



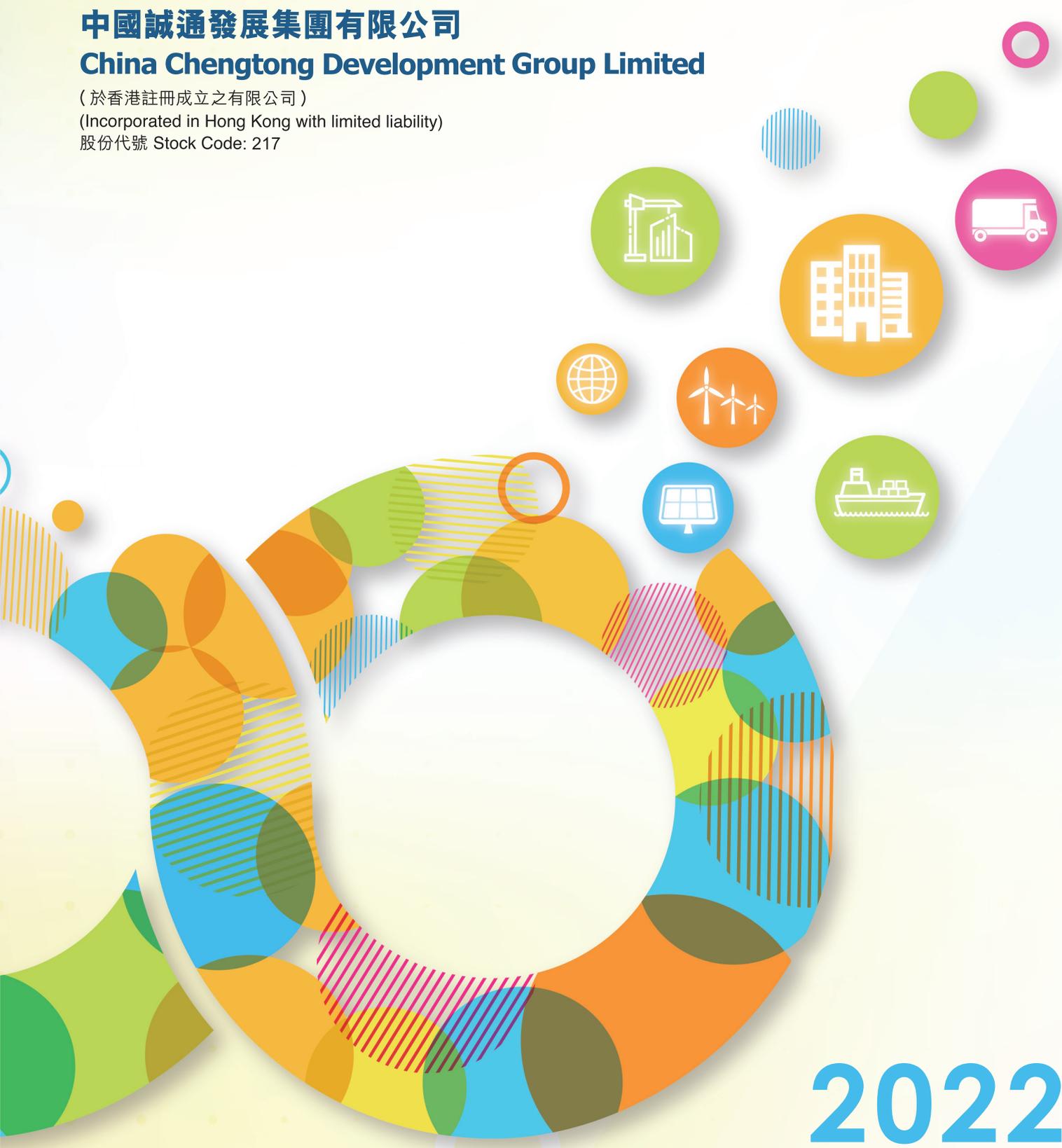
中國誠通發展集團有限公司

China Chengtong Development Group Limited

(於香港註冊成立之有限公司)

(Incorporated in Hong Kong with limited liability)

股份代號 Stock Code: 217



2022
ANNUAL REPORT
年度報告

CONTENTS 目錄

- 2 Corporate Information
公司資料
- 4 Chairman's Statement
主席致辭
- 6 Management Discussion and Analysis
管理層討論與分析
- 26 Biographies of Directors and
Senior Management
董事及高級管理層履歷
- 31 Corporate Governance Report
企業管治報告
- 53 Directors' Report
董事會報告
- 74 Independent Auditor's Report
獨立核數師報告
- 79 Consolidated Statement of Profit or Loss
綜合損益表
- 80 Consolidated Statement of Profit or Loss
and Other Comprehensive Income
綜合損益及其他全面收益
- 81 Consolidated Statement of
Financial Position
綜合財務狀況表
- 83 Consolidated Statement of
Changes in Equity
綜合權益變動表
- 85 Consolidated Statement of Cash Flows
綜合現金流量表
- 87 Notes to the Financial Statements
財務報表附註
- 225 Principal Properties
主要物業
- 227 Financial Summary
財務概要



Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Zhang Bin (*Chairman*)
Yang Tianzhou (*Managing Director*)
Gu Honglin (*appointed with effect from 23 December 2022*)

Independent Non-Executive Directors

Chang Qing
Lee Man Chun, Tony
He Jia

AUDIT COMMITTEE

Lee Man Chun, Tony (*Chairman*)
Chang Qing
He Jia

REMUNERATION COMMITTEE

He Jia (*Chairman*)
Lee Man Chun, Tony
Zhang Bin

NOMINATION COMMITTEE

Chang Qing (*Chairman*)
Lee Man Chun, Tony
Zhang Bin

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE (established with effect from 1 July 2022)

Yang Tianzhou (*Chairman*)
Gu Honglin
He Jia

COMPANY SECRETARY

Poon Tsz Kin

AUDITOR

Baker Tilly Hong Kong Limited
Certified Public Accountants

董事會

執行董事

張斌(*主席*)
楊田洲(*董事總經理*)
顧洪林(*於二零二二年十二月二十三日獲委任*)

獨立非執行董事

常清
李萬全
何佳

審核委員會

李萬全(*主席*)
常清
何佳

薪酬委員會

何佳(*主席*)
李萬全
張斌

提名委員會

常清(*主席*)
李萬全
張斌

環境、社會及管治委員會 (於二零二二年七月一日成立)

楊田洲(*主席*)
顧洪林
何佳

公司秘書

潘子健

核數師

天職香港會計師事務所有限公司
執業會計師

Corporate Information 公司資料

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China CITIC Bank International Limited
Chong Hing Bank Limited
Hang Seng Bank (China) Limited
Industrial and Commercial Bank of China Limited
Shanghai Pudong Development Bank Company Limited

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 6406, 64/F,
Central Plaza,
18 Harbour Road,
Wanchai, Hong Kong
Tel: (852) 2160-1600
Fax: (852) 2160-1608

WEBSITE AND E-MAIL ADDRESS

Website: www.irasia.com/listco/hk/chengtong
www.hk217.com
E-mail: public@hk217.com

SHARE REGISTRAR & TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17/F., Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong
Tel: (852) 2862-8555
Fax: (852) 2865-0990

STOCK CODE

217

主要往來銀行

中國銀行(香港)有限公司
中信銀行(國際)有限公司
創興銀行有限公司
恒生銀行(中國)有限公司
中國工商銀行股份有限公司
上海浦東發展銀行股份有限公司

註冊辦事處及香港主要營業地點

香港灣仔
港灣道18號
中環廣場
64樓6406室
電話：(852) 2160-1600
傳真：(852) 2160-1608

網址及電郵地址

網址：www.irasia.com/listco/hk/chengtong
www.hk217.com
電子郵件：public@hk217.com

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號舖
電話：(852) 2862-8555
傳真：(852) 2865-0990

股份代號

217

Chairman's Statement

主席致辭

On behalf of the board (“**Board**”) of directors (“**Directors**”) of China Chengtong Development Group Limited (“**Company**”, together with its subsidiaries, the “**Group**”), I hereby present to all shareholders the annual report of the Company for the year ended 31 December 2022.

In 2022, in the face of the complex, severe and uncertain market environment, the Group adhered to the main tone of “prioritise stability while pursuing progress”, firmly upheld strategic direction, maintained strategic focus, strictly prevented and controlled risks, and thus achieved a stable operation.

During the year, the Group recorded a consolidated revenue of approximately HK\$1,277 million (2021: approximately HK\$1,173 million), representing an increase of approximately 9% as compared with that of last year. Profit before tax recorded during the year amounted to approximately HK\$122 million (2021: approximately HK\$170 million), representing a decrease of approximately 28% as compared with that of last year. The main reason for the year-on-year increase in consolidated revenue was that the revenue from leasing business has steadily increased, with a segment revenue of approximately HK\$415 million, representing an increase of approximately 32% as compared with that of last year. The decrease in profit before tax was mainly due to the following reasons: 1) the increase in costs of revenue of leasing business led to a decrease in gross profit; 2) finance costs increased as compared with that of last year; 3) the depreciation of Renminbi (“**RMB**”) during the year resulted in exchange loss; and 4) due to the impact of the COVID-19 pandemic, the marine recreation services and hotel business continued to be sluggish and the performance was below expectation.

Currently, the Group is principally engaged in leasing, bulk commodity trade, property development and investment, and marine recreation services and hotel. For leasing, against the background of the declining scale of the leasing industry and the frequent occurrence of risk incidents, the Group continued to pull resources together to expand its core leasing business. During the year, both the scale of leasing business and its operating efficiency reached a record high, and the lease payments from all projects were on schedule with no new overdue finance lease receivables and loans receivable. The leasing business invested in a total of 41 projects throughout the year and recorded segment results of approximately HK\$176 million. Segment assets amounted to approximately HK\$9.1 billion, representing a year-on-year increase of approximately 27%. The finance lease receivables and loans receivable for the year amounted to approximately HK\$8.2 billion, representing a year-on-year increase of approximately 40%. The Company’s wholly-owned subsidiary, Chengtong Financial Leasing Company Limited (“**Chengtong Leasing**”), continued to step up its green product development and business investment. During the year, the revenue from the green field accounted for more than 50% of the segment revenue of the leasing business, and Chengtong Leasing was awarded the highest level deep green (G-AAA) certification for green enterprises. During the year, Chengtong Leasing successfully completed the issuance of the first phase of approximately RMB1.4 billion among the RMB5 billion shelf asset-backed securities (“**ABS**”) known as “Phase One of Chengtong Leasing State-owned Enterprise ABS” at an overall average cost of 2.95%, which set the lowest interest rate level

本人謹代表中國誠通發展集團有限公司(「**本公司**」), 連同其附屬公司, 合稱「**本集團**」董事(「**董事**」)會(「**董事會**」)向全體股東提呈本公司截至二零二二年十二月三十一日止的年度報告。

二零二二年, 面對複雜嚴峻和不確定的市場環境, 本集團堅持「穩字當頭、穩中求進」主基調, 堅定戰略方向, 保持戰略定力, 嚴格防控風險, 實現了穩健經營。

本年度本集團共錄得綜合營業額約港幣12億7,700萬元(二零二一年: 約港幣11億7,300萬元), 較上年度增加約9%; 年內錄得除稅前溢利約港幣1億2,200萬元(二零二一年: 約港幣1億7,000萬元), 較上年度減少約28%。本年度綜合營業額較上年度增加, 主要原因如下: 融資租賃業務營業收入穩步增加, 分類營業額約港幣4億1,500萬元, 較上年度增加約32%。除稅前溢利有所減少, 主要原因如下: 一是租賃業務銷售成本上漲使毛利下降; 二是財務費用較去年增加; 三是本年度人民幣貶值使錄得匯兌損失; 四是受新冠疫情影響, 海上旅遊服務和酒店業務持續低迷, 業績不及預期。

本集團目前從事的主營業務為租賃、大宗商品貿易、物業發展及投資、海上旅遊服務和酒店。關於租賃, 在租賃行業規模下降及風險事件頻發的背景下, 本集團持續聚集資源全力拓展租賃主業, 本年度租賃業務規模和經營效益均創歷史新高, 且所有項目租金均實現按期回籠, 沒有新增逾期融資租賃應收款項及應收貸款。租賃業務今年累計投放項目41個, 實現分類業績約港幣1億7,600萬元。分類資產達到約港幣91億元, 同比增長約27%。本年度融資租賃應收款項及應收貸款約港幣82億元, 同比增長約40%。本公司全資附屬公司誠通融資租賃有限公司(「**誠通租賃**」)持續加大綠色產品開發和業務投放力度, 本年度來自綠色領域的營業收入佔租賃業務分類收入超過50%, 而誠通租賃獲評綠色企業最高等級深綠(G-AAA)認證; 誠通租賃年內完成人民幣50億元儲架式資產支持證券 - 誠通租賃央企第1期約人民幣14億元的順利發行, 綜合平均成本2.95%, 創下了本集團資本市場融資最低利率水平; 持續

Chairman's Statement 主席致辭

for financing in the capital market by the Group. By continuing to expand its bank financing channels, Chengtong Leasing has obtained credit facilities of approximately RMB7.6 billion from 25 banks at present, and for the first time obtained credit facilities from major state-owned banks such as Industrial and Commercial Bank of China Limited, Bank of China and China Construction Bank Corporation, which effectively secured the availability of business funds. Chengtong Leasing also optimised and improved the governance structure and promoted digital transformation. As for bulk commodity trade, Chengtong World Trade Limited continued to strengthen risk prevention and achieved a stable operation. For property development and investment, the Group had completed the construction works on all land parcels during the year, and is making every effort to promote the destocking of the property units of section 3 of Phase III of the CCT-Champs-Elysees project, and intensifying the withdrawal from the business. In respect of marine recreation services and hotel, the Group's operating companies at Hainan Province have recorded losses for three consecutive years due to the adverse impact posed by the COVID-19 pandemic. Going forward, the Group will actively promote the restructuring of the business of marine recreation services and hotel.

Looking ahead, the Group will further leverage the resource advantages of its controlling shareholder to expand and strengthen its core leasing business, and increase its effort in the divestment and exit from other businesses. At the same time, the Group will continue to enhance risk prevention and create greater value for its shareholders.

At last, I, on behalf of the Board, would like to express my sincere gratitude to all shareholders, business partners and communities for their continuous support and care to the Group. I would also like to thank all the management and employees of the Group for their hard work during the year.

Zhang Bin
Chairman

Hong Kong, 8 March 2023

開拓銀行融資渠道，誠通租賃目前已在25家銀行獲得人民幣約76億元的授信，並首次在中國工商銀行、中國銀行及中國建設銀行等國有大行取得授信，有效保障了業務資金的投放；誠通租賃亦優化完善了治理結構，推進數字化轉型。關於大宗商品貿易，誠通世亞有限公司持續加強風險防範，實現了穩健經營。關於物業發展及投資，本集團於年內已完成所有地塊的工程建設，全力推進「誠通香榭里」項目三期三標段存量物業的銷售去化，加大退出力度。關於海上旅遊服務和酒店，受疫情的不利影響，本集團於海南省的營運公司已連續三年虧損，後續將積極推進對海上旅遊服務和酒店業務的重組。

展望未來，本集團將進一步依托本集團之控股股東的資源優勢做大做強租賃主業，加大對其他業務的剝離與退出力度，同時持續加強風險防範，為股東創造更大價值。

最後，本人謹代表董事會衷心感謝全體股東、業務夥伴及社會各界人士對本集團一直以來的支持和關心，及感謝本集團管理層及員工在本年度的辛勤工作。

主席
張斌

香港，二零二三年三月八日

Management Discussion and Analysis

管理層討論與分析

I. RESULTS AND DIVIDEND

The Group is principally engaged in leasing, bulk commodity trade, property development and investment, and marine recreation services and hotel businesses. In particular, the Group has been focusing on the development and expansion of leasing business in the People's Republic of China ("PRC") since 2019. In 2022, the Group continued to exert efforts to promote the leasing business and achieved consecutive growth, and the CAGR (compound annual growth rate) of the leasing revenue was approximately 77% during the years from 2019 to 2022.

The growth in leasing revenue was encouraging and symbolic as the impact of COVID-19 pandemic shocks, geopolitics disruptions, high inflation, rising interest rates of US dollars etc. continued to prevail in 2022 and the PRC economy faced unprecedented challenges. The other business segments showed quite static aggregated results in 2022 amidst the mix of challenges.

Group Performance

The consolidated revenue for the year ended 31 December 2022 ("FY2022") was approximately HK\$1,277.39 million, representing an increase of approximately 9% as compared to the year ended 31 December 2021 ("FY2021"). The segmental revenue was analysed as follows:

一. 業績及股息

本集團主要從事租賃、大宗商品貿易、物業發展及投資、海上旅遊服務和酒店業務。具體而言，本集團自二零一九年起一直專注於在中華人民共和國(「中國」)發展及擴展租賃業務。於二零二二年，本集團繼續加大力度推進該租賃業務，並連續實現增長，於二零一九年至二零二二年間，租賃收益的複合年增長率約為77%。

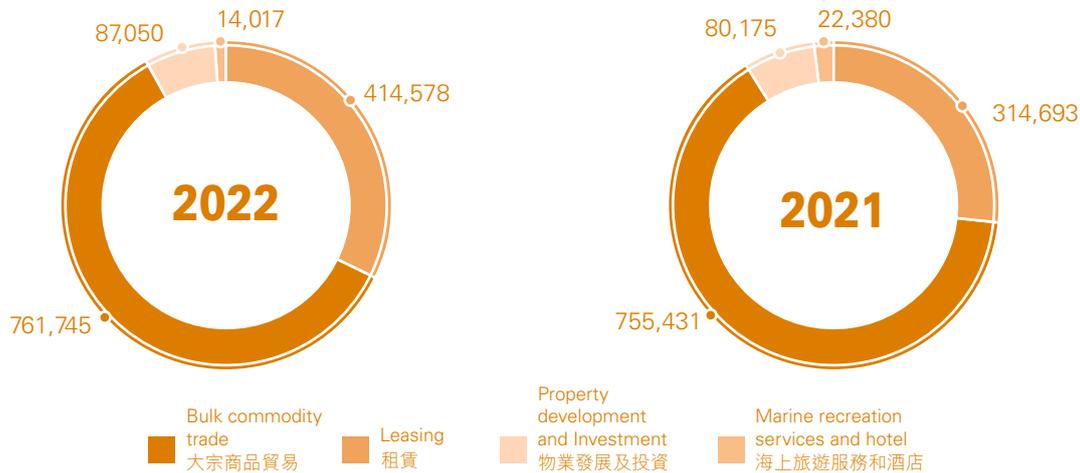
儘管二零二二年受新冠肺炎疫情衝擊、地緣政治動亂、通脹高企、美元利率上升等因素的影響持續，中國經濟面臨前所未有的挑戰，然而租賃收益增長令人鼓舞且富象徵性。在許多挑戰下，其他分類業務於二零二二年的合併業績相對較為平穩。

集團業績

本集團截至二零二二年十二月三十一日止年度(「二零二二年度」)合併收入約為港幣12億7,739萬元，較截至二零二一年十二月三十一日止年度(「二零二一年度」)增加約9%。分類收入分析如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Leasing	租賃	414,578	314,693	32%
Bulk commodity trade	大宗商品貿易	761,745	755,431	1%
Property development and investment	物業發展及投資	87,050	80,175	9%
Marine recreation services and hotel	海上旅遊服務和酒店	14,017	22,380	(37%)
		1,277,390	1,172,679	9%

Management Discussion and Analysis 管理層討論與分析



As the Group's key business segment, the scale of the leasing business was further expanded and forged ahead in FY2022, resulted in a boost of the leasing revenue and accounted for a approximately 32% of the total revenue (FY2021: approximately 27%) and approximately 32% increase from last year. The revenue from bulk commodity trade dropped in the first half of FY2022 but recovered in the second half due to the global recovery of the international trade activities. The annual revenue from bulk commodity trade increased by approximately 1% from FY2021 and attributed to approximately 60% of the total revenue (FY2021: approximately 64%). The other business segments accounted for approximately 8% (FY2021: approximately 9%) of the total revenue. During FY2022, the property market in the PRC was weak and the marine recreation services and hotel business performance was still stagnant by virtue of the impacts on tourism resulting from various COVID-19 preventive measures and travel restrictions in the PRC.

The Group reported a consolidated gross profit of approximately HK\$252.35 million for FY2022, which represented a decrease of approximately HK\$19.96 million from approximately HK\$272.31 million for FY2021. During FY2022, the Group recorded a consolidated profit before tax of about HK\$122.23 million, representing a decrease of roughly HK\$47.58 million or 28% from approximately HK\$169.81 million in FY2021, which was mainly the net effect of the following:

- (i) a decrease in consolidated gross profit which was mainly attributable to the higher costs of revenue resulting from the increased interest expenses of bank loans and ABS as a result of the enlarged leasing business scale;
- (ii) an increase in administrative expenses of approximately HK\$13.00 million which was mainly attributable to the increase in staff costs of the professional team for the expanding leasing operation and the exchange loss brought by the depreciation of RMB exchange rate against Hong Kong dollars ("HKD") during FY2022;

作為本集團的主要分類業務，租賃業務規模於二零二二年度進一步擴大及向前邁進，帶動租賃收益增加，佔總收益約32%（二零二一年度：約27%），較去年增加約32%。來自大宗商品貿易的收益於二零二二年度上半年下跌，但於下半年因國際貿易活動的全球復甦而回升，使來自大宗商品貿易的年度收益較二零二一年度增加約1%，佔總收益約60%（二零二一年度：約64%）。其他分類業務則佔總收入約8%（二零二一年度：約9%）。於二零二二年度，中國物業市場疲弱；而由於中國的多項新冠肺炎預防措施及旅遊限制對旅遊業的影響，海上旅遊服務和酒店業務表現仍然停滯不前。

本集團於二零二二年度錄得合併毛利約港幣2億5,235萬元，較二零二一年度約港幣2億7,231萬元減少約港幣1,996萬元。於二零二二年度，本集團錄得除稅前合併溢利約港幣1億2,223萬元，較二零二一年度約港幣1億6,981萬元減少約港幣4,758萬元或28%，主要由於以下淨影響所致：

- (i) 合併毛利減少，主要由於隨著租賃業務規模擴大，銀行貸款及資產支持證券的利息開支增加導致收益成本增加；
- (ii) 行政費用增加約港幣1,300萬元，主要由於擴充租賃業務令專業團隊的員工成本增加及於二零二二年度人民幣兌港幣（「港幣」）匯率貶值導致匯兌虧損；

Management Discussion and Analysis

管理層討論與分析

- | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(iii) an increase in finance costs of approximately HK\$9.20 million from bank and other borrowings on the back of hiking interest rates in Hong Kong;</p> <p>(iv) a decrease in other income and gains of approximately HK\$4.26 million during FY2022;</p> <p>(v) a saving of selling expenses of approximately HK\$3.42 million during FY2022; and</p> <p>(vi) an increase in fair value loss on investment properties of approximately HK\$4.58 million due to the general decrease in property valuation in the PRC.</p> | <p>(iii) 由於香港加息，銀行及其他借貸的融資成本增加約港幣920萬元；</p> <p>(iv) 於二零二二年度，其他收入及收益減少約港幣426萬元；</p> <p>(v) 於二零二二年度節省銷售費用約港幣342萬元；及</p> <p>(vi) 投資物業公平值虧損增加約港幣458萬元，乃由於中國物業估值整體減少所致。</p> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

The Board has resolved to recommend the payment of a final dividend of HK0.39 cent per ordinary share in respect of FY2022 to the shareholders whose names appear on the register of members of the Company on Friday, 7 July 2023, subject to the approval of the shareholders on the payment of final dividend at the forthcoming annual general meeting of the Company. The final dividend is expected to be paid on Friday, 21 July 2023.

董事會已議決建議派付於二零二二年度的末期股息每股普通股0.39港仙予於二零二三年七月七日(星期五)名列本公司股東名冊的股東，惟須經股東於本公司應屆股東週年大會批准有關支付末期股息，方可作實。末期股息預期將於二零二三年七月二十一日(星期五)派付。

II. BUSINESS REVIEW

A. Segmental Performance

The Group operated and derived its revenue from four business segments, including leasing, bulk commodity trade, property development and investment, marine recreation services and hotel. The details of segment revenue and results were analysed as follows:

(1) Leasing

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Interest income	利息收入	327,793	193,065	70%
Consultancy service fee	諮詢服務費用	54,763	86,648	(37%)
Rental income	租金收入	32,022	34,980	(8%)
Segment revenue	分類收益	414,578	314,693	32%
Costs of revenue	收益成本	(200,565)	(81,437)	146%
Gross profit	毛利	214,013	233,256	(8%)
Gross profit margin	毛利率	51.62%	74.12%	
Segment results	分類業績	176,315	197,270	(11%)

二. 業務回顧

A. 分類表現

本集團經營四項分類業務並從中獲取收益，包括：租賃、大宗商品貿易、物業發展及投資以及海上旅遊服務和酒店。分類收益及業績詳情分析如下：

(1) 租賃

Management Discussion and Analysis 管理層討論與分析

During the year, Chengtong Leasing continued to expand the scale of its leasing business and its finance lease receivables and loans receivable (collectively “Leasing Receivables”) as at 31 December 2022 was approximately HK\$8,217.57 million, which represented an increase of approximately 40% from that of last year. Chengtong Leasing had signed 41 new leasing projects of approximately HK\$5.34 billion during the year. In terms of industry segment, the majority of the funds was applied as to: (i) about 32% to traditional manufacturing industry; (ii) about 23% to infrastructure projects; (iii) about 20% to the logistics and warehousing industry; and (iv) about 18% to energy conservation and environmental protection related industry.

During the year under review, Chengtong Leasing continued to pursue synergies with other state-owned enterprises and signed new leasing arrangements mostly with state-owned enterprises. In addition, Chengtong Leasing continued to support green leasing businesses, and has become a green enterprise since passing the green enterprise certification assessment with the highest level (G-AAA) in September 2022.

Leasing Revenue

The interest income from the leasing segment was approximately HK\$327.79 million during FY2022, which represented an increase of approximately 70% year-on-year. The interest income was derived from different industry sectors as follows:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	Increase 增加
Energy conservation and environmental protection	節能及環保	101,908	64,656	58%
Logistics and warehousing	物流及倉儲	73,716	15,016	391%
Infrastructure	基建	60,452	46,088	31%
Manufacturing	製造業	35,848	20,938	71%
Clean energy	清潔能源	32,589	31,023	5%
Internet data centre	互聯網數據中心	6,085	4,786	27%
Others	其他	17,195	10,558	63%
Total	總計	327,793	193,065	70%

本年度，誠通租賃繼續擴大租賃業務規模。於二零二二年十二月三十一日，其融資租賃應收款項及應收貸款（統稱「租賃應收款項」）約為港幣82億1,757萬元，較去年增加約40%。誠通租賃於年內簽署41個新租賃項目約為港幣53億4,000萬元。就行業細分而言，大部分資金的應用為：(i)約32%於傳統製造業；(ii)約23%於基建項目；(iii)約20%於物流及倉儲行業；及(iv)約18%與節能及環保相關行業有關。

回顧年內，誠通租賃與其他國有企業繼續尋求協同合作，並與國有企業簽訂大多數的新增租賃安排。此外，誠通租賃持續支持綠色租賃業務，於二零二二年九月通過最高水平(G-AAA)的綠色企業認證評估，成為綠色企業。

租賃收益

於二零二二年度，租賃分類的利息收入約為港幣3億2,779萬元，按年增加約70%。來自不同行業的利息收入如下：

Management Discussion and Analysis

管理層討論與分析

As for consultancy service, Chengtong Leasing obtained 17 new consultancy service projects in FY2022 and the consultancy service fee income experienced a drop of about 37% from FY2021 to approximately HK\$54.76 million in FY2022. The main reason for the drop was that some of the new leasing projects obtained in FY2022 were entered into with existing customers which therefore did not engage Chengtong Leasing for further consultancy service. Rental income from operating lease arrangement remained stable during FY2022 and the change was mainly due to the fluctuation of exchange rate between RMB and HKD.

Costs of Leasing Revenue

The segmental costs of revenue consisted mainly of interest expenses from bank and other borrowings, guarantee fees and depreciation charges. The segmental costs of revenue increased by approximately HK\$119.13 million or 146% from FY2021 to approximately HK\$200.57 million for FY2022, primarily due to the increase in the overall financing scale along with the expansion of the leasing business. The following table sets forth the breakdown of the costs of revenue of the leasing segment:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Interest expenses	利息開支	155,771	58,103	168%
Guarantee fees	擔保費	19,664	-	n/a
				不適用
Depreciation of leased assets	租賃資產折舊	20,645	21,357	(3%)
Others	其他	4,485	1,977	127%
Total	總計	200,565	81,437	146%

The Group financed its leasing operation mainly through bank borrowings and issuance of ABS. Overall speaking, the borrowing rates in the PRC were trending downward in FY2022. The Group issued three ABS schemes in May 2021, November 2021 and September 2022 and the weighted average annual interest rates were 3.97%, 3.6% and 2.95% respectively while the effective annual interest rates for bank borrowings (calculated as total interest expenses divided by average outstanding balance of bank loans) for FY2022 and FY2021 were 4.90% and 3.61% respectively.

至於諮詢服務方面，誠通租賃於二零二二年度獲得17個新諮詢服務項目，諮詢服務費收入較二零二一年度下降約37%至二零二二年度的約港幣5,476萬元。下降的主要原因為於二零二二年度取得的若干新租賃項目乃與現有客戶訂立，因此並無委聘誠通租賃提供更多顧問服務。於二零二二年度，經營租賃安排的租金收入大致平穩，有關變動主要由於人民幣兌港幣匯率的波動。

租賃收益成本

分類銷售成本主要包括銀行及其他借貸利息開支、擔保費及折舊費用。於二零二二年度，分類收入成本較二零二一年度增加約港幣1億1,913萬元或146%至約港幣2億57萬元，主要由於整體融資規模隨著租賃業務擴張而增加。下表載列租賃分類的收益成本明細：

本集團主要透過銀行借貸及發行資產支持證券為其租賃業務提供資金。整體而言，中國的借貸利率於二零二二年度呈下降趨勢。本集團於二零二一年五月、二零二一年十一月及二零二二年九月發行三項資產支持證券計劃，加權平均年利率分別為3.97%、3.6%及2.95%，而二零二二年度及二零二一年度銀行借貸的實際年利率(按利息開支總額除以銀行貸款的平均未償還結餘計算)分別為4.90%及3.61%。

Management Discussion and Analysis

管理層討論與分析

Guarantee fees were paid to the Company's ultimate holding company, China Chengtong Holdings Group Limited ("CCHG"), which undertakes the obligation to pay the shortfall if the funds of the relevant ABS schemes and Chengtong Leasing are insufficient to settle the principal and other payable amounts for certain priority tranches of the relevant ABS schemes. The guarantee fees were determined at 0.8% per annum on the outstanding balances of the guaranteed ABS tranches.

No significant fluctuation for the depreciation charge of leased assets was noted during the year.

Expenses

The operating expenses of the leasing segment increased by approximately HK\$10.12 million for FY2022 and was mainly attributable to additional staff costs of the professional team for the expanding leasing operation.

Segment Results

The segment results of the leasing business for the year reduced by approximately HK\$20.96 million or 11% to approximately HK\$176.32 million (FY2021: approximately HK\$197.27 million).

Leasing Receivables

As at 31 December 2022, the Group had approximately HK\$8,217.57 million of net Leasing Receivables, which were significantly enlarged by approximately 40% from approximately HK\$5,865.11 million as at 31 December 2021, and represented approximately 82% of the total assets (as at 31 December 2021: approximately 72%).

擔保費乃支付予本公司的最終控股公司中國誠通控股集團有限公司(「誠通控股」)，倘相關資產支持證券計劃及誠通租賃的資金不足以支付相關資產支持證券計劃中若干優先層級批次的本金額及其他應付款項，誠通控股將承擔責任支付差額。擔保費乃根據有擔保資產支持證券批次的未償還結餘按年利率0.8%釐定。

年內租賃資產的折舊費用並無重大波動。

費用

於二零二二年度，租賃分類的經營開支增加約港幣1,012萬元，主要由於擴充租賃業務導致專業團隊的員工成本增加。

分類業績

本年度租賃業務之分類業績減少約港幣2,096萬元或11%至約港幣1億7,632萬元(二零二一年度：約港幣1億9,727萬元)。

租賃應收款項

於二零二二年十二月三十一日，本集團之租賃應收款項淨額約為港幣82億1,757萬元(於二零二一年十二月三十一日約港幣58億6,511萬元)大幅增長約40%，佔總資產約82%(於二零二一年十二月三十一日：約72%)。

Management Discussion and Analysis 管理層討論與分析

The Group's Leasing Receivables as at 31 December 2022 were classified into 5 categories according to customers' repayment abilities, up-to-date repayment history, profitability and carrying values of underlying leased assets, relevant security and enforcement measures against customers, with Category I being the lowest risk and Category V being the highest risk. Specific expected credit loss ("ECL") provision was provided for each category.

本集團二零二二年十二月三十一日的租賃應收款項乃根據客戶的償還能力、最新償還記錄、相關租賃資產的盈利能力及賬面價值、針對客戶相關抵押及強制執行措施分為五類，第一類為最低風險，而第五類為最高風險，並就各類別計提特定預期信貸虧損（「預期信貸虧損」）撥備。

		31 December 2022 二零二二年十二月三十一日			31 December 2021 二零二一年十二月三十一日		
Category	類別	Gross	Provision	Net	Gross	Provision	Net
		Leasing Receivables	for ECL	Leasing Receivables	Leasing Receivables	for ECL	Leasing Receivables
		租賃應收 款項總額	預期信貸 虧損撥備	租賃應收 款項淨額	租賃應收 款項總額	預期信貸 虧損撥備	租賃應收 款項淨額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
I. Performing	I. 正常	8,163,655	2,829	8,160,826	5,805,648	2,372	5,803,276
II. Special Mention	II. 關注	-	-	-	-	-	-
III. Sub-standard	III. 次級	70,422	13,674	56,748	72,442	10,612	61,830
IV. Doubtful	IV. 可疑	-	-	-	-	-	-
V. Loss	V. 損失	-	-	-	-	-	-
Total	總計	<u>8,234,077</u>	<u>16,503</u>	<u>8,217,574</u>	<u>5,878,090</u>	<u>12,984</u>	<u>5,865,106</u>

The Group has adopted stringent risk management policies to monitor Leasing Receivables throughout their business cycle, so as to ensure that the Group has robust and prudent standards for credit risk exposure, management and monitoring for all Leasing Receivables. Most of the Group's customers were state-owned enterprises and the non-performing exposures were comparably low.

本集團已採納嚴格的風險管理政策，以監控租賃應收款項的整個業務週期，從而確保本集團就所有租賃應收款項的信貸風險、管理及監控具穩健及審慎的標準。本集團的大多數客戶為國有企業，不履約的風險相對較低。

Management Discussion and Analysis

管理層討論與分析

(2) Bulk Commodity Trade

(2) 大宗商品貿易

		2022 二零二二年 <i>HK\$'000</i> 港幣千元	2021 二零二一年 <i>HK\$'000</i> 港幣千元	Increase/ (decrease) 增加/(減少)
Segment revenue	分類收益	761,745	755,431	1%
Costs of revenue	收益成本	(752,844)	(749,124)	0.5%
Gross profit	毛利	8,901	6,307	41%
Gross profit margin	毛利率	1.17%	0.83%	
Segment results	分類業績	3,253	3,623	(10%)

During the year, the Group continued to carry out its bulk commodity trade business solely through its 51%-owned joint venture company, Chengtong World Trade Limited and focused on international trade of steel and chemicals and tightened trade risk management to strictly select upstream suppliers and downstream customers. The business was negatively disrupted by the COVID-19 pandemic during the first half of FY2022, but as the COVID-19 pandemic was gradually contained in the second half of FY2022, the international trade regained momentum and the segment revenue for FY2022 almost levelled off with that of last year and there was a slight improvement in the overall gross profit margin. The administrative expenses went up by approximately HK\$1.61 million and the finance costs increased by approximately HK\$0.46 million. The overall segment results decreased slightly by approximately HK\$0.37 million year-on-year to approximately HK\$3.25 million (FY2021: approximately HK\$3.62 million).

本年度，本集團繼續透過其擁有51%權益之合營企業誠通世亞有限公司進行大宗商品貿易業務，並聚焦鋼材及化工產品之國際貿易，同時加強貿易風險管理嚴格挑選上游供應商和下游客戶。於二零二二年度上半年，該業務受到新冠肺炎疫情的負面影響，但隨著新冠肺炎疫情於二零二二年度下半年逐漸受控，國際貿易重拾動力，二零二二年度分類收益與去年幾乎持平，整體毛利率略有改善。行政費用增加約港幣161萬元及融資成本增加約港幣46萬元。整體分類業績按年輕微減少約港幣37萬元至約港幣325萬元(二零二一年度：約港幣362萬元)。

Management Discussion and Analysis

管理層討論與分析

(3) Property Development and Investment

(3) 物業發展及投資

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	Increase 增加
Property sales	物業銷售	84,262	78,410	7%
Rental income	租金收入	2,788	1,765	58%
Segment revenue	分類收益	87,050	80,175	9%
Costs of revenue	收益成本	(57,970)	(53,515)	8%
Gross profit	毛利	29,080	26,660	9%
Gross profit margin	毛利率	33.41%	33.25%	
Segment results	分類業績	24,060	21,181	14%

The Group derived its revenue from this segment by means of property sales and rental income. Revenue from the property sales was entirely derived from the CCT-Champs-Elysees project while the rental income was generated from the leasing of the commercial properties of the CCT-Champs-Elysees project and certain office premises of the Group.

The CCT-Champs-Elysees project is wholly owned by the Group and is located in the Zhucheng City of Shandong Province of the PRC. The project had a total site area of approximately 146,006 square metres and was developed in three phases with all the construction works completed in August 2022.

The property market in the PRC was sluggish during FY2022. The property sales increased slightly by approximately 7% to approximately HK\$84.26 million during the year. The average selling prices per square metre of the residential area for FY2022 and FY2021 were stable at RMB5,416 and RMB5,395 respectively. As at 31 December 2022, the completed and unsold area of the CCT-Champs-Elysees project included residential area of approximately 12,421 square metres (as at 31 December 2021: approximately 25,171 square metres) and commercial spaces of approximately 926 square metres (as at 31 December 2021: approximately 1,410 square metres). About 54,295 square metres of the residential units in Section 3 of Phase 3 were undergoing completion filings and were recorded as property under development as at 31 December 2022. The Group will actively pursue the sale of the rest of the residential units in 2023.

本集團透過物業銷售及租金收入自該分類產生收益。物業銷售的收入全部來自誠通香榭里項目，而租金收入則來自出租誠通香榭里項目的商業物業及本集團若干辦公物業。

誠通香榭里項目位於中國山東省諸城市，由本集團全資擁有。該項目的總地盤面積約為146,006平方米，共分三期開發，所有建築工程已於二零二二年八月完成。

於二零二二年度，中國物業市場疲弱。物業銷售輕微增加約7%至約港幣8,426萬元。二零二二年度及二零二一年度的每平方米平均售價平穩，分別為人民幣5,416元及人民幣5,395元。於二零二二年十二月三十一日，誠通香榭里項目已建成及未售出之住宅面積約12,421平方米（於二零二一年十二月三十一日：約25,171平方米）及商業面積約926平方米（於二零二一年十二月三十一日：約1,410平方米）。第三期三標段另有約54,295平方米之住宅單位，正在進行竣工備案，並於二零二二年十二月三十一日計賬為發展中物業。本集團將於二零二三年積極出售餘下住宅單位。

Management Discussion and Analysis 管理層討論與分析

During FY2022, the rental income of approximately HK\$0.37 million (FY2021: approximately HK\$0.28 million) and approximately HK\$2.42 million (FY2021: HK\$1.26 million) was generated from the leasing of the commercial properties of the CCT-Champs-Elysees project and the leasing of certain office premises of the Group respectively.

The segmental gross profit margin for FY2022 was steady and similar as that of last year. During the year under review, some commercial properties of the CCT-Champs-Elysees project were sold and income of HK\$1.79 million (FY2021: HK\$0.36 million) was recognised. In order to promote the sale of the project, selling expenses of approximately HK\$3.16 million (FY2021: approximately HK\$2.17 million) were incurred during the year. No significant change in the administrative expenses was noted for FY2022. The overall segmental profit for FY2022 was approximately HK\$24.06 million and represented an increase of approximately 14% from FY2021.

於二零二二年度，租金收入約港幣37萬元(二零二一年度：約港幣28萬元)及約港幣242萬元(二零二一年度：港幣126萬元)乃分別來自誠通香榭里項目的商業物業的租賃及本集團若干辦公物業的租賃。

二零二二年度的分類毛利率保持穩定，與去年相若。於回顧年內，誠通香榭里項目售出部分商業物業，並確認收入港幣179萬元(二零二一年度：港幣36萬元)。為促進項目銷售，年內產生銷售費用約港幣316萬元(二零二一年度：約港幣217萬元)。二零二二年度的行政費用並無重大變動，二零二二年度的整體分類溢利約為港幣2,406萬元，較二零二一年度增加約14%。

(4) Marine Recreation Services and Hotel

(4) 海上旅遊服務和酒店

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Marine recreation services	海上旅遊服務	9,300	13,772	(32%)
Hotel operation	酒店業務	4,047	6,599	(39%)
Travelling agency business	旅行社業務	670	2,009	(67%)
Segment revenue	分類收益	14,017	22,380	(37%)
Costs of revenue	收益成本	(13,665)	(16,297)	(16%)
Gross profit	毛利	352	6,083	(94%)
Gross profit margin	毛利率			
- marine recreation services	- 海上旅遊服務	(15%)	10%	
- hotel operation	- 酒店業務	33%	56%	
- Travelling agency business	- 旅行社業務	62%	47%	
Segment results	分類業績	(25,356)	(22,717)	12%

Management Discussion and Analysis 管理層討論與分析

The Group operated its marine recreation services and hotel business in Hainan Province, the PRC, which was mainly consisted of: (i) marine recreation services; (ii) hotel operation; and (iii) travelling agency business. As the gloom of the COVID-19 pandemic lingered in 2022, the domestic travel restrictions and stringent quarantine policies were upheld in the PRC, which discouraged tourists activities and made the segment's operation very difficult. Consequently, the segment revenue deteriorated by approximately 37% compared with the previous year. With reduced business activities, the total segmental selling expenses therefore dropped to approximately HK\$8.84 million (FY2021: HK\$13.50 million), while the total segmental administrative expenses increased to approximately HK\$18.04 million for FY2022 (FY2021: HK\$16.20 million) which was mainly due to non-routine maintenance works to certain vessels of the Group.

The combined segment results in FY2022 recorded losses of HK\$25.36 million, which increased by 12% from that in last year (FY2021: Losses of HK\$22.72 million).

本集團於中國海南省從事海上旅遊服務和酒店業務，業務主要包括(i)海上旅遊服務；(ii)酒店經營；及(iii)旅行社業務。由於新冠肺炎疫情的陰霾於二零二二年持續，中國實施國內旅遊限制及嚴格檢疫政策，遊客減少活動，令該分類業務的營運非常困難。因此，該分類業務的收入較去年下降約37%。隨著業務活動減少，分類銷售費用總額因此減少至約港幣884萬元(二零二一年度：港幣1,350萬元)，而二零二二年度的分類行政費用總額增加約港幣1,804萬元(二零二一年度：港幣1,620萬元)，主要由於本集團若干船舶的非常規保養工程所致。

二零二二年度的合併分類業績錄得虧損港幣2,536萬元，較去年增加12%(二零二一年度：虧損港幣2,272萬元)。

B. Other Income and Gains, net

B. 其他收入及收益淨額

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Interest income	利息收入	16,702	15,431	8%
Exchange gain, net	匯兌收益淨額	-	9,927	(100%)
Gain on disposal of investment properties	出售投資物業之收益	1,786	360	396%
Government subsidies	政府補助	989	503	97%
Others	其他	5,352	2,867	87%
		24,829	29,088	(15%)

In FY2022, the Group's other income and gains mainly comprised of interest income of approximately HK\$16.70 million (FY2021: approximately HK\$15.43 million) from bank deposits, other financial assets and loans to related parties. During the year, the Group obtained value added tax credits of approximately HK\$3.02 million for the purchase of operating lease assets.

於二零二二年度，本集團的其他收入及收益主要包括來自銀行存款、其他金融資產及授予關連方貸款的利息收入約港幣1,670萬元(二零二一年度：約港幣1,543萬元)。於本年度，本集團就購買營運租賃資產取得增值稅抵免約港幣302萬元。

Management Discussion and Analysis 管理層討論與分析

No exchange gain was reported during the year as the RMB exchange rate against HKD depreciated for about 7% from 1.22 at the beginning of 2022 to 1.13 by the end of 2022. There was no material change in Hong Kong onshore RMB-denominated assets during the year under review.

The total other income and gains recorded in FY2022 was therefore approximately HK\$24.83 million, and represented a drop of approximately 15% from last year.

由於人民幣兌港幣的匯率由二零二二年初的1.22貶值約7%至二零二二年底的1.13，故年內並無呈報匯兌收益。於回顧年內，香港在岸人民幣計值資產並無重大變動。

於二零二二年度錄得的其他收入及收益總額因此約為港幣2,483萬元，較去年減少約15%。

C. Selling and Administrative Expenses

C. 銷售及行政費用

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Selling expenses	銷售費用	<u>12,528</u>	<u>15,943</u>	(21%)
Administrative expenses	行政費用	<u>120,617</u>	<u>107,622</u>	12%

During the year under review, selling expenses decreased by approximately 21% to approximately HK\$12.53 million (FY2021: approximately HK\$15.94 million), of which agency commission expenses for promoting the sales of the CCT-Champs-Elysees project increased by approximately HK\$1.06 million but was offset by the decrease in (i) travelling expenses of sales personnel of approximately HK\$0.77 million, (ii) maintenance cost of approximately HK\$1.57 million for the Group's marine recreation facilities and hotel operation, and (iii) consumable supplies of approximately HK\$0.58 million for the Group's hotel operation.

The administrative expenses increased by approximately HK\$13.00 million or 12% year-on-year to approximately HK\$120.62 million (FY2021: approximately HK\$107.62 million), which was mainly due to the increase of staff costs of approximately HK\$15.18 million and the recognition of exchange loss of approximately HK\$7.58 million. Such an increase was partly offset by the reduction of office expenses (including travelling, transportation, communications and fuel expenses) of approximately HK\$3.94 million and the reduction of ECL charges during the year for approximately HK\$7.23 million.

於回顧年內，銷售費用減少約21%至約港幣1,253萬元(二零二一年度：約港幣1,594萬元)，其中推銷誠通香榭里項目的代理佣金費用增加約港幣106萬元，但被(i)銷售人員的差旅費用約港幣77萬元、(ii)本集團海上旅遊設施和酒店營運的維護成本約港幣157萬元及(iii)本集團酒店營運的消耗品約港幣58萬元的減幅所抵銷。

行政費用按年增加約港幣1,300萬元或12%至約港幣1億2,062萬元(二零二一年度：約港幣1億762萬元)，主要原因是員工成本增加約港幣1,518萬元及確認匯兌虧損約港幣758萬元。有關增加部分被辦公室費用(包括差旅、交通、通訊及燃料開支)約港幣394萬元及年內預期信貸虧損費用約港幣723萬元的減幅所抵銷。

Management Discussion and Analysis

管理層討論與分析

D. Finance Costs

D. 融資成本

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Total interest expense	利息開支總額	173,128	67,004	158%
Less:	減：			
Amounts included in costs of revenue	計入利息開支金額	(155,771)	(58,103)	168%
Amounts capitalised on properties under development	發展中物業資本化金額	(1,796)	(2,540)	(29%)
		15,561	6,361	145%

The total interest expense in FY2022 amounted to approximately HK\$173.13 million (FY2021: approximately HK\$67.00 million), representing a significant year-on-year increase of approximately 158%. The upsurge was mainly attributable to the increase in the scale of the leasing business, which leveraged mainly on external financing.

二零二二年度的利息開支總額約為港幣1億7,313萬元(二零二一年度：約港幣6,700萬元)，按年大幅增加約158%。該增加主要原因是租賃業務規模擴大，而租賃業務主要依賴外部融資。

The total interest expense comprised principally interest on ABS of approximately HK\$89.72 million (FY2021: approximately HK\$41.72 million), interest on bank borrowings of approximately HK\$75.42 million (FY2021: approximately HK\$23.92 million), interest on loans from related parties of approximately HK\$7.77 million (FY2021: approximately HK\$1.11 million). After deducting the amount of approximately HK\$155.77 million (FY2021: approximately HK\$58.10 million) included in the costs of revenue and capitalising the amount of approximately HK\$1.80 million (FY2021: approximately HK\$2.54 million) on the properties under development, the net finance costs for the year were approximately HK\$15.56 million (FY2021: approximately HK\$6.36 million), of which approximately HK\$12.40 million (FY2021: approximately HK\$5.00 million) was interest expense for bank loans in Hong Kong, representing a year-on-year increase of approximately 148% which was mainly due to the rising borrowing interest rates in Hong Kong during the year.

利息開支總額主要包括資產支持證券之利息約港幣8,972萬元(二零二一年度：港幣4,172萬元)、銀行借貸之利息約港幣7,542萬元(二零二一年度：約港幣2,392萬元)、關連公司之貸款利息約港幣777萬元(二零二一年度：港幣111萬元)。扣減計入收益成本的金額約港幣1億5,577萬元(二零二一年度：約港幣5,810萬元)及資本化有關發展中物業的金額約港幣180萬元(二零二一年度：約港幣254萬元)後，本年度融資淨成本約為港幣1,556萬元(二零二一年度：約港幣636萬元)，其中約港幣1,240萬元(二零二一年度：約港幣500萬元)為香港銀行貸款之利息開支，按年增加約148%，主要由於年內香港借貸利率上升所致。

Management Discussion and Analysis

管理層討論與分析

III. OUTLOOK

Looking back on 2022, the impact caused by the continuous multi-point spreading of the COVID-19 pandemic, the Ukraine crisis, high inflation, and the interest rate hike by the US Federal Reserve has exceeded expectations. The complexity, severity and uncertainty faced by the economic development had increased significantly. Meanwhile, the Chinese government achieved positive results in the efficient coordination of pandemic prevention and control as well as in socio-economic development, which stabilised the macro-economy and achieved continuous expansion in the total economic volume and steady improvement in the quality of development. Stepping into 2023, as the US Federal Reserve's interest rate hike is approaching to the end and with the normalisation of the pandemic preventive controls and the intensive introduction of policies to stabilise real estate and expand domestic demand, the mainland economy has begun to recover gradually and comprehensively, which is expected to bring new development opportunities.

Bounded by factors such as changes in industry regulations, downward economic cycle, and intensified competition in the industry, the number of entities in the financial leasing industry and the balance of financial leasing businesses both declined in 2022. The development of the industry entered a critical period of transformation and optimisation. Green transformation, digital economy and equipment upgrading continued to grow and added momentum to industry transformation. In the future, with the upgrading of domestic industries, the recovery of macro-economy and the gradual strengthening of the internal circle policies, coupled with the business transformation of financial leasing companies and the adjustment and adaptation of regulatory policies, it is expected that the financial leasing industry will maintain a healthy development and better contribute to the economic development during the "14th Five-Year Plan" period.

In such a complex and changing market situation, we see both opportunities and challenges. The Group will firmly adhere to its strategic direction, continue to focus on financial leasing as its main responsibility and principal business, constantly optimise its asset structure, work diligently and reorganise resources to create a new stage of high-quality development in all aspects.

三. 前景展望

回顧二零二二年，新冠肺炎疫情持續多點散發、烏克蘭危機、通脹高企及美聯儲加息等影響超出預期，經濟發展環境的複雜性、嚴峻性及不確定性明顯上升。與此同時，中國政府高效統籌疫情防控和經濟社會發展取得積極成效，穩住了宏觀經濟大盤，並實現經濟總量持續擴大，發展品質穩步提高。步入二零二三年，隨著美聯儲加息步入尾聲、防疫常態化管控、穩地產及擴內需政策密集出台，內地經濟開始逐步全面回暖，預計將帶來新的發展機遇。

受行業監管變化、經濟週期下行、行業競爭加劇等因素影響，二零二二年融資租賃行業主體數量和融資租賃業務餘額均有所下降，行業發展步入了轉型優化的關鍵時期，綠色轉型、數位經濟和設備升級持續增長，為行業轉型增添動力。未來，隨著國內產業升級，宏觀經濟復蘇及內迴圈政策的逐步發力，加上融資租賃企業自身的業務轉型、監管政策的調節適應，預計融資租賃行業將保持健康發展，更好助力「十四五」期間的經濟發展。

面對複雜多變的市場形勢，機遇與挑戰並存。本集團將堅定戰略方向，繼續聚焦融資租賃作為主責主業，持續優化資產結構，踔厲奮發整合資源，全面開創高品質發展新局面。

Management Discussion and Analysis 管理層討論與分析

In respect of financial leasing, Chengtong Leasing will continue to enhance its cooperation with other state-owned enterprises, promote its development in business areas such as energy conservation and environmental protection, transportation and logistics, internet data center, new energy, and highlight its industry characteristics in these market segments. Chengtong Leasing will further expand its financing channels, explore to develop independent rating to strengthen self-financing capability, and seek low-cost funds for business investment. Moreover, it will strengthen risk prevention and control, as well as build and improve the risk management system comprehensively. In respect of bulk commodity trade, the Group will carefully examine the market condition to determine the next step of development. In respect of property development and investment, all the construction works of the CCT-Champs-Elysees project have been completed. The next step will be to speed up the sales of the property units in section 3 of Phase III of the CCT-Champs-Elysees project, and utilise the recovered funds for the main business of financial leasing. In respect of the marine recreation services and hotel business, the Group will continue to optimise the project operation and management model and accelerate the cultivation of internal impetus for market sales on one hand, and will actively explore and promote subsequent asset restructuring on the other hand.

The Group is the only overseas listed company platform under CCHG, its ultimate controlling shareholder, and Chengtong Leasing is the only controlling financial leasing company under the Group. Chengtong Leasing will give full play to the resource advantages of the controlling shareholder of the Group, focus its resources on rapidly expanding the principal business of financial leasing and create greater value for the shareholders. The Board is full of confidence in the future development of the Group.

關於融資租賃，誠通租賃將繼續深化與其他中央企業合作力度，深耕節能環保、交通物流、互聯網數據中心和新能源等業務領域，並在細分市場做出行業特色；進一步拓寬融資管道，探索開展獨立評級打造自我造血功能，為業務投放儲備低成本資金；加強風險防控，構建和完善全面風險管理體系。關於大宗商品貿易，本集團將認真研究市場情況，確定下一步發展。關於物業發展及投資，目前誠通香榭里項目的所有建築工程均已完工，下一步將加快誠通香榭里項目三期三標段的物業單位銷售，回收資金用於融資租賃主業。關於海上旅遊服務和酒店業務，本集團一方面將持續優化專案運營管理模式，加快培植市場銷售內部動力，同時，積極探索推進後續的資產重組。

本集團作為控股股東誠通控股旗下唯一海外上市公司平台，同時，本集團旗下誠通租賃作為其唯一控股融資租賃公司，將充分發揮本集團之控股股東的資源優勢，聚焦資源快速擴展融資租賃主業，為股東創造更高價值。董事會對本集團之未來發展充滿信心。

Management Discussion and Analysis 管理層討論與分析

IV. ASSET STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2022, the Group continued to maintain a stable and sound financial position, the equity attributable to owners of the Company amounted to approximately HK\$2,926.93 million and represented a decrease of approximately 7% from approximately HK\$3,134.60 million recorded as at 31 December 2021 which was mainly due to the depreciation of RMB during the year.

The total assets and liabilities of the Group as at 31 December 2022 showed significant increment from last year:

四. 資產結構、資本流動性及財政資源

於二零二二年十二月三十一日，本集團繼續維持穩定及良好的財務狀況，本公司擁有人應佔之權益約港幣29億2,693萬元，較於二零二一年十二月三十一日錄得約港幣31億3,460萬元減少約7%，主要原因是年內人民幣貶值。

於二零二二年十二月三十一日，本集團總資產及負債較上年度有顯著增長：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Non-current assets	非流動資產	5,789,251	4,367,594	33%
Current assets	流動資產	4,220,484	3,800,212	11%
Total assets	總資產	10,009,735	8,167,806	23%
Current liabilities	流動負債	(4,356,727)	(3,238,608)	35%
Non-current liabilities	非流動負債	(2,717,758)	(1,787,496)	52%
Total liabilities	總負債	(7,074,485)	(5,026,104)	41%
Total net assets	總資產淨值	2,935,250	3,141,702	(7%)

As at 31 December 2022, the total assets of the Group amounted to approximately HK\$10.01 billion, of which about 42% were current assets, representing a rise of approximately 23% as compared to the total assets of approximately HK\$8.17 billion as at 31 December 2021. Leasing Receivables were the largest component of the assets, being roughly 82% of the total assets. The reason was largely due to the continuing growth in finance lease receivables and loans receivable recorded under current and non-current assets resulted from the swift expansion of the Group's leasing business scale.

On the flip side, the Group increased its total liabilities to approximately HK\$7,074.49 million as at 31 December 2022 from approximately HK\$5,026.10 million as at 31 December 2021. The Group obtained external financing by the issuance of ABS and bank borrowings in the PRC to fund the growth of the leasing business. The current and non-current portions of total liabilities were approximately 62% and 38% respectively.

於二零二二年十二月三十一日，本集團總資產約為港幣100億1,000萬元，其中約42%為流動資產，較於二零二一年十二月三十一日的總資產約港幣81億7,000萬元增加約23%。租賃應收款項為資產的最大組成部分，佔總資產約82%。此乃主要由於本集團租賃業務規模迅速擴展，導致流動及非流動資產項下錄得的融資租賃應收款項及應收貸款持續增加。

另一方面，本集團總負債由二零二一年十二月三十一日的約港幣50億2,610萬元增加至二零二二年十二月三十一日的約港幣70億7,449萬元。本集團透過發行資產支持證券及於中國境內銀行借款取得外部融資以支持租賃業務增長。總負債當中流動及非流動部分的比例分別約為62%及38%。

Management Discussion and Analysis 管理層討論與分析

The current ratio (calculated as total current assets divided by total current liabilities) as at 31 December 2022 decreased to approximately 0.97 time (2021: approximately 1.17 times) which was mainly due to the fact that bank borrowings of approximately HK\$219.22 million (2021: approximately HK\$332.89 million) (which are not repayable within the next 12 months) were classified as current liabilities in light of a repayment on demand clause. Nevertheless, the Group had ample of standby credit facilities in place and will set up relevant policies and procedures to actively monitor the liquidity position.

As at 31 December 2022, the Group had cash and deposits (including pledged bank deposits, and bank balances and cash) of approximately HK\$534.56 million (2021: approximately HK\$1,384.67 million), which were primarily denominated in RMB. Other cash and deposits were denominated in HKD and the United States dollars (“USD”). The cash and deposits accounted for approximately 5% (2021: approximately 17%) of the total assets.

As at 31 December 2022, the bank borrowings of the Group amounted to approximately HK\$3,167.01 million (2021: approximately HK\$1,441.78 million), represented a rise of approximately 120% from last year. The Group has increased both short-term and medium-term bank borrowings in the PRC to finance the development of its growing leasing business. As at 31 December 2022, about HK\$2,661.76 million or 84% of the Group’s total bank borrowings were denominated in RMB with repayment due dates ranging from 2023 to 2026. The remaining balance of approximately HK\$505.25 million of the bank borrowings were denominated in HKD and USD. The HKD bank loan is maturing in June 2023 and the USD trade finance loan has matured in February 2023. The effective annual interest rates of the bank borrowings ranged from approximately 2.15% to approximately 6.77%.

On 21 February 2023, the Group launched the fourth ABS scheme known as “Phase Two of Chengtong Financial Leasing Stated-owned Enterprise Asset-backed Securities Scheme”. The total issuance of the scheme was RMB1,370,000,000 (equivalent to HK\$1,561,800,000 on the launch date) and the ABS were divided into (i) four priority classes with total principal of RMB1,322,000,000 (equivalent to HK\$1,507,080,000) which are listed and traded on the Shanghai Stock Exchange with expected maturity date ranging from 26 November 2023 to 26 August 2026 and with coupon rates ranging from 3.95% to 4.26% per annum. The principal and interest of the priority class ABS shall be repaid quarterly in 14 instalments in 42 months; and (ii) subordinated class with total principal of RMB48,000,000 (equivalent to HK\$54,720,000) with no coupon rate and with expected maturity date on 26 October 2027. The subordinated class ABS are held by the Group and are not listed.

於二零二二年十二月三十一日之流動比率(其計算方式為流動資產總值除以流動負債總值)約為0.97倍(二零二一年：約1.17倍)，乃主要由於銀行借款約港幣2億1,922萬元(二零二一年：約港幣3億3,289萬元)(無須自該日起計十二個月內償還)根據按要項還款被分類至流動負債。然而，本集團擁有充足的備用信貸融資額度，並將制定相關政策及程序，以積極監察流動資金變動狀況。

於二零二二年十二月三十一日，本集團持有現金及存款(包括已抵押銀行存款以及銀行結存及現金)約港幣5億3,456萬元(二零二一年：約港幣13億8,467萬元)，主要以人民幣計值。其他現金及存款以港幣及美元(「美元」)計值。現金及存款佔總資產約5%(二零二一年：約17%)。

於二零二二年十二月三十一日，本集團的銀行借貸約為港幣31億6,701萬元(二零二一年：約港幣14億4,178萬元)，較去年增加約120%。本集團增加於中國境內的短期及中期銀行借貸，以為其增長的租賃業務發展提供資金。於二零二二年十二月三十一日，約港幣26億6,176萬元或本集團銀行借貸總額的84%以人民幣計值，還款到期日介乎二零二三年至二零二六年。餘額約港幣5億525萬元為以港幣及美元計值的銀行借貸。港幣銀行貸款於二零二三年六月到期，而美元貿易融資貸款已於二零二三年二月到期。銀行借貸實際年利率介乎約2.15%至約6.77%。

於二零二三年二月二十一日，本集團推出第四項名為「誠通租賃央企第2期資產支持專項計劃」之資產支持專項債券。該計劃總發行規模為人民幣1,370,000,000元(於推出日期相當於港幣1,561,800,000元)，而資產支持證券被分成(i)四項優先層級總本金為人民幣1,322,000,000元(相當於港幣1,507,080,000元)並於上海證券交易所上市及買賣，其預期到期日由二零二三年十一月二十六日至二零二六年八月二十六日不等，票息率介乎每年3.95%至4.26%。優先層級資產支持證券之本金及利息會於四十二個月內分十四期按季度償還；及(ii)次級層級總本金為人民幣48,000,000元(相當於港幣54,720,000元)，無票息率及其預期到期日為二零二七年十月二十六日。次級層級資產支持證券由本集團持有且並無上市。

Management Discussion and Analysis

管理層討論與分析

V. FINANCIAL LEVERAGE RATIOS

五. 財務槓桿比率

		2022 二零二二年 Times 倍	2021 二零二一年 Times 倍
Total debts/Total equity	總債務／總權益	2.12	1.41
Total debts/Total assets	總債務／總資產	0.62	0.54
Total debts/EBITDA	總債務／EBITDA	35	20
Interest coverage	利息覆蓋	9	28

As the Group focused on developing and expanding the leasing business, the leverage of the Group increased significantly during the year. The debt to equity ratio (calculated by dividing total interest-bearing loans by total equity) and debt to asset ratio were approximately 2.12 times and 0.62 time respectively as at 31 December 2022. For the year under review, the interest coverage ratio (as calculated by dividing consolidated profit before tax and finance costs by finance costs) was approximately 9 times. Notwithstanding the increased leverage, the ratios still indicated that the Group had strong ability to generate income to pay its finance costs.

由於本集團專注發展及擴展租賃業務，本年度本集團的槓桿比率大幅上升。於二零二二年十二月三十一日，負債與權益比率（其計算方式為計息貸款總額除以總權益）及負債與資產比率分別約為2.12倍及0.62倍。於回顧年內，利息覆蓋比率（其計算方式為綜合除稅及融資成本前溢利除以融資成本）約為9倍。儘管槓桿比率上升，該等比率仍反映本集團擁有強大的創收能力以支付融資成本。

VI. SIGNIFICANT INVESTMENTS

The Group had no significant investment exceeding 5% of the total asset value of the Group as at 31 December 2022.

Looking ahead, the Group remains focused on leasing business as the main direction of its business development and will be prudent to invest in other financial assets to maximise shareholders' value.

六. 重大投資

於二零二二年十二月三十一日，本集團並無超過總資產值5%的重大投資。

展望未來，本集團繼續專注以租賃業務作為其業務發展的主要方向，並將謹慎投資其他金融資產，將股東價值最大化。

VII. TREASURY POLICIES

The business activities and operation of the Group were mainly carried out in Mainland China and Hong Kong, with transactions denominated in RMB and the USD, which exposed the Group to foreign currency risks. As at 31 December 2022, the Group had bank borrowings denominated in RMB, HKD and USD totalling approximately HK\$3,167.01 million and were based on fixed and floating interest rates, exposing the Group to interest rate risks. The Group will, where appropriate, use interest rate and foreign currency swaps and forward foreign exchange contracts for risk management and hedging purposes with a view to managing the Group's exposure to interest rate and foreign exchange rate fluctuations. It is the Group's policy not to enter into derivative financing transactions for speculative purposes. It is also the Group's policy not to invest in financial products with significant underlying leverage or derivative exposure, including hedge funds or similar instruments.

七. 理財政策

本集團之業務活動及營運所在地主要在中國內地及香港，交易以人民幣及美元計值，令本集團承受外匯風險。於二零二二年十二月三十一日，本集團之銀行借貸以港幣、人民幣及美元計值合共約港幣31億6,701萬元，並以定息及浮息為基礎，令本集團承受利率風險。本集團將在適當時候以利率與外匯掉期及遠期外匯合約用作風險管理、對沖交易，以及調控本集團面對之利率與匯率波動風險。本集團之政策是不參與投機性之衍生融資交易，亦不會投資於具有重大相關槓桿效應或衍生風險之金融產品上，包括對沖基金或類似之工具。

Management Discussion and Analysis

管理層討論與分析

VIII. INTEREST RATE RISK

As at 31 December 2022, the Group's bank borrowings were denominated in HKD, RMB and USD. Among the RMB-denominated bank borrowings of approximately HK\$2,661.76 million, approximately HK\$1,023.93 million was based on fixed interest rates and approximately HK\$1,637.83 million was based on floating interest rates. The HKD-denominated bank borrowings of HK\$500 million and USD-denominated bank borrowings of approximately HK\$5.25 million were based on floating interest rates.

As the global inflation rate swung high, the borrowing rates in different countries fluctuated. The floating interest rates in respect of Hong Kong Interbank Offered Rate (HIBOR) in Hong Kong escalated rapidly in 2022, while the loan prime rates ("LPR") in the PRC were adjusted downward in 2022.

Most of the Group's Leasing Receivables were accounted for using floating interest rates which were benchmarking to the prevailing LPR and effectively hedged against the interest rate risks arising from bank borrowings in the PRC.

Having said that, the Group will continue to closely monitor the risks arising from interest rate fluctuation and apply appropriate hedging strategies against the interest rate risk caused by the debt instruments which are based on floating interest rates.

IX. FOREIGN EXCHANGE RISK

During the year under review, the Group's businesses were principally conducted in RMB, while most of the Group's assets and liabilities were denominated in HKD and RMB. Fluctuation in the exchange rate of HKD against RMB may have an impact on the Group's results. As at 31 December 2022, the net assets of the Group's business in the PRC were approximately RMB2,845.17 million. According to Hong Kong Accounting Standards, such amount of net assets denominated in RMB will be converted at the exchange rate applicable as at the end of the reporting period. The Group's foreign exchange reserve decreased by approximately HK\$240 million during the year and impacted the Group's net assets as at 31 December 2022. The Group currently does not have any hedging measures against foreign exchange risks. However, the Group will continue to closely monitor the possible risks arising from currency fluctuations.

八. 利率風險

於二零二二年十二月三十一日，本集團之銀行借貸以港幣、人民幣及美元計值。於以人民幣計值的銀行借貸約港幣26億6,176萬元中，銀行借貸約港幣10億2,393萬元以定息為基礎，而約港幣16億3,783萬元以浮息為基礎。以港幣計值的銀行借貸港幣5億元及以美元計值的銀行借貸約港幣525萬元均以浮息為基礎。

由於全球通脹率高企，不同國家的借貸利率相當波動。香港的香港銀行同業拆息（「香港銀行同業拆息」）的浮息於二零二二年急升，而中國貸款市場報價利率（「貸款報價利率」）則於二零二二年下調。

本集團大部分租賃應收款項採用浮息利率列賬，有關利率乃對標現行貸款報價利率得出，並有效對沖中國銀行借貸所產生的利率風險。

儘管如此，本集團將會繼續密切監控有關利率波動產生的風險及對基於浮息利率的債務工具所引起的利率風險採取適當的對沖策略。

九. 外匯風險

於回顧年內，本集團主要以人民幣進行業務，而本集團的大部分資產及負債以港幣及人民幣計值，港幣兌人民幣的匯率波動可能對本集團的業績產生影響。於二零二二年十二月三十一日，本集團於中國業務之資產淨值約人民幣28億4,517萬元，遵照香港會計準則，該等人民幣計值資產淨值將按報告期末之適用匯率換算。本集團於年內的外匯儲備因而減少約港幣2億4,000萬元，並對本集團於二零二二年十二月三十一日的資產淨值造成影響。本集團現時並無就外匯風險採取任何對沖措施。然而，本集團將會繼續密切監控有關貨幣波動可能產生的風險。

Management Discussion and Analysis

管理層討論與分析

X. PLEDGE OF ASSETS

As at 31 December 2022, the Group's pledged bank deposits amounted to approximately HK\$61.71 million, representing a substantial increase compared to approximately HK\$4.41 million pledged as at 31 December 2021. The pledged bank deposits mainly included approximately HK\$57.63 million pledged as security for certain bills payables for leasing business (as at 31 December 2021: Nil), and approximately HK\$3.97 million (as at 31 December 2021: approximately HK\$4.28 million) pledged as security for banking facilities granted to mortgagors of the CCT-Champs-Elysees project.

As at 31 December 2022, the Leasing Receivables of the Group with an aggregate carrying value of approximately HK\$4,846.25 million (as at 31 December 2021: approximately HK\$3,906.59 million) were charged as security for the Group's ABS and bank borrowings with carrying amounts of approximately HK\$2,702.27 million (as at 31 December 2021: HK\$2,932.61 million) and HK\$2,661.76 million respectively (as at 31 December 2021: approximately HK\$981.46 million).

XI. CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

As at 31 December 2022, the Group's capital commitments consisted of purchase of property, plant and equipment, which will be funded by its internal resources. Please refer to notes 39 and 40 to the financial statements in this annual report for details of the Group's contingent liabilities and capital commitments.

XII. FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this annual report, the Group does not have any future plans for other material investments or capital assets in the coming year.

XIII. EVENT AFTER REPORTING PERIOD

No significant event has occurred after the end of the year under review.

十. 資產抵押

於二零二二年十二月三十一日，本集團的已抵押銀行存款約港幣6,171萬元，較於二零二一年十二月三十一日的約港幣441萬元大幅增加。已抵押銀行存款主要包括就租賃業務的若干應付票據質押約港幣5,763萬元（於二零二一年十二月三十一日：無），以及就授予誠通香榭里項目按揭人之銀行融資質押約港幣397萬元（於二零二一年十二月三十一日：約港幣428萬元）。

於二零二二年十二月三十一日，本集團賬面總值約港幣48億4,625萬元（於二零二一年十二月三十一日：約港幣39億659萬元）的租賃應收款項已抵押作為本集團賬面分別約港幣27億227萬元（於二零二一年十二月三十一日：港幣29億3,261萬元）及約港幣26億6,176萬元（於二零二一年十二月三十一日：約港幣9億8,146萬元）的資產支持證券及銀行借貸的抵押品。

十一. 或有負債及資本承擔

於二零二二年十二月三十一日，本集團的資本承擔包括購置物業、廠房及設備，將由本集團內部資源調配。有關本集團或有負債及資本承擔之詳情，請參閱本年度報告內財務報表附註39及40。

十二. 重大投資或資本資產之未來計劃

除本年度報告所披露者外，本集團於來年並無任何其他重大投資或資本資產之未來計劃。

十三. 本報告期後事項

於回顧年末後並無發生重大事項。

Biographies of Directors and Senior Management

董事及高級管理層履歷

DIRECTORS

Mr. Zhang Bin

Mr. Zhang, aged 54, is an executive Director and the Chairman of the Board. He is also a director of a subsidiary of the Company. Mr. Zhang joined the Group in July 2010. He was appointed as an executive Director with effect from 30 January 2014 and served as the Acting Chairman of the Board with effect from 1 December 2018 until he was appointed as the Chairman of the Board on 26 June 2019. Mr. Zhang also served as the Managing Director of the Company from 15 June 2017 to 22 October 2019. Mr. Zhang holds an EMBA degree from China Europe International Business School and a doctorate degree from Peking University. He also undertook postdoctoral research in Rutgers University and North Carolina State University in the United States of America. Mr. Zhang has rich experience in corporate management. Mr. Zhang is currently the chairman of China Chengtong Hong Kong Company Limited (“CCHK”), which has an interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) and is a wholly-owned subsidiary of CCHG, the ultimate holding company of the Company.

Mr. Yang Tianzhou

Mr. Yang, aged 50, is an executive Director and the Managing Director of the Company. He is also a director of several subsidiaries of the Company. Mr. Yang joined the Group in October 2019. Mr. Yang obtained a bachelor's degree in Economics and a master's degree in Business Administration from Peking University. In September 2009, he was accredited as a chartered financial analyst by the CFA Institute. Mr. Yang worked in various departments and affiliated institutions of the State Administration of Foreign Exchange (“SAFE”) of the PRC. He worked as the deputy director of the Business Supervision Division of SAFE, the deputy director of the Strategic Research Division of the Reserves Management Department of SAFE, the vice-representative of the representative office of the People's Bank of China in America, the chief dealer of the trading office of SAFE in New York, and the director of the General Affairs Division of the SAFE Investment Centre successively. Mr. Yang also served as the deputy mayor of Dezhou City, Shandong Province, the PRC and worked as the vice-president of the Hunan branch of the Export-Import Bank of China. From July 2017 to May 2019, he worked as the general manager of Polaris Bay Group Company Limited, whose shares are listed on the Shanghai Stock Exchange. Since September 2019, Mr. Yang has been working as the deputy general manager of CCHK.

董事

張斌先生

張先生，54歲，為執行董事及董事會主席。彼亦為本公司一間附屬公司的董事。張先生於二零一零年七月加入本集團，彼於二零一四年一月三十日獲委任為執行董事，於二零一八年十二月一日起出任董事會代理主席，直至二零一九年六月二十六日獲委任為董事會主席為止。張先生亦於二零一七年六月十五日至二零一九年十月二十二日期間擔任本公司董事總經理。張先生持有中歐國際工商學院高級工商管理碩士學位及北京大學博士學位。彼亦曾於美國羅格斯大學及美國北卡羅萊納州立大學從事博士後研究工作。張先生具有豐富的企業管理經驗。現時張先生為本公司最終控股公司誠通控股之全資附屬公司中國誠通香港有限公司(「誠通香港」)的董事長，而誠通香港擁有根據證券及期貨條例(香港法例第571章)(「證券及期貨條例」)第XV部第2及第3分部之條文須向本公司披露之本公司股份權益。

楊田洲先生

楊先生，50歲，為本公司執行董事及董事總經理。彼亦為本公司若干附屬公司之董事。楊先生於二零一九年十月加入本集團。楊先生於北京大學取得經濟學學士學位及工商管理碩士學位。於二零零九年九月，彼獲特許金融分析師協會認可為特許金融分析師。楊先生曾於中國國家外匯管理局(「國家外匯管理局」)多個部門及聯屬機構工作，先後出任國家外匯管理局業務監管處副處長、國家外匯管理局儲備管理司戰略研究處副處長、中國人民銀行駐美洲代表處副代表、國家外匯管理局紐約交易室首席交易員及國家外匯管理局中央外匯業務中心綜合處處長。彼亦曾擔任中國山東省德州市副市長及擔任中國進出口銀行湖南省分行副行長。彼自二零一七年七月至二零一九年五月擔任華創陽安股份有限公司(其股份於上海證券交易所上市)總經理。自二零一九年九月起，楊先生擔任誠通香港的副總經理。

Biographies of Directors and Senior Management 董事及高級管理層履歷

Mr, Gu Honglin

Mr. Gu, aged 45, is an executive Director of the Company. Mr. Gu joined the Group in December 2022. Mr. Gu obtained a bachelor's degree in Management from Beifang Jiaotong University (currently known as Beijing Jiaotong University) and a master's degree in Management from Renmin University of China. Mr. Gu is a non-practicing certified public accountant and a certified tax adviser in the PRC. During the period from 2001 to 2012, Mr. Gu worked in various private companies in the PRC mainly responsible for financial management and accounting matters. He worked as a manager of the financial analysis department of Shenzhen Aisidi Company Limited, whose shares are listed on the Shenzhen Stock Exchange. In January 2013, Mr. Gu joined CCHG and served as a senior financial manager and then the head of the equity management department, and later served as the deputy general manager of Beijing Chengyang Investment Company Limited, a wholly-owned subsidiary of CCHG. Mr. Gu has been a member of the executive committee and the chief accountant of CCHK since December 2021 and October 2022 respectively. He is a director and the financial manager of China Chengtong (Hong Kong) Asset Management Company Limited and China Chengtong Investment Company Limited, both are wholly-owned by CCHK. Chengtong (Hong Kong) Asset Management Company Limited is a company licensed by the Securities and Futures Commission of Hong Kong (central entity number: BHF234) to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. Mr. Gu is also the financial manager of Chengtong (Shenzhen) Investment Company Limited, a wholly-owned subsidiary of CCHK. Mr. Gu is also a supervisor of Dongxing Securities Corporation Limited, whose shares are listed on the Shanghai Stock Exchange.

顧洪林先生

顧先生，45歲，為本公司執行董事。顧先生於二零二二年十二月加入本集團。顧先生於北方交通大學(現名為北京交通大學)取得管理學學士學位及於中國人民大學取得管理學碩士學位。顧先生是中國的非執業註冊會計師及註冊稅務師。二零零一年至二零一二年期間，顧先生曾在中國多家私營公司工作，主要負責財務管理和會計事務。彼曾擔任深圳市愛施德股份有限公司(其股份於深圳證券交易所上市)財務分析部經理。顧先生於二零一三年一月加入誠通控股曾先後擔任高級財務經理、股權管理部主管、及誠通控股全資子公司北京誠暘投資有限公司副總經理。自二零二一年十二月和二零二二年十月起，顧先生擔任誠通香港的執行委員會成員及總會計師。彼現均為誠通香港全資子公司中國誠通(香港)資產管理有限公司及中國誠通投資有限公司董事兼財務經理。中國誠通(香港)資產管理有限公司為一家獲香港證券及期貨事務監察委員會發牌的公司(中央編號：BHF234)，可從事證券及期貨條例項下第1類(證券交易)、第4類(就證券提供意見)及第9類(資產管理)受規管活動。顧先生現亦為誠通香港全資子公司誠通(深圳)投資有限公司的財務經理。顧先生亦為東興證券股份有限公司(其股份於上海證券交易所上市)監事。

Biographies of Directors and Senior Management

董事及高級管理層履歷

Professor Chang Qing

Professor Chang, aged 65, is an independent non-executive Director of the Company. Professor Chang joined the Group in January 2013. Professor Chang obtained a master's degree in Economics from Jilin University in 1985 and a PhD degree from Chinese Academy of Social Sciences. He has over 30 years of experience in economic and financial field. He is currently the chairman of Jinpeng International Futures Co., Ltd., a professor of the College of Economics and Management of China Agricultural University, and Lifetime Honorary Professor of the MBA Education Centre of China Agricultural University. Professor Chang is now acting as an independent non-executive director of Kangda International Environmental Company Limited and Honghua Group Limited (both companies' shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**")). He previously served as an independent director of Tibet Summit Resources Co., Ltd. and TBEA Co., Ltd. (both companies' shares are listed on the Shanghai Stock Exchange) as well as Yuan Longping High-Tech Agriculture Co., Ltd. and Rongfeng Holding Group Co., Ltd. (both companies' shares are listed on the Shenzhen Stock Exchange). Professor Chang was a council member of the Shanghai Futures Exchange and the vice president of China Futures Association.

Mr. Lee Man Chun, Tony

Mr. Lee, aged 69, is an independent non-executive Director of the Company. Mr. Lee joined the Group in November 2013. Mr. Lee obtained a master's degree in Business Administration from Chu Hai College of Higher Education in 1981. He is a member of the Hong Kong Institute of Certified Public Accountants. He has over 40 years of experience in accounting, capital markets, corporate management, finance and banking. Previously, he worked for and held senior positions in Standard Chartered Bank (Hong Kong) Limited and Sanwa International Finance Ltd. Mr. Lee was an executive director of Shenwan Hongyuan (H.K.) Limited (formerly known as Shenyin Wanguo (H.K.) Limited) (the shares of which are listed on the Main Board of the Stock Exchange) from June 2000 to June 2017, and served as its chief executive officer during the period from July 2000 to March 2012.

常清教授

常教授，65歲，為本公司獨立非執行董事。常教授於二零一三年一月加入本集團。常教授於一九八五年獲吉林大學頒發經濟學碩士學位，並自中國社會科學院取得博士學位。彼在經濟及財經領域累積超過30年經驗。常教授現為金鵬期貨經紀有限公司的董事長、中國農業大學經濟管理學院教授及中國農業大學MBA教育中心終身榮譽教授。常教授現擔任康達國際環保有限公司和宏華集團有限公司(兩間公司的股份均於香港聯合交易所有限公司(「**聯交所**」)主板上市)的獨立非執行董事。彼曾擔任西藏珠峰資源股份有限公司、特變電工股份有限公司(兩間公司的股份均於上海證券交易所上市)、袁隆平農業高科技股份有限公司及榮豐控股集團股份有限公司(兩間公司的股份均於深圳證券交易所上市)的獨立董事。常教授曾擔任上海期貨交易所理事及中國期貨業協會副會長。

李萬全先生

李先生，69歲，為本公司獨立非執行董事。李先生於二零一三年十一月加入本集團。李先生於一九八一年獲珠海學院頒發工商管理碩士學位。李先生為香港會計師公會會員，彼於會計、資本市場、企業管理、財務及銀行業累積逾40年經驗。彼曾於渣打銀行(香港)有限公司及Sanwa International Finance Ltd.擔任要職。李先生曾於二零零零年六月至二零一七年六月期間擔任申萬宏源(香港)有限公司(前稱為申銀萬國(香港)有限公司)(其股份於聯交所主板上市)的執行董事，並於二零零零年七月至二零一二年三月期間擔任其行政總裁。

Biographies of Directors and Senior Management 董事及高級管理層履歷

Professor He Jia

Professor He, aged 68, is an independent non-executive Director of the Company. Professor He joined the Group in September 2015. He holds a PhD degree in Finance from the Wharton School of University of Pennsylvania, the United States. Currently, he is the Dean of Shanghai North Bund Finance Institute, a member of the Finance Development Decision-making Consultation Committee of Shenzhen, the Changjiang Scholar Chair Professor of the Ministry of Education, the Chair Professor of Shandong University, the University Professor of Zhejiang University, and an executive director and academic member of the China Society for Finance and Banking.

Professor He is currently an independent non-executive director of Bank of Tianjin Co., Ltd. (the shares of which are listed on the Stock Exchange) and an independent director of Xinlong Holding (Group) Co., Ltd. (the shares of which are listed on the Shenzhen Stock Exchange).

Professor He was previously an independent non-executive director of a number of listed companies in Hong Kong and Shanghai, including Wealthking Investments Limited, Shanghai Junshi Biosciences Co., Ltd. and CITIC Securities Company Limited. He was also an independent director of a number of listed companies in Shanghai and Shenzhen, including Norinco International Cooperation Company Limited, Tibet Huayu Mining Co., Ltd., Tsinghua Tongfang Co., Ltd., Xgd Inc. and Shenzhen Soling Industrial Co., Ltd.. He was also an independent director of China Investment Securities Co., Ltd.

Professor He was a financial consultant for the Chengdu and Quanzhou municipal governments. He was also a jointly appointed professor at the Tsinghua University, the leading professor of the Faculty of Financial Mathematics and Engineering at the South University of Science and Technology, a professor of the Department of Finance and a director of the MBA program in Finance at the Chinese University of Hong Kong. He was also an editor of China Financial Economics Review, and served as a member of the editorial committee of a number of journals, including China Accounting and Finance Review and Research in Banking and Finance. Professor He was a member of the Planning and Development Committee of China Securities Regulatory Commission from June 2001 to August 2002, and a director of integrated research institute of the Shenzhen Stock Exchange from June 2001 to October 2002.

何佳教授

何教授，68歲，為本公司獨立非執行董事。何教授於二零一五年九月加入本集團。彼持有美國賓夕法尼亞大學沃頓商學院金融哲學博士學位。彼現為上海北外灘金融研究院院長、深圳市金融發展決策諮詢委員會委員、教育部長江學者講座教授、山東大學講席教授、浙江大學求是講席教授及中國金融學會常務理事兼學術委員。

何教授現為天津銀行股份有限公司(其股份聯交所主板上市)的獨立非執行董事，亦是欣龍控股(集團)股份有限公司(其股份於深圳證券交易所上市)的獨立董事。

何教授也曾為多間香港及上海上市公司的獨立非執行董事，包括華科資本有限公司、上海君實生物醫藥科技股份有限公司及中信證券股份有限公司。其亦曾為多間於上海及深圳上市公司的獨立董事，包括北方國際合作股份有限公司、西藏華鈺礦業股份有限公司、同方股份有限公司、深圳市新國都股份有限公司、深圳市索菱實業股份有限公司。其亦曾為中國中投證券有限責任公司的獨立董事。

何教授曾任職成都及泉州市政府金融顧問。彼亦曾為清華大學雙聘教授、南方科技大學金融數學與金融工程系領軍教授、香港中文大學金融學系教授及金融財務MBA課程主任。何教授亦曾為《中國金融經濟評論》之編輯，並曾任多家期刊編輯委員會委員，其中包括《中國會計及金融評論》及《銀行及金融研究》。何教授曾於二零零一年六月至二零零二年八月任職中國證券監督管理委員會規劃發展委員會委員，於二零零一年六月至二零零二年十月任職深圳證券交易所綜合研究所所長。

Biographies of Directors and Senior Management

董事及高級管理層履歷

SENIOR MANAGEMENT

Mr. Poon Tsz Kin

Mr. Poon, aged 57, is the company secretary and financial controller of the Company. He joined the Group in May 2019. He holds a professional diploma in Accountancy from the Hong Kong Polytechnic University. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Poon previously worked for an international accounting firm and a number of public companies in Hong Kong, Singapore and Canada respectively. He has more than 20 years' experience in auditing, accounting and finance, internal control and corporate management.

高級管理層

潘子健先生

潘先生，57歲，為本公司之公司秘書兼財務總監，潘先生於二零一九年五月加入本集團。彼持有香港理工大學會計學專業文憑，為香港會計師公會註冊會計師及英國特許公認會計師資深會員。潘先生曾於一家國際會計師事務所及多家分別於香港、新加坡及加拿大的上市公司工作，對審計、會計及財務、內部監控及企業管理等擁有超過20年的工作經驗。

Corporate Governance Report

企業管治報告

The Board is pleased to present the corporate governance report of the Group for the year.

The Group considers good corporate governance is vital to the healthy and sustainable development of the Group and the Group strives to uphold high standards of corporate governance continuously.

In the opinion of the Directors, the Company had complied with all the code provisions of the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) for the year.

The Company periodically reviews its corporate governance practices to ensure those continue to comply with the CG Code, and acknowledges the important role of the Board in providing effective leadership and direction to the Group’s business and ensuring operational transparency and accountability.

The key corporate governance principles and practices of the Company during the year are summarised as follows:

THE BOARD

Responsibilities

The Board provides leadership for the Company in the interests of the shareholders, approves policies, strategies and plans, and oversees their implementation to sustain the healthy growth of the Company.

The Board is responsible for all major matters of the Group, and the approval and monitoring of all material changes in policies, including risk management strategies, dividend policy, appointment of directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the company secretary of the Company, with a view to ensure that the Board’s procedures and all applicable laws, Rules and regulations are followed. In general, each Director can seek independent professional advices in appropriate circumstances at the Company’s expenses, upon making such request to the Board.

The day-to-day management, administration and operation of the Company are delegated to the Managing Director, executive Directors and senior management. Approval from the Board has to be obtained prior to entering into any significant transactions.

董事會欣然呈報本集團本年度之企業管治報告。

本集團認為良好的企業管治對本集團的健康及可持續發展十分重要。本集團致力於持續提高企業管治水平。

董事認為，於本年度，本公司已遵守聯交所證券上市規則（「上市規則」）附錄14所載企業管治守則（「企業管治守則」）的所有守則條文。

本公司會定期檢討其企業管治常規，以確保該等常規持續遵守企業管治守則，本公司亦明白董事會在提供有效領導及指引本集團業務，以及確保運作之透明度及問責性方面扮演著重要角色。

本公司於本年度主要企業管治原則及慣例概述如下：

董事會

職責

董事會負責帶領本公司，以股東之利益為依歸，通過審批本公司之政策、策略及計劃，審視其落實情況，以確保本公司持續健康發展。

董事會負責處理本集團之所有重大事宜，審批及監察重大政策變化，包括風險管理策略、股息政策、委任董事及其他重大財務及運營事宜。

所有董事均有權於適當時候取閱所有相關資料，以及獲得本公司公司秘書之意見及服務，以確保董事會制定的程序及所有適用法律、規則及規例均獲遵從。在一般情況下，各董事在向董事會提出有關要求後，均可於適當的時候尋求獨立專業意見，費用由本公司支付。

本公司之日常管理、行政及運作均已委派董事總經理、執行董事及高級管理層負責。上述人員在訂立任何重大交易前，必須先取得董事會的批准。

Corporate Governance Report

企業管治報告

Composition

The composition of the Board encompasses the necessary balance of skills and experiences desirable for effective leadership of the Group and reflects the independence in decision-making of the Board.

During the year and as at the date of this report, the Board comprised the following Directors:

Executive Directors

ZHANG Bin (*Chairman of the Board*)
YANG Tianzhou (*Managing Director*)
GU Honglin (*appointed with effect from 23 December 2022*)

Non-executive Director

Wang Daxiong (*appointed on 1 July 2022, and resigned with effect from 11 January 2023*)

Independent Non-executive Directors

CHANG Qing
LEE Man Chun, Tony
HE Jia

The list of Directors (by category) is disclosed in all corporate communications issued by the Company and on the websites of the Company and the Stock Exchange pursuant to the Listing Rules.

Chairman and Managing Director

During the year, the positions of the Chairman of the Board and the Managing Director were held by Mr. Zhang Bin and Mr. Yang Tianzhou respectively. Their respective responsibilities are clearly defined and set out in writing to ensure a balance of power and authority.

As the Chairman of the Board, Mr. Zhang Bin provides leadership to the Board and is responsible for ensuring that relevant duties and responsibilities are fully and appropriately executed by the Directors in accordance with good corporate governance practice. With the support of the senior management, the Chairman of the Board is also responsible for ensuring that each of the Directors can timely receive adequate, complete and reliable information and appropriate briefing on issues to be discussed at Board meetings.

Mr. Yang Tianzhou, the Managing Director, is responsible for leading the management to implement policies, strategies as well as all goals and plans adopted and approved by the Board, and is in charge of the Company's day-to-day operations.

組織

董事會的組合體現了有效領導本集團之決策所需的領導技能與經驗，亦反映了董事會決策的獨立性。

於本年度及於本報告日期，組成董事會之董事如下：

執行董事

張斌(董事會主席)
楊田洲(董事總經理)
顧洪林(於二零二二年十二月二十三日獲委任)

非執行董事

王大雄(於二零二二年七月一日獲委任及自二零二三年一月十一日起辭任)

獨立非執行董事

常清
李萬全
何佳

董事名單(按類別)亦根據上市規則要求於本公司刊發之所有公司通訊內及本公司和聯交所的網頁上披露。

主席及董事總經理

於本年度，本公司由張斌先生及楊田洲先生分別擔任董事會主席及董事總經理的職位。彼等各自之職責已清楚界定及以書面形式呈列，以確保權力及授權兩者分佈均衡。

張斌先生作為董事會主席領導董事會，並負責按照良好企業管治常規確保董事充分、恰當地行使相關職責。在高級管理層之支持下，董事會主席亦負責確保各董事可及時獲取充份、完備及可靠的資料，並就將於董事會會議上討論之事宜得到適當介紹。

董事總經理楊田洲先生負責領導管理層執行經董事會採納及批准的政策、策略以及所有目標及計劃，並負責本公司的日常營運。

Corporate Governance Report

企業管治報告

Board Independence Mechanism

The Company has established mechanism to ensure independent views and input are available to the Board. The Company has at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing not less than one-third of the Board, with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has adopted the Independent View Policy, pursuant to which the independent non-executive Directors are required to, among other matters, (i) keep up-to-date with the Company's business affairs and be involved in scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitor the relevant reporting; and (ii) bring independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct, and assist in reviewing some of the Board's major decisions, the Company's performance in relation to corporate goals, and monitor the relevant reporting. The Board reviews the implementation of the Board independence mechanism on an annual basis and considers that it remains effective for the year.

The Company has received written annual confirmation from each of the existing independent non-executive Directors of his independence pursuant to the requirements of Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

The independent non-executive Directors bring a wide range of business and financial expertise and relevant experience to the Board and provide independent opinions for decision-making of the Board. Through active participation in Board meetings, taking the lead in issues involving potential conflicts of interest and serving on committees of the Board, all independent non-executive Directors make positive contributions to the orderly management and effective operation of the Company.

Appointment and Succession Planning of Directors

The Board has established the nomination committee ("**Nomination Committee**") and adopted formal, considered and transparent procedures for the appointment and succession planning of Directors. Appropriate candidates for directorship as properly selected by the Nomination Committee will be proposed to the Board for approval.

The Board and the Nomination Committee as a whole are responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment and succession planning of Directors and assessing the independence of independent non-executive Directors. The Board and the Nomination Committee review the structure, size and composition of the Board regularly to ensure that it has a balance of expertise, skills, experience and diversity of perspectives and gender etc. appropriate to the requirements of the business of the Group.

董事會獨立性機制

本公司已成立機制確保董事會可獲得獨立意見及建議。本公司均遵守上市規則中須委任最少三名獨立非執行董事，佔董事會成員人數不少於三分之一的規定，而當中最少須有一名獨立非執行董事具備合適之專業資格，或會計或相關財務管理專業知識。

本公司已採納獨立意見政策，據此，獨立非執行董事須(其中包括)(i)了解本公司最新業務狀況，並參與監察本公司在達致協定公司目標及宗旨方面的表現，以及監察相關申報事宜；及(ii)就策略、政策、表現、問責性、資源、主要委任及操守準則等事宜作出獨立判斷，並協助審閱董事會的部分重大決策、本公司有關公司目標的表現及監察相關報告。董事會每年檢討董事會獨立性機制的實施情況，並認為其於本年度仍然有效。

本公司已接獲現有各獨立非執行董事根據上市規則第3.13條之規定就其獨立性發出彼等各自之年度書面確認。根據上市規則所載之獨立性指引，本公司認為所有獨立非執行董事均為獨立人士。

獨立非執行董事為董事會帶來廣泛的業務及財務專才知識及相關經驗，也為董事會決策提供了獨立意見。通過積極參與董事會會議，處理涉及潛在利益衝突等之事宜，以及出任董事會委員會，所有獨立非執行董事為本公司規範管理及有效運作作出了正面之貢獻。

董事之委任及續任計劃

董事會已成立提名委員會(「**提名委員會**」)並就董事的委任及繼任計劃制訂正式、經周詳考慮及透明的程序。經提名委員會挑選考慮合適董事候選人，再向董事會提名、通過落實。

董事會及提名委員會整體上負責審核董事會的組成、確立及制訂提名及委任董事的有關程序、監察董事的委任及繼任計劃，並評估獨立非執行董事的獨立性。董事會及提名委員會會定期檢討董事會架構、成員人數及組成，確保其具備適合本集團業務需求的專業知識、技能、經驗以及觀點及性別多元化等，並取得平衡。

Corporate Governance Report

企業管治報告

All Directors are appointed for a term of one year and are subject to retirement by rotation and re-election at the annual general meeting (“AGM”) of the Company at least once every three years. In accordance with the Articles of Association of the Company, one-third of the Directors are subject to retirement by rotation every year and any new Director appointed to fill a causal vacancy or as an addition to the Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election at such meeting.

The Board recommended the re-appointment of the Directors standing for re-election at the forthcoming AGM of the Company. Detailed information of the Directors standing for re-election will be set out in the circular of the Company in relation to the forthcoming AGM to be despatched to the shareholders.

Board Diversity Policy

The Company has adopted a Board Diversity Policy and continuously seeks to enhance the effectiveness of the Board and to maintain the highest standards of corporate governance and recognises and embraces the benefits of having a diverse Board.

The Company believes that diversity of the Board can be achieved through consideration of a number of factors when deciding on appointments of Directors, including but not limited to gender, age, race, cultural and educational background, length of service, skills, professional experience, regional and industrial experience, and any other factors that the Board deems appropriate from time to time. For the purpose of implementing board diversity, the Company will also take into account factors based on its own business model and specific needs from time to time.

The composition, experience and balance of skills in the Board are regularly reviewed and assessed to ensure that the Board retains core members who have an understanding of the Group for a long period of time alongside with new Director(s) to be appointed from time to time who bring(s) fresh perspectives and diverse experiences to the Board. The Nomination Committee has the primary responsibility for identifying suitably qualified candidates to become members of the Board and, in carrying out such responsibility, will give adequate consideration to the Board Diversity Policy. The Nomination Committee believes that the current composition of the Board is based on the history and actual conditions of the Company and demonstrates a thorough consideration of the factors for achieving board diversity.

所有董事的任期均為一年，並須至少每三年於本公司股東週年大會（「股東週年大會」）上輪值退任並膺選連任。根據本公司的章程細則，三分之一董事每年均須輪流退任，而獲委任填補臨時空缺或新增董事會職位的任何董事，僅留任至本公司下屆股東週年大會為止，屆時彼等將符合資格於該大會上膺選連任。

董事會建議被重新委任的董事將於本公司應屆股東週年大會上接受重選。刊發予股東的本公司應屆股東週年大會通函將載有接受重選董事的詳細資料。

董事會多元化政策

本公司已採納董事會多元化政策，且一直務求提升董事會效率及維持最高水平之企業管治，認同並確信董事會多元化之好處。

在決定任命董事時，本公司相信要獲得董事會多元化，可以從多方面的因素考慮，包括（但不限於）性別、年齡、種族、文化及教育背景、服務任期、技能、專業經驗、地區及行業經驗及董事會不時認為適用的其他因素。就實行董事會多元化而言，本公司亦將根據其本身的業務模式及不時之特定需要考慮各種因素。

董事會定期檢討並評估其組合、經驗及技能平衡，確保董事會保留對本集團有長期認識之核心成員，同時不時委任之新董事可為董事會帶來新觀點及多元化經驗。提名委員會負有物色具備合適資格人選成為董事會成員的主要責任，且在履行該職責時將充分考慮董事會多元化政策。提名委員會認為現時董事會的組成乃結合本公司的歷史及實際情況，並反映董事會多元化的因素已經獲得充份的考慮。

Corporate Governance Report

企業管治報告

The Board shall review the implementation and effectiveness of the Board Diversity Policy on an annual basis to ensure its continuous effectiveness. The Nomination Committee will also assess the merits and contribution brought by the Directors to the Board against the objective criteria, with due regard for the benefits of diversity on the Board that would complement the Company's corporate strategy.

As at the date of this report, the Board comprised six Directors, all were male. The Company endeavors to avoid a single-gender Board and will introduce at least one female Director by 31 December 2024 so to maintain a healthy balance of gender diversity in the Board. When appointing a director of a different gender, the Company shall ensure that such director possesses the necessary skills, experience and calibre appropriate to the Company's business. The Board believes gender diversity will offer the Board with new insights and will enhance the decision making process and foster the business development of the Group. In the future, the Board will continue to ensure that gender is one of the factors to be considered in nominating candidates for directorship.

Apart from gender diversity at the Board level, the Company also targets to avoid a single-gender workforce (including the senior management). As at the date of this report, male and female employees represent approximately 58% and 42% of the Group's workforce (including the senior management) respectively which indicate that the Group has maintained a balanced gender ratio in the workforce. Although gender diversity issue is less relevant to the Group given the nature of the Group's business, the Company will still pay due regard to this issue and review the gender diversity of the workforce in accordance with the business development of the Group from time to time.

Board Meetings

Number of Meetings and Directors' Attendance

Regular Board meetings are held at least four times a year at approximately quarterly intervals for reviewing the Group's financial and operating performance, discussing and approving annual and interim results and considering and approving the overall strategies of the Company.

During the year, thirteen Board meetings were held, including four regular Board meetings.

董事會將每年檢討董事會多元化政策的實施及有效性，以確保其持續有效。提名委員會經考慮對董事會成員多元化的裨益與本公司的企業策略相輔相成後，亦將評估董事的優點及貢獻是否能讓董事會達致該等目標要求。

於本報告日期，董事會由六名董事組成，均為男性。本公司努力避免董事會出現單一性別，並將於二零二四年十二月三十一日前引入至少一名女性董事，以保持董事會性別多元化的健康平衡。本公司在委任不同性別的董事時，應確保該董事具備切合本公司業務所需的技能、經驗及才能。董事會相信，性別多元化將為董事會提供新見解及完善決策過程，並促進本集團的業務發展。未來，董事會將繼續確保性別為提名董事候選人的考慮因素之一。

除董事會層面的性別多元化外，本公司亦旨在避免單一性別勞動力(包括高級管理層)。於本報告日期，本集團分別約有58%及42%僱員(包括高級管理層)為男性及女性，表明本集團於工作場所維持平衡的性別比例。儘管鑒於本集團業務的性質，性別多元化問題與本集團的相關性較低，但本公司仍將適當考慮該問題，並根據本集團的業務發展不時檢討勞動力的性別多元化。

董事會會議

會議次數及董事出席次數

本公司每年至少舉行四次董事會例行會議，約為每季度舉行一次，以審議本集團的財務及經營表現，商討及批准全年及中期業績以及審議及審批本公司的整體策略。

於本年度，本公司已舉行十三次董事會會議，其中包括四次董事會例行會議。

Corporate Governance Report

企業管治報告

The individual attendance record of each Director in respect of the Board meetings held during the year is set out below:

各董事有關於本年度內舉行之董事會會議之個別出席記錄載列如下：

Name of Directors 董事姓名	Number of Attendance/ Number of Board Meetings Held 出席次數/ 舉行董事會議次數
ZHANG Bin 張 斌	13/13
YANG Tianzhou 楊田洲	13/13
GU Honglin (note 1) 顧洪林(附註1)	0/0
CHANG Qing 常 清	13/13
LEE Man Chun, Tony 李萬全	13/13
HE Jia 何 佳	13/13
WANG Daxiong (note 2) 王大雄(附註2)	7/7

Notes:

1. Mr. Gu Honglin was appointed as an executive Director with effect from 23 December 2022 and no Board meeting was held during his tenure in 2022.
2. Mr. Wang Daxiong was appointed as a non-executive Director with effect from 1 July 2022 and seven Board meetings were held during his tenure in 2022.

附註：

1. 顧洪林先生獲委任為執行董事，自二零二二年十二月二十三日起生效，而於二零二二年，其任期內並無舉行董事會會議。
2. 王大雄先生獲委任為非執行董事，自二零二二年七月一日起生效，而於二零二二年，其任期內曾舉行七次董事會會議。

Practices and Conduct of Meetings

Meeting schedules and agenda of each Board meeting are normally made available to the Directors in advance. Notices of regular Board meetings are served to all Directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notice is generally given.

會議常規及方式

會議時間表及每次董事會會議的會議議程通常會預先提供予董事。董事會例行會議通知會於會議舉行前至少14天送呈所有董事。至於其他董事會及委員會會議，一般會發出合理通知。

Corporate Governance Report

企業管治報告

Board papers together with all appropriate, complete and reliable information are sent to all Directors in a timely manner before each Board meeting or committee meeting to keep the Directors apprised of the latest development and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

The company secretary of the Company assists the Chairman of the Board to prepare the agenda for the Board meetings and ensures that all applicable rules and procedures are followed in each meeting. Draft agenda is sent to all Directors in advance to allow Directors to include any matter they would like to discuss in the meeting. Draft minutes are circulated to all Directors for review and amendment as soon as practicable after the meeting is held. All Board members will be given a copy of the finalised minutes approved by Directors who attended the meeting.

Should a Director have any conflict of interest in any proposed transactions, the Director concerned will abstain from voting on related resolutions. Directors without any conflict of interest will be present at the Board meetings to vote and resolve on such issues.

BOARD COMMITTEES

The Board has established five committees, namely, the executive committee (“**Executive Committee**”), the audit committee (“**Audit Committee**”), the remuneration committee (“**Remuneration Committee**”), the Nomination Committee and the environmental, social and governance committee (“**ESG Committee**”) (established with effect from 1 July 2022), each overseeing and being responsible for affairs in different aspects of the Company. All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company’s expenses.

Executive Committee

The Executive Committee comprises all executive Directors. The Executive Committee is responsible for the daily business operations and management of the Company, the execution of decisions and strategies of the Board within the scope of authorisation granted by the Board. The Executive Committee regularly reports to the Board regarding the Group’s business operations and seeks its advice and approval on matters involving material decision-making.

As at 31 December 2022, the Executive Committee comprised Mr. Zhang Bin (chairman of the Executive Committee), Mr. Yang Tianzhou and Mr. Gu Honglin (who was appointed as a member of the Executive Committee on 23 December 2022).

董事會文件連同一切適當、完備及可靠的資料，會於各董事會會議或委員會會議舉行前及時送交所有董事，使董事得知本公司的最新發展及財政狀況，讓彼等可作出知情的決定。董事會及每名董事亦可於有需要時自行以獨立途徑接觸高級管理層。

本公司公司秘書協助董事會主席準備董事會會議議程，及確保每次會議均按照所有適用規則及程序進行。議程草稿會提前送交予全體董事，以便將董事提出有意討論的任何事項列入會議內。會議記錄初稿將於會後在切實可行的情況下盡快分發給全體董事以供彼等審閱及修改，經與會董事批准的會議記錄的定稿將分發予全體董事會成員。

如有董事於任何建議交易項目中涉及任何利益衝突，則有關董事將就有關決議案的表決放棄投票，並由沒有涉及任何利益衝突的董事於董事會會議上就有關事宜進行表決及決議。

董事委員會

董事會已設立五個委員會，即執行委員會（「**執行委員會**」）、審核委員會（「**審核委員會**」）、薪酬委員會（「**薪酬委員會**」）、提名委員會及環境、社會及管治委員會（「**環境、社會及管治委員會**」）（於二零二二年七月一日成立），分別監察及負責本公司不同範疇的事務。所有董事委員會均獲提供足夠資源履行其職務，如提出的要求合理，可於適當情況下尋求獨立專業意見，費用概由本公司負責。

執行委員會

執行委員會由所有執行董事組成。執行委員會在董事會授予的權限範圍內負責本公司的日常業務營運及管理，並負責執行董事會的決策和策略。執行委員會定期向董事會報告本集團的業務運營狀況，並會在涉及重大決策之事項上，尋求董事會的意見及批准。

於二零二二年十二月三十一日，執行委員會包括張斌先生（執行委員會主席）、楊田洲先生及顧洪林先生（於二零二二年十二月二十三日獲委任為執行委員會成員）。

Corporate Governance Report

企業管治報告

Audit Committee

As at 31 December 2022, the Audit Committee comprised three independent non-executive Directors, namely, Mr. Lee Man Chun, Tony (chairman of the Audit Committee), Professor Chang Qing and Professor He Jia, and the then non-executive Director, namely Mr. Wang Daxiong (who was appointed as a member of the Audit Committee on 1 July 2022 and subsequently resigned with effect from 11 January 2023). Mr. Lee Man Chun, Tony is an independent non-executive Director who possesses the appropriate professional accounting qualifications and financial management expertise. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The main duties of the Audit Committee include the following:

- (a) to review the financial statements and reports of the Company and consider any significant or unusual items raised by the internal auditor or external auditor before submission to the Board;
- (b) to oversee the relationship between the Company and the external auditor, to approve the remuneration and terms of engagement of the external auditor, and make recommendation to the Board on the appointment, re-appointment and removal of the external auditor; and
- (c) to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee has held four meetings during the year to review the audit plan, financial results and reports, capital management system, the risk management and internal control system, the effectiveness of the internal audit function of the Company, to discuss and recommend the change of the external auditor and to perform its other duties under the CG Code.

There was no disagreement between the Audit Committee and the Board in respect of matters about selection, appointment, resignation or dismissal of an external auditor.

During the year, the Company's annual results for the year ended 31 December 2021 and the interim results for the six months ended 30 June 2022 have been reviewed by the Audit Committee.

審核委員會

於二零二二年十二月三十一日，審核委員會包括三名獨立非執行董事，即李萬全先生(審核委員會主席)、常清教授及何佳教授及一名當時非執行董事，即王大雄先生(於二零二二年七月一日獲委任審核委員會成員，而其後於二零二三年一月十一日辭任)。李萬全先生為具備合適專業會計資格及財務管理專業知識的獨立非執行董事。概無審核委員會的成員為本公司現任外聘核數師的前合夥人。

審核委員會的主要職務包括以下各項：

- (a) 審閱本公司財務報表及報告，並於向董事會提交有關文件前，考慮內部核數師或外聘核數師所提出的任何重大或不尋常項目；
- (b) 監察本公司與外聘核數師的關係、批准外聘核數師的薪酬及聘用條款，並就委任、重新委任及撤換外聘核數師向董事會提出建議；及
- (c) 檢討本公司的財務匯報制度、內部監控制度、風險管理制度及相關程序是否足夠及有效。

於本年度審核委員會共舉行四次會議，以審閱審計計劃、財務業績及報告、資金管理制度、風險管理及內部監控制度、本公司內部審核部門的成效、討論及推薦更換外聘核數師以及履行企業管治守則規定的其他職責。

審核委員會於遴選、委聘、辭任或罷免外聘核數師的事宜上，與董事會並無意見分歧。

於本年度內，審核委員會已審閱本公司截至二零二一年十二月三十一日止年度的年度業績及截至二零二二年六月三十日止六個月的中期業績。

Corporate Governance Report

企業管治報告

Remuneration Committee

During the year and as at 31 December 2022, the Remuneration Committee comprised two independent non-executive Directors, namely Professor He Jia (chairman of the Remuneration Committee) and Mr. Lee Man Chun, Tony and an executive Director, namely Mr. Zhang Bin.

The primary duties of the Remuneration Committee include making recommendations to the Board on the remuneration policy and structure of the Company as well as on the remuneration packages of individual Directors and the senior management. The human resources department of the Group is responsible for the collection and administration of the human resources data and making recommendations to the Remuneration Committee for consideration. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding on his own remuneration. The remuneration of the Directors and the senior management of the Company is determined by reference to the performance of the individual and the Company, their role and position (if any) in the group members of CCHG, the ultimate holding company of the Company, as well as market conditions.

The Remuneration Committee held two meetings during the year to review the remuneration policy and structure of the Company and the remuneration packages of the Directors and the senior management. At the meeting, the Remuneration Committee discussed the performance of the Directors, reviewed their service contracts, considered their role and position (if any) in the group members of CCHG, salaries and/or director's fees paid by comparable companies and general employment conditions before making recommendations to the Board regarding the remuneration packages of the Directors and senior management.

Nomination Committee

During the year and as at 31 December 2022, the Nomination Committee comprised two independent non-executive Directors, namely Professor Chang Qing (chairman of the Nomination Committee) and Mr. Lee Man Chun, Tony, and an executive Director, namely Mr. Zhang Bin.

The Nomination Committee is responsible for, among others, nominating candidates for directorship appointment and succession, reviewing the composition and structure of the Board from time to time and making recommendations to the Board in order to ensure the balance and diversity of expertise, skills, experience and gender etc. among the members of the Board.

薪酬委員會

於本年度及於二零二二年十二月三十一日，薪酬委員會包括兩名獨立非執行董事，即何佳教授（薪酬委員會主席）、李萬全先生及一名執行董事張斌先生。

薪酬委員會的主要職責包括就本公司的薪酬政策及架構，以及個別董事及高級管理層的薪酬組合向董事會作出建議。本集團人力資源部負責收集及管理人力資源資料，並提出建議供薪酬委員會考慮。薪酬委員會亦負責設立具有透明度的程序，以制定該薪酬政策及架構，從而確保董事或其任何聯繫人概無參與釐定其本身薪酬的決策過程。董事及本公司高級管理層的薪酬將參考個人表現、本公司業績表現、彼等於本公司最終控股公司誠通控股之集團成員的角色及職位(如有)及市況釐定。

於本年度內，薪酬委員會共舉行兩次會議，以檢討本公司的薪酬政策與架構以及董事與高級管理層的薪酬組合。會上，薪酬委員會先討論董事的表現、審閱董事的服務合約、考慮彼等於誠通控股之集團成員的角色及職位(如有)、可比公司支付的薪金及／或董事袍金以及整體僱傭狀況，才向董事會作出有關董事及高級管理層薪酬待遇的建議。

提名委員會

於本年度及於二零二二年十二月三十一日，提名委員會成員包括兩名獨立非執行董事，即常清教授(提名委員會主席)及李萬全先生，以及一名執行董事張斌先生。

提名委員會負責(其中包括)為董事的委任與繼任提名候選人、不時檢討董事會之組成及架構及向董事會提出建議，以確保董事會成員之專業知識、技能、經驗及性別等得以均衡且多元化。

Corporate Governance Report

企業管治報告

According to the Nomination Policy adopted by the Company, appointments of Board members will be made on a merit basis and candidates will be considered against objective criteria. The selection criteria used in assessing the suitability of a candidate include:

- the candidate's academic background and qualifications (including professional qualifications, skills and knowledge which are relevant to the Company's business and corporate strategy);
- the candidate's relevant experience in the industry;
- the candidate's character and integrity;
- the candidate's willingness and capacity to devote adequate time in discharge of a director's duties;
- whether the candidate can contribute to the Board a diversity of perspectives, including but not limited to gender, age, race, cultural and educational background, professional experience, skills, knowledge and length of service;
- (where the candidate is proposed to be appointed as an independent non-executive Director) whether the candidate is in compliance with the criteria of independence under the Listing Rules; and
- any other factors as may be determined by the Board from time to time.

In terms of nomination procedures, any Board member may nominate or invite a candidate for appointment as a Director to be considered by the Nomination Committee. The Nomination Committee will then evaluate the personal profile of the candidate based on the selection criteria set out above, undertake due diligence in respect of such candidate and make recommendation for the Board's consideration and approval. For nomination of independent non-executive Director, the Nomination Committee will also assess the candidate's independence in accordance with the CG Code and the Listing Rules. For re-appointment of retiring Directors, the Nomination Committee will review the candidate's overall contribution and performance (including the candidate's attendance at Board committee meetings, Board meetings and general meetings, his/her level of participation and performance in the Board), and make recommendations to the Board and the shareholders for re-election at general meetings.

During the year, the Nomination Committee held three meetings to review the Nomination Policy and the terms of reference of the Nomination Committee as well as the matters relating to appointment of new Directors and re-election of retiring Directors. The Nomination Committee reviewed the detailed resumes of Mr. Gu Honglin and Mr. Wang Daxiong and having made due regard to the Nomination Policy and the Board Diversity Policy, recommended to the Board for their appointment as an executive Director and a non-executive Director respectively.

根據本公司採納的提名政策，董事會成員的委任將以用人唯賢的準則，根據客觀標準考慮可擔任董事會成員的人選。用以評估候選人是否適合的甄選準則包括：

- 候選人的學歷背景及資格(包括與本公司業務及企業策略有關之專業資格、技能及知識)；
- 候選人與行業有關之經驗；
- 候選人的品格及誠信；
- 候選人是否願意及能夠投入足夠時間以履行董事之職責；
- 候選人是否能為董事會貢獻不同方面之多樣性，包括但不限於性別、年齡、種族、文化及教育背景、專業經驗、技能、知識及服務任期；
- (若候選人被建議委任為獨立非執行董事)其是否符合上市規則項下之獨立準則；及
- 由董事會不時釐定的任何其他條件。

就提名程序而言，任何董事會成員可提名或邀請候選人擔任董事，以供提名委員會審議。提名委員會將根據上述甄選標準評估候選人的個人資料，對該候選人進行盡職調查，並提出董事會審議及批准的建議。就提名獨立非執行董事而言，提名委員會亦將根據企業管治守則及上市規則評估候選人的獨立性。就重新委任退任董事而言，提名委員會將檢討候選人的整體貢獻及表現(包括候選人出席董事會委員會會議、董事會會議及股東大會、其參與程度及於董事會表現)，以及就股東大會上重選連任向董事會及股東提出建議。

於本年度內，提名委員會共舉行三次會議以審閱提名政策及提名委員會的職權範圍以及與委任新董事及重選退任董事相關的事宜。提名委員會審閱了顧洪林先生及王大雄先生的詳細履歷，並基於提名政策及董事會多元化政策向董事會分別建議委任為執行董事及非執行董事。

Corporate Governance Report

企業管治報告

ESG Committee

The ESG Committee was established with effect from 1 July 2022. At the time of its establishment and as at 31 December 2022, Mr. Wang Daxiong, the then non-executive Director who was appointed on 1 July 2022, acted as the chairman of the ESG Committee, and Mr. Yang Tianzhou, an executive Director, and Professor He Jia, an independent non-executive Director, acted as the members of the ESG Committee. On 11 January 2023, Mr. Wang Daxiong resigned as the chairman of the ESG Committee, upon which Mr. Yang Tianzhou was appointed as the new chairman in replacement of Mr. Wang. On the same date, Mr. Gu Honglin, an executive Director, was also appointed as a member of the ESG Committee and therefore since 11 January 2023, the ESG Committee comprises Mr. Yang Tianzhou (chairman of the ESG Committee), Professor He Jia and Mr. Gu Honglin as members.

The ESG Committee is mainly responsible for (a) formulating the Group's ESG strategies and objectives; (b) coordinating and supervising ESG-related matters of the Group; (c) identifying significant ESG risks; (d) monitoring the effectiveness of ESG risk management and internal control; (e) coordinating for the preparation of the ESG report; and (f) performing other duties and functions assigned to the ESG Committee by the Board from time to time.

As the ESG Committee was only established on 1 July 2022, while Mr. Wang Daxiong, the then chairman of the ESG Committee, has met with the Company's ESG working group and the external ESG consultant to discuss the direction and strategies of the Group's ESG matters, no formal meeting of the ESG Committee has been held during the year.

環境、社會及管治委員會

環境、社會及管治委員會於二零二二年七月一日成立。於成立時及於二零二二年十二月三十一日，王大雄先生（於二零二二年七月一日獲委任的時任非執行董事）擔任環境、社會及管治委員會主席，而執行董事楊田洲先生及獨立非執行董事何佳教授擔任環境、社會及管治委員會成員。於二零二三年一月十一日，王大雄先生辭任環境、社會及管治委員會主席，其後楊田洲先生獲委任為新主席以接替王先生。同日，執行董事顧洪林先生亦獲委任為環境、社會及管治委員會成員，故自二零二三年一月十一日起，環境、社會及管治委員會由楊田洲先生（環境、社會及管治委員會主席）、何佳教授及顧洪林先生組成。

環境、社會及管治委員會主要負責(a)制定本集團的環境、社會及管治策略及目標；(b)協調及監督本集團的環境、社會及管治相關事宜；(c)識別重大環境、社會及管治風險；(d)監督環境、社會及管治風險管理及內部監控的成效；(e)協調環境、社會及管治報告的編製；及(f)履行董事會不時指派予環境、社會及管治委員會的其他職責及職能。

由於環境、社會及管治委員會僅於二零二二年七月一日成立，當時的環境、社會及管治委員會主席王大雄先生曾與本公司環境、社會及管治工作小組及外聘環境、社會及管治顧問會面，以討論本集團環境、社會及管治事宜的方向及策略，惟於本年度並無舉行環境、社會及管治委員會的正式會議。

Corporate Governance Report

企業管治報告

Board Committee Meetings

董事委員會會議

Number of Meetings and Directors' Attendance

會議次數及董事出席次數

The individual attendance record of each Director in respect of the meetings of the Board committees (except for the ESG Committee) held during the year is set out below:

各董事有關於本年度內舉行之董事委員會會議（環境、社會及管治委員會除外）之個別出席記錄載列如下：

Name of Directors 董事姓名	Executive Committee 執行委員會	Number of Attendance/ Number of Board Committee Meetings Held 出席次數/ 舉行董事委員會會議次數			Nomination Committee 提名委員會
		Audit Committee 審核委員會	Remuneration Committee 薪酬委員會		
ZHANG Bin 張 斌	17/17 17/17	Not applicable 不適用	2/2 2/2	3/3 3/3	
YANG Tianzhou 楊田洲	17/17 17/17	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	
GU Honglin (note 1) 顧洪林(附註1)	0/0 0/0	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	
WANG Daxiong (note 2) 王大雄(附註2)	Not applicable 不適用	2/2 2/2	Not applicable 不適用	Not applicable 不適用	
CHANG Qing 常 清	Not applicable 不適用	4/4 4/4	Not applicable 不適用	3/3 3/3	
LEE Man Chun, Tony 李萬全	Not applicable 不適用	4/4 4/4	2/2 2/2	3/3 3/3	
HE Jia 何 佳	Not applicable 不適用	4/4 4/4	2/2 2/2	Not applicable 不適用	

Notes:

附註：

- Mr. Gu Honglin was appointed as a member of the Executive Committee with effect from 23 December 2022 and no meeting of the Executive Committee was held during his tenure in 2022.
- Mr. Wang Daxiong was appointed as a member of the Audit Committee with effect from 1 July 2022 and two meetings of the Audit Committee were held during his tenure in 2022.

- 顧洪林先生獲委任為執行委員會成員，自二零二二年十二月二十三日起生效，而於二零二二年，其任期內並無舉行執行委員會會議。
- 王大雄先生獲委任為審核委員會成員，自二零二二年七月一日起生效，而於二零二二年，其任期內曾舉行兩次審核委員會會議。

Corporate Governance Report 企業管治報告

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted its own code of conduct regarding Directors' securities transactions ("**Code of Conduct**") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers ("**Model Code**") as set out in Appendix 10 to the Listing Rules. Specific enquiry has been made of all the Directors and the Directors have confirmed that they had complied with the requirements of the Code of Conduct and the Model Code during the year. No incident of non-compliance of the Code of Conduct or the Model Code by the Directors was noted by the Board during the year.

The Company has also set out written guidelines on terms no less exacting than the Model Code for securities transactions by the relevant employees who are likely to be in possession of inside information in relation to the Company or its securities due to their office or employment.

CORPORATE GOVERNANCE FUNCTIONS

The Board has not established a corporate governance committee. Instead, the full Board is responsible for performing the corporate governance functions. During the year, the corporate governance duties performed by the Board mainly include developing and reviewing the Company's policies and practices on corporate governance, reviewing and monitoring the training and continuous professional development of the Directors and senior management, reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and the Directors, and reviewing the Company's compliance with the CG Code and disclosure in this corporate governance report.

Every Board member has full access to the advice and services of the company secretary of the Company with a view to ensuring that the Board procedures, and all applicable rules and regulations are followed. They are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

進行證券交易的標準守則

本公司已採納其本身有關董事進行證券交易的操守守則(「**操守守則**」)，其條款的嚴謹程度不低於上市規則附錄10所載《上市發行人董事進行證券交易的標準守則》(「**標準守則**」)所規定的標準。經向所有董事作出特定查詢後，董事已確認，彼等於本年度內，一直遵守操守守則及標準守則所載的規定。董事會於本年度內並無知悉董事有任何違反操守守則或標準守則之事宜。

本公司亦已就相關僱員(彼等因其職位或僱傭關係而可能擁有有關本公司或其證券的內幕消息)進行的證券交易制定書面指引，其條款不遜於標準守則。

企業管治職能

董事會並未設立企業管治委員會，而是由全體董事會負責履行企業管治職能。於本年度，董事會履行的企業管治職責主要包括制定及檢討本公司的企業管治政策及常規、審查及監督董事及高級管理層的培訓及持續專業發展、審查及監督本公司在遵守法律及監管規定方面的政策及常規制定、檢討及監控適用於僱員及董事的操守守則及合規手冊，以及審視本公司遵守企業管治守則之情況及於本企業管治報告所作出之披露。

董事會各成員均可自由接觸本公司公司秘書獲取意見及服務，以確保遵守董事會程序以及所有適用法律及規例。彼等亦有權自由取閱董事會文件及相關資料，以便能夠作出知情決定及履行彼等之職責。

Corporate Governance Report

企業管治報告

SUPPORT AND PROFESSIONAL DEVELOPMENT OF DIRECTORS

All Directors have been given relevant guideline materials regarding the duties and responsibilities of being a director, the relevant laws and regulations applicable to directors, duty of disclosure of interest and business of the Group and the Directors have been updated by the Company on the latest development regarding the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. There is a procedure agreed by the Board to ensure that the Directors, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

According to the training records provided by the Directors to the Company, save for Mr. Gu Honglin who was only appointed as a Director on 23 December 2022 and therefore has not participated in any continuous professional development during the year, each of the following Directors has participated in continuous professional development during the year by attending seminars and/or reviewing reading materials provided by the Company on the following topics to develop and refresh their knowledge and skills:

Name of Directors 董事姓名

Topics covered in training 所涵蓋之培訓主題 (Notes) (附註)

ZHANG Bin 張 斌	a, b, c
YANG Tianzhou 楊田洲	a, b, c
CHANG Qing 常 清	a, b, c
LEE Man Chun, Tony 李萬全	a, b, c, d
HE Jia 何 佳	a, b, c
WANG Daxiong (appointed on 1 July 2022, and resigned with effect from 11 January 2023) 王大雄(於二零二二年七月一日獲委任及自二零二三年一月十一日起辭任)	a, b, c

Notes:

- (a) Recent updates on CG Code
- (b) ESG issues and climate-related financial disclosures
- (c) Recent amendments of Listing Rules relating to share schemes
- (d) Miscellaneous topics covering financial matters, general mergers and acquisitions, tax, technology, digital platforms and ethics, and data protection etc.

附註：

- (a) 企業管治守則最新資料
- (b) 環境、社會及管治事宜及氣候相關財務披露
- (c) 有關股份計劃的上市規則近期修訂
- (d) 其他議題包括財務事宜、一般併購、稅務、科技、數碼平台及道德以及數據保護等

Corporate Governance Report

企業管治報告

RESPONSIBILITIES IN RESPECT OF THE PREPARATION OF THE FINANCIAL STATEMENTS AND AUDITOR'S REMUNERATION

The Directors acknowledge that it is their responsibility to prepare the consolidated financial statements that give a true and fair view of the financial position of the Group, and for such internal control as the Directors determine as necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The statement of the external auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 74 to 78 of the annual report of the Company for the year ended 31 December 2022.

The remuneration of the external auditor of the Company in respect of audit services and non-audit services for the year ended 31 December 2022 amounted to approximately HK\$1,180,000 and HK\$900,000 respectively. An analysis of the remuneration of the external auditor of the Company is set out below:

對編製財務報表承擔的責任及核數師薪酬

董事知悉彼等的責任乃編製真實公平而且反映本集團財務狀況的綜合財務報表，並對其所需的內部控制負責，使該等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。

於編製綜合財務報表時，董事負責評估本集團的持續經營能力，披露與持續經營有關的事宜(如適用)並使用持續經營為會計基礎，除非董事有意將本集團清盤或停止經營，或別無其他實際的替代方案。

有關本公司外聘核數師對於其就財務報表申報職責所作的聲明載於本公司於截至二零二二年十二月三十一日止年度之年度報告第74至78頁之獨立核數師報告。

本公司已就外聘核數師於截至二零二二年十二月三十一日止年度提供審核服務及非審核服務，向其支付酬金分別約為港幣1,180,000元及港幣900,000元。本公司外聘核數師的酬金分析載列如下：

**Amount of fee
for the year ended
31 December 2022**
截至二零二二年十二月
三十一日止年度費用
(HK\$'000)
(港幣千元)

Audit services	審核服務	1,180
Non-audit services:	非審核服務：	
– Review of interim results	– 中期業績審閱	180
– Services in relation to the major transactions of finance lease arrangements	– 提供關於融資租賃安排主要交易之服務	720
Total	總計	2,080

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The organisation structure of the Company has defined lines of responsibilities and appropriate responsibilities and authority were delegated to senior management. The Board is responsible for the establishment and reviewing the effectiveness of the risk management and internal control system. The Company has also established a risk management department, of which one of the executive Directors serves as the manager-in-charge, to be responsible for the internal audit function and to assist the Board to review the risk management and internal control system of the Group on an ongoing basis. However, such system aims at managing rather than eliminating the risk of failure to achieve business objectives. Hence, such system can only provide reasonable but not absolute assurance against material misstatement or loss.

The Board has established effective and operational procedures to identify, assess and manage major risks faced by the Group. Such procedures will be updated from time to time to reflect the changes in rules and regulations, and serve as a guideline for updating the risk management and internal control system in a timely manner. The Board considers that as at the date of this report, the risk management and internal control system is adequate and effective in safeguarding the assets of the Group and protecting the interests of shareholders, customers and employees of the Group.

The Executive Committee is responsible for implementing the procedures approved by the Board to identify, assess and manage major risks faced by the Group. Such procedures include the design, operation and supervision of suitable risk management and internal control system to mitigate and control risks. The main features of the risk management and internal control system and the process used by the Company to identify, evaluate and manage major risks are as follows:

- the Board is responsible for the supervision of all business activities of the Group and the implementation of strategic plans and policy. The Executive Committee is responsible for the effective daily operation of the Group and for ensuring that the Group operates in accordance with the objectives, strategy and budget of the Group;
- the Audit Committee periodically reviews the work of the risk management department, external auditor, regulatory bodies and the Executive Committee in respect of the risk management and internal control system, and assesses the feasibility and effectiveness of the risk management and internal control system; and
- the risk management department also formulates the annual internal audit plan and procedures, conducts periodic independent reviews on the operations of individual divisions and subsidiaries to identify any irregularities and risks, develops action plans and makes recommendations to address the identified risks, and reports to the Audit Committee on any key findings and progress of the internal audit process. The Audit Committee, in turn, reports to the Board on any material issues and makes recommendations to the Board.

風險管理及內部監控

本公司的組織架構具備明確責任之分，高級管理層均獲授適當的責任及授權。董事會負責風險管理及內部監控系統之建立及檢討其成效。本公司亦已設立風險管理部門，由其中一名執行董事擔任部門負責人，負責內部審核功能及協助董事會持續檢討本集團的風險管理及內部監控系統。然而，該系統旨在管理而非消除未能達致業務目標之風險。因此，該系統僅就不會有重大的失實陳述或損失作出合理而非絕對的保證。

董事會已建立確認、評估及管理本集團面臨的主要風險的有效及可運作程序。該程序須不時更新，以反映規則與規例的更改，並用作及時更新風險管理及內部監控系統之指引。董事會認為於本報告日期，風險管理及內部監控系統充份及有效地維護本集團的資產及保障本集團股東、客戶及僱員的利益。

執行委員會負責執行由董事會批准的程序以確認、評估及管理本集團面臨的主要風險。該程序包括設計、運作及監察適當風險管理及內部監控系統以減輕及控制風險。風險管理及內部監控系統的主要特點以及本公司用於識別評估及管理重大風險的程序如下：

- 董事會負責監管本集團的所有業務活動及策略性計劃及政策的執行。執行委員會負責本集團日常業務的有效運作及確保按本集團的目標、策略及預算運作；
- 審核委員會定期檢討風險管理部門、外聘核數師、規管機構及執行委員會就有關風險管理及內部監控系統的工作，並評估風險管理及內部監控系統的可行性及效能；及
- 風險管理部門亦制定年度內部審核計劃及程序，對個別部門及附屬公司進行定期獨立檢討以確定任何不規則事宜及風險，開展行動計劃及就處理已確定的風險作出建議，並將內部審核過程中的重大發現及進展向審核委員會報告。審核委員會則向董事會匯報任何重大事宜，並向董事會提出建議。

Corporate Governance Report

企業管治報告

In strict compliance with the requirements of Code Provision D.2.1 of the CG Code, the Board conducts a comprehensive review of the effectiveness of the risk management and internal control system of the Group on an annual basis. The review includes an assessment of the prevailing internal control and risk management practices of the Group and covers various aspects including financial control, operational control, compliance control and risk management. If material internal control defects are found in the reviews of the risk management and internal control systems, the Board is responsible for ensuring that adequate resources are allocated to the relevant departments within the Group and that the recommendations made by the risk management department of the Group are duly implemented, so that the defects can be resolved on a timely manner.

During the year, the Board has reviewed the review report of the risk management department in respect of the Group's resources, staff qualifications and experience, training programmes and budget of the accounting of the Company, internal audit, financial reporting functions as well as those relating to the ESG performance and reporting of the Company, and had conducted a comprehensive review of the risk management and internal control system of the Group covering the period from 1 January 2022 to 31 December 2022. Compared with 2021, there has been no significant or major change in the nature and extent of significant risks faced by the Group as well as the ability of the Company to cope with the changes in its business and the external environment. Though COVID-19 and other infectious diseases may bring new challenges to the Group, the Board considered that the risk management and internal control system of the Company is adequate and effective and the Company has complied with the code provisions of the CG Code relating to risk management and internal control.

INSIDE INFORMATION

The Company has formulated policies on information disclosure and regularly reminded the Directors and employees to properly comply with relevant policies on inside information. At the same time, the Company will notify the Directors, senior management and employees the latest guidance announced by the regulatory body on such information disclosure from time to time to keep all of them abreast of the latest requirements.

With respect to the procedures and internal controls for the handling and dissemination of inside information, the Group has taken reasonable measures to:

- i. restrict the access of confidential information by a limited number of employees on a need-to-know basis;
- ii. prohibit the management and all employees from unauthorised use of confidential or inside information; and
- iii. disclose inside information as soon as reasonably practicable in accordance with the prevailing requirements under the SFO and the Listing Rules.

董事會嚴格遵守企業管治守則守則條文D.2.1條的規定，每年對本集團風險管理及內部監控系統的成效進行全面檢討。有關檢討包括對本集團現行內部監控及風險管理慣例進行的評估，涵蓋財務監控、營運監控、合規監控及風險管理等方面。倘於檢討風險管理及內部監控系統時發現重大內部監控缺陷，董事會負責確保向本集團相關部門分配充足資源，並確保本集團風險管理部門作出的建議得到妥善執行，以便及時解決有關缺陷。

於本年度內，董事會已審閱風險管理部門就本集團的資源、員工資歷及經驗、本公司會計的培訓課程及預算、內部審核及財務匯報職能等方面以及與本公司環境、社會及管治表現及報告有關的檢討報告，並對本集團的風險管理及內部監控系統進行全面檢討，涵蓋期間由二零二二年一月一日至二零二二年十二月三十一日。與二零二一年度相比，本集團所面對的重大風險性質及程度，以及本公司在應對業務及外部環境轉變的能力，並沒有發生顯著或重大的變化。儘管新冠肺炎及其他傳染疾病可能為本集團帶來新的挑戰，董事會認為本公司的風險管理及內部監控制度乃充足及有效，而本公司亦已遵守有關風險管理及內部監控的企業管治守則的守則條文。

內幕消息

本公司已制定資料披露政策，並定期提醒董事及員工妥善遵守有關內幕消息的政策。同時，本公司將不時向董事、高級管理層及員工傳達監管機構就有關資料披露發佈的最新指引，讓各位董事、高級管理層及員工掌握最新要求。

就有關處理及發佈內幕消息的程序及內部監控而言，本集團已採取合理措施，以：

- i. 限制有限人數的員工查閱機密資料，僅限於有查閱需要的員工；
- ii. 禁止管理層及所有員工未經授權使用機密或內幕資料；及
- iii. 根據證券及期貨條例及上市規則的現行規定，在合理切實可行情況下盡快披露內幕消息。

Corporate Governance Report

企業管治報告

COMPANY SECRETARY

During the year, the company secretary of the Company is Mr. Poon Tsz Kin, who is a full-time employee of the Company and has day-to-day knowledge of the Company's affairs. In delivering his service as the company secretary of the Company, Mr. Poon has direct contact with the Chairman of the Board, the Managing Director and other senior management of the Company to ensure that information is communicated seamlessly among the Directors and that the policies and procedures approved by the Board and all applicable laws, rules and regulations are complied with. He is also responsible for facilitating professional development training of the Directors.

Mr. Poon has confirmed that during the year, he had taken no less than 15 hours of relevant professional training.

INVESTOR RELATIONS

Pursuant to the Listing Rules, all the resolutions of general meetings are conducted by way of poll.

Poll results will be posted on the websites of the Stock Exchange and the Company on the day of the relevant general meeting.

The general meetings of the Company provide a forum for communication between the shareholders and the Board. The Chairman of the Board as well as the chairman of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and any other committees (as appropriate) or in their absence, other members of the Board or the respective committees, and where applicable, the chairman of the independent Board committee, are available to answer questions at the general meetings. The external auditors also attend the AGM to answer questions about the conduct of the audit and the preparation and content of the auditors report etc.

公司秘書

於本年度內，本公司之公司秘書為潘子健先生，其為本公司全職僱員，了解本公司日常事務。於作為本公司之公司秘書提供服務時，潘先生直接與本公司董事會主席及董事總經理以及其他高級管理層接觸，以確保各董事之間資訊傳達通暢以及董事會批准的政策及程序及所有適用法律、規則及規例獲妥為遵從。彼亦負責協助各董事的專業發展培訓。

潘先生已確認，於本年度，彼已經參加不少於15小時之相關專業培訓。

投資者關係

根據上市規則，所有股東大會的決議案均以票選形式進行。

投票之結果會在相關股東大會舉行當天登載於聯交所及本公司網站。

本公司股東大會為股東與董事會之間提供了一個溝通的平台。董事會主席、審核委員會主席、薪酬委員會主席、提名委員會主席以及任何其他委員會主席(如適用)均會出席股東大會，如彼等缺席，則由董事會或個別委員會之其他成員及(倘適用)獨立董事委員會主席可在股東大會上解答提問。外聘核數師亦會出席股東週年大會，回答有關審計工作、編製核數師報告及其內容等問題。

Corporate Governance Report

企業管治報告

During the year, the Company held two general meetings (being the AGM on 24 June 2022 and the general meeting on 8 September 2022). The attendance records of the Directors in respect of the general meetings held during the year are as follows:

於本年度內，本公司共舉行兩次股東大會（即於二零二二年六月二十四日舉行的股東週年大會及於二零二二年九月八日舉行的股東大會）。董事有關於本年度舉行之股東大會之出席記錄如下：

Name of Directors 董事姓名	Number of Attendance/ Number of General Meetings Held 出席次數/ 於二零二二年度 舉行股東大會次數
ZHANG Bin 張 斌	2/2
YANG Tianzhou 楊田洲	2/2
GU Honglin (<i>appointed on 23 December 2022</i>) 顧洪林(於二零二二年十二月二十三日獲委任)	0/0
CHANG Qing 常 清	2/2
LEE Man Chun, Tony 李萬全	2/2
HE Jia 何 佳	2/2
WANG Daxiong (<i>appointed on 1 July 2022 and resigned with effect from 11 January 2023</i>) 王大雄(於二零二二年七月一日獲委任及自二零二三年一月十一日起辭任)	1/1

The Company communicates information to the shareholders mainly through the Company's financial reports (interim and annual reports), AGMs and other general meetings that may be convened, as well as by making available (i) all the corporate communication documents including but not limited to annual reports, interim reports, notices of general meetings, circulars, and proxy forms ("**Corporate Communication**"); (ii) other documents issued by the Company which are published on the website of the Stock Exchange for the information or action of the shareholders, including announcements, monthly returns on movements in the Company's securities and next day disclosure returns; (iii) constitutional documents of the Company and terms of reference of the Board committees; (iv) corporate information including but not limited to the list of the Directors; and (v) other Corporate Communication which are published on the Company's websites at www.irasia.com/listco/hk/chengtong and www.hk217.com.

本公司主要透過本公司之財務報告（中期及年度報告）、股東週年大會及其他可能召開之股東大會，並提供(i)所有公司通訊文件，包括但不限於年度報告、中期報告、股東大會通告、通函及代表委任表格（「**公司通訊**」）；(ii)本公司於聯交所網站刊發以供股東知悉或採取行動的其他文件，包括公告、本公司證券變動月報表及翌日披露報表；(iii)本公司的憲章文件及董事委員會的職權範圍；(iv)公司資料，包括但不限於董事名單；及(v)其他公司通訊向股東傳達資訊，有關資料刊載於本公司網站www.irasia.com/listco/hk/chengtong及<http://www.hk217.com>。

Corporate Governance Report

企業管治報告

Apart from attending general meetings, shareholders of the Company may also at any time make enquiries and/or communicate their views to the Company in relation to various matters affecting the Company. Details of the procedures by which enquiries and/or views may be communicated to the Company and the relevant contact details of the Company are set out on page 51 under the sub-heading “Shareholders’ Enquiries” in this report. Enquiries are dealt with timely.

The Board has reviewed the situation of shareholders’ engagement and communication during the year as well as the procedures of the Company’s general meetings and was satisfied with the implementation and effectiveness of the shareholders’ communication policy of the Company. The Company will continue to enhance communications and relationships with its shareholders and investors to keep them abreast of the Company’s developments.

SHAREHOLDERS’ RIGHTS

(1) Procedures for Shareholders to Convene a General Meeting

In accordance with sections 566 to 568 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**Companies Ordinance**”), shareholder(s) of the Company representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings of the Company may require the Directors to convene a general meeting. The written requisition must state the general nature of the business to be dealt with at the general meeting, and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Such request must be signed by the shareholder(s) concerned and deposited at the principal office of the Company at Suite 6406, 64/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the attention of the company secretary in hard copy form or sent to the Company in electronic form to public@hk217.com. The requisition may consist of several documents in like form each signed by one or more of the shareholders concerned.

If the Directors do not, within 21 days after the date on which the written requisition is received by the Company, proceed duly to convene a general meeting on a date not more than 28 days after the date of the notice convening the general meeting, the shareholder(s) who requested the meeting, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a general meeting, provided that the meeting so convened shall not be held after the expiration of 3 months from the date on which the written requisition is received by the Company.

The general meeting convened by shareholders shall be convened in the same manner, as nearly as possible, as that in which general meetings are to be convened by the Directors.

除出席股東大會外，本公司股東亦可隨時就影響本公司的各項事宜向本公司作出查詢及／或發表意見。有關向本公司提出查詢及／或意見的程序詳情及本公司相關聯絡資料載於本報告第51頁「股東查詢」分節。查詢亦會盡快獲得解答。

董事會已審閱本年度的股東參與及溝通情況以及本公司股東大會的程序，並信納本公司股東通訊政策的實施及成效。本公司會繼續加強與其股東及投資者之間的溝通和關係，以使彼等得悉本公司之最新發展。

股東權利

(1) 股東召開股東大會的程序

根據香港法例第622章《公司條例》(「《公司條例》」)第566至第568條，在全體有權於本公司股東大會上表決的股東的總表決權中佔至少5%的本公司股東，可要求董事召開股東大會。該書面請求必須述明於股東大會上將予處理事項的一般性質，並可能包括可適當動議及擬於會議上動議的決議案文本。有關要求須由有關的股東簽署，以印刷文本方式存放於本公司的主要辦事處，地址為香港灣仔港灣道18號中環廣場64樓6406室，並註明致公司秘書，或以電子形式發送至本公司(public@hk217.com)。請求書可包含數份同樣格式的文件，而每份文件均由一名或多於一名有關的股東簽署。

如董事在本公司收到該書面請求當日後21天內，未有妥為安排在股東大會通知發出日期後不多於28天內召開股東大會，則要求召開該大會的股東或佔該等全體股東的總表決權過半數的股東，可自行召開股東大會，但如此召開的大會不得在本公司收到書面請求當日起計三個月屆滿後舉行。

由股東召開的股東大會，須盡可能以接近董事召開股東大會的方式召開。

(2) Shareholders' Enquiries

Shareholders' enquiries about their shareholdings can be directed to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, by post to the address at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or visit https://www.computershare.com/hk/en/online_feedback. Other shareholders' enquiries can be directed to the Company Secretarial Department of the Company or the company secretary of the Company by post to the principal office of the Company at Suite 6406, 64/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong or by e-mail to public@hk217.com and such enquiries will be put to the Board for consideration and handling.

(3) Procedures for Putting Forward Resolutions at the AGM

Shareholders are requested to follow sections 615 and 616 of the Companies Ordinance for putting forward a resolution at the AGM. The requirements and procedures are set out below:

- (i) Pursuant to section 615 of the Companies Ordinance, shareholders may request the Company to give notice of a resolution that is intended to be moved at the AGM to shareholders of the Company entitled to receive notice of the AGM. The shareholder(s) making such request must represent at least 2.5% of the total voting rights of all shareholders having a right to vote on the resolution at the AGM to which the request relates, or at least 50 shareholders having a right to vote on the resolution at the AGM to which the request relates. Such request (a) may be sent to the Company in hard copy form (by depositing at the principal office of the Company at Suite 6406, 64/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the attention of the company secretary) or in electronic form by email to public@hk217.com; (b) must identify the resolution of which notice is to be given; (c) must be signed by the shareholder(s) concerned; and (d) must be received by the Company not later than 6 weeks before the AGM to which the requests relate, or if later, the time at which notice is given of that AGM.
- (ii) Pursuant to section 616 of the Companies Ordinance, the Company which is required under section 615 of the Companies Ordinance to give notice of a resolution must send a copy of it at the Company's own expense to each shareholder entitled to receive notice of the AGM in the same manner as the notice of the AGM and at the same time as, or as soon as reasonably practicable after, it gives notice of the AGM.

(2) 股東查詢

股東可寄信件至本公司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號舖，或訪問https://www.computershare.com/hk/zh/online_feedback，查詢其股權資料。股東如有其他查詢可將信件寄至本公司位於香港灣仔港灣道18號中環廣場64樓6406室的主要辦事處或發送電子郵件至public@hk217.com，聯繫本公司公司秘書部或公司秘書，而有關查詢將提交董事會審議及處理。

(3) 在股東週年大會上提出議案的程序

當股東擬於股東週年大會上提呈一項決議，須依照《公司條例》第615及第616條，其要求及程序載列如下：

- (i) 根據《公司條例》第615條，股東可要求本公司就擬於股東週年大會上動議之決議案向有權收取股東大會通知的本公司股東發出通知。提出該要求的股東必須佔全體有權在該要求所關乎的股東週年大會上，就該決議表決的股東的總表決權至少2.5%，或至少50名有權在該要求所關乎的股東週年大會上就該決議表決的股東。有關要求(a)可採用印刷文本形式(存放於本公司主要辦事處，地址為香港灣仔港灣道18號中環廣場64樓6406室，並請註明致公司秘書)或以電子形式電郵至本公司(public@hk217.com)；(b)須指出有待發出通知所關乎的決議；(c)須由有關股東簽署；及(d)須於該要求所關乎的股東週年大會舉行前的六個星期之前；或(如在上述時間之後送抵本公司的話)該股東週年大會發出通知當時送抵本公司。
- (ii) 根據《公司條例》第616條，本公司根據《公司條例》第615條須就一項決議發出通知時，須以發出股東週年大會通知的同樣方式及在發出股東週年大會通知的同時，或在發出股東週年大會通知後，在合理切實可行的範圍內盡快，自費將該決議通知的文本送交每名有權收到股東週年大會通知的股東。

Corporate Governance Report

企業管治報告

CONSTITUTIONAL DOCUMENTS

The Company adopted the amended and restated Articles of Association in substitution for, and to the exclusion of, the then existing Articles of Association of the Company by a special resolution at the AGM held on 24 June 2022. The amendments made were to bring the Articles of Association in line with the current provisions of the Companies Ordinance and the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022 introducing a common set of core shareholder protection standards which shall apply to all listed issuers in Hong Kong, as well as to modernise and update the Articles of Association. Please refer to the announcement of the Company dated 31 May 2022 and the circular of the Company dated 1 June 2022 for details of the amendments.

The amended and restated Articles of Association of the Company is published on the website of the Stock Exchange at www.hkexnews.hk and the Company's websites at www.irasia.com/listco/hk/chengtong and www.hk217.com.

憲章文件

本公司於二零二二年六月二十四日舉行的股東週年大會上通過特別決議案採納經修訂及重列的章程細則，以取代及摒除本公司當時的現有章程細則。該等修訂旨在使章程細則符合《公司條例》的現有條文及於二零二二年一月一日生效的上市規則附錄三作出的修訂，引入一套適用於香港所有上市發行人的核心股東保障標準，以及現代化及更新章程細則。有關修訂的詳情，請參閱本公司日期為二零二二年五月三十一日的公告及本公司日期為二零二二年六月一日的通函。

本公司經修訂及重列章程細則刊載於聯交所網站 www.hkexnews.hk 及本公司網站 www.irasia.com/listco/hk/chengtong 及 www.hk217.com。

Directors' Report

董事會報告

The Directors present the annual report and the audited consolidated financial statements of the Company for the year.

PRINCIPAL BUSINESS

The principal business of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 16 to the financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year are set out in the consolidated statement of profit or loss on page 79 of this annual report.

In order to enhance transparency of the Company and facilitate the shareholders of the Company and investors to make informed investment decisions relating to the Company, the Board adopted a dividend policy on 25 February 2019 (“**Dividend Policy**”).

According to the Dividend Policy, when determining whether to declare any dividend and the amount of dividend to be declared, the Company shall consider a number of factors, including but not limited to:

- the Group’s actual and expected financial results;
- the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Company;
- the Company’s business operation strategy, including expected working capital requirements, capital expenditure requirements and future expansion plans;
- the Company’s liquidity position;
- retained earnings and distributable profit reserves of the Company;
- the contractual restrictions on the payment of dividends imposed by the Company’s lenders and other institutions; and
- any other factors that the Board considers to be applicable from time to time.

The Company does not have any pre-determined dividend distribution proportion or distribution ratio. The declaration, payment and amount of dividends will be subject to the Board’s discretion. The Board will review the Dividend Policy on a regular basis.

董事茲提呈本公司本年度之年度報告及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。其主要附屬公司之主要業務載於財務報表附註16。

業績及股息

本集團本年度之業績載於本年度報告第79頁之綜合損益表中。

為提升本公司之透明度及協助本公司股東及投資者作出有關本公司之知情投資決定，董事會於二零一九年二月二十五日採納一項股息政策（「**股息政策**」）。

根據股息政策，當決定是否宣派任何股息及宣佈股息金額時，本公司將考慮多項因素，包括但不限於：

- 本集團之實際及預期財務業績；
- 可能影響本公司業務或財務表現及財務狀況之整體經濟狀況及其他內在或外在因素；
- 本公司之業務經營策略，包括預期營運資金需求、資本開支需求及未來擴展計劃；
- 本公司之流動資金狀況；
- 本公司之留存收益和可分配利潤儲備；
- 由本公司貸款人及其他機構施加有關派發股息的合約規限；及
- 董事會不時認為適用之任何其他因素。

本公司沒有任何預定的股息分配比例或分配比率。股息之宣派、派付及金額將由董事會酌情決定。董事會將定期檢討股息政策。

Directors' Report 董事會報告

After considering the Dividend Policy, the Directors have resolved to recommend the payment of a final dividend of HK0.39 cent per ordinary share of the Company in respect of the year (2021: HK0.54 cent per ordinary share) subject to the approval of the shareholders at the forthcoming AGM of the Company. The total amount of final dividend is expected to be approximately HK\$23.26 million and to be paid on Friday, 21 July 2023. Further details of the final dividend are set out in the subsection headed "RESULTS AND DIVIDEND" in the section headed "Management Discussion and Analysis" in this annual report and note 12 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of the movements in property, plant and equipment and investment properties of the Group for the year are set out in notes 14 and 15 to the financial statements respectively.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 33 to the financial statements.

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year.

DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Group for the year are set out in the consolidated statement of changes in equity on pages 83 to 84 of this annual report.

Details of the movements in the reserves of the Company for the year are set out in note 35 to the financial statements.

As at 31 December 2022, the Company had approximately HK\$178,993,000 distributable reserves as calculated under sections 291, 297 and 299 of the Companies Ordinance (as at 31 December 2021: HK\$172,378,000).

DONATIONS

The Group did not make any monetary donation for charitable purpose during the year (2021: HK\$274,000).

經考慮股息政策後，董事已議決建議派付本年度末期股息本公司每股普通股0.39港仙(二零二一年：每股普通股0.54港仙)，惟須待股東於本公司應屆股東週年大會上批准方告作實。末期股息預期合共約為港幣2,326萬元並於二零二三年七月二十一日(星期五)派付。有關末期股息的進一步詳情載於本年報「管理層討論及分析」一節「業績及股息」小節及財務報表附註12。

物業、廠房及設備以及投資物業

本集團物業、廠房及設備以及投資物業於本年度之變動詳情分別載於財務報表附註14及15。

股本

本公司股本之詳情載於財務報表附註33。

本公司或其任何附屬公司於本年度內概無購買、出售或贖回本公司任何上市證券。

可供分派儲備

本集團於本年度內的儲備變動詳情載於本年度報告第83頁至84頁之綜合權益變動表。

本公司於本年度內的儲備變動詳情載於財務報表附註35。

於二零二二年十二月三十一日，按《公司條例》第291、297及299條計算，本公司可供分派儲備約港幣178,993,000元(於二零二一年十二月三十一日：港幣172,378,000元)。

捐款

於本年度內，本集團並無就慈善目的作出任何貨幣捐款(二零二一年：港幣274,000元)。

BUSINESS REVIEW

During the year, the Group is principally engaged in leasing, bulk commodity trade, property development and investment, and marine recreation services and hotel.

A fair review of the business of the Group during the year, an analysis of the Group's performance using financial key performance indicators, and an indication of likely future developments of the Group's business are set out in the section headed "Management Discussion and Analysis" on pages 6 to 25 of this annual report. These discussions form part of this directors' report. There are no important events affecting the Group that have occurred since the end of the year.

In addition, description of the major risks and uncertainties faced by the Group, the Group's compliance with relevant laws and regulations, discussions on the Group's environmental policies and performance, and the Group's relationships with its key employees, customers and suppliers are also provided in the following sub-sections of this directors' report.

Major Risks and Uncertainties

The results and business operations of the Group may be affected by various factors. The major risks and uncertainties are summarised as follows:

I. Leasing

As the Group continues to grow its leasing business, the Group may expand into new industries for new projects and customers. However, there may be uncertainties about the development of the Group's leasing business due to COVID-19 or other infectious diseases, external economic environment, and changes to relevant laws and industry regulatory policies in the PRC. Besides, there is a rising credit risk in terms of the Group's leased assets portfolio due to the active development of the Group's leasing business, which may affect the Group's profitability. In the future, the Group will continue to explore opportunities to work with state-owned enterprises and optimise the risk level of its leased assets portfolio so as to maintain the overall business risk under control.

II. Bulk Commodity Trade

Bulk commodity trading prices are affected by international and domestic markets. Once there is a drastic volatility in prices, the profitability of the Group may be affected. In the future, the Group will increase its effort in securing upstream and downstream partners for bulk commodity trade and improve business and management models to reduce risks. COVID-19 or other infectious diseases may have negative impacts on bulk commodity trade in respect of supply chain disruptions and increase in transportation costs but the overall business risk is manageable.

業務回顧

本年度，本集團主要從事租賃、大宗商品貿易、物業發展及投資，及海上旅遊服務和酒店。

本集團於本年度業務的公允回顧、使用財務關鍵績效指標對本集團表現進行的分析以及本集團日後業務的可能發展跡象載於本年報第6至25頁的「管理層討論與分析」一節。該等討論構成本董事會報告的一部分。自本年度末以來概無發生影響本集團的重大事件。

此外，本董事會報告以下分節亦提供本集團面臨的主要風險及不確定因素的描述、本集團遵守有關法律及規例、對本集團環境政策及表現的討論及本集團與其主要僱員、客戶及供應商的關係。

主要風險及不確定因素

本集團的業績及業務營運或受多項因素影響，主要風險及不確定性概述如下：

一. 租賃

隨著本集團繼續發展其租賃業務，本集團或會拓展至新行業以獲取新項目及客戶。惟受新冠疫情或其他傳染疾病、外部經濟環境及中國相關法律、行業監管政策變動影響，或將對本集團的租賃業務開展造成不確定性。此外，本集團租賃業務因積極開展而面臨租賃資產組合信用風險上升，其亦可能對本集團的盈利能力產生影響之因素。未來，本集團將繼續開拓與國有企業合作機會、優化租賃資產組合風險水平，以維持整體業務風險可控。

二. 大宗商品貿易

大宗商品貿易價格受國際及國內市場影響，一旦價格出現劇烈波動，有可能對本集團的盈利能力產生影響。未來，本集團將加強爭取大宗商品貿易上下游合作方力度，優化業務和管理模式，以減低風險。就供應鏈中斷及運輸成本增加而言，新冠疫情或其他傳染疾病可能對大宗商品貿易有負面影響，但整體業務風險可控。

Directors' Report

董事會報告

III. Property Development and Investment

"CCT-Champs-Elysees" is the remaining property development project held by the Group which is located in Zhucheng City, Shandong Province, the PRC and possesses a good brand image. The Group also maintained certain office premises for rental income. However, the ongoing sales and/or leasing of the properties are subject to property market sentiment, general economic condition and the government policies in the PRC. As all the construction works of the CCT-Champs-Elysees project have been completed and the Group is phasing out from this existing property development project, and the investment properties accounted for less than 1% of the Group's total assets, the overall risks associated with the business are not significant.

IV. Marine Recreation Services and Hotel

The operation of the marine recreation services and hotel business is subject to, among others, the environmental protection policies, weather conditions and public hygiene conditions. Adverse weather conditions may affect the number of business days and the profitability of tourism activities. The operation is facing a lot of challenges, and the Group will actively pursue the restructuring of marine recreation services and hotel business.

V. Economy

During the year, the world continued to be struck by subsequent waves of COVID-19 variants, leading to closures and lockdowns in many advanced economies. The everchanging and radical shifts in the business environment and disruption of global supply chains, as well as the worldwide climbing interest and inflation rates will adversely impact on the global economy. The businesses of the Group are concentrated in the PRC. Though the PRC loan interest rates remained relatively stable during the year and only had a slight impact on the Group's loan interest expenses, assets and liabilities denominated in RMB held by the Group in Hong Kong are exposed to foreign currency exchange risk. The fluctuation of exchange rate and the adjustment of loan interest rate in the future may have an impact on the performance of the Group. Although foreign currency and interest rate have not posed significant risks to the Group, and the Group does not currently have any hedging measures against such exchange and interest rate risks, the Group will continue to closely monitor the risks which may arise from such currency and interest rate fluctuation.

三. 物業發展及投資

「誠通香榭里」為本集團持有位於中國山東省諸城市的餘下物業發展項目，具備良好品牌形象，銷售穩定。本集團亦保留若干辦公物業以賺取租金收入。然而，持續銷售及／或物業租賃受物業市場氣氛、整體經濟狀況及中國政府政策所影響。由於誠通香榭里項目的所有建設工程已竣工及本集團逐漸退出現有物業發展項目，以及投資物業佔本集團總資產少於1%，相關業務整體風險不高。

四. 海上旅遊服務和酒店

海上旅遊服務和酒店業務的經營受(其中包括)環保政策、天氣及公共衛生狀況影響。惡劣天氣狀況將可能影響旅遊活動的營運天數及盈利狀況。營運面臨很多挑戰，而本集團將積極致力重組海上旅遊服務和酒店業務。

五. 經濟

於本年度，全世界繼續受到新冠肺炎變種病毒疫情浪潮的衝擊，導致許多發達經濟體封關及封城。營商環境不斷且急劇轉變，加上全球供應鏈中斷，以及全球利率及通脹率不斷攀升，都將對全球經濟產生不利影響。本集團的業務集中在中國，雖然本年度國內貸款利率相對穩定，僅輕微影響本集團的貸款利息支出，但本集團在香港持有之人民幣資產及負債需承受外幣兌付風險，匯率波動及未來貸款利息調整將可能對本集團的業績產生影響。儘管外匯及利率並無使本集團面對重大風險，且本集團現時並無就該等外匯及利率風險採取任何對沖措施，本集團將繼續密切監控有關貨幣及利率波動可能產生的風險。

Compliance with Laws and Regulations

The Group constantly monitored the operation of its principal businesses in the PRC and elsewhere to ensure compliance with the relevant laws and regulations.

I. Leasing

During the year and up to the date of this directors' report, the Group has been in compliance in all material respects with the laws and regulations in the PRC that have a significant impact on its finance leasing business, including the Civil Code of the People's Republic of China (Order No.45 of the President of the People's Republic of China), the Interpretations of the Supreme People's Court on Issues relating to the Application of Laws in the Trial of Disputes over Finance Lease (Court Interpretation 2020 No. 17), and judicial interpretations, other regulations, local regulations and regulatory documents issued or promulgated according to or in relation to these laws and regulations. These laws and regulations aim to protect the legitimate rights and interests of the contractual parties, maintain social and economic order, guide the business activities of the finance leasing industry, promote the economic development of the finance leasing services, and guide the judicial authorities on hearing the contractual disputes in respect of finance leasing.

II. Bulk Commodity Trade

During the year, the bulk commodity trade business of the Group mainly comprised international trading of chemical products and steel with enterprises in Hong Kong, the PRC and oversea countries including but not limited to Singapore and Thailand. There were no particular licence, permit or approval requirements for the operation of the Group's international bulk commodity trade business in these jurisdictions and there were no regulatory restrictions, such as quota restrictions and/or import and export licensing restrictions, on the trading activities of the Group in these jurisdictions. During the year and up to the date of this directors' report, the Group has been in compliance in all material respects with the laws and regulations in the PRC, Hong Kong, Singapore and other countries, as well as the relevant national and industrial standards of quality of chemical products and steel that have a significant impact on its bulk commodity trade business.

遵守法律及規例

本集團持續監察其在中國及各地的各主營業務的經營情況，確保其遵守相關的法律及法規。

一. 租賃

於本年度內及截至本董事會報告日期，本集團已於所有重大方面遵守對其融資租賃業務具有重大影響的中國法律及法規，包括：《中華人民共和國民法典》(中華人民共和國主席令第45號)、《最高人民法院關於審理融資租賃合同糾紛案件適用法律問題的解釋》(法釋2020 17號)以及根據或有關該等法律法規所發出或頒佈的司法解釋、其他規章、地方性法規、規範性文件，該等法律及法規旨在保護合同最高人民法院關於審理融資租賃合同糾紛案件適用法律問題的當事人的合法權益，維護社會經濟秩序，指導融資租賃行業的經濟活動，促進融資租賃服務經濟發展，以及指引司法機關審理融資租賃合同糾紛。

二. 大宗商品貿易

於本年度內，本集團的大宗商品貿易業務主要來自與香港、中國及海外國家(包括但不限於新加坡及泰國)之企業進行化工產品及鋼材之國際貿易。本集團於該等司法權區經營國際大宗商品貿易業務並無特定牌照、許可證或批准規定，且本集團於該等司法權區之貿易業務並無監管限制，如配額限制及/或進出口許可限制。於本年度及直至本董事會報告日期，本集團已於所有重大方面遵守對大宗商品貿易業務具有重大影響的中國、香港、新加坡及其他國家的法律及法規以及有關化工產品及鋼材質量的相關國家及行業標準。

Directors' Report

董事會報告

III. Property Development and Investment

During the year and up to the date of this directors' report, the Group has been in compliance in all material respects with the laws and regulations in the PRC that have a significant impact on its property development and investment businesses, including the Law on the Administration of Urban Real Estate of the People's Republic of China (Order No. 32 of the President of the People's Republic of China), the Law on Land Administration of the People's Republic of China (Order No. 32 of the President of the People's Republic of China), the Law on Urban and Rural Planning of the People's Republic of China (Order No. 29 of the President of the People's Republic of China), the Administrative Regulations on Development and Operation of Urban Real Estate (Order No. 710 of the State Council of the People's Republic of China), and judicial interpretations, other regulations, local regulations and regulatory documents issued or promulgated according to or in relation to these laws and regulations. These laws and regulations aim to strengthen the management of urban real estate, maintain the order of real estate market, protect the legitimate rights and interests of the parties interested in the real estate, and regulate the infrastructure and housing construction on the state-owned land within the urban planning area as well as the transfer of real estate development projects or the sale or leasing of commercial flats conducted by real estate development enterprises.

IV. Marine Recreation Services and Hotel

The Group is also engaged in marine recreation services and hotel business in Hainan Province, the PRC. During the year and up to the date of this directors' report, the Group has been in compliance in all material respects with the laws and regulations in the PRC that have a significant impact on its marine recreation services and hotel business, including the Tourism Law of the People's Republic of China (Order No. 16 of the President of the People's Republic of China), the Law on Maritime Traffic Safety of the People's Republic of China (Order No. 79 of the President of the People's Republic of China), the Administrative Measures for Public Security in the Hotel Industry (Order No. 752 of the State Council of the People's Republic of China), and judicial interpretations, other regulations, local regulations and regulatory documents issued or promulgated according to or in relation to these laws and regulations. These laws and regulations aim to protect the legitimate rights and interests of the tourists and the operators of the tourism activities, maintain the order of the tourism market, and specify the rules governing operators of the hotel industry, vessels, seamen and operators that sail, berth and operate in coastal area of the PRC, the relevant supervision and management system and the standards of punishment.

三. 物業發展及投資

於本年度內及截至本董事會報告日期，本集團已於所有重大方面遵守對其物業發展及投資業務具有重大影響的中國法律及法規，包括：《中華人民共和國城市房地產管理法》(中華人民共和國主席令第32號)、《中華人民共和國土地管理法》(中華人民共和國主席令第32號)、《中華人民共和國城鄉規劃法》(中華人民共和國主席令第29號)、《城市房地產開發經營管理條例》(中華人民共和國國務院令第710號)以及根據或有關該等法律法規所發出或頒佈的司法解釋、其他規章、地方性法規、規範性文件，該等法律及法規旨在加強對城市房地產的管理，維護房地產市場秩序，保障房地產權利人的合法權益，以及規範房地產開發企業在城市規劃區內國有土地上進行基礎設施建設、房屋建設，並轉讓房地產開發項目或者銷售、出租商品房的行為。

四. 海上旅遊服務和酒店

本集團亦於中國海南省從事海上旅遊服務和酒店。於本年度內及截至本董事會報告日期，本集團已於所有重大方面遵守對其海上旅遊業務和酒店具有重大影響的中國法律及法規，包括：《中華人民共和國旅遊法》(中華人民共和國主席令第16號)、《中華人民共和國海上交通安全法》(中華人民共和國主席令第79號)、《旅館業治安管理辦法》(中華人民共和國國務院令第752號)以及根據或有關該等法律法規所發出或頒佈的司法解釋、其他規章、地方性法規、規範性文件，該等法律法規主要旨在保護旅遊者和旅遊活動經營者的合法權益、維護旅遊業市場秩序，並明確說明旅館業的經營人、在中國沿海水域航行、停泊和作業的船舶、人員和經營人須遵守的規則、相關監督管理制度和處罰標準。

The Group has established various management systems to ensure the compliance with laws and regulations applicable to the Group's businesses and operations through measures such as internal control and staff training. As at 31 December 2022 and the date of this directors' report, no material breach of laws and regulations that has a material impact on the Group's business and operation during the year was noted by the Group.

Environmental Policies and Performance

The Group is mindful of the impact of environmental factors on its long-term development and therefore has actively formulated various corporate development strategies related to energy conservation and environmental protection. During the year, the Group established the ESG Committee to further strengthen and monitor significant matters relating to ESG issues and to develop, formulate and implement environmental management policies and measures, such as water and electricity conservation, wastewater treatment and reduction of air pollutants and waste emissions corresponding to different business aspects, so as to minimise the negative impact on the environment during the business operation and commit to implementing sustainable development.

In order to reduce the negative impact of the supply chain on the environment, the Group will give priority to purchasing environmentally-friendly materials. In addition, we have incorporated environmental protection requirements into contract clauses, and requested our contractors and suppliers to strictly comply with the relevant requirements of environmental protection when performing their contractual obligations so as to promote the sharing of responsibility for sustainable development in the supply chain. In the future, the Group will continue to improve its environmental policies to enhance the Group's performance in environmental protection.

Further details of the Group's environmental policies and performance, together with the relevant key performance indicators, are set out in the ESG report of the Company in compliance with the provisions set out in the ESG Reporting Guide in Appendix 27 to the Listing Rules.

Key Relationship with Customers and Suppliers

The Group understands that it is important to maintain good relationship with customers and provide them with quality products and services. The Group enhances the relationship through continuous interaction with customers to gain insight on the changing market demand so that the Group can respond proactively. The Group actively listens to the views of its customers and has established various communication channels to strengthen its communication with customers to collect their opinions, while establishing a system in place to protect customers' privacy.

本集團已建立各項管理制度，並通過內部監控、員工培訓等多項措施，確保遵守與本集團業務及營運相關的法律及法規。截至二零二二年十二月三十一日及本董事會報告日期，本集團並不知悉本年度有違反對本集團的業務及營運造成重大影響的任何法律及法規的事項。

環境政策及表現

本集團深明環境因素對企業長遠發展的影響，因此積極制定與節能環保相關的企業發展策略。於本年度，本集團已成立環境、社會及管治委員會，以進一步加強及監察有關環境、社會及管治問題的重大事宜，針對不同業務層面，制定及執行相應的環境管理政策及措施，如節約水電、污水處理、減少空氣污染物和廢棄物排放等，以儘量減少業務營運中對環境產生的負面影響，致力踐行可持續發展。

為減低供應鏈對環境產生的負面影響，本集團會優先考慮採購環保材料。此外，我們已將環保要求納入合約條款，要求承建商及供應商於履行合約責任時需嚴格遵守有關的環保要求，以推動供應鏈共同承擔可持續發展責任。在未來的日子，本集團將持續完善環境政策，以提升本集團的環保表現。

本集團的環境政策及表現的進一步詳情，連同有關關鍵績效指標，根據上市規則附錄27的環境、社會及管治報告指引所載的條文載於本公司的環境、社會及管治報告內。

與客戶及供應商的主要關係

本集團明白與客戶維持良好關係，以及向客戶提供優質的產品及服務的重要性。本集團通過與客戶的持續互動，積極了解市場需求，迅速應對市場變化。本集團積極聽取客戶的意見，並設立各種溝通渠道，以加強與客戶的溝通以收集彼等的意見，同時建立保護客戶隱私的制度。

Directors' Report 董事會報告

During the year, the aggregate amount of revenue attributable to the five largest customers represented approximately 48% of the Group's consolidated revenue and they were from the bulk commodity trade business. Sales to the largest customer accounted for approximately 32% of the Group's consolidated revenue. Two of the five largest customers have established trading relationship with the Group for a period ranging from 1 to 2 years and the remaining three commenced trading with the Group during the year. The Directors consider that there is no significant risk associated with reliance on major customers given the size and the high fragmentation of the bulk commodity trade market. During the year, credit period of 0 to 30 days was granted to customers of bulk commodity trade business (2021: 0-30 days). As at 31 December 2022, trade receivables of the Group was approximately HK\$21.64 million (2021: approximately HK\$30.06 million). The Directors are of the view that the amount can be fully recovered notwithstanding a loss allowance of approximately HK\$19,000 (2021: approximately HK\$1,000) was made against the trade receivables. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are regularly reviewed by senior management.

The Group is also dedicated to maintaining good relationship with suppliers and contractors as long-term business partners to ensure stability of the Group's business. In addition, the Group has established a strict supplier management and evaluation system to control procurement risks and costs.

During the year, the aggregate amount of purchases (which means the amount of purchases included in the costs of sale but does not include purchases of items which are of a capital nature) attributable to the five largest suppliers represented approximately 32% of the Group's total purchases. Purchases from the largest supplier accounted for approximately 11% of the Group's total purchases. The five largest suppliers came from the bulk commodity trade business and three of them have established trading relationship with the Group for a period ranging from 1 to 2 years, and the remaining two commenced trading with the Group during the year. As at 31 December 2022, trade payables of the Group was approximately HK\$192.78 million (2021: approximately HK\$1.30 million), which will be due within one year. The Group has formulated supplier engagement practices that regulate the procurement and/or bidding procedures for suppliers and has established supplier evaluation system to evaluate suppliers from different perspectives such as enterprise qualifications, industry goodwill, financial condition and performance of contracts etc. The Directors consider that there is no significant risk associated with reliance on major suppliers.

None of the Directors, their close associates (as defined in the Listing Rules) and any shareholders which to the best knowledge of the Directors owned more than 5% of the Company's issued share capital had any interest in the Group's five largest customers or suppliers during the year.

於本年度，五大客戶合共所佔之營業額佔本集團綜合收入約48%，彼等均來自大宗商品貿易業務，其中最大客戶之銷售額佔本集團綜合收入約32%。五大客戶其中兩位已與本集團展開貿易，年期介乎一至兩年，餘下三位於本年度起與本集團展開貿易。鑑於大宗商品貿易市場之規模及高度碎片化，董事認為本集團沒有與依賴主要客戶相關的重大風險。於本年度，本集團給予大宗商品貿易業務客戶0-30天除賬期(二零二一年：0-30天)。截至二零二二年十二月三十一日，本集團的貿易應收款項為約港幣2,164萬元(二零二一年：約港幣3,006萬元)，儘管已為貿易應收款項計提約港幣19,000元(二零二一年：約港幣1,000元)虧損撥備，董事認為該等款項均可全數收回。本集團將對未償還應收款項保持嚴格控制，高級管理層亦定期審閱逾期款項。

供應商及承建商作為本集團的長期業務合作夥伴，本集團亦致力與他們維持良好關係，以確保本集團業務的穩定性。此外，本集團已建立嚴格的供應商管理和評估制度，以控制採購風險及成本。

於本年度，五大供應商合共所佔之採購額(指計入銷售成本之採購額，但不包括資本性質之採購項目)佔本集團採購總額約32%。最大供應商之採購額佔本集團採購總額約11%。該五大供應商來自大宗商品貿易業務，且其中三位已與本集團建立貿易關係，年期介乎一至兩年，餘下兩位於本年度起與本集團展開貿易。截至二零二二年十二月三十一日，本集團的貿易應付款項為約港幣1億9,278萬元(二零二一年：約港幣130萬元)，並將於一年內到期。本集團已制定規範供應商採購及/或招標程序的供應商聘用慣例，並建立供應商評估制度，從企業資質、行業商譽、財務狀況及合約履行等不同角度對供應商進行評估。董事認為本集團沒有依賴主要供應商的相關重大風險。

於本年度內概無任何董事、彼等之緊密聯繫人(定義見上市規則)或任何據董事所知擁有本公司已發行股本5%以上的股東於本集團之五大客戶或供應商中擁有任何權益。

Human Resources and Emolument Policy

The Group firmly believes that employees are important assets and essential to its long-term success. The Group has therefore established respective human resources systems and implemented people-oriented personnel policies and created an ideal career platform for employees, in order to attract more talents and build an outstanding team. The systems cover policies which include, but are not limited to, recruitment, promotion, dismissal, position adjustment, working hour, remuneration and staff benefits, attendance, performance management and appraisal and code of conduct. The Group encourages and has enhanced communication with the employees through meetings, performance evaluation and intranet. The Group is obliged to protect employees' rights, to provide appropriate staff development and training, and safe and healthy work environment so to enhance the Group's sustainable development.

As at 31 December 2022, the Group employed a total of 269 full-time and part-time employees (as at 31 December 2021: 274), of which 11 (as at 31 December 2021: 7) were based in Hong Kong and 258 (as at 31 December 2021: 267) were based in the PRC. During the year, the total staff costs of the Group (including directors' emoluments and provident funds) were approximately HK\$83.52 million. Employee's remunerations are determined in accordance with their experiences, competence, qualifications, nature of duties, and current market trend. Apart from basic salary, discretionary bonus and other incentives are offered to employees of the Group to reward their performance and contributions. The emoluments of the Directors are determined having regard to the Company's corporate goals, the individual performance of the Directors and their role and position (if any) in the group members of CCHG, the ultimate holding company of the Company.

The Company has adopted a share option scheme ("**Share Option Scheme**") under which the Company may grant options to the directors and eligible employees of the Group to subscribe for shares of the Company. The Company also had a share award scheme ("**Share Award Scheme**"), under which shares of the Company could be awarded, with the approval of the Board, to selected employees and directors of the Group to recognise their contribution and to give them incentives thereto in order to retain them for the continual operation, as well as to attract suitable personnel for the growth and further development of the Group. The Share Award Scheme has expired on 30 June 2022 and is currently under review. Details of the Share Option Scheme and the Share Award Scheme are set out in the section headed "Equity-linked Agreements" in this directors' report.

人力資源及薪酬政策

本集團堅信，員工是重要資產，並對其長期成功至關重要。因此，本集團建立了相關的人力資源制度，實施以人為本的人事政策，為員工創造理想的事業發展平台，以吸引更多人才，並建設一支優秀團隊。該等制度涵蓋的政策包括但不限於招聘、晉升、解僱、職位調整、工作時間、薪酬與員工福利、出勤、績效管理及考核，以及操守守則。本集團通過會議、績效評估及內聯網鼓勵且加強與員工溝通。本集團有責任保障員工權益，提供適當員工發展及培訓，以及安全健康的工作環境，以促進本集團的可持續發展。

於二零二二年十二月三十一日，本集團共僱用269名全職及兼職僱員(於二零二一年十二月三十一日：274名)，其中11名(於二零二一年十二月三十一日：7名)受僱於香港，258名(於二零二一年十二月三十一日：267名)受僱於中國。於本年度，本集團之員工成本總額(包括董事酬金及強積金)約為港幣8,352萬元。員工薪酬乃根據彼等經驗、技能、資格、職責任質及當前市場趨勢釐定。除基本薪酬外，本集團向僱員發放酌情花紅等獎勵以表揚彼等之表現及貢獻。本公司董事之薪酬經參考本公司企業目標、個別董事之表現及彼等於誠通控股(本公司之最終控股公司)之集團成員公司之角色及職位(如有)釐定。

本公司採納一項購股權計劃(「**購股權計劃**」)，據此可向董事及本集團合資格僱員授出購股權以認購本公司股份。本公司亦有一項股份獎勵計劃(「**股份獎勵計劃**」)，據此，經董事會批准，可向經甄選的僱員及本集團董事授出本公司股份，作為認同彼等的貢獻並予以獎勵之措施，以留聘彼等為本集團之持續經營及發展以及吸引合適人才為本集團之成長及進一步發展效力。股票獎勵計劃已於二零二二年六月三十日到期，且目前正在審查中。有關購股權計劃及股份獎勵計劃的詳細資料載於本董事會報告標題為「**股票掛鈎協議**」一節。

Directors' Report

董事會報告

DIRECTORS

The Directors during the year and as at the date of this directors' report are as follows:

Executive Directors

Mr. ZHANG Bin (*Chairman*)
Mr. YANG Tianzhou (*Managing Director*)
Mr. Gu Honglin (*appointed with effect from 23 December 2022*)

Non-executive Director

Mr. WANG Daxiong (*appointed with effect from 1 July 2022, and resigned with effect from 11 January 2023*)

The Board expresses its sincere gratitude to Mr. Wang Daxiong for his past participation in the Board.

Independent Non-executive Directors

Professor CHANG Qing
Mr. LEE Man Chun, Tony
Professor HE Jia

The biographies of the Directors are set out on pages 26 to 29 of this annual report.

Detailed information of the Directors standing for re-election at the forthcoming AGM of the Company will be set out in the circular in relation to the forthcoming AGM to be despatched to the shareholders. No Director proposed for re-election at the forthcoming AGM has an unexpired service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

The Company has received from each of the existing independent non-executive Directors an annual confirmation of his independence pursuant to the Listing Rules and considers that each independent non-executive Director is independent of the Company.

There was no arrangement under which a Director waived or agreed to waive any emoluments during the year.

董事

於本年度期間及截至本董事會報告日期之董事如下：

執行董事

張 斌先生(主席)
楊田洲先生(董事總經理)
顧洪林先生(自二零二二年十二月二十三日起獲委任)

非執行董事

王大雄先生(自二零二二年七月一日起獲委任及自二零二三年一月十一日起辭任)

董事會對王大雄先生過去參與董事會工作表示衷心感謝。

獨立非執行董事

常 清教授
李萬全先生
何 佳教授

董事履歷載於本年度報告第26頁至29頁。

刊發予股東的本公司應屆股東週年大會通函將載有接受重選董事的詳細資料。概無任何於應屆股東週年大會上獲建議重選的董事與本公司已訂立且未屆滿之服務合約，而不可於一年內終止並毋須作出賠償(法定補償除外)。

本公司已收到現任每位獨立非執行董事根據上市規則就其獨立性作出的年度確認函，並認為各位獨立非執行董事乃獨立於本公司。

概無董事放棄或同意放棄年內任何酬金的安排。

DIRECTORS OF SUBSIDIARIES

During the year and as at the date of this directors' report, the directors of the Company's subsidiaries incorporated in Hong Kong and British Virgin Islands included Yang Tianzhou, Cui Lixia, Yu Xiongwei, Qi Hang, Yao Yanli, Li Rui, Liu Wendong, Zhang Chuangyi, Ma Nan and Wang Tianlin.

During the year and as at the date of this directors' report, the directors of the Company's PRC subsidiaries included Zhang Bin, Yang Tianzhou, Yu Xiongwei, Zhang Chuanyi, Li Rui, Yan Ling, Jiang Wenjie and Huang Maozhu.

PERMITTED INDEMNITY PROVISION

Subject to the applicable laws, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in the execution of his duties or otherwise in relation thereto pursuant to the Articles of Association of the Company. Such provisions were in force during the course of the year and remained in force as of the date of this directors' report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

No transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director (including any person who at any time during the year was a Director) or an entity connected with a Director had material interest (whether directly or indirectly), was entered into or subsisted at any time during the year.

COMPETING INTEREST

During the year, none of the Directors and their respective close associates had any business or interests in business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

MANAGEMENT CONTRACTS

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

附屬公司的董事

於本年度及截至本董事會報告日期，在香港及英屬維爾京群島註冊成立的本公司附屬公司的董事包括楊田洲、崔麗霞、俞雄偉、齊航、姚艷麗、李銳、劉文東、張傳義、馬南及王天霖。

於本年度及於本董事會報告日期，本公司中國附屬公司的董事包括張斌、楊田洲、俞雄偉、張傳義、李銳、閻寧、姜文傑及黃茂祝。

獲准許的彌償條文

在受限於適用法律的前提下，根據本公司的章程細則，每名董事如因執行其職務或其他有關行動而承受或招致任何損失或法律責任，均有權獲得以本公司資產作出的彌償。有關條款於本年度整年有效，截至本董事會報告日期仍然有效。

董事之交易、安排及合約權益

本公司、或其任何控股公司、附屬公司或旗下附屬公司並無訂立董事(包括本年度任何時候身為董事的任何人士)或與董事相關的實體擁有重大權益(不論直接或間接)且於本年度期間內任何時間訂立或仍然存續之交易、安排或重大合約。

競爭權益

於本年度內，概無董事及其各自的緊密聯繫人參與正與或可能與本集團業務直接或間接構成競爭的任何業務或於該業務中擁有權益。

管理合約

本年度內概無訂立或存在與本集團全部或任何重大部分業務有關的管理及行政合約。

Directors' Report

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the Directors and chief executive of the Company who had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code are as follows:

Long Position

董事及行政總裁持有股份、相關股份及債券之權益及淡倉

於二零二二年十二月三十一日，本公司董事及主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券擁有根據證券及期貨條例第352條須予存置之登記冊記錄；或根據標準守則已另行知會本公司及聯交所之權益或淡倉如下：

好倉

Name of Director	Interests in the Company or its associated corporation	Nature of interest	Class of shares	Number of shares	Approximate percentage of issued share capital as at 31 December 2022 於二零二二年十二月三十一日約佔已發行股本百分比
董事姓名	於本公司或其相聯法團的權益	權益性質	股份類別	股份數目	
Zhang Bin 張斌	The Company 本公司	Beneficial owner 實益擁有人	Ordinary 普通	314,642	0.01%

Save as disclosed above, as at 31 December 2022, none of the Directors or the chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二二年十二月三十一日，概無本公司董事或主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有任何須記錄於根據證券及期貨條例第352條須存置於登記冊內之權益或淡倉，或根據標準守則已另行知會本公司及聯交所之權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

主要股東持有股份及相關股份之權益及淡倉

As at 31 December 2022, so far as was known to the Directors, the following persons, other than the Directors or chief executive of the Company, had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

於二零二二年十二月三十一日，據董事所知，根據本公司按照證券及期貨條例第336條或須存置之主要股東登記冊記錄，以下人士(本公司董事或行政總裁除外)於本公司股份或相關股份中擁有權益或淡倉：

Long Position

好倉

Name of shareholder	Nature of interest	Class of shares	Number of shares	Approximate percentage of issued share capital of the Company as at 31 December 2022 於二零二二年十二月三十一日已發行股本百分比約佔本公司
股東名稱	權益性質	股份類別	股份數目	
CCHK 誠通香港	Beneficial owner (Note) 實益擁有人(附註)	Ordinary 普通	3,169,656,217	53.14%
CCHG 誠通控股	Interest in controlled corporation (Note) 受控制法團權益(附註)	Ordinary 普通	3,169,656,217	53.14%

Note: The entire issued share capital of CCHK is beneficially owned by CCHG. Under the SFO, CCHG is deemed to be interested in all the shares of the Company held by CCHK.

附註：誠通香港之全部已發行股本由誠通控股實益擁有。根據證券及期貨條例，誠通控股被視為於誠通香港持有之所有本公司股份中擁有權益。

Save as disclosed above, as at 31 December 2022, so far as was known to the Directors, no other person, other than the Directors or chief executive of the Company, had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文所披露外，於二零二二年十二月三十一日，據董事所知，概無任何其他人士(本公司董事或行政總裁除外)於本公司的股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊的權益或淡倉。

Directors' Report

董事會報告

EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreements entered into by the Company during the year or subsisting at the end or at any time of the year are set out below:

Share Option Scheme

Pursuant to an ordinary resolution passed at the AGM of the Company held on 27 June 2013, the Company has adopted the Share Option Scheme which shall be valid and effective for a period of 10 years commencing on the date it was adopted and will end on 26 June 2023. The purpose of the Share Option Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any invested entity.

Under the terms of the Share Option Scheme, eligible participants of the Share Option Scheme include (a) any employee (whether full time or part time, including any executive director but excluding any non-executive director) of, or any individual for the time being seconded to work for, the Company, any subsidiary or any entity in which any member of the Group holds any equity interest (“**Invested Entity**”) or any employee or officer of the controlling shareholder of the Company; (b) any non-executive director (including independent non-executive directors) of the Company, any subsidiary of the Company or any Invested Entity; (c) any suppliers of goods or services to any member of the Group or any Invested Entity; (d) any customer of the Group or any Invested Entity; (e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued or proposed to be issued by any member of the Group or any Invested Entity; (g) any adviser (professional or otherwise) or consultant to the Group relating to any area of business or business development of any member of the Group or any Invested Entity; and (h) any joint venture or business partner of the Group who have contributed or may contribute to the development and growth of the Group. Following the amendments to Chapter 17 of the Listing Rules which came into effect on 1 January 2023, the Company will only grant options to such eligible participants which are permitted under the Listing Rules.

股票掛鈎協議

本公司於本年度內訂立或於本年度末或任何時間有效的股票掛鈎協議詳情載列如下：

購股權計劃

根據二零一三年六月二十七日舉行的本公司股東週年大會上通過的普通決議案，本公司採納了購股權計劃。購股權計劃自其被採納之日起生效，有效期為10年直至二零二三年六月二十六日止。購股權計劃旨在鼓勵或獎賞對本集團作出貢獻的參與者及／或使本集團能招攬及挽留高質素僱員，以及吸納對本集團及任何投資實體而言屬寶貴之人力資源。

根據購股權計劃的條款，購股權計劃的合資格參與者包括：(a)本公司、本集團的任何附屬公司或任何本集團成員持有任何股權的實體(「**投資實體**」)的任何僱員(全職或兼職，包括任何執行董事，但不包括任何非執行董事)或暫時被調派到本公司、本集團的任何附屬公司或投資實體的人士，或任何本公司控股股東的僱員或高級人員；(b)本公司、其附屬公司或任何投資實體的任何非執行董事(包括獨立非執行董事)；(c)本集團任何成員公司或任何投資實體的任何貨物或服務供應商；(d)本集團或任何投資實體的任何客戶；(e)向本集團或任何投資實體提供研發或其他技術支援的任何個人或實體；(f)本集團任何成員公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體發行或擬發行的任何證券的任何持有人；(g)本集團任何成員公司或任何投資實體有關本集團業務範疇或業務發展的任何專家顧問(專業或其他)或顧問；及(h)為本集團的發展與成長作出貢獻或可能作出貢獻的本集團之任何合營企業或商業夥伴。於二零二三年一月一日生效的上市規則第十七章修訂後，本公司將僅向上市規則所允許的合資格參與者授出購股權。

Ordinary shares of the Company may be allotted and issued upon the exercise of the options granted under the Share Option Scheme. The total number of shares of the Company which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares of the Company in issue as at the date on which the Share Option Scheme was adopted (ie. not exceeding 484,073,477 shares). As no share option has been granted under the Share Option Scheme since its adoption, the number of options available for grant under the existing scheme limit as at 1 January 2022 and 31 December 2022 and the maximum number of shares of the Company which may be issued upon exercise of all options that may be granted under the existing scheme limit is 484,073,477 shares (representing approximately 8.12% of the issued share capital of the Company as at the date of this annual report). The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the issued share capital of the Company (or the subsidiaries) from time to time.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised, cancelled or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company. Any further grant of options in excess of such limit in any 12-month period up to and including the date of such further grant shall be subject to shareholders' approval in general meeting of the Company with such participant and his/her associates abstaining from voting.

An offer of the grant of an option under the Share Option Scheme may be accepted within 21 days from the date of grant together with a remittance of HK\$1.00 by way of consideration for the grant thereof. An option may be exercised during such period as the Board may in its absolute discretion determine, save that such period shall not be more than 10 years from the date of grant.

Unless the Directors otherwise determine and state in the offer to a grantee, a grantee is not required to hold an option for any minimum period nor achieve any performance targets before any options granted under the Share Option Scheme can be exercised.

The subscription price for the shares of the Company on the exercise of the option shall be determined at the discretion of the Board which shall not be less than the higher of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares (note).

Please refer to the circular of the Company dated 28 May 2013 for more details of the Share Option Scheme.

在行使根據購股權計劃授出之購股權後，本公司普通股可被配發及發行。所有根據購股權計劃及本集團任何其他購股權計劃，將授出的購股權獲行使後可供配發及發行的本公司股份總數合共不得超過本公司於購股權計劃獲採納當日已發行股份10%（即不超過484,073,477股股份）。由於自採納購股權計劃以來並無根據購股權計劃授出購股權，於二零二二年一月一日及二零二二年十二月三十一日，根據現有計劃限額可供授出購股權數目及根據現有計劃限額可能授出的所有購股權獲行使時可予發行的本公司股份最高數目為484,073,477股股份（相當於本公司於本年報日期已發行股本約8.12%）。根據購股權計劃及本集團任何其他購股權計劃所有已授出而尚未行使的未兌現購股權獲行使後可供配發及發行的股份最大數額不得超過本公司（或附屬公司）不時發行的已發行股本總額的30%。

已發行股份總數，以及因於任何十二個月內根據購股權計劃及本集團任何其他購股權計劃授予各參與者的購股權（包括已行使、已取消或未兌現的購股權）獲行使而需發行的股份，不得超過本公司的已發行股本的1%。任何進一步授出多於任何十二個月期限直至及包括該作出進一步授出日期的購股權須待股東於本公司股東大會（該等參與者及其聯繫人放棄於會上投票）上批准方可作實。

購股權計劃項下授出的購股權可於授出之日起21日內於接受所授出的購股權後匯款支付港幣1.00元作為授出購股權的代價而被接納。此期間內，董事會可按其絕對酌情權決定行使購股權，惟該期間不得超過授出日期10年。

除非董事另行決定及於向承授人授出購股權時表明，否則承授人毋須按任何最短期間持有購股權，亦毋須於行使按購股權計劃獲授的購股權前達致任何表現目標。

本公司股份行使購股權的認購價應由董事會酌情釐定，且不得低於下列三者之最高者：(i)本公司股份於授出購股權日期在聯交所每日報價表所報之收市價；(ii)本公司股份於緊接授出購股權日期前五個交易日在聯交所每日報價表所報之平均收市價；及(iii)本公司股份之面值（附註）。

有關購股權計劃的更多詳情，請參閱本公司日期為二零一三年五月二十八日的通函。

Directors' Report

董事會報告

During the year, no option was granted, exercised, cancelled or lapsed under the Share Option Scheme. There was no option outstanding at the beginning and at the end of the year.

Note: Pursuant to the Companies Ordinance, which came into operation on 3 March 2014, the shares of the Company have ceased to have nominal value.

Share Award Scheme

The Share Award Scheme of the Company expired on 30 June 2022. The purpose of the Share Award Scheme was to provide a means to (i) recognise the contributions by certain full-time employees and directors (including executive directors, non-executive directors and independent non-executive directors) of the Group selected by the Board for participation in the Share Award Scheme (collectively, the “**Selected Employees**”) and to give incentives to them for the continual operation and development of the Group; and (ii) attract suitable personnel for the growth and further development of the Group.

Pursuant to the Share Award Scheme, shares of the Company could be awarded, with the approval of the Board, to Selected Employees based on, inter alia, their work performance and such other matters that the Board considers relevant. Shares awarded under the Share Award Scheme could be offered to the Selected Employees for no consideration but subject to certain conditions (including vesting conditions) to be decided by the Board at the time of grant of the shares awarded under the Share Award Scheme. A Selected Employee should be entitled to receive the awarded shares in accordance with the vesting schedule upon the Selected Employee having satisfied all vesting conditions specified by the Board at the time of making the award. Unless otherwise determined by the Board at its absolute discretion, awarded shares and the related income (if any) should vest in the Selected Employee on the first anniversary date of the date of award, provided that the Selected Employee remained at all times after the date of award and on the vesting date a full-time employee or director of the Group. Vesting of the shares could also be conditional on the execution of the relevant documents by the Selected Employee to effect the transfer of the shares from the trustee of the Share Award Scheme.

The Board should not make any further award which could result in the total number of shares awarded by the Board under the Share Award Scheme exceeding 1% of the total number of shares in issue of the Company as at 1 July 2017 (being 58,087,347 shares, representing approximately 0.97% of the issued shares of the Company as at the date of this annual report). There was no maximum entitlement of each participant under the Share Award Scheme. As no share award has been granted under the Share Award Scheme since its adoption, the number of awards available for grant under the Share Award Scheme as at 1 January 2022 was 58,087,347 shares. With the expiry of the Share Award Scheme on 30 June 2022, no share award could be granted as at 31 December 2022.

於本年度，根據購股權計劃概無任何已授出、行使、撤銷或失效之購股權。於本年度初及本年度末均無任何尚未行使之購股權。

附註：根據二零一四年三月三日生效的《公司條例》，本公司股份已不再有賬面值。

股份獎勵計劃

本公司的股份獎勵計劃於二零二二年六月三十日到期。股份獎勵計劃的目的旨在提供方法以(i)表揚董事會選定的參與股份獎勵計劃的本集團若干全職僱員及董事(包括執行董事、非執行董事及獨立非執行董事)(統稱「**經甄選僱員**」)的貢獻並給予他們獎勵以促進本集團持續經營及發展；及(ii)吸引合適人才為本集團成長及進一步發展效力。

根據股份獎勵計劃，按照包括工作表現及其他董事會認為相關的事項等條件的經甄選僱員在得到董事會批准後獲得本公司股份。根據股份獎勵計劃的獲獎股份以無代價形式授予經甄選僱員，惟須受董事會根據股份獎勵計劃授予獲獎股份時所決定的若干條件(包括行權條件)所規限。經甄選僱員達成董事會於作出獎勵時訂明的所有歸屬條件後，即有權根據歸屬時間表領取獎勵股份。除非董事會全權酌情釐定，否則獎勵股份及有關收入(如有)應於獎勵日期第一週年當日歸屬於經甄選僱員，惟經甄選僱員於獎勵日期後及於歸屬日期一直仍為本集團的全職僱員或董事。股份歸屬亦以經甄選僱員簽署相關文件令股份獎勵計劃的受託人股份轉讓生效為條件。

董事會不得作出會導致董事會根據股份獎勵計劃所獎勵股份總數超過於二零一七年七月一日已發行本公司股份總數之1%(即58,087,347股股份，佔於本年度報告日期已發行本公司股份約0.97%)的任何進一步獎勵。根據股份獎勵計劃，每位參與者並無權益上限。由於自採納股份獎勵計劃以來，尚未根據股份獎勵計劃授予股份獎勵，截至二零二二年一月一日，根據股份獎勵計劃可授予的獎勵數目為58,087,347股股份。由於股份獎勵計劃於二零二二年六月三十日屆滿，故於二零二二年十二月三十一日不得授予任何股票獎勵。

Directors' Report

董事會報告

During the year, no share was purchased by the trustee for the purpose of the Share Award Scheme and no award of share was granted under the Share Award Scheme. As at the date of expiry of the Share Award Scheme and the date of this annual report, the trustee was still holding 11,750,000 shares of the Company which were purchased for the purpose of the Share Award Scheme. Such shares will be dealt with in due course.

Please refer to note 34(b) to the financial statements for more details of the Share Award Scheme.

Apart from the foregoing, at no time during the year was the Company, or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CONTINUING CONNECTED TRANSACTIONS

On 20 July 2022, the Company and CCHG entered into the finance lease services framework agreement ("**Framework Agreement**"), pursuant to which the relevant member of the Group (as lessor) will provide finance lease services, in relation to certain leased assets to be selected, to the relevant member of the CCHG group (as lessee) which comprises CCHG, its subsidiaries and 30%-controlled companies but excluding the Group and Chengtong World Trade Limited ("**CCHG Group**") by way of, including but not limited to, sale and leaseback services and direct finance lease services:

- (i) under the sale and leaseback services, the relevant member of the Group (as lessor) would purchase the leased assets from the relevant member of the CCHG Group (as lessee) at a purchase price (i.e. the principal amount), and then lease such leased assets to the relevant member of the CCHG Group in return for lease payments; and
- (ii) under the direct finance lease services, the relevant member of the Group (as lessor) would purchase the leased assets from the relevant supplier or seller pursuant to the instructions given by the relevant member of the CCHG Group (as lessee), and then lease such leased assets to the relevant member of the CCHG Group in return for lease payments.

The relevant member(s) of the CCHG Group and the relevant member(s) of the Group may from time to time enter into individual agreements ("**Individual Agreements**") in relation to the subject matters contemplated under the Framework Agreement upon and subject to the terms and conditions in compliance with those of the Framework Agreement.

於本年度內，受託人並無就股份獎勵計劃購買任何股份，且概無根據股份獎勵計劃授出股份獎勵。於股份獎勵計劃屆滿日期及本年報日期，受託人仍持有就股份獎勵計劃而購買的11,750,000股本公司股份。該等股份將於適當時候予以處理。

有關股份獎勵計劃的進一步詳情，請參閱財務報表附註34(b)。

除上述者外，本公司或任何其控股公司、附屬公司或同系附屬公司於本年度任何時間概無訂立任何安排，致使董事能透過購買本公司或任何其他法人團體之股份或債券而獲利。

持續關連交易

於二零二二年七月二十日，本公司與誠通控股訂立融資租賃服務框架協議(「**框架協議**」)，據此，本集團相關成員公司(作為出租人)將就擬選擇的若干租賃資產以(包括但不限於)售後回租服務及直接融資租賃服務的方式向誠通控股集團相關成員公司(作為承租人)(包括誠通控股、其附屬公司及30%受控公司，但不包括本集團及誠通國際貿易有限公司(「**誠通控股集團**」))提供融資租賃服務：

- (i) 就售後回租服務而言，本集團相關成員公司(作為出租人)以購買價(即本金額)向誠通控股集團相關成員公司(作為承租人)購買租賃資產，然後將該等租賃資產租賃予誠通控股集團相關成員公司以換取租賃付款；及
- (ii) 就直接融資租賃服務而言，本集團相關成員公司(作為出租人)根據誠通控股集團相關成員公司(作為承租人)的指示向相關供應商或賣方購置租賃資產，隨後將該等租賃資產租賃予誠通控股集團相關成員公司以換取租賃付款。

誠通控股集團相關成員公司及本集團相關成員公司可不時就框架協議項下擬進行的標的事項訂立個別協議(「**個別協議**」)，惟須遵守框架協議的條款及條件並受其所規限。

Directors' Report 董事會報告

The Framework Agreement is of a term effective from 8 September 2022, being the date of approval of the same by the independent shareholders of the Company at a general meeting, to 31 December 2024 (both days inclusive), and the contract periods of the Individual Agreements are expected to range from one year to six years.

The amount of lease payments to be received by the Group may be calculated based on a fixed lease interest rate or a variable lease interest rate linked to the LPRs, and shall be fair and reasonable, determined after arm's length negotiation between the relevant member of the Group and the CCHG Group taking into account the prevailing market conditions when the relevant Individual Agreement is entered into. The lease payments shall be paid by the lessee during the lease term by installments, which may be quarterly, semi-annually or otherwise, in the manner to be specified in the relevant Individual Agreement.

The annual caps on the total principal and lease payments (taking into account the aggregate amounts of interests and other payables (including handling fees)) receivable by the Group for the transactions contemplated under the Framework Agreement for the year ended 31 December 2022 and the years ending 31 December 2023 and 2024 are RMB500 million, RMB1,021 million and RMB1,677 million respectively.

Further details of the Framework Agreement are set out in the announcement and circular of the Company dated 20 July 2022 and 22 August 2022 respectively.

As at 31 December 2022, the total outstanding balance of the principal and lease payments (taking into account the aggregate amounts of interests and other payables (including handling fees)) receivable by the Group for the transactions contemplated under the Framework Agreement was approximately RMB399.48 million, and has not exceeded the above-mentioned annual cap for the year ended 31 December 2022.

As at the date of the Framework Agreement, CCHG was interested in approximately 53.14% of the total issued share capital of the Company and was the ultimate holding company of the Company. Thus, CCHG was a connected person of the Company under the Listing Rules. As such, the transactions contemplated under the Framework Agreement constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The Company has established certain internal control and risk management procedures to ensure that the continuing connected transactions with the CCHG Group were conducted in accordance with the Framework Agreement. All independent non-executive Directors have reviewed the continuing connected transactions with the CCHG Group and confirmed that such transactions have been entered into:

(a) in the ordinary and usual course of business of the Group;

框架協議的有效期自二零二二年九月八日(即本公司獨立股東於股東大會上批准該協議的日期)起至二零二四年十二月三十一日止(包括首尾兩日)，而個別協議的合約期預計介乎一年至六年。

本集團將收取的租賃付款金額可根據與貸款報價利率掛鈎的固定租賃利率或可變租賃利率計算，並須屬公平合理，由本集團相關成員公司與誠通控股集團經考慮訂立有關個別協議時的現行市況後公平磋商釐定。租賃付款須由承租人於租賃期內按有關個別協議指定的方式分期(每季度、每半年或其他時間長度)支付。

截至二零二二年十二月三十一日止年度以及截至二零二三年及二零二四年十二月三十一日止年度，本集團就框架協議項下擬進行交易應收的本金總額及租賃付款總額(經計及利息及其他應付款項(包括手續費)總額)的年度上限分別為人民幣5億元、人民幣10億2,100萬元及人民幣16億7,700萬元。

有關框架協議之進一步詳情載於本公司日期分別為二零二二年七月二十日及二零二二年八月二十二日的公告及通函。

於二零二二年十二月三十一日，本集團就框架協議項下擬進行交易應收的本金及租賃付款(經計及利息及其他應付款項(包括手續費)總額)的未償還結餘總額約人民幣3億9,948萬元，並無超過上述截至二零二二年十二月三十一日止年度的年度上限。

於框架協議日期，誠通控股於本公司已發行股本總額中擁有約53.14%權益，並為本公司的最終控股公司。因此，根據上市規則，誠通控股為本公司的關連人士，故根據上市規則第14A章，框架協議項下擬進行交易構成本公司的持續關連交易。

本公司已設立若干內部監控及風險管理程序，以確保與誠通控股集團的持續關連交易乃根據框架協議進行。全體獨立非執行董事已審閱與誠通控股集團的持續關連交易，並確認該等交易乃：

(a) 於本集團的日常及一般業務過程中訂立；

Directors' Report 董事會報告

- (b) on normal commercial terms or better; and
- (c) in accordance with the relevant agreements governing them, and on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditors, Baker Tilly Hong Kong Limited, was engaged to report on the continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised), "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised), "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Baker Tilly Hong Kong Limited has issued a letter containing its conclusions in respect of the continuing connected transactions with the CCHG Group in accordance with Rule 14A.56 of the Listing Rules. The Board has reviewed such letter and acknowledged that the auditors have confirmed the following:

- (a) nothing has come to their attention that causes them to believe that the continuing connected transactions with the CCHG Group have not been approved by the Board;
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (c) nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (d) with respect to the aggregate amount of the transactions, nothing has come to their attention that causes them to believe that the continuing connected transactions with the CCHG Group have exceeded the annual cap as set by the Company.

A copy of the above auditors' letter has been provided by the Company to the Stock Exchange pursuant to Rule 14A.57 of the Listing Rules.

The Directors confirm that the related party transactions during the year as disclosed in note 36(a) to the financial statements fall under the definition of "connected transaction" or "continuing connected transaction" (as the case may be) in Chapter 14A of the Listing Rules. The Directors confirm that the Company has, where applicable, complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

- (b) 按一般商業條款或更佳的條款訂立；及
- (c) 根據有關交易的協議條款進行，而交易條款屬公平合理，且符合本公司股東的整體利益。

本公司核數師天職香港會計師事務所有限公司已獲聘以根據香港會計師公會頒佈的《香港核證工作準則》第3000號(經修訂)「審核或審閱歷史財務資料以外的核證工作」，並參考實務說明第740號(經修訂)「關於香港上市規則所述持續關連交易的核數師函件」就持續關連交易作出報告。天職香港會計師事務所有限公司已根據上市規則第14A.56條發出函件，當中載有其有關與誠通控股集團進行的持續關連交易的結論。董事會已審查了該等函件，並知悉核數師已確認以下事項：

- (a) 彼等並無注意到任何事項致使彼等相信與誠通控股集團的持續關連交易未獲董事會批准；
- (b) 就本集團提供商品或服務所涉及的交易而言，彼等並無注意到任何事項致使彼等相信該等交易在所有重大方面並無根據本集團的定價政策進行；
- (c) 彼等並無注意到任何事項致使彼等相信該等交易在所有重大方面並無根據規管該等交易的相關協議進行；及
- (d) 就該等交易的總金額而言，彼等並無注意到任何事項致使彼等相信與誠通控股集團的持續關連交易已超過本公司設定的年度上限。

本公司已根據上市規則第14A.57條向聯交所提供上述核數師函件的副本。

董事確認，於財務報表附註36(a)披露的本年度的關連方交易屬於上市規則第14A章內「關連交易」或「持續關連交易」(視情況而定)定義的範圍。董事確認本公司已遵守上市規則第14A章的披露規定(如適用)。

Directors' Report

董事會報告

The Directors confirm that the related party transactions during the year as disclosed in notes 36(b) and 36(c) to the financial statements do not fall under the definition of “connected transaction” or “continuing connected transaction” (as the case may be) in Chapter 14A of the Listing Rules.

Save as disclosed above and in note 36(a) to the financial statements, (i) no contract of significance was entered into by and/or subsisted between the Group and the controlling shareholder or any of its subsidiaries during the year; and (ii) no contract of significance in relation to provision of services by the controlling shareholder or any of its subsidiaries to the Group was entered into and/or subsisted during the year.

SUFFICIENCY OF PUBLIC FLOAT

As at the latest practicable date prior to the issue of this annual report, based on information that was publicly available to the Company and to the best knowledge of the Directors, the Directors confirmed that the Company had maintained sufficient public float as required under the Listing Rules.

FINANCIAL SUMMARY

A summary of the Group's results and its assets and liabilities for the year and the past four financial years is set out on pages 227 to 228 of this annual report.

CHANGE OF AUDITORS

BDO Limited (“**BDO**”) has resigned as the auditors of the Company with effect from 25 November 2022. With the recommendation of the Audit Committee, the Board has resolved to appoint Baker Tilly Hong Kong Limited as the new auditors of the Company with effect from 25 November 2022 to fill the casual vacancy arising from the resignation of BDO and to hold office until the conclusion of the next AGM of the Company.

Save as disclosed above, there was no other change in the auditors of the Company in any of the preceding three years.

董事確認，根據財務報表附註36(b)及36(c)披露的本年度的關連方交易不屬於上市規則第14A章內「關連交易」或「持續關連交易」(視情況而定)定義的範圍。

除上文及財務報表附註36(a)所披露者外，(i)於本年度本集團及控股股東或其任何附屬公司之間概無訂立及／或存在任何重大合約；及(ii)概無有關由控股股東或其任何附屬公司向本集團提供服務的重大合約於本年度內訂立及／或仍然存續。

足夠公眾持股量

於發佈本年度報告前之最後實際可行日期，根據公開途徑所得的資料及就董事所知，董事確認本公司一直維持上市規則所規定的足夠公眾持股量。

財務概要

本集團本年度及過去四個財政年度之業績以及其資產及負債之概要已載於本年度報告第227頁至228頁。

更換核數師

香港立信德豪會計師事務所有限公司(「立信德豪」)已辭任本公司核數師，自二零二二年十一月二十五日起生效。根據審核委員會的推薦建議，董事會已議決委任天職香港會計師事務所有限公司為本公司新任核數師，自二零二二年十一月二十五日起生效，以填補立信德豪辭任而產生的臨時空缺，任期直至本公司下屆股東週年大會結束為止。

除上文所披露者外，本公司核數師於過去三年並無其他變動。

Directors' Report 董事會報告

AUDITORS

The consolidated financial statements of the Company for the year have been audited by Baker Tilly Hong Kong Limited.

A resolution will be proposed at the forthcoming AGM of the Company to re-appoint Baker Tilly Hong Kong Limited as auditors of the Company.

By order of the Board

Zhang Bin

Chairman

Hong Kong, 8 March 2023

核數師

本年度之本公司綜合財務報表經天職香港會計師事務所有限公司審核。

於即將召開的本公司股東週年大會上將提呈一項決議，以重新委任天職香港會計師事務所有限公司為本公司核數師。

承董事會命

主席

張斌

香港，二零二三年三月八日

Independent Auditor's Report 獨立核數師報告



TO THE MEMBERS OF CHINA CHENGTONG DEVELOPMENT GROUP LIMITED

(incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of China Chengtong Development Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 79 to 224, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**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.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the 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.

致中國誠通發展集團有限公司列位股東

(於香港註冊成立之有限公司)

意見

我們已審計中國誠通發展集團有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)載列於第79頁至224頁之綜合財務報表，該等綜合財務報表包括於二零二二年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益表、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，以及綜合財務報表之附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則(「**香港財務報告準則**」)真實而公平地反映 貴集團於二零二二年十二月三十一日之綜合財務狀況以及其截至該日止年度之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。

意見之基礎

我們根據香港會計師公會頒佈之香港審計準則(「**香港審計準則**」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈之專業會計師道德守則(「**守則**」)，本核數師獨立於 貴集團，並已履行守則中之其他道德責任。我們相信，我們所獲得之審計憑證能充足及適當地為我們之審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

Key audit matter

關鍵審計事項

關鍵審計事項

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

How our audit addressed the key audit matter

我們進行審核時如何處理關鍵審計事項

Impairment assessment of finance lease receivables and loans receivable

融資租賃應收款項及應收貸款之評估減值

We identified the impairment assessment of finance lease receivables and loans receivable as a key audit matter due to the significance of finance lease receivables and loans receivable to the consolidated financial statements as a whole and the use of judgement and estimates by management in assessing the recoverability of finance lease receivables and loans receivable.

我們將融資租賃應收款項及應收貸款的減值評估識別為關鍵審計事項，乃由於融資租賃應收款項及應收貸款對綜合財務報告整體而言屬重大，且管理層於評估融資租賃應收款項及應收貸款的可收回性時使用判斷及估計。

Management performed periodic assessment on the recoverability of the finance lease receivables and loans receivable and the sufficiency of impairment loss allowance based on information including credit profile of the borrowers, historical settlement records, subsequent settlement status, ageing of the finance lease receivables and loans receivable, value of the collaterals and expected timing and amount of realisation of outstanding balances. Management also considered forward-looking information that may impact the ability of the borrowers to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment.

管理層已根據借款人之信貸資料、過往還款紀錄、其後還款狀況、融資租賃應收款項及應收貸款之賬齡、抵押品價值以及變現未償還結餘之預期時間及金額定期評估融資租賃應收款項及應收貸款是否可收回及減值虧損撥備是否足夠。管理層亦考慮可能影響借款人償還未償還結餘之能力之前瞻性資料，以估計減值評估之預期信貸虧損。

As set out in note 21 to the consolidated financial statements, as at 31 December 2022, the Group had gross finance lease receivables and loans receivable of approximately HK\$8,234,077,000 and impairment loss allowance of approximately HK\$16,503,000.

誠如綜合財務報告附註21所載，於二零二二年十二月三十一日，貴集團的融資租賃應收款項及應收貸款總額約為港幣8,234,077,000元及減值虧損撥備約為港幣16,503,000元。

Our procedures in relation to the management's impairment assessment on finance lease receivables and loans receivable included:

我們就管理層對融資租賃應收款項及應收貸款之減值評估進行之程序包括：

- obtaining an understanding of the Group's expected credit loss policy and methodology for impairment assessment;
了解 貴集團之預期信貸虧損政策及有關的減值評估方法；
- reviewing the reasonableness of management's estimation in expected timing of collection and the credit quality of individual borrowers, including the background of the borrowers and their credit worthiness, collection history and value of collaterals; and
檢討管理層對預期收款時間及個別借款人之信貸質素之估計(包括借款人之背景及信譽、收款紀錄及抵押品價值)是否合理；及
- checking the accuracy of the ageing classification of the finance lease receivables and loans receivable balances on a sampling basis.
抽樣核實融資租賃應收款項及應收貸款結餘之賬齡分類是否準確。

Independent Auditor's Report

獨立核數師報告

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion on those statements on 4 March 2022.

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 THE 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.

其他事宜

貴集團截至二零二一年十二月三十一日止年度的綜合財務報告由另一名核數師審核，該核數師於二零二二年三月四日就該等報表發表無保留意見。

其他信息

貴公司董事須對其他信息承擔責任。其他信息包括載於年度報告之信息，惟不包括綜合財務報表及我們之核數師報告。

我們對綜合財務報表作出之意見並無涵蓋其他信息，而我們不會對其他信息發表任何形式之核證結論。

就我們審計綜合財務報表而言，我們之責任為閱讀其他信息，從而考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大不符，或似乎存在重大錯誤陳述。倘若我們基於已進行之工作認為其他信息出現重大錯誤陳述，我們須報告有關事實。在這方面，我們沒有任何報告。

董事及管治層就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例，編製真實公平之綜合財務報表，及董事釐定對編製綜合財務報表屬必要之有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致之重大錯誤陳述。

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

管治層須負責監督貴集團之財務報告過程。

Independent Auditor's Report 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審核綜合財務報表須承擔之 責任

我們之目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致之重大錯誤陳述，並發出載有我們意見之核數師報告，且根據香港公司條例第405條僅向閣下(作為整體)作出，不作其他用途。我們概不就本報告之內容對任何其他人士負責或承擔任何責任。合理確定屬高層次之核證，惟根據香港審計準則進行之審計工作不能保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險、設計及執行審計程序以應對該等風險，以及獲取充足及適當之審計憑證，作為我們的意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控之情況，因此未能發現因欺詐而導致之重大錯誤陳述風險高於未能發現因錯誤而導致之重大錯誤陳述風險。
- 了解與審計相關之內部監控，以設計適當之審計程序，但目的並非對貴集團內部監控之有效性發表意見。
- 評估董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論，並根據所獲取之審計憑證，確定是否存在與可能導致對貴集團之持續經營能力產生重大疑慮之事項或情況有關之重大不確定性。倘我們認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中之相關披露。倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期止所取得之審計憑證。然而，未來事項或情況可能導致貴集團無法持續經營。

Independent Auditor's Report

獨立核數師報告

- 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.
- 評估綜合財務報表之整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就貴集團內實體或業務活動之財務信息獲取充足及適當之審計憑證，以便對綜合財務報表發表意見。我們負責集團審計之方向、監督及執行。我們為審計意見承擔全部責任。

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 matter communicated with those charged with governance, we determine this matter that was of most significance in the audit of the consolidated financial statements of the current period and is therefore the key audit matter. We describe this matter 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 director on the audit resulting in this independent auditor's report is Wan Wing Ping.

除其他事項外，我們與管治層就計劃的審計之範圍、時間安排及重大審計發現進行溝通，該等發現包括我們在審計過程中識別之內部監控之任何重大缺失。

我們亦向管治層作出聲明，指出我們已符合有關獨立性之相關道德要求，並與彼等溝通可能被合理認為會影響我們的獨立性之所有關係及其他事宜，以及為消除威脅採取之行動或採用之防範措施(如適用)。

從與管治層溝通之事項中，我們釐定對本期間綜合財務報表之審計至關重要之事項，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見之情況下，倘合理預期在我們的報告中溝通某事項造成之負面後果超出有關溝通之公眾利益，則我們決定不應在報告中傳達該事項。

出具本獨立核數師報告的審計項目董事為溫永平。

Baker Tilly Hong Kong Limited

Certified Public Accountants

Hong Kong, 8 March 2023

Wan Wing Ping

Practising Certificate Number P07471

天職香港會計師事務所有限公司

執業會計師

香港，二零二三年三月八日

溫永平

執業證書編號P07471

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 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\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Revenue	營業額	5	1,277,390	1,172,679
Costs of revenue	收益成本		(1,025,044)	(900,373)
Gross profit and net interest income	毛利及利息收入淨額		252,346	272,306
Other income and gains, net	其他收入及收益淨額	7	24,829	29,088
Selling expenses	銷售費用		(12,528)	(15,943)
Administrative expenses	行政費用		(120,617)	(107,622)
Fair value loss on investment properties	投資物業之公平值虧損	15	(6,238)	(1,656)
Finance costs	融資成本	8	(15,561)	(6,361)
Profit before tax	除稅前溢利		122,231	169,812
Income tax expense	所得稅開支	9	(44,943)	(64,120)
Profit for the year	年內溢利	10	77,288	105,692
Profit for the year attributable to:	應佔年內溢利：			
Owners of the Company	本公司擁有人		76,066	104,222
Non-controlling interests	非控股權益		1,222	1,470
			77,288	105,692
Earnings per share	每股盈利			
– Basic and diluted	– 基本及攤薄	13	HK1.28 cents 港仙	HK1.78 cents 港仙

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 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\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Profit for the year	年內溢利	77,288	105,692
Other comprehensive (expense)/income Items that will not be reclassified to profit or loss:	其他全面(開支)/收益 將不可重新分類至 損益之項目：		
Net change in fair value of equity investments at fair value through other comprehensive income	按公平值計入其他全面 收益的權益投資的 公平值淨變動	(11,526)	7,031
Revaluation surplus upon transfer of owner-occupied properties to investment properties	自用物業轉為投資物業時 的重估盈餘	-	3,970
Item that may be reclassified to profit or loss:	可能重新分類至損益之項目：		
Exchange differences arising on translation to presentation currency	折算呈列貨幣產生的 匯兌差額	(240,005)	63,165
Total comprehensive (expense)/income for the year	年內全面(開支)/ 收益總額	(174,243)	179,858
Total comprehensive (expense)/income attributable to:	應佔全面(開支)/ 收益總額：		
Owners of the Company	本公司擁有人	(175,465)	178,388
Non-controlling interests	非控股權益	1,222	1,470
		(174,243)	179,858

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

			2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment	14	物業、廠房及設備	702,054	307,371
Investment properties	15	投資物業	85,096	99,255
Deposits paid	17	已付按金	-	1,015
Finance lease receivables and loans receivable	21	融資租賃應收款項及 應收貸款	4,989,666	3,911,695
Other financial assets	23	其他金融資產	8,477	11,658
Loans to related parties	22	授予關連方貸款	-	36,600
Deferred tax assets	32	遞延稅項資產	3,958	-
			5,789,251	4,367,594
Current assets		流動資產		
Properties held for sale	18	持作出售物業	63,927	130,438
Properties under development	18	發展中物業	182,767	143,793
Inventories	19	存貨	6,861	23,332
Trade and other receivables	20	貿易及其他應收款項	108,326	79,888
Finance lease receivables and loans receivable	21	融資租賃應收款項及 應收貸款	3,227,908	1,953,411
Loans to related parties	22	授予關連方貸款	33,900	12,200
Other financial assets	23	其他金融資產	60,706	69,850
Tax recoverable		可收回稅項	1,528	2,628
Pledged bank deposits	25	已抵押銀行存款	61,709	4,413
Bank balances and cash	25	銀行結存及現金	472,852	1,380,259
			4,220,484	3,800,212
Current liabilities		流動負債		
Trade and other payables	26	貿易及其他應付款項	642,761	373,265
Contract liabilities	27	合同負債	139,246	136,724
Lease liabilities	28	租賃負債	3,874	3,098
Tax payables		應付稅項	25,699	35,622
Bank borrowings	29	銀行借貸	1,969,931	1,374,675
Asset-backed securities	30	資產支持證券	1,472,916	1,267,068
Unsecured other loan	31	無抵押其他貸款	600	600
Loans from related parties	22	來自關連方貸款	101,700	47,556
			4,356,727	3,238,608
Net current (liabilities)/assets		流動(負債)/資產淨值	(136,243)	561,604
Total assets less current liabilities		總資產減流動負債	5,653,008	4,929,198

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 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\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	28	4,399	–
Bank borrowings	銀行借貸	29	1,197,074	67,100
Asset-backed securities	資產支持證券	30	1,229,353	1,665,539
Loans from related parties	來自關連方貸款	22	237,300	–
Deferred tax liabilities	遞延稅項負債	32	49,632	54,857
			2,717,758	1,787,496
Net assets	資產淨值		2,935,250	3,141,702
Capital and reserves	股本及儲備	33		
Share capital	股本		2,214,624	2,214,624
Reserves	儲備		712,305	919,979
Equity attributable to owners of the Company	本公司擁有人應佔之權益		2,926,929	3,134,603
Non-controlling interests	非控股權益		8,321	7,099
Total equity	總權益		2,935,250	3,141,702

The consolidated financial statements on pages 79 to 224 were approved and authorised for issue by the board of directors on 8 March 2023 and are signed on its behalf by:

第79至224頁之綜合財務報表已於2023年3月8日由董事會批准及授權發行，並由以下董事代表董事會簽署：

Zhang Bin
張斌
Director
董事

Yang Tianzhou
楊田洲
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔之權益											
		Share capital	Capital reserve	Statutory reserve	Shares held for share award scheme	Employee share-based compensation reserve	Financial assets at fair value through other comprehensive income reserve	Revaluation reserve	Exchange reserve	Retained profits	Sub-total	Non-controlling interests	Total
		股本	資本儲備	法定儲備	為股份獎勵計劃持有之股份	以股份支付之僱員酬金儲備	按公平值計入其他全面收益之金融資產儲備	重估儲備	匯兌儲備	保留溢利	小計	非控股權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2021	於二零二一年一月一日	2,185,876	2,814	97,213	(6,494)	702	(133,568)	-	(47,420)	880,517	2,979,640	5,629	2,985,269
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	104,222	104,222	1,470	105,692
Other comprehensive income:	其他全面收益：												
Exchange differences arising on translation to presentation currency	折算呈列貨幣產生之匯兌差額	-	-	-	-	-	-	-	63,165	-	63,165	-	63,165
Net change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產之公平值淨變動	-	-	-	-	-	7,031	-	-	-	7,031	-	7,031
Revaluation surplus upon transfer of owner-occupied properties to investment properties	自用物業轉為投資物業時的重估盈餘	-	-	-	-	-	-	3,970	-	-	3,970	-	3,970
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	7,031	3,970	63,165	104,222	178,388	1,470	179,858
Dividend paid	已付股息	-	-	-	-	-	-	-	-	(52,173)	(52,173)	-	(52,173)
Shares issued as scrip dividends (notes 12 and 33)	以股代息發行股份 (附註12及33)	28,748	-	-	-	-	-	-	-	-	28,748	-	28,748
Appropriation to statutory reserve	轉撥至法定儲備	-	-	13,203	-	-	-	-	-	(13,203)	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	2,214,624	2,814	110,416	(6,494)	702	(126,537)	3,970	15,745	919,363	3,134,603	7,099	3,141,702

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

Equity attributable to owners of the Company 本公司擁有人應佔之權益

		Share capital	Capital reserve	Statutory reserve	General risk reserve	Shares held for share award scheme	Employee share-based compensation reserve	Financial assets at fair value through other comprehensive income	Revaluation reserve	Exchange reserve	Retained profits	Sub-total	Non-controlling interests	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2022	於二零二二年一月一日	2,214,624	2,814	110,416	-	(6,494)	702	(126,537)	3,970	15,745	919,363	3,134,603	7,099	3,141,702
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	76,066	76,066	1,222	77,288
Other comprehensive expenses:	其他全面開支:													
Exchange differences arising on translation to presentation currency	折算呈列貨幣產生之匯兌差額	-	-	-	-	-	-	-	-	(240,005)	-	(240,005)	-	(240,005)
Net change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產之公平值淨變動	-	-	-	-	-	-	(11,526)	-	-	-	(11,526)	-	(11,526)
Total comprehensive (expense)/income for the year	年內全面(開支)/收益總額	-	-	-	-	-	-	(11,526)	-	(240,005)	76,066	(175,465)	1,222	(174,243)
Dividend paid	已付股息	-	-	-	-	-	-	-	-	-	(32,209)	(32,209)	-	(32,209)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	16,495	-	-	-	-	-	-	(16,495)	-	-	-
Appropriation to general risk reserve	轉撥至一般風險儲備	-	-	-	91,899	-	-	-	-	-	(91,899)	-	-	-
At 31 December 2022	於二零二二年十二月三十一日	2,214,624	2,814	126,911	91,899	(6,494)	702	(138,063)	3,970	(224,260)	854,826	2,926,929	8,321	2,935,250

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 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\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Operating activities	經營活動		
Profit before tax	除稅前溢利	122,231	169,812
Adjustments for:	就以下項目調整：		
Interest income	利息收入	(16,702)	(15,431)
Dividend income	股息收入	(63)	-
Interest expense	利息開支	171,108	64,209
Interest on lease liabilities	租賃負債利息	224	255
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	39,991	42,938
Fair value loss on investment properties	投資物業之公平值虧損	6,238	1,656
Fair value gain on other financial assets measured at fair value through profit or loss ("FVTPL")	按公平值計入損益的其他金融資產之公平值收益	-	(161)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	342	5
Gain on disposal of investment properties	出售投資物業之收益	(1,786)	(360)
Impairment loss on financial assets, net	金融資產之減值虧損淨額	4,605	11,831
Operating cash flows before movements in working capital	未計營運資金變動前經營現金流量	326,188	274,754
Increase in properties under development	發展中物業增加	(50,893)	(48,098)
Decrease in properties held for sale	持作出售物業減少	58,399	52,554
Decrease/(increase) in inventories	存貨減少/(增加)	16,144	(18,468)
(Increase)/decrease in trade and other receivables	貿易及其他應收款項(增加)/減少	(28,309)	22,881
Increase in finance lease receivables and loans receivable	融資租賃應收款項及應收貸款增加	(2,855,761)	(3,693,575)
Increase in trade and other payables	貿易及其他應付款項增加	302,587	15,421
Increase in contract liabilities	合同負債增加	12,143	9,302
Cash used in operations	經營業務所用之現金	(2,219,502)	(3,385,229)
Hong Kong Profits Tax paid	已支付之香港利得稅	(650)	(2,783)
PRC enterprise income tax paid	已支付之中國企業所得稅	(53,746)	(49,684)
PRC land appreciation tax paid	已支付之中國土地增值稅	(2,389)	(1,974)
Net cash used in operating activities	經營活動所用之現金淨額	(2,276,287)	(3,439,670)
Investing activities	投資活動		
Interest received	已收利息	13,917	15,431
Dividend received	已收股息	63	-
Settlement of other financial assets	結算其他金融資產	-	45,267
Purchase of property, plant and equipment	購買物業、廠房及設備	(456,077)	(4,223)
Addition to investment properties	增加投資物業	(1,762)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項	98	3
Proceeds from disposal of investment properties	出售投資物業的所得款項	4,327	2,069
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及設備已付的按金	-	(992)
Loan to a related party	授予一名關連方貸款	-	(12,000)
Repayment of loan from a related party	償還來自一名關連方的貸款	11,600	710
Release of pledged bank deposits	釋放已抵押銀行存款	-	1,251
Placement of pledged bank deposits	存入已抵押銀行存款	(59,162)	-
Net cash (used in)/generated from investing activities	投資活動(所用)/產生之現金淨額	(486,996)	47,516

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 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\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
	Notes 附註			
Financing activities	融資活動			
Interest paid	已付利息	25(b)	(170,814)	(57,641)
New bank borrowings raised	新籌集之銀行借款	25(b)	3,383,125	1,248,358
Repayment of bank borrowings	償還銀行借款	25(b)	(1,539,480)	(166,578)
Repayment of lease liabilities	償還租賃負債	25(b)	(7,232)	(3,986)
Interest paid on lease liabilities	租賃負債之已付利息	25(b)	(224)	(255)
Loans from related parties	來自關連方的貸款	25(b)	510,960	23,280
Repayment of loans from related parties	償還來自關連方的貸款	25(b)	(209,520)	-
Proceeds from issuance of asset-backed securities	發行資產支持證券的所得款項	25(b)	1,500,800	3,396,000
Repayment of asset-backed securities	償還資產支持證券	25(b)	(1,570,955)	(516,031)
Dividends paid to the shareholders of the Company	已付本公司股東股息	12	(32,209)	(23,425)
Net cash generated from financing activities	融資活動產生之現金淨額		1,864,451	3,899,722
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(898,832)	507,568
Cash and cash equivalents at beginning of the year	於年初之現金及現金等價物		1,380,259	859,618
Effect of foreign exchange rate changes	外匯匯率變動影響		(8,575)	13,073
Cash and cash equivalents at end of the year	於年末之現金及現金等價物		472,852	1,380,259
Analysis of components of cash and cash equivalents:	現金及現金等價物組成分析：			
Bank balances and cash	銀行結存及現金		472,852	1,380,259

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1 GENERAL INFORMATION

China Chengtong Development Group Limited (the “**Company**”) is a public limited company incorporated in Hong Kong. The address of its registered office and its principal place of business is Suite 6406, 64/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. The Company is an investment holding company. The Company and its subsidiaries (hereinafter referred to as the “**Group**”) are principally engaged in investment holding, leasing, bulk commodity trading, property development and investment, marine recreation services and hotel.

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). As at 31 December 2022, the Company’s immediate holding company is China Chengtong Hong Kong Company Limited, which is incorporated in Hong Kong and the directors of the Company consider the Group’s ultimate holding company to be China Chengtong Holdings Group Limited (“**CCHG**”), a company incorporated in the People’s Republic of China (the “**PRC**”).

The consolidated financial statements are presented in Hong Kong Dollar (“**HK\$**”), which is also the functional currency of the Company.

2 APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

2.1 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 annual periods beginning on 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 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

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

1 一般資料

中國誠通發展集團有限公司(「**本公司**」)乃於香港註冊成立之公眾有限公司。其註冊辦事處及主要營業地點位於香港灣仔港灣道18號中環廣場64樓6406室。本公司為一間投資控股公司。本公司及其附屬公司(統稱為「**本集團**」)主要從事投資控股、租賃、大宗商品貿易、物業發展及投資、海上旅遊服務和酒店。

本公司之股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。於二零二二年十二月三十一日，本公司之直接控股公司為中國誠通香港有限公司(於香港註冊成立)，本公司董事認為本集團之最終控股公司為中國誠通控股集團有限公司(「**誠通控股**」)(一間於中華人民共和國(「**中國**」)註冊成立的公司)。

綜合財務報表以港幣(「**港幣**」)呈列且本公司的功能貨幣為港幣。

2 應用香港財務報告準則之修訂(「**香港財務報告準則**」)

2.1 於本年度強制生效的香港財務報告準則之修訂

於本年度，本集團首次應用由香港會計師公會(「**香港會計師公會**」)頒佈之下列香港財務報告準則之修訂，其於二零二二年一月一日開始年度期間強制生效，以編製綜合財務報表：

香港財務報告準則第3號之修訂	提述概念框架
香港財務報告準則第16號之修訂	二零二一年六月三十日後之Covid-19相關租金優惠
香港會計準則第16號之修訂	物業、廠房及設備作擬定用途前之所得款項
香港會計準則第37號之修訂	虧損性合約履行合約之成本
香港財務報告準則之修訂	香港財務報告準則二零一八年至二零二零年週期年度改進

於本年度應用香港財務報告準則之修訂對本集團於本年度及過往年度的財務狀況及業績及/或該等綜合財務報表所載之披露並無重大影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 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 ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1	Non-current liabilities with Covenants ³
Amendment to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

¹ Effective for annual periods beginning on or after 1 January 2023

² Effective for annual periods beginning on or after a date to be determined

³ Effective for annual periods beginning on or after 1 January 2024

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2 應用香港財務報告準則之修訂 (「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早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號之修訂)	保險合約 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 ²
香港財務報告準則第16號之修訂	售後租回之租賃負債 ³
香港會計準則第1號之修訂	負債分類為流動或非流動及香港詮釋第5號的相關修訂(2020年) ³
香港會計準則第1號之修訂	附帶契諾的非流動負債 ³
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	會計政策披露 ¹
香港會計準則第8號之修訂	會計估計之定義 ¹
香港會計準則第12號之修訂	與單一交易產生之資產及負債相關之遞延稅項

¹ 二零二三年一月一日或之後開始的年度期間生效

² 於待定日期或之後開始的年度期間生效

³ 二零二四年一月一日或之後開始的年度期間生效

除下文所述之經修訂香港財務報告準則外，本公司董事預期應用所有其他新訂及經修訂香港財務報告準則於可見將來將不會對綜合財務報告產生重大影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- 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*.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Based on the Group’s outstanding liabilities as at 31 December 2022, the application of the amendments will not result in reclassification of the Group’s liabilities.

2 應用香港財務報告準則之修訂 (「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第1號之修訂將負債分類為流動或非流動以及香港詮釋第5號(2020年)之相關修訂

該等修訂就評估自報告日期起至少十二個月延遲結算的權利提供澄清及額外指引，以將負債分類為流動或非流動，當中：

- 指明將負債分類為流動或非流動應基於報告期末存在的權利。具體而言，該等修訂澄清：
 - (i) 分類不應受管理層在12個月內清償負債的意圖或預期所影響；及
 - (ii) 倘該權利以遵守契諾為條件，即使貸款人在較後日期才測試是否符合條件，該權利在報告期末符合條件的情況下存在；及
- 澄清倘負債具有條款，可由對手方選擇透過轉讓實體本身的權益工具進行結算，則僅當實體應用香港會計準則第32號金融工具：呈列單獨確認選擇權為權益工具時，該等條款方不會影響其分類為流動或非流動。

此外，香港詮釋第5號因香港會計準則第1號之修訂而作出修訂，以使相應措詞保持一致且結論不變。

根據本集團於二零二二年十二月三十一日之未償還負債，應用該等修訂不會導致本集團負債重新分類。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)

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.

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.

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.

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.

2 應用香港財務報告準則之修訂 (「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第1號及香港財務報告準則實務報告第2號之修訂會計政策披露

香港會計準則第1號之修訂以「重大會計政策資料」取代「主要會計政策」一詞的所有情況。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。

該等修訂亦澄清，即使涉及款項並不重大，但基於相關交易性質、其他事項或情況，會計政策資料仍可屬重大。然而，並非所有與重大交易、其他事項或情況有關的會計政策資料本身即屬重大。倘一間實體選擇披露非重大會計政策資料，有關資料不得掩蓋重大會計政策資料。

香港財務報告準則實務報告第2號作出重大性判斷(「**實務報告**」)亦經修訂，以說明一間實體如何將「四步法評估重大性流程」應用於會計政策披露及判斷有關一項會計政策的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。

應用該等修訂預期不會對本集團財務狀況及表現產生重大影響，但可能影響本集團主要會計政策之披露。有關應用影響(如有)將於日後本集團的綜合財務報表中予以披露。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)

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.

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

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

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. 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.

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 accounting policies set out in below.

2 應用香港財務報告準則之修訂 (「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第8號之修訂會計估計的定義

該等修訂定義會計估計為「存在計量不明朗因素的財務報表之貨幣金額」。會計政策可能規定對計量不明朗因素的財務報表的項目進行計量 – 即會計政策可能規定將按貨幣金額計量的有關項目不可直接觀察而須予以估計。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的目標。編製會計估計包括根據最新可得可靠的資料作出的判斷或假設用途。

此外，香港會計準則第8號的會計估計變更的概念予以保留，惟有進一步澄清。

應用該等修訂預期不會對本集團的綜合財務報表造成重大影響。

3 編製綜合財務報表基準及主要會計政策

3.1 編製綜合財務報表基準

綜合財務報告乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報告包括香港聯合交易所有限公司證券上市規則(「**上市規則**」)及香港公司條例規定之適用披露。

綜合財務報告乃按歷史成本基準編製，惟於各報告期末按公平值計量的若干物業及金融工具除外，詳情於下文所載會計政策中闡述。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

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*, 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*.

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

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs are 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.

3 編製綜合財務報表基準及主要會計政策(續)

3.1 編製綜合財務報表基準(續)

歷史成本一般按交換商品及服務所付代價之公平值計算。

公平值為於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。於估計資產或負債的公平值時，本集團會考慮市場參與者於計量日期對資產或負債定價時所考慮的資產或負債的特點。在該等綜合財務報表中計量及/或披露的公平值均在此基礎上予以確定，惟香港財務報告準則第2號以股份為基礎的付款範圍內的以股份為基礎的付款交易、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值類似但並非公平值的計量(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號資產減值中的使用價值)除外。

非金融資產的公平值計量計及市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一市場參與者而產生經濟利益的能力。

就按公平值交易的金融工具及投資物業以及於其後期間使用不可觀察輸入數據計量公平值的估值技術而言，估值技術會予以校準，以使於初步確認時估值技術的結果與交易價格相等。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

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

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

As at 31 December 2022, the Group's current liabilities exceeded its current assets by approximately HK\$136,243,000.

In view of such circumstances, the directors of the Company consider that the Group has adequate funds available to enable it to operate as a going concern, taken into account the past operating performance of the Group and following:

- (i) at the date of approval of these consolidated financial statements for issue, the Group has a total of unused facilities amounting to approximately HK\$5,495,461,000 with maturity after 31 December 2023; and
- (ii) the Group's current liabilities comprise bank borrowings of approximately HK\$219,217,000 which are not repayable within the next 12 months but contain a repayment on demand clause. Without such reallocation, the Group will have net current asset of approximately HK\$82,974,000.

3 編製綜合財務報表基準及主要會計政策(續)

3.1 編製綜合財務報表基準(續)

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據為實體於計量日期可取得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據為就資產或負債直接或間接地可觀察之輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據為資產或負債的不可觀察輸入數據。

於二零二二年十二月三十一日，本集團的流動負債超過其流動資產約港幣136,243,000元。

鑒於有關情況，本公司董事認為，經考慮本集團的過往經營表現及下列各項，本集團有充足資金使其能夠持續經營：

- (i) 於該等綜合財務報表獲批准刊發日期，本集團有未動用融資總額約港幣5,495,461,000元，於二零二三年十二月三十一日後到期；及
- (ii) 本集團的流動負債包含無須於未來十二個月內償還但須按要求還款的銀行借款約港幣219,217,000元。倘並無進行有關重新分配，本集團將有流動資產淨值約港幣82,974,000元。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

The directors of the Company are of the opinion that, taking into account the above, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from 31 December 2022. Accordingly, the directors of the Company are satisfied it is appropriate to prepare the consolidated financial statements on a going concern basis.

3.2 Significant accounting policies

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and 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.

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 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.

3 編製綜合財務報表基準及主要會計政策(續)

3.1 編製綜合財務報表基準(續)

本公司董事認為，經考慮上文，本集團將有充足營運資金為其營運提供資金及履行其自二零二二年十二月三十一日起計未來十二個月內到期的財務責任。因此，本公司董事信納按持續經營基準編製綜合財務報表乃屬適當。

3.2 主要會計政策

綜合賬目基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。當本公司符合以下條件時，即取得控制權：

- 對被投資方擁有權力；
- 因參與被投資方業務而承擔可變回報的風險或享有可變回報的權利；及
- 有能力藉行使其權力而影響其回報。

倘有事實及情況顯示上述三項控制因素中有一項或多項出現變化，本集團會重新評估其是否對被投資方擁有控制權。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止綜合入賬。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收益各項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

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

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

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

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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

綜合賬目基準(續)

如有需要，附屬公司的財務報告會作出調整，以使其會計政策與本集團的會計政策一致。

所有集團內公司間資產及負債、權益、收入、開支及與本集團成員公司間交易有關的現金流量均於綜合入賬時悉數對銷。

於附屬公司的非控股權益與本集團於當中的權益分開呈列，指賦予其持有人權利於清盤時按比例分佔相關附屬公司資產淨值的現時所有權權益。

來自與客戶合約之收益

本集團於完成履約責任時(或就此)確認收益，即於與特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。

履約責任指一項明確商品或服務(或一批商品或服務)或一系列大致相同的明確商品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收益則參照完全達成相關履約責任的進度而隨時間確認：

- 客戶在本集團履約的同時即取得並消耗本集團履約所帶來的經濟利益；
- 本集團的履約產生或提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生讓本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

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

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

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

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

來自與客戶合約之收益(續)

否則，收益於客戶取得明確商品或服務控制權的時間點確認。

合同資產指本集團尚未擁有向客戶轉移商品或服務而收取代價之無條件權利。減值評估乃根據香港財務報告準則第9號進行。相反，應收款項指本集團收取代價之無條件權利，即代價付款僅需隨時間流逝到期收回。

合同負債指本集團向客戶轉移本集團已自客戶收取代價(或應收代價金額)的商品或服務的責任。

與相同合約有關的合同資產及合同負債按淨額基準入賬及呈列。

隨時間確認收益：計量完全達成履約責任的進度

輸入法

完全達成履約責任的進度乃根據輸入法計量，即根據本集團為達成履約責任而付出的努力或投入(相對於預期為達成履約責任的總投入)確認收益，有關方法最能反映本集團於轉移商品或服務控制權方面的履約情況。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

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.

For advance payments received from customers before the transfer of the associated goods or services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The relevant interest expenses during the period between the advance payments were received and the transfer of the associated goods and services are accounted for on the same basis as other borrowing costs.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

來自與客戶合約之收益(續)

存在重大融資部分

於釐定交易價格時，倘協定之付款時間(不論以明示或暗示方式)為客戶或本集團帶來向客戶轉移商品或服務之重大融資利益，則本集團就貨幣時間價值之影響而調整已承諾之代價金額。在該等情況下，合約包含重大融資部分。不論融資承諾是否於合約中明確訂明或於合約訂約方協定的付款條款暗示，均可能存在重大融資部分。

就相關商品或服務的付款與轉移期間少於一年的合約而言，本集團應用可行權宜方法，不就任何重大融資部分調整交易價格。

就於轉移本集團已就重大融資部分調整已承諾代價金額的相關商品或服務前自客戶收取的預付款項而言，本集團應用將於本集團與客戶之間於合約開始時的獨立融資交易中反映的貼現率。於收取預付款項與轉讓相關商品及服務期間的相關利息開支按與其他借貸成本相同的基準入賬。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Contract costs

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 such costs (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 asset relates.

The asset is included in trade and other receivables and is subject to impairment review. The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

來自與客戶合約之收益(續)

委託人與代理人

當另一方涉及向客戶提供商品或服務時，本集團釐定其承諾的性質是否為提供指定商品或服務本身的履約責任(即本集團為委託人)或安排由另一方提供該等商品或服務(即本集團為代理人)。

倘本集團於特定商品或服務轉移予客戶前控制該商品或服務，則本集團為委託人。

倘本集團之履約責任為安排另一方提供指定商品或服務，則本集團為代理人。在此情況下，在將商品或服務轉讓予客戶之前，本集團不控制另一方提供的特定商品或服務。當本集團為代理人時，應就為換取另一方安排提供的指定商品或服務預期有權取得的任何收費或佣金的金額確認收益。

合約成本

獲得合約的增量成本

獲得合約的增量成本指本集團與客戶訂立合約產生之倘未獲得該合約則不會產生的成本。

倘預期可收回有關成本，則本集團確認該等成本(銷售佣金)為一項資產，隨後按與向客戶轉讓有關該資產之貨品或服務一致的系統基準於損益攤銷。

資產計入貿易及其他應收款項，並須進行減值審查。倘有關成本會以其他方式於一年內於損益悉數攤銷，則本集團應用實際權宜支銷獲得合約的所有增量成本。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

Contract costs (Continued)

Costs to fulfil a contract

The Group incurs costs to fulfil a contract in its property development segment. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- (a) the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- (b) the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (c) the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

Further details of the Group's revenue and other income recognition policies are as follows:

Sales of properties

Revenue is recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time. If properties have no alternative use to the Group contractually and the Group has an enforceable right to payment from the customers for performance completed to date, the Group satisfies the performance obligation over time and therefore, recognises revenue over time in accordance with the input method for measuring progress. Otherwise, revenue is recognised at a point in time when the customer obtains control of the completed property.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

來自與客戶合約之收益(續)

合約成本(續)

履行合約的成本

本集團於其物業發展分部產生履行合約的成本。本集團首先根據其他相關準則評估該等成本是否合資格確認為資產，倘不合資格，僅在符合以下所有標準時將該等成本確認為資產：

- (a) 該成本與本集團可明確識別之合約或預期訂立之合約有直接關係；
- (b) 成本產生或增加本集團將用於履行(或持續履行)未來履約責任的資源；及
- (c) 該等成本預期可收回。

如此確認的資產其後按與向客戶轉讓資產相關的商品或服務一致的系統基準於損益中攤銷。該資產須進行減值檢討。

有關本集團收益及其他確認收益政策的進一步詳情如下：

出售物業

當資產的控制權轉移至客戶時，方可確認收益。視乎合約條款及適用於合約之法例，資產控制權可隨時間或於某一時點轉移。倘物業在本集團履約過程中並無其他用途，並且本集團就迄今已完成之履約擁有可強制執行之收取客戶付款之權利，本集團根據滿足在一段時間內履行義務的條件，按計量進度的輸入法確認收入。否則，收入會在當客戶獲得已完成物業的控制權時在某一時點確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

Sales of properties (Continued)

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract.

For property development and sales contract for which the control of the property is transferred at a point in time, revenue is recognised when the customer obtains the physical possession of the completed property.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

Sales of goods

Income from sales of goods is recognised at a point in time when the goods are delivered to customers and title has passed.

Service fees

Revenue from hotel operation, marine travelling services fees and consultancy service income from leasing arrangements are recognised when services are rendered.

Rental

Rental income from operating leases of investment properties and machineries and equipment is recognised in the consolidated statement of profit or loss on a straight-line basis over the lease term.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

來自與客戶合約之收益(續)

出售物業(續)

完成履約責任的進度乃基於本集團完成履約責任的付出或投入計量，並參考截至報告期末產生的合約成本作為各合約的總估計成本的一定百分比。

對於在某一時點轉移物業控制權的物業開發及銷售合約，收益於客戶獲得已完工物業的實物時確認。

於釐定交易價格時，若融資成分的影響重大，本集團將調整代價的許諾金額。

銷售貨品

銷售貨品的收入乃於貨品交付客戶及業權轉移時的時間點確認。

服務費

酒店經營的收益、海上旅遊服務費及租賃安排之諮詢服務收入乃於提供服務時確認。

租金

來自投資物業及機械及設備的經營租賃的租金收入乃於綜合損益表內按直線法在租期內確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

Interest

Interest income from loans receivable and other financial assets measured at amortised cost is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Finance lease income

Finance lease income is recognised over the period of lease. Revenue is recognised over the lease period on a systematic and rational basis so as to produce a constant periodic rate of return on the net investment in the finance leases.

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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

來自與客戶合約之收益(續)

利息

應收貸款及其他金融資產的利息收入乃對金融資產賬面總值應用實際利率予以計算，惟其後出現信用減值的金融資產則除外。就信用減值金融資產而言，實際利率適用於該金融資產的賬面淨值(扣除虧損撥備後)。

融資租賃收入

融資租賃收入於租賃期內確認。收入於租賃期內按系統及合理基準確認，以使融資租賃的淨投資產生定期穩定回報率。

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可識別資產使用的權利，則該合約為租賃或包含租賃。

就於首次應用香港財務報告準則第16號當日或之後訂立或修改或因業務合併而產生的合約而言，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。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

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

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic 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.

3 編製綜合財務報表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

分配代價至合約組成部分

就包含租賃部分及一個或以上額外租賃或非租賃部分的合約而言，本集團根據租賃部分的相對獨立價格及非租賃部分的總獨立價格將合約代價分配至各租賃部分，包括收購含有租賃土地及非租賃樓宇組成部分的物業所有權權益的合同，惟有關分配無法可靠作出則除外。

非租賃部分與租賃部分分離，並採用其他適用準則列賬。

短期租賃

對於租期自開始日期起計為12個月或以內且並無包含購買選擇權的租賃，本集團應用短期租賃確認豁免。短期租賃的租賃付款於租期內按直線法或另一系統基準確認為開支。

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 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
- 本集團拆卸及移除相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件所規定的狀況而產生的成本估計。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

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

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. 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 investment property or inventory in “property, plant and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

Refundable rental deposits

Refundable rental deposits paid are accounted 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.

3 編製綜合財務報表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)

除該等分類為投資物業且按公平值模式計量的使用權資產外，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出調整。

本集團於租期結束時取得相關租賃資產所有權的使用權資產自開始日期起至可使用年期結束期間計提折舊。否則，使用權資產於其估計可使用年期及租期(以較短者為準)內按直線法折舊。

本集團將不符合投資物業或存貨定義的使用權資產呈列為「物業、廠房及設備」，即相應相關資產(倘擁有)的同一項目。

可退回租賃按金

已付可退回租賃按金根據香港財務報告準則第9號入賬，並初步按公平值計量。於初步確認時對公平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，本集團按該日尚未支付的租賃付款現值確認及計量租賃負債。在計算租賃付款的現值時，倘租賃中所隱含的利率不易確定，則本集團在租賃開始日期使用增量借款利率。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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:

- 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.

3 編製綜合財務報表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)

租賃負債(續)

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 取決於指數或利率的可變租賃付款，初步使用開始日期的指數或利率計量；
- 本集團根據剩餘價值擔保預期應付的金額；
- 購買選擇權的行使價(倘本集團合理確定行使該選擇權)；及
- 終止租賃的罰款金額，前提是租賃期反映出本集團將行使終止租賃選擇權。

於開始日期後，租賃負債根據利息增加及租賃付款進行調整。

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)：

- 租賃期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金變動而出現變動，在此情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

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, less any lease incentives receivable, 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 編製綜合財務報表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)

租賃修改

倘出現以下情況，本集團將租賃修改作為一項單獨租賃入賬：

- 該修訂透過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 租賃的代價增加，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(減任何應收租賃優惠)。

本集團通過對相關使用權資產進行相應調整，對租賃負債的重新計量進行會計處理。

當經修改合約包含租賃組成部分及一個或以上額外租賃或非租賃組成部分時，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格，將經修改合約中的代價分配至各租賃組成部分。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

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.

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

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* 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.

3 編製綜合財務報表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或經營租賃。當租賃條款將相關資產所有權附帶的絕大部分風險及回報轉移至承租人時，合約分類為融資租賃。所有其他租賃分類為經營租賃。

融資租賃項下應收承租人款項於開始日期按相等於租賃淨投資之金額確認為應收款項，並使用相關租賃隱含之利率計量。初始直接成本(製造商或經銷商出租人所產生的成本除外)計入租賃淨投資的初始計量。利息收入分配至會計期間，以反映本集團有關租賃的未償還淨投資的定期穩定回報率。

經營租賃之租金收入乃按相關租約年期以直線法於損益中確認。於磋商及安排經營租賃時所產生之初步直接成本添加於租賃資產之賬面值，並有關成本以直線法於租期內確認為開支，惟根據公平值模式計量的投資物業除外。

本集團日常業務過程中產生的利息及租金收入呈列為收益。

分配代價至合約組成部分

當合約包括租賃及非租賃組成部分時，本集團應用香港財務報告準則第15號來自客戶合約的收益將合約代價分配至租賃及非租賃組成部分。非租賃組成部分根據其相對獨立售價與租賃組成部分分開。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessor (Continued)

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.

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.

(i) Operating leases

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.

For rent concession under which the Group legally releases the lessee from its obligation to make specifically identified lease payment, of which some of these lease payments are contractually due but not paid and some of them are not yet contractually due, the Group accounts for the portions which have been recognised as operating lease receivables (i.e. the lease payments which are contractually due but not paid) by applying the expected credit losses ("ECL") and derecognition requirements under HKFRS 9 and applies lease modification requirements for the forgiven lease payments that the Group has not recognised (i.e. the lease payments which are not yet contractually due) as at the effective date of modification.

3 編製綜合財務報表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(續)

可退回租賃按金

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

租賃修改

不屬於原條款及條件一部分的租賃合約代價變動作為租賃修改入賬，包括透過免除或減少租金提供的租賃優惠。

(i) 經營租賃

本集團自修改生效日起將經營租賃之修改作為新租賃入賬，將與原租賃有關之任何預付或應計租賃付款視為新租賃之租賃付款的一部分。

就本集團合法解除承租人責任以作出特定識別租賃付款的租金優惠而言，其中部分該等租賃付款合約已到期但尚未支付，而部分合約尚未到期，本集團透過應用香港財務報告準則第9號項下的預期信貸虧損及終止確認規定，將確認為經營租賃應收款項的部分(即合約已到期但尚未支付的租賃付款)入賬，並就本集團於修訂生效日期尚未確認的寬免租賃付款(即合約尚未到期的租賃付款)應用租賃修訂規定。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessor (Continued)

Lease modification (Continued)

(ii) Finance leases

The Group accounts for a change in the lease payments of a finance lease as a lease modification, that is not accounted for as a separate lease, in accordance with the requirements of HKFRS 9. If the change represents a substantial modification, the finance lease receivables of the original lease are derecognised and a derecognition gain or loss calculated using the revised lease payments discounted at the revised discount rate is recognised in profit or loss on the date of the modification. If the change does not represent a substantial modification, the Group continues to recognise the finance lease receivables in which such carrying amount will be calculated at the present value of the modified contractual cash flows discounted at the related receivables' original discount rate. Any adjustment to the carrying amount is recognised in profit or loss at the effective date of modification.

Sale and leaseback transactions

The Group applies the requirements of HKFRS 15 to assess whether sale and leaseback transaction constitutes a sale by the Group.

The Group as a buyer-lessor

For a transfer of asset that does not satisfy the requirements of HKFRS 15 to be accounted for as a sale of asset, the Group as a buyer-lessor does not recognise the transferred asset and recognises a loan receivable equal to the transfer proceeds within the scope of HKFRS 9.

For a transfer of asset that satisfies the requirements of HKFRS 15 to be accounted for as a sale of asset, the Group as a buyer-lessor accounts for the purchase of the asset applying applicable standards, and for the lease applying the lessor accounting requirements in accordance with HKFRS 16.

3 編製綜合財務報表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(續)

租賃修改(續)

(ii) 融資租賃

本集團根據香港財務報告準則第9號的規定，將融資租賃之租賃付款變動入賬為租賃修改，該變動不會作為單獨租賃入賬。倘該變動屬重大修改，則終止確認原租賃的融資租賃應收款項，並使用經修訂租賃付款按經修訂貼現率貼現計算之終止確認收益或虧損於修訂日期在損益中確認。倘該變動並不屬重大修改，則本集團繼續確認融資租賃應收款項，而有關賬面值將按經修訂合約現金流量以相關應收款項之原貼現率貼現的現值計算。賬面值之任何調整於修改生效日期在損益中確認。

售後回租交易

本集團採用香港財務報告準則第15號的要求評估售後回租交易是否構成本集團之出售。

本集團作為買方－出租人

就不符合香港財務報告準則第15號規定將予入賬列作資產出售的資產轉讓而言，本集團(作為買方－出租人)不會確認已轉讓資產，而是確認香港財務報告準則第9號範圍內相等於轉讓所得款項之應收貸款。

就符合香港財務報告準則第15號規定將予入賬列作資產出售的資產轉讓而言，本集團(作為買方－出租人)應用適用標準就購買資產入賬，並根據香港財務報告準則第16號對租賃應用出租人會計處理規定。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are 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.

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

For the purposes 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. HK\$) 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 that 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 exchange reserve (attributed to non-controlling interests as appropriate).

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣

於編製各個別集團實體之財務報告時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之現行匯率確認。於報告期末，以外幣計值的貨幣項目按該日的現行匯率重新換算。按公平值以外幣入賬之非貨幣項目按釐定公平值當日之現行匯率重新換算。當非貨幣項目之公平值收益或虧損於損益中確認時，該收益或虧損之任何匯兌部分亦於損益中確認。當非貨幣項目的公平值收益或虧損於其他全面收益中確認時，該收益或虧損的任何匯兌部分亦於其他全面中收益確認。按歷史成本以外幣計算之非貨幣項目不作重新換算。

貨幣項目結算及換算貨幣項目所產生之匯兌差額於其產生的期間在損益中確認。

就呈列綜合財務報表而言，本集團業務之資產及負債按各報告期末之現行匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目按該期間之平均匯率換算，除非匯率於該期間內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。所產生之匯兌差額(如有)於其他全面收益中確認，並於匯兌儲備項下之權益累計(歸屬於非控股權益(如適用))。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

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. For properties under development for which revenue is recognised over time, the Group ceases to capitalise borrowing costs as soon as the properties are ready for the Group's intended 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. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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 and gains, net", rather than reducing the related expense.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

借貸成本

收購、建造或生產合資格資產(即需要一段長時間方可作擬定用途或出售之資產)直接應佔之借貸成本乃計入該等資產之成本，直至該等資產大致可作擬定用途或出售為止。就隨時間確認收益的發展中物業而言，本集團於物業可供本集團擬定銷售時，即不再將借貸成本資本化。

於相關資產可作擬定用途或出售後仍未償還的任何特定借貸，均計入一般借貸範圍內，以計算一般借貸的資本化率。在特定借貸撥作合資格資產之支出前暫時用作投資所賺取之投資收入，須自合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生期間於損益中確認。

政府補助

政府補助於可合理確定本集團將遵守政府補助所附帶的條件及收取補助時方予確認。

政府補助乃於本集團將擬補償的相關成本確認為開支的期間按系統基準於損益中確認。具體而言，以要求本集團購買、建造或收購非流動資產為主要條件的政府補助乃於綜合財務狀況表中確認為遞延收入，並於相關資產的可使用年期內按系統及合理基準轉撥至損益。

作為已產生開支或虧損的補償或向本集團提供即時財務資助(並無日後相關成本)而可收取的收入相關政府補助，乃於其成為可收取的期間於損益中確認。該等補助於「其他收入及收益淨額」項下呈列，而非減少相關費用。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Employee benefits

Retirement benefits costs

Payments to the defined contribution retirement benefits plans are recognised as an expense when employees have rendered services entitling them to the contributions.

Retirement benefits to employees are provided through defined contribution plans.

The Group participates the Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. The MPF Scheme is a defined contribution retirement benefit plan and contributions to the scheme are made based on a percentage of the employees’ relevant income.

The employees of the Company’s subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries are required to contribute certain percentage of their payroll costs to the central pension scheme.

There were no forfeited contributions under the defined contribution scheme above and no forfeited contribution available to reduce the contribution in future years.

Short-term employee benefits

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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

僱員福利

退休福利成本

向定額供款退休福利計劃所作出之付款於僱員提供可獲取該等供款之服務時作為開支扣除。

僱員之退休福利乃透過定額供款計劃提供。

本集團根據強制性公積金計劃條例為該等合資格參與強積金計劃之僱員參與強制性公積金計劃(「強積金計劃」)。強積金計劃為定額供款退休福利計劃，而計劃供款乃按僱員相關收入之百分比作出。

本公司於中國經營之附屬公司之僱員須參加由地方市政府設立之中央退休金計劃。該等附屬公司須按其薪資成本之若干比例向中央退休金計劃供款。

上述定額供款計劃項下並無沒收供款，亦無可供日後減少供款之用的沒收供款。

短期僱員福利

短期僱員福利於僱員提供服務時按預期將支付福利的未貼現金額確認。所有短期僱員福利均確認為開支，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。

僱員應計福利(如工資及薪金、年假及病假)於扣除任何已付金額後確認為負債。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Share-based payments

Equity-settled share-based payment transactions

Shares/Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the 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 estimate of the number of equity instruments 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 expense reflects the revised estimate, with a corresponding adjustment to the employee share-based compensation reserve.

When share options are exercised, the amount previously recognised in share-based payments reserve will be transferred to share capital. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in employee share-based compensation reserve will be transferred to retained profits.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

以股份為基礎之付款

按權益結算以股份為基礎之付款交易

授予僱員之股份／購股權

向僱員及提供類似服務的其他人士作出的按權益結算以股份為基礎之付款按權益工具於授出日期的公平值計量。

於授出日期釐定的按權益結算以股份為基礎之付款的公平值(不考慮所有非市場歸屬條件)乃於歸屬期間，根據本集團對將會最終歸屬的權益工具的估計，按直線法支銷，而權益(以股份支付的僱員酬金儲備)則相應增加。於各報告期末，本集團根據對所有相關非市場歸屬條件的評估修訂其對預期歸屬的權益工具數目的估計。修訂原先估計的影響(如有)於損益中確認，以使累計開支反映經重新估計，並對以股份為基礎的僱員酬金儲備作出相應調整。

當購股權獲行使時，先前於以股份為基礎之付款儲備確認之金額將轉撥至股本。倘購股權於歸屬日期後被沒收或於屆滿日期仍未行使，則先前於以股份支付的僱員酬金儲備確認之金額將轉撥至保留溢利。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Share-based payments (Continued)

Share award scheme

The cost of equity-settled transactions is recognised, together with a corresponding increase in the employee share-based compensation reserve in equity, over the period in which the granted conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The income statement expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

When the share award is cancelled, it is treated as if it vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax 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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

以股份為基礎之付款(續)

股份獎勵計劃

權益結算交易之成本，連同以股份支付的僱員酬金之相應增加在批約條件得到履行期間內確認。在賦權日之前每個報告日期，對於權益結算交易所確認之累計費用乃反映賦權期屆滿之程度及本集團對於最終賦權之權益工具數量之最佳估計。期內收益表費用或計入之金額乃代表該期期初及期末所確認累計費用之變動及於員工福利費用內確認。

倘股份獎勵取消，將其視為已於取消日賦權，並立即確認獎勵未確認之任何費用。

稅項

所得稅開支指即期應付稅項及遞延稅項的總和。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利因其他年度的應課稅或可扣稅收入或開支及毋須課稅或不可扣稅項目而有別於除稅前溢利。本集團的即期稅項負債乃按報告期末已頒佈或實質上已頒佈的稅率計算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from 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.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) 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 amount of its assets and liabilities.

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

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之間的暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般就所有可扣稅暫時差額確認，惟以可能有應課稅溢利可用作抵銷該等可扣稅暫時差額為限。若於一項交易中，因業務合併以外原因初步確認資產及負債而引致之暫時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等遞延稅項資產及負債。

於各報告期末對遞延稅項資產的賬面值進行檢討，並於不再可能有足夠應課稅溢利以收回全部或部分資產時作出調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率，根據於報告期末已頒佈或實質上已頒佈之稅率(及税法)計算。

遞延稅項負債及資產的計量反映本集團預期於報告期末收回或清償其資產及負債賬面值的方式所產生的稅務結果。

就計量使用公平值模式計量之投資物業之遞延稅項而言，該等物業之賬面值乃假設通過銷售全數收回(除非該假設被推翻)。當投資物業可予折舊及於業務模式(其目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益)內持有時，有關假設會被推翻。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

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.

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.

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 in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is 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 within "property, plant and equipment" in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

就稅項扣減歸因於租賃負債的租賃交易而言，本集團將香港會計準則第12號*所得稅*規定分別應用於使用權資產及租賃負債。由於適用初始確認豁免，初始確認相關使用權資產及租賃負債時的暫時差額不予確認。

當有合法執行權利許可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關向同一應課稅實體徵收之所得稅有關時，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項於損益中確認，惟倘即期及遞延稅項與其他全面收益或直接於權益中確認的項目有關，則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。

物業、廠房及設備

物業、廠房及設備為持作生產或供應商品或服務或作行政用途的有形資產。物業、廠房及設備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。

當本集團就物業所有權權益(包括租賃土地及樓宇部分)付款時，全部代價按初步確認時的相對公平值比例於租賃土地及樓宇部分之間分配。倘相關付款能可靠分配，則租賃土地權益於綜合財務狀況表呈列為「物業、廠房及設備」，惟分類為投資物業且按公平值模式計量者除外。當代價無法在相關租賃土地的非租賃樓宇部分及未分割權益之間可靠分配時，整項物業被分類為物業、廠房及設備。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Property, plant and equipment (Continued)

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 revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. 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, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

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.

3 編製綜合財務報表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)

倘有證據顯示物業因業主自用改變而成為投資物業，則該項目(包括分類為使用權資產的相關租賃土地)於轉撥日期的賬面值與公平值之間的任何差額於其他全面收益中確認，並於重估儲備累計。於物業其後出售或報廢時，相關重估儲備將直接轉撥至保留溢利。

折舊乃以直線法按估計可使用年期撇銷資產成本減其剩餘價值確認。於各報告期末對估計可使用年期、剩餘價值及折舊方法進行檢討，任何估計變動的影響按前瞻基準入賬。

物業、廠房及設備項目於出售或預期繼續使用該資產不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目所產生的任何收益或虧損按出售所得款項與資產賬面值之間的差額釐定，並於損益中確認。

投資物業

投資物業為持作賺取租金及／或作資本增值。

投資物業初步按成本，包括任何直接應佔開支計量。於初步確認後，投資物業按公平值計量，並作出調整以排除任何預付或應計經營租賃收入。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Investment properties (Continued)

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.

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

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets 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).

The recoverable amount of property, plant and equipment and right-of-use 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 (“CGU”) to which the asset belongs.

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

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

投資物業(續)

投資物業公平值變動所產生之收益或虧損於產生期間計入損益。

投資物業於出售或於投資物業永久停止使用且預期不會從出售中獲得未來經濟利益時終止確認。終止確認該物業而產生之任何收益或虧損(按該資產之出售所得款項淨額與其賬面值之間的差額計算)計入該物業於終止確認期間之損益。

物業、廠房及設備以及使用權資產減值

於報告期末，本集團審閱其物業、廠房及設備以及使用權資產的賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘出現任何有關跡象，則會估計相關資產的可收回金額，以釐定減值虧損(如有)的程度。

物業、廠房及設備以及使用權資產的可收回金額乃單獨估計。倘無法個別估計可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。

於測試現金產生單位的減值時，倘可設立合理一致的分配基準，則企業資產分配至相關現金產生單位，或分配至可設立合理一致分配基準的現金產生單位最小組別。可收回金額按企業資產所屬的現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別的賬面值進行比較。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment and right-of-use assets (Continued)

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 CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. 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 CGUs. 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 CGUs. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) 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 CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備以及使用權資產減值(續)

可收回金額為公平值減出售成本與使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量使用稅前貼現率貼現至其現值，該貼現率反映當前市場對貨幣時間價值的評估及該資產(或現金產生單位)特有的風險(未針對該風險調整估計未來現金流量)。

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則資產(或現金產生單位)的賬面值將調減至其可收回金額。就未能按合理一致基準分配至現金產生單位的企業資產或部分企業資產而言，本集團會比較一組現金產生單位的賬面值(包括已分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額。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)，然後根據該單位或現金產生單位組別內各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值減出售成本(如可計量)、其使用價值(如可釐定)及零(以最高者為準)。已另行分配至資產的減值虧損金額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損即時於損益中確認。

倘減值虧損於其後撥回，則資產(或現金產生單位或一組現金產生單位)之賬面值會增加至其經重新估計之可收回金額，惟增加後之賬面值不得超過該資產(或現金產生單位或一組現金產生單位)於過往年度並無確認減值虧損時原應釐定之賬面值。減值虧損撥回即時於損益中確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand 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 (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value and restricted deposits arising from pre-sale of properties that are held 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 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 25.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on actual cost basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

3 編製綜合財務報表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的現金及現金等價物包括：

- (a) 現金，包括手頭現金及活期存款，不包括受監管限制而導致該等結餘不再符合現金定義的銀行結餘；及
- (b) 現金等價物，包括短期（一般原到期日為三個月或以下）、易於轉換為已知金額現金且無重大價值變動風險的高流動投資，以及為滿足短期現金承諾而持有的預售物業產生的受限制存款。現金等價物乃為應付短期現金承諾而持有，而非用作投資或其他用途。

本集團使用的銀行結餘受第三方合約限制所規限，除非有關限制導致銀行結餘不再符合現金的定義，否則均計入為現金的一部分。影響使用銀行結餘的合約限制於附註25中披露。

存貨

存貨按成本與可變現淨值兩者中的較低者列賬。存貨成本按實際成本基準釐定。可變現淨值指存貨的估計售價減所有估計完成成本及銷售所需成本。銷售所需成本包括銷售直接應佔的增量成本及本集團進行銷售時必須產生的非增量成本。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Inventories (Continued)

Properties under development/properties held for sale

Properties under development which are intended to be sold upon completion of development and properties for sale are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets, properties under development/properties for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Properties under development for sale are transferred to properties for sale upon completion.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, 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).

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

存貨(續)

發展中物業／持作出售物業

擬於開發完成後出售的發展中物業及待售物業分類為流動資產。除租賃土地部分根據使用權資產的會計政策按成本模式計量外，發展中物業／待售物業按成本與可變現淨值兩者中的較低者列賬。成本按特定識別基準釐定，包括分配已產生的相關開發開支及(如適用)資本化的借貸成本。可變現淨值指物業的估計售價減估計完成成本及銷售所需成本。銷售所需成本包括銷售直接應佔的增量成本及本集團進行銷售時必須產生的非增量成本。

待售發展中物業於竣工後轉撥至待售物業。

撥備

倘本集團因過往事件而須承擔現有責任(法定或推定)，而本集團可能須履行該責任且該責任的金額能可靠估計，則會確認撥備。

確認為撥備的金額為於報告期末對履行現有責任所需代價的最佳估計，並經考慮有關責任的風險及不確定因素。倘撥備使用履行現有責任的估計現金流量計量，則其賬面值為該等現金流量的現值(倘貨幣時間價值的影響屬重大)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

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 and bills 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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

或然負債

或然負債指因過往事件而產生的現有責任，但可能不需要流出具有經濟利益的資源以履行責任，故不予確認。

倘本集團須共同及個別承擔責任，則預期由其他方履行的責任部分會被視為或然負債，而不會於綜合財務報表中確認。

本集團持續評估以釐定包含經濟利益的資源流外是否已成為可能。倘先前作為或然負債處理的項目可能須流出未來經濟利益，則於發生可能性變動的報告期間於綜合財務報表中確認撥備，惟在極端罕見的情況下無法作出可靠估計除外。

金融工具

金融資產及金融負債於集團實體成為工具合約條文的訂約方時確認。所有以常規方式購買或出售的金融資產均按交易日基準予以確認及終止確認。常規買賣指須於市場規則或慣例設定的時間框架內交付資產的金融資產買賣。

金融資產及金融負債初步按公平值計量，惟根據香港財務報告準則第15號初步計量的客戶合約產生的貿易應收款項及應收票據除外。收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)之金融資產或金融負債除外)直接應佔之交易成本乃於初步確認時加入金融資產或金融負債之公平值或自金融資產或金融負債之公平值內扣除(如適用)。收購按公平值計入損益的金融資產或金融負債直接應佔的交易成本即時於損益中確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

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

Financial assets

Classification and subsequent measurement of financial assets

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

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual term 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 financial assets 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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

實際利率法乃計算金融資產或金融負債之攤銷成本及按有關期間分配利息收入及利息開支之方法。實際利率乃按金融資產或金融負債的預計年期或適用的較短者，準確貼現估計未來現金收入及付款(包括構成實際利率不可或缺部分的所有已付或已收費用及點子、交易成本及其他溢價或折讓)至初步確認時的賬面淨值利率。

來自本集團日常業務過程的利息收入呈列為收益。

金融資產

金融資產的分類及其後計量

符合下列條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的之業務模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量僅為支付本金及未償還本金之利息。

符合以下條件的金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)的金融資產計量：

- 以出售及收取合約現金流量為目的之業務模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量僅為支付本金及未償還本金之利息。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

All other financial assets are subsequently measured at FVTPL, except that at 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 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.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling 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 that is not designated and effective as a hedging instrument.

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

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融資產(續)

金融資產的分類及其後計量(續)

所有其他金融資產其後按公平值計入損益計量，惟於初步確認金融資產時，倘該股本投資並非持作買賣，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然代價，本集團可不可撤銷地選擇於其他全面收益呈列股本投資公平值的其後變動。

在下列情況下，金融資產持作買賣：

- 購入之主要目的為於短期內出售；或
- 於初步確認時，其為本集團共同管理之已識別金融工具組合之一部分，並具有最近實際短期獲利模式；或
- 其為並非指定及有效作為對沖工具的衍生工具。

此外，本集團可不可撤銷地指定一項須按攤銷成本或按公平值計入其他全面收益計量的金融資產按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(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 other than purchased or originated credit-impaired financial assets, 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 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.

(ii) 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 other comprehensive income and accumulated in the finance assets at fair value through other comprehensive income 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 retained 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. Dividends are included in the "other income and gains, net" line item in profit or loss.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融資產(續)

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

就其後按攤銷成本計量的金融資產而言，利息收入乃使用實際利率法確認。就購買或發起的信用減值金融資產以外的金融工具而言，利息收入乃對金融資產賬面總值應用實際利率予以計算，惟其後出現信用減值的金融資產除外(見下文)。就其後出現信用減值的金融資產而言，利息收入透過自下一報告期起對金融資產的攤銷成本應用實際利率確認。倘信用減值金融工具的信貸風險好轉，使金融資產不再出現信用減值，於釐定資產不再出現信用減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

(ii) 指定為按公平值計入其他全面收益的權益工具

按公平值計入其他全面收益的權益工具其後按公平值計量，其公平值變動產生的收益及虧損於其他全面收益中確認，並於按公平值計入其他全面收益的金融資產儲備累計，且毋須進行減值評估。累計收益或虧損將不會於出售股本投資時重新分類至損益，並將轉撥至保留溢利。

當本集團確立收取股息的權利時，該等權益工具的股息於損益中確認，除非股息明確表示收回部分投資成本。股息計入損益內「其他收入及收益淨額」項目。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets
(Continued)

(iii) 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 "other income and gains, net" line item.

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade and other receivables, finance lease receivables and loans receivable, loans to related parties, pledged bank deposits, bank balances and cash) 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 ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融資產(續)

金融資產的分類及其後計量(續)

(iii) 按公平值計入損益之金融資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量標準的金融資產按公平值計入損益計量。

按公平值計入損益的金融資產於各報告期末按公平值計量，任何公平值收益或虧損於損益中確認。於損益中確認的收益或虧損淨額不包括就金融資產賺取的任何股息或利息，並計入「其他收入及收益淨額」項目。

根據香港財務報告準則第9號進行減值評估的金融資產減值

本集團根據預期信貸虧損(「**預期信貸虧損**」)模式對根據香港財務報告準則第9號須進行減值評估的金融資產(包括貿易及其他應收款項、融資租賃應收款項及應收貸款、授予關連方貸款、已抵押銀行存款、銀行結餘及現金)進行減值評估。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初步確認以來的變動。

全期預期信貸虧損指於相關工具預計年期內所有可能違約事件將產生的預期信貸虧損。相反，12個月預期信貸虧損(「**12個月預期信貸虧損**」)指預期於報告日期後12個月內可能違約事件產生的部分全期預期信貸虧損。評估乃根據本集團的歷史信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測進行調整。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

The Group always recognises lifetime ECL for trade and bills receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless 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;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融資產(續)

根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

本集團一直就貿易應收款項及應收票據確認全期預期信貸虧損。

就所有其他工具而言，本集團計量的虧損撥備等於12個月預期信貸虧損，除非自初步確認以來信貸風險顯著增加，在此情況下，本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃基於自初步確認以來發生違約的可能性或風險是否顯著增加。

(i) 信貸風險顯著增加

於評估信貸風險自初步確認以來是否大幅增加時，本集團比較金融工具於報告日期發生違約的風險與該金融工具於初步確認日期發生違約的風險。作此評估時，本集團會考慮合理及有理據的定量及定性資料，包括歷史經驗及毋須花費過度成本或精力即可獲得的前瞻性資料。

具體而言，評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如信貸息差大幅增加、債務人的信貸違約掉期價格；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

- (i) Significant increase in credit risk (Continued)
- an actual or expected significant deterioration in the operating results of the debtor; or
 - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

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 (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) 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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融資產(續)

根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

- (i) 信貸風險顯著增加(續)
- 債務人經營業績的實際或預期顯著惡化；
 - 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

不論上述評估的結果如何，本集團認為，當合約付款逾期超過30天，則自初步確認以來信貸風險已顯著增加，除非本集團有合理及可靠資料證明。

儘管如此，倘債務工具在報告日期被確定為具有低信貸風險，則本集團假設自初始確認後的信貸風險並未顯著增加。倘符合以下條件，則債務工具被釐定為屬於低信貸風險：(i)低違約風險；(ii)借款人擁有雄厚實力，可於短期內履行其合約現金流量責任；及(iii)經濟及業務狀況的長期不利變動可能但未必會削弱借款人履行其合約現金流量責任的能力。倘債務工具的內部或外部信貸評級為「投資級別」(根據國際通用釋義)，則本集團認為該債務工具屬於低信貸風險。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

For 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 impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of 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 significant increase in credit risk before the amount becomes past due.

(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 collaterals 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 unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融資產(續)

根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

(i) 信貸風險顯著增加(續)

就財務擔保合約而言，本集團訂立不可撤回承擔當日被視為就評估金融工具減值而言之初始確認日期。評估財務擔保合約之信貸風險是否自初始確認以來顯著增加時，本集團會考慮該特定債務人違約所引起的風險變動。

本集團定期監察用以識別信貸風險是否顯著增加的標準的成效，並於適當時候作出修訂，從而確保相關準則能夠於款項逾期前識別信貸風險的顯著增加。

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或自外界來源取得的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

無論上述情形如何，本集團認為，倘金融資產逾期超過90天，則發生違約事件，除非本集團有合理及可靠資料顯示一項更滯後的違約標準較合適則當別論。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events 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 lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. 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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融資產(續)

根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

(iii) 信用減值金融資產

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的事件時，金融資產出現信用減值。金融資產出現信用減值的證據包括有關以下事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違約，如違約或逾期事件；
- (c) 借款人的貸款人出於與借款人財務困難有關的經濟或合約原因，而向借款人授出貸款人原本不會考慮的優惠；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 該金融資產的活躍市場因財務困難而消失。

(iv) 撇銷政策

倘有資料顯示對手方有嚴重財務困難，且並無實際收回期望（如對手方已進行清盤或進入破產程序），本集團會撇銷金融資產。根據本集團的收回程序並經考慮法律意見（如適用）後，已撇銷的金融資產仍受到強制執行活動約束。撇銷構成終止確認事件。任何其後收回款項於損益確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(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. The Group uses a practical expedient in estimating ECL on trade and bills receivables using a provision matrix taking into consideration historical credit loss experience and forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

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.

Lifetime ECL for certain finance lease receivables and loans receivable are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融資產(續)

根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約虧損率(即違約時的虧損程度)及違約風險的函數。違約概率及違約虧損率的評估乃基於歷史數據及前瞻性資料。預期信貸虧損的估計反映無偏概率加權平均金額，以各自發生違約的風險為權重確定。本集團使用可行權宜方法，使用撥備矩陣估計貿易應收款項及應收票據的預期信貸虧損，當中考慮歷史信貸虧損經驗及毋須花費過度成本或精力即可獲得的前瞻性資料。

一般而言，預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額，並按初步確認時釐定的實際利率貼現。就租賃應收款項而言，用於釐定預期信貸虧損的現金流量與根據香港財務報告準則第16號計量租賃應收款項時使用的現金流量一致。

就財務擔保合約而言，由於本集團根據所擔保工具之條款僅須於債務人違約時作出付款，故有關之預期虧損撥備相當於償還持有人所產生信貸虧損之預期付款，減本集團預期自持有人、債務人或任何其他方收取之任何金額。

若干融資租賃應收款項及應收貸款的全期預期信貸虧損乃經考慮逾期資料及前瞻性宏觀經濟資料等相關信貸資料後按集體基準考慮。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

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

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 trade and other receivables, finance lease receivables and loans receivable where the corresponding adjustment is recognised through a loss allowance account.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融資產(續)

根據香港財務報告準則第9號進行減值評估的金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

就集體評估而言，本集團於制定組別時考慮以下特點：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

管理層定期檢討分組方法，以確保各組別成份繼續具有類似信貸風險特徵。

利息收入按金融資產的賬面總值計算，除非金融資產出現信用減值，在此情況下，利息收入按金融資產的攤銷成本計算。

本集團透過調整賬面值於損益中確認所有金融工具的減值收益或虧損，惟貿易及其他應收款項、融資租賃應收款項及應收貸款除外，其相應調整乃透過虧損撥備賬予以確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial assets (Continued)

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

Financial liabilities and equity

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.

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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融資產(續)

終止確認金融資產

本集團僅於從資產現金流量之合約權利屆滿時，或向另一實體轉讓金融資產及該資產所有權之絕大部分風險及回報時終止確認金融資產。倘本集團並無轉讓或保留所有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團確認其於資產的保留權益及可能須支付的相關負債金額。倘本集團保留已轉讓金融資產所有權的絕大部分風險及回報，則本集團繼續確認該金融資產，亦就已收所得款項確認有抵押借款。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總和之間的差額於損益中確認。

於終止確認本集團於初步確認時選擇按公平值計入其他全面收益計量的權益工具時，先前於按公平值計入其他全面收益儲備累計的累計收益或虧損不會重新分類至損益，但會轉撥至保留溢利。

金融負債及權益

分類為債務或權益

債務及權益工具乃根據合約安排的內容以及金融負債及權益工具的定義分類為金融負債或權益。

權益工具

權益工具為證明實體資產剩餘權益(經扣除其所有負債)之任何合約。本公司發行之權益工具確認為扣除直接發行成本後收取之所得款項。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Financial liabilities and equity (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including bank borrowings, trade and other payables, asset-backed securities, unsecured other loan and loans from related parties 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 payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

金融負債及權益(續)

金融負債

所有金融負債其後採用實際利率法按攤銷成本或按公平值計入損益計量。

按攤銷成本入賬之金融負債

金融負債(包括銀行借款、貿易及其他應付款項、資產支持證券、無抵押其他貸款及來自關連方貸款)其後採用實際利率法按攤銷成本計量。

財務擔保合約

財務擔保合約乃規定發出人向持有人支付指定金額，以補償持有人由於指定欠債人未能根據債務工具條款於到期時付款而蒙受的損失。財務擔保合同負債初步按其公平值計量。其後以下列較高者計量：

- 根據香港財務報告準則第9號釐定的虧損撥備金額；及
- 初步確認金額減(如適用)於擔保期內確認的累計攤銷。

終止確認金融負債

當且僅當本集團的責任獲解除、註銷或屆滿時，本集團方會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價之間的差額於損益中確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

關連方

- (a) 倘屬下列情況，則某人士或該人士的近親家族成員即被視為與本集團有關連：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司之主要管理人員。
- (b) 倘下列任何情況適用，則某實體即為與本集團有關連：
- (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司互相關連)。
 - (ii) 一個實體為另一實體的聯營公司或合營企業(或為某一集團的成員公司的聯營公司或合營企業，而該另一實體為此集團的成員)。
 - (iii) 兩個實體皆為相同第三方的合營企業。
 - (iv) 一個實體為第三實體的合營企業，而另一實體為該第三實體的聯營公司。
 - (v) 該實體為本集團或與本集團有關連的實體的僱員福利而設的離職後福利計劃。
 - (vi) 該實體受(a)項所界定的人士控制或共同控制。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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 (Continued)

3.2 Significant accounting policies (Continued)

Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions apply: (Continued)
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

4 KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3.2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

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.

3 編製綜合財務報表基準及主要會計政策(續)

3.2 主要會計政策(續)

關連方(續)

- (b) 倘下列任何情況適用，則某實體即為與本集團有關連：(續)
 - (vii) (a)(i)項所界定的人士對該實體有重大影響力，或為實體(或該實體的母公司)的高級管理人員。
 - (viii) 該實體或其所屬集團旗下任何公司向本集團或本集團的母公司提供主要管理人員服務。

某人士的近親家族成員指在與實體交易時預期可影響該人士或受該人士影響的家族成員。

4 關鍵會計判斷及估計不確定因素之主要來源

於應用附註3.2所述本集團之會計政策時，本公司董事須對無法從其他途徑得知之資產及負債之賬面值進行判斷、估計及假設。估計及相關假設是基於過往經驗及其他被認為相關的因素。實際結果可能與該等估計不同。

估計及相關假設乃持續進行審閱。對會計估計之修訂乃於估計修訂期間(倘修訂僅影響該期間)或修訂期間及未來期間(倘修訂影響本期間及未來期間)確認。

以下為於報告期末有關未來的主要假設及估計不確定因素的其他主要來源，該等假設來源具有導致下一個財政年度的資產及負債賬面值出現大幅調整的重大風險。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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

(Continued)

4.1 Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions 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.

4.2 Estimated net realisable value on inventories of properties

In determining whether allowances should be made for the Group's inventories of properties, the Group takes into consideration the current market environment, the estimated selling price in the ordinary course of business less estimated costs to completion of the properties, the sales performance in previous years and estimated market value of the properties, i.e. the estimated selling price less estimated costs of selling. An allowance is made if the estimated selling price is less than the carrying amount. If the actual net realisable value on inventories of properties is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, material allowance may result.

4 關鍵會計判斷及估計不確定因素之主要來源(續)

4.1 投資物業之公平值

投資物業乃按獨立專業估值師進行之估值以公平值列賬。在釐定公平值時，估值師依據之估值方法涉及若干對市況之估計。在依賴估值報告之餘，本公司董事已行使其判斷力並信納估值採用之假設足以反映現時市況。該等假設之變動將導致本集團投資物業之公平值出現變動，並須對綜合損益表所呈報之收益或虧損金額作出相應調整。

4.2 物業存貨之估計可變現淨值

於釐定是否應就本集團的物業存貨作出撥備時，本集團會考慮當前市場環境、日常業務過程中的估計售價減完成物業的估計成本、過往年度的銷售表現及物業的估計市值，即估計售價減估計銷售成本。倘估計售價低於賬面值，則須作出撥備。倘物業存貨的實際可變現淨值因市況變動及/或預算開發成本出現重大變動而低於預期，則可能導致重大撥備。

Notes to the Financial Statements

財務報表附註

For the year ended 31 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

(Continued)

4.3 Impairment allowance on financial assets and finance lease receivables and loans receivable

The measurement of impairment losses under HKFRS 9 across all categories of financial assets and finance lease receivables and loans receivable requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk of 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. The Group considers reasonable and 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.

4.4 Depreciation

The Group depreciates the property, plant and equipment in accordance with the accounting policies stated in note 3.2. The estimated useful lives reflect the directors' estimates of the periods that the Group intends to derive future economic benefits from the use of these assets.

4.5 Estimated impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting date. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. For the purposes of impairment testing, assets are allocated to its respective CGUs. Management judgement and estimation is required in the area of asset impairment particularly in assessing: (i) whether the carrying amount of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal or value in use; and (ii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate.

4 關鍵會計判斷及估計不確定因素之主要來源(續)

4.3 金融資產及融資租賃應收款項及應收貸款減值撥備

根據香港財務報告準則第9號計量所有類別的金融資產及融資租賃應收款項及應收貸款的減值虧損需要作出判斷，尤其是在釐定減值虧損及評估信貸風險的大幅增加時，對未來現金流量及抵押品價值的金額及時間的估計。此等估計受多項因素影響，當中有關的變動可能導致須作出不同程度的撥備。

於各報告日期，本集團會通過比較由報告日期至初步確認日期之間的預計年內發生的違約風險，評估自初步確認以來信貸風險是否有顯著增加。本集團就此會考慮相關及毋須花費過度成本或精力即可獲得的合理及可靠資料。此包括定量及定性資料以及前瞻性分析。

4.4 折舊

本集團根據附註3.2所述之會計政策對物業、廠房及設備計算折舊。估計可用年期為董事估計本集團擬從使用該等資產取得未來經濟利益之期間。

4.5 非金融資產之估計減值

本集團於各報告日期末評估全部非金融資產是否有任何減值跡象。非金融資產於有跡象顯示賬面值可能無法收回時進行減值測試。就減值測試而言，資產會分配至其各自之現金產生單位。管理層須就資產減值作出判斷及估計，尤其是評估：(i)資產賬面值能否以可收回金額(即公平值減出售成本或使用價值的較高者)支持；及(ii)編製現金流量預測時將應用的適當主要假設，包括該等現金流量預測是否使用適當利率貼現。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 REVENUE

(i) Disaggregation of the Group's revenue from contracts with customers

For the year ended 31 December 2022

Segments 分類		Leasing 租賃 HK\$'000 港幣千元	Bulk commodity trade 大宗商品貿易 HK\$'000 港幣千元	Properties development and investment 物業發展及投資 HK\$'000 港幣千元	Marine recreation services and hotel 海上旅遊服務和酒店 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Types of goods or services	商品或服務類型					
Sales of:	銷售：					
- properties	- 物業	-	-	84,262	-	84,262
- steel and chemical products	- 鋼鐵及化工產品	-	761,745	-	-	761,745
Consultancy service income from leasing arrangements	租賃安排之諮詢服務收入	54,763	-	-	-	54,763
Marine recreation, hotel and travel agency services income	海上旅遊、酒店及旅行社服務	-	-	-	14,017	14,017
Revenue from contracts with customers	來自與客戶合約之收益	54,763	761,745	84,262	14,017	914,787
Rental income from investment properties	來自投資物業的租金收入	-	-	2,788	-	2,788
Rental income under operating lease in respect of owned machineries and equipment	有關自有機械及設備之經營租賃項下租金收入	32,022	-	-	-	32,022
Interest income from loans receivable	應收貸款之利息收入	316,756	-	-	-	316,756
Finance lease income	融資租賃收入	11,037	-	-	-	11,037
Total	總計	414,578	761,745	87,050	14,017	1,277,390

All revenue from contracts with customers are recognised at a point in time for the year ended 31 December 2022.

截至二零二二年十二月三十一日止年度，所有客戶合約收益均於某一時間點確認。

5 營業額

(i) 本集團來自客戶合約之營業額之分別賬款

截至二零二二年十二月三十一日止年度

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 REVENUE (Continued)

(i) Disaggregation of the Group's revenue from contracts with customers (Continued)

For the year ended 31 December 2021

Segments 分類	Leasing 租賃	Bulk commodity trade 大宗商品貿易	Properties development and investment 物業發展及投資	Marine recreation and hotel services 海上旅遊服務和酒店	Total 總計	
						HK\$'000 港幣千元
Types of goods or services	商品或服務類型					
Sales of:	銷售：					
- properties	-	-	78,410	-	78,410	
- steel and chemical products	-	755,431	-	-	755,431	
Consultancy service income from leasing arrangements	租賃安排之諮詢服務收入	86,648	-	-	86,648	
Marine recreation, hotel and travel agency services income	海上旅遊、酒店及旅行社服務	-	-	22,380	22,380	
Revenue from contracts with customers	來自與客戶合約之收益	86,648	755,431	78,410	22,380	942,869
Rental income from investment properties	來自投資物業的租金收入	-	-	1,765	-	1,765
Rental income under operating lease in respect of owned machineries and equipment	有關自有機械及設備之經營租賃項下租金收入	34,980	-	-	-	34,980
Interest income from loans receivable	應收貸款之利息收入	189,989	-	-	-	189,989
Finance lease income	融資租賃收入	3,076	-	-	-	3,076
Total	總計	314,693	755,431	80,175	22,380	1,172,679

All revenue from contracts with customers are recognised at a point in time for the year ended 31 December 2021.

截至二零二一年十二月三十一日止年度，所有客戶合約收益均於某一時間點確認。

5 營業額(續)

(i) 本集團來自客戶合約之營業額之分別賬款(續)

截至二零二一年十二月三十一日止年度

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 REVENUE (Continued)

(ii) Transaction price allocated to the remaining performance obligation for contracts with customers

Except for contracts with customers from the sales of properties, all other contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) for sales of properties as at 31 December 2022 and 2021 and the expected timing of recognising revenue are as follows:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Sales of properties	出售物業		
Within one year	一年內	52,197	37,635
More than one year	多於一年	41,369	74,776
		93,566	112,411

(iii) Leases

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
For operating leases: Lease payments that are fixed	就經營租賃而言： 固定租賃付款	34,810	36,745
For finance leases: Finance income on the net investment in the lease	就融資租賃而言： 租賃淨投資之融資收入	11,037	3,076
Total revenue arising from leases	租賃產生的收入總額	45,847	39,821

5 營業額(續)

(ii) 分配至客戶合約餘下履約責任的交易價格

除來自銷售物業的客戶合約外，所有其他客戶合約均為期一年或以下。誠如香港財務報告準則第15號所允許，並無披露分配至該等未履行合約的交易價格。

於二零二二年及二零二一年十二月三十一日，分配至銷售物業的餘下履約責任(未履行或部分未履行)的交易價格及預期確認收益的時間如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Sales of properties	出售物業		
Within one year	一年內	52,197	37,635
More than one year	多於一年	41,369	74,776
		93,566	112,411

(iii) 租賃

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
For operating leases: Lease payments that are fixed	就經營租賃而言： 固定租賃付款	34,810	36,745
For finance leases: Finance income on the net investment in the lease	就融資租賃而言： 租賃淨投資之融資收入	11,037	3,076
Total revenue arising from leases	租賃產生的收入總額	45,847	39,821

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 REVENUE (Continued)

(iii) Leases (Continued)

For the year ended 31 December 2022, the Group recognised HK\$10,744,000 selling profit (2021: HK\$24,819,000), being the difference between revenue and the cost of sales, as a dealer lessor.

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Finance lease income – machinery and equipment	融資租賃收入—機器及設備	11,037	3,076
Operating lease income – machinery and equipment	經營租賃收入—機器及設備	32,022	34,980
Operating lease income – property	經營租賃收入—物業	2,788	1,765
Total revenue arising from leases	租賃產生的收入總額	45,847	39,821

6 SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision makers (“CODM”), for the purpose of resources allocation and assessment of segment performance, focuses on types of goods or services delivered or provided.

The Group’s reportable segments under HKFRS 8 are as follows:

- (1) Leasing – providing leasing services including finance lease, sale and leaseback and operating lease services
- (2) Bulk commodity trade – trading of steel and chemical products
- (3) Property development and investment – holding land for property development projects, providing rental services and holding investment properties for appreciation
- (4) Marine recreation services and hotel – providing marine recreation, hotel and travel agency services

5 營業額(續)

(iii) 租賃(續)

截至二零二二年十二月三十一日止年度，本集團(作為經銷商出租人)確認銷售溢利港幣10,744,000元(二零二一年：港幣24,819,000元)，即收益與銷售成本之間的差額。

6 分類資料

向本公司執行董事(即主要營運決策者(「主要營運決策者」))所呈報以供分配資源及評估分類表現的資料側重於所交付或提供的商品或服務類型。

以下為本集團根據香港財務報告準則第8號之報告分類：

- (1) 租賃—提供租賃服務(包括融資租賃、售後回租及經營租賃服務)
- (2) 大宗商品貿易—鋼材及化工產品貿易
- (3) 物業發展及投資—持有土地作物業發展項目用途、提供租賃服務及持有投資物業以待升值
- (4) 海上旅遊服務和酒店—提供海上旅遊、酒店及旅行社服務

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments:

For the year ended 31 December 2022

6 分類資料

分類收益及業績

以下為本集團按報告分類劃分之收益及業績分析：

截至二零二二年十二月三十一日止年度

	Leasing 租賃 HK\$'000 港幣千元	Bulk commodity trade 大宗 商品貿易 HK\$'000 港幣千元	Property development and investment 物業發展及投資 HK\$'000 港幣千元	Marine recreation services and hotel 海上旅遊服務和酒店 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Revenue as presented in consolidated statement of profit or loss 綜合損益表呈列之營業額	<u>414,578</u>	<u>761,745</u>	<u>87,050</u>	<u>14,017</u>	<u>1,277,390</u>
Results Segment results (note (a)) 業績 分類業績(附註(a))	<u>176,315</u>	<u>3,253</u>	<u>24,060</u>	<u>(25,356)</u>	<u>178,272</u>
Fair value loss on investment properties (note (b)) 投資物業之公平值虧損(附註(b))					(6,238)
Unallocated finance costs 未分配融資成本					(13,484)
Unallocated corporate expenses 未分配企業開支					(41,689)
Unallocated corporate income 未分配企業收入					<u>5,370</u>
Profit before tax 除稅前溢利					<u>122,231</u>

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2022 (Continued)

6 分類資料(續)

分類收益及業績(續)

截至二零二二年十二月三十一日止年度
(續)

		Leasing	Bulk commodity trade	Property development and investment	Marine recreation services and hotel	Unallocated	Total
		租賃	大宗商品貿易	物業發展及投資	海上旅遊服務和酒店	未分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Notes:	附註：						
(a) Amounts included in the measure of segment results	(a) 計入分類業績計量之金額						
Interest income from deposits and other financial assets	存款及其他金融資產之利息收入	11,220	5	551	57	1,847	13,680
Depreciation	折舊	(22,311)	(15)	(22)	(12,727)	(4,916)	(39,991)
Interest expenses (included in costs of revenue)	利息支出(計入收益成本)	(155,771)	-	-	-	-	(155,771)
Finance costs	融資成本	(100)	(1,952)	-	(25)	(13,484)	(15,561)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	-	-	(342)	-	(342)
(b) Amount regularly provided to the CODM for the analysis of the segment's performance	(b) 定期向主要營運決策者提供分析之分類表現之金額						
Fair value loss on investment properties	投資物業之公平值虧損	-	-	(6,238)	-	-	(6,238)

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2021

6 分類資料(續)

分類收益及業績(續)

截至二零二一年十二月三十一日止年度

	Leasing 租賃 HK\$'000 港幣千元	Bulk commodity trade 大宗 商品貿易 HK\$'000 港幣千元	Property development and investment 物業發展及投資 HK\$'000 港幣千元	Marine recreation and hotel services 海上旅遊服務和酒店 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Revenue as presented in consolidated statement of profit or loss	314,693	755,431	80,175	22,380	1,172,679
Results Segment results (note (a))	197,270	3,623	21,181	(22,717)	199,357
Fair value loss on investment properties (note (b))					(1,656)
Unallocated finance costs					(4,738)
Unallocated corporate expenses					(42,364)
Unallocated corporate income					19,213
Profit before tax					169,812

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2021 (Continued)

6 分類資料(續)

分類收益及業績(續)

截至二零二一年十二月三十一日止年度
(續)

	Leasing	Bulk commodity trade	Property development and investment	Marine recreation services and hotel	Unallocated	Total
	租賃	大宗商品貿易	物業發展及投資	海上旅遊服務和酒店	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元

Notes:

附註：

(a) Amounts included in the measure of segment results	(a) 計入分類業績計量之金額						
Interest income from deposits and other financial assets	存款及其他金融資產之利息收入	6,364	1	381	24	5,793	12,563
Depreciation	折舊	(23,197)	(13)	(15)	(13,670)	(6,043)	(42,938)
Interest expenses (included in costs of revenue)	利息支出(計入收益成本)	(58,103)	-	-	-	-	(58,103)
Finance costs	融資成本	-	(1,491)	-	(132)	(4,738)	(6,361)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	-	-	(5)	-	(5)
(b) Amount regularly provided to the CODM for the analysis of the segment's performance	(b) 定期向主要營運決策者提供分析之分類表現之金額						
Fair value loss on investment properties	投資物業之公平值虧損	-	-	(1,656)	-	-	(1,656)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3.2. Segment profit/(loss) represents the profit earned by/loss from each segment without allocation of corporate expenses and income, directors' emoluments, fair value loss on investment properties and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

經營分類的會計政策與附註3.2所述的本集團會計政策相同。分部溢利/(虧損)指各分類賺取溢利/虧損，並無分配公司開支及收入、董事酬金、投資物業公平值虧損及融資成本。此為就資源分配及表現評估向主要經營決策者報告的衡量標準。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

Unallocated corporate income mainly comprised net exchange gain and interest income from deposits and related parties (2021: net exchange gain and interest income from deposits and related parties) which are not directly attributable to the business activities of any operating segment.

Unallocated corporate expenses mainly comprised depreciation, staff costs and legal and professional expenses of the Group's headquarter which are not directly attributable to the business activities of any operating segment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

		Note 附註	2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Segment assets	分類資產			
Leasing	租賃		9,113,630	7,152,014
Bulk commodity trade	大宗商品貿易		25,901	78,269
Property development and investment	物業發展及投資	(a)	431,602	461,773
Marine recreation services and hotel	海上旅遊服務和酒店		153,320	183,486
Total segment assets	分類資產總值		9,724,453	7,875,542
Unallocated	未分配			
- other financial assets	- 其他金融資產		69,183	81,508
- bank balances and cash	- 銀行結存及現金		140,885	120,670
- other unallocated assets	- 其他未分配資產		75,214	90,086
Consolidated assets	綜合資產		10,009,735	8,167,806

6 分類資料(續)

分類收益及業績(續)

未分配企業收入主要包括匯兌收益淨額及來自存款及關連方之利息收入(二零二一年：匯兌收益淨額及來自存款及關連方之利息收入)，並不直接歸屬於任何經營分類的業務活動。

未分配企業開支主要包括折舊、本集團總部的員工成本以及法律及專業開支，並不直接歸屬於任何經營分類的業務活動。

分類資產及負債

以下為本集團的資產及負債按報告分類之分析：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Segment liabilities	分類負債		
Leasing	租賃	6,246,782	4,183,651
Bulk commodity trade	大宗商品貿易	8,787	63,669
Property development and investment	物業發展及投資	234,620	237,644
Marine recreation services and hotel	海上旅遊服務和酒店	43,406	42,950
Total segment liabilities	分類負債總額	6,533,595	4,527,914
Bank borrowings	銀行借貸	500,000	460,319
Other unallocated liabilities	其他未分配負債	40,890	37,871
Consolidated liabilities	綜合負債	7,074,485	5,026,104

Note:

- (a) Segment assets of property development and investment segment include investment properties but segment results exclude the related fair value loss of HK\$6,238,000 (2021: HK\$1,656,000) for the year.

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than assets held by head office and the inactive subsidiaries; and
- all liabilities are allocated to reportable segments other than borrowings and liabilities incurred by head office and the inactive subsidiaries.

6 分類資料(續)

分類資產及負債(續)

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Segment liabilities	分類負債		
Leasing	租賃	6,246,782	4,183,651
Bulk commodity trade	大宗商品貿易	8,787	63,669
Property development and investment	物業發展及投資	234,620	237,644
Marine recreation services and hotel	海上旅遊服務和酒店	43,406	42,950
Total segment liabilities	分類負債總額	6,533,595	4,527,914
Bank borrowings	銀行借貸	500,000	460,319
Other unallocated liabilities	其他未分配負債	40,890	37,871
Consolidated liabilities	綜合負債	7,074,485	5,026,104

附註：

- (a) 物業發展及投資分類之分類資產包括投資物業，但分類業績不包括年內相關公平值虧損港幣6,238,000元(二零二一年：港幣1,656,000元)。

為監控分類表現及於分類間分配資源：

- 除總辦事處及不活躍附屬公司持有之資產外，所有資產均分配至報告分類；及
- 除總辦事處及不活躍附屬公司產生之借貸及負債外，所有負債均分配至報告分類。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

Amounts included in the measure of segment assets:

Leasing	Bulk commodity trade	Property development and investment	Marine recreation services and hotel	Unallocated	Total
租賃	大宗商品貿易	物業發展及投資	海上旅遊服務和酒店	未分配	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元

Additions to non-current assets (other than financial assets and deferred tax assets) 添置非流動資產(金融資產及遞延稅項資產除外)

- For the year ended 31 December 2022	- 截至二零二二年十二月三十一日止年度	460,458	-	32	1,951	6,179	468,620
- For the year ended 31 December 2021	- 截至二零二一年十二月三十一日止年度	2,642	12	39	2,202	28	4,923

6 分類資料(續)

分類資產及負債(續)

計入分類資產計量之金額：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

Geographical information

The Group's operations are located in Hong Kong, the PRC and others.

Information about the Group's revenue from external customers is presented based on the location of the customers. Information about the Group's non-current assets (other than financial instruments and deferred tax assets) is presented based on the physical location of the assets.

		Revenue from external customers 來自外部顧客之收益		Non-current assets 非流動資產	
		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Hong Kong	香港	584,780	453,260	5,892	2,040
The PRC	中國	514,239	457,287	781,258	404,586
Others	其他	178,371	262,132	-	-
		1,277,390	1,172,679	787,150	406,626

Note: Non-current assets excluded financial instruments and deferred tax assets.

附註：非流動資產不包括金融工具及遞延稅項資產。

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Customer A	客戶A	379,434	366,587
Customer B	客戶B	N/A ¹	176,968

¹ The corresponding revenue did not contribute over 10% of the total revenue of the Group.

主要客戶資料

於相關年度佔本集團總營業額10%以上的客戶貢獻的收入如下：

¹ 相應收入對本集團總收入的貢獻不超過10%。

For the year ended 31 December 2022, both customer A and B are from bulk commodity trade business.

截至二零二二年十二月三十一日止年度，客戶A及B均來自大宗商品貿易業務。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

7 OTHER INCOME AND GAINS, NET

7 其他收入及收益淨額

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Interest income from:	來自以下項目之利息收入：		
– deposits and other financial assets	– 存款及其他金融資產	13,680	12,563
– related parties	– 關連方	3,022	2,868
Dividend from equity instruments at FVTOCI	按公平值計入其他全面收益的權益工具的股息	63	–
Fair value gain on other financial assets measured at FVTPL	按公平值計入損益的其他金融資產之公平值收益	–	161
Government subsidies (note)	政府補助(附註)	989	503
Exchange gain, net	匯兌收益淨額	–	9,927
Gain on disposal of investment properties	出售投資物業之收益	1,786	360
Others	其他	5,289	2,706
		24,829	29,088

Note:

For the year ended 31 December 2022, among the government subsidies, HK\$192,000 (2021: Nil) are government grants obtained from the Employment Support Scheme (“ESS”) under the Anti-epidemic Fund launched by the Government of the Hong Kong Special Administrative Region supporting the payroll of the Group’s employees. Under the ESS, the Group had to commit to spend these grants on payroll expenses, and not to reduce employee head count below prescribed levels as set out in the ESS for the year ended 31 December 2022.

For the year ended 31 December 2022, HK\$797,000 (2021: HK\$503,000) are government grants obtained from Mainland local government supporting the tourism business. The Group has complied with the requirements set out by the local government for the year ended 31 December 2022.

附註：

截至二零二二年十二月三十一日止年度，於政府補貼中，港幣192,000元(二零二一年：零)為香港特別行政區政府推出的防疫抗疫基金項下保就業計劃(「保就業計劃」)獲得的政府補貼，以支持本集團僱員的工資。根據保就業計劃，截至二零二二年十二月三十一日止年度，本集團須承諾將該等補貼用於薪金開支，且不會將僱員人數減至保就業計劃規定的以下水平。

截至二零二二年十二月三十一日止年度，政府補助港幣797,000元(二零二一年：港幣503,000元)為從內地當地政府取得以支持旅遊業務的政府補助。本集團於截至二零二二年十二月三十一日止年度已履行當地政府制定之規定。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

8 FINANCE COSTS

8 融資成本

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Interest on bank borrowings	銀行借貸之利息	75,423	23,916
Interest on asset-backed securities	資產支持證券之利息	89,715	41,720
Interest on loans from related parties	來自關連方貸款之利息	7,766	1,113
Interest on lease liabilities	租賃負債利息	224	255
		173,128	67,004
Less:	減：		
Amounts capitalised on properties under development	發展中物業之撥作資本化之金額	(1,796)	(2,540)
Amounts included in costs of revenue	計入收益成本之金額		
– Interest on bank borrowings	– 銀行借貸之利息	(61,226)	(16,383)
– Interest on asset-backed securities	– 資產支持證券之利息	(89,715)	(41,720)
– Interest on loans from related parties	– 來自關連方貸款之利息	(4,830)	–
		15,561	6,361

The borrowing costs have been capitalised at a rate of 2.40% (2021: 2.14%) per annum.

借貸成本已按年利率2.40%(二零二一年：2.14%)資本化。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

9 INCOME TAX EXPENSE

9 所得稅開支

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Current tax:	即期稅項：		
Hong Kong Profits Tax	香港利得稅	283	393
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)	47,358	50,816
PRC Land Appreciation Tax ("LAT")	中國土地增值稅(「土地增值稅」)	2,641	5,919
		50,282	57,128
Over-provision in prior years:	過往年度超額撥備：		
Hong Kong Profits Tax	香港利得稅	(10)	(10)
PRC EIT	中國企業所得稅	(56)	-
		50,216	57,118
Deferred tax (note 32)	遞延稅項(附註32)	(5,273)	7,002
		44,943	64,120

Under the two-tiered profits tax rate regime of Hong Kong Profits Tax, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2,000,000 of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2,000,000. The assessable profits of other subsidiaries in Hong Kong are taxed at a flat rate of 16.5%.

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years. The current tax also comprised LAT which is estimated in accordance with 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.

根據香港利得稅的二級利得稅制度，合資格集團實體的首港幣2,000,000元溢利將按8.25%的稅率徵稅，而超過港幣2,000,000元的溢利將按16.5%的稅率徵稅。因此，合資格集團實體的香港利得稅按估計應課稅溢利首港幣2,000,000元的8.25%計算，而超過港幣2,000,000元的估計應課稅溢利則按16.5%計算。其他附屬公司於香港之應課稅溢利按16.5%之統一稅率計算。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於兩個年度的稅率均為25%。即期稅項亦包括土地增值稅。土地增值稅乃根據相關中國稅法及條例所載之規定估計。土地增值稅已按增值額之累進稅率範圍撥備，且有若干可扣減項目。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

9 INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expense and accounting profit at applicable tax rates:

9 所得稅開支(續)

按適用稅率計算之所得稅開支與會計溢利之對賬如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Profit before tax	除稅前溢利	122,231	169,812
Tax calculated at PRC EIT rate of 25% (2021: 25%)	按中國企業所得稅率25%(二零二一年：25%)計算之稅項	30,558	42,453
Effect of different tax rates of group entities operating in jurisdictions other than the PRC	在除中國外其他司法權區經營之集團實體之不同稅率影響	2,365	(536)
PRC LAT	中國土地增值稅	2,641	5,919
Tax effect on LAT	土地增值稅之稅務影響	(660)	(1,480)
Tax effect of expenses not deductible for tax purpose	納稅時不可扣除開支之稅務影響	2,794	8,768
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(646)	(588)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	7,847	575
Tax effect of temporary difference not recognised	未確認臨時性差額之稅務影響	(44)	(5)
Tax effect of tax losses utilised during the year	年內已動用稅項虧損之稅務影響	(347)	(146)
Withholding tax from interest income	利息收入之預扣稅	-	2,531
Withholding tax for undistributed profits of PRC subsidiaries	中國附屬公司之未分配溢利之預扣稅	501	6,639
Over-provision in prior years	過往年度超額撥備	(66)	(10)
Income tax expense	所得稅開支	44,943	64,120

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10 PROFIT FOR THE YEAR

10 年內溢利

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Profit for the year has been arrived at after charging/(crediting):	年內溢利已扣除／(計入)：		
Auditor's remuneration	核數師酬金		
– audit services	– 審計服務	1,180	1,250
– non-audit services	– 非審計服務	900	360
		2,080	1,610
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	39,996	42,948
Less: Amounts capitalised on properties under development	減：發展中物業之撥作資本化之金額	(5)	(10)
		39,991	42,938
Contributions to retirement benefits schemes (including directors' emoluments)	退休福利計劃供款 (包括董事酬金)	14,359	12,011
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)	69,165	58,048
Total staff costs	員工成本總計	83,524	70,059
Less: Amounts capitalised on properties under development	減：發展中物業之撥作資本化之金額	(1,833)	(1,821)
		81,691	68,238
Cost of inventories sold (included in costs of revenue)	存貨銷售成本(計入收益成本)	824,479	815,061
Exchange loss/(gain), net	匯兌虧損／(收益)淨額	7,584	(9,927)
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損淨額	342	5
Impairment losses recognised/(reversed) on financial assets, net include in administrative expenses:	金融資產確認／(撥回)之減值虧損淨額(計入行政費用)：		
– trade and other receivables	– 貿易及其他應收款項	19	(4)
– finance lease receivables and loans receivable	– 融資租賃應收款項及應收貸款	4,586	11,835
		4,605	11,831
Gross rental income from investment properties	來自投資物業之租賃收入總額	(2,788)	(1,765)
Less: Direct operating expenses arising from investment properties	減：因投資物業產生之直接經營開支	–	264
		(2,788)	(1,501)
Expenses relating to short-term leases	與短期租賃有關的開支	–	1,255

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

11 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

Directors' remuneration for the year, disclosed pursuant to applicable Listing Rules and the Hong Kong Companies Ordinance, is as follow:

For the year ended 31 December 2022

11 董事及高級管理層酬金

(a) 董事酬金

根據適用上市規則及香港公司條例披露的本年度董事酬金如下：

截至二零二二年十二月三十一日止年度

		Executive directors 執行董事			Non-executive director 非執行董事	Independent non-executive directors 獨立非執行董事			Total 合計
		Zhang Bin 張斌 HK\$'000 港幣千元	Gu Honglin 顧洪林 HK\$'000 港幣千元 (note (a)) 附註(a)	Yang Tianzhou 楊田洲 HK\$'000 港幣千元	Wang Daxiong 王大雄 HK\$'000 港幣千元 (note (b)) (附註(b))	Chang Qing 常清 HK\$'000 港幣千元	Lee Man Chun, Tony 李萬全 HK\$'000 港幣千元	He Jia 何佳 HK\$'000 港幣千元	
Fees	袍金	-	-	-	180	360	360	360	1,260
Salaries and other allowances	薪金及其他津貼	-	-	-	-	-	-	-	-
Discretionary bonus	酌情花紅	-	-	-	-	-	-	-	-
Contribution to retirement benefits schemes	退休福利計劃供款	-	-	-	-	-	-	-	-
Total emoluments	總酬金	-	-	-	180	360	360	360	1,260

For the year ended 31 December 2021

截至二零二一年十二月三十一日止年度

		Executive directors 執行董事				Independent non-executive directors 獨立非執行董事			Total 合計
		Zhang Bin 張斌 HK\$'000 港幣千元	Wang Tianlin 王天霖 HK\$'000 港幣千元 (note (c)) 附註(c)	Li Shufang 李舒放 HK\$'000 港幣千元 (note (d)) 附註(d)	Yang Tianzhou 楊田洲 HK\$'000 港幣千元	Chang Qing 常清 HK\$'000 港幣千元	Lee Man Chun, Tony 李萬全 HK\$'000 港幣千元	He Jia 何佳 HK\$'000 港幣千元	
Fees	袍金	-	-	-	-	360	360	360	1,080
Salaries and other allowances	薪金及其他津貼	-	-	732	-	-	-	-	732
Discretionary bonus	酌情花紅	-	-	-	-	-	-	-	-
Contribution to retirement benefits schemes	退休福利計劃供款	-	-	12	-	-	-	-	12
Total emoluments	總酬金	-	-	744	-	360	360	360	1,824

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

11 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (a) Mr. Gu Honglin was appointed as an executive director with effect from 23 December 2022.
- (b) Mr. Wang Daxiong was appointed as a non-executive director with effect from 1 July 2022 and resigned with effect from 11 January 2023.
- (c) Mr. Wang Tianlin has resigned as an executive director with effect from 3 December 2021.
- (d) Mr. Li Shufang has resigned as an executive director with effect from 9 September 2021.

The executive directors are not paid directly by the Company but receive emoluments from the Company's holding company, in respect of their services to the larger group which includes the Group. No apportionment has been made as the qualifying services provided by these directors to the Group are incidental to their responsibilities to the larger group.

During the year ended 31 December 2021, four executive directors of the Company, namely Mr. Zhang Bin, Mr. Wang Tianlin, Mr. Li Shufang and Mr. Yang Tianzhou, had waived their directors' fees of HK\$180,000, HK\$120,000, HK\$120,000 and HK\$120,000 respectively.

(b) Five highest paid individuals

No (2021: none) director of the Company was included in the five highest paid individuals of the Group for the year ended 31 December 2022. The emoluments of the five (2021: five) highest paid individuals for the year ended 31 December 2022 were as follows:

11 董事及高級管理層酬金(續)

(a) 董事酬金(續)

附註：

- (a) 顧洪林先生獲委任為執行董事，自二零二二年十二月二十三日起生效。
- (b) 王大雄先生獲委任為非執行董事，自二零二二年七月一日起生效，並於二零二三年一月十一日辭任。
- (c) 王天霖先生已辭任執行董事職務，自二零二一年十二月三日起生效。
- (d) 李舒放先生已辭任執行董事職務，自二零二一年九月九日起生效。

執行董事的董事酬金並非由本公司直接支付，而是從本公司的控股公司收取酬金，作為彼等為包括本集團在內的更大集團提供服務的代價。由於該等董事向本集團提供的合資格服務與其對更大集團的責任有關，故並無作出分攤。

截至二零二一年十二月三十一日止年度，本公司四位執行董事張斌先生、王天霖先生、李舒放先生及楊田洲先生已放棄其董事袍金分別為港幣180,000元、港幣120,000元、港幣120,000元及港幣120,000元。

(b) 五名最高薪酬人士

截至二零二二年十二月三十一日，無(二零二一年：無)本公司董事計入本集團五名最高薪酬人士。截至二零二二年十二月三十一日，五名(二零二一年：五名)最高薪酬人士之酬金如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Salaries and other benefits	薪金及其他福利	4,359	3,616
Performance-based bonus	績效獎金	3,075	3,362
Contributions to retirement benefit schemes	退休福利計劃供款	739	986
		8,173	7,964

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

11 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

11 董事及高級管理層酬金(續)

(b) Five highest paid individuals (Continued)

The number of the highest paid individuals who are not directors of the Company whose remuneration fell within the following bands is as follows:

(b) 五名最高薪酬人士(續)

薪酬介乎以下範圍的非本公司董事的最高薪酬人士的人數如下：

		Number of individuals 人員數目	
		2022 二零二二年	2021 二零二一年
Nil to HK\$1,000,000	港幣零元至港幣1,000,000元	-	-
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至港幣1,500,000元	1	2
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	4	2
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	-	1
		5	5

During the years ended 31 December 2022 and 2021, no remuneration was paid by the Group to the directors or the five (2021: five) highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

於截至二零二二年及二零二一年十二月三十一日止年度，本集團並無向董事或五名(二零二一年：五名)最高薪酬個人支付任何酬金，作為鼓勵其加入本集團或於其加入本集團時之獎勵，或作為其離職之補償。

(c) Senior management's emolument

The remuneration paid to the senior management (other than the directors as disclosed in note 11(a) above) for the year fell within the following band:

(c) 高級管理層酬金

於年內，向高級管理層(除上文附註11(a)披露的董事外)支付的酬金介乎下列組別：

		Number of individuals 人員數目	
		2022 二零二二年	2021 二零二一年
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至港幣1,500,000元	1	1

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12 DIVIDENDS

12 股息

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Dividends proposed:	建議宣派股息：		
Proposed final dividend of HK\$0.39 cent (2021: HK\$0.54 cent) per ordinary share	建議宣派每股普通股0.39港仙 (二零二一年：0.54港仙)之末期股息	23,262	32,209
Dividends paid:	已付股息：		
Final dividend of HK\$0.54 cent (2020: HK\$0.9 cent) per ordinary share in respect of financial year ended 31 December 2021	就截至二零二一年十二月三十一日止之財政年度宣派每股普通股0.54港仙(二零二零年：0.9港仙)之末期股息	32,209	52,173

The final dividend of HK\$0.39 cent per ordinary share proposed after the reporting date for the year ended 31 December 2022 were not recognised as a liability at the end of the reporting date. In addition, the final dividend is subject to the shareholders' approval at the forthcoming annual general meeting.

於報告日期後建議宣派截至二零二二年十二月三十一日止年度之末期股息每股普通股0.39港仙，於報告日期後並無確認為負債。此外，末期股息須待股東於應屆股東週年大會批准後，方可作實。

In July 2022, a final dividend of HK\$0.54 cent (2020: HK\$0.9 cent) per ordinary share was paid to shareholders as the final dividend in respect of the financial year ended 31 December 2021.

於二零二二年七月，已向股東派付截至二零二一年十二月三十一日止財政年度之末期股息每股普通股0.54港仙(二零二零年：0.9港仙)。

The breakdown of the final dividend paid is as follows:

所派發的末期股息明細如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Dividends:	股息：		
Cash	現金	32,209	23,425
Share alternative (note 33)	以股代息選擇(附註33)	-	28,748
		32,209	52,173

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13 EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to owners of the Company is based on the following data:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Earnings	盈利		
Profit for the year attributable to owners of the Company for the purpose of basic earnings per share	用於計算每股基本盈利之本公司擁有人應佔年度溢利	76,066	104,222
		2022 二零二二年 '000 千股	2021 二零二一年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利之加權平均普通股數目	5,952,885	5,857,209

Diluted earnings per share for the years ended 31 December 2022 and 2021 are not presented as there were no dilutive potential ordinary shares in issue during both years.

本公司擁有人應佔每股基本盈利乃基於以下數據計算：

由於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存在具攤薄潛力之已發行普通股，故並無呈列兩個年度之每股攤薄盈利。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

		Buildings	Furniture and equipment	Motor vehicles and vessels	Marine travel facilities and equipment	Land and other properties leased for own used	Machineries and equipment	Total
		樓宇	傢俬及辦公設備	汽車及船舶	海上旅遊設施及設備	持作自用之土地及其他物業租賃	機械及設備	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Cost	成本							
At 1 January 2021	於二零二一年一月一日	171,781	20,477	71,614	7,452	70,878	131,005	473,207
Exchange adjustments	匯兌調整	4,140	434	1,926	188	1,113	3,303	11,104
Additions	添置	-	524	2,087	-	2,312	-	4,923
Disposals	出售	-	(176)	-	-	-	-	(176)
Transfer to investment properties (note 15)	轉撥至投資物業(附註15)	(11,424)	-	-	-	-	-	(11,424)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	164,497	21,259	75,627	7,640	74,303	134,308	477,634
Exchange adjustments	匯兌調整	(12,134)	(2,283)	(5,755)	(564)	(4,800)	(20,603)	(46,139)
Additions	添置	-	42,494	28	-	12,543	413,555	468,620
Disposals	出售	-	(4,920)	(2,970)	-	-	-	(7,890)
Eliminated upon end of leases	租賃結束時抵銷	-	-	-	-	(10,308)	-	(10,308)
At 31 December 2022	於二零二二年十二月三十一日	152,363	56,550	66,930	7,076	71,738	527,260	881,917
Accumulated depreciation and impairment	累計折舊及減值							
At 1 January 2021	於二零二一年一月一日	39,628	10,686	44,459	5,998	25,651	2,112	128,534
Exchange adjustments	匯兌調整	1,054	166	1,327	153	134	409	3,243
Provided for the year	年內撥備	7,572	2,370	3,687	294	7,668	21,357	42,948
Eliminated on disposals	出售時抵銷	-	(168)	-	-	-	-	(168)
Eliminated on transfer to investment properties (note 15)	轉撥至投資物業時抵銷(附註15)	(4,294)	-	-	-	-	-	(4,294)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	43,960	13,054	49,473	6,445	33,453	23,878	170,263
Exchange adjustments	匯兌調整	(3,422)	(492)	(4,068)	(468)	(1,893)	(2,295)	(12,638)
Provided for the year	年內撥備	6,918	2,281	2,669	-	7,483	20,645	39,996
Eliminated on disposals	出售時抵銷	-	(4,569)	(2,881)	-	-	-	(7,450)
Eliminated upon end of leases	租賃結束時抵銷	-	-	-	-	(10,308)	-	(10,308)
At 31 December 2022	於二零二二年十二月三十一日	47,456	10,274	45,193	5,977	28,735	42,228	179,863
Carrying amounts	賬面值							
At 31 December 2022	於二零二二年十二月三十一日	104,907	46,276	21,737	1,099	43,003	485,032	702,054
At 31 December 2021	於二零二一年十二月三十一日	120,537	8,205	26,154	1,195	40,850	110,430	307,371

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

14 PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment, after taking into account the residual values, are depreciated on a straight-line basis at the following rates per annum:

Buildings	4%
Furniture and equipment	10% to 33%
Motor vehicles and vessels	6.67% to 33%
Marine travel facilities and equipment	6.67% to 33%
Machineries and equipment	16.67%
Right-of-use assets	Over the shorter of the assets' useful life or the lease term

The Group as lessee

Right-of-use assets (included in the property, plant and equipment)

14 物業、廠房及設備(續)

以上物業、廠房及設備項目乃於考慮剩餘價值後均按下列年率以直線法折舊：

樓宇	4%
傢俬及設備	10%至33%
汽車及船舶	6.67%至33%
海上旅遊設施及設備	6.67%至33%
機械及設備	16.67%
使用權資產	資產可使用年期及租期(以較短者為準)

本集團作為承租人

使用權資產(計入在物業、廠房和設備)

		Leasehold lands 租賃土地 HK\$'000 港幣千元	Leased properties 租賃物業 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
As at 31 December 2022	於二零二二年十二月三十一日			
Carrying amount	賬面值	32,272	10,731	43,003
As at 31 December 2021	於二零二一年十二月三十一日			
Carrying amount	賬面值	36,996	3,854	40,850
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度			
Depreciation charge	折舊支出	2,046	5,437	7,483
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度			
Depreciation charge	折舊支出	2,117	5,551	7,668

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

14 PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group as lessee (Continued)

Right-of-use assets (included in the property, plant and equipment) (Continued)

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Expenses relating to short-term leases	有關短期租賃之開支	-	1,255
Total cash outflow for lease	租賃的現金流出總額	7,456	7,808
Additions to right-of-use assets	添置使用權資產	12,543	2,312

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 3 years (2021: 3 years) without extension and termination options.

The Group has obtained the land use right certificate for all leasehold lands.

The Group as lessor

As at 31 December 2022 and 2021, the Group leases out all the machineries and equipment under operating leases to generate rental income.

Impairment assessment

In respect of the Group's marine recreation services and hotel CGU, due to recurring operating losses, the management of the Group concluded there was indication for impairment and conducted an impairment assessment on the recoverable amounts of certain property, plant and equipment under this CGU.

The Group estimates the recoverable amounts of the relevant assets under the CGU based on the higher of fair value less costs of disposal and value in use. The carrying amount of the relevant assets does not exceed the recoverable amount based on fair value less costs of disposal and value in use and no impairment has been recognised.

14 物業、廠房及設備(續)

本集團作為承租人(續)

使用權資產(計入在物業、廠房和設備)
(續)

	2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Expenses relating to short-term leases	-	1,255
Total cash outflow for lease	7,456	7,808
Additions to right-of-use assets	12,543	2,312

本集團於兩年內租賃多間辦公室以供營運之用。租賃合同的固定年期為3年(二零二一年：3年)，不含延期及終止選擇權。

本集團已就所有租賃土地獲取土地使用權證。

本集團作為出租人

於二零二二年及二零二一年十二月三十一日，本集團根據經營租賃租出所有機器及設備，以產生租金收入。所有租賃均不包括可變租賃付款。

評估減值

就本集團的海上旅遊服務及酒店現金產生單位而言，由於錄得經常性經營虧損，本集團管理層認為存在減值跡象，對該現金產生單位下的若干物業、廠房及設備的可收回金額進行了減值評估。

本集團根據公平值減出售成本與使用價值之較高者估計該現金產生單位下相關資產的可收回金額。相關資產的賬面值不超過根據公平值減出售成本與使用價值的可收回金額，且並無確認減值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15 INVESTMENT PROPERTIES

The Group leases out various offices and stores under operating leases with rentals payable monthly. The leases typically run for an initial period of 3 – 10 years (2021: 3 – 10 years), with unilateral rights to extend the lease beyond initial period held by lessees only.

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 the group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

15 投資物業

本集團根據經營租賃出租多個辦公室及店舖，租金按月支付。該等租賃一般初步為期3至10年(二零二一年：3至10年)，僅承租人有權單方面將租期延長至初步期限之後。

由於所有租賃均以集團實體各自的功能貨幣計值，故本集團並無因租賃安排而面臨外幣風險。租賃合約並不包括剩餘價值擔保及／或承租人於租期結束時購買物業的選擇權。

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Fair value	按公平值		
At 1 January	於一月一日	99,255	89,143
Exchange adjustments	匯兌調整	(7,142)	2,377
Changes in fair value recognised in profit or loss	於損益中確認之公平值變動	(6,238)	(1,656)
Additions	添置	1,762	–
Disposals	出售	(2,541)	(1,709)
Transfer from property, plant and equipment (note 14)	轉自物業、廠房及設備(附註14)	–	11,100
At 31 December	於十二月三十一日	85,096	99,255
Fair value loss on investment properties included in profit or loss	計入損益的投資物業公平值虧損	(6,238)	(1,656)

The carrying amount of investment properties shown above represents properties situated in the PRC held under medium-term leases.

During the year ended 31 December 2021, buildings with carrying amount of HK\$7,130,000 (2022: Nil) included in property, plant and equipment (note 14) were transferred to investment properties and revaluation gain of approximately HK\$3,970,000 (2022: Nil) was credited to revaluation reserve as operating lease agreements were entered into with a third party for these buildings since the prior year to generate rental income.

上文所示之投資物業之賬面值指根據中期租約於中國持有之物業。

截至二零二一年十二月三十一日止年度，計入物業、廠房及設備(附註14)之賬面值為港幣7,130,000元(二零二二年：零)之樓宇已轉至投資物業，而重估收益約港幣3,970,000元(二零二二年：零)已計入重估儲備，乃由於自往年與一名第三方就該等樓宇訂立經營租賃協議以產生租金收入。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15 INVESTMENT PROPERTIES (Continued)

The fair values of the Group's investment properties at 31 December 2022 and 2021 have been arrived at on the basis of a valuation carried out on the respective dates by Jones Lang Lasalle Corporate Appraisal and Advisory Limited, an independent qualified professional valuer not connected to the Group. Jones Lang Lasalle Corporate Appraisal and Advisory Limited is a member of the Hong Kong Institute of Surveyors and possesses appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 *Fair Value Measurement*. The level into which a fair value measurement is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Fair value hierarchy as at 31 December 2022

		Level 1 一級 HK\$'000 港幣千元	Level 2 二級 HK\$'000 港幣千元	Level 3 三級 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Investment properties:	投資物業：				
Property units – the PRC	物業單位 – 中國	-	10,485	74,611	85,096

Fair value hierarchy as at 31 December 2021

		Level 1 一級 HK\$'000 港幣千元	Level 2 二級 HK\$'000 港幣千元	Level 3 三級 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Investment properties:	投資物業：				
Property units – the PRC	物業單位 – 中國	-	11,322	87,933	99,255

During the year ended 31 December 2022 and 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

15 投資物業(續)

本集團於二零二二年及二零二一年十二月三十一日之投資物業之公平值以獨立合資格專業估值師仲量聯行企業評估及諮詢有限公司(與本集團並無關連)於各自日期所採用之估值基準入賬。仲量聯行企業估及諮詢有限公司為香港測量師學會會員，擁有合適資格，近期亦有相關地點類似物業之估值經驗。

於估計物業之公平值時，有關物業之最高及最佳用途即為其當前用途。

下表呈列於報告期末按經常性基準計量的本集團投資物業的公平值，歸類為香港財務報告準則第13號公平值計量定義的三級公平值等級。公平值計量歸類的層級經參考估值方法中使用的輸入數據的可觀察性及重要性釐定如下：

於二零二二年十二月三十一日的公平值等級

於二零二一年十二月三十一日的公平值等級

截至二零二二年及二零二一年十二月三十一日止年度，概無一級與二級之間的轉移或於三級的轉入或轉出。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15 INVESTMENT PROPERTIES (Continued)

Information about Level 3 fair value measurement – Property units in the PRC

Fair value is determined by applying the income approach for the years ended 31 December 2022 and 2021 and based on the following significant unobservable inputs.

Significant unobservable inputs 重大不可觀察輸入數據

Range 範圍

Term yield	3.0% – 4.5% per annum (2021: 3.0% – 4.0% per annum)
年期回報率	每年3.0%–4.5%(二零二一年： 每年3.0%–4.0%)
Expected vacancy rate 預期空置率	0% – 10.0% (2021: 0% – 7.0%) 0%–10.0%(二零二一年：0%–7.0%)
Reversionary yield	3.5% – 5.0% per annum (2021: 3.5% – 4.5% per annum)
復歸回報率	每年3.5%–5.0%(二零二一年： 每年3.5%–4.5%)
Daily rent	RMB1.09 – RMB6.02 per square meter (2021: RMB0.3 – RMB8.1 per square meter)
每日租金	每平方米人民幣1.09元 – 人民幣6.02元 (二零二一年：每平方米人民幣0.3元 – 人民幣8.1元)

15 投資物業(續)

有關三級公平值計量之資料 – 於中國的物業單位

截至二零二二年及二零二一年十二月三十一日止年度，公平值乃透過採用收入法及根據以下重大不可觀察輸入數值釐定。

Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值之關係

The higher the term yield, expected vacancy rate and reversionary yield, the lower the fair value
年期回報率、預期空置率及復歸回報率愈高，則公平值愈低

The higher the daily rent, the higher the fair value

每日租金愈高，則公平值愈高

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15 INVESTMENT PROPERTIES (Continued)

Information about Level 3 fair value measurement – Property units in the PRC (Continued)

For the investment properties under Level 3 recurring fair value measurement, a reconciliation of the opening and closing fair value balances is provided below.

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Opening balance (Level 3 recurring fair value)	年初餘額(三級經常性公平值)	87,933	78,099
Exchange adjustments	匯兌調整	(6,305)	2,099
Fair value change	公平值變動	(6,238)	(1,656)
Addition	添置	1,762	–
Disposals	出售	(2,541)	(1,709)
Transfer from property, plant and equipment (note 14)	轉自物業、廠房及設備(附註14)	–	11,100
Closing balance (Level 3 recurring fair value)	年末餘額(三級經常性公平值)	74,611	87,933

Information about Level 2 fair value measurement – Property unit in the PRC

For the investment property of which the tenancy agreement has expired and which was held for capital appreciation, it was valued by applying direct comparison approach without any significant adjustment being made to the market observable data. The fair value measurement was classified as Level 2.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

15 投資物業(續)

有關三級公平值計量之資料 – 於中國的物業單位(續)

由於投資物業之公平值屬三級經常性公平值計量，年初與年末公平值餘額之對賬如下。

	2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Opening balance (Level 3 recurring fair value)	87,933	78,099
Exchange adjustments	(6,305)	2,099
Fair value change	(6,238)	(1,656)
Addition	1,762	–
Disposals	(2,541)	(1,709)
Transfer from property, plant and equipment (note 14)	–	11,100
Closing balance (Level 3 recurring fair value)	74,611	87,933

有關二級公平值計量之資料 – 於中國的物業單位

對於租賃協議已屆滿並持作資本增值的投資物業，採用直接比較法對市場可觀察數據未作任何重大調整的情況下進行估值。公平值計量分類為二級。

於估計物業之公平值時，有關物業之最高及最佳用途即為其當前用途。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

16 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

16 本公司主要附屬公司之詳情

Details of the principal subsidiaries directly/indirectly held by the Company at the end of the reporting period are set out below:

本公司於報告期末直接/間接持有的主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 註冊/營業地點	Paid-up capital/ issued share capital 已繳足資本/ 已發行股本	Effective equity interest held by the Company		Principal activities 主要業務
			2022 二零二二年 %	2021 二零二一年 %	
Directly held: 直接持有：					
Galactic Investment Limited 銀河投資有限公司	Hong Kong 香港	HK\$2 港幣2元	100	100	Investment holding 投資控股
Indirectly held: 間接持有：					
Chengtong Trading (International) Limited 誠通貿易(國際)有限公司	Hong Kong 香港	HK\$429 港幣429元	100	100	Finance leasing 融資租賃
Chengtong World Trade Limited 誠通世亞有限公司	Hong Kong 香港	HK\$10,000,000 港幣10,000,000元	51	51	Bulk commodity trade 大宗商品貿易
Zhucheng Phoenix Landmark Company Limited [^] 諸城鳳凰置地有限公司 [^]	The PRC 中國	RMB50,000,000 人民幣50,000,000元	100	100	Property development and investment 物業發展及投資
Chengtong Financial Leasing Company Limited [^] 誠通融資租賃有限公司 [^]	The PRC 中國	RMB2,000,000,000 人民幣2,000,000,000元	100	100	Finance leasing and operating leasing 融資租賃及經營租賃
Chengtong Development Trading Company Limited [^] 誠通發展貿易有限公司 [^]	The PRC 中國	RMB100,000,000 人民幣100,000,000元	100	100	Bulk commodity trade 大宗商品貿易
Hainan Yalong Bay Underwater World Travel Company Limited [^] 海南亞龍灣海底世界旅游有限公司 [^]	The PRC 中國	RMB96,000,000 人民幣96,000,000元	100	100	Provision of marine recreation services 提供海上旅遊服務
Hainan Huandao Underwater World Hotel Company Limited [^] 海南寰島海底世界酒店有限公司 [^]	The PRC 中國	RMB8,000,000 人民幣8,000,000元	100	100	Hotel business 酒店業務

* A limited liability company established in the PRC
^ The English names are for identification only

* 一間於中國成立之有限公司
^ 英文名稱僅供識別

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

16 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results of the year or formed a substantial portion of the assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

The following table lists out the information relating to Chengtong World Trade Limited, the subsidiary of the Company which has non-controlling interests ("NCI") in the respective years. The summarised financial information presented below represents the amounts before intragroup eliminations.

Chengtong World Trade Limited

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
As at 31 December	於十二月三十一日		
NCI percentage	非控股權益百分比	49%	49%
Current assets	流動資產	25,864	78,217
Non-current assets	非流動資產	37	52
Current liabilities	流動負債	(8,922)	(63,783)
Non-current liabilities	非流動負債	-	-
Equity attributable to owners of the Company	本公司擁有人應佔之權益	8,658	7,387
NCI of Chengtong World Trade Limited	誠通世亞有限公司非控股權益	8,321	7,099
For the year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	761,745	755,431
Profit for the year	年內溢利	2,493	3,000
Total comprehensive income	全面收益總額	2,493	3,000
Profit and total comprehensive income attributed to NCI of Chengtong World Trade Limited	歸屬於誠通世亞有限公司非控股權益的利潤及綜合收入總額	1,222	1,470
For the year ended 31 December	截至十二月三十一日止年度		
Net cash flows from operating activities	經營活動產生之現金流量	31,467	(29,192)
Net cash flows from investing activities	投資活動產生之現金流量	22	1,251
Net cash flows from financing activities	融資活動產生之現金流量	(44,263)	22,474
Net cash outflows	現金流出淨額	(12,774)	(5,467)

16 本公司主要附屬公司之詳情(續)

上表列出本公司董事認為主要影響本集團年內業績或形成本集團大部分資產及負債之本公司附屬公司。本公司董事考慮到篇幅所限，故並無列出其他附屬公司之詳情。

於年末，並無附屬公司發行任何債務證券。

下表列出有關本公司附屬公司誠通世亞有限公司於各年度持有非控股權益(「非控股權益」)的資料。以下呈列之財務資料概要為未計集團間抵銷前之數額。

誠通世亞有限公司

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17 DEPOSITS PAID

17 已付按金

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Deposits paid for purchase of property, plant and equipment	購買物業、廠房及設備已付按金	-	1,015

18 PROPERTIES HELD FOR SALE/PROPERTIES UNDER DEVELOPMENT

18 持作出售物業／發展中物業

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Properties held for sale	持作出售物業	63,927	130,438
Properties under development	發展中物業	182,767	143,793
		246,694	274,231

Properties held under development comprise leasehold land and certain construction costs in the PRC under medium-term lease for commercial use and long lease for residential use. The amount is expected to be recovered within the Group's operating cycle, thus, it is classified as current assets.

發展中物業包括根據商業用途中期租約及住宅用途長期租約於中國持有的租賃土地及若干建築成本。該款項預計將於本集團經營週期內收回，因此列為流動資產。

Upon completion of construction works, completed properties under development will be transferred to properties held for sale.

建設工程完工後，完工的發展中物業將轉入持作出售物業。

Analysis of leasehold lands:

租賃土地分析：

		HK\$'000 港幣千元
As at 31 December 2022	截至二零二二年十二月三十一日	
Carrying amount	賬面值	119,337
As at 31 December 2021	截至二零二一年十二月三十一日	
Carrying amount	賬面值	128,658

As at 31 December 2022 and 2021, no additions and cash outflow are made on the leasehold lands.

於二零二二年及二零二一年十二月三十一日，租賃土地並無增加及現金流出。

The carrying amount of leasehold lands is measured at cost less any accumulated depreciation and any impairment losses. The residual values are determined as the estimated disposal value of the leasehold land component. No depreciation charge is made on the leasehold lands taking into account the estimated residual values as at 31 December 2022 and 2021.

租賃土地的賬面值以成本減任何累計折舊及任何減值損失計量。剩餘價值確定為租賃土地部分的估計出售價值。考慮到於二零二二年及二零二一年十二月三十一日的估計剩餘價值，租賃土地不計提折舊費用。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19 INVENTORIES

19 存貨

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Bulk commodities	大宗商品	2,557	19,001
Merchandises and consumables	商品及消耗品	4,304	4,331
		6,861	23,332

20 TRADE AND OTHER RECEIVABLES

20 貿易及其他應收款項

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Trade and bills receivables (note (a))	貿易應收款項及應收票據(附註(a))	21,643	30,063
Less: Allowance for credit losses	減：信貸虧損撥備	(19)	(1)
		21,624	30,062
Prepayments to suppliers	向供應商預付款項	-	15,132
Other prepayments and deposits	其他預付款項及按金	3,458	4,921
Other receivables (note (b))	其他應收款項(附註(b))	15,449	10,111
Other tax recoverable	其他可收回稅項	64,337	19,662
Amount due from a related company (note (c))	應收一家關連公司款項(附註(c))	3,458	-
		108,326	79,888

Notes:

- (a) As at 31 December 2022, the amounts mainly represented trade and bills receivables of HK\$19,486,000 (2021: HK\$27,422,000) from bulk commodity trade business and HK\$2,022,000 (2021: HK\$2,145,000) from leasing out owned machineries and equipment under operating lease business. Credit period of 0 to 30 days was granted to customers for trade and bills receivables as at 31 December 2022 and 2021.

The Group normally grants credit terms to its customers according to industry practice together with consideration of their credibility and repayment history. The Group maintains strict control over its outstanding receivables. Overdue balances are regularly reviewed by senior management.

As at 31 December 2022, loss allowance of HK\$19,000 (2021: HK\$1,000) was against the gross amount of trade and bills receivables.

附註：

- (a) 於二零二二年十二月三十一日，該等金額主要指來自大宗商品貿易業務的貿易應收款項及應收票據港幣19,486,000元(二零二一年：港幣27,422,000元)及來自經營租賃業務項下的出租自有機械設備港幣2,022,000元(二零二一年：港幣2,145,000元)。於二零二二年及二零二一年十二月三十一日，就貿易應收款項及應收票據而言，客戶獲授予0至30日除賬期。

本集團通常根據業內常規並考慮客戶的信用程度及償還記錄，向彼等授出除賬期。本集團對其未收回之應收款項維持嚴格的控制。逾期結餘由高級管理層定期檢視。

於二零二二年十二月三十一日，已就貿易應收款項及應收票據總額作出虧損撥備港幣19,000元(二零二一年：港幣1,000元)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20 TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(a) (Continued)

The following is an ageing analysis of trade and bills receivables, net of allowance for credit losses presented based on the invoice date at the end of the reporting period:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
0-30 days	0至30天	2,616	29,447
31-90 days	31至90天	18,991	615
Over 90 days	超過90天	17	-
		21,624	30,062

The ageing analysis of trade and bills receivables, net of allowance for credit losses presented that are not considered to be credit-impaired based on the past due date at the end of the reporting period is as follows:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Not yet past due	尚未逾期	21,559	30,041
Less than one month past due	逾期少於一個月	65	21
		21,624	30,062

(b) As at 31 December 2022, loss allowance of HK\$186,000 (2021: HK\$185,000) were made against the gross amount of other receivables.

(c) The amount due from a related company included HK\$3,100,000 interest receivable arising from loan to a related company and the remaining balance is unsecured, interest-free and repayable on demand.

Details of impairment assessment are set out in note 38(b).

20 貿易及其他應收款項(續)

附註：(續)

(a) (續)

於報告期末按發票日期呈報之貿易應收款項及應收票據(扣除信貸虧損撥備)之賬齡分析如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
0-30 days	0至30天	2,616	29,447
31-90 days	31至90天	18,991	615
Over 90 days	超過90天	17	-
		21,624	30,062

根據報告期末的逾期到期日，未被視為信用減值之貿易應收款項及應收票據(扣除信用虧損撥備)之賬齡分析如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Not yet past due	尚未逾期	21,559	30,041
Less than one month past due	逾期少於一個月	65	21
		21,624	30,062

(b) 於二零二二年十二月三十一日，已就其他應收款項總額計提虧損撥備港幣186,000元(二零二一年：港幣185,000元)。

(c) 應收一家關連公司款項為包括因貸款予關連公司而產生的港幣3,100,000元的應收利息，而剩餘餘額為無抵押、免息及須按要求償還。

減值評估詳情載於附註38(b)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21 FINANCE LEASE RECEIVABLES AND LOANS RECEIVABLE

21 融資租賃應收款項及應收貸款

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Finance lease receivables	融資租賃應收款項	90,492	141,355
Loans receivable	應收貸款	8,143,585	5,736,735
		8,234,077	5,878,090
Less: Allowance for credit losses	減：信貸虧損撥備	(16,503)	(12,984)
		8,217,574	5,865,106
Analysed for reporting purposes as:	分析作呈報用途：		
Current assets	流動資產	3,227,908	1,953,411
Non-current assets	非流動資產	4,989,666	3,911,695
		8,217,574	5,865,106

The Group is engaged in finance lease business and sale and leaseback business.

For finance lease business, the ownership of the leased assets will be transferred to the lessees at a purchase option price upon settlement of the principal of finance lease receivables and the interest accrued under the finance lease arrangements.

The terms of finance lease entered into usually range from 2 to 5 years.

本集團亦從事融資租賃業務以及售後回租業務。

就融資租賃業務而言，待該等融資租賃安排項下之融資租賃應收款項本金及應計利息結算後，租賃資產之所有權將按購買期權價轉移至承租人。

所訂立融資租賃的平均期限通常介乎2至5年。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21 FINANCE LEASE RECEIVABLES AND LOANS RECEIVABLE (Continued)

The finance lease receivables are due as follows:

21 融資租賃應收款項及應收貸款 (續)

融資租賃應收款項的到期情況如下：

		2022 二零二二年		2021 二零二一年	
		Minimum lease payments 最低租賃付款 HK\$'000 港幣千元	Present value of minimum lease payments 最低租賃付款之現值 HK\$'000 港幣千元	Minimum lease payments 最低租賃付款 HK\$'000 港幣千元	Present value of minimum lease payments 最低租賃付款之現值 HK\$'000 港幣千元
Finance lease receivables comprise:	融資租賃應收款項包括：				
Within one year	一年內	47,682	44,159	33,084	31,440
In the second year	於第二年	36,599	34,927	45,381	35,198
In the third year	於第三年	11,665	11,406	33,777	30,515
In the fourth year	於第四年	-	-	31,120	29,516
In the fifth year	於第五年	-	-	14,896	14,686
		95,946	90,492	158,258	141,355
Gross investment in the lease	租賃投資總額	95,946	N/A不適用	158,258	N/A不適用
Less: unearned finance income	減：未賺取融資收入	(5,454)	N/A不適用	(16,903)	N/A不適用
Present value of minimum lease payment receivables	應收最低租賃付款的現值	90,492	90,492	141,355	141,355
Less: Allowance for credit losses	減：信貸虧損撥備		(11)		(141)
			90,481		141,214
Analysed as:	分析為：				
Current assets	即期資產		44,148		31,299
Non-current assets	非即期資產		46,333		109,915
			90,481		141,214

As at 31 December 2022, effective interest rates of finance lease receivables ranged from 4.36% to 7.06% per annum (2021: from 4.03% to 11.37% per annum).

於二零二二年十二月三十一日，應收融資租賃款的實際利率介乎每年4.36%至7.06%（二零二一年：每年4.03%至11.37%）。

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 the group entities.

本集團並無因租賃安排而面臨外幣風險，因為所有租賃均以集團實體各自的功能貨幣計值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21 FINANCE LEASE RECEIVABLES AND LOANS RECEIVABLE (Continued)

Loans receivable arose from the sale and leaseback arrangements. Under these arrangements, customers (i.e. lessees) disposed of their equipment and facilities to the Group and leased back the equipment and facilities. In addition, the ownership of the leased assets will be transferred back to the lessees at a purchase option price upon settlement of the principal of the loans receivable and the interest accrued under the sale and leaseback arrangements. The lessees retain control of the equipment and facilities before and after entering into the sale and leaseback arrangements, which do not therefore constitute a lease for accounting purposes. As such, the sale and leaseback arrangements have been accounted for as a secured loan and recognised in accordance with HKFRS 9 Financial Instruments.

21 融資租賃應收款項及應收貸款 (續)

該等售後回租安排產生應收貸款。根據該等安排，客戶(即承租人)向本集團出售其設備及設施，並回租有關設備及設施。此外，待售後回租安排項下之應收貸款本金及應計利息結算後，租賃資產之所有權將按購買期權價轉移至承租人。由於該等承租人於訂立售後回租安排之前及之後保留設備及設施之控制權，故有關安排就會計處理而言並不構成租賃。就此，售後回租安排入賬為有擔保貸款，並根據香港財務報告準則第9號金融工具確認。

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Fixed-rate loans receivable	應收定息貸款	1,913,516	994,641
Variable-rate loans receivable	應收浮息貸款	6,230,069	4,742,094
		8,143,585	5,736,735
Less: Allowance for credit losses	減：信貸虧損撥備	(16,492)	(12,843)
		8,127,093	5,723,892
Analysed as:	分析作呈報用途：		
Current assets	即期資產	3,183,760	1,922,112
Non-current assets	非即期資產	4,943,333	3,801,780
		8,127,093	5,723,892

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21 FINANCE LEASE RECEIVABLES AND LOANS RECEIVABLE (Continued)

As at 31 December 2022, included in the Group's loans receivable balance are debtors with aggregate carrying amount of HK\$11,851,000 (2021: HK\$20,393,000) which are past due as at the reporting date, of which HK\$Nil (2021: HK\$5,033,000) has been past due more than 30 days but less than 90 days and HK\$11,851,000 (2021: HK\$15,360,000) has been past due 90 days or more. The directors of the Company are of the view that there have been no significant increase in credit risk nor default because these loans receivable are guaranteed by the related parties of the lessees and assessment on the recoverability of the debtors were reviewed by the management semi-annually to ensure adequate working capital was held by the debtors for repayment.

The finance lease receivables and loans receivable are secured by the leased equipment and facilities, land from the related party of the lessee, unlisted equity interest and account receivables from the lessees and the related parties of the lessees (2021: secured by the leased equipment and facilities, land from the related party of the lessee, unlisted equity interest and account receivables from the lessees and the related parties of the lessees), of which HK\$5,277,430,000 (2021: HK\$4,464,212,000) are guaranteed by the related parties of the lessees. The lessees are obliged to settle the amounts according to the terms set out in the relevant contracts.

Also, certain finance lease receivables and loans receivable were secured by deposits received from customers of HK\$262,247,000 (2021: HK\$226,588,000) (note 26(b)).

As at 31 December 2022, the carrying amount of the finance lease receivables which have been pledged as security for the bank borrowings and asset-backed securities, were HK\$34,255,000 (2021: HK\$36,849,000) and HK\$41,315,000 (2021: HK\$97,624,000) respectively. The carrying amounts of the loans receivable which have been pledged as security for the bank borrowing and asset-backed securities, were HK\$2,256,238,000 (2021: HK\$1,239,122,000) and HK\$2,514,452,000 (2021: HK\$2,532,996,000) respectively.

21 融資租賃應收款項及應收貸款 (續)

於二零二二年十二月三十一日，本集團之應收貸款結餘包括賬面總值為港幣11,851,000元(二零二一年：港幣20,393,000元)之應收賬款，其於報告日期已逾期，其中港幣零元(二零二一年：港幣5,033,000元)已逾期超過30日但少於90日，而港幣11,851,000元(二零二一年：港幣15,360,000元)已逾期90日或以上。本公司董事認為，由於該等應收貸款由承租人的關連方擔保，信貸風險或違約並無顯著增加，且管理層每半年審閱對債務人可收回性的評估，以確保債務人持有足夠的營運資金償還。

融資租賃應收款項及應收貸款以租賃設備及設施、承租人之關連方之土地、非上市股權以及承租人及承租人之關連方之應收賬款作為抵押品(二零二一年：以租賃設備及設施以及承租人之關連方之土地、非上市股權以及承租人及承租人之關連方之應收賬款作為抵押品)，其中港幣5,277,430,000元(二零二一年：港幣4,464,212,000元)由承租人之關連方擔保。承租人有義務根據相關合約所載條款結算相關款項。

此外，若干融資租賃應收款項及應收貸款以已收客戶存款港幣262,247,000元(二零二一年：港幣226,588,000)作抵押(附註26(b))。

於二零二二年十二月三十一日，已抵押作為銀行借款及資產支持證券擔保的融資租賃應收款項的賬面值分別為港幣34,255,000元(二零二一年：港幣36,849,000元)及港幣41,315,000元(二零二一年：港幣97,624,000元)。已抵押作為銀行借款及資產支持證券擔保的應收貸款的賬面值分別為港幣2,256,238,000元(二零二一年：港幣1,239,122,000元)及港幣2,514,452,000元(二零二一年：港幣2,532,996,000元)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21 FINANCE LEASE RECEIVABLES AND LOANS RECEIVABLE (Continued)

The exposure of the Group's fixed-rate loans receivable to fair value interest rate risk and their contractual maturity dates are as follows:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Fixed-rate loans receivable (gross carrying amount):	應收定息貸款(總賬面值) :		
Within one year	不超過一年	819,782	364,683
In more than one year but not more than two years	超過一年但不超過兩年	675,730	332,361
In more than two years but not more than five years	超過兩年但不超過五年	412,897	201,037
In more than five years	超過五年	5,107	96,560
		1,913,516	994,641

The exposure of the Group's variable-rate loans receivable to cash flow interest rate risk and their contractual maturity dates are as follows:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Variable-rate loans receivable (gross carrying amount):	應收浮息貸款(總賬面值) :		
Within one year	不超過一年	2,380,470	1,570,272
In more than one year but not more than two years	超過一年但不超過兩年	1,870,803	1,288,104
In more than two years but not more than five years	超過兩年但不超過五年	1,276,973	908,984
In more than five years	超過五年	701,823	974,734
		6,230,069	4,742,094

In addition, the Group has loans receivable, net of allowances of HK\$6,227,737,000 (2021: HK\$4,740,305,000), which carries interest at Loan Prime Rate in the PRC.

21 融資租賃應收款項及應收貸款 (續)

本集團之定息應收貸款面對之公平值利率風險及其合約到期日如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Fixed-rate loans receivable (gross carrying amount):	應收定息貸款(總賬面值) :		
Within one year	不超過一年	819,782	364,683
In more than one year but not more than two years	超過一年但不超過兩年	675,730	332,361
In more than two years but not more than five years	超過兩年但不超過五年	412,897	201,037
In more than five years	超過五年	5,107	96,560
		1,913,516	994,641

本集團之應收浮息貸款面對之現金流利率風險及其合約到期日如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Variable-rate loans receivable (gross carrying amount):	應收浮息貸款(總賬面值) :		
Within one year	不超過一年	2,380,470	1,570,272
In more than one year but not more than two years	超過一年但不超過兩年	1,870,803	1,288,104
In more than two years but not more than five years	超過兩年但不超過五年	1,276,973	908,984
In more than five years	超過五年	701,823	974,734
		6,230,069	4,742,094

此外，本集團有應收貸款(扣除撥備)港幣6,227,737,000元(二零二一年：港幣4,740,305,000元)，按中國貸款最優惠利率計息。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21 FINANCE LEASE RECEIVABLES AND LOANS RECEIVABLE (Continued)

The ranges of effective interest rates on the Group's loans receivable are as follows:

		2022 二零二二年	2021 二零二一年
Effective interest rate:	實際利率：		
Fixed-rate loans receivable	應收定息貸款	4.59% – 8.06%	5.02% – 8.06%
Variable-rate loans receivable	應收浮息貸款	3.90% – 8.77%	4.48% – 12.06%

The Group's loans receivable, net of allowances that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
United States dollars	美元	96,657	108,176

As at 31 December 2022, loss allowance of HK\$16,503,000 (2021: HK\$12,984,000) was made against the gross amount of finance lease receivables and loans receivable.

Details of impairment assessment are set out in note 38(b).

21 融資租賃應收款項及應收貸款 (續)

本集團應收貸款之實際利率範圍如下：

		2022 二零二二年	2021 二零二一年
Effective interest rate:	實際利率：		
Fixed-rate loans receivable	應收定息貸款	4.59% – 8.06%	5.02% – 8.06%
Variable-rate loans receivable	應收浮息貸款	3.90% – 8.77%	4.48% – 12.06%

本集團以相關集團實體功能貨幣以外之貨幣計值之應收貸款(扣除撥備)載列如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
United States dollars	美元	96,657	108,176

於二零二二年十二月三十一日，已就融資租賃應收款項及應收貸款總額計提虧損撥備港幣16,503,000元(二零二一年：港幣12,984,000元)。

減值評估詳情載於附註38(b)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22 LOANS TO/FROM RELATED PARTIES

(a) Loans to related parties

As at 31 December 2022, the balance of HK\$33,900,000 (2021: HK\$36,600,000) represented the outstanding loan principal from 中國寰島集團有限公司 (unofficial English translation being China Huandao Group Limited), a wholly-owned subsidiary of CCHG. The loan bears interest at 8% (2021: 8%) per annum. The repayment date of the loan is on 2 September 2023. The Group has the right to request the related party to provide a security by pledging certain office premises held by the related party at any time before the full repayment of the loan.

As at 31 December 2021, the balance of HK\$12,200,000 represented the outstanding loan principal from 海南寰島實業發展有限公司 (unofficial English translation being Hainan Huandao Industrial Development Limited), a wholly-owned subsidiary of CCHG. The loan bore interest at 6% per annum and was fully repaid on 8 August 2022.

Details of impairment assessment are set out in note 38(b).

(b) Loans from related parties

As at 31 December 2022, the balances of HK\$203,400,000 and HK\$33,900,000 represented two tranches of outstanding loan principals payable to Chengtong (Shenzhen) Investment Co., Limited, a subsidiary of CCHG. The loans are unsecured, bear interest at 4.60% and 4.30% per annum respectively and will be repayable on 29 June 2024 and 29 November 2024 respectively.

As at 31 December 2022, the balance of HK\$101,700,000 represented the outstanding loan principal to China Chengtong Hong Kong Company Limited, the immediate holding company of the Company. The loan is unsecured, bears interest at 4.30% per annum and will be repayable on 29 December 2023.

As at 31 December 2021, the balance of HK\$47,556,000 represented the outstanding loan principal and interest payable to China Chengtong Investment Company Limited, a subsidiary of the intermediate holding company of the Company. The loan was unsecured, bore interest at 3.65% per annum and was fully repaid on 16 November 2022.

22 應收／應付關連方款項

(a) 授予關連方貸款

於二零二二年十二月三十一日，餘額港幣33,900,000元(二零二一年：港幣36,600,000元)指應收中國寰島集團有限公司(誠通控股之全資附屬公司)之未償還貸款本金。貸款按年利率8%(二零二一年：8%)計息。貸款之還款日期為二零二三年九月二日。本集團有權於貸款獲悉數償還之前任何時間要求關連方通過抵押關連方持有之若干辦公物業提供擔保。

於二零二一年十二月三十一日，餘額港幣12,200,000元指應收海南寰島實業發展有限公司(誠通控股之全資附屬公司)之未償還貸款本金。貸款按年利率6%計息，並於二零二二年八月八日悉數償還。

減值評估詳情載於附註38(b)。

(b) 來自關連方貸款

於二零二二年十二月三十一日，餘額港幣203,400,000元及港幣33,900,000元指應付誠通(深圳)投資有限公司(誠通控股之附屬公司)之兩批未償還貸款本金。貸款乃無抵押，按年利率分別為4.60%及4.30%計息，並將分別於二零二四年六月二十九日及二零二四年十一月二十九日償還。

於二零二二年十二月三十一日，餘額港幣101,700,000元指應付中國誠通香港有限公司(本公司之直接控股公司)之未償還貸款本金。貸款乃無抵押，按年利率4.30%計息，並將於二零二三年十二月二十九日償還。

於二零二一年十二月三十一日，餘額港幣47,556,000元指應付中國誠通投資有限公司(本公司中介控股公司之附屬公司)之未償還貸款本金及利息。貸款乃無抵押，按年利率3.65%計息，並於二零二二年十一月十六日悉數償還。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23 OTHER FINANCIAL ASSETS

23 其他金融資產

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Non-current:	非流動：		
Financial assets measured at FVTOCI	按公平值計入其他全面收益之 金融資產		
- Unlisted equity investments	- 未上市權益投資	<u>8,477</u>	<u>11,658</u>
Current:	流動：		
Financial assets measured at FVTOCI	按公平值計入其他全面收益之 金融資產		
Equity investments	權益投資		
- Listed equity investments in Hong Kong	- 於香港上市的權益投資	<u>60,706</u>	<u>69,850</u>

The quoted price in active market of equity securities listed in Hong Kong represents quoted market bid price available on the Stock Exchange.

在香港上市的股本證券在活躍市場的報價指聯交所的市場買入價。

For unlisted equity securities measured at fair value, details of the fair value measurements are disclosed in note 38(c). They were included in non-current assets according to their intended holding periods.

對於按公平值計量的非上市股本證券，公平值計量的詳情於附註38(c)中披露。按其預定持有期限計入非流動資產。

24 TRANSFER OF FINANCIAL ASSETS

24 轉讓金融資產

During the year ended 31 December 2022, the Group publicly launched one asset-backed securities scheme (2021: two asset-backed securities schemes) (note 30) and entered into asset transfer agreements to transfer the loans receivable with carrying amount of HK\$2,555,767,000 (2021: HK\$2,632,215,000) and trade receivables under operating lease business with carrying amount of HK\$2,022,000 (2021: HK\$2,145,000) to the managers of the schemes. In the opinion of the directors of the Company, the Group has retained the substantial risks and rewards, which include default risks relating to these receivables, and accordingly, it continued to recognise the full carrying amounts of these receivables.

於截至二零二二年十二月三十一日止年度，本集團公開推出一項資產支持專項計劃(二零二一年：兩項資產支持專項計劃)(附註30)，並訂立資產轉讓協議將賬面值為港幣2,555,767,000元(二零二一年：港幣2,632,215,000元)之應收貸款及賬面值為港幣2,022,000元(二零二一年：港幣2,145,000元)之經營租賃業務項下之貿易應收款項轉讓予計劃管理人。本公司董事認為，本集團已保留絕大部分風險及回報，包括與該等應收款項有關的違約風險，因此，其繼續確認該等應收款項的全部賬面值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25 BANK BALANCES AND CASH AND PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION

(a) Bank balances and cash and pledged bank deposits

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Bank balances and cash	銀行結存及現金		
Cash at banks and in hand	銀行及手頭現金	472,852	1,380,259
Pledged bank deposits	已抵押銀行存款		
Deposits pledged against banking facilities granted to mortgagors	就授予按揭人之銀行融資抵押之存款	3,973	4,284
Other secured deposits	其他抵押存款	57,736	129
		61,709	4,413

Notes:

- (i) For the year ended 31 December 2022, bank balances deposited in Hong Kong banks carry interest ranged from 0.01% to 3.69% (2021: from 0.01% to 1.05%) per annum.

Bank balances deposited in PRC banks carry interest at benchmark rate offered by The People's Bank of China.

- (ii) Bank balances and cash and pledged bank deposits held by the Company's PRC subsidiaries and deposited with banks in the PRC amounting to HK\$387,959,000 (2021: HK\$1,276,238,000) were denominated in RMB, which are not a freely convertible currency in the international market. The RMB exchange rate is determined by the Government of the PRC and the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the Government of the PRC.

- (iii) As required by the PRC State-Owned Land and Resource Bureau, the property development company of the Group is required to place in designated bank accounts the pre-sale proceeds of properties to finance the construction of the related properties. The deposits can only be used for purchase of construction materials and payments of construction fees of the relevant property projects when approval from the PRC State-Owned Land and Resources Bureau is obtained. The cash deposited in the designated bank accounts for the aforesaid specific usage as at 31 December 2022 amounted to HK\$41,462,000 (2021: HK\$10,309,000). The directors considered these bank deposits form part of the Group's normal operating fund, which was included in "bank balances and cash", and was presented as part of cash and cash equivalents.

- (iv) Details of impairment assessment of bank balance and pledged bank deposits are set out in note 38(b).

25 銀行結存及現金以及已抵押銀行存款及其他現金流量資料

(a) 銀行結存及現金以及已抵押銀行存款

	2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
銀行結存及現金		
銀行及手頭現金	472,852	1,380,259
已抵押銀行存款		
就授予按揭人之銀行融資抵押之存款	3,973	4,284
其他抵押存款	57,736	129
	61,709	4,413

附註：

- (i) 截至二零二二年十二月三十一日止年度，於香港銀行之銀行結存的年利率介乎0.01%至3.69%（二零二一年：介乎0.01%至1.05%）。

於中國之銀行之銀行結存按中國人民銀行公佈之基準利率計息。

- (ii) 本公司之中國附屬公司所持金額為港幣387,959,000元（二零二一年：港幣1,276,238,000元）之銀行結存及現金以及已抵押銀行存款以人民幣列值，並存放於中國之銀行，惟人民幣不可於國際市場自由兌換。人民幣之匯率由中國政府釐定，而自中國匯出有關資金須受中國政府實施之外匯管制所規限。

- (iii) 根據中國國土資源部的規定，本集團物業發展公司須向指定銀行戶口存入物業預售所得的款項，作為興建相關物業的資金。該存款僅可用作購買建築材料及於中國國土資源部批准相關物業項目後支付建造費用。於二零二二年十二月三十一日，在指定銀行戶口存放作上述特定用途之現金為港幣41,462,000元（二零二一年：港幣10,309,000元）。董事認為，該等銀行存款構成本集團一般營運資金的一部分，並已計入「銀行結存及現金」及作為現金及現金等價物的一部分列賬。

- (iv) 銀行結存及已抵押銀行存款減值評估詳情載於附註38(b)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25 BANK BALANCES AND CASH AND PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION (Continued)

25 銀行結存及現金以及已抵押銀行存款及其他現金流量資料(續)

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

(b) 融資活動產生的負債對賬

下表詳列本集團因融資活動產生的負債變動，包括現金及非現金變動。融資活動產生的負債為現金流量或未來現金流量於本集團綜合現金流量表中分類為融資活動所得現金流量的負債。

		Loans from related parties (note 22) 來自關連方 的貸款 (附註22) HK\$'000 港幣千元	Lease liabilities (note 28) 租賃負債 (附註28) HK\$'000 港幣千元	Bank borrowings (note 29) 銀行借貸 (附註29) HK\$'000 港幣千元	Asset-backed securities (note 30) 資產支持證券 (附註30) HK\$'000 港幣千元
At 1 January 2022	於二零二二年一月一日	47,556	3,098	1,441,775	2,932,607
Changes from financing cash flows:	來自融資現金流量的變動：				
Proceeds from new loans	新貸款所得款項	510,960	-	3,383,125	-
Proceeds from issuance of asset-backed securities	發行資產支持證券之所得款項	-	-	-	1,500,800
Repayment of loans	償還貸款	(209,520)	-	(1,539,480)	-
Repayment of asset-backed securities	償還資產支持證券	-	-	-	(1,570,955)
Interest paid	已付利息	(8,382)	-	(74,903)	(87,529)
Repayment of lease liabilities	償還租賃負債	-	(7,232)	-	-
Interest paid on lease liabilities	租賃負債之已付利息	-	(224)	-	-
Total changes from financing cash flows	來自融資現金流量的變動總額	293,058	(7,456)	1,768,742	(157,684)
Exchange adjustments	匯兌調整	(9,380)	(136)	(118,935)	(162,369)
Other changes:	其他變動：				
Interest expenses	利息開支	7,766	224	73,627	89,715
Capitalised borrowing costs	資本化借貸成本	-	-	1,796	-
New leases	新租賃	-	12,543	-	-
Total other changes	其他變動總額	7,766	12,767	75,423	89,715
At 31 December 2022	於二零二二年十二月三十一日	339,000	8,273	3,167,005	2,702,269

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25 BANK BALANCES AND CASH AND PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION (Continued)

(b) Reconciliation of liabilities arising from financing activities (Continued)

		Loan from a related party (note 22) 來自一名 關連方的貸款 (附註22) HK\$'000 港幣千元	Lease liabilities (note 28) 租賃負債 (附註28) HK\$'000 港幣千元	Bank borrowings (note 29) 銀行借貸 (附註29) HK\$'000 港幣千元	Asset-backed securities (note 30) 資產支持證券 (附註30) HK\$'000 港幣千元
At 1 January 2021	於二零二一年一月一日	23,592	7,040	338,420	-
Changes from financing cash flows:	來自融資現金流量的變動：				
Proceeds from new loans	新貸款所得款項	23,280	-	1,248,358	-
Proceeds from issuance of asset-backed securities	發行資產支持證券之所得款項	-	-	-	3,396,000
Repayment of loans	償還貸款	-	-	(166,578)	-
Repayment of asset-backed securities	償還資產支持證券	-	-	-	(516,031)
Interest paid	已付利息	(429)	-	(19,930)	(37,282)
Repayment of lease liabilities	償還租賃負債	-	(3,986)	-	-
Interest paid on lease liabilities	租賃負債之已付利息	-	(255)	-	-
Total changes from financing cash flows	來自融資現金流量的變動總額	22,851	(4,241)	1,061,850	2,842,687
Exchange adjustments	匯兌調整	-	44	17,589	48,200
Other changes:	其他變動：				
Interest expenses	利息開支	1,113	255	21,376	41,720
Capitalised borrowing costs	資本化借貸成本	-	-	2,540	-
Total other changes	其他變動總額	1,113	255	23,916	41,720
At 31 December 2021	於二零二一年十二月三十一日	47,556	3,098	1,441,775	2,932,607

25 銀行結存及現金以及已抵押銀行存款及其他現金流量資料(續)

(b) 融資活動產生的負債對賬(續)

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

26 TRADE AND OTHER PAYABLES

26 貿易及其他應付款項

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Trade and bills payables (note (a))	貿易應付款項及應付票據 (附註(a))	192,778	1,296
Other payables and accruals	其他應付款項及應計款項	77,612	51,361
Deposits received (note (b))	已收按金(附註(b))	292,043	242,548
Accrual of construction costs	應計工程費用	64,712	78,060
Amount due to the immediate holding company (note (c))	應付直接控股公司款項(附註(c))	800	-
Amount due to the ultimate holding company (note (c))	應付最終控股公司款項(附註(c))	14,482	-
Amounts due to fellow subsidiaries (note (c))	應付同系附屬公司款項(附註(c))	334	-
		642,761	373,265

Notes:

- (a) As at 31 December 2022, bills payables were secured by pledged bank deposits of HK\$57,630,000 (2021: HK\$17,000).

The ageing analysis of the trade and bills payables presented based on the invoice date at the end of the reporting period is as follows:

附註：

- (a) 於二零二二年十二月三十一日，應付票據由已抵押銀行存款港幣57,630,000元(二零二一年：港幣17,000元)作抵押。

於報告期末按發票日期呈報的貿易應付款項及應付票據之賬齡分析如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
0-30 days	0至30天	192,374	980
31-90 days	31至90天	403	315
Over 90 days	超過90天	1	1
		192,778	1,296

- (b) As at 31 December 2022 and 2021, among the balance of deposits received, HK\$262,247,000 (2021: HK\$226,588,000) represented the deposits received from customers under finance lease arrangements and the sale and leaseback arrangements (note 21) as security deposits. The deposits will be returned to the customers upon the settlement of the principal of finance lease receivables and loans receivable and the interest accrued by the customers under the contracts.

- (c) The amounts due to the immediate holding company, the ultimate holding company and fellow subsidiaries are unsecured, interest-free and repayable on demand.

- (b) 於二零二二年及二零二一年十二月三十一日，已收按金港幣262,247,000元(二零二一年：港幣226,588,000元)的餘額包括融資租賃安排及售後回租安排(附註21)項下的已收客戶按金作為保證金。按金將於客戶償付合約下之融資租賃應收款項及應收貸款本金額及應計利息後退還予客戶。

- (c) 應付直接控股公司、最終控股公司及同系附屬公司款項為無抵押、免息及須按要求償還。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27 CONTRACT LIABILITIES

27 合同負債

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Sales of properties (<i>note</i>)	出售物業(附註)	137,360	121,484
Bulk commodity trade	大宗商品貿易	1,886	15,240
		139,246	136,724

As at 1 January 2021, contract liabilities amounted to HK\$124,420,000.

截至二零二一年一月一日，合同負債達港幣124,420,000元。

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities and how much relates to performance obligation that were satisfied in prior periods:

下表顯示已確認收益中與結轉合同負債有關的金額及與過往期間已履行的履約責任有關的金額：

		Sales of properties 出售物業 HK\$'000 港幣千元	Bulk commodity trade 大宗商品貿易 HK\$'000 港幣千元
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度		
Revenue recognised that was included in the contract liability balance at the beginning of the year	計入年初合同負債結餘的已確認收入	39,247	15,240
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度		
Revenue recognised that was included in the contract liability balance at the beginning of the year	計入年初合同負債結餘的已確認收入	66,205	4,109

As at 31 December 2022, the carrying amount of contract liabilities of HK\$139,246,000 (2021: HK\$136,724,000) represented unsatisfied performance obligations arising from property sales and bulk commodity trade, of which HK\$22,152,000 (2021: HK\$31,484,000) was expected to be recognised as income after more than one year.

於二零二二年十二月三十一日，合同負債的賬面值港幣139,246,000元(二零二一年：港幣136,724,000元)指出售物業及大宗商品貿易產生的未達成履約責任，其中港幣22,152,000元(二零二一年：港幣31,484,000元)預期將於超過一年後確認為收入。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27 CONTRACT LIABILITIES (Continued)

Note:

All contract liabilities arising from the Group's sales of properties are within the Group's normal operating cycle.

The Group receives 20% of the contract value as deposits from customers when they sign the sale and purchase agreement for sale of properties, while the remaining portion of the total contract value will be paid to the Group from the banks once the customers meet the requirements of the banks for applying mortgage loans. The amount is generally made by the bank before the delivery of property to the buyer. The advance payment schemes result in contract liabilities being recognised throughout the property construction period until the customer obtains control of the completed property.

During the years ended 31 December 2022 and 2021, due to the insignificant difference between the amount of promised consideration and the cash selling price of completed units by reference to the expected timing of delivery of completed units to customers, the amount of advance payments during the years is not adjusted for the effects of the time value of money taking into consideration the credit characteristic of the relevant group entities.

27 合同負債(續)

附註：

本集團出售物業產生的所有合同負債均於本集團正常營運週期內。

本集團於客戶就出售物業簽訂買賣協議時向客戶收取合同價值的20%作為按金，而合同總值的餘下部分將於客戶符合銀行申請按揭貸款的要求後向本集團支付。該款項一般於物業交付予買家前由銀行支付。預付款項計劃導致合同負債於整個物業建築期間確認，直至客戶取得已竣工物業的控制權為止。

截至二零二二年及二零二一年十二月三十一日止年度，由於經參考向客戶交付已竣工單位的預期時間，承諾代價金額與已竣工單位的現金售價之間的差異並不重大，考慮到相關集團實體的信貸特徵，該等年度的預付款項金額不會就貨幣時間價值的影響作出調整。

28 LEASE LIABILITIES

28 租賃負債

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	3,874	3,098
After one year but within two years	一年後但於兩年內	2,976	-
After two years but within three years	兩年後但於三年內	1,423	-
		8,273	3,098
Less: Amount due for settlement with 12 months shown under current liabilities	減：列作流動負債之12個月內到期結算款項	(3,874)	(3,098)
Amount due for settlement after 12 months shown under non-current liabilities	列作非流動負債之12個月內到期結算款項	4,399	-

The weighted average incremental borrowing rates applied to lease liabilities range from 2.27% to 4.00% (2021: from 2.27% to 4.75%).

適用於租賃負債的加權平均增量借款利率介乎2.27%至4.00%(二零二一年：介乎2.27%至4.75%)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

29 BANK BORROWINGS

29 銀行借貸

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Unsecured	無抵押	500,000	460,319
Secured	有抵押	2,667,005	981,456
		3,167,005	1,441,775
Carrying amount repayable (based on scheduled repayment dates set out in the loan agreements):	須於以下期限償還之賬面值 (根據貸款協議所載計劃還款日):		
Within one year or on demand	一年以內或按要​​求	1,969,931	1,041,789
After one year but within two years	一年以上但不超過兩年	663,335	198,408
After two years but within five years	兩年以上但不超過五年	533,739	201,578
		3,167,005	1,441,775
Carrying amount of bank borrowings that are not repayable on demand or within one year from the end of the reporting period but:	並非按要​​求償還或於報告期末起計一年內償還但載有下列條款的銀行借貸的賬面值:		
- contain a repayment on demand clause	- 包含按要​​求償還條款	219,217	332,886
Carrying amount repayable on demand due to breach of loan covenants	因違反貸款契諾而須按要​​求償還的上述借貸賬面值	-	460,319
Carrying amount repayable on demand or within one year	按要​​求償還或須於一年內償還的上述借貸賬面值	1,750,714	581,470
Amounts shown under current liabilities	列作流動負債之款項	1,969,931	1,374,675
Amounts shown under non-current liabilities	列作非流動負債之款項	1,197,074	67,100
		3,167,005	1,441,775

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

29 BANK BORROWINGS (Continued)

Note:

As at 31 December 2022, the Group's bank borrowings with carrying amount of approximately HK\$334,955,000 (2021: HK\$337,329,000) were secured by charges over loans receivable of the Group with an aggregate carrying amount of approximately HK\$324,457,000 (2021: HK\$374,679,000) and was guaranteed by the Company. Such bank borrowings were used for the expansion of the Group's leasing business.

As at 31 December 2022, the Group's bank borrowings with carrying amount of approximately HK\$2,324,117,000 (2021: HK\$604,781,000) were secured by charges over loans receivable of the Group with an aggregate carrying amount of approximately HK\$1,931,781,000 (2021: HK\$864,443,000). Such bank borrowings were used for the expansion of the Group's leasing business.

As at 31 December 2022, the Group's bank borrowings with carrying amount of approximately HK\$2,688,000 (2021: HK\$39,346,000) were secured by charges over finance lease receivables of the Group with an aggregate carrying amount of approximately HK\$34,255,000 (2021: HK\$36,849,000). Such bank borrowings were used for the expansion of the Group's leasing business.

As at 31 December 2022, bank borrowings of HK\$334,955,000 (2021: HK\$620,674,000) contained repayable on demand clause and therefore have been classified as current liabilities. Bank borrowings of HK\$1,634,976,000 (2021: HK\$754,001,000) will be repayable within one year as per the loan agreements and therefore have also been classified as current liabilities.

The effective interest rates of the bank loans ranged from 2.15% to 6.77% (2021: 1.99% to 4.90%) per annum at 31 December 2022.

Certain of the Group's bank loan agreements are subject to covenant clauses, whereby the Group is required to meet certain key financial ratios. As at 31 December 2022, the Group fulfilled all covenant clauses and no immediate repayment of outstanding loans were demanded. As at 31 December 2021, the Group did not fulfil a financial ratio as required in two bank loan agreements and therefore the banks were contractually entitled to request for immediate repayment of the outstanding loan amount of HK\$460,319,000. In March 2022, the Group repaid HK\$160,319,000 to one of the relevant banks and obtained a waiver from the other bank for the breach with the outstanding amount of HK\$300,000,000 repaid in June 2022.

29 銀行借貸(續)

附註：

於二零二二年十二月三十一日，本集團賬面值約港幣334,955,000元(二零二一年：港幣337,329,000元)的銀行借貸通過抵押本集團賬面總值約港幣324,457,000元(二零二一年：港幣374,679,000元)的應收貸款作擔保，並由本公司擔保。該等銀行借貸已用作擴展本集團之租賃業務。

於二零二二年十二月三十一日，本集團賬面值約港幣2,324,117,000元(二零二一年：港幣604,781,000元)的銀行借貸通過抵押本集團賬面總值約港幣1,931,781,000元(二零二一年：港幣864,443,000元)的應收貸款作擔保。該等銀行借貸已用作擴展本集團之租賃業務。

於二零二二年十二月三十一日，本集團賬面值約港幣2,688,000元(二零二一年：港幣39,346,000元)的銀行借貸通過抵押本集團賬面總值約港幣34,255,000元(二零二一年：港幣36,849,000元)的融資租賃應收款項作擔保。該等銀行借貸已用作擴展本集團之租賃業務。

於二零二二年十二月三十一日，銀行借貸港幣334,955,000元(二零二一年：港幣620,674,000元)包含按要求償還條款，因此已歸類為流動負債。銀行借貸港幣1,634,976,000元(二零二一年：港幣754,001,000元)將根據貸款協議於一年內償還，因此亦已分類為流動負債。

於二零二二年十二月三十一日，該等銀行貸款的實際年利率介乎2.15%至6.77%(二零二一年：1.99%至4.90%)。

本集團的若干銀行貸款協議須遵守契約條款，據此本集團須符合若干主要財務比率。於二零二二年十二月三十一日，本集團履行所有契諾條款，且並無要求即時償還的未償還貸款。於二零二一年十二月三十一日，本集團並未符合兩份銀行貸款協議所要求之財務比率。因此銀行根據協約有權要求即時償還港幣460,319,000元的未償還貸款金額。於二零二二年三月，本集團向其中一間相關銀行償還港幣160,319,000元，並就未償還金額為港幣300,000,000元之違約事項取得其他銀行豁免，並於二零二二年六月償還。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30 ASSET-BACKED SECURITIES

30 資產支持證券

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Analysed for reporting purposes as:	分析作呈報用途：		
Current liabilities	流動負債	1,472,916	1,267,068
Non-current liabilities	非流動負債	1,229,353	1,665,539
		2,702,269	2,932,607

During the year ended 31 December 2022, the Group publicly launched one asset-backed securities scheme (2021: two asset-backed securities schemes) on the Shanghai Stock Exchange. The purpose of launching the asset-backed securities schemes is to securitise certain loans receivable and trade receivables under operating lease business of the Group and to fund the expansion of the leasing business of the Group. Details are as follows:

On 21 May 2021, the Group publicly launched an asset-backed securities scheme known as "Chengfeng Set Sail – Guojun Asset Management – Chengtong Leasing Phase I Asset-backed Securities Scheme". The total issuance of the scheme was RMB1,490,000,000 (equivalent to HK\$1,788,000,000) and the asset-backed securities are divided into (i) priority class with total principal of RMB1,420,000,000 (equivalent to HK\$1,704,000,000) which are listed and traded on the Shanghai Stock Exchange with maturity date ranging from 26 March 2022 to 26 March 2025 and with coupon rate ranging from 3.80% to 4.30% per annum. The principal and interest of the priority class asset-backed securities shall be repaid quarterly in 15 instalments in 4 years; and (ii) subordinated class with total principal of RMB70,000,000 (equivalent to HK\$84,000,000) with no coupon rate and with maturity date on 26 March 2026. The subordinated class asset-backed securities are not listed. As at 31 December 2022 and 2021, the Group held all the subordinated class asset-backed securities.

截至二零二二年十二月三十一日止年度，本集團於上海證券交易所公開推出一項資產支持專項計劃(二零二一年：兩項資產支持專項計劃)。推出資產支持專項計劃之目的為證券化本集團之若干應收貸款及經營租賃業務項下之貿易應收款項，為擴展本集團之租賃業務提供資金。詳情如下：

於二零二一年五月二十一日，本集團公開推出一項名為「誠風啟航 – 國君資管 – 誠通租賃第一期資產支持專項計劃」之資產支持專項計劃。該計劃總發行規模為人民幣1,490,000,000元(相當於港幣1,788,000,000元)，而資產支持證券被分成(i)優先層級總本金為人民幣1,420,000,000元(相當於港幣1,704,000,000元)並於上海證券交易所上市及買賣，其到期日由二零二二年三月二十六日至二零二五年三月二十六日不等，票息率介乎每年3.80%至4.30%。優先層級資產支持證券之本金及利息會於四年內分十五期按季度償還；及(ii)次級層級總本金為人民幣70,000,000元(相當於港幣84,000,000元)，無票息率及其預期到期日為二零二六年三月二十六日。次級層級資產支持證券並無上市。於二零二二年及二零二一年十二月三十一日，本集團持有所有次級層級資產支持證券。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30 ASSET-BACKED SECURITIES (Continued)

On 24 November 2021, the Group publicly launched the second asset-backed securities scheme known as “CITIC Securities – Chengtong Financial Leasing Stated-owned Enterprise Green Asset-backed Securities Scheme”. The total issuance of the scheme was RMB1,480,000,000 (equivalent to HK\$1,776,000,000) and the asset-backed securities are divided into (i) priority class with total principal of RMB1,410,000,000 (equivalent to HK\$1,692,000,000) which are listed and traded on the Shanghai Stock Exchange with maturity date ranging from 26 July 2022 to 26 January 2026 and with coupon rate ranging from 3.40% to 3.70% per annum. The principal and interest of the priority class asset-backed securities shall be repaid quarterly in 16 instalments in 4 years; and (ii) subordinated class with total principal of RMB70,000,000 (equivalent to HK\$84,000,000) with no coupon rate and with maturity date on 26 October 2026. The subordinated class asset-backed securities are not listed. As at 31 December 2022 and 2021, the Group held all the subordinated class asset-backed securities.

On 20 September 2022, the Group publicly launched the third asset-backed securities scheme known as “Phase One of Chengtong Financial Leasing Stated-Owned Enterprise Asset-backed Securities Scheme”. The total issuance of the scheme was RMB1,405,000,000 (equivalent to HK\$1,573,600,000) and the asset-backed securities are divided into (i) priority class with total principal of RMB1,340,000,000 (equivalent to HK\$1,500,800,000) which are listed and traded on the Shanghai Stock Exchange with maturity date ranging from 26 August 2023 to 26 August 2026 and with coupon rate ranging from 2.88% to 3.09% per annum. The principal and interest of the priority class asset-backed securities shall be repaid quarterly in 12 instalments in 3 years; and (ii) subordinated class with total principal of RMB65,000,000 (equivalent to HK\$72,800,000) with no coupon rate and with maturity date on 26 February 2027. The subordinated class asset-backed securities are not listed. As at 31 December 2022, the Group held all the subordinated class asset-backed securities.

As at 31 December 2022, the Group’s asset-backed securities with carrying amount of approximately HK\$2,702,269,000 (2021: HK\$2,932,607,000) were collateralised by the finance lease receivables and loans receivable of the Group with an aggregate carrying amount of approximately HK\$2,555,767,000 (2021: HK\$2,630,620,000) (note 21) and trade receivables under operating lease business with carrying amount of approximately HK\$2,022,000 (2021: HK\$2,145,000) (note 20) and priority class asset-backed securities with carrying amount of HK\$2,702,269,000 (2021: HK\$1,826,535,000) were guaranteed by CCHG, the ultimate holding company of the Company.

The effective interest rate of the asset-backed securities ranged from 2.92% to 3.76% (2021: 3.37% to 3.69%) per annum at 31 December 2022.

30 資產支持證券(續)

於二零二一年十一月二十四日，本集團公開推出第二項名為「中信證券－誠通租賃央企綠色資產支持專項計劃」之資產支持專項計劃。該計劃總發行規模為人民幣1,480,000,000元(相當於港幣1,776,000,000元)，而資產支持證券被分成(i)優先層級總本金為人民幣1,410,000,000元(相當於港幣1,692,000,000元)並於上海證券交易所上市及買賣，其到期日由二零二二年七月二十六日至二零二六年一月二十六日不等，票息率介乎每年3.40%至3.70%。優先層級資產支持證券之本金及利息會於四年內分十六期按季度償還；及(ii)次級層級總本金為人民幣70,000,000元(相當於港幣84,000,000元)，無票息率及其預期到期日為二零二六年十月二十六日。次級層級資產支持證券並無上市。於二零二二年及二零二一年十二月三十一日，本集團持有所有次級層級資產支持證券。

於二零二二年九月二十日，本集團公開推出第三項名為「誠通租賃央企第一期資產支持專項計劃」之資產支持專項計劃。該計劃總發行規模為人民幣1,405,000,000元(相當於港幣1,573,600,000元)，而資產支持證券被分成(i)優先層級總本金為人民幣1,340,000,000元(相當於港幣1,500,800,000元)並於上海證券交易所上市及買賣，其到期日由二零二三年八月二十六日至二零二六年八月二十六日不等，票息率介乎每年2.88%至3.09%。優先層級資產支持證券之本金及利息會於三年內分十二期按季度償還；及(ii)次級層級總本金為人民幣65,000,000元(相當於港幣72,800,000元)，無票息率及其到期日為二零二七年二月二十六日。次級層級資產支持證券並無上市。於二零二二年十二月三十一日，本集團持有所有次級層級資產支持證券。

於二零二二年十二月三十一日，本集團之資產支持證券賬面值約為港幣2,702,269,000元(二零二一年：港幣2,932,607,000元)以本集團賬面總值約港幣2,555,767,000元(二零二一年：港幣2,630,620,000元)(附註21)之融資租賃應收款項及應收貸款及賬面值約港幣2,022,000元(二零二一年：港幣2,145,000元)(附註20)之經營租賃業務項下之貿易應收款項作抵押，而賬面值為港幣2,702,269,000元(二零二一年：港幣1,826,535,000元)之優先層級資產支持證券則由本公司之最終控股公司誠通控股作擔保。

於二零二二年十二月三十一日資產支持證券之實際年利率介乎2.92%至3.76%(二零二一年：3.37%至3.69%)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

31 UNSECURED OTHER LOAN

Unsecured other loan from third parties is unsecured, repayable on demand and interest-free.

32 DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purpose:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Deferred tax assets	遞延稅項資產	3,958	-
Deferred tax liabilities	遞延稅項負債	(49,632)	(54,857)
		(45,674)	(54,857)

The followings are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

		Expected credit loss provision 預期信貸虧 損撥備 HK\$'000 港幣千元	Revaluation of investment properties 投資物業重估 HK\$'000 港幣千元	Undistributed profits of PRC subsidiaries* 中國附屬公司 未分配利潤* HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2021	於二零二一年一月一日	-	(33,945)	(12,619)	(46,564)
Charge to profit or loss (note 9)	於損益中扣除(附註9)	-	(363)	(6,639)	(7,002)
Exchange adjustments	匯兌調整	-	(862)	(429)	(1,291)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	-	(35,170)	(19,687)	(54,857)
Charge to profit or loss (note 9)	於損益中扣除(附註9)	4,063	1,711	(501)	5,273
Exchange adjustments	匯兌調整	(105)	2,550	1,465	3,910
At 31 December 2022	於二零二二年十二月三十一日	3,958	(30,909)	(18,723)	(45,674)

* Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC entities to a non-PRC holding company from 1 January 2008 onwards.

31 無抵押其他貸款

第三方提供之無抵押其他貸款均為無抵押、須應要求償還及免息。

32 遞延稅項資產／負債

就呈列綜合財務狀況表而言，若干遞延稅項資產及負債已抵銷。以下為就財務報告而言的遞延稅項結餘分析：

於本年度及以往年度確認之重大遞延稅項負債及資產及產生之變動載列如下：

* 根據中國企業所得稅法，自二零零八年一月一日起對中國公司就所獲溢利向非中國控股公司宣派的股息徵收預扣稅。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32 DEFERRED TAX ASSETS/LIABILITIES (Continued)

Deferred tax assets

The Group has estimated unused tax losses not recognised in the consolidated financial statements as follows:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Estimated unused tax losses	估計未動用稅項虧損	171,985	135,484

No deferred tax asset in respect of the abovementioned estimated unused tax losses have been recognised due to unpredictability of future profit streams. Included in the unrecognised estimated unused tax losses are losses of approximately HK\$63,838,000 (2021: HK\$60,149,000) that will expire on various dates within five years from the reporting dates. Other estimated unused tax losses may be carried forward indefinitely.

32 遞延稅項資產／負債(續)

遞延稅項資產

本集團未於綜合財務報表中確認之估計未動用稅項虧損載列如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Estimated unused tax losses	估計未動用稅項虧損	171,985	135,484

估計未動用稅項虧損鑒於未能預測日後溢利，故並無就上述估計未動用稅項虧損確認遞延稅項資產。未確認估計未動用稅項虧損中包括約港幣63,838,000元(二零二一年：港幣60,149,000元)將於報告日期起計五年內不同日期到期之虧損。其他估計未動用稅項虧損可無限期結轉。

33 SHARE CAPITAL

		2022 二零二二年		2021 二零二一年	
		Number of shares 股份數目 '000 千股	HK\$'000 港幣千元	Number of shares 股份數目 '000 千股	HK\$'000 港幣千元
Issued and fully paid:	已發行及已繳足：				
At 1 January	於一月一日	5,964,635	2,214,624	5,808,735	2,185,876
Issue of shares as a result of scrip dividend (note 12)	因以股代息而發行的股份(附註12)	-	-	155,900	28,748
At 31 December	於十二月三十一日	5,964,635	2,214,624	5,964,635	2,214,624

33 股本

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

34 SHARE OPTION SCHEME AND SHARE AWARD SCHEME

(a) Share option scheme

The Company has adopted the share option scheme (the “Scheme”) on 27 June 2013. The purpose of the Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any invested entity.

Under the terms of the Scheme, eligible participants of the Scheme include (a) any employee (whether full-time or part-time, including any executive director but excluding any non-executive director of the Company) of, or any individual for the time being seconded to work for the Company, any subsidiary or any entity in which any member of the Group holds any equity interest (“Invested Entity”) or any employee or officer of the controlling shareholder of the Company; (b) any non-executive director (including independent non-executive directors) of the Company, any subsidiary or any Invested Entity; (c) any suppliers of goods or services to any member of the Group or any Invested Entity; (d) any customer of the Group or any Invested Entity; (e) any person or entity that provides research development or other technological support to the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued or proposed to be issued by any member of the Group or any Invested Entity; (g) any adviser (professional or otherwise) or consultant to the Group relating to any area of business or business development of any member of the Group or any Invested Entity; and (h) any joint venture or business partner of the Group who have contributed or may contribute to the development and growth of the Group. For the purposes of the Scheme, the offer may be made to any company wholly owned by one or more eligible participants.

The Scheme shall be valid and effective for a period of 10 years commencing on the date it was adopted and will end on 26 June 2023.

34 購股權計劃及股份獎勵計劃

(a) 購股權計劃

本公司已於二零一三年六月二十七日採納購股權計劃(「計劃」)。計劃旨在鼓勵或獎賞對本集團作出貢獻之參與者及／或使本集團能招攬及挽留高質素僱員以及吸納對本集團及任何投資實體而言屬寶貴之人力資源。

根據計劃條款，計劃的合資格參與者包括(a)本公司、本集團的任何附屬公司或本集團的任何成員公司持有任何股權的實體(「投資實體」)的任何僱員(全職或兼職，包括本公司任何執行董事，但不包括任何非執行董事)或暫時被調派到本公司、本集團的任何附屬公司或投資實體的人士，或本公司控股股東的任何僱員或高級人員；(b)本公司、任何附屬公司或任何投資實體的任何非執行董事(包括獨立非執行董事)；(c)本集團任何成員公司或任何投資實體的任何貨物或服務供應商；(d)本集團或任何投資實體的任何客戶；(e)向本集團或任何投資實體提供研發或其他技術支援的任何個人或實體；(f)本集團任何成員公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體發行或擬發行的任何證券的任何持有人；(g)本集團任何成員公司或任何投資實體有關本集團任何業務範疇或業務發展的任何顧問(專業或非專業)或專家顧問；及(h)為本集團的發展與成長作出貢獻或可能作出貢獻的本集團之任何合營企業或商業夥伴。就計劃而言，可向由一名或多名資格參與者全資擁有的任何公司授出購股權。

計劃應自採納之日起生效，有效期為10年並將於二零二三年六月二十六日結束。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

34 SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(a) Share option scheme (Continued)

An offer of the grant of an option under the Scheme (the “Option”) may be accepted within 21 days from the date of grant together with a remittance of HK\$1.00 by way of consideration for the grant thereof. An Option may be exercised during such period as the board of directors may in its absolute discretion determine, save that such period shall not be more than 10 years from the date of grant. The total number of shares of the Company which may be allotted and issued upon exercise of all Options to be granted under the Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares of the Company in issue as at the date on which the Scheme was adopted. In addition, the maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes adopted by the Group shall not exceed 30% of the share capital of the Company in issue from time to time.

The subscription price for the shares on the exercise of the Option shall be determined at the discretion of the board of directors which shall not be less than the higher of (i) the closing price of the Company’s shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant; (ii) the average closing price of the Company’s shares as stated in the Stock Exchange’s daily quotations sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company’s shares (note). Holding period will be determined by directors upon granting.

During the years ended 31 December 2022 and 2021, no Option was granted, exercised, cancelled or lapsed under the Scheme. There was no Option outstanding as at 31 December 2022 and 2021.

Note: Pursuant to the Companies Ordinance, which came into operation on 3 March 2014, the shares of the Company have ceased to have nominal value.

34 購股權計劃及股份獎勵計劃(續)

(a) 購股權計劃(續)

計劃項下授出的購股權(「購股權」)可於授出之日起21日內於接受所授出的購股權後匯款支付港幣1.00元作為授出購股權的代價而被接納。此期間內，董事會可按其絕對酌情權決定行使購股權，惟該期間不得超過授出日期10年。根據計劃及本集團任何其他購股權計劃將予授出之所有購股權獲行使時可予配發及發行之本公司股份總數，合共不得超過於計劃獲採納當日本公司已發行股份之10%。此外，所有根據計劃及本集團採用的任何其他購股權計劃已授予而尚未行使的未兌現購股權獲行使後可供配發及發行的股份最大數額不得超過本公司不時發行的已發行股本30%。

於行使購股權時的股份認購價應由董事會酌情釐定，且不得低於下列三者之較高者：(i)本公司股份於授出日期在聯交所每日報價表所報之收市價；(ii)本公司股份於緊接授出日期前五個交易日在聯交所每日報價表所報之平均收市價；及(iii)本公司股份之面值(附註)。董事將於授出後釐定持有期間。

於截至二零二二年及二零二一年十二月三十一日止年度，概無購股權在該計劃下被授出、行使、取消或失效。於二零二二年及二零二一年十二月三十一日，概無尚未行使的購股權。

*附註：*根據於二零一四年三月三日生效之公司條例，本公司股份不再具有面值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

34 SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(b) Share award scheme

To provide a means to (i) recognise the contributions by any full-time employees and directors (including executive directors, non-executive directors and independent non-executive directors) of the Group selected by the board of directors (collectively, the “**Selected Employees**”) and to give incentives to them for the continual operation and development of the Group; and (ii) attract suitable personnel for the growth and further development of the Group, the Company has adopted a share award scheme (the “**Share Award Scheme**”) which became effective on 1 July 2017 (the “**Effective Date**”) and expired on 30 June 2022.

The board of directors or the trustee should not make any further award of shares to the Selected Employees which would result in the total number of shares awarded by the board of directors under the Share Award Scheme exceeding 1% of the total ordinary shares in issue of the Company as at the Effective Date.

During the years ended 31 December 2022 and 2021, no ordinary share of the Company was purchased by the trustee for the purpose of the Share Award Scheme and no award of share was granted to the Selected Employees under the Share Award Scheme.

As at 31 December 2022 and 2021, the trustee held 11,750,000 shares of the Company which were purchased for the purpose of the Share Award Scheme.

34 購股權計劃及股份獎勵計劃(續)

(b) 股份獎勵計劃

為繼續提供方法(i)表揚董事會選定的本集團任何全職僱員及董事(包括執行董事、非執行董事及獨立非執行董事)(統稱「**經甄選員工**」)所作出的貢獻，並就本集團的持續經營及發展鼓勵員工；及(ii)就本集團增長及進一步發展吸引合適人員，本公司已採納股份獎勵計劃(「**股份獎勵計劃**」)，於二零一七年七月一日(「**生效日期**」)生效，並於二零二二年六月三十日屆滿。

董事會或受託人不應向經甄選員工授出任何額外獎勵股份，其將導致董事會根據股份獎勵計劃所授出的股份總數超過於生效日期本公司已發行普通股總數的1%。

於截至二零二二年及二零二一年十二月三十一日止年度，受託人並無就股份獎勵計劃購買本公司普通股，且概無根據股份獎勵計劃向經甄選員工授出獎勵股份。

於二零二二年及二零二一年十二月三十一日，受託人持有本公司11,750,000股股份，該等股份乃就股份獎勵計劃而購買。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 RESERVES

The Group

Details of changes in reserves accounts of the Group are set out in the consolidated statement of changes in equity on pages 83 and 84.

Capital reserve

It represents the difference between the consideration paid for and the fair value of net assets acquired by a former subsidiary of the Group from a company beneficially owned by a substantial shareholder of the Company.

Statutory reserve

It represents the Group's share of statutory reserves of the subsidiaries in the PRC, which is based on 10% profit for the year of these subsidiaries.

Such statutory reserve is non-distributable and shall be used to (i) make up prior years' losses or (ii) expand production operations.

General risk reserve

Pursuant to the 《北京市融資租賃公司監督管理辦法(徵求意見稿)》 issued by 北京市地方金融監督管理局 on 29 March 2022, the Company is required to set aside a general risk reserve through profit appropriation which should not be lower than 1% of the closing balances of its gross risk-bearing assets on an annual basis. The general risk reserve balance of the Company as at 31 December 2022 amounted to HK\$91,899,000 (2021: Nil) which complies with the requirement.

Shares held for share award scheme

Shares held for share award scheme comprises the consideration paid for such shares.

Employee share-based compensation reserve

It represents the cumulative expenses recognised on the granting of share-based compensation to the employees over the vesting period.

Revaluation reserve

It represents the revaluation surplus upon transfer of owner-occupied properties to investment properties.

35 儲備

本集團

本集團儲備賬目變動詳情載於第83及84頁之綜合權益變動表。

資本儲備

指所付代價與本集團一間前附屬公司收購本公司一名主要股東實益擁有的一間公司的淨資產的公平值之間的差額。

法定儲備

指本集團應佔於中國之附屬公司之法定儲備份額，乃基於此等附屬公司之年內溢利之10%計算。

此等法定儲備不可供分派且將用作(i)彌補往年虧損或(ii)擴大生產經營。

一般風險儲備

根據北京市地方金融監督管理局於二零二二年三月二十九日頒佈的《北京市融資租賃公司監督管理辦法(徵求意見稿)》，本公司每年須透過溢利分配預留一般風險儲備，一般風險儲備不得低於風險資產期末結餘的1%。於二零二二年十二月三十一日，本公司的一般風險儲備結餘為港幣91,899,000元(二零二一年：無)，已符合要求。

為股份獎勵計劃持有之股份

為股份獎勵計劃持有之股份包括就股份支付的代價。

以股份支付的僱員酬金儲備

指於歸屬期間向僱員授予以股份支付酬金時確認的累計開支。

重估儲備

指自用物業轉為投資物業後之重估盈餘。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 RESERVES (Continued)

The Group (Continued)

Exchange reserve

It comprises all foreign exchange differences arising on translation foreign operation to presentation currency.

The Company

35 儲備(續)

本集團(續)

匯兌儲備

包括呈列貨幣外匯折算所產生的所有外匯差額。

本公司

		Shares held for share award scheme 為股份獎勵計劃持有之股份 HK\$'000 港幣千元	Employee share-based compensation reserve 以股份支付的僱員酬金儲備 HK\$'000 港幣千元	Exchange reserve 匯兌儲備 HK\$'000 港幣千元	Retained profits 累計溢利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2021	於二零二一年一月一日	(6,494)	702	(104,701)	178,591	68,098
Dividend paid	已付股息	-	-	-	(52,173)	(52,173)
Profit and total comprehensive income for the year	年內溢利及年內全面收益總額	-	-	-	45,960	45,960
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	(6,494)	702	(104,701)	172,378	61,885
Dividend paid	已付股息	-	-	-	(32,209)	(32,209)
Profit and total comprehensive income for the year	年內溢利及年內全面收益總額	-	-	-	38,824	38,824
At 31 December 2022	於二零二二年十二月三十一日	(6,494)	702	(104,701)	178,993	68,500

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36 RELATED PARTY TRANSACTIONS

(a) Transactions and balances with related parties

Save as disclosed elsewhere in the financial statements, during the year, the Group had also entered into the following significant transactions and balances with the following related parties:

Name of related party 關連方名稱	Nature of transactions/ balances 交易／結餘性質	2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
The ultimate holding company: 最終控股公司：			
China Chengtong Holdings Group Limited 中國誠通控股集團有限公司	Guarantee fee 擔保費	19,664	-
The wholly-owned subsidiaries of the ultimate holding company: 最終控股公司之全資附屬公司：			
China Huandao Group Limited [^] 中國寰島集團有限公司 [^]	Interest income 利息收入	2,626	2,261
	Other receivables 其他應收款項	-	417
Hainan Huandao Industrial Development Limited [^] 海南寰島實業發展有限公司 [^]	Interest income 利息收入	396	607
China Chengtong Hong Kong Company Limited 中國誠通香港有限公司	Interest expense 利息開支	38	-
Chengtong International Limited 誠通國際貿易有限公司	Management expense 管理費支出	1,381	672
China Chengtong Investment Company Limited 中國誠通投資有限公司	Interest expense 利息開支	2,898	1,113

(a) 與關連方之交易及結餘

除財務報表其他部分所披露者外，年內，本集團亦與下列關連方進行以下重大交易及結餘：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36 RELATED PARTY TRANSACTIONS (Continued)

36 關連方交易

(a) Transactions and balances with related parties (Continued)

(a) 與關連方之交易及結餘

Name of related party 關連方名稱	Nature of transactions/ balances 交易／結餘性質	2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
The wholly-owned subsidiaries of the ultimate holding company: (Continued)			
最終控股公司之全資附屬公司：(續)			
Chengtong (Shenzhen) Investment Co., Ltd. [^] 誠通(深圳)投資有限公司 [^]	Interest expense 利息開支	4,830	—
Chengtong Mixed Reform Private Fund Management Co., Ltd. [^] 誠通混改私募基金管理有限公司 [^]	Rental income 租金收入	745	194
	Received in advance 預收款項	179	158
Associate of the ultimate holding company of the Company:			
本公司最終控股公司之聯營公司：			
Ningxia MCC Meili Cloud New Energy Co., Ltd. [^] 寧夏中冶美利雲新能源有限公司 [^]	Loans receivable 應收貸款	21,478	32,366
	Interest income from loans receivable 應收貸款之利息收入	1,953	2,519
China Railway Leasing Co., Ltd. [^] 中鐵租賃有限公司 [^]	Loans receivable 應收貸款	86,464	—
	Interest income from loans receivable 應收貸款之利息收入	8,159	—
Heilongjiang Haohua Chemical Corporation Limited [^] 黑龍江昊華化工有限公司 [^]	Loans receivable 應收貸款	313,809	—
	Interest income from loans receivable 應收貸款之利息收入	4,970	—

[^] The English names are for identification only

[^] 英文名稱僅供識別

Save as disclosed above, other balances and transactions with related parties at the end of the respective reporting dates or during the respective years are set out in the consolidated statement of financial position and notes 20, 22 and 26.

除上文所披露者外，於各報告日期末或各相關年度內與關連方之其他結餘及交易載於綜合財務狀況表以及附註20、22及26。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions and balances with other government-related entities

The Group itself is part of a larger group of companies controlled by CCHG (CCHG and its subsidiaries are referred to as the “**CCHG Group**”) which is a stated-owned enterprise under the direct supervision of the State Council of the PRC. The management consider that the Company is ultimately controlled by the government of the PRC and the Group operates in an economic environment currently dominated by entities controlled, jointly controlled or significantly influenced by the PRC government (“**government-related entities**”).

Apart from transactions with CCHG Group, the Group has transactions including but not limited to the leasing arrangements and bulk commodity trade with other relevant government-related entities.

Details of the transactions with relevant government-related entities are set out below:

36 關連方交易(續)

(b) 與其他政府關連實體之交易及結餘

本集團自身為中國國務院直接監管之國有企業誠通控股(誠通控股及其附屬公司合稱「**誠通控股集團**」)旗下一個大型公司集團之一部分。管理層認為，本公司受中國政府最終控制，而本集團目前營運所處的經濟環境受中國政府控制、聯合控制或有重大影響之實體(「**政府關連實體**」)主導。

除與誠通控股集團之交易外，本集團還與其他相關政府關連實體進行交易，包括但不限於租賃安排及大宗商品貿易。

與相關政府關連實體之交易之詳情載列如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Interest income from loans receivable	應收貸款之利息收入	317,691	180,606
Consultancy service income from leasing arrangements	租賃安排之諮詢服務收入	54,763	76,132
Rental income under operating lease in respect of owned machineries and equipment	有關自有機械及設備之經營租賃項下租金收入	31,896	34,980
Revenue from bulk commodity trade	大宗商品貿易之收入	-	192,430
Purchase for bulk commodity trade	大宗商品貿易之採購	243,874	143,655

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions and balances with other government-related entities (Continued)

In addition, the Group has entered into various transactions, including other purchases and operating expenses with other government-related entities. In the opinion of the management, except for the transactions disclosed above, other transactions are considered as individually and collectively insignificant to the operation of the Group for both years.

The Group also has bank deposits, loans receivable, financial assets investments, trade and other receivables, trade and other payables, lease liabilities and other general financing facilities with certain entities and banks which are government-related entities in its ordinary course of business. The management are of the opinion that those government-related entities do not have the power to govern or participate in the financial and operating policies of the Group and the transactions with these entities are conducted in the ordinary course of the Group's business. The Group believes that it has provided, at the best of its knowledge, adequate and appropriate disclosure of related party transactions as summarised above.

(c) The remunerations of key management personnel who are the directors and senior management during the year were as follows:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Short-term employee benefits	短期僱員福利	2,738	3,044
Post-employment benefits	離職後福利	18	27
		2,756	3,071

36 關連方交易(續)

(b) 與其他政府關連實體之交易及結餘(續)

此外，本集團亦與其他政府關連實體進行多項交易，包括其他採購及經營開支。管理層認為，除上文披露的交易外，其他交易(個別及共同衡量)對本集團兩個年度的營運而言並不重大。

本集團亦於日常業務過程中與屬政府關連實體之若干實體及銀行進行銀行存款、應收貸款、金融資產投資、貿易及其他應收款項、貿易及其他應付款項、租賃負債及其他一般融資活動。管理層認為，該等政府關連實體並無權力控制或參與本集團的財政及經營政策，而與該等實體的交易乃於本集團的日常業務過程中進行。本集團相信，誠如上文綜述，就其所深知，其已提供準確恰當的關連方交易之披露。

(c) 年內主要管理人員(即董事及高級管理層)之薪酬如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

37 CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The Group monitors capital on the basis of the total debts to total assets ratio. This ratio is calculated as total debt divided by total assets. Total debts are calculated as loans from related parties, lease liabilities, bank borrowings, asset-backed securities and unsecured other loan disclosed in notes 22, 28, 29, 30 and 31 respectively.

The directors of the Company review the capital structure on a continuous basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt.

The total debts to total assets ratio at the end of reporting period was as follows:

37 資本風險管理

本集團的資本管理旨在確保本集團內的實體均可持續經營，同時透過優化債務及股本結餘為股東謀求最大回報。自上一年度起，本集團之整體戰略保持不變。

本集團利用債務總額與總資產之比率監察其資本。此比率按照債務總額除以總資產計算。債務總額分別為附註22、28、29、30及31披露的來自一名關連方的貸款、租賃負債、銀行借貸、資產支持證券及無抵押其他貸款。

本公司董事會按持續基準對資本架構進行檢討。檢討工作之一部分乃本公司董事對資本成本及各類資本的相關風險進行審議。根據本公司董事的推薦建議，本集團將透過支付股息、發行新股、購回股份以及發行新債券，使整體資本架構保持平衡。

於報告期末的債務總額與總資產之比率如下：

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Bank borrowings	銀行借貸	3,167,005	1,441,775
Asset-backed securities	資產支持證券	2,702,269	2,932,607
Unsecured other loans	無抵押其他貸款	600	600
Lease liabilities	租賃負債	8,273	3,098
Loans from related parties	來自關連方的貸款	339,000	47,556
Total debts	債務總額	6,217,147	4,425,636
Total assets	總資產	10,009,735	8,167,806
Total debts to total assets ratio	債務總額與總資產之比率	62.1%	54.2%

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Financial assets	金融資產		
Equity instruments at FVTOCI	按公平值計入其他全面 收益的權益工具	69,183	81,508
At amortised costs	按攤銷成本	8,827,227	7,339,810
		8,896,410	7,421,318
Financial liabilities	金融負債		
At amortised costs	按攤銷成本	6,859,908	4,798,901

(b) Financial risk management objectives and policies

The Group's major financial instruments include other financial assets, finance lease receivables and loans receivable, trade and other receivables, loans to related parties, pledged bank deposits, bank balances and cash, trade and other payables, bank borrowings, asset-backed securities, loans from related parties, unsecured other loan and lease liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, price risk, interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

38 金融工具

(a) 金融工具分類

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Financial assets	金融資產		
Equity instruments at FVTOCI	按公平值計入其他全面 收益的權益工具	69,183	81,508
At amortised costs	按攤銷成本	8,827,227	7,339,810
		8,896,410	7,421,318
Financial liabilities	金融負債		
At amortised costs	按攤銷成本	6,859,908	4,798,901

(b) 財務風險管理目標及政策

本集團的主要金融工具包括其他金融資產、融資租賃應收款項及應收貸款、貿易及其他應收款項、授予關連方貸款、已抵押銀行存款、銀行結餘及現金、貿易及其他應付款項、銀行借款、資產支持證券、來自關連方之貸款、無抵押其他貸款及租賃負債。金融工具詳情於各附註披露。與該等金融工具有關的風險包括市場風險(貨幣風險、價格風險、利率風險)、信貸風險及流動資金風險。有關如何降低該等風險的政策載列於下文。本集團管理層管理及監控該等風險，以確保及時有效地採取適當措施。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risks

(i) Currency risk

As at 31 December 2022, except for the following, the Group did not have significant financial assets or financial liabilities denominated in currencies other than their functional currencies at the end of the reporting period.

The carrying amounts of the Group's financial assets and liabilities denominated in currencies other than the functional currencies of the respective group companies as at 31 December 2022 and 2021 are as follows:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Assets	資產		
RMB	人民幣	128	147
United States Dollar ("USD")	美元(「美元」)	<u>138,012</u>	<u>223,090</u>
Liabilities	負債		
USD	美元	<u>17,375</u>	<u>58,707</u>

The Group currently does not have a foreign currency hedging policy but the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險

(i) 貨幣風險

於二零二二年十二月三十一日，除以下所述者外，本集團於報告期末概無以其功能貨幣以外之貨幣計值之重大金融資產或金融負債。

於二零二二年及二零二一年十二月三十一日，本集團以各集團公司功能貨幣以外貨幣計值之金融資產及負債之賬面值載列如下：

本集團目前並無外幣對沖政策，但管理層會監察外匯風險，並將於有必要時考慮對沖重大外匯風險。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risks (Continued)

(i) Currency risk (Continued)

Sensitivity analysis

As at 31 December 2022 and 2021, financial assets denominated in USD and RMB belongs to the group companies of which their functional currency is HK\$. As HK\$ is pegged to USD, the Group considers that the currency risk arising from transactions in USD is not significant.

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against HK\$. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in the exchange rate between RMB and HK\$. The sensitivity analysis includes only outstanding RMB denominated monetary items and adjusts their translation at the reporting date for a 5% change in exchange rates. The analysis illustrates the impact for a 5% strengthening of RMB against the HKD and a positive number below indicates an increase in profit for the year. For a 5% weakening of RMB against HKD, there would be an equal and opposite impact on the profit for the year.

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Impact to the profit for the year	對年內溢利的影響	<u>6</u>	<u>7</u>

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析

於二零二二年及二零二一年十二月三十一日，以美元及人民幣計值之金融資產乃屬於集團公司，而其功能貨幣為港幣。由於港幣與美元掛鈎，本集團認為，以美元進行交易所產生之貨幣風險並不重大。

下表詳述本集團人民幣兌港幣升值及貶值5%的敏感度。5%為向主要管理人員內部匯報外幣風險時所用的敏感度比率，亦為管理層對人民幣與港幣之間匯率的合理可能變動的評估。敏感度分析僅包括仍然有效並以人民幣計值的貨幣項目，並於匯報日期按匯率出現5%變動對換算予以調整。該分析闡述了人民幣兌港幣升值5%的影響，而下表的正數為年內溢利的增加額。倘人民幣兌港幣貶值5%，則年內溢利會受到等額相反的影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Market risks (Continued)

(ii) Price risk

Certain of the Group's other financial assets are measured at fair value at the end of each reporting date with reference to the quoted prices. Therefore, the Group is exposed to equity price risk and the management of the Group will monitor the price movements and take appropriate actions when required.

Sensitivity analysis is performed by management to assess the exposure of the Group's financial results to price risks of listed other financial assets at the end of each reporting period. If the prices of the respective instruments held by the Group had been 5% (2021: 5%) higher/lower as at 31 December 2022, the other comprehensive income for the year would have been approximately HK\$3,035,000 (2021: HK\$3,493,000) higher/lower respectively.

(iii) Interest rate risk

The cash flow interest rate risk relates primarily to the Group's bank balances, finance lease receivables and loans receivable and bank borrowings. The fair value interest rate risk relates primarily to the Group's loans to/ (from) related parties, lease liabilities and asset-backed securities. The Group currently does not have an interest rate hedging policy. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group has exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate.

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(ii) 價格風險

本集團若干其他金融資產乃參照報價，並按各報告日期末之公平值計量。因此，本集團面臨股票價格風險，而本集團管理層將監控價格波動並於需要時採取適當措施。

管理層進行敏感度分析以評估於各報告期末本集團財務業績所面臨之上市其他金融資產的價格風險。於二零二二年十二月三十一日，倘本集團持有的各項工具的價格增加／減少5%（二零二一年：5%），則本年度其他全面收益分別增加／減少約港幣3,035,000元（二零二一年：港幣3,493,000元）。

(iii) 利率風險

現金流量利率風險主要與本集團銀行結存、融資租賃應收款項及應收貸款及銀行借貸有關。公平值利率風險主要與本集團授予／（來自）關連方之貸款、租賃負債及資產支持證券有關。本集團現時無利率對沖政策。然而，本集團管理層會監察利率風險，並將於在必要時考慮對沖重大利率風險。

因現行市場利率波動，本集團面臨現金流量利率風險。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risks (Continued)

(iii) Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below is determined based on the exposure to interest rates after considering the impact of the interest expenses being capitalised as properties under development at the end of the reporting period. A 50 basis points (2021: 50 basis points) increase or decrease is used which represents management's assessment of the reasonably possible change in interest rates.

As at 31 December 2022, if interest rates on the interest bearing instruments with maturity over 1 year had been 50 basis points higher/lower and all of other variables were held constant, the post-tax profit would increase/decrease by approximately HK\$31,419,000 (2021: HK\$2,209,000).

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. The Group's credit risk exposures are primarily attributable to trade and other receivables, finance lease receivables and loans receivable, loans to related parties, pledged bank deposit and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with finance lease receivables and loans receivable are mitigated because they are secured over the machineries and equipment and settlement of certain trade receivables are backed by bills issued by reputable financial institution.

In order to monitor the credit risk, the management of the Group has reviewed the recoverable amount of each aforesaid individual assets at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(iii) 利率風險(續)

敏感度分析

下列敏感度分析乃基於所面臨之利率風險，並已考慮報告期末利息支出資本化為發展中物業之影響。所採用之上下浮動50個基點(二零二一年：50個基點)代表管理層對利率之合理可能變動之評估。

於二零二二年十二月三十一日，倘到期日超過一年的計息工具之利率上下浮動50個基點，而所有其他變量保持不變，則除稅後溢利將增加／減少約港幣31,419,000元(二零二一年：港幣2,209,000元)。

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而導致本集團財務虧損的風險。本集團的信貸風險主要來自貿易及其他應收款項、融資租賃應收款項及應收貸款、授予關連方之貸款、已抵押銀行存款及銀行結存。本集團並無持有任何抵押品或其他信貸增強措施以為其金融資產相關的信貸風險提供保障，惟與融資租賃應收款項及應收貸款相關的信貸風險因該等款項以機器及設備作抵押及若干貿易應收款項的結算以信譽良好的金融機構發行的票據作支持而得以緩解。

為監控信貸風險，本集團管理層於報告期末檢討上述各個別資產之可收回金額，以確保就無法收回金額作出足夠之減值虧損撥備。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Impairment and provision policies

The Group's policy requires the review of individual outstanding amounts at least monthly or more regularly depending on individual circumstances or market condition.

The Group's impairment requirements are based on an ECL model. The Group applies simplified approach to measure ECL on trade and bills receivables; and general approach to measure ECL on deposits and other receivables, finance lease receivables and loans receivable, loans from related parties, pledged bank deposits and bank balances. Under the simplified approach, the Group measures the loss allowance at an amount equal to lifetime ECL. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition: Stage 1: 12-month ECL, Stage 2: Lifetime ECL – not credit-impaired and Stage 3: Lifetime ECL – credit-impaired.

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full; or (ii) the financial asset is 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate. 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. Information such as failure to make payments of principal or interest on their contractually due dates, an actual or expected significant deterioration in the operating results of the debtor and an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if any) will be taken into account when assessing whether credit risk has increased significantly since initial recognition.

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

減值及撥備政策

本集團的政策要求至少每月或在特定情況或市況下更為頻繁地對個別未清償款項進行審查。

本集團的減值規定乃以預期信貸虧損模式為依據。本集團應用簡化法計量貿易應收款項及應收票據的預期信貸虧損，並應用一般方法計量按金及其他應收款項、融資租賃應收款項及應收貸款、來自關連方之貸款、已抵押銀行存款及銀行結存的預期信貸虧損。根據簡化法，本集團基於等同於賬齡預期信貸虧損的金額計量虧損撥備。按照一般方法，金融資產乃基於初步確認後的信貸風險變動，透過下列三個階段予以轉撥：第1階段：12個月的預期信貸虧損、第2階段：賬齡預期信貸虧損 – 並無信用減值及第3階段：賬齡預期信貸虧損 – 信用減值。

於評估金融工具之信貸風險自初步確認以來是否已大幅上升時，本集團將金融工具於報告日期發生違約之風險與金融工具於初步確認日期發生違約之風險進行比較。於作出此重新評估時，本集團認為倘發生下列情況，則發生違約事件：(i) 借款人不大可能向本集團悉數償還其信貸責任；或(ii) 金融資產已逾期90日，除非本集團擁有合理及可靠資料顯示一項更寬鬆的違約標準較合適則當別論。本集團考慮合理及可靠之定量及定性資料(包括毋須花費過度成本或精力即可獲得之過往經驗及前瞻性資料)。當評估信貸風險自初步確認以來是否已大幅上升時，將考慮未能於合約到期日支付本金額或利息、債務人經營業績之實際或預期重大惡化及金融工具之內外信貸評級(如有)實際或預期重大惡化等資料。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Impairment and provision policies (Continued)

For other receivables and loans receivable, the number of days past due (“**DPD**”) and loan-to-collateral value (“**LTV**”) will be used to determine significant increase in credit risk.

Based on DPD, LTV and internally derived credit ratings, deposits and other receivables, loans receivable, other financial assets measured at amortised cost, loans to related parties and bank balances are classified into 3 stages.

When estimating the ECL on loan and advances to customers, the Group has incorporated forward-looking economic information through the use of industry trend and experienced credit judgement to reflect the qualitative factors.

As at 31 December 2022 and 2021, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group’s maximum exposure to credit risk which will cause a financial loss to the Group arising from the amount of financial guarantees provided by the Group is disclosed in note 39.

The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except the credit risks associated with finance lease receivables and loans receivable as disclosed in note 21. The Group considers that the credit risk arising from the finance lease receivables and loans receivable is significantly mitigated by the leased equipment and facilities, land from the related party of the lessee, unlisted equity interest and account receivables from the lessees and the related parties of the lessees and deposits received from customers held as collaterals, with reference to the estimated value of the collaterals at the end of each reporting period.

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

減值及撥備政策(續)

對於其他應收款項及應收貸款，將採用逾期天數(「**逾期天數**」)及貸款與抵押品價值比(「**貸款與抵押品價值比**」)釐定信貸風險是否大幅增加。

根據逾期天數、貸款與抵押品價值比及內部制定的信貸評級、按金及其他應收款項、應收貸款、按攤銷成本計量的其他金融資產、授予關連方貸款及銀行結存分為三個階段。

於估計給予客戶貸款及墊款的預期信貸虧損時，本集團已納入前瞻性經濟資料，透過使用行業趨勢及基於經驗的信貸判斷以反映質化因素。

於二零二二年及二零二一年十二月三十一日，除最有效代表最高信貸風險水平的該等金融資產賬面值外，將使本集團蒙受金融虧損的本集團最高信貸風險水平來自附註39所披露之有關本集團提供的財務擔保金額。

本集團並無持有任何抵押品或其他信貸增強措施以保障其金融資產相關信貸風險，惟誠如附註21所披露之融資租賃應收款項及應收貸款相關信貸風險除外。本集團認為，由於持有租賃設備及設施、來自承租人關連方的土地、非上市股權以及承租人及承租人之關連方之應收賬款以及已收客戶存款作為抵押品，而經參考抵押品於各報告期末之估計價值後，與融資租賃應收款項及應收貸款相關之信貸風險已大大減少。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial assets with credit risk exposure

Trade and bills receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

Finance lease receivables and loans receivable

Before accepting any new lessee under leasing arrangement, the Group assesses the credit quality of each potential lessee and defined limits for each lessee. The Group also demands certain lessees to provide corporate guarantees from their respective shareholders or related parties or other assets as collateral to the Group at the time the leasing arrangement is entered into. In addition, the Group has reviewed the repayment history of leasing payments from each lessee to determine the recoverability of the loans receivable. Also, the Group takes into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. As at 31 December 2022, except for the balances of HK\$56,748,000 from two debtors (2021: HK\$61,830,000 from two debtors) were considered to have a significant increase in credit risk since initial recognition but not credit-impaired and the loss allowance of which is measured at lifetime ECL, the loss allowance for all other finance lease receivables and loans receivable are measured at an amount equal to 12-month ECL.

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

面臨信貸風險的金融資產

貿易應收款項及應收票據

本集團所面臨的信貸風險主要受各客戶的個別特性影響，而非取決於客戶經營所在的行業或國家。因此高度集中的信貸風險主要產生於本集團與個別客戶有重大業務往來之時。

融資租賃應收款項及應收貸款

在接納租賃安排項下任何新的承租人之前，本集團會評估各潛在承租人之信用狀況，並界定各承租人之限額。在訂立租賃安排時，本集團亦要求某些承租人向本集團提供其各股東或關連方之企業擔保或其他資產作為抵押品。此外，本集團已檢討各承租人之租賃款項過往支付記錄，以確定應收貸款之可收回水平。此外，本集團會計及客戶特定資料及與客戶運營所處經濟環境有關的資料。於二零二二年十二月三十一日，除自初步確認以來被視為信貸風險大幅上升，惟並非信用減值且其虧損撥備按賬齡預期信貸虧損計量的兩名債務人的餘額港幣56,748,000元(二零二一年：兩名債務人的餘額港幣61,830,000元)外，則所有其他融資租賃應收款項及應收貸款的虧損撥備按等同於12個月的預期信貸虧損的金額計量。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial assets with credit risk exposure (Continued)

Pledged bank deposits and bank balances

As at 31 December 2022 and 2021, the Group has pledged bank deposits and bank balances in certain corporations and banks in the PRC and Hong Kong. The credit risk on these deposits is insignificant as the counterparties are financial institutions with high credit-rating or with good reputation.

Loans to related parties

For the loans to related parties, the management considered the related parties do not have significant credit risk due to the past payment history and also taking into account of the sound financial performance and position of its holding company to meet contractual cash flow obligation. No impairment had been provided under 12-month ECL assessment.

The average expected loss rate applied is approximately 0.21% (2021: 0.22%). Movement in the loss allowance account during the year is as follows:

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
At 1 January	於一月一日	13,170	1,121
Impairment losses provided/(reversed) during the year:	於年內計提/(撥回)之減值虧損：		
– Trade and bills receivables	– 貿易及其他應收款項	18	(4)
– Finance lease receivables and loans receivable and other receivables	– 融資租賃應收款項及應收貸款以及其他應收款項	4,587	11,835
Exchange adjustments	匯兌調整	(1,067)	218
At 31 December	於十二月三十一日	16,708	13,170

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

面臨信貸風險的金融資產(續)

已抵押銀行存款及銀行結存

於二零二二年及二零二一年十二月三十一日，本集團於中國及香港若干公司及銀行擁有已抵押銀行存款及銀行結存。該等存款及其他金融資產相關之信貸風險不屬重大，因為交易對方是具備高信貸評級或享負盛名之金融機構。

授予關連方貸款

對於授予關連方貸款，由於過往付款歷史，亦考慮到其控股公司履行合約現金流量義務的良好財務表現及狀況，管理層認為，關連方並無重大信貸風險。根據12個月的預期信貸虧損評估，並無計提減值準備。

所應用的預期平均虧損率為約0.21% (二零二一年：0.22%)。年內於虧損撥備賬中的變動如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial assets with credit risk exposure (Continued)

As at 31 December 2022, credit risk of the Group was concentrated on (a) two customers from bulk commodities trading, with aggregated amount of trade and bills receivables of HK\$19,486,000; (b) loans to related parties of HK\$33,900,000; and (c) 49 lessees from 89 leasing arrangements, with aggregated amount of finance lease receivables and loans receivable of HK\$8,217,574,000.

As at 31 December 2021, credit risk of the Group was concentrated on (a) three customers from bulk commodities trading, with aggregated amount of trade and bills receivables of HK\$27,422,000; (b) loans to related parties of HK\$48,800,000; and (c) 54 lessees from 62 leasing arrangements, with aggregated amount of finance lease receivables and loans receivable of HK\$5,865,106,000.

To monitor the credit risk exposure, the management of the Group has reviewed the recoverability of each debtor periodically. As at 31 December 2022, except for two debtors from loans receivable with balances of HK\$56,748,000 (2021: two debtors from loans receivable with balance of HK\$61,830,000) which were considered as significant increase in credit risk since initial recognition but are not credit-impaired, there was no significant increase in credit risk among the financial assets.

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

面臨信貸風險的金融資產(續)

於二零二二年十二月三十一日，本集團之信貸風險集中於(a)與兩名客戶之大宗商品貿易，貿易應收款項及應收票據總額為港幣19,486,000元；(b)授予關連方貸款港幣33,900,000元；及(c)與49名承租人之89項租賃安排，融資租賃應收款項及應收貸款總額為港幣8,217,574,000元。

於二零二一年十二月三十一日，本集團之信貸風險集中於(a)與三名客戶之大宗商品貿易，貿易應收款項及應收票據總額為港幣27,422,000元；(b)授予關連方貸款港幣48,800,000元；及(c)與54名承租人之62項租賃安排，融資租賃應收款項及應收貸款總額為港幣5,865,106,000元。

為監控信貸風險，本集團之管理層已定期檢討各債務人所欠債項之可收回水平。於二零二二年十二月三十一日，除自初步確認以來被視為信貸風險大幅上升，惟並無信用減值的應收兩名債務人貸款的餘額港幣56,748,000元(二零二一年：應收兩名債務人貸款的餘額港幣61,830,000元)外，該等金融資產中並無信貸風險大幅上升。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial assets with credit risk exposure (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade and bills receivables 貿易應收款項及 應收票據	Other financial assets/other items 其他金融資產/ 其他項目
內部信貸級別	說明		
Performing	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
良好	對手方的違約風險低，且無任何逾期款項	全期預期信貸虧損 – 無信用減值	12個月預期信貸虧損
Special Mention	Debtor frequently repays after due dates but usually settle in full	Lifetime ECL – not credit-impaired	12m ECL
關注	債務人經常於到期日後還款，但通常悉數償付	全期預期信貸虧損 – 無信用減值	12個月預期信貸虧損
Sub-standard	There have been significant increases in credit risk since initial recognition through information developed internal or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
次級	根據內部制定或外部資源的資料，自初始確認以來信貸風險顯著增加	全期預期信貸虧損 – 無信用減值	全期預期信貸虧損 – 無信用減值
Doubtful	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
呆賬	有證據表明資產出現信用減值	全期預期信貸虧損 – 信用減值	全期預期信貸虧損 – 信用減值
Loss	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off
虧損	有證據表明債務人處於嚴重的財務困難及本集團並無實際的收回前景	撇銷金額	撇銷金額

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

面臨信貸風險的金融資產(續)

本集團之內部信貸風險級別評估包括以下類別：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial assets with credit risk exposure (Continued)

The table below details the credit risk exposures of the Group's financial assets, including trade and bills receivables, other receivables, finance lease receivables and loans receivable, loans to related parties, pledged bank deposits and bank balances, which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL 12個月或全期 預期信貸虧損	Gross carrying amount 賬面總額	
	附註	外部信貸評級	內部信貸評級		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Financial assets at amortised cost						
按攤銷成本計量的金融資產						
Trade and bills receivables 貿易應收款項及應收票據	20	N/A 不適用	Note (i) 附註(i)	Lifetime ECL (collective assessment) 全期預期信貸虧損 (集體評估)	21,643	30,063
Other receivables 其他應收款項	20	N/A 不適用	Performing 良好	12m ECL 12個月預期信貸虧損	19,755	11,355
Finance lease receivables 融資租賃應收款項	21	N/A 不適用	Performing 良好	12m ECL 12個月預期信貸虧損	90,492	141,355
Loans receivable 應收貸款	21	N/A 不適用	Performing 良好 Sub-standard 次級	12m ECL 12個月預期信貸虧損 Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (無信用減值)	8,073,163 70,422	5,664,293 72,442
Loans to related parties 授予關連方貸款	22	N/A 不適用	Performing 良好	12m ECL 12個月預期信貸虧損	33,900	48,800
Pledged bank deposits 已抵押銀行存款	25	Aa3 - A1	Performing 良好	12m ECL 12個月預期信貸虧損	61,709	4,413
Bank balances 銀行結存	25	Aa3 - Baa3	Performing 良好	12m ECL 12個月預期信貸虧損	472,852	1,380,259

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

面臨信貸風險的金融資產(續)

下表詳列本集團須進行預期信貸虧損評估的金融資產(包括貿易應收款項及應收票據、其他應收款項、融資租賃應收款項及應收貸款、授予關連方之貸款、已抵押銀行存款及銀行結餘)所面臨的信貸風險：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial assets with credit risk exposure (Continued)

Note:

- (i) For trade and bills receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant outstanding balances or credit-impaired, the Group determines the ECL on these items on a collective basis, grouped by past due status.

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers which are grouped by different segments in relation to its operations because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade and bills receivables which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired). None of the debtors is classified as doubtful or loss.

		2022 二零二二年		2021 二零二一年	
		Average loss rate	Trade and bills receivables	Average loss rate	Trade and bills receivables
		平均虧損率	貿易應收款項 及應收票據	平均虧損率	貿易應收款項 及應收票據
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Gross carrying amount	賬面總額				
Current (not past due)	即期(未逾期)	0.01%	21,561	0.01%	30,041
1-30 days past due	逾期1至30天	20.0%	82	0.01%	22
			21,643		30,063

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific trade and bills receivable is updated.

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

面臨信貸風險的金融資產(續)

附註：

- (i) 就貿易應收款項及應收票據而言，本集團已應用香港財務報告準則第9號的簡化方法按全期預期信貸虧損計量虧損撥備。除具有重大未償還結餘或信用減值的債務人外，本集團按內部信貸評級分組，以集體基準釐定該等項目的預期信貸虧損。

作為本集團信貸風險管理的一部分，本集團使用債務人的賬齡評估其客戶的減值，該等客戶按與其經營有關的不同分類進行分組，原因為該等客戶包括大量具有共同風險特徵的小客戶，而該等特徵代表客戶根據合約條款支付所有到期款項的能力。下表提供有關貿易應收款項及應收票據的信貸風險資料，該等資料乃使用全期預期信貸虧損(無信用減值)內的撥備矩陣按集體基準進行評估。概無債務人分類為呆賬或虧損。

估計虧損率乃根據債務人於預期年期的歷史觀察所得違約率估計，並就毋須花費過度成本精力即可獲得的前瞻性資料作出調整。管理層定期檢討分組，以確保有關特定貿易應收款項及應收票據的相關資料已更新。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial assets with credit risk exposure (Continued)

During the year ended 31 December 2022, the Group provided HK\$19,000 (2021: HK\$1,000) impairment allowance for trade and bills receivables, based on collective assessment.

The following table shows the movement in lifetime ECL that has been recognised for trade and bills receivables under simplified approach.

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

面臨信貸風險的金融資產(續)

於截至二零二二年十二月三十一日止年度，本集團根據集體評估為貿易應收款項及應收票據計提港幣19,000元(二零二一年：港幣1,000元)減值撥備。

下表列示根據簡化方法確認的貿易應收款項及應收票據的全期預期信貸虧損變動。

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信用減值) HK\$'000 港幣千元
As at 1 January 2021	於二零二一年一月一日	5
Changes due to financial instruments recognised as at 1 January 2021:	因於二零二一年一月一日確認金融工具而產生之變動：	
- Impairment losses reversed, net	- 已撥回減值虧損淨額	(4)
As at 31 December 2021	於二零二一年十二月三十一日	1
Changes due to financial instruments recognised as at 1 January 2022:	因於二零二二年一月一日確認金融工具而產生之變動：	
- Impairment losses recognised, net	- 已確認減值虧損淨額	18
As at 31 December 2022	於二零二二年十二月三十一日	19

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial assets with credit risk exposure (Continued)

The following table shows reconciliation of loss allowances that has been recognised for other receivables, finance lease receivables and loans receivable, loans to related parties, pledged bank deposits and bank balances.

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

面臨信貸風險的金融資產(續)

下表列示其他應收款項、融資租賃應收款項及應收貸款、授予關連方之貸款、已抵押銀行存款及銀行結餘已確認的虧損撥備對賬。

		12m ECL 12個月預期 信貸虧損 HK\$'000 港幣千元	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信用減值) HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
As at 1 January 2021	於二零二一年一月一日	1,116	-	1,116
Changes due to financial instruments recognised as at 1 January 2021:	因於二零二一年一月一日確認金融工具而產生之變動：			
- Impairment losses recognised	- 已確認減值虧損	1,397	10,438	11,835
Exchange adjustments	匯兌調整	44	174	218
As at 31 December 2021	於二零二一年十二月三十一日	2,557	10,612	13,169
Changes due to financial instruments recognised as at 1 January 2022:	因於二零二二年一月一日確認金融工具而產生之變動：			
- Impairment losses recognised, net	- 已確認減值虧損淨額	641	3,946	4,587
Exchange adjustments	匯兌調整	(183)	(883)	(1,066)
As at 31 December 2022	於二零二二年十二月三十一日	3,015	13,675	16,690

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank loans and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be demanded for repayment. The table includes both interest and principal cash flows.

Liquidity table

At 31 December 2022

	Weighted average interest rate per annum 加權平均 年利率	Within 1 year or on demand 一年內 或按要求 HK\$'000 港幣千元	After 1 year but within 2 years 一年後 但於兩年內 HK\$'000 港幣千元	After 2 years but within 5 years 兩年後 但於五年內 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現現金 流量總計 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Trade and other payables 貿易及其他應付款項	-	642,761	-	-	642,761	642,761
Bank borrowings 銀行借貸	4.90%	2,088,614	696,734	550,072	3,335,420	3,167,005
Asset-backed securities 資產支持證券	3.49%	1,250,394	872,234	891,086	3,013,714	2,702,269
Unsecured other loan 無抵押其他貸款	-	600	-	-	600	600
Loans from related parties 來自關連方的貸款	4.40%	116,887	258,642	-	375,529	339,000
Lease liabilities 租賃負債	3.25%	4,055	3,052	1,435	8,542	8,273
		<u>4,103,311</u>	<u>1,830,662</u>	<u>1,442,593</u>	<u>7,376,566</u>	<u>6,859,908</u>
Financial guarantee contracts 財務擔保合約						
Maximum amount guaranteed 已擔保最高金額		<u>245,852</u>	-	-	<u>245,852</u>	-

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動性風險

就流動資金風險管理而言，本集團對現金及現金等價物進行監察及維持至本集團管理層均視為足以為本集團營運提供資金及減低現金流量波動所帶來影響的水平。本集團管理層監控銀行貸款的使用，確保符合貸款契約。

下表詳細載列本集團的非衍生金融負債根據議定還款期的餘下合約期。下表乃根據本集團於可被要求償還的最早日期的金融負債未貼現現金流量編製。該表包括利息及本金現金流量。

流動資金表

於二零二二年十二月三十一日

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity table (Continued)

At 31 December 2021

	Weighted average interest rate per annum 加權平均 年利率	Within 1 year or on demand 一年內 或按要求 HK\$'000 港幣千元	After 1 year but within 2 years 一年後 但於兩年內 HK\$'000 港幣千元	After 2 years but within 5 years 兩年後 但於五年內 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現現金 流量總計 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Trade and other payables 款項	-	373,265	-	-	373,265	373,265
Bank borrowings 銀行借貸	3.61%	1,424,245	52,383	20,352	1,496,980	1,441,775
Asset-backed securities 資產支持證券	3.60%	1,312,680	1,021,659	793,522	3,127,861	2,932,607
Unsecured other loan 無抵押其他貸款	-	600	-	-	600	600
Loan from a related party 來自一名關連方的 貸款	3.65%	49,292	-	-	49,292	47,556
Lease liabilities 租賃負債	1.97%	3,159	-	-	3,159	3,098
		<u>3,163,241</u>	<u>1,074,042</u>	<u>813,874</u>	<u>5,051,157</u>	<u>4,798,901</u>
Financial guarantee contracts 財務擔保合約						
Maximum amount guaranteed 已擔保最高金額		<u>224,455</u>	<u>-</u>	<u>-</u>	<u>224,455</u>	<u>-</u>

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動性風險(續)

流動資金表(續)

於二零二一年十二月三十一日

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity table (Continued)

Taking into account the Group's financial position, the directors of the Company considered it is unlikely that the banks will exercise its discretion to demand immediate repayment. The directors of the Company considered that the bank loans will be repaid in accordance with the scheduled payment dates set out in the loan agreements which are summarised in the table below:

At 31 December 2022

	Weighted average interest rate per annum 加權平均年利率	Within 1 year or on demand 一年內或按要求 HK\$'000 港幣千元	After 1 year but within 2 years 一年後但於兩年內 HK\$'000 港幣千元	After 2 years but within 5 years 兩年後但於五年內 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現現金流量總計 HK\$'000 港幣千元	Total 賬面值 HK\$'000 港幣千元
Bank borrowings 銀行借貸	4.90%	1,867,305	840,192	635,392	3,342,889	3,167,005

At 31 December 2021

	Weighted average interest rate per annum 加權平均年利率	Within 1 year or on demand 一年內或按要求 HK\$'000 港幣千元	After 1 year but within 2 years 一年後但於兩年內 HK\$'000 港幣千元	After 2 years but within 5 years 兩年後但於五年內 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現現金流量總計 HK\$'000 港幣千元	Total 賬面值 HK\$'000 港幣千元
Bank borrowings 銀行借貸	3.61%	944,374	311,373	262,623	1,518,370	1,441,775

38 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動性風險(續)

流動資金表(續)

經考慮本集團的財務狀況，本公司董事認為銀行不大可能會行使其酌情權要求立即還款。本公司董事認為，銀行貸款將根據貸款協議所載之計劃償還日期償還，於下表概述：

於二零二二年十二月三十一日

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes.

In estimating the fair value, the Group uses market-observable data to the extent it is available. For instruments with significant unobservable inputs under Level 3, the Group engages third party qualified valuers to perform the valuation.

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Fair value hierarchy as at 31 December 2022

	Level 1 一級 HK\$'000 港幣千元	Level 2 二級 HK\$'000 港幣千元	Level 3 三級 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Financial assets:				
Equity instruments at FVTOCI				
- unlisted equity investments	-	-	8,477	8,477
- shares listed in Hong Kong	60,706	-	-	60,706
	<u>60,706</u>	<u>-</u>	<u>8,477</u>	<u>69,183</u>

Fair value hierarchy as at 31 December 2021

	Level 1 一級 HK\$'000 港幣千元	Level 2 二級 HK\$'000 港幣千元	Level 3 三級 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Financial assets:				
Equity instruments at FVTOCI				
- unlisted equity investments	-	-	11,658	11,658
- shares listed in Hong Kong	69,850	-	-	69,850
	<u>69,850</u>	<u>-</u>	<u>11,658</u>	<u>81,508</u>

38 金融工具(續)

(c) 金融工具的公平值計量

就財務報告而言，本集團部分金融工具按公平值計量。

於估計公平值時，本集團盡可能使用市場可觀察數據。就存在重大不可觀察輸入數據的三級工具而言，本集團委聘第三方合資格估值師進行估值。

(i) 按經常性基準以公平值計量之本集團金融資產之公平值

本集團部分金融資產及金融負債於各報告期末按公平值計量。下表提供有關如何釐定該等金融資產公平值的資料(尤其是所使用的估值技術及輸入數據)。

於二零二二年十二月三十一日的公平值等級

於二零二一年十二月三十一日的公平值等級

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

(Continued)

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

(Continued)

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

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍
Financial assets: 金融資產：			
Other financial assets: 其他金融資產：			
- Financial assets measured at FVTOCI: unlisted equity investments - 按公平值計入其他全面收益之金融資產： 非上市股權投資	Discounted cash flow 貼現現金流量	Discount rate and discount for lack of marketability 貼現率及缺乏市場流動性貼現	Discount rate: 17.71% - 21.35% (2021: 16.55% - 17.75%); Discount for lack of marketability: 10% - 20% (2021: 10% - 20%) 貼現率：17.71%- 21.35%(二零二一年：16.55%- 17.75%)； 缺乏市場流動性貼現： 10%-20%(二零二一年：10%-20%)

A increase in the discount rate used in isolation would result in a decrease in the fair value measurement of the unlisted equity investments, and vice versa. A 5% increase/decrease in the discount rate holding all other variables constant would decrease/increase the carrying amount of unlisted equity investments by HK\$750,000 and HK\$848,000 respectively (2021: HK\$1,189,000 and HK\$1,355,000 respectively).

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy during both years.

三級公平值計量使用的估值方法及輸入數據：

(i) 按經常性基準以公平值計量之本集團金融資產之公平值(續)

單獨使用的貼現率增加將導致非上市股權投資的公平值計量減少，反之亦然。貼現率增加/減少5%而所有其他變數維持不變，非上市股權投資之賬面值將分別減少/增加港幣750,000元及港幣848,000元(二零二一年：分別為港幣1,189,000元及港幣1,355,000元)。

於兩個年度內公平值等級的一級、二級及三級之間概無轉移。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

(ii) Reconciliation of Level 3 fair value measurements

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
At 1 January	於一月一日	11,658	46,975
Total (loss)/gain in other comprehensive income	其他綜合收益之(虧損)/ 收益總額	(2,383)	173
Disposals	出售	-	(36,075)
Exchange adjustments	匯兌調整	(798)	585
At 31 December	於十二月三十一日	8,477	11,658

(iii) Fair values of financial assets and liabilities carried at other than fair value

The directors of the Company consider that the carrying amounts of the Group's financial instruments not measured at fair value are stated approximately to their fair values as at 31 December 2022 and 2021.

38 金融工具(續)

(c) 金融工具的公平值計量(續)

(ii) 三級公平值計量的對賬

	2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
At 1 January	11,658	46,975
Total (loss)/gain in other comprehensive income	(2,383)	173
Disposals	-	(36,075)
Exchange adjustments	(798)	585
At 31 December	8,477	11,658

(iii) 按公平值以外列賬的金融資產及負債的公平值

本公司董事認為，於二零二二年及二零二一年十二月三十一日本集團並非按公平值計量的金融工具的賬面值與其公平值相若。

39 CONTINGENT LIABILITIES

As at 31 December 2022, the Group had contingent liabilities in relation to guarantees of approximately HK\$245,852,000 (2021: HK\$224,455,000) given to banks in respect of mortgage loans granted to purchasers of certain property units of CCT-Champs-Elysses project.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible for repaying the outstanding mortgage principals together with any accrued interest and penalty owed by the defaulted purchasers to the banks, and the Group is entitled to take over the legal title and possession of the related properties.

39 或然負債

於二零二二年十二月三十一日，本集團擁有與擔保相關的或然負債約港幣245,852,000元(二零二一年：港幣224,455,000元)，擔保是因銀行向誠通香榭里項目若干物業單位買家授予按揭貸款而提供。

根據擔保條款，若該等買家拖欠按揭付款，本集團有責任向銀行償還違約買家未償還的按揭本金，連同任何應計利息和罰金，而本集團有權接管相關物業的法定業權及所有權。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

39 CONTINGENT LIABILITIES (Continued)

In the opinion of the directors of the Company, the financial impact arising from providing the above financial guarantees is insignificant and accordingly, they were not accounted for in these financial statements.

As at 31 December 2022 and 2021, the Group was not involved in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the directors of the Company to be pending or threatened against the Group.

39 或然負債(續)

本公司董事認為，提供上述財務擔保產生的財務影響微不足道，故並未在該等財務報表中入賬。

於二零二二年及二零二一年十二月三十一日，本集團概無涉及任何重大訴訟或仲裁，本公司董事亦不知悉有任何尚未了結或將針對本集團而提出的重大訴訟或索償。

40 COMMITMENTS

(a) Capital commitments

Contracted but not provided for:	已訂約但未撥備：
Purchase of property, plant and equipment	購買物業、廠房及設備

(a) 資本承擔

2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
-----------------------------------	-----------------------------------

244 526

(b) Operating lease arrangement – where the Group as a lessor

The Group has contracted with tenants for the following future minimum lease receivables:

Within one year	一年內
Later than one year but not later than two years	一年後但兩年內
Later than two years but not later than three years	兩年後但三年內
Later than three years but not later than four years	三年後但四年內

(b) 本集團作為出租人之經營租約安排

本集團已與租戶訂約，未來最低應收租金如下：

2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
-----------------------------------	-----------------------------------

2,752 2,829

1,231 2,461

282 1,329

– 305

4,265 6,924

Leases are negotiated for terms ranging from 3 to 10 years (2021: 3 to 10 years).

租約協定之租期介乎三年至十年(二零二一年：三年至十年)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

41 本公司財務狀況表

	Notes 附註	2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	5,841	1,974
Interests in subsidiaries	於附屬公司之權益	20	-
Amounts due from subsidiaries	應收附屬公司款項	<u>1,072,274</u>	<u>1,074,456</u>
		<u>1,078,135</u>	<u>1,076,430</u>
Current assets	流動資產		
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	3,956	2,524
Amounts due from subsidiaries	應收附屬公司款項	<u>1,656,687</u>	<u>1,878,483</u>
Bank balances and cash	銀行結存及現金	<u>58,385</u>	<u>7,061</u>
		<u>1,719,028</u>	<u>1,888,068</u>
Current liabilities	流動負債		
Other payables	其他應付款項	2,504	2,420
Amount due to immediate holding company	應付直接控股公司款項	764	-
Amounts due to subsidiaries	應付附屬公司款項	-	217,730
Lease liabilities	租賃負債	1,868	1,706
Tax payables	應付稅項	5,385	5,814
Bank borrowings	銀行借貸	<u>500,000</u>	<u>460,319</u>
		<u>510,521</u>	<u>687,989</u>
Net current assets	流動資產淨值	<u>1,208,507</u>	<u>1,200,079</u>
Total assets less current liabilities	總資產減流動負債	<u>2,286,642</u>	<u>2,276,509</u>
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	3,518	-
Net assets	資產淨值	<u>2,283,124</u>	<u>2,276,509</u>
Capital and reserves	股本及儲備		
Share capital	股本	33	2,214,624
Reserves	儲備	35	61,885
Total equity	總權益	<u>2,283,124</u>	<u>2,276,509</u>

Approved and authorised for issue by the board of directors on 8 March 2023 and signed on its behalf by:

由董事會於2023年3月8日批准及授權發行並由其代表簽署：

Zhang Bin
張斌
Director
董事

Yang Tianzhou
楊田洲
Director
董事

Principal Properties 主要物業

A. INVESTMENT PROPERTIES

A. 投資物業

Location	地點	Group's effective interest 本集團之實質權益	Approximate site area 概約地盤面積 (sq. m.) (平方米)	Approximate gross floor area 概約總樓面積 (sq. m.) (平方米)	Usage 用途	Category of lease 租約類別
Phase I, Chengtong Xiang Xie Li, No. 1 Mizhou West Road, Zhucheng City, Shandong Province, the PRC	中國山東省諸城市密州西路一號誠通香榭里第一期	100%	Note (a) 附註(a)	4,284	Commercial 商業	Medium-term lease 中期租約
Phase III, Chengtong Xiang Xie Li, No. 1 Mizhou West Road, Zhucheng City, Shandong Province, the PRC	中國山東省諸城市密州西路一號誠通香榭里第三期	100%	Note (a) 附註(a)	2,716	Commercial 商業	Medium-term lease 中期租約
Hainan Building, No.5 Guoxing Avenue, Haikou City, Hainan Province, the PRC	中國海南省海口市國興大道5號海南大廈	100%	27,590	1,339	Commercial 商業	Medium-term lease 中期租約
Block 2 of Wan Liu Yi Cheng Building, Haidian District, Beijing City, the PRC	中國北京市海澱區萬柳億城大廈2號樓	100%	18,000	231	Commercial 商業	Medium-term lease 中期租約

B. PROPERTIES UNDER DEVELOPMENT

B. 發展中物業

Location	地點	Group's effective interest 本集團之實質權益	Approximate site area 概約地盤面積 (sq. m.) (平方米)	Approximate gross floor area 概約總樓面積 (sq. m.) (平方米)	Usage 用途	Category of lease 租約類別	Completion date 完成日期
A parcel of land designated as No. 01213003 and located on the northern side of Mizhou West Road Eastern Section, Zhucheng City, Shandong Province, the PRC	中國山東省諸城市密州西路東段北側之一幅土地(地段編號第01213003號)	100%	21,109	66,284	Residential 住宅	Long lease 長期租約	The construction works of the entire Phase III have been completed, with the last Section 3 of Phase III completed in August 2022 and the completion filings are expected to be completed in 2023 整個三期的建築工程已完成，三期三標段的最後一期於二零二二年八月完成，竣工備案預計於二零二三年完成

Principal Properties 主要物業

C. PROPERTIES HELD FOR SALE

C. 持作出售物業

Location	地點	Group's effective interest 本集團之實質權益	Approximate site area 概約地盤面積 (sq. m.) (平方米)	Approximate gross floor area 概約總樓面面積 (sq. m.) (平方米)	Usage 用途	Category of lease 租約類別
A parcel of land designated as No. 01213003 and located on the northern side of Mizhou West Road Eastern Section, Zhucheng City, Shandong Province, the PRC	中國山東省諸城市密州西路東段北側之一幅土地(地段編號第01213003號)	100%	<i>Note (a)</i> <i>附註(a)</i>	12,421	Residential and commercial 住宅及商業	Commercial – Medium-term lease Residential – Long lease 商業 – 中期租約 住宅 – 長期租約

Note (a): The properties are part of a parcel of land designated as No. 01213003 and located on the northern side of Mizhou West Road Eastern Section, Zhucheng City, Shandong Province, the PRC, with a total site area of 146,006 sq.m.

附註(a): 物業乃部分屬中國山東省諸城市密州西路東段北側之一幅土地(地段編號第01213003號)之一部分，總地盤面積為146,006平方米。

Financial Summary

財務概要

A summary of the published results and of the assets and liabilities of the Group for the year ended 31 December 2022 and the last four financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out below. This summary does not form part of the audited financial statements.

以下為本集團截至二零二二年十二月三十一日止年度及過往四個財政年度之已刊發業績及資產與負債之概要，乃摘錄自該等經審核財務報表並已作出適當之重新分類。此摘要並不構成該等經審核財務報表之一部分。

		2022 二零二二年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Results	業績					
Revenue	營業額	1,277,390	1,172,679	931,688	1,110,598	1,020,892
Profit attributable to owners of the Company	本公司擁有人應佔溢利	76,066	104,222	121,372	47,539	113,440
Assets and liabilities	資產及負債					
Non-current assets	非流動資產					
Property, plant and equipment	物業、廠房及設備	702,054	307,371	344,673	241,834	187,803
Prepaid land lease payments	預付土地租賃付款	-	-	-	-	38,592
Investment properties	投資物業	85,096	99,255	89,143	93,939	101,528
Deposits paid	已付按金	-	1,015	700	-	-
Finance lease receivables and loans receivable	融資租賃應收款項及應收貸款	4,989,666	3,911,695	1,438,325	684,689	245,700
Other financial assets	其他金融資產	8,477	11,658	11,200	4,267	4,984
Loans to related parties	授予關連方貸款	-	36,600	-	-	-
Deferred tax assets	遞延稅項資產	3,958	-	-	-	-
Current assets	流動資產					
Properties held for sale	持作出售物業	63,927	130,438	180,364	128,655	202,005
Properties held for development	持作發展物業	-	-	-	260,661	281,386
Properties under development	發展中物業	182,767	143,793	90,325	205,688	152,233
Inventories	存貨	6,861	23,332	4,756	4,036	15,970
Trade and other receivables	貿易及其他應收款項	108,326	79,888	101,775	136,054	186,706
Finance lease receivables and loans receivable	融資租賃應收款項及應收貸款	3,227,908	1,953,411	634,378	442,135	421,236
Prepaid land lease payments	預付土地租賃付款	-	-	-	-	2,011
Other financial assets	其他金融資產	60,706	69,850	107,736	544,816	840,612
Tax recoverable	可收回稅項	1,528	2,628	1,794	1,846	2,119
Pledged bank deposits	已抵押銀行存款	61,709	4,413	5,556	4,462	3,815
Deposits in other financial institution	於其他金融機構存款	-	-	-	2,157	112,338
Bank balances and cash	銀行結存及現金	472,852	1,380,259	859,618	732,356	791,265
Loans to related parties	授予關連方貸款	33,900	12,200	36,404	34,431	-
Assets classified as held for sale	分類為持作出售之資產	-	-	-	78,635	-
Total assets	總資產	10,009,735	8,167,806	3,906,747	3,600,661	3,590,303

Financial Summary

財務概要

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Current liabilities	流動負債					
Trade and other payables	貿易及其他應付款項	(642,761)	(373,265)	(349,524)	(173,648)	(120,726)
Contract liabilities	合同負債	(139,246)	(136,724)	(124,420)	(134,637)	(207,096)
Tax payables	應付稅項	(25,699)	(35,622)	(31,318)	(25,877)	(38,843)
Lease liabilities	租賃負債	(3,874)	(3,098)	(3,729)	(3,528)	-
Bank borrowings	銀行借貸	(1,969,931)	(1,374,675)	(338,420)	(277,700)	(274,100)
Asset-backed securities	資產支持證券	(1,472,916)	(1,267,068)	-	-	-
Unsecured other loan	無抵押其他貸款	(600)	(600)	(600)	(600)	(600)
Loans from related parties	來自關連方的貸款	(101,700)	(47,556)	(23,592)	-	-
Liabilities associated with assets classified as held for sale	分類為持作出售資產有關之負債	-	-	-	(20,049)	-
Non-current liabilities	非流動負債					
Asset-backed securities	資產支持證券	(1,229,353)	(1,665,539)	-	-	-
Bank borrowings	銀行借貸	(1,197,074)	(67,100)	-	-	-
Lease liabilities	租賃負債	(4,399)	-	(3,311)	(7,353)	-
Deferred tax liabilities	遞延稅項負債	(49,632)	(54,857)	(46,564)	(43,053)	(51,794)
Loans from related parties	來自關連方的貸款	(237,300)	-	-	-	-
Total liabilities	負債總額	(7,074,485)	(5,026,104)	(921,478)	(686,445)	(693,159)



中國誠通發展集團有限公司
China Chengtong Development Group Limited

(於香港註冊成立之有限公司)
(Incorporated in Hong Kong with limited liability)
股份代號 Stock Code: 217

