

Directors' Report

The Directors have pleasure in presenting to shareholders their report and the audited financial statements for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the activities of its principal subsidiary and associated companies and joint ventures are shown on pages 263 to 266.

BUSINESS REVIEW

A fair review of the business of the Group as required under Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), comprising a discussion and analysis of the Group's performance during the year, a description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2022 (if any) as well as an indication of likely future development in the business of the Group are provided in the sections "Chairman's Statement", "Operations Review", "Analyses of Core Business Segments by Geographical Location", "Analyses by Core Business Segments", "Key Financial Information" and "Business Highlights" on pages 4 to 57 and "Risk Factors" on pages 64 to 70 of this annual report. Discussions on the Group's environmental policies and performance, the Group's compliance with the relevant laws and regulations that have a significant impact on the Group as well as an account of the Group's key relationships with its stakeholders that have a significant impact on the Group and on which the Group's success depends, are provided on pages 107 and 115 to 120 of the "Corporate Governance Report". All such discussions form part of this report.

GROUP PROFIT

The Consolidated Income Statement is set out on page 126 and shows the Group profit for the year ended 31 December 2022.

DIVIDENDS

An interim dividend of HK\$0.84 per share for the first half of 2022 was paid to shareholders in mid September 2022.

The Directors recommended the declaration of a final dividend of HK\$2.086 per share payable on Thursday, 8 June 2023 to shareholders whose names appear on the Register of Members of the Company at the close of business on Wednesday, 24 May 2023, being the record date for determining the entitlement of shareholders to the proposed final dividend.

RESERVES

Movements in the reserves of the Company and the Group during the year are set out in note 42 to the financial statements on pages 240 and 241 and the Consolidated Statement of Changes in Equity on pages 130 and 131 respectively.

CHARITABLE DONATIONS

Donations to charitable organisations by the Group during the year amounted to approximately HK\$29 million (2021: approximately HK\$45 million).

FIXED ASSETS

Particulars of the movements of fixed assets are set out in note 12 to the financial statements on pages 170 and 171.

SHARE CAPITAL

Details of the shares movement during the year are set out in note 32 to the financial statements on page 206.

DIRECTORS

As at the date of this report, the board of Directors of the Company (the “Board”) comprises Mr Li Tzar Kuoi, Victor, Mr Fok Kin Ning, Canning, Mr Frank John Sixt, Mr Ip Tak Chuen, Edmond, Mr Kam Hing Lam, Mr Lai Kai Ming, Dominic, Ms Edith Shih, Mr Chow Kun Chee, Roland, Mrs Chow Woo Mo Fong, Susan, Mr Lee Yeh Kwong, Charles, Mr George Colin Magnus, Mr Philip Lawrence Kadoorie, Ms Lee Wai Mun, Rose, Mrs Leung Lau Yau Fun, Sophie, Mr Paul Joseph Tighe, Mr Wong Kwai Lam and Dr Wong Yick-ming, Rosanna.

The following changes to the Board composition were effected during 2022 and prior to the date of this report:

- (1) Mr Cheng Hoi Chuen, Vincent, an Independent Non-executive Director, passed away on 28 August 2022;
- (2) The Hon Sir Michael David Kadoorie resigned as an Independent Non-executive Director on 16 December 2022 and Mr William Elkin Mocatta ceased as his alternate on the same day; and
- (3) Mr Philip Lawrence Kadoorie was appointed as an Independent Non-executive Director on 16 December 2022.

The Hon Sir Michael David Kadoorie has no disagreement with the Board and nothing relating to the affairs of the Company needed to be brought to the attention of the shareholders of the Company.

Mr Philip Lawrence Kadoorie will hold office until the forthcoming annual general meeting (the “2023 AGM”) pursuant to Article 101 of the Articles of Association of the Company and, being eligible, will offer himself for re-election at the 2023 AGM.

Mr Fok Kin Ning, Canning, Mr Kam Hing Lam, Mr Chow Kun Chee, Roland, Mr Lee Yeh Kwong, Charles, Mr Paul Joseph Tighe and Mr Wong Kwai Lam will retire by rotation at the 2023 AGM pursuant to Article 111(A) of the Articles of Association of the Company and, being eligible, will offer themselves for re-election. Details regarding the re-election are set out in the circular to shareholders sent together with this annual report.

The Company has received written confirmation from all Independent Non-executive Directors regarding their independence in respect of Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The Company considers all the Independent Non-executive Directors to be independent. Please also see page 112 of the “Corporate Governance Report” for assessment by the Company in this regard.

The Directors’ biographical details are set out in the “Information on Directors” section of this annual report.

DIRECTORS' SERVICE CONTRACT

None of the Directors of the Company who are proposed for re-election at the 2023 AGM has a service contract with the Company not terminable by the Company within one year without payment of compensation (other than statutory compensation).

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company or its subsidiary a party to any arrangements which enabled any Director to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or of any other body corporate.

DIRECTORS' MATERIAL INTERESTS IN SIGNIFICANT TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

There were no transactions, arrangements or contracts that are significant in relation to the businesses of the Company and its subsidiaries to which the Company or any of its subsidiary was a party and in which a Director of the Company or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONNECTED TRANSACTIONS

During the year ended 31 December 2022 and up to the date of this report, the Group conducted the following connected transaction, in respect of which an announcement dated 14 July 2022 was issued in compliance with Chapter 14A of the Listing Rules.

On 14 July 2022, Mara Development Inc. ("CKA Sub", an indirect wholly-owned subsidiary of CK Asset Holdings Limited ("CKA")), CKI UK Co 5 Limited ("CKI Sub", an indirect wholly-owned subsidiary of CK Infrastructure Holdings Limited ("CKI")), Brockhill Investments Corporation ("Brockhill", a wholly-owned subsidiary of Business Thrive Limited, the issued shares of which are in turn held by a wholly-owned subsidiary of the Company. Brockhill, together with CKA Sub and CKI Sub, the "Sellers") and Nimbus UK Bidco Limited (the "Purchaser") entered into a share purchase agreement (the "Share Purchase Agreement") in relation to the acquisition by the Purchaser from each Seller, on a several basis, of its pro rata share of (i) 25% of the ordinary share capital of Northumbrian Water Group Limited ("NWG"); and (ii) 25% of the ordinary share capital of Northumbrian Services Limited ("NSL") (the "KKR Investment").

As at 14 July 2022, the issued share capital of each of NWG and NSL was owned as to 20%, 40% and 40% by CKA Sub, CKI Sub and Brockhill. Following completion of the KKR Investment which took place in December 2022, the issued share capital of each of NWG and NSL was owned as to 15%, 30%, 30% and 25% by CKA Sub, CKI Sub, Brockhill and the Purchaser, respectively. In respect of the 30% owned by Brockhill, pursuant to certain economic benefits agreements, the CKA group, the CKI group, the Power Asset Holdings group and the Group (other than the CKI group which is part of the Group) respectively have effective economic benefits of 12%, 9%, 6% and 3% in NWG and NSL. The aggregate economic benefits of the CKA group, the CKI group, the Power Asset Holdings group and the Group (other than the CKI group) respectively in NWG and NSL became 27%, 39%, 6% and 3%.

The consideration for the shares under the KKR Investment (the "Consideration") was an amount in cash equal to the sum of: (i) a base consideration of GBP867 million (subject to adjustment); plus (ii) interest on the above base consideration; less (iii) an amount equal to 25% of known leakage amount up to closing (if any). The Consideration, which was paid severally to each of CKA Sub, CKI Sub and Brockhill as to 20%, 40% and 40% respectively, was determined based on arm's length negotiations between the Sellers and the Purchaser and after taking into account relevant factors and circumstances including the performance of the business conducted by the NSL group and the NWG group and market factors.

At completion, the Sellers and the Purchaser entered into (i) the shareholders' agreement with NWG (the "NWG Shareholders' Agreement") and (ii) the shareholders' agreement with NSL (the "NSL Shareholders' Agreement", together with the NWG Shareholders' Agreement, the "Shareholders' Agreements") to govern the rights and obligations of NWG and NSL and their respective shareholders including the board role and composition, shareholder reserved matters, pre-emption rights and events of default. At completion, CKA Sub, CKI Sub and Brockhill also entered into an agreement (the "Sellers' Agreement") as to how the Sellers' rights under the Shareholders' Agreements should be exercised.

CKA has been deemed by The Stock Exchange of Hong Kong Limited (the "SEHK") as a connected person of the Company under the Listing Rules. Accordingly, the entering into of the Shareholders' Agreements and the Sellers' Agreement by CKI Sub, which is an indirect subsidiary of the Company, with CKA Sub constituted connected transactions for the Company under the Listing Rules.

All of the applicable percentage ratios of the Company in respect of the entering into of the Shareholders' Agreements and the Sellers' Agreement by CKI Sub are less than 0.1%. All of the applicable percentage ratios of the Company in respect of the entering into of the Share Purchase Agreement by CKI Sub are also less than 5%. Accordingly, the transaction is not subject to the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS

As announced by the Company on 18 December 2020 (the “Announcement”), the Company entered into with CKA on the same date (i) a master leasing agreement (the “Master Leasing Agreement”) setting out the framework terms governing the leasing and licensing of premises owned by the CKA group (including office space, car parks and building areas) to members of the Group (the “Leasing Transactions”); and (ii) a master purchase agreement (the “Master Purchase Agreement”) setting out the framework terms governing the purchases of goods (such as air-conditioners and other electrical appliances and gift/cash coupons) and services (such as printing of sales brochures and advertising materials) (the “Project Related Supplies”) by members of the CKA group from the Group for use in connection with the CKA group’s property development projects (the “Project Related Supplies Transactions”), both for the period from 1 January 2021 to 31 December 2023.

Pursuant to the Master Leasing Agreement, relevant members of the Group and of the CKA group would enter into separate lease, tenancy or licence agreements with respect to the Leasing Transactions. The terms of, and the consideration (including short term lease payments, fixed lease payments, variable lease payments and management/service fees) payable under, such agreements would be negotiated on a case-by-case and an arm’s length basis, and on normal commercial terms which would be no less favourable than those which the relevant members of the Group could obtain from independent landlords or lessors of comparable premises. In this connection, the rental or licence fee payable would be at market rates, and the Group would seek competitive quotes (including conducting a comparison of prices of a sufficient number of independent landlords, lessors or licensors of comparable premises in the market) for management review with a view to ensuring that the rental or licence fees payable by the Group to the relevant members of the CKA group are reasonable, having regard to the size, location, facilities and conditions of the premises required. The basis of management/service fees chargeable by the CKA group to relevant members of the Group would be the same as those the CKA group would charge other tenants or licensees of the same building or property.

Pursuant to the Master Purchase Agreement, relevant members of the Group and of the CKA group would enter into separate contracts with respect to the Project Related Supplies Transactions. The terms of, and the consideration payable under, such contracts would be negotiated on a case-by-case and an arm’s length basis, and on normal commercial terms which would be no more favourable than those which the relevant members of the Group made available to independent customers of the relevant Project Related Supplies. In this connection, the fee chargeable by the relevant members of the Group would be at market rates and be based by reference to the then prevailing market rates for the Project Related Supplies of similar or comparable quality, reliability and service levels charged by the Group or, if not available, the then prevailing market rates no more favourable than that the relevant members of the Group may make available to independent customers for the Project Related Supplies of similar or comparable scope, scale, quality, reliability and service level.

The Group believes that the entering into of the Leasing Transactions and the Project Related Supplies Transactions (together the “2022 CCTs”) will help to achieve business continuity and efficiency.

CKA has been deemed by the SEHK as a connected person of the Company under the Listing Rules. Accordingly, the 2022 CCTs constituted continuing connected transactions of the Company under the Listing Rules.

As disclosed in the Announcement, (i) the expected annual recognised amount of right-of-use assets in respect of the Leasing Transactions for the years ended 31 December 2021 and 31 December 2022 respectively, and for the year ending 31 December 2023 would not exceed HK\$750 million, HK\$780 million and HK\$910 million respectively; and (ii) the maximum aggregate annual amount in respect of the Project Related Supplies Transactions for the years ended 31 December 2021 and 31 December 2022 respectively, and the year ending 31 December 2023 would not exceed HK\$228 million, HK\$313 million and HK\$313 million respectively.

For the year ended 31 December 2022, the recognised amount of right-of-use assets in respect of the Leasing Transactions was approximately HK\$573 million (representing approximately 73% of the annual cap for 2022); and the aggregate amount in respect of the Project Related Supplies Transactions was approximately HK\$53 million (representing approximately 17% of the annual cap for 2022).

The internal audit of the Group has reviewed the 2022 CCTs and the relevant internal control procedures covering the price negotiation, review and approval, agreement management, reporting and consolidation processes of the 2022 CCTs, and is of the view that satisfactory controls were in place in respect of the areas reviewed.

Directors' Report

All the Independent Non-executive Directors of the Company, having reviewed the 2022 CCTs and the findings provided by the internal audit of the Group, confirmed that such transactions had been entered into (a) in the ordinary and usual course of business of the Group; (b) on normal commercial terms or better; and (c) according to the respective agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company has engaged its external auditor, PricewaterhouseCoopers, to report on the 2022 CCTs 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. Based on the work performed, the external auditor of the Company has confirmed in its letter to the Board that nothing has come to its attention which causes it to believe that:

- (i) the 2022 CCTs have not been approved by the Board;
- (ii) the 2022 CCTs were not, in all material respects, in accordance with the pricing policies of the Group for transactions involving the provision of goods or services by the Group;
- (iii) the 2022 CCTs were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (iv) the aggregate amount in respect of the 2022 CCTs has exceeded the annual cap for 2022 as disclosed in the Announcement.

Related parties transactions of the Group during the year ended 31 December 2022 are described in note 39 to the financial statements. None of such related parties transactions constitutes a non-exempted connected transaction under the Listing Rules.

PERMITTED INDEMNITY PROVISIONS

The Articles of Association of the Company provides that subject to the provisions of the relevant statutes, every Director of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, and against any loss in respect of his personal liability for the payment of any sum primarily due from the Company. Directors liability insurance is in place for the directors of the Company and its subsidiaries in respect of potential costs and liabilities arising from claims that may be brought against the directors. The relevant provisions in the Articles of Association of the Company and the Directors' liability insurance were in force during the financial year ended 31 December 2022 and as of the date of this report.

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

Directors' and chief executives' interests and short positions in shares, underlying shares and debentures are set out in the section "Information on Directors" on pages 77 to 81.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE

So far as the Directors and chief executives of the Company are aware, as at 31 December 2022, other than the interests of the Directors and chief executives of the Company as disclosed in the section titled "Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures" under "Information on Directors", the following persons had interests or short positions in the shares or underlying 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) (the "SFO"), or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the SEHK:

Interests and short positions of substantial shareholders in the shares and underlying shares of the Company

Long positions in the shares of the Company

Names	Capacity	Number of Shares Held	Total	Approximate % of Shareholding ⁽³⁾
Li Ka-Shing Unity Trustee Company Limited ("TUT1") as trustee of The Li Ka-Shing Unity Trust ("UT1")	Trustee	1,004,457,744	1,004,457,744 ⁽¹⁾	26.22%
Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1")	Trustee and beneficiary of a trust	1,004,457,744	1,004,457,744 ⁽¹⁾	26.22%
Li Ka-Shing Unity Trustcorp Limited ("TDT2") as trustee of another discretionary trust ("DT2")	Trustee and beneficiary of a trust	1,004,457,744	1,004,457,744 ⁽¹⁾	26.22%
Li Ka-shing	Interest of controlled corporations	1,659,300)))
	Founder of discretionary trusts	1,161,272,710)	1,162,932,010 ⁽²⁾	30.36%

Notes:

- (1) The three references to 1,004,457,744 shares of the Company relate to the same block of shares of the Company. Of these 1,004,457,744 shares of the Company, 913,378,704 shares of the Company are held by TUT1 as trustee of UT1 and 91,079,040 shares of the Company are held by companies controlled by TUT1 as trustee of UT1. Each of TUT1 as trustee of UT1, TDT1 as trustee of DT1 and TDT2 as trustee of DT2 is taken to have a duty of disclosure under the SFO in relation to the same 1,004,457,744 shares of the Company as described in Note (1)(a) under the section titled "Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures" in the "Information on Directors".
- (2) The 1,162,932,010 shares of the Company comprise:
 - (a) 1,659,300 shares of the Company of which:
 - (i) 407,800 shares are held by certain companies of which Mr Li Ka-shing is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings;
 - (ii) 951,500 shares are held by a company which is equally controlled by Mr Li Ka-shing and Mr Li Tzar Kuoi, Victor; and
 - (iii) 300,000 shares are held by Li Ka Shing Foundation Limited ("LKFS"). By virtue of the terms of the constituent documents of LKSF, Mr Li Ka-shing may be regarded as having the ability to exercise or control the exercise of one-third or more of the voting power at its general meetings.
 - (b) 1,161,272,710 shares of the Company as described in Note (1) under the section titled "Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures" in the "Information on Directors". As Mr Li Ka-shing may be regarded as a founder of each of DT1, DT2 and two other discretionary trusts (DT3 and DT4) for the purpose of the SFO, Mr Li Ka-shing is taken to have a duty of disclosure under the SFO as a substantial shareholder in relation to the same 1,161,272,710 shares of the Company after his retirement from the directorship of the Company.
- (3) The percentages of shareholding in this table were computed based on the number of issued shares of the Company as at 31 December 2022, being 3,830,044,500 shares.

Save as disclosed above, as at 31 December 2022, no other person (other than the Directors and chief executives 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, or as otherwise notified to the Company and the SEHK.

Directors' Report

BANK LOANS AND OTHER BORROWINGS

The Company did not have any borrowings (including debentures) for the year ended 31 December 2022.

The total borrowings (including debentures) of the Group as at 31 December 2022 amounting to HK\$284,326 million (2021: HK\$325,799 million). Particulars of borrowings are set out in note 26 to the financial statements on pages 192 to 196.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements that will or may result in the Company issuing shares nor require the Company to enter into an agreement that will or may result in the Company issuing shares was entered into by the Company during the year or subsisted at the end of the year.

SHARE OPTION SCHEME

Neither the Company nor its subsidiaries had any share option scheme during the year ended 31 December 2022.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the businesses of the Company were entered into or existed during the year.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 December 2022, the Company repurchased a total of 4,490,000 ordinary shares of par value HK\$1.00 each in the share capital of the Company on the SEHK, with the aggregate consideration paid (before expenses) amounting to HK\$196,465,925.00. All the shares repurchased were subsequently cancelled. As at 31 December 2022, the total number of shares of the Company in issue was 3,830,044,500.

Particulars of the share repurchases are as follows:

Date	Number of Shares Repurchased	Purchase Price Per Share		Aggregate Consideration (before expenses) (HK\$)
		Highest (HK\$)	Lowest (HK\$)	
March 2022	50,000	56.85	56.85	2,842,500.00
November 2022	1,990,000	43.65	42.25	85,929,175.00
December 2022	2,450,000	44.00	43.70	107,694,250.00

The Directors considered that such repurchases would enhance the earnings per share and increase the net asset value per share attributable to the shareholders.

Save as disclosed above, during the year ended 31 December 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association of the Company or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the respective percentage of purchases attributable to the Group's five largest suppliers combined and the revenue from sales of goods or rendering of services attributable to the Group's five largest customers combined was less than 30% of the total value of Group purchases and total Group revenue.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, the Company has maintained the prescribed public float under the Listing Rules.

AUDITOR

The financial statements for the year ended 31 December 2022 have been audited by PricewaterhouseCoopers, Certified Public Accountants, who will retire and, being eligible, offer themselves for re-appointment at the 2023 AGM.

By order of the Board

Edith Shih

Executive Director and Company Secretary

Hong Kong, 16 March 2023