下，總資產管理規模達20億美元，較二零二三年增長超過一倍。
- 新鴻基信貸有限公司呈報除稅前溢利39.5百萬港元(二零二三年：65.7百萬港元)。於二零二四年底，其貸款結餘總額為21億港元(於二零二三年十二月三十一日：26億港元)。

## 業務回顧(續)

### 金融服務(續)

#### 消費金融

- 於本年度，亞洲聯合財務股東應佔溢利為568.5百萬港元(二零二三年：715.8百萬港元)。
- 鑑於中國內地充滿挑戰的經營環境，亞洲聯合財務繼續縮減經營成本，並專注將無抵押借貸轉為有抵押借貸。
- 亞洲聯合財務香港業務受到本地經濟疲弱的影響。亞洲聯合財務已收緊措施以減低信貸風險及管理貸款撇賬。亞洲聯合財務的「SIM」信用卡(Simple Instant Money)業務步入正軌及預計於二零二五年實現收支平衡。
- 於二零二四年底，綜合消費金融客戶貸款結餘總額達111億港元(於二零二三年十二月三十一日：112億港元)。亞洲聯合財務於中國內地設有15間分行，於香港設有46間分行。

### 物業

#### 香港

- 與二零二三年相比，本集團香港物業組合的租金收入維持在穩定水平。
- AKL持有多項物業，包括聯合鹿島大廈、香港諾富特世紀酒店、Sofitel Philippine Plaza hotel及香港明怡美憬閣精選酒店，於本年度，其呈報的虧損較二零二三年的虧損增加，主要由於其物業組合的公平價值虧損撥備較高。

## 業務回顧(續)

## 物業(續)

## 中國內地

- 天安呈報天安股東應佔虧損207.1百萬港元(二零二三年：溢利1,217.4百萬港元)。然而，從本公司角度而言，天安於本年度的財務業績為虧損701.7百萬港元(二零二三年：溢利363.7百萬港元)。由於天安於二零二一年十月成為本公司間接非全資附屬公司，本公司根據相關會計準則進行公平價值評估，天安的資產淨值於本公司的賬目有所增加。此舉引致天安與本公司不同的成本基礎。
- 天安的總租金收入較二零二三年減少1.4%。
- 天安位於深圳龍崗坂田街道的城市更新項目天安雲谷第三期樓面面積約1,111,900平方米已開始施工，並預計於二零二七年及二零二八年分階段完成。
- 位於上海的住宅項目天安1號二期(C區)於二零二二年第四季度進行之預售成績理想，項目的開發已於二零二四年年底完工，而大部份已售單位已於二零二五年年初交付予客戶，而二期(B區)於二零二四年亦成功預售，將在分期開發過程中帶來穩定的收益。
- 天安的上市附屬公司亞證地產呈報股東應佔虧損74.8百萬港元(二零二三年：溢利265.0百萬港元)。
- 天安的上市附屬公司天安卓健呈報股東應佔溢利28.8百萬港元(二零二三年：14.7百萬港元)。

## 服務

- Allied Services主要從事物業管理及護老服務業務，於本年度呈報溢利12.5百萬港元(二零二三年：9.1百萬港元)。

## 業務回顧(續)

## 投資

## 資源投資

- 於二零二四年底，本集團持有亞太資源約45.4%權益。於本年度，本集團錄得應佔亞太資源虧損232.8百萬港元，而於二零二三年則錄得應佔溢利138.4百萬港元。

## 環境政策及表現

我們堅信為股東締造長期、可持續價值的責任意味著我們亦須明白我們所作的選擇將對我們開展業務的社區產生影響。這一思維使我們愈來愈重視環境、社會及管治(「環境、社會及管治」)事宜。著重這一事宜並非僅出於監管合規的考量，亦是因為我們致力於為社會可持續發展貢獻力量，並相信我們於環境、社會及管治方面的努力可提升公司於經營所在地的價值。

我們已採納可持續發展政策(「政策」)(於二零一六年制定)，涵蓋我們於環境及社會議題的原則。我們致力遵守政策下有關環境影響、能源使用、人才挽留、工作場所及福利改善、供應鏈管理、數據隱私、商業道德及社區參與等方面的該等原則及指引。本公司董事會為可持續發展事項提供全面管理及發展方向，同時各業務的管理層實施該等環境、社會及管治舉措。

本集團之政策包含我們對有關環境議題之一般措施。

我們致力：

- 遵守相關法律及法規並致力超越最低要求；
- 直接防止或盡量減少污染物及溫室氣體排放、向水土排污以及產生有害及無害廢棄物；
- 有效利用資源，包括能源、水及其他原材料；

### 環境政策及表現(續)

- 盡量減少集團活動對環境及天然資源造成影響；及
- 邀請我們的員工、客戶及合作夥伴宣揚可持續發展營商常規，不斷重新評估我們的流程，以改善我們的環境可持續發展表現。

有關本集團於年內的環境政策及表現的更多資料，請參閱將分別在聯交所網站及本公司網站「投資者關係」下「環境、社會及管治報告」一節另行刊載的「環境、社會及管治報告」，網址載於本年報第65頁「公司資料」內。

### 與僱員、客戶及供應商的關係

#### 僱員

於二零二四年十二月三十一日，本集團之員工總數為5,751名(二零二三年：5,713名)。總僱員成本(包括董事酬金)金額為1,353.2百萬港元(二零二三年：1,390.8百萬港元)。本集團不時檢討薪酬福利。除支付薪金外，僱員尚有其他福利，包括僱員公積金供款計劃、醫療津貼及酌情花紅計劃。本集團深明持續專業教育及發展的重要性，定期為僱員安排合適課程並向報讀職業相關課程的僱員提供津貼。

#### 客戶及供應商

本集團重視與其客戶及供應商的互惠互利及長期關係。本集團致力透過優質產品及服務為客戶締造價值。於本集團的不同業務中，本集團與各類業務供應商合作。一般而言，挑選供應商時乃根據其定價、適合程度、交付時間及供應商的整體聲譽及經驗。

## 風險管理

### 風險管理框架和程序

本集團採用全面的風險管理框架，風險管理政策和程序定期檢討及更新，以應對市場及本集團業務策略的變化。向本集團之相關董事會匯報的相關管理層或委員會負責監督本集團風險管理及監管內部監控系統。相關管理層或委員會透過識別重大風險的性質及程度考量主要風險以及確保就風險監控事宜作出重大判斷及決策。我們定期進行內部審計以檢視內部監控的成效。

相關管理層或委員會透過考慮本集團業務策略、財務狀況、經營環境、人力資源風險及外部風險因素(包括經濟狀況及主要法規和政府政策)等各個方面識別主要風險。相關管理層或委員會每年審閱及更新本集團主要風險，重點識別可能威脅業務發展、營運及財務表現、本集團相關庫務管理及流動資金，以及信貸管理的該等風險。我們亦定期監控隨附於主要風險的新興風險，以評估對本集團造成的任何潛在影響及釐定是否需要作出任何行動。新興風險包括該等有關經濟及地緣政治不確定性以及網絡安全風險。

### 主要風險

本集團面臨若干主要風險及不確定因素，如果不加以恰當管理，或會給本集團帶來風險。全面的風險評估及緩解措施有助確保該等風險得到有效管理及控制。重點關注以下主要風險。

主要風險	風險描述	關鍵控制及減緩措施
策略風險	<ul style="list-style-type: none"> <li>策略風險損害企業目標及價值。</li> </ul>	<ul style="list-style-type: none"> <li>分析行業趨勢、競爭者、氣候變化及創新。</li> <li>監察及編制有關影響本集團的法規變動分析。</li> </ul>
信貸風險	<ul style="list-style-type: none"> <li>借款人或交易對方未能履行其義務。</li> </ul>	<ul style="list-style-type: none"> <li>實施違約管理和追討程序。</li> <li>於本集團內設立經驗豐富的信貸風險管理職能。</li> </ul>

## 風險管理(續)

## 主要風險(續)

主要風險	風險描述	關鍵控制及減緩措施
市場風險	<ul style="list-style-type: none"> <li>因財務表現出現的市場價格變動及潛在損失。市場風險包括利率風險、外匯風險、股票風險、商品風險及估值風險。</li> </ul>	<ul style="list-style-type: none"> <li>維持多樣化資金來源，檢討資產定價。</li> <li>於適當時根據政策對沖外匯及股票風險。</li> </ul>
流動資金風險	<ul style="list-style-type: none"> <li>資產可能無法按照投資策略變現，或我們無法履行任何支付義務的風險。</li> </ul>	<ul style="list-style-type: none"> <li>管理各項資金來源。</li> <li>保持適當水平的流動資產以及已承諾／未承諾的銀行融資。</li> <li>使用壓力測試及流動資金比率確保足夠流動資金。</li> </ul>
營運風險	<ul style="list-style-type: none"> <li>多種源頭風險，包括欺詐，流程及程序、技術及系統錯誤。</li> </ul>	<ul style="list-style-type: none"> <li>清晰劃分職務及職責。</li> <li>定期監控系統及數據的可靠程度。</li> <li>為員工提供培訓課程以提高網絡風險意識。</li> <li>確保已制定適當的資訊安全政策及應急計劃。</li> </ul>
法律及合規風險	<ul style="list-style-type: none"> <li>我們未能遵守適用法律之風險；在融資、投資及基金管理業務過程中未能履行職責許可、監管及確保行為、誠信及管理高標準的風險。</li> </ul>	<ul style="list-style-type: none"> <li>對合約進行法律審查。</li> <li>監控及檢討適用法律法規變動。</li> <li>加強合規政策。</li> <li>教導員工有關監管變動及內部政策。</li> </ul>



## 風險管理(續)

## 主要風險(續)

主要風險	風險描述	關鍵控制及減緩措施
外部風險	<ul style="list-style-type: none"> <li>來自主要競爭對手的活動，以及國內外政治、經濟、社會及環境狀況之相關風險。</li> </ul>	<ul style="list-style-type: none"> <li>監察傳統及社交媒體平台的新聞及意見。</li> <li>透過年度調查收集持份者的回饋。</li> <li>定期檢閱產品、競爭力及實用性。</li> </ul>
人力資源風險	<ul style="list-style-type: none"> <li>可能影響表現的僱員相關風險。</li> </ul>	<ul style="list-style-type: none"> <li>專注改善僱員管理方法及程序，為僱員提供專業發展、具競爭力的薪酬及福利、支持性的工作環境及文化。</li> <li>持續留意勞工市場競爭激烈，專注於人才及領導發展。</li> </ul>

## 相關法律及法規

本集團重視遵循規管其業務的法律及法規。由於本公司為於香港註冊成立，我們受香港司法權區的法律規管。作為一間上市公司，我們遵循聯交所證券上市規則(「上市規則」)及香港法例證券及期貨條例。

相關董事會及委員會或就恪守商業誠信的相關守則及實踐指引向本集團提出推薦建議，並定期檢討結果。我們亦提供多項有關法規及合規事宜的內部或由專業機構提供的培訓。

基金管理業務持有香港證券及期貨事務監察委員會發出的牌照以於香港開展第1類(證券交易)、第4類(就證券提供意見)以及第9類(提供資產管理)活動，遵循證券及期貨條例以及所有適用的香港證券及期貨事務監察委員會規則及規例。我們亦已加強合規及風險監管框架，以保障投資者利益。另與其他第三方合規顧問及基金管理人訂立合約，以就基金進行廣泛合規工作。

### 相關法律及法規(續)

我們在香港的消費金融及按揭貸款業務受香港法例第163章《放債人條例》規管。在中國的借貸業務按照國家政府的規定營運，基於政策規例包括「中國銀行業監督管理委員會(「銀監會」)中國人民銀行(「央行」)關於小額貸款公司試點的指導意見」(銀監會[2008]23號)以及「小額貸款公司監督管理暫行辦法」(國家金融監督局規字[2024]26號)。此外，該業務亦遵從其專項工作組關於現金貸款、網絡小額貸款及P2P網絡借貸的專項整改政策，包括「關於印發小額貸款公司網絡小額貸款業務風險專項整治實施方案的通知」(網貸整治辦函[2017]56號)、「關於做好P2P網絡借貸風險專項整治整改驗收工作的通知」(網貸整治辦函[2017]57號)以及「關於規範整頓『現金貸』業務的通知」(整治辦函[2017]141號)。

我們的租賃業務受香港法例第7章《業主與租客(綜合)條例》規管。

我們的物業管理業務及護老服務業務分別受香港法例第344章《建築物管理條例》及香港法例第459章《安老院條例》規管。

對本集團業務有重大影響的中國法律及法規，包括但不限於《民法典》、《外商投資法》、《公司法》、《土地管理法》、《建築法》、《城市房地產管理法》、《城市房地產開發經營管理條例》、《環境保護法》、《招標投標法》及《外匯管理條例》，以及相關政府監管機構不時發佈的文件。

### 重大投資

截至二零二四年十二月三十一日，本集團沒有任何佔本集團總資產5%以上的重大投資。

### 長期企業策略

本集團之政策採取以下長期策略：

1. 維持其核心業務之自然增長；
2. 在短期回報及長期資本增值之間取得平衡；及
3. 物色投資機會，協助增強及擴大其盈利基礎。

## 業務展望

大型中國房地產開發商的財務問題、高美元利率、地緣緊張局勢、烏克蘭戰爭及中東衝突導致市場不確定性增加及削弱市場信心。美國及歐盟向中國推出去風險化政策以及美國對中國產品加徵關稅，將持續對中國經濟產生負面影響。

新鴻基對市場面臨的各種風險及挑戰保持警惕，並將繼續緩和其業務及投資組合的波動性。

亞洲聯合財務將繼續透過平衡業務增長及風險來管理其香港業務。中國內地業務方面，亞洲聯合財務將著重有抵押借貸，同時實施成本削減措施，以產生更佳回報。

利率上升將繼續對本地物業市場增添下行壓力。本集團將繼續專注於提高其物業組合的佔用率及租賃潛力。

天安對中央及地方政府實施的穩定房地產市場措施表示歡迎，這些措施加上較低的貸款市場報價利率及降低銀行存款準備金率應會增加資金流動性並有助刺激中國內地經濟。

毫無疑問，二零二五年仍具挑戰。然而，憑藉本集團財務狀況穩健及多元化的收入來源，董事會將繼續以審慎態度落實本集團既定策略，使本集團及全體股東得益。

## 鳴謝

董事會謹此衷心感謝各員工於二零二四年度作出之努力及貢獻，並感謝各位股東對本集團一直以來的支持。

行政總裁  
李成輝

香港，二零二五年三月二十六日

物業發展及投資的收入

年內，本集團(包括附屬公司但不包括聯營公司及合營公司)物業發展的所得收入為520.5百萬港元(二零二三年：1,530.1百萬港元)。年內，本集團物業租賃的所得收入為769.5百萬港元(二零二三年：783.0百萬港元)。

主要銷售

截至二零二四年十二月三十一日止年度，本集團的物業銷售活動主要來自天安。本集團的物業銷售活動(包括來自合營公司的銷售及發展中物業預售)主要集中於下列項目：

項目	用途	天安應佔 銷售樓面面積 平方米
深圳天安龍崗數碼城	商業	4,900
東莞鳳崗天安數碼城	商業	7,600
東莞天安數碼城	商業	5,500
東莞天安深創谷	商業／住宅	87,800
東莞天安中堂智能生態小鎮	商業	5,500
惠州惠陽天安瓏城	住宅	10,100
惠州天安數碼城	商業／住宅	8,300
上海天安1號(二期B區)	住宅	75,700
無錫天安逸品花園	住宅	6,000
常州天安別墅	住宅	3,800
常州天安數碼城	商業／住宅	4,500
江陰天安數碼城	商業／住宅	5,600
南通天安逸品花園	住宅	10,800
寧波天安同進潯築	住宅	5,300
重慶天安數碼城	商業／住宅	11,200
長春天安第一城	住宅	5,300
天津天安象嶼智慧城	住宅	12,300
天津天安數碼城	商業／住宅	12,000
青島天安數碼城	商業／住宅	9,000
其他項目	商業／住宅	31,000
		322,200

## 土地組合

本集團擁有約23,340,700平方米總樓面面積(「樓面面積」)的土地儲備(本集團應佔總樓面面積約17,103,900平方米，包括已竣工投資物業、酒店物業及主要業主佔用物業約984,300平方米、發展中及待發展物業約2,244,300平方米和一塊永久業權土地約13,875,300平方米)，主要位於深圳、東莞、廣州、惠州、上海、無錫、常州、江陰、南京、南通、寧波、湖州、重慶、北京、大連、長春、天津、青島、武漢、昆明、瀋陽、濟南、成都、大理、香港、澳洲、日本、菲律賓、英國及美利堅合眾國(「美國」)。

於二零二四年十二月三十一日，本集團主要土地組合如下：

## (i) 已竣工投資物業、酒店物業及主要業主佔用物業

地區	商業 平方米	住宅 平方米	本集團 應佔樓面面積 平方米
華南	294,200	54,800	349,000
華東	273,900	55,600	329,500
華北	89,400	13,300	102,700
中國西南	3,900	—	3,900
華中	700	—	700
香港	137,200	18,600	155,800
日本	—	400	400
菲律賓	36,900	—	36,900
英國	5,400	—	5,400
	841,600	142,700	984,300

## (ii) 發展中及待發展物業

地區	商業 平方米	住宅 平方米	本集團 應佔樓面面積 平方米
華南	271,600	483,700	755,300
華東	411,000	266,000	677,000
華北	264,800	54,700	319,500
澳洲	24,400	468,100	492,500
	971,800	1,272,500	2,244,300

除上文披露外，本集團在美國擁有一塊永久業權土地，其地盤面積為13,875,300平方米。

主要物業(包括物業發展)、發展中物業的詳情以及物業及酒店投資的詳情載於本年報第366至384頁。

## 項目回顧

## 1. 主要物業發展

## 華南區

## 深圳天安數碼城(28.47%)

數碼城位於深圳市中心區，毗鄰深圳高爾夫俱樂部，此大型項目佔地約273,500平方米，總樓面面積約787,700平方米，是一個集產業大廈、辦公及商業大樓、科技大廈、高尚住宅公寓及多功能會所於一體的「城市產業綜合體」。

可供出租的商業樓面面積為49,230平方米，包括深圳數碼時代大廈、深圳天安創新科技廣場(一期及二期)及深圳福田天安科技創業園大廈等餘下樓面。

深圳天安數碼城已將其成功模式拓展至其他城市，包括深圳龍崗、東莞、惠州、廣州番禺、佛山南海、無錫、常州、江陰、南京、南通、重慶、天津及青島，並藉此發展成為集團公司。

為配合產業升級轉型和深圳城市更新，深圳天安數碼城計劃對園區進行升級及改造，改造後園區之總樓面面積將會隨之增加。

## 深圳天安雲谷(28.47%)

該項目是位於深圳市龍崗區坂田街道的「城市更新示範項目」，深圳天安雲谷將佔地約415,000平方米，而規劃總樓面面積約2,300,000平方米。項目擬構建為集產業研發、商業、住宅及公寓的新興產業與現代都市綜合體小區。項目三期佔地約161,053平方米，總樓面面積約1,111,900平方米已開始施工，並預計於二零二七年及二零二八年分階段竣工。

## 深圳天安龍崗數碼城(28.47%)

位於深圳市龍崗的核心區域，該項目佔地約118,856平方米，總樓面面積約454,400平方米。該項目採用深圳天安數碼城模式開發。四期三批及四批工程總樓面面積約136,700平方米預計於二零二五年竣工。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華南區(續)

## 東莞天安數碼城(22.21%)

項目位於東莞市新城市中心區－南城區，佔地約278,989平方米，總樓面面積約823,200平方米。項目擬建綜合商務園，內有科技產業大廈、商務及住宅配套。

## 東莞天安深創谷(25.65%)

位於東莞市鳳崗鎮，該項目佔地約184,114平方米，總樓面面積約739,800平方米。項目擬建超高層產業大廈、獨棟總部樓、工業廠房、企業公館、國際公寓、特色商業街、星級酒店及九年一貫制學校，以產業、生態、科技及商務的極致融合，打造推動城市產業轉型升級的企業創新生態圈。二期二批樓面面積約76,500平方米已於二零二四年竣工。項目開發已全面完成。

## 東莞天安中堂智能生態小鎮(15.39%)

位於東莞市中堂鎮，佔地約145,490平方米，總樓面面積約484,200平方米。項目擬以智慧互聯、生態高效為理念建造一個智慧生態小鎮。二期二批樓面面積約142,400平方米已於二零二四年竣工。三期一批工程樓面面積約66,100平方米預計於二零二五年竣工。

## 廣州天安番禺節能科技園(28.47%)

位於廣州市番禺中心城區，整個大型項目佔地約513,088平方米，總樓面面積約801,600平方米。節能科技園發展包括工業／辦公大樓、科技產業大廈、高級住宅及多功能會所。十期二批及三批總樓面面積約62,300平方米已於二零二四年竣工。

## 惠州惠陽天安瀾城(56.94%)

位於惠州市惠陽之淡水河兩岸，該項目佔地約299,217平方米，總樓面面積約795,000平方米。項目擬建商住綜合物業。由於當地政府已為地塊周邊作規劃調整，致令物業開發總體規劃及土地租賃期亦需作相應調整。淡水河南岸開發已全面完成。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華南區(續)

## 惠州天安數碼城(25.65%)

該項目位於惠州市惠城區，佔地約156,841平方米，總樓面面積約420,000平方米，項目按新型產業用地模式開發，擬建綜合商業及住宅園區，內有產業、住宅、商務及配套用房。二期工程樓面面積約115,500平方米預計於二零二五年竣工。

## 華東區

## 上海天安豪園(56.94%)

該項目位於東方及國際人士喜好聚居的上海金虹橋板塊，鄰近地鐵九號線中轉站入口。項目將發展為高尚住宅社區，佔地約291,960平方米，總樓面面積約494,400平方米。項目二期稱為天安1號。二期C區樓面面積約76,800平方米已於二零二四年竣工。二期A區及二期B區工程總樓面面積約246,900平方米預計分階段於二零二六年及二零二七年竣工。

## 上海天安千樹(56.94%)

位於上海市普陀區，該項目將沿蘇州河邊1,100米建設，佔地約58,930平方米。西塊樓面面積約62,700平方米已竣工。此乃上海市的地標式綜合性商業和娛樂中心。東塊工程樓面面積約114,400平方米預計於二零二六年竣工。

## 上海天安象嶼西江悅(23.23%)

位於上海市寶山區，佔地約47,141平方米，總樓面面積約75,400平方米。項目擬建住宅。項目開發已於二零二四年全面完成。



## 項目回顧(續)

## 1. 主要物業發展(續)

## 華東區(續)

## 上海天安象嶼萃湖臻境(28.47%)

位於上海市寶山區，佔地約30,912平方米，總樓面面積約55,700平方米。項目擬建住宅。項目工程已於二零二五年二月全面竣工。

## 上海天安金谷科技園(17.08%)

該項目位於上海市松江工業區，佔地約185,590平方米，總樓面面積約297,000平方米。項目擬建工業園區。

## 無錫天安智慧城(28.47%)

該項目位於無錫市新區，佔地約118,330平方米，總樓面面積約236,700平方米。項目擬建綜合商務園，內有科技產業大廈、商務及生活配套。

## 常州天安別墅(56.94%)

該項目位於常州政府重點規劃發展的武進區，為常州最大的純獨幢別墅小區之一，地域優越，佔地約473,082平方米，總樓面面積約138,500平方米。二期四批樓面面積約21,700平方米已於二零二四年竣工。項目開發已全面完成。

## 常州天安數碼城(28.47%)

該項目位於常州市武進高新技術產業開發區，佔地約190,190平方米，總樓面面積約492,400平方米，項目擬建科技產業大廈、商務及住宅配套。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華東區(續)

## 江陰天安數碼城(28.47%)

該項目位於江蘇江陰市經濟開發區內，佔地約173,204平方米，總樓面面積約363,700平方米。項目擬建綜合商務園，內有科技產業大廈、商務及住宅配套。

## 南京天安數碼城(28.47%)

該項目位於南京市白下高新技術產業園內，佔地約92,714平方米，總樓面面積約252,200平方米。項目擬建綜合商務園，內有科技產業大廈、商務及生活配套。

## 南京天安未來生態城(28.47%)

項目位於南京市溧水區，佔地約1,047,000平方米。已取得佔地約223,686平方米，總樓面面積約568,100平方米之土地。項目沿襲區域科技創新、綠色健康、智慧運營的發展趨勢，緊扣「健康中國，溧水樣本」的戰略方向，以突破傳統產業園區的封閉體系，打造開放活躍的產業公園「Healthy Park」。同時項目將與溧水政府合力打造「世界康聯網大會」，推動新興產業創新升級，樹立產城融合新標杆。二期一批樓面面積約73,200平方米已於二零二四年竣工。一期二批工程樓面面積約50,200平方米預計於二零二五年竣工。

## 南京長江會(34.16%)

該項目位於南京市中心新街口，佔地約8,359平方米。項目擬建為酒店及商業大樓。一期內部裝修已於二零二五年首季竣工。二期仍在規劃及設計階段。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華東區(續)

## 南京上宸雲際雅苑(15.03%)

位於南京市江寧開發區，佔地約46,365平方米，總樓面面積約115,000平方米。項目擬建住宅。項目開發已於二零二四年全面完成。

## 南通天安數碼城(28.47%)

該項目位於南通市港閘經濟開發區，佔地約160,367平方米，總樓面面積約398,200平方米。項目擬建綜合商務園，內有科技產業大廈及商務配套。二期一批樓面面積約28,100平方米已於二零二四年竣工。二期二批工程樓面面積約34,900平方米預計於二零二五年竣工。

## 寧波天安同進淳築(27.33%)

位於寧波市慈溪市新城河區，佔地約26,604平方米，總樓面面積約79,800平方米。項目擬建住宅連同商業／零售空間。項目開發已於二零二四年全面完成。

## 湖州德清天安雲谷(17.08%)

位於湖州市德清區，佔地約204,336平方米，總樓面面積約459,800平方米。項目擬建綜合商業／住宅／教育配套。一期二批樓面面積約151,900平方米已於二零二四年竣工。項目開發已全面完成。

## 重慶天安數碼城(28.47%)

位於重慶市大渡口區商業中心圈地帶，佔地約357,768平方米，總樓面面積約894,900平方米。項目擬建綜合商務園，內有科技產業大廈、商務及住宅配套。七期一批工程樓面面積約41,300平方米預計於二零二五年竣工。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華北區

## 大連星光宸閱(22.32%)

位於大連市旅順口區，佔地約90,080平方米，總樓面面積約141,800平方米。項目擬建住宅。二期工程樓面面積約68,400平方米預計於二零二七年竣工。

## 天津天安象嶼智慧城(28.47%)

該項目位於天津市東麗區，佔地約581,907平方米，總樓面面積約1,319,300平方米。項目擬建甲級寫字樓、創新科技園、商務及住宅配套於一體的城市新興產業綜合體。三期二批工程樓面面積約34,900平方米預計於二零二六年竣工。

## 天津天安數碼城(28.47%)

該項目位於天津市西青區張家窩工業區內，佔地約312,279平方米，總樓面面積約513,000平方米。項目擬建綜合商務園，內有科技產業大廈、商務及住宅配套。二期工程樓面面積約40,800平方米預計於二零二五年竣工。

## 青島天安數碼城(28.47%)

該項目位於青島市城陽區，佔地約313,466平方米，總樓面面積約633,700平方米。項目擬建包含甲級寫字樓、創新科技園、商務及住宅配套於一體的城市新興產業綜合體。三期三批工程樓面面積約141,000平方米已於二零二五年二月竣工。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華北區(續)

## 青島天安科創城(25.65%)

該項目位於青島市軌道交通產業示範區，佔地約86,397平方米，總樓面面積約220,600平方米。項目定位為花園式產業園區、智慧化數字園區、動車主題街區及區域配套園區以滿足高速列車、城際鐵路產業上下游企業的發展需求。一期四批樓面面積約76,100平方米已於二零二四年竣工。項目開發已全面完成。

## 澳洲

## 西澳洲Point Grey地塊(43.97%)

該地塊位於西澳洲Point Grey，佔地約2,751,864平方米，總樓面面積約1,109,400平方米。已向委員會提交了一份修訂後的地方結構計劃。於二零二四年底公開展示流程結束後，管理層正在審查並準備回應收到的意見書。二零二五年初，委員們已討論向法定決策機構Western Australian Planning Commission提出建議的申請。

## 新南威爾斯The Henley (43.97%)

項目位於新南威爾斯州悉尼恩菲爾德，佔地約12,619平方米，總樓面面積約10,700平方米。該項目擬在該地塊建70棟聯排別墅。項目工程即將完成，預計將於二零二五年獲得房屋佔用證和交付單位。

## 2. 主要物業投資

## 中國內地

## 上海天安中心(55.80%/56.94%)

辦公大樓坐落於上海市南京西路與人民廣場中心商務區，鄰近地鐵一、二號線中轉入口，為一座三十層高的甲級商業大樓，總樓面面積48,910平方米，已售出18,320平方米，自用樓面1,620平方米，餘下的28,970平方米已轉為投資物業，租戶多為跨國大企業。出租率約80%。

## 項目回顧(續)

## 2. 主要物業投資(續)

## 中國內地(續)

## 上海西庭網球俱樂部和公寓(56.94%)

該項目位於上海市閔行區，毗鄰虹橋國際機場、虹橋交通樞紐和六所國際學校。物業包括(1) 68,660平方米之262個住宅單位；(2) 10,600平方米之會所及附屬設施；(3) 2,510平方米之116個停車位；及(4) 980平方米之218個貯物室。項目以租賃為主，主要租戶為跨國公司外籍高級管理人員。

## 南京天安國際大廈(56.94%)

項目位於南京市中心新街口，是南京市最繁華的購物區，與地鐵站相連，商場樓面面積66,400平方米(包括6,900平方米樓面面積地下室)已全部出租予一家百貨公司。辦公大樓樓面面積約10,700平方米已轉為投資物業。

## 北京天安豪園(56.94%)

該高尚住宅項目位於北京市朝陽區朝陽公園西側，鄰近使館區，項目總樓面面積約42,100平方米，約一半總單位數量已出售，餘下單位作出租用途。

## 大連天安國際大廈(56.94%)

該甲級辦公樓位於大連市中山路中心商務區，面對勝利廣場，總樓面面積為67,210平方米，樓高五十二層，曾經為大連最高的標誌性建築物。已售出樓面面積14,790平方米及餘下的樓面面積已轉為投資物業。

## 香港

## 港晶中心(17.08%/34.16%/42.69%)

位於九龍尖沙咀東部，九龍核心位置，樓面面積約13,710平方米之購物商場及樓面面積約2,340平方米之車庫，該投資物業之平均出租率錄得約90%。

## 港灣工貿中心及海灣工貿中心(18.98%)

兩幢工貿中心位於鴨脷洲，總工業及貨倉樓面面積約93,630平方米及133個停車位，平均出租率錄得約50%。隨著港鐵之南港島線通車後，該區更為四通八達。

## 項目回顧(續)

## 2. 主要物業投資(續)

## 香港(續)

## 帝后商業中心(28.47%)

位於香港島主要區域一灣仔，其總零售及辦公室面積約2,550平方米，平均出租率錄得約80%。

## 華順工業大廈(28.47%)

位於油塘之工業中心，總工業樓面面積約12,470平方米及10個停車位，平均出租率錄得約90%。

## 紅山半島(100%/18.98%)

位於香港南區大潭灣及龜背灣之圓形半島，包含別墅及公寓。本集團在紅山半島擁有26間房屋及79個車位。

## 雅柏苑(100%)

位於港島傳統豪華住宅區的一幢10層高住宅樓內的住宅單位，總建築面積3,475平方米及34個車位。

## 聯合貨運中心(100%)

位於香港荃灣傳統工業區的倉庫大樓，總樓面面積46,593平方米，樓高26層，設有9個貨櫃車位、14個貨車車位及24個私家車／輕型貨車車位。

## 亞洲聯合財務中心(100%)

位於香港島不同樓齡的商業和住宅區的一幢總樓面面積15,680平方米的綜合商業／寫字樓，包括47層(4樓、13樓、14樓、24樓、34樓及44樓省略)及設有60個車位。

## 聖佐治大廈(100%)

位於香港九龍傳統住宅區的一幢住宅樓內，包括停車場和會所，共有49個住宅單位和12個複式單位，總建築面積為10,287平方米，以及69個停車位。

## 項目回顧(續)

## 2. 主要物業投資(續)

## 香港(續)

## 皇后大道中9號(100%)

位於香港島中區商務區的商業大廈內，總建築面積為1,277平方米的商業物業。

## 聯合鹿島大廈(50%)

位於香港島不同樓齡的商業和住宅區的一幢綜合商業／辦公大樓，建於兩層地下停車場上，總樓面面積為20,452平方米，包括24層樓高和63個停車位。

## 海富中心(73.51%)

位於香港島中區商務區的兩座辦公大樓內，銷售面積為2,970平方米的商業物業。

## 其他地區

## 於美國德州的土地(100%)

位於美國德克薩斯州哈里斯縣FM 2100 西線的一塊永久業權土地，總建築面積為13,875,254平方米。

## 倫敦Cannongate House (100%)

一棟建築面積1,990平方米的商業建築，位於市中心南段，距英國倫敦Cannon Street車站不遠。

## 3. 酒店及其他投資

## 宜必思香港北角酒店(100%)

位於香港島不同樓齡的商業和住宅區的酒店，總樓面面積6,825平方米，擁有275間客房。

## 香港諾富特世紀酒店(50%)

位於香港島不同樓齡的商業和住宅區的酒店，建於4層地下室之上，總建築面積27,364平方米，擁有510間客房、5間餐飲店、一個售賣亭、一個帶室外游泳池的健身俱樂部、商務中心、一個宴會廳和數間多功能廳。

## 香港明怡美憬閣精選酒店(50%)

位於香港島不同樓齡的商業和住宅區的酒店，總建築面積7,705平方米的酒店，擁有173間客房、餐廳、健身房、會議室和酒吧。



## 項目回顧(續)

## 3. 酒店及其他投資(續)

*Sofitel Philippine Plaza Manila (50%)*

位於菲律賓馬尼拉帕拉納克市分區指南下的特殊投資區／規劃單元開發的綜合豪華酒店，總建築面積為73,866平方米的豪華酒店綜合體。酒店擁有46間套房和609間客房，如網球場、游泳池、桑拿、健身中心、家庭設施、藝術治療室、健身房、瑜伽室、美髮沙龍、水療休息室、商店及其他設施。

*倫敦南廣場酒店(56.94%)*

位於英國倫敦3/4南廣場區，該物業已出租予South Place Hotel Limited，物業包括80間豪華客房及設施分佈於地下室，地下及7個樓層內，淨內部總面積約6,050平方米。

*東莞長安高爾夫球鄉村俱樂部(42.71%)*

項目佔地約999,990平方米，擁有一個27洞高爾夫球場、練習場、會所、會員休息室及其他舒適設施。高爾夫球場現正在運作中。會所改造已於二零二一年竣工，並以全新的面貌向會員提供優質服務。

*南京醫院(29.15%)*

位於南京市江寧開發區的三級乙等綜合醫院，目前營運43個臨床醫療技術科室，包括1個國家臨床重點專科(耳鼻喉(「耳鼻喉」)及頭頸外科)、1個省級臨床重點專科(耳鼻喉及頭頸外科)、6個市級重點醫學專科(醫學影像、麻醉科、臨床實驗室、普通外科、口腔科及兒科)以及經批准的南京醫院耳鼻喉科醫院、南京同仁互聯網醫院及南京同仁兒童醫院。於二零二四年十二月三十一日，南京醫院設有1,144個床位。

*昆明醫院(29.15%)*

位於昆明市的三級甲等綜合醫院，目前營運44個臨床醫療技術科室。於二零二四年十二月三十一日，該醫院設有500個床位。昆明醫院二期正在建設，其包括綜合住院樓、腫瘤與核醫學樓及康復醫學樓，經批准總建築面積約66,021平方米。於回顧年度內，昆明醫院二期工程實現整體結構封頂，基本完成土建範圍內工作，進入工程竣工驗收階段。裝修工程方面，項目完成園林景觀及室內裝修施工圖設計。

## 董事及高級行政人員一覽

### 狄亞法

狄亞法先生，現年八十三歲，自二零零七年一月起擔任本公司主席，於一九九五年十二月獲委任為本公司之獨立非執行董事，並於二零零二年七月改任為本公司之非執行董事。狄先生亦為本公司一家附屬公司之董事。彼畢業於澳洲雪梨大學法律系，並取得澳洲新南威爾斯最高法院之律師資格，其後更取得大律師資格。彼現為非執業大律師。彼於企業及商業方面具豐富經驗，曾於澳洲、香港及各地多間上市公司擔任董事，並出任若干公司之董事會主席。彼為亞太資源有限公司（「亞太資源」）及龍資源有限公司（「龍資源」）之主席及非執行董事。彼亦為Tanami Gold NL（「Tanami Gold」）之非執行主席及非執行董事。Tanami Gold為於澳洲證券交易所上市之公司。彼曾為Tian An Australia Limited（「TIA」）（於澳洲證券交易所上市之公司）之非執行董事。

### 長原彰弘

長原彰弘先生，現年八十四歲，於二零二三年三月獲委任為本公司之副主席及非執行董事。彼為香港知名消費金融業務專家，並因成功創辦大眾財務有限公司（前稱日本信用保證財務有限公司）而備受讚譽。彼亦為香港持牌放債人公會有限公司自一九九九年成立至今之主席，而該公司為香港持牌放債人之唯一業界代表機構。長原先生持有台灣國立大學法律學位及日本國立一橋大學法院碩士學位，並於該大學完成其博士課程。於二零一六年五月，長原先生獲頒香港中文大學榮譽院士。彼於一九九三年九月加入本公司之附屬公司亞洲聯合財務有限公司（「亞洲聯合財務」），曾出任亞洲聯合財務之董事總經理及行政總裁，直至二零二三年一月一日調任為亞洲聯合財務之非執行董事及顧問。彼亦為本公司若干附屬公司之董事。

### 李成輝

李成輝先生，現年五十六歲，自一九九八年一月起擔任本公司之行政總裁，於一九九二年七月獲委任為本公司之非執行董事，並於一九九三年十二月成為本公司之執行董事。李先生亦為本公司若干附屬公司之董事。李先生畢業於澳洲雪梨大學法律系，並取得榮譽學位。彼之前曾於麥堅時律師行及羅富齊父子（香港）有限公司工作。李先生為天安中國投資有限公司（「天安」）之主席及非執行董事，以及亞太資源之非執行董事。彼亦為天安卓健有限公司（「天安卓健」，前稱中國醫療網絡有限公司）之主席及非執行董事，以及Mount Gibson Iron Limited（「Mount Gibson」，一間於澳洲證券交易所上市之公司）非執行主席之替代董事。李先生為本公司非執行董事李淑慧女士之胞兄。

**勞景祐**

勞景祐先生，現年六十四歲，於二零零零年五月獲委任為本公司之執行董事。勞先生亦為本公司若干附屬公司之董事。彼持有澳洲Macquarie University之應用財務碩士學位，並為特許秘書及特許管治專業人員。彼曾於香港多間公司履任多項行政職位，包括於上市公司出任公司秘書。彼亦為天安及亞證地產有限公司(「亞證地產」)之執行董事。

**麥伯雄**

麥伯雄先生，現年七十八歲，於二零零六年一月獲委任為本公司之執行董事。彼持有香港大學經濟學文學士榮譽學位及加拿大西安大略大學工商管理碩士學位。麥先生曾任新鴻基有限公司(「新鴻基」)之財務總監。於加入新鴻基前，麥先生曾為長江和記實業有限公司(前稱和記黃埔有限公司)之附屬公司屈臣氏有限公司之集團業務總監及財務總監。在此以前，他曾出任加拿大帝國商業銀行於香港及中國之董事總經理，並曾於漢華實業銀行及花旗銀行出任高級行政人員，在銀行業及金融業務管理方面擁有豐富經驗。

**李淑慧**

李淑慧女士，現年五十四歲，於二零零零年五月獲委任為本公司之非執行董事。彼持有澳洲雪梨大學之經濟學士學位，並曾任投資分析員，於香港及亞太區證券業具廣泛經驗。彼為本公司行政總裁及執行董事李成輝先生之胞妹。

**白禮德**

白禮德先生，現年五十九歲，於一九九九年十二月獲委任為本公司之獨立非執行董事。彼於一九八八年畢業於英國愛塞特大學，取得法律榮譽學位，其後亦取得英格蘭及威爾斯、愛爾蘭共和國以及香港律師資格。彼在停止私人執業以發展其事業前，曾為國際律師事務所其禮律師行之合夥人，經常為本公司及其附屬公司提供法律服務及意見。彼亦曾為General Electric及Apollo Global Management之資深法律人員。白禮德先生現居於英格蘭，並為新鴻基之獨立非執行董事。

**ALAN STEPHEN JONES**

Alan Stephen Jones先生，現年八十二歲，於二零零六年一月獲委任為本公司之獨立非執行董事。彼為特許會計師，於管理、行政、會計、地產發展、停車場管理、金融及貿易業務方面具有豐富經驗，並曾參與多宗澳洲及國際上市公司成功進行之合併及收購活動。彼為新鴻基之獨立非執行董事。彼亦為Mount Gibson(一間於澳洲證券交易所上市之公司)之獨立非執行董事以及Air Change International Limited(一間於澳洲國家證券交易所有限公司上市之公司)之非執行主席。彼亦為Mulpha Australia Limited之非執行董事。

**楊麗琛**

楊麗琛女士，現年五十八歲，於二零一三年十一月獲委任為本公司之獨立非執行董事。彼畢業於澳洲雪梨大學，取得法律及經濟學士學位，亦取得澳洲及英國之律師資格。彼現為香港執業律師，並為柯伍陳律師事務所之顧問。楊女士亦為天安、亞證地產及天安卓健之獨立非執行董事。

**周國榮**

周國榮先生，現年六十二歲，於二零二零年六月獲委任為本公司之獨立非執行董事。彼於二零二零年至二零二一年期間為從事全球財務顧問業務的Rothschild & Co(羅斯柴爾德恩可)之高級顧問，並於二零一八年至二零二零年期間出任Rothschild & Co的香港區主席。周先生於一九八七年加入羅富齊父子(香港)有限公司，一直在該集團任職銀行家。彼於企業合併及收購、資本市場及財富管理方面擁有豐富經驗。周先生畢業於英格蘭白金漢大學，取得法律學士學位，並為香港董事學會之資深會員。周先生為喜望利顧問(為香港一間家族辦公室及投資公司)的高級顧問。彼現時亦為亞太資源、專業旅運(亞洲)企業有限公司(「專業旅運」)及佐丹奴國際有限公司(「佐丹奴」)之獨立非執行董事。亞太資源、專業旅運及佐丹奴均為聯交所主板上市公司。彼亦於香港城市大學校董會財務委員會及轄下的投資委員會分會擔任職務。

**王大鈞**

王大鈞先生，現年六十歲，於二零零七年九月起擔任本公司之投資總監。王先生亦為本公司若干附屬公司之董事。彼持有工商管理碩士學位，亦為香港會計師公會及特許公認會計師公會之資深會員，以及英國特許公司治理公會及香港公司治理公會之資深會士。王先生現時為天安卓健之非執行董事，亦為狄亞法先生(「狄先生」)於亞太資源、Tanami Gold以及龍資源之替任董事。彼亦擔任狄先生於TIA之替任董事直至二零二三年五月。Tanami Gold及TIA均為於澳洲證券交易所上市之公司。

**楊應文**

楊應文先生，現年五十四歲，於二零二二年七月起擔任本公司的財務總監。楊先生亦為本公司若干附屬公司的董事。彼持有會計學學士學位，亦為香港會計師公會及特許公認會計師公會的資深會員。楊先生於一九九六年加入本集團，彼具有豐富的會計及財務管理經驗。

本公司致力於切合實際之範圍內維持高水平之企業管治，以強調高透明度、問責性及獨立性為原則。本公司董事會（「董事會」）相信優良之企業管治對本公司之成功及提升股東價值至為重要。

### 企業管治守則

根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄C1所載之企業管治守則（「企業管治守則」），董事會已審閱本公司之企業管治常規，並已採納多項經改進之程序，詳情載於本報告內。除下文解釋之若干已闡明原因之偏離行為外，於截至二零二四年十二月三十一日止年度，本公司已應用及一直遵守企業管治守則「第二部分－良好企業管治的原則、守則條文及建議最佳常規」一節內之原則及適用之守則條文。董事會將至少每年檢討現行之常規一次，並在其認為需要時作出適當更改。

### 董事會

董事會目前共由十名董事（「董事」）組成，其中三名為執行董事、三名為非執行董事（「非執行董事」）及四名為獨立非執行董事（「獨立非執行董事」）。於年內及截至本報告日期止，董事會成員載列如下：

**執行董事：** 李成輝（行政總裁）  
勞景祐  
麥伯雄

**非執行董事：** 狄亞法（主席）  
長原彰弘（副主席）  
李淑慧

**獨立非執行董事：** 白禮德  
Alan Stephen Jones  
楊麗琛  
周國榮

董事之履歷詳情載於第96頁至第98頁之董事及高級行政人員一覽內。除本公司行政總裁兼執行董事李成輝先生為本公司非執行董事李淑慧女士之胞兄外，董事會成員間概無家屬或其他重大關係。

董事會(續)

董事會程序

於年內，非執行董事(大部分為獨立非執行董事)憑藉廣泛的技能、專業知識及不同的背景以及資歷為本公司及其附屬公司(統稱「本集團」)作出貢獻。彼等積極參與董事會及委員會會議，對本集團之策略、政策、表現及管理程序之事宜提供獨立、富建設性及有根據的判斷，並顧及本公司全體股東(「股東」)之利益。

於整年內及截至本報告日期止，本公司有四名獨立非執行董事，佔董事會人數不少於三分之一。至少一名獨立非執行董事具備上市規則第3.10條所規定之適當專業資格或會計或相關財務管理之專業知識。董事會已接獲每名獨立非執行董事有關其獨立性之年度確認書，並認為所有獨立非執行董事均具備上市規則第3.13條所載之指引之獨立性。

董事會定期舉行會議討論本集團之整體策略以及營運及財政表現，並審閱及批准本集團之全年及中期業績及其他須處理之個別事項。於年內，已舉行了四次董事會會議，而各董事於截至二零二四年十二月三十一日止年度內於董事會、薪酬委員會、審核委員會之會議及股東大會的個別出席記錄載列如下：

董事姓名	出席／舉行會議之次數			
	董事會	薪酬委員會	審核委員會	股東大會
<b>執行董事：</b>				
李成輝(行政總裁)	4/4			1/1
勞景祐	4/4			1/1
麥伯雄	4/4			1/1
<b>非執行董事：</b>				
狄亞法(主席)	4/4	1/1	2/2	1/1
長原彰弘(副主席)	4/4			1/1
李淑慧	4/4			1/1
<b>獨立非執行董事：</b>				
白禮德	4/4	1/1	2/2	1/1
Alan Stephen Jones	4/4	1/1	2/2	1/1
楊麗琛	4/4	1/1	2/2	1/1
周國榮	4/4	1/1	2/2	1/1



## 董事會(續)

### 董事會程序(續)

經董事會決定或考慮之事宜主要包括本集團整體策略、全年營運預算、全年及中期業績、董事委任或重新委任之批准(按提名委員會之建議)、重大合約及交易、企業管治以及其他重大政策及財務事宜。董事會已將日常職責委派予行政管理人員，並由執行委員會(其具有特定書面職權範圍)指示／監督。董事會及本公司管理層各自之職能已確立並以書面方式列載，並不時由董事會作出檢討並更新，以確保其職能與現行規則及規例一致。

董事會定期會議的舉行日期於每年預先編定，以便更多董事出席會議。舉行董事會會議一般會給予全體董事至少十四天之通知，以便彼等皆有機會提出商討事項列入會議議程內。本公司的公司秘書(「公司秘書」)協助董事會主席編制會議議程，以及確保已遵守所有適用規則及規例。議程及隨附之董事會文件一般在擬舉行董事會定期會議(及就可行情況下，亦適用於其他董事會會議)前至少三天呈送予全體董事。每份董事會會議記錄之初稿於提交下一次董事會會議審批前，先供全體董事傳閱並提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，於任何合理時間內查閱。

根據董事會現行慣例，倘主要股東或董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則有關事項會於正式召開之董事會會議上處理。本公司之組織章程細則(「組織章程細則」)亦規定，除當中所述之例外情況外，董事須就批准該名董事或其任何緊密聯繫人擁有重大利益之任何合約或安排之會議上就任何董事會決議案放棄投票，彼亦不會被計算於該等會議之法定人數內。

每位董事有權查閱董事會文件及相關資料，以及可向公司秘書尋求意見及服務。董事會及各董事亦可個別及獨立地接觸本公司之高級行政人員。董事將持續獲取有關上市規則及其他適用之監管規定之重大發展的最新資料，以確保彼等遵守及秉持優良企業管治常規。此外，作為鼓勵董事發表獨立意見及建議之機制的一部分，已制定書面程序並每年進行檢討，讓各董事在履行其職務時，可在適當之情況下尋求外部獨立專業意見，有關合理費用由本公司承擔。

董事會(續)

董事之持續專業發展

在持續專業發展方面，於截至二零二四年十二月三十一日止年度，董事除出席會議及審閱由本公司管理層發出之文件及通函外，董事參與之活動包括如下：

參與持續專業發展活動		
董事姓名	閱讀法規更新	出席與董事 職責有關的 培訓／簡報會／ 座談會／研討會
執行董事：		
李成輝(行政總裁)	✓	✓
勞景祐	✓	✓
麥伯雄	✓	✓
非執行董事：		
狄亞法(主席)	✓	✓
長原彰弘(副主席)	✓	✓
李淑慧	✓	✓
獨立非執行董事：		
白禮德	✓	✓
Alan Stephen Jones	✓	✓
楊麗琛	✓	✓
周國榮	✓	✓

成員多元化

本公司已採納董事會成員多元化政策，載列有關董事會成員多元化之目標及原則，以在可行情況下達致本公司在董事會成員多元化方面取得平衡之策略目標。董事會所有委任將以用人唯才為原則，及按可計量目標考慮人選，並衡量本公司之業務及需要。

甄選人選將按一系列多元化標準為基準，包括但不限於性別、年齡、文化及教育背景、知識、專業經驗及技能。最終決定將按人選的長處及可為董事會提供的貢獻而定。



## 董事會(續)

### 成員多元化(續)

董事會女性代表的比例是本公司評估多元化政策實施情況的一個可計量目標。目前，董事會的十名董事中有兩名女性董事，實現了董事會的性別多元化，比例達至20%。董事會的目標為至少維持現有的女性代表比例，最終目標為在物色到合適的候選人時，逐步提高女性成員的比例。

十名董事來自多元及互補的背景，包括管理、房地產開發／管理、消費金融、抵押貸款、金融／資產投資、併購、法律、會計及財務管理。彼等為業務帶來的寶貴經驗及專業知識，對本集團的長期發展至關重要。

年內，董事會對董事會成員多元化政策的實施及有效性進行年度檢討，並確信董事會成員多元化政策已得到適當的實施且有效。

在致力保持性別多元化的過程中，招聘及甄選高級管理層及一般員工時也作出了類似的考慮。截至二零二四年十二月三十一日，員工的男女性別比例達到41:59，此比例為性別多元化的可計量目標，已在員工(包括高級管理層)中實現。有關本集團員工組成的進一步資料，可參閱分別在香港聯合交易所有限公司(「聯交所」)及本公司網站上發佈的《二零二四年環境、社會及管治報告》。

### 主席及行政總裁之角色

企業管治守則之守則條文C.2.1規定，主席及行政總裁之角色應有所區分，並不應由一人同時兼任。董事會主席狄亞法先生主要負責領導董事會，確保(i)所有重大政策事宜乃經董事會以即時及建設性方式討論；(ii)所有董事能妥善地獲得董事會會議上討論問題之通報；及(iii)所有董事能收到準確、適時及清晰之資料。行政總裁一職由本公司行政總裁李成輝先生擔任，彼負責本集團之日常業務管理。此等職位之職責已清晰區分且以書面形式載明，並獲董事會批准。

### 董事之委任及重選

提名委員會之職權範圍包括訂明遴選及推薦本公司董事候選人程序及準則之提名方法。

每名新獲委任之董事將於首次委任時獲公司秘書發給一套入職資料。該套入職資料乃根據香港公司條例(「公司條例」)、上市規則以及證券及期貨條例(「證券及期貨條例」)董事須遵守之職責及持續責任之全面、正式及量身定制之指引。此外，該套入職資料亦包括簡述本公司運作及業務之資料、本公司最新公佈之財務報告及董事會採納之企業管治常規文件。董事將持續獲取有關上市規則及其他適用之監管規定之任何重大發展的最新資料，以確保彼等遵守及維持良好之企業管治常規。

所有非執行董事(包括獨立非執行董事)並無指定任期，惟均須根據組織章程細則之有關條文或任何其他適用法例之規定離任或退任，但合資格膺選連任。

在考慮委任或續任董事時，除上文「董事會」下「成員多元化」各段所規定的多元化標準外，董事會在提名委員會的協助及建議下，還將考慮若干因素，包括但不限於董事會的結構、規模及組成、候選人的資格以及其在需要時投入足夠時間履行董事職責並對本公司的策略、政策及業績發展作出積極貢獻的能力。

根據組織章程細則，於本公司每屆股東週年大會(「股東週年大會」)上，三分之一當時在任之董事(或倘人數並非三之倍數，則最接近但不少於三分之一之數目)須輪值退任。此外，任何為填補臨時空缺或新增董事會成員而獲董事會委任之董事的任期僅至下屆股東週年大會為止，隨後可膺選連任。每名董事須至少每三年輪值退任一次。

## 企業管治職能

董事會負責履行企業管治責任，並已就其企業管治職能採納書面職權範圍。

董事會在企業管治職能方面之責任包括：

- (i) 制定及檢討本公司之企業管治政策及常規；
- (ii) 檢討及監察董事及高級行政人員之培訓及持續專業發展；
- (iii) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (iv) 制定、檢討及監察僱員及董事之操守準則及合規手冊(如有)；及
- (v) 檢討本公司遵守企業管治守則之情況及在企業管治報告內之披露。

於二零二四年及截至本報告日期止，董事會已根據其職權範圍履行企業管治責任。

## 董事委員會

董事會已成立多個委員會，包括提名委員會、薪酬委員會、審核委員會及執行委員會，各委員會均以書面形式具體列明其職權範圍。委員會之所有會議記錄及決議案均由公司秘書保存，並提供副本予全體董事會成員傳閱，而各委員會須向董事會匯報其決定及建議(倘適用)。董事會會議之程序及安排(於本報告「董事會」一節內提述)按可行情況下亦已獲採納於委員會會議。

### 提名委員會

提名委員會由董事會主席擔任主席，且大部分成員為獨立非執行董事。目前，提名委員會由五位成員組成，包括非執行董事及董事會主席狄亞法先生(提名委員會主席)，獨立非執行董事白禮德先生、Alan Stephen Jones先生、楊麗琛女士及周國榮先生。提名委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。提名委員會之主要角色及職能已載列於其職權範圍內，該職權範圍已於聯交所及本公司網站內登載。

### 董事委員會(續)

#### 提名委員會(續)

提名委員會已於其職權範圍內制訂並載列提名政策(「提名政策」)。提名政策旨在確保董事會根據本公司業務而具備適當所需技巧、經驗及多樣的觀點與角度，並確保董事能按其角色及董事會職責向本公司投入足夠的時間，並作出貢獻。董事會中執行董事及非執行董事(包括獨立非執行董事)的組合應保持均衡，以使董事會上有強大的獨立元素，能夠有效地作出獨立判斷。

為確保董事會組成人員的變動不會帶來不適當的干擾，本公司制定正式、經審慎考慮並具透明度的董事甄選、委任及重新委任程序，以及有序的董事繼任計劃(如認為有需要)，包括定期檢討此類計劃。委任新董事(作為新增董事或填補所出現的臨時空缺)或重新委任任何董事乃經提名委員會推薦候選人後由董事會作出決定。

考慮候選人是否符合資格的標準，應視乎候選人是否能投入足夠時間及精神以處理本公司事務，並促進董事會成員多元化(包括性別多元化)，使董事會能有效履行其職責。採納有關標準有利於本公司為董事會建立一個候選人渠道，以達致性別多元化。更多甄選標準及程序的詳情載於提名委員會職權範圍，該職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，提名委員會將於有需要時舉行會議，亦可透過傳閱文件方式處理事宜。於二零二四年，提名委員會並無舉行會議，提名委員會乃透過傳閱文件方式處理事宜。於二零二四年及截至本報告日期止，提名委員會已履行之工作概述如下：

- (i) 檢討並建議董事會批准就重選退任董事提呈於二零二四年股東週年大會及二零二五年股東週年大會之決議案；
- (ii) 檢討董事會的架構、人數、組成及多元化，以及評核各獨立非執行董事的資格、時間投入、貢獻及獨立性；及
- (iii) 檢討董事會成員多元化政策。

## 董事委員會(續)

### 薪酬委員會

薪酬委員會由獨立非執行董事擔任主席，成員大多數為獨立非執行董事。目前，薪酬委員會由五位成員組成，包括獨立非執行董事白禮德先生(薪酬委員會主席)、Alan Stephen Jones先生、楊麗琛女士及周國榮先生，以及非執行董事狄亞法先生。薪酬委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。薪酬委員會之主要角色及職能已載列於其職權範圍內，該職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，薪酬委員會每年須至少舉行一次會議。於二零二四年已舉行一次薪酬委員會會議，而各成員之出席情況載於本報告「董事會」一節內。

除舉行薪酬委員會會議外，薪酬委員會亦於二零二四年內透過傳閱文件方式處理事宜。於二零二四年內及截至本報告日期止，薪酬委員會已履行之工作概述如下：

- (i) 檢討及建議董事會批准重續為行政總裁提供住宿的租賃協議及本公司應付每月租金，於二零二四年二月十五日生效；
- (ii) 檢討現時之董事薪酬之政策及架構；
- (iii) 檢討執行董事、投資總監及集團財務總監現時之薪酬待遇；
- (iv) 檢討非執行董事(包括獨立非執行董事)現時之薪酬；及
- (v) 檢討及建議董事會批准執行董事、主席(為非執行董事)、副主席(為非執行董事)、投資總監及集團財務總監截至二零二三年十二月三十一日止年度之花紅及二零二四年之薪酬(視情況而定)。

董事獲發之薪酬乃按彼等各自之僱傭合約或服務合約內之合約條款，在薪酬委員會向董事會提出建議並獲批准後而釐定。董事薪酬之詳情載於綜合財務報表附註11，而於中期期間及截至中期業績報告日期止之若干董事酬金之變更詳情亦已披露於本公司日期為二零二四年八月二十八日之中期業績報告內。按級別應付本公司高級管理層之薪酬載於綜合財務報表附註11。本集團薪酬政策之詳情亦已載於董事會報告第125頁之「薪酬政策」一節內。

## 董事委員會(續)

### 審核委員會

審核委員會目前由五名非執行董事組成，其中四名為獨立非執行董事。為保持獨立性及客觀性，審核委員會由一名具備合適專業資格或會計或相關財務管理專業知識之獨立非執行董事擔任主席。審核委員會之現任成員為獨立非執行董事Alan Stephen Jones先生(審核委員會主席)、非執行董事狄亞法先生，以及獨立非執行董事白禮德先生、楊麗琛女士及周國榮先生。審核委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。審核委員會之主要角色及職能已載列於其職權範圍內，該職權範圍已於二零二四年三月更新並已於聯交所及本公司網站內登載。

審核委員會之職權範圍不時作出修訂，以遵守企業管治守則之守則條文D.3.3，惟就該守則條文在審核委員會之職責方面有所偏離：

- (i) 執行委聘外聘核數師提供非核數服務之政策；
- (ii) 確管理層已履行其職責建立有效之風險管理及內部監控系統；及
- (iii) 確保內部和外聘核數師之工作得到協調，也須確保內部審計功能在上市公司中獲得足夠資源運作，並且有適當之地位。

董事會認為審核委員會應就委聘外聘核數師提供非核數服務之政策作出建議(而非守則條文所述之執行)，理由如下：

- (i) 由董事會及其下設置之委員會制定政策及作出合適之建議乃屬恰當及合適；
- (ii) 由執行董事及管理層執行該政策及建議乃屬恰當及合適之機制；及
- (iii) 獨立非執行董事並不適宜執行日常之政策及跟進工作。

此外，董事會認為審核委員會僅具備有效能力監察(而非守則條文所述之確保)管理層是否已履行其職責建立有效之風險管理及內部監控系統。由於上述事宜涉及日常監控及僱用全職之專業人員，因此審核委員會並無確保上述事宜得以執行之能力。審核委員會雖無法確保，但可推動內部和外聘核數師之工作得到協調。同樣，審核委員會無法確保，但可檢閱內部審計功能是否獲得足夠資源運作。

根據其職權範圍，審核委員會每年須至少舉行兩次會議。於二零二四年已舉行兩次審核委員會會議，而各成員之出席情況載於本報告「董事會」一節內。



## 董事委員會(續)

### 審核委員會(續)

除舉行審核委員會會議外，審核委員會亦於二零二四年內透過傳閱文件方式處理事宜。於二零二四年內及截至本報告日期止，審核委員會已履行之工作概述如下：

- (i) 審閱及批准外聘核數師建議之審計範圍及費用；
- (ii) 審閱外聘核數師就有關本集團截至二零二三年十二月三十一日止年度之年終審計、截至二零二四年六月三十日止六個月之中期業績審閱及截至二零二四年十二月三十一日止年度之年終審計報告以及管理層之回應；
- (iii) 審閱及建議董事會批准截至二零二三年十二月三十一日止年度、截至二零二四年六月三十日止六個月及截至二零二四年十二月三十一日止年度之財務報告以及相關之管理層聲明函件及公佈；
- (iv) 審閱及建議董事會批准經修訂之舉報者政策；
- (v) 審閱內部審計部(「內部審計部」)編制之本集團內部審計報告；
- (vi) 審閱及建議董事會就本集團會計、內部審計及財務匯報職能以及環境、社會及管治(「環境、社會及管治」)表現及報告方面的資源、員工資歷及經驗以及有關員工所接受的培訓課程及預算之報告作年度檢討；
- (vii) 審閱及建議董事會就關連人士交易政策及程序、識別及監察關連交易之程序、舉報者政策、內幕消息披露政策、公司管理授權手冊、風險管理、合規及內部監控程序之政策、股息政策及獨立核數師之非核證服務的預批政策作年度檢討／批准；及
- (viii) 審閱及建議董事會就本集團之風險管理及內部監控系統作年度檢討。

### 執行委員會

執行委員會目前由兩名執行董事組成，包括李成輝先生(執行委員會主席)及勞景祐先生。執行委員會獲授予董事會所獲授予之關於本集團業務之所有一般管理及控制權，惟根據執行委員會之書面職權範圍須留待董事會決定及批准之事宜除外。執行委員會之主要角色及職能已載列於其職權範圍內，該職權範圍已於二零二四年三月更新。

### 董事委員會(續)

#### 執行委員會(續)

執行委員會於有需要時舉行會議，以討論本集團之營運事宜，亦可透過傳閱文件方式處理事宜。執行委員會主要負責處理及監察日常管理事宜，並獲授權：

- (i) 制定及執行有關本集團商業活動、內部監控及行政之政策；及
- (ii) 在董事會確定之本集團整體策略範圍內，規劃及決定就本集團商業活動將予採納之策略。

#### 公司秘書

劉冬妮女士為本公司公司秘書。全體董事均可要求公司秘書提供意見及服務。公司秘書就董事會管治事宜向董事會主席匯報，負責確保董事會程序得以遵守，及促進董事之間及與股東和管理層之溝通。

劉女士為英國特許公司治理公會及香港公司治理公會資深會士。彼持有行政人員工商管理碩士學位並於公司秘書及企業管治專業擁有超過二十年經驗。於二零二四年，劉女士接受超過十五小時之相關專業培訓以更新其技能及知識。

#### 董事及相關僱員進行證券交易之守則

本公司已採納上市規則附錄C3所載之上市發行人董事進行證券交易的標準守則(「標準守則」)，作為董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事已確認彼等一直遵守標準守則所載之規定標準。

本公司亦已採納標準守則作為相關僱員進行證券交易之守則，藉此對本公司或其附屬公司之若干僱員(彼等被視為可能知悉有關本公司或其證券之內幕消息)就本公司之證券買賣作出規管。

#### 問責及核數

##### 財務報告

在本公司會計部之協助下，董事確認彼等編制本集團綜合財務報表之責任。於編制截至二零二四年十二月三十一日止年度之綜合財務報表時，本公司已採納香港公認會計原則，並遵守香港會計師公會頒佈之香港財務報告準則(當中亦包括香港會計準則及詮釋)之規定以及香港公司條例之披露規定。董事認為所選擇之會計政策適當並且貫徹應用，而所作判斷及估計審慎合理，亦已確保按持續經營基準編制綜合財務報表。

本公司外聘核數師德勤•關黃陳方會計師行(「德勤」)之匯報責任載於第127頁至第137頁之獨立核數師報告。



## 問責及核數(續)

### 風險管理及內部監控

董事會負責每年檢討本集團風險管理及內部監控系統之效能，其中涵蓋所有重要的監控，包括財務監控、運作監控及合規監控。於二零二四年內及截至本報告日期止，董事會已透過審核委員會就本公司在會計、內部審計及財務匯報職能以及環境、社會及管治表現及報告方面的資源、員工資歷及經驗，以及有關員工所接受的培訓課程及預算是否足夠作出檢討。

本集團之風險管理文化對風險管理框架的成效尤為關鍵。主要風險透過考慮政策、外部風險因素、本集團的營商環境(包括同行所識別的風險)及個別流程及程序的分析予以釐定。

本集團主要風險審閱集中於識別可能威脅業務模式、未來表現、業務資金或流動資金的有關風險。識別該等風險過程中，已考慮外部發展、監管期望及市場標準。重心包括策略風險、信貸風險、市場風險、流動資金風險、經營風險、法律與合規風險、外部風險及人力資源風險。

本集團會定期考量新風險以評估對本集團構成的任何潛在影響，並釐定是否需要作出任何行動。新風險包括與監管／立法變動以及宏觀經濟及政治變動有關的風險。

本集團風險管理及內部監控系統旨在合理地(而非絕對地)保證無重大失實陳述或損失，同時管理(而非完全消除)系統失誤之風險，並協助本集團達致議定宗旨及目標。其對達致業務目標至為重要之風險管理擔任重要角色。此外，風險管理及內部監控亦為備存妥善之會計記錄提供準則，有助遵守有關法律及規例。

本集團設有辨認、評估及管理各項業務及活動之風險的系統及程序。有關業務單位及部門主管在內部審計部的協調下各自完成責任聲明，藉以進行年度評估。管理層向執行委員會主席呈報檢討結果，及由其轉呈審核委員會及董事會以檢討風險管理及內部監控系統之效能，並認為風險管理及內部監控系統屬有效及足夠。

本公司之主要附屬公司均受獨立風險管理及內部監控系統管理。此等附屬公司已向本公司就遵循企業管治守則內之整體風險管理及內部監控系統規定作出適當之保證。

有關本集團面對各主要類別風險之管理政策及程序之論述，收錄於綜合財務報表附註48及業務回顧第77頁至第79頁之「風險管理」一節內。

問責及核數(續)

內部審計

內部審計主管向董事會主席及審核委員會匯報。內部審計部一般就本集團風險管理及內部監控系統是否足夠及有效作出分析及獨立評估。

審核委員會及董事會已審閱由內部審計部編制之本集團內部審計計劃。

內幕消息披露政策

董事會就處理及發佈內幕消息的程序及內部監控採納內幕消息披露政策(「該政策」)。該政策載列董事及本集團相關人員的指引及程序，以確保本集團按公平基準並及時向公眾發佈內幕消息。掌握潛在內幕消息及／或內幕消息的董事及相關人員需採取合理措施，確保制定妥善保障措施以防止洩露高度機密的內幕消息，並確保接收者明白自身有責任就消息保密。該政策須於情況有變動及於上市規則、證券及期貨條例第XIVA部及相關法定及監管規定不時出現變動時按需要作出更新及修訂。

舉報者政策

董事會已採納舉報者政策及機制，以供僱員及與本集團有業務往來者可在保密情況下及以不具名方式(如需要及適當)向審核委員會提出對任何有關本集團的可能不當行為的關注。

外聘核數師之酬金

於年內，已支付予德勤之酬金載列如下：

向本集團提供之服務	百萬港元
核數服務	15.3
非核數服務(包括稅項及其他專業服務)	4.1
總額	19.4

## 股東參與

董事會深明與股東保持良好聯繫之重要性。有關本集團之資料乃按時透過多種正式途徑向股東傳達，包括中期業績報告及年報、公佈及通函。該等刊發文件連同最近期之公司資料及消息亦已於本公司網站內登載。

本公司股東週年大會乃董事會直接與股東聯繫之寶貴機會。董事會主席積極參與股東週年大會並回應股東之任何查詢。審核委員會、薪酬委員會及提名委員會主席，或在該等主席缺席時由各自委員會之另一名委員(或如該等委員未能出席，則彼等適當委任的代表)於股東週年大會上回答提問。任何須予成立或根據上市規則成立之獨立董事委員會之主席(或倘並無委任該主席，則至少一名獨立董事委員會成員)亦會出席任何就批准關連交易或須獲獨立股東批准之任何其他交易而舉行之股東大會，以回答提問。

年內，二零二四年股東週年大會已於二零二四年五月三十日舉行。董事於二零二四年股東週年大會的出席記錄載於本報告「董事會」一節內。

每項重大事項(包括重選退任董事)均於股東大會提呈獨立決議案。

就股東週年大會而言，股東通告將於大會舉行前至少二十一日發送，而就所有其他股東大會而言，股東通告將於大會舉行前至少十四日發送。以股數投票方式進行表決之詳細程序乃於大會開始時向股東解釋。大會主席會解答股東有關以股數投票方式表決之任何問題。股數投票結果將根據上市規則規定之方式刊發。

於遞交請求當日佔全體有權在股東大會上表決而總表決權最少百分之五之股東，可向本公司註冊辦事處(「註冊辦事處」)發送書面請求，要求董事召開股東特別大會(「股東特別大會」)。該書面請求必須註明將於股東特別大會上處理之事項之一般性質，且必須經提出該要求之一名或多名人士核實。此外，股東可根據公司條例及組織章程細則(如適用)向董事會提交書面形式之股東大會提案(「提案」)並送達註冊辦事處(地址可於本年報「公司資料」一節查閱)。提案須透過提呈決議案方法作出，內容須清楚及簡要地列明予以討論之提案且符合本公司之業務範疇。

董事會已制定一套股東通訊政策，載列了與股東溝通的渠道。股東可將其向董事會提交之查詢以書面形式送達註冊辦事處，內容須註明查詢之性質及提出查詢之理由。此外，股東亦可就任何有關其股權問題向本公司股份過戶登記處香港中央證券登記有限公司查詢。

### 股東參與(續)

年內，董事會檢討股東溝通政策的實施及有效性。在考慮上文及股東溝通政策中詳述的多種溝通及參與渠道後，董事會認為股東溝通政策已得到適當的實施，且屬有效。

組織章程細則可於聯交所及本公司網站查閱。於本年度，組織章程細則概無變動。

### 股息政策

董事會已採納股息政策，旨在為股東提供合理及可持續回報，同時維持財務狀況穩定，使本公司得以把握任何不時之投資及擴展機遇。

董事會可按年宣派或建議股息及／或宣派中期股息或特別股息。經考慮本公司及本集團營運業績、累計及未來盈利、資本負債、流動資金狀況、資本承擔要求及未來擴張計劃以及整體經濟狀況及可能影響本公司及本集團財務表現及狀況的外部因素後，董事會方可建議或宣派股息。此外，由於本公司為一間控股公司，董事會亦將考慮自其附屬公司及聯營公司收取的股息，原因是本公司派付股息的能力取決於自該等附屬公司及聯營公司收取的股息。

董事會將定期檢討股息政策並在必要時修訂及／或修改股息政策。

### 提升企業管治水平

提升企業管治水平不單是為應用及遵守聯交所之企業管治守則，亦為推動及建立道德與健全之企業文化。吾等將持續檢討並按經驗、監管變動及發展，於適當時候改善現行常規。本公司亦歡迎股東提供任何意見及建議以提高及改善本公司之透明度。

代表董事會

主席  
狄亞法

香港，二零二五年三月二十六日

本公司之董事會(「董事會」)同寅謹將本公司及其附屬公司(統稱「本集團」)截至二零二四年十二月三十一日止年度之年報及經審計綜合財務報表呈覽。

### 主要業務及業務審視

本公司乃一間控股投資公司，提供公司管理服務。其主要附屬公司、聯營公司及合營公司於二零二四年十二月三十一日之主要業務分別列於綜合財務報表附註59、60及61。本集團截至二零二四年十二月三十一日止年度之業務審視以及香港公司條例(「公司條例」)附表5規定之進一步討論與分析載於本年報第68頁至第81頁「業務回顧」一節及第113頁至第114頁「企業管治報告」內「股東參與」一節，亦載於將分別在香港聯合交易所有限公司(「聯交所」)網站及本公司網站「投資者關係」下「環境、社會及管治報告」一節另行刊載的「環境、社會及管治報告」(「環境、社會及管治報告」)。有關討論亦構成本董事會報告之一部分。

如欲瀏覽環境、社會及管治報告的網上版本，請參閱本年報第65頁「公司資料」所載的網址。

### 業績及溢利分配

本集團之業績列於第138頁之綜合損益表及隨附之綜合財務報表附註內。

董事會不建議派發截至二零二四年十二月三十一日止年度之股息(二零二三年：無)。

### 投資物業

本集團投資物業於二零二四年十二月三十一日之重估價值為26,327.7百萬港元，投資物業之公平價值減少淨額1,026.2百萬港元已於綜合損益表內扣除。

本集團投資物業於本年度之變動詳情列於綜合財務報表附註19。

### 物業、廠房及設備

本集團物業、廠房及設備於本年度之變動詳情列於綜合財務報表附註20。

## 物業

本集團於二零二四年十二月三十一日之主要物業資料列於第366頁至第384頁。

## 股本及已發行股份

本公司之股本於本年度之變動詳情列於綜合財務報表附註40。

## 債權證

於二零二四年十二月三十一日，本集團有如下已發行債權證：

- 由Sun Hung Kai & Co. (BVI) Limited(其於英屬處女群島註冊成立，為新鴻基有限公司(「新鴻基」)直接全資附屬公司)根據總額3,000,000,000美元的擔保中期票據計劃發行的450,000,000美元按5.00%計息及於二零二六年九月到期的擔保票據(「二零二六年票據」)。二零二六年票據於二零二一年九月(就375,000,000美元而言)及於二零二二年三月(就75,000,000美元而言)於聯交所上市(股份代號：40831)。截至二零二四年十二月三十一日，二零二六年票據未償還之本金額為376,238,000美元。

有關上述已發行擔保票據的進一步詳情，請參閱綜合財務報表附註43。除上文所披露者外，年內本集團並無發行任何其他債權證。

## 股票掛鈎協議

本公司並無於本年度訂立或於本年度終結時存在股票掛鈎協議而將會或可導致本公司發行股份或規定本公司訂立任何將會或可導致本公司發行股份之協議。

## 董事

於本年度及截至本報告日期止之本公司之董事(「董事」)如下：

### 執行董事：

李成輝  
勞景祐  
麥伯雄

### 非執行董事：

狄亞法  
長原彰弘  
李淑慧

### 獨立非執行董事：

白禮德  
Alan Stephen Jones  
楊麗琛  
周國榮

根據本公司組織章程細則(「組織章程細則」)第105(A)條，長原彰弘先生、勞景祐先生、麥伯雄先生及 Alan Stephen Jones 先生將於本公司之應屆股東週年大會(「股東週年大會」)輪值退任，惟有資格並願意膺選連任。

根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄C1所載之企業管治守則第2部分之守則條文B.2.3，倘獨立非執行董事在任已超過九年，該董事是否獲續任應以獨立決議案形式由股東審議通過。Alan Stephen Jones 先生已擔任獨立非執行董事超過九年，並符合資格及願意於應屆股東週年大會上膺選連任。

於本年度內及截至本報告日期出任本公司附屬公司董事會之全體董事名單存置於本公司的註冊辦事處，股東可於正常辦公時間查閱。

## 董事之服務合約

擬於應屆股東週年大會上膺選連任之董事概無與本集團訂立本集團不可於一年內毋須賠償(法定賠償除外)而可予以終止之未到期服務合約。

## 非執行董事之任期

本公司所有非執行董事(「非執行董事」，包括獨立非執行董事(「獨立非執行董事」))並無指定任期，惟均須根據組織章程細則之有關條文或任何其他適用法例之規定離任或退任，但合資格膺選連任。



## 董事之權益

於二零二四年十二月三十一日，根據證券及期貨條例(「證券及期貨條例」)第352條規定所存置之登記冊所載，董事狄亞法先生、長原彰弘先生、李成輝先生、勞景祐先生及李淑慧女士於本公司及其相聯法團(釋義見證券及期貨條例第XV部)之股份、相關股份或債權證中持有以下權益：

董事姓名	公司名稱	持有股份／相關股份之數目			佔已發行股份 總數之概約 百分比	權益性質
		於股份之 權益	於相關股份之 權益	權益總額		
狄亞法	龍資源有限公司 (「龍資源」)(附註1)	220,000	–	220,000	0.14%	個人權益
長原彰弘	新鴻基(附註2)	887,034	–	887,034	0.04%	836,066股屬個人權益 (以實益擁有人身份持 有)及50,968股屬其他 權益(附註5)
	天安中國投資有限公司 (「天安」)(附註2)	18,171,564	–	18,171,564	1.23%	18,049,481股屬個人權益 (以實益擁有人身份持 有)及122,083股屬其 他權益(附註5)
	亞證地產有限公司 (「亞證地產」) (附註2)	5,411,522	–	5,411,522	0.43%	5,395,652股屬個人權益 (以實益擁有人身份持 有)及15,870股屬其他 權益(附註5)
	Tian An Australia Limited (「TIA」)(附註2)	350,000	–	350,000	0.40%	個人權益
	Tanami Gold NL (「Tanami Gold」) (附註3)	2,000,000	–	2,000,000	0.17%	個人權益
李成輝	本公司	2,635,105,180	–	2,635,105,180	74.99%	458,420股屬個人權益 (以實益擁有人身份持 有)及2,634,646,760股 屬其他權益(附註6)
勞景祐	本公司	280,000	–	280,000	0.00%	個人權益
	亞太資源有限公司 (「亞太資源」)(附註4)	998,250	199,650	1,197,900	0.08%	個人權益(附註7)
	天安卓健有限公司 (「天安卓健」)(附註2)	266,000	–	266,000	0.02%	個人權益
李淑慧	本公司	2,634,646,760	–	2,634,646,760	74.98%	其他權益(附註6)



## 董事之權益(續)

附註：

1. 於二零二四年十二月三十一日，龍資源由亞太資源擁有約29.65%，而亞太資源則由本公司透過其間接全資附屬公司擁有約45.36%。因此，龍資源為本公司的相聯法團(釋義見證券及期貨條例第XV部)。
2. 新鴻基、天安、亞證地產、天安卓健及TIA為本公司之間接非全資附屬公司，因此為本公司的相聯法團(釋義見證券及期貨條例第XV部)。
3. 於二零二四年十二月三十一日，Tanami Gold由亞太資源擁有約46.30%。因此，Tanami Gold為本公司的相聯法團(釋義見證券及期貨條例第XV部)。
4. 於二零二四年十二月三十一日，亞太資源由本公司透過其間接全資附屬公司擁有約45.36%。因此，亞太資源為本公司的相聯法團(釋義見證券及期貨條例第XV部)。
5. Mitsu Nagahara女士(「Nagahara女士」)為長原彰弘先生之配偶，分別持有(i)新鴻基50,968股股份；(ii)天安122,083股股份；及(iii)亞證地產15,870股股份。根據證券及期貨條例，長原彰弘先生被視為擁有Nagahara女士所持股份之權益。
6. 李成輝先生及李淑慧女士為間接持有本公司2,634,646,760股股份之Lee and Lee Trust(全權信託)之其中兩名信託人。
7. 該權益包括(i)亞太資源998,250股股份；及(ii)亞太資源199,650份認股權證(認股權證代號：2478)(因而產生亞太資源199,650股相關股份的權益)。
8. 上述所有權益均屬好倉。

除上文所披露者外，於二零二四年十二月三十一日，本公司之各董事及最高行政人員概無於本公司或其任何相聯法團(釋義見證券及期貨條例第XV部)之任何股份、相關股份或債權證中擁有記錄於根據證券及期貨條例第352條規定須存置之登記冊內，或根據上市規則附錄C3所載之上市發行人董事進行證券交易的標準守則另行知會本公司及聯交所之任何權益或淡倉。

## 董事在競爭業務中之權益

於本年度內及截至本報告日期止，根據上市規則，以下董事被視為於下列直接或間接與本集團業務構成競爭或有可能構成競爭的業務中持有權益：

董事姓名	公司名稱	於競爭業務中之權益	競爭業務之說明 <sup>#</sup>
狄亞法	亞太資源	— 董事	(1), (9)
長原彰弘	新鴻基之若干附屬公司	— 董事	(1)
李成輝	Allied Kajima Limited (「AKL」)	— 董事 — 主要股東*	(2)
	新鴻基	— 新鴻基一間非全資附屬公司之董事 — 新鴻基之主要股東*	(1) (1), (3), (8)
	天安	— 董事 — 主要股東*	(1), (3), (4), (5)
	亞證地產	— 主要股東*	(1), (3), (5)
	天安卓健	— 董事 — 主要股東*	(1), (3), (4), (6)
	TIA	— 主要股東*	(4)
	亞太資源	— 董事 — 主要股東*	(1), (9)
	Mount Gibson Iron Limited (「Mount Gibson」)	— 董事 — 主要股東*	(7)
勞景祐	天安	— 董事	(1), (3), (4), (5)
	亞證地產	— 董事	(1), (3), (5)
李淑慧	AKL	— 主要股東*	(2)
	新鴻基	— 主要股東*	(1), (3), (8)
	天安	— 主要股東*	(1), (3), (4), (5)
	亞證地產	— 主要股東*	(1), (3), (5)
	天安卓健	— 主要股東*	(1), (3), (4), (6)
	TIA	— 主要股東*	(4)
	亞太資源	— 主要股東*	(1), (9)
	Mount Gibson	— 主要股東*	(7)

## 董事在競爭業務中之權益(續)

本集團之競爭業務：

- (1) 借貸
- (2) 物業租賃及酒店相關業務
- (3) 物業投資
- (4) 物業發展
- (5) 物業管理
- (6) 護老以及證券買賣及投資
- (7) 投資及買賣資源和相關行業之上市證券
- (8) 投資及買賣資源和相關行業之證券及金融工具
- (9) 買賣上市及非上市證券

\* 李成輝先生及李淑慧女士為Lee and Lee Trust之其中兩名信託人，而Lee and Lee Trust被視為AKL、新鴻基、天安、亞證地產、天安卓健、TIA、亞太資源及Mount Gibson各自之主要股東。

# 透過附屬公司或聯營公司(視情況而定)進行。

僅供參考：

李成輝先生及李淑慧女士為Lee and Lee Trust之其中兩名信託人，而Lee and Lee Trust被視為Tanami Gold及龍資源各自之主要股東。狄亞法先生為Tanami Gold及龍資源各自之董事。Tanami Gold透過其若干附屬公司於澳洲從事金礦勘探，而龍資源則於北歐從事金礦勘探、開採及加工。因此，Tanami Gold的業務並無或不大可能與龍資源的業務直接或間接競爭。

上述董事雖因彼等各自同時於其他公司出任董事一職或擁有股權而持有競爭性權益，彼等仍會履行彼等之受信責任，以確保彼等於任何時候均以股東及本公司之整體最佳利益行事。故此，本集團得以按公平原則以獨立於該等公司業務之方式進行其本身之業務。

### 董事在交易、安排或合約中之權益

除於綜合財務報表附註54「有關連人士之交易及結餘」所披露外，於本年度結束時或於年內任何時間，本公司或其任何附屬公司並無訂立董事或與董事有關連之實體直接或間接擁有重大權益之其他重要交易、安排或合約。

### 重要合約

除於綜合財務報表附註54「有關連人士之交易及結餘」所披露外，(i)本公司或其附屬公司並無與控股股東或其任何附屬公司之間訂立其他重要合約；及(ii)控股股東或其任何附屬公司並無與本公司或其任何附屬公司訂立提供服務的重要合約。

### 購買股份或債權證之安排

本公司或其任何附屬公司於本年度內概無參與任何安排，使董事能透過購入本公司或任何其他法人團體之股份或債權證而獲得利益。

### 管理合約

除僱傭合約外，於本年度概無訂立或存在其他有關本公司全部或任何重大部分業務之管理及／或行政合約。

### 獲准許的彌償條文

組織章程細則規定，本公司各董事或其他高級職員有權就履行其職務或其他有關方面蒙受或招致的所有虧損或責任自本公司資產中獲得彌償。此外，本公司已就董事可能面對之有關法律行動安排適當的董事及高級職員責任保險。

### 主要股東及其他人士之權益

盡董事所知，於二零二四年十二月三十一日，根據證券及期貨條例第336條規定所存置之登記冊所載持有本公司股份或相關股份權益之股東如下：

股東姓名／名稱	擁有股份或 相關股份 之數目	佔已發行 股份總數之 概約百分比	附註
Cashplus Management Limited(「Cashplus」)	1,117,233,760	31.79%	—
Zealous Developments Limited(「Zealous」)	1,117,233,760	31.79%	1, 2
Minty Hongkong Limited(「Minty」)	1,517,413,000	43.18%	—
Lee and Lee Trust	2,634,646,760	74.98%	3, 4
Vigor Online Offshore Limited(「Vigor」)	224,297,100	6.38%	—
China Spirit Limited(「China Spirit」)	224,297,100	6.38%	5, 6
莊舜而(「莊女士」)	306,337,100	8.71%	7

附註：

- 該權益指Cashplus於1,117,233,760股股份中之相同權益。
- Cashplus為Zealous之全資附屬公司。因此，Zealous被視作擁有Cashplus所持股份之權益。
- Minty及Zealous由Lee and Lee Trust(全權信託)之信託人全資擁有。
- 李成輝先生及李淑慧女士(彼等為董事)與李成煌先生均為Lee and Lee Trust(全權信託)之信託人，因此，彼等被視作擁有Minty及Zealous所持股份之權益。
- 該權益指Vigor於224,297,100股股份中之相同權益。
- Vigor為China Spirit之全資附屬公司。因此，China Spirit被視作擁有Vigor所持股份之權益。
- 該等權益包括由：(i) China Spirit之全資附屬公司Vigor持有之224,297,100股股份之權益；(ii) Pricewell Investments Limited(「Pricewell」)持有之2,040,000股股份之權益；及(iii) Powerwin Consultants Limited(「Powerwin」)持有之80,000,000股股份之權益。Powerwin由莊女士擁有99.99%及Bilistyle Investments Ltd(「Bilistyle Investments」)擁有0.01%。莊女士分別擁有China Spirit、Pricewell及Bilistyle Investments的全部已發行股本，因此被視作擁有China Spirit、Pricewell、Bilistyle Investments及Powerwin所持股份之權益。
- 上述所有權益均屬好倉。

除上文所披露者外，於二零二四年十二月三十一日，董事並不知悉任何其他人士於本公司股份或相關股份中擁有須記錄於根據證券及期貨條例第336條規定所存置之登記冊內之任何權益或淡倉。

### 持續關連交易

誠如本公司及新鴻基日期為二零二二年十月十九日的聯合公佈(「二零二二年聯合公佈」)所披露，李成煌先生及Sun Hung Kai Capital Partners Limited(「SHKCP」，新鴻基及本公司的間接附屬公司)於二零二二年十月十九日訂立全權委託投資管理協議(「全權委託投資管理協議」)，據此，李成煌先生同意委任SHKCP為管理人，就李成煌先生所持有並存置於SHKCP的獨立賬戶的資產組合(「投資組合」)提供全權委託投資管理服務，由全權委託投資管理協議日期起計為期三年，而SHKCP有權獲取李成煌先生應付規定的管理費及表現費(「費用」)。誠如新鴻基所告知及確認，SHKCP(設立為新鴻基及其附屬公司的資產管理平台)向李成煌先生提供全權委託投資管理服務，除了就提供服務收取管理費及表現費外，亦可增加所管理的資產、建立規模及推廣其資產管理業務的發展。

截至二零二四年十二月三十一日止財政年度及二零二五年一月一日至二零二五年十月十八日期間，全權委託投資管理協議項下投資組合每日結餘的年度上限為約215.88百萬港元，為投資組合中李成煌先生投資金額的最高每日結餘(包括任何應計投資回報及現金持有量)。於截至二零二四年及二零二五年十二月三十一日止財政年度，全權委託投資管理協議項下SHKCP獲取的費用的年度上限分別為20百萬港元及15百萬港元。

截至二零二四年十二月三十一日止財政年度，全權委託投資管理協議項下李成煌先生投資的投資組合的最高每日結餘為零，而截至二零二四年十二月三十一日止財政年度SHKCP獲取的費用為0.6百萬港元，在就該財政年度設定的年度上限215.88百萬港元及20百萬港元內。

誠如本公司與新鴻基日期分別為二零二四年十二月三十一日及二零二五年一月十三日的聯合公佈及補充聯合公佈(「二零二四年聯合公佈」)所披露，新鴻基與Caldisc Pty Limited(「Caldisc」，馬來西亞上市公司Mulpha International Berhad(「MIB」)之間接全資附屬公司)於二零二四年十二月三十一日訂立服務協議(「服務協議」)，內容有關自二零二五年一月一日起至二零二七年十二月三十一日止為期三年向新鴻基(連同其附屬公司)提供員工及行政服務，以支援其業務及其澳洲附屬公司的營運。誠如新鴻基所告知及確認，新鴻基同意支付服務費用，金額為Caldisc提供服務所產生的直接成本與間接成本之和(「總服務成本」)，加上當地稅費及總服務成本的適用加成百分比，連同新鴻基與Caldisc協定的其他適用費用，該費用將由新鴻基按季度支付。新鴻基及其附屬公司可通過上述共享服務享受規模經濟效益，通過減少設立費用、經常開支及固定維護成本將成本效益最大化。

截至二零二五年、二零二六年及二零二七年十二月三十一日止三個財政年度各年度之年度上限分別釐定為1.29百萬澳元(相當於當時6.53百萬港元)、1.44百萬澳元(相當於當時7.27百萬港元)及1.70百萬澳元(相當於當時8.57百萬港元)。

### 持續關連交易(續)

由於李成煌先生為新鴻基的執行董事，亦為控制本公司已發行股份總數約74.99%(包括李成輝先生之個人權益)之Lee and Lee Trust(全權信託)的其中一名信託人，而Lee and Lee Trust於二零二二年聯合公佈日期間接擁有新鴻基已發行股份總數約73.24%之權益，所以彼為新鴻基及本公司各自的關連人士(定義見上市規則)。此外，李成煌先生連同其聯繫人於二零二四年聯合公佈日期直接及間接擁有MIB已發行股本總數約71.66%的權益，概無該等權益間接通過本公司持有。因此，MIB的間接全資附屬公司Caldisc為新鴻基及本公司各自的關連人士(定義見上市規則)。

因此，就回顧之財政年度而言，根據上市規則第14A.31條，全權委託投資管理協議及服務協議項下擬進行之交易構成本公司之持續關連交易(統稱「持續關連交易」)，須遵守上市規則有關申報、年度審閱及公佈之規定，但獲豁免遵守獨立股東批准之規定。

根據新鴻基提供的資料及確認，在釐定本財政年度內進行的持續關連交易的價格及條款時，已遵循定價政策。

根據上市規則第14A.55條，獨立非執行董事已審閱持續關連交易，並確認持續關連交易於年內乃：

- (i) 於本集團的日常業務中訂立；
- (ii) 按一般商業條款或更佳條款進行；及
- (iii) 根據有關交易之協議進行，條款公平合理，並且符合股東之整體利益。

根據上市規則第14A.56條規定，董事會委聘本公司核數師就年內的持續關連交易進行審閱，且核數師已向董事會呈報其結論，確認上市規則第14A.56條所載的事宜。

### 薪酬政策

董事及高級行政人員酬金及五名最高薪酬人士之酬金詳情載於綜合財務報表附註11。

本集團僱員之薪酬乃根據彼等之功績、資歷及能力而釐定。

董事獲發之薪酬乃按彼等各自之僱傭合約或服務合約內之合約條款，在薪酬委員會向董事會提出建議並獲批准後，考慮到本公司經營業績、個人表現及比較市場統計數字而釐定。



### 主要客戶及供應商

於本年度，本集團五大客戶應佔之總銷售，相當於本年度營業總額之30%以下。同時，本集團之最大供應商及五大供應商應佔之總採購，分別相當於本集團本年度採購總額約52.0%及64.9%。

概無董事、彼等之緊密聯繫人或任何據董事所知擁有本公司已發行股份總數5%以上之股東於本集團之五大供應商及客戶中擁有任何實益權益。

### 購回、出售或贖回股份

本公司或其任何附屬公司概無於截至二零二四年十二月三十一日止年度內購回、出售或贖回本公司之任何股份。

### 捐款

本集團於本年度內之慈善捐款為7.5百萬港元。

### 企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規之資料載於第99頁至第114頁之企業管治報告內。

### 足夠之公眾持股量

於本報告日期，按本公司可以得悉之公開資料所示及據董事所知，本公司已維持上市規則所規定之足夠公眾持股量。

### 核數師

本公司將於應屆股東週年大會上提呈決議案重新委聘德勤•關黃陳方會計師行連任本公司之核數師。

代表董事會

主席  
狄亞法

香港，二零二五年三月二十六日





**TO THE MEMBERS OF ALLIED GROUP LIMITED**  
(incorporated in Hong Kong with limited liability)

致聯合集團有限公司各股東  
(於香港註冊成立之有限公司)

## OPINION

## 意見

We have audited the consolidated financial statements of Allied Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 138 to 364, which comprise the consolidated statement of financial position as at 31st December, 2024, and the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

本核數師(以下簡稱「我們」)已審計列載於第138頁至第364頁的聯合集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零二四年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括重要的會計政策信息及其他說明性信息。

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st December, 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二四年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例妥善編制。

## BASIS FOR OPINION

## 意見的基礎

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) 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.

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」),我們獨立於貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及恰當地為我們的審計意見提供基礎。

## KEY AUDIT MATTERS

## 關鍵審計事項

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.

關鍵審計事項是根據我們的專業判斷,認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。



## KEY AUDIT MATTERS (CONT'D)

## 關鍵審計事項(續)

Key audit matter  
關鍵審計事項How our audit addressed the key audit matter  
我們的審計如何對關鍵審計事項進行處理**Valuation of investment properties in Hong Kong and the People's Republic of China (the "PRC")**  
位於香港及中華人民共和國(「中國」)的投資物業之估值

We identified the valuation of investment properties in Hong Kong and the PRC as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole and level of judgement and estimations in determining their respective fair values.

Approximately 96% of the investment properties represent office buildings, car parking spaces, residential units, industrial property units, retail stores, shopping mall and godown located in Hong Kong and the PRC. The carrying amount of these investment properties was HK\$25,255.8 million as at 31st December, 2024 with a decrease in fair value of HK\$989.6 million recognised in the consolidated statement of profit or loss for the year then ended.

All of the Group's investment properties are held at fair value based on valuations performed by independent qualified professional valuers not connected with the Group (the "Valuers").

Details of the valuation methodology and significant unobservable inputs used in the valuations are disclosed in note 19 to the consolidated financial statements. The valuations are dependent on certain key inputs that involve management judgement and estimations, including term yield, reversionary yield, average market unit rent of individual unit, market unit sales rate, and developer's profit and risk rate for investment properties.

Our procedures in relation to the valuation of investment properties included:

- Understanding the approach and controls applied by management in the determination of the valuation of investment properties;
- Evaluating the competence, capabilities and objectivity of the Valuers;
- Understanding the Valuers' valuation methodology, significant assumptions adopted, critical judgement on key inputs and source data used in the valuations; and
- Assessing the reasonableness of the key inputs and source data used in the valuations by management and the Valuers by comparing them, on a sample basis, to publicly available information of similar comparable properties.

## KEY AUDIT MATTERS (CONT'D)

## 關鍵審計事項(續)

Key audit matter  
關鍵審計事項How our audit addressed the key audit matter  
我們的審計如何對關鍵審計事項進行處理**Valuation of investment properties in Hong Kong and the People's Republic of China (the "PRC") (Cont'd)**  
位於香港及中華人民共和國(「中國」)的投資物業之估值(續)

由於香港及中國的投資物業估值之結餘對綜合財務報表整體而言屬重大，我們將投資物業之估值以及於釐定彼等各自公平價值時涉及之判斷及估計水平視為關鍵審計事項。

約96%之投資物業指位於香港及中國之辦公樓、車位、住宅單位、工業物業單位、零售店舖、購物商場及貨倉。該等投資物業於二零二四年十二月三十一日之賬面值為25,255.8百萬港元，公平價值減少989.6百萬港元乃於截至該日止年度的綜合損益表內確認。

貴集團之全部投資物業根據與貴集團概無關連之獨立專業合資格估值師(「估值師」)進行之估值按公平價值持有。

有關估值所用估值方法及重大不可觀察輸入數據詳情於綜合財務報表附註19內披露。估值取決於涉及管理層判斷及估計之若干關鍵輸入數據(包括投資物業之年期收益率、復歸收益率及個別單位平均市場單位租金、市場單位銷售率及發展商之溢利及風險率)。

我們在有關投資物業估值所執行之程序包括：

- 了解管理層在釐定投資物業估值時採用的方法及控制事項；
- 評估估值師之勝任能力、專業能力及客觀性；
- 了解對估值師的估值方法、所採用的重大假設、關鍵輸入數據與用作估值之數據源作出的重要判斷；及
- 以抽樣為基礎，通過與類似可資比較物業的公開資料進行比較，評估管理層與估值師於估值中所用關鍵輸入數據及原始數據的合理性。

## KEY AUDIT MATTERS (CONT'D)

## 關鍵審計事項(續)

Key audit matter  
關鍵審計事項How our audit addressed the key audit matter  
我們的審計如何對關鍵審計事項進行處理**Impairment of loans and advances to consumer finance customers and term loans (loss allowance for expected credit losses ("ECL"))**

消費金融客戶貸款及墊款以及有期貨款之減值(預期信貸虧損(「預期信貸虧損」)之虧損撥備)

We identified the ECL of loans and advances to consumer finance customers and term loans as a key audit matter due to the subjectivity of the management judgements and estimation uncertainty.

Our procedures in relation to the impairment of loans and advances to consumer finance customers and term loans, with the assistance of our internal credit risk specialists where appropriate, included:

As disclosed in notes 31 and 34 to the consolidated financial statements, the Group has loans and advances to consumer finance customers of HK\$10,528.4 million, after recognising an impairment allowance of HK\$613.3 million, and term loans of HK\$641.1 million, after recognising an impairment allowance of HK\$842.8 million, as at 31st December, 2024.

- Obtaining an understanding of the approach applied by management in the determination of ECL, and assessing against the requirements of HKFRS 9 Financial Instruments ("HKFRS 9"), including model set up and selection and application of assumptions and key inputs into the ECL model;

At each reporting date, management assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. Management considers reasonably supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking information. Where there has been a significant increase in credit risk since initial recognition, lifetime ECL is recognised.

- Assessing the design and implementation of key controls in place over the estimation of ECL;
- Evaluating the appropriateness of inputs and assumptions applied and testing the mathematical accuracy of the calculation of ECL on a sample basis; and
- Evaluating the disclosures regarding the impairment of loans and advances to consumer finance customers and term loans in notes 31, 34 and 48 to the consolidated financial statements.

In assessing the lifetime ECL on credit-impaired financial assets, the Group performs an assessment based on the Group's historical credit loss experience, adjusted for factors specific to the borrowers, general economic conditions, the current conditions at the reporting date and forward-looking information. The Group also reviews the amounts and timing of future cash flows arising from collateral and credit enhancement such as guarantees. The methodology and assumptions used for estimating the impairment amount are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

For loans and advances to consumer finance customers which are collectively assessed, with the assistance of our internal credit risk specialists where appropriate:

- Understanding the ECL model used by management;
- Testing the integrity of information used by management in the ECL model on a sample basis, by comparing individual items in the analysis with the relevant loan agreements and other supporting documents; and
- Assessing and challenging key inputs and assumptions applied in the ECL model including the appropriateness of grouping of loans and advances to consumer finance customers into different categories based on shared characteristics, probabilities of default, loss given default and forward-looking information, as well as validating the calculation and report logics of system-generated reports.

## KEY AUDIT MATTERS (CONT'D)

## 關鍵審計事項(續)

Key audit matter  
關鍵審計事項How our audit addressed the key audit matter  
我們的審計如何對關鍵審計事項進行處理**Impairment of loans and advances to consumer finance customers and term loans (loss allowance for expected credit losses ("ECL")) (Cont'd)****消費金融客戶貸款及墊款以及有期貸款之減值(預期信貸虧損(「預期信貸虧損」)之虧損撥備)(續)**

我們確認消費金融客戶貸款及墊款以及有期貸款之預期信貸虧損為一項關鍵審計事項，乃由於管理層作出的判斷的主觀性及估計的不確定性。

如綜合財務報表附註31及34所披露，於二零二四年十二月三十一日，貴集團的消費金融客戶貸款及墊款經確認減值撥備613.3百萬港元後為10,528.4百萬港元，及有期貸款經確認減值撥備842.8百萬港元後為641.1百萬港元。

於各結算日，管理層評估信貸風險是否自首次確認以來顯著增加，方式為比較結算日及首次確認日期之間的預期年內發生違約的風險。管理層就此考慮相關及無須過多成本或精力即可獲得的合理可作依據的資料，包括定量及定性資料，亦包括前瞻性資料。倘自首次確認以來，信貸風險顯著增加，則確認全期預期信貸虧損。

信貸減值金融資產全期預期信貸虧損時，貴集團根據貴集團的過往信貸虧損經驗進行評估，並根據借款人的特定因素、一般經濟狀況、於結算日的現況及前瞻性資料作出調整。貴集團亦已審查由抵押品及信貸增強工具(如擔保)引致的未來現金流的金額時間。定期審閱估計減值金額所採用的方法及假設，以縮減估計虧損與實際虧損經驗兩者之間的任何差異。

我們在內部信貸風險專家的協助下，就消費金融客戶貸款及墊款以及有期貸款之減值所執行之程序包括：

- 了解管理層釐定預期信貸虧損所應用的方法，並與香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)的規定相比，包括所設立的模型，揀選及應用預期信貸虧損模型的假設及關鍵輸入數據；
- 評估預期信貸虧損估算的相關設計，並就此設置的控制事項的執行情況；
- 評估所採用的輸入數據及假設是否恰當，並抽樣測試預期信貸虧損計算結果是否準確；及
- 評估綜合財務報表附註31、34及48中有關消費金融客戶貸款及墊款以及有期貸款減值的披露。

就整體評估的消費金融客戶貸款及墊款而言，我們在內部信貸風險專家的協助下執行以下程序：

- 了解管理層使用的預期信貸虧損模型；
- 以抽樣方式，將分析中的個別項目與相關的貸款協議及其他證明文件進行比較，以測試管理層在預期信貸虧損模型中使用的資料的完整性；及
- 評估及質疑預期信貸虧損模型中應用的主要輸入數據及假設，包括根據共同特徵、違約概率、違約損失率及前瞻性資料將消費金融客戶貸款及墊款分為不同的類別是否恰當，以及驗證系統生成報告的計算及報告邏輯。



## KEY AUDIT MATTERS (CONT'D)

## 關鍵審計事項(續)

Key audit matter  
關鍵審計事項How our audit addressed the key audit matter  
我們的審計如何對關鍵審計事項進行處理**Impairment of loans and advances to consumer finance customers and term loans (loss allowance for expected credit losses ("ECL")) (Cont'd)****消費金融客戶貸款及墊款以及有期貨款之減值(預期信貸虧損(「預期信貸虧損」)之虧損撥備)(續)**

For term loans and loans to consumer finance customers which are individually assessed, with the assistance of our internal credit risk specialists where appropriate:

就個別評估的有期貨款及消費金融客戶貸款而言，我們在內部信貸風險專家的協助下執行以下程序：

- Assessing the reasonableness and appropriateness of management's judgements on classification into one of the three stages required by HKFRS 9 by challenging the occurrence of indicators for significant increase in credit risk (stage 2) or credit-impaired (stage 3) by examining repayment records and other latest developments of the borrower on a sample basis to evaluate if there has been timely identification and consideration of changes in credit risk;
- Evaluating the appropriateness of inputs and assumptions applied in the determination of ECL, including staging classification, loss given default, exposure at default and forward-looking factors;
- Assessing the independence, competence and objectivity of the external specialist engaged by management to assist in determination of ECL; and
- In respect of these loans where fair value estimates of collateral and credit enhancement is a significant input to the determination of ECL, performing procedures to assess the existence and legal rights to such collateral or credit enhancement and challenge assumptions made by management and the external specialist engaged by the Group in relation to the estimation of the amount and timing of future cash flows from the relevant collateral or credit enhancement, together with the discount rates and periods used to support the computation of impairment allowances.
- 質疑顯示信貸風險顯著增加(第二階段)或出現信貸減值(第三階段)的指標的出現，並抽樣檢查借款人的還款記錄和其他最新發展，評估是否及時識別及考慮信貸風險的變動，以評估管理層就按香港財務報告準則第9號的規定將風險分類為三個階段其中之一的判斷是否合理及合適；
- 評估釐定預期信貸虧損所應用的輸入數據及假設是否合適，包括階段分類、違約損失率、違約風險及前瞻性因素；
- 評估管理層為協助釐定預期信貸虧損而委聘的外部專家工作的獨立性、能力及客觀性；及
- 就抵押品及信貸增強工具的公平價值估計屬釐定預期信貸虧損的重要輸入數據的貸款而言，執行程序以評估抵有關抵押品或信貸增強工具的存在及法定權利，並質疑管理層及貴集團聘請的外部專家就相關抵押品或信貸增強工具的未來現金流量的金額及時間估計，連同用於支持計算減值撥備的貼現率及期間所作的假設。

## KEY AUDIT MATTERS (CONT'D)

## 關鍵審計事項(續)

Key audit matter  
關鍵審計事項How our audit addressed the key audit matter  
我們的審計如何對關鍵審計事項進行處理**Valuation of certain financial assets classified as Level 3 under fair value hierarchy**  
分類為公平價值等級第三級之若干金融資產之估值

We identified the valuation of certain financial assets classified as level 3 under the fair value hierarchy ("Level 3 financial assets") as a key audit matter due to the subjectivity of the judgements and estimates made by management, in particular, judgements arising from the involvement of significant unobservable inputs in their valuations given the lack of availability of observable market-based data.

At 31st December, 2024, certain of the Group's total financial assets carried at fair value classified as Level 3 under fair value hierarchy out of a total of HK\$10,539.9 million, were estimated at fair values derived from valuation techniques other than net assets value approach that include unobservable inputs with significant management judgements and estimation uncertainty.

These financial assets include loans receivable, unlisted preferred and ordinary shares issued by unlisted companies, unlisted convertible bonds issued by unlisted companies, unlisted overseas equity securities with a put right, unlisted equity securities outside Hong Kong and unlisted overseas investment funds (under market approach) at fair value with carrying amounts at 31st December, 2024 of HK\$321.5 million, HK\$539.3 million, HK\$8.3 million, HK\$404.6 million, HK\$369.8 million and HK\$67.2 million, respectively.

Our procedures in relation to the valuation of these Level 3 financial assets included:

- Obtaining an understanding of the approach taken by management to determine the fair value of these Level 3 financial assets;
- Assessing the design and implementation of key controls in place in relation to the valuation of these Level 3 financial assets;
- Discussing with management and the external specialist engaged by the Group, if any, on valuation of these investments, on a sample basis, with the assistance of our internal valuation specialists where appropriate, and:
  - Evaluating the appropriateness of the valuation methodologies and techniques used by management and external specialist;
  - Assessing the reasonableness and relevance of key assumptions and inputs used by independently checking to relevant external data, or by evaluating the rationale of management's judgements involved based on our industry knowledge, or by performing sensitivity analysis with reference to available market information, as appropriate; and
  - Checking the mathematical accuracy of the fair value measurements.
- Assessing the competence, capabilities and objectivity of the external specialist engaged by the Group; and
- Assessing the adequacy of the Group's fair value disclosures including the valuation techniques, fair value hierarchy and other related disclosures in note 30 to the consolidated financial statements.

## KEY AUDIT MATTERS (CONT'D)

## 關鍵審計事項(續)

Key audit matter  
關鍵審計事項How our audit addressed the key audit matter  
我們的審計如何對關鍵審計事項進行處理**Valuation of certain financial assets classified as Level 3 under fair value hierarchy (Cont'd)**  
分類為公平價值等級第三級之若干金融資產之估值(續)

鑑於管理層所作判斷與估計的主觀性，我們將分類為公平價值等級第三級的若干金融資產(「第三級金融資產」)之估值列為關鍵審計事項；尤其是，由於缺乏基於市場的可觀察數據，於彼等的估值時涉及重大不可觀察輸入數據產生的判斷。

於二零二四年十二月三十一日，貴集團若干按公平價值列賬並分類為公平價值等級下第三級之金融資產總額10,539.9百萬港元乃按資產淨值法以外的估值技術得出之公平價值估計，該估值技術包括具有重大管理層判斷及估計不確定性的不可觀察輸入數據。

該等金融資產包括應收貸款、非上市公司發行之非上市優先股及普通股、非上市公司發行之非上市可換股債券、附帶認沽權之非上市海外股本證券、香港以外地區非上市股本證券及按公平價值列賬之非上市海外投資基金(按市場法)，於二零二四年十二月三十一日，賬面值分別為321.5百萬港元、539.3百萬港元、8.3百萬港元、404.6百萬港元、369.8百萬港元及67.2百萬港元。

我們在有關第三級之金融資產之估值所執行之程序包括：

- 了解管理層釐定第三級金融資產公平價值所採用的方法；
- 評估第三級金融資產估值的相關設計並就此設置的重大控制事項的執行情況；
- 在我們之內部估值專家協助下(如適用)，以抽樣形式，與管理層及貴集團聘請的外部專家(如有)討論該等投資的估值；及：
  - 評估管理層及外部專家採用的估值方法及技術是否恰當；
  - 通過獨立核查相關外部數據，或根據我們行業的知識評核管理層所涉及判斷的合理性，或參考現有的市場資料進行敏感性度分析，評估所使用的關鍵假設和輸入數據是否合理和相關(如適用)；及
  - 檢查公平價值的計量是否準確。
- 評估貴集團委聘外部專家之勝任能力、專業能力及客觀性；及
- 評估貴集團於綜合財務報表附註30的公平價值披露(包括估值方法、公平價值等級及其他相關披露)是否準確。



**OTHER INFORMATION**

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include 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 DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

**其他信息**

貴公司董事須對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

**董事及治理層就綜合財務報表須承擔的責任**

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例編制真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編制不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在編制綜合財務報表時，董事負責評估貴集團繼續持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督貴集團的財務報告過程。

## 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 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照香港公司條例第405條的規定僅向全體成員出具包括我們意見的核數師報告。除此之外，我們的報告不可用作其他用途。本行並不就本報告之內容向任何其他人士承擔任何責任或接受任何義務。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用專業判斷，保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和恰當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計恰當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性以及作出會計估計及相關披露的合理性。
- 對董事採用持續經營會計基準的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能繼續持續經營。

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

- 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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 Lee, Carmen Kar Man.

## 核數師就審計綜合財務報表承擔的責任(續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易及事項。
- 計劃及實施貴集團審計，以就貴集團內實體或業務單位的財務信息獲取充足、恰當的審計憑證，以作為形成貴集團財務報表意見的基礎。我們負責對出於貴集團審計目的實施的審計工作進行指導、監督和覆核。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通可能合理地認為會影響我們獨立性的所有關係和其他事項，以及為消除對獨立性的威脅所採取的行動或防範措施(若適用)。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些等事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人為李嘉敏。

**Deloitte Touche Tohmatsu**  
Certified Public Accountants

Hong Kong  
26th March, 2025

**德勤•關黃陳方會計師行**  
執業會計師

香港  
二零二五年三月二十六日

## Consolidated Statement of Profit or Loss

for the year ended 31st December, 2024

## 綜合損益表

截至二零二四年十二月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Revenue	收入	6 & 7	7,669.8	7,618.6
Other income	其他收入		178.2	212.8
Total income	總收入		7,848.0	7,831.4
Cost of sales and other direct costs	銷售成本及其他直接成本		(2,893.8)	(2,755.4)
Brokerage and commission expenses	經紀費及佣金費用		(106.8)	(126.8)
Selling and marketing expenses	銷售及市場推廣費用		(216.5)	(247.9)
Administrative expenses	行政費用		(1,992.4)	(1,853.4)
Changes in values of properties	物業價值變動	8	(1,123.0)	70.9
Net gain (loss) on financial assets and liabilities at fair value through profit or loss	透過損益賬按公平價值處理之金融資產及負債收益(虧損)淨額	9	580.9	(470.4)
Net exchange (loss) gain	匯兌(虧損)收益淨額		(82.2)	12.8
Net impairment losses on financial assets	金融資產之減值虧損淨額	10	(930.6)	(1,035.6)
Other operating expenses	其他經營費用		(246.0)	(255.2)
Gain on bargain purchase of a subsidiary	議價收購一間附屬公司之收益	13(a)	–	495.1
Finance costs	融資成本	14	(749.2)	(822.8)
Share of results of associates	應佔聯營公司業績		(301.9)	172.0
Share of results of joint ventures	應佔合營公司業績		(263.4)	(379.8)
(Loss) profit before taxation	除稅前(虧損)溢利	15	(476.9)	634.9
Taxation	稅項	16	(235.4)	(378.9)
(Loss) profit for the year	本年度(虧損)溢利		(712.3)	256.0
Attributable to:	應佔方：			
Owners of the Company	本公司股東		(776.7)	(125.4)
Non-controlling interests	非控股權益		64.4	381.4
			(712.3)	256.0
			HK\$ 港元	HK\$ 港元
Loss per share	每股虧損	17		
Basic	基本		(0.22)	(0.04)
Diluted	攤薄		(0.22)	(0.04)

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元 (Restated) (經重列)
(Loss) profit for the year	本年度(虧損)溢利	(712.3)	256.0
Other comprehensive (expenses) income:	其他全面(費用)收益：		
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益賬之項目：</i>		
Fair value gain (loss) on investments in equity instruments at fair value through other comprehensive income	透過其他全面收益按公平價值處理之權益工具投資之公平價值之收益(虧損)	75.3	(79.1)
Revaluation gain on properties transferred from owner-occupied properties to investment properties	由業主佔用物業轉撥至投資物業之物業重估收益	52.0	20.1
Exchange differences arising on translation to presentation currency	折算至呈列貨幣而產生之匯兌差額	(263.6)	(398.9)
Share of other comprehensive expenses of associates	應佔聯營公司其他全面費用	(3.1)	(6.4)
Share of other comprehensive expenses of joint ventures	應佔合營公司其他全面費用	(87.2)	(208.2)
		(226.6)	(672.5)
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益賬之項目：</i>		
Investments in financial assets at fair value through other comprehensive income	透過其他全面收益按公平價值處理之金融資產投資		
– Net fair value changes during the year	– 本年度公平價值變動淨額	(5.2)	(3.5)
– Reclassification adjustment for realisation upon disposal/redemption	– 因出售／贖回時變現而重新分類調整	(0.8)	(0.1)
		(6.0)	(3.6)



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元 (Restated) (經重列)
<i>Items that may be reclassified subsequently to profit or loss: (Cont'd)</i>	<i>其後可能重新分類至損益賬之項目：(續)</i>		
Reclassification adjustment to profit or loss on liquidation of subsidiaries	附屬公司清盤時對損益之重新分類調整	46.1	—
Others	其他	—	0.2
Exchange differences arising on translation of foreign operations	折算海外業務賬項而產生之匯兌差額	(130.5)	(43.8)
Share of other comprehensive (expenses) income of associates	應佔聯營公司其他全面(費用)收益	(86.8)	20.0
Share of other comprehensive expenses of joint ventures	應佔合營公司其他全面費用	(23.4)	(2.8)
		(200.6)	(30.0)
Other comprehensive expenses for the year, net of tax	本年度其他全面費用，已扣除稅項	(427.2)	(702.5)
Total comprehensive expenses for the year	本年度全面費用總額	(1,139.5)	(446.5)
Attributable to:	應佔方：		
Owners of the Company	本公司股東	(1,014.9)	(531.4)
Non-controlling interests	非控股權益	(124.6)	84.9
		(1,139.5)	(446.5)

## Consolidated Statement of Financial Position

at 31st December, 2024

## 綜合財務狀況表

於二零二四年十二月三十一日

141

			2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元 (Restated) (經重列)
	Notes 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Investment properties	19	投資物業	26,327.7	26,704.0
Property, plant and equipment	20	物業、廠房及設備	3,206.0	3,781.5
Right-of-use assets	21	使用權資產	710.3	777.7
Net investments in finance lease		融資租賃投資淨額	0.5	2.4
Properties for development	22	待發展物業	96.5	5,419.4
Other assets – properties interests		其他資產 – 物業權益	51.1	151.0
Goodwill	23	商譽	132.9	135.7
Intangible assets	24	無形資產	69.3	71.5
Interests in associates	26	於聯營公司之權益	3,387.9	3,907.8
Interests in joint ventures	27	於合營公司之權益	10,752.3	11,178.5
Financial assets at fair value through other comprehensive income	30	透過其他全面收益按公平價值處理之金融資產	426.5	333.7
Amounts due from associates	36	聯營公司欠款	217.5	87.1
Amounts due from joint ventures	36	合營公司欠款	4,500.6	3,451.8
Loans and advances to consumer finance customers	31	消費金融客戶貸款及墊款	3,712.7	3,709.0
Mortgage loans	32	按揭貸款	539.2	758.1
Deferred tax assets	33	遞延稅項資產	397.0	504.6
Financial assets at fair value through profit or loss	30	透過損益賬按公平價值處理之金融資產	10,615.8	10,584.4
Term loans	34	有期貸款	41.9	180.0
Trade receivables, prepayments and other receivables	35	應收貿易款項、預付款項及其他應收款項	49.8	53.3
			<b>65,235.5</b>	<b>71,791.5</b>
<b>Current assets</b>		<b>流動資產</b>		
Other inventories	28	其他存貨	73.9	68.0
Inventories of properties	29	物業存貨		
– under development		– 發展中	9,651.2	5,300.4
– completed		– 已竣工	5,793.1	3,164.8
Financial assets at fair value through profit or loss	30	透過損益賬按公平價值處理之金融資產	4,102.6	5,220.2
Loans and advances to consumer finance customers	31	消費金融客戶貸款及墊款	6,815.7	6,918.2
Mortgage loans	32	按揭貸款	1,439.6	1,710.6
Term loans	34	有期貸款	599.2	446.8
Trade receivables, prepayments and other receivables	35	應收貿易款項、預付款項及其他應收款項	1,042.4	879.0
Amounts due from brokers		經紀欠款	427.3	590.9
Amounts due from associates	36	聯營公司欠款	229.9	210.9
Amounts due from joint ventures	36	合營公司欠款	346.9	1,192.8
Financial assets at fair value through other comprehensive income	30	透過其他全面收益按公平價值處理之金融資產	44.2	29.3
Tax recoverable		可收回稅項	591.6	336.0
Pledged bank deposits	37	用作抵押之銀行存款	–	33.4
Bank deposits	37	銀行存款	2,426.2	1,214.8
Cash and cash equivalents	37	現金及現金等價物	15,139.0	14,702.0
			<b>48,722.8</b>	<b>42,018.1</b>

at 31st December, 2024

於二零二四年十二月三十一日

			2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元 (Restated) (經重列)
	Notes 附註			
<b>Current liabilities</b>		<b>流動負債</b>		
Trade payables, other payables and accruals		應付貿易款項、其他應付款項及應計款項	38	3,298.7
Contract liabilities		合約負債	39	14,096.1
Financial liabilities at fair value through profit or loss		透過損益賬按公平價值處理之金融負債	30	163.7
Amounts due to associates		欠聯營公司款項		12.6
Amounts due to brokers		欠經紀款項		88.5
Amounts due to joint ventures		欠合營公司款項		1,866.5
Amounts due to non-controlling interests		欠非控股權益款項		0.2
Tax payable		應付稅項		2,186.5
Bank and other borrowings due within one year		一年內到期之銀行及其他借貸	42	11,066.9
Notes payable		應付票據	43	156.1
Lease liabilities		租賃負債	44	139.4
Other liabilities		其他負債	45	55.0
Provisions		撥備	46	61.8
				33,192.0
<b>Net current assets</b>		<b>流動資產淨值</b>		15,530.8
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>		80,766.3



at 31st December, 2024

於二零二四年十二月三十一日

		Notes 附註	2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元 (Restated) (經重列)
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	40	2,221.7	2,221.7
Reserves	儲備		40,303.1	41,317.2
<b>Equity attributable to owners of the Company</b>	<b>本公司股東應佔權益</b>		<b>42,524.8</b>	<b>43,538.9</b>
Shares held for employee ownership scheme	為僱員股份擁有計劃持有股份		(25.6)	(30.2)
Employee share-based compensation reserve	以股份支付之僱員酬金儲備		5.1	9.3
Share of net assets of subsidiaries	應佔附屬公司淨資產		23,262.9	23,876.6
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>23,242.4</b>	<b>23,855.7</b>
<b>Total equity</b>	<b>權益總額</b>		<b>65,767.2</b>	<b>67,394.6</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank and other borrowings due after one year	一年後到期之銀行及其他借貸	42	5,783.2	8,845.7
Notes payable	應付票據	43	2,893.9	2,987.8
Lease liabilities	租賃負債	44	187.2	258.6
Other liabilities	其他負債	45	29.9	36.9
Contract liabilities	合約負債	39	5.9	8.1
Rental deposits from tenants	租戶之租金按金		17.3	17.8
Financial liabilities at fair value through profit or loss	透過損益賬按公平價值處理之金融負債	30	139.2	111.6
Deferred tax liabilities	遞延稅項負債	33	5,941.2	6,366.3
Provisions	撥備	46	1.3	4.2
			<b>14,999.1</b>	<b>18,637.0</b>
			<b>80,766.3</b>	<b>86,031.6</b>

The consolidated financial statements on pages 138 to 364 were approved and authorised for issue by the Board of Directors on 26th March, 2025, and are signed on its behalf by:

第138頁至第364頁之綜合財務報表經董事會於二零二五年三月二十六日批准及授權刊發，並由下列董事代表簽署：

**Arthur George Dew**  
狄亞法  
DIRECTOR  
董事

**Edwin Lo King Yau**  
勞景祐  
DIRECTOR  
董事

## Consolidated Statement of Changes in Equity

for the year ended 31st December, 2024

## 綜合權益變動表

截至二零二四年十二月三十一日止年度

	Attributable to owners of the Company 本公司股東應佔						Non-controlling interests 非控股權益							
	Share capital 股本 HK\$ Million 百萬港元	Property revaluation reserve 物業 重估儲備 HK\$ Million 百萬港元	Investment revaluation reserve 投資 重估儲備 HK\$ Million 百萬港元	Translation reserve 匯兌儲備 HK\$ Million 百萬港元	Non- distributable reserve 非供 派發儲備 HK\$ Million 百萬港元	Capital and other reserves 資本及 其他儲備 HK\$ Million 百萬港元	Accumulated profits 累計溢利 HK\$ Million 百萬港元	Dividend reserve 股息儲備 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元	Shares held for employee ownership scheme 為僱員股份 擁有計劃 持有股份 HK\$ Million 百萬港元	Employee share-based compensation reserve 以股份 支付之僱員 酬金儲備 HK\$ Million 百萬港元	Share of net assets of subsidiaries 附屬公司 淨資產 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元	Total equity 權益總額 HK\$ Million 百萬港元
At 1st January, 2023	2,221.7	256.9	(261.7)	(1,274.7)	55.2	(412.6)	42,116.8	412.9	43,114.5	(36.5)	14.1	25,114.6	25,092.2	68,206.7
(Loss) profit for the year	-	-	-	-	-	-	(125.4)	-	(125.4)	-	-	381.4	381.4	256.0
Other comprehensive income (expenses) for the year (restated) (note 41)	-	9.3	(58.4)	(356.6)	-	(0.3)	-	-	(406.0)	-	-	(296.5)	(296.5)	(702.5)
Total comprehensive income (expenses) for the year (restated)	-	9.3	(58.4)	(356.6)	-	(0.3)	(125.4)	-	(531.4)	-	-	84.9	84.9	(446.5)
Share of reserves movement of an associate	-	-	-	-	-	0.2	-	-	0.2	-	-	-	-	0.2
Acquisition of a subsidiary (note 13(a))	-	-	-	-	-	-	-	-	-	-	-	989.8	989.8	989.8
Acquisition of additional interests in subsidiaries	-	-	-	-	-	-	1,357.6	-	1,357.6	-	-	(1,676.0)	(1,676.0)	(318.4)
Amounts paid for shares repurchased and cancelled by a subsidiary	-	-	-	-	-	-	10.9	-	10.9	-	-	(16.8)	(16.8)	(5.9)
Disposal of investments in equity investments at fair value through other comprehensive income	-	-	1.6	-	-	-	(1.6)	-	-	-	-	-	-	-
Disposal of investment properties	-	(8.4)	-	-	-	-	8.4	-	-	-	-	-	-	-
Recognition of equity-settled share-based payments of a subsidiary	-	-	-	-	-	-	-	-	-	-	5.5	-	5.5	5.5
Vesting of shares of the employee ownership scheme of a subsidiary	-	-	-	-	-	-	-	-	-	10.3	(10.3)	-	-	-
Purchase of shares for the employee ownership scheme of a subsidiary	-	-	-	-	-	-	-	-	-	(4.0)	-	-	(4.0)	(4.0)
Transfer investment revaluation reserve to accumulated profits upon derecognition of financial assets at fair value through other comprehensive income by a subsidiary	-	-	199.9	-	-	-	(199.9)	-	-	-	-	-	-	-
Transfer accumulated profits to capital reserve by a subsidiary	-	-	-	-	-	3.8	(3.8)	-	-	-	-	-	-	-
Others	-	(0.1)	-	-	-	0.1	-	-	-	-	-	(619.9)	(619.9)	(619.9)
Dividend distribution to non-controlling interests	-	-	-	-	-	-	-	(412.9)	(412.9)	-	-	-	-	(412.9)
Dividend paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31st December, 2023 (restated)	2,221.7	257.7	(118.6)	(1,631.3)	55.2	(408.8)	43,163.0	-	43,538.9	(30.2)	9.3	23,876.6	23,855.7	67,394.6

# Consolidated Statement of Changes in Equity (Cont'd)

for the year ended 31st December, 2024

## 綜合權益變動表(續)

截至二零二四年十二月三十一日止年度

	Attributable to owners of the Company 本公司股東應佔					Non-controlling interests 非控股權益				
	Share capital 股本 HK\$ Million 百萬港元	Property revaluation reserve 物業 重估儲備 HK\$ Million 百萬港元	Investment revaluation reserve 投資 重估儲備 HK\$ Million 百萬港元	Translation reserve 匯兌儲備 HK\$ Million 百萬港元	Non- distributable reserve 非供 派發儲備 HK\$ Million 百萬港元	Capital and other reserves 資本及 其他儲備 HK\$ Million 百萬港元	Accumulated profits 累計溢利 HK\$ Million 百萬港元	Dividend reserve 股息儲備 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元	Total equity 總計 權益總額 HK\$ Million 百萬港元
At 1st January, 2024 (as previously reported)	2,221.7	261.4	(118.6)	(1,631.3)	55.2	(408.8)	43,163.0	-	43,542.6	67,400.1
Change of accounting policy (note 3)	-	(3.7)	-	-	-	-	-	-	(3.7)	(5.5)
At 1st January, 2024 (as restated)	2,221.7	257.7	(118.6)	(1,631.3)	55.2	(408.8)	43,163.0	-	43,538.9	67,394.6
(Loss) profit for the year	-	-	-	-	-	-	(776.7)	-	(776.7)	(712.3)
Other comprehensive income (expenses) for the year (note 41)	-	49.4	54.3	(342.7)	-	0.8	-	-	(238.2)	(427.2)
Total comprehensive income (expenses) for the year	-	49.4	54.3	(342.7)	-	0.8	(776.7)	-	(1,014.9)	(1,139.5)
Share of reserves movement of an associate	-	-	-	(0.7)	-	(0.2)	-	-	(0.9)	(0.9)
Acquisition of additional interests in a subsidiary	-	-	-	-	-	-	-	-	-	(0.1)
Amounts paid for shares repurchased and cancelled by a subsidiary	-	-	-	-	-	-	1.7	-	1.7	(0.5)
Disposal of a subsidiary	-	-	-	-	-	-	-	-	-	(3.4)
Recognition of equity-settled share-based payments of a subsidiary	-	-	-	-	-	-	-	-	-	0.4
Vesting of shares of the employee ownership scheme of a subsidiary	-	-	-	-	-	-	-	-	-	-
Transfer accumulated profits to capital reserve by a subsidiary	-	-	-	-	-	3.1	(3.1)	-	-	-
Dividend distribution to non-controlling interests	-	-	-	-	-	-	-	-	-	(483.4)
At 31st December, 2024	2,221.7	307.1	(64.3)	(1,974.7)	55.2	(405.1)	42,384.9	-	42,524.8	65,767.2

於二零二四年一月一日  
(過往列報)  
會計政策的變更(附註3)

於二零二四年一月一日(經重列)

本年度(虧損)溢利  
本年度其他全面收益(費用)  
(附註41)

本年度全面收益(費用)總額

應佔一間聯營公司儲備變動  
收購一間附屬公司之額外權益  
一間附屬公司贖回及註銷股份之  
已付款項

出售一間附屬公司  
確認一間附屬公司之股權結算以  
股份為基礎付款

一間附屬公司之僱員股份擁有  
計劃之歸屬股份  
一間附屬公司將累計溢利轉撥至  
資本儲備

分派股息予非控股權益

於二零二四年十二月三十一日

## Consolidated Statement of Cash Flows

for the year ended 31st December, 2024

## 綜合現金流量表

截至二零二四年十二月三十一日止年度

			2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
	Note 附註			
<b>Operating activities</b>		<b>經營業務</b>		
Operating cash flows before movements in working capital		未計營運資金變動前之經營業務現金流量		
Increase (decrease) in contract liabilities	49(a)	合約負債增加(減少)	3,599.6	3,685.9
Net changes in financial assets and financial liabilities at fair value through profit or loss		透過損益賬按公平價值處理之金融資產及金融負債變動淨額	6,994.2	(147.1)
Decrease in mortgage loans		按揭貸款減少	887.9	(928.6)
Increase (decrease) in trade payables, other payables and accruals		應付貿易款項、其他應付款項及應計款項增加(減少)	473.9	536.3
Decrease in amounts due from brokers		經紀欠款減少	211.1	(324.4)
Increase (decrease) in amounts due to brokers		欠經紀款項增加(減少)	163.6	640.2
Decrease in amounts due from associates		聯營公司欠款減少	11.1	(4.4)
(Decrease) increase in provisions		撥備(減少)增加	3.9	29.3
Increase in other inventories		其他存貨增加	(2.7)	2.9
(Increase) decrease in term loans		有期貸款(增加)減少	(6.9)	(28.7)
(Increase) decrease in trade receivables, prepayments and other receivables		應收貿易款項、預付款項及其他應收款項(增加)減少	(63.6)	683.0
Increase in inventories of properties		物業存貨增加	(270.2)	56.5
Increase in loans and advances to consumer finance customers		消費金融客戶貸款及墊款增加	(799.7)	(146.7)
Increase in properties for development		待發展物業增加	(933.4)	(531.8)
			(1,157.8)	(264.9)
Cash from operations		經營所產生之現金	9,111.0	3,257.5
Taxation paid		已付稅項	(837.4)	(702.0)
Total interest paid		已付總利息	(1,238.2)	(1,315.0)
<b>Net cash from operating activities</b>		<b>經營業務所產生之現金淨額</b>	<b>7,035.4</b>	<b>1,240.5</b>

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
<b>Investing activities</b>	<b>投資業務</b>		
Proceeds on disposal of long-term financial assets at fair value through profit or loss	出售透過損益賬按公平價值處理之長期金融資產所得款項	1,680.1	1,593.7
Withdrawal of fixed deposits with banks	提取銀行定期存款	982.7	3,142.3
Settlement of profit forgo by a joint venture partner	合營公司夥伴放棄溢利之清還	566.7	–
Amounts repaid by joint ventures	合營公司還款	309.2	423.3
Amounts repaid by associates	聯營公司還款	293.6	207.4
Dividends received from associates	來自聯營公司之股息	184.6	99.2
Proceeds from return of capital of financial assets at fair value through profit or loss	透過損益賬按公平價值處理之金融資產之資本返還所得款項	91.5	59.6
Dividends received from joint ventures	來自合營公司之股息	62.1	243.0
Proceeds on disposal of financial assets at fair value through other comprehensive income	出售透過其他全面收益按公平價值處理之金融資產所得款項	40.1	–
Proceeds on disposal of intangible assets	出售無形資產所得款項	20.7	1.2
Proceeds from disposal of a subsidiary	出售一間附屬公司所得款項	8.2	–
Distribution from financial assets at fair value through profit or loss	分派自透過損益賬按公平價值處理之金融資產	3.4	–
Rental receipt from net investments in finance lease	自融資租賃投資淨額所收取租金	1.9	1.8
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	1.2	3.4
Refund (prepaid) rental for right-of-use assets	使用權資產退還(預付)租金	0.7	(6.3)
Acquisition of subsidiaries	收購附屬公司	–	187.7
Proceeds on disposal of investment properties, net of value added tax	出售投資物業，扣除增值稅之所得款項	–	46.7
Capital contribution to an associate	資本投入予一間聯營公司	–	(5.0)
Acquisition of additional interests in an associate	收購一間聯營公司之額外權益	(0.6)	(5.7)
Purchase of intangible assets	購入無形資產	(2.6)	(3.7)
Purchase of other assets - properties interests	購入其他資產－物業權益	(9.8)	(87.9)
Deposits paid for purchase of property, plant and equipment	購入物業、廠房及設備支付之按金	(14.3)	(15.2)
Purchase of financial assets at fair value through other comprehensive income	購入透過其他全面收益按公平價值處理之金融資產	(52.5)	(297.1)
Additions to investment properties	添置投資物業	(103.1)	(22.1)
Purchase of property, plant and equipment	購入物業、廠房及設備	(214.7)	(184.8)
Capital contribution to joint ventures	資本投入予合營公司	(421.5)	(4.2)
Amounts advanced to associates	墊款予聯營公司	(514.0)	(130.0)
Amounts advanced to joint ventures	墊款予合營公司	(802.3)	(519.7)
Purchase of long-term financial assets at fair value through profit or loss	購入透過損益賬按公平價值處理之長期金融資產	(1,130.7)	(1,098.9)
Placement of fixed deposits with banks	存入銀行定期存款	(2,173.4)	(244.7)
<b>Net cash (used in) from investing activities</b>	<b>投資業務(所用)所產生之現金淨額</b>	<b>(1,192.8)</b>	<b>3,384.0</b>

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

	Note	2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
<b>Financing activities</b>			
New bank and other borrowings raised		6,984.7	21,399.9
Amounts advanced from joint ventures		168.6	1,395.9
Contribution from third-party interests in consolidated structured entities		34.6	36.3
Amounts advanced from associates		0.2	57.3
Purchase of shares for employee ownership scheme of Sun Hung Kai & Co. Limited ("SHK")		—	(4.0)
Dividends paid to equity shareholders		—	(412.9)
Acquisition of additional interests in subsidiaries		(0.1)	(317.2)
Amounts paid for shares repurchased and cancelled by a subsidiary		(0.5)	(5.9)
Distribution to third-party interests in consolidated structured entities		(21.7)	(22.2)
Payment of loan arrangement fee		(69.4)	(48.7)
Amounts repaid to joint ventures		(130.4)	(37.8)
Lease payments		(160.0)	(161.6)
Amounts repaid to associates		(173.4)	(82.6)
Repurchase of notes		(294.7)	(433.6)
Dividends by subsidiaries to non-controlling interests		(483.4)	(619.9)
Repayment of notes		(2,369.8)	(340.0)
Repayment of bank and other borrowings		(8,675.3)	(21,511.4)
<b>Net cash used in financing activities</b>		<b>(5,190.6)</b>	<b>(1,108.4)</b>
<b>Net increase in cash and cash equivalents</b>		<b>652.0</b>	<b>3,516.1</b>
<b>Effect of foreign exchange rate changes</b>		<b>(215.0)</b>	<b>(227.2)</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>14,702.0</b>	<b>11,413.1</b>
<b>Cash and cash equivalents at the end of the year</b>	37	<b>15,139.0</b>	<b>14,702.0</b>



**1. GENERAL INFORMATION**

Allied Group Limited (“Company”) is a public limited company incorporated in the Hong Kong Special Administrative Region (“Hong Kong”) and its shares are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). The ultimate controlling party of the Company is the trustees of Lee and Lee Trust. The address of the principal place of business of the trustees of Lee and Lee Trust is c/o 24th Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong. The address of the registered office and principal place of business of the Company is 22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

The consolidated financial statements of the Company and its subsidiaries (“Group”) are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

The Company acts as an investment holding company and provides corporate management services. The principal activities of its principal subsidiaries, associates and joint ventures are set out in notes 59, 60 and 61 respectively.

**2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)****Amendments to HKFRSs that are mandatorily effective for the current year**

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1st January, 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

**1. 一般資料**

聯合集團有限公司(「本公司」)為一間在香港特別行政區(「香港」)註冊成立之公眾有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。本公司之最終控制方為Lee and Lee Trust之信託人，Lee and Lee Trust之信託人之主要營業地點之地址為香港灣仔告士打道138號聯合鹿島大廈24樓。本公司註冊辦事處及主要營業地點地址為香港灣仔告士打道138號聯合鹿島大廈22樓。

本公司及其附屬公司(「本集團」)之綜合財務報表以港元(「港元」)呈列，與本公司之功能貨幣相同。

本公司為一間控股投資公司，提供公司管理服務，其主要附屬公司、聯營公司及合營公司之主要業務分別載於附註59、60及61。

**2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂本****於本年度強制生效之香港財務報告準則之修訂本**

於本年度，本集團已首次應用下列由香港會計師公會(「香港會計師公會」)頒佈於二零二四年一月一日開始之本集團年度期間強制生效之香港財務報告準則之修訂本，以編制本集團綜合財務報表：

香港財務報告準則第16號之修訂本	售後租回的租賃負債
香港會計準則第1號之修訂本	負債分類為流動或非流動及香港詮釋第5號之相關修訂本(二零二零年)
香港會計準則第1號之修訂本	附有契約的非流動負債
香港會計準則第7號及香港財務報告準則第7號之修訂本	供應商融資安排

除下文所述外，於本年度應用香港財務報告準則之修訂本對本集團本年度及過往年度之財務狀況及表現及／或於該等綜合財務報表所載之披露資料並無重大影響。

for the year ended 31st December, 2024

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

### Impacts on application of Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the "2020 Amendments") and Amendments to HKAS 1 Non-current Liabilities with Covenants (the "2022 Amendments")

The Group has applied the amendments for the first time in the current year. The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the classification should not be affected by management intentions or expectations to settle the liability within 12 months.
- clarify that the settlement of a liability can be a transfer of cash, goods or services, or the entity's own equity instruments to the counterparty. If a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 Financial Instruments: Presentation.

截至二零二四年十二月三十一日止年度

## 2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂本(續)

### 應用香港會計準則第1號之修訂本負債分類為流動或非流動及香港詮釋第5號之相關修訂本(二零二零年)(「二零二零年修訂本」)及香港會計準則第1號之修訂本附有契約的非流動負債(「二零二二年修訂本」)的影響

於本年度，本集團已首次應用該等修訂本。二零二零年修訂本就評估自報告日期起至少十二個月的延遲結算的權利，以將負債分類為流動或非流動提供澄清及額外指引，當中包括：

- 訂明負債基於報告期末存在的權利而分類為流動或非流動。具體而言，該分類不應受到管理層在12個月內結算負債的意圖或預期所影響。
- 澄清負債可透過將現金、貨品或服務，或實體本身的權益工具轉讓予對方進行結算。倘負債具有條款，可由對方選擇透過轉讓實體本身的權益工具進行結算，則僅當實體應用香港會計準則第32號金融工具：呈列將選擇權單獨確認為權益工具時，該等條款方不會對其分類為流動或非流動造成影響。



## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

### Impacts on application of Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the "2020 Amendments") and Amendments to HKAS 1 Non-current Liabilities with Covenants (the "2022 Amendments") (Cont'd)

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the 2022 Amendments specifically clarify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date, even if compliance with the covenant is assessed only after the reporting date. The 2022 Amendments also specify that covenants with which an entity must comply after the reporting date (i.e. future covenants) do not affect the classification of a liability as current or non-current at the reporting date. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants, the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

The application of the 2020 and 2022 Amendments has no material impact on the classification of the Group's liabilities. The change in accounting policy does not have impact to the Group's profit or loss or loss per share for the years ended 31st December, 2024 and 31st December, 2023.

## 2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂本(續)

### 應用香港會計準則第1號之修訂本負債分類為流動或非流動及香港詮釋第5號之相關修訂本(二零二零年)(「二零二零年修訂本」)及香港會計準則第1號之修訂本附有契約的非流動負債(「二零二二年修訂本」)的影響(續)

結算期限延遲至報告日期後最少十二個月的權利以遵守契約為條件，二零二二年修訂本具體澄清，即使契約的遵守情況僅於報告日期後評估，只有要求實體於報告期末或之前須遵守的契約才會影響報告日期後至少十二個月內實體延遲結算負債的權利。二零二二年修訂本亦訂明，實體於報告日期後必須遵守的契約(即未來契約)不會影響負債於報告日期分類為流動或非流動。然而，當實體延遲結算負債的權利受限於實體於報告期後十二個月內遵守契約，實體則會披露資料，使財務報表的使用者了解負債變為於報告期後十二個月內償還的風險。其將包括有關契約的資料、相關負債的賬面值以及顯示實體可能難以遵守契約的事實和狀況(如有)。

應用二零二零年及二零二二年之修訂本對本集團的負債分類並無重大影響。會計政策之變動對本集團截至二零二四年十二月三十一日及二零二三年十二月三十一日止年度的溢利或虧損或每股虧損並無影響。

for the year ended 31st December, 2024

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments <sup>3</sup>
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity <sup>3</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRS Accounting Standards — Volume 11 <sup>3</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>2</sup>
HKFRS 18	Presentation and Disclosure in Financial Statements <sup>4</sup>

- <sup>1</sup> Effective for annual periods beginning on or after a date to be determined.
- <sup>2</sup> Effective for annual periods beginning on or after 1st January, 2025.
- <sup>3</sup> Effective for annual periods beginning on or after 1st January, 2026.
- <sup>4</sup> Effective for annual periods beginning on or after 1st January, 2027.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will not have a material impact on the consolidated financial statements in the foreseeable future.

截至二零二四年十二月三十一日止年度

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂本(續)

已頒佈但尚未生效的新訂及經修訂的香港財務報告準則

本集團並無提前應用以下已頒佈但尚未生效的新訂及經修訂的香港財務報告準則：

香港財務報告準則第9號及 香港財務報告準則第7號 之修訂本	金融工具分類及 計量之修訂 <sup>3</sup>
香港財務報告準則第9號及 香港財務報告準則第7號 之修訂本	引用依賴自然能源的 電力合約 <sup>3</sup>
香港財務報告準則第10號及 香港會計準則第28號之 修訂本	投資者與其聯營公司或 合營公司之間的資產 出售或投入 <sup>1</sup>
香港財務報告準則之 修訂本	香港財務報告準則會計 準則之年度改進 —第11卷 <sup>3</sup>
香港會計準則第21號之 修訂本	缺乏可交換性 <sup>2</sup>
香港財務報告準則第18號	財務報表的呈列及披露 <sup>4</sup>

- <sup>1</sup> 於待定期限或之後開始的年度期間生效。
- <sup>2</sup> 於二零二五年一月一日或之後開始的年度期間生效。
- <sup>3</sup> 於二零二六年一月一日或之後開始的年度期間生效。
- <sup>4</sup> 於二零二七年一月一日或之後開始的年度期間生效。

除下述香港財務報告準則新訂及修訂本外，本公司董事預期應用所有其他香港財務報告準則新訂及修訂本於可見未來將不會對綜合財務報表造成重大影響。

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

### Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments

The amendments to HKFRS 9 clarify the recognition and derecognition for financial asset and financial liability and add an exception which permits an entity to deem a financial liability to be discharged before the settlement date if it is settled in cash using an electronic payment system if, and only if certain conditions are met.

The amendments also provide guidance on the assessment of whether the contractual cash flows of a financial asset are consistent with a basic lending arrangement. The amendments specify that an entity should focus on what an entity is being compensated for rather than the compensation amount. Contractual cash flows are inconsistent with a basic lending arrangement if they are indexed to a variable that is not a basic lending risk or cost. The amendments state that, in some cases, a contingent feature may give rise to contractual cash flows that are consistent with a basic lending arrangement both before and after the change in contractual cash flows, but the nature of the contingent event itself does not relate directly to changes in basic lending risks and costs. Furthermore, the description of the term “non-recourse” is enhanced and the characteristics of “contractually linked instruments” are clarified in the amendments.

## 2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂本(續)

### 香港財務報告準則第9號及香港財務報告準則第7號之修訂本金融工具分類及計量之修訂

香港財務報告準則第9號之修訂本澄清金融資產及金融負債的確認及終止確認，並增加一項例外規定，允許實體在符合特定條件下，若使用電子支付系統以現金結算金融負債，可於結算日前視金融負債已解除。

該等修訂本亦提供關於評估金融資產的合約現金流量是否符合基本貸款安排之指引。該等修訂本明確規定，實體應關注其所獲得補償之性質，而非補償金額。倘合約現金流量並非與基本貸款風險或成本的變數掛鉤，則該等合約現金流量與基本貸款安排並非一致。修訂本進一步說明，在某些情況下，或有條款可能導致合約現金流量在變動前後均符合基本貸款安排，但或有事件本身之性質並未直接與基本貸款風險及成本之變動相關。此外，修訂本亦加強了「無追索權」一詞之描述，並澄清了「合約連結工具」之特徵。

for the year ended 31st December, 2024

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

### Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments (Cont'd)

The disclosure requirements in HKFRS 7 Financial Instruments: Disclosures ("HKFRS 7") in respect of investments in equity instruments designated at fair value through other comprehensive income are amended. In particular, entities are required to disclose the fair value gain or loss presented in other comprehensive income during the period, showing separately those related to investments derecognised during the reporting period and those related to investments held at the end of the reporting period. An entity is also required to disclose any transfers of the cumulative gain or loss within equity related to the investments derecognised during the reporting period. In addition, the amendments introduce the requirements of qualitative and quantitative disclosure of contractual terms that could affect the contractual cash flow based on a contingent even not directly relating to basic lending risks and cost.

The amendments are effective for annual reporting periods beginning on or after 1st January, 2026, with early application permitted. The Group is in the process of assessing the impact of the amendments.

截至二零二四年十二月三十一日止年度

## 2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂本(續)

### 香港財務報告準則第9號及香港財務報告準則第7號之修訂本金融工具分類及計量之修訂(續)

香港財務報告準則第7號金融工具：披露(「香港財務報告準則第7號」)中有關指定為透過其他全面收益按公平價值處理之權益工具投資的披露規定已予修訂。其中，實體須披露當期於其他全面收益中呈報的公平價值收益或虧損，並分別列示與報告期內終止確認的投資相關部分，以及與報告期末仍持有的投資相關部分。實體另須披露與報告期內終止確認的投資相關的權益內累計收益或虧損的任何轉撥。此外，修訂本新增須就基於非直接涉及基本貸款風險及成本之或有事件而可能影響合約現金流量之合約條款要求作出定性及定量披露。

該等修訂本於二零二六年一月一日或之後開始的年度報告期間生效，並允許提前應用。本集團正評估該等修訂本之影響。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

### Amendments to HKFRS 10 and HKAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to HKFRS 10 Consolidated Financial Statements and HKAS 28 Investments in Associates and Joint Ventures deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

### HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 Presentation and Disclosure in Financial Statements ("HKFRS 18"), which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements ("HKAS 1"). This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 Accounting Policies Changes in Accounting Estimates and Errors and HKFRS 7. Minor amendments to HKAS 7 Statement of Cash Flows and HKAS 33 Earnings per Share are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1st January, 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

## 2. 應用香港財務報告準則(「香港財務報告準則」)之新訂及修訂本(續)

### 香港財務報告準則第10號及香港會計準則第28號之修訂本投資者與其聯營公司或合營公司之間的資產出售或投入

香港財務報告準則第10號綜合財務報表及香港會計準則第28號於聯營公司及合營公司之投資之修訂本處理投資者與其聯營公司或合營公司之間有資產出售或投入的情況。具體而言，修訂本規定與按權益法入賬的一間聯營公司或一間合營公司交易，失去一間並無包含一項業務的附屬公司的控制權所帶來收益或虧損，於母公司之損益內確認，並僅以非相關投資者於該聯營公司或合營公司之權益為限。同樣地，已成為聯營公司或合營公司(以權益法入賬)之任何前附屬公司所保留之投資的重新計量至公平價值所帶來的收益及虧損，於前母公司之損益內確認，並僅以非相關投資者於新聯營公司或合營公司之權益為限。

應用修訂本預期不會對本集團財務狀況及表現造成重大影響。

### 香港財務報告準則第18號財務報表的呈列及披露

香港財務報告準則第18號財務報表的呈列及披露(「香港財務報告準則第18號」)載列財務報表的呈列及披露規定，將取代香港會計準則第1號財務報表的呈列(「香港會計準則第1號」)。此新訂香港財務報告準則會計準則延續香港會計準則第1號多項規定，引入在損益表中呈列指定類別及界定小計；在財務報表附註中披露管理層界定的表現計量，以及改善財務報表中披露的資料的匯總及分拆的新規定。此外，香港會計準則第1號的部分條文已轉移至香港會計準則第8號會計估計及錯誤之會計政策變動及香港財務報告準則第7號。香港會計準則第7號現金流量表及香港會計準則第33號每股盈利亦有輕微修訂。

香港財務報告準則第18號及其他相關準則修訂本將於二零二七年一月一日或之後開始的年度期間生效，並允許提前應用。應用新訂準則預期將影響損益表的呈列及未來財務報表的披露。本集團正評估香港財務報告準則第18號對本集團綜合財務報表的具體影響。



for the year ended 31st December, 2024

### 3. CHANGE OF ACCOUNTING POLICY FOR MEASUREMENT OF HOSPITAL AND OTHER BUILDINGS IN THE PEOPLE'S REPUBLIC OF CHINA

The Group re-assessed its accounting policy for measurement of hospital and other buildings in the People's Republic of China ("PRC") after initial recognition. The Group had previously adopted the revaluation model to measure the carrying amount of its hospital and other buildings in the PRC whereby, after initial recognition, the hospital and other buildings in the PRC were stated at fair value, based on annual valuations by an independent and qualified professional valuer not connected with the Group ("Valuer(s)"), less subsequent accumulated depreciation and impairment losses, if any.

The Group changed its accounting policy for the measurement of hospital and other buildings in the PRC, as the Group believes that adopting cost model provides a more reliable and more relevant information to reflect the Group's operational performance, as well as aligns with the industry's practice in the measurement of hospital and other buildings in the PRC. Under the cost model, the hospital and other buildings in the PRC were measured at their costs less accumulated depreciation and accumulated impairment losses. The Group applied the cost model retrospectively and the comparative figures in the consolidated statement of financial position as at 31st December, 2023 have been restated. After the acquisition of Tian An Medicare Limited ("TAMC") (formerly known as China Medical & HealthCare Group Limited) as an indirectly non wholly-owned subsidiary of the Company on 5th October, 2023, the Group recognised the hospital and other buildings in the PRC held by TAMC. Before the acquisition of TAMC, the Group did not own any hospital and other buildings in the PRC. Therefore, no comparative figures in the consolidated statement of financial position as at 1st January, 2023 have been restated. In addition, such change in accounting policy has not resulted in restatement of the amounts reported in the consolidated statement of profit or loss for the year ended 31st December, 2023.

The effect on the line items on the consolidated statement of profit or loss and other comprehensive income for the year ended 31st December, 2023 arising from the change in accounting policy are set out below:

截至二零二四年十二月三十一日止年度

### 3. 在中華人民共和國之醫院及其他樓宇計量的會計政策的變更

本集團在初始確認後重新評估在中華人民共和國(「中國」)之醫院及其他樓宇計量的會計政策。本集團以往採用重估模式計量在中國的醫院及其他樓宇的賬面值，即在初始確認後，在中國的醫院及其他樓宇根據與本集團無任何關連的獨立合資格專業估值師(「估值師」)的年度估值，減去其後的累計折舊及減值虧損(如有)，按公平價值列賬。

本集團變更在中國的醫院及其他樓宇計量的會計政策，因為本集團相信，採用成本模式可提供更可靠及恰當的資料反映本集團的營運表現以及與在中國的醫院及其他樓宇計量的行業慣例一致。在成本模式下，中國的醫院及其他樓宇已按其成本減去累計折舊及累計減值虧損計量。本集團對成本模式進行追溯應用，並對於二零二三年十二月三十一日的綜合財務狀況表的比較數字進行重列。於二零二三年十月五日收購天安卓健有限公司(「天安卓健」)(前稱中國醫療網絡有限公司)為本公司之間接非全資附屬公司後，本集團確認天安卓健於中國持有之醫院及其他樓宇。於收購天安卓健前，本集團並無在中國持有任何醫院及其他樓宇。因此，於二零二三年一月一日的綜合財務狀況表的比較數字並無進行重列。此外，該會計政策之變更並未導致截至二零二三年十二月三十一日止年度綜合損益表中所報告金額之重列。

截至二零二三年十二月三十一日止年度，因會計政策變更而對綜合損益及其他全面收益表所列項目之影響詳列如下：

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

### 3. CHANGE OF ACCOUNTING POLICY FOR MEASUREMENT OF HOSPITAL AND OTHER BUILDINGS IN THE PEOPLE'S REPUBLIC OF CHINA (CONT'D)

### 3. 在中華人民共和國之醫院及其他樓宇計量的會計政策的變更(續)

Consolidated statement of profit or loss and other comprehensive income for the year ended 31st December, 2023

截至二零二三年十二月三十一日止年度之綜合損益及其他全面收益表

		As previously reported 過往列報 HK\$ Million 百萬港元	Effect 影響 HK\$ Million 百萬港元	As restated 經重列 HK\$ Million 百萬港元
Gain on revaluation of hospital and other buildings included in property, plant and equipment	計入物業、廠房及設備之醫院及其他樓宇之重估收益	5.5	(5.5)	—
Total comprehensive expenses for the year attributable to:	本年度全面費用總額應佔方：			
Owners of the Company	本公司股東	(527.7)	(3.7)	(531.4)
Non-controlling interests	非控股權益	86.7	(1.8)	84.9

The effect on the line items on the consolidated statement of financial position as at 31st December, 2023 arising from the change in accounting policy are set out below:

於二零二三年十二月三十一日，因會計政策變更而對綜合財務狀況表所列項目之影響詳列如下：

Consolidated statement of financial position as at 31st December, 2023

於二零二三年十二月三十一日之綜合財務狀況表

		As previously reported 過往列報 HK\$ Million 百萬港元	Effect 影響 HK\$ Million 百萬港元	As restated 經重列 HK\$ Million 百萬港元
<b>Non-current asset</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	3,788.7	(7.2)	3,781.5
<b>Non-current liability</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	6,368.0	(1.7)	6,366.3
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Reserves	儲備	41,320.9	(3.7)	41,317.2
<b>Non-controlling interests</b>	<b>非控股權益</b>			
Share of net assets of subsidiaries	應佔附屬公司淨資產	23,878.4	(1.8)	23,876.6

for the year ended 31st December, 2024

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

##### 4.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") and by the Hong Kong Companies Ordinance ("Companies Ordinance") (Cap. 622).

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis, except for certain properties and financial instruments that are measured at fair values at the end of each reporting period, as explained in the material accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment ("HKFRS 2"), leasing transactions that are accounted for in accordance with HKFRS 16 Leases ("HKFRS 16"), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets ("HKAS 36").

截至二零二四年十二月三十一日止年度

#### 4. 綜合財務報表之編制基準及重要的會計政策信息

##### 4.1 綜合財務報表之編制基準

綜合財務報表乃根據香港會計師公會頒佈的香港財務報告準則編制。就編制綜合財務報表而言，倘資料可合理預期會影響主要用戶作出的決定，則有關資料視為重大。此外，綜合財務報表載列聯交所證券上市規則（「上市規則」）及香港公司條例（「公司條例」）（第622章）規定之適用披露內容。

於批准綜合財務報表時，本公司董事已合理預期本集團有足夠資源於可見將來繼續營運。因此，於編制綜合財務報表時，彼等繼續採用持續經營會計基礎。

綜合財務報表乃按歷史成本基準編制，惟下列重大會計政策所說明於各報告期末按公平價值計量的若干物業及金融工具除外。

歷史成本一般根據就交易貨品及服務所付代價之公平價值。

公平價值是指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格，無論該價格是直接觀察到的結果還是採用其他估值方法作出的估計。在對資產或負債的公平價值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的那些特徵。在本綜合財務報表中計量及／或披露目的之公平價值均在此基礎上予以確定，但香港財務報告準則第2號「以股份付款」（「香港財務報告準則第2號」）範圍內的以股份為基礎的支付交易、根據香港財務報告準則第16號「租賃」（「香港財務報告準則第16號」）入賬的租賃交易，以及與公平價值類似但並非公平價值的計量（例如，香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」（「香港會計準則第36號」）中的使用價值）除外。



#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.1 Basis of preparation of consolidated financial statements (Cont'd)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that utilises unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.1 綜合財務報表之編制基準(續)

非金融資產公平價值之計量乃經參考市場參與者可從使用該資產得到之最高及最佳效用，或把該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者所產生之經濟效益。

對於按公平價值進行交易的金融工具及投資物業以及將於隨後期間使用不可觀察輸入數據計量公平價值的估值技術，有關估值技術將予以調整，以使初始確認時的估值技術結果等於交易價格。

此外，就財務呈報而言，公平價值計量根據公平價值計量之輸入數據之可觀察程度及輸入數據對公平價值計量整體而言之重要性分為第一、第二或第三級，現闡述如下：

- 第一級輸入數據為實體可於計量日獲得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據為可就資產或負債直接或間接觀察的輸入數據，惟第一級所包括的報價除外；及
- 第三級輸入數據為資產或負債的不可觀察輸入數據。

for the year ended 31st December, 2024

**4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****4.2 Material accounting policy information***Basis of consolidation*

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Group.

When the Group is an investor of a fund in which the Group also acts as a fund manager, the Group will determine whether it is a principal or an agent for the purpose of assessing whether the Group controls the relevant fund.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

截至二零二四年十二月三十一日止年度

**4. 綜合財務報表之編制基準及重要的會計政策信息(續)****4.2 重要的會計政策信息***綜合基準*

綜合財務報表包括本公司及受本集團控制之實體(包括結構性實體)之財務報表。

倘本集團為基金的投資者，同時亦為該基金的管理人，本集團會釐定其為基金的主事人或代理人，以便評估本集團是否控制相關基金。

本集團於取得附屬公司之控制權時開始將附屬公司綜合入賬，並於失去附屬公司之控制權時終止綜合入賬。具體而言，年內收購或出售附屬公司的收入及開支，自本集團取得附屬公司控制權之日起直至本集團終止控制該附屬公司之日止，於綜合損益及其他全面收益表內列賬。

損益及其他全面收益的各部分歸屬於本公司股東及非控股權益。即使導致非控股權益出現虧絀結餘，附屬公司的全面收益總額仍歸屬於本公司股東及非控股權益。

於附屬公司的非控股權益與本集團所佔的權益分開列賬，代表賦予其持有人權利於清盤時按比例分佔相關附屬公司淨資產的現時擁有權權益。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Business combinations*

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *業務合併*

業務是一組活動和資產的結合，包括資源投入和實質過程，而兩者必須對創造產出的能力有重大貢獻。

業務收購採用收購法列賬。業務合併中之轉讓代價按公平價值計量，而公平價值乃按於收購日本集團所轉讓之資產、本集團向被收購公司原股東產生之負債及本集團於交換被收購公司之控制權發行之股權之公平價值之總額計算。收購相關費用一般於產生時在損益確認。

商譽按所轉讓之代價、任何非控股權益於被收購公司中所佔金額，以及收購公司以往持有之被收購公司股權之公平價值(如有)之總和，減所收購可識別資產及所承擔負債於收購日期之淨值後，所超出之差額計量。倘經過重新評估後，所收購可識別資產與所承擔負債之淨額高於所轉讓之代價、任何非控股權益於被收購公司中所佔金額，以及收購公司以往持有之被收購公司股權之公平價值(如有)之總和，則差額即時於損益賬內確認為議價收購收益。

屬現時擁有權權益且持有人有權於清盤時按比例分佔有關附屬公司淨資產之非控股權益，初步按非控股權益應佔被收購公司可識別淨資產之已確認金額比例或按公平價值計量。

for the year ended 31st December, 2024

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Interests in associates and joint ventures*

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture and its shares of post-acquisition movements in reserves is recognised in reserves. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

截至二零二四年十二月三十一日止年度

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *於聯營公司及合營公司之權益*

聯營公司指本集團可對其發揮重大影響力之實體。重大影響力指對投資對象的財務及經營政策有參與決策的權力，但卻無法控制或共同控制有關政策。

合營公司指一項聯合安排，對安排擁有共同控制權之訂約方據此對聯合安排之資產淨值擁有權利。共同控制權指依照合約約定對一項安排所享有的控制權，僅當相關活動的決策需要分享控制權的訂約方一致同意時才存在。

聯營公司及合營公司之業績、資產及負債乃以會計權益法列入綜合財務報表。根據權益法，於聯營公司或合營公司之投資初步按成本於綜合財務狀況表確認，其後就確認本集團應佔該聯營公司或合營公司之損益及其他全面收益作出調整及其應佔收購後儲備變動於儲備中確認。聯營公司／合營公司資產淨值(損益及其他全面收益除外)之變動不會入賬，除非有關變動導致本集團持有之擁有權權益變動則當別論。倘本集團應佔聯營公司或合營公司虧損超出本集團於該聯營公司或合營公司之權益(包括實際構成本集團於該聯營公司或合營公司之淨投資一部分之任何長期權益)，則本集團終止確認其應佔進一步虧損，惟倘本集團產生法律或推定責任或須代表聯營公司或合營公司付款，方確認額外虧損。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Interests in associates and joint ventures (Cont'd)*

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired. The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired.

###### *Revenue from contracts with customers*

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

###### Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

The progress towards complete satisfaction of a performance obligation is measured based on output method.

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date, the Group recognises revenue in the amount to which the Group has the right to invoice.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *於聯營公司及合營公司之權益(續)*

於投資對象成為聯營公司或合營公司當日，對聯營公司或合營公司之投資採用權益法入賬。於收購聯營公司或合營公司之投資時，投資成本超過本集團應佔投資對象之可識別資產及負債公平價值淨額之任何差額均確認為商譽。有關商譽乃計入投資之賬面值。倘於重新評估後，本集團所佔可識別資產及負債之公平價值淨額高於投資成本，則會於收購投資之期間即時在損益確認。本集團評估是否有觀證據表明於一間聯營公司或一間合營公司之益可能會減值。

###### *來自客戶之合約收入*

當(或於)滿足履約責任時，本集團確認收入，即於特定履約責任的相關貨品或服務的「控制權」轉讓予客戶時確認。

合約負債指本集團有責任將貨品或服務轉移至客戶，而本集團已從客戶收到代價(或代價金額到期)。

###### 隨時間確認收入：完成履約責任的進度之計量

完成履約責任的進度是根據產出法來計量的。

作為可行的權宜方案，倘本集團有權獲得與本集團對迄今為止已完成的履約價值直接對應的金額之代價，則本集團按本集團有權開具發票的金額來確認收入。



for the year ended 31st December, 2024

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

*Revenue from contracts with customers (Cont'd)*

###### Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

###### Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises sales commissions as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

截至二零二四年十二月三十一日止年度

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

*來自客戶之合約收入(續)*

###### 重要的融資部份之存在

在釐定交易價時，如約定的付款時間(明示或暗示)提供客戶或本集團重大的融資利益以轉移貨品或服務至客戶，本集團就貨幣時間價值的影響而調整承諾代價的金額。在那種情況下，合約包含重要的融資部份。無論融資承諾是在合約中明確規定或由合約各方約定的付款條款暗示，重要的融資部份可能存在。

就相關貨品或服務的付款與轉移之間少於一年的合約，本集團採用可行的權宜方案就任何重要的融資部份不調整交易價。

###### 取得合約的增量成本

取得合約的增量成本是指本集團為獲得與客戶的合約而發生的而如沒有獲得合約就不會發生的成本。

倘本集團預期能夠收回成本，則本集團將銷售佣金確認為一項資產。如此確認的資產隨後按與資產相關貨品或服務向客戶的轉移一致的系統基準攤銷至損益。

本集團應用可行的權宜方案，將攤銷至損益的取得合約的增量成本在一年內全部計入至損益。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Revenue from contracts with customers (Cont'd)*

###### The Group's revenue and other income recognition policies

Revenue from sales of completed properties and building materials is recognised at a point in time when the completed property or building materials is transferred to customers, being at the point that the customer obtains control of the goods sold and the Group has present right to payment and collection of the consideration is probable. Deposits received from sales of properties prior to meeting the above criteria for revenue recognition are presented as contract liabilities in the consolidated statement of financial position under current liabilities.

Interest income from financial assets is recognised on a time apportionment basis, taking into account the principal amount outstanding and the effective interest rate applicable, which is the rate that discounts the estimated future cash flows through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rental income arising on investment properties is accounted for on a straight-line basis over the lease term regardless of when the cash rental payment is received.

Revenue sharing income arising from the Group's seeded capital investments is recognised when the Group's right to receive payment is established.

Management fee income is recognised as the management services on investment funds are performed over time.

For hospital fees and charges, the Group's inpatient healthcare services is considered as a single performance obligation and revenue is recognised over time. Since the Group has the right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Group's performance completed to date, the Group applied a practical expedient in HKFRS 15 to recognise revenue in an amount to which the Group has the right to invoice during the course of the inpatient healthcare services. In contrast, the Group recognised revenue for the performance obligations of other remaining services at a point in time.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *來自客戶之合約收入(續)*

###### 本集團的收入及其他收入確認政策

已竣工物業及建築材料的銷售收入於已竣工物業或建築材料轉移予客戶的時間點確認，即客戶取得已售貨品的控制權且本集團目前擁有收款及收取代價的權利的時間點確認。在達到以上收入確認條件之前，已收物業銷售按金於綜合財務狀況表之流動負債內呈列為合約負債。

金融資產之利息收入乃按時間分配基準確認，當中計及未償還本金額及適用之實際利率，而實際利率為於金融資產之預期可用年期將估計日後現金流量折現至該資產初始確認時之賬面淨值之比率。

來自投資物業之租金收入按直線法於租期內入賬，不論現金租金付款何時收回。

來自本集團種子資本投資之收入分成收入在本集團確立收取付款的權利時確認。

管理費收入乃隨著投資基金之管理服務隨時間履行而確認。

就醫院費用及收費收入而言，本集團之住院醫療服務被視為單一履約責任，而收入隨時間予以確認。由於本集團有權向客戶收取代價，其金額與本集團迄今完成履約責任對客戶而言涉及之價值直接對應，故本集團應用香港財務報告準則第15號之可行的權宜方法，按本集團於住院醫療服務過程中有權開具發票之金額確認收入。相反，本集團就其他餘下服務之履約責任於某一時間點確認收入。



for the year ended 31st December, 2024

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Foreign currencies*

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency).

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting periods.

###### *Borrowing costs*

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

截至二零二四年十二月三十一日止年度

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *外幣*

各個集團公司之個別財務報表乃以有關公司營運所在主要經濟環境之貨幣(其功能貨幣)呈列。

在編制各個別集團公司之財務報表時，以公司功能貨幣以外之貨幣(外幣)進行的交易按交易當日適用之匯率確認。於報告期末，以外幣計值之貨幣項目按該日適用之匯率重新換算。以外幣計值按公平價值列賬之非貨幣項目按釐定公平價值之日期的適用匯率重新換算。

結算貨幣項目及換算貨幣項目產生之匯兌差額於產生期間在損益確認。

就呈列綜合財務報表而言，本集團業務之資產及負債乃按各報告期末之適用匯率換算至本集團之呈列貨幣(即港元)。

###### *借貸成本*

與收購、建造或生產合資格資產(即需用較長期間才可作擬定用途或銷售的資產)直接有關之借貸成本加入至該等資產之成本，直至該等資產絕大部分已達致可作擬定用途或銷售為止。

任何於相關資產準備作擬定用途或銷售後仍未償還的具體借貸，將計入用以計算一般借貸資本化比率之一般借貸組合內。特定借貸於撥作合資格資產之支出前用作短暫投資所賺取之投資收入，會從合資格撥作資本之借貸成本中扣除。

所有其他借貸成本乃於產生之期間在損益確認。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Employee benefits*

The contributions to the Group's defined contribution retirement benefit plans, state-managed retirement benefit schemes, Superannuation and the Mandatory Provident Fund ("MPF") Scheme are recognised as an expense when employees have rendered service entitling them to the contributions, unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

For Long Service Payment ("LSP") obligation, the Group accounts for the employer MPF contributions expected to be offset as a deemed employee contribution towards the LSP obligation in terms of HKAS 19.93(a) and it is measure on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

For shares of SHK ("Awarded Shares") granted under the employee ownership scheme of SHK, the fair value of the employee services received is determined by reference to the fair value of Awarded Shares granted at the grant date and is expensed on a straight-line basis over the vesting period based on Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (employee share-based compensation reserve). At the end of each reporting period, the Group revises its estimates of the number of Awarded Shares that are expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the employee share-based compensation reserve.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *僱員福利*

向本集團定額供款退休福利計劃、國家監管退休福利計劃及強制性公積金(「強積金」)計劃的供款於僱員提供有權享有供款之服務時確認為費用，除非另一項香港財務報告準則規定或允許將福利計入資產成本。

就長期服務金(「長期服務金」)義務而言，根據香港會計準則第19.93(a)條，本集團將預期抵銷的僱主強積金供款視為僱員對長期服務金義務的視作供款，並以淨額基準進行計量。未來福利的估計金額乃於扣除本集團的強積金供款(已歸屬於僱員)產生的應計福利所產生的負服務成本後釐定，被視作相關僱員的供款。

短期僱員福利按預期於僱員提供服務時支付之福利之未折現金額確認。所有短期僱員福利確認為支出，除非另一項香港財務報告準則規定或允許將該福利計入資產成本。

根據新鴻基僱員股份擁有計劃授出的新鴻基股份(「獎授股份」)，釐定來自僱員服務的公平價值是參照獎授股份於授予日的公平價值。該公平價值根據本集團對最終歸屬之權益工具之估計，以直線法於歸屬期支銷，並相應增加權益(以股份支付之僱員酬金儲備)。於各報告期末，本集團根據就所有相關非市場歸屬條件的評估重訂獎授股份於歸屬時的預期股數所作的估計，重訂原來估計的任何影響(如有)於損益確認，致使累計開支反映重訂估計，並相應調整以股份支付之僱員酬金儲備。

for the year ended 31st December, 2024

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Employee benefits (Cont'd)*

Where the Awarded Shares are purchased under the employee ownership scheme of SHK, the consideration paid, including any directly attributable incremental costs, is presented as "Shares held for employee ownership scheme" included in the non-controlling interests. When the Awarded Shares are transferred to the awardees upon vesting, the related costs of the Awarded Shares are eliminated against the employee share-based compensation reserve.

###### *Taxation*

Income tax expenses represents the sum of current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "(loss) profit before taxation" as reported in the consolidated statement of profit or loss because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax law) that have been enacted or substantively enacted by the end of the reporting period.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale, except for freehold land, which is always presumed to be recovered entirely through sale.

截至二零二四年十二月三十一日止年度

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *僱員福利(續)*

就新鴻基僱員股份擁有計劃而購入的獎授股份所付出之代價(包括直接應佔增值成本),乃計入非控股權益呈列為「為僱員股份擁有計劃持有股份」。當獎授股份於歸屬時轉讓予授予人,與獎授股份有關的成本乃與以股份支付的僱員酬金儲備對銷。

###### *稅項*

所得稅開支指即期及遞延所得稅開支之總和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利因其他年度的應課稅之收入或可扣稅之開支及毋須課稅或不可扣稅項目與綜合損益表中所報「除稅前(虧損)溢利」不同。本集團之即期稅項負債乃按報告期末已頒佈或實際頒佈之稅率計算。

遞延稅項乃以綜合財務報表資產及負債賬面值與計算應課稅溢利所用相應稅基間之臨時差額確認。

遞延稅項資產及負債乃按預期於償還負債或變現資產之期間按報告期末已頒佈或實際頒佈之稅率(及稅法)計算。

為使用公平價值模式計量之投資物業計算遞延稅項時,該等物業之賬面值乃推斷為完全透過銷售收回,除非有關推斷被駁回。倘投資物業為可折舊且其商業模式之目標為隨時間消耗大部分含於該等投資物業經濟利益,而非透過銷售獲利,有關推斷會被駁回,惟永久業權土地通常推斷為完全透過銷售收回除外。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Inventories of properties*

Inventory of completed properties held for sale and inventories of properties under development for sale are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

The Group transfers a property from inventories to investment property when there is a change in use to hold the property to earn rentals or/and for capital appreciation rather than for sale in the ordinary course of business, which is evidenced by the inception of an operating lease to another party. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in profit or loss.

###### *Properties for development*

Right-of-use assets for leasehold lands included in properties for development is stated at cost less accumulated amortisation and any identified impairment loss.

Amortisation of properties for development are recognised in profit or loss on a straight-line basis over the term of the relevant lease.

###### *Investment properties*

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Investment properties also included leased properties which are being recognised as right-of-use assets and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *物業存貨*

供銷售之已竣工物業存貨及供銷售之發展中物業存貨均以成本值及可變現淨值之較低者入賬。可變現淨值乃指存貨之估計售價減所有估計竣工成本及進行銷售之必需成本。

當物業用途改變為持有物業以賺取租金或／及資本增值而非作日常業務範圍內出售時(由開始經營租賃予另外一方作為證明)，本集團將該物業由存貨轉撥至投資物業。任何於轉撥日之物業公平價值與其先前賬面值之差額於損益內確認。

###### *待發展物業*

包含在待發展物業中租賃土地的使用權資產以成本值扣除累計攤銷及任何已確定之減值虧損列賬。

待發展物業攤銷乃於有關租期以直線法於損益確認。

###### *投資物業*

投資物業指為收取租金及／或資本增值而持有之物業。投資物業包括持有但未確定未來用途之土地，其被視為持作資本增值用途。

投資物業亦包括已確認為使用權資產並由本集團根據經營租賃轉租的租賃物業。

投資物業初步乃按成本(包括任何直接應佔開支)計量。於初始確認後，投資物業乃按其公平價值計量，並作出調整以撇除任何預付或應計經營租賃收入。



for the year ended 31st December, 2024

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Investment properties (Cont'd)*

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

Transfer from investment property to property, plant and equipment will be made when there is a change in use, evidenced by commencement of owner occupation. Transfer from investment property to property under development will be made when there is a change in use, evidenced by the commencement of construction for property for sale. For a transfer from investment property carried at fair value to owner-occupied property, the property's deemed cost for subsequent accounting are determined by reference to its fair value at the date of change.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss in the year in which the property is derecognised.

截至二零二四年十二月三十一日止年度

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *投資物業(續)*

因投資物業公平價值變動產生之收益或虧損計入產生期間之損益。

在建投資物業產生的建築成本資本化為在建投資物業的部分賬面值。

當投資物業開始作自用證明用途改變，投資物業將會轉撥至物業、廠房及設備。當投資物業開始建設為供銷售物業證明用途改變，投資物業將會轉撥至發展中物業。關於按公平價值列賬的投資物業轉撥至業主佔用物業，該物業用於隨後入賬之認定成本乃參考其於改變之日的公平價值而定。

投資物業於出售時或當投資物業被永久撤銷使用時及出售預期不會產生任何未來經濟利益時終止確認。物業終止確認時產生之任何收益或虧損按該資產之出售所得款項淨額與資產賬面值間之差額計算，並於該物業終止確認之年度計入綜合損益表。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Property, plant and equipment*

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment (other than construction in progress as described below) are stated at cost or fair value in the consolidated statement of financial position, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. Building in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss.

Land and buildings transferred from investment properties are stated at deemed cost equal to its fair value at the date of change in use. The transferred properties are depreciated over their unexpired lease term.

When the Group makes payments for a property interest which includes both leasehold land and building elements, the entire consideration are allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of use assets" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as property, plant and equipment.

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant leasehold land classified as right-of-use assets) at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to accumulated profits.

Depreciation is recognised so as to write off the cost of each asset less its residual value over its estimated useful life, using the straight-line method.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *物業、廠房及設備*

物業、廠房及設備為持作用於生產或供應貨品或服務或作行政用途的有形資產。物業、廠房及設備(下文所述的在建工程除外)乃按成本或公平價值減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。用於生產、供應或行政用途的在建樓宇按成本減任何已確認減值虧損列賬。

轉撥自投資物業之土地及樓宇乃按視作成本(相等於改變用途當日的公平價值)列賬。已轉撥之物業在其未到期的租賃期內折舊。

當本集團為物業權益付款(當中包括租賃土地和樓宇部分),整筆代價按在初始確認時相對公平價值,按比例分配到租賃土地及樓宇部分。若有關付款能可靠地分配,租賃土地權益在綜合財務狀況表呈列為「使用權資產」,並按直線法在租賃期內攤銷,除非該等在公平價值模式下分類和列賬為投資物業。當租賃款項無法可靠地在租賃土地及樓宇部分之間分配,整個物業一般分類為物業、廠房及設備。

當有證據表明物業完結其自用用途而轉變為投資物業,則該項目(包括分類為使用權資產的相關租賃土地)於轉讓日之賬面值與其公平價值之任何差額於其他全面收益中確認並於物業重估儲備中累計。於其後該物業出售或廢棄時,有關重估儲備將直接撥至累計溢利。

折舊按估計可使用年期以直線法確認,以撇銷各資產成本減其剩餘價值。

for the year ended 31st December, 2024

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

4.2 Material accounting policy information (Cont'd)

Property, plant and equipment (Cont'd)

Depreciation rate is at the following per annum:

Hotel property	shorter of the estimated useful life and the remaining lease term of land
Leasehold land and buildings	shorter of the estimated useful life, and the remaining lease term of land
Hospital and other buildings in the PRC	over the unexpired lease term of the leasehold land or 30 to 50 years, whichever is shorter
Leasehold improvements	20% to 33 1/3% or over the lease term of the leasehold land, whichever is shorter
Furniture, fixtures and equipment	10% to 50%
Motor vehicles and vessels	16 2/3% to 25%

Leases

Definition of 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.

The Group as a lessee

Right-of-use assets

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of their useful lives.

The Group presents right-of-use assets that do not meet the definition of inventory or investment properties as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of inventory are presented within "properties for development" and "inventories of properties (properties under development and completed properties)" respectively.

截至二零二四年十二月三十一日止年度

4. 綜合財務報表之編制基準及重要的會計政策信息(續)

4.2 重要的會計政策信息(續)

物業、廠房及設備(續)

折舊率按以下年率計算：

酒店物業	於估計可使用年期或土地租約之剩餘期限中之較短者
租賃土地及樓宇	於估計可使用年期或土地租約之剩餘期限中之較短者
於中國之醫院及其他樓宇	於租賃土地租約之未到期期限或30至50年，以較短者為準
租賃樓宇裝修	20%至33 1/3%或於租賃土地之租期，以較短者為準
傢俬、裝置及設備	10%至50%
汽車及汽船	16 2/3%至25%

租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約是租賃或包含租賃。

本集團作為承租人

使用權資產

除分類為投資物業及使用公平價值模式計量者外，使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作調整。

本集團合理確定於租賃期完結時可獲得相關租賃資產擁有權之使用權資產從開始日至可使用年期完結計算折舊。

本集團將不符合存貨或投資物業定義的使用權資產於綜合財務狀況表呈列為一項單獨項目。符合存貨定義的使用權資產分別在「待發展物業」及「物業存貨」(發展中物業及已竣工物業)中呈列。



#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### Leases (Cont'd)

###### The Group as a lessee (Cont'd)

###### Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

###### Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### 租賃(續)

###### 本集團作為承租人(續)

###### 租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含利率不易釐定，本集團使用租賃開始日期的遞增借貸利率計算。

於開始日期後，租賃負債就應計利息及租賃付款作出調整。

本集團將租賃負債於綜合財務狀況表中呈列為一個獨立項目。

###### 租賃的修改

倘出現以下情況，本集團將租賃的修改作為一項單獨的租賃進行入賬：

- 該項修改通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何恰當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團基於透過使用修改生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期重新計量租賃負債。

本集團通過對相關使用權資產作出相應調整，將租賃負債的重新計量入賬。如經修訂合約包含一項租賃組成部分及一項或多項額外的租賃或非租賃組成部分，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將經修訂合約代價分配至各個租賃組成部分。

for the year ended 31st December, 2024

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Leases (Cont'd)*

###### The Group as a lessor

###### Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model. Variable lease payments that do not depend on an index or a rate are recognised as income when they are earned.

###### Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15") to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

截至二零二四年十二月三十一日止年度

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *租賃(續)*

###### 本集團作為出租人

###### 租賃的分類及計量

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款實質上將與相關資產所有權相關的所有風險及報酬轉讓給承租人時，該項合約分類為融資租賃。所有其他租賃分類為經營租賃。

經營租賃的租金收入在相關租賃期內按照直線法於損益確認。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支(惟根據公平價值模式計量的投資物業除外)。非取決於指數或比率的浮動租賃款項於賺取時確認為收入。

###### 將代價分配至合約組成部分

當合約包括租賃及非租賃組成部分，本集團應用香港財務報告準則第15號「來自客戶之合約收入」(「香港財務報告準則第15號」)，將合約中的代價分配予租賃及非租賃組成部分。非租賃組成部分根據其相對單獨售價與租賃組成部分區分。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill*

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

###### *Financial instruments*

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *物業、廠房及設備、使用權資產及無形資產(商譽除外)之減值*

於報告期末，本集團審閱其可使用年期有限之物業、廠房及設備、使用權資產及無形資產之賬面值，以確定是否有任何跡象顯示該等資產出現減值虧損。倘出現有關跡象，則會估計相關資產之可收回金額，以釐定減值虧損(如有)之程度。無固定可使用年期之無形資產及尚未可供使用之無形資產最少每年及當有跡象顯示可能出現減值時進行減值測試。

可收回金額指公平價值減出售成本與使用價值兩者中之較高者。

倘估計資產(或現金產生單位)之可收回金額將少於其賬面值，則資產(或現金產生單位)之賬面值將調減至其可收回金額。減值虧損會即時於損益確認。

###### *金融工具*

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時確認。所有按常規買賣的金融資產按交易日期基準確認及終止確認。按常規買賣指要求在市場規定或慣例所定時限內交付資產的金融資產買賣。

金融資產及金融負債初始按公平價值計量，惟源自客戶合約的應收貿易款項(初步根據香港財務報告準則第15號計量)除外。因收購或發行金融資產或金融負債(透過損益賬按公平價值處理(「透過損益賬按公平價值處理」)之金融資產或金融負債除外)而直接應佔之交易成本，於初始確認時按適用情況加入或扣自該項金融資產或金融負債之公平價值。因收購透過損益賬按公平價值處理之金融資產或金融負債而直接應佔之交易成本即時於損益確認。

for the year ended 31st December, 2024

**4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****4.2 Material accounting policy information (Cont'd)***Financial instruments (Cont'd)*

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest and dividend income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

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

截至二零二四年十二月三十一日止年度

**4. 綜合財務報表之編制基準及重要的會計政策信息(續)****4.2 重要的會計政策信息(續)***金融工具(續)*

實際利率法是計算金融資產或金融負債攤銷成本及分配於相關期間內利息收入及利息開支之方法。實際利率為於金融資產或金融負債的預期可使用年期或(如適用)較短期間內可準確貼現估計未來現金收入及支出(包括所支付或收取能構成整體實際利率的所有費用及基點、交易成本及其他溢價或折讓)至初始確認賬面淨值的利率。

自本集團日常業務過程所得之利息及股息收入呈列為收入。

金融資產

金融資產的分類及其後計量

符合以下條件的金融資產其後按攤銷成本計量：

- 金融資產於目的為收取合約現金流量的商業模式內持有；及
- 合約條款於特定日期產生僅為支付本金及未償還本金之利息的現金流量。

符合以下條件的金融資產其後透過其他全面收益按公平價值處理(「透過其他全面收益按公平價值處理」)計量：

- 金融資產於目的為同時銷售金融資產及收取合約現金流量之商業模式內持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Financial instruments (Cont'd)*

###### *Financial assets (Cont'd)*

###### *Classification and subsequent measurement of financial assets (Cont'd)*

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("OCI") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations ("HKFRS 3") applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term;
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that is required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *金融工具(續)*

###### *金融資產(續)*

###### *金融資產的分類及其後計量(續)*

所有其他金融資產其後透過損益賬按公平價值處理計量，惟在初始確認金融資產之日，倘該股本投資並非持作交易，亦非由於收購方在香港財務報告準則第3號「業務合併」(「香港財務報告準則第3號」)所適用的業務合併中確認的或有代價，本集團可不可撤銷地選擇於其他全面收益(「其他全面收益」)呈列股本投資的其後公平價值變動。

倘符合下列條件，則金融資產為持作交易：

- 所收購的金融資產主要用於短期內出售；
- 於初始確認時，金融資產是作為本集團管理的已識別金融工具組合的一部分，且有近期實現短線套利模式；或
- 該金融資產為衍生工具，但非指定為有效對沖工具。

此外，本集團可不可撤銷地指定須按攤銷成本計量或透過其他全面收益按公平價值處理的金融資產為透過損益賬按公平價值處理(倘此舉可消除或顯著減少會計錯配)。



for the year ended 31st December, 2024

**4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****4.2 Material accounting policy information (Cont'd)***Financial instruments (Cont'd)**Financial assets (Cont'd)*

Classification and subsequent measurement of financial assets (Cont'd)

## (i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset, net of expected credit loss ("ECL") provision from the next reporting period.

## (ii) Debt securities classified as at FVTOCI

Subsequent changes in the carrying amounts for debt securities classified as at FVTOCI as a result of interest income calculated using the effective interest method, and foreign exchange gains and losses are recognised in profit or loss. All other changes in the carrying amount of these debt securities are recognised in OCI and accumulated under the heading of investment revaluation reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt securities. When these debt securities are derecognised, the cumulative gains or losses previously recognised in OCI are reclassified to profit or loss.

截至二零二四年十二月三十一日止年度

**4. 綜合財務報表之編制基準及重要的會計政策信息(續)****4.2 重要的會計政策信息(續)***金融工具(續)**金融資產(續)*

金融資產的分類及其後計量(續)

## (i) 攤銷成本及利息收入

就其後按攤銷成本計量之金融資產而言，利息收入使用實際利率法確認。就金融工具而言，利息收入使用實際利率按金融資產賬面總值計算，惟其後已信貸減值的金融資產除外(見下文)。就其後已信貸減值的金融資產而言，利息收入乃自下一個報告期間起使用實際利率按金融資產的攤銷成本扣除預期信貸虧損(「預期信貸虧損」)撥備確認。

## (ii) 分類為透過其他全面收益按公平價值處理之債務證券

因使用實際利率法計算利息收入並產生外幣匯兌收益及虧損而導致分類為透過其他全面收益按公平價值處理之債務證券之賬面值其後變動於損益確認。該等債務證券賬面值的所有其他變動於其他全面收益確認，並於投資重估儲備項下累計。減值撥備於損益確認，並對其他全面收益作出相應調整，而毋須削減該等債務證券的賬面值。當該等債務證券終止確認時，先前於其他全面收益確認的累計收益或虧損重新分類至損益。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Financial instruments (Cont'd)*

###### Financial assets (Cont'd)

###### Classification and subsequent measurement of financial assets (Cont'd)

###### (iii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated profits.

###### (iv) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "net gain (loss) on financial assets and liabilities at fair value through profit or loss" line item.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *金融工具(續)*

###### 金融資產(續)

###### 金融資產的分類及其後計量(續)

###### (iii) 指定為透過其他全面收益按公平價值處理之權益工具

透過其他全面收益按公平價值處理之權益工具投資其後按公平價值計量，其公平價值變動產生的收益及虧損於其他全面收益確認及於投資重估儲備累計，且毋須進行減值評估。累計收益或虧損於出售股本投資時將不會重新分類至損益，並將轉撥至累計溢利。

###### (iv) 透過損益賬按公平價值處理之金融資產

金融資產如不符合按攤銷成本計量或透過其他全面收益按公平價值處理的方式計量或指定為透過其他全面收益按公平價值處理的條件，則透過損益賬按公平價值處理的方式計量。

於各報告期末，透過損益賬按公平價值處理之金融資產按公平價值計量，而任何公平價值收益或虧損於損益中確認。於損益確認的收益或虧損淨額不包括就金融資產所賺取的任何股息或利息，並計入「透過損益賬按公平價值處理之金融資產及負債收益(虧損)淨額」項目內。



for the year ended 31st December, 2024

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

*Financial instruments (Cont'd)*

Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under an ECL model on financial assets (including debt securities included in financial assets at FVTOCI, trade and other receivables, pledged bank deposits, bank deposits, cash and cash equivalents, loans and advances to consumer finance customers, mortgage loans, term loans, amounts due from brokers, amounts due from associates and amounts due from joint ventures) and other items (loan commitments and financial guarantee contracts) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually, taking into consideration historical credit loss experience and forward looking information that is available without undue cost or effort.

截至二零二四年十二月三十一日止年度

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

*金融工具(續)*

金融資產(續)

金融資產及其他項目之減值須根據香港財務報告準則第9號進行減值評估

本集團根據預期信貸虧損模式對根據香港財務報告準則第9號進行減值評估的金融資產(包括計入透過其他全面收益按公平價值處理之金融資產之債務證券、貿易及其他應收款項、用作抵押之銀行存款、銀行存款、現金及現金等價物、消費金融客戶貸款及墊款、按揭貸款、有期貸款、經紀欠款、聯營公司欠款及合營公司欠款)及其他項目(貸款承擔及財務擔保合約)進行減值評估。預期信貸虧損金額於各結算日更新,以反映信貸風險自初始確認以來的變動。

評估乃根據本集團過往信貸虧損經驗進行,並根據債務人特定因素、一般經濟狀況及於結算日對當前狀況及未來狀況預測的評估而作出調整。

本集團一直就應收貿易款項確認全期預期信貸虧損。該等資產的預期信貸虧損單獨評估,當中考慮過往信貸虧損經驗及毋須過多的成本或努力即可獲得的前瞻性資料。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Financial instruments (Cont'd)*

###### Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

The Group applies the general approach and measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

- (i) Significant increase in credit risk  
In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition.

Irrespective of the outcome of the above assessment, the Group applies the rebuttable presumption that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due. The Group has rebutted this presumption for term loans as it has reasonable and supportable information that is available without undue cost or effort, that demonstrates that the credit risk has not increased significantly since initial recognition even though the contractual payments are more than 30 days past due.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *金融工具(續)*

###### 金融資產(續)

金融資產及其他項目之減值須根據香港財務報告準則第9號進行減值評估(續)

本集團應用一般方法並計量與12個月預期信貸虧損等額的虧損撥備，除非信貸風險自初始確認以來已顯著增加，在該情況下，本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損，乃基於自初始確認起出現違約的可能性或風險是否顯著增加。

- (i) 信貸風險顯著增加  
於評估信貸風險是否自初始確認以來已顯著增加時，本集團比較金融工具於結算日出現違約的風險與該金融工具於初始確認日期出現違約的風險。

不論上述評估結果如何，當合約付款逾期超過30日時，本集團應用可推翻的假設，即信貸風險已自初始確認以來顯著增加。就有期貸款而言，本集團已推翻此假設，原因為本集團擁有毋須過多成本或努力即可獲得的合理可作依據的資料，表明即使合約付款逾期超過30日，信貸風險自初始確認以來並未顯著增加。

for the year ended 31st December, 2024

**4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****4.2 Material accounting policy information (Cont'd)***Financial instruments (Cont'd)*Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

## (i) Significant increase in credit risk (Cont'd)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date.

For loan commitments and financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates; for financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying a significant increase in credit risk before the amount becomes past due.

截至二零二四年十二月三十一日止年度

**4. 綜合財務報表之編制基準及重要的會計政策信息(續)****4.2 重要的會計政策信息(續)***金融工具(續)*金融資產(續)

金融資產及其他項目之減值須根據香港財務報告準則第9號進行減值評估(續)

## (i) 信貸風險顯著增加(續)

儘管如此，若債務工具的信貸風險在結算日確定為低，本集團假設該債務工具的信貸風險自初始確認以來並未顯著增加。

就貸款承擔及財務擔保合約而言，本集團訂立不可撤銷承諾之日期被視為評估金融工具減值之初始確認日期。在評估自初始確認貸款承擔以來信貸風險是否顯著增加時，本集團考慮與貸款承擔相關的貸款出現違約之風險變動；就財務擔保合約而言，本集團考慮指定債務人之違約風險變動。

本集團定期監控用於識別信貸風險是否顯著增加的標準是否有效及適時修訂該等標準，以確保有關標準能於款項逾期前識別信貸風險的顯著增加。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Financial instruments (Cont'd)*

###### Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

###### (ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due (except for term loans where a longer period of "past due" has been applied by the management in view of the nature of the operation of the business and practice in managing the credit risk), unless the Group has reasonably supportable information to demonstrate that a more lagging default criterion is more appropriate.

###### (iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as default or past due event;
- (c) the lenders of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower concessions that the lenders would not otherwise consider;
- (d) probable bankruptcy or other financial reorganisation entered by the borrower; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *金融工具(續)*

###### 金融資產(續)

金融資產及其他項目之減值須根據香港財務報告準則第9號進行減值評估(續)

###### (ii) 違約之定義

就內部信貸風險管理而言，本集團於內部制定或自外部來源取得的資料顯示債務人不可能悉數(不計及本集團所持任何抵押品)償還其債權人(包括本集團)時視作發生違約事件。

除上述者外，本集團認為，倘金融資產逾期超過90日(惟管理層鑑於業務營運性質及管理信貸風險常規而應用更長「逾期」期間的有期貸款除外)，則違約已經發生，惟本集團擁有合理可作為依據資料顯示一項更滯後的違約標準更為合適，則另作別論。

###### (iii) 信貸減值金融資產

當發生一項或多項對金融資產估計未來現金流量有不利影響之違約事件時，金融資產出現信貸減值。金融資產信貸減值之證據包括以下可觀察事件：

- (a) 發行人或借款人陷入重大財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人之放款人因與借款人出現財務困難有關之經濟或合約理由而給予借款人在一般情況下放款人不予考慮之優惠條件；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 由於財務困難致使金融資產之活躍市場消失。

for the year ended 31st December, 2024

**4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****4.2 Material accounting policy information (Cont'd)***Financial instruments (Cont'd)*Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

## (iv) Write-off policy

The Group writes off the gross carrying amount of a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery.

## (v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition for financial assets.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

截至二零二四年十二月三十一日止年度

**4. 綜合財務報表之編制基準及重要的會計政策信息(續)****4.2 重要的會計政策信息(續)***金融工具(續)*金融資產(續)

金融資產及其他項目之減值須根據香港財務報告準則第9號進行減值評估(續)

## (iv) 撇銷政策

當有資料顯示對手方處於嚴重財務困難，且並無合理預期收回時，則本集團會撇銷金融資產的眼面總值。

## (v) 計量及確認預期信貸虧損

計量預期信貸虧損乃違約概率、違約損失率程度(即倘發生違約的損失程度)及違約風險的函數。違約概率及違約損失率程度的評估根據歷史數據及前瞻性資料。預期信貸虧損的估算反映以各自發生違約的風險作加權的公正及概率加權金額。

一般而言，預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期將收取的所有現金流量間的差額，並按金融資產初始確認時釐定的實際利率貼現。

就財務擔保合約而言，由於根據擔保工具條款，本集團僅須於債務人違約時作出付款。因此，預期信貸虧損乃為償還持有人所產生信貸虧損的預計款項之現值減本集團預計自持有人、債務人或任何其他方收取的任何金額。



#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

*Financial instruments (Cont'd)*

Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

- (v) Measurement and recognition of ECL (Cont'd)  
For undrawn loan commitments, the ECL is the present value of the difference between the contractual cash flows that are due to the Group if the holder of the loan commitments draws down the loan, and the cash flows that the Group expects to receive if the loan is drawn down.

For ECL on financial guarantee contracts or on loan commitments for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

ECL for certain loans and advances to consumer finance customers are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

*金融工具(續)*

金融資產(續)

金融資產及其他項目之減值須根據香港財務報告準則第9號進行減值評估(續)

- (v) 計量及確認預期信貸虧損(續)  
就未提用貸款承擔而言，預期信貸虧損為貸款承擔持有人提取貸款時應付本集團合約現金流量與倘提取貸款時本集團預期所收取之現金流量的差額現值。

就財務擔保合約或貸款承擔之預期信貸虧損而言，由於實際利率無法釐定，本集團將應用反映貨幣時間價值及現金流量特有風險的目前市場評估的貼現率，惟僅在透過調整貼現率而非調整貼現現金差額的方式計及風險的情況下，方應用有關貼現率。

若干消費金融客戶貸款及墊款之預期信貸虧損按組合基準考慮，並考慮到逾期資料及相關信貸資料，如前瞻性宏觀經濟資料。



for the year ended 31st December, 2024

**4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****4.2 Material accounting policy information (Cont'd)***Financial instruments (Cont'd)*Financial assets (Cont'd)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Cont'd)

- (v) Measurement and recognition of ECL (Cont'd)
- For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:
- past-due status;
  - nature, size and industry of debtors; and
  - external credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for investments in debt securities that are measured at FVTOCI, loan commitments and financial guarantee contracts, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount. For loan commitments and financial guarantee contracts, the loss allowances are recognised as provisions.

For investments in debt securities that are measured at FVTOCI, the loss allowance is recognised in OCI and accumulated in the investment revaluation reserve without reducing the carrying amount of these debt securities.

截至二零二四年十二月三十一日止年度

**4. 綜合財務報表之編制基準及重要的會計政策信息(續)****4.2 重要的會計政策信息(續)***金融工具(續)*金融資產(續)

金融資產及其他項目之減值須根據香港財務報告準則第9號進行減值評估(續)

- (v) 計量及確認預期信貸虧損(續)
- 為進行組合評估，本集團於制定分組時考慮到以下特徵：
- 逾期狀況；
  - 債務人的性質、規模及行業；及
  - 可用的外部信貸評級。

管理層定期檢討分組，以確保各組別的組成成份繼續擁有類似的信貸風險特徵。

利息收入乃按金融資產之賬面總值計算，除非金融資產已經信貸減值，在該情況下，利息收入乃按金融資產之攤銷成本計算。

除透過其他全面收益按公平價值處理的方式計量之債務證券之投資、貸款承擔及財務擔保合約外，本集團透過調整全部金融工具之賬面值於損益確認其減值收益或虧損。就貸款承擔及財務擔保合約而言，虧損撥備確認為撥備。

就透過其他全面收益按公平價值處理的方式計量之債務證券之投資而言，虧損撥備於其他全面收益確認，並於投資重估儲備累計，而毋須削減該等債務證券之賬面值。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Financial instruments (Cont'd)*

###### Financial assets (Cont'd)

###### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt security classified as at FVTOCI, the cumulative gain or loss previously accumulated in the FVTOCI reserve is reclassified to profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated profits.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *金融工具(續)*

###### 金融資產(續)

###### 終止確認金融資產

只有當資產現金流量的合約權利屆滿時，或轉讓該金融資產及轉移其所有權的絕大部分風險及回報至另一實體時，本集團方會終止確認金融資產。

當終止確認按攤銷成本計量的金融資產時，該資產賬面值、所收及應收代價之差額於損益中確認。

當終止確認分類為透過其他全面收益按公平價值處理之債務證券中的投資時，先前於透過其他全面收益按公平價值處理儲備內積存的累計收益或虧損重新分類至損益。

當終止確認本集團於選擇於初始確認時以透過其他全面收益按公平價值處理的權益工具投資時，先前於投資重估儲備內積存的累計收益或虧損不會重新分類至損益，而是轉撥至累計溢利。

for the year ended 31st December, 2024

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

*Financial instruments (Cont'd)*

Financial assets (Cont'd)

Modification of financial assets

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

When the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If a qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset, after reducing gross carrying amount that has been written off.

For non-substantial modifications of financial assets that do not result in derecognition, the carrying amount of the relevant financial assets will be calculated at the present value of the modified contractual cash flows discounted at the financial assets' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial assets and are amortised over the remaining term. Any adjustment to the carrying amount of the financial asset is recognised in profit or loss at the date of modification.

截至二零二四年十二月三十一日止年度

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

*金融工具(續)*

金融資產(續)

金融資產的修改

倘合約現金流量重新磋商或以其他方式修訂，則產生金融資產的修改。

當修訂金融資產的合約條款時，本集團會考慮所有相關事實及情況(包括定性因素)，評估經修訂的條款是否導致對原有條款有重大修訂。倘定性評估並無定論，且根據新條款的現金流量(包括任何已付費用減任何已收費用，並使用原實際利率貼現)的貼現現值與原金融資產剩餘現金流量的貼現現值經扣減已撤銷的賬面總值後相差至少10%，則本集團認為該等條款有重大差異。

就不會導致金融資產終止確認的非重大修改而言，相關金融資產的賬面值將以經修訂合約現金流量的現值計算，按金融資產的原始實際利率貼現。產生的交易成本或費用按經修訂金融資產的賬面值調整，並於餘下期間攤銷。金融資產賬面值的任何調整於修改日期在損益確認。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Financial instruments (Cont'd)*

###### Financial assets (Cont'd)

###### Fair value measurement principles

Fair values of quoted investments are based on quoted prices. For unlisted securities or financial assets without an active market, the Group establishes the fair value by using appropriate valuation techniques including the use of recent arm's length transactions, reference to other investments that are substantially the same, discounted cash flow analysis and option pricing models.

###### Financial liabilities and equity instruments

###### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

###### Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *金融工具(續)*

###### 金融資產(續)

###### 公平價值計量原則

掛牌投資之公平價值以市場報價為準。對於沒有活躍市場之非上市證券或金融資產，本集團以恰當之估值方法確定其公平價值，包括採用近期之正常交易，參考其他大致相同之投資、現金流量貼現分析，及期權定價模式。

###### 金融負債及權益工具

###### 分類為債務或權益

債務及權益工具乃根據合約安排之性質以及金融負債及權益工具之定義分類為金融負債或權益。

所有金融負債其後使用實際利率法按攤銷成本計量或透過損益賬按公平價值處理。

###### 透過損益賬按公平價值處理之金融負債

當金融負債(i)為香港財務報告準則第3號適用之業務合併中收購方之或有代價；(ii)持作交易；或(iii)指定為透過損益賬按公平價值處理，則分類為透過損益賬按公平價值處理。

倘發生下列情況，則金融負債為持作交易：

- 主要用於在不久期限購回；或
- 於初始確認時作為本集團整合管理的已識別金融工具組合的一部分，且有近期實現短線套利模式；或
- 為衍生工具，惟不包括財務擔保合約或指定為有效對沖工具的衍生工具。

for the year ended 31st December, 2024

**4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****4.2 Material accounting policy information (Cont'd)***Financial instruments (Cont'd)**Financial liabilities and equity instruments (Cont'd)**Financial liabilities at FVTPL (Cont'd)*

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in OCI.

截至二零二四年十二月三十一日止年度

**4. 綜合財務報表之編制基準及重要的會計政策信息(續)****4.2 重要的會計政策信息(續)***金融工具(續)**金融負債及權益工具(續)**透過損益賬按公平價值處理之金融負債(續)*

倘發生下列情況，則持作交易用途之金融負債或業務合併中收購方之或有代價除外之金融負債可於初始確認時指定為透過損益賬按公平價值處理：

- 該指定消除或大幅減少可能另外產生之計量或確認不一致；或
- 金融負債構成金融資產或金融負債或兩者之組別之一部分，並根據本集團之已定風險管理或投資策略按公平價值基準管理及評估其表現，該組別之資料按該基準內部提供；或
- 其構成包括一個或以上嵌入式衍生工具之合約之一部分，香港財務報告準則第9號允許全部合併合約指定為透過損益賬按公平價值處理。

就指定為透過損益賬按公平價值處理之金融負債而言，因金融負債的信貸風險變動而造成的金融負債公平價值變動金額，於其他全面收益確認。



#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Financial instruments (Cont'd)*

###### Financial liabilities and equity instruments (Cont'd)

###### Financial liabilities at amortised cost

Financial liabilities including bank and other borrowings, trade and other payables, amounts due to brokers, amounts due to associates, amounts due to joint ventures, amounts due to non-controlling interests and notes payable are subsequently measured at amortised cost, using the effective interest method.

###### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. Financial guarantee are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

###### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *金融工具(續)*

###### 金融負債及權益工具(續)

###### 按攤銷成本列賬之金融負債

金融負債(包括銀行及其他借貸、貿易及其他應付款項、欠經紀款項、欠聯營公司款項、欠合營公司款項、欠非控股權益款項及應付票據)其後使用實際利率法按攤銷成本計量。

###### 財務擔保合約

財務擔保合約乃規定發行人須支付特定款項以補償持有人因特定債務人未能按照債務工具之原有或經修訂條款於到期時支付款項所蒙受損失之合約。財務擔保初步以公平價值計量。其後，按以下列較高者計量：

- 根據香港財務報告準則第9號釐定虧損撥備金額；及
- 初始確認金額減(如適用)擔保期內確認的累計攤銷。

###### 金融負債的終止確認

當且僅當本集團之責任獲解除、取消或到期時，本集團方終止確認金融負債。已終止確認金融負債賬面值與已付及應付代價之間的差額於損益確認。



for the year ended 31st December, 2024

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### Financial instruments (Cont'd)

###### Financial liabilities and equity instruments (Cont'd)

###### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Dividend distribution to the Company's owners is recognised as a liability in the period in which the dividends are approved by the directors or shareholders of the Company as appropriate.

###### Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

###### Embedded derivatives

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of HKFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortised cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of HKFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

截至二零二四年十二月三十一日止年度

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### 金融工具(續)

###### 金融負債及權益工具(續)

###### 權益工具

權益工具指能證明於實體扣除其所有負債後之資產中擁有之剩餘權益之任何合約。本公司發行之權益工具按已收所得款項減直接發行成本而確認。

派發予本公司股東之股息於恰當的情況下獲得本公司董事或股東批准期間確認為負債。

###### 衍生金融工具

衍生工具於衍生工具合約訂立當日初步按公平價值確認，其後於報告期末按公平價值重新計量，因而產生之收益或虧損於損益確認。

倘衍生工具的剩餘期限超過12個月且在12個月內不會變現或結算，則該衍生工具呈列為非流動資產或非流動負債。其他衍生工具以流動資產或流動負債呈列。

###### 嵌入式衍生工具

嵌入混合合約(包含香港財務報告準則第9號界定範圍內的主金融資產)的衍生工具，不會視為獨立衍生工具。整個混合合約整體分類及其後按攤銷成本或公平價值(如適用)計量。

當非衍生工具主合約(並非香港財務報告準則第9號界定範圍內的金融資產)之嵌入式衍生工具符合衍生工具之定義，其風險及特徵與主合約之風險及特徵並無密切關連，且主合約並非以透過損益賬按公平價值處理的方式計量時，該等衍生工具作為獨立衍生工具處理。

一般而言，於單一工具內與主合約分開之多項嵌入式衍生工具作為單一複合嵌入式衍生工具處理，除非該等衍生工具涉及不同風險，且各自可隨時分割及獨立。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

##### 4.2 Material accounting policy information (Cont'd)

###### *Offsetting a financial asset and a financial liability*

A financial asset and a financial liability 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 recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

###### *Provisions and contingent liabilities*

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, if it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required to settle the obligation or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision in the consolidated financial statements in the reporting period in which the change in probability occurs.

#### 4. 綜合財務報表之編制基準及重要的會計政策信息(續)

##### 4.2 重要的會計政策信息(續)

###### *抵銷金融資產及金融負債*

當且僅當本集團目前有合法可強制執行權利抵銷已確認金額；且擬以淨額基準結算或同時變現資產及清償負債，金融資產與金融負債方可抵銷，淨額於綜合財務狀況表呈列。

###### *撥備及或然負債*

當本集團因過往事件導致現時有法律或推定責任，同時本集團有可能需要履行該責任，且可就該責任金額作出可靠估計時，則對此確認為撥備。

確認為撥備之金額乃經計及有關責任之風險及不確定因素後，於報告期末履行現時責任所需代價作出之最佳估計。當撥備按履行現時責任估計所需之現金流量計量時，其賬面值為有關現金流量之現值(倘貨幣時間價值之影響重大)。

或然負債指因過往事件而可能引起之責任，該等責任須視乎日後有否發生或不發生一項或多項並非本集團所能完全控制之事件方可確實。或然負債亦包括因過往事件引起，惟因未必有需要就履行責任而流出經濟資源或無法可靠計量該責任之數額而不予確認之現有責任。

或然負債不會確認，惟會於綜合財務報表附註披露。倘資源流出之可能性有變而很可能導致資源流出，則或然負債將於可能性發生變化之報告期間在綜合財務報表確認為撥備。

for the year ended 31st December, 2024

**5. KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group's accounting policies, the management of the Group has made certain judgements and accounting-related estimates. The accounting related estimates are based on assumptions about current and, for some estimates, future economic and market conditions and in particular has assumed that the current market conditions as a result of the recent interest rate hike and geopolitical uncertainty are not a long-term norm. Although our estimates and assumptions contemplate current and, as applicable, expected future conditions that the Group considers are relevant and reasonable, including but not limited to the potential impacts to our operations arising from the recent interest rate hike, and different monetary, fiscal and government policy responses aimed at reviving the economies, it is reasonably possible that actual conditions could differ from our expectations. As a result, our accounting estimates and assumptions may change over time in response to the way in which market conditions develop. In addition, actual results could differ significantly from those estimates and assumptions.

**Critical judgements in applying accounting policies**

The followings are the critical judgements, apart from those involving estimations (see below), that the management of the Group has made in the process of applying the Group's accounting policies and that have the most significant effect on the amount recognised in the consolidated financial statements.

截至二零二四年十二月三十一日止年度

**5. 估計不確定因素之主要來源**

應用本集團會計政策時，本集團管理層已作出若干判斷及會計相關估計。會計相關估計基於對目前、(就某些估計)未來的經濟及市場狀況之假設(尤其是假設因近期加息及地緣政治不確定性而引致之當前市場狀況並非長期常態)而作出。儘管我們的估計及假設已考慮目前及(如適用)本集團認為屬相關及合理之預期未來狀況，包括但不限於因近期加息及為復甦經濟而推行之不同貨幣、財政及政府政策對我們業務的潛在影響，但實際情況可能合理有別於我們的預期。因此，我們的會計估計與假設可能因應市場狀況之發展而隨時間改變。此外，實際結果可能與該等估計及假設大相徑庭。

**應用會計政策的重要判斷**

下述為本集團管理層於應用本集團的會計政策過程中作出且對在綜合財務報表內所確認的金額有最重大影響的重要判斷(下文涉及估計者除外)。

**5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)****Critical judgements in applying accounting policies (Cont'd)***Determination of consolidation of funds invested in through the funds management business*

The Group operates the funds management business and makes direct investments in funds in the form of seed capital and standard investment and may provide other services such as acting as the fund manager, providing financing of working capital or other administrative services. The Group has decision-making authority and power over the relevant activities of the fund because the Group, acting as the fund manager, can decide which investments the fund should acquire or dispose of. All facts and circumstances are taken into consideration in the assessment of whether the Group, as an investor, controls the investment funds. The principle of control sets out the following three elements of control: (a) power over the investment funds; (b) exposure, or rights, to variable returns from involvement with the investment funds; and (c) the ability to use power over the investment funds to affect the amount of the investor's returns. The Group's initial assessment of control including its status as a principal or an agent would not change simply because of a change in market conditions (e.g. a change in the investee's returns driven by market conditions), unless the change in market conditions changes one or more of the three elements of control listed above or changes the overall relationship between a principal and an agent. For these investment funds, the Group assesses whether (i) there are any other holders in these investment funds which have practical ability to remove the Group, and prevent the Group to direct the relevant activities of the investment funds; and (ii) the combination of investments it holds together with its remuneration creates exposure to variability of returns from the activities of the investment funds.

As at 31st December, 2024, the management of the Group concluded that the Group had control over two (2023: two) of the investments funds and acted as agent for the remaining investment funds.

**5. 估計不確定因素之主要來源(續)****應用會計政策的重要判斷(續)***確定透過基金管理業務將投資基金綜合入賬*

本集團經營基金管理業務，並通過種子資金及標準投資的形式對基金進行直接投資，或會提供其他服務，例如擔任基金經理、提供營運資金融資或其他行政服務。本集團對基金的相關活動擁有決策權及權力，原因為本集團作為基金經理，可決定基金應購入或出售的投資。在評估本集團作為投資者是否控制投資基金時，會考慮一切事實及情況。控制原則載列以下三個控制權要素：(a)對投資基金的權力；(b)因參與投資基金而獲得可變回報的風險或權利；及(c)對投資基金行使權力以影響投資者回報金額的能力。本集團對控制權的初步評估包括其作為委託人或代理人的地位不會僅因為市場狀況的變化(例如受市場狀況驅動的投資對象回報的變化)而發生變化，除非市場狀況的變化改變了上述三個控制權要素中的一個或多個要素，或改變了委託人與代理人之間的整體關係。對於該等投資基金，本集團評估(i)該等投資基金中是否有任何其他持有人有實際能力解除本集團的職務，並阻止本集團指導投資基金的相關活動；及(ii)其持有的投資與薪酬的組合造成投資基金活動的回報變化風險。

於二零二四年十二月三十一日，本集團管理層認為，本集團控制兩個(二零二三年：兩個)投資基金，並擔任餘下投資基金的代理人。



for the year ended 31st December, 2024

**5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)****Critical judgements in applying accounting policies (Cont'd)***Deferred taxation on investment properties*

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the management of the Group has reviewed the investment property portfolios of the Group and its associates and joint ventures and concluded that investment properties held by the Group and its associates and joint ventures are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the deferred taxation on investment properties of the Group and its associates and joint ventures, the management of the Group has determined that the "sales" presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has recognised the deferred taxes on changes in fair value of investment properties in the PRC as the Group is subject to income taxes and land appreciation tax on the fair value changes of the investment properties on disposal.

*Valuation of inventories of properties*

Inventories of properties of HK\$15,444.3 million (2023: HK\$8,465.2 million) are stated at the lower of cost and net realisable value. The management determined the net realisable value of inventories of properties with reference to valuations performed by the Valuers, or estimated market prices and estimated future cost to completion, if applicable, of the inventories of properties, which takes into account a number of factors including the recent market prices achieved for similar property types in the same projects or by similar properties. The valuations are dependent on certain significant inputs that involve the management's judgements and estimations, including estimated market prices and discount rates. In addition, the management estimated future cost to completion of inventories of properties under development with reference to the actual development cost of the Group's completed projects.

截至二零二四年十二月三十一日止年度

**5. 估計不確定因素之主要來源(續)****應用會計政策的重要判斷(續)***投資物業之遞延稅項*

在計量以公平價值模式計量的投資物業所產生之遞延稅項時，本集團管理層審閱本集團及其聯營公司及合營公司之投資物業組合和確定本集團及其聯營公司及合營公司持有之投資物業是通過銷售，而並非以隨時間消耗該投資物業所包含之絕大部份經濟利益之商業模式而持有。因此，於釐定本集團及其聯營公司及合營公司之投資物業之遞延稅項時，本集團管理層確定按公平價值模式計量之投資物業之賬面值完全透過銷售收回之「銷售」假設並未有推翻。因此，本集團已確認因中國的投資物業公平價值變動所產生的遞延稅項，乃由於本集團於出售投資物業時須就其公平價值變動繳交所得稅及土地增值稅。

*物業存貨之估值*

物業存貨15,444.3百萬港元(二零二三年：8,465.2百萬港元)乃按成本及可變現淨值的較低者入賬。管理層根據估值師進行之估值或物業存貨之估計市價及估計未來完工成本(如適用)，以確定物業存貨之可變現淨值，其中考慮若干因素，包括相同項目之類似物業類型或類似物業之近期市場成交價格。估值依賴於涉及管理層判斷及估計之若干重要輸入數據，包括估計市價及貼現率。此外，管理層參考本集團已竣工項目之實際開發成本，以估計完成發展中物業存貨之未來成本。

**5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)****Critical judgements in applying accounting policies (Cont'd)***Valuation of inventories of properties (Cont'd)*

Based on the management's assessment, the net write-down of inventories of completed properties of HK\$0.6 million (2023: HK\$3.1 million) was recognised in profit or loss for the year ended 31st December, 2024, and net reversal of impairment loss on properties under development of HK\$16.7 million (2023: HK\$66.6 million) was recognised in profit or loss for the year ended 31st December, 2024.

*Fair value of investment properties*

Investment properties are stated at fair value based on the valuation performed by Valuers. The determination of the fair value involves certain assumptions of market conditions which are set out in note 19.

In relying on the valuation report, the management of the Group has exercised its judgement and is satisfied that the method of valuation is reflective of the current market conditions. Changes to these assumptions, including the potential risk of any unexpected incidents as a result of change in macroeconomic environment, increased complexity in international trade tensions geopolitics, changes in policy direction and/or mortgage requirements, or other unexpected incidents would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

As at 31st December, 2024, the carrying amount of the Group's investment properties is HK\$26,327.7 million (2023: HK\$26,704.0 million).

**5. 估計不確定因素之主要來源(續)****應用會計政策的重要判斷(續)***物業存貨之估值(續)*

基於管理層之評估，截至二零二四年十二月三十一日止年度，已竣工物業存貨之淨減值0.6百萬港元(二零二三年：3.1百萬港元)於損益確認，截至二零二四年十二月三十一日止年度，撥回發展中物業之淨減值虧損16.7百萬港元(二零二三年：66.6百萬港元)於損益確認。

*投資物業的公平價值*

投資物業根據估值師進行的估值以公平價值列賬。該公平價值的釐定涉及市場情況的若干假設(載於附註19)。

在採納估值報告時，本集團管理層已作出其判斷並信納估值方法反映的目前市場狀況。該等假設的變化(包括宏觀經濟環境變化、國際貿易緊張局勢地緣政治的複雜性增加、政策方向及／或按揭要求的變化所導致的任何不可預期的事件之潛在風險)或其他不可預期的事件會導致本集團的投資物業之公平價值變動及綜合損益及其他全面收益表中所呈報的收益或虧損金額之相應調整。

於二零二四年十二月三十一日，本集團的投資物業之賬面值為26,327.7百萬港元(二零二三年：26,704.0百萬港元)。



for the year ended 31st December, 2024

## 5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

### Critical judgements in applying accounting policies (Cont'd)

#### *Fair value measurements and valuation processes*

Some of the Group's assets are measured at fair value for financial reporting purposes. The management of the Group has to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset, the Group uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages Valuer to perform the valuation. The management of the Group works closely with the Valuer to establish the appropriate valuation techniques and inputs to the model.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments.

When determining the fair values of investment properties, assumptions and key inputs that involve significant judgements, including term yield, reversionary yield, market unit rent of individual unit, market unit sales rate, developer's profit and risk rate, discount rate, growth rate and estimated rent, are adopted.

Notes 19 and 30 provide detailed information about the valuation techniques, inputs and significant assumptions used in the determination of the fair value of various assets.

截至二零二四年十二月三十一日止年度

## 5. 估計不確定因素之主要來源(續)

### 應用會計政策的重要判斷(續)

#### *公平價值計量及估值過程*

就財務報告目的而言，若干本集團之資產按公平價值計量。本集團管理層須決定公平價值計量之恰當估值方法及輸入數據。

於估計一項資產的公平價值時，本集團使用可供參考的市場可觀察數據。倘並無第一級輸入數據，本集團委聘估值師進行估值。本集團管理層與估值師緊密合作，為模型建立恰當估值方法及輸入數據。

本集團使用包含並非基於可觀察市場數據的輸入數據之估值方法來估計若干類型金融工具的公平價值。

當釐定投資物業的公平價值時，採用涉及重要判斷的假設及主要輸入數據，包括租期收益率、復歸收益率、個別單位之市場單位租金、市場單位銷售價格、發展商之溢利及風險率、貼現率、增長率及估算租金。

附註19及30提供有關釐定各項資產公平價值所用的估值方法、輸入數據及主要假設的詳細資料。

**5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)****Critical judgements in applying accounting policies (Cont'd)***Land appreciation tax ("LAT")*

PRC LAT is levied on properties developed by the Group for sale in the PRC at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including sales charges, borrowing costs and all property development expenditures.

The Group is subject to LAT in the PRC. The details of implementation have been announced by local tax bureaux in certain major cities, however, the Group has not finalised its LAT calculation and payments of the development projects with local tax bureaux in those cities in the PRC. Accordingly, significant judgements and estimations are required in determining the amount of land appreciation and its related taxes. The Group recognises these liabilities based on the management's best estimates according to the understanding of the tax rules. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax provisions in the period in which such determination is made.

*Recoverable amount of associate*

In determining the recoverable amount of APAC Resources Limited ("APAC"), a listed associate included in note 26, management estimated the recoverable amount with reference to the market value of APAC's interest in its associates and its other assets and liabilities, and assessed if any impairment may arise.

**5. 估計不確定因素之主要來源(續)****應用會計政策的重要判斷(續)***土地增值稅(「土地增值稅」)*

中國土地增值稅乃就土地價值的增值額，即物業銷售所得減可扣減開支(包括出售費用、借貸成本及所有物業發展開支)按介乎30%至60%的遞增稅率對本集團在中國發展供銷售的物業徵收。

本集團須支付中國的土地增值稅。若干主要城市之地方稅務局已公佈有關執行的細節，然而，本集團尚未與這些中國主要城市之地方稅務局落實發展項目之土地增值稅的計算及付款方法。因此，須作出重大判斷及估計以釐定土地增值額及其相關稅項。本集團根據管理層對稅務規則的理解作出的最佳估計，確認該等負債。最終稅務結果可能與最初記錄的金額不同，而有關差異將於有關執行細節落實期間影響所得稅撥備。

*聯營公司之可收回金額*

在釐定於附註26所包括之一間上市聯營公司亞太資源有限公司(「亞太資源」)之可收回金額時，管理層參考亞太資源於其聯營公司之權益的市值及亞太資源其他資產及負債估計可收回金額，並評估是否可能產生減值。

for the year ended 31st December, 2024

**5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)****Critical judgements in applying accounting policies (Cont'd)***Impairment allowances on loans and advances to consumer finance customers*

The ECL for loans and advances to consumer finance customers is assessed individually, or collectively for the balances which were individually insignificant. The groupings are based on ageing of different consumer finance loan products that have similar loss patterns. In determining the impairment allowances on loans and advances to consumer finance customers, the estimates would include:

- the Company's internal credit risk categories, which assigns probabilities of default to the individual categories;
- the grouping of debtors;
- the selection of forward-looking factors and the relative weightings of forward-looking scenarios; and
- the amounts and timing of future cash flows, guarantees and collateral values when determining impairment allowances.

The provision of ECL is sensitive to changes in estimates and these estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Group considers reasonably supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis. Details of ECL are set out in note 48(b). The information about the ECL and the Group's loans and advances to consumer finance customers are disclosed in note 31.

截至二零二四年十二月三十一日止年度

**5. 估計不確定因素之主要來源(續)****應用會計政策的重要判斷(續)***消費金融客戶貸款及墊款之減值撥備*

消費金融客戶貸款及墊款之預期信貸虧損單獨評估，或(若個別餘額不重大)組合評估。分組乃基於具有類似虧損模式的不同消費金融貸款產品的賬齡。釐定消費金融客戶貸款及墊款減值撥備時，所作估計包括：

- 本公司的內部信貸風險分類，指定各類別的違約概率；
- 債務人分組；
- 選擇前瞻性因素及前瞻性場景的相對權重；及
- 釐定減值撥備有關的未來現金流量的金額及時間、擔保以及抵押品價值。

預期信貸虧損的撥備會受估計變動所影響，而該等估計受多項因素影響，其變動可造成不同撥備水平。本集團就此考慮相關及毋須過多成本或努力即可獲得的合理可作依據的資料，包括定量及定性資料，亦包括前瞻性分析。預期信貸虧損的詳情載於附註48(b)。有關預期信貸虧損及本集團消費金融客戶貸款及墊款的資料於附註31披露。

**5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)****Critical judgements in applying accounting policies (Cont'd)***Impairment allowances on term loans and mortgage loans*

The ECL for term loans is assessed individually and mortgage loans is assessed collectively. In determining impairment allowances on term loans and mortgage loans, the measurement of ECL requires estimation of the amounts and timing of future cash flows and the assessment of whether have been a significant increase in credit risk.

The estimations and assumptions include:

- the selection of inputs which the Group used in the ECL model including loss given default and probability of default;
- the selection of forward-looking factors and the relative weightings of forward-looking scenarios; and
- the amounts and timing of future cash flows, guarantees and value of the collaterals received from the customers.

The provision of ECL is sensitive to changes in estimates. The estimates would include the amounts and timing of future cash flows, guarantees and collateral values when determining impairment allowances. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Group considers reasonably supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis. Details of ECL are set out in note 48(b). The information about the ECL and the Group's mortgage loans and term loans are disclosed in notes 32 and 34.

**5. 估計不確定因素之主要來源(續)****應用會計政策的重要判斷(續)***有期貸款及按揭貸款之減值撥備*

有期貸款的預期信貸虧損會個別評估，而按揭貸款則會集體評估。釐定有期貸款及按揭貸款之減值撥備時，計量預期信貸虧損須估計未來現金流量的金額及時間，評估信貸風險有否顯著增加。

估計及假設包括：

- 選擇本集團在預期信貸虧損模式所使用的輸入數據(包括違約損失率及違約概率)；
- 選擇前瞻性因素及前瞻性場景的相對權重；及
- 未來現金流量的金額及時間、擔保以及自客戶收取的抵押品價值。

預期信貸虧損的撥備會受估計變動所影響。釐定減值撥備的估計包括未來現金流量的金額及時間、擔保及抵押品價值。該等估計受多項因素影響，其變動可造成不同撥備水平。本集團就此考慮相關及毋須過多成本或努力即可獲得的合理可作依據的資料，包括定量及定性資料，亦包括前瞻性分析。預期信貸虧損的詳情載於附註48(b)。有關預期信貸虧損及本集團按揭貸款及有期貸款的資料於附註32及34披露。

for the year ended 31st December, 2024

**5. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)****Critical judgements in applying accounting policies (Cont'd)***Deferred tax*

Estimating the amount for recognition of deferred tax assets arising from tax losses and other deductible temporary differences requires a process that involves forecasting future years' taxable income and assessing the Group's ability to utilise tax benefits through future earnings. Where the actual future profits generated are more or less than expected, a recognition or reversal of the deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a recognition or reversal takes place. While the current financial models indicate that the recognised tax losses and deductible temporary differences can be utilised in the future, any changes in assumptions, estimates and tax regulations can affect the recoverability of this deferred tax asset.

*Fair value of derivatives and financial instruments*

As at 31st December, 2024, a significant amount of the Group's financial assets, including unlisted preferred and ordinary shares issued by unlisted companies, unlisted overseas equity securities with a put right and unlisted overseas investment funds with carrying amounts at 31st December, 2024 of HK\$603.0 million, HK\$404.6 million and HK\$7,225.8 million, respectively are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Whilst the Group considers these valuations are the best estimates, the ongoing uncertainties in the macroeconomic environment has resulted in greater market volatility and may cause further disruptions to the investees'/issuers' businesses, which have led to higher degree of uncertainties in respect of the valuations. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. Details of the fair value measurements of these derivatives and financial instruments are disclosed in note 30.

截至二零二四年十二月三十一日止年度

**5. 估計不確定因素之主要來源(續)****應用會計政策的重要判斷(續)***遞延稅項*

估計因稅項虧損及其他可扣減臨時差額產生之確認遞延稅項資產金額需要經過涉及預測未來數年之應課稅收入及評估本集團透過未來盈利動用稅項利益之能力之過程。倘產生之實際未來溢利高於或低於預期，則可能產生遞延稅項資產確認或撥回，並將於確認或撥回發生之期間在損益確認。倘現有財務模式顯示已確認稅項虧損及可扣減臨時差額可於未來動用，則任何假設、估計及稅務規例之變動可能影響該遞延稅項資產之可收回性。

*衍生工具及金融工具之公平價值*

於二零二四年十二月三十一日，本集團大量金融資產(包括非上市公司發行之非上市優先股及普通股、含認沽權之非上市海外股本證券及非上市海外投資基金，其於二零二四年十二月三十一日之賬面值分別為603.0百萬港元、404.6百萬港元及7,225.8百萬港元)按公平價值計量，而其公平價值乃根據重大不可觀察輸入數據使用估值方法釐定。在確定相關估值方法及其相關輸入數據時需要作出判斷和估計。雖然本集團認為該等估值為最佳估計，但宏觀經濟環境的持續不確定性導致市場波動加劇，可能令投資對象／發行人的業務進一步中斷，導致估值的不確定性增加。與該等因素有關之假設如有變化，或會導致該等工具之公平價值須作出重大調整。衍生工具及金融工具之公平價值計量詳情於附註30披露。



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 6. REVENUE

## 6. 收入

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Contracts with customers	客戶之合約		
Sales of completed properties	已竣工物業銷售	520.5	1,530.1
Sales of building materials	建築材料銷售	113.0	100.3
Hotel operations	酒店業務	53.5	56.0
Management services	管理服務	369.7	370.0
Advisory and service income, commission income and others	顧問及服務收入、 佣金收入及其他	123.7	74.2
Elderly care services	護老服務	210.9	135.8
Logistics services	物流服務	15.8	38.2
Hospital fees and charges	醫院費用及收費	1,581.0	394.2
		<b>2,988.1</b>	<b>2,698.8</b>
Interest income on loans and advances to consumer finance customers	消費金融客戶貸款及墊款之 利息收入	3,054.3	3,176.0
Interest income received from mortgage loans, term loans and others	來自按揭貸款、有期貸款及 其他來源之利息收入	758.4	868.0
Property rental	物業租賃	769.5	783.0
Dividend income	股息收入	85.3	83.6
Distribution from perpetual securities	分派自永續證券	14.2	9.2
		<b>4,681.7</b>	<b>4,919.8</b>
		<b>7,669.8</b>	<b>7,618.6</b>

Revenue from contracts with customers of HK\$2,988.1 million (2023: HK\$2,698.8 million) for the year ended 31st December, 2024 comprises HK\$1,623.1 million (2023: HK\$2,099.9 million) recognised at a point in time and HK\$1,365.0 million (2023: HK\$598.9 million) recognised overtime.

截至二零二四年十二月三十一日止年度，來自客戶之合約收入2,988.1百萬港元(二零二三年：2,698.8百萬港元)包括於某時間點確認之1,623.1百萬港元(二零二三年：2,099.9百萬港元)及隨時間確認之1,365.0百萬港元(二零二三年：598.9百萬港元)。



for the year ended 31st December, 2024

6. REVENUE (CONT'D)

Transaction price allocated to the remaining performance obligation for contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) regarding contracts for sales of properties and the expected timing of recognising revenue are as follows:

Within one year	一年內
More than one year but not more than two years	超過一年但不超過兩年
More than two years	超過兩年

Majority of the Group’s contracts with customers in relation to healthcare and related services and sales of building materials had an original expected duration of one year or less. The Group has applied the practical expedient in HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Contracts for the property management services have various year terms in which the Group bills fixed amount for each month of service provided. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has right to invoice. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Leases

For operating leases of properties: Lease payments that are fixed or depend on an index or a rate

Total revenue arising from leases

就物業之經營租賃：固定或取決於一項指標或一項比率的租賃款項

租賃所產生的總收入

截至二零二四年十二月三十一日止年度

6. 收入(續)

將交易價格分配至客戶合約的餘下履約責任

根據物業銷售合約分配至餘下履約責任(未履行或部分未履行)的交易價格以及預計確認收入的時間如下：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
7,178.6	69.4
4,317.9	7,172.4
2,929.1	–
14,425.6	7,241.8

本集團與客戶簽訂之有關醫療及相關服務和建築材料銷售的大部分合約原定預計期限為一年或更短。本集團已採用香港財務報告準則第15號之可行的權宜方案，分配至該等未履行合約的交易價格不予以披露。

物業管理服務的合約有不同的年期，本集團就所提供的服務每月發出固定金額的賬單。本集團選擇採用可行的權宜方案，就本集團有權出具發票之金額確認收入。根據香港財務報告準則第15號規定，分配至該等未履行合約的交易價格不予以披露。

租賃

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
769.5	783.0
769.5	783.0

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 6. REVENUE (CONT'D)

## 6. 收入(續)

Revenue from contracts with customers are included in the segment revenue as follows:

來自客戶之合約收入計入分部收入，列示如下：

		2024 二零二四年								
		Investment and finance 投資及金融 HK\$ Million 百萬港元	Consumer finance 消費金融 HK\$ Million 百萬港元	Property development 物業發展 HK\$ Million 百萬港元	Property investment 物業投資 HK\$ Million 百萬港元	Property management 物業管理 HK\$ Million 百萬港元	Elderly care services 護老服務 HK\$ Million 百萬港元	Healthcare services 醫療服務 HK\$ Million 百萬港元	Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Sales of completed properties	已竣工物業銷售	-	-	520.5	-	-	-	-	-	520.5
Sales of building materials	建築材料銷售	-	-	-	-	-	-	-	113.0	113.0
Hotel operations	酒店業務	-	-	-	53.5	-	-	-	-	53.5
Management services	管理服務	-	-	-	9.9	356.8	-	-	3.0	369.7
Advisory and service income, commission income and others	顧問及服務收入、 佣金收入及其他	36.3	85.8	-	-	-	-	-	1.6	123.7
Elderly care services	護老服務	-	-	-	-	-	210.9	-	-	210.9
Logistics services	物流服務	-	-	-	-	-	-	-	15.8	15.8
Hospital fees and charges	醫院費用及收費	-	-	-	-	-	-	1,581.0	-	1,581.0
Revenue from contracts with customers	來自客戶之 合約收入	36.3	85.8	520.5	63.4	356.8	210.9	1,581.0	133.4	2,988.1
		2023 二零二三年								
		Investment and finance 投資及金融 HK\$ Million 百萬港元	Consumer finance 消費金融 HK\$ Million 百萬港元	Property development 物業發展 HK\$ Million 百萬港元	Property investment 物業投資 HK\$ Million 百萬港元	Property management 物業管理 HK\$ Million 百萬港元	Elderly care services 護老服務 HK\$ Million 百萬港元	Healthcare services 醫療服務 HK\$ Million 百萬港元	Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Sales of completed properties	已竣工物業銷售	-	-	1,530.1	-	-	-	-	-	1,530.1
Sales of building materials	建築材料銷售	-	-	-	-	-	-	-	100.3	100.3
Hotel operations	酒店業務	-	-	-	56.0	-	-	-	-	56.0
Management services	管理服務	-	-	-	9.4	357.4	-	-	3.2	370.0
Advisory and service income, commission income and others	顧問及服務收入、 佣金收入及其他	22.5	51.7	-	-	-	-	-	-	74.2
Elderly care services	護老服務	-	-	-	-	-	135.8	-	-	135.8
Logistics services	物流服務	-	-	-	-	-	-	-	38.2	38.2
Hospital fees and charges	醫院費用及收費	-	-	-	-	-	-	394.2	-	394.2
Revenue from contracts with customers	來自客戶之 合約收入	22.5	51.7	1,530.1	65.4	357.4	135.8	394.2	141.7	2,698.8

for the year ended 31st December, 2024

**7. SEGMENTAL INFORMATION**

The operating business organised and managed in each segment represents a strategic business unit that offers different products and services for the purpose of resource allocation and assessment of segment performance by the Executive Directors of the Company. The Group has the following reportable and operating segments:

- Investment and finance – investment and provision of mortgage loan and term loan financing.
- Consumer finance – provision of consumer, SME and other financing.
- Property development – the business of development of properties.
- Property investment – property rental and hotel operations managed by third parties.
- Property management – provision of property management, cleaning and security guarding services.
- Elderly care services – provision of elderly care services and related business operations including property development of independent living units and project management of health campus.
- Healthcare services – operations of hospitals.
- Corporate and other operations – including corporate revenue and expenses, other operations and results of unallocated operations.

Inter-segment transactions have been entered into on terms agreed by the parties concerned.

截至二零二四年十二月三十一日止年度

**7. 分部資料**

各分部所組織及管理的業務營運，乃代表提供不同產品及服務以供本公司執行董事分配資源及評估分部表現的策略性業務單位。本集團之可報告及營運分部如下：

- 投資及金融－投資及提供按揭貸款以及有期貸款融資。
- 消費金融－提供消費、中小企及其他金融信貸。
- 物業發展－物業發展業務。
- 物業投資－物業租賃以及由第三方管理之酒店業務。
- 物業管理－提供物業管理、清潔及護衛服務。
- 護老服務－提供護老服務及相關業務營運，包括獨立生活單元的物業開發和健康園區的項目管理。
- 醫療服務－醫院業務。
- 企業及其他業務－包括企業收入及開支、其他業務以及未分配業務業績。

分部間之交易乃按有關訂約各方所議定之條款訂立。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 7. SEGMENTAL INFORMATION (CONT'D)

## 7. 分部資料(續)

## (i) Segment revenue and results

Analysis of the Group's revenue and results is as follows:

## (i) 分部收入及業績

本集團之收入及業績分析如下：

		2024 二零二四年								
		Investment and finance 投資及金融 HK\$ Million 百萬元	Consumer finance 消費金融 HK\$ Million 百萬元	Property development 物業發展 HK\$ Million 百萬元	Property investment 物業投資 HK\$ Million 百萬元	Property management 物業管理 HK\$ Million 百萬元	Elderly care services 護老服務 HK\$ Million 百萬元	Healthcare services 醫療服務 HK\$ Million 百萬元	Corporate and other operations 企業及 其他業務 HK\$ Million 百萬元	Total 總額 HK\$ Million 百萬元
Segment revenue	分部收入	839.3	3,144.8	520.5	908.6	358.1	211.0	1,581.0	373.5	7,936.8
Less: inter-segment revenue	減：分部間之收入	(43.0)	-	-	(96.3)	(0.7)	-	-	(127.0)	(267.0)
Segment revenue from external customers	來自外部客戶之 分部收入	796.3	3,144.8	520.5	812.3	357.4	211.0	1,581.0	246.5	7,669.8
Segment results	分部業績	680.0	807.3	(331.3)	(484.9)	11.9	(27.8)	99.4	83.0	837.6
Finance costs	融資成本									(749.2)
Share of results of associates	應佔聯營公司業績	-	-	(5.6)	(66.1)	-	-	-	-	(71.7)
Share of results of associates (unallocated)	應佔聯營公司業績 (未分配)									(230.2)
Share of results of joint ventures	應佔合營公司 業績	53.2	-	(64.5)	(197.3)	31.1	-	-	(85.9)	(263.4)
Loss before taxation	除稅前虧損									(476.9)
Taxation	稅項									(235.4)
Loss for the year	本年度虧損									(712.3)

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 7. SEGMENTAL INFORMATION (CONT'D)

## 7. 分部資料(續)

## (i) Segment revenue and results (Cont'd)

## (i) 分部收入及業績(續)

		2023 二零二三年								
		Investment and finance 投資及金融 HK\$ Million 百萬港元	Consumer finance 消費金融 HK\$ Million 百萬港元	Property development 物業發展 HK\$ Million 百萬港元	Property investment 物業投資 HK\$ Million 百萬港元	Property management 物業管理 HK\$ Million 百萬港元	Elderly care services 護老服務 HK\$ Million 百萬港元	Healthcare services 醫療服務 HK\$ Million 百萬港元	Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Segment revenue	分部收入	907.8	3,231.8	1,530.1	897.9	359.0	136.5	394.2	379.8	7,837.1
Less: inter-segment revenue	減：分部間之收入	(22.6)	–	–	(73.7)	(1.1)	–	–	(121.1)	(218.5)
Segment revenue from external customers	來自外部客戶之 分部收入	885.2	3,231.8	1,530.1	824.2	357.9	136.5	394.2	258.7	7,618.6
Segment results	分部業績	(361.2)	979.5	(262.8)	712.6	1.8	(17.0)	10.5	107.0	1,170.4
Gain on bargain purchase of a subsidiary	議價收購一間附屬公司 之收益									495.1
Finance costs	融資成本									(822.8)
Share of results of associates	應佔聯營公司業績	–	–	8.0	(4.3)	–	–	–	–	3.7
Share of results of associates (unallocated)	應佔聯營公司業績 (未分配)									168.3
Share of results of joint ventures	應佔合營公司 業績	(141.4)	–	(340.9)	64.6	22.7	–	–	15.2	(379.8)
Profit before taxation	除稅前溢利									634.9
Taxation	稅項									(378.9)
Profit for the year	本年度溢利									256.0

## 7. SEGMENTAL INFORMATION (CONT'D)

## (ii) Segment assets and liabilities

## 7. 分部資料(續)

## (ii) 分部資產及負債

		2024 二零二四年								
		Investment and finance 投資及金融 HK\$ Million 百萬港元	Consumer finance 消費金融 HK\$ Million 百萬港元	Property development 物業發展 HK\$ Million 百萬港元	Property investment 物業投資 HK\$ Million 百萬港元	Property management 物業管理 HK\$ Million 百萬港元	Elderly care services 護老服務 HK\$ Million 百萬港元	Healthcare services 醫療服務 HK\$ Million 百萬港元	Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Segment assets	分部資產	22,627.5	13,433.3	27,820.1	26,081.3	104.7	902.8	2,030.8	534.1	93,534.6
Interests in associates	於聯營公司之權益	-	-	289.8	1,874.7	-	-	-	-	2,164.5
Unallocated interests in associates	於聯營公司之未分配權益									1,223.4
Interests in joint ventures and amounts due from joint ventures (non-current)	於合營公司之權益及合營公司欠款(非流動)	415.9	-	3,552.4	10,934.0	29.2	-	-	321.4	15,252.9
Deferred tax assets	遞延稅項資產									397.0
Amounts due from associates	聯營公司欠款									447.4
Amounts due from joint ventures (current)	合營公司欠款(流動)	-	-	305.0	8.8	1.6	-	-	31.5	346.9
Tax recoverable	可收回稅項									591.6
Total assets	資產總額									113,958.3
Segment liabilities	分部負債	852.5	7,040.5	15,585.5	253.2	33.0	226.8	527.3	451.8	24,970.6
Amounts due to associates	欠聯營公司款項	-	-	-	0.6	-	-	6.0	-	6.6
Unallocated amounts due to associates	未分配欠聯營公司款項									6.0
Amounts due to joint ventures	欠合營公司款項	-	-	1,752.3	0.1	-	-	-	114.1	1,866.5
Tax payable	應付稅項									2,186.5
Unallocated bank and other borrowings	未分配銀行及其他借貸									10,163.7
Notes payable	應付票據									3,050.0
Deferred tax liabilities	遞延稅項負債									5,941.2
Total liabilities	負債總額									48,191.1



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 7. SEGMENTAL INFORMATION (CONT'D)

## 7. 分部資料(續)

## (ii) Segment assets and liabilities (Cont'd)

## (ii) 分部資產及負債(續)

		2023 二零二三年								
		Investment and finance 投資及金融 HK\$ Million 百萬港元	Consumer finance 消費金融 HK\$ Million 百萬港元	Property development 物業發展 HK\$ Million 百萬港元	Property investment 物業投資 HK\$ Million 百萬港元	Property management 物業管理 HK\$ Million 百萬港元	Elderly care services 護理服務 HK\$ Million 百萬港元	Healthcare services 醫療服務 HK\$ Million 百萬港元 (Restated) (經重列)	Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元 (Restated) (經重列)
Segment assets	分部資產	25,897.9	13,617.3	22,634.1	26,940.1	119.2	1,024.5	1,897.4	809.6	92,940.1
Interests in associates	於聯營公司之權益	-	-	298.5	1,951.1	-	-	-	-	2,249.6
Unallocated interests in associates	於聯營公司之未分配權益									1,658.2
Interests in joint ventures and amounts due from joint ventures (non-current)	於合營公司之權益及合營公司欠款(非流動)	4.7	-	3,523.1	10,712.6	30.4	-	-	359.5	14,630.3
Deferred tax assets	遞延稅項資產									504.6
Amounts due from associates	聯營公司欠款									298.0
Amounts due from joint ventures (current)	合營公司欠款(流動)	-	-	1,111.6	8.2	1.6	-	-	71.4	1,192.8
Tax recoverable	可收回稅項									336.0
Total assets	資產總額									113,809.6
Segment liabilities	分部負債	942.0	7,259.7	8,333.3	265.3	34.4	239.2	606.1	526.4	18,206.4
Amounts due to associates	欠聯營公司款項	-	-	-	1.0	-	-	6.0	-	7.0
Unallocated amounts due to associates	未分配欠聯營公司款項									180.9
Amounts due to joint ventures	欠合營公司款項	-	-	1,809.1	5.7	0.1	-	-	119.6	1,934.5
Tax payable	應付稅項									2,285.5
Unallocated bank and other borrowings	未分配銀行及其他借貸									11,665.8
Notes payable	應付票據									5,768.6
Deferred tax liabilities	遞延稅項負債									6,366.3
Total liabilities	負債總額									46,415.0

## 7. SEGMENTAL INFORMATION (CONT'D)

(iii) The geographical information of revenue and non-current assets are disclosed as follows:

Revenue from external customers by location of operations	按營運地點劃分的外部客戶所得收入
Hong Kong	香港
PRC	中國
Europe	歐洲
Others	其他

No revenue arising from transactions with a single external customer amounted to 10% or more of the Group's revenue for the year.

## 7. 分部資料(續)

(iii) 收入及非流動資產之地域資料披露如下：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
4,218.5	4,443.1
3,417.4	3,135.9
33.4	34.6
0.5	5.0
<b>7,669.8</b>	<b>7,618.6</b>

年內，概無來自單一外部客戶之交易收入佔本集團收入的10%或以上。

Non-current assets other than financial assets and deferred tax assets by location of assets	按資產位置劃分之金融資產及遞延稅項資產以外的非流動資產
Hong Kong	香港
PRC	中國
Europe	歐洲
Others	其他

Note: The geographical information has been reclassified to provide a more appropriate presentation.

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million (Restated) (經重列)
18,784.5	19,925.0
24,286.4	30,786.0
1,282.5	1,030.3
381.1	388.2
<b>44,734.5</b>	<b>52,129.5</b>

註解：地域資料已重新分類，以提供更合適的呈現方式。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 7. SEGMENTAL INFORMATION (CONT'D)

## 7. 分部資料(續)

## (iv) Other segment information

## (iv) 其他分部資料

		2024 二零二四年							Total 總額
		Investment and finance 投資及金融 HK\$ Million 百萬港元	Consumer finance 消費金融 HK\$ Million 百萬港元	Property development 物業發展 HK\$ Million 百萬港元	Property investment 物業投資 HK\$ Million 百萬港元	Property management 物業管理 HK\$ Million 百萬港元	Elderly care services 護老服務 HK\$ Million 百萬港元	Healthcare services 醫療服務 HK\$ Million 百萬港元	Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元
Included in segment results/ segment assets	計入分部業績/ 分部資產								
Depreciation and amortisation	折舊及攤銷	(40.1)	(112.3)	(17.0)	(50.5)	(2.1)	(52.9)	(100.7)	(391.9)
Net decrease in fair value of investment properties	投資物業之公平價值 減少淨額	(126.4)	(17.8)	-	(875.8)	-	(6.2)	-	(1,026.2)
Impairment loss reversed for hotel property	撥回酒店物業之 減值虧損	-	-	-	2.7	-	-	-	2.7
Impairment loss recognised on leasehold land and buildings	確認租賃土地及 樓宇之 減值虧損	-	-	-	(6.1)	-	-	-	(6.1)
Impairment loss recognised on properties for development	確認待發展 物業之減值 虧損	-	-	(2.6)	-	-	-	-	(2.6)
Impairment loss reversed (recognised) for properties under development	撥回(確認)發展中 物業之減值 虧損	-	-	25.2	-	-	(8.5)	-	16.7
Impairment loss on other assets - properties interests	其他資產-物業權益 之減值虧損	-	-	(108.0)	-	-	-	-	(108.0)
Fair value gain on transfer of inventories of completed properties to investment properties	已竣工物業存貨轉撥 至投資物業之 公平價值 收益	-	-	-	0.5	-	-	-	0.5
Write-down of inventories of completed properties	已竣工物業存貨之 減值	-	-	(111.3)	-	-	(1.2)	-	(112.5)
Write-down of other inventories	其他存貨之 減值	-	-	-	-	-	-	(1.0)	(1.0)
Net (loss) gain on disposal/write-off of property, plant and equipment	出售/撇銷物業、 廠房及設備之 (虧損)收益 淨額	-	(3.1)	(0.1)	-	-	(1.4)	(16.4)	0.3
Net recognition of impairment losses on financial assets	確認金融資產之 減值虧損 淨額	(123.4)	(793.5)	-	-	(0.4)	(0.8)	(11.0)	(1.5)
Capital expenditure	資本開支	54.8	8.8	1,189.0	79.1	1.5	0.5	178.2	3.2

## 7. SEGMENTAL INFORMATION (CONT'D)

## (iv) Other segment information (Cont'd)

## 7. 分部資料(續)

## (iv) 其他分部資料(續)

		2023 二零二三年								
		Investment and finance 投資及金融 HK\$ Million 百萬港元	Consumer finance 消費金融 HK\$ Million 百萬港元	Property development 物業發展 HK\$ Million 百萬港元	Property investment 物業投資 HK\$ Million 百萬港元	Property management 物業管理 HK\$ Million 百萬港元	Elderly care services 護老服務 HK\$ Million 百萬港元	Healthcare services 醫療服務 HK\$ Million 百萬港元	Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元	Total 總額 HK\$ Million 百萬港元
Included in segment results/ segment assets	計入分部業績/ 分部資產									
Depreciation and amortisation	折舊及攤銷	(44.7)	(138.0)	(31.5)	(59.1)	(2.1)	(51.5)	(30.3)	(19.9)	(377.1)
Net (decrease) increase in fair value of investment properties	投資物業之公平價值 (減少)增加 淨額	(64.9)	(3.3)	–	40.5	–	–	–	–	(27.7)
Impairment loss reversed for hotel property	撥回酒店物業之 減值虧損	–	–	–	2.2	–	–	–	–	2.2
Impairment loss reversed for leasehold land and buildings	撥回租賃土地及樓宇之 減值虧損	–	–	–	0.2	–	–	–	–	0.2
Impairment loss reversed for properties under development	撥回發展中物業 之減值 虧損	–	–	66.6	–	–	–	–	–	66.6
Fair value gain on transfer of inventories of completed properties to investment properties	已竣工物業存貨轉撥 至投資物業之 公平價值 收益	–	–	–	29.6	–	–	–	–	29.6
Write-down of inventories of completed properties	已竣工物業存貨之 減值	–	–	(0.7)	–	–	(2.4)	–	–	(3.1)
Net loss on disposal/write-off of property, plant and equipment	出售/撇銷 物業、廠房 及設備之 虧損淨額	(2.9)	(1.6)	(0.2)	(0.1)	–	–	(1.0)	–	(5.8)
Net (recognition) reversal of impairment losses on financial assets	(確認)撥回金融資產之 減值虧損 淨額	(73.7)	(675.7)	–	(6.3)	0.3	(0.5)	2.4	(282.1)	(1,035.6)
Capital expenditure	資本開支	56.0	21.1	265.2	40.2	1.0	1.4	124.8	2.9	512.6

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 8. CHANGES IN VALUES OF PROPERTIES

## 8. 物業價值變動

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Changes in values of properties comprise:	物業價值變動包括：		
Net decrease in fair value of investment properties	投資物業之公平價值減少淨額	(1,026.2)	(27.7)
Impairment loss reversed for hotel property	撥回酒店物業之減值虧損	2.7	2.2
Impairment loss (recognised) reversed for leasehold land and buildings	(確認)撥回租賃土地及樓宇之減值虧損	(6.1)	0.2
Impairment loss on other assets – properties interests	其他資產－物業權益之減值虧損	(108.0)	–
Fair value gain on transfer of inventories of completed properties to investment properties	已竣工物業存貨轉撥至投資物業之公平價值收益	0.5	29.6
Impairment loss recognised on properties for development	確認待發展物業之減值虧損	(2.6)	–
Net impairment loss reversed for properties under development	撥回發展中物業之減值虧損淨額	16.7	66.6
		(1,123.0)	70.9

## 9. NET GAIN (LOSS) ON FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

## 9. 透過損益賬按公平價值處理之金融資產及負債收益(虧損)淨額

The following is an analysis of the net gain (loss) on financial assets and liabilities at FVTPL:

透過損益賬按公平價值處理之金融資產及負債收益(虧損)淨額分析如下：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Net realised and unrealised gain (loss) on financial assets and liabilities	金融資產及負債已變現及未變現收益(虧損)淨額		
Held for trading	持作交易用途	62.7	(393.4)
At FVTPL	透過損益賬按公平價值處理	518.2	(77.0)
		580.9	(470.4)

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 10. NET IMPAIRMENT LOSSES ON FINANCIAL ASSETS

## 10. 金融資產之減值虧損淨額

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Loans and advances to consumer finance customers	消費金融客戶貸款及墊款		
Net impairment losses	減值虧損淨額	1,007.6	911.7
Recoveries of amounts previously written off	已收回先前撇銷的款項	(217.8)	(235.1)
		789.8	676.6
Mortgage loans	按揭貸款		
Net impairment losses	減值虧損淨額	76.3	57.5
Recoveries of amounts previously written off	已收回先前撇銷的款項	(0.1)	—
		76.2	57.5
Term loans	有期貸款		
Net impairment losses	減值虧損淨額	46.8	299.8
Amounts due from associates	聯營公司欠款		
Net recognition (reversal) of impairment losses	減值虧損確認(撥回)淨額	1.1	(0.4)
Trade and other receivables	貿易及其他應收款項		
Net impairment losses	減值虧損淨額	16.7	2.1
		930.6	1,035.6



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**11. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS****11. 董事、僱員及高級管理層酬金**

(a) The emoluments paid or payable to each of the ten (2023: ten) directors were as follows:

(a) 已付或應付十名(二零二三年:十名)董事之酬金如下:

		2024 二零二四年				
		Director's fee 董事袍金 HK\$ Million 百萬港元	Salaries/ service fees and other benefits 薪金／ 服務費及 其他福利 HK\$ Million 百萬港元	Bonus payments (Note) 花紅(註解) HK\$ Million 百萬港元	Retirement benefits scheme contributions 退休福利 計劃供款 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
EXECUTIVE DIRECTORS	執行董事					
Lee Seng Hui (Chief Executive)	李成輝(行政總裁)	0.16	9.00	25.15	0.21	34.52
Edwin Lo King Yau	勞景祐	0.02	2.54	5.03	0.12	7.71
Mak Pak Hung	麥伯雄	–	3.06	0.80	–	3.86
Sub-total	小計	0.18	14.60	30.98	0.33	46.09
NON-EXECUTIVE DIRECTORS	非執行董事					
Arthur George Dew (Chairman)	狄亞法(主席)	–	1.98	0.82	–	2.80
Akihiro Nagahara (Vice Chairman)	長原彰弘 (副主席)	–	0.50	–	–	0.50
Lee Su Hwei	李淑慧	–	–	–	–	–
Sub-total	小計	–	2.48	0.82	–	3.30
INDEPENDENT NON- EXECUTIVE DIRECTORS	獨立非執行董事					
Alan Stephen Jones	Alan Stephen Jones	–	0.65	–	–	0.65
David Craig Bartlett	白禮德	–	0.43	–	–	0.43
Lisa Yang Lai Sum	楊麗琛	0.35	0.12	–	–	0.47
Kelvin Chau Kwok Wing	周國榮	–	0.12	–	–	0.12
Subtotal	小計	0.35	1.32	–	–	1.67
Total	總額	0.53	18.40	31.80	0.33	51.06

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**11. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)****11. 董事、僱員及高級管理層酬金(續)**

(a) The emoluments paid or payable to each of the ten (2023: ten) directors were as follows: (Cont'd)

(a) 已付或應付十名(二零二三年：十名)董事之酬金如下：(續)

		2023 二零二三年				
		Director's fee 董事袍金 HK\$ Million 百萬港元	Salaries/ service fees and other benefits 薪金/ 服務費及 其他福利 HK\$ Million 百萬港元	Bonus payments (Note) 花紅(註解) HK\$ Million 百萬港元	Retirement benefits scheme contributions 退休福利 計劃供款 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
<b>EXECUTIVE DIRECTORS</b>	<b>執行董事</b>					
Lee Seng Hui (Chief Executive)	李成輝(行政總裁)	0.04	8.88	31.59	0.20	40.71
Edwin Lo King Yau	勞景祐	0.02	2.47	5.60	0.11	8.20
Mak Pak Hung	麥伯雄	–	3.00	0.83	–	3.83
Sub-total	小計	0.06	14.35	38.02	0.31	52.74
<b>NON-EXECUTIVE DIRECTORS</b>	<b>非執行董事</b>					
Arthur George Dew (Chairman)	狄亞法(主席)	–	2.07	1.42	0.01	3.50
Akihiro Nagahara (Vice Chairman)	長原彰弘(副主席) (於二零二三年 三月一日獲委任)	–	0.42	–	–	0.42
Lee Su Hwei	李淑慧	–	–	–	–	–
Sub-total	小計	–	2.49	1.42	0.01	3.92
<b>INDEPENDENT NON-EXECUTIVE DIRECTORS</b>	<b>獨立非執行董事</b>					
Alan Stephen Jones	Alan Stephen Jones	–	0.65	–	–	0.65
David Craig Bartlett	白禮德	–	0.43	–	–	0.43
Lisa Yang Lai Sum	楊麗琛	0.24	0.12	–	–	0.36
Kelvin Chau Kwok Wing	周國榮	–	0.12	–	–	0.12
Subtotal	小計	0.24	1.32	–	–	1.56
Total	總額	0.30	18.16	39.44	0.32	58.22

Note: The amounts represented the actual discretionary bonus in respect of the preceding year approved and paid to respective directors during the year.

註解：有關款項乃年內批准及已付相關董事去年的實際酌情花紅金額。

for the year ended 31st December, 2024

# 11. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)

## (a) The emoluments paid or payable to each of the ten (2023: ten) directors were as follows: (Cont'd)

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

The Company provided management services to certain listed subsidiaries and associates and charged these companies management fees. The above emoluments include all amounts paid or payable to the Company's directors by the Company or the subsidiaries during 2024. However, it should be noted that the amounts above for Mr. Lee Seng Hui ("Mr. Lee") and Mr. Edwin Lo King Yau ("Mr. Lo") include the sums of HK\$15.46 million (2023: HK\$18.30 million) and HK\$4.60 million (2023: HK\$4.91 million) respectively that have been included in the 2024 management fee charged by the Company to a listed subsidiary, Tian An China Investments Company Limited ("TACI"), for management services performed by Mr. Lee and Mr. Lo as directors of TACI and TACI has disclosed in its 2024 annual report the HK\$15.46 million (2023: HK\$18.30 million) and HK\$4.60 million (2023: HK\$4.91 million) as part of the emoluments of Mr. Lee and Mr. Lo respectively.

截至二零二四年十二月三十一日止年度

# 11. 董事、僱員及高級管理層酬金(續)

## (a) 已付或應付十名(二零二三年：十名)董事之酬金如下：(續)

上表所示執行董事之酬金為彼等就本公司及本集團管理事務之服務。

上表所示非執行董事之酬金為彼等作為本公司或其附屬公司董事之服務。

上表所示獨立非執行董事之酬金為彼等作為本公司或其附屬公司董事之服務。

本公司向若干上市附屬公司及聯營公司提供管理服務，並向該等公司收取管理費。上述酬金包括本公司或附屬公司於二零二四年已付或應付本公司董事之所有款項。然而，謹請注意，上述有關李成輝先生(「李先生」)及勞景祐先生(「勞先生」)之款項包括金額分別為15.46百萬港元(二零二三年：18.30百萬港元)及4.60百萬港元(二零二三年：4.91百萬港元)之款項，該等款項已列入本公司就李先生及勞先生擔任上市附屬公司天安中國投資有限公司(「天安」)之董事履行管理服務而向天安收取之二零二四年管理費內，天安已將該15.46百萬港元(二零二三年：18.30百萬港元)及4.60百萬港元(二零二三年：4.91百萬港元)之款項分別作為李先生及勞先生酬金之一部分披露於其二零二四年年報內。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**11. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)****11. 董事、僱員及高級管理層酬金(續)****(b) Employees' emoluments**

The five highest paid individuals included two (2023: two) of the directors, details of whose emoluments are set out in note 11(a) above. The combined emoluments of the remaining three (2023: three) individuals are as follows:

**(b) 僱員酬金**

五名最高薪酬之人士包括兩名(二零二三年：兩名)董事，其酬金詳情載於上文附註11(a)。其餘三名(二零二三年：三名)人士之酬金綜合如下：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Salaries and other benefits	薪金及其他福利	25.2	25.0
Bonus payments	花紅	8.9	4.9
Retirement benefits scheme contributions	退休福利計劃供款	1.5	1.5
		35.6	31.4

The emoluments of the above employees who were not directors of the Company, were within the following bands:

上述僱員並非本公司董事，彼等酬金介乎以下範圍：

		Number of employees 僱員人數	
		2024 二零二四年	2023 二零二三年
HK\$7,000,001 – HK\$7,500,000	7,000,001港元–7,500,000港元	1	1
HK\$8,000,001 – HK\$8,500,000	8,000,001港元–8,500,000港元	1	1
HK\$15,500,001 – HK\$16,000,000	15,500,001港元–16,000,000港元	–	1
HK\$20,000,001 – HK\$20,500,000	20,000,001港元–20,500,000港元	1	–
		3	3

During 2024 and 2023, no compensation had been paid or receivable for the loss of any office in connection with the management of the affairs of any member of the Group distinguishing between contractual payments and other payments.

於二零二四年及二零二三年，除合約及其他付款外，概無支付或應收任何作為與本集團任何成員公司的事務管理有關的離職補償。

for the year ended 31st December, 2024

11. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)

(c) Senior management's emoluments  
Of the senior management of the Group, ten (2023: ten) were the directors of the Company whose emoluments are included in the disclosure above. The combined emoluments of the remaining two (2023: two) individuals are as follows:

Salaries and other benefits	薪金及其他福利
Bonus payments	花紅
Retirement benefits scheme contributions	退休福利計劃供款

The emoluments of the above senior management who were not directors of the Company, were within the following bands:

HK\$1,500,001 – HK\$2,000,000	1,500,001港元–2,000,000港元
HK\$5,500,001 – HK\$6,000,000	5,500,001港元–6,000,000港元

截至二零二四年十二月三十一日止年度

11. 董事、僱員及高級管理層酬金(續)

(c) 高級管理層酬金  
本集團十名(二零二三年:十名)高級管理層為本公司董事,彼等之酬金已披露於上文。其餘兩名(二零二三年:兩名)個別人士的酬金綜合如下:

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
4.7	4.4
2.8	2.8
0.2	0.2
7.7	7.4

上述高級管理層並非本公司之董事,彼等酬金介乎以下範圍:

Number of employees 僱員人數	
2024 二零二四年	2023 二零二三年
1	1
1	1
2	2

## 12. INFORMATION ABOUT MATERIAL INTERESTS OF DIRECTORS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Except for the transaction as disclosed in the relevant sections in the directors' report and in the consolidated financial statements, no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which the directors or an entity connected with the directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## 13. ACQUISITIONS OF SUBSIDIARIES

During the year ended 31st December, 2023, the Group acquired certain subsidiaries, detailed information is illustrated below:

### (a) Acquisition of TAMC

On 16th June, 2023, immediately following completion of the rights issue of TAMC, a listed company in Hong Kong, a wholly-owned subsidiary of TACI was interested in approximately 33.03% of the issued share capital of TAMC. Accordingly, the TACI group was required to make a mandatory conditional cash offer to independent shareholders of TAMC for 672,708,957 shares at the price of HK\$0.89 per share ("TAMC Offer"). On 5th October, 2023, after the close of the TAMC Offer, the TACI group received valid acceptances of a total 196,860,010 shares under the TAMC Offer (representing approximately 18.12% of the total issued share capital of TAMC) and acquired the shares for a total consideration of approximately HK\$175.2 million. As a result, the TACI group owned approximately 51.15% interest in TAMC as at 5th October, 2023.

The principal businesses of TAMC and its subsidiaries are investment in and management and operation of healthcare and hospital businesses, eldercare businesses, trading of medical equipment and related supplies, property investment and development, securities trading and investments, provision of financial services and strategic investment.

The acquisition of TAMC as an indirect non wholly-owned subsidiary of TACI ("Acquisition") has been accounted for as acquisition of business, using acquisition accounting. After re-assessment by the management of the TACI group, the fair value of net identifiable assets exceeded the purchase consideration, resulting in a gain on bargain purchase. The amount of gain on bargain purchase arising as a result of the Acquisition is approximately HK\$495.1 million.

## 12. 關於董事於交易、安排或合約中的重大權益的資料

除於董事會報告及綜合財務報表相關章節所披露之交易外，於本年度終結時或於本年度內任何時間，本公司或其任何附屬公司並無訂立董事或與董事有關連之實體直接或間接擁有重大權益之重要交易、安排或合約。

## 13. 收購附屬公司

本集團於截至二零二三年十二月三十一日止年度內，收購若干附屬公司，詳情說明如下：

### (a) 收購天安卓健

於二零二三年六月十六日，緊隨香港上市公司天安卓健供股完成後，天安之全資附屬公司持有天安卓健約33.03%已發行股本。因此，天安集團須就672,708,957股股份按價格每股0.89港元，向天安卓健獨立股東作出強制性有條件現金要約（「天安卓健要約」）。於二零二三年十月五日，於天安卓健要約截止後，天安集團接獲天安卓健要約項下涉及合共196,860,010股股份之有效接納（佔天安卓健已發行股本總額約18.12%），並以總代價約175.2百萬港元購入股份。因此，天安集團於二零二三年十月五日持有天安卓健約51.15%的權益。

天安卓健及其附屬公司之主要業務為投資、管理及營運醫療及醫院業務、護老業務、買賣醫療設備及相關用品、物業投資及開發、證券買賣及投資、提供金融服務以及策略投資。

收購天安卓健為天安間接非全資附屬公司（「收購事項」）乃業務收購，並使用收購處理法入賬。經天安集團管理層重新評估後，可識別的資產淨值之公平價值超過收購代價，產生議價收購收益。因收購事項所產生的議價收購收益約為495.1百萬港元。



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 13. ACQUISITIONS OF SUBSIDIARIES (CONT'D)

## 13. 收購附屬公司(續)

## (a) Acquisition of TAMC (Cont'd)

The fair values of the net assets acquired in the Acquisition were as follows:

## (a) 收購天安卓健(續)

收購事項下所收購之資產淨值之公平價值如下：

		2023 二零二三年 HK\$ Million 百萬港元
<b>Net assets acquired:</b>	<b>收購之資產淨值：</b>	
Investment properties	投資物業	544.1
Property, plant and equipment	物業、廠房及設備	1,463.4
Right-of-use assets	使用權資產	216.6
Intangible assets	無形資產	2.2
Inventories of properties under development	發展中物業存貨	194.6
Inventories of completed properties	已竣工物業存貨	126.7
Other inventories	其他存貨	35.9
Financial assets at FVTPL	透過損益賬按公平價值處理之金融資產	6.8
Trade receivables, prepayments and other receivables	應收貿易款項、預付款項及其他應收款項	164.8
Pledged bank deposits	用作抵押之銀行存款	22.3
Cash and cash equivalents	現金及現金等價物	766.3
Trade payables, other payables and accruals	應付貿易款項、其他應付款項及應計款項	(567.0)
Contract liabilities	合約負債	(34.2)
Amount due to an associate	欠一間聯營公司款項	(6.0)
Amount due to a subsidiary of TACI	欠天安一間附屬公司款項	(77.4)
Bank and other borrowings	銀行及其他借貸	(608.7)
Lease liabilities	租賃負債	(41.1)
Tax payable	應付稅項	(112.8)
Deferred tax liabilities	遞延稅項負債	(124.3)
		<u>1,972.2</u>
<b>Gain on bargain purchase arising from the Acquisition:</b>	<b>收購事項所產生的議價收購收益：</b>	
Net assets acquired	所收購之資產淨值	1,972.2
Less: Fair value of interests in TAMC previously held as financial assets at FVTOCI	減：以往作為透過其他全面收益按公平價值處理之金融資產而持有的天安卓健權益之公平價值	(312.1)
Less: Consideration paid in cash	減：以現金支付之代價	(175.2)
Less: Non-controlling interests	減：非控股權益	(989.8)
		<u>495.1</u>
<b>Gain on bargain purchase of a subsidiary</b>	<b>議價收購一間附屬公司之收益</b>	<u>495.1</u>
<b>Net cash inflow arising from the Acquisition:</b>	<b>收購事項所產生的現金流入淨額：</b>	
Cash and cash equivalents acquired	收購之現金及現金等價物	766.3
Less: Consideration paid in cash	減：以現金支付之代價	(175.2)
		<u>591.1</u>
<b>Net cash and cash equivalents acquired</b>	<b>收購之現金及現金等價物淨值</b>	<u>591.1</u>

**13. ACQUISITIONS OF SUBSIDIARIES (CONT'D)****(a) Acquisition of TAMC (Cont'd)**

The non-controlling interests in TAMC recognised at the acquisition date was measured by reference to the proportionate share of fair value of net identifiable assets of TAMC as at 5th October, 2023.

The trade receivables, prepayments and other receivables acquired with a fair value of HK\$138.6 million at the date of acquisition had gross contractual amount of HK\$151.5 million.

If the above acquisition had been completed on 1st January, 2023, total Group's revenue for the year ended 31st December, 2023 would have been HK\$8,783.1 million, and profit for the year ended 31st December, 2023 would have been HK\$265.3 million. The pro forma information is for illustration purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the Acquisition been completed on 1st January, 2023, nor is it intended to be a projection of future results.

**(b) Acquisition of an investment holding company ("Target Company")**

On 27th February, 2023, an indirect wholly-owned subsidiary ("Purchaser") of Asiasec Properties Limited ("ASL") which is a listed subsidiary of TACI, entered into a sale and purchase agreement with third parties to acquire a property, which including certain commercial units and car-parking spaces, in Hong Kong through (i) the acquisition of the entire issued share capital of an investment holding company ("Target Company") and (ii) the assignment of loan indebted by Target Company to its shareholder, at the consideration of HK\$3. It was further agreed that at completion, the Purchaser shall entered into a loan agreement to provide to the Target Company a loan in the amount of HK\$1,000,000,000. The total payment for the acquisition was HK\$1,000,000,003. The transaction was completed on 5th July, 2023.

**13. 收購附屬公司(續)****(a) 收購天安卓健(續)**

天安卓健於收購日確認之非控股權益是根據天安卓健於二零二三年十月五日之可識別資產淨值的公平價值之比例份額計量。

所收購的應收貿易款項、預付款項及其他應收款項於收購日期的公平價值為138.6百萬港元，而總合約金額為151.5百萬港元。

倘上述收購事項已於二零二三年一月一日完成，本集團截至二零二三年十二月三十一日止年度的總收入為8,783.1百萬港元，及截至二零二三年十二月三十一日止年度溢利為265.3百萬港元。備考資料僅旨在說明，及即使收購事項於二零二三年一月一日完成，並不代表本集團實際達到之收入及業務業績，亦不會是未來業績之預測。

**(b) 收購一間投資控股公司(「目標公司」)**

於二零二三年二月二十七日，天安之上市附屬公司亞證地產有限公司(「亞證地產」)之間接全資附屬公司(「買方」)與第三方訂立一份買賣協議，以代價3港元，通過(i)收購一間投資控股公司(「目標公司」)之全部已發行股本及(ii)將目標公司所欠其股東的貸款轉讓，以收購一個位於香港的物業(包括若干商業單位及車位)，並進一步同意於完成交易時，買方訂立一份貸款協議向目標公司提供金額為1,000,000,000港元之貸款。收購之總支付金額為1,000,000,003港元。該交易已於二零二三年七月五日完成。

13. ACQUISITIONS OF SUBSIDIARIES (CONT'D)

13. 收購附屬公司(續)

(b) Acquisition of an investment holding company (“Target Company”) (Cont'd)

The ASL group elected to apply the optional concentration test in accordance with HKFRS 3 “Business Combinations” and concluded that:

- (a) The land and building components of each commercial units and car-parking spaces are considered a single identifiable asset; and
- (b) The group of commercial units and car-parking spaces is a group of similar identifiable assets because the assets are similar in nature and risks associated with managing and creating outputs are not significantly different.

Consequently, the ASL group determined that substantially all of the fair value of the gross assets (excluding cash and cash equivalents) acquired is concentrated in a group of similar identifiable assets and concluded that the acquired set of activities and assets is not a business.

The assets and liabilities recognised at the date of acquisition were as follows:

(b) 收購一間投資控股公司(「目標公司」)(續)

亞證地產集團選擇根據香港財務報告準則第3號「業務合併」採用可選集中性測試，並得出結論：

- (a) 每個商業單位及車位的土地及建築組成部分被視為單一的可識別資產；及
- (b) 商業單位及車位的組合是一組類似的可識別資產，因為這些資產性質相似，與管理及創造產出相關的風險並無顯著差異。

因此，亞證地產集團確定所收購的總資產(不包括現金及現金等價物)的公平價值基本上全部集中在一組類似的可識別資產中，並得出所收購的活動及資產組合不是一項業務的結論。

於收購日確認之資產及負債如下：

		2023 二零二三年 HK\$ Million 百萬港元
Investment property	投資物業	1,003.1
Other receivables and deposits	其他應收款項及按金	0.6
Tenants' deposits	租戶按金	(0.3)
Total consideration on acquisition, including transaction costs	收購總代價， 包括交易成本	1,003.4

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 13. ACQUISITIONS OF SUBSIDIARIES (CONT'D)

## 13. 收購附屬公司(續)

(b) Acquisition of an investment holding company  
("Target Company") (Cont'd)  
Net cash outflows arising on acquisition of Target  
Company(b) 收購一間投資控股公司(「目標公司」)  
(續)  
收購目標公司產生之現金流出淨額

		2023 二零二三年 HK\$ Million 百萬港元
Total consideration on acquisition	收購總代價	1,000.0
Transaction costs attributable to the acquisition	收購產生之交易成本	3.4
Consideration satisfied by other borrowing	以其他借貸支付之代價	(600.0)
Consideration paid in cash	以現金支付之代價	403.4

The ASL group has subsequently measured the  
investment property at date of acquisition as follow:亞證地產集團其後於收購日對該投資  
物業進行了計量如下：

		2023 二零二三年 HK\$ Million 百萬港元
Investment property, at cost	投資物業，按成本	1,003.1
Increase in fair value recognised in profit or loss	於損益確認之公平價值增加	266.9
Investment property, at fair value	投資物業，按公平價值	1,270.0

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 14. FINANCE COSTS

## 14. 融資成本

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Interest on the following liabilities:	以下負債利息：		
Bank and other borrowings	銀行及其他借貸	1,027.9	1,020.2
Notes payable	應付票據	271.0	348.0
		1,298.9	1,368.2
Interest expense of lease liabilities	租賃負債利息費用	17.7	15.0
		1,316.6	1,383.2
Less: amount capitalised in properties under development	減：資本化於發展中物業之金額	(85.4)	(80.0)
		1,231.2	1,303.2
Total finance costs included in:	計入下列項目內之		
Cost of sales and other direct costs	融資成本總額：		
Finance costs	銷售成本及其他直接成本	482.0	480.4
	融資成本	749.2	822.8
		1,231.2	1,303.2

All finance costs were derived from financial liabilities not at fair value through profit or loss for both years.

該兩個年度所有融資成本乃來自並非透過損益賬按公平價值處理之金融負債。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 15. (LOSS) PROFIT BEFORE TAXATION

## 15. 除稅前(虧損)溢利

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
(Loss) profit before taxation has been arrived at after charging:	除稅前(虧損)溢利已扣除：		
Auditors' remuneration	核數師酬金	18.5	18.4
Amortisation of intangible assets	無形資產攤銷		
– computer software	– 電腦軟件	5.7	5.2
Amortisation of properties for development	待發展物業攤銷	4.7	19.0
Cost of inventories recognised as expenses	存貨之成本作費用處理	1,143.5	1,347.9
Depreciation of other assets	其他資產－物業權益		
– properties interests	折舊	0.5	0.5
Depreciation of property, plant and equipment	物業、廠房及設備折舊	202.5	171.2
Less: amount capitalised in properties under development	減：資本化於發展中物業之金額	(0.7)	(1.0)
		201.8	170.2
Depreciation of right-of-use assets	使用權資產折舊	179.4	182.4
Less: amount capitalised in properties under development	減：資本化於發展中物業之金額	(0.2)	(0.2)
		179.2	182.2
Expenses recognised for employee ownership scheme of SHK	就新鴻基之僱員股份擁有計劃確認之費用	0.4	5.5
Impairment loss on interest in a joint venture	於一間合營公司之權益之減值虧損	–	23.2
Impairment loss on interests in an associate (included in other operating expenses)	於一間聯營公司之權益之減值虧損(計入其他經營費用)	0.4	–
Write-down of inventories of completed properties (included in cost of sales)	已竣工物業存貨之減值(計入銷售成本)	112.5	3.1
Net loss on disposal/write-off of property, plant and equipment	出售／撇銷物業、廠房及設備之虧損淨額	20.7	5.8
Net loss on disposal/write-off of intangible assets	出售／撇銷無形資產之虧損淨額	–	0.3
Write-down of other inventories	其他存貨之減值	1.0	–
Realised loss on disposal/redemption of financial assets at FVTOCI (included in other operating expenses)	出售／贖回透過其他全面收益按公平價值處理之金融資產之已變現虧損(計入其他經營費用)	–	0.5
Retirement benefit scheme contributions	退休福利計劃供款	100.3	111.3
Staff costs (including directors' emoluments but excluding contributions to retirement benefit schemes and expenses recognised for the employee ownership scheme of SHK)	員工成本(包括董事酬金但不包括退休福利計劃供款及就新鴻基之僱員股份擁有計劃確認之費用)	1,268.3	1,292.5
Less: amount capitalised in properties under development	減：資本化於發展中物業之金額	(15.4)	(13.0)
Total staff costs	員工費用總額	1,353.2	1,390.8



## 15. (LOSS) PROFIT BEFORE TAXATION (CONT'D)

## 15. 除稅前(虧損)溢利(續)

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
(Loss) profit before taxation has been arrived at after charging: (Cont'd)	除稅前(虧損)溢利已扣除：(續)		
Change in net assets attributable to other holders of consolidated structured entities (included in other operating expenses)	綜合架構實體其他股東應佔資產淨值變動(計入其他營運費用)	8.7	1.1
and after crediting:	並已計入：		
Compensation income for late payment from a joint venture	一間合營公司逾期付款之補償收入	24.9	20.9
Dividend income from listed equity securities	上市股本證券股息收入	66.7	62.8
Dividend income from unlisted equity securities	非上市股本證券股息收入	18.6	20.8
Gain on disposal of a subsidiary (included in other income)	出售一間附屬公司之收益(計入其他收入)	1.2	—
Gain on repurchase of notes	購回票據收益	5.0	38.9
Net gain on disposal/write-off of intangible assets	出售／撇銷無形資產之收益淨額	18.3	—
Other government grants (included in other income)	其他政府補助(計入其他收入)	6.4	11.2
Rental income from investment properties under operating leases, net of outgoings of HK\$228.4 million (2023: HK\$218.8 million)	經營租約投資物業之租金收入，扣除支出228.4百萬港元(二零二三年：218.8百萬港元)	540.1	563.2

## 16. TAXATION

## 16. 稅項

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
The income tax charged comprises:	所得稅支出包括：		
Current tax	本期稅項		
Hong Kong	香港	186.9	198.5
PRC	中國	219.7	151.8
Other jurisdictions	其他司法地區	–	2.4
LAT	土地增值稅	75.2	86.4
		481.8	439.1
Under (over) provision in prior years	過往年度撥備不足 (超額撥備)	15.2	(116.8)
Deferred tax	遞延稅項	497.0 (261.6)	322.3 56.6
		235.4	378.9

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of assessable profits of the qualifying group entity will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

根據香港利得稅的利得稅兩級制，合資格的集團實體的首2百萬港元應課稅溢利將按8.25%徵稅，而2百萬港元以上的應課稅溢利將按16.5%徵稅。不符合利得稅兩級制的集團實體的溢利將繼續按16.5%的統一稅率徵稅。

for the year ended 31st December, 2024

## 16. TAXATION (CONT'D)

Under the Laws of the PRC on Enterprise Income Tax Law and Implementation Regulation of the Enterprise Income Tax Law, the tax rate applicable to the PRC subsidiaries is 25% for both years. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The Group has applied the temporary exception issued by the HKICPA in July 2023 from the accounting requirements for deferred taxes in HKAS 12. Accordingly, the Group neither recognises nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

On 11st July, 2023, the government of United Kingdom ("UK"), where one of the group entities is incorporated, enacted the Pillar Two income taxes legislation. Under the legislation, the Company will be required to pay, in UK, top-up tax on profits of its subsidiaries that are taxed at an effective tax rate of less than 15 per cent with effect from accounting periods beginning on or after 31st December, 2023. The actual impact that the Pillar Two income taxes legislation enacted in UK had on the Group's results for the year ended 31st December, 2024 is immaterial. The Group is continuing to assess the impact of the Pillar Two income taxes legislation on its future financial performance.

The provision for LAT is calculated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable deductions.

According to a joint circular of the Ministry of Finance and State Administration of Taxation – Cai Shui 2008 No. 1, dividend distributed out of the profits generated by its subsidiaries incorporated in the PRC to "non-residential" investors since 1st January, 2008 shall be subject to the PRC Enterprise Income Tax and withheld by the PRC entity pursuant to Articles 3 and 27 of the Income Tax Law Concerning Foreign Investment Enterprises and Foreign Enterprises and Article 91 of the Detailed Rules for the Implementation of the Income Tax Law for Enterprises with Foreign Investment Enterprises and Foreign Enterprises. Deferred tax credit of HK\$73.1 million and deferred tax charge of HK\$40.2 million on the undistributed earnings have been recognised in the consolidated statement of profit or loss for the year ended 31st December, 2024 and 2023 respectively.

截至二零二四年十二月三十一日止年度

## 16. 稅項(續)

根據中國企業所得稅法和企業所得稅法實施條例，於這兩個年度內，適用於中國附屬公司的稅率為25%。其他司法地區所產生的稅項乃按相關司法地區國家的現行稅率計算。

本集團已採用香港會計師公會於二零二三年七月頒佈的香港會計準則第12號對遞延稅項相關的會計要求的暫時性例外規定。因此，本集團既不確認亦不披露有關支柱二所得稅相關的遞延稅項資產及負債的資料。

於二零二三年七月十一日，英國（「英國」）（本集團其中一個實體的註冊地）政府頒佈支柱二所得稅立法。根據立法，本公司將須就其附屬公司的溢利在英國繳納補充稅，於二零二三年十二月三十一日或之後開始的會計期間起以低於15%的有效稅率納稅。支柱二所得稅立法在英國於截至二零二四年十二月三十一日止年度生效對本集團業績的實際影響並不重大。本集團持續評估支柱二所得稅立法對其未來財務表現的影響。

土地增值稅之撥備乃按相關中國稅法及條例所訂之規定計算，土地增值稅根據增值額及若干允許扣除額按遞增率計提。

按照財政部及國家稅務總局之聯合通知財稅2008 1號，自二零零八年一月一日以來，於中國成立之附屬公司所產生溢利分派予「非居民」投資者之股息須繳納中國企業所得稅並根據中國企業所得稅法第3及27條關於外國投資企業及外國企業及其實施細則第91條關於外國投資企業及外國企業由中國實體預扣。未分派盈利之遞延稅項抵免73.1百萬港元及遞延稅項支出40.2百萬港元已分別確認於截至二零二四年及二零二三年十二月三十一日止年度之綜合損益表內。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 16. TAXATION (CONT'D)

## 16. 稅項(續)

The taxation for the year can be reconciled to the (loss) profit before taxation per the consolidated statement of profit or loss as follows:

本年度稅項與綜合損益表列示之除稅前(虧損)溢利之對賬如下：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
(Loss) profit before taxation	除稅前(虧損)溢利	(476.9)	634.9
Less: Share of results of associates	減：應佔聯營公司業績	301.9	(172.0)
Share of results of joint ventures	應佔合營公司業績	263.4	379.8
Profit attributable to the Company and its subsidiaries	本公司及其附屬公司應佔溢利	88.4	842.7
Tax charge at Hong Kong Profits Tax rate of 16.5% (2023: 16.5%)	以香港利得稅稅率16.5% (二零二三年：16.5%) 計算之稅項支出	14.6	139.0
Countries subject to different tax rates	面對不同稅率之國家	65.2	132.7
Tax effect of expenses that are not deductible for tax purposes	不可用作扣稅支出之稅項影響	259.6	197.9
Tax effect of income that is not taxable for tax purposes	毋須課稅收入之稅項影響	(237.6)	(367.8)
Tax effect of tax losses and other deductible temporary differences not recognised	未確認稅項虧損及其他可扣減臨時差額之稅項影響	157.6	202.9
Tax effect of utilisation of tax losses and other deductible temporary differences previously not recognised	動用之前未確認稅項虧損及其他可扣減臨時差額之稅項影響	(44.2)	(35.6)
Reversal of estimated tax losses and deductible temporary difference previously recognised (Note)	撥回先前確認之估計稅項虧損及可扣減臨時差額(註解)	89.1	96.9
Withholding tax on undistributed earnings	未分派盈利之預提稅	(73.1)	40.2
Effect of LAT	土地增值稅之影響	(11.2)	89.6
Under (over) provision in prior years	過往年度撥備不足(超額撥備)	15.2	(116.8)
Others	其他	0.2	(0.1)
Taxation for the year	本年度稅項	235.4	378.9

Note: Amount mainly represented the write-off of deductible temporary differences after taking into account the availability of its taxable profits projected over the next five years against which the deductible temporary differences can be utilised, and write-off of tax losses previously recognised by subsidiaries to the extent that it is no longer probable that sufficient taxable profits will be available.

註解：該數額主要指撤銷可扣減臨時差額(已計及未來五年預計可動用可扣減臨時差額的應課稅溢利)，倘其不再可能有可動用的足夠應課稅溢利，則撤銷附屬公司過往確認的稅項虧損。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 17. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to owners of the Company is based on the following information:

Loss	虧損
Loss for the purpose of basic loss per share (loss attributable to owners of the Company)	就計算每股基本虧損之虧損(本公司股東應佔虧損)
Adjustments to loss in respect of adjustments under the employee ownership scheme of a subsidiary (Note)	就一間附屬公司之僱員股份擁有計劃之調整對虧損作出調整(註解)
Loss for the purpose of diluted loss per share	就計算每股攤薄虧損之虧損

Number of shares	股份數目
Weighted average number of shares in issue for the purpose of basic and diluted loss per share	就計算每股基本及攤薄虧損之已發行股份加權平均數

Note: During the year ended 31st December, 2023, the loss for the purpose of calculating diluted loss per share had not adjusted for the effect under the employee ownership scheme of a subsidiary as it was anti-dilutive.

## 17. 每股虧損

本公司股東應佔每股基本及攤薄虧損乃根據以下資料計算：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
(776.7)	(125.4)
(0.2)	–
(776.9)	(125.4)
Million shares 百萬股	Million shares 百萬股
3,513.7	3,513.7

註解：截至二零二三年十二月三十一日止年度，因一間附屬公司之僱員股份擁有計劃具反攤薄作用，故計算每股攤薄虧損之虧損並無就該計劃之影響作出調整。

## 18. DIVIDEND

Dividend recognised as distribution during the year	年內確認分派之股息
Nil (2023: 2022 second interim dividend (in lieu of a final dividend) of HK11.75 cents per share)	無(二零二三年：二零二二年第二次中期股息(代替末期股息)每股11.75港仙)

The Board does not recommend any dividend for the years ended 31st December, 2024 and 2023.

## 18. 股息

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
–	412.9

董事會不建議派發截至二零二四年及二零二三年十二月三十一日止年度之股息。

## 19. INVESTMENT PROPERTIES

## 19. 投資物業

		Hong Kong 香港 HK\$ Million 百萬港元	PRC 中國 HK\$ Million 百萬港元	Other 其他 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
<b>Fair value</b>	<b>公平價值</b>				
At 1st January, 2023	於二零二三年一月一日	9,933.4	14,186.1	1,110.7	25,230.2
Exchange adjustments	匯兌調整	–	(314.0)	43.0	(271.0)
Additions	增加	17.5	–	4.6	22.1
Disposals	出售	(44.8)	(1.7)	–	(46.5)
Acquired on acquisition of subsidiaries (note 13)	收購附屬公司時取得 (附註13)	1,003.1	544.1	–	1,547.2
Transferred from property, plant and equipment	轉撥自物業、廠房及設備	–	112.9	–	112.9
Transferred to property, plant and equipment	轉撥至物業、廠房及設備	(225.3)	–	–	(225.3)
Transferred from inventories of completed properties	轉撥自已竣工物業存貨	–	332.5	–	332.5
Fair value gain on transfer of inventories of completed properties to investment properties	已竣工物業存貨轉撥至投資物業之公平價值收益	–	29.6	–	29.6
		–	362.1	–	362.1
Increase (decrease) in fair value recognised in profit or loss	於損益確認之公平價值增加(減少)	46.5	(7.3)	(66.9)	(27.7)
At 31st December, 2023	於二零二三年十二月三十一日	<b>10,730.4</b>	<b>14,882.2</b>	<b>1,091.4</b>	<b>26,704.0</b>
Exchange adjustments	匯兌調整	–	(161.0)	(17.5)	(178.5)
Additions	增加	<b>68.0</b>	<b>0.5</b>	<b>34.6</b>	<b>103.1</b>
Transferred from property, plant and equipment	轉撥自物業、廠房及設備	<b>545.9</b>	<b>92.2</b>	–	<b>638.1</b>
Transferred to property, plant and equipment	轉撥至物業、廠房及設備	(1.2)	(7.8)	–	(9.0)
Transferred from inventories of completed properties	轉撥自已竣工物業存貨	–	<b>95.7</b>	–	<b>95.7</b>
Fair value gain on transfer of inventories of completed properties to investment properties	已竣工物業存貨轉撥至投資物業之公平價值收益	–	<b>0.5</b>	–	<b>0.5</b>
		–	<b>96.2</b>	–	<b>96.2</b>
Decrease in fair value recognised in profit or loss	於損益確認之公平價值減少	(631.9)	(357.7)	(36.6)	(1,026.2)
At 31st December, 2024	於二零二四年十二月三十一日	<b>10,711.2</b>	<b>14,544.6</b>	<b>1,071.9</b>	<b>26,327.7</b>
Unrealised gains or losses for the year included in profit or loss For 2024	年內計入損益未變現收益或虧損二零二四年	(631.9)	(357.7)	(36.6)	(1,026.2)
For 2023	二零二三年	46.5	(7.3)	(66.9)	(27.7)



for the year ended 31st December, 2024

**19. INVESTMENT PROPERTIES (CONT'D)**

The Group leases out various offices buildings, car parking spaces, residential units, industrial property units, retail stores, shopping mall, hotel and godown under operating leases with rentals receivable monthly with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend. The leases of certain retail stores and hotel contain variable lease payment that are based on certain percentage of sales and minimum annual lease payment that are fixed over the lease term.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

Included in the investment properties are properties under development of HK\$1,020.0 million (2023: HK\$1,051.4 million) and the remaining of mainly completed properties.

The fair value of the Group's investment properties at the date of transfer from property, plant and equipment and inventories of completed properties as at 31st December, 2024 and 2023 have been arrived at on the basis of a valuation carried out on those dates by Valuers.

The valuation was principally based on investment method by taking into account the current rents passing and the reversionary income potential of tenancies. For the properties which are currently vacant, the valuation was based on each of the property interests by capitalisation of the hypothetical and reasonable market rents with a typical lease term and also make reference to the direct comparison approach.

For the properties which were transferred from inventories of completed properties or property, plant and equipment to investment properties, the valuation based on investment method.

The valuations of investment properties under development were arrived at by the adoption of the residual approach on the basis that they will be developed and completed in accordance with the latest development proposals and having taken into account the construction cost that will extent to complete the development to reflect the quality of the completed development.

截至二零二四年十二月三十一日止年度

**19. 投資物業(續)**

本集團以經營租賃方式出租各類辦公樓、車庫、住宅單位、工業物業單位、零售商舖、購物商場、酒店及貨倉，按月收取租金，而只有承租人有權單方面將租賃延長至初始期限以外。當承租人行使延期選擇權時，大多數租賃合約都包含市場審查條款。若干零售商舖及酒店的租賃包含浮動租賃款項，該款項基於若干銷售額百分比及在租賃期內固定的最低年度租賃款項。

本集團未因租賃安排而承受外幣風險，因為所有租賃均以集團實體各自的功能貨幣列值。租賃合約不包含殘值擔保及／或承租人在租賃期結束時購買物業的選擇權。

投資物業包括1,020.0百萬港元(二零二三年：1,051.4百萬港元)之發展中物業及餘下主要為已竣工物業。

於二零二四年及二零二三年十二月三十一日，本集團之投資物業於轉撥自物業、廠房及設備以及已竣工物業存貨之日公平價值乃由估值師於當日進行估值。

該估值主要基於投資法，考慮現行租金及日後的租賃回報收入潛力。就目前空置的物業而言，估值乃基於每個物業權益的一般租約條款及假設及合理市值租金之市值及參考直接比較法而得出。

就從已竣工物業存貨或物業、廠房及設備轉撥至投資物業之物業而言，估值乃基於投資法。

發展中投資物業的估值乃採用餘值法並基於該等物業將會根據最新開發方案而開發及竣工，並計及完成開發所耗用的建造成本而得出，以反映已竣工開發項目的質量。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**19. INVESTMENT PROPERTIES (CONT'D)****19. 投資物業(續)**

There has been no change from the valuation technique used in the prior years. In estimating the fair value of the properties, the highest and best use of the properties is their current use or expected use.

過往年度採用的估值方法並無變動。於估計物業的公平價值時，物業的最高及最佳用途為其當前用途或預期用途。

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised in Level 3 based on the degree to which the inputs to the fair value measurements are observable.

下表提供如何釐定該等投資物業的公平價值(特別是所使用的估值方法及輸入數據)，以及按公平價值計量輸入數據的可觀察程度，將公平價值計量分類至公平價值級別中的第三級的資料。

*(i) Valuation technique – Investment method (term and reversionary approach)**(i) 估值方法－投資法(租期復歸法)*

Investment properties held by the Group 本集團所持投資物業	Term yield 租期收益率	Significant unobservable inputs 重大不可觀察輸入數據 Reversionary yield 復歸收益率	Average market unit rent of individual unit 個別單位的平均市場單位租金
Properties in Southern China 位於華南之物業	1.5% - 6% (2023: 1.5% - 6%) 1.5%至6% (二零二三年: 1.5%至6%)	2% - 6.5% (2023: 1.9% - 6.5%) 2%至6.5% (二零二三年: 1.9%至6.5%)	Renminbi ("RMB") 14/sq.m./month to RMB185/sq.m./month (2023: RMB15/sq.m./month to RMB185/sq.m./month) 每平方米每月人民幣(「人民幣」)14元至每平方米每月人民幣185元(二零二三年: 每平方米每月人民幣15元至每平方米每月人民幣185元)
Properties in Southwest China 位於中國西南之物業	4.25% - 6% (2023: 4.25% - 5.5%) 4.25%至6% (二零二三年: 4.25%至5.5%)	4.75% - 6.5% (2023: 4.75% - 6%) 4.75%至6.5% (二零二三年: 4.75%至6%)	RMB29/sq.m./month to RMB106/sq.m./month (2023: RMB29/sq.m./month to RMB112/sq.m./month) 每平方米每月人民幣29元至每平方米每月人民幣106元 (二零二三年: 每平方米每月人民幣29元至每平方米每月人民幣112元)
Properties in Eastern China 位於華東之物業	1.45% - 6.75% (2023: 1.5% - 7%) 1.45%至6.75% (二零二三年: 1.5%至7%)	1.70% - 7.25% (2023: 1.75% - 7.5%) 1.70%至7.25% (二零二三年: 1.75%至7.5%)	RMB22/sq.m./month to RMB1,125/sq.m./month (2023: RMB23/sq.m./month to RMB1,200/sq.m./month) 每平方米每月人民幣22元至每平方米每月人民幣1,125元 (二零二三年: 每平方米每月人民幣23元至每平方米每月人民幣1,200元)
Properties in Northern China 位於華北之物業	2.2% - 6.5% (2023: 2% - 6.5%) 2.2%至6.5% (二零二三年: 2%至6.5%)	2.7% - 7% (2023: 2.5% - 7%) 2.7%至7% (二零二三年: 2.5%至7%)	RMB20/sq.m./month to RMB197/sq.m./month (2023: RMB20/sq.m./month to RMB205/sq.m./month) 每平方米每月人民幣20元至每平方米每月人民幣197元 (二零二三年: 每平方米每月人民幣20元至每平方米每月人民幣205元)
Properties in Hong Kong 位於香港之物業	1.05% - 4.25% (2023: 1% - 4.25%) 1.05%至4.25% (二零二三年: 1%至4.25%)	1.3% - 4.75% (2023: 1.2% - 4.75%) 1.3%至4.75% (二零二三年: 1.2%至4.75%)	Residential, industrial and commercial properties: HK\$12.7/sq.ft./month to HK\$105/sq.ft./month (2023: HK\$13.7/sq.ft./month to HK\$115/sq.ft./month); 住宅、工業及商業物業: 每平方呎每月12.7港元至每平方呎每月105港元(二零二三年: 每平方呎每月13.7港元至每平方呎每月115港元); Carparks: HK\$2,300/month to HK\$4,500/month (2023: HK\$2,300/month to HK\$4,500/month); 停車場: 每月2,300港元至每月4,500港元 (二零二三年: 每月2,300港元至每月4,500港元); Godown: HK\$9.1/sq.ft./month (2023: HK\$9.1/sq.ft./month) 貨倉: 每平方呎每月9.1港元 (二零二三年: 每平方呎每月9.1港元)

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

19. INVESTMENT PROPERTIES (CONT'D)

19. 投資物業(續)

(ii) Valuation technique – Direct comparison approach for completed properties

(ii) 估值方法－已竣工物業的直接比較法

Investment properties held by the Group  
本集團所持有投資物業

Significant unobservable inputs  
重大不可觀察輸入數據  
Market unit sales rate  
市場單位銷售價格

Land in Hong Kong  
位於香港之土地

HK\$193 to 355/sq.ft.  
(2023: HK\$230 to 340/sq.ft.)  
每平方呎193港元至355港元  
(二零二三年：每平方呎230港元至340港元)

(iii) Valuation technique – Residual approach

(iii) 估值方法－餘值法

Investment properties held by the Group  
本集團所持有投資物業

Significant unobservable inputs  
重大不可觀察輸入數據  
Developer's profit and risk rate  
發展商之溢利及風險率

Market unit sales rate  
市場單位銷售價格

RMB11,700/sq.m.  
(2023: RMB12,600/sq.m.)  
每平方米人民幣11,700元  
(二零二三年：每平方米人民幣12,600元)

Development site in Huizhou  
Huiyang District, the PRC  
位於中國惠州市惠陽區的發展項目

20.0% (2023: 17.5%)  
20.0%(二零二三年：17.5%)

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**19. INVESTMENT PROPERTIES (CONT'D)****19. 投資物業(續)**

The factors on determination of the respective significant unobservable inputs and the relationship of unobservable inputs for fair value of investment properties are set out below.

釐定各重大不可觀察輸入數據之因素以及不可觀察輸入數據與投資物業公平價值的關係載列如下。

Significant unobservable inputs 重大不可觀察輸入數據	Determination factors 釐定因素	Relationship of unobservable inputs for fair value of investment properties (Note) 不可觀察輸入數據與投資物業公平價值的關係(註解)
Term yield 租期收益率	Taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received. 考慮到可比較物業及調整以反映保證及將予收取的租期收入的確定性所產生的收益率。	The increase in the term yield would result in a decrease in fair value. 租期收益率上升會導致公平價值下降。
Reversionary yield 復歸收益率	Taking into account of annual unit market rental income and unit market value of the comparable properties. 考慮到可比較物業的年度單位市場租金收入及單位市值。	The increase in the reversionary yield would result in a decrease in fair value. 復歸收益率上升會導致公平價值下降。
Average market unit rent of individual unit 個別單位的平均市場單位租金	Market unit rent compares with direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities. 市場單位租金與直接市場可比較物相比較，並考慮到地點和其他個別因素，如道路正面、物業大小和設施。	The increase in the average market unit rent would result in an increase in fair value. 市場平均單位租金上升會導致公平價值上升。
Market unit sales rate 市場單位銷售價格	Using market direct comparable and taking into account of location and other individual factors. 使用直接市場可比較物並考慮地點及其他個別因素。	The increase in the market unit sales rate would result in an increase in fair value. 市場單位銷售價格上升會導致公平價值上升。
Developer's profit and risk rate 發展商之溢利及風險率	Taking into account of the progress of the property. 考慮到物業的進度。	The increase in the developer's profit and risk rate would result in a decrease in fair value. 發展商之溢利及風險率上升會導致公平價值下降。

Note: There is no indication that any slight change in the unobservable input would result in a significantly higher or lower fair value measurement in both years of 2024 and 2023.

註解：於二零二四年及二零二三年兩個年度，概無跡象顯示不可觀察輸入數據的任何較微變動將導致公平價值計量大幅增加或減少。

There were no transfers into or out of Level 3 during both years.

兩年內，並無轉入或轉出第三級。

At the end of the reporting period, the carrying value of investment properties pledged as security of the Group's bank and other borrowings amounted to HK\$18,110.8 million (2023: HK\$18,810.6 million).

於報告期末，本集團就銀行及其他借貸而抵押之投資物業之賬面值為18,110.8百萬港元(二零二三年：18,810.6百萬港元)。

Details of the Group's investment properties and other assets being pledged to secure loans and general banking facilities are set out in note 53.

本集團就貸款及一般銀行信貸而抵押之投資物業及其他資產之詳情載於附註53。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 20. PROPERTY, PLANT AND EQUIPMENT

## 20. 物業、廠房及設備

Cost	成本	Hotel property 酒店物業 HK\$ Million 百萬港元	Hospital and other buildings in the PRC 位於中國之醫院及其他樓宇 HK\$ Million 百萬港元 (Restated) (經重列)	Construction in progress in the PRC 位於中國之在建工程 HK\$ Million 百萬港元	Leasehold land and buildings 租賃土地及樓宇 HK\$ Million 百萬港元	Leasehold improvements, furniture, fixtures and equipment 租賃樓宇裝修、傢私、裝置及設備 HK\$ Million 百萬港元	Motor vehicles and vessels 汽車及汽船 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元 (Restated) (經重列)
At 1st January, 2023	於二零二三年一月一日	608.5	-	-	1,566.4	811.6	140.3	3,126.8
Exchange adjustments	匯兌調整	-	1.9	0.1	(11.5)	(0.7)	(0.7)	(10.9)
Additions	增加	-	11.4	57.7	0.2	135.9	14.3	219.5
Transfer from investment properties	轉撥自投資物業	-	-	-	225.3	-	-	225.3
Transfer to investment properties	轉撥至投資物業	-	-	-	(115.1)	-	-	(115.1)
Acquisition of a subsidiary (note 13(a))	收購一間附屬公司(附註13(a))	-	1,036.7	106.0	21.4	298.5	0.8	1,463.4
Reclassification	重新分類	-	0.2	(0.2)	-	-	-	-
Disposals of subsidiaries	出售附屬公司	-	-	-	-	(0.1)	-	(0.1)
Disposals/write-off	出售/撇銷	-	-	-	-	(50.4)	(8.4)	(58.8)
At 31st December, 2023 (restated)	於二零二三年十二月三十一日(經重列)	608.5	1,050.2	163.6	1,686.7	1,194.8	146.3	4,850.1
Exchange adjustments	匯兌調整	-	(9.0)	(3.7)	(6.3)	(10.2)	(0.5)	(29.7)
Additions	增加	-	-	157.1	0.2	68.2	2.1	227.6
Transfer from inventories of completed properties	轉撥自已竣工物業存貨	-	-	-	20.5	-	-	20.5
Transfer from investment properties	轉撥自投資物業	-	-	-	9.0	-	-	9.0
Transfer to investment properties	轉撥至投資物業	-	-	-	(660.8)	-	-	(660.8)
Reclassification	重新分類	-	21.2	(21.2)	-	-	-	-
Disposals of subsidiaries	出售附屬公司	-	-	-	-	(1.5)	(0.2)	(1.7)
Disposals/write-off	出售/撇銷	-	-	-	-	(60.9)	(4.8)	(65.7)
At 31st December, 2024	於二零二四年十二月三十一日	608.5	1,062.4	295.8	1,049.3	1,190.4	142.9	4,349.3
Accumulated depreciation and impairment	累計折舊及減值							
At 1st January, 2023	於二零二三年一月一日	298.9	-	-	202.5	391.2	90.8	983.4
Exchange adjustments	匯兌調整	-	-	-	(2.6)	(2.0)	(0.5)	(5.1)
Provided for the year	本年度撥備	7.8	16.7	-	51.3	79.4	16.0	171.2
Impairment loss reversed	撥回減值虧損	(2.2)	-	-	(0.2)	-	-	(2.4)
Transfer to investment properties	轉撥至投資物業	-	-	-	(28.8)	-	-	(28.8)
Eliminated on disposals of subsidiaries	於出售附屬公司時對銷	-	-	-	-	(0.1)	-	(0.1)
Eliminated on disposals/write-off	於出售/撇銷時對銷	-	-	-	-	(41.7)	(7.9)	(49.6)
At 31st December, 2023 (restated)	於二零二三年十二月三十一日(經重列)	304.5	16.7	-	222.2	426.8	98.4	1,068.6
Exchange adjustments	匯兌調整	-	(1.2)	-	(1.7)	(8.6)	(0.5)	(12.0)
Provided for the year	本年度撥備	7.9	52.6	-	40.4	85.4	16.2	202.5
Impairment loss reversed	撥回減值虧損	(2.7)	-	-	-	-	-	(2.7)
Impairment loss recognised	已確認之減值虧損	-	-	-	6.1	-	-	6.1
Transfer to investment properties	轉撥至投資物業	-	-	-	(74.7)	-	-	(74.7)
Eliminated on disposals of subsidiaries	於出售附屬公司時對銷	-	-	-	-	(0.7)	-	(0.7)
Eliminated on disposals/write-off	於出售/撇銷時對銷	-	-	-	-	(39.4)	(4.4)	(43.8)
At 31st December, 2024	於二零二四年十二月三十一日	309.7	68.1	-	192.3	463.5	109.7	1,143.3
Carrying amounts	賬面值							
At 31st December, 2024	於二零二四年十二月三十一日	298.8	994.3	295.8	857.0	726.9	33.2	3,206.0
At 31st December, 2023 (restated)	於二零二三年十二月三十一日(經重列)	304.0	1,033.5	163.6	1,464.5	768.0	47.9	3,781.5

**20. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

The construction in progress represents hospital buildings and elderly nursing home under construction which are situated in the PRC.

The carrying amounts of hotel property and leasehold land and buildings shown above comprise:

Properties in Hong Kong	於香港之物業
Properties in the PRC	於中國之物業

At the end of reporting period, property, plant and equipment with carrying value of HK\$718.7 million (2023: HK\$1,524.4 million) were pledged as security of the Group's bank and other borrowings. Details of the Group's bank and other borrowings being pledged to secure loans and general banking facilities are set out in note 53.

**20. 物業、廠房及設備(續)**

在建工程指位於中國正在建設之醫院樓宇及護老院。

上述酒店物業及租賃土地及樓宇之賬面值包括：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
799.1	1,331.7
356.7	436.8
<b>1,155.8</b>	<b>1,768.5</b>

於報告期末，本集團就銀行及其他借貸而抵押之物業、廠房及設備之賬面值為718.7百萬港元(二零二三年：1,524.4百萬港元)。本集團就貸款及一般銀行信貸而抵押之銀行及其他借貸之詳情載於附註53。



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**21. RIGHT-OF-USE ASSETS**

The analysis of the carrying amount of right-of-use assets by class of underlying asset is as follows:

Net carrying amount	賬面淨值
Leasehold land	租賃土地
Land and buildings	土地及樓宇
Equipment	設備

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

Amount recognised in profit or loss	於損益確認之金額
Depreciation of right-of-use assets	使用權資產折舊
– Leasehold land	– 租賃土地
– Land and buildings	– 土地及樓宇
– Equipment	– 設備
Interest expenses of lease liabilities	租賃負債利息費用
Expense relating to short-term leases and leases of low-value assets	有關短期租賃及低價值資產租賃之費用

During the year, additions to right-of-use assets were HK\$147.0 million (2023: HK\$174.5 million) and the total cash outflow for leases amounted to HK\$183.8 million (2023: HK\$182.2 million).

In 2024 and 2023, the Group leases various leasehold land, offices, retail shops and equipment for its operations. Lease contracts are generally entered into for fixed term of one year to ten years (2023: one year to ten years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

**21. 使用權資產**

使用權資產之賬面值(按相關資產類別劃分)分析如下：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
391.6	406.5
318.4	370.5
0.3	0.7
710.3	777.7

與於損益確認之租賃有關之開支項目分析如下：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
12.7	7.2
166.2	174.6
0.5	0.6
17.7	15.0
6.1	5.6

年內，使用權資產增加為147.0百萬港元(二零二三年：174.5百萬港元)及租賃之現金流出總額為183.8百萬港元(二零二三年：182.2百萬港元)。

於二零二四年及二零二三年，本集團租賃各種租賃土地、辦公室、零售店及設備進行經營。租賃合約的固定期限一般為一年至十年(二零二三年：一年至十年)。租賃條款是根據個別情況協商確定，其中包括各種不同的條款及條件。本集團在確定租賃期限及評估不可撤銷的期限時，應用合約的定義並確定合約可強制執行的期限。

**21. RIGHT-OF-USE ASSETS (CONT'D)**

The Group owns several hospitals and office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

The Group has extension options in a number of leases in 2024 and 2023. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The extension options held are exercisable only by the Group and not by the respective lessors.

The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The potential exposures to these future lease payments for extension options in which the Group is not reasonably certain to exercise is summarised below:

**21. 使用權資產(續)**

本集團擁有數棟醫院及辦公樓宇。本集團為該等物業權益(包括有關租賃土地)的註冊擁有人。購買該等物業權益的款項已一次性預付。僅當所支付的款項能夠可靠地分配時,該等自有物業的租賃土地部分才會單獨呈列。

於二零二四年及二零二三年,本集團於多個租賃有延期選擇權,用於最大程度提升管理本集團經營所用資產的運營靈活性。所持延期選擇權僅可由本集團(而非各自出租人)行使。

本集團於租賃開始日期評估是否合理確定行使延期選擇權。本集團無法合理確定行使延期選擇權的未來租賃付款潛在風險概述如下:

	Potential future lease payments not included in lease liabilities (undiscounted) at	Potential future lease payments not included in lease liabilities (undiscounted) at
	31st December, 2024	31st December, 2023
Lease liabilities recognised as at 31st December, 2024	Lease liabilities recognised as at 31st December, 2023	
於二零二四年十二月三十一日	於二零二三年十二月三十一日	
未計入租賃負債的潛在未來租賃付款 (未貼現)	未計入租賃負債的潛在未來租賃付款 (未貼現)	
HK\$ Million	HK\$ Million	HK\$ Million
百萬港元	百萬港元	百萬港元
Land and buildings	85.5	105.4
土地及樓宇	130.1	130.1

In addition, the Group reassesses whether it is reasonably certain to exercise an extension option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year, there is no such triggering event.

**Restrictions or covenants on lease**

In addition, lease liabilities of HK\$326.6 million (2023: HK\$383.0 million) are recognised with related right-of-use assets of HK\$321.9 million (2023: HK\$374.6 million) and related net investments in finance lease of HK\$0.5 million (2023: HK\$2.4 million) as at 31st December, 2024. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

此外,在發生重大事件或承租人控制範圍內的情況發生重大變化時,本集團會重新評估是否可合理確定行使延期選擇權。年內並無任何觸發事件發生。

**租賃限制或契約**

此外,於二零二四年十二月三十一日,已確認租賃負債326.6百萬港元(二零二三年:383.0百萬港元)連同相關使用權資產321.9百萬港元(二零二三年:374.6百萬港元)及相關融資租賃投資淨額0.5百萬港元(二零二三年:2.4百萬港元)。租賃協議並無施加任何契約,惟出租人持有之租賃資產之抵押權益除外。租賃資產不得用作借貸的抵押。

for the year ended 31st December, 2024

**22. PROPERTIES FOR DEVELOPMENT**

截至二零二四年十二月三十一日止年度

**22. 待發展物業**

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
<b>At cost</b>	<b>成本</b>		
At 1st January	於一月一日	5,539.7	5,387.2
Exchange adjustments	匯兌調整	(37.1)	(112.4)
Additions	增加	1,157.8	264.9
Transferred to inventories of properties under development	轉撥至發展中物業存貨	(6,444.4)	—
At 31st December	於十二月三十一日	216.0	5,539.7
<b>Amortisation and impairment</b>	<b>攤銷及減值</b>		
At 1st January	於一月一日	120.3	101.9
Exchange adjustments	匯兌調整	(8.1)	(0.6)
Amortisation for the year	本年度攤銷	4.7	19.0
Impairment loss for the year (Note)	本年度減值虧損(註解)	2.6	—
At 31st December	於十二月三十一日	119.5	120.3
<b>Carrying values</b>	<b>賬面值</b>	96.5	5,419.4
The Group's properties for development comprise:	本集團之待發展物業包括：		
Leasehold land in the PRC under long lease	於中國之租賃土地長期租約	—	5,313.0
Freehold land in Australia	於澳洲之永久業權土地	96.5	106.4
		96.5	5,419.4

Note: The amount represented the impairment on properties in Australia.

註解：該金額為澳洲物業的減值。

The management of the Group had carried out impairment assessment on the properties based on recoverable amount. The recoverable amount as at 31st December, 2024 and 2023 were determined with the reference to recent independent professional valuations.

本集團管理層按可收回金額對該等物業進行減值評估。於二零二四年及二零二三年十二月三十一日之可收回金額乃參考近期獨立專業估值而釐定。

As at 31st December, 2024, right-of-use assets for leasehold land amounting to nil (2023: HK\$5,313.0 million) are included in properties for development.

於二零二四年十二月三十一日，租賃土地之使用權資產金額為無(二零二三年：5,313.0百萬港元)包含在待發展物業中。

## 23. GOODWILL

**Cost**

At 1st January  
Disposal of subsidiaries

**成本**

於一月一日  
出售附屬公司

At 31st December

於十二月三十一日

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
135.7 (2.8)	135.7 —
132.9	135.7

## 24. INTANGIBLE ASSETS

## 24. 無形資產

**Cost**

At 1st January, 2023  
Exchange adjustments  
Acquisition of a subsidiary (note 13(a))  
Additions  
Disposal/write-off

**成本**

於二零二三年一月一日  
匯兌調整  
收購一間附屬公司(附註13(a))  
增加  
出售／撇銷

At 31st December, 2023  
Exchange adjustments  
Additions  
Disposal/write-off

於二零二三年十二月三十一日  
匯兌調整  
增加  
出售／撇銷

At 31st December, 2024

於二零二四年十二月三十一日

**Accumulated amortisation and impairment**

At 1st January, 2023  
Amortisation charged for the year

**累計攤銷及減值**

於二零二三年一月一日  
本年度已扣除之攤銷

At 31st December, 2023  
Exchange adjustments  
Amortisation charged for the year

於二零二三年十二月三十一日  
匯兌調整  
本年度已扣除之攤銷

At 31st December, 2024

於二零二四年十二月三十一日

**Carrying amounts**

At 31st December, 2024

**賬面值**

於二零二四年十二月三十一日

At 31st December, 2023

於二零二三年十二月三十一日

Computer software 電腦軟件 HK\$ Million 百萬港元	Club memberships 會所會籍 HK\$ Million 百萬港元	Crypto assets 加密貨幣資產 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
32.4	46.0	9.0	87.4
(0.3)	—	—	(0.3)
—	2.2	—	2.2
6.1	—	—	6.1
—	—	(1.5)	(1.5)
38.2	48.2	7.5	93.9
(0.7)	(0.1)	—	(0.8)
5.7	0.4	—	6.1
—	—	(2.4)	(2.4)
43.2	48.5	5.1	96.8
16.3	0.9	—	17.2
5.2	—	—	5.2
21.5	0.9	—	22.4
(0.6)	—	—	(0.6)
5.7	—	—	5.7
26.6	0.9	—	27.5
16.6	47.6	5.1	69.3
16.7	47.3	7.5	71.5

for the year ended 31st December, 2024

## 24. INTANGIBLE ASSETS (CONT'D)

Other than the club memberships and the crypto assets, which have indefinite useful lives, the intangible assets are amortised on a straight-line basis over the following periods:

Computer software	3 – 5 years
-------------------	-------------

## 25. IMPAIRMENT TESTING ON GOODWILL

For impairment testing, goodwill at 31st December, 2024 were allocated to the following cash-generating units.

## 綜合財務報表附註(續)

截至二零二四年十二月三十一日止年度

## 24. 無形資產(續)

除會所會籍及加密貨幣資產無固定可使用年期外，無形資產於下列期間按直線法攤銷：

電腦軟件	3至5年
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## 25. 商譽之減值測試

為進行減值測試，於二零二四年十二月三十一日之商譽乃分配至以下現金產生單位。

		Goodwill 商譽	
		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Investment and finance segment	投資及金融分部		
SHK	新鴻基	104.9	104.9
Other goodwill	其他商譽	9.6	9.6
		114.5	114.5
Consumer finance segment	消費金融分部	8.6	8.6
Elderly care services segment	護老服務分部	9.8	9.8
Others	其他	–	2.8
		132.9	135.7

The recoverable amount of SHK under the investment and finance segment has been determined based on a value in use calculation. The calculation uses cash flow projection based on respective financial budgets covering a five-year period at a discount rate of 8.3% (2023: 10.0%) per annum. The recoverable amount was determined to be in excess of its net carrying amount.

Management believes that possible changes in any of the above assumptions would not cause the carrying amounts to exceed their recoverable amounts.

於投資及金融分部的新鴻基的可收回金額乃根據使用價值釐定。該計算方法使用以五年期財政預算按貼現年率8.3%（二零二三年：10.0%）為基準的現金流量預測。可收回金額經確定為超過其賬面淨值。

管理層相信，上述任何假設可能出現的改變不會使賬面值超出可收回金額。

## 26. INTERESTS IN ASSOCIATES

## 26. 於聯營公司之權益

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Listed associate (Note (i))	上市聯營公司(註解(i))	1,103.2	1,432.7
Unlisted associates (Note (ii))	非上市聯營公司(註解(ii))	2,284.7	2,475.1
		<b>3,387.9</b>	<b>3,907.8</b>
		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Note (i):	註解(i):		
Listed associate	上市聯營公司		
Cost of investment	投資成本	917.2	872.0
Share of post-acquisition reserves	應佔收購後儲備	194.6	569.3
		<b>1,111.8</b>	<b>1,441.3</b>
		<b>(8.6)</b>	<b>(8.6)</b>
Elimination of unrealised profit	撇銷未變現溢利		
		<b>1,103.2</b>	<b>1,432.7</b>
Market value of listed associate, at quoted price (Note)	上市聯營公司市值， 按報價(註解)	<b>590.9</b>	<b>544.0</b>

Note: The Group's interest in listed associate as at 31st December, 2024 represented its 45.37% (2023: 43.51%) shareholding in APAC which is listed in Hong Kong. The shareholdings in APAC increased from 43.51% at 31st December, 2023 to 45.37% at 31st December, 2024 as a result of the receipt of scrip dividends of 48,199,999 shares in APAC valued at HK\$44.6 million and acquisition of additional 600,000 shares in APAC from the market for a consideration of HK\$0.6 million during the year 2024.

Management has compared the carrying amount of APAC with its recoverable amount at the end of the reporting period and no impairment needs to be recognised.

註解：於二零二四年十二月三十一日，本集團於上市聯營公司的權益指其在香港上市公司亞太資源的45.37%(二零二三年：43.51%)股權。於亞太資源的股權由二零二三年十二月三十一日的43.51%增加至二零二四年十二月三十一日的45.37%，此乃由於二零二四年收取亞太資源以股代息48,199,999股股份，價值為44.6百萬港元，以及在市場購入亞太資源額外600,000股股份，代價為0.6百萬港元。

管理層已比較亞太資源於報告期末的賬面值及可收回金額及毋須確認減值。



for the year ended 31st December, 2024

**26. INTERESTS IN ASSOCIATES (CONT'D)**

Note (ii):	註解(ii):
Unlisted associates	非上市聯營公司
Cost of investment	投資成本
Share of post-acquisition reserves	應佔收購後儲備
Less: impairment	減: 減值

Particulars of the Group's principal associates at 31st December, 2024 are set out in note 60.

**Summarised consolidated financial information of material associates**

The summarised consolidated financial information of the Group's material associates, APAC and Zeta Estates Limited ("Zeta"), are set out below.

**(i) APAC**

The summarised consolidated financial information below represents amounts shown in APAC's consolidated financial statements prepared in accordance with HKFRSs. The results, assets and liabilities of APAC are accounted for using the equity method in these consolidated financial statements.

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債

截至二零二四年十二月三十一日止年度

**26. 於聯營公司之權益(續)**

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
4,368.6 (2,082.7)	4,368.6 (1,892.7)
2,285.9 (1.2)	2,475.9 (0.8)
2,284.7	2,475.1

本集團於二零二四年十二月三十一日之主要聯營公司詳情載於附註60。

**重大聯營公司之綜合財務資料概述**

本集團重大聯營公司亞太資源及 Zeta Estates Limited(「Zeta」)之綜合財務資料概要載列於下文。

**(i) 亞太資源**

下文之綜合財務資料概要代表於亞太資源的綜合財務報表(根據香港財務報告準則編制)中呈列之金額。亞太資源之業績、資產及負債乃使用權益法於本綜合財務報表中入賬。

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
2,571.1	2,456.4
1,389.2	2,041.5
(670.6)	(400.4)
(2.3)	(14.6)

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 26. INTERESTS IN ASSOCIATES (CONT'D)

## 26. 於聯營公司之權益(續)

## Summarised consolidated financial information of material associates (Cont'd)

## 重大聯營公司之綜合財務資料概述(續)

(i) APAC (Cont'd)

(i) 亞太資源(續)

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Revenue	收入	394.9	1,264.4
(Loss) profit for the year	本年度(虧損)溢利	(522.0)	289.1
Other comprehensive (expenses) income for the year	本年度其他全面(費用)收益	(175.5)	30.3
Total comprehensive (expenses) income for the year	本年度全面(費用)收益總額	(697.5)	319.4
Dividends received from APAC during the year	本年度收取亞太資源的股息	118.2	56.7

Reconciliation of the above summarised consolidated financial information to the carrying amount of the interest in APAC recognised in the consolidated financial statements:

上述綜合財務資料概要與於綜合財務報表中所確認於亞太資源權益之賬面值之對賬：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Net assets of APAC	亞太資源資產淨值	3,287.4	4,082.9
Less: Non-controlling interests	減：非控股權益	–	(19.7)
Net assets attributable to owners of APAC	亞太資源股東應佔資產淨值	3,287.4	4,063.2
The Group's ownership interest in APAC	本集團所持有亞太資源之擁有權權益	45.37%	43.51%
Share of net assets of APAC	應佔亞太資源資產淨值	1,491.5	1,767.9
Adjustment on acquisition of additional interest in APAC	就收購亞太資源額外權益調整	(380.1)	(327.0)
Unrealised profit adjustments	未變現溢利調整	(8.6)	(8.6)
Others	其他	0.4	0.4
Carrying amount of the Group's interest in APAC	本集團於亞太資源權益之賬面值	1,103.2	1,432.7

for the year ended 31st December, 2024

26. INTERESTS IN ASSOCIATES (CONT'D)

Summarised consolidated financial information of material associates (Cont'd)

(ii) Zeta  
Zeta is accounted for using the equity method in the consolidated financial statements. The summarised financial information below represents amounts shown in Zeta's financial statements prepared in accordance with HKFRSs and adjusted by fair value adjustments made at the time of deemed acquisition of TACI from an associate to a subsidiary.

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債

Revenue	收入
Loss for the year	本年度虧損
Total comprehensive expenses for the year	本年度全面費用總額
Dividends received from Zeta during the year	本年度收取Zeta的股息

Reconciliation of the above summarised financial information to the carrying amount of the interest in Zeta recognised in the consolidated financial statements:

Adjusted net assets of Zeta	Zeta的經調整資產淨值
The Group's ownership interest in Zeta	本集團所持有Zeta之擁有權權益
Carrying amount of the Group's interest in Zeta	本集團於Zeta權益之賬面值

截至二零二四年十二月三十一日止年度

26. 於聯營公司之權益(續)

重大聯營公司之綜合財務資料概述(續)

(ii) Zeta  
Zeta使用權益法於綜合財務報表入賬。下文之財務資料概要代表於Zeta的財務報表(根據香港財務報告準則編制)中呈列之金額,並在視作收購天安時就從聯營公司變成附屬公司所作的公平價值調整予以調整。

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
781.0	885.3
5,931.7	6,171.4
(82.4)	(148.7)
(997.9)	(1,045.6)

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
94.2	196.2
(198.2)	(12.9)
(198.2)	(12.9)
10.3	39.6

上述財務資料概要與綜合財務報表中  
所確認於Zeta權益之賬面值之對賬:

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
5,632.4	5,862.4
33.33%	33.33%
1,877.5	1,954.1

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**26. INTERESTS IN ASSOCIATES (CONT'D)****26. 於聯營公司之權益(續)****Aggregate financial information of associates that are not individually material**

The aggregate financial information of associates that are not individually material is set out below.

單獨不屬重大之聯營公司的財務資料總匯

單獨不屬重大之聯營公司的財務資料總匯載列如下。

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
The Group's share of (loss) profit for the year	本集團應佔本年度(虧損)溢利	(3.1)	37.9
The Group's share of other comprehensive (expenses) income for the year	本集團應佔本年度其他全面(費用)收益	(10.3)	0.3
The Group's share of total comprehensive (expenses) income for the year	本集團應佔本年度全面(費用)收益總額	(13.4)	38.2
Aggregate carrying amount of the Group's interests in these associates	本集團於該等聯營公司之權益之賬面總值	407.2	521.0

**27. INTERESTS IN JOINT VENTURES****27. 於合營公司之權益**

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Unlisted joint ventures	非上市合營公司		
Cost of investment	投資成本	10,511.5	10,414.8
Share of post-acquisition reserves	應佔收購後儲備	297.5	820.4
		10,809.0	11,235.2
Less: impairment	減：減值	(23.2)	(23.2)
		10,785.8	11,212.0
Elimination of unrealised profit	撇銷未變現溢利	(33.5)	(33.5)
		10,752.3	11,178.5

Particulars of the Group's principal joint ventures at 31st December, 2024 are set out in note 61.

本集團於二零二四年十二月三十一日的主要合營公司詳情載於附註61。

for the year ended 31st December, 2024

27. INTERESTS IN JOINT VENTURES (CONT'D)

Summarised consolidated financial information of material joint ventures

The summarised consolidated financial information in respect of the Group's material joint ventures, Allied Kajima Limited ("AKL"), Colony Sun Hung Kai Capital Solutions SCSp ("Colony SHK Partnership"), 天安數碼城(集團)有限公司, 深圳天安駿業投資發展(集團)有限公司 and 蘇州象嶼地產有限公司 is set out below. The results, assets and liabilities of the joint ventures are accounted for using the equity method in these consolidated financial statements.

The summarised consolidated financial information of AKL and Colony SHK Partnership represents amount shown in the joint venture's consolidated financial statements prepared in accordance with HKFRSs. The summarised consolidated financial information of 天安數碼城(集團)有限公司, 深圳天安駿業投資發展(集團)有限公司 and 蘇州象嶼地產有限公司 represents amount shown in the joint ventures' consolidated financial statements prepared in accordance with HKFRSs and adjusted by fair value adjustments made at the time of deemed acquisition of TACI from an associate to a subsidiary.

(i) AKL

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債

The above assets include the following: 上述資產包括以下項目：  
Cash and cash equivalents 現金及現金等價物

截至二零二四年十二月三十一日止年度

27. 於合營公司之權益(續)

重大合營公司之綜合財務資料概述

本集團重大合營公司 Allied Kajima Limited(「AKL」)、Colony Sun Hung Kai Capital Solutions SCSp (「Colony SHK Partnership」)、天安數碼城(集團)有限公司、深圳天安駿業投資發展(集團)有限公司及蘇州象嶼地產有限公司的綜合財務資料概要載於下文。合營公司之業績、資產及負債乃使用權益法於本綜合財務報表中入賬。

AKL及Colony SHK Partnership的綜合財務資料概要代表於合營公司的綜合財務報表(根據香港財務報告準則編制)中呈列之金額。天安數碼城(集團)有限公司、深圳天安駿業投資發展(集團)有限公司及蘇州象嶼地產有限公司的綜合財務資料概要代表於合營公司的綜合財務報表(根據香港財務報告準則編制)中呈列之金額,並在視作收購天安時就從聯營公司變成附屬公司所作的公平價值調整予以調整。

(i) AKL

	2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Current assets	121.2	366.4
Non-current assets	6,608.8	6,952.8
Current liabilities	(320.7)	(608.0)
Non-current liabilities	(453.2)	(468.1)
The above assets include the following:		
Cash and cash equivalents	88.1	297.5

## 27. INTERESTS IN JOINT VENTURES (CONT'D)

## Summarised consolidated financial information of material joint ventures (Cont'd)

(i) AKL (Cont'd)

Revenue	收入
Loss for the year	本年度虧損
Other comprehensive (expenses) income for the year	本年度其他全面(費用)收益
Total comprehensive expenses for the year	本年度全面費用總額
The above loss for the year includes the following:	上述本年度虧損包括以下項目：
Depreciation	折舊
Interest income	利息收入
Interest expenses	利息費用
Taxation charge	稅項支出

Reconciliation of the above summarised consolidated financial information to the carrying amount of the interest in AKL recognised in the consolidated financial statements:

## 27. 於合營公司之權益(續)

## 重大合營公司之綜合財務資料概述(續)

(i) AKL(續)

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
590.2	753.3
(280.9)	(25.2)
(6.1)	0.2
(287.0)	(25.0)
96.0	92.2
6.1	6.4
18.5	28.4
14.2	20.2

上述綜合財務資料概要與綜合財務報表中所確認於AKL權益之賬面值之對賬：

	2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Net assets of AKL	5,956.1	6,243.1
The Group's ownership interest in AKL	50%	50%
Group's share of net assets of AKL	2,978.0	3,121.5
Share of unrealised profit on inter-company transactions	(33.5)	(33.5)
Others	0.1	0.1
Carrying amount of the Group's interest in AKL	2,944.6	3,088.1



for the year ended 31st December, 2024

27. INTERESTS IN JOINT VENTURES (CONT'D)

Summarised consolidated financial information of material joint ventures (Cont'd)

(ii) Colony SHK Partnership

Total assets	總資產
Total liabilities	總負債

Revenue	收入
Profit for the year	本年度溢利
Total comprehensive income for the year	本年度全面收益總額

Reconciliation of the above summarised financial information to the carrying amount of the interest in Colony SHK Partnership recognised in the consolidated financial statements:

Net assets of Colony SHK Partnership	Colony SHK Partnership之資產淨值
Carrying amount of the Group's interest in Colony SHK Partnership	本集團於Colony SHK Partnership權益之賬面值

截至二零二四年十二月三十一日止年度

27. 於合營公司之權益(續)

重大合營公司之綜合財務資料概述(續)

(ii) Colony SHK Partnership

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
423.2	—
(0.2)	—

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
67.9	—
58.4	—
58.4	—

上述財務資料概要與綜合財務報表中所確認於Colony SHK Partnership權益之賬面值之對賬：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
423.0	—
415.0	—

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 27. INTERESTS IN JOINT VENTURES (CONT'D)

## 27. 於合營公司之權益(續)

## Summarised consolidated financial information of material joint ventures (Cont'd)

## 重大合營公司之綜合財務資料概述(續)

(iii) 天安數碼城(集團)有限公司

(iii) 天安數碼城(集團)有限公司

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Current assets	流動資產	14,927.9	18,106.7
Non-current assets	非流動資產	15,143.3	15,245.6
Current liabilities	流動負債	(11,501.8)	(16,173.0)
Non-current liabilities	非流動負債	(10,292.9)	(8,864.6)
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括以下項目：		
Cash and cash equivalents	現金及現金等價物	1,771.5	2,549.3
Current financial liabilities (excluding trade and other payables)	流動金融負債(不包括貿易及其他應付款項)	(3,319.9)	(6,188.5)
Non-current financial liabilities (excluding trade and other payables)	非流動金融負債(不包括貿易及其他應付款項)	(8,695.0)	(6,717.6)
		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Revenue	收入	4,785.0	5,851.5
Profit (loss) for the year	本年度溢利(虧損)	272.2	(185.7)
Other comprehensive expenses for the year	本年度其他全面費用	(94.8)	(150.4)
Total comprehensive income (expenses) for the year	本年度全面收益(費用)總額	177.4	(336.1)
The above profit (loss) for the year includes the following:	上述本年度溢利(虧損)包括以下項目：		
Depreciation and amortisation	折舊及攤銷	39.1	67.0
Interest income	利息收入	14.6	13.4
Interest expense	利息費用	273.4	268.6
Income tax expense	所得稅支出	394.5	191.0

for the year ended 31st December, 2024

27. INTERESTS IN JOINT VENTURES (CONT'D)

Summarised consolidated financial information of material joint ventures (Cont'd)

(iii) 天安數碼城(集團)有限公司(Cont'd)  
Reconciliation of the above summarised financial information to the carrying amount of the interest in 天安數碼城(集團)有限公司 recognised in the consolidated financial statements:

截至二零二四年十二月三十一日止年度

27. 於合營公司之權益(續)

重大合營公司之綜合財務資料概述(續)

(iii) 天安數碼城(集團)有限公司(續)  
上述財務資料概要與綜合財務報表中  
所確認於天安數碼城(集團)有限公司  
權益之賬面值之對賬：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Adjusted net assets of 天安數碼城(集團)有限公司	天安數碼城(集團)有限公司 的經調整資產淨值	8,276.5	8,314.7
Less: Non-controlling interests	減：非控股權益	(277.3)	(410.5)
Shareholders' equity of 天安數碼城(集團)有限公司	天安數碼城(集團)有限公司 之股東權益	7,999.2	7,904.2
The Group's ownership interest in 天安數碼城(集團) 有限公司	本集團所持有天安數碼城 (集團)有限公司之 擁有權權益	50%	50%
Group's share of adjusted net assets of 天安數碼城(集團) 有限公司	本集團應佔天安數碼城 (集團)有限公司的 經調整資產淨值	3,999.6	3,952.1
Share of unrealised profit on inter-company transactions	應佔公司間之交易之 未變現溢利	(87.8)	(90.7)
Others	其他	(0.9)	(0.9)
Carrying amount of the Group's interest in 天安數碼城(集團)有限公司	本集團於天安數碼城(集團) 有限公司權益之賬面值	3,910.9	3,860.5

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 27. INTERESTS IN JOINT VENTURES (CONT'D)

## 27. 於合營公司之權益(續)

## Summarised consolidated financial information of material joint ventures (Cont'd)

(iv) 深圳天安駿業投資發展(集團)有限公司

## 重大合營公司之綜合財務資料概述(續)

(iv) 深圳天安駿業投資發展(集團)有限公司

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Current assets	流動資產	13,823.9	13,432.6
Non-current assets	非流動資產	10,906.6	11,097.1
Current liabilities	流動負債	(7,109.3)	(7,406.1)
Non-current liabilities	非流動負債	(15,209.9)	(13,886.5)
The above amounts of assets and liabilities include the following:			
Cash and cash equivalents	現金及現金等價物	788.5	933.2
Current financial liabilities (excluding trade and other payables)	流動金融負債(不包括貿易及其他應付款項)	(3,826.1)	(3,760.6)
Non-current financial liabilities (excluding trade and other payables)	非流動金融負債(不包括貿易及其他應付款項)	(13,758.4)	(12,304.7)
		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Revenue	收入	757.3	730.6
Loss for the year	本年度虧損	(912.8)	(232.3)
Other comprehensive expenses for the year	本年度其他全面費用	(19.5)	(74.4)
Total comprehensive expenses for the year	本年度全面費用總額	(932.3)	(306.7)
The above loss for the year includes the following:			
Depreciation and amortisation	折舊及攤銷	10.8	11.8
Interest income	利息收入	38.5	43.2
Interest expense	利息費用	567.3	524.7
Income tax credit	所得稅抵免	(97.9)	(28.2)

27. INTERESTS IN JOINT VENTURES (CONT'D)

Summarised consolidated financial information of material joint ventures (Cont'd)

(iv) 深圳天安駿業投資發展(集團)有限公司(Cont'd)

Reconciliation of the above summarised financial information to the carrying amount of the interest in 深圳天安駿業投資發展(集團)有限公司 recognised in the consolidated financial statements:

Adjusted net assets of 深圳天安駿業投資發展(集團)有限公司	深圳天安駿業投資發展(集團)有限公司的經調整資產淨值
Non-controlling interests	非控股權益
Shareholders' equity of 深圳天安駿業投資發展(集團)有限公司	深圳天安駿業投資發展(集團)有限公司之股東權益
The Group's ownership interest in 深圳天安駿業投資發展(集團)有限公司	本集團所持有深圳天安駿業投資發展(集團)有限公司之擁有權權益
Group's share of adjusted net assets of 深圳天安駿業投資發展(集團)有限公司	本集團應佔深圳天安駿業投資發展(集團)有限公司的經調整資產淨值
Exchange differences arising on capital injection	注資時所產生之匯兌差額
Share of unrealised profit on inter-company transactions	應佔公司間之交易之未變現溢利
Carrying amount of the Group's interest in 深圳天安駿業投資發展(集團)有限公司	本集團於深圳天安駿業投資發展(集團)有限公司權益之賬面值

27. 於合營公司之權益(續)

重大合營公司之綜合財務資料概述(續)

(iv) 深圳天安駿業投資發展(集團)有限公司(續)

上述財務資料概要與綜合財務報表中所確認於深圳天安駿業投資發展(集團)有限公司權益之賬面值之對賬：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
2,411.3 (74.8)	3,237.1 1.3
2,336.5	3,238.4
50%	50%
1,168.3 (0.4) (57.1)	1,619.2 (0.4) (55.4)
1,110.8	1,563.4

## 27. INTERESTS IN JOINT VENTURES (CONT'D)

## Summarised consolidated financial information of material joint ventures (Cont'd)

(v) 蘇州象嶼地產有限公司

## 27. 於合營公司之權益(續)

## 重大合營公司之綜合財務資料概述(續)

(v) 蘇州象嶼地產有限公司

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Current assets	流動資產	2,412.5	2,553.3
Non-current assets	非流動資產	1,561.1	1,484.8
Current liabilities	流動負債	(2,704.7)	(2,822.9)
Non-current liabilities	非流動負債	(2.6)	(3.9)
The above amounts of assets and liabilities include the following:			
Cash and cash equivalents	現金及現金等價物	570.2	855.5
		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Revenue	收入	9.1	31.0
Profit (loss) for the year	本年度溢利(虧損)	68.8	(18.0)
Other comprehensive expenses for the year	本年度其他全面費用	(13.8)	(27.1)
Total comprehensive income (expenses) for the year	本年度全面收益(費用)總額	55.0	(45.1)
The above profit (loss) for the year includes the following:			
Interest income	利息收入	8.1	6.6
Income tax (credit) expense	所得稅(抵免)支出	(36.6)	8.7



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 27. INTERESTS IN JOINT VENTURES (CONT'D)

## 27. 於合營公司之權益(續)

**Summarised consolidated financial information of material joint ventures (Cont'd)**

(v) 蘇州象嶼地產有限公司(Cont'd)

Reconciliation of the above summarised financial information to the carrying amount of the interest in 蘇州象嶼地產有限公司 recognised in the consolidated financial statements:

**重大合營公司之綜合財務資料概述(續)**

(v) 蘇州象嶼地產有限公司(續)

上述財務資料概要與綜合財務報表中  
所確認於蘇州象嶼地產有限公司權益  
之賬面值之對賬：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Adjusted net assets of 蘇州象嶼地產有限公司	蘇州象嶼地產有限公司的 經調整資產淨值	1,266.3	1,211.3
The Group's ownership interest in 蘇州象嶼地產有限公司	本集團所持有蘇州象嶼地產 有限公司之擁有權權益	50%	50%
Group's share of adjusted net assets of 蘇州象嶼地產有限公司	本集團應佔蘇州象嶼地產 有限公司的經調整資產 淨值	633.2	605.7
Share of unrealised profit on inter-company transactions	應佔公司間之交易之 未變現溢利	(2.4)	—
Exchange differences arising on capital reduction	減資所產生之匯兌 差額	17.3	17.3
Carrying amount of the Group's interest in 蘇州象嶼地產有限公司	本集團於蘇州象嶼地產 有限公司權益之賬面值	648.1	623.0

**Aggregate financial information of joint ventures that are not individually material**

The aggregate financial information of joint ventures that are not individually material is set out below.

**單獨不屬重大之合營公司的財務資料總匯**

單獨不屬重大之合營公司的財務資料總匯  
載列如下。

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
The Group's share of profit (loss) for the year	本集團應佔本年度 溢利(虧損)	138.3	(148.2)
The Group's share of other comprehensive expenses for the year	本集團應佔本年度其他 全面費用	(26.5)	(68.6)
The Group's share of total comprehensive income (expenses) for the year	本集團應佔本年度全面 收益(費用)總額	111.8	(216.8)
Aggregate carrying amount of the Group's interests in these joint ventures	本集團於該等合營公司之 權益之賬面總值	1,722.9	2,043.5
Dividend received/receivable	已收取／應收股息	76.3	78.7

**28. OTHER INVENTORIES**

Construction materials	建築材料
Medicines	藥品
Medical consumables	醫用耗材

**29. INVENTORIES OF PROPERTIES**

The Group's inventories of properties are mainly situated in the PRC. All of the inventories of properties are stated at the lower of cost and net realisable value. Properties under development with carrying amount of HK\$ 9,143.5 million (2023: HK\$4,518.4 million) are expected not to be realised within twelve months from the end of the reporting date.

The management of the Group had carried out assessment on the inventories of properties based on the lower of cost and net realisable value for inventories of properties. The net realisable values were determined with reference to recent valuations performed by Valuers.

**28. 其他存貨**

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
28.8	19.2
33.3	29.5
11.8	19.3
73.9	68.0

**29. 物業存貨**

本集團之物業存貨主要位於中國。所有物業存貨按成本及可變現淨值之較低者列賬。賬面值9,143.5百萬港元(二零二三年：4,518.4百萬港元)之發展中物業預計不會自報告期末十二個月內變現。

本集團管理層對物業存貨已按成本及可變現淨值之較低者進行評估。可變現淨值乃參考估值師進行的近期估值而釐定。

for the year ended 31st December, 2024

## 30. FINANCIAL ASSETS AND LIABILITIES

The following tables provide an analysis of financial assets and liabilities of the Group that are at fair value.

**Financial assets at fair value through other comprehensive income**

Unlisted equity instrument <sup>\*‡</sup>

Listed equity securities in Hong Kong <sup>\*</sup>

Listed equity securities outside Hong Kong <sup>\*</sup>

Unlisted overseas equity securities <sup>\*‡</sup>

Debt securities

    Listed in Hong Kong

    Listed outside Hong Kong

Analysed for reporting purposes as:

- Non-current assets
- Current assets

**Financial assets at fair value through profit or loss**

- Investments in property projects
- Listed equity securities in Hong Kong
- Unlisted equity securities in Hong Kong
- Unlisted equity securities outside Hong Kong
- Listed equity securities outside Hong Kong
- Over the counter derivatives
- Quoted options and futures
- Listed warrants
- Bonds and notes
- Loans receivable
- Unlisted preferred and ordinary shares issued by unlisted companies
- Unlisted convertible bonds issued by unlisted companies
- Unlisted overseas equity securities with a put right
- Unlisted overseas investment funds
- Listed perpetual securities
- Listed debt securities
- Unlisted fund investment
- Other unlisted financial instruments

Analysed for reporting purposes as:

- Non-current assets
- Current assets

透過其他全面收益按公平價值  
處理之金融資產

非上市權益工具\*\*  
香港上市股本證券\*  
香港以外地區上市股本證券\*  
非上市海外股本證券\*\*  
債務證券

香港上市  
香港以外地區上市

為呈報目的所作之分析：

非流動資產
流動資產

透過損益賬按公平價值處理之  
金融資產

物業項目投資

香港上市股本證券

香港非上市股本證券

香港以外地區非上市股本證券

香港以外地區上市股本證券

場外衍生工具

已報價期權及期貨

上市認股權證

債券及票據

應收貸款

非上市公司發行之非上市  
優先股及普通股

非上市公司發行之非上市  
可換股債券

含認沽權之非上市海外  
股本證券

非上市海外投資基金

上市永續證券

上市債務證券

上市基金投資

其他非上市金融工具

為呈報目的所作之分析：

非流動資產
流動資產

## 綜合財務報表附註(續)

截至二零二四年十二月三十一日止年度

### 30. 金融資產及負債

下表分析本集團以公平價值計量的金融資產及負債。

2024 二零二四年			
Fair value 公平價值			
Level 1 第一級 HK\$ Million 百萬港元	Level 2 第二級 HK\$ Million 百萬港元	Level 3 第三級 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
-	-	26.0	26.0
78.2	-	-	78.2
262.0	-	-	262.0
-	-	8.5	8.5
-	45.8	-	45.8
-	50.2	-	50.2
340.2	96.0	34.5	470.7
			426.5
			44.2
			470.7
-	-	883.4	883.4
582.5	-	-	582.5
-	1.0	-	1.0
-	0.9	489.4	490.3
733.9	-	-	733.9
-	43.3	-	43.3
25.9	4.0	-	29.9
13.4	-	-	13.4
-	50.1	195.9	246.0
-	-	321.5	321.5
-	172.6	603.0	775.6
-	20.1	8.3	28.4
-	-	404.6	404.6
-	2,322.0	7,225.8	9,547.8
-	209.7	-	209.7
-	8.0	-	8.0
-	25.6	198.4	224.0
-	-	175.1	175.1
1,355.7	2,857.3	10,505.4	14,718.4
			10,615.8
			4,102.6
			14,718.4

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

		2024 二零二四年			
		Fair value 公平價值			
		Level 1 第一級 HK\$ Million 百萬元	Level 2 第二級 HK\$ Million 百萬元	Level 3 第三級 HK\$ Million 百萬元	Total 總計 HK\$ Million 百萬元
Financial liabilities at fair value through profit or loss	透過損益賬按公平價值處理之金融負債				
Held for trading	持作交易用途				
Quoted futures and options	已報價期貨及期權	37.2	3.8	–	41.0
Equity forward contract	股本遠期合約	–	–	4.7	4.7
Foreign currency contracts	外幣合約	–	0.1	–	0.1
Over the counter derivatives	場外衍生工具	–	46.3	–	46.3
Short position in listed equity securities	上市股本證券淡倉	17.8	–	–	17.8
Listed equity securities outside Hong Kong under total return swap	總收益互換項下香港以外地區上市股本證券	0.1	–	–	0.1
Unlisted equity securities outside Hong Kong under total return swap	總收益互換項下香港以外地區非上市股本證券	–	–	34.4	34.4
Designated at fair value through profit or loss	指定透過損益賬按公平價值處理				
Unlisted preferred and ordinary shares issued by unlisted companies under total return swap	總收益互換項下非上市公司發行之非上市優先股及普通股	–	–	115.6	115.6
Unlisted overseas investment funds under total return swap	總收益互換項下非上市海外投資基金	–	–	42.9	42.9
		55.1	50.2	197.6	302.9
Analysed for reporting purposes as:	為呈報目的所作之分析：				
Non-current liabilities	非流動負債				139.2
Current liabilities	流動負債				163.7
					302.9

for the year ended 31st December, 2024

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)****綜合財務報表附註(續)**

截至二零二四年十二月三十一日止年度

**30. 金融資產及負債(續)**

		2023 二零二三年		
		Fair value 公平價值		
		Level 1 第一級 HK\$ Million 百萬港元	Level 2 第二級 HK\$ Million 百萬港元	Level 3 第三級 HK\$ Million 百萬港元
				Total 總計 HK\$ Million 百萬港元
<b>Financial assets at fair value through other comprehensive income</b>	<b>透過其他全面收益按公平價值處理之金融資產</b>			
Unlisted equity instrument **	非上市權益工具**	-	-	31.9
Listed equity securities in Hong Kong *	香港上市股本證券*	65.9	-	-
Listed equity securities outside Hong Kong *	香港以外地區上市股本證券*	173.3	-	-
Unlisted overseas equity securities **	非上市海外股本證券**	-	-	8.5
Debt securities	債務證券			
Listed in Hong Kong	香港上市	-	40.5	-
Listed outside Hong Kong	香港以外地區上市	-	42.9	-
		239.2	83.4	40.4
				363.0
Analysed for reporting purposes as:	為呈報目的所作之分析:			
Non-current assets	非流動資產			333.7
Current assets	流動資產			29.3
				363.0
<b>Financial assets at fair value through profit or loss</b>	<b>透過損益賬按公平價值處理之金融資產</b>			
Investments in property projects	物業項目投資	-	-	783.8
Listed equity securities in Hong Kong	香港上市股本證券	798.8	-	-
Unlisted equity securities in Hong Kong	香港非上市股本證券	-	1.0	-
Unlisted equity securities outside Hong Kong	香港以外地區非上市股本證券	-	480.8	230.8
Listed equity securities outside Hong Kong	香港以外地區上市股本證券	852.8	-	-
Over the counter derivatives	場外衍生工具	-	181.2	-
Quoted options and futures	已報價期權及期貨	51.9	24.9	-
Listed warrants	上市認股權證	0.9	-	-
Bonds and notes	債券及票據	-	34.1	192.5
Loans receivable	應收貸款	-	-	723.0
Unlisted preferred and ordinary shares issued by unlisted companies	非上市公司發行之非上市優先股及普通股	-	22.5	794.0
Unlisted convertible bonds issued by unlisted companies	非上市公司發行之非上市可換股債券	-	-	8.0
Unlisted overseas equity securities with a put right	含認沽權之非上市海外股本證券	-	-	398.3
Unlisted overseas investment funds	非上市海外投資基金	-	2,512.8	7,198.6
Listed perpetual securities	上市永續證券	12.7	178.8	-
Listed debt securities	上市債務證券	-	7.9	-
Unlisted fund investment	非上市基金投資	-	40.2	43.0
Other unlisted financial instruments	其他非上市金融工具	-	-	231.3
		1,717.1	3,484.2	10,603.3
				15,804.6
Analysed for reporting purposes as:	為呈報目的所作之分析:			
Non-current assets	非流動資產			10,584.4
Current assets	流動資產			5,220.2
				15,804.6

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

		2023 二零二三年			
		Fair value 公平價值			
		Level 1 第一級 HK\$ Million 百萬港元	Level 2 第二級 HK\$ Million 百萬港元	Level 3 第三級 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
<b>Financial liabilities at fair value through profit or loss</b>	<b>透過損益賬按公平價值處理之金融負債</b>				
Held for trading	持作交易用途				
Quoted futures and options	已報價期貨及期權	86.6	13.7	–	100.3
Foreign currency contracts	外幣合約	–	31.6	–	31.6
Over the counter derivatives	場外衍生工具	–	27.8	–	27.8
Short position in listed equity securities	上市股本證券淡倉	31.1	–	–	31.1
Listed equity securities outside Hong Kong under total return swap	總收益互換項下香港以外地區上市股本證券	0.1	–	–	0.1
Unlisted equity securities outside Hong Kong under total return swap	總收益互換項下香港以外地區非上市股本證券	–	44.6	–	44.6
Designated at fair value through profit or loss	指定透過損益賬按公平價值處理				
Unlisted preferred and ordinary shares issued by unlisted companies under total return swap	總收益互換項下非上市公司發行之非上市優先股及普通股	–	–	115.8	115.8
Unlisted overseas investment funds under total return swap	總收益互換項下非上市海外投資基金	–	–	16.3	16.3
		117.8	117.7	132.1	367.6
Analysed for reporting purposes as:	為呈報目的所作之分析：				
Non-current liabilities	非流動負債				111.6
Current liabilities	流動負債				256.0
					367.6

\* These investments are not held for trading, instead, they are held for long-term strategic purposes. The management has elected to designate these investments in equity instruments as at fair value through other comprehensive income as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

\* The above unlisted equity instrument represents equity interest in an unlisted company, which is principally engaged in property investment whereas the above unlisted equity securities represent the Group's equity interest in private entities established overseas.

\* 該等投資並非持作交易用途，而是持作長期戰略目的。管理層已選擇將該等權益工具投資指定為透過其他全面收益按公平價值處理，原因為彼等認為在損益中確認該等投資的公平價值的短期波動與本集團長期持有該等投資及實現其長遠表現潛力並不一致。

\* 上述非上市權益工具指本集團於一間主要從事物業投資的非上市公司的權益，而上述非上市股本證券指本集團於海外成立實體的私募股權。



for the year ended 31st December, 2024

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

At the end of reporting period, certain financial assets at FVTPL with carrying values of nil (2023: HK\$148.5 million) and financial assets at FVTOCI with carrying value of nil (2023: HK\$42.9 million) were pledged as security of the Group's bank and other borrowings and financial assets at FVTPL with carrying values of HK\$4.1 million (2023: HK\$5.7 million) were pledged to securities brokers houses for margin loan facilities granted to the Group. Details of the Group's pledge of assets are set out in note 53.

Fair values are grouped from Level 1 to Level 3 based on the degree to which the fair values are observable.

Level 1 fair value measurements are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from input other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include input for the assets or liabilities that are not based on observable market data.

Certain unlisted equity securities are measured at fair value at the end of the reporting period. Based on the relevant agreements, the Group can require the relevant investment manager to redeem the units at net asset value by giving a written redemption notice. The fair value of the unlisted overseas investment funds are provided by the relevant investment managers.

截至二零二四年十二月三十一日止年度

**30. 金融資產及負債(續)**

於報告期末，若干賬面值為無(二零二三年：148.5百萬港元)之透過損益賬按公平價值處理之金融資產及賬面值為無(二零二三年：42.9百萬港元)之透過其他全面收益按公平價值處理之金融資產已用作本集團銀行及其他借貸的抵押，及賬面值為4.1百萬港元(二零二三年：5.7百萬港元)之透過損益賬按公平價值處理之金融資產已抵押於證券經紀行，以獲得授予本集團的孖展貸款融通。本集團資產抵押的詳情載於附註53。

公平價值按其可觀察度分類為第一級至第三級。

第一級公平價值計量按相同的資產或負債於活躍市場的報價(無調整)計算。

第二級公平價值計量乃除第一級計入之報價外，就資產或負債可直接(即價格)或間接(即自價格衍生)觀察輸入數據得出。

第三級公平價值計量乃計入並非根據可觀察市場數據之資產或負債之估值方法得出。

若干非上市股本證券以報告期末之公平價值計量。根據相關之協議，本集團可發出一個書面贖回通知要求相關投資經理以資產淨值贖回單位。非上市海外投資基金之公平價值由相關之投資經理提供。

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

As at 31st December, 2024, certain listed perpetual securities were reclassified from Level 1 to Level 2 (2023: certain listed debt securities and listed perpetual securities were reclassified from Level 1 to Level 2) as active market price was not available. As at 31st December, 2024, the fair value of these certain listed perpetual securities was approximately HK\$21.3 million (2023: HK\$23.3 million). The Group's policy is to recognise transfer between Level 2 and Level 1/Level 3 as of the date the event or change in circumstances that caused the transfer.

Included in financial assets at FVOCI and financial assets at FVTPL, there are listed debt securities with market quote in an active market, the fair value will be the mid-market quote plus accrued but unpaid interest. The fair value of these debt securities is approximately HK\$104.0 million (2023: HK\$91.3 million).

The fair values of listed perpetual securities included in financial assets at FVTPL under Level 2 at the reporting date were derived from quoted prices from pricing services. The fair values of the listed perpetual securities is approximately HK\$209.7 million (2023: HK\$191.5 million).

The fair values of listed debt securities and listed perpetual securities have been determined by Valuers.

The fair values of bonds and notes and OTC derivative contracts under Level 2 at the reporting date were derived from quoted prices from pricing services. Other Level 2 financial assets were derived from observable market inputs with insignificant adjustments. Where Level 1 and Level 2 inputs are not available, the Group engages Valuers to perform the valuation for certain complex or material financial assets and liabilities.

The fair values of Level 3 financial assets and liabilities are mainly derived from valuation technique using an unobservable range of data. In estimating the fair value of a financial asset or a financial liability under Level 3, the Group engages Valuers or establishes appropriate valuation techniques internally to perform the valuations which are reviewed by the management of the group.

**30. 金融資產及負債(續)**

於二零二四年十二月三十一日，由於並無活躍市場價格，若干上市永續證券由第一級重新分類至第二級(二零二三年：若干上市債務證券及上市永續證券由第一級重新分類至第二級)。於二零二四年十二月三十一日，其若干上市永續證券之公平價值約為21.3百萬港元(二零二三年：23.3百萬港元)。本集團的政策是在導致轉移的事件或情況改變當日確認第二級與第一級／第三級之間轉移。

計入透過其他全面收益按公平價值處理之金融資產及透過損益賬按公平價值處理之金融資產中有於活躍市場有市場報價的上市債務證券，其公平價值為市場報價中間值加上應計但未付之利息。該等債務證券之公平價值約104.0百萬港元(二零二三年：91.3百萬港元)。

於結算日，屬第二級之計入透過損益賬按公平價值處理之金融資產之上市永續證券之公平價值乃源自定價服務所報之價格。上市永續證券之公平價值約209.7百萬港元(二零二三年：191.5百萬港元)。

上市債務證券及上市永續證券之公平價值乃由估值師釐定。

於結算日，屬第二級之債券及票據以及場外衍生工具合約之公平價值乃源自定價服務所報之價格。其他第二級金融資產乃源自並無重大調整的可觀察市場輸入數據。就若干複雜或重大的金融資產及負債，當沒有第一級及第二級輸入數據時，本集團委聘估值師進行估值。

第三級金融資產及負債之公平價值主要源自一系列不可觀察數據的估值方法。於估計第三級金融資產或負債之公平價值時，本集團委聘估值師或自行設立合適之估值方法以進行估值，並由集團之管理層審閱。

for the year ended 31st December, 2024

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

The following tables provide further information regarding the valuation of material financial assets and liabilities under Level 3.

截至二零二四年十二月三十一日止年度

**30. 金融資產及負債(續)**

下表提供有關第三級重大金融資產及負債估值之進一步資料。

2024 二零二四年					
	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
Financial assets at fair value through other comprehensive income 透過其他全面收益按公平價值處理之金融資產					
Unlisted equity instrument 非上市權益工具	Asset based approach 資產基礎法	Term yield 租期收益率	2.75-3.25%	26.0	An increase in the term yield would result in a decrease in fair value. 租期收益率上升將導致公平價值下降。 An increase in the reversionary yield would result in a decrease in fair value. 復歸收益率上升將導致公平價值下降。 An increase in the market unit rent would result in an increase in fair value. 市場單位租金增加將導致公平價值上升。
		Reversionary yield 復歸收益率	3.25-3.75%		
		Market unit rent 市場單位租金	HK\$25 sq.ft./month to HK\$175 sq.ft./month 每平方呎 每月25港元至 每平方呎 每月175港元		
		Discount for lack of control and lack of marketability 缺乏控制和市場競爭之折扣率	32.2%		
Financial assets at fair value through profit or loss 透過損益賬按公平價值處理之金融資產					
Investments in property projects 物業項目投資	Discounted cash flow 貼現現金流量	Discount rates 貼現率	12-14%	883.4	An increase in the discounted rate would result in a decrease in fair value. 貼現率上升將導致公平價值下降。 An increase in the cash flows would result in an increase in fair value. 現金流量增加將導致公平價值上升。
		Cash flow used to calculate the net present values 現金流量用於計算淨現值	Australian dollar (“AUD”) 341.1 million 341.1百萬澳元 (「澳元」)		
		Remaining durations of the projects used to calculate the net present values 項目剩餘工程期用於計算淨現值	2 years and 8 months to 6 years and 3 months 2年8個月至6年3個月		

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

2024  
二零二四年

	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
<b>Financial assets at fair value through profit or loss (Cont'd)</b> <b>透過損益賬按公平價值處理之金融資產(續)</b>					
Unlisted equity securities outside Hong Kong 香港以外地區非上市股本證券	Market approach 市場法	Recent transaction prices 近期交易價格 Discount for lack of marketability ("DLOM") 缺乏市場流動性的折讓 (「缺乏市場流動性的折讓」)	N/A 不適用 15%	369.8	N/A 不適用 An increase in DLOM would result in a decrease in the fair value. 缺乏市場流動性的折讓增加將導致公平價值下降。
	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	119.6	Note 1 註解1
Loans receivable 應收貸款	Discounted cash flow 貼現現金流量	Discount rate 貼現率	7.98-10.32%	321.5	An increase in discount rate would result in a decrease in the fair value. 貼現率上升將導致公平價值下降。
Unlisted preferred and ordinary shares issued by unlisted companies 非上市公司發行之非上市優先股及普通股	Discounted cash flow 貼現現金流量	Discount rate 貼現率	6.29%	51.5	An increase in discount rate would result in a decrease in the fair value. 貼現率上升將導致公平價值下降。
Unlisted preferred shares issued by unlisted companies 非上市公司發行之非上市優先股	Equity allocation method 權益分配法	Expected volatility 預計波幅	71.33%	46.0	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Enterprise value to sales ratio 企業價值與銷售比率	13.3		An increase in enterprise value to sales ratio would result in an increase in the fair value. 企業價值與銷售比率增加將導致公平價值上升。

30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

30. 金融資產及負債(續)

		2024 二零二四年			
	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
Financial assets at fair value through profit or loss (Cont'd) 透過損益按公平價值處理之 金融資產(續)					
Unlisted preferred shares issued by unlisted companies (Cont'd) 非上市公司發行之非上市優先股(續)	Equity allocation method 權益分配法	Expected volatility 預計波幅	69.89%	193.4	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	35.31%	72.2	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Price to book ratio 市淨率	1.5		An increase in price to book ratio would result in an increase in the fair value. 市淨率增加將導致公平價值上升。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	90.57%	1.9	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Price to sales ratio 價格與銷售比率	2.7		
	Equity allocation method 權益分配法	Expected volatility 預計波幅	78.71%	65.5	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Price to sales ratio 價格與銷售比率	5.2		An increase in price to sales ratio would result in an increase in the fair value. 價格與銷售比率增加將導致公平價值 上升。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	38.54%	0.8	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Enterprise value to sales ratio 企業價值與銷售比率	2.8		An increase in enterprise value to sales ratio would result in increase in the fair value. 企業價值與銷售比率增加將導致公平價值 上升。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	69.75%	3.3	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

		2024 二零二四年			
	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
<b>Financial assets at fair value through profit or loss (Cont'd)</b> <b>透過損益按公平價值處理之金融資產(續)</b>					
Unlisted ordinary shares issued by unlisted companies 非上市公司發行之非上市普通股	Equity allocation method 權益分配法	Expected volatility 預計波幅	38.72%	8.0	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	59.07%	88.8	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Enterprise value to sales ratio 企業價值與銷售比率	2.4-3.3		An increase in enterprise value to sales ratio would result in an increase in the fair value. 企業價值與銷售比率增加將導致公平價值上升。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	70.48%	7.9	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
Unlisted convertible bonds issued by an unlisted company 非上市公司發行之非上市可換股債券	Binomial model 二項式模式	Expected volatility 預計波幅	27.85%	8.3	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
		Discount rate 貼現率	3.89%		An increase in discount rate would result in a decrease in the fair value. 貼現率上升將導致公平價值下降。
Unlisted overseas equity securities with a put right 含認沽權之非上市海外股本證券	Market approach 市場法	Price to book ratio 市淨率	1.6	404.6	An increase in price to book ratio would result in an increase in the fair value. 市淨率增加將導致公平價值上升。
		Price to tangible book ratio 價格與有形賬面比率	2.3		An increase in price to tangible book ratio would result in an increase in the fair value. 價格與有形賬面比率增加將導致公平價值上升。
		Price to sales ratio 價格與銷售比率	0.7		An increase in price to sales ratio would result in an increase in the fair value. 價格與銷售比率增加將導致公平價值上升。



30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

30. 金融資產及負債(續)

		2024 二零二四年			
	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
Financial assets at fair value through profit or loss (Cont'd) 透過損益按公平價值處理之 金融資產(續)					
Unlisted overseas investment funds 非上市海外投資基金	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	7,158.6	Note 1 註解1
	Market approach 市場法	Enterprise value to sales ratio 企業價值與銷售比率	11.3	21.1	An increase in enterprise value to sales ratio would result in an increase in the fair value. 企業價值與銷售比率增加將導致公平價值 上升。
	Market approach 市場法	Price to sales ratio 價格與銷售比率	4.7-5.6	41.3	An increase in price to sales ratio would result in an increase in the fair value. 價格與銷售比率增加將導致公平價值 上升。
	Market approach 市場法	Price to sales ratio 價格與銷售比率	6.2	4.8	An increase in price to sales ratio would result in an increase in the fair value. 價格與銷售比率增加將導致公平價值 上升。
Unlisted fund investment 非上市基金投資	Quoted price provided by financial institutions 金融機構提供的報價	N/A 不適用	Net asset values of special purpose vehicles derived from underlying investments 來自相關投資的 特殊目的機構的 資產淨值	35.4	N/A 不適用
	Quoted market price, pricing multiple and Black-Scholes model 市場所報之市價， 價格倍數及柏力克 —舒爾斯模型	Existing portfolio value 現有組合價值	United States dollars ("US\$") 15.5-16,276 million 15.5-16,276 百萬美元 (「美元」)	38.4	An increase in existing portfolio value would result in an increase in the fair value. 現有組合價值上升將導致公平價值上升。
		Volatility 波幅	0.09-103.3%		An increase in volatility would result in a decrease in the fair value. 波幅增加將導致公平價值下降。
		Return correlation 相關系數	-0.66-1		An increase in return correlation would result in a decrease in the fair value. 相關系數上升將導致公平價值下降。
		Discount rate 貼現率	4.28-4.39%		An increase in discount rate would result in a decrease in the fair value. 貼現率上升將導致公平價值下降。
	Net asset value 資產淨值	N/A 不適用	N/A 不適用	124.6	N/A 不適用
Other unlisted financial instruments 其他非上市金融工具	Net asset value 資產淨值	N/A 不適用	N/A 不適用	175.1	N/A 不適用

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

2024  
二零二四年

	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
<b>Financial liabilities at fair value through profit or loss</b> 透過損益賬按公平價值處理之金融負債					
Equity forward contract 股本遠期合約	Monte Carlo simulation model 蒙特卡羅模擬模式	Equity volatility 權益波幅	1.32-1.65%	4.7	An increase in equity volatility would result in a decrease in the fair value. 權益波幅增加將導致公平價值下降。
		Equity growth rate 權益增長率	-0.02-0.02%		An increase in the equity growth rate would result in a decrease in the fair value. 權益增長率增加將導致公平價值下降。
		Discount rate 貼現率	3.59-4.10%		An increase in the discount rate would result in an increase in the fair value. 貼現率上升將導致公平價值上升。
Unlisted equity securities outside Hong Kong under total return swap 總收益互換項下香港以外地區非上市股本證券	Market approach 市場法	Recent transaction prices 近期交易價格	N/A 不適用	34.4	N/A 不適用
		DLOM 缺乏市場流動性的折讓	15%		An increase in DLOM would result in a decrease in the fair value. 缺乏市場流動性的折讓增加將導致公平價值下降。
Unlisted preferred and ordinary shares issued by unlisted companies under total return swap 總收益互換項下非上市公司發行之非上市優先股及普通股	Equity allocation method 權益分配法	Expected volatility 預計波幅	69.89%	96.3	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
Unlisted overseas investment funds under total return swap 總收益互換項下非上市海外投資基金	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	42.9	Note 1 註解1

30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

30. 金融資產及負債(續)

		2023 二零二三年				
		Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
Financial assets at fair value through other comprehensive income 透過其他全面收益按公平價值處理之 金融資產						
Unlisted equity instrument 非上市權益工具	Asset based approach 資產基礎法	Term yield 租期收益率	2.75-3.25%	31.9	An increase in the term yield would result in a decrease in fair value. 租期收益率上升將導致公平價值下降。	
		Reversionary yield 復歸收益率	3.25-3.75%		An increase in the reversionary yield would result in a decrease in fair value. 復歸收益率上升將導致公平價值下降。	
		Market unit rent 市場單位租金	HK\$25 sq.ft./ month to HK\$185 sq.ft./ month 每平方呎 每月25港元至 每平方呎 每月185港元		An increase in the market unit rent would result in an increase in fair value. 市場單位租金增加將導致公平價值上升。	
		Discount for lack of control and lack of marketability 缺乏控制和市場競爭 之折扣率	24.3%		An increase in the discount for lack of control and lack of marketability would result in a decrease in fair value. 缺乏控制和市場競爭之折扣率上升將導致 公平價值下降。	
Financial assets at fair value through profit or loss 透過損益賬按公平價值處理之金融資產						
Investments in property projects 物業項目投資	Discounted cash flow 貼現現金流量	Discount rates 貼現率	10-17%	783.8	An increase in the discounted rate would result in a decrease in fair value. 貼現率上升將導致公平價值下降。	
		Cash flow used to calculate the net present values 現金流量用於計算淨現值	AUD 250.2 million 250.2百萬澳元		An increase in the cash flows would result in an increase in fair value. 現金流量增加將導致公平價值上升。	
		Remaining durations of the projects used to calculate the net present values 項目剩餘工程期用於 計算淨現值	4 months to 6 years and 1 month 4個月至6年 1個月		An increase in the remaining duration of the project would result in a decrease in fair value. 項目剩餘工程期增加將導致公平價值下降。	

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

2023 二零二三年					
	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
<b>Financial assets at fair value through profit or loss (Cont'd)</b>					
<b>透過損益按公平價值處理之 金融資產(續)</b>					
Unlisted equity securities outside Hong Kong 香港以外地區非上市股本證券	Quoted market price, pricing multiple and Black-Scholes model 市場所報之市價， 價格倍數及柏力克 —舒爾斯模型	Existing portfolio value 現有組合價值  Volatility 波幅  Return correlation 相關系數  Discount rate 貼現率	US\$18.0-16,749 million 18.0-16,749 百萬美元 10.6-85.6%  -0.31-1  3.75-5.63%	44.7	An increase in existing portfolio value would result in an increase in the fair value. 現有組合價值上升將導致公平價值上升。 An increase in volatility would result in a decrease in the fair value. 波幅增加將導致公平價值下降。 An increase in return correlation would result in a decrease in the fair value. 相關系數上升將導致公平價值下降。 An increase in discount rate would result in a decrease in the fair value. 貼現率上升將導致公平價值下降。
	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	186.1	Note 1 註解1
Loans receivable 應收貸款	Discounted cash flow 貼現現金流量	Discount rate 貼現率	10.73-19.52%	723.0	An increase in discount rate would result in a decrease in the fair value. 貼現率上升將導致公平價值下降。
Unlisted preferred and ordinary shares issued by unlisted companies 非上市公司發行之非上市優先股及 普通股	Discounted cash flow 貼現現金流量	Discount rate 貼現率	6.77%	52.8	An increase in discount rate would result in a decrease in the fair value. 貼現率上升將導致公平價值下降。

for the year ended 31st December, 2024

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零二四年十二月三十一日止年度

## 30. 金融資產及負債(續)

2023 二零二三年					
	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
Financial assets at fair value through profit or loss (Cont'd) 透過損益賬按公平價值處理之 金融資產(續)					
Unlisted preferred shares issued by unlisted companies 非上市公司發行之非上市優先股	Equity allocation method 權益分配法	Expected volatility 預計波幅	67.96%	29.1	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Enterprise value to sales ratio 企業價值與銷售比率	7.0		An increase in enterprise value to sales ratio would result in an increase in the fair value. 企業價值與銷售比率增加將導致公平價值 上升。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	80.67%	171.8	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	99.87%	191.1	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	45.25%	81.2	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Price to book ratio 市淨率	1.7		An increase in price to book ratio would result in an increase in the fair value. 市淨率增加將導致公平價值上升。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	98.10%	2.0	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	78.71%	67.9	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Price to sales ratio 價格與銷售比率	5.2		An increase in price to sales ratio would result in an increase in the fair value. 價格與銷售比率增加將導致公平價值上升。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	38.12%	1.3	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Enterprise value to sales ratio 企業價值與銷售比率	3.7		An increase in enterprise value to sales ratio would result in an increase in the fair value. 企業價值與銷售比率增加將導致公平價值 上升。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	45.13%	8.0	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

		2023 二零二三年			
	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
<b>Financial assets at fair value through profit or loss (Cont'd)</b> <b>透過損益賬按公平價值處理之金融資產(續)</b>					
Unlisted ordinary shares issued by unlisted companies 非上市公司發行之非上市普通股	Equity allocation method 權益分配法	Expected volatility 預計波幅	72.14%	15.0	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	67.25%	27.4	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
	Market approach 市場法	Enterprise value to sales ratio 企業價值與銷售比率	2.0		An increase in enterprise value to sales ratio would result in an increase in the fair value. 企業價值與銷售比率增加將導致公平價值上升。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	42.57%	79.7	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
Unlisted convertible bonds issued by an unlisted company 非上市公司發行之非上市可換股債券	Binomial model 二項式模式	Expected volatility 預計波幅	38.31%	8.0	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
		Discount rate 貼現率	3.94%		An increase in discount rate would result in a decrease in the fair value. 貼現率上升將導致公平價值下降。
Unlisted overseas equity securities with a put right 含認沽權之非上市海外股本證券	Market approach 市場法	Price to book ratio 市淨率	1.4	398.3	An increase in price to book ratio would result in an increase in the fair value. 市淨率增加將導致公平價值上升。
		Price to tangible book ratio 價格與有形賬面比率	2.0		An increase in price to tangible book ratio would result in an increase in the fair value. 價格與有形賬面比率增加將導致公平價值上升。
		Price to sales ratio 價格與銷售比率	1.0		An increase in price to sales ratio would result in an increase in the fair value. 價格與銷售比率增加將導致公平價值上升。



for the year ended 31st December, 2024

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零二四年十二月三十一日止年度

## 30. 金融資產及負債(續)

		2023 二零二三年			
	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
Financial assets at fair value through profit or loss (Cont'd) 透過損益賬按公平價值處理之 金融資產(續)					
Unlisted overseas investment funds 非上市海外投資基金	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	7,129.0	Note 1 註解1
	Market approach 市場法	Enterprise value to sales ratio 企業價值與銷售比率	11.6	0.1	An increase in enterprise value to sales ratio would result in an increase in the fair value. 企業價值與銷售比率增加將導致公平價值 上升。
	Market approach 市場法	Enterprise value to sales ratio 企業價值與銷售比率	11.6	22.6	An increase in enterprise value to sales ratio would result in an increase in the fair value. 企業價值與銷售比率增加將導致公平價值 上升。
	Market approach 市場法	Price to sales ratio 價格與銷售比率	6.4	42.9	An increase in price to sales ratio would result in an increase in the fair value. 價格與銷售比率增加將導致公平價值上升。
	Market approach 市場法	Recent transaction prices 近期交易價格	N/A 不適用	4.0	N/A 不適用
Unlisted fund investment 非上市基金投資	Quoted price provided by financial institutions 金融機構提供的報價	N/A 不適用	Net asset values of special purpose vehicles derived from underlying investments 來自相關投資的 特殊目的機構的 資產淨值	43.0	N/A 不適用
Other unlisted financial instruments 其他非上市金融工具	Monte Carlo simulation model 蒙特卡羅模擬模式	Volatility 波幅	4.68-10.44%	231.3	An increase in volatility would result in a decrease in the fair value. 波幅增加將導致公平價值下降。
		Equity growth rate 權益增長率	0.02-0.1%		An increase in equity growth rate would result in a decrease in the fair value. 權益增長率增加將導致公平價值下降。
		Discount rate 貼現率	2.11-5.41%		An increase in the discount rate would result in a decrease in the fair value 貼現率上升將導致公平價值下降。

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

		2023 二零二三年			
	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	Sensitivity analysis 敏感度分析
<b>Financial liabilities at fair value through profit or loss</b> 透過損益賬按公平價值處理之金融負債					
Unlisted preferred and ordinary shares issued by unlisted companies under total return swap 總收益互換項下非上市公司發行之非上市優先股及普通股	Equity allocation method 權益分配法	Expected volatility 預計波幅	99.87%	95.2	An increase in expected volatility would result in a decrease in the fair value. 預計波幅增加將導致公平價值下降。
Unlisted overseas investment funds under total return swap 總收益互換項下非上市海外投資基金	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	16.3	Note 1 註解1

Note 1: The significant unobservable inputs of the investments of the Group are the net asset value of the underlying investments made by the funds/companies. The higher the net asset value of the underlying investments, the higher the fair value of the financial assets at fair value through profit or loss will be. The Group has determined that the reported net asset values represent the fair values of the investments provided by the external counterparties.

註解1：本集團投資的重大不可觀察輸入數據為基金／公司作出的相關投資的資產淨值。相關投資的資產淨值愈高，透過損益賬按公平價值處理之金融資產的公平價值將會愈高。本集團以呈報之資產淨值作為外部交易對手投資的公平價值。

Note 2: There is no indication that any changes in the unobservable inputs to reflect reasonably possible alternative assumptions for the investments would result in significantly higher or lower fair value measurements.

註解2：並無跡象表明不可觀察輸入數據的任何變動以反映投資的合理可能替代假設將導致公平價值計量出現大幅上升或下降。

Note 3: An investment held by a wholly-owned subsidiary of the Group remains to be in level 3 during the period ended 31 December, 2024 due to unobservability of valuation inputs. Significant assumptions involved in this valuation of fair value of the investment (which is an unlisted overseas equity security) include the success probability of legal proceedings in relation to the underlying agreements and share registration, the selection of market multiple and comparable companies, and the estimation of discount for lack of marketability.

註解3：截至二零二四年十二月三十一日止期間，本集團一間全資附屬公司持有屬於第三級的投資由於估值輸入數據無法觀察，該投資（為非上市海外股本證券）的公平價值估值涉及的重大假設包括與相關協議及股份登記相關的法律訴訟成功概率、選擇的市場倍數及可比較公司及缺乏市場流動性的折讓估計。

for the year ended 31st December, 2024

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

The reconciliation of financial assets and liabilities under Level 3 fair value measurements is as follows:

At 1st January, 2023	於二零二三年一月一日
Total gains (losses):	收益(虧損)總額：
– in profit or loss	– 於損益
– in other comprehensive income	– 於其他全面收益
Purchases	購入
Transfer <sup>^</sup>	結轉 <sup>^</sup>
Disposal/exercise/derecognition	出售／行使／終止確認
Return of capital	資本返還
Exchange differences	匯兌差額
At 31st December, 2023	於二零二三年十二月三十一日
Total gains (losses):	收益(虧損)總額：
– in profit or loss	– 於損益
– in other comprehensive income	– 於其他全面收益
Purchases	購入
Transfer <sup>^</sup>	結轉 <sup>^</sup>
Disposal/exercise/derecognition	出售／行使／終止確認
Return of capital	資本返還
Distribution out of capital	從資本中分派
Exchange differences	匯兌差額
At 31st December, 2024	於二零二四年十二月三十一日

<sup>^</sup> The investments were transferred between Level 2 and Level 3 categories and the transfers are primarily attributable to changes in observability of valuation inputs (e.g. availability of recent transaction price) in valuing these investments. Transfers between levels of the fair value hierarchy are deemed to occur at the end of each reporting period.

The net gains recognised in profit or loss for the year included an unrealised gains of HK\$65.7 million relating to level 3 financial assets at FVTPL as at 31st December, 2024 (2023: unrealised losses of HK\$79.4 million) and an unrealised losses of HK\$5.2 million relating to level 3 financial liabilities at FVTPL as at 31st December, 2024 (2023: HK\$10.2 million). Fair value gains or losses on financial assets and liabilities measured at FVTPL are included in "net gain (loss) on financial assets and liabilities at fair value through profit or loss".

截至二零二四年十二月三十一日止年度

**30. 金融資產及負債(續)**

第三級公平價值計量下之金融資產及負債對賬如下：

Financial assets at FVTOCI 透過其他全面 收益按 公平價值處理 之金融資產 HK\$ Million 百萬港元	Financial assets at FVTPL 透過損益賬 按公平價值 處理之 金融資產 HK\$ Million 百萬港元	Financial liabilities at FVTPL 透過損益賬 按公平價值 處理之 金融負債 HK\$ Million 百萬港元
38.1	10,262.9	(121.9)
–	164.6	(10.2)
2.3	–	–
–	1,050.4	–
–	39.4	–
–	(854.8)	–
–	(59.6)	–
–	0.4	–
<b>40.4</b>	<b>10,603.3</b>	<b>(132.1)</b>
–	327.2	(5.2)
(5.9)	–	–
–	1,026.4	(25.9)
–	206.3	(34.4)
–	(1,504.8)	–
–	(79.9)	–
–	(3.4)	–
–	(69.7)	–
<b>34.5</b>	<b>10,505.4</b>	<b>(197.6)</b>

<sup>^</sup> 投資由第二級轉移至第三級類別，轉移主要由於對該等投資進行估值時輸入數據(如提供近期交易價格)的可觀察程度發生變動。公平價值等級之間的轉移被視為於各報告期末發生。

於二零二四年十二月三十一日，本年度損益賬確認的收益淨額已計入透過損益賬按公平價值處理之第三級金融資產的未變現收益65.7百萬港元(二零二三年：未變現虧損79.4百萬港元)及於二零二四年十二月三十一日，透過損益賬按公平價值處理之第三級金融負債的未變現虧損5.2百萬港元(二零二三年：10.2百萬港元)。透過損益賬按公平價值處理計量之金融資產及負債之公平價值收益或虧損已計入「透過損益賬按公平價值處理之金融資產及負債收益(虧損)淨額」內。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

The carrying amounts of the Group's financial assets at the end of the reporting period were as follows:

本集團金融資產於報告期末之賬面值如下：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Financial assets at FVTPL	透過損益賬按公平價值處理之金融資產	14,718.4	15,804.6
Financial assets measured at amortised cost under non-current assets	歸類為非流動資產之按攤銷成本計量之金融資產		
– Trade and other receivables (note 35)	– 貿易及其他應收款項 (附註35)	49.8	53.3
– Loans and advances to consumer finance customers (note 31)	– 消費金融客戶貸款及墊款 (附註31)	3,712.7	3,709.0
– Mortgage loans (note 32)	– 按揭貸款(附註32)	539.2	758.1
– Term loans (note 34)	– 有期貸款(附註34)	41.9	180.0
– Amounts due from associates (note 36)	– 聯營公司欠款(附註36)	217.5	87.1
– Amounts due from joint ventures (note 36)	– 合營公司欠款 (附註36)	4,500.6	3,451.8
Financial assets measured at amortised cost under current assets	歸類為流動資產之按攤銷成本計量之金融資產		
– Pledged bank deposits (note 37)	– 用作抵押之銀行存款 (附註37)	–	33.4
– Bank deposits (note 37)	– 銀行存款(附註37)	2,426.2	1,214.8
– Trade and other receivables (note 35)	– 貿易及其他應收款項 (附註35)	831.2	670.5
– Amounts due from brokers	– 經紀欠款	427.3	590.9
– Cash and cash equivalents (note 37)	– 現金及現金等價物 (附註37)	15,139.0	14,702.0
– Loans and advances to consumer finance customers (note 31)	– 消費金融客戶貸款及墊款 (附註31)	6,815.7	6,918.2
– Mortgage loans (note 32)	– 按揭貸款(附註32)	1,439.6	1,710.6
– Term loans (note 34)	– 有期貸款(附註34)	599.2	446.8
– Amounts due from associates (note 36)	– 聯營公司欠款(附註36)	229.9	210.9
– Amounts due from joint ventures (note 36)	– 合營公司欠款 (附註36)	346.9	1,192.8
		37,316.7	35,930.2
Financial assets at FVTOCI	透過其他全面收益按公平價值處理之金融資產	470.7	363.0
		52,505.8	52,097.8

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

The carrying amounts of the Group's financial liabilities and lease liabilities at the end of the reporting period were as follows:

**30. 金融資產及負債(續)**

本集團金融負債及租賃負債於報告期末之賬面值如下：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債		
– Bank and other borrowings (note 42)	– 銀行及其他借貸(附註42)	16,850.1	18,612.3
– Trade and other payables (note 38)	– 貿易及其他應付款項(附註38)	2,754.6	2,518.2
– Amounts due to associates	– 欠聯營公司款項	12.6	187.9
– Amounts due to brokers	– 欠經紀款項	88.5	77.4
– Amounts due to joint ventures	– 欠合營公司款項	1,866.5	1,934.5
– Amounts due to non-controlling interests	– 欠非控股權益款項	0.2	0.2
– Other liabilities (note 45)	– 其他負債(附註45)	84.9	63.9
– Notes payable (note 43)	– 應付票據(附註43)	3,050.0	5,768.6
		<b>24,707.4</b>	<b>29,163.0</b>
Financial liabilities at FVTPL	透過損益賬按公平價值處理之金融負債		
– Held for trading	– 持作交易用途	302.9	367.6
		<b>25,010.3</b>	<b>29,530.6</b>
Lease liabilities (note 44)	租賃負債(附註44)	<b>326.6</b>	<b>383.0</b>

Save as disclosed elsewhere, the management of the Group considers that the carrying amounts of financial assets and liabilities measured at amortised cost recognised in the consolidated financial statements approximate their fair values.

**Financial assets and financial liabilities offsetting**

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the Group's consolidated statement of financial position.

The Group has entered certain derivative transactions that are covered by the International Swaps and Derivatives Association Master Agreements ("ISDA Agreements") signed with various banks. These derivative instruments are not offset in the consolidated statement of financial position as the ISDA Agreements are in place with a right of set off only in the event of default, insolvency or bankruptcy so that the Group currently has no legally enforceable right to set off the recognised amounts.

除上文所披露外，本集團管理層認為，綜合財務報表中已確認並按攤銷成本計量的金融資產及負債的賬面值與其公平價值相若。

**抵銷金融資產及金融負債**

下表所載披露包括金融資產及金融負債，其為受可強制執行總淨額結算安排或涵蓋類似金融工具的類似協議所規限，不論其是否於本集團綜合財務狀況表內抵銷。

本集團已訂立若干衍生工具交易，其受與各家銀行簽訂的國際掉期及衍生工具主協議("ISDA協議")所涵蓋。由於ISDA協議訂明抵銷權只可於違約、無力償債或破產時行使，故本集團目前並無合法可強制執行權利抵銷已確認的金額，而該等衍生工具並無於綜合財務狀況表抵銷。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

**Financial assets and financial liabilities offsetting (Cont'd)**

Financial assets and liabilities subject to offsetting, enforceable master netting arrangements and similar agreements:

**抵銷金融資產及金融負債(續)**

受抵銷、可強制執行總淨額結算安排及類似協議所規限的金融資產及負債如下：

		Gross amounts set off in the consolidated statement of financial position 於綜合財務狀況 表內抵銷總額 HK\$ Million 百萬港元	Gross amounts of recognised financial assets and liabilities 已確認金融資產 及負債總額 HK\$ Million 百萬港元	Net amounts presented in the consolidated statement of financial position 於綜合財務狀況 表呈列的淨額 HK\$ Million 百萬港元	Related amounts not set off in the consolidated statement of financial position 並無於綜合財務狀況表內抵銷的 相關款項		Net amount 淨額 HK\$ Million 百萬港元
					Financial instruments 金融工具 HK\$ Million 百萬港元	Cash collateral received/ pledged 已收/已抵押 現金抵押 HK\$ Million 百萬港元	
At 31st December, 2024	於二零二四年十二月三十一日						
Type of financial assets	金融資產類型						
Financial assets at FVTPL	透過損益賬按公平價值處理之 金融資產	811.0	-	811.0	(79.9)	-	731.1
Type of financial liabilities	金融負債類型						
Financial liabilities at FVTPL	透過損益賬按公平價值處理之 金融負債	79.9	-	79.9	(79.9)	-	-
At 31st December, 2023	於二零二三年十二月三十一日						
Type of financial assets	金融資產類型						
Financial assets at FVTPL	透過損益賬按公平價值處理之 金融資產	957.7	-	957.7	(143.8)	-	813.9
Type of financial liabilities	金融負債類型						
Financial liabilities at FVTPL	透過損益賬按公平價值處理之 金融負債	143.8	-	143.8	(143.8)	-	-

Further details on financial risk management of financial assets and liabilities are disclosed in note 48.

金融資產及負債之金融風險管理進一步詳情於附註48披露。



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**31. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS****31. 消費金融客戶貸款及墊款**

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Loans and advances to consumer finance customers	消費金融客戶貸款及墊款		
Hong Kong	香港	9,199.4	9,123.7
PRC	中國	1,942.3	2,073.3
		<b>11,141.7</b>	11,197.0
		<b>(613.3)</b>	(569.8)
Less: impairment allowance	減：減值撥備		
		<b>10,528.4</b>	10,627.2
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Non-current assets	非流動資產	3,712.7	3,709.0
Current assets	流動資產	6,815.7	6,918.2
		<b>10,528.4</b>	10,627.2

The loans and advances to consumer finance customers bear interest rate are as follows:

消費金融客戶貸款及墊款按以下利率計息：

		2024 二零二四年 Per annum 每年	2023 二零二三年 Per annum 每年
Fixed rate loans receivable	定息應收貸款	6.0% – 48.0%	6.0% – 48.0%
		6.0%至48.0%	6.0%至48.0%
Variable rate loans receivable	浮息應收貸款	P+4.0%	P+4.0%
		P+4.0%	P+4.0%

“P” refers to Hong Kong dollars prime rate offered by The Hongkong and Shanghai Banking Corporation Limited from time to time to its prime customers, which is 5.25% per annum at 31st December, 2024 (2023: 5.875% per annum).

「P」指香港上海滙豐銀行有限公司不時向其主要客戶提供的港元優惠利率，於二零二四年十二月三十一日為每年5.25%（二零二三年：每年5.875%）。

Movements of impairment allowance during the years of 2024 and 2023 are disclosed in note 48(b).

二零二四年及二零二三年減值撥備之變動於附註48(b)披露。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**31. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)****31. 消費金融客戶貸款及墊款(續)**

The consumer finance division calculates the impairment allowances for loans and advances to consumer finance customers using a collective assessment except for loans and advances to consumer finance customers with significant balances. The provision rates are based on aging of different consumer financing loan products as groupings of various debtors that have similar loss patterns and different factors, taking into account of historical default rates and collectability, adjusted by forward-looking information that is available without undue cost or effort. In addition, loans and advances to consumer finance customers with significant balances are assessed for impairment individually based on historical credit information, adjusted by forward-looking information that is available without undue cost or effort.

消費金融部門使用組合評估計算消費金融客戶貸款及墊款的減值撥備，除重大結餘的消費金融客戶貸款及墊款外。撥備率乃基於按具有類似虧損模式的各種債務人分組的不同消費金融貸款產品的賬齡及不同因素，計及過往違約率及可收回性，以及就無需過多成本或努力即可獲得的前瞻性資料作調整。此外，具有重大結餘的消費金融客戶貸款及墊款會根據過往信貸資料個別評估減值，以及就無需過多成本或努力即可獲得的前瞻性資料作調整。

The aging analysis for the loans and advances to consumer finance customers (net of impairment allowance) that are past due is as follows:

以下為已逾期之消費金融客戶貸款及墊款(扣除減值撥備)之賬齡分析：

Less than 31 days past due	逾期少於31日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
654.2	707.9
168.7	159.1
36.4	22.2
6.7	58.6
88.1	61.6
954.1	1,009.4

As at 31st December, 2024, loans and advances to consumer finance customers with aggregate carrying amount of HK\$954.1 million (2023: HK\$1,009.4 million) are past due. Out of the past due balances, HK\$77.1 million (2023: HK\$62.9 million) has been past due 91 days or more and is considered to be credit-impaired. The impairment provision has taken into account the credit quality of the underlying assets, the financial strength of the borrowers as well as collateral and other credit enhancements.

於二零二四年十二月三十一日，賬面值合共954.1百萬港元(二零二三年：1,009.4百萬港元)的消費金融客戶貸款及墊款已逾期。在已逾期的結餘中，77.1百萬港元(二零二三年：62.9百萬港元)已逾期91日或以上，並被視為已信貸減值。減值撥備已計及相關資產的信貸質素、借款人的財務實力及抵押品及其他信貸增強措施。

The loans and advances to consumer finance customers categorised as unsecured and secured, are as follows:

消費金融客戶貸款及墊款分類為無抵押及有抵押如下：

At the reporting date, loans and advances to consumer finance customers consisted of HK\$9,449.4 million unsecured (2023: HK\$9,678.5 million) and HK\$1,079.0 million secured (2023: HK\$948.7 million). The Group has not recognised a loss allowance for loans amounting to HK\$712.7 million (2023: HK\$493.0 million) which are secured by collateral.

於結算日，消費金融客戶貸款及墊款包括無抵押貸款9,449.4百萬港元(二零二三年：9,678.5百萬港元)及有抵押貸款1,079.0百萬港元(二零二三年：948.7百萬港元)。本集團尚未就712.7百萬港元(二零二三年：493.0百萬港元)以抵押品作抵押的貸款確認虧損撥備。

for the year ended 31st December, 2024

### 31. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)

The amount and type of collateral required depend on an assessment of the credit risk of the customer or counterparty.

The Group is entitled to sell or repledge collateral when there is default by the borrowers. There has not been any significant change in the quality of collateral held for loans and advances to consumer finance customers.

The main types of collateral and credit enhancement obtained are as follows:

- for personal lending, charges over residential properties/commercial properties; and
- for commercial lending, corporate guarantees, charges on real estate properties, pledge of shares or debentures over the borrower's assets.

In general, secured loans and advances are made to consumer finance customers with sufficient amount of collateral provided by them. Management requests additional collateral as appropriate in accordance with the underlying agreements, and monitors the market value of collateral during its review of the adequacy of the impairment allowance.

Estimates of the fair value of collateral are based on the valuation techniques commonly used for the corresponding assets at the time of borrowing.

It is the Group's policy to dispose of repossessed properties in an orderly fashion. The proceeds are used to reduce or repay the outstanding loan balances. In general, the Group does not retain repossessed properties for business purpose. As at 31st December, 2024, net realisable value of repossessed properties held by the Group amounted to HK\$3.0 million (2023: HK\$2.7 million).

In respect of the secured loans and advances to customers with the carrying amount of HK\$785.8 million (2023: HK\$557.8 million), the fair value of collateral of such loans and advances can be objectively ascertained to cover the outstanding amount of loan balances based on quoted prices of collateral.

截至二零二四年十二月三十一日止年度

### 31. 消費金融客戶貸款及墊款(續)

抵押品的規定數額和類型視乎評估客戶或交易對手之信貸風險情況的結果而定。

倘借款人違約，本集團有權出售或重新質押抵押品。就消費金融客戶貸款及墊款持有的抵押品質素並無重大變動。

所獲抵押品及信貸增強措施的主要類別如下：

- 個人貸款的抵押為住宅物業／商業物業；及
- 商業貸款的抵押為企業擔保、地產物業、股份質押或以借款人之資產為保證的債券。

一般而言，有抵押貸款及墊款是提供有足夠抵押品之消費金融客戶。管理層會因應相關協議要求額外抵押品，並於檢討減值撥備的充分性時監察抵押品的市值。

估計抵押品公平價值乃基於借貸時以相關資產的常用估值方法而釐定。

本集團的政策是有序地變賣沒收物業。變賣所得款項用以減低或償還未償還貸款結餘。一般而言，本集團不會保留沒收物業作商業用途。於二零二四年十二月三十一日，本集團持有沒收物業的可變現淨值3.0百萬港元(二零二三年：2.7百萬港元)。

向客戶提供的有抵押貸款及墊款(根據抵押品的報價，其抵押品的公平價值是可客觀確定為足夠償付未償還的貸款結餘)之賬面值為785.8百萬港元(二零二三年：557.8百萬港元)。

## 32. MORTGAGE LOANS

## 32. 按揭貸款

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Mortgage loans Hong Kong	按揭貸款 香港	2,146.2	2,569.1
Less: impairment allowance	減：減值撥備	(167.4)	(100.4)
		1,978.8	2,468.7
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Non-current assets	非流動資產	539.2	758.1
Current assets	流動資產	1,439.6	1,710.6
		1,978.8	2,468.7

The mortgage loans bear interest rate are as follows:

按揭貸款按以下利率計息：

		2024 二零二四年 Per annum 每年	2023 二零二三年 Per annum 每年
Fixed rate loan receivable	定息應收貸款	8% to 21.0% 8%至21.0%	8% to 20.5% 8%至20.5%
Variable rate loan receivable	浮息應收貸款	P+0.5% to P+11.875% P+0.5%至 P+11.875%	P+0.5% to P+10.125% P+0.5%至 P+10.125%

Movement of impairment allowance during the year of 2024 and 2023 are disclosed in note 48(b) to the consolidated financial statements.

二零二四年及二零二三年減值撥備之變動於綜合財務報表附註48(b)披露。

The mortgage loans have been reviewed by the mortgage loans division to assess impairment allowances which are based on an evaluation of collectability, aging analysis of accounts, fair value of collateral and on management's judgement, including the current creditworthiness and the past collection statistics of individual accounts and are adjusted for forward-looking information that is available without undue cost or effort.

按揭貸款組已審閱按揭貸款，從而對減值撥備進行評估，評估基礎為可收回性評估、賬齡分析、抵押品公平價值及管理層判斷，包括獨立客戶現時的信譽及過往收款數據，並就毋須過多成本或努力即可獲得的前瞻性資料作調整。

for the year ended 31st December, 2024

32. MORTGAGE LOANS (CONT'D)

The aging analysis for the mortgage loans that are past due is as follows:

Less than 31 days past due	逾期少於31日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上

At the reporting date, mortgage loans with aggregate carrying amount of HK\$928.7 million (2023: HK\$613.0 million) are past due. Out of the past due balances, HK\$713.4 million (2023: HK\$496.0 million) which are secured by collateral has been past due 90 days or more and is considered to be credit-impaired. The impairment provision has taken into account the credit quality of the underlying assets, the financial strength of the borrowers as well as collateral and other credit enhancements.

The mortgage loans categorised as unsecured and secured, are as follows:

At the reporting date, mortgage loans consisted of HK\$112.3 million unsecured (2023: HK\$153.4 million) and HK\$1,866.5 million secured (2023: HK\$2,315.3 million). The Group has not recognised a loss allowance for loans amounting to HK\$1,157.6 million (2023: HK\$1,677.6 million) which are secured by collateral.

The amount and type of collateral required depends on an assessment of the credit risk of the customer. The main types of collateral and credit enhancement obtained are mortgages over residential properties/commercial properties.

The Group is entitled to sell or repledge collateral when there is a default by the borrowers. During the year 2024, management observed an increase in the loan-to-value ratio of the collateral held for mortgage loans. Given the recent property market conditions in Hong Kong, management needs to reassess the implications of these trends on our collateral quality and provide sufficient impairment if necessary.

截至二零二四年十二月三十一日止年度

32. 按揭貸款(續)

以下為已逾期之按揭貸款之賬齡分析：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
102.4	101.1
31.7	8.9
81.2	7.0
231.6	381.4
481.8	114.6
928.7	613.0

於結算日，賬面值合共928.7百萬港元(二零二三年：613.0百萬港元)的按揭貸款已逾期。在已逾期的結餘中，713.4百萬港元(二零二三年：496.0百萬港元)以抵押品作抵押，其已逾期90日或以上，並被視為已信貸減值。減值撥備已計及相關資產的信貸質素、借款人的財務實力以及抵押品及其他信貸增強措施。

按揭貸款分類為無抵押及有抵押如下：

於結算日，按揭貸款包括無抵押貸款112.3百萬港元(二零二三年：153.4百萬港元)及有抵押貸款1,866.5百萬港元(二零二三年：2,315.3百萬港元)。本集團尚未就1,157.6百萬港元(二零二三年：1,677.6百萬港元)以抵押品作抵押的貸款確認虧損撥備。

抵押品的規定數額和類型視乎客戶的信貸風險評估結果而定。獲得的抵押品及信貸增強措施主要為住宅物業／商業物業的按揭。

倘借款人違約，本集團有權出售或重新質押抵押品。於二零二四年度，管理層觀察到持有的按揭貸款抵押品的貸款價值比率有所上升。鑑於香港近期的物業市況狀況，管理層需重新評估該等趨勢對抵押品質素的影響，並於必要時計提充足減值。



**32. MORTGAGE LOANS (CONT'D)**

In general, mortgage loans are granted on a secured basis with sufficient amount of collateral provided by the borrower. Management requests additional collateral as appropriate in accordance with the underlying agreements, and monitors the market value of collateral during its review of the adequacy of the impairment allowance.

Estimates of the fair value of collateral are based on valuation techniques commonly used for the corresponding assets at the time of borrowing.

It is the Group's policy to dispose of repossessed properties in an orderly fashion. The proceeds are used to reduce or repay the outstanding loan balances. In general, the Group does not retain repossessed properties for business purposes. At the end of the reporting period, the net realisable value of the repossessed properties held by the Group is HK\$474.1 million (2023: HK\$72.0 million).

In respect of the secured mortgage loans to mortgage loan customers with the carrying amount of HK\$1,866.5 million (2023: HK\$2,315.3 million), the fair value of the collateral of such mortgage loans can be objectively ascertained to cover a substantial portion of the outstanding loan amounts based on valuations conducted by Valuer.

The unsecured mortgage loans include second mortgage loans in respect of which the Group are not entitled to the first charge of relevant mortgage properties. Management considers that the second mortgage loans are classified as unsecured loans due to the impediment in repossession of the mortgage properties and the practical difficulties to ascertain the residual collateral value after claim by first mortgagee.

**32. 按揭貸款(續)**

一般而言，以抵押基準授出的按揭貸款是提供給具有足夠抵押品之借款人。管理層會因應相關協議恰當要求額外抵押品，並於檢討減值撥備的充分性時監察抵押品的市值。

抵押品公平價值的估計乃基於於借貸時以相關資產的常用估值方法而釐定。

本集團的政策是有序地變賣沒收物業。所得款項用以減低或償還未償還貸款結餘。一般而言，本集團不會保留沒收物業作商業用途。於報告期末，本集團所持有的沒收物業的可變現淨值為474.1百萬港元(二零二三年：72.0百萬港元)。

向按揭貸款客戶提供的有抵押按揭貸款(根據估值師進行的估值，該等按揭貸款抵押品的公平價值是可客觀確定為足夠償付大部分未償還的貸款金額)之賬面值為1,866.5百萬港元(二零二三年：2,315.3百萬港元)。

無抵押按揭貸款包括二按貸款，本集團並無有關按揭物業第一押記之權利。由於收回按揭物業存有阻礙以及確定抵押品於承受第一押記抵押人索償後的剩餘價值存在實際困難，故管理層認為該等二按貸款分類為無抵押貸款。



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 33. DEFERRED TAX

The following are the major deferred tax assets and liabilities of the Group recognised and movements thereon during the current and prior years:

		Business combinations	Adjustments to conform to the Group's accounting policies	Elimination of inter-company charges in properties	Withholding tax on undistributed earnings	Accelerated tax depreciation	Revaluation of assets	Provisions and impairment	Unrealised gain	Others	Tax losses	Total
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬元	百萬元	百萬元	百萬元	百萬元	百萬元	百萬元	百萬元	百萬元	百萬元	百萬元
At 1st January, 2023	於二零二三年一月一日	3,090.9	(35.1)	(26.7)	441.1	323.3	2,611.7	(473.0)	14.8	2.1	(154.9)	5,794.2
Exchange adjustments	匯兌調整	(64.1)	0.5	-	(10.2)	0.1	(50.4)	3.4	(0.4)	0.1	1.2	(119.8)
Acquisition of a subsidiary (note 13(a))	收購一間附屬公司 (附註13(a))	87.5	-	-	1.4	-	35.4	-	-	-	-	124.3
Recognised in other comprehensive income (restated)	於其他全面收益確認 (經重列)	(6.0)	(0.1)	-	-	-	12.5	-	-	-	-	6.4
Recognised in profit or loss	於損益確認	(224.2)	7.3	-	40.2	9.8	123.8	184.4	(16.4)	0.6	(68.9)	56.6
At 31st December, 2023 (restated)	於二零二三年十二月三十一日 (經重列)	2,884.1	(27.4)	(26.7)	472.5	333.2	2,733.0	(285.2)	(2.0)	2.8	(222.6)	5,861.7
Exchange adjustments	匯兌調整	(28.1)	0.1	-	(4.4)	0.1	(26.3)	1.9	(0.3)	-	1.3	(55.7)
Recognised in other comprehensive income	於其他全面收益確認	(8.9)	(0.2)	-	-	-	8.9	-	-	-	-	(0.2)
Recognised in profit or loss	於損益確認	(131.0)	16.9	-	(73.1)	10.1	(168.1)	34.4	(2.5)	4.8	46.9	(261.6)
At 31st December, 2024	於二零二四年十二月三十一日	2,716.1	(10.6)	(26.7)	395.0	343.4	2,547.5	(248.9)	(4.8)	7.6	(174.4)	5,544.2

For reporting purposes, certain deferred tax assets and liabilities have been offset in the underlying subsidiaries. The following is the analysis of the deferred tax balances of the Group for financial reporting purposes:

就報告目的而言，若干遞延稅項資產及負債已於相關附屬公司抵銷。以下為本集團就財務報告所作的遞延稅項結餘分析：

	2024 二零二四年 HK\$ Million 百萬元	2023 二零二三年 HK\$ Million 百萬元 (Restated) (經重列)
Deferred tax liabilities	5,941.2	6,366.3
Deferred tax assets	(397.0)	(504.6)
	5,544.2	5,861.7

**33. DEFERRED TAX (CONT'D)**

At the end of the reporting period, the Group had unrecognised deductible temporary differences of HK\$2,177.3 million (2023: HK\$1,575.9 million) and estimated unused tax losses of HK\$8,795.1 million (2023: HK\$8,539.1 million) available to offset against future assessable profits. A deferred tax asset has been recognised in respect of HK\$1,035.8 million (2023: HK\$1,327.5 million) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$7,759.3 million (2023: HK\$7,211.6 million) of losses due to the unpredictability of future assessable profit streams. The unrecognised tax losses included sums of HK\$915.8 million and HK\$4.5 million that will expire during 2025 to 2029 and expire during 2035 to 2037, respectively (2023: HK\$583.7 million and HK\$7.7 million that will expire during 2024 to 2028 and expire during 2035 to 2037, respectively).

Under the Law of PRC on Enterprise Income Tax, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1st January, 2008 onwards. Deferred tax has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$1,393.0 million at the end of the reporting period (2023: HK\$1,336.7 million). The taxable temporary differences have not been recognised as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

**33. 遞延稅項(續)**

於報告期末，本集團之未確認可扣減臨時差額為2,177.3百萬港元(二零二三年：1,575.9百萬港元)及可抵銷未來應課稅溢利之估計未動用稅項虧損8,795.1百萬港元(二零二三年：8,539.1百萬港元)。其中就1,035.8百萬港元(二零二三年：1,327.5百萬港元)之上述虧損確認遞延稅項資產。因未能確定未來應課稅溢利流，故並無就餘下虧損7,759.3百萬港元(二零二三年：7,211.6百萬港元)確認遞延稅項資產。未確認稅項虧損包括將分別於二零二五年至二零二九年內到期及於二零三五年至二零三七年內到期之款項915.8百萬港元及4.5百萬港元(二零二三年：將分別於二零二四年至二零二八年內到期及於二零三五年至二零三七年內到期之款項583.7百萬港元及7.7百萬港元)。

根據中國企業所得稅法，自二零零八年一月一日起，須就中國附屬公司所得溢利所宣派的股息繳納預扣稅。於報告期末，並無就中國附屬公司的累計溢利應佔臨時差額1,393.0百萬港元(二零二三年：1,336.7百萬港元)於綜合財務報表中計提遞延稅項撥備。由於本集團可控制撥回臨時差額之時間，而臨時差額可能將不會在可見將來撥回，因此並無確認應課稅臨時差額。

34. TERM LOANS

Secured term loans	有抵押有期貸款
Unsecured term loans	無抵押有期貸款
Less: impairment allowance	減：減值撥備
Analysed for reporting purposes as:	為呈報目的所作之分析：
Non-current assets	非流動資產
Current assets	流動資產

The term loans bear interest rate are as follows:

34. 有期貸款

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
1,375.5	1,380.7
108.4	91.5
1,483.9 (842.8)	1,472.2 (845.4)
641.1	626.8
41.9	180.0
599.2	446.8
641.1	626.8

有期貸款按以下利率計息：

2024 二零二四年 Per annum 每年	2023 二零二三年 Per annum 每年
8.2% to 36%	5.75% to 36%
8.2%至36%	5.75%至36%
5% to p+3%	p to p+3%
5%至p+3%	p至p+3%

“p” refers to Hong Kong dollars prime rate quoted by bank as specified as respective loan agreements.

「p」指相關貸款協議所訂的銀行所報港元最優惠利率。

**34. TERM LOANS (CONT'D)**

Movements of impairment allowance during the years of 2024 and 2023 are disclosed in note 48(b).

It is the Group's policy to dispose of repossessed collateral in an orderly fashion.

The Group considers a loan to be secured when there is collateral or credit enhancement in place. The main types of collateral and credit enhancement obtained include share charges over unlisted and listed equity securities, personal guarantees, assignment of rights and charges over properties. As at 31st December, 2024, the gross carrying amount of secured term loans amounts to HK\$1,375.5 million (2023: HK\$1,380.7 million). The Group has not recognised a loss allowance of nil (2023: HK\$1.2 million) for the loans which are secured by collateral. The Group is entitled to sell or repledge collateral when there is default by the borrowers. There has not been any significant changes in the quality of the collateral held for secured term loans.

No aging analysis is disclosed for term loans financing, as, in the opinion of the management, the aging analysis does not give additional value in the view of the nature of the term loans financing business.

Further details on financial risk management of term loans are disclosed in note 48.

**34. 有期貸款(續)**

二零二四年及二零二三年減值撥備之變動於附註48(b)披露。

本集團的政策是有序地變賣沒收抵押品。

如有抵押品或有信貸增長措施，則本集團認為貸款為有抵押。所獲得的抵押品及信貸增強措施的主要方式包括非上市及上市股本證券的股份抵押、個人擔保、物業的權利轉讓及質押。於二零二四年十二月三十一日，有抵押有期貸款的賬面總值為1,375.5百萬港元(二零二三年：1,380.7百萬港元)。本集團尚未就以抵押品作抵押的貸款確認為零(二零二三年：1.2百萬港元)虧損撥備。倘借款人違約，本集團有權出售或重新質押抵押品。就有抵押有期貸款持有的抵押品質素並無任何重大變動。

由於考慮到有期貸款融資業務的性質，管理層認為有期貸款融資的賬齡分析未能提供額外價值，故並無披露其賬齡分析。

有期貸款之金融風險管理之進一步詳情載於附註48。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**35. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES****35. 應收貿易款項、預付款項及其他應收款項**

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Trade receivables - accounts receivable from customers	應收貿易款項－來自客戶之應收款項	245.0	172.2
Less: impairment allowance	減：減值撥備	(7.8)	(0.8)
		237.2	171.4
Other receivables	其他應收款項		
Deposits	按金	190.3	135.6
Notes and others	票據及其他	520.6	478.6
Less: impairment allowance	減：減值撥備	(67.1)	(61.8)
		643.8	552.4
Trade and other receivables at amortised cost	按攤銷成本列賬之貿易及其他應收款項	881.0	723.8
Prepayments	預付款項	211.2	208.5
		1,092.2	932.3
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Non-current assets	非流動資產	49.8	53.3
Current assets	流動資產	1,042.4	879.0
		1,092.2	932.3

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**35. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (CONT'D)**

The following is an aging analysis of trade and other receivables based on the date of invoice/contract note at the reporting date:

Less than 31 days	少於31日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上
Trade and other receivables without aging	並無賬齡之貿易及其他應收款項
Less: impairment allowances	減：減值撥備
Trade and other receivables at amortised cost	按攤銷成本列賬之貿易及其他應收款項

The aging analysis for trade and other receivables that are past due is as follows:

Less than 31 days	少於31日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上

Further details on financial risk management of trade and other receivables are disclosed in note 48.

At the end of reporting period, notes receivables with carrying value of nil (2023: HK\$1.0 million) were pledged as security of the Group's bank and other borrowings. Details of the Group's bank and other borrowings being pledged to secure loans and general banking facilities are set out in note 53.

**35. 應收貿易款項、預付款項及其他應收款項(續)**

以下為於結算日之貿易及其他應收款項根據發票／合約單據日期作出之賬齡分析：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
380.5	190.4
60.6	32.5
13.8	26.8
19.4	23.7
96.2	89.2
570.5	362.6
385.4 (74.9)	423.8 (62.6)
881.0	723.8

已逾期的貿易及其他應收款項的賬齡分析如下：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
14.0	13.1
5.8	10.5
1.2	7.1
0.4	3.5
0.2	0.2
21.6	34.4

貿易及其他應收款項之金融風險管理之進一步詳情於附註48披露。

於報告期末，賬面值為無(二零二三年：1.0百萬港元)之應收票據已抵押用作本集團銀行及其他借貸的抵押品。本集團為擔保貸款及一般銀行融資而抵押的銀行及其他借貸的詳情載於附註53。



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**36. AMOUNTS DUE FROM ASSOCIATES AND JOINT VENTURES****(i) Amounts due from associates**

Amounts due from associates  
Less: impairment allowance

聯營公司欠款  
減：減值撥備

Analysed for reporting purposes as:  
Non-current assets  
Current assets

為呈報目的所作之分析：  
非流動資產  
流動資產

**(i) 聯營公司欠款**

	2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Amounts due from associates Less: impairment allowance	471.1 (23.7)	320.6 (22.6)
	447.4	298.0
Analysed for reporting purposes as: Non-current assets Current assets	217.5 229.9	87.1 210.9
	447.4	298.0

**(ii) Amounts due from joint ventures**

Amounts due from joint ventures

合營公司欠款

Analysed for reporting purposes as:  
Non-current assets  
Current assets

為呈報目的所作之分析：  
非流動資產  
流動資產

**(ii) 合營公司欠款**

	2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Amounts due from joint ventures	4,847.5	4,644.6
Analysed for reporting purposes as: Non-current assets Current assets	4,500.6 346.9	3,451.8 1,192.8
	4,847.5	4,644.6

Further details of amounts due from associates and joint ventures are disclosed in notes 48 and 54.

聯營公司及合營公司欠款之進一步詳情分別於附註48及54披露。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**37. BANK DEPOSITS, CASH AND CASH EQUIVALENTS****37. 銀行存款、現金及現金等價物**

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Bank balances and cash	銀行結餘及現金	7,529.7	10,279.0
Fixed deposits with banks with an original maturity within 3 months	原到期日為三個月內之 銀行定期存款	7,609.3	4,423.0
Cash and cash equivalents	現金及現金等價物	15,139.0	14,702.0
Pledged bank deposits (note 53)	用作抵押之銀行存款(附註53)	–	33.4
Fixed deposits with banks with an original maturity between 4 to 12 months	原到期日為四至十二個月內之 銀行定期存款	842.9	230.6
Restricted bank deposits (Note)	受規管之銀行存款(註解)	1,583.3	984.2
		17,565.2	15,950.2

Note: The restricted bank deposits mainly represents that bank deposits that can only be applied in the designated property development projects.

註解：受規管之銀行存款主要指只適用於指定的物業發展項目之銀行存款。

Further details on financial risk management of bank deposits, cash and cash equivalents are disclosed in note 48.

銀行存款、現金及現金等價物之金融風險管理之進一步詳情於附註48披露。

**38. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS****38. 應付貿易款項、其他應付款項及應計款項**

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Accounts payable	應付款項	1,452.9	1,155.2
Deposit received	已收按金	243.7	188.0
Other payables	其他應付款項	1,058.0	1,175.0
Trade and other payables at amortised cost	按攤銷成本列賬之 貿易及其他應付款項	2,754.6	2,518.2
Accrued staff costs and other accrued expenses	應付員工成本及 其他應計費用	544.1	581.3
		3,298.7	3,099.5

for the year ended 31st December, 2024

38. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS (CONT'D)

The following is an aging analysis of the trade payables, other payables and accruals based on the date of invoice/ contract note at the reporting date:

截至二零二四年十二月三十一日止年度

38. 應付貿易款項、其他應付款項及應計款項(續)

以下為於結算日之應付貿易款項、其他應付款項及應計款項根據發票／合約單據日期作出之賬齡分析：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Less than 31 days/repayable on demand	少於31日／於要求時償還	632.3	734.3
31 to 60 days	31至60日	174.3	159.1
61 to 90 days	61至90日	39.0	102.7
91 to 180 days	91至180日	202.5	91.8
Over 180 days	180日以上	1,037.2	606.8
		2,085.3	1,694.7
Accrued staff costs, other accrued expenses and other payables without aging	並無賬齡之應計員工成本、其他應計費用及其他應付款項	1,213.4	1,404.8
		3,298.7	3,099.5

## 39. CONTRACT LIABILITIES

## 39. 合約負債

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Sales of properties	物業銷售	14,026.0	7,123.8
Healthcare and related services	醫療及相關服務	76.0	61.9
		14,102.0	7,185.7
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Current liabilities	流動負債	14,096.1	7,177.6
Non-current liabilities	非流動負債	5.9	8.1
		14,102.0	7,185.7

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

下表顯示本年度確認的收入與承前結轉的合約負債有關之金額。

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year:	包含於合約負債年初結餘內已確認為收入的金額：		
Sales of properties	物業銷售	21.6	506.5
Healthcare and related services	醫療及相關服務	56.1	—

As at 1st January, 2023, contract liabilities amounted to HK\$7,462.6 million.

於二零二三年一月一日，合約負債總額為7,462.6百萬港元。

for the year ended 31st December, 2024

39. CONTRACT LIABILITIES (CONT'D)

For sale of properties, the Group generally receives 20% to 60% (2023: 20% to 60%) of the contract value as deposits from customers when they sign the sale and purchase agreement. However, depending on market conditions, the Group may offer customers a discount compared to the listed sales price, provided that the customers agree to pay the balance of the consideration earlier while construction is still ongoing. The deposits and advance payment schemes result in contract liabilities being recognised throughout the property construction period until the customer obtains control of the completed property.

Contract liabilities relating to healthcare and related services are balances of advance payment from customers before the service commences, this will give rise to contract liabilities at the start of the relevant services, until the revenue recognised and the services rendered. The Group typically receives the advance payment based on the estimated fee quote on admission of customers.

40. SHARE CAPITAL

Issued and fully paid:  
At 1st January, 2023,  
31st December, 2023,  
1st January, 2024 and  
31st December, 2024

已發行及繳足：  
於二零二三年一月一日、  
二零二三年十二月三十一日、  
二零二四年一月一日及  
二零二四年十二月三十一日

截至二零二四年十二月三十一日止年度

39. 合約負債(續)

就物業銷售而言，本集團與客戶在簽訂買賣協議時，一般收取客戶20%至60%(二零二三年：20%至60%)合約金額作為訂金。然而，根據市場情況，如客戶同意在施工進行期間儘早支付購價的餘額，與銷售價單比較下，本集團可能向客戶提供折扣。由訂金和預付款計劃產生之合約負債，於整個物業工程期間一直維持確認，直至客戶取得已竣工物業的控制權。

醫療及相關服務相關的合約負債是指客戶在服務開始前預付的餘額。此項將於相關服務開始時產生合約負債，直至確認收入及完成服務為止。本集團通常根據客戶住院時的估算費用報價收取墊款。

40. 股本

Number of shares 股份數目	Amount 金額 HK\$ Million 百萬港元
3,513,684,360	2,221.7

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**41. ANALYSIS OF OTHER COMPREHENSIVE (EXPENSES) INCOME****41. 其他全面(費用)收益之分析**

		Attributable to owners of the Company 本公司股東應佔				Non-controlling interests 非控股權益	Total 總額
		Property revaluation reserve 物業 重估儲備 HK\$ Million 百萬港元	Investment revaluation reserve 投資 重估儲備 HK\$ Million 百萬港元	Translation reserve 匯兌儲備 HK\$ Million 百萬港元	Capital and other reserves 資本及 其他儲備 HK\$ Million 百萬港元	Share of net assets of subsidiaries 應佔附屬公司 淨資產 HK\$ Million 百萬港元	
For the year ended 31st December, 2024	截至二零二四年 十二月三十一日止年度						
Financial assets at FVTOCI	透過其他全面收益按公平 價值處理之金融資產	-	50.7	-	-	18.6	69.3
Exchange differences arising on translation to presentation currency	折算至呈列貨幣而 產生之匯兌差額	-	-	(145.4)	-	(118.2)	(263.6)
Exchange differences arising on translation of foreign operations	折算海外業務賬項而 產生之匯兌差額	-	-	(59.4)	-	(71.1)	(130.5)
Reclassification adjustment to profit or loss on liquidation of subsidiaries	附屬公司清盤時對損益之 重新分類調整	-	-	21.3	-	24.8	46.1
Revaluation gain on properties transferred from owner-occupied properties to investment properties	由業主佔用物業轉撥至 投資物業之物業 重估收益	49.4	-	-	-	2.6	52.0
Share of other comprehensive income (expenses) of associates	應佔聯營公司其他全面 收益(費用)	-	3.6	(90.3)	-	(3.2)	(89.9)
Share of other comprehensive (expenses) income of joint ventures	應佔合營公司其他全面 (費用)收益	-	-	(68.9)	0.8	(42.5)	(110.6)
		49.4	54.3	(342.7)	0.8	(189.0)	(427.2)
For the year ended 31st December, 2023 (restated)	截至二零二三年十二月 三十一日止年度(經重列)						
Financial assets at FVTOCI	透過其他全面收益按公平 價值處理之金融資產	-	(57.9)	-	-	(24.8)	(82.7)
Exchange differences arising on translation to presentation currency	折算至呈列貨幣而產生之 匯兌差額	-	-	(220.0)	-	(178.9)	(398.9)
Exchange differences arising on translation of foreign operations	折算海外業務賬項而產生之 匯兌差額	-	-	(31.0)	-	(12.8)	(43.8)
Others	其他	-	-	-	0.1	0.1	0.2
Revaluation gain on properties transferred from owner-occupied properties to investment properties	由業主佔用物業轉撥至 投資物業之物業 重估收益	9.3	-	-	-	10.8	20.1
Share of other comprehensive (expenses) income of associates	應佔聯營公司其他全面 (費用)收益	-	(0.5)	15.2	-	(1.1)	13.6
Share of other comprehensive expenses of joint ventures	應佔合營公司其他 全面費用	-	-	(120.8)	(0.4)	(89.8)	(211.0)
		9.3	(58.4)	(356.6)	(0.3)	(296.5)	(702.5)
As previously reported	過往列報	13.0	(58.4)	(356.6)	(0.3)	(294.7)	(697.0)
Change of accounting policy (note 3)	會計政策的變更(附註3)	(3.7)	-	-	-	(1.8)	(5.5)
As restated	經重列	9.3	(58.4)	(356.6)	(0.3)	(296.5)	(702.5)



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 42. BANK AND OTHER BORROWINGS

## 42. 銀行及其他借貸

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Bank loans	銀行貸款	16,247.5	17,950.2
Other borrowings	其他借貸	602.6	662.1
		<b>16,850.1</b>	<b>18,612.3</b>
Analysed as:	列為：		
Secured	有抵押	6,632.9	8,736.5
Unsecured	無抵押	10,217.2	9,875.8
		<b>16,850.1</b>	<b>18,612.3</b>
Bank loans are repayable as follows:	銀行貸款償還期限如下：		
Within one year	一年內	7,498.3	6,047.0
More than one year but not exceeding two years	一年以上但不超過兩年	1,554.8	2,194.8
More than two years but not exceeding five years	兩年以上但不超過五年	2,730.1	5,272.5
More than five years	超過五年	1,021.2	716.3
Bank loans with a repayment on demand clause are repayable as follows:	具有按要求償還條文之銀行貸款償還期限如下：		
Within one year	一年內	3,086.1	3,719.6
More than one year but not exceeding two years	一年以上但不超過兩年	42.0	—
More than two years but not exceeding five years	兩年以上但不超過五年	315.0	—
		<b>16,247.5</b>	<b>17,950.2</b>
Other borrowings are repayable as follows:	其他借貸償還期限如下：		
More than one year but not exceeding two years	一年以上但不超過兩年	415.0	—
More than two years but not exceeding five years	兩年以上但不超過五年	—	600.0
Over five years	五年後	62.1	62.1
Other borrowings with a repayment on demand clause are repayable as follows:	具有按要求償還條文之其他借貸償還期限如下：		
More than one year but not exceeding two years	一年以上但不超過兩年	125.5	—
		<b>602.6</b>	<b>662.1</b>
		<b>16,850.1</b>	<b>18,612.3</b>
Less: Amount repayable within one year shown under current liabilities	減：須於一年內償還及列於流動負債之款項	(11,066.9)	(9,766.6)
Amount due after one year	一年後到期之款項	<b>5,783.2</b>	<b>8,845.7</b>

**42. BANK AND OTHER BORROWINGS (CONT'D)**

The Group's bank loans and other borrowings that are denominated in currencies other than Hong Kong dollars are set out below:

British pounds ("GBP")	英鎊(「英鎊」)
RMB	人民幣
US\$	美元
AUD	澳元

**42. 銀行及其他借貸(續)**

本集團以港元以外之貨幣列值之銀行貸款及其他借貸列載如下：

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
417.6	461.5
3,964.6	4,844.7
1,063.3	663.7
532.9	269.9
<b>5,978.4</b>	<b>6,239.8</b>

Further details on financial risk management of bank and other borrowings are disclosed in note 48.

銀行及其他借貸之金融風險管理之進一步詳情於附註48披露。

Details of the assets of the Group pledged to secure bank and other borrowings are set out in note 53.

本集團為銀行及其他借貸抵押之資產詳情載於附註53。

**43. NOTES PAYABLE**

US dollar denominated notes ("US\$ Notes")
5.75% US\$ Notes maturing in November 2024 ("2024 Notes")
5.00% US\$ Notes maturing in September 2026 ("2026 Notes")

美元票據 (「美元票據」)
於二零二四年十一月到期之 5.75%美元票據 (「二零二四年票據」)
於二零二六年九月到期之 5.00%美元票據 (「二零二六年票據」)

HK dollar denominated notes ("HK\$ Notes")
Asset backed notes maturing in June 2025

港元票據 (「港元票據」)
於二零二五年六月到期之 資產支持票據

Analysed for reporting purposes as:
Current liabilities
Non-current liabilities

為呈報目的所作之分析：
流動負債
非流動負債

**43. 應付票據**

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
–	2,322.6
2,949.7	3,044.8
100.3	401.2
<b>3,050.0</b>	<b>5,768.6</b>
156.1	2,780.8
2,893.9	2,987.8
<b>3,050.0</b>	<b>5,768.6</b>

for the year ended 31st December, 2024

### 43. NOTES PAYABLE (CONT'D)

The US\$ Notes were issued by Sun Hung Kai & Co. (BVI) Limited, a subsidiary of SHK, under a US\$3 billion guaranteed medium term note programme.

The 2026 Notes are listed on the Stock Exchange. The nominal value of the 2026 Notes after eliminating the intra-group holdings was US\$374.2 million or equivalent to HK\$2,905.6 million (2023: US\$384.2 million or equivalent to HK\$3,000.0 million) at the end of the reporting period. The fair value of the 2026 Notes after eliminating the intra-group holdings based on the price quoted from pricing service at the end of the reporting period was HK\$2,849.3 million (2023: HK\$2,620.7 million) which was categorised as Level 2.

During the year ended 31st December, 2024, SHK has repurchased an aggregate principal amount of US\$28.0 million or equivalent to approximately HK\$218.7 million of the 2024 Notes (2023: US\$24.6 million or equivalent to approximately HK\$193.2 million) and an aggregate principal amount of US\$9.9 million or equivalent to approximately HK\$77.3 million of the 2026 Notes (2023: US\$34.9 million or equivalent to approximately HK\$273.5 million). All Notes were cancelled during the year. Gain on repurchase of notes amounted to HK\$5.0 million for the year (2023: HK\$38.9 million) as disclosed in note 15. The 2024 Notes matured in November 2024 and the outstanding balance was fully repaid during the year ended 31st December, 2024.

In 2021, SHK entered into a HK\$1,066.7 million securitisation financing transaction ("Transaction"). Pursuant to the Transaction, SHK transferred mortgage loans receivable to a special purpose vehicle ("SPV") operated in Hong Kong. The Transaction consists of two classes - Class A and Class B. In 2024, SHK renewed the Transaction into a HK\$1,611.4 million securitisation financing transaction. Class B notes of HK\$411.4 million was subscribed by a subsidiary of SHK.

截至二零二四年十二月三十一日止年度

### 43. 應付票據(續)

新鴻基之附屬公司Sun Hung Kai & Co. (BVI) Limited根據30億美元擔保中期票據計劃發行了美元票據。

二零二六年票據已於聯交所上市。於報告期末，經扣除集團間持有之票據後，二零二六年票據之面值為374.2百萬美元或相當於2,905.6百萬港元(二零二三年：384.2百萬美元或相當於3,000.0百萬港元)。於報告期末，經扣除集團間持有之票據後，根據定價服務所報價格，二零二六年票據之公平價值為2,849.3百萬港元(二零二三年：2,620.7百萬港元)，分類為第二級。

截至二零二四年十二月三十一日止年度，新鴻基購回本金總額28.0百萬美元或相當於約218.7百萬港元之二零二四年票據(二零二三年：24.6百萬美元或相當於約193.2百萬港元)，以及本金總額9.9百萬美元或相當於約77.3百萬港元之二零二六年票據(二零二三年：34.9百萬美元或相當於約273.5百萬港元)。所有票據已於年內註銷。年內購回票據之收益5.0百萬港元(二零二三年：38.9百萬港元)於附註15披露。二零二四年票據於二零二四年十一月到期，而未償還結餘已於截至二零二四年十二月三十一日止年度悉數償還。

於二零二一年，新鴻基進行1,066.7百萬港元的證券化融資交易(「該交易」)。根據該交易，新鴻基將應收按揭貸款轉讓至於香港營運的特殊目的公司(「特殊目的公司」)。該交易包括A類及B類兩類票據。於二零二四年，新鴻基重續該交易至1,611.4百萬港元的一項證券化融資交易。411.4百萬港元的B類票據由新鴻基一間附屬公司認購。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**43. NOTES PAYABLE (CONT'D)**

SHK holds undivided interest in the mortgage loans receivable transferred. In accordance with HKFRS 10 Consolidated Financial Statements, the SPV is controlled by SHK and the results thereof are consolidated by SHK in its consolidated financial statements. According to HKFRS 9, assets transferred under the Transaction have not been derecognised and remained in SHK's consolidated financial statements. The debt issued is backed by the mortgage loans receivable transferred and is recognised in the Group's consolidated financial statements with the carrying amount denominated in HK dollar.

**43. 應付票據(續)**

新鴻基持有所轉讓的應收按揭貸款的不可分割權益。根據香港財務報告準則第10號「綜合財務報表」，特殊目的公司由新鴻基控制，其業績由新鴻基在其綜合財務報表中綜合入賬。根據香港財務報告準則第9號，該交易所轉讓的資產尚未終止確認，並保留在新鴻基的綜合財務報表。所發行的債務以所轉讓的應收按揭貸款作為抵押，並在本集團的綜合財務報表中確認，賬面值以港元計值。

		Asset backed notes 資產支持票據 HK\$ Million 百萬港元
<b>As at 31st December, 2024</b>	<b>於二零二四年十二月三十一日</b>	
Carrying amount of transferred assets	已轉讓資產的賬面值	<b>156.3</b>
Carrying amount of associated liabilities	相關負債的賬面值	<b>100.3</b>
Net position	淨值	<b>56.0</b>
<b>As at 31st December, 2023</b>	<b>於二零二三年十二月三十一日</b>	
Carrying amount of transferred assets	已轉讓資產的賬面值	732.0
Carrying amount of associated liabilities	相關負債的賬面值	401.2
Net position	淨值	<b>330.8</b>

**44. LEASE LIABILITIES****44. 租賃負債**

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Current liabilities	流動負債	<b>139.4</b>	124.4
Non-current liabilities	非流動負債	<b>187.2</b>	258.6
		<b>326.6</b>	383.0
Maturity analysis:	到期日分析：		
Not later than one year	一年內	<b>139.4</b>	124.4
Later than one year and not later than two years	一年後及兩年內	<b>81.6</b>	75.7
Later than two years and not later than five years	兩年後及五年內	<b>58.6</b>	102.4
Later than five years	五年後	<b>47.0</b>	80.5
		<b>326.6</b>	383.0

for the year ended 31st December, 2024

45. OTHER LIABILITIES

Third-party interests in consolidated structured entities  
Current liabilities  
Non-current liabilities

綜合架構實體的  
第三方權益  
流動負債  
非流動負債

Third-party interests in consolidated structured entities consist of third-party unit holders’ interests in these consolidated structured entities which are reflected as liabilities since there is a contractual obligation for the Group to repurchase or redeem the unit for cash. The third-party interests in consolidated structured entities are categorised at Level 2 under fair value hierarchy.

The realisation of third-party interests in consolidated funds cannot be predicted with accuracy since these interests represent the interests of third-party unit holders in consolidated funds held to back investment contract liabilities and are subject to market risk and the actions of third-party investors.

截至二零二四年十二月三十一日止年度

45. 其他負債

	2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
	55.0	27.0
	29.9	36.9
	84.9	63.9

綜合架構實體的第三方權益包括第三方單位持有人在該等綜合架構實體的權益，由於本集團有合約義務以現金回購或贖回單位，故此列作負債。綜合架構實體的第三方權益分類為公平價值等級第二級。

由於第三方在綜合基金的權益指為支持投資合約負債而持有的綜合基金第三方單位持有人的權益，受到市場風險及第三方投資者行動的影響，故此其實現無法準確預測。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 46. PROVISIONS

## 46. 撥備

		Employee benefits 僱員福利 HK\$ Million 百萬港元	Loan commitments 貸款承擔 HK\$ Million 百萬港元	Others 其他 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
At 1st January, 2023	於二零二三年一月一日	8.8	30.4	19.7	58.9
Additional provisions for the year	年內額外撥備	3.6	0.2	3.3	7.1
Amount written back	撥回金額	(0.7)	–	–	(0.7)
Amount paid during the year	年內已支付款項	(0.3)	–	–	(0.3)
Amount utilised during the year	年內已動用款項	(0.2)	–	–	(0.2)
At 31st December, 2023	於二零二三年十二月三十一日	<b>11.2</b>	<b>30.6</b>	<b>23.0</b>	<b>64.8</b>
Additional provisions for the year	年內額外撥備	<b>1.1</b>	–	<b>3.0</b>	<b>4.1</b>
Amount written back	撥回金額	<b>(1.9)</b>	<b>(1.5)</b>	–	<b>(3.4)</b>
Amount paid during the year	年內已支付款項	<b>(0.7)</b>	–	<b>(1.1)</b>	<b>(1.8)</b>
Disposal of subsidiaries	出售附屬公司	<b>(0.6)</b>	–	–	<b>(0.6)</b>
At 31st December, 2024	於二零二四年十二月三十一日	<b>9.1</b>	<b>29.1</b>	<b>24.9</b>	<b>63.1</b>

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Current liabilities	流動負債	<b>61.8</b>	60.6
Non-current liabilities	非流動負債	<b>1.3</b>	4.2
		<b>63.1</b>	64.8



for the year ended 31st December, 2024

47. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

Certain subsidiaries of the Group are subject to regulatory imposed capital and liquid capital requirements. These subsidiaries have complied with those requirements at all time during both the current and prior financial years.

For subsidiaries with regulated capital and liquidity requirements, the Group closely monitors their liquidity positions. To ensure strict compliance, the Group maintains adequate cash reserves to prepare for immediate fund injection if required. If there is a medium to long-term operational need, management would also consider adjusting those subsidiaries' capital structure. Subsidiaries with external equity stakeholders are generally responsible for their own liquidity management.

The capital structure of the Group consists of debts (which include bank and other borrowings and notes payable) and equity attributable to owners of the Company comprising issued share capital and reserves.

Gearing ratio

The Group's management reviews the capital structure on an ongoing basis using gearing ratio, which is the net debt divided by equity. Net debt includes the Group's bank and other borrowings and notes payable less short-term pledged bank deposits, bank deposits and cash and cash equivalents. The equity comprises all components of the equity attributable to owners of the Company.

The gearing ratio at the end of the reporting period was as follows:

截至二零二四年十二月三十一日止年度

47. 資本風險管理

本集團管理資本旨在透過優化債權平衡，確保本集團屬下各公司能繼續持續經營並給予股東最高回報。本集團的整體策略與上年度保持不變。

本集團若干附屬公司須遵守監管機構規定的資本及流動資金要求。該等附屬公司於當前及過往財政年度一直遵守有關要求。

對於須遵守資本及流動資金監管要求的附屬公司，本集團密切監控其流動資金狀況。為確保嚴格遵守規定，本集團保持充足的現金儲備，於必要時隨時注資。若有中長期運營需求，管理層亦會考慮調整該等附屬公司的資本結構。擁有外部股權利益相關者的附屬公司一般自行管理流動資金。

本集團的資本架構包括債務(包括銀行及其他借貸及應付票據)及本公司股東應佔權益(包括已發行股本及儲備)。

資本負債比率

本集團管理層運用資本負債比率(即債務淨額除以權益)持續檢討資本架構。債務淨額包括本集團的銀行及其他借貸及應付票據減短期用作抵押之銀行存款、銀行存款與現金及現金等價物。權益包括本公司股東應佔權益之各個組成部分。

於報告期末之資本負債比率如下：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元 (Restated) (經重列)
Bank and other borrowings	銀行及其他借貸	16,850.1	18,612.3
Notes payable	應付票據	3,050.0	5,768.6
		19,900.1	24,380.9
Less: Pledged bank deposits	減：用作抵押之銀行存款	–	(33.4)
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	(17,565.2)	(15,916.8)
Net debt	債務淨額	2,334.9	8,430.7
Equity attributable to owners of the Company	本公司股東應佔權益	42,524.8	43,538.9
Gearing ratio	資本負債比率	5.5%	19.4%

**48. FINANCIAL RISK MANAGEMENT**

Risk is inherent in the financial service business and investing activities and sound risk management is a cornerstone of prudent and successful financial practice. The Group acknowledges that a balance must be achieved between risks control and business growth. The principal financial risks inherent in the Group's business are market risk (includes equity risk, interest rate risk and foreign exchange risk), credit risk and liquidity risk. The Group's risk management objective is to enhance shareholders' value while retaining exposure within acceptable thresholds. Risk management is managed and controlled through relevant group companies.

The Group's risk management governance structure is designed to cover all business activities and to ensure all relevant risk classes are properly managed and controlled by relevant group companies. The Group has adopted a sound risk management and organisational structure equipped with policies and procedures which are reviewed regularly and enhanced when necessary in response to changes in markets, the Group's operating environment and business strategies. The Group's relevant independent control functions play an important role in the provision of assurance to the relevant board of directors and senior management that a sound internal risk management mechanism is implemented, maintained and adhered to.

**(a) Market Risk****(i) Equity Risk**

There are many asset classes available for investment in the marketplace. One of the Group's key business undertakings is investing in equity and is concentrated in the investment and finance operating segment. Market risk arising from any equity investments is driven by the daily fluctuations in market prices or fair values. The ability to mitigate such risk depends on the availability of any hedging instruments and the diversification level of the investment portfolios undertaken by the segment. More importantly, the knowledge and experience of the trading staff of the segment managing the risk are also vital to ensure exposure is being properly hedged and rebalanced in the most timely manner. Proprietary trading across the segment is subject to limits approved by the senior management of the relevant group companies. Valuation of these instruments is measured on a "mark-to-market" and "mark-to-fair value" basis depending on whether they are listed or unlisted.

The Group's market-making and proprietary trading positions and their financial performance are reported daily to the relevant senior management of the group companies in the segment for review.

**48. 金融風險管理**

金融服務業及投資活動本身存在風險，因此訂立一個妥善的風險管理制度，是企業審慎而成功的做法。本集團深信風險管理與業務增長兩者同樣重要。本集團的業務存在的主要金融風險為市場風險(包括股票風險、利率風險及外匯風險)、信貸風險及流動資金風險。本集團的風險管理目標是將所面對的風險局限於可接受水平內之餘，同時致力提高股東價值。風險管理乃透過相關集團公司管理及監控。

本集團的風險管理管治架構旨在涵蓋所有業務活動，以確保所有有關風險類別已由相關集團公司妥為管理及監控。本集團已採納一個妥善的風險管理與組織架構，並附有政策及程序，有關政策及程序會定期進行檢討，並在有需要時因應市場、本集團經營環境及業務策略之變動而加強。本集團的有關獨立監控職能擔任重要職務，向相關董事會及高級管理層確保實施、維持及遵守穩健的內部風險管理機制。

**(a) 市場風險****(i) 股票風險**

市場內有不少可供投資的資產類別，而本集團所進行之主要業務之一為股票投資並集中於投資及金融業務分部。任何股票投資所產生之市場風險皆因每日市價或公平價值波動而起，緩和該等風險的能力視乎有否預備任何對沖工具及分部所擁有投資組合的分散程度。更重要的是，分部進行交易之員工必須擁有管理風險的知識及經驗，確保風險在最恰當的時機下獲妥善對沖及重整。分部之自營買賣活動須受有關集團公司之高級管理層審批之限額限制，並視乎該等工具為上市或非上市按「市場價格」及「公平價格」計算價值。

本集團所有營造市場活動及自營買賣活動持倉狀況及財務表現，均每日匯報予分部內集團公司之相關高級管理層以供審閱。

for the year ended 31st December, 2024

48. FINANCIAL RISK MANAGEMENT (CONT'D)

(a) Market Risk (Cont'd)

(i) Equity Risk (Cont'd)

The table below summarises the overall financial impact on the Group arising from market movements in global equity indices. The analysis is based on the assumption that equity indices move  $\pm 20\%$  with all other variables being held constant and all equity instruments undertaken by the Group moving simultaneously. Declines in the indices are expressed as negatives.

		At 31st December, 2024 於二零二四年十二月三十一日				At 31st December, 2023 於二零二三年十二月三十一日			
HK\$ Million	百萬港元	Potential impact on profit or loss for the year 本年度損益賬之 潛在影響		Potential impact on other components of equity 權益其他部分之 潛在影響		Potential impact on profit or loss for the year 本年度損益賬之 潛在影響		Potential impact on other components of equity 權益其他部分之 潛在影響	
		20%	-20%	20%	-20%	20%	-20%	20%	-20%
Local Index	本地指數	121.9	(129.6)	15.6	(15.6)	198.8	(214.2)	13.1	(13.1)
Overseas Index	海外指數	2,409.7	(2,483.7)	53.3	(53.3)	2,470.1	(2,500.9)	35.6	(35.6)

Futures, options and knock-out options are hedged by other derivatives in view of the volatile markets and wide trading ranges.

(ii) Interest Rate Risk

Interest rate risk is the risk of loss due to changes in interest rates. The Group's interest rate risk exposure arises predominantly from private credit and mortgage loans in the investment and finance segment and loans and advances to consumer finance customers in consumer finance segment and bank and other borrowings. Interest spreads are managed with the objective of maximising spreads to ensure consistency with liquidity and funding obligations.

At 31st December, 2024, assuming that market interest rates moved by  $\pm 50$  basis points (2023:  $\pm 50$  basis points), the loss before taxation for the year for the Group would have been HK\$33.9 million lower or HK\$33.9 million higher respectively (2023: profit before taxation of HK\$39.3 million lower or HK\$39.7 million higher respectively).

截至二零二四年十二月三十一日止年度

48. 金融風險管理(續)

(a) 市場風險(續)

(i) 股票風險(續)

下表概述環球股市指數變動對本集團的整體財務影響。該分析乃假設股市指數上下波幅為20%，所有其他變數保持不變，而本集團的所有權益工具隨之變動。指數下降以負數表示。

		At 31st December, 2024 於二零二四年十二月三十一日				At 31st December, 2023 於二零二三年十二月三十一日			
HK\$ Million	百萬港元	Potential impact on profit or loss for the year 本年度損益賬之 潛在影響		Potential impact on other components of equity 權益其他部分之 潛在影響		Potential impact on profit or loss for the year 本年度損益賬之 潛在影響		Potential impact on other components of equity 權益其他部分之 潛在影響	
		20%	-20%	20%	-20%	20%	-20%	20%	-20%
Local Index	本地指數	121.9	(129.6)	15.6	(15.6)	198.8	(214.2)	13.1	(13.1)
Overseas Index	海外指數	2,409.7	(2,483.7)	53.3	(53.3)	2,470.1	(2,500.9)	35.6	(35.6)

鑒於市場波動及交易範圍廣泛，期貨、期權及限價期權以其他衍生工具對沖。

(ii) 利率風險

利率風險為利率變動所引致虧損之風險。本集團的利率風險主要來自投資及金融分部之私募融資、按揭貸款以及消費金融分部之消費金融客戶貸款及墊款以及銀行及其他借貸。本集團管理息差，目的在於盡量令息差符合資金之流動性及需求。

於二零二四年十二月三十一日，倘市場利率之變動為加減50個基點(二零二三年：加減50個基點)，則本集團於本年度的除稅前虧損將分別下降33.9百萬港元或上升33.9百萬港元(二零二三年：除稅前溢利分別下降39.3百萬港元或上升39.7百萬港元)。

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## 48. 金融風險管理(續)

## (a) Market Risk (Cont'd)

## (ii) Interest Rate Risk (Cont'd)

The exposures of the Group's financial assets (liabilities) bearing variable interest rate to cash flow interest rate risks and the earlier of their contractual repricing dates and contractual maturity dates are as follows:

## (a) 市場風險(續)

## (ii) 利率風險(續)

本集團按浮動利率計息的金融資產(負債)面對現金流量利率風險，而其合約重新定價日及合約到期日中較早者如下：

		On demand or less than 3 months 按要求償還 或少於3個月 HK\$ Million 百萬港元	3 months to 1 year 3個月至1年 HK\$ Million 百萬港元	1 year to 5 years 1年至5年 HK\$ Million 百萬港元	Over 5 years 5年以上 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
<b>At 31st December, 2024</b>	<b>於二零二四年十二月三十一日</b>					
Loans and advances to consumer finance customers	消費金融客戶貸款及墊款	53.0	-	-	-	53.0
Mortgage loans	按揭貸款	642.4	-	-	-	642.4
Term loans	有期貨款	8.4	147.4	119.7	-	275.5
Amounts due from associates	聯營公司欠款	-	-	138.8	-	138.8
Loans receivable included in financial assets at FVTPL	計入透過損益賬按公平價值處理之金融資產之應收貸款	138.7	-	-	-	138.7
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	13,576.3	-	-	-	13,576.3
Bank and other borrowings	銀行及其他借貸	(10,786.9)	(1,044.8)	(2,936.1)	(1,336.3)	(16,104.1)
Notes payable	應付票據	(100.3)	-	-	-	(100.3)
<b>At 31st December, 2023</b>	<b>於二零二三年十二月三十一日</b>					
Loans and advances to consumer finance customers	消費金融客戶貸款及墊款	49.0	-	-	-	49.0
Mortgage loans	按揭貸款	44.6	702.0	-	-	746.6
Term loans	有期貨款	41.8	34.6	196.5	-	272.9
Amounts due from associates	聯營公司欠款	-	-	153.2	-	153.2
Loans receivable included in financial assets at FVTPL	計入透過損益賬按公平價值處理之金融資產之應收貸款	-	111.8	396.9	-	508.7
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	10,088.3	30.0	-	-	10,118.3
Bank and other borrowings	銀行及其他借貸	(11,167.9)	(1,810.9)	(4,451.3)	(721.6)	(18,151.7)
Notes payable	應付票據	(401.2)	-	-	-	(401.2)

for the year ended 31st December, 2024

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## (a) Market Risk (Cont'd)

## (ii) Interest Rate Risk (Cont'd)

The exposures of the Group's financial assets (liabilities) bearing fixed interest rate to fair value interest rate risks and the earlier of their contractual repricing dates and contractual maturity dates are as follows:

		On demand or less than 3 months 按要求償還或 少於3個月 HK\$ Million 百萬港元	3 months to 1 year 3個月至1年 HK\$ Million 百萬港元	1 year to 5 years 1年至5年 HK\$ Million 百萬港元	Over 5 years 5年以上 HK\$ Million 百萬港元	Non-interest bearing 免息 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
<b>At 31st December, 2024</b>	<b>於二零二四年十二月三十一日</b>						
Loans and advances to consumer finance customers	消費金融客戶貸款及墊款	2,518.3	4,244.4	3,579.5	133.2	-	10,475.4
Mortgage loans	按揭貸款	930.5	405.9	-	-	-	1,336.4
Debt securities included in financial assets at FVTOCI	計入透過其他全面收益按公平價值處理之金融資產之債務證券	9.3	34.9	-	51.8	-	96.0
Bonds and notes included in financial assets at FVTPL	計入透過損益賬按公平價值處理之金融資產之債券及票據	1.1	-	-	-	244.9	246.0
Listed perpetual securities included in financial assets at FVTPL	計入透過損益賬按公平價值處理之金融資產之上市永續證券	-	-	-	217.7	-	217.7
Term loans	有期貨款	290.8	74.8	-	-	-	365.6
Amounts due from associates	聯營公司欠款	-	-	-	-	308.6	308.6
Amounts due from joint ventures	合營公司欠款	1,083.8	26.2	173.9	3,554.8	8.8	4,847.5
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	2,307.9	679.8	10.9	-	990.3	3,988.9
Loans receivable included in financial assets at FVTPL	計入透過損益賬按公平價值處理之金融資產之應收貸款	-	182.8	-	-	-	182.8
Amounts due to associates	欠聯營公司款項	(6.6)	-	-	-	(6.0)	(12.6)
Bank and other borrowings	銀行及其他借貸	(437.3)	(245.2)	(39.4)	-	(24.1)	(746.0)
Notes payable	應付票據	-	(55.8)	(2,893.9)	-	-	(2,949.7)
Lease liabilities	租賃負債	(43.0)	(96.4)	(140.2)	(47.0)	-	(326.6)
<b>At 31st December, 2023</b>	<b>於二零二三年十二月三十一日</b>						
Loans and advances to consumer finance customers	消費金融客戶貸款及墊款	2,438.0	4,443.1	3,545.0	152.1	-	10,578.2
Mortgage loans	按揭貸款	719.7	997.9	4.5	-	-	1,722.1
Debt securities included in financial assets at FVTOCI	計入透過其他全面收益按公平價值處理之金融資產之債務證券	-	29.3	-	54.1	-	83.4
Bonds and notes included in financial assets at FVTPL	計入透過損益賬按公平價值處理之金融資產之債券及票據	34.1	-	-	-	192.5	226.6
Listed perpetual securities included in financial assets at FVTPL	計入透過損益賬按公平價值處理之金融資產之上市永續證券	-	-	-	199.4	-	199.4
Term loans	有期貨款	232.2	121.7	-	-	-	353.9
Amounts due from associates	聯營公司欠款	-	-	-	-	144.8	144.8
Amounts due from joint ventures	合營公司欠款	-	936.6	235.5	3,276.0	196.5	4,644.6
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	3,858.0	961.2	11.0	-	1,001.7	5,831.9
Loans receivable included in financial assets at FVTPL	計入透過損益賬按公平價值處理之金融資產之應收貸款	-	113.8	100.5	-	-	214.3
Amounts due to associates	欠聯營公司款項	(182.0)	-	-	-	(5.9)	(187.9)
Bank and other borrowings	銀行及其他借貸	(96.6)	(135.5)	(224.7)	-	(3.8)	(460.6)
Notes payable	應付票據	-	(2,379.9)	(2,987.5)	-	-	(5,367.4)
Lease liabilities	租賃負債	(43.1)	(81.3)	(178.1)	(80.5)	-	(383.0)

截至二零二四年十二月三十一日止年度

## 48. 金融風險管理(續)

## (a) 市場風險(續)

## (ii) 利率風險(續)

本集團按固定利率計息的金融資產(負債)面對公平價值利率風險，而其合約重新定價日及合約到期日中較早者如下：



**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(a) Market Risk (Cont'd)***(iii) Foreign Exchange Risk*

Foreign exchange risk is the risk to earnings or capital arising from movements in foreign exchange rates.

The Group's foreign exchange risk primarily arises from currency exposures originating from proprietary trading positions, private equity investments, loans and advances and bank and other borrowings denominated in foreign currencies, mainly in AUD, GBP, Euro, Japanese yen, Malaysian ringgit, RMB and Thai baht. Foreign exchange risk is managed and monitored by senior management of the relevant group companies. The risk arises from open currency positions are subject to ratio that are monitored and reported weekly.

At 31st December, 2024, assuming that the foreign exchange rates moved  $\pm 5\%$  (2023:  $\pm 5\%$ ) with all other variables held constant, the loss before taxation for the year for the Group would be HK\$154.0 million higher/lower (2023: profit before taxation of HK\$157.2 million higher/lower).

**(b) Credit Risk***Credit risk and impairment assessment*

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. As at 31st December, 2024, the Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum exposure to credit risk (which for financial assets is represented by their carrying amounts) and the related impairment assessment are summarised in the tables below. In addition, the Group is also exposed to credit risk arising from loan commitments and financial guarantee contracts for which the maximum exposure to credit risk is as disclosed in notes 50 and 51(b). The maximum exposure to credit risk of the investment securities at FVTPL which are exposed to credit risk is their carrying amount, which amounts to HK\$1,549.3 million at 31st December, 2024 (2023: HK\$1,473.4 million), and is monitored by management according to their geographic locations and industries. Generally, the Group considers that the credit risks associated with loans and advances to consumer finance customers, mortgage loans and term loans are mitigated because they are secured over properties and other securities. For those remaining items that do not have any collateral or other credit enhancements to cover its credit risks associated with its financial assets and loan commitments are exposed to credit risk.

**48. 金融風險管理(續)****(a) 市場風險(續)***(iii) 外匯風險*

外匯風險乃外幣匯率變動對盈利或資本造成之風險。

本集團之外匯風險主要來自自營買賣活動持倉量、私募股權投資、以外幣列值之貸款及墊款及銀行及其他借貸，主要為澳元、英鎊、歐元、日圓、馬來西亞林吉特、人民幣及泰銖。外匯風險由有關集團公司高級管理層管理及監察。外幣未平倉合約之風險須受每週監控及匯報之比率限制。

於二零二四年十二月三十一日，假設外幣匯率上下波幅為5%(二零二三年：上下波幅為5%)，所有其他變數保持不變，則本集團於本年度之除稅前虧損將上升／下降154.0百萬港元(二零二三年：除稅前溢利上升／下降157.2百萬港元)。

**(b) 信貸風險***信貸風險及減值評估*

信貸風險指本集團對手方違反其合約責任導致本集團財務虧損的風險。於二零二四年十二月三十一日，本集團根據預期信貸虧損模式對金融資產及其他項目進行減值評估。有關本集團的信貸風險管理、面臨的最大信貸風險(金融資產以賬面值列賬)及相關減值評估的資料概述於下表。此外，本集團亦面臨來自貸款承擔及財務擔保合約的信貸風險，其面臨的最大信貸風險於附註50及51(b)披露。面臨信貸風險的透過損益賬按公平價值處理的投資證券所面臨的最大信貸風險為其賬面值，於二零二四年十二月三十一日為1,549.3百萬港元(二零二三年：1,473.4百萬港元)，由管理層根據地理位置及行業進行監察。整體而言，本集團認為有關消費金融客戶貸款及墊款、按揭貸款及有期貨款的信貸風險已減輕，乃由於該等貸款由物業及其他抵押品作抵押。就並無任何抵押品或其他信貸增強措施以覆蓋其有關其金融資產及貸款承擔的信貸風險的該等餘下項目而言，該等項目承受信貸風險。



for the year ended 31st December, 2024

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*

The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and by monitoring exposures in relation to such limits. The Group evaluates the credit risk for each loan application on the basis of the repayment abilities of the customers having regard to their financial position, employment status, past due record and credit reference checking result (if applicable).

The Group takes into consideration forward-looking information that is available without undue cost or effort in its assessment of significant increase in credit risk as well as in its measurement of ECL. The Group employs experts who use external and internal information to generate a 'base case' scenario of future forecast of relevant economic variables, which is the single most-likely outcome and consists of information used by the Group for strategic planning and budgeting, along with a representative range of other possible forecast scenarios. The process involves developing two or more additional economic scenarios which represent more optimistic and more pessimistic outcomes, and considering the relative probabilities of each forecast scenarios. External information includes economic data and forecasts published by governmental bodies and monetary authorities in the countries where the Group operates, supranational organisations such as the International Monetary Fund (IMF), and selected private-sector and academic forecasters. The economic scenarios included the forecast of key macroeconomic indicators variables such as Hong Kong Gross Domestic Product (GDP) growth rate and Hong Kong unemployment rate, which are expected to be at 2.98% (2023: 2.93%) and 2.74% (2023: 3.08%) in the next 12 months in the base case scenario in 2024. The Group has identified and documented key drivers of credit risk and credit losses for each portfolio of financial instruments and, using a statistical analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses. The Group has not changed the estimation techniques or significant assumptions during the reporting period.

截至二零二四年十二月三十一日止年度

**48. 金融風險管理(續)****(b) 信貸風險(續)***信貸風險及減值評估(續)*

本集團透過對其個別交易對手方設定其願意接收的風險限額，並透過監控與該等限額有關的風險來管理及控制信貸風險。本集團按客戶的還款能力評估每項貸款申請的信貸風險，當中考慮到其財務狀況、僱傭狀況、逾期記錄及信貸記錄查核結果(如適用)。

評估信貸風險顯著增加及計量預期信貸虧損時，本集團考慮毋須過多成本或努力即可獲得的前瞻性資料。本集團聘請專家使用外部及內部資料，得出相關經濟變量未來預測的「基本方案」情景(最可能發生的單一結果，包括本集團用於策略規劃及預算的資料)，以及其他具代表性的可能預測情景。該過程涉及開發兩種或以上額外經濟情景(分別代表更樂觀及更悲觀的結果)，並考慮每種預測情景的相對概率。外部資料包括本集團經營所在國家的政府機關及金融機構、國際貨幣基金組織(IMF)等跨國組織以及選定的私營部門及學術預測機構發佈的經濟數據及預測。經濟情景主要包括香港本地生產總值(GDP)增長率及香港失業率等主要宏觀經濟指標變量的預測，於二零二四年的基本方案情景中，預計未來12個月將為2.98%(二零二三年：2.93%)及2.74%(二零二三年：3.08%)。本集團已識別及記錄各金融工具組合的信貸風險及信貸虧損主要推動因素，並使用歷史數據的統計分析評估宏觀經濟變量與信貸風險及信貸虧損之間的關係。於報告期內，本集團並無改變評估方法或重大假設。

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*

Credit limits are granted according to the hierarchy of approval authorities within the Group, including the front-line approval officers, central credit officers, the credit committee and the boards of directors of the respective companies within the Group (if applicable).

The Group has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties, including regular collateral revisions and interviews with customers to update the credit risk of customers. Credit review checking and approval processes are properly segregated to ensure effective internal control over credit risk and monitoring in the respective companies within the Group. Dedicated teams of operations staff independent from the credit approval authorities are assigned for recovery of overdue debts. The credit quality review process enables the Group to assess the potential loss as a result of the risk to which it is exposed and take appropriate corrective actions.

The Group adopts a prudent approach to credit risk management framework. Its credit policy is timely revised to align with the prevailing credit environment which is continuously affected by changes in business, economy, regulatory requirements, money market and social conditions.

Internal audit department and risk management department of respective companies within the Group periodically conducts internal control reviews and compliance checking over all aspects of credit processes to ensure that the established credit policies and procedures are complied with and sufficient controls are in place to mitigate credit risk.

The credit risks on bank balances are limited because the counterparties are banks/financial institutions with high credit ratings assigned by international credit-rating agencies.

**48. 金融風險管理(續)****(b) 信貸風險(續)***信貸風險及減值評估(續)*

信貸限額乃根據本集團內的審批機關層級授出，包括本集團內各公司的前線審批職員、中央信貸職員、信貸委員會及董事會，如適用。

本集團已設立信貸質素審閱程序，以提前識別對手方信譽的可能變動，包括與客戶定期檢討抵押品及面談，以取得客戶信貸風險的最新情況。信貸審閱查核及審批程序妥善劃分，以確保對信貸風險實施有效的內部控制及監察本集團內各公司。獨立於信貸審批機關的專責營運員工團隊獲委派收回逾期債務。信貸質素審閱程序使本集團能夠評估因其面臨的風險而導致的潛在虧損及採取恰當的補救行動。

本集團審慎地訂立信貸風險管理框架，並及時修訂其信貸政策，以配合持續受業務、經濟、監管規定、貨幣市場及社會狀況變動影響的當前信貸環境。

本集團內各公司的內部審計部門及風險管理部門定期就信貸程序的各方面進行內部控制審閱及合規檢查，以確保遵從已設立的信貸政策及程序及已設立足夠控制措施減低信貸風險。

銀行結餘的信貸風險有限，因為對手方為獲國際信貸評級機構賦予高信貸評級的銀行／金融機構。

for the year ended 31st December, 2024

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*

Other than the concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Loans and advances to consumer finance customers, mortgage loans and term loans consist of a large number of customers who are spread across diverse industries.

Concentration risk of loans and advances to consumer finance customers is managed by reference to individual customers. The aggregate credit exposure in relation to the ten largest outstanding consumer finance customers, including corporate entities and individuals, after taking into account any collateral held or other credit enhancements, net of ECL, at 31st December, 2024 was HK\$587.4 million (2023: HK\$637.4 million) of which 57.4% (2023: 53.8%) was secured by collateral.

Concentration risk of mortgage loans is managed by reference to individual mortgage finance customers. The aggregate credit exposure in relation to the ten largest outstanding mortgage finance customers, including corporate entities and individuals, after taking into account any collateral held or other credit enhancements, net of ECL, at 31st December, 2024 was HK\$778.6 million (2023: HK\$998.2 million) of which 100% (2023: 100%) was secured by collateral.

Concentration risk of term loans is managed by reference to individual term loan customers. The aggregate credit exposure in relation to the ten largest outstanding term loan customers, including corporate entities and individuals, after taking into account any collateral held or other credit enhancements, net of ECL, at 31st December, 2024 was HK\$410.9 million (2023: HK\$520.5 million) of which 93.1% (2023: 94.4%) was secured by collateral.

For investment in debt securities, basically only debt securities with credit ratings of C or above assigned by international credit rating agencies would be considered. The Group assesses the credit risk of investments in debt securities at the end of each reporting period. The Group's debt securities included in financial assets at FVTOCI mainly comprise listed and unlisted bonds that are graded by credit-rating agencies as per globally understood definitions.

截至二零二四年十二月三十一日止年度

**48. 金融風險管理(續)****(b) 信貸風險(續)***信貸風險及減值評估(續)*

除存放於高信貸評級的幾間銀行的流動資金的信貸風險集中外，本集團並無任何其他重大信貸風險集中。消費金融客戶貸款及墊款、按揭貸款及有期貸款包括來自各行各業的多名客戶。

消費金融客戶貸款及墊款的集中風險乃參考個別客戶予以管理。於二零二四年十二月三十一日，經計及任何持有的抵押品或其他信貸增強措施後(扣除預期信貸虧損後)，與十大尚未還款消費金融客戶(包括公司實體及個別人士)有關的信貸風險總值為587.4百萬港元(二零二三年：637.4百萬港元)，其中57.4%(二零二三年：53.8%)由抵押品提供抵押。

按揭貸款的集中風險乃參考個別按揭融資客戶予以管理。於二零二四年十二月三十一日，經計及任何持有的抵押品或其他信貸增強措施後(扣除預期信貸虧損後)，與十大尚未還款按揭融資客戶(包括公司實體及個別人士)有關的信貸風險總值為778.6百萬港元(二零二三年：998.2百萬港元)，其中100%(二零二三年：100%)由抵押品提供抵押。

有期貸款的集中風險乃參考個別有期貸款客戶予以管理。於二零二四年十二月三十一日，經計及任何持有的抵押品或其他信貸增強措施後(扣除預期信貸虧損後)，與十大尚未還款有期貸款客戶(包括公司實體及個別人士)有關的信貸風險總值為410.9百萬港元(二零二三年：520.5百萬港元)，其中93.1%(二零二三年：94.4%)由抵押品提供抵押。

就債務證券投資而言，基本上只會考慮由國際信用評級機構分配信貸評級為C級或以上之債務證券。本集團於各報告期末評估債務證券投資的信貸風險。本集團之計入透過其他全面收益按公平價值處理之金融資產之債務證券主要包括上市及非上市債券，該等債券由信用評級機構根據全球理解之定義進行分級。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## 48. 金融風險管理(續)

## (b) Credit Risk (Cont'd)

*Credit risk and impairment assessment (Cont'd)*

The Group's internal credit risk grading assessment for loans and advances to consumer finance customers and mortgage loans comprises the following categories:

## (b) 信貸風險(續)

*信貸風險及減值評估(續)*

本集團就消費金融客戶貸款及墊款及按揭貸款之內部信貸風險評級包括以下類別：

Internal credit risk categories 內部信貸風險類別	Description 描述	Loans and receivables at amortised cost 按攤銷成本列賬之貸款及應收款項	Loan commitments/ financial guarantee contracts 貸款承擔／財務擔保合約
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手方的違約風險低，並無任何逾期款項	12-month ECL 12個月預期信貸虧損	12-month ECL 12個月預期信貸虧損
Watch list 監察表	Debtor usually settles overdue balances after due date 債務人一般於到期後結清逾期結餘	12-month ECL 12個月預期信貸虧損	12-month ECL 12個月預期信貸虧損
Doubtful 可疑	There have been significant increases in credit risk since initial recognition based on information from internal or external resources 基於內部或外部資料，信貸風險自初始確認後顯著增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損－並無信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損－並無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產已信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery of debts 有證據顯示債務人處於嚴重財政困難，且並無合理預期收回債務	Amount is written off against the allowance account 於撥備賬撇銷有關款項	N/A 不適用

for the year ended 31st December, 2024

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*

The Group takes into consideration forward-looking information that is available without undue cost or effort in its assessment of significant increase in credit risk as well as in its measurement of ECL. The Group employs experts who use external and internal information to generate a 'base case' scenario of future forecast of relevant economic variables along with a representative range of other possible forecast scenarios. The external information includes economic data and forecasts published by governmental bodies and monetary authorities.

The Group applies probabilities to the forecast scenarios identified. The base case scenario is the single most-likely outcome and consists of information used by the Group for strategic planning and budgeting. The Group has identified and documented key drivers of credit risk and credit losses for each portfolio of financial instruments and, using a statistical analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses. The Group has not changed in the estimation techniques or significant assumptions made during the reporting period.

截至二零二四年十二月三十一日止年度

**48. 金融風險管理(續)****(b) 信貸風險(續)***信貸風險及減值評估(續)*

評估信貸風險顯著增加及計量預期信貸虧損時，本集團考慮毋須過多成本或努力即可獲得的前瞻性資料。本集團聘請專家使用外部及內部資料，得出相關經濟變量未來預測的「基本方案」情景，以及其他具代表性的可能預測情景。外部資料包括政府機關及金融機構發佈的經濟數據及預測。

本集團將概率應用於已識別的預測情景。基本方案情景為最可能發生的單一結果，包括本集團用於策略規劃及預算的資料。本集團已識別及記錄各金融工具組合的信貸風險及信貸虧損主要推動因素，並使用歷史數據的統計分析評估宏觀經濟變量與信貸風險及信貸虧損之間的關係。於報告期內，本集團並無改變評估方法或重大假設。



## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## (b) Credit Risk (Cont'd)

*Credit risk and impairment assessment (Cont'd)*

The tables below detail the credit risk exposures of the Group's financial assets (including loans and advances to consumer finance customers, mortgage loans, term loans, debt securities, amounts due from associates, amounts due from joint ventures, amounts due from brokers, pledged bank deposits, bank deposits, cash and cash equivalents and trade and other receivables), loan commitments and financial guarantee contracts, which are subject to ECL assessment:

	Notes 附註	Internal credit risk categories 內部信貸 風險類別	12-month or lifetime ECL 12個月或全期預期信貸虧損	Gross carrying amount 賬面總值	
				2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
<b>Loans and receivables at amortised costs and maximum exposure to credit risk without taking into account of any collaterals and other credit enhancements</b> 按攤銷成本列賬之貸款及應收款項以及所面臨的最大信貸風險(並無計及任何抵押品及其他信貸增強措施)					
<b>Loans and advances to consumer finance customers</b> 消費金融客戶貸款及墊款					
	31	Low risk/watch list 低風險/監察表	12-month ECL 12個月預期信貸虧損	10,574.0	10,691.0
		Doubtful 可疑	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(並無信貸減值)	487.6	428.0
		Loss 虧損	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	80.1	78.0
				11,141.7*	11,197.0*
<b>Mortgage loans</b> 按揭貸款					
	32	Low risk/watch list 低風險/監察表	12-month ECL 12個月預期信貸虧損	1,051.8	1,867.0
		Doubtful 可疑	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(並無信貸減值)	218.0	117.0
		Loss 虧損	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	876.4	585.1
				2,146.2*	2,569.1*
<b>Term loans</b> 有期貸款					
	34	Note 1 註解1	12-month ECL 12個月預期信貸虧損	444.0	365.9
		Note 1 註解1	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(並無信貸減值)	-	89.4
			Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	1,039.9	1,016.9
				1,483.9*	1,472.2*

## (b) 信貸風險(續)

*信貸風險及減值評估(續)*

下表載列須進行預期信貸虧損評估的本集團金融資產(包括消費金融客戶貸款及墊款、按揭貸款、有期貸款、債務證券、聯營公司欠款、合營公司欠款、經紀欠款、用作抵押之銀行存款、銀行存款、現金及現金等價物及貿易及其他應收款項)、貸款承擔及財務擔保合約的信貸風險詳情：



for the year ended 31st December, 2024

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*

	Notes 附註	Internal credit risk categories 內部信貸 風險類別	12-month or lifetime ECL 12個月或全期預期信貸虧損	Gross carrying amount 賬面總值	
				2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
<b>Loans and receivables at amortised costs and maximum exposure to credit risk without taking into account of any collaterals and other credit enhancements (Cont'd)</b> 按攤銷成本列賬之貸款及應收款項以及所面臨的最大信貸風險(並無計及任何抵押品及其他信貸增強措施)(續)					
Trade and other receivables 貿易及其他應收款項	35	N/A 不適用	12-month ECL 12個月預期信貸虧損	524.7	539.0
		N/A 不適用	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(並無信貸減值)	350.2	166.4
		N/A 不適用	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	81.0	81.0
				955.9	786.4
Debt securities included in financial assets at FVTOCI 計入透過其他全面收益按公平價值處理之 金融資產之債務證券	30	N/A 不適用	12-month ECL 12個月預期信貸虧損	96.0	83.4
Amounts due from associates 聯營公司欠款	36	N/A 不適用	12-month ECL 12個月預期信貸虧損	454.4	303.5
		N/A 不適用	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	16.7	17.1
				471.1	320.6
Amounts due from joint ventures 合營公司欠款	36	N/A 不適用	12-month ECL 12個月預期信貸虧損	4,847.5	4,644.6
Amounts due from brokers 經紀欠款	N/A 不適用	N/A 不適用	12-month ECL 12個月預期信貸虧損	427.3	590.9
Pledged bank deposits 用作抵押之銀行存款	37	N/A 不適用	12-month ECL 12個月預期信貸虧損	–	33.4
Bank deposits 銀行存款	37	N/A 不適用	12-month ECL 12個月預期信貸虧損	2,426.2	1,214.8

**綜合財務報表附註(續)**

截至二零二四年十二月三十一日止年度

**48. 金融風險管理(續)****(b) 信貸風險(續)***信貸風險及減值評估(續)*

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## (b) Credit Risk (Cont'd)

## Credit risk and impairment assessment (Cont'd)

	Notes 附註	Internal credit risk categories 內部信貸 風險類別	12-month or lifetime ECL 12個月或全期預期信貸虧損	Gross carrying amount 賬面總值	
				2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Loans and receivables at amortised costs and maximum exposure to credit risk without taking into account of any collaterals and other credit enhancements (Cont'd) 按攤銷成本列賬之貸款及應收款項以及所面臨的最大信貸風險(並無計及任何抵押品及其他信貸增強措施)(續)					
Cash and cash equivalents 現金及現金等價物	37	N/A 不適用	12-month ECL 12個月預期信貸虧損	15,139.0	14,702.0
Other items 其他項目					
Loan commitments (Note 2) 貸款承擔(註解2)	51(b)	Low risk/watch list 低風險/監察表	12-month ECL 12個月預期信貸虧損	2,937.9	2,598.3
Financial guarantee (Note 3) 財務擔保(註解3)	50(a)	N/A 不適用	12-month ECL 12個月預期信貸虧損	4,197.8	2,904.4

\* The gross carrying amounts disclosed above include the relevant interest receivables.

## Notes:

- The ECL is assessed by reference to the probability of default and loss given default for the relevant credit rating grades published by external credit rating agencies, and adjusted for forward-looking factors that are available.
- Loan commitments represent undrawn loan commitments to consumer finance customers, mortgage customers and term loans customers granted by the Group under revolving loan facility arrangement.
- The gross carrying amount of financial guarantee represents the maximum amount the Group has guaranteed under respective contracts.

\* 上文披露的賬面總值包括相關應收利息款項。

## 註解：

- 預期信貸虧損乃經參考外部信用評級機構就相關信貸評級頒佈的違約可能性、違約虧損率而評估，並根據可得前瞻性因素進行調整。
- 貸款承擔指本集團根據循環貸款融資安排向消費金融客戶、按揭客戶及有期貨款客戶授出的未提取貸款承擔。
- 財務擔保賬面總值代表本集團根據各自的合約已擔保的最大金額。

for the year ended 31st December, 2024

48. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

Impairment assessment

To assess the impairment loss on loans and advances to consumer finance customers, the Group groups together all outstanding loan balances, not subject to individual assessment, with common risk characteristics which are ascertained by categories of loan products and are further categorised then into different past due days brackets. ECL is calculated using methodology prescribed under HKFRS 9 (details refer to note 4 Financial instruments – impairment of financial assets) and the resultant impairment loss rate for loans balances which are assessed are shown below:

Gross carrying amount being assessed based on collective assessment:

		At 31st December, 2024		At 31st December, 2023	
Loans and advances to consumer finance customers		Average loss rate	於二零二四年 十二月 三十一日 HK\$ Million 百萬港元	Average loss rate	於二零二三年 十二月 三十一日 HK\$ Million 百萬港元
消費金融客戶貸款及墊款		平均虧損率		平均虧損率	
Current (not past due)	即期(無逾期)	4.0%	8,379.7	3.6%	8,278.4
1 to 30 days past due	逾期1至30日	18.9%	560.1	15.4%	614.5
31 to 60 days past due	逾期31至60日	59.4%	91.4	51.7%	109.8
61 to 90 days past due	逾期61至90日	74.6%	67.1	73.6%	70.9
			9,098.3		9,073.6

Debtors with significant outstanding balances or credit-impaired debts with gross carrying amounts of HK\$1,950.5 million and HK\$92.9 million respectively (2023: HK\$2,045.4 million and HK\$78.0 million respectively) on 31st December, 2024 were assessed individually for impairment loss allowances.

截至二零二四年十二月三十一日止年度

48. 金融風險管理(續)

(b) 信貸風險(續)

信貸風險及減值評估(續)

減值評估

為評估消費金融客戶貸款及墊款的減值虧損，本集團組合毋須個別評估及具有共通風險特點的所有未償還貸款餘額，並按貸款產品類別確認及其後進一步分類為不同逾期日數組別。預期信貸虧損使用香港財務報告準則第9號所述方法計算(詳情見附註4金融工具－金融資產減值)及已評估貸款結餘的所得減值虧損率列示如下：

根據組合評估的總賬面值：

於二零二四年十二月三十一日，具有重大未償還結餘的應收賬款或信貸減值債務賬面總值分別為1,950.5百萬港元及92.9百萬港元(二零二三年：分別為2,045.4百萬港元及78.0百萬港元)個別進行減值虧損撥備評估。

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*Impairment assessment on debt securities included in financial assets at FVTOCI

The Group assesses the credit risk of investments in debt securities at the end of each reporting period. The Group's debt securities that are graded by credit-rating agencies as per globally understood definitions. During the year ended 31st December, 2024, ECL on debt securities was recognised HK\$0.3 million in profit or loss (2023: nil). At 31st December, 2024, the impairment allowance for debt securities amounted to HK\$0.3 million (2023: HK\$0.3 million).

Impairment assessment on pledged bank deposits/cash and cash equivalents (including fixed deposits with banks and restricted bank deposits)/amounts due from associates/amounts due from joint ventures/amounts due from brokers

The management of the Group considers the bank deposits and bank balances deposited with the financial institutions with high credit rating to be low credit risk financial assets. The management of the Group considers these pledged bank deposits are short-term in nature and the probability of default is negligible on the basis of high-credit-rating issuers, and accordingly, loss allowance was considered as insignificant.

In determining the ECL for bank deposits, cash and cash equivalents, amounts due from associates, amounts due from joint ventures and amounts due from brokers, the management of the Group has taken into account the historical default experience and forward-looking information, as appropriate. There had been no significant increase in credit risk since initial recognition. The Group has considered the consistently low historical default rate in connection with payments, and concluded that credit risk inherent in the Group's outstanding bank deposits, cash and cash equivalents, amounts due from associates, amounts due from joint ventures and amounts due from brokers is insignificant except for amounts due from associates on which loss allowance of HK\$23.7 million (2023: HK\$22.6 million) has been provided as at 31st December, 2024.

**48. 金融風險管理(續)****(b) 信貸風險(續)***信貸風險及減值評估(續)*

計入透過其他全面收益按公平價值處理的金融資產的債務證券的減值評估  
本集團於各報告期末評估債務證券投資的信貸風險。本集團債務證券由信貸評級機構根據全球理解的定義進行評級。截至二零二四年十二月三十一日止年度，0.3百萬港元債務證券的預期信貸虧損已於損益確認(二零二三年：無)。於二零二四年十二月三十一日，債務證券的減值撥備為0.3百萬港元(二零二三年：0.3百萬港元)。

用作抵押之銀行存款／現金及現金等價物(包括銀行定期存款及受限制之銀行存款)／聯營公司欠款／合營公司欠款／經紀欠款的減值評估

本集團管理層認為存放於高信貸評級金融機構的銀行存款及銀行結餘為低信貸風險金融資產。本集團管理層認為，該等用作抵押之銀行存款屬短期性質，且基於高信貸評級發行人，違約機會微。因此，虧損撥備被認為不重大。

在釐定銀行存款、現金及現金等價物、聯營公司欠款、合營公司欠款及經紀欠款的預期信貸虧損時，本集團管理層會考慮過往違約經驗及前瞻性資料(如適用)。自初始確認後，信貸風險並無顯著增加。本集團考慮到過去與支付有關的違約率一直較低，並認為本集團的未償還銀行存款、現金及現金等價物、聯營公司欠款、合營公司欠款及經紀欠款的固有信貸風險並不重大，惟聯營公司欠款的虧損撥備為23.7百萬港元(二零二三年：22.6百萬港元)除外，其已於二零二四年十二月三十一日作出撥備。

for the year ended 31st December, 2024

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*Impairment assessment on financial guarantee contracts

For financial guarantee contracts, the aggregate amount of outstanding financial guarantees that the Group could be required to pay amounted to HK\$4,197.8 million (2023: HK\$2,904.4 million) as at 31st December, 2024. The fair values of these financial guarantees, as at dates of initial recognition, were considered insignificant. At the end of the reporting period, the management has performed impairment assessment, and concluded that there has been no significant increase in credit risk since initial recognition of the financial guarantee contracts. Accordingly, the loss allowance for financial guarantee contracts issued by the Group is measured at an amount equal to 12-month ECL. No loss allowance was recognised in the profit or loss.

The following tables show reconciliation of loss allowances that have been recognised for loans and advances to consumer finance customers, mortgage loans, term loans, debt securities included in financial assets at FVTOCI, amounts due from associates, loan commitments and trade and other receivables.

截至二零二四年十二月三十一日止年度

**48. 金融風險管理(續)****(b) 信貸風險(續)***信貸風險及減值評估(續)*財務擔保合約的減值評估

就財務擔保合約而言，於二零二四年十二月三十一日，本集團可能須支付的未償還財務擔保總額為4,197.8百萬港元(二零二三年：2,904.4百萬港元)。於初始確認日期，該等財務擔保的公平價值被認為不重大。於報告期末，管理層已進行減值評估，並認為，自初始確認財務擔保合約以來，信貸風險並無顯著增加。因此，本集團發行的財務擔保合約的虧損撥備按12個月預期信貸虧損模式計量。損益表中未確認任何虧損撥備。

下表載列已就消費金融客戶貸款及墊款、按揭貸款、有期貸款、計入透過其他全面收益按公平價值處理之金融資產之債務證券、聯營公司欠款、貸款承擔及貿易及其他應收款項確認的虧損撥備的對賬。

for the year ended 31st December, 2024

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## (b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

Loans and advances to consumer finance customers

As at 1st January, 2023	於二零二三年一月一日
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：
Transfer from 12-month ECL to lifetime ECL	由12個月預期信貸虧損轉撥至全期預期信貸虧損
Transfer from lifetime ECL to 12-month ECL	由全期預期信貸虧損轉撥至12個月預期信貸虧損
Transfer from 12-month ECL to credit-impaired	由12個月預期信貸虧損轉撥至信貸減值
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥至信貸減值
Net remeasurement of ECL	預期信貸虧損的重新計量淨額
New financial assets originated	已新增的新金融資產
Repayment and derecognition	還款及終止確認

Movement without impact on profit or loss:	不影響損益之變動：
Written off (Note)	撇銷(註解)
Exchange adjustments	匯兌調整

As at 31st December, 2023	於二零二三年十二月三十一日
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：
Transfer from 12-month ECL to lifetime ECL	由12個月預期信貸虧損轉撥至全期預期信貸虧損
Transfer from lifetime ECL to 12-month ECL	由全期預期信貸虧損轉撥至12個月預期信貸虧損
Transfer from 12-month ECL to credit-impaired	由12個月預期信貸虧損轉撥至信貸減值
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥至信貸減值
Net remeasurement of ECL	預期信貸虧損的重新計量淨額
New financial assets originated	已新增的新金融資產
Repayment and derecognition	還款及終止確認

Movement without impact on profit or loss:	不影響損益之變動：
Written off (Note)	撇銷(註解)
Exchange adjustments	匯兌調整

As at 31st December, 2024	於二零二四年十二月三十一日
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Note: Amount of HK\$962.8 million (2023: HK\$944.6 million) that were written off during the year are still subject to enforcement activities.

截至二零二四年十二月三十一日止年度

## 48. 金融風險管理(續)

## (b) 信貸風險(續)

信貸風險及減值評估(續)

消費金融客戶貸款及墊款

12-month ECL 12個月預期 信貸虧損	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值)	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值)	Total 總計
HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
406.1	179.1	19.2	604.4
(30.4)	30.4	—	—
9.2	(9.2)	—	—
(10.9)	—	10.9	—
—	(287.0)	287.0	—
(26.3)	332.5	645.2	951.4
544.0	—	—	544.0
(512.9)	(68.3)	(2.5)	(583.7)
(27.3)	(1.6)	940.6	911.7
—	—	(944.6)	(944.6)
(1.1)	(0.6)	—	(1.7)
(1.1)	(0.6)	(944.6)	(946.3)
377.7	176.9	15.2	569.8
(44.9)	44.9	—	—
4.3	(4.3)	—	—
(15.3)	—	15.3	—
—	(337.9)	337.9	—
35.9	386.6	610.8	1,033.3
619.8	—	—	619.8
(568.0)	(70.5)	(7.0)	(645.5)
31.8	18.8	957.0	1,007.6
—	—	(962.8)	(962.8)
(0.9)	(0.4)	—	(1.3)
(0.9)	(0.4)	(962.8)	(964.1)
408.6	195.3	9.4	613.3

註解：於年內已撇銷的962.8百萬港元(二零二三年：944.6百萬港元)仍可能需進行法律行動。



for the year ended 31st December, 2024

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*Mortgage loans

As at 1st January, 2023	於二零二三年一月一日
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：
Net remeasurement of ECL	預期信貸虧損的重新計量淨額
Repayment and derecognition	還款及終止確認
Movement without impact on profit or loss:	不影響損益之變動：
Written off (Note)	撇銷(註解)
As at 31st December, 2023	於二零二三年十二月三十一日
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：
Net remeasurement of ECL	預期信貸虧損的重新計量淨額
Movement without impact on profit or loss:	不影響損益之變動：
Written off (Note)	撇銷(註解)
As at 31st December, 2024	於二零二四年十二月三十一日

Note: Amount of HK\$9.3 million (2023: HK\$0.7 million) that were written off during the year are still subject to enforcement activities.

**綜合財務報表附註(續)**

截至二零二四年十二月三十一日止年度

**48. 金融風險管理(續)****(b) 信貸風險(續)***信貸風險及減值評估(續)*按揭貸款

12-month ECL 12個月預期 信貸虧損 HK\$ Million 百萬港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$ Million 百萬港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
–	–	43.6	43.6
–	–	81.3	81.3
–	–	(23.8)	(23.8)
–	–	57.5	57.5
–	–	(0.7)	(0.7)
–	–	100.4	100.4
1.8	2.7	71.8	76.3
1.8	2.7	71.8	76.3
–	–	(9.3)	(9.3)
1.8	2.7	162.9	167.4

註解：於年內已撇銷的9.3百萬港元(二零二三年：0.7百萬港元)仍可能需進行法律行動。

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## (b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

Term loans

		12-month ECL 12個月預期 信貸虧損 HK\$ Million 百萬港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$ Million 百萬港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
As at 1st January, 2023	於二零二三年一月一日	39.2	–	796.0	835.2
Changes due to financial instruments recognised during the year:	於年內因確認金融工具 產生的變動：				
Transfer	轉撥	(7.0)	6.6	0.4	–
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	(7.2)	26.1	281.9	300.8
Repayment, derecognition and others	還款、終止確認及其他	(1.0)	–	–	(1.0)
		(15.2)	32.7	282.3	299.8
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	–	–	(295.8)	(295.8)
Exchange adjustments	匯兌調整	(0.2)	–	6.4	6.2
		(0.2)	–	(289.4)	(289.6)
As at 31st December, 2023	於二零二三年十二月三十一日	23.8	32.7	788.9	845.4
Changes due to financial instruments recognised during the year:	於年內因確認金融工具 產生的變動：				
Transfer	轉撥	–	(30.0)	30.0	–
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	6.9	(2.7)	32.2	36.4
New financial assets originated or purchased	已新增或購買的新金融資產	–	–	10.4	10.4
		6.9	(32.7)	72.6	46.8
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	–	–	(49.4)	(49.4)
		–	–	(49.4)	(49.4)
As at 31st December, 2024	於二零二四年十二月三十一日	30.7	–	812.1	842.8

## 48. 金融風險管理(續)

## (b) 信貸風險(續)

信貸風險及減值評估(續)

有期貸款

48. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit Risk (Cont'd)  
Credit risk and impairment assessment (Cont'd)  
Amounts due from associates

As at 1st January, 2023	於二零二三年一月一日
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：
Net remeasurement of ECL	預期信貸虧損的重新計量淨額
As at 31st December, 2023	於二零二三年十二月三十一日
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：
Net remeasurement of ECL	預期信貸虧損的重新計量淨額
As at 31st December, 2024	於二零二四年十二月三十一日

48. 金融風險管理(續)

(b) 信貸風險(續)  
信貸風險及減值評估(續)  
聯營公司欠款

12-month ECL 12個月預期 信貸虧損 HK\$ Million 百萬港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$ Million 百萬港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
5.6	–	17.4	23.0
(0.1)	–	(0.3)	(0.4)
(0.1)	–	(0.3)	(0.4)
5.5	–	17.1	22.6
1.5	–	(0.4)	1.1
1.5	–	(0.4)	1.1
7.0	–	16.7	23.7

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## (b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

Loan commitments

		12-month ECL 12個月預期 信貸虧損 HK\$ Million 百萬港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$ Million 百萬港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
As at 1st January, 2023	於二零二三年一月一日	24.7	5.7	–	30.4
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生 的變動：				
Transfer from 12-month ECL to lifetime ECL	自12個月預期信貸虧損轉撥至 全期預期信貸虧損	(0.4)	0.4	–	–
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	(1.1)	4.3	–	3.2
New loan commitments originated	已新增的新貸款承擔	26.4	–	–	26.4
Expiry and derecognition	到期及終止確認	(24.2)	(5.2)	–	(29.4)
		0.7	(0.5)	–	0.2
As at 31st December, 2023	於二零二三年十二月三十一日	25.4	5.2	–	30.6
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生 的變動：				
Transfer from 12-month ECL to lifetime ECL	自12個月預期信貸虧損轉撥至 全期預期信貸虧損	(0.2)	0.2	–	–
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	(0.5)	3.5	–	3.0
New loan commitments originated	已新增的新貸款承擔	28.5	–	–	28.5
Expiry and derecognition	到期及終止確認	(27.0)	(6.0)	–	(33.0)
		0.8	(2.3)	–	(1.5)
As at 31st December, 2024	於二零二四年十二月三十一日	26.2	2.9	–	29.1

## 48. 金融風險管理(續)

## (b) 信貸風險(續)

信貸風險及減值評估(續)

貸款承擔

for the year ended 31st December, 2024

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*Trade and other receivables

		12-month ECL 12個月預期 信貸虧損 HK\$ Million 百萬港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$ Million 百萬港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
As at 1st January, 2023	於二零二三年一月一日	3.3	0.9	56.3	60.5
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生 的變動：				
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	–	0.3	3.0	3.3
New financial assets originated or purchased	已新增或購買的新金融資產	–	0.4	–	0.4
Repayment, derecognition and others	還款、終止確認及其他	(0.9)	(0.7)	–	(1.6)
		(0.9)	–	3.0	2.1
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	–	–	–	–
As at 31st December, 2023	於二零二三年十二月三十一日	2.4	0.9	59.3	62.6
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生 的變動：				
Transfer	轉撥	(4.0)	–	4.0	–
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	3.8	0.1	1.5	5.4
New financial assets originated or purchased	已新增或購買的新金融資產	1.3	10.0	0.4	11.7
Repayment, derecognition and others	還款、終止確認及其他	–	(0.4)	–	(0.4)
		1.1	9.7	5.9	16.7
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	–	(0.1)	(1.6)	(1.7)
Exchange adjustments	匯兌調整	(0.1)	(2.5)	(0.1)	(2.7)
		(0.1)	(2.6)	(1.7)	(4.4)
As at 31st December, 2024	於二零二四年十二月三十一日	3.4	8.0	63.5	74.9

**綜合財務報表附註(續)**

截至二零二四年十二月三十一日止年度

**48. 金融風險管理(續)****(b) 信貸風險(續)***信貸風險及減值評估(續)*貿易及其他應收款項

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## (b) Credit Risk (Cont'd)

*Credit risk and impairment assessment (Cont'd)*

Changes in the loss allowance for loans and advances to consumer finance customers, mortgage loans, term loans and trade and other receivables are mainly due to changes in expected credit loss rate at each stage and changes in gross carrying amounts of respective loans and receivables are as follows:

Loans and advances to consumer finance customers

Gross carrying amount as at 1st January, 2023	於二零二三年一月一日的賬面總值
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：
Transfer from 12-month ECL to lifetime ECL	由12個月預期信貸虧損轉撥至全期預期信貸虧損
Transfer from lifetime ECL to 12-month ECL	由全期預期信貸虧損轉撥至12個月預期信貸虧損
Transfer from 12-month ECL to credit-impaired	由12個月預期信貸虧損轉撥至信貸減值
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥至信貸減值
New financial assets originated	已新增的新金融資產
Repayment and derecognition	還款及終止確認
Written off	撇銷
Exchange adjustments	匯兌調整

## 48. 金融風險管理(續)

## (b) 信貸風險(續)

*信貸風險及減值評估(續)*

消費金融客戶貸款及墊款、按揭貸款、有期貸款及貿易及其他應收款項的虧損撥備變動主要由於各階段的預期信貸虧損率變動所致，各貸款及應收款項的賬面總值變動如下：

消費金融客戶貸款及墊款

12-month ECL 12個月預期 信貸虧損 HK\$ Million 百萬港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$ Million 百萬港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
11,052.7	487.9	89.7	11,630.3
(887.8)	887.8	–	–
29.0	(29.0)	–	–
(302.7)	–	302.7	–
–	(644.9)	644.9	–
15,397.0	–	–	15,397.0
(14,564.1)	(271.5)	(14.5)	(14,850.1)
–	–	(944.6)	(944.6)
(33.1)	(2.3)	(0.2)	(35.6)
(361.7)	(59.9)	(11.7)	(433.3)



for the year ended 31st December, 2024

48. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit Risk (Cont'd)  
Credit risk and impairment assessment (Cont'd)  
Loans and advances to consumer finance customers  
(Cont'd)

Gross carrying amount as at 31st December, 2023	於二零二三年十二月三十一日 的眼面總值
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生 的變動：
Transfer from 12-month ECL to lifetime ECL	由12個月預期信貸虧損轉撥至 全期預期信貸虧損
Transfer from lifetime ECL to 12-month ECL	由全期預期信貸虧損轉撥至 12個月預期信貸虧損
Transfer from 12-month ECL to credit-impaired	由12個月預期信貸虧損轉撥至 信貸減值
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥至 信貸減值
New financial assets originated	已新增的新金融資產
Repayment and derecognition	還款及終止確認
Written off	撇銷
Exchange adjustments	匯兌調整

Gross carrying amount as at 31st December, 2024	於二零二四年十二月三十一日 的眼面總值
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As at 31st December, 2024, loans and advances to consumer finance customers with a gross carrying amount of HK\$79.1 million (2023: HK\$75.1 million) (with an impairment allowance of HK\$8.7 million recognised (2023: HK\$13.5 million)) classified as lifetime ECL (credit-impaired) is covered by collateral and other credit enhancement measures.

截至二零二四年十二月三十一日止年度

48. 金融風險管理(續)

(b) 信貸風險(續)  
信貸風險及減值評估(續)  
消費金融客戶貸款及墊款(續)

12-month ECL 12個月預期 信貸虧損 HK\$ Million 百萬港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$ Million 百萬港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
10,691.0	428.0	78.0	11,197.0
(900.7)	900.7	-	-
32.0	(32.0)	-	-
(383.4)	-	383.4	-
-	(591.5)	591.5	-
16,795.7	-	-	16,795.7
(15,620.8)	(214.6)	(10.0)	(15,845.4)
-	-	(962.8)	(962.8)
(39.8)	(3.0)	-	(42.8)
(117.0)	59.6	2.1	(55.3)
10,574.0	487.6	80.1	11,141.7

於二零二四年十二月三十一日，分類為全期預期信貸虧損(信貸減值)的消費金融客戶貸款及墊款眼面總值為79.1百萬港元(二零二三年：75.1百萬港元)(已確認減值撥備8.7百萬港元(二零二三年：13.5百萬港元))，受抵押品及其他信貸增強措施保障。

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## (b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

Mortgage loans

## 48. 金融風險管理(續)

## (b) 信貸風險(續)

信貸風險及減值評估(續)

按揭貸款

		12-month ECL 12個月預期 信貸虧損 HK\$ Million 百萬港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$ Million 百萬港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
Gross carrying amount as at 1st January, 2023	於二零二三年一月一日 的賬面總值	2,471.3	235.0	401.2	3,107.5
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生 的變動：				
Transfer from 12-month ECL to lifetime ECL	由12個月預期信貸虧損轉撥至 全期預期信貸虧損	(116.3)	116.3	–	–
Transfer from 12-month ECL to credit-impaired	由12個月預期信貸虧損轉撥至 信貸減值	(449.2)	–	449.2	–
Transfer from lifetime ECL to 12-month ECL	由全期預期信貸虧損轉撥至 12個月預期信貸虧損	44.6	(44.6)	–	–
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥至 信貸減值	–	(15.0)	15.0	–
Transfer from credit-impaired to 12-month ECL	由信貸減值轉撥至12個月預期 信貸虧損	0.5	–	(0.5)	–
New financial assets originated	已新增的新金融資產	809.6	–	–	809.6
Repayment and derecognition	還款及終止確認	(893.5)	(174.7)	(279.1)	(1,347.3)
Written off	撇銷	–	–	(0.7)	(0.7)
		(604.3)	(118.0)	183.9	(538.4)

for the year ended 31st December, 2024

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)**

*Credit risk and impairment assessment (Cont'd)*  
Mortgage loans (Cont'd)

Gross carrying amount as at 31st December, 2023	於二零二三年十二月三十一日的賬面總值
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：
Transfer from 12-month ECL to lifetime ECL	由12個月預期信貸虧損轉撥至全期預期信貸虧損
Transfer from 12-month ECL to credit-impaired	由12個月預期信貸虧損轉撥至信貸減值
Transfer from lifetime ECL to 12-month ECL	由全期預期信貸虧損轉撥至12個月預期信貸虧損
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥至信貸減值
New financial assets originated	已新增的新金融資產
Repayment and derecognition	還款及終止確認
Written off	撇銷
Exchange difference	匯兌差額
Gross carrying amount as at 31st December, 2024	於二零二四年十二月三十一日的賬面總值

As at 31st December, 2024, mortgage loans with a gross carrying amount of HK\$876.4 million (2023: HK\$585.1 million) classified as lifetime ECL (credit-impaired) is covered by collateral.

**綜合財務報表附註(續)**

截至二零二四年十二月三十一日止年度

**48. 金融風險管理(續)****(b) 信貸風險(續)**

*信貸風險及減值評估(續)*  
按揭貸款(續)

12-month ECL 12個月預期 信貸虧損 HK\$ Million 百萬港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$ Million 百萬港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
1,867.0	117.0	585.1	2,569.1
(203.9)	203.9	-	-
(504.8)	-	504.8	-
0.4	(0.4)	-	-
-	(10.9)	10.9	-
1,217.2	-	-	1,217.2
(1,324.0)	(91.6)	(215.1)	(1,630.7)
-	-	(9.3)	(9.3)
(0.1)	-	-	(0.1)
(815.2)	101.0	291.3	(422.9)
1,051.8	218.0	876.4	2,146.2

於二零二四年十二月三十一日，分類為全期預期信貸虧損(信貸減值)的按揭貸款賬面總值為876.4百萬港元(二零二三年：585.1百萬港元)，受抵押品保障。

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## (b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

## Term loans

Gross carrying amount as at 1st January, 2023	於二零二三年一月一日 的賬面總值
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生 的變動：
Transfer	轉撥
New financial assets originated	已新增的新金融資產
Repayment, derecognition and others	還款、終止確認及其他
Gross carrying amount as at 31st December, 2023	於二零二三年十二月三十一日 的賬面總值
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生 的變動：
Transfer	轉撥
New financial assets originated	已新增的新金融資產
Repayment, derecognition and others	還款、終止確認及其他
Gross carrying amount as at 31st December, 2024	於二零二四年十二月三十一日 的賬面總值

As at 31st December, 2024, term loans with a gross carrying amount of HK\$861.9 million (2023: HK\$898.2 million) (with an impairment allowance of HK\$741.8 million recognised (2023: HK\$785.9 million)) classified as lifetime ECL (credit-impaired) is covered by collateral and other credit enhancement measures.

## 48. 金融風險管理(續)

## (b) 信貸風險(續)

信貸風險及減值評估(續)

## 有期貸款

12-month ECL 12個月預期 信貸虧損 HK\$ Million 百萬港元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HK\$ Million 百萬港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
1,036.4	–	1,498.0	2,534.4
(106.7)	89.4	17.3	–
224.3	–	–	224.3
(788.1)	–	(498.4)	(1,286.5)
(670.5)	89.4	(481.1)	(1,062.2)
365.9	89.4	1,016.9	1,472.2
(16.9)	(74.9)	91.8	–
193.4	–	–	193.4
(98.4)	(14.5)	(68.8)	(181.7)
78.1	(89.4)	23.0	11.7
444.0	–	1,039.9	1,483.9

於二零二四年十二月三十一日，分類為全期預期信貸虧損(信貸減值)的有期貸款賬面總值為861.9百萬港元(二零二三年：898.2百萬港元)(已確認減值撥備741.8百萬港元(二零二三年：785.9百萬港元))，受抵押品及其他信貸增強措施保障。

for the year ended 31st December, 2024

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*Trade and other receivables

The Group assessed the loss allowances for trade and other receivables with gross carrying amounts of HK\$524.7 million (2023: HK\$539.0 million) on 12-month ECL basis. Trade and other receivables on lifetime ECL (not credit-impaired) of HK\$350.2 million (2023: HK\$166.4 million). Trade and other receivables of HK\$81.0 million (2023: HK\$81.0 million) have default events observed since initial recognition and assessed at lifetime ECL (credit-impaired).

Management assessed the expected loss on trade receivables from customers based on individual assessment, taking into account the historical default experience and forward-looking information, as appropriate.

Trade receivables mainly consists of rental and estate management fees receivable from tenants and receivables from customers from hospital and eldercare operations. Credit checks are carried out before commencement of tenancies and on-going credit evaluation ensures any doubtful receivables are provided for as required. The exposure to credit risk is limited because the trade receivables are secured by tenant deposits. In this regard, the management considers that the Group's credit risk is significantly reduced.

The Group, being a provider of healthcare services to patients, has a highly diversified customer base, without any single customer contributing material revenue. However, the Group has concentrated debtor's portfolio, as majority patients will claim their medical expenses from local governments' social insurance schemes. Subject to the relevant local government's medical insurance payment and settlement policies, the reimbursement from the local social insurance bureau or similar government departments normally take three months. The Group has policy in place to ensure the treatments and medicines prescribed and provided to such insured patients are in line with the respective policies and within reimbursement limits, provided fulfilling all ethics and moral responsibilities as healthcare provider. The Group also has controls to closely monitor the patients' billings and claim status to minimise the credit risk. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

截至二零二四年十二月三十一日止年度

**48. 金融風險管理(續)****(b) 信貸風險(續)***信貸風險及減值評估(續)*貿易及其他應收款項

本集團就賬面總值為524.7百萬港元(二零二三年: 539.0百萬港元)的貿易及其他應收款項的虧損撥備按12個月預期信貸虧損基準進行評估。貿易及其他應收款項按全期預期信貸虧損(並無信貸減值)評估為350.2百萬港元(二零二三年: 166.4百萬港元)。81.0百萬港元(二零二三年: 81.0百萬港元)的貿易及其他應收款項自初始確認後已觀察到違約事件, 並按全期預期信貸虧損(信貸減值)進行評估。

管理層基於個別評估評估應收客戶貿易款項的預期虧損, 並考慮過往違約經驗及前瞻性資料(如適用)。

應收貿易款項主要包括應收租戶的租金及物業管理費以及來自醫院及護老業務客戶應收款項。在租賃開始前進行信貸檢查, 並進行持續的信貸評估, 確保按要求提供任何可疑的應收款項。由於應收貿易款項以租戶按金為抵押, 故所承受之信貸風險有限。就此而言, 管理層認為本集團的信貸風險顯著下降。

本集團作為一家為患者提供醫療服務的企業, 擁有多元化的客戶群, 並無任何單一客戶貢獻大額收入。然而, 本集團的債務組合較為集中, 原因為大多數患者將自當地政府的社會保險計劃報銷醫療費用。根據相關當地政府的醫療保險支付及結算政策, 自當地社會保險局或類似政府部門報銷通常需要三個月時間。本集團已制定政策, 確保為相關參保患者開具的治療處方及提供的藥品符合各自的政策並處於報銷範圍內, 惟須履行作為醫療提供者的所有倫理及道德責任。本集團亦採取控制措施, 密切監控患者的賬單及報銷情況, 盡量降低信貸風險。就此而言, 本公司董事認為本集團的信貸風險顯著下降。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**48. FINANCIAL RISK MANAGEMENT (CONT'D)****48. 金融風險管理(續)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*Trade and other receivables (Cont'd)

The management of the Group makes periodic collective assessment or individual assessment for debtors with significant balances on the recoverability of trade receivables arising from other sources and other receivables and deposits based on historical settlement records, past experience, quantitative and qualitative information that is reasonable and supportive and forward-looking information that is available without undue cost or effect.

**(c) Liquidity Risk**

The goal of liquidity management is to mitigate risk that a given security or asset cannot be traded quickly enough in the market to prevent a loss or make the required profit. Another goal is to enable the Group, even under adverse market conditions, to actively manage and match funds inflow against all maturing repayment obligations to achieve maximum harmony on cash flow management.

The Group manages its liquidity position to ensure a prudent and adequate liquidity ratio. This is achieved by a transparent and collective monitoring approach across the Group involving the management of the relevant group companies.

The exposure of the Group's contractual undiscounted cash flow for financial liabilities and lease liabilities and their contractual maturity dates are as follows:

**(b) 信貸風險(續)***信貸風險及減值評估(續)*貿易及其他應收款項(續)

本集團的管理層根據歷史結算記錄、過往經驗、合理及具支持性的定量及定性資料以及毋須付出過多成本或努力即可獲得的前瞻性資料，就其他來源的應收貿易款項及其他應收款項及按金的可收回性對擁有大額結餘的債務人定期進行集體評估或個別評估。

**(c) 流動資金風險**

流動資金管理的目標是減低指定證券或資產未能及時在市場上買賣以防止損失或賺取所需溢利的風險，並旨在使本集團即使在不利的市場條件下亦可就所有到期償還責任靈活管理及配合資金流入，並達到現金流量管理之高度和諧性。

本集團監管其流動資金狀況，確保有審慎而充裕之流動資金比率，透過本集團相關集團公司管理層以高透明度及集體方式進行監察來達成。

本集團之金融負債及租賃負債面對的合約未貼現現金流量風險及負債的依約到期日如下：

		On demand or less than 90 days 按要求償還或 少於90日 HK\$ Million 百萬港元	91 days to 1 year 91日至1年 HK\$ Million 百萬港元	1 year to 5 years 1年至5年 HK\$ Million 百萬港元	Over 5 years 5年以上 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
<b>At 31st December, 2024</b>	<b>於二零二四年十二月三十一日</b>					
Bank and other borrowings <sup>+</sup>	銀行及其他借貸 <sup>+</sup>	10,322.1	1,188.9	5,148.6	1,530.3	18,189.9
Trade and other payables	貿易及其他應付款項	2,741.9	12.5	0.2	-	2,754.6
Amounts due to brokers	欠經紀款項	88.5	-	-	-	88.5
Amounts due to associates	欠聯營公司款項	12.6	-	-	-	12.6
Amounts due to joint ventures	欠合營公司款項	1,866.5	-	-	-	1,866.5
Amounts due to non-controlling interests	欠非控股權益款項	0.2	-	-	-	0.2
Notes payable	應付票據	74.5	174.2	3,050.7	-	3,299.4
Loan commitments <sup>+</sup>	貸款承擔 <sup>+</sup>	2,937.9	-	-	-	2,937.9
Other liabilities	其他負債	55.0	-	-	29.9	84.9
Guarantees	擔保	4,197.8	-	-	-	4,197.8
<b>Total</b>	<b>總計</b>	<b>22,297.0</b>	<b>1,375.6</b>	<b>8,199.5</b>	<b>1,560.2</b>	<b>33,432.3</b>
<b>Lease liabilities</b>	<b>租賃負債</b>	<b>40.2</b>	<b>106.8</b>	<b>154.5</b>	<b>62.1</b>	<b>363.6</b>



for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 48. FINANCIAL RISK MANAGEMENT (CONT'D)

## 48. 金融風險管理(續)

## (c) Liquidity Risk (Cont'd)

## (c) 流動資金風險(續)

		On demand or less than 90 days 按要求償還或 少於90日 HK\$ Million 百萬港元	91 days to 1 year 91日至1年 HK\$ Million 百萬港元	1 year to 5 years 1年至5年 HK\$ Million 百萬港元	Over 5 years 5年以上 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
At 31st December, 2023	於二零二三年十二月三十一日					
Bank and other borrowings <sup>+</sup>	銀行及其他借貸 <sup>+</sup>	8,898.2	1,350.8	8,726.5	849.9	19,825.4
Trade and other payables	貿易及其他應付款項	2,505.7	12.5	–	–	2,518.2
Amounts due to brokers	欠經紀款項	77.4	–	–	–	77.4
Amounts due to associates	欠聯營公司款項	187.9	–	–	–	187.9
Amounts due to joint ventures	欠合營公司款項	1,934.5	–	–	–	1,934.5
Amounts due to non-controlling interests	欠非控股權益款項	0.2	–	–	–	0.2
Notes payable	應付票據	83.9	2,916.3	3,299.9	–	6,300.1
Loan commitments <sup>#</sup>	貸款承擔 <sup>#</sup>	2,598.3	–	–	–	2,598.3
Other liabilities	其他負債	27.0	–	–	36.9	63.9
Guarantees	擔保	2,904.4	–	–	–	2,904.4
Total	總計	19,217.5	4,279.6	12,026.4	886.8	36,410.3
Lease liabilities	租賃負債	37.5	100.9	204.7	89.2	432.3

+ Bank and other borrowings with repayment on demand clause are classified as on demand in the above analysis although the demand clause has not been exercised.

+ 具有按要求償還條文之銀行及其他借貸於上述分析中分類為按要求償還，即使該條文尚未被行使。

# The amount represents the maximum undrawn loan commitments under the loan facilities arrangement and the Group could be required to provide loan disbursements upon demand from the consumer finance customers and term loans customers. Based on the expectation at the end of the reporting period, the Group considers that it is remote for such whole loan commitments to be fully drawn down in any significant respect.

# 以上數額指根據貸款融資安排尚未提取的貸款承擔及本集團應消費金融客戶及有期貸款客戶要求須提供貸款的最高金額。按於報告期末之預期，本集團認為於任何重大方面整筆貸款承擔獲悉數提取之機會極微。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**49. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS****49. 綜合現金流量表附註****(a) Operating cash flows before movements in working capital****(a) 未計營運資金變動前之經營業務現金流量**

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
(Loss) profit for the year	本年度(虧損)溢利	(712.3)	256.0
Adjustments for:	調整項目：		
Finance costs	融資成本	1,213.5	1,288.2
Net impairment losses on financial assets	金融資產之減值虧損淨額	1,148.5	1,270.7
Net decrease in fair value of investment properties	投資物業之公平價值減少淨額	1,026.2	27.7
Share of results of associates	應佔聯營公司業績	301.9	(172.0)
Share of results of joint ventures	應佔合營公司業績	263.4	379.8
Taxation	稅項	235.4	378.9
Depreciation of property, plant and equipment	物業、廠房及設備折舊	201.8	170.2
Depreciation of right-of-use assets	使用權資產折舊	179.2	182.2
Write-down of inventories of completed properties	已竣工物業存貨之減值	112.5	3.1
Impairment loss on other assets - properties interests	其他資產－物業權益之減值虧損	108.0	—
Net exchange loss (gain)	匯兌虧損(收益)淨額	82.2	(12.8)
Net loss on disposal/write-off of property, plant and equipment	出售／撇銷物業、廠房及設備之虧損淨額	20.7	5.8
Interest expense of lease liabilities	租賃負債利息費用	17.7	15.0
Changes in net assets attributable to other holders of consolidated structured entities	綜合架構實體其他股東應佔資產淨值變動	8.7	1.1
Impairment loss recognised (reversed) for leasehold land and buildings	確認(撥回)租賃土地及樓宇之減值虧損	6.1	(0.2)
Amortisation of intangible assets	無形資產攤銷	5.7	5.2
Amortisation of properties for development	待發展物業攤銷	4.7	19.0

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**49. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)****(a) Operating cash flows before movements in working capital (Cont'd)****49. 綜合現金流量表附註(續)****(a) 未計營運資金變動前之經營業務現金流量(續)**

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Impairment loss recognised on properties for development	確認待發展物業之減值虧損	2.6	—
Forfeiture of rental deposit paid	沒收已付租金按金	1.6	—
Write-down of other inventories	其他存貨之減值	1.0	—
Depreciation of other assets - properties interests	其他資產－物業權益折舊	0.5	0.5
Expenses recognised for employee ownership scheme of SHK	就新鴻基之僱員股份擁有計劃確認之費用	0.4	5.5
Impairment loss on interest in an associate	於一間聯營公司之權益之減值虧損	0.4	—
Impairment loss on interest in a joint ventures	於一間合營公司權益之減值虧損	—	23.2
Realised loss on disposal/redemption of financial assets at FVTOCI	出售／贖回透過其他全面收益按公平價值處理之金融資產之已變現虧損	—	0.5
Gain on bargain purchase of a subsidiary	議價收購一間附屬公司之收益	—	(495.1)
Fair value gain on transfer of inventories of completed properties to investment properties	已竣工物業存貨轉撥至投資物業之公平價值收益	(0.5)	(29.6)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	(1.2)	—
Impairment loss reversed for hotel property	撥回酒店物業之減值虧損	(2.7)	(2.2)
Gain on repurchase of notes	購回票據收益	(5.0)	(38.9)
Derecognition of right-of-use assets	終止確認使用權資產	(5.5)	—
Net impairment loss reversed for properties under development	撥回發展中物業之減值虧損淨額	(16.7)	(66.6)
Net (gain) loss on disposal of intangible assets	出售無形資產之(收益)虧損淨額	(18.3)	0.3
Net (gain) loss on financial assets and liabilities at fair value through profit or loss	透過損益賬按公平價值處理之金融資產及負債(收益)虧損淨額	(580.9)	470.4
Operating cash flows before movements in working capital	未計營運資金變動前之經營業務現金流量	3,599.6	3,685.9

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**49. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)****49. 綜合現金流量表附註(續)****(b) Reconciliation of liabilities arising from financing activities**

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

**(b) 融資業務產生之負債對賬**

下表詳列本集團融資業務產生之負債變動(包括現金及非現金變動)。融資業務產生之負債指其現金流量已或未來現金流量將分類至本集團綜合現金流量表內的融資業務所得現金流量。

		Bank and other borrowings note 42 銀行及其他借貸 附註42 HK\$Million 百萬港元	Notes payable note 43 應付票據 附註43 HK\$Million 百萬港元	Lease liabilities note 44 租賃負債 附註44 HK\$Million 百萬港元	Amounts due to associates 欠聯營公司款項 附註45 HK\$Million 百萬港元	Amounts due to joint ventures 欠合營公司款項 附註45 HK\$Million 百萬港元	Dividend payable 應付股息 附註45 HK\$Million 百萬港元	Other liabilities note 45 其他負債 附註45 HK\$Million 百萬港元	Total 總計 HK\$Million 百萬港元
At 1st January, 2024	於二零二四年一月一日	18,612.3	5,768.6	383.0	187.9	1,934.5	-	63.9	26,950.2
Financing cash flows:	融資現金流量:								
Repayment of bank and other borrowings	償還銀行及其他借貸	(8,675.3)	-	-	-	-	-	-	(8,675.3)
New bank and other borrowings raised	籌集所得新造銀行及其他借貸	6,984.7	-	-	-	-	-	-	6,984.7
Repurchase of notes	購回票據	-	(294.7)	-	-	-	-	-	(294.7)
Repayment of notes	償還票據	-	(2,369.8)	-	-	-	-	-	(2,369.8)
Amount advanced from an associate	一間聯營公司之墊款	-	-	-	0.2	-	-	-	0.2
Amounts repaid to associates	向聯營公司還款	-	-	-	(173.4)	-	-	-	(173.4)
Amounts advanced from joint ventures	合營公司之墊款	-	-	-	-	168.6	-	-	168.6
Amounts repaid to joint ventures	向合營公司還款	-	-	-	-	(130.4)	-	-	(130.4)
Contribution from third-party interests	第三方權益注資	-	-	-	-	-	-	34.6	34.6
Distribution to third-party interests	第三方權益分派	-	-	-	-	-	-	(21.7)	(21.7)
Changes in net assets attributable to other holders of consolidated structured entities	綜合架構實體其他股東應佔資產淨值變動	-	-	-	-	-	-	8.7	8.7
Dividends by subsidiaries declared to non-controlling interests	附屬公司宣派股息予非控股權益	-	-	-	-	-	483.4	-	483.4
Dividends by subsidiaries to non-controlling interests	附屬公司分派股息予非控股權益	-	-	-	-	-	(483.4)	-	(483.4)
Accrued interest	應付利息	598.6	271.0	17.7	-	-	-	-	887.3
Interest paid	已付利息	(544.5)	(294.7)	(17.7)	-	-	-	-	(856.9)
Payment of loan arrangement fee	支付貸款安排費用	(69.4)	-	-	-	-	-	-	(69.4)
Unamortised arrangement fee classified as prepayment	未攤銷安排費用分類為預付款項	63.1	-	-	-	-	-	-	63.1
Unamortised arrangement fee reclassified from prepayment	自預付款項重新分類之未攤銷安排費用	(24.3)	-	-	-	-	-	-	(24.3)
Lease payments	租賃付款	-	-	(160.0)	-	-	-	-	(160.0)
Gain on repurchase of notes	購回票據收益	-	(5.0)	-	-	-	-	-	(5.0)
New lease entered/lease modified	新訂立租賃/經修改租賃	-	-	103.7	-	-	-	-	103.7
Capital reduction of a joint venture	一間合營公司減資	-	-	-	-	(85.2)	-	-	(85.2)
Effect on foreign exchange rate changes	匯率變動之影響	(95.1)	(25.4)	(0.1)	(2.1)	(21.0)	-	(0.6)	(144.3)
At 31st December, 2024	於二零二四年十二月三十一日	16,850.1	3,050.0	326.6	12.6	1,866.5	-	84.9	22,190.7

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 49. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)

## 49. 綜合現金流量表附註(續)

## (b) Reconciliation of liabilities arising from financing activities (Cont'd)

## (b) 融資業務產生之負債對賬(續)

		Bank and other borrowings note 42 銀行及 其他借貸 附註42 HK\$Million 百萬港元	Notes payable note 43 應付票據 附註43 HK\$Million 百萬港元	Lease liabilities note 44 租賃負債 附註44 HK\$Million 百萬港元	Amounts due to associates 欠聯營 公司款項 HK\$Million 百萬港元	Amounts due to joint ventures 欠合營 公司款項 HK\$Million 百萬港元	Dividend payable 應付股息 HK\$Million 百萬港元	Other liabilities note 45 其他負債 附註45 HK\$Million 百萬港元	Total 總計 HK\$Million 百萬港元
At 1st January, 2023	於二零二三年一月一日	17,559.0	6,578.1	414.3	209.1	589.3	-	51.9	25,401.7
Financing cash flows:	融資現金流量：								
Repayment of bank and other borrowings	償還銀行及其他 借貸	(21,511.4)	-	-	-	-	-	-	(21,511.4)
New bank and other borrowings raised	籌集所得新造銀行及 其他借貸	21,399.9	-	-	-	-	-	-	21,399.9
Repurchase of notes	購回票據	-	(433.6)	-	-	-	-	-	(433.6)
Repayment of notes	償還票據	-	(340.0)	-	-	-	-	-	(340.0)
Amounts advanced from associates	聯營公司之墊款	-	-	-	57.3	-	-	-	57.3
Amounts repaid to associates	向聯營公司還款	-	-	-	(82.6)	-	-	-	(82.6)
Amounts advanced from joint ventures	合營公司之 墊款	-	-	-	-	1,395.9	-	-	1,395.9
Amounts repaid to joint ventures	向合營公司還款	-	-	-	-	(37.8)	-	-	(37.8)
Contribution from third-party interests	第三方權益 注資	-	-	-	-	-	-	36.3	36.3
Distribution to third-party interests	第三方權益分派	-	-	-	-	-	-	(22.2)	(22.2)
Changes in net assets attributable to other holders of consolidated structured entities	綜合架構實體 其他股東應佔 資產淨值變動	-	-	-	-	-	-	1.1	1.1
Dividends by subsidiaries declared to non-controlling interests	附屬公司宣派股息予 非控股權益	-	-	-	-	-	619.9	-	619.9
2022 second interim dividend declared	宣派二零二二年第二次 中期股息	-	-	-	-	-	412.9	-	412.9
Dividends by subsidiaries to non-controlling interests	附屬公司分派股息予 非控股權益	-	-	-	-	-	(619.9)	-	(619.9)
Dividends paid to equity shareholders	已付權益股東 股息	-	-	-	-	-	(412.9)	-	(412.9)
Accrued interest	應付利息	606.8	348.0	15.0	-	-	-	-	969.8
Interest paid	已付利息	(549.9)	(346.3)	(15.0)	-	-	-	-	(911.2)
Payment of loan arrangement fee	支付貸款安排費用	(48.7)	-	-	-	-	-	-	(48.7)
Unamortised arrangement fee classified as prepayment	未攤銷安排費用分類為 預付款項	24.3	-	-	-	-	-	-	24.3
Lease payments	租賃付款	-	-	(161.6)	-	-	-	-	(161.6)
Gain on repurchase of notes	購回票據收益	-	(38.9)	-	-	-	-	-	(38.9)
New lease entered/lease modified	新訂立租賃/經修改租賃	-	-	91.4	-	-	-	-	91.4
Other borrowing (note 13(b))	其他借貸(附註13(b))	600.0	-	-	-	-	-	-	600.0
Acquisition of a subsidiary (note 13(a))	收購一間附屬公司 (附註13(a))	608.7	-	41.1	6.0	-	-	-	655.8
Effect on foreign exchange rate changes	匯率變動之 影響	(76.4)	1.3	(2.2)	(1.9)	(12.9)	-	(3.2)	(95.3)
At 31st December, 2023	於二零二三年十二月三十一日	18,612.3	5,768.6	383.0	187.9	1,934.5	-	63.9	26,950.2

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**49. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)****49. 綜合現金流量表附註(續)****(c) Major non-cash transaction**

During the year ended 31st December, 2023, other borrowing of HK\$600.0 million was raised to satisfy part of the total payment on acquisition of a subsidiary of HK\$1,000.0 million.

**(c) 主要非現金交易**

截至二零二三年十二月三十一日止年度，取得其他借貸600.0百萬港元以滿足收購一間附屬公司1,000.0百萬港元部份付款總額。

**50. CONTINGENT LIABILITIES AND FINANCIAL GUARANTEES CONTRACTS****50. 或然負債及財務擔保合同**

- (a) At 31st December, 2024, the Group had financial guarantees as follows:

- (a) 於二零二四年十二月三十一日，本集團的財務擔保如下：

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
Guarantees given to banks in respect of:	向銀行作出之擔保：		
– mortgage loans granted to property purchasers	– 物業買家獲授之按揭貸款	3,672.3	1,802.1
– banking facilities granted to joint ventures	– 合營公司獲授之銀行信貸		
– utilised	– 已使用	200.7	559.1
– not yet utilised	– 尚未使用	204.1	410.1
– banking facilities granted to an investee company classified as a financial asset at FVTPL	– 一間分類為透過損益賬按公平價值處理之金融資產之被投資方公司獲授之銀行信貸		
– utilised	– 已使用	120.7	133.1

- (b) Property for development that is held by a joint venture of the Group with total carrying value of approximately HK\$867.0 million (2023: HK\$888.3 million) is under idle land investigation by the local authority. The development progress cannot fully fulfill building covenants under the land grant contracts. The whole pieces of land of the joint venture were held under several land use right certificates. They are under phased construction stage and certain portions of them are under development, except for the portions which are retained for the remaining development of the whole project.

- (b) 由本集團之一間合營公司持有賬面總值約867.0百萬港元(二零二三年：888.3百萬港元)之待發展物業正被當地機關進行閒置土地調查。其發展進度未能完全滿足土地出讓合同項下的建築條款。整塊由合營公司持有之土地擁有若干張土地使用證。除部份土地保留作整個項目之餘下發展外，該等土地正處於分期施工階段，其中部份正在開發。



for the year ended 31st December, 2024

**50. CONTINGENT LIABILITIES AND FINANCIAL GUARANTEES CONTRACTS (CONT'D)**

(b) (Cont'd)

Property for development that is held by another joint venture of the Group with carrying value of approximately HK\$181.6 million (2023: HK\$242.3 million) had been identified as idle land by the local authority. The development of more than half of the piece of land was completed, except for the portions which are retained for the remaining development of the whole project. In particular, the construction work for Phase 3 Part 2 has started in current year.

The Group is currently working diligently with joint venture partners to prevent the possible classification as idle land for those under idle land investigation and taking remedy action to prevent from prosecution for those had been identified as idle land, including negotiating the feasibility of development plans with local authorities. Based on legal advices, the Group has assessed the issue and in the opinion of the management of the Group, the economic outflows caused by the above cases are not probable.

- (c) An indirect wholly-owned subsidiary of TAMC, as the named respondent, received a writ of summons inclusive of a statement of claim from the court of the PRC regarding the claims by a claimant against, amongst others, the respondent. The claimant is claiming against the respondent and others to be jointly and severally liable to the claimant for compensation of an amount of approximately RMB143.0 million, equivalent to approximately HK\$155.4 million (2023: nil). The court has ruled to dismiss all claims of the claimant's claim against the respondent and the respondent shall not be jointly and severally liable in the sum of RMB143.0 million, equivalent to approximately HK\$155.4 million as claimed. An appeal was brought by the claimant against this ruling subsequent to the end of the reporting period. The Group, after seeking PRC legal advice, is of the view that the litigation has no merits and hence no material impact on the operations and financial position of the Group.
- (d) Subsequent to the end of the reporting period, several companies have applied jointly for arbitration against a subsidiary of the Company claiming for compensation of approximately HK\$35.1 million (2023: nil) which represented their estimated market value of club memberships not issued to them. The subsidiary has committed to issue those club memberships subject to certain conditions which considered not yet fulfilled. The arbitration proceeding is still in the initial stage. The Group has assessed the claim and obtained PRC legal advice, and considers that it is too early to assess the possible liability at this stage.

截至二零二四年十二月三十一日止年度

**50. 或然負債及財務擔保合同(續)**

(b) (續)

由本集團之另一間合營公司持有賬面值約181.6百萬港元(二零二三年: 242.3百萬港元)之待發展物業已被當地機關分類為閒置土地。除部份土地保留作整個項目之餘下發展外,超過一半的土地發展已告完成。其中三期二批之建造工程已於本年度開始。

本集團現正積極與合營公司夥伴防止該等正進行閒置土地調查的土地發展可能被分類為閒置土地,並採取補救措施以防止就該等土地被分類為閒置土地的起訴,包括與當地機關商討發展方案之可行性。根據法律意見,本集團已對有關問題作出評估,而據本集團管理層的意見,由以上的調查引起經濟損失的可能性並不高。

- (c) 天安卓健之一間間接全資附屬公司,即被告,收到中國法院發出一份傳票,其中包括一份就原告向被告提出的民事申索。原告要求被告及其他方對原告共同及個別承擔連帶賠償責任。賠償金額約為人民幣143.0百萬元,相當於約155.4百萬港元(二零二三年:無)。法院裁定駁回原告對被告的所有申索請求,被告無需共同及個別就人民幣143.0百萬元,相當於約155.4百萬港元承擔連帶責任。原告於報告期末後就此裁決提出上訴。經尋求中國法律意見後,本集團認為該訴訟並無法律依據,因此對本集團的經營及財務狀況並無重大影響。
- (d) 於報告期末後,多間公司已聯合向本公司之一間附屬公司提出仲裁,要求賠償約35.1百萬港元(二零二三年:無),相當於未向其發放的會所會籍的估計市場價值。該附屬公司已承諾在符合特定條件下發放有關會籍,惟認為目前相關條件尚未達成。仲裁程序仍處於初步階段。本集團已評估該申索及取得中國法律意見,並認為現階段評估或然負債為時尚早。

**51. COMMITMENTS****(a) Lease Arrangements***As lessee*

During the year ended 31st December, 2024, the expenses related to short-term leases and leases of low-value assets amount to HK\$6.1million (2023: HK\$5.6 million).

At 31st December, 2024, the Group is committed to HK\$0.8 million (2023: HK\$4.4 million) for short-term leases.

The maturity profile of the lease liabilities are disclosed in note 44.

*As lessor*

At the end of the reporting period, certain investment properties are leased out for a period of up to a maximum of 35 years from the date of commencement of operation of a lessee that occupies the properties, without given any renewal priority at the end of the lease. The rentals are calculated at a certain percentage of the revenue (net of value added tax) of the lessee, with a minimum annual rental. Other investment properties were leased out for periods ranging from one year to ten years and the majority of the leases do not have any renewal priorities given to the lessees.

Within one year	於一年內
In the second year	第二年
In the third year	第三年
In the fourth year	第四年
In the fifth year	第五年
After five years	第五年以後

**(b) Loan Commitments**

Within one year	於一年內
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**51. 承擔****(a) 租約安排***作為承租人*

截至二零二四年十二月三十一日止年度，有關短期租賃及低價值資產租賃之費用為6.1百萬港元(二零二三年：5.6百萬港元)。

於二零二四年十二月三十一日，本集團就短期租賃承擔0.8百萬港元(二零二三年：4.4百萬港元)。

租賃負債之到期日分析披露於附註44。

*作為出租人*

於報告期末，若干投資物業已經出租，租期從佔用該物業的承租人開始經營之日起計，為期最多35年，於租賃期完結時並無給予任何續約優先權。租金乃按承租人之收入(已扣除增值稅)之若干比率計算，並附有最低年租金。其他投資物業的租期介乎一年至十年，且大部分租賃並無給予承租人任何續約優先權。

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
624.0	588.7
397.0	370.6
261.5	242.5
231.7	204.3
173.2	183.7
1,820.7	1,989.7
3,508.1	3,579.5

**(b) 貸款承擔**

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
2,937.9	2,598.3

for the year ended 31st December, 2024

51. COMMITMENTS (CONT'D)

(c) Other Commitments

Capital commitments for investments	投資資本承擔
Capital contribution to a joint venture	資本投入予一間合營公司
Improvement and alteration works of an investment property	一個投資物業的改善及改建工程
Financial assets	金融資產
Other capital commitments	其他資本承擔

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
1,507.3	1,438.4
260.9	263.7
20.1	—
6.6	1.5
142.4	277.4
1,937.3	1,981.0

52. EMPLOYEE BENEFITS

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance (“ORSO Scheme”) and a Mandatory Provident Fund Scheme (“MPF Scheme”) established under the Mandatory Provident Fund Schemes Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1st December, 2000 are required to join the MPF Scheme.

The retirement benefits cost charged to the consolidated statement of profit or loss represents contributions paid and payable to the fund by the Group at rates specified in the rules of the schemes. Where there are employees who leave the schemes prior to vesting fully in the contributions, in accordance with the terms of the schemes, the contributions payable by the Group are reduced by the amount of forfeited employer’s contributions.

The ORSO Scheme has been closed in December 2000 to new employees as a consequence of the Mandatory Provident Fund Schemes Ordinance introduced by the Hong Kong government.

From 1st December, 2000 onwards, new staff in Hong Kong joining the Group are required to join the MPF Scheme. The Group is required to contribute 5% of the employees’ salaries, while the employees are required to contribute 5% of their salaries to the MPF Scheme.

截至二零二四年十二月三十一日止年度

51. 承擔(續)

(c) 其他承擔

52. 僱員福利

本集團參與根據職業退休計劃條例登記之定額供款計劃(「職業退休計劃」)及強制性公積金計劃條例於二零零零年十二月成立之強制性公積金計劃(「強積金計劃」)。該等計劃之資產與本集團之資產分開持有，並存放於由信託人管理之基金。在強積金計劃成立之前，原為職業退休計劃成員之僱員可選擇繼續參與職業退休計劃或轉至強積金計劃，所有於二零零零年十二月一日或以後新入職之僱員須參與強積金計劃。

自綜合損益表扣除之退休福利開支為本集團按計劃規則所指定比率而向基金已付及應付供款。倘僱員於完全符合獲取全部供款資格前退出計劃，則根據計劃之條款，該筆沒收之僱主供款可扣減本集團之應付供款。

由於香港政府推行強制性公積金計劃條例，故此本集團於二零零零年十二月起不再為新僱員提供上述職業退休計劃。

自二零零零年十二月一日起，凡於香港新加盟本集團之員工按規定均須加入強積金計劃。本集團及僱員各自須向強積金計劃作出相當於僱員薪金5%之供款。

**52. EMPLOYEE BENEFITS (CONT'D)**

The ORSO Scheme is funded by monthly contributions from the employees at rates ranging from 0% to 5% and from the Group at rates ranging from 5% to 10% of the employee's basic salary, depending on the length of service with the Group. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions. During the years ended 31st December, 2024 and 2023, there were no forfeited contributions used to offset contributions. At the end of the reporting period, no forfeited contributions, which arose upon employees leaving the ORSO Scheme, are available to reduce the contributions payable in future years.

The employees of the Company's subsidiaries established in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. These subsidiaries are required to contribute certain percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

Expenses recognised in profit or loss for the contributions to retirement benefit schemes for the current year amounted to HK\$100.3 million (2023: HK\$111.3 million). The amount of forfeited contributions utilised in the course of the year ended 31st December, 2024 was HK\$1.0 million (2023: HK\$0.3 million).

Under the employee ownership scheme of SHK ("EOS"), which was formally adopted by SHK on 18th December, 2007, selected employees or directors of SHK group (the "Selected Grantees") were awarded shares in SHK. Following management's recommendation of SHK, shares of SHK were granted to the Selected Grantees subject to various terms including, amongst other things, the vesting scale whereby awarded shares of SHK will vest and become unrestricted in various vesting periods. During the year, 1.1 million shares (2023: 2.9 million shares) of SHK were awarded to Selected Grantees under the EOS. The fair value of the services rendered (by reference to the market value of awarded shares at grant dates) as consideration of the shares awarded during the year was HK\$2.5 million (2023: HK\$7.8 million) which will be amortised to profit or loss during the vesting period. The amount expensed during the year in respect of shares awarded under the EOS was HK\$0.4 million (2023: HK\$5.5 million).

**52. 僱員福利(續)**

職業退休計劃的資金來源為僱員及本集團之每月供款。僱員之供款率為基本薪金之0%至5%，而本集團之供款率則按僱員於本集團之服務年資介乎5%至10%。倘僱員在完全符合獲取全部供款資格前退出職業退休計劃，該筆沒收之供款可扣減本集團之應付供款。截至二零二四年及二零二三年十二月三十一日止年度，並無沒收供款用作扣減供款。於報告期末，並無僱員因退出職業退休計劃而被沒收之供款用作扣減將來之應付供款。

本公司在中國成立之附屬公司之僱員為中國政府管理之國家退休福利計劃之成員。此等附屬公司須按工資成本若干百分比向退休福利計劃作出供款，支持有關福利。本集團就退休福利計劃之責任僅為作出指定之供款。

本年度就退休福利計劃供款在損益確認之費用為100.3百萬港元(二零二三年：111.3百萬港元)。截至二零二四年十二月三十一日止年度，使用之被沒收供款額為1.0百萬港元(二零二三年：0.3百萬港元)。

根據新鴻基於二零零七年十二月十八日正式採納之新鴻基僱員股份擁有計劃(「僱員股份擁有計劃」)，新鴻基集團之經選定僱員或董事(「選定承授人」)獲授予新鴻基股份。經新鴻基管理層推薦後，向選定承授人授予新鴻基股份，惟須受各項條款所限，包括(其中包括)歸屬規模，據此，所授予之新鴻基股份將歸屬及在各個歸屬期間成為無限制。年內，根據僱員股份擁有計劃向選定承授人獎授1.1百萬股(二零二三年：2.9百萬股)新鴻基股份。年內作為獎授股份代價之所提供服務之公平價值(經參考獎授股份於授出日期之市值)為2.5百萬港元(二零二三年：7.8百萬港元)，將於歸屬期內於損益攤銷。年內根據僱員股份擁有計劃獎授之股份所支銷之金額為0.4百萬港元(二零二三年：5.5百萬港元)。



for the year ended 31st December, 2024

**53. PLEDGE OF ASSETS**

At 31st December, 2024, the following assets were pledged:

- (a) Certain of the Group's property, plant and equipment, properties for development, properties under development, inventories of completed properties and investment properties with an aggregate carrying value of HK\$19,387.0 million (2023: HK\$28,695.3 million), financial assets at FVTPL of nil (2023: HK\$148.5 million), financial assets at FVTOCI of nil (2023: HK\$42.9 million), notes receivables of nil (2023: HK\$1.0 million), bank deposits of nil (2023: HK\$33.4 million) together with certain securities in respect of a listed subsidiary with investment cost of HK\$266.4 million (2023: HK\$266.4 million) were pledged to secure loans and general banking facilities granted to the Group.
- (b) HK\$156.3 million (2023: HK\$732.0 million) of mortgage loans receivable were pledged for a securitisation financing transaction.
- (c) The Group's interest in a subsidiary with net asset value HK\$3.3 million (2023: HK\$2.8 million) and equity securities at FVTPL with carrying values of HK\$4.1 million (2023: HK\$5.7 million) were pledged to securities brokers houses for margin loan facilities granted to the Group.

截至二零二四年十二月三十一日止年度

**53. 資產抵押**

於二零二四年十二月三十一日，以下資產已抵押：

- (a) 本集團賬面總值19,387.0百萬港元(二零二三年：28,695.3百萬港元)之若干物業、廠房及設備、待發展物業、發展中物業、已竣工物業存貨及投資物業、零(二零二三年：148.5百萬港元)之透過損益賬按公平價值處理之金融資產、零(二零二三年：42.9百萬港元)之透過其他全面收益按公平價值處理之金融資產、零(二零二三年：1.0百萬港元)之應收票據、零(二零二三年：33.4百萬港元)之銀行存款，連同一間上市附屬公司投資成本266.4百萬港元(二零二三年：266.4百萬港元)之若干證券，用作授予本集團之貸款及一般銀行信貸之抵押。
- (b) 156.3百萬港元(二零二三年：732.0百萬港元)的應收按揭貸款已用於抵押一項證券化融資交易。
- (c) 本集團於一間附屬公司的權益之資產淨值為3.3百萬港元(二零二三年：2.8百萬港元)及透過損益賬按公平價值處理之股本證券之賬面值為4.1百萬港元(二零二三年：5.7百萬港元)已抵押予證券經紀行，以獲得授予本集團的孖展貸款融通。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 54. RELATED PARTY TRANSACTIONS AND BALANCES

## 54. 有關連人士之交易及結餘

During the year, the Group entered into the following significant transactions with related parties:

年內，本集團與有關連人士訂立以下重大交易：

## (a) Summary of transactions

## (a) 交易概要

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
<b>Associates<sup>^</sup></b>	<b>聯營公司<sup>^</sup></b>		
Interest income	利息收入	(8.2)	(2.8)
Manager's fee income	管理人費用收入	(3.6)	(3.4)
Management services fee income	管理服務費收入	(2.5)	(2.8)
Executive international business travel charge received/receivable	已收／應收高級管理層國際商旅費用	(2.0)	—
Rent, property management and air-conditioning fee income	租金、物業管理及空調費收入	(1.1)	(1.4)
Interest expenses	利息費用	4.6	11.4
<b>Joint ventures<sup>^</sup></b>	<b>合營公司<sup>^</sup></b>		
Profit forwent by joint venture partner received	已收取合營公司夥伴放棄之溢利	(566.7)	—
Interest income	利息收入	(57.8)	(49.5)
Compensation income for late payment from a joint venture	一間合營公司逾期付款之補償收入	(24.9)	(20.9)
Administration, management, consultancy and service fee income	行政、管理、顧問及服務費收入	(18.2)	(41.1)
Rent and property management fee income	租金及物業管理費收入	(1.5)	(1.8)
Manager's fee income	管理人費用收入	(0.9)	(1.3)
Rent for short-term lease and property management fee	短期租賃的租金及物業管理費用	11.3	11.0
Interest expense of lease liabilities <sup>®</sup>	租賃負債之利息費用 <sup>®</sup>	3.1	1.2
Financial guarantee given to banks in respect of banking facilities granted to and utilised by joint ventures	就合營公司獲授及已使用之銀行信貸向銀行作出之財務擔保	200.7	559.1
Financial guarantee given to banks in respect of banking facilities granted to but not yet utilised by joint ventures	就合營公司獲授但尚未使用之銀行信貸向銀行作出之財務擔保	204.1	410.1



for the year ended 31st December, 2024

54. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)

(a) Summary of transactions (Cont'd)

Other related parties	其他有關連人士
Executive international business travel charge received/receivable from related companies**	已收／應收關連公司的高級管理層國際商旅費用**
Management fee received/receivable from a director of SHK under a discretionary investment management agreement*	根據一份全權委託投資管理協議已收／應收新鴻基一名董事的管理費*
Advisory service fee paid/payable to a director of the Company**	付予／應付本公司一名董事的諮詢服務費**
Staff and administrative service fee paid/payable to a related company**	付予／應付一間關連公司的員工及行政服務費用**

- As at 31st December, 2024, the Group has lease liabilities of HK\$33.7 million (2023: HK\$20.3 million) to a joint venture. During the year ended 31st December, 2024, the Group has recognised additions to right-of-use assets of HK\$56.7 million (2023: HK\$28.3 million) and additions to lease liabilities of HK\$55.7 million (2023: HK\$32.0 million) for properties with a joint venture.
- The transactions also constituted connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section Continuing Connected Transactions of the Directors' Report.
- The transactions also constituted connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. However, those transactions are exempt from all disclosure requirements in Chapter 14A of the Listing Rules.
- The transactions with associates and joint ventures did not fall under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

截至二零二四年十二月三十一日止年度

54. 有關連人士之交易及結餘(續)

(a) 交易概要(續)

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
(4.0)	—
(0.6)	(0.5)
3.0	3.0
1.4	1.2

- 於二零二四年十二月三十一日，本集團付予一間合營公司之租賃負債33.7百萬港元(二零二三年：20.3百萬港元)。截至二零二四年十二月三十一日止年度，本集團已就一間合營公司確認物業的使用權資產增加為56.7百萬港元(二零二三年：28.3百萬港元)及租賃負債增加為55.7百萬港元(二零二三年：32.0百萬港元)。
- 此等交易亦構成為上市規則第14A章定義之關連交易或持續關連交易。上市規則第14A章規定之披露載於董事會報告持續關連交易一節。
- 此等交易亦構成上市規則第14A章定義之關連交易或持續關連交易。然而，該等交易獲豁免遵守上市規則第14A章之所有披露規定。
- 與聯營公司及合營公司的該等交易不符合上市規則第14A章定義之關連交易或持續關連交易。

**54. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)****(b) Key management personnel compensation**

Short-term benefits	短期福利
Post-employment benefits	退休福利

**54. 有關連人士之交易及結餘(續)****(b) 主要管理層人員酬金**

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
78.0	80.2
1.1	1.1
<b>79.1</b>	<b>81.3</b>

**(c) At the end of the reporting period, the Group had the following material balances with related parties:**

Associates <sup>^</sup>	聯營公司 <sup>^</sup>
Joint ventures <sup>^</sup>	合營公司 <sup>^</sup>
A director of the Company*	本公司一名董事*

**(c) 於報告期末，本集團與有關連人士有以下重大結餘：**

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
434.6	109.8
2,981.4	2,716.2
(129.8)	—
<b>3,286.2</b>	<b>2,826.0</b>

<sup>^</sup> The transactions with associates and joint ventures did not fall under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

\* As at 31st December, 2024, a loan of HK\$125.5 million with interest payable of HK\$4.3 million was advanced from Mr. Lee which is unsecured, interest bearing at 6.4% per annum and repayable in June 2026. The transaction also constituted connected transaction as defined in Chapter 14A of the Listing Rules. However, the transaction is exempt from all disclosure requirements in Chapter 14A of the Listing Rules.

<sup>^</sup> 與聯營公司及合營公司的該等交易不符合上市規則第14A章定義之關連交易或持續關連交易。

\* 於二零二四年十二月三十一日，由李先生墊付貸款125.5百萬港元，應付利息4.3百萬港元，該貸款為無抵押、按年利率6.4%計息並須於二零二六年六月償還。該交易亦構成上市規則第14A章定義之關連交易。然而，該交易獲豁免遵守上市規則第14A章之所有披露規定。

for the year ended 31st December, 2024

54. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)

(c) At the end of the reporting period, the Group had the following material balances with related parties: (Cont'd)

The above amounts are included in the consolidated statement of financial position of the Group in the following ways:

Trade receivables, prepayments and other receivables	應收貿易款項、預付款項及其他應收款項
Amounts due from associates	聯營公司欠款
Amounts due from joint ventures	合營公司欠款
Trade payables, other payables and accruals	應付貿易款項、其他應付款項及應計款項
Amounts due to associates	欠聯營公司款項
Amounts due to joint ventures	欠合營公司款項
Bank and other borrowings	銀行及其他借貸

Notes:

- (i) As at 31st December, 2024, the amounts due from (to) associates are unsecured, non-interest bearing and repayable on demand, except for (i) the amount due from an associate of HK\$138.8 million which is unsecured, interest bearing at 5.2219% per annum and maturing in June 2026; and (ii) an unsecured loan to an associate of HK\$219.8 million, which bears interest at HIBOR+3% per annum and is due for repayment on 12th September, 2025.
- (ii) As at 31st December, 2024, the amounts due from (to) joint ventures are unsecured, non-interest bearing and repayable on demand, except for (i) the amounts due from joint ventures of HK\$2,396.7 million which are unsecured, bear interests ranging from 5.15% to 12% per annum and repayable from May 2025 to March 2027; and (ii) the amount due from a joint venture of HK\$195.7 million which is unsecured, bears interests at 5.5% per annum and repayable in December 2025.
- (d) During the year, loans of HK\$514.0 million (2023: HK\$130.0 million) were advanced to associates, HK\$293.6 million (2023: HK\$207.4 million) were repaid by associates and HK\$173.1 million (2023: nil) were repaid to associates.

截至二零二四年十二月三十一日止年度

54. 有關連人士之交易及結餘(續)

(c) 於報告期末，本集團與有關連人士有以下重大結餘：(續)

上述金額乃以下列方式於本集團之綜合財務狀況表內入賬：

Notes 註解	2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
	0.5	6.0
(i)	447.4	298.0
(ii)	4,847.5	4,644.6
	(4.6)	(0.2)
(i)	(12.6)	(187.9)
(ii)	(1,866.5)	(1,934.5)
	(125.5)	—
	3,286.2	2,826.0

註解：

- (i) 於二零二四年十二月三十一日，該等欠自(欠)聯營公司款項為無抵押、免息及須於要求時償還，惟以下各項除外：(i) 一間聯營公司欠款138.8百萬港元為無抵押、按年利率5.2219%計息及於二零二六年六月到期；及(ii) 授予一間聯營公司的無抵押貸款219.8百萬港元，按香港銀行同業拆息+3%的年利率計息並須於二零二五年九月十二日償還。
- (ii) 於二零二四年十二月三十一日，該等欠自(欠)合營公司款項為無抵押、免息及須於要求時償還，惟以下各項除外：(i) 合營公司欠款2,396.7百萬港元為無抵押、按年利率介乎5.15%至12%計息及於二零二五年五月至二零二七年三月償還；及(ii) 一間合營公司欠款195.7百萬港元為無抵押、按年利率5.5%計息並須於二零二五年十二月償還。
- (d) 年內，已向聯營公司墊支貸款514.0百萬港元(二零二三年：130.0百萬港元)、獲聯營公司償還貸款293.6百萬港元(二零二三年：207.4百萬港元)及向聯營公司償還貸款173.1百萬港元(二零二三年：無)。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**54. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)**

- (e) During the year 2023, the Group has entered into a loan facility agreement of HK\$440.0 million with Mr. Lee and a loan facility agreement of HK\$300.0 million with a company indirectly wholly-owned by Lee and Lee Trust, being a discretionary trust (Mr. Lee and his siblings are the trustees). Both loan facilities granted to the Group have not been utilised during the years ended 31st December, 2023 and 2024 and expired during the year ended 31st December, 2024.\*

During the year 2024, the Group has entered into a loan facility agreement of HK\$100.0 million with Mr. Lee. The loan facility granted to the Group has not been utilised during the year ended 31st December, 2024.\*

\* The transactions also constituted connected transactions as defined in Chapter 14A of the Listing Rules. However, those transactions are exempt from all disclosure requirements in Chapter 14A of the Listing Rules.

- (f) During the year, the Group provided credit facilities and loans to related parties. The credit facilities and loans were provided in the ordinary course of business and on substantially the same terms as for comparable transactions with persons of a similar standing or, where applicable, with other employees.

**54. 有關連人士之交易及結餘(續)**

- (e) 於二零二三年，本集團與李先生訂立一份440.0百萬港元的貸款融資協議及與Lee and Lee Trust(全權信託，李先生及其兄弟姊妹為信託人)之間接全資擁有公司訂立一份300.0百萬港元的貸款融資協議。授予本集團的兩筆貸款融資於截至二零二三年及二零二四年十二月三十一日止年度內未被使用及於截至二零二四年十二月三十一日止年度終止。\*

於二零二四年，本集團與李先生訂立一份100.0百萬港元的貸款融資協議。截至二零二四年十二月三十一日止年度，授予本集團的貸款融資尚未使用。\*

\* 此等交易亦構成上市規則第14A章定義之關連交易。然而，該等交易獲豁免遵守上市規則第14A章之所有披露規定。

- (f) 年內，本集團向有關連人士提供信貸融資及貸款。信貸融資及貸款乃於一般業務過程中提供，其條款與一般其他相同條件的人員或其他僱員(如適用)的同類交易大致相同。

Aggregate amount of relevant loans made by the Group outstanding at 31 December*	本集團所發放相關貸款於十二月三十一日的結餘總額*
Maximum aggregate amount of relevant loans made by the Group outstanding during the year*	本集團所發放相關貸款於年內的結餘最高總額*
Credit facilities to related parties*	向有關連人士發放的信貸融資*

\* The transactions also constituted connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. However, those transactions are exempt from all disclosure requirements in Chapter 14A of the Listing Rules.

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
—	—
—	—
<b>0.8</b>	<b>0.8</b>

\* 此等交易亦構成上市規則第14A章定義之關連交易或持續關連交易。然而，該等交易獲豁免遵守上市規則第14A章之所有披露規定。

for the year ended 31st December, 2024

## 55. INTERESTS IN UNCONSOLIDATED STRUCTURED ENTITIES

Interests in unconsolidated structured entities held by the Group include investment funds. The nature and purpose of these unconsolidated structured entities is to hold interest in investment funds managed by third parties, and they are financed through issue of units to investors. The interests held by the Group in these unconsolidated structured entities mainly involve the investments held by the Group or revenue shared from third parties.

As at 31st December, 2024, the carrying amounts of interests held by the Group from unconsolidated structured entities managed by third parties were HK\$9,547.8 million (2023: HK\$9,711.4 million). The amounts were classified as financial assets at FVTPL. The carrying amounts approximate to the maximum loss exposure.

During the year ended 31st December, 2024, revenue shared from investment funds managed by third parties was HK\$28.8 million (2023: HK\$11.1 million).

截至二零二四年十二月三十一日止年度

## 55. 非綜合架構實體的權益

本集團持有非綜合架構實體的權益包括投資基金。該等非綜合架構實體的性質及目的為於第三方管理的投資基金中持有權益，彼等通過向投資者發行基金單位融資。本集團於該等非綜合架構實體持有的權益主要涉及本集團持有的投資或自第三方的分成收入。

於二零二四年十二月三十一日，本集團持有第三方管理的非綜合架構實體權益的賬面值為9,547.8百萬港元(二零二三年：9,711.4百萬港元)。該等金額歸類為透過損益賬按公平價值處理之金融資產。賬面值約等於虧蝕上限。

截至二零二四年十二月三十一日止年度，第三方管理的投資基金分成收入為28.8百萬港元(二零二三年：11.1百萬港元)。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**56. STATEMENT OF FINANCIAL POSITION OF THE COMPANY****56. 本公司之財務狀況表**

		2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	1.1	2.8
Intangible assets	無形資產	15.0	15.0
Right-of-use assets	使用權資產	6.1	11.1
Net investments in finance lease	融資租賃投資淨額	2.1	10.2
Investments in subsidiaries	於附屬公司之投資	1,805.7	1,718.4
Amounts due from subsidiaries	附屬公司欠款	1,822.0	1,858.0
		<b>3,652.0</b>	<b>3,615.5</b>
<b>Current assets</b>	<b>流動資產</b>		
Trade receivables, prepayments and other receivables	應收貿易款項、預付款項及其他應收款項	4.7	4.1
Amounts due from subsidiaries	附屬公司欠款	539.7	368.9
Cash and cash equivalents	現金及現金等價物	7.7	22.5
		<b>552.1</b>	<b>395.5</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Trade payables, other payables and accruals	應付貿易款項、其他應付款項及應計款項	9.2	9.0
Amounts due to subsidiaries	欠附屬公司款項	178.5	155.8
Lease liabilities	租賃負債	7.8	17.0
Provisions	撥備	3.3	2.8
		<b>198.8</b>	<b>184.6</b>
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>353.3</b>	<b>210.9</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>4,005.3</b>	<b>3,826.4</b>
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Share capital	股本	2,221.7	2,221.7
Reserves	儲備	1,783.1	1,599.7
<b>Total equity</b>	<b>權益總額</b>	<b>4,004.8</b>	<b>3,821.4</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	0.4	4.3
Provisions	撥備	0.1	0.7
		<b>0.5</b>	<b>5.0</b>
		<b>4,005.3</b>	<b>3,826.4</b>

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 26th March, 2025, and is signed on its behalf by:

本公司財務狀況表經董事會於二零二五年三月二十六日批准及授權刊發，並由下列董事代表簽署：

**Arthur George Dew**  
狄亞法  
Director  
董事

**Edwin Lo King Yau**  
勞景祐  
Director  
董事



for the year ended 31st December, 2024

57. RESERVES OF THE COMPANY

At 1st January, 2023	於二零二三年一月一日
Dividend paid	已付股息
Profit and total comprehensive income for the year	本年度溢利及全面收益總額
At 31st December, 2023	於二零二三年十二月三十一日
Profit and total comprehensive income for the year	本年度溢利及全面收益總額
At 31st December, 2024	於二零二四年十二月三十一日

The Company's reserves available for distribution to owners of the Company at 31st December, 2024 are represented by accumulated profits and dividend reserve totalling HK\$1,783.1 million (2023: HK\$1,599.7 million).

58. INVESTMENTS IN SUBSIDIARIES

**Details of non wholly-owned subsidiaries of the Group that have material non-controlling interests**  
The consolidated profit or loss allocated to non-controlling interests during the year and the accumulated non-controlling interests in the consolidated statement of financial position as at 31st December, 2024 and 2023 are as follows:

SHK and its subsidiaries	新鴻基及其附屬公司
TACI and its subsidiaries	天安及其附屬公司
Other subsidiaries having non-controlling interests	其他擁有非控股權益之附屬公司

截至二零二四年十二月三十一日止年度

57. 本公司之儲備

Accumulated profits 累計溢利 HK\$ Million 百萬港元	Dividend reserve 股息儲備 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
1,045.1	412.9	1,458.0
–	(412.9)	(412.9)
554.6	–	554.6
1,599.7	–	1,599.7
183.4	–	183.4
1,783.1	–	1,783.1

於二零二四年十二月三十一日，本公司可供派發予本公司股東之儲備以合共1,783.1百萬港元(二零二三年：1,599.7百萬港元)的累計溢利及股息儲備呈列。

58. 於附屬公司之投資

本集團擁有重大非控股權益的非全資附屬公司的詳情  
年內，分配予非控股權益之綜合損益及於二零二四年及二零二三年十二月三十一日之綜合財務狀況表內累計之非控股權益如下：

Profit (loss) allocated to non-controlling interests 分配予非控股權益之溢利(虧損)		Accumulated non-controlling interests 累計非控股權益	
2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元	2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元 (Restated) (經重列)
313.7 (249.7)	144.9 235.7	8,577.8 14,657.1	8,633.6 15,209.9
0.4	0.8	7.5	12.2
64.4	381.4	23,242.4	23,855.7

for the year ended 31st December, 2024

**58. INVESTMENTS IN SUBSIDIARIES (CONT'D)****Details of non wholly-owned subsidiaries of the Group that have material non-controlling interests (Cont'd)**

Summarised consolidated financial information of SHK is set out below.

The summarised financial information below represents amount before intra-group eliminations.

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債
Non-controlling interests	非控股權益
Dividend distribution to non-controlling interests	分派股息予非控股權益
Revenue	收入
Profit (loss) for the year	本年度溢利(虧損)
Other comprehensive expenses for the year	本年度其他全面費用

Summarised consolidated financial information of TACI is set out below.

The summarised financial information below represents amount before intra-group eliminations and adjusted by fair value adjustments made at the time of deemed acquisition of TACI from an associate to a subsidiary.

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債
Non-controlling interests	非控股權益
Revenue	收入
(Loss) profit for the year	本年度(虧損)溢利
Other comprehensive expenses for the year	本年度其他全面費用

截至二零二四年十二月三十一日止年度

**58. 於附屬公司之投資(續)**

本集團擁有重大非控股權益的非全資附屬公司的詳情(續)

新鴻基的綜合財務資料概要載列如下。

以下財務資料概要指集團間對銷前金額。

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元
17,703.2	20,878.3
19,596.6	19,991.2
(7,886.5)	(9,446.4)
(5,160.4)	(7,027.5)
(3,105.7)	(3,127.6)
214.6	321.1
3,762.0	3,916.6
591.3	(201.3)
(8.1)	(117.0)

天安的綜合財務資料概要載列如下。

以下財務資料概要指集團間對銷前金額，並在視作收購天安時就從聯營公司變成附屬公司所作的公平價值調整予以調整。

2024 二零二四年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元 (Restated) (經重列)
34,848.3	19,996.5
29,611.4	40,224.6
(23,095.9)	(15,646.7)
(9,668.4)	(11,548.6)
(1,781.1)	(1,745.8)
3,191.7	2,986.3
(649.2)	444.1
(382.5)	(592.2)

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 59. PARTICULARS OF PRINCIPAL SUBSIDIARIES

## 59. 主要附屬公司資料

Particulars of the Company's principal subsidiaries at 31st December, 2024 which have their principal place of operations in Hong Kong are set out below:

於二零二四年十二月三十一日，本公司主要業務所在地位於香港之主要附屬公司資料如下：

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本	Proportion of ownership interest 擁有權益之比例				Principal activity 主要業務
		Held by the Company/ subsidiaries		Attributable to the Group		
		本公司／附屬公司持有		本集團應佔		
		2024 二零二四年	2023 二零二三年	2024 二零二四年	2023 二零二三年	
	HK\$ 港元	%	%	%	%	
Able Crown Limited 南迪有限公司	2	100	100	100	100	Investment holding 控股投資
AG Capital Limited 聯合融資有限公司	2	100	100	100	100	Securities trading, money lending and business of consultancy 證券買賣、借貸及 顧問諮詢業務
AG Investments Limited	50,000,000	100*	100*	100	100	Investment holding 控股投資
Alaston Development Limited	US\$1 1美元	100	100	100	100	Property holding 持有物業
Allied Capital Management Limited	2	100	100	100	100	Securities trading 證券買賣
Allied Properties (H.K.) Limited 聯合地產(香港)有限公司	4,250,636,344	14*	14*	100	100	Investment holding 控股投資
Allied Properties Investments (1) Company Limited	US\$1 1美元	100	100	100	100	Investment holding 控股投資
Allied Real Estate Agency Limited 聯合地產代理有限公司	2	100	100	100	100	Real estate agency 地產代理
Allied Services Hong Kong Limited	1	100	100	100	100	Investment holding 控股投資
AP Administration Limited	2	100	100	100	100	Provision of management and consultancy services 提供管理及顧問服務
AP Corporate Services Limited	2	100	100	100	100	Provision of corporate services 提供公司服務
AP Development Limited 聯合地產發展有限公司	2	100	100	100	100	Investment holding 控股投資

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**59. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)****59. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本  HK\$ 港元	Proportion of ownership interest 擁有權益之比例				Principal activity 主要業務
		Held by the Company/ subsidiaries 本公司／附屬公司持有		Attributable to the Group 本集團應佔		
		2024 二零二四年	2023 二零二三年	2024 二零二四年	2023 二零二三年	
		%	%	%	%	
AP Diamond Limited	US\$1 1美元	100	100	100	100	Property holding and investment holding 持有物業及控股投資
AP Emerald Limited	US\$1 1美元	100	100	100	100	Investment holding 控股投資
AP Finance Limited	2	100	100	100	100	Money lending 借貸
Asiasec Properties Limited ** 亞證地產有限公司**	681,899,803	75	75	43	43	Property investment, property leasing and estate management 物業投資、物業租賃及 物業管理
AP Property Management Limited	2	100	100	100	100	Building management 樓宇管理
Best Melody Development Limited 高韻發展有限公司	5,000	100	100	100	100	Property holding 持有物業
Capital Sharp Investment Limited 昌鍵投資有限公司	2	100	100	100	100	Investment holding 控股投資
Capscore Limited	2	100*	100*	100	100	Investment holding 控股投資
Citigrand Investment Limited 耀啟投資有限公司	2	100	100	100	100	Property holding 持有物業
Citiwealth Investment Limited 開鵬投資有限公司	2	100*	100*	100	100	Investment holding 控股投資
CMS Investments Limited	1	100	100	100	100	Investment holding 控股投資
Conrad Security Limited 港麗保安有限公司	1	100	100	100	100	Security and guarding services 保安及護衛服務
Florich Development Limited 景資發展有限公司	10,000	100	100	100	100	Investment holding 控股投資
Front Sail Limited 拓航有限公司	5,000	100	100	100	100	Property holding 持有物業

**59. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)****59. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of ownership interest 擁有權益之比例		Attributable to the Group 本集團應佔		Principal activity 主要業務
		Held by the Company/ subsidiaries 本公司／附屬公司持有				
		2024 二零二四年 %	2023 二零二三年 %	2024 二零二四年 %	2023 二零二三年 %	
Gilmore Limited	2	100	100	100	100	Property holding 持有物業
Hillcrest Development Limited	20	100	100	100	100	Property holding 持有物業
Hi-Link Limited	200	100	100	100	100	Investment holding 控股投資
Hong Kong Dementia Services Limited 香港老年癡呆症服務有限公司	US\$1 1美元	100	100	100	100	Provision of elderly care services 提供護老服務
Integrated Custodian Limited	2	100	100	100	100	Property holding 持有物業
Jaffe Development Limited	US\$1 1美元	100	100	100	100	Property holding 持有物業
Kalix Investment Limited	2	100	100	100	100	Property holding 持有物業
Long Rainbow Limited 大利標有限公司	2	100	100	100	100	Investment holding 控股投資
Long Set Investments Limited 朗式投資有限公司	2	100	100	100	100	Investment holding 控股投資
Long Portfolio Limited	1	100	100	100	100	Investment holding 控股投資
LYNX Technology Limited 凌睿科技有限公司	1,000,000	100	100	100	100	Medical equipment and supplies distribution 醫療設備及供應品分銷
Mainford Investment Limited 銘福投資有限公司	1	100	100	100	100	Property holding 持有物業
Mightyton Limited	10,000	100	100	100	100	Property holding 持有物業
Ontone Limited 安通建業有限公司	2	100	100	100	100	Hotel operations and property holding 酒店業務及持有物業

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**59. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)****59. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股股本 HK\$ 港元	Proportion of ownership interest 擁有權益之比例				Principal activity 主要業務
		Held by the Company/ subsidiaries 本公司／附屬公司持有		Attributable to the Group 本集團應佔		
		2024 二零二四年 %	2023 二零二三年 %	2024 二零二四年 %	2023 二零二三年 %	
Pioneer Alliance Limited 興順隆有限公司	10,000	100*	100*	100	100	Investment holding 控股投資
Polyking Services Limited 栢麗服務有限公司	2	100	100	100	100	Building maintenance and cleaning services 樓宇維修及清潔服務
Protech Property Management Limited 保得物業管理有限公司	5,000	100	100	100	100	Building management and security guarding services 樓宇管理及護衛服務
Rank Crown Investment Limited 穎坤投資有限公司	2	100*	100*	100	100	Investment holding 控股投資
San Pack Properties Limited 山栢置業有限公司	10	100	100	100	100	Property holding 持有物業
San Tai Distribution Company Limited 三泰集運有限公司	2	–	100	–	80	Provision of storage, devanning and freight forwarder services 提供倉儲、拆箱及貨運代理 服務
San Tai Logistics Company Limited 三泰物流有限公司	2	–	100	–	80	Investment holding 控股投資
Senior Care Elderly Limited	US\$1 1美元	100	100	100	100	Provision of elderly care services 提供護老服務
Senior Care Limited 善頤護理有限公司	1,000	100	100	100	100	Provision of elderly care services 提供護老服務
Senior Care Nursing Home Limited 善頤護老有限公司	1,000	100	100	100	100	Provision of elderly care services 提供護老服務
SHK Hong Kong Industries Limited 新工投資有限公司	918,978,271	100	100	100	100	Investment holding 控股投資
Sierra Joy Limited	2	100	100	100	100	Property holding 持有物業



**59. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)****59. 主要附屬公司資料(續)**

Subsidiaries 附屬公司	Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元	Proportion of ownership interest 擁有權權益之比例				Principal activity 主要業務
		Held by the Company/ subsidiaries 本公司／附屬公司持有		Attributable to the Group 本集團應佔		
		2024	2023	2024	2023	
		二零二四年 %	二零二三年 %	二零二四年 %	二零二三年 %	
Sunhill Investments Limited 陽山投資有限公司	2	100*	100*	100	100	Investment holding 控股投資
Sun Hung Kai & Co. Limited** 新鴻基有限公司**	8,731,004,462	74	74	74	74	Investment holding 控股投資
Tian An China Investments Company Limited** 天安中國投資有限公司**	3,788,813,129	57	57	57	57	Property development, property investment and property management 物業發展、物業投資及物業 管理
The Hong Kong Equity Guarantee Corporation Limited	2	100	100	100	100	Investment holding 控股投資
Top Power Development Limited 天權發展有限公司	2	100	100	100	100	Property holding 持有物業
United Asia Finance Limited 亞洲聯合財務有限公司	1,502,218,418	63	63	46	46	Consumer financing 消費金融
Universal Way Limited	2	100	100	100	100	Investment holding 控股投資
Welfit (HK) Limited 合盈(香港)有限公司	3,500,000	–	80	–	80	Investment holding 控股投資

With the exception of Alaston Development Limited, Allied Properties Investments (1) Company Limited, AP Diamond Limited, AP Emerald Limited, Hong Kong Dementia Services Limited, Jaffe Development Limited and Senior Care Elderly Limited, which were incorporated in the British Virgin Islands, all the above subsidiaries were incorporated in Hong Kong.

除Alaston Development Limited、Allied Properties Investments (1) Company Limited、AP Diamond Limited、AP Emerald Limited、香港老年癡呆症服務有限公司、Jaffe Development Limited及Senior Care Elderly Limited於英屬處女群島註冊成立外，以上所有附屬公司均在香港註冊成立。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

**59. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)****59. 主要附屬公司資料(續)**

Particulars of the Company's principal subsidiaries at 31st December, 2024 which were incorporated outside Hong Kong are set out below:

於二零二四年十二月三十一日，本公司在香港以外地點註冊成立之主要附屬公司資料如下：

Subsidiaries 附屬公司	Place of incorporation/ operation 註冊成立／ 業務所在地	Paid up issued ordinary share capital 繳足已發行 普通股本	Proportion of ownership interest 擁有權權益之比例				Principal activity 主要業務
			Held by		Attributable to the Group		
			the Company/ subsidiaries		本集團應佔		
			2024 二零二四年 %	2023 二零二三年 %	2024 二零二四年 %	2023 二零二三年 %	
Allied Harbin Link Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	100	100	Investment holding 控股投資
Allied Properties China Limited	Cayman Islands 開曼群島	US\$1,000 1,000美元	100	100	100	100	Investment holding 控股投資
Allied Services Holding Limited	British Virgin Islands 英屬處女群島	US\$2 2美元	100	100	100	100	Investment holding 控股投資
Bright Clear Limited 晴輝有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	100	100	Investment holding 控股投資
Cautious Base Limited	British Virgin Islands 英屬處女群島	HK\$10,001 10,001港元	100	100	100	100	Investment holding 控股投資
Fine Era Limited 佳紀有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	100	100	Investment holding 控股投資
Gilbrook Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	100	100	Property holding 持有物業
Lakewood Development Corporation	States of Texas 德克薩斯州	US\$1,000 1,000美元	100	100	100	100	Property holding 持有物業
LHY Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	100	100	Investment holding 控股投資
Senior Care Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	100	100	100	Investment holding 控股投資
Smart Front Developments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100	–	100	Investment holding 控股投資
Tian An Australia Limited***	Australia 澳洲	AUD290,148,932 290,148,932澳元	78	78	44	44	Property development 物業發展
Tian An Medicare Limited** 天安卓健有限公司**	Bermuda 百慕達	HK\$10,860,055 10,860,055港元	51	51	29	29	Healthcare, hospital and eldercare business 醫療、醫院及 護老業務

\* These shareholdings represent the proportion of ownership interest held directly by the Company.

\* 該等持股權即本公司直接持有擁有權益之比例。

\*\* These subsidiaries are listed in Hong Kong and further details about them are available in their published accounts.

\*\* 該等附屬公司於香港上市，有關該等附屬公司之其他詳情載於其公佈之賬目內。

\*\*\* This subsidiary is listed in Australia and further details are available in its published accounts.

\*\*\* 該附屬公司於澳洲上市，有關該附屬公司之其他詳情載於其公佈之賬目內。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

59. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

The above tables list the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Save as disclosed in note 43, none of the other subsidiaries had issued any debt securities at the end of the year.

59. 主要附屬公司資料(續)

上表所列公司乃本公司董事認為對本年度業績有重大影響，或構成本集團淨資產主要部分之本公司附屬公司。董事認為列出其他附屬公司的詳情，會令資料過於冗長。

除附註43披露外，其他附屬公司於年末並無發行任何債務證券。

60. PARTICULARS OF PRINCIPAL ASSOCIATES

Particulars of the Group's principal associates at 31st December, 2024 are set out below:

60. 主要聯營公司資料

於二零二四年十二月三十一日之本集團主要聯營公司資料如下：

Associates 聯營公司	Place of incorporation/ operation 註冊成立／ 業務所在地	Proportion of ownership interest and voting rights 擁有權權益及投票權之比例				Principal activity 主要業務
		Held by subsidiaries 附屬公司持有		Attributable to the Group 本集團應佔		
		2024	2023	2024	2023	
		二零二四年	二零二三年	二零二四年	二零二三年	
		%	%	%	%	
APAC Resources Limited* 亞太資源有限公司*	Bermuda/Hong Kong 百慕達／香港	45	44	45	44	Investment holding 控股投資
Zeta Estates Limited	Hong Kong 香港	33	33	19	19	Property development and investment 物業發展及投資

\* This associate is listed in Hong Kong and further details are available in its published accounts.

\* 該聯營公司於香港上市，有關該聯營公司之其他詳情載於其公佈之賬目內。

The above table lists the associates of the Group which, in the opinion of the directors of the Company, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

上表所列公司乃本公司董事認為對本年度業績有重大影響，或構成本集團淨資產主要部分之本集團聯營公司。董事認為列出其他聯營公司的詳情，會令資料過於冗長。

for the year ended 31st December, 2024

截至二零二四年十二月三十一日止年度

## 61. PARTICULARS OF PRINCIPAL JOINT VENTURES

## 61. 主要合營公司資料

Particulars of the Group's principal joint ventures at 31st December, 2024 are set out below:

於二零二四年十二月三十一日之本集團主要合營公司資料如下：

Joint ventures 合營公司	Place of incorporation/ operation 註冊成立／ 業務所在地	Proportion of ownership interest and voting rights 擁有權權益及投票權之比例				Principal activity 主要業務
		Held by subsidiary 附屬公司持有		Attributable to the Group 本集團應佔		
		2024 二零二四年 %	2023 二零二三年 %	2024 二零二四年 %	2023 二零二三年 %	
Allied Kajima Limited	Hong Kong 香港	50	50	50	50	Property and investment holding 物業及控股投資
Colony Sun Hung Kai Capital Solutions SCSp	Luxembourg 盧森堡	99*	–	73	–	Investment fund 投資基金
深圳天安駿業投資發展(集團) 有限公司	PRC/Shenzhen 中國／深圳	50	50	28	28	Property development and investment and investment holding 物業發展及投資以及控股投資
天安數碼城(集團)有限公司	PRC/Shenzhen 中國／深圳	50	50	28	28	Property development and investment and investment holding 物業發展及投資以及控股投資
蘇州象嶼地產有限公司	PRC/Suzhou 中國／蘇州	50	50	28	28	Property development 物業發展

\* SHK has 99% ownership interest and voting rights in Colony SHK Partnership. By considering that unanimous consent from both shareholders are required to direct the relevant activities of Colony SHK Partnership, the management of the Group conclude that the Group only has joint control over the net assets of Colony SHK Partnership and therefore it is classified as a joint venture of the Group.

\* 新鴻基於 Colony SHK Partnership 擁有 99% 擁有權權益及投票權。考慮到 Colony SHK Partnership 的相關活動須取得到雙方股東的一致同意方可進行，本集團管理層認為本集團僅對於 Colony SHK Partnership 的淨資產擁有共同控制權，因此將其分類為本集團的合營公司。

The above table lists the joint ventures of the Group which, in the opinion of the directors of the Company, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other joint ventures would, in the opinion of the directors, result in particulars of excessive length.

上表所列公司乃本公司董事認為對本年度業績有重大影響，或構成本集團淨資產主要部分之本集團合營公司。董事認為列出其他合營公司的詳情，會令資料過於冗長。

for the year ended 31st December, 2024

**62. EVENTS AFTER THE REPORTING PERIOD**

On 21st January, 2025, SHK entered into binding Heads of Agreement, pursuant to which SHK agreed to commit US\$100 million of capital to invest in WCD Funds and AUD25 million to the Wentworth GP Trust as an anchor investment, which will be invested across the investment strategies of Wentworth, provision of strategic services and working capital loan facility for an amount of up to AUD6 million to WCD. Further details of this transaction are set out in the joint announcement of the Company and SHK dated 21st January, 2025.

On 20th February, 2025, SHK entered into a binding term sheet pursuant to which SHK agreed to subscribe US\$30 million of senior convertible bonds to be issued by Pantheon Resources plc due March 2028. Further details of this transaction are set out in SHK's announcement dated 20th February, 2025.

**63. COMPARATIVE FIGURES**

Certain comparative figures have been reclassified to conform with the current year's presentation.

截至二零二四年十二月三十一日止年度

**62. 報告期後事項**

於二零二五年一月二十一日，新鴻基訂立具約束力的協議綱領，據此，新鴻基同意承諾100百萬美元的資金投資於WCD基金，並承諾向Wentworth GP信託基金投放25百萬澳元作為基石投資以投資於Wentworth的各項投資策略，並向WCD提供策略服務及6百萬澳元的營運資金貸款融資。該交易的進一步詳情載於本公司與新鴻基日期為二零二五年一月二十一日的聯合公佈。

於二零二五年二月二十日，新鴻基訂立具法律約束力的條款書，據此，新鴻基同意認購Pantheon Resources plc將發行的30百萬美元並於二零二八年三月到期的優先可換股債券。該交易的進一步詳情載於新鴻基日期為二零二五年二月二十日的公佈。

**63. 比較數字**

若干比較數字已重新分類，以符合本年度呈列。

Financial year ended 31st December,  
截至十二月三十一日止財政年度

		2020 二零二零年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元	2022 二零二二年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元	2024 二零二四年 HK\$ Million 百萬港元
<b>Results</b>	<b>業績</b>					
Revenue	收入	4,844.6	5,973.2	10,079.4	7,618.6	<b>7,669.8</b>
Profit (loss) for the year	本年度溢利(虧損)	3,656.3	7,977.3	(1,131.1)	256.0	<b>(712.3)</b>
Attributable to:	應佔方：					
Owners of the Company	本公司股東	2,037.1	6,688.9	(1,220.5)	(125.4)	<b>(776.7)</b>
Non-controlling interests	非控股權益	1,619.2	1,288.4	89.4	381.4	<b>64.4</b>
		3,656.3	7,977.3	(1,131.1)	256.0	<b>(712.3)</b>
Basic earnings (loss) per share	每股基本盈利(虧損)	HK\$0.58 港元	HK\$1.90 港元	HK\$(0.35) 港元	HK\$(0.04) 港元	<b>HK\$(0.22) 港元</b>

At 31st December,  
於十二月三十一日

		2020 二零二零年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元	2022 二零二二年 HK\$ Million 百萬港元	2023 二零二三年 HK\$ Million 百萬港元 (Note) (註解)	2024 二零二四年 HK\$ Million 百萬港元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總額	70,336.7	120,307.9	113,250.0	113,809.6	<b>113,958.3</b>
Total liabilities	負債總額	(21,371.3)	(46,460.0)	(45,043.3)	(46,415.0)	<b>(48,191.1)</b>
Total equity	權益總額	48,965.4	73,847.9	68,206.7	67,394.6	<b>65,767.2</b>
Non-controlling interests	非控股權益	(11,946.0)	(27,633.3)	(25,092.2)	(23,855.7)	<b>(23,242.4)</b>
Equity attributable to owners of the Company	本公司股東應佔權益	37,019.4	46,214.6	43,114.5	43,538.9	<b>42,524.8</b>

Note: The comparative figures have been restated as a result of change of accounting policy for measurement of hospital and other buildings in the PRC.

註解：比較數字已因於中國的醫院及其他樓宇計量的會計政策變更而予以重列。



Project Name/Location 項目名稱／地點	Site Area 地盤面積 m <sup>2</sup> 平方米	Use 用途	Buildable Gross Floor Area 可建樓面面積 m <sup>2</sup> 平方米	Project Progress 項目進度	Completed Gross Floor Area 已完成 樓面面積 m <sup>2</sup> 平方米	Gross Floor Area under Construction 在建工程 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Lease Expiry 約滿年期
Shenzhen Tian An Cloud Park Bantian, Longgang District, Shenzhen 深圳天安雲谷 深圳市，龍崗區，坂田	299,214	Commercial 商業	1,179,000	Phased Construction	883,100	295,900	28.47%	2063/2065/ 2073/2093
		Residential 住宅	776,800	Stage 分期施工階段	–	776,800	28.47%	2093
		Apartment 公寓	169,600		130,400	39,200	28.47%	2065/2073
			2,125,400		1,013,500	1,111,900		
Shenzhen Tian An Longgang Cyber Park Huangge Road North, Longgang District, Shenzhen 深圳天安龍崗數碼城 深圳市，龍崗區，黃閣北路	118,856	Commercial 商業	454,400	Phased Construction Stage 分期施工階段	313,700	136,700	28.47%	2042/2052/ 2055
Dongguan Tian An Cyber Park No. 1 Huangjin Road, Nancheng District, Dongguan 東莞天安數碼城 東莞市，南城區，黃金路1號	278,989	Commercial 商業	739,100	Phased Construction	564,700	–	22.21%	2060/2062
		Residential 住宅	84,100	Stage 分期施工階段	84,100	–	22.21%	2080
			823,200		648,800	–		
Dongguan Tianan Shenchuang Valley Yan Tian Village, Fenggang Town, Dongguan 東莞天安深創谷 東莞市，鳳崗鎮，雁田村	184,114	Commercial 商業	537,200	Construction Completed 施工完成	537,200	–	25.65%	2060
		Apartment 公寓	202,600		202,600	–	25.65%	2060
			739,800		739,800	–		
Dongguan Song Shan Lake Tian An Cloud Park North of South Industrial Road, Songsan Lake North Industrial City, Dongguan 東莞松山湖天安雲谷 東莞市，松山湖北部工業城，工業南路北側	98,148	Commercial 商業	176,700	Phased Construction Stage 分期施工階段	170,500	6,200	28.47%	2062
Dongguan Tian An Zhongtang ECO Town Chajiao Village, Zhongtang Town, Dongguan 東莞天安中堂智能生態小鎮 東莞市，中堂鎮，槎滘村	145,490	Commercial 商業	410,400	Phased Construction	339,000	2,400	15.39%	2059/2060
		Apartment 公寓	73,800	Stage 分期施工階段	10,100	63,700	15.39%	2060
			484,200		349,100	66,100		

Project Name/Location 項目名稱/地點	Site Area 地盤面積 m <sup>2</sup> 平方米	Use 用途	Buildable Gross Floor Area 可建樓面面積 m <sup>2</sup> 平方米	Project Progress 項目進度	Completed Gross Floor Area 已完成 樓面面積 m <sup>2</sup> 平方米	Gross Floor Area under Construction 在建工程 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Lease Expiry 約滿年期
<b>Guangzhou Tian An Panyu Hi-Tech Ecological Park</b>	513,088	Commercial 商業	756,300	Phased Construction	706,400	–	28.47%	2052
No. 555 Panyu Road North, Panyu District, Guangzhou 廣州天安番禺節能科技園 廣州市，番禺區，番禺大道北555號		Apartment 公寓	45,300	Stage 分期施工階段	45,300	–	28.47%	2052
			801,600		751,700	–		
<b>Huizhou Huiyang Tian An Sun Life City</b>	299,217	Residential 住宅	682,500	Phased Construction	314,100	–	56.94%	2074/2082/ 2092
Danshui Town, Huiyang District, Huizhou 惠州惠陽天安瓏城 惠州市，惠陽區，淡水鎮		Ancillary & Commercial 附屬及商業	112,500	Stage 分期施工階段	57,100	–	56.94%	2052/2062
			795,000		371,200	–		
<b>Huizhou Tian An Cyber Park</b>	156,841	Commercial 商業	256,300	Phased Construction	62,500	115,500	25.65%	2061/2071
Hushan Village, Henanan Street, Huicheng District, Huizhou 惠州天安數碼城 惠州市，惠城區，河南岸街道，湖山村		Residential 住宅	163,700	Stage 分期施工階段	39,700	–	25.65%	2091
			420,000		102,200	115,500		
<b>Shanghai Tian An Place</b>	291,960	Residential 住宅	431,300	Phased Construction	214,800	216,500	56.94%	2073/2090
Lot No. 52, Qibao Town, Caobao Road, Minhang District, Shanghai 上海天安豪園 上海市，閔行區，漕寶路，七寶鎮52號地塊		Ancillary & Commercial 附屬及商業	63,100	Stage 分期施工階段	21,400	30,400	56.94%	2060/2070/ 2073/2090
			494,400		236,200	246,900		
<b>Shanghai Tian An 1000 Trees</b>	58,930	Commercial 商業	177,100	Phased Construction	62,700	114,400	56.94%	2051/2061
No. 120 Moganshan Road, Putuo District, Shanghai 上海天安千樹 上海市，普陀區，莫干山路120號				Stage 分期施工階段				
<b>Shanghai Tian An Xiangyu The Poetry</b>	47,141	Residential 住宅	75,400	Construction Completed 施工完成	75,400	–	23.23%	2091
Luodianxin Town, Baoshan District, Shanghai 上海天安象嶼西江悅 上海市，寶山區，羅店新鎮								

Project Name/Location 項目名稱/地點	Site Area 地盤面積 m <sup>2</sup> 平方米	Use 用途	Buildable Gross Floor Area 可建樓面面積 m <sup>2</sup> 平方米	Project Progress 項目進度	Completed Gross Floor Area 已完成 樓面面積 m <sup>2</sup> 平方米	Gross Floor Area under Construction 在建工程 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Lease Expiry 約滿年期
<b>Shanghai Tian An Xiangyu Lake Wonderland</b> Lots 0221-01, Meiluo Jiayuan, Luodian Town, Baoshan District, Shanghai 上海天安象嶼萃湖臻境 上海市，寶山區，羅店鎮，美羅家園 大型住宅社區0221-01地塊	30,912	Residential 住宅	55,700	Construction Stage 施工階段	–	55,700	28.47%	2092
<b>Shanghai Tian An Golden Valley Science and Technology Park</b> Songjiang Industrial Zone, Songjiang District, Shanghai 上海天安金谷科技園 上海市，松江區，松江工業區	185,590	Commercial 商業 Apartment 公寓	266,700 30,300	Phased Construction Stage 分期施工階段	91,800 30,300	– –	17.08% 17.08%	2067 2067
			297,000		122,100	–		
<b>Wuxi Tian An Intelligent Park</b> No. 228 Linghu Road, Wuxi New District, Wuxi 無錫天安智慧城 無錫市，無錫新區，菱湖大道228號	118,330	Commercial 商業	236,700	Phased Construction Stage 分期施工階段	155,400	–	28.47%	2060/2064
<b>Changzhou Tian An Villa</b> No. 2 Fengyuan Road, Wujin Economic Development Zone, Changzhou 常州天安別墅 常州市，武進區經濟開發區，鳳苑路2號	473,082	Residential 住宅	138,500	Construction Completed 施工完成	138,500	–	56.94%	2074
<b>Changzhou Tian An Cyber Park</b> No. 588 Wunan Road, Wujin Hi-Tech Industrial Zone, Changzhou 常州天安數碼城 常州市，武進高新技術產業開發區，武南路588號	190,190	Commercial 商業 Residential 住宅	304,700 187,700	Phased Construction Stage 分期施工階段	223,200 187,700	– –	28.47% 28.47%	2057 2077
			492,400		410,900	–		
<b>Jiangyin Tian An Cyber Park</b> No. 55 Changshan Road, Jiangyin 江陰天安數碼城 江陰市，長山大道55號	173,204	Commercial 商業 Residential 住宅	228,700 135,000	Phased Construction Stage 分期施工階段	123,400 135,000	– –	28.47% 28.47%	2060 2080
			363,700		258,400	–		

Project Name/Location 項目名稱/地點	Site Area 地盤面積 m <sup>2</sup> 平方米	Use 用途	Buildable Gross Floor Area 可建樓面面積 m <sup>2</sup> 平方米	Project Progress 項目進度	Completed Gross Floor Area 已完成 樓面面積 m <sup>2</sup> 平方米	Gross Floor Area under Construction 在建工程 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Lease Expiry 約滿年期
<b>Nanjing Tian An Cyber Park</b> No.36 Yongfeng Road, Qinhuai District, Nanjing 南京天安數碼城 南京市，秦淮區，永豐大道36號	92,714	Commercial 商業	252,200	Phased Construction Stage 分期施工階段	180,900	–	28.47%	2057
<b>Nanjing Tian An Intelligence ECO City</b> Qinhuai Road, Lishui District, Nanjing 南京天安未來生態城 南京市，溧水區，秦淮大道	223,686	Commercial 商業 Residential 住宅	239,300 328,800	Phased Construction Stage 分期施工階段	73,200 60,500	– 50,200	28.47% 28.47%	2070 2090/2091
			568,100		133,700	50,200		
<b>Nanjing La Vita</b> No. 100 Changjiang Road, Nanjing 南京長江會 南京市，長江路100號	8,359	Commercial 商業	19,200	Phased Construction Stage 分期施工階段	–	19,200	34.16%	2033/2045
<b>Nanjing Shangchen Yunji Yayuan</b> West of Zhekuang Road and North of Zhengfang Avenue, Jiangning Development District, Nanjing 南京上宸雲際雅苑 南京市，江寧開發區，正方大道以北， 鎔礦路以西	46,365	Residential 住宅	115,000	Construction Completed 施工完成	115,000	–	15.03%	2091
<b>Nantong Tian An Cyber Park</b> No. 199 Shennan Road, Gangzha District, Nantong 南通天安數碼城 南通市，港閘區，深南路199號	160,367	Commercial 商業 Apartment 公寓	382,400 15,800	Phased Construction Stage 分期施工階段	142,100 –	19,100 15,800	28.47% 28.47%	2061 2061
			398,200		142,100	34,900		
<b>Ningbo Tian An Tongjin Riverview Mansion</b> Baisha Road Street, Cixi City, Ningbo 寧波天安同進灣築 寧波市，慈溪市，白沙路街道	26,604	Residential 住宅	79,800	Construction Completed 施工完成	79,800	–	27.33%	2091
<b>Huzhou Deqing Tian An Cloud Park</b> Jin E Shan Village, Qianyuan Town, Deqing District, Huzhou 湖州德清天安雲谷 湖州市，德清區，乾元鎮，金鵝山村	204,336	Commercial 商業 Residential 住宅	263,200 196,600	Construction Completed 施工完成	263,200 196,600	– –	17.08% 17.08%	2059/2069/ 2089 2089
			459,800		459,800	–		

Project Name/Location 項目名稱/地點	Site Area 地盤面積 m <sup>2</sup> 平方米	Use 用途	Buildable Gross Floor Area 可建樓面面積 m <sup>2</sup> 平方米	Project Progress 項目進度	Completed Gross Floor Area 已完成 樓面面積 m <sup>2</sup> 平方米	Gross Floor Area under Construction 在建工程 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Lease Expiry 約滿年期
<b>Chongqing Tian An Cyber Park</b> Chunhui Road, Dadukou District, Chongqing <b>重慶天安數碼城</b> 重慶市，大渡口區，春暉路	357,768	Commercial 商業	586,100	Phased Construction Stage 分期施工階段	360,200	–	28.47%	2061
		Residential 住宅	308,800		148,000	41,300	28.47%	2061
			894,900		508,200	41,300		
<b>Dalian Protagonist's Life</b> Sanbali Village, Shuishiyang Street, Lvshunkou District, Dalian <b>大連星光宸閣</b> 大連市，旅順口區，水師營街道，三八里村	90,080	Residential 住宅	141,800	Phased Construction Stage 分期施工階段	73,400	68,400	22.32%	2090
<b>Tianjin Tian An Xiangyu Smart City</b> Between Jinhan Gonglu No. 2 Bridge and No. 3 Bridge, Dongli District, Tianjin <b>天津天安象嶼智慧城</b> 天津市，東麗區，津漢公路2號橋及3號橋之間	581,907	Commercial 商業	934,100	Phased Construction Stage 分期施工階段	185,800	–	28.47%	2051
		Residential 住宅	385,200		246,800	34,900	28.47%	2081
			1,319,300		432,600	34,900		
<b>Tianjin Tian An Cyber Park</b> No. 1 Tianan Road, Xiqing District, Tianjin <b>天津天安數碼城</b> 天津市，西青區，天安路1號	312,279	Commercial 商業	215,900	Phased Construction Stage 分期施工階段	175,100	40,800	28.47%	2060
		Residential 住宅	297,100		297,100	–	28.47%	2080
			513,000		472,200	40,800		
<b>Qingdao Tian An Cyber Park</b> No. 88 Chunyang Road, Chengyang District, Qingdao <b>青島天安數碼城</b> 青島市，城陽區，春陽路88號	313,466	Commercial 商業	380,200	Phased Construction Stage 分期施工階段	239,200	141,000	28.47%	2052/2054
		Residential 住宅	238,600		238,600	–	28.47%	2082/2084
		Apartment 公寓	14,900		14,900	–	28.47%	2054
			633,700		492,700	141,000		
<b>Qingdao Tian An Sci-tech Innovation Park</b> Chunyang Road crossing Jinchengsan Road, Jihongtanjie Road, Chengyang District, Qingdao <b>青島天安科創城</b> 青島市，城陽區，棘洪灘街道，春陽路與錦盛 三路交界	86,397	Commercial 商業	152,100	Construction Completed 施工完成	152,100	–	25.65%	2060/2070
		Residential 住宅	68,500		68,500	–	25.65%	2090
			220,600		220,600	–		

Project Name/Location 項目名稱/地點	Site Area 地盤面積 m <sup>2</sup> 平方米	Use 用途	Buildable Gross Floor Area 可建樓面面積 m <sup>2</sup> 平方米	Project Progress 項目進度	Completed Gross Floor Area 已完成 樓面面積 m <sup>2</sup> 平方米	Gross Floor Area under Construction 在建工程 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Lease Expiry 約滿年期
<b>Western Australia Point Grey Site</b> Lots 138, 139, 672 & 1132, Carrabungup Road, Point Grey, Western Australia	2,751,864	Residential 住宅	1,054,000	Planning & Design Stage 規劃及 設計階段	-	-	43.97%	Freehold 永久業權
<b>西澳洲 Point Grey 地塊</b> 西澳洲，Point Grey，Carrabungup Road， 地段號138、139、672和1132		Ancillary & Commercial 附屬及商業	55,400		-	-	43.97%	Freehold 永久業權
			1,109,400		-	-		
<b>New South Wales The Henley</b> No. 4 Mitchell Street, Enfield, Sydney, New South Wales	12,619	Residential 住宅	10,700	Construction Stage 施工階段	-	10,700	43.97%	Freehold 永久業權
<b>新南威爾斯 The Henley</b> 新南威爾斯州，悉尼，恩菲爾德， Mitchell Street 4號								



Property Name 物業名稱	Gross Floor Area 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Gross Floor Area Attributable to the Group 集團應佔 樓面面積 m <sup>2</sup> 平方米	Estimated Completion Year 預計完工年份
Shenzhen Tian An Cloud Park (Phase 3) 深圳天安雲谷 (三期)	1,111,900	28.47%	316,600	2027/2028
Shenzhen Tian An Longgang Cyber Park (Phase 4 Parts 3 and 4) 深圳天安龍崗數碼城 (四期三批及四批)	136,700	28.47%	38,900	2025
Huizhou Tian An Cyber Park (Phase 2) 惠州天安數碼城 (二期)	115,500	25.65%	29,600	2025
Shanghai The One Tian An Place (Parts A and B) 上海天安1號 (A區及B區)	246,900	56.94%	140,600	2026/2027
Shanghai Tian An 1000 Trees (Eastern Phase) 上海天安千樹 (東塊)	114,400	56.94%	65,100	2026
Shanghai Tianan Xiangyu Lake Wonderland 上海天安象嶼萃湖臻境	55,700	28.47%	15,900	2025
Nanjing Tian An Intelligence ECO City (Phase 1 Part 2) 南京天安未來生態城 (一期二批)	50,200	28.47%	14,300	2025
Chongqing Tian An Cyber Park (Phase 7 Part 1) 重慶天安數碼城 (七期一批)	41,300	28.47%	11,800	2025
Dalian Protagonist's Life (Phase 2) 大連星光宸閱 (二期)	68,400	22.32%	15,300	2027
Qingdao Tian An Cyber Park (Phase 3 Part 3) 青島天安數碼城 (三期三批)	141,000	28.47%	40,100	2025
Other properties 其他物業			64,400	
			752,600	

Note: The above table is based on information as of 31st December, 2024. 註解：上表根據二零二四年十二月三十一日之資料編制。

Property Name/Location 物業名稱／地點	Gross Floor Area of Property 物業樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團所佔權益	Gross Floor Area Attributable to the Group 集團應佔樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Mainland China</b>					
<b>中國內地</b>					
<b>Shenzhen Tian An Cyber Park</b>					
Tairan 4th Road, Futian District, Shenzhen					
<b>深圳天安數碼城</b>					
深圳市，福田區，泰然四路					
– Shenzhen Tian An Innovation Science and Technology Plaza, Phase 1 – 深圳天安創新科技廣場一期	10,540	28.47%	3,000	Commercial and office 商業及辦公樓	2038 <sup>^^</sup>
– Shenzhen Tian An Innovation Science and Technology Plaza, Phase 2 – 深圳天安創新科技廣場二期	4,400	28.47%	1,250	Commercial and office 商業及辦公樓	2052 <sup>^^</sup>
– Shenzhen Tian An Innovation Science and Technology Plaza, Phase 2 – 深圳天安創新科技廣場二期	1,500	25.65%	380	Commercial and office 商業及辦公樓	2052 <sup>^^</sup>
– Shenzhen Cyber Times Building – 深圳數碼時代大廈	20,530	28.47%	5,840	Commercial and office 商業及辦公樓	2051 <sup>^^</sup>
– Shenzhen Futian Tian An Hi-Tech Venture Park – 深圳福田天安科技創業園大廈	13,760	28.47%	3,920	Commercial and office 商業及辦公樓	2053 <sup>^^</sup>
– Innovative Science and Technology Plaza Phase 2 – 深圳天安創新科技廣場（二期）	3,813	46.12%	1,760	Industrial 工業	2052 <sup>^</sup>
<b>Shenzhen Tian An Park Place</b> Tairan 1st Road, Futian District, Shenzhen <b>深圳天安瓏園</b> 深圳市，福田區，泰然一路	22,460	56.94%	12,790	Residential 住宅	2076 <sup>^^^</sup>
<b>Shenzhen Tian An Cloud Park</b> Bantian, Longgang District, Shenzhen <b>深圳天安雲谷</b> 深圳市，龍崗區，坂田	299,320	28.47%	85,220	Commercial and office 商業及辦公樓	2063/2065 <sup>^^</sup>
<b>Shenzhen Tian An Cloud Park</b> Bantian, Longgang District, Shenzhen <b>深圳天安雲谷</b> 深圳市，龍崗區，坂田	91,430	28.47%	26,030	Apartment 公寓	2065 <sup>^^</sup>

Property Name/Location 物業名稱／地點	Gross Floor Area of Property 物業 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Gross Floor Area Attributable to the Group 集團應佔 樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Mainland China (Cont'd)</b> 中國內地(續)					
<b>Shenzhen Tian An Longgang Cyber Park</b> Huangge Road North, Longgang District, Shenzhen 深圳天安龍崗數碼城 深圳市，龍崗區，黃閣北路	3,300	56.94%	1,880	Commercial 商業	2052 <sup>^^</sup>
<b>Shenzhen Tian An Longgang Cyber Park</b> Huangge Road North, Longgang District, Shenzhen 深圳天安龍崗數碼城 深圳市，龍崗區，黃閣北路	52,170	28.47%	14,850	Commercial and office 商業及辦公樓	2042/2052/ 2055 <sup>^^</sup>
<b>Dongguan Tian An Cyber Park</b> No. 1 Huangjin Road, Nancheng District, Dongguan 東莞天安數碼城 東莞市，南城區，黃金路1號	6,070	28.47%	1,730	Commercial 商業	2060/2062 <sup>^^</sup>
<b>Dongguan Tian An Cyber Park</b> No. 1 Huangjin Road, Nancheng District, Dongguan 東莞天安數碼城 東莞市，南城區，黃金路1號	94,790	22.21%	21,050	Commercial 商業	2060 <sup>^^</sup>
<b>Dongguan Tian An Cyber Park</b> No. 1 Huangjin Road, Nancheng District, Dongguan 東莞天安數碼城 東莞市，南城區，黃金路1號	1,510	22.21%	340	Residential 住宅	2080 <sup>^^</sup>
<b>Dongguan Fenggang Tian An Cyber Park</b> Yan Tian Village, Fenggang Town, Dongguan 東莞鳳崗天安數碼城 東莞市，鳳崗鎮，雁田村	56,270	25.65%	14,430	Commercial 商業	2065 <sup>^^</sup>
<b>Dongguan Fenggang Tian An Cyber Park</b> Yan Tian Village, Fenggang Town, Dongguan 東莞鳳崗天安數碼城 東莞市，鳳崗鎮，雁田村	19,230	25.65%	4,930	Apartment 公寓	2065 <sup>^^</sup>
<b>Dongguan Tianan Shenchuang Valley</b> Yan Tian Village, Fenggang Town, Dongguan 東莞天安深創谷 東莞市，鳳崗鎮，雁田村	23,810	25.65%	6,110	Commercial 商業	2060 <sup>^^</sup>

Property Name/Location 物業名稱/地點	Gross Floor Area of Property 物業 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Gross Floor Area Attributable to the Group 集團應佔 樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Mainland China (Cont'd)</b> 中國內地(續)					
<b>Dongguan Tianan Shenchuang Valley</b> Yan Tian Village, Fenggang Town, Dongguan 東莞天安深創谷 東莞市，鳳崗鎮，雁田村	23,640	25.65%	6,060	Apartment 公寓	2060 <sup>^^</sup>
<b>Dongguan Song Shan Lake Tian An Cloud Park</b> North of South Industrial Road, Songshan Lake North Industrial City, Dongguan 東莞松山湖天安雲谷 東莞市，松山湖北部工業城，工業南路北側	96,040	28.47%	27,340	Commercial 商業	2062 <sup>^^</sup>
<b>Guangzhou Tian An Panyu Hi-Tech Ecological Park</b> No. 555 Panyu Road North, Panyu District, Guangzhou 廣州天安番禺節能科技園 廣州市，番禺區，番禺大道北555號	152,980	28.47%	43,550	Commercial 商業	2052 <sup>^^</sup>
<b>Guangzhou Tian An Panyu Hi-Tech Ecological Park</b> No. 555 Panyu Road North, Panyu District, Guangzhou 廣州天安番禺節能科技園 廣州市，番禺區，番禺大道北555號	4,350	28.47%	1,240	Apartment 公寓	2052 <sup>^^</sup>
<b>Foshan Tian An Nanhai Cyber Park</b> No. 1, Jianping Road, Nanhai District, Foshan 佛山天安南海數碼城 佛山市，南海區，簡平路1號	101,680	28.47%	28,950	Commercial 商業	2052/2054/ 2056 <sup>^^</sup>
<b>Huizhou Huiyang Tian An Sun Life City</b> Danshui Town, Huiyang District, Huizhou 惠州惠陽天安瓏城 惠州市，惠陽區，淡水鎮	33,330	56.94%	18,980	Commercial 商業	2052 <sup>^^</sup>
<b>Shanghai Tian An Place</b> Lot No. 52, Qibao Town, Caobao Road, Minhang District, Shanghai 上海天安豪園 上海市，閔行區，漕寶路， 七寶鎮52號地塊	17,170	56.94%	9,780	Commercial 商業	2073 <sup>^^</sup>

Property Name/Location 物業名稱／地點	Gross Floor Area of Property 物業 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Gross Floor Area Attributable to the Group 集團應佔 樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Mainland China (Cont'd)</b> 中國內地(續)					
<b>Shanghai Tian An Place</b> Lot No. 52, Qibao Town, Caobao Road, Minhang District, Shanghai 上海天安豪園 上海市，閔行區，漕寶路， 七寶鎮52號地塊	3,990	56.94%	2,270	Residential 住宅	2073 <sup>^^</sup>
<b>Shanghai Tian An 1000 Trees</b> No. 120 Moganshan Road, Putuo District, Shanghai 上海天安千樹 上海市，普陀區，莫干山路120號	63,190	56.94%	35,980	Commercial 商業	2051/2061 <sup>^^</sup>
<b>Shanghai Tian An Centre</b> No. 338 Nanjing Road West, Huangpu District, Shanghai 上海天安中心 上海市，黃浦區，南京西路338號	22,350	55.80%	12,470	Commercial and office 商業及辦公樓	2044 <sup>^^</sup>
<b>Shanghai Tian An Centre</b> No. 338 Nanjing Road West, Huangpu District, Shanghai 上海天安中心 上海市，黃浦區，南京西路338號	6,620	56.94%	3,770	Office 辦公樓	2044 <sup>^^</sup>
<b>Shanghai Racquet Club &amp; Apartments</b> Lane 555 Jinfeng Road, Huacao Town, Minhang District, Shanghai 上海西庭網球俱樂部和公寓 上海市，閔行區，華漕鎮金豐路555號	68,660	56.94%	39,100	Residential 住宅	2068/2071 <sup>^^</sup>
<b>Shanghai Tide Health Campus</b> Zhujiajiao Town, Qingpu District, Shanghai 上海天地健康城 上海市，青浦區，朱家角鎮	9,330	29.15%	2,720	Commercial 商業	2053 <sup>^^</sup>
<b>Shanghai Tide Health Campus</b> Zhujiajiao Town, Qingpu District, Shanghai 上海天地健康城 上海市，青浦區，朱家角鎮	17,120	29.15%	4,990	Residential 住宅	2053 <sup>^^</sup>

Property Name/Location 物業名稱/地點	Gross Floor Area of Property 物業 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Gross Floor Area Attributable to the Group 集團應佔 樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Mainland China (Cont'd)</b> 中國內地(續)					
<b>Wuxi Tian An Intelligent Park</b> No. 228 Linghu Road, Wuxi New District, Wuxi 無錫天安智慧城 無錫市，無錫新區，菱湖大道228號	108,170	28.47%	30,800	Commercial 商業	2060 <sup>^^</sup>
<b>Changzhou Tian An Cyber Park</b> No. 588 Wunan Road, Wujin Hi-Tech Industrial Zone, Changzhou 常州天安數碼城 常州市，武進高新技術產業開發區， 武南路588號	59,450	28.47%	16,930	Commercial 商業	2057 <sup>^^</sup>
<b>Changzhou Tian An Cyber Park</b> No. 588 Wunan Road, Wujin Hi-Tech Industrial Zone, Changzhou 常州天安數碼城 常州市，武進高新技術產業開發區， 武南路588號	100	28.47%	30	Residential 住宅	2077 <sup>^^^</sup>
<b>Jiangyin Tian An Cyber Park</b> No. 55 Changshan Road, Jiangyin 江陰天安數碼城 江陰市，長山大道55號	46,720	28.47%	13,300	Commercial 商業	2060 <sup>^^</sup>
<b>Jiangyin Tian An Cyber Park</b> No. 55 Changshan Road, Jiangyin 江陰天安數碼城 江陰市，長山大道55號	8,970	28.47%	2,550	Residential 住宅	2080 <sup>^^^</sup>
<b>Nanjing Tian An International Building</b> No. 122 Zhongshan South Road, Baixia District, Nanjing 南京天安國際大廈 南京市，白下區，中山南路122號	70,220	56.94%	39,980	Commercial and office 商業及辦公樓	2042/2062 <sup>^^</sup>
<b>Nanjing Tian An Cyber Park</b> No.36 Yongfeng Road, Qinhuai District, Nanjing 南京天安數碼城 南京市，秦淮區，永豐大道36號	117,940	28.47%	33,580	Commercial 商業	2057 <sup>^^</sup>



Property Name/Location 物業名稱／地點	Gross Floor Area of Property 物業 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Gross Floor Area Attributable to the Group 集團應佔 樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Mainland China (Cont'd)</b> 中國內地(續)					
<b>Nantong Tian An Cyber Park</b> No. 199 Shennan Road, Gangzha District, Nantong 南通天安數碼城 南通市，港閘區，深南路199號	89,200	28.47%	25,400	Commercial 商業	2061 <sup>^^</sup>
<b>Chongqing Tian An Cyber Park</b> Chunhui Road, Dadukou District, Chongqing 重慶天安數碼城 重慶市，大渡口區，春暉路	85,590	28.47%	24,370	Commercial 商業	2061 <sup>^^</sup>
<b>SFC Sincere Centre</b> No. 99 Wuyi Road Yuzhong District Chongqing SFC協信中心 重慶渝中區五一一路99號	1,798	46.12%	830	Commercial 商業	2050 <sup>^^</sup>
<b>Block 2 of No. 101 building Cuibai Road,</b> Chunhuilu Street, Dadukou District, Chongqing 翠柏路101號2幢 重慶大渡口區春暉路街道	2,978	46.12%	1,370	Industrial 工業	2061 <sup>^^</sup>
<b>Beijing Park Apartments</b> No. 17 Chaoyang Park Road West, Chaoyang District, Beijing 北京天安豪園 北京市，朝陽區，朝陽公園西路17號	22,170	56.94%	12,620	Residential 住宅	2064 <sup>^^</sup>
<b>Dalian Tian An International Tower</b> No. 88 Zhongshan Road, Zhongshan District, Dalian 大連天安國際大廈 大連市，中山區，中山路88號	52,420	56.94%	29,850	Office 辦公樓	2035 <sup>^^</sup>
<b>Changchun Tian An City One</b> No. 661 Guigu Street, Changchun 長春天安第一城 長春市，硅谷大街661號	23,570	56.94%	13,420	Commercial 商業	2051 <sup>^^</sup>

Property Name/Location 物業名稱/地點	Gross Floor Area of Property 物業樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團所佔權益	Gross Floor Area Attributable to the Group 集團應佔樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Mainland China (Cont'd)</b> 中國內地(續)					
<b>Tianjin Tian An Xiangyu Smart City</b> Between Jinhan Gonglu No. 2 Bridge and No. 3 Bridge, Dongli District, Tianjin 天津天安象嶼智慧城 天津市，東麗區，津漢公路2號橋及3號橋之間	57,380	28.47%	16,340	Commercial 商業	2051 <sup>^^</sup>
<b>Tianjin Tian An Cyber Park</b> No. 1 Tianan Road, Xiqing District, Tianjin 天津天安數碼城 天津市，西青區，天安路1號	55,810	28.47%	15,890	Commercial 商業	2060 <sup>^^</sup>
<b>Tianjin Tian An Cyber Park</b> No. 1 Tianan Road, Xiqing District, Tianjin 天津天安數碼城 天津市，西青區，天安路1號	2,040	46.12%	940	Industrial 工業	2060 <sup>^^</sup>
<b>Times Centre</b> No. 160 Zhengyang Road Chengyang District Qingdao 時代中心 青島市，城陽區，正陽路160號	1,317	46.12%	610	Commercial 商業	2046 <sup>^^</sup>
<b>Optics Valley International Plaza</b> No.889 Luoyu Road East Lake High-Tech Development Zone, Wuhan 光谷國際廣場 武漢東湖，高新技術開發區，珞喻路889號	1,535	46.12%	710	Commercial 商業	2043 <sup>^^</sup>
<b>The Shuncheng Office</b> Wuhua District Kunming 順城辦事處 昆明，五華區	1,044	46.12%	480	Commercial 商業	2046 <sup>^^</sup>
<b>No.43, Beizhan 1st Road</b> Shenhe District Shenyang 北站一路43號 瀋陽，瀋河區	2,038	46.12%	940	Commercial 商業	2044 <sup>^^</sup>
<b>Huaqiang Plaza</b> Lixia District Jinan 華強廣場 濟南，曆下區	1,958	46.12%	900	Commercial 商業	2050 <sup>^^</sup>

Property Name/Location 物業名稱／地點	Gross Floor Area of Property 物業 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Gross Floor Area Attributable to the Group 集團應佔 樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Mainland China (Cont'd)</b> 中國內地(續)					
<b>Sincere Centre</b> No. 25 Fuqing Road Er Duan Chenghua District Chengdu 協信中心 成都，成華區，府青路二段25號	1,929	46.12%	890	Commercial 商業	2051 <sup>^^</sup>
<b>Yaopeng Mingzhu</b> Yunling Road Creative Industrial Park Dali 耀鵬明珠 大理市，創新工業園區雲嶺大道	736	46.12%	340	Commercial 商業	2046 <sup>^^</sup>
<b>Hong Kong</b> 香港					
<b>Park Place</b> 7 Tai Tam Reservoir Road Hong Kong 雅柏苑 香港，大潭，水塘道7號	3,475	100%	3,475	Residential 住宅	2056 <sup>^^</sup>
<b>Allied Cargo Centre</b> 150-164 Texaco Road Tsuen Wan, New Territories 聯合貨運中心 新界，荃灣，德士古道150-164號	46,593	100%	46,593	Godown 貨倉	2047 <sup>^^</sup>
<b>No. 60 Plantation Road</b> The Peak, Hong Kong 種植道60號 香港，山頂	639	100%	639	Residential 住宅	2066 <sup>^^</sup>
<b>Orchid Court</b> 38 Tung On Street Mongkok, Kowloon 安蘭閣 九龍，旺角，東安街38號	749	100%	749	Residential 住宅	2049 <sup>^^</sup>
	201	100%	201	Commercial 商業	
<b>The Redhill Peninsula</b> 18 Pak Pat Shan Road Tai Tam, Hong Kong 紅山半島 香港，大潭，白筆山道18號	596	100%	596	Residential 住宅	2056 <sup>^^</sup>
<b>United Asia Finance Centre</b> 333 Lockhart Road Wanchai, Hong Kong 亞洲聯合財務中心 香港，灣仔，駱克道333號	15,680	100%	15,680	Commercial 商業	2026 <sup>^^</sup>

Property Name/Location 物業名稱/地點	Gross Floor Area of Property 物業樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團所佔權益	Gross Floor Area Attributable to the Group 集團應佔樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Hong Kong (Cont'd)</b> 香港(續)					
<b>St. George Apartments</b> No. 81 Waterloo Road Ho Man Tin, Kowloon 聖佐治大廈 九龍，何文田，窩打老道81號	10,287	100%	10,287	Residential 住宅	2081 <sup>^^</sup>
<b>Ibis Hong Kong North Point</b> 138 Java Road North Point, Hong Kong 宜必思香港北角酒店 香港，北角，渣華道138號	6,825	100%	6,825	Hotel 酒店	2083 <sup>^^</sup>
<b>AKI Hong Kong MGallery</b> Nos. 10-12 Stewart Road Wanchai, Hong Kong 香港明怡美憬閣精選酒店 香港，灣仔，史劍域道10至12號	7,705	50%	3,853	Hotel 酒店	2027 <sup>^</sup>
<b>No. 9 Queen's Road Central</b> Hong Kong 香港皇后大道中9號	1,277	100%	1,277	Commercial 商業	2854 <sup>^^</sup>
<b>Allied Kajima Building</b> 138 Gloucester Road Wanchai, Hong Kong 聯合鹿島大廈 香港，灣仔，告士打道138號	20,452	50%	10,226	Commercial 商業	2047 <sup>^^</sup>
<b>Novotel Century Hong Kong</b> 238 Jaffe Road Wanchai, Hong Kong 香港諾富特世紀酒店 香港，灣仔，謝斐道238號	27,364	50%	13,682	Hotel 酒店	2047 <sup>^^</sup>
<b>Tregunter Tower 3</b> 14 Tregunter Path Hong Kong 地利根德閣第3座 香港，地利根德徑14號	745	100%	745	Residential 住宅	2051 <sup>^^</sup>
<b>Admiralty Centre</b> 18 Harcourt Road Hong Kong 海富中心 香港，夏慤道18號	2,970 <sup>†</sup>	73.51%	2,183	Commercial 商業	2053 <sup>^^</sup>

Property Name/Location 物業名稱／地點	Gross Floor Area of Property 物業 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Gross Floor Area Attributable to the Group 集團應佔 樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Hong Kong (Cont'd)</b> 香港(續)					
<b>J Residence</b> 60 Johnston Road Hong Kong 嘉善軒 香港，莊士敦道60號	50	100%	50	Residential 住宅	2054 <sup>^^</sup>
<b>The Westminster Terrace</b> 2A Yau Lai Road Tsuen Wan, New Territories 皇璧 新界，荃灣，悠麗路2A號	325	73.51%	239	Residential 住宅	2056 <sup>^^</sup>
<b>Harbour Crystal Centre</b> 100 Granville Road, Tsim Sha Tsui East, Kowloon, Hong Kong 港晶中心 香港，九龍，尖沙咀東部， 加連威老道100號	12,880	34.16%	4,400	Commercial 商業	2053 <sup>^^</sup>
<b>Harbour Crystal Centre</b> 100 Granville Road, Tsimshatsui East, Kowloon, Hong Kong 港晶中心 香港，九龍，尖沙咀東部， 加連威老道100號	830	17.08%	140	Commercial 商業	2053 <sup>^^</sup>
<b>Concord Square</b> No.88 Chuen Lung Street, Tsuen Wan, New Territories, Hong Kong 協和廣場 香港，新界，荃灣，川龍街88號	15,190	42.69%	6,490	Commercial 商業	2049 <sup>^^</sup>
<b>Harbour Industrial Centre</b> No. 10 Lee Hing Street, Ap Lei Chau, Aberdeen, Hong Kong 港灣工貿中心 香港，香港仔，鴨脷洲，利興街10號	24,720	18.98%	4,690	Industrial 工業	2055 <sup>^^</sup>
<b>Oceanic Industrial Centre</b> No. 2 Lee Lok Street, Ap Lei Chau, Aberdeen, Hong Kong 海灣工貿中心 香港，香港仔，鴨脷洲，利樂街2號	68,910	18.98%	13,080	Industrial 工業	2055 <sup>^^</sup>

Property Name/Location 物業名稱/地點	Gross Floor Area of Property 物業 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Gross Floor Area Attributable to the Group 集團應佔 樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Hong Kong (Cont'd)</b> 香港(續)					
<b>Queen's Centre</b> 58-64 Queen's Road East, Wanchai, Hong Kong 帝后商業中心 香港，灣仔，皇后大道東58-64號	2,550	28.47%	730	Commercial and office 商業及辦公樓	2843 <sup>^^</sup>
<b>Wah Shun Industrial Building</b> 4 Cho Yuen Street, Yau Tong, Kowloon, Hong Kong 華順工業大廈 香港，九龍，油塘，草園街4號	12,470	28.47%	3,550	Industrial 工業	2047 <sup>^^</sup>
<b>The Redhill Peninsula</b> Tai Tam, Hong Kong 紅山半島 香港，大潭	7,150	18.98%	1,360	Residential 住宅	2056 <sup>^^</sup>
<b>Billion Centre</b> Tower A, Billion Centre, No. 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong 億京中心 香港，九龍，九龍灣， 宏光道1號億京中心A座	1,280	100%	1,280	Commercial 商業	2047 <sup>^^</sup>
<b>The Wings</b> Tower 1, The Wings, No. 9 Tong Yin Street, Tsueng Kwan O, New Territories, Hong Kong 天晉 香港，新界，將軍澳，唐賢街9號， 天晉第一座	210	100%	210	Residential 住宅	2057 <sup>^^</sup>
<b>Forfar</b> Forfar, No. 2 Forfar Road, Ho Man Tin, Kowloon, Hong Kong 懿薈 香港，九龍，何文田，科發道2號懿薈	220	100%	220	Residential 住宅	2047 <sup>^^</sup>
<b>South Horizons</b> Tower 22, South Horizons, No. 22 South Horizon Drive, Hong Kong 海怡半島 香港，海怡路22號，海怡半島22座	100	100%	100	Residential 住宅	2040 <sup>^^</sup>



Property Name/Location 物業名稱／地點	Gross Floor Area of Property 物業 樓面面積 m <sup>2</sup> 平方米	Interest Held by the Group 集團 所佔權益	Gross Floor Area Attributable to the Group 集團應佔 樓面面積 m <sup>2</sup> 平方米	Use 用途	Lease Expiry 約滿年期
<b>Other</b> 其他					
Lot Nos. 193-30 and 195-12, Niseko Hirafu 1 jo 4 chome, Kutchan-cho, Abuta-gun, Hokkaido Prefecture, Japan 日本北海道	593 <sup>**</sup>	73.51%	436	Residential 住宅	Freehold 永久業權
<b>London South Place Hotel</b> 3/4 South Place, London, EC2M 2AF 倫敦南廣場酒店 3/4, South Place, 倫敦 EC2M 2AF	6,050	56.94%	3,440	Hotel 酒店	Freehold 永久業權
<b>Cannongate House</b> 62-64 Cannon Street London, United Kingdom 英國倫敦	1,990 <sup>***</sup>	100%	1,990	Commercial 商業	Freehold 永久業權
FM 2100 Road and Diamond Head Boulevard Harris County Texas United States of America 美國德州	13,875,254 <sup>**</sup>	100%	13,875,254	Residential 住宅	Freehold 永久業權
<b>Sofitel Philippine Plaza Manila</b> Cultural Centre of the Philippines Complex Roxas Boulevard Pasay City Manila, Philippines 菲律賓馬尼拉	73,866	50%	36,930	Hotel 酒店	2041 <sup>^^</sup>
<b>Other properties</b> 其他物業			62,210		
			<u>14,859,590</u>		

^ These properties are held on short term lease  
 ^^ These properties are held on medium term lease  
 ^^^ These properties are held on long term lease  
 # Saleable area  
 \*\* Site area  
 \*\*\* Floor area

^ 該等物業以短期約形式持有  
 ^^ 該等物業以中期約形式持有  
 ^^^ 該等物業以長期約形式持有  
 # 銷售面積  
 \*\* 地盤面積  
 \*\*\* 樓面面積

Note: The above tables are based on information as of 31st December, 2024.

註解：上表根據二零二四年十二月三十一日之資料編制。



**ALLIED GROUP LIMITED**

聯合集團有限公司