



中國誠通發展集團有限公司

China Chengtong Development Group Limited

(於香港註冊成立之有限公司)

(Incorporated in Hong Kong with limited liability)

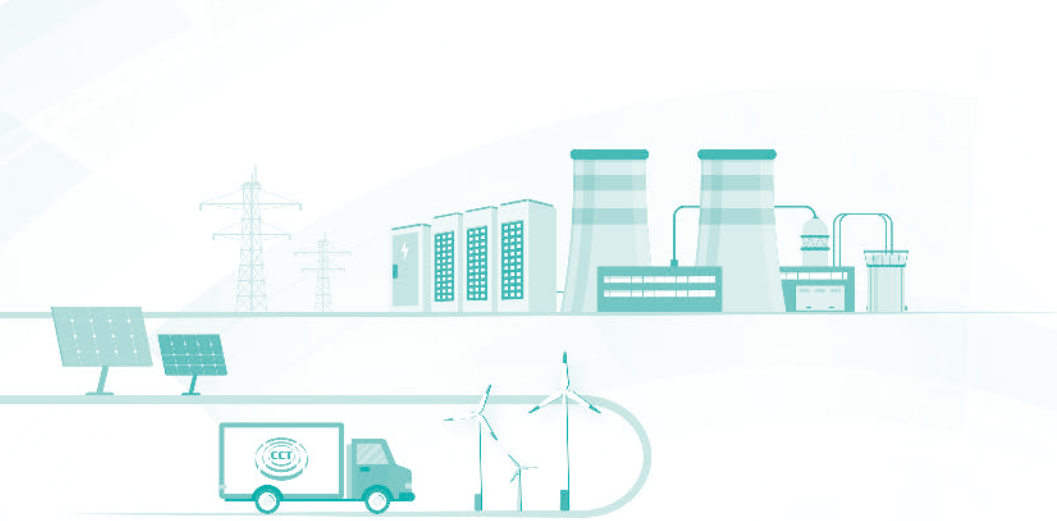
股份代號 Stock Code: 217

2021

ANNUAL REPORT

年度報告





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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Zhang Bin (*Chairman*)
Yang Tianzhou (*Managing Director*)

Independent Non-Executive Directors

Chang Qing
Lee Man Chun, Tony
He Jia

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

COMPANY SECRETARY

Poon Tsz Kin

AUDITOR

BDO Limited
Certified Public Accountants

董事會

執行董事

張 斌(*主席*)
楊田洲(*董事總經理*)

獨立非執行董事

常 清
李萬全
何 佳

審核委員會

李萬全(*主席*)
常 清
何 佳

薪酬委員會

何 佳(*主席*)
李萬全
張 斌

提名委員會

常 清(*主席*)
李萬全
張 斌

公司秘書

潘子健

核數師

香港立信德豪會計師事務所有限公司
執業會計師

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Bank of China (Hong Kong) Limited
China CITIC Bank International Limited
Chong Hing Bank Limited
Dah Sing Bank, Limited
Hang Seng Bank (China) Limited
Luso International Banking Limited

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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STOCK CODE

217

主要往來銀行

中國農業銀行股份有限公司
中國銀行(香港)有限公司
中信銀行(國際)有限公司
創興銀行有限公司
大新銀行有限公司
恒生銀行(中國)有限公司
澳門國際銀行股份有限公司

註冊辦事處及香港主要營業地點

香港灣仔
港灣道18號
中環廣場
64樓6406室
電話：(852) 2160-1600
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股份過戶登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓1712-1716號舖
電話：(852) 2862-8555
傳真：(852) 2865-0990

股份代號

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Chairman's Statement 主席致辭

On behalf of the board (“**Board**”) of directors (“**Directors**”) of China Chengtong Development Group Limited (“**Company**”) and its subsidiaries (“**Group**”), I hereby present to all shareholders the annual report for the year ended 31 December 2021 (“**Year**”).

In 2021, in the face of the ongoing impact of COVID-19 around the world and the complicated and volatile external environment, the Group continued to maintain a steady development trend that made progress and improvement. We maintained to pose a zero confirmed case in terms of epidemic prevention and control throughout the Year and achieved new breakthroughs in both production and operation.

During the Year, the Group continued to pull resources together to expand its core leasing business in all aspects, leading to a new historic height in the operational efficiency and became an important source of profit contribution. During the Year, the Group recorded a turnover of approximately HK\$1,173 million (2020: approximately HK\$932 million), representing an increase of approximately 26% as compared with that of last year. Profit before income tax recorded during the Year amounted to approximately HK\$170 million (2020: approximately HK\$158 million), representing a growth of approximately 7.6% as compared with that of last year. The main reason for the year-on-year increase in turnover was that the sales revenue from leasing business has significantly increased, with a segment turnover of approximately HK\$315 million, representing an upsurge of approximately 115% as compared with that of last year. The increase in profit before tax was mainly due to the sharp increase in profit contribution from the leasing business with segment results of approximately HK\$197 million.

Currently, the Group is principally engaged in leasing, bulk commodity trade, property development and investment, and marine recreation services and hotel. For leasing, the Group continued to pull resources together to expand its core leasing business in all aspects. The scale of leasing business and its assets greatly enlarged. We completed a total of 37 projects throughout the Year, and the finance lease receivables and loans receivable for the Year amounted to approximately HK\$5.87 billion, representing a year-on-year increase of approximately 183%. Segment results amounted to approximately HK\$197 million, representing a year-on-year increase of approximately 62%. Total assets amounted to approximately HK\$8.17 billion, representing a year-on-year increase of approximately 1 time. The registered capital of Chengtong Financial Leasing Company Limited, a wholly-owned subsidiary of the Company, increased from US\$40 million to RMB2 billion, and the scale of core capital has reached a new level. The Group successfully issued two phases of asset-backed securities (“**ABS**”) with a total amount of approximately RMB3 billion. State-owned enterprise assets and green assets accounted for more than 70% of the underlying assets of the second phase of ABS, which obtained the “Stated-owned Enterprise Green Assets” certification from the Shanghai Stock Exchange and set a new record of average coupon rate of 3.6%. At the same time, the Group actively explored bank financing and obtained bank approval for credit facilities

本人謹代表董事(「**董事**」)會(「**董事會**」)向全體股東提呈中國誠通發展集團有限公司(「**本公司**」)及其附屬公司(「**本集團**」)截至二零二一年十二月三十一日止年度(「**本年度**」)的年度報告。

二零二一年，面對全球範圍內新冠疫情的持續影響，複雜多變的外部環境，本集團繼續保持穩中求進、穩中向好發展。本年度疫情防控保持零新增，且生產經營實現新突破。

本年度，本集團持續聚集資源全面拓展租賃主業，經營效益再創歷史新高，並成為利潤貢獻的重要來源。本年度本集團共錄得營業額約港幣11億7,300萬元(二零二零年：約港幣9億3,200萬元)，較上年度增加約26%；年內錄得除所得稅前溢利約為港幣1億7,000萬元(二零二零年：約港幣1億5,800萬元)，較上年度增加約7.6%。營業額同比增加的主要因為租賃業務營業收入大幅增加，分類營業額約港幣3億1,500萬元，較上年度增加約115%。除稅前溢利增加，主要因為來自租賃業務利潤貢獻度大幅增加，分類業績約港幣1億9,700萬元。

本集團目前從事的主營業務為租賃、大宗商品貿易、物業發展及投資以及海上旅遊服務和酒店。關於租賃，本集團持續聚集資源全面拓展租賃主業。租賃業務規模及資產規模大幅提升，本年度累計完成項目37個，本年度融資租賃應收款項及應收貸款約港幣58億7,000萬元，同比增長約183%；分類業績約港幣1億9,700萬元，同比增長62%；資產總額達到約港幣80億1,700萬元，同比增長約1倍；本公司全資附屬公司誠通融資租賃有限公司註冊資本由美元4000萬元增加至人民幣20億元順利落地，核心資本規模邁上新臺階；成功發行兩期共計約人民幣30億元資產支持證券(「**資產支持證券**」)。第二期資產支持證券底層資產中，央企資產和綠色資產占比均超70%，獲得上交所「**央企綠色資產**」認證，創造了平均票面利率3.6%的新紀錄；同時，積極開拓銀行融資，獲得約人民幣20億元銀行授信額度批復，較好地保障了業務投放的資金供給；有序推動改革發展，持續制定完善戰略發展藍圖，優化內部控制體系，築牢風險防控底線。關於大宗商品貿易，合營貿易公司誠通世亞有限公司努力拓展海外市場，有序開展跨境和國際貿易業務，以及營

Chairman's Statement 主席致辭

of approximately RMB2 billion, which better assured the capital supply for business investment. The Group promoted reform and development in an orderly manner, continued to formulate and improve its strategic development blueprint, optimised its internal control system, and fortified the bottom line of risk prevention and control. As for bulk commodity trade, Chengtong World Trade Limited, our joint venture trading company, strove to expand overseas markets to carry out cross-border and international trade business in an orderly manner and achieved steady growth in both sales revenue and profits. For property development and investment, the Group speeded up the construction of the section 3 in Phase III of the Zhucheng project. At the same time, the Group expanded the sales channels, made every effort to promote the sales of properties in its inventory while it intensified the withdrawal from the business. In respect of marine recreation services and hotel, the business segment recorded loss for the Year under the continuous impact of the COVID-19 and the challenging tourism market environment. Nevertheless, there was improvement when compared with last year. As a follow-up, the Group will actively promote the restructuring of the business of marine recreation services and hotel.

Looking ahead, the Group will continuously strengthen its strategic guidance and further increase the effort in the divestment and exit from non-core and non-advantageous businesses. The Group will leverage the resource advantages of its controlling shareholder, focus on leasing as its principal business and responsibilities, and give full play to the function of serving the real economy. In the meantime, the Group will steadily expand cross-border leasing projects under the premise of stringent risk control.

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

Zhang Bin
Chairman

Hong Kong, 4 March 2022

業收入和利潤均實現穩步增長。關於物業發展及投資，加速完成諸城項目三期三標段工程建設；同時，本集團拓展銷售途徑，全力推進存量物業銷售的同時亦加大退出力度。關於海上旅遊服務和酒店，在新冠疫情的持續影響和旅遊市場環境嚴峻的形勢下，該業務分類於本年度錄得虧損，但同比有所改善，後續將積極推進對海上旅遊服務和酒店業務的重組。

展望未來，本集團將持續加強戰略引領，進一步加大非主業、非優勢業務的剝離與退出力度，依託本集團之控股股東的資源優勢，聚焦租賃主責主業，發揮服務實體經濟的功能；同時，在嚴格把控風險的基礎上，穩步拓展跨境租賃項目。

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

主席
張斌

香港，二零二二年三月四日

Management Discussion and Analysis

管理層討論與分析

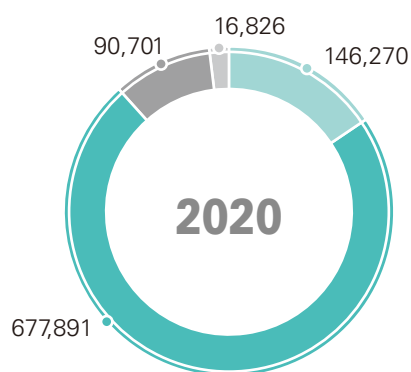
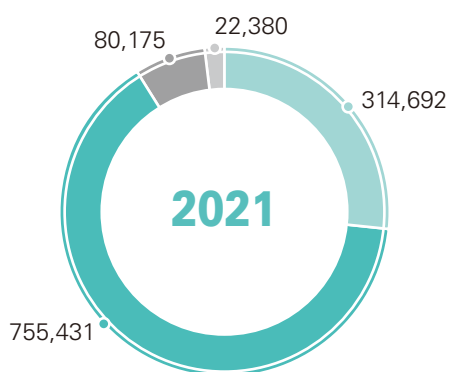
I. RESULTS AND DIVIDEND

The Group achieved a stable progressing performance for the year ended 31 December 2021, even as the COVID-19 pandemic was clouded throughout the year and severely disrupted normal economic activity around the world. The results demonstrated the resilience of our core business and our ability to adapt quickly to the challenging operating environment and to provide quality services to our customers in the People's Republic of China ("PRC") and international markets.

Overall Performance

Underpinned by the growth of our leasing business, the Group's consolidated turnover for the year ended 31 December 2021 was approximately HK\$1,172.68 million, representing an increase of approximately 26% as compared to last year. The Group's segment revenue was analysed as follows:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Leasing	租賃	314,693	146,270	115%
Bulk commodity trade	大宗商品貿易	755,431	677,891	11%
Property development & investment	物業發展及投資	80,175	90,701	(12%)
Marine recreation services and hotel	海上旅遊服務和酒店	22,380	16,826	33%
Total	總計	1,172,679	931,688	26%



■ Bulk commodity trade
大宗商品貿易

■ Leasing
租賃

■ Property development and investment
物業發展及投資

■ Marine recreation services and hotel
海上旅遊服務和酒店

一. 業績及股息

儘管全年在新冠肺炎疫情陰霾籠罩下，疫情亦嚴重擾亂世界各地的正常經濟活動，本集團於截至二零二一年十二月三十一日止年度仍取得穩定增長的業績。該等業績顯示我們的核心業務適應能力強，且我們有能力迅速適應充滿挑戰的經營環境，並繼續為我們於中華人民共和國（「中國」）及國際市場的客戶提供優質服務。

整體業績

受惠於租賃業務的增長，本集團截至二零二一年十二月三十一日止年度綜合營業額約為港幣11億7,268萬元，較上年度增加約26%。本集團的分類收入分析如下：

Management Discussion and Analysis

管理層討論與分析

The Group continued to expand its leasing business in 2021 and clocked up the leasing revenue to approximately 27% of the total turnover. Notwithstanding the persisting impact of the ongoing COVID-19 pandemic on international shipping and transportation, bulk commodity trade business remained stable. The revenue from bulk commodity trade increased by approximately 11% and contributed to approximately 64% of the total turnover. Revenue from other business segments accounted for approximately 9% of the total turnover.

For the year ended 31 December 2021, the Group realised a consolidated profit before income tax of approximately HK\$169.81 million, representing an increase of approximately 7% from approximately HK\$158.08 million last year. The increase was mainly due to the surge in consolidated gross profit by approximately HK\$86.09 million or 46% year-on-year to approximately HK\$272.31 million (2020: approximately HK\$186.22 million) brought by the increase in leasing revenue of approximately 115% in 2021. The increase in consolidated gross profit was however partially offset by: (i) the fact that no gain on disposal of subsidiaries was reported during the year (2020: approximately HK\$50.23 million); (ii) a decrease in net exchange gain by approximately HK\$29.53 million to approximately HK\$9.93 million due to the reduced size of Renminbi (“RMB”)-denominated assets in Hong Kong and relatively stable RMB exchange rate in 2021 (2020: net exchange gain of approximately HK\$39.46 million); (iii) a decrease in interest income from deposits and other financial assets which was accounted for under other income by approximately HK\$8.24 million; and (iv) the recording of a fair value loss on investment properties of approximately HK\$1.66 million (2020: approximately HK\$11.13 million). Excluding the effect of non-recurring items (i) and (ii) above, the consolidated profit before income tax for the year has increased by approximately HK\$91.50 million or 134% from that for last year.

The Board has resolved to recommend the payment of a final dividend of HK0.54 cent per ordinary share in respect of the year ended 31 December 2021 to the shareholders whose names appear on the register of members of the Company on Friday, 8 July 2022, subject to the approval of the shareholders on the payment of final dividend at the forthcoming annual general meeting (“AGM”) of the Company. The final dividend is expected to be paid on Friday, 29 July 2022.

本集團於二零二一年繼續拓展其租賃業務，租賃收入佔營業總額約27%。儘管目前新冠肺炎疫情對國際航運和運輸的影響持續存在，大宗商品貿易業務保持穩定。來自大宗商品貿易的收入增加約11%，佔營業總額約64%。來自其他分類業務的收入約佔營業總額9%。

於截至二零二一年十二月三十一日止年度，本集團實現綜合除所得稅前溢利約港幣1億6,981萬元，較上年度的約港幣1億5,808萬元增加約7%。增加的主要原因為二零二一年的租賃收入增加約115%，令綜合毛利按年急增約港幣8,609萬元或46%至約港幣2億7,231萬元(二零二零年：約港幣1億8,622萬元)，然而，綜合毛利增加部分被以下各項所抵消：(i)年內並無錄得出售附屬公司收益(二零二零年：約港幣5,023萬元)；(ii)匯兌收益淨額減少約港幣2,953萬元至約港幣993萬元，原因是於香港的人民幣(「人民幣」)資產規模縮減及人民幣匯率於二零二一年相對穩定(二零二零年：匯兌收益淨額約港幣3,946萬元)；(iii)其他收入項下存款及其他金融資產之利息收入減少約港幣824萬元；及(iv)錄得投資物業之公平值虧損約港幣166萬元(二零二零年：約港幣1,113萬元)。經撇除上述第(i)及(ii)項非經常性項目的影響後，本年度的綜合除所得稅前溢利較上年度增加約港幣9,150萬元或134%。

董事會已議決建議派付截至二零二一年十二月三十一日止年度的末期股息每股普通股0.54港仙予於二零二二年七月八日(星期五)名列本公司股東名冊的股東，惟須經股東於本公司應屆股東週年大會(「股東週年大會」)批准有關支付末期股息，方可作實。末期股息預期將於二零二二年七月二十九日(星期五)派付。

Management Discussion and Analysis

管理層討論與分析

II. BUSINESS REVIEW

A. Segmental Performance

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

(1) Leasing

		2021 二零二一年 <i>HK\$'000</i> 港幣千元	2020 二零二零年 <i>HK\$'000</i> 港幣千元	Increase 增加
Interest income	利息收入	193,065	99,928	93%
Consultancy service fee	諮詢服務費用	86,648	41,736	108%
Rental income	租金收入	34,980	4,606	659%
Segment revenue	分類收益	314,693	146,270	115%
Cost of revenue	收益成本	(81,437)	(2,000)	3,971%
Gross profit	毛利	233,256	144,270	62%
Gross profit margin	毛利率	74.12%	98.63%	
Segment results	分類業績	197,270	121,642	62%

During the year, the Group's wholly-owned subsidiary, Chengtong Financial Leasing Company Limited ("Chengtong Leasing"), accelerated to expand the scale of business and developed new business in line with the national policies and directions, in particular, to nourish green leasing business, and completed a number of new leasing projects in relation to clean energy, photovoltaic power generation, new energy vehicles and new infrastructure such as internet data centres. In addition, Chengtong Leasing continued to synergise cooperation with other state-owned enterprises and concluded new leasing arrangements. During the year, Chengtong Leasing completed 37 finance lease and sales and leaseback projects and 24 consultancy service projects, achieving an increase in project number of over 100% on a year-on-year basis, which in turn resulted in increase in both interest income and consultancy service fee of approximately 93% and 108% respectively from last year. Rental income from operating lease also surged by more than 6 times as compared with last year as more new operating lease contracts were signed in 2021 and 12 months' (i.e. full year) operation results (2020: 3 months) were recorded.

二. 業務回顧

A. 分類表現

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

(1) 租賃

本年度，本集團全資附屬公司誠通融資租賃有限公司（「誠通租賃」）按照國家政策及方向，加快擴大業務規模並發展新業務，尤其是培育綠色租賃業務，以及就清潔能源、光伏發電、新能源汽車、新基建（互聯網數據中心）完成了多個新租賃項目。此外，誠通租賃繼續與其他國有企業協同合作，並達成多項新租賃安排。本年度，誠通租賃完成37個融資租賃及售後回租項目以及24個諮詢服務項目，項目數量按年增加超過100%，從而導致利息收入及諮詢服務費用較上年度分別增加約93%及108%。由於二零二一年簽訂更多新經營租賃合約及錄得12個月（即全年）之經營業績（二零二零年：3個月），經營租賃之租金收入亦較上年度急升逾6倍。

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The segmental cost of revenue increased by approximately HK\$79.44 million or 40 times from last year to approximately HK\$81.44 million. The main reason for such increase was that, in order to cope with the rapid expansion and development of its leasing business, the Group, through Chengtong Leasing, issued two phases of ABS on the Shanghai Stock Exchange in May and November 2021 respectively with a total issue size of RMB2,970 million (equivalent to HK\$3,564 million). Please refer to note 30 to the financial statements of this annual report for more details. The ABS were classified into priority and subordinated tranches according to their risks, earnings and duration. The coupon rates of the priority tranches ranged from 3.4% to 4.3% per annum and the expected maturity dates ranged from March 2022 to January 2026. At the same time, Chengtong Leasing also increased bank borrowings in the PRC by pledging its finance lease receivables and loans receivable (collectively “**Leasing Receivables**”) during the year. Consequently, the direct finance cost of leasing business increased significantly and amounted to approximately HK\$58.10 million in 2021 (2020: nil). The other cost of revenue components mainly included insurance expenses and depreciation of operating lease assets.

The administrative expenses such as manpower costs and traveling costs related to leasing business increased during the year as a result of the increase in number of staff and business activities.

The segment results in leasing business for the year were therefore elevated by approximately HK\$75.63 million or 62% to approximately HK\$197.27 million (2020: approximately HK\$121.64 million).

As at 31 December 2021, the net Leasing Receivables of the Group amounted to approximately HK\$5,865.11 million, which has significantly increased by approximately 183% from that of approximately HK\$2,072.70 million as at 31 December 2020, and represented approximately 72% of the total assets as at 31 December 2021 (as at 31 December 2020: approximately 53%).

分類收益成本較上年度增加約港幣7,944萬元或40倍至約港幣8,144萬元。增加的主要原因是為應對其租賃業務迅速擴張及發展，本集團透過誠通租賃於二零二一年五月及十一月分別於上海證券交易所發行兩期資產支持證券，總發行規模為人民幣29億7,000萬元（相當於港幣35億6,400萬元）。更多詳情請參閱本年度報告內財務報表附註30。資產支持證券按照其風險、盈利及年期分為優先層級及次級層級。優先層級的票息率分別介乎每年3.4%至4.3%，預期到期還款日介乎二零二二年三月至二零二六年一月。與此同時，誠通租賃於本年度亦透過抵押其融資租賃應收款項及應收貸款（統稱「租賃應收款項」）以增加於中國的銀行借款。因此，租賃業務之直接融資成本大幅增加，於二零二一年達到約港幣5,810萬元（二零二零年：無）。其他收益成本部分主要包括保險費用及經營租賃資產之折舊。

本年度，行政費用（如與租賃業務相關之人力成本及差旅成本）因員工人數及業務活動的增加而上升。

因此，本年度租賃業務之分類業績增加約港幣7,563萬元或62%至約港幣1億9,727萬元（二零二零年：約港幣1億2,164萬元）。

於二零二一年十二月三十一日，本集團之租賃應收款項淨額約為港幣58億6,511萬元，較二零二零年十二月三十一日大幅增長約183%（約港幣20億7,270萬元），佔於二零二一年十二月三十一日總資產約72%（於二零二零年十二月三十一日：約53%）。

Management Discussion and Analysis 管理層討論與分析

The Group's Leasing Receivables as at 31 December 2021 were classified into 5 categories according to customers' repayment abilities, up-to-date repayment history, profitability and carrying values of underlying leasing projects, relevant security and enforcement measures against customers, with Category I being the lowest risk and Category V being the highest risk. Specific expected credit loss ("ECL") provision was provided for each category.

本集團二零二一年十二月三十一日的租賃應收款項乃根據客戶的償還能力、最新償還記錄、相關租賃項目的盈利能力及賬面價值、針對客戶相關抵押及強制執行措施分為五類，第一類為最低風險，而第五類為最高風險。就各類別計提特定預期信貸虧損（「預期信貸虧損」）撥備。

Category	類別	31 December 2021			31 December 2020		
		Gross Leasing Receivables	Provision for ECL	Net Leasing Receivables	Gross Leasing Receivables	Provision for ECL	Net Leasing Receivables
		二零二一年十二月三十一日之租賃應收款項總額	二零二一年十二月三十一日之預期信貸虧損撥備	二零二一年十二月三十一日之租賃應收款項淨額	二零二零年十二月三十一日之租賃應收款項總額	二零二零年十二月三十一日之預期信貸虧損撥備	二零二零年十二月三十一日之租賃應收款項淨額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
I. Performing	I. 正常	5,805,648	2,371	5,803,277	2,051,505	931	2,050,574
II. Special Mention	II. 關注	-	-	-	-	-	-
III. Sub-standard	III. 次級	72,442	10,613	61,829	22,129	-	22,129
IV. Doubtful	IV. 可疑	-	-	-	-	-	-
V. Loss	V. 損失	-	-	-	-	-	-
Total	總計	<u>5,878,090</u>	<u>12,984</u>	<u>5,865,106</u>	<u>2,073,634</u>	<u>931</u>	<u>2,072,703</u>

The Group had more than 60 active leasing customers which were from different business sectors including mainly energy saving and environmental protection, new infrastructure, high-end equipment manufacturing, and public utilities. Our customers were mainly state-owned enterprises and non-performing exposures were comparatively low. The Group has adopted stringent risk management policies to monitor Leasing Receivables throughout their business cycle, so as to ensure that the Group has robust and prudent standards for credit risk taking, management and monitoring for all Leasing Receivables.

本集團擁有60多名活躍租賃客戶，主要來自節能環保、新基建、高端裝備製造及公用事業等不同業務領域。客戶主要為國有企業，不履約風險相對較低。本集團已採納嚴格的風險管理政策，以監控租賃應收款項的整個業務週期，從而確保本集團就所有租賃應收款項的信貸風險承擔、管理及監控具穩健及審慎的標準。

Management Discussion and Analysis

管理層討論與分析

(2) Bulk Commodity Trade

(2) 大宗商品貿易

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
International	國際	755,431	440,667	71%
Domestic	境內	-	237,224	(100%)
Segment revenue	分類收益	755,431	677,891	11%
Cost of revenue	收益成本	(749,124)	(670,559)	12%
Gross profit	毛利	6,307	7,331	(14%)
Gross profit margin	毛利率	0.83%	1.08%	
Segment results	分類業績	3,623	2,066	75%

During the year, the Group carried out its bulk commodity trade business solely through its 51%-owned joint venture company, Chengtong World Trade Limited (“World Trade”). Since 2020, the Group gradually withdrew from domestic trade as planned and focused on international trade of steel, chemicals and other commodity products with tightened trade risk management to strictly select upstream suppliers and downstream customers. World Trade did not carry out any domestic trade in 2021 while the revenue from international trade has increased significantly by approximately 71% to approximately HK\$755.43 million for the year. The total segment revenue increased by approximately HK\$77.54 million or 11% from that of last year.

本年度，本集團僅透過其擁有51%權益之合營企業誠通世亞有限公司(「世亞」)進行大宗商品貿易業務。自二零二零年起，本集團按計劃逐步退出境內貿易，並聚焦鋼材、化工產品等其他商品之國際貿易，同時加強貿易風險管理嚴格挑選上游供應商和下游客戶。世亞於二零二一年並無進行任何境內貿易，而本年度的國際貿易收益大幅增加約71%至約港幣7億5,543萬元。分類收益總額較上年度增加約港幣7,754萬元或11%。

Management Discussion and Analysis 管理層討論與分析

Though international transportation was severely disrupted in 2021, by leveraging on its shareholders' support, World Trade managed to expand its international bulk commodity trade business by strengthening its trading operation using upgraded enterprise resource planning (ERP) system, obtaining more trade finance facilities from banks and maintaining experienced personnel to develop procurement and sales network, especially in the Middle East and Southeast Asia. As a result, the trading of steel products and petroleum-related products grew during the year and the turnover from international bulk commodity trade increased by approximately HK\$314.76 million or 71% to approximately HK\$755.43 million. The composition of international bulk commodity trade was summarised below:

儘管國際運輸於二零二一年受到嚴重干擾，藉著股東的支持，世亞透過使用升級版企業資源規劃(ERP)系統以加強其貿易營運，從銀行獲得更多貿易融資額度，並挽留經驗豐富的人員以發展採購及銷售網絡(尤其是於中東及東南亞地區)，從而拓展國際大宗商品貿易業務。因此，本年度鋼材產品及石油相關產品的交易額有所增長，而國際大宗商品貿易之營業額增加約港幣3億1,476萬元或71%至約港幣7億5,543萬元。國際大宗商品貿易的構成概述如下：

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Steel	鋼材	520,901	285,793	82%
Chemicals	化工產品	225,278	127,034	77%
Coal/others	煤炭/其他	9,252	27,840	(67%)
Total	總計	755,431	440,667	71%

The overall gross profit margin in 2021 descended by approximately 0.25% when compared with that of last year (with both international and domestic trade), which resulted in a slight drop of gross profit by approximately HK\$1.02 million. The overall segment results increased by approximately HK\$1.56 million year-on-year to approximately HK\$3.62 million (2020: approximately HK\$2.07 million) which was benefited from the streamlined operation and reduced transportation and storage expenses of domestic trade.

二零二一年之整體毛利率較上年度(包括國際及境內貿易)下降約0.25%，導致毛利輕微減少約港幣102萬元。整體分類業績受惠於精簡營運以及境內貿易運輸及倉庫成本下降，按年增加約港幣156萬元至約港幣362萬元(二零二零年：約港幣207萬元)。

Management Discussion and Analysis

管理層討論與分析

(3) Property Development and Investment

(3) 物業發展及投資

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Property sales	物業銷售	78,410	89,709	(13%)
Rental income	租金收入	1,765	992	78%
Segment revenue	分類收益	80,175	90,701	(12%)
Cost of revenue	收益成本	(53,515)	(58,954)	(9%)
Gross profit	毛利	26,660	31,748	(16%)
Gross profit margin	毛利率	33.25%	35.00%	
Segment results	分類業績	21,181	25,769	(18%)

The Group's revenue from property development and investment in 2021 were derived from (i) the sales and rental income of the CCT-Champs-Elysees project located in Zhucheng City of Shandong Province of the PRC and (ii) the rental income of office premises in Beijing and Haikou City in the PRC. The segment revenue decreased by approximately 12% year-on-year as affected by the negative sentiment in the property market as well as the ongoing COVID-19 pandemic. Segment results decreased by approximately 18% year-on-year to approximately HK\$21.18 million.

(i) Property Development

In 2021, the property market in the PRC was weak due to the wave of market volatility caused by certain property developers' liquidity crises. The sales revenue of the CCT-Champs-Elysees project was approximately HK\$78.41 million, representing a decrease of approximately 13% from approximately HK\$89.71 million last year, and the average unit selling price per square metre of the residential area of the project declined by approximately 9% to approximately RMB5,395 (2020: approximately RMB5,908). The segment gross profit dropped by approximately 19% to approximately HK\$24.90 million for the year from approximately HK\$30.76 million last year.

本集團於二零二一年的物業開發及投資收益分別來自(i)位於中國山東省諸城市之「誠通香榭里項目」之銷售及租金收入；及(ii)位於中國北京及海口市之辦公物業租金收入。受房地產市場負面情緒及持續的新冠肺炎疫情影響，分類收益按年減少約12%。分類業績按年減少約18%至約港幣2,118萬元。

(i) 物業發展

於二零二一年，由於若干房地產商流動資金危機引發一連串市場動盪，中國房地產物業市場疲弱。誠通香榭里項目的銷售收入約為港幣7,841萬元，較上年度約港幣8,971萬元減少約13%，而項目住宅面積的每平方米銷售平均單價下降約9%至約人民幣5,395元(二零二零年：約人民幣5,908元)。本年度分類毛利由上年度約港幣3,076萬元下降約19%至約港幣2,490萬元。

Management Discussion and Analysis

管理層討論與分析

The CCT-Champs-Elysees project is wholly owned by the Group which is located in a county level city at the northern side of Eastern Section of No. 1 Mizhou West Road, Zhucheng City, Shandong Province, the PRC (Lot No. 01213003). The project has a total site area of approximately 146,006 square metres and was developed in three phases. As at 31 December 2021, the completed and unsold area of the project included residential area of approximately 25,171 square metres (as at 31 December 2020: approximately 36,214 square metres) and commercial spaces of approximately 1,410 square metres (as at 31 December 2020: approximately 1,410 square metres). The Group will continue the development and marketing of the CCT-Champs-Elysees project as planned and target to complete the entire project in 2024.

(ii) Property Investment

During the year, the rental income from the property investment of the Group was generated from the leasing of the commercial properties of the CCT-Champs-Elysees project and certain office premises of the Group. The leasable area of the CCT-Champs-Elysees project was approximately 7,362 square metres as at 31 December 2021 (as at 31 December 2020: approximately 7,565 square metres). The reduction was due to the sale of a commercial unit with an area of 203 square metres during the year (which gave rise to a sales revenue of approximately HK\$0.36 million). As affected by the COVID-19 pandemic, as at 31 December 2021, the total leased area of the properties was approximately 3,331 square metres, representing a decrease of approximately 35% as compared to approximately 5,122 square metres as at 31 December 2020.

誠通香榭里項目由本集團全資持有，其位於縣級市，地址為中國山東省諸城市密州西路1號東段北側(地段編號為第01213003號)，總地盤面積約146,006平方米，項目分三期發展。於二零二一年十二月三十一日，項目已建成及未售出之住宅面積約25,171平方米(於二零二零年十二月三十一日：約36,214平方米)及商業面積約1,410平方米(於二零二零年十二月三十一日：約1,410平方米)。本集團當將繼續按計劃進行誠通香榭里項目建設及營銷，並預計整體項目將於二零二四年竣工。

(ii) 物業投資

本年度，本集團物業投資的租金收入乃來自誠通香榭里項目的商業物業的租賃及本集團若干辦公物業。於二零二一年十二月三十一日，誠通香榭里項目的可出租面積約為7,362平方米(於二零二零年十二月三十一日：約7,565平方米)。減幅是由於本年度出售一個面積為203平方米的商業單位(產生銷售收入約港幣36萬元)。受新冠肺炎疫情影响，於二零二一年十二月三十一日，該等物業的已經出租總面積約為3,331平方米，較於二零二零年十二月三十一日約5,122平方米減少約35%。

Management Discussion and Analysis

管理層討論與分析

The decrease in rental income from the CCT-Champs-Elysees project was however compensated by the increase of rental income from the Group's office premises. During the year, the Group leased out some of the area of the Beijing office (approximately 231 square metres) and the Group's Hainan Building (approximately 1,339 square metres) in Haikou City, Hainan Province, the PRC. The leased portion of the Beijing office was reclassified as investment property accordingly.

The rental income in 2021 therefore increased year-on-year by approximately 78% to approximately HK\$1.77 million (2020: approximately HK\$0.99 million).

During the year under review, interests and other income of the property development and investment business decreased year-on-year by approximately 16% to approximately HK\$1.03 million (2020: approximately HK\$1.22 million) and selling and administrative expenses were approximately HK\$6.87 million in aggregate (2020: approximately HK\$7.0 million), representing a year-on-year decrease of approximately 5%. The segment results were approximately HK\$21.18 million, representing a decrease of approximately 18% from approximately HK\$25.77 million of last year.

然而，誠通香榭里項目租金收入的減少被本集團辦公物業租金收入的增加所抵消。於本年度，本集團出租部分北京辦事處面積(約231平方米)及本集團位於中國海南省海口市的海南大廈(約1,339平方米)。北京辦事處的租賃部分相應地被重新分類至投資物業。

因此，二零二一年的租金收入按年增加約78%至約港幣177萬元(二零二零年：約港幣99萬元)。

於回顧年內，物業發展及投資業務的利息及其他收入按年減少約16%至約港幣103萬元(二零二零年：約港幣122萬元)，以及銷售及行政費用合共約港幣687萬元(二零二零年：約港幣700萬元)，按年減少約5%。分類業績約為港幣2,118萬元，較上年度約港幣2,577萬元減少約18%。

(4) Marine Recreation Services and Hotel

(4) 海上旅遊服務和酒店

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Marine recreation services	海上旅遊服務	13,772	10,205	35%
Hotel operation	酒店業務	6,599	5,140	28%
Travelling agency business	旅行社業務	2,009	1,481	36%
Segment revenue	分類收益	22,380	16,826	33%
Cost of revenue	收益成本	(16,297)	(13,959)	17%
Gross profit	毛利	6,083	2,867	112%
Gross profit margin	毛利率			
– marine recreation services	– 海上旅遊服務	10%	(3%)	
– hotel operation	– 酒店業務	56%	50%	
– travelling agency business	– 旅行社業務	47%	43%	
Segment results	分類業績	(22,717)	(45,927)	(51%)

Management Discussion and Analysis 管理層討論與分析

The Group operated its marine recreation services and hotel business in Hainan Province, the PRC, which was mainly consisted of: (i) marine recreation services; (ii) hotel operation; and (iii) travelling agency business, and the performance in 2021 was listed below:

(i) Marine Recreation Services

After suffering a setback brought by the COVID-19 pandemic and extreme weather condition in 2020, the marine recreation services business regained momentum in 2021 alongside the relaxation of domestic travelling restriction in the PRC. The number of visitors to Hainan Province increased in a controlled manner and the turnover from marine recreation services increased by about 35% and approximated to HK\$13.77 million (2020: approximately HK\$10.21 million).

The marine recreation services business recorded a loss before tax of approximately HK\$14.41 million in 2021 (2020: loss of approximately HK\$37.59 million), representing a reduction in loss by approximately HK\$23.18 million year-on-year, which was a result of the net effect of the following: (i) increase of gross profit from operation by approximately HK\$1.74 million in 2021; (ii) no gain from disposal of property, plant and equipment was recorded in other income in 2021 (2020: approximately HK\$3.35 million); (iii) no further impairment provision was required for the Jialong submersible equipment for marine tourism after evaluation by an independent professional valuer (2020: approximately HK\$19.01 million); and (iv) no repair and maintenance expenses was recorded in 2021 (2020: approximately HK\$3.20 million).

本集團於中國海南省從事海上旅遊服務和酒店業務，業務主要包括(i)海上旅遊服務；(ii)酒店經營；及(iii)旅行社業務。二零二一年的表現如下列所示：

(i) 海上旅遊服務

經歷二零二零年新冠肺炎疫情及極端天氣狀況的影響後，隨着中國國內出行限制有所放鬆，二零二一年海上旅遊服務業務的上升勢頭略見回升。海南省旅客人數有節制地增加，海上旅遊服務營業額增加約35%，接近港幣1,377萬元(二零二零年：約港幣1,021萬元)。

海上旅遊服務業務於二零二一年錄得除稅前虧損約港幣1,441萬元(二零二零年：虧損約港幣3,759萬元)，按年減少虧損約港幣2,318萬元，乃以下各項的淨影響所致：(i)二零二一年來自營運的毛利增加約港幣174萬元；(ii)二零二一年並無於其他收入錄得出售物業、廠房及設備收益(二零二零年：約港幣335萬元)；(iii)經獨立專業評估師評估後，海上旅遊的蛟龍號潛水器設備毋須進一步減值撥備(二零二零年：約港幣1,901萬元)；及(iv)於二零二一年並無錄得復修及維護費用(二零二零年：約港幣320萬元)。

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(ii) Hotel Operation

The hotel operation had a steady business growth and its sales revenue amounted to approximately HK\$6.60 million (2020: approximately HK\$5.14 million) and represented an increase of approximately 28% over last year, which was mainly due to the increase in visitors to Hainan Province in 2021. The total direct administrative and selling expenses of the business increased by approximately 13% to HK\$12.46 million (2020: approximately HK\$10.99 million). The loss before tax amounted to HK\$8.45 million and was similar to that for 2020 of approximately HK\$8.36 million.

(iii) Travelling Agency Business

During the year under review, the travelling agency business recorded a turnover of approximately HK\$2.01 million (2020: approximately HK\$1.48 million), representing a year-on-year increase of approximately 36%. The profit before tax amounted to approximately HK\$0.14 million (2020: approximately HK\$0.03 million) which showed improvement from last year.

The combined segment results in 2021 recorded a loss of approximately HK\$22.72 million (2020: loss of approximately HK\$45.93 million), which was reduced by approximately 51% from last year.

(ii) 酒店業務

酒店業務保持穩定業務增長，其銷售收入約為港幣660萬元(二零二零年：約港幣514萬元)，較上年度增加約28%，主要由於二零二一年海南省旅客增加所致。業務的直接行政及銷售費用總額增加約13%至港幣1,246萬元(二零二零年：約港幣1,099萬元)。除稅前虧損約為港幣845萬元，與二零二零年約港幣836萬元相比相若。

(iii) 旅行社業務

於回顧年內，旅行社業務實現營業額按年增加約36%至約港幣201萬元(二零二零年：約港幣148萬元)。除稅前溢利約港幣14萬元(二零二零年：約港幣3萬元)，與上年度相比有所改善。

於二零二一年，合併分類業績錄得虧損約港幣2,272萬元(二零二零年：虧損約港幣4,593萬元)，較上年度減少約51%。

B. Other Income

B. 其他收入

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	(Decrease) (減少)
Interest income	利息收入	15,431	23,129	(33%)
Net exchange gain	匯兌收益淨額	9,927	39,463	(75%)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	3,351	(100%)
Others	其他	3,730	4,095	(9%)
Total	總計	<u>29,088</u>	<u>70,038</u>	(58%)

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In 2021, the Group's other income mainly comprised of interest income from deposits, other financial assets and loans to related parties of approximately HK\$15.43 million (2020: approximately HK\$23.13 million), and net exchange gain of approximately HK\$9.93 million (2020: approximately HK\$39.46 million). The total other income recorded in 2021 was approximately HK\$29.09 million, and represented a drop of approximately 58% when compared with approximately HK\$70.04 million of last year.

The interest income and net exchange gain shrank approximately 33% and 75% respectively for the year which were mainly attributed to: (i) the reduction of interest earning deposits as the Group was actively expanding the leasing business using internal funds and reduced the bank deposit amount; and (ii) the decrease in onshore RMB-denominated assets during the year and the fact that RMB's exchange rate remained relatively stable against Hong Kong Dollars ("HKD") in 2021, resulted in a decrease in net exchange gain recorded during the year.

C. Selling and Administrative Expenses

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Selling expenses	銷售費用	<u>15,943</u>	<u>23,534</u>	(32%)
Administrative expenses	行政費用	<u>107,622</u>	<u>105,532</u>	2%

During the year under review, selling expenses decreased by approximately 32% to approximately HK\$15.94 million (2020: approximately HK\$23.53 million), which was mainly due to the total cutback of transportation and storage costs for domestic bulk commodity trade from HK\$2.78 million in 2020 to nil in 2021 and a reduction of about HK\$3.20 million in maintenance cost of certain facilities employed in marine recreation services business in 2021.

於二零二一年，本集團的其他收入主要包括來自存款、其他金融資產及授予關連方貸款的利息收入約港幣1,543萬元(二零二零年：約港幣2,313萬元)，以及匯兌收益淨額約港幣993萬元(二零二零年：約港幣3,946萬元)。於二零二一年錄得的其他收入總額約為港幣2,909萬元，較上年度的約港幣7,004萬元減少約58%。

本年度的利息收入及匯兌收益淨額分別縮減約33%及75%，主要歸因於：(i)有息存款下降，此乃由於本集團積極使用內部資金拓展租賃業務，導致銀行存款金額下降；及(ii)在岸人民幣計值資產於本年度減少，以及於二零二一年人民幣兌港幣(「港幣」)匯率保持相對穩定，導致本集團錄得匯兌收益淨額減少。

C. 銷售及行政費用

於回顧年內，銷售費用減少約32%至約港幣1,594萬元(二零二零年：約港幣2,353萬元)，主要因為於境內大宗商品的運輸及倉庫成本總額由二零二零年的港幣278萬元下降至二零二一年的港幣零元，以及用於海上旅遊服務業務若干設施的維護成本於二零二一年減少約港幣320萬元。

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On the other hand, the administrative expenses increased slightly by approximately HK\$2.09 million or 2% year-on-year to approximately HK\$107.62 million (2020: approximately HK\$105.53 million), which was mainly due to the fact that no further impairment provision was required in respect of the Jialong submersible equipment for marine recreation services in 2021 (2020: approximately HK\$19.01 million). This saving was nevertheless offset by: (i) an increase in ECL provision for leasing business of approximately HK\$11.01 million; (ii) an increase in travelling and office expenses of approximately HK\$5.00 million by Chengtong Leasing as a result of its business expansion; and (iii) an increase of legal and professional expenses of approximately HK\$1.44 million in association with the expansion of the leasing business activities.

另一方面，行政費用按年輕微增加約港幣209萬元或2%至約港幣1億762萬元(二零二零年：約港幣1億553萬元)，主要原因是於二零二一年毋須就海上旅遊服務的絞龍號潛水器設備作進一步減值撥備(二零二零年：約港幣1,901萬元)。然而，有關撥備的節省被以下各項所抵銷：(i) 租賃業務之預期信貸虧損撥備增加約港幣1,101萬元；(ii) 誠通租賃因其業務擴展導致差旅及辦公開支增加約港幣500萬元；及(iii) 與租賃業務的擴展引致活動相關之法律及專業開支增加約港幣144萬元。

D. Finance Costs

D. 融資成本

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	Increase/ (decrease) 增加/(減少)
Total interest expenses	利息開支總額	67,004	11,743	471%
Less: Interest expenses transferred to cost of revenue	減：轉撥至收益成本之利息開支	(58,103)	-	n/a 不適用
Less: Interest expenses capitalised	減：資本化利息開支	(2,540)	(3,531)	(28%)
Net finance costs	融資淨成本	<u>6,361</u>	<u>8,212</u>	(23%)

In 2021, the finance costs were principally consisted of interest on ABS of approximately HK\$41.72 million (2020: nil), interest on bank borrowings of approximately HK\$23.92 million (2020: approximately HK\$10.21 million), interest expenses on loans from related parties of approximately HK\$1.11 million (2020: approximately HK\$1.10 million). Total finance costs amounted to approximately HK\$67.00 million (2020: approximately HK\$11.74 million), representing a significant year-on-year increase of approximately 471%. Having transferred the finance costs of approximately HK\$58.10 million to the cost of revenue and capitalised the finance costs of approximately HK\$2.54 million (2020: approximately HK\$3.53 million) for the CCT-Champs-Elysees project, the net finance costs in 2021 were approximately HK\$6.36 million (2020: approximately HK\$8.21 million), representing a year-on-year decrease of approximately 23%.

於二零二一年，融資成本主要包括資產支持證券之利息約港幣4,172萬元(二零二零年：港幣零元)、銀行借款之利息約港幣2,392萬元(二零二零年：約港幣1,021萬元)、關連公司之貸款利息支出約港幣111萬元(二零二零年：港幣110萬元)。融資總成本約港幣6,700萬元(二零二零年：約港幣1,174萬元)，按年大幅增長約471%。就誠通香榭里項目轉移融資成本約港幣5,810萬元至收益成本及資本化融資成本約港幣254萬元(二零二零年：約港幣353萬元)，於二零二一年融資淨成本約港幣636萬元(二零二零年：約港幣821萬元)，按年減少約23%。

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III. OUTLOOK

Looking back at 2021, from the international perspective, the COVID-19 rebounded and continued to spread around the world, triggering a series of crises including supply chain crisis, energy crisis and inflation crisis. The global economy gradually recovered from rock bottom, the overall pattern, however, showed the characteristics of uneven and asynchronous recovery. From the domestic perspective, the PRC led the global economic recovery with effective epidemic prevention mechanism and the advantages of a complete industry chain, and continued to maintain stable and positive resilience. The PRC's gross national product for the year showed a year-on-year increase of 8.1%, with an average growth rate of 5.1% in the past two years, ranking top among the major economies in the world. However, amidst the recent outbreak of new COVID-19 variant (Omicron) which dealt a blow to the global economy, the PRC was facing the pressure of shrinking demand, supply shocks and weakening forecasts all at the same time.

Looking ahead, in the face of the continuous global spread of the COVID-19, harsh and volatile domestic and international environment, as well as uncertainties in the global economic growth, the PRC will adhere to coordinating the domestic and international situation and also the prevention and control of the pandemic and the socio-economic development, continuously promoting the comprehensive in-depth reform, striving to achieve a healthy development trend of "stable outset, steady improvement, quarterly recovery" for the domestic economy, accelerating the construction of a new development pattern that facilitates the domestic circulation and builds a domestic and international dual circulation system, with a view to striving to achieve high-level opening up and high-quality development.

The Group will closely monitor the complicated and volatile environment and situations that present us with both opportunities and challenges, focus on our principal business of leasing, deepen reform, seize opportunities and innovate, thereby creating greater value to its shareholders.

三. 前景展望

回顧二零二一年，從國際看，新冠肺炎疫情在全球範圍內的反彈及持續肆虐，引發包括供應鏈危機、能源危機和通脹危機等一系列危機；全球經濟正逐步從底部恢復，但整體格局呈現復蘇不均衡、不同步的特點。從國內看，中國以有效的防疫機制和完整的產業鏈優勢引領全球經濟復蘇，繼續保持穩中向好的韌性；全年國內生產總值同比增長8.1%，兩年平均增長5.1%，增速居全球主要經濟體前列；但最近爆發的新冠肺炎變種病毒(Omicron)疫情對全球經濟造成打擊，使中國同時面臨需求收縮、供給衝擊、預期轉弱三重壓力。

展望未來，面對新冠肺炎疫情在全球的持續肆虐、嚴峻多變的國內外環境以及世界經濟增長的不確定性，中國堅持統籌國內國際兩個大局，統籌疫情防控和經濟社會發展，持續推進全面深化改革，努力取得國內經濟「平穩開局、穩中向好、逐季回升」的健康發展態勢，加快構建「國內大循環、國內國際雙迴圈」的新發展格局，努力實現高水準對外開放、高品質發展。

本集團將密切關注複雜多變、機遇與挑戰並存的環境及形勢，緊緊圍繞我們租賃主業定位，深化改革，搶抓機遇，勇於創新，為股東創造更大價值。

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As for leasing business, the Group will actively respond to new changes in industry policies and patterns in accordance with the new external regulatory requirements. It will uphold the established business objectives and business positioning, focus on deepening the business development in four major areas, namely energy saving and environmental protection, transportation and logistics, internet data centre and new energy, and unleash industry characteristics in the market segments. The Group will focus on the strategy of servicing the Group and will strengthen cooperation with other state-owned enterprises. At the same time, the Group will steadily expand the cross-border leasing business and gradually open up domestic and overseas financing channels. For bulk commodity trade, the Group will continue to prudently carry out business under stringent risk control. For property development, the Group's overall strategy is to gradually withdraw from the business, and to accelerate the construction and sales of the CCT-Champs-Elysees project at Zhucheng city. For the marine recreation services and hotel, on one hand, the Group will increase marketing effort to actively respond to the impact of the COVID-19 pandemic, and on the other hand, it will actively explore and promote subsequent assets restructuring.

China Chengtong Holdings Group Company Limited (“CCHG”), being the controlling shareholder of the Group and a company operated on state-owned capital, has been rapidly expanding its development scale, strength and market influential power in recent years, and it will play a greater role in the optimisation and structural adjustment of the landscape of the state-owned economy sector. The Group, being the only listed company's platform of CCHG outside the PRC, and Chengtong Leasing, being a subsidiary of the Group and the only subsidiary of CCHG engaging in leasing business, will fully leverage the resources brought by CCHG and will further reinforce its strategic guidance and devote resources to focus on the rapid development of its core leasing business, so as to create greater value for shareholders. The Board is confident about the future development of the Group.

IV. ASSET STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The COVID-19 pandemic had a relatively small impact on the Group's asset quality and capital liquidity and the Group continued to maintain a sound financial position. As at 31 December 2021, the equity attributable to owners of the Company amounted to approximately HK\$3,134.60 million and represented an increase of approximately 5% from approximately HK\$2,979.64 million recorded as at 31 December 2020.

關於租賃業務，本集團將根據新外部監管規定，主動應對行業政策、格局等新變化；堅持既定的經營目標、業務定位，著重深化在節能環保、交通物流、互聯網數據中心和新能源為核心的四大領域的業務開拓，在細分市場做出行業特色；以服務本集團的戰略為主線，將加大與其他中央企業合作力度；同時，穩步拓展跨境租賃業務，逐步打通境內外融資通道。關於大宗商品貿易，本集團在嚴格控制風險的前提下，繼續審慎開展大宗商品貿易相關業務。關於物業發展，本集團的總體策略是逐步退出該業務，將加快建設及銷售位於諸城市之誠通香榭里項目。關於海上旅遊服務和酒店，本集團一方面將加大行銷力度積極應對新冠疫情影響，同時，積極探索推進後續的資產重組。

本集團之控股股東中國誠通控股集團有限公司(「誠通控股」)作為國有資本運營公司，近年來發展規模、實力和影響力快速增強，將在國有經濟佈局優化與結構調整中發揮更大的作用，本集團作為其唯一境外上市公司平台及誠通租賃作為本集團的附屬公司及誠通控股唯一從事租賃業務的附屬公司，將充分發揮誠通控股的資源優勢，進一步加強戰略引領，聚焦資源快速做大融資租賃主業，為股東創造更高價值。董事會對本集團之未來發展充滿信心。

四. 資產結構、資本流動性及財政資源

新冠肺炎疫情對本集團資產質素及資本流動性的影響較少以及本集團繼續維持良好的財務狀況。於二零二一年十二月三十一日，本公司擁有人應佔之權益約港幣31億3,460萬元，較於二零二零年十二月三十一日的約港幣29億7,964萬元增加約5%。

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The total assets and liabilities of the Group as at 31 December 2021 showed significant increment from last year:

於二零二一年十二月三十一日，本集團總資產及負債較上年度有顯著增長：

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	Increase 增加
Non-current assets	非流動資產	4,367,594	1,884,041	132%
Current assets	流動資產	3,800,212	2,022,706	88%
Total assets	總資產	8,167,806	3,906,747	109%
Current liabilities	流動負債	(3,238,608)	(871,603)	272%
Non-current liabilities	非流動負債	(1,787,496)	(49,875)	3,484%
Total liabilities	總負債	(5,026,104)	(921,478)	445%
Total net assets	總資產淨值	3,141,702	2,985,269	5%

As at 31 December 2021, the total assets of the Group amounted to approximately HK\$8,167.81 million, of which about 47% were current portion, representing an upsurge of approximately 109% as compared to the total assets of approximately HK\$3,906.75 million as at 31 December 2020. This was largely because of the growth in Leasing Receivables recorded under current and non-current assets from the expansion of the scale of the Group's leasing business.

於二零二一年十二月三十一日，本集團總資產約為港幣81億6,781萬元，其中約47%為流動部分，較於二零二零年十二月三十一日的總資產約港幣39億零675萬元急增約109%。此乃主要由於本集團租賃業務規模擴展而錄得流動及非流動資產項下的租賃應收款項增加所致。

At the same time, the total liabilities of the Group increased to approximately HK\$5,026.10 million as at 31 December 2021 from approximately HK\$921.48 million as at 31 December 2020 as the Group obtained more external financing in 2021, including issuance of ABS on the Shanghai Stock Exchange and increasing bank borrowings in the PRC, so as to support the growth of the leasing business. The current and non-current portions of total liabilities were approximately 64% and 36% respectively.

同時，本集團因於二零二一年取得更多外部融資(包括於上海證券交易所發行資產支持證券及增加於中國的銀行借款)以支持租賃業務增長，總負債由二零二零年十二月三十一日的約港幣9億2,148萬元增加至二零二一年十二月三十一日的約港幣50億2,610萬元。總負債當中流動及非流動部分的比例分別約為64%及36%。

The current ratio (calculated as total current assets divided by total current liabilities) as at 31 December 2021 was approximately 1.17 times (2020: approximately 2.32 times), showing that the liquidity of the Group remained at a healthy level.

於二零二一年十二月三十一日之流動比率(其計算方式為流動資產總值除以流動負債總值)約為1.17倍(二零二零年：約2.32倍)，顯示本集團的流動性仍然維持於健康水平。

As at 31 December 2021, the Group had cash and deposits (including pledged bank deposits, and bank balances and cash) of approximately HK\$1,384.67 million, which consisted of primarily the un-utilised balance from the proceeds of the ABS and were denominated in RMB. Other cash and deposits were denominated in HKD and the United States dollars ("USD"). The cash and deposits accounted for approximately 17% and 44% of the total assets and the net assets respectively, and represented an increase of approximately 60% as compared to approximately HK\$865.17 million as at 31 December 2020.

於二零二一年十二月三十一日，本集團持有現金及存款(包括已抵押銀行存款以及銀行結存及現金)約港幣13億8,467萬元，主要包括以人民幣計值的資產支持證券所得款項的未使用餘額。其他現金及存款以港幣及美元(「美元」)計值。現金及存款分別佔總資產值及資產淨值約17%及44%，較於二零二零年十二月三十一日的約港幣8億6,517萬元增加約60%。

Management Discussion and Analysis

管理層討論與分析

As at 31 December 2021, the bank borrowings of the Group amounted to approximately HK\$1,441.78 million (2020: approximately HK\$338.42 million), represented a rise of more than 4 times from last year. The Group increased both the short-term and medium-term bank borrowings in the PRC in order to finance the development of leasing business. As at 31 December 2021, about HK\$981.46 million or 68% of the Group's total bank borrowings were denominated in RMB with repayment due dates ranging from 2022 to 2026. The remaining balance of approximately HK\$460.32 million of bank loans were denominated in HKD with the maturity dates falling due in March and June 2022. The effective annual interest rates of the bank borrowings ranged from approximately 1.99% to approximately 4.90%.

於二零二一年十二月三十一日，本集團的銀行借款約為港幣14億4,178萬元(二零二零年：約港幣3億3,842萬元)，較上年度增加逾四倍。本集團於中國境內的短期及中期銀行借款均有所增加，以為租賃業務的發展提供資金。於二零二一年十二月三十一日，約港幣9億8,146萬元或本集團銀行借款總額的68%以人民幣計值，還款到期日介乎二零二二年至二零二六年。餘額約港幣4億6,032萬元為以港幣計值的銀行貸款，到期日為二零二二年三月及六月，銀行借款實際年利率介乎約1.99%至約4.90%。

V. FINANCIAL LEVERAGE RATIOS

五. 財務槓桿比率

		2021 二零二一年 Times 倍	2020 二零二零年 Times 倍
Total debts/Total equity	總債務／總權益	1.41	0.12
Total debts/Total assets	總債務／總資產	0.54	0.09
Total debts/EBITDA	總債務／EBITDA	20	2
Interest coverage	利息覆蓋	28	20

As the Group focused on developing and expanding the leasing business, the leverage of the Group increased significantly during the year. The debt to equity ratio (calculated as dividing total interest-bearing loans by total equity) and debt to asset ratio (calculated as dividing total interest-bearing loans by total assets) were approximately 1.41 times and 0.54 times respectively as at 31 December 2021. For the year under review, the interest coverage ratio (calculated as dividing consolidated profit before income tax and finance costs (EBIT) by finance costs) was approximately 28 times, representing a year-on-year increase of approximately 40% as compared to the ratio of approximately 20 times recorded as at 31 December 2020. Notwithstanding the increase in the leverage, the ratios indicate that the Group still has a strong ability to repay borrowings and finance costs.

由於本集團專注發展及擴展租賃業務，本年度本集團的槓桿比率大幅上升。於二零二一年十二月三十一日，負債與權益比率(其計算方式為計息貸款總額除以總權益)及負債與資產比率(其計算方式為計息貸款總額除以總資產)分別約為1.41倍及0.54倍。於回顧年內，利息覆蓋比率(其計算方式為綜合除所得稅及融資成本前溢利(EBIT)除以融資成本)約為28倍，較於二零二零年十二月三十一日錄得的約20倍按年增長約40%。儘管槓桿比率上升，該等比率反映本集團仍有強大償還借款及支付融資成本能力。

VI. SIGNIFICANT INVESTMENTS

六. 重大投資

The Group had no significant investment exceeding 5% of the total asset value of the Group as at 31 December 2021.

於二零二一年十二月三十一日，本集團並無超過總資產值5%的重大投資。

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

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

Management Discussion and Analysis

管理層討論與分析

VII. TREASURY POLICIES

The business activities and operation of the Group were mainly carried out in Mainland China and Hong Kong, with transactions denominated in RMB, HKD and the USD, which exposed the Group to foreign currency risks. As at 31 December 2021, the Group had bank borrowings denominated in HKD and RMB with a total of approximately HK\$1,441.78 million which were based on floating interest rates, thereby exposing the Group to interest rate risks. The Group will, where appropriate, use interest rate and foreign currency swaps and forward foreign exchange contracts for risk management and hedging purposes, with a view to managing the Group's exposure to interest rate and foreign exchange rate fluctuations. It is the Group's policy not to enter into derivative financing transactions for speculative purposes. It is also the Group's policy not to invest in financial products with significant underlying leverage or derivative exposure, including hedge funds or similar instruments.

VIII. INTEREST RATE RISKS

As at 31 December 2021, the Group's bank borrowings, which comprised RMB-denominated bank borrowings of approximately HK\$981.46 million and the HKD-denominated bank borrowings of approximately HK\$460.32 million, were based on floating interest rates. The floating interest rates were relatively stable with Hong Kong Interbank Offered Rate ("HIBOR") in Hong Kong and loan prime rates ("LPR") in the PRC fluctuated within a narrow range throughout 2021.

Most of the Group's Leasing Receivables were carried at floating interest rates with reference to the prevailing LPR and effectively hedged against the interest rate risks arising from bank borrowings in the PRC.

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

IX. FOREIGN EXCHANGE RISK

During the year under review, the Group's businesses were principally conducted in RMB, while most of the Group's assets and liabilities were denominated in HKD and RMB. Any fluctuation in the exchange rate of HKD against RMB may have an impact on the Group's results. As at 31 December 2021, the net assets of the Group's business in the PRC were approximately RMB2,740.75 million. According to the Hong Kong Accounting Standards, such amount of net assets denominated in RMB will be converted into HKD at the exchange rate applicable as at the end of the reporting period. The Group's foreign exchange reserve increased approximately by HK\$63.17 million during the year. The Group currently does not have any hedging measures against foreign exchange risks. However, the Group will continue to closely monitor the possible risks arising from currency fluctuations.

七. 理財政策

本集團之業務活動及營運所在地主要在中國內地及香港，交易以人民幣、港幣及美元計值，令本集團承受外匯風險。於二零二一年十二月三十一日，本集團之銀行借款以港幣及美元計值合共約港幣14億4,178萬元，並以浮息為基礎，令本集團承受利率風險。本集團將在適當時候以利率與外匯掉期及遠期外匯合約用作風險管理、對沖交易，以及調控本集團面對之利率與匯率波動風險。本集團之政策是不參與投機性之衍生融資交易，亦不會投資於具有重大相關槓桿效應或衍生風險之金融產品上，包括對沖基金或類似之工具。

八. 利率風險

於二零二一年十二月三十一日，本集團之銀行借款包括以人民幣計值的銀行借款約港幣9億8,146萬元，以港幣計值的銀行借款約港幣4億6,032萬元，兩者以浮息為基礎。浮息利率相對穩定，香港的香港銀行同業拆息（「香港銀行同業拆息」）及中國貸款市場報價利率（「貸款報價利率」）於二零二一年全年窄幅波動。

本集團大部分租賃應收款項採用浮息利率列賬，該利率乃參考現行貸款報價利率得出，並有效對沖中國銀行借款所產生的利率風險。

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

九. 外匯風險

於回顧年內，本集團主要以人民幣進行業務，而本集團的大部分資產及負債以港幣及人民幣計值，港幣兌人民幣的匯率波動可能對本集團的業績產生影響。於二零二一年十二月三十一日，本集團於中國業務之資產淨值約人民幣27億4,075萬元，遵照香港會計準則，該等人民幣計值資產淨值將按報告期末之適用匯率換算為港幣。本集團於年內的外匯儲備因而增加約港幣6,317萬元。本集團現時並無就該等外匯風險採取任何對沖措施。然而，本集團將會密切監控有關貨幣波動可能產生的風險。

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X. PLEDGE OF ASSETS

As at 31 December 2021, the Group had pledged bank deposits amounted to approximately HK\$4.41 million, representing a decrease of approximately 21% from approximately HK\$5.56 million as at 31 December 2020. The pledged bank deposits mainly included approximately HK\$4.28 million (as at 31 December 2020: approximately HK\$4.17 million) of security money for banking facilities granted to mortgagors of the CCT-Champs-Elysees project.

As at 31 December 2021, the Leasing Receivables of the Group with an aggregate carrying value of approximately HK\$3,907.63 million (as at 31 December 2020: approximately HK\$199.99 million) and trade receivables under operating lease business with carrying amount of approximately HK\$2.15 million (as at 31 December 2020: nil) were charged as security for the Group's ABS and bank borrowings with carrying amounts of approximately HK\$2,932.61 million (as at 31 December 2020: nil) and HK\$981.46 million respectively (as at 31 December 2020: approximately HK\$178.42 million).

XI. CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

As at 31 December 2021, the Group's capital commitments consisted of purchase of property, plant and equipment, which will be funded by its internal resources. Please refer to notes 41 and 42 to the financial statements in this annual report for details of the Group's contingent liabilities and capital commitments.

XII. FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

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

XIII. EVENT AFTER REPORTING PERIOD

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

十. 資產抵押

於二零二一年十二月三十一日，本集團的已抵押銀行存款約港幣441萬元，較於二零二零年十二月三十一日的約港幣556萬元減少約21%。已抵押銀行存款主要包括就授予誠通香榭里項目按揭人之銀行融資所作出的保證金約港幣428萬元(於二零二零年十二月三十一日：約港幣417萬元)。

於二零二一年十二月三十一日，本集團賬面總值約港幣39億763萬元(於二零二零年十二月三十一日：約港幣1億9,999萬元)的租賃應收款項及賬面值約港幣215萬元(於二零二零年十二月三十一日：無)的經營租賃業務項下的貿易應收款項已抵押作為本集團賬面值分別約港幣29億3,261萬元(於二零二零年十二月三十一日：無)及港幣9億8,146萬元(於二零二零年十二月三十一日：約港幣1億7,842萬元)的資產支持證券及銀行借款的抵押品。

十一. 或有負債及資本承擔

於二零二一年十二月三十一日，本集團的資本承擔包括購置物業、廠房及設備，將由本集團內部資源調配。有關本集團或有負債及資本承擔之詳情，請參閱本年度報告內財務報表附註41及42。

十二. 重大投資或資本資產之未來計劃

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

十三. 本報告期後事項

於回顧年度年末後並無發生重大事項。

Biographies of Directors and Senior Management

董事及高級管理層履歷

DIRECTORS

Mr. Zhang Bin

Mr. Zhang, aged 53, is an executive Director and Chairman of the Board of the Company. He is also a director of a subsidiary of the Company. Mr. Zhang joined the Group in July 2010. He was appointed as an executive Director with effect from 30 January 2014 and served as the Acting Chairman of the Board with effect from 1 December 2018 until he was appointed as Chairman of the Board on 26 June 2019. Mr. Zhang also served as the Managing Director of the Company from 15 June 2017 to 22 October 2019. Mr. Zhang holds an EMBA degree from China Europe International Business School and a doctorate degree from Peking University. He also undertook postdoctoral research in Rutgers University and North Carolina State University in the United States. Mr. Zhang has rich experience in corporate management. Mr. Zhang is currently the chairman of China Chengtong Hong Kong Company Limited (“**CCHK**”), which has an interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”) and is a wholly-owned subsidiary of CCHG, the ultimate holding company of the Company.

Mr. Yang Tianzhou

Mr. Yang, aged 49, is an executive Director and Managing Director of the Company. He is also a director of several subsidiaries of the Company. Mr. Yang joined the Group in October 2019. Mr. Yang obtained a bachelor's degree in Economics and a master's degree in Business Administration from Peking University. In September 2009, he was accredited as a chartered financial analyst by CFA Institute. Mr. Yang worked in various departments and affiliated institutions of the State Administration of Foreign Exchange (“**SAFE**”) of the PRC. He worked as the deputy director of the Business Supervision Division of SAFE and the Strategic Research Division of the Reserve Management Department of SAFE, as the vice-representative of the Representative Office of the People's Bank of China in America and the chief dealer of the New York Trading Office of SAFE, and as the director of the General Affairs Division of the SAFE Investment Centre successively. Mr. Yang also served as the deputy mayor of Dezhou City, Shandong Province, the PRC and worked as the vice-president of the Hunan Branch of the Export-Import Bank of China. From July 2017 to May 2019, he worked as the general manager of Polaris Bay Group Company Limited, whose shares are listed on the Shanghai Stock Exchange. Since September 2019, Mr. Yang has been working as the deputy general manager of CCHK, which has an interest in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

董事

張斌先生

張先生，53歲，本公司執行董事及董事會主席。彼亦為本公司一間附屬公司的董事。張先生於二零一零年七月加入本集團，彼於二零一四年一月三十日獲委任為執行董事，於二零一八年十二月一日起出任董事會代理主席，直至二零一九年六月二十六日獲委任為董事會主席為止。張先生亦於二零一七年六月十五日至二零一九年十月二十二日期間擔任本公司董事總經理。張先生持有中國國際商學院高級工商管理碩士學位及北京大學博士學位。彼亦曾於美國羅格斯大學及美國北卡羅萊納州立大學從事博士後研究工作。張先生具有豐富的企業管理經驗。現時張先生為本公司最終控股公司誠通控股之全資附屬公司中國誠通香港有限公司（「**誠通香港**」）的董事長，而誠通香港擁有根據證券及期貨條例（香港法例第571章）（「**證券及期貨條例**」）第XV部第2及第3分部之條文須向本公司披露之本公司股份權益。

楊田洲先生

楊先生，49歲，本公司執行董事及董事總經理。彼亦為本公司若干附屬公司之董事。楊先生於二零一九年十月加入本集團。楊先生於北京大學取得經濟學學士學位及工商管理碩士學位。於二零零九年九月，彼獲特許金融分析師協會認可為特許金融分析師。楊先生曾於中國國家外匯管理局（「**國家外匯管理局**」）多個部門及聯屬機構工作，先後出任國家外匯管理局業務監管處副處長、國家外匯管理局儲備管理司戰略研究處副處長、中國人民銀行駐美洲代表處副代表、國家外匯管理局紐約交易室首席交易員及國家外匯管理局中央外匯業務中心綜合處處長。彼亦曾擔任中國山東省德州市副市長及擔任中國進出口銀行湖南省分行副行長。彼自二零一七年七月至二零一九年五月擔任華創陽安股份有限公司（其股份於上海證券交易所上市）總經理。自二零一九年九月起，楊先生擔任誠通香港的副總經理，誠通香港於本公司擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的股份權益。

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

Professor Chang Qing

Professor Chang, aged 64, is an independent non-executive Director. Professor Chang joined the Group in January 2013. Professor Chang studied Economics at Jilin University and obtained a master's degree in Economics from Jilin University in 1985 and a PhD degree from Chinese Academy of Social Sciences. He has over 30 years of experience in economic and financial field. He is currently the chairman of Jinpeng International Futures Co., Ltd., a professor of College of Economics and Management of China Agricultural University, supervisor of Futures and Financial Derivatives Association of China Agricultural University and a member of the expert committee of China Securities Journal. Professor Chang is now acting as an independent non-executive director of Kangda International Environmental Company Limited and Honghua Group Limited (both companies' shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"). He also previously served as independent directors of Tibet Summit Resources Co., Ltd. (formerly known as Tibet Summit Industry Co. Ltd) and TBEA Co., Ltd. (both companies' shares are listed on the Shanghai Stock Exchange) as well as Yuan Long Ping High-Tech Agriculture Co., Ltd. and Rongfeng Holding Group Co., Ltd. (both companies' shares are listed on the Shenzhen Stock Exchange). Professor Chang was a council member of the Shanghai Futures Exchange and the vice president of the expert committee of China Futures Association.

Mr. Lee Man Chun, Tony

Mr. Lee, aged 68, is an independent non-executive Director. Mr. Lee joined the Group in November 2013. Mr. Lee obtained a master's degree in Business Administration from Chu Hai College of Higher Education in 1981. He is a member of the Hong Kong Institute of Certified Public Accountants. He has over 40 years of experience in accounting, capital markets, corporate management, finance and banking. Previously, he worked for and held senior positions in Standard Chartered Bank (Hong Kong) Limited and Sanwa International Finance Ltd. Mr. Lee was an executive director of Shenwan Hongyuan (H.K.) Limited (formerly known as Shenyin Wanguo (H.K.) Limited) (the shares of which are listed on the Main Board of the Stock Exchange) from June 2000 to June 2017, and served as its chief executive officer during the period from July 2000 to March 2012.

常清教授

常教授，64歲，獨立非執行董事。常教授於二零一三年一月加入本集團。常教授在吉林大學修讀經濟，於一九八五年獲吉林大學頒發經濟學碩士學位，並自中國社會科學院取得博士學位。彼在經濟及財經領域超過30年經驗。常教授現為金鵬期貨經紀有限公司的董事長、中國農業大學經濟管理學院教授、中國農業大學期貨與金融衍生品研究中心主任及中國證券報專家委員會委員。常教授現擔任康達國際環保有限公司和宏華集團有限公司(兩間公司的股份均於香港聯合交易所有限公司(「**聯交所**」)主板上市)的獨立非執行董事。彼也曾擔任西藏珠峰資源股份有限公司(前稱為西藏珠峰工業股份有限公司)、特變電工股份有限公司(兩間公司的股份均於上海證券交易所上市)、袁隆平農業高科技股份有限公司及榮豐控股集團股份有限公司(兩間公司的股份均於深圳證券交易所上市)的獨立董事。常教授曾擔任上海期貨交易所理事及中國期貨業協會副會長。

李萬全先生

李先生，68歲，獨立非執行董事。李先生於二零一三年十一月加入本集團。李先生於一九八一年獲珠海學院頒發工商管理碩士學位。李先生為香港會計師公會會員，彼於會計、資本市場、企業管理、財務及銀行業累積逾40年經驗。彼曾於渣打銀行(香港)有限公司及三和國際財務有限公司擔任要職。李先生曾於二零零零年六月至二零一七年六月期間擔任申萬宏源(香港)有限公司(前稱為申銀萬國(香港)有限公司)(其股份於聯交所主板上市)的執行董事，並於二零零零年七月至二零一二年三月期間擔任其行政總裁。

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

Professor He Jia

Professor He, aged 67, is an independent non-executive Director. Professor He joined the Group in September 2015. He holds a PhD degree in Finance from the Wharton School of University of Pennsylvania, the United States. Currently, he is the Dean of Shanghai North Bund Finance Institute, a member of 深圳市金融發展決策諮詢委員會 (unofficial English translation being Finance Development Decision-making Consultation Committee of Shenzhen), the Cheung Kong Visiting Chair Professor of the Ministry of Education, Chair Professor of Shandong University, University Professor of Zhejiang University, a jointly-appointed professor at the Tsinghua University and an executive director and academic member of the China Society for Finance and Banking. Professor He is currently an independent non-executive director of Bank of Tianjin Co., Ltd. and Wealthking Investments Limited (formerly known as OP Financial Limited) (the shares of both companies are listed on the Stock Exchange) and an independent director of Norinco International Cooperation Ltd. and Xinlong Holding (Group) Co., Ltd. (the shares of both companies are listed on the Shenzhen Stock Exchange). He previously served as an independent non-executive director of Shanghai Junshi Biosciences Co., Ltd. and CITIC Securities Company Limited (the shares of which are listed on the Main Board of the Stock Exchange), an independent director of Tibet Huayu Mining Co., Ltd., Tsinghua Tongfang Co., Ltd. (the shares of both companies are listed on the Shanghai Stock Exchange), Shenzhen Xinguodu Technology Co., Ltd. (currently known as Xgd Inc.) (the shares of which are listed on ChiNext of Shenzhen Stock Exchange), Shenzhen Soling Industrial Co., Ltd. (a company listed on Small and Medium Enterprises Board of Shenzhen Stock Exchange) and China Investment Securities Co., Ltd. Professor He was a financial consultant for the Chengdu and Quanzhou municipal governments. He was also the leading professor of the Faculty of Financial Mathematics and Engineering at the South University of Science and Technology of China, a professor of the Department of Finance and a director of the MBA program in Finance at the Chinese University of Hong Kong. He was also an editor of China Financial Economics Review, and served as a member of the editorial boards of a number of journals, including China Accounting and Finance Review and Research in Banking and Finance. Professor He was a commissioner of the Planning and Development Committee of China Securities Regulatory Commission from June 2001 to August 2002, and a director of integrated research institute of the Shenzhen Stock Exchange from June 2001 to October 2002.

SENIOR MANAGEMENT

Mr. Poon Tsz Kin

Mr. Poon, aged 56, is the company secretary and financial controller of the Company. He joined the Group in May 2019. He holds a professional diploma in Accountancy from the Hong Kong Polytechnic University. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants. Mr. Poon previously worked for an international audit firm and a number of public companies in Hong Kong, Singapore and Canada respectively. He has more than 20 years' experience in auditing, accounting and finance, internal control and corporate management.

何佳教授

何教授，67歲，獨立非執行董事。何教授於二零一五年九月加入本集團。彼持有美國賓夕法尼亞大學沃頓商學院金融哲學博士學位。彼現為上海北外灘金融研究院院長、深圳市金融發展決策諮詢委員會委員、教育部長江學者講座教授、山東大學講席教授、浙江大學求是講席教授、清華大學雙聘教授及中國金融學會常務理事兼學術委員。何教授現為天津銀行股份有限公司及華科資本有限公司(前稱OP Financial Limited)(兩間公司的股份均於聯交所上市)的獨立非執行董事，亦是北方國際合作股份有限公司及欣龍控股(集團)股份有限公司(兩間公司的股份均於深圳證券交易所上市)的獨立董事。彼曾為上海君實生物醫藥科技股份有限公司及中信證券股份有限公司(其股份於聯交所主板上市)的獨立非執行董事、西藏華鈺礦業股份有限公司和同方股份有限公司(兩間公司的股份均於上海證券交易所上市)、深圳市新國都技術股份有限公司(現稱深圳市新國都股份有限公司)(其股份於深圳證券交易所中國創業板上市)、深圳市索菱實業股份有限公司(其股份於深圳證券交易所中小企業板上市)及中國中投證券有限責任公司的獨立董事。何教授曾任職成都及泉州市政府金融顧問。彼亦曾為南方科技大學金融數學與金融工程系領軍教授、香港中文大學金融學系教授及金融財務MBA課程主任。何教授亦曾為《中國金融經濟評論》(China Financial Economics Review)之編輯，並曾任多家期刊編輯委員會委員，其中包括《中國會計及金融評論》(China Accounting and Finance Review)及《銀行及金融研究》(Research in Banking and Finance)。何教授曾於二零零一年六月至二零零二年八月任職中國證券監督管理委員會規劃發展委員會委員，於二零零一年六月至二零零二年十月任職深圳證券交易所綜合研究所所長。

高級管理層

潘子健先生

潘先生，56歲，為本公司之公司秘書兼財務總監。潘先生於二零一九年五月加入本集團。彼持有香港理工大學會計學專業文憑，為香港會計師公會註冊會計師及英國特許公認會計師資深會員。潘先生曾於一家國際會計師事務所及多家分別於香港、新加坡及加拿大的上市公司工作，對審計、會計及財務、內部監控及企業管理等擁有超過20年的工作經驗。

Corporate Governance Report

企業管治報告

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

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

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

Under the code provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings. Due to other business commitment, Professor He Jia, an independent non-executive Director, was unable to attend the AGM of the Company held on 25 June 2021.

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

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

THE BOARD

Responsibilities

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

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

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

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

董事會欣然呈報本集團本年度之企業管治報告。

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

董事認為，於本年度，除下文所披露外，本公司已遵守聯交所證券上市規則（「上市規則」）附錄14所載現行企業管治守則（「企業管治守則」）的所有守則條文。

根據守則條文A.6.7，獨立非執行董事及其他非執行董事應出席股東大會。獨立非執行董事何佳教授由於須處理其他事務，未能出席本公司於二零二一年六月二十五日召開的股東週年大會。

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

本公司於本年度主要企業管治原則及慣例概述如下：

董事會

職責

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

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

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

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

Corporate Governance Report

企業管治報告

Composition

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

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

Executive Directors

ZHANG Bin (*Chairman of the Board*)
YANG Tianzhou (*Managing Director*)
WANG Tianlin (*resigned with effect from 3 December 2021*)
LI Shufang (*resigned with effect from 9 September 2021*)

Independent Non-executive Directors

CHANG Qing
LEE Man Chun, Tony
HE Jia

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

During the Year, the Company has at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing not less than one-third of the Board, with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

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

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

組織

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

於本年度及於本報告日期，組成董事會之董事如下：

執行董事

張 斌(董事會主席)
楊田洲(董事總經理)
王天霖(自二零二一年十二月三日起辭任)
李舒放(自二零二一年九月九日起辭任)

獨立非執行董事

常 清
李萬全
何 佳

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

於本年度，本公司均遵守上市規則中須委任最少三名獨立非執行董事，佔董事會成員人數不少於三分之一的規定，而當中最少須有一名獨立非執行董事具備合適之專業資格，或會計或相關財務管理專業知識。

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

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

Appointment and Succession Planning of Directors

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

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

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

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

All independent non-executive Directors were appointed for a fixed term expiring on 30 June 2022.

Board Diversity Policy

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

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

董事之委任及續任計劃

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

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

根據本公司的章程細則，三分之一董事每年均須輪流退任，而獲委任填補臨時空缺或新增董事會職位的任何董事，僅留任至本公司下屆股東週年大會為止，屆時彼等將符合資格於該大會上膺選連任。

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

所委任的全體獨立非執行董事之任期為固定，於二零二二年六月三十日屆滿。

董事會多元化政策

董事會已採納董事會多元化政策，而本公司一直務求提升董事會效率及維持最高水平之企業管治，認同並確信董事會多元化之好處。

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

Corporate Governance Report

企業管治報告

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

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

Board Meetings

Number of Meetings and Directors' Attendance

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

During the Year, fifteen Board meetings were held, including four regular Board meetings.

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

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

董事會會議

會議次數及董事出席次數

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

於本年度，本公司已舉行十五次董事會會議，其中包括四次董事會例行會議。

Corporate Governance Report

企業管治報告

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

各董事有關於本年度內舉行之董事會會議之個別出席記錄載列如下：

Name of Directors 董事姓名	Number of Attendance/ Number of Board Meetings Held 出席次數/ 舉行董事會議次數
ZHANG Bin 張 斌	15/15
YANG Tianzhou 楊田洲	15/15
CHANG Qing 常 清	14/15
LEE Man Chun, Tony 李萬全	15/15
HE Jia 何 佳	14/15
WANG Tianlin (note) 王天霖(附註)	12/14
LI Shufang (note) 李舒放(附註)	11/11

Note: Mr. Wang Tianlin and Mr. Li Shufang resigned as the executive Directors with effect from 3 December 2021 and 9 September 2021 respectively. During their tenure in the Year, 14 and 11 Board meetings were held respectively.

附註：王天霖先生及李舒放先生已分別於二零二一年十二月三日及二零二一年九月九日辭任執行董事。於年內彼等任職期間，分別舉行14及11次董事會會議。

Practices and Conduct of Meetings

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

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

會議常規及方式

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

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

Corporate Governance Report

企業管治報告

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

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

Chairman and Managing Director

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

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

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

BOARD COMMITTEES

The Board has established four committees, namely, the executive committee ("**Executive Committee**"), audit committee ("**Audit Committee**"), remuneration committee ("**Remuneration Committee**") and Nomination Committee, each overseeing and being responsible for affairs in different aspects of the Company. All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

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

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

主席及董事總經理

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

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

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

董事委員會

董事會已設立四個委員會，即執行委員會（「**執行委員會**」）、審核委員會（「**審核委員會**」）、薪酬委員會（「**薪酬委員會**」）及提名委員會，分別監察及負責本公司不同範疇的事務。所有董事委員會均獲提供足夠資源履行其職務，如提出的要求合理，可於適當情況下尋求獨立專業意見，費用概由本公司負責。

Executive Committee

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

As at the date of this report, the Executive Committee comprised Mr. Zhang Bin (chairman of the Executive Committee), and Mr. Yang Tianzhou. Mr. Wang Tianlin and Mr. Li Shufang were members of the Executive Committee during the Year until their resignation as executive Directors with effect from 3 December 2021 and 9 September 2021 respectively.

Audit Committee

During the Year and as at the date of this report, the Audit Committee comprised three independent non-executive Directors, namely, Mr. Lee Man Chun, Tony (chairman of the Audit Committee), Professor Chang Qing and Professor He Jia. Mr. Lee Man Chun, Tony is an independent non-executive Director who possesses the appropriate professional accounting qualifications and financial management expertise. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The main duties of the Audit Committee include the following:

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

The Audit Committee has held three meetings during the Year to review the audit plan, financial results and reports, capital management system, the risk management and internal control system, the effectiveness of the internal audit function of the Company and the re-appointment of the external auditor.

During the Year, there were no material uncertainties or events or conditions that might cast significant doubt on the Company's ability to continue as a going concern.

執行委員會

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

於本報告日期，執行委員會包括張斌先生（執行委員會主席）及楊田洲先生。王天霖先生及李舒放先生於本年度為執行委員會成員，直至彼等分別於二零二一年十二月三日及二零二一年九月九日辭任執行董事。

審核委員會

於本年度及於本報告日期，審核委員會包括三名獨立非執行董事，即李萬全先生（審核委員會主席）、常清教授及何佳教授。李萬全先生為具備合適專業會計資格及財務管理專業知識的獨立非執行董事。概無審核委員會的成員為本公司現任外聘核數師的前合夥人。

審核委員會的主要職務包括以下各項：

- (a) 審閱本公司財務報表及報告，並於向董事會提交有關文件前，考慮內部核數師或外聘核數師所提出的任何重大或不尋常項目；
- (b) 按照核數師履行的工作、其收費及聘用條款檢討與外聘核數師的關係，並就委聘、續聘及撤換外聘核數師向董事會提出建議；及
- (c) 檢討本公司的財務匯報制度、內部監控制度、風險管理制度及相關程序是否足夠及有效。

於本年度審核委員會共舉行三次會議，以審閱審計計劃、財務業績及報告、資金管理制度、風險管理及內部監控制度、本公司內部審核部門的成效以及續聘外聘核數師。

於本年度內，概無存在任何重大不明朗因素或可導致嚴重質疑本公司持續經營能力的事件或情況。

Corporate Governance Report

企業管治報告

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

During the Year, the Company's annual results for the year ended 31 December 2020 and the interim results for the six months ended 30 June 2021 have been reviewed by the Audit Committee.

Remuneration Committee

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

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

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

Nomination Committee

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

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

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

於本年度內，審核委員會已審閱本公司截至二零二零年十二月三十一日止年度的年度業績及截至二零二一年六月三十日止六個月的中期業績。

薪酬委員會

於本年度及於本報告日期，薪酬委員會包括兩名獨立非執行董事，即何佳教授（薪酬委員會主席）、李萬全先生及一名執行董事張斌先生。

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

於本年度內，薪酬委員會共舉行一次會議，以檢討本公司的薪酬政策與架構以及董事與高級管理層的薪酬組合。會上，薪酬委員會先討論董事的表現、審閱董事的服務合約、考慮彼等於誠通控股之集團成員的角色及職位（如有）、可比公司支付的薪金及／或董事袍金以及整體僱傭狀況，才向董事會作出有關董事及高級管理層薪酬待遇的建議。

提名委員會

於本年度及於本報告日期，提名委員會成員包括兩名獨立非執行董事，即常清教授（提名委員會主席）及李萬全先生，以及一名執行董事張斌先生。

提名委員會負責為董事的委任與繼任提名候選人、不時檢討董事會之組成及架構及向董事會提出建議，以確保董事會成員之專業知識、技能與經驗得以均衡。

Corporate Governance Report

企業管治報告

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

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

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

During the Year, the Nomination Committee held one meeting to review the Nomination Policy and the terms of reference of the Nomination Committee as well as the matters relating to re-election of retiring Directors.

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

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

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

於本年度內，提名委員會共舉行一次會議以審閱提名政策及提名委員會的職權範圍以及與重選退任董事相關的事宜。

Corporate Governance Report

企業管治報告

Board Committee Meetings

董事委員會會議

Number of Meetings and Directors' Attendance

會議次數及董事出席次數

The individual attendance record of each Director in respect of the meetings of the Audit Committee, Remuneration Committee and Nomination Committee held during the Year is set out below:

各董事有關於本年度內舉行之審核委員會、薪酬委員會及提名委員會會議之個別出席記錄載列如下：

Name of Directors 董事姓名	Number of Attendance/ Number of Board Committee Meetings Held 出席次數／舉行董事委員會會議次數		
	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
ZHANG Bin 張 斌	Not applicable 不適用	1/1	1/1
CHANG Qing 常 清	3/3	Not applicable 不適用	1/1
LEE Man Chun, Tony 李萬全	3/3	1/1	1/1
HE Jia 何 佳	3/3	1/1	Not applicable 不適用

MODEL CODE FOR SECURITIES TRANSACTIONS

進行證券交易的標準守則

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

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

The Company has also set out written guidelines on terms no less exacting than the Model Code for securities transactions by the employees who are likely to be in possession of unpublished inside information of the Company due to their responsibilities and duties.

本公司亦對由於職責需要而可能會擁有本公司未發佈內幕資料的僱員設立了買賣證券的書面指引，而有關指引之條款不比標準守則寬鬆。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board has not established a corporate governance committee. Instead, the full Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies and practices on corporate governance, reviewing and monitoring the training and continuous professional development of the Directors and senior management, reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors etc. The Board is also responsible for reviewing and has during the Year reviewed the Company's compliance with the CG Code and disclosure in this corporate governance report.

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

SUPPORT AND PROFESSIONAL DEVELOPMENT OF DIRECTORS

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

企業管治職能

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

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

董事支援及專業發展

全體董事均獲提供有關擔任董事之職責、適用於董事之相關法例及規例、權益披露之責任及本集團業務之相關指引資料。本公司已向全體董事匯報有關上市規則及其他適用監管規定之最新發展情況，以確保彼等遵從及知悉良好的企業管治常規。董事會已商定程序，以確保董事可於提出合理要求後，在適當的情況下尋求獨立專業意見，費用由本公司支付。

Corporate Governance Report

企業管治報告

According to the training records provided by the Directors to the Company, each of the Directors has participated in continuous professional development during the Year by attending seminars/in-house briefing/reading materials on the following topics to develop and refresh their knowledge and skills:

根據董事向本公司提供之培訓記錄，各董事已於本年度內通過出席有關下列主題之座談會／內部簡報／閱讀材料等方式參與持續專業發展，以發展及更新彼等之知識及技能：

Name of Directors 董事姓名	Topics covered in training 所涵蓋之培訓主題 (Note) (附註)
ZHANG Bin 張 斌	a, b
YANG Tianzhou 楊田洲	a, b
CHANG Qing 常 清	a, b
LEE Man Chun, Tony 李萬全	a, b, c, d
HE Jia 何 佳	a, b
WANG Tianlin (<i>resigned with effect from 3 December 2021</i>) 王天霖(自二零二一年十二月三日起辭任)	a, b
LI Shufang (<i>resigned with effect from 9 September 2021</i>) 李舒放(自二零二一年九月九日起辭任)	a, b

Notes:

- (a) Regulatory matters and disclosure compliance for listed companies, Listing Rules and financial reporting
- (b) Environmental, social and governance matters
- (c) Directors' roles, issues and considerations
- (d) Miscellaneous topics covering economic development trend, mergers and acquisitions, anti-money laundering etc.

附註：

- (a) 上市公司的監管事宜及披露合規、上市規則及財務報告
- (b) 環境、社會及管治事宜
- (c) 董事的角色、議題及考慮
- (d) 涵蓋經濟發展趨勢、併購、反洗黑錢等的不同主題

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

對編製財務報表承擔的責任及核數師薪酬

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

董事知悉彼等的責任乃編製真實公平而且反映本集團財務狀況的綜合財務報表，並對其所需的內部控制負責，使該等綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Corporate Governance Report

企業管治報告

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

The statement of the external auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 65 to 69 of the annual report of the Company for the Year.

The remuneration of the external auditor of the Company in respect of audit services and non-audit services for the Year amounted to approximately HK\$1,250,000 and HK\$360,000 respectively. An analysis of the remuneration of the external auditor of the Company is set out below:

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

有關本公司外聘核數師對於其就財務報表申報職責所作的聲明載於本公司於本年度之年度報告第65至69頁之獨立核數師報告。

本公司已就外聘核數師於本年度提供審核服務及非審核服務，向其支付酬金分別約為港幣1,250,000元及港幣360,000元。本公司外聘核數師的酬金分析載列如下：

		Amount of Fee 費用 (HK\$'000) (港幣千元)
Audit services	審核服務	1,250
Non-audit services:	非審核服務：	
– Review of interim results	– 中期業績審閱	180
– Services in relation to the major transaction of finance lease arrangement	– 提供關於融資租賃安排主要交易之服務	180
Total	總計	1,610

RISK MANAGEMENT AND INTERNAL CONTROL

The organisation structure of the Company has defined lines of responsibilities and appropriate responsibilities and authority were delegated to senior management. The Board is responsible for the establishment and reviewing the effectiveness of the risk management and internal control system. The Company has also established a risk management department, of which one of the executive Directors serves as the manager-in-charge, to be responsible for the internal audit function and to assist the Board to review the risk management and internal control system of the Group on an ongoing basis. However, such system aims at limiting the risks of the Group to an acceptable level but not at eliminating all risks. Hence, such system can only provide reasonable assurance that there will not be any material error and fraud in financial information and record, and can only provide reasonable but not absolute assurance against material misstatement or loss.

風險管理及內部監控

本公司的組織架構具備明確責任之分，高級管理層均獲授適當的責任及授權。董事會負責風險管理及內部監控系統之建立及檢討其成效。本公司亦已設立風險管理部門，由其中一名執行董事擔任部門負責人，負責內部審核功能及協助董事會持續檢討本集團的風險管理及內部監控系統。然而，該系統旨在限制本集團之風險至可接受水平但並不能消除所有風險。因此，該系統僅提供合理保證財務資料及記錄上不會出現任何重大錯誤及舞弊，並只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

Corporate Governance Report

企業管治報告

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

The Executive Committee is responsible for implementing the procedures approved by the Board to identify, assess and manage major risks faced by the Group. Such procedures include the design, operation and supervision of suitable risk management and internal control system to mitigate and control risks. Major procedures established for reviewing the suitability and compliance of the risk management and internal control system are as follows:

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

In strict compliance with the requirements of Code Provision C.2.1 of the CG Code, the Board conducts a comprehensive review of the risk management and internal control system on an annual basis. The review includes an assessment of the prevailing internal control and risk management practices of the Group and covers various aspects including financial control, operational control, compliance control and risk management.

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

執行委員會負責執行由董事會批准的程序以確認、評估及管理本集團面臨的主要風險。該程序包括設計、運作及監察適當風險管理及內部監控系統以減輕及控制風險。檢討風險管理及內部監控系統的適合性及合規情況的主要程序如下：

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

董事會嚴格遵守企業管治守則守則條文C.2.1條的規定每年對風險管理及內部監控系統進行全面檢討。有關檢討包括對本集團現行內部監控及風險管理慣例進行的評估，涵蓋財務監控、營運監控、合規監控及風險管理等方面。

Corporate Governance Report

企業管治報告

During the Year, the Board has reviewed the review report of the risk management department in respect of the Group's resources, staff qualifications and experience in accounting, internal audit and financial reporting functions as well as training courses and budgets, and had conducted a comprehensive review of the risk management and internal control system of the Company covering the period from 1 January 2021 to 31 December 2021. Compared with 2020, there has been no significant or major change in the nature and extent of the risks faced by the Group as well as the ability of the Company to cope with the changes in business environment. Though COVID-19 brings new challenges to the Group, the Board considered that the internal control and risk management system of the Company is adequate and effective and the Company has complied with the code provisions on internal control and risk management of the CG Code.

INSIDE INFORMATION

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

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

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

COMPANY SECRETARY

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

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

於本年度內，董事會已審閱風險管理部門就本集團在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及培訓課程及預算等方面的檢討報告，並對本公司的風險管理及內部監控系統進行全面檢討，涵蓋期間由二零二一年一月一日至二零二一年十二月三十一日。與二零二零年度相比，本集團所面對的風險性質及程度、以及本公司在應對業務環境轉變的能力，並沒有發生顯著或重大的變化。儘管新冠肺炎為本集團帶來新的挑戰，董事會認為本公司的內部監控及風險管理制度乃充足及有效，而本公司亦已遵守企業管治守則有關內部監控及風險管理的守則條文。

內幕消息

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

就有關處理及發佈內幕消息的程序及內部監控而言，本集團已採取合理措施，以：

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

公司秘書

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

潘先生已確認，於本年度，彼已經參加不少於15小時之相關專業培訓。

Corporate Governance Report

企業管治報告

INVESTOR RELATIONS

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

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

The general meetings of the Company provide a forum for communication between the shareholders and the Board. The Chairman of the Board as well as the chairman of each of the Audit Committee, the Remuneration Committee and Nomination Committee or in their absence, other members of the Board or the respective committees, and where applicable, the independent Board committee, are available to answer questions at the general meetings.

During the Year, the Company held one general meeting (being the AGM on 25 June 2021). The attendance records of the Directors in respect of the general meeting held during the Year are as follows:

Name of Directors	Number of Attendance/ Number of General Meeting Held 出席次數/ 舉行股東大會次數
ZHANG Bin 張 斌	1/1
YANG Tianzhou 楊田洲	1/1
CHANG Qing 常 清	1/1
LEE Man Chun, Tony 李萬全	1/1
HE Jia 何 佳	0/1
WANG Tianlin (<i>resigned with effect from 3 December 2021</i>) 王天霖(自二零二一年十二月三日起辭任)	1/1
LI Shufang (<i>resigned with effect from 9 September 2021</i>) 李舒放(自二零二一年九月三日起辭任)	1/1

The Company will continue to enhance communications and relationships with its shareholders and investors to keep them abreast of the Company's developments. Enquiries from investors are dealt with timely.

Currently, investors can access the Company's information through the website of the Stock Exchange and the Company's websites at www.irasia.com/listco/hk/chengtong and <http://www.hk217.com>.

投資者關係

根據上市規則，所有股東大會的決議案均以票選形式進行。

投票之結果會在相關股東大會舉行當天登載於聯交所及本公司網站。

本公司股東大會為股東與董事會之間提供了一個溝通的平台。董事會主席、審核委員會主席、薪酬委員會主席及提名委員會主席均會出席股東大會，如彼等缺席，則由董事會或個別委員會及(倘適用)獨立董事委員會之其他成員在股東大會上解答提問。

於本年度內，本公司共舉行一次股東大會(即於二零二一年六月二十五日舉行的股東週年大會)。董事有關於本年度舉行之股東大會之出席記錄如下：

本公司會繼續加強與其股東及投資者之間的溝通和關係，以使彼等得悉本公司之最新發展。投資者之查詢亦會盡快獲得解答。

目前，投資者可以透過聯交所網站及本公司網站www.irasia.com/listco/hk/chengtong及<http://www.hk217.com>閱覽本公司之資料。

SHAREHOLDERS' RIGHTS

(1) Procedures for Shareholders to Convene an Extraordinary General Meeting ("EGM")

In accordance with sections 566 to 568 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("**Companies Ordinance**"), shareholder(s) of the Company representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings of the Company may require the Directors to convene an EGM. The written requisition must state the general nature of the business to be dealt with at the EGM and must be signed by the shareholder(s) concerned and deposited at the principal office of the Company for the attention of the company secretary in hard copy form or sent to the Company in electronic form. The requisition may consist of several documents in like form, each signed by one or more of the shareholders concerned.

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

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

(2) Shareholders' Enquiries

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

股東權利

(1) 股東召開股東特別大會(「股東特別大會」)的程序

根據香港法例第622章《公司條例》(「《公司條例》」)第566至第568條，在全體有權於本公司股東大會上表決的股東的總表決權中佔至少5%的本公司股東，可要求董事召開股東特別大會。該書面請求必須述明於股東特別大會上將予處理事項的一般性質，並由有關的股東簽署，以印刷文本方式存放於本公司的主要辦事處，並註明致公司秘書，或以電子形式發送至本公司。請求書可包含數份同樣格式的文件，而每份文件均由一名或多於一名有關的股東簽署。

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

由股東召開的股東特別大會，須盡可能以接近董事召開股東大會的方式召開。

(2) 股東查詢

股東可寄信件至本公司股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，或訪問https://www.computershare.com/hk/zh/online_feedback，查詢其股權資料。股東如有其他查詢可將信件寄至本公司位於香港灣仔港灣道18號中環廣場64樓6406室的主要辦事處或發送電子郵件至public@hk217.com，聯繫本公司公司秘書部或公司秘書。

Corporate Governance Report

企業管治報告

(3) Procedures for Putting Forward Resolutions at the AGM

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

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

(3) 在股東週年大會上提出議案的程序

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

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

CONSTITUTIONAL DOCUMENTS

The Company has not amended its constitutional documents during the Year.

憲章文件

於本年度內，本公司並無修訂其憲章文件。

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

PRINCIPAL BUSINESS

The principal business of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 17 to the financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the Year are set out in the consolidated income statement on page 70 of this annual report.

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

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

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

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

董事茲提呈本公司本年度之年度報告及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。其主要附屬公司之主要業務載於財務報表附註17。

業績及股息

本集團本年度之業績載於本年度報告第70頁之綜合收益表中。

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

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

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

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

Directors' Report 董事會報告

After considering the Dividend Policy, the Directors have resolved to recommend the payment of a final dividend of HK0.54 cent per ordinary share of the Company in respect of the Year (2020: HK0.9 cent per ordinary share) subject to the approval of the shareholders at the forthcoming AGM of the Company. The total amount of final dividend is expected to be approximately HK\$32.21 million and to be paid on Friday, 29 July 2022. Further details of the final dividend are set out in the sub-section headed "RESULTS AND DIVIDEND" in the section headed "Management Discussion and Analysis" in this annual report.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of the movements in property, plant and equipment and investment properties for the Year are set out in notes 15 and 16 to the financial statements respectively.

SHARE CAPITAL

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

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

DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Group for the Year are set out in the consolidated statement of changes in equity on pages 74 to 75 of this annual report.

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

As at 31 December 2021, the Company had approximately HK\$172,378,000 distributable reserves as calculated under sections 291, 297 and 299 of the Companies Ordinance (as at 31 December 2020: HK\$178,591,000).

DONATIONS

The Group's donation for charitable purpose during the Year was approximately HK\$274,000 (2020: HK\$239,000).

經考慮股息政策後，董事已議決建議派付本年度末期股息本公司每股普通股0.54港仙(二零二零年：每股普通股0.9港仙)，惟須待股東於本公司應屆股東週年大會上批准方告作實。末期股息預期共約為港幣3,221萬元並於二零二二年七月二十九日(星期五)派付。有關末期股息的進一步詳情載於本年報「管理層討論及分析」一節「業績及股息」小節。

物業、廠房及設備以及投資物業

物業、廠房及設備以及投資物業於本年度之變動詳情分別載於財務報表附註15及16。

股本

本公司股本之詳情載於財務報表附註33。

本公司或其任何附屬公司於本年度內概無購買、出售或贖回本公司任何上市證券。

可供分派儲備

本集團於本年度內的儲備變動詳情載於本年度報告第74頁至75頁之綜合權益變動表。

本公司於本年度內的儲備變動詳情載於財務報表附註35。

於二零二一年十二月三十一日，按《公司條例》第291、297及299條計算，本公司可供分派儲備約港幣172,378,000元(於二零二零年十二月三十一日：港幣178,591,000元)。

捐款

於本年度內，本集團就慈善目的所作的捐款約港幣274,000元(二零二零年：港幣239,000元)。

BUSINESS REVIEW

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

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

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

Major Risks and Uncertainties

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

I. Leasing

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

II. Bulk Commodity Trade

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

業務回顧

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

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

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

主要風險及不確定因素

本集團的業績及業務營運或受多項因素影響，主要風險及不確定性概述如下：

一. 租賃

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

二. 大宗商品貿易

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

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III. Property Development and Investment

"CCT-Champs-Elysees" is the remaining property development project held by the Group during the Year. "CCT-Champs-Elysees" is located in Zhucheng City, Shandong Province, the PRC and possesses a good brand image with stable sales. As the Group is phasing out from its existing property development project, the overall risks associated with the business are not significant.

IV. Marine Recreation Services and Hotel

The operation of the marine recreation services and hotel business is subject to the environmental protection policies, weather conditions and public hygiene condition. Adverse weather conditions may affect the number of business days and the profitability of tourism activities. As the COVID-19 epidemic has become under control during the Year, the number of tourists grew steadily. Though operation remains a challenge, the Group will optimise the tourism projects and related facilities from time to time according to the actual market conditions and intensify its marketing efforts to maintain the market competitiveness of its marine recreation services and hotel business.

V. Economy

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

三. 物業發展及投資

本集團於本年度持有的物業發展項目餘下「誠通香榭里」。「誠通香榭里」位於中國山東省諸城市，具備良好品牌形象，銷售穩定。隨著本集團逐漸退出現有物業發展項目，相關業務整體風險不高。

四. 海上旅遊服務和酒店

海上旅遊服務和酒店業務的經營受環保政策、天氣及公共衛生狀況影響。惡劣天氣狀況將可能影響旅遊活動的營運天數及盈利狀況。隨著新冠疫情於本年度得到控制，遊客人數穩步增長。儘管營運仍充滿挑戰，本集團將不時根據市場實際情況及時優化旅遊項目及配套等，加大營銷力度以保持其海上旅遊服務和酒店的市場競爭力。

五. 經濟

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

Compliance with Laws and Regulations

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

I. Leasing

During the Year and up to the date of this directors' report, the Group has been in compliance in all material respects with the laws and regulations in the PRC that have a significant impact on its finance leasing business, including the Civil Code of the People's Republic of China (Order No.45 of the President of the People's Republic of China) (《中華人民共和國民法典》(中華人民共和國主席令第45號)) ("PRC Civil Code"), the Contract Law of the People's Republic of China (Order No. 15 of the President of the People's Republic of China) (《中華人民共和國合同法》(中華人民共和國主席令第15號)) ("PRC Contract Law"), the Interpretations of the Supreme People's Court on Issues relating to the Application of Laws in the Trial of Disputes over Finance Lease (Court Interpretation 2020 No. 17) (《最高人民法院關於審理融資租賃合同糾紛案件適用法律問題的解釋》(法釋2020 17號)), and judicial interpretations, other regulations, local regulations and regulatory documents issued or promulgated according to or in relation to these laws and regulations. These laws and regulations aim to protect the legitimate rights and interests of the contractual parties, maintain social and economic order, guide the business activities of the finance leasing industry, promote the economic development of the finance leasing services, and guide the judicial authorities on hearing the contractual disputes in respect of finance leasing.

II. Bulk Commodity Trade

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

遵守法律及規例

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

一. 租賃

於本年度內及截至本董事會報告日期，本集團已於所有重大方面遵守對其融資租賃業務具有重大影響的中國法律及法規，包括：《中華人民共和國民法典》(中華人民共和國主席令第45號)(「中國民法典」)、《中華人民共和國合同法》(中華人民共和國主席令第15號)(「中國合同法」)、《最高人民法院關於審理融資租賃合同糾紛案件適用法律問題的解釋》(法釋2020 17號)以及根據或有關該等法律法規所發出或頒佈的司法解釋、其他規章、地方性法規、規範性文件，該等法律及法規旨在保護合同當事人的合法權益，維護社會經濟秩序，指導融資租賃行業的經濟活動，促進融資租賃服務經濟發展，以及指引司法機關審理融資租賃合同糾紛。

二. 大宗商品貿易

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

Directors' Report

董事會報告

III. Property Development and Investment

During the Year and up to the date of this directors' report, the Group has been in compliance in all material respects with the laws and regulations in the PRC that have a significant impact on its property development and investment businesses, including the Law on the Administration of Urban Real Estate of the People's Republic of China (Order No. 32 of the President of the People's Republic of China) (《中華人民共和國城市房地產管理法》(中華人民共和國主席令第32號)), the Law on Land Administration of the People's Republic of China (Order No. 32 of the President of the People's Republic of China) (《中華人民共和國土地管理法》(中華人民共和國主席令第32號)), the Law on Urban and Rural Planning of the People's Republic of China (Order No. 29 of the President of the People's Republic of China) (《中華人民共和國城鄉規劃法》(中華人民共和國主席令第29號)), the Administrative Regulations on Development and Operation of Urban Real Estate (Order No. 710 of the State Council of the People's Republic of China) (《城市房地產開發經營管理條例》(中華人民共和國國務院令第710號)), and judicial interpretations, other regulations, local regulations and regulatory documents issued or promulgated according to or in relation to these laws and regulations. These laws and regulations aim to strengthen the management of urban real estate, maintain the order of real estate market, protect the legitimate rights and interests of the parties interested in the real estate, and regulate the infrastructure and housing construction on the state-owned land within the urban planning area as well as the transfer of real estate development projects or the sale or leasing of commercial flats conducted by real estate development enterprises.

IV. Marine Recreation Services and Hotel

The Group is also engaged in marine recreation services and hotel business in Hainan Province, the PRC. During the Year and up to the date of this directors' report, the Group has been in compliance in all material respects with the laws and regulations in the PRC that have a significant impact on its marine recreation services and hotel business, including the Tourism Law of the People's Republic of China (Order No. 16 of the President of the People's Republic of China) (《中華人民共和國旅遊法》(中華人民共和國主席令第16號)), the Law on Maritime Traffic Safety of the People's Republic of China (Order No. 57 of the President of the People's Republic of China) (《中華人民共和國海上交通安全法》(中華人民共和國主席令第57號)), the Administrative Measures for Public Security in the Hotel Industry (Order No. 588 of the State Council of the People's Republic of China) (《旅館業治安管理辦法》(中華人民共和國國務院令第588號)), and judicial interpretations, other regulations, local regulations and regulatory documents issued or promulgated according to or in relation to these laws and regulations. These laws and regulations aim to protect the legitimate rights and interests of the tourists and the operators of the travelling activities, maintain the order of the tourism market, and specify the rules governing operators of the hotel industry, vessels, seamen and operators that sail, berth and operate in coastal area of the PRC, and the relevant supervision and management system and the standards of punishment.

三. 物業發展及投資

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

四. 海上旅遊服務和酒店

本集團亦於中國海南省從事海上旅遊服務和酒店。於本年度內及截至本董事會報告日期，本集團已於所有重大方面遵守對其海上旅遊業務和酒店具有重大影響的中國法律及法規，包括：《中華人民共和國旅遊法》(中華人民共和國主席令第16號)、《中華人民共和國海上交通安全法》(中華人民共和國主席令第57號)、《旅館業治安管理辦法》(中華人民共和國國務院令第588號)以及根據或有關該等法律法規所發出或頒佈的司法解釋、其他規章、地方性法規、規範性文件，該等法律法規主要旨在保護旅遊者和旅遊活動經營者的合法權益、維護旅遊業市場秩序，並明確說明旅館業的經營人、在中國沿海水域航行、停泊和作業的船舶、人員和經營人須遵守的規則，以及相關監督管理制度和處罰標準。

The Group has established various management systems to ensure the compliance with laws and regulations applicable to the Group's businesses and operations through measures such as internal control and staff training. As at 31 December 2021 and the date of this directors' report, no material breach of laws and regulations that has a material impact on the Group's business and operation during the Year was noted by the Group.

Environmental Policies and Performance

The Group is fully aware of the impact of environmental factors on its long-term development and therefore has actively formulated various corporate development strategies related to energy conservation and environmental protection. During the Year, the Group established a working group to prioritise and monitor significant matters relating to environmental, social and governance ("ESG") issues and to develop, formulate and implement environmental management policies and measures, such as water and electricity conservation, wastewater treatment and reduction of air pollutants and waste emissions corresponding to different business areas, so as to minimise the negative impact on the environment during the business operation and commit to implementing sustainable development.

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

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

Key Relationship with Customers and Suppliers

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

本集團已建立各項管理制度，並通過內部監控、員工培訓等多項措施，確保遵守與本集團業務及營運相關的法律及法規。截至二零二一年十二月三十一日及本董事會報告日期，本集團並不知悉本年度有違反對本集團的業務及營運造成重大影響的任何法律及法規的事項。

環境政策及表現

本集團深明環境因素對企業長遠發展的影響，因此積極制定與節能環保相關的企業發展策略。於本年度，本集團已成立一個工作小組，以優先考慮及監察有關環境、社會及管治（「環境、社會及管治」）問題的重大事宜，針對不同業務範疇，制定及執行相應的環境管理政策及措施，如節約水電、污水處理、減少空氣污染物和廢棄物排放等，以儘量減少業務營運中對環境產生的負面影響，致力踐行可持續發展。

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

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

與客戶及供應商的主要關係

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

Directors' Report 董事會報告

During the Year, the aggregate amount of turnover attributable to the five largest customers represented approximately 55% of the Group's total turnover and they were from the bulk commodity trade business. Sales to largest customer accounted for approximately 31% of the Group's total turnover. One of the five largest customers commenced trading with the Group since the year 2020 and the remaining four commenced trading with the Group during the Year. The Directors consider that there is no significant risk associated with reliance on major customers given the size and the high fragmentation of the bulk commodity trade market. During the Year, 0-30 days' credit period was granted to customers of bulk commodity trade business (2020: 0-90 days). As at 31 December 2021, trade receivables of the Group was approximately HK\$30.06 million. The Directors are of the view that the amount can be fully recovered notwithstanding a loss allowance of approximately HK\$1,000 was made against the trade receivables. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are regularly reviewed by senior management.

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

During the Year, the aggregate amount of purchases (which means the amount of purchases included in the costs of sale but does not include purchases of items which are of a capital nature) attributable to the five largest suppliers represented approximately 51% of the Group's total purchases. Purchases from the largest supplier accounted for approximately 20% of the Group's total purchases. The five largest suppliers came from the bulk commodity trade business and they have established trading relationship with the Group for a period ranging from 1 to 2 years. As at 31 December 2021, trade payables of the Group was approximately HK\$1.30 million, which will be due within one year. The Group has established a supplier evaluation system with standardised tender and bidding procedures for the selection of suppliers. The Directors consider that there is no significant risk associated with reliance on major suppliers.

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

Human Resources and Emolument Policy

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

於本年度，五大客戶合共所佔之營業額佔本集團營業總額約55%，彼等均來自大宗商品貿易業務，其中最大客戶之銷售額佔本集團營業總額約31%。五大客戶其中一位自二零二零年起與本集團展開貿易，餘下四位於本年度起與本集團展開貿易。鑑於大宗商品貿易市場之規模及高度碎片化，董事認為本集團沒有與依賴主要客戶相關的重大風險。於本年度，本集團給予大宗商品貿易業務客戶0-30天除賬期(二零二零年：0-90天)。截至二零二一年十二月三十一日，本集團的貿易應收款項為約港幣3,006萬元，儘管已為貿易應收款項計提約港幣1,000元虧損撥備，董事認為該等款項均可全數收回。本集團將對未償還應收款項保持嚴格控制，高級管理層亦定期審閱逾期款項。

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

於本年度，五大供應商合共所佔之採購額(指計入銷售成本之採購額，但不包括資本性質之採購項目)佔本集團採購總額約51%。最大供應商之採購額佔本集團採購總額約20%。該五大供應商來自大宗商品貿易業務，並已與本集團建立貿易關係，年期介乎一至兩年。截至二零二一年十二月三十一日，本集團的貿易應付款項為約港幣130萬元，並將於一年內到期。本集團設有供應商評估制度，以標準化的招標及投標流程甄選供應商。董事認為本集團沒有依賴主要供應商的相關重大風險。

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

人力資源及薪酬政策

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

As at 31 December 2021, the Group employed a total of 278 employees (as at 31 December 2020: 288), of which 11 (as at 31 December 2020: 12) were based in Hong Kong and 267 (as at 31 December 2020: 276) were based in the PRC. During the Year, the total staff costs of the Group (including directors' emoluments and provident funds) were approximately HK70.06million. Employee's remunerations are determined in accordance with their experiences, competence, qualifications, nature of duties, and current market trend. Apart from basic salary, discretionary bonus and other incentives are offered to employees of the Group to reward their performance and contributions. The emoluments of the Directors are determined having regard to the Company's corporate goals, the individual performance of the Directors and their role and position (if any) in the group members of CCHG, the ultimate holding company of the Company.

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

DIRECTORS

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

Executive Directors

Mr. ZHANG Bin (*Chairman*)
Mr. YANG Tianzhou (*Managing Director*)
Mr. WANG Tianlin (*resigned on 3 December 2021*)
Mr. LI Shufang (*resigned on 9 September 2021*)

The Board expresses its sincere gratitude to the resigned Directors for their past participation in the Board.

Independent Non-executive Directors

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

The biographies of the Directors are set out on pages 26 to 28 of this annual report.

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

於二零二一年十二月三十一日，本集團共僱用278名僱員(於二零二零年十二月三十一日：288名)，其中11名(於二零二零年十二月三十一日：12名)受僱於香港，267名(於二零二零年十二月三十一日：276名)受僱於中國。於本年度，本集團之員工成本總額(包括董事酬金及強積金)約為港幣7,006萬元。員工薪酬乃根據彼等經驗、技能、資格、職責性質及當前市場趨勢釐定。除基本薪酬外，本集團向僱員發放酌情花紅等獎勵以表揚彼等之表現及貢獻。本公司董事之薪酬經參考本公司企業目標、個別董事之表現及彼等於誠通控股(本公司之最終控股公司)之集團成員公司之角色及職位(如有)釐定。

本公司採納一項購股權計劃(「購股權計劃」)，據此可向本集團董事及合資格僱員授出購股權以認購本公司股份。本公司亦已採納一項股份獎勵計劃(「股份獎勵計劃」)，據此，經董事會批准，可向經甄選的本集團僱員及董事授出本公司股份，作為認同彼等的貢獻並予以獎勵之措施，以留聘彼等為本集團之持續經營及發展以及吸引合適人才為本集團之成長及進一步發展效力。有關購股權計劃及股份獎勵計劃的詳細資料載於本董事會報告標題為「股票掛鈎協議」一節。

董事

於本年度期間及截至本董事會報告日期之董事如下：

執行董事

張 斌先生(主席)
楊田洲先生(董事總經理)
王天霖先生(於二零二一年十二月三日辭任)
李舒放先生(於二零二一年九月九日辭任)

董事會謹此對辭任董事過往參與董事會工作表示摯誠謝意。

獨立非執行董事

常 清教授
李萬全先生
何 佳教授

董事履歷載於本年度報告第26頁至28頁。

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

Directors' Report 董事會報告

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

During the Year, the executive Directors (including resigned executive Directors), namely Mr. Zhang Bin, Mr. Yang Tianzhou, Mr. Wang Tianlin and Mr. Li Shufang have waived their directors' emoluments of approximately HK\$180,000, HK\$120,000, HK\$120,000 and HK\$120,000 respectively. For further details, please refer to note 11(a) to the financial statements.

DIRECTORS OF SUBSIDIARIES

During the Year, the directors of the Company's subsidiaries incorporated in Hong Kong and British Virgin Islands included Zhang Bin, Yang Tianzhou, Wang Tianlin, Li Shufang, Cui Lixia, Yu Xiongwei, Qi Hang, Yao Yanli, Li Rui, Liu Wendong, Zhang Yongqing and Chan Siu Kay. As at the date of this directors' report, the directors of the Company's subsidiaries incorporated in Hong Kong and British Virgin Islands included Yang Tianzhou, Cui Lixia, Yu Xiongwei, Zhang Chuanyi, Ma Nan, Qi Hang, Yao Yanli, Li Rui and Liu Wendong.

During the Year, the directors of the Company's PRC subsidiaries included Zhang Bin, Yang Tianzhou, Wang Tianlin, Li Shufang, Yu Xiongwei, Zhang Chuanyi, Li Rui, Yan Ling, Jiang Wenjie and Huang Maozhu. Save for Li Shufang who has resigned from his directorship in all the PRC subsidiaries after the end of the Year, all the above persons remained as the directors of the Company's PRC subsidiaries as at the date of this directors' report.

PERMITTED INDEMNITY PROVISION

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

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

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

COMPETING INTEREST

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

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

於本年度期間，執行董事(包括已辭任執行董事)：即張斌先生、楊田洲先生、王天霖先生及李舒放先生，已放棄董事酬金分別約港幣180,000元、港幣120,000元、港幣120,000元及港幣120,000元。更多詳情，請參閱財務報表附註11(a)。

附屬公司的董事

於本年度，在香港及英屬維爾京群島註冊成立的本公司附屬公司的董事包括張斌、楊田洲、王天霖、李舒放、崔麗霞、俞雄偉、齊航、姚艷麗、李銳、劉文東、張永青及陳紹基。截至本董事會報告日期，在香港及英屬維爾京群島註冊成立的本公司附屬公司的董事包括楊田洲、崔麗霞、俞雄偉、張傳義、馬南、齊航、姚艷麗、李銳及劉文東。

於本年度，本公司中國附屬公司的董事包括張斌、楊田洲、王天霖、李舒放、俞雄偉、張傳義、李銳、閻寧、姜文傑及黃茂祝。除李舒放於本年度結束後辭去其在所有中國附屬公司的董事職務外，上述人士於本董事會報告日仍擔任本公司中國附屬公司的董事。

獲准許的彌償條文

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

董事之交易、安排及合約權益

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

競爭權益

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

MANAGEMENT CONTRACTS

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

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

As at 31 December 2021, the Directors and chief executive of the Company who had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code are as follows:

Long Position

Name of Director	Interest in the Company or its associated corporation	Nature of interest	Class of shares	Number of shares	Approximate percentage of issued share capital
董事姓名	於本公司或其相聯法團的權益	權益性質	股份類別	股份數目	約佔已發行股本百分比
Zhang Bin 張斌	The Company 本公司	Beneficial owner 實益擁有人	Ordinary 普通	314,642	0.01%

Apart from the foregoing, as at 31 December 2021, none of the Directors or the chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

管理合約

本年度內概無訂立或存在與本公司全部或任何重大部分業務有關的管理及行政合約。

董事及行政總裁持有股份、相關股份及債券之權益及淡倉

於二零二一年十二月三十一日，本公司董事及主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券擁有根據證券及期貨條例第352條須予存置之登記冊記錄；或根據標準守則已另行知會本公司及聯交所之權益或淡倉如下：

好倉

除上文所披露者外，於二零二一年十二月三十一日，概無本公司董事或主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有任何須記錄於根據證券及期貨條例第352條須存置之登記冊內之權益或淡倉，或根據標準守則已另行知會本公司及聯交所之權益或淡倉。

Directors' Report

董事會報告

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

As at 31 December 2021, the following persons, other than a Director or chief executive of the Company, had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long Position

Name of shareholder 股東名稱	Nature of interest 權益性質	Class of shares 股份類別	Number of shares 股份數目	Approximate percentage of issued share capital of the Company 已發行股本百分比 約佔本公司
World Gain Holdings Limited ("World Gain")	Beneficial owner (Note) 實益擁有人(附註)	Ordinary 普通	3,169,656,217	53.14%
CCHK 誠通香港	Interest in controlled corporation (Note) 受控制法團權益(附註)	Ordinary 普通	3,169,656,217	53.14%
CCHG 誠通控股	Interest in controlled corporation (Note) 受控制法團權益(附註)	Ordinary 普通	3,169,656,217	53.14%

Note: The entire issued share capital of World Gain is beneficially owned by CCHK, which is in turn wholly-owned by CCHG. Both CCHK and CCHG are deemed to be interested in all the shares of the Company held by World Gain under the SFO.

Save as disclosed above, as at 31 December 2021, no other person, other than a Director or chief executive of the Company, had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

主要股東持有股份及相關股份之權益及淡倉

於二零二一年十二月三十一日，根據本公司按照證券及期貨條例第336條或須存置之主要股東登記冊記錄，以下人士(本公司董事或行政總裁除外)於本公司股份或相關股份中擁有權益或淡倉：

好倉

附註：World Gain之全部已發行股本由誠通香港實益擁有，而誠通香港則由誠通控股全資擁有。根據證券及期貨條例，誠通香港及誠通控股均被視為於World Gain持有之所有本公司股份中擁有權益。

除上文所披露外，於二零二一年十二月三十一日，概無任何其他人士(本公司董事或行政總裁除外)於本公司的股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊的權益或淡倉。

EQUITY-LINKED AGREEMENTS

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

Share Option Scheme

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

Eligible participants of the Share Option Scheme include (a) any employee (whether full time or part time, including any executive director but excluding any non-executive director) of, or any individual for the time being seconded to work for, the Company, any subsidiary or any entity in which any member of the Group holds any equity interest (“**Invested Entity**”) or any employee or officer of the controlling shareholder of the Company; (b) any non-executive director (including independent non-executive directors) of the Company, any subsidiary of the Company or any Invested Entity; (c) any suppliers of goods or services to any member of the Group or any Invested Entity; (d) any customer of the Group or any Invested Entity; (e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued or proposed to be issued by any member of the Group or any Invested Entity; (g) any adviser (professional or otherwise) or consultant to the Group relating to any area of business or business development of any member of the Group or any Invested Entity; and (h) any joint venture or business partner of the Group who have contributed or may contribute to the development and growth of the Group.

Ordinary shares of the Company may be allotted and issued upon the exercise of the options granted under the Share Option Scheme. The total number of shares of the Company which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares of the Company in issue as at the date on which the Share Option Scheme was adopted, which was 484,073,477 ordinary shares, representing approximately 8.12% of the issued share capital of the Company as at the date of this annual report. The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the issued share capital of the Company (or the subsidiaries) from time to time.

股票掛鈎協議

本公司於本年度內訂立或於本年度末有效的股票掛鈎協議詳情載列如下：

購股權計劃

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

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

在行使根據購股權計劃授出之購股權後，本公司普通股可被配發及發行。所有根據購股權計劃及本集團任何其他購股權計劃，將授出的購股權獲行使後可供配發及發行的本公司股份總數合共不得超過本公司於購股權計劃獲採納當日已發行股份10%，即是484,073,477股普通股，佔本公司於本年度報告日期已發行股本約8.12%。根據購股權計劃及本集團任何其他購股權計劃所有已授出而尚未行使的未兌現購股權獲行使後可供配發及發行的股份最大數額不得超過本公司(或附屬公司)不時發行的已發行股本總額的30%。

Directors' Report 董事會報告

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

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

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

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

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

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

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

Share Award Scheme

The Company adopted the Share Award Scheme which became effective on 1 July 2017, for a term of five years. The purpose of the Share Award Scheme is to provide a means to (i) recognise the contributions by certain full-time employees and directors (including executive directors, non-executive directors and independent non-executive directors) of the Group selected by the Board for participation in the Share Award Scheme (collectively, the "Selected Employees") and to give incentives to them for the continual operation and development of the Group; and (ii) attract suitable personnel for the growth and further development of the Group.

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

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

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

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

有關購股權計劃的更多詳情，請參閱本公司日期為二零一三年五月二十八日的通函。

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

*附註：*根據二零一四年三月三日生效的《公司條例》，本公司股份已不再有賬面值。

股份獎勵計劃

本公司已採納股份獎勵計劃，並於二零一七年七月一日生效，為期五年。股份獎勵計劃的目的旨在提供方法以(i)表揚董事會選定的參與股份獎勵計劃的本集團若干全職僱員及董事(包括執行董事、非執行董事及獨立非執行董事)(統稱「經甄選僱員」)的貢獻並給予他們獎勵以促進本集團持續經營及發展；及(ii)吸引合適人才為本集團成長及進一步發展效力。

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

The Board shall not make any further award which will result in the total number of shares awarded by the Board under the Share Award Scheme representing in excess of 1% of the issued shares of the Company as at 1 July 2017 (being 58,087,347 shares, representing approximately 0.97% of the issued shares of the Company as at the date of this annual report) unless the Board otherwise decides.

During the Year, no share was purchased by the trustee for the purpose of the Share Award Scheme and no award of share was granted under the Share Award Scheme. As at 31 December 2021, the trustee held 11,750,000 shares for the purpose of the Share Award Scheme.

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

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

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

除董事會另行決定者外，董事會不得作出將會導致董事會根據股份獎勵計劃所獎勵股份總數超過於二零一七年七月一日已發行本公司股份之1% (即58,087,347股股份，佔於本年度報告日期已發行本公司股份約0.97%)的任何進一步獎勵。

於本年度內，受託人並無就股份獎勵計劃購買任何股份，且概無根據股份獎勵計劃授出股份獎勵。於二零二一年十二月三十一日，就股份獎勵計劃而言，受託人持有11,750,000股股份。

有關股份獎勵計劃的進一步詳情，請參閱財務報表附註34(b)。

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

Directors' Report

董事會報告

CONNECTED TRANSACTIONS

Connected Transactions

- (1) On 9 February 2021, 海南寰島酒店旅遊投資有限公司 (unofficial English translation being Hainan Huandao Hotel and Travel Investment Co., Limited) ("**Huandao Hotel Investment**"), a wholly-owned subsidiary of the Company, entered into a loan agreement with 海南寰島實業發展有限公司 (unofficial English translation being Hainan Huandao Industrial Development Limited) ("**Huandao Industrial**"), pursuant to which Huandao Hotel Investment agreed to provide a loan in the principal amount of RMB10,000,000 to Huandao Industrial for a term of 18 months at an interest rate of 6% per annum ("**Loan Arrangement I**"). Huandao Industrial is a company established in the PRC and an indirect wholly-owned subsidiary of CCHG, the ultimate holding company of the Company, and is therefore a connected person of the Company and the Loan Arrangement I constituted a connected transaction for the Company under the Listing Rules. Further details of the Loan Arrangement I are set out in the announcement of the Company dated 9 February 2021.
- (2) On 3 September 2020, Huandao Hotel Investment, as lender, entered into a loan agreement with 中國寰島集團有限公司 (unofficial English translation being China Huandao Group Limited) ("**China Huandao Group**"), as borrower, pursuant to which Huandao Hotel Investment agreed to provide a loan in the principal amount of RMB30,000,000 to China Huandao Group for a term of one year from 3 September 2020 to 2 September 2021. On 3 September 2021, Huandao Hotel Investment and China Huandao Group entered into a loan extension agreement to extend the term of the loan for two years to 2 September 2023 ("**Loan Arrangement II**"). The interest rate for the loan is 8% per annum. China Huandao Group is a company established in the PRC and a wholly-owned subsidiary of CCHG, the ultimate holding company of the Company, and is therefore a connected person of the Company and the Loan Arrangement II constituted a connected transaction for the Company under the Listing Rules. Further details of the Loan Arrangement II are set out in the announcements of the Company dated 3 September 2020 and 2 September 2021.

The Directors confirm that the related party transactions during the Year as disclosed in notes 37(a) to the financial statements fall under the definition of "connected transaction" or "continuing connected transaction" (as the case may be) in Chapter 14A of the Listing Rules. The Directors confirm that the Company has, where applicable, complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

關連交易

關連交易

- (1) 於二零二一年二月九日，本公司全資附屬公司海南寰島酒店旅遊投資有限公司（「寰島酒店投資」）與海南寰島實業發展有限公司（「寰島實業」）訂立貸款協議，據此，寰島酒店投資同意向寰島實業提供本金額為人民幣10,000,000元的貸款，為期18個月，年利率為6%（「貸款安排I」）。寰島實業為一間於中國成立的公司，乃本公司最終控股公司誠通控股的間接全資附屬公司，故為本公司關連人士，根據上市規則，貸款安排I構成本公司的關連交易。貸款安排I進一步詳情載列於本公司日期為二零二一年二月九日的公告。
- (2) 於二零二零年九月三日，寰島酒店投資（作為貸款人）與中國寰島集團有限公司（「中國寰島集團」，作為借款人）訂立貸款協議，據此，寰島酒店投資同意向中國寰島集團提供本金額為人民幣30,000,000元的貸款，自二零二零年九月三日起至二零二一年九月二日止為期一年。於二零二一年九月三日，寰島酒店投資與中國寰島集團訂立貸款延期協議，將貸款期限延長兩年，至二零二三年九月二日（「貸款安排II」），貸款年利率為8%。中國寰島集團為一間於中國成立的公司，乃本公司最終控股公司誠通控股的全資附屬公司，故為本公司關連人士，根據上市規則，貸款安排II構成本公司的關連交易。貸款安排II進一步詳情分別載列於本公司日期為二零二零年九月三日及二零二一年九月二日的公告。

董事確認，於財務報表附註37(a)披露的本年度的關連方交易屬於上市規則第14A章內「關連交易」或「持續關連交易」（視情況而定）定義的範圍。董事確認本公司已遵守上市規則第14A章的披露規定（如適用）。

Directors' Report

董事會報告

The Directors confirm that the related party transactions during the Year as disclosed in notes 37(b) and 37(c) to the financial statements do not fall under the definition of “connected transaction” or “continuing connected transaction” (as the case may be) in Chapter 14A of the Listing Rules.

Save as disclosed above and in note 37(a) to the financial statements, (i) no contract of significance was entered into by, and/or subsisted between the Company or any of its subsidiaries with the controlling shareholder or any of its subsidiaries during the Year; and (ii) no contract of significance in relation to provision of services by the controlling shareholder or any of its subsidiaries to the Group was entered into and/or subsisted during the Year.

SUFFICIENCY OF PUBLIC FLOAT

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

FINANCIAL SUMMARY

A summary of the Group's results and its assets and liabilities for the Year and the past four financial years is set out on pages 191 to 192 of this annual report.

AUDITOR

The consolidated financial statements of the Company for the Year have been audited by BDO Limited.

A resolution will be proposed at the forthcoming AGM of the Company to re-appoint BDO Limited as auditor of the Company.

By order of the Board

Zhang Bin
Chairman

Hong Kong, 4 March 2022

董事確認，根據財務報表附註37(b)及37(c)披露的本年度的關連方交易不屬於上市規則第14A章內「關連交易」或「持續關連交易」(視情況而定)定義的範圍。

除上文及財務報表附註37(a)所披露者外，(i)於本年度本公司或其任何附屬公司與控股股東或其任何附屬公司之間概無訂立及／或存在任何重大合約；及(ii)概無有關由控股股東或其任何附屬公司向本集團提供服務的重大合約於本年度內訂立及／或仍然存續。

足夠公眾持股量

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

財務概要

本集團本年度及過去四個財政年度之業績以及其資產及負債之概要已載於本年度報告第191頁至192頁。

核數師

本年度之本公司綜合財務報表經香港立信德豪會計師事務所有限公司審核。

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

承董事會命

主席
張斌

香港，二零二二年三月四日



FINANCIAL STATEMENTS
財務報告

Independent Auditor's Report 獨立核數師報告



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TO THE MEMBERS OF CHINA CHENGTONG DEVELOPMENT GROUP LIMITED

(incorporated in Hong Kong with limited liability)

致中國誠通發展集團有限公司列位股東

(於香港註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of China Chengtong Development Group Limited (“**the Company**”) and its subsidiaries (together “**the Group**”) set out on pages 70 to 188, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated income statement, 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 2021 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the HKICPA’s “Code of Ethics for Professional Accountants” (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

意見

我們已審計中國誠通發展集團有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)載列於第70頁至188頁之綜合財務報表，該等綜合財務報表包括於二零二一年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表之附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則真實而公平地反映 貴集團於二零二一年十二月三十一日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例妥為編製。

意見之基礎

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期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及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Independent Auditor's Report

獨立核數師報告

Impairment assessment of finance lease receivables and loans receivable

Refer to note 22 to the consolidated financial statements and the accounting policies on note 4.9.

As at 31 December 2021, the Group had gross finance lease receivables and loans receivable of approximately HK\$5,878,090,000 and impairment loss allowance of approximately HK\$12,984,000.

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

Due to the significance of finance lease receivables and loans receivable to the consolidated financial statements as a whole and the use of judgement and estimates by management in assessing the recoverability of finance lease receivables and loans receivable, we considered this as a key audit matter.

Our response

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

- Obtaining an understanding of the Group's expected credit loss policy and methodology for impairment assessment;
- Reviewing the reasonableness of management's estimation in expected timing of collection and the credit quality of individual borrowers, including the background of the borrowers and their credit worthiness, collection history and value of collaterals; and
- Checking the accuracy of the ageing classification of the finance lease receivables and loans receivable balances on a sample basis.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

融資租賃應收款項及應收貸款之評估減值

請參閱綜合財務報表附註22及附註4.9內之會計政策。

於二零二一年十二月三十一日，貴集團之融資租賃應收款項及應收貸款總額約港幣5,878,090,000元及減值虧損撥備約港幣12,984,000元。

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

鑒於融資租賃應收款項及應收貸款整體上對綜合財務報表之重要性，加上管理層於評估融資租賃應收款項及應收貸款是否可收回時利用判斷及估計，我們認為此屬關鍵審計事項。

我們的回應

我們就管理層對融資租賃應收款項及應收貸款之減值評估進行之程序包括：

- 了解貴集團之預期信貸虧損政策及有關的減值評估方法；
- 檢討管理層對預期收款時間及個別借款人之信貸質素之估計(包括借款人之背景及信譽、收款紀錄及抵押品價值)是否合理；及
- 抽樣核實融資租賃應收款項及應收貸款結餘之賬齡分類是否準確。

本年度報告之其他信息

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

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

Independent Auditor's Report

獨立核數師報告

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.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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. This report is made solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

董事就綜合財務報表須承擔之責任

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

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

董事亦須負責監督 貴集團之財務報告過程。審核委員會就此協助董事履行彼等之職責。

核數師就審核綜合財務報表須承擔之責任

我們之目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致之重大錯誤陳述，並發出載有我們意見之核數師報告。根據香港公司條例第405條，此報告僅向 閣下(作為整體)作出，不作其他用途。我們概不就本報告之內容對任何其他人士負責或承擔任何責任。

合理確定屬高層次之核證，惟根據香港審計準則進行之審計工作不能保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

Independent Auditor's Report 獨立核數師報告

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 - evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
 - conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - 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.
- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險、設計及執行審計程序以應對該等風險，以及獲取充足及適當之審計憑證，作為我們的意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控之情況，因此未能發現因欺詐而導致之重大錯誤陳述風險高於未能發現因錯誤而導致之重大錯誤陳述風險。
 - 了解與審計相關之內部監控，以設計適當之審計程序，但目的並非對 貴集團內部監控之有效性發表意見。
 - 評估董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。
 - 對董事採用持續經營會計基礎之恰當性作出結論，並根據所獲取之審計憑證，確定是否存在與可能導致對 貴集團之持續經營能力產生重大疑慮之事項或情況有關之重大不確定性。倘我們認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中之相關披露。倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期止所取得之審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
 - 評估綜合財務報表之整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
 - 就 貴集團內實體或業務活動之財務信息獲取充足及適當之審計憑證，以便對綜合財務報表發表意見。我們負責集團審計之方向、監督及執行。我們為審計意見承擔全部責任。

We communicate with 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.

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

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

Independent Auditor's Report 獨立核數師報告

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.

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.

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

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

BDO Limited

Certified Public Accountants

Wong Kwok Wai

Practising Certificate Number: P06047

Hong Kong, 4 March 2022

香港立信德豪會計師事務所有限公司

執業會計師

黃國偉

執業證書編號：P06047

香港，二零二二年三月四日

Consolidated Income Statement

綜合收益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Notes 附註	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Turnover	營業額	6	1,172,679	931,688
Costs of revenue	收益成本		(900,373)	(745,472)
Gross profit and net interest income	毛利及利息收入淨額		272,306	186,216
Other income	其他收入	7	29,088	70,038
Selling expenses	銷售費用		(15,943)	(23,534)
Administrative expenses	行政費用		(107,622)	(105,532)
Gain on disposal of subsidiaries	出售附屬公司之收益	36	-	50,229
Fair value loss on investment properties	投資物業之公平值虧損	16	(1,656)	(11,125)
Finance costs	融資成本	8	(6,361)	(8,212)
Profit before income tax	除所得稅前溢利		169,812	158,080
Income tax expense	所得稅開支	9	(64,120)	(37,119)
Profit for the year	年內溢利	10	105,692	120,961
Profit/(loss) for the year attributable to:	應佔年內溢利/(虧損)：			
Owners of the Company	本公司擁有人		104,222	121,372
Non-controlling interests	非控股權益		1,470	(411)
			105,692	120,961
Earnings per share	每股盈利	13		
- Basic and diluted	- 基本及攤薄		HK1.78 cents 港仙	HK2.09 cents 港仙

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Profit for the year	年內溢利	105,692	120,961
Other comprehensive income	其他全面收益		
Items that will not be reclassified subsequently to profit or loss:	其後將不可重新分類至損益之項目：		
Net change in fair value of equity investments at fair value through other comprehensive income	按公平值計入其他全面收益的權益投資的公平值淨變動	7,031	(71,811)
Revaluation surplus upon transfer of owner-occupied properties to investment properties	自用物業轉為投資物業時的重估盈餘	3,970	-
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Exchange differences arising on translation to presentation currency	折算呈列貨幣產生的匯兌差額	63,165	144,020
Exchange differences reclassified to profit or loss on disposal of subsidiaries	出售附屬公司時重新分類至損益的匯兌差額	-	5,209
Total comprehensive income for the year	年內全面收益總額	179,858	198,379
Total comprehensive income attributable to:	應佔全面收益總額：		
Owners of the Company	本公司擁有人	178,388	198,801
Non-controlling interests	非控股權益	1,470	(422)
		179,858	198,379

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2021 於二零二一年十二月三十一日

			2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
	Notes 附註			
ASSETS AND LIABILITIES		資產及負債		
Non-current assets		非流動資產		
Property, plant and equipment	15	物業、廠房及設備	307,371	344,673
Investment properties	16	投資物業	99,255	89,143
Deposits paid	18	已付按金	1,015	700
Finance lease receivables and loans receivable	22	融資租賃應收款項及應收貸款	3,911,695	1,438,325
Other financial assets	24	其他金融資產	11,658	11,200
Loan to a related party	23	授予一名關連方貸款	36,600	-
			4,367,594	1,884,041
Current assets		流動資產		
Properties held for sale	19	持作出售物業	130,438	180,364
Properties under development	19	發展中物業	143,793	90,325
Inventories	20	存貨	23,332	4,756
Trade and other receivables	21	貿易及其他應收款項	79,888	101,775
Finance lease receivables and loans receivable	22	融資租賃應收款項及應收貸款	1,953,411	634,378
Loan to a related party	23	授予一名關連方貸款	12,200	36,404
Other financial assets	24	其他金融資產	69,850	107,736
Taxation recoverable		可收回稅項	2,628	1,794
Pledged bank deposits	25	已抵押銀行存款	4,413	5,556
Bank balances and cash	25	銀行結存及現金	1,380,259	859,618
			3,800,212	2,022,706
Current liabilities		流動負債		
Trade and other payables	26	貿易及其他應付款項	373,265	349,524
Contract liabilities	27	合約負債	136,724	124,420
Lease liabilities	28	租賃負債	3,098	3,729
Taxation payable		應付稅項	35,622	31,318
Bank borrowings	29	銀行借貸	1,374,675	338,420
Asset-backed securities	30	資產支持證券	1,267,068	-
Unsecured other loan	31	無抵押其他貸款	600	600
Loan from a related party	23	來自一名關連方貸款	47,556	23,592
			3,238,608	871,603
Net current assets		流動資產淨值	561,604	1,151,103
Total assets less current liabilities		總資產減流動負債	4,929,198	3,035,144

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2021 於二零二一年十二月三十一日

			2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Non-current liabilities	非流動負債			
Bank borrowings	銀行借貸	29	67,100	-
Asset-backed securities	資產支持證券	30	1,665,539	-
Lease liabilities	租賃負債	28	-	3,311
Deferred tax liabilities	遞延稅項負債	32	54,857	46,564
			1,787,496	49,875
Net assets	資產淨值		3,141,702	2,985,269
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔之權益			
Share capital	股本	33	2,214,624	2,185,876
Reserves	儲備		919,979	793,764
			3,134,603	2,979,640
Non-controlling interests	非控股權益		7,099	5,629
Total equity	總權益		3,141,702	2,985,269

The consolidated financial statements on pages 70 to 188 were approved and authorised for issue by the board of directors on 4 March 2022 and are signed on its behalf by:

第70至188頁之綜合財務報表已於二零二二年三月四日由董事會批准及授權發行，並由以下董事代表董事會簽署：

Zhang Bin
張斌
Director
董事

Yang Tianzhou
楊田洲
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔之權益											
		Share capital	Capital reserve	Statutory reserve	Shares held for share award scheme	Employee share-based compensation reserve	Financial assets at fair value through other comprehensive income reserve	Other reserve	Exchange reserve	Accumulated profits	Total	Non-controlling interests	Total
		股本	資本儲備	法定儲備	為股份獎勵計劃持有之股份	以股份支付的僱員酬金儲備	按公平值計入其他全面收益之金融資產儲備	其他儲備	匯兌儲備	累計溢利	總計	非控股權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
			(note 35) (附註35)	(note 35) (附註35)	(note 35) (附註35)	(note 35) (附註35)		(note 35) (附註35)	(note 35) (附註35)				
At 31 December 2019	於二零一九年十二月三十一日	2,185,876	2,814	88,831	(6,494)	702	(61,757)	296	(196,660)	767,231	2,780,839	133,377	2,914,216
Profit/(loss) for the year	年內溢利/(虧損)	-	-	-	-	-	-	-	-	121,372	121,372	(411)	120,961
Other comprehensive income:	其他全面收益:												
Exchange differences arising on translation to presentation currency	折算呈列貨幣產生之匯兌差額	-	-	-	-	-	-	-	144,031	-	144,031	(11)	144,020
Exchange differences reclassified to profit or loss on disposal of subsidiaries (note 36)	出售附屬公司時重新分類至損益之匯兌差額 (附註36)	-	-	-	-	-	-	-	5,209	-	5,209	-	5,209
Net change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產之公平值淨變動	-	-	-	-	-	(71,811)	-	-	-	(71,811)	-	(71,811)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	(71,811)	-	149,240	121,372	198,801	(422)	198,379
Disposal of subsidiaries (note 36)	出售附屬公司(附註36)	-	-	(792)	-	-	-	(296)	-	1,088	-	(127,326)	(127,326)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	9,174	-	-	-	-	-	(9,174)	-	-	-
At 31 December 2020	於二零二零年十二月三十一日	2,185,876	2,814	97,213	(6,494)	702	(133,568)	-	(47,420)	880,517	2,979,640	5,629	2,985,269

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔之權益											
		Share capital	Capital reserve	Statutory reserve	Shares held for share award scheme	Employee share-based compensation reserve	Financial assets at fair value through other comprehensive income reserve	Revaluation reserve	Exchange reserve	Accumulated profits	Total	Non-controlling interests	Total
		股本	資本儲備	法定儲備	為股份獎勵計劃持有之股份	以股份支付的僱員酬金儲備	按公平值計入其他全面收益之金融資產之公平值淨變動	重估儲備	匯兌儲備	累計溢利	總計	非控股權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
			(note 35)	(note 35)	(note 35)	(note 35)	(note 35)	(note 35)	(note 35)				
			(附註35)	(附註35)	(附註35)	(附註35)	(附註35)	(附註35)	(附註35)				
At 31 December 2020	於二零二零年十二月三十一日	2,185,876	2,814	97,213	(6,494)	702	(133,568)	-	(47,420)	880,517	2,979,640	5,629	2,985,269
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	104,222	104,222	1,470	105,692
Other comprehensive income:	其他全面收益：												
Exchange differences arising on translation to presentation currency	折算呈列貨幣產生之匯兌差額	-	-	-	-	-	-	-	63,165	-	63,165	-	63,165
Net change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產之公平值淨變動	-	-	-	-	-	7,031	-	-	-	7,031	-	7,031
Revaluation surplus upon transfer of owner-occupied properties to investment properties, net of taxation	自用物業轉為投資物業時的重估盈餘，扣除稅項	-	-	-	-	-	-	3,970	-	-	3,970	-	3,970
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	7,031	3,970	63,165	104,222	178,388	1,470	179,858
Dividend paid	已付股息	-	-	-	-	-	-	-	-	(52,173)	(52,173)	-	(52,173)
Share issued as scrip dividends (notes 12 and 33)	以股代息發行股份(附註12及33)	28,748	-	-	-	-	-	-	-	-	28,748	-	28,748
Appropriation to statutory reserve	轉撥至法定儲備	-	-	13,203	-	-	-	-	-	(13,203)	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	2,214,624	2,814	110,416	(6,494)	702	(126,537)	3,970	15,745	919,363	3,134,603	7,099	3,141,702

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

	Notes 附註	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Cash flows from operating activities	經營活動產生之現金流量		
Profit before income tax	除所得稅前溢利	169,812	158,080
Adjustments for:	就以下項目調整：		
Interest income	利息收入	(15,431)	(23,129)
Interest expense	利息開支	64,209	7,777
Interest on lease liabilities	租賃負債利息	255	435
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	42,938	23,605
Fair value loss on investment properties	投資物業之公平值虧損	1,656	11,125
Fair value gain on other financial assets measured at fair value through profit or loss	按公平值計入損益的其他金融資產之公平值收益	(161)	(669)
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損/(收益)	5	(3,351)
Gain on disposal of investment properties	出售投資物業之收益	(360)	-
Gain on disposal of subsidiaries	出售附屬公司之收益	-	(50,229)
Impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損	-	19,012
Impairment loss on financial assets	金融資產之減值虧損	11,831	824
Operating profit before working capital changes	未計營運資金變動前經營溢利	274,754	143,480
(Increase)/decrease in properties under development	發展中物業(增加)/減少	(48,098)	56,795
Decrease/(increase) in properties held for sale	持作出售物業減少/(增加)	52,554	(126,756)
Increase in inventories	存貨增加	(18,468)	(403)
Decrease in trade and other receivables	貿易及其他應收款項減少	22,881	38,531
Increase in finance lease receivables and loans receivable	融資租賃應收款項及應收貸款增加	(3,693,575)	(821,871)
Increase in trade and other payables	貿易及其他應付款項增加	15,421	160,521
Increase/(decrease) in contract liabilities	合約負債增加/(減少)	9,302	(18,508)
Cash used in operations	經營業務所用之現金	(3,385,229)	(568,211)
Hong Kong profits tax paid	已支付之香港利得稅	(2,783)	-
PRC enterprise income tax paid	已支付之中國企業所得稅	(49,684)	(31,512)
PRC land appreciation tax paid	已支付之中國土地增值稅	(1,974)	(1,729)
Net cash used in operating activities	經營活動所用之現金淨額	(3,439,670)	(601,452)
Cash flows from investing activities	投資活動產生之現金流量		
Interest received	已收利息	15,431	25,135
Disposal of subsidiaries, net of cash disposed of	出售附屬公司，扣除出售之現金	-	319,109
Purchase of other financial assets	購買其他金融資產	-	(58,254)
Settlement of other financial assets	結算其他金融資產	45,267	429,686
Purchase of property, plant and equipment	購買物業、廠房及設備	(4,223)	(124,359)
Additions of investment property	添置投資物業	-	(239)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項	3	4,212
Proceeds from disposal of investment properties	出售投資物業的所得款項	2,069	-
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及設備已付的按金	(992)	(700)
Loan to a related party	授予一名關連方貸款	(12,000)	(33,600)
Settlement of loan to a related party	結算授予一名關連方貸款	710	33,600
Decrease/(increase) in pledged bank deposits	已抵押銀行存款減少/(增加)	1,251	(810)
Net cash generated from investing activities	投資活動產生之現金淨額	47,516	593,780

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Cash flows from financing activities	融資活動產生之現金流量		
Interest paid	已付利息	(57,641)	(10,027)
New bank loans raised	新籌集之銀行貸款	1,248,358	373,040
Repayment of bank loans	償還銀行貸款	(166,578)	(323,516)
Capital element of lease rentals paid	已付租金之資本部分	(3,986)	(4,011)
Interest element of lease rentals paid	已付租金之利息部分	(255)	(435)
Loan from a related party	來自一名關連方的貸款	23,280	69,064
Repayment of loan from a related party	償還來自一名關連方的貸款	-	(45,784)
Proceeds from issuance of asset-backed securities	發行資產支持證券的所得款項	3,396,000	-
Repayment of asset-backed securities	償還資產支持證券	(516,031)	-
Dividends paid to the shareholders of the Company	已付本公司股東股息	(23,425)	-
Net cash generated from financing activities	融資活動產生之現金淨額	3,899,722	58,331
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	507,568	50,659
Cash and cash equivalents at beginning of year	於年初之現金及現金等價物	859,618	791,830
Effect of foreign exchange rate changes	外匯匯率變動影響	13,073	17,129
Cash and cash equivalents at end of year	於年末之現金及現金等價物	1,380,259	859,618
Analysis of cash and cash equivalents:	現金及現金等價物分析：		
Bank balances and cash	銀行結存及現金	1,380,259	859,618

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

1. GENERAL

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

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). As at 31 December 2021, the Company’s immediate holding company is World Gain Holdings Limited, which is incorporated in the British Virgin Islands and the directors of the Company consider the Group’s ultimate holding company to be China Chengtong Holdings Group Limited (“**CCHG**”), a company incorporated in the People’s Republic of China (the “**PRC**”).

The consolidated financial statements are presented in Hong Kong Dollar (“**HK\$**”) and the functional currency of the Company is HK\$. The directors consider that HK\$ is the appropriate presentation currency since the Company is incorporated in Hong Kong with its shares listed on the Stock Exchange.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

2.1 Adoption of new and revised HKFRSs

In the current year, the Group has applied for the first time the following new amendments (the “**new HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2021:

Amendments to HKFRS 16	COVID-19-Related Rent Concessions
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform – Phases 2

The adoption of the new HKFRSs has no material impact on the Group’s financial statements.

1. 一般資料

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

本公司之股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。於二零二一年十二月三十一日，本公司之直接控股公司為World Gain Holdings Limited(於英屬維爾京群島註冊成立)，本公司董事認為本集團之最終控股公司為中國誠通控股集團有限公司(「**誠通控股**」)(一間於中華人民共和國(「**中國**」)註冊成立的公司)。

綜合財務報表以港幣(「**港幣**」)呈列且本公司的功能貨幣為港幣。由於本公司於香港註冊成立，而其股份於聯交所上市，故董事認為港幣為合適的呈列貨幣。

2. 採納香港財務報告準則(「香港財務報告準則」)

2.1 採納新訂及經修訂之香港財務報告準則

於本年度，本集團首次應用由香港會計師公會(「**香港會計師公會**」)頒佈之下列新修訂(「**新訂香港財務報告準則**」)，該等準則與本集團於二零二一年一月一日開始之年度期間之財務報表相關並已生效：

香港財務報告準則第16號之修訂	新冠肺炎疫情相關租金寬減
香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號之修訂	利率基準改革 – 第2階段

採納新訂香港財務報告準則對本集團的財務報表並無重大影響。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ³
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use ²
Amendment to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRS 1, HKFRS 9, HKFRS 16 and HKAS 41	Annual Improvements to HKFRSs 2018–2020 Cycle ²
Amendments to HKFRS 16	COVID-19-Related Rent Concessions beyond 30 June 2021 ¹
Amendments to HKAS 1	Disclosure of Accounting Policies ³
Amendments to HKAS 8	Definition of Accounting Estimates ³
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³
Hong Kong Interpretation 5 (2020)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ³

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則

下列已頒佈但尚未生效之新訂／經修訂香港財務報告準則與本集團之財務報表潛在相關，惟尚未由本集團提早採納。

香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
香港財務報告準則第3號之修訂	對概念框架之提述 ²
香港會計準則第1號之修訂	負債分類為流動或非流動 ³
香港會計準則第16號之修訂	物業、廠房及設備：擬定用途前之所得款項 ²
香港會計準則第37號之修訂	有償合約－履行合約之成本 ²
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號及香港會計準則第41號之修訂	香港財務報告準則二零一八年至二零二零年週期之年度改進 ²
香港財務報告準則第16號之修訂	新冠肺炎疫情相關租金寬減(於二零二一年六月三十日後) ¹
香港會計準則第1號之修訂	會計政策披露 ³
香港會計準則第8號之修訂	會計估計之定義 ³
香港會計準則第12號之修訂	與單一交易產生之資產及負債相關之遞延稅項 ³
香港詮釋第5號(二零二零年)	財務報表呈報－借入對載有按要求償還條款之有期貨款之分類 ³

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective (Continued)

- 1 Effective for annual periods beginning on or after 1 April 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 The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

The directors anticipate that all of the pronouncements will be adopted in the Group’s accounting policy for the first period beginning after the effective date of the pronouncement. The adoption of the new and revised HKFRSs have been issued but are not yet effective are unlikely to have significant impact on the Group’s consolidated financial statements in the period of initial application.

3. BASIS OF PREPARATION

3.1 Statement of compliance

The financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRS”) issued by the HKICPA and the provisions of the Hong Kong Companies Ordinance which concern the preparation of financial statements. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

3.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at fair value, as explained in the accounting policies set out in note 4 below.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則(續)

- 1 二零二一年四月一日或之後開始的年度期間生效
- 2 二零二二年一月一日或之後開始的年度期間生效
- 3 二零二三年一月一日或之後開始的年度期間生效
- 4 該等修訂應前瞻性地應用於待定日期或之後開始之年度期間內發生之資產出售或投入。

董事預期，所有頒佈準則將於該等頒佈準則生效日期之後開始之首個期間應用於本集團之會計政策。採納已經頒佈但尚未生效的新訂及經修訂香港財務報告準則不大可能於初始應用期間內對本集團綜合財務報表造成重大影響。

3. 編製基準

3.1 遵例聲明

財務報表已根據香港會計師公會頒佈的所有適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(以下統稱為「香港財務報告準則」)以及香港公司條例有關編製財務報表之條文而編製。此外，財務報表包括聯交所證券上市規則規定之適用披露資料。

3.2 計量基準

誠如下文附註4所載會計政策所述，除若干物業及金融工具以公平值計量外，財務報表已按歷史成本基準編製。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statements from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed.

4. 主要會計政策

4.1 業務合併及綜合賬目基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團內公司間之交易及結餘連同未變現溢利均於編製綜合財務報表時全數對銷。除非有關交易提供所轉讓資產減值之證據，否則未變現虧損亦予以對銷，在此情況下，虧損於損益中確認。

年內所收購或出售的附屬公司，其業績由收購生效日期起或截至出售生效日期止（視乎情況而定）載入綜合收益表。必要時，附屬公司之財務報表將予調整以使其會計政策與本集團其他成員公司所使用者一致。

當收購的一組活動及資產符合業務定義並將控制權轉移予本集團時，本集團採用收購法入賬業務合併。於釐定一組特定的活動及資產是否屬一項業務時，本集團評估所收購之該組資產及活動是否至少包括一項輸入及實質性過程，以及所收購的資產及活動是否具有產出能力。

收購成本乃按所轉讓資產、所產生負債及本集團（作為收購方）發行之股權於收購當日之公平值總額計量。所收購之可識別資產及所承擔負債則主要按收購當日之公平值計量。本集團先前所持被收購方之股權以收購當日公平值重新計量，而所產生之收益或虧損則於損益中確認。本集團或可選擇，以逐筆交易之基準，按公允價值或被收購方可識別的資產淨值的適當份額計量相當於現時所持附屬公司所有權權益之非控股權益。所有其他非控股權益乃以公平值計量，惟香港財務報告準則規定其他計量基準則除外。所產生之收購相關成本列作開支。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.1 Business combination and basis of consolidation

(Continued)

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for on the same basis as would be required if the relevant assets or liabilities were disposed of.

4. 主要會計政策(續)

4.1 業務合併及綜合賬目基準(續)

由收購方將予轉讓之任何或然代價按收購日期之公平值確認。其後對代價之調整僅於調整源自於計量期(最長為收購日期起12個月)內所取得有關於收購日期之公平值之新資料時方與商譽確認。分類為資產或負債之或然代價之所有其他其後調整均於損益中確認。

收購後，代表目前於附屬公司擁有權益之非控股權益之賬面值為該等權益於初步確認時之金額加上非控股權益應佔權益其後變動之部分。非控股權益於綜合財務狀況表項下之權益中與本公司擁有人應佔權益分開呈列。溢利或虧損以及其他全面收益之各個部分歸屬於本公司擁有人及非控股權益。即使會導致非控股權益產生負債結餘，全面收益總額仍屬於該非控股權益。

本集團於附屬公司權益的變動並無導致本集團對附屬公司失去控制權，會作為股權交易入賬。本集團的權益及非控股權益的賬面值經調整以反映彼等於附屬公司的有關權益變動。非控股權益的經調整金額與已付或已收代價的公平值間任何差額直接於權益中確認並歸屬於本公司的擁有人。

當本集團失去附屬公司控制權時，出售所產生收益或虧損為以下兩者之差額(i)已收代價之公平值與任何保留權益之公平值之總額及(ii)該附屬公司之資產(包括商譽)及負債與任何非控股權益之過往賬面值。以往於其他全面收益確認與該附屬公司有關之金額乃按相同基準入賬，猶如相關資產或負債已經出售而將需要如此。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.2 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

4.3 Foreign currencies translation

Transactions entered into by the consolidated entities in currencies other than the currency of the primary economic environment in which they operate (the "**functional currency**") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

4. 主要會計政策(續)

4.2 附屬公司

附屬公司指本公司能對其行使控制權之被投資方。倘下列三項因素全部出現時，本公司可控制被投資方：(i)可對被投資方行使權力；(ii)承擔來自被投資方之風險；及(iii)有權獲得來自被投資方之可變動回報。當事實及情況顯示該等控制權的任何因素可能發生變動，控制權將會進行重新評估。

在本公司之財務狀況表中，於附屬公司之投資按成本扣除減值虧損(如有)列賬。附屬公司之業績由本公司按已收或應收股息基準列賬。

4.3 外幣換算

綜合實體以實體經營所在的主要經濟環境的貨幣(「**功能貨幣**」)以外之貨幣進行交易，乃以進行交易時適用之匯率記賬。外幣貨幣資產及負債按報告期末之適用匯率換算。按公平值以外幣入賬之非貨幣項目按釐定公平值當日之現行匯率重新換算。按歷史成本以外幣計算之非貨幣項目不作重新換算。

貨幣項目結算及換算貨幣項目所產生之匯兌差額於其產生的期間在損益中確認。重新換算非貨幣項目所產生之匯兌差額按公平值計入期間的損益，惟重新換算有關盈虧在其他全面收益確認之非貨幣項目所產生之差額除外，在此情況下，匯兌差額在其他全面收益確認。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.3 Foreign currencies translation (Continued)

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as exchange reserve (attributed to non-controlling interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the exchange reserve.

4.4 Investment properties

Investment property is property held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

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

4. 主要會計政策(續)

4.3 外幣換算(續)

於綜合賬目時，海外業務之收支項目乃按年度平均匯率換算為本集團之呈列貨幣(即港幣)，惟倘匯率於有關期間內大幅波動則除外，在此情況下，則按交易進行時採用之概約匯率換算。海外業務之所有資產及負債乃按於報告期末之適用匯率換算。由此產生之匯兌差額(如有)則於其他全面收益確認，並於權益累計為匯兌儲備(歸屬於非控股權益，如適用)。於集團實體之獨立財務報表中就換算組成本集團海外業務投資淨額一部分之長期貨幣項目而於損益確認之匯兌差額，重新分類至其他全面收益，並於權益累計為匯兌儲備。

在出售海外業務時，截至出售日期在該業務匯兌儲備確認之累計匯兌差額重新分類至損益，作為出售時溢利或虧損一部分。

於二零零五年一月一日或之後因收購海外業務而產生之可識別資產之商譽及公平值調整，被視作該海外業務之資產與負債，並按報告期末適用之現行匯率重新換算。由此產生之匯兌差額於匯兌儲備確認。

4.4 投資物業

投資物業為持作賺取租金或作資本增值或該兩種用途而非持作於日常業務過程中出售、用作生產或供應商品或服務或作行政用途的物業。投資物業於初步確認時按成本計量，其後按公平值計量，而且任何變動均在損益中確認。

投資物業於出售或於投資物業永久停止使用且預期不會從出售中獲得未來經濟利益時終止確認。終止確認該物業而產生之任何收益或虧損(按該資產之出售所得款項淨額與其賬面值之間的差額計算)計入該物業於終止確認期間之損益。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of property, plant and equipment includes its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as expense in profit or loss during the year in which they are incurred.

Depreciation on the following property, plant and equipment is calculated using the straight-line method to allocate their costs less their residual values over their estimated useful lives, as follows:

Buildings	4%
Furniture and equipment	10% to 33%
Motor vehicles and vessels	6.67% to 33%
Marine travel facilities and equipment	6.67% to 20%
Machineries and equipment	16.67%
Right-of-use assets	Shorter of the assets' useful life and the lease term

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising from retirement or disposal of an item of property, plant and equipment is determined as the difference between the net sales proceeds and the carrying amount of the item and is recognised in the profit or loss.

4. 主要會計政策(續)

4.5 物業、廠房及設備

物業、廠房及設備乃按照成本減累計折舊及任何減值虧損列賬。物業、廠房及設備之成本包括其購買價及令資產達致符合預計用途之操作狀況及運到使用地點之任何直接應計費用。

如項目相關之未來經濟利益可能歸入本集團，而項目成本可妥為計量，則項目之其後成本方會計入資產之賬面值或確認為獨立資產(倘適用)。被取代部分的賬面值已終止確認。所有其他維修保養費用於損益中確認為產生之年內的開支。

下列物業、廠房及設備折舊乃於其估計可使用年期內採用直線法分配以其成本減其剩餘價值計算，詳情如下：

樓宇	4%
傢俬及設備	10%至33%
汽車及船舶	6.67%至33%
海上旅遊設施及設備	6.67%至20%
機械及設備	16.67%
使用權資產	資產可使用年期及租期(以較短者為準)

資產之剩餘價值、折舊方法及可使用年期於各報告日期已作出檢討及調整(倘適用)。

因報廢或出售物業、廠房及設備項目所產生的收益或虧損被釐定為項目出售所得款項淨額及其賬面值兩者之差額並於損益中確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Property, plant and equipment (Continued)

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

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

4.6 Properties held for sale and properties under development

Properties held for sale and properties under development are stated at the lower of cost and net realisable value. Cost comprises the leasehold land together with direct costs attributable to the development of the properties and borrowing costs capitalised during the period of development.

Properties held under development for future sale in the ordinary course of business are included in current assets and stated at the lower of cost and net realisable value. Cost comprises the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses and an appropriate proportion of overheads. On completion, the properties are transferred to properties held for sale.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated selling expenses.

4.7 Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined using actual cost basis. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

4. 主要會計政策(續)

4.5 物業、廠房及設備(續)

倘資產的賬面金額高於其計可收回金額，則即時撇減至其可收回金額。

倘物業、廠房及設備項目不再作自用而顯示用途已改變，則成為投資物業，該項目於轉變日期之賬面值與公平值之任何差額於其他全面收益確認，並於重估儲備累計。於其後出售或報廢該資產時，相關重估儲備將直接轉撥至累計溢利。

4.6 持作出售物業及發展中物業

持作出售及發展中之物業以成本與可變現淨值之較低者列賬。成本包括租賃土地連同開發物業應佔之直接成本及開發期內已資本化之借貸成本。

在日常業務過程中，持作日後出售之發展中物業計入流動資產，並以成本及可變現淨值之較低者入賬。成本包括土地收購成本、開發總成本、材料及物料、薪金、其他直接開支及適當比例之管理費用。完成後，物業轉為持作出售物業。

可變現淨值為日常業務過程之估計售價減去完成之估計成本及估計銷售開支。

4.7 存貨

存貨最初以成本確認，其後以成本及可變現淨額之較低者入賬。成本包括所有採購成本、轉換成本及將存貨運至目前地點及使其達到現時狀況所產生的其他相關成本。成本乃按實際成本基準釐定。可變現淨值指日常業務過程中之估計售價減估計銷售所需成本。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Cash and cash equivalents

For the purpose of the consolidated statement of cash flows presentation, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and which 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, bank and cash balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

4.9 Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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 market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

4. 主要會計政策(續)

4.8 現金及現金等價物

就綜合現金流量表呈列而言，現金及現金等價物包括手頭現金及活期存款，以及可轉換為已知金額現金且無重大價值變動風險之短期高流動投資，並於購置後三個月內到期，扣除須於要求時償還之銀行透支，並構成本集團現金管理之一部分。

就綜合財務狀況表呈列而言，銀行及現金結存包括手頭及銀行現金，包括不限制使用的定期存款。

4.9 金融工具

(i) 金融資產

金融資產(並無重大融資部分的貿易應收款項除外)初步按公平值加上與其收購或發行直接相關的交易成本，而非按公平值計入損益(「按公平值計入損益」)計量。並無重大融資部分的貿易應收款項初步按交易價格計量。

所有常規買賣的金融資產乃於交易日(即本集團承諾購買或出售該資產之日)確認。常規買賣乃指按市場規定或慣例普遍確立的期間內交收資產的金融資產買賣。

於釐定其現金流量是否純粹指本金及利息付款時全面考慮附帶嵌入衍生工具的金融資產。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(i) Financial assets (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

FVPL: Financial assets at FVPL include financial assets held for trading, financial assets designated upon initial recognition at FVPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost, as described above, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

4. 主要會計政策(續)

4.9 金融工具(續)

(i) 金融資產(續)

債務工具

其後計量債務工具視乎本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分類為兩個計量分類：

攤銷成本：持作收取合約現金流量的資產按攤銷成本計量，其中有關現金流量純粹指本金及利息付款。按攤銷成本入賬的金融資產其後使用實際利率法計量。利息收入、外匯收益及虧損以及減值於損益確認。終止確認的任何收益乃於損益確認。

按公平值計入損益：按公平值計入損益之金融資產包括持作買賣的金融資產、於初步確認時指定按公平值計入損益之金融資產或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，除非彼等被指定為有效對沖工具則除外。現金流量並非純粹本金及利息付款的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。儘管如上文所述債務工具可按攤銷成本分類，但於初步確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平值計入損益。

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財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4. 主要會計政策(續)

4.9 Financial instruments (Continued)

4.9 金融工具(續)

(i) Financial assets (Continued)

(i) 金融資產(續)

Equity instruments

股本工具

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

於初次確認並非持作買賣用途的股本投資時，本集團可不可撤回地選擇於其他全面收益中呈列投資公平值的後續變動。該選擇乃按投資逐項作出。按公平值計入其他全面收益的股本投資按公平值計量。股息收入於損益內確認，除非股息收入明確表示收回部分投資成本。其他收益及虧損淨額於其他全面收益確認且不會重新分類至損益。所有其他股本工具乃分類為按公平值計入損益，而公平值、股息及利息收入的變動乃於損益確認。

(ii) Impairment loss on financial assets

(ii) 金融資產減值虧損

The Group recognises loss allowances for expected credit loss ("ECL") on financial assets measured at amortised cost. The ECL are measured on either of the following bases: (1) 12 months ECL: these are the ECL that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECL: these are ECL that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

本集團就按攤銷成本計量的金融資產確認預期信貸虧損(「預期信貸虧損」)的虧損撥備。預期信貸虧損乃按以下任何一項基準計量：(1) 12個月預期信貸虧損：指報告日期後12個月內發生可能違約事件而產生的預期信貸虧損；及(2)賬齡預期信貸虧損：指金融工具預期賬齡內發生所有可能違約事件而產生的預期信貸虧損。於估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合約期間。

ECL are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

預期信貸虧損乃信貸虧損的概率加權估計。信貸虧損乃按根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額計量。其後差額按資產原實際利率的相若金額貼現。

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財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

The Group measured loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECL based on lifetime ECL.

For other debt financial assets, the ECL are based on lifetime ECL except when there has not been a significant increase in credit risk since initial recognition and debt investment securities that are determined to have low credit risk at the reporting date, in which case the allowance will be based on the 12 months ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or the financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 主要會計政策(續)

4.9 金融工具(續)

(ii) 金融資產減值虧損(續)

本集團已使用香港財務報告準則第9號簡化法計量貿易應收款項的虧損撥備，並已根據賬齡預期信貸虧損計算預期信貸虧損。

就其他債務金融資產而言，預期信貸虧損按賬齡預期信貸虧損釐定，惟倘信貸風險自初始確認以來並無大幅增加及債務投資證券於報告日期被釐定為具有低信貸風險，在此情況下，將按12個月預期信貸虧損計提撥備。

於釐定金融資產信貸風險是否自初步確認以來大幅增加及估計預期信貸虧損時，本集團在避免不當成本或努力的前提下考慮相關可得之合理可靠資料，包括根據本集團過往經驗及已知信貸評估得出的定量及定性資料分析，以及前瞻性資料。

本集團假設，倘一項金融資產逾期超過30日，則其信貸風險會大幅增加。

本集團於下列情況下將金融資產視為違約：債務人不可能在本集團對如變現抵押(如持有)等行為無追索權的情況下向本集團悉數支付其信貸義務；或該金融資產逾期超過90日，除非本集團擁有合理及可靠資料顯示一項更滯後的違約標準較合適則當別論。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

The Group considers a financial asset to be credit-impaired when:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or being more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. 主要會計政策(續)

4.9 金融工具(續)

(ii) 金融資產減值虧損(續)

視乎金融工具之性質，信貸風險大幅增加之評估乃按個別或共同基準進行。倘評估按共同基準進行，金融工具則按共同信貸風險特徵(如逾期狀況及信貸風險評級)分組。

本集團認為金融資產於下列情況下發生信用減值：

- 債務人出現重大財務困難；
- 違反合約，如拖欠或逾期超過90天，除非本集團有合理及有理據的資料證明較寬鬆之違約標準更為適用；
- 本集團於其他情況下不會考慮重組本集團提供的貸款或墊款之條款；
- 債務人將有可能破產或進行其他財務重組；或
- 因財務困難而導致質押失去活躍市場。

本集團於損益確認所有金融工具之減值收益或虧損，並透過虧損撥備賬對其賬面值進行相應調整。

倘有資料顯示債務人有嚴重財務困難，且並無實際收回期望(如債務人已進行清盤或進入破產程序)，本集團會撇銷金融資產。根據本集團的收回程序並經考慮法律意見(如適用)後，已撇銷的金融資產仍受到強制執行活動約束。任何收回款項於損益確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, borrowings and asset-backed securities are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

4. 主要會計政策(續)

4.9 金融工具(續)

(ii) 金融資產減值虧損(續)

信用減值金融資產的利息收入乃按金融資產的攤銷成本(即賬面總額減虧損撥備)計算。非信用減值金融資產的利息收入乃按賬面總額計算。

(iii) 金融負債

本集團視乎負債產生之目的，將其金融負債分類。按攤銷成本入賬之金融負債初步按公平值扣除直接應佔所產生之成本計量。

按攤銷成本入賬之金融負債

按攤銷成本入賬之金融負債(包括貿易及其他應付款項、借貸及資產支持證券)，隨後按攤銷成本採用實際利息法計量。相關利息開支於損益中確認。

當負債終止確認時，以及在攤銷過程中，收益或虧損於損益中確認。

(iv) 實際利息法

實際利息法乃計算金融資產或金融負債及按有關期間分配利息收入或利息開支之攤銷成本計算方法。實際利率乃透過金融資產或負債之預期年期或(如適用)較短期間準確貼現估計未來現金收款或付款之利率。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(v) Equity instruments

Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

(vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at FVPL is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECL provision measured in accordance with the accounting policy set out in note 4.9(ii); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4. 主要會計政策(續)

4.9 金融工具(續)

(v) 股本工具

本公司發行之股本工具確認為扣除直接發行成本後收取之所得款項。

(vi) 金融擔保合約

金融擔保合約規定發行人向持有人支付指定金額，以補償持有人由於指定債務人未能根據債務工具原訂或經修訂條款於到期時付款而蒙受的損失。由本集團發出的並非指定為按公平值計入損益的金融擔保合約初步按公平值減發出金融擔保合約直接產生的交易成本予以確認。初步確認後，本集團按以下各項較高者計量金融擔保合約：(i)虧損撥備金額，即根據載於附註4.9(ii)之會計政策計量之預期信貸虧損撥備；及(ii)初步確認金額減(如適用)根據香港財務報告準則第15號之原則確認之累計攤銷。

(vii) 終止確認

本集團在與金融資產有關的未來現金流合約權利屆滿或金融資產已轉讓且該轉讓符合香港財務報告準則第9號的終止確認標準時，終止確認金融資產。

當於相關合約之特定責任被解除、取消或屆滿時，即終止確認金融負債。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(vii) Derecognition (Continued)

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

4.10 Revenue recognition

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, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

4. 主要會計政策(續)

4.9 金融工具(續)

(vii) 終止確認(續)

倘本集團因重新磋商負債條款而向債權人發行本身的權益工具以償付全部或部分金融負債，所發行的權益工具即所付代價，乃初步按有關金融負債(或當中部分)註銷當日的公平值確認及計量。倘已發行權益工具的公平值無法可靠計量，則權益工具按已註銷金融負債的公平值計量。已註銷金融負債(或當中部分)的賬面值與所付代價間的差額乃於年內在損益內確認。

4.10 收益確認

來自與客戶合約之收益乃於貨品或服務之控制權按反映本集團預期有權交換該等貨品或服務代價之金額(不包括代表第三方收取之該等金額)轉移至客戶時確認。收益不包括增值稅或其他銷售稅項且經扣除任何貿易賬款。

視乎合約條款及適用於合約之法例，貨品或服務之控制權可能隨時間或於某一時點轉移。倘本集團之履約屬以下情況，則貨品或服務之控制權可隨時間轉移：

- 提供客戶同時收取及消耗的所有利益；
- 隨本集團履約而創建或改良客戶控制的資產；或
- 並無創建對本集團具有替代用途之資產，並且本集團就迄今已完成之履約擁有可強制執行之收取付款之權利。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Revenue recognition (Continued)

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

When the contract contains a financing component which provides the customer 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 amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment 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.

(i) Sales of properties

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

4. 主要會計政策(續)

4.10 收益確認(續)

倘貨品或服務之控制權隨時間轉移，收益會於合約期間經參考完成履約責任之進度確認。否則，收益會在客戶獲得貨品或服務之控制權時確認。

倘合約中包含向客戶轉移貨品或服務時為客戶提供超過一年的重大融資利益的融資成分，則收益按應收金額的現值計量，並使用與本集團與客戶於合約訂立時的單獨融資交易中反映的貼現率貼現。倘合約中包含為本集團提供重大融資利益的融資成分，則根據該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開支。就許諾貨品或服務的付款至轉移期間為一年或以下的合約而言，交易價格不會使用香港財務報告準則第15號中的實際權宜方法就重大融資成分之影響作出調整。

(i) 出售物業

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

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Revenue recognition (Continued)

(i) Sales of properties (Continued)

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

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

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

(ii) Sales of goods

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

(iii) Service fees

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

(iv) Rental

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

4. 主要會計政策(續)

4.10 收益確認(續)

(i) 出售物業(續)

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

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

於釐定交易價格時，若融資成分的影響重大，本集團將調整代價的許諾金額。

(ii) 銷售貨品

銷售貨品的收入乃於貨品交付客戶及業權轉移時的時間點確認。

(iii) 服務費

酒店經營的收益、海上旅遊服務費及租賃安排之諮詢服務收入乃於提供服務時確認。

(iv) 租金

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

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4. 主要會計政策(續)

4.10 Revenue recognition (Continued)

4.10 收益確認(續)

(v) Interest

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

(v) 利息

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

(vi) Finance lease income

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

(vi) 融資租賃收入

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

Contract assets and liabilities

合約資產及負債

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

合約資產指本集團尚未擁有向客戶轉移服務而收取代價之無條件權利。相反，應收款項指本集團收取代價之無條件權利，即代價付款僅需隨時間流逝到期收回。

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

合約負債指本集團向客戶轉移本集團已自客戶收取代價(或應收代價金額)的服務的責任。

Contract asset is recognised when the customers retain retention money to secure the due performance of the contracts. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

當客戶保留保固金以確保妥當履行合約時確認合約資產。先前確認為合約資產的任何款項於向客戶開具發票的時間點分類為貿易應收款項。倘代價(包括已收客戶墊款)超過迄今根據產出法確認的收益，則本集團就差額確認合約負債。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Revenue recognition (Continued)

Contract costs

The Group recognises an asset from the costs incurred to fulfil a contract when those costs meet all of the following criteria:

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

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

4.11 Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4.12 Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

4. 主要會計政策(續)

4.10 收益確認(續)

合約成本

本集團在為履行合約而產生的成本符合下列所有條件時將其確認為資產：

- (a) 成本直接與合約或實體可明確識別之合約或預期合約有關；
- (b) 成本產生或增加將用於履行(或持續履行)日後履約責任之實體資源；及
- (c) 預期成本可收回。

已確認的資產隨後按與成本有關轉讓予客戶的貨品或服務相關一致的系統基準攤銷至損益。該項資產須進行減值評估。

4.11 資本化借貸成本

收購、建造或生產須耗用較長時間方可作擬定用途或銷售之合資格資產直接產生之借貸成本均撥充資本，作為該等資產成本之一部分。特定借款撥作該等資產支出前暫時用作投資所賺取之收入須自資本化之借貸成本中扣除。所有其他借貸成本於產生期間於損益中確認。

4.12 所得稅

年內所得稅包括即期稅項及遞延稅項。

即期稅項乃根據日常業務之溢利或虧損，就所得稅而言毋須課稅或不可扣減之項目作出調整，按報告期末已制定或大致上制定之稅率計算。應付或應收即期稅項的金額為預期將支付或收取稅項金額之最佳估計，該金額反映與所得稅有關的任何不確定因素。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4. 主要會計政策(續)

4.12 Income taxes (Continued)

4.12 所得稅(續)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for initial recognition of assets and liabilities that are not part of the business combination which affect neither accounting nor taxable profits, taxable temporary differences arising on investments in subsidiaries where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, provided that the deductible temporary differences are not arises from initial recognition of assets and liabilities in a transaction other than in a business combination that affects neither taxable profit nor the accounting profit. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

遞延稅項乃以就財務報告而言資產與負債之賬面值與就稅務而言之相關數值間之暫時差額確認。除初步確認並非業務合併部分(不會影響會計或應稅溢利)之資產或負債外，倘於附屬公司的投資產生應課稅暫時差額而本集團能夠控制暫時差額之撥回且暫時差額於可見將來可能不會撥回，則就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產乃在可運用可扣減暫時差額抵銷應課稅溢利之情況下確認，惟可扣減暫時差額並非因初步確認交易(業務合併除外)的資產及負債而產生，且不會影響應課稅溢利或會計溢利。遞延稅項乃按適用於預期變現資產或清償負債賬面值的方式以及於報告期末已實施或大致上已實施之稅率計算，並反映與所得稅有關的任何不確定因素。

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income tax levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

倘有合法可強制執行權利將即期稅項資產抵銷即期稅項負債，且與同一稅務機關所徵收之所得稅有關，而本集團擬按淨值基準結算其即期稅項資產及負債，則遞延稅項資產及負債可予以抵銷。

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

遞延稅項資產之賬面值於各報告日期檢討，並於不再可能有足夠應課稅溢利以供收回全部或部分資產時作調減。

An exception to the general requirement in determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale.

對於計量遞延稅項金額時用於釐定適合稅率的一般規定而言，有一個例外情況，即投資物業是根據香港會計準則第40號「投資物業」而按公平值列賬。除非該假定被推翻，否則此等投資物業的遞延稅項金額是以出售此等投資物業時所適用的稅率以及按其於報告日期的賬面值而計量。若投資物業是可計提折舊並根據一個商業模式而持有，而該商業模式的目的是隨著時間推移而消耗該物業所體現的絕大部分經濟利益(而不是通過出售)時，該假定即被推翻。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.12 Income taxes (Continued)

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

4.13 Leasing

Accounting as a lessee

All leases are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Except for right-of-use asset that meets the definition of an investment property, the Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. For right-of-use asset that meets the definition of an investment property (see note 4.4), they are carried at fair value.

4. 主要會計政策(續)

4.12 所得稅(續)

所得稅乃於損益中確認，除非該等稅項與於其他全面收益確認之項目有關，在此情況下，該等稅項亦於其他全面收益確認，或該等稅項直接與於權益確認之項目有關，在此情況下，該等稅項亦直接於權益中確認。

4.13 租賃

作為承租人的會計處理

所有租賃須於綜合財務狀況表資本化為使用權資產及租賃負債，惟實體可選擇會計政策，選擇不將(i)屬短期租賃的租賃及／或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇不就於開始日期租期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租期內按直線法支銷。

使用權資產

使用權資產應按成本確認並將包括：(i)初步計量租賃負債的金額(見下文有關租賃負債入賬的會計政策)；(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃優惠；(iii)承租人產生的任何初步直接成本；及(iv)承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本，除非該等成本乃為生產存貨而產生則除外。除符合投資物業定義之使用權資產外，本集團採用成本模式計量使用權資產。根據成本模式，本集團按成本減任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債的任何重新計量作出調整。符合投資物業(見附註4.4)定義之使用權資產按公平值列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4. 主要會計政策(續)

4.13 Leasing (Continued)

4.13 租賃(續)

Accounting as a lessee (Continued)

作為承租人的會計處理(續)

Right-of-use asset (Continued)

使用權資產(續)

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at fair value. The Group accounts for leasehold land and buildings which is held for own use under HKAS 16 and are carried at depreciated cost. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

本集團持作出租或資本增值用途的租賃土地及樓宇會繼續根據香港會計準則第40號入賬並會按公平值列賬。本集團持作自用的租賃土地及樓宇會繼續根據香港會計準則第16號入賬並會按折舊成本列賬。除上述使用權資產外，本集團亦已根據租賃協議出租多項物業，其中經本集團判斷後，釐定其屬持作自用租賃土地及樓宇以外的獨立資產類別。因此，租賃協議項下物業產生的使用權資產按折舊成本列賬。

Lease liability

租賃負債

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

租賃負債按於租賃開始日期未付之租賃付款的現值確認。租賃付款以租賃隱含的利率(倘該利率可輕易釐定)貼現。倘該利率無法輕易釐定，本集團應採用本集團的增量借款利率。

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

下列於租賃開始日期未付的租期內就相關資產使用權支付的款項被視為租賃付款：(i)固定付款減任何應收租賃優惠；(ii)基於指數或利率的可變租賃付款，初步按開始日期使用之指數或利率計量；(iii)根據餘值擔保承租人預期將支付的金額；(iv)倘承租人合理地肯定行使購買權，該購買權的行使價；及(v)終止租賃的罰金付款(倘租期反映承租人行使終止租賃的選擇權)。

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in substance fixed lease payments.

於開始日期後，本集團透過下列方式計量租賃負債：(i)增加賬面值以反映租賃負債的利息；(ii)減少賬面值以反映(iii)映已作出的租賃付款；及(iii)重新計量賬面值以反映任何重估或租賃修改，或反映實質固定租賃付款之修訂。

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財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.13 Leasing (Continued)

Accounting as a lessee (Continued)

Lease liability (Continued)

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. An equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. With the exception to which the practical expedient for Covid-19-Related Rent Concessions applies, if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

4. 主要會計政策(續)

4.13 租賃(續)

作為承租人的會計處理(續)

租賃負債(續)

當本集團修訂其對任何租期的評估(如因重新評估承租人延長或終止選擇權獲形行使的可能性)時,則調整租賃負債的賬面值,以反映於經修訂租期內作出之付款,並採用經修訂貼現率貼現。使用權資產的賬面值進行相等調整,經修訂後的賬面值於剩餘(經修訂)租期內攤銷。倘使用權資產之賬面值調整至零,則任何進一步減少均於損益確認。

當本集團與出租人重新磋商租賃合約條款時,倘重新磋商引致一項或以上額外資產獲出租,其金額與所獲得的額外使用權的獨立價格相稱,於所有其他情況下,該修改入賬列作一項獨立租賃。倘重新磋商導致租賃範圍增加(不論為延長租期,或租用一項或多項額外資產),則使用於修改日期適用之貼現率重新計量租賃負債,同時對使用權資產進行相同金額調整。除新冠肺炎疫情相關租金寬減採用之可行權宜方式外,倘重新磋商導致租賃範圍縮小,則租賃負債及使用權資產之賬面值均按相同比例減少,以反映部分或全部終止租賃,任何差額均於損益確認。租賃負債其後再作進一步調整,以確保其賬面值反映重新磋商的期限內重新磋商之付款金額,經修改的租賃付款按修改日期適用之利率貼現,而使用權資產則進行相同金額調整。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4. 主要會計政策(續)

4.13 Leasing (Continued)

Accounting as a lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased assets to the lessee. All other leases are classified as operating leases.

The Group has leased out its investment properties and machineries under property, plant and equipment to a number of tenants. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Any changes in the scope of the consideration of a lease that was not part of the original terms and conditions of the lease are accounted for as lease modifications.

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

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

作為出租人的會計處理

當租賃條款將租賃資產擁有權絕大部份之風險及回報轉移至承租人時，該租賃分類為融資租賃。所有其他租賃分類為經營租賃。

本集團已向多名租戶出租其投資物業以及物業、廠房及設備項下的經營租賃機械及設備。營運租賃之租金收入乃按相關租約年期以直線法於損益中確認。於磋商及安排營運租賃時所產生之初步直接成本添加於租賃資產之賬面值，並以直線法於租期內確認為開支。

融資租賃項下應收承租人款項以本集團於租賃之淨投資入賬列作應收款項。融資租賃收入分配至各會計期間，以反映本集團有關租賃之未收回投資淨額之定期穩定回報率。

不屬於租賃原本條款及條件一部分之租賃代價範圍之任何變動入賬為租賃修改。

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

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

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.13 Leasing (Continued)

Sale and leaseback transactions

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

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

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

4.14 Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4.15 Employee benefits

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

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

4. 主要會計政策(續)

4.13 租賃(續)

售後回租交易

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

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

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

4.14 撥備及或然負債

因過去某一事件以致本集團出現可能導致可合理估計之經濟利益流出之法律或推定責任時，就時間或金額不明確之負債計提撥備。

倘若經濟利益不大可能需要流出，或倘若有關金額不能可靠估計時，則有關責任將獲披露為或然負債，除非經濟利益流出之可能性極微。有可能之責任(其存在僅由一項或多項未來事件之出現與否確定)亦披露為或然負債，除非經濟利益流出之可能性極微。

4.15 僱員福利

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

退休福利

僱員之退休福利乃透過定額供款計劃提供。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4. 主要會計政策(續)

4.15 Employee benefits (Continued)

Retirement benefits (Continued)

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

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

4.16 Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (the employee share-based compensation reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the employee share-based compensation reserve.

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

4.15 僱員福利(續)

退休福利(續)

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

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

4.16 以股份為基礎之付款交易

按權益結算以股份為基礎之付款交易

授予僱員之購股權

所獲服務之公平值乃參考購股權於授出當日之公平值釐定，並於歸屬期間以直線法支銷，並於權益中作相應增加(以股份支付的僱員酬金儲備)。

於報告期末，本集團會修訂其對預計最終歸屬購股權數目之估計。於歸屬期內修訂初始估計所帶來之影響(如有)在損益中確認，以使累計費用反映經修訂之估計，並對以股份支付的僱員酬金儲備作出相應調整。

購股權獲行使時，過往於以股份支付的僱員酬金儲備中確認之數額將轉移至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日仍未獲行使，過往確認於以股份支付的僱員酬金儲備之數額將轉移至累計溢利。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.16 Share-based payment transactions (Continued)

Share award scheme

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

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

4.17 Impairment losses of non-financial assets

Property, plant and equipment, deposits paid and interests in subsidiaries are subject to impairment testing. At the end of each reporting period, the Group reviews the carrying amounts of these assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

Value in use is based on the estimated future cash flows expected to be derived from the asset, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

4. 主要會計政策(續)

4.16 以股份為基礎之付款交易(續)

股份獎勵計劃

權益結算交易之成本，連同以股份支付的僱員酬金之相應增加在批約條件得到履行期間內確認。在賦權日之前每個報告日期，對於權益結算交易所確認之累計費用乃反映賦權期屆滿之程度及本集團對於最終賦權之權益工具數量之最佳估計。期內收益表費用或計入之金額乃代表該期期初及期末所確認累計費用之變動及於員工福利費用內確認。

倘股份獎勵取消，將其視為已於取消日賦權，並立即確認獎勵未確認之任何費用。

4.17 非金融資產減值虧損

物業、廠房及設備、已付按金及於附屬公司之權益均須進行減值測試。於各報告期末，本集團審核該等資產的賬面金額，以釐定是否有任何跡象顯示該等資產已蒙受減值虧損或先前確認的減值虧損不再存在或可能已減少。

倘資產之可收回金額(即以公平值減出售成本與使用價值兩者中之較高者)估計低於其賬面值，則資產之賬面值減低至其可收回金額。減值虧損即時確認為開支。

倘減值虧損於其後撥回，資產之賬面值增加至其經重新估計之可收回金額，惟增加後之賬面值不超過該資產於過往年度並無確認減值虧損時原應釐定之賬面值。減值虧損撥回即時於損益中確認。

使用價值乃根據預期來自資產的估計未來現金流量釐定，按可反映貨幣時間價值之現行市場評估以及對資產或現金產生單位屬特定之稅前貼現率貼現至其現值。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.17 Impairment losses of non-financial assets (Continued)

Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

4.18 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major products and service lines.

The Group has identified the following reportable segments:

- Leasing – providing leasing services including finance lease, sale and leaseback and operating lease services;
- Bulk commodity trade – trading of steel and chemical products;
- Property development and investment – holding land for property development projects, providing rental services and holding investment properties for appreciation; and
- Marine recreation services and hotel – providing marine recreation, hotel and travel agency services.

Each of these operating segments is managed separately as each of the products and service lines requires different resources as well as marketing approaches.

4. 主要會計政策(續)

4.17 非金融資產減值虧損(續)

倘一項資產並未產生大部分獨立於其他資產的現金流入，可收回金額則按獨立產生現金流入的最小資產組別(即現金產生單位)釐定。倘分配能夠按合理及一致的基礎上進行，則公司資產(如總辦事處大樓)賬面值的一部分將分配予個別現金產生單位，否則分配予最小現金產生單位的組別。就現金產生單位確認的減值虧損會首先分配以減少已分配至該現金產生單位(或該組單位)之任何商譽的賬面值，其後分配以按比例減少該單位(或該組單位)內其他資產的賬面值，惟資產的賬面值將不會減少至低於其個別公平值減出售成本(如可計量)或使用價值(如可釐定)。

4.18 分類報告

本集團根據向執行董事呈報以供彼等就分配資源至本集團業務部分及檢討該等部分表現作出決定之定期內部財務資料識別經營分類及編製分類資料。向執行董事呈報之內部財務資料內之業務部分乃按本集團主要產品及服務線釐定。

本集團已識別以下可呈報分類：

- 租賃 – 提供租賃服務(包括融資租賃、售後回租)及經營租賃服務；
- 大宗商品貿易 – 鋼材及化工產品貿易；
- 物業發展及投資 – 持有土地作物業發展項目用途、提供出租服務及持有投資物業以待增值；及
- 海上旅遊服務和酒店 – 提供海上旅遊、酒店及旅行社服務。

由於各產品及服務線需要不同資源以及市場推廣方法，故該等經營分類各自獨立管理。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.18 Segment reporting (Continued)

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs. Segment results represent the results from each segment without allocation of results generated by head office and the inactive subsidiaries, directors' emoluments, fair value changes of investment properties and gain on disposal of subsidiaries. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

Segment assets include all assets other than assets held by head office and the inactive subsidiaries (mainly include other financial assets and bank balances and cash) and other unallocated assets that are not directly attributable to reportable segments. Segment liabilities exclude borrowings and other unallocated liabilities incurred by head office and the inactive subsidiaries (mainly include other payables and deferred tax liabilities) that are not directly attributable to reportable segments.

Segment assets of property investment segment include investment properties but segment results exclude the related fair value changes for the years.

Segment results do not include income tax expense, while segment liabilities include the current and deferred taxation except for those recognised by the head office and the inactive subsidiaries.

Save as the aforementioned, no asymmetrical allocations have been applied to reportable segments.

4.19 Government grants

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

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

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable and are recognised as other revenue, rather than reducing the related expense.

4. 主要會計政策(續)

4.18 分類報告(續)

本集團根據香港財務報告準則第8號用作呈報分類業績之計量政策與其根據香港財務報告準則編製之財務報表內採用者相同。分類業績為未分配來自總辦事處及不活躍附屬公司之業績、董事酬金、投資物業之公平值變動及出售附屬公司之收益前，各分類之業績。此乃向主要營運決策者報告之計量方式，以便分配資源及評估表現。

分類資產包括除總辦事處及不活躍附屬公司之資產(主要含其他金融資產及銀行結存及現金)及其他非可呈報分類直接應佔的未分配資產外的所有資產。分類負債不包括借貸以及非可呈報分類直接應佔的總辦事處及不活躍附屬公司產生的其他未分配負債(主要含其他應付款項及遞延稅項負債)。

物業投資分類之分類資產包括投資物業，但分類業績不包括年內相關公平值變動。

分類業績不包括所得稅開支，而分類負債則包括即期及遞延稅項，由總辦事處及不活躍附屬公司確認者除外。

除上文所披露者，並無對呈報分類採用非對稱之分配。

4.19 政府補助

政府補助不予確認直至可合理保證本集團將遵守其附帶條件且將獲得補助時。

政府補助乃於本集團將擬補償的相關成本確認為開支的期間按系統基準於損益確認。

作為已產生開支或虧損之補償或就向本集團提供即時財務支持(並無日後相關成本)而應收的政府補助，於成為應收款項期間已於損益確認，並確認為其他收益而非減少相關開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4. 主要會計政策(續)

4.20 Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of key management personnel of the Company or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the Company's parent.

4.20 關連方

- (a) 倘屬下列情況，則某人士或該人士的近親家族成員即被視為與本集團有關連：
- (i) 對本公司有控制權或共同控制權；
 - (ii) 對本公司有重大影響力；或
 - (iii) 為本公司或本公司母公司之主要管理人員。
- (b) 倘下列任何情況適用，則某實體即為與本集團有關連：
- (i) 該實體與本公司屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司互相關連)。
 - (ii) 一個實體為另一實體的聯營公司或合營企業(或為某一集團的成員公司的聯營公司或合營企業，而該另一實體為此集團的成員)。
 - (iii) 兩個實體皆為相同第三方的合營企業。
 - (iv) 一個實體為第三實體的合營企業，而另一實體為該第三實體的聯營公司。
 - (v) 該實體為本集團或與本集團有關連的實體的僱員福利而設的離職後福利計劃。
 - (vi) 該實體受(a)項所界定的人士控制或共同控制。
 - (vii) (a)(i)項所界定的人士對該實體有重大影響力，或為實體(或該實體的母公司)的高級管理人員。
 - (viii) 該實體或其所屬集團旗下任何公司向本公司或本公司的母公司提供主要管理人員服務。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.20 Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Group makes estimates and assumptions concerning the future. Such estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

5.1 Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated income statement.

4. 主要會計政策(續)

4.20 關連方(續)

某人士的近親家族成員指在與實體交易時預期可影響該人士或受該人士影響的家族成員，包括：

- (i) 該人士之子女及配偶或同居伴侶；
- (ii) 該人士之配偶或同居伴侶之子女；及
- (iii) 該人士或該人士之配偶或同居伴侶之受養人。

5. 估計不明朗因素之主要來源

於應用本集團之會計政策時，董事須對無法從其他途徑得知之資產及負債之賬面值進行判斷、估計及假設。

估計及相關假設乃持續進行審閱。對會計估計之修訂乃於估計修訂期間(倘修訂僅影響該期間)或修訂期間及未來期間(倘修訂影響本期間及未來期間)確認。

本集團就未來作出有關估計及假設。該等估計及相關假設乃根據過往經驗及被視為相關之其他因素而作出。實際數字或有別於估計數字。下文論述對下一個財政年度資產及負債賬面值造成須作出大幅調整之重大風險之估計及假設：

5.1 投資物業之公平值

投資物業乃按獨立專業估值師進行之估值以公平值列賬。在釐訂公平值時，估值師依據之估值方法涉及若干對市況之估計。在依賴估值報告之餘，本公司董事已行使其判斷力並信納估值採用之假設足以反映現時市況。該等假設之變更會導致本集團投資物業公平值發生變動，並須對綜合收益表內所呈報之收益或虧損金額作出相應調整。

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5. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

5.2 Estimated net realisable value on inventories of properties

In determining whether allowances should be made for the Group's inventories of properties, the Group takes into consideration the current market environment, the estimated selling price in the ordinary course of business less estimated costs to completion of the properties, the sales performance in previous years and estimated market value of the properties, i.e. the estimated selling price less estimated costs of selling. An allowance is made if the estimated selling price is less than the carrying amount. If the actual net realisable value on inventories of properties is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, material allowance may result.

5.3 Impairment allowance on financial assets and finance lease receivables

The measurement of impairment losses under HKFRS 9 across all categories of financial assets and finance lease receivables requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

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

5.4 Valuation of financial assets measured at fair value through other comprehensive income

The fair value of financial assets designated as at fair value through other comprehensive income that are not traded in an active market is based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on variety of methods and makes assumptions that are mainly based on market conditions existing at each reporting date. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions could affect the reported fair values of these financial assets. Further details are contained in note 40 to the financial statements.

5. 估計不明朗因素之主要來源(續)

5.2 物業存貨之估計可變現淨值

於釐定應否就本集團之物業存貨計提撥備時，本集團會考慮目前市場環境、日常業務過程中之估計售價減估計物業完工成本、物業於過往年度銷售表現及估計市值(即估計售價減估計銷售成本)。倘估計售價低於賬面值，則須作出撥備。倘物業存貨之實際可變現淨值因市況發生變化及／或預算發展成本出現重大變動而少於預期，則可能導致重大撥備。

5.3 金融資產減值撥備及融資租賃應收款項

根據香港財務報告準則第9號對所有類別的金融資產及融資租賃應收款項進行減值虧損計量須作出判斷，特別是在釐定減值虧損及評估信貸風險的大幅增加時，對未來現金流量的金額及發生的時間及抵押價值的估計。此等估計受多項因素影響，當中有關的變動可能導致須作出不同程度的撥備。

於各報告日期，本集團會通過對比由報告日期至初步確認日期之間的預計年內發生的違約風險，評估自初步確認以來信貸風險是否有顯著增加。本集團就此會考慮相關及毋須付出過度成本或努力而可用的合理及具支持理據的資料，當中包括量化及質化資料以及前瞻性分析。

5.4 按公平值計入其他全面收益的金融資產估值

並非於活躍市場買賣的按公平值計入其他全面收益的金融資產的公平值乃根據獨立專業估值師進行的估值釐定。於釐定公平值時，估值師已採用多種方法及作出多項主要以各報告日期市況為基準的假設。在依賴估值報告之餘，本公司董事已行使其判斷力並信納估值採用之假設足以反映現時市況。該等假設的變動可能影響該等金融資產的報告公平值。進一步詳情載於財務報表附註40。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

5.5 Estimated provision for inventories

In determining the amount of allowance required for obsolete and slow-moving inventories, the Group would evaluate ageing analysis of inventories and compare the carrying value of inventories to their respective net realisable value. A considerable amount of judgement is required in determining such allowance. If conditions which have impact on the net realisable value of inventories deteriorate, additional allowance may be required.

5.6 Depreciation

The Group depreciates the property, plant and equipment in accordance with the accounting policies stated in note 4.5. The estimated useful lives reflect the directors' estimates of the periods that the Group intends to derive future economic benefits from the use of these assets.

5.7 Estimated impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting date. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. For the purposes of impairment testing, assets are allocated to its respective cash-generating units. Management judgement is required in the area of asset impairment particularly in assessing: (i) whether the carrying amount of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal or value in use; and (ii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate.

5. 估計不明朗因素之主要來源(續)

5.5 存貨的估計撥備

於釐定陳舊及滯銷存貨所需之撥備金額時，本集團須評估存貨之賬齡分析並將存貨之賬面值與其各自可變現淨值作比較。於釐定有關撥備時須進行大量判斷。若影響存貨可變現淨值之條件惡化，即須作出額外撥備。

5.6 折舊

本集團根據附註4.5所述之會計政策對物業、廠房及設備計算折舊。估計可使用年期為董事估計本集團擬從使用該等資產取得未來經濟利益之期間。

5.7 非金融資產之估計減值

本集團於各報告日期末評估全部非金融資產是否有任何減值跡象。非金融資產於有跡象顯示賬面值可能無法收回時進行減值測試。就減值測試而言，資產會分配至其各自之現金產生單位。資產減值須運用管理層判斷，尤其於評估：(i)資產可收回金額(即公平值減出售成本或使用價值二者的較高者)是否可以支持賬面值；及(ii)編製現金流量預測所用的適當主要假設，包括該等現金流量預測是否使用適當利率貼現。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION

The information reported to the executive directors of the Company, who are the chief operating decision makers for the purpose of resources allocation and assessment of performance, is the financial information of the Group as a whole as reported under HKFRSs.

For the year ended 31 December 2021, the presentation of reportable segments of the Group is revised as detailed below as the Group's chief operating decision makers believe the current reportable segments could provide better summary to them in reviewing the Group's operating performance and making decision in resource allocation. Accordingly, the comparative segment information has been re-presented to conform to current year's presentation.

The Group's operations in relation to property development and property investment which were presented as separate reportable segments in the prior years are considered as a single operating segment by the Group's chief operating decision makers in the current year. Accordingly, the information of these operations has been aggregated into a single reportable segment which is reported as "property development and investment" for segment reporting.

The Group's reportable segments for financial reporting purpose have been re-presented as follows:

- (1) Leasing – providing leasing services including finance lease, sale and leaseback and operating lease services
- (2) Bulk commodity trade – trading of steel and chemical products
- (3) Property development and investment – holding land for property development projects, providing rental services and holding investment properties for appreciation
- (4) Marine recreation services and hotel – providing marine recreation, hotel and travel agency services

6. 分類資料

向本公司執行董事(即主要營運決策者)所呈報以供分配資源及評估表現的資料乃根據香港財務報告準則所呈報本集團的整體財務資料。

截至二零二一年十二月三十一日止年度，本集團報告分類之呈列方式修訂如下，此乃由於本集團主要營運決策者認為現時的報告分類提供了更好的概述，以供彼等評估本集團經營表現及作出分配資源決策。因此，比較分類資料已因應本年度呈列方式而重列。

本集團有關物業發展及物業投資之業務於過往年度按兩個報告分類分開呈列，然而本集團主要營運決策者於本年度認為有關業務應按單一經營分類呈列。因此，該等業務已被歸納為單一報告分類，就分類報告而言以「物業發展及投資」呈報。

以下為本集團就財務報告而言重列之報告分類：

- (1) 租賃 – 提供租賃服務(包括融資租賃、售後回租及經營租賃服務)
- (2) 大宗商品貿易 – 鋼材及化工產品貿易
- (3) 物業發展及投資 – 持有土地作物業發展項目用途、提供租賃服務及持有投資物業以待升值
- (4) 海上旅遊服務和酒店 – 提供海上旅遊、酒店及旅行社服務

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment:

For the year ended 31 December 2021

		Leasing	Bulk commodity trade	Property development and investment	Marine recreation services and hotel	Total
		租賃	大宗商品貿易	物業發展及投資	海上旅遊服務和酒店	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Turnover as presented in consolidated income statement	綜合收益表呈列之營業額	<u>314,693</u>	<u>755,431</u>	<u>80,175</u>	<u>22,380</u>	<u>1,172,679</u>
Results	業績					
Segment results (note (a))	分類業績(附註(a))	<u>197,270</u>	<u>3,623</u>	<u>21,181</u>	<u>(22,717)</u>	<u>199,357</u>
Fair value loss on investment properties (note (b))	投資物業之公平值虧損(附註(b))					(1,656)
Unallocated finance costs	未分配融資成本					(4,738)
Unallocated corporate expenses	未分配企業開支					(42,364)
Unallocated corporate income	未分配企業收入					<u>19,213</u>
Profit before income tax	除所得稅前溢利					<u>169,812</u>

6. 分類資料(續)

分類收益及業績

以下為本集團按報告分類劃分之收益及業績分析：

截至二零二一年十二月三十一日止年度

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2021 (Continued)

6. 分類資料(續)

分類收益及業績(續)

截至二零二一年十二月三十一日止年度(續)

	Leasing	Bulk commodity trade	Property development and investment	Marine recreation services and hotel	Unallocated	Total
	租賃	大宗商品貿易	物業發展及投資	海上旅遊服務和酒店	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Notes:	附註：					
(a) Amounts included in the measure of segment results	(a) 計入分類業績計量之金額					
Interest income from deposits and other financial assets	6,364	1	381	24	5,793	12,563
Depreciation	(23,197)	(13)	(15)	(13,670)	(6,043)	(42,938)
Interest expenses (included in costs of revenue)	(58,103)	-	-	-	-	(58,103)
Finance costs	-	(1,491)	-	(132)	(4,738)	(6,361)
Loss on disposal of property, plant and equipment	-	-	-	(5)	-	(5)
(b) Amount regularly provided to the chief operating decision makers for the analysis of the segment's performance	(b) 特定向主要營運決策者提供分析之分類表現之金額					
Fair value loss on investment properties	-	-	(1,656)	-	-	(1,656)

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2020

		Leasing	Bulk commodity trade	Property development and investment (Re-presented) 物業發展及投資(經重列)	Marine recreation services and hotel 海上旅遊服務和酒店	Total
		租賃	大宗商品貿易	投資(經重列)	和酒店	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Turnover as presented in consolidated income statement	綜合收益表呈列之營業額	146,270	677,891	90,701	16,826	931,688
Results	業績					
Segment results (note (a))	分類業績(附註(a))	121,642	2,066	25,769	(45,927)	103,550
Fair value loss on investment properties (note (b))	投資物業之公平值虧損(附註(b))					(11,125)
Gain on disposal of subsidiaries	出售附屬公司之收益					50,229
Unallocated finance costs	未分配融資成本					(2,795)
Unallocated corporate expenses	未分配企業開支					(43,945)
Unallocated corporate income	未分配企業收入					62,166
Profit before income tax	除所得稅前溢利					158,080

6. 分類資料(續)

分類收益及業績(續)

截至二零二零年十二月三十一日止年度

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2020 (Continued)

6. 分類資料(續)

分類收益及業績(續)

截至二零二零年十二月三十一日止年度(續)

Leasing	Bulk commodity trade	Property development and investment (Re-presented)	Marine recreation services and hotel	Unallocated	Total
租賃	大宗商品貿易	物業發展及投資(經重列)	海上旅遊服務和酒店	未分配	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元

Notes:

附註：

(a) Amounts included in the measure of segment results	(a) 計入分類業績計量之金額						
Interest income from deposits and other financial assets	存款及其他金融資產之利息收入	1,264	9	326	27	19,174	20,800
Depreciation	折舊	(2,088)	(9)	(26)	(15,500)	(5,982)	(23,605)
Impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損	-	-	-	(19,012)	-	(19,012)
Finance costs	融資成本	(4,517)	(696)	-	(204)	(2,795)	(8,212)
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益/(虧損)	-	-	-	3,366	(15)	3,351
(b) Amount regularly provided to the chief operating decision makers for the analysis of the segment's performance	(b) 特定向主要營運決策者提供分析之分類表現之金額						
Fair value loss on investment properties	投資物業之公平值虧損	-	-	(11,125)	-	-	(11,125)

Unallocated corporate income mainly comprised net exchange gain and interest income from deposits and related parties (2020: net exchange gain and interest income from deposits and other financial assets) which are not directly attributable to the business activities of any operating segment.

未分配企業收入主要包括匯兌收益淨額及來自存款及關連方之利息收入(二零二零年：匯兌收益淨額及來自存款及其他金融資產之利息收入)，並不直接歸屬於任何經營分類的業務活動。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

Unallocated corporate expenses mainly comprised depreciation, staff costs and legal and professional expenses of the Group's headquarter which are not directly attributable to the business activities of any operating segment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

		Note 附註	2021 二零二一年 HK\$'000 港幣千元	2020 (Re-presented) 二零二零年 (經重列) HK\$'000 港幣千元
Segment assets	分類資產			
Leasing	租賃		7,152,014	2,474,732
Bulk commodity trade	大宗商品貿易		78,269	59,479
Property development and investment	物業發展及投資	(a)	461,773	446,426
Marine recreation services and hotel	海上旅遊服務和酒店		183,486	186,292
Total segment assets	分類資產總值		7,875,542	3,166,929
Unallocated	未分配			
- other financial assets	- 其他金融資產		81,508	118,936
- bank balances and cash	- 銀行結存及現金		120,670	530,064
- other unallocated assets	- 其他未分配資產		90,086	90,818
Consolidated assets	綜合資產		8,167,806	3,906,747

6. 分類資料(續)

分類收益及業績(續)

未分配企業開支主要包括折舊、本集團總部的員工成本以及法律及專業開支，並不直接歸屬於任何經營分類的業務活動。

分類資產及負債

以下為本集團的資產及負債按報告分類之分析：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

		2021	2020
		二零二一年	(Re-presented) 二零二零年
		HK\$'000	(經重列) HK\$'000
		港幣千元	港幣千元
Segment liabilities	分類負債		
Leasing	租賃	4,183,651	383,969
Bulk commodity trade	大宗商品貿易	63,669	48,201
Property development and investment	物業發展及投資	237,644	248,313
Marine recreation services and hotel	海上旅遊服務和酒店	42,950	42,622
Total segment liabilities	分類負債總額	4,527,914	723,105
Bank borrowings	銀行借貸	460,319	160,000
Other unallocated liabilities	其他未分配負債	37,871	38,373
Consolidated liabilities	綜合負債	5,026,104	921,478

Note:

- (a) Segment assets of property development and investment segment include investment properties but segment results exclude the related fair value loss of HK\$1,656,000 (2020: HK\$11,125,000) for the year.

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than assets held by head office and the inactive subsidiaries; and
- all liabilities are allocated to reportable segments other than borrowings and liabilities incurred by head office and the inactive subsidiaries.

6. 分類資料(續)

分類資產及負債(續)

		2021	2020
		二零二一年	(Re-presented) 二零二零年
		HK\$'000	(經重列) HK\$'000
		港幣千元	港幣千元
Segment liabilities	分類負債		
Leasing	租賃	4,183,651	383,969
Bulk commodity trade	大宗商品貿易	63,669	48,201
Property development and investment	物業發展及投資	237,644	248,313
Marine recreation services and hotel	海上旅遊服務和酒店	42,950	42,622
Total segment liabilities	分類負債總額	4,527,914	723,105
Bank borrowings	銀行借貸	460,319	160,000
Other unallocated liabilities	其他未分配負債	37,871	38,373
Consolidated liabilities	綜合負債	5,026,104	921,478

附註：

- (a) 物業發展及投資分類之分類資產包括投資物業，但分類業績不包括年內相關公平值虧損港幣1,656,000元(二零二零年：港幣11,125,000元)。

為監控分類表現及於分類間分配資源：

- 除總辦事處及不活躍附屬公司持有之資產外，所有資產均分配至報告分類；及
- 除總辦事處及不活躍附屬公司產生之借貸及負債外，所有負債均分配至報告分類。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

For the year ended 31 December 2021

Amounts included in the measure of segment assets:

	Leasing	Bulk commodity trade	Property development and investment	Marine recreation services and hotel	Unallocated	Total
	租賃	大宗商品貿易	物業發展及投資	海上旅遊服務和酒店	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Additions to non-current assets (other than financial assets)	2,642	12	39	2,202	28	4,923
添置非流動資產 (金融資產除外)						

For the year ended 31 December 2020

Amounts included in the measure of segment assets:

	Leasing	Bulk commodity trade	Property development and investment (Re-presented)	Marine recreation services and hotel	Unallocated	Total
	租賃	大宗商品貿易	物業發展及投資 (經重列)	海上旅遊服務和酒店	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Additions to non-current assets (other than financial assets)	123,438	61	254	787	58	124,598
添置非流動資產 (金融資產除外)						

6. 分類資料(續)

分類資產及負債(續)

截至二零二一年十二月三十一日止年度

計入分類資產計量之金額：

	Leasing	Bulk commodity trade	Property development and investment	Marine recreation services and hotel	Unallocated	Total
	租賃	大宗商品貿易	物業發展及投資	海上旅遊服務和酒店	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Additions to non-current assets (other than financial assets)	2,642	12	39	2,202	28	4,923
添置非流動資產 (金融資產除外)						

截至二零二零年十二月三十一日止年度

計入分類資產計量之金額：

	Leasing	Bulk commodity trade	Property development and investment (Re-presented)	Marine recreation services and hotel	Unallocated	Total
	租賃	大宗商品貿易	物業發展及投資 (經重列)	海上旅遊服務和酒店	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Additions to non-current assets (other than financial assets)	123,438	61	254	787	58	124,598
添置非流動資產 (金融資產除外)						

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Other segment information

Geographical information of revenue from external customers is based on the location of the customers and the geographical location of the non-current assets (other than financial instruments) is based on the physical location of the assets.

6. 分類資料(續)

其他分類資料

來自外部客戶之收益之地區資料乃根據客戶所在地而定，非流動資產(金融工具除外)之地理位置乃根據該等資產之實際位置而定。

		Revenue from external customers 來自外部顧客之收益		Non-current assets (other than financial instruments) 非流動資產(金融工具除外)	
		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Hong Kong	香港	453,260	93,557	2,040	4,897
The PRC	中國	457,287	593,370	404,586	428,919
Others	其他	262,132	244,761	-	-
		1,172,679	931,688	406,626	433,816

Revenue from customers of the corresponding years contributing over 10% of the total turnover of the Group are as follows:

於相關年度佔本集團總營業額10%以上的客戶貢獻的收入如下：

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Customer A	客戶A	366,587	n/a 不適用
Customer B	客戶B	176,968	n/a 不適用

For the year ended 31 December 2021, both customer A and B are from bulk commodity trade business.

截至二零二一年十二月三十一日止年度，客戶A及B均來自大宗商品貿易業務。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Set out below is the disaggregation of the Group's turnover from major products and services:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Sales of properties	出售物業	78,410	89,709
Consultancy service income from leasing arrangements	租賃安排之諮詢服務收入	86,648	41,736
Bulk commodity trade	大宗商品貿易	755,431	677,891
Marine recreation services and hotel	海上旅遊服務和酒店	22,380	16,826
Revenue from contract with customers	來自與客戶合約之收益	942,869	826,162
Rental income from investment properties	來自投資物業的租金收入	1,765	992
Rental income under operating lease in respect of owned machineries and equipment	有關自有機械及設備之經營租賃項下租金收入	34,980	4,606
Interest income from loans receivable	應收貸款之利息收入	189,989	99,928
Finance lease income	融資租賃收入	3,076	-
		1,172,679	931,688

6. 分類資料(續)

下文載列本集團來自主要產品及服務之營業額之分列賬款：

7. OTHER INCOME

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Interest income from:	來自以下項目之利息收入：		
- deposits and other financial assets	- 存款及其他金融資產	12,563	20,800
- related parties	- 關連方	2,868	2,329
Fair value gain on other financial assets measured at FVPL	按公平值計入損益的其他金融資產之公平值收益	161	669
Government subsidies (note)	政府補助(附註)	503	1,252
Exchange gain, net	匯兌收益淨額	9,927	39,463
Gain on disposal of investment properties	出售投資物業之收益	360	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	3,351
Others	其他	2,706	2,174
		29,088	70,038

7. 其他收入

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

7. OTHER INCOME (Continued)

Note:

For the year ended 31 December 2021, HK\$503,000 (2020: HK\$423,000) are government grants obtained from Mainland local government supporting the tourism business. The Group has complied with the requirements set out by the local government for the year ended 31 December 2021.

For the year ended 31 December 2020, among the government subsidies, HK\$486,000 are government grants obtained from the Employment Support Scheme ("ESS") under the Anti-epidemic Fund launched by the Government of the Hong Kong Special Administrative Region supporting the payroll of the Group's employees. Under the ESS, the Group had to commit to spend these grants on payroll expenses, and not to reduce employee head count below prescribed levels for a specified period of time. The Group has complied with the requirements set out in the ESS for the year ended 31 December 2020.

8. FINANCE COSTS

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Interest on bank borrowings	銀行借貸之利息	23,916	10,210
Interest on asset-backed securities	資產支持證券之利息	41,720	-
Interest on loan from related parties	來自關連方貸款之利息	1,113	1,098
Interest on lease liabilities	租賃負債利息	255	435
		67,004	11,743
Less:	減：		
Amounts capitalised on properties under development	發展中物業之撥作資本化之金額	(2,540)	(3,531)
Amounts included in costs of revenue	計入收益成本之金額		
- Interest on bank borrowings	- 銀行借貸之利息	(16,383)	-
- Interest on asset-backed securities	- 資產支持證券之利息	(41,720)	-
		6,361	8,212

The borrowing costs have been capitalised at a rate of 2.14% (2020: 3.0%) per annum.

借貸成本已按年利率2.14%(二零二零年：3.0%)資本化。

7. 其他收入(續)

附註：

截至二零二一年十二月三十一日止年度，港幣503,000元(二零二零年：港幣423,000元)為從內地當地政府取得以支持旅遊業務的政府補助。本集團於截至二零二一年十二月三十一日止年度已履行當地政府制定之規定。

截至二零二零年十二月三十一日止年度，政府補助其中港幣486,000元為香港特別行政區政府的防疫基金項下保就業計劃(「保就業計劃」)用作本集團支付僱員薪金的補助。根據保就業計劃，本集團已承諾使用該等補助作為薪金開支，並在限定時間內不將僱員總人數減少至規定水平以下。本集團於截至二零二零年十二月三十一日止年度已履行有關保就業計劃之規定。

8. 融資成本

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

9. INCOME TAX EXPENSE

Hong Kong Profits Tax has been provided in accordance with two-tiered profits tax rate regime, whereby the first HK\$2,000,000 of assessable profits of the qualifying corporation is taxed at 8.25% and the assessable profits above HK\$2,000,000 are taxed at 16.5% for both years. The assessable profits of other subsidiaries in Hong Kong are taxed at 16.5%.

Under the Law of the PRC on Enterprise Income Tax ("EIT") and Implementation Regulation, the PRC subsidiaries are subject to a tax rate of 25%. The current tax also comprised land appreciation tax ("LAT") which is estimated in accordance with the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable deductions.

9. 所得稅開支

於兩個年度中，香港利得稅已根據利得稅兩級製作出撥備，合資格企業首港幣2,000,000元之應課稅溢利將按8.25%之稅率計算，而超過港幣2,000,000元之應課稅溢利將按16.5%之稅率計算。其他附屬公司於香港之應課稅溢利按16.5%之稅率計算。

根據中國企業所得稅(「企業所得稅」)法及企業所得稅法實施條例，中國附屬公司稅率為25%。即期稅項亦包括土地增值稅(「土地增值稅」)。土地增值稅乃根據相關中國稅法及條例所載之規定估計。土地增值稅已按增值額之累進稅率範圍撥備，且有若干可扣減項目。

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
The taxation charge comprises:	稅項支出包括：		
Current tax for the year:	本年度即期稅項：		
Hong Kong Profits Tax	香港利得稅	393	126
PRC EIT	中國企業所得稅	50,816	30,633
PRC LAT	中國土地增值稅	5,919	5,930
		57,128	36,689
Over-provision in prior years:	過往年度超額撥備：		
Hong Kong Profits Tax	香港利得稅	(10)	-
		57,118	36,689
Deferred tax (note 32)	遞延稅項(附註32)	7,002	430
Income tax expense	所得稅開支	64,120	37,119

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

9. INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expense and accounting profit at applicable tax rates:

9. 所得稅開支(續)

按適用稅率計算之所得稅開支與會計溢利之對賬如下：

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Profit before income tax	除所得稅前溢利	169,812	158,080
Tax calculated at PRC EIT rate of 25% (2020: 25%)	按中國企業所得稅率25% (二零二零年：25%)計算之稅項	42,453	39,520
Effect of different tax rates of group entities operating in jurisdictions other than the PRC	在除中國外其他司法權區經營之集團實體之不同稅率影響	(536)	(8,358)
PRC LAT	中國土地增值稅	5,919	5,930
Tax effect on LAT	土地增值稅之稅務影響	(1,480)	(1,483)
Tax effect of expenses not deductible for tax purposes	納稅時不可扣除開支之稅務影響	8,768	5,217
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅務影響	(588)	(16,557)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	575	6,827
Tax effect of temporary difference not recognised	未確認臨時性差額之稅務影響	(5)	3,317
Tax effect of tax losses utilised during the year	年內已動用稅項虧損之稅務影響	(146)	(505)
Withholding tax from interest income	利息收入之預扣稅	2,531	-
Withholding tax for undistributed profits of PRC subsidiaries	中國附屬公司之未分配溢利之預扣稅	6,639	3,211
Over-provision in prior years	過往年度超額撥備	(10)	-
Income tax expense	所得稅開支	64,120	37,119

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

10. PROFIT FOR THE YEAR

10. 年內溢利

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Profit for the year is arrived at after charging/ (crediting):	年內溢利已扣除／(計入)：		
Auditor's remuneration	核數師酬金		
– audit services	– 審計服務	1,250	1,070
– non-audit services	– 非審計服務	360	360
		1,610	1,430
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	42,948	23,614
Less: Amounts capitalised on properties under development	減：發展中物業之 撥作資本化之金額	(10)	(9)
		42,938	23,605
Contributions to retirement benefits schemes (including directors' emoluments)	退休福利計劃供款 (包括董事酬金)	12,011	6,902
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)	58,048	60,093
Total staff costs	員工成本總計	70,059	66,995
Less: Amounts capitalised on properties under development	減：發展中物業之 撥作資本化之金額	(1,821)	(1,622)
		68,238	65,373
Cost of inventories sold (included in costs of revenue)	存貨銷售成本(計入收益成本)	815,061	725,344
Exchange gain, net	匯兌收益淨額	(9,927)	(39,463)
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損／(收益)	5	(3,351)
Gain on disposal of investment properties	出售投資物業之收益	(360)	–
Impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損	–	19,012
Impairment losses on financial assets	金融資產減值虧損	11,831	824
Direct operating expenses arising from investment properties	因投資物業產生之 直接經營開支	264	119

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

11. 董事及高級管理層酬金

(a) Directors' emoluments

Directors' emoluments disclosed pursuant to Section 383 of the Hong Kong Companies Ordinance (Cap.622) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap.622G) (the Regulation) are as follows:

For the year ended 31 December 2021

		Zhang Bin 張斌	Wang Tianlin 王天霖	Li Shufang 李舒放	Yang Tianzhou 楊田洲	Chang Qing 常清	Lee Man Chun, Tony 李萬全	He Jia 何佳	Total 合計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
			(note (a)) (附註(a))	(note (b)) (附註(b))					
Fees	袍金	-	-	-	-	360	360	360	1,080
Salaries	薪金	-	-	732	-	-	-	-	732
Contribution to retirement benefits schemes	退休福利計劃供款	-	-	12	-	-	-	-	12
Total emoluments	總酬金	-	-	744	-	360	360	360	1,824

(a) 董事酬金

根據香港法例第622章香港公司條例第383條及香港法例第622G章公司(披露董事利益資料)規例作出之董事酬金披露如下：

截至二零二一年十二月三十一日止年度

For the year ended 31 December 2020

		Zhang Bin 張斌	Wang Tianlin 王天霖	Li Shufang 李舒放	Yang Tianzhou 楊田洲	Chang Qing 常清	Lee Man Chun, Tony 李萬全	He Jia 何佳	Total 合計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Fees	袍金	-	-	-	-	360	360	360	1,080
Salaries	薪金	-	-	1,036	-	-	-	-	1,036
Contribution to retirement benefits schemes	退休福利計劃供款	-	-	18	-	-	-	-	18
Total emoluments	總酬金	-	-	1,054	-	360	360	360	2,134

截至二零二零年十二月三十一日止年度

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (a) Mr. Wang Tianlin has resigned as an executive director with effect from 3 December 2021.
- (b) Mr. Li Shufang has resigned as an executive director with effect from 9 September 2021.

During the year ended 31 December 2021, four executive directors of the Company, namely Mr. Zhang Bin, Mr. Wang Tianlin, Mr. Li Shufang and Mr. Yang Tianzhou, had waived their directors' fees of HK\$180,000 (2020: HK\$360,000), HK\$120,000 (2020: HK\$240,000), HK\$120,000 (2020: HK\$240,000) and HK\$120,000 (2020: HK\$240,000) respectively.

During the year ended 31 December 2020, an executive director of the Company, Mr. Zhang Bin, had waived his salary of approximately HK\$400,000.

(b) Five highest paid individuals

No (2020: one) director of the Company was included in the five highest paid individuals of the Group for the year ended 31 December 2021. The emoluments of the five (2020: four) highest paid individuals for the year ended 31 December 2021 were as follows:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Salaries and other benefits	薪金及其他福利	3,616	3,122
Performance-based bonus	績效獎金	3,362	640
Contributions to retirement benefits schemes	退休福利計劃供款	986	72
		7,964	3,834

11. 董事及高級管理層酬金(續)

(a) 董事酬金(續)

附註：

- (a) 王天霖先生已辭任執行董事職務，自二零二一年十二月三日起生效。
- (b) 李舒放先生已辭任執行董事職務，自二零二一年九月九日起生效。

截至二零二一年十二月三十一日止年度，本公司四位執行董事張斌先生、王天霖先生、李舒放先生及楊田洲先生已放棄其董事袍金分別為港幣180,000元(二零二零年：港幣360,000元)、港幣120,000元(二零二零年：港幣240,000元)、港幣120,000元(二零二零年：港幣240,000元)及港幣120,000元(二零二零年：港幣240,000元)。

截至二零二零年十二月三十一日止年度，本公司一位執行董事張斌先生已放棄其薪金約港幣400,000元。

(b) 五名最高薪酬人士

截至二零二一年十二月三十一日，概無(二零二零年：一名)本公司董事計入本集團五名最高薪酬人士。截至二零二一年十二月三十一日，五名(二零二零年：四名)最高薪酬人士之酬金如下：

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

11. 董事及高級管理層酬金(續)

(b) Five highest paid individuals (Continued)

The emoluments of five (2020: four) highest paid individuals who are not directors of the Company were within the following bands:

(b) 五名最高薪酬人士(續)

五名(二零二零年：四名)並非本公司董事之最高薪酬人士之酬金介乎下列組別：

		Number of individuals 人員數目	
		2021 二零二一年	2020 二零二零年
Nil to HK\$1,000,000	港幣零元至港幣1,000,000元	-	2
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至 港幣1,500,000元	2	2
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至 港幣2,000,000元	2	-
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至 港幣2,500,000元	1	-
		5	4

During the years ended 31 December 2021 and 2020, no remunerations were paid by the Group to the directors or the five (2020: four) highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

於截至二零二一年及二零二零年十二月三十一日止年度，本集團並無向董事或五名(二零二零年：四名)最高薪酬僱員支付任何酬金，作為鼓勵其加入本集團或於其加入本集團時之獎勵，或作為其離職之補償。

(c) Senior management's emolument

The remuneration paid to the senior management (other than the directors as disclosed in note 11(a) above) for the years fell within the following band:

(c) 高級管理層酬金

於年內，向高級管理層(除上文附註11(a)披露的董事外)支付的酬金介乎下列組別：

		Number of individuals 人員數目	
		2021 二零二一年	2020 二零二零年
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至 港幣1,500,000元	1	1

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12. DIVIDENDS

12. 股息

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Dividends proposed:	建議宣派股息：		
Proposed final dividend of HK0.54 cent (2020: HK0.9 cent) per ordinary share	建議宣派每股普通股0.54港仙 (二零二零年：0.9港仙)之末期股息	32,209	52,279
Dividends paid:	已付股息：		
Final dividend of HK0.9 cent per ordinary share in respect of financial year ended 31 December 2020	就截至二零二零年十二月三十一日止之財政年度宣派每股普通股0.9港仙之末期股息	52,173	-

The final dividend of HK0.54 cent per ordinary share proposed after the reporting date for the year ended 31 December 2021 were not recognised as a liability at the end of the reporting date. In addition, the final dividend is subject to the shareholders' approval at the forthcoming annual general meeting.

In August 2021, a final dividend of HK0.9 cent per ordinary share, which included scrip dividend alternatives offered to shareholders, was paid to shareholders as the final dividend in respect of the financial year ended 31 December 2020.

The breakdown of the final dividend paid is as follows:

於報告日期後建議宣派截至二零二一年十二月三十一日止年度之末期股息每股普通股0.54港仙，於報告日期後並無確認為負債。此外，末期股息須待股東於應屆股東週年大會批准後，方可作實。

於二零二一年八月，已向股東派付截至二零二零年十二月三十一日止財政年度之末期股息每股普通股0.9港仙，並向股東提供以股代息之選擇。

已付末期股息之明細如下：

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Dividends:	股息：		
Cash	現金	23,425	-
Share alternative (note 33)	以股代息選擇(附註33)	28,748	-
		52,173	-

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13. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the earnings for the year attributable to owners of the Company of HK\$104,222,000 (2020: HK\$121,372,000) and on the weighted average number of 5,857,209,000 (2020: 5,796,985,000) ordinary shares in issue during the year excluding ordinary shares purchased by the Company for share award scheme.

There were no potential dilutive ordinary shares outstanding during both years and hence the diluted earnings per share is the same as basic earnings per share.

14. RETIREMENT BENEFITS SCHEMES

The Group participates in various defined contribution retirement benefits schemes. The Group participates in the MPF Scheme established under the Mandatory Provident Fund Ordinance for those employees who are eligible to participate in the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of trustees. Subject to a capped amount, the Group contributes 5% of the relevant income for each employee to the MPF Scheme, the amount of which is matched with that contributed by employees. Contributions to the MPF Scheme vest immediately.

The employees of the Company's subsidiaries in the PRC are members of a state-managed retirement benefits scheme operated by the PRC government. The subsidiaries are required to contribute 10% to 20% (2020: 10% to 20%) of payroll costs, subject to a capped amount for each employee to the retirement benefits scheme. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

During the year ended 31 December 2021, contributions totalling of HK\$12,011,000 (2020: HK\$6,902,000) were charged to the profit or loss for the year.

13. 每股盈利

每股基本盈利乃按年內本公司擁有人應佔盈利港幣104,222,000元(二零二零年：港幣121,372,000元)及年內已發行之普通股(不包括本公司就股份獎勵計劃而購買之普通股)加權平均數5,857,209,000股(二零二零年：5,796,985,000股)為計算基準。

於兩個年度均無發行在外之潛在攤薄普通股，因此每股攤薄盈利與每股基本盈利相同。

14. 退休福利計劃

本集團參加多項定額供款退休福利計劃。本集團就合資格參與強積金計劃之僱員參與根據強制性公積金計劃條例設立之強積金計劃。強積金計劃之資產均由受託人控制之基金持有，並與本集團之資產分開。本集團按有關收入之5%(有上限)為每位僱員向強積金計劃作出供款，而僱員亦須作出相應之供款。向強積金計劃作出的供款將即時歸屬。

本公司中國附屬公司之僱員為一項中國政府管理之國營退休福利計劃之成員。附屬公司須按工資成本之10%至20%(二零二零年：10%至20%)(有上限)為每位僱員向退休福利計劃供款。本集團就退休福利計劃之唯一責任是作出指定之供款。

於截至二零二一年十二月三十一日止年度，合共港幣12,011,000元(二零二零年：港幣6,902,000元)之供款已從年度損益表扣除。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Buildings	Furniture and equipment	Motor vehicles and vessels	Marine travel facilities and equipment	Land and other properties leased for own used	Machineries and equipment	Total
		樓宇 HK\$'000 港幣千元	傢俬及辦公設備 HK\$'000 港幣千元	汽車及船舶 HK\$'000 港幣千元	海上旅遊設施及設備 HK\$'000 港幣千元	持作自用之土地及其他物業租賃 HK\$'000 港幣千元	機械及設備 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
Cost	成本							
At 1 January 2020	於二零二零年一月一日	160,233	18,968	77,338	6,951	69,136	-	332,626
Currency realignment	匯兌重整	11,548	1,132	5,119	501	3,096	7,706	29,102
Additions	添置	-	1,060	-	-	-	123,299	124,359
Disposals	出售	-	(253)	(10,068)	-	-	-	(10,321)
Disposal of subsidiaries (note 36)	出售附屬公司(附註36)	-	(430)	(775)	-	-	-	(1,205)
Written off	撇銷	-	-	-	-	(1,354)	-	(1,354)
At 31 December 2020	於二零二零年十二月三十一日	171,781	20,477	71,614	7,452	70,878	131,005	473,207
Currency realignment	匯兌重整	4,140	434	1,926	188	1,113	3,303	11,104
Additions	添置	-	524	2,087	-	2,312	-	4,923
Disposals	出售	-	(176)	-	-	-	-	(176)
Transfer to investment properties (note 16)	轉撥至投資物業(附註16)	(11,424)	-	-	-	-	-	(11,424)
At 31 December 2021	於二零二一年十二月三十一日	164,497	21,259	75,627	7,640	74,303	134,308	477,634
Accumulated depreciation and impairment	累計折舊及減值							
At 1 January 2020	於二零二零年一月一日	29,831	8,904	26,533	5,181	20,343	-	90,792
Currency realignment	匯兌重整	2,600	328	3,223	392	340	124	7,007
Provided for the year	年內撥備	7,197	2,065	5,617	425	6,322	1,988	23,614
Eliminated on disposals	出售時抵銷	-	(241)	(9,219)	-	-	-	(9,460)
Eliminated on disposal of subsidiaries (note 36)	出售附屬公司時抵銷(附註36)	-	(370)	(707)	-	-	-	(1,077)
Eliminated on written off impairment (note a)	撇銷時抵銷減值(附註(a))	-	-	-	-	(1,354)	-	(1,354)
At 31 December 2020	於二零二零年十二月三十一日	39,628	10,686	44,459	5,998	25,651	2,112	128,534
Currency realignment	匯兌重整	1,054	166	1,327	153	134	409	3,243
Provided for the year	年內撥備	7,572	2,370	3,687	294	7,668	21,357	42,948
Eliminated on disposals	出售時抵銷	-	(168)	-	-	-	-	(168)
Eliminated on transfer to investment properties (note 16)	轉撥至投資物業時抵銷(附註16)	(4,294)	-	-	-	-	-	(4,294)
At 31 December 2021	於二零二一年十二月三十一日	43,960	13,054	49,473	6,445	33,453	23,878	170,263
Carrying amounts	賬面值							
At 31 December 2021	於二零二一年十二月三十一日	120,537	8,205	26,154	1,195	40,850	110,430	307,371
At 31 December 2020	於二零二零年十二月三十一日	132,153	9,791	27,155	1,454	45,227	128,893	344,673

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15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- (a) During the year ended 31 December 2020, certain vessels used in the marine recreation services and hotel business have not been approved for launching operation in the sea area of Hainan, the PRC. These vessels were subject to further modification before using in the marine recreation services and hotel business. The Group assessed the recoverable amounts of these vessels and as a result the carrying amount of these vessels was written down to their recoverable amount of approximately HK\$15,663,000. As such, impairment losses of approximately HK\$19,012,000 was recognised in the consolidated income statement.

The recoverable amounts of these vessels are determined based on the higher of fair values less costs of disposal and value in use calculation.

As at 31 December 2020, the recoverable amounts of these vessels have been determined based on fair value less costs of disposal, which is arrived at on the basis of valuation carried out by an independent professional valuer. The fair value less costs of disposal of these vessels is level 3 recurring fair value measurement. The key assumptions to determine the fair value less costs of disposal under income approach using present value technique are discount rates and projected future revenue. The pre-tax discount rate used is 13.05%.

As at 31 December 2021, these vessels were not yet in service. The Group assessed the recoverable amounts of these vessels, which were higher than the carrying amounts of these vessels and no further impairment was made.

- (b) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

15. 物業、廠房及設備(續)

附註：

- (a) 截至二零二零年十二月三十一日止年度，海上旅遊服務和酒店義務使用的若干船舶尚未獲審批在中國海南海域下水營運。該等船舶在用於海上旅遊服務和酒店業務之前需要進行進一步改建。本集團評估該等船舶的可收回金額，因此該等船舶的賬面值撇減至其可收回金額約港幣15,663,000元。因此，減值虧損約港幣19,012,000元(二零一九年：無)已於綜合收益表確認。

該等船舶的可收回金額乃基於公平值減出售成本與使用價值的較高者釐定。

於二零二零年十二月三十一日，該等船舶的可收回金額已根據公平值減出售成本(基於一名獨立專業估值師進行的估值而達致)釐定。公平值減該等船舶的出售成本屬三級經常性公平值計量。根據收入法使用現值技術釐定公平值減出售成本的主要假設為貼現率及預計未來收益。採用的稅前貼現率為13.05%。

於二零二一年十二月三十一日，該等船舶尚未投入使用。本集團評估該等船舶的可收回金額乃高於該等船舶的賬面值，且並無作出進一步減值。

- (b) 使用權資產

按相關資產類別劃分的使用權資產的賬面淨值分析如下：

	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Ownership interests in leasehold land held for own use, carried at depreciated cost in the PRC, with medium-term leases. 持作自用租賃土地之所有權權益，於中國按折舊成本列賬，中期租約	36,996	38,186
Other properties leased for own use, carried at depreciated cost 租賃作自用之其他物業，按折舊成本列賬	3,854	7,041

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes: (Continued)

(b) Right-of-use assets (Continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分的使用權資產的折舊支出：
Ownership interests in leasehold land	租賃土地之所有權權益
Other properties leased for own use	租賃作自用之其他物業
Interest on lease liabilities (note 8)	租賃負債之利息(附註8)
Expenses relating to short-term leases	有關短期租賃之開支

During the year ended 31 December 2021, additions to right-of-use assets were HK\$2,312,000 (2020: nil).

The total cash outflow for leases for the year ended 31 December 2021 was HK\$7,808,000 (2020: HK\$4,446,000).

Details of the maturity analysis of lease liabilities are set out in note 28.

(c) Machineries and equipment

As at 31 December 2021 and 2020, the Group leases out all the machineries and equipment under operating leases to generate rental income.

15. 物業、廠房及設備(續)

附註：(續)

(b) 使用權資產(續)

於損益中確認有關租賃的開支項目之分析如下：

	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Depreciation charge of right-of-use assets by class of underlying asset:		
Ownership interests in leasehold land	2,117	1,976
Other properties leased for own use	5,551	4,346
	<u>7,668</u>	<u>6,322</u>
Interest on lease liabilities (note 8)	255	435
Expenses relating to short-term leases	1,255	790

於截至二零二一年十二月三十一日止年度，添置使用權資產港幣2,312,000元(二零二零年：無)。

截至二零二一年十二月三十一日止年度的租賃的現金流出總額為港幣7,808,000元(二零二零年：港幣4,446,000元)。

租賃負債期限分析的詳情載於附註28。

(c) 機械及設備

於二零二一年及二零二零年十二月三十一日，本集團出租經營租賃項下的所有機械及設備以產生租金收入。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

16. INVESTMENT PROPERTIES

16. 投資物業

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
At fair value	按公平值		
At 1 January	於一月一日	89,143	93,939
Currency realignment	匯兌重整	2,377	6,090
Changes in fair value recognised in profit or loss	於損益中確認之公平值變動	(1,656)	(11,125)
Additions	添置	-	239
Disposals	出售	(1,709)	-
Transfer from property, plant and equipment (note 15)	轉自物業、廠房及設備 (附註15)	11,100	-
At 31 December	於十二月三十一日	99,255	89,143

The carrying amount of investment properties shown above represents properties situated in the PRC held under medium-term leases.

All of the Group's property interests held to earn rentals under operating leases or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

During the year ended 31 December 2021, buildings with carrying amount of HK\$7,130,000 included in property, plant and equipment (note 15) were transferred to investment properties and revaluation gain of approximately HK\$3,970,000 was credited to revaluation reserve as operating lease agreements were entered with a third party for these buildings during the year to generate rental income.

The fair values of the Group's investment properties at 31 December 2021 and 2020 have been arrived at on the basis of a valuation carried out on that date by Jones Lang Lasalle Corporate Appraisal and Advisory Limited, the independent qualified professional valuer. Jones Lang Lasalle Corporate Appraisal and Advisory Limited is a member of the Hong Kong Institute of Surveyors and possesses appropriate qualifications and recent experience in the valuation similar properties in the relevant locations.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

上文所示之投資物業之賬面值指根據中期租約於中國持有之物業。

本集團所有以經營租約持有以收取租金或作資本增值用途的物業權益乃採用公平值模式計量，並分類及列作投資物業。

截至二零二一年十二月三十一日止年度，計入物業、廠房及設備(附註15)之賬面值為港幣7,130,000元之樓宇已轉至投資物業，而重估收益約港幣3,970,000元已計入重估儲備，乃由於於年內與一名第三方就該等樓宇訂立經營租賃協議以產生租金收入。

本集團於二零二一年及二零二零年十二月三十一日之投資物業之公平值以獨立合資格專業估值師仲量聯行企業評估及諮詢有限公司於該日所採用之估值基準入賬。仲量聯行企業估及諮詢有限公司為香港測量師學會會員，擁有合適資格，近期亦有相關地點類似物業之估值經驗。

於估計物業之公平值時，有關物業之最高及最佳用途即為其當前用途。

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16. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

16. 投資物業(續)

公平值等級

下表呈列於報告期末按經常性基準計量的本集團投資物業的公平值，歸類為香港財務報告準則第13號公平值計量定義的三級公平值等級。公平值計量歸類的層級經參考估值方法中使用的輸入數據的可觀察性及重要性釐定如下：

		Fair value measurement as at 31 December 2021 categorised into 於二零二一年十二月三十一日的 公平值計量歸類為			Fair value as at 31 December 2021 於二零二一年 十二月三十一日的 公平值 HK\$'000 港幣千元
		Level 1 一級 HK\$'000 港幣千元	Level 2 二級 HK\$'000 港幣千元	Level 3 三級 HK\$'000 港幣千元	
Recurring fair value measurement	經常性公平值計量				
Investment properties: Property units – the PRC	投資物業： 物業單位 – 中國	-	11,322	87,933	99,255
		Fair value measurement as at 31 December 2020 categorised into 於二零二零年十二月三十一日的 公平值計量歸類為			Fair value as at 31 December 2020 於二零二零年 十二月三十一日的 公平值 HK\$'000 港幣千元
		Level 1 一級 HK\$'000 港幣千元	Level 2 二級 HK\$'000 港幣千元	Level 3 三級 HK\$'000 港幣千元	
Recurring fair value measurement	經常性公平值計量				
Investment properties: Property units – the PRC	投資物業： 物業單位 – 中國	-	11,044	78,099	89,143

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16. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy (Continued)

During the year ended 31 December 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2020: except for the tenancy agreement of an investment property of HK\$11,044,000 was expired and the property unit was vacant and was transferred from Level 3 to Level 2 in the fair value hierarchy, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

For the fair value of investment properties is a Level 3 recurring fair value measurement, a reconciliation of the opening and closing fair value balance is provided below.

16. 投資物業(續)

公平值等級(續)

截至二零二一年十二月三十一日止年度，概無一級與二級之間的轉移或於三級的轉入或轉出(二零二零年：除投資物業港幣11,044,000元的租賃協議已屆滿，且該物業單位空置並自公平值等級的三級轉入二級外，並無一級與二級之間的轉移或於三級的轉入或轉出)。本集團的政策旨在確認於報告期末發生的公平值等級中各層級之間的轉移。

由於投資物業之公平值屬三級經常性公平值計量，年初與年末公平值餘額之對賬如下。

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Opening balance (Level 3 recurring fair value)	年初餘額(三級經常性公平值)	78,099	93,939
Currency realignment	匯兌重整	2,099	5,051
Fair value change	公平值變動	(1,656)	(4,427)
Additions	添置	-	239
Disposals	出售	(1,709)	-
Transfer from property, plant and equipment (note 15)	轉自物業、廠房及設備 (附註15)	11,100	-
Transfer out of level 3	於三級轉出	-	(16,703)
Closing balance (Level 3 recurring fair value)	年末餘額(三級經常性公平值)	87,933	78,099

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16. INVESTMENT PROPERTIES (Continued)

Information about Level 3 fair value measurement – Property units in the PRC

Fair value is determined by applying the income approach for the years ended 31 December 2021 and 2020 and based on the following significant unobservable inputs.

Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍
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Term yield 年期回報率	3.0% – 4.0% per annum (2020: 3.0% – 4.0% per annum) 每年3.0% – 4.0% (二零二零年：每年3.0% – 4.0%)
Expected vacancy rate 預期空置率	0% – 7.0% (2020: 0% – 7.0%) 0% – 7.0% (二零二零年：0% – 7.0%)
Reversionary yield 復歸回報率	3.5% – 4.5% per annum (2020: 3.5% – 4.5% per annum) 每年3.5% – 4.5% (二零二零年：每年3.5% – 4.5%)
Daily rent 每日租金	RMB0.3 – RMB8.1 per square meter (2020: RMB0.3 – RMB4.0 per square meter) 每平方米人民幣0.3元 – 人民幣8.1元 (二零二零年：每平方米人民幣0.3元 – 人民幣4.0元)

Information about Level 2 fair value measurement – Property unit in the PRC

For the investment property of which the tenancy agreement has expired and which was held for capital appreciation, it was valued by applying direct comparison approach without any significant adjustment being made to the market observable data. The fair value measurement was classified as Level 2.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

16. 投資物業(續)

有關三級公平值計量之資料 – 於中國的物業單位

截至二零二一年及二零二零年十二月三十一日止年度，公平值乃透過採用收入法及根據以下重大不可觀察輸入數值釐定。

Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值之關係
--

The higher the term yield, expected vacancy rate and reversionary yield, the lower the fair value
年期回報率、預期空置率及復歸回報率愈高，則公平值愈低

The higher the daily rent, the higher the fair value

每日租金愈高，則公平值愈高

有關二級公平值計量之資料 – 於中國的物業單位

對於租賃協議已屆滿並持作資本增值的投資物業，採用直接比較法對市場可觀察數據未作任何重大調整的情況下進行估值。公平值計量分類為二級。

於估計物業之公平值時，有關物業之最高及最佳用途即為其當前用途。

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17. INTERESTS IN SUBSIDIARIES

Particulars of the principal subsidiaries are as follows:

17. 於附屬公司之權益

主要附屬公司詳情如下：

Company 公司	Place of incorporation/ operations 註冊成立/ 營業地點	Particulars of paid-up capital/ issued share capital 已繳足資本/ 已發行股本詳情	Equity interest owned by the Company 本公司 擁有之權益 %	Principal activities 主要業務
Directly held: 直接持有：				
Galactic Investment Limited 銀河投資有限公司	Hong Kong 香港	HK\$2 港幣2元	100	Investment holding 投資控股
Indirectly held: 間接持有：				
Chengtong Trading (International) Limited 誠通貿易(國際)有限公司	Hong Kong 香港	HK\$429 港幣429元	100	Finance leasing 融資租賃
Chengtong World Trade Limited 誠通世亞有限公司	Hong Kong 香港	HK\$10,000,000 港幣10,000,000元	51	Bulk commodity trade 大宗商品貿易
Zhucheng Phoenix Landmark Company Limited* 諸城鳳凰置地有限公司*	The PRC 中國	RMB50,000,000 人民幣50,000,000元	100	Property development and investment 物業發展及投資
Chengtong Financial Leasing Company Limited* 誠通融資租賃有限公司*	The PRC 中國	RMB2,000,000,000 人民幣 2,000,000,000元	100	Finance leasing and operating leasing 融資租賃及經營租賃
Chengtong Development Trading Company Limited* 誠通發展貿易有限公司*	The PRC 中國	RMB100,000,000 人民幣100,000,000元	100	Bulk commodity trade 大宗商品貿易
Hainan Yalong Bay Underwater World Travel Company Limited* 海南亞龍灣海底世界旅游有限公司*	The PRC 中國	RMB96,000,000 人民幣96,000,000元	100	Provision of marine recreation services 提供海上旅遊服務
Hainan Huandao Underwater World Hotel Company Limited* 海南寰島海底世界酒店有限公司*	The PRC 中國	RMB8,000,000 人民幣8,000,000元	100	Hotel business 酒店管理

* A limited liability company established in the PRC

^ The English names are for identification only

* 一間於中國成立之有限公司

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17. INTERESTS IN SUBSIDIARIES (Continued)

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

None of the subsidiaries had any debt securities as at 31 December 2021 and 2020 or at any time during the respective year.

The following table lists out the information relating to Chengtong World Trade Limited, the subsidiary of the Company which has non-controlling interests ("NCI") in the respective years. The summarised financial information presented below represents the amounts before any inter-company elimination.

17. 於附屬公司之權益(續)

上表列出本公司董事認為主要影響本集團年內業績或形成本集團大部分資產及負債之本公司附屬公司。本公司董事考慮到篇幅所限，故並無列出其他附屬公司之詳情。

於二零二一年及二零二零年十二月三十一日或於各年內任何時間，並無附屬公司擁有任何債務證券。

下表列出有關本公司附屬公司誠通世亞有限公司於各年度持有非控股權益(「非控股權益」)的資料。以下呈列之財務資料概要為未計任何公司間抵銷前之數額。

		Chengtong World Trade Limited 誠通世亞有限公司	
		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
As at 31 December	於十二月三十一日		
NCI percentage	非控股權益百分比	49%	49%
Current assets	流動資產	78,217	59,439
Non-current assets	非流動資產	52	53
Current liabilities	流動負債	(63,783)	(48,003)
Non-current liabilities	非流動負債	-	-
Net assets	資產淨值	14,486	11,489
Carrying amount of NCI	非控股權益賬面值	7,099	5,629
For the year ended 31 December	截至十二月三十一日止年度		
Turnover	營業額	755,431	440,667
Profit for the year	年內溢利	3,000	1,453
Total comprehensive income	全面收益總額	3,000	1,453
Profit allocated to NCI	分配至非控股權益之溢利	1,470	712
Dividend paid to NCI	已付非控股權益之股息	-	-
For the year ended 31 December	截至十二月三十一日止年度		
Cash flows from operating activities	經營活動產生之現金流量	(29,192)	(9,736)
Cash flows from investing activities	投資活動產生之現金流量	1,251	(1,332)
Cash flows from financing activities	融資活動產生之現金流量	22,474	23,020
Net cash (outflows)/inflows	現金(流出)/流入淨額	(5,467)	11,952

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18. DEPOSITS PAID

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Deposits paid for purchase of property, plant and equipment	購買物業、廠房及設備 已付按金	1,015	700

18. 已付按金

19. PROPERTIES HELD FOR SALE/PROPERTIES UNDER DEVELOPMENT

Properties held under development comprise leasehold land and certain construction costs in the PRC under medium-term lease for commercial use and long lease for residential use. The amount is expected to be recovered within the Group's operating cycle, thus, it is classified as current assets.

Upon completion of construction works, completed properties under development will be transferred to properties held for sale.

19. 持作出售物業／發展中物業

發展中物業包括根據商業用途中期租約及住宅用途長期租約於中國持有的租賃土地及若干建築成本。該款項預計將於本集團經營週期內收回，因此列為流動資產。

建設工程完工後，完工的發展中物業將轉入持作出售物業。

20. INVENTORIES

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Bulk commodities	大宗商品	19,001	380
Merchandises and consumables	商品及消耗品	4,331	4,376
		23,332	4,756

20. 存貨

21. TRADE AND OTHER RECEIVABLES

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Trade and bills receivables (note (a))	貿易應收款項及應收票據 (附註(a))	30,062	37,165
Prepayments to suppliers	向供應商預付款項	15,132	1,521
Other prepayments and deposits	其他預付款項及按金	4,921	4,698
Other receivables (note (b))	其他應收款項(附註(b))	29,773	58,391
Total trade and other receivables	貿易及其他應收款項總額	79,888	101,775

21. 貿易及其他應收款項

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

21. TRADE AND OTHER RECEIVABLES (Continued)

Notes:

- (a) As at 31 December 2021, the amounts mainly represented trade and bills receivables of HK\$27,422,000 (2020: HK\$34,277,000) from bulk commodity trade business and HK\$2,145,000 (2020: HK\$1,680,000) from leasing out owned machineries and equipment under operating lease business. Credit period of 0 to 30 days was granted to customers for trade and bills receivables as at 31 December 2021 and 2020.

The Group normally grants credit terms to its customers according to industry practice together with consideration of their credibility and repayment history. The Group maintains strict control over its outstanding receivables. Overdue balances are regularly reviewed by senior management.

As at 31 December 2021, loss allowance of HK\$1,000 (2020: HK\$5,000) was made against the gross amount of trade and bills receivables.

The following is an ageing analysis of trade and bills receivables presented based on the invoice date at the end of the reporting period:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Within 90 days	90天內	30,062	37,165

The ageing analysis of trade and bills receivables presented that are not considered to be credit-impaired is as follows:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Not yet past due	尚未逾期	30,041	36,893
Less than one month past due	逾期少於一個月	21	272
		30,062	37,165

- (b) As at 31 December 2021, loss allowance of HK\$185,000 (2020: HK\$185,000) were made against the gross amount of other receivables.

21. 貿易及其他應收款項(續)

附註：

- (a) 於二零二一年十二月三十一日，該等金額主要指來自大宗商品貿易業務的貿易應收款項及應收票據港幣27,422,000元(二零二零年：港幣34,277,000元)及來自出租經營租賃業務項下之自有機械設備港幣2,145,000元(二零二零年：港幣1,680,000元)。於二零二一年及二零二零年十二月三十一日，就貿易應收款項及應收票據而言，客戶獲授予0至30日除賬期。

本集團通常根據業內常規並考慮客戶的信用程度及償還記錄，向彼等授出除賬期。本集團對其未收回之應收款項維持嚴格的控制。逾期結餘由高級管理層定期檢視。

於二零二一年十二月三十一日，已就貿易應收款項及應收票據總額計提虧損撥備港幣1,000元(二零二零年：港幣5,000元)。

於報告期末按發票日期呈報之貿易應收款項及應收票據之賬齡分析如下：

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Within 90 days	90天內	30,062	37,165

未被視為信貸減值之貿易應收款項及應收票據之賬齡分析如下：

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Not yet past due	尚未逾期	30,041	36,893
Less than one month past due	逾期少於一個月	21	272
		30,062	37,165

- (b) 於二零二一年十二月三十一日，已就其他應收款項總額計提虧損撥備港幣185,000元(二零二零年：港幣185,000元)。

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22. FINANCE LEASE RECEIVABLES AND LOANS RECEIVABLE

22. 融資租賃應收款項及應收貸款

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Finance lease receivables	融資租賃應收款項	141,214	-
Loans receivable	應收貸款	5,723,892	2,072,703
		5,865,106	2,072,703
Analysed for reporting purposes as:	分析作呈報用途：		
Current assets	流動資產	1,953,411	634,378
Non-current assets	非流動資產	3,911,695	1,438,325
		5,865,106	2,072,703

The Group engaged in finance lease business and sale and leaseback business.

本集團從事融資租賃業務以及售後回租業務。

For finance lease business, the ownership of the leased assets will be transferred to the lessees at a purchase option price upon settlement of the principal of finance lease receivables and the interest accrued under the finance lease arrangements.

就融資租賃業務而言，待該等融資租賃安排項下之融資租賃應收款項本金及應計利息結算後，租賃資產之所有權將按購買期權價轉移至承租人。

The finance lease receivables are due as follows:

融資租賃應收款項的到期情況如下：

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Not later than one year	不超過一年	31,440	-
Later than one year and not later than two years	超過一年但不超過兩年	35,198	-
Later than two years and not later than three years	超過兩年但不超過三年	30,515	-
Later than three years and not later than four years	超過三年但不超過四年	29,516	-
Later than four years and not later than five years	超過四年但不超過五年	14,686	-
		141,355	-
Less: loss allowance	減：虧損撥備	(141)	-
		141,214	-

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22. FINANCE LEASE RECEIVABLES AND LOANS RECEIVABLE (Continued)

Loans receivable arose from the sale and leaseback arrangements. Under these arrangements, customers (i.e. lessees) disposed of their equipment and facilities to the Group and leased back the equipment and facilities. In addition, the ownership of the leased assets will be transferred back to the lessees at a purchase option price upon settlement of the principal of the loans receivable and the interest accrued under the sale and leaseback arrangements. The lessees retain control of the equipment and facilities before and after entering into the sale and leaseback arrangements, which do not therefore constitute a lease for accounting purposes. As such, the sale and leaseback arrangements have been accounted for as a secured loan and recognised in accordance with HKFRS 9 Financial Instruments.

As at 31 December 2021, effective interest rates of finance lease receivables and loans receivable ranged from approximately 4.03% to 8.77% (2020: 4.90% to 8.77%) per annum.

The finance lease receivables and loans receivable are secured by the leased equipment and facilities, land from the related party of the lessee, unlisted equity interest and account receivables from the lessees and the related parties of the lessees (2020: secured by the leased equipment and facilities and land from the related party of the lessee), of which HK\$4,464,212,000 (2020: HK\$1,817,836,000) are guaranteed by the related parties of the lessees. The lessees are obliged to settle the amounts according to the terms set out in the relevant contracts.

Also, certain finance lease receivables and loans receivable were secured by deposits received from customers of HK\$226,588,000 (2020: HK\$149,289,000) (note 26(b)).

The ageing analysis of finance lease receivables and loans receivable, based on their respective due dates, at the end of the reporting period is as follows:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Not yet past due	尚未逾期	5,844,713	2,050,574
Past due but not credit impaired	已逾期惟未信貸減值		
Within 1 year	於一年內	5,033	22,129
More than 1 year but less than 2 years	一年以上但兩年以內	15,360	-
		5,865,106	2,072,703

22. 融資租賃應收款項及應收貸款 (續)

該等售後回租安排產生應收貸款。根據該等安排，客戶(即承租人)向本集團出售其設備及設施，並回租有關設備及設施。此外，待售後回租安排項下之應收貸款本金及應計利息結算後，租賃資產之所有權將按購買期權轉移至承租人。由於該等承租人於訂立售後回租安排之前及之後保留設備及設施之控制權，故有關安排就會計處理而言並不構成租賃。就此，售後回租安排入賬為有擔保貸款，並根據香港財務報告準則第9號金融工具確認。

於二零二一年十二月三十一日，融資租賃應收款項及應收貸款之實際年利率介乎約4.03%至8.77%(二零二零年：4.90%至8.77%)。

融資租賃應收款項及應收貸款以租賃設備及設施、承租人之關連方之土地、非上市股權以及承租人及承租人之關連之應收賬款作為抵押品(二零二零年：以租賃設備及設施以及承租人之關連方之土地作為抵押品)，其中港幣4,464,212,000元(二零二零年：港幣1,817,836,000元)由承租人之關連方擔保。承租人有義務根據相關合約所載條款結算相關款項。

此外，若干融資租賃應收款項及應收貸款以已收客戶存款港幣226,588,000元(二零二零年：港幣149,289,000元)作抵押(附註26(b))。

根據各自的到期日，於報告期末融資租賃應收款項及應收貸款之賬齡分析如下：

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22. FINANCE LEASE RECEIVABLES AND LOANS RECEIVABLE (Continued)

As at 31 December 2021, loss allowance of HK\$12,984,000 (2020: HK\$931,000) was made against the gross amount of finance lease receivables and loans receivable.

23. LOANS TO/FROM RELATED PARTIES

(a) Loans to related parties

As at 31 December 2021, the balance of HK\$36,600,000 (2020: HK\$36,404,000) represented the outstanding loan principal from 中國寰島集團有限公司 (unofficial English translation being China Huandao Group Limited), a wholly-owned subsidiary of CCHG. The loan bears interest at 8% (2020: 6%) per annum. During the year ended 31 December 2021, the repayment date of the loan was further extended to 2 September 2023 (2020: the repayment date of the loan was 2 September 2021). The Group has the right to request the related party to provide a security by pledging certain office premises held by the related party at any time before the full repayment of the loan.

As at 31 December 2021, the balance of HK\$12,200,000 (2020: nil) represented the outstanding loan principal from 海南寰島實業發展有限公司 (unofficial English translation being Hainan Huandao Industrial Development Limited), a wholly-owned subsidiary of CCHG. The loan bears interest at 6% (2020: nil) per annum and will be repayable on 8 August 2022. The Group has the right to request the related party to provide a security by pledging the land held by the related party at any time before the full repayment of the loan.

(b) Loan from a related party

The balance of HK\$47,556,000 (2020: HK\$23,592,000) represented the outstanding loan principal and interest payable to China Chengtong Investment Company Limited, a subsidiary of the intermediate holding company of the Company. The loan is unsecured, bears interest at 3.65% (2020: 3.65%) per annum and will be repayable on 18 February 2022 (2020: repayable on 18 February 2021).

22. 融資租賃應收款項及應收貸款 (續)

於二零二一年十二月三十一日，就融資租賃應收款項及應收貸款總額計提虧損撥備港幣12,984,000元(二零二零年：港幣931,000元)。

23. 應收／應付關連方款項

(a) 授予關連方貸款

於二零二一年十二月三十一日，餘額港幣36,600,000元(二零二零年：港幣36,404,000元)指應收中國寰島集團有限公司(誠通控股之全資附屬公司)之未償還貸款本金。貸款按年利率8%(二零二零年：6%)計息。截至二零二一年十二月三十一日止年度，貸款之還款日期進一步延長至二零二三年九月二日(二零二零年：貸款之還款日期為二零二一年九月二日)。本集團有權於貸款獲悉數償還之前任何時間要求關連方通過抵押關連方持有之若干辦公物業提供擔保。

於二零二一年十二月三十一日，餘額港幣12,200,000元(二零二零年：無)指應收海南寰島實業發展有限公司(誠通控股之全資附屬公司)之未償還貸款本金。貸款按年利率6%(二零二零年：無)計息，並須於二零二二年八月八日償還。本集團有權於貸款獲悉數償還之前任何時間要求關連方通過抵押關連方持有之土地提供擔保。

(b) 來自一名關連方貸款

餘額港幣47,556,000元(二零二零年：港幣23,592,000元)指應付中國誠通投資有限公司(本公司中介控股公司之附屬公司)之未償還貸款本金及利息。貸款乃無抵押，按年利率3.65%(二零二零年：3.65%)計息，並須於二零二二年二月十八日償還(二零二零年：於二零二一年二月十八日償還)。

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24. OTHER FINANCIAL ASSETS

24. 其他金融資產

	Note 附註	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Non-current:			
Financial assets measured at fair value through other comprehensive income ("FVOCI")	按公平值計入其他全面收益(「按公平值計入其他全面收益」)之金融資產		
– Equity investments	– 權益投資	11,658	11,200
Current:			
Financial assets measured at FVOCI	按公平值計入其他全面收益之金融資產		
Equity investments	權益投資		
– Shares listed in Hong Kong	– 於香港上市的股份	69,850	62,992
Financial assets measured at FVPL	按公平值計入損益之金融資產		
– Shares listed in Hong Kong	– 於香港上市的股份	–	1,639
– Unlisted investments	– 非上市投資	(a)	35,775
Financial assets at amortised cost	以攤銷成本入賬的金融資產		
– Structured bank deposits with interest rate of 0.8% per annum	– 年利率為0.8%的付息結構性銀行存款	–	7,330
		69,850	107,736

Note:

- (a) The balances represented the trust products and wealth management products managed by PRC banks and financial institutions which invested in underlying assets without open or active quotations.

附註：

- (a) 該等結餘為中國之銀行及金融機構所管理之信託產品及理財產品，其投資於並無公開或活躍報價之相關資產。

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25. BANK BALANCES AND CASH AND PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION

25. 銀行結存及現金以及已抵押銀行存款及其他現金流量資料

(a) Bank balances and cash and pledged bank deposits

(a) 銀行結存及現金以及已抵押銀行存款

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Bank balances and cash	銀行結存及現金		
Cash at banks and in hand	銀行及手頭現金	<u>1,380,259</u>	<u>859,618</u>
Pledged bank deposits	已抵押銀行存款		
Deposits pledged against banking facilities granted to mortgagors	就授予按揭人之銀行融資抵押之存款	<u>4,284</u>	4,169
Other secured deposits	其他抵押存款	<u>129</u>	1,387
		<u>4,413</u>	<u>5,556</u>

(i) For the year ended 31 December 2021, bank balances deposited in Hong Kong banks carry interest ranged from 0.01% to 1.05% (2020: from 0.01% to 2.85%) per annum.

Bank balances deposited in PRC banks carry interest at benchmark rate offered by The People's Bank of China.

(ii) Bank balances and cash and pledged bank deposits held by the Company's PRC subsidiaries and deposited with banks in the PRC amounting to HK\$1,276,238,000 (2020: HK\$410,020,000) were denominated in RMB, which are not a freely convertible currency in the international market. The RMB exchange rate is determined by the Government of the PRC and the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the Government of the PRC.

(iii) As required by the PRC State-Owned Land and Resource Bureau, the property development company of the Group is required to place in designated bank accounts the pre-sale proceeds of properties to finance the construction of the related properties. The deposits can only be used for purchases of construction materials and payments of construction fees of the relevant property projects when approval from the PRC State-Owned Land and Resources Bureau is obtained. The directors considered these bank deposits form part of the Group's normal operating fund, which was included in "bank balances and cash", and was presented as part of cash and cash equivalents.

The cash deposited in the designated bank accounts for the aforesaid specific usage as at 31 December 2021 amounted to HK\$10,309,000 (2020: HK\$16,844,000).

(i) 截至二零二一年十二月三十一日止年度，於香港銀行之銀行結存的年利率介乎0.01%至1.05%（二零二零年：介乎0.01%至2.85%）。

於中國之銀行之銀行結存按中國人民銀行公佈之基準利率計息。

(ii) 本公司之中國附屬公司所持金額為港幣1,276,238,000元（二零二零年：港幣410,020,000元）之銀行結存及現金以及已抵押銀行存款以人民幣列值，並存放於中國之銀行，惟人民幣不可於國際市場自由兌換。人民幣之匯率由中國政府釐定，而自中國匯出有關資金須受中國政府實施之外匯管制所規限。

(iii) 根據中國國土資源部的規定，本集團物業發展公司須向指定銀行戶口存入物業預售所得的款項，作為興建相關物業的資金。該存款僅可用作購買建築材料及於中國國土資源部批准相關物業項目後支付建造費用。董事認為，該等銀行存款構成本集團一般營運資金的一部分，並已計入「銀行結存及現金」及作為現金及現金等價物的一部分列賬。

於二零二一年十二月三十一日，在指定銀行戶口存放作上述特定用途之現金為港幣10,309,000元（二零二零年：港幣16,844,000元）。

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25. BANK BALANCES AND CASH AND PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION (Continued)

(b) Other cash flow information

Reconciliation of liabilities arising from financing activities:

		Loan from a related party 來自一名 關連方的貸款 (note 23) (附註23) HK\$'000 港幣千元	Lease liabilities 租賃負債 (note 28) (附註28) HK\$'000 港幣千元	Bank borrowings 銀行借貸 (note 29) (附註29) HK\$'000 港幣千元	Asset-backed securities 資產支持證券 (note 30) (附註30) HK\$'000 港幣千元
At 1 January 2021	於二零二一年一月一日	23,592	7,040	338,420	-
Changes from financing cash flows:	來自融資現金流量的變動：				
Proceeds from new loans	新貸款所得款項	23,280	-	1,248,358	-
Proceeds from issuance of asset-backed securities	發行資產支持證券之所得款項	-	-	-	3,396,000
Repayment of loans	償還貸款	-	-	(166,578)	-
Repayment of asset-backed securities	償還資產支持證券	-	-	-	(516,031)
Interest paid	已付利息	(429)	-	(19,930)	(37,282)
Capital element of lease rentals paid	已付租金之資本部分	-	(3,986)	-	-
Interest element of lease rentals paid	已付租金之利息部分	-	(255)	-	-
Total changes from financing cash flows	來自融資現金流量的變動總額	22,851	(4,241)	1,061,850	2,842,687
Exchange adjustments	匯兌調整	-	44	17,589	48,200
Other changes:	其他變動：				
Interest expenses	利息開支	1,113	255	21,376	41,720
Capitalised borrowing costs	資本化借貸成本	-	-	2,540	-
Total other changes	其他變動總額	1,113	255	23,916	41,720
At 31 December 2021	於二零二一年十二月三十一日	47,556	3,098	1,441,775	2,932,607

25. 銀行結存及現金以及已抵押銀行存款及其他現金流量資料(續)

(b) 其他現金流量資料

融資活動產生的負債對賬：

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25. BANK BALANCES AND CASH AND PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION (Continued)

25. 銀行結存及現金以及已抵押銀行存款及其他現金流量資料(續)

(b) Other cash flow information (Continued)

(b) 其他現金流量資料(續)

Reconciliation of liabilities arising from financing activities:
(Continued)

融資活動產生的負債對賬：(續)

		Loan from a related party 來自一名 關連方的貸款 (note 23) (附註23) HK\$'000 港幣千元	Lease liabilities 租賃負債 (note 28) (附註28) HK\$'000 港幣千元	Bank borrowings 銀行借貸 (note 29) (附註29) HK\$'000 港幣千元
At 1 January 2020	於二零二零年一月一日	-	10,881	277,700
Changes from financing cash flows:	來自融資現金流量的變動：			
Proceeds from new loans	新貸款所得款項	69,064	-	373,040
Repayment of loans	償還貸款	(45,784)	-	(323,516)
Interest paid	已付利息	(786)	-	(9,241)
Capital element of lease rentals paid	已付租金之資本部分	-	(4,011)	-
Interest element of lease rentals paid	已付租金之利息部分	-	(435)	-
Total changes from financing cash flows	來自融資現金流量的變動總額	22,494	(4,446)	40,283
Exchange adjustments	匯兌調整	-	170	10,227
Other changes:	其他變動：			
Interest expenses	利息開支	1,098	435	6,679
Capitalised borrowing costs	資本化借貸成本	-	-	3,531
Total other changes	其他變動總額	1,098	435	10,210
At 31 December 2020	於二零二零年十二月三十一日	23,592	7,040	338,420

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26. TRADE AND OTHER PAYABLES

26. 貿易及其他應付款項

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Trade and bills payables (note (a))	貿易應付款項及應付票據 (附註(a))	1,296	19,887
Other payables and accruals	其他應付款項及應計款項	51,361	89,507
Deposits received (note (b))	已收按金(附註(b))	242,548	149,289
Accrual of construction costs	應計工程費用	78,060	90,841
		373,265	349,524

Notes:

- (a) As at 31 December 2021, bills payables were secured by pledged bank deposits of HK\$17,000 (2020: HK\$1,280,000).

The ageing analysis of the trade and bills payables presented based on the invoice date at the end of the reporting period is as follows:

Within one year

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- (b) As at 31 December 2021 and 2020, among the balance of deposits received, HK\$226,588,000 (2020: HK\$149,289,000) represented the deposits received from customers under finance lease arrangements and the sale and leaseback arrangements (note 22) as security deposits. The deposits will be returned to the customers upon the settlement of the principal of finance lease receivables and loans receivable and the interest accrued by the customers under the contracts.

附註：

- (a) 於二零二一年十二月三十一日，應付票據由已抵押銀行存款港幣17,000元(二零二零年：港幣1,280,000元)作抵押。

於報告期末按發票日期呈報的貿易應付款項及應付票據之賬齡分析如下：

	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Within one year	1,296	19,887

- (b) 於二零二一年及二零二零年十二月三十一日，已收按金港幣226,588,000元(二零二零年：港幣149,289,000元)的餘額包括融資租賃安排及售後回租安排(附註22)項下的已收客戶按金作為保證金。按金將於客戶償付合約下之融資租賃應收款項及應收貸款本金額及應計利息後退還予客戶。

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27. CONTRACT LIABILITIES

The Group has recognised the following revenue-related contract liabilities:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Contract liabilities related to property sales	有關物業銷售的合約負債	121,484	120,311
Contract liabilities related to bulk commodity trade	有關大宗商品貿易的合約負債	15,240	4,109
		136,724	124,420

The following table shows the revenue recognised for the year relate to carried-forward contract liabilities:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	合約負債因年內確認於年初計入合約負債之收益而減少	(66,205)	(87,255)

As at 31 December 2021, the amount of HK\$136,724,000 (2020: HK\$124,420,000) represented unsatisfied performance obligations arising from property sales and bulk commodity trade, of which HK\$31,484,000 (2020: HK\$37,011,000) was expected to be recognised as income after more than one year.

本集團已確認下列收益相關合約負債：

下表載列年內確認的與結轉合約負債有關的收益：

於二零二一年十二月三十一日，港幣136,724,000元（二零二零年：港幣124,420,000元）指物業銷售及大宗商品貿易產生的未達成履約責任，其中港幣31,484,000元（二零二零年：港幣37,011,000元）預期於超過一年後確認為收入。

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28. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the years:

28. 租賃負債

下表載列本集團租賃負債於年末的餘下合約到期情況：

		2021 二零二一年		2020 二零二零年	
		Present value of minimum lease payments 最低租賃 付款之 現值付款 HK\$'000 港幣千元	Minimum lease payments 最低租賃付款 HK\$'000 港幣千元	Present value of minimum lease payments 最低租賃 付款之 現值付款 HK\$'000 港幣千元	Minimum lease payments 最低租賃付款 HK\$'000 港幣千元
Within one year	一年內	3,098	3,159	3,729	3,983
After one year but within two years	一年後但於兩年內	-	-	3,311	3,372
		3,098	3,159	7,040	7,355
Less: total future interest expenses	減：未來利息開支 總額		(61)		(315)
Present value of lease liabilities	租賃負債現值		3,098		7,040
Analysed for reporting purposes as:	分析作呈報用途：				
Current liabilities	流動負債		3,098		3,729
Non-current liabilities	非流動負債		-		3,311
			3,098		7,040

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29. BANK BORROWINGS

29. 銀行借貸

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Bank borrowings	銀行借貸		
Unsecured	無抵押	460,319	160,000
Secured	有抵押	981,456	178,420
		1,441,775	338,420
Carrying amount repayable:	須於以下期限償還之賬面值：		
Within one year or on demand	一年以內或按要求	1,374,675	338,420
More than one year, but not exceeding two years	一年以上但不超過兩年	48,800	-
More than two years, but not exceeding five years	兩年以上但不超過五年	18,300	-
		1,441,775	338,420
Less: amounts shown under current liabilities	減：列作流動負債之款項	(1,374,675)	(338,420)
		67,100	-

As at 31 December 2021, the Group's bank borrowings with carrying amount of approximately HK\$337,329,000 (2020: HK\$178,420,000) were secured by charges over loans receivable of the Group with an aggregate carrying amount of approximately HK\$374,422,000 (2020: HK\$199,993,000) and was guaranteed by the Company. Such bank borrowings were used for the expansion of the Group's leasing business.

於二零二一年十二月三十一日，本集團賬面值約港幣337,329,000元(二零二零年：港幣178,420,000元)的銀行借貸通過抵押本集團賬面總值約港幣374,422,000元(二零二零年：港幣199,993,000元)的應收貸款作擔保，並由本公司擔保。該等銀行借貸已用作擴展本集團之租賃業務。

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29. BANK BORROWINGS (Continued)

As at 31 December 2021, the Group's bank borrowings with carrying amount of approximately HK\$604,781,000 (2020: nil) were secured by charges over loans receivable of the Group with an aggregate carrying amount of approximately HK\$864,105,000 (2020: nil). Such bank borrowings were used for the expansion of the Group's leasing business.

As at 31 December 2021, the Group's bank borrowings with carrying amount of approximately HK\$39,346,000 (2020: nil) were secured by charges over finance lease receivables of the Group with an aggregate carrying amount of approximately HK\$36,849,000 (2020: nil). Such bank borrowings were used for the expansion of the Group's leasing business.

As at 31 December 2021, bank borrowings of HK\$620,674,000 (2020: HK\$178,420,000) contained repayable on demand clause and therefore have been classified as current liabilities. Bank borrowings of HK\$754,001,000 (2020: HK\$160,000,000) will be repayable within one year as per the loan agreements and therefore have also been classified as current liabilities.

The effective interest rates of the bank loans ranged from 1.99% to 4.90% per annum at 31 December 2021 (2020: 2.11% to 4.50%).

Certain of the Group's bank loan agreements are subjected to covenant clauses, whereby the Group is required to meet certain key financial ratios. As at 31 December 2021, the Group did not fulfil a financial ratio as required in two bank loan agreements respectively and therefore the banks are contractually entitled to request for immediate repayment of the outstanding loan amount of HK\$460,319,000 (2020: nil). These bank loan agreements also contained repayable on demand clause. The outstanding balances are presented as repayable on demand under current liabilities as at 31 December 2021.

For the relevant outstanding loan amount of HK\$460,319,000, in March 2022, the Group repaid HK\$160,319,000 and obtained a waiver from relevant bank for the breach with outstanding amount of HK\$300,000,000.

29. 銀行借貸(續)

於二零二一年十二月三十一日，本集團賬面值約港幣604,781,000元(二零二零年：無)的銀行借貸通過抵押本集團賬面總值約港幣864,105,000元(二零二零年：無)的應收貸款作擔保。該等銀行借貸已用作擴展本集團之租賃業務。

於二零二一年十二月三十一日，本集團賬面值約港幣39,346,000元(二零二零年：無)的銀行借貸通過抵押本集團賬面總值約港幣36,849,000元(二零二零年：無)的融資租賃應收款項作擔保。該等銀行借貸已用作擴展本集團之租賃業務。

於二零二一年十二月三十一日，銀行借貸港幣620,674,000元(二零二零年：港幣178,420,000元)包含按要求償還條款，因此已歸類為流動負債。銀行借貸港幣754,001,000元(二零二零年：港幣160,000,000元)將根據貸款協議於一年內償還，因此亦已分類為流動負債。

於二零二一年十二月三十一日，該等銀行貸款的實際年利率介乎1.99%至4.90%(二零二零年：2.11%至4.50%)。

本集團的若干銀行貸款協議須遵守契約條款，據此本集團須符合若干主要財務比率。於二零二一年十二月三十一日，本集團並未符合兩份銀行貸款協議所要求之財務比率。因此銀行根據合約有權要求即時償還港幣460,319,000元的未償還貸款金額(二零二零年：無)。該等銀行貸款協議亦包含按要求償還條款。於二零二一年十二月三十一日，未償還結餘在流動負債項下列為應償還款項。

就相關的未償還貸款金額港幣460,319,000元而言，於二零二二年三月，本集團償還港幣160,319,000元，並就未償還金額為港幣300,000,000元之違約事項取得相關銀行之豁免。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

30. ASSET-BACKED SECURITIES

30. 資產支持證券

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Analysed for reporting purposes as:	分析作呈報用途：		
Current liabilities	流動負債	1,267,068	-
Non-current liabilities	非流動負債	1,665,539	-
		2,932,607	-

During the year ended 31 December 2021, the Group publicly launched two asset-backed securities schemes on the Shanghai Stock Exchange. The purpose of launching the asset-backed securities schemes is to securitise certain loans receivable and trade receivables under operating lease business of the Group and to fund the expansion of the leasing business of the Group. Details are as follows:

On 21 May 2021, the Group publicly launched an asset-backed securities scheme known as "Chengfeng Set Sail – Guojun Asset Management – Chengtong Leasing Phase I Asset-backed Securities Scheme". The total issuance of the scheme was RMB1,490,000,000 (equivalent to HK\$1,788,000,000) and the asset-backed securities are divided into (i) priority class with total principal of RMB1,420,000,000 (equivalent to HK\$1,704,000,000) which are listed and traded on the Shanghai Stock Exchange with expected maturity date ranging from 26 March 2022 to 26 March 2025 and with coupon rate ranging from 3.80% to 4.30% per annum. The principal and interest of the priority class asset-backed securities shall be repaid quarterly in 15 instalments in 4 years; and (ii) subordinated class with total principal of RMB70,000,000 (equivalent to HK\$84,000,000) with no coupon rate and with expected maturity date on 26 March 2026. The subordinated class asset-backed securities is not listed. As at 31 December 2021, the Group held all the subordinated class asset-backed securities.

截至二零二一年十二月三十一日止年度，本集團於上海證券交易所公開推出兩項資產支持專項計劃。推出資產支持專項計劃之目的為證券化本集團之若干應收貸款及經營租賃業務項下之貿易應收款項，為擴展本集團之租賃業務提供資金。詳情如下：

於二零二一年五月二十一日，本集團公開推出一項名為「誠風啟航 – 國君資管 – 誠通租賃第一期資產支持專項計劃」之資產支持專項計劃。該計劃總發行規模為人民幣1,490,000,000元（相當於港幣1,788,000,000元），而資產支持證券被分成(i)優先層級總本金為人民幣1,420,000,000元（相當於港幣1,704,000,000元）並於上海證券交易所上市及買賣，其預期到期日由二零二二年三月二十六日至二零二五年三月二十六日不等，票息率介乎每年3.80%至4.30%。優先層級資產支持證券之本金及利息會於四年內分十五期按季度償還；及(ii)次級層級總本金為人民幣70,000,000元（相當於港幣84,000,000元），無票息率及其預期到期日為二零二六年三月二十六日。次級層級資產支持證券並無上市。於二零二一年十二月三十一日，本集團持有所有次級層級資產支持證券。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

30. ASSET-BACKED SECURITIES (Continued)

On 24 November 2021, the Group publicly launched the second asset-backed securities scheme known as "CITIC Securities – Chengtong Financial Leasing Stated-owned Enterprise Green Asset-backed Securities Scheme". The total issuance of the scheme was RMB1,480,000,000 (equivalent to HK\$1,776,000,000) and the asset-backed securities are divided into (i) priority class with total principal of RMB1,410,000,000 (equivalent to HK\$1,692,000,000) which are listed and traded on the Shanghai Stock Exchange with expected maturity date ranging from 26 July 2022 to 26 January 2026 and with coupon rate ranging from 3.40% to 3.70% per annum. The principal and interest of the priority class asset-backed securities shall be repaid quarterly in 16 instalments in 4 years; and (ii) subordinated class with total principal of RMB70,000,000 (equivalent to HK\$84,000,000) with no coupon rate and with expected maturity date on 26 October 2026. The subordinated class asset-backed securities is not listed. As at 31 December 2021, the Group held all the subordinated class asset-backed securities.

As at 31 December 2021, the Group's asset-backed securities with carrying amount of approximately HK\$2,932,607,000 (2020: nil) were collateralised by the loans receivable of the Group with an aggregate carrying amount of approximately HK\$2,632,215,000 (2020: nil) (note 22) and trade receivables under operating lease business with carrying amount of approximately HK\$2,145,000 (2020: nil) (note 21) and priority class asset-backed securities with carrying amount of HK\$1,826,535,000 were guaranteed by CCHG, the ultimate holding company of the Company.

31. UNSECURED OTHER LOAN

Unsecured other loan from third parties is unsecured, repayable on demand and interest-free.

30. 資產支持證券(續)

於二零二一年十一月二十四日，本集團公開推出第二項名為「中信證券－誠通租賃央企綠色資產支持專項計劃」之資產支持專項計劃。該計劃總發行規模為人民幣1,480,000,000元(相當於港幣1,776,000,000元)，而資產支持證券被分成(i)優先層級總本金為人民幣1,410,000,000元(相當於港幣1,692,000,000元)並於上海證券交易所上市及買賣，其預期到期日由二零二二年七月二十六日至二零二六年一月二十六日不等，票息率介乎每年3.40%至3.70%。優先層級資產支持證券之本金及利息會於四年內分十六期按季度償還；及(ii)次級層級總本金為人民幣70,000,000元(相當於港幣84,000,000元)，無票息率及其預期到期日為二零二六年十月二十六日。次級層級資產支持證券並無上市。於二零二一年十二月三十一日，本集團持有所有次級層級資產支持證券。

於二零二一年十二月三十一日，本集團之資產支持證券賬面值約為港幣2,932,607,000元(二零二零年：無)以本集團賬面總值約港幣2,632,215,000元(二零二零年：無)之應收貸款(附註22)及賬面值約港幣2,145,000元(二零二零年：無)之經營租賃業務項下之貿易應收款項(附註21)作抵押，而賬面值為港幣1,826,535,000元之優先層級資產支持證券則由本公司之最終控股公司誠通控股作擔保。

31. 無抵押其他貸款

第三方提供之無抵押其他貸款均為無抵押、須應要求償還及免息。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

32. DEFERRED TAX

Deferred tax liabilities

The followings are the major deferred tax liabilities and movement thereon during the current and prior year:

32. 遞延稅項

遞延稅項負債

於本年度及以往年度產生之重大遞延稅項負債及其變動載列如下：

		Revaluation of investment properties	Undistributed profits of PRC subsidiaries*	Total
		投資物業重估 HK\$'000 港幣千元	中國附屬公司 未分配利潤* HK\$'000 港幣千元	總計 HK\$'000 港幣千元
At 31 December 2019	於二零一九年 十二月三十一日	34,417	8,636	43,053
(Credit)/charge to profit or loss (note 9)	於損益中(計入)/扣除 (附註9)	(2,781)	3,211	430
Release upon disposal of a subsidiary	出售一間附屬公司後解除	-	(45)	(45)
Exchange differences	匯兌差額	2,309	817	3,126
At 31 December 2020	於二零二零年 十二月三十一日	33,945	12,619	46,564
Charge to profit or loss (note 9)	於損益中扣除(附註9)	363	6,639	7,002
Exchange differences	匯兌差額	862	429	1,291
At 31 December 2021	於二零二一年 十二月三十一日	35,170	19,687	54,857

* Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC entities to a non-PRC holding company from 1 January 2008 onwards.

* 根據中國企業所得稅法，自二零零八年一月一日起對中國公司就所獲溢利向非中國控股公司宣派的股息徵收預扣稅。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

32. DEFERRED TAX (Continued)

Deferred tax assets

The Group has estimated unused tax losses not recognised in the consolidated financial statements as follows:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Estimated unused tax losses	估計未動用稅項虧損	135,484	131,562

No deferred tax asset in respect of the abovementioned estimated unused tax losses have been recognised due to unpredictability of future profit streams. Included in the unrecognised estimated unused tax losses are losses of approximately HK\$60,149,000 (2020: HK\$58,670,000) that will expire on various dates within five years from the reporting dates. Other estimated unused tax losses may be carried forward indefinitely.

32. 遞延稅項(續)

遞延稅項資產

本集團未於綜合財務報表中確認之估計未動用稅項虧損載列如下：

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Estimated unused tax losses	估計未動用稅項虧損	135,484	131,562

估計未動用稅項虧損鑒於未能預測日後溢利，故並無就上述估計未動用稅項虧損確認遞延稅項資產。未確認估計未動用稅項虧損中包括約港幣60,149,000元(二零二零年：港幣58,670,000元)將於報告日期起計五年內不同日期到期之虧損。其他估計未動用稅項虧損可無限期結轉。

33. SHARE CAPITAL

33. 股本

THE GROUP AND THE COMPANY 本集團及本公司

		2021 二零二一年		2020 二零二零年	
		Number of shares 股份數目 '000 千股	HK\$'000 港幣千元	Number of shares 股份數目 '000 千股	HK\$'000 港幣千元
Issued and fully paid:	已發行及已繳足：				
At 1 January	於一月一日	5,808,735	2,185,876	5,808,735	2,185,876
Issue of shares as a result of scrip dividend (note 12)	因以股代息而發行的股份(附註12)	155,900	28,748	-	-
At 31 December	於十二月三十一日	5,964,635	2,214,624	5,808,735	2,185,876

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

34. SHARE OPTION SCHEME AND SHARE AWARD SCHEME

(a) Share option scheme

The Company has adopted the share option scheme (the “Scheme”) on 27 June 2013. The purpose of the Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any invested entity.

Eligible participants of the Scheme include (a) any employee (whether full-time or part-time, including any executive director but excluding any non-executive director of the Company) of, or any individual for the time being seconded to work for the Company, any subsidiary or any entity in which any member of the Group holds any equity interest (“Invested Entity”) or any employee or officer of the controlling shareholder of the Company; (b) any non-executive director (including independent non-executive directors) of the Company, any subsidiary or any Invested Entity; (c) any suppliers of goods or services to any member of the Group or any Invested Entity; (d) any customer of the Group or any Invested Entity; (e) any person or entity that provides research development or other technological support to the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued or proposed to be issued by any member of the Group or any invested entity; (g) any adviser (professional or otherwise) or consultant to the Group relating to any area of business or business development of any member of the Group or any Invested Entity; and (h) any joint venture or business partner of the Group who have contributed or may contribute to the development and growth of the Group. For the purposes of the Scheme, the offer may be made to any company wholly owned by one or more eligible participants. The Scheme shall be valid and effective for a period of 10 years commencing on the date it was adopted and will end on 26 June 2023.

34. 購股權計劃及股份獎勵計劃

(a) 購股權計劃

本公司已於二零一三年六月二十七日採納購股權計劃(「計劃」)。計劃旨在鼓勵或獎賞對本集團作出貢獻之參與者及／或使本集團能招攬及挽留高質素僱員以及吸納對本集團及任何投資實體而言屬寶貴之人力資源。

計劃的合資格參與者包括(a)本公司、本集團的任何附屬公司或本集團的任何成員公司持有任何股權的實體(「投資實體」)的任何僱員(全職或兼職，包括本公司任何執行董事，但不包括任何非執行董事)或暫時被調派到本公司、本集團的任何附屬公司或投資實體的人士，或本公司控股股東的任何僱員或高級人員；(b)本公司、任何附屬公司或任何投資實體的任何非執行董事(包括獨立非執行董事)；(c)本集團任何成員公司或任何投資實體的任何貨物或服務供應商；(d)本集團或任何投資實體的任何客戶；(e)向本集團或任何投資實體提供研發或其他技術支援的任何個人或實體；(f)本集團任何成員公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體發行或擬發行的任何證券的任何持有人；(g)本集團任何成員公司或任何投資實體有關本集團任何業務範疇或業務發展的任何顧問(專業或非專業)或專家顧問；及(h)為本集團的發展與成長作出貢獻或可能作出貢獻的本集團之任何合營企業或商業夥伴。就計劃而言，可向由一名或多名資格參與者全資擁有的任何公司授出購股權。計劃應自採納之日起生效，有效期為10年並將於二零二三年六月二十六日結束。

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34. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(a) Share option scheme (Continued)

An offer of the grant of an option under the Scheme (the "Option") may be accepted within 21 days from the date of grant together with a remittance of HK\$1.00 by way of consideration for the grant thereof. An Option may be exercised during such period as the board of directors may in its absolute discretion determine, save that such period shall not be more than 10 years from the date of grant. The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes adopted by the Group shall not exceed 30% of the share capital of the Company in issue from time to time.

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

During the years ended 31 December 2021 and 2020, no Option was granted, exercised, cancelled or lapsed under the Scheme. There was no Option outstanding as at 31 December 2021 and 2020.

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

34. 購股權計劃及股份獎勵計劃(續)

(a) 購股權計劃(續)

計劃項下授出的購股權(「購股權」)可於授出之日起21日內於接受所授出的購股權後匯款支付港幣1.00元作為授出購股權的代價而被接納。此期間內，董事會可按其絕對酌情權決定行使購股權，惟該期間不得超過授出日期10年。所有根據計劃及本集團採用的任何其他購股權計劃已授予而尚未行使的未兌現購股權獲行使後可供配發及發行的股份最大數額不得超過本公司不時發行的已發行股本30%。

於行使購股權時的股份認購價應由董事會酌情釐定，且不得低於下列三者之較高者：(i)本公司股份於授出日期在聯交所每日報價表所報之收市價；(ii)本公司股份於緊接授出日期前五個交易日在聯交所每日報價表所報之平均收市價；及(iii)本公司股份之面值(附註)。董事將於授出後釐定持有期間。

於截至二零二一年及二零二零年十二月三十一日止年度，概無購股權在該計劃下被授出、行使、取消或失效。於二零二一年及二零二零年十二月三十一日，概無尚未行使的購股權。

*附註：*根據於二零一四年三月三日生效之公司條例，本公司股份不再具有面值。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

34. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(b) Share award scheme

To provide a means to (i) recognise the contributions by any full-time employees and directors (including executive directors, non-executive directors and independent non-executive directors) of the Group selected by the board of directors (collectively, the “**Selected Employees**”) and to give incentives to them for the continual operation and development of the Group; and (ii) attract suitable personnel for the growth and further development of the Group, the Company has adopted a share award scheme (the “**Share Award Scheme**”) which became effective on 1 July 2017 (the “**Effective Date**”). Subject to any early termination as may be determined by the board of directors, the Share Award Scheme remains valid and effective for 5 years commencing from the Effective Date.

The board of directors or the trustee shall not make any further award of shares to the Selected Employees which will result in the total number of shares awarded by the board of directors under the Share Award Scheme exceeding 1% of the total ordinary shares in the share capital of the Company as at the Effective Date.

During the years ended 31 December 2021 and 2020, no ordinary share of the Company was purchased by the trustee for the purpose of the Share Award Scheme and no award of share was granted to the Selected Employees under the Share Award Scheme.

As at 31 December 2021 and 2020, the trustee held 11,750,000 shares of the Company for the purpose of the Share Award Scheme.

34. 購股權計劃及股份獎勵計劃(續)

(b) 股份獎勵計劃

為繼續提供方法(i)表揚董事會選定的本集團任何全職僱員及董事(包括執行董事、非執行董事及獨立非執行董事)(統稱「**經甄選員工**」)所作出的貢獻，並就本集團的持續經營及發展鼓勵員工；及(ii)就本集團增長及進一步發展吸引合適人員，本公司已採納股份獎勵計劃(「**股份獎勵計劃**」)，於二零一七年七月一日(「**生效日期**」)生效。股份獎勵計劃自生效日期起開始五年間維持有效，惟董事會可決定提前予以終止。

董事會或受託人不應向經甄選員工授出任何額外獎勵股份，其將導致董事會根據股份獎勵計劃所授出的股份總數超過於生效日期本公司已發行股本中普通股總數的1%。

於截至二零二一年及二零二零年十二月三十一日止年度，受託人並無就股份獎勵計劃購買本公司普通股，且概無根據股份獎勵計劃向經甄選員工授出獎勵股份。

於二零二一年及二零二零年十二月三十一日，就股份獎勵計劃而言，受託人持有本公司11,750,000股股份。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

35. RESERVES

THE GROUP

Details of changes in reserves accounts of the Group are set out in the consolidated statement of changes in equity on pages 74 and 75.

Notes:

Capital reserve

It represents the difference between the consideration paid for and the fair value of net assets acquired by a former subsidiary of the Group from a company beneficially owned by a substantial shareholder of the Company.

Statutory reserve

It represents the Group's share of statutory reserves of the subsidiaries in the PRC, which is based on 10% profit for the year of these subsidiaries. Such statutory reserve is non-distributable and shall be used to (i) make up prior years' losses or (ii) expand production operations.

Shares held for share award scheme

Shares held for share award scheme is comprised of the consideration paid for the shares held for the share award scheme.

Employee share-based compensation reserve

It represents the cumulative expenses recognised on the granting of share-based compensation to the employees over the vesting period.

Revaluation reserve

It represents the revaluation surplus upon transfer of owner-occupied properties to investment properties.

Other reserve

It represents the difference between the consideration and the carrying amount of the net assets attributable to the additional interests in subsidiaries being acquired from non-controlling equity holders.

Exchange reserve

It comprises all foreign exchange differences arising on translation foreign operation to presentation currency.

35. 儲備

本集團

本集團儲備賬目變動詳情載於第74及75頁之綜合權益變動表。

附註：

資本儲備

指所付代價與本集團一間前附屬公司收購本公司一名主要股東實益擁有的一間公司的淨資產的公平值之間的差額。

法定儲備

指本集團應佔於中國之附屬公司之法定儲備份額，乃基於此等附屬公司之年內溢利之10%計算。此等法定儲備不可供分派且將用作(i)彌補往年虧損或(ii)擴大生產經營。

為股份獎勵計劃持有之股份

為股份獎勵計劃持有之股份包括就股份獎勵計劃而持有之股份而支付的代價。

以股份支付的僱員酬金儲備

指於歸屬期間向僱員授予以股份支付酬金時確認的累計開支。

重估儲備

指自用物業轉為投資物業後之重估盈餘。

其他儲備

指代價及自非控股權益持有人收購附屬公司的額外權益歸屬於淨資產賬面值之間的差異。

匯兌儲備

包括呈列貨幣外匯折算所產生的所有外匯差額。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

35. RESERVES (Continued)

THE COMPANY

		Shares held for share award scheme 為股份獎勵計劃 持有之股份 HK\$'000 港幣千元	Employee share-based compensation reserve 以股份支付的 僱員酬金儲備 HK\$'000 港幣千元	Exchange reserve 匯兌儲備 HK\$'000 港幣千元	Accumulated profits 累計溢利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 31 December 2019	於二零一九年 十二月三十一日	(6,494)	702	(104,701)	66,430	(44,063)
Profit for the year and total comprehensive income for the year	年內溢利及年內 全面收益總額	-	-	-	112,161	112,161
At 31 December 2020	於二零二零年 十二月三十一日	(6,494)	702	(104,701)	178,591	68,098
Dividend paid	已付股息	-	-	-	(52,173)	(52,173)
Profit for the year and total comprehensive income for the year	年內溢利及年內 全面收益總額	-	-	-	45,960	45,960
At 31 December 2021	於二零二一年 十二月三十一日	(6,494)	702	(104,701)	172,378	61,885

35. 儲備(續)

本公司

36. DISPOSAL OF SUBSIDIARIES

For the year ended 31 December 2020

- (a) On 23 December 2019, an ordinary resolution was passed in an extraordinary general meeting of the Company to approve the disposal of 41% of the equity interest of 誠通能源廣東有限公司 (unofficial English translation being Chengtong Energy Guangdong Company Limited) ("Chengtong Energy") at cash consideration of approximately HK\$27,377,000. The purchaser is a non-wholly owned subsidiary of CCHG, the ultimate holding company of the Company. The disposal was completed on 28 February 2020 and Chengtong Energy ceased to be a subsidiary of the Company. The Group recognised a gain on disposal of a subsidiary of approximately HK\$7,477,000. Upon completion of the disposal, the Group retained 10% equity interest in Chengtong Energy and accounted for as financial assets measured at FVOCI.

36. 出售附屬公司

截至二零二零年十二月三十一日止年度

- (a) 於二零一九年十二月二十三日，本公司於股東特別大會通過普通決議案批准以現金代價約為港幣27,377,000元出售誠通能源廣東有限公司(「誠通能源」)41%股權。買家為誠通控股的非全資擁有附屬公司，而誠通控股為本公司的最終控股公司。出售事項於二零二零年二月二十八日完成且誠通能源不再為本公司的附屬公司。本集團確認出售一間附屬公司之收益約為港幣7,477,000元。於出售事項完成後，本集團保留於誠通能源10%股權，並且按公平值計入其他全面收益之金融資產列賬。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

36. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2020 (Continued)

(a) (Continued)

Chengtong Energy was principally engaged in the domestic trading of coal business under the reportable segment of bulk commodity trading in the PRC. The details of this transaction have been set out in the circular of the Company dated 6 December 2019.

The net assets of Chengtong Energy as at the date of disposal were as follows:

36. 出售附屬公司(續)

截至二零二零年十二月三十一日止年度
(續)

(a) (續)

誠通能源主要在中國從事大宗商品貿易報告分類下的境內煤炭貿易業務。該交易詳情載於本公司日期為二零一九年十二月六日之通函。

誠通能源於出售日期之資產淨值如下：

		2020 二零二零年 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	1,326
Trade and other receivables	貿易及其他應收款項	33,411
Bank balances and cash	銀行結存及現金	47,813
Trade and other payables	貿易及其他應付款項	(32,674)
Deferred tax liabilities	遞延稅項負債	(45)
Lease liabilities	租賃負債	(710)
Net assets disposed of	已出售資產淨值	<u>49,121</u>
Total consideration – satisfied by cash	總代價 – 以現金支付	<u>27,377</u>
Gain on disposal of Chengtong Energy	出售誠通能源之收益	
Consideration	代價	27,377
Non-controlling interests	非控股權益	23,795
Net assets disposed of	已出售資產淨值	(49,121)
Fair value of equity interest retained in Chengtong Energy	於誠通能源保留之權益公平值	6,312
Amounts paid to the purchaser in respect of the loss incurred during the transition period borne by the Group	就本集團所承擔過渡期間引致的虧損已付買方之款項	(1,499)
Release of exchange reserve	解除匯兌儲備	613
Gain on disposal	出售所得收益	<u>7,477</u>

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

36. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2020 (Continued)

(a) (Continued)

		2020 二零二零年 HK\$'000 港幣千元
Net cash outflow arising on disposal of Chengtong Energy:	出售誠通能源產生的現金流出淨額：	
Cash consideration	現金代價	27,377
Deposits received	已收按金	(2,738)
Bank balances and cash disposed of	已出售銀行結存及現金	(47,813)
Amounts paid to the purchaser in respect of the loss incurred during the transition period borne by the Group	就本集團所承擔過渡期間引致的虧損已付買方之款項	(1,499)
		<u>(24,673)</u>

Note:

- (i) Partial cash consideration of HK\$2,738,000 was received during the year ended 31 December 2019 and included in other payables as at 31 December 2019. The remaining consideration of HK\$24,639,000 was received during the year ended 31 December 2020.
- (b) On 26 June 2020, an ordinary resolution was passed in the extraordinary general meeting of the Company to approve the disposal of 100% of the equity interest of Chengtong Investment Group Limited (“**Chengtong Investment**”) at cash consideration of approximately HK\$267,716,000. The purchaser is a wholly-owned subsidiary of CCHG, the ultimate holding company of the Company. The disposal was completed on 24 July 2020 and Chengtong Investment ceased to be a subsidiary of the Company. The Group recognised a gain on disposal of a subsidiary of approximately HK\$42,752,000.

Chengtong Investment and its subsidiaries (“**Chengtong Investment Group**”) were principally engaged in property development in the PRC under the reportable segment of property development and investment. The details of this transaction have been set out in the circular of the Company dated 10 June 2020.

36. 出售附屬公司(續)

截至二零二零年十二月三十一日止年度
(續)

(a) (續)

附註：

- (i) 部分現金代價港幣2,738,000元於截至二零一九年十二月三十一日止年度內收取，納入於二零一九年十二月三十一日其他應付款項內。餘下代價港幣24,639,000元於截至二零二零年十二月三十一日止年度內收取。
- (b) 於二零二零年六月二十六日，本公司於股東特別大會通過普通決議案以批准出售誠通投資集團有限公司(「誠通投資」)100%股權，現金代價約為港幣267,716,000元。買家為誠通控股的全資擁有附屬公司，而誠通控股為本公司的最終控股公司。出售事項於二零二零年七月二十四日完成且誠通投資不再為本公司的附屬公司。本集團確認出售一間附屬公司之收益約為港幣42,752,000元。

誠通投資及其附屬公司(「誠通投資集團」)主要於中國從事物業發展及投資報告分類項下的物業發展。有關交易詳情載於本公司日期為二零二零年六月十日之通函。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

36. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2020 (Continued)

(b) (Continued)

The net assets of Chengtong Investment as at the date of disposal were as follows:

36. 出售附屬公司(續)

截至二零二零年十二月三十一日止年度
(續)

(b) (續)

誠通投資於出售日期之資產淨值如下：

		2020 二零二零年 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	128
Properties held for sale	持作出售物業	78,914
Properties under development	發展中物業	56,459
Properties held for development	持作發展物業	260,661
Trade and other receivables	貿易及其他應收款項	198
Pledged bank deposits	已抵押銀行存款	37
Bank balances and cash	銀行結存及現金	358
Trade and other payables	貿易及其他應付款項	(83,049)
Net assets disposed of	已出售資產淨值	<u>313,706</u>
Total consideration – satisfied by cash	總代價 – 以現金支付	<u>267,716</u>
Gain on disposal of Chengtong Investment	出售誠通投資之收益	
Consideration	代價	267,716
Non-controlling interests	非控股權益	103,531
Net assets disposed of	已出售資產淨值	(313,706)
Release of exchange reserve	解除匯兌儲備	(5,822)
Directly attributable cost	直接應佔成本	(6,322)
Amounts paid to the purchaser in respect of the loss incurred during the transition period borne by the Group	就本集團所承擔過渡期間引致的虧損已付買家之款項	(2,645)
Gain on disposal	出售所得收益	<u>42,752</u>

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

36. DISPOSAL OF SUBSIDIARIES (Continued)

(b) (Continued)

		2020 二零二零年 Note 附註	HK\$'000 港幣千元
Net cash inflow arising on disposal of Chengtung Investment:	出售誠通投資產生的現金流入淨額：		
Cash consideration received	已收現金代價		267,716
Amounts received from the purchaser in respect of the amounts owed by Chengtung Investment Group to the Group	就誠通投資集團結欠本集團金額已收買家之款項		79,069
Bank balances and cash disposed of	已出售銀行結存及現金	(i)	(358)
Amounts paid to the purchaser in respect of the loss incurred during the transition period borne by the Group	就本集團所承擔過渡期間引致的虧損已付買家之款項		(2,645)
			<u>343,782</u>

Note:

(i) Pursuant to the equity transfer agreement dated 5 May 2020 entered into between the Company and the purchaser in respect of disposal of 100% of the equity interest of Chengtung Investment, the purchaser would settle all outstanding loans and interests accrued thereon owing by 誠通大豐海港開發有限公司 (unofficial English translation being Chengtung Dafeng Harbour Development Limited), a subsidiary of Chengtung Investment, to a subsidiary of the Company immediately before completion of the disposal.

附註：

(i) 根據本公司與買家就出售誠通投資100%股權訂立的日期為二零二零年五月五日的股權轉讓協議，買家將結清誠通大豐海港開發有限公司(誠通投資的附屬公司)緊接出售事項完成前結欠本公司一間附屬公司的所有未償還貸款及其應計利息。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

37. RELATED PARTY TRANSACTIONS

(a) Transactions and balances with related parties

Save as disclosed elsewhere in the financial statements, during the year, the Group had also entered into the following significant transactions with the following related parties:

Name of related parties 關連方名稱	Nature of transactions/balances 交易／結餘性質	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
The wholly-owned subsidiaries of the ultimate holding company: 最終控股公司之全資附屬公司：			
China Huandao Group Limited [^] 中國寰島集團有限公司	Interest income 利息收入	2,261	2,329
	Other receivables 其他應收款項	417	355
Hainan Huandao Industrial Development Limited [^] 海南寰島實業發展有限公司	Interest income 利息收入	607	–
China Chengtong Finance Corporation Ltd. 誠通財務有限責任公司	Interest income 利息收入	–	2
China Chengtong Hong Kong Company Limited 中國誠通香港有限公司	Interest expense 利息開支	–	461
Chengtong International Limited 誠通國際貿易有限公司	Interest expense 利息開支	–	38
	Management expense 管理費支出	672	429
China Chengtong Investment Company Limited 中國誠通投資有限公司	Interest expense 利息開支	1,113	599

37. 關連方交易

(a) 與關連方之交易及結餘

除財務報表其他部分所披露者外，年內，本集團亦與下列關連方進行以下重大交易：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

37. RELATED PARTY TRANSACTIONS (Continued)

37. 關連方交易(續)

(a) Transactions and balances with related parties (Continued)

(a) 與關連方之交易及結餘(續)

Name of related parties 關連方名稱	Nature of transactions/balances 交易／結餘性質	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
The wholly-owned subsidiaries of the ultimate holding company: (Continued) 最終控股公司之全資附屬公司：(續)			
Chengtong Mixed Reform Private Fund Management Co., Ltd. [^] 誠通混改私募基金管理有限公司	Rental income 租金收入	194	—
	Received in advance 預收款項	158	—
Associate of the ultimate holding company of the Company: 本公司最終控股公司之聯營公司：			
Ningxia MCC Meili Cloud New Energy Co., Ltd. [^] 寧夏中冶美利雲新能源有限公司	Loans receivable 應收貸款	32,366	39,869
	Interest income from loans receivable 應收貸款之利息收入	2,519	2,176

[^] The English names are for identification only

Save as disclosed above, other balances and transactions with related parties at the end of the respective reporting dates or during the respective years are set out in the consolidated statement of financial position and notes 23 and 36.

除上文所披露者外，於各報告日期末或各相關年度內與關連方之其他結餘及交易載於綜合財務狀況表以及附註23及36。

(b) Transactions and balances with other government-related entities

(b) 與其他政府關連實體之交易及結餘

The Group itself is part of a larger group of companies controlled by CCHG (CCHG and its subsidiaries are referred to as the "CCHG Group") which is a stated-owned enterprise under the direct supervision of the State Council of the PRC. The management consider that the Company is ultimately controlled by the government of the PRC and the Group operates in an economic environment currently dominated by entities controlled, jointly controlled or significantly influenced by the PRC government ("government-related entities").

本集團自身為中國國務院直接監管之國有企業誠通控股(誠通控股及其附屬公司合稱「誠通控股集團」)旗下一個大型公司集團之一部分。管理層認為，本公司受中國政府最終控制，而本集團目前營運所處的經濟環境受中國政府控制、聯合控制或有重大影響之實體(「政府關連實體」)主導。

Apart from transactions with CCHG Group, the Group has transactions including but not limited to the leasing arrangements and bulk commodity trade with other relevant government-related entities.

除與誠通控股集團之交易外，本集團還與其他相關政府關連實體進行交易，包括但不限於租賃安排及大宗商品貿易。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

37. RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions and balances with other government-related entities (Continued)

Details of the transactions with relevant government-related entities are set out below:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Transactions with other relevant government-related entities:	與其他相關政府關連實體之交易：		
Interest income from loans receivable	應收貸款之利息收入	180,606	96,921
Consultancy service income from leasing arrangements	租賃安排之諮詢服務收入	76,132	41,736
Rental income under operating lease in respect of owned machineries and equipment	有關自有機械及設備之經營租賃項下租金收入	34,980	4,606
Revenue from bulk commodity trade	大宗商品貿易之收入	192,430	104,669
Purchase for bulk commodity trade	大宗商品貿易之採購	143,655	195,871

In addition, the Group has entered into various transactions, including other purchases and operating expenses with other government-related entities. In the opinion of the management, except for the transactions disclosed above, other transactions are considered as individually and collectively insignificant to the operation of the Group for both years.

The Group also has bank deposits, loans receivable, financial assets investments, trade and other receivables, trade and other payables, lease liabilities and other general financing facilities with certain entities and banks which are government-related entities in its ordinary course of business. The management are of the opinion that those government-related entities do not have the power to govern or participate in the financial and operating policies of the Group and the transactions with these entities are conducted in the ordinary course of the Group's business. The Group believes that it has provided, at the best of its knowledge, adequate and appropriate disclosure of related party transactions as summarised above.

37. 關連方交易(續)

(b) 與其他政府關連實體之交易及結餘(續)

與相關政府關連實體之交易之詳情載列如下：

此外，本集團亦與其他政府關連實體進行多項交易，包括其他採購及經營開支。管理層認為，除上文披露的交易外，其他交易(個別及共同衡量)對本集團兩個年度的營運而言並不重大。

本集團亦於日常業務過程中與屬政府關連實體之若干實體及銀行進行銀行存款、應收貸款、金融資產投資、貿易及其他應收款項、貿易及其他應付款項、租賃負債及其他一般融資活動。管理層認為，該等政府關連實體並無權力控制或參與本集團的財政及經營政策，而與該等實體的交易乃於本集團的日常業務過程中進行。本集團相信，誠如上文綜述，就其所深知，其已提供準確恰當的關連方交易之披露。

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37. RELATED PARTY TRANSACTIONS (Continued)

(c) The remunerations of key management personnel, which are the directors and senior management, during the year, were as follows:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Short-term employee benefits	短期僱員福利	3,044	3,425
Post-employment benefits	離職後福利	27	36
		3,071	3,461

38. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The Group monitors capital on the basis of the total debt to total assets ratio. This ratio is calculated as total debt divided by total assets. Total debt is calculated as loan from a related party, bank borrowings, asset-backed securities and unsecured other loan disclosed in notes 23, 29, 30 and 31 respectively.

The directors of the Company review the capital structure on a continuous basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt.

37. 關連方交易(續)

(c) 年內主要管理人員(即董事及高級管理層)之薪酬如下：

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Short-term employee benefits	短期僱員福利	3,044	3,425
Post-employment benefits	離職後福利	27	36
		3,071	3,461

38. 資本風險管理

本集團的資本管理旨在確保本集團內的實體均可持續經營，同時透過優化債務及股本結餘為股東謀求最大回報。自上一年度起，本集團之整體戰略保持不變。

本集團利用債務總額與總資產之比率監察其資本。此比率按照債務總額除以總資產計算。債務總額分別為附註23、29、30及31披露的來自一名關連方的貸款、銀行借貸、資產支持證券及無抵押其他貸款。

本公司董事會按持續基準對資本架構進行檢討。檢討工作之一部分乃本公司董事對資本成本及各類資本的相關風險進行審議。根據本公司董事的推薦建議，本集團將透過支付股息、發行新股、購回股份以及發行新債券，使整體資本架構保持平衡。

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38. CAPITAL RISK MANAGEMENT (Continued)

The total debt to total assets ratio at the end of reporting period was as follows:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Bank borrowings	銀行借貸	1,441,775	338,420
Asset-backed securities	資產支持證券	2,932,607	-
Unsecured other loans	無抵押其他貸款	600	600
Loan from a related party	來自一名關連方的貸款	47,556	23,592
Total debt	債務總額	4,422,538	362,612
Total assets	總資產	8,167,806	3,906,747
Total debt to total assets ratio	債務總額與總資產之比率	54.1%	9.3%

38. 資本風險管理(續)

於報告期末的債務總額與總資產之比率如下：

39. FINANCIAL RISK MANAGEMENT

Categories of financial instruments

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Financial assets	金融資產		
Other financial assets measured at FVPL	按公平值計入損益的 其他金融資產	-	37,414
Other financial assets measured at FVOCI	按公平值計入其他全面收益的 其他金融資產	81,508	74,192
Measured at amortised costs:	按攤銷成本計量：		
Other financial assets	其他金融資產	-	7,330
Finance lease receivables and loans receivables	應收融資租賃及應收貸款	5,865,106	2,072,703
Trade and other receivables	貿易及其他應收款項	60,894	96,817
Loans to related parties	授予關連方貸款	48,800	36,404
Pledged bank deposits	已抵押銀行存款	4,413	5,556
Bank balances and cash	銀行結存及現金	1,380,259	859,618
		7,359,472	3,078,428
Financial liabilities	金融負債		
At amortised costs:	按攤銷成本：		
Trade and other payables	貿易及其他應付款項	373,265	349,524
Bank borrowings	銀行借貸	1,441,775	338,420
Asset-backed securities	資產支持證券	2,932,607	-
Loan from a related party	來自一名關連方的貸款	47,556	23,592
Unsecured other loan	無抵押其他貸款	600	600
Lease liabilities	租賃負債	3,098	7,040
		4,798,901	719,176

39. 財務風險管理

金融工具分類

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies

Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include currency risk, price risk, interest rate risk, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

As at 31 December 2021, except for the following, the Group do not have significant financial assets or financial liabilities denominated in currencies other than their functional currencies at the end of the reporting period.

The carrying amounts of the Group's financial assets and liabilities denominated in currencies other than the functional currencies of the respective group companies as at 31 December 2021 and 2020 are as follows:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Assets	資產		
RMB	人民幣	147	173,972
United States Dollar ("USD")	美元(「美元」)	<u>223,090</u>	<u>331,815</u>
Liabilities	負債		
USD	美元	<u>58,707</u>	<u>54,073</u>

The Group currently does not have a foreign currency hedging policy but the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

39. 財務風險管理(續)

財務風險管理目標及政策

金融工具詳情於各附註披露。與該等金融工具有關的風險包括貨幣風險、價格風險、利率風險、信貸風險及流動資金風險。有關如何降低該等風險的政策載列於下文。本集團管理層管理及監控該等風險，以確保及時有效地採取適當措施。

貨幣風險

於二零二一年十二月三十一日，除以下所述者外，本集團於報告期末概無以其功能貨幣以外之貨幣計值之重大金融資產或金融負債。

於二零二一年及二零二零年十二月三十一日，本集團以各集團公司功能貨幣以外貨幣計值之金融資產及負債之賬面值載列如下：

本集團目前並無外幣對沖政策，但管理層會監察外匯風險，並將於有必要時考慮對沖重大外匯風險。

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財務報表附註

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39. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

Currency risk (Continued)

Sensitivity analysis

As at 31 December 2021 and 2020, financial assets denominated in USD and RMB belongs to the group companies of which their functional currency is HK\$. As HK\$ is pegged to USD, the Group considers that the currency risk arising from transactions in USD is not significant.

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against HK\$. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in the exchange rate between RMB and HK\$. The sensitivity analysis includes only outstanding RMB denominated monetary items and adjusts their translation at the reporting date for a 5% change in exchange rates. The analysis illustrates the impact for a 5% strengthening of RMB against the HKD and a positive number below indicates an increase in profit for the year. For a 5% weakening of RMB against HKD, there would be an equal and opposite impact on the profit for the year.

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Impact to the profit for the year	對年內溢利的影響	7	8,699

Price risk

Certain of the Group's other financial assets are measured at fair value at the end of each reporting date with reference to the quoted prices. Therefore, the Group is exposed to equity price risk and the management of the Group will monitor the price movements and take appropriate actions when is required.

Sensitivity analysis is performed by management to assess the exposure of the Group's financial results to price risks of listed other financial assets at the end of each of the reporting period. If the prices of the respective instruments held by the Group had been 5% (2020: 5%) higher/lower as at 31 December 2021, the other comprehensive income would have been approximately HK\$3,493,000 (2020: the profit for the year and other comprehensive income would have been approximately HK\$82,000 and HK\$3,150,000 respectively) higher/lower respectively.

39. 財務風險管理(續)

財務風險管理目標及政策(續)

貨幣風險(續)

敏感度分析

於二零二一年及二零二零年十二月三十一日，以美元及人民幣計值之金融資產乃屬於集團公司，而其功能貨幣為港幣。由於港幣與美元掛鈎，本集團認為，以美元進行交易所產生之貨幣風險並不重大。

下表詳述本集團人民幣兌港幣升值及貶值5%的敏感度。5%為向主要管理人員內部匯報外幣風險時所用的敏感度比率，亦為管理層對人民幣與港幣之間匯率的合理可能變動的評估。敏感度分析僅包括仍然有效並以人民幣計值的貨幣項目，並於匯報日期按匯率出現5%變動對換算予以調整。該分析闡述了人民幣兌港幣升值5%的影響，而下表的正數為年內溢利的增加額。倘人民幣兌港幣貶值5%，則年內溢利會受到等額相反的影響。

價格風險

本集團若干其他金融資產乃參照報價，並按各報告日期末之公平值計量。因此，本集團面臨股票價格風險，而本集團管理層將監控價格波動並於需要時採取適當措施。

管理層進行敏感度分析以評估於各報告期末本集團財務業績所面臨之上市其他金融資產的價格風險。於二零二一年十二月三十一日，倘本集團持有的各項工具的價格增加/減少5% (二零二零年：5%)，則其他全面收益分別增加/減少約港幣3,493,000元 (二零二零年：年內溢利及其他全面收益分別增加/減少約港幣82,000元及港幣3,150,000元)。

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39. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

Interest rate risk

The cash flow interest rate risk relates primarily to the Group's bank balances, finance lease receivables, loans receivable, other financial assets and bank borrowings. The fair value interest rate risk relates primarily to the Group's loans to/(from) the related parties, lease liabilities and asset-backed securities. The Group currently does not have an interest rate hedging policy. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group has exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate.

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates after considering the impact of the interest expenses being capitalised as properties under development at the end of the reporting period. A 50 basis points (2020: 50 basis points) increase or decrease is used which represents management's assessment of the reasonably possible change in interest rates.

As at 31 December 2021, if interest rates on the interest bearing instruments with maturity over 1 year had been 50 basis points higher/lower and all of other variables were held constant, the post-tax profit would increase/decrease by approximately HK\$2,209,000 (2020: HK\$2,109,000).

Credit risk

The Group's credit risk is primarily attributable to trade and other receivables, finance lease receivables, loans receivable, other financial assets, loans to related parties and bank balances. In order to monitor the credit risk, the management of the Group has reviewed the recoverable amount of each aforesaid individual assets at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

39. 財務風險管理(續)

財務風險管理目標及政策(續)

利率風險

現金流量利率風險主要與本集團銀行結存、融資租賃應收款項、應收貸款、其他金融資產及銀行借貸有關。公平值利率風險主要與本集團授予/(來自)關連方之貸款、租賃負債及資產支持證券有關。本集團現時無利率對沖政策。然而，本集團管理層會監察利率風險，並將於在必要時考慮對沖重大利率風險。

因現行市場利率波動，本集團面臨現金流量利率風險。

敏感度分析

下列敏感度分析乃基於所面臨之利率風險，並已考慮報告期末利息支出资本化為發展中物業之影響。所採用之上下浮動50個基點(二零二零年：50個基點)代表管理層對利率之合理可能變動之評估。

於二零二一年十二月三十一日，倘到期日超過一年的計息工具之利率上下浮動50個基點，而所有其他變量保持不變，則除稅後溢利將增加/減少約港幣2,209,000元(二零二零年：港幣2,109,000元)。

信貸風險

本集團之信貸風險主要來自貿易及其他應收款項、融資租賃應收款項、應收貸款、其他金融資產、授予關連方貸款及銀行結存。為監控信貸風險，本集團管理層於報告期末檢討上述各個別資產之可收回金額，以確保就無法收回金額作出足夠之減值虧損撥備。

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39. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Impairment and provision policies

The Group's policy requires the review of individual outstanding amounts at least monthly or more regularly depending on individual circumstances or market condition.

The Group's impairment requirements are based on an expected credit loss model. The Group applies simplified approach to measure ECL on trade and bills receivables and finance lease receivables; and general approach to measure ECL on deposits and other receivables, loans receivable, other financial assets at amortised cost, loans from related parties and bank balances. Under the simplified approach, the Group measures the loss allowance at an amount equal to lifetime ECL. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition: Stage 1: 12-month ECL, Stage 2: Lifetime ECL – not credit-impaired and Stage 3: Lifetime ECL – credit-impaired.

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full; or (ii) the financial asset is 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Information such as failure to make payments of principal or interest on their contractually due dates, an actual or expected significant deterioration in the operating results of the debtor and an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if any) will be taken into account when assessing whether credit risk has increased significantly since initial recognition.

39. 財務風險管理(續)

財務風險管理目標及政策(續)

信貸風險(續)

減值及撥備政策

本集團的政策要求至少每月或在特定情況或市況下更為頻繁地對個別未清償款項進行審查。

本集團的減值規定乃以預期信貸虧損模式為依據。本集團應用簡化法計量貿易應收款項及應收票據及融資租賃應收款項的預期信貸虧損，並應用一般方法計量按金及其他應收款項、應收貸款、按攤銷成本入賬的其他金融資產、來自關連方之貸款及銀行結存的預期信貸虧損。根據簡化法，本集團基於等同於賬齡預期信貸虧損的金額計量虧損撥備。按照一般方法，金融資產乃基於初步確認後的信貸風險變動，透過下列三個階段予以轉撥：第1階段：12個月的預期信貸虧損、第2階段：賬齡預期信貸虧損 – 並無信貸減值及第3階段：賬齡預期信貸虧損 – 信貸減值。

於評估金融工具之信貸風險自初步確認以來是否已大幅上升時，本集團將金融工具於報告日期發生違約之風險與金融工具於初步確認日期發生違約之風險進行比較。於作出此重新評估時，本集團認為倘發生下列情況，則發生違約事件：(i) 借款人大可能向本集團悉數償還其信貸責任；或(ii) 金融資產已逾期90日，除非本集團擁有合理及可靠資料顯示一項更寬鬆的違約標準較合適則當別論。本集團考慮合理及可靠之定量及定性資料(包括毋須花費過度成本或精力即可獲得之過往經驗及前瞻性資料)。當評估信貸風險自初步確認以來是否已大幅上升時，將考慮未能於合約到期日支付本金或利息、債務人經營業績之實際或預期重大惡化及金融工具之內外信貸評級(如有)實際或預期重大惡化等資料。

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39. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Impairment and provision policies (Continued)

For other receivables and loans receivable, the number of days past due (“DPD”) and loan-to-collateral value (“LTV”) will be used to determine significant increase in credit risk.

Based on DPD, LTV and internally derived credit ratings, deposits and other receivables, loans receivable, other financial assets measured at amortised cost, loans to related parties and bank balances are classified into 3 stages.

When estimating the ECL on loan and advances to customers, the Group has incorporated forward-looking economic information through the use of industry trend and experienced credit judgement to reflect the qualitative factors.

As at 31 December 2021 and 2020, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group’s maximum exposure to credit risk which will cause a financial loss to the Group arising from the amount of financial guarantees provided by the Group is disclosed in note 41.

The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with finance lease receivables and loans receivable as disclosed in note 22. The Group considers that the credit risk arising from the finance lease receivables and loans receivable is significantly mitigated by the leased equipment and facilities, land from the related party of the lessee, unlisted equity interest and account receivables from the lessees and the related parties of the lessees and deposits received from customers held as collaterals, with reference to the estimated value of the collaterals at the end of each reporting period.

Financial assets with credit risk exposure

Trade and bills receivables and finance lease receivables

The Group’s exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

39. 財務風險管理(續)

財務風險管理目標及政策(續)

信貸風險(續)

減值及撥備政策(續)

對於其他應收款項及應收貸款，將採用逾期天數(「逾期天數」)及貸款與抵押品價值比(「貸款與抵押品價值比」)釐定信貸風險是否大幅增加。

根據逾期天數、貸款與抵押品價值比及內部制定的信貸評級、按金及其他應收款項、應收貸款、按攤銷成本計量的其他金融資產、授予關連方貸款及銀行結存分為三個階段。

於估計給予客戶貸款及墊款的預期信貸虧損時，本集團已納入前瞻性經濟資料，透過使用行業趨勢及基於經驗的信貸判斷以反映質化因素。

於二零二一年及二零二零年十二月三十一日，除最有效代表最高信貸風險水平的該等金融資產賬面值外，將使本集團蒙受金融虧損的本集團最高信貸風險水平來自附註41所披露之有關本集團提供的財務擔保金額。

本集團並無持有任何抵押品或其他信貸增強措施以保障其金融資產相關信貸風險，惟誠如附註22所披露之融資租賃應收款項及應收貸款相關信貸風險除外。本集團認為，由於持有租賃設備及設施、來自承租人關連方的土地、非上市股權以及承租人及承租人之關連方之應收賬款以及已收客戶存款作為抵押品，而經參考抵押品於各報告期末之估計價值後，與融資租賃應收款項及應收貸款相關之信貸風險已大大減少。

面臨信貸風險的金融資產

貿易應收款項及應收票據及融資租賃應收款項

本集團所面臨的信貸風險主要受各客戶的個別特性影響，而非取決於客戶經營所在的行業或國家。因此高度集中的信貸風險主要產生於本集團與個別客戶有重大業務往來之時。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Financial assets with credit risk exposure (Continued)

Loans receivable

Before accepting any new lessee under leasing arrangement, the Group assesses the credit quality of each potential lessee and defined limits for each lessee. The Group also demands certain lessees to provide corporate guarantees from their respective shareholders or related parties or other assets as collateral to the Group at the time the leasing arrangement is entered into. In addition, the Group has reviewed the repayment history of leasing payments from each lessee to determine the recoverability of the loans receivable. Also, the Group takes into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. As at 31 December 2021, except for the balances of HK\$61,830,000 from two debtors (2020: HK\$22,129,000 from one debtor) were considered as a significant increase in credit risk since initial recognition but not credit-impaired and the loss allowance of which is measured at lifetime ECL, the loss allowance for all other loans receivables are measured at an amount equal to 12-month ECL.

Bank balances and other financial assets at amortised cost

As at 31 December 2021 and 2020, the Group has bank balances, deposits and other financial assets in certain corporations and banks in the PRC and Hong Kong. The credit risk on these deposits and other financial assets is insignificant as the counterparties are financial institutions with high credit-rating or with good reputation.

Loans to related parties

For the loans to related parties, the management considered the related parties do not have significant credit risk due to the past payment history and also taking into account of the sound financial performance and position of its holding company to meet contractual cash flow obligation. No impairment had been provided under 12-month ECL assessment.

39. 財務風險管理(續)

財務風險管理目標及政策(續)

信貸風險(續)

面臨信貸風險的金融資產(續)

應收貸款

在接納租賃安排項下任何新的承租人之之前，本集團會評估各潛在承租人之信用狀況，並界定各承租人之限額。在訂立租賃安排時，本集團亦要求某些承租人向本集團提供其各股東或關連方之企業擔保或其他資產作為抵押品。此外，本集團已檢討各承租人之租賃款項過往支付記錄，以確定應收貸款之可收回水平。此外，本集團會計及客戶特定資料及與客戶運營所處經濟環境有關的資料。於二零二一年十二月三十一日，除自初步確認以來被視為信貸風險大幅上升，惟並非信用減值且其虧損撥備按賬齡預期信貸虧損計量的兩名債務人的餘額港幣61,830,000元(二零二零年：一名債務人的餘額港幣22,129,000元)外，則所有其他應收貸款的虧損撥備按等同於12個月的預期信貸虧損的金額計量。

銀行結存及按攤銷成本入賬之其他金融資產

於二零二一年及二零二零年十二月三十一日，本集團於中國及香港若干公司及銀行擁有銀行結存、存款及其他金融資產。該等存款及其他金融資產相關之信貸風險不屬重大，因為交易對方是具備高信貸評級或享負盛名之金融機構。

授予關連方貸款

對於授予關連方貸款，由於過往付款歷史，亦考慮到其控股公司履行合約現金流量義務的良好財務表現及狀況，管理層認為，關連方並無重大信貸風險。根據12個月的預期信貸虧損評估，並無計提減值準備。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Financial assets with credit risk exposure (Continued)

The average expected loss rate applied is approximately 0.22% (2020: 0.05%). Movement in the loss allowance account during the year is as follows:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
At 1 January	於一月一日	1,121	250
Impairment losses provided during the year:	於年內計提之減值虧損：		
– Trade receivables	– 貿易應收款項	(4)	5
– Other receivables	– 其他應收款項	–	9
– Finance lease receivables and loans receivable	– 融資租賃應收款項及應收貸款	11,835	810
Exchange difference	匯兌差額	218	47
At 31 December	於十二月三十一日	<u>13,170</u>	<u>1,121</u>

As at 31 December 2021, credit risk of the Group is concentrated on (a) three customers from bulk commodities trading, with aggregated amount of trade and bills receivables of HK\$27,422,000; (b) loans to related parties of HK\$48,800,000; and (c) 54 lessees from 62 leasing arrangements, with aggregated amount of finance lease receivables and loans receivable of HK\$5,865,106,000.

As at 31 December 2020, credit risk of the Group is concentrated on (a) two customers from bulk commodities trading, with aggregated amount of trade and bills receivables of HK\$34,277,000; (b) loan to a related party of HK\$36,404,000; and (c) 24 lessees from 29 leasing arrangements, with aggregated amount of loans receivable of HK\$2,072,703,000.

To monitor the credit risk exposure, the management of the Group has reviewed the recoverability of each debtor periodically. As at 31 December 2021, except for two debtors from loans receivable with balances of HK\$61,830,000 (2020: a debtor from loans receivable with balance of HK\$22,129,000) were considered as significant increase in credit risk since initial recognition but are not credit-impaired, there was no significant increase in credit risk among these financial assets.

39. 財務風險管理(續)

財務風險管理目標及政策(續)

信貸風險(續)

面臨信貸風險的金融資產(續)

所應用的預期平均虧損率為約0.22%(二零二零年：0.05%)。年內於虧損撥備賬中的變動如下：

於二零二一年十二月三十一日，本集團之信貸風險集中於(a)與三名客戶之大宗商品貿易，貿易應收款項及應收票據總額為港幣27,422,000元；(b)授予關連方貸款港幣48,800,000元；及(c)與54名承租人之62項租賃安排，融資租賃應收款項及應收貸款總額為港幣5,865,106,000元。

於二零二零年十二月三十一日，本集團信貸風險集中於(a)與兩名客戶之大宗商品貿易，貿易應收款項及應收票據總額為港幣34,277,000元；(b)授予關連方貸款港幣36,404,000元；及(c)與24名承租人之29項租賃安排，應收貸款總額為港幣2,072,703,000元。

為監控信貸風險，本集團之管理層已定期檢討各債務人所欠債項之可收回水平。於二零二一年十二月三十一日，除自初步確認以來被視為信貸風險大幅上升，惟並無信用減值的應收兩名債務人貸款的餘額港幣61,830,000元(二零二零年：應收一名債務人貸款的餘額港幣22,129,000元)外，該等金融資產中並無信貸風險大幅上升。

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank loans and ensures compliance with loan covenants.

Liquidity table

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be demanded for repayment. The table includes both interest and principal cash flows.

At 31 December 2021

		Weighted average interest rate per annum 加權平均 年利率	Within 1 year or on demand 一年內或 按要求 HK\$'000 港幣千元	After 1 year but within 2 years 一年後 但於兩年內 HK\$'000 港幣千元	After 2 years but within 5 years 兩年後 但於五年內 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現現金 流量總計 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Trade and other payables	貿易及其他應付款項	-	373,265	-	-	373,265	373,265
Bank borrowings	銀行借貸	3.61%	1,424,245	52,383	20,352	1,496,980	1,441,775
Asset-backed securities	資產支持證券	3.60%	1,312,680	1,021,659	793,522	3,127,861	2,932,607
Unsecured other loan	無抵押其他貸款	-	600	-	-	600	600
Loan from a related party	來自一名關連方的 貸款	3.65%	49,292	-	-	49,292	47,556
Lease liabilities	租賃負債	1.97%	3,159	-	-	3,159	3,098
			<u>3,163,241</u>	<u>1,074,042</u>	<u>813,874</u>	<u>5,051,157</u>	<u>4,798,901</u>
Financial guarantee issued	已出具之財務擔保						
Maximum amount guaranteed	已擔保最高金額		<u>224,455</u>	-	-	<u>224,455</u>	-

39. 財務風險管理(續)

財務風險管理目標及政策(續)

流動性風險

就流動資金風險管理而言，本集團對現金及現金等價物進行監察及維持至本集團管理層均視為足以為本集團營運提供資金及減低現金流量波動所帶來影響的水平。本集團管理層監控銀行貸款的使用，確保符合貸款契約。

流動資金表

下表詳細載列本集團的非衍生金融負債根據議定還款期的餘下合約期。下表乃根據本集團於可被要求償還的最早日期的金融負債未貼現現金流量編製。該表包括利息及本金現金流量。

於二零二一年十二月三十一日

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity table (Continued)

At 31 December 2020

39. 財務風險管理(續)

財務風險管理目標及政策(續)

流動性風險(續)

流動資金表(續)

於二零二零年十二月三十一日

		Weighted average interest rate per annum 加權平均 年利率	Within 1 year or on demand 一年內或 按要求 HK\$'000 港幣千元	After 1 year but within 2 years 一年後 但於兩年內 HK\$'000 港幣千元	After 2 years but within 5 years 兩年後 但於五年內 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現現金 流量總計 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Trade and other payables	貿易及其他應付款項	-	349,524	-	-	349,524	349,524
Bank borrowings	銀行借貸	3.10%	348,901	-	-	348,901	338,420
Unsecured other loan	無抵押其他貸款	-	600	-	-	600	600
Loan from a related party	來自一名關連方的 貸款	3.65%	24,453	-	-	24,453	23,592
Lease liabilities	租賃負債	4.47%	3,983	3,372	-	7,355	7,040
			<u>727,461</u>	<u>3,372</u>	<u>-</u>	<u>730,833</u>	<u>719,176</u>
Financial guarantee issued	已出具之財務擔保						
Maximum amount guaranteed	已擔保最高金額		<u>212,924</u>	<u>-</u>	<u>-</u>	<u>212,924</u>	<u>-</u>

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Taking into account the Group's financial position, the directors of the Company considered it is unlikely that the banks will exercise its discretion to demand immediate repayment. The directors of the Company considered that the bank loans will be repaid in accordance with the scheduled payment dates set out in the loan agreement which are summarised in the table below:

At 31 December 2021

		Weighted average interest rate per annum 加權平均 年利率	Within 1 year or on demand 一年內或 按要求 HK\$'000 港幣千元	After 1 year but within 2 years 一年後 但於兩年內 HK\$'000 港幣千元	After 2 years but within 5 years 兩年後 但於五年內 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現現金 流量總計 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Bank borrowings	銀行借貸	3.61%	944,374	311,373	262,623	1,518,370	1,441,775

At 31 December 2020

		Weighted average interest rate per annum 加權平均 年利率	Within 1 year or on demand 一年內或 按要求 HK\$'000 港幣千元	After 1 year but within 2 years 一年後 但於兩年內 HK\$'000 港幣千元	After 2 years but within 5 years 兩年後 但於五年內 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現現金 流量總計 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Bank borrowings	銀行借貸	3.10%	210,723	47,184	98,226	356,133	338,420

Transfer of financial assets

At 31 December 2021, the Group publicly launched two asset-backed securities schemes (note 30) and entered into asset transfer agreements to transfer the loans receivable with carrying amount of HK\$2,632,215,000 (2020: nil) and trade receivables under operating lease business with carrying amount of HK\$2,145,000 (2020: nil) to the managers of the schemes. In the opinion of the directors of the Company, the Group has retained the substantial risks and rewards, which include default risks relating to these receivables, and accordingly, it continued to recognise the full carrying amounts of these receivables.

39. 財務風險管理(續)

財務風險管理目標及政策(續)

流動性風險(續)

經考慮本集團的財務狀況，本公司董事認為銀行不大可能會行使其酌情權要求立即還款。本公司董事認為，銀行貸款將根據貸款協議所載之計劃償還日期償還，於下表概述：

於二零二一年十二月三十一日

於二零二零年十二月三十一日

轉讓金融資產

於二零二一年十二月三十一日，本集團公開推出兩項資產支持專項計劃(附註30)，並訂立資產轉讓協議將賬面值為港幣2,632,215,000元(二零二零年：無)之應收貸款及賬面值為港幣2,145,000元(二零二零年：無)之經營租賃業務項下之貿易應收款項轉讓予計劃管理人。本公司董事認為，本集團已保留絕大部分風險及回報，包括與該等應收款項有關的違約風險，因此，其繼續確認該等應收款項的全部賬面值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

40. FAIR VALUE OF FINANCIAL INSTRUMENTS

40. 金融工具之公平值

(a) Financial assets measured at fair value

(a) 以公平值入賬的金融資產

(i) Fair value hierarchy

(i) 公平值等級

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

下表呈列於報告期末按經常性基準計量的本集團金融工具的公平值，歸類為香港財務報告準則第13號「公平值計量」定義的三級公平值等級。公平值計量歸類的層級經參考估值方法中使用的輸入數據的可觀察性及重要性釐定如下：

Level 1 valuations:	Quoted prices in active markets for identical items (unadjusted);
Level 2 valuations:	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
Level 3 valuations:	Fair value measured using significant unobservable inputs.

一級評估：	相同項目於活躍市場之報價(未經調整)；
二級評估：	除計入一級的報價之外，資產或負債的直接(即價格)或間接(即從價值衍生得出)可觀察輸入數據；
三級評估：	使用重大不可觀察輸入數據計量的公平值。

		Fair value measurement as at 31 December 2021 於二零二一年十二月三十一日的公平值計量			Fair value as at 31 December 2021 於二零二一年 十二月 三十一日的 公平值
		Level 1	Level 2	Level 3	HK\$'000 港幣千元
		一級 HK\$'000 港幣千元	二級 HK\$'000 港幣千元	三級 HK\$'000 港幣千元	HK\$'000 港幣千元
Recurring fair value measurement	經常性公平值計量				
Financial assets:	金融資產：				
Other financial assets:	其他金融資產：				
Financial assets measured at FVOCI:	按公平值計入其他全面 收益之金融資產：				
- unlisted equity investments	- 非上市股權投資	-	-	11,658	11,658
- shares listed in Hong Kong	- 於香港上市的股份	69,850	-	-	69,850
		<u>69,850</u>	<u>-</u>	<u>11,658</u>	<u>81,508</u>

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財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

40. FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

(a) Financial assets measured at fair value (Continued)

(i) Fair value hierarchy (Continued)

		Fair value measurement as at 31 December 2020 於二零二零年十二月三十一日的公平值計量			Fair value as at 31 December 2020 於二零二零年 十二月 三十一日的 公平值
		Level 1	Level 2	Level 3	
		一級 HK\$'000 港幣千元	二級 HK\$'000 港幣千元	三級 HK\$'000 港幣千元	HK\$'000 港幣千元
Recurring fair value measurement	經常性公平值計量				
Financial assets:	金融資產：				
Other financial assets:	其他金融資產：				
Financial assets measured at FVOCI:	按公平值計入其他全面 收益之金融資產：				
- unlisted equity investments	- 非上市股權投資	-	-	11,200	11,200
- shares listed in Hong Kong	- 於香港上市的股份	62,992	-	-	62,992
Financial assets measured at FVPL:	按公平值計入損益之 金融資產：				
- shares listed in Hong Kong	- 於香港上市的股份	1,639	-	-	1,639
- unlisted investment	- 非上市投資	-	-	35,775	35,775

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy during both years.

於兩個年度內公平值等級的一級、二級及三級之間概無轉移。

40. 金融工具之公平值(續)

(a) 以公平值入賬的金融資產(續)

(i) 公平值等級(續)

Fair value measurement as at 31 December 2020
於二零二零年十二月三十一日的公平值計量

		Level 1	Level 2	Level 3	Fair value as at 31 December 2020 於二零二零年 十二月 三十一日的 公平值
		一級 HK\$'000 港幣千元	二級 HK\$'000 港幣千元	三級 HK\$'000 港幣千元	HK\$'000 港幣千元
Recurring fair value measurement	經常性公平值計量				
Financial assets:	金融資產：				
Other financial assets:	其他金融資產：				
Financial assets measured at FVOCI:	按公平值計入其他全面 收益之金融資產：				
- unlisted equity investments	- 非上市股權投資	-	-	11,200	11,200
- shares listed in Hong Kong	- 於香港上市的股份	62,992	-	-	62,992
Financial assets measured at FVPL:	按公平值計入損益之 金融資產：				
- shares listed in Hong Kong	- 於香港上市的股份	1,639	-	-	1,639
- unlisted investment	- 非上市投資	-	-	35,775	35,775

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

40. FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

(a) Financial assets measured at fair value (Continued)

(ii) Valuation techniques and inputs used in Level 3 fair value measurements

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍
Financial assets: 金融資產：			
Other financial assets: 其他金融資產：			
- financial assets measured at FVOCI: unlisted equity investments	Discounted cash flow	Discount rate and discount for lack of marketability	Discount rate: 16.55% - 17.75% (2020: 16.57% - 19.70%); Discount for lack of marketability: 10% - 20% (2020: 10% - 20%)
- 按公平值計入其他全面收益之 金融資產： 非上市股權投資	貼現現金流量	貼現率及缺乏市場 流動性貼現	貼現率：16.55% - 17.75% (二零二零年： 16.57% - 19.70%)； 缺乏市場流動性貼現： 10% - 20% (二零二零年： 10% - 20%)
- financial assets measured at FVPL: unlisted investments	Discounted cash flow	Expected yield and discount rate	N/A (2020: Expected yield: 9.49%; Discount rate: 9.49%)
- 按公平值計入損益之金融資產： 非上市投資	貼現現金流量	預期回報及貼現率	不適用(二零二零年： 預期回報：9.49%； 貼現率：9.49%)

(b) Fair values of financial assets and liabilities carried at other than fair value

The directors of the Company consider that the carrying amounts of the Group's financial instruments not measured at fair value are stated approximately to their fair values as at 31 December 2021 and 2020.

40. 金融工具之公平值(續)

(a) 以公平值入賬的金融資產(續)

(ii) 三級公平值計量使用的估值方法及輸入數據

(b) 按公平值以外列賬的金融資產及負債的公平值

本公司董事認為，於二零二一年及二零二零年十二月三十一日本集團並非按公平值計量的金融工具的賬面值與其公平值相若。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

41. CONTINGENT LIABILITIES

As at 31 December 2021, the Group had contingent liabilities in relation to guarantees of approximately HK\$224,455,000 (2020: HK\$212,924,000) given to banks in respect of mortgage loans granted to purchasers of certain property units.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible for repaying the outstanding mortgage principals together with any accrued interest and penalty owed by the defaulted purchasers to the banks, and the Group is entitled to take over the legal title and possession of the related properties.

In the opinion of the directors of the Company, the financial impact arising from providing the above financial guarantees is insignificant and accordingly, they were not accounted for in these financial statements.

As at 31 December 2021 and 2020, the Group was not involved in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the directors of the Company to be pending or threatened against the Group.

42. COMMITMENTS

(a) Capital commitments

Contracted but not provided for:	已訂約但未撥備：
Purchase of property, plant and equipment	購買物業、廠房及設備

41. 或然負債

於二零二一年十二月三十一日，本集團擁有與擔保相關的或然負債約港幣224,455,000元（二零二零年：港幣212,924,000元），擔保是因銀行向若干物業單位買家授予按揭貸款而提供。

根據擔保條款，若該等買家拖欠按揭付款，本集團有責任向銀行償還違約買家未償還的按揭本金，連同任何應計利息和罰金，而本集團有權接管相關物業的法定業權及所有權。

本公司董事認為，提供上述財務擔保產生的財務影響微不足道，故並未在該等財務報表中入賬。

於二零二一年及二零二零年十二月三十一日，本集團概無涉及任何重大訴訟或仲裁，本公司董事亦不知悉有任何尚未了結或將針對本集團而提出的重大訴訟或索償。

42. 承擔

(a) 資本承擔

	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Contracted but not provided for:		
Purchase of property, plant and equipment	526	1,633

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

42. COMMITMENTS (Continued)

(b) Operating lease commitments as lessor

The Group has contracted with tenants for the following future minimum lease receivables:

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Within one year	一年內	467	1,566
Later than one year and not later than two years	一年後但兩年內	305	1,413
Later than two years and not later than three years	兩年後但三年內	305	1,202
Later than three years and not later than four years	三年後但四年內	305	751
Later than four years and not later than five years	四年後但五年內	-	296
		<u>1,382</u>	<u>5,228</u>

Leases are negotiated for terms ranging from three to ten years (2020: one to ten years).

42. 承擔(續)

(b) 作為出租人之經營租約承擔

本集團已與租戶訂約，未來最低應收租金如下：

	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
Within one year	467	1,566
Later than one year and not later than two years	305	1,413
Later than two years and not later than three years	305	1,202
Later than three years and not later than four years	305	751
Later than four years and not later than five years	-	296
	<u>1,382</u>	<u>5,228</u>

租約協定之租期介乎三年至十年(二零二零年：一年至十年)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

43. 本公司財務狀況表

	Notes 附註	2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		1,974	4,828
Interests in subsidiaries		-	-
Amounts due from subsidiaries		<u>1,074,456</u>	<u>177,229</u>
		<u>1,076,430</u>	<u>182,057</u>
Current assets			
Other receivables, prepayments and deposits		2,524	2,488
Amounts due from subsidiaries		1,878,483	2,221,813
Bank balances and cash		<u>7,061</u>	<u>229,506</u>
		<u>1,888,068</u>	<u>2,453,807</u>
Current liabilities			
Other payables		8,234	8,014
Lease liabilities		1,706	2,599
Bank borrowings		460,319	160,000
Amounts due to subsidiaries		<u>217,730</u>	<u>209,323</u>
		<u>687,989</u>	<u>379,936</u>
Net current assets		<u>1,200,079</u>	<u>2,073,871</u>
Non-current liabilities			
Lease liabilities		-	1,954
Net assets		<u>2,276,509</u>	<u>2,253,974</u>
EQUITY			
Share capital	33	2,214,624	2,185,876
Reserves	35	<u>61,885</u>	<u>68,098</u>
Total equity		<u>2,276,509</u>	<u>2,253,974</u>

Approved and authorised for issue by the board of directors on 4 March 2022 and signed on its behalf by:

由董事會於二零二二年三月四日批准及授權發行並由其代表簽署：

Zhang Bin
張斌
Director
董事

Yang Tianzhou
楊田洲
Director
董事

Principal Properties 主要物業

A. INVESTMENT PROPERTIES

A. 投資物業

Location	地點	Group's effective interest 本集團之實質權益	Approximate site area 概約地盤面積 (sq. m.) (平方米)	Approximate gross floor area 概約總樓面面積 (sq. m.) (平方米)	Usage 用途	Category of lease 租約類別
Phase I, Chengtong Xiang Xie Li, No. 1 Mizhou West Road, Zhucheng City, Shandong Province, the PRC	中國山東省諸城市密州西路一號誠通香樹里第一期	100%	Note (a) 附註(a)	4,646	Commercial 商業	Medium-term lease 中期租約
Phase III, Chengtong Xiang Xie Li, No. 1 Mizhou West Road, Zhucheng City, Shandong Province, the PRC	中國山東省諸城市密州西路一號誠通香樹里第三期	100%	Note (a) 附註(a)	2,716	Commercial 商業	Medium-term lease 中期租約
Hainan Building No.5 Guoxing Avenue, Haikou City, Hainan Province, the PRC	中國海南省海口市國興大道5號海南大廈	100%	27,590	1,339	Commercial 商業	Medium-term lease 中期租約
Block 2 Wan Liu Yi Cheng Building, Haidian District, Beijing City, the PRC	中國北京市海澱區萬柳德城大廈2號樓	100%	18,000	231	Commercial 商業	Medium-term lease 中期租約

B. PROPERTIES UNDER DEVELOPMENT

B. 發展中物業

Location	地點	Group's effective interest 本集團之實質權益	Approximate site area 概約地盤面積 (sq. m.) (平方米)	Approximate gross floor area 概約總樓面面積 (sq. m.) (平方米)	Usage 用途	Category of lease 租約類別	Stage of completion 完成階段	Expected completion date 預計完成日期
A parcel of land designated as No. 01213003 and located on the northern side of Mizhou West Road Eastern Section, Zhucheng City, Shandong Province, the PRC	中國山東省諸城市密州西路東段北側之一幅土地(地段編號第01213003號)	100%	21,109	66,284	Residential 住宅	Long lease 長期租約	The construction of Phase III is divided into 3 sections, among which sections 1 and 2 have been completed and section 3 is in progress. 三期工程分為三標段，其中一及二標段已完成，三標段正在進行中。	Section 3 of Phase III is expected to be completed in year 2024 三期三標段預計於二零二四年完成

Principal Properties 主要物業

C. PROPERTIES HELD FOR SALE

C. 持作出售物業

Location	地點	Group's effective interest 本集團之實質權益	Approximate site area 概約地盤面積 (sq. m.) (平方米)	Approximate gross floor area 概約總樓面面積 (sq. m.) (平方米)	Usage 用途	Category of lease 租約類別
A parcel of land designated as No. 01213003 and located on the northern side of Mizhou West Road Eastern Section, Zhucheng City, Shandong Province, the PRC	中國山東省諸城市密州西路東段北側之一幅土地(地段編號第01213003號)	100%	<i>Note (a)</i> <i>附註(a)</i>	26,581	Residential and commercial 住宅及商業	Commercial — Medium-term lease Residential — Long lease 商業 - 中期租約 住宅 - 長期租約

Note (a): Part of a parcel of land designated as No. 01213003 and located on the northern side of Mizhou West Road Eastern Section, Zhucheng City, Shandong Province, the PRC, with a total site area of 146,006 sq.m.

附註(a): 屬中國山東省諸城市密州西路東段北側之一幅土地(地段編號第01213003號)之一部分, 總地盤面積為146,006平方米。

Financial Summary 財務概要

A summary of the published results and of the assets and liabilities of the Group for the year ended 31 December 2021 and the last four financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out below. This summary does not form part of the audited financial statements.

以下為本集團截至二零二一年十二月三十一日止年度及過往四個財政年度之已刊發業績及資產與負債之概要，乃摘錄自該等經審核財務報表並已作出適當之重新分類。此摘要並不構成該等經審核財務報表之一部分。

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
RESULTS	業績					
Turnover	營業額	1,172,679	931,688	1,110,598	1,020,892	1,353,119
Profit attributable to owners of the Company	本公司擁有人應佔溢利	104,222	121,372	47,539	113,440	23,363
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產					
Property, plant and equipment	物業、廠房及設備	307,371	344,673	241,834	187,803	202,715
Prepaid land lease payments	預付土地租賃付款	-	-	-	38,592	196,781
Investment properties	投資物業	99,255	89,143	93,939	101,528	63,816
Deposits paid	已付按金	1,015	700	-	-	4,966
Finance lease receivables and loans receivable	融資租賃應收款項及應收貸款	3,911,695	1,438,325	684,689	245,700	383,902
Other financial assets	其他金融資產	11,658	11,200	4,267	4,984	-
Available-for-sale financial asset	可供出售金融資產	-	-	-	-	5,246
Loan to a related party	授予一名關連方貸款	36,600	-	-	-	-
Current assets	流動資產					
Properties held for sale	持作出售物業	130,438	180,364	128,655	202,005	251,688
Properties held for development	持作發展物業	-	-	260,661	281,386	296,196
Properties under development	發展中物業	143,793	90,325	205,688	152,233	109,824
Inventories	存貨	23,332	4,756	4,036	15,970	4,281
Trade and other receivables	貿易及其他應收款項	79,888	101,775	136,054	186,706	129,040
Finance lease receivables and loans receivable	融資租賃應收款項及應收貸款	1,953,411	634,378	442,135	421,236	358,359
Prepaid land lease payments	預付土地租賃付款	-	-	-	2,011	5,665
Other financial assets	其他金融資產	69,850	107,736	544,816	840,612	-
Available-for-sale financial assets	可供出售金融資產	-	-	-	-	700,231
Held-for-trading securities	持作買賣證券	-	-	-	-	1,173
Taxation recoverable	可收回稅項	2,628	1,794	1,846	2,119	3,004
Pledged bank deposits	已抵押銀行存款	4,413	5,556	4,462	3,815	4,006
Deposits in other financial institution	於其他金融機構存款	-	-	2,157	112,338	86,200
Bank balances and cash	銀行結存及現金	1,380,259	859,618	732,356	791,265	749,708
Amount due from a non-controlling shareholder of a subsidiary	應收一間附屬公司一名非控股股東款項	-	-	-	-	18,000
Loan to a related party	授予一名關連方貸款	12,200	36,404	34,431	-	-
Assets classified as held for sale	分類為持作出售之資產	-	-	78,635	-	-
Total assets	總資產	8,167,806	3,906,747	3,600,661	3,590,303	3,574,801

Financial Summary 財務概要

		2021 二零二一年 HK\$'000 港幣千元	2020 二零二零年 HK\$'000 港幣千元	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Current liabilities	流動負債					
Trade and other payables	貿易及其他應付款項	(373,265)	(349,524)	(173,648)	(120,726)	(156,869)
Contract liabilities	合約負債	(136,724)	(124,420)	(134,637)	(207,096)	-
Deposits received from sale of properties	出售物業之已收按金	-	-	-	-	(128,921)
Taxation payable	應付稅項	(35,622)	(31,318)	(25,877)	(38,843)	(5,929)
Lease liabilities	租賃負債	(3,098)	(3,729)	(3,528)	-	-
Bank borrowings	銀行借貸	(1,374,675)	(338,420)	(277,700)	(274,100)	(214,400)
Asset-backed securities	資產支持證券	(1,267,068)	-	-	-	-
Unsecured other loan	無抵押其他貸款	(600)	(600)	(600)	(600)	(600)
Loan from a related party	來自一名關連方的貸款	(47,556)	(23,592)	-	-	-
Liabilities associated with assets classified as held for sale	分類為持作出售資產有關之負債	-	-	(20,049)	-	-
Non-current liabilities	非流動負債					
Asset-backed securities	資產支持證券	(1,665,539)	-	-	-	-
Bank borrowings	銀行借貸	(67,100)	-	-	-	-
Lease liabilities	租賃負債	-	(3,311)	(7,353)	-	-
Deferred tax liabilities	遞延稅項負債	(54,857)	(46,564)	(43,053)	(51,794)	(81,635)
Total liabilities	負債總額	<u>(5,026,104)</u>	<u>(921,478)</u>	<u>(686,445)</u>	<u>(693,159)</u>	<u>(588,354)</u>



中國誠通發展集團有限公司
China Chengtong Development Group Limited

(於香港註冊成立之有限公司)
(Incorporated in Hong Kong with limited liability)
股份代號 Stock Code: 217

