



万达酒店发展有限公司

WANDA HOTEL DEVELOPMENT COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號: 169

2020

ANNUAL REPORT


年報





Contents 目錄

Corporate Information	公司資料	2
Chairman's Statement	主席致辭	4
Business Review	業務回顧	5
Financial Review	財務回顧	14
Directors and Senior Management	董事及高級管理層	26
Directors' Report	董事會報告書	31
Corporate Governance Report	企業管治報告	59
Environmental, Social and Governance Report	環境、社會及管治報告	82
Independent Auditor's Report	獨立核數師報告	117
Consolidated Statement of Profit or Loss	綜合損益表	124
Consolidated Statement of Comprehensive Income	綜合全面收入表	125
Consolidated Statement of Financial Position	綜合財務狀況表	126
Consolidated Statement of Changes in Equity	綜合股權變動表	128
Consolidated Statement of Cash Flows	綜合現金流量表	130
Notes to Financial Statements	財務報表附註	133
Financial Summary	財務概要	274
Property Portfolio	物業組合	276



Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Director

Mr. Ning Qifeng

Non-executive Directors

Mr. Ding Benxi (*Chairman*)

Mr. Zhang Lin

Mr. Han Xu

Independent Non-executive Directors

Mr. He Zhiping

Dr. Teng Bing Sheng

Dr. Chen Yan

AUDIT COMMITTEE

Dr. Chen Yan (*Chairwoman*)

Mr. He Zhiping

Dr. Teng Bing Sheng

REMUNERATION COMMITTEE

Dr. Teng Bing Sheng (*Chairman*)

Mr. He Zhiping

Dr. Chen Yan

NOMINATION COMMITTEE

Mr. Ding Benxi (*Chairman*)

Dr. Teng Bing Sheng

Dr. Chen Yan

COMPANY SECRETARY

Ms. Hui Wai Man, Shirley

DEPUTY CHIEF FINANCIAL OFFICER

Mr. Chan Wan Woon

董事會

執行董事

寧奇峰先生

非執行董事

丁本錫先生(*主席*)

張霖先生

韓旭先生

獨立非執行董事

何志平先生

滕斌聖博士

陳艷博士

審核委員會

陳艷博士(*主席*)

何志平先生

滕斌聖博士

薪酬委員會

滕斌聖博士(*主席*)

何志平先生

陳艷博士

提名委員會

丁本錫先生(*主席*)

滕斌聖博士

陳艷博士

公司秘書

許惠敏女士

財務副總監

陳宏煥先生

Corporate Information

公司資料

PRINCIPAL BANKERS

Bank of China
Industrial and Commercial Bank of China
China Merchants Bank
China Everbright Bank

AUDITORS

Ernst & Young, Certified Public Accountants

REGISTERED OFFICE

Victoria Place
5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

PRINCIPAL OFFICE IN HONG KONG

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Hong Kong

COMPANY'S WEBSITE

www.wanda-hotel.com.hk

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

STOCK CODE

169

主要往來銀行

中國銀行
中國工商銀行
招商銀行
中國光大銀行

核數師

安永會計師事務所，執業會計師

註冊辦事處

Victoria Place
5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

香港主要辦事處

香港
中環
康樂廣場8號交易廣場2座
30樓3007室

公司網址

www.wanda-hotel.com.hk

主要股份登記及過戶處

MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

香港股份登記及過戶分處

卓佳標準有限公司
香港
皇后大道東183號
合和中心54樓

股票代號

169

Chairman's Statement

主席致辭

Dear Shareholders,

Wanda Hotel Development Company Limited (the "Company") made further progress on implementing strategic initiatives under our business plan in 2020. During the year, we completed the disposal of the Chicago project, our last overseas property development project. We have also achieved our business transformation to focus on fee-based businesses. Our financial position has been improved with stable cash flow and net cash position as at 31 December 2020.

The outbreak of the novel coronavirus pneumonia (COVID-19) (the "Pandemic") presented unprecedented challenges for the global business environment, particularly the hospitality sector, in 2020, owing to the ensuing travel bans and lockdowns across China. This has impacted our hotel business severely. Nevertheless, the Company has adopted timely and effective initiatives and we noticed that demand for travel shows resilience and recovery in previously affected cities. Our performance started to recover steadily during the second half of 2020 with our occupancy rate during the October Golden Week Chinese National Holiday in 2020 exceeding the corresponding period in 2019.

While economic recovery will continue in 2021 due to roll-out of vaccine, we expect that our operating environment will still be rife with uncertainties in 2021. While the Group will stay vigilant in our cost discipline, with support from our parent company, Dalian Wanda Commercial Management Group Co., Ltd. ("DWCM", together with its subsidiaries, "DWCM Group"), we will continue to keep our eyes on attractive investment opportunities with the objective of expanding our revenue sources as well as improving our profitability, thus laying a solid foundation for its long-term development.

On behalf of the Group, I would like to take this opportunity to express my sincere gratitude to our shareholders, directors, management team, staff, business partners and all others who have rendered their unfailing support and contribution to the Group.

Ding Benxi
Chairman

17 March 2021

尊敬的各位股東，

二零二零年萬達酒店發展有限公司(「本公司」)在執行業務計劃下的策略舉措上取得進一步發展。本年內我們完成出售最後一個海外房地產發展項目 - 芝加哥項目。我們亦達成重點放在收費業務的業務轉型。我們的財務狀況隨著產生穩定的現金流和截至二零二零年十二月三十一日的淨現金狀況而得以改善。

爆發的新型冠狀病毒肺炎(COVID-19) (「疫情」)於二零二零年為全球的營商環境帶來前所未有的挑戰，尤其旅遊業更受緊隨而來遍及全中國的旅遊限制與封城影響。我們的酒店業務深受影響。然而本公司已採取及時與有效的措施應對，我們亦注意到這對旅遊的需求已出現堅強復甦。我們的業務表現已於下半年逐漸恢復。在二零二零年的國慶十一黃金週假期，我們的酒店入住率，已高於二零一九年同期數字。

雖然二零二一年的經濟將因疫苗推出而繼續復甦，我們預期二零二一年的運營環境仍將滿佈不確定性。本集團將在成本紀律方面保持警覺，另外在母公司大連萬達商業管理集團有限公司(「大連萬達商管」，連同其附屬公司(「大連萬達商管集團」))的支持下，我們將繼續關注有吸引力的投資機會，以擴大我們的收入來源，提高我們的盈利能力，為長遠發展奠定穩固基礎。

本人謹此代表本集團，向所有股東、董事、管理層、員工、商業夥伴以及所有鼎力支持及奉獻之各界人士，致以最誠摯的感謝。

主席
丁本錫

二零二一年三月十七日

Business Review

業務回顧

During 2020, the Group's principal businesses are divided into the following three business segments: –

Hotel business	1.	Hotel management and operations
	2.	Hotel design and construction management services
Property business	3.	Investment properties leasing

HOTEL BUSINESS

During 2020, the Group's hotel businesses have been operated by Wanda Hotel Management (HK) Co., Ltd. ("Wanda Hotel Management"), which is a leading hotel services provider in the People's Republic of China (the "PRC") and is principally engaged in the business of hotel management and operation, hotel design, hotel construction management and related consultancy and other ancillary business, with comprehensive capabilities in hotel management and operation.

Hotel management and operations

As of 31 December 2020, the hotel network under the Group's management consisted of 94 hotels with 25,473 rooms in operation covering 71 cities in the PRC, and an additional 106 hotels were contracted to be managed by Wanda Hotel Management but are still under development and have not commenced operation yet.

於二零二零年，本集團的主要業務由以下三個分部組成：—

酒店業務	1.	酒店管理與營運
	2.	酒店設計與建設管理服務
物業業務	3.	投資物業租賃

酒店業務

於二零二零年，本集團的酒店業務由萬達酒店管理(香港)有限公司(「萬達酒管」)經營，該公司為中華人民共和國(「中國」)領先的酒店服務供應商，主要從事租賃與經營酒店、酒店設計、酒店建設管理及相關諮詢等輔助業務，具有全面的酒店管理和運營能力。

酒店管理與營運

截至二零二零年十二月三十一日，萬達酒管集團管理的酒店網絡包括94家酒店，運營客房25,473間，覆蓋中國71個城市，以及106家已簽約管理正在開發中尚未開業的酒店。

Business Review

業務回顧

Wanda Hotel Management currently manages hotels under the following brands that are designed to target distinct segments of customers:—

為瞄準不同的客戶群，萬達酒管集團目前管理以下品牌的酒店：—

Hotel Brand 酒店品牌	Brand Positioning 品牌定位	Service Features 服務特色
Wanda Reign 萬達瑞華	<ul style="list-style-type: none"> Luxury 奢華品牌 	<ul style="list-style-type: none"> An ultra-luxury hotel brand for luminaries and the social elites that delivers supremely personalized services and transcends every expectation. 為社會名流及精英人士，提供精益求精的個性化貼心服務，並打造極致非凡體驗的奢華酒店品牌。
Wanda Vista 萬達文華	<ul style="list-style-type: none"> Deluxe 豪華品牌 	<ul style="list-style-type: none"> A luxury hotel brand for distinguished guests who relish extraordinary services in Oriental elegance that seamlessly blends with local culture. 為崇尚品質生活的尊貴賓客，提供融合東方神韻與當地風情的精緻服務，並營造優雅旅居感受的豪華酒店品牌。
Wanda Realm 萬達嘉華	<ul style="list-style-type: none"> Upper Upscale 超高端品牌 	<ul style="list-style-type: none"> A premium hotel brand built upon quality service from superb international standards for business and leisure travelers. 為商務旅行及休閒度假賓客，提供品質出眾、高效舒適的國際化服務，並予以安心入住體驗的高端酒店品牌。
Wanda Jin 萬達錦華	<ul style="list-style-type: none"> Upscale Select-service 高端精選品牌 	<ul style="list-style-type: none"> A premium and select service hotel brand built upon boutique design and quality service offering a balanced life experience for business and leisure travelers. 為商務旅行及休閒度假賓客，提供精品設計住宿與優質服務，並營造工作與生活舒適平衡體驗的高端優選酒店品牌。
Wanda Yi 萬達頤華	<ul style="list-style-type: none"> Upscale 高端品牌 	<ul style="list-style-type: none"> A premium high-end lifestyle hotel brand offering distinctive design, imaginative and livable space to travelers seeking lives' exquisiteness and surprises. 為熱愛生活、樂在驚喜、追求精品的旅客提供設計與眾不同，空間充滿想像力，宜居樂活的高端生活方式酒店品牌。

Business Review

業務回顧

Hotel Brand 酒店品牌	Brand Positioning 品牌定位	Service Features 服務特色
Wanda Moments 萬達美華	<ul style="list-style-type: none"> Upper Mid-scale 超中端品牌 	<ul style="list-style-type: none"> A high-end midscale hotel brand dedicating to quality design and select services for the ultimate comfort of business travelers. 致力於為獨具品味、懂得享受生活、追求不同體驗的商旅夥伴，提供精選服務的超中端設計酒店品牌。
Wanda Yue 萬達悅華	<ul style="list-style-type: none"> Mid-scale 中端品牌 	<ul style="list-style-type: none"> A midscale hotel brand offering intimate services to business travelers who are highly individual and willing to experience the trendy. 致力於為極具個性、樂於體驗新潮的商旅夥伴，提供貼心服務的中端酒店品牌。

The following table sets forth a breakdown by hotel brands and operational model of hotels in operation managed by Wanda Hotel Management as at 31 December 2020:—

下表載列截至二零二零年十二月三十一日，按酒店品牌和經營模式計萬達酒管正在經營管理的酒店明細：—

		Leased-and- Operated Hotels 租賃與 經營酒店	Managed Hotels 管理酒店	Franchised Hotels 特許經營 酒店	Number of Hotel Room 客房數目
Wanda Reign	萬達瑞華	—	3	—	845
Wanda Vista	萬達文華	—	25	—	6,241
Wanda Realm	萬達嘉華	—	49	2	14,997
Wanda Jin	萬達錦華	—	5	—	1,542
Wanda Yi	萬達頤華	—	1	—	346
Wanda Moments	萬達美華	3	4	—	1,152
Wanda Yue	萬達悅華	—	1	—	81
Others	其他	—	1	—	269
Grand Total	總數	3	89	2	25,473

Business Review

業務回顧

Leased and operated hotels

As of 31 December 2020, the Group had three leased-and-operated hotels, accounting for approximately 3% of our hotels in operation. Under the leased-and-operated hotels model, the Group leases hotels from hotel owners and manages and operates these hotels with all of the accompanying expenses borne by the Group.

For our leased-and-operated hotels, we are responsible for recruiting, training and supervising the hotel managers and employees, paying for leases and costs associated with construction and renovation of these hotels, and purchasing all supplies and other required equipment. The terms of our leases typically range from 15 to 20 years, with an initial two to 15-month rent-free period. We generally pay fixed rent on a quarterly or biannual basis for the first three to five years of the lease term, after which we are generally subject to a pre-determined rent increase annually. Our leases usually allow for term extensions by mutual agreement. As of 31 December 2020, none of our leases were expected to expire in 2021.

Managed hotels

As of 31 December 2020, we had 89 managed hotels, accounting for approximately 95% of all of our hotels in operation. Under the managed hotel model, we license our relevant brand to hotel owners, manage hotels through the on-site hotel management teams who we appoint and we charge and collect management fees from hotel owners.

For our managed hotels, we offer hotel owners the right to use our brand name, logo, operating manuals and procedures. These hotels will be operated in accordance with our brand standard, including converting the hotel property such that it conforms to the standard design and layout of the corresponding brand offering under our supervision, becoming integrated into our central reservation system and hotel management IT system, and being included in our consumable goods procurement system. The property owners are responsible for the costs of developing and operating their hotels, including the costs of renovating the hotels to meet our standards.

租賃與經營酒店

截至二零二零年十二月三十一日，本集團有三間租賃與經營酒店，約佔我們營運酒店數的3%。根據租賃與經營酒店模式，本集團向酒店業主租賃酒店，管理及經營該等酒店，並承擔所有相關費用。

對於我們的租賃與經營酒店，我們負責招聘、培訓和監督酒店經理和員工，支付與這些酒店的建造和翻新有關的租賃和費用，並購置所有用品和其他必需的設備。我們的租賃期限通常為15至20年，最初的2到15個月為免租期。我們通常在租賃期最初的三到五年按季或每半年支付固定租金，此後每年租金通常按擬訂幅度增加。我們的租賃通常允許通過雙方協議進行延期。截至二零二零年十二月三十一日，我們的租賃均未預期在二零二一年到期。

管理酒店

截至二零二零年十二月三十一日，我們擁有89家管理酒店，約佔我們所有運營酒店的95%。根據管理酒店模式，我們將相關品牌許可授予酒店業主，通過我們任命的現場酒店管理團隊來管理此類酒店，並向酒店業主收取管理費用。

對於我們的管理酒店，我們准許酒店業主使用我們的品牌名稱、徽標、操作手冊和程序的權利。這些酒店將按照我們的品牌標準運營，包括變更酒店物業以符合相應品牌產品的標準設計和佈局，使用我們的中央預訂系統和酒店管理IT系統，包括使用我們的採購系統。酒店業主將負責其酒店的開發和運營成本，包括為滿足我們的標準而對酒店進行翻修的成本。

Business Review

業務回顧

Franchised hotels

As of 31 December 2020, we had two franchised hotels, accounting for approximately 2% of all of our hotels in operation. Under the franchised hotel model, we license our relevant brand to hotel owners similar to the managed hotel model, but we provide training, reservation and support services to the franchised hotels and collect fees from franchisees and do not appoint on-site hotel management personnel.

For our franchised hotels, we offer hotel owners the right to use our brand name, logo, operating manuals and procedures and convert the franchised hotels in accordance with our brand standard similar to our managed hotels. However, as opposed to appointing hotel managers to manage the hotels on-site, we provide training to hotel staff and offer reservation and support services to the franchised hotels. In order to ensure that services offered by the franchised hotels are of quality consistent to other hotels managed by us, the Group carries out periodic assessment and report on various aspects of the operation of the franchised hotels.

Key performance indicators

Revenue per available room (“RevPAR”) is the non-financial key performance indicator which the senior management reviews frequently. It is a key performance indicator commonly used in the hospitality industry and is defined as the product of average occupancy rates and average daily rates per room achieved. Occupancy rates of our hotels mainly depend on the locations of our hotels, product and service offering, the effectiveness of our sales and brand promotion efforts, our ability to effectively manage hotel reservations, the performance of managerial staff and other employees of our hotels, as well as our ability to respond to competitive pressure. We set the room rates of our hotels primarily based on the location of hotels, room rates charged by our competitors within the same locality and our relative brand and product strength in the city or city cluster.

特許經營酒店

截至二零二零年十二月三十一日，我們擁有兩家特許經營酒店，約佔我們所有運營酒店的2%。在特許經營酒店模式下，我們將相關品牌許可授予酒店業主，但我們為加盟酒店提供培訓、預訂和技術支持服務，並向特許經營商收取費用，而不任命現場酒店管理人員。另外。這些酒店將按照我們的品牌標準進行運營，包括在我們的監督下使酒店物業符合相應品牌的標準。

對於我們的特許經營酒店，我們准許酒店業主使用我們的品牌名稱、徽標、操作手冊和程序的權利，並根據我們的品牌標準（與我們的管理酒店類似）改造特許經營酒店。然而相對於在地委任酒店經理以管理酒店，我們只向酒店員工給予培訓，向特許經營酒店提供預訂和技術支持服務。為確保特許經營酒店的服務質素於我們管理的其他酒店一致，本集團將對特許經營酒店經營的各方面採取定期評核與報告。

關鍵績效指標

平均可出租客房收入（「RevPAR」）是高級管理層經常審視的非財務關鍵績效指標。它是酒店業中常用的關鍵績效指標，定義為平均入住率和所獲得的平均每日每間房價的乘積。我們酒店的入住率主要取決於酒店的位置、產品和服務的提供、銷售和品牌推廣工作的有效性、有效管理酒店預訂的能力、酒店管理人員和其他員工的表現以及作為我們應對競爭壓力的能力。我們主要根據酒店的位置、競爭對手在同一地區收取的房價以及我們在城市或城市群中的相對品牌和產品實力來設置酒店的房價。

Business Review

業務回顧

The following table sets forth our RevPAR, average daily room rate and occupancy rate for our hotels for the year ended 31 December 2020:—

下表列出了我們截至二零二零年十二月三十一日止年度的酒店的可出租客房收入、平均每日房價和入住率：—

		For Year Ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年	2019 二零一九年
Occupancy rate (%)	入住率 (%)		
All hotels	所有酒店	44.2%	61.8%
Upscale and above hotels	高端與以上酒店	43.8%	62.0%
Midscale hotels	中端酒店	53.8%	49.0%
Average daily rate (RMB)	平均每日房價 (人民幣)		
All hotels	所有酒店	519	544
Upscale and above hotels	高端與以上酒店	530	547
Midscale hotels	中端酒店	268	268
RevPAR (RMB)	平均可出租客房收入 (人民幣)		
All hotels	所有酒店	230	336
Upscale and above hotels	高端與以上酒店	232	339
Midscale hotels	中端酒店	144	131

Impact of COVID-19 coronavirus (the "Pandemic")

The outbreak of the Pandemic since the first quarter of 2020 has taken its toll on the Group's hotel management and operation business which operates mainly in the PRC. The occupancy rate of the hotels managed by the Group, which are principally located in the PRC, has substantially declined to approximately 24% during the first quarter of 2020 from approximately 54% in the corresponding period of 2019. Such decline in occupancy rate was mainly due to the travel advisories or restrictions in the PRC during the Pandemic. In response to the difficult business environment as a result of the Pandemic, the Group has sought to reduce costs, mitigate operational risk and enhance operation efficiency as counter-measures. With all these efforts the performance of our hotels continued to improve, with our occupancy rate reaching approximately 70.8% during the October Golden Week Chinese National Holiday in 2020, exceeding the corresponding period in 2019 of approximately 66.7%.

COVID-19 冠狀病毒的影響 (「疫情」)

自二零二零年第一季度以來爆發的疫情給集團主要位於中國開展業務的酒店管理和運營業務造成了重大影響。本集團管理的酒店(主要位於中國)二零二零年第一季度的入住率已由二零一九年同期約54%大幅下降至約24%。入住率下降主要是由於疫情期間在中國的旅行警示或限制所致。針對疫情帶來的艱難的商業環境，本集團已力求降低成本，降低運營風險和提高運營效率作應對措施。經過這些努力，我們酒店的表現已不斷改善，在二零二零年十月國慶黃金周假期期間，入住率達到了約70.8%，超過了二零一九年同期的約66.7%。

Hotel design and construction management services

The Group's hotel design and construction management services business targets the same client base as the hotel management and operation business. Our hotel design business mainly provides interior and mechanical, electrical and plumbing design services (including interior, furnishing, lighting, early and later stage design services, mechanical and electrical parts design, kitchen and back-of-house design) and charge design fees with reference to the building area of the hotels on a per square meter basis, depending on the type of design service rendered. Our hotel construction management business offers consultancy and project management services to hotels managed by the Group to ensure that the projects are completed according to the agreed specifications in terms of cost, time and quality. The service fees charged are based on a percentage of the total costs of the relevant project with certain incentives for achieving cost-savings (against budget) targets.

PROPERTY BUSINESS

Guilin Project, the PRC

In February 2014, the Company acquired a piece of state-owned land in Guilin, Guangxi Zhuang Autonomous Region, the PRC with Wanda Commercial Properties (Hong Kong) Co., Limited ("Wanda HK") in the form of a joint venture, in which the Company holds 51% and Wanda HK holds 49%. The project ("Guilin Project") is located in the central area of Guilin High-tech Zone, with planned total gross floor area of approximately 330,000 sq.m., including 153,000 sq.m. of shopping mall and 177,000 sq.m. of retail, residential and other properties for sale.

All saleable residential and retail properties of the Guilin Project have been sold. The shopping mall opened in September 2015. With satisfactory commercial leases and operating conditions, the shopping mall has become a supreme landmark business centre in Guilin.

酒店設計與建設管理服務

本集團的酒店設計與建築管理服務業務的目標客戶群與酒店管理與運營業務相同。我們的酒店設計業務主要提供室內和機械、電氣和水暖設計服務(包括室內、家具、照明、早期和後期設計服務、機械和電器零件設計、廚房和後院設計)，並根據所提供設計服務的類型，以每平方米為基礎的酒店建築面積，收取設計費用。我們的酒店建設管理業務為本集團管理的酒店提供諮詢和項目管理服務，以確保根據成本、時間和質量方面的商定規格完成項目。服務費是根據相關項目總成本的百分比計算收取，並帶有一定的激勵措施以實現節省成本(相對於預算)的目標。

物業業務

中國桂林項目

於二零一四年二月，本公司與萬達商業地產(香港)有限公司(「萬達香港」)以合資企業之形式收購中國廣西壯族自治區桂林市之一塊國有土地，其中本公司及萬達香港分別持有該合資企業51%及49%權益。本項目(「桂林項目」)地處桂林市高新區中心區域，規劃總建築面積約為33萬平方米，其中包括15.3萬平方米的購物中心和17.7萬平方米的商鋪、住宅等銷售物業。

桂林項目的所有商鋪、住宅等銷售物業均已售出，購物中心亦已於二零一五年九月開業。購物中心商業出租與經營狀況良好，目前已成為桂林市首屈一指的地標式商業中心。

Business Review

業務回顧

Chicago Project, the United States of America ("USA")

In July 2014, the Company formed a joint venture with Wanda HK to establish a joint venture platform in the Americas, in which the Company Holds 60% and Wanda HK holds 40%. Wanda Chicago Real Estate LLC ("Wanda Chicago"), a wholly owned subsidiary of this joint venture platform, subsequently acquired a property project in Chicago ("Chicago Project") jointly with Magellan Parcel C/D LLC ("Magellan"). The Chicago Project was held as to 90% by Wanda Chicago and 10% by Magellan. The Chicago Project, a commercial and residential property project, located in the heart of Chicago adjacent to Millennium Park and the Chicago CBD, commenced construction in August 2016 and was expected to be completed by the end of 2020.

In line with the Group's strategy to focus on fee-based businesses and reduce leverage, on 24 July 2020, Wanda Chicago as seller and Magellan as purchaser entered into an agreement in respect of Wanda Chicago's disposal of the 90% interests of the Chicago Project. The disposal was completed on 24 November 2020 (US time) and as from completion date, the Company no longer has any interest in the Chicago Project.

美利堅合眾國（「美國」）芝加哥項目

於二零一四年七月，本公司與萬達香港於美洲大陸成立一個合資企業平臺，其中本公司及萬達香港分別持有60%及40%權益。該合資平臺的全資附屬公司Wanda Chicago Real Estate LLC（「萬達芝加哥」），及後與Magellan Parcel C/D LLC（「Magellan」）共同收購了一個在芝加哥的物業項目（「芝加哥項目」）。芝加哥項目由萬達芝加哥與Magellan分別持有90%及10%權益。芝加哥項目為一個商業及住宅物業項目，地處芝加哥市核心地段，緊鄰千禧公園與芝加哥市中心商業區，已於二零一六年八月開始建設工程，並估計於二零二零年底完成開發。

為配合本集團專注於收費業務並降低槓桿率的策略，於二零二零年七月二十四日，萬達芝加哥作為賣方，Magellan作為買方就萬達芝加哥出售芝加哥項目90%的權益訂立協議。出售已於二零二零年十一月二十四日（美國時間）完成，自完成日期起，本公司不再擁有芝加哥項目的任何權益。

OUTLOOK

The disposal of the Chicago Project completed the Group's monetization of prior overseas property investments. The Group will focus on fee-based business and capitalize on its hotel management expertise where the Group can potentially develop into an industry leader in the PRC. Consistent with such objective, the Company is looking into an opportunity to dispose of its interest in the Guilin Project.

With effective pandemic control measures implemented by the Chinese government, the economy in the PRC rebounded strongly as the government introduced various policies to encourage domestic consumption. As the Pandemic came under control gradually since the second half of the year, we saw a sustained recovery in domestic tourism and business. The overall occupancy rate of hotels in the PRC has bottomed out since the first quarter of 2020 and recovered to approximately 90% of 2019 by the fourth quarter. The Group expects such recovery will continue in 2021 and the Group will seize this opportunity to optimize our brands, products and technology to capture domestic travel demand. Moreover, the Group will continue the expansion of its hotel business and plan to operate and manage 10-15 new hotels in 2021.

The Group will continue to prudently seek profitable investment opportunities, further expand the Group's sources of revenue, enhance the Group's profitability and maximize return for its shareholders.

展望

芝加哥項目的出售代表本集團的海外物業投資項目變現計劃已完成。本集團將集中發展收費業務，並利用我們在酒店管理的專業知識，令本集團發展為在中國之業界領導者。為符合該目標，本公司正尋求機會出售其於桂林項目之權益。

隨著中國政府實施有效的防疫措施，並出臺各種鼓勵國內消費的政策，中國經濟顯示出強勁的回升跡象。自下半年以來，隨著疫情逐漸得到控制，我們看到了國內旅遊和業務的持續復蘇。自二零二零年第一季度以來，中國酒店的整體入住率已觸底，到第四季度已恢復至二零一九年的約九成。集團預計這種復蘇將在二零二一年繼續，本集團並將抓住這一機會優化我們的品牌，產品和技術，以適應國內旅行需求。此外，集團將繼續擴大酒店業務，並計劃於二零二一年經營及管理10至15家新酒店。

本集團將繼續以審慎的態度尋求收益優厚的投資機會，進一步擴展本集團之收益來源，提升本集團之盈利能力，追求股東的回報最大化。

Financial Review

財務回顧

Despite a challenging operating environment as a result of the Pandemic during 2020, the Group reported a profit of approximately HK\$230.2 million on the revenue of approximately HK\$655.4 million, as compared to the loss of approximately HK\$388.6 million on the revenue of approximately HK\$812.9 million in 2019.

儘管二零二零年之疫情導致經營環境嚴峻，本集團仍能錄得溢利約230,200,000港元對收益約655,400,000港元，而於二零一九年則錄得虧損約388,600,000港元對收益約812,900,000港元。

Revenue

The Group revenue for the year ended 31 December 2020 and 2019 can be analyzed as below:—

收益

本集團截至二零二零年及二零一九年十二月三十一日止年度之收益分析如下：—

		2020 二零二零年	2019 二零一九年	Changes 變動	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	%
Hotel operation and management services	酒店營運及管理服務	378,044	471,229	(93,185)	(19.8)
Hotel design and construction management services	酒店設計及建設管理服務	173,722	192,601	(18,879)	(9.8)
Investment properties leasing	投資物業租賃	103,653	149,118	(45,465)	(30.5)
Total	總計	655,419	812,948	(157,529)	(19.4)

Hotel operation and management services revenue decreased to approximately HK\$378 million as compared to approximately HK\$471.2 million in 2019. Lower management fee income was received due to the RevPAR of the operating hotels managed by the Group dropping to RMB230 in 2020 from RMB336 in 2019, resulting from sharp decline in occupancy rate amid the Pandemic.

酒店營運及管理服務收益減至約378,000,000港元，而二零一九年則約為471,200,000港元。由於租用率在疫情下銳減，導致由本集團管理之經營酒店之平均可出租客房收入(RevPAR)由二零一九年之人民幣336元減至二零二零年之人民幣230元，令到所收取之管理費收入較低。

Hotel design and construction management services revenue decreased to approximately HK\$173.7 million as compared to approximately HK\$192.6 million in 2019, mainly due to slowdown of work progress as a result of delay of construction works during the Pandemic.

酒店設計及建設管理服務收益減至約173,700,000港元，而於二零一九年則約為192,600,000港元，主要是由於疫情期間施工有所延誤導致在建工程進度放緩。

Financial Review

財務回顧

Investment properties leasing revenue decreased to approximately HK\$103.7 million in 2020 from approximately HK\$149.1 million in 2019, primarily due to lack of rental income contribution from the Hengli City Project after the completion of its disposal in 2019. For further details of the Hengli City Project and its disposal, please refer to the announcements of the Company dated 13 December 2019, 27 December 2019 and 25 March 2020.

Cost of sales

Cost of sales of the Group decreased by 3.6% to HK\$264.2 million for the year ended 31 December 2020 from HK\$274.2 million for 2019 primarily due to a drop in sales resulting from the Pandemic.

Gross profit and margin

Gross profit was approximately HK\$391.2 million in 2020, as compared to approximately HK\$538.7 million in 2019. Gross profit margin decreased to approximately 59.7% in 2020 from approximately 66.3% in 2019. Such profit margin drop was attributed to slight decline of profitability from hotel management services as a result of lower RevPAR and occupancy rate of hotels under management as mentioned above.

Other income and gains, net

Net other income and gains of the Group rose to approximately HK\$55.4 million in 2020 from approximately HK\$14.8 million in 2019. Such increase is mainly due to 1) net foreign exchange gain of approximately HK\$21 million and 2) interest income on long-term receivables of approximately HK\$10.7 million arising from the deferred amount of the disposal of Parcel C LLC ("Parcel C"), a project company holding Chicago Project.

Net valuation loss on investment properties

Net valuation loss on investment properties of the Group significantly decreased to approximately HK\$34.5 million in 2020, as compared to approximately HK\$788 million in 2019. Such valuation loss decreased because Hengli City Project, which had incurred valuation loss of approximately HK\$788.6 million, was disposed of in 2019.

投資物業租賃收益由二零一九年約149,100,000港元減至二零二零年約103,700,000港元，主要是由於恒力城項目於二零一九年完成出售后不再貢獻租金收入所致。有關恒力城項目及其出售之進一步詳情，請參閱本公司日期為二零一九年十二月十三日、二零一九年十二月二十七日及二零二零年三月二十五日之公告。

銷售成本

本集團之銷售成本由二零一九年之274,200,000港元減少3.6%至截至二零二零年十二月三十一日止年度之264,200,000港元，主要由於疫情導致銷售額下降所致。

毛利及毛利率

毛利於二零二零年約391,200,000港元，而於二零一九年則約538,700,000港元。毛利率由二零一九年約66.3%減至二零二零年約59.7%。有關毛利率下降乃由於上述管理酒店之平均可出租客房收入及租用率較低導致酒店管理服務之盈利能力輕微下跌所致。

其他收入及收益，淨額

本集團之其他收入及收益淨額由二零一九年約14,800,000港元增至二零二零年約55,400,000港元。有關增幅主要是由於1)外匯收益淨額約21,000,000港元；及2)出售Parcel C LLC (「Parcel C」) (持有芝加哥項目之項目公司)之遞延金額導致錄得長期應收款項利息收入約10,700,000港元。

投資物業估值虧損淨額

本集團投資物業估值虧損淨額大幅減至二零二零年約34,500,000港元，而於二零一九年則約788,000,000港元。該等估值虧損減少乃由於恒力城項目(其已產生估值虧損約788,600,000港元)已於二零一九年出售。

Financial Review

財務回顧

Selling and Administrative expenses

Selling and Administrative expenses decreased by 18% and 22% to approximately HK\$27.7 million and HK\$137 million respectively in 2020 from approximately HK\$33.8 million and HK\$175.6 million in 2019, primarily attributable to cost-cutting measures implemented by the Group to cope with the difficult business environment as a result of the Pandemic.

Finance costs

Finance costs decreased by 26.8% to approximately HK\$111.9 million in 2020 from approximately HK\$152.9 million, primarily attributable to a decrease of interest payment on loans from Wanda HK, an intermediate holding company of the Group, of approximately HK\$40.8 million, as a result of fluctuations in interest rates and repayment of such loans during 2020.

Profit/(loss) before tax from continuing operations

As a result of the foregoing, the Group reported profit before tax from continuing operations of approximately HK\$135.5 million, as compared to loss of approximately HK\$596.7 million in 2019.

銷售及行政開支

銷售及行政開支分別由二零一九年約33,800,000港元及175,600,000港元減少18%及22%至二零二零年約27,700,000港元及137,000,000港元，主要由於本集團為應對因疫情導致營商環境艱難而實施之成本削減措施所致。

融資成本

融資成本由約152,900,000港元減少26.8%至二零二零年約111,900,000港元，主要由於在二零二零年受利率波動影響及償還來自萬達香港（本集團之中間控股公司）之貸款導致該等貸款之利息付款減少約40,800,000港元所致。

來自持續經營業務之除稅前溢利／（虧損）

由於上述各項，本集團錄得來自持續經營業務之除稅前溢利約135,500,000港元，而於二零一九年則錄得虧損約596,700,000港元。

Financial Review

財務回顧

Segment results

分部業績

The following table illustrates the segment results of the Group for the year ended 31 December 2020 and 2019 respectively:—

下表闡述本集團分別於截至二零二零年及二零一九年十二月三十一日止年度的分部業績：—

		2020	2019	Changes	
		二零二零年	二零一九年	變動	
		HK\$'000	HK\$'000	HK\$'000	%
		千港元	千港元	千港元	%
Hotel operation and management services	酒店營運及管理服務	92,958	176,162	(83,204)	(47.2)
Hotel design and construction management services	酒店設計及建設管理服務	51,102	57,037	(5,935)	(10.4)
Investment properties leasing	投資物業租賃	53,062	(666,196)	719,258	N/A
					不適用
Total	總計	197,122	(432,997)	630,119	N/A
					不適用

The measure used for reporting segment results is adjusted profit/(loss) before tax from continuing operations.

用於匯報分部業績之計量單位為來自持續經營業務之經調整除稅前溢利／(虧損)。

Hotel operation and management services segment profit decreased to approximately HK\$93 million in 2020 from approximately HK\$176.2 million in 2019, primarily due to slight decline of profitability from hotel management services as a result of lower RevPAR and occupancy rate of hotels under management as mentioned above.

酒店營運及管理服務分部之溢利由二零一九年約176,200,000港元減至二零二零年約93,000,000港元，主要是由於上述管理酒店之平均可出租客房收入及租用率較低導致酒店管理服務之盈利能力輕微下跌所致。

Hotel design and construction management services segment profit decreased to approximately HK\$51.1 million in 2020 from approximately HK\$57 million in 2019, primarily due to lower revenue in 2020 as a result of slow-down of work during the Pandemic.

酒店設計及建設管理服務分部之溢利由二零一九年約57,000,000港元減至二零二零年約51,100,000港元，主要是由於疫情期間施工有所放緩導致二零二零年錄得之收益較低所致。

Investment properties leasing segment reported profit of approximately HK\$53.1 million in 2020, as compared to loss of approximately HK\$666.2 million in 2019 primarily due to no further valuation loss for Hengli City Project was recorded after it was disposed in 2019.

投資物業租賃分部之溢利於二零二零年錄得溢利約53,100,000港元，而於二零一九年則錄得虧損約666,200,000港元，主要是由於恒力城項目於二零一九年出售後並無錄得進一步估值虧損所致。

Financial Review

財務回顧

Income tax expense

The Group reported income tax expense of approximately HK\$39.4 million in 2020, as compared to approximately HK\$78.6 million income tax credit in 2019, primarily due to reversal of deferred tax previously provided for the revaluation of properties in Hengli City of approximately HK\$153.6 million in 2019.

Profit/(loss) for the year from continuing operations

As a result of foregoing, the Group reported approximately HK\$96.1 million profit from the year from continuing operations, as compared to loss of approximately HK\$518.1 million in 2019.

Profit for the year from discontinued operations

Profit from discontinued operations increased to approximately HK\$134.1 million in 2020 from approximately HK\$129.4 million in 2019, primarily attributable to 1) approximately HK\$149.8 million gain on disposal of Parcel C; and 2) the discontinued business of development and sale of properties no longer contributing any profit in 2020.

所得稅開支

本集團於二零二零年錄得所得稅開支約39,400,000港元，而於二零一九年則錄得所得稅抵免約78,600,000港元，主要是由於撥回先前因重估恒力城物業而產生的遞延稅項撥備約153,600,000港元。

來自持續經營業務之本年度溢利／（虧損）

由於上述各項，本集團錄得來自持續經營業務之本年度溢利約96,100,000港元，而二零一九年則為虧損約518,100,000港元。

來自終止經營業務之本年度溢利

來自終止經營業務之溢利由二零一九年約129,400,000港元增至二零二零年約134,100,000港元，主要是由於1)出售Parcel C錄得收益約149,800,000港元；及2)已終止物業發展及銷售業務於二零二零年不再貢獻任何溢利所致。

Financial Review

財務回顧

Profit/(loss) for the year and profit/(loss) attributable to equity holders of the Company

As a result of the foregoing, the following illustrates the Group's profit/(loss) for the year and profit/(loss) attributable to equity holders of the Company for 2020 and 2019 respectively:—

本年度溢利／（虧損）及本公司權益持有人應佔溢利／（虧損）

由於上述各項，下表闡述本集團之本年度溢利／（虧損）以及本公司權益持有人分別於二零二零年及二零一九年之應佔溢利／（虧損）：—

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	Changes 變動 HK\$'000 千港元
Profit/(loss) attributable to:—	以下各項應佔 溢利／（虧損）：—			
— Equity holders of the parent	— 母公司權益持有人	165,131	(150,387)	315,518
— Non-controlling interests	— 非控股權益	65,025	(238,237)	303,262
Profit/(loss) for the year	本年度溢利／（虧損）	230,156	(388,624)	618,780

Net assets and equity attributable to equity holders of the parent

Net assets and equity attributable to equity holders of the parent of the Group are summarized as below:—

資產淨值及母公司權益持有人應佔權益

本集團之資產淨值及母公司權益持有人應佔權益概述下：—

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$ million 百萬港元	2019 二零一九年 HK\$ million 百萬港元
Total assets	總資產	6,568.8	9,593.0
Total liabilities	總負債	3,782.2	6,949.7
Net assets	資產淨值	2,786.6	2,643.3
Equity attributable to equity holders of the parent	母公司權益持有人應佔權益	2,220.0	1,921.5

Financial Review

財務回顧

Liquidity, borrowing and financial resources

As at 31 December 2020, the Group's cash amounted to approximately HK\$2,375.3 million as compared with HK\$2,422 million as at 31 December 2019. Below set out the analysis of cash by currency type:—

流動資金、借款及財務資源

於二零二零年十二月三十一日，本集團之現金約為2,375,300,000港元，而二零一九年十二月三十一日則為2,422,000,000港元。以下載列按貨幣種類分類之現金分析：—

		As at 31 December 於十二月三十一日	
		2020 二零二零年	2019 二零一九年
		(% of total cash) (佔現金總額%)	(% of total cash) (佔現金總額%)
Renminbi ("RMB")	人民幣(「人民幣」)	94	86
Australia Dollar ("AUD")	澳元(「澳元」)	4	11
United States Dollar ("USD")	美元(「美元」)	1	2
Hong Kong Dollar	港元	1	1
		100	100

As at 31 December 2020, the current ratio, which is the quotient arrived at by dividing current assets by current liabilities, was 0.9 as compared with 1.19 as at 31 December 2019, primarily attributable to approximately HK\$1.6 billion of partial consideration in relation to the disposal of Parcel C having been deferred by three years and classified as long-term receivables.

於二零二零年十二月三十一日，流動比率(即流動資產除以流動負債所得商數)為0.9，而於二零一九年十二月三十一日則為1.19，主要由於有關出售Parcel C之部分代價約16億港元已遞延三年並分類為長期應收款項。

Financial Review

財務回顧

The maturity profile of total debt and borrowings of the Group is set out as below:—

本集團之債務及借款總額之到期情況載列如下：—

		As at 31 December	
		於十二月三十一日	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Debts and borrowings	債務及借款		
Interest bearing:	計息：		
Loan from a financial institution classified as held for sale	分類為持作出售之一項金融機構貸款	—	973,475
Loan from an intermediate holding company	一間中間控股公司貸款	873,000	3,513,166
Non-interest bearing	不計息		
Loans from an intermediate holding company	一間中間控股公司貸款	—	674,416
Total debts and borrowings	債務及借款總額	873,000	5,161,057
Repayable:	還款期：		
Within one year	一年內	873,000	4,187,582
After one year but within two years	一年後但兩年內	—	973,475
After two years but within five years	兩年後但五年內	—	—
		873,000	5,161,057

Financial Review

財務回顧

The gearing ratios of the Group is calculated as below:—

本集團之資本負債比率計算如下：—

		As at 31 December	
		於十二月三十一日	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Total debts and borrowings	債務及借款總額	873,000**	5,161,057
Less: Total cash and bank balances	減：現金及銀行結餘總額	2,375,300	2,453,880*
Net (cash)/debts	(現金)／債務淨額	(1,502,300)	2,707,177
Total equity	總權益	2,786,593	2,643,310
Total assets	總資產	6,568,754	9,592,979
Gearing ratios:	資本負債比率：		
Net debts over aggregate of net debts and total equity	債務淨額除以債務淨額與總權益之和	Net cash 現金淨額	50.6%
Net debts over total assets	債務淨額除以總資產	Net cash 現金淨額	28.2%

* The amount included cash and bank balances and restricted bank deposits classified as held for sale of approximately HK\$28.5 million and HK\$3.4 million respectively.

* 金額包括現金及銀行結餘以及持作出售的限制銀行存款分別約28,500,000港元及3,400,000港元。

** During the year ended 31 December 2020, the Group derecognised certain loans from an intermediate holding company of \$1,329 million on the due dates and transferred them to amounts due to intermediate holding company, which were not settled as at 31 December 2020.

** 於截至二零二零年十二月三十一日止年度，本集團已終止確認來自一間中間控股公司於到期日為1,329,000,000港元之若干貸款，並已將其轉移至應付中間控股公司款項（其於截至二零二零年十二月三十一日止年度尚未清償）。

Financial Review

財務回顧

Foreign currency and interest rate exposure

The Group's business is principally conducted in RMB and USD. The functional currency of the Group's subsidiaries in the PRC and the USA, are RMB and USD respectively and these subsidiaries do not have significant monetary assets or liabilities denominated in currencies other than their respective functional currencies. The functional currency of the Group's other subsidiaries is Hong Kong Dollar. The Group is exposed to currency risk primarily through loans that are denominated in USD. The Group maintains a conservative approach on foreign exchange exposure management. During the year, the Group did not use any financial instruments to hedge against foreign currency exposure and the Group did not have any hedging instruments outstanding as at 31 December 2020.

As at 31 December 2020, all interest-bearing borrowings of HK\$873 million of the Group were on a fixed rate basis. Accordingly, the Group's cost of borrowing was not subject to interest rate risks. This is the Group's policy to monitor the suitability and cost efficiency of hedging instruments and consider a mix of fixed and floating rate loans in order to manage interest rate risks, if any. The Group will prudently consider entering into currency and interest rate hedging arrangements to minimise such exposures if and when appropriate.

PLEDGE OF ASSETS

As at 31 December 2020, the Group had no pledge of its assets.

As at 31 December 2019, the Group pledged certain of its assets to a financial institution in the PRC to secure the loan of approximately HK\$973.5 million granted by that financial institution. The aggregate carrying value of the pledged construction in progress, freehold land and properties under development as at 31 December 2019 amounted to approximately HK\$864.1 million, HK\$158.2 million and HK\$3,878.8 million respectively.

CHANGES IN SHARE CAPITAL

There are no changes in the Company's share capital during the year ended 31 December 2020.

外匯及利率風險

本集團之業務主要以人民幣及美元進行。本集團於中國及美國之附屬公司之功能貨幣分別為人民幣及美元，且該等附屬公司並未持有以彼等各自功能貨幣以外之貨幣計值之重大貨幣資產或負債。本集團其他附屬公司之功能貨幣為港元。本集團主要承受以美元計值之貸款之貨幣風險。本集團維持保守之外匯風險管理方法。本年度內，本集團並無使用任何金融工具對沖外匯風險，而於二零二零年十二月三十一日，本集團亦無任何未平倉之對沖工具。

於二零二零年十二月三十一日，本集團所有計息借款873,000,000港元均按固定利率基準計息。因此，本集團之借款成本不受利率風險影響。本集團之政策為監控對沖工具之適用性及成本效率，並考慮混合使用固定利率及浮動利率貸款，以管理利率風險(如有)。本集團將於適當時候審慎考慮訂立貨幣及利率對沖安排，以盡量減少有關風險。

資產抵押

於二零二零年十二月三十一日，本集團並無抵押其資產。

於二零一九年十二月三十一日，本集團將其若干資產抵押予一家金融機構，以獲得該金融機構給予之貸款約973,500,000港元。該等已抵押在建工程、永久業權土地及在建物業於二零一九年十二月三十一日之賬面總值分別約為864,100,000港元、158,200,000港元及3,878,800,000港元。

股本變動

截至二零二零年十二月三十一日止年度，本公司之股本並無任何變動。

Financial Review

財務回顧

CONTINGENT LIABILITIES

As at 31 December 2020, the Group had provided guarantees in an aggregate amount of approximately HK\$1.5 million (2019: HK\$25.8 million) to banks in favour of its customers in respect of mortgaged loans provided by the banks to these customers for their purchase of the Group's properties. Each of these guarantees would be released upon the execution of individual purchasers' collateral agreements.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANY

On 24 November 2020, the Group completed the disposal of its equity interest in Parcel C for a cash consideration of US\$270,000,000 ("the Disposal"). Further details of the Disposal have been set out in the Company's announcements dated 30 July 2020, 17 August 2020 and 25 November 2020, the Company's circular dated 29 September 2020.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

No Director has the right to acquire shares or debentures of the Company or its subsidiaries.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2020, the Group had around 526 full time employees, who are located in the PRC, Hong Kong and the USA.

During the year, the Group remunerated its employees based on their performance, experience and the prevailing market salaries. Performance bonuses were granted on a discretionary basis. Other employee benefits included insurance and medical cover, and subsidized educational and training programs.

DIVIDEND

The Directors did not recommend the payment of a final dividend for the year ended 31 December 2020 (2019: Nil).

或然負債

於二零二零年十二月三十一日，本集團就數家銀行提供予客戶以購買本集團物業之按揭貸款以該等客戶為受益人向該等銀行提供總額約1,500,000港元(二零一九年：25,800,000港元)之擔保。該等擔保各自將於個別買家的抵押品協議獲執行後予以解除。

附屬公司及聯營公司之重大收購及出售

於二零二零年十一月二十四日，本集團完成出售其於Parcel C的股權，現金代價為270,000,000美元(「出售事項」)。有關出售事項的詳情已載於本公司日期為二零二零年七月三十日、二零二零年八月十七日及二零二零年十一月二十五日之公告、本公司日期為二零二零年九月二十九日之通函內。

董事收購股份或債權證之權利

概無董事有任何權利收購本公司或其附屬公司之股份或債權證。

員工及薪酬政策

於二零二零年十二月三十一日，本集團於中國、香港及美國共聘用約526名全職僱員。

本年度內，本集團按員工表現、經驗及市場行情給予薪酬，而表現花紅則按酌情基準給予。其他僱員福利包括保險及醫療福利、教育津貼及培訓課程。

股息

董事不建議派發截至二零二零年十二月三十一日止年度之末期股息(二零一九年：無)。

Financial Review

財務回顧

EVENTS AFTER THE REPORTING PERIOD

Other than the matters outlined elsewhere in this report, there have been no matters that have occurred subsequent to the reporting date which have significantly affected, or may significantly affect the Group's operations, results or state of affairs.

報告期後事項

除本報告其他章節所概列之事項外，於報告日期後概無發生任何對本集團之經營、業績或財務狀況產生或可能產生重大影響之事項。



Directors and Senior Management

董事及高級管理層

NON-EXECUTIVE DIRECTORS

Mr. Ding Benxi, aged 66, has been a Non-executive Director and Chairman of the Board since July 2013. He was also an executive director of DWCM and served in various positions of DWCM Group from December 2009 to February 2020. He was also a director of Dalian Wanda Group Co., Ltd. (“Dalian Wanda Group”) until September 2020. Before joining DWCM in December 2009, Mr. Ding served in various positions of Dalian Wanda Group, including president, chief executive officer and vice president.

Mr. Ding completed the correspondence course of Renmin University of China (中國人民大學) in July 1998. He became a senior engineer of China State Construction Engineering Corporation (中國建築工程總公司) in August 1997.

Mr. Zhang Lin, aged 49, has been a Non-executive Director since November 2017. He has also been serving as the director of Dalian Wanda Group since February 2011. Mr. Zhang has been serving as the director of Wanda Industry Investment Co., Ltd since January 2021. Since October 2020, he has also been serving as the President of Wanda Investment Group. Mr. Zhang was concurrently acting as the chairman and a director of Wanda Film Holding Co. Ltd (萬達電影股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002739.SZ) from November 2006 to December 2020; the chairman and a director of AMC Entertainment Holdings, Inc. (a company listed on the New York Stock Exchange, stock code: AMC) from August 2012 to 12 March 2018 and from December 2019 onward; the chief executive officer of Beijing Wanda Cultural Industry Group Co., Ltd (北京萬達文化產業集團有限公司) (“Wanda Culture”) from December 2012 to July 2020; the president of Wanda Culture from January 2014 to July 2020; the chairman of the board of Infront Holding AG from July 2015 to September 2020; the chairman of World Triathlon Corporation from November 2015 to July 2020; and the chairman of Wanda Sport Group Company Limited (a company listed on the NASDAQ in the form of American Depositary Receipts) since November 2018. In addition, Mr. Zhang had also been a non-executive director of DWCM since December 2009 to 29 January 2016. He joined Dalian Wanda Group in March 2000 and formerly held various positions, including but not limited to the vice president of Dalian Wanda Group and the finance director of Dalian Wanda Group and general manager of project companies in Chengdu, Shenyang and Nanjing respectively. Mr. Zhang has extensive experience in financial management and operation management of large property development, property management, and entertainment corporations, especially in corporate strategy and investment.

非執行董事

丁本錫先生，66歲，自二零一三年七月起擔任非執行董事及董事會主席。自二零零九年十二月至二零二零年二月，彼同時擔任大連萬達商業管理執行董事及大連萬達商業管理集團多個職務。彼亦曾擔任大連萬達集團股份有限公司(「大連萬達集團」)董事直至二零二零年九月。於二零零九年十二月加入大連萬達商業管理前，丁先生曾擔任大連萬達集團多個職務，包括總裁、執行總裁及副總裁。

丁先生於一九九八年七月修畢中國人民大學的函授課程。彼於一九九七年八月成為中國建築工程總公司高級工程師。

張霖先生，49歲，自二零一七年十一月起擔任非執行董事。自二零一一年二月起，彼亦擔任大連萬達集團董事。自二零二一年一月起，張先生擔任萬達產業投資有限公司董事；由二零二零年十月起擔任萬達投資集團總裁。由二零零六年十一月至二零二零年十二月，張先生同時擔任萬達電影股份有限公司(一間於深圳證券交易所上市的公司，股份代號：002739.SZ)之董事長兼董事；自二零一二年八月至二零一八年三月十二日及自二零一九年十二月起，擔任美國AMC娛樂控股公司(AMC Entertainment Holdings, Inc.) (一間於紐約證券交易所上市的公司，股份代號：AMC)董事長兼董事；由二零一二年十二月至二零二零年七月，擔任北京萬達文化產業集團有限公司(「萬達文化集團」)行政總裁；由二零一四年一月至二零二零年七月，擔任萬達文化集團總裁；由二零一五年七月至二零二零年九月，擔任Infront Holding AG董事會主席；由二零一五年十一月至二零二零年七月，擔任World Triathlon Corporation董事長；及自二零一八年十一月起，擔任萬達體育集團有限公司(一家在美國納斯達克以美國預託證券形式上市的公司)董事長。此外，自二零零九年十二月至二零一六年一月二十九日，張先生亦擔任大連萬達商業管理的非執行董事。彼於二零零零年三月加入大連萬達集團，先前曾擔任多個職位，包括但不限於大連萬達集團副總裁及大連萬達集團財務總監以及分別在成都、瀋陽及南京的項目公司擔任總經理。張先生於大型物業開發、物業管理及娛樂企業的財務管理及營運管理，特別是企業策略及投資領域擁有豐富經驗。

Directors and Senior Management

董事及高級管理層

Mr. Zhang graduated from Dongbei University of Finance and Economics (東北財經大學) in July 1994 and obtained a bachelor's degree in accounting. In January 2012, Mr. Zhang received an Executive Master of Business Administration degree from Beijing University (北京大學). Mr. Zhang is a non-practicing member of the Chinese Institute of Certified Public Accountants and a non-practicing member of the China Certified Tax Agents Association.

Mr. Han Xu, aged 50, has been a Non-executive Director since March 2019, has extensive experience in finance and general management. From February 2020, Mr. Han has been serving as the Senior Vice President of Dalian Wanda Group, a joint stock company incorporated in the PRC with limited liability, and a controlling shareholder of the Company and is responsible for overseeing all financial operations of Dalian Wanda Group. Prior to that, since his joining of the Dalian Wanda Group in 2002, Mr. Han served in various roles including General Manager of Finance Department of DWCM (formerly known as Dalian Wanda Commercial Properties Co. Ltd.), General Manager of the Group Financial Management Center, President Assistant, Senior President Assistant, and Vice President within the Dalian Wanda Group. He holds a Master degree in Business Administration in Dongbei University of Finance and Economics.

EXECUTIVE DIRECTOR

Mr. Ning Qifeng, aged 55, has been an Executive Director since November 2017. Mr. Ning is also a first vice president of DWCM and the president of Wanda Hotel Management (Shanghai) Co. Limited (萬達酒店管理(上海)有限公司). Mr. Ning had been a vice president of DWCM from December 2009 to June 2015 and had been a senior vice president of DWCM from June 2015 to July 2017. Mr. Ning formerly also served as a first vice president of DWCM; a vice president and an assistant to the president of Dalian Wanda Group; the general manager of Wanda Hotel Construction Ltd. (萬達酒店建設有限公司) and the dean of Wanda Commercial Planning and Research Institute (萬達商業規劃研究院). Mr. Ning has extensive experience in property development and property management (including hotel development and hotel construction management).

張先生於一九九四年七月畢業於東北財經大學，取得會計學學士學位；於二零一二年一月，張先生取得北京大學高級管理人員工商管理碩士學位。張先生為中國註冊會計師協會之非執業會員及中國註冊稅務師協會之非執業會員。

韓旭先生，50歲，自二零一九年三月起擔任非執行董事，於財務及綜合管理方面擁有豐富經驗。自二零二零年二月起，韓先生擔任大連萬達集團（一間於中國註冊成立之股份有限公司，為本公司的控股股東）高級副總裁，負責管理大連萬達集團所有財務營運。在此之前，自二零零二年加入大連萬達集團以來，韓先生曾於大連萬達集團旗下擔任多個職位，包括大連萬達商業管理（前稱大連萬達商業地產股份有限公司）財務部總經理、大連萬達集團財務管理中心總經理、總裁助理，高級總裁助理及副總裁。彼持有東北財經大學之工商管理碩士學位。

執行董事

寧奇峰先生，55歲，自二零一七年十一月起擔任執行董事。寧先生現時亦擔任大連萬達商業管理首席副總裁及萬達酒店管理(上海)有限公司總裁。自二零零九年十二月至二零一五年六月，寧先生曾擔任大連萬達商業管理之副總裁，並自二零一五年六月至二零一七年七月曾擔任大連萬達商業管理之高級副總裁。寧先生先前亦曾擔任大連萬達商業管理首席副總裁；大連萬達集團副總裁及總裁助理；萬達酒店建設有限公司總經理及萬達商業規劃研究院院長。寧先生於物業開發及物業管理領域（包括酒店發展及酒店建設管理）擁有豐富經驗。

Directors and Senior Management

董事及高級管理層

Mr. Ning obtained his bachelor's degree in engineering from Northwest Architecture Engineering Institute (西北建築工程學院) in July 1986, a master's degree in engineering from Northwest Metallurgical Construction Institute (西北冶金建築學院) in July 1992 and a Ph.D in engineering from Tongji University (同濟大學) in May 2004.

寧先生於一九八六年七月自西北建築工程學院取得工學學士學位，於一九九二年七月自西北冶金建築學院取得工學碩士學位及於二零零四年五月自同濟大學取得工學博士學位。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. He Zhiping, aged 57, has been an Independent Non-executive Director since March 2018. He studied at the China Textile University (currently known as Donghua University) in Mechanical Engineering in 1979 and graduated with a master degree in engineering in 1986. Since 1987, Mr. He has previously served as the assistant to the general manager of the United Rail Ltd, Shenzhen Branch of China Nonferrous Metals Company (中國有色金屬深圳聯合公司科力鐵有限公司), the assistant to the general manager and vice general manager of Hainan Sanya Huaya Enterprise Group Corporation (海南三亞華亞企業集團公司) and a director of China Great Wall Securities, LLC (長城證券有限責任公司). He was a non-executive director of AviChina Industry & Technology Company Limited (a company listed on the Hong Kong Stock Exchange, stock code: 2357) from August 2016 to May 2019. He has been the chairman of the board of directors of China Wall King Holding Co., Ltd (中國華建投資控股有限公司) since March 2003. From December 2019 onward, Mr. He has also been serving as a director and a vice chairman of JA Solar Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002459). Mr. He also serves social positions such as executive vice president of Gan General Chamber of Commerce, executive president of Shenzhen Jiangxi Chamber of Commerce and the Council of Donghua University.

獨立非執行董事

何志平先生，57歲，自二零一八年三月起擔任獨立非執行董事。彼於一九七九年就讀於中國紡織大學(現稱東華大學)機械工程專業，並於一九八六年畢業及獲頒工學碩士學位。自一九八七年起，何先生曾任中國有色金屬深圳聯合公司科力鐵有限公司總經理助理、海南三亞華亞企業集團公司總經理助理及副總經理，以及長城證券有限責任公司董事。彼曾於二零一六年八月至二零一九年五月擔任中國航空科技工業股份有限公司(一家於香港聯交所上市的公司，股份代號：2357)的非執行董事。自二零零三年三月起擔任中國華建投資控股有限公司董事長。何先生亦於二零一九年十二月起擔任晶澳太陽能科技股份有限公司(一家於深圳證券交易所上市的公司，股份代號：002459)董事及副董事長。何先生亦擔任贛商總會常務副會長、深圳江西商會執行會長、東華大學校董等社會職務。

Directors and Senior Management 董事及高級管理層

Dr. Teng Bing Sheng, aged 50, has been an Independent Non-executive Director since March 2019. He is experienced in mergers and acquisitions and strategic management. From January 2017, Dr. Teng has been serving as an independent non-executive director in Haisco Pharmaceutical Group Co., Ltd. (海思科醫藥集團股份有限公司), a company whose shares are listed on The Shenzhen Stock Exchange (stock code: 002653). He has been an independent non-executive director of Aoshikang Technology Co. Ltd. (奧士康科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002913) since November 2018. He has been an independent non-executive director in Yangtze Optical Fibre and Cable Joint Stock Limited Company, a company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 6869) since January 2020. He has been an independent non-executive director in Litian Pictures Holdings Limited, a company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 9958) since May 2020. Prior to that, he was an independent non-executive director of (i) Shandong Gold Mining Co., Ltd. (山東黃金礦業股份有限公司), a company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 1787) in 2018 and The Shanghai Stock Exchange (stock code: 600547) in 2003, from 2014 to 2017; and (ii) ZTE Corporation (中興通訊股份有限公司), a company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 763) and The Shenzhen Stock Exchange (stock code: 000063), from 2015 to 2018. Dr. Teng served as an assistant professor and then associate professor of strategic management at The George Washington University from August 1998 to December 2006. He then joined Cheung Kong Graduate School of Business (長江商學院) in January 2007 as an associate professor and was promoted as a professor in February 2017 and has been the associate dean there since April 2009. Dr. Teng holds a doctorate of strategic management degree from City University of New York.

Dr. Teng Bing Sheng (滕斌聖博士), 50歲, 自二零一九年三月起擔任獨立非執行董事。彼在併購及戰略管理方面擁有豐富的經驗。自二零一七年一月起, 滕博士一直擔任海思科醫藥集團股份有限公司(其股份於深圳證券交易所上市(股份代號: 002653))之獨立非執行董事。自二零一八年十一月起, 彼擔任奧士康科技股份有限公司(其股份於深圳證券交易所上市(股份代號: 002913))之獨立非執行董事。自二零二零年一月起, 彼擔任長飛光纖光纜股份有限公司(其股份於香港聯合交易所有限公司上市(股份代號: 6869))之獨立非執行董事。彼自二零二零年五月起擔任力天影業控股有限公司(其股份於香港聯合交易所有限公司上市之公司, 股份代號: 9958)之獨立非執行董事。在此之前, 他曾(i)於二零一四年至二零一七年擔任山東黃金礦業股份有限公司(其股份於二零一八年在香港聯合交易所有限公司上市(股份代號: 1787)及於二零零三年在上海證券交易所上市(股份代號: 600547))之獨立非執行董事; 及(ii)於二零一五年至二零一八年擔任中興通訊股份有限公司(其股份於香港聯合交易所有限公司上市(股份代號: 763)及於深圳證券交易所上市(股份代號: 000063))之獨立非執行董事。於一九九八年八月至二零零六年十二月, 滕博士曾先後擔任喬治華盛頓大學戰略管理學之助理教授及副教授。彼其後於二零零七年一月加盟長江商學院及擔任副教授, 並於二零一七年二月獲晉升為教授, 並自二零零九年四月起擔任副院長。滕博士持有紐約市立大學戰略管理學博士學位。

Directors and Senior Management

董事及高級管理層

Dr. Chen Yan, aged 59, has been an independent Non-executive Director since March 2019. She has extensive experience in accounting. From July 2005, Dr. Chen has been a professor in accounting at the Dongbei University of Finance and Economics (東北財經大學). She is also an evaluation expert in financial accounting of the China Scholarship Council (國家留學基金委員會) since 2015, and an internal control specialist and financial advisor at Dalian Fang Yuan CPA Co., Ltd (大連方圓會計師事務所有限公司) since 2017. From 2014 to 2017, she was involved in the risk assessment and review of the internal control systems of various research institutes and organizations for and on behalf of the Dongbei University of Finance and Economics. She was a deputy director of the Accounting Department from 2003 to 2007 of the same university. From March 2018, Dr. Chen has been serving as the independent director of Liaoning SC Technology Co., Limited (遼寧思凱科技股份有限公司), a company incorporated in the PRC with limited liability. Dr. Chen holds a Doctor of Business Administration degree in Accounting from the Dongbei University of Finance and Economics (東北財經大學) and is a non-practising member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) and a senior member of the Accounting Society of China (中國會計學會). She was also a former member of the American Accounting Association and the Association of Certified Fraud Examiners, respectively.

SENIOR MANAGEMENT

Ms. Hui Wai Man, Shirley, aged 53, joined the Group in December 2000. She is the Company Secretary of the Company. She is responsible for the company secretarial affairs of the Group. Ms. Hui has over 21 years of professional experience in public accounting and corporate finance. She is a fellow member of The Association of Chartered Certified Accountants, Hong Kong Institute of Certified Public Accountants, The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) and The Hong Kong Institute of Chartered Secretaries. She is also a member of the Society of Chinese Accountants and Auditors and the Hong Kong Securities Institute.

Mr. Chan Wan Woon, aged 36, joined the Group in June 2016. He is the Deputy Chief Financial Officer of the Company. Mr. Chan holds a Master of Corporate Governance degree from The Hong Kong Polytechnic University. He is a member of Hong Kong Institute of Certified Public Accountants. He is an associate member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) and The Hong Kong Institute of Chartered Secretaries. He has more than 12 years of professional experience in accounting and auditing.

陳艷博士，59歲，自二零一九年三月起擔任獨立非執行董事。彼在會計方面擁有豐富的經驗。自二零零五年七月起，陳博士一直擔任東北財經大學之會計學教授。彼亦自二零一五年起擔任國家留學基金委員會財務會計之評審專家，並自二零一七年起擔任大連方圓會計師事務所有限公司之內部監控專家及財務顧問。自二零一四年起至二零一七年，彼代表東北財經大學參與各研究機構及組織之內部監控系統之風險評估及審查。彼於二零零三年至二零零七年在同一間大學之會計部擔任副主管。自二零一八年三月起，陳博士一直擔任遼寧思凱科技股份有限公司(一間於中國註冊成立之有限公司)之獨立董事。陳博士持有東北財經大學工商管理(會計)博士學位，並為中國註冊會計師協會之非執業會員及中國會計學會之高級會員。此外，彼分別為美國會計學會及註冊舞弊檢查師協會之前會員。

高級管理層

許惠敏女士，53歲，於二零零零年十二月加入本集團。彼為本公司之公司秘書。彼負責本集團之公司秘書工作。許女士在執業會計及企業融資方面擁有逾21年專業經驗。彼為英國特許公認會計師公會、香港會計師公會、英國特許公司治理公會(前稱英國特許秘書及行政人員公會)以及香港特許秘書公會資深會員，亦為香港華人會計師公會及香港證券專業學會會員。

陳宏煥先生，36歲，於二零一六年六月加入本集團。彼為本公司之財務副總監。陳先生持有香港理工大學之企業管治碩士學位。彼為香港會計師公會會員。彼為英國特許公司治理公會(前稱英國特許秘書及行政人員公會)及香港特許秘書公會會員。彼在會計及審計方面擁有逾12年專業經驗。

Directors' Report

董事會報告書

The Directors are pleased to submit the annual report and the audited financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The principal activities of the Company and the Group are investment property leasing, hotel operation and management, hotel design and construction management services in the PRC during the year. The principal activities and other particulars of the subsidiaries are set out in note 1 to the financial statements.

BUSINESS REVIEW

A review of the Group’s business for the year ended 31 December 2020 is presented in Chairman’s Statement, Business Review and Financial Review on page 4, pages 5 to 13 and pages 14 to 25 respectively. The Financial Review also includes an analysis of the Group’s performance during the financial year ended 31 December 2020 in terms of financial key performance indicators on page 20. Likely future developments in the Group’s business are disclosed in Chairman’s Statement and Outlook section of Business Review which forms part of this Directors’ Report on page 4 and page 13 respectively. The geographical analysis of the Group’s revenue and operating profit is set out in note 4 to the financial statements. The particulars of important events affecting the Group that have occurred since 31 December 2020 (including but not limited to transactions in relation to subsidiaries) are set out in Financial Review on page 25.

Principal risks and uncertainties facing the Group can be found in Business Review and note 36 to the financial statements on pages 5 to 13 and pages 263 to 271 respectively, with financial risk management policies and practices of the Group covered under the aforesaid note 36 to the financial statements.

董事欣然提呈本公司及其附屬公司(「本集團」)截至二零二零年十二月三十一日止年度之年報及經審核財務報表。

主要業務

年內，本公司及本集團於中國之主要業務為投資物業租賃、酒店營運及管理、酒店設計及建設管理服務。附屬公司之主要業務及其他詳情載於財務報表附註1。

業務回顧

本集團截至二零二零年十二月三十一日止年度之業務之回顧分別於第4頁、第5頁至第13頁及第14頁至第25頁之主席致辭、業務回顧及財務回顧呈列。財務回顧亦包括第20頁本集團於截至二零二零年十二月三十一日止財政年度按主要財務表現指標計之表現分析。本集團業務之未來可能發展分別於第4頁及第13頁之主席致辭及業務回顧(構成本董事會報告書之一部分)之展望一節披露。本集團收益及經營溢利之地區分析載於財務報表附註4。自二零二零年十二月三十一日後所發生對本集團有影響的重大事件詳情(包括但不限於有關附屬公司的交易詳情)載於第25頁之財務回顧。

本集團面對之主要風險及不確定性分別載於第5頁至第13頁及第263頁至第271頁之業務回顧及財務報表附註36，而本集團財務風險管理政策及常規載於上述財務報表附註36。

Directors' Report

董事會報告書

The Group is committed to the sound performance of its corporate social responsibilities and believes that a high standard of performance is very helpful for maintaining sound relationships between corporate and society as well as promoting staff confidence. The Group is a keen supporter of environmental protection and takes the protection of ecological environment and promotion of sustainable development as its goal. We have introduced eco-friendly measures in our business of investment property leasing. For instance, we have reduced our carbon emission by implementing green building and energy-saving measures. We have also reduced the potential impact of our business on the ecological environment through proper waste disposal. Further discussion of environmental, social and governance matters, covering the Group's environmental policies and performance is set out in Corporate Governance Report and Environmental, Social and Governance Report on pages 59 to 81 and pages 82 to 116 respectively.

The Group recognises the importance of compliance with rules and regulations and the impact of non-compliance with such rules and regulations on the business. The Group has been allocating system and staff resources to ensure ongoing compliance with rules and regulations and to maintain cordial working relationships with regulators through effective communications. During the year ended 31 December 2020, the Group has complied, to the best of our knowledge, with all relevant laws and regulations that have a significant impact on the Company.

The Company strives to achieve corporate sustainability through providing quality services for our customers and collaborating with our suppliers. To enhance customer satisfaction and promote a customer-oriented culture within the Company, we take 'Customer First' as one of our core values. We value feedback from customers and have also established the mechanism in handling customer service, support and complaints. We also proactively collaborate with our suppliers and contractors to deliver quality and sustainable products and services. We have developed certain requirements in our standard tender documents. These requirements include regulatory compliance, labour practices, anti-corruption and other business ethics.

The Group values its employees and encourages its staff to achieve a good work-life balance. The Group continued to devote resources to improve staff benefits with a view to improving staff morale as well as attracting and retaining talents. We have established fair, open and comprehensive employment policies to attract talent.

本集團致力於積極履行其企業社會責任，並相信高水平的履行十分有益於維持企業與社會之間的良好關係以及提升員工信心。本集團全力支持環保，並以保護生態環境及推動可持續發展作為其目標。我們已於投資物業租賃業務推行環保措施。舉例而言，我們透過實行綠色建築及節約能源措施降低碳排放量。我們亦通過適當之廢物處置減低我們之業務對生態環境造成之潛在影響。環境、社會及管治事宜（涵蓋本集團之環境政策及表現）之進一步討論分別載於第59頁至第81頁及第82頁至第116頁之企業管治報告及環境、社會及管治報告。

本集團深明遵守規則及規例的重要性，以及違反有關規則及規例對業務的影響。本集團已分配系統及人力資源，確保持續遵守規則及規例，並通過有效溝通與監管部門保持良好工作關係。於截至二零二零年十二月三十一日止年度，盡我們所知，本集團已遵守所有對本公司有重大影響的相關法律及規例。

本公司為顧客提供優質服務，同時與供應商協力同心，致力達至企業可持續發展。為提高客戶滿意度及在本公司內提倡以客為本的服務文化，我們奉「顧客至上」為核心價值之一。我們非常重視顧客的意見，亦訂立了處理顧客服務、支援和投訴的機制。此外我們亦積極與供應商及承建商合作，提供優質及可持續的產品及服務。我們並於招標文件中訂明若干規定。有關規定包括遵守法規、勞工僱傭守則、防貪及其他商業道德守則。

本集團十分重視其僱員，並鼓勵其員工在工作與生活之間達成良好平衡。本集團會繼續投放資源以改善員工福利，從而提高員工士氣以及吸納及挽留人才。我們已設立公平、公開及全面之僱傭政策以吸納人才。

Directors' Report

董事會報告書

The applicable discussion and analysis as cross-referenced above shall form an integral part of this Directors' Report.

RESULTS

The results of the Group for the year ended 31 December 2020 and the Group's financial position as at that date are set out in the financial statements on pages 124 to 127 of this annual report.

DIVIDEND

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2020.

DIVIDEND POLICY

The Company seeks to maintain a balance between meeting Shareholders' expectations and prudent capital management with a sustainable, stable and continuing dividend policy. The Company's dividend policy aims to strike a balance between allowing Shareholders to participate in the Company's profit and allowing the Company to retain adequate reserves for business operations and future development. In proposing any dividend payout, the Company would consider in accordance with the Bye-Laws of the Company and applicable laws and regulations, with various factors including (i) the earnings per share of the Company; (ii) the reasonable return in investment of investors and Shareholders in order to provide incentive to them to continue to support the Company in its long-term development; (iii) the financial conditions and business plan of the Company; and (iv) the market sentiment and circumstances. Compliant with the conditions under the dividend policy, the Board may propose final dividends, interim dividends or special dividends distribution as the Board considers appropriate based on the profitability and capital requirements of the Company. The Company shall review and reassess the dividend policy and its effectiveness on a regular basis or when necessary.

DONATIONS

During the year, the Group has made donations of approximately HK\$350,000 in total.

上文交叉提述之適用討論及分析構成本董事會報告書之組成部分。

業績

本集團截至二零二零年十二月三十一日止年度之業績以及本集團於該日之財務狀況載於本年報第 124 頁至第 127 頁之財務報表。

股息

董事不建議派發截至二零二零年十二月三十一日止年度之末期股息。

股息政策

本公司致力通過可持續、穩定及貫徹實施之股息政策，在符合股東期望與審慎資本管理兩者之間保持平衡。本公司之股息政策旨在於讓股東分享本公司溢利與為本公司之業務營運及未來發展預留足夠儲備之間取得平衡。在建議宣派任何股息時，本公司會根據本公司之公司細則以及適用法律及法規考慮多項因素，包括 (i) 本公司之每股盈利；(ii) 投資者及股東之合理投資回報，以激勵彼等繼續支持本公司之長期發展；(iii) 本公司之財務狀況及業務計劃；及 (iv) 市場氣氛及情況。在遵守股息政策項下條件之情況下，董事會會於根據本公司之盈利能力及資本要求認為屬恰當之情況下宣派末期股息、中期股息或特別股息分派。本公司須定期或於必要時審閱及重新評估股息政策及其成效。

捐款

於本年度，本集團已作出合共約 350,000 港元的捐款。

Directors' Report

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales attributable to the Group's five largest customers accounted for 62.8% of the Group's total sales in 2020 while the sales attributable to the Group's largest customer was approximately 31.4% of the Group's total sales in 2020.

The aggregate purchases during the year attributable to the Group's five largest suppliers comprised approximately 55.1% of the Group's total purchases while the purchases attributable to the Group's largest supplier was approximately 51.5% of the Group's total purchases.

None of the Directors, their close associates or any shareholder, which to the knowledge of the Directors own more than 5% of the Company's issued share capital, had any interest in the five largest suppliers or customers of the Group.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements, is set out on pages 274 to 275. This summary does not form part of the audited financial statements.

INVESTMENT PROPERTIES

Details of the movements in investment properties of the Group during the year are set out in note 16 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 15 to the financial statements.

Particulars of the major properties and property interests of the Group are shown on page 276 of the annual report.

主要客戶及供應商

於本年度，本集團五大客戶所佔銷售額共計佔本集團二零二零年總銷售額62.8%，而本集團最大客戶所佔銷售額為本集團二零二零年總銷售額之約31.4%。

於本年度，本集團五大供應商所佔採購額共計約為本集團總採購額之約55.1%，本集團最大供應商所佔之採購額約佔本集團總採購額之約51.5%。

董事、彼等之緊密聯繫人或任何股東（就董事所知擁有本公司已發行股本逾5%）於本集團五大供應商或客戶中概無任何權益。

財務概要

本集團最近五個財政年度之業績、資產及負債概要，摘自經審核財務報表並載於第274頁至275頁。此概要並不構成經審核財務報表之一部分。

投資物業

本集團投資物業於本年度之變動詳情載於財務報表附註16。

物業、廠房及設備

本集團物業、廠房及設備於本年度之變動詳情載於財務報表附註15。

本集團之主要物業及物業權益詳情於本年報第276頁呈列。

Directors' Report

董事會報告書

RETIREMENT SCHEMES

The Group operates a Mandatory Provident Fund scheme in Hong Kong and certain subsidiaries outside Hong Kong are required to contribute a certain percentage of their payroll costs to pension schemes operated by the respective governments. The only obligation of the Group with respect to the pension schemes is to pay the required ongoing contributions.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 26 to the financial statements.

RESERVES

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity to the financial statements.

DIRECTORS AND SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were as follows:

Executive Director:

Mr. Ning Qifeng

Non-executive Directors:

Mr. Ding Benxi (*Chairman*)

Mr. Zhang Lin

Mr. Han Xu

Independent Non-executive Directors ("INED"):

Mr. He Zhiping

Dr. Teng Bing Sheng

Dr. Chen Yan

退休計劃

本集團於香港設立一項強制性公積金計劃及香港以外地區之若干附屬公司須按其薪金成本之若干百分比向當地政府設立之退休金計劃供款。本集團就退休金計劃須承擔之唯一責任為持續支付計劃所需之供款。

股本

本年度本公司之股本變動詳情載於財務報表附註26。

儲備

本集團儲備於本年度之變動載於財務報表之綜合股權變動表。

董事及服務合約

年內及直至本報告日期之本公司董事如下：

執行董事：

寧奇峰先生

非執行董事：

丁本錫先生(*主席*)

張霖先生

韓旭先生

獨立非執行董事(「獨立非執行董事」)：

何志平先生

滕斌聖博士

陳艷博士

Directors' Report

董事會報告書

In accordance with clause 99 of the Bye-Laws of the Company, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple by three, then the number nearest one-third, shall retire from office by rotation save any Director holding office as Chairman or Managing Director. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices.

In accordance with code provision A.4.2 in Appendix 14 of the Listing Rules, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

All of the directors of the Company have entered into services contracts with the Company. The term of appointment of Mr. Ding Benxi is 3 years from 3 July 2013 to 2 July 2016; the term of appointment of Mr. Ning Qifeng and Mr. Zhang Lin is 3 years from 17 November 2017 to 16 November 2020; the term of appointment of Mr. He Zhiping is 3 years from 29 March 2018 to 28 March 2021; the term of appointment of Mr. Han Xu is 3 years from 14 March 2019 to 13 March 2022; the term of appointment of Dr. Teng Bing Sheng and Dr. Chen Yan is 3 years from 21 March 2019 to 20 March 2022; each of which is renewable automatically for successive terms of one year each commencing from the date next after the expiry of the then current term, unless terminated by not less than three months' notice in writing served by either party. None of the above service contracts is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

根據本公司之公司細則第99條，在每屆股東週年大會上，三分之一當時在任之董事（或倘董事人數並非三或三之倍數，則最接近三分之一之人數）須輪席退任，惟任何出任主席或董事總經理之董事除外。每年退任之董事指自上次當選後出任時間最長者，惟於同日出任董事之人士（除彼等之間已有協定者外）須以抽籤方式決定。退任董事符合資格可膺選連任。本公司在任何有董事退任之股東大會中均可選出填補空缺之董事。

根據上市規則附錄十四之守則條文A.4.2條，所有為填補臨時空缺而被委任之董事應在接受委任後之首次股東大會上接受股東選舉。每名董事（包括有指定任期之董事）應輪席退任，至少每三年一次。

本公司全體董事已與本公司訂立服務合約。丁本錫先生之任期為三年，自二零一三年七月三日至二零一六年七月二日；寧奇峰先生及張霖先生之任期為三年，自二零一七年十一月十七日至二零二零年十一月十六日；何志平先生之任期為三年，自二零一八年三月二十九日至二零二一年三月二十八日；韓旭先生之任期為三年，自二零一九年三月十四日至二零二二年三月十三日；滕斌聖博士及陳艷博士之任期為三年，自二零一九年三月二十一日至二零二二年三月二十日；各自之任期可於當期任期屆滿後翌日起自動續約一年，惟任何一方以書面形式向另一方發出不少於三個月的終止合約通知除外。概無上述服務合約不得由本公司於一年內終止而毋須支付賠償（法定賠償除外）。

Directors' Report

董事會報告書

DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 2020, the interests of the Directors and their associates in the ordinary shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and Hong Kong Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”), were as follows:

(1) Interests in shares of DWCM (Note 1)

Name of Director	Long position/ Short position	Capacity/Nature of interest	Interest in Shares of DWCM	Approximate percentage of the issued share capital of DWCM 佔大連萬達商業管理已發行股本之概約百分比
董事姓名	好倉／淡倉	身份／權益性質	於大連萬達商業管理股份中之權益	
Mr. He Zhiping 何志平先生	Long 好倉	Beneficial owner 實益擁有人	25,000,000	0.55%

董事之證券權益

於二零二零年十二月三十一日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條之規定而存置之登記冊所記錄或根據上市公司董事進行證券交易的標準守則（「標準守則」）而知會本公司及香港聯交所，董事與彼等之聯繫人於本公司及其相聯法團（定義見證券及期貨條例第XV部）之普通股之權益如下：

(1) 於大連萬達商業管理股份中之權益（附註1）

Directors' Report

董事會報告書

(2) Interests in underlying shares of DWCM (Note 1)

(2) 於大連萬達商業管理相關股份中之權益(附註1)

Name of director	Long position/ Short position	Capacity/Nature of interest	Interest in underlying shares of DWCM	Approximate percentage of the issued share capital of DWCM
董事姓名	好倉/淡倉	身份/權益性質	於大連萬達商業管理 相關股份中之權益	佔大連萬達 商業管理已發行 股本之概約百分比 (Note 2) (附註2)
Mr. Ning Qifeng 寧奇峰先生	Long 好倉	Beneficial owner (Note 3) 實益擁有人(附註3)	6,000,000	0.13%
Mr. Zhang Lin 張霖先生	Long 好倉	Beneficial owner (Note 4) 實益擁有人(附註4)	10,000,000	0.22%
Mr. Han Xu 韓旭先生	Long 好倉	Beneficial owner (Note 5) 實益擁有人(附註5)	1,600,000	0.035%

Notes:

- DWCM, being an indirect holding company of the Company, is an associated company of the Company under Part XV of the SFO. The calculation is based on the total number of 4,527,347,600 shares in issue as at 31 December 2020.
- The percentage represents the number of underlying shares interested divided by the number of DWCM's issued shares as at 31 December 2020.
- Mr. Ning is interested in the underlying shares of DWCM through his 12.02% interest as a limited partner of a limited partnership that beneficially owns those shares in DWCM.
- Mr. Zhang is interested in the underlying shares of DWCM through his 5.18% interest as a limited partner of a limited partnership that beneficially owns those shares in DWCM.
- Mr. Han is interested in the underlying shares of DWCM through his 0.83% interest as a limited partner of a limited partnership that beneficially owns those shares in DWCM.

附註：

- 根據證券及期貨條例第XV部，本公司之間接控股公司大連萬達商業管理為本公司之聯繫公司。計算乃基於於二零二零年十二月三十一日已發行股份總數4,527,347,600股進行。
- 該百分比指擁有權益之相關股份數目除以大連萬達商業管理於二零二零年十二月三十一日之已發行股份數目。
- 寧先生透過作為一間有限合夥企業(其實益擁有大連萬達商業管理之相關股份)之有限合伙人擁有12.02%權益，於大連萬達商業管理相關股份中擁有權益。
- 張先生透過作為一間有限合夥企業(其實益擁有大連萬達商業管理之相關股份)之有限合伙人擁有5.18%權益，於大連萬達商業管理相關股份中擁有權益。
- 韓先生透過作為一間有限合夥企業(其實益擁有大連萬達商業管理之相關股份)之有限合伙人擁有0.83%權益，於大連萬達商業管理相關股份中擁有權益。

Directors' Report

董事會報告書

Save as disclosed above, as at 31 December 2020, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO); or which have been entered in the register maintained by the Company pursuant to Section 352 of the SFO; or which have been notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

SHARE OPTIONS SCHEME

The Company did not have any effective share option scheme during the year ended and as at 31 December 2020.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company or any of its subsidiaries, a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and neither the Directors nor chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

除上文所披露者外，於二零二零年十二月三十一日，概無董事及本公司主要行政人員於本公司或其聯繫法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及第8分部已知會本公司及香港聯交所之任何權益或淡倉（包括董事及本公司主要行政人員根據證券及期貨條例之該等條文被當作或視為擁有之權益及淡倉）；或根據證券及期貨條例第352條記入本公司所存置登記冊之任何權益或淡倉；或根據標準守則已知會本公司及香港聯交所之任何權益或淡倉。

購股權計劃

本公司於截至二零二零年十二月三十一日止年度以及於二零二零年十二月三十一日並無任何仍然生效之購股權計劃。

董事收購股份或債權證之權利

本公司、其控股公司或其任何附屬公司於年內任何時間並無訂立任何安排，致使本公司董事可透過收購本公司或任何其他法人團體之股份或債權證獲得利益，亦無董事、主要行政人員或彼等之配偶或18歲以下子女有任何權利認購本公司證券或行使任何此等權利。

Directors' Report

董事會報告書

DISCLOSEABLE INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS UNDER THE SFO

As at 31 December 2020, so far as was known to the Company, the following persons (other than the Directors and chief executive of the Company) had interests or short positions in the shares and underlying shares which would fall to be disclosed to the Company pursuant to section 336 of Part XV of the SFO, or were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group were as follows:

根據證券及期貨條例股東須披露之權益及淡倉

於二零二零年十二月三十一日，就本公司所知，以下人士（董事及本公司主要行政人員除外）於股份及相關股份中擁有根據證券及期貨條例第XV部第336條須向本公司披露之權益或淡倉，或直接或間接擁有附帶權利可在任何情況下於本集團任何成員公司之股東大會上投票之任何類別股本面值5%或以上之權益或淡倉如下：

Name	Long position/ Short position	Capacity/Nature of interest	Interest in shares and underlying shares of the Company 於本公司股份及相關股份中之權益	Approximate percentage of the issued share capital of the Company 於本公司已發行股本之概約百分比
姓名／名稱	好倉／淡倉	身份／權益性質		
Wanda Commercial Properties Overseas Limited ("Wanda Overseas") 萬達商業地產海外有限公司 〔萬達海外〕	Long 好倉	Beneficial owner 實益擁有人	3,055,043,100	65.04%
Wanda Real Estate Investments Limited 萬達地產投資有限公司	Long 好倉	Interest in controlled corporation (Note 1) 於受控制法團之權益 (附註1)	3,055,043,100	65.04%
Wanda HK 萬達香港	Long 好倉	Interest in controlled corporation (Note 2) 於受控制法團之權益 (附註2)	3,055,043,100	65.04%
DWCM 大連萬達商業管理	Long 好倉	Interest in controlled corporation (Note 3) 於受控制法團之權益 (附註3)	3,055,043,100	65.04%
Dalian Wanda Group 大連萬達集團	Long 好倉	Interest in controlled corporation (Note 4) 於受控制法團之權益 (附註4)	3,055,043,100	65.04%

Directors' Report

董事會報告書

Name	Long position/ Short position	Capacity/Nature of interest	Interest in shares and underlying shares of the Company 於本公司股份及相關股份中之權益	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
姓名／名稱	好倉／淡倉	身份／權益性質		
Dalian Hexing Investment Co., Ltd. ("Dalian Hexing") 大連合興投資有限公司 〔大連合興〕	Long 好倉	Interest in controlled corporation (Note 5) 於受控制法團之權益 (附註5)	3,055,043,100	65.04%
Mr. Wang Jianlin 王健林先生	Long 好倉	Interest in controlled corporation (Note 6) 於受控制法團之權益 (附註6)	3,055,043,100	65.04%
Mr. Chen Chang Wei ("Mr. Chen") 陳長偉先生 〔陳先生〕	Long 好倉	Beneficial owner and held by controlled corporation (Note 7) 實益擁有人及 由受控制法團持有(附註7)	278,098,230	5.92%
	Long 好倉	Interest of spouse (Notes 7 and 8) 配偶權益 (附註7及8)	23,600,000	0.50%
Ms. Chan Sheung Ni 陳双妮女士	Long 好倉	Beneficial owner 實益擁有人	23,600,000	0.50%
	Long 好倉	Interest of spouse (Note 9) 配偶權益(附註9)	278,098,230	5.92%
Ever Good Luck Limited (Note 10) Ever Good Luck Limited (附註10)	Long 好倉	Beneficial owner 實益擁有人	73,860,230	1.57%
	Long 好倉	Trustee 受託人	204,237,800	4.35%

Directors' Report

董事會報告書

Notes:

- (1) Wanda Real Estate Investments Limited holds more than one-third of the issued shares of Wanda Overseas and is therefore deemed to have an interest in the shares and underlying shares of the Company in which Wanda Overseas is interested.
- (2) Wanda HK holds more than one-third of the issued shares of Wanda Real Estate Investments Limited and is therefore deemed to have an interest in the shares and underlying shares of the Company in which Wanda Real Estate Investments Limited is deemed to be interested. Mr. Ding Benxi, being a non-executive Director and Chairman of the Board, was a director of Wanda HK until 17 February 2020.
- (3) DWCM holds more than one-third of the issued shares of Wanda HK and is therefore deemed to have an interest in the shares and underlying shares of the Company in which Wanda HK is deemed to be interested. Mr. Ding Benxi, being a Non-executive Director and the Chairman of the Board, was an executive director and the chairman of the board of directors of DWCM until 10 February 2020. Mr. Ning Qifeng, being an Executive Director, is a chief vice president of DWCM.
- (4) Dalian Wanda Group holds more than one-third of the issued shares of DWCM and is therefore deemed to have an interest in the shares and underlying shares of the Company in which DWCM is deemed to be interested. Mr. Ding Benxi, being a Non-executive Director and the Chairman of the Board, was a director of Dalian Wanda Group until September 2020. Mr. Zhang Lin, being a Non-executive Director, is a director of Dalian Wanda Group.
- (5) Dalian Hexing holds more than one-third of the issued shares of Dalian Wanda Group and is therefore deemed to have an interest in the shares and underlying shares of the Company in which Dalian Wanda Group is deemed to be interested.
- (6) Mr. Wang Jianlin holds more than one-third of the issued shares of Dalian Hexing and is therefore deemed to have an interest in the shares and underlying shares of the Company in which Dalian Hexing is deemed to be interested.
- (7) As at 31 December 2020, Mr. Chen was deemed to have a long position of 301,698,230 Shares, of which (i) 200 Shares were beneficially and legally owned by him, (ii) 204,237,800 Shares were held on trust for him by Ever Good Luck Limited ("Ever Good"), (iii) 73,860,230 Shares were beneficially owned by Ever Good, and (iv) 23,600,000 Shares were held by his spouse, Ms. Chan Sheung Ni, as beneficial owner.

附註：

- (1) 萬達地產投資有限公司持有超過三分之一萬達海外已發行股份，因此被視為於本公司(萬達海外在其中擁有權益)之股份及相關股份中擁有權益。
- (2) 萬達香港持有超過三分之一萬達地產投資有限公司已發行股份，因此被視為於本公司(萬達地產投資有限公司被視為在其中擁有權益)之股份及相關股份中擁有權益。非執行董事兼董事會主席丁本錫先生直至二零二零年二月十七日為萬達香港之董事。
- (3) 大連萬達商業管理持有超過三分之一萬達香港已發行股份，因此被視為於本公司(萬達香港被視為在其中擁有權益)之股份及相關股份中擁有權益。非執行董事兼董事會主席丁本錫先生直至二零二零年二月十日為大連萬達商業管理之執行董事兼董事會主席。執行董事寧奇峰先生為大連萬達商業管理之首席副總裁。
- (4) 大連萬達集團持有超過三分之一大連萬達商業管理已發行股份，因此被視為於本公司(大連萬達商業管理被視為在其中擁有權益)之股份及相關股份中擁有權益。非執行董事兼董事會主席丁本錫先生為大連萬達集團之董事直至二零二零年九月。非執行董事張霖先生為大連萬達集團之董事。
- (5) 大連合興持有超過三分之一大連萬達集團已發行股份，因此被視為於本公司(大連萬達集團被視為在其中擁有權益)之股份及相關股份中擁有權益。
- (6) 王健林先生持有超過三分之一大連合興已發行股份，因此被視為於本公司(大連合興被視為在其中擁有權益)之股份及相關股份中擁有權益。
- (7) 於二零二零年十二月三十一日，陳先生被視為擁有301,698,230股股份之好倉，其中(i) 200股股份由彼實益合法擁有，(ii) 204,237,800股股份由Ever Good Luck Limited(「Ever Good」)以信託方式為彼持有，(iii) 73,860,230股股份由Ever Good實益擁有，及(iv) 23,600,000股股份由其配偶陳双妮女士作為實益擁有人持有。

Directors' Report

董事會報告書

- (8) Ms. Chan Sheung Ni is the spouse of Mr. Chen.
- (9) Ms. Chan Sheung Ni is the spouse of Mr. Chen. Ms. Chan Sheung Ni is therefore deemed to have an interest in the shares of the Company in which Mr. Chen is interested.
- (10) The entire issued share capital of Ever Good Luck Limited is ultimately owned by Mr. Chen and Mr. Chen is the sole director of Ever Good Luck Limited. See note (7) in the section headed "Discloseable interest and short positions of shareholders under the SFO" in this Directors' Report.
- (8) 陳双妮女士為陳先生之配偶。
- (9) 陳双妮女士為陳先生之配偶。陳双妮女士因此被視為於本公司(陳先生在其中擁有權益)之股份中擁有權益。
- (10) Ever Good Luck Limited全部已發行股本由陳先生最終擁有，而陳先生為Ever Good Luck Limited之唯一董事。見本董事會報告書「根據證券及期貨條例股東須披露之權益及淡倉」一節附註(7)。

CONNECTED TRANSACTION

The Group has conducted the following connected transactions during the year ended 31 December 2020.

Disposal of Chicago Project

On 24 July 2020, Wanda Chicago, a non-wholly owned subsidiary of the Company, as seller, and Magellan, as purchaser, entered into a membership interest purchase agreement (the "Agreement") in relation to the disposal of 90% of the issued and outstanding membership interests of Parcel C, which directly held 100% interest in the Chicago Project, (the "Disposal") at the consideration of US\$270,000,000 and repayment of the debt in the amount of US\$281,370,000, among which the payment of US\$200,000,000 was deferred (the "Deferred Amount"). The Deferred Amount was increased by US\$3,500,001 according to the Agreement since Magellan elected to extend the initial scheduled closing date from 22 October 2020 to the final completion date of 24 November 2020 in accordance with the Agreement.

Immediately prior to completion of the Disposal, Parcel C was an indirect subsidiary of the Company and was owned as to 10% by Magellan. Therefore, Magellan was a substantial shareholder of Parcel C and a connected person of the Company at the subsidiary level.

Further details of the Disposal are set out in the Company's announcements dated 30 July 2020, 17 August 2020 and 25 November 2020, and the Company's circular dated 29 September 2020.

關連交易

本集團已於截至二零二零年十二月三十一日止年度進行以下關連交易。

出售芝加哥項目

於二零二零年七月二十四日，本公司非全資附屬公司萬達芝加哥(作為賣方)及Magellan(作為買方)就以代價為270,000,000美元出售Parcel C(直接持有芝加哥項目之100%權益)之90%已發行及發行在外股東權益(「出售事項」)及償還債務281,370,000美元(其中200,000,000美元款項已遞延(「該等遞延金額」))訂立股東權益購買協議(「該協議」)。由於Magellan選擇根據該協議將最初預定完成日期由二零二零年十月二十二日延遲至二零二零年十一月二十四日之最終完成日期，該等遞延金額根據該協議已增加3,500,001美元。

緊接出售事項完成前，Parcel C為本公司之間接附屬公司，並由Magellan擁有10%。因此，Magellan為Parcel C之主要股東，並在附屬公司層面上為本公司之關連人士。

有關出售事項之進一步詳情載於本公司日期為二零二零年七月三十日、二零二零年八月十七日及二零二零年十一月二十五日之公告以及本公司日期為二零二零年九月二十九日之通函。

Directors' Report

董事會報告書

CONTINUING CONNECTED TRANSACTIONS

The Group has conducted the following continuing connected transactions during the year ended 31 December 2020.

Leasing of premises for children entertainment, playground and related business ("Kidsland Tenancy Agreement")

Pursuant to the Kidsland Tenancy Agreement dated 8 June 2015 entered into between Guilin Gaoxin Wanda Plaza Co., Ltd.* ("Guilin Project Company") as landlord and Wanda Kidsplace Group Co. Limited*, formerly known as Wanda Kidsland Co. Limited ("Wanda Kidsland") as tenant, certain portions of the Guilin Gaoxin Plaza in Guilin City, the PRC, was leased for a term of five years commencing from 12 September 2015 to 11 September 2020 for the operation of children entertainment and playground business and other related business, including the sale of kids clothing and food and beverage. A supplemental deed dated 2 August 2019 was entered into by the same parties to amend the size of the area leased under the Kidsland Tenancy Agreement.

On 7 September 2020, Guilin Project Company entered into a new Kidsland Tenancy Agreement with Guilin Gaoxin Wanda Kids Entertainment Co., Ltd*, a wholly-owned subsidiary of Wanda Kidsland to renew the existing lease for a further term of 15 years commencing from 12 September 2020 to 11 September 2035 (both days inclusive).

Guilin Project Company is an indirect non-wholly owned subsidiary of the Company. Since Wanda Kidsland and Guilin Gaoxin Wanda Kids Entertainment Co., Ltd are indirectly wholly-owned by Mr. Wang Jianlin who is a controlling shareholder of the Company, they are connected persons of the Company under the Listing Rules.

The cap for the total rent payable to the Guilin Project Company under the Kidsland Tenancy Agreement dated 8 June 2015 (as amended by the supplemental deed dated 2 August 2019) for the period from 1 January 2020 to 11 September 2020 was RMB1,034,000 and the actual amount incurred was approximately RMB752,000.

持續關連交易

本集團已於截至二零二零年十二月三十一日止年度進行以下各項持續關連交易。

租賃物業以經營兒童娛樂、遊樂場及相關業務(「兒童娛樂租賃協議」)

根據桂林高新萬達廣場有限公司(「桂林項目公司」,作為業主)與萬達寶貝王集團有限公司(前稱萬達兒童娛樂有限公司)(「萬達兒童娛樂」,作為租戶)於二零一五年六月八日訂立之兒童娛樂租賃協議,位於中國桂林市桂林高新廣場之若干部分乃被租賃用以經營兒童娛樂及遊樂場業務以及其他相關業務,包括銷售童裝以及食品及飲料。租期由二零一五年九月十二日起至二零二零年九月十一日止,為期五年。該等訂約方亦已訂立日期為二零一九年八月二日之補充契據以修訂兒童娛樂租賃協議項下租賃之面積規模。

於二零二零年九月七日,桂林項目公司與桂林高新萬達兒童娛樂有限公司(萬達兒童娛樂之全資附屬公司)訂立兒童娛樂租賃協議,以將現有租約進一步續期十五年,由二零二零年九月十二日起至二零三五年九月十一日止(包括首尾兩日)。

桂林項目公司為本公司之間接非全資附屬公司。由於萬達兒童娛樂及桂林高新萬達兒童娛樂有限公司由本公司之控股股東王健林先生間接全資擁有,故根據上市規則,彼等為本公司之關連人士。

根據日期為二零一五年六月八日之兒童娛樂租賃協議(經日期為二零一九年八月二日之補充契據修訂)應付桂林項目公司二零二零年一月一日至二零二零年九月十一日期間之租金總額年度上限為人民幣1,034,000元,而產生之實際金額約為人民幣752,000元。

Directors' Report

董事會報告書

The cap for the total rent payable to the Guilin Project Company under the Kidsland Tenancy Agreement dated 7 September 2020 for the period from 12 September 2020 to 31 December 2020 was RMB458,000 and the actual amount incurred was approximately RMB456,000.

Leasing of premises for operation of cinema and related business ("Cinema Tenancy Agreement")

Pursuant to the Cinema Tenancy Agreement dated 8 September 2015 entered into between Guilin Project Company as landlord and Wanda Film Holding Co., Ltd* (formerly known as Wanda Cinema Line Holding Co., Ltd) and Nanning Wanda International Movie Mall Company Limited* as tenant, certain portions of the Guilin Gaoxin Plaza in Guilin City, the PRC, was leased for a term of 20 years commencing from 12 September 2015 to 11 September 2035 for the operation of cinema business and related business, including sale of food and beverages. Pursuant to a deed of novation between Wanda Cinema, Nanning Wanda International Movie Mall Company Limited ("Nanning Wanda Cinema") and Guilin Project Company dated 2 August 2019, Wanda Cinema agreed to transfer and Nanning Wanda Cinema agreed to assume all of Wanda Cinema's rights and obligations in and under the Cinema Tenancy Agreement for the remaining term of the Cinema Tenancy Agreement as from 2 August 2019 and Guilin Project Company agreed to such novation.

Guilin Project Company is an indirect non-wholly owned subsidiary of the Company. Since Wanda Cinema and Nanning Wanda Cinema are indirectly wholly-owned by Dalian Wanda Group which is a controlling shareholder of the Company, Wanda Cinema and Nanning Wanda Cinema are connected persons of the Company under the Listing Rules.

The annual cap of the total rent payable to the Guilin Project Company under the Cinema Tenancy Agreement for the year ended 31 December 2020 was RMB3,372,000, and the actual amount incurred was approximately RMB600,000.

根據日期為二零二零年九月七日之兒童娛樂租賃協議應付桂林項目公司二零二零年九月十二日至二零二零年十二月三十一日期間之租金總額年度上限為人民幣458,000元，而產生之實際金額約為人民幣456,000元。

租賃物業經營電影院線及相關業務 （「電影院線租賃協議」）

根據桂林項目公司（作為業主）與萬達電影股份有限公司（前稱「萬達電影院線股份有限公司」）及南寧萬達國際電影城有限公司（作為租戶）於二零一五年九月八日訂立之電影院線租賃協議，中國桂林市桂林高新廣場之若干部分已被租賃用以經營電影院線業務及相關業務，包括銷售食品及飲料。租期由二零一五年九月十二日起至二零三五年九月十一日止，為期20年。根據萬達電影院線、南寧萬達國際電影城有限公司（「南寧萬達電影城」）與桂林項目公司訂立日期為二零一九年八月二日之更替契據，萬達電影院線同意轉讓及南寧萬達電影城同意承擔萬達電影院線於電影院線租賃協議餘下年期內自二零一九年八月二日起於電影院線租賃協議項下之所有權利及責任，而桂林項目公司已同意有關更替。

桂林項目公司為本公司之間接非全資附屬公司。由於萬達電影院線及南寧萬達電影城由本公司之控股股東大連萬達集團間接全資擁有，故根據上市規則，萬達電影院線及南寧萬達電影城為本公司之關連人士。

截至二零二零年十二月三十一日止年度，電影院線租賃協議項下應付桂林項目公司租金總額之年度上限為人民幣3,372,000元，而產生之實際金額為約人民幣600,000元。

Directors' Report

董事會報告書

Leasing of premises for children entertainment, playground and other related business under the brand of "Wanda Kidsplace * (萬達寶貝王)" ("Kidsplace Tenancy Agreement")

Pursuant to the Kidsplace Tenancy Agreement dated 29 June 2018 entered into between Guilin Project Company as landlord and Guilin Gaoxin Wanda Kids Entertainment Co., Ltd ("Guilin Wanda Kids") as tenant, certain portions of the Guilin Gaoxin Plaza in Guilin City, the PRC, was leased for a term of ten years commencing from 1 July 2018 to 30 June 2028 for the operation of children entertainment and playground business and other related business, including the sale of kids clothing and food and beverage, under the brand of "Wanda Kidsplace * (萬達寶貝王)". Supplemental deed dated 2 August 2019 was entered into by the same parties to amend the size of the area leased under the Kidsplace Tenancy Agreement.

Guilin Project Company is an indirect non-wholly owned subsidiary of the Company. Since Guilin Wanda Kids is indirectly wholly-owned by Mr. Wang Jianlin who is a controlling shareholder of the Company, Guilin Wanda Kids is a connected person of the Company under the Listing Rules.

The annual cap of the total rent payable to the Guilin Project Company under the Kidsplace Tenancy Agreement for the year ended 31 December 2020 was RMB83,000, and the actual amount incurred was approximately RMB69,000.

Leasing of premises for kids experience business under the brand of "Wanda Kidsplace International Early Education Club* (萬達寶貝王國際早教俱樂部)" ("Early Education Tenancy Agreement")

Pursuant to the Early Education Tenancy Agreement dated 29 June 2018 entered into between Guilin Project Company as landlord and Horgos Wanda Education Technology Co., Ltd Guilin Branch ("Horgos Wanda Education") as tenant, certain portions of the Guilin Gaoxin Plaza in Guilin City, the PRC, was leased for a term of five years commencing from 1 July 2018 to 30 June 2022 for the operation of kids experience business under the brand of "Wanda Kidsplace International Early Education Club * (萬達寶貝王國際早教俱樂部)". A supplemental deed dated 2 August 2019 was entered into by the same parties to amend the size of the area leased under the Early Education Tenancy Agreement.

租賃物業以「萬達寶貝王」品牌經營兒童娛樂、遊樂場及相關業務(「寶貝王租賃協議」)

根據桂林項目公司(作為業主)與桂林高新萬達兒童娛樂有限公司(「桂林兒童娛樂」, 作為租戶)於二零一八年六月二十九日訂立之寶貝王租賃協議, 位於中國桂林市桂林高新廣場之若干部分乃被租賃用以「萬達寶貝王」品牌經營兒童娛樂及遊樂場業務以及其他相關業務, 包括銷售童裝以及食品及飲料。租期由二零一八年七月一日起至二零二八年六月三十日止, 為期十年。該等訂約方已訂立日期為二零一九年八月二日之補充契據以修訂寶貝王租賃協議項下租賃之面積規模。

桂林項目公司為本公司之間接非全資附屬公司。由於桂林兒童娛樂由本公司之控股股東王健林先生間接全資擁有, 故根據上市規則, 桂林兒童娛樂為本公司之關連人士。

截至二零二零年十二月三十一日止年度, 寶貝王租賃協議項下應付桂林項目公司租金總額之年度上限為人民幣83,000元, 而產生之實際金額為約人民幣69,000元。

租賃物業以「萬達寶貝王國際早教俱樂部」品牌經營兒童體驗業務(「早教租賃協議」)

根據桂林項目公司(作為業主)與霍爾果斯萬達教育科技有限公司桂林分公司(「霍爾果斯萬達教育」, 作為租戶)於二零一八年六月二十九日訂立之早教租賃協議, 位於中國桂林市桂林高新廣場之若干部分乃被租賃用以「萬達寶貝王國際早教俱樂部」品牌經營兒童體驗業務。租期由二零一八年七月一日起至二零二二年六月三十日止, 為期五年。該等訂約方已訂立日期為二零一九年八月二日之補充契據修訂早教租賃協議項下租賃之面積規模。

Directors' Report

董事會報告書

Guilin Project Company is an indirect non-wholly owned subsidiary of the Company. Since Horgos Wanda Education is indirectly wholly-owned by Dalian Wanda Group who is a controlling shareholder of the Company, Horgos Wanda Education is a connected person of the Company under the Listing Rules.

The annual cap of the total rent payable to the Guilin Project Company under the Early Education Tenancy Agreement for the year ended 31 December 2020 was RMB717,000, and the actual amount incurred was approximately RMB265,000.

Leasing of premises for carpark business ("Carpark Tenancy Agreement")

Pursuant to the Carpark Tenancy Agreement dated 28 June 2019 entered into between Guilin Project Company as landlord and Guilin Wanda Shopping Plaza Business Management Co., Ltd ("Wanda Plaza Business Management") as tenant, certain carpark premises of the Guilin Gaoxin Plaza in Guilin City, the PRC, was leased for a term of three years commencing from 1 July 2019 to 30 June 2022 for the operation of carpark business.

Guilin Project Company is an indirect non-wholly owned subsidiary of the Company. Since Wanda Plaza Business Management is indirectly wholly-owned by DWCM who is an indirect holding company and a controlling shareholder of the Company, Wanda Plaza Business Management is a connected person of the Company under the Listing Rules.

The annual cap of the total amount payable to the Guilin Project Company under the Carpark Tenancy Agreement for the year ended 31 December 2020 was RMB3,120,000, and the actual amount incurred was approximately RMB2,594,000.

Provision of hotel management services to DWCM

Pursuant to the hotel management framework agreement (the "Hotel Management Framework Agreement") dated 13 November 2018 entered into between the Company and DWCM, DWCM may from time to time engage the Group (including Wanda Hotel Management Group) to provide hotel management services (the "Hotel Management Services") which may include, among others:

桂林項目公司為本公司之間接非全資附屬公司。由於霍爾果斯萬達教育由本公司之控股股東大連萬達集團間接全資擁有，故根據上市規則，霍爾果斯萬達教育為本公司之關連人士。

截至二零二零年十二月三十一日止年度，早教租賃協議項下應付桂林項目公司租金總額之年度上限為人民幣717,000元，而產生之實際金額為約人民幣265,000元。

租賃物業經營停車場業務(「停車場租賃協議」)

根據桂林項目公司(作為業主)與桂林萬達廣場商業管理有限公司(「萬達廣場商業管理」)(作為租戶)所訂立日期為二零一九年六月二十八日之停車場租賃協議，位於中國桂林市桂林高新廣場之若干停車場物業乃被租賃用以經營停車場業務，租賃由二零一九年七月一日至二零二二年六月三十日止為期三年。

桂林項目公司為本公司之間接非全資附屬公司。由於萬達廣場商業管理由本公司之間接控股公司及控股股東大連萬達商業管理間接全資擁有，故根據上市規則，萬達廣場商業管理為本公司之關連人士。

截至二零二零年十二月三十一日止年度，停車場租賃協議項下應付桂林項目公司之總額之年度上限為人民幣3,120,000元，而產生之實際金額約為人民幣2,594,000元。

向大連萬達商業管理提供酒店管理服務

根據本公司與大連萬達商業管理訂立日期為二零一八年十一月十三日之酒店管理框架協議(「酒店管理框架協議」)，大連萬達商業管理可能不時委聘本集團(包括萬達酒管集團)，以提供酒店管理服務(「酒店管理服務」)，當中可能包括自二零一九年一月一日至二零三八年十二月三十一日期間為大連萬達商業管理之物業項目提供下列服務：

Directors' Report

董事會報告書

- pre-opening support and technical advisory services regarding specification standards required for hotels being managed and other coordination services to facilitate the pre-opening preparation;
 - procurement of services and products for operation of hotels;
 - carrying out marketing and business development activities and providing accounting, finance, human resources and information technology functions;
 - setting the prices of guest rooms and other services; and
 - other relevant functions and services for the operation of hotels
- 有關所管理之酒店所需之規格標準之開業前支援及技術諮詢服務，以及為促進開業前籌備工作之其他協調服務；
 - 酒店營運之採購服務及產品；
 - 進行市場推廣及業務發展活動，並提供會計、財務、人力資源及資訊科技職能；
 - 釐定客房及其他服務之價格；及
 - 酒店營運之其他相關職能及服務。

for the property projects of DWCM for a term from 1 January 2019 to 31 December 2038. Members of the Group and DWCM Group shall enter into separate agreements (“Individual Hotel Management Agreement(s)”) in relation to the provision of Hotel Management Services for relevant projects, which shall be subject to the terms and conditions under the Hotel Management Framework Agreement and the applicable annual caps. The duration of each Individual Hotel Management Agreement shall not exceed the term of the Hotel Management Framework Agreement and the terms of the Individual Hotel Management Agreements shall be made on normal commercial terms. DWCM is a controlling shareholder of the Company, and DWCM Group is a connected person of the Company and the Hotel Management Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

本集團成員公司與大連萬達商業管理集團須根據酒店管理框架協議之條款及條件以及適用之年度上限，就向相關項目提供酒店管理服務另行訂立協議（「獨立酒店管理協議」）。各獨立酒店管理協議之期限不得超過酒店管理框架協議之期限，而獨立酒店管理協議之條款須按一般商業條款訂立。大連萬達商業管理為本公司控股股東，而大連萬達商業管理集團為本公司關連人士，根據上市規則第14A章，酒店管理框架協議及其項下擬進行之交易構成本公司之持續關連交易。

The service fees payable by the DWCM Group to the Group for the Hotel Management Services for each hotel shall be fair and reasonable and shall be charged on the following basis:

大連萬達商業管理集團就各酒店之酒店管理服務應付本集團之服務費用應屬公平合理，並按下列基準收取：

- (i) management fees comprising a base management fee at a rate of 2.5% of the gross operating revenue of the relevant hotel and an incentive management fee at a rate between 6% and 8% (inclusive) of the gross operating profit of the relevant hotel;
 - (ii) group service fees for the relevant financial, human resources and/or information technology services provided by the Group charged at a rate of 2% of the gross operating revenue of the relevant hotel;
- (i) 管理費用，包括基本管理費用（按相關酒店營運總營業收入之2.5%比率收取）及獎勵管理費（按相關酒店總營業利潤介乎6%至8%（首尾包括在內）比率收取）；
 - (ii) 本集團提供相關財務、人力資源及／或資訊科技服務之集團服務費用（按相關酒店總營業收入之2%比率收取）；

Directors' Report

董事會報告書

- (iii) pre-opening fees, comprising a hotel pre-opening support fee of RMB500,000 (or other currency equivalent) for each hotel and a technical services fee of RMB2 million (or other currency equivalent) for each hotel; and
- (iv) 6% of the room income for each room booking made via the official reservation systems of hotels under Wanda Hotel Brands; 5.6% of the of aggregate revenue contributed by each customer introduced by the regional sale department of hotels of Wanda Hotel Brands; and 5% of certain spending of any member of Wanda Club, a club for customers of the hotels of Wanda Hotel Brands.

The annual caps of the total amount payable by DWCM Group for each of the three years ending 31 December 2021 for the provision of Hotel Management Services by the Group are approximately RMB81,118,000, RMB80,804,000 and RMB81,988,000 respectively.

The aggregate amount payable by the DWCM Group to the Group for the Hotel Management Services under the Hotel Management Framework Agreement for the year ended 31 December 2020 amounted to approximately RMB37,780,000.

Leasing of property (including office, storage and parking space) in the PRC for daily operation needs and provide property management services for the leased properties (the "Management Services") by DWCM Group to the Group

Pursuant to property leasing framework agreement (the "Property Leasing Framework Agreement") dated 13 November 2018 entered into between the Company as lessee and the DWCM Group as lessor, DWCM Group may from time to time (i) lease property (including office, storage and parking space) in the PRC to Wanda Hotel Management Group for its daily operation needs and (ii) provide Management Services in accordance with the terms and conditions thereto.

- (iii) 開業前費用，包括各酒店人民幣500,000元(或以其他貨幣計值之等值金額)之酒店開業前支援費用及各酒店人民幣2,000,000元(或以其他貨幣計值之等值金額)之技術服務費用；及
- (iv) 透過萬達酒店品牌旗下酒店之官方預訂系統作出之各客房預訂之客房收入之6%；萬達酒店品牌旗下酒店之地區銷售部門介紹之每名顧客所貢獻總收入之5.6%；及萬悅會(為萬達酒店品牌旗下酒店顧客而設之會所)任何會員之若干消費之5%。

大連萬達商業管理集團於截至二零二一年十二月三十一日止三個年度各年就本集團所提供之酒店管理服務應付最高總額之年度上限分別約為人民幣81,118,000元、人民幣80,804,000元及人民幣81,988,000元。

大連萬達商業管理集團根據酒店管理框架協議於截至二零二零年十二月三十一日止年度就酒店管理服務應付本集團款項之總額約為人民幣37,780,000元。

大連萬達商業管理集團租賃於中國之物業(包括辦公室、倉庫及泊車位)予本集團以滿足日常營運需要及就租賃物業提供物業管理服務(「管理服務」)

根據本公司(作為承租人)及大連萬達商業管理集團(作為出租人)訂立日期為二零一八年十一月十三日之物業租賃框架協議(「物業租賃框架協議」)，大連萬達商業管理集團可能不時(i)租賃於中國之物業(包括辦公室、倉庫及泊車位)予萬達酒管集團，以滿足其日常營運需要及(ii)根據有關協議之條款及條件提供管理服務。

Directors' Report

董事會報告書

Management Services to be provided by the DWCM Group will be specific to the leased property, and may include but are not limited to the management and maintenance of shared and public facilities (such as rooftops, corridors, flowerbeds, trees, outdoor pipes, drains, ponds, car parks, etc.) and traffic and parking management at the leased property. Members of the Group and DWCM Group shall enter into separate agreements (“Individual Lease Agreement(s)”) in relation to the lease of property by DWCM Group to Wanda Hotel Management Group (depending on the particular property being leased, this may include Management Services), which shall be subject to the terms and conditions under the Property Leasing Framework Agreement and the annual caps thereunder. The duration of each Individual Lease Agreement shall not exceed the term of the Property Leasing Framework Agreement and the terms of the Individual Lease Agreements shall be made on normal commercial terms.

The annual caps in respect of the transactions contemplated under the Property Leasing Framework Agreement for each of the three years ending 31 December 2021 are approximately RMB15,438,000, RMB16,114,000 and RMB16,824,000 respectively.

The aggregate amount payable by the Group to the DWCM Group for the Management Services under the Property Leasing Framework Agreement for the year ended 31 December 2020 amounted to approximately RMB14,885,000.

Provision of hotel design services to Dalian Wanda Group

On 18 October 2019, the Company entered into the hotel design framework agreement (the “Hotel Design Framework Agreement”) with Dalian Wanda Group, pursuant to which Dalian Wanda Group and/or its subsidiaries may from time to time engage the Group including Wanda Hotel Management Group to provide hotel design services (the “Hotel Design Services”) which may include, among others:

- interior, furniture, fixtures and equipment design and consulting services;
- back-of-house area design review services;
- outdoor direction signage and indoor lighting design consulting services; and
- kitchen and launderette area design services

大連萬達商業管理集團將向租賃物業提供特定管理服務，可能包括但不限於管理及維護租賃物業的共享及公共設施（例如屋頂、走廊、花園、樹木、室外管道、排水道、池塘及泊車位等）以及交通及泊車管理。本集團成員公司與大連萬達商業管理集團將另行訂立協議（「獨立租賃協議」），內容有關大連萬達商業管理集團向萬達酒管集團租賃物業（視乎所租賃的特定物業，其可能包括管理服務），該等協議須受物業租賃框架協議之條款及條件以及其項下年度上限所規限。各獨立租賃協議之期限不得超過物業租賃框架協議之期限，而獨立租賃協議之條款應按一般商業條款訂立。

截至二零二一年十二月三十一日止三個年度各年，物業租賃框架協議項下擬進行交易之年度上限分別約為人民幣15,438,000元、人民幣16,114,000元及人民幣16,824,000元。

大連萬達商業管理集團根據物業租賃框架協議於截至二零二零年十二月三十一日止年度就管理服務應付本集團款項之總額約為人民幣14,885,000元。

向大連萬達集團提供酒店設計服務

於二零一九年十月十八日，本公司與大連萬達集團訂立酒店設計框架協議（「酒店設計框架協議」），據此大連萬達集團及／或其附屬公司可不時委聘本集團（包括萬達酒管集團）為大連萬達集團之酒店項目提供酒店設計服務（「酒店設計服務」），其中包括：

- 室內、傢俬、裝置及設備之設計及諮詢服務；
- 後勤區之設計審閱服務；
- 室外指示牌及室內照明設計諮詢服務；及
- 廚房及洗衣房之設計服務

Directors' Report

董事會報告書

for the hotel projects of Dalian Wanda Group for a term until 31 December 2021. Dalian Wanda Group and/or its subsidiaries and the Group shall enter into separate agreements (the “Individual Hotel Design Agreement(s)”) in relation to the provision of Hotel Design Services for relevant projects, which shall be subject to the terms and conditions under the Hotel Design Framework Agreement and the annual caps thereunder. The duration of each Individual Hotel Design Agreement shall not exceed the term of the Hotel Design Framework Agreement and the terms of the Individual Hotel Design Agreements shall be made on normal commercial terms.

The service fees payable by Dalian Wanda Group to the Group for the Hotel Design Services under each Individual Hotel Design Agreement shall be fair and reasonable and shall be determined with reference to the prevailing market prices by taking into account the quotations obtained by Dalian Wanda Group from at least two independent third party suppliers for the provision of equivalent or similar services in their ordinary course of business and which shall not, from the Group's perspective, be less favourable than the rates charged and terms for equivalent or similar services provided by the Group to independent third party in hotels of equivalent or similar grading.

The annual caps of the total amount payable by Dalian Wanda Group for each of the three years ending 31 December 2021 for the provision of hotel design services by the Group are approximately RMB52,340,000, RMB92,450,000 and RMB70,920,000 respectively.

The aggregate amount payable by the Dalian Wanda Group to the Group in respect of the provision of Hotel Design Services under the Hotel Design Framework Agreement for the year ended 31 December 2020 amounted to approximately RMB39,212,000.

Dalian Wanda Group is a controlling shareholder of the Company and therefore a connected person of the Company under the Listing Rules.

For details of the said transaction, please refer to the Company's announcement dated 18 October 2019 and circular dated 28 November 2019.

年期直至二零二一年十二月三十一日。大連萬達集團及／或其附屬公司與本集團須就為相關項目提供酒店設計服務另行訂立協議（「個別酒店設計協議」），該等協議須受酒店設計框架協議項下之條款及條件以及年度上限所規限。各個別酒店設計協議之年期不得超過酒店設計框架協議之年期，而個別酒店設計協議之條款須按一般商業條款訂立。

大連萬達集團就各個別酒店設計協議項下之酒店設計服務應付本集團之服務費用應屬公平合理，並應經參考現行市價後釐定，方法為考慮大連萬達集團從至少兩名獨立第三方供應商獲得之於其日常業務過程中就提供同等或相若服務而作出之報價，且其須對本集團而言不遜於本集團於同等或相若級別酒店向獨立第三方提供同等或相若服務所收取之費率及條款。

大連萬達集團於截至二零二一年十二月三十一日止三個年度各年就本集團所提供之酒店設計服務應付總額之年度上限分別約為人民幣52,340,000元、人民幣92,450,000元及人民幣70,920,000元。

大連萬達集團根據酒店設計框架協議於截至二零二零年十二月三十一日止年度就提供酒店設計服務應付本集團款項之總額約為人民幣39,212,000元。

大連萬達集團為本公司之控股股東，故根據上市規則為本公司之關連人士。

有關上述交易之詳情，請參閱本公司日期為二零一九年十月十八日之公告及日期為二零一九年十一月二十八日之通函。

Directors' Report

董事會報告書

Provision of hotel construction management services to Dalian Wanda Group

On 18 October 2019, the Company entered into the hotel construction management framework agreement (the “Hotel Construction Management Framework Agreement”) with Dalian Wanda Group, pursuant to which Dalian Wanda Group and/or its subsidiaries may from time to time engage the Group including Wanda Hotel Management Group to provide hotel construction management services (the “Hotel Construction Management Services”). For the avoidance of doubt, such services do not include project design, construction and supervision work, in respect of which Dalian Wanda Group should hire relevant professional advisory body(ies) and be responsible for such expenses. Dalian Wanda Group and/or its subsidiaries and the Group shall enter into separate agreements (the “Individual Hotel Construction Management Agreement(s)”) in relation to the provision of hotel construction management services for relevant projects, which shall be subject to the terms and conditions under the Hotel Construction Management Framework Agreement and the annual caps thereunder. The duration of each Individual Hotel Construction Management Agreement shall not exceed the term of the Hotel Construction Management Framework Agreement and the terms of the Individual Hotel Construction Management Agreements shall be made on normal commercial terms.

The service fees payable by Dalian Wanda Group to the pricing policy: Group for the hotel construction management services for each hotel shall be fair and reasonable and the consultation and hotel construction management service fees for each project shall be charged according to the project area and such fee shall not exceed RMB136 per square meter.

The annual caps of the total amount payable by Dalian Wanda Group for each of the three years ending 31 December 2021 for the provision of hotel construction management services by the Group are approximately RMB10,870,000, RMB31,690,000 and RMB25,120,000 respectively.

The aggregate amount payable by the Dalian Wanda Group to the Group in respect of the provision of Hotel Construction Management Services under the Hotel Construction Management Framework agreement for the year ended 31 December 2020 amounted to approximately RMB14,797,000.

向大連萬達集團提供酒店建設管理服務

於二零一九年十月十八日，本公司與大連萬達集團訂立酒店建設管理框架協議（「酒店建設管理框架協議」），據此大連萬達集團及／或其附屬公司可不時委聘本集團（包括萬達酒管集團）提供酒店建設管理服務（「酒店建設管理服務」）。為免生疑，該等服務並不包括項目設計、建築及監督工作，大連萬達集團須就該等服務聘用相關專業顧問人士，並須負責有關開支。大連萬達集團及／或其附屬公司與本集團須就為相關項目提供酒店建設管理服務另行訂立協議（「個別酒店建設管理協議」），該等協議須受酒店建設管理框架協議項下之條款及條件以及年度上限所規限。各個別酒店建設管理協議之年期不得超過酒店建設管理框架協議之年期，而個別酒店建設管理協議之條款須按一般商業條款訂立。

大連萬達集團就各酒店之酒店建設管理服務應付本集團之服務費用須屬公平合理，且各項目之諮詢及酒店建設管理服務費須根據項目面積收取，而該等費用不得超過每平方米人民幣136元。

大連萬達集團於截至二零二一年十二月三十一日止三個年度各年就本集團所提供之酒店建設管理服務應付總額之年度上限分別約為人民幣10,870,000元、人民幣31,690,000元及人民幣25,120,000元。

大連萬達集團根據酒店建設管理框架協議於截至二零二零年十二月三十一日止年度就提供酒店建設管理服務應付本集團款項之總額約人民幣14,797,000元。

Directors' Report

董事會報告書

Dalian Wanda Group is a controlling shareholder of the Company and therefore a connected person of the Company under the Listing Rules.

For details of the said transaction, please refer to the Company's announcement dated 18 October 2019 and circular dated 28 November 2019.

* English translation is directly translated from Chinese and is for illustrative purpose only.

Review by and Confirmation of INEDs

The INEDs have reviewed the continuing connected transactions conducted during the year ended 31 December 2020, and confirmed that such transactions were entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or better to the Group; and
- (3) according to the terms in the relevant transaction agreements, which are fair and reasonable, and in the interests of the shareholders as a whole.

Confirmation by the Auditors

Pursuant to Rule 14A.56 of the Listing Rules, the Directors engaged the auditors of the Company to perform certain work on continuing connected transactions of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. The auditors of the Company have confirmed by way of a letter to the Board that, for the year ended 31 December 2020:

- (1) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (2) 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;

大連萬達集團為本公司之控股股東，故根據上市規則為本公司之關連人士。

有關上述交易之詳情，請參閱本公司日期為二零一九年十月十八日之公告及日期為二零一九年十一月二十八日之通函。

* 英文翻譯為中文之直接翻譯僅供參考。

獨立非執行董事進行之審閱及確認

獨立非執行董事已審閱於截至二零二零年十二月三十一日止年度進行之持續關連交易，並確認有關交易乃：

- (1) 於本集團日常及一般業務過程中訂立；
- (2) 按正常商業條款或對本集團更佳之條款訂立；及
- (3) 根據相關交易協議屬公平及合理之條款訂立，並符合股東之整體利益。

核數師確認

根據上市規則第14A.56條，董事已根據香港會計師公會頒佈之香港核證委聘準則第3000號*歷史財務資料審核或審閱以外之核證委聘*，並參照《實務說明》第740號*關於香港上市規則所述持續關連交易的核數師函件*委聘本公司核數師進行有關本集團持續關連交易之工作。本公司核數師已致函董事會，確認於截至二零二零年十二月三十一日止年度：

- (1) 彼等並不知悉任何致使彼等相信已披露之持續關連交易未獲董事會批准之事項；
- (2) 就涉及由本集團提供商品或服務之交易而言，彼等並不知悉任何致使彼等相信有關交易於所有重大方面均未遵守本集團定價政策之事項；

Directors' Report

董事會報告書

- (3) 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
- (4) with respect to the aggregate amount of each of the continuing connected transactions set out in this annual report, nothing has come to their attention that causes them to believe that such continuing connected transactions have exceeded the annual cap set and disclosed by the Company.

During the year, the Group has not entered into any other significant connected transaction or continuing connected transaction which should be disclosed pursuant to the requirement under the Listing Rules. The Directors confirmed that the Company has complied with the applicable requirements under Chapter 14A of the Listing Rules with regard to the related party transactions set out in note 33 to the financial statements which were also connected transactions or continuing connected transactions.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance to which the Company, its holding company or any of their respective subsidiaries was a party, and in which a Director or any entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2020.

MANAGEMENT CONTRACTS

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

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors are reviewed and recommended by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

- (3) 彼等並不知悉任何致使彼等相信有關交易於所有重大方面均未根據規管該等交易之相關協議訂立之事項；及
- (4) 就本年報所載各項持續關連交易之總金額而言，彼等並不知悉任何致使彼等相信有關持續關連交易已超出本公司設定及披露之年度上限之事項。

本集團於年內並無訂立任何其他根據上市規則之規定須予披露之重大關連交易或持續關連交易。就財務報表附註33所載亦屬關連交易或持續關連交易之關連人士交易而言，董事確認本公司已遵守上市規則第十四A章項下之適用規定。

董事之重大合約權益

董事或任何與董事有關之實體概無於本公司、其控股公司或任何彼等各自之附屬公司訂立，而於年末或截至二零二零年十二月三十一日止年度內任何時間仍然有效，之重大交易、安排或合約中直接或間接擁有重大權益。

管理合約

於本年度，本公司並無訂立或存在任何與本公司全部或任何重大部分業務有關之管理及行政合約。

酬金政策

本集團之僱員酬金政策由薪酬委員會按僱員之表現、資格及能力而釐定。

董事之酬金由薪酬委員會參照本集團之經營業績、個人表現及可資比較市場統計數據作出檢討及建議。

Directors' Report

董事會報告書

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID DIRECTORS/EMPLOYEES

Details of emoluments of the Directors and the five highest paid Directors/employees of the company are set out in notes 9 and 10 to the financial statements.

董事及五名最高薪董事／僱員之酬金

董事及本公司五名最高薪董事／僱員之酬金詳情載於財務報表附註9及10。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2020, the interest of Directors and their respective associates in businesses which compete or are likely to compete, either directly or indirectly, with business of the Group:

董事於競爭業務之權益

於二零二零年十二月三十一日，董事及其各自聯繫人於與本集團業務（不論直接或間接）構成競爭或可能構成競爭之業務中擁有權益如下：

Name of Director/ associate 董事／聯繫人姓名	Name of company 公司名稱	Nature of interest in the company 於該公司中權益之性質	Business of the company 該公司之業務
Mr. Ning Qifeng	DWCM	Interested in underlying shares representing 0.13% of the issued share capital of DWCM	Engaging in property development, property lease, property management and investment holding
寧奇峰先生	大連萬達商業管理	於相當於大連萬達商業管理已發行股本之0.13%之相關股份中擁有權益	從事物業開發、物業租賃、物業管理及投資控股
Mr. Zhang Lin	DWCM	Interested in underlying shares representing 0.22% of the issued share capital of DWCM	Engaging in property development, property lease, property management and investment holding
張霖先生	大連萬達商業管理	於相當於大連萬達商業管理已發行股本之0.22%之相關股份中擁有權益	從事物業開發、物業租賃、物業管理及投資控股

Directors' Report

董事會報告書

Name of Director/ associate 董事／聯繫人姓名	Name of company 公司名稱	Nature of interest in the company 於該公司中權益之性質	Business of the company 該公司之業務
Mr. Han Xu	DWCM	Interested in underlying shares representing 0.035% of the issued share capital of DWCM	Engaging in property development, property lease, property management and investment holding
韓旭先生	大連萬達商業管理	於相當於大連萬達商業管理已發行股本之0.035%之相關股份中擁有權益	從事物業開發、物業租賃、物業管理及投資控股
Mr. He Zhiping	DWCM	Being a shareholder with 0.55% interest	Engaging in property development, property lease, property management and investment holding
何志平先生	大連萬達商業管理	擔任股東，擁有0.55%權益	從事物業開發、物業租賃、物業管理及投資控股

As at 31 December 2020, save as disclosed above, none of the Directors or their respective associates was interested in any business which competes or is likely to compete either directly or indirectly, with business of the Group.

於二零二零年十二月三十一日，除上文所披露者外，概無董事或其各自之聯繫人於任何與本集團業務（不論直接或間接）構成競爭或可能構成競爭之業務中擁有權益。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

購買、出售或贖回本公司之上市證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each INED an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the INEDs to be independent.

獨立非執行董事之確認書

本公司已接獲每名獨立非執行董事根據上市規則第3.13條發出有關獨立性之年度確認書，並認為所有獨立非執行董事均為獨立。

Directors' Report

董事會報告書

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in the information of Directors required to be disclosed is as follows:

Mr. Ding Benxi ceased to be a director of Dalian Wanda Group in September 2020.

Mr. Zhang Lin began serving as the director of Wanda Industry Investment Co., Ltd since January 2021. He has also been serving as the President of Wanda Investment Group since October 2020. He ceased to act as the chairman and a director of Wanda Film Holding Co. Ltd (萬達電影股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002739.SZ) since December 2020. He ceased to be the chief executive officer and president of Wanda Culture since July 2020. He ceased to be the chairman of the board of Infront Holding AG since September 2020. He ceased to be the chairman of World Triathlon Corporation since July 2020.

Dr. Teng Bing Sheng began serving as an independent non-executive director in Litian Pictures Holdings Limited, a company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 9958) since May 2020.

The updated biographical details of the Directors of the Company are set out in the section headed "Directors and Senior Management" of this annual report. Details of the Directors' emoluments are set out in note 9 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

董事資料變動

根據上市規則第13.51B(1)條，須予披露之董事資料變動如下：

於二零二零年九月，丁本錫先生不再擔任大連萬達集團之董事。

張霖先生自二零二一年一月起開始擔任Wanda Industry Investment Co., Ltd之董事。彼亦自二零二零年十月起擔任萬達投資集團總裁。彼自二零二零年十二月起不再擔任萬達電影股份有限公司(一間於深圳證券交易所上市之公司，股份代號：002739.SZ)之董事長及董事。彼自二零二零年七月起不再擔任萬達文化之行政總裁及總裁。彼自二零二零年九月起不再擔任Infront Holding AG之董事會主席。彼自二零二零年七月起不再擔任World Triathlon Corporation之董事長。

滕斌聖博士自二零二零年五月起開始擔任力天影業控股有限公司(其股份於香港聯合交易所有限公司上市之公司，股份代號：9958)之獨立非執行董事。

本公司董事最新履歷詳情載於本年報「董事及高級管理層」一節。董事薪酬詳情載於財務報表附註9。

優先購買權

本公司之公司細則或百慕達法例並無要求本公司須按持股比例向現有股東提呈發售新股之優先購買權規定。

Directors' Report

董事會報告書

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Bye-Laws, subject to the relevant statutes, every Director of the Company shall be indemnified and secured harmless by the Company from and against all actions, costs, charges, losses, damages and expenses which they incur in the execution of their duty or supposed duty. Such provisions were in force during the course of the financial year ended 31 December 2020 and remained in force as of the date of this report.

In addition, the Company has taken out and maintained insurance for the Directors against liabilities to third parties that may be incurred in the course of performing their duties as at the date of this report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this report, the Company has maintained the prescribed public float under the Listing Rules throughout the year ended 31 December 2020.

AUDIT COMMITTEE

The consolidated financial statements for the year ended 31 December 2020 have been reviewed by the Audit Committee.

AUDITORS

During the year, Ernst & Young was re-appointed as the Company's auditors for the year ended 31 December 2020 at the Company's Annual General Meeting held on 27 May 2020 and to hold office until the conclusion of the next Annual General Meeting.

On behalf of the Board

Ning Qifeng

Executive Director

Hong Kong, 17 March 2021

獲准許之彌償條文

根據本公司之公司細則，在有關法規規限下，本公司各董事於執行其職責或假定職責時招致之所有訴訟、費用、收費、損失、損害及開支，須由本公司作出彌償保證，使其免受任何損害。該等條文於截至二零二零年十二月三十一日止財政年度有效，並於截至本報告日期仍然有效。

此外，本公司已為董事就可能於本報告日期履行彼等職責時招致之第三方責任進行投保及續保。

充足公眾持股量

於本報告日期，根據本公司之公開資料及就本公司董事所知，本公司於截至二零二零年十二月三十一日止年度一直維持上市規則規定之公眾持股量。

審核委員會

截至二零二零年十二月三十一日止年度之綜合財務報表經由審核委員會審閱。

核數師

年內，安永會計師事務所於二零二零年五月二十七日舉行之本公司股東週年大會上再次獲委任為本公司截至二零二零年十二月三十一日止年度之核數師，任期直至今屆股東週年大會結束為止。

代表董事會

寧奇峰

執行董事

香港，二零二一年三月十七日

Corporate Governance Report

企業管治報告

The Company is committed to maintaining a high standard of corporate governance with an emphasis on the principles of transparency, accountability and independence. The Board of Directors of the Company (the “Board”) believes that good corporate governance is essential for the effective management, a healthy corporate culture and balancing of business risk. Furthermore, it is also essential to the success of the Company and the enhancement of shareholders’ value.

CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code (the “CG Code”) during the period from 1 January 2020 to 31 December 2020 as contained in Appendix 14 to the Listing Rules. Except for deviation from CG Code provision A.6.7 as explained in the relevant paragraphs on page 62 in this report, the Company has complied with the code provision set out in the CG Code throughout the year ended 31 December 2020.

The Board will continue to monitor and review the Company’s corporate governance practices to ensure compliance.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Following specific enquiry by the Company, all Directors have confirmed that they have complied with the required standard as set out in the Model Code during the year ended 31 December 2020.

本公司致力維持高水平之企業管治，以強調高透明度、問責性及獨立性為原則。本公司董事會（「董事會」）相信優良之企業管治是有效管理、健康之企業文化及均衡之業務風險之關鍵，亦對本公司之成功及提升股東之價值至關重要。

企業管治守則

本公司已於二零二零年一月一日至二零二零年十二月三十一日期間採納上市規則附錄十四所載之企業管治守則（「企業管治守則」）。除本報告第62頁之相關段落所述偏離企業管治守則條文A.6.7條外，本公司於截至二零二零年十二月三十一日止整個年度已遵守企業管治守則所載之守則條文。

董事會將繼續監察及檢討本公司之企業管治常規以確保遵守該等常規。

董事之證券交易

本公司已採納上市規則附錄十所載之標準守則作為有關董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事均確認彼等於截至二零二零年十二月三十一日止年度已遵守標準守則所載之規定準則。

Corporate Governance Report

企業管治報告

THE BOARD OF DIRECTORS

The Board currently comprises seven Directors, including one Executive Director, three Non-executive Directors and three Independent Non-executive Directors. The Company has maintained three Independent Non-executive Directors which represent over one-third of the Board during the year ended 31 December 2020. The Board's composition during the year ended 31 December 2020 and up to the date of this report is set out as follows:

Executive Director:

Mr. Ning Qifeng

Non-executive Directors:

Mr. Ding Benxi (*Chairman*)

Mr. Zhang Lin

Mr. Han Xu

Independent Non-executive Directors ("INED"):

Mr. He Zhiping

Dr. Teng Bing Sheng

Dr. Chen Yan

All Directors have distinguished themselves in their respective fields of expertise and have exhibited high standards of personal and professional ethics and integrity. The brief biographical details of the Directors are set out in the "Directors and Senior Management" section on pages 26 to 30. There are no financial, business, family or other material relationships amongst the Directors.

董事會

董事會目前由七名董事組成，包括一名執行董事、三名非執行董事及三名獨立非執行董事。本公司保持擁有三名獨立非執行董事，佔截至二零二零年十二月三十一日止年度內董事會成員人數逾三分之一。截至二零二零年十二月三十一日止年度及截至本報告日期止，董事會成員載列如下：

執行董事：

寧奇峰先生

非執行董事：

丁本錫先生(*主席*)

張霖先生

韓旭先生

獨立非執行董事(「獨立非執行董事」)：

何志平先生

滕斌聖博士

陳艷博士

所有董事均為彼等專業範疇內之翹楚，以及具備高度的個人及專業道德誠信。董事之簡歷詳情載於第26頁至第30頁之「董事及高級管理層」一節內。董事之間概無任何財務、業務、家族或其他重大關係。

Corporate Governance Report

企業管治報告

BOARD PRACTICE

The Board is collectively and ultimately responsible for how the Company is managed, its strategic direction and performance. There is a formal schedule of matters specifically reserved to and delegated by the Board. The Board has given clear directions to the management team that certain matters (including the following) must be reserved to the Board:

- Publication of final and interim results of the Company;
- Dividend distribution or other distributions;
- Treasury, accounting and remuneration policies;
- Review on internal control system and risk management;
- Changes to major group corporate structure or Board composition requiring notification by announcement;
- Notifiable transactions and non-exempted connected transactions/ continuing connected transactions;
- Proposed transactions requiring shareholders' approval;
- Capital re-structuring and issue of new securities;
- Joint-ventures with outside party involving capital commitment from the Group of over 5% of the relevant size test of the Company; and
- Financial assistance to Directors.

Day-to-day operations of the Group and implementation of the Board's decisions and strategy are delegated to the Company's management team.

The Chairman, assisted by the Company Secretary, has ensured that the Board adheres strictly to all rules and requirements for its meetings and the maintenance of full and proper records. Procedures are established for every Director to have access to Board papers and related information, to have the services of the Company Secretary, and to seek independent professional advice at the Company's expense upon reasonable request.

董事會常規

董事會對本公司之管理、策略性方向及表現集體及最終負責。本公司具有一項正式的預定計劃，列載特別要董事會決定的事項及授權決定的事項。董事會已就須董事會決定的若干事項（包括以下各項）給予管理層清晰的指引：

- 發佈本公司全年及中期業績；
- 股息分派或其他分派；
- 財務政策、會計政策及酬金政策；
- 檢討內部監控系統及風險管理；
- 須以公告通知有關集團主要企業架構或董事會組成之變動；
- 須予公佈的交易及非豁免關連交易／持續關連交易；
- 需股東批准之建議交易；
- 資本重組及發行新證券；
- 與外來方組建需要本集團出資超過本公司相關規模測試5%之合資企業；及
- 對董事之財務援助。

本集團之日常營運及董事會決定及策略之執行則授權本公司管理層處理。

公司秘書協助主席確保董事會嚴格遵守所有會議規則及要求，並保存全面與適當之會議記錄。相關程序經已確立，以便每位董事有權查閱董事會文件及相關資料、向公司秘書尋求服務，並在提出合理要求時，由本公司付費以尋求獨立專業建議。

Corporate Governance Report

企業管治報告

The Board acknowledges their responsibilities for the preparation of the financial statements of the Company and ensures that they are prepared in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publications of such financial statements.

The Board held five meetings during the year ended 31 December 2020, to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results. At least 14 days' notice is given for all regular Board meetings together with the meeting agenda such that all Directors are given the opportunity to include matters for discussion in the agenda. In addition, two general meetings were held during the year ended 31 December 2020 and attendance of each Director at these meetings is set out as follows:

董事會明白須負責編製本公司之財務報表，並確保其符合法定要求及適用之會計準則編製而成。董事會亦需確保及時發佈該等財務報表。

截至二零二零年十二月三十一日止年度內，董事會已舉行五次會議，以討論本集團之整體策略以及營運及財務表現，並審閱及批准本集團之全年及中期業績。所有董事會常規會議均會於最少十四日前發出連同會議議程的通知，以令所有董事均有機會於議程內加入討論事項。此外，於截至二零二零年十二月三十一日止年度內已舉行兩次股東大會，各董事出席該等會議之情況載列如下：

		Number of Board meetings attended/held 董事會會議次數 出席/舉行	Number of general meetings attended/held 股東大會次數 出席/舉行
Executive Director:	執行董事：		
Mr. Ning Qifeng	寧奇峰先生	5/5	0/2
Non-executive Directors:	非執行董事：		
Mr. Ding Benxi (Chairman)	丁本錫先生(主席)	5/5	0/2
Mr. Zhang Lin	張霖先生	5/5	0/2
Mr. Han Xu	韓旭先生	5/5	0/2
Independent Non-executive Directors:	獨立非執行董事：		
Mr. He Zhiping	何志平先生	5/5	0/2
Dr. Teng Bing Sheng	滕斌聖博士	5/5	0/2
Dr. Chen Yan	陳艷博士	5/5	0/2

CG Code provision A.6.7 stipulates that Independent Non-executive Directors and other Non-executive Directors should attend general meetings. Due to other business engagements, certain Independent Non-executive Directors and Non-executive Directors did not attend the annual general meeting and special general meeting. Please refer to the preceding table for details of attendance of the Non-executive Directors and the Independent Non-executive Directors.

企業管治守則條文A.6.7條訂明獨立非執行董事及其他非執行董事應出席股東大會。由於其他公務在身，部分獨立非執行董事以及非執行董事並未出席股東週年大會及特別股東大會。有關非執行董事及獨立非執行董事出席情況之詳情，請參閱上文列表。

Corporate Governance Report

企業管治報告

CG Code provision E.1.2 stipulates that the Chairman of the Board should attend the annual general meeting. Due to other business engagements, the Chairman did not attend the Company's annual general meeting on 27 May 2020. Please refer to the preceding table for details of attendance of the Chairman.

General meeting is one of the channels for communication between the Board and the Company's shareholders. The Company's auditors, were available to answer questions at the annual general meeting held on 27 May 2020. Other than the general meetings, the shareholders may also communicate with the Company through the contact information listed on the Company's website. Measures for effective communication between the Board and the shareholders are described in the paragraphs under "Communication with Shareholders" and "Shareholders' Rights" in this report.

Mr. Ding Benxi was appointed as Non-executive Director and Chairman of the Company on 3 July 2013, and Mr. Ning Qifeng was appointed as Executive Director on 17 November 2017. Whilst the Company has not appointed a chief executive officer, the duties of the chief executive officer have been performed by Mr. Ning Qifeng, the Executive Director of the Company. The Board considers that the current arrangement is adequate in view of the size and complexity of the Group's operations. The Board will consider appointing chief executive officer at an appropriate stage when the Group has increased the size of operation.

NON-EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS

The Non-executive Directors and Independent Non-executive Directors provide the Group with a wide range of expertise and experience. Their active participation in Board and committee meetings brings independent judgment on issues relating to the Group's strategy, performance and management process, taking into account the interests of all shareholders.

The Company has three Non-executive Directors, an Executive Director and three Independent Non-executive Directors, with the number of Independent Non-executive Directors representing over one-third of the Board. One of the Independent Non-executive Directors has appropriate accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Board has received from each Independent Non-executive Director an annual confirmation of his independence in accordance with Rule 3.13 of the Listing Rules and considers that all the Independent Non-executive Directors are independent.

企業管治守則條文E.1.2條訂明董事會主席應出席股東週年大會。由於其他公務在身，主席未能於二零二零年五月二十七日出席本公司之股東週年大會。有關主席出席情況之詳情，請參閱上文列表。

股東大會乃董事會及本公司股東之溝通渠道之一。本公司核數師出席於二零二零年五月二十七日舉行之股東週年大會上解答提問。除股東大會外，股東亦可透過本公司網站所載之聯絡資料與本公司溝通。董事會與股東有效進行溝通之方法載於本報告「與股東之溝通」及「股東權利」各段。

丁本錫先生於二零一三年七月三日獲委任為本公司非執行董事兼主席，而寧奇峰先生於二零一七年十一月十七日獲委任為執行董事。本公司並無委任行政總裁，行政總裁之職務由本公司執行董事寧奇峰先生履行。鑒於本集團營運之規模及複雜性，董事會認為現時的安排屬充份。董事會將於本集團營運規模增長時在適當階段考慮委任行政總裁。

非執行董事及獨立非執行董事

非執行董事及獨立非執行董事為本集團提供廣泛之專業知識及經驗。彼等積極參與董事會及委員會會議，對本集團之策略、表現及管理過程等事宜提供獨立判斷，並顧及全體股東之利益。

本公司擁有三名非執行董事、一名執行董事及三名獨立非執行董事，獨立非執行董事人數佔董事會人數逾三分之一。其中一名獨立非執行董事具備上市規則第3.10條所指適當之會計或相關財務管理專業知識。董事會已接獲每名獨立非執行董事根據上市規則第3.13條發出之有關其獨立性之年度確認書，並認為所有獨立非執行董事均為獨立人士。

Corporate Governance Report

企業管治報告

According to the service contracts, terms of appointment of the Non-executive Directors are three years, from 3 July 2013 to 2 July 2016 for Mr. Ding Benxi, from 17 November 2017 to 16 November 2020 for Mr. Zhang Lin, and from 14 March 2019 to 13 March 2022 for Mr. Han Xu. The terms of appointment for all Non-executive Directors are renewable automatically for successive terms of one year each commencing from the date next after the expiry of the then current term, unless terminated by not less than three months' notice in writing served by either the Non-executive Director or the Company.

According to the service contracts, terms of appointment of the Independent Non-executive Directors are three years, from 29 March 2018 to 28 March 2021 for Mr. He Zhiping and from 12 March 2019 to 20 March 2022 for Dr. Teng Bing Sheng and Dr. Chen Yan. The terms of appointment for all Independent Non-executive Directors Mr. He Zhiping, Dr. Teng Bing Sheng and Dr. Chen Yan, are renewable automatically for successive terms of one year each commencing from the date next after the expiry of the then current term, unless terminated by not less than three months' notice in writing served by either the Independent Non-executive Director or the Company.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Board has established and adopted a written nomination policy (the "Nomination Policy") specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company.

Selection criteria

The Nomination Committee shall, based on those criteria as set out in the Nomination Policy (such as reputation for integrity, qualifications and experience, time commitment and contribution to diversity of the Board according to the Board Diversity Policy, etc.), identify and recommend the proposed candidate to the Board for approval of an appointment. In the case of re-appointment of Director, the Nomination Committee would take into account factors such as contribution, attendance in meetings and level of participation from the retiring Directors. Where the candidate is appointed for the position of independent non-executive Director, the Nomination Committee will also assess his/her independence with reference to the requirements set out in the Listing Rules.

根據服務合約，非執行董事之委任期限為期三年，丁本錫先生之任期為自二零一三年七月三日起至二零一六年七月二日止，張霖先生之任期為自二零一七年十一月十七日起至二零二零年十一月十六日止，而韓旭先生之任期則自二零一九年三月十四日起至二零二二年三月十三日止。全體非執行董事之任期可於當時任期屆滿後翌日起計自動續任一年，惟非執行董事或本公司可透過發出不少於三個月的書面通知予以終止。

根據服務合約，獨立非執行董事之委任期限為期三年，何志平先生之任期自二零一八年三月二十九日起至二零二一年三月二十八日止，而滕斌聖博士及陳艷博士之任期則由二零一九年三月十二日起至二零二二年三月二十日止。全體獨立非執行董事（何志平先生、滕斌聖博士及陳艷博士）之任期可於當時任期屆滿後翌日起計自動續任一年，惟獨立非執行董事或本公司可透過發出不少於三個月的書面通知予以終止。

董事之委任及重選

董事會已設立並採納一套以書面載列之提名政策（「提名政策」），具體列明本公司董事候選人之挑選及推薦程序及準則。

甄選準則

提名委員會應以提名政策所載之準則（如誠信聲譽、資格及經驗、投放時間及根據董事會成員多元化政策對董事會成員多元化作出的貢獻等）作為基礎向董事會物色及建議人選以供批准委任。就重新委任董事而言，提名委員會將考慮退任董事之貢獻、出席會議次數及參與度等因素。倘委任候選人為獨立非執行董事，則提名委員會亦將參照上市規則所載之規定以評估其獨立性。

Corporate Governance Report

企業管治報告

Nomination procedures

In appointing a new Director, the Nomination Committee and/or the Board will first call a meeting of the Nomination Committee and invite nominations of candidates from Board members for its consideration prior to the meeting. The Nomination Committee may also put forward candidates who are not nominated by the Board. The Nomination Committee shall then make recommendations for the Board's consideration and approval. The information, including biography, independence (for nomination of non-executive or independent non-executive directors only), proposed remuneration and other information as required under the applicable laws and regulations will be included in the circular to shareholders. A shareholder may also serve to the principal place of business of the Company in Hong Kong a notice in writing for its intention to propose a resolution to elect a certain candidate as Director and a notice by the nominated person of his/her willingness to be elected according to the Articles of Association, without the Board's recommendation or nomination of the Nomination Committee other than those candidates as set out in the circular. The Board shall then consider and have the final decision on all matters relating to whether to have the recommended candidates to stand for election at a general meeting. The Nomination Committee shall ensure the transparency and fairness of the selection procedure.

New Directors, on appointment, will be given an induction package containing all key legal and Listing Rules' requirements as well as guidelines on the responsibilities and obligations to be observed by a Director. The package will also include the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board. The senior management will subsequently conduct such briefing as is necessary to give the new Directors more detailed information on the Group's operations, business and activities.

提名程序

於委任新董事時，提名委員會及／或董事會將先召開提名委員會會議，並於會議前邀請董事會成員提名人選供其考慮。提名委員會亦可建議並非由董事會提名之人選。提名委員會其後可提出建議供董事會考慮及批准。適用法例及法規所規定之有關資料(包括履歷、獨立性(僅就提名非執行或獨立非執行董事而言)、建議薪酬及其他資料)將載於寄發予股東之通函內。根據組織章程，股東亦可向本公司之香港主要營業地點發出書面通知，表示其擬提呈決議案以選舉通函所載候選人以外且並非由董事會推薦或提名委員會提名之若干人士參選董事，並載列獲提名人士願意參選之通知書。董事會其後將考慮並就有關是否讓推薦候選人於股東大會上膺選之一切事宜作出最終決定。提名委員會須確保甄選程序之透明度及公平性。

新董事在獲委任後將會取得一份就任資料，載有所有主要法律及上市規則規定，以及董事應遵守之責任及義務之指引。資料亦包括本公司最新公佈之財務報告及董事會採納之企業管治常規文件。高級管理人員其後將於有需要時提供說明，為新董事提供更多有關本集團營運、業務及活動之詳細資料。

Corporate Governance Report

企業管治報告

According to Clause 99 of the Bye-Laws of the Company, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation save any Director holding office as Chairman or Managing Director. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices. Further, any Director appointed to fill a casual vacancy or as an addition to the Board should hold office only until the next general meeting and shall then be eligible for re-election at the meeting.

According to code provision A.4.2 of the CG Code of the Listing Rules, all Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

During the year, no amount was paid or payable by the Company to the Directors or any of the 5 highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a Director waived or agree to waive any remuneration during the year.

BOARD COMMITTEES

The Board has established various committees, including a Remuneration Committee, an Audit Committee and a Nomination Committee, each of which has its specific written terms of reference, which are available on the websites of the Hong Kong Stock Exchange and the Company. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board on their decision and recommendations where appropriate. The procedures and arrangements for a Board meeting, as mentioned on pages 61 to 63 in the section headed "Board Practice" above, have been adopted for the committee meetings so far as practicable.

根據本公司之公司細則第99條，在每屆股東週年大會上，三分之一當時在任之董事（或倘董事人數並非三或三之倍數，則最接近三分之一之人數）須輪席退任，惟任何出任主席或董事總經理之董事除外。每年退任之董事指自上次當選後出任時間最長者，惟於同日出任董事之人士（除彼等之間已有協定者外）須以抽籤方式決定。退任董事符合資格可膺選連任。本公司在任何有董事退任之股東大會中均可選出填補空缺之董事。再者，任何填補臨時空缺而獲委任之董事或為董事會新增之成員僅可任職至下屆股東大會為止，屆時彼將合資格可於會上膺選連任。

根據上市規則企業管治守則之守則條文A.4.2條，所有為填補臨時空缺而被委任之董事應在接受委任後之首次股東大會上接受股東選舉。每名董事（包括有指定任期之董事）應輪席退任，至少每三年一次。

年內，本公司概無已付或應付予董事或任何五名最高薪人士之酬金，作為彼等加盟或於加盟本集團時之獎勵或離職補償。年內，概無董事放棄或同意放棄任何酬金之安排。

董事委員會

董事會已成立多個委員會，包括薪酬委員會、審核委員會及提名委員會，各委員會均以書面具體列明其職權範圍（載於香港聯交所及本公司網站）。委員會之所有會議記錄及決議案由公司秘書保存，並提供副本予全體董事會成員傳閱，而各委員會需向董事會匯報其決定及建議（倘適用）。董事會會議之程序及安排（上文第61頁至第63頁之「董事會常規」一節所述）在可行情況下已獲委員會會議所採納。

Corporate Governance Report

企業管治報告

Remuneration Committee

The Remuneration Committee meet at least once a year. One committee meeting was held in 2020 to, among other things, assess the performance of Executive Director, review and discuss the existing policy and structure for the remuneration of Directors, and the remuneration packages of the Directors. The members of the Remuneration Committee and the attendance of each member at the committee meeting are set out as follows:

Committee member	委員會成員	Number of Committee meetings attended/held 委員會會議次數 出席/舉行
Dr. Teng Bing Sheng (<i>Chairman</i>)	滕斌聖博士 (主席)	1/1
Mr. He Zhiping	何志平先生	1/1
Dr. Chen Yan	陳艷博士	1/1

Details of the Directors' remuneration are set out in note 9 to the financial statements.

The Remuneration Committee of the Company has been established since June 2005 to comply with Rule 3.25 of the Listing Rules. The Remuneration Committee currently consists of three members, all of them are Independent Non-executive Directors. The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice in accordance with the Company's policy if considered necessary.

The major roles and functions of the Remuneration Committee are:

- (i) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and establish a formal and transparent procedure for developing remuneration policy;
- (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (iii) to make recommendations to the Board on the remuneration package of individual executive directors and senior management;

薪酬委員會

薪酬委員會每年至少召開一次會議。於二零二零年已舉行一次委員會會議，以(其中包括)評估執行董事之表現，檢討及討論董事現時之薪酬政策及架構，以及董事之薪酬待遇。薪酬委員會之成員以及各成員出席委員會會議之情況載列如下：

董事薪酬之詳情載於財務報表附註9。

本公司自二零零五年六月成立薪酬委員會，以遵守上市規則第3.25條。薪酬委員會現時由三名成員組成，全部均為獨立非執行董事。薪酬委員會獲提供充裕資源以履行其職務，並可按本公司之政策在認為有需要時尋求獨立專業意見。

薪酬委員會之主要角色及職能為：

- (i) 就本公司董事及高級管理人員之全體薪酬政策及架構，及就設立正規而具透明度之程序制訂薪酬政策，向董事會提出建議；
- (ii) 參照董事會訂立之公司目標及宗旨，檢討並批准管理層之薪酬提案；
- (iii) 就個別執行董事及高級管理層之薪酬待遇向董事會提出建議；

Corporate Governance Report

企業管治報告

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| <p>(iv) to make recommendations to the Board on the remuneration of Non-executive Directors;</p> | <p>(iv) 就非執行董事之薪酬向董事會提出建議；</p> |
| <p>(v) to consider salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the group of which the Company is a member company;</p> | <p>(v) 考慮同類公司支付之薪酬、須付出的時間及職責以及本公司為成員公司之集團內其他職位之僱用條件；</p> |
| <p>(vi) to review and approve compensation payable to Executive Directors and senior management for any loss or termination of their office or appointment;</p> | <p>(vi) 檢討並批准向執行董事及高級管理層支付任何喪失或終止職務或委任之賠償；</p> |
| <p>(vii) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct; and</p> | <p>(vii) 檢討並批准因董事行為失當而遭解僱或罷免所涉及之賠償安排；及</p> |
| <p>(viii) to ensure that no Director or any of his associates is involved in deciding his own remuneration.</p> | <p>(viii) 確保概無董事或其任何聯系人參與釐定其本身之薪酬。</p> |

For the year ended 31 December 2020, the remuneration of the members of the senior management who are not Directors are within the following band:

截至二零二零年十二月三十一日止年度，並非董事之高級管理層成員之薪酬介乎以下範圍：

Total remuneration band (HK\$)	薪酬總額範圍(港元)	Number of individuals 人數
HK\$1 million or below	1,000,000 港元或以下	2

Corporate Governance Report

企業管治報告

Audit Committee

The Audit Committee meet at least twice each year. In 2020, the Audit Committee met two times to, among other things, consider the annual results of the Group for the financial year ended 31 December 2019 and the interim results of the Group for the 6 months ended 30 June 2020, discuss with the auditors of the Company on internal control, risk management, compliance with rules and regulations, auditors' independence, auditors' remuneration and the scope of work in relation to the annual audit. The members of the Audit Committee and the attendance records of each member at the committee meetings in 2020 are set out as follows:

Committee member	委員會成員	Number of Committee meetings attended/held 委員會會議次數 出席／舉行
Dr. Chen Yan (<i>Chairwoman</i>)	陳艷博士(主席)	2/2
Mr. He Zhiping	何志平先生	2/2
Dr. Teng Bing Sheng	滕斌聖博士	2/2

The Company has established the Audit Committee with written terms of reference, which was amended and re-adopted by the Board with effect from 1 January 2019, in accordance with the requirements of the CG Code for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. As at the date of this report, the Audit Committee is comprised of three Independent Non-executive Directors, namely Dr. Chen Yan, Mr. He Zhiping and Dr. Teng Bing Sheng.

The major roles and functions of the Audit Committee are:

- (i) to consider and recommend to the Board on the appointment, re-appointment and removal of the external auditors;
- (ii) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (iii) to approve the engagement of the external auditors to perform non-audit services;

審核委員會

審核委員會每年至少召開兩次會議。審核委員會於二零二零年已舉行兩次會議，以(其中包括)考慮本集團截至二零一九年十二月三十一日止財政年度之年度業績及本集團截至二零二零年六月三十日止六個月之中期業績，與本公司核數師討論內部監控、風險管理、遵守規則及規例的情況、核數師獨立性、核數師薪酬及年度核數工作範圍。於二零二零年，審核委員會成員以及各成員出席委員會會議之情況載列如下：

本公司已成立審核委員會，根據企業管治守則之規定以書面具體列明其職權範圍，並經董事會修訂及重新採納，自二零一九年一月一日起生效，以檢討及監督本集團之財務報告程序及內部監控。於本報告日期，審核委員會由三名獨立非執行董事陳艷博士、何志平先生及滕斌聖博士組成。

審核委員會之主要角色及職能為：

- (i) 考慮外聘核數師之委任、重新委任及罷免，並向董事會提出建議；
- (ii) 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；
- (iii) 批准僱用外聘核數師執行非審計服務；

Corporate Governance Report

企業管治報告

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| <p>(iv) to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication quarterly reports and to review significant financial reporting judgments contained in them;</p> | <p>(iv) 監察本公司的財務報表以及年度報告及賬目、半年度報告及(若擬編製刊發)季度報告的完整性，並審閱報表及報告所載有關財務申報的重大判斷；</p> |
| <p>(v) to liaise with the Board and senior management and must meet with the Company's auditors;</p> | <p>(v) 與董事會及高級管理人員聯絡，並須與本公司核數師會面；</p> |
| <p>(vi) to review the Company's financial controls, internal control and risk management systems;</p> | <p>(vi) 檢討本公司的財務監控、內部監控及風險管理制度；</p> |
| <p>(vii) to discuss the risk management and internal control system with management to ensure that management has performed its duty to have effective internal control and risk management systems;</p> | <p>(vii) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的內部監控及風險管理系統；</p> |
| <p>(viii) to review the Group's financial and accounting policies and practices;</p> | <p>(viii) 檢討本集團的財務及會計政策及實務；</p> |
| <p>(ix) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;</p> | <p>(ix) 應董事會的委派或主動就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；</p> |
| <p>(x) to ensure coordination between the internal and external auditors;</p> | <p>(x) 確保內部和外聘核數師的工作得到協調；</p> |
| <p>(xi) to review the external auditors' management letter;</p> | <p>(xi) 檢查外聘核數師給予管理層的函件；</p> |
| <p>(xii) to ensure the Board will provide a timely response to the issues raised in the external auditors' management letter; and</p> | <p>(xii) 確保董事會及時回應於外聘核數師給予管理層的函件中提出的事宜；及</p> |
| <p>(xiii) to review reports on the Company's compliance with the CG Code and disclosures in this report.</p> | <p>(xiii) 審閱有關本公司遵守企業管治守則之情況及於本報告內之披露資料之報告。</p> |

The Audit Committee has explicit authority to investigate into any matter under the scope of its duties and the authority to obtain independent professional advice. It is given full access to and assistance from management and reasonable resources to discharge its duties properly. The Audit Committee meets with the external auditors at least twice every year.

審核委員會對任何其職權範圍內之事宜有明確之權力進行調查，並有權向獨立專業人士尋求建議。審核委員會可全面接觸管理層及獲得管理層之協助，並可合理地獲得所需資源以妥為履行其職責。審核委員會最少每年與外聘核數師開兩次會議。

Corporate Governance Report

企業管治報告

Nomination Committee

The Nomination Committee shall meet at least once a year. One committee meeting was held in 2020 to, among other things, review the composition of the Board, consider the independence of the Independent Non-executive Directors and the retirement and re-election of directors. The members of the Nomination Committee and the attendance of each member at the committee meeting are set out as follows:

Committee member	委員會成員	Number of Committee meetings attended/held 委員會會議次數 出席／舉行
Mr. Ding Benxi (Chairman)	丁本錫先生(主席)	1/1
Dr. Teng Bing Sheng	滕斌聖博士	1/1
Dr. Chen Yan	陳艷博士	1/1

The Company established the Nomination Committee with written terms of reference in June 2005, which was amended and re-adopted by the Board with effect from 1 January 2019. It currently consists of three members, including a Non-executive Director and two Independent Non-executive Directors. The Nomination Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice in accordance with the Company's policy if considered necessary.

The major roles and functions of the Nomination Committee are:

- (i) to review the performance of the Board and ensure that the Board and its committees consist of directors with the appropriate balance of skills, diversity and knowledge of the Company to enable it to discharge its duties effectively;
- (ii) to assist the Board in succession planning for the Board and senior management;

提名委員會

提名委員會每年須至少召開一次會議。於二零二零年已舉行一次委員會會議，以(其中包括)檢討董事會之組成、考慮獨立非執行董事之獨立性以及董事之退任及重選。提名委員會成員以及各成員出席委員會會議之情況載列如下：

本公司於二零零五年六月成立提名委員會，並以書面具體列明其職權範圍。並經董事會修訂及重新採納，自二零一九年一月一日起生效。其現時由三名成員組成，包括一名非執行董事及兩名獨立非執行董事。提名委員會獲提供充裕資源以履行其職務，並可按本公司之政策在認為有需要時尋求獨立專業意見。

提名委員會之主要角色及職能為：

- (i) 檢討董事會的表現，並確保組成董事會及其委員會的董事的技能、多元化及對本公司的認識達致適當平衡，讓董事會能有效履行其職責；
- (ii) 協助董事會制定董事會及高級管理層的繼任計劃；

Corporate Governance Report

企業管治報告

- (iii) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. When reviewing the structure, size and composition of the Board, the Nomination Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the Board diversity policy adopted by the Company from time to time to achieve Board diversity;
 - (iv) to draw up, review and update, as appropriate, the diversity policy for the Board's approval having due regard to the requirements of the Listing Rules in place from time to time, review and update the objectives that the Board has set for implementing such policy, and disclose the policy on diversity or a summary of the policy in the Company's corporate governance report;
 - (v) to develop, review and implement, as appropriate, the policy for the nomination of Board members, which includes the criteria, process and procedures for the identification, selection and nomination of candidates for Directors for the Board's approval. Such criteria include but are not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity in accordance with the Company's diversity policy. The Nomination Committee should disclose in the Company's corporate governance report the nomination policy and the progress made towards achieving the objectives set in the policy;
 - (vi) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (vii) to assess the independence of independent non-executive directors having regard to relevant guidelines or requirements of the Listing Rules in place from time to time and, if a proposed director will be holding their seventh (or more) listed company directorship, his/her ability to devote sufficient time to Board matters;
- (iii) 至少每年一次檢討董事會的架構、規模及組成(包括技能、知識及經驗),並就任何為配合本公司的企業策略而擬作出的變動向董事會提出建議。在檢討董事會的架構、規模及組成時,提名委員會必須根據本公司不時採納的董事會成員多元化政策考慮多項因素,包括但不限於性別、年齡、文化及教育背景或專業經驗,以達致董事會成員多元化;
 - (iv) 充分參照不時生效的上市規則規定,制定、檢討及更新(如適用)成員多元化政策供董事會批准,並檢討及更新董事會為落實該政策而制定的目標,以及於本公司的企業管治報告內披露成員多元化政策或政策的概要;
 - (v) 制定、檢討及落實(如適用)提名董事會成員的政策,其中包括物色、甄選及提名董事候選人供董事會批准的準則、過程及程序。按照本公司的成員多元化政策,該等準則包括但不限於候選人在資格、技能、經驗、獨立性及性別多元化方面可為董事會帶來的潛在貢獻。提名委員會須於本公司的企業管治報告內披露提名政策及達致政策設定的目標的進度;
 - (vi) 物色具備合適資格可擔任董事會成員的人士,並挑選提名有關人士出任董事或就此向董事會提供意見;
 - (vii) 參照不時生效的上市規則的相關指引或規定評核獨立非執行董事的獨立性,及倘擬任董事將出任其第七間(或以上)上市公司的董事職位,則評核其投入足夠時間處理董事會事務的能力;

Corporate Governance Report

企業管治報告

- (viii) to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors and senior management, in particular the chairman and the chief executive, taking into account all factors which the Nomination Committee considers appropriate including objective criteria and potential contributions a candidate can bring with due regard for the benefits of diversity on the Board, the challenges and opportunities facing the Group and skills and expertise required in the future and ensure that senior management succession planning is discussed at the Board at least once annually;
- (ix) to keep under review the leadership needs and leadership training and development programmes of the Group, with a view to ensuring the continued ability of the Group to function effectively and compete in the market;
- (x) to evaluate the needs for, and monitor the training and development of, directors;
- (xi) to develop the procedures for the performance evaluation of the Board committees:
- (a) review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of the Board committees and the chairman of each committee;
- (b) recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable;
- (c) review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/or any Board committees and make recommendations for any changes;
- (xii) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
- (xiii) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board.
- (viii) 就董事委任或重新委任以及董事及高級管理層(尤其是主席及主要行政人員)的繼任計劃向董事會提出建議,當中已考慮提名委員會認為屬恰當的所有因素,包括客觀準則,及經參照董事會成員多元化的好處、本集團面對的挑戰及機遇以及未來需要的技能及專長後候選人可帶來的潛在貢獻,並確保董事會至少每年一次討論高級管理層的繼任計劃;
- (ix) 持續檢討本集團對領導才能的需要以及領導培訓及發展課程,以確保本集團持續有效運作及在市場上競爭的能力;
- (x) 評估董事對培訓及發展的需要並監察董事的培訓及發展;
- (xi) 制定評估董事委員會表現的程序:
- (a) 檢討並評核任職不同董事委員會所需的技能、知識及經驗,並就委任董事委員會成員及各委員會主席提出建議;
- (b) 在必要或適宜的情況下,向董事會推薦候選人填補董事委員會的空缺或新職位;
- (c) 檢討自評估董事會及/或任何董事委員會所得的對董事委員會角色及效能的意見,並就任何變動提出建議;
- (xii) 採取任何行動使提名委員會可履行董事會賦予的權力及職能;及
- (xiii) 符合董事會不時指定的任何要求、指示及規例。

Corporate Governance Report

企業管治報告

Board Diversity

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length service. All Board appointments will be based on merit, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. According to Rule 13.92 of the Listing Rules, the above Board diversity policy of the Company has been approved by the Board and adopted by the Nomination Committee on 23 August 2013 and amended with effect from 1 January 2019 in compliance with the Listing Rules.

The Nomination Committee holds meeting at least once a year to review the diversity of the Board and discuss the measurable objectives, including knowledge, appropriate professional qualifications, relevant business background and experience, skills, relevant management expertise and independence of Directors, and give recommendation to the Board. During the year, the Nomination Committee takes the view that the measurable objectives were achieved to a large extent. It paid particular attention on the cultural and educational background, professional and technical experience, and skills of the members of Board and also reviewed the composition between Executive Directors and Independent Non-executive Directors so as to ensure appropriate independence within the Board.

董事會成員多元化

為達致可持續的均衡發展，本公司視董事會層面日益多元化為支援其達到戰略目標及維持可持續發展的關鍵元素。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則。並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。根據上市規則第13.92條，上述本公司之董事會成員多元化政策已於二零一三年八月二十三日由董事會通過及由提名委員會採納並經修訂（於二零一九年一月一日起生效），以遵守上市規則。

提名委員會每年最少舉行一次會議，審閱董事會成員多元化政策，並討論可計量目標（包括知識、適當之專業資格、相關業務背景及經驗、技能、相關管理專長、以及董事之獨立性）及向董事會提供意見。年內提名委員會認為在相當程度上達致可計量目標。提名委員會專注文化及教育背景、專業及技能專長、董事會成員技能，並審閱執行董事及獨立非執行董事之組成，以確保董事會內適當之獨立性。

Corporate Governance Report

企業管治報告

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility for preparing, with the support from the Group's finance department, the financial statements of the Group and ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group. The Directors also confirm that, to the best of their knowledge, information and belief, having made all reasonable enquires, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as going concern.

The report of the Company's external auditors, Ernst & Young, and their reporting responsibilities on the financial statements of the Group are set out in the Independent Auditor's Report from pages 117 to 123.

External Auditors' Independence and Remuneration

The Audit Committee is mandated to monitor the independence of the external auditors to ensure the objectivity in the financial statements. Members of the Committee are of the view that the Company's external auditors are independent. During the year, the remuneration paid/payable to the Company's external auditors are set out as follows:

Services rendered for the Group	向本集團提供之服務	Fee paid/payable 已付／應付費用 HK\$'000 千港元
Annual audit services	年度核數服務	1,095
Non-audit services:	非核數服務：	
Review of interim report	審閱中期報告	346
Special projects	特別項目	818

問責及審核

財務匯報

董事確認彼等於本集團財務部之協助下編製本集團財務報表之責任，並確保財務報表符合法定要求及適用之會計準則。董事亦確保及時發佈本集團之財務報表。董事經作出一切合理查詢後確認，就彼等所知、所悉及所信，董事並不知悉有任何重大不明朗因素，乃有關於可能使本公司按持續基準經營之能力存在重大疑問之事件或狀況。

本公司外聘核數師安永會計師事務所之報告及其對本集團財務報表之匯報責任載於第117頁至第123頁之獨立核數師報告。

外聘核數師之獨立性及酬金

審核委員會獲授權監察外聘核數師之獨立性，以確保財務報表之客觀性。委員會成員認為本公司之外聘核數師具獨立性。於年內，已付／應付本公司外聘核數師之酬金載列如下：

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for maintaining sound and effective risk management and internal control systems of the Group. The Group's system of risk management and internal control includes a defined management structure with limited authority, and is designed to achieve business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provisions of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. The system is put in place to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives. The Board has conducted review of the Group's risk management and internal control systems during the year ended 31 December 2020 including financial, operational controls and risk management functions and ensured the adequacy of resources, staff qualifications and experience, training programmes and budget for the Group's accounting and financial reporting functions at least annually. The Board has also reviewed the effectiveness of the risk management and internal control systems and considered them to be effective and adequate.

In relation to the Board's risk management and internal control functions, the Board fulfils its duties by determining the policy for the corporate governance of the Company by reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, developing and monitoring the codes of conduct applicable to employees and the Directors of the Company, reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report, and receiving and monitoring the training and continuous professional development of Directors and senior management of the Company. Where any significant risks are identified, the Board will evaluate and manage such risks by considering the severity of the impact of the risk on the Company's financial results, the probability that the risk will occur and the imminence of the risk.

風險管理及內部監控

董事會全面負責維持本集團良好有效之風險管理及內部監控系統。本集團之風險管理及內部監控系統包括界定管理層架構之權力範圍，並旨在達致業務目標、保護資產以防未經授權使用或處置、確保適當之會計記錄得以保存以便提供可靠之財務資料供內部使用或對外發放，並保證遵守有關法例及規例。上述已制訂之系統合理（但並非絕對）保證並無重大失實陳述或損失，及管理（但並非完全消除）營運系統失誤及本集團未能達標之風險。董事會於截至二零二零年十二月三十一日止年度內對本集團風險管理及內部監控系統進行至少每年一次之檢討，包括財務、營運監控及風險管理職能，並確保本集團在會計及財務匯報職能方面的資源、員工資歷及經驗、培訓以及預算均為足夠。董事會亦已檢討風險管理及內部監控系統的有效性，認為該等系統均為有效、充足。

關於董事會的風險管理和內部監控職能，董事會已通過審閱和監督本公司對遵守法律與監管要求的政策和慣例以制定本公司治理政策，發展並監察適用於本公司職工和董事的行為守則，審閱本公司遵守企業管治守則情況及企業管治報告中披露情況，接受和監督本公司董事、高級管理人員的培訓和持續專業發展等各項以履行職責。如果發現重大風險，董事會將通過考慮該等風險對本公司財務業績影響的嚴重程度、該等風險發生的可能性和即將發生與否，以評估和管理該等風險。

Corporate Governance Report

企業管治報告

The Group does not have an internal audit function, but instead shares and benefits from the internal audit function of its parent, DWCM, which operates an internal audit function for all of its subsidiaries, including the Group. The Board has reviewed the effectiveness of the risk management and internal control systems of the Company and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the efficiency and effectiveness of the current internal audit arrangement. The situation will be reviewed from time to time.

The Group has adopted procedures for the handling and dissemination of inside information in a timely manner and in compliance with the SFO. The procedures and their effectiveness are subject to review on a regular basis. Unless the inside information falls within any of the safe harbors as permitted under the SFO, the Group is required to disseminate such information through the electronic publication system operated by the Stock Exchange to the public in a timely manner. All Directors, officers and relevant employees are required to take reasonable precautions for preserving the confidentiality of inside information and the relevant announcement (if applicable) before publication. If the Group believes that the necessary degree of confidentiality cannot be maintained, the Group will immediately disclose the information to the public as soon as reasonably practicable.

Directors' Training

Pursuant to CG Code Provision A.6.5, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. The Directors have been given relevant guideline materials to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills on the roles, functions and duties of a director of a listed company.

New Directors, on appointment, will be given an induction package containing all key legal and Listing Rules' requirements as well as guidelines on the responsibilities and obligations to be observed by a director. The package will also include the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board.

本集團並無設有內部審計職能部門，但受惠自其母公司大連萬達商業管理（為其所有附屬公司（包括本集團）運作內部審計職能部門）之內部審計職能。董事會已檢討本公司風險管理及內部監控系統之成效，目前認為鑒於當前之內部審計安排之效率及成效，毋須即時於本集團設立內部審計職能部門。本集團將不時檢討該情況。

本集團已實行及時處理及發佈內幕消息的程序，並遵守證券及期貨條例。該等程序及其有效性須定期檢討。除非內幕消息屬於證券及期貨條例所允許的任何安全港範圍內，否則本集團須透過聯交所營運之電子登載系統及時向公眾人士發佈有關消息。所有董事、高級人員及相關僱員須在發佈前採取合理預防措施，將內幕消息及相關公佈（如適用）保密。倘本集團認為無法維持必要的保密程度，本集團將即時在合理可行情況下盡快向公眾披露有關資料。

董事培訓

根據企業管治守則條文A.6.5條，所有董事應參與持續專業發展，發展及更新其知識及技能。各董事已獲相關指引材料，以確保其獲悉與本公司業務相關的商業、法律與監管規定的最新變化，並更新其作為上市公司董事於角色、職能及職責方面的知識及技能。

新董事在獲委任後將會取得一份就任資料，載有所有主要法律及上市規則規定，以及董事應遵守之責任及義務之指引。資料亦將包括本公司最新公佈之財務報告及董事會採納之企業管治常規文件。

Corporate Governance Report

企業管治報告

The Company also continuously updates Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are also issued to Directors where appropriate to ensure their awareness of best corporate governance practices.

The Directors are continually updated on the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors will be arranged where necessary. Individual Directors also participated in the courses relating to the roles, functions and duties of a listed company director or further enhancement of their professional development by way of attending training courses or via online aids or reading relevant materials.

All the Directors (namely, Mr. Ding Benxi, Mr. Zhang Lin, Mr. Han Xu, Mr. Ning Qifeng, Mr. He Zhiping, Dr. Teng Bing Sheng and Dr. Chen Yan) have participated in relevant trainings and have provided the relevant records to the Company. The Directors developed and updated their knowledge and skills through participation in the training programmes, which in turn ensures that they could make suitable contribution to the Board.

Company Secretary's Training

Pursuant to Rule 3.29 of the Listing Rules, the Company Secretary must take no less than 15 hours of relevant professional training in each financial year. The Company Secretary provided her training records to the Company indicating more than 15 hours of relevant professional development by means of attending in-house briefings, attending seminars and reading relevant guideline materials for the financial year ended 31 December 2020.

COMMUNICATION WITH SHAREHOLDERS

The Board recognizes the importance of good and effective communication with its shareholders. Information in relation to the Group is disseminated to shareholders in a timely manner through a number of formal channels, which include interim reports, annual reports, announcements, notices and circulars, which are published to the website of the Stock Exchange and the Company's own website.

本公司亦持續為董事提供有關上市規則及其他適用監管規定之最新發展，以確保董事遵守該等規則及提高其對良好企業管治常規之意識。在適當的情況下，本公司亦會向董事發出通函或指引附註，以確保彼等對最佳企業管治常規保持警覺性。

董事將持續獲提供有關法定及監管制度以及業務環境之最新資料，以協助彼等履行職責。本公司將於有需要時持續向董事提供資訊及專業發展。個別董事亦參與有關上市公司董事角色、職能及職責之課程或透過參加培訓課程或透過網上支援或閱讀有關資料而進一步提高其專業發展水平。

全體董事(即丁本錫先生、張霖先生、韓旭先生、寧奇峰先生、何志平先生、滕斌聖博士和陳艷博士)已參與有關培訓，並向本公司提供有關記錄。董事透過參與培訓計劃發展及更新彼等之知識及技能，亦確保彼等能為董事會作出適當貢獻。

公司秘書培訓

根據上市規則第3.29條，公司秘書必須於每個財政年度接受不少於15小時的相關專業培訓。截至二零二零年十二月三十一日止財政年度，公司秘書向本公司提供其培訓記錄，顯示其透過出席內部簡介會、出席講座及閱讀相關指引材料的方式接受超過15小時的相關專業培訓。

與股東之溝通

董事會瞭解與其股東保持良好及有效聯繫之重要性。有關本集團之資料乃透過多種正式途徑適時向股東傳達，包括於聯交所網站及本公司本身的網站內刊登之中期報告、年報、公告、通告及通函。

Corporate Governance Report

企業管治報告

The Company's annual general meeting (the "AGM") is a valuable forum for the Board to communicate directly with the Company's shareholders. The Chairman actively seeks to participate at the AGM and personally chair the AGM to answer any questions from the Company's shareholders. A separate resolution is proposed by the Chairman in respect of each issue to be considered at the AGM. An AGM circular is distributed to all shareholders at least 21 days prior to the AGM, setting out details of each propose resolution, voting procedures (including procedures for demanding and conducting a poll) and other relevant information. The Chairman explains the procedures for demanding and conducting a poll again at the beginning of the AGM, and (except where a poll is demanded) reveals how many proxies for and against have been received in respect of each resolution.

SHAREHOLDERS' RIGHTS

Set out below is a summary of certain rights of the Company's shareholders as required to be disclosed pursuant to the CG Code.

Convening an Extraordinary General Meeting and Procedures for Putting Forward Proposals by Shareholders at General Meeting

Shareholders may request the Company to convene a general meeting according to the provision as set out in the Company's Bye-Laws and the Companies Act of Bermuda. A copy of the Company's Bye-Laws is available on the Company's website.

Shareholders holding not less than one-twentieth (5%) of the total voting rights of the Company, or not less than 100 shareholders, can put forward a proposal at a general meeting of the Company pursuant to and in accordance with the Companies Act of Bermuda. The requisition specifying the proposal, duly signed by the requisitionists, together with a statement with respect to the matter referred to in the proposal, must be deposited at the principal office of the Company in Hong Kong or the Company's Hong Kong branch share registrar and transfer office with a sum reasonably sufficient to meet the Company's relevant expenses.

本公司股東週年大會（「股東週年大會」）乃董事會直接與本公司股東聯繫之寶貴機會。主席尋求積極參與並親自主持股東週年大會，以於股東週年大會上回應本公司股東之任何詢問。主席就每項將於股東週年大會上審議之議題提呈個別之決議案。股東週年大會之通函於股東週年大會舉行前最少二十一天發送予全體股東，通函載列每項擬提呈決議案之詳情、投票程序（包括要求以投票方式進行表決之程序）及其他相關資料。主席於股東週年大會開始時，會再次解釋要求以投票方式進行表決之程序，及（要求以投票方式表決者除外）宣佈就每項決議案已接獲委任代表之贊成及反對票數。

股東權利

以下為本公司股東根據企業管治守則須予披露之若干權利之概要。

召開股東特別大會及股東於股東大會上提呈建議之程序

股東可要求本公司根據本公司之公司細則及百慕達公司法所載之條文召開股東大會。本公司之公司細則副本載於本公司網站。

根據及按照百慕達公司法，持有本公司不少於二十分之一（5%）總投票權之股東，或不少於100名股東，可於本公司股東大會上提呈建議。經請求人簽妥之要求書須註明提呈之建議，載有關於該建議內所述事宜，並隨附合理足夠金額以滿足本公司相關開支的要求，送交本公司香港主要辦事處或本公司的香港股份過戶登記分處。

Corporate Governance Report

企業管治報告

The procedure for Shareholders to nominate a person for election as a Director is also available on the Company's website. Subject to the Bye-Laws of the Company, any shareholder wishing to nominate an individual for election as a Director of the Company at the AGM shall, no later than 7 days prior to the relevant general meeting, submit a completed form of nomination to the principal place of business of the Company in Hong Kong, and in default the form of nomination submitted shall be treated as invalid. Any such form of nomination shall be accompanied by a biographical profile of each proposed nominee and a written statement from the proposed nominee consenting to be nominated and, if nominated and elected, consenting to serve as a Director of the Company. The biographical profile of each proposed nominee shall include at least the following information: (i) full name, age and address of the proposed nominee; (ii) past and present directorships (if any) and employment of the proposed nominee; (iii) the information as required to be include in the announcement of the Company under Rule 13.51(2) of the Listing Rules.

Enquiries from shareholders to the Board

In order to ensure effective communication between the Company's shareholders and the Board, the Company adopted the shareholders communication procedures on 28 February 2012. According to the shareholders communication procedures, the Board is responsible for maintaining an on-going dialogue with the Company's shareholders and in particular, use AGMs or other general meetings to communicate with them and encourage their participation. The chairman of the Board should attend the annual general meeting. He should also invite the Independent Non-executive Directors, the chairmen of the Audit, Remuneration, Nomination and any other Committees (as appropriate) to attend. In their absence, the chairman should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the AGM.

The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that requires independent shareholders' approval.

股東提名人士參選董事之程序亦載於本公司網站。根據本公司之公司細則，任何股東如欲於股東週年大會上提名個別人士參選本公司董事，須於有關股東大會前七天將已填妥之提名表格遞交本公司之香港主要營業地點，未能如期遞交提名表格即視作無效。任何提名表格須連同每名建議提名人士之履歷，以及建議提名人士同意被提名及(如獲提名及參選)同意出任本公司董事之書面陳述遞交。每名建議提名人士之履歷須最少包括以下資料：(i) 建議提名人士之全名、年齡及住址；(ii) 建議提名人士過去及現時擔任之董事職務(如有)及職業；(iii) 根據上市規則第13.51(2)條須載於本公司公告之資料。

股東向董事會作出查詢

為確保本公司股東與董事會能有效溝通，本公司於二零一二年二月二十八日採納股東溝通程序。根據股東溝通程序，董事會應負責與本公司股東持續保持對話，尤其是藉股東週年大會或其他股東大會與股東溝通及鼓勵彼等參與。董事會主席應出席股東週年大會，亦應邀請獨立非執行董事、審核委員會、薪酬委員會、提名委員會及任何其他委員會之主席(視何者適用而定)出席。倘彼等未克出席，主席應邀請委員會另一名成員或如該成員未克出席，則其適當委任之代表出席。該等人士應在股東週年大會上回答提問。

獨立董事委員會的主席(如有)亦應在任何批准關連交易或須獨立股東批准之任何其他交易之股東大會上回答提問。

Corporate Governance Report

企業管治報告

Shareholders may at any time send their enquiries and concerns to the Board in writing, whose contact details are as follows:

The Board of Directors
Wanda Hotel Development Company Limited
Unit 3007, 30th Floor
Two Exchange Square
8 Connaught Place
Central, Hong Kong

The Board and/or relevant board committees of the Company will consider the enquiries and concerns raised by the shareholders and reply as appropriate.

CONSTITUTIONAL DOCUMENTS

There are no significant changes in the Company's constitutional documents during the year ended 31 December 2020.

CORPORATE GOVERNANCE ENHANCEMENT

Enhancing corporate governance is not simply a matter of applying and complying with the CG Code but about promoting and developing an ethical and healthy corporate culture. We will continue to review and, where appropriate, improve our current practices on the basis of our experience, regulatory changes and developments. Any views and suggestions from our shareholders are also welcome.

股東可隨時以書面形式向董事會提出查詢及關注事項，董事會的聯絡資料如下：

香港中環
康樂廣場8號
交易廣場2座
30樓3007室
萬達酒店發展有限公司
董事會

董事會及／或本公司相關董事委員會將會審議股東提出的查詢及關注事項，並於適當時候作出回覆。

章程文件

截至二零二零年十二月三十一日止年度，本公司之章程文件並無重大改變。

提升企業管治水平

提升企業管治並非單純應用及遵守企業管治守則，乃關乎推動及建立道德與健全之企業文化。本公司將不斷檢討並按經驗、監管變動及發展，於適當時候改善現行常規。本公司亦歡迎股東提供任何意見及建議。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

This Environmental, Social and Governance Report (the “Report”) highlights the Group’s environmental, social and governance (“ESG”) strategy, measures and achievements for the period from 1 January to 31 December 2020 (the “Reporting Period”), which is consistent with our financial year. We strive to follow the established principles of materiality, quantitative, balance and consistency in the Report and are dedicated to maximise the interests of our stakeholders through sustainable development approaches.

The Report is prepared in accordance with the applicable requirements stipulated in the ESG Reporting Guide set out in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. An independent consulting firm was appointed to provide professional advice for the preparation of the Report.

Unless otherwise stated, the policy documents, statements and data described in the Report cover the ESG performance of the Group’s hotel services business in the PRC, property investment project in Chicago, the USA (until completion of the disposal of such property investment project in November 2020) and Guilin project in the PRC. The Group has also expanded the scope of this Report to cover the two leased-and-operated hotels, namely Wanda Moments Hotel Qingpu, Shanghai and Wanda Moments Hotel, Nanchang West Railway Station (“the Hotels”).

The Report has been approved by the Board before publication.

OUR APPROACH TO SUSTAINABLE DEVELOPMENT

The Group actively manages its ESG matters to deliver a sustainable growth. As a socially responsible corporate, the Group makes continuous contribution and considers our environment, employees, business partners, customers and the wider community during operations to promote the growth of a harmonious society.

關於本報告

本環境、社會及管治報告(下稱「本報告」)重點列出本集團由二零二零年一月一日至十二月三十一日期間(「報告期間」)(與我們的財政年度一致)的環境、社會及管治(「ESG」)策略、措施及成果。我們努力遵從本報告既定的重要性、量化、平衡及一致性原則，並致力透過可持續發展方法追求持份者的利益最大化。

本報告根據香港聯合交易所有限公司頒佈之《證券上市規則》附錄二十七《環境、社會及管治報告指引》所訂定的適用規定進行編製。就編製本報告而言，本集團委任獨立顧問機構提供專業意見。

除另有說明外，本報告中公佈的政策文件、聲明、數據等覆蓋本集團在中國的酒店服務業務、美國芝加哥的物業投資項目(直至於二零二零年十一月完成出售該物業投資項目為止)及在中國桂林的項目的ESG表現。本集團亦已將本報告的範圍擴展至涵蓋兩間租賃與經營酒店，為上海青浦萬達美華酒店及南昌西站萬達美華酒店(「該等酒店」)。

本報告於發佈前已經過董事會批准通過。

我們的可持續發展理念

本集團積極管理ESG事宜以實現可持續增長。作為具社會責任感的企業，本集團於經營時關注環境、員工、業務夥伴、客戶及更廣泛社區，為建構和諧社會持續貢獻。

Environmental, Social and Governance Report

環境、社會及管治報告

Sustainability Governance

The Group has established sound and stable ESG governance practices. The Board is responsible for developing ESG strategies, evaluating and monitoring ESG-related risks, and maintaining the effectiveness of the Group's ESG measures. Management of regional operations is responsible for overseeing the daily implementation of ESG measures, reporting to the Board in due course and ensuring compliance of all applicable ESG laws and regulations. Our ESG performance is regularly reviewed and evaluated, and the relevant progress and achievements are disclosed to stakeholders in our annual ESG report.

To maintain integrity at workplace, the Group has zero tolerance towards corruption and has implemented a set of anti-corruption policies and measures that prohibits the offer and acceptance of advantages. Members and employees of the Group are required to comply with such measures and policies and act in line with the requirements. During the Reporting Period, no legal cases associated with corruption were brought against the Group and its employees.

Stakeholder Engagement

The Group actively engages with a diverse group of stakeholders, including employees, shareholders, investors, suppliers, customers, tenants and community partners in places where we operate. We value long-term relationship with our stakeholders so that we are keen to understand their views and expectations, and take their feedback into consideration for continuous improvement in the Group. Through daily communication, general meetings across all levels of the business and periodic ESG-related engagements with the stakeholders, we engage and communicate with stakeholders throughout the Reporting Period.

可持續發展的管治

本集團建立良好和穩健的ESG管治常規。董事會負責制定ESG策略、評估及監督與ESG相關的風險以及維持本集團的ESG措施的有效性。區域營運管理人員負責監督ESG措施的日常實施、在適當時候向董事會匯報，以確保遵守所有適用的ESG法律及法規。我們的ESG表現獲定期審核及評估，並於年度的ESG報告中向持份者披露相關進展和成就。

為了在工作場所維持廉正，本集團對貪污活動絕不姑息，實施了一系列禁止提供及收受利益的反貪污政策及措施，本集團成員公司及員工須遵守該等措施及政策，並按照該等規定行事。本集團及其員工於報告期間內未有涉及任何貪污訴訟的法律案件。

與持份者溝通

本集團在我們經營所在地廣泛接觸不同持份者，包括員工、股東、投資者、供應商、顧客、租戶及社區合作夥伴等。我們致力與持份者建立長遠關係，深入理解彼等的意見及期望，並考慮彼等的反饋作本集團的持續改進之用。我們透過日常溝通、不同業務層面的股東大會及就ESG事宜定期與持份者溝通，於整個報告期間均與持份者緊密溝通。

Environmental, Social and Governance Report

環境、社會及管治報告

During the Reporting Period, online survey and phone interviews were facilitated to collect the expectations and recommendations of our stakeholders, including management, general staff, shareholders and investors, customers, suppliers and community partners. Stakeholders were asked to rank the relevant importance of the ESG issues to the Group and to them.

Materiality Analysis

To ensure stakeholders' feedback is communicated effectively to our management and the Board, an extensive engagement on ESG issues is conducted every five years, unless fundamental changes are observed in the Group's business. The feedback collected from the engagement helps us understand and evaluate the Group's ESG strategies and performance through identifying ESG issues that are material to the Group's operations and our stakeholders. During the Reporting Period, the Group engaged an independent third party to conduct peer review and stakeholder engagement to identify material ESG issues that should be taken into consideration in our long-term ESG strategies and for disclosure in the Report.

A total of 19 ESG issues are considered as relevant to the Group's business and certain ESG issues are renamed to sharpen the focus of the Group during the Reporting Period. Following the peer review and stakeholder engagement, a total of 12 ESG issues are identified as material to the Group for prioritising in reporting and performance management in 2020, of which 10 ESG issues are adopted from the list of ESG issues in 2019. The newly included material ESG issues are "Greenhouse Gas (GHG) Emissions" and "Product and Service Quality". After confirmation with senior management of the Group, the results are used as a guide in the preparation of the Report.

於報告期間內，本集團進行了網上調查及電話訪問，以收集我們的持份者（包括管理層、一般員工、股東及投資者、客戶、供應商及社區合作夥伴）的期望及建議。持份者被要求將 ESG 事宜對本集團及彼等的相關重要性分優次等級。

重要範疇評估

為確保持份者的反饋能有效傳達予我們的管理層及董事會，本集團每五年就 ESG 事宜進行廣泛調查（除非本集團業務發生主要變動）。於調查收集的回饋有助我們識別對本集團業務及持份者而言屬重大的 ESG 議題，了解及評估本集團的 ESG 策略及表現。於報告期間內，本集團委聘了獨立第三方進行同業檢閱及與持份者溝通，以識別在我們的長遠 ESG 策略中應考慮的重大 ESG 事宜並於本報告中披露。

於報告期間，已考慮十九個與本集團業務有關的 ESG 議題，並重新命名若干 ESG 議題以突出本集團的關注點。於同業檢閱及與持份者溝通後，已識別總共十二個對本集團而言屬重大的 ESG 議題以便於二零二零年優先報告及管理表現，其中採納了二零一九年 ESG 議題清單中的十個 ESG 議題。新增的重大 ESG 議題為「溫室氣體排放」及「產品及服務質素」。經本集團的高級管理層確認後，有關結果在編製本報告時用作指引。

Environmental, Social and Governance Report

環境、社會及管治報告

Key Areas 主要範疇	Material ESG Issues Identified 已識別的重大 ESG 議題
Environmental Protection 環境保護	<ul style="list-style-type: none"> Energy 能源 Greenhouse Gas (GHG) Emissions 溫室氣體排放 Waste Management 廢棄物管理
Operating Practices 營運慣例	<ul style="list-style-type: none"> Anti-corruption 反貪污 Customer Health and safety 客戶健康與安全 Compliance 合規 Customer Data Privacy 客戶資訊隱私 Product and Service Quality 產品及服務質素 Customer Satisfaction 顧客滿意度
Employment and Labour Practices 僱傭及勞工常規	<ul style="list-style-type: none"> Occupational Health and Safety 職業健康與安全 Employment Relations and Retention 僱傭關係及留聘 Training and Development 培訓及發展
Key Areas 主要範疇	Other ESG Issues Considered 已考慮的其他 ESG 議題
Environmental Protection 環境保護	<ul style="list-style-type: none"> Water Conservation 節水 Green Building 綠色建築 Climate Change 氣候變化
Operating Practices 營運慣例	<ul style="list-style-type: none"> Supply Chain Management 供應鏈管理 Intellectual Property Rights 知識產權
Employment and Labour Practices 僱傭及勞工常規	<ul style="list-style-type: none"> Diversity and Non-Discrimination 多元化與不歧視
Community 社區	<ul style="list-style-type: none"> Community Investment 社區投資

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL PROTECTION

The Group recognises our responsibility to safeguard the environment and minimise the environmental impacts from our operations. Recognising the unprecedented challenges brought by climate change, we endeavour to promote sustainable development and manage major environmental issues in our operations, from properly managing resources and waste to promoting green building. Apart from incorporating resources saving and waste management initiatives into our daily operation, we have established environmental targets in the Hotels to demonstrate our commitment in minimising environmental impacts. The Group complies with relevant local environmental regulations, such as the Environmental Protection Law of the PRC and the Solid Waste Pollution Prevention and Control Law of the PRC. The Group has also complied with relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste (to the extent that any such laws and regulations are applicable). During the Reporting Period, there were no violations, complaints, fines or sanctions caused by breach of environmental regulations.

Using Resources Efficiently

Use of electricity remains our major source of greenhouse gas emissions, which contribute to climate change. In order to reduce greenhouse gas emissions and mitigate climate change, the Group has adopted measures to optimise energy efficiency and reduce waste generated in our operations.

環境保護

本集團意識到我們保護環境的責任，並將我們營運對環境的影響減到最低。本集團意識到氣候變化所帶來前所未有的挑戰，我們致力促進可持續發展，並在我們營運中管理重大環境議題，包括妥善管理資源及廢棄物以及推動綠色建築。除於日常營運中注入節約資源及廢物管理舉措外，我們已於該等酒店中制定環保目標，以顯示我們對減低環境影響的承諾。本集團遵守相關地方環境保護法規，如《中華人民共和國環境保護法》及《中華人民共和國固體廢物污染環境防治法》。本集團亦遵守有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生（就任何該等法律和法規適用的範圍而言）方面對本集團有重大影響的相關法律及法規。於報告期間內，概無因違反環境保護法規而引起的違規、投訴、罰款或制裁。

善用資源

電力的使用依然是我們溫室氣體排放的主要來源，而溫室氣體排放是導致氣候變化的因素。為了減低溫室氣體排放及減緩氣候變化，本集團已採取措施以於我們的營運中優化能源效益及減少產生廢棄物。

Environmental, Social and Governance Report

環境、社會及管治報告

Energy saving measures are widely adopted in our Hong Kong office, hotel management units and the Hotels. In general, we encourage our staff to turn off unused electrical appliances such as lighting and air-conditioners during non-office hours to save energy. Air-conditioners are regularly cleaned and inspected to maintain energy efficiency. In Hong Kong office, we use energy saving appliances with Grade 1 energy labels. Besides, smart building management systems are introduced to monitor electricity consumption of lighting systems in most of our leased offices to enable more efficient use of electricity. In addition, we encourage our staff to take public transport whenever possible to minimise carbon footprint.

Further, energy saving targets have been set in the Hotels. In order to achieve the targets, energy saving measures were further strengthened. With reference to seasonal change in occupancy rate, we group together our guests to certain floors to enhance energy efficiency. We review energy consumption of different sources on a weekly/monthly basis to check if there is any abnormal fluctuation. Lighting and heating systems are also controlled and adjusted according to seasonal difference to minimise energy use. For example, hot water system was adjusted to lower temperature in summer. The duration of hotel's external lighting was shortened due to longer daytime in summer. Designated time limit is set for lighting use in both public and office areas with regular inspection carried out to check if lighting and air-conditioning are switched off on schedule. During the Reporting Period, with effective energy monitoring system, the Hotels successfully achieved the targets set.

Considering the global water crisis, the Group continuously implements water-saving initiatives across our operations. In Wanda Moments Hotel, Nanchang West Railway Station, water saving target has been established. To achieve this goal, smart toilets are adopted, and water saving showers are also used to save about 8 tonnes of water per month. A rainwater catchment system is installed to collect and store water for irrigation. During the Reporting Period, the Group did not encounter any issue in sourcing water for daily operations.

我們的香港辦公室、酒店管理業務單位及該等酒店均廣泛採取節能措施。一般而言，我們鼓勵員工在非辦公時間內關掉不使用的電器（如照明系統及冷氣機）以節約能源。我們定期清潔及檢查冷氣機以維持能源效益。於香港辦公室，我們使用擁有一級能源標籤的節能電器。此外，我們引入智能建築管理系統以監控在我們大部分租用的辦公室的照明系統用電量，使能夠更有效使用電力。此外，我們鼓勵員工盡可能使用公共交通工具以將碳足跡減到最低。

此外，我們已於該等酒店制定節能目標。為達致該等目標，已進一步加強節能措施。經參考租用率的季節性變動，我們將賓客集中於若干樓層以提升能源效益。我們每週／每月會檢視不同來源的能源耗量，以識別任何異常波動。照明及供暖系統亦根據季節差異進行控制及調整以將能源使用減到最低。例如，熱水系統於夏季時會被調整至較低溫度。酒店外部照明系統的開啟時間因夏季較長日照時間而有所縮短。公共及辦公室區域的照明亦已設定預定時限，並且會定期檢查以監測照明系統及冷氣機是否如期關掉。於報告期間內，憑藉有效的能源監控系統，該等酒店成功達致設定的目標。

考慮到全球水危機，本集團在我們的營運中持續實施節水舉措。南昌西站萬達美華酒店已設定節水目標。為達到此目標，酒店採用智能廁所，並採用節水淋浴間使每月節省約八噸水。我們亦安裝了雨水收集及儲存系統來收集水供灌溉之用。於報告期間內，本集團的日常營運於並無遇上求取適用水源的問題。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group encourages employees to reduce the use of paper and handle documents via online systems wherever it is possible. Other business units such as hotel management unit also advocate green office and paper-free working environment by reusing the blank side of single-side printed papers and encouraging double-sided printing. We encourage our staff to bring their own cups to reduce the use of disposable paper cups.

本集團鼓勵僱員盡可能減少用紙及通過網上系統處理文件。其他業務單位(如酒店管理)亦透過重複使用單面打印紙張的空白頁並鼓勵雙面打印，來推廣綠色辦公室及無紙化工作環境。我們鼓勵員工自備杯子以減少使用即棄紙杯。

Total Greenhouse Gas Emissions and Intensity¹ 溫室氣體總排放量及密度 ¹	Unit 單位	2020 二零二零年	2019 二零一九年
Total greenhouse gas emissions 溫室氣體總排放量	Tonnes (carbon dioxide equivalent) 公噸(二氧化碳當量)	5,043	8,797
Total greenhouse gas emissions (Scope 1) 溫室氣體總排放量(範圍1)	Tonnes (carbon dioxide equivalent) 公噸(二氧化碳當量)	77	0
Total greenhouse gas emissions (Scope 2) 溫室氣體總排放量(範圍2)	Tonnes (carbon dioxide equivalent) 公噸(二氧化碳當量)	4,966	8,797
Total greenhouse gas emissions intensity 溫室氣體總排放密度			
Offices and Plaza 辦公室及商場	Tonnes (carbon dioxide equivalent)/square meter 公噸(二氧化碳當量)/平方米	0.1	0.2
The Hotels 該等酒店	Tonnes (carbon dioxide equivalent)/room night 公噸(二氧化碳當量)/房晚	0.02	N/A

¹ The data of 2020 include greenhouse gas emissions from five offices in Hong Kong and the PRC, Guilin Gaoxin Wanda Plaza and the Hotels. The data of 2019 include greenhouse gas emissions from eight offices in Hong Kong and the PRC, Guilin Gaoxin Wanda Plaza and commercial component of Fuzhou Hengli City.

¹ 二零二零年的數據包括位於香港及中國的五個辦事處、桂林高新萬達廣場以及該等酒店的溫室氣體排放量。二零一九年的數據包括位於香港及中國的八個辦事處、桂林高新萬達廣場以及福州恒力城商業部份的溫室氣體排放量。

Environmental, Social and Governance Report

環境、社會及管治報告

Total Energy Consumption and Intensity ² 能源總耗量及密度 ²	Unit 單位	2020 二零二零年	2019 二零一九年
Total direct energy consumption — natural gas 直接能源總耗量 — 天然氣	cubic meter 立方米	35,482	0
Offices and Plaza 辦公室及商場	cubic meter 立方米	0	0
The Hotels 該等酒店	cubic meter 立方米	35,482	N/A 不適用
Total indirect energy consumption — electricity 間接能源總耗量 — 電力	kWh 千瓦時	8,317,081	14,107,476
Offices and Plaza 辦公室及商場	kWh 千瓦時	5,701,346	14,107,476
The Hotels 該等酒店	kWh 千瓦時	2,615,735	N/A 不適用
Total energy consumption 能源總耗量	GJ 吉焦	31,323	50,787
Offices and Plaza 辦公室及商場	GJ 吉焦	20,525	50,787
The Hotels 該等酒店	GJ 吉焦	10,798	N/A 不適用

² The data of 2020 include energy consumption from five offices in Hong Kong and the PRC, Guilin Gaoxin Wanda Plaza and the Hotels. The data of 2019 include energy consumption from eight offices in Hong Kong and the PRC, Guilin Gaoxin Wanda Plaza and commercial component of Fuzhou Hengli City.

² 二零二零年的數據包括位於香港及中國的五個辦事處、桂林高新萬達廣場以及該等酒店的能源耗量。二零一九年的數據包括位於香港及中國的八個辦事處、桂林高新萬達廣場以及福州恒力城商業部份的能源耗量。

Environmental, Social and Governance Report

環境、社會及管治報告

Total Energy Consumption and Intensity ² 能源總耗量及密度 ²	Unit 單位	2020 二零二零年	2019 二零一九年
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Total energy consumption intensity

總能源消耗密度

Offices and Plaza 辦公室及商場	GJ/square meter 吉焦/平方米	0.45	1.12
The Hotels 該等酒店	GJ/room night 吉焦/房晚	0.12	N/A 不適用

Total Water Consumption and Intensity ³ 總耗水量及密度 ³	Unit 單位	2020 二零二零年	2019 二零一九年
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Total water consumption 總耗水量	Cubic meter 立方米	155,050	221,324
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Offices and Plaza 辦公室及商場	Cubic meter 立方米	133,834	221,324
The Hotels 該等酒店	Cubic meter 立方米	21,216	N/A 不適用

Total water consumption intensity

總耗水量密度

Offices and Plaza 辦公室及商場	Cubic meter/square meter 立方米/平方米	3.3	5.3
The Hotels 該等酒店	Cubic meter/room night 立方米/房晚	0.2	N/A 不適用

³ The data of 2020 include water consumption from one office in the PRC, Guilin Gaoxin Wanda Plaza and the Hotels. The data of 2019 include water consumption from four offices in Hong Kong and the PRC, Guilin Gaoxin Wanda Plaza and commercial component of Fuzhou Hengli City.

³ 二零二零年的數據包括位於中國的一個辦事處、桂林高新萬達廣場以及該等酒店的耗水量。二零一九年的數據包括位於香港及中國的四個辦事處、桂林高新萬達廣場以及福州恒力城商業部份的耗水量。

Environmental, Social and Governance Report

環境、社會及管治報告

Managing Waste Responsibly

We are aware of the impacts of the waste generated from our operations. As a responsible corporate citizen, the Group has adopted a three-tiered approach across our operations, which prioritizes waste avoidance over waste reduction and recycling. We consider waste disposal at last only and have appointed qualified waste management companies to handle such waste disposal in proper manner.

Our hotel management units have also established and implemented the following waste management initiatives with the above three-tiered approach adopted by the Group. We strive to minimize waste generation while offering first-class quality services, such as replacing one-off consumable products with more sustainable choices. For instance, we substitute larger bottles of shampoo for small ones. We also substitute biodegradable packing boxes for plastic boxes. In the Hotels, we have conducted waste classification and recycling and completed the waste oil recycling scheme initiated by the government.

During the Reporting Period, approximately 17 tonnes of non-hazardous waste was generated, while 5,450 kg of paper, 2,226 kg of plastics and 4,550 kg of food waste were recycled respectively. In addition, our operations did not create significant amount of hazardous waste.

Promoting Green Buildings

We decarbonise our business by adopting green buildings features in building design and construction. The group strives to reduce our emission footprint as well as optimising resources efficiency in our properties and hotel management operations.

Guilin Gaoxin Wanda Plaza is the signature green building project of the Group. The building is managed by an intelligent building management system developed by our parent company, DWCM, i.e., “Huiyun Smart Management System”. Such system combines five stand-alone building management components, namely energy consumption, fire alarm, security, operation and equipment management systems, into a centralized platform. It allows the Guilin Gaoxin Wanda Plaza to operate in safe, green and smart ways, and improves the building's energy efficiency while offering quality service to our customers. Our efforts to create outstanding green building earned the “1-star” level criteria of the China Green Building Label.

可靠的廢棄物管理

我們關注營運中所產生的廢棄物。作為負責任的企業公民，本集團已在營運中採用三級策略，以避免產生廢棄物為上策，其次減少並回收廢棄物。我們最後才考慮棄置廢棄物，並已委聘合資格廢棄物管理公司以妥善方式處理廢棄物。

在本集團採用上述三級策略的同時，我們的酒店管理業務單位亦已制定並實施以下廢棄物管理舉措。我們在提供一流服務的同時致力減少產生廢棄物，例如以更可持續的產品代替一次性消耗品。舉例而言，我們用大瓶裝洗髮水替代小瓶裝，亦用可生物降解的包裝盒代替塑膠盒。在該等酒店，我們已進行廢物分類及回收，並完成政府開展的廢油回收計劃。

於報告期間內，我們產生約17公噸的無害廢棄物，當中已分別循環再用5,450公斤紙張、2,226公斤塑膠及4,550公斤木材。此外，我們的營運並無產生大量有害廢棄物。

推動綠色建築

我們透過在設計及建設樓宇時採用綠色建築特色，為業務減碳。本集團致力減低我們的排放足跡，並且在我們的物業及酒店管理業務中優化資源效益。

桂林高新萬達廣場為本集團的標誌性綠色建築項目，其由我們母公司大連萬達商業管理研發的智能大廈管理系統——「慧雲智慧化管理系統」管理。該系統將五個獨立建築管理體系（即能源消耗、消防警報、保安、營運及設備管理體系）結合成一個集中式平台，讓桂林高新萬達廣場的營運既安全又環保而且智慧化，在為顧客提供優質服務的同時改善建築的能源效益。我們在創造優秀綠色建築的努力獲得中國綠色建築的「一星」標準認證。

Environmental, Social and Governance Report

環境、社會及管治報告

The green building features of the Guilin Gaoxin Wanda Plaza are summarised in the following table:

桂林高新萬達廣場的綠色建築特色概述於下表：

Green Building Features 綠色建築特色	Functions 功能
Energy conservation device — electric sunshade 節能裝置 — 電動遮陽板	Shields ceilings and windows from direct sun rays to lower indoor temperature in daytime, reducing energy consumption from air-conditioners 遮擋陽光直射至室內的天花板及窗戶，以降低日間室內溫度，從而減少空調造成的能源消耗。
Natural lighting design — dome skylights 自然採光設計 — 圓頂天窗	Provide natural daylight for indoor areas to minimise the use of lightings 為室內地方提供自然光以減少使用照明系統。
Water saving system — rainwater catchment system 節水系統 — 雨水收集系統	Collects and reuses rainwater for landscaping 收集及重用雨水以灌溉園林景觀。

To pursue the Group's vision of promoting green buildings, we have established the Wanda Hotel Design and Research Institute to incorporate the concept of sustainability and green elements into the design and management of hotels operated and managed by the Group. The Group also recognize that climate change can have significant implications for our hotel management and operations. Therefore, we continuously seek to assess and identify the risks of extreme weather for the hotels located in areas vulnerable to climate changes so as to formulate and implement appropriate mitigating and adaptation measures. For operations in the USA, we have set green building requirements such as obtaining Leadership in Energy and Environmental Design (LEED) silver standards.

為追求本集團推廣綠色建築的構想，我們已成立萬達酒店設計研究院，將可持續性概念及綠色元素融入本集團所營運及管理的酒店設計及管理當中。本集團亦意識到氣候變化可能會對我們的酒店管理及營運產生重大影響。因此，我們就位於易受氣候變化影響的地區的酒店持續尋求評估及識別有關極端天氣風險，以便制定及實施適當的緩解及適應措施。就美國的業務而言，我們已制定綠色建築規定，如取得能源與環境設計領先認證 (LEED) 銀級標準。

Environmental, Social and Governance Report

環境、社會及管治報告

WALK ALONG WITH EMPLOYEES

The Group recognises the importance of our employees to our business' sustainability and success. We provide competitive remuneration package and benefits to attract and retain talents. We remain committed to equal career development opportunities for our employees and prohibit discrimination in any form. Apart from providing a health and safety working environment, we promote work-life balance and continue to invest in people by encouraging them to participate in different trainings, empowering them to thrive in their positions. Our employment management practices are guided by a series of fair, open and comprehensive employment policies of the Group to ensure compliance with employment-related regulations and laws. The Group complies with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) in Hong Kong, as well as the Labour Law and Labour Contract Law of the PRC. During the Reporting Period, the Group did not identify any major violations related to the labour and dismissal rule and legislation and has, to the extent applicable, complied with all relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

Talents Acquisition and Retention

To attract and retain talents, we have established transparent and fair recruitment procedures and the employment policy is reviewed when necessary. We are committed to creating a diverse and inclusive working environment, as well as supporting our employees along their career paths with equal opportunities and care. The Group's employment policy, strictly prohibits employment of child and forced labour across its business operations, which is line with the Employment of Children Regulations (Chapter 57B of the Laws of Hong Kong), Labour Law and Labour Contract Law of the PRC, and the Provisions on the Prohibition of Using Child Labour. Background checks are conducted on all job applicants and follow-up actions will be conducted by management in the interest of the individual if any child or forced labour existence observed.

與員工同行

本集團了解到僱員對業務可持續發展及成功的重要性。我們提供具競爭力的薪酬及福利以吸引及挽留人才。我們亦繼續致力於確保我們的僱員獲得平等的職業發展機會，防止任何歧視情況發生。我們除了提供健康安全的工作環境外，亦提倡工作與生活的平衡，並通過鼓勵員工參與各種培訓向彼等持續作出投資，讓彼等能於其崗位中發揮所長。我們的僱傭管理常規以本集團一系列公平、公開及全面的僱傭政策為指引，確保所有事項均符合與僱傭相關的規例及法律。本集團遵守香港《僱傭條例》（香港法例第57章）、《中華人民共和國勞動法》及《中華人民共和國勞動合同法》。於報告期間內，本集團並無識別出與勞動及解聘法規法例相關的任何重大違規事件，而且，在適用的範圍內，本集團已遵守有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利方面對本集團有重大影響的一切相關法律及規例。

人才吸納及保留

為了吸引及挽留人才，我們設立透明、公平的招聘流程，並在有需要時檢討僱傭政策。我們致力創造多元化及包容的工作環境，以及在平等機會及在僱員的職業規劃中給予支持。本集團僱傭政策嚴禁就其業務營運中聘用童工及強迫勞動，以確保其遵守《僱用兒童規例》（香港法例第57B章）、《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《禁止使用童工規定》。我們對所有求職者進行背景調查，倘發現有任何童工及強迫勞動時，管理層將以相關個別人士的利益為前提作出跟進行動。

Environmental, Social and Governance Report

環境、社會及管治報告

We offer our employees with competitive remuneration package to ensure talents are retained, with considerations of their performance, experience and market salary level, and distribute bonus depending on Group's financial performance and employees' performance. The Group also provides employees with a wide range of benefits including funds, social insurance, personal accident insurance, medical insurance, retirement plans, education subsidy, annual health check, medical welfare, as well as free working meals or meal allowances. Besides, we strive to create an inclusive workplace by offering maternity or paternity leave to eligible employees in accordance with local laws and regulations, granting housing allowance to employees with inconsistent working places before and after employment and expatriates, as well as providing meal subsidies and special arrangements for ethnic minority employees.

The Group believes that offering a structured and clear promotion ladder is one of the crucial factors to retain talents and recognise their contributions. We conduct performance appraisal annually for our employees to communicate feedback, and provide appeal channels to ensure fairness of the review process. In particular, the performances of employees and management of the Hotels are reviewed on monthly and quarterly basis to ensure that we maintain our service quality. Apart from external recruitment, the Group recommends staff for internal promotion when there are job vacancies available, in order to recognise their contributions to the Group and enhance their career mobility.

我們按照僱員的表現、經驗及市場薪酬水平給予彼等具競爭力的薪酬以挽留人才，而花紅分派則須根據本集團的財務表現及僱員的表現而釐定。本集團亦向僱員提供廣泛的福利，包括公積金、社會保險、人身意外傷害保險、醫療保險、退休計劃、教育補貼、年度體檢及醫療福利，以及免費工作膳食或用膳補貼。此外，我們致力建立具包容性的工作場所，根據地方法律及法規向合資格僱員提供產假或待產假，向聘用前後工作地點變動的員工及外籍員工授予住屋津貼，以及為少數族裔員工提供膳食津貼及特別安排。

本集團認為，提供一個有架構且明確的晉升階梯是挽留人才及肯定其貢獻的關鍵元素之一。我們每年對僱員進行表現考核並給予反饋，及提供申訴渠道，確保考核過程公平。尤其是，該等酒店的僱員和管理層的表現均會每月及每季進行檢討，確保我們維持優質的服務。除外部招聘外，本集團在出現職位空缺時會推薦員工進行內部調升，以肯定彼等對本集團作出的貢獻以及增加彼等的職業流動性。

Environmental, Social and Governance Report

環境、社會及管治報告

Recognising the importance of maintaining close relationship with employees, we organise various team-building activities and develop effective communication channels with employees such as birthday parties, team gatherings and festival celebrations. Recreational activities were also initiated to foster healthy culture and employees' well-being. In addition, we encourage open communication and arrange regular meetings with employees in the Hotels and collecting feedback and satisfaction surveys in our hotel management units. The survey results and feedback collected enable the Group to identify the areas of improvement so as to create a better working place for our employees.

為與僱員維持緊密關係，我們組織各類團隊建立活動，及與僱員建立有效溝通渠道，如慶生會、團隊聚會及節慶活動。我們亦舉辦康樂活動以促進健康文化及僱員健康。此外，我們鼓勵公開溝通，並安排與該等酒店的僱員定期會面以及於我們的酒店管理業務單位中收集反饋及滿意度調查。收集到的調查結果及反饋意見有助於本集團識別需要改善的地方，以為僱員創造更佳的工作場所。



Engaging with our employees in the Hotels.
與該等酒店的僱員進行互動。

Environmental, Social and Governance Report

環境、社會及管治報告

Employee Distribution

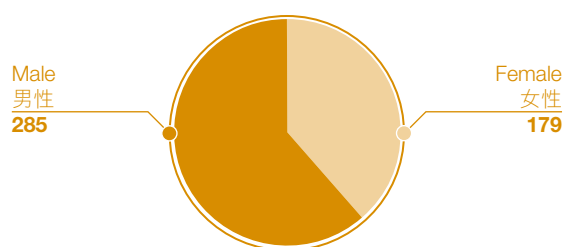
員工分佈

As of 31 December 2020⁴

截至二零二零年十二月三十一日⁴

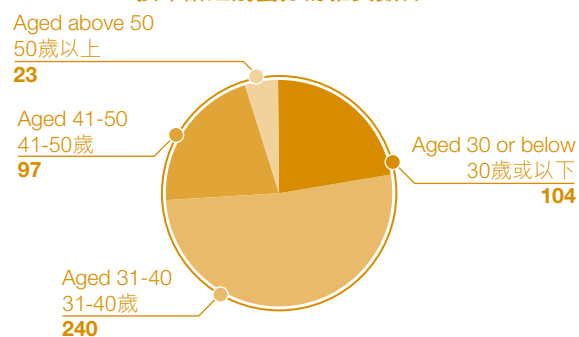
Number of employees by gender

按性別劃分的僱員數目



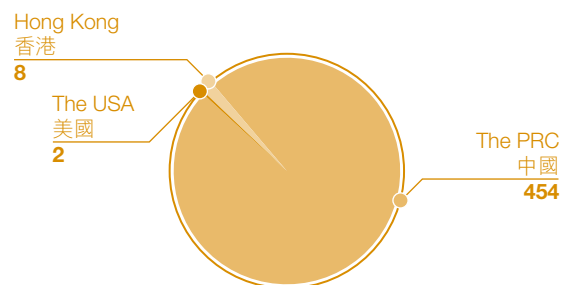
Number of employees by age group

按年齡組別劃分的僱員數目



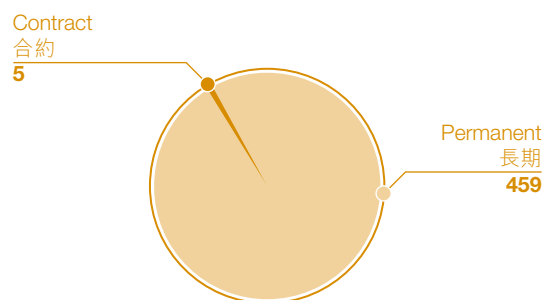
Number of employees by geographical location

按地區劃分的僱員數目



Number of employees by employees type

按僱員類別劃分的僱員數目



⁴ The data includes the Group's hotel services business in the PRC, offices in Chicago, the USA and Hong Kong and the Hotels.

⁴ 數據包括本集團在中國的酒店服務業務、美國芝加哥及香港的辦公室以及該等酒店。

Environmental, Social and Governance Report

環境、社會及管治報告

Training and Development

The Group puts emphasis on cultivating our employees with various training and development opportunities, enhancing their job-related skills and knowledge. During the Reporting Period, the Group has delivered a total 7,708 hours of training to employees, with an average of 17 hours per employee.

To facilitate our employees' professional development, we have arranged an array of trainings in different operations. For instance, we have introduced "Talent Scheme" and "Quality Talent Scheme" with aim to equip our employees and managers with skills for promotion to higher positions. Besides, we have offered soft skills training courses on sales negotiation to improve sales, and Group branding and marketing courses to acquire knowledge of brand management and market promotion in hotel management units. Hotel management related trainings with emphasis on hotel operations and "Train-the-trainer Courses" were also provided to sharpen the technical skills of our employees in the Hotels. For other business units, we have also provided technical training on topics such as accounting and architecture to nurture our talents.

培訓及發展

本集團注重以各類培訓及發展機會培育僱員，並且提升彼等工作相關的技能及知識。於報告期間內，本集團向僱員提供合共7,708小時培訓，每名僱員受訓的平均時數為17小時。

為促進僱員的專業發展，我們在不同營運單位中安排一系列培訓。例如，我們推行「英才計劃」及「優才計劃」，旨在使我們的僱員及經理具備技能以晉升高職。此外，我們提供有關銷售談判的軟技能培訓課程以提升銷售，以及提供集體品牌及營銷課程讓僱員獲取有關酒店管理單位的品牌管理及市場推廣的知識。我們亦提供酒店營運及「培訓者培訓課程」的酒店管理相關培訓，以提升該等酒店僱員的技術能力。就其他業務單位而言，我們亦提供有關會計及建築等主題的技術培訓以培養人才。

Environmental, Social and Governance Report

環境、社會及管治報告



We regularly organised training at the Hotels.
我們定期於該等酒店舉辦培訓課程。

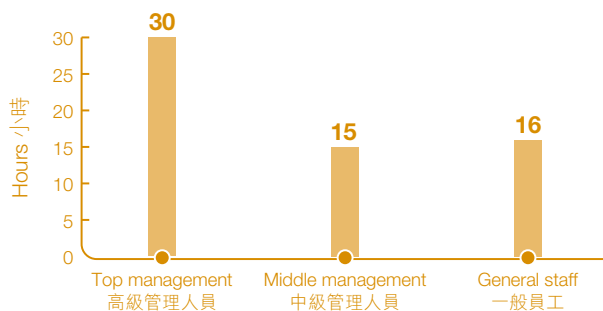
To incentivise our employees to pursue career development, our employees are eligible to reimburse expenses including course fees and related expenses, and are paid during in-service training.

為激勵我們的僱員追求職業發展，合資格的員工報銷培訓費用，包括課程費及相關費用，且彼等於在職培訓期間獲發工資。

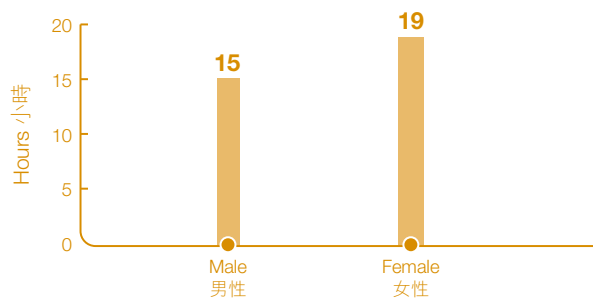
Average Training Hours Completed per Employee

每名僱員完成受訓的平均時數

Average training hours per employee
by employee category
按僱員類別劃分的每名僱員平均受訓時數



Average training hours per employee
by gender
按性別劃分的每名僱員平均受訓時數



Environmental, Social and Governance Report

環境、社會及管治報告

	Unit 單位	2020 二零二零年	2019 二零一九年
Percentage of employees trained by employee category 按僱員類別劃分的受訓員工百分比			
Top management 高級管理人員	%	100	100
Middle management 中級管理人員	%	87.9	100
General staff 一般員工	%	93.7	99.3
Percentage of employees trained by gender 按性別劃分的受訓員工百分比			
Female 女性	%	98.9	99.5
Male 男性	%	88.4	99.7

Taking Care of Employees' Health and Safety

It is our responsibility to ensure health and safety of all people working at our premises. The Group strictly complies with the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong) and the legal requirements on occupational health and safety stipulated in the Labour Law of the PRC. To mitigate the inherent occupational health and safety risks, our hotel management units have formulated the "Safety Mandatory Provision" to outline the responsibilities of safety personnel, daily safety measures, and safety-related policies, which require all employees to follow.

We enhance employees' health and safety awareness by offering safety programmes and trainings during induction. To further mitigate risks associated with high potential hazard activities such as entering construction sites and performing maintenance work, we provide adequate personal protective equipment to avoid occupational accidents. We also maintain regular communication with our contractors to monitor the health and safety issues at construction sites.

重視員工健康與安全

我們有責任確保所有員工的健康及安全。本集團嚴格遵守《職業安全及健康條例》(香港法例第509章)及《中華人民共和國勞動法》中所訂明有關職業健康及安全的法定要求。為降低固有職業健康及安全風險，我們的酒店管理業務單位已制定《安全強制性條文》，清晰規範安全人員的職責、日常安全措施以及與安全相關的政策，規定所有員工嚴格遵守。

我們為員工於入職時安排安全計劃及培訓，以提高他們的職業安全意識。為進一步降低與潛在高危活動(如進入工地和進行維修工作)相關之風險，我們亦為員工提供足夠的個人防護裝備。我們亦與承建商維持定期溝通，以監察工地的健康及安全情況。

Environmental, Social and Governance Report

環境、社會及管治報告

In response to the COVID-19 outbreak, we pursued proactive approach and offered related training to provide a safe and healthy environment for our employees. Various preventive measures were implemented in different business units to reduce the transmission risks, including requiring all employees to wear masks, providing different protective equipment such as masks to employees, intensifying cleaning and disinfection at common areas and areas that are the most frequently touched, as well as daily checking temperature of all staff.

Our hotel management units co-edited the first COVID-19 Prevention Guidebook for the Hotel Industry (the “Guidebook”) with the national emergency medical team of Huashan Hospital of Fudan University in Shanghai, the PRC, which was distributed to all hotels of the Group and shared within the industry. The Guidebook serves as an industry reference, demonstrating the proper procedures and measures to protect customers and employees’ health and safety, and to support and receive national medical teams to undergo testing for COVID-19. The Hotels also strictly followed the Guidebook to protect health and safety of our employees. We have also implemented flexible work arrangement in some business units to maintain social distance and cancelled overseas business trips to reduce the infection risks.

我們採取積極態度應對 COVID-19 冠狀病毒爆發，並提供相關培訓，以為員工提供安全健康的環境。為降低傳播風險，不同業務單位採取多項預防措施，包括要求所有員工佩戴口罩、為員工提供口罩等不同防護設備、加強公共區域及最經常被接觸區域的清潔及消毒，以及每天量度所有員工的體溫。

我們的酒店管理業務單位與中國上海復旦大學附屬華山醫院國家緊急醫學救援隊聯合編撰《酒店業新冠肺炎防疫手冊》（「該手冊」），該手冊分發至本集團所有酒店，並於業內分享。該手冊可作為行業參考，說明保護客戶及員工的健康及安全，以及支援及接待國家醫療團隊的適當程序及措施以接受 COVID-19 冠狀病毒檢測。該等酒店亦嚴格遵守該手冊，以保障員工的健康及安全。我們更在部分業務單位實行彈性工作安排以保持社交距離，並取消海外出差以減少感染風險。



We conducted regular disinfection to safeguard employees’ health and safety in the Hotels. 為保障員工的健康及安全，該等酒店進行定期消毒。

Environmental, Social and Governance Report

環境、社會及管治報告

Our effort made in creating a safe workplace is reflected in our performance record. During the Reporting Period, there was no work related fatalities and lost day due to work injuries recorded.

RESPONSIBLE OPERATIONS

Sustainability and responsible business practices have been an integral part of the Group's way of doing business. We believe high quality service, strong business performance and high ethical standards go hand in hand. Besides, several measures are adopted to safeguard and protect our intellectual property. We review our internal policies and procedures regularly and keep an eye on intellectual property activities to avoid any infringement. We ensure our business follows related regulations and rules in respect of essential issues. During the Reporting Period, we are not aware of any non-compliance relating to health and safety, advertising, labelling and privacy matters relating to products and services provided by the Group.

Maintaining Ethical Conduct

High standards of ethical conduct is the cornerstone of the Group's value. We respect human rights, embrace diversity and inclusion and stand firm against corruption. The Group seeks to build up and maintain trust with our stakeholders by these core values which are essential to our sustainable business development. Well established internal policies are in place in particular for projects tendering to ensure that we and our staff comply with relevant laws and regulations in relations to bribery, extortion, fraud and money laundering. They include but are not limited to the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) and the Anti-money Laundering Law of the PRC. Whistleblowing procedure is established to facilitate reporting of misconduct and investigation and resolution of malpractice. Department managers are involved to handle any reported cases, and where necessary, the cases will be escalated to the Group's management.

我們的績效記錄反映出我們建立安全工作場所的努力。於報告期間內，我們並無因工死亡事故，因工傷損失的工作日數為零。

負責任的營運

可持續發展及負責任的營商手法已成為本集團開展業務不可或缺的一部分。我們相信優質服務、良好業務表現及高道德標準乃相輔相成。此外，我們亦採納多項措施以保障及保護我們的知識產權。我們定期審閱內部政策及程序，並密切注意知識產權活動，以避免任何侵權行為。我們確保業務遵循有關重要事項的法律及規例。於報告期間內，我們並無發現任何與有關本集團所提供產品和服務的健康與安全、廣告、標籤及私隱事宜的違規情況。

維護道德操守

良好的道德操守是本集團的核心價值。我們尊重人權、擁護多樣性及包容性且堅決反貪污。本集團致力通過該等對我們的可持續業務發展至關重要之核心價值建立並維持與持份者之間的信任。我們已制定完善內部政策，特別是針對項目招標的內部政策，以確保本集團及其員工遵守有關防止賄賂、勒索、欺詐及洗黑錢的相關法律及規例。有關法律及規例包括但不限於《防止賄賂條例》（香港法例第201章）及《中華人民共和國反洗錢法》。我們已建立舉報程序以助舉報不當行為以及調查及解決瀆職行為。部門經理將參與處理任何舉報個案，並在必要時提交個案至本集團管理層。

Environmental, Social and Governance Report

環境、社會及管治報告

Our employees undergo trainings on anti-corruption to ensure they are familiar with the Group's expectation on ethical and professional conduct. For Hong Kong operations in particular, we arrange regular anti-corruption refresher training provided by the Hong Kong Independent Commission Against Corruption (ICAC). As for our PRC operations, we have also arranged anti-corruption training for some of our employees during the Reporting Period. During the Reporting Period, we are not aware of any non-compliance with laws and regulations that have a significant impact on the Group relating to bribery, extortion, fraud and money laundering.

Managing Our Supply Chain

Supplier relationships are of paramount importance of our reputation and brand. We work closely with our suppliers to ensure they meet our high quality and comprehensive standards. In selecting business partners, we work with reputable suppliers who provide the best quality products and services, and give priority to local suppliers to facilitate sustainability in the local economy and reduce carbon footprint from transportation. To reduce the risk of over dependence to a few suppliers, we strive to maintain a diverse and large supplier base. During the Reporting Period, over 1,248 suppliers were engaged to ensure the stability of our supply chain.

A comprehensive tendering procedure has been established to standardise the process of suppliers and subcontractors. Suppliers need to undergo a procedure of primary selection, audit, and public tendering processes to being included in our suppliers list. These procedures are expected to be effective to prevent the occurrence of malpractices such as corruption, bribery, blackmail, fraud and money laundering. We seek to buy at competitive price with desirable quality, but not at the expense of labour standards, human rights, health impact or the environment. Besides, the Hotels also take suppliers' environmental and social performance into account when conduct monitoring and performance evaluation, which might consider terminating our cooperation with those suppliers who fail to meet our social and environmental performance requirements. During the Reporting Period, some of our hotels introduced the use of smart scales to strengthen the purchase acceptance process with the photo taking function to avoid the possibility of fraud.

我們的員工均接受反貪污培訓，以確保他們熟悉本集團對道德及專業操守的期望。特別是香港營運方面，我們安排由香港廉政公署 (ICAC) 提供定期反貪污複修訓練。至於中國營運方面，我們於報告期間內亦為部份員工安排反貪污培訓。於報告期間內，我們並不知悉有關賄賂、勒索、欺詐及洗黑錢方面對本集團有重大影響的相關法律及法規的不合規情況。

管理我們的供應鏈

供應商關係對我們的聲譽及品牌極為重要。我們與供應商緊密合作，以確保供應商符合我們的高水平及整體標準。於選擇商業夥伴方面，我們與提供最優質產品及服務且信譽良好的供應商合作，並優先考慮當地供應商，以促進當地經濟的可持續發展並減少運輸帶來的碳足跡。為減低對少數供應商過度依賴的風險，我們努力保持多元化及龐大的供應商基礎。於報告期間內，超過1,248名供應商獲委聘，以確保供應鏈穩定性。

本集團已建立完整招標流程以標準化供應商及分包商流程。供應商需經過初選、審計及公開招標等流程，方可獲納入供應商清單。此等程序有望有效防止舞弊行為，例如貪污、行賄、勒索、欺詐及洗黑錢。我們尋求以具競爭力的價格採購理想質素的产品或服務，且毋須以勞工準則、人權、健康影響或環境為代價。此外，該等酒店於進行監察及表現評估時亦考慮到供應商的環境及社會表現，本集團或會考慮與不符合我們的社會及環境表現要求的供應商終止合作。於報告期間內，部份酒店引入使用具有照片拍攝功能的智能秤，以加強的採購驗收程序，從而避免欺詐的可能性。

Environmental, Social and Governance Report

環境、社會及管治報告

Number of Suppliers by Geographical Region 按地理區域劃分的供應商數目	Unit 單位	2020 二零二零年
The PRC 中國	Number 數目	748
Overseas 海外	Number 數目	500

Enhancing Services

Customers are always our priority. We endeavour to maximize our customers' satisfaction through different customer-based services. Customers' opinions are vital to the Group to make continuous improvement. For instance, we have established a customer support service team in Guilin Gaoxin Wanda Plaza to handle customers' needs and complaints. Customers' feedback channels are provided to solve their inquiries and to address their complaints efficiently. Formal customer satisfaction surveys are conducted twice a year while a customer complaint hotline has been set up at the mall's concierge. Our Operation Department is responsible for reviewing all complaints. The department will direct accepted complaint messages to relevant departments, ensuring that they comply with internal policies before responding to the guest. All complaints are expected to be handled within 24 hours.

In addition, Wanda Moments Hotel Qingpu, Shanghai evaluated its customer services performance with reference to Ctrip rating. As at the 31 December 2020, the hotel obtained an overall score of 4.5 out of a 5-point scale in Ctrip rating. As such, the hotel set an aggressive target of 4.8 for themselves to enhance their customer experience. To achieve this, monthly reviews were conducted to evaluate the performance against the score obtained. If the score fell below 4.8, around 25% of the employees' merit pay would be penalised. Besides, Wanda Moments Hotel, Nanchang West Railway Station tried to increase the number of feedbacks collected by actively calling the guests after check-in and check-out.

During the Reporting Period, we received and properly handled 41 complaints relating to our products and services, none of which were major complaints from external parties or regulatory authorities.

提升服務

客戶一直是我們的第一位。本集團致力透過不同滿足客戶需求的服務提高客戶滿意度。客戶的意見對本集團作出持續改進至關重要。舉例而言，本集團於桂林高新萬達廣場建立客戶支援服務團隊，以處理客戶需求及投訴，並提供客戶反饋渠道，以解決客戶查詢及有效處理客戶投訴。廣場將每年進行兩次正式客戶滿意度調查，及於商場禮賓部設立客戶投訴熱線。我們的營運部門負責審閱所有投訴，並將接獲投訴訊息轉交相關部門，以確保有關部門回應客人前遵所內部政策。所有投訴預期將於24小時內處理。

此外，上海青浦萬達美華酒店參考攜程旅行網評分以評估其客戶服務表現。於二零二零年十二月三十一日，該酒店於攜程旅行網評分(5分制)之整體得分為4.5分。因此，酒店訂立4.8分的進取目標，以提升客戶體驗。為求達標，酒店每月進行檢討，以根據所獲分數評估表現。倘得分低於4.8分，僱員將被罰款約25%的績效工資。此外，南昌西站萬達美華酒店嘗試於客戶入住及退房後主動致電以提高反饋數量。

於報告期間內，我們接獲並妥善處理41宗與我們的產品及服務相關的投訴，當中並無來自外部各方或監管機構的重大投訴。

Environmental, Social and Governance Report

環境、社會及管治報告

Safeguarding Privacy

We strive to protect customers' data privacy. The privacy and confidentiality requirements are clearly stated in our internal policies. For the collection, holding and using, disclosure and transfer of personal data, our operation adheres to relevant local regulations, in particular, the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and the Protection of Consumer Rights and Interests of the PRC.

Maintaining Health and Safety

Customers' health and safety is the utmost issue to us. A comprehensive hotel management policy has been developed to safeguard our guests' health and safety during their stay in our hotels. During the design phase of our hotels, we make sure the design and layouts fulfil the safety and quality requirements set out in Wanda's hotel management units' design guidelines, to ensure compliance with relevant laws and regulations including but not limited to the Fire Protection Law of the PRC. When the hotel comes into operation, we make sure that sufficient emergency planning is in place with adequate fire drills, trainings, and dedicated personnel to monitor the safety of the hotel.

Responding to COVID-19

In response to COVID-19, the Group has introduced a series of health and safety measures to all hotels. As an industry pioneer, we recognised the urgent need to have a standard guide for mitigation measures for the industry. As such, we consulted professional medical advice from the Deputy Director of Huashan Hospital of Fudan University in Shanghai, the PRC, as well as the commander of the medical team of Huashan Hospital in Hubei, the PRC, and published the Guidebook with Huashan Hospital of Fudan University in Shanghai, the PRC. Apart from recommendation on emergency plan, the Guidebook sets out a list of guidelines for room services, food and kitchen management as well as facility management.

We are well aware that many travel plans have been disrupted amid COVID-19. In this regard, we introduced flexible arrangements for our guests to ease their pressure. We also actively helped our guests to change room bookings to our other hotels which are located in areas with lower health and safety risks.

保障私隱

我們致力保障客戶的資訊私隱。本集團的內部政策明確規定私隱及保密規定。就收集、持有及使用、披露及轉移個人資料方面，我們的營運恪守相關的當地法規，特別是《個人資料(私隱)條例》(香港法例第486章)及《中華人民共和國消費者權益保護法》。

維護健康及安全

客戶的健康及安全為我們的首要任務。本集團已制定全面酒店管理政策以保障客戶入住酒店期間的健康及安全。在酒店的設計階段，我們確保設計及佈局符合萬達酒店管理業務單位的設計導則所載之安全及質量要求，以確保遵守相關法律及規例，包括但不限於《中華人民共和國消防法》。於營運階段，我們確保作出充分應急計劃，並安排足夠消防火演習及培訓，以及安排專門人員監察酒店的安全。

應對 COVID-19 冠狀病毒

為應對 COVID-19 冠狀病毒，本集團為所有酒店引入一系列健康及安全措施。作為行業先驅，本集團認為迫切需要制定針對酒店行業的緩解措施標準指南。因此，我們諮詢了位於中國上海的復旦大學附屬華山醫院副主任以及中國湖北華山醫院醫療隊指揮官的專業醫療建議，與位於中國上海的復旦大學附屬華山醫院聯合出版該手冊。除應急計劃建議外，手冊亦載列客房服務、餐飲及廚房管理以及設施管理的指引。

我們深知，許多旅遊計劃於 COVID-19 冠狀病毒疫情期間被延中斷。就此，我們為客戶提供靈活安排以減輕他們的壓力。我們亦主動協助客戶更改預訂客房至位於較低健康及安全風險地區的其他酒店。

Environmental, Social and Governance Report

環境、社會及管治報告

CARING FOR THE COMMUNITY

Recognising the significance of giving back to society, the Group engages with the stakeholders in local communities in regions where it operates and supports local community development through impactful community investment activities targeted to the underprivileged groups.

In 2020, we donated HK\$350,000 to a not-for-profit organisation and our employees contributed 1,141 volunteer hours to support the needy through diverse activities.

Provision of Quality Accommodation and Support Amid COVID-19

The Group understands the tremendous challenges faced by medical staff and individual under quarantine. In this regard, the Group provided them with quality accommodation while safeguarding the health and safety of the local communities. During the Reporting Period, our hotel management units and the Hotels provided more than 30,000 rooms for quarantine to reduce the chance of cross-infection and received medical experts to undergo testing for COVID-19.

In addition to providing quality accommodation, our employees from the Wanda Moments Hotel Qingpu, Shanghai organised voluntary activity to send their regards to frontline medical staff in the quarantine areas including streets, health centres and disease control and prevention centres during the Reporting Period. The Hotel also donated anti-epidemic supplies to support them amid the COVID-19 pandemic.

致力關懷社區

我們相當重視回饋社會，本集團與營運所在地的當地社區持份者合作，並透過針對弱勢社群展開具影響力的社區投資活動以支援當地社區發展。

於二零二零年，我們合共捐出350,000港元以支持非牟利組織，而我們的員工亦透過參與多項義工活動以支持有需要人士，涉及的時數達1,141小時。

於COVID-19冠狀病毒疫情期間提供優質住宿及支援

本集團了解醫護人員及被隔離人士面臨的巨大挑戰。就此，本集團為他們提供優質住宿，同時保障當地社區的健康及安全。於報告期間內，我們的酒店管理業務單位以及該等酒店提供了超過30,000個隔離房間，以減低交叉感染的機會及接待醫學專家以接受COVID-19冠狀病毒檢測。

除提供優質住宿外，上海青浦萬達美華酒店的員工更組織了義工活動，於報告期間內向包括街道、衛生中心以及疾控中心在內的檢疫區的前線醫護人員送上關心。於COVID-19冠狀病毒疫情期間，酒店亦捐贈了抗疫物資以支持前線人員。

Environmental, Social and Governance Report

環境、社會及管治報告



Employees of Wanda Moments Hotel Qingpu in Shanghai sent regards to quarantining personnel.
上海青浦萬達美華酒店的員工向被隔離人士送上關心。

Regular Visits to Nursing Homes for the Elderly

To demonstrate our love and care to the elderly in the community, our hotel management units visited nursing homes for the elderly in Nanjing several times to distribute fruits, do the cleaning work and have conversations with the elderly during the Reporting Period. In particular, around 20 employees visited the nursing homes with mooncakes to celebrate Mid-Autumn Festival together.

定期探訪護老院

為向社區中的長者表達我們的愛心及關懷，酒店管理業務單位於報告期間內多次探訪南京的護老院，並派發水果、進行清潔工作並與長者交談。約20名員工更帶同月餅探訪護老院，與長者共同慶祝中秋節。

Environmental, Social and Governance Report

環境、社會及管治報告

CONTENT INDEX OF THE ESG REPORTING GUIDE OF HONG KONG EXCHANGES AND CLEARING LIMITED

香港交易及結算所有限公司 《環境、社會及管治指引》內 容索引

General Disclosure and KPIs 一般披露及關鍵績效指標	Disclosure 披露內容	Reference 參考
A. Environmental		
A. 環境		
Aspect A1: Emissions		
層面 A1：排放物		
General Disclosure 一般披露	Information on: 有關廢氣及溫室氣體排放、向水及 土地的排污、有害及無害廢棄物的 產生等的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. (b) 遵守對發行人有重大影響的相關 法律及規例的資料。	Environmental Protection 環境保護
KPI A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Not applicable — The operations of the Group do not cause any significant air emissions, and no relevant data is disclosed accordingly. 不適用 — 本集團的營運並無顯著 的氣體排放，因此並未有披露相 關數據。
KPI A1.2 關鍵績效指標 A1.2	Greenhouse gas emissions in total and, where appropriate, intensity. 溫室氣體總排放量及(如適用)密 度。	Environmental Protection — Using Resources Efficiently 環境保護 — 善用資源
KPI A1.3 關鍵績效指標 A1.3	Total hazardous waste produced and, where appropriate, intensity. 所產生有害廢棄物總量及(如適用) 密度。	Not applicable — The Group did not produce significant amount of hazardous waste during the Reporting Period. 不適用 — 本集團於報告年度並無 大量產生有害廢棄物。

Environmental, Social and Governance Report

環境、社會及管治報告

General Disclosure and KPIs 一般披露及關鍵績效指標	Disclosure 披露內容	Reference 參考
KPI A1.4 關鍵績效指標 A1.4	Total non-hazardous waste produced and, where appropriate, intensity. 所產生無害廢棄物總量及(如適用)密度。	Environmental Protection — Managing Waste Responsibly 環境保護 — 可靠的廢棄物管理
KPI A1.5 關鍵績效指標 A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Environmental Protection — Using Resources Efficiently, Promoting Green Buildings 環境保護 — 善用資源、推動綠色建築
KPI A1.6 關鍵績效指標 A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Environmental Protection — Managing Waste Responsibly 環境保護 — 可靠的廢棄物管理 The Group did not produce significant amount of hazardous waste during the Reporting Period. 本集團於報告年度並無大量產生有害廢棄物。
Aspect A2: Use of Resources		
層面 A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及原材料)的政策。	Environmental Protection 環境保護
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及/或間接能源總耗量及密度。	Environmental Protection — Using Resources Efficiently 環境保護 — 善用資源
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity. 總耗水量及密度。	Environmental Protection — Using Resources Efficiently 環境保護 — 善用資源
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Environmental Protection — Using Resources Efficiently, Promoting Green Buildings 環境保護 — 善用資源、推動綠色建築

Environmental, Social and Governance Report

環境、社會及管治報告

General Disclosure and KPIs 一般披露及關鍵績效指標	Disclosure 披露內容	Reference 參考
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Environmental Protection — Using Resources Efficiently 環境保護 — 善用資源 The Group did not encounter any issue in sourcing water for daily operations during the Reporting Period. 本集團的日常營運於報告年度並無遇上求取適用水源的問題。
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量及(如適用)每生產單位佔量。	Not applicable — The Group's products do not require the use of packaging material. 不適用 — 本集團的產品無須使用包裝材料。
Aspect A3: The Environment and Natural Resources		
層面 A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Environmental Protection 環境保護
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Environmental Protection — Promoting Green Buildings 環境保護 — 推動綠色建築

Environmental, Social and Governance Report

環境、社會及管治報告

General Disclosure and KPIs 一般披露及關鍵績效指標	Disclosure 披露內容	Reference 參考
B. Social – Employment and Labour Practices		
B. 社會 — 僱傭及勞工常規		
Aspect B1: Employment		
層面 B1：僱傭		
General Disclosure 一般披露	Information on: 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Walk Along with Employees 與員工同行
KPI B1.1 關鍵績效指標 B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Walk Along with Employees — Talents Acquisition and Retention 與員工同行 — 人才吸納及保留
KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Not reported — The Group is preparing to disclose the related data in the future. 未有披露 — 本集團正在準備在未來披露相關數據。

Environmental, Social and Governance Report

環境、社會及管治報告

General Disclosure and KPIs 一般披露及關鍵績效指標	Disclosure 披露內容	Reference 參考
Aspect B2: Health and Safety		
層面 B2：健康與安全		
General Disclosure 一般披露	Information on: 有關提供安全工作環境及保障僱員 避免職業性危害的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. (b) 遵守對發行人有重大影響的相關 法律及規例的資料。	Walk Along with Employees — Taking Care of Employees' Health and Safety 與員工同行 — 重視員工健康與安 全
KPI B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	Walk Along with Employees — Taking Care of Employees' Health and Safety 與員工同行 — 重視員工健康與安 全
KPI B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 因工傷損失工作日數。	Walk Along with Employees — Taking Care of Employees' Health and Safety 與員工同行 — 重視員工健康與安 全
KPI B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措 施，以及相關執行及監察方法。	Walk Along with Employees — Taking Care of Employees' Health and Safety 與員工同行 — 重視員工健康與安 全

Environmental, Social and Governance Report

環境、社會及管治報告

General Disclosure and KPIs 一般披露及關鍵績效指標	Disclosure 披露內容	Reference 參考
Aspect B3: Development and Training		
層面 B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Walk Along with Employees — Training and Development 與員工同行 — 培訓及發展
KPI B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。	Walk Along with Employees — Training and Development 與員工同行 — 培訓及發展
KPI B3.2 關鍵績效指標 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Walk Along with Employees — Training and Development 與員工同行 — 培訓及發展
Aspect B4: Labour Standards		
層面 B4：勞工準則		
General Disclosure 一般披露	Information on: 有關防止童工或強制勞工的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Walk Along with Employees — Talents Acquisition and Retention 與員工同行 — 人才吸納及保留
KPI B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Walk Along with Employees — Talents Acquisition and Retention 與員工同行 — 人才吸納及保留
KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Walk Along with Employees — Talents Acquisition and Retention 與員工同行 — 人才吸納及保留

Environmental, Social and Governance Report

環境、社會及管治報告

General Disclosure and KPIs 一般披露及關鍵績效指標	Disclosure 披露內容	Reference 參考
Operating Practices 營運慣例		
Aspect B5: Supply Chain Management 層面 B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Responsible Operations — Managing Our Supply Chain 負責任的營運 — 管理我們的供應鏈
KPI B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Responsible Operations — Managing Our Supply Chain 負責任的營運 — 管理我們的供應鏈
KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	Responsible Operations — Managing Our Supply Chain 負責任的營運 — 管理我們的供應鏈
Aspect B6: Product Responsibility 層面 B6：產品責任		
General Disclosure 一般披露	Information on: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Responsible Operations 負責任的營運

Environmental, Social and Governance Report

環境、社會及管治報告

General Disclosure and KPIs 一般披露及關鍵績效指標	Disclosure 披露內容	Reference 參考
KPI B6.1 關鍵績效指標 B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	There were no recalls concerning the provision and use of the Group's products and services that have a significant impact on our operations. 本集團提供的產品及服務並無導致對我們營運具重大影響的回收事件。
KPI B6.2 關鍵績效指標 B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Responsible Operations — Enhancing Services 負責任的營運 — 提升服務
KPI B6.3 關鍵績效指標 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Responsible Operations 負責任的營運
KPI B6.4 關鍵績效指標 B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Recall procedures are not material to the Group's operation. 回收程序對本集團之業務不屬重大。
KPI B6.5 關鍵績效指標 B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費資料保障及隱私政策，以及相關執行及監察方法。	Responsible Operations — Safeguarding Privacy 負責任的營運 — 保障私隱

Environmental, Social and Governance Report

環境、社會及管治報告

General Disclosure and KPIs 一般披露及關鍵績效指標	Disclosure 披露內容	Reference 參考
Aspect B7: Anti-corruption		
層面 B7：反貪污		
General Disclosure 一般披露	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Sustainability Governance; Responsible Operation 可持續發展的管治；負責任的營運
KPI B7.1 關鍵績效指標 B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Sustainability Governance 可持續發展的管治
KPI B7.2 關鍵績效指標 B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Responsible Operation — Maintaining Ethical Conduct 負責任的營運 — 維護道德操守

Environmental, Social and Governance Report

環境、社會及管治報告

General Disclosure and KPIs 一般披露及關鍵績效指標	Disclosure 披露內容	Reference 參考
Aspect B8: Community Investment		
層面 B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Caring for the Community 致力關懷社區
KPI B8.1 關鍵績效指標 B8.1	Focus areas of contribution. 專注貢獻範疇。	Caring for the Community 致力關懷社區
KPI B8.2 關鍵績效指標 B8.2	Resources contributed to the focus area. 在專注範疇所動用資源。	Caring for the Community 致力關懷社區

Independent Auditor's Report 獨立核數師報告



To the shareholders of
Wanda Hotel Development Company Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Wanda Hotel Development Company Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 124 to 273, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, 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 disclosure requirements of the Hong Kong Companies Ordinance.

致萬達酒店發展有限公司股東之
獨立核數師報告
(於百慕達註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第124頁至第273頁萬達酒店發展有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二零年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合損益表、綜合全面收入表、綜合股權變動表和綜合現金流量表以及綜合財務報表附註(包括主要會計政策概要)。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零二零年十二月三十一日的綜合財務狀況，及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為編製。

Independent Auditor's Report

獨立核數師報告

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.

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們就該等準則承擔的責任在本報告的核數師就審計綜合財務報表承擔的責任一節中進一步闡述。根據香港會計師公會的職業會計師道德守則(「守則」)，我們獨立於貴集團，並已履行守則中的其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，對本期間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時進行處理及以此出具審計意見。我們不會對這些事項提供單獨的意見。下文載有我們的審計如何處理以下各項事項的資料。

我們已履行本報告核數師就審計綜合財務報表承擔的責任一節所述的責任，包括有關該等事項的責任。因此，我們的審計包括執行為應對綜合財務報表重大錯誤陳述風險的評估而設的程序。審計程序的結果包括處理以下事項的程序，為我們就隨附的綜合財務報表的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p><i>Fair value of investment properties</i> 投資物業之公允價值</p> <p>As at 31 December 2020, the carrying amount of investment properties, which were stated at fair value, was approximately HK\$1,570.8 million. Management engages an external valuer to support its determination of the fair value of the investment properties. The valuation of the investment properties is highly dependent on estimates and assumptions, such as prevailing monthly market rents, prevailing market prices, the reversionary yield, capitalisation rates, occupancy rates and market knowledge. The use of different estimates and assumptions could result in significantly different fair values.</p> <p>The disclosures about investment properties are included in note 2.4 “summary of significant accounting policies”, note 3 “significant accounting judgements and estimates” and note 16 “investment properties” to the consolidated financial statements.</p> <p>於二零二零年十二月三十一日，按公允價值列賬之投資物業賬面值約為1,570,800,000港元。管理層委聘一名外部估值師幫助釐定投資物業之公允價值。投資物業之估值主要取決於各種估計及假設，如現行每月市場租金、現行市場價格、復歸收益率、資本化比率、租用率及市場知識。採用不同的估計及假設可導致公允價值出現重大差異。</p> <p>有關投資物業的披露載於綜合財務報表附註2.4「主要會計政策概要」、附註3「重大會計判斷及估計」以及附註16「投資物業」。</p>	<p>Our audit procedures included, among others, assessing the competence, capabilities and objectivity of the external valuer; reviewing the valuation report and holding discussion with management and the valuer to understand and assess the relevance and appropriateness of the valuation basis, methodology used and underlying assumptions applied; and obtaining and verifying the underlying data including comparable market transactions used by the valuer. We also involved our internal valuation specialists to assist us in evaluating the assumptions and methodologies used and assessing the reasonableness of data used in the valuation report, by comparing the prevailing monthly market rents, prevailing market prices, reversionary yield, capitalisation rates, occupancy rates with comparative cases in active markets.</p> <p>Moreover, we assessed the adequacy of the related disclosures in the consolidated financial statements.</p> <p>我們的審計程序包括(其中包括)評估外部估值師之資歷、能力及客觀性；審閱估值報告並與管理層及估值師討論，以了解及評估估值基準、所採用之方法及所應用之相關假設之相關性及適當性；及取得並核實相關數據(包括估值師所採用之可資比較市場交易)。我們亦委聘內部估值專家協助我們評估所採用之假設及方法，並透過將現行每月市場租金、現行市場價格、復歸收益率、資本化比率及租用率與活躍市場之比較案例進行比較，評估估值報告所採用數據之合理性。</p> <p>此外，我們已評估綜合財務報表中相關披露資料之充足性。</p>

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors 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 disclosure requirements of 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

年報所載的其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料(綜合財務報表及我們就此發出的核數師報告除外)。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會就其發表任何形式的鑒證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解的情況有重大不符，或者似乎有重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告有關事實。就此而言，我們無需報告任何事項。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公允的反映，及其認為編製綜合財務報表所必要落實的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

審核委員會協助貴公司董事履行監督貴集團財務報告過程的責任。

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. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, 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 scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是根據百慕達一九八一年公司法第90條的規定，僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按香港審計準則進行的審計總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期錯誤陳述個別或匯總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及取得充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的合適性及作出會計估計及相關披露資料的合理性。

Independent Auditor's Report

獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對 貴集團持續經營的能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者關注綜合財務報表中的相關披露資料，假若有關披露資料不足，則我們須出具非無保留意見的核數師報告。我們的結論是基於截至核數師報告日期止所取得的審計憑證。然而，未來事件或情況可能導致 貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易及事項。
- 就 貴集團實體或業務活動的財務資料獲取充分、適當的審計憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審計。我們對審計意見承擔全部責任。

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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.

我們與審核委員會溝通計劃審計範圍、時間安排、重大審計發現等事項，包括我們於審計期間識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通所有合理地被認為會影響我們獨立性的關係及其他事項，以及（倘適用）為消除威脅而採取的行動或應用的防範措施。

Independent Auditor's Report

獨立核數師報告

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

The engagement partner on the audit resulting in this independent auditor's report is Yee Chung Man.

Ernst & Young
Certified Public Accountants

Hong Kong

17 March 2021

就與審核委員會溝通的事項而言，我們釐定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們於核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若合理預期於我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人為余仲文。

安永會計師事務所
執業會計師

香港

二零二一年三月十七日

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

			2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Continuing operations	持續經營業務			
Revenue	收益	5	655,419	812,948
Cost of sales	銷售成本		(264,237)	(274,210)
Gross profit	毛利		391,182	538,738
Other income and gains, net	其他收入及收益，淨額	6	55,420	14,809
Net valuation loss on investment properties	投資物業估值虧損淨額	16	(34,538)	(787,975)
Selling expenses	銷售開支		(27,685)	(33,763)
Administrative expenses	行政開支		(136,979)	(175,587)
Finance costs	融資成本	8	(111,892)	(152,933)
Profit/(loss) before tax from continuing operations	持續經營業務之除稅前 溢利／(虧損)	7	135,508	(596,711)
Income tax (expense)/credit	所得稅(開支)／抵免	11	(39,409)	78,643
Profit/(loss) for the year from continuing operations	持續經營業務之本年度 溢利／(虧損)		96,099	(518,068)
Discontinued operations	終止經營業務			
Profit for the year from discontinued operations	終止經營業務之本年度溢利	12	134,057	129,444
Profit/(loss) for the year	本年度溢利／(虧損)		230,156	(388,624)
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人	14	165,131	(150,387)
Non-controlling interests	非控股權益		65,025	(238,237)
			230,156	(388,624)
Earnings/(loss) per share attributable to ordinary equity holders of the parent (HK cents)	母公司普通股持有人應佔 每股盈利／(虧損)(港仙)	14		
Basic and diluted	基本及攤薄			
— For profit/(loss) for the year	— 本年度溢利／(虧損)		3.5	(3.2)
— For profit/(loss) from continuing operations	— 持續經營業務 溢利／(虧損)		1.8	(5.3)

Consolidated Statement of Comprehensive Income

綜合全面收入表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

	Notes 附註	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Profit/(loss) for the year	本年度溢利／(虧損)	230,156	(388,624)
Other comprehensive income/(loss)	其他全面收入／(虧損)		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	其後期間可重新分類計入損益賬之其他全面收入／(虧損)：		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	203,869	(45,892)
Reclassification adjustments for a foreign operation disposed of during the year	本年度出售海外業務之重新分類調整	5,360	(117,909)
	29		
Other comprehensive income/(loss) for the year, net of tax	本年度其他全面收入／(虧損)(扣除稅項)	209,229	(163,801)
Total comprehensive income/(loss) for the year	本年度全面收入／(虧損)總額	439,385	(552,425)
Attributable to:	以下各項應佔：		
Owners of the parent	母公司擁有人	298,502	(298,611)
Non-controlling interests	非控股權益	140,883	(253,814)
		439,385	(552,425)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020 於二零二零年十二月三十一日

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

			2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	149,594	99,692
Investment properties	投資物業	16	1,570,800	1,509,238
Right-of-use assets	使用權資產	17(a)	409,727	289,231
Long-term receivables	長期應收款項	21	1,592,983	—
Deferred tax assets	遞延稅項資產	18	39,383	16,157
Total non-current assets	非流動資產總值		3,762,487	1,914,318
Current assets	流動資產			
Trade and bills receivables	貿易應收款項及應收票據	19	341,829	220,124
Contract assets	合約資產	20	22,469	14,500
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	21	65,973	26,848
Income tax recoverable	可收回所得稅		696	—
Cash and cash equivalents	現金及現金等值物	22	2,375,300	2,421,957
			2,806,267	2,683,429
Assets of a disposal group classified as held for sale	分類為持作出售之出售組別資產	12	—	4,995,232
Total current assets	流動資產總值		2,806,267	7,678,661
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	23	2,153,329	729,708
Contract liabilities	合約負債	24	34,882	35,463
Receipts in advance	預收款項		13,529	20,940
Loans from an intermediate holding company	一間中間控股公司貸款	25	873,000	4,187,582
Lease liabilities	租賃負債	17(b)	19,948	8,281
Income tax payables	應付所得稅		32,447	25,022
			3,127,135	5,006,996
Liabilities directly associated with the assets classified as held for sale	與分類為持作出售之資產直接相關之負債	12	—	1,459,703
Total current liabilities	流動負債總值		3,127,135	6,466,699
Net current (liabilities)/assets	流動(負債)/資產淨值		(320,868)	1,211,962
Total assets less current liabilities	總資產減流動負債		3,441,619	3,126,280

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020 於二零二零年十二月三十一日

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

			2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
		Notes 附註		
Non-current liabilities	非流動負債			
Contract liabilities	合約負債	24	57,162	26,667
Lease liabilities	租賃負債	17(b)	421,825	286,908
Deferred tax liabilities	遞延稅項負債	18	176,039	169,395
Total non-current liabilities	非流動負債總值		655,026	482,970
NET ASSETS	資產淨值		2,786,593	2,643,310
Equity	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	26	469,735	469,735
Retained earnings	保留溢利		367,688	205,279
Other reserves	其他儲備	27	1,382,558	1,246,465
			2,219,981	1,921,479
Non-controlling interests	非控股權益		566,612	721,831
TOTAL EQUITY	總權益		2,786,593	2,643,310

Ning Qifeng

寧奇峰

Executive Director

執行董事

Han Xu

韓旭

Non-executive Director

非執行董事

Consolidated Statement of Changes in Equity

綜合股權變動表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

		Attributable to owners of the parent 母公司擁有人應佔								Non- controlling interests	Total equity
		Share capital 股本	Share premium 股份溢價	Special reserve 特別儲備	Exchange reserve 匯兌儲備	Statutory reserve 法定儲備	Merger reserve 合併儲備	Retained earnings 保留盈利	Total 總計	\$'000 千元	\$'000 千元
		\$'000 千元 (note 26) (附註26)	\$'000 千元 (note 27) (附註27)	\$'000 千元 (note 27) (附註27)	\$'000 千元 (note 27) (附註27)	\$'000 千元 (note 27) (附註27)	\$'000 千元 (note 27) (附註27)	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
As at 1 January 2019	於二零一九年一月一日	469,735	1,947,082	53,544	150,277	108,901	(799,947)	290,498	2,220,090	987,301	3,207,391
Loss for the year	本年度虧損	—	—	—	—	—	—	(150,387)	(150,387)	(238,237)	(388,624)
Other comprehensive loss for the year:	本年度其他全面虧損：										
Exchange differences on translation of foreign operations	換算海外業務 之匯兌差	—	—	—	(30,315)	—	—	—	(30,315)	(15,577)	(45,892)
Reclassification adjustments for a foreign operation disposed of during the year	本年度出售海外業務 之重新分類調整	—	—	165,265	(283,174)	—	—	—	(117,909)	—	(117,909)
Total comprehensive loss for the year	本年度全面虧損總額	—	—	165,265	(313,489)	—	—	(150,387)	(298,611)	(253,814)	(552,425)
Disposal of subsidiaries	出售附屬公司	—	—	—	—	(68,726)	—	68,726	—	(11,656)	(11,656)
Appropriation to statutory reserve fund	轉撥至法定儲備金	—	—	—	—	3,558	—	(3,558)	—	—	—
As at 31 December 2019	於二零一九年 十二月三十一日	469,735	1,947,082*	218,809*	(163,212)*	43,733*	(799,947)*	205,279	1,921,479	721,831	2,643,310

Consolidated Statement of Changes in Equity

綜合股權變動表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

		Attributable to owners of the parent 母公司擁有人應佔							Non-controlling interests	Total equity	
		Share capital	Share premium	Special reserve	Exchange reserve	Statutory reserve	Merger reserve	Retained earnings	Total		
		股本	股份溢價	特別儲備	匯兌儲備	法定儲備	合併儲備	保留盈利	總計	非控股權益	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
		千元	千元	千元	千元	千元	千元	千元	千元	千元	
		(note 26)	(note 27)	(note 27)	(note 27)	(note 27)	(note 27)				
		(附註26)	(附註27)	(附註27)	(附註27)	(附註27)	(附註27)				
As at 1 January 2020	於二零二零年一月一日	469,735	1,947,082	218,809	(163,212)	43,733	(799,947)	205,279	1,921,479	721,831	2,643,310
Profit for the year	本年度溢利	-	-	-	-	-	-	165,131	165,131	65,025	230,156
Other comprehensive income for the year:	本年度其他全面收入：										
Exchange differences on translation of foreign operations	換算海外業務之匯兌差	-	-	-	128,011	-	-	-	128,011	75,858	203,869
Reclassification adjustments for a foreign operation disposed of during the year	本年度出售海外業務之重新分類調整	-	-	-	5,360	-	-	-	5,360	-	5,360
Total comprehensive income for the year	本年度全面收入總額	-	-	-	133,371	-	-	165,131	298,502	140,883	439,385
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	-	(216,737)	(216,737)
Appropriation to statutory reserve fund	轉撥至法定儲備金	-	-	-	-	2,722	-	(2,722)	-	-	-
Dividends paid to a non-controlling shareholder	已付非控股股東股息	-	-	-	-	-	-	-	-	(79,365)	(79,365)
As at 31 December 2020	於二零二零年十二月三十一日	469,735	1,947,082*	218,809*	(29,841)*	46,455*	(799,947)*	367,688	2,219,981	566,612	2,786,593

* These reserve accounts comprise the consolidated other reserves of \$1,382,558,000 (2019: \$1,246,465,000) in the consolidated statement of financial position.

* 該等儲備賬戶包括綜合財務狀況表所列示的綜合其他儲備1,382,558,000元(二零一九年：1,246,465,000元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

	Notes 附註	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Cash flows from operating activities	經營活動產生之現金流量		
Profit/(loss) before tax	除稅前溢利／(虧損)		
From continuing operations	來自持續經營業務	135,508	(596,711)
From discontinued operations	來自終止經營業務	134,057	166,181
Adjustments for:	按下列各項調整：		
Finance costs	融資成本	8,12	190,424
Interest income from financial assets at fair value through profit or loss	按公允價值計入損益賬 之金融資產之利息收入	6	(7,395)
Interest income on long-term receivables	長期應收款項之利息收入	6	—
Bank interest income	銀行利息收入	6	(6,152)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15	15,437
Depreciation of right-of-use assets	使用權資產折舊	17(a)	20,767
Covid-19-related rent concession from lessor	來自出租人之 COVID-19 相關租金減免	17(b)	—
Impairment of trade receivables and other receivables	貿易應收款項及 其他應收款項減值	19,21	43,596
Impairment of contract assets	合約資產減值	20	54
Gain on disposal of subsidiaries	出售附屬公司之收益	29	(136,793)
Net valuation loss of investment properties	投資物業估值虧損淨額	16	787,975
Impairment of goodwill	商譽減值	—	3,079
		287,660	480,462
Increase in properties under development	在建物業增加	(776,216)	(843,004)
Decrease in completed properties held for sale	持作出售之已竣工物業減少	—	116,532
(Increase)/decrease in trade receivables and bills receivables	貿易應收款項及應收票據 (增加)／減少	(66,463)	96,999
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項 及其他資產增加	(14,722)	714,605
Increase in contract assets	合約資產增加	(9,271)	—
Increase in contract incremental cost	合約增量成本增加	(148)	—
Decrease in receipts in advance	預收款項減少	(7,820)	(23,873)
Decrease in trade payables and other payables	貿易應付款項及 其他應付款項減少	(214,054)	(1,214,333)
Increase/(decrease) in contract liabilities	合約負債增加／(減少)	25,703	(54,727)
Cash used in operations	經營活動所用之現金	(775,331)	(727,339)
Taxes paid	已付稅項	(63,955)	(90,711)
Net cash flows used in operating activities	經營活動所用之 現金流量淨額	(839,286)	(818,050)

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

	Notes 附註	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Net cash flows used in operating activities	經營活動所用之現金流量淨額	(839,286)	(818,050)
Cash flows from investing activities	投資活動產生之現金流量		
Purchase of items of property, plant and equipment	購置物業、廠房及設備項目	(238,431)	(343,508)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目之所得款項	57	—
Bank interest received	已收銀行利息	16,691	6,152
Interest income from financial assets at fair value through profit or loss	按公允價值計入損益賬之金融資產之利息收入	13,133	7,395
Increase in time deposits with maturity of more than three months	原到期日超過三個月之定期存款增加	—	(223,260)
Decrease/(increase) in restricted bank deposits	受限制銀行存款減少/(增加)	3,434	(5,458)
Decrease in other current assets	其他流動資產減少	—	2,488
Proceeds received on debt from disposal of a subsidiary	出售附屬公司產生之債務之已收所得款項	621,628	740,495
Disposal of subsidiaries	出售附屬公司	2,090,964	(8,104)
Net cash flows from investing activities	投資活動所得之現金流量淨額	2,507,476	176,200
Cash flows from financing activities	融資活動產生之現金流量		
Proceeds from new loans from financial institutions	金融機構新借貸款所得款項	—	225,760
Repayment of loans from financial institutions	償還金融機構貸款	(971,213)	(99,088)
New loans from an intermediate holding company	一間中間控股公司之新貸款	849,330	1,034,097
Repayment of loans to an intermediate holding company	向一間中間控股公司償還貸款	(2,719,640)	(905,254)
New loans from other borrowings	其他借款之新貸款	1,162,549	—
Proceeds from other borrowings	其他借款所得款項	—	9,500
Dividend paid to a non-controlling shareholder	已付一名非控股股東股息	(79,365)	—
Principal portion of lease payments	租賃付款之本金部分	(17,116)	(14,286)
Interest paid	已付利息	(35,913)	(105,777)
Net cash flows (used in)/from financing activities	融資活動(所用)/所得之現金流量淨額	(1,811,368)	144,952
Net decrease in cash and cash equivalents	現金及現金等值物減少淨額	(143,178)	(496,898)
Cash and cash equivalents at beginning of year	年初之現金及現金等值物	2,198,697	2,741,296
Cash and cash equivalents included in assets held for sale	計入持作出售資產之現金及現金等值物	—	(28,489)
Effect of foreign exchange rate changes	匯率變動之影響	82,141	(17,212)
Cash and cash equivalents at end of year	年終之現金及現金等值物	2,137,660	2,198,697

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

			2020	2019
			二零二零年	二零一九年
		Notes	\$'000	\$'000
		附註	千元	千元
Analysis of balances of cash and cash equivalents	現金及現金等值物結餘分析			
Cash and bank balances	現金及銀行結餘	22	2,137,660	2,198,697
Time deposits	定期存款	22	237,640	223,260
Cash and cash equivalents as stated in the consolidated statement of financial position	列賬於綜合財務狀況表之現金及現金等值物		2,375,300	2,421,957
Less: time deposits with maturity of more than three months when acquired	減：於購入時原到期日超過三個月之定期存款		(237,640)	(223,260)
Cash and cash equivalents as stated in the consolidated statement of cash flows	列賬於綜合現金流量表之現金及現金等值物		2,137,660	2,198,697

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

1. CORPORATE AND GROUP INFORMATION

Wanda Hotel Development Company Limited (the “Company”) is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda.

The Company and its subsidiaries (hereinafter collectively referred to as the “Group”) are principally engaged in investment property leasing, hotel operation and management, hotel design and construction management services in the People’s Republic of China (the “PRC”) during the year.

In the opinion of the Company’s directors (the “Directors”), the immediate holding company of the Company is Wanda Commercial Properties Overseas Limited (“Wanda Overseas”), a company established in the British Virgin Islands and the ultimate holding company of the Company is Dalian Hexing Investment Company Limited, a company established in the PRC.

Information about principal subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Wanda Commercial Properties Investment Limited	Hong Kong	\$1	—	51%	Investment holding
萬達商業地產 投資有限公司	香港	1元			投資控股

1. 公司及集團資料

萬達酒店發展有限公司(「本公司」)為於百慕達註冊成立之有限公司。本公司之註冊辦事處位於Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda。

年內，本公司及其附屬公司(以下統稱「本集團」)主要於中華人民共和國(「中國」)從事投資物業租賃、酒店營運及管理、酒店設計及建設管理服務。

本公司董事(「董事」)認為，本公司之中間控股公司為萬達商業地產海外有限公司(「萬達海外」)，一間於英屬處女群島成立之公司；本公司之最終控股公司為大連合興投資有限公司，一間於中國成立之公司。

主要附屬公司資料

本公司主要附屬公司之詳情如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows
(Continued):

1. 公司及集團資料(續)

附屬公司資料(續)

本公司主要附屬公司之詳情如下(續)：

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guilin Gaoxin Wanda Plaza Co., Ltd.* (note i) 桂林高新萬達廣場有限公司*(附註i)	PRC 中國	US\$180,000,000 180,000,000 美元	—	51%	Property development 物業發展
Wanda Americas Real Estate Investment Co., Ltd. ("Wanda Americas RE") 萬達美洲地產投資有限公司 (「萬達美洲地產」)	Hong Kong 香港	\$1 1 元	60%	—	Investment holding 投資控股
Wanda Australia Real Estate Investment Co., Ltd. ("Wanda Australia RE") 萬達澳洲地產投資有限公司 (「萬達澳洲地產」)	Hong Kong 香港	\$1 1 元	60%	—	Investment holding 投資控股
Wanda Hotel Management (Hong Kong) Co. Limited 萬達酒店管理(香港)有限公司	Hong Kong 香港	US\$1 1 美元	100%	—	Investment holding 投資控股
Wanda Hotel Management (Shanghai) Co., Ltd.* (note i) 萬達酒店管理(上海)有限公司 (附註i)	PRC 中國	US\$10,000,000 10,000,000 美元	—	100%	Hotel management 酒店管理

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows
(Continued):

1. 公司及集團資料(續)

附屬公司資料(續)

本公司主要附屬公司之詳情如下(續)：

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Horgos Wanda Engineering Construction Management Consulting Company Limited*	PRC	RMB10,000,000	—	100%	Construction consulting
霍爾果斯萬達工程建設管理 諮詢有限公司	中國	人民幣 10,000,000 元			建築顧問
Wanda Engineering Management Consulting Co. Limited*	PRC	RMB50,000,000	—	100%	Construction consulting
萬達工程管理諮詢有限公司	中國	人民幣 50,000,000 元			建築顧問
Wanda Moment Shanghai Hotel Management Co., Ltd.*	PRC	RMB10,000,000	—	100%	Hotel operation
上海美鉅華爵萬達酒店管理 有限公司	中國	人民幣 10,000,000 元			酒店營運
Wanda Moment Nanchang Hotel Management Co., Ltd.*	PRC	RMB10,000,000	—	100%	Hotel operation
南昌萬達美華酒店管理有限公司	中國	人民幣 10,000,000 元			酒店營運
Wanda Moment Ningbo Hotel Management Co., Ltd.*	PRC	RMB10,000,000	—	100%	Hotel operation
寧波美鉅華爵萬達酒店管理 有限公司	中國	人民幣 10,000,000 元			酒店營運
Wanda Jin Wuxi International Hotel Co., Ltd. *	PRC	RMB10,000,000	—	100%	Hotel Operation
無錫萬達錦華國際酒店有限公司	中國	人民幣 10,000,000 元			酒店營運

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows
(Continued):

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Wanda Moment Changzhi Hotel Management Co., Ltd. * 長治萬達美華酒店管理有限公司	PRC 中國	RMB10,000,000 人民幣 10,000,000 元	—	100%	Hotel Operation 酒店營運
Shanghai Wantao Trading Co., Ltd.* 上海萬淘商貿有限公司	PRC 中國	RMB10,000,000 人民幣 10,000,000 元	—	100%	Sale of goods 產品銷售
Xiamen Wandefu Catering Management Co., Ltd.* 廈門萬德福餐飲管理有限公司	PRC 中國	RMB10,000,000 人民幣 10,000,000 元	—	100%	Sale of goods 產品銷售
Baise Wandefu Catering Management Co., Ltd. * 百色萬德福餐飲管理有限公司	PRC 中國	RMB5,000,000 人民幣 5,000,000 元	—	100%	Sale of Goods 產品銷售
Taizhou Jingdefu Catering Management Co., Ltd. * 泰州璟德福餐飲管理有限公司	PRC 中國	RMB5,000,000 人民幣 5,000,000 元	—	100%	Sale of Goods 產品銷售

* For identification purpose only

1. 公司及集團資料(續)

附屬公司資料(續)

本公司主要附屬公司之詳情如下(續)：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Note:

- i These entities are wholly-foreign-owned enterprises established in the PRC.

The above table lists of the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“\$”) and all values are rounded to the nearest thousand (“\$’000”) except when otherwise indicated.

1. 公司及集團資料(續)

附屬公司資料(續)

附註：

- i 該等實體為於中國成立之外商獨資企業。

董事認為，上述本公司附屬公司之列表對本集團本年度業績有重大影響或佔本集團資產淨值之重大部分。董事認為列出其他附屬公司之詳情將使篇幅過於冗長。

2. 編製基準及會計政策

2.1 編製基準

該等財務報表乃按照香港會計師公會(「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」，包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。該等財務報表亦符合香港聯合交易所有限公司證券上市規則(「上市規則」)之適用披露規定。除按公允價值計量之投資物業外，財務報表已根據歷史成本法編製。該等財務報表以港元(「元」)呈列，除另有註明外，所有價值均調整至最接近之千元(「千元」)。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The Group reported net current liabilities of \$320,868,000 as at 31 December 2020. Notwithstanding the net current liabilities position of the Company, the financial statements have been prepared on a going concern basis as Wanda Commercial Properties (Hong Kong) Co. Limited (“Wanda HK”), an intermediate holding company of the Company, has confirmed that it will not demand for payment of its advances and loans to the Group of \$2,522,799,000 within the next twelve months.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2020. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

2. 編製基準及會計政策 (續)

2.1 編製基準 (續)

本集團於二零二零年十二月三十一日錄得非流動負債淨值320,868,000元。儘管本公司錄得流動負債淨值，財務報表已按持續經營基準編製，乃由於本公司一間中間控股公司萬達商業地產(香港)有限公司(「萬達香港」)已確認其將不會在未來十二個月內要求本集團支付其墊款及貸款2,522,799,000元。

綜合基準

截至二零二零年十二月三十一日止年度，綜合財務報表包括本公司及其附屬公司之財務報表。附屬公司為本公司所直接或間接控制的實體(包括結構性實體)。當本集團就參與被投資公司所產生浮動回報而承受風險或享有權利，且有能力透過對其行使權力(即讓本集團現時能夠支配被投資公司相關活動的現有權利)而影響有關回報時，則本集團已控制該被投資公司。

當本公司並未直接或間接擁有被投資公司大多數投票權或類似的權力時，本集團會考慮所有相關因素及情況，以評估其是否對被投資公司具有控制權，包括：

- (a) 與被投資公司之其他投票權持有者之間的合約式安排；
- (b) 從其他合約式安排中獲取的權力；及
- (c) 本集團的投票權和潛在投票權。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

Basis of consolidation (Continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2. 編製基準及會計政策(續)

2.1 編製基準(續)

綜合基準(續)

附屬公司之財務報表乃就與本公司相同之報告期間採用一致之會計政策編製。附屬公司之業績於本集團取得控制權當日起直至該控制權終止當日止綜合入賬。

損益及其他全面收入之各項乃歸屬於本集團之母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。與本集團成員公司間交易有關之所有集團內公司間資產及負債、權益、收入、開支及現金流量於綜合入賬時全數對銷。

倘事實及情況表明上述三個控制權因素中之一個或以上出現變動，本集團會重新評估其是否控制被投資公司。附屬公司之擁有權權益之變動(未喪失控制權)乃按權益交易入賬。

倘本集團喪失一間附屬公司之控制權，其終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值；及(iii)於權益記錄之累計換算差額；及確認(i)已收代價之公允價值；(ii)任何保留投資之公允價值及(iii)於損益中任何產生之盈餘或虧絀。本集團先前於其他全面收入確認之應佔部分按倘本集團直接出售有關資產或負債須採用之相同基準重新分類至損益或保留溢利(如適用)。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures

The Group has adopted the *Conceptual Framework for Financial Reporting 2018* and the following revised HKFRSs for the first time for the current year's financial statements:

Amendments to HKFRS 3	<i>Definition of a Business</i>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i>
Amendment to HKFRS 16	<i>Covid-19-Related Rent Concessions (early adopted)</i>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i>

The nature and the impact of the *Conceptual Framework for Financial Reporting 2018* and the revised HKFRSs are described below:

- (a) *Conceptual Framework for Financial Reporting 2018* (the “Conceptual Framework”) sets out a comprehensive set of concepts for financial reporting and standard setting, and provides guidance for preparers of financial statements in developing consistent accounting policies and assistance to all parties to understand and interpret the standards. The Conceptual Framework includes new chapters on measurement and reporting financial performance, new guidance on the derecognition of assets and liabilities, and updated definitions and recognition criteria for assets and liabilities. It also clarifies the roles of stewardship, prudence and measurement uncertainty in financial reporting. The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The Conceptual Framework did not have any significant impact on the financial position and performance of the Group.

2. 編製基準及會計政策 (續)

2.2 會計政策及披露之變動

本集團已於本年度財務報表首次採納二零一八年財務報告概念框架及下列經修訂香港財務報告準則：

香港財務報告準則第3號(修訂本)	業務之定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革
香港財務報告準則第16號(修訂本)	COVID-19相關租金減免(已提早採納)
香港會計準則第1號及香港會計準則第8號(修訂本)	重大之定義

二零一八年財務報告概念框架及經修訂香港財務報告準則之性質及影響說明如下：

- (a) 二零一八年財務報告概念框架(「概念框架」)載列有關財務報告及標準制定之整套概念，且提供指引以供財務報表編製者制定一致的會計政策，並向各方提供協助以理解及詮釋準則。概念框架包括有關計量及報告財務表現之新章節、有關取消確認資產及負債之新指引以及資產及負債之更新定義及確認標準。其亦闡明監管、審慎及計量不確定性於財務報告之角色。概念框架並非一項準則，且其中包含之概念概無凌駕任何準則之概念或規定。概念框架對本集團之財務狀況及表現並未產生任何重大影響。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures (Continued)

- (b) Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group has applied the amendments prospectively to transactions or other events that occurred on or after 1 January 2020. The amendments did not have any impact on the financial position and performance of the Group.

2. 編製基準及會計政策(續)

2.2 會計政策及披露之變動(續)

- (b) 香港財務報告準則第3號(修訂本)釐清業務之定義並為其提供額外指引。有關修訂闡明被視為業務之一系列活動及資產必須至少包括共同可對產出能力有重大貢獻之投入及實質性進程。業務可以不包括產出所需的所有投入及進程之方式存在。該等修訂移除對市場參與者是否有能力收購業務並持續產出之評估要求。代之，修訂注重所獲得之投入及所獲得之實質性進程是否共同對產出能力作出重大貢獻。該等修訂亦縮小產出之定義，注重向客戶提供之貨品及服務、投資收入或日常業務活動所得之其他收入。此外，該等修訂提供指引，以評估已獲得進程是否具實質性，並引入自選公平值集中性測試，從而可簡化對已取得之一系列活動及資產是否為業務的評估。本集團已就於二零二零年一月一日或之後發生之交易或其他事件提前應用該等修訂。該等修訂對本集團之財務狀況及表現並未產生任何影響。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures (Continued)

- (c) Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address issues affecting financial reporting in the period before the replacement of an existing interest rate benchmark with an alternative risk-free rate (“RFR”). The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the introduction of the alternative RFR. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any interest rate hedging relationships.

2. 編製基準及會計政策 (續)

2.2 會計政策及披露之變動 (續)

- (c) 香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)針對以替代無風險利率(「無風險利率」)取替現有利率基準前期間影響財務報告的事宜。有關修訂帶來暫時紓緩，讓對沖會計處理得以在引入替代無風險利率前之不確定期間內繼續進行。此外，有關修訂規定公司須向投資者提供有關直接受該等不確定因素影響之對沖關係之額外資料。由於本集團並無任何利率對沖關係，有關修訂對本集團的財務狀況及表現並無產生任何影響。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures (Continued)

- (d) Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective for annual periods beginning on or after 1 June 2020 with earlier application permitted and shall be applied retrospectively.

During the year ended 31 December 2020, certain monthly lease payments for the leases of the Group's office place have been reduced by the lessors as a result of the pandemic and there are no other changes to the terms of the leases. The Group has early adopted the amendment on 1 January 2020 and elected not to apply lease modification accounting for all rent concessions granted by the lessors as a result of the pandemic during the year ended 31 December 2020. Accordingly, a reduction in the lease payments arising from the rent concessions of \$183,000 has been accounted for as a variable lease payment by derecognising part of the lease liabilities and crediting to profit or loss.

2. 編製基準及會計政策(續)

2.2 會計政策及披露之變動(續)

- (d) 香港財務報告準則第16號(修訂本)為承租人提供可行權宜方法，使其可選擇不就因COVID-19疫情之直接後果而產生之租金減免應用租賃修訂會計處理。該可行權宜方法僅適用於COVID-19疫情直接後果產生之租金減免，且僅當(i)租賃付款之變動導致租賃代價有所修訂，而經修訂代價與緊接變動前租賃代價大致相同，或少於緊接變動前之租賃代價；(ii)租賃付款之任何減幅僅影響原到期日為二零二一年六月三十日或之前之付款；及(iii)租賃之其他條款及條件並無實質變動。該修訂本於二零二零年六月一日或之後開始之年度期間有效並允許提早應用，且應予追溯應用。

截至二零二零年十二月三十一日止年度，出租人因疫情緣故已就本集團辦公室租賃調低若干月租付款，且並無對有關租賃條款作出其他變動。本集團已於二零二零年一月一日提早採納修訂本，並因疫情緣故選擇不就出租人於截至二零二零年十二月三十一日止年度授予之所有租金減免應用租賃修訂會計處理。因此，租金減免產生之租賃付款減少183,000元透過終止確認部分租賃負債以及計入損益入賬為可變租賃付款。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES *(Continued)*

2.2 Changes in accounting policies and disclosures *(Continued)*

- (e) Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could 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 clarify that materiality will depend on the nature or magnitude of information, or both. The amendments did not have any significant impact on the financial position and performance of the Group.

2. 編製基準及會計政策 *(續)*

2.2 會計政策及披露之變動 *(續)*

- (e) 香港會計準則第1號及香港會計準則第8號(修訂本)就重大提供了新定義。新定義指出，倘資料之遺漏、誤述或掩蓋足以合理地預計影響通用財務報表之主要用戶於該等財務報表的基礎上新作之決策，則資料屬重大。該等修訂釐清重大性將取決於資料之性質或重要性或兩者。該等修訂對本集團之財務狀況及表現並未產生任何重大影響。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework²</i>
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	<i>Interest Rate Benchmark Reform – Phase 2¹</i>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
HKFRS 17	<i>Insurance Contracts³</i>
Amendments to HKFRS 17	<i>Insurance Contracts^{3,6}</i>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current^{3,5}</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use²</i>
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract²</i>
Annual Improvements to HKFRSs 2018-2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41 ²

2. 編製基準及會計政策(續)

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並未於該等財務報表中應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第3號(修訂本)	<i>概念框架提述²</i>
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號(修訂本)	<i>利率基準改革 – 第二期¹</i>
香港財務報告準則第10號及香港會計準則第28號(修訂本)(二零一一年)	<i>投資者與其聯營公司或合營企業之間的資產出售或注資⁴</i>
香港財務報告準則第17號	<i>保險合約³</i>
香港財務報告準則第17號(修訂本)	<i>保險合約^{3,6}</i>
香港會計準則第1號(修訂本)	<i>將負債分類為流動或非流動^{3,5}</i>
香港會計準則第16號(修訂本)	<i>物業、廠房及設備—擬定用途前之所得款項²</i>
香港會計準則第37號(修訂本)	<i>虧損性合約—履約成本²</i>
香港財務報告準則二零一八年至二零二零年之年度改進	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨付之說明範例及香港會計準則第41號(修訂本) ²

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2021
- ² Effective for annual periods beginning on or after 1 January 2022
- ³ Effective for annual periods beginning on or after 1 January 2023
- ⁴ No mandatory effective date yet determined but available for adoption
- ⁵ As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised in October 2020 to align the corresponding wording with no change in conclusion
- ⁶ As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

- ¹ 於二零二一年一月一日或之後開始之年度期間生效
- ² 於二零二二年一月一日或之後開始之年度期間生效
- ³ 於二零二三年一月一日或之後開始之年度期間生效
- ⁴ 並無確定強制生效日期，惟可供採納
- ⁵ 作為香港會計準則第1號(修訂本)之結果，香港詮釋第5號財務報表之呈報——借款人對載有按要求償還條款之定期貸款進行分類已於二零二零年十月進行修訂，以使相應措詞保持一致而結論保持不變
- ⁶ 作為於二零二零年十月頒佈之香港財務報告準則第17號(修訂本)之結果，香港財務報告準則第4號已作出修訂，以延長允許保險人於二零二三年一月一日之前開始之年度期間應用香港會計準則第39號而非香港財務報告準則第9號之暫時豁免

預期將適用於本集團的該等香港財務報告準則的進一步資料如下。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

Amendments to HKFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則第3號(修訂本)旨在以二零一八年六月頒佈之財務報告概念框架提述取代先前財務報表編製及呈列框架，而毋須大幅度改變其規定。該等修訂亦就香港財務報告準則第3號就實體引用概念框架以釐定構成資產或負債之內容之確認原則增設一項例外情況。該例外情況規定，對於可能屬於香港會計準則第37號或香港(國際財務報告詮釋委員會)–詮釋第21號範圍內的負債及或然負債而言，倘該等負債屬單獨產生而非於企業合併中產生，則應用香港財務報告準則第3號的實體應分別參考香港會計準則第37號或香港(國際財務報告詮釋委員會)–詮釋第21號，而非概念框架。此外，該等修訂澄清或然資產於收購日期不符合確認條件。本集團預計自二零二二年一月一日起提前採納該等修訂。由於該等修訂提前適用於收購日期為首次應用日期或之後的業務合併，因此本集團於過渡日期將不會受該等修訂的影響。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

Amendments to HKAS 1 clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2. 編製基準及會計政策(續)

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第1號(修訂本)澄清將負債分類為流動或非流動之規定。該等修訂指明，倘實體延遲償還負債的權利受限於實體符合特定條件，則倘該實體符合當日之條件，其有權於報告期末延遲償還負債。負債之分類不受該實體行使其延遲償還負債權利的可能性的影響。該等修訂亦澄清被視為償還負債之情況。該等修訂於二零二三年一月一日或之後開始之年度期間生效，並應追溯應用。允許提早應用。該等修訂預期不會對本集團的財務報表造成任何重大影響。

香港會計準則第16號(修訂本)禁止實體從物業、廠房及設備成本中扣除資產達到管理層預定的可使用狀態(包括位置與條件)過程中產生之全部出售所得款項。實體必須將該等資產之出售所得款項計入當期損益。該等修訂於二零二二年一月一日或之後開始之年度期間生效，並僅追溯應用實體於首次採用該等修訂的財務報表所呈列之最早期間的期初或之後可供使用的物業、廠房及設備項目。允許提早應用。該等修訂預期不會對本集團的財務報表造成任何重大影響。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES *(Continued)*

2.3 Issued but not yet effective Hong Kong Financial Reporting Standards *(Continued)*

Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

2. 編製基準及會計政策 *(續)*

2.3 已頒佈但尚未生效之香港財務報告準則 *(續)*

香港會計準則第37號(修訂本)澄清，就根據香港會計準則第37號評估合約是否屬虧損性而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(例如直接勞工及材料)及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、機器及設備項目的折舊開支以及合約管理及監管成本)。一般及行政成本與合約並無直接關連，除非根據合約明確向對手方收取費用，否則不包括在內。該等修訂於二零二二年一月一日或之後開始之年度期間生效，並適用於實體於其首次應用修訂的年度報告期初尚未履行其所有責任的合約。允許提早應用。初步應用該等修訂的任何累積影響將確認為首次應用日期的期初權益的調整，而毋須重列比較資料。該等修訂預期不會對本集團的財務報表造成任何重大影響。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

Annual Improvements to HKFRSs 2018-2020 sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- *HKFRS 9 Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- *HKFRS 16 Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.

2. 編製基準及會計政策 (續)

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則二零一八年至二零二零年之年度改進載有香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨付之說明範例及香港會計準則第41號(修訂本)。預期適用於本集團的該等修訂詳情如下：

- *香港財務報告準則第9號金融工具*：澄清於實體評估是否新訂或經修改金融負債的條款與原金融負債的條款存在實質差異時所包含的費用。該等費用僅包括借款人與貸款人之間已支付或收取的費用，包括借款人或貸款人代表其他方支付或收取的費用。實體將有關修訂本應用於實體首次應用有關修訂本的年度報告期開始或之後修改或交換的金融負債。該等修訂本自二零二二年一月一日或之後開始之年度期間生效。允許提早應用。該等修訂本預期不會對本集團的財務報表造成任何重大影響。
- *香港財務報告準則第16號租賃*：刪除香港財務報告準則第16號隨附之說明範例13中有關租賃物業裝修的出租人付款說明。此舉消除於應用香港財務報告準則第16號有關租賃激勵措施處理方面的潛在困惑。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES *(Continued)*

2.4 Summary of significant accounting policies

Fair value measurement

The Group measures its investment properties at fair value at the end of each reporting period. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2. 編製基準及會計政策 *(續)*

2.4 主要會計政策概要

公允價值計量

本集團於各報告期末對其投資物業按公允價值進行計量。公允價值乃於計量日期市場參與者於有秩序交易中出售一項資產將收取或轉讓一項負債將支付的價格。公允價值計量假設出售資產或轉讓負債的交易於該資產或負債的主要市場，或在無主要市場的情況下，於對該資產或負債最有利的市場進行。本集團必須可於該主要市場或最有利市場進行交易。資產或負債的公允價值乃採用市場參與者為資產或負債定價時所用的假設計量，即假設市場參與者按其最佳經濟利益行事。

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

本集團採納合乎時宜且具備充分數據以供計量公允價值的估值方法，盡量使用相關可觀察輸入參數及盡量減少使用不可觀察輸入參數。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- | | | |
|---------|---|---|
| Level 1 | — | based on quoted prices (unadjusted) in active markets for identical assets or liabilities |
| Level 2 | — | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly |
| Level 3 | — | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable |

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

公允價值計量 (續)

所有公允價值於本財務報表計量或披露的資產及負債乃基於對公允價值計量整體而言屬重大的最低層輸入參數按以下公允價值等級分類：

- | | | |
|-----|---|---------------------------------------|
| 第一級 | — | 基於相同資產或負債於活躍市場的報價(未經調整) |
| 第二級 | — | 基於對公允價值計量而言屬重大的可觀察(直接或間接)最低層輸入參數的估值方法 |
| 第三級 | — | 基於對公允價值計量而言屬重大的不可觀察最低層輸入參數的估值方法 |

就按經常性基準於本財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公允價值計量整體而言屬重大的最低層輸入參數)確定是否發生不同等級轉移。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than contract assets, income tax recoverable, deferred tax assets, financial assets, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

非金融資產減值

倘存在減值跡象，或須每年對資產（合約資產、可收回所得稅、遞延稅項資產、金融資產、投資物業及非流動資產／分類為持作出售的出售組別除外）作減值測試時，資產的可收回金額會予以估計。資產的可收回金額乃資產或現金產生單位的使用價值，以及其公允價值減出售成本較高者，並就個別資產進行釐定，除非資產並不產生很大程度上獨立於其他資產或資產組別的現金流入，在此情況下，可收回金額按資產所屬的現金產生單位予以釐定。

減值虧損僅於資產的賬面金額超過其可收回金額時確認。在評估使用價值時，估計日後現金流量按能反映當時市場對貨幣時值及該項資產特定風險之評估的除稅前貼現率折算成現值。減值虧損計入其產生期間的損益表內與已減值資產功能一致之開支類別中，除非該資產乃以重估價值列示，在這種情況下，減值虧損將根據相關的重估資產會計政策處理。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Impairment of non-financial assets (Continued)

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

非金融資產減值 (續)

於各報告期末，將評估是否有跡象顯示之前確認的減值虧損或已不存在或可能已減少。倘存在該等跡象，可收回金額會予以估計。倘用以釐定資產的可收回金額的估計出現變動時，先前確認的資產（商譽除外）減值虧損方可撥回，惟該數額不得超過有關資產於過往年度並未有確認減值虧損而予以釐定的賬面金額（扣除任何折舊／攤銷）。該減值虧損的撥回於產生期間計入損益表。

關連人士

一方將被視為與本集團有關聯，條件為：

- (a) 該方為某一人士或該人士家屬及該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司之主要管理人員；

或

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Related parties (Continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group 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 employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (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 parent of the Group.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

關連人士 (續)

- (b) 倘該方為符合以下任何條件的實體：
- (i) 該實體及本集團為同一集團成員；
 - (ii) 一個實體為另一個實體之聯營公司或合營企業（或另一個實體的母公司、附屬公司或同系附屬公司）；
 - (iii) 實體及本集團為同一第三方之合營企業；
 - (iv) 一個實體為第三方實體之合營企業，而另一個實體為第三方實體之聯營公司；
 - (v) 實體為本集團或與本集團有關聯之實體為其僱員福利而設立之退休福利計劃；
 - (vi) 實體受(a)項所述之人士控制或共同控制；
 - (vii) (a)(i)項所述之人士對實體擁有重大影響力或為實體（或其母公司）之主要管理人員；及
 - (viii) 向本集團或本集團之母公司提供主要管理人員服務之實體或所屬集團之任何成員公司。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for “Non-current assets and disposal groups held for sale”. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

物業、廠房及設備以及折舊

除在建工程以外，物業、廠房及設備按成本減累計折舊及任何減值虧損呈列。倘一項物業、廠房及設備分類為待售資產或倘其作為分類為待售資產出售組別之一部分，則該物業、廠房及設備將不計提折舊，惟會根據香港財務報告準則第5號入賬（進一步說明見有關「非流動資產及待售出售組別」之會計政策）。物業、廠房及設備項目之成本包括其購買價，及促使有關資產達致其營運狀況及地點作擬定用途所產生之任何直接應佔成本。

物業、廠房及設備項目投產後所產生之支出，例如維修及保養，通常於產生支出期間計入損益表。在符合確認準則的情況下，主要檢查的支出會作為重置，於資產賬面金額中資本化。倘物業、廠房及設備的主要部分須不時重置，則本集團會將有關部分確認為個別資產，具有指明的可使用年期及據此折舊。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies

(Continued)

Property, plant and equipment and depreciation

(Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The estimated residual values and useful lives for this purpose are as follows:

		Useful lives 可使用年期	Residual values 殘值
Leasehold improvements	租賃物業裝修	Over the lease terms 租期內	Nil 無
Furniture, fixtures and equipment	傢俬、裝置及設備	3-10 years 3至10年	0-10%
Motor vehicles	汽車	5 years 5年	0-10%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2. 編製基準及會計政策(續)

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊(續)

折舊乃按其估計可使用年期以直線法撇銷各物業、廠房及設備項目之成本至其殘值計算。為此而採用之估計殘值及可使用年期如下：

	Useful lives 可使用年期	Residual values 殘值
Leasehold improvements	Over the lease terms 租期內	Nil 無
Furniture, fixtures and equipment	3-10 years 3至10年	0-10%
Motor vehicles	5 years 5年	0-10%

倘物業、廠房及設備項目之各部分有不同可使用年期，則有關項目之成本將按各部分之合理基礎分配，而每部分將作個別折舊。殘值、可使用年期及折舊法至少須於各財政年度年結日予以檢討，並作調整(如適用)。

物業、廠房及設備項目(包括初始確認的任何重大部分)於出售或預期不會從其使用或出售獲取未來經濟利益時終止確認。於終止確認資產之年度在損益表確認之任何出售或報廢損益，為有關資產出售所得款項淨額與賬面金額之差額。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies

(Continued)

Property, plant and equipment and depreciation

(Continued)

Construction in progress represents renovation works in progress and is stated at cost less any impairment losses, and is not depreciated. Cost mainly comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

物業、廠房及設備以及折舊 (續)

在建工程指進行中的裝修工程，按成本減任何減值虧損呈列且不計提折舊。成本主要包括建築期內的直接建設成本及資本化的相關借款的借款成本。在建工程竣工且可供使用時，將重新分類至物業、廠房及設備的恰當類別。

投資物業

投資物業為持作賺取租金收入及／或資本增值（而非用於生產或供應貨品或服務或行政目的），或在日常業務過程中出售之土地及樓宇之權益。該等物業初始以成本（包括交易成本）計量。初始確認後，投資物業按公允價值呈列，反映報告期末的市況。

投資物業公允價值之變動所產生之盈利或虧損，計入所產生年度之損益表。

報廢或出售投資物業之任何損益均於報廢或出售年度之損益表中予以確認。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and Freehold land classified as held for sale are not depreciated or amortised.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

非流動資產及待售出售組別

倘非流動資產及出售組別之賬面值主要透過一項出售交易而非透過持續使用之方式收回，則非流動資產及出售組別分類為待售資產。就此而言，有關資產或出售組別須可即時以其現狀出售，惟須符合出售該等資產或出售組別常用及慣用之條款；且須非常可能出售有關資產或出售組別。一間附屬公司分類為出售組別之所有資產及負債乃重新分類為待售資產，不論本集團是否於出售後保留其前附屬公司之非控股權益。

分類為待售之非流動資產及出售組別(投資物業及金融資產除外)乃按其賬面值及公允價值減出售成本的較低者計量。分類為待售之物業，廠房及設備及永久業權土地不計提折舊或進行攤銷。

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用之權利，則該合約為租賃或包含租賃。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies

(Continued)

Leases (Continued)

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

At inception or on reassessment of a contract that contains a lease component and non-lease component(s), the Group adopts the practical expedient not to separate non-lease component(s) and to account for the lease component and the associated non-lease component(s) (e.g., property management services for leases of properties) as a single lease component.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人

本集團就所有租賃應用一項單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產之權利。

於包含租賃部分及非租賃部分之合約開始或獲重新評估時，本集團採納實際權宜法，不將非租賃部分分開，而將租賃部分及相關非租賃部分（如物業租賃之物業管理服務）入賬為一個獨立租賃部分。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Leases (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Office	2 to 6 years
Hotel buildings	15 to 20 years
Warehouses	1 to 2 years
Machinery	1 to 3 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產

使用權資產於租賃開始日期 (即相關資產可供使用日期) 確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債款額、已產生初始直接成本及於開始日期或之前作出之租賃付款減任何已收取租賃獎勵。使用權資產於其租賃期及估計可使用年期按直線法折舊如下：

辦公室	2至6年
酒店樓宇	15至20年
倉庫	1至2年
機器	1至3年

倘租賃資產之所有權於租期結束時轉移至本集團或成本反映購買選擇權之行使，則會使用該資產之估計可使用年期計算折舊。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies

(Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. 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, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

2. 編製基準及會計政策(續)

2.4 主要會計政策概要(續)

租賃(續)

本集團作為承租人(續)

(b) 租賃負債

租賃負債乃於租賃開始日期按於租賃期內將予作出之租賃付款之現值確認。租賃付款包括固定付款(包括實質固定付款)減所收取之任何應收租賃優惠、取決於指數或利率之可變租賃付款，以及預期根據剩餘價值擔保將予支付的金額。租賃付款亦包括合理確定將予行使購買選擇權之行使價，及倘租賃期反映本集團行使選擇權以終止租賃，則包括就終止租賃支付之罰款。並非取決於指數或利率的可變租賃付款將於觸發付款之事件或條件發生之期間確認為開支。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities (Continued)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are presented separately from other liabilities in the statement of financial position.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債 (續)

於計算租賃付款之現值時，由於租賃所隱含之利率不易釐定，故本集團使用其於租賃開始日期之增量借貸利率。於開始日期後，租賃負債金額增加，以反映利息增加及已作出租賃付款減少。此外，如有修改、租賃期變動、固定租賃付款變動（如因指數或利率變動而導致未來租賃付款變動）或購買相關資產之選擇權之評估變動，則租賃負債之賬面值將重新計量。

本集團之租賃負債於財務狀況表中與其他負債分開呈列。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Leases (Continued)

Group as a lessee (Continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of offices and warehouses (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and plant that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(c) 短期租賃及低價值資產租賃

本集團對其辦公室及倉庫之短期租賃(即該等於開始日期之租賃期為12個月或以下且不包含購買權之租賃)應用短期租賃確認豁免。其亦對視作低價值之辦公設備租賃應用低價值資產租賃確認豁免。

短期租賃及低價值資產租賃之租賃款項於租賃期內按直線法確認為開支。

本集團作為出租人

本集團作為出租人時，會在租賃開始時(或在修改租賃時)將其各項租賃分類為經營租賃或融資租賃。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Leases (Continued)

Group as a lessor (Continued)

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

租賃 (續)

本集團作為出租人 (續)

本集團並無將實質上轉移資產所有權隨附之所有風險及回報之租賃分類為經營租賃。倘合約包括租賃及非租賃部分，本集團根據相對獨立之售價基準將合約代價分配予各部分。租金收入根據其經營性質於租賃期內按直線法入賬並計入損益表之收益。協商及安排經營租賃時發生之初始直接費用計入租賃資產之賬面值，並按與租金收入相同之基準於租賃期內確認為租金費用。或然租金乃於所賺取期間確認為收益。

將相關資產擁有權所附帶之所有風險及回報實質轉移至承租人的租賃乃作為融資租賃列賬。

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本及按公允價值計入損益計量。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

初始確認及計量 (續)

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用不調整重大融資成分影響之可行權宜方法的貿易應收款項外，本集團初始按公允價值加上（倘金融資產並非按公允價值計入損益）交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項根據下文「收益確認」所載之政策按香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公允價值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息（「SPPI」）的現金流量。現金流量之並非SPPI之金融資產分類為按公允價值計入損益計量，而不論業務模式。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

初始確認及計量 (續)

本集團管理金融資產的業務模式指其如何管理金融資產以產生現金流量。業務模式確定現金流量是否來自收取合約現金流量、出售金融資產，或兩者兼有。按攤銷成本分類及計量之金融資產乃於以持有金融資產以收取合約現金流量為目的之業務模式中持有，而按公允價值計入其他全面收益分類及計量之金融資產則於以持有以收取合約現金流量及銷售為目的之業務模式中持有。不在上述業務模式中持有之金融資產乃按公允價值計入損益分類及計量。

所有以常規方式買賣的金融資產均於交易日期（即本集團承諾買賣該資產當日）予以確認。常規方式買賣指規定須於一般市場規例或慣例確立之期間內交付資產的金融資產買賣。

後續計量

金融資產的後續計量取決於其以下分類：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Investments and other financial assets (Continued)

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the assets.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

按攤銷成本計量之金融資產 (債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益表中確認。

按公允價值計入損益賬之金融資產

按公允價值計入損益賬之金融資產按公允價值於財務狀況表列賬，而公允價值變動淨額於損益表中確認。

終止確認金融資產

金融資產 (或倘適用，作為金融資產或類似金融資產組別之一部分) 主要在下列情況終止確認 (即自本集團的綜合財務狀況表剔除)：

- 從資產收取現金流量之權利已屆滿；或
- 本集團已轉讓其從資產收取現金流量之權利，或已根據「轉付」安排承擔責任，在沒有重大延誤的情況下，將已收取現金流量悉數付予第三方；及 (a) 本集團已轉讓資產之絕大部分風險及回報，或 (b) 本集團並無轉讓或保留資產之絕大部分風險及回報，但已轉讓資產之控制權。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Derecognition of financial assets (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2. 編製基準及會計政策(續)

2.4 主要會計政策概要(續)

終止確認金融資產(續)

倘本集團已轉讓從資產收取現金流量之權利或已經訂立轉付安排，其對於是否保留與該資產所有權相關的風險和回報以及保留程度作出評估。倘其未轉讓或保留資產之絕大部分風險及回報亦未轉讓資產之控制權，本集團繼續按本集團之持續參與確認轉讓之資產。在該情況下，本集團亦確認相關負債。轉讓的資產及相關負債按反映本集團保留的權利和責任的基準計量。

以經轉讓資產擔保方式的持續參與按資產原始賬面金額與本集團可能被要求償還代價的最高金額之間的較低者計量。

金融資產減值

本集團就並非按公允價值計入損益持有的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取並按原始實際利率的概約利率折現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Impairment of financial assets (Continued)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產減值 (續)

一般方法

預期信貸虧損分兩個階段確認。就首次確認以來信貸風險並無大幅增加的信貸風險而言，會為未來十二個月可能發生的違約事件所產生的信貸虧損(十二個月預期信貸虧損)計提預期信貸減值撥備。就首次確認以來信貸風險大幅增加的信貸風險而言，不論何時發生違約，於餘下風險年期內產生的預期信貸虧損均須計提減值撥備(存續預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險自初始確認以來是否大幅增加。在進行評估時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險，並考慮合理及有理據且毋須花費不必要成本或精力即可獲得的資料，包括歷史及前瞻性資料。

倘合約付款逾期90日，則本集團認為金融資產屬已違約。然而，在若干情況下，當內部或外部資料指出在計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收回未償還合約金額，則本集團亦可認為金融資產將屬違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2. 編製基準及會計政策(續)

2.4 主要會計政策概要(續)

金融資產減值(續)

一般方法(續)

按公允價值計入其他全面收益的債務工具以及按攤銷成本計量的金融資產根據一般方法進行減值，並根據以下用作計量預期信貸虧損的階段進行分類，惟應用下文詳述的簡化方法的貿易應收款項和及合約資產除外。

- 第一階段 — 信貸風險自初始確認以來並無大幅增加及按相等於十二個月預期信貸虧損的金額計量減值撥備的金融工具
- 第二階段 — 信貸風險自初始確認以來大幅增加但並非信貸減值金融資產及按相等於存續預期信貸虧損的金額計量減值撥備的金融工具
- 第三階段 — 於報告日期信貸減值(但並非購買或原始信貸減值)及按相等於存續預期信貸虧損的金額計量減值撥備的金融資產

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Impairment of financial assets (Continued)

Simplified approach

For trade and bills receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, lease liabilities, interest-bearing loans from an intermediate holding company.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融資產減值 (續)

簡化方法

就並無重大融資成分或本集團已應用不調整重大融資成分影響之可行權宜方法的貿易應收款項及應收票據及合約資產而言，本集團採用簡化方法計算預期信貸虧損。根據簡化方法，本集團並無追蹤信貸風險變動，反而於各報告日期根據存續預期信貸虧損確認減值撥備。本集團已根據其以往信貸虧損經驗設立撥備矩陣，並按債務人特定的前瞻性因素及經濟環境作出調整。

就包含一項重大融資組成部分的貿易應收款項及合約資產以及租賃應收款項而言，本集團選擇採納簡化方法作為其會計處理方法，以上述政策計算預期信貸虧損。

金融負債

初始確認及計量

金融負債初始確認時分類為按公允價值計入損益賬之金融負債、貸款及借款或應付款項(如適用)。

初始確認時，所有金融負債均按公允價值確認，如屬貸款及借款以及應付款項，則扣除直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、租賃負債、一間中間控股公司之計息貸款。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融負債 (續)

後續計量

金融負債的後續計量視乎其如下分類：

按攤銷成本列賬之金融資產 (貸款及借款)

初始確認後，計息貸款及借款其後以實際利率法按攤銷成本計量，惟倘貼現之影響並不重大，則按成本呈列。倘負債終止確認，則損益將透過實際利率法攤銷過程於損益表中確認。

計算攤銷成本須計及收購時之任何折讓或溢價，且包括構成實際利率整體部分的費用或成本。實際利率攤銷計入損益表內的融資成本。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Financial liabilities (Continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融負債 (續)

財務擔保合約

本集團作出的財務擔保合約即要求發行人作出特定付款以償付持有人因特定債務人未能根據債務工具的條款償還到期款項而招致損失的合約。財務擔保合約初步按其公允價值確認為一項負債，並就作出該擔保直接產生的交易成本作出調整。於初始確認後，本集團按(i)根據「金融資產減值」所載之政策釐定的預期信貸虧損撥備；及(ii)初始確認的金額減(如適用)累計已確認收入金額(以較高者為準)計量財務擔保合約。

終止確認金融負債

倘負債項下的責任已解除或取消或屆滿，則終止確認金融負債。

當現有金融負債被同一貸款人以明顯不同的條款提供之另一金融負債取代，或現有負債之條款經大幅修訂，則相關交換或修訂被視為終止確認原始負債及確認新負債，且各賬面金額之差額在損益表中確認。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

金融工具的抵銷

倘目前有可行使的合法權利對確認的金額予以抵銷，且有意按淨額基準結算或同時變現資產和結算負債，則金融資產和金融負債會互相抵銷，而淨額會在財務狀況表中呈報。

現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括庫存現金及活期存款，以及可隨時轉換為已知數額現金、價值變動風險極微及一般於購入後三個月內到期之短期高流動性投資，減去於要求時償還且構成本集團現金管理一部分之銀行透支。

就綜合財務狀況表而言，現金及現金等值物包括並未限制用途的庫存現金及銀行現金（包括定期存款及性質與現金類似的資產）。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies

(Continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

撥備

倘因過往事件導致現有責任(法律或推定)及日後可能需要有資源流出以履行責任，則確認撥備，但必須能可靠估計有關責任金額。

倘貼現之影響屬重大，則確認之撥備金額為預期用作履行責任之未來支出於報告期末之現值。因時間流逝導致所貼現值金額的增加將計入損益表的融資成本中。

所得稅

所得稅包括即期及遞延稅項。與並非於損益賬確認之項目有關之所得稅會於並非損益賬之其他全面收入或直接於權益中確認。

即期稅項資產及負債以預期可予收回或支付予稅務機關之金額計算，計算之基準為於報告期末前已生效或實質上已生效之稅率(及稅法)，亦考慮本集團經營所在國家現行之詮釋及慣例。

遞延稅項使用負債法就報告期末資產及負債之稅基與其作財務申報用途之賬面值之間產生之一切暫時性差異作出撥備。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and a joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項負債乃就所有應課稅暫時性差異予以確認，惟以下情況除外：

- 於進行某項不屬於業務合併之交易時因商譽或初步確認資產或負債且無對會計溢利或應課稅溢利或虧損構成影響而產生之遞延稅項負債；及
- 就與於附屬公司及合營企業之投資相關之應課稅暫時性差異而言，惟倘撥回暫時性差異之時間可予控制，且暫時性差異可能不會於可見將來撥回則作別論。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies

(Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and a joint venture, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產按所有可抵扣暫時性差異以及未動用稅項抵免及任何未動用稅項虧損之結轉確認。遞延稅項資產於應課稅溢利將用作抵銷可扣減暫時性差異以及可動用之未動用稅項抵免及未動用稅項虧損之結轉時確認，惟以下情況除外：

- 於進行某項交易時因初步確認非業務合併之交易之資產或負債且無對會計溢利或應課稅溢利或虧損構成影響而產生之可扣減暫時性差異有關之遞延稅項資產；及
- 就與於附屬公司及合營企業之投資相關的可扣減暫時性差異而言，遞延稅項資產僅在暫時性差異可能於可見將來撥回，及應課稅溢利可予動用抵銷暫時性差異時始予以確認。

遞延稅項資產之賬面值於各報告期末進行審核，並於不再可能有足夠應課稅溢利以動用全部或部分遞延稅項資產時予以確扣減。未確認之遞延稅項資產則於各報告期末進行重估，並於將可能有足夠應課稅溢利以動用全部或部分將收回之遞延稅項資產時確認。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Income tax (Continued)

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

2. 編製基準及會計政策(續)

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產及負債，乃根據於各報告期末已生效或實質上已生效之稅率(及稅法)，按預期適用於變現資產或償還負債期間之稅率計算。

倘及僅當本集團有可依法強制執行之權利可將當期稅項資產與當期稅項負債相互抵銷及遞延稅項資產與遞延稅項負債與由同一稅務機關對同一應課稅實體或不同的應課稅實體所徵收的所得稅有關，而該等實體有意在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間內，按淨額基準清償當期稅項負債及資產，或同時變現該資產及清償該負債，則遞延稅項資產可與遞延稅項負債互相抵銷。

政府補助

當能夠合理保證將獲授補助且符合所有附帶條件時，方會按其公允價值確認政府補助。倘補助與一項開支項目有關，則該補助在擬補償之成本支銷之期間內按系統性基準確認為收入。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收益確認

來自客戶合約的收益

來自客戶合約的收益於貨品或服務控制權轉移至客戶時按能反映本集團預期就轉移該等貨品或服務而有權獲得之代價金額確認。

當合約代價包含可變金額時，代價金額則按本集團有權就向客戶轉移貨品或服務交換的代價金額估計。可變代價在合約開始時估計並受約束，直至當與可變代價相關的不確定性隨後獲解決時已確認累計收益金額將很大可能不會發生重大收益撥回。

當合約包含就向客戶轉移貨品或服務為客戶提供超過一年重大融資利益的融資成分時，收益按應收款項的現值計量，並按本集團與客戶於合約開始時之獨立融資交易中反映的折現率進行折現。當合約包含為本集團提供超過一年重大財務利益的融資成分時，根據合約確認的收益包括按實際利率法計算的合約負債所產生的利息支出。就客戶付款與轉移承諾貨品或服務之間的期限為一年或以下的合約而言，根據香港財務報告準則第15號可行權宜方法，交易價格不會就重大融資成分的影響進行調整。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Revenue recognition (Continued)

(a) Hotel management services

Hotel management services mainly include the following:

The day-to-day management services, and the different kinds of management service fees are generally calculated as certain percentages of the total revenues, room revenue or operation profit of those hotels under management. Such management service fees are due and payable on a monthly basis as services are provided and revenue is recognised over time as services are rendered.

Central reservation system usage fees, other system maintenance and other support fees are typically billed and collected monthly along with the base management service fees mentioned above, and revenue is generally recognised as services are provided.

Pre-opening services, which include providing services (e.g., installing IT information systems, providing standardisation hotel management system and central reservation system, providing access to purchase platform, helping to obtain operational qualification, and helping to recruit and train employees) to the hotel owners to assist in preparing for the hotel opening. These fees are typically collected upfront and are recognised as revenue over the whole management contract period.

2. 編製基準及會計政策(續)

2.4 主要會計政策概要(續)

收益確認(續)

(a) 酒店管理服務

酒店管理服務主要包括下列各項：

日常管理服務以及各種管理服務費用一般按所管理酒店之總收益、客房收益或經營溢利之若干百分比計算得出。該等管理服務費用須在提供服務時按月支付，且收益須在提供服務時隨時間確認。

中央預約系統使用費用、其他系統維護及其他支援費用一般連同上述基本管理服務費用按月結算及收取，且收益一般在提供服務時確認。

開業前服務，包括向酒店擁有人提供服務(例如安裝IT資訊系統、提供標準化酒店管理系統及中央預約系統、提供購買平台的訪問權限、協助獲得營運資格以及招募和培訓僱員)以協助酒店開業。該等費用一般乃預先收取，並於整個管理合約期內確認為收益。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies

(Continued)

Revenue recognition (Continued)

(a) Hotel management services (Continued)

Revenue from the loyalty program management service fee is generated from the services provided in relation to the loyalty program. The program reward members with points for each stay at the hotels or certain other consumption at the hotels, which are then redeemable for free hotel nights and other goods and services. The Group defers the cash amount received from participating hotels as the future redemption obligation, and such points that will eventually be redeemed as revenue when they are used or on the expiry date.

(b) Hotel design and construction management services

Revenue is recognised in the accounting period in which the services are rendered because the customer simultaneously receives and consumes the benefits provided by the Group.

(c) Hotel operation income

Revenue from room sales and other ancillary guest services is recognised over time on a daily basis, and revenue from the sale of goods is recognised at the point in time when control of the goods is transferred to customers.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收益確認 (續)

(a) 酒店管理服務 (續)

忠誠計劃管理服務費用之收益乃來自就忠誠計劃所提供之服務。該計劃就每次入住酒店或於酒店作出若干其他消費向成員提供獎勵積分，該等積分其後可兌現免費入住酒店以及其他貨品及服務。本集團會遞延自參與酒店收取之現金為未來兌現責任，當該等積分已獲使用或到期，該等積分最終將予兌現為收益。

(b) 酒店設計及建設管理服務

由於客戶同時收取及消費本集團提供之利益，故收益於提供服務之會計期間確認。

(c) 酒店營運收入

客房銷售及其他配套賓客服務之收益每日隨時間確認，而來自商品銷售之收益則於商品的控制權轉移至客戶時確認。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Revenue recognition (Continued)

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

收益確認 (續)

其他來源之收益

租金收入於租賃期內按時間比例予以確認。不取決於某一指數或利率之可變租賃付款於會計期間產生時確認為收入。

其他收入

利息收入按累計基準以實際利率法，採用於金融工具之預期年期或較短期間（倘適用）內將估計未來現金款項精確折現至金融資產賬面淨值的比率確認。

合約資產

合約資產為就已轉讓至客戶之貨品或服務而收取代價之權利。倘本集團於客戶支付代價前或款項到期前透過向客戶轉讓貨品或服務履約，合約資產則確認有條件賺取代價。合同資產須進行減值評估，詳情載於金融資產減值之會計政策。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

Certain subsidiaries outside Hong Kong are required to contribute a certain percentage of their payroll costs to pension schemes operated by the respective governments. The only obligation of the Group with respect to the pension schemes is to pay the required ongoing contributions. Contributions under the schemes are charged to profit or loss as they become payable in accordance with the rules of the pension schemes.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

合約負債

本集團向客戶轉移相關貨品或服務前，合約負債便於收取付款或付款到期時（以較早者為準）確認。當本集團履行合約時，合約負債確認為收益（即轉移相關貨品或服務之控制權至客戶）。

僱員福利

退休計劃

本集團根據強制性公積金計劃條例之規定為全體僱員設立一項定額供款強制性公積金退休福利計劃（「強積金計劃」）。根據強積金計劃之規則，供款按僱員基本薪金之某一百分比計算，並於應付時於損益表內扣除。強積金計劃之資產與本集團之資產分開存放，並由獨立管理之基金持有。本集團之僱主供款乃全數歸屬於參與強積金計劃供款之僱員。

位於香港以外地區之若干附屬公司須按其薪金成本之若干百分比向當地政府設立之退休金計劃供款。本集團就退休金計劃須承擔之惟一責任為持續支付計劃所需之供款。計劃下之供款乃根據退休金計劃之規則於應付時於損益內扣除。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES *(Continued)*

2.4 Summary of significant accounting policies *(Continued)*

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, that is, assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

2. 編製基準及會計政策 *(續)*

2.4 主要會計政策概要 *(續)*

借款成本

合資格資產(須經相當長時間方能準備就緒以作預期用途或出售之資產)收購、建造或製造直接應佔之借款成本資本化作為資產成本之一部分。當大部分資產可作其預期用途或出售時，即停止將相關借款成本資本化。特定借款用於合資格資產之前作為短暫投資所賺取之投資收入於已資本化之借款成本中扣除。所有其他借款成本於其產生期間支銷。借款成本包括實體就資金借款產生之利息及其他成本。

股息

末期股息將於股東大會上獲股東批准後確認為負債。建議末期股息於財務報表附註披露。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

外幣

該等財務報表乃以本公司之功能及呈報貨幣港元呈列。本集團內各實體釐定其本身之功能貨幣，而各實體計入財務報表內之項目乃以該功能貨幣計算。本集團內實體所記錄之外幣交易初步按其各自於交易日期適用之功能貨幣匯率記錄。以外幣計值之貨幣資產及負債乃按報告期末之功能貨幣匯率換算。結算或換算貨幣項目所產生之差額均於損益表內確認。

因結算或換算貨幣項目所產生之差額均於損益表內確認，惟指定作為對沖本集團海外業務之淨投資之一部分之貨幣項目除外。此等貨幣項目於其他全面收入內確認，直至於累計金額被重新分類至損益表時出售有關淨投資為止。該等貨幣項目之匯兌差額產生之稅項開支及抵免亦入賬列為其他全面收入。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Foreign currencies (Continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

外幣 (續)

按外幣以歷史成本計量之非貨幣項目按首次交易日期之匯率換算。按外幣以公允價值計量之非貨幣項目則按計量公允價值當日之匯率換算。換算以公允價值計量之非貨幣項目所產生之收益或虧損之列賬方式與確認有關項目之公允價值變動產生之收益或虧損(即換算差額涉及其公允價值之收益或虧損於其他全面收入或損益賬確認，亦分別於其他全面收入或損益賬內確認之項目)所採用者一致。

就與預付代價相關終止確認非貨幣資產或非貨幣負債而言，於釐定有關資產、開支或收入初始確認的匯率時，初始交易日期為本集團初步確認因預付代價而產生的非貨幣資產或非貨幣負債之日。倘存在多筆預付款項或預收款項，本集團就每筆預付代價款項或收取預付代價款項釐定交易日期。

若干海外附屬公司之功能貨幣為港元以外之貨幣。於報告期末，該等實體之資產與負債乃按報告期末適用之匯率換算為港元，其損益表則按本年度之加權平均匯率換算為港元。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

2.4 Summary of significant accounting policies (Continued)

Foreign currencies (Continued)

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas companies which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

2. 編製基準及會計政策 (續)

2.4 主要會計政策概要 (續)

外幣 (續)

因此而產生之匯兌差額於其他全面收入確認，並於匯兌儲備累計。出售海外實體時，有關該項特定海外業務之其他全面收入部分，乃於損益表內確認。

就綜合現金流量表而言，海外附屬公司之現金流量乃以出現現金流量當日之匯率換算為港元。海外公司於年內頻繁出現之經常性現金流量項目則以年內之加權平均匯率換算為港元。

3. 重大會計判斷及估計

編製本集團之財務報表要求管理層作出影響已呈報收益、開支、資產與負債金額及彼等隨附之披露以及或然負債之披露之判斷、估計及假設。此等假設及估計之不確定因素可能會導致未來期間須對受影響之資產或負債之賬面值作出重大調整。

判斷

於應用本集團會計政策之過程中，除涉及對財務報表內已確認金額構成最重大影響之該等估計之會計政策外，管理層已作出以下判斷：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g. construction of significant leasehold impairments to the leased asset).

Estimation uncertainty

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

3. 重大會計判斷及估計(續)

判斷(續)

物業租賃分類 – 本集團作為出租人

本集團就其投資物業組合訂立商業物業租約。本集團認為，根據對有關安排之條款及條件的評估，如租賃期並不構成商用物業之經濟壽命主要部分，而最低租賃付款現值實質上亦不等於商用物業之所有公允價值，本集團保留出租此等物業所有權隨附之所有重大風險及回報，並將合約入賬為經營租賃。

釐定附有重續權合約之租賃期時之重大判斷

本集團擁有若干包括延期及終止選擇權之租賃合約。本集團於評估是否行使選擇權以續約或終止租賃時須作出判斷。即本集團考慮所有對其進行續約或終止租賃產生經濟誘因之相關因素。於開始日期後，倘發生在本集團控制範圍內之重大事件或情況變動，並影響其行使或不行使選擇權重續或終止租賃(例如對租賃資產進行重大租賃物業裝修建造)之能力時，本集團將重新評估租賃期。

估計不確定性

於報告期末存在重大風險使下個財政年度資產及負債之賬面值須作重大調整而與未來有關的主要假設及估計不確定性之其他主要來源如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group consider information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the dates of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The carrying amount of investment properties as at 31 December 2020 was \$1,570,800,000 (2019: \$1,509,238,000). Further details, including the key assumptions used for fair value measurement, are stated in note 16 to the financial statements.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

投資物業之公允價值

倘類似物業並無活躍市場之現行價格可供參考，本集團會考慮來自不同來源之資料，包括：

- (a) 不同性質、狀況或地點之物業在活躍市場上之現行價格，並作出調整以反映上述差異；
- (b) 類似物業於活躍程度稍遜市場之最近期價格，並作出調整以反映自交易按有關價格進行之日期起出現之任何經濟狀況變動；及
- (c) 根據對未來現金流量所作之可靠估計而得出之貼現現金流量預測，以任何現有租賃及其他合約之條款及（在可能情況下）外在證據（例如地點及狀況相同之類似物業之現行市場租金）作為支持理據，並採用足以反映當時市場對現金流量之金額及時機之不確定因素所作評估之貼現率。

於二零二零年十二月三十一日投資物業賬面值為1,570,800,000元（二零一九年：1,509,238,000元）。包括公允價值計量關鍵估計的進一步詳情載列於財務報表附註16。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade receivables and contract assets

Management evaluate the credit risk characteristics of individual trade receivables and contract assets when its credit risk identified deteriorated significantly, otherwise the Group uses a provision matrix to calculate ECLs for trade receivables and contract assets collectively. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in note 19 and note 20 to the financial statements, respectively.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

貿易應收款項及合約資產預期信貸虧損撥備

管理層會在識別個別貿易應收款項及合約資產之信貸風險顯著惡化時評估其信貸風險特徵，否則本集團會採用矩陣共同計算貿易應收款項及合約資產預期信貸虧損。撥備率乃基於按具有類似虧損模式而劃分的多個客戶分部的逾期日數計算。

撥備矩陣最初基於本集團歷史觀察違約率。本集團將校準矩陣以調整歷史信貸虧損經驗與前瞻性資料。例如，倘預期預測經濟狀況（如國內生產總值）將於未來一年內惡化，可能導致違約數量增加，則對歷史違約率作出調整。於各報告日期，歷史觀察違約率均會進行更新，並分析前瞻性估計的變動。

對歷史觀察違約率、預測經濟狀況及預期信貸虧損之間相聯性的評估屬一項重大估計。預期信貸虧損數額對環境及預測經濟狀況變動尤其敏感。本集團之歷史信貸虧損經驗及預測經濟狀況亦不代表客戶未來的實際違約。有關本集團貿易應收款項及合約資產預期信貸虧損的資料分別披露於財務報表附註19和附註20。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

PRC corporate income tax (“CIT”)

The Group is subject to CIT in Mainland China. As a result of the fact that certain matters relating to CIT have not been confirmed by the local tax bureau, objective estimates and judgement based on currently enacted tax laws, regulations and other related policies are required in determining the CIT provision to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will have an impact on the CIT expense and CIT provisions in the period in which the differences are realised.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

租賃 — 估計增量借貸利率

本集團無法輕易釐定租賃內所隱含之利率，因此，使用增量借貸利率（「增量借貸利率」）計量租賃負債。增量借貸利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借貸利率反映本集團「應支付」利率，當無法觀察利率時（如就並無訂立融資交易之附屬公司而言）或當須對利率進行調整以反映租賃之條款及條件時（如當租賃並非以附屬公司之功能貨幣訂立時），則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（如市場利率）估算增量借貸利率並須作出若干實體特定估計（如附屬公司之獨立信貸評級）。

中國企業所得稅（「企業所得稅」）

本集團須在中國內地繳納企業所得稅。由於若干企業所得稅相關事項尚未得到當地稅務局確認，需要依據現行稅法，法規及其他相關政策的客觀估計和判斷來決定應交企業所得稅的預提金額。倘該等事項的最終實際稅項支出與初始記錄的金額存在差異，則有關差異將影響差異實現當期的企業所得稅開支及企業所得稅撥備。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are given in note 18 to the financial statements.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

非金融資產減值

本集團於各報告期間結算日評估所有非金融資產(包括使用權資產)是否出現任何減值跡象。非金融資產於有跡象顯示賬面值可能無法收回時測試減值。資產或現金產生單位賬面值超逾其可回收金額時，即高出其公允價值減出售成本及使用值，則存在減值。計量公允價值減出售成本時，按以公平基準就類似資產進行具有約束力之銷售交易可得數據，或可觀察所得市價減出售資產之已增加成本得出。當計算使用價值時，管理層必須估計來自資產或現金產生單位之預期未來現金流量，並選擇合適貼現率，以計算該等現金流量之現值。

遞延稅項資產

在很可能日後有足夠的應納稅所得額用以彌補可抵扣暫時性差額及稅務虧損的限度內，應就所有可抵扣暫時性差額及尚未利用稅務虧損確認遞延稅項資產。這需要管理層運用大量的判斷來估計未來取得應納稅所得額的時間和金額，結合納稅籌劃戰略，以決定應確認的遞延稅項資產的金額。進一步詳情載於財務報表附註18。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

4. OPERATING SEGMENT INFORMATION

For management purpose, the Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns different from those of the other operating segments. The Group has three reportable operating segments and particulars of the Group's reportable operating segments are summarised as follows:

- (a) leasing of investment properties held by the Group for long-term investment;
- (b) hotel operation and management services; and
- (c) hotel design and construction management services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is measured by adjusted profit/(loss) before tax from continuing operations. The adjusted profit/(loss) before tax from continuing operations is measured consistently with the Group's profit/(loss) before tax from continuing operations except that non-lease-related finance costs, other income and gains, net as well as corporate and other unallocated expense are excluded from such measurement.

Segment assets exclude deferred tax assets, income tax recoverable, cash and cash equivalents, assets classified as held for sale and corporate and other unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude deferred tax liabilities, loans from an intermediate holding company, income tax payables, liabilities directly associated with the assets classified as held for sale and corporate and other unallocated liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料

就管理而言，本集團經營的業務乃根據其營運以及所提供之產品及服務性質加以組織及獨立管理。本集團各個經營分部分別代表一個提供產品及服務之策略業務單位，所面臨的風險及回報與其他經營分部各有不同。本集團設有三個報告經營分部。本集團報告經營分部之詳情概述如下：

- (a) 本集團持作長期投資之投資物業之租賃；
- (b) 酒店營運及管理服務；及
- (c) 酒店設計及建設管理服務。

管理層分開監控本集團各經營分部的業績，以決定如何分配資源及評估表現。分部表現乃基於報告分部溢利／(虧損)進行評估，而報告分部溢利／(虧損)乃按持續經營業務之經調整除稅前溢利／(虧損)計量。持續經營業務之經調整除稅前溢利／(虧損)之計量方式與本集團持續經營業務之除稅前溢利／(虧損)之計量方式一致，惟該計量方式並不包括非租賃相關之融資成本、其他收入及收益，淨額以及公司及其他未分配開支。

分部資產不包括遞延稅項資產、可收回所得稅、現金及現金等值物、分類為持作出售之資產以及公司及其他未分配資產，乃由於該等資產按集團基準進行管理。

分部負債不包括遞延稅項負債、一間中間控股公司貸款、應付所得稅、與分類為持作出售之資產直接相關之負債以及公司及其他未分配負債，乃由於該等負債按集團基準進行管理。

分部間銷售及轉讓按當時市價參考出售予第三方時所訂售價進行交易。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 31 December 2020

4. 經營分部資料(續)

截至二零二零年十二月三十一日
止年度

		Investment property leasing	Hotel operation and management services	Hotel design and construction management services	Total
		投資物業 租賃 \$'000 千元	酒店營運及 管理服務 \$'000 千元	及建設 管理服務 \$'000 千元	總計 \$'000 千元
Segment revenue: (note 5)	分部收益：(附註5)				
Sales to external customers	銷售予外部客戶	103,653	378,044	173,722	655,419
Intersegment sales	分部間銷售	—	—	7,346	7,346
		103,653	378,044	181,068	662,765
<i>Reconciliation:</i>	<i>對賬：</i>				
Elimination of intersegment sales	對銷分部間銷售				(7,346)
Revenue from continuing operations	持續經營業務收益				655,419
Segment profit	分部溢利	53,062	92,958	51,102	197,122
<i>Reconciliation:</i>	<i>對賬：</i>				
Other income and gains, net (note 6)	其他收入及收益，淨額(附註6)				55,420
Finance costs (other than interest on lease liabilities) (note 8)	融資成本(租賃負債利息除外)(附註8)				(92,243)
Corporate and other unallocated expense	公司及其他未分配開支				(24,791)
Profit before tax from continuing operations	持續經營業務之除稅前溢利				135,508
Segment assets	分部資產	1,592,978	697,939	260,812	2,551,729
<i>Reconciliation:</i>	<i>對賬：</i>				
Corporate and other unallocated assets	公司及其他未分配資產				4,017,025
Total assets	總資產				6,568,754
Segment liabilities	分部負債	87,585	869,783	84,671	1,042,039
<i>Reconciliation:</i>	<i>對賬：</i>				
Corporate and other unallocated liabilities	公司及其他未分配負債				2,740,122
Total liabilities	總負債				3,782,161

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

4. OPERATING SEGMENT INFORMATION

(Continued)

Other segment information

Year ended 31 December 2020

4. 經營分部資料(續)

其他分部資料

截至二零二零年十二月三十一日止年度

		Investment property leasing	Hotel operation and management services	Hotel design and construction management services	Total
		投資物業 租賃	酒店營運及 管理服務	酒店設計 及建設 管理服務	總計
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Impairment loss recognised in the statement of profit or loss, net: (note 6)	已於損益表確認之 減值虧損，淨額：(附註6)				
— Segment assets	— 分部資產	(914)	30,872	(6,067)	23,891
— Unallocated assets	— 未分配資產				—
					23,891
Depreciation (note 7)	折舊(附註7)				
— Segment assets	— 分部資產	91	36,015	339	36,445
— Unallocated assets	— 未分配資產				1,784
					38,229
Capital expenditure*	資本支出*				
— Segment assets	— 分部資產	8	52,348	195	52,551
— Unallocated assets	— 未分配資產				7
					52,558

* Capital expenditure consists of additions of property, plant and equipment, construction in progress and leasehold improvements.

* 資本支出包括添置物業、廠房及設備、在建工程及租賃物業裝修。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 31 December 2019

4. 經營分部資料(續)

截至二零一九年十二月三十一日止年度

		Investment property leasing 投資物業 租賃 \$'000 千元	Hotel operation and management services 酒店營運及 管理服務 \$'000 千元	Hotel design and construction management services 酒店設計 及建設 管理服務 \$'000 千元	Total 總計 \$'000 千元
Segment revenue: (note 5)	分部收益：(附註5)				
Sales to external customers	銷售予外部客戶	149,118	471,229	192,601	812,948
Intersegment sales	分部間銷售	—	—	556	556
		149,118	471,229	193,157	813,504
<i>Reconciliation:</i>	<i>對賬：</i>				
Elimination of intersegment sales	對銷分部間銷售				(556)
Revenue from continuing operations	持續經營業務收益				812,948
Segment loss	分部虧損	(666,196)	176,162	57,037	(432,997)
<i>Reconciliation:</i>	<i>對賬：</i>				
Other income and gains, net (note 6)	其他收入及收益，淨額(附註6)				14,809
Finance costs (other than interest on lease liabilities) (note 8)	融資成本(租賃負債利息除外)(附註8)				(143,821)
Corporate and other unallocated expense	公司及其他未分配開支				(34,702)
Loss before tax from continuing operations	持續經營業務之除稅前虧損				(596,711)
Segment assets	分部資產	1,516,057	493,613	158,791	2,168,461
<i>Reconciliation:</i>	<i>對賬：</i>				
Assets of a disposal group classified as held for sale	分類為持作出售之出售組別資產				4,995,232
Corporate and other unallocated assets	公司及其他未分配資產				2,429,286
Total assets	總資產				9,592,979
Segment liabilities	分部負債	144,653	676,385	87,710	908,748
<i>Reconciliation:</i>	<i>對賬：</i>				
Liabilities directly associated with the assets classified as held for sale	與分類為持作出售之資產直接相關之負債				1,459,703
Corporate and other unallocated liabilities	公司及其他未分配負債				4,581,218
Total liabilities	總負債				6,949,669

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

4. OPERATING SEGMENT INFORMATION

(Continued)

Other segment information

Year ended 31 December 2019

4. 經營分部資料(續)

其他分部資料

截至二零一九年十二月三十一日止年度

		Investment property leasing 投資物業 租賃 \$'000 千元	Hotel operation and management services 酒店營運及 管理服務 \$'000 千元	Hotel design and construction management services 酒店設計 及建設 管理服務 \$'000 千元	Total 總計 \$'000 千元
Impairment loss recognised in the statement of profit or loss, net: (note 6)	已於損益表確認之 減值虧損，淨額：(附註6)				
— Segment assets	— 分部資產	—	1,298	26,941	28,239
— Unallocated assets	— 未分配資產				8,758
					36,997
Depreciation (note 7)	折舊(附註7)				
— Segment assets	— 分部資產	383	17,807	614	18,804
— Unallocated assets	— 未分配資產				2,751
					21,555
Capital expenditure*	資本支出*				
— Segment assets	— 分部資產	13	91,370	266	91,649
— Unallocated assets	— 未分配資產				66
					91,715

* Capital expenditure consists of additions of property, plant and equipment, investment properties, construction in progress and leasehold improvements.

* 資本支出包括添置物業、廠房及設備、投資物業、在建工程及租賃物業裝修。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

4. OPERATING SEGMENT INFORMATION

(Continued)

Geographical information

The following table sets out information about the geographical locations of (i) the Group's revenue of continuing operations from external customers and (ii) the Group's non-current assets of continuing operations (excluding deferred tax assets) ("specified non-current assets"). The geographical location of revenue from external customers is based on the locations at which the services were provided or the properties were leased. The geographical location of the specified non-current assets is based on the physical locations of the assets, in the case of fixed assets, and the locations of the operations to which they are allocated.

4. 經營分部資料(續)

地區資料

下表載列有關(i)本集團來自外部客戶之持續經營業務收益及(ii)本集團持續經營業務之非流動資產(不包括遞延稅項資產)(「指定非流動資產」)之地理位置資料。來自外部客戶之收益之地理位置乃根據所提供服務或租賃物業之所在地而定。指定非流動資產之地理位置乃按資產之實際位置(就固定資產而言)及獲分配之營運地點而定。

		Segment revenue from external customers		Specified non-current assets	
		來自外部客戶之 分部收益		指定非流動資產	
		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
The PRC (including Hong Kong)	中國(包括香港)	655,419	809,663	3,723,104	1,898,161
Overseas	海外	—	3,285	—	—
		655,419	812,948	3,723,104	1,898,161

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

4. OPERATING SEGMENT INFORMATION

(Continued)

Information about major customers

During the year, the Group made sales to certain groups of major customers, which are known to be under common control, the revenue from which individually contributed to more than 10% of the Group's total revenue. The analysis is as follows:

		2020	2019
		二零二零年	二零一九年
		\$'000	\$'000
		千元	千元
Customer A	客戶A	204,338	305,160
Customer B	客戶B	113,240	94,182
Customer C	客戶C	71,829	150,064
Others	其他	266,012	263,542
		655,419	812,948

4. 經營分部資料(續)

有關主要客戶之資料

年內，本集團向若干主要客戶組別(已知受共同控制)進行銷售，來自該等客戶的收益個別佔本集團總收益逾10%。分析如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

5. REVENUE

An analysis of revenue is as follows:

5. 收益

收益分析如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Revenue from contracts with customers			
<i>來自客戶合約之收益</i>			
Hotel management services	酒店管理服務	304,658	460,344
Hotel design and construction management services	酒店設計及建設管理服務	173,722	192,601
Hotel operation income	酒店營運收入	73,386	10,885
		551,766	663,830
Revenue from other sources			
<i>其他來源之收益</i>			
Gross rental income from investment properties operating leases:	來自投資物業經營租賃之租金收入總額：		
Variable rent	浮動租金	2,712	4,719
Base rent	基本租金	100,941	144,399
		103,653	149,118
		655,419	812,948

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

5. REVENUE (Continued)

(i) Disaggregated revenue information for revenue from contract with customers

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Recognised at a point in time	於某個時間點確認		
Hotel operation income	酒店營運收入	37,944	4,919
Recognised over time	於一段時間內確認		
Hotel operation income	酒店營運收入	35,442	5,966
Hotel management services	酒店管理服務	304,658	460,344
Hotel design and construction management services	酒店設計及建設管理服務	173,722	192,601
Revenue from contracts with customers	來自客戶合約之收益	551,766	663,830

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

5. 收益(續)

(i) 來自客戶合約之收益之收益分拆資料

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Revenue from contracts with customers	551,766	663,830

下表載列於本報告期間計入報告期初合約負債及自過往期間達成履約責任所確認之已確認收益金額：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	計入報告期初之合約負債之已確認收益金額：		
Sale of goods	產品銷售	9,983	—
Loyalty programme management services	忠誠計劃管理服務	12,297	11,845
Hotel management services	酒店管理服務	6,154	4,693
Hotel design and construction management services	酒店設計及建設管理服務	201	16,577
Others	其他	57	—
		28,692	33,115

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

5. REVENUE (Continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Hotel management services, hotel design and construction management services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 90 days from the date of billing.

Hotel operation income

The performance obligation is satisfied as services are rendered or goods are delivered and payment is generally received in advance.

Loyalty programme managements services

The performance obligation is satisfied as members' points are used or expired, and the payment from hotels who participated in the loyalty program is received in advance.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) of hotel design and construction management services as at 31 December are as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Amounts expected to be recognised as revenue:	預期將確認為收益之金額：		
Within one year	一年內	193,949	154,225
After one year	超過一年	157,486	137,061
		351,435	291,286

5. 收益 (續)

(ii) 履約責任

有關本集團履約責任之資料概述如下：

酒店管理服務、酒店設計及建設管理服務

由於已提供服務及一般於發票日期起計九十日內到期付款，因此履約責任於一段時間內獲達成。

酒店營運收入

由於已提供服務或已交付貨品及一般預先收取款項，因此履約責任獲達成。

忠誠計劃管理服務

由於會員積分獲使用或逾期及已收取參與忠誠計劃之酒店之墊款，因此履約責任獲達成。

於十二月三十一日，分配至酒店設計及建設管理服務之餘下履約責任(未獲達成或部分未獲達成)之交易價格金額如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

6. OTHER INCOME AND GAINS, NET

An analysis of the Group's other income and gains, net from continuing operations is as follows:

6. 其他收入及收益，淨額

本集團來自持續經營業務之其他收入及收益，淨額分析如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Bank interest income	銀行利息收入	16,691	6,152
Other interest income from financial assets at fair value through profit or loss	按公允價值計入損益賬之金融資產之其他利息收入	13,133	7,395
Interest income on long-term receivables	長期應收款項之利息收入	10,690	—
Exchange gain, net	匯兌收益，淨額	20,999	3,805
(Impairment)/reversal of impairment of financial and contract assets, net	金融及合約資產(減值)／減值撥回，淨額		
Impairment of trade receivables	貿易應收款項減值	(23,389)	(27,292)
Reversal of impairment/ (impairment) of other receivables	其他應收款項減值撥回／(減值)	800	(9,651)
Impairment of contract assets	合約資產減值	(1,302)	(54)
Other income due to breach of contracts	違約而產生之其他收入	14,409	33,190
Others	其他	3,389	1,264
		55,420	14,809

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

7. PROFIT/(LOSS) BEFORE TAX FROM CONTINUING OPERATIONS

The Group's profit/(loss) before tax from continuing operations is arrived at after charging/(crediting):

7. 持續經營業務之除稅前溢利／(虧損)

本集團持續經營業務之除稅前溢利／(虧損)乃經扣除／(計入)下列項目後達致：

	Notes 附註	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Cost of goods sold	已售商品成本	30,408	9,819
Cost of services provided	所提供服務之成本	221,998	244,950
Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties	賺取租金之投資物業 產生之直接經營開支 (包括維修及保養)	11,831	19,441
		264,237	274,210
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8,946	4,083
Depreciation of right-of-use assets	使用權資產折舊	29,283	17,472
Lease payments not included in the measurement of lease liabilities	計量租賃負債時並無計入 之租賃付款	7,835	7,094
	17(c)		
Decrease in fair value of investment properties	投資物業公允價值減少	34,538	787,975
	16		
Auditor's remuneration	核數師酬金		
— Annual audit services	— 年度核數服務	1,095	1,061
— Non-audit services	— 非核數服務	1,164	900
Employee benefit expense (excluding directors' remuneration)	僱員福利開支(不包括 董事薪酬)		
— Salaries, wages and other benefits	— 薪金、工資及其他福利	93,915	105,645
— Contributions to defined contribution retirement plans	— 向定額供款退休計劃 作出之供款	932	3,993
		94,847	109,638

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

8. FINANCE COSTS

An analysis of the Group's finance costs from continuing operations is as follows:

		2020	2019
		二零二零年	二零一九年
		\$'000	\$'000
		千元	千元
Interest on loans from financial institutions	金融機構貸款利息	—	10,779
Interest on loans from an intermediate holding company	一間中間控股公司貸款利息	92,243	133,042
Interest on leases liabilities (note 17(b))	租賃負債利息(附註 17(b))	19,649	9,112
		111,892	152,933

8. 融資成本

本集團持續經營業務之融資成本分析如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

9. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

9. 董事薪酬

年內根據上市規則及香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露之董事薪酬如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Fees	袍金	759	741
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	9,519	9,499
Discretionary bonuses	酌情花紅	3,503	3,635
Pension scheme contributions	退休金計劃供款	96	173
		13,877	14,048

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

9. DIRECTORS' REMUNERATION (Continued)

Directors' remuneration is as follows:

9. 董事薪酬(續)

董事薪酬如下：

		Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Pension scheme contributions	Total remuneration
		袍金 \$'000 千元	薪金、津貼及 實物福利 \$'000 千元	酌情花紅 \$'000 千元	退休金 計劃供款 \$'000 千元	薪酬總計 \$'000 千元
2020	二零二零年					
Chairman and non-executive director:	主席兼非執行董事：					
Mr. Ding Benxi	丁本錫先生	—	—	—	—	—
Executive director:	執行董事：					
Mr. Ning Qifeng	寧奇峰先生	—	9,519	3,503	96	13,118
Independent non-executive directors:	獨立非執行董事：					
Mr. He Zhiping	何志平先生	253	—	—	—	253
Dr. Chen Yan	陳艷博士	253	—	—	—	253
Dr. Teng Bing Sheng	滕斌聖博士	253	—	—	—	253
Non-executive directors:	非執行董事：					
Mr. Zhang Lin	張霖先生	—	—	—	—	—
Mr. Han Xu	韓旭先生	—	—	—	—	—
		759	9,519	3,503	96	13,877

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

9. DIRECTORS' REMUNERATION (Continued)

Directors' remuneration is as follows (Continued):

9. 董事薪酬(續)

董事薪酬如下(續):

		Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及實物福利	酌情花紅	退休金計劃供款	薪酬總計
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
2019	二零一九年					
Chairman and non-executive director:	主席兼非執行董事：					
Mr. Ding Benxi	丁本錫先生	—	—	—	—	—
Executive director:	執行董事：					
Mr. Ning Qifeng	寧奇峰先生	—	9,499	3,635	173	13,307
Independent non-executive directors:	獨立非執行董事：					
Mr. Liu Jipeng (resigned on 21 March 2019)	劉紀鵬先生 (於二零一九年三月二十一日辭任)	56	—	—	—	56
Dr. Xue Yunkui (resigned on 21 March 2019)	薛雲奎博士 (於二零一九年三月二十一日辭任)	56	—	—	—	56
Mr. He Zhiping	何志平先生	245	—	—	—	245
Dr. Chen Yan (appointed on 21 March 2019)	陳艷博士 (於二零一九年三月二十一日獲委任)	192	—	—	—	192
Dr. Teng Bing Sheng (appointed on 21 March 2019)	滕斌聖博士 (於二零一九年三月二十一日獲委任)	192	—	—	—	192
Non-executive directors:	非執行董事：					
Mr. Zhang Lin	張霖先生	—	—	—	—	—
Mr. Han Xu (appointed on 14 March 2019)	韓旭先生 (於二零一九年三月十四日獲委任)	—	—	—	—	—
		741	9,499	3,635	173	14,048

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

10. FIVE HIGHEST PAID EMPLOYEES

Among the five individuals with the highest emoluments, one of them is a director (2019: one director), whose emoluments are disclosed in note 9 above. Details of the remuneration for the year of the remaining four non-director highest paid employees (2019: four highest paid non-director employees) are as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	13,610	15,173
Performance related bonuses	表現掛鈎花紅	4,164	5,702
Pension scheme contributions	退休金計劃供款	271	664
		18,045	21,539

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2020 二零二零年	2019 二零一九年
\$3,000,001 to \$3,500,000	3,000,001 元至 3,500,000 元	1	—
\$3,500,001 to \$4,000,000	3,500,001 元至 4,000,000 元	1	—
\$4,000,001 to \$4,500,000	4,000,001 元至 4,500,000 元	1	1
\$4,500,001 to \$5,000,000	4,500,001 元至 5,000,000 元	—	1
\$5,000,001 to \$5,500,000	5,000,001 元至 5,500,000 元	—	1
\$6,000,001 to \$6,500,000	6,000,001 元至 6,500,000 元	1	—
\$6,500,001 to \$7,000,000	6,500,001 元至 7,000,000 元	—	1
		4	4

10. 五名最高薪僱員

五名最高薪僱員，其中一名為董事(二零一九年：一名董事)，其薪酬詳情載於上文附註9。年內，剩餘四名最高薪非董事僱員(二零一九年：四名最高薪非董事僱員)之薪酬詳情如下：

最高薪非董事及非主要行政人員僱員之薪酬介乎以下範圍：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

11. INCOME TAX

11. 所得稅

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Current tax	即期稅項		
Corporate Income Tax (note (iii))	企業所得稅(附註(iii))		
— Charge for the year	— 本年度開支	65,039	84,464
— Underprovision in prior years	— 過往年度撥備不足	—	269
		65,039	84,733
Deferred tax	遞延稅項		
Origination and reversal of temporary differences:	暫時性差異之產生及撥回：		
— Revaluation of properties	— 物業重估	(2,639)	(153,639)
— Effect of adoption HKFRS 16	— 採納香港財務報告準則第16號之影響	(5,858)	(989)
— Others	— 其他	(17,133)	(8,748)
		(25,630)	(163,376)
Total tax expense/(credit) for the year from continuing operations	持續經營業務之本年度稅項開支/(抵免)總額	39,409	(78,643)
Total tax expense for the year from discontinued operations	終止經營業務之本年度稅項開支總額	—	36,737
Total income tax expense/(credit) for the year	本年度所得稅開支/(抵免)總額	39,409	(41,906)

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

11. INCOME TAX (Continued)

Notes:

(i) Pursuant to the rules and regulations of Bermuda and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in Bermuda and the BVI.

(ii) No provision for Hong Kong profits tax or overseas corporate income tax has been made in the consolidated financial statements as the Group did not have assessable profits in Hong Kong or overseas for the year (2019: Nil).

(iii) Corporate Income Tax ("CIT")

The provision for the PRC CIT has been made at the applicable income tax rate of 25% on the assessable profits of the Group's subsidiaries in Mainland China (2019: 25%), except for the subsidiaries of the Company established in Horgos, Xinjiang Uygur Autonomous region, which enjoy PRC corporate income tax exemptions in accordance with the relevant tax rules. Taxes on profits assessable elsewhere have been calculated at the rate of tax prevailing in the countries in which the Group operates.

A reconciliation of the tax expense applicable to profit/(loss) before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rate) to the effective tax rates, is as follows:

11. 所得稅(續)

附註：

(i) 根據百慕達及英屬處女群島(「英屬處女群島」)規則及法規，本集團於百慕達及英屬處女群島毋須繳納任何所得稅。

(ii) 由於本集團於本年度內並無在香港或海外產生應課稅溢利，因此並無於綜合財務報表提撥香港利得稅或海外企業所得稅(二零一九年：無)。

(iii) 企業所得稅(「企業所得稅」)

中國企業所得稅之撥備乃根據本集團於中國內地之附屬公司之應課稅溢利按適用所得稅率25%(二零一九年：25%)作出，惟於新疆維吾爾自治區霍爾果斯成立之本公司附屬公司除外，其根據相關稅務規則享有中國企業所得稅豁免。其他地區之應課稅溢利乃按本集團經營業務所在國家之當前稅率計算。

按本公司及其主要附屬公司註冊成立之管轄區之法定稅率計算適用於除稅前溢利／(虧損)之稅務費用與按實際稅率計算之稅務費用之對賬及適用稅率(即法定稅率)與實際稅率之對賬如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

11. INCOME TAX (Continued)

11. 所得稅(續)

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Profit/(loss) before tax from continuing operations	持續經營業務之 除稅前溢利/(虧損)	135,508	(596,711)
Profit before tax from discontinued operations	終止經營業務之除稅前溢利	134,057	166,181
		269,565	(430,530)
National tax calculated at rates applicable to profit in the tax jurisdictions concerned	按適用於有關稅務管轄區之 溢利之稅率計算之 國稅	52,018	9,520
Adjustments in respect of current tax of previous periods	過往期間即期稅項之調整	—	269
Income not subject to tax	毋須繳稅之收入	(36,014)	(158,771)
Expenses not deductible for tax	不可扣稅之開支	23,521	73,977
Tax losses not recognised	未確認之稅項虧損	4,512	12,481
Deductible temporary differences not recognised	未確認之可扣減暫時性差異	—	16,179
Tax losses utilised from previous periods	過往期間已動用稅項虧損	(4,628)	(11,670)
PRC Land Appreciation Tax("LAT")	中國土地增值稅 (「土地增值稅」)	—	21,478
CIT effect of LAT	土地增值稅之企業所得稅影響	—	(5,369)
Tax expense/(credit) at the Group's effective rate	按本集團實際稅率計算之稅項 開支/(抵免)	39,409	(41,906)
Tax expense/(credit) from continuing operations at the effective rate	按實際稅率計算之持續經營業務 之稅項開支/(抵免)	39,409	(78,643)
Tax expense from discontinued operations at the effective rate	按實際稅率計算之終止經營業務 之稅項開支	—	36,737
Tax expense/(credit) at the Group's effective rate	按本集團實際稅率計算 之稅項開支/(抵免)	39,409	(41,906)

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

12. DISCONTINUED OPERATION

(i) Parcel C

During the year ended 31 December 2019, management was in active discussions with potential buyers for the disposal of the Company's interest in Parcel C LLC ("Parcel C"), a subsidiary of the Company which held a property under construction in Chicago, USA. Since then, Parcel C has been classified as a disposal company held for sale and as a discontinued operation. The disposal of Parcel C was completed on 24 November 2020.

(ii) Ceased business of the development and sale of properties in the PRC

During the year ended 31 December 2019, the Company decided to cease the business of development and sale of properties in the PRC. Therefore, the segment of the development and sale of properties was classified as a discontinued operation.

12. 終止經營業務

(i) Parcel C

截至二零一九年十二月三十一日止年度，管理層已就出售本公司於 Parcel C LLC (「Parcel C」，本公司之附屬公司，在美國芝加哥持有一項興建中物業)之權益與潛在買家積極商討。自此，Parcel C 已分類為持作出售之出售公司及終止經營業務。Parcel C 之出售已於二零二零年十一月二十四日完成。

(ii) 於中國之已終止物業發展及銷售業務

截至二零一九年十二月三十一日止年度，本公司決定終止於中國之物業發展及銷售業務。因此，物業發展及銷售分部已分類為終止經營業務。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

12. DISCONTINUED OPERATION (Continued)

(i) Parcel C:

- (a) The results for the period up to the date of disposal are presented below:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Other revenue	其他收益	18	103
Other income and gains, net	其他收入及收益，淨額	6,075	5,952
Selling expenses	銷售開支	(17,319)	(27,688)
Administrative expenses	行政開支	(4,475)	(133)
Finance costs	融資成本	(18)	(140)
Gain on disposal of a subsidiary (note 29)	出售附屬公司之收益 (附註29)	149,776	—
Profit/(loss) before tax from the discontinued operation	終止經營業務之除稅前 溢利／(虧損)	134,057	(21,906)
Income tax expense	所得稅開支	—	—
Profit/(loss) for the year from the discontinued operation	終止經營業務之本年度 溢利／(虧損)	134,057	(21,906)

12. 終止經營業務(續)

(i) Parcel C:

- (a) 直至出售日期之期間之業績呈列如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

12. DISCONTINUED OPERATION (Continued)

(i) Parcel C: (Continued)

- (b) The major classes of assets and liabilities of Parcel C classified as held for sale as at 31 December 2019 are as follows:

		2019 二零一九年 \$'000 千元
Property, plant and equipment	物業、廠房及設備	2,985
Construction in progress	在建工程	864,108
Freehold land	永久業權土地	158,203
Right-of-use assets	使用權資產	1,369
Properties under development	在建物業	3,878,764
Contract incremental costs	合約增量成本	57,880
Restricted bank deposits	受限制銀行存款	3,434
Cash and cash equivalents	現金及現金等值物	28,489
Assets classified as held for sale		4,995,232
Trade and other payables		(484,822)
Lease liabilities		(1,406)
Loan from a financial institution		(973,475)
Liabilities directly associated with the assets classified as held for sale		(1,459,703)
Net assets directly associated with Parcel C		3,535,529
Exchange reserve on translation of foreign operations		(4,202)

12. 終止經營業務 (續)

(i) Parcel C : (續)

- (b) 於二零一九年十二月三十一日 Parcel C 分類為持作出售之主要資產及負債類別如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

12. DISCONTINUED OPERATION (Continued)

(i) Parcel C: (Continued)

- (c) The net cash flows for the period up to the date of disposal are presented below:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Operating activities	經營活動	(851,479)	(807,388)
Investing activities	投資活動	(179,358)	(260,368)
Financing activities	融資活動	1,004,388	1,026,062
Effect of foreign exchange rate changes	外匯匯率變動之影響	(72)	(241)
Net cash flow	現金流量淨額	(26,521)	(41,935)

- (d) Certain assets of Parcel C were pledged to secure the loan from a financial institution and bank facilities as follows:

		2019 二零一九年 \$'000 千元
Construction in progress	在建工程	864,108
Freehold land	永久業權土地	158,203
Properties under development	在建物業	3,878,764
		4,901,075

The loan from a financial institution as at 31 December 2019 was guaranteed by an intermediate holding company, Dalian Wanda Commercial Management Group Co., Ltd, and this loan and the relevant guarantee had been released before completion of the disposal of Parcel C.

12. 終止經營業務 (續)

(i) Parcel C : (續)

- (c) 直至出售日期之期間之現金流量淨額呈列如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Operating activities	經營活動	(851,479)	(807,388)
Investing activities	投資活動	(179,358)	(260,368)
Financing activities	融資活動	1,004,388	1,026,062
Effect of foreign exchange rate changes	外匯匯率變動之影響	(72)	(241)
Net cash flow	現金流量淨額	(26,521)	(41,935)

- (d) Parcel C 抵押作為一項金融機構貸款及銀行融資之擔保之若干資產如下：

		2019 二零一九年 \$'000 千元
Construction in progress	在建工程	864,108
Freehold land	永久業權土地	158,203
Properties under development	在建物業	3,878,764
		4,901,075

於二零一九年十二月三十一日，一項金融機構貸款乃由一間中間控股公司大連萬達商業管理集團股份有限公司作出擔保，而此貸款及相關擔保已於Parcel C之出售完成前解除。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

12. DISCONTINUED OPERATION (Continued)

(ii) Ceased business of development and sale of properties:

- (a) The results for the year ended 31 December 2019 are presented below:

12. 終止經營業務 (續)

(ii) 已終止物業發展及銷售業務：

- (a) 截至二零一九年十二月三十一日止年度業績呈列如下：

		2019 二零一九年 \$'000 千元
Revenue	收益	178,332
Cost of sales	銷售成本	(130,670)
Other revenue	其他收益	19,928
Other income and gains, net	其他收入及收益，淨額	48,737
Selling expenses	銷售開支	(11,235)
Administrative expenses	行政開支	(16,447)
Finance cost	融資成本	(37,351)
Gain on disposal of subsidiaries	出售附屬公司之收益	136,793
Profit before tax from the discontinued operation	終止經營業務之除稅前溢利	188,087
Income tax expense	所得稅開支	(36,737)
Profit for the year from the discontinued operation	終止經營業務之本年度溢利	151,350

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

12. DISCONTINUED OPERATION (Continued)

(ii) Ceased business of development and sale of properties: (Continued)

- (b) The net cash flows incurred by the ceased business of development and sale of properties are as follows:

		2019 二零一九年 \$'000 千元
Operating activities	經營活動	(190,899)
Investing activities	投資活動	7,268
Financing activities	融資活動	124,503
Effect of foreign exchange rate changes	外匯匯率變動之影響	597
Net cash flow	現金流量淨額	(58,531)

(iii) Earnings per share (HK cents)

		2020 二零二零年	2019 二零一九年
Basic and diluted, from discontinued operations	基本及攤薄，來自終止經營業務	1.7	2.1

12. 終止經營業務 (續)

(ii) 已終止物業發展及銷售業務：(續)

- (b) 已終止物業發展及銷售業務產生之現金流量淨額如下：

		2019 二零一九年 \$'000 千元
Operating activities	經營活動	(190,899)
Investing activities	投資活動	7,268
Financing activities	融資活動	124,503
Effect of foreign exchange rate changes	外匯匯率變動之影響	597
Net cash flow	現金流量淨額	(58,531)

(iii) 每股盈利 (港仙)

		2020 二零二零年	2019 二零一九年
Basic and diluted, from discontinued operations	基本及攤薄，來自終止經營業務	1.7	2.1

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

12. DISCONTINUED OPERATION (Continued)

(iii) Earnings per share (HK cents) (續)

The calculations of basic and diluted earnings per share from discontinued operations are based on:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Profit attributable to ordinary equity holders of the parent from the discontinued operations (note 14(a))	終止經營業務之母公司普通股持有人應佔溢利(附註14(a))	80,377	97,705
		2020 二零二零年 '000 千股	2019 二零一九年 '000 千股
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings per share calculation (note 26)	本年度內用於計算每股基本及攤薄盈利之已發行普通股加權平均數(附註26)	4,697,347	4,697,347

13. DIVIDEND

The directors of the Company did not recommend the payment of a final dividend for the year ended 31 December 2020 (2019: Nil).

12. 終止經營業務(續)

(iii) 每股盈利(港仙)(續)

終止經營業務之每股基本及攤薄盈利乃根據下列各項計算：

13. 股息

本公司董事不建議派發截至二零二零年十二月三十一日止年度之末期股息(二零一九年：無)。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

14. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

(a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit/(loss) for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 4,697,347,000 (2019: 4,697,347,000) in issue during the year.

The calculations of basic and diluted earnings/(loss) per share are based on:

14. 母公司普通股持有人應佔每股盈利／（虧損）

(a) 每股基本盈利／（虧損）

每股基本盈利／（虧損）乃按年內母公司普通股持有人應佔溢利／（虧損）及年內已發行普通股之加權平均數4,697,347,000股（二零一九年：4,697,347,000股）計算。

每股基本及攤薄盈利／（虧損）乃根據下列各項計算：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Profit/(loss) attributable to ordinary equity holders of the parent, used in the basic and diluted earnings/(loss) per share calculation:	母公司普通股持有人應佔溢利／（虧損），用於計算每股基本及攤薄盈利／（虧損）：		
From continuing operations	來自持續經營業務	84,754	(248,092)
From discontinued operations (note 12(iii))	來自終止經營業務（附註12(iii)）	80,377	97,705
		165,131	(150,387)

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

14. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Continued)

(a) Basic earnings/(loss) per share (Continued)

	Number of shares	
	股份數目	
	2020	2019
	二零二零年	二零一九年
	'000	'000
	千股	千股
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings/(loss) per share calculations (note 26)	4,697,347	4,697,347

(b) Diluted earnings/(loss) per share

The Group had no potentially dilutive ordinary shares in issue during the year ended 31 December 2020 (2019: Nil).

14. 母公司普通股持有人應佔每股盈利／（虧損）(續)

(a) 每股基本盈利／（虧損）(續)

	Number of shares	
	股份數目	
	2020	2019
	二零二零年	二零一九年
	'000	'000
	千股	千股
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings/(loss) per share calculations (note 26)	4,697,347	4,697,347

(b) 每股攤薄盈利／（虧損）

截至二零二零年十二月三十一日止年度，本集團並無潛在攤薄之已發行普通股（二零一九年：無）。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Furniture, fixtures and equipment 傢俬、裝置 及設備 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Leasehold improvements 租賃 物業裝修 \$'000 千元	Construction in progress 在建工程 \$'000 千元	Total 總計 \$'000 千元
31 December 2020	二零二零年十二月三十一日					
At 1 January 2020: Cost	於二零二零年一月一日： 成本	29,087	2,716	81,280	7,513	120,596
Accumulated depreciation and impairment	累計折舊及減值	(9,360)	(2,716)	(8,828)	—	(20,904)
Net carrying amount	賬面淨值	19,727	—	72,452	7,513	99,692
At 1 January 2020, net of accumulated depreciation and impairment	於二零二零年一月一日 (扣除累計折舊及減值)	19,727	—	72,452	7,513	99,692
Additions	添置	9,747	—	6,228	36,864	52,839
Disposals	出售	(58)	—	—	—	(58)
Transfers	轉讓	—	—	25,771	(25,771)	—
Depreciation provided during the year	年內計提之折舊	(3,852)	—	(5,094)	—	(8,946)
Exchange realignment	匯兌調整	1,146	—	4,437	484	6,067
At 31 December 2020, net of accumulated depreciation and impairment	於二零二零年十二月三十一日 (扣除累計折舊及減值)	26,710	—	103,794	19,090	149,594
At 31 December 2020: Cost	於二零二零年十二月三十一日： 成本	40,622	2,716	118,327	19,090	180,755
Accumulated depreciation and impairment	累計折舊及減值	(13,912)	(2,716)	(14,533)	—	(31,161)
Net carrying amount	賬面淨值	26,710	—	103,794	19,090	149,594

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

15. 物業、廠房及設備 (續)

		Buildings 樓宇 \$'000 千元	Furniture, fixtures, and equipment 傢俬、裝置 及設備 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Leasehold improvements 租賃 物業裝修 \$'000 千元	Construction in progress 在建工程 \$'000 千元	Total 總計 \$'000 千元
31 December 2019	二零一九年十二月三十一日						
At 1 January 2019:	於二零一九年一月一日：						
Cost	成本	7,839	24,029	3,879	32,983	608,095	676,825
Accumulated depreciation and impairment	累計折舊及減值：	(2,376)	(12,779)	(3,324)	(18,132)	—	(36,611)
Net carrying amount	賬面淨值	5,463	11,250	555	14,851	608,095	640,214
At 1 January 2019, net of accumulated depreciation and impairment	於二零一九年一月一日 (扣除累計折舊及減值)	5,463	11,250	555	14,851	608,095	640,214
Additions	添置	—	11,792	—	73,443	267,866	353,101
Disposals	出售	—	(226)	(3)	—	—	(229)
Disposal of subsidiaries	出售附屬公司	(4,761)	(96)	(75)	—	—	(4,932)
Transfer to assets held for sale	轉至持作出售之資產	—	—	—	(2,985)	(864,108)	(867,093)
Depreciation provided during the year	年內計提之折舊	(381)	(2,593)	(460)	(12,003)	—	(15,437)
Exchange realignment	匯兌調整	(321)	(400)	(17)	(854)	(4,340)	(5,932)
At 31 December 2019, net of accumulated depreciation and impairment	於二零一九年十二月三十一日 (扣除累計折舊及減值)	—	19,727	—	72,452	7,513	99,692
At 31 December 2019:	於二零一九年十二月三十一日：						
Cost	成本	—	29,087	2,716	81,280	7,513	120,596
Accumulated depreciation and impairment	累計折舊及減值	—	(9,360)	(2,716)	(8,828)	—	(20,904)
Net carrying amount	賬面淨值	—	19,727	—	72,452	7,513	99,692

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

16. INVESTMENT PROPERTIES

16. 投資物業

		\$'000 千元
At 1 January 2019	於二零一九年一月一日	3,345,150
Net loss from a fair value adjustment (note 7)	公允價值調整虧損淨額(附註7)	(787,975)
Reversal of over-accrued development costs	超額應計發展成本之撥回	(615)
Disposal of subsidiaries	出售附屬公司	(980,936)
Exchange realignment	匯兌調整	(66,386)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	1,509,238
Net loss from a fair value adjustment (note 7)	公允價值調整虧損淨額(附註7)	(34,538)
Reversal of over-accrued development costs	超額應計發展成本之撥回	(32)
Exchange realignment	匯兌調整	96,132
At 31 December 2020	於二零二零年十二月三十一日	1,570,800

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

16. INVESTMENT PROPERTIES *(Continued)*

All the completed investment properties, including both land and building elements held by the Group, were revalued at the end of the year based on valuations performed by an independent qualified valuer, Cushman & Wakefield Shenzhen Valuation Co., Ltd. (“Cushman & Wakefield”). Cushman & Wakefield is an industry specialist in investment property valuation, which has the appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation for the completed investment properties was arrived at by considering the capitalised income to be derived from the existing tenancies and the reversionary potential of the properties, where appropriate, by reference to market evidence of transaction prices for similar properties in the same locations and conditions. There were no changes to the valuation techniques during the year.

Certain items of the completed investment properties are leased to third parties under operating leases, further summary details of which are included in note 17 to the financial statements.

16. 投資物業 *(續)*

所有已竣工投資物業，包括本集團持有的土地及樓宇均已於年終根據獨立合資格估值師Cushman & Wakefield Shenzhen Valuation Co., Ltd. (「Cushman & Wakefield」) 進行的估值進行重估。Cushman & Wakefield是投資物業評估行業的專家，並且具有適當的資質和近幾年來在相關地點的類似物業評估的經驗。已竣工投資物業之估值乃經考慮物業現有租約將產生的資本化收入及歸復收入潛力(如適用)，參考相同地點及狀況的類似物業的市場成交價計得。年內估值方式並無任何變動。

若干已竣工投資物業項目乃根據經營租賃租賃予第三方，其進一步概述詳情載於財務報表附註17。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

16. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

Fair value measurements as at 31 December 2020 using 於二零二零年十二月三十一日 之公允價值計量使用				
Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一級) \$'000 千元	Significant observable inputs (Level 2) 重大可觀察 輸入參數 (第二級) \$'000 千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入參數 (第三級) \$'000 千元	Total 總計 \$'000 千元	
Recurring fair value measurement for: 經常性公允價值計量:				
Commercial properties 商用物業	—	—	1,570,800	1,570,800

Fair value measurements as at 31 December 2019 using 於二零一九年十二月三十一日 之公允價值計量使用				
Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一級) \$'000 千元	Significant observable inputs (Level 2) 重大可觀察 輸入參數 (第二級) \$'000 千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入參數 (第三級) \$'000 千元	Total 總計 \$'000 千元	
Recurring fair value measurement for: 經常性公允價值計量:				
Commercial properties 商用物業	—	—	1,509,238	1,509,238

During the year, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2019: Nil). The Group's policy is to recognise transfers between levels of the fair value hierarchy as at the end of the reporting period in which they occur.

年內，第一級與第二級之間並無轉換，亦無自第三級轉入或轉出(二零一九年：無)。本集團之政策為於發生轉換之報告期末確認公允價值層級間之轉換。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

16. INVESTMENT PROPERTIES (Continued)

The Group's management has discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed at each reporting date.

Set out below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

	Valuation techniques 估值方式	Significant unobservable inputs 重大不可觀察輸入參數	Range 範圍	
			2020 二零二零年	2019 二零一九年
Shopping mall 商場	Investment approach 投資法	Prevailing monthly market rent per square metre 每月每平方米 現行市場租金	RMB69 – RMB301 人民幣 69 元至 人民幣 301 元	RMB70 – RMB299 人民幣 70 元至 人民幣 299 元
		Reversionary yield 復歸收益率	Mall: 7.0% Store: 6.0% 商場: 7.0% 店面: 6.0%	Mall: 7.0% Store: 6.0% 商場: 7.0% 店面: 6.0%
Car parks 停車場	Investment approach 投資法	Prevailing monthly market rent per lot 每月每個車位 現行市場租金	RMB395 人民幣 395 元	RMB395 人民幣 395 元
		Reversionary yield 復歸收益率	5.0%	5.0%

Prevailing market rents are estimated based on the independent valuer's view of recent letting transactions within the subject properties and other comparable properties. The higher the rent, the higher the fair value is. The reversionary yield is estimated by the independent valuer based on the risk profile of the properties being valued. The higher the yield, the lower the fair value is.

於各報告日期進行估值時，本集團管理層會與估值師討論估值假設及估值結果。

以下載有投資物業估值所使用之估值方式及主要輸入參數之概述：

現行市場租金乃根據獨立估值師對近期標的物業及其他可資比較物業內之租賃交易之意見估計。租金越高，公允價值越高。復歸收益率乃由獨立估值師根據被估物業之風險狀況估計。收益率越高，公允價值越低。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

17. LEASES

The Group as a lessee

The Group has lease contracts for various items of office, hotel buildings, warehouses and machinery used in its operations. Leases of offices generally have lease terms between 2 and 6 years, and leases of hotel buildings generally have lease terms between 15 and 20 years, while warehouses generally have lease terms between 1 and 2 years and machinery generally has lease terms between 1 and 3 years. Other office space or equipment generally has lease terms of 12 months or less and/or is individually of low value.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Office	Hotel buildings	Warehouses	Prepaid land lease payments	Machinery	Total
		辦公室	酒店樓宇	倉庫	預付土地租賃款項	機器	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
As at 1 January 2019	於二零一九年一月一日	10,240	—	375	16,737	—	27,352
Additions	添置	40,290	259,301	—	—	—	299,591
Depreciation charge	折舊開支	(12,237)	(7,852)	(215)	(463)	—	(20,767)
Disposal of subsidiaries	出售附屬公司	—	—	—	(15,888)	—	(15,888)
Transfer to assets classified as held for sale	轉至分類為持作出售之資產	(1,369)	—	—	—	—	(1,369)
Exchange realignment	匯兌調整	639	87	(28)	(386)	—	312
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	37,563	251,536	132	—	—	289,231
Additions	添置	820	126,874	—	—	486	128,180
Depreciation charge	折舊開支	(9,352)	(19,600)	(136)	—	(195)	(29,283)
Exchange realignment	匯兌調整	1,920	19,665	4	—	10	21,599
As at 31 December 2020	於二零二零年十二月三十一日	30,951	378,475	—	—	301	409,727

17. 租賃

本集團作為承租人

本集團擁有用於其業務營運之辦公室、酒店樓宇、倉庫及機器之租賃合約。辦公室之租期通常為二至六年、酒店樓宇之租期通常為十五至二十年、倉庫之租期通常為一至二年而機器之租期通常為一至三年。其他辦公室空間或設備之租期通常為十二個月或以下及／或個別屬低價值。

(a) 使用權資產

本集團使用權資產之賬面值及年內變動如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

17. LEASES (Continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Carrying amount at 1 January	於一月一日之賬面值	295,189	10,517
New leases	新訂租賃	128,180	299,591
Accretion of interest recognised during the year (note 8)	年內確認之累增利息(附註8)	19,649	9,112
Payments	付款	(24,227)	(23,398)
Transfer to liabilities directly associated with the assets classified as held for sale	轉至與分類為持作出售之資產直接有關之負債	—	(1,406)
Covid-19-related rent concessions from lessors	來自出租人之COVID-19相關租金減免	(183)	—
Exchange realignment	匯兌調整	23,165	773
Carrying amount at 31 December	於十二月三十一日之賬面值	441,773	295,189
Analysed into:	分析為：		
Current portion	即期	19,948	8,281
Non-current portion	非即期	421,825	286,908
		441,773	295,189

The maturity analysis of lease liabilities is disclosed in note 36 to the financial statements.

17. 租賃(續)

(b) 租賃負債

租賃負債之賬面值及年內變動如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Carrying amount at 1 January	於一月一日之賬面值	295,189	10,517
New leases	新訂租賃	128,180	299,591
Accretion of interest recognised during the year (note 8)	年內確認之累增利息(附註8)	19,649	9,112
Payments	付款	(24,227)	(23,398)
Transfer to liabilities directly associated with the assets classified as held for sale	轉至與分類為持作出售之資產直接有關之負債	—	(1,406)
Covid-19-related rent concessions from lessors	來自出租人之COVID-19相關租金減免	(183)	—
Exchange realignment	匯兌調整	23,165	773
Carrying amount at 31 December	於十二月三十一日之賬面值	441,773	295,189
Analysed into:	分析為：		
Current portion	即期	19,948	8,281
Non-current portion	非即期	421,825	286,908
		441,773	295,189

租賃負債之到期日分析於財務報表附註36披露。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

17. LEASES (Continued)

- (c) The amounts recognised in profit or loss in relation to leases are as follows:

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Interest on lease liabilities (note 8)	19,649	9,112
Depreciation charge of right-of-use assets	29,283	20,767
Expense relating to short-term leases (note 7)	7,747	6,984
Expense relating to leases of low-value assets (included in administrative expenses) (note 7)	88	110
Covid-19-related rent concessions from lessors	(183)	—
Total amount recognised in profit or loss	56,584	36,973

- (d) The total cash outflow for leases is disclosed in note 30(c) to the financial statements.

The Group as a lessor

The Group leases its investment properties in Guilin under operating lease arrangements. Another commercial property in Fuzhou was leased under operating lease arrangements during the year ended 31 December 2019, which was disposed of on 27 December 2019 upon the completion of the disposal of Amazing Wise Limited and its subsidiaries. The terms of the lease generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was \$103,653,000 (2019: \$149,118,000), details of which are included in note 5 to the financial statements.

17. 租賃 (續)

- (c) 於損益確認之租賃相關金額如下：

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
租賃負債利息(附註8)	19,649	9,112
使用權資產折舊開支	29,283	20,767
與短期租賃相關之開支(附註7)	7,747	6,984
與低價值資產租賃相關之開支(計入行政開支)(附註7)	88	110
來自出租人之COVID-19相關租金減免	(183)	—
於損益確認之總額	56,584	36,973

- (d) 租賃現金流出總額於財務報表附註30(c)披露。

本集團作為出租人

本集團根據經營租賃安排出租其位於桂林之投資物業。於截至二零一九年十二月三十一日止年度，另一位於福州之商業物業乃根據經營租賃安排出租，惟該物業已在完成出售Amazing Wise Limited及其附屬公司後於二零一九年十二月二十七日售出。該租賃之條款一般規定租戶支付保證金並根據當時市況定期調整租金。本集團年內確認之租金收入為103,653,000元(二零一九年：149,118,000元)，有關詳情載於財務報表附註5。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

17. LEASES (Continued)

The Group as a lessor (Continued)

At 31 December 2020, the undiscounted lease payments receivables by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Within one year	一年內	80,921	85,945
After one year but within two years	一年後但兩年內	56,523	57,138
After two years but within three years	兩年後但三年內	40,094	37,016
After three years but within four years	三年後但四年內	29,641	32,371
After four years but within five years	四年後但五年內	23,331	26,428
After five years	五年後	103,370	133,549
		333,880	372,447

17. 租賃 (續)

本集團作為出租人 (續)

於二零二零年十二月三十一日，本集團根據與租戶訂立之不可撤銷經營租賃於未來期間之應收未貼現租賃付款如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

18. DEFERRED TAX ASSETS AND LIABILITIES

The components of the Group's deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

18. 遞延稅項資產及負債

本集團於綜合財務狀況表確認之遞延稅項資產／(負債)成分及年內變動如下：

		Revaluation of properties 物業重估 \$'000 千元	LAT 土地增值稅 \$'000 千元	Lease liability 租賃負債 \$'000 千元	Others 其他 \$'000 千元	Total 總計 \$'000 千元
At 1 January 2019	於二零一九年一月一日	(480,657)	7,781	—	8,678	(464,198)
Deferred tax credited/(charged) to the statement of profit or loss during the year:	本年度計入／(扣除自)損益表之遞延稅項：					
— included in continuing operations (note 11)	— 計入持續經營業務(附註11)	153,639	—	989	8,748	163,376
— included in discontinued operations	— 計入終止經營業務	—	(7,781)	—	(1,972)	(9,753)
Disposal of subsidiaries	出售附屬公司	141,704	—	—	—	141,704
Exchange differences	匯兌差額	15,919	—	(11)	(275)	15,633
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	(169,395)	—	978	15,179	(153,238)
Deferred tax credited to the statement of profit or loss during the year:	本年度計入損益表之遞延稅項：					
— included in continuing operations (note 11)	— 計入持續經營業務(附註11)	2,639	—	5,858	17,133	25,630
Exchange differences	匯兌差額	(8,173)	—	252	(1,127)	(9,048)
At 31 December 2020	於二零二零年十二月三十一日	(174,929)	—	7,088	31,185	(136,656)

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

18. DEFERRED TAX ASSETS AND LIABILITIES

(Continued)

Reconciliation to the consolidated statement of financial position:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Deferred tax assets	遞延稅項資產	39,383	16,157
Deferred tax liabilities	遞延稅項負債	(176,039)	(169,395)
		(136,656)	(153,238)

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

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Unused tax credits	未動用稅項抵免	54,434	70,345
Deductible temporary differences	可扣減暫時性差異	—	33,693
		54,434	104,038

The above tax losses mainly arose in the USA. Deferred tax assets have not been recognised in respect of the above items as it is not considered probable that taxable profits will be available against which the above items can be utilised.

18. 遞延稅項資產及負債(續)

綜合財務狀況表之對賬：

本公司並未就以下項目確認遞延稅項資產：

上述稅項虧損主要於美國產生。由於認為不大可能有應課稅溢利可動用上項項目抵銷，故並未就上述項目確認遞延稅項資產。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

18. DEFERRED TAX ASSETS AND LIABILITIES

(Continued)

Pursuant to the PRC Corporate Income Tax Law, 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in PRC. A lower withholding tax rate may be applied if there is a tax treaty between PRC and the jurisdiction of the foreign investors. As at 31 December 2020, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of earnings associated with investments in subsidiaries in the PRC was approximately \$1,732,509,000 as at 31 December 2020 (2019: \$1,513,837,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

18. 遞延稅項資產及負債(續)

根據中國企業所得稅法，就向外資企業投資者宣派來自於中國成立之外資企業的股息徵收10%預扣稅。倘中國與外國投資者所屬司法權區之間定有稅務優惠，則可按較低預扣稅稅率繳稅。於二零二零年十二月三十一日，本集團並未就其在中國成立之附屬公司須繳交預扣稅的未匯出盈利確認有關應付預扣稅的遞延稅項。董事認為，該等附屬公司於可見將來分派有關盈利的機會不大。於二零二零年十二月三十一日，與於中國附屬公司的投資相關的有關盈利總額約為1,732,509,000元(二零一九年：1,513,837,000元)。

本公司向其股東派付股息並未附有所得稅影響。

19. TRADE AND BILLS RECEIVABLES

		2020	2019
		二零二零年	二零一九年
		\$'000	\$'000
		千元	千元
Trade receivables	貿易應收款項	340,257	231,696
Impairment	減值	(54,702)	(28,493)
		285,555	203,203
Bills receivables	應收票據	56,274	16,921
		341,829	220,124

Receivables from leasing properties are normally settled on an advance receipt basis, where the lessees are required to pay in advance for several months' rental payment and pay a security deposit as well. However, in the case of long-standing customers with good repayment history, the Group may offer these customers credit terms.

來自租賃物業的應收款項一般以預收方式結算，承租人須預先支付數月租金並支付保證金。然而，就有良好還款記錄之長期客戶而言，本集團或會向該等客戶提供信貸條款。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

19. TRADE AND BILLS RECEIVABLES (Continued)

For the business of hotel operations, receivables are normally settled in advance. However, the Group may offer credit terms to certain corporate clients.

For the business of hotel management services, hotel design and construction management services, the Group's trading terms with its customers are mainly on credit. The Group has set out policies to ensure that follow-up action is taken to recover overdue debts. The Group also reviews regularly the recoverable amount of each individual trade receivable balance to ensure that adequate provision for impairment losses are made for irrecoverable amounts. The Group does not hold any collateral or other credit enhancements over such trade receivable balances. Trade receivables are non-interest-bearing.

The ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Within 3 months	三個月內	111,859	73,183
Over 3 months but within 6 months	超過三個月但六個月內	59,315	31,669
Over 6 months but within 12 months	超過六個月但十二個月內	56,853	47,351
Over 12 months	超過十二個月	57,528	51,000
		285,555	203,203

19. 貿易應收款項及應收票據 (續)

就酒店營運業務而言，應收款項一般而言預先結算。然而，本集團或向若干公司客戶提供信貸條款。

就酒店管理服務、酒店設計及建設管理服務而言，本集團與其客戶之貿易條款主要以信貸形式進行。本集團已制定政策以確保採取跟進行動收回逾期債務。本集團亦定期審閱各項個別貿易應收款項結餘之可收回金額，以確保就不可收回金額作出充足之減值虧損撥備。本集團並無就該等貿易應收款項結餘持有任何抵押品或作出其他信貸增級安排。貿易應收款項不計利息。

根據發票日期，於報告期末扣除虧損撥備之貿易應收款項之賬齡分析如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

19. TRADE AND BILLS RECEIVABLES (Continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
At beginning of year	於年初	28,493	1,595
Impairment during the year, net	年內減值，淨額		
— continuing operations (note 6)	— 持續經營業務(附註6)	23,389	27,292
— discontinued operations	— 終止經營業務	—	(6)
Exchange realignment	匯兌調整	2,820	(388)
At end of year	於年末	54,702	28,493

The increase in the loss allowance was due to certain outstanding contractual amounts which were considered in default and the Group is unlikely to receive such outstanding contractual amounts in full.

An impairment analysis is performed at each reporting date by reference to the credit risk characteristics of receivables, either individually or collectively. For receivables with credit risk identified deteriorated significantly, Management made provision on the individual basis, otherwise, Management use a provision matrix to measure expected credit losses for the rest receivables. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

As at 31 December 2020, the trade receivables amounting to \$48,037,000 (2019: \$25,664,000) was assessed individually and considered to be unlikely for the Group to receive the outstanding contractual amounts and was fully impaired. There are no credit enhancements held by the Group on such outstanding amounts.

19. 貿易應收款項及應收票據 (續)

貿易應收款項之減值虧損撥備變動如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
At beginning of year	於年初	28,493	1,595
Impairment during the year, net	年內減值，淨額		
— continuing operations (note 6)	— 持續經營業務(附註6)	23,389	27,292
— discontinued operations	— 終止經營業務	—	(6)
Exchange realignment	匯兌調整	2,820	(388)
At end of year	於年末	54,702	28,493

減值虧損增加乃由於若干未價合同金額被視作違約及本集團未能悉數收取相關未價合同金額。

於各報告日期參考應收款項之信貸風險特徵進行減值分析(不論個別或共同)。就信貸風險顯著惡化之應收款項而言，管理層已按個別基準作出撥備，或會另行使用撥備矩陣計量其餘應收款項之預期信貸虧損。撥備率乃根據因就擁有類似虧損模式之多個客戶分部進行分組而逾期之日數計量。該計算反映或然率加權結果、貨幣時值及於報告日期可得之有關過往事項、當前條件及未來經濟條件預測之合理及可靠資料。

於二零二零年十二月三十一日，貿易應收款項48,037,000元(二零一九年：25,664,000元)乃按個別基準評估，並被本集團視為不能收回未價合同金額且已全額減值。本集團並無就該等未價金額持有信貸增級安排。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

19. TRADE AND BILLS RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the rest portion of the Group's trade receivables using a provision matrix:

As at 31 December 2020

		Current 即期	Past due 逾期				Total 總計
			Less than 3 months 少於三個月	3 to 6 months 三至六個月	6 to 12 months 六至十二個月	Over 12 months* 超過十二個月*	
Expected credit loss rate	預期信貸虧損率	0.236%	0.882%	1.768%	2.226%	8.741%	2.281%
Gross carrying amount (\$'000)	總賬面值(千元)	112,132	59,725	24,723	44,880	50,760	292,220
Expected credit losses (\$'000)	預期信貸虧損(千元)	265	527	437	999	4,437	6,665

As at 31 December 2019

		Current 即期	Past due 逾期				Total 總計
			Less than 3 months 少於三個月	3 to 6 months 三至六個月	6 to 12 months 六至十二個月	Over 12 months* 超過十二個月*	
Expected credit loss rate	預期信貸虧損率	0.292%	0.846%	1.032%	2.125%	9.361%	1.373%
Gross carrying amount (\$'000)	總賬面值(千元)	86,290	32,615	21,803	55,806	9,518	206,032
Expected credit losses (\$'000)	預期信貸虧損(千元)	251	276	225	1,186	891	2,829

19. 貿易應收款項及應收票據 (續)

本集團就使用撥備矩陣計量貿易應收款項之其餘部分而面臨之信貸風險資料載列如下：

於二零二零年十二月三十一日

於二零一九年十二月三十一日

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

20. CONTRACT ASSETS

20. 合約資產

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Contract assets arising from:	以下項目所產生之合約資產：		
Hotel design services	酒店設計服務	23,811	14,554
Impairment	減值	(1,342)	(54)
		22,469	14,500

Contract assets are initially recognised for revenue earned from hotel design services and the provision of related design services as the receipt of consideration is conditioned on having reached certain milestones of the design and customers confirming the design results. Upon completion of certain milestones of the design and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables.

合約資產已初始確認為酒店設計服務及計提相關設計服務撥備所賺取之收益，以作為收取之代價，而前提是已達到若干設計里程碑並由客戶確認設計結果。完成若干設計里程碑並受客戶接納後，已確認作合同資產之金額已重新分類為貿易應收款項。

During the year ended 31 December 2020, \$1,302,000 (2019: \$54,000) was recognised as an allowance for excepted credit losses on contract assets. The Group's trading terms and credit policy with customers are disclosed in note 19 to the financial statements.

截至二零二零年十二月三十一日止年度，已確認1,302,000元(二零一九年：54,000元)作為合約資產之預期信貸虧損撥備。本集團與客戶之貿易條款及信貸政策於財務報表附註19中披露。

The expected timing of recovery or settlement for contract assets as at 31 December 2020 is within one year.

於二零二零年十二月三十一日收回或結清合約資產之預期時間為一年內。

The movements in the loss allowance for impairment of contract assets are as follows:

合約資產之減值虧損撥備變動如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
At beginning of year	年初	54	—
Impairment losses (note 6)	減值虧損(附註6)	1,302	54
Exchange realignment	匯兌調整	(14)	—
At end of year	年末	1,342	54

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

20. CONTRACT ASSETS (Continued)

An impairment analysis is performed at each reporting date by reference to the credit risk characteristics of contract assets, either individually or collectively. For contract assets with credit risk identified deteriorated significantly, Management made provision on the individual basis, otherwise, Management use a provision matrix to measure expected credit losses for the rest portion. The provision rates for the measurement of the expected credit losses on the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on days past due of trade receivables for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

As at 31 December 2020, the contract assets amounting to \$1,182,000 (2019: Nil) was assessed individually and considered to be unlikely for the Group to receive the outstanding contractual amounts and was fully impaired. There are no credit enhancements held by the Group on such outstanding amounts.

Set out below is the information about the credit risk exposure on the rest portion of the Group's contract assets using a provision matrix:

As at 31 December 2020

		Total 總計
Expected credit loss rate	預期信貸虧損比率	0.707%
Gross carrying amount (\$'000)	總賬面值(千元)	22,629
Expected credit losses (\$'000)	預期信貸虧損(千元)	160

As at 31 December 2019

		Total 總計
Expected credit loss rate	預期信貸虧損比率	0.371%
Gross carrying amount (\$'000)	總賬面值(千元)	14,554
Expected credit losses (\$'000)	預期信貸虧損(千元)	54

20. 合約資產 (續)

於各報告日期參考合約資產之信貸風險特徵進行減值分析(不論個別或共同)。就信貸風險顯著惡化之合約資產而言，管理層已按個別基準作出撥備，或會另行使用撥備矩陣計量其餘部分之預期信貸虧損。由於合約資產及貿易應收款項乃源自相同客戶群，用以計量合約資產預期信貸虧損之撥備率乃根據貿易應收款項之預期信貸虧損計算得出。合約資產之撥備率乃根據按擁有類似虧損模式劃分之多個客戶分部之貿易應收款項逾期之日數計量。該計算反映或然率加權結果、貨幣時值及於報告日期可得之有關過往事項、當前情況及未來經濟情況預測之合理及可靠資料。

於二零二零年十二月三十一日，合約資產1,182,000元(二零一九年：無)乃按個別基準評估，並被本集團視為不能收回未償合同金額且已全額減值。本集團並無就該等未償金額持有信貸增級安排。

本集團使用撥備矩陣計量合約資產其餘部分之信貸風險資料載列如下：

於二零二零年十二月三十一日

		Total 總計
Expected credit loss rate	預期信貸虧損比率	0.707%
Gross carrying amount (\$'000)	總賬面值(千元)	22,629
Expected credit losses (\$'000)	預期信貸虧損(千元)	160

於二零一九年十二月三十一日

		Total 總計
Expected credit loss rate	預期信貸虧損比率	0.371%
Gross carrying amount (\$'000)	總賬面值(千元)	14,554
Expected credit losses (\$'000)	預期信貸虧損(千元)	54

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

21. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

21. 預付款項、其他應收款項及其他資產

		Notes	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
		附註		
<i>Current portion</i>				
	<i>即期部分</i>			
Prepayments	預付款項		7,209	5,810
Deposits and other receivables	按金及其他應收款項		62,572	25,859
Amounts due from related parties	應收關連人士款項		263	1,004
Amounts due from an intermediate holding company	應收一間中間控股公司款項		11,457	10,712
			81,501	43,385
Impairment allowance	減值撥備	a	(15,528)	(16,537)
			65,973	26,848
<i>Non-current portion</i>				
	<i>非即期部分</i>			
Long-term receivables	長期應收款項	b	1,592,983	—

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

21. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (Continued)

The amounts due from related parties and an intermediate holding company are unsecured, interest-free and repayable on demand.

- (a) The movements in provision for impairment of other receivables during the year are as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
At 1 January	於一月一日	16,537	353
Impairment during the year (reversed)/recognised in profit or loss, net	年內於損益(撥回)/ 確認之減值，淨額		
— continuing operations (note 6)	— 持續經營業務(附註6)	(800)	9,651
— discontinued operations	— 終止經營業務	—	6,659
Exchange realignment	匯兌調整	(209)	(126)
At 31 December	於十二月三十一日	15,528	16,537

The above provision for impairment of other receivables is a provision for individually impaired other receivables.

- (b) The long-term receivables amounting to \$1,592,983,000 (equivalent to approximately US\$205,469,000) represented the Deferred Amount arising from the disposal of Parcel C (note 29). The Deferred Amount is secured by a mortgage on certain condominium units under development of Parcel C.

21. 預付款項、其他應收款項及其他資產(續)

應收關連人士及一間中間控股公司之款項乃無抵押、免息及按要求償還。

- (a) 年內，其他應收款項之減值撥備變動如下：

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
At 1 January	16,537	353
Impairment during the year (reversed)/recognised in profit or loss, net		
— continuing operations (note 6)	(800)	9,651
— discontinued operations	—	6,659
Exchange realignment	(209)	(126)
At 31 December	15,528	16,537

上述其他應收款項之減值撥備乃就個別已減值之其他應收款項而計提之撥備。

- (b) 金額1,592,983,000元(相當於約205,469,000美元)之長期應收款項指出售Parcel C所產生之該等遞延金額(附註29)。該等遞延金額以Parcel C發展項下若干公寓單位之按揭作抵押。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

22. RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

22. 受限制銀行存款以及現金及現金等值物

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Cash and bank balances	現金及銀行結餘	2,137,660	2,198,697
Time deposits	定期存款	237,640	223,260
Cash and cash equivalents	現金及現金等值物	2,375,300	2,421,957

At the end of the reporting period, the cash and cash equivalents of the Group denominated in RMB amounted to \$2,262,851,000 (2019: \$2,104,820,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The time deposit is made for a period of three years, but could be withdrawn at any time during the period depending on the immediate cash requirements of the Group. The bank balances and restricted cash are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣計值之現金及現金等值物為2,262,851,000元(二零一九年：2,104,820,000元)。人民幣不可自由兌換為其他貨幣，然而，根據中國內地之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准許透過授權開展外匯業務之銀行將人民幣兌換為其他貨幣。

銀行存款根據每日銀行存款利率賺取浮動利息。定期存款為期三年，惟視乎本集團之即時現金需求而可於期內任何時間提取。銀行結餘及受限制現金存入近期並無違約記錄之具信譽銀行。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

23. TRADE AND OTHER PAYABLES

An analysis of trade payables and other payables as at the end of the reporting period is as follows:

		Notes	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
		附註		
Trade payables	貿易應付款項	a	52,745	84,874
Other payables and accruals	其他應付款項及應計費用		238,106	215,365
Interest payable to an intermediate holding company	應付一間中間控股公司利息	b	221,291	129,523
Amounts due to intermediate holding companies	應付中間控股公司款項	c	1,430,424	94,852
Amounts due to related parties	應付關連人士款項	c	210,763	205,094
			2,153,329	729,708

Notes:

- a. None of the Group's trade payables are expected to be settled after more than one year (2019: Nil).

The ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Within 3 months	三個月內	10,017	3,404
Over 3 months but within 6 months	超過三個月但六個月內	250	2,265
Over 6 months but within 12 months	超過六個月但十二個月內	6,238	143
Over 12 months	超過十二個月	36,240	79,062
		52,745	84,874

- b. The amount of \$221,291,000 in interest payable to an intermediate holding company is repayable on demand (2019: \$129,523,000). The interest payable is unsecured and not subject to compound interests.
- c. The amounts due to intermediate holding companies and related parties are repayable on demand and all these balances are unsecured and interest-free.

23. 貿易及其他應付款項

於報告期末之貿易應付款項及其他應付款項之分析如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Trade payables	貿易應付款項	52,745	84,874
Other payables and accruals	其他應付款項及應計費用	238,106	215,365
Interest payable to an intermediate holding company	應付一間中間控股公司利息	221,291	129,523
Amounts due to intermediate holding companies	應付中間控股公司款項	1,430,424	94,852
Amounts due to related parties	應付關連人士款項	210,763	205,094
		2,153,329	729,708

附註：

- a. 概無本集團貿易應付款項預期將於超過一年後結算(二零一九年：無)。

根據發票日期，於報告期末之貿易應付款項之賬齡分析如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Within 3 months	三個月內	10,017	3,404
Over 3 months but within 6 months	超過三個月但六個月內	250	2,265
Over 6 months but within 12 months	超過六個月但十二個月內	6,238	143
Over 12 months	超過十二個月	36,240	79,062
		52,745	84,874

- b. 應付一間中間控股公司利息221,291,000元須按要求償還(二零一九年：129,523,000元)。該應付利息為無抵押及毋須支付複利。
- c. 應付中間控股公司及關連人士之款項均須按要求償還，而該等結餘全部為無抵押及免息。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

24. CONTRACT LIABILITIES

Details of contract liabilities as at the end of the reporting period are as follows:

24. 合約負債

合約負債於報告期末之詳情如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Sale of goods	銷售商品	301	9,985
Loyalty programme management services	忠誠計劃管理服務	42,134	37,798
Hotel management services	酒店管理服務	38,511	9,989
Hotel design and hotel construction management services	酒店設計及酒店建設管理服務	10,745	4,308
Other services	其他服務	353	50
Total contract liabilities	合約負債總額	92,044	62,130
Analysed into:	分析為：		
Current portion	即期部份	34,882	35,463
Non-current portion	非即期部份	57,162	26,667
		92,044	62,130

Contract liabilities include advances received to deliver goods, loyalty programme management services, hotel management services, hotel design and hotel construction management services and other services.

合約負債包括就交付商品、忠誠計劃管理服務、酒店管理服務、酒店設計及酒店建設管理服務以及其他服務而收取之墊款。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

25. LOANS FROM AN INTERMEDIATE HOLDING COMPANY

Loans from an intermediate holding company were repayable as follows:

	Notes 附註	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Current: Loans from an intermediate holding company	即期： 一間中間控股公司貸款 a	873,000	4,187,582

Notes:

- a. The carrying amounts of all the Group's loans from an intermediate holding company during the year were denominated in the United States Dollar ("US\$") and Hong Kong Dollar ("HK\$"). The denominated amounts at the year end are as follows:

	Notes 附註	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
US\$ loans and borrowings	(i)	—	674,416
US\$ loans and borrowings	(ii)	—	2,640,166
HK\$ loan and borrowing	(iii)	873,000	873,000
		873,000	4,187,582

- (i) These loans were interest-free.
- (ii) These loans bore interest at a rate of the 3-month USD Libor+1%.
- (iii) This loan bears interest at a rate of 4% per annum.
- b. Interest incurred during the year ended 31 December 2020 and interest payable to an intermediate holding company as at 31 December 2020 are set out in notes 8 and 23, respectively.

25. 一間中間控股公司貸款

一間中間控股公司貸款之還款期如下：

	Notes 附註	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Current: Loans from an intermediate holding company	即期： 一間中間控股公司貸款 a	873,000	4,187,582

附註：

- a. 年內，本集團一間中間控股公司之全部貸款之賬面值均以美元(「美元」)及港元(「港元」)計值。於年末之貨幣計值金額如下：

	Notes 附註	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
US\$ loans and borrowings	(i)	—	674,416
US\$ loans and borrowings	(ii)	—	2,640,166
HK\$ loan and borrowing	(iii)	873,000	873,000
		873,000	4,187,582

- (i) 該等貸款為免息。
- (ii) 該等貸款按三個月倫敦銀行同業拆息加1%計息。
- (iii) 該等貸款按每年4%之利率計息。
- b. 截至二零二零年十二月三十一日止年度產生之利息及於二零二零年十二月三十一日應付一間中間控股公司之利息分別載於附註8及23。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

26. SHARE CAPITAL

26. 股本

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Issued and fully paid:	已發行及繳足：		
4,697,346,488 (2019: 4,697,346,488) ordinary shares	4,697,346,488 (二零一九年： 4,697,346,488) 股普通股	469,735	469,735

27. RESERVES

27. 儲備

(a) The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 128 to 129 of the financial statements.

(a) 於本年度及過往年度，本集團之儲備及其變動金額於財務報表第128至129頁之綜合股權變動表內呈列。

(b) Nature and purpose of reserves

(b) 儲備性質及用途

Share premium

股份溢價

The application of the share premium is governed by the Companies Act 1981 of Bermuda.

股份溢價之使用受百慕達一九八一年公司法規管。

Statutory reserve

法定儲備

In accordance with the Company Law of the PRC and the respective articles of association of the PRC group companies, each of the subsidiaries of the Group that is domiciled in the PRC is required to allocate 10% of its profit after tax, as determined in accordance with the PRC Accounting Regulations, to the statutory surplus reserve until such reserve reaches 50% of its respective registered capital.

根據中國公司法及中國集團公司之相關組織章程，本集團於中國註冊之各附屬公司須按分配10%的除稅後溢利（根據中國會計制度釐定）至法定盈餘儲備，直至該等儲備達至各自註冊資本的50%。

Exchange reserve

匯兌儲備

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of the Company and foreign operations whose functional currencies are different from the Group's presentation currency.

外匯換算儲備指換算本公司及功能貨幣有別於本集團呈列貨幣之海外業務之財務報表時所產生之匯兌差額。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

27. RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

Special reserve

The special reserve of the Group represents (i) the difference between the aggregate nominal value of the share capital of the Company's subsidiaries acquired and the nominal value of the shares issued by the Company in connection with the Group's reorganisation; and (ii) adjustments made to the amounts of controlling and non-controlling interests to reflect the change in the relative interests as a result of changes in the Group's interests in subsidiaries that do not result in a loss of control.

Merger reserve

The merger reserve represents the difference between the fair value of the consideration paid to Wanda HK for the acquisition of the entire interest in Wanda Hotel Management Group which are under common control of Wanda HK, and the carrying amounts of the net assets of Wanda Hotel Management Group acquired.

Distributable reserves

The Company's share premium, special reserve and retained earning as at 31 December 2020 may be distributable to shareholders in certain circumstances prescribed by Section 54 of the Companies Act 1981 of Bermuda.

As at 31 December 2020, the aggregate amount of reserves available for distribution to equity holders of the Company was \$1,174,194,000 (2019: \$1,101,521,000).

27. 儲備(續)

(b) 儲備性質及用途(續)

特別儲備

本集團特別儲備指(i)本公司所收購附屬公司之股本面值總額與本公司就集團重組所發行之股份面值之差額；及(ii)就控股及非控股權益金額作出之調整，以反映因本集團於附屬公司之權益變動(並無導致失去控制權)所產生之相對權益變動。

合併儲備

合併儲備指就收購萬達酒管集團全部權益(受萬達香港共同控制)而向萬達香港支付代價之公允價值與所收購萬達酒店管理集團資產淨值之賬面值的差額。

可供分派儲備

於二零二零年十二月三十一日，本公司之股份溢價、特別儲備及保留盈餘於百慕達一九八一年公司法第54條所規定之若干情況下可供分派予股東。

於二零二零年十二月三十一日，可供分派予本公司權益持有人之儲備總額為1,174,194,000元(二零一九年：1,101,521,000元)。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

28. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

The following tables list out the information relating to subsidiaries of the Group which have material non-controlling interests ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination.

28. 擁有重大非控股權益的部分擁有附屬公司

下表載列本集團擁有重大非控股權益(「非控股權益」)的附屬公司資料。下文所示財務資料概要為未計算任何公司間撇銷的金額。

		Wanda Properties Investment Limited Group	Wanda Americas Real Estate Investment Limited Group
		萬達置業投資 有限公司集團	萬達美洲地產投資 有限公司集團
		\$'000 千元	\$'000 千元
2020	二零二零年		
Percentage of equity interest held by NCI	非控股權益持有的權益百分比	49%	40%
Profit for the year allocated to NCI	分配予非控股權益的本年度溢利	30,335	30,111
Dividends declared to NCI	宣派予非控股權益的股息	—	—
Accumulated balances/(deficit) of NCI at the reporting date	於報告日期的非控股權益累計餘額/(虧絀)	647,259	(88,520)
2019	二零一九年		
Percentage of equity interest held by NCI	非控股權益持有的權益百分比	49%	40%
Profit/(loss) for the year allocated to NCI	分配予非控股權益的本年度溢利/(虧損)	47,676	(47,722)
Dividends declared to NCI	宣派予非控股權益的股息	—	—
Accumulated balances/(deficit) of NCI at the reporting date	於報告日期的非控股權益累計餘額/(虧絀)	537,600	(117,612)

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

28. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

(Continued)

28. 擁有重大非控股權益的部分擁有附屬公司(續)

		Wanda Properties Investment Limited Group 萬達置業投資 有限公司集團 \$'000 千元	Wanda Americas Real Estate Investment Limited Group 萬達美洲地產投資 有限公司集團 \$'000 千元
2020	二零二零年		
Revenue from continuing operations	持續經營業務之收益	103,653	—
Total expense and other net loss from continuing operations	持續經營業務之總開支及其他虧損淨額	(41,745)	(58,925)
Profit/(loss) for the year from continuing operations	持續經營業務之本年度溢利/(虧損)	61,908	(58,925)
Profit for the year from discontinued operations	終止經營業務之本年度溢利	—	136,559
Profit for the year	本年度溢利	61,908	77,634
Total comprehensive income for the year	本年度全面收入總額	223,794	72,730
Current assets	流動資產	1,406,175	8,275
Non-current assets	非流動資產	1,571,043	1,592,995
Current liabilities	流動負債	(1,481,353)	(1,822,570)
Non-current liabilities	非流動負債	(174,929)	—
Net cash flows from/(used in)	產生/(所用)之現金流量淨額		
— operating activities	— 經營活動	105,373	(764,523)
— investing activities	— 投資活動	(230,468)	2,565,704
— financing activities	— 融資活動	—	(1,814,887)
Effect of foreign exchange rate changes	匯率變動之影響	1,492	61
Net decrease in cash and cash equivalents	現金及現金等值物減少淨額	(123,603)	(13,645)

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

28. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

(Continued)

28. 擁有重大非控股權益的部分擁有附屬公司(續)

		Wanda Americas Real Estate Investment Limited Group 萬達置業投資 有限公司集團 \$'000 千元	Wanda Americas Real Estate Investment Limited Group 萬達美洲地產投資 有限公司集團 \$'000 千元
2019	二零一九年		
Revenue from continuing operations	持續經營業務之收益	98,719	—
Total expense and other net loss from continuing operations	持續經營業務之總開支及其他虧損淨額	(25,926)	(97,399)
Profit/(loss) for the year from continuing operations	持續經營業務之本年度溢利/(虧損)	72,793	(97,399)
Profit/(loss) for the year from discontinued operations	已終止經營業務之本年度溢利/(虧損)	24,504	(21,906)
Profit/(loss) for the year	本年度溢利/(虧損)	97,297	(119,305)
Total comprehensive income/(loss) for the year	本年度全面收入/(虧損)總額	48,455	(134,494)
Current assets	流動資產	1,286,107	5,022,395
Non-current assets	非流動資產	1,511,988	22
Current liabilities	流動負債	(1,531,558)	(5,097,262)
Non-current liabilities	非流動負債	(169,395)	—
NCI	非控股權益	—	(219,185)
Net cash flows from/(used in) — operating activities	產生/(所用)之現金流量淨額 — 經營活動	(451,222)	(807,784)
— investing activities	— 投資活動	1,398	(260,365)
— financing activities	— 融資活動	—	1,026,062
Effect of foreign exchange rate changes	匯率變動之影響	9,029	239
Net decrease in cash and cash equivalents	現金及現金等值物減少淨額	(440,795)	(41,848)

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

29. DISPOSAL OF A SUBSIDIARY

On 24 November 2020, the Group completed the disposal of its equity interest in Parcel C. Further details of the Disposal have been set out in the Company's announcements dated 30 July 2020, 17 August 2020 and 25 November 2020, the Company's circular dated 29 September 2020.

On 24 July 2020, Wanda Chicago Real Estate LLC ("Wanda Chicago"), a subsidiary of the Company, as seller, and Magellan Parcel C/D LLC ("Magellan"), as purchaser, entered into a membership interest purchase agreement (the "Agreement") in relation to the disposal of 90% of the issued and outstanding membership interests of Parcel C (the "Disposal") at the consideration of US\$270,000,000 and repayment of the debt in the amount of US\$281,370,000, among which US\$200,000,000 has been deferred in payment (the "Deferred Amount"). The Deferred Amount was increased by US\$3,500,001 according to the Agreement since Magellan extended the initial scheduled closing date from 22 October 2020 to the final completion date on 24 November 2020.

29. 出售一間附屬公司

於二零二零年十一月二十四日，本集團已完成出售其於Parcel C之股權。有關出售事項之進一步詳情已載於本公司日期為二零二零年七月三十日、二零二零年八月十七日及二零二零年十一月二十五日之公告、本公司日期為二零二零年九月二十九日之通函。

於二零二零年七月二十四日，本公司之附屬公司Wanda Chicago Real Estate LLC(「萬達芝加哥」)(作為賣方)與Magellan Parcel C/D LLC(「Magellan」)(作為買方)就出售Parcel C 90%之已發行及發行在外股東權益(「出售事項」)訂立股東權益購買協議(「該協議」)，代價為270,000,000美元及償還金額為281,370,000美元之債務，其中200,000,000美元已遞延支付(「遞延金額」)。由於Magellan將初始原定完成日期由二零二零年十月二十二日延後至最終完成日期(於二零二零年十一月二十四日)，因此遞延金額根據協議增加3,500,001美元。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

29. DISPOSAL OF A SUBSIDIARY (Continued)

The net assets of Parcel C at the date of disposal were as follows:

29. 出售一間附屬公司(續)

Parcel C於出售日期之資產淨值如下：

		2020 二零二零年 \$'000 千元
Net assets disposed of:	已出售之資產淨值：	
Construction in progress	在建工程	1,049,332
Freehold land	永久業權土地	157,467
Properties under development	在建物業	4,638,288
Contract incremental costs	合約增量成本	57,761
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	40,933
Cash and cash equivalents	現金及現金等值物	1,968
Trade and other payables	貿易及其他應付款項	(438,636)
Other borrowings	其他借款	(3,340,910)
Non-controlling interests	非控股權益	(216,737)
		1,949,466
Exchange fluctuation reserve	匯兌波動儲備	5,360
Transaction expenses	交易開支	20,136
Gain on disposal of a subsidiary (note 12(i))	出售一間附屬公司之收益(附註 12(i))	149,776
		2,124,738
Satisfied by:	出售所得：	
Cash	現金	2,092,932
Increase in the Deferred Amount	遞延金額增加	27,194
Fair value gain on the Deferred Amount	遞延金額之公允價值收益	4,612
		2,124,738

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

29. DISPOSAL OF A SUBSIDIARY (Continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

		2020 二零二零年 \$'000 千元
Cash consideration	現金代價	2,092,932
Cash and bank balances disposed of	已出售之現金及銀行結餘	(1,968)
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	有關出售一間附屬公司之現金及現金等值物流入淨額	2,090,964

29. 出售一間附屬公司 (續)

有關出售一間附屬公司之現金及現金等值物流入淨額之分析如下：

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of \$128,180,000 (2019: \$299,591,000) and \$128,180,000 (2019: \$299,591,000), respectively, in respect of lease arrangements for office, hotel buildings and machinery.

During the year, the Group derecognised certain loans from an intermediate holding company of \$1,329,461,000 (2019: Nil) on the due dates and transferred them to amounts due to intermediate holding companies which is stated in note 23 to the financial statements.

30. 綜合現金流量表附註

(a) 重大非現金交易

年內，本集團就分別為128,180,000元(二零一九年：299,591,000元)及128,180,000元(二零一九年：299,591,000元)之辦公室、酒店樓宇及機器之租賃安排擁有使用權資產及租賃負債之非現金添置。

本年度內，本集團已終止確認來自一間中間控股公司於到期日為1,329,461,000元(二零一九年：無)之若干貸款，並已將其轉移至應付中間控股公司款項(其載列於財務報表附註23)。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

30. 綜合現金流量表附註(續)

(b) Changes in liabilities arising from financing activities

(b) 融資活動所產生的負債變動

2020

二零二零年

		Lease liabilities	Loans from an intermediate holding company	Amounts due to an intermediate holding company	Loan form financial institution included in liabilities as held for sale	Other borrowings	Long-term receivable*	Interest payables for bank loans and other loans
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
At 1 January 2020	於二零二零年一月一日	295,189	4,187,582	94,852	973,745	-	-	129,523
Inter-group balances between disposed subsidiary and the remaining group as at 1 January 2020	已出售附屬公司與餘下集團於二零二零年一月一日之集團內結餘	-	-	-	-	1,347,445	(1,347,445)	-
Changes from financing cash flows	融資現金流量變動	(24,227)	(1,870,310)	-	(971,213)	1,162,549	-	(28,802)
New leases (note 17(b))	新訂租賃(附註17(b))	128,180	-	-	-	-	-	-
Interest expenses	利息開支	19,649	-	-	-	-	-	92,261
Capitalized interest	資本化利息	-	-	-	-	-	-	28,802
Covid-19 related rent concessions (note 17(c))	COVID-19相關租金減免(附註17(c))	(183)	-	-	-	-	-	-
Elimination between disposed subsidiary and the remaining group	已出售附屬公司與餘下集團之對銷	-	-	-	-	841,923	(841,923)	-
Proceeds received on debt collection from buyer on behalf of the disposed subsidiaries	代表已出售附屬公司自買家就債務收回收取之所得款項	-	-	-	-	-	621,628	-
Increase in the Deferred Amounts (note 29)	遞延金額增加(附註29)	-	-	-	-	-	(27,194)	-
Fair value gain on the Deferred Amounts (note 29)	遞延金額之公允價值收益(附註29)	-	-	-	-	-	(4,612)	-
Disposal of a subsidiary (note 29)	出售附屬公司(附註29)	-	-	-	-	(3,340,910)	-	-
Derecognition of loans due to an intermediate holding company	終止確認應付一間中間控股公司之貸款	-	(1,329,461)	1,329,461	-	-	-	-
Foreign exchange movement	外匯變動	23,165	(114,811)	6,111	(2,532)	(11,007)	6,563	(493)
At 31 December 2020	於二零二零年十二月三十一日	441,773	873,000	1,430,424	-	-	(1,592,983)	221,291

* Notwithstanding the account is an asset, it's presented in negative under this note while the accounts of liabilities are presented in positive to be consistent with the comparative information.

* 儘管該賬目為一項資產，但在此附註下乃以負數呈列，而負債賬目則以正數呈列，與比較資料保持一致。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Changes in liabilities arising from financing activities (Continued)

2019

		Lease liabilities	Loans from financial institutions	Loans and amounts due to an intermediate holding company	Other borrowings	Interest payables for bank loans and other loans
		租賃負債	金融機構貸款	一間中間控股公司貸款及應付一間中間控股公司款項	其他借款	銀行貸款及其他貸款之應付利息
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1 January 2019	於二零一九年一月一日	10,517	1,192,857	5,078,130	385,592	139,904
Changes from financing cash flows	融資現金流量變動	(14,286)	126,672	128,843	9,500	(105,777)
New leases	新訂租賃	299,591	—	—	—	—
Interest expenses	利息開支	9,112	—	—	—	236,936
Interest paid classified as operating cash flows	分類為經營現金流量之已付利息	(9,112)	—	—	—	—
Transfer to liabilities directly associated with the assets classified as held for sale	轉至與分類為持作出售之資產直接有關之負債	(1,406)	(973,475)	—	—	—
Disposal of subsidiaries	出售附屬公司	—	(333,852)	—	(394,793)	(136,496)
Assignments of receivables	轉讓應收款項	—	—	(798,165)	—	—
Derecognition of loan due to an intermediate holding company	終止確認應付一間中間控股公司之貸款	—	—	(65,339)	—	—
Foreign exchange movement	外匯變動	773	(12,202)	(61,035)	(299)	(5,044)
At 31 December 2019	於二零一九年十二月三十一日	295,189	—	4,282,434	—	129,523

30. 綜合現金流量表附註(續)

(b) 融資活動所產生的負債變動(續)

二零一九年

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

30. 綜合現金流量表附註(續)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Within operating activities	經營活動內	7,835	16,206
Within financing activities	融資活動內	24,227	14,286

(c) 租賃現金流出總額

計入現金流量表之租賃現金流出總額如下：

(d) Total taxes paid

The total taxes paid during the year were:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Operating activities:	經營活動：		
PRC CIT paid	已付中國企業所得稅	63,955	76,678
PRC LAT paid	已付中國土地增值稅	—	14,033
		63,955	90,711

(d) 已付稅項總額

年內已付稅項總額：

31. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Contracted, but not provided for	已訂約但未撥備	18,995	2,735,773

The commitments at 31 December 2020 mainly represent leasehold improvement related costs to be incurred in respect of the Group's leased hotel buildings situated in Mainland China.

31. 承擔

(a) 於報告期末，本集團擁有之資本承擔如下：

於二零二零年十二月三十一日之承擔主要指就本集團位於中國內地之租賃酒店樓宇而產生之租賃物業裝修相關費用。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

32. CONTINGENT LIABILITIES

32. 或然負債

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Guarantees given to banks for: Mortgage facilities granted to purchasers of the Group's properties	就下列事項而給予銀行之擔保： 授予本集團物業買家 之按揭授信	1,465	25,849

The Group has provided guarantees in respect of the mortgage facilities granted by certain banks to the purchasers of the Group's properties. Pursuant to the terms of the guarantee arrangements, in case of default on mortgage payments by the purchasers, the Group is responsible for repaying the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to the banks. The Group is then entitled to take over the legal titles of the related properties. The Group's guarantee periods commence from the dates of grant of the relevant mortgage loans and end after the execution of individual purchasers' collateral agreements.

The financial guarantee contracts are measured at the higher of the ECL allowance and the amount initially recognised less the cumulative amount of income recognised. The ECL allowance is measured by estimating the cash shortfalls, which are based on the expected payments to reimburse the holders for a credit loss that it incurs less any amounts that the Group expects to receive from the purchasers. The amount initially recognised representing the fair value at initial recognition of the financial guarantees was not significant. The Group did not incur any material losses during the financial period in respect of the guarantees provided for mortgage facilities granted to purchasers of the Group's properties. The directors consider that in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore, no ECL allowance has been made in connection with the guarantees.

本集團已就若干銀行授予本集團物業買家之按揭授信而提供擔保。根據擔保安排之條款，倘該等買家拖欠按揭還款，本集團須負責償還拖欠之按揭貸款以及應計利息及違約買家結欠銀行之罰款，而本集團有權接管相關物業之合法業權。本集團之擔保期由授出相關按揭貸款當日起計至個別買家的抵押品協議獲執行後結束。

財務擔保合約乃按預期信貸虧損撥備及初步確認金額減已確認累計收入金額（以較高者為準）計量。預期信貸虧損撥備乃透過估計現金差額計量，現金差額乃根據償還持有人所產生信貸虧損的預期款項減本集團預期自買方收取之任何款項計算得出。代表財務擔保於初步確認時之公允價值之初步確認金額並不重大。本集團於就授予本集團物業買家之按揭授信而提供擔保之財政期間並無產生任何重大虧損。董事認為倘出現拖欠還款，有關物業之可變現淨值能彌償尚未償還之按揭貸款及任何應計利息以及罰款，因此，並無就有關擔保作出預期信貸虧損撥備。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

33. SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in the financial statements, the Group had the following significant transactions with related parties during the year:

33. 重大關連人士交易

(a) 除財務報表其他部分所詳述的交易外，本集團於年內與關連人士進行以下重大交易：

	Notes 附註	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Companies controlled by the ultimate controlling shareholder: 最終控股股東控制之公司：			
Sale of goods 銷售商品	(i)	2,876	812
Purchase of goods 採購商品	(i)	33	—
Financial shared service expense 財務共享服務開支	(i)	382	229
Property management service expense 物業管理服務開支	(i)	2,351	1,604
Hotel service received 已接受酒店服務	(i)	785	273
Hotel design service income 酒店設計服務收入	(i)	45,184	22,075
Hotel construction management service income 酒店建設管理服務收入	(i)	17,050	532
Hotel management service income 酒店管理服務收入	(i)	43,533	67,465
Rental income 租金收入	(i)	5,456	7,631
Rental expense 租金開支	(i)	14,801	14,060
Advertising expense 廣告開支	(i)	159	240
Training expense 培訓開支	(i)	—	209
Maintenance cost 維修成本	(i)	232	—
Assignments of receivables 轉讓應收款項		—	798,165

(i) The above transactions were made according to the published prices and conditions offered to the major customers of the Group.

(i) 上述交易乃根據本集團主要客戶獲提供之已公佈價格及條件進行。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

33. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions with key management personnel

The remuneration of key management personnel of the Group, including amounts paid to the Company's directors, is as follows:

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Short-term employee benefits 短期僱員福利	18,649	19,588

Further details of directors' and the chief executive's emoluments are included in note 9 to the financial statements.

(c) Loans from an intermediate holding company

During the year ended 31 December 2020, the addition loans from an intermediate holding company amounted to \$849,330,000 and the total amount of \$2,719,640,000 was repaid during the year.

Please refer to note 25 for the loans from an intermediate holding company to the Company. Interest incurred during the year and interest payable to an intermediate holding company as at 31 December 2020 are set out in notes 8 and 23, respectively.

33. 重大關連人士交易 (續)

(b) 與主要管理人員之交易

本集團之主要管理人員薪酬(包括已付本公司董事之款項)如下:

	2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Short-term employee benefits 短期僱員福利	18,649	19,588

董事及主要行政人員酬金之進一步詳情載於財務報表附註9。

(c) 一間中間控股公司貸款

於截至二零二零年十二月三十一日止年度，來自一間中間控股公司之額外貸款849,330,000元及總額2,719,640,000元已於年內償還。

一間中間控股公司提供予本公司之貸款請參閱附註25。於年內產生之利息及於二零二零年十二月三十一日應付一間中間控股公司利息分別載於附註8及23。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

33. SIGNIFICANT RELATED PARTY TRANSACTIONS *(Continued)*

(d) Guarantees provided by an intermediate holding company

There were no guarantees provided or accepted during the year ended 31 December 2020 (2019: \$973,475,000) as further detailed disclosed in note 12(i)(d) to the financial statements.

(e) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of rental income, rental expense, property management service expense, hotel construction management service income, hotel design service income, hotel management service income, and assignments of receivables disclosed above constitute continuing connected transactions or connected transactions as defined in Chapter 14A of the Listing Rules.

The related party transactions in respect of loans from an intermediate holding company, other related party transactions and guarantees provided by an intermediate holding company disclosed above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. However, they are exempt from the disclosure requirements under Chapter 14A of the Listing Rules.

33. 重大關連人士交易 *(續)*

(d) 一間中間控股公司提供之擔保

誠如財務報表附註12(i)(d)所進一步詳細披露，於截至二零二零年十二月三十一日止年度，概無提供或接受擔保(二零一九年：973,475,000元)。

(e) 關連交易所適用之上市規則

上述披露有關租金收入、租金開支、物業管理服務開支、酒店建設管理服務收入、酒店設計服務收入、酒店管理服務收入及轉讓應收款項之關連人士交易構成上市規則第十四A章所定義之持續關連交易或關連交易。

有關上述披露一間中間控股公司貸款、其他關連人士交易及一間中間控股公司提供之擔保之關連人士交易構成上市規則第十四A章所定義之關連交易或持續關連交易。然而，有關交易獲豁免遵守上市規則第十四A章所載之披露規定。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

34. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

		Financial assets at amortised cost 按攤銷成本列賬之金融資產	
		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Long-term receivables	長期應收款項	1,592,983	—
Trade and bills receivables	貿易應收款項及應收票據	341,829	220,124
Financial assets included in prepayments and other receivables	計入預付款項及其他應收款項 之金融資產	45,865	21,038
Cash and cash equivalents	現金及現金等值物	2,375,300	2,421,957
		4,355,977	2,663,119

Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本列賬之金融負債	
		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Lease liabilities	租賃負債	441,773	295,189
Financial liabilities included in trade and other payables	計入貿易及其他應付款項 之金融負債	2,015,855	729,708
Loans from an intermediate holding company	一間中間控股公司貸款	873,000	4,187,582
		3,330,628	5,212,479

34. 按類別劃分之金融工具

於報告期末，各類別金融工具之賬面值載列如下：

金融資產

		Financial assets at amortised cost 按攤銷成本列賬之金融資產	
		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Long-term receivables	長期應收款項	1,592,983	—
Trade and bills receivables	貿易應收款項及應收票據	341,829	220,124
Financial assets included in prepayments and other receivables	計入預付款項及其他應收款項 之金融資產	45,865	21,038
Cash and cash equivalents	現金及現金等值物	2,375,300	2,421,957
		4,355,977	2,663,119

金融負債

		Financial liabilities at amortised cost 按攤銷成本列賬之金融負債	
		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Lease liabilities	租賃負債	441,773	295,189
Financial liabilities included in trade and other payables	計入貿易及其他應付款項 之金融負債	2,015,855	729,708
Loans from an intermediate holding company	一間中間控股公司貸款	873,000	4,187,582
		3,330,628	5,212,479

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

35. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts of the Group's financial instruments reasonably approximate to their fair values.

Management has assessed that the fair values of cash and cash equivalents, trade and bills receivables, financial assets included in prepayments and other receivables, financial liabilities included in trade and other payables and loans from an intermediate holding companies approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Group did not have any financial assets and financial liabilities measured at fair value as at 31 December 2020 and 2019.

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents and loans from an intermediate holding company. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group does not hold or issue derivative financial instruments for trading purposes. The directors review and agree policies for managing each of these risks and they are summarised below:

35. 金融工具之公允價值及公允價值等級

本集團金融工具之賬面值與其公允價值合理相若。

管理層已評估現金及現金等值物、貿易應收款項及應收票據、計入預付款項及其他應收款項之金融資產、計入貿易及其他應付款項之金融負債及一間中間控股公司貸款之公允價值與其賬面值相若，主要由於該等工具為短期性質。

金融資產及負債之公允價值按工具於有意交易方現時進行之一項交易（並非強制或清算出售）內可予交換之金額列賬。

於二零二零年及二零一九年十二月三十一日，本集團並無任何按公允價值計量之金融資產及金融負債。

36. 金融風險管理目標及政策

本集團主要金融工具包括現金及現金等值物及一間中間控股公司貸款。該等金融工具主要目的乃為本集團經營業務籌集資金。本集團自業務直接產生多項其他金融資產及負債，如貿易應收款項及應收票據及貿易應付款項。

本集團金融工具產生之主要風險為利率風險、外匯風險、信貸風險及流動資金風險。本集團並未持有或發行作交易目的之衍生金融工具。董事檢討及協議管理各項此等風險之政策，概述如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit/(loss) before tax (through the impact on floating rate borrowings).

		Increase in basis points 基點上升	Increase/ (decrease) in loss before tax 除稅前虧損增加/ (減少) \$'000 千元
31 December 2020	二零二零年十二月三十一日	100	—
31 December 2019	二零一九年十二月三十一日	100	(26,402)

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the year and had applied the exposure to interest rate risk to those bank and other borrowings in existence at that date. The estimated percentage increase or decrease represents management's assessment of a reasonably possible change in interest rates over the year until the end of the next reporting period.

Foreign currency risk

The Group's business are principally conducted in RMB and US\$. The functional currencies of the Group's subsidiaries in the PRC and the USA are RMB and US\$, respectively, and these subsidiaries do not have significant monetary assets or liabilities denominated in currencies other than their respective functional currencies. The functional currency of the Group's other subsidiaries is the Hong Kong dollar.

36. 金融風險管理目標及政策 (續)

利率風險

本集團面臨之市場利率變動之風險主要與本集團以浮動利率計息之債務有關。

下表顯示在所有其他變量維持不變之情況下，本集團之除稅前溢利/(虧損)(因浮息借款之影響)對利率合理可能變動之敏感程度。

		Increase in basis points 基點上升	Increase/ (decrease) in loss before tax 除稅前虧損增加/ (減少) \$'000 千元
31 December 2020	二零二零年十二月三十一日	100	—
31 December 2019	二零一九年十二月三十一日	100	(26,402)

上述敏感度分析乃假設利率變動於年末已經發生，並將利率風險承擔應用於該日已存在之該等銀行及其他借款。估計增加或減少百分比指管理層對利率於年內直至下個報告期末之合理可能變動之評估。

外匯風險

本集團主要以人民幣及美元經營業務。本集團之中國及美國附屬公司之功能貨幣分別為人民幣及美元，該等附屬公司並無重大貨幣資產或負債以除彼等各自之功能貨幣外之其他貨幣列值。本集團其他附屬公司之功能貨幣為港元。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

The Group is exposed to currency risk primarily through cash and cash equivalents, trade and bills receivables, trade and other payables and loans from an intermediate holding company that are denominated in US\$ and RMB.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the exchange rates on the Group's profit/(loss) before tax and the Group's equity.

36. 金融風險管理目標及政策 (續)

外匯風險 (續)

本集團主要透過以美元及人民幣列值之現金及現金等值物、貿易應收款項及應收票據、貿易及其他應付款項及一間中間控股公司貸款承擔貨幣風險。

下表列示本集團之除稅前溢利／(虧損)及本集團之權益於報告期末對匯率之合理可能變動之敏感度。

		Increase/ (decrease) in exchange rate 匯率 上升／(下降) %	Increase/ (decrease) in profit/(loss) before tax 除稅前 溢利／(虧損) 增加／(減少) \$'000 千元	Increase/ (decrease) in equity* 權益 增加／(減少)* \$'000 千元
2020	二零二零年			
If the Hong Kong dollar weakens against US\$	倘港元兌美元貶值	1	1,997	1,997
If the Hong Kong dollar strengthens against US\$	倘港元兌美元增值	(1)	(1,997)	(1,997)
If the Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	1	21,925	21,925
If the Hong Kong dollar strengthens against RMB	倘港元兌人民幣增值	(1)	(21,925)	(21,925)
2019	二零一九年			
If the Hong Kong dollar weakens against US\$	倘港元兌美元貶值	1	(32,953)	(32,953)
If the Hong Kong dollar strengthens against US\$	倘港元兌美元增值	(1)	32,953	32,953
If the Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	1	16,253	16,253
If the Hong Kong dollar strengthens against RMB	倘港元兌人民幣增值	(1)	(16,253)	(16,253)

* Excluding retained earnings

* 不包括保留溢利

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group has no concentrations of credit risk. The extent of the Group's credit exposure is represented by the aggregate balance of cash and cash equivalents, trade and bills receivables, contract assets, prepayments and other receivables, and long-term receivables.

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

As at 31 December 2020

		12-month ECLs 12個月 預期信貸 虧損	Lifetime ECLs			Total 總計 \$'000 千元
			存續預期信貸虧損			
			Stage 1 第1階段 \$'000 千元	Stage 2 第2階段 \$'000 千元	Stage 3 第3階段 \$'000 千元	
Long-term receivables**	長期應收款項**	1,592,983	—	—	—	1,592,983
Trade and bills receivables*	貿易應收款項及應收票據*	—	—	48,037	348,494	396,531
Financial assets included in prepayments and other receivables	計入預付款項及 其他應收款項 之金融資產					
— Normal**	— 正常**	45,865	—	—	—	45,865
— Doubtful**	— 可疑**	—	—	15,528	—	15,528
Contract assets*	合約資產*	—	—	1,182	22,629	23,811
Cash and cash equivalents — Not yet past due	現金及現金等值物 — 尚未逾期	2,375,300	—	—	—	2,375,300
		4,014,148	—	64,747	371,123	4,450,018

36. 金融風險管理目標及政策 (續)

信貸風險

本集團並無任何集中信貸風險。本集團之信貸風險涉及現金及現金等值物、貿易應收款項及應收票據、合約資產、預付款項及其他應收款項以及長期應收款項。

最高風險及年結階段

下表載列根據本集團信貸政策並主要基於逾期資料(除非其他資料可在毋須付出不必要成本或努力之情況下即獲得)，及於十二月三十一日的年結階段分類得出之信貸質素及最高信貸風險。所呈列之金額代表金融資產總賬面值及財務擔保合約信貸風險。

於二零二零年十二月三十一日

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2019

	12-month ECLs 12個月 預期信貸 虧損	Lifetime ECLs			Total 總計 \$'000 千元
		Stage 1 第1階段 \$'000 千元	Stage 2 第2階段 \$'000 千元	Stage 3 第3階段 \$'000 千元	
				Simplified approach 簡化方法 \$'000 千元	
Trade and bills receivables* Financial assets included in prepayments and other receivables — Normal**	貿易應收款項及應收票據* 計入預付款項及 其他應收款項 之金融資產 — 正常**	— 37,575	— —	248,617 —	248,617 37,575
Contract assets* Cash and cash equivalents — Not yet past due	合約資產* 現金及現金等值物 — 尚未逾期	— 2,421,957	— —	14,554 —	14,554 2,421,957
		2,459,532	—	263,171	2,722,703

* For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 19 and note 20 to the financial statements.

** The credit quality of the financial assets included in long-term receivables, prepayments and other receivables is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables and bills receivables, contract assets and prepayments and other receivables are disclosed in notes 19, 20 and 21 to the financial statements, respectively.

36. 金融風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年結階段 (續)

於二零一九年十二月三十一日

* 就本集團應用簡化減值方法之貿易應收款項及合約資產而言，基於撥備矩陣之資料於財務報表附註19及附註20披露。

** 倘計入長期應收款項、預付款項及其他應收款項之金融資產並未逾期且概無資料顯示該等金融資產之信貸風險自初始確認以來顯著增加，則其信貸質素被視為「正常」，否則該等金融資產之信貸質素被視為「可疑」。

有關本集團因貿易應收款項及應收票據、合約資產以及預付款項及其他應收款項引致之信貸風險之詳細量化數據分別於財務報表附註19、20及21披露。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade and bills receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through trade payables and other payables, use of loans from an intermediate holding company and lease liabilities.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		2020 二零二零年				
		Less than 1 year or on demand 一年內或 按要求 \$'000 千元	1 to 2 years 一至兩年 \$'000 千元	2 to 5 years 兩至五年 \$'000 千元	Over 5 years 超過五年 \$'000 千元	Total 總計 \$'000 千元
Lease liabilities	租賃負債	40,741	44,187	129,199	469,626	683,753
Loans from an intermediate holding company	一間中間控股公司 貸款	907,920	—	—	—	907,920
Trade payables and other payables	貿易應付款項及 其他應付款項	2,015,855	—	—	—	2,015,855
		2,964,516	44,187	129,199	469,626	3,607,528

36. 金融風險管理目標及政策 (續)

流動資金風險

本集團使用經常性流動資金計劃工具監察其資金短缺之風險。該工具已計及本集團之金融工具及金融資產(例如貿易應收款項及應收票據)之到期日以及預期經營活動現金流量。

本集團之目標為透過貿易應付款項及其他應付款項、運用一間中間控股公司貸款及租賃負債維持資金來源不間斷與靈活性之間之平衡。

於報告期末，本集團基於已訂約未折現付款之金融負債之到期情況如下：

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

		2019 二零一九年				
		Less than 1 year or on demand 一年內或 按要求 \$'000 千元	1 to 2 years 一至兩年 \$'000 千元	2 to 5 years 兩至五年 \$'000 千元	Over 5 years 超過五年 \$'000 千元	Total 總計 \$'000 千元
Lease liabilities	租賃負債	12,500	34,183	98,637	337,277	482,597
Loans from an intermediate holding company	一間中間控股公司 貸款	4,300,298	—	—	—	4,300,298
Trade payables and other payables	貿易應付款項及 其他應付款項	729,708	—	—	—	729,708
		5,042,506	34,183	98,637	337,277	5,512,603

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the year.

36. 金融風險管理目標及政策 (續)

流動資金風險 (續)

		2019 二零一九年				
		Less than 1 year or on demand 一年內或 按要求 \$'000 千元	1 to 2 years 一至兩年 \$'000 千元	2 to 5 years 兩至五年 \$'000 千元	Over 5 years 超過五年 \$'000 千元	Total 總計 \$'000 千元
Lease liabilities	租賃負債	12,500	34,183	98,637	337,277	482,597
Loans from an intermediate holding company	一間中間控股公司 貸款	4,300,298	—	—	—	4,300,298
Trade payables and other payables	貿易應付款項及 其他應付款項	729,708	—	—	—	729,708
		5,042,506	34,183	98,637	337,277	5,512,603

資本管理

本集團資本管理之主要目標為保障本集團按持續基準經營之能力及維持穩健之資本比率，以支持其業務及盡量提高股東之投資價值。

本集團管理其資本架構，並按經濟情況變動及相關資產之風險特徵作出調整。為維持或調整資本架構，本集團或會調整向股東派息、向股東退回資本或發行新股份。本年度並無就資本管理的目標、政策或程序作出變動。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group monitors capital using a gearing ratio and a debt-to-asset ratio. The gearing ratio is defined as net debt divided by total equity plus net debt. Net debt comprise loans from financial institutions, including current and non-current portions, other borrowings and loans from an intermediate holding company, less cash and cash equivalents and pledged deposits. The debt-to-asset ratio is total liabilities net of advances from customers divided by total assets. The gearing ratios as at the end of the reporting period were as follows:

		31 December 2020 二零二零年 十二月三十一日 \$'000 千元	31 December 2019 二零一九年 十二月三十一日 \$'000 千元
Loans from financial institutions classified as held for sale	分類為持作出售之一項金融機構貸款	—	973,475
Loans from an intermediate holding company	一間中間控股公司貸款	873,000*	4,187,582
Less: Cash and cash equivalents	減：現金及現金等值物	(2,375,300)	(2,421,957)
Cash and cash equivalents classified as held for sale	分類為持作出售之現金及現金等值物	—	(28,489)
Pledged deposits classified as held for sale	分類為持作出售之已抵押存款	—	(3,434)
Net (cash)/debts	(現金)／負債淨額	(1,502,300)	2,707,177
Total equity	總權益	2,786,593	2,643,310
Total equity plus net debt	總權益加負債淨額	1,284,293	5,350,487
Gearing ratio	資本負債比率	N/A	50.6%

* During the year ended 31 December 2020, the Group derecognised certain loans from an intermediate holding company of \$1,329 million on the due dates and transferred them to amounts due to intermediate holding company, which were not settled as at 31 December 2020.

36. 金融風險管理目標及政策 (續)

資本管理 (續)

本集團使用資本負債比率及債務對資產比率監控資本。資本負債比率定義為以負債淨額除以總權益加負債淨額。負債淨額包括金融機構貸款(包括流動及非流動部分)、其他借款、一間中間控股公司貸款減現金及現金等值物及已抵押存款。債務對資產比率為以總負債減客戶墊款除以總資產。於報告期末之資本負債比率如下：

* 於截至二零二零年十二月三十一日止年度，本集團已終止確認來自一間中間控股公司於到期日為1,329,000,000元之若干貸款，並已將其轉移至應付中間控股公司款項(其於截至二零二零年十二月三十一日止年度尚未清償)。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The debt-to-asset ratio as at the end of the reporting period was as follows:

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
Total liabilities	總負債	3,782,161	6,949,669
Less: Advances from customers	減：客戶墊款	(13,529)	(20,940)
		3,768,632	6,928,729
Total assets	總資產	6,568,754	9,592,979
Debt-to-asset ratio	債務對資產比率	57.4%	72.2%

37. EVENTS AFTER THE REPORTING PERIOD

There are no events after the reporting period which should be disclosed till the date these financial statements were approved.

36. 金融風險管理目標及政策 (續)

資本管理 (續)

於報告期末之債務對資產比率如下：

37. 報告期後事項

直至該等財務報告獲批准之日，概無其他報告期後事項須作披露。

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

38. 本公司財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

於報告期末，本公司財務狀況表資料如下：

		2020 二零二零年 \$'000 千元	2019 二零一九年 \$'000 千元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	33	47
Right-of-use assets	使用權資產	2,630	4,384
Investments in subsidiaries	於附屬公司之投資	878,000	878,000
Total non-current assets	非流動資產總值	880,663	882,431
CURRENT ASSETS	流動資產		
Other receivables	其他應收款項	4,116	3,463
Loans to subsidiaries	給予附屬公司之貸款	—	2,830,502
Interest receivable from a subsidiary	應收一間附屬公司利息	—	62,202
Amounts due from an intermediate holding company	應收一間中間控股公司款項	1,871	1,871
Amounts due from subsidiaries	應收附屬公司款項	1,805,656	34
Cash and cash equivalents	現金及現金等值物	102,560	105,344
Total current assets	流動資產總值	1,914,203	3,003,416
CURRENT LIABILITIES	流動負債		
Other payables	其他應付款項	4,052	6,022
Amounts due to subsidiaries	應付附屬公司款項	21,600	19,758
Amounts due to an intermediate holding company	應付中間控股公司款項	99,047	93,065
Loans from an intermediate holding company	一間中間控股公司貸款	873,000	2,103,054
Interest payable to an intermediate holding company	應付中間控股公司利息	150,371	88,055
Lease liabilities	租賃負債	1,882	1,770
Total current liabilities	流動負債總值	1,149,952	2,311,724
NET CURRENT ASSETS	流動資產淨值	764,251	691,692
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	1,644,914	1,574,123
NON-CURRENT LIABILITIES	非流動負債		
Lease liabilities	租賃負債	985	2,867
Total non-current liabilities	非流動負債總值	985	2,867
Net assets	資產淨值	1,643,929	1,571,256
EQUITY	權益		
Equity attributable to owners of the parent	母公司擁有人應佔權益		
Share capital	股本	469,735	469,735
Reserves (note)	儲備(附註)	1,174,194	1,101,521
Total equity	總權益	1,643,929	1,571,256

Ning Qifeng
寧奇峰

Executive Director
執行董事

Han Xu
韓旭

Non-executive Director
非執行董事

Notes to Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有註明外，均以港元列示)

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium 股份溢價 \$'000 千元	Special reserve 特別儲備 \$'000 千元	Accumulated losses 累計虧損 \$'000 千元	Total 總計 \$'000 千元
At 1 January 2019	於二零一九年一月一日	1,935,266	127,961	(8,569)	2,054,658
Loss for the year and total comprehensive loss for the year	本年度虧損及 本年度全面虧損總額	—	—	(953,137)	(953,137)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	1,935,266	127,961	(961,706)	1,101,521
Profit for the year and total comprehensive income for the year	本年度溢利及 本年度全面收益總額	—	—	72,673	72,673
At 31 December 2020	於二零二零年十二月三十一日	1,935,266	127,961	(889,033)	1,174,194

38. 本公司財務狀況表(續)

附註：

本公司儲備摘要如下：

39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 17 March 2021.

39. 批准財務報表

財務報表於二零二一年三月十七日經董事會批准及授權刊發。

Financial Summary

財務概要

		Year ended 31 December 截至十二月三十一日止年度				
		2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
RESULTS	業績					
Continuing operations	持續經營業務					
Revenue	收益	428,512	656,380	812,320	812,948	655,419
Profit/(loss) before tax from continuing operations	持續經營業務之 除稅前溢利／(虧損)	182,980	(88,244)	(91,034)	(596,711)	135,508
Income tax credit/(expenses) from continuing operations	持續經營業務之 所得稅抵免／(開支)	(134,957)	(186,326)	(301)	78,643	(39,409)
Profit/(loss) for the year from continuing operations	持續經營業務之 本年度溢利／(虧損)	48,023	(274,570)	(91,335)	(518,068)	96,099
Discontinued operations	終止經營業務					
Profit/(loss) for the year from discontinued operations	終止經營業務之 本年度溢利／(虧損)	59,087	(379,669)	923,677	129,444	134,057
Profit/(loss) for the year	本年度溢利／(虧損)	107,110	(654,239)	832,342	(388,624)	230,156
Profit/(loss) attributable to owners of the parent	母公司擁有人 應佔溢利／(虧損)	(29,622)	(285,438)	766,716	(150,387)	165,131
Non-controlling interests	非控股權益	136,732	(368,801)	65,626	(238,237)	65,025
Profit/(loss) for the year	本年度溢利／(虧損)	107,110	(654,239)	832,342	(388,624)	230,156

Financial Summary

財務概要

At 31 December

於十二月三十一日

		2016	2017	2018	2019	2020
		二零一六年	二零一七年	二零一八年	二零一九年	二零二零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
ASSETS and LIABILITIES	資產及負債					
Total assets	總資產	16,871,801	19,725,222	12,333,431	9,592,979	6,568,754
Total liabilities	總負債	13,928,608	16,369,499	9,126,040	6,949,669	3,782,161
Net assets	資產淨值	2,943,193	3,355,723	3,207,391	2,643,310	2,786,593
Equity attributable to owners of the parent	母公司擁有人應佔權益	2,009,382	2,420,504	2,220,090	1,921,479	2,219,981
Non-controlling interests	非控股權益	933,811	935,219	987,301	721,831	566,612
Total equity	總權益	2,943,193	3,355,723	3,207,391	2,643,310	2,786,593

Property Portfolio

物業組合

1. PROPERTY HELD FOR INVESTMENT

1. 持作投資物業

Location	Existing use	Gross floor area	Group's interest	Term of lease
位置	現時用途	建築面積 (sq.m.) (平方米)	本集團 的權益 (%)	租期
The Shopping Mall of Site P05, north to Huan Cheng Nan Road No. 1, Guilin, Guangxi Zhuang Autonomous Region, the PRC 中國廣西壯族自治區 桂林市環城南一路 以北 P05 地塊商場	Commercial 商業	152,440	51%	Medium 中期

