

*ANNUAL REPORT 2022*  
二零二二年年報



**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	84
董事及高級行政人員一覽	98
企業管治報告	101
董事會報告	116
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	150
財務概要	394
物業發展資料	395
發展中物業資料	403
物業及酒店投資資料	405

## 公司資料

### 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  
交通銀行(香港)有限公司  
中信銀行(國際)有限公司  
富邦銀行(香港)有限公司  
華僑永亨銀行有限公司  
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  
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  
電郵：webmaster@alliedgroup.com.hk

### 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

簡家驄律師行  
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」)二零二二年年度業績。

### 財務業績

截至二零二二年十二月三十一日止年度，本集團的收入為10,079.4百萬港元(二零二一年：5,973.2百萬港元)。收入增加主要由於天安中國投資有限公司(「天安」)自二零二一年十月成為本公司間接非全資附屬公司以來所包括之收入所致。本公司股東應佔年度虧損為1,220.5百萬港元，而二零二一年則為溢利6,688.9百萬港元。年內每股虧損為0.35港元(二零二一年：每股盈利1.90港元)。於二零二一年，因綜合入賬天安而確認非經常性收益4,164.1百萬港元，惟本年度並無該數字。此外，本公司的上市附屬公司新鴻基有限公司於年內錄得虧損，主要由於其金融工具按市值計價虧損所致。

### 股息

董事會已宣佈派發截至二零二二年十二月三十一日止年度之第二次中期股息每股11.75港仙(代替末期股息)(二零二一年第二次中期股息(代替末期股息)：每股12.50港仙)，將於二零二三年五月二十二日(星期一)或前後派付予於二零二三年五月十日(星期三)名列本公司股東名冊內之本公司股東(「股東」)，因此，二零二二年度之全年股息總額為每股12.50港仙(二零二一年：每股13.25港仙)。

### 暫停辦理股份過戶登記

#### (1) 釐定收取第二次中期股息的資格

- 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 二零二三年五月五日(星期五)  
下午四時三十分
- 暫停辦理本公司股份過戶登記 二零二三年五月八日(星期一)  
至二零二三年五月十日(星期三)  
(包括首尾兩天)

#### (2) 釐定出席本公司預定將於二零二三年六月二日舉行之應屆股東週年大會(「二零二三年股東週年大會」)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 二零二三年五月二十九日(星期一)  
下午四時三十分
- 暫停辦理本公司股份過戶登記 二零二三年五月三十日(星期二)  
至二零二三年六月二日(星期五)  
(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。股東為符合獲享第二次中期股息(代替末期股息)及出席二零二三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

儘管本集團於二零二二年錄得虧損，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，迎接二零二三年的重重挑戰。

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，二零二三年三月二十八日

## 業務回顧

### 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投資及發展、金融服務以及物業管理及護老服務之核心業務上。本公司主要透過其若干持有物業附屬公司、本公司擁有55.72%之上市附屬天安中國投資有限公司（「天安」）及天安擁有74.98%之附屬公司亞證地產有限公司（「亞證地產」）持有在香港及海外以及中國內地之物業投資及發展業務。本公司亦主要透過其擁有73.31%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」）從事商品貿易、資源投資及主要投資及金融服務業務。本公司主要透過其間接全資附屬公司Allied Services Hong Kong Limited（「Allied Services」）經營物業管理、護老服務及物流服務業務。

### 財務摘要

	二零二二年 百萬港元	二零二一年 百萬港元
收入	<b>10,079.4</b>	5,973.2
本公司股東應佔年度(虧損)溢利	<b>(1,220.5)</b>	6,688.9
本公司股東應佔權益	<b>43,114.5</b>	46,214.6
本公司股東應佔權益回報率	<b>(2.8)%</b>	14.5%
每股(虧損)盈利		
— 基本	<b>(0.35)港元</b>	1.90港元
— 攤薄	<b>(0.35)港元</b>	1.90港元
	於二零二二年 十二月三十一日	於二零二一年 十二月三十一日
本公司股東應佔每股資產淨值	<b>12.27港元</b>	13.15港元
資本負債比率	<b>19.9%</b>	39.1%

## 業務回顧(續)

### 財務回顧

#### 財務業績

本集團之年內收入為10,079.4百萬港元(二零二一年：5,973.2百萬港元)。增幅乃主要由於天安自二零二一年十月成為本公司的間接非全資附屬公司以來所包括之收入所致。

本公司股東應佔年度虧損為1,220.5百萬港元，而二零二一年的溢利為6,688.9百萬港元。

年內的財務表現下跌乃主要由於：

- 新鴻基應佔虧損；
- 沒有如去年由於天安綜合入賬之非經常性收益約4,164.1百萬港元；及
- 來自天安之貢獻減少，乃因二零二一年天安綜合入賬而按要求公平價值評估導致經調整較高之資產成本基礎。

#### 每股(虧損)盈利

年內，每股基本虧損為0.35港元，而二零二一年的每股基本盈利為1.90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、流動資金及股本結構

於二零二四年十一月到期的5.75%美元票據(「二零二四年票據」)已於香港聯合交易所有限公司(「聯交所」)上市。於報告期末，經扣除集團間持有之票據後，二零二四年票據之面值為319.6百萬美元或相當於2,495.7百萬港元(二零二一年：340.0百萬美元或相當於2,651.0百萬港元)。

於二零二六年九月到期的5.00%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420.1百萬美元或相當於3,280.6百萬港元(二零二一年：375.0百萬美元或相當於2,923.9百萬港元)。

於報告期末，本公司股東應佔權益為43,114.5百萬港元，較二零二一年減少3,100.1百萬港元。本集團之現金及銀行結餘維持充裕，於二零二二年十二月三十一日之現金及銀行結餘約為15,538.4百萬港元(二零二一年：10,952.9百萬港元)。本集團之銀行及其他借貸以及應付票據合共為24,137.1百萬港元(二零二一年：29,033.3百萬港元)，其中按要求償還或於一年內償還之部分為9,541.9百萬港元(二零二一年：17,034.9百萬港元)，其餘長期部分為14,595.2百萬港元(二零二一年：11,998.4百萬港元)。本集團流動資金之流動比率(流動資產／流動負債)為1.80倍(二零二一年：1.67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19.9%(二零二一年：39.1%)。



## 財務回顧(續)

## 財務資源、流動資金及股本結構(續)

	二零二二年 百萬港元	二零二一年 百萬港元
銀行貸款償還期限如下：		
要求時償還或一年內	5,787.4	7,218.5
一年以上但不超過兩年	1,796.2	1,877.7
兩年以上但不超過五年	4,770.3	3,120.2
超過五年	1,474.5	1,385.4
具有按要求償還條文之銀行貸款償還期限如下：		
一年內	3,233.5	4,251.0
一年以上但不超過兩年	435.0	171.8
兩年以上但不超過五年	–	435.0
	<b>17,496.9</b>	<b>18,459.6</b>
其他借貸償還期限如下：		
要求時償還或一年內	–	645.3
五年後	62.1	62.1
	<b>62.1</b>	<b>707.4</b>
美元票據償還期限如下：		
一年內	84.1	3,582.4
一年以上但不超過五年	5,752.1	5,553.0
港元票據償還期限如下：		
一年內	1.9	730.9
一年以上但不超過五年	740.0	–
	<b>6,578.1</b>	<b>9,866.3</b>
	<b>24,137.1</b>	<b>29,033.3</b>

除美元票據以及港元票據外，本集團之大部分銀行及其他借貸均按浮動利率計息。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17,559.0百萬港元(二零二一年：19,167.0百萬港元)，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15,538.4百萬港元(二零二一年：10,952.9百萬港元)，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。

## 業務回顧(續)

### 財務回顧(續)

#### 附屬公司、聯營公司及合營公司的重大收購及出售

截至二零二二年十二月三十一日止年度概無任何附屬公司、聯營公司或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經審核綜合財務資料附註6。

#### 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、新台幣、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53。

#### 資產抵押

有關資產抵押的詳情載於綜合財務報表附註56。

#### 報告期後事項

有關報告期後事項的詳情載於綜合財務資料附註65。

## 業務回顧

### 金融服務

#### 投資及金融

- 於本年度，新鴻基股東應佔虧損為1,534.8百萬港元，而二零二一年則為溢利2,813.7百萬港元。
- 新鴻基投資管理分部呈報除稅前虧損2,403.8百萬港元(二零二一年：除稅前溢利1,917.8百萬港元)。產生虧損主要由於按市值計價虧損所致。
- 新鴻基基金管理業務呈報除稅前虧損22.9百萬港元(二零二一年：除稅前溢利16.6百萬港元)。雖然該業務分部呈報的資產管理規模及收入增長令人鼓舞，惟因表現費減少而產生虧損。
- 新鴻基之私募融資業務為企業、投資基金及高淨值人士提供度身訂製的融資解決方案，其呈報除稅前虧損44.7百萬港元(二零二一年：除稅前溢利5.1百萬港元)。
- 新鴻基信貸有限公司呈報除稅前溢利122.3百萬港元(二零二一年：120.0百萬港元)。於二零二二年底，其貸款結餘總額為31億港元(於二零二一年十二月三十一日：35億港元)。

#### 消費金融

- 於本年度，亞洲聯合財務有限公司(「亞洲聯合財務」)股東應佔溢利為946.6百萬港元(二零二一年：1,272.6百萬港元)。
- 亞洲聯合財務在中國內地的業務受到經濟放緩、全市範圍封鎖及旅遊限制所影響。減值費用及新增貸款受到不利影響。年內，亞洲聯合財務繼續縮減經營成本，並專注其有抵押貸款業務的增長。
- 香港爆發的第五波新冠病毒疫情，對亞洲聯合財務的業務造成負面影響。然而，當香港特別行政區政府於二零二二年第二季度放寬社交距離措施後，亞洲聯合財務的表現有所改善，香港業務的欠款減少，貸款數目增加。一系列宣傳及推廣活動已開展，以進一步加強及擴大其客戶基礎。
- 於二零二二年底，綜合消費金融客戶貸款結餘總額達116億港元(於二零二一年十二月三十一日：127億港元)。亞洲聯合財務於中國內地設有17間分行，於香港設有49間分行。

## 業務回顧(續)

## 物業

## 香港

- 與二零二一年相比，本集團香港物業組合的租金收入維持在穩定水平。
- 於本年度，本集團物業組合之價值錄得淨減少，而二零二一年之價值則錄得淨增加。
- 宜必思香港北角酒店已參與社區隔離設施酒店計劃，並於本年度有盈利。
- Allied Kajima Limited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，其呈報的虧損較二零二一年的虧損較少。表現改善是由於經營利潤增加及其物業組合之公平價值撥備減少所致。

## 中國內地

- 於本年度，天安股東應佔溢利根據其報告為1,528.6百萬港元(二零二一年：1,430.3百萬港元)。然而，從本公司角度而言，天安於本年度的財務業績為溢利308.4百萬港元。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二零二一年稍為增加0.4%。
- 天安於13個城市共有20個已開發或發展中的天安數碼城。天安將在擁有充足的人力及營銷資源的區域集中發展新的數碼城。
- 天安位於深圳龍崗坂田街道的城市更新項目天安雲谷整個第二期(包含樓面面積(「樓面面積」)約599,400平方米)現已竣工並可供銷售或租賃。位於深圳光明區的光明天安雲谷樓面面積約382,800平方米及位於浙江德清的德清天安雲谷部份樓面面積約308,000平方米均已於二零二二年竣工。德清天安雲谷餘下樓面面積約151,800平方米正在開發。
- 天安過往年度收購的江蘇、浙江、遼寧以及上海住宅項目已成功預售。位於江蘇及浙江的三項住宅項目於二零二二年內已竣工及移交給客戶，並於本年度帶來重大的利潤確認。天安預期該等新收購的項目將在未來數年帶來良好的回報。

## 業務回顧(續)

### 業務回顧(續)

#### 物業(續)

##### 中國內地(續)

- 位於上海的天安1號(前稱天安豪園二期)的住宅項目首期的成功預售，將在分期開發過程中帶來穩定的收益。
- 截至二零二二年十二月三十一日止年度，天安的上市附屬公司亞證地產有限公司呈報股東應佔虧損43.7百萬港元(二零二一年：1,563.1百萬港元)。

#### 服務

- Allied Services Hong Kong Limited從事物業管理、護老服務及新收購物流服務業務，於年內錄得溢利8.7百萬港元(二零二一年：9.4百萬港元)。

### 投資

#### 資源投資

- 於二零二二年底，本集團持有亞太資源約43.1%權益。本集團錄得應佔亞太資源虧損98.0百萬港元(二零二一年：39.1百萬港元)。

### 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」)事宜的驅動力。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。

### 環境政策及表現(續)

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。
- 盡量減少集團活動對環境及天然資源造成影響。
- 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

於二零二二年十二月三十一日，本集團之員工總數為3,930名(二零二一年：4,177名)。員工人數淨減少乃由於中國消費金融分部持續進行分行整合，業務進一步轉移線上，以及中國內地物業管理業務部份工種外包，以持續努力提升成本效益。總僱員成本(包括董事酬金)金額為1,224.3百萬港元(二零二一年：1,298.7百萬港元)。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。

### 新冠病毒大流行病應對措施

新冠病毒於二零二二年在全球持續蔓延。本集團繼續實施預防措施，以保護我們的員工、員工家屬、當地供應商及鄰近社區的健康及安全，同時確保營運環境安全，使其能如常營運：

- 在辦公室內最大限度擴大社交距離及保障員工；
- 會議盡可能非現場召開或通過電話或視像會議的方式舉行；
- 取消一切非必要的差旅；
- 為員工制定彈性工作計劃；
- 進入辦公室限制及量度體溫檢查；
- 外出差旅、出現症狀或與新冠病毒確診者接觸後，應自我隔離，必要時可做冠狀病毒檢測，費用由本公司承擔；及
- 維持口罩、洗手液及衛生用品的庫存及注重清潔及衛生。

隨著香港政府自二零二二年下半年逐步取消防疫措施，本公司亦逐步撤銷該等措施並於二零二三年回復正常。

### 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。我們持續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監管及立法變更、宏觀經濟及政治變動、關鍵人員風險及其他因素。

## 風險管理(續)

## 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。本集團致力於處理以下主要風險。

主要風險	描述	描述關鍵控制	本年度新出現的風險／風險變動情況
策略風險	策略風險指本集團策略的選擇、優先次序安排、修訂及實施，而對實現本集團目標及企業價值造成的風險。	<ul style="list-style-type: none"> <li>• 雄厚的管理專責團隊。二零二二年，經濟持續動盪，就持久的新冠病毒疫情和高度傳染性的奧密克戎變體的持續時間和影響(包括政府實施的限制措施)作出評估仍存在重大不確定因素。我們繼續從策略上減少各業務面臨的風險，密切監測局勢並在適當的時候減少風險。</li> <li>• 持續監測經濟形勢、客戶的信用狀況及合規環境。</li> <li>• 持續監測監管環境。</li> <li>• 建立本集團的氣候政策，持續監測氣候相關法規的最新發展。</li> </ul>	<ul style="list-style-type: none"> <li>• 年內風險反覆，於二零二三年仍會持續。</li> <li>• 本集團制定了BCP程序，在新冠病毒疫情期間運行良好。</li> <li>• 中美貿易戰持續及全球衝突對營商及合規環境造成一定影響。本集團密切監測對其投資組合的影響。本集團設有強大的投資政策及其他框架，以確保風險偏好與策略意圖相匹配，以及風險指標在我們的風險容忍範圍之內。</li> <li>• 管理層對氣候變化造成的影響及財務風險進行密切監測，並在本年度制定了氣候政策，以適應及減輕氣候變化的影響。</li> <li>• 不確定性依然在，管理層繼續觀察市場發展，以應對市場狀況和本集團業務策略的變化。</li> </ul>



## 風險管理(續)

## 主要風險(續)

主要風險	描述	描述關鍵控制	本年度新出現的風險／風險變動情況
信貸風險	信貸風險指借款人或交易方未能履行其義務的風險。	<ul style="list-style-type: none"> <li>設立強勁的信貸管理及適當的審批政策。適當時，可使用信貸資料庫和技術。</li> <li>本集團與其他外部交易方交易時將風險控制在一定限度內。</li> <li>對於抵押貸款業務，獲得足夠和充分的抵押物以擔保貸款。</li> <li>根據環境持續更新承銷標準。</li> </ul>	<ul style="list-style-type: none"> <li>持久的新冠病毒疫情和高傳染性的奧密克戎變體，以及香港物業價值不斷加重的下行壓力，對信貸市場產生了影響。本集團對消費金融組合(尤其是在中國)及抵押貸款組合採取了審慎的承銷標準。</li> <li>整體而言，我們的消費金融和按揭貸款均較為靈活，信貸惡化在可控範圍內。私人信貸方面，由於信貸品質惡化的影響，我們計提了足夠且充分的撥備。</li> </ul>
市場風險	市場風險產生於市場價格的變動以及整體金融市場表現而產生的潛在金融虧損。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。	<ul style="list-style-type: none"> <li>按照投資政策行事。</li> <li>嚴格的投資程序及風險管理監測控制。</li> <li>管理多樣化的資金來源及資產重新定價的能力。</li> <li>健全的外匯對沖報告及監控。</li> <li>對沖公募及私募投資組合中的股票風險。</li> </ul>	<ul style="list-style-type: none"> <li>由於長期的新冠病毒疫情和高傳染性的奧密克戎變體、地緣政治緊張局勢、通貨膨脹壓力，二零二二年的金融市場出現波動。因此，包括中國內地及香港在內的全球經濟經歷了比過往更弱的經濟活動。我們保持流動資金儲備的策略使我們在波動時期處於有利地位，並使我們能夠保持投資紀律。</li> <li>本年度的市場利率有所波動。我們保持了多樣化的資金來源，能夠對資產進行重新定價以保持利差。</li> <li>外匯風險於本年度有所波動。除了亞洲聯合財務中國及天安，由於本集團大部分資產及投資以港元與美元計值，因此風險相對較低。對其他貨幣的風險進行密切監測，並在認為適當的時候積極進行對沖。</li> </ul>

## 風險管理(續)

## 主要風險(續)

主要風險	描述	描述關鍵控制	本年度新出現的風險/風險變動情況
流動資金風險	流動資金風險指本集團持有的資產可能無法及時變現以進行交易/滿足投資策略或無法履行支付義務的風險。	<ul style="list-style-type: none"> <li>• 財務部管理各種資金來源，並保持適當水平的流動資產，包括已承諾/未承諾的銀行融資，作為流動資金緩衝。</li> <li>• 對投資的流動性和預期變現能力進行持續監控。在進行新的投資之前，本集團仔細考慮現有投資的貨幣化計劃。</li> <li>• 我們積極主動監測流動資金風險，並在必要時採取行動減少風險。</li> <li>• 我們設有各種申報及控制/風險偏好以及容忍限度。</li> </ul>	<ul style="list-style-type: none"> <li>• 本集團完全贖回了二零二二年票據，隨賣發行了二零二六年票據，並延長了其他信貸融資的到期時間。</li> <li>• 本集團保持大量的現金及流動資產組合。</li> </ul>
營運風險	營運風險源頭多種，包括欺詐，流程及程序、技術及系統錯誤。	<ul style="list-style-type: none"> <li>• 清晰劃分職務及職責；定期進行檢討及內部審計。</li> <li>• 定期監控系統及數據。測試系統安全及不斷升級系統。為員工提供培訓課程以提高網絡風險意識。</li> <li>• 應急規劃及測試。</li> <li>• 已訂立監控程序以確保財務報告程序獲識別、記錄及監察。監控成效由管理層及內部審計監察，並由董事會風險委員會及審計委員會監督。</li> </ul>	<ul style="list-style-type: none"> <li>• 年內本集團已提升基礎設施及網絡保安、聘請外部顧問進行網絡安全評估、進行普及測試，及為員工舉辦數次網絡安全風險培訓及評估。</li> <li>• 按照本集團的相關資訊安全政策行事。</li> <li>• 年內本集團改善其應急規劃及提升設備及抵禦能力。本集團繼續在遵從有關新冠病毒及具有高傳染性的奧密克戎變種病毒的限制措施下經營業務，未受任何重大影響。</li> </ul>

## 風險管理(續)

## 主要風險(續)

主要風險	描述	描述關鍵控制	本年度新出現的風險／風險變動情況
法律及合規風險	法律及合規風險為本集團未根據根據適用法律履行其職能及職責，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。	<ul style="list-style-type: none"> <li>遵守相關法律及法規。</li> <li>監控、檢討及實施監管及其他政府標準的任何變動。</li> </ul>	<ul style="list-style-type: none"> <li>新鴻基集團委任一名新的集團法律及合規主任，監督法律及合規職能。</li> <li>本集團舉辦董事會培訓及對高級管理層及其他員工進行各種教育課程，以提升合規意識。</li> <li>本集團於年內更新並推出多項政策及程序，以更好地規管內部程序。</li> <li>年內並無發現重大不合規。</li> </ul>
外部風險	外部風險來自主要競爭對手的活動，以及本集團所面臨或會影響本集團競爭優勢及市場地位的國內外政治、經濟、社會及環境狀況。	<ul style="list-style-type: none"> <li>豐富經驗和專業的管理團隊及對市場的了解。</li> <li>有效的企業溝通及內部控制政策確保以符合本集團戰略的方式管理聲譽風險。密切監控新聞及社交媒體，必要時採取適當行動。</li> </ul>	<ul style="list-style-type: none"> <li>該風險年內並無重大變動。相關管理層繼續觀察如在香港的虛擬銀行的市場發展及信用卡服務提供商等競爭對手。本集團於二零二三年已開展其信用卡業務，以提升我們的具競爭力的產品組合。</li> <li>對於中國內地的物業發展業務而言，管理層會繼續觀察市場發展(例如政策修改、利率改變、準備金率變動、供求不平衡、房價指數)以應對市場狀況和本集團業務策略的變化。</li> </ul>
人力資源風險	人力資源風險為可能影響本集團財務及非財務表現的僱員相關風險。	<ul style="list-style-type: none"> <li>本集團專注改善人力資源管理，為僱員提供具吸引力的薪酬、福利、支持、工作環境及文化。</li> </ul>	<ul style="list-style-type: none"> <li>年內風險保持穩定。</li> <li>我們知悉並專注疫情後勞動力市場緊缺以及人員相關成本通脹。</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，我們遵循香港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。

鑑於建立基金管理業務，本集團加強合規框架，以保障投資者利益。二零二一年，我們的基金管理平台已從香港證券及期貨事務監察委員會取得開展證券交易及提供資產管理活動的牌照，並於二零二二年一月獲准就證券提供意見。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。

我們在香港的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省級政府根據中國銀行業監督管理委員會和中國人民銀行關於小額貸款公司試點的指導意見頒佈的地區指引，以及「關於規範整頓現金貸業務的通知」、「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)」及「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)」等有關現金貸款、網絡小額貸款及P2P網絡借貸的專項整治文件開展經營。

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。

我們的物流服務業務分別受香港法例第109章《應課稅品條例》及第109A章《應課稅品規例》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

截至二零二二年十二月三十一日，本集團沒有任何佔本集團總資產5%以上的重大投資。

## 業務回顧(續)

### 長期企業策略

本集團從事投資、結構性融資、消費金融、物業及相關業務、護老服務及其他投資業務。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

隨著遏制新冠病毒疫情的所有措施解除，中國內地及香港於今年的經濟增長有望改善。然而，美國及歐洲為打擊通脹加息，導致全球銀行體系疲弱，地緣政治局勢緊張及烏克蘭戰爭，造成了不確定性和市場氣氛低迷。

面對艱難的宏觀經濟環境，新鴻基將繼續提升所有業務分部的流動性，為新增機遇做好準備。新鴻基矢志成為亞洲領先的另類投資平台。

亞洲聯合財務相信，透過豐富產品組合以擴大客戶基礎的策略，包括新推出的信用卡業務，將產生額外收入來源，推動中長期的溢利增長。

利率上升及新冠病毒疫情的殘餘影響將繼續對本地物業市場增添下行壓力。本集團將繼續專注提高物業組合的佔用率和租賃潛力。

許多中國房地產開發商資金鏈問題持續。就天安而言，中國央行將一年期貸款市場報價利率(「貸款市場報價利率」)下調15個基點，從3.8%下調至3.65%，而五年期貸款市場報價利率則下調35個基點，從4.65%下調至4.30%，有助減輕房地產行業的財務負擔。此外，地方政府推出穩定房地產市場措施。

毫無疑問，二零二三年仍具挑戰。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二零二二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，二零二三年三月二十八日

## 物業發展及投資概覽

### 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4,413.3百萬港元(二零二一年：651.4百萬港元)。年內，本集團物業租賃的所得收入為728.3百萬港元(二零二一年：326.8百萬港元)。

### 主要銷售

截至二零二二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
深圳天安雲谷(二期)	商業/住宅	13,100
深圳光明天安雲谷	商業/住宅	13,600
東莞天安數碼城(六期及七期)	商業	7,400
東莞鳳崗天安數碼城(二期及三期)	商業/住宅	67,100
東莞天安深創谷(一期)	商業	84,800
惠州惠陽天安龍城(二期及三期)	住宅	26,300
惠州天安數碼城(一期)	商業/住宅	16,000
上海天安1號(一批)	住宅	78,300
上海天安象嶼西江悅	住宅	20,300
無錫天安曼哈頓(一期及二期)	住宅	11,300
常州天安別墅(二期)	住宅	10,100
江陰天安數碼城(一期至四期)	商業/住宅	10,200
南京上宸雲際雅苑	住宅	18,300
南通天安逸品花園(一期及二期)	商業/住宅	12,100
寧波天安盛世臻境花苑	商業/住宅	22,200
湖州德清天安雲谷(一期一批)	住宅	8,600
青島天安數碼城(一期至三期)	商業/住宅	19,000
青島天安科創城(一期)	商業/住宅	7,100
其他項目	商業/住宅	42,800
		488,600

### 土地組合

本集團擁有約23,957,000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16,941,300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787,600平方米、發展中及待發展物業約2,278,400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、昆山、無錫、宜興、常州、江陰、南京、南通、寧波、湖州、重慶、大連、長春、天津、青島、武漢、昆明、瀋陽、濟南、成都、雲南、香港、澳洲、菲律賓、英國及美利堅合眾國(「美國」)。

## 土地組合(續)

於二零二二年十二月三十一日，本集團主要土地組合如下：

## (i) 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	336,000	267,700	603,700
華東	472,900	397,400	870,300
華北	263,000	96,900	359,900
澳洲	22,000	422,500	444,500
	<u>1,093,900</u>	<u>1,184,500</u>	<u>2,278,400</u>

## (ii) 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	209,900	39,800	249,700
華東	220,700	39,300	260,000
華北	75,600	12,000	87,600
中國西南	4,000	–	4,000
華中	700	–	700
香港	125,200	18,400	143,600
菲律賓	36,900	–	36,900
英國	5,100	–	5,100
	<u>678,100</u>	<u>109,500</u>	<u>787,600</u>

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、發展中物業以及物業及酒店投資資料載於本年報第395至416頁。

## 項目回顧

### 1. 主要物業發展

#### 華南區

##### 深圳天安數碼城(25.87%)

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增加。

##### 深圳天安雲谷(25.87%)

該項目是位於深圳市龍崗坂田街道的「城市更新示範項目」，深圳天安雲谷將佔地約760,000平方米，而規劃總樓面面積約2,800,000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。整個二期包含樓面面積約599,400平方米現已完成並可供銷售及租賃。

##### 深圳光明天安雲谷(11.12%)

位於深圳市光明區，佔地約81,556平方米，總樓面面積約382,800平方米。該項目擬建綜合商業／住宅／教育／醫療配套及建立一個國際化智慧產城社區。該項目樓面面積約382,800平方米已於二零二二年竣工。項目已全面竣工。



## 項目回顧(續)

## 1. 主要物業發展(續)

## 華南區(續)

## 深圳天安龍崗數碼城(25.87%)

位於深圳市龍崗區的核心區域，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平方米預計於二零二三年竣工。

## 東莞天安數碼城(20.18%)

該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。該項目擬建綜合商務園，內有科技產業大廈、商務及生活配套。八期樓面面積約28,200平方米已於二零二二年竣工。九期工程樓面面積約28,300平方米預計於二零二三年竣工。

## 東莞天安深創谷(23.31%)

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。該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、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。一期一批及二批總樓面面積約297,900平方米已分別於二零二二年及二零二三年二月竣工。二期工程樓面面積約441,900平方米預計於二零二三年竣工。

## 東莞酷派天安雲谷產業園(12.94%)

位於東莞市松山湖，佔地約98,148平方米，總樓面面積約176,700平方米。該項目擬建綜合商業／工業配套。一期二批剩餘工程樓面面積約6,200平方米預計於二零二三年竣工。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華南區(續)

## 東莞天安中堂智能生態小鎮(13.99%)

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。該項目擬以智慧互聯、生態高效為理念建造一個智慧生態小鎮。一期樓面面積約149,300平方米已於二零二二年竣工。二期工程樓面面積約199,800平方米預計於二零二四年竣工。

## 廣州天安番禺節能科技園(25.87%)

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751,700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。九期樓面面積約48,700平方米已於二零二二年竣工。十期樓面面積約23,900平方米已於二零二三年一月竣工。

## 惠州惠陽天安龍城(51.74%)

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亦需作相應調整及土地租賃期得以延長。三期二批樓面面積約50,900平方米已於二零二二年竣工。一期三批工程樓面面積約20,900平方米預計於二零二三年竣工。

## 惠州天安數碼城(23.31%)

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／住宅園區，內有產業、住宅、商務及配套用房。一期樓面面積約102,200平方米已於二零二二年竣工。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華東區

## 上海天安豪園(51.74%)

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。所有拆遷及回遷安置工作已完成。該項目二期稱為天安1號。天安1號一批及二批工程總樓面面積約122,400平方米預計於二零二五年竣工。

## 上海天安千樹(51.74%)

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平方米已竣工及於二零二二年盛大開幕。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平方米預計於二零二四年竣工。

## 上海天安象嶼西江悅(21.11%)

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。該項目擬建住宅。該項目工程樓面面積約75,400平方米預計於二零二四年竣工。

## 上海天安象嶼萃湖臻境(25.87%)

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。該項目擬建住宅。該項目工程樓面面積約55,700平方米預計於二零二五年竣工。

## 上海松江天安金谷(15.52%)

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。該項目擬建工業園區。二期一批樓面面積約30,300平方米已於二零二二年竣工。一期樓面面積約91,800平方米已於二零二三年一月竣工。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華東區(續)

## 昆山蘭亭大境花園(6.62%)

位於昆山市巴城鎮，佔地約83,781平方米，總樓面面積約192,600平方米。該項目擬建住宅社區。二期樓面面積約96,400平方米已於二零二二年竣工。項目已全面竣工。

## 無錫天安智慧城(25.87%)

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。二期樓面面積約48,100平方米已於二零二二年竣工。

## 無錫天安逸品花園(41.39%)

位於宜興市萬石鎮萬石村，佔地約41,533平方米，總樓面面積約62,200平方米。該項目擬建住宅連同商業／零售空間。該項目工程樓面面積約62,200平方米預計於二零二三年竣工。

## 常州天安別墅(51.74%)

該項目位於常州政府重點規劃發展的武進區，是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。二期四批工程樓面面積約21,700平方米預計於二零二三年竣工。

## 常州天安數碼城(25.87%)

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、商務及生活配套。

## 江陰天安數碼城(25.87%)

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、商務及生活配套。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華東區(續)

## 南京天安數碼城(25.87%)

該項目位於南京市白下高新技術產業園內，佔地約93,160平方米，總樓面面積約210,100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。四期工程樓面面積約69,200平方米預計於二零二三年竣工。

## 南京天安未來生態城(25.87%)

該項目位於南京市溧水區，佔地約1,047,000平方米。由二零二零年起，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。該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。一期及二期工程總樓面面積約183,900平方米預計於二零二三年竣工。

## 南京長江會(31.04%)

該項目位於南京市中心新街口，佔地約8,359平方米。該項目擬建為商業大樓。一期樓面面積約19,200平方米已於二零二二年竣工。二期仍在規劃及設計階段。

## 南京上宸雲際雅苑(13.66%)

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。該項目擬建住宅。該項目工程樓面面積約115,000平方米預計於二零二四年竣工。

## 南通天安逸品花園(41.39%)

位於南通市如皋市九華鎮，佔地約70,000平方米，總樓面面積約140,300平方米。該項目擬建住宅連同商業／零售空間。一期樓面面積約83,600平方米已於二零二二年竣工。二期工程樓面面積約56,700平方米預計於二零二三年竣工。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華東區(續)

## 南通天安數碼城(25.87%)

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。

## 寧波天安盛世臻境花苑(41.39%)

位於寧波市慈溪市逍林鎮，佔地約69,515平方米，總樓面面積約134,800平方米。該項目擬建住宅連同商業／零售空間。該項目樓面面積約134,800平方米已於二零二二年竣工。項目已全面竣工。

## 寧波天安同進潯築(24.84%)

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。該項目擬建住宅連同商業／零售空間。該項目工程樓面面積約79,800平方米預計於二零二四年竣工。

## 湖州德清天安雲谷(15.52%)

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。該項目擬建綜合商業／住宅／教育配套。該項目部份樓面面積約307,900平方米已於二零二二年竣工。餘下工程樓面面積約151,900平方米預計於二零二三年竣工。

## 重慶天安數碼城(25.87%)

重慶天安數碼城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、商務及生活配套。六期工程樓面面積約96,600平方米預計於二零二三年竣工。

## 項目回顧(續)

## 1. 主要物業發展(續)

## 華北區

## 大連天安海景花園(51.74%)

該高級住宅發展項目位於大連市經濟及技術開發區內。一期及二期總樓面面積約85,800平方米已竣工。三期(最後一期)工程樓面面積約17,400平方米預計於二零二三年竣工。

## 大連星光宸閣(20.28%)

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。該項目擬建住宅。一期及二期工程總樓面面積約141,800平方米預計分別於二零二三年及二零二五年竣工。

## 長春天安第一城(51.74%)

該高級住宅項目位於長春市高新技術產業開發區內，佔地約414,192平方米，項目總樓面面積約408,400平方米，將分期開發。四期三批工程樓面面積約57,500平方米已於二零二二年竣工。項目已全面竣工。

## 天津天安象嶼智慧城(25.87%)

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。項目為包含甲級寫字樓、創新科技園、商務及生活配套於一體的城市新興產業綜合體。二期二批樓面面積約87,100平方米已於二零二二年竣工。三期一批工程住宅樓面面積約35,000平方米預計於二零二三年竣工。

## 天津天安數碼城(25.87%)

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、商務及生活配套。六期樓面面積約127,400平方米已於二零二二年竣工。二期工程樓面面積約40,800平方米預計於二零二四年竣工。

## 青島天安數碼城(25.87%)

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。項目為包含甲級寫字樓、創新科技園、商務及生活配套於一體的城市新興產業綜合體。二期三批及三期二批總樓面面積約140,300平方米已於二零二二年竣工。三期三批工程樓面面積約141,000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(續)

## 青島天安科創城(23.31%)

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。該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。一期二批樓面面積約41,400平方米已於二零二二年竣工。一期三批及四批工程總樓面面積約157,300平方米預計分別於二零二三年及二零二四年竣工。

## 澳洲

## 西澳洲Point Grey地塊(39.68%)

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。管理層目前正在修改該地塊的構造規劃。該等規劃將提交公眾展示，並最終供委員會審批。

## 新南威爾斯The Henley (39.68%)

該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。該地塊轉化為住宅的申請已獲批准，而項目擬在該地塊建70棟聯排別墅。現場已興建新的銷售展示。建築施工中挖掘工程於二零二三年年初展開。該項目工程樓面面積約10,700平方米預計於二零二四年竣工。

## 2. 主要物業投資

## 上海天安中心(50.71%/51.74%)

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90%。

## 上海西庭網球俱樂部和公寓(51.74%)

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。



## 項目回顧(續)

## 2. 主要物業投資(續)

*南京天安國際大廈(51.74%)*

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(51.74%)*

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(51.74%)*

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(38.79%/31.04%/15.52%)*

位於九龍尖沙咀東部，九龍核心位置，樓面面積約13,700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87%。

*香港港灣工貿中心及海灣工貿中心(17.24%)*

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。

*香港帝后商業中心(25.87%)*

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75%。

*香港華順工業大廈(25.87%)*

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80%。

*香港紅山半島(100%/17.24%)*

位於香港南區一個圓形半島上，朝向大潭港及龜背灣，由聯排別墅和公寓組成。本集團在紅山半島擁有27間房屋及79個車位。

## 項目回顧(續)

## 2. 主要物業投資(續)

*香港雅柏苑(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。

*香港聯合貨運中心(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。

*香港亞洲聯合財務中心(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。

*香港聖佐治大廈(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。

*香港皇后大道中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。

*香港聯合鹿島大廈(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。

*香港海富中心(73.31%)*

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。

*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。

## 項目回顧(續)

## 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。

*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(51.74%)*

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，淨內部面積約6,050平方米。

*東莞長安高爾夫球鄉村俱樂部(38.81%)*

該項目佔地約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完工，並以全新的面貌向會員提供優質報務。

## 董事及高級行政人員一覽

### 狄亞法

狄亞法先生，現年八十一歲，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。狄先生亦為本公司若干附屬公司之董事。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。彼亦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Tian An Australia Limited（「Tian An Australia」）之非執行董事，以及Tanami Gold NL（「Tanami Gold」）之非執行主席及非執行董事。Tian An Australia及Tanami Gold均為於澳洲證券交易所上市之公司。彼曾為聯合地產（香港）有限公司（「聯合地產」，曾於香港聯合交易所有限公司（「聯交所」）上市直至二零二零年十一月二十六日）之主席及非執行董事，以及新工投資有限公司（「新工投資」，曾於聯交所上市直至二零二一年四月二十二日）之非執行董事。

### 長原彰弘

長原彰弘先生，現年八十二歲，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。彼曾出任亞洲聯合財務不同附屬公司之董事。彼亦為本公司另一間附屬公司的董事。

### 李成輝

李成輝先生，現年五十四歲，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。彼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Mount Gibson Iron Limited（「Mount Gibson」，一間於澳洲證券交易所上市之公司）之非執行主席。李先生於二零一零年六月至二零二零年十二月期間曾任聯合地產之行政總裁及執行董事。彼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，現年六十二歲，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，現年七十六歲，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，現年五十二歲，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，現年五十七歲，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。白禮德先生現居於英格蘭，並為新鴻基之獨立非執行董事。彼曾為聯合地產之獨立非執行董事。

### ALAN STEPHEN JONES

Alan Stephen Jones先生，現年八十歲，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。彼曾為聯合地產之獨立非執行董事。

**楊麗琛**

楊麗琛女士，現年五十六歲，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、亞證地產及中國醫療網絡有限公司之獨立非執行董事。

**周國榮**

周國榮先生，現年六十歲，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。彼為專業旅運(亞洲)企業有限公司之獨立非執行董事，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，現年五十八歲，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。彼亦為狄亞法先生於亞太資源、Tanami Gold、龍資源以及Tian An Australia之替任董事。Tanami Gold及Tian An Australia均為於澳洲證券交易所上市之公司。彼亦為聯合地產及新工投資之董事。

**楊應文**

楊應文先生，現年五十二歲，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」）附錄十四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，於截至二零二二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)  
(自二零二三年三月一日起獲委任)  
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98頁至第100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)為本公司及其附屬公司(統稱「本集團」)提供廣泛之專業知識及經驗。彼等積極參與董事會及委員會會議，對本集團之策略、表現及管理程序之事宜提供獨立判斷，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為止，本公司有至少三名獨立非執行董事，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、會計或相關財務管理專業知識。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條所載之指引下之獨立性。

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，而各董事於截至二零二二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	董事會	出席／舉行會議之次數		股東大會
		薪酬委員會	審核委員會	
<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	3/3	1/1
長原彰弘(副主席) (自二零二三年三月一日起獲委任)	不適用	不適用	不適用	不適用
李淑慧	3/4			1/1
<b>獨立非執行董事：</b>				
白禮德	3/4	1/1	3/3	0/1
Alan Stephen Jones	4/4	1/1	3/3	1/1
楊麗琛	4/4	1/1	3/3	1/1
周國榮	4/4	1/1	3/3	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等事宜。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之職能已分別確立並以書面列載，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」)協助董事會主席編製會議議程，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，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。董事將獲持續提供上市規則及其他適用監管規定之最新重大發展之資料，以確保彼等遵守及秉持優秀企業管治常規。此外，作為鼓勵董事發表獨立意見及建議的機制的一部分，書面程序已自二零零五年六月制定並每年進行檢討，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，於截至二零二二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：

董事姓名	參與持續專業發展活動	
	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
<b>執行董事：</b>		
李成輝(行政總裁)	✓	✓
勞景祐	✓	✓
麥伯雄	✓	✓
<b>非執行董事：</b>		
狄亞法(主席)	✓	✓
長原彰弘(副主席)		
(自二零二三年三月一日起獲委任)	不適用	不適用
李淑慧	✓	✓
<b>獨立非執行董事：</b>		
白禮德	✓	✓
Alan Stephen Jones	✓	✓
楊麗琛	✓	✓
周國榮	✓	✓

## 成員多元化

本公司已於二零一三年十一月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)

在評估多元化政策的執行情況時，女性董事會代表的比例為本公司的一個可衡量的目標。目前，董事會的十名董事中有兩名女性，實現了董事會的性別多元化，佔20%。董事會的目標為至少保持目前的女性代表水準，最終目標為在找到合適的候選人時，逐步增加女性成員的比例。

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。彼等為我們的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，招聘及挑選高級管理層及一般員工時也作出了類似的考慮。截至二零二二年十二月三十一日，作為性別多元化的可衡量目標的51:49男女性別比例，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，可參閱在香港聯合交易所有限公司(「聯交所」)及本公司網站上分別發佈的《二零二二年環境、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，並於二零零五年六月經董事會批准及其後於二零一二年四月及二零一八年十一月更新。

### 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公司條例、上市規則以及證券及期貨條例董事須遵守之職責及持續責任之全面、正式及按每名董事情況專門編製之指引。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。董事將持續獲更新上市規則及其他適用之監管規定之任何重大發展，以確保彼等遵守及維持良好之企業管治常規。

本公司所有非執行董事(包括獨立非執行董事)獲委任自二零二一年一月一日起計兩年的特定任期，惟周國榮先生(獨立非執行董事，其任期由二零二零年六月二十二日起至二零二二年十二月三十一日止)及長原彰弘先生(自二零二三年三月一日起新獲委任)除外。本公司非執行董事(包括獨立非執行董事)的任期均須按照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，惟符合資格膺選連任。除長原彰弘先生外，其餘所有非執行董事(包括獨立非執行董事)之任期已由二零二三年一月一日起重續。

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戰略、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，任何填補臨時空缺而獲董事會委任之董事僅可任職至本公司下屆股東大會為止，而獲委任為董事會新增之成員可任職至下屆股東週年大會為止，在該兩種情況下，該等董事應可於相關會議上膺選連任。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，並已於二零一二年四月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) 檢討本公司在遵守企業管治守則之情況及在企業管治報告內之披露。

於二零二二年及截至本報告日期為止，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

提名委員會自二零一二年三月成立，並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包含於其職權範圍內，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按照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，並確保董事能投入足夠的時間，對本公司作出與其角色及董事會責任相稱的貢獻。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，本公司設有正式、經審慎考慮並具透明度的董事甄選、委任及重新委任程序，並設定有秩序的董事繼任計劃(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。

用於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。於二零二二年，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。於二零二二年及截至本報告日期為止，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二零二二年股東週年大會及二零二三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獨立性；
- (iii) 檢討並建議董事會批准符合二零二二年一月一日生效的企業管治守則修訂的經修訂董事會成員多元化政策及提名委員會的職權範圍；
- (iv) 檢討並建議董事會批准自二零二三年一月一日起續任非執行董事(包括獨立非執行董事)；及
- (v) 檢討並建議董事會批准副主席及非執行董事的任命。

## 董事委員會(續)

### 薪酬委員會

薪酬委員會成立超過10年，目前由五名成員組成，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包含於其職權範圍內，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。於二零二二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，薪酬委員會亦於二零二二年內透過傳閱文件方式處理事宜。於二零二二年內及截至本報告日期為止，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，於二零二二年二月十五日生效；
- (ii) 檢討及建議董事會批准經修訂之董事薪酬之政策及架構；
- (iii) 檢討執行董事及投資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；
- (v) 檢討及建議董事會批准執行董事、主席、投資總監及集團財務總監截至二零二一年十二月三十一日止年度之花紅及二零二二年之薪酬；
- (vi) 檢討及建議董事會批准非執行董事(包括獨立非執行董事)之薪酬及續任；及
- (vii) 檢討並建議董事會批准副主席及非執行董事的薪酬。

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10，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二零二二年八月二十四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10。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

審核委員會成立超過10年，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、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包含於其職權範圍內，該職權範圍已於聯交所及本公司網站內登載。

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) 確保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) 確保內部與外聘核數師之工作得到協調，也須確保內部審計功能獲得足夠資源運作，並且在上市公司中具有適當之地位。

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。於二零二二年已舉行三次審核委員會會議，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，審核委員會亦於二零二二年內透過傳閱文件方式處理事宜。於二零二二年內及截至本報告日期為止，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核範圍及費用；
- (ii) 審閱外聘核數師就有關本集團截至二零二一年十二月三十一日止年度之年終審核、截至二零二二年六月三十日止六個月之中期業績審閱及截至二零二二年十二月三十一日止年度之年終審核進度／結果之報告／獨立審閱報告及管理層之回應；
- (iii) 審閱及建議董事會批准截至二零二一年十二月三十一日止年度、截至二零二二年六月三十日止六個月及截至二零二二年十二月三十一日止年度之財務報告及相關之管理層聲明函件及公佈；
- (iv) 審閱內部審計部(「內部審計部」)編製之本集團內部審計報告；
- (v) 審閱及建議董事會批准符合二零二二年一月一日起生效的企業管治守則修訂的經修訂風險管理、合規及內部控制程序政策；
- (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及股息政策作年度檢討；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

執行委員會自一九九三年一月成立，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。繼本公司採納舉報者政策後，執行委員會之職權範圍已於二零零七年十一月作出修訂。

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。於二零二二年，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十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

在會計部之協助下，董事確認彼等編製本集團綜合財務報表之責任。於編製截至二零二二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製綜合財務報表。

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

#### 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及涵蓋所有重要的監控，包括財務監控、運作監控及合規監控。於二零二二年，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。

## 問責及核數(續)

### 風險管理及內部監控(續)

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。我們的重心包括策略及業務風險、財務風險及經營風險。

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，本年度的中美貿易戰及新冠病毒已包括在內。

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51及業務回顧第77頁至第81頁之「風險管理」一節內。

### 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製之本集團內部審計計劃。

### 內幕消息披露政策

董事會由二零一三年一月一日起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」)。該政策載列本公司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。

## 問責及核數(續)

## 外聘核數師之酬金

於年內，已支付予本集團外聘核數師之酬金載列如下：

向本集團提供之服務	百萬港元
核數服務	17.3
非核數服務(包括稅項及其他專業服務)	1.3
總額	18.6

## 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。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，二零二二年股東週年大會已於二零二二年六月一日舉行。董事於二零二二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足二十個營業日發送，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足十個營業日發送。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。

## 股東參與(續)

董事會已於二零一二年四月制定一套股東通訊政策，並隨後於二零一五年十二月更新。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。

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。

## 股息政策

董事會自二零一八年起已採納股息政策。本公司股息政策旨在為其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張機遇。

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

提升企業管治水平並非只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，二零二三年三月二十八日

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」)截至二零二二年十二月三十一日止年度之年報及經審核綜合財務報表呈覽。

### 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二零二二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62、63及64。本集團截至二零二二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83頁「業務回顧」一節及第114頁至第115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。

董事會已宣佈派發截至二零二二年十二月三十一日止年度之第二次中期股息每股11.75港仙(代替末期股息)(二零二一年第二次中期股息(代替末期股息)：每股12.50港仙)，將於二零二三年五月二十二日(星期一)或前後派付予於二零二三年五月十日(星期三)名列本公司股東名冊內之本公司股東(「股東」)，因此，二零二二年度之全年股息總額為每股12.50港仙(二零二一年：每股13.25港仙)。有關詳情列於綜合財務報表附註18。

### 投資物業

本集團投資物業於二零二二年十二月三十一日之重估價值為25,230.2百萬港元，投資物業之公平價值減少淨額250.2百萬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

本集團於二零二二年十二月三十一日之主要物業資料列於第395頁至第416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41。

## 債權證

於二零二二年十二月三十一日，本集團有如下已發行債權證：

- 由Sun Hung Kai & Co. (BVI) Limited(「SHK BVI」，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(「中期票據計劃」)發行的350,000,000美元按5.75%計息及於二零二四年十一月到期的擔保票據(「二零二四年票據」)。二零二四年票據於二零一九年十一月於聯交所上市(股份代號：40065)。截至二零二二年十二月三十一日，二零二四年票據未償還之本金額為330,500,000美元。
- 由SHK BVI根據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」)，其中本金額75,000,000美元於二零二二年三月二日發行，用於一般企業用途及現有債務的再融資。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)。截至二零二二年十二月三十一日，二零二六年票據未償還之本金額為421,250,000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45。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為止之本公司之董事(「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(自二零二三年三月一日起獲委任)  
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，勞景祐先生、李淑慧女士及楊麗琛女士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。

根據組織章程細則第96條，長原彰弘先生將任職至應屆股東週年大會，屆時符合資格及願意重選連任。

根據聯交所證券上市規則(「上市規則」)附錄十四所載企業管治守則第2部份之守則條文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。楊麗琛女士已擔任獨立非執行董事超過九年，並符合資格及願意於二零二三年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及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」))獲委任自二零二一年一月一日起計兩年的特定任期，惟周國榮先生(獨立非執行董事，其任期由二零二零年六月二十二日起至二零二二年十二月三十一日止)及長原彰弘先生(自二零二三年三月一日起新獲委任)除外。本公司非執行董事(包括獨立非執行董事)的任期均須按照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，惟符合資格膺選連任。除長原彰弘先生外，其餘所有非執行董事(包括獨立非執行董事)之任期已由二零二三年一月一日起重續。



## 董事之權益

於二零二二年十二月三十一日，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、李成輝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	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	權益性質
狄亞法	龍資源有限公司 (「龍資源」)(附註1)	220,000	0.14%	個人權益
李成輝	本公司	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2)
李淑慧	本公司	2,634,646,760	74.98%	其他權益(附註2)

附註：

- 於二零二二年十二月三十一日，龍資源由亞太資源有限公司(「亞太資源」)擁有約28.82%，而亞太資源由本公司透過其全資附屬公司擁有約43.12%。因此，龍資源為本公司的聯營公司(定義見證券及期貨條例第XV部)。
- 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。
- 上述所有權益均屬好倉。

除上文所披露者外，於二零二二年十二月三十一日，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須記錄於根據證券及期貨條例第352條規定所存置之登記冊內，或根據上市規則附錄十所載之上市發行人董事進行證券交易的標準守則須另行知會本公司及聯交所之任何權益或淡倉。

**董事在構成競爭業務中之權益**

於本年度內及截至本報告日期為止，根據上市規則，以下董事被視為於下列與本集團業務競爭或有可能競爭的業務中持有權益：

- (i) 李成輝先生及李淑慧女士為Lee and Lee Trust之其中兩名信託人，Lee and Lee Trust被視為Allied Kajima Limited(「AKL」)、新鴻基、天安中國投資有限公司(「天安」)、亞證地產有限公司(「亞證地產」)、Tian An Australia Limited(「Tian An Australia」)、亞太資源及Mount Gibson Iron Limited(「Mount Gibson」)各自之主要股東，該等公司透過彼等之附屬公司部分從事下列業務：
- AKL透過其若干附屬公司部分從事物業租賃及酒店相關業務；
  - 新鴻基透過其若干附屬公司部分從事借貸及物業投資業務；
  - 天安透過其若干附屬公司部分從事借貸、物業發展及投資以及物業管理業務；
  - 亞證地產透過其若干附屬公司部分從事借貸、物業投資及物業管理業務；
  - Tian An Australia透過其若干附屬公司部分從事物業發展；
  - 亞太資源透過其若干附屬公司部分從事借貸業務；及
  - Mount Gibson透過其若干附屬公司部分參與投資及買賣資源和相關行業之上市證券；
- (ii) 李成輝先生為AKL之董事，該公司透過其若干附屬公司部分從事物業租賃及酒店相關業務；
- (iii) 李成輝先生為新鴻基一間非全資附屬公司之董事，該公司從事借貸業務；
- (iv) 長原彰弘先生自二零二三年三月一日起獲委任為本公司董事，為新鴻基若干從事借貸業務的附屬公司的董事；
- (v) 李成輝先生及勞景祐先生為天安之董事，該公司透過其若干附屬公司部分從事借貸、物業發展及投資以及物業管理業務；

**董事在構成競爭業務中之權益(續)**

- (vi) 勞景祐先生為亞證地產之董事，該公司透過其若干附屬公司部分從事借貸、物業投資及物業管理業務；
- (vii) 狄亞法先生及李成輝先生為亞太資源之董事，該公司透過其若干附屬公司部分從事借貸業務；
- (viii) 李成輝先生為Mount Gibson之董事，該公司透過其若干附屬公司部分參與投資及買賣資源和相關行業之上市證券；及
- (ix) 狄亞法先生為Tian An Australia之董事，該公司透過其若干附屬公司部分從事物業發展。

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 NL(「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，彼等仍會履行其受信責任，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**

誠如本公司日期為二零二零年四月二十日之公佈、本公司日期為二零二零年六月八日之通函及日期為二零二零年六月十九日之計劃文件所披露，李成輝先生(「李先生」，本公司行政總裁兼執行董事)(作為貸款人)與陽山投資有限公司(「陽山」，本公司直接全資附屬公司)(作為借款人)訂立日期為二零二零年四月九日之融資協議(「融資協議」)，據此，李先生向陽山授出為期一年之無抵押及免息貸款融資最多達250,000,000港元，其唯一目的為根據公司條例第673條以協議安排方式私有化聯合地產(香港)有限公司之建議項下陽山應付之計劃代價提供部分資金(「該貸款」)。其後，李先生與陽山訂立兩份補充協議以延後貸款償還日期。貸款於年內悉數償還。

除上文所披露之融資協議外，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關連之實體直接或間接擁有重大權益之任何其他重要交易、安排或合約。

### 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主要職員責任保險。

### 主要股東及其他人士之權益

盡董事所知，於二零二二年十二月三十一日，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」)	220,993,100	6.29%	–
China Spirit Limited (「China Spirit」)	220,993,100	6.29%	5, 6
莊舜而女士 (「莊女士」)	303,033,100	8.62%	7

## 主要股東及其他人士之權益(續)

附註：

1. 該權益指Cashplus於1,117,233,760股股份中之相同權益。
2. 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。
3. Minty及Zealous由Lee and Lee Trust(全權信託)之信託人全資擁有。
4. 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。
5. 該權益指Vigor於220,993,100股股份中之相同權益。
6. 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。
7. 該等權益包括由：(i) China Spirit之全資附屬公司Vigor持有之220,993,100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。
8. 上述所有權益均屬好倉。

除上文所披露者外，於二零二二年十二月三十一日，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3年，而SHKCP有權獲取李成煌先生應付的(i)管理費，金額按不同資產類別的現行市費率釐定，上限為投資組合年度資產淨值的2%(按月計算及支付)；及(ii)表現費，上限為超出高水位線的20%，於每12個月計算期末計算及支付(「費用」)。

### 持續關連交易(續)

於二零二二年十月十九日至二零二二年十二月三十一日期間、截至二零二三年十二月三十一日及二零二四年十二月三十一日止各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)。於截至二零二二年、二零二三年、二零二四年及二零二五年十二月三十一日止財政年度各年，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5百萬港元、20百萬港元、20百萬港元及15百萬港元。

於二零二二年十月十九日至二零二二年十二月三十一日期間，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121.1百萬港元及截至二零二二年十二月三十一日止財政年度SHKCP獲取的費用為0.07百萬港元，在就該財政年度設定的年度上限215.88百萬港元及5百萬港元內。

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)。

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項下擬進行之交易構成本公司之持續關連交易(「持續關連交易」)，須遵守根據上市規則有關申報、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上述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10。

本集團僱員之薪酬乃根據彼等之功績、資歷及能力而釐定。

應付董事之薪酬將視乎薪酬委員會向董事會提供之建議獲批准後，按各自之僱傭合約或服務合約內之條款以及本公司經營業績、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25.0%及約49.8%。

據董事所知，概無董事、彼等之緊密聯繫人或任何擁有超過本公司已發行股份總數5%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

除下文所披露本公司於聯交所購回其本身之股份(其後已被註銷)外，本公司或其任何附屬公司概無於截至二零二二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。董事相信回購股份有助提升本公司每股賬面資產淨值。

月份	購回股份數目	每股購買價		已付代價總額 (未計入開支前) 港元
		最高 港元	最低 港元	
四月	1,398,000	2.80	2.77	3,903,640
	<u>1,398,000</u>			<u>3,903,640</u>

### 捐款

本集團於本年度內之慈善捐款為6.7百萬港元。

### 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101頁至第115頁之企業管治報告內。

### 足夠之公眾持股量

於本報告日，按本公司可以得悉之公開資料所示及就董事所知悉，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，二零二三年三月二十八日



# Deloitte.

# 德勤

**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 393, which comprise the consolidated statement of financial position as at 31st December, 2022, 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 a summary of significant accounting policies.

本核數師(以下簡稱「吾等」)已審核列載於第138頁至第393頁聯合集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二二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，包括主要會計政策概要。

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, 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("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.

吾等認為，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」)真實及公平地反映貴集團於二零二二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為編製。

## 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.

吾等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」)進行審核。吾等就該等準則下承擔的責任在本報告「核數師就審核綜合財務報表須承擔的責任」部分中闡述。根據香港會計師公會的《專業會計師道德守則》(「守則」)，吾等獨立於貴集團，並已履行守則中的其他專業道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基礎。

## KEY AUDIT MATTERS

## 關鍵審核事項

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

關鍵審核事項是根據吾等的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。這些事項是在吾等審核整體綜合財務報表及出具意見時進行處理的。吾等不會對這些事項提供單獨的意見。

## KEY AUDIT MATTERS (CONT'D)

## 關鍵審核事項(續)

## Key audit matter

## 關鍵審核事項

## How our audit addressed the key audit matter

## 吾等之審核如何處理關鍵審核事項

**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 judgment and estimations in determining their respective fair values.

Approximately 96% of the investment properties represent office buildings, car parking spaces, residential units, retail stores, shopping mall and godown located in Hong Kong and the PRC. The carrying amount of these investment properties was HK\$24,119.5 million as at 31st December, 2022 with a decrease in fair value of HK\$276.4 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 and qualified professional valuers not connected with the Group (the "Valuers").

Details of the valuation methodology and key 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 judgment 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 judgment 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)

## 關鍵審核事項(續)

## Key audit matter

## 關鍵審核事項

## How our audit addressed the key audit matter

## 吾等之審核如何處理關鍵審核事項

**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，吾等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核事項。

約96%之香港投資物業指位於香港及中國之辦公樓、車位、住宅單位、零售店舖、購物商場及貨倉。該等投資物業於二零二二年十二月三十一日之賬面值為24,119.5百萬港元，公平價值減少276.4百萬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及專業合資格估值師(「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主要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)。

吾等就有關評估投資物業所執行之程序包括：

- 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)

## 關鍵審核事項(續)

## Key audit matter

## 關鍵審核事項

## How our audit addressed the key audit matter

## 吾等之審核如何處理關鍵審核事項

**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貸款之減值(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 judgments and estimation uncertainty.

As disclosed in notes 31 and 34 to the consolidated financial statements, the Group has loans and advances to consumer finance customers of HK\$11,025.9 million, after recognising an impairment allowance of HK\$604.4 million, and term loans of HK\$1,699.2 million, after recognising an impairment allowance of HK\$835.2 million, as at 31st December, 2022.

吾等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核事項，乃由於管理層作出的判斷及估計的不確定性。

誠如綜合財務報表附註31及34所披露，於二零二二年十二月三十一日，貴集團的消費金融客戶貸款及墊款經確認減值撥備604.4百萬港元後為11,025.9百萬港元，及有期貸款經確認減值撥備835.2百萬港元後為1,699.2百萬港元。

Our procedures in relation to the impairment of loans and advances to consumer finance customers and term loans included:

- Obtaining an understanding of the approach applied by management in the determination of ECL, and assessed 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;
- Assessing the design and implementation of key controls in place over the estimation of ECL;
- 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 51 to the consolidated financial statements.

吾等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；
- 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51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。

## KEY AUDIT MATTERS (CONT'D)

## 關鍵審核事項(續)

## Key audit matter

## 關鍵審核事項

## How our audit addressed the key audit matter

## 吾等之審核如何處理關鍵審核事項

**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)**

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.

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 and other 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.

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

- Assessing the reasonableness and appropriateness of management's judgments on classification into one of the three stages required by HKFRS 9 by challenging the criteria for determining if a significant increase in credit risk has occurred (stage 2) or if a loan is credit-impaired (stage 3) by examining loan exposures 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.

## KEY AUDIT MATTERS (CONT'D)

## 關鍵審核事項(續)

## Key audit matter

## 關鍵審核事項

## How our audit addressed the key audit matter

## 吾等之審核如何處理關鍵審核事項

**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)**

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。

對於集體評估的消費金融客戶貸款及墊款，在吾等之內部信用風險及其他專家協助下(如適用)：

- 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，以及確認計算及匯報由系統所作報告的邏輯。

就個別評估的有期貸款及消費金融客戶貸款而言，在吾等之內部信用風險專家協助下(如適用)：

- 質疑釐定信貸風險有否顯著增加(第二階段)或貸款有否信貸減值(第三階段)的標準，並抽樣檢查貸款風險，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，執行情序以評估抵押品及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引致的估計金額及公平價值，連同貼現率及用作支持計算減值虧損的期間。

## KEY AUDIT MATTERS (CONT'D)

## 關鍵審核事項(續)

## Key audit matter

## 關鍵審核事項

## How our audit addressed the key audit matter

## 吾等之審核如何處理關鍵審核事項

**Valuation of financial instruments classified as Level 3 under fair value hierarchy****分類為公平價值等級第三級之金融工具之估值**

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 judgments and estimates made by management, in particular, judgments arising from the involvement of significant unobservable inputs in their valuations given the lack of availability of observable market-based data.

At 31st December, 2022, 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\$10,301.0 million, were estimated at fair values derived from valuation techniques that include unobservable inputs with significant management judgements and estimation uncertainty.

These financial assets include unlisted preferred and ordinary shares issued by unlisted companies, unlisted overseas equity securities with a put right, bonds and notes, unlisted overseas investment funds and other investments at fair value.

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, and:
  - Evaluating the appropriateness of the valuation methodologies and techniques used by management;
  - 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)

## 關鍵審核事項(續)

## Key audit matter

## 關鍵審核事項

## How our audit addressed the key audit matter

## 吾等之審核如何處理關鍵審核事項

**Valuation of financial instruments classified as Level 3 under fair value hierarchy (Cont'd)****分類為公平價值等級第三級之金融工具之估值(續)**

鑑於管理層所作判斷與估計的主觀性，吾等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」）之估值列為關鍵審核事項；尤其是，由於缺乏基於可觀察市場的數據，估值時涉及重大不可觀察輸入數據產生的判斷。

於二零二二年十二月三十一日，本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10,301.0百萬港元乃按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。

該等金融資產包括非上市公司發行之非上市優先股及普通股、附帶認沽權之非上市海外股本證券、債券及票據、非上市海外投資基金及其他按公平價值列賬之投資。

吾等就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；
- 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
  - 評估管理層為採用的估值方法及技術是否適當；
  - 通過獨立核查相關外部數據，或根據吾等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承擔責任。其他信息包括年報中所包含的信息，但不包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表作出的意見並不涵蓋其他信息，且吾等不對其他信息發表任何形式的鑒證結論。

就審核綜合財務報表而言，吾等的責任是閱讀其他信息，從而考慮其他信息是否與綜合財務報表或吾等在審核過程中獲悉的信息存在重大不符，或似乎存在重大錯誤陳述。基於吾等已執行的工作，如果吾等認為其他信息存在重大錯誤陳述，吾等須報告此事實。在這方面，吾等沒有任何報告。

## 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製綜合財務報表，以令綜合財務報表作出真實而公允的反映，及落實其認為編製綜合財務報表所必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)，且除非董事有意將貴集團清盤或停止營運，或除此之外並無其他實際可行的替代方案，否則董事須採用持續經營會計基準。

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 judgment and maintain professional skepticism throughout the audit. We also:

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

## 核數師就審核綜合財務報表須承擔的責任

吾等的目標乃對綜合財務報表整體是否不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，並出具包括吾等意見的核數師報告，並按照香港公司條例第405條僅向閣下(作為整體)報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證為高水平的保證，但不能保證按照香港審計準則進行的審核總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其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核的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，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。
- 了解與審核相關的內部監控，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的適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適當性作出結論，並根據所獲取的審核憑證，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。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂吾等的意見。吾等的結論乃基於直至核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。

## 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with 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 the independent auditor's report is Keung To Wai, David.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants

Hong Kong  
28th March, 2023

## 核數師就審核綜合財務報表須承擔的責任(續)

- 評估綜合財務報表的整體列報方式、結構及內容，包括披露，以及綜合財務報表是否公平反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足適當的審核憑證，以便對綜合財務報表發表意見。吾等負責 貴集團審核的方向、監督及執行。吾等為審核意見承擔全部責任。

除其他事項外，吾等與治理層溝通審核的計劃範圍及時間以及重大審核發現等，其中包括吾等在審核中識別出內部監控的任何重大不足之處。

吾等亦向治理層提交聲明，表明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響吾等獨立性的所有關係及其他事項以及在適用的情況下採取消除威脅的行動或應用防範措施。

從與治理層溝通的事項中，吾等確定該等對本期綜合財務報表的審核最為重要的事項，因而構成關鍵審核事項。吾等在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於吾等之報告中註明某事項造成的負面後果超過產生的公眾利益，則吾等決定不應在報告中註明該事項。

出具本獨立核數師報告的審核項目合夥人為姜道蔚。

**德勤•關黃陳方會計師行**  
執業會計師

香港  
二零二三年三月二十八日

## Consolidated Statement of Profit or Loss

for the year ended 31st December, 2022

## 綜合損益表

截至二零二二年十二月三十一日止年度

		Notes 附註	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Revenue	收入	5 & 6	10,079.4	5,973.2
Other income	其他收入		259.6	179.4
<b>Total income</b>	<b>總收入</b>		<b>10,339.0</b>	<b>6,152.6</b>
Cost of sales and other direct costs	銷售成本及其他直接成本		(4,158.4)	(1,058.1)
Brokerage and commission expenses	經紀費及佣金費用		(160.1)	(124.1)
Selling and marketing expenses	銷售及市場推廣費用		(282.5)	(182.7)
Administrative expenses	行政費用		(1,757.3)	(1,746.7)
Changes in values of properties	物業價值變動	7	(330.4)	81.2
Net (loss) gain 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(虧損)收益淨額	8	(1,780.5)	2,498.9
Net exchange loss	匯兌虧損淨額		(131.0)	(54.6)
Net impairment losses on financial assets	金融資產之減值虧損淨額	9	(842.3)	(684.1)
Other operating expenses	其他經營費用		(244.2)	(190.2)
Loss on derecognition of an associate	終止確認一間聯營公司之虧損	12	–	(9,357.7)
Gain on bargain purchase of a subsidiary	一間附屬公司議價收購收益	13	–	13,521.8
Finance costs	融資成本	14	(845.4)	(568.7)
Share of results of associates	應佔聯營公司業績		(96.0)	483.6
Share of results of joint ventures	應佔合營公司業績		(86.5)	(160.1)
<b>(Loss) profit before taxation</b>	<b>除稅前(虧損)溢利</b>	15	<b>(375.6)</b>	<b>8,611.1</b>
Taxation	稅項	16	(755.5)	(633.8)
<b>(Loss) profit for the year</b>	<b>本年度(虧損)溢利</b>		<b>(1,131.1)</b>	<b>7,977.3</b>
Attributable to:	應佔方：			
Owners of the Company	本公司股東		(1,220.5)	6,688.9
Non-controlling interests	非控股權益		89.4	1,288.4
			<b>(1,131.1)</b>	<b>7,977.3</b>
			<b>HK\$</b>	<b>HK\$</b>
			<b>港元</b>	<b>港元</b>
<b>(Loss) earnings per share</b>	<b>每股(虧損)盈利</b>	17		
Basic	基本		(0.35)	1.90
Diluted	攤薄		(0.35)	1.90

截至二零二二年十二月三十一日止年度

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
(Loss) profit for the year	本年度(虧損)溢利	<b>(1,131.1)</b>	7,977.3
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 (loss) gain 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(虧損)收益	<b>(245.7)</b>	7.0
Revaluation gain on property transferred from owner-occupied property to investment property	由業主佔用物業轉撥至投資物業之重估收益	<b>0.5</b>	-
Deferred tax effect on change in fair value of an equity instrument 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之公平價值變動之遞延稅項影響	-	0.2
Exchange differences arising on translation to presentation currency	折算至呈列貨幣而產生之匯兌差額	<b>(1,542.1)</b>	273.9
Share of other comprehensive (expenses) income of associates	應佔聯營公司其他全面(費用)收益	<b>(24.6)</b>	203.1
Share of other comprehensive (expenses) income of joint ventures	應佔合營公司其他全面(費用)收益	<b>(797.8)</b>	60.4
		<b>(2,609.7)</b>	544.6
<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	<b>7.8</b>	(11.2)
- Reclassification adjustment for realisation upon disposal/redemption	- 因出售/贖回時變現而重新分類調整	<b>4.5</b>	(2.5)
		<b>12.3</b>	(13.7)

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
<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 adjustments to profit or loss on derecognition of an associate	終止確認一間聯營公司時對損益的重新分類調整	-	7.6
Reclassification adjustments to profit or loss on disposal of an associate	出售一間聯營公司時對損益的重新分類調整	-	0.2
Reclassification adjustments to profit or loss on liquidation of subsidiaries	附屬公司清盤時對損益的重新分類調整	<b>11.6</b>	-
Others	其他	<b>0.4</b>	-
Exchange differences arising on translation of foreign operations	折算海外業務賬項而產生之匯兌差額	<b>(550.5)</b>	216.6
Share of other comprehensive expenses of associates	應佔聯營公司其他全面費用	<b>(66.7)</b>	(50.6)
Share of other comprehensive (expenses) income of joint ventures	應佔合營公司其他全面(費用)收益	<b>(44.7)</b>	4.4
		<b>(637.6)</b>	164.5
Other comprehensive (expenses) income for the year, net of tax	本年度其他全面(費用)收益，已扣除稅項	<b>(3,247.3)</b>	709.1
Total comprehensive (expenses) income for the year	本年度全面(費用)收益總額	<b>(4,378.4)</b>	8,686.4
Attributable to:	應佔方：		
Owners of the Company	本公司股東	<b>(2,892.8)</b>	7,114.6
Non-controlling interests	非控股權益	<b>(1,485.6)</b>	1,571.8
		<b>(4,378.4)</b>	8,686.4

			2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	Notes 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Investment properties	19	投資物業	25,230.2	26,468.7
Property, plant and equipment	20	物業、廠房及設備	2,143.4	1,738.6
Right-of-use assets	21	使用權資產	643.2	730.1
Net investments in finance lease		融資租賃投資淨額	0.4	1.9
Properties for development	22	待發展物業	5,285.3	5,934.6
Other assets – properties interests		其他資產 – 物業權益	53.8	58.9
Goodwill	23	商譽	135.7	132.9
Intangible assets	24	無形資產	70.2	71.4
Interests in associates	26	於聯營公司之權益	3,864.7	4,298.3
Interests in joint ventures	27	於合營公司之權益	12,092.2	12,677.2
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	459.2	420.8
Amounts due from associates	36	聯營公司欠款	261.2	285.9
Amounts due from joint ventures	36	合營公司欠款	3,373.8	2,505.7
Loans and advances to consumer finance customers	31	消費金融客戶貸款及墊款	3,797.3	3,805.9
Mortgage loans	32	按揭貸款	1,273.0	2,163.7
Deferred tax assets	33	遞延稅項資產	616.7	687.5
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	11,220.3	12,707.8
Term loans	34	有期貸款	212.2	676.5
Trade receivables, prepayments and other receivables	35	應收貿易款項、預付款項及其他應收款項	45.0	49.1
			<b>70,777.8</b>	<b>75,415.5</b>
<b>Current assets</b>		<b>流動資產</b>		
Other inventories	28	其他存貨	3.4	7.3
Inventories of properties	29	物業存貨		
– under development		– 發展中	5,055.6	7,394.9
– completed		– 已竣工	3,252.4	3,379.1
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	4,817.2	7,591.0
Receivable from reverse repurchase agreements	40	反向回購協議應收款項	–	169.3
Loans and advances to consumer finance customers	31	消費金融客戶貸款及墊款	7,228.6	8,243.8
Mortgage loans	32	按揭貸款	1,790.9	1,297.6
Term loans	34	有期貸款	1,487.0	1,837.9
Trade receivables, prepayments and other receivables	35	應收貿易款項、預付款項及其他應收款項	721.7	901.2
Amounts due from brokers		經紀欠款	1,231.1	499.9
Amounts due from associates	36	聯營公司欠款	82.3	121.3
Amounts due from joint ventures	36	合營公司欠款	1,239.3	2,398.0
Amounts due from non-controlling interests		非控股權益欠款	0.2	–
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	2.3	32.4
Tax recoverable		可收回稅項	21.8	58.7
Tax reserve certificates		儲稅券	–	7.1
Short-term pledged bank deposits and bank balances	37	短期抵押銀行存款及銀行結餘	0.5	50.7
Bank deposits	37	銀行存款	4,124.8	786.0
Cash and cash equivalents	37	現金及現金等價物	11,413.1	10,116.2
			<b>42,472.2</b>	<b>44,892.4</b>

at 31st December, 2022

於二零二二年十二月三十一日

			2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
<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	2,897.4	3,028.6
Contract liabilities	合約負債	39	7,462.6	2,966.0
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	407.4	433.9
Amounts due to associates	欠聯營公司款項		209.1	227.4
Amounts due to brokers	欠經紀款項		81.8	-
Amounts due to joint ventures	欠合營公司款項		589.3	816.0
Amounts due to non-controlling interests	欠非控股權益款項		0.2	0.2
Tax payable	應付稅項		2,203.9	2,118.1
Bank and other borrowings due within one year	一年內到期之銀行及其他借貸	44	9,455.9	12,721.6
Notes/paper payable	應付票據	45	86.0	4,313.3
Lease liabilities	租賃負債	46	148.6	147.2
Other liabilities	其他負債	47	38.7	32.2
Provisions	撥備	48	57.3	43.3
			<b>23,638.2</b>	<b>26,847.8</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>18,834.0</b>	<b>18,044.6</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>89,611.8</b>	<b>93,460.1</b>



at 31st December, 2022

於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	41	2,221.7	2,221.7
Reserves	儲備	43	40,892.8	43,992.9
<b>Equity attributable to owners of the Company</b>	<b>本公司股東應佔權益</b>		<b>43,114.5</b>	46,214.6
Shares held for employee ownership scheme	為僱員股份擁有計劃持有股份		(36.5)	(46.7)
Employee share-based compensation reserve	以股份支付之僱員酬金儲備		14.1	16.5
Share of net assets of subsidiaries	應佔附屬公司淨資產		25,114.6	27,663.5
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>25,092.2</b>	27,633.3
<b>Total equity</b>	<b>權益總額</b>		<b>68,206.7</b>	73,847.9
<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	44	8,103.1	6,445.4
Notes/paper payable	應付票據	45	6,492.1	5,553.0
Lease liabilities	租賃負債	46	265.7	322.3
Other liabilities	其他負債	47	13.2	19.2
Rental deposits from tenants	租戶之租金按金		18.9	28.3
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	99.6	–
Deferred tax liabilities	遞延稅項負債	33	6,410.9	7,242.0
Provisions	撥備	48	1.6	2.0
			<b>21,405.1</b>	19,612.2
			<b>89,611.8</b>	93,460.1

The consolidated financial statements on pages 138 to 393 were approved and authorised for issue by the Board of Directors on 28th March, 2023, and are signed on its behalf by:

第138頁至第393頁之綜合財務報表經董事會於二零二三年三月二十八日批准及授權刊發，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, 2022

## 綜合權益變動表

截至二零二二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 非分派儲備 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 為僱員股份持有者之股份 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 equity 權益總額 HK\$ Million 百萬港元	
At 1st January, 2021	2,221.7	260.6	(180.9)	275.7	55.2	17.7	33,956.4	413.0	37,019.4	(18.8)	9.0	11,955.8	11,946.0	48,965.4
Profit for the year	-	-	-	-	-	-	6,688.9	-	6,688.9	-	-	1,288.4	1,288.4	7,977.3
Other comprehensive (expenses) income for the year (note 42)	-	-	(26.0)	452.2	-	(0.5)	-	-	425.7	-	-	283.4	283.4	709.1
Total comprehensive (expenses) income for the year	-	-	(26.0)	452.2	-	(0.5)	6,688.9	-	7,114.6	-	-	1,571.8	1,571.8	8,686.4
Deemed acquisition of a subsidiary (note 13)	-	-	-	-	-	-	-	-	-	-	-	18,197.0	18,197.0	18,197.0
Share of reserve movements of associates	-	-	(0.7)	(0.3)	-	-	1.0	-	-	-	-	-	-	-
Increase in shareholding in an associate due to share repurchased and cancelled by the associate	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Privatisation of a listed subsidiary	-	-	-	-	-	218.2	-	-	218.2	-	-	-	-	218.2
Acquisition of additional interests in subsidiaries	-	-	-	-	-	-	117.9	-	117.9	-	-	334.0	(334.0)	(216.1)
Amounts paid for shares repurchased and cancelled by subsidiaries	-	-	-	-	-	-	1,940.3	-	1,940.3	-	-	(2,580.5)	(2,580.5)	(640.2)
Purchase of shares held for the employee ownership scheme of a subsidiary	-	-	-	-	-	-	58.4	-	58.4	-	-	(96.6)	(96.6)	(38.2)
Shares buyback of non-controlling interests by a subsidiary	-	-	-	-	-	-	-	-	-	(35.9)	-	-	(35.9)	(35.9)
Recognition of equity-settled share-based payments of a subsidiary	-	-	-	-	-	-	1.6	-	1.6	-	-	(76.9)	(76.9)	(75.3)
Vesting of shares of the employee ownership scheme of a subsidiary	-	-	-	-	-	-	-	-	-	-	15.5	-	15.5	15.5
Transfer to accumulated profits on derecognition of an associate	-	-	-	-	-	-	-	-	-	8.0	(8.0)	-	-	-
Transfer of a subsidiary from a non-wholly owned subsidiary to a wholly-owned subsidiary of a subsidiary	-	(4.0)	102.5	(490.1)	-	(122.2)	513.8	-	-	-	-	-	-	-
Net transfer accumulated profits to capital reserve	-	-	-	-	-	183.6	-	-	183.6	-	-	(183.6)	(183.6)	-
Dividend distribution to non-controlling interests	-	-	-	-	-	(714.1)	714.1	-	-	-	-	(789.5)	(789.5)	(789.5)
Interim dividend declared	-	-	-	-	-	-	(26.4)	26.4	-	-	-	-	-	-
Dividend paid	-	-	-	-	-	-	(439.4)	(439.4)	-	-	-	-	-	(439.4)
Second interim dividend declared	-	-	-	-	-	-	(439.4)	439.4	-	-	-	-	-	-
At 31st December, 2021	2,221.7	256.6	(105.1)	237.5	55.2	(417.3)	43,526.6	439.4	46,214.6	(46.7)	16.5	27,663.5	27,633.3	73,847.9

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

for the year ended 31st December, 2022

## 綜合權益變動表(續)

截至二零二二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					Total 總計 HKS Million 百萬元			
	Share capital 股本 HKS Million 百萬元	Property revaluation reserve 物業 重估撥備 HKS Million 百萬元	Investment revaluation reserve 投資 重估撥備 HKS Million 百萬元	Translation reserve 匯兌撥備 HKS Million 百萬元	Non- distributable reserve 非分派 撥備 HKS Million 百萬元	Capital and other reserves 資本及 其他撥備 HKS Million 百萬元	Accumulated profits 累計溢利 HKS Million 百萬元	Dividend reserve 股息撥備 HKS Million 百萬元	Total 總計 HKS Million 百萬元	Shares held for employee ownership scheme 為僱員股份 持有股份 HKS Million 百萬元		Employee share-based compensation reserve 以股份 支付之僱員 酬金撥備 HKS Million 百萬元	Share of net assets of subsidiaries 附屬公司 淨資產 HKS Million 百萬元	Total 總計 HKS Million 百萬元
At 1st January, 2022	2,221.7	256.6	(105.1)	237.5	55.2	(417.3)	43,526.6	499.4	46,214.6	(46.7)	16.5	27,663.5	27,633.3	73,847.9
(Loss) profit for the year	-	-	-	-	-	-	(1,220.5)	-	(1,220.5)	-	-	89.4	89.4	(1,131.1)
Other comprehensive income (expenses) for the year (note 4)	-	0.3	(157.3)	(1,517.4)	-	2.1	-	-	(1,672.3)	-	-	(1,575.0)	(1,575.0)	(3,247.3)
Total comprehensive income (expenses) for the year	-	0.3	(157.3)	(1,517.4)	-	2.1	(1,220.5)	-	(2,892.8)	-	-	(1,485.6)	(1,485.6)	(4,374.4)
Acquisition of additional interests in subsidiaries	-	-	-	-	-	-	222.1	-	222.1	-	-	(283.6)	(283.6)	(61.5)
Acquisition of a subsidiary (note 4)	-	-	-	-	-	-	-	-	-	-	-	3.6	3.6	3.6
Amounts paid for shares repurchased and cancelled by a subsidiary	-	-	-	-	-	-	40.1	-	40.1	-	-	(58.4)	(58.4)	(18.3)
Disposal of investments in equity investments at fair value through other comprehensive income	-	-	0.7	-	-	-	(0.7)	-	-	-	-	-	-	-
Recognition of equity-settled share-based payments of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vesting of shares of the employee ownership scheme of a subsidiary	-	-	-	-	-	-	-	-	-	14.3	(14.3)	-	-	11.9
Purchase of shares held for the employee ownership scheme of a subsidiary	-	-	-	-	-	-	-	-	-	(4.1)	-	-	(4.1)	(4.1)
Transferred and realised on deregistration of subsidiaries	-	-	-	5.2	-	-	(5.2)	-	-	-	-	-	-	-
Transfer accumulated profits to capital reserve by a subsidiary	-	-	-	-	-	2.6	(2.6)	-	-	-	-	-	-	-
Amounts paid for shares repurchased and cancelled by the Company	-	-	-	-	-	-	(3.9)	-	(3.9)	-	-	(724.9)	(724.9)	(3.9)
Dividend distribution to non-controlling interests	-	-	-	-	-	-	-	(0.2)	-	-	-	-	-	-
Adjustment to 2021 second interim dividend due to share repurchase and cancellation	-	-	-	-	-	-	(26.4)	26.4	(465.6)	-	-	-	-	-
Interim dividend declared	-	-	-	-	-	-	(412.9)	412.9	-	-	-	-	-	-
Dividend paid	-	-	-	-	-	-	-	-	-	-	-	-	-	(465.6)
Second interim dividend declared	-	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31st December, 2022	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

於二零二二年一月一日

(Less) profit for the year  
本年度(虧損)溢利  
Other comprehensive income (expenses) for the year (note 4)  
本年度其他全面收益(費用)  
(附註4)Total comprehensive income (expenses) for the year  
本年度全面收益(費用)總額Acquisition of additional interests in subsidiaries  
收購附屬公司之額外權益  
Acquisition of a subsidiary (note 4)  
收購一間附屬公司(附註4)Amounts paid for shares repurchased and cancelled by a subsidiary  
一間附屬公司贖回及註銷股份之  
已付款項Disposal of investments in equity investments at fair value through other comprehensive income  
出售透過其他全面收益按公平價  
值處理之股本投資之投資Recognition of equity-settled share-based payments of a subsidiary  
確認一間附屬公司之股權  
結算以股份為基礎付款Vesting of shares of the employee ownership scheme of a subsidiary  
一間附屬公司之僱員股份  
持有計劃之歸屬股份Purchase of shares held for the employee ownership scheme of a subsidiary  
購買附屬公司之庫房股份  
持有計劃購買股份Transferred and realised on deregistration of subsidiaries  
註銷附屬公司時的轉撥及  
變現Transfer accumulated profits to capital reserve by a subsidiary  
一間附屬公司將累計溢利  
轉撥至資本儲備Amounts paid for shares repurchased and cancelled by the Company  
本公司贖回及註銷股份之  
已付款項Dividend distribution to non-controlling interests  
分派股息予非控股權益Adjustment to 2021 second interim dividend due to share repurchase and cancellation  
因股份贖回及註銷調整  
二零二一年第二次中期股息  
宣派中期股息Interim dividend declared  
已付股息Second interim dividend declared  
宣派第二次中期股息

At 31st December, 2022

## Consolidated Statement of Cash Flows

for the year ended 31st December, 2022

## 綜合現金流量表

截至二零二二年十二月三十一日止年度

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
<b>Operating activities</b>	<b>經營業務</b>		
(Loss) profit for the year	本年度(虧損)溢利	(1,131.1)	7,977.3
Adjustments for:	調整項目：		
Net loss (gain) 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虧損(收益)淨額	1,780.5	(2,498.9)
Finance costs	融資成本	1,158.2	762.2
Net impairment losses on financial assets	金融資產之減值虧損淨額	1,067.2	927.6
Taxation	稅項	755.5	633.8
Net decrease (increase) in fair value of investment properties	投資物業之公平價值減少(增加)淨額	250.2	(75.8)
Depreciation of right-of-use assets	使用權資產折舊	179.7	150.9
Net exchange loss	匯兌虧損淨額	131.0	54.6
Depreciation of property, plant and equipment	物業、廠房及設備折舊	108.9	72.9
Share of results of associates	應佔聯營公司業績	96.0	(483.6)
Share of results of joint ventures	應佔合營公司業績	86.5	160.1
Impairment loss on properties for development	待發展物業之減值虧損	82.3	-
Amortisation of properties for development	待發展物業攤銷	18.3	2.9
Write-down of inventories of completed properties	已竣工物業存貨之減值	16.6	-
Interest expense of lease liabilities	租賃負債利息費用	13.4	12.0
Expenses recognised for employee ownership scheme of Sun Hung Kai & Co. Limited ("SHK")	就新鴻基有限公司(「新鴻基」)之僱員股份擁有計劃確認之費用	11.9	15.5
Realised loss on disposal/redemption of financial assets at fair value through other comprehensive income	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	11.5	28.5
Amortisation of intangible assets	無形資產攤銷	3.1	3.2
Impairment loss recognised for leasehold land and buildings	確認租賃土地及樓宇之減值虧損	2.8	7.8
Fair value loss (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虧損(收益)	1.9	(6.4)
Net loss on disposal of intangible assets	出售無形資產之虧損淨額	1.5	-
Loss on deemed disposal of associates	視作出售聯營公司之虧損	0.6	2.0
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	0.5	0.9
Depreciation of other assets – properties interests	其他資產 – 物業權益折舊	0.5	0.1
Loss on derecognition of an associate	終止確認一間聯營公司之虧損	-	9,357.7
Impairment loss on interest in an associate	於一間聯營公司之權益之減值虧損	-	4.2
Gain on bargain purchase of a subsidiary	一間附屬公司議價收購收益	-	(13,521.8)
Gain on disposal of investments	出售投資之收益	-	(61.4)
Net realised gain on disposal of an associate	出售一間聯營公司之已變現收益淨額	-	(13.0)
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	(2.8)	-
Impairment loss reversed for hotel property	撥回酒店物業之減值虧損	(6.8)	(6.8)
Gain on repurchase of notes	購回票據收益	(46.3)	-
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	4,591.6	3,506.5

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
<b>Operating activities (Cont'd)</b>	<b>經營業務(續)</b>		
Increase (decrease) in contract liabilities	合約負債增加(減少)	4,729.9	(311.1)
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	2,517.7	(1,514.2)
Decrease in inventories of properties	物業存貨減少	1,974.2	51.5
Decrease in term loans	有期貸款減少	707.2	742.3
Decrease (increase) in mortgage loans	按揭貸款減少(增加)	406.5	(438.3)
Decrease (increase) in receivable from reverse repurchase agreements	反向回購協議應收款項減少(增加)	169.3	(169.3)
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減少	144.7	338.6
Increase in amounts due to brokers	欠經紀款項增加	81.8	-
Increase in trade, other payables and accruals	應付貿易款項、其他應付款項及應計款項增加	75.0	1.6
Decrease in amounts due from associates	聯營公司欠款減少	19.2	0.6
Decrease (increase) in other inventories	其他存貨減少(增加)	3.9	(1.7)
Increase (decrease) in provisions	撥備增加(減少)	2.3	(3.6)
Decrease in deposits for acquisition of properties for development	收購待發展物業之按金減少	-	192.8
Increase in properties for development	待發展物業增加	(74.6)	(43.5)
Increase in loans and advances to consumer finance customers	消費金融客戶貸款及墊款增加	(200.9)	(2,104.0)
Increase in amounts due from brokers	經紀欠款增加	(731.2)	(73.1)
Cash from operations	經營所產生之現金	14,416.6	175.1
Taxation paid	已付稅項	(773.4)	(332.4)
Total interest paid	已付總利息	(1,251.9)	(805.6)
<b>Net cash from (used in) operating activities</b>	<b>經營業務所產生(所用)之現金淨額</b>	<b>12,391.3</b>	<b>(962.9)</b>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

	Notes 附註	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
<b>Investing activities</b>			
Proceeds on disposal of long-term financial assets as at fair value through profit or loss		2,337.3	5,589.6
Amounts repaid by joint ventures		772.0	–
Amounts repaid by associates		307.3	177.5
Dividends received from associates		273.4	216.9
Withdrawal of fixed deposits with banks		140.8	12.6
Partial settlement of profit forwent by a joint venture partner		119.4	–
Dividends received from joint ventures		62.6	6.0
Proceeds on disposal of financial assets at fair value through other comprehensive income		31.2	138.0
Proceeds from return of capital of financial assets at fair value through profit or loss		27.2	27.1
Proceeds on disposal of investment properties, net of value added tax		4.7	–
Proceeds on disposal of intangible assets		3.8	–
Rental receipt from net investments in finance lease		1.6	6.4
Proceeds on disposal of property, plant and equipment		0.8	0.3
Deemed acquisition of a subsidiary	13	–	3,758.4
Net proceeds on disposal of an associate		–	101.8
Payment of deposits of right-of-use assets		–	3.3
Dividend received from financial assets at fair value through profit or loss		–	0.9
Prepaid rental for right-of-use assets		(3.5)	(0.6)
Deposit paid for purchase of property, plant and equipment		(8.3)	–
Purchase of intangible assets		(8.7)	(25.9)
Acquisition of a subsidiary	49	(10.1)	–
Purchase of financial assets at fair value through other comprehensive income		(19.7)	(46.6)
Acquisition of additional interests in associates		(29.0)	(83.9)
Purchase of property, plant and equipment		(97.1)	(79.3)
Amounts advanced to associates		(269.6)	(148.9)
Capital contribution to joint ventures		(520.5)	–
Additions to investment properties		(665.5)	(12.2)
Amounts advanced to joint ventures		(881.6)	(988.4)
Purchase of long-term financial assets at fair value through profit or loss		(2,635.5)	(6,000.4)
Placement of fixed deposits with banks		(3,444.9)	(105.1)
<b>Net cash (used in) from investing activities</b>		<b>(4,511.9)</b>	<b>2,547.5</b>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

	Note	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	附註		
<b>Financing activities</b>			
New bank and other borrowings raised		20,044.8	23,831.0
Proceeds from issue of notes/paper		797.2	3,704.6
Amounts advanced from joint ventures		434.9	14.5
Contribution from third-party interests in consolidated structured entities		10.6	51.4
Privatisation of a listed subsidiary		-	(216.1)
Payment for shares buyback of non-controlling interests by a subsidiary		-	(39.8)
Amounts repaid to associates		(1.0)	(50.1)
Amounts paid for share repurchased and cancelled by the Company		(3.9)	-
Purchase of shares for employee ownership scheme of SHK		(4.1)	(35.9)
Distribution to third-party interests in consolidated structured entities		(8.6)	-
Amounts paid for shares repurchased and cancelled by subsidiaries		(18.3)	(38.2)
Acquisition of additional interests in subsidiaries		(61.5)	(640.2)
Payment of loan arrangement fees		(87.0)	(42.1)
Lease payments		(161.2)	(148.3)
Redemption of notes/paper		(428.7)	-
Dividends paid to equity shareholders		(465.6)	(439.4)
Amounts repaid to joint ventures		(597.4)	(15.9)
Dividends by subsidiaries to non-controlling interests		(724.9)	(789.5)
Repayment of notes/paper		(3,592.5)	(1,528.6)
Repayment of bank and other borrowings		(21,120.6)	(23,127.1)
<b>Net cash (used in) from financing activities</b>		<b>(5,987.8)</b>	<b>490.3</b>
<b>Net increase in cash and cash equivalents</b>		<b>1,891.6</b>	<b>2,074.9</b>
<b>Effect of foreign exchange rate changes</b>		<b>(594.7)</b>	<b>151.0</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>10,116.2</b>	<b>7,890.3</b>
<b>Cash and cash equivalents at the end of the year</b>	37	<b>11,413.1</b>	<b>10,116.2</b>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**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 62, 63 and 64 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, 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	COVID-19-Related Rent Concessions beyond 30th June, 2021
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

**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之受託人，Lee and Lee Trust之受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62、63及64。

**2. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)****於本年度強制生效的經修訂的香港財務報告準則**

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」)頒佈於二零二二年一月一日開始之年度期間強制生效的香港財務報告準則修訂本，以編製本集團綜合財務報表：

香港財務報告準則第3號修訂本	概念框架之提述
香港財務報告準則第16號修訂本	二零二一年六月三十日之後新冠病毒相關租金減免
香港會計準則第16號修訂本	物業、廠房及設備 – 擬定用途前之所得款項
香港會計準則第37號修訂本	有價合約 – 履行合約之成本
香港財務報告準則修訂本	二零一八年至二零二零年之香港財務報告準則的年度改進



for the year ended 31st December, 2022

截至二零二二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)

## 2. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

### Amendments to HKFRSs that are mandatorily effective for the current year (Cont'd)

### 於本年度強制生效的經修訂的香港財務報告準則(續)

Except as described below, the application of the amendments to HKFRS 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.

除下文所述外，應用香港財務報告準則修訂本對本集團本年度及過往年度財務狀況及表現及／或於該等綜合財務資料所載的披露資料並無重大影響。

### Impacts on application of Amendments to HKFRS 3 Reference to the Conceptual Framework

### 應用香港財務報告準則第3號修訂本對概念框架之提述的影響

The Group has applied the amendments to business combinations for which the acquisition date was on or after 1st January, 2022. The amendments update a reference in HKFRS 3 Business Combinations (“HKFRS 3”) so that it refers to the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the “Conceptual Framework”) instead of Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting 2010 issued in October 2010), add a requirement that, for transactions and events within the scope of HKAS 37 Provisions, Contingent Liabilities and Contingent Assets (“HKAS 37”) or HK(IFRIC)-Int 21 “Levies” (“HK(IFRIC)-Int 21”), an acquirer applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination and add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

本集團已就收購日期為二零二二年一月一日或之後的業務合併應用修訂本。該等修訂本更新了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」)中的參考，引用二零一八年六月頒佈的二零一八年財務報告概念框架(「概念框架」)，而非財務報表的編製及呈報框架(由二零一零年十月頒佈的二零一零年財務報告概念框架取代)，新增一項規定，即對於香港會計準則第37號撥備、或然負債及或然資產(「香港會計準則第37號」)或香港(國際財務報告詮釋委員會)－詮釋第21號「徵費」(「香港(國際財務報告詮釋委員會)－詮釋第21號」)範圍內的交易及事項，收購方應採用香港會計準則第37號或香港(國際財務報告詮釋委員會)－詮釋第21號而非概念框架來確定其在業務合併中承擔的負債，並新增一項明確的聲明，即收購方不確認在業務合併中收購的或然資產。

The application of the amendments in the current year has had no impact on the Group's consolidated financial statements.

於本年度應用該等修訂本對本集團之綜合財務報表並無影響。

for the year ended 31st December, 2022

## 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:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>2</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>2</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>1</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>1</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>1</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st January, 2023.

<sup>2</sup> Effective for annual periods beginning on or after 1st January, 2024.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

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.

截至二零二二年十二月三十一日止年度

## 2. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

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香港財務報告準則：

香港財務報告準則第17號(包括二零二零年十月及二零二二年二月香港財務報告準則第17號修訂本)	保險合約 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營公司之間出售或注入資產 <sup>3</sup>
香港會計準則第1號修訂本	將負債分類為流動或非流動以及香港詮釋第5號(二零二零年)的有關修訂 <sup>2</sup>
香港會計準則第1號修訂本	附帶契諾的非流動負債 <sup>2</sup>
香港會計準則第1號及香港財務報告準則實務報告第2號修訂本	會計政策之披露 <sup>1</sup>
香港會計準則第8號修訂本	會計估計之定義 <sup>1</sup>
香港會計準則第12號修訂本	因單一交易產生之與資產及負債有關的遞延稅項 <sup>1</sup>
香港財務報告準則第16號修訂本	於售後租回的租賃負債 <sup>2</sup>

<sup>1</sup> 於二零二三年一月一日或之後開始的年度期間生效。

<sup>2</sup> 於二零二四年一月一日或之後開始的年度期間生效。

<sup>3</sup> 於待定期限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新訂及經修訂的香港財務報告準則於可見未來將不會對綜合財務報表造成重大影響。

for the year ended 31st December, 2022

截至二零二二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)

## 2. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

### 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.

### 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 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:

- clarify that 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.
- 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 amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within twelve months.

### 香港財務報告準則第10號及香港會計準則第28號修訂本投資者與其聯營公司或合營公司之間出售或注入資產

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」修訂本處理一名投資者與其聯營公司或合營公司間的一項銷售或注資的情況。具體而言，修訂本規定，與聯營公司或合營公司的交易(採用權益法入賬)中，失去對不包含業務的一間附屬公司的控制權而產生的損益，僅在非相關投資者在該聯營公司或合營公司中的權益範圍內，才在母公司的損益中確認。同樣，將任何前附屬公司(已成為一間聯營公司或一間合營公司，採用權益法入賬)中保留的投資進行重新計量所產生的損益以公平價值計量，僅在非相關投資者在新的聯營公司或合營公司中的權益範圍內，才在前母公司的損益中確認。

應用該修訂本預期不會對本集團財務狀況及業績產生重大影響。

### 香港會計準則第1號修訂本將負債分類為流動或非流動以及香港詮釋第5號(二零二零年)(「二零二零年修訂本」)的有關修訂及香港會計準則第1號修訂本附帶契諾的非流動負債(「二零二二年修訂本」)

二零二零年修訂本就評估自報告日期起至少十二個月之遞延結算權利作出澄清及額外指引，以將負債分類為流動或非流動，其中：

- 澄清倘負債的條款可由對手方選擇，使其可通過轉讓實體自身的權益工具進行結算，則僅當該實體將選擇權單獨確認為應用香港會計準則第32號「財務工具：呈報」之權益工具時，該等條款方不會影響其分類為流動或非流動。
- 指定將負債分類為流動或非流動應基於報告期末存有的權利。具體而言，該等修訂澄清該分類不受管理層在十二個月內結清負債的意圖或預期所影響。

for the year ended 31st December, 2022

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

### 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 requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which 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. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classify liabilities arising from loan arrangements as non-current when the entity's right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1st January, 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1st January, 2024, with early application permitted. If an entity applies the 2020 amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

As at 31st December, 2022, the Group's right to defer settlement for bank loans of HK\$5,502.2 million are subject to compliance with certain financial ratios within twelve months from the reporting date. Such bank loans were classified as non-current as the Group met such ratios at 31st December, 2022. Upon the application of the 2022 Amendments, such borrowings will still be classified as non-current as the covenants which the Group is required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting date and such borrowing will still be classified as non-current.

截至二零二二年十二月三十一日止年度

## 2. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

### 香港會計準則第1號修訂本將負債分類為流動或非流動以及香港詮釋第5號(二零二零年)(「二零二零年修訂本」)的有關修訂及香港會計準則第1號修訂本附帶契諾的非流動負債(「二零二二年修訂本」)(續)

就以遵守契諾為條件的延遲結算至報告日期起計至少十二個月的權利而言，二零二零年修訂本引入的規定已由二零二二年修訂本作出修改。二零二二年修訂本訂明，實體須於報告期末或之前遵守的契諾方會影響實體於報告日期後最少十二個月內延遲結清負債的權利。僅須於報告期後遵守的契諾對該權利於報告期末是否存在並無影響。

此外，二零二二年修訂本亦訂明有關資料的披露要求，使財務報表使用者了解在該實體將貸款安排產生的負債分類為非流動負債，而實體延遲結清該等負債的權利視乎實體於報告期後十二個月內是否遵守契諾的情況下，則負債可能須於報告期後十二個月內償還的風險。

二零二二年修訂本亦將應用二零二零年修訂本的生效日期推遲到二零二四年一月一日或之後開始的年度報告期間。二零二二年修訂本與二零二零年修訂本於二零二四年一月一日或之後開始的年度報告期間生效，並允許提早應用。倘實體在頒佈二零二二年修訂本後的早期應用二零二零年修訂本，該實體亦應在該期間應用二零二二年修訂本。

於二零二二年十二月三十一日，本集團延遲償還銀行貸款5,502.2百萬港元之權利須於報告日期起計十二個月內符合若干財務比率。由於本集團於二零二二年十二月三十一日符合該等比率，故該等銀行貸款分類為非流動貸款。於應用二零二二年修訂本後，該等借款仍將分類為非流動，因為本集團僅須於報告期後遵守之契諾並不影響該權利於報告期末的存在，而該等借款仍將分類為非流動。

for the year ended 31st December, 2022

截至二零二二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)

## 2. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

### Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

### 香港會計準則第1號及香港財務報告準則實務報告第2號之修訂本會計政策之披露

香港會計準則第1號經修訂，以「重大會計政策資料」取代所有「主要會計政策」。倘會計政策資料與實體財務報表所載其他資料一併考慮時，可合理預期會影響一般用途財務報表之主要使用者基於該等財務報表作出之決定，則會計政策資料屬重大。

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

該等修訂本亦闡明，儘管該等款項並不重大，但由於相關交易、其他事項或情況之性質，會計政策資料或屬重大。然而，並非所有與重大交易、其他事項或情況有關之會計政策資料本身屬重大。倘一間實體選擇披露非重大會計政策資料，則有關資料不得掩蓋重大會計政策資料。

HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

香港財務報告準則實務報告第2號作出重要性之判斷(「實務報告」)亦經修訂，以說明一間實體如何將其「四步法評估重要性流程」應用於會計政策披露，及如何判斷有關一項會計政策之資料對其財務報表是否屬重大。實務報告已增加指導意見及實例。

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

應用該等修訂本預期不會對本集團財務狀況或表現產生重大影響，但或會影響本集團重大會計政策之披露。應用之影響(如有)將於本集團未來之綜合財務報表中披露。

### Amendments to HKAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

### 香港會計準則第8號之修訂本會計估計之定義

該等修訂本定義會計估計為「存在計量不明朗因素之財務報表之貨幣金額」。會計政策可能規定對涉及計量不明朗因素之財務報表之項目進行計量一即會計政策可能規定按貨幣金額計量不可直接觀察之有關項目，而須予以估計。於此情況下，一間實體應編製會計估計，旨在達到會計政策載列之目標。編製會計估計涉及運用根據最新可得之可靠資料作出之判斷或假設。

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

此外，香港會計準則第8號之會計估計變更之概念予以保留，並作出進一步澄清。

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

應用該等修訂本預期不會對本集團之綜合財務報表產生重大影響。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

#### 3.1 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 significant 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, 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").

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策

#### 3.1 綜合財務報表之編製基準

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製。就編製綜合財務報表而言，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，於編製綜合財務報表時，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製，惟下列主要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和／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」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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.1 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.

#### 3.1 綜合財務報表之編製基準(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。

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.

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，以使首次確認時的估值技術結果等於交易價格。

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:

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：

- 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.
- 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, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies

##### *Basis of consolidation*

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

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.

An agent is a party primarily engaged to act on behalf and for the benefit of another party or parties (the principal(s)) and therefore does not control the investee when it exercises its decision-making authority. In determining whether the Group is an agent to the fund, the Group would assess:

- the scope of its decision-making authority over the investee;
- the rights held by other parties;
- the remuneration to which it is entitled in accordance with the remuneration agreements; and
- the decision maker's exposure to variability of returns from other interests that it holds in the investee.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策

##### *綜合基準*

綜合財務報表包括本公司及受本公司控制之公司(包括結構性實體)及其附屬公司之財務報表。倘本公司符合以下情況，則取得控制權：

- 有權控制被投資方；
- 因其參與被投資方業務而獲得或有權獲得可變回報；及
- 有能力以其權力影響其回報。

倘事項及狀況顯示上文列示三項控制元素之一項或多項有變，本集團會重新評估其是否控制投資對象。

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。

代理人指主要獲委聘代表及為另一方或多方(主事人)利益而行之人士，因此其行使決策權時並無控制投資對象。釐定本集團是否為基金代理人時，本集團將評估：

- 其對投資對象之決策權範圍；
- 其他人士持有之權利；
- 根據薪酬協議有權享有之報酬；及
- 決策者承擔來自所持投資對象其他權益之回報變化風險。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

##### *Basis of consolidation (Cont'd)*

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.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

#### 3.2 主要會計政策(續)

##### *綜合基準(續)*

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。

如有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團之會計政策一致。

與本集團成員公司之間交易有關之所有本集團內成員間資產及負債、權益、收入、費用及現金流均於綜合賬目時全數對銷。

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。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

*Basis of consolidation (Cont'd)*

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 Financial Instruments ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

*綜合基準(續)*

本集團於現有附屬公司權益之變動

倘本集團於附屬公司之權益出現變動，但並無導致本集團失去對該等附屬公司之控制權，則入賬列作權益交易。本集團之相關權益部分與非控股權益之賬面值均予以調整，以反映彼等於附屬公司之相關權益之變動。

非控股權益之調整款額與已付或已收代價之公平價值兩者間之任何差額，均直接於權益確認並歸屬於本公司股東。

倘本集團失去一間附屬公司之控制權，則該附屬公司之資產及負債以及非控股權益(如有)會被終止確認。於損益內確認收益或虧損，並按(i)所收取代價之公平價值及任何保留權益之公平價值之總額及(ii)本公司股東應佔附屬公司之資產(包括商譽)及負債之賬面值之差額計算。所有有關該附屬公司過往於其他全面收益確認之款額，將按猶如本集團已直接出售有關附屬公司之相關資產或負債入賬(即按適用香港財務報告準則之規定/許可重新分類至損益或轉撥至另一個權益類別)。於失去控制權當日於前附屬公司保留之任何投資之公平價值將根據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」)於其後入賬時被列作首次確認之公平價值，或(如適用)於首次確認時於聯營公司或合營公司之投資成本。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

##### *Asset acquisitions*

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under fair value model and financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

##### *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. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing 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.

For business combinations in which the acquisition date is on or after 1st January, 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the "Conceptual Framework") except for transactions and events within the scope of HKAS 37 or HK(IFRIC)-Int 21, in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

#### 3.2 主要會計政策(續)

##### *資產收購*

當本集團收購一組並不構成一項業務之資產及負債，本集團透過先將購買價按其各自之公平價值分配至其後根據公平價值模式計量之投資物業及金融資產／金融負債，以識別及確認所收購之個別可識別資產及所承擔負債，而餘下之購買價結餘其後按於購買日期之相關公平價值，分配至其他個別可識別資產及負債。有關交易並不產生商譽或議價購買收益。

##### *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。倘收購過程對繼續生產產出的能力至關重要，包括具備執行相關過程所必需的技能、知識或經驗的組織勞動力，或對持續生產產出的能力有重大貢獻，就被視為具實質性，以及被認為屬獨特或稀缺，或在無重大成本、努力或持續生產產出能力出現延遲的情況下不可取代。

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。

就收購日為二零二二年一月一日或之後之業務合併，可識別資產及所承擔負債必須符合二零一八年六月頒佈的「二零一八年財務報告概念框架」(「概念框架」)資產及負債之定義，除香港會計準則第37號或香港(國際財務報告詮釋委員會)－詮釋第21號範圍內的其他事項，本集團應用香港會計準則第37號或香港(國際財務報告詮釋委員會)－詮釋第21號而非概念框架來確定其在業務合併中所承擔的負債。或然資產在業務合併中不予確認。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

##### *Business combinations (Cont'd)*

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes (“HKAS 12”) and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment transactions of the acquiree are measured in accordance with HKFRS 2 at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within twelve months of the acquisition date; or (b) the underlying asset is of low-value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *業務合併(續)*

所收購之可識別資產及所承擔之負債乃於收購日期按公平價值確認，惟以下情況除外：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債分別按香港會計準則第12號「所得稅」(「香港會計準則第12號」)及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購公司以股份支付安排之有關之負債或權益工具，或本集團訂立以取代被收購公司之以股份支付安排之以股份支付安排之有關之負債或權益工具，乃於收購日期按香港財務報告準則第2號計量(見下文會計政策)；
- 按照香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」分類為持作出售之資產(或出售組別)按照該準則計量；及
- 租賃負債按剩餘租賃付款(定義見香港財務報告準則第16號)的現值確認及計量，猶如收購的租賃於收購日期為新租賃，惟(a)租賃期限於收購日期十二個月內結束；或(b)相關資產為低價值的租賃除外。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條件相比租賃的有利或不利條款。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

##### *Business combinations (Cont'd)*

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. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill or gain on bargain purchase. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

#### 3.2 主要會計政策(續)

##### *業務合併(續)*

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、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。計量基準可按每項交易而選擇。其他種類之非控股權益乃按其公平價值計量。

倘本集團於業務合併中轉讓之代價包括因或有代價安排而引致之資產或負債，則有關或有代價會按收購日期之公平價值計量，並會包括於業務合併中轉讓之代價之一部分。倘合資格作出計量期調整之或有代價公平價值有變，則有關變動會作追溯調整，而商譽或議價收購收益亦會作出相應調整。計量期調整指因於「計量期間」(自收購日期起計不得超過一年)內取得有關於收購日期已存在之事實及情況之額外資料而產生之調整。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

##### *Business combinations (Cont'd)*

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKFRS 9, or HKAS 37 as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

##### *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.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *業務合併(續)*

其後是否將不合資格作出計量期調整之或有代價公平價值之變動入賬，則視乎或有代價之分類方式而定。被分類為權益之或有代價不會於往後之結算日重新計量，而其後償付之款項則於權益內入賬。被分類為資產或負債之或有代價於往後之結算日按照香港財務報告準則第9號或香港會計準則第37號(視適用情況而定)重新計量，相應之收益或虧損則於損益賬內確認。

當業務合併以分階段完成，本集團以往所持被收購公司之股權會按收購日期(即本集團取得控制權當日)之公平價值重新計量，而所產生之收益或虧損(如有)則於損益賬或其他全面收益(如適用)內確認。就被收購公司權益在收購日期前於其他全面收益中所確認及根據香港財務報告準則第9號計量之數額會按猶如本集團直接出售先前所持有股權之相同基準入賬。

##### *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。重大影響力指有權參與被投資公司財務及營運決策，但並非控制或共同控制該等政策之權力。

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。共同控制是指按照合約約定對某項安排所共有的控制，共同控制僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

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

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. 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.

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.

#### 3.2 主要會計政策(續)

##### *於聯營公司及合營公司之權益(續)*

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。供權益會計之用的聯營公司及合營公司的財務報表乃以與本集團就類似情況下同類交易及事件所使用會計政策貫徹一致的會計政策編製。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則論。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)，則本集團即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。

於被投資方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。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

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

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *於聯營公司及合營公司之權益(續)*

本集團評估是否有客觀證據表示聯營公司或合營公司之權益可能已減值。如有任何客觀證據存在，投資之全部賬面值(包括商譽)會根據香港會計準則第36號作為一項獨立資產，透過比較其可收回金額(使用價值與公平價值減出售成本兩者間之較高者)及其賬面值作減值測試。任何已確認之減值虧損不會分配至任何構成投資賬面值一部分之資產(包括商譽)。根據香港會計準則第36號，任何減值虧損之撥回於投資可收回金額其後增加時確認。

當本集團不再對聯營公司擁有重大影響力或於合營公司擁有共同控制權時，則按出售於該被投資公司的全部權益入賬，所產生的收益或虧損於損益中確認。當本集團保留於前聯營公司或合營公司之權益，且保留權益為屬於香港財務報告準則第9號範圍之金融資產時，則本集團於當日按公平價值計量保留權益，而公平價值則被視為首次確認時之公平價值。該聯營公司或合營公司之賬面值與任何保留權益之公平價值及任何出售該聯營公司或合營公司之相關權益所得款項之間的差額，在釐定出售該聯營公司或合營公司之收益或虧損時計算在內。此外，倘該聯營公司或合營公司直接出售相關資產或負債，則本集團可能需要按相同基準計入有關該聯營公司或合營公司的以往於其他全面收益確認的所有金額。因此，倘聯營公司或合營公司以往於其他全面收益確認的損益重新分類為出售相關資產或負債的損益，則本集團將於出售／出售部分相關聯營公司或合營公司時將收益或虧損由權益重新分類至損益(列作重新分類調整)。

倘集團實體與本集團之聯營公司或合營公司進行交易，則與聯營公司或合營公司交易所產生之損益僅會在有關聯營公司或合營公司之權益與本集團無關之情況下，方會於綜合財務報表中確認。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

#### 3.2 主要會計政策(續)

##### *Changes in the Group's interests in associates and joint ventures*

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

##### *本集團於聯營公司及合營公司之權益變動*

當於聯營公司之投資成為於合營公司之投資，或於合營公司之投資成為於聯營公司之投資時，本集團繼續使用權益法。出現該等擁有權權益變動後不會重新計量公平價值。

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

倘本集團減少其於聯營公司或合營公司之擁有權權益，但本集團繼續使用權益法，則本集團於出售有關資產或負債時會將該收益或虧損重新分類至損益之情況下，會將先前就該等擁有權權益減少而於其他全面收益確認之收益或虧損按比例重新分類至損益。

##### *Acquisition of additional interests in associates or joint ventures*

When the Group increases its ownership interest in an associate or a joint venture but the Group continues to use the equity method, goodwill is recognised at acquisition date if there is excess of the consideration paid over the share of carrying amount of net assets attributable to the additional interests in associates or joint ventures acquired. Any excess of share of carrying amount of net assets attributable to the additional interests in associates or joint ventures acquired over the consideration paid are recognised in the profit or loss in the period in which the additional interest are acquired.

##### *收購聯營公司或合營公司之權外權益*

當本集團增加其於聯營公司或合營公司的擁有權權益惟本集團繼續使用權益法，並假設已付代價超出所收購額外聯營公司或合營公司權益應佔資產淨值賬面值的份額，則商譽於收購日期確認。所收購額外聯營公司或合營公司權益應佔資產淨值賬面值的份額超出已付代價的部分於收購額外權益期間在損益確認。

##### *Goodwill*

##### Goodwill arising on acquisitions prior to 1st January, 2005

Goodwill arising on an acquisition of a subsidiary, an associate or a joint venture for which the agreement date is before 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary, associate or joint venture at the date of acquisition.

##### *商譽*

##### 於二零零五年一月一日之前因收購產生之商譽

收購一間附屬公司、聯營公司或合營公司(協議日期為於二零零五年一月一日之前)產生之商譽，指收購成本超逾本集團於收購日期應佔相關附屬公司、聯營公司或合營公司之可識別資產及負債公平價值之權益之差額。

For previously capitalised goodwill arising on acquisitions after 1st January, 2001, the Group has discontinued amortisation from 1st January, 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired.

對於二零零一年一月一日後因收購產生之原先已資本化商譽，本集團自二零零五年一月一日起不再繼續攤銷，而有關商譽每年及有跡象顯示商譽有關之現金產生單位有可能出現減值時進行減值測試。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

##### *Goodwill (Cont'd)*

##### Goodwill arising on acquisitions on or after 1st January, 2005

Goodwill arising on an acquisition of a subsidiary for which the agreement date is on or after 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary at the date of acquisition. Such goodwill is carried at cost less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *商譽(續)*

##### 於二零零五年一月一日或之後因收購產生之商譽

收購一間附屬公司(協議日期為於二零零五年一月一日或之後)產生之商譽,指收購成本超逾本集團於收購日期應佔相關附屬公司之可識別資產、負債及或然負債之公平價值之權益之差額。該等商譽乃按成本減累計減值虧損(如有)列賬。

就減值測試而言,商譽會分配至預期可從合併之協同效益中獲益之各本集團現金產生單位(或現金產生單位組別),表示為內部管理目的而監察商譽之最低級別且不大於營運分部。

獲分配商譽之現金產生單位(或現金產生單位組別)會每年及於有跡象可能減值時更頻密作減值測試。就一個報告期間因收購而產生之商譽,獲分配商譽之現金產生單位(或現金產生單位組別)會於該報告期末前作減值測試。倘可收回金額低於單位賬面值,減值虧損會首先分配至該單位以減低商譽之賬面值,然後再根據該單位(或現金產生單位組別)內各項資產之賬面值按比例分配至該單位之其他資產。

於出售相關現金產生單位或現金產生單位組別中任何現金產生單位時,商譽的應佔金額計入釐定的出售損益金額。當本集團出售現金產生單位(或現金產生單位組別中的一個現金產生單位)內的業務時,所出售商譽金額按所出售業務(或現金產生單位)與所保留現金產生單位(或現金產生單位組別)部分的相對價值計量。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

##### *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 performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract 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.

#### 3.2 主要會計政策(續)

##### *來自客戶之合約收入*

當(或於)滿足履約義務時,本集團確認收入,即於特定履約義務的相關商品或服務的「控制權」轉讓予客戶時確認。

履約義務指明確的商品或服務(或一組商品或服務)或一連串大致相同並明確的商品或服務。

控制權隨時間轉移,而倘滿足以下其中一項標準,則收入乃參照完全滿足相關履約義務的進展情況而隨時間確認:

- 隨本集團履約,客戶同時取得並耗用本集團履約所提供的利益;
- 本集團之履約創建或強化一資產,該資產於本集團履約之時即由客戶控制;或
- 本集團的履約並未產生對本集團有替代用途的資產,且本集團對迄今已完成履約之款項具有可執行之權利。

否則,收入於客戶獲得明確的商品或服務控制權的時間點確認。

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)。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

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

##### 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, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

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.

##### 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.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### 來自客戶之合約收入(續)

##### 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，即根據迄今為止轉移予客戶的貨物或服務相對於合同中承諾的剩餘貨物或服務的價值作直接計量來確認收入，最能描述本集團轉移商品或服務控制權的行為。

作為權宜方案，如果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。

##### 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之交易價。

##### 獲得合約的增量成本

取得合同的增量成本是指本集團為與客戶取得合同而發生的，如果沒有取得合同就不會發生的成本。

如果本集團預期能夠收回這些成本，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商品或服務向客戶的轉移一致的系統基準攤銷至損益。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

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

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

Revenue from sales of completed properties is recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains control of the completed property and the Group has present right to payment and collection of the consideration is probable.

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

Dividend income from investments is recognised when the owners' right to receive payment has been established.

Income from hotel operations, provision of property management services, elderly care services and logistics services are recognised as a performance obligation satisfied over time as the customers simultaneously receive and consume the benefits provided by the Group's performance as the Group performs. Regarding hotel operations, the Group generally receives an advance payment in full before it provides services or receives settlement after it provides services. For the provision of property management services and logistics services, the Group bills its customers in advance or in arrear according to the terms of the contract with customers. For elderly care services, the Group generally bills its customers in advance before it provides the relevant services to the customers.

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.

#### 3.2 主要會計政策(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

已竣工物業的銷售收入於已竣工物業轉移予客戶的時間點確認，即客戶取得已竣工物業的控制權且本集團目前擁有收款及收取對價的權利的時間點確認。

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首次確認時之賬面淨值之比率。

來自投資之股息收入於股東收取付款之權利建立時確認。

來自酒店業務、提供物業管理服務、護老服務及物流服務之收入隨時間確認為已履行之履約責任，因為客戶同時取得並耗用本集團履約所提供之利益。就酒店業務而言，本集團一般在提供服務前悉數收取預付款項或在提供服務後取得結付款項。就提供物業管理服務及物流服務而言，本集團根據客戶合約條款預先或期末向客戶發出賬單。就護老服務而言，本集團一般在向客戶提供相關服務前預先向客戶發出賬單。

來自投資物業之租金收入按直線基準於租期內入賬，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執行而確認。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

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

##### The Group's revenue and other income recognition policies (Cont'd)

Referral fee income is recognised when or as it satisfies a performance obligation by transferring promised services to the customers in an amount to which the Group expects to be entitled in exchange for those services.

Other service income is recognised over the time or at a point in time when the services are rendered in accordance with contract terms.

##### *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). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Hong Kong dollars, which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

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. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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(續)

集團以預期有權換取該等服務的金額將承諾服務轉讓予客戶，從而完成履約責任時，確認轉介費。

其他服務收入根據合約條款提供服務之時隨時間予以確認。

##### *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。就綜合財務報表而言，各公司之業績及財務狀況以本公司之功能貨幣港元呈列，而港元亦為綜合財務報表之呈列貨幣。

在編製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之匯率重新換算。當非貨幣項目的公平價值收益或虧損在損益中確認時，該收益或虧損的任何匯兌部分亦在損益中確認。當非貨幣項目的公平價值收益或虧損在其他綜合收益中確認時，該損益的任何匯兌部分亦在其他綜合收益中確認。以外幣之歷史成本計值之非貨幣項目不會重新換算。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

##### *Foreign currencies (Cont'd)*

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, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates/joint ventures.

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 period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

#### 3.2 主要會計政策(續)

##### *外幣(續)*

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，惟對於既無計劃結算且結算可能性亦不大(因此構成海外業務淨投資之一部分)之應收或應付海外業務之貨幣項目，其匯兌差額初步於其他全面收益確認，並於出售或部份出售本集團於聯營公司/合營公司之權益時由權益重新分類至損益。

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)，而收入及支出項目乃按期間之平均匯率進行換算，除非匯率於該期間出現大幅波動則作別論，於此情況下，則採用於交易當日之匯率換算。所產生之匯兌差額(如有)乃於其他全面收益確認，並於權益下以匯兌儲備累計(於適當時撥作非控股權益)。

出售海外業務時(即出售本集團於海外業務之全部權益、或出售涉及失去包括海外業務之附屬公司之控制權、或出售包括海外業務之合營安排或聯營公司之部份權益(其保留權益成為一項金融資產))，本公司股東就該業務應佔之所有於權益累計之匯兌差額乃重新分類至損益。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

##### *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.

##### *Government grants*

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

##### *Employee benefits*

The contributions to the Group's defined contribution retirement benefit plans, state-managed retirement benefit schemes, Superannuation and the Mandatory Provident Fund 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.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *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。

##### *政府補助*

政府補助於可合理確定本集團將符合有關附帶條件及將會收取有關補助時方予確認。

政府補助於本集團確認補助擬用作補償的相關成本為支出之期間,有系統地於損益確認。

有關收入之政府補助如作為已產生開支或虧損之賠償或為向本集團提供直接財務資助而應收取且不帶未來相關成本,則在其應收取期間於損益確認。有關撥款於「其他收入」項下呈列。

##### *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。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

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

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.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

The Group recognises a liability and an expense for bonuses and profit-sharing, where appropriate, based on approved formulas that take into consideration the profit attributable to the Group after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

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.

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.

#### 3.2 主要會計政策(續)

##### *僱員福利(續)*

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。

僱員應得之福利(例如工資及薪金、年假及病假)於扣除已支付之任何金額後確認為負債。

本集團按照認可計算方法就花紅及分攤溢利確認負債及開支(如適用)，該計算方法已考慮本集團應佔溢利並作出若干調整。於出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

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」)，釐訂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，以直線攤分法於歸屬期支銷，並對應增加權益(以股份支付之僱員酬金儲備)。於每個報告期末，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是於損益確認，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。

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)，乃呈列為計入非控股權益的「為僱員股份擁有計劃持有股份」。當獎授股份於歸屬期滿時轉讓予授予人，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。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

##### Taxation

Income tax expenses represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “(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 liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in associates and joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

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。遞延稅項負債一般會就所有應課稅臨時差額確認。遞延稅項資產則一般於有可能以可扣稅臨時差額抵銷之應課稅溢利之情況下，就該可抵銷部分之所有可扣稅臨時差額予以確認。若於一項交易中，因首次確認(不包括業務合併)資產及負債而引致既不影響應課稅溢利亦不影響會計溢利之臨時差額，則不會確認該等遞延稅項資產及負債。此外，若臨時差額乃源自首次確認商譽，則不會確認遞延稅項負債。

遞延稅項負債乃按於附屬公司之投資及聯營公司及合營公司之權益產生之應課稅臨時差額而確認，惟若本集團有能力控制臨時差額之撥回及臨時差額不會於可預見之未來撥回之情況除外。與有關投資及權益相關之可扣稅臨時差額產生之遞延稅項資產，僅在可能有足夠應課稅溢利以動用臨時差額利益及預期於可見將來撥回時確認。

遞延稅項資產之賬面值於報告期末作檢討，並在不再有可能會有足夠應課稅溢利收回全部或部分資產價值時作調減。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

##### Taxation (Cont'd)

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.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets 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.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

#### 3.2 主要會計政策(續)

##### 稅項(續)

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(及税法)計算。

遞延稅項負債及資產之計算結果反映本集團於報告期末預期就收回或償付資產及負債賬面值可能引致之稅務後果。

為使用公平價值模式計量之投資物業計算遞延稅項負債或遞延稅項資產時，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假設透過銷售收回全部除外。

就計量本集團確認了使用權資產及相關租賃負債的租賃交易之遞延稅項而言，本集團首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團對租賃交易整體應用香港會計準則第12號之規定。有關使用權資產及租賃負債之暫時差異按淨額估算。使用權資產的折舊超過租賃負債本金部份之租賃款項，因而產生可扣減暫時差異淨額。

倘有合法可強制執行權利將即期稅項資產及即期稅項負債抵銷，且兩者與同一稅務機構向同一應課稅實體徵收之所得稅有關，則可抵銷遞延稅項資產及負債。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

##### *Taxation (Cont'd)*

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

##### *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. Cost comprises the cost of land, development expenditure, other attributable costs and borrowing costs capitalised. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Net realisable value is determined by reference to the management estimates based on prevailing market conditions. Costs necessary to make the sale include both incremental costs and other cost necessary to sell inventories.

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.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *稅項(續)*

即期及遞延稅項於損益賬確認，惟與其他全面收益或直接於權益確認之項目相關者除外，於該情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。對業務合併進行初步會計處理中產生即期稅項或遞延稅項時，稅務影響納入業務合併會計處理。

於評估所得稅處理是否存在任何不確定性時，本集團認為相關評估稅務機關是否很可能接受單個集團實體在納稅申報表中採用或計劃採用的存在不確定性所得稅處理。若結論為可能，則主體必須基於與納稅申報表中所得稅處理相一致的方式確定即期和遞延所得稅。若結論為不太可能，則各項不確定性的影響需通過最可能發生的金額或期望值反映出來。

##### *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。成本包括土地成本、發展費用、其他應佔成本及已資本化之借貸成本。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。可變現淨值乃按管理階層根據現行市場環境而作出之估計而釐定。進行銷售所需的成本包括增量成本及銷售存貨所需的其他成本。

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(證明開始經營租賃予另外一方)，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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

##### *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. Cost comprises the consideration for acquisition of land use rights and other costs are directly attributable to bringing the leasehold land to the condition necessary for it to be capable of development of the properties. The consideration for acquisition of land use rights represent leasehold land held for future development. The costs that are directly attributable to bringing the leasehold land to the condition necessary for it to be capable of development of the properties are capitalised as costs of properties for development.

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

Freehold lands are not depreciated and are stated at the lower of cost and net realisable value.

##### *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.

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.

#### 3.2 主要會計政策(續)

##### *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。成本包含購買土地使用權之代價及使該租賃土地達到適合物業開發所需之狀態的其他直接成本。購買土地使用權之代價指持作將來發展之租賃土地。使該租賃土地達到適合物業開發所需之狀態的直接成本乃資本化為待發展物業之成本。

待發展物業攤銷乃以直線法按有關租賃期確認於損益內。

永久業權土地不會計提折舊並以成本值或可變現淨值之較低者入賬。

##### *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。於首次確認後，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。

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。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

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

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.

##### *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 are stated at cost in the consolidated statement of financial position, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation commences when the assets are ready for their intended use.

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.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *投資物業(續)*

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該資產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。

##### *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及服務或作行政用途的有形資產。物業、廠房及設備乃按成本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。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本，包括測試相關資產是否正常運作的成本，至於合資格資產，則包括根據本集團的會計政策撥充資本的借款成本。折舊於資產準備好作其擬定用途時開始。

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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

##### *Property, plant and equipment (Cont'd)*

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.

#### 3.2 主要會計政策(續)

##### *物業、廠房及設備(續)*

當本集團為物業權益付款(當中包括租賃土地和樓宇部分),整筆代價按在首次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報表呈列為「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有關重估儲備中累加。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撇銷各資產成本減其剩餘價值。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (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
Leasehold improvements	20% to 33% or over the lease term of the leasehold land, whichever is shorter
Furniture, fixtures and equipment	10% to 50%
Motor vehicles and vessels	16 <sup>2</sup> / <sub>3</sub> % to 25%

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposals or retirement is determined as the difference between the disposal proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### *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.

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

*物業、廠房及設備(續)*

折舊按以下年率計算：

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
租賃樓宇裝修	20%至33%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 <sup>2</sup> / <sub>3</sub> %至25%

估計可使用年期、殘值以及折舊方法會於每個報告期末審閱，任何估計上的改變所帶來之影響以未來適用法入賬。

物業及設備項目於出售後或預計持續使用該資產並無未來經濟利益產生時終止確認。出售或廢棄所產生的收益或虧損按出售所得款項及資產賬面值之差額計算，並於損益確認。

#### *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。

就於首次應用香港財務報告準則第16號日期或之後訂立或修改或由業務合併產生的合約而言，本集團根據香港財務報告準則第16號的定義於初始、修改日期或收購日期(如適用)評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

根據可行權宜方法，當本集團合理預期對綜合財務報表的影響與組合內單一租賃的區別不大時，具有類似特徵的租賃按組合基準入賬。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

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

##### The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

##### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of its office properties, outlets and signboards that have a lease term of twelve months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

##### Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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.

#### 3.2 主要會計政策(續)

##### *租賃(續)*

##### 本集團作為承租人

分配代價予合約組成部分

對於包含一項租賃組成部分及一項或多項額外的租賃或非租賃組成部分的合約，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合約代價分配至各個租賃組成部分，包括收購物業所有權權益的合約，其包括租賃土地及非租賃樓宇組成部分，除非有關分配無法可靠作出。

非租賃組成部分與租賃組成部分區分及應用其他適用準則入賬。

##### 短期租賃及低價值資產租賃

對於租期自開始日期起計為十二個月或以內且並無包含購買選擇權的辦公室物業、門店及招牌租賃，本集團應用短期租賃確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款按直線基準於租期內確認為費用。

##### 使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆解及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況而產生的成本估計。

除分類為投資物業及使用公平價值模型計量者外，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。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

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

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

##### Right-of-use assets (Cont'd)

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. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of inventory and 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.

##### Refundable rental deposits

Refundable rental deposits paid are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

##### Lease liabilities

At the commencement date of a lease, the Group recognises 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.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate the lease.

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

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *租賃(續)*

##### 本集團作為承租人(續)

##### 使用權資產(續)

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。除此之外，使用權資產按其估計可使用年期及租賃年期較短者，以直線法計算折舊。

本集團將不符合存貨及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。

##### 可退還租賃按金

已付可退還租賃按金根據香港財務報告準則第9號入賬，並初步按公平價值計量。於首次確認時對公平價值的調整被視為額外租賃付款，並計入使用權資產成本。

##### 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。

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；及
- 倘租期反映本集團會行使選擇權終止租賃，則計入終止租賃的罰款。

於開始日期後，租賃負債就應計利息及租賃付款作出調整。

倘出現以下情況，本集團重新計量租賃負債(並就相關使用權資產作出相應調整)：

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

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

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

##### Lease liabilities (Cont'd)

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item 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.

#### 3.2 主要會計政策(續)

##### *租賃(續)*

##### 本集團作為承租人(續)

##### 租賃負債(續)

- 租期有所變動或行使購買選擇權的評估發生變化，在該情況下，相關租賃負債於重新評估當日透過使用經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因市場租金調查下市場租金變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款重新計量。

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適當調整。

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, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (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.

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Initial direct costs (other than those incurred by manufacturer or dealer lessors) are included in the initial measurement of the net investments in the leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the 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 arise.

##### 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.

##### Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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，該項合同被歸類為融資租賃。所有其他租賃應歸類為經營租賃。

根據融資租賃應收承租人的款項於開始日期確認為應收款項，其金額等於租賃淨投資，並使用各個租賃中隱含的利率計量。初始直接成本(製造商或經銷商承租人產生者除外)包括在租賃淨投資的初始計量中。利息收入被分配至會計期間，以反映本集團有關租賃的未償還淨投資的固定定期收益率。

經營租賃的租金收入在相關租賃期限內按照直線法確認為損益。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產生時確認為收入。

##### 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。

##### 可退還租賃按金

已收可退還租賃按金根據香港財務報告準則第9號入賬，並初步按公平價值計量。於首次確認時對公平價值的調整被視為承租人的額外租賃付款。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

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

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

##### Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or an operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

##### Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

##### Intangible assets

##### (i) Club memberships

Represents the right to use the facilities of various clubs with management considering that the club memberships do not have a finite useful life.

##### (ii) Computer software

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised using the straight-line method.

##### (iii) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair value can be measured reliably. Such intangible assets are measured at their fair value at the acquisition date (which is regarded as their cost).

#### 3.2 主要會計政策(續)

##### 租賃(續)

##### 本集團作為出租人(續)

##### 轉租

當本集團為中間出租人時，其就原租約及轉租入賬為兩份獨立合約。轉租乃參考原租約之使用權資產(非參考相關資產)分類為融資或經營租賃。

##### 租賃的修改

不屬於原有條款及條件一部分的租賃合約的代價變動作為租賃修訂入賬，包括透過免租或減租所提供的租賃優惠。

本集團將經營租賃的修改作為從該修改生效日期開始的新租賃入賬，將與原租賃有關的任何預付或應計租賃付款視為新租賃的部分租賃付款。

##### 無形資產

##### (i) 會所會籍

包括使用不同會所設施之權利資格且管理層認為，會所會籍並不具有固定可使用年期。

##### (ii) 電腦軟件

購入之電腦軟件許可權按購入軟件及使其投入使用所涉及之成本進行資本化。該等成本以直線法攤銷。

##### (iii) 於業務合併中收購的無形資產

於業務合併中收購的無形資產如符合無形資產的定義及其公平價值能可靠地計量，則與商譽分開識別及確認。該無形資產按收購日期的公平價值(視為其成本)計量。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

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

##### (iv) Crypto assets

Crypto assets (sometimes referred to as 'digital currencies') such as Bitcoin, Ethereum and Litecoin have the following common characteristics:

- they are recorded on a distributive ledger that uses cryptography. Some may have limits on the maximum possible number of "coins" that can exist;
- they are decentralised, with no single party (government or otherwise) regulating their use. Although values for a crypto asset may sometimes be quoted in a particular currency, a "coin" in one country is indistinguishable from a "coin" in another; and
- there is no contract between the holder of a coin and another party and their value is supported only by the laws of supply and demand.

Crypto assets can be obtained by "mining" (use of computing power to solve the relevant algorithm) or by purchase on a peer-to-peer basis and can, if both parties agree, be exchanged for goods or services.

Subsequent to initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed on an annual basis, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite lives are carried at cost less any subsequent accumulated impairment losses and are tested for impairment annually by comparing their recoverable amount with their carrying amount.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *無形資產(續)*

##### (iv) 加密貨幣資產

比特幣、以太坊、萊特幣等加密貨幣資產(或指「數字貨幣」)具有以下共同特點:

- 彼等載於使用密碼學的分佈式賬本。有些可能對可存在「貨幣」的最大數量存在限制;
- 彼等去中心化,並無任何一方(政府或其他方)監管彼等的用途。儘管加密貨幣資產的價值有時可能以特定貨幣報價,但國家與國家間的「貨幣」無法區分;及
- 貨幣持有人與另一方並無合約,其價值僅由供求法則支持。

加密貨幣資產可通過「採礦」(使用計算能力解決相關算法)或點對點購買獲得,倘雙方同意,可交換貨品或服務。

首次確認後,有固定可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。有固定可使用年期的無形資產攤銷乃於預計可使用年期內按直線法確認。估計可使用年期及攤銷方法會每年審閱,任何估計上的改變所帶來之影響以未來適用基準入賬。無固定可使用年期的無形資產按成本減任何其後累計減值虧損列賬,並每年對可收回金額與賬面值進行比較以測試減值。

無形資產於出售時或預期使用或出售有關資產並不會帶來未來經濟利益時終止確認。終止確認無形資產所產生之收益或虧損為出售所得款項淨額與資產之賬面值之差額,並於終止確認資產時於損益確認。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (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.

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

#### 3.2 主要會計政策(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。

物業、廠房及設備、使用權資產及無形資產之可收回金額乃單個進行估計。當無法單個估計某項資產可收回金額時，本集團估算該項資產所屬現金產生單位之可收回金額。

對現金產生單位進行減值測試時，當可建立合理和一致的分配基礎時，將企業資產分配至相關現金產生單位，或另行分配至可建立合理及一致的分配基準的最小現金產生單位組別。企業資產所屬的現金產生單位或現金產生單位組別確定可收回金額，並與相關現金產生單位或現金產生組別的賬面值進行比較。

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。評估使用價值時，採用除稅前貼現率將估計未來現金流量折現至其現值，該貼現率反映目前市場對貨幣時間價值及資產(或現金產生單位)特定風險之評估，而當中並未對估計未來現金流量作出調整。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

*Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Cont'd)*

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. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of impairment loss is treated as a revaluation increase under that standard.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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(續)*

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。於分配減值虧損時,首先分配減值虧損以減少任何商譽的賬面值(如適用),然後按比例根據該單位或現金產生單位組別各資產的賬面值分配至其他資產。對於無法以合理一致的基準上分配至現金產生單位的企業資產或部分企業資產,本集團將一個現金產生單位組別的賬面值(包括分配至該現金產生單位組別的企業資產或部分企業資產的賬面值)與該現金產生單位組別的可收回金額進行比較。在分配減值虧損時,該減值虧損首先分配以減少任何商譽(如適用)的賬面值,然後根據該單位或該現金產生單位組別中每項資產的賬面值按比例分配至其他資產。資產賬面值不得減少至低於其公平價值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產之減值虧損數額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損會即時於損益確認,惟相關資產按另一準則項下的重估價值列賬除外,於有關情況下,減值虧損被視為該準則項下的重估減幅。

如其後撥回減值虧損,有關資產(或現金產生單位或現金產生單位組別)之賬面值將增加至重訂之估計可收回金額,但增加後之賬面值不得超過假若該資產(或現金產生單位或現金產生單位組別)於過往年度從未有減值虧損之賬面值。減值虧損撥回即時於損益確認,除非相關資產按根據另一準則的重估金額列賬,於此情況下,撥回減值虧損視為該準則的重估增加。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

##### *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.

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.

#### 3.2 主要會計政策(續)

##### *金融工具*

當集團實體成為文據之合約條文之訂約方時，則確認金融資產及金融負債。所有以正常方式買賣的金融資產按交易日基準確認及終止確認。以正常方式買賣指於市場規定或慣例設定之期限內進行資產交付的金融資產買賣。

金融資產及金融負債初始按公平價值計算，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，於首次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。

實際利息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(如適用)較短期間內可準確切折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)至首次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。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

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

##### 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 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.

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 applies.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *金融工具(續)*

##### 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為目的商業模式內而持有；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：

- 金融資產以銷售及收取合約現金流量為目的之商業模式內而持有；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。

所有其他金融資產其後透過損益賬按公平價值計量，惟在首次確認金融資產之日，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」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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

*Financial instruments (Cont'd)*

*Financial assets (Cont'd)*

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

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.

- (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. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

#### 3.2 主要會計政策(續)

*金融工具(續)*

*金融資產(續)*

金融資產的分類及其後計量(續)

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；
- 於首次確認時，該金融工具是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
- 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（倘若此舉可消除或顯著減少會計錯配）。

- (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，利息收入使用實際利息法確認。就金融工具，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，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。倘信貸減值金融工具的信貸風險改善，金融資產不再信貸減值，則利息收入自釐定資產不再信貸減值後的報告期初起使用實際利率按金融資產的賬面總值確認。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

*Financial instruments (Cont'd)*

*Financial assets (Cont'd)*

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

(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.

(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.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

*金融工具(續)*

*金融資產(續)*

金融資產的分類及其後計量(續)

(ii) 分類為透過其他全面收益按公平價值處理之債務證券

因使用實際利息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。

(iii) 指定為透過其他全面收益按公平價值處理之權益工具

指定為透過其他全面收益按公平價值處理之權益工具所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。

當本集團確立收取股息的權利時，該等權益工具投資的股息於損益中確認，除非股息明確代表收回部分投資成本。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

*Financial instruments (Cont'd)*

*Financial assets (Cont'd)*

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

(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 (loss) gain on financial assets and liabilities at fair value through profit or loss" line item.

- (v) Receivable from reverse repurchase agreements  
Receivable from reverse repurchase agreements arises when the securities are bought by the Group with a concurrent agreement to resell at a specified later date and price. These securities are not recognised in the Group's consolidated statement of financial position as the counterparty retains substantially all risks and returns of the securities. The amount paid by the Group is recognised as receivable. In the event of default by the counterparty, the Group has the right to sell the underlying securities for settling the outstanding receivable. Receivable from reverse repurchase agreements are initially measured at fair value and are subsequently measured at amortised cost using the effective interest method.

#### 3.2 主要會計政策(續)

*金融工具(續)*

*金融資產(續)*

金融資產的分類及其後計量(續)

- (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，並計入損益內「透過損益賬按公平價值處理之金融資產及負債(虧損)收益淨額」項目內。

- (v) 反向回購協議應收款項

反向回購協議應收款項於集團購買證券時產生，連帶同時訂立一項協議以按指定其後日期及價格轉售。該等證券並無於集團綜合財務狀況表中確認，原因是對方保留該等證券的絕大部分風險及回報。本集團支付的款項確認為應收款項。倘對方違約，本集團有權出售相關證券以結算未償還的應收款項。反向回購協議應收款項初步按公平價值計值，其後使用實際利率法按攤銷成本計值。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (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, short-term pledged bank deposits and bank balances, 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), receivable from reverse repurchase agreements 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.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within twelve months after the reporting date. 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.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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、短期抵押銀行存款及銀行結餘、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)、反向回購協議應收款項及其他項目(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,以反映信貸風險自首次確認以來的變動。

全期預期信貸虧損指於相關工具預期年內發生所有可能的違約事件而導致的預期信貸虧損。相反,12個月預期信貸虧損則指預期於結算日後十二個月內可能發生的違約事件而導致的部分全期預期信貸虧損。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,考慮到歷史信貸虧損經驗及無需過多的成本或努力即可獲得的前瞻性資料。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (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)

For all other instruments, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

#### 3.2 主要會計政策(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)

就所有其他工具，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，除非信貸風險自首次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，乃基於自首次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首次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首次確認日期出現違約的風險。作此評估時，本集團均會考慮合理可作為依據的定量及定性資料，包括過往經驗及無需過多成本或努力即可得的前瞻性資料。

尤其是，評估信貸風險是否顯著增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外界市場指標的重大惡化，例如信貸息差、債務人的信貸違約掉期價大幅增加；

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (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)
- existing or forecast adverse changes in (a) the regulatory, economic or technological environments; (b) business or financial conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
  - an actual or expected significant deterioration in the operating results of the debtor;
  - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor of the debtor result its debt obligations; or
  - financial re-organisation/restructuring entered by the debtors.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due (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 that demonstrates otherwise.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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)
- 預期將導致債務人履行其債務責任的能力大幅下降的(a)監管、經濟或技術環境；(b)業務或財務狀況的現有或預測不利變動；
  - 債務人經營業績的實際或預期重大惡化；
  - 債務人的監管、經濟或技術環境中實際或預期的重大不利變化導致債務人履行其債務責任能力大幅下降；或
  - 債務人進行財務重組／重整。

不論上述評估結果如何，本集團假設當合約付款逾期超過30日時，信貸風險已自首次確認以來顯著增加(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)，除非本集團有合理可作為依據的資料顯示並非如此則作別論。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (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. A debt instrument is determined to have low credit risk if (a) it has a low risk of default; (b) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (c) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

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.

#### 3.2 主要會計政策(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報告日確定為低，本集團假設該債務工具的信貸風險自首次確認後並無大幅增加。債務工具的信貸風險確定為低若(a)其違約風險低；(b)借款人有能力在短期內履行其合約現金流量責任以及(c)長遠經濟及業務狀況的不利變化可能但未必會減低借款人履行其合約現金流量責任的能力。若債務工具的內部或外部信貸評級根據全球理解的定義為「投資級別」，本集團認為該債務工具的信貸風險為低。

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首次確認日期。在評估自首次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。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (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. In particular, the following qualitative indicators are taken into account in determining the risk of a default occurring:

- probable bankruptcy entered by the borrowers;
- death of the debtor; and
- disappearance of active market of the collateral or repossessed properties.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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」期間的有期貨款除外)，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。具體而言，於釐定發生違約的風險時，已考慮以下定性指標：

- 借款人可能破產；
- 債務人身故；及
- 抵押品或收回物業不再有活躍市場。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (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)

##### (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 a 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.

##### (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, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss with such amounts shown within "Net impairment losses on financial instruments".

#### 3.2 主要會計政策(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)

##### (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。

##### (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（例如對手方已被清盤或進入破產程序），則本集團會撇銷金融資產的賬面總值。已撇銷的金融資產仍可能需要根據本集團的收回程序進行法律行動，惟需於適當時候聽取法律意見。撇銷構成終止確認事件。任何其後收回於損益確認，有關金額於「金融工具之減值虧損淨額」列示。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (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

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.

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.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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

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，預期信貸虧損乃根據合約應付本集團的所有合約現金流與本集團預期將收取的所有現金流量間的差額估計，並按金融資產首次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。預計損失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。

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本集團應付合約現金流與倘貸款被提取時本集團預期所收取之現金流量的差額現值。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (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 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.

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.

#### 3.2 主要會計政策(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。

為進行組合評估，本集團於制定分組時考慮到以下特點：

- 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。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (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)  
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, with the exception of term loans, trade and other receivables, loans and advances to consumer finance customers and mortgage loans where the corresponding adjustment is recognised through a loss allowance account. 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.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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)  
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，惟有期貸款、貿易及其他應收款項、消費金融客戶貸款及墊款及按揭貸款之相關調整乃透過虧損撥備賬目確認。就貸款承擔及財務擔保合約而言，虧損撥備乃確認為撥備。

就透過其他全面收益按公平價值處理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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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.

#### 3.2 主要會計政策(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。若本集團既無轉移亦無保留已轉讓資產所有權的絕大部分風險及回報，並繼續控制所轉讓資產，本集團將確認於該資產之保留權益及可能須支付之相關負債。若本集團仍保留已轉讓金融資產的所有權的絕大部分風險及回報，則將繼續確認該金融資產，並就已收所得款項確認有抵押借貸。

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首次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, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (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.

*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.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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。

當金融資產的合約條款被修訂時，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)的貼現值與原金融資產剩餘現金流量的貼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。

*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，本集團以適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、現金流量折現分析、及期權定價模式等。



### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

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

##### 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.

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *金融工具(續)*

##### 金融負債及權益工具

##### 分類為債務或權益

債項及權益工具乃根據合同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息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)持作買賣或(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：

- 該金融負債主要用於在不久期限購回；或
- 該金融負債是於首次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
- 該金融負債為衍生工具，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, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (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 other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated profits upon derecognition of the financial liability.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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首次確認時指定為透過損益賬按公平價值處理之金融負債：

- 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，除非於其他全面收益確認負債信貸風險變動的影響將造成或擴大損益的會計錯配則除外。因金融負債信貸風險而造成的公平價值變動如於其他全面收益確認，其後不會重新分類至損益，而是於終止確認金融負債時轉撥至累計溢利。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (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 and notes/paper 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.

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(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(包括銀行及其他借款、貿易及其他應付款項、欠經紀款項、欠聯營公司款項、欠合營公司款項及應付票據)其後使用實際利息法按攤銷成本計量。

##### 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
- 首次確認金額減(如適用)擔保期內累計攤銷後的金額。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

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

##### Financial liabilities and equity instruments (Cont'd)

##### Derecognition/modification 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.

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *金融工具(續)*

##### 金融負債及權益工具(續)

##### 金融負債的終止確認/修改

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。

當金融負債的合約條款被修訂時，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的重大修改。倘定性評估並無定論，則本集團認為，倘根據新條款現金流量經折貼現值(包括任何已付費用減任何已收並使用原實際利率法貼現之任何費用)與原有金融負債剩餘現金流量經貼現現值相差至少10%以上，則有關條款屬重大差別。因此，該條款修訂入賬為終止確認，任何已產生的成本或費用確認為終止確認的收益或虧損的一部分。當差別少於10%時，該交換或修訂被視為非重大修訂。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

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

##### *Financial liabilities and equity instruments (Cont'd)*

Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform

For changes in the basis for determining the contractual cash flows of a financial asset or financial liability to which the amortised cost measurement applies as a result of interest rate benchmark reform, the Group applies the practical expedient to account for these changes by updating the effective interest rate, such change in effective interest rate normally has no significant effect on the carrying amount of the relevant financial asset or financial liability.

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if and only if, both these conditions are met:

- the change is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis (i.e. the basis immediately preceding the change).

##### *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.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Repurchased shares that are not subsequently cancelled are classified as treasury shares and presented as a deduction from total equity.

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.

#### 3.2 主要會計政策(續)

##### *金融工具(續)*

##### *金融負債及權益工具(續)*

由於利率基準改革而導致釐定合約現金流量的基準變動

就由於利率基準改革而導致釐定按攤銷成本計量之金融資產或金融負債之合約現金流量的基準變動而言，本集團採用可行權宜方法，以更新實際利率將該等變動入賬。此實際利率之變動一般而言對相關金融資產或金融負債之賬面值並無顯著影響。

僅當符合下述兩個條件時，釐定合約現金流量之基準須因應利率基準改革而變動：

- 該變動是利率基準改革之直接後果；及
- 釐定合約現金流量之新基準在經濟上等同於先前基準(即緊接變動前之基準)。

##### *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。

購回本公司權益工具直接於權益確認及扣除。於購回、銷售、發行或註銷本公司權益工具時並無於損益確認盈虧。購回但其後並無註銷之股份歸類為庫存股份，入賬從總權益扣除。

派發予本公司擁有人之股息於適當的情況下獲得本公司董事或股東批准期間確認為負債。

for the year ended 31st December, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

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

##### 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 immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

##### 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.

##### *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.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *金融工具(續)*

##### 衍生金融工具

衍生工具於衍生工具合約訂立當月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即時於損益確認，除非該衍生工具被指定為有效的對沖工具則作別論，在此情況下，其在損益確認之時間將取決於對沖關係之性質。

##### 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，不會視為單獨的衍生工具。整個混合合約整體分類及其後按攤銷成本或公平價值計量(如適用)。

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。

##### *抵銷金融資產及金融負債*

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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 Significant accounting policies (Cont'd)

##### *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.

#### 3.2 主要會計政策(續)

##### *撥備及或然負債*

當本集團因過去事件導致現時有法律或推定責任，同時本集團有可能需要支付該責任，且該責任可以可靠地估計時，則對此確認為撥備。

確認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去事件引起，惟因未必有需要就結付責任而流出經濟資源或無法可靠計算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, 2022

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 3.2 Significant accounting policies (Cont'd)

##### *Cash and cash equivalents*

Cash and cash equivalents presented on the consolidated statement of financial position include: (a) cash, which comprises cash on hand, bank balances and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and (b) cash equivalents, which comprises of short-term time deposits (generally with original maturity of three months or less) that are readily convertible to a known amount of cash and which are subject to an insignificant risk changes in value for meeting short-term cash commitments. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position. Cash and cash equivalents are assessed for expected credit losses in accordance with note 3.2.

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash. Contractual restrictions affecting use of bank balances are disclosed in note 37.

截至二零二二年十二月三十一日止年度

### 3. 綜合財務報表之編製基準及主要會計政策(續)

#### 3.2 主要會計政策(續)

##### *現金及現金等價物*

於綜合財務狀況表呈列之現金及現金等價物包括：(a)現金，包括手頭現金、銀行結餘及活期存款，但不包括受監管限制以致不再符合現金定義的銀行結餘；及(b)現金等價物，包括可隨時轉換為已知金額現金且為履行短期現金承諾而價值變動風險不大的短期定期存款(通常原到期日為三個月或以下)。持有現金等價物的目的是滿足短期現金承諾，而非作投資或其他目的之用。

就綜合現金流量表而言，須按要求償還並構成本集團現金管理一部分之銀行透支乃列為現金及現金等值項目之一部分。該等透支在綜合財務狀況表中列為短期借款。現金及現金等價物根據附註3.2進行預期信貸虧損的評估。

除非有關限制導致銀行結餘不再符合現金之定義，否則本集團使用受第三方合約限制所規限之銀行結餘乃列為現金之一部分。影響銀行結餘用途之合約限制於附註37披露。



#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the management of the Group has made certain judgments 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 prolonged COVID-19 pandemic and the highly contagious Omicron variant ("the Pandemic") 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 Pandemic 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.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are set out as follows.

##### Critical judgements in applying accounting policies

The following 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

#### 4. 估計不確定因素之主要來源

應用本集團會計政策(於附註3載述),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、未來(就某些估計)的經濟及市場狀況之假設(尤其是假設因持續的新冠病毒疫情及高傳染性的奧密克戎變種病毒(「疫情」)而引致之當前市場狀況並非長期常態)而作出與會計相關之估計。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,包括但不限於因疫情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改變。此外,實際結果可能與該等估計及假設大相逕庭。

於報告期末,就有關日後及其他估計不明朗因素主要來源作出的主要假設存在重大風險,導致下個財政年度內資產及負債的賬面值出現重大調整,於下文有所述及。

##### 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)。

for the year ended 31st December, 2022

#### 4. 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 or 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 held together with its remuneration creates exposure to variability of returns from the activities of the investment funds.

As at 31st December, 2022, the management of the Group concluded that the Group had control over two (2021: two) of the investments funds and acted as agent for the remaining investment funds.

截至二零二二年十二月三十一日止年度

#### 4. 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、提供流動資本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，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或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被投資方回報的變化)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。

於二零二二年十二月三十一日，本集團管理層認為，本集團控制兩個(二零二一年：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, 2022

截至二零二二年十二月三十一日止年度

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

#### 4. 估計不確定因素之主要來源(續)

##### Critical judgements in applying accounting policies (Cont'd)

##### 應用會計政策的重要判斷(續)

###### *Deferred taxation on investment properties*

###### *投資物業之遞延稅項*

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the management of the Group have 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 have 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 as the Group is subject to income taxes and land appreciation tax on the fair value changes of the investment properties on disposal.

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。

###### *Revenue recognition from sales of properties at a point in time*

###### *於某個時間點的已竣工物業銷售之收入確認*

Under HKFRS 15, control of the asset is transferred over time when the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Significant judgment is required in determining whether the terms of the Group's contracts with customers relate to creation of an enforceable right to payment for the Group. The Group has considered the relevant local laws that apply to those relevant contracts. Based on the assessment of the Group's management, the terms of the relevant sales contracts do not create an enforceable right to payment for the Group. Accordingly, the sales of properties is considered to be performance obligation satisfied at a point in time.

根據香港財務報告準則第15號，當本集團履約時沒有創建對本集團有替代用途的資產，且本集團對迄今為止已完成的履約付款具有可執行權利時，該資產的控制權會隨著時間的推移而轉移。在確定本集團與客戶的合約是否為本集團創建可強制執行收款權利時，需要作出重大判斷。本集團已考慮適用於這些相關合約的相關當地法律。根據本集團管理層的評估，相關銷售合約的條款並未為本集團創建可強制執行的收款權利。因此，物業銷售被視為是在某個時間點履行的履約責任。

##### Key sources of estimation uncertainty

##### 估計不確定性的主要來源

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

以下是有關未來的重要假設及於結算日的其他估計不確定性的其他主要來源，可能存有一定風險可引致資產及負債的賬面值於下一財政年度發生重大調整。

for the year ended 31st December, 2022

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

##### Valuation of properties for development and inventories of properties

Properties for development of HK\$5,285.3 million (2021: HK\$5,934.6 million) are stated at cost less accumulated amortisation and any identified impairment loss (for leasehold lands) or the lower of cost and net realisable value (for freehold lands), while inventories of properties of HK\$8,308.0 million (2021: HK\$10,774.0 million) are stated at the lower of cost and net realisable value. The management determined the recoverable amounts of properties for development and the net realisable value of inventories of properties under development with reference to valuations performed by the independent and qualified professional valuers (the "Valuer"). The valuations are dependent on certain significant inputs that involve the management's judgements and estimations, including gross development value, developer's profit and discount rate. In addition, the management estimated future cost to completion of properties for development and inventories of properties under development with reference to the actual development cost of the Group's completed projects.

The management determined the net realisable value of inventories of completed properties with reference to the estimated market prices of inventories of completed properties, which takes into account a number of factors including recent market prices achieved for similar property types in the same project or by similar properties in the People's Republic of China ("PRC") and Australia.

Based on the management's assessment, the write-down of inventories of completed properties of HK\$16.6 million (2021: nil) was recognised in profit or loss for the year ended 31st December, 2022, and impairment loss on properties for development of HK\$82.3 million (2021: nil) was recognised in profit or loss for the year ended 31st December, 2022.

##### Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent and qualified professional valuers. The determination of the fair value involves certain assumptions of market conditions which are set out in note 19.

截至二零二二年十二月三十一日止年度

#### 4. 估計不確定因素之主要來源(續)

##### 待發展物業及物業存貨之估值

待發展物業5,285.3百萬港元(二零二一年:5,934.6百萬港元)以成本值扣除累計攤銷及任何已確定之減值虧損(就租賃土地)或成本值及可變現淨值之較低者(就永久業權土地)列賬,而物業存貨8,308.0百萬港元(二零二一年:10,774.0百萬港元)乃按成本及可變現淨值的較低者入賬。管理層根據獨立及合資格專業估值師(「估值師」)進行之估值,釐定待發展物業之可收回金額及發展中物業存貨之可變現淨值。估值依賴於涉及及管理層判斷及估計之若干重要參數,包括發展總值、開發商之溢利及貼現率。此外,管理層參考本集團已竣工項目之實際開發成本估計完成待發展物業及發展中物業存貨之未來成本。

管理層考慮若干因素,包括在中華人民共和國(「中國」)及澳洲之相同項目之類似物業類型或類似物業之近期價格,並參考已竣工物業存貨之估計市價來釐定已竣工物業存貨之可變現淨值。

基於管理層之評估,截至二零二二年十二月三十一日止年度,已竣工物業存貨之減值16.6百萬港元(二零二一年:無)於損益確認,截至二零二二年十二月三十一日止年度,待發展物業之減值虧損82.3百萬港元(二零二一年:無)於損益確認。

##### 投資物業的公平價值

投資物業根據獨立及合資格專業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)。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

#### 4. 估計不確定因素之主要來源(續)

##### Fair value of investment properties (Cont'd)

In relying on the valuation report, the management 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, travel restrictions implemented by many countries, 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.

As at 31st December, 2022, the carrying amount of the Group's investment properties is HK\$25,230.2 million (2021: HK\$26,468.7 million).

##### 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.

##### 投資物業的公平價值(續)

在採納估值報告時，管理層已作出其判斷並對估值方法能夠反映目前的市場狀況感到滿意。該等假設的變化(包括宏觀經濟環境變化、許多國家實施的旅遊限制、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表中所呈報的收益或虧損金額之相應調整。

於二零二二年十二月三十一日，本集團的投資物業之賬面值為25,230.2百萬港元(二零二一年：26,468.7百萬港元)。

##### 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。本集團管理層需決定公平價值計量之適當估值方法及參數。

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。倘並無第一級參數，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，為模型建立適當估值方法及參數。

本集團使用包含並非基於可觀察市場數據的參數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，涉及重要判斷的假設及主要參數(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)已被採用。

附註19及30提供有關釐定各項資產公平價值所 的估值方法、參數及主要假設的詳細資料。

for the year ended 31st December, 2022

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (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 amounts of associates

In determining the recoverable amount of APAC Resources Limited ("APAC"), a listed associate included in note 26, management used the fair value less costs of disposal based on the market value of APAC's interest in its associates plus its other assets and liabilities, and assessed if any impairment may arise.

##### Impairment allowances on loans and advances to consumer finance customers

The ECL for loans and advances to consumer finance customers is assessed individually and/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.

截至二零二二年十二月三十一日止年度

#### 4. 估計不確定因素之主要來源(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，管理層使用按亞太資源於其聯營公司之權益的市值加亞太資源其他資產及負債所得之公平價值減出售成本，及評估是否可能產生減值。

##### 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及/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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

#### 4. 估計不確定因素之主要來源(續)

##### Impairment allowances on loans and advances to consumer finance customers (Cont'd)

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 51(b). The information about the ECL and the Group's loans and advances to consumer finance customers are disclosed in note 31.

##### 消費金融客戶貸款及墊款之減值撥備(續)

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無需過多成本或努力即可獲得的合理可作依據的資料。這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51(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。

##### 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.

##### 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，計量預期信貸虧損需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。

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.

估計及假設包括：

- 選擇本集團在預期信貸虧損模式中使用的輸入數據(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。

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 51(b). The information about the ECL and the Group's mortgage loans and term loans are disclosed in notes 32 and 34.

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、擔保及抵押品價值的金額及時間。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無需過多成本或努力即可獲得的合理可作依據的資料。這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51(b)。有關預期信貸虧損及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, 2022

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

##### Estimated impairment of goodwill and intangible assets with indefinite useful lives

The Group conducts tests for impairment of goodwill and intangible assets with indefinite useful lives annually in accordance with the relevant accounting standards. Determining whether the goodwill and the intangible assets are impaired requires an estimation of the fair value less costs to sell or value in use on the basis of data available to the Group. Where future cash flows are less than expected, an impairment loss may arise. The information about the impairment testing on goodwill with indefinite useful lives are disclosed in note 25.

##### 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, 2022, 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, 2022 of HK\$520.6 million, HK\$398.3 million and HK\$7,666.4 million, respectively are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgment 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 in the current year. 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.

截至二零二二年十二月三十一日止年度

#### 4. 估計不確定因素之主要來源(續)

##### 商譽及無固定可使用年期之無形資產之估計減值

本集團根據相關會計準則，每年對商譽及無固定可使用年期之無形資產進行減值測試。在釐定商譽及無形資產是否減值時，要求根據本集團可得到之資料對公平價值減出售成本或使用價值作出估計。倘未來現金流量低於預期，則可能產生減值虧損。有關無固定可使用年期之商譽之減值測試資料於附註25披露。

##### 遞延稅項

估計因稅項虧損及其他可扣稅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利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稅臨時性差額可於未來動用，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

於二零二二年十二月三十一日，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，其於二零二二年十二月三十一日之賬面值分別為520.6百萬港元、398.3百萬港元及7,666.4百萬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技術釐定。在確定相關估值技術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，但宏觀經濟環境的不確定性導致市場波動加劇，可能令被投資方/發行人的業務進一步中斷，這會導致本年度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, 2022

截至二零二二年十二月三十一日止年度

**5. REVENUE**

Revenue represents the amounts received and receivable that are derived from the sales of completed properties, provision of consumer finance, property rental, hotel operations and property management services, provision of consultancy and other services, interest and dividend income, income from advisory services, income from term loan financing, elderly care services and logistics services. An analysis of the Group's revenue for the year is as follows:

**5. 收入**

收入代表來自已竣工物業銷售、提供消費金融、物業租賃、酒店業務及物業管理服務、提供顧問及其他服務、利息及股息收入、顧問服務收入、有期貨款融資收入、護老服務及物流服務收入已收及應收之款項。以下為本集團年度收入之分析：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	4,413.3	651.4
Hotel operations	酒店業務	105.5	25.4
Management services	管理服務	349.2	308.3
Advisory and service income, commission income and others	顧問及服務收入、 佣金收入及其他	76.5	152.3
Elderly care services	護老服務	100.9	108.5
Logistics services	物流服務	19.2	-
		<b>5,064.6</b>	1,245.9
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	3,466.7	3,504.6
Interest income received from term loans and others	來自定期貸款及 其他來源之利息收入	733.3	814.3
Property rental	物業租賃	728.3	326.8
Dividend income	股息收入	82.7	76.0
Distribution from perpetual securities	分派自永續證券	3.8	5.6
		<b>5,014.8</b>	4,727.3
		<b>10,079.4</b>	5,973.2

Revenue from contracts with customers of HK\$5,064.6 million (2021: HK\$1,245.9 million) for the year ended 31st December, 2022 comprises HK\$4,470.7 million (2021: HK\$766.0 million) recognised at a point in time and HK\$593.9 million (2021: HK\$479.9 million) recognised overtime.

截至二零二二年十二月三十一日止年度來自客戶之合約收入5,064.6百萬港元(二零二一年：1,245.9百萬港元)包括於某時間點確認之4,470.7百萬港元(二零二一年：766.0百萬港元)及隨時間確認之593.9百萬港元(二零二一年：479.9百萬港元)。

for the year ended 31st December, 2022

**5. 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

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. All contracts for the logistics services are for periods of one year or less. 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  
Variable lease payments that do not 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  
非取決於一項指標或一項  
比率的浮動租賃款項

租賃所產生的總收入

截至二零二二年十二月三十一日止年度

**5. 收入(續)**

將交易價分配至客戶合約的餘下履約責任

根據物業銷售合同分配至餘下履約責任(未履行或部分未履行)的交易價以及預計確認收入的時間如下：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	550.7	3,115.3
	-	117.8
	7,333.7	-
	<b>7,884.4</b>	<b>3,233.1</b>

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。所有物流服務合約年期為一年或以下。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不予以披露。

**租賃**

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	694.2	291.9
	34.1	34.9
	<b>728.3</b>	<b>326.8</b>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 5. REVENUE (CONT'D)

## 5. 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：

		2022 二零二二年							
		Investment and finance	Consumer finance	Property development	Property investment	Property management	Elderly care services	Corporate and other operations	Total
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Sales of completed properties	已竣工物業銷售	-	-	4,413.3	-	-	-	-	4,413.3
Hotel operations	酒店業務	-	-	-	105.5	-	-	-	105.5
Management services	管理服務	-	-	-	7.9	338.9	-	2.4	349.2
Advisory and service income, commission income and others	顧問及服務收入、佣金收入及其他	24.0	29.5	-	-	-	-	23.0	76.5
Elderly care services	護老服務	-	-	-	-	-	100.9	-	100.9
Logistics services	物流服務	-	-	-	-	-	-	19.2	19.2
Revenue from contracts with customers	來自客戶之合約收入	24.0	29.5	4,413.3	113.4	338.9	100.9	44.6	5,064.6

		2021 二零二一年							
		Investment and finance	Consumer finance	Property development	Property investment	Property management	Elderly care services	Corporate and other operations	Total
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Sales of completed properties	已竣工物業銷售	-	-	651.4	-	-	-	-	651.4
Hotel operations	酒店業務	-	-	-	25.4	-	-	-	25.4
Management services	管理服務	-	-	-	7.0	240.6	-	60.7	308.3
Advisory and service income, commission income and others	顧問及服務收入、佣金收入及其他	115.6	18.4	-	-	-	-	18.3	152.3
Elderly care services	護老服務	-	-	-	-	-	108.5	-	108.5
Revenue from contracts with customers	來自客戶之合約收入	115.6	18.4	651.4	32.4	240.6	108.5	79.0	1,245.9

for the year ended 31st December, 2022

## 6. 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.
- 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.

截至二零二二年十二月三十一日止年度

## 6. 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。
- 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, 2022

截至二零二二年十二月三十一日止年度

## 6. SEGMENTAL INFORMATION (CONT'D)

## 6. 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：

		2022 二零二二年						Total	
		Investment and finance 投資及金融	Consumer finance 消費金融	Property development 物業發展	Property investment 物業投資	Property management 物業管理	Elderly care services 護老服務	Corporate and other operations 企業及其他業務	Total 總額
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	
Segment revenue	分部收入	830.0	3,499.3	4,413.3	864.3	339.6	100.9	234.5	10,281.9
Less: inter-segment revenue	減：分部間之收入	(15.6)	-	-	(49.1)	(0.7)	-	(137.1)	(202.5)
Segment revenue from external customers	來自外部客戶之 分部收入	814.4	3,499.3	4,413.3	815.2	338.9	100.9	97.4	10,079.4
Segment results	分部業績	(1,531.9)	1,197.1	714.6	254.8	17.8	(8.9)	8.8	652.3
Finance costs	融資成本								(845.4)
Share of results of associates	應佔聯營公司業績	-	-	(2.4)	13.6	-	-	-	11.2
Share of results of associates (unallocated)	應佔聯營公司業績 (未分配)								(107.2)
Share of results of joint ventures	應佔合營公司業績	(16.8)	-	(523.5)	384.1	20.0	-	49.7	(86.5)
Loss before taxation	除稅前虧損								(375.6)
Taxation	稅項								(755.5)
Loss for the year	本年度虧損								(1,131.1)

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 6. SEGMENTAL INFORMATION (CONT'D)

## 6. 分部資料(續)

## (i) Segment revenue and results (Cont'd)

## (i) 分部收入及業績(續)

		2021 二零二一年						Corporate and other operations	Total
		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	企業及 其他業務 HK\$ Million 百萬港元	總額 HK\$ Million 百萬港元
Segment revenue	分部收入	1,043.9	3,526.2	651.4	352.4	241.8	108.5	160.6	6,084.8
Less: inter-segment revenue	減：分部間之收入	(6.9)	-	-	(24.1)	(0.6)	-	(80.0)	(111.6)
Segment revenue from external customers	來自外部客戶之 分部收入	1,037.0	3,526.2	651.4	328.3	241.2	108.5	80.6	5,973.2
Segment results	分部業績	2,758.5	1,665.4	27.3	252.7	22.2	0.5	(30.2)	4,696.4
Impairment loss on interest in an associate	於一間聯營公司之權益 之減值虧損								(4.2)
Loss on derecognition of an associate	終止確認一間聯營公司 之虧損								(9,357.7)
Gain on bargain purchase of a subsidiary	一間附屬公司議價收購 收益								13,521.8
Finance costs	融資成本								(568.7)
Share of results of associates	應佔聯營公司業績	-	-	1.7	(3.3)	-	-	-	(1.6)
Share of results of associates (unallocated)	應佔聯營公司業績 (未分配)								485.2
Share of results of joint ventures	應佔合營公司業績	(61.8)	-	(89.0)	(34.2)	2.5	-	22.4	(160.1)
Profit before taxation	除稅前溢利								8,611.1
Taxation	稅項								(633.8)
Profit for the year	本年度溢利								7,977.3

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 6. SEGMENTAL INFORMATION (CONT'D)

## 6. 分部資料(續)

## (ii) Segment assets and liabilities

## (ii) 分部資產及負債

		2022 二零二二年							
		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	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	28,518.7	13,592.5	22,632.8	25,601.9	112.8	249.8	989.5	91,698.0
Interests in associates	於聯營公司之權益	-	-	-	295.6	1,995.0	-	-	2,290.6
Unallocated interests in associates	於聯營公司之未分配權益								1,574.1
Interests in joint ventures	於合營公司之權益	355.4	-	1,541.8	9,843.1	31.0	-	320.9	12,092.2
Deferred tax assets	遞延稅項資產								616.7
Amounts due from associates	聯營公司欠款								343.5
Amounts due from joint ventures	合營公司欠款	-	-	4,534.2	6.8	1.7	-	70.4	4,613.1
Tax recoverable	可收回稅項								21.8
Total assets	資產總額								<u>113,250.0</u>
Segment liabilities	分部負債	1,024.0	7,195.9	9,192.1	297.3	37.2	182.9	354.9	18,284.3
Amounts due to associates	欠聯營公司款項	-	-	-	0.4	-	-	-	0.4
Unallocated amounts due to associates	未分配欠聯營公司款項								208.7
Amounts due to joint ventures	欠合營公司款項	-	-	211.1	242.8	0.1	-	135.3	589.3
Tax payable	應付稅項								2,203.9
Unallocated bank and other borrowings	未分配銀行及其他借貸								10,767.7
Notes/paper payable	應付票據								6,578.1
Deferred tax liabilities	遞延稅項負債								6,410.9
Total liabilities	負債總額								<u>45,043.3</u>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 6. SEGMENTAL INFORMATION (CONT'D)

## 6. 分部資料(續)

## (ii) Segment assets and liabilities (Cont'd)

## (ii) 分部資產及負債(續)

		2021 二零二一年						Corporate and other operations	Total
		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	企業及 其他業務 HK\$ Million 百萬港元	總額 HK\$ Million 百萬港元
Segment assets	分部資產	34,054.6	14,584.3	20,778.7	26,226.0	94.9	235.6	1,294.1	97,268.2
Interests in associates	於聯營公司之權益	-	-	322.6	2,147.5	-	-	-	2,470.1
Unallocated interests in associates	於聯營公司之未分配 權益								1,828.2
Interests in joint ventures	於合營公司之權益	411.8	-	2,919.2	9,025.9	41.6	-	278.7	12,677.2
Deferred tax assets	遞延稅項資產								687.5
Amounts due from associates	聯營公司欠款								407.2
Amounts due from joint ventures	合營公司欠款	-	-	4,811.4	5.7	1.6	-	85.0	4,903.7
Tax recoverable	可收回稅項								58.7
Tax reserve certificates	儲稅券								7.1
Total assets	資產總額								<u>120,307.9</u>
Segment liabilities	分部負債	1,257.3	7,504.2	4,407.5	311.2	31.9	176.2	450.6	14,138.9
Amounts due to associates	欠聯營公司款項	-	-	-	1.4	-	-	220.3	221.7
Unallocated amounts due to associates	未分配欠聯營公司 款項								5.7
Amounts due to joint ventures	欠合營公司款項	-	-	650.6	0.5	0.1	-	164.8	816.0
Tax payable	應付稅項								2,118.1
Unallocated bank and other borrowings	未分配銀行及 其他借貸								12,051.3
Notes/paper payable	應付票據								9,866.3
Deferred tax liabilities	遞延稅項負債								7,242.0
Total liabilities	負債總額								<u>46,460.0</u>



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 6. SEGMENTAL INFORMATION (CONT'D)

## 6. 分部資料(續)

(iii) The geographical information of revenue and non-current assets are disclosed as follows:

(iii) 收入及非流動資產之地域資料披露如下：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
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	4,036.2	4,212.2
PRC	中國	5,995.1	1,741.7
United Kingdom ("UK")	英國(「英國」)	38.4	17.8
Australia	澳洲	9.7	1.5
		<b>10,079.4</b>	<b>5,973.2</b>

No revenue arising from transactions with a single external customer amounted to 10% or more of the Group's revenue for the year.

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。

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
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	18,750.5	19,327.5
PRC	中國	29,177.5	30,889.9
UK	英國	1,095.6	1,167.8
Australia	澳洲	110.4	327.1
Others	其他	385.1	400.3
		<b>49,519.1</b>	<b>52,112.6</b>



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 7. CHANGES IN VALUES OF PROPERTIES

## 7. 物業價值變動

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Changes in values of properties comprise: 物業價值變動包括：		
Net (decrease) increase in fair value of investment properties 投資物業之公平價值(減少)增加淨額	(250.2)	75.8
Impairment loss reversed for hotel property 撥回酒店物業之減值虧損	6.8	6.8
Impairment loss recognised for leasehold land and buildings 確認租賃土地及樓宇之減值虧損	(2.8)	(7.8)
Fair value (loss) 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(虧損)收益	(1.9)	6.4
Impairment loss on properties for development 待發展物業之減值虧損	(82.3)	-
	<b>(330.4)</b>	<b>81.2</b>

## 8. NET (LOSS) GAIN ON FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

## 8. 透過損益賬按公平價值處理之金融資產及負債(虧損)收益淨額

The following is an analysis of the net (loss) gain 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(虧損)收益淨額分析如下：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Net realised and unrealised (loss) gain on financial assets and liabilities 金融資產及負債已變現及未變現(虧損)收益淨額		
Held for trading 持作交易用途	138.0	608.6
At FVTPL 透過損益賬按公平價值處理	(1,918.5)	1,890.3
	<b>(1,780.5)</b>	<b>2,498.9</b>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 9. NET IMPAIRMENT LOSSES ON FINANCIAL ASSETS

## 9. 金融資產之減值虧損淨額

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	928.0	751.0
Recoveries of amounts previously written off	已收回先前撇銷的款項	(224.9)	(243.5)
		<b>703.1</b>	507.5
Mortgage loans	按揭貸款		
Net (reversal) recognition of impairment losses	減值虧損(撥回)確認淨額	(9.1)	10.0
Term loans	有期貸款		
Net impairment losses	減值虧損淨額	97.8	125.4
Amounts due from associates	聯營公司欠款		
Net (reversal) recognition of impairment losses	減值虧損(撥回)確認淨額	(6.9)	10.8
Trade and other receivables	貿易及其他應收款項		
Net impairment losses	減值虧損淨額	44.1	15.4
Financial assets at FVTOCI	透過其他全面收益按公平價值處理之金融資產		
Net impairment losses	減值虧損淨額	13.3	15.0
		<b>842.3</b>	684.1

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS****10. 董事、僱員及高級管理層酬金**

(a) The emoluments paid or payable to each of the nine (2021: nine) directors were as follows:

(a) 已付或應付九名(二零二一年:九名)董事之酬金如下:

		2022 二零二二年				
		Salaries/ service fees and other benefits	Bonus payments	Retirement benefits scheme contributions	Total	
Director's fee	薪金/ 服務費及 其他福利	(Note)	退休福利 計劃供款	Total		
HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million		
百萬港元	百萬港元	百萬港元	百萬港元	百萬港元		
<b>EXECUTIVE DIRECTORS</b>	<b>執行董事</b>					
Lee Seng Hui (Chief Executive)	李成輝(行政總裁)	0.01	8.70	67.41	0.19	76.31
Edwin Lo King Yau	勞景祐	0.02	2.46	8.46	0.11	11.05
Mak Pak Hung	麥伯雄	-	3.02	1.45	-	4.47
Sub-total	小計	0.03	14.18	77.32	0.30	91.83
<b>NON-EXECUTIVE DIRECTORS</b>	<b>非執行董事</b>					
Arthur George Dew (Chairman)	狄亞法(主席)	-	2.24	1.92	0.02	4.18
Lee Su Hwei	李淑慧	-	-	-	-	-
Sub-total	小計	-	2.24	1.92	0.02	4.18
<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	0.02	0.30	-	-	0.32
Kelvin Chau Kwok Wing	周國榮	-	0.12	-	-	0.12
Subtotal	小計	0.02	1.50	-	-	1.52
Total	總額	0.05	17.92	79.24	0.32	97.53

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)****10. 董事、僱員及高級管理層酬金(續)**(a) **The emoluments paid or payable to each of the nine (2021: nine) directors were as follows: (Cont'd)**(a) **已付或應付九名(二零二一年: 九名)董事之酬金如下: (續)**

		2021 二零二一年				
		Salaries/ service fees and other benefits	Bonus payments (Note)	Retirement benefits scheme contributions	Total	
Directors' fee	薪金/ 服務費及 其他福利	花紅(註解)	退休福利 計劃供款	總計		
HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million		
百萬港元	百萬港元	百萬港元	百萬港元	百萬港元		
<b>EXECUTIVE DIRECTORS</b>	<b>執行董事</b>					
Lee Seng Hui (Chief Executive)	李成輝(行政總裁)	–	8.66	67.40	0.19	76.25
Edwin Lo King Yau	勞景祐	–	2.31	8.69	0.11	11.11
Mak Pak Hung	麥伯雄	–	2.88	1.45	–	4.33
Sub-total	小計	–	13.85	77.54	0.30	91.69
<b>NON-EXECUTIVE DIRECTORS</b>	<b>非執行董事</b>					
Arthur George Dew (Chairman)	狄亞法(主席)	0.04	2.02	2.67	–	4.73
Lee Su Hwei	李淑慧	–	–	–	–	–
Sub-total	小計	0.04	2.02	2.67	–	4.73
<b>INDEPENDENT NON-EXECUTIVE DIRECTORS</b>	<b>獨立 非執行董事</b>					
Alan Stephen Jones	Alan Stephen Jones	–	0.64	–	–	0.64
David Craig Bartlett	白禮德	–	0.41	–	–	0.41
Lisa Yang Lai Sum	楊麗琛	–	0.15	–	–	0.15
Kelvin Chau Kwok Wing	周國榮	–	0.11	–	–	0.11
Subtotal	小計	–	1.31	–	–	1.31
Total	總額	0.04	17.18	80.21	0.30	97.73

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, 2022

截至二零二二年十二月三十一日止年度

## 10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)

## 10. 董事、僱員及高級管理層酬金(續)

### (a) The emoluments paid or payable to each of the nine (2021: nine) 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 2022. 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\$34.34 million (2021: HK\$34.32 million) and HK\$6.62 million (2021: HK\$6.66 million) respectively that have been included in the 2022 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 2022 annual report the HK\$34.34 million (2021: HK\$34.32 million) and HK\$6.62 million (2021: HK\$6.66 million) as part of the emoluments of Mr. Lee and Mr. Lo respectively.

### (a) 已付或應付九名(二零二一年：九名)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二零二二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34.34百萬港元(二零二一年：34.32百萬港元)及6.62百萬港元(二零二一年：6.66百萬港元)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二零二二年管理費內，天安已將該34.34百萬港元(二零二一年：34.32百萬港元)及6.62百萬港元(二零二一年：6.66百萬港元)之款項分別作為李先生及勞先生酬金之一部分披露於其二零二二年年報內。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)****10. 董事、僱員及高級管理層酬金(續)****(b) Employees' emoluments**

The five highest paid individuals included two (2021: two) of the directors, details of whose emoluments are set out in 10(a) above. The combined emoluments of the remaining three (2021: three) individuals are as follows:

Salaries and other benefits	薪金及其他福利
Bonus payments	花紅
Retirement benefit scheme contributions	退休福利計劃供款

The emoluments of the above employees who were not directors of the Company, were within the following bands:

HK\$6,500,001 – HK\$7,000,000	6,500,001港元 – 7,000,000港元
HK\$7,500,001 – HK\$8,000,000	7,500,001港元 – 8,000,000港元
HK\$16,000,001 – HK\$16,500,000	16,000,001港元 – 16,500,000港元
HK\$25,000,001 – HK\$25,500,000	25,000,001港元 – 25,500,000港元
HK\$25,500,001 – HK\$26,000,000	25,500,001港元 – 26,000,000港元
HK\$75,500,001 – HK\$76,000,000	75,500,001港元 – 76,000,000港元

During 2022 and 2021, 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.

**(b) 僱員酬金**

五名最高薪酬之人士包括兩名(二零二一年: 兩名)董事, 其酬金詳情載於上文附註10(a)。其餘三名(二零二一年: 三名)人士之酬金綜合如下:

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	29.7	27.8
	16.8	79.9
	1.8	1.3
	<b>48.3</b>	<b>109.0</b>

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	
	2022 二零二二年	2021 二零二一年
	1	–
	–	1
	1	–
	1	–
	–	1
	–	1
	<b>3</b>	<b>3</b>

於二零二二年及二零二一年, 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, 2022

截至二零二二年十二月三十一日止年度

**10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)****10. 董事、僱員及高級管理層酬金(續)****(c) Senior management's emoluments**

Of the senior management of the Group, nine (2021: nine) were the directors of the Company whose emoluments are included in the disclosure above. The combined emoluments of the remaining two (2021: three) individuals are as follows:

Salaries and other benefits	薪金及其他福利
Bonus payments	花紅
Retirement benefit 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:

Under HK\$1,000,000	1,000,000港元以下
HK\$1,000,001 – HK\$1,500,000	1,000,001港元–1,500,000港元
HK\$1,500,001 – HK\$2,000,000	1,500,001港元–2,000,000港元
HK\$6,000,001 – HK\$6,500,000	6,000,001港元–6,500,000港元
HK\$6,500,001 – HK\$7,000,000	6,500,001港元–7,000,000港元

**(c) 高級管理層酬金**

本集團九名(二零二一年:九名)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(二零二一年:三名)個別人士的酬金綜合如下:

2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
4.4	4.2
3.8	3.6
0.2	0.2
<b>8.4</b>	<b>8.0</b>

上述高級管理層並非本公司之董事,彼之酬金介乎以下範圍:

Number of employees 僱員人數	
2022 二零二二年	2021 二零二一年
-	1
-	1
1	-
-	1
1	-
<b>2</b>	<b>3</b>

for the year ended 31st December, 2022

## 11. INFORMATION ABOUT MATERIAL INTERESTS OF DIRECTORS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

As disclosed in the announcement of the Company dated 20th April, 2020, the circular of the Company dated 8th June, 2020 and the scheme document dated 19th June, 2020, a facility agreement dated 9th April, 2020 (the "Facility Agreement") was entered into between Mr. Lee (the Chief Executive and an Executive Director of the Company), as lender and Sunhill Investments Limited ("Sunhill", a direct wholly-owned subsidiary of the Company) as borrower, pursuant to which an unsecured and interest-free one-year term loan facility of up to HK\$250.0 million was granted by Mr. Lee to Sunhill for the exclusive purpose of partially financing the scheme consideration payable by Sunhill under the proposal for the privatisation of Allied Properties (H.K.) Limited by way of a scheme of arrangement under section 673 of the Companies Ordinance ("Loan"). Two supplemental agreements were entered into by Mr. Lee and Sunhill subsequently for the extension of the repayment date of the Loan. The Loan was fully repaid during the year.

Save for the Facility Agreement disclosed above, no other 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.

截至二零二二年十二月三十一日止年度

## 11. 關於董事於交易、安排或合約中的重大權益的資料

誠如本公司日期為二零二零年四月二十日之公佈、本公司日期為二零二零年六月八日之通函及日期為二零二零年六月十九日之計劃文件所披露，李先生(本公司行政總裁兼執行董事)，作為貸款人與陽山投資有限公司(「陽山」，本公司直接全資附屬公司)(作為借款人)訂立日期為二零二零年四月九日之融資協議(「融資協議」)，據此，李先生向陽山授出為期一年之無抵押及免息貸款融資最多達250.0百萬港元，其唯一目的為根據公司條例第673條以協議安排方式私有化聯合地產(香港)有限公司之建議項下陽山應付之計劃代價提供部分資金(「該貸款」)。李先生與陽山其後訂立兩份補充協議，延長該貸款的償還日期。貸款已於年內全數償還。

除上文所披露之該等融資協議外，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任何重要交易、安排或合約。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 12. LOSS ON DERECOGNITION OF AN ASSOCIATE

TACI made a series of repurchases of its shares of an aggregate of 34,530,000 shares between 13th July, 2021 and 19th October, 2021 (“Share Repurchase”). Upon the cancellation of the repurchased shares by TACI, the deemed shareholding interest in TACI held by the Group increased from approximately 48.86% immediately before the Share Repurchase to approximately 50.01% on 22nd October, 2021 (“Acquisition Date”). Accordingly, TACI was no longer an associate of the Company and instead became an indirect non wholly-owned subsidiary of the Company.

Immediately before the Acquisition Date, the fair value of the shares in TACI held by the Group was HK\$3,336.4 million and the carrying value of interest in TACI held by the Group as an associate was HK\$12,686.5 million. Accordingly, for the year ended 31st December, 2021, a loss of HK\$9,357.7 million was recognised for the derecognition of TACI as an associate of the Company, which included release of the Group’s share of TACI’s translation reserve and capital and other reserves of net amount of HK\$7.6 million.

## 13. GAIN ON BARGAIN PURCHASE OF A SUBSIDIARY

As set out in note 12, due to the Share Repurchase, TACI was no longer an associate of the Company and instead, became an indirect non wholly-owned subsidiary of the Company on the Acquisition Date.

TACI is a listed company in Hong Kong and its principal business activity is investment holding. TACI and its subsidiaries are engaged principally in the development of apartments, villas, office buildings and commercial properties, property investment and property management on the mainland in the PRC, as well as property investment and property management in Hong Kong.

The deemed acquisition of TACI as an indirect non wholly-owned subsidiary of the Company (“Deemed Acquisition”) has been accounted for as acquisition of business, using acquisition accounting. After re-assessment by the management of the 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 of TACI was HK\$13,521.8 million for the year ended 31st December, 2021.

## 12. 終止確認一間聯營公司之虧損

天安於二零二一年七月十三日至二零二一年十月十九日期間進行了一系列合共34,530,000股股份的股份購回(「股份購回」)。於天安註銷其購回之股份後，本集團被視為於天安之持股權益由股份購回前約48.86%增加至二零二一年十月二十二日(「收購日期」)約50.01%。因此，天安不再為本公司之聯營公司，並成為本公司之間接非全資附屬公司。

緊接收購日期前，本集團持有的天安股份的公平價值為3,336.4百萬港元，而本集團持有作為聯營公司的天安權益的賬面值為12,686.5百萬港元。因此，截至二零二一年十二月三十一日止年度，就終止確認天安為本公司的聯營公司確認9,357.7百萬港元的虧損，其中包括撥回本集團應佔天安之匯兌儲備以及資本及其他儲備，淨額為7.6百萬港元。

## 13. 一間附屬公司議價收購收益

誠如附註12所述，由於股份購回，天安於收購日期不再為本公司之聯營公司，並成為本公司之間接非全資附屬公司。

天安為香港上市公司及其主要業務為投資控股。天安及其附屬公司主要從事在中國內地開發住宅、別墅、辦公樓及商用物業、物業投資及物業管理，以及在香港之物業投資及物業管理。

視作收購天安為本公司間接非全資附屬公司(「視作收購」)已使用收購處理入賬為業務收購。經本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。截至二零二一年十二月三十一日止年度，來自收購天安所產生的議價收購收益的金額為13,521.8百萬港元。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**13. GAIN ON BARGAIN PURCHASE OF A SUBSIDIARY (CONT'D)****13. 一間附屬公司議價收購收益(續)**

The fair values of the net assets acquired in the Deemed Acquisition are as follows:

就視作收購事項收購的資產淨值之公平價值如下：

	HK\$ Million 百萬港元
<b>Net assets acquired:</b>	
Investment properties	16,460.4
Property, plant and equipment	385.9
Properties for development	5,897.9
Deposits for acquisition of properties for development	192.8
Other assets – properties interests	58.3
Right-of-use assets	254.6
Intangible assets	4.3
Interests in associates	2,876.1
Interests in joint ventures	9,711.4
Financial assets at fair value through other comprehensive income	243.7
Amounts due from joint ventures	3,871.6
Deferred tax assets	95.6
Financial assets at fair value through profit or loss	666.2
Term loans	1,062.7
Trade receivables, prepayments and other receivables	934.7
Other inventories	5.5
Inventories of properties under development	6,767.9
Inventories of properties completed	3,902.4
Amounts due from brokers	27.5
Tax recoverable	47.6
Short-term pledged bank deposits and bank balances	0.7
Bank deposits	729.2
Cash and cash equivalents	3,758.4
Trade payables, other payables and accruals	(2,065.9)
Amount due to a holding company	(23.3)
Amount due to a fellow subsidiary	(102.0)
Contract liabilities	(3,255.8)
Amounts due to associates	(274.6)
Amounts due to joint ventures	(1,775.4)
Amounts due to non-controlling interests	(0.2)
Tax payable	(1,807.9)
Bank and other borrowings	(6,500.1)
Deferred rental income from a tenant	(1.4)
Rental deposits from tenants	(27.4)
Deferred tax liabilities	(7,066.2)
	<u>35,055.2</u>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**13. GAIN ON BARGAIN PURCHASE OF A SUBSIDIARY (CONT'D)****13. 一間附屬公司議價收購收益(續)**

		2021 二零二一年 HK\$ Million 百萬港元
Gain on bargain purchase arising from Deemed Acquisition of a subsidiary:	視作收購一間附屬公司產生之議價收購收益：	
Net assets acquired	收購的資產淨值	35,055.2
Less: Fair value of previously held interests in an associate	減：先前所持一間聯營公司權益的公平價值	(3,336.4)
Less: Non-controlling interests	減：非控股權益	(18,197.0)
		<u>13,521.8</u>
Gain on bargain purchase of a subsidiary	一間附屬公司議價收購收益	<u>13,521.8</u>
Net cash inflow arising from acquisition:	收購產生之現金流入淨額：	
Cash and cash equivalents acquired	所收購現金及現金等價物	<u>3,758.4</u>

The trade and other receivables and term loans acquired with a fair value of HK\$467.4 million and HK\$1,062.7 million at the date of acquisition had gross contractual amounts of HK\$467.4 million and HK\$1,062.7 million respectively.

所收購的貿易及其他應收款項及有期貨款於收購日期的公平價值分別為467.4百萬港元及1,062.7百萬港元，而總合約金額分別為467.4百萬港元及1,062.7百萬港元。

The non-controlling interests in TACI recognised at the acquisition date was measured by reference to 49.99% of the fair value of net identifiable assets of TACI as at 22nd October, 2021.

於收購日期確認的天安的非控股權益乃參考天安於二零二一年十月二十二日的可識別資產淨值的公平價值的49.99%計量。

If the above acquisition had been completed on 1st January, 2021, total Group's revenue for the year 31st December, 2021 would have been HK\$7,957.1 million, and profit for the year ended 31st December, 2021 would have been HK\$8,476.4 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, 2021, nor is it intended to be a projection of future results.

若收購於二零二一年一月一日完成，本集團截至二零二一年十二月三十一日止年度之總收入為7,957.1百萬港元，以及截至二零二一年十二月三十一日止年度之溢利為8,476.4百萬港元。備考資料僅為說明用途，以及並非表示若收購於二零二一年一月一日完成，本集團的營運收入及業績實際會實現，或意圖用於預測未來業績。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 14. FINANCE COSTS

## 14. 融資成本

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	805.8	368.7
Notes/paper payable	應付票據	479.2	433.8
		<b>1,285.0</b>	802.5
Interest expense of lease liabilities	租賃負債利息費用	13.4	12.0
		<b>1,298.4</b>	814.5
Less: amount capitalised on properties under development	減：資本化於發展中物業之金額	(126.8)	(40.3)
		<b>1,171.6</b>	774.2
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	326.2	205.5
	融資成本	845.4	568.7
		<b>1,171.6</b>	774.2

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, 2022

截至二零二二年十二月三十一日止年度

## 15. (LOSS) PROFIT BEFORE TAXATION

## 15. 除稅前(虧損)溢利

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	核數師薪酬	16.5	14.1
Amortisation of intangible assets	無形資產攤銷		
– computer software	– 電腦軟件	3.1	3.2
Amortisation of properties for development	待發展物業攤銷	18.3	2.9
Cost of inventories recognised as expenses	存貨之成本作費用處理	2,591.4	256.6
Depreciation of other assets	其他資產		
– properties interests	– 物業權益折舊	0.5	0.1
Depreciation of property, plant and equipment	物業、廠房及設備折舊	110.4	73.1
Less: amount capitalised in properties under development	減：資本化於發展中物業之金額	(1.5)	(0.2)
		108.9	72.9
Depreciation of right-of-use assets	使用權資產折舊	179.9	150.9
Less: amount capitalised in properties under development	減：資本化於發展中物業之金額	(0.2)	–
		179.7	150.9
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	11.9	15.5
Impairment loss on interest 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)	–	4.2
Loss on deemed disposal of associates (included in other operating expenses)	視作出售聯營公司之虧損(計入其他經營費用)	0.6	2.0
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)	16.6	–
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	0.5	0.9
Net loss on disposal/write-off of intangible assets	出售/撇銷無形資產之虧損淨額	1.5	–
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)	11.5	28.5
Retirement benefit scheme contributions	退休福利計劃供款	99.5	73.8
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)	1,180.1	1,235.4
Less: amount capitalised in properties under development	減：資本化於發展中物業之金額	(55.3)	(10.5)
Total staff costs	員工費用總額	1,224.3	1,298.7
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)	1.3	1.7

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 15. (LOSS) PROFIT BEFORE TAXATION (CONT'D)

## 15. 除稅前(虧損)溢利(續)

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
and after crediting:	並已計入：		
Compensation income for late payment of profit forwent by a joint venture partner	一間合營公司夥伴放棄溢利逾期支付之補償收入	82.8	-
Dividend income from listed equity securities	上市股本證券股息收入	70.2	58.5
Dividend income from unlisted equity securities	非上市股本證券股息收入	12.5	17.5
Gain on repurchase of notes	購回票據收益	46.3	-
Net realised gain on disposal of an associate (included in other income)	出售一間聯營公司之已變現收益淨額(計入其他收入)	-	13.0
Gain on disposal of investments (included in other income)	出售投資收益(計入其他收入)	-	61.4
Government grants on Employment Support Scheme (included in other income)	保就業計劃的政府補助(計入其他收入)	27.2	-
Other government grants (included in other income)	其他政府補助(計入其他收入)	2.5	-
Rental income from investment properties under operating leases, net of outgoings of HK\$173.5 million (2021: HK\$78.2 million)	經營租約投資物業之租金收入，扣除支出173.5百萬港元(二零二一年：78.2百萬港元)	554.0	247.6
Change in net assets attributable to other holders of consolidated structured entities (included in other income)	綜合架構實體其他股東應佔資產淨值變動(計入其他收入)	4.1	1.1



## 16. TAXATION

## 16. 稅項

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	228.2	244.2
PRC	中國	373.3	96.1
Other jurisdictions	其他司法地區	1.6	-
LAT	土地增值稅	388.3	113.7
		<b>991.4</b>	454.0
Under provision in prior years	過往年度撥備不足	47.6	14.6
		<b>1,039.0</b>	468.6
Deferred tax	遞延稅項	<b>(283.5)</b>	165.2
		<b>755.5</b>	633.8

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%.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2021: 25%).

Overseas tax is charged at the appropriate current rates of taxation ruling in the relevant countries.

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.

根據香港利得稅兩級利得稅制度，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。不符合兩級利得稅稅率制度的集團實體的溢利將繼續按16.5%的統一稅率徵稅。

根據中國企業所得稅法(「企業所得稅法」)和企業所得稅法實施條例，中國附屬公司的稅率為25%(二零二一年：25%)。

海外稅項是按有關國家現行的適當稅率徵收。

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。

for the year ended 31st December, 2022

## 16. TAXATION (CONT'D)

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 charge of HK\$26.2 million and HK\$51.5 million on the undistributed earnings have been recognised in the consolidated statement of profit or loss for the years ended 31st December, 2022 and 2021 respectively.

截至二零二二年十二月三十一日止年度

## 16. 稅項(續)

根據財政部及國家稅務總局的聯合通知—財稅2008第1號，自二零零八年一月一日起將於中國註冊成立的附屬公司產生的盈利作為股息分派予「非居民」投資者須繳納中國企業所得稅，並根據外商投資企業和外國企業所得稅法第3及27條以及外商投資企業和外國企業所得稅法實施細則第91條由中國實體預扣稅款。截至二零二二年及二零二一年十二月三十一日止年度已分別於綜合損益表就未分派盈利確認遞延稅項支出26.2百萬港元及51.5百萬港元。

for the year ended 31st December, 2022

截至二零二二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：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
(Loss) profit before taxation	除稅前(虧損)溢利	(375.6)	8,611.1
Less: Share of results of associates	減：應佔聯營公司業績	96.0	(483.6)
Share of results of joint ventures	應佔合營公司業績	86.5	160.1
(Loss) profit attributable to the Company and its subsidiaries	本公司及其附屬公司應佔(虧損)溢利	(193.1)	8,287.6
Tax (credit) charge at Hong Kong Profits Tax rate of 16.5% (2021: 16.5%)	以香港利得稅稅率16.5% (二零二一年：16.5%) 計算之稅項(抵免)支出	(31.9)	1,367.5
Countries subject to different tax rates	面對不同稅率之國家	229.4	99.8
Tax effect of expenses that are not deductible for tax purposes	不可用作扣稅支出之稅項影響	209.3	1,830.9
Tax effect of income that is not taxable for tax purposes	毋須課稅收入之稅項影響	(248.7)	(2,927.4)
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暫時性差異之稅項影響	411.4	97.1
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暫時性差異之稅項影響	(55.5)	(37.3)
Reversal of estimated tax losses previously recognised (Note)	轉回先前確認之估計稅項虧損(註解)	17.0	78.2
Withholding tax on undistributed earnings	未分派盈利之預提稅	26.2	51.5
Effect of LAT	土地增值稅之影響	149.1	57.9
Under provision in prior years	過往年度撥備不足	47.6	14.6
Others	其他	1.6	1.0
Taxation for the year	本年度稅項	755.5	633.8

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除短暫差額(已計及未來五年預計可動用可扣除短暫差額的應課稅溢利)，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損。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**17. (LOSS) EARNINGS PER SHARE**

The calculation of basic and diluted (loss) earnings per share attributable to owners of the Company is based on the following information:

**17. 每股(虧損)盈利**

本公司股東應佔每股基本及攤薄(虧損)盈利乃根據以下資料計算：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
<u>(Loss) earnings</u>	<u>(虧損)盈利</u>		
(Loss) earnings for the purpose of basic (loss) earnings per share ((loss) profit attributable to owners of the Company)	就計算每股基本(虧損)盈利之(虧損)盈利(本公司股東應佔(虧損)溢利)	(1,220.5)	6,688.9
Adjustments to profit 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溢利作出調整(註解)	-	(3.4)
(Loss) earnings for the purpose of diluted (loss) earnings per share	就計算每股攤薄(虧損)盈利之(虧損)盈利	<b>(1,220.5)</b>	<b>6,685.5</b>
		<b>Million shares</b> 百萬股	Million shares 百萬股
<u>Number of shares</u>	<u>股份數目</u>		
Weighted average number of shares in issue for the purpose of basic and diluted (loss) earnings per share	就計算每股基本及攤薄(虧損)盈利之已發行股份加權平均數	<b>3,514.1</b>	<b>3,515.1</b>

Note: During the year ended 31st December, 2022, the loss for the purpose of calculating diluted loss per share has not adjusted for the effect under the employee ownership scheme of a subsidiary as it is anti-dilutive.

註解：截至二零二二年十二月三十一日止年度內，因一間附屬公司之僱員股份擁有計劃之調整具反攤薄作用，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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 18. DIVIDEND

## 18. 股息

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Dividend paid and declared	已付及宣派股息		
Interim dividend paid of HK0.75 cents (2021: HK0.75 cents) per share	已付中期股息每股0.75港仙 (二零二一年：0.75港仙)	26.4	26.4
Second interim dividend (in lieu of a final dividend) of HK11.75 cents per share declared subsequent to the end of the reporting period (2021: second interim dividend (in lieu of a final dividend) of HK12.50 cents per share)	於報告期末後宣派之第二次中期股息(代替末期股息)每股11.75港仙 (二零二一年：第二次中期股息(代替末期股息)每股12.50港仙)	412.9	439.4
		<b>439.3</b>	<b>465.8</b>
Dividend recognised as distribution during the year	年內確認分派之股息		
2021 second interim dividend (in lieu of a final dividend) of HK12.50 cents (2021: 2020 second interim dividend (in lieu of a final dividend) of HK11.75 cents) per share	二零二一年第二次中期股息(代替末期股息)每股12.50港仙 (二零二一年：二零二零年第二次中期股息(代替末期股息)每股11.75港仙)	439.2	413.0
2022 interim dividend of HK0.75 cents (2021: HK0.75 cents) per share	二零二二年中期股息每股0.75港仙 (二零二一年：0.75港仙)	26.4	26.4
		<b>465.6</b>	<b>439.4</b>

Subsequent to the end of the reporting period, the second interim dividend (in lieu of a final dividend) of HK11.75 cents (2021: HK12.50 cents) per share amounting to a total of approximately HK\$412.9 million (2021: approximately HK\$439.4 million) in respect of the financial year ended 31st December, 2022 has been declared by the Board.

於報告期末後，董事會宣佈派發截至二零二二年十二月三十一日止財政年度之第二次中期股息(代替末期股息)每股11.75港仙(二零二一年：12.50港仙)合共約412.9百萬港元(二零二一年：約439.4百萬港元)。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 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	United States of America ("USA") 美國 (「美國」) HK\$ Million 百萬港元	UK 英國 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, 2021	於二零二一年一月一日	9,258.0	45.5	272.5	213.1	9,789.1
Exchange adjustments	匯兌調整	-	155.3	1.6	(6.4)	150.5
Additions	增加	7.9	-	-	4.3	12.2
Deemed acquisition of a subsidiary (note 13)	視作收購一間附屬公司(附註13)	1,267.1	14,541.4	-	651.9	16,460.4
Transferred to property, plant and equipment	轉撥至物業、廠房及設備	(71.8)	-	-	-	(71.8)
Transferred to properties under development	轉撥至發展中物業	-	(0.1)	-	-	(0.1)
Transferred from inventories of completed properties	轉撥自己竣工物業存貨	-	46.2	-	-	46.2
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	-	6.4	-	-	6.4
		-	52.6	-	-	52.6
Increase (decrease) in fair value recognised in profit or loss	於損益確認之公平價值增加(減少)	59.2	(2.9)	1.3	18.2	75.8
At 31st December, 2021	於二零二一年十二月三十一日	<b>10,520.4</b>	<b>14,791.8</b>	<b>275.4</b>	<b>881.1</b>	<b>26,468.7</b>
Exchange adjustments	匯兌調整	-	(1,167.2)	0.4	(90.9)	(1,257.7)
Additions	增加	28.4	618.6	-	18.5	665.5
Disposal	出售	-	(4.7)	-	-	(4.7)
Transferred from property, plant and equipment	轉撥自物業、廠房及設備	-	21.7	-	-	21.7
Transferred to property, plant and equipment	轉撥至物業、廠房及設備	(475.1)	(12.6)	-	-	(487.7)
Transferred from inventories of completed properties	轉撥自己竣工物業存貨	-	76.5	-	-	76.5
Fair value loss 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虧損	-	(1.9)	-	-	(1.9)
		-	74.6	-	-	74.6
(Decrease) increase in fair value recognised in profit or loss	於損益確認之公平價值(減少)增加	(140.3)	(136.1)	5.4	20.8	(250.2)
At 31st December, 2022	於二零二二年十二月三十一日	<b>9,933.4</b>	<b>14,186.1</b>	<b>281.2</b>	<b>829.5</b>	<b>25,230.2</b>
Unrealised gains or losses for the year included in profit or loss For 2022	年內計入損益未變現收益或虧損二零二二年	(140.3)	(137.3)	5.4	20.8	(251.4)
For 2021	二零二一年	59.2	(2.9)	1.3	18.2	75.8

**19. INVESTMENT PROPERTIES (CONT'D)**

The Group leases out various offices buildings, car parking spaces, residential 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 opinion to purchase the property at the end of lease term.

Included in the investment properties are completed properties of HK\$24,154.2 million (2021: HK\$25,972.7 million) and properties under development of HK\$1,076.0 million (2021: HK\$496.0 million).

The fair value of the Group's investment properties at the date of transfer from inventories of completed properties and as at 31st December, 2022 and 2021 have been arrived at on the basis of a valuation carried out on those dates by independent and qualified professional valuers not connected with the Group.

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.

**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、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，大多數租賃合同都包含市場審查條款。若干零售商舖和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和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。租賃合同不包含殘值擔保及／或承租人在租賃期結束時購買物業的選擇權。

包括投資物業為24,154.2百萬港元(二零二一年：25,972.7百萬港元)之已竣工物業及1,076.0百萬港元(二零二一年：496.0百萬港元)之發展中物業。

本集團之投資物業於轉撥自己竣工物業存貨之日、二零二二年及二零二一年十二月三十一日之公平價值乃由與本集團概無關連的獨立及合資格專業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，估值乃按每個物業權益的一般租約條款和假設及合理市值租金之市值及參考直接比較法。

for the year ended 31st December, 2022

## 19. INVESTMENT PROPERTIES (CONT'D)

For the properties which were transferred from inventories of completed properties to investment properties, the valuation was based on investment method. The valuation of hotel property in UK was determined based on income approach. 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. The valuation of the freehold land in the USA was determined based on sales comparison approach – land analysis, where the market sales of the observable transactions in neighbourhood area assessed and adjusted to take into account the location, size, condition and physical characteristic of the property.

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.

截至二零二二年十二月三十一日止年度

## 19. 投資物業(續)

就從已竣工物業存貨轉撥至投資物業之物業而言，估值乃基於投資法。於英國的酒店物業估值及根據收入法釐定。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之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。於美國的永久業權土地的估值乃根據銷售比較法—土地分析釐定，據此，鄰近地區市場上出售之可觀察交易乃評估並考慮該投資物業的位置、規模、條件及物理特性作出調整。

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。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**19. INVESTMENT PROPERTIES (CONT'D)****19. 投資物業(續)**

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參數),及按公平價值計量參數的可觀察程度,將公平價值計量分類至公平價值級別中的第三級的資料。

**Particulars of valuation techniques of investment properties****投資物業估值方法詳情**(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 本集團所持有投資物業	Significant unobservable inputs 重大不可觀察輸入數據		Average market unit rent of individual unit 個別單位的平均市場單位租金
	Term yield 租期收益率	Reversionary yield 復歸收益率	
Properties in Southern China 位於華南之物業	1.25% – 6% (2021: 1.25% – 6%) 1.25%至6% (二零二一年: 1.25%至6%)	1.75% – 6.5% (2021: 1.75% – 6.5%) 1.75%至6.5% (二零二一年: 1.75%至6.5%)	Renminbi (“RMB”) 35 sq.m./month to RMB185 sq.m./month (2021: RMB30 sq.m./month to RMB190 sq.m./month) 每平方米每月人民幣(「人民幣」)35元至每平方米每月人民幣185元(二零二一年:每平方米每月人民幣30元至每平方米每月人民幣190元)
Properties in Southwest China 位於中國西南之物業	5% (2021: 5%) 5% (二零二一年: 5%)	5.5% (2021: 5.5%) 5.5% (二零二一年: 5.5%)	RMB30 sq.m./month (2021: RMB38 sq.m./month) 每平方米每月人民幣30元(二零二一年:每平方米每月人民幣38元)
Properties in Eastern China 位於華東之物業	1.5% – 6.75% (2021: 1.5% – 6.75%) 1.5%至6.75% (二零二一年: 1.5%至6.75%)	1.75% – 7.25% (2021: 1.75% – 7.25%) 1.75%至7.25% (二零二一年: 1.75%至7.25%)	RMB23 sq.m./month to RMB1,200 sq.m./month (2021: RMB25 sq.m./month to RMB1,600 sq.m./month) 每平方米每月人民幣23元至每平方米每月人民幣1,200元(二零二一年:每平方米每月人民幣25元至每平方米每月人民幣1,600元)
Properties in Northern China 位於華北之物業	1.75% – 6.5% (2021: 1.75% – 6.5%) 1.75%至6.5% (二零二一年: 1.75%至6.5%)	2.25% – 7% (2021: 2.25% – 7%) 2.25%至7% (二零二一年: 2.25%至7%)	RMB20 sq.m./month to RMB210 sq.m./month (2021: RMB22 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210元(二零二一年:每平方米每月人民幣22元至每平方米每月人民幣205元)

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 19. INVESTMENT PROPERTIES (CONT'D)

## 19. 投資物業(續)

## Particulars of valuation techniques of investment properties (Cont'd)

## 投資物業估值方法詳情(續)

(i) Valuation technique – Investment method (term and reversionary approach) (Cont'd)

(i) 估值方法 – 投資法(租期復歸法)(續)

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		Average market unit rent of individual unit 個別單位的平均市場單位租金
	Term yield 租期收益率	Reversionary yield 復歸收益率	
Properties in Hong Kong 位於香港之物業	1% – 4.25% (2021: 1% – 4.25%) 1%至4.25% (二零二一年: 1%至4.25%)	1.2% – 4.75% (2021: 1.2% – 4.75%) 1.2%至4.75% (二零二一年: 1.2%至4.75%)	Residential and commercial properties: HK\$14.5 sq.ft./month to HK\$120 sq.ft./month (2021: HK\$14 sq.ft./month to HK\$135 sq.ft./month); Carparks: HK\$2,300/month to HK\$4,500/month (2021: HK\$2,200/month to HK\$3,700/month); Godown: HK\$9.1/sq.ft./month (2021: HK\$8.9/sq.ft./month) 住宅及商業物業: 每平方呎每月14.5港元至每平方呎每月120港元(二零二一年: 每平方呎每月14港元至每平方呎每月135港元); 停車場: 每月2,300港元至每月4,500港元(二零二一年: 每月2,200港元至每月3,700港元); 貨倉: 每平方呎每月9.1港元(二零二一年: 每平方呎每月8.9港元)
Commercial properties in UK 位於英國之商業物業	4.75% (2021: 4.75%) 4.75% (二零二一年: 4.75%)	5% (2021: 5.25%) 5% (二零二一年: 5.25%)	British pounds (“GBP”) 101,714/month (2021: GBP98,740/month) 每月101,714英鎊(「英鎊」) (二零二一年: 每月98,740英鎊)

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 19. INVESTMENT PROPERTIES (CONT'D)

## 19. 投資物業(續)

## Particulars of valuation techniques of investment properties (Cont'd)

## 投資物業估值方法詳情(續)

(ii) Valuation technique – Income approach

(ii) 估值方法—收入法

Investment properties held by the Group 本集團所持有投資物業	Discount rate 貼現率	Significant unobservable inputs 重大不可觀察輸入數據	
		Growth rate 增長率	Estimated rent 估計租金
Hotel properties in UK 位於英國之酒店物業	8.5% (2021: 7%) 8.5%(二零二一年: 7%)	4.2% (2021: 2.7%) 4.2%(二零二一年: 2.7%)	GBP43 sq.ft./year (2021: GBP38 sq.ft./year) 每平方呎每年43英鎊 (二零二一年: 每平方呎 每年38英鎊)

(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	
	Market unit sales rate 市場單位銷售價格	Developer's profit and risk rate 發展商的溢利及風險率
Development site in Huizhou Huiyang District, the PRC 位於中國惠州市惠陽區的發展項目	RMB13,500/sq.m. (2021: RMB14,500/sq.m.) 每平方米人民幣13,500元 (二零二一年: 每平方米 人民幣14,500元)	17.5% (2021: 40%) 17.5%(二零二一年: 40%)

(iv) Valuation technique – Sales comparison approach – Land analysis

(iv) 估值方法—銷售比較法—土地分析

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 observable price/acre 市場可觀察價格/英畝	
Freehold land located in USA 位於美國之永久業權土地	United States dollar ("US\$") 3,107 to US\$13,354 (2021: US\$3,107 to US\$18,317) 3,107美元(「美元」)至13,354美元(二零二一年: 3,107美元至18,317美元)	

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**19. INVESTMENT PROPERTIES (CONT'D)****19. 投資物業(續)****Particulars of significant unobservable inputs**

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.

**重大不可觀察輸入數據詳情**

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. 租期收益率的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. 復歸收益率的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 market unit rent would result in an increase in fair value. 市場單位租金的上升會導致公平價值上升。
Discount rate 貼現率	Taking into account of the market data. 考慮到市場數據。	The increase in the discount rate would result in a decrease in fair value. 貼現率上升會導致公平價值下降。
Growth rate 增長率	Taking into account of the inflation rate. 考慮到通脹率。	The increase in the growth rate would result in an increase in fair value. 增長率上升會導致公平價值上升。
Estimated rent 估算租金	Estimated rent is calculated based on existing tenancy agreement and takes into account of historical operating records. 估算租金是根據現有租賃合同及考慮過去的營運紀錄計算。	The increase in estimated rent would result in an increase in fair value. 估算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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**19. INVESTMENT PROPERTIES (CONT'D)****19. 投資物業(續)****Particulars of significant unobservable inputs (Cont'd)****重大不可觀察輸入數據詳情(續)**

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)
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. 發展商的溢利及風險率的上升會導致公平價值下降。
Market observable price/acre 市場可觀察價格/英畝	Based on market observable transactions of similar pieces of land and adjustment to reflect the location, size, conditions and physical characteristic of the freehold land. 以相似土地之市場可觀察交易為基礎並作出調整以反映永久業權土地的位置、規模、條件及物理特性。	The higher the market observable price/acre, the higher the fair value. 市場可觀察價格/英畝越高，公平價值越高。
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 2022 and 2021.		註解：於二零二二年及二零二一年兩個年度，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\$19,397.2 million (2021: HK\$20,971.5 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19,397.2百萬港元(二零二一年：20,971.5百萬港元)。
Details of the Group's investment properties and other assets being pledged to secure loans and general banking facilities are set out in note 56.		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56。

for the year ended 31st December, 2022

**20. PROPERTY, PLANT AND EQUIPMENT**

截至二零二二年十二月三十一日止年度

**20. 物業、廠房及設備**

		Hotel property 酒店物業 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、傢俬、 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
<b>Cost</b>	<b>成本</b>					
At 1st January, 2021	於二零二一年一月一日	608.5	726.6	624.8	131.3	2,091.2
Exchange adjustments	匯兌調整	-	16.1	9.1	0.4	25.6
Transfer from investment properties	轉撥自投資物業	-	71.8	-	-	71.8
Additions	增加	-	11.8	96.3	2.9	111.0
Transfer from property held for sale	轉撥自持作銷售物業	-	7.8	-	-	7.8
Deemed acquisition of a subsidiary (note 13)	視作收購一間 附屬公司(附註13)	-	326.9	49.8	9.2	385.9
Disposals/write-off	出售/撇銷	-	-	(13.3)	(1.7)	(15.0)
		<b>608.5</b>	<b>1,161.0</b>	<b>766.7</b>	<b>142.1</b>	<b>2,678.3</b>
At 31st December, 2021	於二零二一年十二月三十一日	608.5	1,161.0	766.7	142.1	2,678.3
Exchange adjustments	匯兌調整	-	(61.1)	(28.2)	(3.0)	(92.3)
Additions	增加	-	1.0	92.0	4.1	97.1
Transfer from investment properties	轉撥自投資物業	-	487.7	-	-	487.7
Transfer to investment properties	轉撥去投資物業	-	(22.2)	-	-	(22.2)
Acquisition of a subsidiary (note 49)	收購一間附屬公司(附註49)	-	-	1.1	-	1.1
Disposals/write-off	出售/撇銷	-	-	(20.0)	(2.9)	(22.9)
		<b>608.5</b>	<b>1,566.4</b>	<b>811.6</b>	<b>140.3</b>	<b>3,126.8</b>
At 31st December, 2022	於二零二二年十二月三十一日	608.5	1,566.4	811.6	140.3	3,126.8
<b>Accumulated depreciation and impairment</b>	<b>累計折舊及 減值</b>					
At 31st December, 2021	於二零二一年十二月三十一日	297.4	136.3	363.0	70.8	867.5
Exchange adjustments	匯兌調整	-	3.3	8.4	0.2	11.9
Provided for the year	本年度撥備	7.4	21.6	32.2	11.9	73.1
Impairment loss reversed	撥回減值虧損	(6.8)	-	-	-	(6.8)
Impairment loss recognised	確認減值虧損	-	7.8	-	-	7.8
Eliminated on disposals/write-off	於出售/撇銷時對銷	-	-	(12.2)	(1.6)	(13.8)
		<b>298.0</b>	<b>169.0</b>	<b>391.4</b>	<b>81.3</b>	<b>939.7</b>
At 31st December, 2021	於二零二一年十二月三十一日	298.0	169.0	391.4	81.3	939.7
Exchange adjustments	匯兌調整	-	(12.4)	(25.5)	(2.2)	(40.1)
Provided for the year	本年度撥備	7.7	44.1	44.3	14.3	110.4
Impairment loss reversed	撥回減值虧損	(6.8)	-	-	-	(6.8)
Impairment loss recognised	確認減值虧損	-	2.8	-	-	2.8
Transfer to investment properties	轉撥至投資物業	-	(1.0)	-	-	(1.0)
Eliminated on disposals/write-off	於出售/撇銷時對銷	-	-	(19.0)	(2.6)	(21.6)
		<b>298.9</b>	<b>202.5</b>	<b>391.2</b>	<b>90.8</b>	<b>983.4</b>
At 31st December, 2022	於二零二二年十二月三十一日	298.9	202.5	391.2	90.8	983.4
<b>Carrying amounts</b>	<b>賬面值</b>					
At 31st December, 2022	於二零二二年十二月三十一日	<b>309.6</b>	<b>1,363.9</b>	<b>420.4</b>	<b>49.5</b>	<b>2,143.4</b>
At 31st December, 2021	於二零二一年十二月三十一日	310.5	992.0	375.3	60.8	1,738.6

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**20. PROPERTY, PLANT AND EQUIPMENT (CONT'D)****20. 物業、廠房及設備(續)**

The carrying amounts of hotel property and leasehold land and buildings shown above comprise:

上述酒店物業及租賃土地及樓宇之賬面值包括：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Properties in Hong Kong	於香港之物業	1,144.2	692.6
Properties outside Hong Kong	香港境外之物業	529.3	609.9
		<b>1,673.5</b>	<b>1,302.5</b>

The management of the Group had carried out impairment assessment on hotel properties and leasehold land and building based on lower of cost and value in use of respective properties. The value in use as at 31st December, 2022 and 2021 were determined based on independent professional valuation.

本集團管理層已就酒店物業及租賃土地及樓宇根據各物業之成本及使用價值之較低者進行減值評估。於二零二二年及二零二一年十二月三十一日之使用價值乃根據獨立專業估值釐定。

At the end of reporting period, hotel property and leasehold land and buildings with carrying value of HK\$971.4 million (2021: HK\$515.7 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 56.

於報告期末，本集團就銀行及其他借貸抵押賬面值為971.4百萬港元(二零二一年：515.7百萬港元)之酒店物業及租賃土地及樓宇。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款的詳情載於附註56。

**21. RIGHT-OF-USE ASSETS****21. 使用權資產**

		HK\$ Million 百萬港元
At 1st January, 2021	於二零二一年一月一日	292.7
Additions	增加	330.3
Deemed acquisition of a subsidiary (note 13)	視作收購一間附屬公司(附註13)	254.6
Depreciation provided for the year	本年度折舊撥備	(150.9)
Exchange adjustments	匯兌調整	3.4
At 31st December, 2021	於二零二一年十二月三十一日	<b>730.1</b>
Additions	增加	<b>112.2</b>
Depreciation provided for the year	本年度折舊撥備	<b>(179.9)</b>
Lease modification	租賃修改	<b>(0.2)</b>
Exchange adjustments	匯兌調整	<b>(19.0)</b>
At 31st December, 2022	於二零二二年十二月三十一日	<b>643.2</b>

for the year ended 31st December, 2022

**21. RIGHT-OF-USE ASSETS (CONT'D)**

The Group leases several assets including leasehold land, land and buildings and equipment. The average lease term of right-of-use assets are as follows:

Leasehold land	租賃土地
Land and buildings	土地及樓宇
Equipment	設備

In 2022 and 2021, the Group leases various offices, outlets, signboards and retail stores for its operations. Lease contracts are generally entered into for fixed term of one year to nine years (2021: one year to nine 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.

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

截至二零二二年十二月三十一日止年度

**21. 使用權資產(續)**

本集團租賃多項資產，包括租賃土地、土地及樓宇以及設備。使用權資產平均租期如下：

	2022 二零二二年	2021 二零二一年
	<b>49.5 years</b> 年	49.7 years 年
	<b>3.7 years</b> 年	4.0 years 年
	<b>4.5 years</b> 年	4.5 years 年

於二零二二年及二零二一年，本集團租賃各種辦公室、門店、招牌和零售店進行經營。租賃合約的固定期限一般為一年至九年(二零二一年：一年至九年)。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和條件。本集團在確定租賃期限和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。

使用權資產之賬面值(按相關資產類別劃分)分析如下：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	<b>235.1</b>	259.6
	<b>407.0</b>	468.9
	<b>1.1</b>	1.6
	<b>643.2</b>	730.1

與於損益確認之租賃有關之開支項目分析如下：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	<b>6.8</b>	1.2
	<b>172.6</b>	149.2
	<b>0.5</b>	0.5
	<b>13.4</b>	12.0
	<b>5.7</b>	4.8



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 21. RIGHT-OF-USE ASSETS (CONT'D)

During the year, additions to right-of-use assets were HK\$112.2 million (2021: HK\$330.3 million) and the total cash outflow for leases amounted to HK\$180.3 million (2021: HK\$167.0 million).

The Group has extension options in a number of leases for outlets in 2022 and 2021. 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)

年內，使用權資產增加為112.2百萬港元(二零二一年：330.3百萬港元)及租賃之現金流出總額為180.3百萬港元(二零二一年：167.0百萬港元)。

於二零二二年及二零二一年，本集團於多個門店的租賃有延期選擇權，用於最大程度提升管理本集團經營所用資產的運營靈活度。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 31st December, 2022	Potential future lease payments not included in lease liabilities (undiscounted) at 31st December, 2021
	Lease liabilities recognised as at 31st December, 2022	Lease liabilities recognised as at 31st December, 2021
	於二零二二年十二月三十一日	於二零二一年十二月三十一日
	未計入租賃負債的潛在未來租賃付款(未折現)	未計入租賃負債的潛在未來租賃付款(未折現)
	HK\$ Million	HK\$ Million
	百萬港元	百萬港元
Land and buildings	163.7	164.1
土地及樓宇	85.3	84.5

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.

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。

### Restrictions or covenants on lease

In addition, lease liabilities of HK\$414.3 million (2021: HK\$469.5 million) are recognised with related right-of-use assets of HK\$643.2 million (2021: HK\$730.1 million) and related net investments in finance lease of HK\$0.4 million (2021: HK\$1.9 million) as at 31st December, 2022. 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.

### 租賃限制或契諾

此外，於二零二二年十二月三十一日，已確認租賃負債414.3百萬港元(二零二一年：469.5百萬港元)連同相關使用權資產643.2百萬港元(二零二一年：730.1百萬港元)及相關融資租賃投資淨額0.4百萬港元(二零二一年：1.9百萬港元)。租賃協議並無施加任何契諾，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款的抵押。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**22. PROPERTIES FOR DEVELOPMENT****22. 待發展物業**

		<b>2022</b> 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
<b>At cost</b>	<b>成本</b>		
At 1st January	於一月一日	<b>5,939.0</b>	–
Exchange adjustments	匯兌調整	<b>(450.4)</b>	71.7
Additions	增加	<b>74.6</b>	43.5
Deemed acquisition of a subsidiary (note 13)	視作收購一間附屬公司(附註13)	–	5,897.9
Transferred to inventories of properties under development	轉撥至發展中物業存貨	<b>(176.0)</b>	(74.1)
At 31st December	於十二月三十一日	<b>5,387.2</b>	5,939.0
<b>Amortisation and impairment</b>	<b>攤銷及減值</b>		
At 1st January	於一月一日	<b>4.4</b>	–
Exchange adjustments	匯兌調整	<b>(3.1)</b>	1.5
Amortisation for the year	本年度攤銷	<b>18.3</b>	2.9
Impairment loss for the year	本年度減值虧損	<b>82.3</b>	–
At 31st December	於十二月三十一日	<b>101.9</b>	4.4
<b>Carrying values</b>	<b>賬面值</b>	<b>5,285.3</b>	5,934.6
The Group's properties for development comprise:	本集團之待發展物業包括：		
Leasehold land in the PRC Long lease	於中國之租賃土地 長期租約	<b>5,178.8</b>	5,608.6
Freehold land in Australia	於澳洲之永久業權土地	<b>106.5</b>	326.0
		<b>5,285.3</b>	5,934.6

The management of the Group has carried out impairment assessment on the properties based on the lower of cost and net realisable value of the freehold lands and recoverable amount of leasehold land respectively. The recoverable amount of leasehold lands as at 31st December, 2022 and 2021 were determined based on latest independent professional valuations.

As at 31st December, 2022, right-of-use assets for leasehold land amounting to HK\$5,178.8 million (2021: HK\$5,608.6 million) are included in properties for development. During the year ended 31st December, 2022, the total cash outflow for leases of properties for development is HK\$74.6 million (2021: HK\$43.5 million).

本集團管理層對該等物業已分別按永久業權土地之成本值及可變現淨值之較低者以及租賃土地之可收回金額進行減值評估。於二零二二年及二零二一年十二月三十一日之租賃土地之可收回金額乃根據最新獨立專業估值而釐定。

於二零二二年十二月三十一日，租賃土地之使用權資產金額為5,178.8百萬港元(二零二一年：5,608.6百萬港元)包含在待發展物業中。於截至二零二二年十二月三十一日止年度，租賃待發展物業之現金流出總值為74.6百萬港元(二零二一年：43.5百萬港元)。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**23. GOODWILL****23. 商譽**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
<b>Cost</b>	<b>成本</b>		
At 1st January	於一月一日	132.9	132.9
Addition on acquisition of a subsidiary (note 49)	收購一間附屬公司的增加 (附註49)	2.8	–
At 31st December	於十二月三十一日	<b>135.7</b>	132.9

**24. INTANGIBLE ASSETS****24. 無形資產**

		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
<b>Cost</b>	<b>成本</b>				
At 1st January, 2021	於二零二一年一月一日	31.2	24.4	–	55.6
Exchange adjustments	匯兌調整	1.1	–	–	1.1
Additions	增加	–	17.3	8.6	25.9
Deemed acquisition of a subsidiary (note 13)	視作收購一間附屬公司(附註13)	–	4.3	–	4.3
At 31st December, 2021	於二零二一年十二月三十一日	<b>32.3</b>	<b>46.0</b>	<b>8.6</b>	<b>86.9</b>
Exchange adjustments	匯兌調整	(2.9)	–	–	(2.9)
Additions	增加	3.0	–	5.7	8.7
Disposal/write-off	出售/撤銷	–	–	(5.3)	(5.3)
At 31st December, 2022	於二零二二年十二月三十一日	<b>32.4</b>	<b>46.0</b>	<b>9.0</b>	<b>87.4</b>
<b>Accumulated amortisation and impairment</b>	<b>累計攤銷及減值</b>				
At 1st January, 2021	於二零二一年一月一日	11.0	0.9	–	11.9
Exchange adjustments	匯兌調整	0.4	–	–	0.4
Amortisation charged for the year	本年度已扣除之攤銷	3.2	–	–	3.2
At 31st December, 2021	於二零二一年十二月三十一日	<b>14.6</b>	<b>0.9</b>	–	<b>15.5</b>
Exchange adjustments	匯兌調整	(1.4)	–	–	(1.4)
Amortisation charged for the year	本年度已扣除之攤銷	3.1	–	–	3.1
At 31st December, 2022	於二零二二年十二月三十一日	<b>16.3</b>	<b>0.9</b>	–	<b>17.2</b>
<b>Carrying amounts</b>	<b>賬面值</b>				
At 31st December, 2022	於二零二二年十二月三十一日	<b>16.1</b>	<b>45.1</b>	<b>9.0</b>	<b>70.2</b>
At 31st December, 2021	於二零二一年十二月三十一日	17.7	45.1	8.6	71.4

for the year ended 31st December, 2022

## 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
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## 25. IMPAIRMENT TESTING ON GOODWILL

For impairment testing, goodwill at 31st December, 2022 were allocated to the following cash-generating units.

Investment and finance segment	投資及金融分部
SHK	新鴻基
Other goodwill	其他商譽
Consumer finance segment	消費金融分部
Elderly care services segment	護老服務分部
Others	其他

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 9.3% (2021: 10%) 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.

截至二零二二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，於二零二二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	
		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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
		<b>114.5</b>	<b>114.5</b>
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	–
		<b>135.7</b>	<b>132.9</b>

於消費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折現年率9.3% (二零二一年：10%) 折讓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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 26. INTERESTS IN ASSOCIATES

## 26. 於聯營公司之權益

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Listed associate (Note (i))	上市聯營公司(註解(i))	1,388.5	1,617.7
Unlisted associates (Note (ii))	非上市聯營公司(註解(ii))	2,476.2	2,680.6
		<b>3,864.7</b>	4,298.3
		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	866.3	837.3
Share of post-acquisition reserves	應佔收購後儲備	530.8	789.0
		<b>1,397.1</b>	1,626.3
Elimination of unrealised profit	撇銷未變現溢利	(8.6)	(8.6)
		<b>1,388.5</b>	1,617.7
Market value of listed associate, at quoted price (Note)	上市聯營公司市值， 按報價(註解)	<b>640.3</b>	610.6

Note:

The Group's interest in listed associate as at 31st December, 2022 represented its 43.13% (2021: 41.14%) shareholding in APAC which is listed in Hong Kong.

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:

於二零二二年十二月三十一日，本集團於上市聯營公司之權益指其在香港上市公司亞太資源的43.13%(二零二一年: 41.14%)股權。

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, 2022

**26. INTERESTS IN ASSOCIATES (CONT'D)**

截至二零二二年十二月三十一日止年度

**26. 於聯營公司之權益(續)**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Note (ii):	註解(ii):		
Unlisted associates	非上市聯營公司		
Cost of investment	投資成本	4,368.4	4,368.4
Share of post-acquisition reserves	應佔收購後儲備	(1,891.4)	(1,687.0)
		<b>2,477.0</b>	2,681.4
Less: impairment	減: 減值	<b>(0.8)</b>	(0.8)
		<b>2,476.2</b>	2,680.6

Particulars of the Group's principal associates at 31st December, 2022 are set out in note 63.

本集團於二零二二年十二月三十一日之主要聯營公司詳情載於附註63。

## 26. INTERESTS IN ASSOCIATES (CONT'D)

**Summarised consolidated financial information of material associates**

The summarised consolidated financial information of the Group's material associates, Zeta Estates Limited ("Zeta"), APAC and TACI is set out below.

## (i) 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

## 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**

本集團重大聯營公司Zeta Estates Limited (「Zeta」)、亞太資源及天安之綜合財務資料概要載列於下文。

## (i) 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製)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。

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Current assets	944.6	1,140.6
Non-current assets	6,315.8	6,695.2
Current liabilities	(193.7)	(204.4)
Non-current liabilities	(1,072.4)	(1,174.4)

	2022 二零二二年 HK\$ Million 百萬港元	2021* 二零二一年* HK\$ Million 百萬港元
Revenue	789.3	15.5
Profit (loss) for the year/period	37.3	(10.3)
Total comprehensive income (expenses) for the year/period	37.3	(10.3)
Dividends received from Zeta during the year/period	166.3	70.1

\* Included the results of the associate and dividends received from the date it became an associate of the Group up to 31st December, 2021.

\* 包括自其成為本集團聯營公司當日起直至二零二一年十二月三十一日的聯營公司業績及已收股息。

for the year ended 31st December, 2022

**26. INTERESTS IN ASSOCIATES (CONT'D)****Summarised consolidated financial information of material associates (Cont'd)***(i) Zeta (Cont'd)*

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

*(ii) 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

Revenue	收入
Loss for the year	本年度虧損
Other comprehensive expenses for the year	本年度其他全面費用
Total comprehensive expenses for the year	本年度全面費用總額
Dividends received from APAC during the year	本年度收取亞太資源的股息

截至二零二二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)***(i) Zeta(續)*

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：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	<b>5,994.3</b>	6,457.0
	<b>33.33%</b>	33.33%
	<b>1,998.1</b>	2,152.3

*(ii) 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製)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。

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	<b>2,111.2</b>	2,195.2
	<b>2,254.6</b>	2,568.9
	<b>(455.7)</b>	(421.0)
	<b>(16.5)</b>	(9.7)

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	<b>374.7</b>	340.9
	<b>(235.9)</b>	(95.5)
	<b>(122.0)</b>	(94.1)
	<b>(357.9)</b>	(189.6)
	<b>107.1</b>	—



for the year ended 31st December, 2022

截至二零二二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)***(ii) APAC (Cont'd)**(ii) 亞太資源(續)*

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：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Net assets of APAC	亞太資源資產淨值	3,893.6	4,333.4
Less: Non-controlling interests	減：非控股權益	(49.1)	-
Net assets attributable to owners of APAC	亞太資源股東應佔資產淨值	<b>3,844.5</b>	4,333.4
The Group's ownership interest in APAC	本集團所持有亞太資源之擁有權權益	<b>43.13%</b>	41.14%
Share of net assets of APAC	應佔亞太資源資產淨值	<b>1,658.1</b>	1,782.8
Adjustment on acquisition of additional interest in APAC	就收購亞太資源額外權益調整	<b>(317.6)</b>	(264.0)
Unrealised profit adjustments	未變現溢利調整	<b>(8.6)</b>	(8.6)
Dividend receivable from APAC	應收亞太資源股息	<b>56.2</b>	107.1
Others	其他	<b>0.4</b>	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	<b>1,388.5</b>	1,617.7

for the year ended 31st December, 2022

**26. INTERESTS IN ASSOCIATES (CONT'D)****Summarised consolidated financial information of material associates (Cont'd)***(iii) TACI*

As set out in note 12, due to the Share Repurchase, TACI was no longer an associate of the Company and instead, became an indirect non wholly-owned subsidiary of the Company on the Acquisition Date.

The summarised consolidated financial information below represents amounts shown in TACI's consolidated financial statements prepared in accordance with HKFRSs. The results of TACI prior to the Acquisition Date are accounted for using the equity method in these consolidated financial statements.

Revenue	收入	1,773.1
Profit for the period	本期間溢利	1,022.3
Other comprehensive income for the period	本期間其他全面收益	406.7
Total comprehensive income for the period	本期間全面收益總額	1,429.0
Dividends received from TACI during the period	本期間收取天安的股息	146.7

\* Included the results of an associate up to date of deemed disposal on 21st October, 2021.

截至二零二二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)***(iii) 天安*

誠如附註12所載，由於股份購回，天安於收購日期不再為本公司的聯營公司，並成為本公司之間接非全資附屬公司。

下文之綜合財務資料概要代表於天安的綜合財務報表(根據香港財務報告準則編製)中呈列之金額。天安於收購日期前之業績乃使用權益法於本綜合財務報表中入賬。

2021\*  
二零二一年\*  
HK\$ Million  
百萬港元

收入	1,773.1
本期間溢利	1,022.3
本期間其他全面收益	406.7
本期間全面收益總額	1,429.0
本期間收取天安的股息	146.7

\* 包括直至二零二一年十月二十一日視作出售當日的聯營公司業績。

for the year ended 31st December, 2022

截至二零二二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。

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	(10.4)	4.1
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	(31.0)	(7.9)
The Group's share of total comprehensive expenses for the year	本集團應佔本年度全面費用總額	(41.4)	(3.8)
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	<b>478.1</b>	528.3

**27. INTERESTS IN JOINT VENTURES****27. 於合營公司之權益**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Unlisted joint ventures	非上市合營公司		
Cost of investment	投資成本	<b>10,410.6</b>	10,009.5
Share of post-acquisition reserves	應佔收購後儲備	<b>1,715.1</b>	2,701.2
		<b>12,125.7</b>	12,710.7
Elimination of unrealised profit	撇銷未變現溢利	(33.5)	(33.5)
		<b>12,092.2</b>	12,677.2

Particulars of the Group's principal joint ventures at 31st December, 2022 are set out in note 64.

本集團於二零二二年十二月三十一日的主要合營公司詳情載於附註64。

for the year ended 31st December, 2022

**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"), 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, Crystal Idea Management Limited 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 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, Crystal Idea Management Limited 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:	
Cash and cash equivalents	現金及現金等價物

截至二零二二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」)、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、Crystal Idea Management Limited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製)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、Crystal Idea Management Limited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製)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

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	352.9	302.0
	7,048.3	7,128.7
	(183.3)	(161.8)
	(949.7)	(976.1)
	299.2	253.7

for the year ended 31st December, 2022

截至二零二二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)**

(i) AKL (Cont'd)

(i) AKL (續)

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Revenue	收入	<b>556.9</b>	297.7
Loss for the year	本年度虧損	<b>(18.7)</b>	(161.5)
Other comprehensive expenses for the year	本年度其他全面費用	<b>(5.9)</b>	(3.4)
Total comprehensive expenses for the year	本年度全面費用總額	<b>(24.6)</b>	(164.9)
The above loss for the year includes the following:	上述本年度虧損包括下列各項：		
Depreciation	折舊	<b>88.9</b>	76.9
Interest income	利息收入	<b>1.9</b>	0.1
Interest expenses	利息費用	<b>16.7</b>	7.1
Taxation (credit) charge	稅項(抵免)支出	<b>(1.2)</b>	11.5

for the year ended 31st December, 2022

**27. INTERESTS IN JOINT VENTURES (CONT'D)****Summarised consolidated financial information of material joint ventures (Cont'd)***(i) AKL (Cont'd)*

Reconciliation of the above summarised consolidated financial information to the carrying amount of the interest in AKL recognised in the consolidated financial statements:

Net assets of AKL	AKL之資產淨值
The Group's ownership interest in AKL	本集團所持有AKL之擁有權權益
Share of net assets of AKL	應佔AKL資產淨值
Goodwill	商譽
Unrealised profit adjustments	未變現溢利調整
Carrying amount of the Group's interest in AKL	本集團於AKL權益之賬面值

*(ii) 天安數碼城(集團)有限公司*

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 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
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)
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)

截至二零二二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)***(i) AKL (續)*

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：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	<b>6,268.2</b>	6,292.8
	<b>50%</b>	50%
	<b>3,134.1</b>	3,146.4
	<b>0.1</b>	0.1
	<b>(33.5)</b>	(33.5)
	<b>3,100.7</b>	3,113.0

*(ii) 天安數碼城(集團)有限公司*

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	<b>20,243.3</b>	20,471.5
	<b>14,738.5</b>	15,740.1
	<b>(15,701.0)</b>	(15,778.5)
	<b>(10,581.6)</b>	(11,475.7)
	<b>2,640.5</b>	2,574.0
	<b>(4,657.7)</b>	(4,579.6)
	<b>(8,360.0)</b>	(8,968.5)

for the year ended 31st December, 2022

截至二零二二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)

(ii) 天安數碼城(集團)有限公司 (Cont'd)

(ii) 天安數碼城(集團)有限公司(續)

		2022 二零二二年 HK\$ Million 百萬港元	2021* 二零二一年* HK\$ Million 百萬港元
Revenue	收入	5,612.2	1,331.9
Profit (loss) for the year/period	本年度/期間溢利(虧損)	364.1	(63.2)
Other comprehensive (expenses) income for the year/period	本年度/期間其他全面(費用)收益	(445.3)	59.8
Total comprehensive expenses for the year/period	本年度/期間全面費用總額	(81.2)	(3.4)
The above profit (loss) for the year/period includes the following:	上述本年度/期間溢利(虧損)包括以下項目:		
Depreciation and amortisation	折舊及攤銷	66.3	14.0
Interest income	利息收入	21.6	18.0
Interest expense	利息費用	384.0	56.9
Income tax expense	所得稅支出	808.5	123.2

\* Included the results of the joint venture and dividends received, if any, from the date it became a joint venture of the Group up to 31st December, 2021.

\* 包括自其成為本集團合營公司當日起直至二零二一年十二月三十一日的合營公司業績及已收股息(如有)。

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:

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:

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	8,699.2	8,957.4
Less: Non-controlling interests	減: 非控股權益	(423.4)	(394.8)
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	8,275.8	8,562.6
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	4,137.9	4,281.3
Share of unrealised profit on inter-company transactions	應佔公司間之交易之未變現溢利	(100.5)	(100.6)
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	4,036.5	4,179.8

for the year ended 31st December, 2022

## 27. INTERESTS IN JOINT VENTURES (CONT'D)

## Summarised consolidated financial information of material joint ventures (Cont'd)

(iii) 深圳天安駿業投資發展(集團)有限公司

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 amounts of assets and liabilities include the following:	
Cash and cash equivalents	現金及現金等價物
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)
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)

The above loss for the year/period includes the following:	
Depreciation and amortisation	折舊及攤銷
Interest income	利息收入
Interest expense	利息費用
Income tax expense	所得稅支出

\* Included the results of the joint venture and dividends received, if any, from the date it became a joint venture of the Group up to 31st December, 2021.

截至二零二二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) 深圳天安駿業投資發展(集團)有限公司

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Current assets	10,767.6	13,631.0
Non-current assets	10,548.6	10,050.3
Current liabilities	(9,562.4)	(9,061.8)
Non-current liabilities	(8,209.9)	(10,188.0)
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	636.0	1,239.7
Current financial liabilities (excluding trade and other payables)	(6,572.3)	(6,200.8)
Non-current financial liabilities (excluding trade and other payables)	(6,692.5)	(8,650.3)
Revenue		
Loss for the year/period	1,465.7	381.4
Other comprehensive (expenses) income for the year/period	(573.6)	(29.1)
Total comprehensive expenses for the year/period	(189.0)	28.1
The above loss for the year/period includes the following:		
Depreciation and amortisation	(762.6)	(1.0)
Interest income	13.3	0.9
Interest expense	53.4	2.1
Income tax expense	804.8	142.3
	251.4	194.2

\* 包括自其成為本集團合營公司當日起至二零二一年十二月三十一日的合營公司業績及已收股息(如有)。



for the year ended 31st December, 2022

截至二零二二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)**

(iii) 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:

**重大合營公司之綜合財務資料概述(續)**

(iii) 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:

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
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	3,543.9	4,431.5
Non-controlling interests	非控股權益	0.9	0.4
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	3,544.8	4,431.9
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	50%	50%
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	1,772.4	2,216.0
Exchange differences arising on capital injection	注資時所產生之匯兌差異	(0.4)	(0.4)
Share of unrealised profit on inter-company transactions	應佔公司間之交易之未變現溢利	(50.5)	(64.2)
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	1,721.5	2,151.4

for the year ended 31st December, 2022

截至二零二二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) Crystal Idea Management Limited

## 重大合營公司之綜合財務資料概述(續)

(iv) Crystal Idea Management Limited

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Current assets	流動資產	1,649.7	2,358.8
Non-current assets	非流動資產	801.6	854.5
Current liabilities	流動負債	(649.3)	(1,902.1)
Non-current liabilities	非流動負債	(1,943.2)	(1,289.2)
The above amounts of assets and liabilities include the following:			
Cash and cash equivalents	上述資產及負債金額 包括以下項目： 現金及現金等價物	139.1	334.1
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)	(101.1)	(784.4)
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)	(1,243.5)	(1,267.1)
		2022 二零二二年 HK\$ Million 百萬港元	2021* 二零二一年* HK\$ Million 百萬港元
Revenue	收入	626.7	29.8
(Loss) profit for the year/period	本年度/期間(虧損)溢利	(114.9)	7.1
Other comprehensive (expenses) income for the year/period	本年度/期間其他全面(費用)收益	(45.9)	7.6
Total comprehensive (expenses) income for the year/period	本年度/期間全面(費用)收益總額	(160.8)	14.7
The above (loss) profit for the year/period includes the following:			
Depreciation and amortisation	上述本年度/期間(虧損)溢利 包括以下項目： 折舊及攤銷	18.1	3.0
Interest income	利息收入	2.5	0.6
Interest expense	利息費用	(0.8)	-
Income tax expense (credit)	所得稅支出(抵免)	97.0	(65.7)

\* Included the results of the joint venture and dividends received, if any, from the date it became a joint venture of the Group up to 31st December, 2021.

\* 包括自其成為本集團合營公司當日起直至二零二一年十二月三十一日的合營公司業績及已收股息(如有)。

for the year ended 31st December, 2022

截至二零二二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)

## (iv) Crystal Idea Management Limited (Cont'd)

## (iv) Crystal Idea Management Limited (續)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Crystal Idea Management Limited recognised in the consolidated financial statements:

上述財務資料概要與綜合財務報表中所確認於Crystal Idea Management Limited權益之賬面值之對賬：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Adjusted net (liabilities) assets of Crystal Idea Management Limited	Crystal Idea Management Limited的經調整(負債)資產淨值	(141.2)	22.0
The Group's ownership interest in Crystal Idea Management Limited	本集團所持有Crystal Idea Management Limited之擁有權權益	50%	50%
Group's share of adjusted net (liabilities) assets of Crystal Idea Management Limited	本集團應佔Crystal Idea Management Limited的經調整(負債)資產淨值	(70.6)	11.0
Profit forwent by joint venture partner (Note)	合營公司夥伴放棄溢利(註解)	579.4	758.6
Carrying amount of the Group's interest in Crystal Idea Management Limited	本集團於Crystal Idea Management Limited權益之賬面值	508.8	769.6

Note: The amount represented an agreed distributable profit to be received from Crystal Idea Management Limited. The amount has been included in interests in joint ventures since Crystal Idea Management Limited has become a joint venture of TACI in 2017. During the year ended 31st December, 2022, the Group received compensation amounted to HK\$82.8 million (2021: nil) in respect of late payment of profit forwent by joint venture partner. In addition, the Group received partial settlement of the profit forwent amounted to HK\$119.4 million (2021: nil) during the year ended 31st December, 2022.

註解：該金額代表將從Crystal Idea Management Limited收取的約定可予分派溢利。自Crystal Idea Management Limited於二零一七年成為天安的一間合營公司起，該金額已包含於合營公司之權益當中。截至二零二二年十二月三十一日止年度，本集團已收取就有關合營公司夥伴放棄溢利逾期支付之補償金額為82.8百萬港元(二零二一年：無)。此外，截至二零二二年十二月三十一日止年度，本集團已收部份放棄溢利金額為119.4百萬港元(二零二一年：無)。

for the year ended 31st December, 2022

**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

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 amounts of assets and liabilities include the following:  
Cash and cash equivalents

上述資產及負債金額包括以下項目：  
現金及現金等價物

Revenue	收入
Profit (loss) for the year/period	本年度／期間溢利(虧損)
Other comprehensive expenses for the year/period	本年度／期間其他全面費用
Total comprehensive expenses for the year/period	本年度／期間全面費用總額
Dividends from 蘇州象嶼地產有限公司 during the year/period (Note)	於本年度／期間來自蘇州象嶼地產有限公司的股息(註解)

The above profit (loss) for the year/period includes the following:  
Interest income

上述本年度／期間溢利(虧損)包括以下項目：  
利息收入

Income tax expense

所得稅支出

Note: During the period ended 31st December, 2021, the dividend was settled through the amount due to a joint venture.

\* Included the results of the joint venture and dividends received, if any, from the date it became a joint venture of the Group up to 31st December, 2021.

截至二零二二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)**

(v) 蘇州象嶼地產有限公司

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Current assets	1,586.1	926.8
Non-current assets	–	1,257.5
Current liabilities	(169.5)	(834.7)
Non-current liabilities	(160.3)	(46.5)
The above amounts of assets and liabilities include the following: Cash and cash equivalents	172.2	382.9

	2022 二零二二年 HK\$ Million 百萬港元	2021* 二零二一年* HK\$ Million 百萬港元
Revenue	506.6	389.6
Profit (loss) for the year/period	52.4	(3.1)
Other comprehensive expenses for the year/period	(98.5)	(34.9)
Total comprehensive expenses for the year/period	(46.1)	(38.0)
Dividends from 蘇州象嶼地產有限公司 during the year/period (Note)	–	537.0
The above profit (loss) for the year/period includes the following: Interest income	0.5	0.2
Income tax expense	73.1	102.1

註解：截至二零二一年十二月三十一日止期間，股息已透過欠一間合營公司款項結清。

\* 包括自其成為本集團合營公司當日起直至二零二一年十二月三十一日的合營公司業績及已收股息(如有)。

for the year ended 31st December, 2022

截至二零二二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)**

(v) 蘇州象嶼地產有限公司 (Cont'd)

(v) 蘇州象嶼地產有限公司(續)

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:

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：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	1,256.3	1,303.1
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	628.2	651.6
Exchange differences arising on capital reduction	減資所產生之匯兌差異	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	645.5	668.9

**Aggregate financial information of joint ventures that are not individually material****單獨不屬重大之合營公司的財務資料總匯**

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載列如下：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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)	49.4	(32.6)
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	(258.5)	27.2
The Group's share of total comprehensive expenses for the year	本集團應佔本年度全面費用總額	(209.1)	(5.4)
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	2,079.2	1,794.5
Dividend received/receivable	已收取/應收股息	50.3	6.0

for the year ended 31st December, 2022

**28. OTHER INVENTORIES**

Finished goods	製成品
Others	其他

**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\$3,641.3 million (2021: HK\$4,858.0 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 independent and qualified professional valuers.

截至二零二二年十二月三十一日止年度

**28. 其他存貨**

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	3.4	7.2
	-	0.1
	<b>3.4</b>	<b>7.3</b>

**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3,641.3百萬港元(二零二一年：4,858.0百萬港元)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。可變現淨值乃參考獨立及合資格專業估值師進行的近期估值而釐定。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**30. FINANCIAL ASSETS AND LIABILITIES****30. 金融資產及負債**

The following tables provide an analysis of financial assets and liabilities of the Group that are at fair value.

下表分析本集團以公平價值計量的金融資產及負債。

		2022 二零二二年			
		Fair value 公平價值			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	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
<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	非上市股本工具	-	-	29.6	29.6
Listed equity securities in Hong Kong	香港上市股本證券	171.7	-	-	171.7
Listed equity securities outside Hong Kong	香港以外地區上市股本證券	227.3	-	-	227.3
Unlisted overseas equity securities	非上市海外股本證券	-	-	8.5	8.5
Debt securities	債務證券				
Listed in Hong Kong	香港上市	-	24.4	-	24.4
		<b>399.0</b>	<b>24.4</b>	<b>38.1</b>	<b>461.5</b>
Analysed for reporting purposes as:	為呈報目的所作之分析：				
Non-current assets	非流動資產				459.2
Current assets	流動資產				2.3
					<b>461.5</b>

for the year ended 31st December, 2022

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

截至二零二二年十二月三十一日止年度

**30. 金融資產及負債(續)**

		2022 二零二二年			
		Fair value 公平價值			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	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
<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	-	-	702.4	702.4
Listed equity securities in Hong Kong	香港上市股本證券	802.9	-	-	802.9
Unlisted equity securities in Hong Kong	香港非上市股本證券	-	0.4	-	0.4
Unlisted equity securities outside Hong Kong	香港以外地區非上市股本證券	-	480.1	245.1	725.2
Listed equity securities outside Hong Kong	香港以外地區上市股本證券	632.0	-	-	632.0
Over the counter derivatives	場外衍生工具	-	23.0	-	23.0
Foreign currency contracts	外幣合約	-	0.5	-	0.5
Quoted options and futures	已報價期權及期貨	131.4	131.2	-	262.6
Listed warrants	上市認股權證	3.0	-	-	3.0
Unlisted call option for club memberships	非上市之會所會籍認購期權	-	-	5.2	5.2
Bonds and notes	債券及票據	-	11.9	177.8	189.7
Loans receivable	應收貸款	-	-	434.3	434.3
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	-	7.9	520.6	528.5
Unlisted shares issued by an unlisted company	一間非上市公司發行之非上市股份	-	-	45.7	45.7
Unlisted convertible bonds issued by unlisted companies	非上市公司發行之非上市可換股債券	-	7.8	24.0	31.8
Unlisted overseas equity securities with a put right	含認沽權之非上市海外股本證券	-	-	398.3	398.3
Unlisted overseas investment funds	非上市海外投資基金	-	3,429.1	7,666.4	11,095.5
Listed perpetual securities	上市永續證券	-	45.2	-	45.2
Unlisted fund investment	非上市基金投資	-	47.0	43.1	90.1
Listed debt securities	上市債務證券	21.2	-	-	21.2
		<b>1,590.5</b>	<b>4,184.1</b>	<b>10,262.9</b>	<b>16,037.5</b>
Analysed for reporting purposes as:	為呈報目的所作之分析:				
Non-current assets	非流動資產				11,220.3
Current assets	流動資產				4,817.2
					<b>16,037.5</b>



## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

		2022 二零二二年			
		Fair value 公平價值			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	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
<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	77.6	69.8	-	147.4
Foreign currency contracts	外幣合約	-	21.9	-	21.9
Over the counter derivatives	場外衍生工具	-	22.3	-	22.3
Short position in listed equity securities	上市股本證券淡倉	148.7	-	-	148.7
Listed equity securities outside Hong Kong under total return swap	總收益互換下香港以外地區上市股本證券	0.2	-	-	0.2
Unlisted equity securities outside Hong Kong under total return swap	總收益互換下香港以外非上市股本證券	-	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	-	-	106.4	106.4
Unlisted overseas investment funds under total return swap	總收益互換項下非上市海外投資基金	-	-	15.5	15.5
		<b>226.5</b>	<b>158.6</b>	<b>121.9</b>	<b>507.0</b>
Analysed for reporting purposes as:	為呈報目的分析為：				
Non-current liabilities	非流動負債				99.6
Current liabilities	流動負債				407.4
					<b>507.0</b>

for the year ended 31st December, 2022

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

截至二零二二年十二月三十一日止年度

**30. 金融資產及負債(續)**

		2021 二零二一年			
		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	非上市股本工具	-	-	32.7	32.7
Listed equity securities in Hong Kong	香港上市股本證券	193.6	-	-	193.6
Listed equity securities outside Hong Kong	香港以外地區上市股本證券	168.3	-	-	168.3
Unlisted overseas equity securities	非上市海外股本證券	-	-	8.5	8.5
Debt securities	債務證券				
Listed in Hong Kong	香港上市	-	26.9	-	26.9
Listed outside Hong Kong	香港以外地區上市	-	23.2	-	23.2
		361.9	50.1	41.2	453.2
Analysed for reporting purposes as:	為呈報目的所作之分析:				
Non-current assets	非流動資產				420.8
Current assets	流動資產				32.4
					453.2

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

		2021 二零二一年			
		Fair value 公平價值			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	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
<b>Financial assets at fair value through profit or loss</b>	<b>透過損益按公平價值處理之金融資產</b>				
Investments in property projects	物業項目投資	-	-	460.0	460.0
Equity linked notes	股本掛鈎票據	-	23.3	-	23.3
Listed equity securities in Hong Kong	香港上市股本證券	1,328.8	-	-	1,328.8
Unlisted equity securities in Hong Kong	香港非上市股本證券	-	0.4	-	0.4
Unlisted equity securities outside Hong Kong	香港以外地區非上市股本證券	-	279.4	288.2	567.6
Listed equity and debt securities outside Hong Kong	香港以外地區上市股本及債務證券	1,127.5	-	-	1,127.5
Over the counter derivatives	場外衍生工具	-	76.9	-	76.9
Quoted options and futures	已報價期權及期貨	35.8	-	-	35.8
Listed warrants	上市認股權證	9.6	-	-	9.6
Unlisted call option for club memberships	非上市之會所會籍認購期權	-	-	3.5	3.5
Bonds and notes	債券及票據	-	869.0	-	869.0
Loans receivable	應收貸款	-	418.8	-	418.8
Listed debt securities	上市債務證券	76.3	8.9	-	85.2
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	-	352.4	131.4	483.8
Unlisted shares issued by an unlisted company	一間非上市公司發行之非上市股份	-	-	40.7	40.7
Unlisted convertible bonds issued by an unlisted company	一間非上市公司發行之非上市可換股債券	-	-	26.3	26.3
Unlisted overseas equity securities with a put right	含認沽權之非上市海外股本證券	-	397.6	-	397.6
Unlisted overseas investment funds	非上市海外投資基金	-	4,649.2	9,474.6	14,123.8
Listed perpetual securities	上市永續證券	-	61.4	-	61.4
Unlisted trust fund	非上市信託基金	-	-	61.4	61.4
Unlisted fund investment	非上市基金投資	-	54.3	43.1	97.4
		2,578.0	7,191.6	10,529.2	20,298.8
Analysed for reporting purposes as:	為呈報目的所作之分析：				
Non-current assets	非流動資產				12,707.8
Current assets	流動資產				7,591.0
					20,298.8

for the year ended 31st December, 2022

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

截至二零二二年十二月三十一日止年度

**30. 金融資產及負債(續)**

		2021 二零二一年			
		Fair value 公平價值			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	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
<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	55.6	-	-	55.6
Foreign currency contracts	外幣合約	-	2.6	-	2.6
Over the counter derivatives	場外衍生工具	-	8.5	192.2	200.7
Short position in bonds	債券淡倉	-	160.1	-	160.1
Short position in listed equity securities	上市股本證券淡倉	14.9	-	-	14.9
Analysed for reporting purposes as current liabilities	為呈報目的分析為流動負債	70.5	171.2	192.2	433.9

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 those derived from 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.

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。

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

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.

Included in financial assets at FVTOCI and financial assets at FVTPL, there are debt securities and perpetual securities under Level 2, of which are recognised at fair value at the date of initial recognition and subsequent measurement with fair value change at each reporting date recognised in other comprehensive income and profit or loss, respectively until the instrument is sold. Listed and unlisted 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 HK\$24.4 million (2021: HK\$50.1 million). As at 31st December, 2022, the fair value of the debt securities and listed perpetual securities were calculated based on active market mid-market quote plus accrued but unpaid interest and the present value of contractually determined stream of future cash flows discounted at the required yield, which was determined with reference to instruments of similar terms and similar credit risks. The fair values of the debt element have been determined by an independent and qualified professional valuer.

The fair values of bonds under Level 2 at the reporting date were derived from quoted prices from pricing services. Where Level 1 and Level 2 inputs are not available, the Group engages external 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 external valuers or establishes appropriate valuation techniques internally to perform the valuations which are reviewed by the relevant management of the group companies.

**30. 金融資產及負債(續)**

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的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。

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第二級別債務證券及永續證券，於首次確認日按公平價值確認及隨後按每個結算日之公平價值變動計量分別於其他全面收益及損益賬中確認，直至該工具售出。於活躍市場具有市場報價的上市及非上市債務證券，其公平價值為市場報價中間值加上應計但未付利息。該等債務證券的公平價值為24.4百萬港元(二零二一年：50.1百萬港元)。於二零二二年十二月三十一日，債務證券及上市永續證券之公平價值為活躍市場報價中間值加上應計但未付之利息及按所要求之收益率折現之未來現金流量根據合約釐定之現值而計算，要求之收益率乃參照相若條款及類似信貸風險之工具釐定。債務部分公平價值乃由獨立及合資格專業估值師釐定。

於結算日，屬第二級之債券之公平價值乃源自定價服務所報之價格。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，本集團委聘外部估值師進行估值。

第三級金融資產及負債之公平價值主要來自一系列不可觀察資料的估值方法。於估計第三級金融資產或金融負債之公平價值時，本集團委聘外部估值師或自行設立合適之估值方法以進行估值，並由集團公司之相關管理層審閱。

for the year ended 31st December, 2022

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

The following tables provide further information regarding the valuation of material financial assets under Level 3.

截至二零二二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估值之進一步資料。

		2022 二零二二年			
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 other comprehensive income</b> 透過其他全面收益按公平價值處理之金融資產					
Unlisted equity instrument 非上市股本工具	Asset based approach 資產基礎法	Term yield 租期收益率	2.75-3.25%	<b>29.6</b>	An 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。 An 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。 An increase in the market unit rent would result in an increase in fair value. 市場單位租金增加會導致公平價值上升。
		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\$170 sq.ft./month 每平方呎 每月25港元至 每平方呎 每月170港元			
	Discount for lack of control and lack of marketability 缺乏控制和市場競爭之折扣率	30.5%			
<b>Financial assets at fair value through profit or loss</b> 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 折現現金流量	Discount rates 貼現率	7-18%	<b>702.4</b>	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。 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。
		Cash flows used to calculate the net present values 現金流量用於計算淨現值	Australian dollar ("AUD") 184.0 million 184.0百萬澳元 (「澳元」)		
		Remaining durations of the projects 項目剩餘工程期	1 year to 5 years and 1 month 1年至5年1個月		

for the year ended 31st December, 2022

截至二零二二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)

		2022 二零二二年			
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> 透過損益賬按公平價值處理之金融資產(續)					
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	US\$26.0-15,799 million 26.0-15,799百萬美元	46.2	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。
		Volatility 波幅	12.312-79.93%		
		Return correlation 相關系數	-0.098-1		
		Discount rate 貼現率	5.03-5.04%		
	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	198.9	Note 1 註解1
Bonds and notes 債券及票據	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	177.8	Note 1 註解1
Loans receivable 應收貸款	Discounted cash flow 折現現金流量	Discount rate 貼現率	8.55-13.02%	434.3	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, 2022

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零二二年十二月三十一日止年度

## 30. 金融資產及負債(續)

		2022 二零二二年			
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> 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	68.6%	<b>30.6</b>	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	4.9		An increase in enterprise value to sales ratio would result in an increase in the fair value of ordinary shares. 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	83.7%	<b>171.8</b>	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	110.1%	<b>168.9</b>	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	2.8		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。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	96.4%	<b>78.1</b>	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。
	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	<b>15.6</b>	Note 1 註解1
Unlisted ordinary shares issued by unlisted companies 非上市公司發行之非上市普通股	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	<b>55.6</b>	Note 1 註解1



## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	2022 二零二二年		Sensitivity analysis 敏感度分析
			Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	
<b>Financial assets at fair value through profit or loss (Cont'd)</b> 透過損益按公平價值處理之金融資產(續)					
Unlisted convertible bonds issued by unlisted companies 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	49.7%	<b>24.0</b>	An increase in expected volatility would result in an increase in the fair value. 預計波幅增加將導致公平價值上升。 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。
		Discount rate 貼現率	25.7%		
Unlisted overseas equity securities with a put right 含認沽權的非上市海外股本證券	Market approach 市場法	Price to book ratio 市淨率	1.3	<b>398.3</b>	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。 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 tangible book ratio 價格與有形賬面比率	1.8		
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	<b>7,338.8</b>	Note 1 註解1
	Equity allocation method 權益分配法	Expected volatility 預計波幅	42.4%	<b>62.5</b>	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	7.4		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, 2022

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零二二年十二月三十一日止年度

## 30. 金融資產及負債(續)

			2022 二零二二年		
	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> 透過損益賬按公平價值處理之金融資產(續)					
Unlisted overseas investment funds (Cont'd) 非上市海外投資基金(續)	Equity allocation method 權益分配法	Expected volatility 預計波幅	58.0%	10.1	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	69.4%	16.3	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。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	58.3%	104.2	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。
	Equity allocation method 權益分配法	Expected volatility 預計波幅	52.7%	1.6	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	51.5%	7.8	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	Price to sales ratio 價格與銷售比率	4.0	2.4	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	75.7%	31.2	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	Enterprise value to sales ratio 企業價值與銷售比率	1.6		An increase in enterprise value to sales ratio would result in an increase in the fair value of ordinary shares. 企業價值與銷售比率增加將導致普通股公平價值上升。

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	2022 二零二二年		Sensitivity analysis 敏感度分析
			Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元	
<b>Financial assets at fair value through profit or loss (Cont'd)</b> 透過損益按公平價值處理之金融資產(續)					
Unlisted overseas investment funds (Cont'd) 非上市海外投資基金(續)	Market approach 市場法	Enterprise value to sales ratio 企業價值與銷售比率	8.6	15.6	An increase in enterprise value to sales ratio would result in an increase in the fair value of ordinary shares. 企業價值與銷售比率增加將導致普通股公平價值上升。
	Market approach 市場法	Price to sales ratio 價格與銷售比率	7.4	41.9	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	Price to sales ratio 價格與銷售比率	2.3	31.2	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。
	Market approach 市場法	Recent transaction prices 近期交易價格	N/A 不適用	2.8	N/A 不適用
Unlisted fund investment 非上市基金投資	Quoted price provided by financial institutions 金融機構提供之報價	N/A 不適用	Net asset values of special purpose vehicles derived from underlying investments 源自相關投資之特殊目的公司之資產淨值	43.1	N/A 不適用

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)**

The following tables provide further information regarding the valuation of material financial assets under Level 3.

**30. 金融資產及負債(續)**

下表提供有關第三級重大金融資產估值之進一步資料。

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	2021 二零二一年		Sensitivity analysis 敏感度分析
			Fair value 公平價值 HK\$ Million 百萬港元		
<b>Financial assets at fair value through other comprehensive income</b> 透過其他全面收益按公平價值處理之金融資產					
Unlisted equity instrument 非上市股本工具	Asset based approach 資產基礎法	Term yield 租期收益率	2.75-3.25%	32.7	An 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。 An 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。 An increase in the market unit rent would result in an increase in fair value. 市場單位租金增加會導致公平價值上升。
		Reversionary yield 復歸收益率	3.25-3.75%		
		Market unit rent 市場單位租金	HK\$30 sq.ft./month to HK\$170 sq.ft./month 每月 30 港元至每平方呎每月 170 港元		
		Discount for lack of control and lack of marketability 缺乏控制和市場競爭之折扣率	26.4%		
<b>Financial assets at fair value through profit or loss</b> 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 折現現金流量	Discount rates 貼現率	7-20%	460.0	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。 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。
		Cash flows used to calculate the net present values 現金流量用於計算淨現值	AUD109.2 million 109.2 百萬澳元		
		Remaining durations of the projects 項目剩餘工程期	1 year and 8 months to 5 years and 4 months 1 年 8 個月至 5 年 4 個月		

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

## 30. 金融資產及負債(續)

	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	2021 二零二一年		Sensitivity analysis 敏感度分析		
			Input values 輸入數據值	Fair value 公平價值 HK\$ Million 百萬港元			
<b>Financial assets at fair value through profit or loss (Cont'd)</b> 透過損益按公平價值 處理之金融資產(續)							
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	US\$21.0-22,143 million	49.4	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。		
			21.0-22,143 百萬美元				
			Volatility 波幅			0-96.6%	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			-0.78-1	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	1%		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	238.8	Note 1 註解1		
Unlisted preferred shares issued by an unlisted company 一間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	47.8%	30.7	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 ordinary shares issued by an unlisted company 一間非上市公司發行之非上市普通股	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	46.3	Note 1 註解1		
Unlisted preferred shares issued by unlisted companies 非上市公司發行之非上市優先股	Net asset value 資產淨值	Note 1 註解1	Note 1 註解1	52.1	Note 1 註解1		

for the year ended 31st December, 2022

## 30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零二二年十二月三十一日止年度

## 30. 金融資產及負債(續)

			2021 二零二一年		
	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> 透過損益賬按公平價值 處理之金融資產(續)					
Unlisted convertible bonds issued by an unlisted company 一間非上市公司發行 之非上市可換股債券	Binomial Model 二項式模式	Expected volatility 預計波幅 Discount rate 貼現率	36.6% 25.9%	26.3	An increase in expected volatility would result in an increase in the fair value. 預計波幅增加將導致公平價值上升。 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 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	8,835.2	Note 1 註解1
	Net asset value 資產淨值	Discount for lack of marketability 缺乏市場流動性折讓	30.83%	639.4	An increase in discount for lack of marketability would result in a decrease in the fair value. 缺乏市場流動性折讓上升將導致公平 價值下降。
Unlisted shares issued by an unlisted company 一間非上市公司發行的非上市股份	Dividend discount model 股息貼現模式	Discount rate 貼現率	5.97%	40.7	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 fund investment 非上市基金投資	Quoted price provided by financial institutions 金融機構提供之報價	N/A 不適用	Net asset values of special purpose vehicles derived from underlying investments 源自相關投資之特殊 目的公司之資產淨值	43.1	N/A 不適用

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.

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。

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。

for the year ended 31st December, 2022

截至二零二二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 reconciliation of financial assets and liabilities under Level 3 fair value measurements is as follows:

第三級公平價值計量下之金融資產及負債對賬如下：

		2022 二零二二年								
		Balance at 1st January, 2022 於二零二二年 一月一日 之結餘 HK\$ Million 百萬港元	Transfer* 結轉*	Profit or loss 損益 HK\$ Million 百萬港元	Other comprehensive income 其他全面收益 HK\$ Million 百萬港元	Disposal/ Exercise/ Derecognition 出售/行使/ 終止確認 購買 HK\$ Million 百萬港元	Exchange difference 匯兌差額 HK\$ Million 百萬港元	Capital return 資本回報 HK\$ Million 百萬港元	Balance at 31st December, 2022 於二零二二年 十二月 三十一日 之結餘 HK\$ Million 百萬港元	Unrealised gain or loss for the year 年內未變現 收益或虧損 HK\$ Million 百萬港元
<b>Financial assets at fair value through other comprehensive income</b>	透過其他全面收益按公平價值處理之金融資產									
Unlisted equity instrument	非上市股本工具	32.7	-	-	(3.1)	-	-	-	29.6	-
Unlisted overseas equity securities	非上市海外股本證券	8.5	-	-	-	-	-	-	8.5	-
<b>Financial assets at fair value through profit or loss</b>	透過損益按公平價值處理之金融資產									
Investments in property projects	物業項目投資	460.0	-	(7.9)	-	303.3	-	(25.8)	(27.2)	702.4
Unlisted equity securities outside Hong Kong	香港以外地區非上市股本證券	288.2	-	(30.7)	-	0.2	(12.6)	-	-	245.1
Unlisted call option for club memberships	非上市之會所會籍認購期權	3.5	-	1.7	-	-	-	-	-	5.2
Bonds and notes	債券及票據	-	204.8	(27.0)	-	-	-	-	-	177.8
Loans receivable	應收貸款	-	346.3	(10.2)	-	288.7	(190.5)	-	-	434.3
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	131.4	352.4	27.3	-	122.0	(112.5)	-	-	520.6
Unlisted shares issued by an unlisted company	一間非上市公司發行之非上市股份	40.7	-	5.0	-	-	-	-	-	45.7
Unlisted convertible bonds issued by unlisted companies	非上市公司發行之非上市可換股債券	26.3	-	(2.3)	-	-	-	-	-	24.0
Unlisted overseas equity securities with a put right	含認沽權之非上市海外股本證券	-	397.6	0.7	-	-	-	-	-	398.3
Unlisted overseas investment funds	非上市海外投資基金	9,474.6	-	(1,267.6)	-	1,008.0	(1,548.6)	-	-	7,666.4
Unlisted trust fund	非上市信託基金	61.4	-	(5.3)	-	-	(56.1)	-	-	-
Unlisted fund investment	非上市基金投資	43.1	-	(0.3)	-	-	-	0.3	-	43.1
<b>Financial liabilities at fair value through profit or loss</b>	透過損益按公平價值處理之金融負債									
Over the counter derivatives	場外衍生工具	(192.2)	192.2	-	-	-	-	-	-	-
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	-	-	-	-	(106.4)	-	-	-	(106.4)
Unlisted overseas investment funds under total return swap	總收益互換項下非上市海外投資基金	-	-	-	-	(15.5)	-	-	-	(15.5)

\* 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.

\* 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。

for the year ended 31st December, 2022

截至二零二二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)

	Balance at 1st January, 2021 於二零二一年 一月一日 之結餘 HK\$ Million 百萬港元	Deemed acquisition of a subsidiary 視作收購 一間附屬公司 HK\$ Million 百萬港元	Transfer** <sup>a</sup> 結轉** <sup>a</sup> HK\$ Million 百萬港元	2021 二零二一年 Recognised gains or losses 已確認收益或虧損			Disposal/ Exercise/ Derecognition 出售/行使/ 終止確認 HK\$ Million 百萬港元	Exchange difference 匯兌差額 HK\$ Million 百萬港元	Balance at 31st December, 2021 於二零二一年 十二月 三十一日 之結餘 HK\$ Million 百萬港元	Unrealised gain or loss for the year 年內未變現 收益或虧損 HK\$ Million 百萬港元
				Profit or loss 損益 HK\$ Million 百萬港元	Other comprehensive income 其他 全面收益 HK\$ Million 百萬港元	Purchase 購入 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	-	30.7	-	-	2.0	-	-	-	32.7	-
Unlisted overseas equity securities	8.5	-	-	-	-	-	-	-	8.5	-
Debt securities listed in Hong Kong	28.6	-	(9.9)	1.7	(1.1)	-	(19.3)	-	-	1.7
Debt securities listed outside Hong Kong	40.3	-	-	2.1	(0.4)	-	(42.0)	-	-	2.1
<b>Financial assets at fair value through profit or loss</b>	<b>透過損益按公平價值處理之金融資產</b>									
Investments in property projects	-	493.4	-	6.9	-	5.4	(27.1)	(18.6)	460.0	-
Equity linked notes	5.9	-	-	1.3	-	-	(7.2)	-	-	-
Unlisted equity securities outside Hong Kong	294.4	-	-	(6.5)	-	0.3	-	-	288.2	2.3
Unlisted call option for club memberships	14.1	-	-	(10.6)	-	-	-	-	3.5	-
Unlisted convertible preferred and ordinary shares issued by an unlisted company	134.5	-	-	80.0	-	-	(214.5)	-	-	-
Unlisted preference shares issued by an unlisted company	1,174.0	-	-	62.9	-	-	(1,236.9)	-	-	-
Unlisted preferred and ordinary shares issued by unlisted companies	73.9	-	-	(17.0)	-	83.8	(9.3)	-	131.4	(19.0)
Unlisted shares issued by an unlisted company	117.1	-	(75.5)	12.3	-	0.5	(13.7)	-	40.7	4.1
Unlisted convertible bonds issued by an unlisted company	24.4	-	-	1.9	-	-	-	-	26.3	1.9
Unlisted overseas equity securities with a put right	635.7	-	(397.6)	(238.1)	-	-	-	-	-	(238.1)
Unlisted overseas debt securities with redeemable preferred shares and ordinary shares issued by an unlisted company	216.1	-	-	332.8	-	-	(548.9)	-	-	(3.1)
Unlisted overseas investment funds	9,636.4	-	(2,178.9)	2,167.4	-	5,709.2	(5,859.5)	-	9,474.6	(399.5)
Unlisted trust fund	-	-	29.6	1.7	-	60.1	(30.0)	-	61.4	1.7
Unlisted fund investment	-	42.4	-	0.7	-	-	-	-	43.1	-
Listed perpetual securities	11.0	-	(12.2)	1.2	-	-	-	-	-	1.2
<b>Financial liabilities at fair value through profit or loss</b>	<b>透過損益按公平價值處理之金融負債</b>									
Over the counter derivatives	(62.4)	-	-	(129.8)	-	-	-	-	(192.2)	(129.8)



for the year ended 31st December, 2022

截至二零二二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 investments were transferred between Level 2 and Level 3 category 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 investments were transferred between Level 3 to Level 2 category and the transfers are primarily attributable to changes in observability of valuation inputs (e.g. availability of underlying lists of investments in the audited financial statements of the funds) in valuing these investments. Transfers between levels of the fair value hierarchy are deemed to occur at the end of each reporting period.
- ^ The investments were transferred between the classification of financial assets and the transfers are primarily attributable to the nature of the investment. Transfers between classification of financial assets are deemed to occur at the end of each reporting period.
- \*\* 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。
- \* 投資由第三級轉移至第二級類別，轉移主要由於對該等投資進行估值時估值輸入數據(如基金的經審核財務報表中提供投資的基本清單)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。
- ^ 投資在金融資產分類之間轉移，轉移主要由於投資的性質。金融資產分類之間的轉移被視為於各報告期末發生。

for the year ended 31st December, 2022

截至二零二二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：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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		
– Investments at FVTPL	– 透過損益賬按公平價值處理之投資	16,037.5	20,298.8
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)	45.0	49.1
– Loans and advances to consumer finance customers (note 31)	– 消費金融客戶貸款及墊款 (附註31)	3,797.3	3,805.9
– Mortgage loans (note 32)	– 按揭貸款 (附註32)	1,273.0	2,163.7
– Term loans (note 34)	– 有期貸款 (附註34)	212.2	676.5
– Amounts due from associates (note 36)	– 聯營公司欠款 (附註36)	261.2	285.9
– Amounts due from joint ventures (note 36)	– 合營公司欠款 (附註36)	3,373.8	2,505.7
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		
– Short-term pledged bank deposits and bank balances (note 37)	– 短期抵押銀行存款及銀行結餘 (附註37)	0.5	50.7
– Bank deposits (note 37)	– 銀行存款 (附註37)	4,124.8	786.0
– Trade and other receivables (note 35)	– 貿易及其他應收款項 (附註35)	597.7	748.3
– Amounts due from brokers	– 經紀欠款	1,231.1	499.9
– Cash and cash equivalents (note 37)	– 現金及現金等價物 (附註37)	11,413.1	10,116.2
– Loans and advances to consumer finance customers (note 31)	– 消費金融客戶貸款及墊款 (附註31)	7,228.6	8,243.8
– Mortgage loans (note 32)	– 按揭貸款 (附註32)	1,790.9	1,297.6
– Term loans (note 34)	– 有期貸款 (附註34)	1,487.0	1,837.9
– Amounts due from associates (note 36)	– 聯營公司欠款 (附註36)	82.3	121.3
– Amounts due from joint ventures (note 36)	– 合營公司欠款 (附註36)	1,239.3	2,398.0
– Amounts due from non-controlling interests	– 非控股權益欠款	0.2	–
		<b>38,158.0</b>	<b>35,586.5</b>
Financial assets at FVTOCI	透過其他全面收益按公平價值處理之金融資產	461.5	453.2
		<b>54,657.0</b>	<b>56,338.5</b>

for the year ended 31st December, 2022

截至二零二二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 liabilities and lease liabilities at the end of the reporting period were as follows:

本集團金融負債及租賃負債於報告期末之賬面值如下：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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 44)	– 銀行及其他借貸(附註44)	17,559.0	19,167.0
– Trade and other payables (note 38)	– 貿易及其他應付款項(附註38)	2,521.7	2,463.7
– Amounts due to associates	– 欠聯營公司款項	209.1	227.4
– Amounts due to brokers	– 欠經紀款項	81.8	–
– Amounts due to joint ventures	– 欠合營公司款項	589.3	816.0
– Amounts due to non-controlling interests	– 欠非控股權益款項	0.2	0.2
– Other liabilities (note 47)	– 其他負債(附註47)	51.9	51.4
– Notes/paper payable (note 45)	– 應付票據(附註45)	6,578.1	9,866.3
		<b>27,591.1</b>	<b>32,592.0</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	507.0	433.9
		<b>28,098.1</b>	<b>33,025.9</b>
Lease liabilities (note 46)	租賃負債(附註46)	<b>414.3</b>	<b>469.5</b>

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.

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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**30. FINANCIAL ASSETS AND LIABILITIES (CONT'D)****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.

Financial assets and liabilities subject to offsetting, enforceable master netting arrangements and similar agreements:

**30. 金融資產及負債(續)****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。

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	Net amounts presented in the consolidated statement of financial position	Related amounts not set off in consolidated statement of financial position 並無於綜合財務狀況表內抵銷的相關款項		
	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	於綜合財務狀況表內抵銷總額 HK\$ Million 百萬港元	於綜合財務狀況表呈列的淨額 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	Net amount 淨額 HK\$ Million 百萬港元
At 31st December, 2022	於二零二二年十二月三十一日					
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	929.4	-	929.4	(205.3)	-
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	205.3	-	205.3	(205.3)	-
At 31st December, 2021	於二零二一年十二月三十一日					
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	1,203.3	-	1,203.3	(243.0)	-
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	243.0	-	243.0	(243.0)	-

Further details on financial risk management of financial assets and liabilities are disclosed in note 51.

金融資產及負債之金融風險管理進一步詳情於附註51披露。

for the year ended 31st December, 2022

截至二零二二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**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	8,743.1	8,767.3
PRC	中國	2,887.2	3,913.2
		<b>11,630.3</b>	12,680.5
Less: impairment allowance	減：減值撥備	<b>(604.4)</b>	(630.8)
		<b>11,025.9</b>	12,049.7
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Non-current assets	非流動資產	3,797.3	3,805.9
Current assets	流動資產	7,228.6	8,243.8
		<b>11,025.9</b>	12,049.7

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：

		2022 二零二二年 Per annum 每年	2021 二零二一年 Per annum 每年
Fixed rate loans receivable	定息應收貸款	6.0% – 48.0%	6.0% – 48.0%
Variable rate loans receivable	浮息應收貸款	P+4.0% – P+13.0%	P-1.0% – P+15.0%

“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 5.625% per annum at 31st December, 2022 (2021: 5% 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，於二零二二年十二月三十一日為每年5.625%（二零二一年：每年5%）。

Movements of impairment allowance during the years of 2022 and 2021 are disclosed in note 51(b).

二零二二年及二零二一年減值撥備之變動於附註51(b)披露。

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, including historical default rates and collectability, being 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.

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虧損，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，包括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。

for the year ended 31st December, 2022

### 31. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)

The aging analysis for the loans and advances to consumer finance customers (net of impairment allowance) 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

As at 31st December, 2022, loans and advances to consumer finance customers with aggregate carrying amount of HK\$968.8 million (2021: HK\$1,031.7 million) are past due. Out of the past due balances, HK\$70.3 million (2021: HK\$72.2 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.

The loans and advances to consumer finance customers categorised as unsecured and secured, are as follows:

At the reporting date, loans and advances to consumer finance customers consisted of HK\$9,974.0 million unsecured (2021: HK\$10,844.2 million) and HK\$1,051.9 million secured (2021: HK\$1,205.5 million). The Group has not recognised a loss allowance for loans amounting to HK\$664.3 million (2021: HK\$996.7 million) which are secured by collateral.

The amount and type of collateral required depend on an assessment of the credit risk of the customer or counterparty.

As at 31st December, 2022, the gross carrying amount of loans and advances to consumer finance customers amounts to HK\$11,630.3 million (2021: HK\$12,680.5 million). 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 loans and advances to consumer finance customers.

截至二零二二年十二月三十一日止年度

### 31. 消費金融客戶貸款及墊款(續)

以下為於結算日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:

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	705.0	828.4
	127.5	102.6
	66.0	28.5
	2.7	1.6
	67.6	70.6
	<b>968.8</b>	<b>1,031.7</b>

於二零二二年十二月三十一日，賬面值合共968.8百萬港元(二零二一年：1,031.7百萬港元)的消費金融客戶貸款及墊款已逾期。在已逾期的結餘中，70.3百萬港元(二零二一年：72.2百萬港元)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。

消費金融客戶貸款及墊款分類為無抵押及有抵押如下：

於結算日，消費金融客戶貸款及墊款包括無抵押貸款9,974.0百萬港元(二零二一年：10,844.2百萬港元)及有抵押貸款1,051.9百萬港元(二零二一年：1,205.5百萬港元)。本集團尚未就664.3百萬港元(二零二一年：996.7百萬港元)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評估客戶或交易對手之信貸風險評估情況的結果而定。

於二零二二年十二月三十一日，消費金融客戶貸款及墊款的賬面總值為11,630.3百萬港元(二零二一年：12,680.5百萬港元)。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。

for the year ended 31st December, 2022

截至二零二二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 main types of collateral and credit enhancement obtained are as follows:

所獲抵押品及信貸增強措施的主要類別如下：

- for personal lending, charges over residential properties/commercial properties; and
- for commercial lending, corporate guarantee, charges over residential properties/commercial properties, charges over real estate properties, pledge of shares or debentures over the borrower's assets.

- 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、住宅物業／商業物業、地產物業、股份質押或以借款人之資產為保證的債券。

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.

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份性時監察抵押品的市價。

Estimates of the fair value of collateral are based on the valuation techniques commonly used for the corresponding assets at the time of borrowing.

估計抵押品公平價值乃基於借款時以相關資產的常用估值方法而釐定。

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, 2022, net realisable value of repossessed properties held by the Group amounted to HK\$2.9 million (2021: HK\$3.6 million).

本集團的政策是有序地變賣沒收物業。變賣所得款項用以償還或減低未償還貸款結餘。一般而言，本集團不會保留沒收物業作商業用途。於二零二二年十二月三十一日，本集團持有沒收物業的可變現淨值2.9百萬港元(二零二一年：3.6百萬港元)。

In respect of the secured loans and advances to customers with the carrying amount of HK\$736.6 million (2021: HK\$1,069.7 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.

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736.6百萬港元(二零二一年：1,069.7百萬港元)。

for the year ended 31st December, 2022

**32. MORTGAGE LOANS**

Mortgage loans  
Hong Kong  
Less: impairment allowance

按揭貸款  
香港  
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

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	<b>3,107.5</b>	3,514.4
	<b>(43.6)</b>	(53.1)
	<b>3,063.9</b>	3,461.3
	<b>1,273.0</b>	2,163.7
	<b>1,790.9</b>	1,297.6
	<b>3,063.9</b>	3,461.3

The mortgage loans bear interest rate are as follows:

Fixed rate loans receivable  
Variable rate loans receivable

定息應收貸款  
浮息應收貸款

按揭貸款按以下利率計息：

	2022 二零二二年 Per annum 每年	2021 二零二一年 Per annum 每年
	<b>7.5% – 20.4%</b>	5.8% – 20.4%
	<b>P+1.0% – P+9.4%</b>	P-2.3% – P+6.8%

Movements of impairment allowance during the years of 2022 and 2021 are disclosed in note 51(b).

二零二二年及二零二一年減值撥備之變動於附註51(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 judgment, 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，並就無需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, 2022

**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\$543.9 million (2021: HK\$588.5 million) are past due. Out of the past due balances, HK\$313.5 million (2021: HK\$324.4 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\$206.8 million unsecured (2021: HK\$364.4 million) and HK\$2,857.1 million secured (2021: HK\$3,096.9 million). The Group has not recognised a loss allowance for loans amounting to HK\$2,440.3 million (2021: HK\$3,056.3 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.

As at 31st December, 2022, the gross carrying amount of mortgage loans amounts to HK\$3,107.5 million (2021: HK\$3,514.4 million). The Group is entitled to sell or repledge collateral when there is a default by the borrowers. There has not been any significant change in the quality of collateral held for mortgage loans.

截至二零二二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：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	207.8	238.0
	22.6	21.3
	–	4.8
	0.1	2.9
	313.4	321.5
	<b>543.9</b>	<b>588.5</b>

於結算日，賬面值合共543.9百萬港元(二零二一年：588.5百萬港元)的按揭貸款已逾期。在已逾期的結餘中，313.5百萬港元(二零二一年：324.4百萬港元)以抵押品作擔保，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206.8百萬港元(二零二一年：364.4百萬港元)及有抵押貸款2,857.1百萬港元(二零二一年：3,096.9百萬港元)。本集團尚未就2,440.3百萬港元(二零二一年：3,056.3百萬港元)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評估客戶的信貸風險評估情況的結果而定。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。

於二零二二年十二月三十一日，按揭貸款的賬面總值為3,107.5百萬港元(二零二一年：3,514.4百萬港元)。倘借款人違約，本集團有權出售或重新質押抵押品。就按揭貸款持有的抵押品質素並無重大變動。

for the year ended 31st December, 2022

### 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\$139.0 million (2021: HK\$105.2 million).

In respect of the secured mortgage loans to mortgage loan customers with the carrying amount of HK\$2,857.1 million (2021: HK\$3,096.9 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 an independent property 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.

截至二零二二年十二月三十一日止年度

### 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金額的抵押品之客戶。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份性時監察抵押品的市值。

估計抵押品公平價值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。變賣所得款項用以償還或減低未償還貸款結餘。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139.0百萬港元(二零二一年：105.2百萬港元)。

向按揭貸款客戶提供的有抵押按揭貸款(根據獨立物業估值師進行的估值，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2,857.1百萬港元(二零二一年：3,096.9百萬港元)。

無抵押按揭貸款包括有二按貸款，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是分類為無抵押。

for the year ended 31st December, 2022

截至二零二二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:

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:

**33. 遞延稅項**

本集團於本年度及過往年度中確認的主要遞延稅項資產及負債以及相關變動如下：

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：

		Adjustments to conform to the Group's accounting policies	Elimination of inter- company charges in properties	Withholding tax on undistributed earnings	Accelerated depreciation tax	Revaluation of assets	Provisions and impairment	Unrealised gain	Others	Tax losses	Total
Business combinations	按照本集團 之會計政策 作出調整	撇銷已計入 物業內之 公司間費用	未分派盈利 之預提稅	加速 稅務折舊	資產重估	撥備及減值	未變現 收益	其他	稅項虧損		總計
HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
At 1st January, 2021	於二零二一年一月一日	-	-	-	293.4	6.7	(855.3)	53.1	(0.2)	(135.6)	(637.9)
Exchange adjustments	匯兌調整	42.9	0.1	-	(0.1)	33.4	(19.5)	2.3	-	(2.3)	56.8
Recognised in profit or loss	於損益確認	(118.7)	(25.3)	-	51.5	7.7	301.9	(13.5)	0.2	(54.6)	165.2
Recognised in equity	於權益確認	-	(0.2)	-	-	-	-	-	-	-	(0.2)
Deemed acquisition of a subsidiary (note 13)	視作收購一間附屬公司(附註13)	3,722.8	19.0	(26.7)	400.0	-	2,854.1	-	1.7	(0.3)	6,970.6
At 31st December, 2021	於二零二一年十二月三十一日	3,647.0	(6.4)	(26.7)	451.5	309.3	2,901.9	(572.9)	41.9	1.7	6,554.5
Exchange adjustments	匯兌調整	(267.1)	1.0	-	(36.6)	0.5	(213.5)	36.1	(4.4)	7.1	(476.9)
Recognised in profit or loss	於損益確認	(289.0)	(29.7)	-	26.2	13.4	(76.7)	63.8	(22.7)	0.4	(283.5)
Acquisition of a subsidiary (note 49)	收購一間附屬公司(附註49)	-	-	-	0.1	-	-	-	-	-	0.1
At 31st December, 2022	於二零二二年十二月三十一日	3,090.9	(35.1)	(26.7)	441.1	323.3	2,611.7	(473.0)	14.8	2.1	5,794.2

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Deferred tax liabilities	6,410.9	7,242.0
Deferred tax assets	(616.7)	(687.5)
	5,794.2	6,554.5

for the year ended 31st December, 2022

### 33. DEFERRED TAX (CONT'D)

At the end of the reporting period, the Group had unrecognised deductible temporary differences of HK\$793.6 million (2021: HK\$977.6 million) and estimated unused tax losses of HK\$4,630.3 million (2021: HK\$4,582.5 million) available to offset against future assessable profits. A deferred tax asset has been recognised in respect of HK\$915.1 million (2021: HK\$1,138.8 million) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$3,715.2 million (2021: HK\$3,443.7 million) of losses due to the unpredictability of future assessable profit streams. The unrecognised tax losses included sums of HK\$637.2 million and HK\$7.7 million that will expire during 2023 to 2027 and expire during 2035 to 2037, respectively (2021: HK\$437.2 million that will expire during 2022 to 2026).

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\$1,307.6 million at the end of the reporting period (2021: HK\$1,263.3 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.

There were no other significant temporary differences that are not recognised arising during the year or at the end of the reporting period.

截至二零二二年十二月三十一日止年度

### 33. 遞延稅項(續)

於報告期末，本集團之未確認可扣稅臨時差額為793.6百萬港元(二零二一年：977.6百萬港元)及可抵銷未來應課稅溢利之估計未動用稅項虧損4,630.3百萬港元(二零二一年：4,582.5百萬港元)。其中就915.1百萬港元(二零二一年：1,138.8百萬港元)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，故並無確認餘下3,715.2百萬港元(二零二一年：3,443.7百萬港元)虧損之遞延稅項資產。未確認稅項虧損包括將分別於二零二三年至二零二七年內到期及於二零三五年至二零三七年內到期之款項637.2百萬港元及7.7百萬港元(二零二一年：二零二二年至二零二六年內到期之款項437.2百萬港元)。

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1,307.6百萬港元(二零二一年：1,263.3百萬港元)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。

年內或於報告期末，並無其他未確認之重大臨時差額。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 34. TERM LOANS

## 34. 有期貨款

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Secured term loans	有抵押有期貨款	2,133.4	2,883.4
Unsecured term loans	無抵押有期貨款	401.0	455.3
		<b>2,534.4</b>	3,338.7
Less: impairment allowance	減：減值撥備	(835.2)	(824.3)
		<b>1,699.2</b>	2,514.4
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Non-current assets	非流動資產	212.2	676.5
Current assets	流動資產	1,487.0	1,837.9
		<b>1,699.2</b>	2,514.4

The term loans bear interest rate are as follows:

有期貨款按以下利率計息：

		2022 二零二二年 Per annum 每年	2021 二零二一年 Per annum 每年
Fixed rate loan receivables	定息應收貸款	5.75% – 36%	5.75% – 36%
Variable rate loan receivables	浮息應收貸款	P to p + 6.75% P至p + 6.75%	P+1.0% to 6-month Hong Kong Inter-bank Offered Rate ("HIBOR") + 8.0% P+1.0%至 6個月 香港銀行 同業拆息 (「香港銀行 同業拆息」) +8.0%

"p" refers to Hong Kong dollars prime rate quoted by bank as specified as respective loan agreements.

「p」指各貸款協議所列明的銀行報價港元優惠利率。

for the year ended 31st December, 2022

### 34. TERM LOANS (CONT'D)

Movements of impairment allowance during the years of 2022 and 2021 are disclosed in note 51(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 and developable land. As at 31st December, 2022, the gross carrying amount of secured term loans amounts to HK\$2,133.4 million (2021: HK\$2,883.4 million). The Group has not recognised a loss allowance for loans amounting to HK\$180.5 million (2021: HK\$1,134.8 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 51.

截至二零二二年十二月三十一日止年度

### 34. 有期貨款(續)

二零二二年及二零二一年減值撥備之變動於附註51(b)披露。

本集團的政策是有序地變賣沒收抵押品。

如有抵押品或有信用增強措施，則本集團認為貸款為有抵押。所獲得的抵押品及信用增強措施的主要類型包括非上市及上市股本證券的抵押、個人擔保、物業及可開發土地的權利轉讓及質押。於二零二二年十二月三十一日，有抵押有期貨款的賬面總值為2,133.4百萬港元(二零二一年：2,883.4百萬港元)。本集團尚未就180.5百萬港元(二零二一年：1,134.8百萬港元)以抵押品作抵押的貸款確認虧損撥備。倘借款人違約，本集團有權出售或重新質押抵押品。就已抵押有期貨款持有的抵押品質素並無重大變動。

由於考慮到有期貨款融資業務的性質，管理層認為有期貨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。

有期貨款之金融風險管理之進一步詳情載於附註51。

for the year ended 31st December, 2022

截至二零二二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**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	94.2	97.3
Less: impairment allowance	減：減值撥備	(0.9)	(1.7)
		<b>93.3</b>	95.6
Notes	票據	42.0	41.1
Less: impairment allowance	減：減值撥備	(42.0)	(16.3)
		-	24.8
Other receivables	其他應收款項		
Deposits	按金	178.5	140.0
Others	其他	388.5	538.9
Less: impairment allowance	減：減值撥備	(17.6)	(1.9)
		<b>549.4</b>	677.0
Trade and other receivables at amortised cost	按攤銷成本列賬之貿易及其他應收款項	642.7	797.4
Prepayments	預付款項	124.0	152.9
		<b>766.7</b>	950.3
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Non-current assets	非流動資產	45.0	49.1
Current assets	流動資產	721.7	901.2
		<b>766.7</b>	950.3

for the year ended 31st December, 2022

### 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 51.

截至二零二二年十二月三十一日止年度

### 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：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	195.1	321.0
	25.4	17.5
	18.8	12.5
	32.2	4.6
	93.4	87.7
	364.9	443.3
	338.3 (60.5)	374.0 (19.9)
	642.7	797.4

已逾期的貿易及其他應收款項的賬齡分析如下：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	16.6	17.8
	9.7	6.7
	3.3	0.8
	1.8	1.1
	0.3	–
	31.7	26.4

貿易及其他應收款項之金融風險管理之進一步詳情載於附註51。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**36. AMOUNTS DUE FROM ASSOCIATES AND JOINT VENTURES****36. 聯營公司及合營公司欠款****(i) Amounts due from associates****(i) 聯營公司欠款**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Advances	墊款	366.5	437.1
Less: impairment allowance	減：減值撥備	(23.0)	(29.9)
		<b>343.5</b>	<b>407.2</b>
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Non-current assets	非流動資產	261.2	285.9
Current assets	流動資產	82.3	121.3
		<b>343.5</b>	<b>407.2</b>

Movements of impairment allowance during the years of 2022 and 2021 are disclosed in note 51(b).

二零二二年及二零二一年減值撥備之變動於附註51(b)披露。

**(ii) Amounts due from joint ventures****(ii) 合營公司欠款**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Advances	墊款	4,613.1	4,903.7
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Non-current assets	非流動資產	3,373.8	2,505.7
Current assets	流動資產	1,239.3	2,398.0
		<b>4,613.1</b>	<b>4,903.7</b>

Further details of amounts due from associates and joint ventures are disclosed in notes 51 and 57.

聯營公司及合營公司欠款之進一步詳情載於附註51及57。

for the year ended 31st December, 2022

截至二零二二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**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Bank balances and cash	銀行結餘及現金	7,285.5	7,165.9
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	4,127.6	2,950.3
Cash and cash equivalents	現金及現金等價物	11,413.1	10,116.2
Short-term pledged bank deposits and bank balances (Note 56)	短期抵押銀行存款及 銀行結餘(附註56)	0.5	50.7
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	156.5	184.6
Restricted bank deposits (Note)	受規管之銀行存款(註解)	3,968.3	601.4
		<b>15,538.4</b>	<b>10,952.9</b>

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能用於指定的物業發展項目的銀行存款。

Further details on financial risk management of bank deposits, cash and cash equivalents are disclosed in note 51.

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載於附註51。

**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**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Accounts payable	應付款項	1,178.2	1,248.5
Deposit received	已收按金	226.1	249.4
Other payables	其他應付款項	1,117.4	965.8
Trade and other payables at amortised cost	按攤銷成本列賬之貿易及 其他應付款項	2,521.7	2,463.7
Accrued staff costs and other accrued expenses	應付員工成本及 其他應計費用	375.7	564.9
		<b>2,897.4</b>	<b>3,028.6</b>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**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:

Less than 31 days/repayable on demand	少於31日／於要求時償還
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
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

**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：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	585.7	1,157.1
	177.3	48.1
	18.7	7.4
	209.3	173.0
	556.7	425.3
	1,547.7	1,810.9
	1,349.7	1,217.7
	<b>2,897.4</b>	<b>3,028.6</b>

**39. CONTRACT LIABILITIES**

Sales of properties

物業銷售

The Group recognised contract liabilities of HK\$3,255.8 million arising from the deemed acquisition of a subsidiary (note 13), of which, revenue of HK\$539.8 million was recognised subsequent to the deemed acquisition for the year ended 31st December, 2021. Revenue recognised that was included in the contract liabilities balance at the beginning of the year 2022 amounted to HK\$2,769.3 million.

The Group generally receives 20% to 60% (2021: 30% to 50%) 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 early 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.

**39. 合約負債**

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	<b>7,462.6</b>	2,966.0

本集團確認來自視作收購一間附屬公司(附註13)所產生的合約負債3,255.8百萬港元，其中於截至二零二一年十二月三十一日止年度視作收購後確認收入539.8百萬港元。包含在合約負債於二零二二年初結餘之已確認收入為2,769.3百萬港元。

本集團與客戶在簽訂買賣協議時，一般收取客戶20%至60%(二零二一年：30%至50%)合同金額作為訂金。然而，根據市場情況，如客戶同意在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確認，直至客戶取得已竣工物業的控制權一直維持。

for the year ended 31st December, 2022

**40. RECEIVABLE FROM REVERSE REPURCHASE AGREEMENTS**

The receivable from reverse repurchase agreements arises when the securities are bought by the Group with a concurrent agreement to resell at a specified later date and price. These securities are not recognised in the Group's consolidated statement of financial position as the counterparty retains substantially all risks and returns of the securities. The amount paid by the Group is recognised as receivable. In the event of default by the counterparty, the Group has the right to sell the underlying securities for settling the outstanding receivable.

As at 31st December, 2022, the outstanding amount paid for the reverse repurchase agreements was nil (2021: HK\$169.3 million) and was recognised as receivable from reverse repurchase agreements. The following table specifies the fair value of financial assets received as collateral for the outstanding receivable at the year end.

Analysed by collateral type:  
Debt instruments

按抵押品類型分析：  
債務工具

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	–	160.1

**41. SHARE CAPITAL**

Issued and fully paid:  
At 1st January, 2021,  
31st December, 2021 and  
1st January, 2022  
Shares repurchased and cancelled

已發行及繳足：  
於二零二一年一月一日、  
二零二一年十二月三十一日及  
二零二二年一月一日  
股份購回及註銷

At 31st December, 2022

於二零二二年十二月三十一日

	Number of shares 股份數目	Amount 金額 HK\$ Million 百萬港元
	3,515,082,360	2,221.7
	(1,398,000)	–
	<u>3,513,684,360</u>	<u>2,221.7</u>

During the year, the Company repurchased 1,398,000 shares of the Company through purchases on the Stock Exchange at an aggregate consideration of approximately HK\$3.9 million. All the shares were cancelled after the repurchases.

Further details of the repurchase of shares are disclosed in the section "Purchase, Sale or Redemption of Shares" of this annual report.

截至二零二二年十二月三十一日止年度

**40. 反向回購協議應收款項**

反向回購協議應收款項於本集團購買證券時產生，連帶同時訂立一項協議以按指定其後日期及價格轉售。該等證券並無於本集團綜合財務狀況表中確認，原因是交易方保留該等證券的絕大部分風險及回報。本集團支付的款項確認為應收款項。倘交易方違約，本集團有權出售相關證券以結算未結清的應收款項。

於二零二二年十二月三十一日，就反向回購協議支付的未結清款項為零(二零二一年：169.3百萬港元)，並確認為反向回購協議應收款項。下表詳列於年結日已收取作為未結清應收款項抵押品的金融資產的公平價值。

**41. 股本**

年內，本公司透過在聯交所購買的方式購回本公司1,398,000股股份，總代價約3.9百萬港元。全部股份於購回後均註銷。

購回股份的更多詳情於本年報的「購回、出售或贖回股份」一節披露。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 42. ANALYSIS OF OTHER COMPREHENSIVE (EXPENSES) INCOME

## 42. 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 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	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	
<b>For the year ended 31st December, 2022</b>	<b>截至二零二二年 十二月三十一日止年度</b>						
Financial assets at FVTOCI	透過其他全面收益按公平價值處理之金融資產	-	(156.2)	-	-	(77.2)	(233.4)
Exchange differences arising on translation to presentation currency	折算至呈列貨幣而產生之匯兌差額	-	-	(774.5)	-	(767.6)	(1,542.1)
Exchange differences arising on translation of foreign operations	折算海外業務賬項而產生之匯兌差額	-	-	(242.7)	-	(307.8)	(550.5)
Reclassification adjustments to profit or loss on liquidation of subsidiaries	附屬公司清盤時對損益的重新分類調整	-	-	5.3	-	6.3	11.6
Others	其他	-	-	-	0.2	0.2	0.4
Revaluation gain on property transferred from owner-occupied property to investment property	由業主佔用物業撥至投資物業之重估收益	0.3	-	-	-	0.2	0.5
Share of other comprehensive expenses associates	應佔聯營公司其他全面費用	-	(1.1)	(74.3)	-	(15.9)	(91.3)
Share of other comprehensive (expenses) income of joint ventures	應佔合營公司其他全面(費用)收益	-	-	(431.2)	1.9	(413.2)	(842.5)
		<b>0.3</b>	<b>(157.3)</b>	<b>(1,517.4)</b>	<b>2.1</b>	<b>(1,575.0)</b>	<b>(3,247.3)</b>
<b>For the year ended 31st December, 2021</b>	<b>截至二零二一年十二月 三十一日止年度</b>						
Financial assets at FVTOCI	透過其他全面收益按公平價值處理之金融資產	-	(4.7)	-	-	(2.0)	(6.7)
Exchange differences arising on translation to presentation currency	折算至呈列貨幣而產生之匯兌差額	-	-	140.6	-	133.3	273.9
Exchange differences arising on translation of foreign operations	折算海外業務賬項而產生之匯兌差額	-	-	95.2	-	121.4	216.6
Deferred tax effect on changes in fair value of investment in an equity instrument at FVTOCI	透過其他全面收益按公平價值處理之權益工具之公平價值變動之遞延稅項影響	-	0.1	-	-	0.1	0.2
Reclassification adjustments to profit or loss on derecognition of an associate	終止確認一間聯營公司時對損益的重新分類調整	-	-	9.3	(1.7)	-	7.6
Reclassification adjustments to profit or loss on disposal of an associate	出售一間聯營公司時對損益的重新分類調整	-	-	0.2	-	-	0.2
Share of other comprehensive (expenses) income of associates	應佔聯營公司其他全面(費用)收益	-	(21.4)	175.4	0.2	(1.7)	152.5
Share of other comprehensive income of joint ventures	應佔合營公司其他全面收益	-	-	31.5	1.0	32.3	64.8
		-	(26.0)	452.2	(0.5)	283.4	709.1

for the year ended 31st December, 2022

**43. RESERVES**

Property revaluation reserve	物業重估儲備
Investment revaluation reserve	投資重估儲備
Translation reserve	匯兌儲備
Non-distributable reserve	非供派發儲備
Capital and other reserves	資本及其他儲備
Accumulated profits	累計溢利
Dividend reserve	股息儲備

截至二零二二年十二月三十一日止年度

**43. 儲備**

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	256.9	256.6
	(261.7)	(105.1)
	(1,274.7)	237.5
	55.2	55.2
	(412.6)	(417.3)
	42,116.8	43,526.6
	412.9	439.4
	<b>40,892.8</b>	<b>43,992.9</b>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 44. BANK AND OTHER BORROWINGS

## 44. 銀行及其他借貸

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Bank loans	銀行貸款	17,496.9	18,459.6
Other borrowings	其他借貸	62.1	707.4
		<b>17,559.0</b>	<b>19,167.0</b>
Analysed as:	列為：		
Secured	有抵押	8,258.8	9,611.1
Unsecured	無抵押	9,300.2	9,555.9
		<b>17,559.0</b>	<b>19,167.0</b>
Bank loans are repayable as follows:	銀行貸款償還期限如下：		
On demand or within one year	要求時償還或一年內	5,787.4	7,218.5
More than one year but not exceeding two years	一年以上但不超過兩年	1,796.2	1,877.7
More than two years but not exceeding five years	兩年以上但不超過五年	4,770.3	3,120.2
More than five years	超過五年	1,474.5	1,385.4
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	3,233.5	4,251.0
More than one year but not exceeding two years	一年以上但不超過兩年	435.0	171.8
More than two years but not exceeding five years	兩年以上但不超過五年	-	435.0
		<b>17,496.9</b>	<b>18,459.6</b>
Other borrowings are repayable as follows:	其他借貸償還期限如下：		
On demand or within one year	要求時償還或一年內	-	645.3
Over five years	五年後	62.1	62.1
		<b>62.1</b>	<b>707.4</b>
		<b>17,559.0</b>	<b>19,167.0</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	<b>(9,455.9)</b>	<b>(12,721.6)</b>
Amount due after one year	一年後到期之款項	<b>8,103.1</b>	<b>6,445.4</b>

for the year ended 31st December, 2022

#### 44. 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:

GBP	英鎊
RMB	人民幣
US\$	美元
AUD	澳元

Further details on financial risk management of bank and other borrowings are disclosed in note 51.

Details of the assets of the Group pledged to secure bank and other borrowings are set out in note 56.

截至二零二二年十二月三十一日止年度

#### 44. 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：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	467.4	538.4
	4,807.9	6,572.1
	715.4	189.3
	130.4	-
	<b>6,121.1</b>	<b>7,299.8</b>

銀行及其他借貸之金融風險管理之進一步詳情載於附註51。

本集團為銀行及其他借貸抵押之資產詳情載於附註56。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 45. NOTES/PAPER PAYABLE

## 45. 應付票據

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
US dollar denominated notes ("US\$ Notes")	美元票據(「美元票據」)		
4.65% US\$ Notes maturing in September 2022 ("2022 Notes")	於二零二二年九月到期之 4.65%美元票據 (「二零二二年票據」)	-	3,510.6
5.75% US\$ Notes maturing in November 2024 ("2024 Notes")	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」)	2,511.6	2,664.2
5.00% US\$ Notes maturing in September 2026 ("2026 Notes")	於二零二六年九月到期之 5.00%美元票據 (「二零二六年票據」)	3,324.6	2,960.6
HK dollar denominated notes/paper ("HK\$ Notes/Paper")	港元票據 (「港元票據」)		
Asset backed notes maturing in April 2024	於二零二四年四月到期之 資產支持票據	741.9	-
Asset backed notes maturing in April 2022	於二零二二年四月到期之 資產支持票據	-	730.9
		<b>6,578.1</b>	<b>9,866.3</b>
Analysed for reporting purposes as:	為呈報目的所作之分析：		
Current liabilities	流動負債	86.0	4,313.3
Non-current liabilities	非流動負債	6,492.1	5,553.0
		<b>6,578.1</b>	<b>9,866.3</b>

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.

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。

The 2024 Notes are listed on the Stock Exchange. The nominal value of the 2024 Notes after eliminating the intra-group holdings was US\$319.55 million or equivalent to HK\$2,495.7 million (2021: US\$340.0 million or equivalent to HK\$2,651.0 million) at the end of the reporting period. The fair value of the 2024 Notes after eliminating the intra-group holdings based on the price quoted from pricing service at the end of the reporting period was HK\$2,382.6 million (2021: HK\$2,770.3 million) which was categorised as Level 2.

二零二四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，二零二四年票據之面值為319.55百萬美元或相當於2,495.7百萬港元(二零二一年：340.0百萬美元或相當於2,651.0百萬港元)。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，二零二四年票據之公平價值為2,382.6百萬港元(二零二一年：2,770.3百萬港元)，分類為第二級。

for the year ended 31st December, 2022

#### 45. NOTES/PAPER PAYABLE (CONT'D)

The 2026 Notes are listed on the Stock Exchange. In March 2022, SHK completed issuance of additional US\$75.0 million or equivalent to HK\$584.8 million of 2026 Notes. The nominal value of the 2026 Notes after eliminating the intra-group holdings was US\$420.05 million or equivalent to HK\$3,280.6 million (2021: US\$375.0 million or equivalent to HK\$2,923.9 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\$2,763.1 million (2021: HK\$3,000.3 million) which was categorised as Level 2.

During the year ended 31st December, 2022, SHK has repurchased an aggregate principal amount of US\$10.32 million of the 2022 Notes, an aggregate principal amount of US\$20.45 million of the 2024 Notes and an aggregate principal amount of US\$28.95 million of the 2026 Notes. Among which, US\$10.32 million of the repurchased 2022 Notes, US\$19.5 million of the repurchased 2024 Notes and US\$28.75 million of the repurchased 2026 Notes were cancelled during the year, the remaining repurchased 2024 Notes and 2026 Notes were cancelled subsequent to the year end. The 2022 Notes matured in September 2022 and the outstanding balance was fully repaid during the year ended 31st December, 2022.

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 2022, the Group 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.

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.

截至二零二二年十二月三十一日止年度

#### 45. 應付票據(續)

二零二六年票據已於聯交所上市。於二零二二年三月，新鴻基完成額外發行二零二六年票據，面值為75.0百萬美元或相當於584.8百萬港元。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420.05百萬美元或相當於3,280.6百萬港元(二零二一年：375.0百萬美元或相當於2,923.9百萬港元)。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2,763.1百萬港元(二零二一年：3,000.3百萬港元)，分類為第二級。

截至二零二二年十二月三十一日止年度，新鴻基購回本金總額10.32百萬美元之二零二二年票據、本金總額20.45百萬美元之二零二四年票據，以及本金總額28.95百萬美元之二零二六年票據。其中10.32百萬美元之已購回二零二二年票據、19.5百萬美元之已購回二零二四年票據及28.75百萬美元之已購回二零二六年票據已於年內註銷，其餘已購回二零二四年票據及二零二六年票據則於年末註銷。二零二二年票據於二零二二年九月到期，未償還之結餘已於截至二零二二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。於二零二二年，本集團重續該交易至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。

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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 45. NOTES/PAPER PAYABLE (CONT'D)

## 45. 應付票據(續)

		Asset backed notes 資產支持票據 HK\$ Million 百萬港元
<b>As at 31st December, 2022</b>	<b>於二零二二年十二月三十一日</b>	
Carrying amount of transferred assets	已轉讓資產的賬面值	<b>1,025.0</b>
Carrying amount of associated liabilities	相關負債的賬面值	<b>741.9</b>
Net position	淨值	<b>283.1</b>
<b>As at 31st December, 2021</b>	<b>於二零二一年十二月三十一日</b>	
Carrying amount of transferred assets	已轉讓資產的賬面值	977.0
Carrying amount of associated liabilities	相關負債的賬面值	730.9
Net position	淨值	246.1

## 46. LEASE LIABILITIES

## 46. 租賃負債

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Current liabilities	流動負債	<b>148.6</b>	147.2
Non-current liabilities	非流動負債	<b>265.7</b>	322.3
		<b>414.3</b>	469.5
Maturity analysis:	到期日分析：		
Not later than one year	一年內	<b>148.6</b>	147.2
Later than one year and not later than two years	一年後及兩年內	<b>106.9</b>	97.0
Later than two years and not later than five years	兩年後及五年內	<b>117.1</b>	186.5
Later than five years	五年後	<b>41.7</b>	38.8
		<b>414.3</b>	469.5

for the year ended 31st December, 2022

**47. OTHER LIABILITIES**

Third-party interests in consolidated structured entities	綜合架構實體的 第三方權益
Current liabilities	流動負債
Non-current liabilities	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.

截至二零二二年十二月三十一日止年度

**47. 其他負債**

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	<b>38.7</b>	32.2
	<b>13.2</b>	19.2
	<b>51.9</b>	51.4

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, 2022

截至二零二二年十二月三十一日止年度

## 48. PROVISIONS

## 48. 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	Financial guarantee contracts 財務擔保合約 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 31st January, 2021	於二零二一年一月三十一日	6.2	28.5	5.0	13.3	53.0
Additional provisions for the year	年內額外撥備	1.8	-	-	1.4	3.2
Amount written back	撥回金額	(0.3)	(5.1)	(5.0)	-	(10.4)
Amount utilised during the year	年內已動用款項	(0.5)	-	-	-	(0.5)
At 31st December, 2021	於二零二一年十二月三十一日	<b>7.2</b>	<b>23.4</b>	-	<b>14.7</b>	<b>45.3</b>
Acquisition of a subsidiary	收購一間附屬公司	<b>0.4</b>	-	-	-	<b>0.4</b>
Additional provisions for the year	年內額外撥備	<b>1.6</b>	<b>6.9</b>	-	<b>5.1</b>	<b>13.6</b>
Amount written back	撥回金額	<b>(0.2)</b>	<b>0.1</b>	-	<b>(0.1)</b>	<b>(0.2)</b>
Amount utilised during the year	年內已動用款項	<b>(0.2)</b>	-	-	-	<b>(0.2)</b>
At 31st December, 2022	於二零二二年十二月三十一日	<b>8.8</b>	<b>30.4</b>	-	<b>19.7</b>	<b>58.9</b>

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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>57.3</b>	43.3
Non-current liabilities	非流動負債	<b>1.6</b>	2.0
		<b>58.9</b>	45.3

for the year ended 31st December, 2022

#### 49. ACQUISITION OF A SUBSIDIARY

During the year, an indirect wholly-owned subsidiary of the Company entered into an agreement dated 12th May, 2022 with certain independent third parties to acquire 80% interest in Welfit (HK) Limited ("Acquisition"). Welfit (HK) Limited and its subsidiaries ("Welfit Group") are engaged in the business of bonded warehouse storage, general warehouse storage, devanning and freight forwarder services. Upon the completion of the Acquisition on 31st May, 2022, Welfit Group became an indirect non wholly-owned subsidiaries of the Company and the Acquisition has been accounted for as acquisition of business using the acquisition method.

##### Consideration transferred

Cash	現金
Contingent consideration payable	應付或有代價

##### Contingent consideration payable

Based on the relevant agreement, the Group is required to pay an additional amount of HK\$0.8 million, representing a maximum undiscounted amount of HK\$1.1 million, if certain financial goals are met by Welfit Group. HK\$0.8 million represents the estimated fair value of this obligation at the date of acquisition.

The fair value of the contingent consideration arrangement of HK\$0.9 million as at the end of reporting period is based on valuation performed by an independent and qualified professional valuer and was estimated calculating the present value of the future expected cash flows. The estimates are based on a discount rate of 16.5% and assumed the probability of fulfilment of financial goals is 100%.

The fair value of such contingent consideration arrangement amounted to HK\$0.9 million as at the end of reporting period and has been included in the consolidated statement of financial position.

##### Acquisition-related costs

Acquisition-related costs amounting to HK\$0.2 million have been excluded from the consideration transferred and have been recognised directly as an expense in the current year, within the "Administrative expenses" line item in the consolidation statement of profit or loss.

截至二零二二年十二月三十一日止年度

#### 49. 收購一間附屬公司

於年內，本公司之一間間接全資附屬公司與若干獨立第三方訂立日期為二零二二年五月十二日之協議，以收購合盈(香港)有限公司之80%權益(「收購事項」)。合盈(香港)有限公司及其附屬公司(「合盈集團」)從事保稅倉庫儲存、一般倉庫儲存、拆箱及貨運代理服務業務。於收購事項於二零二二年五月三十一日完成後，合盈集團成為本公司之間接非全資附屬公司，而收購事項已採用收購法入賬為業務收購。

##### 轉讓之代價

HK\$ Million 百萬港元
16.5
0.8
17.3

##### 應付或有代價

根據相關協議，倘合盈集團達成若干財務目標，則本集團須支付額外金額0.8百萬港元，即最高未貼現金額1.1百萬港元。0.8百萬港元指該項責任於收購日期之估計公平價值。

於報告期末，或有代價安排之公平價值為0.9百萬港元，乃根據一間獨立及合資格專業估值師所進行之估值及基於計算未來預期現金流量之現值估計得出。該等估計乃基於貼現率16.5%，並假設實現財務目標的機率為100%。

於報告期末，該或有代價安排之公平價值為0.9百萬港元，並已載入簡明綜合財務狀況表內。

##### 收購相關費用

金額為0.2百萬港元之收購相關費用已從轉讓之代價中剔除，並已於綜合損益表之「行政費用」項目內直接確認為本年度開支。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**49. ACQUISITION OF A SUBSIDIARY (CONT'D)****49. 收購一間附屬公司(續)****Assets and liabilities recognised at the date of acquisition****於收購日期確認之資產及負債**

		<b>Fair value</b> 公平價值 <b>HK\$ Million</b> 百萬港元
Property, plant and equipment	物業、廠房及設備	1.1
Right-of-use assets	使用權資產	5.1
Trade receivables, prepayments and other receivables	應收貿易款項、預付款項及其他應收款項	9.1
Amounts due from non-controlling interests	非控股權益欠款	4.3
Tax recoverable	可收回稅項	0.5
Cash and cash equivalents	現金及現金等價物	6.4
Trade payables, other payables and accruals	應付貿易款項、其他應付款項及應計款項	(2.8)
Provisions	撥備	(0.4)
Lease liabilities	租賃負債	(5.1)
Deferred tax liabilities	遞延稅項負債	(0.1)
Net identifiable assets acquired	所收購之可識別資產淨值	<u>18.1</u>

**Acquired receivables**

The fair value of trade receivables and other receivables is HK\$8.9 million. The gross contractual amount for trade receivables and other receivables due is HK\$8.9 million and nil is expected to be uncollectible.

**所收購的應收款項**

應收貿易款項及其他應收款項之公平價值為8.9百萬港元。到期應收貿易款項及其他應收款項之總合約金額為8.9百萬港元，預計沒有無法收回的數額。

**Non-controlling interests**

The non-controlling interests of 20% in Welfit Group recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net assets of Welfit Group and amounted to HK\$3.6 million.

**非控股權益**

於收購日期確認之於合盈集團之非控股權益20%乃參考應佔合盈集團資產淨值之已確認金額比例計量，金額為3.6百萬港元。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**49. ACQUISITION OF A SUBSIDIARY (CONT'D)****49. 收購一間附屬公司(續)****Goodwill arising on acquisition****因收購產生之商譽**

		<b>HK\$ Million</b> 百萬港元
Consideration	代價	17.3
Add: non-controlling interests (20% in Welfit Group)	加：非控股權益 (佔合盈集團20%)	3.6
Less: recognised amounts of net assets acquired	減：所收購淨資產的已確認金額	(18.1)
Goodwill arising on acquisition	因收購產生之商譽	<u>2.8</u>

The goodwill is attributable to the expected growth and profitability prospects in logistics services business of Welfit Group and the Acquisition provided the Group the opportunity to involve in the logistics services business. None of the goodwill arising on the Acquisition is expected to be deductible for tax purposes.

商譽乃源於合盈集團物流服務業務之預期增長及盈利能力，而收購事項為本集團提供參與物流服務業務之機會。收購事項所產生之商譽預期概不可扣稅。

**Revenue and profit contribution**

The acquired business contributed revenues of HK\$19.2 million and net profit of HK\$2.1 million to the Group for the period from 31st May, 2022 to 31st December, 2022. If the Acquisition had occurred on 1st January, 2022, consolidated revenue and consolidated loss after taxation for the year ended 31st December, 2022 would have been HK\$10,094.7 million and HK\$1,128.0 million respectively.

**收入及溢利貢獻**

於二零二二年五月三十一日至二零二二年十二月三十一日期間，所收購業務為本集團貢獻收入19.2百萬港元及溢利淨額2.1百萬港元。倘收購事項於二零二二年一月一日發生，則截至二零二二年十二月三十一日止年度之綜合收入及綜合除稅後虧損將分別為10,094.7百萬港元及1,128.0百萬港元。

**Net cash outflows arising on acquisition of Welfit Group****收購合盈集團產生之現金流出淨額**

		<b>HK\$ Million</b> 百萬港元
Consideration paid in cash	以現金支付的代價	16.5
Less: cash and cash equivalents acquired	減：所收購的現金及現金等價物	(6.4)
		<u>10.1</u>



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 50. CAPITAL RISK MANAGEMENT

## 50. 資本風險管理

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.

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。

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.

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。

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.

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。

The capital structure of the Group consists of debts (which include bank and other borrowings and notes/paper payable) and equity attributable to owners of the Company comprising issued share capital and reserves.

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)。

### 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/paper payable less short-term pledged bank deposits and bank balances, bank deposits and cash and cash equivalents. The equity comprises all components of the equity attributable to owners of the Company.

### 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抵押銀行存款及銀行結餘、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。

for the year ended 31st December, 2022

**50. CAPITAL RISK MANAGEMENT (CONT'D)****Gearing ratio (Cont'd)**

The gearing ratio at the end of the reporting period was as follows:

截至二零二二年十二月三十一日止年度

**50. 資本風險管理(續)****資本負債比率(續)**

於報告期末之資本負債比率如下：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Bank and other borrowings	銀行及其他借貸	17,559.0	19,167.0
Notes/paper payable	應付票據	6,578.1	9,866.3
		<b>24,137.1</b>	29,033.3
Less: Short-term pledged bank deposits and bank balances	減：短期抵押銀行存款及銀行結餘	<b>(0.5)</b>	(50.7)
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	<b>(15,537.9)</b>	(10,902.2)
Net debt	債務淨額	<b>8,598.7</b>	18,080.4
Equity attributable to owners of the Company	本公司股東應佔權益	<b>43,114.5</b>	46,214.6
Gearing ratio	資本負債比率	<b>19.9%</b>	39.1%

**51. 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.

**51. 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。

for the year ended 31st December, 2022

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

### (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.

截至二零二二年十二月三十一日止年度

## 51. 金融風險管理(續)

### (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，確保風險在最適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, 2022

截至二零二二年十二月三十一日止年度

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 金融風險管理(續)

## (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, 2022 於二零二二年十二月三十一日				At 31st December, 2021 於二零二一年十二月三十一日			
		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	179.7	(174.5)	34.4	(34.4)	409.4	(321.9)	38.7	(38.7)
Overseas Index	海外指數	2,683.3	(2,663.6)	46.3	(46.3)	4,425.2	(3,642.5)	34.4	(34.4)

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.

## (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。

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。

for the year ended 31st December, 2022

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## (a) Market Risk (Cont'd)

## (ii) Interest Rate Risk (Cont'd)

At 31st December, 2022, assuming that market interest rates moved by  $\pm 50$  basis points (2021:  $\pm 50$  basis points), the loss before taxation for the year for the Group would have been HK\$17.7 million lower or HK\$13.4 million higher respectively (2021: profit before taxation of HK\$45.7 million lower or HK\$45.7 million higher respectively).

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:

截至二零二二年十二月三十一日止年度

## 51. 金融風險管理(續)

## (a) 市場風險(續)

## (ii) 利率風險(續)

於二零二二年十二月三十一日，倘市場利率之變動為加減50個點子(二零二一年：加減50個點子)，則本集團於本年度的除稅前虧損將分別下降17.7百萬港元或上升13.4百萬港元(二零二一年：除稅前溢利分別下降45.7百萬港元或上升45.7百萬港元)。

本集團按浮動利率計息的金融資產(負債)面對現金流利率風險，而其合約重新定價日及合約到期日中較早者如下：

		On demand	3 months to	1 year to	Over 5 years	Total
		or less than 3 months				
		按要求償還或少於3個月	1 year	1 year to 5 years	5 years 以上	總計
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
At 31st December, 2022	於二零二二年十二月三十一日					
Loans and advances to consumer finance customers	消費金融客戶貸款及墊款	145.5	-	-	-	145.5
Mortgage loans	按揭貸款	53.8	840.9	-	-	894.7
Term loans	有期貸款	17.3	267.2	45.4	-	329.9
Amounts due from associates	聯營公司欠款	0.1	77.3	176.7	-	254.1
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	-	-	214.4	-	214.4
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	11,014.8	60.1	-	-	11,074.9
Bank and other borrowings	銀行及其他借貸	(11,411.6)	(1,693.9)	(2,646.9)	(1,474.5)	(17,226.9)
Notes/paper payable	應付票據	(742.0)	-	-	-	(742.0)
At 31st December, 2021	於二零二一年十二月三十一日					
Loans and advances to consumer finance customers	消費金融客戶貸款及墊款	95.8	-	-	-	95.8
Mortgage loans	按揭貸款	106.1	729.4	-	-	835.5
Term loans	有期貸款	-	26.4	5.7	-	32.1
Amounts due from associates	聯營公司欠款	119.1	200.6	-	-	319.7
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	72.5	-	-	-	72.5
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	7,769.4	50.0	-	-	7,819.4
Bank and other borrowings	銀行及其他借貸	(10,997.1)	(1,925.5)	(3,148.1)	(1,253.7)	(17,324.4)
Notes/paper payable	應付票據	(730.0)	-	-	-	(730.0)

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 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 fixed interest rate to fair value 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：

		On demand or less than 3 months	3 months to 1 year	1 year to 5 years	Over 5 years	Non- interest bearing 免息	Total 總計
		按要求 償還或 少於3個月	3個月至 1年	1年至5年	5年以上	HK\$ Million 百萬港元	HK\$ Million 百萬港元
<b>At 31st December, 2022</b>	<b>於二零二二年十二月三十一日</b>						
Loans and advances to consumer finance customers	消費金融客戶貸款及墊款	2,385.6	4,697.5	3,585.2	212.1	-	10,880.4
Mortgage loans	按揭貸款	506.8	1,224.3	438.1	-	-	2,169.2
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	-	2.3	22.1	-	-	24.4
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	11.9	21.2	-	-	177.8	210.9
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	-	-	-	45.2	-	45.2
Term loans	有期貨款	1,103.6	265.7	-	-	-	1,369.3
Amounts due from associates	聯營公司欠款	-	-	-	-	89.4	89.4
Amounts due from joint ventures	合營公司欠款	173.7	786.5	1,290.8	-	2,362.1	4,613.1
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	3,687.6	81.6	-	-	694.3	4,463.5
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	-	68.9	151.0	-	-	219.9
Amount due to associates	欠聯營公司款項	-	-	-	-	(209.1)	(209.1)
Bank and other borrowings	銀行及其他借貸	(88.2)	(214.1)	(43.0)	-	13.2	(332.1)
Notes/paper payable	應付票據	-	(84.8)	(5,751.3)	-	-	(5,836.1)
Lease liabilities	租賃負債	(41.5)	(107.1)	(243.3)	(22.4)	-	(414.3)
<b>At 31st December, 2021</b>	<b>於二零二一年十二月三十一日</b>						
Loans and advances to consumer finance customers	消費金融客戶貸款及墊款	2,803.0	5,382.1	3,491.4	277.4	-	11,953.9
Mortgage loans	按揭貸款	521.7	757.1	1,264.9	82.1	-	2,625.8
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	14.5	17.9	17.7	-	-	50.1
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	195.6	78.8	141.6	578.9	-	994.9
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	-	-	-	61.4	-	61.4
Term loans	有期貨款	1,484.2	543.2	442.8	12.1	-	2,482.3
Amounts due from associates	聯營公司欠款	-	-	-	-	87.5	87.5
Amounts due from joint ventures	合營公司欠款	-	243.9	1,686.6	-	2,973.2	4,903.7
Notes included in trade receivables, prepayments and other receivables	計入應收貿易款項、預付款項及其他應收款項之票據	24.8	-	-	-	-	24.8
Bank deposits, cash and cash equivalents	銀行存款、現金及現金等價物	2,336.7	184.6	-	-	612.2	3,133.5
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	-	-	-	-	346.3	346.3
Amount due to associates	欠聯營公司款項	(219.5)	-	-	-	(7.9)	(227.4)
Bank and other borrowings	銀行及其他借貸	(445.8)	(493.0)	(545.5)	(100.6)	(257.7)	(1,842.6)
Notes/paper payable	應付票據	-	(3,582.4)	(5,553.0)	-	(0.9)	(9,136.3)
Bonds included in financial liabilities at FVTPL	計入透過損益賬按公平價值處理之金融負債之債券	-	-	(76.9)	(83.2)	-	(160.1)
Lease liabilities	租賃負債	(35.0)	(112.2)	(283.5)	(38.8)	-	(469.5)

for the year ended 31st December, 2022

## 51. 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, New Taiwan dollars, 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, 2022, assuming that the foreign exchange rates moved  $\pm 5\%$  (2021:  $\pm 5\%$ ) with all other variables held constant, the loss before taxation for the year for the Group would be HK\$144.9 million higher/lower (2021: profit before taxation of HK\$151.3 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, 2022, 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 48, 53, and 54(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\$1,137.7 million at 31st December, 2022 (2021: HK\$1,751.6 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 is 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, loan commitments and financial guarantee contracts, are exposed to credit risk.

截至二零二二年十二月三十一日止年度

## 51. 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、新台幣、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。

於二零二二年十二月三十一日，假設外幣匯率上下波幅為5% (二零二一年：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144.9百萬港元 (二零二一年：除稅前溢利上升/下降151.3百萬港元)。

### (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。於二零二二年十二月三十一日，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48、53及54(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，於二零二二年十二月三十一日為1,137.7百萬港元 (二零二一年：1,751.6百萬港元)，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、按揭貸款及有期貸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、貸款承擔及財務擔保合約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, 2022

截至二零二二年十二月三十一日止年度

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 金融風險管理(續)

### (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).

Credits 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.

### (b) 信貸風險(續)

#### *信貸風險及減值評估(續)*

本集團透過對其願意就個別交易對手方接受的風險金額設置限額，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。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、僱用狀況、過往逾期記錄及信貸記錄查核結果，如適用。

信貸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集團能夠評估因其面臨的風險而導致的潛在虧損及採取適當的補救行動。

本集團審慎地訂立信貸風險管理框架，並不時修訂其信貸政策，以配合持續受業務、經濟、監管規定、貨幣市場及社會狀況影響的當前信貸環境。

本集團內各公司的內部審核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／財務機構。

for the year ended 31st December, 2022

## 51. 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, 2022 was HK\$690.5 million (2021: HK\$866.5 million) of which 54.0% (2021: 21.8%) 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, 2022 was HK\$1,237.9 million (2021: HK\$1,299.3 million) of which 100% (2021: 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, 2022 was HK\$1,014.1 million (2021: HK\$787.8 million) of which 81.3% (2021: 97.9%) was secured by collateral.

For investment in debt securities, basically only debt securities with credit ratings of C or above 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 at financial assets at FVTOCI mainly comprise listed and unlisted bonds that are graded by credit-rating agencies as per globally understood definitions.

截至二零二二年十二月三十一日止年度

## 51. 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。於二零二二年十二月三十一日，經計及任何持有的抵押品及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690.5百萬港元(二零二一年：866.5百萬港元)，其中54.0%(二零二一年：21.8%)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。於二零二二年十二月三十一日，經計及任何持有的抵押品及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1,237.9百萬港元(二零二一年：1,299.3百萬港元)，其中100%(二零二一年：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。於二零二二年十二月三十一日，經計及任何持有的抵押品及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1,014.1百萬港元(二零二一年：787.8百萬港元)，其中81.3%(二零二一年：97.9%)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, 2022

截至二零二二年十二月三十一日止年度

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 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 對方的違約風險低，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，信貸風險自首次確認後顯著增加	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, 2022

## 51. 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 of 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.

截至二零二二年十二月三十一日止年度

## 51. 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，本集團考慮無需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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 金融風險管理(續)

## (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, notes, debt securities, amounts due from associates, amounts due from joint ventures, amounts due from non-controlling interests, amounts due from brokers, short-term pledged bank deposits and bank balances, bank deposits, cash and cash equivalents and trade and other receivables), loan commitments and financial guarantee contracts, which are subject to ECL assessment:

## (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、票據、債務證券、聯營公司欠款、合營公司欠款、非控股權益欠款、經紀欠款、短期抵押銀行存款及銀行結餘、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：

	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	
				2022	2021
				二零二二年 HK\$ Million 百萬港元	二零二一年 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 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)					
Loans and advances to consumer finance customers 消費金融客戶貸款及墊款	31	Low risk/watch list 低風險/監察表 Doubtful 可疑 Loss 虧損	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)	11,052.7 487.9 89.7	11,973.8 542.1 164.6
				11,630.3*	12,680.5*
Mortgage loans 按揭貸款	32	Low risk/watch list 低風險/監察表 Doubtful 可疑 Loss 虧損	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)	2,471.3 235.0 401.2	2,854.1 296.3 364.0
				3,107.5*	3,514.4*
Term loans 有期貸款	34	Note 1 註解1 Note 1 註解1	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)	1,036.4 - 1,498.0	1,930.5 220.6 1,187.6
				2,534.4*	3,338.7*

for the year ended 31st December, 2022

## 51. 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	
				2022	2021
				二零二二年 HK\$ Million 百萬港元	二零二一年 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	496.2	724.8
		N/A 不適用	Lifetime ECL (not credit-impaired) 全期預期信貸虧損(並無信貸減值)	91.2	42.9
		N/A 不適用	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	73.8	8.5
				<b>661.2</b>	<b>776.2</b>
Notes included in trade receivables, prepayments and other receivables 計入應收貿易款項、預付款項及其他應收款項之票據	35	N/A 不適用	12-month ECL 12個月預期信貸虧損	-	41.1
			Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	42.0	-
				<b>42.0</b>	<b>41.1</b>
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	24.4	50.1
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	349.0	419.6
		N/A 不適用	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	17.5	17.5
				<b>366.5</b>	<b>437.1</b>
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	4,613.1	4,903.7
Amounts due from non-controlling interests 非控股權益欠款	N/A 不適用	N/A 不適用	12-month ECL 12個月預期信貸虧損	0.2	-
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	1,231.1	499.9
Short-term pledged bank deposits and bank balances 短期抵押銀行存款及銀行結餘	37	N/A 不適用	12-month ECL 12個月預期信貸虧損	0.5	50.7

截至二零二二年十二月三十一日止年度

## 51. 金融風險管理(續)

## (b) 信貸風險(續)

信貸風險及減值評估(續)

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 金融風險管理(續)

## (b) Credit Risk (Cont'd)

## Credit risk and impairment assessment (Cont'd)

## (b) 信貸風險(續)

## 信貸風險及減值評估(續)

	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	
				2022	2021
				二零二二年 HK\$ Million 百萬港元	二零二一年 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)					
Bank deposits 銀行存款	37	N/A 不適用	12-month ECL 12個月預期信貸虧損	4,124.8	786.0
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	11,413.1	10,116.2
<b>Other items</b> <b>其他項目</b>					
Loan commitments (Note 2) 貸款承擔(註解2)	54(b)	Low risk/watch list 低風險/監察表 Doubtful 可疑	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)	2,458.9 9.5	2,135.7 8.9
				<b>2,468.4</b>	<b>2,144.6</b>
Financial guarantee (Note 3) 財務擔保(註解3)	53	N/A 不適用	12-month ECL 12個月預期信貸虧損	2,822.3	4,636.7

\* 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, 2022

**51. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*Impairment assessment on loans and advances to consumer finance customers

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 3 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:

Loans and advances to consumer finance customers 消費金融客戶貸款及墊款	Average loss rate 平均虧損率	At 31st December, 2022	Average loss rate 平均虧損率	At 31st December, 2021	
		於二零二二年十二月三十一日 HK\$ Million 百萬港元		於二零二一年十二月三十一日 HK\$ Million 百萬港元	
Current (not past due)	即期(無逾期)	3.5%	8,704.7	3.0%	9,196.2
1 to 30 days past due	逾期1至30日	18.7%	654.7	16.0%	555.0
31 to 60 days past due	逾期31至60日	63.2%	115.3	58.7%	83.1
61 to 90 days past due	逾期61至90日	81.2%	67.4	76.7%	59.7
			<b>9,542.1</b>		<b>9,894.0</b>

Debtors with significant outstanding balances or credit-impaired debts with gross carrying amounts of HK\$1,998.6 million and HK\$89.7 million respectively (2021: HK\$2,621.9 million and HK\$164.6 million respectively) on 31st December, 2022 were assessed individually for impairment loss allowances.

截至二零二二年十二月三十一日止年度

**51. 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的減值評估

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3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：

於二零二二年十二月三十一日，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1,998.6百萬港元及89.7百萬港元(二零二一年：分別為2,621.9百萬港元及164.6百萬港元)個別進行減值虧損撥備評估。



**51. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)**

*Credit risk and impairment assessment (Cont'd)*  
Impairment assessment on notes included in trade receivables, prepayments and other receivables

With default events observed since initial recognition, the Group assessed the loss allowance for notes with a gross amount of HK\$42.0 million (2021: HK\$41.1 million on 12-month ECL) on lifetime ECL (credit-impaired) with impairment of HK\$25.7 million (2021: HK\$15.5 million) recognised during the year.

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, 2022, ECL on debt securities amounting to HK\$13.3 million were recognised in profit or loss (2021: HK\$15.0 million). At 31st December, 2022, the impairment allowance for debt securities amounted to HK\$13.7 million (2021: HK\$16.8 million).

Impairment assessment on short-term 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 non-controlling interests/ 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 and bank balances 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, amounts due from non-controlling interests 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, amounts due from non-controlling interests and amounts due from brokers is insignificant except for amounts due from associates on which loss allowance of HK\$23.0 million (2021: HK\$29.9 million) has been provided as at 31st December, 2022.

**51. 金融風險管理(續)****(b) 信貸風險(續)**

*信貸風險及減值評估(續)*  
計入應收貿易款項、預付款項及其他應收款項的票據的減值評估

由於自初步確認後觀察到違約事件，本集團按全期預期信貸虧損(信貸減值)評估總額為42.0百萬港元(二零二一年：按12個月預期信貸虧損評估為41.1百萬港元)的票據的虧損撥備，年內確認減值25.7百萬港元(二零二一年：15.5百萬港元)。

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。截至二零二二年十二月三十一日止年度，債務證券的預期信貸虧損13.3百萬港元已於損益確認(二零二一年：15.0百萬港元)。於二零二二年十二月三十一日，債務證券的減值撥備為13.7百萬港元(二零二一年：16.8百萬港元)。

短期已抵押銀行存款/現金及現金等價物(包括銀行定期存款及受限制銀行存款)/聯營公司欠款/合營公司欠款/非控股權益欠款/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，該等已抵押銀行存款及銀行結餘屬短期性質，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、非控股權益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，信貸風險沒有顯著增加。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、非控股權益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23.0百萬港元(二零二一年：29.9百萬港元)除外，其已於二零二二年十二月三十一日作出撥備。

for the year ended 31st December, 2022

## 51. 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\$2,822.3 million (2021: HK\$4,636.7 million) as at 31st December, 2022. 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, amounts due from associates, loan commitments and trade and other receivables.

截至二零二二年十二月三十一日止年度

## 51. 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，於截至二零二二年十二月三十一日，本集團可能須支付的未償還財務擔保總額為2,822.3百萬港元(二零二一年：4,636.7百萬港元)。於首次確認日期，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，自首次確認財務擔保合約以來，信貸風險沒有顯著增加。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、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, 2022

截至二零二二年十二月三十一日止年度

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 金融風險管理(續)

## (b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

Loans and advances to consumer finance customers

## (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
<b>As at 1st January, 2021</b>	<b>於二零二一年一月一日</b>	421.7	187.1	145.5	754.3
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	(36.8)	36.8	-	-
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	3.0	(3.0)	-	-
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	(7.4)	-	7.4	-
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥至信貸減值	-	(329.8)	329.8	-
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	(145.3)	361.3	514.3	730.3
New financial assets originated	已新增的新金融資產	614.8	-	-	614.8
Repayment and derecognition	還款及終止確認	(513.1)	(57.9)	(23.1)	(594.1)
		(84.8)	7.4	828.4	751.0
Movement without impact on profit or loss:	不影響損益之變動：				
Written off (Note)	撇銷(註解)	-	-	(881.7)	(881.7)
Exchange adjustments	匯兌調整	5.3	1.7	0.2	7.2
		5.3	1.7	(881.5)	(874.5)
<b>As at 31st December, 2021</b>	<b>於二零二一年十二月三十一日</b>	<b>342.2</b>	<b>196.2</b>	<b>92.4</b>	<b>630.8</b>
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	(32.6)	32.6	-	-
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	1.4	(1.4)	-	-
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	(7.8)	-	7.8	-
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥至信貸減值	-	(289.7)	289.7	-
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	92.1	355.8	648.9	1,096.8
New financial assets originated	已新增的新金融資產	538.4	-	-	538.4
Repayment and derecognition	還款及終止確認	(517.0)	(109.5)	(80.7)	(707.2)
		74.5	(12.2)	865.7	928.0
Movement without impact on profit or loss:	不影響損益之變動：				
Written off (Note)	撇銷(註解)	-	-	(938.3)	(938.3)
Exchange adjustments	匯兌調整	(10.6)	(4.9)	(0.6)	(16.1)
		(10.6)	(4.9)	(938.9)	(954.4)
<b>As at 31st December, 2022</b>	<b>於二零二二年十二月三十一日</b>	<b>406.1</b>	<b>179.1</b>	<b>19.2</b>	<b>604.4</b>

Note: Amount of HK\$938.3 million (2021: HK\$881.7 million) that were written off during the year are still subject to enforcement activities.

註解：於年內已撇銷的938.3百萬港元(二零二一年：881.7百萬港元)仍可能需進行法律行動。

for the year ended 31st December, 2022

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## (b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

Mortgage 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, 2021	於二零二一年一月一日	-	-	47.4	47.4
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：				
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	-	-	25.1	25.1
Repayment and derecognition	還款及終止確認	-	-	(15.1)	(15.1)
		-	-	10.0	10.0
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	-	-	(4.3)	(4.3)
As at 31st December, 2021	於二零二一年十二月三十一日	-	-	53.1	53.1
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	-	-	23.0	23.0
Repayment and derecognition	還款及終止確認	-	-	(32.1)	(32.1)
		-	-	(9.1)	(9.1)
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	-	-	(0.4)	(0.4)
As at 31st December, 2022	於二零二二年十二月三十一日	-	-	43.6	43.6

截至二零二二年十二月三十一日止年度

## 51. 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
As at 1st January, 2021	於二零二一年一月一日	-	-	47.4	47.4
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：				
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	-	-	25.1	25.1
Repayment and derecognition	還款及終止確認	-	-	(15.1)	(15.1)
		-	-	10.0	10.0
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	-	-	(4.3)	(4.3)
As at 31st December, 2021	於二零二一年十二月三十一日	-	-	53.1	53.1
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	-	-	23.0	23.0
Repayment and derecognition	還款及終止確認	-	-	(32.1)	(32.1)
		-	-	(9.1)	(9.1)
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	-	-	(0.4)	(0.4)
As at 31st December, 2022	於二零二二年十二月三十一日	-	-	43.6	43.6

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 金融風險管理(續)

## (b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

Term loans

## (b) 信貸風險(續)

信貸風險及減值評估(續)

有期貨款

		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
As at 1st January, 2021	於二零二一年一月一日	20.1	16.1	662.7	698.9
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	(35.8)	(16.1)	51.9	-
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	42.8	-	147.8	190.6
New financial assets originated	已新增的新金融資產	6.7	-	-	6.7
Repayment, derecognition and others	還款及終止確認及其他	0.1	-	(72.0)	(71.9)
		13.8	(16.1)	127.7	125.4
As at 31st December, 2021	於二零二一年十二月三十一日	33.9	-	790.4	824.3
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	(7.4)	-	7.4	-
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	(13.0)	-	84.4	71.4
New financial assets originated	已新增的新金融資產	10.8	-	-	10.8
Repayment, derecognition and others	還款、終止確認及其他	15.6	-	-	15.6
		6.0	-	91.8	97.8
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	-	-	(86.2)	(86.2)
Exchange adjustments	匯兌調整	(0.7)	-	-	(0.7)
		(0.7)	-	(86.2)	(86.9)
As at 31st December, 2022	於二零二二年十二月三十一日	39.2	-	796.0	835.2

for the year ended 31st December, 2022

**51. FINANCIAL RISK MANAGEMENT (CONT'D)****(b) Credit Risk (Cont'd)***Credit risk and impairment assessment (Cont'd)*Amounts due from associates

		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
<b>As at 1st January, 2021</b>	於二零二一年一月一日	1.8	-	17.3	19.1
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	10.8	-	-	10.8
<b>As at 31st December, 2021</b>	於二零二一年十二月三十一日	<b>12.6</b>	<b>-</b>	<b>17.3</b>	<b>29.9</b>
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	(5.2)	-	0.1	(5.1)
Repayment and derecognition	還款及終止確認	(1.8)	-	-	(1.8)
		<b>(7.0)</b>	<b>-</b>	<b>0.1</b>	<b>(6.9)</b>
<b>As at 31st December, 2022</b>	於二零二二年十二月三十一日	<b>5.6</b>	<b>-</b>	<b>17.4</b>	<b>23.0</b>

截至二零二二年十二月三十一日止年度

**51. 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

## 51. 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, 2021	於二零二一年一月一日	24.2	4.3	-	28.5
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	轉撥	(0.4)	0.4	-	-
Net remeasurement of ECL	預期信貸虧損的重新 計量淨額	(5.3)	3.4	-	(1.9)
New loan commitments originated	已新增的貸款承擔	22.5	-	-	22.5
Expiry and derecognition	到期及終止確認	(21.6)	(4.1)	-	(25.7)
		(4.8)	(0.3)	-	(5.1)
As at 31st December, 2021	於二零二一年十二月三十一日	19.4	4.0	-	23.4
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	(0.4)	0.4	-	-
Net remeasurement of ECL	預期信貸虧損的重新 計量淨額	3.1	6.2	-	9.3
New loan commitments originated	已新增的貸款承擔	23.1	-	-	23.1
Expiry and derecognition	到期及終止確認	(20.5)	(4.9)	-	(25.4)
		5.3	1.7	-	7.0
As at 31st December, 2022	於二零二二年十二月三十一日	24.7	5.7	-	30.4

## 51. 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, 2022

## 51. 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, 2021	於二零二一年一月一日	-	-	5.6	5.6
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：				
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	0.3	-	(0.3)	-
New financial assets originated or purchased	已新增或購買的新金融資產	2.0	0.4	-	2.4
Repayment, derecognition and others	還款、終止確認及其他	(0.4)	-	(2.1)	(2.5)
		1.9	0.4	(2.4)	(0.1)
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	-	-	(1.9)	(1.9)
As at 31st December, 2021	於二零二一年十二月三十一日	1.9	0.4	1.3	3.6
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	1.2	0.1	(1.3)	-
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	2.5	-	14.3	16.8
New financial assets originated or purchased	已新增或購買的新金融資產	0.5	0.8	-	1.3
Repayment, derecognition and others	還款、終止確認及其他	0.7	(0.4)	-	0.3
		4.9	0.5	13.0	18.4
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	(3.5)	-	-	(3.5)
As at 31st December, 2022	於二零二二年十二月三十一日	3.3	0.9	14.3	18.5

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:

截至二零二二年十二月三十一日止年度

## 51. 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

		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, 2021	於二零二一年一月一日	-	-	5.6	5.6
Changes due to financial instruments recognised during the year:	於年內因確認金融工具產生的變動：				
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	0.3	-	(0.3)	-
New financial assets originated or purchased	已新增或購買的新金融資產	2.0	0.4	-	2.4
Repayment, derecognition and others	還款、終止確認及其他	(0.4)	-	(2.1)	(2.5)
		1.9	0.4	(2.4)	(0.1)
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	-	-	(1.9)	(1.9)
As at 31st December, 2021	於二零二一年十二月三十一日	1.9	0.4	1.3	3.6
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	1.2	0.1	(1.3)	-
Net remeasurement of ECL	預期信貸虧損的重新計量淨額	2.5	-	14.3	16.8
New financial assets originated or purchased	已新增或購買的新金融資產	0.5	0.8	-	1.3
Repayment, derecognition and others	還款、終止確認及其他	0.7	(0.4)	-	0.3
		4.9	0.5	13.0	18.4
Movement without impact on profit or loss:	不影響損益之變動：				
Written off	撇銷	(3.5)	-	-	(3.5)
As at 31st December, 2022	於二零二二年十二月三十一日	3.3	0.9	14.3	18.5

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變動所致，各貸款及應收款項的賬面總值變動如下：



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 金融風險管理(續)

## (b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

Loans and advances to consumer finance customers

## (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	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
		12個月預期信貸虧損	全期預期信貸虧損(並無信貸減值)	全期預期信貸虧損(信貸減值)	總計
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元
Gross carrying amount as at 1st January, 2021	於二零二一年一月一日的賬面總值	10,594.0	327.5	396.5	11,318.0
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	(991.7)	991.7	-	-
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	5.8	(5.8)	-	-
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	(240.8)	-	240.8	-
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥至信貸減值	-	(661.2)	661.2	-
New financial assets originated	已新增的新金融資產	18,094.9	-	-	18,094.9
Repayment and derecognition	還款及終止確認	(15,610.6)	(113.7)	(253.1)	(15,977.4)
Written off	撇銷	-	-	(881.7)	(881.7)
Exchange adjustments	匯兌調整	122.2	3.6	0.9	126.7
		1,379.8	214.6	(231.9)	1,362.5
Gross carrying amount as at 31st December, 2021	於二零二一年十二月三十一日的賬面總值	11,973.8	542.1	164.6	12,680.5
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	(1,034.3)	1,034.3	-	-
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	2.6	(2.6)	-	-
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	(256.0)	-	256.0	-
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥至信貸減值	-	(693.3)	693.3	-
New financial assets originated	已新增的新金融資產	16,502.6	-	-	16,502.6
Repayment and derecognition	還款及終止確認	(15,835.2)	(378.2)	(84.1)	(16,297.5)
Written off	撇銷	-	-	(938.3)	(938.3)
Exchange adjustments	匯兌調整	(300.8)	(14.4)	(1.8)	(317.0)
		(921.1)	(54.2)	(74.9)	(1,050.2)
Gross carrying amount as at 31st December, 2022	於二零二二年十二月三十一日的賬面總值	11,052.7	487.9	89.7	11,630.3

As at 31st December, 2022, loans and advances to consumer finance customers with a gross carrying amount of HK\$88.4 million (2021: HK\$155.5 million) (with an impairment allowance of HK\$18.5 million recognised (2021: HK\$83.4 million)) classified as lifetime ECL (credit-impaired) is covered by collateral and other credit enhancement measures.

於二零二二年十二月三十一日，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賬面總值為88.4百萬港元(二零二一年：155.5百萬港元)(已確認減值撥備18.5百萬港元(二零二一年：83.4百萬港元))受抵押品及其他信貸增強措施保障。

for the year ended 31st December, 2022

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## (b) Credit Risk (Cont'd)

Credit risk and impairment assessment (Cont'd)

Mortgage 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
Gross carrying amount as at 1st January, 2021	於二零二一年一月一日的 賬面總值	2,291.5	104.9	664.7	3,061.1
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	(263.8)	263.8	-	-
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	(108.6)	-	108.6	-
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	1.6	(1.6)	-	-
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥 至信貸減值	-	(20.5)	20.5	-
New financial assets originated	已新增的新金融 資產	2,810.1	-	-	2,810.1
Repayment and derecognition	還款及終止確認	(1,876.7)	(50.3)	(429.8)	(2,356.8)
		562.6	191.4	(300.7)	453.3
Gross carrying amount as at 31st December, 2021	於二零二一年十二月 三十一日的賬面總值	2,854.1	296.3	364.0	3,514.4
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	由12個月預期信貸虧損轉撥 至全期預期信貸虧損	(65.7)	65.7	-	-
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	(172.0)	-	172.0	-
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	13.6	(13.6)	-	-
Transfer from lifetime ECL to credit-impaired	由全期預期信貸虧損轉撥 至信貸減值	-	(24.1)	24.1	-
New financial assets originated	已新增的新金融資產	1,419.6	-	-	1,419.6
Repayment and derecognition	還款及終止確認	(1,578.3)	(89.3)	(158.9)	(1,826.5)
		(382.8)	(61.3)	37.2	(406.9)
Gross carrying amount as at 31st December, 2022	於二零二二年十二月 三十一日的賬面總值	2,471.3	235.0	401.2	3,107.5

As at 31st December, 2022, mortgage loans with a gross carrying amount of HK\$401.2 million (2021: HK\$364.0 million) classified as lifetime ECL (credit-impaired) is covered by collateral.

於二零二二年十二月三十一日，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401.2百萬港元(二零二一年：364.0百萬港元)，受抵押品保障。

截至二零二二年十二月三十一日止年度

## 51. 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, 2021	2,291.5	104.9	664.7	3,061.1
Changes due to financial instruments recognised during the year:				
Transfer from 12-month ECL to lifetime ECL	(263.8)	263.8	-	-
Transfer from 12-month ECL to credit-impaired	(108.6)	-	108.6	-
Transfer from lifetime ECL to 12-month ECL	1.6	(1.6)	-	-
Transfer from lifetime ECL to credit-impaired	-	(20.5)	20.5	-
New financial assets originated	2,810.1	-	-	2,810.1
Repayment and derecognition	(1,876.7)	(50.3)	(429.8)	(2,356.8)
	562.6	191.4	(300.7)	453.3
Gross carrying amount as at 31st December, 2021	2,854.1	296.3	364.0	3,514.4
Changes due to financial instruments recognised during the year:				
Transfer from 12-month ECL to lifetime ECL	(65.7)	65.7	-	-
Transfer from 12-month ECL to credit-impaired	(172.0)	-	172.0	-
Transfer from lifetime ECL to 12-month ECL	13.6	(13.6)	-	-
Transfer from lifetime ECL to credit-impaired	-	(24.1)	24.1	-
New financial assets originated	1,419.6	-	-	1,419.6
Repayment and derecognition	(1,578.3)	(89.3)	(158.9)	(1,826.5)
	(382.8)	(61.3)	37.2	(406.9)
Gross carrying amount as at 31st December, 2022	2,471.3	235.0	401.2	3,107.5

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 金融風險管理(續)

## (b) Credit Risk (Cont'd)

## Credit risk and impairment assessment (Cont'd)

## Term loans

## (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
Gross carrying amount as at 1st January, 2021	於二零二一年一月一日的 賬面總值	1,570.2	204.1	1,235.7	3,010.0
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	(35.8)	(63.1)	98.9	-
Deemed acquisition of a subsidiary	視作收購一間附屬 公司	1,062.7	-	-	1,062.7
New financial assets originated	已新增的新金融 資產	578.1	79.5	12.7	670.3
Repayment, derecognition and others	還款、終止確認 及其他	(1,244.7)	0.1	(159.7)	(1,404.3)
		360.3	16.5	(48.1)	328.7
Gross carrying amount as at 31st December, 2021	於二零二一年十二月 三十一日的賬面總值	1,930.5	220.6	1,187.6	3,338.7
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	(521.5)	18.1	503.4	-
New financial assets originated	已新增的新金融 資產	466.5	-	-	466.5
Repayment, derecognition and others	還款、終止確認 及其他	(839.1)	(238.7)	(193.0)	(1,270.8)
		(894.1)	(220.6)	310.4	(804.3)
Gross carrying amount as at 31st December, 2022	於二零二二年十二月 三十一日的賬面總值	1,036.4	-	1,498.0	2,534.4

As at 31st December, 2022, term loans with a gross carrying amount of HK\$1,382.4 million (2021: HK\$1,187.6 million) (with an impairment allowance of HK\$795.3 million recognised (2021: HK\$789.7 million)) classified as lifetime ECL (credit-impaired) is covered by collateral and other credit enhancement measures.

於二零二二年十二月三十一日，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1,382.4百萬港元(二零二一年：1,187.6百萬港元)(已確認減值撥備795.3百萬港元(二零二一年：789.7百萬港元))，受抵押品及其他信貸增強措施保障。

for the year ended 31st December, 2022

## 51. 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
<b>Gross carrying amount as at 1st January, 2021</b>	於二零二一年一月一日的 賬面總值	216.7	33.8	206.4	456.9
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	(4.3)	4.3	-	-
Deemed acquisition of a subsidiary	視作收購一間附屬 公司	934.7	-	-	934.7
New financial assets originated	已新增的新金融資產	668.2	182.5	-	850.7
Repayment, derecognition and others	還款、終止確認 及其他	(1,090.5)	(177.7)	(197.9)	(1,466.1)
		508.1	9.1	(197.9)	319.3
<b>Gross carrying amount as at 31st December, 2021</b>	於二零二一年十二月 三十一日的賬面總值	<b>724.8</b>	<b>42.9</b>	<b>8.5</b>	<b>776.2</b>
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	(14.0)	(1.0)	15.0	-
Acquisition of a subsidiary	收購一間附屬公司	5.4	3.3	-	8.7
New financial assets originated	已新增的新金融資產	315.7	5,288.4	82.8	5,686.9
Repayment, derecognition and others	還款、終止確認 及其他	(535.7)	(5,242.4)	(32.5)	(5,810.6)
		(228.6)	48.3	65.3	(115.0)
<b>Gross carrying amount as at 31st December, 2022</b>	於二零二二年十二月 三十一日的賬面總值	<b>496.2</b>	<b>91.2</b>	<b>73.8</b>	<b>661.2</b>

截至二零二二年十二月三十一日止年度

## 51. 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

		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
<b>Gross carrying amount as at 1st January, 2021</b>	於二零二一年一月一日的 賬面總值	216.7	33.8	206.4	456.9
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	(4.3)	4.3	-	-
Deemed acquisition of a subsidiary	視作收購一間附屬 公司	934.7	-	-	934.7
New financial assets originated	已新增的新金融資產	668.2	182.5	-	850.7
Repayment, derecognition and others	還款、終止確認 及其他	(1,090.5)	(177.7)	(197.9)	(1,466.1)
		508.1	9.1	(197.9)	319.3
<b>Gross carrying amount as at 31st December, 2021</b>	於二零二一年十二月 三十一日的賬面總值	<b>724.8</b>	<b>42.9</b>	<b>8.5</b>	<b>776.2</b>
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	(14.0)	(1.0)	15.0	-
Acquisition of a subsidiary	收購一間附屬公司	5.4	3.3	-	8.7
New financial assets originated	已新增的新金融資產	315.7	5,288.4	82.8	5,686.9
Repayment, derecognition and others	還款、終止確認 及其他	(535.7)	(5,242.4)	(32.5)	(5,810.6)
		(228.6)	48.3	65.3	(115.0)
<b>Gross carrying amount as at 31st December, 2022</b>	於二零二二年十二月 三十一日的賬面總值	<b>496.2</b>	<b>91.2</b>	<b>73.8</b>	<b>661.2</b>

**51. FINANCIAL RISK MANAGEMENT (CONT'D)****(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.

**51. 金融風險管理(續)****(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。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 51. FINANCIAL RISK MANAGEMENT (CONT'D)

## 51. 金融風險管理(續)

## (c) Liquidity Risk (Cont'd)

The exposure of the Group's contractual undiscounted cash flow for financial liabilities and lease liabilities and their contractual maturity dates are as follows:

## (c) 流動資金風險(續)

本集團之金融負債及租賃負債面對的合約未折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, 2022</b>	<b>於二零二二年十二月三十一日</b>					
Bank and other borrowings <sup>+</sup>	銀行及其他借貸 <sup>+</sup>	7,917.6	2,227.6	7,181.2	1,538.0	18,864.4
Trade and other payables	貿易及其他應付款項	2,520.4	1.3	-	-	2,521.7
Amounts due to associates	欠聯營公司款項	209.1	-	-	-	209.1
Amounts due to brokers	欠經紀款項	81.8	-	-	-	81.8
Amounts due to joint ventures	欠合營公司款項	589.3	-	-	-	589.3
Amount due to non-controlling interests	欠非控股權益款項	0.2	-	-	-	0.2
Notes/paper payable	應付票據	96.8	269.7	7,176.4	-	7,542.9
Loan commitments <sup>†</sup>	貸款承擔 <sup>†</sup>	2,456.9	-	11.5	-	2,468.4
Other liabilities	其他負債	38.7	-	-	13.2	51.9
Guarantees	擔保	2,822.3	-	-	-	2,822.3
<b>Total</b>	<b>總計</b>	<b>16,733.1</b>	<b>2,498.6</b>	<b>14,369.1</b>	<b>1,551.2</b>	<b>35,152.0</b>
Lease liabilities	租賃負債	46.4	117.0	245.7	43.2	452.3
<b>At 31st December, 2021</b>	<b>於二零二一年十二月三十一日</b>					
Bank and other borrowings <sup>+</sup>	銀行及其他借貸 <sup>+</sup>	8,485.4	4,668.1	6,008.7	1,739.3	20,901.5
Trade and other payables	貿易及其他應付款項	2,462.6	1.1	-	-	2,463.7
Amounts due to associates	欠聯營公司款項	227.4	-	-	-	227.4
Amounts due to joint ventures	欠合營公司款項	816.0	-	-	-	816.0
Amount due to non-controlling interests	欠非控股權益款項	0.2	-	-	-	0.2
Notes/paper payable	應付票據	160.7	4,501.0	6,464.5	-	11,126.2
Loan commitments <sup>†</sup>	貸款承擔 <sup>†</sup>	2,411.1	-	7.7	25.8	2,444.6
Other liabilities	其他負債	32.2	-	-	19.2	51.4
Guarantees	擔保	4,636.6	-	-	-	4,636.6
<b>Total</b>	<b>總計</b>	<b>19,232.2</b>	<b>9,170.2</b>	<b>12,480.9</b>	<b>1,784.3</b>	<b>42,667.6</b>
Lease liabilities	租賃負債	38.3	120.6	291.9	53.7	504.5

<sup>+</sup> 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.

<sup>†</sup> 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.

<sup>+</sup> 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。

<sup>†</sup> 以上數額指根據貸款融資協議尚未提取的貸款承擔及本集團應消費金融客戶及有期貨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, 2022

截至二零二二年十二月三十一日止年度

**52. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES****52. 融資業務產生之負債對賬**

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

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 44 銀行及其他借貸 附註44 HK\$ Million 百萬港元	Notes/paper payable Note 45 應付票據 附註45 HK\$ Million 百萬港元	Lease liabilities Note 46 租賃負債 附註46 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 47 其他負債 附註47 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
At 1st January, 2022	19,167.0	9,866.3	469.5	227.4	816.0	-	51.4	30,597.6
Financing cash flow:								
Repayment of bank and other borrowings	(21,120.6)	-	-	-	-	-	-	(21,120.6)
New bank and other borrowings raised	20,044.8	-	-	-	-	-	-	20,044.8
Proceeds from issue of notes/paper	-	797.2	-	-	-	-	-	797.2
Redemption of notes/paper	-	(428.7)	-	-	-	-	-	(428.7)
Repayment of notes/paper	-	(3,592.5)	-	-	-	-	-	(3,592.5)
Amounts repaid to associates	-	-	-	(1.0)	-	-	-	(1.0)
Amounts advanced from joint ventures	-	-	-	-	434.9	-	-	434.9
Amounts repaid to joint ventures	-	-	-	-	(597.4)	-	-	(597.4)
Contribution from third-party interests	-	-	-	-	-	-	10.6	10.6
Distribution to third-party interests	-	-	-	-	-	-	(8.6)	(8.6)
Changes in net assets attributable to other holders of consolidated structured entities	-	-	-	-	-	-	(2.8)	(2.8)
Dividends by subsidiaries declared to non-controlling interests	-	-	-	-	-	724.9	-	724.9
2021 second interim dividend declared	-	-	-	-	-	439.2	-	439.2
2022 interim dividend declared	-	-	-	-	-	26.4	-	26.4
Dividends by subsidiaries to non-controlling interests	-	-	-	-	-	(724.9)	-	(724.9)
Dividends paid to equity shareholders	-	-	-	-	-	(465.6)	-	(465.6)
Accrued interest	383.6	479.1	13.4	-	-	-	-	876.1
Interest paid	(287.2)	(528.6)	(13.4)	-	-	-	-	(829.2)
Payment of loan arrangement fee	(87.0)	-	-	-	-	-	-	(87.0)
Lease payments	-	-	(161.2)	-	-	-	-	(161.2)
Gain on repurchase of notes	-	(46.3)	-	-	-	-	-	(46.3)
New lease entered/lease modified	-	-	106.7	-	-	-	-	106.7
Effect on foreign exchange rate changes	(541.6)	31.6	(0.7)	(17.3)	(64.2)	-	1.3	(590.9)
At 31st December, 2022	17,559.0	6,578.1	414.3	209.1	589.3	-	51.9	25,401.7

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**52. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONT'D)****52. 融資業務產生之負債對賬(續)**

		Bank and other borrowings Note 44 銀行及 其他借貸 附註44 HK\$ Million 百萬港元	Notes/paper payable Note 45 應付票據 附註45 HK\$ Million 百萬港元	Lease liabilities Note 46 租賃負債 附註46 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 47 其他負債 附註47 HK\$ Million 百萬港元	Total 總計 HK\$ Million 百萬港元
At 1st January, 2021	於二零二一年一月一日	11,888.9	7,751.1	283.1	-	0.1	-	-	19,923.2
Financing cash flow:	融資現金流量:								
Repayment of bank and other borrowings	償還銀行及其他借貸	(23,127.1)	-	-	-	-	-	-	(23,127.1)
New bank and other borrowings raised	籌集所得新造銀行及其他借貸	23,831.0	-	-	-	-	-	-	23,831.0
Proceeds from issue of notes/paper	發行票據所得款項	-	3,704.6	-	-	-	-	-	3,704.6
Repayment of notes/paper	償還票據	-	(1,528.6)	-	-	-	-	-	(1,528.6)
Amounts repaid by associates	聯營公司還款	-	-	-	(50.1)	-	-	-	(50.1)
Amounts advanced from joint ventures	合營公司之墊款	-	-	-	-	14.5	-	-	14.5
Amounts repaid to joint ventures	向合營公司還款	-	-	-	-	(15.9)	-	-	(15.9)
Contribution from third-party interests	第三方權益注資	-	-	-	-	-	-	51.4	51.4
Dividends by subsidiaries declared to non-controlling interests	附屬公司宣派股息予非控股權益	-	-	-	-	-	789.5	-	789.5
2020 second interim dividend declared	宣派二零二零年第二次中期股息	-	-	-	-	-	413.0	-	413.0
2021 interim dividend declared	宣派二零二一年中期股息	-	-	-	-	-	26.4	-	26.4
Dividends by subsidiaries to non-controlling interests	附屬公司分派股息予非控股權益	-	-	-	-	-	(789.5)	-	(789.5)
Dividends paid to equity shareholders	已付權益股東股息	-	-	-	-	-	(439.4)	-	(439.4)
Accrued interest	應付利息	245.5	436.9	12.0	-	-	-	-	694.4
Interest paid	已付利息	(208.1)	(467.0)	(12.0)	-	-	-	-	(687.1)
Payment of loan arrangement fee	支付貸款安排費用	(42.1)	-	-	-	-	-	-	(42.1)
Lease payments	租賃付款	-	-	(148.3)	-	-	-	-	(148.3)
Capital reduction in joint ventures	合營公司削減資本	-	-	-	-	(448.3)	-	-	(448.3)
Dividends settled through current account	透過往來賬目結付股息	-	-	-	(5.0)	(531.9)	-	-	(536.9)
New lease entered/lease modified	新訂立租賃/經修改租賃	-	-	337.2	-	-	-	-	337.2
Effect on foreign exchange rate changes	匯率變動之影響	78.8	47.4	(2.5)	7.9	22.1	-	-	153.7
Elimination upon deemed acquisition of a subsidiary	視作收購一間附屬公司的抵銷	-	(78.1)	-	-	-	-	-	(78.1)
Deemed acquisition of a subsidiary	視作收購一間附屬公司	6,500.1	-	-	274.6	1,775.4	-	-	8,550.1
At 31st December, 2021	於二零二一年十二月三十一日	19,167.0	9,866.3	469.5	227.4	816.0	-	51.4	30,597.6



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**53. CONTINGENT LIABILITIES AND FINANCIAL GUARANTEES CONTRACTS****53. 或然負債及財務擔保合同**

(a) At 31st December, 2022, the Group had financial guarantees as follows:

(a) 於二零二二年十二月三十一日，本集團的財務擔保如下：

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Guarantees given to banks in respect of:		
– mortgage loans granted to property purchasers	1,233.1	1,472.5
– banking facilities granted to joint ventures		
– utilised	533.0	1,412.0
– not yet utilised	659.3	730.8
– banking facilities granted to an investee company classified as a financial asset at FVTPL		
– utilised	361.7	15.4
– not yet utilised	35.2	280.7
Guarantees given to lenders in respect of other loans granted to joint ventures		
– utilised	–	512.2
– not yet utilised	–	212.5
Guarantees granted in respect of utility supplies and government authorities for the property development works		
	–	0.6

(b) Property for development that is held by a joint venture of the Group with carrying value of approximately HK\$948.0 million (2021: HK\$423.7 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值約為948.0百萬港元(二零二一年：423.7百萬港元)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。

Property for development that is held by another joint venture of the Group with carrying value of approximately HK\$262.5 million (2021: HK\$300.8 million) had been identified as idle land by the local authority. The development of more than half of the piece of land was either completed or under development, except for the portions which are retained for the remaining development of the whole project. In particulars, the construction works for Phase 1 and Phase 2 Part 1 of the development have been completed. The construction works for Phase 2 Part 2 has completed in current year and Phase 3 Part 1 is in progress and will be completed within one year.

由本集團另一間合營公司持有賬面值約為262.5百萬港元(二零二一年：300.8百萬港元)之待發展物業已被當地機關分類為閒置土地。除部分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或正在開發。其中一期及二期一批發展之建造工程已經竣工。而二期二批之建造工程已於本年度完成，三期一批之建造工程已在進行並將於一年內竣工。

for the year ended 31st December, 2022

### 53. CONTINGENT LIABILITIES AND FINANCIAL GUARANTEES CONTRACTS (CONT'D)

- (b) (Cont'd)  
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 above cases are not probable.
- (c) A bank has initiated legal proceedings against a joint venture of the Group as one of the guarantors claiming for outstanding loan and interest of totalling approximately HK\$241.5 million. The bank reported that the loan was granted to a former shareholder of the joint venture before the acquisition of interest in that joint venture by the Group. The court judgement was held in favour of the bank and the joint venture appealed. The case has remanded for retrial and is still pending by the court. The claim is being contested and the management of the Group with reference to legal advices consider that even if determined against the joint venture, it will not have material effect on the consolidated financial statements.
- (d) One subsidiary of the Group is the named defendant in legal action filed in the USA. The legal action relates to a disagreement regarding an incorrect transfer of a number of shares to the said subsidiary by a third party in 2017. The plaintiffs are claiming unspecified damages of US\$10 million and management considers that it is less than probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Therefore no provision for the contingent liabilities in respect of this legal action is necessary.

截至二零二二年十二月三十一日止年度

### 53. 或然負債及財務擔保合同(續)

- (b) (續)  
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，由以上的調查引起的經濟損失的可能性並不高。
- (c) 一家銀行已對本集團的一間合營公司(作為擔保人之一)提出法律訴訟，索償未償還的貸款及利息共約241.5百萬港元。該銀行告知該貸款是在本集團收購合營公司之權益前發放給該合營公司的前股東。法院判令該銀行勝訴，而該合營公司已上訴。案件已發回重審，仍待法院審理。該索償仍在抗辯中，本集團管理層參考法律意見後認為，即使判決不利於合營公司，亦不會對綜合財務報表產生重大影響。
- (d) 本集團的一間附屬公司為於美國備案的一項法律訴訟中被提為被告。該法律訴訟關於第三方於二零一七年將一定數量的股份錯誤轉讓予該附屬公司的分歧。原告索償不確定數額損失10百萬美元，而管理層認為，不大可能需要可體現經濟利益的資源流出來結算責任。因此，無須就該法律訴訟有關的或然負債計提撥備。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 54. COMMITMENTS

## 54. 承擔

### (a) Lease Arrangements

#### *As lessee*

During the year ended 31st December, 2022, the expenses related to short-term leases and leases of low-value assets amount to HK\$5.7 million (2021: HK\$4.8 million).

At 31st December, 2022, the Group is committed to HK\$1.5 million (2021: HK\$5.0 million) for short-term leases.

The maturity profile of the lease liabilities are disclosed in note 46.

#### *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.

### (a) 租約安排

#### *作為承租人*

截至二零二二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5.7百萬港元(二零二一年：4.8百萬港元)。

於二零二二年十二月三十一日，本集團就短期租賃承擔1.5百萬港元(二零二一年：5.0百萬港元)。

租賃負債之到期日分析披露於附註46。

#### *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，於租賃期完結時沒有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。其他物業的租期介乎一至十年，且大部分租賃沒有給予承租人任何續約優先權。

for the year ended 31st December, 2022

**54. COMMITMENTS (CONT'D)****(a) Lease Arrangements (Cont'd)**  
*As lessor (Cont'd)*

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

Contingent rents which is linked to the lessee's turnover amounted to HK\$34.1 million (2021: HK\$34.9 million) are recognised as rental income for the year ended 31st December, 2022.

**(b) Loan Commitments**

Within one year	於一年內
In the second year	第二年
After the fifth year	第五年以後

截至二零二二年十二月三十一日止年度

**54. 承擔(續)****(a) 租約安排(續)**  
*作為出租人(續)*

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	230.2	659.9
	319.5	462.7
	202.8	289.8
	161.3	225.4
	160.1	211.7
	1,964.9	2,291.1
	<b>3,038.8</b>	<b>4,140.6</b>

截至二零二二年十二月三十一日止年度，與承租人的營業額掛鉤的或有租金34.1百萬港元(二零二一年：34.9百萬港元)確認為租金收入。

**(b) 貸款承擔**

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	2,456.9	2,111.1
	11.5	7.7
	-	25.8
	<b>2,468.4</b>	<b>2,144.6</b>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**54. COMMITMENTS (CONT'D)****54. 承擔(續)****(c) Other Commitments****(c) 其他承擔**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Capital commitments for funds	基金資本承擔	1,717.5	2,223.3
Capital expenditure in respect of contracted commitments for acquisition of land use rights in the PRC	就購買中國土地使用權合約承諾的資本開支	-	108.6
Capital contribution to an investee company classified as financial assets at FVTPL	資本投入予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	-	13.6
Capital contribution to a joint venture	資本投入予一間合營公司	269.7	292.7
Other capital commitments	其他資本承擔	29.3	66.2
		<b>2,016.5</b>	<b>2,704.4</b>

**55. EMPLOYEE BENEFITS****55. 僱員福利**

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.

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」)及強積金條例於二零零零年十二月成立之強積金計劃(「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需參與強積金計劃。

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.

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已付及應付供款。倘僱員於完全達到享用退休福利前退出計劃，則根據計劃之條款，本集團應付的供款將扣除沒收僱主供款之金額。

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.

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。

for the year ended 31st December, 2022

## 55. EMPLOYEE BENEFITS (CONT'D)

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.

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, 2022 and 2021, 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\$99.5 million (2021: HK\$73.8 million). The amount of forfeited contributions utilised in the course of the year ended 31st December, 2022 was HK\$0.9 million (2021: HK\$1.3 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, 3.1 million shares (2021: 6.8 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\$11.6 million (2021: HK\$27.9 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\$11.9 million (2021: HK\$15.5 million).

截至二零二二年十二月三十一日止年度

## 55. 僱員福利(續)

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。

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%。倘若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。於截至二零二二年及二零二一年十二月三十一日止年度內，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。此等附屬公司需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99.5百萬港元(二零二一年：73.8百萬港元)。於截至二零二二年十二月三十一日止年度內使用之被沒收供款額為0.9百萬港元(二零二一年：1.3百萬港元)。

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分別向選定承授人獎授3.1百萬股(二零二一年：6.8百萬股)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11.6百萬港元(二零二一年：27.9百萬港元)，將於歸屬期內於損益攤銷。年內根據僱員股份擁有計劃獎勵之股份所支銷之金額為11.9百萬港元(二零二一年：15.5百萬港元)。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 55. EMPLOYEE BENEFITS (CONT'D)

## 55. 僱員福利(續)

At the extraordinary general meeting of the Company held on 23rd July, 2012, it was resolved that a director's service agreement entered between SHK group and a director of SHK's subsidiary for a term of ten years be approved. Subject to the terms and conditions of the agreement, SHK group has granted the director of a subsidiary an option ("Option") to subscribe for or purchase up to 20% of the issued capital of a new company ("Newco") to be established to hold all equity interests in subsidiaries incorporated or to be incorporated in the PRC for money lending businesses in the PRC ("PRC Subsidiaries") at an exercise price which is determined based on the aggregate carrying amount of shareholders equity and shareholders loans proportional to the shareholding to be taken up by the director of a subsidiary at the time of exercise of the Option. Prior to the period before the Option becomes vested, the director of a subsidiary is also entitled a bonus calculated based on the performance of the PRC Subsidiaries. The transaction constituted a very substantial disposal and a connected transaction and its details were disclosed in the Company's circular dated 29th June, 2012.

本公司於二零一二年七月二十三日舉行股東特別大會，議決批准新鴻基集團與新鴻基一間附屬公司之董事訂立之董事服務協議，為期十年。以協議之條款及條件為限，新鴻基集團授予附屬公司之董事購股權(「購股權」)，按行使價認購或購買將成立新公司(「新公司」)最多20%之已發行股本，該新公司成立以持有於或將於中國註冊成立從事放款業務的附屬公司(「中國附屬公司」)之全部股權，行使價乃根據附屬公司之董事行使購股權時將認購之股權比例應佔之股東權益及股東貸款之賬面總值釐定。於購股權歸屬前之期間，附屬公司之董事亦有權獲得按中國附屬公司表現計算所得之花紅。是項交易構成非常重大出售事項及關連交易，詳情披露於本公司二零一二年六月二十九日之通函。

The fair value of the Option on grant date of 23rd July, 2012 was HK\$255.1 million which was calculated using the Black-Scholes pricing model and carried out by Norton Appraisals Limited, a firm of independent and qualified professional valuers not connected with the Group. The inputs into the model include an underlying asset value of PRC Subsidiaries as at the grant date of HK\$1,018.1 million, risk free rate of 2.74%, volatility of 39.25% and expected option life of 5 years. No share based payment expense is recognised in the consolidated financial statements for the year ended 31st December, 2022 and 2021 since one of the vesting conditions for the Option is the successful completion of the establishment of the Newco, the date of which, in the opinion of the management, could not yet be estimated with reasonable certainty. The director's service agreement was expired on 9th May, 2022.

購股權之公平價值於授出日期二零一二年七月二十三日為255.1百萬港元，由與本集團並無關連之獨立及合資格專業估值公司普敦國際評估有限公司以柏力克-舒爾斯定價模式計量。模式之輸入數據包括中國附屬公司於授出日期之相關資產值1,018.1百萬港元、無風險利率2.74%、波幅39.25%及預計購股權期限為五年。截至二零二二年及二零二一年十二月三十一日止年度並無於綜合財務報表確認股份結算開支，因為購股權其中一項歸屬條件是成功完成新公司之成立，而管理層認為完成成立之日期無法合理估計。董事的服務協議已於二零二二年五月九日屆滿。

for the year ended 31st December, 2022

## 56. PLEDGE OF ASSETS

At 31st December, 2022, 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\$28,518.7 million (2021: HK\$30,238.4 million), bank deposits and bank balances of nil (2021: HK\$50.0 million) together with certain securities in respect of a listed subsidiary with investment cost of HK\$266.4 million (2021: HK\$266.4 million) were pledged to secure loans and general banking facilities to the extent of HK\$9,835.0 million (2021: HK\$10,839.6 million) granted to the Group. Facilities amounting to HK\$8,258.8 million (2021: HK\$9,611.1 million) were utilised at the end of the reporting period.
- (b) HK\$1,025.0 million (2021: HK\$977.0 million) of mortgage loan receivables were pledged for a securitisation financing transaction.
- (c) Bank deposits with carrying value of HK\$0.1 million were pledged against mortgage loans granted to property purchasers as at 31st December, 2021.
- (d) Bank deposits with carrying value of HK\$0.5 million (2021: HK\$0.6 million) were pledged for guarantees in respect of utility supplies and government authorities for the development works.

截至二零二二年十二月三十一日止年度

## 56. 資產抵押

於二零二二年十二月三十一日，以下資產已抵押：

- (a) 本集團賬面總值28,518.7百萬港元(二零二一年：30,238.4百萬港元)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，無(二零二一年：50.0百萬港元)銀行存款及銀行結餘，連同一間上市附屬公司投資成本266.4百萬港元(二零二一年：266.4百萬港元)之若干證券，已用作多達9,835.0百萬港元(二零二一年：10,839.6百萬港元)授予本集團之貸款及一般銀行信貸之抵押。於報告期末，已提用信貸額8,258.8百萬港元(二零二一年：9,611.1百萬港元)。
- (b) 1,025.0百萬港元(二零二一年：977.0百萬港元)的應收按揭貸款已用於抵押一項證券化融資交易。
- (c) 於二零二一年十二月三十一日，賬面值0.1百萬港元之銀行存款已作為物業買家取得按揭貸款之抵押。
- (d) 賬面值0.5百萬港元(二零二一年：0.6百萬港元)之銀行存款已抵押作為發展工程之公用設施供應及政府機關的擔保。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 57. RELATED PARTY TRANSACTIONS AND BALANCES

## 57. 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

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	(4.4)	(5.3)
Manager's fee income	管理人費用收入	(3.3)	(3.2)
Management services fee income	管理服務費收入	(2.2)	(60.0)
Executive international business travel charge received/receivable	已收/應收高級管理層國際商旅費用	(2.1)	-
Rent, property management and air-conditioning fee income	租金、物業管理及空調費收入	(1.3)	(0.1)
Interest expenses	利息費用	11.6	5.7
Rent and property management fee for short-term leases	短期租賃的租金及物業管理費用	-	2.0
<b>Joint ventures<sup>^</sup></b>	<b>合營公司<sup>^</sup></b>		
Profit forwent by joint venture partner received	合營公司夥伴放棄收取之溢利	(119.4)	-
Interest income	利息收入	(91.8)	(25.4)
Administration, management, consultancy and agency fee income	行政、管理、諮詢及代理費收入	(38.9)	(16.6)
Rent and property management fee income	租金及物業管理費收入	(1.8)	(0.3)
Manager's fee income	管理人費用收入	(1.4)	(1.4)
Property management fee	物業管理費用	13.7	8.6
Interest expense of lease liabilities <sup>®</sup>	租賃負債之利息費用 <sup>®</sup>	1.4	2.0
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	533.0	1,412.0
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	659.3	730.8
Financial guarantee given to lenders in respect of other loans granted to and utilised by a joint venture	就一間合營公司獲授及已使用之其他貸款向借款人作出之財務擔保	-	512.2
Financial guarantee given to lenders in respect of other loans granted to but not yet utilised by joint ventures	就合營公司獲授但尚未使用之其他貸款向借款人作出之財務擔保	-	212.5
<b>A director of SHK</b>	<b>新鴻基董事</b>		
Management fee received/receivable under a discretionary investment management agreement*	根據一份全權委託投資管理協議已收/應收的管理費*	(0.1)	-
<b>Entities controlled by a director of the Company**</b>	<b>本公司董事控制之實體**</b>		
Rental income	租金收入	-	(1.9)
<b>Other related party</b>	<b>其他有關連人士</b>		
Executive international business travel charge received/receivable from a related company***	已收/應收關連公司的高級管理層國際商旅費用***	(4.1)	-

for the year ended 31st December, 2022

**57. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)****(a) Summary of transactions (Cont'd)**

- ° As at 31st December, 2022, the Group has lease liabilities of HK\$35.7 million (2021: HK\$64.9 million) to a joint venture. During the year ended 31st December, 2022, the Group has recognised additions to right-of-use assets of HK\$15.7 million (2021: HK\$31.5 million) and additions to lease liabilities of HK\$12.6 million (2021: HK\$39.8 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. The disclosures required by Chapter 14A of the Listing Rules are provided in the announcement of the Company dated 30th September, 2019.
- \*\*\* 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.

**(b) Key management personnel compensation**

Short-term benefits	短期福利
Post-employment benefits	退休福利

截至二零二二年十二月三十一日止年度

**57. 有關連人士之交易及結餘(續)****(a) 交易概要(續)**

- ° 於二零二二年十二月三十一日，本集團有付予一間合營公司之租賃負債35.7百萬港元(二零二一年：64.9百萬港元)。截至二零二二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15.7百萬港元(二零二一年：31.5百萬港元)及租賃負債增加12.6百萬港元(二零二一年：39.8百萬港元)。
- \* 該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。
- \*\* 該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。上市規則第14A章規定之披露載於本公司日期為二零一九年九月三十日的公佈。
- \*\*\* 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。

**(b) 主要管理層人員酬金**

	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	121.3	180.7
	0.9	1.0
	<b>122.2</b>	<b>181.7</b>

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**57. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)****57. 有關連人士之交易及結餘(續)**

(c) At the end of the reporting period, the Group had the following material balances with related parties:

(c) 於報告期末，本集團與有關連人士有以下重大結餘：

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Associates <sup>^</sup>	聯營公司 <sup>^</sup>	134.1	179.8
Joint ventures <sup>^</sup>	合營公司 <sup>^</sup>	4,023.8	4,089.2
A director of the Company*	本公司一名董事*	-	(250.0)
		<b>4,157.9</b>	<b>4,019.0</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.

\* The amount due to a director of the Company is unsecured and non-interest bearing. Two supplemental agreements were entered subsequently for the extension of the repayment date of the loan. The loan was fully repaid during the year. 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。

\* 欠本公司一名董事款項為無抵押及免息。其後訂立兩份補充協議，延長貸款的償還日期。貸款已於年內全數償還。該交易亦構成上市規則第14A章定義之關連交易。然而，該交易獲豁免上市規則第14A章的所有披露規定。

for the year ended 31st December, 2022

**57. 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, prepayment 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, 2022, the amounts due from (to) associates are unsecured, non-interest bearing and repayable on demand, except for (i) an unsecured short-term loan to an associate of HK\$77.3 million, which bears interest at HIBOR+3% per annum and is due for repayment on 14th September, 2023; (ii) an unsecured long-term loan to an associate of HK\$176.7 million, which bears interest at 0.976% per annum and is due for repayment in June 2024; and (iii) an unsecured long-term loan from an associate of HK\$202.2 million, which bears interest at 5.5% per annum and is due for repayment in July 2024, with a repayment on demand clause.
- (ii) As at 31st December, 2022, 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\$1,848.3 million are unsecured, bear interests ranging from 10% to 12% per annum and repayable from April 2023 to May 2025. For the amount due from a joint venture repayable in April 2023, the Group has intention to extend the repayment date to more than twelve months after the reporting date; and (ii) the amount due from a joint venture of HK\$224.7 million is unsecured, bear interests at 5.5% per annum and repayable in December 2023.

截至二零二二年十二月三十一日止年度

**57. 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	2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
	-	1.7
(i)	343.5	407.2
(ii)	4,613.1	4,903.7
	(0.3)	(0.2)
(i)	(209.1)	(227.4)
(ii)	(589.3)	(816.0)
	-	(250.0)
	<b>4,157.9</b>	<b>4,019.0</b>

註解：

- (i) 於二零二二年十二月三十一日，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)授予一間聯營公司的無抵押短期貸款77.3百萬港元，按香港銀行同業拆息+3%的年利率計息並需於二零二三年九月十四日償還；(ii)授予一間聯營公司的無抵押長期貸款176.7百萬港元，按0.976%的年利率計息並需於二零二四年六月償還；及(iii)來自一間聯營公司的無抵押長期貸款202.2百萬港元，按5.5%的年利率計息並需於二零二四年七月償還(有按要求償還條文)。
- (ii) 於二零二二年十二月三十一日，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1,848.3百萬港元為無抵押，按年利率介乎10%至12%計息及於二零二三年四月至二零二五年五月償還。應於二零二三年四月償還的一項合營公司欠款，本集團已計劃將還款日期由結算日延長至超過十二個月後；及(ii)一間合營公司欠款224.7百萬港元為無抵押，按年利率5.5%計息並需於二零二三年十二月償還。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

### 57. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)

- (d) During the year, loans of HK\$269.6 million (2021: HK\$148.9 million) were advanced to associates and HK\$307.3 million (2021: HK\$177.5 million) were repaid by associates.
- (e) During the year, a non-interest bearing loan of HK\$250.0 million (2021: nil) was repaid to a director of the Company.
- (f) During the year ended 31st December, 2021, sales proceeds of HK\$102.6 million was received from an associate for disposal of another associate to it.

### 57. 有關連人士之交易及結餘(續)

- (d) 年內，已向聯營公司墊支貸款269.6百萬港元(二零二一年：148.9百萬港元)及獲聯營公司償還貸款307.3百萬港元(二零二一年：177.5百萬港元)。
- (e) 年內，已向本公司一名董事償還免息貸款250.0百萬港元(二零二一年：無)。
- (f) 截至二零二一年十二月三十一日止年度，已從一間聯營公司收取102.6百萬港元銷售收所得款項作為向其出售另一間聯營公司。

### 58. 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, 2022, the carrying amounts of interests held by the Group from unconsolidated structured entities managed by third parties were HK\$11,095.5 million (2021: HK\$14,123.8 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, 2022, revenue shared from investment funds managed by third parties was HK\$14.9 million (2021: HK\$37.5 million).

### 58. 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。

於二零二二年十二月三十一日，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11,095.5百萬港元(二零二一年：14,123.8百萬港元)。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。

截至二零二二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14.9百萬港元(二零二一年：37.5百萬港元)。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**59. STATEMENT OF FINANCIAL POSITION OF THE COMPANY****59. 本公司之財務狀況表**

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 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	5.0	8.1
Intangible assets	無形資產	15.0	15.0
Right-of-use assets	使用權資產	6.5	11.2
Net investments in finance lease	融資租賃投資淨額	2.1	10.5
Investments in subsidiaries	於附屬公司之投資	1,617.3	1,529.3
Amounts due from subsidiaries	附屬公司欠款	1,881.7	1,842.5
		<b>3,527.6</b>	<b>3,416.6</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	5.2	4.4
Amounts due from subsidiaries	附屬公司欠款	386.2	786.7
Cash and cash equivalents	現金及現金等價物	21.4	22.5
		<b>412.8</b>	<b>813.6</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	9.5	9.9
Amounts due to subsidiaries	欠附屬公司款項	240.2	100.9
Lease liabilities	租賃負債	8.0	17.3
Provisions	撥備	2.5	1.8
		<b>260.2</b>	<b>129.9</b>
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>152.6</b>	<b>683.7</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>3,680.2</b>	<b>4,100.3</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	1,458.0	1,874.3
<b>Total equity</b>	<b>權益總額</b>	<b>3,679.7</b>	<b>4,096.0</b>
<b>Non-current liability</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	0.5	4.3
		<b>3,680.2</b>	<b>4,100.3</b>

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 28th March, 2023, and is signed on its behalf by:

本公司財務狀況表經董事會於二零二三年三月二十八日批准及授權刊發，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, 2022

截至二零二二年十二月三十一日止年度

**60. RESERVES OF THE COMPANY****60. 本公司之儲備**

		<b>Accumulated profits 累計溢利</b>	<b>Dividend reserve 股息儲備</b>	<b>Total 總計</b>
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
At 1st January, 2021	於二零二一年一月一日	1,695.8	413.0	2,108.8
2021 interim dividend	二零二一年中期股息	(26.4)	26.4	-
Dividend paid	已付股息	-	(439.4)	(439.4)
Second interim dividend declared	宣派第二次中期股息	(439.4)	439.4	-
Profit for the year	本年度溢利	204.9	-	204.9
<b>At 31st December, 2021</b>	<b>於二零二一年十二月三十一日</b>	<b>1,434.9</b>	<b>439.4</b>	<b>1,874.3</b>
2022 interim dividend	二零二二年中期股息	(26.4)	26.4	-
Dividend paid	已付股息	-	(465.6)	(465.6)
Adjustment to 2021 second interim dividend due to share repurchase and cancellation	因股份購回及註銷調整 二零二一年第二次 中期股息	0.2	(0.2)	-
Second interim dividend declared	宣派第二次中期股息	(412.9)	412.9	-
Amounts paid for shares repurchased and cancelled by the Company	本公司購回及註銷股份之 已付款項	(3.9)	-	(3.9)
Profit for the year	本年度溢利	53.2	-	53.2
<b>At 31st December, 2022</b>	<b>於二零二二年十二月三十一日</b>	<b>1,045.1</b>	<b>412.9</b>	<b>1,458.0</b>

The Company's reserves available for distribution to owners of the Company at 31st December, 2022 are represented by accumulated profits and dividend reserve totalling HK\$1,458.0 million (2021: HK\$1,874.3 million).

於二零二二年十二月三十一日，本公司可供派發予本公司股東之儲備以合共1,458.0百萬港元(二零二一年：1,874.3百萬港元)的累計溢利及股息儲備呈列。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**61. 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, 2022 and 2021 are as follows:

		Profit (loss) allocated to non-controlling interests		Accumulated non-controlling interests	
		分配予非控股權益之溢利(虧損)		累計非控股權益	
		2022 二零二二年 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	2021 二零二一年 HK\$ Million 百萬港元
SHK and its subsidiaries	新鴻基及其附屬公司	(53.6)	1,296.9	9,034.3	10,077.4
TACI and its subsidiaries	天安及其附屬公司	142.5	(21.6)	16,046.4	17,548.5
Other subsidiaries having non-controlling interests	其他擁有非控股權益之附屬公司	0.5	13.1	11.5	7.4
		<b>89.4</b>	<b>1,288.4</b>	<b>25,092.2</b>	<b>27,633.3</b>

Summarised consolidated financial information of SHK is set out below.

The summarised financial information below represents amount before intra-group eliminations.

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二零二二年及二零二一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：

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。

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Current assets	流動資產	20,655.9	23,846.7
Non-current assets	非流動資產	22,258.8	24,943.4
Current liabilities	流動負債	(6,849.9)	(12,199.8)
Non-current liabilities	非流動負債	(10,508.7)	(8,051.1)
Dividend distribution to non-controlling interests	分派股息予非控股權益	421.7	354.7
Revenue	收入	4,054.1	4,324.0
(Loss) profit for the year	本年度(虧損)溢利	(1,176.9)	3,299.1
Other comprehensive (expenses) income for the year	本年度其他全面(費用)收益	(771.4)	291.2



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**61. INVESTMENTS IN SUBSIDIARIES (CONT'D)****61. 於附屬公司之投資(續)****Details of non-wholly owned subsidiaries of the Group that have material non-controlling interests (Cont'd)**

Summarised consolidated financial information of TACI is set out below.

本集團擁有重大非控股權益的非全資附屬公司的詳情(續)

天安的綜合財務資料概要載列如下。

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.

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。

		2022 二零二二年 HK\$ Million 百萬港元	2021 二零二一年 HK\$ Million 百萬港元
Current assets	流動資產	19,897.3	18,748.9
Non-current assets	非流動資產	37,377.1	38,749.8
Current liabilities	流動負債	(13,935.3)	(10,964.5)
Non-current liabilities	非流動負債	(10,786.8)	(11,547.3)
Dividend distribution to non-controlling interests	分派股息予非控股權益	-	294.8*
Revenue	收入	5,280.4	843.7*
Profit (loss) for the year/period	本年度/期間溢利(虧損)	300.5	(41.0)*
Other comprehensive (expenses) income for the year/period	本年度/期間其他全面(費用)收益	(2,441.9)	276.7*

\* Included from the date TACI became a subsidiary of the Group up to 31st December, 2021.

\* 包括從天安成為本集團附屬公司當日起至二零二一年十二月三十一日止。

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**62. PARTICULARS OF PRINCIPAL SUBSIDIARIES**

Particulars of the Company's principal subsidiaries at 31st December, 2022 which have their principal place of operations in Hong Kong are set out below:

**62. 主要附屬公司資料**

於二零二二年十二月三十一日，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 本公司/附屬公司持有		Attributable to the Group 本集團應佔		
		2022	2021	2022	2021	
		二零二二年 %	二零二一年 %	二零二二年 %	二零二一年 %	
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

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

## 62. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

## 62. 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		
		2022	2021	2022	2021	
		二零二二年 %	二零二一年 %	二零二二年 %	二零二一年 %	
AP Development Limited 聯合地產發展有限公司	2	100	100	100	100	Investment holding 控股投資
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
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
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
Gilmore Limited	2	100	100	100	100	Property holding 持有物業

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**62. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)**
**62. 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	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		
		2022	2021	2022	2021	
		二零二二年 %	二零二一年 %	二零二二年 %	二零二一年 %	
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	2	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
Otone 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, 2022

截至二零二二年十二月三十一日止年度

## 62. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D) 62. 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	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		
		2022	2021	2022	2021	
		二零二二年 %	二零二一年 %	二零二二年 %	二零二一年 %	
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
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	73	73	73	73	Investment holding 控股投資

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**62. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)****62. 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		
		2022	2021	2022	2021	
		二零二二年 %	二零二一年 %	二零二二年 %	二零二一年 %	
Tian An China Investments Company Limited**† 天安中國投資有限公司**†	3,788,813,128.94	52	51	52	51	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	75	75	Investment holding 控股投資
United Asia Finance Limited 亞洲聯合財務有限公司	1,502,218,417.8	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, 2022

截至二零二二年十二月三十一日止年度

**62. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)****62. 主要附屬公司資料(續)**

Particulars of the Company's principal subsidiaries at 31st December, 2022 which were incorporated outside Hong Kong are set out below:

於二零二二年十二月三十一日，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		
			2022 二零二二年 %	2021 二零二一年 %	2022 二零二二年 %	2021 二零二一年 %	
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
Kenworld Corporation	Republic of Liberia 利比里亞共和國	US\$1 1美元	100	100	100	100	Investment holding 控股投資
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

for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**62. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)****62. 主要附屬公司資料(續)**

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		
			2022 二零二二年 %	2021 二零二一年 %	2022 二零二二年 %	2021 二零二一年 %	
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 Font Developments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	-	100	-	Investment holding 控股投資

\* These shareholdings represent the proportion of ownership interest held directly by the Company.

\*\* These subsidiaries are listed in Hong Kong and further details about them are available in their published accounts.

† In 2021, approximately 2% additional interest of TACI was acquired and it has changed from an associate to a subsidiary as set out in note 13.

The above tables list the subsidiaries of the Company which, in the opinion of the directors of the Company 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 45, none of the other subsidiaries had issued any debt securities at the end of the year.

\* 該等持股權即本公司直接持有擁有權益之比例。

\*\* 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。

† 於二零二一年，年內額外收購天安約2%權益，令其由聯營公司變為附屬公司(載於附註13)。

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45披露外，其他附屬公司於年末並無發行任何其他債務證券。



for the year ended 31st December, 2022

截至二零二二年十二月三十一日止年度

**63. PARTICULARS OF PRINCIPAL ASSOCIATES****63. 主要聯營公司資料**

Particulars of the Group's principal associates at 31st December, 2022 are set out below:

於二零二二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		
		2022	2021	2022	2021	
		二零二二年 %	二零二一年 %	二零二二年 %	二零二一年 %	
APAC Resources Limited* 亞太資源有限公司*	Bermuda/Hong Kong 百慕達/香港	43	41	43	41	Investment holding 控股投資
Zeta Estates Limited	Hong Kong 香港	33	33	17	17	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, 2022

截至二零二二年十二月三十一日止年度

**64. PARTICULARS OF PRINCIPAL JOINT VENTURES**

Particulars of the Group's principal joint ventures at 31st December, 2022 are set out below:

**64. 主要合營公司資料**

於二零二二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 擁有權益及投票權之比例				Principal activity 主要業務
		Held by subsidiary 本公司/附屬公司持有		Attributable to the Group 本集團應佔		
		2022	2021	2022	2021	
		二零二二年 %	二零二一年 %	二零二二年 %	二零二一年 %	
Allied Kajima Limited	Hong Kong 香港	50	50	50	50	Property and investment holding 物業及控股投資
Crystal Idea Management Limited	British Virgin Islands 英屬處女群島	50	50	26	25	Investment holding 控股投資
深圳天安駿業投資發展(集團)有限公司	PRC/Shenzhen 中國/深圳	50	50	26	25	Property development and investment 物業發展及投資
天安數碼城(集團)有限公司	PRC/Shenzhen 中國/深圳	50	50	26	25	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	26	25	Property development 物業發展

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, 2022

截至二零二二年十二月三十一日止年度

## 65. EVENTS AFTER THE REPORTING PERIOD

On 27th February, 2023, an indirect wholly-owned subsidiary of Asiasec Properties Limited (“ASL”) (“Purchaser”) which is a listed subsidiary of TACI, entered into a sale and purchase agreement with third parties to acquire a property 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 the Target Company to its shareholder at the consideration of HK\$3. It was further agreed that at completion, the Purchaser shall enter 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 shall be HK\$1,000,000,003.

On the even date, ASL group entered into two sale and purchase agreements to dispose its non-core properties. A sale and purchase agreement was entered into between a direct wholly-owned subsidiary of TACI and a direct wholly-owned subsidiary of ASL to acquire certain non-core properties of ASL group in the PRC through the acquisition of the entire issued share capital of an investment holding company and the assignment of shareholder’s loan at the consideration of HK\$80,000,000. Another sale and purchase agreement was entered between an indirect wholly-owned subsidiary of the Company and a direct wholly-owned subsidiary of ASL to acquire certain non-core properties of ASL group in Hong Kong through the acquisition of the entire issued share capital of two investment holding companies and the assignment of the respective shareholder’s loans at the aggregate consideration of HK\$250,000,000.

The above transactions are subject to the approval of the shareholders or independent shareholders (as the case may be) of ASL at an extraordinary general meeting and fulfilment of other conditions precedent. The acquisitions and disposal have not completed as at the report date. Details of the abovementioned transactions were disclosed in the joint announcement of the Company, TACI and ASL dated 27th February, 2023.

## 66. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current year’s presentation.

## 65. 報告期後事項

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，以透過以下方式收購香港的一項物業：(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)轉讓目標公司結欠其股東之貸款，代價為3港元。雙方進一步同意，於完成時，買方將訂立貸款協議，以後向目標公司提供1,000,000,000港元之貸款。收購事項之總付款將為1,000,000,003港元。

同日，亞證地產集團訂立兩份買賣協議以出售其非核心物業。天安之一間直接全資附屬公司與亞證地產之一間直接全資附屬公司訂立一份買賣協議，以透過收購一間投資控股公司之全部已發行股本及轉讓股東貸款收購亞證地產集團於中國之若干非核心物業，代價為80,000,000港元。本公司一間間接全資附屬公司與亞證地產一間直接全資附屬公司訂立另一份買賣協議，以透過收購兩間投資控股公司之全部已發行股本及轉讓相關股東貸款收購亞證地產集團於香港之若干非核心物業，總代價為250,000,000港元。

上述交易須待亞證地產股東或獨立股東(視乎情況而定)於股東特別大會上批准及其他先決條件達成後，方可作實。於報告日期，收購及出售事項尚未完成。上述交易之詳情已於本公司、天安及亞證地產日期為二零二三年二月二十七日之聯合公佈披露。

## 66. 比較數字

若干比較數字已重新分類以與本年度呈列保持一致。

Financial year ended 31st December,  
截至十二月三十一日止財政年度

		2018 二零一八年 HK\$ Million 百萬港元	2019 二零一九年 HK\$ Million 百萬港元	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
<b>Results</b>	<b>業績</b>					
Revenue	收入	5,083.0	5,278.7	4,844.6	5,973.2	<b>10,079.4</b>
Profit (loss) for the year	本年度溢利(虧損)	3,209.4	4,484.0	3,656.3	7,977.3	<b>(1,131.1)</b>
Attributable to:	應佔方：					
Owners of the Company	本公司股東	1,698.3	2,530.7	2,037.1	6,688.9	<b>(1,220.5)</b>
Non-controlling interests	非控股權益	1,511.1	1,953.3	1,619.2	1,288.4	<b>89.4</b>
		3,209.4	4,484.0	3,656.3	7,977.3	<b>(1,131.1)</b>
Basic earnings (loss) per share	每股基本盈利(虧損)	HK\$0.48 港元	HK\$0.72 港元	HK\$0.58 港元	HK\$1.90 港元	<b>HK\$(0.35) 港元</b>

At 31st December,  
於十二月三十一日

		2018 二零一八年 HK\$ Million 百萬港元	2019 二零一九年 HK\$ Million 百萬港元	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
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總額	66,207.3	68,843.2	70,336.7	120,307.9	<b>113,250.0</b>
Total liabilities	負債總額	(19,545.4)	(20,053.2)	(21,371.3)	(46,460.0)	<b>(45,043.3)</b>
Total equity	權益總額	46,661.9	48,790.0	48,965.4	73,847.9	<b>68,206.7</b>
Non-controlling interests	非控股權益	(20,429.3)	(20,683.8)	(11,946.0)	(27,633.3)	<b>(25,092.2)</b>
Equity attributable to owners of the Company	本公司股東應佔權益	26,232.6	28,106.2	37,019.4	46,214.6	<b>43,114.5</b>

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 本集團 所佔權益	Lease Expiry 約滿年期
<b>Shenzhen Tian An Cloud Park</b> Bantian, Longgang District, Shenzhen 深圳天安雲谷 深圳市，龍崗區，坂田	138,161	Commercial 商業	883,100	Construction Completed 施工完成	883,100	-	25.87%	2063/2065
		Apartment 公寓	130,400	施工完成	130,400	-	25.87%	2065
			<u>1,013,500</u>		<u>1,013,500</u>	-		
<b>Shenzhen Guangming Tian An Cloud Park</b> Xinhu Street, Guangming District, Shenzhen 深圳光明天安雲谷 深圳市，光明區，新湖街道	81,556	Commercial 商業	172,100	Construction Completed 施工完成	172,100	-	11.12%	2069/2089
		Residential 住宅	188,100	施工完成	188,100	-	11.12%	2089
		Apartment 公寓	22,600		22,600	-	11.12%	2069
			<u>382,800</u>		<u>382,800</u>	-		
<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	118,856	Commercial 商業	<u>454,400</u>	Phased Construction Stage 分期施工階段	<u>313,700</u>	<u>136,700</u>	25.87%	2042/2052/ 2055
<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	278,989	Commercial 商業	739,100	Phased Construction Stage 分期施工階段	536,500	28,300	20.18%	2060/2062
		Residential 住宅	84,100	分期施工階段	84,100	-	20.18%	2080
			<u>823,200</u>		<u>620,600</u>	<u>28,300</u>		
<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	184,114	Commercial 商業	537,200	Phased Construction Stage 分期施工階段	86,300	450,900	23.31%	2060
		Apartment 公寓	202,600	分期施工階段	-	202,600	23.31%	2060
			<u>739,800</u>		<u>86,300</u>	<u>653,500</u>		

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 本集團 所佔權益	Lease Expiry 約滿年期
<b>Dongguan Coolpad Tian An Cloud Park</b> North of South Industrial Road, Songshan Lake North Industrial City, Dongguan 東莞酷派天安雲谷產業園 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	12.94%	2062
<b>Dongguan Tian An Zhongtang ECO Town</b> 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	484,200	Phased Construction Stage 分期施工階段	149,300	199,800	13.99%	2059/2060
<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	513,088	Commercial 商業 Apartment 公寓	706,400 45,300	Phased Construction Stage 分期施工階段	620,200 45,300	23,900 -	25.87% 25.87%	2052 2052
			751,700		665,500	23,900		
<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	299,217	Residential 住宅 Ancillary & Commercial 附屬及商業	682,500 112,500	Phased Construction Stage 分期施工階段	314,100 36,200	- 20,900	51.74% 51.74%	2074/2082/2092 2052/2062
			795,000		350,300	20,900		
<b>Huizhou Tian An Cyber Park</b> 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	156,841	Commercial 商業 Residential 住宅	252,000 168,000	Phased Construction Stage 分期施工階段	62,500 39,700	- -	23.31% 23.31%	2061/2071 2091
			420,000		102,200	-		

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 本集團 所佔權益	Lease Expiry 約滿年期
<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	291,960	Residential 住宅	421,800	Phased Construction	140,600	97,500	51.74%	2073/2090
		Ancillary & Commercial 附屬及商業	72,600	Stage 分期施工階段	18,800	24,900	51.74%	2060/2070/ 2073/2090
			<u>494,400</u>		<u>159,400</u>	<u>122,400</u>		
<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	58,930	Commercial 商業	<u>177,100</u>	Phased Construction Stage 分期施工階段	<u>62,700</u>	<u>114,400</u>	51.74%	2051/2061
<b>Shanghai Tian An Xiangyu The Poetry</b> Luodianxin Town, Baoshan District, Shanghai 上海天安象嶼西江悅 上海市，寶山區，羅店新鎮	47,141	Residential 住宅	<u>75,400</u>	Construction Stage 施工階段	<u>-</u>	<u>75,400</u>	21.11%	2091
<b>Shanghai Tian An Xiangyu Cuihu Zhenjing</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	<u>55,700</u>	Construction Stage 施工階段	<u>-</u>	<u>55,700</u>	25.87%	2092
<b>Shanghai Songjiang Tian An Jingu</b> Songjiang Industrial Zone, Songjiang District, Shanghai 上海松江天安金谷 上海市，松江區，松江工業區	185,590	Commercial 商業	266,700	Phased Construction	-	91,800	15.52%	2067
		Apartment 公寓	30,300	Stage 分期施工階段	30,300	-	15.52%	2067
			<u>297,000</u>		<u>30,300</u>	<u>91,800</u>		

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 本集團 所佔權益	Lease Expiry 約滿年期
<b>Kunshan Lan Ting Da Jing Hua Yuan</b> South of Linhu Road and East of Zuchongzhi Road, Bacheng Town, Kunshan 昆山蘭亭大境花園 昆山市，巴城鎮，祖沖之路東側， 臨湖路南側	83,781	Residential 住宅	192,600	Construction Completed 施工完成	192,600	–	6.62%	2090
<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	–	25.87%	2060/2064
<b>Wuxi Tian An First Mansion</b> South of Chating Road and East of Wanyuan Road, Wanshi Village, Wanshi Town, Yixing 無錫天安逸品花園 宜興市，萬石鎮，萬石村，茶亭路南側， 萬園路東側	41,533	Residential 住宅	62,200	Construction Stage 施工階段	–	62,200	41.39%	2091
<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	Phased Construction Stage 分期施工階段	116,800	21,700	51.74%	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	304,700 187,700 492,400	Phased Construction Stage 分期施工階段	223,200 187,700 410,900	– – –	25.87% 25.87%	2057 2077



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 本集團 所佔權益	Lease Expiry 約滿年期
<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	228,700	Phased Construction	123,400	-	25.87%	2060
		Residential 住宅	135,000	Stage 分期施工階段	135,000	-	25.87%	2080
			<u>363,700</u>		<u>258,400</u>	<u>-</u>		
<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	93,160	Commercial 商業	<u>210,100</u>	Phased Construction Stage 分期施工階段	<u>111,700</u>	69,200	25.87%	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	239,300	Phased Construction	-	73,200	25.87%	2070
		Residential 住宅	328,800	Stage 分期施工階段	-	110,700	25.87%	2090/2091
			<u>568,100</u>		<u>-</u>	<u>183,900</u>		
<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	<u>19,200</u>	Phased Construction Stage 分期施工階段	<u>-</u>	19,200	31.04%	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	<u>115,000</u>	Construction Stage 施工階段	<u>-</u>	115,000	13.66%	2091

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 本集團 所佔權益	Lease Expiry 約滿年期
<b>Nantong Tian An First Mansion</b> Lots 1, 12, 13 and 14, Guoli Community, Jiuhua Town, Rugao City, Nantong 南通天安逸品花園 南通市，如皋市，九華鎮，郭李社區 1、12、13、14組地段	70,000	Residential 住宅	140,300	Phased Construction Stage 分期施工階段	83,600	56,700	41.39%	2060/2090
<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	398,200	Phased Construction Stage 分期施工階段	114,000	-	25.87%	2061
<b>Ningbo Tian An First Mansion</b> Hong Yue Village, Xiaolin Town, Cixi City, Ningbo 寧波天安盛世臻境花苑 寧波市，慈溪市，逍林鎮，宏躍村	69,515	Commercial 商業	6,000	Construction Completed 施工完成	6,000	-	41.39%	2060
		Residential 住宅	128,800		128,800	-	41.39%	2090
			134,800		134,800	-		
<b>Ningbo Tian An Tongjin Riverview Mansion</b> Baisha Road Street, Cixi City, Ningbo 寧波天安同進灣棠 寧波市，慈溪市，白沙路街道	26,604	Residential 住宅	79,800	Construction Stage 施工階段	-	79,800	24.84%	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	263,200	Phased Construction Stage 分期施工階段	111,300	151,900	15.52%	2059/2069/ 2089
		Residential 住宅	196,600		196,600	-	15.52%	2089
			459,800		307,900	151,900		
<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	357,768	Commercial 商業	586,100	Phased Construction Stage 分期施工階段	262,800	96,600	25.87%	2061
		Residential 住宅	308,800		148,000	-	25.87%	2061
			894,900		410,800	96,600		

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 本集團 所佔權益	Lease Expiry 約滿年期
<b>Dalian Tian An Seaview Garden</b> Liaoh Road West, Economic & Technical Development Zone, Dalian 大連天安海景花園 大連市，經濟及技術開發區，遼河西路	58,652	Residential 住宅	103,200	Phased Construction Stage 分期施工階段	85,800	17,400	51.74%	2043
<b>Dalian Protagonist's Life</b> Sanbali Village, Shuishiyang Street, Lvshunkou District, Dalian 大連星光宸閣 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	-	141,800	20.28%	2090
<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	414,192	Commercial & Residential 商業及住宅	408,400	Construction Completed 施工完成	408,400	-	51.74%	2050/2051
<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	581,907	Commercial 商業 Residential 住宅	934,100 385,200 1,319,300	Phased Construction Stage 分期施工階段	185,800 211,800 397,600	- 35,000 35,000	25.87% 25.87%	2051 2081
<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	312,279	Commercial 商業 Residential 住宅	215,900 297,100 513,000	Phased Construction Stage 分期施工階段	175,100 297,100 472,200	40,800 - 40,800	25.87% 25.87%	2060 2080

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 本集團 所佔權益	Lease Expiry 約滿年期
<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	239,200	141,000	25.87%	2052/2054
		Residential 住宅	238,600	Stage 分期施工階段	238,600	–	25.87%	2082/2084
		Apartment 公寓	14,900		14,900	–	25.87%	2054
			<u>633,700</u>		<u>492,700</u>	<u>141,000</u>		
<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	Phased Construction	63,300	88,800	23.31%	2060/2070
		Residential 住宅	68,500	Stage 分期施工階段	–	68,500	23.31%	2090
			<u>220,600</u>		<u>63,300</u>	<u>157,300</u>		
<b>Western Australia Point Grey Site</b> Lots 138, 139, 672 & 1132, Carrabungup Road, Point Grey, Western Australia <b>西澳洲Point Grey地塊</b> 西澳洲·Point Grey, Carrabungup Road· 地段號138·139·672和1132	2,751,864	Residential 住宅	1,054,000	Planning & Design Stage 規劃及設計階段	–	–	39.68%	Freehold 永久業權
		Ancillary & Commercial 附屬及商業	55,400		–	–	39.68%	Freehold 永久業權
			<u>1,109,400</u>		<u>–</u>	<u>–</u>		
<b>New South Wales The Henley</b> No. 4 Mitchell Street, Enfield, Sydney, New South Wales <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	12,619	Residential 住宅	<u>10,700</u>	Construction Stage 施工階段	<u>–</u>	<u>10,700</u>	39.68%	Freehold 永久業權

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 Longgang Cyber Park (Phase 4 Parts 3 and 4) 深圳天安龍崗數碼城(四期第三批及四批)	136,700	25.87%	35,400	2023
Dongguan Tianan Shenchuang Valley (Phase 1 Part 2 and Phase 2) 東莞天安深創谷(一期二批及二期)	653,500	23.31%	152,300	2023
Dongguan Tian An Zhongtang ECO Town (Phase 2) 東莞天安中堂智能生態小鎮(二期)	199,800	13.99%	27,900	2024
Shanghai The One Tian An Place (Parts 1 and 2) (formerly known as "Tian An Place (Phase 2 Parts 1 and 2)") 上海天安1號(一批及二批) (前稱「天安豪園(二期一批及二批)」)	122,400	51.74%	63,300	2025
Shanghai Tian An 1000 Trees (Eastern Phase) 上海天安千樹(東塊)	114,400	51.74%	59,200	2024
Shanghai Tian An Xiangyu The Poetry 上海天安象嶼西江悅	75,400	21.11%	15,900	2024
Shanghai Tianan Xiangyu Cuihu Zhenjing 上海天安象嶼萃湖臻境	55,700	25.87%	14,400	2025
Shanghai Songjiang Tian An Jingu (Phase 1) 上海松江天安金谷(一期)	91,800	15.52%	14,200	2023
Wuxi Tian An First Mansion 無錫天安逸品花園	62,200	41.39%	25,700	2023
Nanjing Tian An Cyber Park (Phase 4) 南京天安數碼城(四期)	69,200	25.87%	17,900	2023
Nanjing Tian An Intelligence ECO City (Phases 1 and 2) 南京天安未來生態城(一期及二期)	183,900	25.87%	47,600	2023
Nanjing Shangchen Yunji Yayuan 南京上宸雲際雅苑	115,000	13.66%	15,700	2024

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
Nantong Tian An First Mansion (Phase 2) 南通天安逸品花園(二期)	56,700	41.39%	23,500	2023
Ningbo Tian An Tongjin Riverview Mansion 寧波天安同進潯築	79,800	24.84%	19,800	2024
Huzhou Deqing Tian An Cloud Park 湖州德清天安雲谷	151,900	15.52%	23,500	2023
Chongqing Tian An Cyber Park (Phase 6) 重慶天安數碼城(六期)	96,600	25.87%	25,000	2023
Dalian Protagonist's Life (Phases 1 and 2) 大連星光宸閣(一期及二期)	141,800	20.28%	28,800	2023/2025
Qingdao Tian An Cyber Park (Phase 3 Part 3) 青島天安數碼城(三期三批)	141,000	25.87%	36,500	2025
Qingdao Tian An Sci-tech Innovation Park (Phase 1 Parts 3 and 4) 青島天安科創城(一期三批及四批)	157,300	23.31%	36,700	2023/2024
Other properties 其他物業			73,600	
			<u>756,900</u>	

Note: The above table is based on information as of 31st December, 2022.

註解：上表根據二零二二年十二月三十一日之資料編製。

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	Gross Floor Area of Car Parking Space 車庫樓面面積 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>Shenzhen Tian An Cyber Park</b>						
Tairan 4th Road, Futian District, Shenzhen 深圳天安數碼城 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	-	25.87%	2,730	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	-	25.87%	1,140	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	-	25.87%	5,310	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	-	25.87%	3,560	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)	3,812	-	45.99%	1,750	Commercial and office 商業及辦公樓	2052 <sup>^</sup>
<b>Shenzhen Tian An Park Place</b>						
Tairan 1st Road, Futian District, Shenzhen 深圳天安瓏園 深圳市，福田區，泰然一路						
<b>Shenzhen Tian An Cloud Park</b> Bantian, Longgang District, Shenzhen 深圳天安雲谷 深圳市，龍崗區，阪田	265,440	-	25.87%	68,670	Commercial and office 商業及辦公樓	2063/2065 <sup>^^</sup>
<b>Shenzhen Tian An Cloud Park</b> Bantian, Longgang District, Shenzhen 深圳天安雲谷 深圳市，龍崗區，阪田	81,120	-	25.87%	20,990	Apartment 公寓	2065 <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	3,300	-	51.74%	1,710	Commercial 商業	2052 <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	Gross Floor Area of Car Parking Space 車庫樓面面積 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>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	53,200	–	25.87%	13,760	Commercial and office 商業及辦公樓	2042/2052/ 2055 <sup>AA</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	–	25.87%	1,570	Commercial 商業	2060/2062 <sup>AA</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	89,070	–	20.18%	17,970	Commercial 商業	2060 <sup>AA</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	–	20.18%	300	Residential 住宅	2080 <sup>AAA</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	57,060	–	23.31%	13,300	Commercial 商業	2065 <sup>AA</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	–	23.31%	4,480	Apartment 公寓	2065 <sup>AA</sup>
<b>Dongguan Coolpad Tian An Cloud Park</b> North of South Industrial Road, Songshan Lake North Industrial City, Dongguan 東莞酷派天安雲谷產業園 東莞市，松山湖北部工業城，工業南路北側	52,870	–	12.94%	6,840	Commercial 商業	2062 <sup>AA</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	Gross Floor Area of Car Parking Space 車庫樓面面積 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>Dongguan Tian An Zhongtang ECO Town</b> 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	17,890	–	13.99%	2,500	Commercial 商業	2059 <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	126,270	–	25.87%	32,660	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	4,740	–	25.87%	1,230	Apartment 公寓	2052 <sup>^^</sup>
<b>Foshan Tian An Nanhai Cyber Park</b> No. 1, Jianping Road, Nanhai District, Foshan 佛山天安南海數碼新城 佛山市，南海區，簡平路1號	74,400	–	25.87%	19,250	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	31,410	–	51.74%	16,250	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	14,310	–	51.74%	7,400	Commercial 商業	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	–	51.74%	32,690	Commercial 商業	2051/2061 <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	Gross Floor Area of Car Parking Space 車庫樓面面積 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>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	–	50.71%	11,330	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	–	51.74%	3,430	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 and 公寓 上海市，閔行區，華漕鎮金豐路555號	68,660	–	51.74%	35,520	Residential 住宅	2068/2071 <sup>^^</sup>
<b>Wuxi Tian An Manhattan</b> No. 809 Hubin Road, the intersection of Taihu Avenue and Hubin Road, Wuxi 無錫天安曼哈頓 無錫市，太湖大道與湖濱路交叉口， 湖濱路809號	4,440	–	51.74%	2,300	Commercial 商業	2044 <sup>^^</sup>
<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	88,890	–	25.87%	23,000	Commercial 商業	2060 <sup>^^</sup>
<b>Changzhou New City Garden</b> No.1 Zhujiang Road, Xinbei District, Changzhou 常州新城市花園 常州市，新北區，珠江路1號	9,090	–	51.74%	4,700	Commercial 商業	2038/2068 <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	57,960	–	25.87%	14,990	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	Gross Floor Area of Car Parking Space 車庫樓面面積 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>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	39,730	–	25.87%	10,270	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	8,790	–	25.87%	2,270	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	–	51.74%	36,330	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	88,140	–	25.87%	22,800	Commercial 商業	2057 <sup>^^</sup>
<b>Nantong Tian An Garden</b> Gongnong Road, Nantong 南通天安花園 南通市，工農路	6,550	–	51.74%	3,390	Commercial 商業	2070 <sup>^^</sup>
<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	87,390	–	25.87%	22,610	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	72,050	–	25.87%	18,640	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	–	45.99%	830	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	Gross Floor Area of Car Parking Space 車庫樓面面積 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>Block 2 of No. 101 building Cuibai Road,</b> Chunhuilu Street, Dadukou District, Chongqing <b>翠柏路101號2幢</b> 中華人民共和國重慶大渡口區春暉路街道	2,978	–	45.99%	1,370	Industrial 工業	2061 <sup>^^</sup>
<b>Beijing Park Apartments</b> No. 17 Chaoyang Park Road West, Chaoyang District, Beijing <b>北京天安豪園</b> 北京市，朝陽區，朝陽公園西路17號	22,170	–	51.74%	11,470	Residential 住宅	2064 <sup>^^</sup>
<b>Dalian Tian An International Tower</b> No. 88 Zhongshan Road, Zhongshan District, Dalian <b>大連天安國際大廈</b> 大連市，中山區，中山路88號	52,420	–	51.74%	27,120	Office 辦公樓	2035 <sup>^^</sup>
<b>Changchun Tian An City One</b> No. 661 Guigu Street, Changchun <b>長春天安第一城</b> 長春市，硅谷大街661號	21,840	–	51.74%	11,300	Commercial 商業	2051 <sup>^^</sup>
<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	57,380	–	25.87%	14,840	Commercial 商業	2051 <sup>^^</sup>
<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	52,770	–	25.87%	13,650	Commercial 商業	2060 <sup>^^</sup>
<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	2,040	–	45.99%	940	Industrial 工業	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	Gross Floor Area of Car Parking Space 車庫樓面面積 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>Qingdao Tian An Cyber Park</b> No. 88 Chunyang Road, Chengyang District, Qingdao 青島天安數碼城 青島市，城陽區，春陽路88號	29,680	–	25.87%	7,670	Commercial 商業	2052/2054 <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	–	45.99%	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，珞瑜路889號	1,535	–	45.99%	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	1,237	–	45.99%	570	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	–	45.99%	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	–	45.99%	900	Commercial 商業	2050 <sup>^^</sup>
<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	–	45.99%	890	Commercial 商業	2051 <sup>^^</sup>
<b>Yaopeng Mingzhu</b> Yunling Road Creative Industrial Park Dali City, Yunnan 耀鵬明珠 雲南，大理市，創新工業園區雲嶺大道	736	–	45.99%	340	Commercial 商業	2046 <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	Gross Floor Area of Car Parking Space 車庫樓面面積 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>Park Place</b> No. 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, Hong Kong 聯合貨運中心 香港，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 香港山頂 種植道60號	639	–	100%	639	Residential 住宅	2066 <sup>^^</sup>
<b>Orchid Court</b> No. 38 Tung On Street Mongkok, Kowloon, Hong Kong 安蘭閣 香港，九龍，旺角，東安街38號	749	–	100%	749	Residential 住宅	2049 <sup>^^</sup>
<b>Hong Kong The Redhill Peninsula</b> No. 18 Pak Pat Shan Road Tai Tam, Hong Kong 香港，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> No. 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>
<b>St. George Apartments</b> No. 81 Waterloo Road Ho Man Tin, Kowloon, Hong Kong 聖佐治大廈 香港，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> No. 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>

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	Gross Floor Area of Car Parking Space 車庫樓面面積 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>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，史釗域道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> No. 138 Gloucester Road Wanchai, Hong Kong 聯合鹿島大廈 香港，灣仔，告士打道138號	20,452	—	50.00%	10,226	Commercial 商業	2047 <sup>^^</sup>
<b>Novotel Century Hong Kong</b> No. 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	—	50.00%	13,682	Hotel 酒店	2047 <sup>^^</sup>
<b>Tregunter Tower 3</b> No. 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> No. 18 Harcourt Road Hong Kong 海富中心 香港，夏慤道18號	2,970 <sup>†</sup>	—	73.31%	2,177	Commercial 商業	2053 <sup>^^</sup>
<b>J Residence</b> No. 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> No. 2A Yau Lai Road Tsuen Wan, New Territories, Hong Kong 皇璧 香港，新界，荃灣，悠麗路2A號	552	—	73.31%	405	Residential 住宅	2056 <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	Gross Floor Area of Car Parking Space 車庫樓面面積 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 Harbour Crystal Centre</b> No. 100 Granville Road, Tsingtsui East, Kowloon, Hong Kong 香港港晶中心 香港，九龍，尖沙咀東部，加連威老道100號	12,880	–	31.04%	4,000	Commercial 商業	2053 <sup>AA</sup>
<b>Hong Kong Harbour Crystal Centre</b> No. 100 Granville Road, Tsingtsui East, Kowloon, Hong Kong 香港港晶中心 香港，九龍，尖沙咀東部，加連威老道100號	830	–	15.52%	130	Commercial 商業	2053 <sup>AA</sup>
<b>Hong Kong Harbour Industrial Centre</b> No. 10 Lee Hing Street, Ap Lei Chau, Aberdeen, Hong Kong 香港海灣工貿中心 香港，香港仔，鴨脷洲，利興街10號	24,720	–	17.24%	4,260	Industrial 工業	2055 <sup>AA</sup>
<b>Hong Kong Oceanic Industrial Centre</b> No. 2 Lee Lok Street, Ap Lei Chau, Aberdeen, Hong Kong 香港海灣工貿中心 香港，香港仔，鴨脷洲，利樂街2號	68,910	–	17.24%	11,880	Industrial 工業	2055 <sup>AA</sup>
<b>Hong Kong Queen's Centre</b> No. 58-64 Queen's Road East, Wanchai, Hong Kong 香港皇后商業中心 香港，灣仔，皇后大道東58-64號	2,550	–	25.87%	660	Commercial and office 商業及辦公樓	2843 <sup>AAA</sup>
<b>Hong Kong Wah Shun Industrial Building</b> No. 4 Cho Yuen Street, Yau Tong, Kowloon, Hong Kong 香港華順工業大廈 香港，九龍，油塘，草園街4號	12,470	–	25.87%	3,220	Industrial 工業	2047 <sup>AA</sup>
<b>Hong Kong The Redhill Peninsula</b> No. 18 Pak Pat Shan Road, Tai Tam, Hong Kong 香港紅山半島 香港，大潭，白筆山道18號	7,760	–	17.24%	1,330	Residential 住宅	2056 <sup>AA</sup>
<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	–	51.74%	3,130	Hotel 酒店	Freehold 永久業權



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	Gross Floor Area of Car Parking Space 車庫樓面面積 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>Cannogate 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</b> Cultural Centre of the Philippines Complex Roxas Boulevard Pasay City Manila, Philippines 菲律賓馬尼拉	73,866	–	50.00%	36,930	Hotel 酒店	2041 <sup>^^</sup>
<b>Other properties</b> 其他物業				9,230		
				<u>14,662,884</u>		

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	Gross Floor Area of Car Parking Space 車庫樓面面積 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 The Redhill Peninsula</b> No. 18 Pak Pat Shan Road Tai Tam, Hong Kong 香港紅山半島 香港，大潭，白筆山道18號	–	Note (i) 註解 (i)	100%	Note (i) 註解 (i)	Car Parking Space 車庫	2056 <sup>^^</sup>
<b>St. George Apartments</b> No. 81 Waterloo Road Ho Man Tin, Kowloon, Hong Kong 聖佐治大廈 香港，九龍，何文田，窩打老道81號	–	Note (ii) 註解 (ii)	100%	Note (ii) 註解 (ii)	Car Parking Space 車庫	2081 <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	10,580	–	51.74%	5,470	Basement Commercial 地下商業	2051 <sup>^^</sup>
<b>Shanghai Racquet Club &amp; Apartments, Clubhouse</b> Lane 555 Jinfeng Road, Huacao Town, Minhang District, Shanghai 上海西庭網球俱樂部 and 公寓一會所 上海市，閔行區，華漕鎮金豐路555號	10,600	–	51.74%	5,480	Clubhouse 會所	2068 <sup>^^</sup>
<b>Wuxi Tian An Manhattan, Clubhouse</b> No. 809 Hubin Road, Wuxi, the intersection of Taihu Avenue and Hubin Road, Wuxi 無錫天安曼哈頓一會所 無錫市，太湖大道與湖濱路交叉口， 湖濱路809號	3,670	–	51.74%	1,900	Clubhouse 會所	2044 <sup>^^</sup>
<b>Various projects – Carparks</b> 各項目 – 車位				24,560		
				<u>37,410</u>		

<sup>^</sup> These properties are held on short term lease  
<sup>^^</sup> These properties are held on medium term lease  
<sup>^^^</sup> These properties are held on long term lease  
<sup>#</sup> Saleable area  
<sup>\*\*</sup> Site area  
<sup>\*\*\*</sup> Floor area

<sup>^</sup> 該等物業以短期約形式持有  
<sup>^^</sup> 該等物業以中期約形式持有  
<sup>^^^</sup> 該等物業以長期約形式持有  
<sup>#</sup> 銷售面積  
<sup>\*\*</sup> 地盤面積  
<sup>\*\*\*</sup> 樓面面積

Note (i): There is no gross floor area of car park space. The number of car park space is 79.

註解(i): 車庫並無樓面面積，其車庫數目為79個。

Note (ii): There is no gross floor area of car park space. The number of car park space is 69.

註解(ii): 車庫並無樓面面積，其車庫數目為69個。

Note (iii): The above table is based on information as of 31st December, 2022.

註解(iii): 上表根據二零二二年十二月三十一日之資料編製。



**ALLIED GROUP LIMITED**  
聯合集團有限公司